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Lloyds Banking Group plc
Form 13F-HR
July 25, 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: 29-Jun-12

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 A Kellett

Title: Share Disclosure Team

Phone: (+44) 113 235 7729

Signature, Place, and Date of Signing:

/s/ A Kellett 25-Jul-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: 629

Form 13F Information Table Value Total: \$9,149,054

(thousands)

List of Other Included Managers:

No.	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 1.5686

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE US\$ 000's	NO. OF SHARES	SH/PRN	INVESTMENT DISCRETION
AFLAC INC	COM	001055102	14,468	339,710	SH	DEFINED
AGL RES INC	COM	001204106	9,504	245,266	SH	DEFINED
ABBOTT LABS	COM	002824100	50,606	784,961	SH	DEFINED
ABERCROMBIE & FITCH CO	CL A	002896207	334	9,801	SH	DEFINED
ADVANCED MICRO DEVICES INC	COM	007903107	531	92,699	SH	DEFINED
AGNICO EAGLE MINES LTD	COM	008474108	90	2,245	SH	DEFINED
AIR PRODS & CHEMS INC	COM	009158106	18,641	230,913	SH	DEFINED
AIRGAS INC	COM	009363102	106,302	1,265,353	SH	DEFINED
ALCOA INC	COM	013817101	8,686	992,752	SH	DEFINED
ALEXION PHARMACEUTICALS INC	COM	015351109	2,960	29,812	SH	DEFINED
ALLERGAN INC	COM	018490102	4,287	46,317	SH	DEFINED
ALLSTATE CORP	COM	020002101	20,798	592,714	SH	DEFINED
ALTERA CORP	COM	021441100	103	3,052	SH	DEFINED
AMAZON COM INC	COM	023135106	35,236	154,309	SH	DEFINED
AMEREN CORP	COM	023608102	1,782	53,160	SH	DEFINED
AMERICAN ELEC PWR INC	COM	025537101	5,319	133,310	SH	DEFINED
AMERICAN EXPRESS CO	COM	025816109	151,293	2,599,106	SH	DEFINED

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AMERICAN INTL GROUP INC	COM NEW	026874784	3,251	101,339	SH	DEFINED
AMGEN INC	COM	031162100	34,089	466,721	SH	DEFINED
AMGEN INC	COM	031162100	3,467	47,564	SH	DEFINED
AMGEN INC	COM	031162100	492	6,757	SH	DEFINED
AMPHENOL CORP NEW	CL A	032095101	444	8,093	SH	DEFINED
ANADARKO PETE CORP	COM	032511107	1,740	26,296	SH	DEFINED
ANALOG DEVICES INC	COM	032654105	1,027	27,278	SH	DEFINED
APACHE CORP	COM	037411105	47,888	544,872	SH	DEFINED
APOLLO GROUP INC	CL A	037604105	1,041	28,782	SH	DEFINED
APPLE INC	COM	037833100	464,615	795,574	SH	DEFINED
APPLE INC	COM	037833100	3,204	5,488	SH	DEFINED
APPLE INC	COM	037833100	436	747	SH	DEFINED
APPLIED MATLS INC	COM	038222105	13,453	1,173,915	SH	DEFINED
ARCHER DANIELS MIDLAND CO	COM	039483102	2,644	89,594	SH	DEFINED
ASHLAND INC NEW	COM	044209104	83,737	1,208,154	SH	DEFINED
AUTODESK INC	COM	052769106	33	964	SH	DEFINED
AUTOMATIC DATA PROCESSING IN	COM	053015103	2,958	53,159	SH	DEFINED
AUTOZONE INC	COM	053332102	1,101	2,999	SH	DEFINED
AVERY DENNISON CORP	COM	053611109	614	22,466	SH	DEFINED
AVON PRODS INC	COM	054303102	429	26,491	SH	DEFINED
BB&T CORP	COM	054937107	11,222	363,773	SH	DEFINED
BMC SOFTWARE INC	COM	055921100	182	4,287	SH	DEFINED
BAKER HUGHES INC	COM	057224107	14,575	354,631	SH	DEFINED
BALL CORP	COM	058498106	300	7,321	SH	DEFINED
BANK OF AMERICA CORPORATION	COM	060505104	43,440	5,310,573	SH	DEFINED
BANK OF NEW YORK MELLON CORP	COM	064058100	17,414	793,362	SH	DEFINED
BANK OF NEW YORK MELLON CORP	COM	064058100	37	1,713	SH	DEFINED
BARD C R INC	COM	067383109	40	373	SH	DEFINED
BAXTER INTL INC	COM	071813109	12,561	236,332	SH	DEFINED
BEAM INC	COM	073730103	12,712	203,430	SH	DEFINED
BECTON DICKINSON & CO	COM	075887109	8,871	118,684	SH	DEFINED
BED BATH & BEYOND INC	COM	075896100	21,325	345,078	SH	DEFINED
BEMIS INC	COM	081437105	551	17,605	SH	DEFINED
BERKSHIRE HATHAWAY INC DEL	CL B NEW	084670702	79,265	951,224	SH	DEFINED
BEST BUY INC	COM	086516101	1,258	60,062	SH	DEFINED
BIG LOTS INC	COM	089302103	375	9,201	SH	DEFINED
BLOCK H & R INC	COM	093671105	509	31,901	SH	DEFINED
BOEING CO	COM	097023105	26,405	355,391	SH	DEFINED
BORGWARNER INC	COM	099724106	540	8,234	SH	DEFINED
BOSTON SCIENTIFIC CORP	COM	101137107	1,995	351,980	SH	DEFINED
BRISTOL MYERS SQUIBB CO	COM	110122108	29,362	816,750	SH	DEFINED
BROADCOM CORP	CL A	111320107	2,567	75,947	SH	DEFINED
BROWN FORMAN CORP	CL B	115637209	718	7,415	SH	DEFINED
BRUNSWICK CORP	COM	117043109	10,076	453,500	SH	DEFINED
CBS CORP NEW	CL B	124857202	25,249	770,271	SH	DEFINED
CF INDS HLDGS INC	COM	125269100	5,050	26,070	SH	DEFINED
CIGNA CORPORATION	COM	125509109	1,744	39,645	SH	DEFINED
CMS ENERGY CORP	COM	125896100	24,971	1,062,624	SH	DEFINED
CSX CORP	COM	126408103	21,514	962,192	SH	DEFINED
CVS CAREMARK CORPORATION	COM	126650100	42,604	911,718	SH	DEFINED
CABOT OIL & GAS CORP	COM	127097103	27	694	SH	DEFINED
CAMPBELL SOUP CO	COM	134429109	14,676	439,686	SH	DEFINED
CARMAX INC	COM	143130102	25	967	SH	DEFINED
CARNIVAL CORP	PAIRED CTF	143658300	8,741	255,090	SH	DEFINED
CATERPILLAR INC DEL	COM	149123101	28,379	334,227	SH	DEFINED
CELGENE CORP	COM	151020104	21,272	331,560	SH	DEFINED

