

AMERICAN ELECTRIC POWER CO INC  
Form 11-K  
June 26, 2012  
UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 11-K

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION  
15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934

For the year ended December 31, 2011

OR

TRANSITION REPORT PURSUANT TO  
SECTION 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

AMERICAN ELECTRIC POWER SYSTEM  
RETIREMENT SAVINGS PLAN  
(Full title of the plan)

AMERICAN ELECTRIC POWER COMPANY, INC.  
1 Riverside Plaza, Columbus, Ohio 43215  
(Name of issuer of the securities held  
pursuant to the plan and the address  
of its principal executive office)

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Benefits Finance Committee has duly caused this annual report to be signed by the undersigned thereunto duly authorized.

By: /s/ Stephan T. Haynes  
Stephan T. Haynes, Secretary

Date: June 26, 2012

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Trustees and Participants of the American Electric Power System Retirement Savings Plan

We have audited the accompanying statements of net assets available for benefits of the American Electric Power System Retirement Savings Plan (the "Plan") as of December 31, 2011 and 2010, and the related statements of changes in net assets available for benefits for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Plan is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such financial statements present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2011 and 2010, and the changes in net assets available for benefits for the years then ended in conformity with accounting principles generally accepted in the United States of America.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedules of (1) assets held as of December 31, 2011, (2) assets acquired and disposed of in 2011, and (3) nonexempt transaction, are presented for the purpose of additional analysis and are not a required part of the basic financial statements, but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. These schedules are the responsibility of the Plan's management. Such schedules have been subjected to the auditing procedures applied in our audit of the basic 2011 financial statements and, in our opinion, are fairly stated in all material respects when considered in relation to the basic financial statements taken as a whole.

/s/ Deloitte & Touche LLP

Columbus, Ohio  
June 26, 2012

AMERICAN ELECTRIC POWER SYSTEM RETIREMENT SAVINGS PLAN  
 STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS  
 December 31, 2011 and 2010

| ASSETS   | 2011                    | 2010                    |
|--|-------------------------|-------------------------|
| Investments at Fair Value:   |                         |                         |
| Participant Directed Investments   | \$ 2,949,303,441        | \$ 2,917,981,958        |
| Wrap Contracts   | 456,104                 | 914,421                 |
| <b>TOTAL INVESTMENTS AT FAIR VALUE</b>   | <b>2,949,759,545</b>    | <b>2,918,896,379</b>    |
| Notes Receivable from Participants   | 74,987,631              | 70,565,226              |
| <b>TOTAL ASSETS</b>  | <b>3,024,747,176</b>    | <b>2,989,461,605</b>    |
| Adjustment from Fair Value to Contract Value for Fully Benefit Responsive Wrap Contracts | (6,071,315)             | 8,599,095               |
| <b>NET ASSETS AVAILABLE FOR BENEFITS</b>   | <b>\$ 3,018,675,861</b> | <b>\$ 2,998,060,700</b> |

See Notes to Financial Statements.

AMERICAN ELECTRIC POWER SYSTEM RETIREMENT SAVINGS PLAN  
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS  
For the Years Ended December 31, 2011 and 2010

|  | 2011                    | 2010                    |
|--|-------------------------|-------------------------|
| <b>INVESTMENT INCOME</b>                                     |                         |                         |
| Net Appreciation in Fair Value of Investments                | \$ 17,822,948           | \$ 231,557,259          |
| Interest   | 9,625,575               | 18,129,952              |
| Dividends  | 18,442,370              | 18,536,936              |
| Total Investment Income                                      | 45,890,893              | 268,224,147             |
| <b>CONTRIBUTIONS</b>   |                         |                         |
| Participant  | 142,067,219             | 142,666,064             |
| Employer   | 63,376,474              | 60,126,040              |
| Total Contributions  | 205,443,693             | 202,792,104             |
| <b>DISTRIBUTIONS TO PARTICIPANTS</b>                         | <b>(227,643,846)</b>    | <b>(501,610,461)</b>    |
| <b>ADMINISTRATIVE AND MANAGEMENT FEES</b>                    |                         |                         |
| Professional Fees  | (737,977)               | (864,937)               |
| Investment Advisory and Management Fees                      | (5,313,267)             | (5,282,011)             |
| Other Fees   | (532,758)               | (564,371)               |
| Total Administrative and Management Fees                     | (6,584,002)             | (6,711,319)             |
| <b>INTEREST INCOME ON NOTES RECEIVABLE FROM PARTICIPANTS</b> | <b>3,508,423</b>        | <b>3,964,757</b>        |
| <b>INCREASE (DECREASE) IN NET ASSETS</b>                     | <b>20,615,161</b>       | <b>(33,340,772)</b>     |
| <b>NET ASSETS AVAILABLE FOR BENEFITS BEGINNING OF YEAR</b>   | <b>2,998,060,700</b>    | <b>3,031,401,472</b>    |
| <b>NET ASSETS AVAILABLE FOR BENEFITS END OF YEAR</b>         | <b>\$ 3,018,675,861</b> | <b>\$ 2,998,060,700</b> |

See Notes to Financial Statements.

AMERICAN ELECTRIC POWER SYSTEM RETIREMENT SAVINGS PLAN  
NOTES TO FINANCIAL STATEMENTS  
For the Years Ended December 31, 2011 and 2010

1. PLAN DESCRIPTION

The following description of the American Electric Power System Retirement Savings Plan (Plan) is provided for general information purposes only. Participants should refer to the Plan documents for a more complete description of the Plan's information.

General

The Plan is a defined contribution plan that became effective and commenced operations on January 1, 1978. The Plan covers eligible regularly-scheduled full-time and part-time employees of the participating subsidiaries of American Electric Power Company, Inc. (AEP or the Company). American Electric Power Service Corporation (AEPSC) is the plan administrator (Plan Administrator) and plan sponsor (Plan Sponsor). AEPSC is a wholly-owned subsidiary of AEP. JPMorgan Chase Bank N.A. is the custodian and trustee and JPMorgan Retirement Plan Services LLC is the record keeper with respect to the Plan, collectively (JPMorgan or the Trustee).

Contributions

Newly eligible employees will be automatically enrolled in the Plan with a 3% pretax deferral unless they elect to opt out of the automatic enrollment or revise their elections within a reasonable period of time after they are notified of their right not to have such pretax deferrals made on their behalf (or to have such pretax deferrals made at a different percentage) and how their account will be invested in the absence of their making an investment election. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). Generally, eligible employees participating in the Plan may make contributions (pretax, after-tax or Roth 401(k) contributions) in 1% increments up to 50% of their eligible pay (within Internal Revenue Service (IRS) limits). Participants who are age 50 and older are able to contribute additional pretax or Roth 401(k) amounts as catch-up contributions. The catch-up contribution limit was \$5,500 for 2011 and 2010. The Company contributes to the Plan, on behalf of each participant, an amount equal to 100% of the participant's contributions up to 1% of the participant's eligible compensation for each payroll period, plus 70% of the participant's contributions for the next 5% of the participant's eligible compensation for each payroll period, subject to certain limitations. All contributions are deposited to the American Electric Power System Retirement Savings Plan Trust after each pay period. The Plan, in a manner consistent with the requirements under section 401 of the Internal Revenue Code (IRC), restricts the amount that certain participants who are deemed highly compensated may contribute to the Plan, provided that it is AEPSC's intent that the Plan include a "qualified automatic contribution arrangement" (as defined in Section 401(k)(13) of the IRC) effective January 1, 2009, such that only the after-tax contributions made by such highly compensated participants may be subject to such restrictions.

Investments

The investment options offered by the Plan are a series of separately managed accounts, interests in commingled and collective trusts and self-directed mutual fund brokerage accounts. Affiliates of JPMorgan provide custody, trustee, recordkeeping and other services with regard to Plan investments.

Participant Loans

Participants may borrow from their savings plan accounts a minimum of \$1,000 but no more than the lesser of \$50,000 or 50% of their account balance. Loan terms range from 12 months to 60 months (or up to 180 months for certain residential loans), or any monthly increment in-between. Interest rates, fixed for the life of the loan, are

calculated by adding 1% to the prime rate, as reported in the Wall Street Journal. For loans taken before July 1, 2006, the interest rate was in effect as of the first business day of the calendar quarter in which the loan was taken. For loans taken after July 1, 2006, the interest rate is in effect as of the first business day of the calendar month in which the loan is taken. Active employees repay principal and interest payments through payroll deductions.



Participant loans and the accrued interest are collateralized by the account balance, and upon default, the outstanding balance is subject to income taxes and possible tax penalty.

#### Participant Accounts

Individual accounts are maintained for each Plan participant. Each participant's account is credited with the participant's contributions, the Company's matching contributions and the Plan earnings and charged with benefit payments and allocations of Plan losses. The benefit to which a participant is entitled is the benefit that can be provided from the participant's account.

Participants may transfer the value of their cumulative contributions, in any whole percentage or dollar amount, among investments, and change their investment elections on a daily basis. Participants may change their payroll contribution elections coinciding with the Company's payroll periods.

#### Vesting and Distribution

Participants are immediately vested in their pretax, after-tax, Roth 401(k) and the Company matching contributions, including earnings thereon. Excluding their pretax and Roth 401(k) contributions and post-2008 Company matching contributions, all participants may make an unlimited number of withdrawals of their interest in the Plan, including their pre-2009 Company matching contributions. Pretax, Roth 401(k) and post-2008 Company matching contributions are not eligible for withdrawal by participants until age 59-1/2, except under hardship (as defined by the Plan) or termination of employment. Pretax and Roth 401(k) contributions also are eligible for withdrawal upon hardship (as defined by the Plan).

The AEP Stock Fund, a Plan investment option, is an Employee Stock Ownership Plan. As a result, participants can elect to have dividends generated from their AEP Stock Fund holdings paid out in cash, rather than automatically reinvested in the fund. The dividend payouts are made periodically (at least annually) and are treated as ordinary income to the participants for tax purposes.

## 2. ACCOUNTING POLICIES

#### Basis of Accounting

The accompanying financial statements are prepared on an accrual basis of accounting, in conformity with accounting principles generally accepted in the United States of America (GAAP).

#### Investment Valuation and Income Recognition

Participants direct the investment of their contributions into various investment options offered by the Plan. Investments are reported in the Statements of Net Assets Available for Benefits at fair value while benefit responsive investment contracts are reported at fair value with an adjustment to contract value. Fair value of a financial instrument is the price that would be received to sell an asset or paid to transfer a liability in an ordinary transaction between market participants at the measurement date.

Purchases and sales of securities have been recorded on a trade-date basis. Interest income is recorded on an accrual basis. Dividends are recorded on the ex-dividend date. These amounts are reinvested by the Trustee in the funds that generated such income with the exception of the AEP Stock Fund, which pays or reinvests dividends at the direction of each participant.

#### 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 not recorded as distributions until actually distributed based on the terms of the Plan document.

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#### Administrative Expenses and Management Fees

Administrative and Management Fees incurred relating to JPMorgan during 2011 and 2010 totaled \$2,998,142 and \$3,276,565, respectively. The Plan directly pays for administrative, recordkeeping and management fees.

#### Distributions to Participants

Benefits are recorded when paid. There were no material amounts of distributions due to participants who requested distributions from the Plan as of December 31, 2011 and 2010.

#### Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of net assets available for benefits and changes therein and disclosure of contingent assets. Actual results could differ from the estimates.

#### Fair Value Measurements of Assets

The accounting guidance for "Fair Value Measurements and Disclosures" establishes a hierarchy that prioritizes the inputs used to measure fair value. The hierarchy gives the highest priority to securities with unadjusted quoted prices in active markets for identical assets (Level 1 measurement) and the lowest priority to unobservable inputs (Level 3 measurements).

Management utilizes its trustee's external pricing service to estimate the fair value of the underlying investments held in the Plan. The Plan's investment managers review and validate the prices utilized by the trustee to determine fair value. Management performs its own valuation testing to verify the fair values of the securities. AEP receives audit reports of the trustee's operating controls and valuation processes. The trustee uses multiple pricing vendors for the assets held in the trust.

Assets in the Plan are classified using the following methods. Equities are classified as Level 1 holdings if they are actively traded on exchanges. Items classified as Level 1 are investments in money market funds, fixed income and equity mutual funds and domestic equity securities. They are valued based on observable inputs primarily unadjusted quoted prices in active markets for identical assets. Items classified as Level 2 are primarily investments in individual fixed income securities and cash equivalents funds. Fixed income securities do not trade on an exchange and do not have an official closing price but their valuation inputs are based on observable market data. Pricing vendors calculate bond valuations using financial models and matrices. The models use observable inputs including yields on benchmark securities, quotes by securities brokers, rating agency actions, discounts or premiums on securities compared to par prices, changes in yields for U.S. Treasury securities, corporate actions by bond issuers, prepayment schedules and histories, economic events and, for certain securities, adjustments to yields to reflect changes in the rate of inflation. Cash equivalent funds are held to provide liquidity and meet short term cash needs. The underlying holdings in the cash funds consist of commercial paper, certificates of deposit, treasury bills, and other short-term debt securities. Short-term debt securities are valued based on observable market data by the trust banks pricing vendor. Other securities with model-derived valuation inputs that are observable are also classified as Level 2 investments. Investments with unobservable valuation inputs are classified as Level 3 investments. Plan assets included in Level 3 are primarily real estate and private equity investments that are valued using methods requiring judgment, including appraisals.

Equities and Registered Investment Companies are valued based on observable inputs, primarily unadjusted quoted prices in active markets for identical assets.

Common Collective Trusts and the Managed Income Fund are valued at the net asset value per share (NAV). The basis of the reported NAV is the total fair value of all underlying holdings less expenses and liabilities. The value of each unit is determined by dividing the net asset value of the fund by the number of applicable units outstanding on the valuation date. These are categorized as Level 2, if the investment can be redeemed at the NAV price. The JPMorgan Strategic Property Fund has been categorized as a Level 3 investment since the underlying holdings are diversified real estate assets that are difficult to value and rely on unobservable inputs to measure fair value.

JPMorgan Emerging Markets Fund securities are classified as Level 3 holdings because their valuation is based on foreign stock exchanges with limited liquidity. The majority of the holdings in the JPMorgan Emerging Markets Fund are equity securities, but traded on exchanges in emerging nations.

#### JPMorgan Liquidity Fund

The objective of this fund is to provide liquidity and meet short-term cash needs while preserving principal. The underlying holdings in the fund are investment grade money market instruments including commercial paper, certificates of deposit, treasury bills and other types of investment grade short-term debt securities. The fund is valued each business day.

#### Mellon Capital Small Cap Stock Index Fund

The objective of this fund is to track the performance of the Russell 2000 Index. The underlying equity holdings of this fund are actively traded on the major domestic stock exchanges and have readily available market quotes.

#### Mellon Capital Stock Index Fund

The objective of this fund is to track the performance of the S&P 500 Index. The underlying equity holdings of this fund are actively traded on the major domestic stock exchanges and have readily available market quotes.

#### Mellon Capital International Stock Index Fund

The objective of this fund is to track the performance of the Morgan Stanley Capital International Europe, Australia, and Far East (MSCI EAFE) Index. The underlying equity holdings of this fund are actively traded on the major non-U.S stock exchanges and have readily available market quotes.

#### JPMorgan US Real Estate Securities Fund

The objective of this fund is to exceed the performance of the Morgan Stanley Capital International Real Estate Investment Trust (MSCI U.S. REIT) Index. The underlying real estate investment trust equity holdings of this fund are actively traded on the major domestic stock exchanges and have readily available market quotes.

#### Mellon Capital Aggregate Bond Index Fund

The objective of this fund is to track the performance of the Barclay's Capital U.S. Aggregate Index. Fixed income securities do not trade on an exchange and do not have an official closing price.

#### Mellon Capital Treasury Inflation-Protected Securities Fund

The objective of this fund is to track the performance of the Barclays Capital U.S. Treasury Inflation-Protected Securities Index. Treasury Inflation-Protected Securities are backed by the U.S. government and protect investors from the effects of inflation. The securities are not actively traded on exchanges and do not have an official closing price.

#### JPMorgan Strategic Property Fund

The objective of this fund is to exceed the performance of the National Council of Real Estate Investment Fiduciaries (NCREIF) Property Index. The underlying holdings in the fund are diversified real estate assets. This diversified fund consists of multiple properties and no single asset, tenant, or location has undue influence over the fund's value or

performance. The fund's diversified holdings help mitigate the risk of default and concentration risk.

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#### JPMorgan Emerging Markets Fund

The objective of this fund is to exceed the performance of the Morgan Stanley Capital International Emerging Markets (MSCI EM) Free Index. The majority of the underlying holdings of this fund are traded on foreign stock exchanges in emerging markets. The securities in these economies are typically less efficient and less liquid than those in developed markets.

#### Alliance Bernstein International Barclay Style Blend

The objective of this fund is to exceed the performance of the MSCI EAFE Index. The underlying equity holdings of this fund are actively traded on major non-U.S. stock exchanges and have readily available market quotes.

#### JPMorgan Intermediate Bond Fund

The JPMorgan Intermediate Bond Fund is held by the Managed Income Fund. The objective of the fund is to exceed the performance of the Barclay's Capital Intermediate Aggregate Index. The underlying holdings of this fund are a diversified mix of fixed income securities. Fixed income securities do not trade on an exchange and do not have an official closing price.

### 3. PLAN TERMINATION

Although it has not expressed any intent to do so, AEPSC has the right to take such actions as will allow contributions to the Plan to be discontinued at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants remain 100 percent vested in their accounts.

### 4. INVESTMENT CONTRACTS

The Managed Income Fund provides a stable value investment option to participants that includes fully benefit-responsive wrap contracts which assure the book value of investments for plan participants. The fund's underlying assets, which are held in a trust, utilize wrap contracts issued by four banking institutions at December 31, 2011 and 2010. The contracts provide that participants execute plan transactions at contract value. Contract value represents contributions made to the fund, plus credited interest, less participant withdrawals, without regard to changes in the fair value of the investments and securities underlying the fund. The rates for crediting interest are reset quarterly based on market rates of other similar investments, the current yield of the underlying investments and the spread between the market value and contract value. The interest crediting rate cannot be less than 0%. Certain events, such as plan termination or a plan merger initiated by the Plan Sponsor, would limit the ability of the Plan to administer participant-level transactions at contract value or may allow for the termination of the wrap contract at market value, rather than contract value. The Plan sponsor does not believe that any events that may limit the ability of the plan to transact at contract value are probable as of December 31, 2011 or the date these financial statements are issued. During the year ended December 31, 2011, the interest crediting rate and the average yield based on annualized earnings and interest credited to participants were 1.50% and 1.71%, respectively. During the year ended December 31, 2010 the credited rate and average yield based on annualized earnings and interest credited to participants were 1.64% and 2.26%, respectively.

### 5. INVESTMENTS EXCEEDING FIVE PERCENT OF THE PLAN'S NET ASSETS

Investments exceeding five percent of the Plan's net assets as of December 31, 2011 and 2010 were as follows:

|  | December 31, |      |
|--|--------------|------|
|  | 2011         | 2010 |

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|  |    |             |    |             |
|--|----|-------------|----|-------------|
| American Electric Power Company, Inc. Common Stock | \$ | 285,559,258 | \$ | 273,754,334 |
| Mellon Capital Aggregate Bond Index Fund           |    | 371,262,961 |    | 334,693,511 |
| Mellon Capital Stock Index Fund                    |    | 423,823,169 |    | 414,525,878 |
| Mellon Capital International Stock Index Fund      |    | 260,688,324 |    | 268,420,947 |
| JPMorgan Intermediate Bond Fund                    |    | -           |    | 738,889,267 |



## 6. NET APPRECIATION OF INVESTMENTS

During 2011 and 2010, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated (depreciated) in value as follows:

|  | Years Ended December 31, |                |
|--|--------------------------|----------------|
|  | 2011                     | 2010           |
| American Electric Power Company, Inc. - Common Stock | \$ 39,332,060            | \$ 8,111,709   |
| Common/Collective Trusts                             | 681,279                  | 141,492,712    |
| Corporate Stock                                      | (14,985,551)             | 80,920,308     |
| Fixed Income Securities                              | 2,128,176                | 1,162,278      |
| Registered Investment Companies                      | (9,333,016)              | (129,748)      |
| Net Appreciation in Fair Value of Investments        | \$ 17,822,948            | \$ 231,557,259 |

## 7. PARTY-IN-INTEREST TRANSACTIONS

Certain transactions involving the Plan and its assets involved parties in interest with respect to the Plan, but those transactions were not prohibited transactions under ERISA because of the applicability of one or more exemptions. The exempt party-in-interest transactions involving the Plan included the following: JPMorgan Chase Bank, N.A., has been acting as trustee and custodian under the Plan, while its affiliates have been acting as (a) investment manager for a number of the Plan's investment options, (b) the Plan's record keeper and (c) investment advisor or investment manager for a number of plan participants with respect to the amounts held in their Plan accounts.

At December 31, 2011 and 2010, the Plan held 6,912,594 and 7,608,514 shares, respectively, of common stock of American Electric Power Company, Inc., the Plan Sponsor, with a cost basis of \$240,862,421 and \$261,878,144, respectively. During the years ended December 31, 2011 and 2010, the Plan recorded dividend income of \$13,695,209 and \$13,789,065, respectively, related to its investment in that common stock.

The Plan entered into a non-exempt prohibited transaction when it issued a \$21,000 loan to a participant, who, as an employee of the Company, was a party-in-interest with respect to the Plan. An exemption under ERISA 408(b)(1) requires that the loan be made in accordance with specific plan provisions, but the \$21,000 loan was issued on April 9, 2008, when the participant's highest outstanding loan balance in the preceding 12 months was approximately \$32,500. In the aggregate, these two loan balances exceeded the \$50,000 limit imposed under the terms of the Plan by \$3,500. The Company undertook steps with the participant and appropriate government agencies to remediate the prohibited transaction, but such steps had not been completed by December 31, 2011. Because the participant is not a "disqualified person" for purposes of Section 4975 of the IRC, 5330 is not required in connection with this transaction.

## 8. FAIR VALUE MEASUREMENTS

For a discussion of fair value accounting and the classification of assets within the fair value hierarchy, see the “Fair Value Measurements of Assets” section of Note 2.

## Plan Assets within the Fair Value Hierarchy at December 31, 2011

|   | Level 1               | Level 2                 | Level 3              | Total                   |
|---|-----------------------|-------------------------|----------------------|-------------------------|
| <b>Equities</b>   |                       |                         |                      |                         |
| Corporate Stock – Domestic                                  | \$ 442,805,802        | \$ -                    | \$ -                 | \$ 442,805,802          |
| AEP Stock   | 285,559,258           | -                       | -                    | 285,559,258             |
| Subtotal Equities   | 728,365,060           | -                       | -                    | 728,365,060             |
| <b>Fixed Income</b>   |                       |                         |                      |                         |
| Government Bonds  | -                     | 165,171,072             | -                    | 165,171,072             |
| Corporate Debt Securities                                   | -                     | 174,701,942             | -                    | 174,701,942             |
| Mortgage Backed Securities                                  | -                     | 406,542,746             | -                    | 406,542,746             |
| Subtotal Fixed Income                                       | -                     | 746,415,760             | -                    | 746,415,760             |
| <b>Common/Collective Trusts</b>                             |                       |                         |                      |                         |
| JPMorgan Liquidity Fund                                     | -                     | 142,411,611             | -                    | 142,411,611             |
| Mellon Capital Small Cap Stock Index Fund                   | -                     | 146,226,734             | -                    | 146,226,734             |
| Mellon Capital Stock Index Fund                             | -                     | 423,823,169             | -                    | 423,823,169             |
| Mellon Capital International Stock Index Fund               | -                     | 260,688,324             | -                    | 260,688,324             |
| JPMorgan US Real Estate Securities Fund                     | -                     | 12,741,862              | -                    | 12,741,862              |
| Mellon Capital Aggregate Bond Index Fund                    | -                     | 371,262,961             | -                    | 371,262,961             |
| Mellon Capital Treasury Inflation-Protected Securities Fund | -                     | 8,878,231               | -                    | 8,878,231               |
| JPMorgan Strategic Property Fund                            | -                     | -                       | 34,096,695           | 34,096,695              |
| JPMorgan Emerging Markets Fund                              | -                     | -                       | 15,195,847           | 15,195,847              |
| Subtotal Common/Collective Trusts                           | -                     | 1,366,032,892           | 49,292,542           | 1,415,325,434           |
| <b>Registered Investment Companies</b>                      |                       |                         |                      |                         |
| Cash Equivalents  | 94,923,728            | -                       | -                    | 94,923,728              |
| Wrap Contracts  | -                     | 21,875,447              | -                    | 21,875,447              |
| Accrued Items and Unsettled Trades                          | 593,548               | (58,195,536)            | -                    | (57,601,988)            |
| <b>Total Assets Reflecting Investments at Fair Value</b>    | <b>\$ 823,882,336</b> | <b>\$ 2,076,128,563</b> | <b>\$ 49,748,646</b> | <b>\$ 2,949,759,545</b> |



## Plan Assets within the Fair Value Hierarchy at December 31, 2010

|   | Level 1               | Level 2                 | Level 3              | Total                   |
|---|-----------------------|-------------------------|----------------------|-------------------------|
| <b>Equities</b>   |                       |                         |                      |                         |
| Corporate Stock – Domestic                                  | \$ 494,298,612        | \$ -                    | \$ -                 | \$ 494,298,612          |
| AEP Stock   | 273,754,334           | -                       | -                    | 273,754,334             |
| Subtotal Equities   | 768,052,946           | -                       | -                    | 768,052,946             |
| <b>Fixed Income</b>   |                       |                         |                      |                         |
| Government Bonds  | -                     | 5,737,733               | -                    | 5,737,733               |
| Corporate Debt Securities                                   | -                     | 11,877,637              | -                    | 11,877,637              |
| Mortgage Backed Securities                                  | -                     | 15,466,473              | -                    | 15,466,473              |
| Subtotal Fixed Income                                       | -                     | 33,081,843              | -                    | 33,081,843              |
| <b>Common/Collective Trusts</b>                             |                       |                         |                      |                         |
| JPMorgan Liquidity Fund                                     | -                     | 24,945,975              | -                    | 24,945,975              |
| Mellon Capital Small Cap Stock Index Fund                   | -                     | 147,688,138             | -                    | 147,688,138             |
| Mellon Capital Stock Index Fund                             | -                     | 414,525,878             | -                    | 414,525,878             |
| Mellon Capital International Stock Index Fund               | -                     | 268,420,947             | -                    | 268,420,947             |
| Alliance Bernstein International Style Blend                | -                     | 63,365,492              | -                    | 63,365,492              |
| JPMorgan US Real Estate Securities Fund                     | -                     | 8,462,572               | -                    | 8,462,572               |
| JPMorgan Intermediate Bond Fund                             | -                     | 738,889,267             | -                    | 738,889,267             |
| Mellon Capital Aggregate Bond Index Fund                    | -                     | 334,693,511             | -                    | 334,693,511             |
| Mellon Capital Treasury Inflation-Protected Securities Fund | -                     | 7,671,177               | -                    | 7,671,177               |
| JPMorgan Strategic Property Fund                            | -                     | -                       | 29,191,929           | 29,191,929              |
| JPMorgan Emerging Markets Fund                              | -                     | -                       | 14,787,949           | 14,787,949              |
| Subtotal Common/Collective Trusts                           | -                     | 2,008,662,957           | 43,979,878           | 2,052,642,835           |
| <b>Registered Investment Companies</b>                      |                       |                         |                      |                         |
| Cash Equivalents  | 45,663,725            | -                       | -                    | 45,663,725              |
| Wrap Contracts  | -                     | 18,561,465              | -                    | 18,561,465              |
| Accrued Items and Unsettled Trades                          | (7,125)               | (13,731)                | -                    | (20,856)                |
| <b>Total Assets Reflecting Investments at Fair Value</b>    | <b>\$ 813,709,546</b> | <b>\$ 2,060,292,534</b> | <b>\$ 44,894,299</b> | <b>\$ 2,918,896,379</b> |



