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Lloyds Banking Group plc
Form 13F-HR
November 13, 2012

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

FORM 13F

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: 28-Sep-12

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

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

Institutional Investment Manager Filing this Report:

Name: Lloyds Banking Group plc

Address: The Mound

Edinburgh EH1 1YZ

Scotland

United Kingdom

Form 13F File Number: 001-15246

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

Person Signing this Report on Behalf of Reporting Manager:

Name: Mr A Kellett

Title: Share Disclosure Team

Phone: (+44) 113 235 7729

Signature, Place, and Date of Signing:

/s/ A Kellett

[Signature] [City, State] 13-Nov-12
----- [Date]

Report Type (Check only one.):

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

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

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

FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 3

Form 13F Information Table Entry Total: 631

Form 13F Information Table Value Total: \$9,436,217

(thousands)

List of Other Included Managers:

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

FORM 13F INFORMATION TABLE FOR LLOYDS BANKING GROUP PLC EXCHANGE RATE 2

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE US\$ 000's	NO. OF SHARES	SH/PRN	INVESTMENT DISCRETION
AFLAC INC	COM	001055102	5,421	113,225	SH	DEFINED
AGL RES INC	COM	001204106	19,605	479,243	SH	DEFINED
ABBOTT LABS	COM	002824100	47,675	695,384	SH	DEFINED
ABERCROMBIE & FITCH CO	CL A	002896207	332	9,801	SH	DEFINED
ADVANCED MICRO DEVICES INC	COM	007903107	312	92,699	SH	DEFINED
AGNICO EAGLE MINES LTD	COM	008474108	105	2,037	SH	DEFINED
AIR PRODS & CHEMS INC	COM	009158106	31,455	380,356	SH	DEFINED
AIRGAS INC	COM	009363102	103,051	1,252,139	SH	DEFINED
ALCOA INC	COM	013817101	1,317	148,915	SH	DEFINED
ALEXION PHARMACEUTICALS INC	COM	015351109	3,410	29,812	SH	DEFINED
ALLERGAN INC	COM	018490102	4,241	46,317	SH	DEFINED
ALLSTATE CORP	COM	020002101	26,195	661,335	SH	DEFINED
ALTERA CORP	COM	021441100	103	3,052	SH	DEFINED
AMAZON COM INC	COM	023135106	36,400	143,130	SH	DEFINED
AMEREN CORP	COM	023608102	1,736	53,160	SH	DEFINED
AMERICAN ELEC PWR INC	COM	025537101	5,804	132,101	SH	DEFINED
AMERICAN EXPRESS CO	COM	025816109	140,974	2,479,333	SH	DEFINED
AMERICAN INTL GROUP INC	COM NEW	026874784	6,393	194,979	SH	DEFINED

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AMGEN INC	COM	031162100	35,529	421,360	SH	DEFINED
AMGEN INC	COM	031162100	457	5,422	SH	DEFINED
AMGEN INC	COM	031162100	2,955	35,058	SH	DEFINED
AMPHENOL CORP NEW	CL A	032095101	476	8,093	SH	DEFINED
ANADARKO PETE CORP	COM	032511107	21,291	304,514	SH	DEFINED
ANALOG DEVICES INC	COM	032654105	1,069	27,278	SH	DEFINED
APACHE CORP	COM	037411105	50,235	580,953	SH	DEFINED
APOLLO GROUP INC	CL A	037604105	836	28,782	SH	DEFINED
APPLE INC	COM	037833100	425,751	638,060	SH	DEFINED
APPLE INC	COM	037833100	524	786	SH	DEFINED
APPLE INC	COM	037833100	3,536	5,301	SH	DEFINED
APPLIED MATLS INC	COM	038222105	23,451	2,100,452	SH	DEFINED
ARCHER DANIELS MIDLAND CO	COM	039483102	24,728	909,791	SH	DEFINED
ASHLAND INC NEW	COM	044209104	92,358	1,289,920	SH	DEFINED
AUTODESK INC	COM	052769106	32	964	SH	DEFINED
AUTOMATIC DATA PROCESSING IN	COM	053015103	3,109	53,016	SH	DEFINED
AUTOZONE INC	COM	053332102	482	1,305	SH	DEFINED
AVERY DENNISON CORP	COM	053611109	714	22,466	SH	DEFINED
AVON PRODS INC	COM	054303102	422	26,491	SH	DEFINED
BB&T CORP	COM	054937107	5,797	174,835	SH	DEFINED
BMC SOFTWARE INC	COM	055921100	177	4,287	SH	DEFINED
BAIDU INC	SPON ADR REP A	056752108	5,534	47,374	SH	DEFINED
BAKER HUGHES INC	COM	057224107	23,142	511,658	SH	DEFINED
BALL CORP	COM	058498106	309	7,321	SH	DEFINED
BANK OF AMERICA CORPORATION	COM	060505104	48,478	5,490,252	SH	DEFINED
BANK OF NEW YORK MELLON CORP	COM	064058100	30,722	1,358,208	SH	DEFINED
BANK OF NEW YORK MELLON CORP	COM	064058100	38	1,713	SH	DEFINED
BARD C R INC	COM	067383109	30	295	SH	DEFINED
BARRICK GOLD CORP	COM	067901108	111	2,682	SH	DEFINED
BAXTER INTL INC COM USD1	COM	071813109	3,073	51,002	SH	DEFINED
BEAM INC	COM	073730103	1,817	31,590	SH	DEFINED
BECTON DICKINSON & CO	COM	075887109	7,098	90,357	SH	DEFINED
BED BATH & BEYOND INC	COM	075896100	2,732	43,372	SH	DEFINED
BEMIS INC	COM	081437105	554	17,605	SH	DEFINED
BERKSHIRE HATHAWAY INC DEL	CL B NEW	084670702	79,130	897,173	SH	DEFINED
BEST BUY INC	COM	086516101	1,032	60,062	SH	DEFINED
BIG LOTS INC	COM	089302103	272	9,201	SH	DEFINED
BLOCK H & R INC	COM	093671105	552	31,901	SH	DEFINED
BOEING CO	COM	097023105	25,083	360,296	SH	DEFINED
BORGWARNER INC	COM	099724106	569	8,234	SH	DEFINED
BOSTON SCIENTIFIC CORP	COM	101137107	2,020	351,980	SH	DEFINED
BRISTOL MYERS SQUIBB CO	COM	110122108	35,735	1,058,837	SH	DEFINED
BROADCOM CORP	CL A	111320107	2,626	75,947	SH	DEFINED
BROWN FORMAN CORP	CL B	115637209	725	11,121	SH	DEFINED
BRUNSWICK CORP	COM	117043109	7,012	309,897	SH	DEFINED
CBS CORP NEW	CL B	124857202	8,707	239,676	SH	DEFINED
CF INDS HLDGS INC	COM	125269100	5,720	25,739	SH	DEFINED
CIGNA CORPORATION	COM	125509109	1,870	39,645	SH	DEFINED
CMS ENERGY CORP	COM	125896100	15,267	648,287	SH	DEFINED
CSX CORP	COM	126408103	21,976	1,059,119	SH	DEFINED
CVS CAREMARK CORPORATION	COM	126650100	52,086	1,075,729	SH	DEFINED
CABOT OIL & GAS CORP	COM	127097103	31	694	SH	DEFINED
CAMPBELL SOUP CO	COM	134429109	19,994	574,226	SH	DEFINED
CARMAX INC	COM	143130102	27	967	SH	DEFINED
CARNIVAL CORP	PAIRED CTF	143658300	3,474	95,356	SH	DEFINED
CATERPILLAR INC DEL	COM	149123101	36,458	423,734	SH	DEFINED