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CENTURYLINK INC	COM	156700106	13,822	350,021	SH	DEFINED
CERNER CORP	COM	156782104	151	1,837	SH	DEFINED
CHESAPEAKE ENERGY CORP	COM	165167107	12,685	681,992	SH	DEFINED
CHEVRON CORP NEW	COM	166764100	109,248	1,035,534	SH	DEFINED
CHIPOTLE MEXICAN GRILL INC	COM	169656105	215	567	SH	DEFINED
CHUBB CORP	COM	171232101	12,514	171,862	SH	DEFINED
CINCINNATI FINL CORP	COM	172062101	16,825	441,956	SH	DEFINED
CINTAS CORP	COM	172908105	672	17,414	SH	DEFINED
CITIGROUP INC	COM NEW	172967424	41,929	1,529,730	SH	DEFINED
CITRIX SYS INC	COM	177376100	30,869	367,759	SH	DEFINED
CLARCOR INC	COM	179895107	8,584	178,248	SH	DEFINED
CLOROX CO DEL	COM	189054109	107	1,482	SH	DEFINED
COACH INC	COM	189754104	11,686	199,842	SH	DEFINED
COCA COLA CO	COM	191216100	107,218	1,371,255	SH	DEFINED
COGNIZANT TECHNOLOGY SOLUTIO	CL A	192446102	71	1,184	SH	DEFINED
COLGATE PALMOLIVE CO	COM	194162103	18,936	181,911	SH	DEFINED
COLGATE PALMOLIVE CO	COM	194162103	62	600	SH	DEFINED
COMERICA INC	COM	200340107	860	28,035	SH	DEFINED
COMPANIA DE MINAS BUENAVENTU	SPONSORED ADR	204448104	1,348	35,500	SH	DEFINED
COMPUTER SCIENCES CORP	COM	205363104	6,107	246,056	SH	DEFINED
CONAGRA FOODS INC	COM	205887102	18,530	714,627	SH	DEFINED
CONCUR TECHNOLOGIES INC	COM	206708109	1,512	22,216	SH	DEFINED
CONSOLIDATED EDISON INC	COM	209115104	1,691	27,200	SH	DEFINED
CORNING INC	COM	219350105	3,934	304,308	SH	DEFINED
COVENTRY HEALTH CARE INC	COM	222862104	894	28,137	SH	DEFINED
CRAWFORD & CO	CL B	224633107	261	63,841	SH	DEFINED
CROWN CASTLE INTL CORP	COM	228227104	2,405	41,010	SH	DEFINED
CUMMINS INC	COM	231021106	28,364	292,693	SH	DEFINED
DTE ENERGY CO	COM	233331107	3,197	53,886	SH	DEFINED
DANAHER CORP DEL	COM	235851102	4,480	86,023	SH	DEFINED
DARDEN RESTAURANTS INC	COM	237194105	605	11,969	SH	DEFINED
DEAN FOODS CO NEW	COM	242370104	110	6,479	SH	DEFINED
DEERE & CO	COM	244199105	22,548	278,818	SH	DEFINED
DEERE & CO	COM	244199105	2,100	25,971	SH	DEFINED
DEERE & CO	COM	244199105	271	3,360	SH	DEFINED
DENBURY RES INC	COM NEW	247916208	924	61,179	SH	DEFINED
DENTSPLY INTL INC NEW	COM	249030107	566	14,975	SH	DEFINED
DEVRY INC DEL	COM	251893103	257	8,300	SH	DEFINED
DICE HLDGS INC	COM	253017107	535	57,060	SH	DEFINED
DISNEY WALT CO	COM DISNEY	254687106	46,017	948,818	SH	DEFINED
DISCOVER FINL SVCS	COM	254709108	4,265	123,351	SH	DEFINED
DOLLAR TREE INC	COM	256746108	1,946	36,184	SH	DEFINED
DONNELLEY R R & SONS CO	COM	257867101	476	40,500	SH	DEFINED
DOVER CORP	COM	260003108	2,080	38,815	SH	DEFINED
DOW CHEM CO	COM	260543103	20,539	652,037	SH	DEFINED
DRIL-QUIP INC	COM	262037104	688	10,494	SH	DEFINED
DU PONT E I DE NEMOURS & CO	COM	263534109	5,083	100,528	SH	DEFINED
E M C CORP MASS	COM	268648102	96,615	3,769,613	SH	DEFINED
E M C CORP MASS	COM	268648102	3,704	144,545	SH	DEFINED
E M C CORP MASS	COM	268648102	502	19,599	SH	DEFINED
E TRADE FINANCIAL CORP	COM NEW	269246401	266	33,123	SH	DEFINED
EASTMAN CHEM CO	COM	277432100	1,495	29,700	SH	DEFINED
EATON CORP	COM	278058102	15,970	403,001	SH	DEFINED
EBAY INC	COM	278642103	10,107	240,586	SH	DEFINED
ECOLAB INC	COM	278865100	45,199	659,557	SH	DEFINED
ECOLAB INC	COM	278865100	110	1,612	SH	DEFINED

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ECOPETROL S A	SPONSORED ADS	279158109	12,017	215,400	SH	DEFINED
EDISON INTL	COM	281020107	152	3,301	SH	DEFINED
ELECTRONIC ARTS INC	COM	285512109	32	2,611	SH	DEFINED
EMERSON ELEC CO	COM	291011104	21,973	471,747	SH	DEFINED
EQUIFAX INC	COM	294429105	903	19,380	SH	DEFINED
EXPEDITORS INTL WASH INC	COM	302130109	604	15,606	SH	DEFINED
FLIR SYS INC	COM	302445101	123	6,337	SH	DEFINED
F M C CORP	COM NEW	302491303	102	1,908	SH	DEFINED
FAMILY DLR STORES INC	COM	307000109	1,954	29,402	SH	DEFINED
FASTENAL CO	COM	311900104	532	13,218	SH	DEFINED
FEDERATED INVS INC PA	CL B	314211103	275	12,599	SH	DEFINED
F5 NETWORKS INC	COM	315616102	137	1,386	SH	DEFINED
FIFTH THIRD BANCORP	COM	316773100	2,851	212,830	SH	DEFINED
FIRST HORIZON NATL CORP	COM	320517105	302	34,931	SH	DEFINED
FIRST SOLAR INC	COM	336433107	62	4,143	SH	DEFINED
FISERV INC	COM	337738108	21,256	294,324	SH	DEFINED
FIRSTENERGY CORP	COM	337932107	24,020	488,327	SH	DEFINED
FLUOR CORP NEW	COM	343412102	631	12,791	SH	DEFINED
FOMENTO ECONOMICO MEXICANO S	SPON ADR UNITS	344419106	3,220	36,085	SH	DEFINED
FORD MTR CO DEL	COM PAR \$0.01	345370860	20,229	2,109,476	SH	DEFINED
FOREST LABS INC	COM	345838106	15,675	447,998	SH	DEFINED
FOSSIL INC	COM	349882100	624	8,154	SH	DEFINED
FRANKLIN RES INC	COM	354613101	15,947	143,680	SH	DEFINED
G & K SVCS INC	CL A	361268105	797	25,564	SH	DEFINED
GANNETT INC	COM	364730101	693	47,051	SH	DEFINED
GAP INC DEL	COM	364760108	840	30,708	SH	DEFINED
GENERAC HLDGS INC	COM	368736104	580	24,134	SH	DEFINED
GENERAL DYNAMICS CORP	COM	369550108	20,401	309,296	SH	DEFINED
GENERAL ELECTRIC CO	COM	369604103	128,449	6,163,608	SH	DEFINED
GENERAL MLS INC	COM	370334104	2,268	58,856	SH	DEFINED
GENUINE PARTS CO	COM	372460105	3,249	53,928	SH	DEFINED
GILEAD SCIENCES INC	COM	375558103	847	16,522	SH	DEFINED
GOLDCORP INC NEW	COM	380956409	58,462	1,555,679	SH	DEFINED
GOODRICH CORP	COM	382388106	1,427	11,247	SH	DEFINED
GOODYEAR TIRE & RUBR CO	COM	382550101	228	19,344	SH	DEFINED
GRAINGER W W INC	COM	384802104	47,676	249,304	SH	DEFINED
HALLIBURTON CO	COM	406216101	13,331	469,593	SH	DEFINED
HARLEY DAVIDSON INC	COM	412822108	137,518	3,007,177	SH	DEFINED
HARMAN INTL INDS INC	COM	413086109	485	12,252	SH	DEFINED
HARRIS CORP DEL	COM	413875105	981	23,442	SH	DEFINED
HARTFORD FINL SVCS GROUP INC	COM	416515104	2,132	120,969	SH	DEFINED
HASBRO INC	COM	418056107	370	10,951	SH	DEFINED
HEICO CORP NEW	COM	422806109	691	17,508	SH	DEFINED
HEINZ H J CO	COM	423074103	2,029	37,313	SH	DEFINED
HELMERICH & PAYNE INC	COM	423452101	731	16,822	SH	DEFINED
HERSHEY CO	COM	427866108	1,218	16,917	SH	DEFINED
HEWLETT PACKARD CO	COM	428236103	23,994	1,193,180	SH	DEFINED
HEXCEL CORP NEW	COM	428291108	69,241	2,684,807	SH	DEFINED
HILLSHIRE BRANDS CO	COM	432589109	6,440	223,859	SH	DEFINED
HOME DEPOT INC	COM	437076102	57,041	1,076,454	SH	DEFINED
HONEYWELL INTL INC	COM	438516106	5,113	91,567	SH	DEFINED
HORMEL FOODS CORP	COM	440452100	898	29,552	SH	DEFINED
HOSPIRA INC	COM	441060100	353	10,100	SH	DEFINED
HUDSON CITY BANCORP	COM	443683107	456	71,650	SH	DEFINED
HUMANA INC	COM	444859102	3,485	45,005	SH	DEFINED
HUNT J B TRANS SVCS INC	COM	445658107	13,402	224,877	SH	DEFINED