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The following tables set forth a summary of the Plan's investments with a reported Net Asset Value at December 31, 2011 and 2010:

Fair Value Estimated Using Net Asset Value per Share as of December 31, 2011

|   | Fair Value       | Redemption Frequency<br>(If currently eligible) | Redemption Notice Period |
|---|------------------|---|--------------------------|
| JPMorgan Liquidity Fund                                     | \$ 142,411,611   | Daily   | 1 Day                    |
| Mellon Capital Small Cap Stock Index Fund                   | 146,226,734      | Daily   | Trade Date + 1           |
| Mellon Capital Stock Index Fund                             | 423,823,169      | Daily   | Trade Date + 1           |
| Mellon Capital International Stock Index Fund               | 260,688,324      | Daily   | Trade Date + 1           |
| JPMorgan US Real Estate Securities Fund                     | 12,741,862       | Daily   | 1 Day                    |
| Mellon Capital Aggregate Bond Index Fund                    | 371,262,961      | Daily   | Trade Date + 1           |
| Mellon Capital Treasury Inflation-Protected Securities Fund | 8,878,231        | Daily   | Trade Date + 1           |
| JPMorgan Strategic Property Fund                            | 34,096,695       | Quarterly                                       | 45 Days                  |
| JPMorgan Emerging Markets Fund                              | 15,195,847       | Daily   | 1 Day                    |
| Total Assets  | \$ 1,415,325,434 |   |                          |

Fair Value Estimated Using Net Asset Value per Share as of December 31, 2010

|   | Fair Value    | Redemption Frequency<br>(If currently eligible) | Redemption Notice Period |
|---|---------------|---|--------------------------|
| JPMorgan Liquidity Fund                       | \$ 24,945,975 | Daily   | 1 Day                    |
| Mellon Capital Small Cap Stock Index Fund     | 147,688,138   | Daily   | Trade Date + 1           |
| Mellon Capital Stock Index Fund               | 414,525,878   | Daily   | Trade Date + 1           |
| Mellon Capital International Stock Index Fund | 268,420,947   | Daily   | Trade Date + 1           |
| Alliance Bernstein International Style Blend  | 63,365,492    | Daily   | 1-30 Days                |
| JPMorgan US Real Estate Securities Fund       | 8,462,572     | Daily   | 1 Day                    |
| JPMorgan Intermediate Bond Fund               | 738,889,267   | Daily   | 1 Day                    |
| Mellon Capital Aggregate Bond Index Fund      | 334,693,511   | Daily   | Trade Date + 1           |

|   |                  |           |                |
|---|------------------|-----------|----------------|
| Mellon Capital Treasury<br>Inflation-Protected Securities<br>Fund | 7,671,177        | Daily     | Trade Date + 1 |
| JPMorgan Strategic Property Fund                                  | 29,191,929       | Quarterly | 45 Days        |
| JPMorgan Emerging Markets<br>Fund                                 | 14,787,949       | Daily     | 1 Day          |
| Total Assets  | \$ 2,052,642,835 |           |                |

The following tables set forth a reconciliation of changes in the fair value of investments classified as Level 3 in the fair value hierarchy. The 2011 presentation has been presented to reflect the expanded disclosure requirements of Accounting Standards Update No. 2010-06, Fair Value Measurements and Disclosures.

## Changes in Fair Value Measurements for the Year Ended December 31, 2011

|                              | JPMorgan<br>Strategic<br>Property<br>Fund | JPMorgan<br>Emerging<br>Markets<br>Fund | Wrap<br>Contracts | Total         |
|------------------------------|---|---|-------------------|---------------|
| Balance at Beginning of Year | \$ 29,191,929                             | \$ 14,787,949                           | \$ 914,421        | \$ 44,894,299 |
| Realized Gains               | -   | 133,801                                 | -                 | 133,801       |
| Unrealized Gains (Losses)    | 5,119,766                                 | 3,313,297                               | (458,317)         | 7,974,746     |
| Purchases                    | (215,000)                                 | (3,504,200)                             | -                 | (3,719,200)   |
| Sales                        | -   | 465,000                                 | -                 | 465,000       |
| Issuances                    | -   | -                                       | -                 | -             |
| Settlements                  | -   | -                                       | -                 | -             |
| Balance at End of Year       | \$ 34,096,695                             | \$ 15,195,847                           | \$ 456,104        | \$ 49,748,646 |

## Changes in Fair Value Measurements for the Year Ended December 31, 2010

|  | JPMorgan<br>Strategic<br>Property<br>Fund | JPMorgan<br>Emerging<br>Markets<br>Fund | Wrap<br>Contracts | Total         |
|--|---|---|-------------------|---------------|
| Balance at Beginning of Year                             | \$ 20,401,736                             | \$ 13,745,305                           | \$ 1,332,221      | \$ 35,479,262 |
| Realized Gains (Losses)                                  | (663,773)                                 | 633,758                                 | -                 | (30,015)      |
| Unrealized Gains (Losses)                                | 12,716,400                                | (938,904)                               | (417,800)         | 11,359,696    |
| Purchases, Sales,<br>Issuances, and Settlements<br>(Net) | (3,262,434)                               | 1,347,790                               | -                 | (1,914,644)   |
| Balance at End of Year                                   | \$ 29,191,929                             | \$ 14,787,949                           | \$ 914,421        | \$ 44,894,299 |

## 9. RISK AND UNCERTAINTIES

The Plan utilizes various investment instruments, including common stock, bonds, commingled funds and investment contracts. Investment securities are exposed to various risks, such as interest rate, credit and market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such change could materially affect the amounts reported in the financial statements.

## 10. FEDERAL INCOME TAX

The IRS has determined that the Plan meets the requirements of Section 401(a) of the IRC and recognizes the exempt status of the Plan's trust pursuant to Section 501(a) of the IRC.



The Plan has been amended subsequent to the issuance of the most recent IRS determination letter and the plan sponsor submitted an application to the IRS on January 30, 2012, for an updated determination letter that will take into account those additional amendments. Plan management believes that the Plan is currently designed and operated in compliance with the applicable requirements of the IRC and that the Plan's trust continues to be tax-exempt. Therefore, no provision for income taxes has been included in the Plan's financial statements.

GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2011

and 2010, there are no uncertain positions taken or expected to be taken that would require recognition of a liability 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.

## 11. WORKFORCE REDUCTION

Distributions to plan participants were significantly lower during 2011 than during 2010 primarily because AEP implemented cost reduction initiatives in the second quarter of 2010 that reduced its workforce by 11.5%. A significant number of participants whose employment terminated during 2010 elected to withdraw their plan accounts.

In April 2012, AEP initiated a process to identify employee repositioning opportunities and efficiencies. The process will result in the redeployment of employees and involuntary severances. The process is expected to be completed by the end of 2012.

## 12. RECONCILIATION OF FINANCIAL STATEMENTS TO THE FORM 5500

Due to changes in the IRS Form 5500 filing requirements, the income statement in Schedule H, Part II, is now required to separately report certain deemed distributions of participant loans, whether or not those loans may otherwise remain collectible and would still be (and are) reflected as assets on the accompanying financial statements, which are prepared on the accrual basis of accounting. Because loans deemed distributed are no longer to be carried as assets of the Plan unless and until the participant actually undertakes the repayment, amounts reported on Schedule H as Participant loans as of the beginning and ending of the year were adjusted so that prospectively the amounts reported on Schedule H, Part I, Line 1c(8), columns (a) and (b) are in conformity with the Form 5500 filing requirements, but differ from those reported in the accompanying financial statements.

|  | January 1,    |               |
|--|---------------|---------------|
| Participant Loans – Schedule H, Part I, line 1c(8), Column (a) | 2011          | 2010          |
| Beginning Balance per Financial Statements                     | \$ 70,565,226 | \$ 66,455,396 |
| Less: Loans Deemed Distributed with No Post-Default Payments   | (1,474,224)   | (766,983)     |
| Balance Reported on Form 5500                                  | \$ 69,091,002 | \$ 65,688,413 |

|   | December 31,  |               |
|---|---------------|---------------|
| Participant Loans – Schedule H, Part I, line 1c(8), Column (b)                              | 2011          | 2010          |
| Ending Balance per Financial Statements   | \$ 74,987,631 | \$ 70,565,226 |
| Less: Assets and Activity Related to Loans Deemed Distributed with No Payments Post-Default | (1,695,638)   | (1,474,224)   |
| Balance Reported on Form 5500   | \$ 73,291,993 | \$ 69,091,002 |

As a result of the changes to Form 5500, beginning and ending Net Assets Available for Benefits as well as Increase (Decrease) in Net Assets will differ between reported amounts on the Financial Statements and Form 5500 as follows:

|  | January 1,       |                  |
|--|------------------|------------------|
| Net Assets – Schedule H, Part I, Line 11, Column (a)         | 2011             | 2010             |
| Beginning Balance per Financial Statements                   | \$ 2,998,060,700 | \$ 3,031,401,472 |
| Less: Adjustment from Contract Value to Fair Value           | (8,599,095)      | (49,132,012)     |
| Less: Loans Deemed Distributed with No Post-Default Payments | (1,474,224)      | (766,983)        |
| Beginning Balance Reported on Form 5500                      | \$ 2,987,987,381 | \$ 2,981,502,477 |



| Net Assets – Schedule H, Part I, Line 11, Column (b)  | December 31,     |                  |
|---|------------------|------------------|
|   | 2011             | 2010             |
| Ending Balance per Financial Statements   | \$ 3,018,675,861 | \$ 2,998,060,700 |
| Less: Adjustment from Contract Value to Fair Value  | 6,071,315        | (8,599,095)      |
| Less: Assets and Activity Related to Loans Deemed Distributed with No Payments Post-Default | (1,695,638)      | (1,474,224)      |
| Balance Reported on Form 5500   | \$ 3,023,051,538 | \$ 2,987,987,381 |

| Increase (Decrease) in Net Assets – Schedule H, Part II, Line 2k<br>Per Financial Statements | December 31,  |                 |
|--|---------------|-----------------|
|  | 2011          | 2010            |
| Less: Adjustment from Contract Value to Fair Value   | \$ 20,615,161 | \$ (33,340,772) |
| Less: Loans Deemed Distributed   | 14,670,410    | 40,532,917      |
| Reported on Form 5500  | (221,414)     | (707,241)       |
|  | \$ 35,064,157 | \$ 6,484,904    |

AMERICAN ELECTRIC POWER SYSTEM RETIREMENT SAVINGS PLAN  
SCHEDULE OF ASSETS (HELD AT END OF YEAR)  
DECEMBER 31, 2011

## INVESTMENT CONTRACTS:

|  |    |         |
|--|----|---------|
| Stable Value Wrap                                  |    |         |
| Bank of America                                    |    |         |
| variable annual yield (2.00% at December 31, 2011) |    |         |
| with an indeterminate maturity date                | \$ | 227,966 |
| Stable Value Wrap                                  |    |         |
| ING  |    |         |
| variable annual yield (2.00% at December 31, 2011) |    |         |
| with an indeterminate maturity date                |    | -       |
| Stable Value Wrap                                  |    |         |
| IXIS   |    |         |
| variable annual yield (2.00% at December 31, 2011) |    |         |
| with an indeterminate maturity date                |    | -       |
| Stable Value Wrap                                  |    |         |
| State Street Bank                                  |    |         |
| variable annual yield (2.00% at December 31, 2011) |    |         |
| with an indeterminate maturity date                |    | 228,138 |
| Subtotal Wrapper Contracts                         | \$ | 456,104 |

| Shares      | Identity of Issuer, Borrower, Lessor or Similar Party | Fair Value     |
|-------------|---|----------------|
|             | Common / Collective Trusts                            |                |
| 130,244,733 | JPMCB Liquidity Fund                                  | \$ 130,244,733 |
|             | Total Common / Collective Trusts                      | \$ 130,244,733 |
|             | Corporate Debt Securities                             |                |
| 2,315,000   | ALTRIA GROUP INC                                      | \$ 2,513,157   |
| 1,230,000   | AMER EXPRESS CREDIT CO                                | 1,334,869      |
| 2,875,000   | AMERICA MOVIL SAB DE CV                               | 2,866,990      |
| 925,000     | AMERICAN INTL GROUP                                   | 875,337        |
| 2,535,000   | ANHEUSER-BUSCH INBEV WOR                              | 2,733,141      |
| 415,000     | AT&T INC AUG 2016                                     | 423,419        |
| 1,680,000   | AT&T INC MAY 2016                                     | 1,750,790      |
| 960,000     | AT&T INC NOV 2013                                     | 1,058,313      |
| 2,390,000   | BANK OF AMERICA CORP MAY 2014                         | 2,478,093      |
| 1,085,000   | BANK OF AMERICA CORP MAR 2016                         | 1,000,132      |
| 770,000     | BANK OF AMERICA CORP JUL 2016                         | 712,958        |
| 770,000     | BANK OF MONTREAL                                      | 782,279        |
| 1,245,000   | BANK OF NOVA SCOTIA                                   | 1,250,016      |
| 1,120,000   | BARCLAYS BANK PLC                                     | 1,154,518      |
| 2,020,000   | BARRICK GOLD CORP                                     | 2,073,213      |
| 495,000     | BAXTER INTERNATIONAL INC                              | 498,847        |
| 1,110,000   | BHP BILLITON FIN USA LTD                              | 1,121,240      |
| 1,270,000   | BNP PARIBAS   | 1,191,226      |
| 2,035,000   | BRITISH TELECOM PLC                                   | 2,106,929      |

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|           |                                      |           |
|-----------|--------------------------------------|-----------|
| 1,830,000 | BURLINGTN NORTH SANTA FE             | 1,913,369 |
| 2,200,000 | CANADIAN IMPERIAL BANK               | 2,199,949 |
| 950,000   | CANADIAN NATL RESOURCES              | 955,534   |
| 1,275,000 | CANADIAN PACIFIC RR CO               | 1,494,969 |
| 1,515,000 | CAPITAL ONE FINANCIAL CO MAY<br>2014 | 1,664,549 |
| 580,000   | CAPITAL ONE FINANCIAL CO JUL<br>2016 | 582,482   |

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|           |                                   |           |
|-----------|-----------------------------------|-----------|
| 1,820,000 | CATERPILLAR FINANCIAL SE AUG 2016 | 1,868,323 |
| 740,000   | CATERPILLAR FINANCIAL SE DEC 2014 | 740,920   |
| 3,290,000 | CISCO SYSTEMS INC                 | 3,351,661 |
| 4,320,000 | CITIGROUP INC DEC 2013            | 4,470,159 |
| 700,000   | CITIGROUP INC DEC 2015            | 704,478   |
| 1,870,000 | CITIGROUP INC JUN 2016            | 1,863,554 |
| 1,115,000 | COCA-COLA CO/THE                  | 1,134,124 |
| 2,000,000 | COVIDIEN INTL FINANCE SA          | 2,076,210 |
| 1,400,000 | CR BARD INC                       | 1,464,484 |
| 1,280,000 | CREDIT SUISSE NEW YORK            | 1,266,962 |
| 1,340,000 | CVS CAREMARK CORP                 | 1,412,829 |
| 2,465,000 | DAIMLER FINANCE NA LLC            | 2,684,871 |
| 1,550,000 | DCP MIDSTREAM OPERATING           | 1,564,229 |
| 945,000   | DEUTSCHE BANK AG LONDON           | 961,325   |
| 2,470,000 | DIRECTV HOLDINGS/FING             | 2,546,382 |
| 915,000   | DOMINION RESOURCES INC            | 936,437   |
| 830,000   | ECOLAB INC                        | 858,560   |
| 1,765,000 | ENTERPRISE PRODUCTS OPER          | 1,933,852 |
| 1,175,000 | EXPRESS SCRIPTS HOLDING           | 1,196,685 |
| 1,015,000 | EXPRESS SCRIPTS HOLDING MAY 2016  | 1,020,626 |
| 4,530,000 | GENERAL ELEC CAP CORP NOV 2015    | 4,550,254 |
| 760,000   | GENERAL ELEC CAP CORP JAN 2014    | 771,377   |
| 1,205,000 | GEORGIA POWER COMPANY             | 1,277,695 |
| 1,015,000 | GILEAD SCIENCES INC               | 1,033,278 |
| 1,815,000 | GOLDMAN SACHS GROUP INC MAY 2014  | 1,883,995 |
| 1,095,000 | GOLDMAN SACHS GROUP INC FEB 2016  | 1,058,014 |
| 1,290,000 | HCP INC                           | 1,288,124 |
| 2,770,000 | HEWLETT-PACKARD CO                | 2,789,540 |
| 985,000   | HSBC FINANCE CORP JAN 2014        | 907,376   |
| 3,525,000 | HSBC FINANCE CORP MAY 2012        | 3,590,724 |
| 1,550,000 | IBM CORP                          | 1,567,622 |
| 1,285,000 | JOHN DEERE CAPITAL CORP           | 1,298,929 |
| 1,270,000 | LG&E & KU ENERGY LLC              | 1,250,794 |
| 1,185,000 | LLOYDS TSB BANK PLC               | 1,154,882 |
| 510,000   | MATTEL INC                        | 513,278   |
| 745,000   | MCKESSON CORP                     | 788,451   |
| 1,270,000 | METLIFE INC                       | 1,287,720 |
| 1,615,000 | MORGAN STANLEY JUL 2015           | 1,514,469 |
| 370,000   | MORGAN STANLEY JUL 2014           | 348,452   |
| 2,940,000 | MORGAN STANLEY MAY 2014           | 2,968,562 |
| 985,000   | NATIONWIDE HEALTH PPTYS           | 1,057,740 |
| 2,095,000 | NBCUNIVERSAL MEDIA LLC            | 2,211,208 |
| 745,000   | NORDSTROM INC                     | 835,394   |
| 1,640,000 | ONEOK PARTNERS LP                 | 1,688,123 |
| 1,235,000 | PHILIP MORRIS INTL INC            | 1,277,032 |
| 2,000,000 | PLAINS ALL AMER PIPELINE SEP 2012 | 2,040,130 |
| 1,215,000 | PLAINS ALL AMER PIPELINE SEP 2015 | 1,286,610 |
| 1,475,000 | PNC FUNDING CORP                  | 1,501,513 |
| 3,445,000 | PRUDENTIAL FINANCIAL INC          | 3,705,290 |
| 780,000   | RABOBANK NEDERLAND OCT 2015       | 764,322   |

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|           |                             |           |
|-----------|-----------------------------|-----------|
| 1,525,000 | RABOBANK NEDERLAND JAN 2014 | 1,517,149 |
| 735,000   | RIO TINTO FIN USA LTD       | 748,597   |
| 1,125,000 | ROGERS COMMUNICATIONS IN    | 1,240,461 |



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|                            |                                 |                |
|----------------------------|---------------------------------|----------------|
| 2,765,000                  | ROYAL BANK OF CANADA            | 2,779,353      |
| 745,000                    | ROYAL BK OF SCOTLAND PLC        | 712,356        |
| 825,000                    | SANOFI                          | 831,404        |
| 2,120,000                  | SHELL INTERNATIONAL FIN         | 2,272,937      |
| 2,020,000                  | SVENSKA HANDELSBANKEN AB        | 2,031,615      |
| 1,185,000                  | TARGET CORP                     | 1,193,704      |
| 1,465,000                  | TELECOM ITALIA CAPITAL          | 1,359,819      |
| 1,275,000                  | TELEFONICA EMISIONES SAU        | 1,222,697      |
| 930,000                    | TEVA PHARMACEUT FIN BV          | 945,892        |
| 1,700,000                  | TEXAS INSTRUMENTS INC           | 1,721,158      |
| 1,350,000                  | TORONTO-DOMINION BANK           | 1,376,841      |
| 1,740,000                  | UBS AG STAMFORD CT              | 1,735,215      |
| 745,000                    | UNITEDHEALTH GROUP INC          | 791,238        |
| 1,000,000                  | VALE OVERSEAS LIMITED           | 1,101,601      |
| 1,000,000                  | VENTAS REALTY LP/CAP CRP        | 977,893        |
| 1,240,000                  | VERIZON COMMUNICATIONS APR 2016 | 1,298,516      |
| 1,675,000                  | VERIZON COMMUNICATIONS MAR 2014 | 1,709,599      |
| 1,570,000                  | VERIZON COMMUNICATIONS NOV 2016 | 1,574,448      |
| 1,795,000                  | VF CORP                         | 1,798,075      |
| 1,355,000                  | WAL-MART STORES INC             | 1,448,228      |
| 1,165,000                  | WATSON PHARMACEUTICALS I        | 1,370,098      |
| 2,660,000                  | WELLS FARGO & COMPANY           | 2,779,695      |
| 1,595,000                  | WESTPAC BANKING CORP            | 1,662,363      |
| 2,260,000                  | WILLIAMS PARTNERS LP            | 2,372,532      |
| 360,000                    | WPP FINANCE 2010                | 357,377        |
| 490,000                    | XEROX CORPORATION MAR 2016      | 548,279        |
| 1,840,000                  | XEROX CORPORATION MAY 2014      | 2,076,221      |
|                            | Total Corporate Debt Securities | \$ 162,559,249 |
| Government Bonds           |                                 |                |
| 145,000                    | TREASURY BILL MAR 2012          | \$ 144,994     |
| 100,000                    | TREASURY BILL FEB 2012          | 99,999         |
| 9,395,000                  | US TREASURY N/B APR 2015        | 10,026,231     |
| 25,160,000                 | US TREASURY N/B MAY 2015        | 26,561,487     |
| 9,355,000                  | US TREASURY N/B JUN 2015        | 9,802,281      |
| 27,155,000                 | US TREASURY N/B OCT 2013        | 27,272,744     |
| 8,410,000                  | US TREASURY N/B MAY 2014        | 8,549,286      |
| 18,325,000                 | US TREASURY N/B AUG 2016        | 18,525,439     |
| 2,290,000                  | US TREASURY N/B SEP 2016        | 2,313,614      |
| 39,445,000                 | US TREASURY N/B NOV 2013        | 39,449,615     |
| 13,200,000                 | US TREASURY N/B DEC 2014        | 13,156,691     |
|                            | Total Government Bonds          | \$ 155,902,381 |
| Mortgage Backed Securities |                                 |                |
| 19,300,000                 | FNCI 3 1/12                     | \$ 19,930,265  |
| 17,800,000                 | FNCI 3.5 1/12                   | 18,612,125     |
| 12,520,000                 | FNCI 4 1/12                     | 13,202,731     |
| 11,600,000                 | FNCI 5 1/12                     | 12,473,625     |
| 10,000,000                 | FANNIE MAE                      | 10,129,770     |
| 6,000,000                  | FREDDIE MAC MAY 2016            | 6,354,450      |

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|            |                      |            |
|------------|----------------------|------------|
| 10,000,000 | FREDDIE MAC JUL 2014 | 10,107,220 |
| 8,025,000  | FREDDIE MAC AUG 2014 | 8,103,107  |
| 4,980,000  | BMWOT 2011-A A3      | 4,972,115  |

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|            |                    |            |
|------------|--------------------|------------|
| 3,320,000  | BSCMS 2006-PW12 A4 | 3,703,331  |
| 1,385,000  | BSCMS 2006-PW11 A4 | 1,535,417  |
| 5,600,000  | CGCMT 2004-C2 A5   | 5,966,106  |
| 3,718,397  | COMM 2004-LB2A A4  | 3,909,583  |
| 6,347,105  | FG G11773          | 6,815,470  |
| 1,445,393  | FG G13072          | 1,552,801  |
| 4,218,506  | FG J12243          | 4,428,656  |
| 2,788,400  | FG J12387          | 3,000,529  |
| 4,587,789  | FG J13139          | 4,816,336  |
| 4,411,323  | FG J13885          | 4,602,007  |
| 5,040,799  | FG J15655          | 5,258,694  |
| 4,231,839  | FG J15660          | 4,447,943  |
| 4,366,850  | FN 254916          | 4,795,501  |
| 3,779,107  | FN AH0973          | 3,986,853  |
| 9,981,375  | FN AH1231          | 10,447,233 |
| 5,625,444  | FN AI2067          | 5,888,000  |
| 4,140,889  | FN AI2999          | 4,334,156  |
| 5,763,848  | FN AI5529          | 6,087,905  |
| 7,356,940  | FN AI6698          | 7,700,309  |
| 19,112,627 | FN AJ1445          | 20,187,185 |
| 863,401    | FN AJ2329          | 903,698    |
| 4,800,000  | FHR 2682 LC        | 5,114,228  |
| 3,400,000  | FHR 2827 TE        | 3,642,681  |
| 985,000    | FHR 2864 LE        | 1,046,949  |
| 3,176,418  | FHR 2992 JP        | 3,364,937  |
| 5,836,698  | FN 709829          | 6,339,040  |
| 12,934,484 | FN 889673          | 13,966,390 |
| 2,143,234  | FN AB1066          | 2,261,053  |
| 2,434,427  | FN AD0466          | 2,603,629  |
| 8,363,457  | FN AE0126          | 9,033,302  |
| 4,676,440  | FN AE9810          | 4,975,895  |
| 4,065,000  | FORDO 2011-A A3    | 4,073,547  |
| 2,810,000  | FORDO 2011-B A3    | 2,808,420  |
| 4,725,202  | GN 763535          | 5,076,508  |
| 5,500,000  | GMAcc 2003-C1 A2   | 5,618,828  |
| 5,000,000  | GECMC 2004-C2 A4   | 5,278,385  |
| 1,562,889  | GNR 2009-72 LA     | 1,630,184  |
| 823,644    | GNR 2009-69 L      | 875,951    |
| 1,760,946  | GNR 2009-70 WG     | 1,812,041  |
| 3,168,282  | GNR 2009-108 WG    | 3,334,044  |
| 6,252,936  | GNR 2010-91 GA     | 6,607,136  |
| 3,250,084  | GNR 2009-127 PL    | 3,464,980  |
| 1,067,337  | GNR 2010-45 YQ     | 1,106,001  |
| 1,184,832  | GNR 2010-32 AK     | 1,256,177  |
| 1,430,000  | GCCFC 2003-C2 A4   | 1,495,877  |
| 3,675,000  | GCCFC 2005-GG3 A3  | 3,715,598  |
| 1,715,000  | HDMOT 2011-1 A2A   | 1,712,297  |
| 5,390,000  | HAROT 2011-3 A3    | 5,390,640  |
| 4,525,000  | HART 2011-C A3     | 4,512,632  |
| 8,310,000  | LBUBS 2005-C5 A4   | 9,071,553  |

