

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). ▶ Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 2011 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2011 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>04/30/2012</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☒ the final return/report; ☐ an amended return/report; ☒ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☐ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information				
1a Name of plan <u>TERREMARK WORLDWIDE 401(K) PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>01/01/1996</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>01/01/1996</u>	
1b Three-digit plan number (PN) ▶	<u>001</u>				
1c Effective date of plan <u>01/01/1996</u>					
2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan) <u>TERREMARK WORLDWIDE, INC.</u> <u>2 SOUTH BISCAYNE BLVD, SUITE 2800</u> <u>MIAMI, FL 33131</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>84-0873124</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>305-961-3200</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>541519</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>84-0873124</u>	2c Sponsor's telephone number <u>305-961-3200</u>	2d Business code (see instructions) <u>541519</u>	
2b Employer Identification Number (EIN) <u>84-0873124</u>					
2c Sponsor's telephone number <u>305-961-3200</u>					
2d Business code (see instructions) <u>541519</u>					

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	11/28/2012	JONATHAN HAYES
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	11/28/2012	JONATHAN HAYES
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Form 5500 (2011)
v.012611

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") TERREMARK WORLDWIDE, INC. 2 SOUTH BISCAYNE BLVD, SUITE 2800 MIAMI, FL 33131	3b Administrator's EIN 84-0873124 3c Administrator's telephone number 305-961-3200
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4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
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5 Total number of participants at the beginning of the plan year	5	1073
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6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		
a Active participants.....	6a	0
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	0
d Subtotal. Add lines 6a , 6b , and 6c	6d	0
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	0
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	0
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	0

7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	
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8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:

2E 2F 2G 2J 2K 2T 3D 3H

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:

9a Plan funding arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
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10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

- (1) ☒ **R** (Retirement Plan Information)
- (2) ☐ **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
- (3) ☐ **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

- (1) ☒ **H** (Financial Information)
- (2) ☐ **I** (Financial Information – Small Plan)
- (3) ☒ 1 **A** (Insurance Information)
- (4) ☒ **C** (Service Provider Information)
- (5) ☒ **D** (DFE/Participating Plan Information)
- (6) ☐ **G** (Financial Transaction Schedules)

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

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(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4 Current value of plan's interest under this contract in the general account at year end	4	0
5 Current value of plan's interest under this contract in separate accounts at year end	5	0

6 Contracts With Allocated Funds:**a** State the basis of premium rates ▶

b Premiums paid to carrier	6b	
c Premiums due but unpaid at the end of the year	6c	
d If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. Specify nature of costs ▶	6d	

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity
(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ ☐**7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)**

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee
(3) ☒ guaranteed investment (4) ☐ other ▶

b Balance at the end of the previous year	7b	351079
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c Additions: (1) Contributions deposited during the year	7c(1)	2018	
(2) Dividends and credits	7c(2)		
(3) Interest credited during the year	7c(3)	3001	
(4) Transferred from separate account	7c(4)		
(5) Other (specify below)	7c(5)		
▶			

(6) Total additions	7c(6)	5019
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d Total of balance and additions (add b and c(6))	7d	356098
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e Deductions:

(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	355537	
(2) Administration charge made by carrier	7e(2)	371	
(3) Transferred to separate account	7e(3)		
(4) Other (specify below)	7e(4)	190	

▶ **NEGATIVE MARKET VALUE ADJUSTMENT**

(5) Total deductions	7e(5)	356098
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f Balance at the end of the current year (subtract e(5) from d)	7f	0
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Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

- a** ☐ Health (other than dental or vision)
 b ☐ Dental
 c ☐ Vision
 d ☐ Life insurance
e ☐ Temporary disability (accident and sickness)
 f ☐ Long-term disability
 g ☐ Supplemental unemployment
 h ☐ Prescription drug
i ☐ Stop loss (large deductible)
 j ☐ HMO contract
 k ☐ PPO contract
 l ☐ Indemnity contract
m ☐ Other (specify) ▶

9 Experience-rated contracts:

a Premiums: (1) Amount received.....	9a(1)		
(2) Increase (decrease) in amount due but unpaid.....	9a(2)		
(3) Increase (decrease) in unearned premium reserve.....	9a(3)		
(4) Earned ((1) + (2) - (3)).....		9a(4)	
b Benefit charges (1) Claims paid.....	9b(1)		
(2) Increase (decrease) in claim reserves.....	9b(2)		
(3) Incurred claims (add (1) and (2)).....		9b(3)	
(4) Claims charged.....		9b(4)	
c Remainder of premium: (1) Retention charges (on an accrual basis) --			
(A) Commissions.....	9c(1)(A)		
(B) Administrative service or other fees.....	9c(1)(B)		
(C) Other specific acquisition costs.....	9c(1)(C)		
(D) Other expenses.....	9c(1)(D)		
(E) Taxes.....	9c(1)(E)		
(F) Charges for risks or other contingencies.....	9c(1)(F)		
(G) Other retention charges.....	9c(1)(G)		
(H) Total retention.....		9c(1)(H)	
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.).....		9c(2)	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement.....		9d(1)	
(2) Claim reserves.....		9d(2)	
(3) Other reserves.....		9d(3)	
e Dividends or retroactive rate refunds due. (Do not include amount entered in c(2).).....		9e	

10 Nonexperience-rated contracts:

a Total premiums or subscription charges paid to carrier.....	10a	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, item 2 above, report amount.	10b	

Specify nature of costs ▶

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☒ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2011
		This Form is Open to Public Inspection.

