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Lloyds Banking Group plc
Form 13F-HR
October 21, 2011

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

FORM 13F

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: 30-Sep-11

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

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

Institutional Investment Manager Filing this Report:

Name: Lloyds Banking Group plc

Address: The Mound

Edinburgh EH1 1YZ

Scotland

United Kingdom

Form 13F File Number: 001-15246

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

Person Signing this Report on Behalf of Reporting Manager:

Name: Mr G Johnstone

Title: Share Disclosure Team

Phone: (+44) 113 235 7638

Signature, Place, and Date of Signing:

/s/ G Johnstone 21-Oct-11

[Signature] [City, State] [Date]

Report Type (Check only one.):

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

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

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

FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 3

Form 13F Information Table Entry Total: 661

Form 13F Information Table Value Total: \$7,806,820

(thousands)

List of Other Included Managers:

No.	Form 13F File Number	Name
1	028-10147	Scottish Widows Investment Partnership Limited
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10	028-10237	Lloyds TSB Offshore Private Clients Limited
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11	028-10892	Lloyds TSB Offshore Limited
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FORM 13F INFORMATION TABLE FOR LLOYDS BANKING GROUP PLC EXCHANGE RATE 1.5579

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE US\$ 000's	NO. OF SHARES	SH/PRN	INVE DISC
AFLAC INC	COM	001055102	11,662	333,407	SH	DEF
AK STL HLDG CORP	COM	001547108	3	500	SH	DEF
ABBOTT LABS	COM	002824100	37,515	733,362	SH	DEF
ABERCROMBIE & FITCH CO	CL A	002896207	1,561	25,373	SH	DEF
ACME PACKET INC	COM	004764106	5,258	123,432	SH	DEF
ADVANCED MICRO DEVICES INC	COM	007903107	316	62,428	SH	DEF
AGNICO EAGLE MINES LTD	COM	008474108	2,758	46,342	SH	DEF
AIR PRODS & CHEMS INC	COM	009158106	19,537	255,844	SH	DEF
AIRGAS INC	COM	009363102	213	3,340	SH	DEF
ALCOA INC	COM	013817101	11,112	1,161,798	SH	DEF
ALLERGAN INC	COM	018490102	1,002	12,164	SH	DEF
ALLSTATE CORP	COM	020002101	13,199	557,063	SH	DEF
ALTERA CORP	COM	021441100	2,240	71,041	SH	DEF
AMAZON COM INC	COM	023135106	38,542	178,291	SH	DEF
AMEREN CORP	COM	023608102	467	15,690	SH	DEF
AMERICAN ELEC PWR INC	COM	025537101	3,022	79,503	SH	DEF
AMERICAN EXPRESS CO	COM	025816109	26,027	579,737	SH	DEF
AMERICAN INTL GROUP INC	COM NEW	026874784	1,489	67,848	SH	DEF

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AMERICAN TOWER CORP	CL A	029912201	23,459	436,169	SH	DEF
AMGEN INC	COM	031162100	2,732	49,731	SH	DEF
AMGEN INC	COM	031162100	4	81	SH	DEF
AMGEN INC	COM	031162100	225	4,101	SH	DEF
AMGEN INC	COM	031162100	18,071	328,927	SH	DEF
AMPHENOL CORP NEW	CL A	032095101	1,185	29,050	SH	DEF
ANADARKO PETE CORP	COM	032511107	3,504	55,592	SH	DEF
ANALOG DEVICES INC	COM	032654105	2,775	88,759	SH	DEF
ANGLOGOLD ASHANTI LTD	SPONSORED ADR	035128206	238	5,760	SH	DEF
AON CORP	COM	037389103	3,129	74,519	SH	DEF
APACHE CORP	COM	037411105	71,077	885,754	SH	DEF
APOLLO GROUP INC	CL A	037604105	770	19,445	SH	DEF
APPLE INC	COM	037833100	3,975	10,427	SH	DEF
APPLE INC	COM	037833100	6	17	SH	DEF
APPLE INC	COM	037833100	333	875	SH	DEF
APPLE INC	COM	037833100	310,749	814,995	SH	DEF
APPLIED MATLS INC	COM	038222105	14,053	1,357,210	SH	DEF
ARCHER DANIELS MIDLAND CO	COM	039483102	3,898	157,119	SH	DEF
AUTODESK INC	COM	052769106	626	22,553	SH	DEF
AUTOMATIC DATA PROCESSING IN	COM	053015103	3,871	82,141	SH	DEF
AUTOZONE INC	COM	053332102	1,905	5,965	SH	DEF
AVERY DENNISON CORP	COM	053611109	759	30,277	SH	DEF
AVON PRODS INC	COM	054303102	35	1,829	SH	DEF
BB&T CORP	COM	054937107	14,516	681,045	SH	DEF
BMC SOFTWARE INC	COM	055921100	1,145	29,690	SH	DEF
BAKER HUGHES INC	COM	057224107	14,659	317,860	SH	DEF
BALL CORP	COM	058498106	882	28,421	SH	DEF
BANK OF AMERICA CORPORATION	COM	060505104	30,379	4,967,954	SH	DEF
BANK OF NEW YORK MELLON CORP	COM	064058100	31	1,713	SH	DEF
BANK OF NEW YORK MELLON CORP	COM	064058100	14,031	754,564	SH	DEF
BARD C R INC	COM	067383109	1,239	14,170	SH	DEF
BARRICK GOLD CORP	COM	067901108	61	1,317	SH	DEF
BAXTER INTL INC	COM	071813109	31,334	557,903	SH	DEF
BECTON DICKINSON & CO	COM	075887109	3,635	49,596	SH	DEF
BED BATH & BEYOND INC	COM	075896100	20,669	360,638	SH	DEF
BEMIS INC	COM	081437105	522	17,820	SH	DEF
BERKSHIRE HATHAWAY INC DEL	CL B NEW	084670702	55,538	781,840	SH	DEF
BEST BUY INC	COM	086516101	756	32,472	SH	DEF
BIG LOTS INC	COM	089302103	438	12,598	SH	DEF
BLOCK H & R INC	COM	093671105	649	48,775	SH	DEF
BOEING CO	COM	097023105	17,830	294,751	SH	DEF
BOSTON SCIENTIFIC CORP	COM	101137107	35	5,970	SH	DEF
BRISTOL MYERS SQUIBB CO	COM	110122108	22,320	711,631	SH	DEF
BROADCOM CORP	CL A	111320107	884	26,566	SH	DEF
BROWN FORMAN CORP	CL B	115637209	1,201	17,145	SH	DEF
CBS CORP NEW	CL B	124857202	22,695	1,113,347	SH	DEF
CF INDS HLDGS INC	COM	125269100	1,644	13,327	SH	DEF
CIGNA CORP	COM	125509109	3,331	79,410	SH	DEF
CMS ENERGY CORP	COM	125896100	20,574	1,040,441	SH	DEF
CSX CORP	COM	126408103	18,117	970,126	SH	DEF
CVS CAREMARK CORPORATION	COM	126650100	23,222	691,254	SH	DEF
CABOT OIL & GAS CORP	COM	127097103	687	11,106	SH	DEF
CAMPBELL SOUP CO	COM	134429109	13,135	406,043	SH	DEF
CARMAX INC	COM	143130102	684	28,701	SH	DEF
CARNIVAL CORP	PAIRED CTF	143658300	17,428	575,008	SH	DEF
CATERPILLAR INC DEL	COM	149123101	33,218	450,232	SH	DEF
CELGENE CORP	COM	151020104	23,728	383,183	SH	DEF
CEMEX SAB DE CV	SPON ADR NEW	151290889	3,381	1,068,465	SH	DEF
CENTURYLINK INC	COM	156700106	11,649	351,683	SH	DEF
CEPHALON INC	COM	156708109	353	4,382	SH	DEF
CERNER CORP	COM	156782104	1,578	23,022	SH	DEF
CHESAPEAKE ENERGY CORP	COM	165167107	20,086	786,309	SH	DEF