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CELGENE CORP	COM	151020104	25,039	327,746	SH	DEFINED
CENTURYLINK INC	COM	156700106	33,252	823,080	SH	DEFINED
CERNER CORP	COM	156782104	142	1,837	SH	DEFINED
CHESAPEAKE ENERGY CORP	COM	165167107	3,084	163,450	SH	DEFINED
CHEVRON CORP NEW	COM	166764100	133,541	1,145,693	SH	DEFINED
CHEVRON CORP NEW	COM	166764100	315	2,708	SH	DEFINED
CHEVRON CORP NEW	COM	166764100	2,051	17,600	SH	DEFINED
CHIPOTLE MEXICAN GRILL INC	COM	169656105	180	567	SH	DEFINED
CHUBB CORP	COM	171232101	3,379	44,309	SH	DEFINED
CINCINNATI FINL CORP	COM	172062101	24,679	651,340	SH	DEFINED
CINTAS CORP	COM	172908105	721	17,414	SH	DEFINED
CITIGROUP INC	COM	172967424	52,399	1,601,463	SH	DEFINED
CITRIX SYS INC	COM	177376100	19,299	252,051	SH	DEFINED
CLARCOR INC	COM	179895107	8,093	181,339	SH	DEFINED
CLOROX CO DEL	COM	189054109	106	1,482	SH	DEFINED
COACH INC	COM	189754104	646	11,539	SH	DEFINED
COCA COLA CO	COM	191216100	91,742	2,418,735	SH	DEFINED
COGNIZANT TECHNOLOGY SOLUTIO	CL A	192446102	82	1,184	SH	DEFINED
COLGATE PALMOLIVE CO	COM	194162103	22,004	205,229	SH	DEFINED
COLGATE PALMOLIVE CO	COM	194162103	64	600	SH	DEFINED
COMERICA INC	COM	200340107	870	28,035	SH	DEFINED
COMPANIA DE MINAS BUENAVENTU	SPONSORED ADR	204448104	1,020	26,200	SH	DEFINED
COMPUTER SCIENCES CORP	COM	205363104	1,085	33,692	SH	DEFINED
CONAGRA FOODS INC	COM	205887102	19,444	704,753	SH	DEFINED
CONCUR TECHNOLOGIES INC	COM	206708109	20,668	280,323	SH	DEFINED
CONSOLIDATED EDISON INC	COM	209115104	1,629	27,200	SH	DEFINED
CORNING INC	COM	219350105	24,704	1,878,685	SH	DEFINED
COVENTRY HEALTH CARE INC	COM	222862104	1,173	28,137	SH	DEFINED
CROWN CASTLE INTL CORP	COM	228227104	2,194	34,243	SH	DEFINED
CUMMINS INC	COM	231021106	21,140	229,267	SH	DEFINED
DTE ENERGY CO	COM	233331107	3,229	53,886	SH	DEFINED
DANAHER CORP D	COM	235851102	95,993	1,740,582	SH	DEFINED
DARDEN RESTAURANTS INC	COM	237194105	667	11,969	SH	DEFINED
DEAN FOODS CO NEW	COM	242370104	105	6,479	SH	DEFINED
DEERE & CO	COM	244199105	32,583	395,004	SH	DEFINED
DEERE & CO	COM	244199105	421	5,111	SH	DEFINED
DEERE & CO	COM	244199105	2,846	34,528	SH	DEFINED
DENBURY RES INC	COM NEW	247916208	988	61,179	SH	DEFINED
DENTSPLY INTL INC NEW	COM	249030107	571	14,975	SH	DEFINED
DEVRY INC DEL	COM	251893103	188	8,300	SH	DEFINED
DICE HLDGS INC	COM	253017107	35	4,210	SH	DEFINED
DISNEY WALT CO	COM DISNEY	254687106	60,682	1,160,722	SH	DEFINED
DISCOVER FINL SVCS	COM	254709108	4,891	123,116	SH	DEFINED
DOLLAR TREE INC	COM	256746108	1,746	36,184	SH	DEFINED
DONNELLEY R R & SONS CO	COM	257867101	429	40,500	SH	DEFINED
DOVER CORP	COM	260003108	2,264	38,067	SH	DEFINED
DOW CHEM CO	COM	260543103	23,342	806,037	SH	DEFINED
DRIL-QUIP INC	COM	262037104	754	10,494	SH	DEFINED
DU PONT E I DE NEMOURS & CO	COM	263534109	5,053	100,528	SH	DEFINED
E M C CORP MASS	COM	268648102	128,948	4,728,585	SH	DEFINED
E M C CORP MASS	COM	268648102	557	20,447	SH	DEFINED
E M C CORP MASS	COM	268648102	3,820	140,074	SH	DEFINED
E TRADE FINANCIAL CORP	COM NEW	269246401	291	33,123	SH	DEFINED
EASTMAN CHEM CO	COM	277432100	1,693	29,700	SH	DEFINED
EATON CORP	COM	278058102	23,877	505,246	SH	DEFINED
EBAY INC	COM	278642103	11,507	237,708	SH	DEFINED