For calendar plan year 2011 or fiscal plan year beginning 01/01/2012 and ending 04/30/2012

A Name of plan <u>TERREMARK WORLDWIDE 401(K) PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>TERREMARK WORLDWIDE, INC.</u>	D Employer Identification Number (EIN) <u>84-0873124</u>

Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☐ Yes ☒ No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

JOHN HANCOCK USA

01-0233346

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 28 50 59 60 62 63 67	N/A	28537	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
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(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

Part III **Termination Information on Accountants and Enrolled Actuaries (see instructions)**
(complete as many entries as needed)

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

SCHEDULE D (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2011 This Form is Open to Public Inspection.
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For calendar plan year 2011 or fiscal plan year beginning 01/01/2012 and ending 04/30/2012

A Name of plan <u>TERREMARK WORLDWIDE 401(K) PLAN</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>TERREMARK WORLDWIDE, INC.</u>	D Employer Identification Number (EIN) <u>84-0873124</u>	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: <u>LIFESTYLE AGGRESSIVE</u>			
b Name of sponsor of entity listed in (a): <u>JOHN HANCOCK USA</u>			
c EIN-PN <u>01-0233346-000</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>0</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>LIFESTYLE GROWTH</u>			
b Name of sponsor of entity listed in (a): <u>JOHN HANCOCK USA</u>			
c EIN-PN <u>01-0233346-000</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>0</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>LIFESTYLE BALANCED</u>			
b Name of sponsor of entity listed in (a): <u>JOHN HANCOCK USA</u>			
c EIN-PN <u>01-0233346-000</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>0</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>LIFESTYLE MODERATE</u>			
b Name of sponsor of entity listed in (a): <u>JOHN HANCOCK USA</u>			
c EIN-PN <u>01-0233346-000</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>0</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>LIFESTYLE CONSERVATIVE</u>			
b Name of sponsor of entity listed in (a): <u>JOHN HANCOCK USA</u>			
c EIN-PN <u>01-0233346-000</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>0</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>REAL EST. SECURITIES FUND</u>			
b Name of sponsor of entity listed in (a): <u>JOHN HANCOCK USA</u>			
c EIN-PN <u>01-0233346-000</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>0</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>ROYCE OPPORTUNITY</u>			
b Name of sponsor of entity listed in (a): <u>JOHN HANCOCK USA</u>			
c EIN-PN <u>01-0233346-000</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>0</u>	

a Name of MTIA, CCT, PSA, or 103-12 IE: INTL SMALL CAP FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: OPPENHEIMER DEVELOPING MKT		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: ENERGY		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: INTERNATIONAL VALUE FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: MID CAP STOCK FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: COLUMBIA VALUE & RESTRUCTURING		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: T. ROWE PRICE SCI & TECH		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: DFA U.S. SMALL CAP FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: SMALL CAP GROWTH INDEX		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: INTL EQUITY INDEX FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: [SCIENCE & TECHNOLOGY FUND](#)**b** Name of sponsor of entity listed in (a): [JOHN HANCOCK USA](#)

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: [FINANCIAL SERVICES FUND](#)**b** Name of sponsor of entity listed in (a): [JOHN HANCOCK USA](#)

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: [SMALL CAP INDEX FUND](#)**b** Name of sponsor of entity listed in (a): [JOHN HANCOCK USA](#)

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: [AMERICAN CENTURY HERITAGE](#)**b** Name of sponsor of entity listed in (a): [JOHN HANCOCK USA](#)

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: [EXPLORER](#)**b** Name of sponsor of entity listed in (a): [JOHN HANCOCK USA](#)

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: [INV SMALL CAP GROWTH](#)**b** Name of sponsor of entity listed in (a): [JOHN HANCOCK USA](#)

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: [EUROPACIFIC GROWTH FUND](#)**b** Name of sponsor of entity listed in (a): [JOHN HANCOCK USA](#)

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: [FRANKLIN SMALL-MID GROWTH](#)**b** Name of sponsor of entity listed in (a): [JOHN HANCOCK USA](#)

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: [LEGG MASON CLEARBR AGG GROWTH](#)**b** Name of sponsor of entity listed in (a): [JOHN HANCOCK USA](#)

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: [T. ROWE PRICE HEALTH SCI](#)**b** Name of sponsor of entity listed in (a): [JOHN HANCOCK USA](#)

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: **SMALL CAP OPPORTUNITIES FUND****b** Name of sponsor of entity listed in (a): **JOHN HANCOCK USA**

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: **SMALL CAP VALUE FUND****b** Name of sponsor of entity listed in (a): **JOHN HANCOCK USA**

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: **BLUE CHIP GROWTH FUND****b** Name of sponsor of entity listed in (a): **JOHN HANCOCK USA**

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: **MID CAP INDEX FUND****b** Name of sponsor of entity listed in (a): **JOHN HANCOCK USA**

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: **OPPENHEIMER GLOBAL****b** Name of sponsor of entity listed in (a): **JOHN HANCOCK USA**

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: **FUNDAMENTAL ALL CAP CORE FUND****b** Name of sponsor of entity listed in (a): **JOHN HANCOCK USA**

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: **MID VALUE FUND****b** Name of sponsor of entity listed in (a): **JOHN HANCOCK USA**

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: **CAPITAL APPRECIATION FUND****b** Name of sponsor of entity listed in (a): **JOHN HANCOCK USA**

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: **TEMPLETON WORLD****b** Name of sponsor of entity listed in (a): **JOHN HANCOCK USA**

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: **DOMINI SOCIAL EQUITY****b** Name of sponsor of entity listed in (a): **JOHN HANCOCK USA**

