NIKE INC Form 11-K November 23, 2011

# UNITED STATES

## SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

# FORM 11-K

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

For the fiscal year ended May 31, 2011

OR

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

For the transition period from to

Commission File No. \_\_\_\_\_

NIKE, Inc.

(Full title of the plan)

401(k) Savings and Profit Sharing Plan for Employees of NIKE, Inc.

(Name of issuer of the securities held pursuant to the plan)

One Bowerman Drive

Beaverton, Oregon 97005

(Address of the plan and address of issuer's principal executive offices)

401(k) Savings and Profit Sharing Plan for Employees of NIKE, Inc.

Financial Statements and Supplemental Schedules May 31, 2011 and 2010

401(k) Savings and Profit Sharing Plan for Employees of NIKE, Inc.

Financial Statements and Supplemental Schedule as of May 31, 2011 and 2010 and for the fiscal year ended May 31, 2011

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Note: Other schedules required by 29 CFR Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Action of 1974 have been omitted because they are not applicable. Report of Independent Registered Public Accounting Firm

To the Participants and Administrator of 401(k) Savings and Profit Sharing Plan for Employees of NIKE, Inc.

In our opinion, the accompanying statements of net assets available for benefits and the related statement of changes in net assets available for benefits present fairly, in all material respects, the net assets available for benefits of the 401(k) Savings and Profit Sharing Plan for Employees of NIKE, Inc. (the "Plan") at May 31, 2011 and 2010, and the changes in net assets available for benefits for the year ended May 31, 2011 in conformity with accounting principles generally accepted in the United States of America. 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 of these statements in accordance with the 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. An audit 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, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental Schedule of Assets (Held at End of Year) at May 31, 2011, and Schedule of Assets (Acquired and Disposed of Within Year) 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 supplemental schedules are the responsibility of the Plan's management. The supplemental schedules have been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, are fairly stated in all material respects in relation to the basic financial statements taken as a whole.

Portland, Oregon November 23, 2011 401(k) Savings and Profit Sharing Plan for Employees of NIKE, Inc. Statements of Net Assets Available for Benefits May 31, 2011 and 2010

		2011	2010
Assets			
Investments, at fair value			
Collective trust funds	\$	1,158,430,251 \$	8 812,077,347
NIKE, Inc. Class B common stock		441,550,034	366,202,050
Registered investment companies		77,231,534	120,629,547
Corporate and foreign bonds		34,410,762	26,407,895
Interest bearing cash		10,661	53,484
Common and foreign stocks		1,440	18,837,282
Foreign preferred stocks		-	234,286
Total investments		1,711,634,682	1,344,441,891
Receivables			
Employer contributions		40,431,957	35,979,389
Notes receivable from participants		22,606,115	22,205,269
Participant contributions		1,648,075	1,447,706
Accrued interest and dividends		810,639	900,346
Due from broker for securities sold		512,849	698,787
Total receivables		66,009,635	61,231,497
Cash		161,055	238,820
Total assets		1,777,805,372	1,405,912,208
Liabilities			
Due to broker for securities purchased		924,621	344,607
Accrued expenses		127,521	135,255
Total liabilities		1,052,142	479,862
Net assets available for benefits at fair			
value		1,776,753,230	1,405,432,346
Adjustment from fair value to contract			
value for interest in collective trust relatin	g		
to fully			
benefit-responsive investment contracts		(509,521)	(1,721,632)
Net assets available for benefits	\$	1,776,243,709 \$	5 1,403,710,714

The accompanying notes are an integral part of these financial statements.

401(k) Savings and Profit Sharing Plan for Employees of NIKE, Inc. Statements of Changes in Net Assets Available for Benefits Year Ended May 31, 2011

Additions	
Investment income	
Net appreciation in fair value of investments	\$ 279,464,015
Interest and dividends	9,246,041
Total investment income	288,710,056
Less investment expenses	(437,839)
Net investment income	288,272,217
Interest income on notes receivable from participants	1,091,890
Contributions	
Employer, net of forfeitures	75,661,752
Participant	58,947,035
Rollover	3,371,676
Total contributions	137,980,463
Total additions	427,344,570
Deductions	
Benefits paid to participants	(53,600,288)
Administrative expenses	(1,211,287)
Total deductions	(54,811,575)
Net increase	372,532,995
Net assets available for benefits	
Beginning of year	1,403,710,714
	\$
End of year	1,776,243,709

The accompanying notes are an integral part of these financial statements.

401(k) Savings and Profit Sharing Plan for Employees of NIKE, Inc. Notes to Financial Statements May 31, 2011 and 2010

#### 1. Description of the Plan

The following description of the 401(k) Savings and Profit Sharing Plan for Employees of NIKE, Inc. (the "Plan") provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

### General

The Plan was established to provide for the retirement income requirements of and sharing in Company profits by all employees of NIKE, Inc. (the "Company") and a retirement savings program for the employees of the Company not covered by a collective bargaining agreement. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"), as amended. Administration of the Plan is performed by the Administrative Subcommittee of the Retirement Committee. The Plan is amended from time to time in order to comply with changes in applicable laws and to make changes in Plan administration.

The Northern Trust Company ("Northern Trust" or the "Trustee") is the Trustee and Aon Hewitt Associates ("Aon Hewitt" or the "Recordkeeper") is the Recordkeeper of the Plan's assets. Selected assets are held in the custody of Charles Schwab & Co. Inc. ("Charles Schwab" or the "Custodian") and are maintained by the Trustee. The Plan's investment decisions are overseen by the Investment Subcommittee of the Retirement Committee. Members of the Retirement Committee are appointed by the Board of Directors of the Company.

### Eligibility

All employees, except those employees who are (1) covered by a collective bargaining agreement, (2) living outside the United States and not covered by the Company expatriate program, (3) working at the Company's Memphis Apparel Distribution Center, whose employment is established pursuant to the Company's Seasonal On Call Casual Employee Reserve ("SOCCER") program, or (4) residing in Puerto Rico and working at the Puerto Rico facility, become eligible to receive profit sharing contributions on the first day of the Plan fiscal year coinciding with or immediately preceding completion of one year of employment with at least 1,000 hours of service. Employees are eligible to participate in the 401(k) portion of the Plan on the first day of the month following 30 days of employment.

### Contributions

Participants may contribute up to 50% of their pre-tax annual compensation to the Plan, subject to annual individual deferral limitations under the Internal Revenue Code ("IRC"). Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions, as defined. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. Additionally, the Company will match participant contributions at a rate of 100% of the first 5% of the participant's total base pay that is contributed to the account.

Prior to May 13, 2011, the Company match contributions related to the Plan's 401(k) feature were invested in NIKE, Inc. Class B common stock and as of June 1, 2001, these match contributions became subject to participant self-direction after the initial investment in Company stock was made to the Plan. Participants could redeem their shares in Company stock and reinvest the cash into other managed funds. As of May 13, 2011, the Company match follows participants' fund selections and NIKE, Inc. Class B common stock is one of the investment choices. No more than 10% of a participant's deferral and corresponding match can go into the NIKE stock fund and a participant can only transfer a portion of his or her existing account balance to purchase NIKE

stock if the percentage of their account balance invested in NIKE stock is less than or equal to 20 percent. Transfers out of the NIKE stock fund are permitted at any time.

Under the Plan's profit sharing features, the Company may make discretionary annual contributions as designated by the Company's Board of Directors. However, this amount cannot be greater than the amount allowable as a tax deduction under the IRC. The annual contributions will be funded no later than the date the Company's federal income tax return is filed.

Profit sharing contributions are invested in various fixed income and equity funds similar to those offered under the Plan's 401(k) features. Investments held by the Plan on behalf of participants related to profit sharing contributions are nonparticipant-directed. In a nonparticipant-directed program, the Investment Committee, under the guidance of investment managers, directs the specific investments held by the Plan. See Note 7 for applicable disclosures. Investments held by the Plan on behalf of participants related to 401(k) contributions are participant-directed. In a participant-directed program, the individual participant selects the investments for his or her individual account.

## Participant Accounts

Separate individual 401(k) and profit sharing accounts are maintained for each participant. Each participant's 401(k) account is credited with the participant's contributions and rollovers, the Company's matching contributions, Plan expenses and an allocation of the Plan's investment income or losses based upon the participant's election of investment options. Participants direct the investment of their contributions into various investment options offered by the Plan.

An eligible profit sharing participant is entitled to an annual allocation of the employer profit sharing contribution and former participant profit sharing forfeitures after restoration of previously forfeited accounts. Employer profit sharing contributions and former participant forfeitures are allocated first in the proportion of the participant's annual compensation to compensation of all participants, up to a maximum of 4% of the compensation of each participant. Contributions and forfeitures exceeding 4% of all participants' annual compensation, if any, are allocated in the ratio of each participant's excess compensation to total excess compensation of all participants, not to exceed 4% of such excess compensation. Excess compensation is defined as compensation in excess of the social security wage base. The balance of contributions and forfeitures, if any, is allocated to participants in the ratio of each participant's annual compensation to the total of all participants' annual compensation, subject to the IRC Section 415 defined maximum limitations. Participants do not direct the investment of profit sharing contributions.

Profit sharing investment income or loss and Plan expenses are allocated daily based on a ratio of each participant's profit sharing account balance to the total profit sharing account balances.

The total benefit to which a participant is entitled is the benefit that can be provided from the participant's vested 401(k) and profit sharing accounts.

### Vesting

Participants in the 401(k) portion of the Plan are immediately vested in their elective, rollover, and Company matching contributions, plus actual earnings thereon. The Company contributions into the profit sharing portion of the Plan vest at 25% per year after completing two years of service, and vesting increases 25% for each additional year of service until fully vested after five years. Participants in the profit sharing portion of the Plan become fully vested in the Company's contributions in the event of total and permanent disability, death, attainment of 65 years of

age, or termination of the Plan.

401(k) Savings and Profit Sharing Plan for Employees of NIKE, Inc. Notes to Financial Statements May 31, 2011 and 2010

#### Forfeitures

Upon a participant's termination, the unvested portion of the participant's profit sharing account is forfeited. Profit sharing forfeitures may be used to reduce future employer contributions or be allocated back to active participants. During the year ended May 31, 2011, profit sharing forfeitures of \$957,562 were used to reduce employer contributions. At May 31, 2011 and 2010, accumulated profit sharing forfeitures totaled \$913,363 and \$775,672, respectively.

### Notes Receivable from Participants

Participants may borrow a portion of their elective and rollover contributions by applying to the Administrative Subcommittee. Participants may borrow from their accounts amounts equal to the lesser of 50% of their vested account balance or \$50,000 reduced by the balance of any outstanding loans. The term of the loan repayments range up to five years for general purpose loans and up to ten years for the purchase of a primary residence. The loans are secured by the balance in the participant's account and bear interest at the prime rate plus one percentage point. Principal and interest are paid ratably through monthly deductions.

#### **Benefit Payments**

On termination of service due to death, disability, hardship, resignation, discharge and retirement, a participant is eligible to receive payments in the amount equal to the value of the participant's vested interest in his or her account.

Vested benefits are distributed to participants in a lump-sum payment upon termination or are transferred to another qualified trust. Participants with vested benefits greater than \$1,000 can elect to receive a distribution or leave their balance in the Plan. Terminated participants with balances greater than \$1,000 may leave their vested benefits in the Plan until reaching the age of 65. Participants may apply to the Administrative Subcommittee to withdraw their voluntary 401(k) contributions in the event the participant is over age 59-1/2, or the participant has a financial hardship as stipulated in the Plan provisions. No withdrawals may be made from the unvested portion of the Company's matching contributions, profit sharing contributions, or earnings thereon.

### Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, the accounts of all participants would become fully vested. The net assets of the Plan would be distributed among the participants and beneficiaries of the Plan in proportion to their interests after proper allocation of any Plan expenses incurred upon termination.

#### 2. Significant Accounting Policies

#### Basis of Accounting

The accompanying financial statements have been prepared on the accrual basis of accounting.

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Plan invests in investment contracts through a collective trust fund. The Statements of Net Assets Available for Benefits present the fair value of the investment in the collective trust funds as well as the adjustment of the investment in the

collective trust funds from fair value to contract value relating to the investment

contracts. The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis.

### Recent Accounting Pronouncements and Developments

In January 2010, the Financial Accounting Standards Board ("FASB") issued updated guidance to improve disclosures regarding fair value measurements. This update requires entities to (i) disclose separately the amounts of significant transfers in and out of Level 1 and Level 2 fair value measurements and describe the reasons for the transfers and (ii) present separately (i.e., on a gross basis rather than as one net number), information about purchases, sales, issuances and settlements in the roll forward of changes in Level 3 fair value measurements. The update requires fair value disclosures by major class rather than by category of assets and liabilities in the Statements of Net Assets Available for Benefits. Disclosures regarding the valuation techniques and inputs used to measure fair value for both recurring and nonrecurring fair value measurements for assets and liabilities in both Level 2 and Level 3 are also required. For all portions of the update except the gross presentation of activity in the Level 3 roll forward, this standard is effective for interim and annual reporting periods beginning after December 15, 2009. For the gross presentation of activity in the Level 3 roll forward, this guidance is effective for fiscal years beginning after December 15, 2010. See Note 4 for applicable disclosures.

In September 2010, the FASB issued Accounting Standards Update ("ASU") No. 2010-25, which stipulates that participant loans should be classified as notes receivable and measured at their unpaid principal balance plus any accrued but unpaid interest for years ending after December 15, 2010 and requires retrospective application to all periods presented. This amendment was adopted by the Plan for the year ended May 31, 2011 and retrospectively applied to May 31, 2010. Accordingly, participant loans previously included in investments of the Plan at May 31, 2010 have been reclassified in the Statements of Net Assets Available for Benefits to conform to the current year presentation. The adoption of this amendment did not change the value of participant loans from the amount previously reported as of May 31, 2010.

### Investment Valuation and Income Recognition

Managed funds consist of investments in preferred, common and foreign stock, corporate, preferred, and foreign bonds, collective trust funds, registered investment companies, U.S. government securities and interest bearing cash. Investments in preferred, common and foreign stocks listed on a national securities exchange and over-the-counter securities are valued at the last reported sale price on the valuation date or, if no sales are reported for that day, the last published sale price. Bonds are valued based on market values quoted by dealers who are market makers in these securities, by independent pricing services, or by a methodology approved by Northern Trust. The fair value of the fixed income securities is determined based on valuations provided by an independent pricing service, which uses multiple valuation techniques that incorporates available market information and proprietary valuation models, which consider market characteristics, such as benchmark yield curve, credit spreads, estimated default rates and other security features. Investments in registered investment companies are stated at net asset value, based upon the fair market value of the underlying securities, as determined or provided by Northern Trust.

Collective trust funds represent investments held in pooled funds. The investments are contributed from employee benefit plans maintained by more than one employer or a controlled group of corporations that is maintained by a bank, trust company, or similar institution that is regulated, supervised, and subject to periodic examination by a state or federal agency. The Plan's interests in the collective trust funds are valued based on information provided by Northern Trust using the net asset value from the audited financial statements of the collective trust funds at year end. The

Plan invests in two collective trust funds (the "Schwab Stable Asset Fund" and the "U.S. Bank Morley Institutional Investors Stable Asset Fund"), which hold fully benefit-responsive investment contracts. These collective trust funds can be redeemed daily by participants subject to limitations on noncompeting options. The collective trust funds' trustee reserves the right to delay plan sponsor-initiated redemptions for up to 365 days. There are no other restrictions on collective trust transactions.

Investments are purchased and sold at the fair value of the underlying investments and receive the interest and dividend earnings of the underlying investments. Purchases and sales of securities are recorded on a trade date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. The Plan presents, in the Statement of Changes in Net Assets Available for Benefits, the net appreciation or depreciation in the fair value of its investments, which consist of the realized gains or losses and the unrealized appreciation or depreciation or depreciation on those investments.

## Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent notes receivable are reclassified as distributions based upon the terms of the Plan document.

### **Benefits** Payable

Benefits are recorded when paid. Accordingly, benefits payable to persons that have elected to withdraw from the Plan but not yet paid have not been accrued. At May 31, 2011 and 2010, there were \$475,195 and \$571,603, respectively, payable to participants.

### Expenses

Expenses of administering the Plan and those which are directly related to investment transactions are paid out of the assets of the Plan.

## Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of additions to and deductions from net assets available for benefits during the reporting period. Actual results could differ from those estimates.

401(k) Savings and Profit Sharing Plan for Employees of NIKE, Inc. Notes to Financial Statements May 31, 2011 and 2010

**Risks and Uncertainties** 

The Plan invests in various investment securities that are exposed to various risks, such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities, and thus the net asset value of the funds, will occur in the near term and that such changes could materially affect participant's account balances and the amount reported in the Statements of Net Assets Available for Benefits and the Statement of Changes in Net Assets Available for Benefits. Market values of investments may decline for a number of reasons, including changes in prevailing market and interest rates, increases in defaults and credit rating downgrades. The fair values assigned to the investments by the Plan are based upon available information believed to be reliable, which may be affected by conditions in the financial markets. The Plan may not be able to sell its investments when it desires to do so or to realize what it perceives to be its fair value in the event of a sale.

#### Subsequent Events

The Plan has evaluated subsequent events and determined that no significant subsequent events have occurred requiring adjustments to the financial statements or disclosures.

#### 3. Investments

The following presents investments that represent 5% or more of the Plan's net assets at May 31, 2011:

Participant	
Directed	
NIKE, Inc.	
Class B	
Common	
Stock	\$441,550,034
Collective	
trust funds	
Northern	
Trust Global	
Investments	
Collective	
Daily S&P	
500 Equity	
Index Fund	236,689,807
Northern	161,526,571
Trust Bank	
NA Collective	
Daily All	
Country	
World	
Exchange	
č	

#### Fund Northern Trust Global Investments Collective Daily Russell 2000 Index Fund 143,241,224 Northern Trust Global Investments Collective Daily Aggregate Bond Index Fund 119,539,339 Schwab Stable Value Fund 101,758,071 Nonparticipant Directed Collective trust funds Northern Trust Global Investments Collective Daily S&P 500 Equity Index Fund 117,000,195

The following presents investments that represent 5% or more of the Plan's net assets at May 31, 2010:

Participant	
Directed	
Collective	
trust funds	
Northern	
Trust Global	
Investments	
Collective	
Daily S&P	
500 Equity	
Index Fund	171,349,075
Northern	
Trust Bank	
NA Collective	
Daily All	
Country	
World	
Exchange	
Fund	116,414,073
Northern	
Trust Global	
Investments	
Collective	
Daily Russell	
2000 Index	
Fund	102,926,009
Northern	
Trust Global	
Investments	
Collective	
Daily	
Aggregate	
Bond Index	
Fund	102,891,608
US Bank	98,373,232
Morley	
Institutional	
Investors	
Stable Asset	

Fund	
Nonparticipant	
Directed	
NIKE, Inc.	
Class B	
Common	
Stock	366,202,050
Collective	
trust funds	
Northern	
Trust Global	
Investments	
Collective	
Daily S&P	
500 Equity	
Index Fund	86,938,923

During the year ended May 31, 2011, all of the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value as follows:

Collective	
trust funds	\$188,051,660
NIKE, Inc.	
Class B	
common stock	63,314,724
Registered	
investment	
companies	25,121,165
Corporate	
bonds	2,493,843
Preferred and	
common	
stocks	482,623
	\$279,464,015

### 4. Fair Value Measurement

In determining fair value, the Plan uses a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurement) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described below:

Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2

Inputs to the valuation methodology include:

Quoted prices for similar assets or liabilities in active markets;

Quoted prices for identical or similar assets or liabilities in inactive markets;

Inputs, other than quoted prices, that are observable for the asset or liability;

Inputs that are derived principally from, or corroborated by, observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

The valuation methods described in Note 2 may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date. There have been no changes in the methodologies used at May 31, 2011 and 2010.

