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Lloyds Banking Group plc
Form 13F-HR
July 25, 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: 29-Jun-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] 25-Jul-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: 629

Form 13F Information Table Value Total: \$9,149,054

(thousands)

List of Other Included Managers:

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

FORM 13F INFORMATION TABLE FOR LLOYDS BANKING GROUP PLC

EXCHANGE RATE 1.5686

| NAME OF ISSUER | TITLE OF CLASS | CUSIP | VALUE US\$ 000's | NO. OF SHARES | SH/PRN | INVESTMENT DISCRETION |
|-----------------------------|----------------|-----------|---------------------|------------------|--------|--------------------------|
| AFLAC INC | COM | 001055102 | 14,468 | 339,710 | SH | DEFINED |
| AGL RES INC | COM | 001204106 | 9,504 | 245,266 | SH | DEFINED |
| ABBOTT LABS | COM | 002824100 | 50,606 | 784,961 | SH | DEFINED |
| ABERCROMBIE & FITCH CO | CL A | 002896207 | 334 | 9,801 | SH | DEFINED |
| ADVANCED MICRO DEVICES INC | COM | 007903107 | 531 | 92,699 | SH | DEFINED |
| AGNICO EAGLE MINES LTD | COM | 008474108 | 90 | 2,245 | SH | DEFINED |
| AIR PRODS & CHEMS INC | COM | 009158106 | 18,641 | 230,913 | SH | DEFINED |
| AIRGAS INC | COM | 009363102 | 106,302 | 1,265,353 | SH | DEFINED |
| ALCOA INC | COM | 013817101 | 8,686 | 992,752 | SH | DEFINED |
| ALEXION PHARMACEUTICALS INC | COM | 015351109 | 2,960 | 29,812 | SH | DEFINED |
| ALLERGAN INC | COM | 018490102 | 4,287 | 46,317 | SH | DEFINED |
| ALLSTATE CORP | COM | 020002101 | 20,798 | 592,714 | SH | DEFINED |
| ALTERA CORP | COM | 021441100 | 103 | 3,052 | SH | DEFINED |
| AMAZON COM INC | COM | 023135106 | 35,236 | 154,309 | SH | DEFINED |
| AMEREN CORP | COM | 023608102 | 1,782 | 53,160 | SH | DEFINED |
| AMERICAN ELEC PWR INC | COM | 025537101 | 5,319 | 133,310 | SH | DEFINED |
| AMERICAN EXPRESS CO | COM | 025816109 | 151,293 | 2,599,106 | SH | DEFINED |