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|           |                   |           |
|-----------|-------------------|-----------|
| 5,240,000 | LBUBS 2003-C5 A4  | 5,444,821 |
| 2,765,000 | MBART 2011-1 A3   | 2,767,154 |
| 8,884,000 | MLMT 2005-CKI1 A6 | 9,837,635 |
| 1,750,000 | NALT 2011-A A2A   | 1,747,819 |
| 2,035,000 | NALT 2011-A A2B   | 2,035,625 |
| 5,570,000 | NAROT 2011-B A2   | 5,571,213 |

|           |  |                 |
|-----------|--|-----------------|
| 7,190,000 | TAOT 2011-B A3                                 | 7,156,792       |
| 3,435,000 | VWALT 2011-A A2                                | 3,435,037       |
| 3,015,000 | WBCMT 2005-C21 A4                              | 3,304,714       |
| 4,000,000 | WBCMT 2005-C17 A4                              | 4,337,472       |
| 4,000,000 | WBCMT 2005-C18 A4                              | 4,346,756       |
| 730,000   | WBCMT 2006-C25 A5                              | 809,944         |
|           | Total Mortgage Backed Securities               | \$ 390,237,006  |
|           | Net Assets Pending Settlement                  | \$ (61,388,396) |
|           | Subtotal Stable Value                          | \$ 777,554,973  |
|           | TOTAL - INVESTMENT CONTRACTS                   | 778,011,077     |
|           | ADJUSTMENT FROM FAIR VALUE TO CONTRACT VALUE   | (6,071,315)     |
|           | TOTAL - INVESTMENT CONTRACTS AT CONTRACT VALUE | \$ 771,939,762  |

AMERICAN ELECTRIC POWER SYSTEM RETIREMENT SAVINGS PLAN  
SCHEDULE OF ASSETS (HELD AT END OF YEAR (continued))  
DECEMBER 31, 2011

| Shares                     | Identity of Issuer, Borrower, Lessor or Similar Party               | Fair Value       |
|----------------------------|---|------------------|
| Cash Equivalents           |   |                  |
| 21,875,447                 | Cash  | \$ 21,875,447    |
|                            | Total Cash Equivalents  | \$ 21,875,447    |
| Common / Collective Trusts |   |                  |
| 318,626                    | JPMCB US Real Estate Securities Fund                                | 12,741,862       |
| 3,063,327                  | EB Daily Liquidity Non SL Aggregate Bond Index Fund                 | 371,262,961      |
| 2,748,514                  | EB Daily Liquidity Non SL International Stock Index Fund            | 260,688,324      |
| 1,182,911                  | EB Daily Liquidity Non SL Small Cap Stock                           | 146,226,734      |
| 3,503,018                  | EB Daily Liquidity Non SL Stock Index Fund                          | 423,823,169      |
| 75,580                     | EB DL Non SL Treasury Inflation Protected Securities Fund           | 8,878,231        |
| 999,069                    | JPMCB Emerging Markets - Equity Focused                             | 15,195,847       |
| 20,364                     | JPMCB Strategic Property Fund                                       | 34,096,695       |
| 12,166,878                 | JPMCB Liquidity Fund  | 12,166,878       |
|                            | Total Common / Collective Trusts                                    | \$ 1,285,080,701 |
| AEP Stock                  |   |                  |
| 6,912,594                  | American Electric Power Company, Inc. Common Stock \$6.50 par value | \$ 285,559,258   |
|                            | Total AEP Stock   | \$ 285,559,258   |
| Corporate Stock            |   |                  |
| 6,400                      | 3M CO COM STK USD0.01   | \$ 523,072       |
| 5,950                      | AARON'S INC CLASS'A'COM VTG USD0.5                                  | 158,835          |
| 27,500                     | ABB LTD ADR EACH REPR I CHF2.50(SPON)                               | 517,825          |
| 15,500                     | ABBOTT LABS COM NPV   | 871,565          |
| 7,805                      | ABM INDUSTRIES INC COM STK USD0.01                                  | 160,939          |
| 23,700                     | ACCENTURE PLC CLS'A'USD0.0000225                                    | 1,261,551        |
| 8,700                      | ACE LIMITED CHF30.57  | 610,044          |
| 11,775                     | ACTUANT CORP CLS'A' COM STK USD0.20                                 | 267,175          |
| 8,200                      | ADVANCE AUTO PARTS INC COM STK USD0.0001                            | 571,458          |
| 19,900                     | ADVANCE AUTO PARTS INC COM STK USD0.0001                            | 1,386,747        |
| 18,045                     | AEGION CORP USD0.01   | 276,810          |
| 7,070                      | AEROPOSTALE INC COM STK USD0.01                                     | 107,818          |
| 20,800                     | AETNA INC NEW COM STK USD0.001                                      | 877,552          |
| 6,000                      | AFC ENTERPRISES INC USD0.01   | 88,200           |
| 3,270                      | AFFILIATED MANAGERS GROUP INC COM STK USD0.01                       | 313,757          |
| 40,600                     | AFLAC INC COM STK USD0.10   | 1,756,356        |
| 50,373                     |   | 1,759,529        |

|        |  |           |
|--------|--|-----------|
|        | AGILENT TECHNOLOGIES INC COM STK<br>USD0.01    |           |
| 31,000 | AGILENT TECHNOLOGIES INC COM STK<br>USD0.01    | 1,082,830 |
| 10,100 | AGRIUM INC COM NPV                             | 680,084   |
| 4,400  | AIR METHODS CORP COM STK USD0.06               | 371,580   |
| 3,000  | AIR PRODUCTS & CHEMICALS INC COM STK<br>USD1   | 257,310   |
| 28,800 | ALCOA INC COM STK USD1                         | 249,120   |
| 800    | ALEXANDRIA REAL ESTATE EQUITIES INC COM<br>STK | 55,568    |
| 9,698  | ALEXION PHARMACEUTICAL INC COM NPV<br>USD0.001 | 693,407   |
| 4,490  | ALLEGHENY TECHNOLOGIES INC COM STK<br>USD0.10  | 214,622   |
| 31,352 | ALLERGAN INC COM STK USD0.01                   | 2,750,824 |
| 12,000 | ALLIANCE DATA SYSTEM COM STK USD0.01           | 1,246,080 |
| 12,100 | ALLIANCE DATA SYSTEM COM STK USD0.01           | 1,256,464 |
| 52,600 | ALLSCRIPTS HEALTHCARE SOLUTIONS INC<br>COM STK | 996,244   |
| 30,400 | ALLSTATE CORP COM STK USD0.01                  | 839,648   |
| 38,000 | ALPHA NATURAL RESOURCES COM STK<br>USD0.01     | 776,340   |
| 37,313 | ALTERA CORP COM STK USD0.001                   | 1,384,312 |
| 10,800 | ALTERA CORP COM STK USD0.001                   | 400,680   |
| 9,230  | ALTERRA CAPITAL HLDGS LTD USD0.01              | 218,105   |
| 6,000  | ALTERRA CAPITAL HLDGS LTD USD0.01              | 141,780   |
| 31,954 | AMAZON COM INC COM STK USD0.01                 | 5,531,237 |
| 12,575 | AMC NETWORKS INC USD0.01                       | 472,569   |
| 18,300 | AMEREN CORP COM STK USD0.01                    | 606,279   |
| 22,785 | AMERICAN EAGLE OUTFITTER COM STK<br>USD0.01    | 350,889   |

|         |   |           |
|---------|---|-----------|
| 35,528  | AMERICAN EXPRESS CO COM USD0.20                 | 1,675,856 |
| 10,457  | AMERICAN GREETINGS CORP COM STK CLASS'A'USD1    | 132,386   |
| 43,359  | AMERICAN TOWER CORP CLASS'A' COM USD0.01        | 2,601,974 |
| 12,500  | AMERIPRISE FINANCIAL INC COM STK USD0.01        | 620,500   |
| 36,400  | AMERIPRISE FINANCIAL INC COM STK USD0.01        | 1,806,896 |
| 22,400  | AMERISOURCEBERGEN CORP COM STK NPV              | 833,056   |
| 14,400  | AMGEN INC COM STK USD0.0001                     | 924,624   |
| 30,900  | AMPHENOL CORP CLASS'A'COM STK USD0.001          | 1,402,962 |
| 4,380   | AMSURG CORP COM STK NPV                         | 114,055   |
| 21,613  | ANADARKO PETROLEUM CORP COM STK USD0.10         | 1,649,720 |
| 26,200  | ANN INC USD0.0068                               | 649,236   |
| 29,550  | ANWORTH MORTGAGE ASSET CORP COM STK USD0.01     | 191,780   |
| 13,595  | APOLLO INVESTMENT CORP COM STK USD0.001         | 91,358    |
| 21,098  | APPLE INC COM STK NPV                           | 8,544,690 |
| 3,300   | APPLE INC COM STK NPV                           | 1,336,500 |
| 12,367  | APTARGROUP INC COM STK USD0.01                  | 645,186   |
| 8,700   | ARCHER DANIELS MIDLAND CO COM STK NPV           | 248,820   |
| 27,995  | ARES CAPITAL CORP COM STK USD0.001              | 432,523   |
| 6,119   | ARGO GROUP INTL HLDGS COM STK USD0.01           | 177,206   |
| 15,859  | ARM HLDGS ADS EACH REP 3 ORD                    | 438,819   |
| 57,700  | ARRIS GROUP INC COM STK USD0.01                 | 624,314   |
| 31,100  | ARROW ELECTRONICS INC COM STK USD1              | 1,163,451 |
| 24,135  | ARROW ELECTRONICS INC COM STK USD1              | 902,890   |
| 16,160  | ASBURY AUTOMOTIVE GROUP INC COM STK USD0.01     | 348,410   |
| 15,355  | ASCENA RETAIL GROUP INC USD0.05                 | 456,351   |
| 3,275   | ASHLAND INC COM STK USD1                        | 187,199   |
| 32,500  | ASML HOLDING NV EUR0.09(NY REG)                 | 1,358,175 |
| 7,600   | ASPEN INSURANCE HLDGS COM STK USD0.15144558     | 201,400   |
| 15,000  | ASSURANT INC COM STK USD0.01                    | 615,900   |
| 4,460   | ASSURANT INC COM STK USD0.01                    | 183,128   |
| 4,100   | ASSURANT INC COM STK USD0.01                    | 168,346   |
| 88,800  | ASSURED GUARANTY LTD COM STK USD0.01            | 1,166,832 |
| 18,800  | ASTRAZENECA PLC ADR EACH REP 1 ORD USD0.25(MGT) | 870,252   |
| 35,951  | ATMEL CORP COM STK USD0.001                     | 291,203   |
| 228,593 | ATMEL CORP COM STK USD0.001                     | 1,851,603 |
| 24,800  | ATWOOD OCEANICS INC COM STK USD1                | 986,792   |
| 10,000  | AUTOLIV INC COM STK USD1                        | 534,900   |
| 2,055   | AUTOLIV INC COM STK USD1                        | 109,922   |
| 1,800   | AUTOZONE INC COM STK USD0.01                    | 584,946   |
| 47,133  | AVAGO TECHNOLOGIES LTD NPV                      | 1,360,258 |
| 18,900  | AVERY DENNISON CORP COM STK USD1                | 542,052   |
| 41,700  | AVNET INC COM STK USD1                          | 1,296,453 |
| 18,925  | AVNET INC COM STK USD1                          | 588,378   |
| 6,730   | AXIS CAPITAL HLDGS COM STK USD0.0125            | 216,706   |
| 20,481  | BAIDU INC ADR EACH REPR 0.10 SHARE A            | 2,385,422 |
| 12,153  | BAKER HUGHES INC COM STK USD1                   | 591,122   |
| 7,100   | BALL CORP COM STK NPV                           | 253,541   |
| 13,700  | BALL CORP COM STK NPV                           | 489,227   |
| 15,817  | BANK OF HAWAII CORP COM STK USD2                | 703,698   |
| 30,956  | BAYERISCHE MOTOREN WERKE AG ADR EACH REPR 0.333 | 688,152   |



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|  |           |
|--|-----------|
| 12,632BBCN BANCORP INC                                 | 119,372   |
| 19,700BE AEROSPACE INC COM STK USD0.01                 | 762,587   |
| 9,760 BEACON ROOFING SUPPLY INC COM STK USD0.01 CLS'A' | 197,445   |
| 25,606BED BATH AND BEYOND COM STK USD0.01              | 1,484,380 |
| 9,200 BED BATH AND BEYOND COM STK USD0.01              | 533,324   |
| 3,000 BEL FUSE INC CLASS'B'SHS USD0.1                  | 56,250    |
| 31,200BELDEN INC COM STK USD0.01                       | 1,040,056 |
| 6,455 BELDEN INC COM STK USD0.01                       | 215,145   |
| 5,100 BELDEN INC COM STK USD0.01                       | 169,983   |
| 61,800BELO CORP CLASS'A'COM STK USD1.67                | 389,340   |
| 19,500BEMIS CO INC COM STK USD0.10                     | 586,560   |
| 3,200 BERRY PETROLEUM CORP CLASS'A'COM STK USD0.01     | 134,464   |
| 11,800BILL BARRETT CORP COM NPV                        | 402,026   |
| 9,500 BIOMED REALTY TRUST INC COM STK USD0.01          | 173,660   |
| 6,000 BLACK BOX CORP COM STK USD0.001                  | 168,660   |

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|---|-----------|
| 15,900BMC SOFTWARE INC COM STK USD0.01                  | 521,202   |
| 17,656BOEING CO COM STK USD5                            | 1,295,068 |
| 25,123BORG-WARNER INC COM STK USD0.01                   | 1,601,340 |
| 17,900BP AMOCO P.L.C ADR-EACH CNV INTO 6 ORD USD0.25    | 765,046   |
| 8,900BRADY CORP 'A'NON.V USD0.01                        | 280,973   |
| 20,100BRINK'S COMPANY BRINKS GROUP COM USD1             | 540,288   |
| 9,610BRINK'S COMPANY BRINKS GROUP COM USD1              | 258,317   |
| 48,911BRISTOL-MYERS SQUIBB CO COM STK USD0.10           | 1,723,624 |
| 24,400BRISTOL-MYERS SQUIBB CO COM STK USD0.10           | 859,856   |
| 5,615BRISTOW GROUP INC COM STK USD0.01                  | 266,095   |
| 43,840BROADCOM CORP CLASS'A'COM STK USD0.0001           | 1,287,142 |
| 15,600BROOKFIELD RESIDENTIAL PPTYS INC USD0.01          | 121,836   |
| 47,300BROOKS AUTOMATION INC                             | 485,771   |
| 37,900BRUNSWICK CORP COM STK USD0.75                    | 684,474   |
| 36,950BUCKLE COM STK USD0.05                            | 1,510,147 |
| 4,400BUNGE LTD COM STK USD0.01                          | 251,680   |
| 36,424BURBERRY GROUP SPON ADR EACH REP 2 ORD            | 1,356,579 |
| 61,900CA INC COM STK USD0.10                            | 1,251,309 |
| 50,500CABLEVISION SYSTEMS CORP NY GROUP COM STK USD0.01 | 718,110   |
| 6,959CABOT CORP COM STK USD1                            | 223,662   |
| 3,400CACI INTL INC CLASS A COM                          | 190,128   |
| 91,600CAE INC COM NPV                                   | 888,520   |
| 13,565CALLAWAY GOLF CO COM STK USD0.01                  | 75,014    |
| 9,700CAMBREX CORP COM STK USD0.10                       | 69,646    |
| 60,800CAMECO CORP COM NPV                               | 1,103,404 |
| 22,200CAMERON INTERNATIONAL CORP COM STK USD0.01        | 1,092,018 |
| 6,619CAMPUS CREST COMMUNITIES INC USD0.01               | 67,646    |
| 14,100CAPITAL ONE FINANCIAL CORP COM STK USD0.01        | 596,289   |
| 11,430CAPSTEAD MTGE.CORP COM STK USD0.01                | 147,104   |
| 15,600CAPSTEAD MTGE.CORP COM STK USD0.01                | 200,772   |
| 20,400CARDINAL HEALTH INC COM STK NPV                   | 832,830   |
| 19,300CARLISLE COS INC COM STK USD1                     | 854,990   |
| 23,700CARLISLE COS INC COM STK USD1                     | 1,049,910 |
| 2,700CASCADE CORP COM STK USD0.50                       | 128,034   |
| 6,400CATAHY GENERAL BANCORP COM STK USD0.01             | 95,552    |
| 4,850CATO CORP CLASS'A'COM STK USD0.03 1/3              | 118,486   |
| 22,200CBS CORP CLASS'B' COM STK USD0.001                | 605,524   |
| 6,300CEC ENTERTAINMENT COM STK USD0.10                  | 218,421   |
| 5,649CELANESE CORP COM STK USD0.0001 CLS'A'             | 250,081   |
| 23,000CELANESE CORP COM STK USD0.0001 CLS'A'            | 1,018,210 |
| 42,510CELGENE CORP COM STK USD0.01                      | 2,873,676 |
| 6,310CENTENE CORP(DEL) COM STK USD0.001                 | 249,813   |
| 1,800CF INDUSTRIES HOLDINGS INC COM STK USD0.01         | 260,964   |
| 9,376CH ROBINSON WORLDWIDE INC COM STK USD0.10          | 657,351   |
| 29,740CHARMING SHOPPES INC COM STK USD0.10              | 145,726   |
| 5,385CHATHAM LODGING TRUST USD0.01                      | 58,993    |
| 8,553CHECKPOINT SYSTEMS COM STK USD0.10                 | 93,570    |
| 7,300CHEVRON CORP COM STK USD0.75                       | 776,720   |
| 12,608CHICAGO BRIDGE & IRON CO N.V. EUR0.01 (REG)       | 476,582   |
| 22,600CHICOS FAS INC COM STK USD0.01                    | 251,764   |

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| 12,600  | CHICOS FAS INC COM STK USD0.01                   | 140,364   |
| 2,900   | CHILDRENS PLACE RETAIL STORE INC COM STK USD0.10 | 154,048   |
| 6,625   | CHILDRENS PLACE RETAIL STORE INC COM STK USD0.10 | 351,920   |
| 6,154   | CHIPOTLE MEXICAN GRILL COM STK USD0.01           | 2,078,452 |
| 9,000   | CHUBB CORP COM STK USD1                          | 626,490   |
| 2,758   | CIBER INC COM STK USD0.01                        | 10,646    |
| 20,500  | CIGNA CORP COM STK USD0.25                       | 861,000   |
| 324,500 | CINCINNATI BELL NC USD0.01                       | 983,235   |
| 4,100   | CLIFFS NATURAL RESOURCES INC COM STK USD0.125    | 255,635   |
| 12,700  | CLIFFS NATURAL RESOURCES INC COM STK USD0.125    | 791,845   |
| 24,559  | COACH INC COM STK USD0.01                        | 1,504,607 |
| 3,300   | COACH INC COM STK USD0.01                        | 202,265   |
| 19,000  | COGNEX CORP COM STK USD0.002                     | 680,010   |
| 15,700  | COINSTAR INC COM STK USD0.001                    | 716,548   |
| 4,565   | COLONY FINANCIAL INC USD0.01                     | 73,268    |

|   |           |
|---|-----------|
| 396 COLONY FINANCIAL INC USD0.01                          | 6,356     |
| 5,210 COLUMBIA BANKING SYSTEMS INC COM STK NPV            | 100,397   |
| 6,390 COMERICA INC COM STK USD5                           | 165,501   |
| 1,735 COMMERCE BANCSHARES INC COM STK USD5                | 66,138    |
| 31,510 COMPUTER SCIENCES CORP COM STK USD1                | 753,089   |
| 11,589 COMSTOCK RESOURCES INC COM STK USD0.50             | 177,312   |
| 15,857 COMTECH TELECOMMUNICATIONS COM STK USD0.10         | 453,827   |
| 10,900 CONOCOPHILLIPS COM STK USD1.25                     | 794,283   |
| 48,600 CONVERGYS CORP COM STK NPV                         | 620,622   |
| 5,100 CORN PRODUCTS INTERNATIONAL INC COM STK USD0.01     | 269,229   |
| 29,812 COSTCO WHOLESALE CORP COM STK USD0.005             | 2,483,936 |
| 5,902 COVANCE INC COM STK USD0.01                         | 269,839   |
| 11,145 COVANTA HOLDING CORP                               | 153,411   |
| 2,769 CRA INTERNATIONAL INC COM                           | 54,937    |
| 5,400 CUMMINS INC COM STK USD2.50                         | 475,308   |
| 10,000 CUMMINS INC COM STK USD2.50                        | 880,200   |
| 24,300 CUMMINS INC COM STK USD2.50                        | 2,138,886 |
| 8,405 CURTISS-WRIGHT CORP COM STK USD1                    | 296,949   |
| 12,111 CVB FINANCIAL NPV                                  | 121,473   |
| 48,460 CYS INVESTMENTS INC USD0.01                        | 636,764   |
| 11,466 CYS INVESTMENTS INC USD0.01                        | 150,663   |
| 29,600 DANA HOLDING CORP USD0.01                          | 359,640   |
| 9,600 DARDEN RESTAURANTS INC COM STK NPV                  | 437,568   |
| 2,455 DAVITA INC COM STK USD0.001                         | 186,114   |
| 6,300 DECKERS OUTDOOR CORP COM STK USD0.01                | 476,091   |
| 8,200 DECKERS OUTDOOR CORP COM STK USD0.01                | 619,674   |
| 83,600 DELL INC COM STK USD0.01                           | 1,223,068 |
| 5,000 DELPHI FINANCIAL GROUP INC CLASS'A' COM STK USD0.01 | 221,500   |
| 13,600 DIANA SHIPPING INC COM STK USD0.01                 | 101,728   |
| 15,400 DIEBOLD INC COM STK USD1.25                        | 463,078   |
| 5,060 DIEBOLD INC COM STK USD1.25                         | 152,154   |
| 13,500 DIRECTV USD0.01                                    | 577,260   |
| 24,600 DISCOVER FINANCIAL SERVICES COM STK USD0.01        | 592,860   |
| 49,150 DISCOVERY COMMUNICATIONS INC CLS 'C' USD0.01       | 1,852,955 |
| 32,870 DOLE FOOD CO INC USD0.001                          | 284,326   |
| 6,800 DOLLAR TREE INC COM STK USD0.01                     | 565,148   |
| 33,800 DONNELLEY(R.R.)& SONS CO COM STK USD1.25           | 487,734   |
| 48,036 DONNELLEY(R.R.)& SONS CO COM STK USD1.25           | 693,159   |
| 13,000 DOVER CORP COM STK USD1                            | 754,650   |
| 10,700 DOVER CORP COM STK USD1                            | 621,135   |
| 9,300 DOW CHEMICAL CO COM STK USD2.50                     | 269,793   |
| 20,677 DU PONT(E.I.)DE NEMOURS & CO COM STK USD0.30       | 946,593   |
| 5,500 DU PONT(E.I.)DE NEMOURS & CO COM STK USD0.30        | 251,790   |
| 69,379 DUKE REALTY CORP COM STK USD0.01                   | 836,017   |
| 10,998 DUNKIN BRANDS GROUP INC USD0.001                   | 274,730   |
| 19,735 EARTHLINK INC COM STK USD0.01                      | 127,093   |
| 6,440 EAST WEST BANCORP INC USD0.001                      | 127,190   |
| 7,000 EASTMAN CHEMICAL CO COM STK USD0.01                 | 275,240   |
| 11,200 EATON CORP COM USD0.50                             | 487,536   |
| 13,300 EBIX. COM INC USD0.10                              | 293,930   |

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| 14,800  | EDISON INTERNATIONAL COM STK NPV                   | 617,530   |
| 9,700   | EL PASO ELECTRIC CO COM STK NPV                    | 336,008   |
| 8,885   | ELECTRONICS FOR IMAGING INC COM STK USD0.01        | 126,611   |
| 137,394 | EMC CORP COM STK USD0.01                           | 2,959,467 |
| 39,800  | ENCANA CORP COM NPV                                | 737,494   |
| 7,300   | ENDURANCE SPECIALTY HLDGS LTD USD1                 | 279,225   |
| 4,900   | ENERGEN CORP COM STK USD0.01                       | 245,000   |
| 19,560  | ENERSYS COM USD0.01                                | 507,973   |
| 11,604  | ENERSYS COM USD0.01                                | 301,356   |
| 19,000  | ENI ADR EACH REP 2 ORD (MGT)                       | 784,130   |
| 4,633   | ENSIGN GROUP INC COM NPV                           | 113,786   |
| 500     | ENSTAR GROUP LIMITED SHS                           | 49,100    |
| 8,000   | ENTERGY CORP COM STK USD0.01                       | 584,400   |
| 8,100   | ENTERTAINMENT PROPERTY TRUST SHS OF BENEFICIAL INT | 359,721   |
| 11,815  | EQUIFAX INC COM STK USD1.25                        | 457,713   |