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of May 31, 2011 and 2010:

	Asset	s at Fair Value at I	May 3	31, 2011
			Leve	1
	Level 1	Level 2	3	Total
Collective				
trust funds				
Equity index	<b>.</b>		<i>•</i>	
funds	\$ -	\$541,457,600	\$-	\$541,457,600
Common				
stock funds	-	265,058,142	-	265,058,142
Other fixed				
income funds	-	217,731,383	-	217,731,383
Real estate				
funds	-	28,487,838	-	28,487,838
Stable value				
funds	-	101,758,071	-	101,758,071
Other short				
term				
investment				
funds	-	3,937,217	-	3,937,217
Total				
collective				
trust funds	-	1,158,430,251	-	1,158,430,251
Common and				
foreign stocks				
Consumer				
discretionary	441,550,034	-	-	441,550,034
Information				
technology	1,440	-	-	1,440
Total				
common and				
foreign stocks	441,551,474	-	-	441,551,474
Registered				
investment				
companies				
Commodity				
funds	36,603,288	-	_	36,603,288
Equity funds	29,794,322	-	-	29,794,322
Bond funds	6,855,612	-	-	6,855,612
	3,391,407	-	-	3,391,407
				- ,

Short term				
funds				
Real estate				
funds	586,905	-	-	586,905
Total				
registered				
investment				
companies	77,231,534	-	-	77,231,534
Corporate and				
foreign bonds	-	34,410,762	-	34,410,762
Interest				
bearing cash	10,661	-	-	10,661
Total assets at				
fair value	\$518,793,669	\$1,192,841,013	\$-	\$1,711,634,682

### Level 3 Gains and Losses

The following table sets forth a summary of changes in the fair value of the Plan's level 3 assets for the year ended May 31, 2011:

	Collective
	Trust Funds
Balance at	
beginning of	
year	\$100,094,864
Purchases,	
sales,	
issuances and	
settlements,	
net	(100,094,864)
Balance at end	
of year	\$ -

	As	sets at Fair Valu	e as of May 31.	2010
	Level 1	Level 2	Level 3	Total
	201011	201012	20,010	1000
Collective trust				
funds				
Equity index funds	<b>\$</b> -	\$390,689,158	\$-	\$390,689,158
Other fixed income				
funds	-	184,345,239	-	184,345,239
Common stock				
funds	-	131,638,310	-	131,638,310
Stable value funds	-	-	100,094,864	100,094,864
Other short term				
investment funds	-	5,309,776	-	5,309,776
Total collective				
trust funds	-	711,982,483	100,094,864	812,077,347
Common and				
foreign stocks				
Consumer				
discretionary	368,519,239	-	-	368,519,239
Telecommunication				
services	3,352,782	-	-	3,352,782
Financials	2,998,887	-	-	2,998,887
Information				
technology	2,942,104	-	-	2,942,104
Healthcare	2,644,337	-	-	2,644,337
Consumer staples	1,988,268	-	-	1,988,268
Energy	1,001,569	-	-	1,001,569
Materials	676,863	-	-	676,863
Industrials	547,303	-	-	547,303
Utilities	367,980	-	-	367,980
Total common and	205 020 222			205 020 222
foreign stocks	385,039,332	-	-	385,039,332
Registered				
investment				
companies	00 071 469	(0.005.040		05 0(7 400
Equity funds	22,271,468	62,995,940	-	85,267,408
Commodity funds	27,151,996	-	-	27,151,996
Bond funds Short term funds	4,356,140 3,426,862	-	-	4,356,140 3,426,862
		-	-	
Real estate funds	427,141	-	-	427,141
Total registered investment				
companies	57,633,607	62,995,940		120,629,547
companies	57,055,007	26,407,895	-	26,407,895
	-	20,407,693	-	20,407,095

Corporate and				
foreign bonds				
Foreign preferred				
stocks				
Telecommunication	l			
services	155,701	-	-	155,701
Financials	78,585	-	-	78,585
Total foreign				
preferred stocks	234,286	-	-	234,286
Interest bearing				
cash	53,484	-	-	53,484
Total assets at fair				
value	\$442,960,709	\$801,386,318	\$100,094,864	\$1,344,441,891

Level 3 Gains and Losses

The following table sets forth a summary of changes in the fair value of the Plan's level 3 assets for the year ended May 31, 2010:

		Collective
	7	Frust Funds
Balance at		
beginning of year	\$	126,783,978
Realized gains		12,244,948
Unrealized losses		(5,242,814)
Purchases, sales,		
issuances and		
settlements, net		(33,691,248)
Balance at end of		
year	\$	100,094,864

The U.S. Bank Morley Stable Value Fund was sold by the Plan on June 15, 2010 and represented the remaining participant directed investments in this fund.

## 5. Party-in-Interest Transactions

The Plan's investments represent funds invested in, or maintained by, Northern Trust and Charles Schwab. Northern Trust is the Trustee of the Plan assets and Charles Schwab is the Custodian of selected assets and, therefore, these investments represent exempt party-in-interest transactions.

Certain Plan investments are shares of Company common stock. For the year ended May 31, 2011 and 2010, the Plan purchased 487,467 and 550,321 shares of NIKE, Inc. Class B common stock, respectively, at a cost of \$37,812,303 and \$34,399,142, respectively. For the same years ended, the Plan sold 280,767 and 487,511 shares of NIKE, Inc. Class B common stock, respectively, at a cost of \$20,392,865 and \$27,882,644, respectively. At May 31, 2011 and 2010, the Plan held \$441,550,034 (5,228,538 shares) and \$366,202,050 (5,059,437 shares), respectively, of NIKE, Inc. Class B common stock.

## 6. Plan Tax Status

The Internal Revenue Service ("IRS") has determined and informed the Company by letter dated January 16, 2008 that the Plan is designed in accordance with applicable sections of the IRC. Although the Plan has been amended since receiving the determination letter, the Plan administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

Accounting principles generally accepted in the United States of America require 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 May 31, 2011, 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 within the United States of America; 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 2007.

## 7. Nonparticipant Directed Investments

Information about the net assets at May 31 and the significant components of the changes in net assets for the year ended may 31 relating to the nonparticipant directed investments is as follows:

	2011	2010
Net Assets		
Collective trust		
funds	\$ 395,270,739	\$ 217,771,230
Employer		
receivable	39,457,316	35,979,389
Registered		
investment		
companies	36,484,419	90,056,053
Corporate and		
foreign bonds	34,410,762	26,407,895
Accrued interest		
and dividends	807,393	886,206
Cash	36,116	231,610
Interest bearing		
cash	10,661	761
Common and		
foreign stocks	1,440	18,837,282
Foreign preferred		
stocks	-	234,286
NIKE, Inc. Class		
B common stock	-	366,202,050
Due from broker		
for securities sold	-	698,787
Due to broker for		
securities		
purchased	(509,141)	(344,607)
Accrued		
expenses		(65,279)
Total net assets	\$ 505,909,331	\$ 756,895,663

Year Ended May 31, 2011

Changes in net assets

Net appreciation		
in fair value of		
investments	\$ 90,038,051	
Employer		
contributions	40,085,592	
Interest and		
dividends	2,734,099	
Transfers to		
participant		
directed funds	(672,420	)
Administrative		
and investment		
expenses	(724,902	)
Benefits paid to		
participants	(15,002,757	)
Transfer of		
NIKE, Inc. Class		
B common stock		
to participant		
directed funds	(367,443,995	5)
	\$ (250,986,332	2)

#### 8. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 at May 31, 2011 and 2010:

		2011		2010	
Net assets					
available for					
benefits per the					
financial					
	¢	1 776 242 700	¢	1 402 710 71	1
statements	\$	1,776,243,709			ł
Benefits payable		(475,195	)	(571,603	)
Loans deemed to					
be distributions					
for financial					
reporting purposes		(543,706	)	(436,145	)
Adjustment from					
fair value to					
contract value for					
interest in					
collective trust					
relating to fully					
benefit-responsive					
investment					
contracts		509,521		1,721,632	
Net assets		509,521		1,721,052	
available for					
benefits per Form	¢	1 775 724 220	¢	1 404 404 506	
5500	\$	1,775,734,329	\$	1,404,424,598	5

The following is a reconcitation of the net increase in net assets available for benefits per the financial statements to the Form 5500 at May 31, 2011:

Net increase in net assets per the financial statements \$372,532,995 Benefits payable at May 31, 2011 (475,195 Benefits payable at May 31, 2010 571,603 Loans deemed to (543,706 ) be distributions for financial

reporting purposes at May 31, 2011 Loans deemed to be distributions for financial reporting purposes at May 31, 2010 436,145 Adjustment from fair value to contract value for interest in collective trust at May 31, 2011 509,521 Adjustment from fair value to contract value for interest in collective trust (1,721,632) at May 31, 2010 Net increase in net assets per Form 5500 \$371,309,731

401(k) Savings and Profit Sharing Plan for Employees of NIKE, Inc. Schedule H, Line 4i - Schedule of Assets (Held at End of Year) May 31, 2011

	(b) Identity of Issuer,		(c) Rate	(d Dat	c) e of	(c)		(e)
	Borrower, Lessor or Similar	(c) Description of	of	Mat	urity	Par	(d)	Current
(a)	Party	Investment	Interest	Year	Month	Value	Cost (1)	Value
	Participant Directed							
	-	Registered investment						
	1st Eagle Funds Inc	company Registered						\$ 5,142
	1st Eagle Funds Overseas Fund	investment company						133,215
	1st Eagle Sogen Funds Global Fund	Registered investment company						215,416
	1st Eagle Sogen Funds Gold Fund	Registered investment company						24,164
	3rd Avenue Tr Intl	Registered investment						
	Value Fund	company Registered						69,264
	3rd Avenue Tr Real Estate Value Fund	investment company						91,609
	Aberdeen Emerging Markets Fund	Registered investment company						12,236
	Aberdeen Intl Equity Fund	Registered investment company						59,806
	Aberdeen Global Nat	Registered						27,000
	Res Fund Advantage Funds	company Registered						15,553
	Dreyfus Global Absolute	investment company						14,141
	Advisors Inner Circle Fund Acadian Emerging Mkts Inst	e Registered investment						
	Fund	company						53,940
	Advisors Inner Circle Fund Cambiar	e Registered investment						9,853

Aggressive Value	company	
Advisors Inner Circle	- ·	
Fund Cambiar Small		
Cap	company	17,341
Advisors Inner Circle		17,511
Fund II Inc New	Registered	
Champlain Small Co		
Fund	company	13,696
Advisors Inner Circle		15,090
	investment	
		12 769
	company Pagistered	12,768
	Registered	
Invesco Van Kampen		6.925
CL Y	company	6,835
	Registered	
Invesco Van Kampen		0.050
Small Cap	company	8,859
	Registered	
Alger Fund Cap	investment	
Apprec CL A	company	29,495
	Registered	
Alliance Bernstein	investment	
Growth & Inc Fund	company	13,552
	Registered	
Allianz Fds NFJ	investment	
Dividend Value Fund	l company	54,081
	Registered	
Allianz Funds RCM	investment	
Wellness Fund	company	59,511
	Registered	
Allianz Funds AGIC	•	
Pac Rim Fund	company	14,757
	Registered	,
International Real	investment	
Estate Equity Fund	company	11,167
Alpine Ser Tr	Registered	11,107
Dynamic Innovators	•	
Fund	company	1,725
	Registered	1,125
Amana Mutual Fund	-	
Tr Growth Fund		146,506
	company Degistered	140,300
Amono Mutual Erral	Registered	
Amana Mutual Fund		54070
Tr Income Fund	company	54,072
	Registered	
American AMCAP	investment	
Fund	company	18,759
American Beacon	Registered	
Funds Large Cap	investment	
Value Fund	company	48,756
		26,634

American Beacon	Registered	
Funds Small Cap	investment	
Value Fund	company	
	Registered	
American Cap World	investment	
Growth & Inc Fund	company	3,839
American Century	Registered	
20th Century Growth	investment	
Fund	company	224,666
American Century	Registered	
Cap Portfolios Inc	investment	
Value Fund	company	16,341
American Century	Registered	
Cap Portfolio Inc	investment	
Equity Income Fund		239,002
American Century	Registered	
Cap Portfolio Inc	investment	
Mid Cap Value Fund		52,448
American Century	Registered	
Cap Portfolio Inc	investment	
Real Estate Fund	company	4,742
American Century	Registered	
Govt Inc Tr Benham		
Adj Rate	company	45,798
	Registered	
American Century	investment	
Govt Inc Tr Benham	company	131,482
American Century		
Govt Inc Tr	Registered	
Inflation-adjusted Bd		76.021
Fund	company	76,031
American Century	Registered	
Govt Inc Tr Ginnie	investment	4 1 1 7
Mae Fund	company Desistant 1	4,117
Amaniaan Cantur	Registered	
American Century Intl Bond Fund	investment	14,440
	company	14,440

401(k) Savings and Profit Sharing Plan for Employees of NIKE, Inc. Schedule H, Line 4i - Schedule of Assets (Held at End of Year) May 31, 2011

	(b) Literative of Leaven			(c) Dete of			
	Identity of Issuer, Borrower,	(c) Description	(c)	Date of Maturity	(c)		(e)
	Lessor or Similar	of	Rate of	Year	Par	(d)	Current
(a)	Party		Interest	Month	Value	Cost (1)	Value
(u)	American Century	Registered	merest		, and	0000(1)	, and
	Mut Fund Inc	investment					
	Heritage Fund	company					63,541
	American Century	Registered					
	Mutual Funds Inc	investment					
	Cap Value	company					51,042
	American Century	Registered					
	Quantitative Equity						
	Growth Fund	company					110,466
	American Century	e					
	Quantitative Equity Utils Fund						59,502
	American Century	company					39,302
	World Mutual Fund	Registered					
	Inc 20th Centy Intl	-					
	Discovery Fund	company					24,280
	American Century	I. J					,
	World Mutual Fund	Registered					
	Inc 20th Centy Intl	investment					
	Growth Fund	company					94,843
	American	Registered					
	Independence Funds						
	Tr Absolute Return						14,637
		Registered					
	A rial Frond	investment					21 546
	Ariel Fund	company Registered					21,546
	Ariel Growth	investment					
	Appreciation Fund						63,329
	Artio Global Invt	Registered					05,527
	Funds International	-					
	Equity Fund	company					53,361
	Artio Global Invt	Registered					
	Funds International						
	Equity Fund II	company					49,557
		Registered					
	Artisan Funds	investment					
	Global Value	company					329
							6,731

International Value	Registered investment	
Fund	company	
	Registered	
Artisan Funds Inc	investment	220 762
International Fund Artisan Funds Inc	company Registered	239,763
International Small	•	
Cap Fund	company	11,998
Cupitulia	Registered	11,990
Artisan Funds Mid	investment	
Cap Fund	company	195,250
	Registered	
Artisan Funds Mid	investment	
Cap Value Fund	company	33,691
Aston Funds for		
future issues -	Registered	
Fairpointe Mid Cap		26.224
Fund Aston Funds for	company	36,324
future issues -	Desistand	
Montag Caldwell	Registered investment	
Growth Fund	company	12,347
Aston Funds for	company	12,547
future issues -	Registered	
Veredus Aggressive	-	
Growth Fund	company	24,483
	Registered	
Baron Ast Fund	investment	
Growth Fund	company	276,167
	Registered	
Baron Ast Fund	investment	115 244
Small Cap Fund	company Desistand	115,344
Baron Invt Funds Ti	Registered	
Opportunity Fund	company	2,656
opportunity I und	Registered	2,000
Baron Partners	investment	
Fund	company	111,504
	Registered	
Blackrock Equity	investment	
Dividend Fund	company	32,280
Blackrock Funds II	-	
US Opportunities	investment	
Portfolio	company	36,041
Blackrock Funds	Registered	
Intl Opportunities	investment	E0 052
Portfolio	company Pegistered	58,853
Blackrock Funds	Registered investment	
Intl Bond Portfolio	company	11,268
	company	11,200

	Registered	
Blackrock Global	investment	
Allocation Fund	company	56,575
Blackrock Global	Registered	
Emerging	investment	
Markets-A	company	32,822
	Registered	
Blackrock Nat Res	investment	
Tr CL A	company	3,870
Blair William	Registered	
Mutual Funds Smal	linvestment	
Cap Growth Fund	company	48,396
Blair William		
Mutual Funds Smal	lRegistered	
Mid-Cap Growth	investment	
Fund	company	15,256
Bny Mellon Funds	-	
Tr Small Cap Stk	investment	
Fund	company	1,296
	Registered	
Brandywine Fund	investment	
Inc Com Open End		1,404
	Registered	
Bridgeway Fund	investment	
Aggressive Fund	company	9,952
	Registered	
Brown Cap Mgmt	investment	
Small Co Fund	company	9,162

	(b)			(c)			
	Identity of Issuer,	(c) Decemination	$(\mathbf{z})$	Date of			(a)
	Borrower, Lessor or Similar	Description of	(c) Rate of	Maturity	(c) Der	(L)	(e) Current
(a)		Investment		Year Month	Par Value	(d)	Value
(a)	Party	Registered	Interest	Monui	value	Cost (1)	value
	Buffalo Hi Yield	investment					
	Fund	company					5,632
	1 unu	Registered					5,052
	Buffalo Funds Mid	-					
	Cap Fund	company					16,688
	Buffalo Funds	Registered					10,000
	Science &	investment					
	Technology Fund	company					28,331
		Registered					
	Buffalo Small Cap	investment					
	Fund	company					39,502
		Registered					
	Calamos Invt Tr	investment					
	New Growth Fund	company					48,708
	Calamos Invt Tr	Registered					
	New Intl Growth	investment					
	Fund	company					16,877
		Registered					
		investment					016.000
	CGM Focus Fund	company					216,098
		Registered					
	CGM Tr Realty	investment					102.052
	Fund	company Desistant					192,952
		Registered investment					
	Clipper Fund	company					26,199
	Chipper I und	Registered					20,177
	Cohen & Steers Intl						
	Rlty Shs Fund	company					13,066
	Cohen & Steers	Registered					
	Rlty Shs Inc Com	investment					
	Fund	company					276,057
		Registered					
	Columbia Acorn Tr	investment					
	Fund	company					10,687
	Columbia Funds Se	-					31,885
	Tr Emerging	investment					