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HUNTINGTON BANCSHARES INC	COM	446150104	865	135,172	SH	DEFINED
ILLINOIS TOOL WKS INC	COM	452308109	3,963	74,936	SH	DEFINED
ILLINOIS TOOL WKS INC	COM	452308109	1,875	35,465	SH	DEFINED
ILLINOIS TOOL WKS INC	COM	452308109	266	5,035	SH	DEFINED
INFOSYS LTD	SPONSORED ADR	456788108	8,619	191,294	SH	DEFINED
INTEL CORP	COM	458140100	87,297	3,275,710	SH	DEFINED
INTERNATIONAL BUSINESS MACHS	COM	459200101	130,953	669,563	SH	DEFINED
INTERNATIONAL BUSINESS MACHS	COM	459200101	103	530	SH	DEFINED
INTERNATIONAL FLAVORS&FRAGRA	COM	459506101	395	7,222	SH	DEFINED
INTERNATIONAL GAME TECHNOLOG	COM	459902102	901	57,249	SH	DEFINED
INTL PAPER CO	COM	460146103	2,950	102,047	SH	DEFINED
INTERPUBLIC GROUP COS INC	COM	460690100	62,031	5,717,180	SH	DEFINED
INTUIT	COM	461202103	1,841	31,024	SH	DEFINED
IRON MTN INC	COM	462846106	157	4,766	SH	DEFINED
ISHARES INC	MSCI UTD KINGD	464286699	185	11,416	SH	DEFINED
ISHARES INC	MSCI UTD KINGD	464286699	3,145	193,085	SH	DEFINED
ISHARES INC	MSCI JAPAN	464286848	161	17,112	SH	DEFINED
ISHARES INC	MSCI JAPAN	464286848	1,235	131,338	SH	DEFINED
ISHARES TR	S&P GLB100INDX	464287572	104	1,770	SH	DEFINED
ISHARES TR	S&P EURO PLUS	464287861	52	1,562	SH	DEFINED
ISHARES TR	S&P ASIA 50 IN	464288430	82	1,998	SH	DEFINED
ISHARES TR	S&P ASIA 50 IN	464288430	762	18,406	SH	DEFINED
ISHARES TR	MSCI KLD400 SOC	464288570	63	1,280	SH	DEFINED
ISHARES TR	DJ OIL EQUIP	464288844	1,056	22,858	SH	DEFINED
ISHARES TR	DJ OIL EQUIP	464288844	133	2,893	SH	DEFINED
ISHARES TR	10+YR GOVT/CR	464289479	169	2,666	SH	DEFINED
ISHARES TR	10+YR GOVT/CR	464289479	530	8,365	SH	DEFINED
ITAU UNIBANCO HLDG SA	SPON ADR REP PFD	465562106	421	30,300	SH	DEFINED
JABIL CIRCUIT INC	COM	466313103	869	42,765	SH	DEFINED
JACOBS ENGR GROUP INC DEL	COM	469814107	649	17,162	SH	DEFINED
JOHNSON & JOHNSON	COM	478160104	105,437	1,560,656	SH	DEFINED
JOHNSON CTLS INC	COM	478366107	11,313	408,271	SH	DEFINED
JOY GLOBAL INC	COM	481165108	680	11,998	SH	DEFINED
KLA-TENCOR CORP	COM	482480100	16,866	342,468	SH	DEFINED
KELLOGG CO	COM	487836108	53	1,076	SH	DEFINED
KEYCORP NEW	COM	493267108	2,241	289,575	SH	DEFINED
KIMBERLY CLARK CORP	COM	494368103	21,387	255,315	SH	DEFINED
KOHL'S CORP	COM	500255104	2,367	52,034	SH	DEFINED
KROGER CO	COM	501044101	13,550	584,337	SH	DEFINED
LKQ CORP	COM	501889208	95,593	2,862,080	SH	DEFINED
LSI CORPORATION	COM	502161102	174	27,345	SH	DEFINED
L-3 COMMUNICATIONS HLDGS INC	COM	502424104	2,246	30,353	SH	DEFINED
LAM RESEARCH CORP	COM	512807108	629	16,689	SH	DEFINED
LAUDER ESTEE COS INC	CL A	518439104	2,390	44,162	SH	DEFINED
LAUDER ESTEE COS INC	CL A	518439104	190	3,527	SH	DEFINED
LEGGETT & PLATT INC	COM	524660107	333	15,790	SH	DEFINED
LEGG MASON INC	COM	524901105	577	21,903	SH	DEFINED
LENNAR CORP	CL A	526057104	532	17,229	SH	DEFINED
LEUCADIA NATL CORP	COM	527288104	502	23,643	SH	DEFINED
LEXMARK INTL NEW	CL A	529771107	687	25,852	SH	DEFINED
LILLY ELI & CO	COM	532457108	4,205	98,019	SH	DEFINED
LIMITED BRANDS INC	COM	532716107	1,146	26,955	SH	DEFINED
LINCOLN NATL CORP IND	COM	534187109	1,000	45,749	SH	DEFINED
LINEAR TECHNOLOGY CORP	COM	535678106	17,712	565,359	SH	DEFINED
LITHIA MTRS INC	CL A	536797103	336	14,586	SH	DEFINED
LOCKHEED MARTIN CORP	COM	539830109	3,094	35,537	SH	DEFINED