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: <u>ALL CAP VALUE FUND</u>		
b Name of sponsor of entity listed in (a): <u>JOHN HANCOCK USA</u>		
c EIN-PN <u>01-0233346-000</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>0</u>

a Name of MTIA, CCT, PSA, or 103-12 IE: <u>JPM MIDCAP VALUE FUND</u>		
b Name of sponsor of entity listed in (a): <u>JOHN HANCOCK USA</u>		
c EIN-PN <u>01-0233346-000</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>0</u>

a Name of MTIA, CCT, PSA, or 103-12 IE: <u>MFS UTILITIES</u>		
b Name of sponsor of entity listed in (a): <u>JOHN HANCOCK USA</u>		
c EIN-PN <u>01-0233346-000</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>0</u>

a Name of MTIA, CCT, PSA, or 103-12 IE: <u>TOTAL STOCK MARKET INDEX FUND</u>		
b Name of sponsor of entity listed in (a): <u>JOHN HANCOCK USA</u>		
c EIN-PN <u>01-0233346-000</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>0</u>

a Name of MTIA, CCT, PSA, or 103-12 IE: <u>THE GROWTH FUND OF AMERICA</u>		
b Name of sponsor of entity listed in (a): <u>JOHN HANCOCK USA</u>		
c EIN-PN <u>01-0233346-000</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>0</u>

a Name of MTIA, CCT, PSA, or 103-12 IE: <u>FUNDAMENTAL LARGE CAP VALUE</u>		
b Name of sponsor of entity listed in (a): <u>JOHN HANCOCK USA</u>		
c EIN-PN <u>01-0233346-000</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>0</u>

a Name of MTIA, CCT, PSA, or 103-12 IE: <u>DAVIS NEW YORK VENTURE</u>		
b Name of sponsor of entity listed in (a): <u>JOHN HANCOCK USA</u>		
c EIN-PN <u>01-0233346-000</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>0</u>

a Name of MTIA, CCT, PSA, or 103-12 IE: <u>T. ROWE PRICE EQUITY INC</u>		
b Name of sponsor of entity listed in (a): <u>JOHN HANCOCK USA</u>		
c EIN-PN <u>01-0233346-000</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>0</u>

a Name of MTIA, CCT, PSA, or 103-12 IE: <u>500 INDEX FUND</u>		
b Name of sponsor of entity listed in (a): <u>JOHN HANCOCK USA</u>		
c EIN-PN <u>01-0233346-000</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>0</u>

a Name of MTIA, CCT, PSA, or 103-12 IE: <u>MUTUAL BEACON</u>		
b Name of sponsor of entity listed in (a): <u>JOHN HANCOCK USA</u>		
c EIN-PN <u>01-0233346-000</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>0</u>

a Name of MTIA, CCT, PSA, or 103-12 IE: [WASHINGTON MUTUAL INVESTORS](#)**b** Name of sponsor of entity listed in (a): [JOHN HANCOCK USA](#)

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: [INVESTMENT COMPANY OF AMERICA](#)**b** Name of sponsor of entity listed in (a): [JOHN HANCOCK USA](#)

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: [AMERICAN BALANCED FUND](#)**b** Name of sponsor of entity listed in (a): [JOHN HANCOCK USA](#)

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: [BLACKROCK GLOBAL ALLOCATION](#)**b** Name of sponsor of entity listed in (a): [JOHN HANCOCK USA](#)

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: [PIMCO ALL ASSET](#)**b** Name of sponsor of entity listed in (a): [JOHN HANCOCK USA](#)

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: [MUTUAL GLOBAL DISCOVERY](#)**b** Name of sponsor of entity listed in (a): [JOHN HANCOCK USA](#)

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: [HIGH YIELD FUND](#)**b** Name of sponsor of entity listed in (a): [JOHN HANCOCK USA](#)

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: [PIMCO GLOBAL BOND](#)**b** Name of sponsor of entity listed in (a): [JOHN HANCOCK USA](#)

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: [T. ROWE PRICE SPECTRUM INC](#)**b** Name of sponsor of entity listed in (a): [JOHN HANCOCK USA](#)

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: [STRATEGIC INCOME OPP FUND](#)**b** Name of sponsor of entity listed in (a): [JOHN HANCOCK USA](#)

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: PIMCO TOTAL RETURN**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: JOHN HANCOCK STABLE VAL**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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Part II **Information on Participating Plans (to be completed by DFEs)**

(Complete as many entries as needed to report all participating plans)

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
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plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2011 This Form is Open to Public Inspection
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For calendar plan year 2011 or fiscal plan year beginning 01/01/2012 and ending 04/30/2012		
A Name of plan TERREMARK WORLDWIDE 401(K) PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 TERREMARK WORLDWIDE, INC.	D Employer Identification Number (EIN) 84-0873124	

Part I	Asset and Liability Statement		
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	11070	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities.....	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	265811	0
(9) Value of interest in common/collective trusts.....	1c(9)		
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	24405058	0
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)	352536	0
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	25034475	0

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j	0	
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	25034475	0
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Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income**a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)		
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)	2242	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		2242

b Earnings on investments:**(1) Interest:**

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	3536	
(F) Other	2b(1)(F)	2811	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		6347

(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0

(3) Rents	2b(3)		
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(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		2064974
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		
c Other income.....	2c		1189
d Total income. Add all income amounts in column (b) and enter total.....	2d		2074752

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1168283	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		1168283
f Corrective distributions (see instructions)	2f		411730
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)	500	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	28543	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		29043
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		1609056

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		465696
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		25500171

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? ☒ Yes ☐ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: MCGLADREY, LLP

(2) EIN: 42-0714325

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

- 4** CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete 4j and 4l. MTIAs also do not complete 4l.

During the plan year:

	Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		500000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....	X		
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....	X		
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	X		

- 5a** Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?