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| 1,416 EQUITY LIFESTYLE PROPERTIES INC COM STK USD0.01    | 94,964    |
| 20,775 ESTEE LAUDER COMPANIES INC USD0.01 A              | 2,333,448 |
| 9,500 ESTERLINE TECHNOLOGIES CORP COM STK USD0.20        | 531,715   |
| 17,460 EXIDE TECHNOLOGIES COM STK USD0.01                | 45,920    |
| 13,764 EXPEDITORS INTERN OF WASHINGTON INC COM STK       | 563,773   |
| 38,600 EXPRESS INC USD0.01                               | 769,684   |
| 6,290 EXPRESS INC USD0.01                                | 125,423   |
| 45,783 EXPRESS SCRIPTS INC COM STK USD0.01               | 2,046,042 |
| 9,100 EXXON MOBIL CORP COM STK NPV                       | 771,316   |
| 8,300 F5 NETWORK INC COM STK USD0.01                     | 880,796   |
| 13,815 FEDERATED INVESTORS INC COM STK CLASS'B'USD0.01   | 209,297   |
| 28,035 FIDELITY NATIONAL FINANCIAL INC CLASS 'A' COM STK | 446,598   |
| 19,440 FIFTH STREET FINANCE CORP USD0.01                 | 186,041   |
| 49,600 FIFTH THIRD BANCORP COM STK NPV                   | 634,880   |
| 39,800 FINISAR CORP USD0.001                             | 666,451   |
| 10,240 FINISH LINE INC CLASS'A'COM STK USD0.01           | 197,478   |
| 24,250 FIRST AMERICAN FINANCIAL CORP USD0.00001          | 308,703   |
| 1,110 FIRST CITIZENS BANCSHARES INC NRTH CLASS'A'SHS     | 194,572   |
| 19,619 FIRST MIDWEST BANCORP COM STK USD0.01             | 198,937   |
| 32,200 FIRST NIAGARA FINANCIAL GROUP INC COM             | 277,886   |
| 13,000 FIRSTENERGY CORP COM STK USD0.10                  | 575,900   |
| 48,475 FLEXTRONICS INTERNATIONAL ORD USD0.01             | 274,369   |
| 11,700 FLOWSERVE CORP COM STK USD1.25                    | 1,165,788 |
| 10,300 FLUOR CORP(NEW) COM STK USD0.01                   | 518,763   |
| 24,520 FLUSHING FINANCIAL CORP COM STK USD0.01           | 309,688   |
| 5,900 FLUSHING FINANCIAL CORP COM STK USD0.01            | 74,517    |
| 12,952 FNB CORP PA COM STK USD0.01                       | 146,487   |
| 24,400 FOOT LOCKER INC COM STK USD0.01                   | 581,696   |
| 5,405 FOOT LOCKER INC COM STK USD0.01                    | 128,855   |
| 7,948 FOOT LOCKER INC COM STK USD0.01                    | 189,480   |
| 4,900 FOSSIL INC COM STK USD0.01                         | 388,864   |
| 37,600 FOSTER WHEELER AG CHF3                            | 719,664   |
| 6,000 FRANKLIN RESOURCES INC COM STK USD0.10             | 576,360   |
| 9,030 FRESH DEL MONTE PRODUCE NV COM STK USD0.01         | 225,840   |
| 10,165 FTI CONSULTING INC COM STK USD0.01                | 431,199   |
| 7,500 FULLER(H.B.)CO COM STK USD1                        | 173,325   |
| 18,100 FULTON FINANCIAL CORP COM STK USD2.50             | 178,647   |
| 4,040 G & K SERVICES INC CLASS'A'COM STK USD0.50         | 117,604   |
| 1,500 G & K SERVICES INC CLASS'A'COM STK USD0.50         | 43,665    |
| 9,230 GAMESTOP CORPORATION NEW CLASS 'A' COM USD0.001    | 222,720   |
| 67,900 GANNETT CO INC COM STK USD1                       | 913,255   |
| 8,265 GENERAC HLDGS USD0.01                              | 231,668   |
| 17,719 GENERAL CABLE CORP COM STK USD0.01                | 443,152   |
| 17,740 GENWORTH FINANCIAL INC COM STK USD0.001           | 116,197   |
| 7,340 GEO GROUP INC COM USD0.01                          | 122,945   |
| 21,100 GILEAD SCIENCES INC COM STK USD0.001              | 863,623   |
| 28,100 GLOBAL PAYMENTS INC COM STK USD0.001              | 1,331,378 |
| 3,045 GLOBAL PAYMENTS INC COM STK USD0.001               | 144,272   |
| 4,300 GLOBAL PAYMENTS INC COM STK USD0.001               | 203,734   |
| 35,330 GLOBE SPECIALTY METALS INC USD0.0001              | 473,069   |

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| 16,161 GOLDMAN SACHS GROUP INC COM STK USD0.01           | 1,461,439 |
| 6,600 GOLDMAN SACHS GROUP INC COM STK USD0.01            | 596,838   |
| 22,100 GOODRICH CORP COM STK USD5                        | 2,740,179 |
| 5,700 GOODRICH PETROLEUM CORPORATION COM STK USD0.20     | 78,261    |
| 6,863 GOOGLE INC COM STK USD0.001 CLS'A'                 | 4,432,812 |
| 4,400 GRACO INC COM STK USD1                             | 179,916   |
| 50,800 GRAND CANYON EDUCATION INC USD0.01                | 810,768   |
| 2,775 GRANITE CONSTRUCTION COM STK USD0.01               | 66,184    |
| 56,105 GRAPHIC PACKAGING HLDG CO USD0.01                 | 239,007   |
| 2,261 GREATBATCH INC COM STK USD0.001                    | 49,968    |
| 4,500 GREEN MOUNTAIN COFFEE ROASTERS INC COM STK USD0.10 | 201,825   |
| 12,711 GRIFFON CORP COM STK USD0.25                      | 116,051   |
| 3,925 GROUP 1 AUTOMOTIVE INC COM STK NPV                 | 203,315   |
| 36,000 GUESS INC COM STK USD0.01                         | 1,080,720 |
| 1,400 HANCOCK HOLDING CO COM STK USD3.33                 | 44,758    |

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| 13,215  | HANGER ORTHOPEDIC USD0.01                         | 246,988   |
| 9,800   | HANGER ORTHOPEDIC USD0.01                         | 183,162   |
| 3,085   | HANOVER INSURANCE GROUP INC COM STK USD0.01       | 107,821   |
| 32,203  | HARLEY DAVIDSON COM STK USD0.01                   | 1,251,731 |
| 127,600 | HARMONIC INC COM STK USD0.001                     | 643,104   |
| 11,315  | HARRIS CORP COM STK USD1                          | 407,793   |
| 13,570  | HARSCO CORP COM STK USD1.25                       | 279,271   |
| 38,700  | HARTFORD FINANCIAL SERVICES GRP INC COM STK       | 631,945   |
| 13,315  | HATTERAS FINANCIAL CORP USD0.001                  | 363,100   |
| 23,800  | HCC INSURANCE HLDG COM STK USD1                   | 658,189   |
| 8,339   | HEALTH CARE REIT INC COM STK USD1                 | 454,726   |
| 9,300   | HEALTHWAYS INC COM STK USD0.001                   | 63,798    |
| 14,400  | HEIDRICK & STRUGGLES COM STK USD0.01              | 310,176   |
| 10,625  | HEIDRICK & STRUGGLES COM STK USD0.01              | 228,863   |
| 11,510  | HELIX ENERGY SOLUTIONS GROUP INC COM STK NPV      | 181,858   |
| 13,400  | HELMERICH & PAYNE INC COM STK USD0.10             | 782,024   |
| 28,800  | HELMERICH & PAYNE INC COM STK USD0.10             | 1,680,768 |
| 7,500   | HERBALIFE LTD                                     | 387,525   |
| 46,300  | HEXCEL CORP COM STK USD0.01                       | 1,120,923 |
| 10,490  | HILLENBRAND INC NPV                               | 234,137   |
| 2,809   | HILL-ROM HOLDINGS INC COM STK NPV                 | 94,635    |
| 9,500   | HUMANA INC COM STK USD0.166                       | 834,670   |
| 11,500  | HUMANA INC COM STK USD0.166                       | 1,010,390 |
| 114,200 | HUNTINGTON BANCSHARES INC COM STK NPV             | 631,526   |
| 33,110  | HUNTINGTON BANCSHARES INC COM STK NPV             | 183,098   |
| 5,495   | HUNTINGTON INGALLS INDUSTRIES INC USD0.01 WI      | 171,884   |
| 13,200  | IAC/INTERACTIVE CORP COM STK USD0.001             | 562,320   |
| 16,900  | IAC/INTERACTIVE CORP COM STK USD0.001             | 719,940   |
| 17,665  | ICON SPON ADR EACH 1 REP I SHR                    | 302,248   |
| 52,200  | IGATE CORP COM STK USD0.01                        | 821,106   |
| 23,697  | ILLUMINA INC COM STK USD0.01                      | 722,285   |
| 33,900  | IMMUNOGEN INC COM STK USD0.01                     | 392,562   |
| 2,355   | INFINITY PROPERTY & CASUALTY CORP COM NPV         | 133,623   |
| 21,735  | INGRAM MICRO INC CLASS'A'COM STK USD0.01          | 395,360   |
| 6,850   | INSIGHT ENTERPRISE INC COM STK USD0.01            | 104,737   |
| 9,600   | INSIGHT ENTERPRISE INC COM STK USD0.01            | 146,784   |
| 6,510   | INTEGRA LIFESCIENCES HLDGS CORP COM STK USD0.01   | 200,703   |
| 26,865  | INTEGRATED DEVICE TECHNOLOGY INC COM STK USD0.001 | 146,683   |
| 82,211  | INTEGRATED DEVICE TECHNOLOGY INC COM STK USD0.001 | 448,872   |
| 40,700  | INTERMEC INC COM STK USD0.01                      | 279,202   |
| 18,528  | INTERNATIONAL BUS MACH CORP COM STK USD0.20       | 3,406,929 |
| 6,600   | INTERNATIONAL BUS MACH CORP COM STK USD0.20       | 1,213,608 |
| 9,000   | INTERNATIONAL PAPER CO COM STK USD1               | 266,400   |
| 7,695   | INTERNATIONAL SPEEDWAY CORP CLASS'A'COM STK       | 195,068   |
| 28,000  | INTERXION HLDG NV EUR0.1                          | 376,600   |
| 24,900  | INTUIT INC COM STK USD0.01                        | 1,309,491 |
| 68,900  | ION GEOPHYSICAL CORPORATION COM STK USD0.01       | 422,357   |
| 63,700  | ISIS PHARMACEUTICAL COM STK USD0.001              | 459,277   |
| 33,600  | ITT EDUCATIONAL SERVICES INC COM STK USD0.01      | 1,911,504 |
| 214     | JACK IN THE BOX INC COM STK USD0.01               | 4,473     |



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| 18,180 | JANUS CAPITAL GROUP INC COM STK USD0.01 | 114,716   |
| 29,000 | JDA SOFTWARE GROUP INC COM STK USD0.01  | 939,310   |
| 73,900 | JDS UNIPHASE CORP COM STK USD0.008      | 771,516   |
| 35,106 | JOHNSON & JOHNSON COM STK USD1          | 2,302,251 |
| 13,100 | JOHNSON & JOHNSON COM STK USD1          | 859,098   |
| 16,800 | JOHNSON CONTROLS INC COM STK USD0.01388 | 528,192   |
| 6,600  | JOY GLOBAL INC COM STK USD1             | 494,802   |
| 13,400 | JOY GLOBAL INC COM STK USD1             | 1,004,598 |
| 47,353 | JPMORGAN CHASE & CO COM STK USD1        | 1,574,487 |
| 18,900 | JPMORGAN CHASE & CO COM STK USD1        | 628,425   |
| 82,559 | JUNIPER NETWORKS COM STK USD0.00001     | 1,685,029 |
| 21,600 | KANSAS CITY SOUTHERN COM STK USD0.01    | 1,469,016 |
| 15,385 | KAR AUCTION SERVICES INC USD0.01        | 207,698   |
| 20,200 | KBR INC COM STK USD0.001                | 563,904   |
| 5,315  | KENNAMETAL INC CAP STK USD1.25          | 194,104   |

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| 6,000 KENNAMETAL INC CAP STK USD1.25                     | 219,120   |
| 84,000 KEYCORP COM STK USD1                              | 645,960   |
| 17,892 KINDRED HEALTHCARE INC COM STK USD0.25            | 210,589   |
| 22,155 KNIGHT CAPITAL GROUP INC CLASS'A' COM STK USD0.01 | 261,872   |
| 11,520 KNOLL INC COM STK USD1                            | 171,072   |
| 3,855 KNOLL INC COM STK USD1                             | 57,247    |
| 42,437 KRAFT FOODS INC COM STK NPV CLS'A'                | 1,597,753 |
| 2,600 LAKELAND FINANCIAL CORP COM STK USD0.01            | 67,262    |
| 27,700 LAM RESEARCH CORP COM STK USD0.001                | 1,025,454 |
| 4,860 LANDSTAR SYSTEMS INC COM STK USD0.01               | 232,891   |
| 58,700 LAS VEGAS SANDS CORP COM STK USD0.001             | 2,508,251 |
| 13,173 LA-Z-BOY INC COM STK USD1                         | 156,759   |
| 4,370 LEAR CORP COM NEW WI                               | 173,926   |
| 19,725 LENNAR CORP COM STK USD0.10                       | 387,596   |
| 29,566 LEVEL 3 COMMUNICATIONS INC USD0.01                | 502,326   |
| 4,400 LEXMARK INTERNATIONAL INC CLASS'A' COM STK USD0.01 | 145,508   |
| 12,400 LIBERTY MEDIA CORP-LIBERTY CAPITAL                | 967,820   |
| 9,500 LIFE TECHNOLOGIES CORP COM                         | 369,645   |
| 2,457 LIFE TIME FITNESS INC COM STK USD0.02              | 114,865   |
| 6,570 LIFEPOINT HOSPITALS INC COM STK USD0.01            | 244,076   |
| 21,300 LILLY(ELD)& CO COM STK NPV                        | 885,228   |
| 14,900 LIMITED BRANDS INC COM STK USD0.50                | 601,215   |
| 2,400 LIMITED BRANDS INC COM STK USD0.50                 | 96,840    |
| 70,000 LIN TV CORP COM STK USD0.01                       | 296,100   |
| 19,095 LINCARE HLDGS INC COM STK USD0.01                 | 490,932   |
| 30,500 LINCOLN NATIONAL CORP COM STK USD1.25             | 592,310   |
| 43,505 LINCOLN NATIONAL CORP COM STK USD1.25             | 844,867   |
| 13,424 LINKEDIN CORP USD0.0001 A                         | 845,846   |
| 31,960 LIVE NATION ENTERTAINMENT INC COM STK USD0.01     | 265,588   |
| 7,700 LORILLARD INC USD0.01                              | 877,800   |
| 134,400 LSI CORPORATION COM STK USD0.01                  | 799,680   |
| 5,700 LTC PROPERTIES INC COM STK USD0.01                 | 175,902   |
| 32,068 LULULEMON ATHLETICA INC COM STK USD0.01           | 1,496,293 |
| 5,200 M & T BANK CORP COM STK USD5                       | 396,968   |
| 2,000 MACK CALI REALTY CORP COM STK USD0.01              | 53,380    |
| 18,400 MACY'S INC COM STK USD0.01                        | 593,832   |
| 12,600 MADISON SQUARE GARDEN CO/THE                      | 360,864   |
| 36,500 MANPOWER INC                                      | 1,304,875 |
| 9,820 MANPOWER INC                                       | 351,065   |
| 11,976 MASTERCARD INC COM STK                            | 4,464,892 |
| 19,600 MATTEL INC COM STK USD1                           | 544,096   |
| 3,820 MATTHEWS INTL CORP CLASS'A' COM STK USD1           | 120,063   |
| 30,512 MAXIM INTEGRATED PRODUCTS COM STK USD0.001        | 794,532   |
| 2,940 MAXIMUS INC COM STK NPV                            | 121,569   |
| 5,776 MB FINANCIAL INC COM STK USD0.01                   | 98,770    |
| 1,603 MCDONALDS CORP COM                                 | 160,829   |
| 10,700 MCKESSON CORP COM STK USD0.01                     | 835,777   |
| 26,158 MEAD JOHNSON NUTRITION USD0.01                    | 1,804,640 |
| 25,600 MEADWESTVACO CORPORATION COM NPV                  | 766,720   |
| 6,270 MENS WEARHOUSE INC COM STK USD0.01                 | 203,211   |

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| 19,900METLIFE INC COM STK USD0.01               | 620,482   |
| 67,610MFA FINANCIAL INC COM STK USD0.01         | 472,594   |
| 12,300MFA FINANCIAL INC COM STK USD0.01         | 85,977    |
| 44,105MGIC INVESTMENT CORP COM STK USD1         | 164,512   |
| 87,500MICROMET INC COM STK USD0.00004           | 629,125   |
| 49,000MICROSOFT CORP COM STK USD0.00000625      | 1,272,040 |
| 46,400MILLER(HERMAN) INC COM STK USD0.20        | 857,136   |
| 2,900 MINERALS TECHNOLOGIES INC COM STK USD0.10 | 163,937   |
| 2,760 MONRO MUFFLER BRAKE INC COM STK USD0.01   | 107,060   |
| 47,127MONSANTO CO COM STK USD0.01               | 3,302,189 |
| 17,360MONSTER WORLDWIDE INC COM STK USD0.001    | 137,665   |
| 5,500 MOOG INC CLASS'A'(LIM.V)USD1              | 241,615   |
| 76,259MORGAN STANLEY COM STK USD0.01            | 1,153,799 |
| 26,800MOSAIC CO(THE) USD0.01                    | 1,351,524 |
| 2,415 MUELLER INDUSTRIES INC COM STK USD0.01    | 92,784    |

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| 7,200 MURPHY OIL CORP COM USD1                          | 401,328   |
| 3,900 MYERS INDUSTRIES INC COM STK NPV                  | 48,399    |
| 62,400 MYLAN INC COM STK USD0.50                        | 1,339,104 |
| 43,200 MYRIAD GENETICS INC COM STK USD0.01              | 904,608   |
| 44,700 NABORS INDUSTRIES COM STK USD0.001               | 775,098   |
| 10,800 NATIONAL OILWELL VARCO INC COM STK USD0.01       | 734,292   |
| 20,264 NATIONAL PENN BANCSHARES COM STK NPV             | 171,028   |
| 25,305 NAVIGANT CONSULTING INC COM STK USD0.001         | 288,730   |
| 14,395 NAVIGANT CONSULTING INC COM STK USD0.001         | 164,247   |
| 12,800 NAVISTAR INTERNATIONAL CORP COM STK USD0.10      | 484,864   |
| 33,449 NETAPP INC COM STK NPV                           | 1,213,195 |
| 17,800 NETAPP INC COM STK NPV                           | 645,606   |
| 8,900 NEWFIELD EXPLORATION CO COM STK USD0.01           | 335,797   |
| 32,200 NEWS CORP CLASS'A'NON VTG COM STK USD0.01        | 574,448   |
| 28,700 NII HOLDINGS INC COM STK USD0.001                | 611,310   |
| 38,343 NIKE INC CLASS'B'COM STK NPV                     | 3,708,918 |
| 11,600 NOBLE CORPORATION CHF3.28                        | 350,552   |
| 12,500 NORDSTROM INC COM STK NPV                        | 621,375   |
| 35,500 NORTH AMERICAN ENERGY PARTNERS COM NPV           | 228,620   |
| 3,400 NORTHROP GRUMMAN CORP COM STK USD1                | 198,832   |
| 15,700 NOVARTIS AG ADR EACH REPR 1 CHF0.50(REGD)        | 897,569   |
| 38,000 NOVELLUS SYSTEMS INC COM STK NPV                 | 1,569,020 |
| 22,339 NOVO-NORDISK AS ADR EACH REPR 1 CLS'B'           | 2,574,793 |
| 32,300 NRG ENERGY INC COM STK USD0.01                   | 585,276   |
| 3,850 NU SKIN ENTERPRISES INC CLASS'A'COM STK USD0.001  | 186,995   |
| 22,000 NUANCE COMMUNICATIONS INC COM STK USD0.001       | 553,520   |
| 38,400 NV ENERGY INC COM STK USD0.01                    | 627,840   |
| 18,339 OCCIDENTAL PETROLEUM CORP COM USD0.20            | 1,726,800 |
| 8,100 OCCIDENTAL PETROLEUM CORP COM USD0.20             | 762,910   |
| 2,550 OCEANEERING INTERNATIONAL INC COM STK USD0.25     | 117,632   |
| 41,365 OCWEN FINANCIAL CORP COM STK USD0.01             | 598,965   |
| 4,900 OLD DOMINION FREIGHT LINE INC COM STK USD0.10     | 198,597   |
| 8,700 OMEGA HEALTHCARE INVESTORS COM STK USD0.10        | 168,345   |
| 14,845 OMNICARE INC COM STK USD1                        | 511,410   |
| 27,700 ONYX PHARMACEUTICALS COM STK USD0.001            | 1,217,415 |
| 132,498 ORACLE CORP USD0.01                             | 3,398,574 |
| 44,300 ORACLE CORP USD0.01                              | 1,136,295 |
| 105,000 ORIENT EXPRESS HOTELS LTD CLS'A'COM STK USD0.01 | 784,350   |
| 4,630 OSHKOSH CORPORATION                               | 98,989    |
| 8,935 OWENS & MINOR INC COM STK USD2                    | 248,304   |
| 8,900 OWENS CORNING INC COM STK USD0.01                 | 255,608   |
| 22,100 OWENS-ILLINOIS INC COM STK USD0.01               | 428,298   |
| 2,400 OXFORD INDUSTRIES INC COM STK USD1                | 108,288   |
| 34,000 PALL CORP COM STK USD0.10                        | 1,943,100 |
| 8,700 PANTRY INC COM STK USD0.01                        | 104,139   |
| 4,300 PAR PHARMACEUTICAL USD0.01                        | 140,739   |
| 9,100 PARAMETRIC TECHNOLOGY CORP NEW COM STK USD0.01    | 166,166   |
| 10,055 PAREXEL INTERNATIONAL CORP COM STK USD0.01       | 208,541   |
| 6,250 PARKER-HANNIFIN CORP COM STK USD0.50              | 476,563   |
| 3,925 PARTNERRE COM STK USD1                            | 252,024   |

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| 9,000 PEP BOYS MANNY MOE & JACK COM STK USD1       | 99,000  |
| 39,500 PFIZER INC COM STK USD0.05                  | 854,780 |
| 13,600 PG&E CORP COM STK NPV                       | 566,780 |
| 25,665 PHH CORP COM STK NPV                        | 274,616 |
| 10,900 PHH CORP COM STK NPV                        | 116,630 |
| 11,200 PHILIP MORRIS INTERNATIONAL INC NPV         | 887,600 |
| 8,300 PHILLIPS VAN HEUSEN CORP COM STK USD1        | 585,067 |
| 11,617 PIER 1 IMPORTS INC COM STK USD1             | 161,825 |
| 12,500 PINNACLE WEST CAPITAL CORP COM STK USD2.50  | 602,250 |
| 13,200 PINNACLE WEST CAPITAL CORP COM STK USD2.50  | 635,976 |
| 9,800 PIONEER NATURAL RESOURCES CO COM STK USD0.01 | 876,904 |
| 26,800 PITNEY BOWES INC COM STK USD1               | 496,872 |
| 12,515 PLATINUM UNDERWRITERS HLDGS LTD SHS         | 426,887 |
| 3,300 PLATINUM UNDERWRITERS HLDGS LTD SHS          | 112,563 |
| 10,600 PNC FINANCIAL SERVICES GROUP COM STK USD5   | 611,302 |

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| 24,825 | PNM RESOURCES INC COM STK USD5                 | 452,560   |
| 10,500 | POLARIS INDUSTRIES INC COM STK USD0.01         | 587,790   |
| 6,800  | POLARIS INDUSTRIES INC COM STK USD0.01         | 380,664   |
| 3,100  | PPG INDUSTRIES INC COM STK USD1.666            | 258,819   |
| 23,029 | PRECISION CASTPARTS CORP COM NPV               | 3,795,640 |
| 15,900 | PRECISION CASTPARTS CORP COM NPV               | 2,620,638 |
| 3,644  | PRICELINE.COM INC COM STK USD0.008             | 1,704,335 |
| 600    | PRICELINE.COM INC COM STK USD0.008             | 280,626   |
| 25,100 | PRINCIPAL FINANCIAL GROUP COM STK USD0.01      | 617,460   |
| 7,120  | PROGRESS SOFTWARE CORP COM STK USD0.01         | 137,772   |
| 4,099  | PROSPERITY BANCSHARES INC COM STK USD1         | 166,194   |
| 11,600 | PRUDENTIAL FINANCIAL INC COM STK USD0.01       | 581,392   |
| 22,715 | PULTE GROUP INC COM STK USD0.01                | 143,332   |
| 10,600 | QEP RESOURCES INC USD0.01                      | 310,580   |
| 40,755 | QUALCOMM INC COM STK USD0.0001                 | 2,229,299 |
| 45,200 | RADVISION ORD ILS0.10                          | 382,844   |
| 19,642 | RALPH LAUREN CORP USD0.01 A                    | 2,716,096 |
| 37,900 | RAYMOND JAMES FINANCIAL INC COM STK USD0.01    | 1,178,311 |
| 6,535  | RAYMOND JAMES FINANCIAL INC COM STK USD0.01    | 203,173   |
| 35,203 | RED HAT USD0.0001                              | 1,453,532 |
| 16,495 | REDWOOD TRUST INC COM STK USD0.01              | 167,919   |
| 33,900 | REGENERON PHARMACEUTICALS INC COM STK USD0.001 | 1,879,077 |
| 7,200  | REGIS CORP COM STK USD0.05                     | 119,160   |
| 6,845  | REINSURANCE GROUP OF AMERICA USD0.01           | 357,651   |
| 3,100  | REINSURANCE GROUP OF AMERICA USD0.01           | 161,975   |
| 5,300  | RELIANCE STEEL & ALUMINIUM COM STK NPV         | 258,057   |
| 2,490  | RENAISSANCERE HLDGS COM STK USD1               | 185,181   |
| 10,445 | RENT-A-CENTER INC COM STK USD0.01              | 388,136   |
| 90,000 | RF MICRO DEVICES INC COM STK NPV               | 486,000   |
| 24,700 | ROBERT HALF INTERNATIONAL INC COM STK USD1     | 702,962   |
| 1,970  | ROCK-TENN CO CLASS'A'COM STK USD0.01           | 113,669   |
| 4,617  | ROPER INDUSTRIES INC COM STK USD0.01           | 401,079   |
| 10,785 | ROSETTA RESOURCES INC COM STK USD0.01          | 469,148   |
| 12,200 | ROSS STORES INC COM STK USD0.01                | 579,866   |
| 30,300 | ROWAN COS INC COM STK USD0.125                 | 918,999   |
| 29,300 | ROYAL CARIBBEAN CRUISES COM STK USD0.01        | 728,691   |
| 10,400 | ROYAL DUTCH SHELL ADR EACH REPR 2'A'SHS        | 760,136   |
| 31,800 | RTI INTERNATIONAL METALS INC COM STK USD0.01   | 738,078   |
| 17,200 | RUBY TUESDAY INC COM USD0.01                   | 118,680   |
| 9,057  | RUDDICK CORP COM STK USD1                      | 387,368   |
| 1,000  | RYDER SYSTEM INC COM STK USD0.50               | 53,140    |
| 4,900  | S & T BANCORP INC COM STK USD2.50              | 95,795    |
| 63,700 | SAKS INC COM STK USD0.10                       | 621,075   |
| 26,149 | SALESFORCE.COM INC COM STK USD0.001            | 2,653,078 |
| 23,900 | SANOFI ADR ECH REP 1/2 ORD EUR2 SPON           | 873,306   |
| 22,300 | SAP AG ADR EACH 1 REP 1 COM NPV(SPONS)LEVEL II | 1,180,785 |
| 22,029 | SARA LEE CORP COM STK USD0.01                  | 419,322   |
| 53,954 | SCHLUMBERGER COM STK USD0.01                   | 3,699,086 |
| 93,235 | SCHWAB(CHARLES)CORP COM STK USD0.01            | 1,049,826 |
| 91,600 | SEACHANGE INTERNATIONAL INC COM STK USD0.01    | 643,948   |

