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Lloyds Banking Group plc
 Form 13F-HR
 May 14, 2012

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

FORM 13F

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: 31-Mar-12

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

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

Institutional Investment Manager Filing this Report:

Name: Lloyds Banking Group plc

 Address: The Mound

 Edinburgh EH1 1YZ

 Scotland

 United Kingdom

Form 13F File Number: 001-15246

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

Person Signing this Report on Behalf of Reporting Manager:

Name: Mr A Kellett

 Title: Share Disclosure Team

 Phone: (+44) 113 235 7729

Signature, Place, and Date of Signing:

/s/ A Kellett

[Signature]

14-May-12

[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: 657

Form 13F Information Table Value Total (000's): \$9,663,454

List of Other Included Managers:

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

FORM 13F INFORMATION TABLE FOR LLOYDS BANKING GROUP PLC

EXCHANGE RATE

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE US\$ 000's	NO. OF SHARES	SH/PRN	INVESTMENT DISCRETION MA
AFLAC INC	COM	001055102	14,929	324,621	SH	DEFINED
AGL RES INC	COM	001204106	9,633	245,634	SH	DEFINED
ABBOTT LABS	COM	002824100	54,091	882,554	SH	DEFINED
ABERCROMBIE & FITCH CO	CL A	002896207	492	9,923	SH	DEFINED
ACME PACKET INC	COM	004764106	127	4,626	SH	DEFINED
ADVANCED MICRO DEVICES INC	COM	007903107	23	2,988	SH	DEFINED
AGNICO EAGLE MINES LTD	COM	008474108	74	2,245	SH	DEFINED
AIR PRODS & CHEMS INC	COM	009158106	21,883	238,385	SH	DEFINED
AIRGAS INC	COM	009363102	114,307	1,284,787	SH	DEFINED
ALCOA INC	COM	013817101	10,497	1,047,666	SH	DEFINED
ALLERGAN INC	COM	018490102	110	1,155	SH	DEFINED
ALLSTATE CORP	COM	020002101	18,512	562,348	SH	DEFINED
ALTERA CORP	COM	021441100	1,814	45,566	SH	DEFINED
AMAZON COM INC	COM	023135106	32,106	158,545	SH	DEFINED
AMEREN CORP	COM	023608102	1,426	43,785	SH	DEFINED
AMERICAN ELEC PWR INC	COM	025537101	2,942	76,258	SH	DEFINED
AMERICAN EXPRESS CO	COM	025816109	148,132	2,560,194	SH	DEFINED

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AMERICAN INTL GROUP INC	COM NEW	026874784	3,192	103,563	SH	DEFINED
AMGEN INC	COM	031162100	5	81	SH	DEFINED
AMGEN INC	COM	031162100	359	5,131	SH	DEFINED
AMGEN INC	COM	031162100	3,183	45,500	SH	DEFINED
AMGEN INC	COM	031162100	25,749	378,725	SH	DEFINED
AMPHENOL CORP NEW	CL A	032095101	1,655	27,702	SH	DEFINED
ANADARKO PETE CORP	COM	032511107	4,455	56,869	SH	DEFINED
ANALOG DEVICES INC	COM	032654105	2,564	63,474	SH	DEFINED
AON CORP	COM	037389103	3,469	70,720	SH	DEFINED
APACHE CORP	COM	037411105	44,255	440,614	SH	DEFINED
APOLLO GROUP INC	CL A	037604105	886	22,931	SH	DEFINED
APPLE INC	COM	037833100	6	11	SH	DEFINED
APPLE INC	COM	037833100	524	875	SH	DEFINED
APPLE INC	COM	037833100	4,913	8,195	SH	DEFINED
APPLE INC	COM	037833100	465,466	776,464	SH	DEFINED
APPLIED MATLS INC	COM	038222105	16,128	1,296,535	SH	DEFINED
ARCHER DANIELS MIDLAND CO	COM	039483102	2,596	81,998	SH	DEFINED
ARUBA NETWORKS INC	COM	043176106	1,079	48,438	SH	DEFINED
ASHLAND INC NEW	COM	044209104	87,705	1,436,380	SH	DEFINED
AUTODESK INC	COM	052769106	40	964	SH	DEFINED
AUTOMATIC DATA PROCESSING IN	COM	053015103	3,693	66,929	SH	DEFINED
AUTOZONE INC	COM	053332102	691	1,860	SH	DEFINED
AVERY DENNISON CORP	COM	053611109	688	22,838	SH	DEFINED
AVON PRODS INC	COM	054303102	1,683	86,958	SH	DEFINED
BB&T CORP	COM	054937107	10,416	331,846	SH	DEFINED
BMC SOFTWARE INC	COM	055921100	173	4,325	SH	DEFINED
BAKER HUGHES INC	COM	057224107	13,877	330,883	SH	DEFINED
BALL CORP	COM	058498106	1,160	27,055	SH	DEFINED
BANK OF AMERICA CORPORATION	COM	060505104	46,420	4,850,620	SH	DEFINED
BANK OF NEW YORK MELLON CORP	COM	064058100	41	1,713	SH	DEFINED
BANK OF NEW YORK MELLON CORP	COM	064058100	18,873	782,166	SH	DEFINED
BARD C R INC	COM	067383109	733	7,435	SH	DEFINED
BAXTER INTL INC	COM	071813109	19,948	333,703	SH	DEFINED
BEACON ROOFING SUPPLY INC	COM	073685109	1,182	45,908	SH	DEFINED
BEAM INC	COM	073730103	10,098	172,417	SH	DEFINED
BECTON DICKINSON & CO	COM	075887109	12,217	157,340	SH	DEFINED
BED BATH & BEYOND INC	COM	075896100	23,097	351,180	SH	DEFINED
BEMIS INC	COM	081437105	575	17,820	SH	DEFINED
BERKSHIRE HATHAWAY INC DEL	CL B NEW	084670702	67,144	827,414	SH	DEFINED
BEST BUY INC	COM	086516101	1,441	60,870	SH	DEFINED
BIG LOTS INC	COM	089302103	15	350	SH	DEFINED
BLOCK H & R INC	COM	093671105	1,513	91,879	SH	DEFINED
BOEING CO	COM	097023105	35,864	482,247	SH	DEFINED
BORGWARNER INC	COM	099724106	1,531	18,158	SH	DEFINED
BOSTON SCIENTIFIC CORP	COM	101137107	1,764	295,118	SH	DEFINED
BRISTOL MYERS SQUIBB CO	COM	110122108	27,281	808,344	SH	DEFINED
BROADCOM CORP	CL A	111320107	1,690	43,022	SH	DEFINED
BROWN FORMAN CORP	CL B	115637209	148	1,780	SH	DEFINED
BRUNSWICK CORP	COM	117043109	14,350	557,293	SH	DEFINED
CBS CORP NEW	CL B	124857202	25,255	744,775	SH	DEFINED
CF INDS HLDGS INC	COM	125269100	4,890	26,776	SH	DEFINED
CIGNA CORPORATION	COM	125509109	4,330	87,938	SH	DEFINED
CMS ENERGY CORP	COM	125896100	22,093	1,004,267	SH	DEFINED
CSX CORP	COM	126408103	21,660	1,006,544	SH	DEFINED
CVS CAREMARK CORPORATION	COM	126650100	30,231	674,815	SH	DEFINED
CABOT OIL & GAS CORP	COM	127097103	21	694	SH	DEFINED