If "Yes," enter the amount of any plan assets that reverted to the employer this year..... ☐ Yes ☒ No Amount:

- 5b** If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)

VERIZON SAVINGS PLAN FOR MANAGEMENT EMPLOYEES

5b(2) EIN(s)	5b(3) PN(s)
23-2259884	102

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2011 This Form is Open to Public Inspection.
---	--	--

For calendar plan year 2011 or fiscal plan year beginning 01/01/2012 and ending 04/30/2012

A Name of plan <u>TERREMARK WORLDWIDE 401(K) PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>TERREMARK WORLDWIDE, INC.</u>	D Employer Identification Number (EIN) <u>84-0873124</u>

Part I	Distributions
---------------	----------------------

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>01-0233346</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)
----------------	--

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☐ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)	6a		
b Enter the amount contributed by the employer to the plan for this plan year	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....	☐ Yes	☐ No	☐ N/A

Part III	Amendments
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9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☐ No
--	-----------------------------------	-----------------------------------	-------------------------------	-----------------------------

Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
----------------	---

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. Complete as many entries as needed to report all applicable employers.

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

- 14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	14a	
b The plan year immediately preceding the current plan year	14b	
c The second preceding plan year	14c	

- 15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	15a	
b The corresponding number for the second preceding plan year	15b	

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	16a	
b If item 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

- 19** If the total number of participants is 1,000 or more, complete items (a) through (c)

a Enter the percentage of plan assets held as:
 Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate item 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

Terremark Worldwide 401(k) Plan

Financial Report
April 23, 2012

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Independent Auditor's Report

To the Plan Committee
Terremark Worldwide 401(k) Plan
Miami, Florida

We were engaged to audit the accompanying statements of net assets available for benefits of Terremark Worldwide 401(k) Plan (the "Plan") as of April 23, 2012, December 31, 2011 and December 31, 2010, and the related statements of changes in net assets available for benefits for the period from January 1, 2012 through April 23, 2012 and the year ended December 31, 2011, and the supplemental schedules of assets as of December 31, 2011 and delinquent participant contributions for the year ended December 31, 2011. These financial statements and supplemental schedules are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the United States Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 4, which was certified, or provided by John Hancock Life Insurance Company (U.S.A.), the custodian of the Plan, except for comparing this information with the related information included in the financial statements and supplemental schedules. We have been informed by the Plan Administrator that the custodian holds the Plan's assets and executes transactions. The Plan Administrator has obtained certifications from the custodian regarding the completeness and accuracy of the information summarized in Note 4 that was provided to the Plan Administrator by the custodian as of April 23, 2012, and for the period from January 1, 2012 through April 23, 2012, as of and for the year ended December 31, 2011, and as of December 31, 2010.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and schedules taken as a whole. The supplemental schedules are presented for the purposes of additional analysis and are not a required part of the financial statements but are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified, or provided by the custodian, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the United States Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

As further discussed in Note 3 to the financial statements, the Plan was frozen effective December 30, 2011 and subsequently merged into the Verizon Savings Plan for Management Employees effective April 23, 2012.

McGladrey LLP

West Palm Beach, Florida
October 23, 2012

Terremark Worldwide 401(k) Plan

Statements of Net Assets Available for Benefits April 23, 2012 and December 31, 2011 and 2010

	April 23, 2012	December 31, 2011	December 31, 2010
Assets:			
Investments, at estimated fair value (Notes 4, 5 and 6):			
Pooled separate accounts	\$ -	\$ 24,208,515	\$ 20,523,596
Insurance company guaranteed investment accounts	-	372,106	301,781
Total investments	-	24,580,621	20,825,377
Receivables:			
Employer contributions	-	52,463	49,481
Participant contributions	-	145,537	103,076
Notes receivable from participants	-	265,811	209,914
Total receivables	-	463,811	362,471
Cash	-	11,070	6,156
Total assets	-	25,055,502	21,194,004
Liabilities:			
Excess contributions	-	420,156	-
Net assets available for benefits	\$ -	\$ 24,635,346	\$ 21,194,004

See Notes to Financial Statements.

Terremark Worldwide 401(K) Plan

Statements of Changes In Net Assets Available For Benefits

Period from January 1, 2012 through April 23, 2012 and for the Year Ended December 31, 2011

	April 23, 2012	December 31, 2011
Additions to net assets attributed to:		
Investment results (Note 4):		
Net appreciation (depreciation) in fair value of investments	\$ 2,043,757	\$ (857,841)
Interest	3,001	9,407
Net investment income (loss)	2,046,758	(848,434)
Interest income on notes receivable from participants	3,536	10,036
Contributions:		
Employer	-	1,476,039
Participant	-	3,751,195
Rollover	2,242	572,511
Total contributions	2,242	5,799,745
Other	1,189	738
Total additions	2,053,725	4,962,085
Deductions from net assets attributed to:		
Benefits paid to participants and beneficiaries	1,159,857	1,415,891
Administrative expenses (Note 7)	29,043	104,852
Total deductions	1,188,900	1,520,743
Net increase	864,825	3,441,342
Transfer of assets to another plan (Note 3)	25,500,171	-
Net assets available for benefits, beginning of year	24,635,346	21,194,004
Net assets available for benefits, end of year	\$ -	\$ 24,635,346

See Notes to Financial Statements.

Terremark Worldwide 401(k) Plan

Notes to Financial Statements

Note 1. Description of Plan

The following description of the Terremark Worldwide 401(k) Plan (the "Plan") provides only general information. Participants should refer to the Plan Agreement or Summary Plan Description for a more complete description of the Plan's provisions.

General: The Plan is a defined contribution plan covering all employees of Terremark Worldwide, Inc. (the "Company") on their date of hire, who are age 21 or older and are not a member of the following classes of employees: (a) those subject to a collective bargaining agreement; (b) leased employees; (c) independent contractors; (d) non-residents who have no earned income from sources within the United States of America; and/or (e) part-time, temporary or seasonal employees whose regularly scheduled hours are less than 1,000. The Plan is subject to the Employee Retirement Income Security Act of 1974 ("ERISA").

Contributions: Each year, participants may contribute a portion of their pretax annual compensation, as defined in the Plan, up to the maximum allowable under the Internal Revenue Code. Participants may also contribute amounts representing rollovers from other tax-qualified retirement plans. Participants who have attained age 50, or are projected to attain age 50 before the close of the calendar year, may make pretax catch-up contributions.