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| 4,400 SEACOR HLDGS INC COM STK USD0.01                | 391,424   |
| 27,070 SEAGATE TECHNOLOGY PLC USD0.00001              | 443,948   |
| 48,900 SEATTLE GENETICS INC COM STK USD0.01           | 817,364   |
| 31,440 SELECT MEDICAL HLDGS CORP USD0.001             | 266,611   |
| 16,780 SEMGROUP CORP COM STK 'CLS A'                  | 437,287   |
| 3,305 SENSIENT TECHNOLOGIES CORP COM STK USD0.10      | 125,260   |
| 22,090 SERVICE CORPORATION INTERNATIONAL COM STK USD1 | 235,259   |
| 23,600 SHAW GROUP INC COM STK NPV                     | 634,840   |
| 32,076 SHIRE PLC                                      | 3,332,696 |
| 13,400 SIGNET JEWELERS LTD COM STK USD0.18            | 589,064   |
| 4,400 SIGNET JEWELERS LTD COM STK USD0.18             | 193,424   |
| 83,400 SINCLAIR BROADCAST GROUP INC CLASS'A'COM STK   | 944,922   |
| 10,430 SKECHERS USA INC CLASS'A'COM STK USD0.001      | 126,412   |
| 36,000 SKYWORKS SOLUTIONS INCCOM                      | 583,920   |
| 44,200 SLM CORP COM STK USD0.20                       | 592,280   |
| 25,300 SLM CORP COM STK USD0.20                       | 339,020   |

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| 2,395 SM ENERGY CO                                   | 175,075   |
| 8,435 SOLUTIA INC COM STK USD0.01                    | 145,757   |
| 13,500 SOLUTIA INC COM STK USD0.01                   | 233,280   |
| 23,700 SONOCO PRODUCTS CO COM STK NPV                | 781,152   |
| 19,500 SOTHEBYS INC CLASS'A'LIM.V COM STK USD0.10 BR | 556,335   |
| 47,088 SOUTHWESTERN ENERGY CO COM STK USD0.10        | 1,503,991 |
| 9,200 SPARTAN STORES INC COM STK USD0.01             | 170,200   |
| 28,800 ST.JUDE MEDICAL INC COM STK USD0.10           | 993,888   |
| 2,400 STANCORP FINANCIAL GROUP COM STK NPV           | 88,200    |
| 6,900 STANDEX INTERNATIONAL CORP COM STK USD1.5      | 235,773   |
| 79,918 STARBUCKS CORP COM STK NPV                    | 3,677,027 |
| 78,200 STEELCASE INC COM STK NPV                     | 588,064   |
| 4,900 STERIS CORP COM STK NPV                        | 146,118   |
| 3,975 STIFEL FINANCIAL CORP COM STK USD0.15          | 127,399   |
| 86,500 STILLWATER MINING CO COM STK USD0.01          | 904,790   |
| 22,600 SUNOCO INC COM STK USD1                       | 927,052   |
| 4,670 SVB FINANCIAL GROUP COM STK USD0.001           | 222,712   |
| 8,265 SWIFT ENERGY CO COM STK USD0.01                | 245,636   |
| 2,300 SY BANCORP INC COM STK NPV                     | 47,633    |
| 10,045 SYKES ENTERPRISES INC COM STK USD0.01         | 157,305   |
| 8,856 SYKES ENTERPRISES INC COM STK USD0.01          | 138,685   |
| 19,265 SYMETRA FINANCIAL CORP USD0.01                | 174,734   |
| 12,720 SYMMETRY MEDICAL INC COM STK USD0.0001        | 101,633   |
| 9,155 SYNEX CORP COM STK USD0.001                    | 278,861   |
| 64,100 TALISMAN ENERGY INC COM NPV                   | 817,275   |
| 65,910 TCF FINANCIAL COM STK USD0.01                 | 680,191   |
| 7,500 TECK RESOURCES LTD CLASS'B'SUB-VTG COM NPV     | 266,646   |
| 31,200 TECO ENERGY INC COM STK USD1                  | 597,168   |
| 4,615 TELETECH HLDGS COM STK USD0.01                 | 74,763    |
| 18,330 TERADYNE INC COM STK USD0.125                 | 249,838   |
| 7,330 TEREX CORP COM STK USD0.01                     | 99,028    |
| 8,635 THOR INDUSTRIES COM STK USD0.10                | 238,153   |
| 3,800 TIDEWATER INC COM STK USD0.10                  | 187,340   |
| 18,700 TIFFANY & CO COM STK USD0.01                  | 1,244,485 |
| 13,200 TIMKEN CO COM STK NPV                         | 510,972   |
| 10,845 TOLL BROS INC COM STK USD0.01                 | 221,455   |
| 15,300 TOTAL S.A ADR EACH CNV INTO 1 SHR             | 792,485   |
| 8,685 TOWERS WATSON & CO CLASS A USD0.01             | 521,361   |
| 7,700 TRACTOR SUPPLY CO COM STK USD0.008             | 540,155   |
| 8,896 TRANSDIGM GROUP INC USD0.01                    | 851,169   |
| 17,600 TRANSOCEAN LTD CHF15                          | 675,664   |
| 10,200 TRAVELERS COS INC/THE                         | 603,534   |
| 46,300 TRIMBLE NAVIGATION COM STK NPV                | 2,009,420 |
| 126,600 TRIQUINT SEMI CONDUCTOR INC COM STK USD0.001 | 616,542   |
| 15,800 TRW AUTOMOTIVE HLDGS CORP COM STK USD0.01     | 515,080   |
| 14,005 TUTOR PERINI CORP COM STK USD1                | 172,822   |
| 58,700 TW TELECOM INC CLS'A'COM STK USD0.01          | 1,137,606 |
| 12,115 TWO HARBORS INVESTMENT CORP USD0.0001         | 116,789   |
| 15,200 TWO HARBORS INVESTMENT CORP USD0.0001         | 146,528   |
| 7,300 UGI CORP COM NPV                               | 216,518   |



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| 21,400ULTRA PETROLEUM CORP COM NPV                      | 634,082   |
| 39,033UNIFI INC USD0.1                                  | 296,651   |
| 16,738UNION PACIFIC CORP COM STK USD2.50                | 1,783,043 |
| 2,700 UNISOURCE ENERGY CORP COM STK NPV                 | 99,684    |
| 2,900 UNITED BANKSHARES INC COM STK USD2.50             | 82,882    |
| 16,400UNITED STATES CELLULAR CORP COM STK USD1          | 715,532   |
| 15,400UNITED STATES STEEL CORP COM STK USD1             | 407,484   |
| 12,972UNITED STATIONERS INC COM STK USD0.10             | 424,055   |
| 20,307UNITED TECHNOLOGIES CORP COM STK USD1             | 1,484,239 |
| 16,600UNITEDHEALTH GROUP INC COM STK USD0.01            | 841,288   |
| 3,820 UNIVERSAL CORP COM STK NPV                        | 175,567   |
| 32,900UNIVERSAL HEALTH SERVICES INC CLASS'B'COM USD0.01 | 1,278,494 |
| 27,900UNUM GROUP COM                                    | 587,853   |
| 31,108URS CORP COM STK USD0.01                          | 1,092,513 |
| 35,800US AIRWAYS GROUP INC                              | 181,506   |
| 12,460UTI WORLDWIDE INC ORD NPV                         | 165,593   |

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| 5,135 VALASSIS COMMUNICATIONS INC COM STK USD0.01          | 98,746         |
| 34,800 VALERO ENERGY CORP(NEW) USD0.01                     | 732,540        |
| 20,829 VALIDUS HOLDING LTD COM STK USD0.175                | 656,125        |
| 13,667 VALLEY NATIONAL BANCORP COM STK NPV                 | 171,418        |
| 33,900 VALSPAR CORP COM STK USD0.50                        | 1,327,863      |
| 14,105 VCA ANTECH INC COM STK USD0.01                      | 278,574        |
| 8,400 VECTREN CORP COM NPV                                 | 253,932        |
| 30,163 VERTEX PHARMACEUTICAL COM STK USD0.01               | 1,001,713      |
| 4,100 VF CORP COM STK NPV                                  | 520,659        |
| 4,400 VF CORP COM STK NPV                                  | 558,756        |
| 13,500 VIACOM INC NEW CLASS'B' NON-VTG COM USD0.001        | 616,410        |
| 5,818 VIAD CORP COM STOCK USD1.5                           | 101,931        |
| 16,587 VISA INC USD0.0001 'A'                              | 1,684,078      |
| 73,100 VISHAY INTL USD0.10                                 | 657,169        |
| 42,414 VMWARE INC CLS'A' COM STK USD0.01                   | 3,528,421      |
| 48,300 WADDELL & REED FINL INC CL A                        | 1,208,466      |
| 40,100 WADDELL & REED FINL INC CL A                        | 1,003,302      |
| 5,539 WADDELL & REED FINL INC CL A                         | 138,586        |
| 81,606 WALT DISNEY(HLDG)CO DISNEY COM STK USD0.01          | 3,109,189      |
| 2,075 WARNACO GROUP INC CLS'A' COM STK USD0.01             | 103,833        |
| 14,700 WATERS CORP COM STK USD0.01                         | 1,088,535      |
| 12,400 WELLPOINT INC COM STK USD0.01                       | 821,500        |
| 30,300 WERNER ENTERPRISES INC COM STK USD0.01              | 730,230        |
| 29,600 WESCO INTERNATIONAL INC COM STK USD0.01             | 1,569,096      |
| 4,825 WESCO INTERNATIONAL INC COM STK USD0.01              | 255,773        |
| 800 WESTAMERICA BANCORP COM STK NPV                        | 35,120         |
| 49,300 WESTERN UNION COMPANY (THE) COM STK USD0.01         | 900,218        |
| 86,600 WESTERN UNION COMPANY (THE) COM STK USD0.01         | 1,581,316      |
| 8,200 WHIRLPOOL CORP COM STK USD1                          | 389,090        |
| 38,100 WHITING PETROLEUM CORP COM STK USD0.001             | 1,778,889      |
| 38,336 WHOLE FOODS MARKET INC COM STK NPV                  | 2,667,419      |
| 5,315 WILLIS GROUP HLDGS PLC ORD SHS USD0.000115           | 207,604        |
| 66,400 WINN-DIXIE STORES INC COM USD1                      | 622,832        |
| 9,025 WORLD FUEL SERVICES CORP COM STK USD0.01             | 379,208        |
| 9,400 WRIGHT EXPRESS CORP COM STK USD0.01                  | 510,232        |
| 1,300 WSFS FINANCIAL CORP COM STK USD0.01                  | 46,748         |
| 15,800 WYNDHAM WORLDWIDE USD0.01                           | 597,714        |
| 13,100 WYNDHAM WORLDWIDE USD0.01                           | 495,573        |
| Total Corporate Stock                                      | \$ 442,805,802 |
| Corporate Debt Securities                                  |                |
| 125,000 ALTRIA GROUP INC 8.5% NTS 10/NOV/2013 USD1000      | \$ 142,624     |
| 100,000 AMERICAN AIRLINES INC 8.625% NTS 15/OCT/2021       | 104,084        |
| 100,000 AMERICAN EXPRESS CO 7.25% LN STK 20/MAY/2014       | 112,503        |
| 50,000 ANADARKO PETROLEUM CORP 5.95% SNR NTS 15/SEP/2016   | 57,553         |
| 75,000 ARCELORMITTAL SA 9% LN STK 15/FEB/2015 USD1000      | 85,469         |
| 123,000 AT&T INC 5.35% BDS 01/SEP/2040 USD1000             | 140,556        |
| 350,000 BANK OF AMERICA CORP 5.65% BDS 01/MAY/2018 USD5000 | 336,759        |
| 150,000 BANK OF AMERICA CORP FLTG RATE NTS 15/JUN/2016     | 121,202        |
| 200,000 BANK OF NEW YORK MELLON CORP 1.7% BDS 24/NOV/2014  | 201,443        |

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| 75,000  | BARCLAYS BANK PLC 5% SNR NTS 22/SEP/2016 USD       | 78,706  |
| 208,402 | BAYVIEW COMMERCIAL ASSET TRUST 2005-3A A1 VAR      | 155,971 |
| 117,794 | BAYVIEW COMMERCIAL ASSET TRUST 2005-4 A-2 14       | 81,319  |
| 125,000 | BEAR STEARNS CO 7.25% BDS 01/FEB/2018 USD1000      | 150,320 |
| 100,000 | BEAR STEARNS COMM MTG SEC 2005-T20 A4A             | 111,018 |
| 305,000 | BEAR STEARNS COMMERCIAL MORTGAGE SECURITIES TRUST  | 328,968 |
| 125,000 | BERKSHIRE HATHAWAY FINANCE CORP 5% GTD SNR NTS     | 135,467 |
| 25,000  | BERKSHIRE HATHAWAY FINANCE CORP 5.4% SNR NOTE      | 29,328  |
| 100,000 | CHASE CAPITAL VI FLTG RATE NTS 01/AUG/2028 USD1000 | 68,665  |
| 50,000  | CITIGROUP INC 5.30% 07/JAN/2016                    | 53,126  |
| 125,000 | CITIGROUP INC 6.125% NTS 15/MAY/2018 USD1000       | 131,495 |
| 145,000 | CITIGROUP INC 8.125% BDS 15/JUL/2039 USD1000       | 182,961 |
| 100,000 | CITIGROUP INC GLBL SR NT 6% 15/AUG/2017            | 107,063 |
| 75,000  | COCA-COLA ENTERPRISES INC 7.375% NTS 03/MAR/2014   | 87,000  |
| 75,000  | COMCAST CORP 5.875% BD15/FEB/2018 USD1000          | 88,385  |
| 75,000  | COMCAST CORP 6.4% BDS 01/MAR/2040 USD2000          | 94,830  |
| 165,000 | COMMERCIAL MORTGAGE TRUST FR CMO 10/JUL/2038       | 184,110 |
| 15,488  | CONTINENTAL AIRLINES INC 7.707% BDS 02/OCT/2022    | 16,886  |
| 114,008 | CONTINENTAL AIRLINES INC 9% BDS 08/JUL/2016        | 130,340 |

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| 55,769  | CONTINENTAL AIRLINES PASS THRU TST 5.983% CMO      | 58,734  |
| 125,000 | CREDIT SUISSE AG 5.5% SNR MTN 01/MAY/2014 USD      | 131,073 |
| 75,000  | DAIMLERCHRYSLER NA HOLDINGS CORPORATION 6.5%       | 82,313  |
| 100,000 | DUKE REALTY CORP 5.875% 15/AUG/2012                | 104,363 |
| 100,000 | ENTERGY TEX INC 3.6% BDS 01/JUN/2015 USD1000       | 104,077 |
| 100,000 | ERP OPERATING FLTG RTE NTS 13/APR/2015 USD1000     | 111,738 |
| 100,000 | FIRST CHICAGO NBD CORP FLTG RATE NOTES 01/FEB/2027 | 69,255  |
| 75,000  | GENERAL ELEC CAP CORP 5.50% 08/JAN/2020            | 84,504  |
| 75,000  | GENERAL ELECTRIC CAPITAL CORP 4.8% MTN 01/MAY/2013 | 79,116  |
| 100,000 | GENERAL ELECTRIC CAPITAL CORP 5.875% BDS           | 108,684 |
| 75,000  | GENERAL ELECTRIC CAPITAL CORP 6.875% BDS           | 92,302  |
| 100,000 | GENERAL ELECTRIC CAPITAL CORP FLTG RATE MTN        | 74,151  |
| 18,000  | GENERAL MILLS INC 5.65% NTS 10/SEP/2012 USD1000    | 18,866  |
| 36,000  | GENERAL MILLS INC 6% NOTES 15/FEB/2012 USD1000     | 37,025  |
| 125,000 | GOLDMAN SACHS GROUP INC 5.375% 15/MAR/2020         | 125,356 |
| 50,000  | GOLDMAN SACHS GROUP INC 6.00% 15/JUN/2020          | 51,351  |
| 175,000 | GOLDMAN SACHS GROUP INC 6.15% BDS 01/APR/2018      | 183,306 |
| 210,000 | GREENWICH CAPITAL COMMERCIAL FUNDING CORP 5.444%   | 228,254 |
| 185,000 | HCP INC BDS 15/SEP/2016 USD1000                    | 206,409 |
| 125,000 | HEALTH CARE REIT INC 6.125% BDS 15/APR/2020        | 131,131 |
| 50,000  | HEALTHCARE REALTY TRUST INC 6.5% SNR NTS           | 55,177  |
| 175,000 | HSBC HLDGS 4.875% BDS 14/JAN/2022 USD1000          | 185,999 |
| 50,000  | IUNITED DOMINION RLTY TR                           | 54,392  |
| 75,000  | JOHN DEERE CAPITAL CORP 4.9% MTN 09/OCT/2013       | 81,170  |
| 50,000  | JP MORGAN CHASE BK NEW YORK NY 6% BDS 01/OCT/2017  | 54,535  |
| 50,000  | JPM CHASE CAPITAL XXV 7% BDS 01/NOV/2039 USD1000   | 50,896  |
| 100,000 | JPMORGAN CHASE & CO FR CAP SECS 'U' 15/JAN/2087    | 71,064  |
| 150,000 | KOREA DEVELOPMENT BANK 8% BDS 23/JAN/2014 USD1000  | 170,307 |
| 100,000 | KRAFT FOODS INC 6.5% BDS 09/FEB/2040 USD1000       | 132,658 |
| 75,000  | KROGER CO 7.5% BDS 15/JAN/2014 USD1000             | 86,412  |
| 100,000 | LIBERTY PROP LP 53117CAJ1 5.125 02/MAR/2015        | 106,755 |
| 100,000 | LLOYDS TSB BANK PLC 6.375% BDS 21/JAN/2021 USD1000 | 103,047 |
| 75,000  | MCKESSON HBOC INC 5.7% BDS 01/MAR/2017 USD1000     | 88,926  |
| 75,000  | MIDAMERICAN ENERGY HLDGS 6.125% BDS 01/APR/2036    | 90,725  |
| 125,000 | MORGAN STANLEY 5.45% NTS 09/JAN/2017 USD1000       | 123,600 |
| 125,000 | MORGAN STANLEY 6.6250% 01/APR/2018                 | 125,501 |
| 50,000  | MORGAN STANLEY 7.3% BDS 13/MAY/2019 USD100000      | 51,409  |
| 220,000 | MORGAN STANLEY CAPITAL I TRUST FR CMO 12/NOV/2049  | 243,918 |
| 50,000  | NBC UNIVERSAL MEDIA LLC 5.150% SNR NT 30/APR/2020  | 56,105  |
| 147,423 | NCUA GTD NTS MASTER TRUST VAR MTG BDS 08/DEC/2020  | 148,062 |
| 293,359 | NCUA GTD NTS TRUST 2010-R1 FR MTG BDS 07/OCT/2020  | 293,826 |
| 267,474 | NCUA GTD NTS TRUST 2010-R2 FLTG RATE GTD NTS       | 267,593 |
| 166,789 | NCUA GTD NTS TRUST 2010-R2 VAR MTG BDS 05/NOV/2020 | 166,875 |
| 375,339 | NCUA GTD NTS TRUST 2011-R1 VAR MTG BDS 08/JAN/2020 | 376,174 |
| 335,898 | NCUA GTD NTS TRUST 2011-R2 VAR MTG BDS 06/FEB/2020 | 336,056 |
| 128,141 | NCUA GUARANTEED NOTES TRUST 2010-R3 II-A VARIABLE  | 128,736 |
| 350,206 | NCUA GUARANTEED NOTES TRUST 2011-C1 II-A VARIABLE  | 351,004 |
| 25,000  | NEWS AMERICA INC 6.15% SNR NTS 01/MAR/2037 USD1000 | 27,840  |
| 50,000  | NEWS AMERICA INC 6.4% SNR NTS 15/DEC/2035 USD1000  | 54,932  |
| 100,000 | PANHANDLE EASTERN PIPE LINE CO 7% SNR NTS          | 114,928 |

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| 25,000  | PETROBRAS INTERNATIONAL FINANCE 6.875% BDS         | 29,723  |
| 75,000  | PETROBRAS INTERNATIONAL FINANCE 7.875% GTD BDS     | 91,266  |
| 100,000 | PRUDENTIAL FINANCIAL INC 6.625% 21/JUN/2040        | 110,654 |
| 125,000 | PUBLIC SVC CO NEW MEXICO SR UNSEC NT 21            | 128,614 |
| 75,000  | ROHM&HAAS HLDGS 6% 15/SEP/2017                     | 86,601  |
| 100,000 | ROYAL BANK OF SCOTLAND PLC 4.875% BDS 16/MAR/2015  | 97,040  |
| 75,000  | SAFEWAY INC 5.8% 15/AUG/2012                       | 78,657  |
| 125,000 | SIMON PROPERTY GROUP INC 5.875% BDS 01/MAR/2017    | 145,217 |
| 75,000  | SOUTHERN COPPER CORP 7.5% SNR NTS 27/JUL/2035      | 84,329  |
| 75,000  | SOUTHERN POWER COMPANIES 4.875% NTS 15/JUL/2015    | 83,764  |
| 100,000 | SPECTRA ENERGY CAPITAL LLC 7.5% BDS 15/SEP/2038    | 132,326 |
| 75,000  | TELECOM ITALIA CAPITAL 6% NTS 30/SEP/2034 USD1000  | 56,710  |
| 75,000  | TELECOM ITALIA CAPITAL 7.175% BDS 18/JUN/2019      | 70,477  |
| 140,000 | TIAA REAL ESTATE VAR BDS 15/AUG/2039 USD10000      | 151,871 |
| 100,000 | TIME WARNER CABLE 4% GTD 01/SEP/2021 USD           | 102,384 |
| 25,000  | TIME WARNER CABLE 7.5% SNR NTS 01/APR/2014 USD     | 28,460  |
| 50,000  | TIME WARNER ENT 8.375% SUB NTS 15/JUL/2033 USD1000 | 67,467  |
| 125,000 | TUSCON ELECTRIC POWER 5.15% BDS 15/NOV/2021        | 133,653 |
| 50,000  | UNITED DOM RLTY 5.13% 15/JAN/2014                  | 52,825  |

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| 125,000US BANCORP 4.2% NTS 15/MAY/2014 USD1000        | 134,499       |
| 75,000VERIZON COMMUNICATIONS INC 6.9% BDS 15/APR/2038 | 101,337       |
| 100,000WASTE MANAGEMENT INC 7% SNR NOTES 13/JUL/2028  | 128,608       |
| 75,000WELLPOINT INC 7.00% BDS 15/FEB/2019 USD1000     | 92,476        |
| 50,000WELLS FARGO COMPANY 4.375% 31/JAN/2013          | 52,593        |
| 100,000XEROX CORP 5.5% SNR NTS 15/MAY/2012 USD1000    | 102,361       |
| Total Corporate Debt Securities                       | \$ 12,142,693 |

Government Bonds

|   |              |
|---|--------------|
| 100,000BAY AREA TOLL AUTH CALIF 6.263% BDS 01/APR/2049    | \$ 132,038   |
| 50,000CALIFORNIA ST FOR PREVIOUS ISSUES SEE 13063A        | 59,016       |
| 50,000CALIFORNIA STATE 7.55% BDS 01/APR/2039 USD5000      | 62,080       |
| 40,000CALIFORNIA STATE 7.625% MUNI BDS 01/MAR/2040        | 50,231       |
| 330,000FEDERAL FARM CR BKS CONS BD FLT 12 08/AUG/2012     | 330,114      |
| 50,000ILLINOIS (STATE OF) 4.071% BDS 01/JAN/2014 USD5000  | 52,356       |
| 75,000ILLINOIS (STATE OF) 4.421% BDS 01/JAN/2015 USD1000  | 79,291       |
| 40,000ILLINOIS ST FOR ISSUES DTD PRIOR TO 01/16/2010 SEE  | 43,850       |
| 75,000ISRAEL ST BD DTD 13/JUN/2003 DUE 15/JUN/2013        | 78,275       |
| 175,000NEW YORK NY CITY MUN WTR FIN AUTH 6.011% BDS       | 220,922      |
| 50,000ONTARIO(PROVINCE OF) 5.45% BDS 27/APR/2016 USD5000  | 58,544       |
| 125,000REPUBLIC OF POLAND 6.25% DUE 03/JUL/2012           | 132,313      |
| 50,000SAN DIEGO CNTY CALIF WTR AUTH FING 6.138% BDS       | 63,386       |
| 1,130,000UNITED STATES OF AMER TREAS NOTES 3% 15/JUL/2012 | 1,473,648    |
| 440,000UNITED STATES TREAS BDS 04.375% 15/MAY/2041        | 575,792      |
| 4,920,000UNITED STATES TREAS NTS 2.125% 15/AUG/2021       | 5,081,351    |
| 775,000US Treasury Note - .875%, 1/31.2010 (912828JY7)    | 775,484      |
| Total Government Bonds                                    | \$ 9,268,691 |

Mortgage Backed Securities

|   |              |
|---|--------------|
| 1,369,452FANNIE MAE 2004-97 ZH 4.500% 25/JAN/2035       | \$ 1,492,463 |
| 436,510FED HOME LOAN MTG 5.5% MBPT 01/JAN/2038 USD1000  | 476,243      |
| 337,575FEDERAL HOME LN MTG CORP PTN CTFS 4% MTG BDS     | 357,433      |
| 660,000FEDERAL HOME LN MTG CORP VAR RT 12/OCT/2012      | 660,502      |
| 175,000FEDERAL HOME LOAN MORTGAGE CORP 0.6% NTS         | 175,217      |
| 360,000FEDERAL HOME LOAN MORTGAGE CORP 0.75% BDS        | 360,902      |
| 357,193FEDERAL HOME LOAN MORTGAGE CORP 4.0% BDS         | 378,206      |
| 330,000FEDERAL NATIONAL MORTGAGE ASSOC 0.2835% BDS      | 330,372      |
| 685,000FEDERAL NATIONAL MORTGAGE ASSOC 0.6% NTS         | 686,381      |
| 700,000FEDERAL NATIONAL MORTGAGE ASSOC 3.00% MTG BDS    | 722,859      |
| 521,274FEDERAL NATIONAL MORTGAGE ASSOC 5% MBPT          | 565,900      |
| 325,000FEDERAL NATIONAL MORTGAGE ASSOC VAR MTG BDS      | 325,338      |
| 378,179FEDERAL NATIONAL MORTGAGE ASSOCIATION 5.0% POOL  | 410,554      |
| 72,454FHLMC MORTPASS ARM 01/APR/2037 1N PN# 1N1454      | 77,415       |
| 140,300FHLMC MORTPASS ARM 01/FEB/2037 1G PN# 1G2628     | 148,645      |
| 47,030FHLMC MORTPASS ARM 01/SEP/2037 1G PN# 1G2201      | 51,270       |
| 60,000FHLMC REMIC SERIES 3.974% MTG BDS 25/JAN/2021     | 66,167       |
| 652,441FHLMC REMIC SERIES 3197 DZ 15/AUG/2036 5.00000   | 727,778      |
| 195,000FHLMCGLD MORTPASS 3.5% 01/DEC/2041 Q0 PN# Q05261 | 200,753      |
| 392,733FHLMCGLD MORTPASS 4% 01/OCT/2041 Q0 PN# Q04091   | 415,837      |

