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Lloyds Banking Group plc
Form 13F-HR
February 10, 2012

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

FORM 13F

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: 31-Dec-11

Check Here if Amendment / /; Amendment Number: -----

This Amendment (Check only one.): / / is a restatement.
/ / adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: Lloyds Banking Group plc

Address: The Mound

Edinburgh EH1 1YZ

Scotland

United Kingdom

Form 13F File Number: 001-15246

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: Mr G Johnstone

Title: Share Disclosure Team

Phone: (+44) 113 235 7729

Signature, Place, and Date of Signing:

/s/ G Johnstone 10-Feb-12

[Signature] [City, State] [Date]

Report Type (Check only one.):

/X/ 13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.)

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// 13F NOTICE. (Check here if no holdings reported are in this report, and all holdings are reported by other reporting manager(s).)

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

FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 3

Form 13F Information Table Entry Total: 655

Form 13F Information Table Value Total: \$8,592,723

(thousands)

List of Other Included Managers:

Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional investment managers with respect to which this report is filed, other than the manager filing this report.

No.	Form 13F File Number	Name
1	028-10147	Scottish Widows Investment Partnership Limited
10	028-10237	Lloyds TSB Offshore Private Clients Limited
11	028-10892	Lloyds TSB Offshore Limited

FORM 13F INFORMATION TABLE FOR LLOYDS BANKING GROUP PLC EXCHANGE RATE 1.5461

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE US\$ 000's	NO. OF SHARES	SH/PRN	INVESTMENT DISCRETION
AFLAC INC	COM	001055102	14,185	329,604	SH	DEFIN
AGL RES INC	COM	001204106	10,404	247,480	SH	DEFIN
ABBOTT LABS	COM	002824100	50,011	894,018	SH	DEFIN
ABERCROMBIE & FITCH CO	CL A	002896207	482	9,923	SH	DEFIN
ACME PACKET INC	COM	004764106	3,621	117,756	SH	DEFIN
ADVANCED MICRO DEVICES INC	COM	007903107	16	2,988	SH	DEFIN
AGNICO EAGLE MINES LTD	COM	008474108	81	2,245	SH	DEFIN
AIR PRODS & CHEMS INC	COM	009158106	20,456	241,376	SH	DEFIN
AIRGAS INC	COM	009363102	76,342	982,804	SH	DEFIN
ALBEMARLE CORP	COM	012653101	52	1,027	SH	DEFIN
ALCOA INC	COM	013817101	8,807	1,023,430	SH	DEFIN
ALLERGAN INC	COM	018490102	100	1,155	SH	DEFIN
ALLSTATE CORP	COM	020002101	15,086	553,254	SH	DEFIN
ALTERA CORP	COM	021441100	1,721	46,629	SH	DEFIN

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AMAZON COM INC	COM	023135106	28,916	167,915	SH	DEFIN
AMEREN CORP	COM	023608102	1,202	36,489	SH	DEFIN
AMERICAN ELEC PWR INC	COM	025537101	3,212	78,174	SH	DEFIN
AMERICAN EXPRESS CO	COM	025816109	29,967	638,588	SH	DEFIN
AMERICAN INTL GROUP INC	COM NEW	026874784	1,578	68,401	SH	DEFIN
AMERICAN TOWER CORP	CL A	029912201	21,500	360,134	SH	DEFIN
AMGEN INC	COM	031162100	24,458	382,886	SH	DEFIN
AMGEN INC	COM	031162100	280	4,373	SH	DEFIN
AMGEN INC	COM	031162100	3,066	47,757	SH	DEFIN
AMGEN INC	COM	031162100	5	81	SH	DEFIN
AMPHENOL CORP NEW	CL A	032095101	1,290	28,572	SH	DEFIN
ANADARKO PETE CORP	COM	032511107	4,406	58,031	SH	DEFIN
ANALOG DEVICES INC	COM	032654105	2,342	65,819	SH	DEFIN
ANGLOGOLD ASHANTI LTD	SPONSORED ADR	035128206	243	5,760	SH	DEFIN
AON CORP	COM	037389103	3,384	72,691	SH	DEFIN
APACHE CORP	COM	037411105	39,863	442,367	SH	DEFIN
APOLLO GROUP INC	CL A	037604105	1,444	26,952	SH	DEFIN
APPLE INC	COM	037833100	344,036	853,869	SH	DEFIN
APPLE INC	COM	037833100	306	757	SH	DEFIN
APPLE INC	COM	037833100	3,373	8,329	SH	DEFIN
APPLE INC	COM	037833100	4	11	SH	DEFIN
APPLIED MATLS INC	COM	038222105	14,040	1,317,783	SH	DEFIN
ARCHER DANIELS MIDLAND CO	COM	039483102	1,702	59,827	SH	DEFIN
AUTODESK INC	COM	052769106	29	964	SH	DEFIN
AUTOMATIC DATA PROCESSING IN	COM	053015103	4,335	80,686	SH	DEFIN
AUTOZONE INC	COM	053332102	894	2,768	SH	DEFIN
AVERY DENNISON CORP	COM	053611109	686	24,064	SH	DEFIN
AVON PRODS INC	COM	054303102	1,557	89,606	SH	DEFIN
BB&T CORP	COM	054937107	7,727	308,616	SH	DEFIN
BMC SOFTWARE INC	COM	055921100	141	4,325	SH	DEFIN
BAKER HUGHES INC	COM	057224107	16,209	334,982	SH	DEFIN
BALL CORP	COM	058498106	1,002	28,232	SH	DEFIN
BANK OF AMERICA CORPORATION	COM	060505104	24,558	4,439,926	SH	DEFIN
BANK OF NEW YORK MELLON CORP	COM	064058100	14,864	750,443	SH	DEFIN
BANK OF NEW YORK MELLON CORP	COM	064058100	34	1,713	SH	DEFIN
BARD C R INC	COM	067383109	664	7,818	SH	DEFIN
BAXTER INTL INC	COM	071813109	16,598	337,194	SH	DEFIN
BEAM INC	COM	073730103	8,980	176,212	SH	DEFIN
BECTON DICKINSON & CO	COM	075887109	11,661	156,871	SH	DEFIN
BED BATH & BEYOND INC	COM	075896100	20,570	356,692	SH	DEFIN
BEMIS INC	COM	081437105	533	17,820	SH	DEFIN
BERKSHIRE HATHAWAY INC DEL	CL B NEW	084670702	61,634	811,972	SH	DEFIN
BEST BUY INC	COM	086516101	1,452	62,495	SH	DEFIN
BIG LOTS INC	COM	089302103	13	350	SH	DEFIN
BLOCK H & R INC	COM	093671105	1,658	102,106	SH	DEFIN
BOEING CO	COM	097023105	32,806	449,574	SH	DEFIN
BORGWARNER INC	COM	099724106	1,330	20,984	SH	DEFIN
BOSTON SCIENTIFIC CORP	COM	101137107	1,364	256,875	SH	DEFIN
BRISTOL MYERS SQUIBB CO	COM	110122108	28,779	820,908	SH	DEFIN
BROADCOM CORP	CL A	111320107	1,256	43,022	SH	DEFIN
BROWN FORMAN CORP	CL B	115637209	343	4,283	SH	DEFIN
CBS CORP NEW	CL B	124857202	30,564	1,132,002	SH	DEFIN
CF INDS HLDGS INC	COM	125269100	4,085	28,323	SH	DEFIN
CIGNA CORPORATION	COM	125509109	3,804	91,046	SH	DEFIN
CMS ENERGY CORP	COM	125896100	22,237	1,012,342	SH	DEFIN
CSX CORP	COM	126408103	21,462	1,024,383	SH	DEFIN
CVS CAREMARK CORPORATION	COM	126650100	27,789	684,977	SH	DEFIN
CABOT OIL & GAS CORP	COM	127097103	26	347	SH	DEFIN
CAMPBELL SOUP CO	COM	134429109	13,582	410,734	SH	DEFIN
CARMAX INC	COM	143130102	29	967	SH	DEFIN
CARNIVAL CORP	PAIRED CTF	143658300	12,387	381,497	SH	DEFIN
CATERPILLAR INC DEL	COM	149123101	36,064	400,122	SH	DEFIN