Markets	company	
Columbia Funds Ser	rRegistered	
Tr Energy & Nat	investment	
Res	company	81,778
Columbia Funds Ser	rRegistered	
Tr Strategic	investment	
Investor	company	18,633
Columbia Funds Ser	rRegistered	
Tr Value &	investment	
Restructuring CL A	company	74,542
Columbia Funds Ser	rRegistered	
Tr Value &	investment	
Restructuring CL Z	company	312,603
Columbia Funds Ser	rRegistered	
Tr Marsico 21st	investment	
Century Fund	company	87,951
	Registered	
Columbia Funds Ser	rinvestment	
Tr Mid Cap Value	company	15,237
	Registered	
Conestoga Funds	investment	
Small Cap Fund	company	19,078
	Registered	
CRM Mid Cap	investment	
Value Fund	company	24,476
~~~~	Registered	
CRM Small/Mid	investment	10.100
Cap Value Fund	company	13,182
	Registered	
Davis NY Venture		111000
Fund	company	114,323
Delaware Pooled Tr	-	
Diversified Income		10.000
Fund	company Desistant d	10,266
DFA Invt	Registered	
Dimensions Group		11 125
US Micro Cap Fund	· ·	11,125
Diamond U:11 C1	Registered	
Diamond Hill Small		10 514
Cap Fund	company	10,514

	(b)			(c)			
	Identity of Issuer,	(c)		Date of			
	Borrower,	Description	(c)	Maturity	(c)		(e)
	Lessor or Similar	of	Rate of	Year	Par	(d)	Current
(a)	Party		Interest	Month	Value	Cost(1)	Value
(a)	1 arty	Registered	Interest	WOIth	value		v aluc
	Direxion Funds	investment					
	Latin America Bull						4,187
	Latin / Micrica Dull	Registered					4,107
	Direxion Funds	investment					
	Commodity Bull 2x						1,738
	Direxion Funds 10						1,750
	Year Note Bull 2.5x	•					
	Fund	company					905
	1 0110	Registered					200
	Dodge & Cox	investment					
	Balanced Fund	company					280,501
	Bululioou I ullu	Registered					200,201
	Dodge & Cox Inc	investment					
	Fund	company					143,674
	Dodge & Cox	Registered					
	International Stock	U					
	Fund	company					202,291
		Registered					
	Dodge & Cox Stock	-					
	Fund	company					139,280
		Registered					
	Domini Social	investment					
	Index Fund	company					5,549
		Registered					
	Doubleline Total	investment					
	Return Bond - N	company					5,378
		Registered					
	Doubleline Total	investment					
	Return Bond - I	company					10,412
	Dreman Contrarian	-					
	Fund Small Cap	investment					
	Value	company					37,913
		Registered					
	Dreyfus	investment					
	Appreciation Fund	company					52,742
		Registered					
	Dreyfus Emerging						
	Markets Fund Cl A	company					9,488

Dreyfus Emerging Markets Growth	Registered investment	
Fund	company	51,576
	Registered	
	investment	
Dreyfus Fund Inc	company	8,657
	Registered	
Dreyfus Greater	investment	
China Fund Cl A	company	15,201
Dreyfus Index	Registered	
Funds Small Cap	investment	
Stock Fund	company	96,204
	Registered	
Dreyfus Invt Grade		
Funds	company	4,637
	Registered	
Dreyfus Midcap	investment	16.022
Index Fund	company	16,822
	Registered	
Dreyfus Midcap	investment	14754
Growth Fund	company	14,754
Dreyfus	Registered	
Opportunistic Mid	investment	10 1 40
Cap Value	company	19,142
Driehaus Mutual	Registered	
Fund International	investment	20.225
Discovery Fund Dundeewealth	company	20,235
	Desistand	
Funds Dynamic Gold & Precious	Registered	
Metals	investment	15,433
	company	15,455
DWS Equity Tr Alternative Asset	Registered	
Allocation Plus	investment	
Fund		85,756
DWS Mut Funds	company Registered	05,750
Gold & Precious	investment	
Metals	company	97,811
11101015	Registered	27,011
Eagle Small Cap	investment	
Growth Fund	company	20,023
Stown rung	Registered	20,025
Eaton Vance Inc	investment	
Fund Bstn Inc	company	71,901
Eaton Vance	Registered	/1,701
Mutual Funds Tr	investment	
Fltg rate Fund	company	55,285
Eaton Vance	Registered	55,205
Mutual Funds Tr	investment	
Fltg rate Fund CL A		24,056
		85,112
		,

Eaton Vance	Registered	
Mutual Funds Tr	investment	
Strategic Inc Fund	company	
Eaton Vance		
Parametric	Registered	
Structured	investment	
<b>Emerging Markets</b>	company	47,259
Eaton Vance		
Parametric	Registered	
Tax-managed	investment	
Emerging Markets	company	50,551
Eaton Vance Spl	Registered	
Invt Tr Greater	investment	
India Fund	company	12,534
	Registered	
Europac Growth	investment	
Fund CL F-1	company	18,875
	Registered	
Europac Growth	investment	
Fund CL R-4	company	79,691
	Registered	
Europac Growth	investment	
Fund CL R-5	company	86,093
	Registered	
Fairholme Income	investment	
Fund	company	568,151
	Registered	
FBR Funds Gas Uti	ilinvestment	
Index Fund	company	9,361
	Registered	
FBR Funds Small	investment	
Cap Finl Fund	company	5,527
	Registered	
	investment	
FBR Focus Fund	company	29,373
Federated Income	Registered	
Secs Tr Short-term	-	
Income Fund	company	57,788
	Registered	
Federated Prudent	investment	
Bear Fund	company	15,188

(a)	(b) Identity of Issuer, Borrower, Lessor or Similar Party	(c) Description of Investment	(c) Rate of Interest	(c) Date of Maturity Year Month	(c) Par Value	(d) Cost (1)	(e) Current Value
( <i>a</i> )	Federated Total	Registered	merest	Wohth	value	Cost (1)	Value
	Return Sers Inc	investment					
	Bond Fund	company					141,474
	Fedt Equity Funds	Registered					
	Cap Appreciation	investment					
	Fund	company					66,763
	Fidelity Advisor Ser	-					
	II Fltg Rate High Ind						
	Fund	company					261,408
	Fidelity Advisor Ser						
	VIII Emerging Asia						
	Fund	company					57,978
		Registered					
	Fidelity Cap &	investment					50.110
	Income Fund	company					59,119
		Registered					
	Fidelity China	investment					26.116
	Region Fund	company					26,116
	Fidelity	Registered					
		investment					07 245
	Small Cap Fund	company					27,345
	Fidelity Concord Str Tr Sporton Intl Index	-					
	Tr Spartan Intl Index Fund						4,600
	Fidelity Concord Str	company Pagistared					4,000
	Tr Spartan Short	investment					
	term Treas Bd Index						253,742
	term meas be mees	Registered					233,742
	Fidelity Finl Tr	investment					
	Conv Sec Fund	company					3,420
	conv bee I and	Registered					3,120
	Fidelity Diversified						
	Intl Fund	company					9,010
		Registered					. ,
	Fidelity Invt Tr	investment					
	Canada Fund	company					47,049
	Fidelity Contra Fund	~ ·					101,746
		investment					

	company	
Fidelity Equity	Registered	
Income Real Estate	investment	
Invt Portfolio	company	26,664
Fidelity Fixed	Registered	
Income Tr Spartan	investment	
Hi Inc Fund	company	41,329
	Registered	
Fidelity DVD	investment	
Growth Fund	company	34,871
	Registered	
Fidelity Hastings Str	investment	
Tr Growth Fund	company	35,098
Fidelity Invt Tr New	Registered	
Markets Income	investment	
Fund	company	56,303
	Registered	
Fidelity Invt Tr	investment	
Worldwide Fund	company	20,801
	Registered	
Fidelity Low priced	investment	
stock Fund	company	40,152
	Registered	
Fidelity New Latin	investment	
America Fund	company	60,865
Fidelity OTC	Registered	
Portfolio Open End	investment	
Fund	company	27,490
Fidelity Secs Fund	÷	
Leveraged Co Stock		
Fund	company	3,881
Fidelity Select	Registered	
Portfolios Defense	investment	
& Aerospace	company	21,385
	Registered	
Fidelity Small Cap	investment	
Stock Fund	company	29,250
	Registered	
	investment	100 (5)
Fidelity Value Fund		100,656
Einstleand En 1	Registered	
Firsthand Funds	investment	2 (07
Tech Leaders Fund	company	3,607
Firsthand Funds	Registered	
Technology	investment	1.010
Opportunities Fund	company Registered	1,019
Firsthand Funds	Registered	
Technology Value	investment	260
Fund Floming Con Mut	company Registered	269
Fleming Cap Mut	Registered	7,075
Fund Group JP	investment	

Morgan MidCap Value Fund	company	
	Registered	
FMI Common St	k investment	
Fund	company	13,236
	Registered	
	investment	
FMI Funds Inc	company	172,850
	Registered	
FMI Funds Inc	investment	
Focus Fund	company	4,731
	Registered	
Forum Funds Me		
Hard Currency	company	81,542
	Registered	
FPA Funds Tr FF		
Crescent Portfoli	1 5	32,343
	Registered	
FPA New Income		
Inc Com	company	2,621
Franklin Templet	•	
Global Tr Hard	investment	
Currency Fund	company	18,341
Franklin Invs Sec	e	
Tr Fltg Rate Dail	•	
Access	company	15,123
	Registered	
Franklin Strategie		
Ser Nat Res Fund	1	32,939
Franklin Value Ir	e	
Tr Small Cap Va		
Fund	company	164,803

	(b)			(c)			
	Identity of Issuer,	(c)		Date of			
	Borrower,	Description	(c)	Maturity	(c)		(e)
	Lessor or Similar	of	Rate of	Year	Par	(d)	Current
(a)	Party	Investment	Interest	Month	Value	Cost (1)	Value
		Registered					
	Franklin Growth	investment					
	Fund	company					4,366
		Registered					
	Gabelli Ast Fund Sl						
	Ben Int Fund	company					49,851
		Registered					
	Gabelli Equity Inc	investment					
	Fund	company					126,926
		Registered					
	Gabelli Small Cap	investment					
	Growth Fund	company					84,980
		Registered					
	Gamco Global Ser	investment					
	Funds	company					8,158
		Registered					
	~ ~ ~ .	investment					
	Gamco Gold Fund	company					55,332
	~ ~ ~ ~ ~ ~	Registered					
	Gamco Westwood						
	Funds Balanced	company					34,939
	Gamco Westwood						
	Funds Mighty Mite						15.505
	Fund	company					45,526
	Goldman Sachs Tr	-					
	Mid Cap Equity	investment					27.005
	Fund Class A	company Desistant					37,095
	Goldman Sachs Tr Mid Can Equity	-					
	Mid Cap Equity Fund Instl Shs	investment					12 270
		company Degistered					12,279
	Goldman Sachs Tr	Registered					
	Emerging Markets	investment					17 720
	Equity Fund	company Pagistarad					17,720
		Registered					
	Greenspring Fund	investment					4,334
	Greenspring Fund Growth Fund	company Registered					4,334 22,611
	America Inc CL F-	-					22,011
	America Inc UL F-	mvestment					

	company	
Growth Fund	Registered	
America Inc CL	investment	
R-4	company	67,789
Growth Fund	Registered	
America Inc CL	investment	
R-5	company	78,967
Guinness Atkinson		,
Funds China &	investment	
Hong Kong	company	45,180
Guinness Atkinson		-,
Funds Alternative	investment	
Energy	company	19,140
Guinness Atkinson		
Funds Global	investment	
Energy	company	17,379
2	Registered	1,0,7
Harbor Fund Intl	investment	
Fund	company	178,115
1 und	Registered	170,115
Harbor Fund Bd	investment	
Fund	company	53,309
1 und	Registered	55,507
Harbor Fund Cap	investment	
Appreciation Fund	company	9,305
Harding Loevner	company	,,505
Fds Inc Emerging	Registered	
Markets Growth	investment	
Fund	company	31,598
Harris Assoc Invt	Registered	51,590
Tr Oakmark Intl	investment	
Small Cap Fund	company	14,563
Hartford Mutual	company	11,505
Fund Inc for future	Registered	
issues Cap	investment	
Appreciation	company	52,475
Hartford Mutual	Registered	52,175
	investment	
issues Mid Cap	company	88,074
Heartland Group	Registered	55,571
Inc Select Value	investment	
Fund	company	39,849
1 und	Registered	59,019
Heartland Group	investment	
Inc Value Plus Fund		77,569
Henderson Global	Registered	. 1,007
Intl Opportunities	investment	
Fund	company	19,066
Hennessy Mutual	Registered	17,000
Funds Inc Focus	investment	
Fund	company	98,082
1 0110	company	20,002

	(b)			(c)			
	Identity of Issuer,	(c)		Date of			
	Borrower,	Description	(c)	Maturity	(c)		(e)
	Lessor or Similar	of	Rate of	Year	Par	(d)	Current
(a)	Party	Investment	Interest	Month	Value	Cost (1)	Value
		Registered					
	Holland Series Fund	dinvestment					
	Inc Balanced Fund	company					196
	Hotchkis & Wiley	Registered					
	Small Cap Value	investment					
	Fund	company					20,958
		Registered					
	Hussman Strategic	investment					
	Growth Fund	company					124,112
		Registered					
	U	investment					
	Total Return Fund	company					20,447
		Registered					
	Icon Funds Intl	investment					4.061
	Equity Fund	company					4,961
	Less Errals Erran	Registered					
	Icon Funds Energy	investment					204 127
	Fund	company Degistered					294,127
	Icon Funds Finl	Registered investment					
	Fund						7,337
	1'ullu	company Registered					1,551
	Icon Funds	investment					
	Industrials Fund	company					3,852
	Icon Funds	Registered					5,052
	Information Tech	investment					
	Fund	company					23,325
		Registered					, -
	Icon Funds	investment					
	Materials Fund	company					1,305
		Registered					
	Ing Global Real	investment					
	Estate Fund	company					13,777
	Ing Mutual Funds						
	for future issues:	Registered					
	Global Nat	investment					
	Resources	company					4,080
	Ing Mutual Funds	Registered					3,548
	Global BOnd Fund	investment					

	company	
Intech	Registered	
Risk-managed Core	-	
Fund	company	54,125
1 unu	Registered	51,125
	investment	
International Fund		556,694
International	company De gisterre d	550,094
	Registered	
Growth & Income	investment	1 (10
Fund	company	4,618
	Registered	
Intrepid Cap Mgmt		
Funds Small Cap	company	9,989
	Registered	
Invesco Charter	investment	
Fund	company	61,078
	Registered	
Invesco Diversified	investment	
Dividend Fund	company	18,301
	Registered	
Invesco Leisure	investment	
Fund	company	7,273
	Registered	,
Invesco Technology		
Fund	company	2,616
	Registered	2,010
Ivy Fund Global	investment	
Nat Res Fund	company	131,493
That Hos I and	Registered	101,170
Ivy Funds Inc Asset	-	
Strategy Fund CL A		146,199
Strategy Fund CL A	Registered	140,177
Ivy Funds Inc Asset	•	
		20 272
Strategy Fund CL Y	company	28,273
James Advantage	Devictored	
Funds Balanced	Registered	
Golden Rainbow	investment	2 (50
Fund	company	3,658
• ~ ·	Registered	
Janus Contrarian	investment	
Fund	company	115,627
	Registered	
Janus Growth &	investment	
Income Fund	company	121,630
	Registered	
Janus Invt Fund	investment	
Balanced Fund	company	169,719
	Registered	
Janus Invt Fund	investment	
Enterprise Fund	company	120,614
		20,621

Janus Invt Fund	Registered	
Flexible Bond	investment	
	company	
Janus Invt Fund	Registered	
Global Research	investment	
Fund	company	7,691
	Registered	
Janus Invt Fund	investment	
Global Select Fund	company	100,055
	Registered	
Janus Invt Fund	investment	
Global Tech Fund	company	23,411
	Registered	
Janus Invt Fund	investment	
High-yield Fund	company	33,875
	Registered	
Janus Invt Fund	investment	
Overseas Fund	company	354,302

(b)(c)Date ofIdentity of Issuer, Borrower, Lessor or Similar (a)ORate of Rate of YearPar(d)Current(a)PartyInvestment InterestMonthValueCost (1)Value(a)PartyInvestment InterestInterestMonthValueCost (1)Value(a)PartyInvestmentInterestMonthValueCost (1)Value(a)RegisterdInterestInterestInterestInterestInterestJanus ResearchinvestmentInvestmentInterestInterestInterestFundcompanyInterestInterestInterestInterestJanus ResearchinvestmentInterestInterestInterestFundcompanyInterestInterestInterestInterestFundcompanyInterestInterestInterestInterestFundcompanyInterestInterestInterestInterestFundcompanyInterestInterestInterestInterestFundcompanyInterestInterestInterestInterestJohn HancockRegisteredInterestInterestInterestFundcompanyInterestInterestInterestFundcompanyInterestInterestInterestJohn HancockRegisteredInterestInterestInterestFundcompanyInterestInteres								
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(a)Party Registered Registered investmentInterest MonthWalueCost (1)ValueJanus Invt Fund riton Fundinvestment-90,703Registered FundRegistered-90,703Janus Research investment-268,485Janus Invt Fund short term Bond Short term Bond investment-268,485Janus Invt Fund short term Bond investment-268,485Janus Invt Fund short term Bond investment268,485Janus Invt Fund short term Bond investment268,485Janus Invt Fund short term Bond investment268,485Janus Invt Fund short term Bond investment268,485Janus Invt Fund short ferm of registered1,303John Hancock investment459,981John Hancock investment31,920John Hancock investmentFundCompany31,920John Hancock investmentFundCompanyJohn Hancock investmentFundCompanyJohn Hancock investmentFundCompanyJohn Hancock investment <td></td> <td></td> <td></td> <td></td> <td>•</td> <td></td> <td>(4)</td> <td></td>					•		(4)	
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Disciplined ValueinvestmentFundcompany131,347Registered		Classic Value	company					31,920
Fundcompany131,347RegisteredRegisteredJohn HancockinvestmentFunds III US CorecompanyFunds III US CorecompanyStrategic Ser IncinvestmentFundcompanyFundcompanyIP Morgan Tr USinvestmentEquity FundcompanyRegistered40,141RegisteredregisteredTr Small CapcompanyValue FundcompanyValue F		John Hancock	Registered					
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Funds III US Corecompany36,151John HancockRegisteredStrategic Ser Incinvestment12,295Fundcompany12,295IP Morgan Tr USinvestmentEquity Fundcompany40,141Equity Fundcompany40,141Tr Small Capcompany42,365Keeley Small CapinvestmentValue Fundcompany42,365In C Small CapinvestmentValue Fundcompany42,365Kinetics Mut FundsRegisteredInc Small CapinvestmentOpportunities Fundcompany14,632Kinetics NewinvestmentKinetics N			e					