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CHEVRON CORP NEW	COM	166764100	97,437	1,052,584	SH	DEF
CHIPOTLE MEXICAN GRILL INC	COM	169656105	1,454	4,796	SH	DEF
CHUBB CORP	COM	171232101	11,644	194,128	SH	DEF
CINCINNATI FINL CORP	COM	172062101	11,208	425,527	SH	DEF
CINTAS CORP	COM	172908105	400	14,264	SH	DEF
CITIGROUP INC	COM NEW	172967424	35,711	1,393,889	SH	DEF
CITRIX SYS INC	COM	177376100	11,200	205,370	SH	DEF
CLOROX CO DEL	COM	189054109	895	13,490	SH	DEF
COACH INC	COM	189754104	14,943	288,340	SH	DEF
COCA COLA CO	COM	191216100	203,580	3,011,318	SH	DEF
COGNIZANT TECHNOLOGY SOLUTIO	CL A	192446102	1,869	29,819	SH	DEF
COLGATE PALMOLIVE CO	COM	194162103	53	600	SH	DEF
COLGATE PALMOLIVE CO	COM	194162103	14,824	167,253	SH	DEF
COMERICA INC	COM	200340107	148	6,477	SH	DEF
COMPANIA DE MINAS BUENAVENTU	SPONSORED ADR	204448104	4,977	132,000	SH	DEF
COMPUTER SCIENCES CORP	COM	205363104	5,749	214,248	SH	DEF
COMPUWARE CORP	COM	205638109	180	23,527	SH	DEF
CONAGRA FOODS INC	COM	205887102	23,052	951,220	SH	DEF
CONCUR TECHNOLOGIES INC	COM	206708109	1,062	28,546	SH	DEF
CONSOLIDATED EDISON INC	COM	209115104	2,727	47,831	SH	DEF
CONSTELLATION ENERGY GROUP I	COM	210371100	27	729	SH	DEF
CORNING INC	COM	219350105	3,219	260,338	SH	DEF
COVENTRY HEALTH CARE INC	COM	222862104	1,392	48,354	SH	DEF
CRAWFORD & CO	CL B	224633107	505	94,509	SH	DEF
CUMMINS INC	COM	231021106	26,174	320,396	SH	DEF
DTE ENERGY CO	COM	233331107	2,350	47,972	SH	DEF
DANAHER CORP DEL	COM	235851102	4,080	97,237	SH	DEF
DARDEN RESTAURANTS INC	COM	237194105	978	22,889	SH	DEF
DEAN FOODS CO NEW	COM	242370104	57	6,479	SH	DEF
DEERE & CO	COM	244199105	1,544	23,927	SH	DEF
DEERE & CO	COM	244199105	3	48	SH	DEF
DEERE & CO	COM	244199105	128	1,985	SH	DEF
DEERE & CO	COM	244199105	19,219	297,675	SH	DEF
DENBURY RES INC	COM NEW	247916208	773	67,200	SH	DEF
DENTSPLY INTL INC NEW	COM	249030107	463	15,122	SH	DEF
DEVRY INC DEL	COM	251893103	51,480	1,393,820	SH	DEF
DISNEY WALT CO	COM DISNEY	254687106	28,420	942,792	SH	DEF
DISCOVER FINL SVCS	COM	254709108	3,672	159,976	SH	DEF
DONNELLEY R R & SONS CO	COM	257867101	326	23,117	SH	DEF
DOVER CORP	COM	260003108	3,076	66,017	SH	DEF
DOW CHEM CO	COM	260543103	13,162	585,631	SH	DEF
DRIL-QUIP INC	COM	262037104	1,049	19,473	SH	DEF
DU PONT E I DE NEMOURS & CO	COM	263534109	8,237	206,166	SH	DEF
E M C CORP MASS	COM	268648102	2,474	117,782	SH	DEF
E M C CORP MASS	COM	268648102	3	158	SH	DEF
E M C CORP MASS	COM	268648102	193	9,194	SH	DEF
E M C CORP MASS	COM	268648102	84,640	4,029,537	SH	DEF
E TRADE FINANCIAL CORP	COM NEW	269246401	217	23,899	SH	DEF
EASTMAN CHEM CO	COM	277432100	1,668	24,359	SH	DEF
EATON CORP	COM	278058102	15,884	447,189	SH	DEF
EBAY INC	COM	278642103	8,293	281,247	SH	DEF
ECOLAB INC	COM	278865100	21,822	446,405	SH	DEF
ECOPETROL S A	SPONSORED ADS	279158109	5,684	141,200	SH	DEF
EDISON INTL	COM	281020107	2,792	73,017	SH	DEF
ELECTRONIC ARTS INC	COM	285512109	255	12,481	SH	DEF
EMERSON ELEC CO	COM	291011104	36,241	876,991	SH	DEF