The Company may make a discretionary matching contribution equal to a specified percentage of each participant's deferred compensation, subject to certain limitations. Discretionary matching contributions are generally allocated to participant accounts based upon 50% of the participant's annual deferral up to 6% of their annual compensation. The exact percentage, if any, is determined each year by the Company.

Participant accounts: Each participant's account is credited with the participant's contributions, allocations of the Company's discretionary matching contributions and Plan earnings and charged with allocations of Plan losses and administrative expenses. Allocations are based on participant compensation or account balances. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting: Participants are immediately vested in their deferral and rollover contributions plus actual earnings thereon. Vesting in the Company's contribution portion of their accounts is based on years of continuous service as follows:

Years of Service	Vested Percentage
Less than 2	0%
2 or more years	100%

Participants must provide a minimum of 1,000 hours of service to complete a year of vesting service. Participants' accounts become fully vested upon death, disability, attainment of normal retirement age, or upon termination of the Plan.

Notes to Financial Statements

Note 1. Description of Plan (Continued)

Notes receivable from participants: Participants may borrow from their accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their account balance. The loans bear interest at fixed rates that range from 4.25% to 7.00%, which are commensurate with local borrowing rates at the date of each loan. Loan repayments are made ratably through payroll deductions over a period generally not to exceed five years, unless the loans were used to purchase a primary residence in which case the loan terms may exceed five years.

Payment of benefits: Upon termination of service due to death, disability, retirement or separation from service, a participant may elect to receive a lump-sum amount equal to the value of the participant's vested interest in his or her account, unless they elect to receive their benefits in the form of installments. Additionally, under certain circumstances of financial hardship, the participant is allowed to withdraw funds from the Plan, in accordance with provisions specified in the Plan. The Plan offers an Early Retirement age provision, that allows Plan participants to withdraw their balances beginning at age 59 ½.

Administrative expenses: The Company pays substantially all administrative expenses associated with the Plan. Fees paid by the Plan are for participant requested services.

Forfeitures: Forfeitures of the non-vested balances of participants are used by the employer to pay administrative expenses or reduce future contributions to the Plan. During the period from January 1, 2012 through April 23, 2012 and the year ended December 31, 2011, employer discretionary matching contributions were reduced by \$0 from forfeited nonvested accounts. As of December 31, 2011 and 2010, there were \$11,070 and \$6,156, respectively, of unapplied forfeitures. Any remaining forfeitures as of April 23, 2012, were transferred in connection with the merger (see Note 3).

Investment options: Upon enrollment in the Plan, a participant may direct the investment of their contributions into various pooled separate accounts or guaranteed investment accounts offered by the Plan. Participants may change their investment options at any time via the Internet or telephone.

Note 2. Summary of Accounting Policies

Basis of accounting: The financial statements of the Plan are prepared using the accrual method of accounting in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP").

Investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for the portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan.

Use of estimates: The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosures of contingent assets and liabilities. Actual results could differ from those estimates.

Investment valuation and income recognition: The Plan's investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 5 for discussion of fair value measurements.

Notes to Financial Statements

Note 2. Summary of Accounting Policies (Continued)

Purchases and sales of investments are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Gains and losses on investments that were purchased and sold during the Plan year are included in the net appreciation (depreciation) in fair value of investments in the accompanying statement of changes in net assets available for benefits.

Payment of benefits: Benefits are recorded when paid.

Notes receivable from participants: Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the plan document.

Recent accounting pronouncements: In May 2011, the Financial Accounting Standards Board ("FASB") issued ASU No. 2011-04, *Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs*. The ASU amended Accounting Standards Codification ("ASC") 820, *Fair Value Measurements and Disclosures*, to clarify the application of existing fair value measurement requirements and change particular principles in ASC 820. In addition, the ASU requires additional fair value disclosures. The amendments are effective for annual periods beginning after December 15, 2011, and should be applied prospectively. This amendment was adopted for the period from January 1, 2012 through April 23, 2012, and did not have a material impact on these financial statements.

Subsequent events: The Plan Administrator has evaluated subsequent events through October 23, 2012, the date the financial statements were available to be issued.

Note 3. Plan Merger

Effective December 30, 2011, the Plan Sponsor froze the Plan to new participants and ceased employee and employer contributions.

On January 24, 2012, the Plan Sponsor approved the merger of the Plan assets with the Verizon Savings Plan for Management Employees ("Verizon Savings Plan"). On February 29, 2012, all participants of the Plan were notified of the merger and the blackout period that was imposed on March 29, 2012 and continued through the date the assets were transferred. During the blackout period, participants were temporarily unable to direct or diversify any investment in an individual account, obtain a plan loan, or obtain a plan distribution. The merger became effective and the transfer of assets to the Verizon Savings Plan was completed April 23, 2012. All participants became fully vested in their account balances in connection with the merger.

Note 4. Information Certified and Provided by Custodian

The following is a summary of the Plan's asset information as of December 31, 2011 and 2010, and for the period from January 1, 2012 through April 23, 2012 and for the year ended December 31, 2011, included throughout the Plan's financial statements and supplemental schedules, that was prepared by or derived from information provided by John Hancock Life Insurance Company (U.S.A.) ("John Hancock"), the custodian under the Plan, and furnished to the Plan Administrator. The Plan Administrator has obtained certifications from the custodian that information provided to the Plan Administrator by the custodian related to the following assets is complete and accurate to the best of their knowledge. Accordingly, as permitted by 29 CFR 2520.103-8 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA, the Plan Administrator instructed the Plan's independent auditors not to perform any auditing procedures, with respect to this information which appears throughout the financial statements and supplemental schedules.