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JP Morgan Tr USinvestmentEquity Fundcompany40,141Equity FundRegistered40,141Kalmar Pooled Inviinvestment42,365Tr Small Capcompany42,365Registered842,365Value Fundcompany94,068Kinetics Mut FundsRegistered94,068Inc Small Capinvestment14,632Opportunities Fundcompany14,632Kinetics Newinvestment14,632		Fund						12,295
Equity Fundcompany40,141RegisteredRegisteredKalmar Pooled InvtinvestmentTr Small CapcompanyRegisteredRegisteredKeeley Small CapinvestmentValue FundcompanyValue FundRegisteredInc Small CapinvestmentInc Small CapinvestmentAgisteredinvestmentRegistered14,632Kinetics Nut FundsRegisteredKinetics Newinvestment			-					
Kalmar Pooled InviRegisteredKalmar Pooled InviinvestmentTr Small CapcompanyRegistered42,365Keeley Small CapinvestmentValue FundcompanyValue FundRegisteredKinetics Mut FundsRegisteredInc Small CapinvestmentOpportunities FundcompanyRegistered14,632Kinetics Newinvestment		e e						40 1 4 1
Kalmar Pooled InviinvestmentTr Small Capcompany42,365RegisteredRegisteredKeeley Small CapinvestmentValue Fundcompany94,068Kinetics Mut FundsRegisteredInc Small CapinvestmentOpportunities Fundcompany14,632RegisteredRegisteredKinetics Newinvestment		Equity Fund						40,141
Tr Small Capcompany42,365RegisteredRegisteredKeeley Small CapinvestmentValue Fundcompany94,068Kinetics Mut FundsRegisteredInc Small CapinvestmentOpportunities Fundcompany14,632RegisteredRegisteredKinetics Newinvestment		Kalmar Pooled Invt						
RegisteredKeeley Small CapinvestmentValue FundcompanyValue FundRegisteredInc Small CapinvestmentOpportunities FundcompanyInc Small CapinvestmentOpportunities FundcompanyKinetics Newinvestment								42 365
Keeley Small CapinvestmentValue Fundcompany94,068Kinetics Mut FundsRegistered94,068Inc Small Capinvestment14,632Opportunities Fundcompany14,632Kinetics Newinvestment14,632		II Shian Cap						12,505
Value Fundcompany94,068Kinetics Mut FundsRegisteredInc Small CapinvestmentOpportunities FundcompanyRegistered14,632Kinetics Newinvestment		Keeley Small Can						
Kinetics Mut FundsRegisteredInc Small CapinvestmentOpportunities FundcompanyRegistered14,632Kinetics Newinvestment		• •						94,068
Inc Small CapinvestmentOpportunities FundcompanyRegistered14,632Kinetics Newinvestment								,
Opportunities Fund       company       14,632         Registered       investment			-					
Registered       Kinetics New       investment		-						14,632
Kinetics New investment								
Paradigm Fund company 47,644		Kinetics New	investment					
		Paradigm Fund	company					47,644

	Registered	
	investment	126 252
Large Cap Value Laudus Tr Growth	company Registered	136,352
	investment	
Fund	company	65,619
	Registered	00,017
Mondrian Intl Fixed	•	
Income	company	8,836
Lazard Funds Inc	Registered	
00	investment	
Fund	company	153,529
	Registered	
	investment	0.076
Intl Small Cap Fund	i company	2,376
Legg Mason Partners Clearbridge	Registered	
-	investment	
e 1	company	41,424
	Registered	,
Loomis Sayles	investment	
Bond Fund	company	344,925
	Registered	
Loomis Sayles	investment	
Funds II	company	35,556
	Registered	
Loomis Sayles Invt Trust Fund		14,489
Loomis Sayles Invt	company Registered	14,409
Tr Small Cap Value		
Fund	company	34,716
Loomis Sayles Invt		- ,
•	investment	
Fund	company	7,752
	Registered	
Mainstay ICAP	investment	
International	company	31,484
	Registered	
•	investment	21.056
Select Equity Managers Fund	company Registered	21,956
Inter Duration Govt		
Fund	company	10,460
	Registered	,.00
	investment	
Pimco Bond Fund	company	52,852
Fund Inc New	investment	
Equity Ser Fund	company	9,176
Manning & Napier		187,379
Fund New World	investment	

Opportunities company

(a)	(b) Identity of Issuer, Borrower, Lessor or Similar Party	(c) Description of Investment	(c) Rate of Interest	(c) Date of Maturity Year Month	(c) Par Value	(d) Cost (1)	(e) Current Value
(a	Manning & Napier Fund Inc New Pro Blend Conservative	Registered investment	Interest	Wolldi	Value		4,697
	Marisco Invt Fund Flexible Cap Fund	Registered					9,942
	Marisco Invt Fund Focus Fund	Registered investment company					187,301
	Marsico Invt Growth Fund	Registered investment company					10,950
	Marsico Invt Fund 21st Century Fund Matthews	Registered investment company Registered					292,342
	International Funds Asian Growth Matthews	÷					3,175
	International Funds Asian Growth & Income	Registered investment company					220,503
	Matthews Asian Funds Asia Small Cos	Registered investment company					3,635
	Matthews Intl Funds Asian Sci & Technology	Registered					6,400
	Matthews International Funds Asian Technology						
	Fund Matthews International Funds	company Registered investment					48,135
	China Fund Matthews International Funds	company Registered investment					184,462
	Pac Tiger Fund	company					119,637 79,569

Matthews International Funds	Registered investment	
India Fund	company	
	Registered	
Matthews Korea	investment	
Fund	company	3,049
1 unu	Registered	5,015
	investment	
Merger Sh Ben Int		4,067
Meridian Fund Inc		1,007
Com Open End	investment	
Fund	company	241,410
1 0110	Registered	211,110
Meridian Fund Inc	-	
Value Fund	company	71,152
Metropolitan West		. 1,100
	investment	
Bond Fund	company	34,026
Metropolitan West		,.=0
Funds Total Return	•	
Bond Fund	company	185,157
MFS Emerging	Registered	,
Markets Debt Fund	•	
CL 1	company	12,395
MFS Ser Tr	Registered	,
Emerging Markets	investment	
Debt Fund	company	149,056
	Registered	
	investment	
MFS Utils Fund	company	14,593
Morgan Stanley	Registered	
Institutional Mid	investment	
Cap Growth	company	103,154
	Registered	
Motley Fool	investment	
Independence Fund	company	15,376
	Registered	
Motley Fool Tr	investment	
Great America Fund		24,154
	Registered	
Mutual Global	investment	
Discovery Fund	company	145,178
	Registered	
Mutuals Com Vice		
Fund	company	993
Needham Funds	Registered	
Income Growth	investment	
Fund	company	161,082
Needham Funds	Registered	
Small Cap Growth		06.005
Fund	company	26,385

Neuberger &	Registered	
Berman Equity	investment	
Funds Genesis Fund	dcompany	48,449
Neuberger &	Registered	
Berman Partners	investment	
Equity Fund	company	4,148
Neuberger Berman	Registered	
Equity Funds Real	investment	
Estate Fund	company	15,036
Neuberger Berman	Registered	
Equity Funds Small	investment	
Cap Growth Fund	company	189,925
Northern Funds	Registered	
Global Fixed	investment	
Income Fund	company	1,619

	(b)			(c)			
	Identity of Issuer,	(c)		Date of			
	Borrower,	Description	(c)	Maturity	(c)		(e)
	Lessor or Similar	of	Rate of	Year	Par	(d)	Current
(a)	Party		Interest	Month	Value	Cost (1)	Value
	Northern Funds	Registered					
	Small Cap Value	investment					
	Fund	company					29,699
	Northern Lts Tr	Registered					
	Southern Sun Small	investment					
	Cap	company					1,631
	Northern Lts Tr	Registered					
	Astor Long/Short	investment					
	ETF	company					30,518
	Northern	Registered					
	Multi-manager Mid						
	Cap Fund	company					19,758
		Registered					
		investment					47.020
	Real Estate	company					47,020
	Nuveen Invt Funds	Registered investment					
	Inc Small Cap						5,554
	Nuveen Invt Tr II	company Registered					5,554
	Tradewinds Global	-					
	Res Fund	company					6,153
		Registered					0,100
	Oakmark Equity &	investment					
	Inc Fund	company					550,538
		Registered					
		investment					
	Oakmark Fund	company					109,043
		Registered					
	Oakmark Global	investment					
	Fund	company					89,116
	Oakmark	Registered					
	International Fund	investment					
	Open End Fund	company					325,778
	0.1	Registered					
	Oakmark Select	investment					110 555
	Fund	company					119,557
	Observation Front	Registered					
	Oberweis Funds	investment					07 066
	China Oppty Fund	company					82,866

Old Mut Advisor	Registered	
Funds II Barrow	investment	15 211
Hanley/Value	company De pristare d	15,311
Oppenheimer Developing Markets	Registered	
Cl A	company	123,092
Oppenheimer	Registered	125,092
Developing Markets	÷	
Cl Y	company	20,268
	Registered	20,200
Oppenheimer Gold	· · · ·	
& Spl Minerals	company	51,907
1	Registered	,
Oppenheimer Intl	investment	
Bond Fund CL A	company	17,112
	Registered	
Oppenheimer Intl	investment	
Bond Fund CL Y	company	69,876
	Registered	
Oppenheimer Quest	investment	
for Value Fund	company	157,379
	Registered	
	investment	
Overseas Fund CL S		18,791
	Registered	
Paradigm Funds	investment	
Value	company	10,120
	Registered	
Democra Fred	investment	10 (11
Parnassus Fund	company Desistand	10,611
Parnassus Fund	Registered investment	
Small Cap		51,047
Sinan Cap	company Registered	51,047
Parnassus Inc Tr	investment	
Eqty Inc Fund	company	271,492
Laty morana	Registered	2/1,1/2
Parnassus	investment	
Workplace Fund	company	1,217
	Registered	, -
Pax World Balanced	· · · ·	
Fund	company	3,553
Payden & Rygel	Registered	
Invt Group	investment	
Metzler/Payden Eur	company	9,219
Payden & Rygel		
Invt Group	Registered	
Emerging Markets	investment	
Bond Fund	company	4,738
Payden & Rygel	Registered	51,856
Invt Group GNMA	investment	

Fund	company	
	Registered	
Perkins Mid	Cap investment	
Value	company	287,695
	Registered	
Perkins S/C	Value investment	
Fund	company	12,355
	Registered	
	investment	
Perm Portfo	lio Fund company	319,282
	Registered	
Perritt Micro		
Opportunitie	es Fund company	14,094
Pimco Fund	s Registered	
	Loc Mktinvestment	
Fund	company	5,463
	Registered	
Pimco Equit		
Pathfinder F		109
Pimco Fund	e	
Emerging L	ocal investment	
Bond Fund	company	48,993
	Registered	
	s Global investment	
Multi-Ast Fu	in the Friday sector of the se	272,830
	Registered	
	s Global investment	
Multi-Asset	Instl Cl company	184,826

	(b) Identity of Issuer, Borrower,	(c) Description	(c)	(c) Date of Maturity	(c)		(e)
	Lessor or Similar	of	Rate of	Year	Par	(d)	Current
(a)	Party	Investment	Interest	Month	Value	Cost(1)	Value
	Pimco Funds Pac Invt Mgmt Ser Commodity Real Ret Fund	Registered investment company					29,814
	Pimco Funds Pac	company					27,014
	Invt Mgmt Ser Emerging Markets	Registered investment					(2.202
	Bond Fund Pimco Funds Pac	company Registered					63,282
	Invt Mgmt Ser For Future Issues	investment company					55,369
	Pimco Funds Pac Invt Mgmt Ser For	Registered					
	Future Issues All	investment					
	Auth CL D	company					213,559
	Pimco Funds Pac Invt Mgmt Ser For Future Issues All	Registered investment					
	Ast CL D	company					19,322
	Pimco Funds Pac	Company					17,022
	Invt Mgmt Ser	Registered					
	Future Diversified	investment					
	Fund	company					18,069
	Pimco Funds Pac	Registered					
	Invt Mgmt Ser	investment					60 200
	Foreign Bond Fund Pimco Funds Pac	Registered					68,208
	Invt Mgmt Ser Hi						
	Yield Fund	company					66,138
	Pimco Funds Pac	Registered					
	Invt Mgmt Ser Invt	-					
	Grade Bond Fund	company					98,377
	Pimco Funds Pac	Registered					
	Invt Mgmt Ser Low						174.000
	Duration Fund	company Decistant					174,900
	Pimco Funds Pac	Registered					
	Invt Mgmt Ser Tota Return Fund	company					714,833
		company					15,438
							, -

Pimco Fundamental	Registered	
Index	investment	
	company	
	Registered	
	investment	
Pimco Income Fund	· ·	4,609
	Registered	
Pimco Real Return		100011
	company	126,011
	Registered	
Unconstrained Bond		(0.402
Fund	company Desistand	68,403
	Registered	
	investment	37,066
	company Registered	57,000
	investment	
	company	24,289
	Registered	27,207
Global Technology		
Fund	company	7,255
	Registered	1,235
	investment	
	company	38,829
	Registered	20,022
	investment	
Fund	company	17,874
Price T Rowe	Registered	,
Retirement Fund	investment	
2030FD	company	24,440
	Registered	
Retirement Fund	investment	
2035FD	company	1,039
Primecap Odyssey	Registered	
00	investment	
Growth Fund	company	22,868
	Registered	
1 2 2	investment	
Funds Growth Fund	company	94,926
Professionally		
-	Registered	
Asterick Xupgrader		4 400
	company	4,482
	Registered	
Managed Portfolios		15 142
21 Professionally	company Degistered	15,143
-	Registered	
Managed Portfolios Akre Focus Fund		12 626
	company Pagistarad	12,636
Professionally Managed Portfolios	Registered	5,054
manageu Fortionos	mvesunent	

Os	sterweis Strategic	company	
Inc			
Pro	ofessionally		
Ma	anaged Portfolios	Registered	
Vi	llerre Balanced	investment	
Fu	nd	company	20,535
		Registered	
Pro	ofunds Internet	investment	
-		company	4,747
		Registered	
	00	investment	
Fu		company	2,126
		Registered	
		investment	
Sh	1	company	1,294
_		Registered	
	ofunds Ultra Latin		
An		company	520
		Registered	
_		investment	
Pro	ofunds Ultrabear		16,390
_		Registered	
	ofunds Ultrashort		
	ow 30	company	19,444
Eur	ofunds Mutual		
	nds Oil Equip	Registered	
Sv	nds Oil Equip cs & Distr Ultra	Registered investment company	710

	(b) Identity of Issuer, Borrower, Lessor or Similar	(c) Description of	(c) Rate of	(c) Date of Maturity Year	(c) Par	(d)	(e) Current
(a)	Party	Investment	Interest	Month	Value	Cost (1)	Value
		Registered					
	Profunds Oil & Gas						
	Ultrasector Fund	company					82,105
	Profunds	Registered					
	Pharmaceuticals	investment					2 (00
	Ultrasector	company Desistant					3,608
	Profunds Precious	Registered investment					
	Metals Ultrasector						47,134
	Metals Ultrasector	company Registered					47,134
	Profunds Utils	investment					
	Ultrasector	company					388
	Prudential Jennison						500
	Natural Resources	investment					
	CL A	company					33,012
	Prudential Jennison						) -
	Natural Resources	investment					
	CL Z	company					58,377
	Putnam Funds Tr	Registered					
	Absolute Return 300	) investment					
	CL Y	company					73,974
	Putnam Funds Tr	Registered					
	Absolute Return 300	) investment					
	CL A	company					95,084
	Quaker Invt Tr	Registered					
	Strategic Growth	investment					
	Fund	company					20,648
		Registered					
	Rainier Funds Mid						
	Cap Equity	company					328
		Registered					
	Reynolds Funds	investment					16 077
	Blue Chip Growth	company Pagistarad					16,277
	Ridgeworth Funds	Registered investment					
	High Income	company					40,983
	Ridgeworth Funds	Registered					TU,705
	Intermediate Bond	investment					
	Fund	company					18,164
		- ompany					

Large Cap Core	Registered investment	
Equity Ridgeworth Funds	company Registered	16,241
Mid-Cap Value Equity	investment company	18,835
Rim Small/Mid	Registered	
Equity Portfolio Fund	investment company	16,629
	Registered	
Riv Rd Divid All	investment	
Cap Value	company Degistered	27,385
Rowe Price New Era	Registered	
Fund Inc	company	86,491
	Registered	, -
Rowe T Price Blue		
Chip Growth Fund		64,141
Darris T Drias Estita	Registered	
Rowe T Price Equity Income Fund	company	353,922
Rowe T Price Index		555,722
	investment	
500 Index Fund	company	7,790
	Registered	
	investment	
Latin America Fund	company	276,605
Rowe T Price Intl	dDegistered	
Funds Inc Africa and the Middle East	investment	
	company	7,129
Rowe T Price Intl	Registered	,
Funds Emerging	investment	
Markets Stock Fund		99,382
Rowe T Price Intl	Registered	
Funds Intl Fund Open End Fund	investment company	2,034
Open End Fund	Registered	2,034
Rowe T Price Intl	investment	
Funds New Asia	company	35,868
Rowe T Price	Registered	
Mid-Cap Growth	investment	
Fund	company Desistent d	22,102
Rowe T Price Real	Registered investment	
Estate Fund	company	13,658
	Registered	10,000
Rowe T Price Small		
Cap Fund	company	11,034
Rowe T Price	Registered	228,080
Spectrum Fund Inc	investment	

Intl Fund	company	
Rowe T Price	Registered	
Spectrum Fund Inc	investment	
Open End Fund	company	555,372
	Registered	
Royce Fund	investment	
Dividend Value	company	30,479
	Registered	
Royce Fund Global	investment	
Value	company	13,315
	Registered	
Royce Fund	investment	
Heritage Fund	company	98,503
	Registered	
Royce Fund Low	investment	
Priced Stock Fund	company	56,459
	Registered	
Royce Fund	investment	
Micro-Cap Fund	company	13,619
	Registered	
Royce Fund	investment	
Opportunity Fund	company	788
	Registered	
Royce Fund Pa Mut	investment	
Fund	company	27,736
	Registered	
Royce Fund Premier	rinvestment	
Fund Invt Cl	company	173,695
	Registered	
Royce Fund Premier	rinvestment	
Fund Svs Cl	company	8,909

(a)	(b) Identity of Issuer, Borrower, Lessor or Similar Party	(c) Description of Investment	(c) Rate of Interest	(c) Date of Maturity Year Month	(c) Par Value	(d) Cost (1)	(e) Current Value
	Royce Fund Spl Equity Fund	Registered investment company					16,542
	Royce Fund Total Return Fund	Registered investment company Registered					78,717
	Royce Fund Total Return Fund Svc CL	investment company					5,185