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EQUIFAX INC	COM	294429105	844	27,457	SH	DEF
EXPEDITORS INTL WASH INC	COM	302130109	1,436	35,435	SH	DEF
EXPRESS SCRIPTS INC	COM	302182100	15,405	415,521	SH	DEF
FLIR SYS INC	COM	302445101	392	15,691	SH	DEF
F M C CORP	COM NEW	302491303	527	7,621	SH	DEF
FAMILY DLR STORES INC	COM	307000109	1,386	27,293	SH	DEF
FASTENAL CO	COM	311900104	2,190	65,807	SH	DEF
FEDERATED INVS INC PA	CL B	314211103	480	27,397	SH	DEF
F5 NETWORKS INC	COM	315616102	962	13,551	SH	DEF
FIFTH THIRD BANCORP	COM	316773100	2,181	215,864	SH	DEF
FIRST HORIZON NATL CORP	COM	320517105	69	11,723	SH	DEF
FIRST SOLAR INC	COM	336433107	154	2,450	SH	DEF
FISERV INC	COM	337738108	14,803	291,544	SH	DEF
FIRSTENERGY CORP	COM	337932107	13,982	311,376	SH	DEF
FLUOR CORP NEW	COM	343412102	879	18,910	SH	DEF
FOMENTO ECONOMICO MEXICANO S	SPON ADR UNITS	344419106	2,436	37,585	SH	DEF
FORD MTR CO DEL	COM PAR \$0.01	345370860	18,987	1,964,588	SH	DEF
FOREST LABS INC	COM	345838106	13,615	442,283	SH	DEF
FORTUNE BRANDS INC	COM	349631101	11,410	210,884	SH	DEF
FRANKLIN RES INC	COM	354613101	16,552	173,279	SH	DEF
GANNETT INC	COM	364730101	649	68,281	SH	DEF
GAP INC DEL	COM	364760108	1,563	96,243	SH	DEF
GENERAL DYNAMICS CORP	COM	369550108	17,765	312,256	SH	DEF
GENERAL ELECTRIC CO	COM	369604103	83,803	5,504,308	SH	DEF
GENERAL MLS INC	COM	370334104	1,432	37,218	SH	DEF
GENUINE PARTS CO	COM	372460105	1,340	26,393	SH	DEF
GILEAD SCIENCES INC	COM	375558103	3,849	99,207	SH	DEF
GOLDCORP INC NEW	COM	380956409	95,954	2,101,725	SH	DEF
GOODRICH CORP	COM	382388106	1,625	13,468	SH	DEF
GOODYEAR TIRE & RUBR CO	COM	382550101	235	23,327	SH	DEF
GRAINGER W W INC	COM	384802104	75,399	503,974	SH	DEF
HALLIBURTON CO	COM	406216101	17,845	585,182	SH	DEF
HARLEY DAVIDSON INC	COM	412822108	99,855	2,910,828	SH	DEF
HARMAN INTL INDS INC	COM	413086109	471	16,497	SH	DEF
HARRIS CORP DEL	COM	413875105	725	21,234	SH	DEF
HARTFORD FINL SVCS GROUP INC	COM	416515104	2,127	131,693	SH	DEF
HASBRO INC	COM	418056107	19	592	SH	DEF
HAWAIIAN ELEC INDUSTRIES	COM	419870100	2,062	84,996	SH	DEF
HEALTHWAYS INC	COM	422245100	877	89,181	SH	DEF
HEINZ H J CO	COM	423074103	3,094	61,300	SH	DEF
HELMERICH & PAYNE INC	COM	423452101	1,510	37,185	SH	DEF
HERSHEY CO	COM	427866108	1,519	25,661	SH	DEF
HEWLETT PACKARD CO	COM	428236103	1	72	SH	DEF
HEWLETT PACKARD CO	COM	428236103	24,910	1,109,343	SH	DEF
HEXCEL CORP NEW	COM	428291108	1,162	52,435	SH	DEF
HIBBETT SPORTS INC	COM	428567101	710	20,970	SH	DEF
HOME DEPOT INC	COM	437076102	27,608	840,440	SH	DEF
HONEYWELL INTL INC	COM	438516106	8,566	194,955	SH	DEF
HORMEL FOODS CORP	COM	440452100	1,327	49,103	SH	DEF
HOSPIRA INC	COM	441060100	21	594	SH	DEF
HUDSON CITY BANCORP	COM	443683107	76	13,550	SH	DEF
HUMANA INC	COM	444859102	2,877	39,583	SH	DEF
HUNT J B TRANS SVCS INC	COM	445658107	14,037	388,568	SH	DEF
HUNTINGTON BANCSHARES INC	COM	446150104	986	205,364	SH	DEF
ITT CORP NEW	COM	450911102	443	10,550	SH	DEF
IHS INC	CL A	451734107	27,871	372,914	SH	DEF
ILLINOIS TOOL WKS INC	COM	452308109	81	1,955	SH	DEF
ILLINOIS TOOL WKS INC	COM	452308109	4,686	112,638	SH	DEF
INFOSYS LTD	SPONSORED ADR	456788108	10,512	205,856	SH	DEF
INTEL CORP	COM	458140100	23	1,100	SH	DEF
INTEL CORP	COM	458140100	66,400	3,112,283	SH	DEF
INTERNATIONAL BUSINESS MACHS	COM	459200101	92	530	SH	DEF

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INTERNATIONAL BUSINESS MACHS	COM	459200101	124,434	711,682	SH	DEF
INTERNATIONAL FLAVORS&FRAGRA	COM	459506101	754	13,410	SH	DEF
INTERNATIONAL GAME TECHNOLOG	COM	459902102	924	63,762	SH	DEF
INTL PAPER CO	COM	460146103	2,888	124,174	SH	DEF
INTERPUBLIC GROUP COS INC	COM	460690100	62,960	8,738,514	SH	DEF
INTUIT	COM	461202103	494	10,429	SH	DEF
IRON MTN INC	COM	462846106	693	21,909	SH	DEF
ISHARES INC	MSCI UTD KINGD	464286699	243	16,483	SH	DEF
ISHARES INC	MSCI UTD KINGD	464286699	1,901	128,704	SH	DEF
ISHARES INC	MSCI JAPAN	464286848	145	15,409	SH	DEF
ISHARES INC	MSCI JAPAN	464286848	580	61,396	SH	DEF
ISHARES TR	DJ SEL DIV INX	464287168	27	575	SH	DEF
ISHARES TR	S&P GLB100INDX	464287572	94	1,770	SH	DEF
ISHARES TR	S&P EURO PLUS	464287861	58	1,821	SH	DEF
ISHARES TR	S&P ASIA 50 IN	464288430	63	1,746	SH	DEF
ISHARES TR	S&P ASIA 50 IN	464288430	311	8,619	SH	DEF
ISHARES TR	MSCI KLD400 SOC	464288570	54	1,280	SH	DEF
ISHARES TR	DJ OIL EQUIP	464288844	1,016	23,498	SH	DEF
ISHARES TR	DJ OIL EQUIP	464288844	1	32	SH	DEF
ISHARES TR	DJ OIL EQUIP	464288844	79	1,837	SH	DEF
ISHARES TR	10+YR GOVT/CR	464289479	575	9,521	SH	DEF
ISHARES TR	10+YR GOVT/CR	464289479	669	11,075	SH	DEF
ITAU UNIBANCO HLDG SA	SPON ADR REP PFD	465562106	39,992	2,577,639	SH	DEF
JABIL CIRCUIT INC	COM	466313103	830	46,689	SH	DEF
JACOBS ENGR GROUP INC DEL	COM	469814107	264	8,197	SH	DEF
JOHNSON & JOHNSON	COM	478160104	91,425	1,435,254	SH	DEF
JOHNSON CTLS INC	COM	478366107	8,960	339,728	SH	DEF
JOY GLOBAL INC	COM	481165108	1,468	23,554	SH	DEF
KLA-TENCOR CORP	COM	482480100	11,919	311,328	SH	DEF
KELLOGG CO	COM	487836108	779	14,652	SH	DEF
KEYCORP NEW	COM	493267108	1,326	223,235	SH	DEF
KIMBERLY CLARK CORP	COM	494368103	15,449	217,628	SH	DEF
KOHL'S CORP	COM	500255104	4,061	82,704	SH	DEF
KROGER CO	COM	501044101	19,949	908,245	SH	DEF
LKQ CORP	COM	501889208	44,324	1,833,470	SH	DEF
LSI CORPORATION	COM	502161102	719	138,989	SH	DEF
L-3 COMMUNICATIONS HLDGS INC	COM	502424104	12,242	197,645	SH	DEF
LAUDER ESTEE COS INC	CL A	518439104	2,365	26,936	SH	DEF
LEGGETT & PLATT INC	COM	524660107	605	30,565	SH	DEF
LEGG MASON INC	COM	524901105	899	34,964	SH	DEF
LENNAR CORP	CL A	526057104	233	17,229	SH	DEF
LEUCADIA NATL CORP	COM	527288104	1,330	58,658	SH	DEF
LEXMARK INTL NEW	CL A	529771107	456	16,882	SH	DEF
LILLY ELI & CO	COM	532457108	10,586	286,469	SH	DEF
LIMITED BRANDS INC	COM	532716107	2,263	58,744	SH	DEF
LINCOLN NATL CORP IND	COM	534187109	1,163	74,443	SH	DEF
LINEAR TECHNOLOGY CORP	COM	535678106	15,969	577,757	SH	DEF
LITHIA MTRS INC	CL A	536797103	1,849	128,710	SH	DEF
LOCKHEED MARTIN CORP	COM	539830109	4,715	64,935	SH	DEF
LOEWS CORP	COM	540424108	1,807	52,280	SH	DEF
LORILLARD INC	COM	544147101	30,014	270,820	SH	DEF
LOWES COS INC	COM	548661107	20,508	1,060,693	SH	DEF
MDU RES GROUP INC	COM	552690109	9,140	476,437	SH	DEF
MEMC ELECTR MATLS INC	COM	552715104	657	125,296	SH	DEF
MSC INDL DIRECT INC	CL A	553530106	8,640	152,932	SH	DEF
MARATHON OIL CORP	COM	565849106	1,579	73,153	SH	DEF
MARATHON OIL CORP	COM	565849106	2	127	SH	DEF
MARATHON OIL CORP	COM	565849106	138	6,405	SH	DEF
MARATHON OIL CORP	COM	565849106	15,761	730,192	SH	DEF
MARLIN BUSINESS SVCS CORP	COM	571157106	646	61,149	SH	DEF
MARSH & MCLENNAN COS INC	COM	571748102	87,393	3,290,412	SH	DEF
MARRIOTT INTL INC NEW	CL A	571903202	784	28,774	SH	DEF