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CELGENE CORP	COM	151020104	23,788	353,724	SH	DEFIN
CEMEX SAB DE CV	SPON ADR NEW	151290889	1,224	228,289	SH	DEFIN
CENTURYLINK INC	COM	156700106	9,862	266,491	SH	DEFIN
CERNER CORP	COM	156782104	363	5,960	SH	DEFIN
CHESAPEAKE ENERGY CORP	COM	165167107	18,922	853,327	SH	DEFIN
CHEVRON CORP NEW	COM	166764100	115,487	1,091,029	SH	DEFIN
CHIPOTLE MEXICAN GRILL INC	COM	169656105	449	1,337	SH	DEFIN
CHUBB CORP	COM	171232101	13,061	189,677	SH	DEFIN
CINCINNATI FINL CORP	COM	172062101	12,831	423,431	SH	DEFIN
CINTAS CORP	COM	172908105	1,100	31,785	SH	DEFIN
CITIGROUP INC	COM NEW	172967424	35,382	1,351,776	SH	DEFIN
CITRIX SYS INC	COM	177376100	14,374	237,965	SH	DEFIN
CLOROX CO DEL	COM	189054109	348	5,270	SH	DEFIN
COACH INC	COM	189754104	17,268	284,366	SH	DEFIN
COCA COLA CO	COM	191216100	198,221	2,847,614	SH	DEFIN
COGNIZANT TECHNOLOGY SOLUTIO	CL A	192446102	853	13,337	SH	DEFIN
COLGATE PALMOLIVE CO	COM	194162103	16,980	184,742	SH	DEFIN
COLGATE PALMOLIVE CO	COM	194162103	55	600	SH	DEFIN
COMERICA INC	COM	200340107	558	21,776	SH	DEFIN
COMPANIA DE MINAS BUENAVENTU	SPONSORED ADR	204448104	6,598	173,000	SH	DEFIN
COMPUTER SCIENCES CORP	COM	205363104	5,575	236,459	SH	DEFIN
COMPUWARE CORP	COM	205638109	171	20,688	SH	DEFIN
CONAGRA FOODS INC	COM	205887102	26,765	1,019,103	SH	DEFIN
CONCUR TECHNOLOGIES INC	COM	206708109	1,122	22,216	SH	DEFIN
CONSOLIDATED EDISON INC	COM	209115104	2,948	47,785	SH	DEFIN
CONSTELLATION ENERGY GROUP I	COM	210371100	281	7,130	SH	DEFIN
CORNING INC	COM	219350105	1,815	140,614	SH	DEFIN
COVENTRY HEALTH CARE INC	COM	222862104	926	30,649	SH	DEFIN
CRAWFORD & CO	CL B	224633107	517	84,463	SH	DEFIN
CUMMINS INC	COM	231021106	27,961	319,313	SH	DEFIN
DTE ENERGY CO	COM	233331107	2,051	37,864	SH	DEFIN
DANAHER CORP DEL	COM	235851102	2,731	58,363	SH	DEFIN
DARDEN RESTAURANTS INC	COM	237194105	1,718	37,908	SH	DEFIN
DEAN FOODS CO NEW	COM	242370104	72	6,479	SH	DEFIN
DEERE & CO	COM	244199105	20,690	268,874	SH	DEFIN
DEERE & CO	COM	244199105	153	1,985	SH	DEFIN
DEERE & CO	COM	244199105	1,808	23,385	SH	DEFIN
DEERE & CO	COM	244199105	3	48	SH	DEFIN
DENBURY RES INC	COM NEW	247916208	1,334	88,840	SH	DEFIN
DENTSPLY INTL INC NEW	COM	249030107	526	15,122	SH	DEFIN
DEVRY INC DEL	COM	251893103	52,773	1,379,260	SH	DEFIN
DISNEY WALT CO	COM DISNEY	254687106	33,024	885,206	SH	DEFIN
DISCOVER FINL SVCS	COM	254709108	4,354	182,384	SH	DEFIN
DOLLAR TREE INC	COM	256746108	1,560	18,870	SH	DEFIN
DONNELLEY R R & SONS CO	COM	257867101	624	43,502	SH	DEFIN
DOVER CORP	COM	260003108	2,395	41,473	SH	DEFIN
DOW CHEM CO	COM	260543103	24,472	855,315	SH	DEFIN
DRIL-QUIP INC	COM	262037104	687	10,494	SH	DEFIN
DU PONT E I DE NEMOURS & CO	COM	263534109	6,086	133,633	SH	DEFIN
E M C CORP MASS	COM	268648102	85,728	4,000,557	SH	DEFIN
E M C CORP MASS	COM	268648102	214	9,945	SH	DEFIN
E M C CORP MASS	COM	268648102	2,408	111,902	SH	DEFIN
E M C CORP MASS	COM	268648102	3	158	SH	DEFIN
E TRADE FINANCIAL CORP	COM NEW	269246401	189	23,899	SH	DEFIN
EASTMAN CHEM CO	COM	277432100	1,206	31,054	SH	DEFIN
EATON CORP	COM	278058102	18,991	438,547	SH	DEFIN