	Royce Fund Value Fund	Registered investment company					18,140
	Royce Fund Value Plus Fund	Registered investment company					48,275
	RS Invt Tr Fltg Rate Fund CL A	Registered investment company					30,624
	RS Invt Tr Global Nat Res Fund	Registered investment company					98,295
	RS Invt Tr Partners Fund	Registered investment company					4,884
	RS Invt Tr Technolodgy Fund	Registered investment company					27,181
	Rydex Service Funds Biotechnology Fund	company					7,837
	Rydex Service Funds Consumer Products Rydex Service Funds Inverse Govt Long	company					26,448
	Bond Strategy Fund	company Registered					8,728
	Rydex Service Funds Nasdaq 100 Fund	-					108,599

	Degistered	
Duday Campian Funda	Registered	
Rydex Service Funds		12 626
Precious Metals Fund	- ·	43,626
	Registered	
Rydex Service Tr	investment	204 (07
URSA Fund	company	384,607
Rydex/SGI Service	Registered	
Funds Managed	investment	
Futures Strategy	company	23,116
~	Registered	
Saturna Invt Tr	investment	
Sextant Intl Fund	company	18,128
	Registered	
	investment	
Schroder Ser Tr	company	16,544
Schwab Cap Tr Asset	0	
	investment	
Fund	company	12,905
Schwab Cap Tr Ast	Registered	
Director-Aggressive	investment	
Growth Fund	company	6,046
	Registered	
Schwab Cap Tr Core	investment	
Equity Fund	company	37,153
Schwab Cap Tr	Registered	
Dividend Equity	investment	
Fund	company	63,242
Schwab Cap Tr	Registered	
Financial Services	investment	
Fund	company	3,962
Schwab Cap Tr	Registered	
Fundamental US	investment	
Small-Mid	company	22,038
Schwab Cap Tr	Registered	
Fundamental US	investment	
Large Co Index Fund	company	22,323
-	Registered	
Schwab Cap Tr	investment	
Health Care Fund	company	38,945
	Registered	
Schwab Cap Tr Intl	investment	
Index Fund	company	89,592
Schwab Cap Tr	Registered	
Laudus Intl Market	investment	
Masters Fund	company	126,315
	Registered	
Schwab Cap Tr S&P	-	
500 Index Fund	company	562,251
	Registered	
Schwab Cap Tr	investment	
Target 2030 Fund	company	15,582
0		

	Registered	
Schwab Cap Tr	investment	
Target 2040 Fund	company	34,715
Schwab Charles	Registered	
Family Funds Inv	investment	
Money Fund	company	34,399
	Registered	
Schwab Family Fund	investment	
Money Market Fund	company	3,075,712
-	Registered	
Schwab Govt Sec	investment	
Fund	company	90,235

(a)	(b) Identity of Issuer, Borrower, Lessor or Similar Party	(c) Description of Investment	(c) Rate of Interest	(c) Date of Maturity Year Month	(c) Par Value	(d) Cost (1)	(e) Current Value
	Schwab Invts Global Real Estate Fund	Registered investment company					17,164
	Schwab Invts 1000 Index Fund	Registered investment company					36,709
	Schwab Small Cap Index Select Schwab Invts Treas	company					51,637
	Inflation Protection Secs Fund						3,126
	Schwab Total Bond Mkt Index Fund	U					7,179
	Schwab total Stock Market Index Fund	investment					313,685
	Scout Funds Core Plus Bond Fund	investment company					10,218
	Scwartz Intv Tr Ave Maria Rising Dividend Fund	investment company					4,604
	Selected Amer Sh Inc Cap Stk Fund	Registered investment company					254,769
	Fund	Registered investment company					12,012
	Sequoia Fund Inc Com Stk Open End Fund	company					24,374
	Short Nasdaq 100 Inv	Registered investment company					56,492
	SIT Mutual Funds Inc Small Cap	Registered investment					39,331

Growth Fund	company	
	Registered	
SIT New Beginning	investment	
US Govt Secs Fund		14,912
	Registered	1 .,> 1=
Small Capitalization		
-		66,730
	company Desistant d	00,750
	Registered	
	investment	
	company	25,456
	Registered	
SSGA Emerging	investment	
Mkt Fund	company	53,899
SSGA International	Registered	
	investment	
Fund	company	55,532
	Registered	50,002
	investment	
		2 210
Estate Equity Fund		3,319
0. 1. 1. M.D.	Registered	
I	investment	
	company	5,538
	Registered	
Small Cap Value	investment	
Fund	company	7,428
	Registered	
T Rowe Price Cap	investment	
-	company	191,240
~ ~	Registered	, i
	investment	
	company	3,617
	Registered	5,017
	investment	
		10 1 40
	company	10,140
TCW Funds Inc		
-	Registered	
00	investment	
	company	4,272
TCW Galileo Funds	Registered	
Inc Dividend	investment	
Focused Fund	company	13,409
TCW Galileo Funds	* •	
Inc Select Equities		
-	company	27,264
TCW Galileo Funds		21,207
	investment	
		( ) ) )
	company	6,230
TCW Galileo Funds	-	
	investment	
Bond Fund	company	102,751
		11,047

Templeton Growth	Registered	
Fund	investment	
	company	
	Registered	
Templeton Tr	investment	
Global Bond Fund	company	56,887
	Registered	
Templeton Global	investment	
Invt Tr Bric Fund	company	3,743
TFS Cap Invt Tr	Registered	
Market Neutral	investment	
Fund	company	16,007

(a)	(b) Identity of Issuer, Borrower, Lessor or Similar Party	(c) Description of Investment	Rate of	(c) Date of Maturity Year Month	(c) Par Value	(d) Cost (1)	(e) Current Value
		Registered investment					
	The Select Fund Third Avenue Tr Small Cap Value	company Registered investment					5,476
	Fund	company					3,510
	Third Avenue Tr Value Tr Fund	Registered investment company					111,976
	Thomas White Intl	Registered					
	Fund	company					30,138
	Thompson Plumb	Registered					
	Funds Inc Bond Fund	investment company					7,651
	i unu	Registered					7,001
	Thornburg Intl	investment					
	Value Fund	company Registered					30,407
	Tocqueville Gold	investment					
	Fund	company					322,915
	T :11 T	Registered					
	Tocqueville Tr Delafield Fund	investment company					31,651
	Defutient	Registered					51,051
	Tocqueville Tr	investment					
	Fund Touchstone Funds	company Degistered					72,663
	Group Tr Small Ca	Registered oinvestment					
	Value Fund	company					5,512
	Touchstone funds						
	Group Tr Ultra Short Duration	Registered investment					
	Fixed	company					6,177
	Touchstone	Registered					
	Strategic Tr Large	investment					6.500
	Cap Growth Fund Transamerica Funds	company Registered					6,589 30,375
	formally	investment					50,575
	·						

Transamerica Balanced Fund	company	
	Registered	
Transamerica WMC		
Div Group	company	52,217
Trust for		,:
Professional		
Managers Cookson	Registered	
Peirce Core Equity		
Fund	company	2,768
1 0110	Registered	2,700
Turner Funds	investment	
Midcap Fund	company	102,944
Tweedy Browne	Registered	102,744
Fund Inc Global	investment	
Value Fund	company	69,411
US Global	company	07,711
Accolade Funds	Registered	
Eastn European	investment	
Fund		49,199
1 ullu	company Pagistered	47,177
US Global Investors	Registered	
Funds		<b>22</b> 204
runus	company Desistent d	82,394
	Registered	
Ultra NASDAQ 100		7 400
Inv	company	7,496
	Registered	
Unified Ser Tr IMS		02.402
Cap Value Fund	company	93,492
Unified Ser Tr	Registered	
Roosevelt	investment	10 (0)
Multi-Cap Fund	company	12,606
USGI Wold	Registered	
	investment	0.5.000
Fund	company	25,802
UTD Svcs Funds	Registered	
China Region	investment	
Opportunity Fund	company	8,233
	Registered	
Value Line Inc	investment	
Fund	company	18,985
	Registered	
Value Line Small	investment	
Cap Growth Fund	company	9,805
	Registered	
Van Eck Funds Intl		
Inv	company	174,927
	Registered	
Van Eck Global	investment	
Hard Ast CL A	company	22,206
		3,360

Vanguard Asset	Registered	
Allocation Fund Inc	c investment	
US Value Fund	company	
	Registered	
Vanguard Balanced	l investment	
Index Fund	company	7,019
	Registered	
Vanguard Bond	investment	
Index Fund	company	59,903
Vanguard Bond		
Index Fund Inc	Registered	
Inter Term Portfolio	oinvestment	
Fund	company	122,610
Vanguard Bond		
Index Fund Inc	Registered	
Short Term	investment	
Portfolio Fund	company	145,284

VanguardRegisteredDeveloped MarketsinvestmentIndex FundcompanyRegistered7,244Vanguard EquityinvestmentInce Fundcompany7,244Vanguard Emerging RegisteredMarkets StockinvestmentIndex FundcompanyRegistered350,541Registered8Vanguard ExplorerinvestmentFundcompanyQuaguard Explorer9,497Vanguard ExplorerinvestmentFundcompanyQuaguard Fixed1Income Sees Fund8Income Sees FundRegisteredIncome Sees Fund345,731Vanguard Fixed1Income Sees Fund8Registered1Income Sees Fund8Registered1Income Sees Fund8Registered1Income Sees Fund8Registered1Income Sees Fund8Registered1Income Sees Fund8Registered1Income Sees Fund22,517Vanguard Fixed22,517Vanguard Fixed1Protected Fund20Sees Fund Inflation2,036Registered2,036Vanguard Growth1Index Fund20Vanguard Growth33,57235,60435,604	(a)	(b) Identity of Issuer, Borrower, Lessor or Similar Party	(c) Description of Investment	(c) Rate of Interest	(c) Date of Maturity Year Month	(c) Par Value	(d) Cost (1)	(e) Current Value
Index Fundcompany Registered49,323 RegisteredVanguard Equityinvestment7,244Vanguard Emerging Registered7,244Markets StockinvestmentIndex Fundcompany350,541RegisteredVanguard ExplorerinvestmentFundcompanyQuaguard Explorer9,497Vanguard ExplorerinvestmentFundcompanyQuaguard FenwayRegisteredFunds Prime CapinvestmentCore Fundcompany48,436Vanguard FixedIncome Sees FundRegisteredIncome Sees FundRegisteredSees Fund Inflation investment22,517Vanguard FixedRegisteredSees Fund Inflation investment2036RegisteredRegisteredVanguard Growth2,036RegisteredRegisteredVanguard GrowthinvestmentIndex FundcompanyVanguard GrowthinvestmentIndex Fundcompany		6	•					
RegisteredVanguard EquityinvestmentIne Fundcompany7,244Vanguard Emerging RegisteredMarkets StockinvestmentIndex FundcompanyRegisteredVanguard ExplorerinvestmentFundcompanyQaguard FenwayRegisteredFunds Prime CapinvestmentCore FundcompanyQaguard FenwayRegisteredIncome Sees FundgeisteredIncome Sees FundRegisteredIncome Sees FundRegisteredSees Fund InflationinvestmentCarde Fundcompany22,517Vanguard FixedVanguard FixedCompanySees Fund InflationRegisteredVanguard FixedCompanySees Fund InflationRegisteredVanguard FixedCompanyVanguard FixedCompanyVanguard FixedC								40.222
Vanguard EquityinvestmentInc Fundcompany7,244Vanguard Emerging RegisteredMarkets StockinvestmentIndex Fundcompany350,541RegisteredVanguard ExplorerinvestmentFundcompany9,497Vanguard FenwayRegisteredFunds Prime CapinvestmentCore Fundcompany48,436Vanguard FixedIncome Secs FundRegisteredIncome Secs FundRegisteredSecs Fund InflationinvestmentProtected FundcompanySecs Fund InflationinvestmentPortfoliocompany2,036RegisteredSecs Fund InflationVanguard GrowthinvestmentPortfoliocompany2,036RegisteredSecs Fund InflationPortfoliocompany33,572		maex runa						49,323
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		6						33 572
		Index I und	company					

Vanguard Horizon Global Equity Fund	investment	
	company Desistand	
Vanguard Index Tr 500 Portfolio Fund		169,427
Vanguard Index Tr Extd Mkt Fund	investment company	21,414
Vanguard Index Tr Mid Capitalization Stock Fund	•	57,735
Vanguard Index Tr Small Cap Growth Portfolio	Registered	239,657
Vanguard International Equity Index Fund Inc		200,001
European Portfolio Vanguard	company Registered	12,210
International Value Fund	investment company Registered	36,736
Vanguard Pacific Stk Index Fund	investment company	6,827
Vanguard Short Term Invt Grade Inv	Registered investment company	137,021
Vanguard Small	Registered investment	
Cap Index Fund Vanguard Small Cap Value Index	company Registered investment	21,679
Fund	company	15,172
Vanguard Specialized Portfolios Dividend Growth		95 761
Vanguard Specialized Portfolios Energy	Registered investment	85,761
Fund	company	437,837
Vanguard Specialized Portfolios	Registered investment	
Healthcare Fund	company	94,350
Vanguard Specialized Portfolios Precious	Registered investment	
Metals Fund	company	89,059
	1 2	12,629

Vanguard Specialized Portfolios Reit Index Fund	Registered investment company	
	Registered investment	
Vanguard Star Fund	l company	36,487
-	Registered	
Vanguard Total Intl	investment	
Stk Index Fund	company	286,805
	Registered	
Vanguard Total Stk	•	
Mkt Index Fund	company	523,544
	Registered	
Vanguard Value	investment	
Index Fund	company	27,054

(a)	(b) Identity of Issuer, Borrower, Lessor or Similar Party	(c) Description of Investment	(c) Rate of Interest	(c) Date of Maturity Year Month	(c) Par Value	(d) Cost (1)	(e) Current Value
(u)	i urty	Registered	interest		v ulue	0050 (1)	v ulue
	Vanguard	investment					
	Wellesley Inc Fund						107,785
	<b>X</b> 7	Registered					
	Vanguard Wellington Fund	investment					84,549
	Vanguard World	company Registered					04,349
	Fund Intl Growth	investment					
	Fund	company					36,032
	Virtus Insight Tr	Registered					
	Emerging Mkts	investment					
	Opportunities Fund						26,665
		Registered					
		investment					2 1 4 1
	Cap Value Wasatch Emerging	company Pagistarad					3,141
	Markets Small Cap	-					
	Fund	company					4,845
		Registered					.,
	Wasatch Small Cap	•					
	Growth Fund	company					67,136
		Registered					
	Weitz Partners	investment					
	Value Fund	company					42,713
	Waite Fred Value	Registered investment					
	Weitz Fund Value Fund	company					33,019
	Wells Fargo Fds Tr	· ·					55,017
	Advantage Asia Pac						
	Fund	company					27,490
	Wells Fargo Fuds	Registered					
	Adv Emerging	investment					
	Markets Equity	company					7,856
	Walla Forme A de-	Registered					
	Wells Fargo Adv S/C Disc-Inv	investment					1 212
	Wells Fargo Fds	company Registered					1,212
	C&B Large Cap	investment					
	Value Fund	company					5,753

Wells Fargo Fds	Registered	
C&B Mid Cap	investment	
Value Fund	company	12,558
Wells Fargo Funds	Registered	
Tr Advantage	investment	
Growth Fund	company	50,691
Wells Fargo Funds		
Tr Advantage	Registered	
Special Mid Cap	investment	
Fund	company	28,040
Wells Fargo Funds		
Tr Advantage Short	Registered	
Term High Yield	investment	
Bond Fund	company	1,289
	Registered	-,,
Well Fargo Funds	investment	
Large Co Value Inv		13,032
	Registered	10,002
Westcore Plus Bond		
Fund	company	137,112
1 unu	Registered	137,112
Westcore Tr Intl	investment	
Small Cap Fund		1,061
Siliali Cap Fullu	company Registered	1,001
Wexford Tr	Registered investment	
		24 524
Muhlenkamp Fund	company Degistered	24,524
William Dlain	Registered	
William Blair	investment	26 177
Growth Fund	company	36,177
William Blair	Registered	
International	investment	
Growth Fund	company	77,414
Wilshire Target	Registered	
Funds Large Co	investment	
Growth Fund	company	43,222
	Registered	
Wintergreen Fund	investment	
Inc Com Fund	company	8,892
World Funds Inc		
New Third	Registered	
Millennium Russia	investment	
Fund	company	1,160
Wright Managed	Registered	
	investment	
Income Fund	company	55,650
	Registered	
	investment	
Yacktman Fund	company	198,714
	Registered	
Yacktman Fund Inc	-	
Focused	company	64,504
rocused	company	51,501

Total registered investment companies

40,747,116

	(b)			(c)			
	Identity of Issuer,	(c)		Date of			
	Borrower,	Description	(c)	Maturity	(c)		(e)
	Lessor or Similar	of	Rate of	Year	Par	(d)	Current
(a)	Party	Investment	Interest	Month	Value	Cost (1)	Value
	NIKE, Inc., Class	Common					
*	B Common Stock						441,550,034
	D Common Store	stoon					111,000,001
	Collective Trust						
	Short-Term	Collective					
	Investment Fund						396,835
	NT Collective	tiust fullu					570,055
		Collective					
*	Aggregate Bond Index Fund						110 520 220
-1-	NT Collective All	trust fund					119,539,339
*	Country World Ex						161 506 571
*	Fund	trust fund					161,526,571
	NT Collective	Collective					
*	Govt STIF	trust fund					7,665
	NT Collective						
	Russell 2000	Collective					
*	Equity Index Fund	dtrust fund					143,241,224
	NT Collective						
	S&P 500 Equity	Collective					
*	Index Fund	trust fund					236,689,806
	Schwab Stable	Collective					
*	Value Fund	trust fund					101,758,071
		Total					, ,
		collective					
		trust funds					763,159,511
		a dot fundo					,,
		Total					
		participant					
		directed					
		investments					1 715 156 661
	Nonnarticipant	mvestments					1,245,456,661
	Nonparticipant directed						
	MFC IPATH Dow						
	Jones - UBS	Registered					
	Commodity Index						<b>a</b> ( 101 ) : : :
	Total Return	company				28,105,743	36,484,418
*						44,609,883	60,749,278

	NT Collective Aggregate Bond Index Fund	Collective trust fund						
	NT Collective							
	Global Real Estat							
*	Index Fund	trust fund					19,518,147	28,487,838
	NT Collective International							
*	Small Cap Index Fund	Collective trust fund					23,767,890	33,907,410
	NT Collective	~						
*	MSCI ACWI US Index Fund	Collective trust fund					44,504,663	55,794,460
	NT Collective	Callesting						
*	S&P 400 Equity Index Fund	Collective trust fund					20,466,770	29,381,530
	NT Collective	trust rund					20,100,770	27,501,550
	Russell 2000	Collective						
*	Equity Index Fun	dtrust fund					20,967,233	28,974,547