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CAMPBELL SOUP CO	COM	134429109	13,687	404,367	SH	DEFINED
CARMAX INC	COM	143130102	33	967	SH	DEFINED
CARNIVAL CORP	PAIRED CTF	143658300	6,130	191,086	SH	DEFINED
CATERPILLAR INC DEL	COM	149123101	40,373	379,019	SH	DEFINED
CELGENE CORP	COM	151020104	26,103	336,728	SH	DEFINED
CENTURYLINK INC	COM	156700106	11,088	286,905	SH	DEFINED
CERNER CORP	COM	156782104	195	2,563	SH	DEFINED
CHESAPEAKE ENERGY CORP	COM	165167107	20,168	870,471	SH	DEFINED
CHEVRON CORP NEW	COM	166764100	118,184	1,102,052	SH	DEFINED
CHIPOTLE MEXICAN GRILL INC	COM	169656105	242	581	SH	DEFINED
CHUBB CORP	COM	171232101	13,537	195,886	SH	DEFINED
CINCINNATI FINL CORP	COM	172062101	14,648	424,481	SH	DEFINED
CINTAS CORP	COM	172908105	1,208	30,891	SH	DEFINED
CITIGROUP INC	COM NEW	172967424	51,549	1,410,376	SH	DEFINED
CITRIX SYS INC	COM	177376100	22,833	289,359	SH	DEFINED
CLOROX CO DEL	COM	189054109	146	2,125	SH	DEFINED
COACH INC	COM	189754104	18,606	240,772	SH	DEFINED
COCA COLA CO	COM	191216100	116,372	1,572,392	SH	DEFINED
COGNIZANT TECHNOLOGY SOLUTIO	CL A	192446102	492	6,397	SH	DEFINED
COLGATE PALMOLIVE CO	COM	194162103	58	600	SH	DEFINED
COLGATE PALMOLIVE CO	COM	194162103	16,595	169,723	SH	DEFINED
COMERICA INC	COM	200340107	869	26,864	SH	DEFINED
COMPANIA DE MINAS BUENAVENTU	SPONSORED ADR	204448104	1,431	35,500	SH	DEFINED
COMPUTER SCIENCES CORP	COM	205363104	7,145	238,659	SH	DEFINED
CONAGRA FOODS INC	COM	205887102	18,432	701,938	SH	DEFINED
CONCUR TECHNOLOGIES INC	COM	206708109	1,274	22,216	SH	DEFINED
CONSOLIDATED EDISON INC	COM	209115104	2,715	46,490	SH	DEFINED
CORNING INC	COM	219350105	2,674	189,919	SH	DEFINED
COVENTRY HEALTH CARE INC	COM	222862104	551	15,504	SH	DEFINED
CRAWFORD & CO	CL B	224633107	413	84,463	SH	DEFINED
CROWN CASTLE INTL CORP	COM	228227104	2,242	42,043	SH	DEFINED
CUMMINS INC	COM	231021106	37,995	316,521	SH	DEFINED
DTE ENERGY CO	COM	233331107	2,042	37,116	SH	DEFINED
DANAHER CORP DEL	COM	235851102	3,195	57,062	SH	DEFINED
DARDEN RESTAURANTS INC	COM	237194105	1,854	36,256	SH	DEFINED
DEAN FOODS CO NEW	COM	242370104	78	6,479	SH	DEFINED
DEERE & CO	COM	244199105	3	48	SH	DEFINED
DEERE & CO	COM	244199105	187	2,321	SH	DEFINED
DEERE & CO	COM	244199105	1,855	22,939	SH	DEFINED
DEERE & CO	COM	244199105	20,709	255,991	SH	DEFINED
DENBURY RES INC	COM NEW	247916208	1,576	86,488	SH	DEFINED
DENTSPLY INTL INC NEW	COM	249030107	606	15,122	SH	DEFINED
DEVRY INC DEL	COM	251893103	566	16,724	SH	DEFINED
DICE HLDGS INC	COM	253017107	466	50,040	SH	DEFINED
DISNEY WALT CO	COM DISNEY	254687106	37,761	862,533	SH	DEFINED
DISCOVER FINL SVCS	COM	254709108	5,885	176,541	SH	DEFINED
DOLLAR TREE INC	COM	256746108	1,583	16,761	SH	DEFINED
DONNELLEY R R & SONS CO	COM	257867101	506	40,885	SH	DEFINED
DOVER CORP	COM	260003108	2,509	39,874	SH	DEFINED
DOW CHEM CO	COM	260543103	28,956	835,940	SH	DEFINED
DRIL-QUIP INC	COM	262037104	682	10,494	SH	DEFINED
DU PONT E I DE NEMOURS & CO	COM	263534109	6,849	129,473	SH	DEFINED
E M C CORP MASS	COM	268648102	4	158	SH	DEFINED
E M C CORP MASS	COM	268648102	348	11,657	SH	DEFINED
E M C CORP MASS	COM	268648102	3,410	114,141	SH	DEFINED
E M C CORP MASS	COM	268648102	145,466	4,868,363	SH	DEFINED

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E TRADE FINANCIAL CORP	COM NEW	269246401	367	33,557	SH	DEFINED
EASTMAN CHEM CO	COM	277432100	1,556	30,103	SH	DEFINED
EATON CORP	COM	278058102	21,547	432,429	SH	DEFINED
EBAY INC	COM	278642103	7,215	195,598	SH	DEFINED
ECOLAB INC	COM	278865100	108	1,751	SH	DEFINED
ECOLAB INC	COM	278865100	40,037	648,692	SH	DEFINED
ECOPETROL S A	SPONSORED ADS	279158109	13,189	215,900	SH	DEFINED
EDISON INTL	COM	281020107	2,738	64,426	SH	DEFINED
ELECTRONIC ARTS INC	COM	285512109	620	37,630	SH	DEFINED
EMERSON ELEC CO	COM	291011104	37,636	721,283	SH	DEFINED
EQUIFAX INC	COM	294429105	872	19,716	SH	DEFINED
EXPEDITORS INTL WASH INC	COM	302130109	197	4,241	SH	DEFINED
EXPRESS SCRIPTS INC	COM	302182100	17,921	330,771	SH	DEFINED
FLIR SYS INC	COM	302445101	165	6,525	SH	DEFINED
F M C CORP	COM NEW	302491303	1,481	13,991	SH	DEFINED
FTI CONSULTING INC	COM	302941109	6,056	161,428	SH	DEFINED
FAMILY DLR STORES INC	COM	307000109	2,246	35,501	SH	DEFINED
FASTENAL CO	COM	311900104	1,099	20,325	SH	DEFINED
FEDERATED INVS INC PA	CL B	314211103	573	25,603	SH	DEFINED
F5 NETWORKS INC	COM	315616102	191	1,420	SH	DEFINED
FIFTH THIRD BANCORP	COM	316773100	2,535	180,466	SH	DEFINED
FIRST HORIZON NATL CORP	COM	320517105	362	34,931	SH	DEFINED
FIRST SOLAR INC	COM	336433107	104	4,179	SH	DEFINED
FISERV INC	COM	337738108	18,713	269,690	SH	DEFINED
FIRSTENERGY CORP	COM	337932107	19,464	426,945	SH	DEFINED
FLUOR CORP NEW	COM	343412102	48	805	SH	DEFINED
FOMENTO ECONOMICO MEXICANO S	SPON ADR UNITS	344419106	2,968	36,085	SH	DEFINED
FORD MTR CO DEL	COM PAR \$0.01	345370860	20,444	1,636,878	SH	DEFINED
FOREST LABS INC	COM	345838106	14,636	421,931	SH	DEFINED
FRANKLIN RES INC	COM	354613101	19,893	160,396	SH	DEFINED
G & K SVCS INC	CL A	361268105	501	14,663	SH	DEFINED
GANNETT INC	COM	364730101	731	47,716	SH	DEFINED
GAP INC DEL	COM	364760108	1,251	47,860	SH	DEFINED
GENERAC HLDGS INC	COM	368736104	592	24,134	SH	DEFINED
GENERAL DYNAMICS CORP	COM	369550108	22,364	304,777	SH	DEFINED
GENERAL ELECTRIC CO	COM	369604103	121,836	6,070,563	SH	DEFINED
GENERAL MLS INC	COM	370334104	4,090	103,692	SH	DEFINED
GENUINE PARTS CO	COM	372460105	3,232	51,520	SH	DEFINED
GILEAD SCIENCES INC	COM	375558103	541	11,093	SH	DEFINED
GOLDCORP INC NEW	COM	380956409	65,311	1,449,440	SH	DEFINED
GOODRICH CORP	COM	382388106	1,420	11,327	SH	DEFINED
GOODYEAR TIRE & RUBR CO	COM	382550101	567	50,604	SH	DEFINED
GRAINGER W W INC	COM	384802104	81,332	378,625	SH	DEFINED
HALLIBURTON CO	COM	406216101	17,106	515,421	SH	DEFINED
HARLEY DAVIDSON INC	COM	412822108	146,388	2,982,657	SH	DEFINED
HARMAN INTL INDS INC	COM	413086109	580	12,400	SH	DEFINED
HARRIS CORP DEL	COM	413875105	1,068	23,699	SH	DEFINED
HARTFORD FINL SVCS GROUP INC	COM	416515104	3,373	160,020	SH	DEFINED
HASBRO INC	COM	418056107	404	11,013	SH	DEFINED
HEICO CORP NEW	COM	422806109	338	6,570	SH	DEFINED
HEINZ H J CO	COM	423074103	2,765	51,646	SH	DEFINED
HELMERICH & PAYNE INC	COM	423452101	1,243	23,045	SH	DEFINED
HERSHEY CO	COM	427866108	121	1,989	SH	DEFINED
HEWLETT PACKARD CO	COM	428236103	33,758	1,416,640	SH	DEFINED
HEXCEL CORP NEW	COM	428291108	10,955	456,308	SH	DEFINED
HIBBETT SPORTS INC	COM	428567101	616	11,301	SH	DEFINED