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EBAY INC	COM	278642103	6,092	201,913	SH	DEFIN
ECOLAB INC	COM	278865100	31,425	546,409	SH	DEFIN
ECOPETROL S A	SPONSORED ADS	279158109	6,045	136,500	SH	DEFIN
EDISON INTL	COM	281020107	2,236	54,295	SH	DEFIN
ELECTRONIC ARTS INC	COM	285512109	771	37,630	SH	DEFIN
EMERSON ELEC CO	COM	291011104	33,728	727,686	SH	DEFIN
EQUIFAX INC	COM	294429105	801	20,805	SH	DEFIN
EXPEDITORS INTL WASH INC	COM	302130109	370	9,101	SH	DEFIN
EXPRESS SCRIPTS INC	COM	302182100	15,431	347,084	SH	DEFIN
FLIR SYS INC	COM	302445101	162	6,525	SH	DEFIN
F M C CORP	COM NEW	302491303	1,369	16,003	SH	DEFIN
FAMILY DLR STORES INC	COM	307000109	2,221	38,735	SH	DEFIN
FASTENAL CO	COM	311900104	1,215	28,009	SH	DEFIN
FEDERATED INVS INC PA	CL B	314211103	385	25,603	SH	DEFIN
F5 NETWORKS INC	COM	315616102	356	3,374	SH	DEFIN
FIFTH THIRD BANCORP	COM	316773100	1,926	152,215	SH	DEFIN
FIRST HORIZON NATL CORP	COM	320517105	126	15,919	SH	DEFIN
FIRST SOLAR INC	COM	336433107	140	4,179	SH	DEFIN
FISERV INC	COM	337738108	15,886	271,851	SH	DEFIN
FIRSTENERGY CORP	COM	337932107	14,738	334,409	SH	DEFIN
FLUOR CORP NEW	COM	343412102	40	805	SH	DEFIN
FOMENTO ECONOMICO MEXICANO S	SPON ADR UNITS	344419106	2,502	36,085	SH	DEFIN
FORD MTR CO DEL	COM PAR \$0.01	345370860	18,736	1,750,341	SH	DEFIN
FOREST LABS INC	COM	345838106	12,834	426,344	SH	DEFIN
FRANKLIN RES INC	COM	354613101	15,544	162,656	SH	DEFIN
GANNETT INC	COM	364730101	670	50,438	SH	DEFIN
GAP INC DEL	COM	364760108	929	50,369	SH	DEFIN
GENERAL DYNAMICS CORP	COM	369550108	20,433	309,275	SH	DEFIN
GENERAL ELECTRIC CO	COM	369604103	107,236	6,018,478	SH	DEFIN
GENERAL MLS INC	COM	370334104	4,285	106,588	SH	DEFIN
GENUINE PARTS CO	COM	372460105	3,227	53,018	SH	DEFIN
GILEAD SCIENCES INC	COM	375558103	891	21,899	SH	DEFIN
GOLDCORP INC NEW	COM	380956409	102,713	2,333,217	SH	DEFIN
GOODRICH CORP	COM	382388106	1,393	11,327	SH	DEFIN
GOODYEAR TIRE & RUBR CO	COM	382550101	713	50,604	SH	DEFIN
GRAINGER W W INC	COM	384802104	70,818	380,282	SH	DEFIN
HALLIBURTON CO	COM	406216101	18,027	525,090	SH	DEFIN
HARLEY DAVIDSON INC	COM	412822108	112,651	2,913,149	SH	DEFIN
HARMAN INTL INDS INC	COM	413086109	469	12,400	SH	DEFIN
HARRIS CORP DEL	COM	413875105	888	24,779	SH	DEFIN
HARTFORD FINL SVCS GROUP INC	COM	416515104	2,417	149,525	SH	DEFIN
HASBRO INC	COM	418056107	349	11,013	SH	DEFIN
HEALTHWAYS INC	COM	422245100	328	48,062	SH	DEFIN
HEINZ H J CO	COM	423074103	3,224	59,974	SH	DEFIN
HELMERICH & PAYNE INC	COM	423452101	1,378	23,748	SH	DEFIN
HERSHEY CO	COM	427866108	396	6,446	SH	DEFIN
HEWLETT PACKARD CO	COM	428236103	37,111	1,448,112	SH	DEFIN
HEXCEL CORP NEW	COM	428291108	11,046	458,635	SH	DEFIN
HIBBETT SPORTS INC	COM	428567101	507	11,301	SH	DEFIN
HOME DEPOT INC	COM	437076102	43,953	1,050,922	SH	DEFIN
HONEYWELL INTL INC	COM	438516106	9,735	180,049	SH	DEFIN
HORMEL FOODS CORP	COM	440452100	915	31,432	SH	DEFIN
HOSPIRA INC	COM	441060100	165	5,478	SH	DEFIN
HUDSON CITY BANCORP	COM	443683107	353	56,848	SH	DEFIN
HUMANA INC	COM	444859102	4,837	55,506	SH	DEFIN
HUNT J B TRANS SVCS INC	COM	445658107	16,250	362,424	SH	DEFIN
HUNTINGTON BANCSHARES INC	COM	446150104	1,357	248,503	SH	DEFIN
IHS INC	CL A	451734107	29,443	343,498	SH	DEFIN
ILLINOIS TOOL WKS INC	COM	452308109	2,027	43,629	SH	DEFIN
INFOSYS LTD	SPONSORED ADR	456788108	9,839	192,494	SH	DEFIN
INTEL CORP	COM	458140100	76,832	3,184,724	SH	DEFIN
INTEL CORP	COM	458140100	26	1,100	SH	DEFIN

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INTERNATIONAL BUSINESS MACHS	COM	459200101	118,485	647,697	SH	DEFIN
INTERNATIONAL BUSINESS MACHS	COM	459200101	97	530	SH	DEFIN
INTERNATIONAL FLAVORS&FRAGRA	COM	459506101	381	7,311	SH	DEFIN
INTERNATIONAL GAME TECHNOLOG	COM	459902102	1,072	62,699	SH	DEFIN
INTL PAPER CO	COM	460146103	4,339	147,349	SH	DEFIN
INTERPUBLIC GROUP COS INC	COM	460690100	57,139	5,902,855	SH	DEFIN
INTUIT	COM	461202103	1,750	33,460	SH	DEFIN
IRON MTN INC	COM	462846106	671	21,909	SH	DEFIN
ISHARES INC	MSCI UTD KINGD	464286699	2,862	177,031	SH	DEFIN
ISHARES INC	MSCI UTD KINGD	464286699	193	11,940	SH	DEFIN
ISHARES INC	MSCI JAPAN	464286848	827	90,890	SH	DEFIN
ISHARES INC	MSCI JAPAN	464286848	125	13,729	SH	DEFIN
ISHARES TR	DJ SEL DIV INX	464287168	30	575	SH	DEFIN
ISHARES TR	S&P GLB100INDX	464287572	102	1,770	SH	DEFIN
ISHARES TR	S&P EURO PLUS	464287861	56	1,662	SH	DEFIN
ISHARES TR	S&P ASIA 50 IN	464288430	350	8,958	SH	DEFIN
ISHARES TR	S&P ASIA 50 IN	464288430	51	1,316	SH	DEFIN
ISHARES TR	MSCI KLD400 SOC	464288570	59	1,280	SH	DEFIN
ISHARES TR	DJ OIL EQUIP	464288844	95	1,837	SH	DEFIN
ISHARES TR	DJ OIL EQUIP	464288844	1,169	22,542	SH	DEFIN
ISHARES TR	DJ OIL EQUIP	464288844	1	32	SH	DEFIN
ISHARES TR	10+YR GOVT/CR	464289479	659	10,860	SH	DEFIN
ISHARES TR	10+YR GOVT/CR	464289479	572	9,430	SH	DEFIN
ITAU UNIBANCO HLDG SA	SPON ADR REP PFD	465562106	61,608	3,321,939	SH	DEFIN
JABIL CIRCUIT INC	COM	466313103	872	44,617	SH	DEFIN
JACOBS ENGR GROUP INC DEL	COM	469814107	362	8,988	SH	DEFIN
JOHNSON & JOHNSON	COM	478160104	98,538	1,510,346	SH	DEFIN
JOHNSON CTLS INC	COM	478366107	10,642	342,216	SH	DEFIN
JOY GLOBAL INC	COM	481165108	1,118	15,002	SH	DEFIN
KLA-TENCOR CORP	COM	482480100	15,192	316,500	SH	DEFIN
KELLOGG CO	COM	487836108	1,118	22,237	SH	DEFIN
KEYCORP NEW	COM	493267108	2,086	272,745	SH	DEFIN
KIMBERLY CLARK CORP	COM	494368103	20,489	279,978	SH	DEFIN
KOHL'S CORP	COM	500255104	2,788	56,794	SH	DEFIN
KROGER CO	COM	501044101	16,647	690,918	SH	DEFIN
LKQ CORP	COM	501889208	66,074	2,207,978	SH	DEFIN
LSI CORPORATION	COM	502161102	790	133,580	SH	DEFIN
L-3 COMMUNICATIONS HLDGS INC	COM	502424104	13,800	208,030	SH	DEFIN
LAUDER ESTEE COS INC	CL A	518439104	557	4,992	SH	DEFIN
LEGGETT & PLATT INC	COM	524660107	366	15,984	SH	DEFIN
LEGG MASON INC	COM	524901105	530	22,159	SH	DEFIN
LENNAR CORP	CL A	526057104	338	17,332	SH	DEFIN
LEUCADIA NATL CORP	COM	527288104	988	43,681	SH	DEFIN
LEXMARK INTL NEW	CL A	529771107	900	27,384	SH	DEFIN
LILLY ELI & CO	COM	532457108	6,281	151,921	SH	DEFIN
LIMITED BRANDS INC	COM	532716107	1,654	41,218	SH	DEFIN
LINCOLN NATL CORP IND	COM	534187109	1,991	103,101	SH	DEFIN
LINEAR TECHNOLOGY CORP	COM	535678106	16,778	561,616	SH	DEFIN
LITHIA MTRS INC	CL A	536797103	706	32,499	SH	DEFIN
LOCKHEED MARTIN CORP	COM	539830109	3,636	45,178	SH	DEFIN
LOEWS CORP	COM	540424108	1,925	51,408	SH	DEFIN
LORILLARD INC	COM	544147101	30,341	267,529	SH	DEFIN
LOWES COS INC	COM	548661107	22,172	878,136	SH	DEFIN
MDU RES GROUP INC	COM	552690109	10,023	469,504	SH	DEFIN
MEMC ELECTR MATLS INC	COM	552715104	278	70,956	SH	DEFIN
MSC INDL DIRECT INC	CL A	553530106	10,870	152,708	SH	DEFIN
MARATHON OIL CORP	COM	565849106	20,626	708,340	SH	DEFIN
MARATHON OIL CORP	COM	565849106	211	7,235	SH	DEFIN
MARATHON OIL CORP	COM	565849106	2,267	77,457	SH	DEFIN
MARATHON OIL CORP	COM	565849106	3	127	SH	DEFIN
MARLIN BUSINESS SVCS CORP	COM	571157106	619	49,040	SH	DEFIN
MARSH & MCLENNAN COS INC	COM	571748102	106,305	3,379,382	SH	DEFIN