	NT Collective							
*	S&P 500 Equity Index Fund	Collective trust fund					82,228,354	117,000,195
	NTGI Collective	uust tulla					02,220,334	117,000,193
	Trust Governmen	ıt						
	Short-term	Collective						
*	Investment Fund	trust fund					3,532,716	3,532,716
	NT Collective							
	World Government Bone	d Collective						
*	Index Fund	trust fund					33,195,851	37,442,766
		Total					00,190,001	0,,2,,.00
		collective						
		trust funds					292,791,507	395,270,740
		Common						
	MOVE Inc	Common stock					_	1,440
		Stock						1,110
		Corporate						
	Accellent Inc	bond	8.375	2017	FEB	275,000	276,061	292,875
	Affinion Group	Corporate	11 500	2015		225 000	244 107	220.000
	Inc Sr Sub Nt	bond Corporate	11.500	2015	OCT	325,000	344,187	338,000
	Aircastle Ltd	bond	9.750	2018	AUG	50,000	49,323	56,375
	AK Stl Corp Sr N		7.625	2020	MAY	325,000	322,968	338,000
	Alono Inc. C. Mt	Corporate	0 (05	2019	OCT	250.000	250 044	260 275
	Alere Inc Sr Nt American Airline	bond s Corporate	8.625	2018	OCT	350,000	358,844	368,375
	Inc	bond	13.000	2016	AUG	302,309	343,373	352,946
	American	Corporate						,
	Petroleum Tan	bond	10.250	2015	MAY	203,000	201,745	215,688

American Renal	G						
Hldgs Inc Sr Secd	Corporate						
Nt	bond	8.375	2018	MAY	150,000	148,920	156,750
	Corporate						
Amern Stores Co	bond	7.900	2017	MAY	75,000	73,500	74,437
Angiotech	Foreign						
Pharmaceuticals	bond	9.110	2013	DEC	175,000	175,000	175,000
	Corporate						
Apria Healthcare	bond	11.250	2014	NOV	175,000	169,838	184,844
	Corporate						
Apria Healthcare	bond	12.375	2014	NOV	200,000	211,568	213,000
	Corporate						
<b>Berry Plastics</b>	bond	9.500	2018	MAY	150,000	145,125	152,625
<b>Berry Plastics</b>	Corporate						
Hldg Corp	bond	Variable	2015	FEB	275,000	246,737	272,250
Bon Ton Dept	Corporate						
Stores Inc Sr Nt	bond	10.250	2014	MAR	375,000	372,547	381,563
Bon Ton Dept	Corporate						,

(a)	(b) Identity of Issuer, Borrower, Lessor or Similar Party	(c) Description of Investment	(c) Rate of Interest	(c) Date of Maturity Year Month		(c) Par Value	(d) Cost (1)	(e) Current Value
	Cablevision Sys	Corporate bond	8.625	2017	SEP	200,000	197,192	225,500
	Capitalsource Inc	Corporate bond	12.750	2014	JULY	250,000	292,812	301,875
	Catalina Marketing	Corporate gbond	10.500	2015	OCT	200,000	208,906	213,000
	CCO Hldgs LLC	Corporate bond	6.500	2021	APR	125,000	125,000	123,125
	CCO Hldgs LLC	Corporate bond	7.875	2018	APR	225,000	225,000	238,500
	Chrysler Group LLC	Corporate bond	8.250	2021	JUN	500,000	501,313	498,750
	CKE Restaurants	Corporate bond	11.375	2018	JULY	225,000	246,500	246,375
	CR Accep Corp Mich	Corporate bond	9.125	2017	FEB	175,000	172,994	189,875
	CSC Hldgs LLC	Corporate bond	8.625	2019	FEB	225,000	214,191	259,312
	Compagnie Generale	Foreign bond	9.500	2016	MAY	300,000	310,500	332,250
	Dana Hldg Corp	Corporate bond	6.750	2021	FEB	350,000	350,000	350,000
	Dave & Busters Inc	Corporate bond	11.000	2018	JUN	125,000	125,000	136,250
	Davita Inc	Corporate bond	6.625	2020	NOV	200,000	200,000	205,000
	Delta	Corporate bond	6.750	2015	NOV	350,000	346,875	332,500
	Dupont Fabros Technology LP	Corporate bond	8.500	2017	DEC	100,000	100,000	110,125
	Echostar Dbs Corp	Corporate bond	7.750	2015	MAY	325,000	309,562	354,250
	Elan Fin PLC	Foreign bond	8.750	2016	OCT	500,000	492,830	535,000
	El Pollo Loco Inc	Corporate bond	11.750	2012	DEC	225,000	222,375	232,031
	Encore Acqstn Co	Corporate	9.500	2016	MAY	275,000	296,656	308,687
	Encore Acqstn Co Energy Transfer	bond	9.500 7.500	2016 2020	MAY OCT	275,000 275,000	296,656 288,063	308,687 299,750

	Corporate bond						
Energy XXI Gulf Coast Inc	Corporate bond	9.250	2017	DEC	175,000	175,000	188,562
Energy Solutions	Corporate bond Corporate	10.750	2018	AUG	325,000	326,881	367,442
Equinix Inc Exide	bond Corporate	8.125	2018	MAR	150,000	150,000	162,000
Technologies	bond Corporate	8.625	2018	FEB	275,000	275,000	292,188
Express LLC FGI Holding Co S	bond	8.750	2018	MAR	125,000	124,074	135,625
Pik Nt	bond Corporate	11.250	2015	OCT	264,650	238,750	269,943
FGI Oper Co Inc	bond Corporate	10.250	2015	AUG	100,000	97,827	107,750
FID Natl Gen Maritime	bond Foreign	7.875	2020	JULY	150,000	150,000	165,375
Corp	bond Corporate	12.000	2017	NOV	225,000	210,469	198,000
Geoeye Inc	bond Foreign	8.625	2016	OCT	150,000	150,000	159,375
Global Crossing	bond Corporate	12.000	2015	SEP	300,000	342,000	350,250
Grief Inc Sr Nt H & E Equip Svcs	bond Corporate	6.750	2017	FEB	325,000	303,875	345,312
Inc	bond Corporate	8.375	2016	JULY	250,000	250,000	262,500
Harland Clarke	bond Corporate	9.500	2015	MAY	350,000	339,625	332,500
HCA Inc	bond Corporate	9.875	2017	FEB	175,000	169,178	195,781
Healthnet Inc Sr N Holly Energy	Corporate	6.375	2017	JUN	350,000	286,250	367,062
Mand Exc Holly Energy	bond Corporate	8.250	2018	MAR	100,000	100,000	105,500
Partners LP ICAHN	bond Corporate	6.250	2015	MAR	175,000	160,344	175,000
Enterprises	bond Corporate	7.750	2016	JAN	500,000	491,068	513,750
Integra Telecom Intelestat Jackson	bond Foreign	10.750	2016	APR	225,000	233,312	236,250
Hldgs LTD	bond	9.500	2016	JUN	200,000	199,000	210,000

(a)	(b) Identity of Issuer, Borrower, Lessor or Similar Party	(c) Description of Investment	(c) Rate of Interest	(c) Date of Maturity Year Month		(c) Par Value	(d) Cost (1)	(e) Current Value
	Intl Lease Fin	Corporate bond	8.250	2020	DEC	75,000	74,370	84,187
	Ipayment Inc	Corporate bond	9.750	2014	MAY	350,000	358,750	358,750
	ITC Deltacom Inc	Corporate bond	10.500	2016	APR	175,000	192,719	189,000
	Kemet Corp	Corporate bond	10.500	2018	MAY	375,000	396,464	422,813
	Key Energy Svcs	Corporate bond	6.750	2021	MAR	100,000	100,000	101,250
	Kindred Healthcare		8.250	2019	JUN	75,000	75,000	75,656
	Landrys	Corporate bond	11.625	2015	DEC	225,000	236,406	244,125
	Lantheus Med Imaging Inc Sr Nt	Corporate bond	9.750	2013	MAY	275,000	275,375	281,875
	Leucadia Natl Corp	Corporate	7.125	2017	MAR	325,000	324,031	342,062
	Limited Brands Inc	Corporate bond	6.625	2021	APR	175,000	175,000	182,438
	Linn Energy LLC	Corporate bond	11.750	2017	MAY	64,000	61,306	76,480
	Linn Energy LLC Sr Nt	Corporate bond	9.875	2018	JULY	113,000	111,305	128,255
	Lyondell Chem Co	Corporate bond	11.000	2018	MAY	75,000	79,500	84,469
	Marquette Transn	Corporate bond	10.875	2017	JAN	250,000	260,625	258,750
	Metals USA Inc	Corporate bond	11.125	2015	DEC	150,000	159,000	158,625
	Metropcs Wireless	Corporate bond	7.875	2018	SEP	150,000	148,916	161,437
	Momentive	Corporate bond	12.500	2014	JUN	225,000	249,187	247,500
	National Money Mart Co	Foreign bond	10.375	2016	DEC	375,000	383,259	418,594
		Corporate				150,000	150,000	
	Newmarket Corp Niska Gas Storage	bond	7.125 8.875	2016 2018	DEC MAR	200,000	201,591	157,134 215,000

	Corporate bond						
NRG Energy Inc Sr Nt	Corporate bond	8.500	2019	JUN	100,000	98,348	103,500
Omega Healthcare Invs Inc Sr Nt	Corporate bond Corporate	7.500	2020	FEB	100,000	98,278	106,500
Penn VA Res	bond	7.250	2019	APR	125,000	125,000	125,000
Perry Ellis Intl	Corporate bond	7.875	2019	APR	125,000	125,000	130,625
Petrohawk Energy Corp Sr Nt	Corporate bond	10.500	2014	AUG	75,000	68,976	85,125
Petrohawk Energy Corp	Corporate bond	7.875	2015	JUN	50,000	50,688	52,750
Phibro Animal Hlth		9.250	2018	JULY	175,000	172,599	188,562
Plains Expl & Prodtn Co Sr Nt	Corporate bond	10.000	2016	MAR	150,000	138,560	169,500
Prestige Brands Inc		8.250	2018	APR	75,000	73,923	80,063
Prestige Brands Inc		8.250	2018	APR	75,000	76,500	80,062
PVTPL Aleris Intl Inc Sr Nt PVTPL Allen Sys	Corporate bond	7.625	2018	FEB	125,000	125,000	130,156
Group Inc Sr Secd 2nd Lien	Corporate bond	10.500	2016	NOV	100,000	100,000	103,000
PVTPL Bankrate Inc Sr Secd Nt	Corporate bond	11.750	2015	JULY	300,000	333,187	341,625
PVTPL Block Communications Inc Sr Nt	Corporate bond	8.250	2015	DEC	150,000	150,375	154,125
PVTPL Brigham Expl Co Sr Nt	Corporate bond	6.875	2019	JUN	100,000	100,000	100,500
PVTPL Calfrac Hldgs LP GTD Sr Nt	Corporate bond	7.500	2020	DEC	150,000	150,000	155,250
PVTPL Case New	Corporate		2017	DEC			
Holland Inc Sr Nt PVTPL CDRT	bond	7.875	2017	DEC	150,000	148,980	166,875
merger Sub Inc Sr Nt	Corporate bond	8.125	2019	JUN	125,000	125,000	126,094
PVTPL CEVA Group PLC 1st lien	U	0.075	2017	DEC	175 000	175 000	192 975
Sr Secd Nt PVTPL Chemtura	bond Corporate	8.375	2017	DEC	175,000	175,000	182,875
Corp Sr Nt PVTPL CNO Finl Group Inc Sr Secd	bond Corporate	7.875	2018	SEP	150,000	148,904	162,750
Nt	bond	9.000	2018	JAN	200,000	200,375	216,000

	(b) Identity of Issuer, Borrower, Lessor or Similar	(c) Description of	(c) Rate of	(c) Date of Maturity Year		(c) Par	(d) Cost	(e) Current
(a)	Party	Investment	Interest	Month		Value	(1)	Value
(1)	PVTPL C&S Group						(-)	
	Enterprises LLC Sr.							
	Secd Nt	bond	8.375	2017	MAY	275,000	271,270	283,250
	PVTPL Colbs							
	McKninnon Corp	Corporate				1.0.0	100 101	100 075
	NY Sr Sub Nt	bond	7.875	2019	FEB	125,000	123,181	129,375
	PVTPL Cr Accep Corp Mich Sr Secd	Corporata						
	Nt	bond	9.125	2017	FEB	125,000	132,500	135,312
	PVTPL Cricket	bond	).125	2017	I LD	123,000	152,500	155,512
	Communications	Corporate						
	Inc GTD Sr Nt	bond	7.750	2020	OCT	100,000	99,193	98,625
	PVTPL Deluxe	Corporate						
	Corp Sr Nt	bond	7.000	2019	MAR	175,000	175,000	175,875
	PVTPL Direct Buy							
	Holdgs Inc Sr Secd	•	10 000	2017				
	Nt	bond	12.000	2017	FEB	125,000	118,750	55,000
	PVTPL EH Hldg	Corporate bond	7.625	2021	JUN	100,000	100.000	102 250
	Corp Sr Nt PVTPL EH Hldg	Corporate	7.025	2021	JUN	100,000	100,000	102,250
	Corp Sr Secd Nt	bond	6.500	2019	JUN	75,000	75,000	75,844
	PVTPL Entmnt	Corporate	0.500	2017	3011	75,000	75,000	75,011
	PPTYS	bond	7.750	2020	JUL	200,000	196,580	220,000
	PVTPL Essar Stl	Foreign					,	,
	Algoma Sr Secd Nt	bond	9.375	2015	MAR	325,000	321,656	328,656
	PVTPL FTI							
	Consulting Inc Sr	Corporate			~ ~ -			
	Nt	bond	6.750	2020	OCT	250,000	250,000	255,000
	PVTPL Genesis	Corporate	7.875	2018	DEC	150,000	150,000	150,000
	Energy LP PVTPL Great Lakes	bond	1.875	2018	DEC	130,000	130,000	130,000
	Dredge & Dock	Corporate						
	Corp	bond	7.125	2019	FEB	125,000	125,000	127,812
	PVTPL Griffon	Corporate				,	,	,,,,,
	Corp Sr Nt	bond	7.125	2018	APR	175,000	175,000	178,500
	PVTPL Huntington							
	Ingalls Inds Inc Sr	Corporate						
	Nt	bond	6.875	2018	MAR	375,000	375,000	390,938
			7.250	2019	APR	225,000	225,000	226,687

PVTPL Intelsat Jackson Hldgs S A Sr Nt	Foreign bond						
PVTPL Ipayment Inc Sr Nt	Corporate bond	10.250	2018	MAY	375,000	375,000	379,687
PVTPL Isle Capri Casinos Inc Sr Nt	Corporate bond	7.750	2019	MAR	150,000	148,896	152,438
PVTPL Kennedy	Corporate	1.150	2017	111111	150,000	110,090	152,150
Wilson Inc Sr Nt PVTPL Landry's	bond	8.750	2019	APR	200,000	200,121	202,500
Restaurants Inc Sr Secd Nt	Corporate bond	11.625	2015	DEC	125,000	130,313	135,625
PVTPL LBI Escrow Corp Sr Nt	Corporate bond	8.000	2017	NOV	223,000	233,394	250,875
PVTPL Lifepoint	Corporate	0.000	2017	1101	223,000	233,374	250,075
Hosps Inc Sr Nt PVTPL Linn	bond	6.625	2020	OCT	150,000	150,000	155,625
Energy LLC PVTPL Linn	Corporate bond Corporate	7.625	2019	MAY	175,000	173,656	175,000
Energy LLC	bond	7.750	2021	FEB	50,000	49,132	52,750
PVTPL NRG Energy Inc	Corporate bond	7.875	2021	MAY	100,000	100,000	100,125
PVTPL NRG	Corporate	1.015	2021	111111	100,000	100,000	100,125
Energy Inc Sr Nt	bond	7.625	2018	JAN	150,000	150,000	151,500
PVTPL Oil Sts Intl Inc Sr Nt	bond	6.500	2019	JUN	125,000	125,000	125,781
PVTPL Oxea Fin &							
CY S C A Sr Secd Nt	Foreign bond	9.500	2017	JUL	175,000	175,000	193,594
PVTPL Radioshack	Corporate						
Corp Sr Nt PVTPL Reliance	bond	6.750	2019	MAY	50,000	49,617	49,875
Inter Holdings LP	Foreign						
Sr Nt	bond	9.500	2019	DEC	200,000	190,596	221,750
PVTPL Reynolds Group Issuer Inc Sr	Corporate						
Secd Nt	bond	-	2019	APR	325,000	325,000	338,000
PVTPL Rotech Healthcare Inc Sr	Corporate						
Secd Nt	bond	10.500	2018	MAR	150,000	148,460	150,375
PVTPL Sears Hldgs	*	6 605	2019	OCT	150.000	150.000	129.000
Corp Sr Secd Nt PVTPL Seagate	bond	6.625	2018	OCT	150,000	150,000	138,000
HDD Cayman GTD	e						
Sr Nt PVTPL Seagate	bond Foreign	7.750	2018	DEC	350,000	350,000	368,375
HDD Cayman Sr Nt	•	7.000	2021	NOV	200,000	200,000	203,000
PVTPL Spectrum	Company						
Brands Inc Sr Secd Nt	bond	9.500	2018	JUN	275,000	284,359	307,313
		6.500	2019	APR	125,000	125,000	126,250

	PVTPL Stewart Enterprises Inc Sr Nt	Corporate bond						
	PVTPL Thompson Creek Metals Co Inc Sr Nt	Foreign bond	7.375	2018	JUN	100,000	100,000	101,125
	PVTPL Wind Acqstn Fin S A US\$ Sr Secd Nt	Foreign bond	7.250	2018	FEB	175,000	173,815	185,937
	PVTPL Xerium Technologies Inc	Corporate bond	8.875	2018	JUN	150,000	150,000	149,063
77								

	(b)			(c)				
	Identity of Issuer	,		Date of				
	Borrower,	(c)	(c)	Maturity		(c)		(e)
	Lessor or Similar	Description of	Rate of	Year		Par	(d)	Current
(a)	Party	Investment	Interest	Month		Value	Cost (1)	Value
	Quebecor Media							
	Inc	Foreign bond	7.750	2016	MAR	400,000	350,000	415,000
		Corporate						
	Regency Energy	bond	6.500	2021	JUL	225,000	225,000	226,125
		Corporate	< 0 <b>75</b>	2010	DEC	105 000	105 000	101 560
	Regency Energy	bond	6.875	2018	DEC	125,000	125,000	131,563
	Ryerson Inc Sr	Corporate	12 000	2015	NOV	275 000	200.012	20( 212
	Secd Nt SABRA	bond	12.000	2015	NOV	275,000	290,813	296,313
	Healthcare Ltd	Corporata						
	Partnership	Corporate bond	8.125	2018	NOV	75,000	75,000	76,688
	rathership	Corporate	0.123	2018	NOV	75,000	75,000	70,000
	SBA	bond	8.000	2016	AUG	175,000	173,828	190,094
	5DT	Corporate	0.000	2010	nee	175,000	175,020	190,091
	Servicemaster Co	•	10.750	2015	JULY	200,000	206,500	211,500
		Corporate				,	)	,
	Severstal Colbs	bond	10.250	2018	FEB	200,000	202,010	222,000
	Sheridan Group	Corporate						
	Inc	bond	12.500	2014	APR	175,000	164,500	167,344
	Simmons Foods	Corporate						
	Inc	bond	10.500	2017	NOV	200,000	201,545	214,000
	Spirit	Corporate						
	Aeorsystems	bond	6.750	2020	DEC	175,000	175,000	178,500
		Corporate	11 (25	2015		225 000	000 075	000 001
	Squaretwo Finl	bond	11.625	2017	APR	225,000	208,875	232,031
	C	Corporate	0.000	2016	N # A N7	250.000	242 500	2(0.212
	Supervalue Inc	bond	8.000	2016	MAY	250,000	242,500	260,313
	Stream Global Svcs	Corporate bond	11.250	2014	OCT	225,000	236,563	244,125
	5765	Corporate	11.230	2014	001	223,000	230,303	244,123
	Tops Hldg Corp	bond	10.125	2015	OCT	200,000	199,068	213,750
	Toys R Us Ppty	Corporate	10,120	2015	001	200,000	177,000	213,130
	Co	bond	10.750	2017	JULY	200,000	193,690	226,000
		Corporate						- ,
	TPC Group LLC	•	8.250	2017	OCT	150,000	149,025	160,500
	Travelport							
	LLC/Travelport	Corporate						
	Holdings Inc	bond	9.000	2016	MAR	75,000	75,000	65,813
			9.250	2019	DEC	275,000	274,781	308,000

Utd Rentals N. America	Corporate bond						
Utd STS STL	Corporate						
Corp	bond	7.375	2020	APR	100,000	99,125	104,750
Vector Group Lto	Corporate dbond	11.000	2015	AUG	300,000	309,000	317,625
WCA Waste	Corporate				,	,	,
Corp	bond	9.250	2014	JUN	225,000	235,406	230,062
Wendys / Arbys	Corporate bond	10.000	2016	JULY	475,000	487,286	528,438
Whiting Pete	Corporate						
Corp Sr Sub Nt	bond	6.500	2018	OCT	75,000	75,000	78,000
Windstream Corp	Corporate pbond	7.875	2017	NOV	375,000	365,625	410,156
	Total corporate and foreign bonds					32,746,284	34,410,762
Interest bearing	0					, ,	
cash	Cash						10,661
	Total nonparticipant directed						
	investments					\$353,643,534	\$466,178,021
	Total						
	investments						\$1,711,634,682

\* Party-in-interest.(1) Cost information has been omitted for participant directed assets.

401(k) Savings and Profit Sharing Plan for Employees of NIKE, Inc. Schedule H, Line 4i - Schedule of Assets (Acquired and Disposed of Within Year) Year Ended May 31, 2011

(a)		(c)	(d)
Identity of Issue,		~ /	
Borrower,	(b)	Cost of	Proceeds of
	Description		
Lessor or Similar	of		<b></b>
Party	Investment	Acquisitions	Dispositions
NIKE INC CL B CL	Common		
B	stock	\$ 37,812,303	\$ 22,823,591
_	Common	+ = . , = =	+,=_,=,=,=,=
ABB LTD CHF	stock	115,014	118,440
	Common		
ACCIONA SA EUR1	stock	16,597	16,486
	Common		
ACCOR EUR3	stock	12,936	13,498
	Common		
ACOM CO NPV	stock	26,142	25,554
ACS ACTIVIDADES		50 400	50 770
CO EURO0.5	stock Common	59,490	58,778
ACTELION CHF0.50		17,134	16,951
	Common	17,154	10,751
ADECCO SA CHF1	stock	40,488	41,894
	Common	-,	)
ADIDAS AG NPV	stock	88,999	87,778
	Common		
AEON CO LTD	stock	65,674	65,399
AEON CREDIT	Common		
SERV	stock	24,272	24,002
	Common		
AGGREKO GBP0.20		49,850	51,244
ACL ENEDCY LTD	Common	17.059	17 071