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HOME DEPOT INC	COM	437076102	52,050	1,034,604	SH	DEFINED
HONEYWELL INTL INC	COM	438516106	10,667	174,732	SH	DEFINED
HORMEL FOODS CORP	COM	440452100	884	29,957	SH	DEFINED
HOSPIRA INC	COM	441060100	204	5,478	SH	DEFINED
HUDSON CITY BANCORP	COM	443683107	525	71,860	SH	DEFINED
HUMANA INC	COM	444859102	4,972	53,767	SH	DEFINED
HUNT J B TRANS SVCS INC	COM	445658107	18,917	347,937	SH	DEFINED
HUNTINGTON BANCSHARES INC	COM	446150104	1,728	267,965	SH	DEFINED
IHS INC	CL A	451734107	29,556	315,611	SH	DEFINED
ILLINOIS TOOL WKS INC	COM	452308109	216	3,797	SH	DEFINED
ILLINOIS TOOL WKS INC	COM	452308109	2,130	37,302	SH	DEFINED
ILLINOIS TOOL WKS INC	COM	452308109	2,438	42,691	SH	DEFINED
INFOSYS LTD	SPONSORED ADR	456788108	10,909	191,294	SH	DEFINED
INTEL CORP	COM	458140100	30	1,100	SH	DEFINED
INTEL CORP	COM	458140100	104,435	3,715,241	SH	DEFINED
INTERNATIONAL BUSINESS MACHS	COM	459200101	110	530	SH	DEFINED
INTERNATIONAL BUSINESS MACHS	COM	459200101	135,822	650,960	SH	DEFINED
INTERNATIONAL FLAVORS&FRAGRA	COM	459506101	428	7,311	SH	DEFINED
INTERNATIONAL GAME TECHNOLOG	COM	459902102	1,052	62,699	SH	DEFINED
INTL PAPER CO	COM	460146103	5,028	143,264	SH	DEFINED
INTERPUBLIC GROUP COS INC	COM	460690100	74,906	6,564,955	SH	DEFINED
INTUIT	COM	461202103	1,519	25,276	SH	DEFINED
IRON MTN INC	COM	462846106	587	20,416	SH	DEFINED
ISHARES INC	MSCI UTD KINGD	464286699	167	9,663	SH	DEFINED
ISHARES INC	MSCI UTD KINGD	464286699	3,555	205,521	SH	DEFINED
ISHARES INC	MSCI JAPAN	464286848	136	13,399	SH	DEFINED
ISHARES INC	MSCI JAPAN	464286848	939	92,254	SH	DEFINED
ISHARES TR	S&P GLB100INDX	464287572	112	1,770	SH	DEFINED
ISHARES TR	S&P EURO PLUS	464287861	62	1,662	SH	DEFINED
ISHARES TR	S&P ASIA 50 IN	464288430	58	1,316	SH	DEFINED
ISHARES TR	S&P ASIA 50 IN	464288430	628	14,133	SH	DEFINED
ISHARES TR	MSCI KLD400 SOC	464288570	66	1,280	SH	DEFINED
ISHARES TR	DJ OIL EQUIP	464288844	1	32	SH	DEFINED
ISHARES TR	DJ OIL EQUIP	464288844	117	2,187	SH	DEFINED
ISHARES TR	DJ OIL EQUIP	464288844	1,241	23,207	SH	DEFINED
ISHARES TR	10+YR GOVT/CR	464289479	245	4,176	SH	DEFINED
ISHARES TR	10+YR GOVT/CR	464289479	570	9,690	SH	DEFINED
ITAU UNIBANCO HLDG SA	SPON ADR REP PFD	465562106	55,786	2,907,039	SH	DEFINED
JABIL CIRCUIT INC	COM	466313103	1,088	43,335	SH	DEFINED
JACOBS ENGR GROUP INC DEL	COM	469814107	509	11,475	SH	DEFINED
JOHNSON & JOHNSON	COM	478160104	100,246	1,519,808	SH	DEFINED
JOHNSON CTLS INC	COM	478366107	11,026	339,478	SH	DEFINED
JOY GLOBAL INC	COM	481165108	933	12,700	SH	DEFINED
KLA-TENCOR CORP	COM	482480100	17,007	312,519	SH	DEFINED
KELLOGG CO	COM	487836108	826	15,414	SH	DEFINED
KEYCORP NEW	COM	493267108	2,525	297,070	SH	DEFINED
KIMBERLY CLARK CORP	COM	494368103	19,732	267,058	SH	DEFINED
KOHL'S CORP	COM	500255104	2,674	53,466	SH	DEFINED
KROGER CO	COM	501044101	16,488	680,482	SH	DEFINED
LKQ CORP	COM	501889208	61,651	1,977,905	SH	DEFINED
LSI CORPORATION	COM	502161102	1,159	133,580	SH	DEFINED
L-3 COMMUNICATIONS HLDGS INC	COM	502424104	14,750	208,433	SH	DEFINED
LAUDER ESTEE COS INC	CL A	518439104	277	4,482	SH	DEFINED
LEGGETT & PLATT INC	COM	524660107	367	15,984	SH	DEFINED
LEGG MASON INC	COM	524901105	618	22,159	SH	DEFINED
LENNAR CORP	CL A	526057104	471	17,332	SH	DEFINED