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|------------------------------|------------|-----------|---------|-----------|----|---------|
| AMERICAN INTL GROUP INC | COM NEW | 026874784 | 3,251 | 101,339 | SH | DEFINED |
| AMGEN INC | COM | 031162100 | 34,089 | 466,721 | SH | DEFINED |
| AMGEN INC | COM | 031162100 | 3,467 | 47,564 | SH | DEFINED |
| AMGEN INC | COM | 031162100 | 492 | 6,757 | SH | DEFINED |
| AMPHENOL CORP NEW | CL A | 032095101 | 444 | 8,093 | SH | DEFINED |
| ANADARKO PETE CORP | COM | 032511107 | 1,740 | 26,296 | SH | DEFINED |
| ANALOG DEVICES INC | COM | 032654105 | 1,027 | 27,278 | SH | DEFINED |
| APACHE CORP | COM | 037411105 | 47,888 | 544,872 | SH | DEFINED |
| APOLLO GROUP INC | CL A | 037604105 | 1,041 | 28,782 | SH | DEFINED |
| APPLE INC | COM | 037833100 | 464,615 | 795,574 | SH | DEFINED |
| APPLE INC | COM | 037833100 | 3,204 | 5,488 | SH | DEFINED |
| APPLE INC | COM | 037833100 | 436 | 747 | SH | DEFINED |
| APPLIED MATLS INC | COM | 038222105 | 13,453 | 1,173,915 | SH | DEFINED |
| ARCHER DANIELS MIDLAND CO | COM | 039483102 | 2,644 | 89,594 | SH | DEFINED |
| ASHLAND INC NEW | COM | 044209104 | 83,737 | 1,208,154 | SH | DEFINED |
| AUTODESK INC | COM | 052769106 | 33 | 964 | SH | DEFINED |
| AUTOMATIC DATA PROCESSING IN | COM | 053015103 | 2,958 | 53,159 | SH | DEFINED |
| AUTOZONE INC | COM | 053332102 | 1,101 | 2,999 | SH | DEFINED |
| AVERY DENNISON CORP | COM | 053611109 | 614 | 22,466 | SH | DEFINED |
| AVON PRODS INC | COM | 054303102 | 429 | 26,491 | SH | DEFINED |
| BB&T CORP | COM | 054937107 | 11,222 | 363,773 | SH | DEFINED |
| BMC SOFTWARE INC | COM | 055921100 | 182 | 4,287 | SH | DEFINED |
| BAKER HUGHES INC | COM | 057224107 | 14,575 | 354,631 | SH | DEFINED |
| BALL CORP | COM | 058498106 | 300 | 7,321 | SH | DEFINED |
| BANK OF AMERICA CORPORATION | COM | 060505104 | 43,440 | 5,310,573 | SH | DEFINED |
| BANK OF NEW YORK MELLON CORP | COM | 064058100 | 17,414 | 793,362 | SH | DEFINED |
| BANK OF NEW YORK MELLON CORP | COM | 064058100 | 37 | 1,713 | SH | DEFINED |
| BARD C R INC | COM | 067383109 | 40 | 373 | SH | DEFINED |
| BAXTER INTL INC | COM | 071813109 | 12,561 | 236,332 | SH | DEFINED |
| BEAM INC | COM | 073730103 | 12,712 | 203,430 | SH | DEFINED |
| BECTON DICKINSON & CO | COM | 075887109 | 8,871 | 118,684 | SH | DEFINED |
| BED BATH & BEYOND INC | COM | 075896100 | 21,325 | 345,078 | SH | DEFINED |
| BEMIS INC | COM | 081437105 | 551 | 17,605 | SH | DEFINED |
| BERKSHIRE HATHAWAY INC DEL | CL B NEW | 084670702 | 79,265 | 951,224 | SH | DEFINED |
| BEST BUY INC | COM | 086516101 | 1,258 | 60,062 | SH | DEFINED |
| BIG LOTS INC | COM | 089302103 | 375 | 9,201 | SH | DEFINED |
| BLOCK H & R INC | COM | 093671105 | 509 | 31,901 | SH | DEFINED |
| BOEING CO | COM | 097023105 | 26,405 | 355,391 | SH | DEFINED |
| BORGWARNER INC | COM | 099724106 | 540 | 8,234 | SH | DEFINED |
| BOSTON SCIENTIFIC CORP | COM | 101137107 | 1,995 | 351,980 | SH | DEFINED |
| BRISTOL MYERS SQUIBB CO | COM | 110122108 | 29,362 | 816,750 | SH | DEFINED |
| BROADCOM CORP | CL A | 111320107 | 2,567 | 75,947 | SH | DEFINED |
| BROWN FORMAN CORP | CL B | 115637209 | 718 | 7,415 | SH | DEFINED |
| BRUNSWICK CORP | COM | 117043109 | 10,076 | 453,500 | SH | DEFINED |
| CBS CORP NEW | CL B | 124857202 | 25,249 | 770,271 | SH | DEFINED |
| CF INDS HLDGS INC | COM | 125269100 | 5,050 | 26,070 | SH | DEFINED |
| CIGNA CORPORATION | COM | 125509109 | 1,744 | 39,645 | SH | DEFINED |
| CMS ENERGY CORP | COM | 125896100 | 24,971 | 1,062,624 | SH | DEFINED |
| CSX CORP | COM | 126408103 | 21,514 | 962,192 | SH | DEFINED |
| CVS CAREMARK CORPORATION | COM | 126650100 | 42,604 | 911,718 | SH | DEFINED |
| CABOT OIL & GAS CORP | COM | 127097103 | 27 | 694 | SH | DEFINED |
| CAMPBELL SOUP CO | COM | 134429109 | 14,676 | 439,686 | SH | DEFINED |
| CARMAX INC | COM | 143130102 | 25 | 967 | SH | DEFINED |
| CARNIVAL CORP | PAIRED CTF | 143658300 | 8,741 | 255,090 | SH | DEFINED |
| CATERPILLAR INC DEL | COM | 149123101 | 28,379 | 334,227 | SH | DEFINED |
| CELGENE CORP | COM | 151020104 | 21,272 | 331,560 | SH | DEFINED |