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MARTIN MARIETTA MATLS INC	COM	573284106	140	2,227	SH	DEF
MASCO CORP	COM	574599106	266	37,466	SH	DEF
MASIMO CORP	COM	574795100	808	37,339	SH	DEF
MATTEL INC	COM	577081102	15,581	601,703	SH	DEF
MCCORMICK & CO INC	COM NON VTG	579780206	1,014	21,979	SH	DEF
MCDONALDS CORP	COM	580135101	175	2,000	SH	DEF
MCDONALDS CORP	COM	580135101	43,777	498,518	SH	DEF
MCGRAW HILL COS INC	COM	580645109	2,803	68,352	SH	DEF
MEAD JOHNSON NUTRITION CO	COM	582839106	86,380	1,253,982	SH	DEF
MEADWESTVACO CORP	COM	583334107	438	17,837	SH	DEF
MEDTRONIC INC	COM	585055106	43,492	1,309,434	SH	DEF
METROPCS COMMUNICATIONS INC	COM	591708102	538	61,883	SH	DEF
MICROSOFT CORP	COM	594918104	97,234	3,905,792	SH	DEF
MICROCHIP TECHNOLOGY INC	COM	595017104	982	31,584	SH	DEF
MICRON TECHNOLOGY INC	COM	595112103	455	90,449	SH	DEF
MOBILE TELESYSTEMS OJSC	SPONSORED ADR	607409109	9,664	786,050	SH	DEF
MOLEX INC	COM	608554101	668	32,809	SH	DEF
MONRO MUFFLER BRAKE INC	COM	610236101	1,712	51,932	SH	DEF
MONSTER WORLDWIDE INC	COM	611742107	99	13,814	SH	DEF
MOODYS CORP	COM	615369105	1,792	58,872	SH	DEF
MORGAN STANLEY	COM NEW	617446448	9,683	716,802	SH	DEF
MOTOROLA SOLUTIONS INC	COM NEW	620076307	11,091	264,693	SH	DEF
MOTOROLA MOBILITY HLDGS INC	COM	620097105	8,738	231,145	SH	DEF
MURPHY OIL CORP	COM	626717102	501	11,346	SH	DEF
MYLAN INC	COM	628530107	799	47,039	SH	DEF
NRG ENERGY INC	COM NEW	629377508	23	1,100	SH	DEF
NYSE EURONEXT	COM	629491101	1,004	43,179	SH	DEF
NASDAQ OMX GROUP INC	COM	631103108	818	35,344	SH	DEF
NATIONAL OILWELL VARCO INC	COM	637071101	10	212	SH	DEF
NATIONAL OILWELL VARCO INC	COM	637071101	26,013	507,920	SH	DEF
NEW YORK CMNTY BANCORP INC	COM	649445103	1,405	118,073	SH	DEF
NEWELL RUBBERMAID INC	COM	651229106	977	82,438	SH	DEF
NEWFIELD EXPL CO	COM	651290108	889	22,434	SH	DEF
NEWMONT MINING CORP	COM	651639106	15,203	241,567	SH	DEF
NICOR INC	COM	654086107	15,826	287,772	SH	DEF
NIKE INC	CL B	654106103	3,664	42,854	SH	DEF
NOBLE ENERGY INC	COM	655044105	2,072	29,254	SH	DEF
NORDSTROM INC	COM	655664100	2,176	47,623	SH	DEF
NORFOLK SOUTHERN CORP	COM	655844108	52,214	855,559	SH	DEF
NORTHEAST UTILS	COM	664397106	1,049	31,184	SH	DEF
NORTHERN TR CORP	COM	665859104	330	9,457	SH	DEF
NORTHROP GRUMMAN CORP	COM	666807102	878	16,836	SH	DEF
NOVELLUS SYS INC	COM	670008101	871	31,952	SH	DEF
NUCOR CORP	COM	670346105	10,975	346,820	SH	DEF
OCCIDENTAL PETE CORP DEL	COM	674599105	118,572	1,656,845	SH	DEF
OMNICOM GROUP INC	COM	681919106	1,742	47,276	SH	DEF
ONEOK INC NEW	COM	682680103	1,214	18,375	SH	DEF
OWENS CORNING NEW	COM	690742101	57,563	2,656,999	SH	DEF
OWENS ILL INC	COM NEW	690768403	10	700	SH	DEF
PNC FINL SVCS GROUP INC	COM	693475105	63,163	1,310,448	SH	DEF
PPG INDS INC	COM	693506107	19,125	270,613	SH	DEF
PACCAR INC	COM	693718108	422	12,486	SH	DEF
PALL CORP	COM	696429307	1,165	27,488	SH	DEF
PARKER HANNIFIN CORP	COM	701094104	43,003	681,020	SH	DEF
PATTERSON COMPANIES INC	COM	703395103	450	15,733	SH	DEF
PAYCHEX INC	COM	704326107	1,916	72,678	SH	DEF