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LEUCADIA NATL CORP	COM	527288104	1,264	48,432	SH	DEFINED
LEXMARK INTL NEW	CL A	529771107	867	26,109	SH	DEFINED
LILLY ELI & CO	COM	532457108	5,929	147,255	SH	DEFINED
LIMITED BRANDS INC	COM	532716107	1,687	35,146	SH	DEFINED
LINCOLN NATL CORP IND	COM	534187109	2,804	106,387	SH	DEFINED
LINEAR TECHNOLOGY CORP	COM	535678106	18,584	551,476	SH	DEFINED
LITHIA MTRS INC	CL A	536797103	1,625	62,029	SH	DEFINED
LOCKHEED MARTIN CORP	COM	539830109	3,275	36,449	SH	DEFINED
LOEWS CORP	COM	540424108	2,398	60,167	SH	DEFINED
LORILLARD INC	COM	544147101	31,515	243,397	SH	DEFINED
LOWES COS INC	COM	548661107	27,151	865,253	SH	DEFINED
MSC INDL DIRECT INC	CL A	553530106	8,072	96,929	SH	DEFINED
MARATHON OIL CORP	COM	565849106	4	127	SH	DEFINED
MARATHON OIL CORP	COM	565849106	264	8,334	SH	DEFINED
MARATHON OIL CORP	COM	565849106	2,469	77,902	SH	DEFINED
MARATHON OIL CORP	COM	565849106	22,067	696,149	SH	DEFINED
MARLIN BUSINESS SVCS CORP	COM	571157106	738	49,040	SH	DEFINED
MARSH & MCLENNAN COS INC	COM	571748102	110,702	3,376,113	SH	DEFINED
MARRIOTT INTL INC NEW	CL A	571903202	132	3,503	SH	DEFINED
MARTIN MARIETTA MATLS INC	COM	573284106	345	4,030	SH	DEFINED
MASCO CORP	COM	574599106	7,176	536,757	SH	DEFINED
MATTEL INC	COM	577081102	15,320	455,167	SH	DEFINED
MCCORMICK & CO INC	COM NON VTG	579780206	25	475	SH	DEFINED
MCDONALDS CORP	COM	580135101	196	2,000	SH	DEFINED
MCDONALDS CORP	COM	580135101	45,459	463,397	SH	DEFINED
MCGRAW HILL COS INC	COM	580645109	2,672	55,135	SH	DEFINED
MEAD JOHNSON NUTRITION CO	COM	582839106	94,198	1,142,080	SH	DEFINED
MEADWESTVACO CORP	COM	583334107	1,190	37,688	SH	DEFINED
MEDASSETS INC	COM	584045108	272	20,697	SH	DEFINED
MEDTRONIC INC	COM	585055106	37,423	954,932	SH	DEFINED
METROPCS COMMUNICATIONS INC	COM	591708102	225	24,974	SH	DEFINED
MICROSOFT CORP	COM	594918104	145,588	4,514,373	SH	DEFINED
MICROCHIP TECHNOLOGY INC	COM	595017104	1,155	31,057	SH	DEFINED
MICRON TECHNOLOGY INC	COM	595112103	198	24,466	SH	DEFINED
MINE SAFETY APPLIANCES CO	COM	602720104	795	19,362	SH	DEFINED
MOBILE TELESYSTEMS OJSC	SPONSORED ADR	607409109	10,330	563,250	SH	DEFINED
MOLEX INC	COM	608554101	891	31,717	SH	DEFINED
MOODYS CORP	COM	615369105	1,621	38,520	SH	DEFINED
MORGAN STANLEY	COM NEW	617446448	13,834	704,397	SH	DEFINED
MOTOROLA SOLUTIONS INC	COM NEW	620076307	14,258	280,512	SH	DEFINED
MOTOROLA MOBILITY HLDGS INC	COM	620097105	8,405	214,204	SH	DEFINED
MURPHY OIL CORP	COM	626717102	1,376	24,471	SH	DEFINED
MYLAN INC	COM	628530107	1,057	45,114	SH	DEFINED
NRG ENERGY INC	COM NEW	629377508	93	5,946	SH	DEFINED
NYSE EURONEXT	COM	629491101	2,349	78,275	SH	DEFINED
NASDAQ OMX GROUP INC	COM	631103108	641	24,766	SH	DEFINED
NATIONAL OILWELL VARCO INC	COM	637071101	16	212	SH	DEFINED
NATIONAL OILWELL VARCO INC	COM	637071101	65,518	824,443	SH	DEFINED
NEWELL RUBBERMAID INC	COM	651229106	473	26,560	SH	DEFINED
NEWFIELD EXPL CO	COM	651290108	18	547	SH	DEFINED
NEWMONT MINING CORP	COM	651639106	11,972	233,513	SH	DEFINED
NIKE INC	CL B	654106103	6,028	55,589	SH	DEFINED
NOBLE ENERGY INC	COM	655044105	1,868	19,105	SH	DEFINED
NORDSTROM INC	COM	655664100	1,776	31,888	SH	DEFINED
NORFOLK SOUTHERN CORP	COM	655844108	25,248	383,545	SH	DEFINED
NORTHEAST UTILS	COM	664397106	1,094	29,481	SH	DEFINED

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NORTHERN TR CORP	COM	665859104	1,222	25,760	SH	DEFINED
NORTHROP GRUMMAN CORP	COM	666807102	836	13,696	SH	DEFINED
NOVELLUS SYS INC	COM	670008101	754	15,120	SH	DEFINED
NUCOR CORP	COM	670346105	16,112	375,143	SH	DEFINED
OCCIDENTAL PETE CORP DEL	COM	674599105	136,048	1,428,627	SH	DEFINED
OMNICOM GROUP INC	COM	681919106	3,035	59,926	SH	DEFINED
ONEOK INC NEW	COM	682680103	32	400	SH	DEFINED
OWENS CORNING NEW	COM	690742101	50,006	1,387,902	SH	DEFINED
OWENS ILL INC	COM NEW	690768403	16	700	SH	DEFINED
PNC FINL SVCS GROUP INC	COM	693475105	126,584	1,962,848	SH	DEFINED
PPG INDS INC	COM	693506107	25,407	265,210	SH	DEFINED
PACCAR INC	COM	693718108	1,833	39,142	SH	DEFINED
PALL CORP	COM	696429307	27	467	SH	DEFINED
PARKER HANNIFIN CORP	COM	701094104	3,451	40,826	SH	DEFINED
PATTERSON COMPANIES INC	COM	703395103	368	11,027	SH	DEFINED
PAYCHEX INC	COM	704326107	1,422	45,915	SH	DEFINED
PEABODY ENERGY CORP	COM	704549104	767	26,494	SH	DEFINED
PENNEY J C INC	COM	708160106	201	5,674	SH	DEFINED
PEOPLES UNITED FINANCIAL INC	COM	712704105	1,238	93,527	SH	DEFINED
PEPCO HOLDINGS INC	COM	713291102	1,337	70,798	SH	DEFINED
PEPSICO INC	COM	713448108	5	89	SH	DEFINED
PEPSICO INC	COM	713448108	414	6,240	SH	DEFINED
PEPSICO INC	COM	713448108	4,035	60,825	SH	DEFINED
PEPSICO INC	COM	713448108	39,285	592,089	SH	DEFINED
PERKINELMER INC	COM	714046109	705	25,489	SH	DEFINED
PERRIGO CO	COM	714290103	2,566	24,841	SH	DEFINED
PFIZER INC	COM	717081103	5	238	SH	DEFINED
PFIZER INC	COM	717081103	368	16,270	SH	DEFINED
PFIZER INC	COM	717081103	3,465	153,077	SH	DEFINED
PFIZER INC	COM	717081103	256,164	11,314,704	SH	DEFINED
PHILIP MORRIS INTL INC	COM	718172109	274	3,100	SH	DEFINED
PHILIP MORRIS INTL INC	COM	718172109	98,188	1,108,097	SH	DEFINED
PINNACLE WEST CAP CORP	COM	723484101	176	3,678	SH	DEFINED
PIONEER NAT RES CO	COM	723787107	522	4,680	SH	DEFINED
PITNEY BOWES INC	COM	724479100	115	6,590	SH	DEFINED
PRECISION CASTPARTS CORP	COM	740189105	1,102	6,377	SH	DEFINED
PRICELINE COM INC	COM NEW	741503403	20,280	28,266	SH	DEFINED
PROCTER & GAMBLE CO	COM	742718109	5	88	SH	DEFINED
PROCTER & GAMBLE CO	COM	742718109	314	4,682	SH	DEFINED
PROCTER & GAMBLE CO	COM	742718109	2,927	43,552	SH	DEFINED
PROCTER & GAMBLE CO	COM	742718109	82,138	1,222,119	SH	DEFINED
PROGRESS ENERGY INC	COM	743263105	26,071	490,894	SH	DEFINED
PROGRESSIVE CORP OHIO	COM	743315103	3,166	136,623	SH	DEFINED
PROSPERITY BANCSHARES INC	COM	743606105	1,911	41,744	SH	DEFINED
PRUDENTIAL FINL INC	COM	744320102	23,471	370,272	SH	DEFINED
PUBLIC SVC ENTERPRISE GROUP	COM	744573106	4,154	135,720	SH	DEFINED
PULTE GROUP INC	COM	745867101	7	899	SH	DEFINED
QUAD / GRAPHICS INC	COM CL A	747301109	2	209	SH	DEFINED
QUALCOMM INC	COM	747525103	2	42	SH	DEFINED
QUALCOMM INC	COM	747525103	309	4,551	SH	DEFINED
QUALCOMM INC	COM	747525103	3,366	49,457	SH	DEFINED
QUALCOMM INC	COM	747525103	211,926	3,115,651	SH	DEFINED
QUESTAR CORP	COM	748356102	154	8,004	SH	DEFINED
RALPH LAUREN CORP	CL A	751212101	18,003	103,272	SH	DEFINED
RAYTHEON CO	COM NEW	755111507	1,020	19,342	SH	DEFINED
RED HAT INC	COM	756577102	49	819	SH	DEFINED