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|---|---------|
| 235,465FHLMCGLD MORTPASS 4.5% 01/JUN/2041 Q0 PN# Q01638 | 252,521 |
| 393,011FHLMCGLD MORTPASS 5.5% 01/NOV/2037 G0 PN# G03695 | 429,215 |
| 369,327FHLMCGLD MORTPASS 6.5% 01/MAY/2034 P5 PN# P50216 | 418,197 |
| 534,223FNMA MORTPASS 3.5% 01/DEC/2041 CL PN# AB4044     | 551,792 |
| 158,133FNMA MORTPASS 3.703% 01/SEP/2020 XY PN# FN0000   | 169,624 |
| 163,065FNMA MORTPASS 3.787% 01/OCT/2020 XY PN# AE0918   | 175,732 |
| 158,233FNMA MORTPASS 3.888% 01/DEC/2020 XY PN# FN0001   | 171,366 |
| 743,552FNMA MORTPASS 4% 01/AUG/2029 CT PN# MA0142       | 788,223 |
| 84,208FNMA MORTPASS 4.444% 01/JAN/2021 XY PN# FN0003    | 93,935  |
| 259,345FNMA MORTPASS 4.5% 01/JUL/2029 CT PN# MA0115     | 278,345 |
| 771,425FNMA MORTPASS 4.5% 01/MAY/2048 CZ PN# 257280     | 816,490 |
| 550,190FNMA MORTPASS 5% 01/AUG/2047 CZ PN# 995963       | 591,789 |
| 479,996FNMA MORTPASS 5% 01/SEP/2033 CL PN# 738567       | 521,088 |
| 138,173FNMA MORTPASS 5.5% 01/JUN/2036 CL PN# 889745     | 151,678 |
| 231,272FNMA MORTPASS 6.5% 01/AUG/2037 CL PN# 936879     | 260,285 |

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|                                 |   |    |            |
|---------------------------------|---|----|------------|
| 1,400,000                       | FREDDIE MAC 3048 QJ 5.000% 15/OCT/2025                  |    | 1,565,722  |
| 219,149                         | FREDDIE MAC 3345 FN,07- VARIABLE 15/NOV/2036            |    | 218,426    |
| 221,833                         | FREDDIE MAC 3345 PF VARIABLE 15/MAY/2036                |    | 221,077    |
|                                 | Total Mortgage Backed Securities                        | \$ | 16,305,740 |
| Registered Investment Companies |   |    |            |
| 2,742                           | ABERDEEN GLOBAL NATURAL RESOURCES FD INSTL SVC CL       | \$ | 43,454     |
| 191                             | ADVISORS INNER CIRCLE FD ACADIAN EMERGING MKTS INSTL CL |    | 3,037      |
| 171                             | ADVISORS INNER CIRCLE FD CAMBIAR AGGR VALUE FD INV CL   |    | 1,774      |
| 3,138                           | ADVISORS INNER CIRCLE FD RICE HALL JAMES SMALL MID CAP  |    | 38,979     |
| 61                              | ADVISORS SER TR CHASE MID-CAP GROWTH FD CL A            |    | 2,094      |
| 3,214                           | AEGIS HIGH YIELD FUND                                   |    | 29,083     |
| 1,561                           | ALLIANCEBERNSTEIN INTL VALUE FUND ADVISOR CL            |    | 16,559     |
| 521                             | ALLIANZ FDS NFJ SMALL CAP VALUE FD CL D                 |    | 14,874     |
| 916                             | ALLIANZ FDS RCM GLOBAL COMMODITY FD CL D                |    | 13,719     |
| 151                             | ALLIANZ NFJ INTL VALUE FD CL D                          |    | 2,699      |
| 957                             | ALLIANZ RCM TECHNOLOGY FUND CLASS D                     |    | 40,072     |
| 8,938                           | ALPINE DYNAMIC DIVIDEND FUND RETAIL CLASS               |    | 32,267     |
| 2,359                           | ALPINE INTERNATIONAL REAL ESTATE EQUITY FUND-CL Y       |    | 42,265     |
| 2,374                           | ALPINE REALTY INCOME AND GROWTH FD CL Y                 |    | 37,041     |
| 2,363                           | AMANA MUT FDS TR DEVELOPING WORLD FD                    |    | 23,721     |
| 20,243                          | AMANA MUT FDS TR GROWTH FD                              |    | 490,700    |
| 14,323                          | AMANA MUT FDS TR INCOME FD                              |    | 454,752    |
| 252                             | AMERICAN BALANCED FD INC CL R-3                         |    | 4,579      |
| 1,778                           | AMERICAN BALANCED FD INC CL R-5                         |    | 32,388     |
| 1,991                           | AMERICAN BEACON BALANCED FD INVESTOR CL                 |    | 23,831     |
| 1,146                           | AMERICAN BEACON EMERGING MKTS FD INVESTOR CL            |    | 11,565     |
| 3,626                           | AMERICAN BEACON LARGE CAP VALUE FUND INVESTOR CLASS     |    | 63,968     |
| 2,683                           | AMERICAN CAPITAL INCOME BUILDER CL A                    |    | 132,056    |
| 4,548                           | AMERICAN CENTURY CAPITAL VALUE FD INVESTOR CLASS        |    | 27,196     |
| 916                             | AMERICAN CENTURY DIVERSIFIED BOND FUND INVESTOR CLASS   |    | 10,055     |
| 10,031                          | AMERICAN CENTURY EMERGING MARKETS INVESTOR CLASS        |    | 70,618     |
| 1,096                           | AMERICAN CENTURY EQUITY GROWTH INVESTOR CLASS           |    | 23,488     |
| 38,767                          | AMERICAN CENTURY EQUITY INCOME INVESTOR CLASS           |    | 281,835    |
| 6,219                           | AMERICAN CENTURY GLOBAL GOLD FUND INVESTOR CLASS        |    | 122,707    |
| 1,667                           | AMERICAN CENTURY HERITAGE FD INVESTOR CLASS             |    | 32,687     |
| 1,430                           | AMERICAN CENTURY HIGH YIELD BOND FUND INVESTOR CLASS    |    | 8,337      |
|                                 | AMERICAN CENTURY INFLATION ADJUSTED BOND INVESTOR       |    |            |
| 15,591                          | CLASS   |    | 198,629    |
| 790                             | AMERICAN CENTURY INTERNATIONAL BOND INVESTOR CL         |    | 11,285     |
| 243                             | AMERICAN CENTURY ONE CHOICE VERY AGGRESSIVE INV CLASS   |    | 2,811      |
| 429                             | AMERICAN CENTURY REAL ESTATE FUND INVESTOR CLASS        |    | 8,678      |
| 1,273                           | AMERICAN CENTURY ULTRA FUND INVESTOR CLASS              |    | 29,185     |
| 3,357                           | AMERICAN CENTURY UTILITIES FUND INVESTOR CLASS          |    | 53,177     |
| 1,591                           | AMERICAN CENTURY VISTA FUND INVESTOR CLASS              |    | 24,446     |
| 112                             | AMERICAN CENTURY ZERO COUPON 2015 INVESTOR CL           |    | 12,628     |
| 4,838                           | AMERICAN CENY ASSET ALLOC LIVESTRONG 2025 PORT INV CL   |    | 56,121     |
| 424                             | AMERICAN CENY CAP PORTFOLIO MID CAP VALUE FD INV CL     |    | 4,957      |
| 7,642                           | AMERICAN FDS MONEY MKT FD CL A                          |    | 7,642      |
| 3,514                           | AMERICAN HIGH INCOME TR CL R-3                          |    | 37,464     |



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| 200 AMERICAN HIGH INCOME TR CL R-5                   | 2,127  |
| 2,143 AQR FDS DIVERSIFIED ARBITRAGE FD CL N          | 23,248 |
| 50 ARIEL APPRECIATION FUND-CL A                      | 1,945  |
| 237 ARTIO GLOBAL INVT FDS GLOBAL HIGH INCOME FD CL A | 2,304  |
| 1,728 ARTIO GLOBAL INVT FDS TOTAL RETURN BD FD CL A  | 23,654 |
| 1,571 ARTIO GLOBAL INVT FDS US SMALLCAP FD CL A      | 14,889 |
| 1,024 ARTISAN FDS INC ARTISAN VALUE FUND             | 10,230 |
| 1,143 ARTISAN FDS INC MID CAP VALUE FD INV SHS       | 22,521 |
| 221 ARTISAN FUNDS INC INTERNATIONAL FUND             | 4,381  |
| 2,101 ARTISAN FUNDS INC SMALL CAP VALUE FUND         | 31,352 |
| 214 ARTISAN INTERNATIONAL VALUE FUND INV SHS         | 5,368  |
| 1,613 ASTON FUNDS TAMRO DIVERSIFIED EQUITY FD CL N   | 19,334 |
| 637 ASTON/FAIRPOINTE MID CAP FUND CLASS N            | 18,838 |
| 943 BAIRD AGGREGATE BOND FUND INV CL                 | 10,311 |
| 868 BAIRD FDS INC INTER MUN BD FD INV CL SHS         | 10,573 |
| 999 BARON GROWTH FUND                                | 50,939 |

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|-------|--|---------|
| 3,271 | BARON SELECT FDS BARON PARTNERS FD                         | 63,420  |
| 5,650 | BARON SMALL CAP FUND                                       | 129,545 |
| 3,305 | BBH INTERNATIONAL EQUITY FD CL N                           | 38,800  |
| 5,184 | BERWYN FDS INC INCOME FUND                                 | 66,715  |
| 800   | BERWYN FUND INC  | 23,008  |
|       | BLACKROCK ENERGY & RESOURCES PORTFOLIO                     |         |
| 918   | FUND CL A  | 29,593  |
| 3,346 | BLACKROCK EQUITY DIVIDEND FUND SVC CL                      | 60,693  |
| 764   | BLACKROCK FDS INFLATION PROTECTED BD SVC                   | 8,911   |
|       | BLACKROCK FUNDS HIGH YIELD BD PORT SERVICE                 |         |
| 2,469 | CL   | 18,246  |
|       | BLACKROCK FUNDS-SMALL CAP GROWTH EQUITY                    |         |
| 737   | PORTFOLIO INV A  | 15,707  |
| 361   | BLACKROCK GLOBAL ALLOCATION FD INC CL C                    | 6,113   |
| 2,434 | BLACKROCK LARGE CAP SER FDS INC LARGE CAP CORE FD INSTL CL | 26,950  |
| 23    | BLACKROCK LATIN AMER FD INC CL A                           | 1,307   |
| 54    | BLACKROCK LATIN AMER FD INC CL C                           | 2,815   |
| 84    | BLACKROCK NAT RES TR CL A                                  | 4,855   |
|       | BLACKROCK STRATEGIC INCOME OPPORTUNITIES                   |         |
| 2,370 | PORTFOLIO CL A   | 22,540  |
| 9,701 | BOND FD AMER INC CL R-3                                    | 121,743 |
| 899   | BOND FD AMER INC CL R-5                                    | 11,279  |
| 3,616 | BRANDYWINE BLUE FUND INC                                   | 83,122  |
| 531   | BRANDYWINE FUND INC  | 11,830  |
| 7,731 | BRIDGEWAY FD INC AGGRESSIVE INVS II                        | 95,473  |
|       | BRIDGEWAY FD INC ULTRA SMALL COMPANY                       |         |
| 3,700 | MARKET FD  | 47,661  |
| 791   | BRIDGEWAY FDS INC LARGE CAP GROWTH FD CL N                 | 9,682   |
|       | BRIDGEWAY FDS INC SMALL-CAP GROWTH FD CL                   |         |
| 3,873 | N  | 42,407  |
| 626   | BRIDGEWAY FDS INC SMALL-CAP VALUE FD CL N                  | 8,521   |
|       | BRIDGEWAY FUND INC AGGRESSIVE INVESTOR CL                  |         |
| 401   | 1  | 12,489  |
|       | BROWN CAP MGMT MUT FDS BROWN CAP MGMT                      |         |
| 614   | SMALL CO FD INV  | 26,879  |
| 4,324 | BUFFALO FDS MID CAP FD                                     | 67,452  |
| 5,634 | BUFFALO HIGH YIELD FUND INC                                | 61,688  |
| 2,471 | BUFFALO SMALL CAP FD INC                                   | 61,604  |
| 274   | CAPITAL INCOME BLDR FD CL R-3                              | 13,488  |
| 860   | CAPITAL INCOME BLDR FD CL R-5                              | 42,349  |
| 632   | CAPITAL INCOME BUILDER FD CL F1                            | 31,110  |
| 1,723 | CAPITAL WORLD BD FD CL R-5                                 | 35,296  |
|       | CAPITAL WORLD GROWTH & INCOME FD INC CL                    |         |
| 1,197 | R-3  | 38,252  |
|       | CAPITAL WORLD GROWTH & INCOME FD INC CL                    |         |
| 1,147 | R-5  | 36,829  |
|       | CAPITAL WORLD GROWTH & INCOME FUND CLASS                   |         |
| 81    | A  | 2,605   |
|       | CAPITAL WORLD GROWTH & INCOME FUND INC CL                  |         |
| 414   | F1   | 13,266  |

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|--|---------|
| 556 CAUSEWAY EMERGING MKTS FD INV CLASS            | 5,496   |
| 4,143 CGM FOCUS FUND                               | 106,262 |
| 301 CLIPPER FUND INC                               | 18,812  |
| 1,411 COHEN & STEERS REALTY SHARES INC             | 85,831  |
| 3,374 COLUMBIA ACORN TR FD CL Z                    | 92,989  |
| 308 COLUMBIA ACORN TR INTL CL Z                    | 10,581  |
| 1,327 COLUMBIA EMERGING MARKETS CL Z               | 11,717  |
| COLUMBIA ENERGY AND NATURAL RESOURCES              |         |
| 2,755 CLASS Z                                      | 55,624  |
| 6,062 COLUMBIA FDS SER TR I DIVIDEND INCOME CL Z   | 82,566  |
| 1,037 COLUMBIA FDS SER TR I MID CAP GROWTH FD CL Z | 25,581  |
| COLUMBIA FDS SER TR I SMALL CAP GROWTH FD I        |         |
| 677 CL Z   | 18,364  |
| 345 COLUMBIA FDS SER TR INTL VALUE FD CL Z         | 4,172   |
| 3,408 COLUMBIA FDS SER TR SHORT TERM BD FD CL Z    | 33,606  |
| COLUMBIA FDS SER TR SMALL CAP VALUE II FD CL       |         |
| 213 A  | 2,830   |
| COLUMBIA FDS SER TR SMALL CAP VALUE II FD CL       |         |
| 2,178 Z  | 29,137  |
| 2,601 COLUMBIA SELECT LARGE CAP GROWTH CLASS Z     | 31,258  |
| 2,621 COLUMBIA VALUE AND RESTRUCTURING CLASS Z     | 116,539 |
| 328 CONESTOGA FDS SMALL CAP FD                     | 7,408   |
| 5,775 CROFT FDS CORP CROFT-LEOMINSTER VALUE FD     | 124,689 |
| 1,751 DAVIS NEW YORK VENTURE FUND INC-CL A         | 56,894  |
| 5,104 DAVIS NEW YORK VENTURE FUND INC-CL Y         | 167,518 |
| DELAWARE SELECT GROWTH FUND                        |         |
| 600 INSTITUTIONAL CLASS                            | 21,726  |
| 644 DELAWARE SELECT GROWTH FUND-CL C               | 19,421  |
| 269 DELAWARE SMID CAP GROWTH FUND CL C             | 4,795   |
| 3,842 DELAWARE SMID CAP GROWTH FUND CL I           | 96,973  |
| 266 DIREXION FDS MNTHLY COMMODITY BULL 2X INV      | 13,696  |
| 258 DIREXION FDS MNTHLY LATIN AMER BULL 2X INV     | 10,301  |

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|--|------------|
| 353 DIREXION FDS MNTHY NASDQ 100 BULL 2X INV CL          | 29,138     |
| 58 DIREXION FDS MONTHLY DOLLAR BEAR 2X FD INV            | 1,186      |
| 760 DIREXION FDS MONTHLY S&P 500 BULL 2X FD INV          | 29,614     |
| 496 DODGE & COX BALANCED FUND                            | 33,442     |
| 1,360 DODGE & COX FDS GLOBAL STK FD                      | 10,442     |
| 1,665,907 DODGE & COX FUNDS INTERNATIONAL STOCK FUND     | 48,711,117 |
| 15,266 DODGE & COX INCOME FUND                           | 203,038    |
| 346 DODGE & COX STOCK FUND                               | 35,142     |
| 2,982 DOUBLELINE FDS TR TOTAL RETURN BD FD CL N          | 32,862     |
| 1,507 DREYFUS APPRECIATION FUND INC                      | 61,098     |
| 130 DREYFUS EMERGING ASIA FD CL C                        | 924        |
| 83 DREYFUS EMERGING ASIA FD CL I                         | 613        |
| 325 DREYFUS GLOBAL REAL ESTATE SECURITIES FD CLASS I     | 2,195      |
| 2,029 DREYFUS GREATER CHINA FD CL C                      | 54,208     |
| 715 DREYFUS GREATER CHINA FD CL I                        | 22,016     |
| 122 DREYFUS INTERNATIONAL BOND FUND CLASS C              | 1,958      |
| 2,631 DREYFUS INTL BOND FUND CL I                        | 43,076     |
| 1,629 DREYFUS MIDCAP INDEX FUND                          | 42,235     |
| DREYFUS/LAUREL FUNDS INC BOND MARKET INDEX FUND INV      |            |
| 518 SHS  | 5,680      |
| 17,408 DRIEHAUS MUT FDS EMERGING MKTS GROWTH FD          | 447,564    |
| 5,082 DUNDEEWEALTH FDS DYNAMIC ENERGY INCOME FD CL I     | 69,934     |
| 479 DUNDEEWEALTH FDS DYNAMIC GOLD & PRECIOUS METALS CL I | 7,455      |
| 1,254 DUNDEEWEALTH FDS DYNAMIC US GROWTH FD CL I         | 23,937     |
| 2,631 DWS ADVISOR FUNDS SHORT DURATION FD CL S           | 24,206     |
| 4,346 DWS PORTFOLIO TR FLTG RATE FD CL S                 | 39,419     |
| 5,334 DWS SECS TR ENHANCED COMMODITY STRATEGY FD CL S    | 18,134     |
| 57 DWS VALUE SER INC SMALL CAP VALUE FD INSTL CL         | 1,848      |
| 107 EATON VANCE DIVIDEND BUILDER FD CL A                 | 1,047      |
| 1,192 EATON VANCE LARGE CAP VALUE FUND CL A              | 20,416     |
| 1,292 EURO PAC GROWTH FD CL R-5                          | 45,322     |
| 462 EURO PAC GROWTH FUND CL F1                           | 16,168     |
| 601 EURO PACIFIC GROWTH FUND CLASS A                     | 21,119     |
| 9,500 EUROPACIFIC GROWTH FD SHS CL F-2                   | 333,541    |
| 20,188 FAIRHOLME FUNDS INC COM                           | 467,356    |
| 193 FBR FDS LARGE CAP FINL FD                            | 2,212      |
| 412 FBR FDS SMALL CAP FINL FD                            | 6,795      |
| 490 FBR FOCUS FUND                                       | 22,652     |
| 5,607 FBR GAS UTILITY INDEX FD                           | 121,665    |
| 202 FEDERATED EQUITY FDS CAP APPREC FD CL R              | 3,594      |
| 1,574 FEDERATED EQUITY FDS PRUDENT BEAR FD CL A SHS      | 6,878      |
| 8,441 FEDERATED HIGH YIELD TRUST SBI                     | 48,366     |
| 459 FEDERATED PRUDENT DOLLARBEAR FUND CL A               | 5,488      |
| 219 FENIMORE ASSET MANAGEMENT TR FAM VALUE FUND          | 9,892      |
| 288 FIDELITY ADVISOR EMERGING ASIA FD CL I               | 7,533      |
| 110 FIDELITY ADVISOR ENERGY CL I                         | 3,885      |
| 5,210 FIDELITY ADVISOR FREEDOM 2050 FD INSTL             | 45,277     |
| 199 FIDELITY ADVISOR HIGH INCOME FUND CL I               | 1,751      |
| 477 FIDELITY BALANCED FUND                               | 8,685      |
| 382 FIDELITY BLUE CHIP GROWTH FUND                       | 16,211     |

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|---|---------|
| 5,002 FIDELITY CANADA FUND                                | 250,804 |
| 18,036 FIDELITY CAPITAL & INCOME FUND                     | 156,372 |
| 3,686 FIDELITY CASH RESERVES                              | 3,686   |
| 3,016 FIDELITY CHINA REGION FUND                          | 76,268  |
| FIDELITY CONCORD STR SPARTAN U S EQI INDX FD ADVANTAGE    |         |
| 9,549 CL  | 424,845 |
| 296 FIDELITY CONSUMER FINANCE PORTFOLIO                   | 3,271   |
| 5,733 FIDELITY CONTRAFUND                                 | 386,745 |
| 1,069 FIDELITY DIVERSIFIED INTL FUND                      | 27,293  |
| 1,146 FIDELITY DIVIDEND GROWTH FD                         | 29,656  |
| 521 FIDELITY EMERGING ASIA FUND                           | 13,130  |
| 1,498 FIDELITY EMERGING MARKETS FD                        | 30,746  |
| 865 FIDELITY ENVIRONMENT AND ALTERNATIVE ENERGY PORTFOLIO | 13,034  |
| 278 FIDELITY EUROPE CAP APPRECTN FD                       | 4,303   |
| 465 FIDELITY EUROPE FUND                                  | 11,855  |
| 544 FIDELITY EXPORT AND MULTINTL FUND                     | 11,258  |
| 16,518 FIDELITY FLOATING RATE HIGH INCOME FD              | 159,232 |

|   |           |
|---|-----------|
| 2,778 FIDELITY FREEDOM 2025 FUND                      | 30,032    |
| 1,479 FIDELITY GNMA FUND                              | 17,515    |
| 9,295 FIDELITY GOVERNMENT INCOME FUND                 | 100,107   |
| 921 FIDELITY HIGH INCOME FUND                         | 7,954     |
| 629 FIDELITY INSTL INVS TR FREEDOM 2020               | 8,253     |
| 434 FIDELITY INTL DISCOVERY FUND                      | 11,993    |
| 112 FIDELITY INTL REAL ESTATE FD                      | 778       |
| 298 FIDELITY INTL SMALL CAP OPPS FD                   | 2,757     |
| 3,910 FIDELITY INVT TR GLOBAL COMMODITY STK FD        | 54,509    |
| 343 FIDELITY JAPAN FUND                               | 3,151     |
| 194 FIDELITY JAPAN SMALL COMPANIES FUND               | 1,659     |
| 1,314 FIDELITY LATIN AMERICA FUND                     | 64,238    |
| 5,536 FIDELITY LEVERAGED COMPANY STOCK FUND           | 139,011   |
| 31,907 FIDELITY LOW PRICED STOCK FUND                 | 1,140,019 |
| 990 FIDELITY MEGA CAP STOCK FUND                      | 10,000    |
| 12,058 FIDELITY NEW MARKETS INCOME INCOME FUND        | 190,870   |
| 246 FIDELITY NEW MILLENNIUM FUND                      | 7,103     |
| 95 FIDELITY NORDIC FUND                               | 2,547     |
| 171 FIDELITY OTC PORTFOLIO                            | 9,371     |
| 366 FIDELITY OVERSEAS FUND                            | 9,691     |
| 6,417 FIDELITY PURITAN FUND                           | 113,525   |
| 3,181 FIDELITY REAL ESTATE INCOME FD                  | 32,607    |
| 3,299 FIDELITY REAL ESTATE INVSTMT PORTFOLIO          | 91,123    |
| 86 FIDELITY SELECT AUTOMOTIVE PORTFOLIO               | 2,674     |
| 4,345 FIDELITY SELECT BANKING PORT                    | 69,396    |
| 2,140 FIDELITY SELECT BROKERAGE & INVT MGMT PORTFOLIO | 85,520    |
| 766 FIDELITY SELECT CHEMICAL PORTFOLIO                | 72,887    |
| 200 FIDELITY SELECT COMMUNICATNS EQUIPMENT            | 4,415     |
| 45 FIDELITY SELECT COMPUTER PORTFOLIO                 | 2,421     |
| 267 FIDELITY SELECT CONSTRUCTION & HOUSING PORTFOLIO  | 9,554     |
| 1,179 FIDELITY SELECT CONSUMER STAPLES                | 84,231    |
| 728 FIDELITY SELECT DEFENSE & AEROSPACE PORTFOLIO     | 56,746    |
| 1,036 FIDELITY SELECT ELECTRONICS PORTFOLIO           | 45,809    |
| 2,090 FIDELITY SELECT ENERGY PORT                     | 103,133   |
| 441 FIDELITY SELECT ENERGY SERV PORTFOLIO             | 28,674    |
| 47 FIDELITY SELECT FINANCIAL SERVICES PORTFOLIO       | 2,293     |
| 2,455 FIDELITY SELECT GOLD PORT                       | 103,686   |
| 689 FIDELITY SELECT HEALTH CARE PORTFOLIO             | 84,334    |
| 1,792 FIDELITY SELECT INDUSTRIAL EQUIPMENT PORTFOLIO  | 55,506    |
| 818 FIDELITY SELECT INDUSTRIALS                       | 17,843    |
| 251 FIDELITY SELECT LEISURE PORT                      | 24,216    |
| 1,630 FIDELITY SELECT MATERIALS                       | 100,092   |
| 220 FIDELITY SELECT MEDICAL DELIVERY PORTFOLIOS       | 12,032    |
| 1,748 FIDELITY SELECT MEDICAL EQUIPMENT AND SYSTEMS   | 44,047    |
| 4,481 FIDELITY SELECT NATURAL GAS PORTFOLIO           | 136,308   |
| 2,366 FIDELITY SELECT NATURAL RESOURCES PORTFOLIO     | 74,028    |
| 555 FIDELITY SELECT PHARMACEUTICALS PORT              | 7,538     |
| 198 FIDELITY SELECT RETAILING PORTFOLIO               | 10,142    |
| 101 FIDELITY SELECT SOFTWARE & COMPUTER SVCS          | 7,859     |
| 1,335 FIDELITY SELECT TECHNOLOGY PORTFOLIO            | 115,429   |