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LOEWS CORP	COM	540424108	1,939	47,407	SH	DEFINED
LORILLARD INC	COM	544147101	24,918	188,847	SH	DEFINED
LOWES COS INC	COM	548661107	25,528	897,616	SH	DEFINED
MSC INDL DIRECT INC	CL A	553530106	14,227	217,054	SH	DEFINED
MARATHON OIL CORP	COM	565849106	16,346	639,276	SH	DEFINED
MARATHON OIL CORP	COM	565849106	2,022	79,102	SH	DEFINED
MARATHON OIL CORP	COM	565849106	275	10,776	SH	DEFINED
MARLIN BUSINESS SVCS CORP	COM	571157106	1,077	65,733	SH	DEFINED
MARSH & MCLENNAN COS INC	COM	571748102	18,055	560,198	SH	DEFINED
MARRIOTT INTL INC NEW	CL A	571903202	132	3,381	SH	DEFINED
MARTIN MARIETTA MATLS INC	COM	573284106	253	3,221	SH	DEFINED
MASCO CORP	COM	574599106	2,073	149,473	SH	DEFINED
MATTEL INC	COM	577081102	14,081	434,075	SH	DEFINED
MCCORMICK & CO INC	COM NON VTG	579780206	744	12,281	SH	DEFINED
MCDONALDS CORP	COM	580135101	43,684	493,448	SH	DEFINED
MCDONALDS CORP	COM	580135101	177	2,000	SH	DEFINED
MCGRAW HILL COS INC	COM	580645109	1,392	30,955	SH	DEFINED
MEAD JOHNSON NUTRITION CO	COM	582839106	79,734	990,367	SH	DEFINED
MEADWESTVACO CORP	COM	583334107	1,068	37,181	SH	DEFINED
MEDASSETS INC	COM	584045108	551	41,018	SH	DEFINED
MEDTRONIC INC	COM	585055106	23,597	609,277	SH	DEFINED
METROPCS COMMUNICATIONS INC	COM	591708102	149	24,684	SH	DEFINED
MICROSOFT CORP	COM	594918104	126,666	4,140,778	SH	DEFINED
MICROCHIP TECHNOLOGY INC	COM	595017104	593	17,928	SH	DEFINED
MICRON TECHNOLOGY INC	COM	595112103	238	37,748	SH	DEFINED
MINE SAFETY APPLIANCES CO	COM	602720104	779	19,362	SH	DEFINED
MOBILE TELESYSTEMS OJSC	SPONSORED ADR	607409109	9,662	561,750	SH	DEFINED
MOHAWK INDS INC	COM	608190104	57,863	828,630	SH	DEFINED
MOLEX INC	COM	608554101	749	31,320	SH	DEFINED
MONSTER BEVERAGE CORP	COM	611740101	1,919	26,966	SH	DEFINED
MOODYS CORP	COM	615369105	194	5,309	SH	DEFINED
MORGAN STANLEY	COM NEW	617446448	14,186	972,329	SH	DEFINED
MOTOROLA SOLUTIONS INC	COM NEW	620076307	14,474	300,872	SH	DEFINED
MURPHY OIL CORP	COM	626717102	3,832	76,216	SH	DEFINED
MYLAN INC	COM	628530107	952	44,552	SH	DEFINED
NRG ENERGY INC	COM NEW	629377508	807	46,529	SH	DEFINED
NYSE EURONEXT	COM	629491101	1,041	40,700	SH	DEFINED
NASDAQ OMX GROUP INC	COM	631103108	554	24,466	SH	DEFINED
NATIONAL OILWELL VARCO INC	COM	637071101	27,256	422,973	SH	DEFINED
NATIONAL OILWELL VARCO INC	COM	637071101	13	212	SH	DEFINED
NEWELL RUBBERMAID INC	COM	651229106	1,852	102,141	SH	DEFINED
NEWFIELD EXPL CO	COM	651290108	474	16,176	SH	DEFINED
NEWMONT MINING CORP	COM	651639106	13,663	281,664	SH	DEFINED
NIKE INC	CL B	654106103	5,419	61,736	SH	DEFINED
NOBLE ENERGY INC	COM	655044105	707	8,340	SH	DEFINED
NORDSTROM INC	COM	655664100	380	7,653	SH	DEFINED
NORFOLK SOUTHERN CORP	COM	655844108	6,415	89,392	SH	DEFINED
NORTHEAST UTILS	COM	664397106	1,370	35,310	SH	DEFINED
NORTHERN TR CORP	COM	665859104	1,170	25,429	SH	DEFINED
NORTHROP GRUMMAN CORP	COM	666807102	4,465	70,004	SH	DEFINED
NUCOR CORP	COM	670346105	16,093	424,642	SH	DEFINED
OCCIDENTAL PETE CORP DEL	COM	674599105	124,998	1,457,367	SH	DEFINED
OMNICOM GROUP INC	COM	681919106	3,662	75,350	SH	DEFINED
ONEOK INC NEW	COM	682680103	33	800	SH	DEFINED
OWENS ILL INC	COM NEW	690768403	13	700	SH	DEFINED
PNC FINL SVCS GROUP INC	COM	693475105	119,492	1,955,362	SH	DEFINED