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RENREN INC	SPONSORED ADR	759892102	249	45,214	SH	DEFINED
REPUBLIC SVCS INC	COM	760759100	16,056	525,410	SH	DEFINED
REYNOLDS AMERICAN INC	COM	761713106	3,813	92,015	SH	DEFINED
RIVERBED TECHNOLOGY INC	COM	768573107	13,343	475,205	SH	DEFINED
ROBERT HALF INTL INC	COM	770323103	20	681	SH	DEFINED
ROCKWELL AUTOMATION INC	COM	773903109	2,758	34,616	SH	DEFINED
ROCKWELL COLLINS INC	COM	774341101	1,127	19,594	SH	DEFINED
ROPER INDS INC NEW	COM	776696106	1,033	10,420	SH	DEFINED
ROSS STORES INC	COM	778296103	2,542	43,766	SH	DEFINED
ROWAN COS INC	COM	779382100	103	3,142	SH	DEFINED
RYANAIR HLDGS PLC	SPONSORED ADR	783513104	714	19,700	SH	DEFINED
RYDER SYS INC	COM	783549108	713	13,518	SH	DEFINED
SAFeway INC	COM NEW	786514208	1,714	84,841	SH	DEFINED
ST JUDE MED INC	COM	790849103	1,243	28,065	SH	DEFINED
SARA LEE CORP	COM	803111103	24,382	1,132,489	SH	DEFINED
SCHLUMBERGER LTD	COM	806857108	48	700	SH	DEFINED
SCHLUMBERGER LTD	COM	806857108	52,055	744,392	SH	DEFINED
SCHWAB CHARLES CORP NEW	COM	808513105	1,464	101,928	SH	DEFINED
SCRIPPS NETWORKS INTERACT IN	CL A COM	811065101	192	3,954	SH	DEFINED
SEARS HLDGS CORP	COM	812350106	12	193	SH	DEFINED
SEMPRA ENERGY	COM	816851109	3,082	51,408	SH	DEFINED
SHERWIN WILLIAMS CO	COM	824348106	104	966	SH	DEFINED
SIGMA ALDRICH CORP	COM	826552101	359	4,916	SH	DEFINED
SMUCKER J M CO	COM NEW	832696405	1,360	16,722	SH	DEFINED
SNAP ON INC	COM	833034101	713	11,705	SH	DEFINED
SOUTHERN CO	COM	842587107	29,349	653,236	SH	DEFINED
SOUTHWEST AIRLS CO	COM	844741108	162	19,722	SH	DEFINED
SOUTHWESTERN ENERGY CO	COM	845467109	11,626	379,935	SH	DEFINED
SPECTRA ENERGY CORP	COM	847560109	89	2,839	SH	DEFINED
SPRINT NEXTEL CORP	COM SER 1	852061100	410	143,880	SH	DEFINED
STANLEY BLACK & DECKER INC	COM	854502101	123,305	1,602,208	SH	DEFINED
STAPLES INC	COM	855030102	2,686	166,027	SH	DEFINED
STARBUCKS CORP	COM	855244109	3,025	54,132	SH	DEFINED
STATE STR CORP	COM	857477103	11,924	262,075	SH	DEFINED
STERICYCLE INC	COM	858912108	24	294	SH	DEFINED
STRYKER CORP	COM	863667101	16,673	300,539	SH	DEFINED
SUNTRUST BKS INC	COM	867914103	459	19,002	SH	DEFINED
SUPERVALU INC	COM	868536103	183	32,207	SH	DEFINED
SYMANTEC CORP	COM	871503108	2,261	120,943	SH	DEFINED
SYSCO CORP	COM	871829107	14,806	495,853	SH	DEFINED
TECO ENERGY INC	COM	872375100	339	19,353	SH	DEFINED
TJX COS INC NEW	COM	872540109	7,308	184,047	SH	DEFINED
TERADYNE INC	COM	880770102	664	39,362	SH	DEFINED
TESORO CORP	COM	881609101	1,281	47,747	SH	DEFINED
TEXAS INSTRS INC	COM	882508104	17,490	520,381	SH	DEFINED
TEXTRON INC	COM	883203101	27	1,000	SH	DEFINED
THERMO FISHER SCIENTIFIC INC	COM	883556102	94,090	1,668,857	SH	DEFINED
TIFFANY & CO NEW	COM	886547108	9,501	137,443	SH	DEFINED
TIME WARNER INC	COM NEW	887317303	23,677	627,230	SH	DEFINED
TITANIUM METALS CORP	COM NEW	888339207	41	3,058	SH	DEFINED
TORCHMARK CORP	COM	891027104	1,285	25,797	SH	DEFINED
TOTAL SYS SVCS INC	COM	891906109	46	1,994	SH	DEFINED
TRANSDIGM GROUP INC	COM	893641100	3,171	27,400	SH	DEFINED
TRIPADVISOR INC	COM	896945201	86,972	2,438,245	SH	DEFINED
TYSON FOODS INC	CL A	902494103	1,214	63,429	SH	DEFINED
US BANCORP DEL	COM NEW	902973304	45,847	1,447,222	SH	DEFINED