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ECOPETROL S A	COM	278865100	40,791	629,400	SH	DEFINED
ECOPETROL S A	SPONSORED ADS	279158109	12,345	209,500	SH	DEFINED
EDISON INTL	COM	281020107	139	3,054	SH	DEFINED
ELECTRONIC ARTS INC	COM	285512109	33	2,611	SH	DEFINED
EMERSON ELEC CO	COM	291011104	17,924	371,340	SH	DEFINED
EQUIFAX INC	COM	294429105	902	19,380	SH	DEFINED
EXPEDITORS INTL WASH INC	COM	302130109	567	15,606	SH	DEFINED
FLIR SYS INC	COM	302445101	126	6,337	SH	DEFINED
F M C CORP	COM NEW	302491303	105	1,908	SH	DEFINED
FAMILY DLR STORES INC	COM	307000109	10,074	151,949	SH	DEFINED
FASTENAL CO	COM	311900104	568	13,218	SH	DEFINED
FEDERATED INVS INC PA	CL B	314211103	208	10,093	SH	DEFINED
F5 NETWORKS INC	COM	315616102	145	1,386	SH	DEFINED
FIFTH THIRD BANCORP	COM	316773100	3,300	212,830	SH	DEFINED
FIRST HORIZON NATL CORP	COM	320517105	336	34,931	SH	DEFINED
FIRST SOLAR INC	COM	336433107	91	4,143	SH	DEFINED
FISERV INC	COM	337738108	29,048	392,392	SH	DEFINED
FIRSTENERGY CORP	COM	337932107	3,184	72,208	SH	DEFINED
FLUOR CORP NEW	COM	343412102	710	12,627	SH	DEFINED
FOMENTO ECONOMICO MEXICANO S	SPON ADR UNITS	344419106	2,316	25,185	SH	DEFINED
FORD MTR CO DEL	COM PAR \$0.01	345370860	23,003	2,333,017	SH	DEFINED
FOREST LABS INC	COM	345838106	22,996	645,776	SH	DEFINED
FOSSIL INC	COM	349882100	690	8,154	SH	DEFINED
FRANKLIN RES INC	COM	354613101	20,066	160,445	SH	DEFINED
G & K SVCS INC	CL A	361268105	800	25,564	SH	DEFINED
GANNETT INC	COM	364730101	835	47,051	SH	DEFINED
GAP INC DEL	COM	364760108	1,088	30,423	SH	DEFINED
GENERAC HLDGS INC	COM	368736104	552	24,134	SH	DEFINED
GENERAL DYNAMICS CORP	COM	369550108	27,797	420,410	SH	DEFINED
GENERAL ELECTRIC CO	COM	369604103	138,063	6,079,410	SH	DEFINED
GENERAL MLS INC	COM	370334104	2,345	58,856	SH	DEFINED
GENUINE PARTS CO	COM	372460105	3,291	53,928	SH	DEFINED
GILEAD SCIENCES INC	COM	375558103	1,046	15,774	SH	DEFINED
GOLDCORP INC NEW	COM	380956409	74,165	1,617,573	SH	DEFINED
GOODYEAR TIRE & RUBR CO	COM	382550101	221	18,152	SH	DEFINED
GRAINGER W W INC	COM	384802104	69,548	333,776	SH	DEFINED
HALLIBURTON CO	COM	406216101	5,043	149,700	SH	DEFINED
HARLEY DAVIDSON INC	COM	412822108	113,596	2,681,063	SH	DEFINED
HARMAN INTL INDS INC	COM	413086109	565	12,252	SH	DEFINED
HARRIS CORP DEL	COM	413875105	1,200	23,442	SH	DEFINED
HARTFORD FINL SVCS GROUP INC	COM	416515104	2,351	120,969	SH	DEFINED
HASBRO INC	COM	418056107	417	10,951	SH	DEFINED
HEICO CORP NEW	COM	422806109	677	17,508	SH	DEFINED
HEINZ H J CO	COM	423074103	2,047	36,600	SH	DEFINED
HELMERICH & PAYNE INC	COM	423452101	800	16,822	SH	DEFINED
HERSHEY CO	COM	427866108	1,199	16,917	SH	DEFINED
HEWLETT PACKARD CO	COM	428236103	24,747	1,450,596	SH	DEFINED
HEXCEL CORP NEW	COM	428291108	77,044	3,207,502	SH	DEFINED
HOME DEPOT INC	COM	437076102	61,247	1,014,540	SH	DEFINED
HONEYWELL INTL INC	COM	438516106	5,427	90,831	SH	DEFINED
HONEYWELL INTL INC	COM	438516106	89	1,492	SH	DEFINED
HORMEL FOODS CORP	COM	440452100	864	29,552	SH	DEFINED
HOSPIRA INC	COM	441060100	331	10,100	SH	DEFINED
HUDSON CITY BANCORP	COM	443683107	570	71,650	SH	DEFINED
HUMANA INC	COM	444859102	3,157	45,005	SH	DEFINED
HUNT J B TRANS SVCS INC	COM	445658107	9,526	183,053	SH	DEFINED
HUNTINGTON BANCSHARES INC	COM	446150104	932	135,172	SH	DEFINED
ILLINOIS TOOL WKS INC	COM	452308109	4,757	80,004	SH	DEFINED
ILLINOIS TOOL WKS INC	COM	452308109	305	5,131	SH	DEFINED
ILLINOIS TOOL WKS INC	COM	452308109	2,080	34,992	SH	DEFINED
INFOSYS LTD	SPONSORED ADR	456788108	9,285	191,294	SH	DEFINED
INTEL CORP	COM	458140100	63,943	2,819,357	SH	DEFINED

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INTERNATIONAL BUSINESS MACHS	COM	459200101	128,739	620,579	SH	DEFINED
INTERNATIONAL BUSINESS MACHS	COM	459200101	109	530	SH	DEFINED
INTERNATIONAL FLAVORS&FRAGRA	COM	459506101	430	7,222	SH	DEFINED
INTERNATIONAL GAME TECHNOLOG	COM	459902102	749	57,249	SH	DEFINED
INTL PAPER CO	COM	460146103	3,697	101,796	SH	DEFINED
INTERPUBLIC GROUP COS INC	COM	460690100	72,870	6,553,122	SH	DEFINED
INTUIT	COM	461202103	1,826	31,024	SH	DEFINED
IRON MTN INC	COM	462846106	162	4,766	SH	DEFINED
ISHARES INC	MSCI UTD KINGD	464286699	2,971	170,891	SH	DEFINED
ISHARES INC	MSCI UTD KINGD	464286699	198	11,389	SH	DEFINED
ISHARES INC	MSCI JAPAN	464286848	2,055	224,330	SH	DEFINED
ISHARES INC	MSCI JAPAN	464286848	154	16,829	SH	DEFINED
ISHARES TR	S&P NA SOFTWR	464287515	233	3,663	SH	DEFINED
ISHARES TR	S&P NA SOFTWR	464287515	1,572	24,708	SH	DEFINED
ISHARES TR	S&P GLB100INDX	464287572	122	1,970	SH	DEFINED
ISHARES TR	S&P EURO PLUS	464287861	56	1,562	SH	DEFINED
ISHARES TR	S&P ASIA 50 IN	464288430	1,320	29,723	SH	DEFINED
ISHARES TR	S&P ASIA 50 IN	464288430	118	2,667	SH	DEFINED
ISHARES TR	MSCI KLD400 SOC	464288570	66	1,280	SH	DEFINED
ISHARES TR	DJ OIL EQUIP	464288844	153	2,956	SH	DEFINED
ISHARES TR	DJ OIL EQUIP	464288844	1,108	21,314	SH	DEFINED
ISHARES TR	10+YR GOVT/CR	464289479	473	7,325	SH	DEFINED
ISHARES TR	10+YR GOVT/CR	464289479	150	2,326	SH	DEFINED
JABIL CIRCUIT INC	COM	466313103	800	42,765	SH	DEFINED
JACOBS ENGR GROUP INC DEL	COM	469814107	693	17,162	SH	DEFINED
JOHNSON & JOHNSON	COM	478160104	83,911	1,217,700	SH	DEFINED
JOHNSON CTLS INC	COM	478366107	3,699	135,003	SH	DEFINED
JOY GLOBAL INC	COM	481165108	672	11,998	SH	DEFINED
KLA-TENCOR CORP	COM	482480100	21,237	445,189	SH	DEFINED
KELLOGG CO	COM	487836108	55	1,076	SH	DEFINED
KEYCORP NEW	COM	493267108	2,459	281,378	SH	DEFINED
KIMBERLY CLARK CORP	COM	494368103	16,960	197,721	SH	DEFINED
KOHL'S CORP	COM	500255104	2,647	51,684	SH	DEFINED
KROGER CO	COM	501044101	2,306	97,975	SH	DEFINED
LKQ CORP	COM	501889208	82,175	4,441,942	SH	DEFINED
LSI CORPORATION	COM	502161102	188	27,345	SH	DEFINED
L-3 COMMUNICATIONS HLDGS INC	COM	502424104	2,123	29,609	SH	DEFINED
LAM RESEARCH CORP	COM	512807108	530	16,687	SH	DEFINED
LAUDER ESTEE COS INC	CL A	518439104	2,719	44,162	SH	DEFINED
LAUDER ESTEE COS INC	CL A	518439104	221	3,593	SH	DEFINED
LAUDER ESTEE COS INC	CL A	518439104	1,553	25,241	SH	DEFINED
LEGGETT & PLATT INC	COM	524660107	395	15,790	SH	DEFINED
LEGG MASON INC	COM	524901105	483	19,585	SH	DEFINED
LENNAR CORP	CL A	526057104	588	16,921	SH	DEFINED
LEUCADIA NATL CORP	COM	527288104	537	23,643	SH	DEFINED
LEXMARK INTL NEW	CL A	529771107	575	25,852	SH	DEFINED
LILLY ELI & CO	COM	532457108	4,622	97,500	SH	DEFINED
LIMITED BRANDS INC	COM	532716107	1,317	26,748	SH	DEFINED
LINCOLN NATL CORP IND	COM	534187109	1,106	45,749	SH	DEFINED
LINEAR TECHNOLOGY CORP	COM	535678106	24,993	784,714	SH	DEFINED
LITHIA MTRS INC	CL A	536797103	485	14,586	SH	DEFINED
LOCKHEED MARTIN CORP	COM	539830109	3,261	34,926	SH	DEFINED
LOEWS CORP	COM	540424108	1,956	47,407	SH	DEFINED
LORILLARD INC	COM	544147101	21,827	187,441	SH	DEFINED
LOWES COS INC	COM	548661107	28,683	948,516	SH	DEFINED
MSC INDL DIRECT INC	CL A	553530106	19,581	290,270	SH	DEFINED