AGL ENERGY LTD AGNICO EAGLE		17,058	17,271
MINES COM	Common stock	33,774	33,944
	Common	55,774	55,744
AGRIUM INC	stock	29,178	29,443
	Common		,
AIR FRANCE - KLM	stock	21,530	21,562
AIR LIQUIDE(L)	Common		
EUR5.50	stock	100,542	100,533
	Common		
AISIN SEIKI CO	stock	46,048	44,671

AJINOMOTO CO	Common	( <b>*</b> 0.44	( <b>*</b> 0 <b>0</b> 0
INC	stock	65,941	65,038
ALFRESA	Common	14.221	1 4 220
HOLDINGS	stock	14,321	14,229
ALIMENTATION	Common	0.00	10.000
COUCH	stock	9,695	10,222
	Common	04.070	00 ((5
ALSTOM EUR7.0	stock	84,270	82,665
AMERICAN	Corporate	04.220	24.005
AIRLINES	bond	94,320	34,995
	Common	25.000	26.259
AMP LIMITED	stock	35,900	36,358
ANADARKO PETE	Corporate	105 000	105 000
CORP	bond	125,000	125,000
	Common	156 (11	157 022
ANGLO AMERICAN		156,611	157,833
ANHEUSER-BUSCH	Common	127 201	129,254
		127,891	129,234
ANTOFAGASTA	Common	11 012	10 211
ORD GBP0.50 AOZORA BANK	stock	11,813	12,311
NPV	Common stock	15 515	16 105
APRIA		15,515	16,105
HEALTHCARE	Corporate bond	211 697	124.062
ARCELORMITTAL		244,687	134,063
NPV	stock	73,783	74,499
ARM HLDGS ORD	Common	15,105	77,777
GBP0.0005	stock	51,072	52,054
ARYZTA AG	Common	51,072	52,054
CHF0.02	stock	38,545	38,654
0.02	Common	50,545	50,054
ASAHI GLASS CO	stock	56,798	56,091
ASML HOLDING	Common	50,790	50,071
NEW	stock	56,195	56,027
ASSA ABLOY	Common	50,175	50,027
SER'B'NPV	stock	62,676	63,916
ASSIC GENERALI	Common	02,070	00,910
SPA EUR1	stock	74,615	74,552
ASSOCD BRIT			
FOODS ORD	Common		
GBP0.0568	stock	20,745	21,156
	Common		,-••
ASX LTD	stock	21,465	22,065
ATHABASCA OIL	Common	,	,
SAND COM	stock	10,120	10,335
	Common	-, -	- )
ATLANTIA S.P.A.	stock	19,330	19,031
	Common	- ,	- ,
ATLAS COPCO AB	stock	21,447	22,078
	Common		,
AUCKLAND INTL	stock	53,848	54,874

AUST & NZ BANK	Common		
GRP	stock	140,028	143,305
AUTOGRILL SPA	Common		
EUR0.52	stock	16,564	16,766
AUTONOMY CORP	Common		
ORD GBP	stock	63,443	63,019
AXA ASIA PAC	Common		
HLDS	stock	12,954	13,469
	Common		
AXA EUR2.29	stock	78,328	77,929
BABCOCK INTL	Common		
GROUP	stock	35,501	35,482
BAE SYSTEMS	Common		
ORD GBP0.025	stock	65,112	65,224

401(k) Savings and Profit Sharing Plan for Employees of NIKE, Inc. Schedule H, Line 4i - Schedule of Assets (Acquired and Disposed of Within Year) Year Ended May 31, 2011

(a) Identity of Issuer,	(b)		
Borrower,	Description	(c)	(d)
Lessor or Similar	of	Cost of	Proceeds of
Party	Investment	Acquisition	Dispositions
	Corporate	1	1
BALL CORP	bond	100,000	98,250
BANCO			, ,
SANTANDER	Common		
EUR0.50	stock	11,457	11,168
BANK OF EAST	Common	11,107	11,100
ASIA HKD2.50	stock	33,027	33,052
BARRICK GOLD	Common	55,627	55,052
CORP COM	stock	116,065	117,657
	Common	110,005	117,007
BAYER AG	stock	146,172	143,844
BAYER	Stock	140,172	145,044
MOTOREN WERK	Common		
EUR1	stock	42,951	164,286
LUKI	Common	72,751	104,200
BBVA EUR0.49	stock	116,190	113,899
DD VALORO.+)	Common	110,170	115,077
BCE INC	stock	23,893	24,084
BCO DE	SIOCK	23,895	24,004
VALENCIA	Common		
EUR0.25	stock	33,670	33,503
BCO ESPIRITO	Common	55,070	55,505
SANTO	stock	26,371	25,589
BEIERSDORF AG	Common	20,371	25,569
EUR1	stock	72,757	73,613
LUKI	Common	12,131	75,015
BELGACOM SA	stock	9,977	9,894
DELUACOM SA	Corporate	9,977	9,094
BERRY PLASTICS	-	75 000	73 500
BG GROUP ORD		75,000	73,500
GBP0.10	Common stock	157 242	156,144
BHP BILLITON	Common	157,243	130,144
PLC	stock	206 057	210,914
I LU		206,957	210,914
DIOMEDICUV	Common	14 276	14 262
BIOMERIEUX	stock	14,276	14,263
BIOVAIL CORP	Common	10 202	10 212
COM	stock	10,292	10,313

BK LEUMI LE	Common		
ISRAEL	stock	30,456	30,885
BK OF KYOTO	Common		
LTD	stock	41,213	41,179
BK OF	Common		
MONTREAL	stock	99,207	98,182
BK OF NOVA	Common		
SCOTIA	stock	130,761	129,541
BK OF	Common		
YOKOHAMA	stock	13,645	13,489
BLUE ACQSTN	Corporate		
SUB	bond	75,000	77,937
BLUESCOPE	Common		
STEEL	stock	10,924	11,255
BNP PARIBAS	Common		
EUR2	stock	182,530	182,678
BOC HONG KONG	GCommon		
HLDG	stock	49,215	49,342
BOMBARDIER	Common		
INC	stock	16,753	17,426
BON-TON DEPT	Corporate		
STORES INC	bond	421,719	51,000
	Common		
BOUYGUES EUR1		48,342	48,540
	Common		
BRAMBLES LTD	stock	67,745	67,007
BRIDGESTONE	Common		
CORP	stock	113,468	112,973
BRISA			
(AUTO-ESTRADA			
EUR1)	stock	44,317	43,314
BRITISH			
AMERICAN			
TOBACCO ORD	Common		
GBP0.25	stock	118,079	117,183
BRITISH LAND	Common		
CO ORD GBP0.25	stock	41,457	41,820
BROOKFIELD	~		
ASSET LIMITED	Common		
VTG	stock	36,507	36,394
BROOKFIELD	G		
OFFICE	Common		11.674
PROPERTIES INC	stock	11,514	11,674
BT GROUP ORD	Common	22 400	22 520
GBP0.05	stock	32,489	32,739
BUNZL PLC ORD	Common	12 0 10	10.1.(1
GBP0.32142857	stock	42,849	43,161
BUREAU	Common	04.012	04.020
VERITAS EUR0.12		24,013	24,038
CAE INC COM	Common	10.225	10.270
NPV	stock	10,335	10,279

Common		
stock	72,234	73,322
Common		
stock	24,054	23,984
SCommon		
stock	28,188	28,100
Common		
stock	71,650	70,959
Common		
stock	16,196	16,267
Common		
stock	10,644	10,728
Common		
stock	88,127	86,669
Common		
stock	9,556	9,396
Common		
stock	18,978	18,731
Common		
stock	61,340	61,448
	stock Common stock Common stock Common stock Common stock Common stock Common stock Common stock Common stock	stock 72,234 Common stock 24,054 SCommon stock 28,188 Common stock 71,650 Common stock 16,196 Common stock 10,644 Common stock 88,127 Common stock 9,556 Common stock 18,978 Common

401(k) Savings and Profit Sharing Plan for Employees of NIKE, Inc. Schedule H, Line 4i - Schedule of Assets (Acquired and Disposed of Within Year) Year Ended May 31, 2011

(a)			
Identity of Issuer,	(b)		
Borrower,	Description	(c)	(d)
Lessor or Similar	of	Cost of	Proceeds of
Party	Investment	Acquisition	Dispositions
CARNIVAL PLC	Common	1	1
ORD USD	stock	22,103	22,581
CASINO		,	,
GUICH-PERR	Common		
EUR1.53	stock	14,693	14,534
2011100	Corporate	1,070	1,001
CCO HLDGS LLC	bond	49,623	49,875
CDN NATL	Common	.,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	.,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,
RAILWAYS COM	stock	77,626	77,250
CDN NATURAL	Stock	77,020	11,230
RESOUR COMMON	ICommon		
STK	stock	103,819	103,382
CDN UTILITIES	Common	105,017	105,502
CLASS A	stock	9,235	9,287
CLASS A	Common	),233	),207
CELESIO AG NPV		42,367	42,016
CELLSIO AG NI V CELLCOM ISRAEL		42,307	42,010
LTD	stock	13,329	13,681
CENOVUS	Common	15,527	15,001
ENERGY INC	stock	59,194	59,634
CENTRAL JAPAN	Common	J9,19 <del>4</del>	39,034
RLWY	stock	100,712	99,931
CENTRICA ORD	Common	100,712	99,931
GBP0.061728395	stock	76 106	76.042
GDP0.001/28393		76,196	76,943
CGI GROUP INC	Common	12 205	10.057
CGI GROUP INC	stock	12,295	12,257
CUC LIEL ICODTED	Corporate	00 727	101.000
CHC HELICOPTER		98,737	101,000
CHES ENERGY	Corporate	75.000	75.000
CORP	bond	75,000	75,000
CHES ENERGY SR	Corporate		
NT	bond	75,000	74,812
CHEUNG KONG	Common		
HLDGS HKD0.50	stock	105,865	105,754
	Common		
CHIBA BANK NPV	stock	36,018	35,719
		19,286	19,358

CHRISTIAN DIOR	Common		
EUR2	stock		
CHUBU ELECTRIC	Common		
POWER CO INC	stock	10,011	9,993
CHUGOKU BANK	Common		
NPV	stock	23,273	23,079
CHUGOKU			
ELECTRIC POWER	Common		
CO INC	stock	47,793	48,042
CI FINANCIAL	Common	,	,
CORP COMSTK	stock	10,609	10,626
CIE DE ST-GOBAN	Common	,	,
EUR4	stock	26,943	26,931
CIE FINANCIE	Common		,
RICHEMONT CHF	stock	42,980	44,115
	Corporate	,	,
CIN BELL INC	bond	271,500	272,938
CITY		, , , , , , , , , , , , , , , , , , , ,	- )
DEVELOPMENTS	Common		
LTD	stock	17,140	17,174
CNP ASSURANCES		17,110	1,1,1,1
EUR1.00	stock	53,508	53,498
COCA-COLA WEST		00,000	00,130
CO	stock	33,778	33,497
COMMERZBANK	Common	55,110	55,177
AG ORD	stock	48,771	48,008
COMMONWEALTH			,
BANK OF	Common		
AUSTRALIA	stock	192,355	196,619
COMPASS GROUP			
ORD GBP0.10	stock	18,050	18,161
CREDIT SAISON	Common		
СО	stock	20,430	20,377
CREDIT SUISSE	Common	- ,	- )
AG CHF0.04	stock	138,500	141,864
CRESCENT POINT		100,000	11,001
EN COM	stock	17,682	17,911
CRUM & FORSTER			
SR NT	bond	131,250	442,080
DAI-ICHI LIFE	00114	101,200	,
INSURANCE CO	Common		
LTD	stock	81,881	78,585
DAIKIN	Common	,	,
INDUSTRIES	stock	77,505	78,777
DAITO TRUST	Common	,0 00	
CONST	stock	44,468	43,037
DAIWA SECS	Common	11,100	10,007
GROUP INC	stock	26,044	24,983
	Common		,,
DANONE EUR0.25	stock	87,908	87,406
2.11.01.12 10100.23			
DAVITA INC	510 11	250,000	50,875

	Corporate		
	bond		
DBS GROUP	Common	10	10.105
HLDGS	stock	10,546	10,435
DELEK GROUP	Common		
ILS1	stock	14,119	14,078
	Common		
DELHAIZE GROUP	stock	23,984	23,963
DELTA LLOYD NV	Common		
EUR0.20	stock	17,758	17,624
DEUTSCHE BANK	Common		
AG NPV	stock	119,472	118,983
DEUTSCHE	Common		
BOERSE AG	stock	127,670	128,476
	Common		
DEXIA NPV	stock	26,257	26,504
	Common		
DIAGEO ORD PLC	stock	143,249	143,615
DNB NOR ASA	Common		
NOK10	stock	67,976	69,207

401(k) Savings and Profit Sharing Plan for Employees of NIKE, Inc. Schedule H, Line 4i - Schedule of Assets (Acquired and Disposed of Within Year) Year Ended May 31, 2011

(a) Identity of Issuer, Borrower,	(b) Description	(c)	(d)
Lessor or Similar Party	of Investment	Cost of Acquisition	Proceeds of Dispositions
DOWA	in vestment	riequisition	Dispositions
HOLDINGS CO	Common		
LTD	stock	19,025	19,362
	Common		
DSV DKK1	stock	36,001	36,954
DT POSTBANK	Common		
AG	stock	27,265	27,105
E.ON AG COM	Common		
STK	stock	157,882	155,861
EAST JAPAN	Common		
RAILWAY CO	stock	26,367	26,336
	Common		
EDENRED EUR2	stock	10,677	10,552
	Common		
EDF EUR0.5	stock	61,443	60,639
	Corporate		
ELAN FIN PLC	bond	72,000	73,312
ELBIT SYSTEMS	Common		
LTD ILS1	stock	23,505	23,613
ELDORADO			
GOLD CORP	Common		
COM	stock	25,152	25,312
ELECTROLUX	Common		
AF	stock	23,345	23,514
	Common		
ELISA OYJ NPV	stock	18,363	18,383
ELPIDA	Common		
MEMORY INC	stock	37,376	35,843
EMPIRE CO	Common		
CLASS A	stock	10,649	10,743
ENBRIDGE INC	Common		
СОМ	stock	54,170	54,401
ENCANA CORP	Common		
СОМ	stock	68,671	66,283
	Common		
ENEL EUR1	stock	100,093	99,430
		38,399	38,025

ENERGIAS DE PORTUGAL SA EUR1	Common stock		
ENERGY RES OF	Common		
AUST CLS A	stock	9,695	9,848
ENERGY XXI		,	,
<b>GULF COAST</b>	Corporate		
SECD NT	bond	56,500	342,993
ENERGY XXI	Corporate	00,000	0.12,330
GULF 9.25%	bond	250,000	79,500
ENERPLUS RES	Common	230,000	19,500
FUND TRUST	stock	11,088	11,297
I CIUD INCOI	Common	11,000	11,297
ENI SPA EUR1	stock	39,769	482,233
ERSTE GROUP	Common	57,707	+02,233
BANK AG	stock	29,158	28,960
ESPRIT	STOCK	27,130	20,700
HOLDINGS	Common		
HKD0.10	stock	37,859	37,961
ESSILOR INTL	Common	57,059	57,901
EUR0.18	stock	108,407	106,829
EUROPEAN	SIOCK	108,407	100,829
AERONAUTIC			
DEFENCE &	Common		
SPACE	Common stock	62 0 2 9	64,351
EUTELSAT	STOCK	63,928	04,331
COMMUNICA	Common		
EUR1	stock	51,481	52,085
EXIDE		51,401	52,085
TECHNOLOGIES	Corporate	325,000	52 197
TECHNOLOGIES	Common	525,000	52,187
EXPERIAN ORD	stock	12 127	12 6/1
FAIRFAX FINL	Common	13,427	13,641
		20.461	39,669
HLDGS	stock	39,461	39,009
FAIRFAX MEDIA			
LIMITED	Common	25 517	26 514
HOLDGS FAMILYMART	stock Common	35,547	36,514
CO	stock	50 669	50.096
0	Common	50,668	50,986
FANUC CORP	stock	22,973	22 680
FANUC CORF	Corporate	22,975	22,689
FERRELLGAS LP	<b>.</b>	75,000	75 107
FIAT SPA		75,000	75,187
EUR3.50	Common stock	76 702	<u> 00 072</u>
		76,792	80,972
FINMECCANICA SPA EUR4.40	stock	9,879	9,754
FINNING INTL		9,019	9,134
	Common	10.020	10.027
INC COM	stock Common	10,828	10,937
FLETCHER	· ()UUTTI()D		
BUILDING NPV		58,397	59,587

FOM CONST Y	Common		
CONTRA EUR1	stock	30,476	30,517
FORTESCUE			
METALS GRP	Common		
LTD	stock	17,495	17,655
	Common		
FORTIS INC COM	Istock	13,700	13,738
FORTUM OYJ	Common		
EUR3.40	stock	54,424	53,528
FOSTERS GROUI	PCommon		
LTD	stock	97,271	97,218
FRANCE	Common		
<b>TELECOM EUR4</b>	stock	180,106	504,217
FRANCO			
NEVADA CORP	Common		
СОМ	stock	8,704	8,905
FRASSER &	Common		
NEAVE LTD	stock	64,843	64,852
FRESENIUS	Common		
MEDICAL CARE	stock	77,113	75,702
FRESENIUS SE	Common		
NON-VTG PRF	stock	47,965	47,401
FUJI HEAVY	Common		
INDUSTRIES	stock	27,129	26,726

(a)			
Identity of Issuer,	(b)		
Borrower,	Description	(c)	(d)
Lessor or Similar	of	Cost of	Proceeds of
Party	Investment	Acquisition	Dispositions
FUJI MEDIA	Common		
HOLDINGS INC	stock	9,851	9,724
	Common		
FUJITSU Y50	stock	114,023	112,709
	Common		
GDF SUEZ EUR1	stock	107,331	106,030
	Common		
GEA GROUP AG	stock	53,830	54,414
	Common		
GEBERIT CHF0.10	stock	76,043	76,258
GEN MARITIME	Corporate		
CORP	bond	280,625	72,500
GENTING		,	,
SINGAPORE PLC	Foreign		
USD0.10	bond	45,320	45,030
GEORGE WESTON		.0,020	.0,000
COM	stock	14,891	15,231
GERDAU	Common	1,000	10,201
AMERISTEEL COM		9,830	9,895
GILDAN	1 Stoon	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,
ACTIVEWEAR	Common		
COM	stock	11,628	11,608
GIVAUDAN AG	Common	11,020	11,000
CHF10	stock	56,448	57,834
GLOBAL CASH	Corporate	50,110	57,054
ACCESS LLC	bond	172,937	175,000
GOLDCORP INC	Common	172,937	175,000
COM	stock	84,023	84,939
GOLDEN	SIOCK	04,023	04,939
	Comorata		
AGRI-RESOURCES	bond	17 601	16 160
LTD		47,601	46,460
GOODMAN	Common	10 042	10 545
FIELDER	stock	18,243	18,545
GPE EUROTUNNEI		0.005	0.100
EURO0.40	stock	9,305	9,182
GREAT WEST	Common	10 225	10.010
LIFECO COM	stock	18,325	18,213
		17,597	17,026

GRIFOLS SA EUR0.5	Common		
EURU.J	stock Common		
G4S PLC ORD 25P	stock	68,061	67,237
045 FLC OKD 23F	Common	08,001	07,237
HACHIJUNI BANK		11,290	11,172
HAMMERSON ORE		11,290	11,172
GBP0.25	stock	61,118	61,623
HANG LUNG	Common	01,110	01,025
GROUP HKD1	stock	17,464	17,288
HANG LUNG	Common	17,404	17,200
PROPERTIES HKD1		28,949	29,173
HANKYU	SIUCK	20,949	29,175
HANSHIN	Common		
HOLDINGS INC	stock	36,295	35,880
HEIDELBERG	Common	30,293	55,000
CEMENT	stock	22,284	22,854
HEINEKEN NV	Common	22,204	22,034
EUR1.60	stock	90,097	90,410
HENDERSON	SIUCK	90,097	90,410
LAND			
DEVELOPMENT	Common		
HKD2	stock	42,027	41,869
HENKEL AG & CO	Common	42,027	41,009
KGAA NON-VTG	stock	82,058	82,384
HENKEL AG & CO		82,038	82,384
KGAA	stock	41,565	41,698
HENNES &	SIUCK	41,505	41,090
MAURITZ	Common		
SER'B'NPV	stock	72,012	72,541
HIROSE ELECTRIC		72,012	72,341
NPV	stock	39,481	39,367
HISAMITSU	Common	57,701	57,507
PHARM CO	stock	11,394	11,562
	Common	11,374	11,502
HITACHI NPV	stock	23,135	63,452
HOKKAIDO	Common	23,135	05,152
ELECTRIC NPV	stock	39,107	38,940
HOKUHOKU	Common	57,107	50,910
FINANCIAL NPV	stock	14,592	14,499
	Common	14,372	11,177
HOLCIM CHF2	stock	21,941	22,326
HONG KONG &	Stock	21,911	22,320
CHINA GAS	Common		
HKD0.25	stock	54,761	54,277
	Common	01,701	
HOYA CORP	stock	58,980	57,917
HSBC HLDGS ORD		20,200	~ 1,7 1 1
USD0.50	stock	254,372	361,899
HUSKY ENERGY	Common	201,072	
INC COM	stock	20,077	20,124
		,_,	_~,

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HUTCHISON			
WHAMPOA	Common		
HKD20.2	stock	111,276	111,484
IMAGOLD CORP	Common		
COM	stock	12,857	12,925
IBERDROLA			
RENOVABL	Common		
EURO0.5	stock	24,986	24,246
IBERDROLA SA	Common		
EUR0.75	stock	63,331	62,527
IBERIA LINEAS	Common		
AERE EUR0.78	stock	32,170	33,562
	Common		
ICAP ORD GBP0.10	stock	36,294	35,686
ICL-ISRAEL CHEM	Common		
ILS1	stock	25,546	25,503
IGM FINANCIAL	Common		
INC COM	stock	10,985	11,256
	Common		
IHI CORPORATION	l stock	10,459	10,255
IMPERIAL OIL	Common		
COM	stock	34,380	34,537

(a)	(b)		
Identity of Issuer,	Description	(c)	(d)
Borrower,	of	Cost of	Proceeds of
Lessor or Similar Party	Investment	Acquisition	Dispositions
IMPERIAL TOBACCO	Common	_	_
ORD GBP0.10	stock	91,326	89,134
INDL ALLIANCE INS	Common		
COM	stock	9,352	9,446
INFINEON	Common		
TECHNOLOG ORD	stock	34,012	34,111
ING GROEP NV CVA	Common		
EUR0.24	stock	87,807	89,750
INMARSAT ORD	Common		
EUR0.0005	stock	11,548	11,766
INMET MINING CORP	Common		
COM	stock	9,020	9,175
INPEX	Common		
CORPORATION	stock	9,270	9,245
INTACT FINL CORP	Common		
COM	stock	13,363	13,585
INTELSAT CORP	Corporate		
9.25%	bond	324,675	324,572
	Corporate		
INTERLINE BRANDS	bond	150,000	151,875
INTESA SANPAOLO	Common		
DI RISP EUR0.52	stock	19,311	18,776
INTL LEASE FIN			
CORP MED TER	Corporate		
TRANCHE	bond	48,625	49,625
INTL LEASE FIN	Corporate		
CORP 6.25%	bond	75,000	75,750
INTL LEASE FIN	Corporate		
6.375%	bond	48,000	51,000
INTL POWER ORD	Common		
GBP0.50	stock	89,877	90,734
INVENSYS ORD	Common		
GBP0.10	stock	53,245	55,005
INVESTEC ORD	Common		
GBP0.0002	stock	40,829	42,265
	Common		
INVESTOR AB SER'B	stock	36,213	36,618
	Common		
IPSEN EUR1	stock	12,283	12,211

ISRAEL DISCOUNT	Common		
BK ILS0.10	stock	15,721	15,830
ITOCHU			
TECHNO-SOLUTIONS	Common		
CORP	stock	26,586	26,055
IVANHOE MINES	Common		
СОМ	stock	9,978	10,332
	Common		
IYO BANK	stock	9,028	8,912
	Common		
J FRONT RETAILING	stock	23,204	22,597
JABIL CIRCUIT INC	Corporate		
5.625%	bond	100,000	100,625