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UNION PAC CORP	COM	907818108	11,268	104,847	SH	DEFINED
UNITED PARCEL SERVICE INC	CL B	911312106	36,198	448,446	SH	DEFINED
UNITED STATES STL CORP NEW	COM	912909108	108	3,710	SH	DEFINED
UNITED TECHNOLOGIES CORP	COM	913017109	41,728	503,118	SH	DEFINED
URBAN OUTFITTERS INC	COM	917047102	160	5,524	SH	DEFINED
V F CORP	COM	918204108	2,717	18,618	SH	DEFINED
VULCAN MATLS CO	COM	929160109	199	4,658	SH	DEFINED
WAL MART STORES INC	COM	931142103	125	2,050	SH	DEFINED
WAL MART STORES INC	COM	931142103	176,106	2,877,551	SH	DEFINED
WALGREEN CO	COM	931422109	5,035	150,366	SH	DEFINED
WASHINGTON POST CO	CL B	939640108	166	446	SH	DEFINED
WATERS CORP	COM	941848103	573	6,187	SH	DEFINED
WATSON PHARMACEUTICALS INC	COM	942683103	268	4,007	SH	DEFINED
WELLS FARGO & CO NEW	COM	949746101	235,120	6,886,960	SH	DEFINED
WESTERN DIGITAL CORP	COM	958102105	1,944	46,992	SH	DEFINED
WESTERN UN CO	COM	959802109	708	40,249	SH	DEFINED
WEYERHAEUSER CO	COM	962166104	1,089	49,696	SH	DEFINED
WHIRLPOOL CORP	COM	963320106	1,407	18,308	SH	DEFINED
WHOLE FOODS MKT INC	COM	966837106	50	601	SH	DEFINED
WILLIAMS COS INC DEL	COM	969457100	645	20,965	SH	DEFINED
WISCONSIN ENERGY CORP	COM	976657106	783	22,261	SH	DEFINED
WYNN RESORTS LTD	COM	983134107	860	6,893	SH	DEFINED
XILINX INC	COM	983919101	1,560	42,771	SH	DEFINED
XEROX CORP	COM	984121103	6,830	845,378	SH	DEFINED
YAHOO INC	COM	984332106	12,431	816,776	SH	DEFINED
YUM BRANDS INC	COM	988498101	2,954	41,502	SH	DEFINED
ZIONS BANCORPORATION	COM	989701107	542	25,262	SH	DEFINED
DUN & BRADSTREET CORP DEL NE	COM	26483E100	889	10,497	SH	DEFINED
QUANTA SVCS INC	COM	74762E102	2	134	SH	DEFINED
QUANTA SVCS INC	COM	74762E102	47	2,296	SH	DEFINED
QUANTA SVCS INC	COM	74762E102	399	19,136	SH	DEFINED
QUANTA SVCS INC	COM	74762E102	8,339	399,022	SH	DEFINED
VERISIGN INC	COM	92343E102	96	2,508	SH	DEFINED
AMERISOURCEBERGEN CORP	COM	03073E105	2,313	58,303	SH	DEFINED
NEWS CORP	CL A	65248E104	27,617	1,402,636	SH	DEFINED
SALLY BEAUTY HLDGS INC	COM	79546E104	19,520	787,110	SH	DEFINED
TARGET CORP	COM	87612E106	22,591	387,706	SH	DEFINED
EDWARDS LIFESCIENCES CORP	COM	28176E108	110	1,520	SH	DEFINED
DR PEPPER SNAPPLE GROUP INC	COM	26138E109	49	1,233	SH	DEFINED
DR PEPPER SNAPPLE GROUP INC	COM	26138E109	920	22,892	SH	DEFINED
TRAVELERS COMPANIES INC	COM	89417E109	17,596	297,234	SH	DEFINED
VALE S A	ADR REPSTG PFD	91912E204	48,397	2,133,000	SH	DEFINED
AES CORP	COM	00130H105	15,508	1,186,592	SH	DEFINED
AT&T INC	COM	00206R102	95,467	3,056,923	SH	DEFINED
ACTUANT CORP	CL A NEW	00508X203	612	21,111	SH	DEFINED
ADOBE SYS INC	COM	00724F101	3,684	107,389	SH	DEFINED
AETNA INC NEW	COM	00817Y108	21,321	425,076	SH	DEFINED
AGILENT TECHNOLOGIES INC	COM	00846U101	3,387	76,112	SH	DEFINED
AKAMAI TECHNOLOGIES INC	COM	00971T101	265	7,235	SH	DEFINED
ALLEGHENY TECHNOLOGIES INC	COM	01741R102	16	408	SH	DEFINED
ALPHA NATURAL RESOURCES INC	COM	02076X102	90	5,973	SH	DEFINED
ALTRIA GROUP INC	COM	02209S103	95	3,100	SH	DEFINED
ALTRIA GROUP INC	COM	02209S103	100,861	3,267,291	SH	DEFINED
AMERICA MOVIL SAB DE CV	SPON ADR L SHS	02364W105	41,508	1,671,704	SH	DEFINED
AMERICAN PUBLIC EDUCATION IN	COM	02913V103	519	13,664	SH	DEFINED

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AMERICAN TOWER CORP NEW	COM	03027X100	8,990	142,664	SH	DEFINED
AMERIPRISE FINL INC	COM	03076C106	3,239	56,708	SH	DEFINED
ASSURANT INC	COM	04621X108	1,013	25,022	SH	DEFINED
AUTONATION INC	COM	05329W102	196	5,717	SH	DEFINED
BANCO SANTANDER CHILE NEW	SP ADR REP COM	05965X109	1,317	15,309	SH	DEFINED
BANCOLOMBIA S A	SPON ADR PREF	05968L102	1,888	29,200	SH	DEFINED
BIOGEN IDEC INC	COM	09062X103	366	2,909	SH	DEFINED
BLACKROCK INC	COM	09247X101	4,035	19,697	SH	DEFINED
CBRE GROUP INC	CL A	12504L109	231	11,589	SH	DEFINED
C H ROBINSON WORLDWIDE INC	COM NEW	12541W209	740	11,310	SH	DEFINED
CME GROUP INC	COM	12572Q105	21,038	72,713	SH	DEFINED
CA INC	COM	12673P105	3,414	123,882	SH	DEFINED
CABLEVISION SYS CORP	CL A NY CABLVS	12686C109	621	42,360	SH	DEFINED
CAMERON INTERNATIONAL CORP	COM	13342B105	543	10,280	SH	DEFINED
CAPITAL ONE FINL CORP	COM	14040H105	22,456	402,874	SH	DEFINED
CARDINAL HEALTH INC	COM	14149Y108	12,559	291,338	SH	DEFINED
CAREFUSION CORP	COM	14170T101	1,129	43,555	SH	DEFINED
CENTERPOINT ENERGY INC	COM	15189T107	800	40,609	SH	DEFINED
CISCO SYS INC	COM	17275R102	40	1,900	SH	DEFINED
CISCO SYS INC	COM	17275R102	55,861	2,641,203	SH	DEFINED
CLIFFS NATURAL RESOURCES INC	COM	18683K101	2,539	36,667	SH	DEFINED
COCA COLA ENTERPRISES INC NE	COM	19122T109	1,984	69,402	SH	DEFINED
COMCAST CORP NEW	CL A	20030N101	64,367	2,144,875	SH	DEFINED
CONOCOPHILLIPS	COM	20825C104	69,170	910,012	SH	DEFINED
CONSOL ENERGY INC	COM	20854P109	775	22,744	SH	DEFINED
CONSTELLATION BRANDS INC	CL A	21036P108	932	39,525	SH	DEFINED
COSTCO WHSL CORP NEW	COM	22160K105	155	1,711	SH	DEFINED
COSTAR GROUP INC	COM	22160N109	455	6,597	SH	DEFINED
DFC GLOBAL CORP	COM	23324T107	991	52,520	SH	DEFINED
D R HORTON INC	COM	23331A109	472	31,139	SH	DEFINED
DAVITA INC	COM	23918K108	889	9,868	SH	DEFINED
DELL INC	COM	24702R101	20,896	1,258,853	SH	DEFINED
DEVON ENERGY CORP NEW	COM	25179M103	4	59	SH	DEFINED
DEVON ENERGY CORP NEW	COM	25179M103	256	3,604	SH	DEFINED
DEVON ENERGY CORP NEW	COM	25179M103	2,225	31,294	SH	DEFINED
DEVON ENERGY CORP NEW	COM	25179M103	7,529	105,873	SH	DEFINED
DIAMOND OFFSHORE DRILLING IN	COM	25271C102	296	4,447	SH	DEFINED
DISCOVERY COMMUNICATNS NEW	COM SER A	25470F104	19,310	381,632	SH	DEFINED
DIRECTV	COM CL A	25490A101	6,506	131,865	SH	DEFINED
DOMINION RES INC VA NEW	COM	25746U109	120	2,356	SH	DEFINED
DUKE ENERGY CORP NEW	COM	26441C105	5,133	244,346	SH	DEFINED
EOG RES INC	COM	26875P101	448	4,038	SH	DEFINED
EQT CORP	COM	26884L109	704	14,616	SH	DEFINED
EL PASO CORP	COM	28336L109	93	3,179	SH	DEFINED
ENTERGY CORP NEW	COM	29364G103	4,497	66,933	SH	DEFINED
EXELON CORP	COM	30161N101	26,532	676,680	SH	DEFINED
EXPEDIA INC DEL	COM NEW	30212P303	707	21,167	SH	DEFINED
EXXON MOBIL CORP	COM	30231G102	23	267	SH	DEFINED
EXXON MOBIL CORP	COM	30231G102	254,898	2,938,988	SH	DEFINED
FMC TECHNOLOGIES INC	COM	30249U101	15,723	311,858	SH	DEFINED
FEDEX CORP	COM	31428X106	20,039	217,913	SH	DEFINED
FIDELITY NATL INFORMATION SV	COM	31620M106	2,503	75,589	SH	DEFINED