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PEABODY ENERGY CORP	COM	704549104	1,522	44,961	SH	DEF
PENNEY J C INC	COM	708160106	1,125	41,998	SH	DEF
PEOPLES UNITED FINANCIAL INC	COM	712704105	363	31,851	SH	DEF
PEPCO HOLDINGS INC	COM	713291102	748	39,591	SH	DEF
PEPSICO INC	COM	713448108	2,369	38,289	SH	DEF
PEPSICO INC	COM	713448108	3	52	SH	DEF
PEPSICO INC	COM	713448108	178	2,889	SH	DEF
PEPSICO INC	COM	713448108	29,315	473,786	SH	DEF
PERKINELMER INC	COM	714046109	490	25,489	SH	DEF
PERRIGO CO	COM	714290103	1,526	15,725	SH	DEF
PFIZER INC	COM	717081103	2,809	158,863	SH	DEF
PFIZER INC	COM	717081103	4	238	SH	DEF
PFIZER INC	COM	717081103	233	13,198	SH	DEF
PFIZER INC	COM	717081103	156,897	8,871,782	SH	DEF
PHILIP MORRIS INTL INC	COM	718172109	193	3,100	SH	DEF
PHILIP MORRIS INTL INC	COM	718172109	78,164	1,253,743	SH	DEF
PINNACLE WEST CAP CORP	COM	723484101	1,089	25,375	SH	DEF
PIONEER NAT RES CO	COM	723787107	1,283	19,502	SH	DEF
PITNEY BOWES INC	COM	724479100	410	21,814	SH	DEF
PLAINS ALL AMERN PIPELINE L	UNIT LTD PARTN	726503105	1,015	17,236	SH	DEF
PRECISION CASTPARTS CORP	COM	740189105	2,211	14,236	SH	DEF
PRICELINE COM INC	COM NEW	741503403	17,645	39,264	SH	DEF
PROCTER & GAMBLE CO	COM	742718109	2,858	45,234	SH	DEF
PROCTER & GAMBLE CO	COM	742718109	5	88	SH	DEF
PROCTER & GAMBLE CO	COM	742718109	239	3,791	SH	DEF
PROCTER & GAMBLE CO	COM	742718109	71,945	1,138,466	SH	DEF
PROGRESS ENERGY INC	COM	743263105	26,575	513,533	SH	DEF
PROGRESSIVE CORP OHIO	COM	743315103	2,637	148,482	SH	DEF
PROSPERITY BANCSHARES INC	COM	743606105	3,231	98,895	SH	DEF
PRUDENTIAL FINL INC	COM	744320102	14,433	307,951	SH	DEF
PUBLIC SVC ENTERPRISE GROUP	COM	744573106	2,731	81,814	SH	DEF
PULTE GROUP INC	COM	745867101	3	899	SH	DEF
QUALCOMM INC	COM	747525103	2,432	50,001	SH	DEF
QUALCOMM INC	COM	747525103	2	42	SH	DEF
QUALCOMM INC	COM	747525103	178	3,679	SH	DEF
QUALCOMM INC	COM	747525103	142,932	2,937,984	SH	DEF
QUESTAR CORP	COM	748356102	149	8,426	SH	DEF
RALPH LAUREN CORP	CL A	751212101	22,528	173,912	SH	DEF
RAYTHEON CO	COM NEW	755111507	826	20,231	SH	DEF
RED HAT INC	COM	756577102	878	20,780	SH	DEF
REGAL ENTMT GROUP	CL A	758766109	1,327	112,994	SH	DEF
RENREN INC	SPONSORED ADR	759892102	231	45,214	SH	DEF
REPUBLIC SVCS INC	COM	760759100	14,675	522,709	SH	DEF
REYNOLDS AMERICAN INC	COM	761713106	5,239	139,689	SH	DEF
RIVERBED TECHNOLOGY INC	COM	768573107	8,480	424,787	SH	DEF
ROBERT HALF INTL INC	COM	770323103	329	15,530	SH	DEF
ROCKWELL AUTOMATION INC	COM	773903109	2,378	42,476	SH	DEF
ROCKWELL COLLINS INC	COM	774341101	2,802	53,109	SH	DEF
ROPER INDS INC NEW	COM	776696106	1,055	15,311	SH	DEF
ROSS STORES INC	COM	778296103	3,199	40,653	SH	DEF
ROVI CORP	COM	779376102	9,593	223,191	SH	DEF
ROWAN COS INC	COM	779382100	15	526	SH	DEF
RYANAIR HLDGS PLC	SPONSORED ADR	783513104	406	15,800	SH	DEF
RYDER SYS INC	COM	783549108	337	9,003	SH	DEF
SAFEWAY INC	COM NEW	786514208	654	39,373	SH	DEF
ST JUDE MED INC	COM	790849103	1,958	54,148	SH	DEF
SARA LEE CORP	COM	803111103	19,647	1,201,666	SH	DEF
SCHLUMBERGER LTD	COM	806857108	41	700	SH	DEF
SCHLUMBERGER LTD	COM	806857108	46,064	771,022	SH	DEF
SCHWAB CHARLES CORP NEW	COM	808513105	2,519	223,478	SH	DEF
SCRIPPS NETWORKS INTERACT IN	CL A COM	811065101	501	13,485	SH	DEF
SEARS HLDGS CORP	COM	812350106	11	193	SH	DEF

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SEMPRA ENERGY	COM	816851109	1,232	23,930	SH	DEF
SHERWIN WILLIAMS CO	COM	824348106	30	412	SH	DEF
SIGMA ALDRICH CORP	COM	826552101	1,236	20,011	SH	DEF
SMUCKER J M CO	COM NEW	832696405	35	490	SH	DEF
SNAP ON INC	COM	833034101	328	7,405	SH	DEF
SOUTHERN CO	COM	842587107	35,995	849,358	SH	DEF
SOUTHWEST AIRLS CO	COM	844741108	965	119,917	SH	DEF
SOUTHWESTERN ENERGY CO	COM	845467109	13,480	404,638	SH	DEF
SPECTRA ENERGY CORP	COM	847560109	2,026	82,596	SH	DEF
SPRINT NEXTEL CORP	COM SER 1	852061100	258	84,806	SH	DEF
STANLEY BLACK & DECKER INC	COM	854502101	84,742	1,725,575	SH	DEF
STAPLES INC	COM	855030102	1,780	133,836	SH	DEF
STARBUCKS CORP	COM	855244109	6,185	165,885	SH	DEF
STATE STR CORP	COM	857477103	11,133	346,131	SH	DEF
STERICYCLE INC	COM	858912108	733	9,081	SH	DEF
STRYKER CORP	COM	863667101	15,699	333,219	SH	DEF
SUNTRUST BKS INC	COM	867914103	1,685	94,050	SH	DEF
SUPERVALU INC	COM	868536103	5	833	SH	DEF
SYMANTEC CORP	COM	871503108	874	53,637	SH	DEF
SYSCO CORP	COM	871829107	11,722	452,791	SH	DEF
TECO ENERGY INC	COM	872375100	1,049	61,274	SH	DEF
TJX COS INC NEW	COM	872540109	4,953	89,277	SH	DEF
TELLABS INC	COM	879664100	154	35,995	SH	DEF
TERADYNE INC	COM	880770102	711	64,573	SH	DEF
TESORO CORP	COM	881609101	665	34,150	SH	DEF
TEXAS INSTRS INC	COM	882508104	18,331	687,741	SH	DEF
TEXTRON INC	COM	883203101	495	28,058	SH	DEF
THERMO FISHER SCIENTIFIC INC	COM	883556102	84,498	1,668,124	SH	DEF
TIFFANY & CO NEW	COM	886547108	9,020	148,335	SH	DEF
TIME WARNER INC	COM NEW	887317303	16,979	566,356	SH	DEF
TITANIUM METALS CORP	COM NEW	888339207	72	4,825	SH	DEF
TORCHMARK CORP	COM	891027104	1,214	34,825	SH	DEF
TOTAL SYS SVCS INC	COM	891906109	13	800	SH	DEF
TRANSDIGM GROUP INC	COM	893641100	2,237	27,400	SH	DEF
TYSON FOODS INC	CL A	902494103	1,812	104,351	SH	DEF
US BANCORP DEL	COM NEW	902973304	34,798	1,477,977	SH	DEF
UNION PAC CORP	COM	907818108	11,534	141,138	SH	DEF
UNITED PARCEL SERVICE INC	CL B	911312106	36,104	571,952	SH	DEF
UNITED STATES STL CORP NEW	COM	912909108	10	489	SH	DEF
UNITED TECHNOLOGIES CORP	COM	913017109	33,300	473,654	SH	DEF
URBAN OUTFITTERS INC	COM	917047102	241	10,802	SH	DEF
V F CORP	COM	918204108	2,955	24,308	SH	DEF
VOLCANO CORPORATION	COM	928645100	636	21,484	SH	DEF
VULCAN MATLS CO	COM	929160109	11	430	SH	DEF
WUXI PHARMATECH CAYMAN INC	SPONS ADR SHS	929352102	3,724	319,600	SH	DEF
WAL MART STORES INC	COM	931142103	106	2,050	SH	DEF
WAL MART STORES INC	COM	931142103	53,231	1,025,953	SH	DEF
WALGREEN CO	COM	931422109	7,285	221,615	SH	DEF
WASHINGTON POST CO	CL B	939640108	169	522	SH	DEF
WATERS CORP	COM	941848103	1,551	20,538	SH	DEF
WATSON PHARMACEUTICALS INC	COM	942683103	1,513	22,178	SH	DEF
WELLS FARGO & CO NEW	COM	949746101	135,668	5,623,580	SH	DEF
WESTERN DIGITAL CORP	COM	958102105	356	13,879	SH	DEF
WESTERN UN CO	COM	959802109	3,903	255,184	SH	DEF
WEYERHAEUSER CO	COM	962166104	2,465	158,530	SH	DEF
WHIRLPOOL CORP	COM	963320106	649	13,016	SH	DEF