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MARRIOTT INTL INC NEW	CL A	571903202	345	11,916	SH	DEFIN
MARTIN MARIETTA MATLS INC	COM	573284106	167	2,227	SH	DEFIN
MASCO CORP	COM	574599106	371	35,651	SH	DEFIN
MATTEL INC	COM	577081102	18,569	672,381	SH	DEFIN
MCCORMICK & CO INC	COM NON VTG	579780206	23	475	SH	DEFIN
MCDONALDS CORP	COM	580135101	41,503	415,811	SH	DEFIN
MCDONALDS CORP	COM	580135101	200	2,000	SH	DEFIN
MCGRAW HILL COS INC	COM	580645109	3,007	67,224	SH	DEFIN
MEAD JOHNSON NUTRITION CO	COM	582839106	82,065	1,200,201	SH	DEFIN
MEADWESTVACO CORP	COM	583334107	1,165	39,122	SH	DEFIN
MEDTRONIC INC	COM	585055106	37,790	993,088	SH	DEFIN
METROPCS COMMUNICATIONS INC	COM	591708102	215	24,974	SH	DEFIN
MICROSOFT CORP	COM	594918104	106,648	4,129,432	SH	DEFIN
MICROCHIP TECHNOLOGY INC	COM	595017104	1,131	31,057	SH	DEFIN
MICRON TECHNOLOGY INC	COM	595112103	27	4,429	SH	DEFIN
MOBILE TELESYSTEMS OJSC	SPONSORED ADR	607409109	11,199	761,150	SH	DEFIN
MOLEX INC	COM	608554101	752	31,717	SH	DEFIN
MONRO MUFFLER BRAKE INC	COM	610236101	1,080	27,987	SH	DEFIN
MOODYS CORP	COM	615369105	1,491	44,519	SH	DEFIN
MORGAN STANLEY	COM NEW	617446448	9,930	659,749	SH	DEFIN
MOTOROLA SOLUTIONS INC	COM NEW	620076307	13,046	283,298	SH	DEFIN
MOTOROLA MOBILITY HLDGS INC	COM	620097105	8,487	219,878	SH	DEFIN
MURPHY OIL CORP	COM	626717102	962	17,350	SH	DEFIN
MYLAN INC	COM	628530107	1,004	47,039	SH	DEFIN
NRG ENERGY INC	COM NEW	629377508	19	1,100	SH	DEFIN
NYSE EURONEXT	COM	629491101	1,896	73,039	SH	DEFIN
NASDAQ OMX GROUP INC	COM	631103108	524	21,502	SH	DEFIN
NATIONAL OILWELL VARCO INC	COM	637071101	76,682	1,133,684	SH	DEFIN
NATIONAL OILWELL VARCO INC	COM	637071101	14	212	SH	DEFIN
NEWELL RUBBERMAID INC	COM	651229106	426	26,560	SH	DEFIN
NEWFIELD EXPL CO	COM	651290108	20	547	SH	DEFIN
NEWMONT MINING CORP	COM	651639106	14,085	235,939	SH	DEFIN
NIKE INC	CL B	654106103	6,465	67,439	SH	DEFIN
NOBLE ENERGY INC	COM	655044105	1,836	19,559	SH	DEFIN
NORDSTROM INC	COM	655664100	1,802	36,444	SH	DEFIN
NORFOLK SOUTHERN CORP	COM	655844108	22,599	311,778	SH	DEFIN
NORTHEAST UTILS	COM	664397106	1,100	30,662	SH	DEFIN
NORTHERN TR CORP	COM	665859104	1,043	26,440	SH	DEFIN
NORTHROP GRUMMAN CORP	COM	666807102	942	16,202	SH	DEFIN
NOVELLUS SYS INC	COM	670008101	654	15,927	SH	DEFIN
NUCOR CORP	COM	670346105	14,911	378,793	SH	DEFIN
OCCIDENTAL PETE CORP DEL	COM	674599105	147,542	1,582,778	SH	DEFIN
OMNICOM GROUP INC	COM	681919106	2,742	61,845	SH	DEFIN
ONEOK INC NEW	COM	682680103	34	400	SH	DEFIN
OWENS CORNING NEW	COM	690742101	39,655	1,387,902	SH	DEFIN
OWENS ILL INC	COM NEW	690768403	13	700	SH	DEFIN
PNC FINL SVCS GROUP INC	COM	693475105	106,292	1,852,655	SH	DEFIN
PPG INDS INC	COM	693506107	22,292	268,392	SH	DEFIN
PACCAR INC	COM	693718108	1,498	40,203	SH	DEFIN
PALL CORP	COM	696429307	26	467	SH	DEFIN
PARKER HANNIFIN CORP	COM	701094104	3,197	42,145	SH	DEFIN
PATTERSON COMPANIES INC	COM	703395103	323	11,027	SH	DEFIN
PAYCHEX INC	COM	704326107	1,608	53,684	SH	DEFIN
PEABODY ENERGY CORP	COM	704549104	872	26,494	SH	DEFIN
PENNEY J C INC	COM	708160106	198	5,674	SH	DEFIN
PEOPLES UNITED FINANCIAL INC	COM	712704105	1,104	86,413	SH	DEFIN