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PPG INDS INC	COM	693506107	26,762	252,188	SH	DEFINED
PACCAR INC	COM	693718108	2,165	55,256	SH	DEFINED
PALL CORP	COM	696429307	1,471	26,843	SH	DEFINED
PARKER HANNIFIN CORP	COM	701094104	2,304	29,972	SH	DEFINED
PATTERSON COMPANIES INC	COM	703395103	377	10,966	SH	DEFINED
PAYCHEX INC	COM	704326107	1,109	35,318	SH	DEFINED
PEABODY ENERGY CORP	COM	704549104	898	36,645	SH	DEFINED
PENNEY J C INC	COM	708160106	279	11,985	SH	DEFINED
PEOPLES UNITED FINANCIAL INC	COM	712704105	1,072	92,399	SH	DEFINED
PEPCO HOLDINGS INC	COM	713291102	1,004	51,339	SH	DEFINED
PEPSICO INC	COM	713448108	34,193	483,915	SH	DEFINED
PEPSICO INC	COM	713448108	3,119	44,144	SH	DEFINED
PEPSICO INC	COM	713448108	412	5,841	SH	DEFINED
PERKINELMER INC	COM	714046109	581	22,534	SH	DEFINED
PERRIGO CO	COM	714290103	2,696	22,869	SH	DEFINED
PFIZER INC	COM	717081103	269,925	11,735,870	SH	DEFINED
PFIZER INC	COM	717081103	3,487	151,619	SH	DEFINED
PFIZER INC	COM	717081103	492	21,397	SH	DEFINED
PHILIP MORRIS INTL INC	COM	718172109	82,616	946,790	SH	DEFINED
PHILIP MORRIS INTL INC	COM	718172109	270	3,100	SH	DEFINED
PHILLIPS 66	COM	718546104	12,808	385,328	SH	DEFINED
PINNACLE WEST CAP CORP	COM	723484101	1,584	30,627	SH	DEFINED
PIONEER NAT RES CO	COM	723787107	1,682	19,074	SH	DEFINED
PITNEY BOWES INC	COM	724479100	286	19,122	SH	DEFINED
PRECISION CASTPARTS CORP	COM	740189105	12,742	77,469	SH	DEFINED
PRICELINE COM INC	COM NEW	741503403	22,006	33,117	SH	DEFINED
PROCTER & GAMBLE CO	COM	742718109	74,133	1,210,335	SH	DEFINED
PROGRESS ENERGY INC	COM	743263105	31,166	517,974	SH	DEFINED
PROGRESSIVE CORP OHIO	COM	743315103	1,978	94,996	SH	DEFINED
PRUDENTIAL FINL INC	COM	744320102	16,450	339,682	SH	DEFINED
PUBLIC SVC ENTERPRISE GROUP	COM	744573106	3,271	100,653	SH	DEFINED
PULTE GROUP INC	COM	745867101	560	52,381	SH	DEFINED
QUAD / GRAPHICS INC	COM CL A	747301109	2	207	SH	DEFINED
QUALCOMM INC	COM	747525103	184,397	3,311,740	SH	DEFINED
QUALCOMM INC	COM	747525103	2,990	53,701	SH	DEFINED
QUALCOMM INC	COM	747525103	379	6,820	SH	DEFINED
QUESTAR CORP	COM	748356102	166	8,004	SH	DEFINED
RALPH LAUREN CORP	CL A	751212101	11,534	82,352	SH	DEFINED
RAYONIER INC	COM	754907103	68,461	1,524,762	SH	DEFINED
RAYTHEON CO	COM NEW	755111507	5,353	94,605	SH	DEFINED
RED HAT INC	COM	756577102	504	8,931	SH	DEFINED
RENREN INC	SPONSORED ADR	759892102	203	45,214	SH	DEFINED
REPUBLIC SVCS INC	COM	760759100	15,690	592,989	SH	DEFINED
REYNOLDS AMERICAN INC	COM	761713106	3,504	78,103	SH	DEFINED
ROBERT HALF INTL INC	COM	770323103	811	28,402	SH	DEFINED
ROCKWELL AUTOMATION INC	COM	773903109	1,479	22,398	SH	DEFINED
ROCKWELL COLLINS INC	COM	774341101	678	13,758	SH	DEFINED
ROPER INDS INC NEW	COM	776696106	1,880	19,079	SH	DEFINED
ROSS STORES INC	COM	778296103	2,217	35,494	SH	DEFINED
RYANAIR HLDGS PLC	SPONSORED ADR	783513104	449	14,800	SH	DEFINED
RYDER SYS INC	COM	783549108	222	6,184	SH	DEFINED
SAFEWAY INC	COM NEW	786514208	1,071	59,013	SH	DEFINED
ST JUDE MED INC	COM	790849103	1,982	49,683	SH	DEFINED
SCHLUMBERGER LTD	COM	806857108	39,725	612,009	SH	DEFINED
SCHLUMBERGER LTD	COM	806857108	45	700	SH	DEFINED
SCHWAB CHARLES CORP NEW	COM	808513105	1,058	81,883	SH	DEFINED

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SCRIPPS NETWORKS INTERACT IN	CL A COM	811065101	222	3,912	SH	DEFINED
SEARS HLDGS CORP	COM	812350106	11	193	SH	DEFINED
SEMPRA ENERGY	COM	816851109	3,448	50,060	SH	DEFINED
SHERWIN WILLIAMS CO	COM	824348106	125	945	SH	DEFINED
SIGMA ALDRICH CORP	COM	826552101	1,777	24,040	SH	DEFINED
SMUCKER J M CO	COM NEW	832696405	1,246	16,502	SH	DEFINED
SNAP ON INC	COM	833034101	1,303	20,942	SH	DEFINED
SOUTHERN CO	COM	842587107	26,586	574,230	SH	DEFINED
SOUTHWEST AIRLS CO	COM	844741108	1,447	156,962	SH	DEFINED
SOUTHWESTERN ENERGY CO	COM	845467109	12,127	379,826	SH	DEFINED
SPECTRA ENERGY CORP	COM	847560109	2,045	70,405	SH	DEFINED
SPRINT NEXTEL CORP	COM SER 1	852061100	629	193,040	SH	DEFINED
STANLEY BLACK & DECKER INC	COM	854502101	38,964	605,411	SH	DEFINED
STAPLES INC	COM	855030102	3,791	290,565	SH	DEFINED
STARBUCKS CORP	COM	855244109	10,960	205,556	SH	DEFINED
STARBUCKS CORP	COM	855244109	2,009	37,693	SH	DEFINED
STARBUCKS CORP	COM	855244109	277	5,200	SH	DEFINED
STATE STR CORP	COM	857477103	12,134	271,839	SH	DEFINED
STERICYCLE INC	COM	858912108	26	294	SH	DEFINED
STRYKER CORP	COM	863667101	16,898	306,693	SH	DEFINED
SUNTRUST BKS INC	COM	867914103	2,571	106,133	SH	DEFINED
SYMANTEC CORP	COM	871503108	2,894	198,104	SH	DEFINED
SYSCO CORP	COM	871829107	15,146	508,088	SH	DEFINED
TECO ENERGY INC	COM	872375100	576	31,899	SH	DEFINED
TJX COS INC NEW	COM	872540109	8,859	206,360	SH	DEFINED
TERADYNE INC	COM	880770102	545	38,828	SH	DEFINED
TESORO CORP	COM	881609101	707	28,329	SH	DEFINED
TEXAS INSTRS INC	COM	882508104	15,204	529,950	SH	DEFINED
TEXTRON INC	COM	883203101	24	1,000	SH	DEFINED
THERMO FISHER SCIENTIFIC INC	COM	883556102	29,736	572,847	SH	DEFINED
TIFFANY & CO NEW	COM	886547108	7,440	140,527	SH	DEFINED
TIME WARNER INC	COM NEW	887317303	27,866	723,811	SH	DEFINED
TITANIUM METALS CORP	COM NEW	888339207	34	3,020	SH	DEFINED
TORCHMARK CORP	COM	891027104	1,289	25,512	SH	DEFINED
TOTAL SYS SVCS INC	COM	891906109	895	37,417	SH	DEFINED
TRANSDIGM GROUP INC	COM	893641100	3,679	27,400	SH	DEFINED
TRIPADVISOR INC	COM	896945201	96,468	2,158,608	SH	DEFINED
TYSON FOODS INC	CL A	902494103	1,179	62,618	SH	DEFINED
US BANCORP DEL	COM NEW	902973304	46,621	1,449,663	SH	DEFINED
UNION PAC CORP	COM	907818108	8,861	74,270	SH	DEFINED
UNITED PARCEL SERVICE INC	CL B	911312106	38,238	485,512	SH	DEFINED
UNITED STATES STL CORP NEW	COM	912909108	414	20,136	SH	DEFINED
UNITED TECHNOLOGIES CORP	COM	913017109	37,714	499,338	SH	DEFINED
URBAN OUTFITTERS INC	COM	917047102	114	4,157	SH	DEFINED
V F CORP	COM	918204108	1,067	8,000	SH	DEFINED
VULCAN MATLS CO	COM	929160109	801	20,191	SH	DEFINED
WAL-MART STORES INC	COM	931142103	204,334	2,930,791	SH	DEFINED
WAL-MART STORES INC	COM	931142103	142	2,050	SH	DEFINED
WALGREEN CO	COM	931422109	5,351	180,927	SH	DEFINED
WASHINGTON POST CO	CL B	939640108	164	439	SH	DEFINED
WATERS CORP	COM	941848103	32	411	SH	DEFINED
WATSON PHARMACEUTICALS INC	COM	942683103	1,471	19,893	SH	DEFINED
WELLS FARGO & CO NEW	COM	949746101	227,130	6,792,166	SH	DEFINED
WESTERN DIGITAL CORP	COM	958102105	1,989	65,260	SH	DEFINED
WESTERN UN CO	COM	959802109	1,151	68,406	SH	DEFINED
WEYERHAEUSER CO	COM	962166104	318	14,247	SH	DEFINED