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WHOLE FOODS MKT INC	COM	966837106	1,653	25,321	SH	DEF
WILLIAMS COS INC DEL	COM	969457100	60	2,484	SH	DEF
WISCONSIN ENERGY CORP	COM	976657106	1,221	39,029	SH	DEF
WYNN RESORTS LTD	COM	983134107	1,536	13,354	SH	DEF
XILINX INC	COM	983919101	710	25,876	SH	DEF
XEROX CORP	COM	984121103	3,501	502,071	SH	DEF
YAHOO INC	COM	984332106	10,868	825,529	SH	DEF
YUM BRANDS INC	COM	988498101	5,647	114,320	SH	DEF
ZIONS BANCORPORATION	COM	989701107	97	6,921	SH	DEF
DUN & BRADSTREET CORP DEL NE	COM	26483E100	684	11,161	SH	DEF
QUANTA SVCS INC	COM	74762E102	7,595	403,882	SH	DEF
VERISIGN INC	COM	92343E102	468	16,385	SH	DEF
AMERISOURCEBERGEN CORP	COM	03073E105	2,879	77,240	SH	DEF
NEWS CORP	CL A	65248E104	27,525	1,778,723	SH	DEF
SALLY BEAUTY HLDGS INC	COM	79546E104	11,480	693,497	SH	DEF
TARGET CORP	COM	87612E106	23,169	472,565	SH	DEF
EDWARDS LIFESCIENCES CORP	COM	28176E108	1,362	19,113	SH	DEF
DR PEPPER SNAPPLE GROUP INC	COM	26138E109	47	1,233	SH	DEF
DR PEPPER SNAPPLE GROUP INC	COM	26138E109	930	23,975	SH	DEF
TRAVELERS COMPANIES INC	COM	89417E109	14,155	290,409	SH	DEF
VALE S A	ADR REPSTG PFD	91912E204	46,607	2,222,600	SH	DEF
AES CORP	COM	00130H105	12,647	1,295,166	SH	DEF
AT&T INC	COM	00206R102	79,385	2,784,982	SH	DEF
ACTUANT CORP	CL A NEW	00508X203	772	39,173	SH	DEF
ADOBE SYS INC	COM	00724F101	3,449	142,702	SH	DEF
AETNA INC NEW	COM	00817Y108	14,685	404,177	SH	DEF
AGILENT TECHNOLOGIES INC	COM	00846U101	1,894	60,593	SH	DEF
AKAMAI TECHNOLOGIES INC	COM	00971T101	143	7,235	SH	DEF
ALLEGHENY TECHNOLOGIES INC	COM	01741R102	15	408	SH	DEF
ALPHA NATURAL RESOURCES INC	COM	02076X102	590	33,402	SH	DEF
ALTRIA GROUP INC	COM	02209S103	83	3,100	SH	DEF
ALTRIA GROUP INC	COM	02209S103	35,008	1,305,804	SH	DEF
AMERICA MOVIL SAB DE CV	SPON ADR L SHS	02364W105	35,868	1,625,204	SH	DEF
AMERICAN PUBLIC EDUCATION IN	COM	02913V103	585	17,233	SH	DEF
AMERIPRISE FINL INC	COM	03076C106	2,872	72,952	SH	DEF
ASSURANT INC	COM	04621X108	911	25,460	SH	DEF
AUTONATION INC	COM	05329W102	17	529	SH	DEF
BANCO SANTANDER CHILE NEW	SP ADR REP COM	05965X109	1,167	15,909	SH	DEF
BANCOLOMBIA S A	SPON ADR PREF	05968L102	1,686	30,300	SH	DEF
BIOGEN IDEC INC	COM	09062X103	3,665	39,341	SH	DEF
BLACKROCK INC	COM	09247X101	3,340	22,548	SH	DEF
CB RICHARD ELLIS GROUP INC	CL A	12497T101	909	67,555	SH	DEF
C H ROBINSON WORLDWIDE INC	COM NEW	12541W209	1,784	26,061	SH	DEF
CME GROUP INC	COM	12572Q105	15,277	62,005	SH	DEF
CA INC	COM	12673P105	1,239	63,817	SH	DEF
CABLEVISION SYS CORP	CL A NY CABLVS	12686C109	702	44,604	SH	DEF
CAMERON INTERNATIONAL CORP	COM	13342B105	984	23,694	SH	DEF
CAPITAL ONE FINL CORP	COM	14040H105	14,045	354,335	SH	DEF
CARDINAL HEALTH INC	COM	14149Y108	12,571	300,061	SH	DEF
CAREFUSION CORP	COM	14170T101	565	23,610	SH	DEF
CENTERPOINT ENERGY INC	COM	15189T107	45,281	2,307,352	SH	DEF
CISCO SYS INC	COM	17275R102	29	1,900	SH	DEF
CISCO SYS INC	COM	17275R102	41,850	2,700,872	SH	DEF
CLIFFS NATURAL RESOURCES INC	COM	18683K101	2,515	49,164	SH	DEF
COCA COLA ENTERPRISES INC NE	COM	19122T109	875	35,217	SH	DEF
COMCAST CORP NEW	CL A	20030N101	32,432	1,552,169	SH	DEF
COMSCORE INC	COM	20564W105	245	14,589	SH	DEF
CONOCOPHILLIPS	COM	20825C104	56,001	883,437	SH	DEF
CONSOL ENERGY INC	COM	20854P109	1,184	34,933	SH	DEF
CONSTELLATION BRANDS INC	CL A	21036P108	523	29,097	SH	DEF
COSTCO WHSL CORP NEW	COM	22160K105	8,014	97,611	SH	DEF
COSTAR GROUP INC	COM	22160N109	635	12,242	SH	DEF