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| 66 FIDELITY SELECT TELECOMMTNS PORTFOLIO                  | 2,905   |
| 666 FIDELITY SELECT TRANSPORT PORTFOLIO                   | 32,917  |
| 1,047 FIDELITY SELECT UTILITIES PORTFOLIO                 | 56,061  |
| 357 FIDELITY SELECT WIRELESS                              | 2,587   |
| 597 FIDELITY SHORT TERM BOND FD                           | 5,072   |
| 4,927 FIDELITY SMALL CAP DISCOVERY FD                     | 98,694  |
| 427 FIDELITY SMALL CAP GROWTH FD                          | 6,374   |
| 3,031 FIDELITY SPARTAN 500 INDEX INVESTOR CLASS           | 134,833 |
| 675 FIDELITY SPARTAN EXTENDED MKT INDEX FD INVESTOR CLASS | 23,947  |
| 334 FIDELITY SPARTAN INTERNL INDEX FD INVESTOR CLASS      | 9,923   |
| 780 FIDELITY STRATEGIC DIV & INC FD                       | 8,594   |
| 5,942 FIDELITY STRATEGIC INCOME FD                        | 64,237  |
| 1,398 FIDELITY TELECOM AND UTILITIES FUND                 | 24,249  |
| 704 FIDELITY TOTAL BOND FUND                              | 7,683   |
| 228 FIDELITY TREND FUND INC                               | 15,259  |

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| 1,063 FIRST EAGLE OVERSEAS FUND CL C                         | 21,166  |
| 7,373 FIRSHTHAND TECHNOLOGY OPPORTUNITIES FUND               | 39,816  |
| 596 FMI COMMON STOCK FUND                                    | 14,347  |
| 211 FMI FOCUS FUND   | 5,942   |
| 22,062 FMI FUNDS INC LARGE CAP FUND                          | 336,447 |
| 24,607 FMI MUTUAL FUNDS INC PROVIDENT TRUST STRATEGY FUND    | 203,257 |
| 2,787 FORESTER VALUE FD                                      | 33,418  |
| 2,515 FORUM FDS ABSOLUTE STRATEGIES FD INSTL                 | 27,796  |
| 1,517 FORUM FDS MERK ABSOLUTE RETURN CURRENC                 | 13,900  |
| 1,782 FORUM FDS MERK ASIAN CURRENCY FD INV SHS               | 16,783  |
| 1,661 FORUM FDS MERK HARD CURRENCY FD INVS SHS               | 19,566  |
| 970 FORWARD EMERGING MARKETS FUND INVESTOR CLASS             | 9,263   |
| 3,933 FPA FDS TR FPA CRESCENT PORTFOLIO INSTL                | 105,312 |
| 2,118 FPA NEW INCOME INC                                     | 22,560  |
| 18,296 FRANKLIN INCOME FDS SER CL C                          | 38,787  |
| FRANKLIN MUTUAL SER FUND INC FINANCIAL SERVICE FUND CL       |         |
| 232 Z  | 2,675   |
| FRANKLIN TEMPLETON FDS GOLD & PRECIOUS METALS ADVISOR        |         |
| 856 CL   | 32,618  |
| 294 FRANKLIN TEMPLETON FDS GOLD & PRECIOUS METALS FD CL C    | 10,238  |
| 4,235 FRANKLIN TEMPLETON FUND STRATEGIC SER INCOME FUND CL-C | 42,732  |
| 2,364 FRANKLIN TEMPLETON FUNDS MUTUAL BEACON FD CL C         | 27,286  |
| 1,519 FRANKLIN TEMPLETON FUNDS MUTUAL FINANCIAL SVCS FD CL C | 17,547  |
| 351 FRANKLIN/TEMPLETON HARD CURRENCY FUND CL A               | 3,218   |
| 1,889 FUNDAMENTAL INVS INC CL F1                             | 66,808  |
| 3,596 FUNDAMENTAL INVS INC CL R-5                            | 127,314 |
| 1,994 GABELLI ASSET FUND-SBI                                 | 94,908  |
| 1,305 GABELLI EQUITY SERIES FUNDS INC-EQUITY INCOME FUND     | 26,692  |
| GABELLI EQUITY SERIES FUNDS INC-SMALL CAPITAL GROWTH         |         |
| 276 FUND   | 8,673   |
| 20,217 GABELLI UTILS FD CL AAA SHS                           | 121,911 |
| 671 GAMCO GLOBAL SER FDS INC TELECOMMUNICATIONS FD CL AAA    | 12,485  |
| 1,692 GAMCO GOLD FD INC CL AAA                               | 39,837  |
| 1,800 GAMCO INTL GROWTH FD INC CL AAA                        | 36,090  |
| 508 GOLDMAN SACHS COMMODITY STRATEGY FUND CLASS A            | 2,985   |
| 11,548 GOLDMAN SACHS GROWTH STRATEGY PORTFOLIO-CL A          | 113,867 |
| 1,309 GREENSPRING FUND INC                                   | 29,722  |
| 159 GROWTH FD AMER INC CL R-3                                | 4,515   |
| 4,135 GROWTH FD AMER INC CL R-5                              | 118,603 |
| 4,811 GROWTH FUND AMER INC CL F1                             | 137,409 |
| 1,780 GUINNESS ATKINSON FDS ALTERNATIVE ENERGY FD            | 5,198   |
| 663 GUINNESS ATKINSON FDS ASIA PACIFIC DIV FD                | 7,440   |
| 1,577 GUINNESS ATKINSON FDS CHINA & HONG KONG FD             | 41,927  |
| 4,447 GUINNESS ATKINSON GLOBAL ENERGY FUND                   | 114,367 |
| 14,243 HARBOR BOND FUND INSTITUTIONAL                        | 173,620 |
| 633 HARBOR CAPITAL APPRECIATION FUND INVESTOR CLASS          | 23,072  |
| 5,357 HARBOR FD COMODITY REAL RTRN STRATEGY CL               | 36,908  |
| 4,838 HARBOR FD REAL RETURN FD INSTL CL                      | 51,813  |
| 698 HARBOR HIGH YIELD BOND FUND INVESTOR CLASS               | 7,397   |
| 2,827 HARBOR INTERNATIONAL FUND INSTITUTIONAL                | 148,253 |



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| 5,149 HARBOR INTERNATIONAL FUND INVESTOR CLASS             | 267,738 |
| 1,565 HARBOR INTERNATIONAL GROWTH FUND INSTITUTIONAL       | 16,416  |
| 851 HARTFORD MUTUAL FUNDS INC CAP APPREC FUND CL C         | 21,769  |
| HARTFORD MUTUAL FUNDS INC CAPITAL APPRECIATION FUND        |         |
| 2,025 CL A   | 58,373  |
| HARTFORD MUTUAL FUNDS INC CAPITAL APPRECIATION FUND        |         |
| 137 CL B   | 3,484   |
| 1,166 HEARTLAND GROUP INC VALUE PLUS FUND                  | 32,316  |
| 3,630 HEARTLAND SELECT VALUE FUND                          | 97,319  |
| 2,232 HENNESSY FOCUS 30 FUND                               | 28,079  |
| 296 HIGHMARK FDS LARGE CAP VALUE FUND - CLASS C            | 3,020   |
| 1,445 HOMESTEAD FDS INC SMALL CO STK FD                    | 33,074  |
| 6,092 HUSSMAN INVESTMENT TRUST STRATEGIC TOTAL RETURN FUND | 74,932  |
| 11,150 HUSSMAN INVT TR STRATEGIC GROWTH FUND               | 138,590 |
| 5,214 HUSSMAN INVT TR STRATEGIC INTL EQUITY FD             | 50,682  |
| 175 ICON FDS EQUITY INCOME FUND CLASS I                    | 1,949   |
| 7,036 ICON FUNDS ENERGY FUND                               | 129,112 |
| 170 ICON FUNDS FINANCIAL FUND                              | 870     |
| 2,457 ICON FUNDS ICON MATERIALS FUND                       | 25,501  |
| 362 ICON FUNDS-TELECOMMUNICATION & UTILITIES FUND          | 2,431   |

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| 306 INCOME FD AMER INC CL R-1                  | 5,105   |
| 631 INCOME FD AMER INC CL R-5                  | 10,574  |
| 6,493 INCOME FUND OF AMERICA INC CLASS A       | 108,821 |
| 460 INDUSTRY LEADERS FD CL I                   | 4,538   |
| ING CORPORATE LEADERS TRUST UNIT PARTN CTF     |         |
| 1,553 SER B                                    | 34,780  |
| 110 ING EQUITY TRUST REAL ESTATE FUND CLASS C  | 1,657   |
| 86 ING MUTUAL FUNDS RUSSIA FUND CLASS A        | 2,489   |
| INTEGRITY FD WILLISTON BASIN/MID NORTH         |         |
| 468 AMER CL A                                  | 2,536   |
| 181 INTERNATIONAL GROWTH & INC FD INC CL A SHS | 4,963   |
| 7,114 INTREPID CAPITAL FUND                    | 76,192  |
| 3,011 INTREPID SMALL CAP FUND                  | 44,352  |
| 43 INVESCO CHINA FUND CL A                     | 706     |
| 802 INVESCO DIVERSIFIED DIVIDEND FD INV CL     | 9,528   |
| 1,616 INVESCO ENERGY FUND CLASS A              | 61,388  |
| 150 INVESCO ENERGY FUND CLASS B                | 5,190   |
| 392 INVESCO ENERGY FUND CLASS INVESTOR         | 14,842  |
| INVESCO EUROPEAN GROWTH FUND CLASS             |         |
| 130 INVESTOR                                   | 3,663   |
| INVESCO GOLD & PRECIOUS METALS FD CL           |         |
| 838 INVESTOR                                   | 6,892   |
| 96 INVESCO GOLD & PRECIOUS METALS FUND CL C    | 816     |
| INVESCO INTERNATIONAL CORE EQUITY FD INVST     |         |
| 6,517 CL                                       | 61,524  |
| 373 INVESCO MID CAP CORE EQUITY FD CL Y        | 7,889   |
| 2,008 INVESCO REAL ESTATE FUND CL C            | 46,024  |
| INVESCO VAN KAMPEN AMERICAN FRANCHISE          |         |
| 1,941 FUND CLASS C                             | 21,216  |
| 2,430 INVESCO VAN KAMPEN COMSTOCK FUND CLASS C | 36,987  |
| INVESTMENT MANAGERS SER TR THESIS FLEXIBLE     |         |
| 2,903 FD                                       | 23,400  |
| 308 IVA FIDUCIARY TR IVA WORLDWIDE FD CL A     | 4,733   |
| 269 IVY ASSET STRATEGY FD CL C                 | 5,816   |
| 2,538 IVY ASSET STRATEGY I                     | 56,983  |
| 1,301 IVY FDS INC ASSET STRATEGY FD CL Y       | 29,023  |
| 1,301 IVY FDS INC MID CAP GROWTH FD CL Y       | 22,033  |
| 746 IVY FDS INC SCIENCE & TECH FD CL Y         | 21,829  |
| 51 IVY GLOBAL NATURAL RESOURCES FUND-CL B      | 764     |
| 3,286 JAMES ADVANTAGE FDS SMALL CAP FUND       | 77,060  |
| 890 JANUS CONTRARIAN FUND CLASS T SHARES       | 10,953  |
| 256 JANUS GLOBAL RESEARCH FUND CLASS T SHARES  | 3,458   |
| 791 JANUS GLOBAL SELECT FUND CLASS R SHARES    | 7,602   |
| 11,921 JANUS GLOBAL SELECT FUND CLASS T SHARES | 115,034 |
| JANUS INVESTMENT FUND BALANCED FUND            |         |
| 174 CLASS T SHARES                             | 4,262   |
| JANUS INVESTMENT FUND FLEXIBLE BOND FUND       |         |
| 1,457 CLASS T                                  | 15,359  |
| JANUS INVESTMENT FUND HIGH YIELD FUND          |         |
| 3,030 CLASS T                                  | 26,451  |

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| JANUS INVESTMENT FUND SHORT TERM BOND                              |         |
| 41,826FUND CL T  | 127,570 |
| 7,528 JANUS INVT FD FLEXIBLE BD FD CL S                            | 79,419  |
| 587 JANUS INVT FD FORTY FD CL S                                    | 18,048  |
| 9,198 JANUS INVT FD HIGH YIELD FD CL S                             | 80,485  |
| 2,733 JANUS INVT FD PERKINS MID CAP VALUE FD CL S                  | 55,129  |
| 7,766 JANUS OVERSEAS FUND CLASS T SHARES                           | 244,022 |
| 6,757 JANUS TRITON FUND CLASS T SHARES                             | 109,739 |
| JENSEN PORTFOLIO INC JENSEN QUALITY GROWTH                         |         |
| 4,431 FD   | 117,454 |
| 868 JOHN HANCOCK REGIONAL BANK FUND-CL A                           | 10,481  |
| 11,907JP MORGAN SMARTRETIREMENT 2010 FD CL C                       | 175,147 |
| 8,612 JP MORGAN SMARTRETIREMENT 2015 FD CL C                       | 125,656 |
| 103 JPMORGAN RUSSIA FUND CLASS A                                   | 922     |
| 136 JPMORGAN RUSSIA FUND CLASS C                                   | 1,191   |
| 680,590JPMORGAN TR I 100% U S TREAS SECS MNY MKTCL MORGAN SHARE CL | 680,590 |
| JPMORGAN TR I HIGHBRIDGE DYNAMIC                                   |         |
| 336 COMMODITIES CL A   | 5,742   |
| 3,108 JPMORGAN TR I INTL VALUE FD CL A                             | 34,563  |
| 242 JPMORGAN TR I INTREPID EUROPEAN FD CL A                        | 3,730   |
| JPMORGAN TR I PRIME MONEY MKT FD MORGAN CL SECURITY SYMBOL IS      |         |
| 215 V MVXX   | 215     |
| 6,198 JPMORGAN TR II HIGH YIELD FD CL A                            | 47,041  |
| JPMORGAN TR II U S GOVT MONEY MKT FD                               |         |
| 831,806MORGAN  | 831,806 |
| 415 JPMORGAN TR II U S REAL ESTATE FD CL A                         | 6,713   |
| 2,117 KEELEY SMALL CAP VALUE FD CL A                               | 48,999  |
| 539 KINETICS PARADIGM FUND INV CL                                  | 10,666  |
| 471 LAUDUS TR GROWTH INVS U S LARGE CAP GRTH                       | 5,864   |
| LAZARD DEVELOPING MARKETS EQUITY                                   |         |
| 1,065 PORTFOLIO OPEN SHS   | 11,374  |

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| 12,179 | LAZARD EMERGING MARKETS PORT OPEN SHS                      | 209,478 |
| 2,304  | LEUTHOLD FDS INC ASSET ALLOCATIO FD                        | 22,807  |
| 48,828 | LOOMIS SAYLES BOND FUND RETAIL CLASS                       | 677,728 |
|        | LOOMIS SAYLES GLOBAL BOND FUND RETAIL                      |         |
| 5,922  | CLASS  | 96,646  |
|        | LORD ABBETT GROWTH AND INCOME STRATEGY                     |         |
| 2,975  | FUND CL A  | 43,529  |
|        | 226 MADISON MOSAIC EQUITY TR INVS FD                       | 3,708   |
| 3,311  | MAINSTAY FDS LARGE CAP GROWTH FD CL I                      | 23,407  |
|        | MANAGERS FUNDS EMERGING MARKETS EQUITY                     |         |
| 212    | FUND   | 2,562   |
| 40,151 | MANAGERS PIMCO BOND FUND                                   | 422,384 |
|        | MANNING AND NAPIER FUND INC NEW EQUITY                     |         |
| 2,747  | SERIES   | 47,766  |
|        | MANNING AND NAPIER FUND WORLD                              |         |
| 15,871 | OPPORTUNITIES SER CL A                                     | 105,227 |
| 8,652  | MARSICO 21ST CENTURY FUND                                  | 108,502 |
| 1,860  | MARSICO FOCUS FUND   | 32,760  |
| 3,876  | MARSICO GROWTH FD  | 74,303  |
|        | 979 MARSICO INVT FD FLEXIBLE CAP FD                        | 12,695  |
| 1,197  | MARSICO INVT FD INTL OPPORTUNITIES FD                      | 13,523  |
| 3,614  | MASSACHUSETTS INVS GRWTH STK MASS INVS GROWTH STK FD CL R5 | 55,756  |
| 4,332  | MATTHEWS ASIA DIVIDEND FUND                                | 54,065  |
|        | MATTHEWS ASIA SCIENCE AND TECHNOLOGY                       |         |
| 3,022  | FUND   | 24,657  |
|        | 323 MATTHEWS ASIAN FDS ASIA SMALL COS FD                   | 4,767   |
| 5,534  | MATTHEWS ASIAN GROWTH & INCOME FUND                        | 83,402  |
| 4,127  | MATTHEWS CHINA FUND  | 88,767  |
| 3,355  | MATTHEWS INDIA FUND  | 45,595  |
| 1,414  | MATTHEWS INTL FDS ASIA GROWTH FUND                         | 21,697  |
| 2,623  | MATTHEWS KOREA FUND  | 12,041  |
| 2,070  | MATTHEWS PACIFIC TIGER FUND                                | 42,078  |
| 5,236  | MERGER FUND-SBI  | 81,623  |
| 2,956  | MERIDIAN FUND INC VALUE FUND                               | 83,009  |
| 1,480  | MERIDIAN GROWTH FUND                                       | 61,619  |
|        | METROPOLITAN WEST FDS TOTAL RETURN BOND                    |         |
| 12,585 | FUND   | 130,510 |
|        | METROPOLITAN WEST FUNDS HIGH YIELD BOND                    |         |
| 2,413  | FUND CLASS M   | 23,697  |
|        | METROPOLITAN WEST FUNDS INTERMEDIATE                       |         |
| 418    | BOND FUND CLASS M  | 4,317   |
|        | MFS SER TR X EMERGING MARKET DEBT FUND                     |         |
| 1,982  | CLASS I  | 28,778  |
| 3,363  | MFS SER TR X INTL DIVERSIFICATION FD CL C                  | 40,259  |
| 481    | MFS UTILITIES FUND-CL C                                    | 8,123   |
| 1,304  | MIDAS FUND INC   | 4,655   |
|        | MORGAN STANLEY INSTL FD INC U S REAL ESTATE                |         |
| 550    | PORTFOLIO CL I   | 8,252   |
| 1,315  | MOTLEY FOOL FDS TR GREAT AMERICA FD                        | 14,646  |
| 3,027  |  | 42,314  |

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| MOTLEY FOOL FDS TR MOTLEY FOOL<br>INDEPENDENCE FD         |         |
| 674 MUHLENKAMP FD   | 34,483  |
| 1,025 MUTUAL GLOBAL DISCOVERY FUND CL Z                   | 28,156  |
| 141 MUTUAL SERIES FUND INC EUROPEAN FUND CL Z             | 2,668   |
| 113 MUTUAL SERIES FUND INC SHARES FUND CL Z               | 2,253   |
| 1,220 MUTUALS COM VICE FUND                               | 22,619  |
| 610 NEEDHAM AGGRESSIVE GROWTH FD                          | 8,862   |
| NEUBERGER BERMAN EQUITY FDS REAL ESTATE<br>3,082 FD TR CL | 37,049  |
| NEUBERGER BERMAN GENESIS FD INVESTOR<br>2,544 CLASS       | 84,121  |
| NEUBERGER BERMAN GENESIS FUND TRUST<br>952 CLASS          | 45,897  |
| NEUBERGER BERMAN INTL FUND INVESTOR<br>143 CLASS          | 2,148   |
| NEUBERGER BERMAN PARTNERS FUND INVESTOR<br>140 CLASS      | 3,417   |
| 544 NEW PERSPECTIVE FD INC CL F-2 SHS                     | 14,207  |
| 4,062 NEW PERSPECTIVE FUND INC CL A                       | 106,254 |
| 355 NEW WORLD FD INC CLASS R-5                            | 16,382  |
| 2,912 NEW WORLD FD INC NEW CL F-2 SHS                     | 134,195 |
| NORTHERN FDS EMERGING MKTS EQUITY INDEX<br>584 FD         | 5,963   |
| 197 NORTHERN FUNDS INCOME EQUITY FUND                     | 2,390   |
| 2,654 OAKMARK EQUITY & INCOME FUND CL I                   | 71,790  |
| 274 OAKMARK FUND CLASS I                                  | 11,402  |
| 6,743 OAKMARK GLOBAL FUND CL I                            | 133,909 |
| 660 OAKMARK GLOBAL SELECT FUND CL I                       | 6,877   |
| 403 OAKMARK INTERNATIONAL FUND CLASS I                    | 6,672   |
| 1,903 OAKMARK INTERNATIONAL SMALL CAP FUND CL I           | 22,812  |
| 5,677 OAKMARK SELECT FUND CLASS I                         | 158,845 |
| 1,711 OBERWEIS CHINA OPPTY'S FD                           | 14,886  |
| 162 OBERWEIS MICRO-CAP PORTFOLIO                          | 1,809   |

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| OLD MUT ADVISOR FDS II DWGHT SHORT TERM<br>2,306 FXD INC FD CL Z   | 23,155    |
| OPPENHEIMER COMMODITY STRATEGY TOTAL<br>737 RETURN FD CL A         | 2,460     |
| 971 OPPENHEIMER DEVELOPING MARKETS FUND-CL A                       | 28,455    |
| 568 OPPENHEIMER DEVELOPING MKTS FUNDS CL N                         | 16,101    |
| OPPENHEIMER GOLD & SPECIAL MINERALS FD CL<br>340 N                 | 11,414    |
| 2,973 OPPENHEIMER INTL BD FD CL N                                  | 18,405    |
| PARNASSUS INCOME TRUST EQUITY INCOME<br>10,738 PORTFOLIO           | 282,937   |
| 3,359 PARNASSUS SMALL CAP FD                                       | 67,451    |
| PAX WORLD FDS SER TR I GLOBAL GREEN FD IND<br>282 INV CL           | 2,379     |
| PAX WORLD HIGH YIELD BOND FD INDIVIDUAL<br>3,550 INVESTOR CLASS    | 25,563    |
| PEAR TREE FDS PEAR TREE EMERGING MKTS FD<br>1,509 ORD SHS          | 29,638    |
| PERKINS DISCOVERY FD PROFESSIONALLY MGD<br>114 PORTFOLIO           | 2,766     |
| 1,265 PERKINS GLOBAL VALUE FUND CL T                               | 14,797    |
| 6,812 PERKINS MID CAP VALUE FD CLASS T SHS                         | 137,533   |
| PERKINS SMALL CAP VALUE FUND CLASS T<br>6,540 SHARES               | 133,146   |
| 12,359 PERMANENT PORTFOLIO FUND INC                                | 569,606   |
| 1,956 PERRITT EMERGING OPPORTUNITIES FD                            | 20,579    |
| 1,429 PFS FDS WIRELESS FD  | 7,100     |
| PIMCO COMMODITY REAL RETURN STRATEGY<br>66,383 CLASS D             | 426,842   |
| 1,746 PIMCO FDS EMERGING LOCAL BD FD CL D                          | 17,543    |
| 1,842 PIMCO FDS EMERGING MKTS CURR FDS CL D                        | 18,249    |
| 217 PIMCO FDS FOREIGN BD FD CL D (UNHEDGED)                        | 2,365     |
| PIMCO FDS LONG DURATION TOTAL RET FD INSTL<br>1,964 CL             | 23,152    |
| PIMCO FDS PAC INVT MGMT SER REAL ESTATE<br>1,171 REAL RET STR CL C | 5,047     |
| PIMCO FDS PAC INVT MGMT SER REAL<br>7,636 RETURN FD-CL D           | 90,027    |
| PIMCO FDS PAC INVT MGMT SER TOTAL RETURN<br>145,709 FD CL D        | 1,583,858 |
| 6,799 PIMCO FDS UNCONSTRAINED BD FD CL D                           | 74,044    |
| PIMCO FOREIGN BOND FUND CL D U.S.<br>2,493 DOLLAR-HEDGED           | 26,372    |
| 411 PIMCO SMALL CAP STOCKS PLUS TR CLASS D                         | 2,750     |
| PIMCO TOTAL RETURN FUND ADMINISTRATIVE<br>2,804 SHS                | 30,474    |
| 25,023 PIMCO TOTAL RETURN FUND INSTL CL                            | 271,996   |
| 954 PIMCO TOTAL RETURN FUND-CL A                                   | 10,366    |
| 1,004 POLARIS GLOBAL VALUE FUND<br>2,873                           | 12,771    |
|  | 25,718    |

PRICE T ROWE GLOBAL TECHNOLOGY FUND INC  
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| 138 PRICE T ROWE RETIREMENT FDS INC 2030 FD  | 2,284   |
| PRIMECAP ODYSSEY FDS AGGRESSIVE GROWTH<br>14,232FD   | 228,714 |
| 9,349 PRIMECAP ODYSSEY FDS GROWTH FD   | 139,675 |
| 611 PROFESSIONALLY MANAGED PORT DUNCAN-HURST CAN SLIM SELECT<br>PROFESSIONALLY MANAGED PORT FD ASTERISK X CONSERVATIVE | 6,791   |
| 192 UPGRADE FUND   | 6,143   |
| PROFESSIONALLY MANAGED PORT FD ASTERISK X FLEXIBLE INCOME<br>328 FUND  | 10,085  |
| 437 PROFESSIONALLY MANAGED PORT OSTERWEIS STRATEGIC INCOME FD  | 4,952   |
| PROFESSIONALLY MANAGED PORTF HODGES<br>244 FUND  | 4,775   |
| PROFESSIONALLY MANAGED PRFTL AKRE FOCUS<br>8,040 FD RETAIL CL  | 108,144 |
| PROFUND BASIC MATLS ULTRASECTOR<br>502 PROFUND INV CL  | 19,026  |
| 1,556 PROFUNDS BEAR INVS CL  | 28,549  |
| PROFUND MOBILE TELECOM ULTRA SECTOR INV<br>30 CL   | 619     |
| PROFUND MUT FDS INV CL OILFIELD EQUIPT &<br>2,702 SVCS ULTRA   | 49,850  |
| PROFUND OIL & GAS ULTRASECTOR INVESTOR<br>133 CL   | 5,146   |
| PROFUND REAL ESTATE ULTRASECTOR<br>63 PROFUND INV CL   | 1,400   |
| 9,231 PROFUND RISING RATES OPPORTUNITY 10 INV CL   | 169,948 |
| 7,715 PROFUND RISING RATES OPPORTUNITY INV   | 60,173  |
| 392 PROFUND RISING U S DOLLAR PROFUND INV  | 10,251  |
| PROFUND SHORT EMERGING MKTS PROFUND<br>11 INVS CL  | 148     |
| 4,138 PROFUND SHORT NASDAQ-100 INV CL  | 34,590  |
| PROFUND SHORT PRECIOUS METALS PROFUND<br>887 INVT CL   | 5,589   |
| 1,914 PROFUND SHORT REAL EST PROFUND INV CL  | 13,223  |
| 632 PROFUND TELECOMM ULTRASECTOR INV CL  | 8,595   |
| 5 PROFUND ULTRA SMALL/CAP INVSTR CL  | 84      |
| 314 PROFUND ULTRABULL INVS CL  | 12,036  |
| 202 PROFUND ULTRAJAPAN INVESTOR CLASS  | 1,120   |
| 11 PROFUND ULTRALATIN AMER PROFUND INV CL  | 100     |
| 11 PROFUND ULTRASHORT CHINA PROFUND INV  | 67      |
| 707 PROFUND ULTRASHORT DOW 30 FD INVESTOR CL   | 4,432   |
| 4,536 PROFUND ULTRASHORT INTL PROFUND INVS   | 36,830  |
| 284 PROFUND ULTRASHORT LATIN AMERICA INVS CL   | 4,740   |