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MARATHON OIL CORP	COM	565849106	27,812	940,576	SH	DEFINED
MARATHON OIL CORP	COM	565849106	135	4,585	SH	DEFINED
MARLIN BUSINESS SVCS CORP	COM	571157106	1,535	72,411	SH	DEFINED
MARSH & MCLENNAN COS INC	COM	571748102	23,788	701,097	SH	DEFINED
MARRIOTT INTL INC NEW	CL A	571903202	132	3,381	SH	DEFINED
MARTIN MARIETTA MATLS INC	COM	573284106	229	2,768	SH	DEFINED
MASCO CORP	COM	574599106	984	65,407	SH	DEFINED
MATTEL INC	COM	577081102	29,553	832,954	SH	DEFINED
MCCORMICK & CO INC	COM NON VTG	579780206	761	12,281	SH	DEFINED
MCDONALDS CORP	COM	580135101	49,448	538,944	SH	DEFINED
MCDONALDS CORP	COM	580135101	183	2,000	SH	DEFINED
MCGRAW HILL COS INC	COM	580645109	25,712	471,016	SH	DEFINED
MEAD JOHNSON NUTRITION CO	COM	582839106	73,075	997,203	SH	DEFINED
MEADWESTVACO CORP	COM	583334107	1,137	37,181	SH	DEFINED
MEDASSETS INC	COM	584045108	1,258	70,695	SH	DEFINED
MEDTRONIC INC	COM	585055106	33,559	778,285	SH	DEFINED
METROPCS COMMUNICATIONS INC	COM	591708102	289	24,684	SH	DEFINED
MICROSOFT CORP	COM	594918104	127,275	4,273,874	SH	DEFINED
MICROCHIP TECHNOLOGY INC	COM	595017104	586	17,928	SH	DEFINED
MICRON TECHNOLOGY INC	COM	595112103	225	37,748	SH	DEFINED
MOBILE TELESYSTEMS OJSC	SPONSORED ADR	607409109	9,773	557,850	SH	DEFINED
MOHAWK INDS INC	COM	608190104	69,515	868,728	SH	DEFINED
MOLEX INC	COM	608554101	783	29,831	SH	DEFINED
MONSTER BEVERAGE CORP	COM	611740101	1,479	27,312	SH	DEFINED
MOODYS CORP	COM	615369105	234	5,309	SH	DEFINED
MORGAN STANLEY	COM NEW	617446448	25,018	1,494,533	SH	DEFINED
MOTOROLA SOLUTIONS INC	COM NEW	620076307	23,804	470,908	SH	DEFINED
MURPHY OIL CORP	COM	626717102	4,092	76,216	SH	DEFINED
MYLAN INC	COM	628530107	1,035	42,423	SH	DEFINED
NRG ENERGY INC	COM NEW	629377508	995	46,529	SH	DEFINED
NYSE EURONEXT	COM	629491101	1,003	40,700	SH	DEFINED
NASDAQ OMX GROUP INC	COM	631103108	569	24,466	SH	DEFINED
NATIONAL OILWELL VARCO INC	COM	637071101	26,052	325,204	SH	DEFINED
NATIONAL OILWELL VARCO INC	COM	637071101	16	212	SH	DEFINED
NEWELL RUBBERMAID INC	COM	651229106	1,949	102,141	SH	DEFINED
NEWFIELD EXPL CO	COM	651290108	506	16,176	SH	DEFINED
NEWMONT MINING CORP	COM	651639106	5,374	95,957	SH	DEFINED
NIKE INC	CL B	654106103	5,815	61,271	SH	DEFINED
NOBLE ENERGY INC	COM	655044105	773	8,340	SH	DEFINED
NORDSTROM INC	COM	655664100	411	7,465	SH	DEFINED
NORFOLK SOUTHERN CORP	COM	655844108	5,440	85,499	SH	DEFINED
NORTHEAST UTILS	COM	664397106	27,879	729,250	SH	DEFINED
NORTHERN TR CORP	COM	665859104	1,180	25,429	SH	DEFINED
NORTHROP GRUMMAN CORP	COM	666807102	4,590	69,102	SH	DEFINED
NUCOR CORP	COM	670346105	18,673	488,066	SH	DEFINED
OCCIDENTAL PETE CORP DEL	COM	674599105	148,827	1,729,343	SH	DEFINED
OMNICOM GROUP INC	COM	681919106	3,876	75,182	SH	DEFINED
ONEOK INC NEW	COM	682680103	26,364	545,727	SH	DEFINED
OWENS ILL INC	COM NEW	690768403	13	700	SH	DEFINED
PNC FINL SVCS GROUP INC	COM	693475105	27,028	428,346	SH	DEFINED
PPG INDS INC	COM	693506107	28,171	245,311	SH	DEFINED
PACCAR INC	COM	693718108	2,211	55,256	SH	DEFINED
PALL CORP	COM	696429307	1,704	26,843	SH	DEFINED
PARKER HANNIFIN CORP	COM	701094104	2,505	29,972	SH	DEFINED
PATTERSON COMPANIES INC	COM	703395103	375	10,966	SH	DEFINED
PAYCHEX INC	COM	704326107	1,175	35,318	SH	DEFINED