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DFC GLOBAL CORP	COM	23324T107	1,417	64,915	SH	DEF
D R HORTON INC	COM	23331A109	100	11,140	SH	DEF
DAVITA INC	COM	23918K108	646	10,314	SH	DEF
DELL INC	COM	24702R101	20,202	1,427,254	SH	DEF
DEVON ENERGY CORP NEW	COM	25179M103	1,793	32,366	SH	DEF
DEVON ENERGY CORP NEW	COM	25179M103	3	59	SH	DEF
DEVON ENERGY CORP NEW	COM	25179M103	155	2,802	SH	DEF
DEVON ENERGY CORP NEW	COM	25179M103	7,018	126,666	SH	DEF
DIAMOND OFFSHORE DRILLING IN	COM	25271C102	243	4,447	SH	DEF
DISCOVERY COMMUNICATNS NEW	COM SER A	25470F104	14,011	372,386	SH	DEF
DIRECTV	COM CL A	25490A101	3,472	82,177	SH	DEF
DOMINION RES INC VA NEW	COM	25746U109	4,580	90,246	SH	DEF
DUKE ENERGY CORP NEW	COM	26441C105	7,448	372,909	SH	DEF
EOG RES INC	COM	26875P101	920	12,971	SH	DEF
EQT CORP	COM	26884L109	779	14,616	SH	DEF
EL PASO CORP	COM	28336L109	618	35,350	SH	DEF
ENTERGY CORP NEW	COM	29364G103	1,896	28,607	SH	DEF
EXELON CORP	COM	30161N101	15,163	355,753	SH	DEF
EXPEDIA INC DEL	COM	30212P105	1,108	43,062	SH	DEF
EXXON MOBIL CORP	COM	30231G102	19	267	SH	DEF
EXXON MOBIL CORP	COM	30231G102	202,265	2,780,666	SH	DEF
FMC TECHNOLOGIES INC	COM	30249U101	14,451	384,491	SH	DEF
FEDEX CORP	COM	31428X106	12,169	179,933	SH	DEF
FIDELITY NATL INFORMATION SV	COM	31620M106	255	10,511	SH	DEF
FINISAR CORP	COM NEW	31787A507	11,421	651,332	SH	DEF
FLOWSERVE CORP	COM	34354P105	8,238	111,276	SH	DEF
FREEMPORT-MCMORAN COPPER & GO	COM	35671D857	66,643	2,188,970	SH	DEF
FRONTIER COMMUNICATIONS CORP	COM	35906A108	1,629	266,540	SH	DEF
GAMESTOP CORP NEW	CL A	36467W109	543	23,544	SH	DEF
GENWORTH FINL INC	COM CL A	37247D106	101	17,584	SH	DEF
GOLDMAN SACHS GROUP INC	COM	38141G104	22,647	239,768	SH	DEF
GOOGLE INC	CL A	38259P508	65,061	126,438	SH	DEF
HCA HOLDINGS INC	COM	40412C101	3,592	178,430	SH	DEF
HCP INC	COM	40414L109	2,341	66,763	SH	DEF
HDFC BANK LTD	ADR REPS 3 SHS	40415F101	8,038	275,815	SH	DEF
HMS HLDGS CORP	COM	40425J101	646	26,505	SH	DEF
HESS CORP	COM	42809H107	12,458	237,504	SH	DEF
ICICI BK LTD	ADR	45104G104	6,350	182,999	SH	DEF
IDEX CORP	COM	45167R104	1,051	33,744	SH	DEF
INTEGRYS ENERGY GROUP INC	COM	45822P105	574	11,819	SH	DEF
INTERCONTINENTALEXCHANGE INC	COM	45865V100	1,951	16,504	SH	DEF
INTUITIVE SURGICAL INC	COM NEW	46120E602	72,356	198,696	SH	DEF
JDS UNIPHASE CORP	COM PAR \$0.001	46612J507	58,359	5,850,614	SH	DEF
JPMORGAN CHASE & CO	COM	46625H100	1,498	49,734	SH	DEF
JPMORGAN CHASE & CO	COM	46625H100	2	87	SH	DEF
JPMORGAN CHASE & CO	COM	46625H100	125	4,180	SH	DEF
JPMORGAN CHASE & CO	COM	46625H100	68,063	2,258,629	SH	DEF
JANUS CAP GROUP INC	COM	47102X105	261	43,506	SH	DEF
JUNIPER NETWORKS INC	COM	48203R104	976	56,560	SH	DEF
KRAFT FOODS INC	CL A	50075N104	72	2,145	SH	DEF
KRAFT FOODS INC	CL A	50075N104	41	1,231	SH	DEF
KRAFT FOODS INC	CL A	50075N104	22,244	662,532	SH	DEF
LABORATORY CORP AMER HLDGS	COM NEW	50540R409	503	6,374	SH	DEF
LIFE TECHNOLOGIES CORP	COM	53217V109	8,851	230,294	SH	DEF
M & T BK CORP	COM	55261F104	9,503	135,913	SH	DEF
MACYS INC	COM	55616P104	2,361	89,710	SH	DEF