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PEPCO HOLDINGS INC	COM	713291102	1,306	64,703	SH	DEFIN
PEPSICO INC	COM	713448108	39,824	603,320	SH	DEFIN
PEPSICO INC	COM	713448108	352	5,307	SH	DEFIN
PEPSICO INC	COM	713448108	4,090	61,647	SH	DEFIN
PEPSICO INC	COM	713448108	5	89	SH	DEFIN
PERKINELMER INC	COM	714046109	507	25,489	SH	DEFIN
PERRIGO CO	COM	714290103	2,631	27,187	SH	DEFIN
PFIZER INC	COM	717081103	226,522	10,521,924	SH	DEFIN
PFIZER INC	COM	717081103	297	13,754	SH	DEFIN
PFIZER INC	COM	717081103	3,328	153,753	SH	DEFIN
PFIZER INC	COM	717081103	5	238	SH	DEFIN
PHILIP MORRIS INTL INC	COM	718172109	100,301	1,278,052	SH	DEFIN
PHILIP MORRIS INTL INC	COM	718172109	243	3,100	SH	DEFIN
PINNACLE WEST CAP CORP	COM	723484101	176	3,678	SH	DEFIN
PIONEER NAT RES CO	COM	723787107	416	4,680	SH	DEFIN
PITNEY BOWES INC	COM	724479100	121	6,590	SH	DEFIN
PRECISION CASTPARTS CORP	COM	740189105	1,045	6,377	SH	DEFIN
PRICELINE COM INC	COM NEW	741503403	13,849	29,764	SH	DEFIN
PROCTER & GAMBLE CO	COM	742718109	80,286	1,209,742	SH	DEFIN
PROCTER & GAMBLE CO	COM	742718109	267	4,017	SH	DEFIN
PROCTER & GAMBLE CO	COM	742718109	2,920	43,800	SH	DEFIN
PROCTER & GAMBLE CO	COM	742718109	5	88	SH	DEFIN
PROGRESS ENERGY INC	COM	743263105	27,749	495,348	SH	DEFIN
PROGRESSIVE CORP OHIO	COM	743315103	2,791	143,824	SH	DEFIN
PROSPERITY BANCSHARES INC	COM	743606105	3,471	86,486	SH	DEFIN
PRUDENTIAL FINL INC	COM	744320102	18,102	363,049	SH	DEFIN
PUBLIC SVC ENTERPRISE GROUP	COM	744573106	4,590	139,785	SH	DEFIN
PULTE GROUP INC	COM	745867101	5	899	SH	DEFIN
QUALCOMM INC	COM	747525103	167,118	3,070,993	SH	DEFIN
QUALCOMM INC	COM	747525103	201	3,679	SH	DEFIN
QUALCOMM INC	COM	747525103	2,689	49,186	SH	DEFIN
QUALCOMM INC	COM	747525103	2	42	SH	DEFIN
QUESTAR CORP	COM	748356102	158	8,004	SH	DEFIN
RALPH LAUREN CORP	CL A	751212101	20,291	147,718	SH	DEFIN
RAYTHEON CO	COM NEW	755111507	973	20,231	SH	DEFIN
RED HAT INC	COM	756577102	33	819	SH	DEFIN
RENREN INC	SPONSORED ADR	759892102	159	45,214	SH	DEFIN
REPUBLIC SVCS INC	COM	760759100	14,515	529,607	SH	DEFIN
REYNOLDS AMERICAN INC	COM	761713106	3,924	94,746	SH	DEFIN
RIVERBED TECHNOLOGY INC	COM	768573107	11,168	477,723	SH	DEFIN
ROBERT HALF INTL INC	COM	770323103	19	681	SH	DEFIN
ROCKWELL AUTOMATION INC	COM	773903109	3,013	41,291	SH	DEFIN
ROCKWELL COLLINS INC	COM	774341101	1,296	23,536	SH	DEFIN
ROPER INDS INC NEW	COM	776696106	931	10,779	SH	DEFIN
ROSS STORES INC	COM	778296103	2,406	50,892	SH	DEFIN
ROWAN COS INC	COM	779382100	15	526	SH	DEFIN
RYANAIR HLDGS PLC	SPONSORED ADR	783513104	848	19,700	SH	DEFIN
RYDER SYS INC	COM	783549108	752	14,241	SH	DEFIN
SAFEWAY INC	COM NEW	786514208	2,100	100,357	SH	DEFIN
ST JUDE MED INC	COM	790849103	992	29,096	SH	DEFIN
SARA LEE CORP	COM	803111103	21,719	1,153,905	SH	DEFIN
SCHLUMBERGER LTD	COM	806857108	51,357	755,714	SH	DEFIN
SCHLUMBERGER LTD	COM	806857108	47	700	SH	DEFIN
SCHWAB CHARLES CORP NEW	COM	808513105	1,141	101,928	SH	DEFIN
SCRIPPS NETWORKS INTERACT IN	CL A COM	811065101	166	3,954	SH	DEFIN
SEARS HLDGS CORP	COM	812350106	6	193	SH	DEFIN
SEMPRA ENERGY	COM	816851109	2,889	52,808	SH	DEFIN
SHERWIN WILLIAMS CO	COM	824348106	333	3,755	SH	DEFIN
SIGMA ALDRICH CORP	COM	826552101	305	4,916	SH	DEFIN
SMUCKER J M CO	COM NEW	832696405	1,344	17,286	SH	DEFIN
SNAP ON INC	COM	833034101	621	12,338	SH	DEFIN
SOUTHERN CO	COM	842587107	39,295	848,892	SH	DEFIN

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SOUTHWEST AIRLS CO	COM	844741108	29	3,463	SH	DEFIN
SOUTHWESTERN ENERGY CO	COM	845467109	12,168	382,939	SH	DEFIN
SPECTRA ENERGY CORP	COM	847560109	86	2,839	SH	DEFIN
SPRINT NEXTEL CORP	COM SER 1	852061100	189	81,207	SH	DEFIN
STANLEY BLACK & DECKER INC	COM	854502101	123,344	1,834,059	SH	DEFIN
STAPLES INC	COM	855030102	2,378	172,097	SH	DEFIN
STARBUCKS CORP	COM	855244109	3,338	72,936	SH	DEFIN
STATE STR CORP	COM	857477103	9,892	246,689	SH	DEFIN
STERICYCLE INC	COM	858912108	22	294	SH	DEFIN
STRYKER CORP	COM	863667101	15,019	303,700	SH	DEFIN
SUNTRUST BKS INC	COM	867914103	37	2,105	SH	DEFIN
SUPERVALU INC	COM	868536103	260	32,207	SH	DEFIN
SYMANTEC CORP	COM	871503108	1,956	125,691	SH	DEFIN
SYSCO CORP	COM	871829107	14,613	500,836	SH	DEFIN
TECO ENERGY INC	COM	872375100	368	19,353	SH	DEFIN
TJX COS INC NEW	COM	872540109	6,702	104,375	SH	DEFIN
TERADYNE INC	COM	880770102	563	41,550	SH	DEFIN
TESORO CORP	COM	881609101	1,136	48,903	SH	DEFIN
TEXAS INSTRS INC	COM	882508104	15,246	526,461	SH	DEFIN
TEXTRON INC	COM	883203101	18	1,000	SH	DEFIN
THERMO FISHER SCIENTIFIC INC	COM	883556102	72,846	1,628,262	SH	DEFIN
TIFFANY & CO NEW	COM	886547108	9,169	139,104	SH	DEFIN
TIME WARNER INC	COM NEW	887317303	21,733	604,492	SH	DEFIN
TITANIUM METALS CORP	COM NEW	888339207	45	3,058	SH	DEFIN
TORCHMARK CORP	COM	891027104	1,017	23,581	SH	DEFIN
TOTAL SYS SVCS INC	COM	891906109	38	1,994	SH	DEFIN
TRANSDIGM GROUP INC	COM	893641100	2,608	27,400	SH	DEFIN
TRIPADVISOR INC	COM	896945201	418	16,701	SH	DEFIN
TYSON FOODS INC	CL A	902494103	1,355	66,023	SH	DEFIN
US BANCORP DEL	COM NEW	902973304	39,327	1,461,415	SH	DEFIN
UNION PAC CORP	COM	907818108	11,402	108,189	SH	DEFIN
UNITED PARCEL SERVICE INC	CL B	911312106	34,600	475,200	SH	DEFIN
UNITED STATES STL CORP NEW	COM	912909108	12	489	SH	DEFIN
UNITED TECHNOLOGIES CORP	COM	913017109	37,185	511,396	SH	DEFIN
URBAN OUTFITTERS INC	COM	917047102	151	5,524	SH	DEFIN
V F CORP	COM	918204108	2,433	19,262	SH	DEFIN
VOLCANO CORPORATION	COM	928645100	274	11,578	SH	DEFIN
VULCAN MATLS CO	COM	929160109	60	1,538	SH	DEFIN
WAL MART STORES INC	COM	931142103	169,971	2,858,953	SH	DEFIN
WAL MART STORES INC	COM	931142103	122	2,050	SH	DEFIN
WALGREEN CO	COM	931422109	5,092	154,825	SH	DEFIN
WASHINGTON POST CO	CL B	939640108	167	446	SH	DEFIN
WATERS CORP	COM	941848103	625	8,495	SH	DEFIN
WATSON PHARMACEUTICALS INC	COM	942683103	240	4,007	SH	DEFIN
WELLS FARGO & CO NEW	COM	949746101	169,202	6,171,203	SH	DEFIN
WESTERN DIGITAL CORP	COM	958102105	1,485	48,255	SH	DEFIN
WESTERN UN CO	COM	959802109	5,015	276,077	SH	DEFIN
WEYERHAEUSER CO	COM	962166104	960	51,719	SH	DEFIN
WHIRLPOOL CORP	COM	963320106	746	15,807	SH	DEFIN
WHOLE FOODS MKT INC	COM	966837106	41	601	SH	DEFIN
WILLIAMS COS INC DEL	COM	969457100	688	20,965	SH	DEFIN
WISCONSIN ENERGY CORP	COM	976657106	813	23,402	SH	DEFIN
WYNN RESORTS LTD	COM	983134107	973	8,859	SH	DEFIN
XILINX INC	COM	983919101	1,404	44,026	SH	DEFIN
XEROX CORP	COM	984121103	6,442	813,546	SH	DEFIN
YAHOO INC	COM	984332106	13,207	823,027	SH	DEFIN