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PEABODY ENERGY CORP	COM	704549104	816	36,645	SH	DEFINED
PENNEY J C INC	COM	708160106	291	11,985	SH	DEFINED
PEOPLES UNITED FINANCIAL INC	COM	712704105	1,077	88,773	SH	DEFINED
PEPCO HOLDINGS INC	COM	713291102	970	51,339	SH	DEFINED
PEPSICO INC	COM	713448108	47,496	671,136	SH	DEFINED
PEPSICO INC	COM	713448108	455	6,432	SH	DEFINED
PEPSICO INC	COM	713448108	3,158	44,649	SH	DEFINED
PERKINELMER INC	COM	714046109	664	22,534	SH	DEFINED
PERRIGO CO	COM	714290103	2,145	18,471	SH	DEFINED
PFIZER INC	COM	717081103	198,559	7,990,323	SH	DEFINED
PFIZER INC	COM	717081103	547	22,038	SH	DEFINED
PFIZER INC	COM	717081103	3,746	150,810	SH	DEFINED
PHILIP MORRIS INTL INC	COM	718172109	66,121	735,173	SH	DEFINED
PHILIP MORRIS INTL INC	COM	718172109	278	3,100	SH	DEFINED
PHILLIPS 66	COM	718546104	17,609	379,771	SH	DEFINED
PINNACLE WEST CAP CORP	COM	723484101	1,617	30,627	SH	DEFINED
PIONEER NAT RES CO	COM	723787107	1,991	19,074	SH	DEFINED
PITNEY BOWES INC	COM	724479100	264	19,122	SH	DEFINED
PRECISION CASTPARTS CORP	COM	740189105	18,235	111,642	SH	DEFINED
PRICELINE COM INC	COM NEW	741503403	23,848	38,545	SH	DEFINED
PROCTER & GAMBLE CO	COM	742718109	82,661	1,191,777	SH	DEFINED
PROGRESSIVE CORP OHIO	COM	743315103	1,957	94,381	SH	DEFINED
PRUDENTIAL FINL INC	COM	744320102	6,235	114,400	SH	DEFINED
PUBLIC SVC ENTERPRISE GROUP	COM	744573106	3,239	100,653	SH	DEFINED
PULTE GROUP INC	COM	745867101	811	52,381	SH	DEFINED
QUAD / GRAPHICS INC	COM CL A	747301109	3	207	SH	DEFINED

QUALCOMM INC	COM	747525103	79,843	1,277,707	SH	DEFINED
QUALCOMM INC	COM	747525103	431	6,912	SH	DEFINED
QUALCOMM INC	COM	747525103	3,292	52,716	SH	DEFINED
QUESTAR CORP	COM	748356102	147	7,261	SH	DEFINED
RALPH LAUREN CORP	CL A	751212101	15,611	103,227	SH	DEFINED
RAYONIER INC	COM	754907103	74,985	1,529,998	SH	DEFINED
RAYTHEON CO	COM NEW	755111507	5,334	93,320	SH	DEFINED
RED HAT INC	COM	756577102	508	8,931	SH	DEFINED
RENREN INC	SPONSORED ADR	759892102	47	11,814	SH	DEFINED
REPUBLIC SVCS INC	COM	760759100	16,119	585,938	SH	DEFINED
REYNOLDS AMERICAN INC	COM	761713106	3,371	77,803	SH	DEFINED
ROBERT HALF INTL INC	COM	770323103	756	28,402	SH	DEFINED
ROCKWELL AUTOMATION INC	COM	773903109	1,557	22,398	SH	DEFINED
ROCKWELL COLLINS INC	COM	774341101	737	13,758	SH	DEFINED
ROPER INDS INC NEW	COM	776696106	2,096	19,079	SH	DEFINED
ROSS STORES INC	COM	778296103	2,282	35,331	SH	DEFINED
RYANAIR HLDGS PLC	SPONSORED ADR	783513104	7,991	247,800	SH	DEFINED
RYDER SYS INC	COM	783549108	241	6,184	SH	DEFINED
SAFEWAY INC	COM NEW	786514208	949	59,013	SH	DEFINED
ST JUDE MED INC	COM	790849103	2,093	49,683	SH	DEFINED
SCHLUMBERGER LTD	COM	806857108	45,905	634,666	SH	DEFINED
SCHLUMBERGER LTD	COM	806857108	50	700	SH	DEFINED
SCHWAB CHARLES CORP NEW	COM	808513105	1,047	81,883	SH	DEFINED
SCRIPPS NETWORKS INTERACT IN	CL A COM	811065101	239	3,912	SH	DEFINED
SEMPRA ENERGY	COM	816851109	3,135	48,621	SH	DEFINED
SHERWIN WILLIAMS CO	COM	824348106	128	861	SH	DEFINED
SIGMA ALDRICH CORP	COM	826552101	1,730	24,040	SH	DEFINED
SMUCKER J M CO	COM NEW	832696405	21,720	251,601	SH	DEFINED
SNAP ON INC	COM	833034101	1,505	20,942	SH	DEFINED
SOUTHERN CO	COM	842587107	4,313	93,584	SH	DEFINED

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SOUTHWEST AIRLS CO	COM	844741108	1,376	156,962	SH	DEFINED
SOUTHWESTERN ENERGY CO	COM	845467109	15,684	450,967	SH	DEFINED
SPECTRA ENERGY CORP	COM	847560109	8,976	305,725	SH	DEFINED
SPRINT NEXTEL CORP	COM SER 1	852061100	1,030	186,702	SH	DEFINED
STANLEY BLACK & DECKER INC	COM	854502101	51,661	677,524	SH	DEFINED
STAPLES INC	COM	855030102	3,332	289,263	SH	DEFINED
STARBUCKS CORP	COM	855244109	10,337	203,692	SH	DEFINED
STARBUCKS CORP	COM	855244109	292	5,764	SH	DEFINED
STARBUCKS CORP	COM	855244109	2,001	39,465	SH	DEFINED
STATE STR CORP	COM	857477103	3,377	80,485	SH	DEFINED
STERICYCLE INC	COM	858912108	26	294	SH	DEFINED
STRYKER CORP	COM	863667101	21,979	394,880	SH	DEFINED
SUNTRUST BKS INC	COM	867914103	3,000	106,133	SH	DEFINED
SYMANTEC CORP	COM	871503108	3,565	198,104	SH	DEFINED
SYSCO CORP	COM	871829107	19,250	615,616	SH	DEFINED
TECO ENERGY INC	COM	872375100	565	31,899	SH	DEFINED
TJX COS INC NEW	COM	872540109	9,130	203,845	SH	DEFINED
TERADYNE INC	COM	880770102	552	38,828	SH	DEFINED
TESORO CORP	COM	881609101	1,186	28,329	SH	DEFINED
TEXAS INSTRS INC	COM	882508104	18,068	655,859	SH	DEFINED
TEXTRON INC	COM	883203101	26	1,000	SH	DEFINED
THERMO FISHER SCIENTIFIC INC	COM	883556102	43,720	743,175	SH	DEFINED
TIFFANY & CO NEW	COM	886547108	1,404	22,701	SH	DEFINED
TIME WARNER INC	COM NEW	887317303	43,691	963,857	SH	DEFINED
TITANIUM METALS CORP	COM NEW	888339207	38	3,020	SH	DEFINED
TORCHMARK CORP	COM	891027104	1,244	24,239	SH	DEFINED
TOTAL SYS SVCS INC	COM	891906109	886	37,417	SH	DEFINED
TRANSDIGM GROUP INC	COM	893641100	3,887	27,400	SH	DEFINED
TRIPADVISOR INC	COM	896945201	82,746	2,512,791	SH	DEFINED
TYSON FOODS INC	CL A	902494103	1,003	62,618	SH	DEFINED
US BANCORP DEL	COM NEW	902973304	119,433	3,482,021	SH	DEFINED
UNION PAC CORP	COM	907818108	8,386	70,649	SH	DEFINED
UNITED PARCEL SERVICE INC	CL B	911312106	38,428	536,937	SH	DEFINED
UNITED STATES STL CORP NEW	COM	912909108	383	20,136	SH	DEFINED
UNITED TECHNOLOGIES CORP	COM	913017109	36,844	470,615	SH	DEFINED
URBAN OUTFITTERS INC	COM	917047102	156	4,157	SH	DEFINED
V F CORP	COM	918204108	1,274	8,000	SH	DEFINED
VULCAN MATLS CO	COM	929160109	955	20,191	SH	DEFINED
WAL-MART STORES INC	COM	931142103	107,754	1,460,091	SH	DEFINED
WAL-MART STORES INC	COM	931142103	151	2,050	SH	DEFINED
WALGREEN CO	COM	931422109	6,499	178,352	SH	DEFINED
WASHINGTON POST CO	CL B	939640108	159	439	SH	DEFINED
WATERS CORP	COM	941848103	34	411	SH	DEFINED
WATSON PHARMACEUTICALS INC	COM	942683103	1,694	19,893	SH	DEFINED
WELLS FARGO & CO NEW	COM	949746101	231,347	6,699,896	SH	DEFINED
WESTERN DIGITAL CORP	COM	958102105	2,527	65,260	SH	DEFINED
WESTERN UN CO	COM	959802109	1,246	68,406	SH	DEFINED
WEYERHAEUSER CO	COM	962166104	372	14,247	SH	DEFINED
WHIRLPOOL CORP	COM	963320106	886	10,691	SH	DEFINED
WHOLE FOODS MKT INC	COM	966837106	24,937	256,032	SH	DEFINED
WILLIAMS COS INC DEL	COM	969457100	2,247	64,269	SH	DEFINED
WISCONSIN ENERGY CORP	COM	976657106	1,726	45,828	SH	DEFINED
WYNN RESORTS LTD	COM	983134107	227	1,970	SH	DEFINED
XILINX INC	COM	983919101	811	24,297	SH	DEFINED
XEROX CORP	COM	984121103	2,719	370,461	SH	DEFINED
YAHOO INC	COM	984332106	3,302	206,704	SH	DEFINED