JAMES HARDIE ID NV	Common		
CUFS EUR0.5	stock	16,644	16,811
JAPAN PETROLEUM	Common		
EX	stock	24,070	23,882
	Common		
JAPAN TOBACCO INC	stock	66,142	244,214
JOHNSON MATTHEY	Common		
ORD GBP1	stock	17,893	18,192
	Common		
JOYO BANK	stock	23,689	23,469
	Common		
JS GROUP CORP COM	stock	22,032	22,043
	Common		
JSR CORP	stock	32,229	31,899
JULIUS BAER	Common		
GRUPPE CHF0.02	stock	78,950	83,995
	Common		
JUPITER TELECOMM	stock	47,693	46,633
	Common		
JX HOLDINGS INC	stock	82,475	81,948
	Common		
K&S AG	stock	30,066	30,059
KANSAI ELECTRIC	Common		
POWER CO	stock	24,243	24,203
	Common		
KEIKYU CORP	stock	9,489	9,337
	Common		
KEPPEL CORP	stock	76,347	76,408
KERRY PROPERTIES	Common		
HKD1	stock	38,635	38,846
	Common		
KESKO OYJ EUR2	stock	13,918	14,007
KEY ENERGY SVCS	Corporate		
6.75%	bond	125,000	25,469
KEY ENERGY	Corporate		
SVCS8.375%	bond	381,500	381,500
KINROSS GOLD CORF		,	
COM	stock	28,176	28,286
-		-,	-,

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	Common		
KINTETSU CO	stock	79,078	78,573
	Common		
KIRIN HOLDINGS CO	stock	76,885	75,912
	Common		
KKEIO CORP	stock	54,489	54,141
	Common		
KOMATSU	stock	13,883	13,843
	Common		
KONINKLIJKE KPN	stock	97,852	94,475
KUEHNE&NAGEL	Common		
INTL CHF1	stock	34,389	35,076

(a)			
Identity of Issuer	, (b)		
Borrower,	Description	(c)	(d)
Lessor or Similar	of	Cost of	Proceeds of
Party	Investment	Acquisition	Dispositions
KURITA	Common		
WATER INDS	stock	27,972	27,827
L'OREAL	Common		
EUR0.20	stock	65,393	65,202
LAFARGE	Common		
EUR4	stock	86,158	87,780
LAND			
SECURITIES			
GP ORD	Common		
GBP0.10	stock	72,196	72,843
	Common		
LAWSON INC	stock	13,888	13,713
LEND LEASE	Common		
GROUP	stock	14,696	14,859
LI & FUNG	Common		
LTD HKD0.025	stock	64,508	63,209
	Common		
LINDE AG	stock	29,834	29,660
LINK R/EST	Common		
INVEST	stock	67,340	66,821
LLOYDS			
BANKING GP	Corporate		
ORD GBP0.1	bond	116,743	118,361
LOBLAWS COS	Common		
LTD COM	stock	11,591	11,921
LOGITECH	Common		
INTL CHF0.25	stock	27,252	27,520
LONZA GROUP	Common		
AG CHF1	stock	52,759	53,684
LUXOTTICA			
GROUP	Common		
EUR0.06	stock	36,587	36,830
LVMH MOET			
HENNESSY			
LOUIS			
VUITTON	Common		
EUR0.30	stock	89,933	90,042
		16,418	17,443

MACARTHUR	Common		
COAL LTD	stock		
MACQUARIE	Common		
GP LTD	stock	88,225	90,150
MAGNA INTL	Common		
INC COM	stock	28,793	28,796
MAKHTECHIM		- )	- ,
AGAN IN ILS1	stock	11,473	11,229
MAN GROUP		,	, -
ORD	Common		
UDS0.03428571	stock	65,748	67,384
MAN SE ORD	Common	00,710	07,001
NPV	stock	64,818	65,639
MANITOC INC	Corporate	01,010	00,007
8.5%	bond	173,539	189,375
MANULIFE	bolla	175,555	109,575
FINL CORP	Common		
COM	stock	68,174	67,371
MARINA DIST	Corporate	00,174	07,371
FIN CO 9.5%	bond	123,679	125,313
MARUBENI	Common	123,079	125,515
CORP	stock	84,596	83,689
MARUCHI	SIUCK	04,390	03,009
STEEL TUBE	Common		
LTD	stock	9,818	0.947
MATSUI	STOCK	9,010	9,847
SECUDITIES	Common		
SECURITIES	Common	10 709	10 201
CO LTD	Common stock	12,728	12,381
CO LTD MEDIASET	stock	12,728	12,381
CO LTD MEDIASET ESPANA	stock Common		
CO LTD MEDIASET ESPANA EUR0.5	stock Common stock	12,728 37,397	12,381 38,649
CO LTD MEDIASET ESPANA EUR0.5 MEIJI	stock Common stock Common	37,397	38,649
CO LTD MEDIASET ESPANA EUR0.5 MEIJI HOLDINGS CO	stock Common stock Common stock		
CO LTD MEDIASET ESPANA EUR0.5 MEIJI HOLDINGS CO MERCK KGAA	stock Common stock Common stock Common	37,397 29,940	38,649 29,909
CO LTD MEDIASET ESPANA EUR0.5 MEIJI HOLDINGS CO MERCK KGAA NPV	stock Common stock Common stock Common stock	37,397	38,649
CO LTD MEDIASET ESPANA EUR0.5 MEIJI HOLDINGS CO MERCK KGAA NPV METCASH	stock Common stock Common stock Common stock	37,397 29,940 22,481	38,649 29,909 22,021
CO LTD MEDIASET ESPANA EUR0.5 MEIJI HOLDINGS CO MERCK KGAA NPV METCASH LIMITED	stock Common stock Common stock Common stock Common stock	37,397 29,940	38,649 29,909
CO LTD MEDIASET ESPANA EUR0.5 MEIJI HOLDINGS CO MERCK KGAA NPV METCASH LIMITED METRO AG	stock Common stock Common stock Common stock Common stock	37,397 29,940 22,481 13,373	38,649 29,909 22,021 13,441
CO LTD MEDIASET ESPANA EUR0.5 MEIJI HOLDINGS CO MERCK KGAA NPV METCASH LIMITED METRO AG ORD	stock Common stock Common stock Common stock Common stock Common stock	37,397 29,940 22,481	38,649 29,909 22,021
CO LTD MEDIASET ESPANA EUR0.5 MEIJI HOLDINGS CO MERCK KGAA NPV METCASH LIMITED METRO AG ORD METRO INC	stock Common stock Common stock Common stock Common stock Common stock	37,397 29,940 22,481 13,373 37,197	38,649 29,909 22,021 13,441 36,283
CO LTD MEDIASET ESPANA EUR0.5 MEIJI HOLDINGS CO MERCK KGAA NPV METCASH LIMITED METRO AG ORD METRO INC CLASS A	stock Common stock Common stock Common stock Common stock Common stock	37,397 29,940 22,481 13,373	38,649 29,909 22,021 13,441
CO LTD MEDIASET ESPANA EUR0.5 MEIJI HOLDINGS CO MERCK KGAA NPV METCASH LIMITED METRO AG ORD METRO INC CLASS A METROPOLE	stock Common stock	37,397 29,940 22,481 13,373 37,197	38,649 29,909 22,021 13,441 36,283
CO LTD MEDIASET ESPANA EUR0.5 MEIJI HOLDINGS CO MERCK KGAA NPV METCASH LIMITED METRO AG ORD METRO AG CLASS A METROPOLE TV-(M6)	stock Common Stock	37,397 29,940 22,481 13,373 37,197 8,385	38,649 29,909 22,021 13,441 36,283 8,594
CO LTD MEDIASET ESPANA EUR0.5 MEIJI HOLDINGS CO MERCK KGAA NPV METCASH LIMITED METRO AG ORD METRO INC CLASS A METROPOLE	stock Common Stock	37,397 29,940 22,481 13,373 37,197	38,649 29,909 22,021 13,441 36,283
CO LTD MEDIASET ESPANA EUR0.5 MEIJI HOLDINGS CO MERCK KGAA NPV METCASH LIMITED METRO AG ORD METRO AG ORD METRO INC CLASS A METROPOLE TV-(M6) EUR0.40	stock Common stock Common stock Common stock Common stock Common stock Common stock	37,397 29,940 22,481 13,373 37,197 8,385 43,260	38,649 29,909 22,021 13,441 36,283 8,594 43,460
CO LTD MEDIASET ESPANA EUR0.5 MEIJI HOLDINGS CO MERCK KGAA NPV METCASH LIMITED METRO AG ORD METRO AG ORD METRO INC CLASS A METROPOLE TV-(M6) EUR0.40	stock Common stock Common stock Common stock Common stock Common stock Common stock	37,397 29,940 22,481 13,373 37,197 8,385	38,649 29,909 22,021 13,441 36,283 8,594
CO LTD MEDIASET ESPANA EUR0.5 MEIJI HOLDINGS CO MERCK KGAA NPV METCASH LIMITED METRO AG ORD METRO AG ORD METRO INC CLASS A METROPOLE TV-(M6) EUR0.40	stock Common stock Common stock Common stock Common stock Common stock Common stock Common stock	37,397 29,940 22,481 13,373 37,197 8,385 43,260 22,119	38,649 29,909 22,021 13,441 36,283 8,594 43,460 21,610
CO LTD MEDIASET ESPANA EUR0.5 MEIJI HOLDINGS CO MERCK KGAA NPV METCASH LIMITED METRO AG ORD METRO AG ORD METRO INC CLASS A METROPOLE TV-(M6) EUR0.40 MINEBEA CO MITSUBISHI CHEM HL	stock Common Stock	37,397 29,940 22,481 13,373 37,197 8,385 43,260	38,649 29,909 22,021 13,441 36,283 8,594 43,460
CO LTD MEDIASET ESPANA EUR0.5 MEIJI HOLDINGS CO MERCK KGAA NPV METCASH LIMITED METRO AG ORD METRO INC CLASS A METROPOLE TV-(M6) EUR0.40 MINEBEA CO MITSUBISHI CHEM HL	stock Common stock Common stock Common stock Common stock Common stock Common stock Common stock Common stock	37,397 29,940 22,481 13,373 37,197 8,385 43,260 22,119 9,859	38,649 29,909 22,021 13,441 36,283 8,594 43,460 21,610 10,048
CO LTD MEDIASET ESPANA EUR0.5 MEIJI HOLDINGS CO MERCK KGAA NPV METCASH LIMITED METRO AG ORD METRO AG ORD METRO INC CLASS A METROPOLE TV-(M6) EUR0.40 MINEBEA CO MITSUBISHI CHEM HL	stock Common Stock	37,397 29,940 22,481 13,373 37,197 8,385 43,260 22,119	38,649 29,909 22,021 13,441 36,283 8,594 43,460 21,610

MITSUBISHI	Common		
ELEC CP	stock		
MITSUBISHI			
ESTATE CO	Common		
LTD	stock	13,761	13,512
MITSUBISHI	Common		
HVY IND	stock	98,588	98,279
MITSUBISHI	Common		
MATERLS	stock	42,852	41,661
MITSUBISHI	Common		
MOTORS JPY50	Ostock	55,274	54,921
MITSUI & CO	Common		
LTD	stock	32,716	32,448
MITSUI	Common		
CHEMICALS	stock	17,316	17,068
MITSUI			
FUDOSAN CO	Common		
LTD	stock	43,360	42,705
MITSUMI	Common		
ELECTRIC	stock	13,188	13,030
MIZUHO			
FINANCIAL	Common		
GROUP	stock	40,996	200,732
MOBILE MINI	Corporate		
INC 7.875%	bond	125,000	133,125
MTR CORP	Common		
HKD1	stock	31,710	31,547
MUENCHENER	Common		
RUECKVE	stock	106,830	105,636

(a)			
Identity of Issuer,	(b)		
Borrower,	Description	(c)	(d)
Lessor or Similar	of	Cost of	Proceeds of
Party	Investment	Acquisition	Dispositions
MURATA			
MANUFACTURING	Common		
CO	stock	54,604	54,256
NAMCO BANDAI	Common		
HOLDGS	stock	15,131	15,093
NATIONAL GRID	Common		
ORD GBP0.113953	stock	104,400	103,944
NATL AUSTRALIA	Common		
BK	stock	120,951	121,947
NATL BK OF	Common		
CANADA COM	stock	27,135	26,992
NATL	Common		
PORTEFEUILLE	stock	9,978	10,011
	Common		
NEOPOST EUR1	stock	9,934	9,890
NESTLE SA	Common	- /	- ,
CHF0.10	stock	473,251	478,399
NEWCREST	Common	,	
MINING LTD	stock	92,433	93,432
	Common	,	,0,102
NEXEN INC COM	stock	28,419	28,582
	Common	20,119	20,002
NEXT ORD GBP0.10		74,533	76,481
NGK INSULATORS		7 1,000	/0,101
LTD	stock	15,458	15,164
NGK SPARK PLUG	Common	15,150	15,101
CO	stock	12,964	12,641
NHK SPRING CO	Common	12,704	12,071
LTD	stock	18,425	17,871
NIKO RESOURCES	Common	10,423	17,071
COM	stock	10,335	10,366
COM	Common	10,333	10,500
NINTENDO CO LTD		84,331	84,308
		04,551	04,300
NIPPON EXPRESS	Corporate bond	19 626	17 112
CO NIDDON MEAT		48,636	47,442
NIPPON MEAT	Common	26.067	26 152
PACKER JPY50	stock	26,067	26,153

NIPPON YUSEN			
KABUSHIKI	Common		
KAISHA	stock	11,360	11,287
NISSHA PRINTING	Common	11,500	11,207
CO	stock	22,340	21,922
NISSIN FOODS	Common	22,340	21,722
HOLDINGS CO LTE		43,984	43,496
HOLDINGS CO LIL	Common	-5,70-	ч,,т,0
NITORI HOLDINGS		56,278	55,919
NOBEL BIOCARE	Common	50,278	55,919
HOLD CHF.4	stock	25,905	25,693
NOBEL GROUP	Common	23,903	25,095
HKD0.25	stock	39,277	39,820
NOKIAN RENKAAT		39,277	39,820
OYJ	stock	49,205	49,313
		49,203	49,313
NOMURA HOLDINGS	Common stock	22 200	21 826
		33,309	31,836
NORDEA BANK AB		61 754	60 151
ORD EUR0.39632	stock	61,754	60,454
NOVARTIS AG CHF0.50	Common	228 082	226 770
	stock	238,982	236,779
NOVO-NORDISK	Common	1 47 000	145.042
AS DKKA SER'B'	stock	147,233	145,843
NOVOZYMES A/S	Common	20 522	20.720
SER'B'DKK10	stock	28,532	28,728
	Common	20.000	20.147
NTN CORP	stock	29,980	29,147
	Common	20 521	20.574
NTT DOCOMO	stock	29,721	29,574
	Common	25 (2)	24.014
OBAYASHI CORP	stock	25,628	24,914
ODAKYU ELEC	Common	26.400	26.204
RLWY	stock	36,480	36,384
OU DADED CO	Common	54.000	50 (05
OJI PAPER CO	stock	54,223	53,625
OLAM	G		
INTERNATIONAL	Common	<b>a</b> co: <b>-</b>	0
LTD	stock	26,945	26,692
	Common		
OLYMPUS CORP	stock	64,100	64,378
	Common		
ONESTEEL	stock	37,382	38,536
OPEN TEXT CO	Common		
COM	stock	8,004	8,180
	Common		
ORCA LIMITED	stock	25,342	25,823
ORIGIN ENERGY	Common		
LTD	stock	75,459	76,710
	Common		
ORIX CORP	stock	56,008	54,577
		49,893	51,559

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ORKLA ASA	Common		
NOK1.25	stock		
OVERSEA-CHINESI	ECommon		
BANKING CORP	stock	19,522	19,211
OZ MINERALS LTD	Common		
COMSTK	stock	47,989	49,835
PACIFIC RUBIALES	S Common		
COM	stock	16,128	16,030
PAN AMER SILVER	Common		
СОМ	stock	9,121	9,168
	Common		
PANASONIC CORP	stock	35,524	35,008
PARMALAT S.P.A.	Common		
EUR1	stock	20,986	21,011
PARTNER			
COMMUNICATION	Common		
ILS0.01	stock	11,963	12,194

(a)	(b)		
Identity of Issuer,	Description	(c)	(d)
Borrower,	of	Cost of	Proceeds of
Lessor or Similar Party	Investment	Acquisition	Dispositions
PCCW LIMITED	Corporate	requisition	Dispositions
HKD0.25	bond	28,509	27,993
PEARSON ORD	Common	20,009	21,775
GBP0.25	stock	77,490	78,229
PENN WEST MAND	Common	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	
EXCHANGE	stock	19,304	19,523
PERNOD RICARD	Common	19,001	17,020
NPV EUR 1.55	stock	18,235	17,968
PETROBAKKEN		-,	- ,
ENERGY COM CLASS	Common		
А	stock	10,453	10,731
PETROBANK	Common	,	,
ENERGY & COM	stock	11,412	11,961
PETROFAC ORD	Common		
USD0.02	stock	24,070	24,493
	Corporate		
PHI INC 8.625%	bond	100,000	51,000
PHILIPS ELEC(KON)	Common		
EUR0.20	stock	117,817	118,447
POTASH CORP SASK	Common		
COM	stock	87,498	87,043
POWER CORP	Common		
CANADA SUB-VTG	stock	24,983	25,126
POWER FINL CORP	Common		
COM	stock	18,557	18,696
	Common		
PPR EUR4	stock	39,683	39,844
PRIDE INTL INC DEL	Corporate		
6.875%	bond	250,000	260,781
PROGRESS ENERGY	Common		
СОМ	stock	9,428	9,425
PROVIDENT ENERGY	Common		
TRUST UNITS	stock	10,012	10,102
PRUDENTIAL ORD	Common		
GBP0.05	stock	44,091	45,100
PUBLICIS GROUPE	Common		
SA DUR0.40	stock	36,930	37,251
		272,594	276,031

PVTPL AAC GROUP HLDG CORP SR	Corporate bond				
DISCNT 10.25	bollu				
PVTPL AIRCASTLE	Corporate				
LTD SR NT 9.75%	bond	98,645	50,375		
PVTPL ALLEN SYS	DOILG	96,045	50,575		
GROUP INC SR SECD	Corporate				
NT 10.5	bond	200,000	103,500		
PVTPL AMERN PETE	UUIIU	200,000	105,500		
TANKERS PARENT	Corporate				
LLC 10.25	bond	126,406	22,660		
PVTPL ARDAUGH	bolla	120,400	22,000		
PACKAGING SR	Corporata				
	Corporate bond	175 000	194 642		
SECD NT 7.375		175,000	184,642		
DUTDI AVAVA INC 7	Corporate bond	150.000	140 975		
PVTPL AVAYA INC 7 PVTPL AWAS	JOHA	150,000	149,875		
	Comparate				
AVIATION CAP SR	Corporate	125.000	105 400		
SECD NT 7%	bond	125,000	125,469		
PVTPL BLUE					
MERGER SUB INC NT	-	200.000	004 500		
7.625%	bond	200,000	204,500		
PVTPL BUILDING	G				
MATLS CORP SR NT	Corporate				
6.875%	bond	98,493	98,500		
PVTPL BUMBLE BEE	L				
FOODS LLC 7.75%	bond	253,531	26,780		
PVTPL CAPELLA					
HEALTHCARE SR NT	-				
9.25%	bond	123,425	129,375		
PVTPL CASE NEW					
HOLLAND SR NT	Corporate				
7.875%	bond	198,640			
PVTPL CLEANESE US					
	5	190,010	50,125		
HLDGS LLC SR NT	S Corporate	190,010	50,125		
HLDGS LLC SR NT 6.625%		100,000	50,125 105,250		
	Corporate				
6.625%	Corporate				
6.625% PVTPL CHES	Corporate bond Corporate				
6.625% PVTPL CHES MIDSTREAM	Corporate bond Corporate	100,000	105,250		
6.625% PVTPL CHES MIDSTREAM PARTNERS NT 5.875%	Corporate bond Corporate 6 bond	100,000	105,250		
6.625% PVTPL CHES MIDSTREAM PARTNERS NT 5.875% PVTPL CHRYSLER	Corporate bond Corporate 6 bond	100,000	105,250		
6.625% PVTPL CHES MIDSTREAM PARTNERS NT 5.875% PVTPL CHRYSLER GROUP LLC SECD SR	Corporate bond Corporate bond Corporate	100,000 100,000	105,250 100,375		
6.625% PVTPL CHES MIDSTREAM PARTNERS NT 5.875% PVTPL CHRYSLER GROUP LLC SECD SR NT	Corporate bond Corporate bond Corporate bond	100,000 100,000	105,250 100,375		
6.625% PVTPL CHES MIDSTREAM PARTNERS NT 5.875% PVTPL CHRYSLER GROUP LLC SECD SR NT PVTPL CITADEL BROADCASTING SR	Corporate bond Corporate bond Corporate	100,000 100,000 175,000	105,250 100,375 175,437		
6.625% PVTPL CHES MIDSTREAM PARTNERS NT 5.875% PVTPL CHRYSLER GROUP LLC SECD SR NT PVTPL CITADEL BROADCASTING SR NT 7.75%	Corporate bond Corporate bond	100,000 100,000	105,250 100,375		
6.625% PVTPL CHES MIDSTREAM PARTNERS NT 5.875% PVTPL CHRYSLER GROUP LLC SECD SR NT PVTPL CITADEL BROADCASTING SR NT 7.75% PVTPL CROWN	Corporate bond Corporate bond Corporate bond Corporate bond	100,000 100,000 175,000	105,250 100,375 175,437		
6.625% PVTPL CHES MIDSTREAM PARTNERS NT 5.875% PVTPL CHRYSLER GROUP LLC SECD SR NT PVTPL CITADEL BROADCASTING SR NT 7.75% PVTPL CROWN AMERS LLC SR NT	Corporate bond Corporate bond Corporate bond Corporate bond Corporate bond	100,000 100,000 175,000 100,000	105,250 100,375 175,437 106,750		
6.625% PVTPL CHES MIDSTREAM PARTNERS NT 5.875% PVTPL CHRYSLER GROUP LLC SECD SR NT PVTPL CITADEL BROADCASTING SR NT 7.75% PVTPL CROWN AMERS LLC SR NT 6.25%	Corporate bond Corporate bond Corporate bond Corporate bond	100,000 100,000 175,000	105,250 100,375 175,437		
6.625% PVTPL CHES MIDSTREAM PARTNERS NT 5.875% PVTPL CHRYSLER GROUP LLC SECD SR NT PVTPL CITADEL BROADCASTING SR NT 7.75% PVTPL CROWN AMERS LLC SR NT 6.25% PVTPL DYNCORP	Corporate bond	100,000 100,000 175,000 100,000	105,250 100,375 175,437 106,750 101,406		
6.625% PVTPL CHES MIDSTREAM PARTNERS NT 5.875% PVTPL CHRYSLER GROUP LLC SECD SR NT PVTPL CITADEL BROADCASTING SR NT 7.75% PVTPL CROWN AMERS LLC SR NT 6.25%	Corporate bond Corporate bond Corporate bond Corporate bond	100,000 100,000 175,000 100,000	105,250 100,375 175,437 106,750		

PVTPL ENDO PHARMACEUTICALS SR NT 7%	Corporate bond				
PVTPL ENTRAVISION					
COMM SR SECD NT	Corporate				
8.75%	bond	123,402	129,437		
PVTPL ESTERLINE	Corporate				
TECH CORP SR NT 79	%bond	225,000	228,937		
PVTPL EXTERRAN					
HLDGS INC SR NT	Corporate				
7.25%	bond	100,000	100,500		
PVTPL FID NATL					
INFO SVCS SR NT	Corporate				
7.875%	bond	275,000	129,437		
PVTPL FLORIDA					
EAST COAST RY SR	Corporate				
NT 8.125%	bond	125,000	130,625		
PVTPL FMG FIN PTY					
LTD SR SECD NT	Corporate				
10.625%	bond	82,406	383,188		
PVTPL FMG RES AUG Corporate					
2006 PTY SR NT 7%	bond				