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| 5,497 PROFUNDS ULTRASHORT SMALL-CAP FD INV CL                  | 59,589  |
| 515 PRUDENTIAL JENNISON NATURAL RESOURCES FUND INC CLASS Z     | 24,548  |
| 300 PRUDENTIAL JENNISON SMALL COMPANY FUND INC CLASS A         | 5,966   |
| 93 PRUDENTIAL JENNISON UTILITY FUND CLASS A                    | 1,001   |
| 297 PRUDENTIAL JENNISON UTILITY FUND CLASS C                   | 3,204   |
| 1,865 PUTNAM EQUITY INCOME FD NEW CL Y                         | 27,987  |
| 2,790 PUTNAM GLOBAL NAT RES FD CL C                            | 48,545  |
| 36 PUTNAM GLOBAL NATURAL RESOURCES FUND-CL A                   | 688     |
| 1,737 RAINIER INVT MGMT MUT FDS MID CAP EQUITY PORTFOLIO       | 66,808  |
| 3,145 RBB FD INC SCHNEIDER VALUE FD CL PPP                     | 37,744  |
| RBB FUND INC ROBECO BOSTON PRTRNS LONG SHORT EQI INVT          |         |
| 2,928 SHS  | 53,208  |
| 1,226 RBB FUND INC SCHNEIDER SMALL CAP VALUE FD                | 16,864  |
| 903 RBC FDS TR MICROCAP VALUE FD CL S                          | 14,604  |
| 594 REYNOLDS BLUE CHIP GROWTH FUND                             | 30,529  |
| 1,718 RIDGEWORTH FDS SMALL CAP VALUE EQUITY FD CL C            | 20,047  |
| 1,754 ROWE T PRICE CAPITAL APPRECIATION FD ADVISOR CLASS       | 35,971  |
| 1,265 ROWE T PRICE INFLATION PROTECTED BOND FUND INC           | 16,409  |
| 11,152 ROWE T PRICE INTL FDS INC AFRICA AND THE MIDDLE EAST FD | 70,817  |
| 2,074 ROWE T PRICE INTL INDEX FD INC INTL EQUITY INDEX FD      | 20,702  |
| 1,261 ROWE T PRICE NEW INCOME FD ADVISOR CL                    | 12,183  |
| 548 ROWE T PRICE REAL ESTATE FD ADVISOR CLASS                  | 10,153  |
| 169 ROYCE FD INTL SMALLER-COS FD SVC CL                        | 1,624   |
| 775 ROYCE FD PREMIER FD SERVICE CL                             | 14,122  |
| 2,786 ROYCE FD SPECIAL EQUITY FD                               | 54,889  |
| 2,564 ROYCE FUND LOW PRICED STOCK SERVICE                      | 36,685  |
| 859 ROYCE FUND MICRO-CAP FUND                                  | 12,483  |
| 342 ROYCE FUND PREMIER SERIES                                  | 6,331   |
| 891 ROYCE FUND ROYCE OPPORTUNITY FUND                          | 9,199   |
| 2,695 ROYCE FUND VALUE FD SERVICE CL                           | 29,484  |
| 16,259 ROYCE FUND VALUE PLUS FUND SERVICE CL                   | 195,109 |
| 6,843 ROYCE FUND-PENNSYLVANIA MUTUAL FUND INVESTMENT CL        | 73,628  |
| 1,665 ROYCE GLOBAL VALUE FUND SVC CL                           | 19,601  |
| 554 RS INVT TR VALUE FUND                                      | 12,765  |
| 1,888 RUSSELL COMMODITY STRATEGIES FUND CL S                   | 18,011  |
| 322 RYDEX SERIES FDS GOVT LONG BOND 1.2X STRAT CL C            | 5,281   |
| 3,063 RYDEX DYNAMIC FDS INVERSE DOW 2X STRATEGY CL C           | 37,187  |
| 2,752 RYDEX DYNAMIC FDS INVERSE DOW 2X STRATEGY CL H           | 35,584  |
| 1,190 RYDEX DYNAMIC FDS INVERSE S&P 500 2X STRAT CL H          | 15,193  |
| 494 RYDEX DYNAMIC FDS NASDAQ-100 2X STRATEGY CL H              | 59,188  |
| 244 RYDEX SER FDS COMMODITIES STRATEGY FD CL A                 | 3,947   |
| 8,819 RYDEX SER FDS INV RUSSELL 2000 2X STRAT CL C             | 187,490 |
| 27 RYDEX SER FDS RUSSELL 2000 2X STRATEGY CL H                 | 3,681   |
| 1,235 RYDEX SER FDS S&P 500 FD CL H                            | 31,025  |
| 115 RYDEX SER TR UTILITIES FD INVESTOR CL                      | 3,393   |
| 1 RYDEX SERIES FDS GOVT LG BOND 1.2X STRAT CL ADV              | 8       |
| 437 RYDEX SERIES FDS INVERSE GVT LG BD STRAT CL INV            | 3,935   |
| 17,133 RYDEX SERIES FDS INVERSE S&P 500 STRAT CL INV           | 477,329 |
| 159 RYDEX SERIES TRUST BASIC MATERIALS FUND INV CL             | 7,257   |
| 6,037 RYDEX SERIES TRUST NASDAQ-100                            | 89,469  |



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| 759 RYDEX SERIES TRUST PRECIOUS METALS FUND                | 50,550  |
| 468 RYDEX SGI MANAGED FUTURES STRATEGY CL H                | 11,208  |
| 19 SARATOGA HEALTH AND BIOTECHNOLOGY CLASS A               | 359     |
| 228 SATUIT CAP MGMT TR MICRO CAP FD CL A                   | 6,914   |
| 44,393 SATURNA INVESTMENT TRUST SEXTANT INTERNATIONAL FUND | 632,596 |
| SCHWAB CAP TR LAUDUS INTL MARKET MASTERS FUND INV          |         |
| 162 CLASS  | 2,660   |
| 1,082 SCHWARTZ INVT TR AVE MARIA SMALL CAP FD              | 11,887  |
| 5,997 SCOUT FDS CORE BD FD INSTL CL                        | 67,949  |
| 2,278 SCOUT FDS INTERNATIONAL FD                           | 63,717  |
| 720 SCOUT FDS MID CAP FD                                   | 9,159   |
| 847 SELECTED AMERICAN SHARE INC CL D                       | 33,414  |
| 907 SELECTED AMERICAN SHARES INC                           | 35,800  |
| 264 SENTINEL GROUP FDS INC INTERNATIONAL EQUITY CL A       | 3,809   |
| 410 SEQUOIA FUND INC                                       | 59,682  |
| 397 SMALLCAP WORLD FUND INC CL C                           | 12,341  |

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| 144 SMALLCAP WORLD FUND INC CL F1                            | 4,735     |
| 799 SSGA FUNDS EMERGING MARKETS FUND                         | 14,369    |
| 634 SSGA FUNDS INTERMEDIATE FUND                             | 5,805     |
| 4,798 SSGA FUNDS INTL STK SELECTION FUND                     | 39,586    |
| 73 SSGA FUNDS TUCKERMAN ACTIVE REIT                          | 835       |
| 995 STRATTON FDS INC-SMALL CAP YIELD FD                      | 49,526    |
| 60,927 SYMONS VALUE INSTITUTIONAL FUND                       | 642,775   |
| 17,202 T ROWE PRICE BLUE CHIP GROWTH FUND INC                | 664,859   |
| 340 T ROWE PRICE BLUE CHIP GROWTH FUND INC ADVISOR CL        | 13,106    |
| 12,972 T ROWE PRICE CAPITAL APPRECIATION FUND-SBI            | 267,483   |
| 157 T ROWE PRICE DIVIDEND GROWTH FUND INC                    | 3,670     |
| 199 T ROWE PRICE EQUITY INCOME FUND ADVISOR CL               | 4,585     |
| 12,938 T ROWE PRICE EQUITY INCOME FUND-SBI                   | 298,351   |
| 626 T ROWE PRICE FINANCIAL SERVICES FUND INC                 | 7,436     |
| 992 T ROWE PRICE GNMA FUND-SBI                               | 10,062    |
| 850 T ROWE PRICE GROWTH STK FD INC GROWTH STK FD ADV CL      | 26,778    |
| 4,162 T ROWE PRICE GROWTH STOCK FUND INC                     | 132,469   |
| 1,526 T ROWE PRICE HEALTH SCIENCES FUND INC                  | 49,732    |
| 6,508 T ROWE PRICE HIGH YIELD FUND INC                       | 42,236    |
| T ROWE PRICE INTL FDS INC EMERGING EUROPE                    |           |
| 1,251 MEDITERRANEAN  | 19,598    |
| 7,949 T ROWE PRICE INTL FUNDS INC EMERGING MARKETS BOND FUND | 101,270   |
| T ROWE PRICE INTL FUNDS INC EMERGING MARKETS STOCK           |           |
| 3,680 FUND   | 104,909   |
| 2,278 T ROWE PRICE INTL FUNDS INC GLOBAL STOCK FUND          | 36,122    |
| 27,463 T ROWE PRICE INTL FUNDS INC INTERNATIONAL BOND FUND   | 267,491   |
| T ROWE PRICE INTL FUNDS INC INTERNATIONAL DISCOVERY          |           |
| 2,922 FUND   | 109,024   |
| 7,121 T ROWE PRICE INTL FUNDS INC LATIN AMERICA FUND         | 276,523   |
| 2,178 T ROWE PRICE INTL FUNDS INC NEW ASIA FUND              | 30,289    |
| 985 T ROWE PRICE MEDIA & TELECOMMUNICATIONS FUND INC         | 46,229    |
| 929 T ROWE PRICE MID CAP GROWTH FUND INC ADVISOR CL          | 48,043    |
| 1,154 T ROWE PRICE MID-CAP GROWTH FUND INC                   | 60,869    |
| 1,054 T ROWE PRICE NEW AMERICA GROWTH FUND-SBI               | 33,527    |
| 2,678 T ROWE PRICE NEW ERA FUND INC                          | 112,591   |
| 38,673 T ROWE PRICE NEW HORIZONS FUND INC                    | 1,200,030 |
| 1,149 T ROWE PRICE REAL ESTATE FUND INC                      | 21,101    |
| 63 T ROWE PRICE SCIENCE & TECHNOLOGY FUND ADVISOR CL         | 1,606     |
| 966 T ROWE PRICE SMALL CAPITAL VALUE FUND INC                | 33,296    |
| 678 TANAKA FUNDS INC GROWTH FUND CL R                        | 7,738     |
| 9,133 TARGET PORTFOLIO TR MTG BACKED SECS PORTFOLIO          | 97,906    |
| 3,622 TARGET PORTFOLIO TR TOTAL RETURN BD PORTFOLIO          | 40,128    |
| 4,873 TCW FDS INC EMERGING MKTS INCOME FD CL N               | 51,464    |
| 592 TCW FDS INC TOTAL RETURN BOND FD CL N                    | 5,902     |
| 5,442 TCW HIGH YIELD BOND FUND CLASS I                       | 32,108    |
| 4,855 TEMPLETON FOREIGN FD CL A                              | 28,740    |
| 629 TEMPLETON GLOBAL BOND FD CL A                            | 7,805     |
| 22,579 TEMPLETON GLOBAL BOND FUND ADVISOR CL                 | 279,308   |
| 1,608 TEMPLETON GLOBAL BOND FUND CL C                        | 19,985    |
| 570 TEMPLETON GROWTH FUND INC CL R                           | 9,213     |

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| 3,288 THIRD AVENUE INTL VALUE FD INSTL CLASS                | 46,290  |
| 3,249 THIRD AVENUE VALUE FUND INSTL CLASS                   | 130,425 |
| 206 THOMPSON PLUMB FUNDS INC BOND FUND                      | 2,313   |
| 4,671 THORNBURG INTL VALUE FUND CL I                        | 114,824 |
| 606 THORNBURG INVT TR INTL VALUE FD CL C                    | 13,696  |
| 258 THORNBURG INVT TRUST VALUE FUND CL A                    | 7,571   |
| 211 TIAA CREF INSTL MUT FDS LARGE CAP VALUE BOND RETAIL     | 2,497   |
| 2,450 TIAA CREF INSTL MUT FDS MID CAP VALUE FD RETAIL CL    | 39,691  |
| 1,844 TIAA CREF INSTL MUT FDS REAL ESTATE SECS FD RETAIL CL | 19,533  |
| 3,548 TOCQUEVILLE GOLD FUND                                 | 253,579 |
| 1,820 TOCQUEVILLE TR DELAFIELD FD                           | 48,999  |
| 3,863 TOUCHSTONE SANDS CAPITAL SELECT GROWTH FUND CL Z      | 39,368  |
| 2,414 TOUCHSTONE STRATEGIC TR LARGE CAP GROWTH FD CL Y      | 61,160  |
| 4,226 TRANSAMERICA WMC DIVERSIFIED GROWTH-P                 | 38,540  |
| 710 TRUST FOR PROFESSIONAL MANAGERS MARKETFIELD FUND        | 9,950   |
| 317 TURNER FUNDS SMALL CAP GROWTH FUND INV CL               | 10,205  |
| 1,745 TWEEDY BROWNE FUND INC GLOBAL VALUE FUND              | 38,132  |
| 1,734 U S GLOBAL INVESTORS EASTERN EUROPEAN FUND            | 13,508  |

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|---|---------|
| U S GLOBAL INVESTORS GLOBAL MEGA TRENDS<br>5,945 FUND   | 45,661  |
| U S GLOBAL INVESTORS GOLD AND PRECIOUS<br>21,559 METALS FUND                                  | 271,865 |
| 1,172 UNIFIED SER TR APPLESEED FD<br>UNIFIED SER TR SOUND MIND INVESTING<br>4,642 BALANCED FD | 13,767  |
| 11,518 UNIFIED SER TR SOUND MIND INVESTING FD   | 44,843  |
| 3,746 US GLOBAL INVESTORS CHINA REGION FUND   | 122,556 |
| US GLOBAL INVESTORS GLOBAL EMERGING<br>1,005 MARKETS FUND                                     | 25,508  |
| US GLOBAL INVESTORS GLOBAL RESOURCES<br>26,206 FUND   | 6,852   |
| US GLOBAL INVESTORS WORLD PRECIOUS<br>7,346 MINERALS FUND                                     | 245,290 |
| 2,400 VALUE LINE FUND INC   | 96,826  |
| 604 VALUE LINE INCOME FUND INC  | 21,696  |
| 729 VALUE LINE PREMIER GROWTH FD INC  | 4,992   |
| 3,076 VAN ECK EMERGING MARKETS CLASS C<br>VAN ECK FUNDS GLOBAL HARD ASSETS FUND CL<br>124 A   | 19,305  |
| 5,393   |         |
| VAN ECK FUNDS INTL INVESTORS GOLD FUND CL<br>980 A  | 28,795  |
| 18,707  |         |
| VAN ECK FUNDS INTL INVESTORS GOLD FUND CL<br>231 C  | 4,097   |
| 582 VANGUARD 500 INDEX FUND INVESTOR SHARES   | 67,446  |
| 6,381 VANGUARD BOND INDEX FUND INC INTERMEDIATE TERM PORTFOLIO FD                             | 75,103  |
| VANGUARD BOND INDEX FUND INC SHORT TERM<br>6,212 PORTFOLIO                                    | 65,912  |
| VANGUARD BOND INDEX FUND INC TOTAL BOND<br>13,656 MARKET PORTFOLIO                            | 150,213 |
| VANGUARD CHESTER FDS TARGET RETIREMENT<br>2,581 2015 FD                                       | 31,741  |
| 2,455 VANGUARD CONVERTIBLE SECURITIES FUND-SBI  | 29,063  |
| 24,623 VANGUARD DIVIDEND GROWTH FUND  | 379,691 |
| VANGUARD EMERGING MARKETS STOCK INDEX<br>1,316 FUND   | 31,732  |
| VANGUARD FINANCIALS INDEX FUND ADMIRAL<br>7,102 SHS   | 98,147  |
| VANGUARD FIXED INC SECS FD INC SHORT TERM<br>12,445 INVT GRADE FUND                           | 132,415 |
| VANGUARD FIXED INCOME SECS FD INC-HIGH<br>2,014 YIELD CORP PORTFOL                            | 11,460  |
| VANGUARD FIXED INCOME SECS FD INC-LONG TERM U S TREASURY<br>2,342 PORTFOLIO                   | 31,241  |
| VANGUARD FIXED INCOME SECS INTER TERM<br>10,403 INVT GRADE INV CL                             | 103,927 |
| VANGUARD FIXED INCOME SECS INVT GRADE BD<br>731 PORTFOLIO                                     | 7,526   |
| 11,801 VANGUARD GNMA FUND   | 130,637 |

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| VANGUARD HORIZON FD INC GLOBAL EQUITY<br>871 PORTFOLIO              | 13,863    |
| VANGUARD HORIZON FDS STRTGIC SMALL CAP<br>3,049 EQUITY FD INV CL    | 57,389    |
| 361 VANGUARD INDEX FDS 500 INDEX FD SIGNAL SHS                      | 34,569    |
| VANGUARD INDEX TR MID CAP GROWTH INDEX<br>477 INV SHS               | 11,187    |
| VANGUARD INDEX TRUST MID CAPITALIZATION<br>57,753 STK PORT          | 1,134,848 |
| VANGUARD INDEX TRUST SMALL CAPITLZATION<br>7,304 GROWTH             | 156,957   |
| VANGUARD INDEX TRUST SMALL CAPITLZATION<br>1,441 VALUE STK          | 21,678    |
| VANGUARD INDEX TRUST TOTAL STOCK MARKET<br>9,672 PORTFOLIO          | 302,649   |
| VANGUARD INDEX TRUST-SMALL<br>4,959 CAPITALIZATION STOCK FUND       | 165,531   |
| 26,699 VANGUARD INFL-PROTECTED SECS                                 | 376,717   |
| 1,297 VANGUARD INTERNATIONAL GROWTH PORTFOLIO                       | 21,199    |
| 271 VANGUARD INTERNATIONAL VALUE PORTFOLIO                          | 7,209     |
| VANGUARD INTL EQTY INDX FDS GBL EX-US REAL<br>407 ESTATE IDX INV    | 6,619     |
| VANGUARD INTL EQUITY INDEX FUND<br>1,091 INC-EUROPEAN PORTFOLIO     | 24,179    |
| VANGUARD INTL EQUITY INDEX FUND<br>1,084 INC-PACIFIC PORTFOLIO      | 9,822     |
| VANGUARD INTL EQTY INDX FDS FTSE AL WRLD<br>2,187 EX US INDX FD INV | 34,037    |
| VANGUARD SPECIALIZED PORTFOLIOS METALS &<br>1,139 MINING FD         | 22,091    |
| VANGUARD SPECIALIZED PORTFOLIOS-ENERGY<br>2,835 PORTFOLIO           | 169,987   |
| VANGUARD SPECIALIZED PORTFOLIOS-REIT INDEX<br>5,210 PORTFOL         | 100,284   |
| 58 VANGUARD STAR FUND STAR PORTFOLIO                                | 1,089     |
| 18,105 VANGUARD TARGET RETIREMENT 2035 FD                           | 226,496   |
| 19,956 VANGUARD TOTAL INTL STOCK INDEX FUND                         | 260,625   |
| 14,486 VANGUARD WELLESLEY INCOME FUND INC                           | 332,162   |
| 635 VANGUARD WELLINGTON FD INC                                      | 19,903    |
| VANGUARD WHITEHALL FDS HIGH DIVIDEND<br>2,279 YIELD INV SHS         | 40,825    |
| VANGUARD WHITEHALL FUNDS INC SELECTED<br>185 VALUE PORTFOLIO        | 3,435     |
| VANGUARD WINDSOR FUND INC VANGUARD<br>1,311 WINDSOR II PORTFOLIO    | 33,791    |
| 899 VIRTUS FOREIGN OPPORTUNITIES FUND CLASS A                       | 19,801    |
| VIRTUS SMALL CAP SUSTAINABLE GROWTH FUND<br>433 CLASS C             | 4,952     |
| 231 WALTHAUSEN FDS SMALL CAP VALUE FD                               | 3,431     |
| WASATCH ADVISORS FUNDS INC CORE GROWTH<br>700 FUND                  | 25,312    |

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| WASATCH ADVISORS FUNDS INC HOISINGTON U S<br>410 TREASURY FUND | 7,508  |
| WASATCH ADVISORS FUNDS INC SMALL CAP<br>437 GROWTH FUND        | 16,525 |
| WASATCH ADVISORS FUNDS INC ULTRA GROWTH<br>79 FUND             | 1,599  |

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| 5,030 WASATCH FDS INC 1ST SOURCE INCOME FD   | 51,814           |
| 39,767 WASATCH FDS INC EMERGING MKTS SMALL CAP FD  | 87,885           |
| 1,892 WASATCH FDS INC INTL GROWTH FD   | 33,599           |
| 16,072 WASATCH FDS INC LARGE CAP VALUE FUND  | 211,670          |
| 3,806 WASATCH FDS INC LONG/SHORT FD  | 48,909           |
| 1,476 WASATCH WORLD INNOVATORS FD  | 23,162           |
| 540 WEITZ FDS HICKORY FD   | 20,834           |
| 3,160 WEITZ FDS SHORT INTERMEDIATE INCOME FD   | 39,095           |
| 3,896 WEITZ PARTNERS III OPPORTUNITY FD  | 46,710           |
| 1,200 WEITZ SERIES FUND INC VALUE PORTFOLIO  | 36,144           |
| 1,803 WELLS FARGO ADVANTAGE ASIA PACIFIC FUND INV CL   | 15,652           |
| WELLS FARGO ADVANTAGE FDS EMERGING MRKTS EQUITY FD CL  |                  |
| 978 C  | 16,200           |
| 37 WELLS FARGO ADVANTAGE FDS PRECIOUS METALS FD CL A   | 2,657            |
| WELLS FARGO ADVANTAGE FDS ULTR SHT TRM MUN INC FD INV  |                  |
| 2,075 CL   | 10,000           |
| 2,251 WELLS FARGO ADVANTAGE GROWTH FUND INV CL   | 76,767           |
| 144 WELLS FARGO SHORT TERM HIGH YIELD BD FD CL A   | 1,172            |
| 3,920 WELLS FARGO SHORT TERM HIGH YIELD BOND FUND INV CL   | 31,832           |
| 10,273 WESTCORE PLUS BOND FUND INSTL SHS   | 113,415          |
| 654 WESTCORE TR SELECT FD  | 12,230           |
| 602 WESTCORE TRUST FLEXIBLE INCOME FUND  | 5,163            |
| 3,273 WESTERN ASSET CORE PLUS BOND PORTFOLIO CLASS I   | 36,358           |
| 1,499 WESTPORT FUND-CL R   | 34,865           |
| 1,137 WILLIAM BLAIR SMALL CAP VALUE FUND CL N  | 13,935           |
| 803 WINTERGREEN FD INC   | 11,308           |
| 694 WORLD FUNDS INC NEW THIRD MILLENNIUM RUSSIA FUND   | 11,544           |
| 6,691 YACKTMAN FOCUSED FUND  | 125,650          |
| 7,894 YACKTMAN FUND INC  | 138,222          |
| Total Registered Investment Companies  | \$ 94,923,728    |
| Notes Receivable From Participants (interest rate ranging from 4.25% through 10.5% maturing through November 2026) | \$ 74,987,631    |
| Net Assets Pending Settlement  | \$ 3,786,408     |
| TOTAL NET ASSETS   | \$ 3,018,675,861 |

AMERICAN ELECTRIC POWER SYSTEM RETIREMENT SAVINGS PLAN  
SCHEDULE OF ASSETS ACQUIRED AND DISPOSED

| Assets Acquired and Disposed  | Number of<br>Shares/Units | Fair Value     |
|---|---------------------------|----------------|
| American Electric Power Company, Inc. Common Stock \$6.50 par value (a) |                           |                |
| Acquired:   | 2,027,581 Shares          | \$ 73,409,682  |
| Disposed:   | 2,723,501 Shares          | \$ 101,043,950 |

(a) Transactions are recorded on the trade date.



AMERICAN ELECTRIC POWER SYSTEM RETIREMENT SAVINGS PLAN  
SCHEDULE OF NONEXEMPT TRANSACTION

|  |  |
|--|--|
| Party Involved:  | James K. Johnson   |
| Relationship to Plan,<br>employer or other<br>party-in-interest: | Employee of employer/Plan Sponsor                          |
| Transaction:   | Participant loan   |
| Date of Loan:  | April 9, 2008  |
| Amount of Loan:  | \$21,000   |
| Annual Interest Rate:  | 6.25%  |
| Term of Loan:  | 5 years  |
| Collateral:  | Fifty percent (50%) of the Borrower's Savings Plan account |

Reason Transaction is Nonexempt: Exemption under ERISA 408(b)(1) requires, among other things, that the loan be made in accordance with specific plan provisions. The Plan specifically required that the maximum participant loan (when added to the outstanding balance of all other loans to such participant) be limited to \$50,000, less the excess, if any, of the participant's highest outstanding loan balance in the past 12 months. When the plan issued the subject loan to Mr. Johnson on April 9, 2008, in the amount of \$21,000, his highest outstanding loan balance in the preceding 12 months was approximately \$32,500. The \$21,000 loan, when aggregated with the aforementioned loan of approximately \$32,500, resulted in the loan not being made in accordance with the specific provisions of the Plan and therefore did not fall within the exemption set forth in ERISA Section 408(b)(1). By December 31, 2011 the Company completed the steps to remediate the prohibited transaction as relates to the participant, but had not completed the steps to fully remediate the prohibited transaction as relates to the interested government agencies.

AMERICAN ELECTRIC POWER SYSTEM RETIREMENT SAVINGS PLAN  
EXHIBIT INDEX

| Exhibit Number | Description  |
|----------------|--|
| 23             | Consent of Independent Registered Public Accounting Firm |

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