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YUM BRANDS INC	COM	988498101	7,547	113,772	SH	DEFINED
ZIONS BANCORPORATION	COM	989701107	520	25,182	SH	DEFINED
QUANTA SVCS INC	COM	74762E102	1,053	42,668	SH	DEFINED
VERISIGN INC	COM	92343E102	104	2,149	SH	DEFINED
AMERISOURCEBERGEN CORP	COM	03073E105	914	23,637	SH	DEFINED
NEWS CORP	CL A	65248E104	34,304	1,398,452	SH	DEFINED
SALLY BEAUTY HLDGS INC	COM	79546E104	41,901	1,670,057	SH	DEFINED
QUANTA SVCS INC	COM	74762E106	93	3,771	SH	DEFINED
QUANTA SVCS INC	COM	74762E106	440	17,823	SH	DEFINED
TARGET CORP	COM	87612E106	26,368	415,448	SH	DEFINED
EDWARDS LIFESCIENCES CORP	COM	28176E108	157	1,465	SH	DEFINED
DR PEPPER SNAPPLE GROUP INC	COM	26138E109	1,006	22,606	SH	DEFINED
TRAVELERS COMPANIES INC	COM	89417E109	38,462	563,476	SH	DEFINED
VALE S A	ADR REPSTG PFD	91912E204	36,515	2,103,400	SH	DEFINED
AES CORP	COM	00130H105	17,122	1,560,859	SH	DEFINED
AT&T INC	COM	00206R102	116,076	3,078,962	SH	DEFINED
ACTUANT CORP	CL A NEW	00508X203	604	21,111	SH	DEFINED
ADOBE SYS INC	COM	00724F101	4,382	135,017	SH	DEFINED
AETNA INC NEW	COM	00817Y108	17,868	451,215	SH	DEFINED
AGILENT TECHNOLOGIES INC	COM	00846U101	3,660	95,198	SH	DEFINED
AKAMAI TECHNOLOGIES INC	COM	00971T101	1,062	27,780	SH	DEFINED
ALLEGHENY TECHNOLOGIES INC	COM	01741R102	683	21,423	SH	DEFINED
ALPHA NATURAL RESOURCES INC	COM	02076X102	39	5,973	SH	DEFINED
ALTRIA GROUP INC	COM	02209S103	93,146	2,789,663	SH	DEFINED
ALTRIA GROUP INC	COM	02209S103	103	3,100	SH	DEFINED
AMERICA MOVIL SAB DE CV	SPON ADR L SHS	02364W105	38,651	1,519,304	SH	DEFINED
AMERICAN PUBLIC EDUCATION IN	COM	02913V103	497	13,664	SH	DEFINED
AMERICAN TOWER CORP NEW	COM	03027X100	28,037	392,737	SH	DEFINED
AMERIPRISE FINL INC	COM	03076C106	1,943	34,286	SH	DEFINED
ANSYS INC	COM	03662Q105	72,742	991,039	SH	DEFINED
ASSURANT INC	COM	04621X108	1,177	31,580	SH	DEFINED
AUTONATION INC	COM	05329W102	239	5,495	SH	DEFINED
BANCO SANTANDER CHILE NEW	SP ADR REP COM	05965X109	806	11,009	SH	DEFINED
BANCOLOMBIA S A	SPON ADR PREF	05968L102	1,235	20,700	SH	DEFINED
BIOGEN IDEC INC	COM	09062X103	2,624	17,588	SH	DEFINED
BLACKROCK INC	COM	09247X101	4,925	27,624	SH	DEFINED
CBRE GROUP INC	CL A	12504L109	211	11,469	SH	DEFINED
C H ROBINSON WORLDWIDE INC	COM NEW	12541W209	650	11,116	SH	DEFINED
CME GROUP INC	COM	12572Q105	3,892	67,934	SH	DEFINED
CA INC	COM	12673P105	3,699	143,605	SH	DEFINED
CABLEVISION SYS CORP	CL A NY CABLVS	12686C109	85	5,391	SH	DEFINED
CAMERON INTERNATIONAL CORP	COM	13342B105	61	1,088	SH	DEFINED
CAPITAL ONE FINL CORP	COM	14040H105	21,969	385,366	SH	DEFINED
CARDINAL HEALTH INC	COM	14149Y108	23,221	595,882	SH	DEFINED
CAREFUSION CORP	COM	14170T101	1,263	44,502	SH	DEFINED
CENTERPOINT ENERGY INC	COM	15189T107	853	40,092	SH	DEFINED
CISCO SYS INC	COM	17275R102	54,145	2,836,323	SH	DEFINED
CISCO SYS INC	COM	17275R102	36	1,900	SH	DEFINED
CLIFFS NATURAL RESOURCES INC	COM	18683K101	1,199	30,666	SH	DEFINED
COCA COLA ENTERPRISES INC NE	COM	19122T109	1,894	60,592	SH	DEFINED
COMCAST CORP NEW	CL A	20030N101	69,360	1,939,060	SH	DEFINED
CONOCOPHILLIPS	COM	20825C104	34,937	611,004	SH	DEFINED
CONSOL ENERGY INC	COM	20854P109	1,347	44,832	SH	DEFINED
CONSTELLATION BRANDS INC	CL A	21036P108	1,206	37,303	SH	DEFINED
COSTCO WHSL CORP NEW	COM	22160K105	6,683	66,754	SH	DEFINED
COSTAR GROUP INC	COM	22160N109	706	8,662	SH	DEFINED