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YUM BRANDS INC	COM	988498101	3,197	54,458	SH	DEFIN
ZIONS BANCORPORATION	COM	989701107	325	20,098	SH	DEFIN
DUN & BRADSTREET CORP DEL NE	COM	26483E100	830	11,161	SH	DEFIN
QUANTA SVCS INC	COM	74762E102	8,621	402,349	SH	DEFIN
QUANTA SVCS INC	COM	74762E102	49	2,296	SH	DEFIN
QUANTA SVCS INC	COM	74762E102	432	20,067	SH	DEFIN
QUANTA SVCS INC	COM	74762E102	2	134	SH	DEFIN
VERISIGN INC	COM	92343E102	257	7,237	SH	DEFIN
AMERISOURCEBERGEN CORP	COM	03073E105	2,207	59,666	SH	DEFIN
NEWS CORP	CL A	65248E104	29,248	1,647,953	SH	DEFIN
SALLY BEAUTY HLDGS INC	COM	79546E104	17,276	821,857	SH	DEFIN
TARGET CORP	COM	87612E106	19,966	391,838	SH	DEFIN
EDWARDS LIFESCIENCES CORP	COM	28176E108	363	5,162	SH	DEFIN
DR PEPPER SNAPPLE GROUP INC	COM	26138E109	941	23,975	SH	DEFIN
DR PEPPER SNAPPLE GROUP INC	COM	26138E109	48	1,233	SH	DEFIN
TRAVELERS COMPANIES INC	COM	89417E109	16,942	287,815	SH	DEFIN
VALE S A	ADR REPSTG PFD	91912E204	43,846	2,139,500	SH	DEFIN
AES CORP	COM	00130H105	14,089	1,196,142	SH	DEFIN
AT&T INC	COM	00206R102	43,404	3,035,251	SH	DEFIN
ACTUANT CORP	CL A NEW	00508X203	476	21,111	SH	DEFIN
ADOBE SYS INC	COM	00724F101	3,106	110,455	SH	DEFIN
AETNA INC NEW	COM	00817Y108	18,075	430,651	SH	DEFIN
AGILENT TECHNOLOGIES INC	COM	00846U101	2,722	78,339	SH	DEFIN
AKAMAI TECHNOLOGIES INC	COM	00971T101	232	7,235	SH	DEFIN
ALLEGHENY TECHNOLOGIES INC	COM	01741R102	19	408	SH	DEFIN
ALPHA NATURAL RESOURCES INC	COM	02076X102	18	894	SH	DEFIN
ALTRIA GROUP INC	COM	02209S103	115,352	3,890,507	SH	DEFIN
ALTRIA GROUP INC	COM	02209S103	91	3,100	SH	DEFIN
AMERICA MOVIL SAB DE CV	SPON ADR L SHS	02364W105	35,276	1,569,004	SH	DEFIN
AMERICAN PUBLIC EDUCATION IN	COM	02913V103	588	13,664	SH	DEFIN
AMERIPRISE FINL INC	COM	03076C106	2,551	51,662	SH	DEFIN
ASSURANT INC	COM	04621X108	1,022	25,022	SH	DEFIN
AUTONATION INC	COM	05329W102	209	5,717	SH	DEFIN
BANCO SANTANDER CHILE NEW	SP ADR REP COM	05965X109	1,152	15,309	SH	DEFIN
BANCOLOMBIA S A	SPON ADR PREF	05968L102	1,730	29,200	SH	DEFIN
BIOGEN IDEC INC	COM	09062X103	1,100	10,051	SH	DEFIN
BLACKROCK INC	COM	09247X101	2,954	16,663	SH	DEFIN
CBRE GROUP INC	CL A	12504L109	175	11,589	SH	DEFIN
C H ROBINSON WORLDWIDE INC	COM NEW	12541W209	1,099	15,838	SH	DEFIN
CME GROUP INC	COM	12572Q105	14,929	61,586	SH	DEFIN
CA INC	COM	12673P105	2,572	127,912	SH	DEFIN
CABLEVISION SYS CORP	CL A NY CABLVS	12686C109	631	44,604	SH	DEFIN
CAMERON INTERNATIONAL CORP	COM	13342B105	503	10,280	SH	DEFIN
CAPITAL ONE FINL CORP	COM	14040H105	15,869	377,197	SH	DEFIN
CARDINAL HEALTH INC	COM	14149Y108	11,938	295,489	SH	DEFIN
CAREFUSION CORP	COM	14170T101	953	37,726	SH	DEFIN
CENTERPOINT ENERGY INC	COM	15189T107	43,514	2,165,976	SH	DEFIN
CISCO SYS INC	COM	17275R102	48,195	2,679,482	SH	DEFIN
CISCO SYS INC	COM	17275R102	34	1,900	SH	DEFIN
CLIFFS NATURAL RESOURCES INC	COM	18683K101	2,468	39,790	SH	DEFIN
COCA COLA ENTERPRISES INC NE	COM	19122T109	1,861	72,589	SH	DEFIN
COMCAST CORP NEW	CL A	20030N101	39,241	1,663,608	SH	DEFIN
COMSCORE INC	COM	20564W105	307	14,589	SH	DEFIN
CONOCOPHILLIPS	COM	20825C104	67,681	933,608	SH	DEFIN
CONSOL ENERGY INC	COM	20854P109	830	22,744	SH	DEFIN
CONSTELLATION BRANDS INC	CL A	21036P108	855	41,590	SH	DEFIN
COSTCO WHSL CORP NEW	COM	22160K105	141	1,711	SH	DEFIN
COSTAR GROUP INC	COM	22160N109	437	6,597	SH	DEFIN
DFC GLOBAL CORP	COM	23324T107	8,202	456,510	SH	DEFIN
D R HORTON INC	COM	23331A109	390	31,139	SH	DEFIN
DAVITA INC	COM	23918K108	777	10,314	SH	DEFIN
DELL INC	COM	24702R101	18,604	1,278,227	SH	DEFIN