Terremark Worldwide 401(k) Plan

Notes to Financial Statements

Note 4. Information Certified and Provided by Custodian (Continued)

The following table presents the assets held by the Plan as of December 31, 2011 and 2010 that were certified by John Hancock. Investments that represent 5% or more of the Plan's net assets at either December 31, 2011 or 2010 are separately identified. There were no assets held by the Plan as of April 23, 2012, as described in Note 3:

	2011	2010
Investments at estimated fair value:		
Pooled separate accounts of John Hancock:		
Lifestyle Balanced	\$ 6,061,859	\$ 4,741,163
Lifestyle Growth	4,900,395	4,288,275
Lifestyle Aggressive	2,595,558	2,256,328
Other	10,650,703	9,237,830
	<u>\$ 24,208,515</u>	<u>\$ 20,523,596</u>
Insurance company guaranteed investment accounts	<u>\$ 372,106</u>	<u>\$ 301,781</u>
Notes receivable from participants	<u>\$ 265,811</u>	<u>\$ 209,914</u>

John Hancock also certified to the completeness and accuracy of \$2,043,757 of net appreciation in fair value (including gains and losses on investments bought and sold, as well as held during the period) of investments and \$6,537 of interest, including interest income on notes receivable from participants, related to the aforementioned Plan assets for the period from January 1, 2012 through April 23, 2012, and \$857,841 of net depreciation in fair value (including gains and losses on investments bought and sold, as well as held during the period) of investments and \$19,443 of interest, including interest income on notes receivable from participants, related to the aforementioned Plan assets for the year ended December 31, 2011.

During the period from January 1, 2012 through April 23, 2012 and the year ended December 31, 2011, the Plan's investments appreciated (depreciated) in fair value, as follows:

	April 23, 2012	December 31, 2011
Pooled separate accounts	\$ 2,064,973	\$ (852,052)
Insurance company guaranteed investment accounts	(21,216)	(5,789)
	<u>\$ 2,043,757</u>	<u>\$ (857,841)</u>

Notes to Financial Statements

Note 5. Fair Value Measurements

FASB established a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under that framework are described below:

- Level 1 – Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.
- Level 2 – Inputs to the valuation methodology include:
 - Quoted prices for similar assets or liabilities in active markets;
 - Quoted prices for identical or similar assets or liabilities in inactive markets;
 - Inputs other than quoted prices that are observable for the asset or liability;
 - Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

- Level 3 – Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at April 23, 2012, December 31, 2011 and 2010.

The Plan's investments in insurance company pooled separate accounts are calculated based on the net asset value of the underlying investments. The investments in the guaranteed investment accounts are reported at fair value by discounting the related cash flows based on current yields of similar instruments with comparable durations considering the credit-worthiness of the issuer.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

Terremark Worldwide 401(k) Plan

Notes to Financial Statements

Note 5. Fair Value Measurements (Continued)

The following tables set forth by category and level, within the fair value hierarchy, the Plan's investments measured at fair value as of December 31, 2011 and 2010:

Assets at Fair Value as of December 31, 2011				
	Level 1	Level 2	Level 3	Total
Pooled separate accounts:				
Aggressive Growth	\$ -	\$ 6,409,339	\$ -	\$ 6,409,339
Growth	-	6,793,807	-	6,793,807
Growth & Income	-	7,195,689	-	7,195,689
Income	-	1,938,070	-	1,938,070
Conservative	-	1,871,610	-	1,871,610
Guaranteed investment accounts:				
Conservative	-	372,106	-	372,106
Total assets at fair value	\$ -	\$ 24,580,621	\$ -	\$ 24,580,621

Assets at Fair Value as of December 31, 2010				
	Level 1	Level 2	Level 3	Total
Pooled separate accounts:				
Aggressive Growth	\$ -	\$ 5,932,865	\$ -	\$ 5,932,865
Growth	-	5,905,964	-	5,905,964
Growth & Income	-	5,537,812	-	5,537,812
Income	-	1,540,200	-	1,540,200
Conservative	-	1,606,755	-	1,606,755
Guaranteed investment accounts:				
Conservative	-	301,781	-	301,781
Total assets at fair value	\$ -	\$ 20,825,377	\$ -	\$ 20,825,377

Terremark Worldwide 401(k) Plan

Notes to Financial Statements

Note 5. Fair Value Measurements (Continued)

The following tables set forth a summary of the Plan's investments for which fair value is estimated using the net asset value per share as of December 31, 2011 and 2010:

	Fair Value at December 31,		Unfunded Commitment	Redemption Frequency	Redemption
	2011	2010			Restrictions and Notice Period
Pooled Separate Accounts:					
Aggressive Growth (a)	\$ 6,409,339	\$ 5,932,865	-	Monthly	None
Growth (b)	6,793,807	5,905,964	-	Monthly	None
Growth & Income (c)	7,195,689	5,537,812	-	Monthly	None
Income (d)	1,938,070	1,540,200	-	Monthly	None
Conservative (e)	1,871,610	1,606,755	-	Monthly	None
	<u>\$ 24,208,515</u>	<u>\$ 20,523,596</u>	-		

(a) These funds seek to provide long-term growth of capital by investing 100% of the portfolio's assets in underlying portfolios that invest primarily in equity securities. An aggressive growth stock or mutual fund holds stocks of rapidly growing companies.

(b) These funds seek to provide long-term growth of capital by investing approximately 80% of the portfolio's assets in underlying portfolios that invest primarily in equity securities and approximately 20% of its assets in portfolio's that invest primarily in fixed-income securities.

(c) These funds seek to provide a balance a high level of current income and growth of capital, with a greater emphasis on growth of capital, by investing approximately 40% of the portfolio's assets in underlying portfolios that invest primarily in fixed-income securities and approximately 60% of its assets in underlying portfolios that invest primarily in equity securities.