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WHIRLPOOL CORP	COM	963320106	653	10,691	SH	DEFINED
WHOLE FOODS MKT INC	COM	966837106	4,290	45,016	SH	DEFINED
WILLIAMS COS INC DEL	COM	969457100	1,852	64,269	SH	DEFINED
WISCONSIN ENERGY CORP	COM	976657106	1,813	45,828	SH	DEFINED
WYNN RESORTS LTD	COM	983134107	204	1,970	SH	DEFINED
XILINX INC	COM	983919101	815	24,297	SH	DEFINED
XEROX CORP	COM	984121103	6,725	854,614	SH	DEFINED
YAHOO INC	COM	984332106	15,129	955,757	SH	DEFINED
YUM BRANDS INC	COM	988498101	7,463	115,863	SH	DEFINED
ZIONS BANCORPORATION	COM	989701107	489	25,182	SH	DEFINED
DUN & BRADSTREET CORP DEL NE	COM	26483E100	375	5,280	SH	DEFINED
QUANTA SVCS INC	COM	74762E102	10,896	452,721	SH	DEFINED
QUANTA SVCS INC	COM	74762E102	461	19,176	SH	DEFINED
QUANTA SVCS INC	COM	74762E102	84	3,519	SH	DEFINED
VERISIGN INC	COM	92343E102	105	2,423	SH	DEFINED
AMERISOURCEBERGEN CORP	COM	03073E105	940	23,906	SH	DEFINED
NEWS CORP	CL A	65248E104	36,256	1,626,589	SH	DEFINED
SALLY BEAUTY HLDGS INC	COM	79546E104	16,942	658,217	SH	DEFINED
TARGET CORP	COM	87612E106	25,493	438,105	SH	DEFINED
EDWARDS LIFESCIENCES CORP	COM	28176E108	151	1,465	SH	DEFINED
DR PEPPER SNAPPLE GROUP INC	COM	26138E109	989	22,606	SH	DEFINED
TRAVELERS COMPANIES INC	COM	89417E109	20,071	314,399	SH	DEFINED
VALE S A	ADR REPSTG PFD	91912E204	41,499	2,127,100	SH	DEFINED
AES CORP	COM	00130H105	15,656	1,220,323	SH	DEFINED
AT&T INC	COM	00206R102	114,638	3,214,767	SH	DEFINED
ACTUANT CORP	CL A NEW	00508X203	573	21,111	SH	DEFINED
ADOBE SYS INC	COM	00724F101	4,386	135,505	SH	DEFINED
AETNA INC NEW	COM	00817Y108	17,680	456,033	SH	DEFINED
AGILENT TECHNOLOGIES INC	COM	00846U101	3,735	95,198	SH	DEFINED
AKAMAI TECHNOLOGIES INC	COM	00971T101	882	27,780	SH	DEFINED
ALLEGHENY TECHNOLOGIES INC	COM	01741R102	683	21,423	SH	DEFINED
ALPHA NATURAL RESOURCES INC	COM	02076X102	52	5,973	SH	DEFINED
ALTRIA GROUP INC	COM	02209S103	116,898	3,383,466	SH	DEFINED
ALTRIA GROUP INC	COM	02209S103	107	3,100	SH	DEFINED
AMERICA MOVIL SAB DE CV	SPON ADR L SHS	02364W105	42,245	1,621,104	SH	DEFINED
AMERICAN PUBLIC EDUCATION IN	COM	02913V103	437	13,664	SH	DEFINED
AMERICAN TOWER CORP NEW	COM	03027X100	10,748	153,748	SH	DEFINED
AMERIPRISE FINL INC	COM	03076C106	1,806	34,572	SH	DEFINED
ASSURANT INC	COM	04621X108	1,127	32,351	SH	DEFINED
AUTONATION INC	COM	05329W102	201	5,717	SH	DEFINED
BANCO SANTANDER CHILE NEW	SP ADR REP COM	05965X109	1,186	15,309	SH	DEFINED
BANCOLUMBIA S A	SPON ADR PREF	05968L102	1,805	29,200	SH	DEFINED
BIOGEN IDEC INC	COM	09062X103	2,539	17,588	SH	DEFINED
BLACKROCK INC	COM	09247X101	4,741	27,921	SH	DEFINED
CBRE GROUP INC	CL A	12504L109	187	11,469	SH	DEFINED
C H ROBINSON WORLDWIDE INC	COM NEW	12541W209	650	11,116	SH	DEFINED
CME GROUP INC	COM	12572Q105	17,260	64,377	SH	DEFINED
CA INC	COM	12673P105	3,947	145,719	SH	DEFINED
CABLEVISION SYS CORP	CL A NY CABLVS	12686C109	71	5,391	SH	DEFINED
CAMERON INTERNATIONAL CORP	COM	13342B105	46	1,088	SH	DEFINED
CAPITAL ONE FINL CORP	COM	14040H105	21,268	389,111	SH	DEFINED
CARDINAL HEALTH INC	COM	14149Y108	14,816	352,774	SH	DEFINED
CAREFUSION CORP	COM	14170T101	1,142	44,502	SH	DEFINED
CENTERPOINT ENERGY INC	COM	15189T107	828	40,092	SH	DEFINED
CISCO SYS INC	COM	17275R102	52,720	3,070,494	SH	DEFINED
CISCO SYS INC	COM	17275R102	32	1,900	SH	DEFINED