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FLOWERVE CORP	COM	34354P105	12,305	106,532	SH	DEFINED
FORTUNE BRANDS HOME & SEC IN	COM	34964C106	160	7,272	SH	DEFINED
FREEMPORT-MCMORAN COPPER & GO	COM	35671D857	27,198	715,007	SH	DEFINED
FRONTIER COMMUNICATIONS CORP	COM	35906A108	536	128,566	SH	DEFINED
GAMESTOP CORP NEW	CL A	36467W109	1,037	47,504	SH	DEFINED
GENWORTH FINL INC	COM CL A	37247D106	163	19,607	SH	DEFINED
GOLDMAN SACHS GROUP INC	COM	38141G104	32,596	262,096	SH	DEFINED
GOOGLE INC	CL A	38259P508	79,629	124,180	SH	DEFINED
HCP INC	COM	40414L109	2,549	64,608	SH	DEFINED
HDFC BANK LTD	ADR REPS 3 SHS	40415F101	9,135	267,915	SH	DEFINED
HESS CORP	COM	42809H107	13,829	234,594	SH	DEFINED
ICICI BK LTD	ADR	45104G104	243	6,974	SH	DEFINED
IDEX CORP	COM	45167R104	766	18,185	SH	DEFINED
INTEGRYS ENERGY GROUP INC	COM	45822P105	464	8,774	SH	DEFINED
INTERCONTINENTALEXCHANGE INC	COM	45865V100	924	6,730	SH	DEFINED
INTUITIVE SURGICAL INC	COM NEW	46120E602	29,284	54,055	SH	DEFINED
JDS UNIPHASE CORP	COM PAR \$0.001	46612J507	149	10,300	SH	DEFINED
JPMORGAN CHASE & CO	COM	46625H100	4	87	SH	DEFINED
JPMORGAN CHASE & CO	COM	46625H100	242	5,267	SH	DEFINED
JPMORGAN CHASE & CO	COM	46625H100	2,167	47,137	SH	DEFINED
JPMORGAN CHASE & CO	COM	46625H100	111,161	2,417,606	SH	DEFINED
JUNIPER NETWORKS INC	COM	48203R104	48	2,105	SH	DEFINED
KRAFT FOODS INC	CL A	50075N104	46	1,231	SH	DEFINED
KRAFT FOODS INC	CL A	50075N104	81	2,145	SH	DEFINED
KRAFT FOODS INC	CL A	50075N104	35,870	943,700	SH	DEFINED
LABORATORY CORP AMER HLDGS	COM NEW	50540R409	41	453	SH	DEFINED
LIFE TECHNOLOGIES CORP	COM	53217V109	10,595	217,037	SH	DEFINED
M & T BK CORP	COM	55261F104	13,331	153,446	SH	DEFINED
MACYS INC	COM	55616P104	5	148	SH	DEFINED
MACYS INC	COM	55616P104	372	9,365	SH	DEFINED
MACYS INC	COM	55616P104	3,353	84,412	SH	DEFINED
MACYS INC	COM	55616P104	5,445	137,056	SH	DEFINED
MARATHON PETE CORP	COM	56585A102	13,680	315,511	SH	DEFINED
MARKET VECTORS ETF TR	GOLD MINER ETF	57060U100	25	522	SH	DEFINED
MARKET VECTORS ETF TR	GOLD MINER ETF	57060U100	76	1,548	SH	DEFINED
MASTERCARD INC	CL A	57636Q104	27,455	65,287	SH	DEFINED
MATTRESS FIRM HLDG CORP	COM	57722W106	910	24,030	SH	DEFINED
MCKESSON CORP	COM	58155Q103	28,240	321,753	SH	DEFINED
MEDCO HEALTH SOLUTIONS INC	COM	58405U102	15,944	226,801	SH	DEFINED
MERCK & CO INC NEW	COM	58933Y105	66,582	1,733,918	SH	DEFINED
METLIFE INC	COM	59156R108	27,468	735,429	SH	DEFINED
MOLSON COORS BREWING CO	CL B	60871R209	395	8,744	SH	DEFINED
MONSANTO CO NEW	COM	61166W101	15,854	198,780	SH	DEFINED
MOSAIC CO NEW	COM	61945C103	2,329	42,136	SH	DEFINED
NETAPP INC	COM	64110D104	713	15,926	SH	DEFINED
NETFLIX INC	COM	64110L106	431	3,747	SH	DEFINED
NEXTERA ENERGY INC	COM	65339F101	3,602	58,986	SH	DEFINED
NISOURCE INC	COM	65473P105	382	15,714	SH	DEFINED
NUANCE COMMUNICATIONS INC	COM	67020Y100	706	27,600	SH	DEFINED
NVIDIA CORP	COM	67066G104	938	60,999	SH	DEFINED
O REILLY AUTOMOTIVE INC NEW	COM	67103H107	33,052	361,818	SH	DEFINED
ORACLE CORP	COM	68389X105	90,235	3,094,500	SH	DEFINED
PG&E CORP	COM	69331C108	17,808	410,244	SH	DEFINED
PPL CORP	COM	69351T106	2,294	81,198	SH	DEFINED
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VGT	71654V101	49,259	1,927,200	SH	DEFINED