(d) These funds seek to provide a balance between a high level of current income and growth of capital, with a greater emphasis on income by investing approximately 60% of the portfolio's assets in underlying portfolios that invest primarily in fixed-income securities and 40% of its assets in portfolios that invest primarily in equity securities.

(e) These funds seek to provide a high level of current income with some consideration given to growth of capital by investing approximately 80% of the portfolio's assets in underlying portfolios that invest primarily in fixed-income securities and 20% of its assets in underlying portfolios that invest primarily in equity securities.

Notes to Financial Statements

Note 6. Investment Contract with Insurance Company

The Plan has an investment contract with John Hancock. John Hancock maintains the contributions in pooled accounts. The accounts are credited with earnings on the underlying investments and charged for withdrawals and administrative expenses charged by John Hancock.

The Plan also offers guaranteed interest investment options that earn guaranteed interest at specified rates for specified contract periods of 10 years. Contributions to these accounts are invested in the general assets of John Hancock and are guaranteed by John Hancock. The average yield earned on the guaranteed interest accounts for the period from January 1, 2012 through April 23, 2012 and for the year ended December 31, 2011 was 2.96%. The contract rates for contributions to these accounts at April 23, 2012, December 31, 2011 and 2010 was 0.82%, 2.79% and 3.15%, respectively. Withdrawals and transfers are restricted and penalties incurred as per the contract, which has been determined to not be fully benefit-responsive therefore the investment contracts are reported at fair value.

The Plan offers a pooled separate account for which the underlying investment is a common collective trust account with John Hancock as of December 31, 2011. John Hancock adds interest at the contract rates. The average yield earned in the pooled separate account for the period from January 1, 2012 through April 12, 2012 and for year ended December 31, 2011 was 2.96%. The actual yield earned by the Plan was 0.43% and 1.53% for the period from January 1, 2012 through April 23, 2012 and for the year ended December 31, 2011, respectively. The contracts have been determined not to be fully benefit-responsive and are carried at estimated fair value as reported by John Hancock at December 31, 2011 and 2010.

Note 7. Related Party Transactions

Certain Plan investments are units in pooled separate accounts and guaranteed interest accounts managed by John Hancock, which is the custodian of the Plan assets, and therefore, John Hancock is a party-in-interest. Fees paid to John Hancock by the Plan for investment services amounted to \$28,537 for the period from January 1, 2012 through April 23, 2012, and \$102,804 for the year ended December 31, 2011. The remaining administrative expenses for the period from January 1, 2012 through April 23, 2012 and for the year ended December 31, 2011 were paid to the Plan's recordkeeper.

Note 8. Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. Subsequent to year-end, the Plan Sponsor approved the merger of the Plan assets (see Note 3).

Note 9. Tax Status

The Plan has adopted the Prototype Non-Standardized Profit Sharing Plan with CODA of Sentinel Benefits Group, Inc., the recordkeeper of the Plan, which received an opinion letter from the Internal Revenue Service ("IRS") dated March 31, 2008 stating that the prototype plan was designed in accordance with the provisions of the Internal Revenue Code ("Code"). The Plan Administrator believes the Plan is designed and is being operated in compliance with the applicable provisions of the Code.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the plan and recognize a tax liability (or asset) if the plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The plan administrator has analyzed the tax positions taken by the plan, and has concluded that as of April 23, 2012 and December 31, 2011, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2008.

Terremark Worldwide 401(k) Plan

Notes to Financial Statements

Note 10. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements to net assets reported on the Form 5500 as of December 31, 2011 and December 31, 2010:

	2011	2010
Net assets available for benefits per these financial statements	\$ 24,635,346	\$ 21,194,004
Contribution receivable	-	(11,725)
Adjustment to report the contract value of the guaranteed investment accounts	(21,027)	(26,376)
Excess contributions	420,156	-
Net assets per Form 5500	<u>\$ 25,034,475</u>	<u>\$ 21,155,903</u>

The following is a reconciliation of investments per the financial statements as of December 31, 2011 and December 31, 2010 to Form 5500:

	2011	2010
Investments per these financial statements	\$ 24,580,621	\$ 20,825,377
Notes receivable from participants	265,811	209,914
Employer contribution receivable	52,463	37,756
Participant contribution receivable	145,537	103,076
Adjustment to report the contract value of the guaranteed investment accounts	(21,027)	(26,376)
Investments per Form 5500	<u>\$ 25,023,405</u>	<u>\$ 21,149,747</u>

The following is a reconciliation of the changes in net assets available for benefits per the financial statements to net income per Form 5500 for the period from January 1, 2012 through April 23, 2012 and for year ended December 31, 2011:

	April 23, 2012	December 31, 2011
Net increase in net assets available for benefits per these financial statements	\$ 864,825	\$ 3,441,342
Adjustment to report that contract value of the guaranteed investment accounts	-	(21,027)
Excess contributions	420,156	(420,156)
Prior year adjustment to report that contract value of the guaranteed investment accounts	21,027	26,376
Prior year other contribution receivable included in employer contribution receivable	-	11,725
Net income per the Form 5500	<u>\$ 465,696</u>	<u>\$ 3,878,572</u>

Notes to Financial Statements

Note 11. Risks and Uncertainties

The Plan provides for investment options for participants to choose in various combinations. Investment securities are exposed to various risks, such as interest rate, market and credit volatility risks. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in risks in the near term would materially affect participants' account balances and the amounts reported in the accompanying financial statements and supplemental schedules.

Terremark Worldwide 401(k) Plan

**Schedule H, Line 4a – Schedule of Delinquent Participant Contributions
Year Ended December 31, 2011**

Participant contributions transferred late to Plan	Total that constitute prohibited non-exempt transactions				
Check here if late participant loan repayments are included: ☒	Contributions not corrected	Contributions of VFCP	Contributions pending correction in VFCP	Total fully corrected under VFCP and PTE 2002-51	
2010	\$ -	\$ 359,001	\$ -	\$ -	

Participant contributions were remitted untimely during the year ended December 31, 2010. Lost earnings of \$471 and Form 5330, with the applicable excise taxes, were remitted in 2011.