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DFC GLOBAL CORP	COM	23324T107	900	52,520	SH	DEFINED
D R HORTON INC	COM	23331A109	640	31,015	SH	DEFINED
DAVITA INC	COM	23918K108	274	2,647	SH	DEFINED
DELL INC	COM	24702R101	3,130	317,468	SH	DEFINED
DEMANDWARE INC	COM	24802Y105	935	29,467	SH	DEFINED
DEVON ENERGY CORP NEW	COM	25179M103	5,089	84,130	SH	DEFINED
DIAMOND OFFSHORE DRILLING IN	COM	25271C102	289	4,395	SH	DEFINED
DISCOVERY COMMUNICATNS NEW	COM SER A	25470F104	23,563	395,165	SH	DEFINED
DIRECTV	COM	25490A309	1,006	19,192	SH	DEFINED
DOMINION RES INC VA NEW	COM	25746U109	122	2,310	SH	DEFINED
DUKE ENERGY CORP NEW	COM NEW	26441C204	35,060	541,051	SH	DEFINED
DUN & BRADSTREET CORP DEL NE	CALL	26483E900	420	5,280	SH	DEFINED
EOG RES INC	COM	26875P101	7,107	63,432	SH	DEFINED
EQT CORP	COM	26884L109	777	13,181	SH	DEFINED
ENTERGY CORP NEW	COM	29364G103	2,653	38,295	SH	DEFINED
EXELON CORP	COM	30161N101	8,037	225,902	SH	DEFINED
EXPEDIA INC DEL	COM NEW	30212P303	1,135	19,631	SH	DEFINED
EXPRESS SCRIPTS HLDG CO	COM	30219G108	32,573	519,770	SH	DEFINED
EXXON MOBIL CORP	COM	30231G102	237,776	2,600,069	SH	DEFINED
EXXON MOBIL CORP	COM	30231G102	24	267	SH	DEFINED
FMC TECHNOLOGIES INC	COM	30249U101	19,634	424,075	SH	DEFINED
FEDEX CORP	COM	31428X106	23,478	277,459	SH	DEFINED
FIDELITY NATL INFORMATION SV	COM	31620M106	2,337	74,865	SH	DEFINED
FLOWSERVE CORP	COM	34354P105	46,551	364,424	SH	DEFINED
FORTUNE BRANDS HOME & SEC IN	COM	34964C106	178	6,597	SH	DEFINED
FREEPOR-T-MCMORAN COPPER & GO	COM	35671D857	33,770	853,222	SH	DEFINED
FRESH MKT INC	COM	35804H106	841	14,028	SH	DEFINED
FRONTIER COMMUNICATIONS CORP	COM	35906A108	1,361	277,777	SH	DEFINED
GAMESTOP CORP NEW	CL A	36467W109	923	43,973	SH	DEFINED
GENWORTH FINL INC	COM CL A	37247D106	521	99,734	SH	DEFINED
GOLDMAN SACHS GROUP INC	COM	38141G104	34,139	300,312	SH	DEFINED
GOOGLE INC	CL A	38259P508	82,558	109,422	SH	DEFINED
HCP INC	COM	40414L109	2,757	61,993	SH	DEFINED
HDFC BANK LTD	ADR REPS 3 SHS	40415F101	8,748	232,800	SH	DEFINED
HESS CORP	COM	42809H107	2,218	41,298	SH	DEFINED
ICICI BK LTD	ADR	45104G104	59,482	1,481,882	SH	DEFINED
IDEX CORP	COM	45167R104	759	18,185	SH	DEFINED
INTEGRYS ENERGY GROUP INC	COM	45822P105	452	8,671	SH	DEFINED
INTERCONTINENTALEXCHANGE INC	COM	45865V100	886	6,645	SH	DEFINED
INTUITIVE SURGICAL INC	COM NEW	46120E602	18,105	36,530	SH	DEFINED
JDS UNIPHASE CORP	COM PAR \$0.001	46612J507	383	31,000	SH	DEFINED
JPMORGAN CHASE & CO	COM	46625H100	78,483	1,938,827	SH	DEFINED
JPMORGAN CHASE & CO	COM	46625H100	297	7,353	SH	DEFINED
JPMORGAN CHASE & CO	COM	46625H100	1,855	45,843	SH	DEFINED
JUNIPER NETWORKS INC	COM	48203R104	518	30,278	SH	DEFINED
KINDER MORGAN INC DEL	COM	49456B101	10,011	281,862	SH	DEFINED
KRAFT FOODS INC	CL A	50075N104	37,125	897,835	SH	DEFINED
KRAFT FOODS INC	CL A	50075N104	88	2,145	SH	DEFINED
LABORATORY CORP AMER HLDGS	COM NEW	50540R409	997	10,784	SH	DEFINED
LIFE TECHNOLOGIES CORP	COM	53217V109	1,926	39,409	SH	DEFINED
M & T BK CORP	COM	55261F104	16,933	177,945	SH	DEFINED
MACYS INC	COM	55616P104	3,633	96,578	SH	DEFINED
MACYS INC	COM	55616P104	297	7,913	SH	DEFINED
MACYS INC	COM	55616P104	1,931	51,313	SH	DEFINED
MARATHON PETE CORP	COM	56585A102	6,286	115,154	SH	DEFINED
MARKET VECTORS ETF TR	GOLD MINER ETF	57060U100	88	1,650	SH	DEFINED
MARKET VECTORS ETF TR	GOLD MINER ETF	57060U100	28	522	SH	DEFINED
MASTERCARD INC	CL A	57636Q104	25,417	56,299	SH	DEFINED
MATTRESS FIRM HLDG CORP	COM	57722W106	376	13,377	SH	DEFINED