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PETROLEO BRASILEIRO SA PETRO	SPONSORED ADR	71654V408	136	5,146	SH	DEFINED
PORTFOLIO RECOVERY ASSOCS IN	COM	73640Q105	618	8,628	SH	DEFINED
PRAXAIR INC	COM	74005P104	15,002	130,866	SH	DEFINED
PRICE T ROWE GROUP INC	COM	74144T108	3,921	60,056	SH	DEFINED
PRINCIPAL FINL GROUP INC	COM	74251V102	2,208	74,851	SH	DEFINED
QEP RES INC	COM	74733V100	24	815	SH	DEFINED
QUEST DIAGNOSTICS INC	COM	74834L100	314	5,148	SH	DEFINED
RANGE RES CORP	COM	75281A109	34	590	SH	DEFINED
REGIONS FINANCIAL CORP NEW	COM	7591EP100	226	34,392	SH	DEFINED
ROADRUNNER TRNSN SVCS HLDG I	COM	76973Q105	5,514	317,810	SH	DEFINED
SAIC INC	COM	78390X101	592	44,905	SH	DEFINED
SLM CORP	COM	78442P106	1,806	114,619	SH	DEFINED
SPDR S&P 500 ETF TR	TR UNIT	78462F103	182	1,296	SH	DEFINED
SPDR S&P 500 ETF TR	TR UNIT	78462F103	1,214	8,633	SH	DEFINED
SPDR INDEX SHS FDS	EURO STOXX 50	78463X202	91	2,825	SH	DEFINED
SPDR INDEX SHS FDS	EURO STOXX 50	78463X202	744	22,947	SH	DEFINED
SALESFORCE COM INC	COM	79466L302	85	552	SH	DEFINED
SANDISK CORP	COM	80004C101	47	963	SH	DEFINED
SANDISK CORP	COM	80004C101	420	8,485	SH	DEFINED
SANDISK CORP	COM	80004C101	1,051	21,196	SH	DEFINED
SCANA CORP NEW	COM	80589M102	828	18,162	SH	DEFINED
SEALED AIR CORP NEW	COM	81211K100	1,212	62,797	SH	DEFINED
SELECT SECTOR SPDR TR	SBI HEALTHCARE	81369Y209	3	89	SH	DEFINED
SELECT SECTOR SPDR TR	SBI HEALTHCARE	81369Y209	167	4,449	SH	DEFINED
SELECT SECTOR SPDR TR	SBI INT-FINL	81369Y605	5	351	SH	DEFINED
SELECT SECTOR SPDR TR	SBI INT-FINL	81369Y605	342	21,712	SH	DEFINED
SELECT SECTOR SPDR TR	SBI INT-FINL	81369Y605	3,595	227,841	SH	DEFINED
SIGNATURE BK NEW YORK N Y	COM	82669G104	13,516	214,412	SH	DEFINED
SKYWORKS SOLUTIONS INC	COM	83088M102	421	15,260	SH	DEFINED
SOLARWINDS INC	COM	83416B109	110,288	2,853,523	SH	DEFINED
SOLERA HOLDINGS INC	COM	83421A104	675	14,718	SH	DEFINED
SOUTHERN COPPER CORP	COM	84265V105	8,248	260,114	SH	DEFINED
STARWOOD HOTELS&RESORTS WRLD	COM	85590A401	16,894	299,495	SH	DEFINED
SUNOCO INC	COM	86764P109	180	4,732	SH	DEFINED
TARGA RES CORP	COM	87612G101	104	2,300	SH	DEFINED
TENET HEALTHCARE CORP	COM	88033G100	723	136,185	SH	DEFINED
TERADATA CORP DEL	COM	88076W103	20,823	305,553	SH	DEFINED
TEXAS CAPITAL BANCSHARES INC	COM	88224Q107	1,351	39,029	SH	DEFINED
3M CO	COM	88579Y101	30,417	340,962	SH	DEFINED
TIME WARNER CABLE INC	COM	88732J207	19,171	235,239	SH	DEFINED
TREEHOUSE FOODS INC	COM	89469A104	4,092	68,776	SH	DEFINED
ULTA SALON COSMETCS & FRAG I	COM	90384S303	503	5,423	SH	DEFINED
UNITEDHEALTH GROUP INC	COM	91324P102	143,925	2,441,902	SH	DEFINED
UNUM GROUP	COM	91529Y106	2,619	107,018	SH	DEFINED
VALERO ENERGY CORP NEW	COM	91913Y100	3,661	142,086	SH	DEFINED
VARIAN MED SYS INC	COM	92220P105	16,357	237,203	SH	DEFINED
VERA BRADLEY INC	COM	92335C106	489	16,207	SH	DEFINED
VERIZON COMMUNICATIONS INC	COM	92343V104	1	41	SH	DEFINED
VERIZON COMMUNICATIONS INC	COM	92343V104	184	4,830	SH	DEFINED
VERIZON COMMUNICATIONS INC	COM	92343V104	1,776	46,471	SH	DEFINED
VERIZON COMMUNICATIONS INC	COM	92343V104	60,178	1,574,119	SH	DEFINED
VERISK ANALYTICS INC	CL A	92345Y106	1,189	25,332	SH	DEFINED
VERTEX PHARMACEUTICALS INC	COM	92532F100	93	2,282	SH	DEFINED
VIACOM INC NEW	CL B	92553P201	3	84	SH	DEFINED
VIACOM INC NEW	CL B	92553P201	63	1,340	SH	DEFINED
VIACOM INC NEW	CL B	92553P201	579	12,215	SH	DEFINED

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VIACOM INC NEW	CL B	92553P201	5,269	111,020	SH	DEFINED
VISA INC	COM CL A	92826C839	26,526	224,800	SH	DEFINED
WASTE MGMT INC DEL	COM	94106L109	19,381	554,395	SH	DEFINED
WELLPOINT INC	COM	94973V107	15,893	215,359	SH	DEFINED
WINDSTREAM CORP	COM	97381W104	9,017	770,040	SH	DEFINED
WPX ENERGY INC	COM	98212B103	574	31,910	SH	DEFINED
WYNDHAM WORLDWIDE CORP	COM	98310W108	2,058	44,267	SH	DEFINED
XCEL ENERGY INC	COM	98389B100	1,134	42,865	SH	DEFINED
XYLEM INC	COM	98419M100	844	30,443	SH	DEFINED
YOUKU INC	SPONSORED ADR	98742U100	371	16,906	SH	DEFINED
ZIMMER HLDGS INC	COM	98956P102	1,303	20,281	SH	DEFINED
ARCOS DORADOS HOLDINGS INC	SHS CLASS -A -	G0457F107	817	45,200	SH	DEFINED
ACCENTURE PLC IRELAND	SHS CLASS A	G1151C101	22,214	344,411	SH	DEFINED
BUNGE LIMITED	COM	G16962105	4	71	SH	DEFINED
BUNGE LIMITED	COM	G16962105	285	4,172	SH	DEFINED
BUNGE LIMITED	COM	G16962105	2,732	39,928	SH	DEFINED
COOPER INDUSTRIES PLC	SHS	G24140108	1,643	25,696	SH	DEFINED
CREDICORP LTD	COM	G2519Y108	1,502	11,400	SH	DEFINED
COVIDIEN PLC	SHS	G2554F113	5,703	104,304	SH	DEFINED
INGERSOLL-RAND PLC	SHS	G47791101	2,180	52,732	SH	DEFINED
INVESCO LTD	SHS	G491BT108	2,966	111,245	SH	DEFINED
LAZARD LTD	SHS A	G54050102	3,030	106,100	SH	DEFINED
NABORS INDUSTRIES LTD	SHS	G6359F103	984	56,305	SH	DEFINED
XL GROUP PLC	SHS	G98290102	1,350	62,260	SH	DEFINED
ACE LTD	SHS	H0023R105	8,980	122,682	SH	DEFINED
NOBLE CORPORATION BAAR	NAMEN -AKT	H5833N103	644	17,190	SH	DEFINED
TE CONNECTIVITY LTD	REG SHS	H84989104	2,494	67,881	SH	DEFINED
TYCO INTERNATIONAL LTD	SHS	H89128104	7,113	126,618	SH	DEFINED
CORE LABORATORIES N V	COM	N22717107	18,328	139,304	SH	DEFINED
ROYAL CARIBBEAN CRUISES LTD	COM	V7780T103	68,718	2,334,991	SH	DEFINED

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