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CLIFFS NATURAL RESOURCES INC	COM	18683K101	1,511	30,666	SH	DEFINED
COCA COLA ENTERPRISES INC NE	COM	19122T109	1,747	62,322	SH	DEFINED
COMCAST CORP NEW	CL A	20030N101	69,306	2,167,848	SH	DEFINED
CONOCOPHILLIPS	COM	20825C104	47,341	847,207	SH	DEFINED
CONSOL ENERGY INC	COM	20854P109	1,355	44,832	SH	DEFINED
CONSTELLATION BRANDS INC	CL A	21036P108	1,059	39,167	SH	DEFINED
COSTCO WHSL CORP NEW	COM	22160K105	6,392	67,286	SH	DEFINED
COSTAR GROUP INC	COM	22160N109	703	8,662	SH	DEFINED
DFC GLOBAL CORP	COM	23324T107	967	52,520	SH	DEFINED
D R HORTON INC	COM	23331A109	570	31,015	SH	DEFINED
DAVITA INC	COM	23918K108	259	2,647	SH	DEFINED
DELL INC	COM	24702R101	14,684	1,172,850	SH	DEFINED
DEMANDWARE INC	COM	24802Y105	333	14,062	SH	DEFINED
DEVON ENERGY CORP NEW	COM	25179M103	4,921	84,867	SH	DEFINED
DEVON ENERGY CORP NEW	COM	25179M103	1,723	29,722	SH	DEFINED
DEVON ENERGY CORP NEW	COM	25179M103	273	4,721	SH	DEFINED
DIAMOND OFFSHORE DRILLING IN	COM	25271C102	259	4,395	SH	DEFINED
DISCOVERY COMMUNICATNS NEW	COM SER A	25470F104	21,567	399,403	SH	DEFINED
DIRECTV	COM CL A	25490A101	958	19,642	SH	DEFINED
DOMINION RES INC VA NEW	COM	25746U109	124	2,310	SH	DEFINED
DUKE ENERGY CORP NEW	COM	26441C105	6,686	289,947	SH	DEFINED
EOG RES INC	COM	26875P101	5,788	64,241	SH	DEFINED
EQT CORP	COM	26884L109	774	14,442	SH	DEFINED
ENTERGY CORP NEW	COM	29364G103	2,609	38,443	SH	DEFINED
EXELON CORP	COM	30161N101	22,119	587,983	SH	DEFINED
EXPEDIA INC DEL	COM NEW	30212P303	1,005	20,908	SH	DEFINED
EXPRESS SCRIPTS HLDG CO	COM	30219G108	32,569	583,361	SH	DEFINED
EXXON MOBIL CORP	COM	30231G102	242,682	2,836,067	SH	DEFINED
EXXON MOBIL CORP	COM	30231G102	22	267	SH	DEFINED
FMC TECHNOLOGIES INC	COM	30249U101	11,486	292,803	SH	DEFINED
FEDEX CORP	COM	31428X106	21,444	234,090	SH	DEFINED
FIDELITY NATL INFORMATION SV	COM	31620M106	2,551	74,865	SH	DEFINED
FLOWSERVE CORP	COM	34354P105	76,420	665,970	SH	DEFINED
FORTUNE BRANDS HOME & SEC IN	COM	34964C106	161	7,272	SH	DEFINED
FREPORT-MCMORAN COPPER & GO	COM	35671D857	24,132	708,317	SH	DEFINED
FRONTIER COMMUNICATIONS CORP	COM	35906A108	1,065	278,218	SH	DEFINED
GAMESTOP CORP NEW	CL A	36467W109	807	43,973	SH	DEFINED
GENWORTH FINL INC	COM CL A	37247D106	564	99,734	SH	DEFINED
GOLDMAN SACHS GROUP INC	COM	38141G104	26,311	274,478	SH	DEFINED
GOOGLE INC	CL A	38259P508	72,153	124,387	SH	DEFINED
HCP INC	COM	40414L109	2,778	62,931	SH	DEFINED
HDFC BANK LTD	ADR REPS 3 SHS	40415F101	8,678	266,200	SH	DEFINED
HESS CORP	COM	42809H107	10,635	244,777	SH	DEFINED
ICICI BK LTD	ADR	45104G104	226	6,974	SH	DEFINED
IDEX CORP	COM	45167R104	708	18,185	SH	DEFINED
INTEGRYS ENERGY GROUP INC	COM	45822P105	493	8,671	SH	DEFINED
INTERCONTINENTALEXCHANGE INC	COM	45865V100	903	6,645	SH	DEFINED
INTUITIVE SURGICAL INC	COM NEW	46120E602	25,817	46,619	SH	DEFINED
JDS UNIPHASE CORP	COM PAR \$0.001	46612J507	341	31,000	SH	DEFINED
JPMORGAN CHASE & CO	COM	46625H100	73,217	2,049,200	SH	DEFINED
JPMORGAN CHASE & CO	COM	46625H100	1,677	46,940	SH	DEFINED
JPMORGAN CHASE & CO	COM	46625H100	247	6,934	SH	DEFINED
JUNIPER NETWORKS INC	COM	48203R104	493	30,278	SH	DEFINED
KINDER MORGAN INC DEL	COM	49456B101	1,631	50,646	SH	DEFINED
KRAFT FOODS INC	CL A	50075N104	37,038	959,042	SH	DEFINED
KRAFT FOODS INC	CL A	50075N104	82	2,145	SH	DEFINED

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LABORATORY CORP AMER HLDGS	COM NEW	50540R409	998	10,784	SH	DEFINED
LIFE TECHNOLOGIES CORP	COM	53217V109	10,253	227,917	SH	DEFINED
M & T BK CORP	COM	55261F104	11,367	137,672	SH	DEFINED
MACYS INC	COM	55616P104	3,326	96,850	SH	DEFINED
MACYS INC	COM	55616P104	2,867	83,471	SH	DEFINED
MACYS INC	COM	55616P104	421	12,279	SH	DEFINED
MARATHON PETE CORP	COM	56585A102	15,676	348,987	SH	DEFINED
MARKET VECTORS ETF TR	GOLD MINER ETF	57060U100	23	522	SH	DEFINED
MARKET VECTORS ETF TR	GOLD MINER ETF	57060U100	73	1,650	SH	DEFINED
MASTERCARD INC	CL A	57636Q104	26,818	62,353	SH	DEFINED
MATTRESS FIRM HLDG CORP	COM	57722W106	405	13,377	SH	DEFINED
MCKESSON CORP	COM	58155Q103	93,516	997,511	SH	DEFINED
MERCK & CO INC NEW	COM	58933Y105	78,510	1,880,495	SH	DEFINED
METLIFE INC	COM	59156R108	22,017	713,692	SH	DEFINED
MOLSON COORS BREWING CO	CL B	60871R209	1,433	34,459	SH	DEFINED
MONSANTO CO NEW	COM	61166W101	21,943	265,088	SH	DEFINED
MOSAIC CO NEW	COM	61945C103	840	15,344	SH	DEFINED
NETAPP INC	COM	64110D104	48	1,515	SH	DEFINED
NETFLIX INC	COM	64110L106	13	193	SH	DEFINED
NEXTERA ENERGY INC	COM	65339F101	2,639	38,357	SH	DEFINED
NISOURCE INC	COM	65473P105	507	20,506	SH	DEFINED
NUANCE COMMUNICATIONS INC	COM	67020Y100	657	27,600	SH	DEFINED
NVIDIA CORP	COM	67066G104	1,019	73,757	SH	DEFINED
O REILLY AUTOMOTIVE INC NEW	COM	67103H107	28,678	342,343	SH	DEFINED
ORACLE CORP	COM	68389X105	76,486	2,575,310	SH	DEFINED
PG&E CORP	COM	69331C108	20,383	450,263	SH	DEFINED
PPL CORP	COM	69351T106	1,490	53,608	SH	DEFINED
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	38,208	2,106,300	SH	DEFINED
PETROLEO BRASILEIRO SA PETRO	SPONSORED ADR	71654V408	96	5,146	SH	DEFINED
POOL CORPORATION	COM	73278L105	1,168	28,881	SH	DEFINED
PORTFOLIO RECOVERY ASSOCS IN	COM	73640Q105	1,822	19,975	SH	DEFINED
PRAXAIR INC	COM	74005P104	12,706	116,861	SH	DEFINED
PRICE T ROWE GROUP INC	COM	74144T108	4,376	69,518	SH	DEFINED
PRINCIPAL FINL GROUP INC	COM	74251V102	1,913	72,952	SH	DEFINED
QEP RES INC	COM	74733V100	1,441	48,096	SH	DEFINED
QUEST DIAGNOSTICS INC	COM	74834L100	885	14,775	SH	DEFINED
RANGE RES CORP	COM	75281A109	1,505	24,339	SH	DEFINED
REGIONS FINANCIAL CORP NEW	COM	7591EP100	1,490	220,787	SH	DEFINED
ROADRUNNER TRNSN SVCS HLDG I	COM	76973Q105	6,923	409,896	SH	DEFINED
SAIC INC	COM	78390X101	537	44,336	SH	DEFINED
SLM CORP	COM	78442P106	1,710	108,880	SH	DEFINED
SPDR S&P 500 ETF TR	TR UNIT	78462F103	175	1,290	SH	DEFINED
SPDR S&P 500 ETF TR	TR UNIT	78462F103	1,155	8,476	SH	DEFINED
SPDR INDEX SHS FDS	EURO STOXX 50	78463X202	62	2,206	SH	DEFINED
SPDR INDEX SHS FDS	EURO STOXX 50	78463X202	770	27,304	SH	DEFINED
SALESFORCE COM INC	COM	79466L302	76	552	SH	DEFINED
SANDISK CORP	COM	80004C101	1,233	33,823	SH	DEFINED
SCANA CORP NEW	COM	80589M102	512	10,720	SH	DEFINED
SEALED AIR CORP NEW	COM	81211K100	411	26,634	SH	DEFINED
SELECT SECTOR SPDR TR	SBI HEALTHCARE	81369Y209	169	4,449	SH	DEFINED
SELECT SECTOR SPDR TR	SBI HEALTHCARE	81369Y209	3	89	SH	DEFINED
SELECT SECTOR SPDR TR	SBI INT-FINL	81369Y605	3,329	227,751	SH	DEFINED
SELECT SECTOR SPDR TR	SBI INT-FINL	81369Y605	426	29,201	SH	DEFINED
SELECT SECTOR SPDR TR	SBI INT-UTILS	81369Y886	50	1,363	SH	DEFINED
SIGNATURE BK NEW YORK N Y	COM	82669G104	10,817	177,422	SH	DEFINED
SKYWORKS SOLUTIONS INC	COM	83088M102	273	10,000	SH	DEFINED