Terremark Worldwide 401(k) Plan

**Schedule H, Line 4i – Schedule of Assets (Held at End of Year)
December 31, 2011**

		(c) Description of Investment, Including	(d)	(e)
(a)	(b) Identity of Issuer, Borrower, Lessor or Similar Party	Maturity Date, Rate of Interest Par or Maturity Value	Cost	Current Value
		Pooled separate investment accounts:		
*	John Hancock USA	Lifestyle Aggressive	**	\$ 2,595,558
*	John Hancock USA	Lifestyle Growth	**	4,900,395
*	John Hancock USA	Lifestyle Balanced	**	6,061,859
*	John Hancock USA	Lifestyle Moderate	**	900,282
*	John Hancock USA	Lifestyle Conservative	**	1,085,197
*	John Hancock USA	Real Estate Securities Fund	**	254,228
*	John Hancock USA	Royce Opportunity	**	170,533
*	John Hancock USA	International Small Cap Fund	**	97,181
*	John Hancock USA	Oppenheimer Developing Market	**	833,492
*	John Hancock USA	Energy	**	831,860
*	John Hancock USA	International Value Fund	**	83,058
*	John Hancock USA	Mid Cap Stock Fund	**	44,204
*	John Hancock USA	Columbia Value & Restructuring	**	96,332
*	John Hancock USA	T. Rowe Price Science & Technology	**	114,602
*	John Hancock USA	DFA U.S. Small Cap Fund	**	78,117
*	John Hancock USA	Small Cap Growth Index	**	135,957
*	John Hancock USA	International Equity Index Fund	**	198,326
*	John Hancock USA	Science & Technology Fund	**	165,521
*	John Hancock USA	Financial Services Fund	**	21,599
*	John Hancock USA	Small Cap Index Fund	**	76,679
*	John Hancock USA	American Century Heritage	**	89,907
*	John Hancock USA	Explorer	**	66,392
*	John Hancock USA	Inv Small Cap Growth	**	40,401
*	John Hancock USA	EuroPacific Growth Fund	**	205,163
*	John Hancock USA	Franklin Small-Mid Growth	**	21,106
*	John Hancock USA	Legg Mason ClearBridge Aggressive Growth	**	73,345
*	John Hancock USA	T. Rowe Price Health Science	**	115,778
*	John Hancock USA	Small Cap Opportunities Fund	**	64,346
*	John Hancock USA	Small Cap Value Fund	**	121,324
*	John Hancock USA	Blue Chip Growth Fund	**	262,035
*	John Hancock USA	Mid Cap Index Fund	**	136,640
*	John Hancock USA	Oppenheimer Global	**	119,083
*	John Hancock USA	Fundamental All Cap Core Fund	**	22,745
*	John Hancock USA	Mid Value Fund	**	104,313
*	John Hancock USA	Capital Appreciation Fund	**	180,867
*	John Hancock USA	Templeton World	**	27,161
*	John Hancock USA	Domini Social Equity	**	2,922
*	John Hancock USA	All Cap Value Fund	**	32,364
*	John Hancock USA	JPM MidCap Value Fund	**	76,273
*	John Hancock USA	MFS Utilities	**	267,630
*	John Hancock USA	Total Stock Market Index Fund	**	222,162
*	John Hancock USA	The Growth Fund of America	**	253,547
*	John Hancock USA	Fundamental Large Cap Value	**	7,529
*	John Hancock USA	Davis New York Venture	**	60,795
*	John Hancock USA	T. Rowe Price Equity Income	**	341,216

Terremark Worldwide 401(k) Plan

**Schedule H, Line 4i – Schedule of Assets (Held at End of Year) (Continued)
December 31, 2011**

(a)	(b) Identity of Issuer, Borrower, Lessor or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest Par or Maturity Value	(d) Cost	(e) Current Value
*	John Hancock USA	500 Index Fund	**	185,690
*	John Hancock USA	Mutual Beacon	**	53,890
*	John Hancock USA	Washington Mutual Investors	**	48,353
*	John Hancock USA	Investment Company of America	**	12,826
*	John Hancock USA	American Balanced Fund	**	54,707
*	John Hancock USA	BlackRock Global Allocation	**	56,615
*	John Hancock USA	PIMCO All Asset	**	162,401
*	John Hancock USA	Mutual Global Discovery	**	149,808
*	John Hancock USA	High Yield Fund		84,546
*	John Hancock USA	PIMCO Global Bond	**	151,788
*	John Hancock USA	T. Rowe Price Spectrum Income	**	63,399
*	John Hancock USA	Strategic Income Opportunities Fund	**	187,183
*	John Hancock USA	PIMCO Total Return	**	550,872
*	John Hancock USA	John Hancock Stable Value	**	786,413
*	John Hancock USA	Insurance company guaranteed investment accounts	**	352,536
	Notes receivable from participants, maturing through 2031		**	265,811
				<u>\$24,826,862</u>

* Fund is managed by a party related to Terremark Worldwide 401(k) Plan, a party-in-interest as defined by ERISA.

** The cost of participant-directed investments is not required to be disclosed.

Name of plan: Terremark Worldwide 401(k) Plan

Three-digit plan number: 001

Employer Identification Number: 84-0873124

Schedule H, line 4i-Schedule of Assets (Held at End of Year)

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
	John Hancock USA	Cash Account		0
	John Hancock USA	Mutual Funds		0
	John Hancock USA	Guaranteed Accounts		0
	Individual Participants	Participant Loans		0

Schedule H (Form 5500) – Attachment