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MACYS INC	COM	55616P104	3	148	SH	DEF
MACYS INC	COM	55616P104	194	7,374	SH	DEF
MACYS INC	COM	55616P104	1,855	70,493	SH	DEF
MARATHON PETE CORP	COM	56585A102	9,894	365,727	SH	DEF
MARKET VECTORS ETF TR	GOLD MINER ETF	57060U100	28	522	SH	DEF
MARKET VECTORS ETF TR	GOLD MINER ETF	57060U100	76	1,395	SH	DEF
MASTERCARD INC	CL A	57636Q104	25,989	81,985	SH	DEF
MCKESSON CORP	COM	58155Q103	1,068	14,695	SH	DEF
MEDCO HEALTH SOLUTIONS INC	COM	58405U102	13,836	295,250	SH	DEF
MEDIDATA SOLUTIONS INC	COM	58471A105	459	27,905	SH	DEF
MERCK & CO INC NEW	COM	58933Y105	48,911	1,495,534	SH	DEF
METLIFE INC	COM	59156R108	16,525	590,292	SH	DEF
MOLSON COORS BREWING CO	CL B	60871R209	416	10,519	SH	DEF
MONSANTO CO NEW	COM	61166W101	12,888	214,768	SH	DEF
MOSAIC CO NEW	COM	61945C103	2,472	50,503	SH	DEF
NALCO HOLDING COMPANY	COM	62985Q101	748	21,417	SH	DEF
NETAPP INC	COM	64110D104	2,058	60,671	SH	DEF
NETFLIX INC	COM	64110L106	1,455	12,861	SH	DEF
NETLOGIC MICROSYSTEMS INC	COM	64118B100	8,653	179,842	SH	DEF
NEXTERA ENERGY INC	COM	65339F101	3,763	69,684	SH	DEF
NISOURCE INC	COM	65473P105	395	18,533	SH	DEF
NVIDIA CORP	COM	67066G104	1,275	102,036	SH	DEF
O REILLY AUTOMOTIVE INC NEW	COM	67103H107	42,127	632,208	SH	DEF
ORACLE CORP	COM	68389X105	188,918	6,572,204	SH	DEF
PG&E CORP	COM	69331C108	17,071	403,479	SH	DEF
PPL CORP	COM	69351T106	2,448	85,826	SH	DEF
PSS WORLD MED INC	COM	69366A100	371	18,873	SH	DEF
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	41,775	2,015,200	SH	DEF
PETROLEO BRASILEIRO SA PETRO	SPONSORED ADR	71654V408	281	12,546	SH	DEF
POLYPORE INTL INC	COM	73179V103	13,312	235,687	SH	DEF
PORTFOLIO RECOVERY ASSOCS IN	COM	73640Q105	995	16,009	SH	DEF
PRAXAIR INC	COM	74005P104	14,681	157,181	SH	DEF
PRICE T ROWE GROUP INC	COM	74144T108	3,624	75,816	SH	DEF
PRINCIPAL FINL GROUP INC	COM	74251V102	2,134	94,128	SH	DEF
QEP RES INC	COM	74733V100	186	6,894	SH	DEF
QUEST DIAGNOSTICS INC	COM	74834L100	30	620	SH	DEF
RANGE RES CORP	COM	75281A109	354	6,071	SH	DEF
REGIONS FINANCIAL CORP NEW	COM	7591EP100	160	48,113	SH	DEF
ROADRUNNER TRNSN SVCS HLDG I	COM	76973Q105	4,991	362,860	SH	DEF
SAIC INC	COM	78390X101	556	47,169	SH	DEF
SLM CORP	COM	78442P106	1,130	90,765	SH	DEF
SPDR S&P 500 ETF TR	TR UNIT	78462F103	144	1,280	SH	DEF
SPDR S&P 500 ETF TR	TR UNIT	78462F103	713	6,309	SH	DEF
SPDR INDEX SHS FDS	EURO STOXX 50	78463X202	125	4,445	SH	DEF
SPDR INDEX SHS FDS	EURO STOXX 50	78463X202	608	21,507	SH	DEF
SALESFORCE COM INC	COM	79466L302	551	4,829	SH	DEF
SANDISK CORP	COM	80004C101	64	1,586	SH	DEF
SANDISK CORP	COM	80004C101	525	13,030	SH	DEF
SCANA CORP NEW	COM	80589M102	769	19,002	SH	DEF
SEALED AIR CORP NEW	COM	81211K100	452	27,095	SH	DEF
SELECT SECTOR SPDR TR	SBI HEALTHCARE	81369Y209	70	2,217	SH	DEF
SELECT SECTOR SPDR TR	SBI HEALTHCARE	81369Y209	2	89	SH	DEF
SELECT SECTOR SPDR TR	SBI INT-FINL	81369Y605	2,613	221,365	SH	DEF
SELECT SECTOR SPDR TR	SBI INT-FINL	81369Y605	4	351	SH	DEF
SELECT SECTOR SPDR TR	SBI INT-FINL	81369Y605	213	18,066	SH	DEF
SELECT SECTOR SPDR TR	SBI INT-UTILS	81369Y886	1,526	45,398	SH	DEF
SELECT SECTOR SPDR TR	SBI INT-UTILS	81369Y886	1	51	SH	DEF
SELECT SECTOR SPDR TR	SBI INT-UTILS	81369Y886	124	3,703	SH	DEF
SIGNATURE BK NEW YORK N Y	COM	82669G104	12,187	255,443	SH	DEF
SKYWORKS SOLUTIONS INC	COM	83088M102	149	8,342	SH	DEF
SOLARWINDS INC	COM	83416B109	58,389	2,652,260	SH	DEF
SOLERA HOLDINGS INC	COM	83421A104	1,377	27,310	SH	DEF

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SOUTHERN COPPER CORP	COM	84265V105	3,983	159,516	SH	DEF
STARWOOD HOTELS&RESORTS WRLD	COM	85590A401	12,688	326,724	SH	DEF
SUNOCO INC	COM	86764P109	586	18,916	SH	DEF
TEMPUR PEDIC INTL INC	COM	88023U101	14,226	270,337	SH	DEF
TENARIS S A	SPONSORED ADR	88031M109	66	2,600	SH	DEF
TENET HEALTHCARE CORP	COM	88033G100	588	142,975	SH	DEF
TERADATA CORP DEL	COM	88076W103	1,500	28,038	SH	DEF
TEXAS CAPITAL BANCSHARES INC	COM	88224Q107	1,161	50,882	SH	DEF
3M CO	COM	88579Y101	25,850	360,436	SH	DEF
TIME WARNER CABLE INC	COM	88732J207	16,241	259,185	SH	DEF
TREEHOUSE FOODS INC	COM	89469A104	19,964	323,016	SH	DEF
ULTA SALON COSMETCS & FRAG I	COM	90384S303	626	10,063	SH	DEF
UNITEDHEALTH GROUP INC	COM	91324P102	124,971	2,712,354	SH	DEF
UNUM GROUP	COM	91529Y106	1,482	70,690	SH	DEF
VALERO ENERGY CORP NEW	COM	91913Y100	1,769	99,568	SH	DEF
VARIAN MED SYS INC	COM	92220P105	13,579	260,160	SH	DEF
VERA BRADLEY INC	COM	92335C106	1,083	30,073	SH	DEF
VERIZON COMMUNICATIONS INC	COM	92343V104	3,177	86,323	SH	DEF
VERIZON COMMUNICATIONS INC	COM	92343V104	3	95	SH	DEF
VERIZON COMMUNICATIONS INC	COM	92343V104	246	6,705	SH	DEF
VERIZON COMMUNICATIONS INC	COM	92343V104	53,568	1,455,460	SH	DEF
VIACOM INC NEW	CL B	92553P201	496	12,814	SH	DEF
VIACOM INC NEW	CL B	92553P201	3	84	SH	DEF
VIACOM INC NEW	CL B	92553P201	51	1,340	SH	DEF
VIACOM INC NEW	CL B	92553P201	4,032	104,093	SH	DEF
VISA INC	COM CL A	92826C839	22,827	266,360	SH	DEF
WASTE MGMT INC DEL	COM	94106L109	18,203	559,340	SH	DEF
WELLPOINT INC	COM	94973V107	21,518	329,633	SH	DEF
WINDSTREAM CORP	COM	97381W104	8,117	695,873	SH	DEF
WYNDHAM WORLDWIDE CORP	COM	98310W108	534	18,743	SH	DEF
XCEL ENERGY INC	COM	98389B100	1,976	80,094	SH	DEF
YOUKU COM INC	SPONSORED ADR	98742U100	276	16,906	SH	DEF
ZIMMER HLDGS INC	COM	98956P102	2,282	42,670	SH	DEF
ARCOS DORADOS HOLDINGS INC	SHS CLASS -A -	G0457F107	231	10,000	SH	DEF
ACCENTURE PLC IRELAND	SHS CLASS A	G1151C101	27,697	525,510	SH	DEF
BUNGE LIMITED	COM	G16962105	45	780	SH	DEF
CREDICORP LTD	COM	G2519Y108	1,085	11,800	SH	DEF
COVIDIEN PLC	SHS	G2554F113	5,077	115,140	SH	DEF
INGERSOLL-RAND PLC	SHS	G47791101	983	35,008	SH	DEF
INVESCO LTD	SHS	G491BT108	2,105	135,666	SH	DEF
LAZARD LTD	SHS A	G54050102	2,405	113,800	SH	DEF
NABORS INDUSTRIES LTD	SHS	G6359F103	385	31,421	SH	DEF
XL GROUP PLC	SHS	G98290102	978	52,005	SH	DEF
ACE LTD	SHS	H0023R105	4,577	75,526	SH	DEF
NOBLE CORPORATION BAAR	NAMEN -AKT	H5833N103	29	1,000	SH	DEF
TYCO INTERNATIONAL LTD	SHS	H89128104	2,045	50,239	SH	DEF
SODASTREAM INTERNATIONAL LTD	USD SHS	M9068E105	1,019	30,859	SH	DEF

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