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MCKESSON CORP	COM	58155Q103	121,902	1,416,971	SH	DEFINED
MERCK & CO INC NEW	COM	58933Y105	83,812	1,858,379	SH	DEFINED
METLIFE INC	COM	59156R108	30,919	897,262	SH	DEFINED
MOLSON COORS BREWING CO	CL B	60871R209	1,552	34,459	SH	DEFINED
MONSANTO CO NEW	COM	61166W101	26,617	292,440	SH	DEFINED
MOSAIC CO NEW	COM	61945C103	875	15,191	SH	DEFINED
NETAPP INC	COM	64110D104	49	1,515	SH	DEFINED
NETFLIX INC	COM	64110L106	10	193	SH	DEFINED
NEXTERA ENERGY INC	COM	65339F101	2,697	38,357	SH	DEFINED
NISOURCE INC	COM	65473P105	522	20,506	SH	DEFINED
NUANCE COMMUNICATIONS INC	COM	67020Y100	686	27,600	SH	DEFINED
NVIDIA CORP	COM	67066G104	983	73,757	SH	DEFINED
O REILLY AUTOMOTIVE INC NEW	COM	67103H107	27,176	325,001	SH	DEFINED
ORACLE CORP	COM	68389X105	70,946	2,252,995	SH	DEFINED
PG&E CORP	COM	69331C108	27,459	643,530	SH	DEFINED
PPL CORP	COM	69351T106	1,557	53,608	SH	DEFINED
PENSKE AUTOMOTIVE GRP INC	COM	70959W103	5,862	194,820	SH	DEFINED
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	46,486	2,106,300	SH	DEFINED
PETROLEO BRASILEIRO SA PETRO	SPONSORED ADR	71654V408	118	5,146	SH	DEFINED
POOL CORPORATION	COM	73278L105	1,200	28,881	SH	DEFINED
PORTFOLIO RECOVERY ASSOCS IN	COM	73640Q105	2,085	19,975	SH	DEFINED
PRAXAIR INC	COM	74005P104	1,072	10,323	SH	DEFINED
PRICE T ROWE GROUP INC	COM	74144T108	4,400	69,518	SH	DEFINED
PRINCIPAL FINL GROUP INC	COM	74251V102	1,965	72,952	SH	DEFINED
QEP RES INC	COM	74733V100	1,522	48,096	SH	DEFINED
QUEST DIAGNOSTICS INC	COM	74834L100	937	14,775	SH	DEFINED
RANGE RES CORP	COM	75281A109	1,700	24,339	SH	DEFINED
REGIONS FINANCIAL CORP NEW	COM	7591EP100	1,591	220,787	SH	DEFINED
ROADRUNNER TRNSN SVCS HLDG I	COM	76973Q105	7,469	461,621	SH	DEFINED
SAIC INC	COM	78390X101	533	44,336	SH	DEFINED
SLM CORP	COM	78442P106	1,711	108,880	SH	DEFINED
SPDR S&P 500 ETF TR	TR UNIT	78462F103	2,927	20,345	SH	DEFINED
SPDR S&P 500 ETF TR	TR UNIT	78462F103	76	533	SH	DEFINED
SPDR INDEX SHS FDS	EURO STOXX 50	78463X202	1,059	34,178	SH	DEFINED
SPDR INDEX SHS FDS	EURO STOXX 50	78463X202	37	1,213	SH	DEFINED
SALESFORCE COM INC	COM	79466L302	75	494	SH	DEFINED
SANDISK CORP	COM	80004C101	1,468	33,823	SH	DEFINED
SANDISK CORP	COM	80004C101	223	5,146	SH	DEFINED
SANDISK CORP	COM	80004C101	1,303	30,031	SH	DEFINED
SCANA CORP NEW	COM	80589M102	517	10,720	SH	DEFINED
SEALED AIR CORP NEW	COM	81211K100	411	26,634	SH	DEFINED
SELECT SECTOR SPDR TR	SBI HEALTHCARE	81369Y209	3	89	SH	DEFINED
SELECT SECTOR SPDR TR	SBI HEALTHCARE	81369Y209	178	4,449	SH	DEFINED
SELECT SECTOR SPDR TR	SBI INT-FINL	81369Y605	486	31,190	SH	DEFINED
SELECT SECTOR SPDR TR	SBI INT-FINL	81369Y605	3,448	221,285	SH	DEFINED
SELECT SECTOR SPDR TR	SBI INT-UTILS	81369Y886	60	1,662	SH	DEFINED
SIGNATURE BK NEW YORK N Y	COM	82669G104	8,943	133,324	SH	DEFINED
SOLARWINDS INC	COM	83416B109	130,003	2,332,312	SH	DEFINED
SOLERA HOLDINGS INC	COM	83421A104	785	17,915	SH	DEFINED
SOUTHERN COPPER CORP	COM	84265V105	8,642	251,514	SH	DEFINED
STARWOOD HOTELS&RESORTS WRLD	COM	85590A401	20,371	351,482	SH	DEFINED
SUNOCO INC	COM	86764P109	175	3,748	SH	DEFINED
TARGA RES CORP	COM	87612G101	266	5,300	SH	DEFINED
TENET HEALTHCARE CORP	COM	88033G100	404	64,490	SH	DEFINED
TERADATA CORP DEL	COM	88076W103	16,970	225,045	SH	DEFINED
TEXAS CAPITAL BANCSHARES INC	COM	88224Q107	1,940	39,029	SH	DEFINED
3M CO	COM	88579Y101	29,435	318,498	SH	DEFINED
TIME WARNER CABLE INC	COM	88732J207	19,333	203,379	SH	DEFINED
UNITEDHEALTH GROUP INC	COM	91324P102	132,122	2,384,450	SH	DEFINED

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UNUM GROUP	COM	91529Y106	1,323	68,871	SH	DEFINED
VALERO ENERGY CORP NEW	COM	91913Y100	14,260	450,133	SH	DEFINED
VARIAN MED SYS INC	COM	92220P105	25,418	421,389	SH	DEFINED
VERIZON COMMUNICATIONS INC	COM	92343V104	54,995	1,206,839	SH	DEFINED
VERIZON COMMUNICATIONS INC	COM	92343V104	290	6,370	SH	DEFINED
VERIZON COMMUNICATIONS INC	COM	92343V104	2,095	46,010	SH	DEFINED
VERISK ANALYTICS INC	CL A	92345Y106	1,206	25,332	SH	DEFINED
VIACOM INC NEW	CL B	92553P201	4,870	90,889	SH	DEFINED
VIACOM INC NEW	CL B	92553P201	121	2,273	SH	DEFINED
VIACOM INC NEW	CL B	92553P201	421	7,860	SH	DEFINED
VISA INC	COM CL A	92826C839	22,876	170,364	SH	DEFINED
WASTE MGMT INC DEL	COM	94106L109	12,860	400,892	SH	DEFINED
WELLPOINT INC	COM	94973V107	2,683	46,262	SH	DEFINED
WINDSTREAM CORP	COM	97381W104	154	15,266	SH	DEFINED
WPX ENERGY INC	COM	98212B103	236	14,271	SH	DEFINED
WYNDHAM WORLDWIDE CORP	COM	98310W108	1,199	22,863	SH	DEFINED
XCEL ENERGY INC	COM	98389B100	2,084	75,234	SH	DEFINED
XYLEM INC	COM	98419M100	432	17,199	SH	DEFINED
YOUKU TUDOU INC	SPONSORED ADR	98742U100	115	6,306	SH	DEFINED
ZIMMER HLDGS INC	COM	98956P102	1,619	23,946	SH	DEFINED
AON PLC	SHS CL A	G0408V102	1,251	23,934	SH	DEFINED
ACCENTURE PLC IRELAND	SHS CLASS A	G1151C101	27,783	396,741	SH	DEFINED
BUNGE LIMITED	COM	G16962105	381	5,693	SH	DEFINED
BUNGE LIMITED	COM	G16962105	2,567	38,293	SH	DEFINED
COOPER INDUSTRIES PLC	SHS	G24140108	1,108	14,768	SH	DEFINED
CREDICORP LTD	COM	G2519Y108	1,089	8,700	SH	DEFINED
COVIDIEN PLC	SHS	G2554F113	7,752	130,468	SH	DEFINED
ENSCO PLC	SHS CLASS A	G3157S106	1,938	35,530	SH	DEFINED
INGERSOLL-RAND PLC	SHS	G47791101	2,105	46,975	SH	DEFINED
INVESCO LTD	SHS	G491BT108	1,751	70,074	SH	DEFINED
NABORS INDUSTRIES LTD	SHS	G6359F103	783	55,816	SH	DEFINED
ROWAN COMPANIES PLC	SHS CL A	G7665A101	841	24,917	SH	DEFINED
SEAGATE TECHNOLOGY PLC	SHS	G7945M107	1,856	59,900	SH	DEFINED
XL GROUP PLC	SHS	G98290102	1,212	50,441	SH	DEFINED
ACE LTD	SHS	H0023R105	5,887	77,879	SH	DEFINED
NOBLE CORPORATION BAAR	NAMEN -AKT	H5833N103	1,415	39,558	SH	DEFINED
TE CONNECTIVITY LTD	REG SHS	H84989104	2,873	84,494	SH	DEFINED
TYCO INTERNATIONAL LTD	SHS	H89128104	5,130	91,190	SH	DEFINED
CORE LABORATORIES N V	COM	N22717107	10,569	87,006	SH	DEFINED
LYONDELLBASELL INDUSTRIES N	SHS - A -	N53745100	2,473	47,890	SH	DEFINED
ROYAL CARIBBEAN CRUISES LTD	COM	V7780T103	76,462	2,531,033	SH	DEFINED

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