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DEVON ENERGY CORP NEW	COM	25179M103	5,884	95,403	SH	DEFIN
DEVON ENERGY CORP NEW	COM	25179M103	192	3,109	SH	DEFIN
DEVON ENERGY CORP NEW	COM	25179M103	1,946	31,382	SH	DEFIN
DEVON ENERGY CORP NEW	COM	25179M103	3	59	SH	DEFIN
DIAMOND OFFSHORE DRILLING IN	COM	25271C102	244	4,447	SH	DEFIN
DISCOVERY COMMUNICATNS NEW	COM SER A	25470F104	15,722	385,741	SH	DEFIN
DIRECTV	COM CL A	25490A101	6,773	159,228	SH	DEFIN
DOMINION RES INC VA NEW	COM	25746U109	124	2,356	SH	DEFIN
DUKE ENERGY CORP NEW	COM	26441C105	4,413	201,637	SH	DEFIN
EOG RES INC	COM	26875P101	395	4,038	SH	DEFIN
EQT CORP	COM	26884L109	796	14,616	SH	DEFIN
EL PASO CORP	COM	28336L109	84	3,179	SH	DEFIN
ENTERGY CORP NEW	COM	29364G103	5,006	68,892	SH	DEFIN
EXELON CORP	COM	30161N101	16,186	375,147	SH	DEFIN
EXPEDIA INC DEL	COM NEW	30212P303	611	21,167	SH	DEFIN
EXXON MOBIL CORP	COM	30231G102	241,242	2,860,914	SH	DEFIN
EXXON MOBIL CORP	COM	30231G102	22	267	SH	DEFIN
FMC TECHNOLOGIES INC	COM	30249U101	16,936	325,945	SH	DEFIN
FEDEX CORP	COM	31428X106	18,372	221,137	SH	DEFIN
FIDELITY NATL INFORMATION SV	COM	31620M106	1,882	71,168	SH	DEFIN
FINISAR CORP	COM NEW	31787A507	8,441	506,719	SH	DEFIN
FLOWERVE CORP	COM	34354P105	10,609	107,379	SH	DEFIN
FORTUNE BRANDS HOME & SEC IN	COM	34964C106	123	7,272	SH	DEFIN
FREEMPORT-MCMORAN COPPER & GO	COM	35671D857	26,522	724,648	SH	DEFIN
FRONTIER COMMUNICATIONS CORP	COM	35906A108	531	103,664	SH	DEFIN
GAMESTOP CORP NEW	CL A	36467W109	1,140	47,504	SH	DEFIN
GENWORTH FINL INC	COM CL A	37247D106	46	7,125	SH	DEFIN
GOLDMAN SACHS GROUP INC	COM	38141G104	22,378	248,746	SH	DEFIN
GOOGLE INC	CL A	38259P508	80,755	125,675	SH	DEFIN
HCA HOLDINGS INC	COM	40412C101	3,402	155,229	SH	DEFIN
HCP INC	COM	40414L109	2,706	65,673	SH	DEFIN
HDFC BANK LTD	ADR REPS 3 SHS	40415F101	6,737	257,715	SH	DEFIN
HESS CORP	COM	42809H107	12,782	226,212	SH	DEFIN
ICICI BK LTD	ADR	45104G104	4,510	171,559	SH	DEFIN
IDEX CORP	COM	45167R104	671	18,185	SH	DEFIN
INTEGRYS ENERGY GROUP INC	COM	45822P105	472	8,774	SH	DEFIN
INTERCONTINENTALEXCHANGE INC	COM	45865V100	845	7,050	SH	DEFIN
INTUITIVE SURGICAL INC	COM NEW	46120E602	25,430	55,209	SH	DEFIN
JDS UNIPHASE CORP	COM PAR \$0.001	46612J507	49,773	4,792,255	SH	DEFIN
JPMORGAN CHASE & CO	COM	46625H100	79,598	2,406,317	SH	DEFIN
JPMORGAN CHASE & CO	COM	46625H100	150	4,531	SH	DEFIN
JPMORGAN CHASE & CO	COM	46625H100	1,600	48,151	SH	DEFIN
JPMORGAN CHASE & CO	COM	46625H100	2	87	SH	DEFIN
JUNIPER NETWORKS INC	COM	48203R104	42	2,105	SH	DEFIN
KRAFT FOODS INC	CL A	50075N104	35,869	960,097	SH	DEFIN
KRAFT FOODS INC	CL A	50075N104	45	1,231	SH	DEFIN
KRAFT FOODS INC	CL A	50075N104	80	2,145	SH	DEFIN
LABORATORY CORP AMER HLDGS	COM NEW	50540R409	38	453	SH	DEFIN
LIFE TECHNOLOGIES CORP	COM	53217V109	8,494	219,443	SH	DEFIN
M & T BK CORP	COM	55261F104	11,470	151,027	SH	DEFIN
MACYS INC	COM	55616P104	4,503	140,673	SH	DEFIN
MACYS INC	COM	55616P104	259	8,078	SH	DEFIN
MACYS INC	COM	55616P104	2,724	84,670	SH	DEFIN
MACYS INC	COM	55616P104	4	148	SH	DEFIN
MARATHON PETE CORP	COM	56585A102	10,178	307,341	SH	DEFIN
MARKET VECTORS ETF TR	GOLD MINER ETF	57060U100	71	1,395	SH	DEFIN