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SOLARWINDS INC	COM	83416B109	127,575	2,928,736	SH	DEFINED
SOLERA HOLDINGS INC	COM	83421A104	748	17,915	SH	DEFINED
SOUTHERN COPPER CORP	COM	84265V105	8,174	259,414	SH	DEFINED
STARWOOD HOTELS&RESORTS WRLD	COM	85590A401	16,579	312,592	SH	DEFINED
SUNOCO INC	COM	86764P109	222	4,682	SH	DEFINED
TARGA RES CORP	COM	87612G101	226	5,300	SH	DEFINED
TENET HEALTHCARE CORP	COM	88033G100	337	64,490	SH	DEFINED
TERADATA CORP DEL	COM	88076W103	20,828	289,248	SH	DEFINED
TEXAS CAPITAL BANCSHARES INC	COM	88224Q107	1,576	39,029	SH	DEFINED
3M CO	COM	88579Y101	39,424	440,000	SH	DEFINED
TIME WARNER CABLE INC	COM	88732J207	19,643	239,261	SH	DEFINED
TREEHOUSE FOODS INC	COM	89469A104	7,239	116,226	SH	DEFINED
UNITEDHEALTH GROUP INC	COM	91324P102	143,746	2,457,204	SH	DEFINED
UNUM GROUP	COM	91529Y106	1,325	69,313	SH	DEFINED
VALERO ENERGY CORP NEW	COM	91913Y100	5,461	226,147	SH	DEFINED
VARIAN MED SYS INC	COM	92220P105	14,389	236,781	SH	DEFINED
VERIZON COMMUNICATIONS INC	COM	92343V104	62,950	1,416,534	SH	DEFINED
VERIZON COMMUNICATIONS INC	COM	92343V104	2,061	46,390	SH	DEFINED
VERIZON COMMUNICATIONS INC	COM	92343V104	272	6,139	SH	DEFINED
VERISK ANALYTICS INC	CL A	92345Y106	1,247	25,332	SH	DEFINED
VIACOM INC NEW	CL B	92553P201	3,931	83,619	SH	DEFINED
VIACOM INC NEW	CL B	92553P201	528	11,233	SH	DEFINED
VIACOM INC NEW	CL B	92553P201	99	2,118	SH	DEFINED
VISA INC	COM CL A	92826C839	24,130	195,180	SH	DEFINED
WASTE MGMT INC DEL	COM	94106L109	18,826	563,653	SH	DEFINED
WELLPOINT INC	COM	94973V107	11,683	183,159	SH	DEFINED
WINDSTREAM CORP	COM	97381W104	6,705	694,149	SH	DEFINED
WPX ENERGY INC	COM	98212B103	230	14,271	SH	DEFINED
WYNDHAM WORLDWIDE CORP	COM	98310W108	1,219	23,119	SH	DEFINED
XCEL ENERGY INC	COM	98389B100	2,137	75,234	SH	DEFINED
XYLEM INC	COM	98419M100	432	17,199	SH	DEFINED
YOUKU INC	SPONSORED ADR	98742U100	366	16,906	SH	DEFINED
ZIMMER HLDGS INC	COM	98956P102	1,553	24,143	SH	DEFINED
AON PLC	SHS CL A	G0408V102	1,119	23,934	SH	DEFINED
ACCENTURE PLC IRELAND	SHS CLASS A	G1151C101	15,595	259,539	SH	DEFINED
BUNGE LIMITED	COM	G16962105	2,571	40,989	SH	DEFINED
BUNGE LIMITED	COM	G16962105	349	5,573	SH	DEFINED
COOPER INDUSTRIES PLC	SHS	G24140108	1,006	14,768	SH	DEFINED
CREDICORP LTD	COM	G2519Y108	1,435	11,400	SH	DEFINED
COVIDIEN PLC	SHS	G2554F113	7,041	131,617	SH	DEFINED
INGERSOLL-RAND PLC	SHS	G47791101	1,990	47,194	SH	DEFINED
INVESCO LTD	SHS	G491BT108	1,583	70,074	SH	DEFINED
LAZARD LTD	SHS A	G54050102	2,757	106,100	SH	DEFINED
NABORS INDUSTRIES LTD	SHS	G6359F103	803	55,816	SH	DEFINED
ROWAN COMPANIES PLC	SHS CL A	G7665A101	805	24,917	SH	DEFINED
XL GROUP PLC	SHS	G98290102	1,110	52,795	SH	DEFINED
ACE LTD	SHS	H0023R105	5,818	78,488	SH	DEFINED
NOBLE CORPORATION BAAR	NAMEN -AKT	H5833N103	1,286	39,558	SH	DEFINED
TE CONNECTIVITY LTD	REG SHS	H84989104	2,696	84,494	SH	DEFINED
TYCO INTERNATIONAL LTD	SHS	H89128104	4,857	91,904	SH	DEFINED
CORE LABORATORIES N V	COM	N22717107	10,237	88,333	SH	DEFINED
ROYAL CARIBBEAN CRUISES LTD	COM	V7780T103	65,755	2,526,126	SH	DEFINED

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