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MARKET VECTORS ETF TR	GOLD MINER ETF	57060U100	26	522	SH	DEFIN
MASTERCARD INC	CL A	57636Q104	25,400	68,484	SH	DEFIN
MCKESSON CORP	COM	58155Q103	19,269	248,609	SH	DEFIN
MEDCO HEALTH SOLUTIONS INC	COM	58405U102	13,320	239,532	SH	DEFIN
MEDIDATA SOLUTIONS INC	COM	58471A105	325	15,039	SH	DEFIN
MERCK & CO INC NEW	COM	58933Y105	66,159	1,763,980	SH	DEFIN
METLIFE INC	COM	59156R108	22,094	712,269	SH	DEFIN
MOLSON COORS BREWING CO	CL B	60871R209	238	5,505	SH	DEFIN
MONSANTO CO NEW	COM	61166W101	14,026	201,220	SH	DEFIN
MOSAIC CO NEW	COM	61945C103	2,038	40,635	SH	DEFIN
NETAPP INC	COM	64110D104	574	15,926	SH	DEFIN
NETFLIX INC	COM	64110L106	351	5,105	SH	DEFIN
NEXTERA ENERGY INC	COM	65339F101	3,669	60,590	SH	DEFIN
NISOURCE INC	COM	65473P105	226	9,546	SH	DEFIN
NVIDIA CORP	COM	67066G104	841	60,999	SH	DEFIN
O REILLY AUTOMOTIVE INC NEW	COM	67103H107	34,946	439,367	SH	DEFIN
ORACLE CORP	COM	68389X105	165,739	6,495,005	SH	DEFIN
PG&E CORP	COM	69331C108	16,991	414,359	SH	DEFIN
PPL CORP	COM	69351T106	2,426	82,911	SH	DEFIN
PSS WORLD MED INC	COM	69366A100	244	10,171	SH	DEFIN
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	45,560	1,949,600	SH	DEFIN
PETROLEO BRASILEIRO SA PETRO	SPONSORED ADR	71654V408	310	12,546	SH	DEFIN
POLYPORE INTL INC	COM	73179V103	10,572	241,589	SH	DEFIN
PORTFOLIO RECOVERY ASSOCS IN	COM	73640Q105	579	8,628	SH	DEFIN
PRAXAIR INC	COM	74005P104	14,890	140,011	SH	DEFIN
PRICE T ROWE GROUP INC	COM	74144T108	3,771	66,564	SH	DEFIN
PRINCIPAL FINL GROUP INC	COM	74251V102	1,698	69,415	SH	DEFIN
QEP RES INC	COM	74733V100	23	815	SH	DEFIN
QUEST DIAGNOSTICS INC	COM	74834L100	297	5,148	SH	DEFIN
RANGE RES CORP	COM	75281A109	36	590	SH	DEFIN
REGIONS FINANCIAL CORP NEW	COM	7591EP100	22	5,263	SH	DEFIN
ROADRUNNER TRNSN SVCS HLDG I	COM	76973Q105	4,156	295,689	SH	DEFIN
SAIC INC	COM	78390X101	549	44,905	SH	DEFIN
SLM CORP	COM	78442P106	1,566	117,510	SH	DEFIN
SPDR S&P 500 ETF TR	TR UNIT	78462F103	1,202	9,572	SH	DEFIN
SPDR S&P 500 ETF TR	TR UNIT	78462F103	160	1,280	SH	DEFIN
SPDR INDEX SHS FDS	EURO STOXX 50	78463X202	1,090	37,036	SH	DEFIN
SPDR INDEX SHS FDS	EURO STOXX 50	78463X202	130	4,416	SH	DEFIN
SALESFORCE COM INC	COM	79466L302	55	552	SH	DEFIN
SANDISK CORP	COM	80004C101	1,037	21,196	SH	DEFIN
SANDISK CORP	COM	80004C101	56	1,151	SH	DEFIN
SCANA CORP NEW	COM	80589M102	851	19,002	SH	DEFIN
SEALED AIR CORP NEW	COM	81211K100	944	55,173	SH	DEFIN
SELECT SECTOR SPDR TR	SBI HEALTHCARE	81369Y209	3	89	SH	DEFIN
SELECT SECTOR SPDR TR	SBI HEALTHCARE	81369Y209	102	2,962	SH	DEFIN
SELECT SECTOR SPDR TR	SBI INT-FINL	81369Y605	234	18,066	SH	DEFIN
SELECT SECTOR SPDR TR	SBI INT-FINL	81369Y605	2,817	216,843	SH	DEFIN
SELECT SECTOR SPDR TR	SBI INT-FINL	81369Y605	4	351	SH	DEFIN
SELECT SECTOR SPDR TR	SBI INT-UTILS	81369Y886	190	5,289	SH	DEFIN
SELECT SECTOR SPDR TR	SBI INT-UTILS	81369Y886	2,246	62,470	SH	DEFIN
SELECT SECTOR SPDR TR	SBI INT-UTILS	81369Y886	3	86	SH	DEFIN
SIGNATURE BK NEW YORK N Y	COM	82669G104	14,037	235,200	SH	DEFIN
SKYWORKS SOLUTIONS INC	COM	83088M102	246	15,260	SH	DEFIN
SOLARWINDS INC	COM	83416B109	71,003	2,553,536	SH	DEFIN
SOLERA HOLDINGS INC	COM	83421A104	652	14,718	SH	DEFIN
SOUTHERN COPPER CORP	COM	84265V105	4,495	149,716	SH	DEFIN
STARWOOD HOTELS&RESORTS WRLD	COM	85590A401	14,405	301,854	SH	DEFIN
SUNOCO INC	COM	86764P109	193	4,732	SH	DEFIN
TENET HEALTHCARE CORP	COM	88033G100	695	136,185	SH	DEFIN
TERADATA CORP DEL	COM	88076W103	321	6,671	SH	DEFIN
TEXAS CAPITAL BANCSHARES INC	COM	88224Q107	1,188	39,029	SH	DEFIN
3M CO	COM	88579Y101	28,149	346,200	SH	DEFIN

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TIME WARNER CABLE INC	COM	88732J207	15,108	238,894	SH	DEFIN
TREEHOUSE FOODS INC	COM	89469A104	13,987	215,055	SH	DEFIN
ULTA SALON COSMETCS & FRAG I	COM	90384S303	350	5,423	SH	DEFIN
UNITEDHEALTH GROUP INC	COM	91324P102	133,486	2,647,532	SH	DEFIN
UNUM GROUP	COM	91529Y106	2,132	101,723	SH	DEFIN
VALERO ENERGY CORP NEW	COM	91913Y100	2,705	129,180	SH	DEFIN
VARIAN MED SYS INC	COM	92220P105	16,230	243,032	SH	DEFIN
VERA BRADLEY INC	COM	92335C106	519	16,207	SH	DEFIN
VERIZON COMMUNICATIONS INC	COM	92343V104	62,528	1,566,611	SH	DEFIN
VERIZON COMMUNICATIONS INC	COM	92343V104	288	7,189	SH	DEFIN
VERIZON COMMUNICATIONS INC	COM	92343V104	3,313	82,641	SH	DEFIN
VERIZON COMMUNICATIONS INC	COM	92343V104	3	95	SH	DEFIN
VERISK ANALYTICS INC	CL A	92345Y106	1,011	25,332	SH	DEFIN
VIACOM INC NEW	CL B	92553P201	5,260	116,438	SH	DEFIN
VIACOM INC NEW	CL B	92553P201	60	1,340	SH	DEFIN
VIACOM INC NEW	CL B	92553P201	536	11,815	SH	DEFIN
VIACOM INC NEW	CL B	92553P201	3	84	SH	DEFIN
VISA INC	COM CL A	92826C839	23,004	227,754	SH	DEFIN
WASTE MGMT INC DEL	COM	94106L109	18,224	560,043	SH	DEFIN
WELLPOINT INC	COM	94973V107	25,476	386,546	SH	DEFIN
WINDSTREAM CORP	COM	97381W104	9,119	780,789	SH	DEFIN
WYNDHAM WORLDWIDE CORP	COM	98310W108	1,722	45,774	SH	DEFIN
XCEL ENERGY INC	COM	98389B100	1,178	42,865	SH	DEFIN
XYLEM INC	COM	98419M100	492	19,275	SH	DEFIN
YOUKU COM INC	SPONSORED ADR	98742U100	263	16,906	SH	DEFIN
ZIMMER HLDGS INC	COM	98956P102	1,119	21,062	SH	DEFIN
ARCOS DORADOS HOLDINGS INC	SHS CLASS -A -	G0457F107	923	45,200	SH	DEFIN
ACCENTURE PLC IRELAND	SHS CLASS A	G1151C101	31,329	591,607	SH	DEFIN
BUNGE LIMITED	COM	G16962105	201	3,530	SH	DEFIN
BUNGE LIMITED	COM	G16962105	2,322	40,627	SH	DEFIN
BUNGE LIMITED	COM	G16962105	4	71	SH	DEFIN
COOPER INDUSTRIES PLC	SHS	G24140108	1,424	26,445	SH	DEFIN
CREDICORP LTD	COM	G2519Y108	1,241	11,400	SH	DEFIN
COVIDIEN PLC	SHS	G2554F113	4,818	107,599	SH	DEFIN
INGERSOLL-RAND PLC	SHS	G47791101	1,684	55,554	SH	DEFIN
INVESCO LTD	SHS	G491BT108	1,996	99,896	SH	DEFIN
LAZARD LTD	SHS A	G54050102	2,956	113,800	SH	DEFIN
NABORS INDUSTRIES LTD	SHS	G6359F103	840	48,725	SH	DEFIN
XL GROUP PLC	SHS	G98290102	1,006	51,159	SH	DEFIN
ACE LTD	SHS	H0023R105	7,946	113,916	SH	DEFIN
NOBLE CORPORATION BAAR	NAMEN -AKT	H5833N103	261	8,708	SH	DEFIN
TE CONNECTIVITY LTD	REG SHS	H84989104	2,031	66,271	SH	DEFIN
TYCO INTERNATIONAL LTD	SHS	H89128104	6,055	130,321	SH	DEFIN
SODASTREAM INTERNATIONAL LTD	USD SHS	M9068E105	541	16,659	SH	DEFIN
CORE LABORATORIES N V	COM	N22717107	12,208	107,694	SH	DEFIN
			8,592,723			