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|------------------------------|---------------|-----------|---------|-----------|----|---------|
| CENTURYLINK INC | COM | 156700106 | 13,822 | 350,021 | SH | DEFINED |
| CERNER CORP | COM | 156782104 | 151 | 1,837 | SH | DEFINED |
| CHESAPEAKE ENERGY CORP | COM | 165167107 | 12,685 | 681,992 | SH | DEFINED |
| CHEVRON CORP NEW | COM | 166764100 | 109,248 | 1,035,534 | SH | DEFINED |
| CHIPOTLE MEXICAN GRILL INC | COM | 169656105 | 215 | 567 | SH | DEFINED |
| CHUBB CORP | COM | 171232101 | 12,514 | 171,862 | SH | DEFINED |
| CINCINNATI FINL CORP | COM | 172062101 | 16,825 | 441,956 | SH | DEFINED |
| CINTAS CORP | COM | 172908105 | 672 | 17,414 | SH | DEFINED |
| CITIGROUP INC | COM NEW | 172967424 | 41,929 | 1,529,730 | SH | DEFINED |
| CITRIX SYS INC | COM | 177376100 | 30,869 | 367,759 | SH | DEFINED |
| CLARCOR INC | COM | 179895107 | 8,584 | 178,248 | SH | DEFINED |
| CLOROX CO DEL | COM | 189054109 | 107 | 1,482 | SH | DEFINED |
| COACH INC | COM | 189754104 | 11,686 | 199,842 | SH | DEFINED |
| COCA COLA CO | COM | 191216100 | 107,218 | 1,371,255 | SH | DEFINED |
| COGNIZANT TECHNOLOGY SOLUTIO | CL A | 192446102 | 71 | 1,184 | SH | DEFINED |
| COLGATE PALMOLIVE CO | COM | 194162103 | 18,936 | 181,911 | SH | DEFINED |
| COLGATE PALMOLIVE CO | COM | 194162103 | 62 | 600 | SH | DEFINED |
| COMERICA INC | COM | 200340107 | 860 | 28,035 | SH | DEFINED |
| COMPANIA DE MINAS BUENAVENTU | SPONSORED ADR | 204448104 | 1,348 | 35,500 | SH | DEFINED |
| COMPUTER SCIENCES CORP | COM | 205363104 | 6,107 | 246,056 | SH | DEFINED |
| CONAGRA FOODS INC | COM | 205887102 | 18,530 | 714,627 | SH | DEFINED |
| CONCUR TECHNOLOGIES INC | COM | 206708109 | 1,512 | 22,216 | SH | DEFINED |
| CONSOLIDATED EDISON INC | COM | 209115104 | 1,691 | 27,200 | SH | DEFINED |
| CORNING INC | COM | 219350105 | 3,934 | 304,308 | SH | DEFINED |
| COVENTRY HEALTH CARE INC | COM | 222862104 | 894 | 28,137 | SH | DEFINED |
| CRAWFORD & CO | CL B | 224633107 | 261 | 63,841 | SH | DEFINED |
| CROWN CASTLE INTL CORP | COM | 228227104 | 2,405 | 41,010 | SH | DEFINED |
| CUMMINS INC | COM | 231021106 | 28,364 | 292,693 | SH | DEFINED |
| DTE ENERGY CO | COM | 233331107 | 3,197 | 53,886 | SH | DEFINED |
| DANAHER CORP DEL | COM | 235851102 | 4,480 | 86,023 | SH | DEFINED |
| DARDEN RESTAURANTS INC | COM | 237194105 | 605 | 11,969 | SH | DEFINED |
| DEAN FOODS CO NEW | COM | 242370104 | 110 | 6,479 | SH | DEFINED |
| DEERE & CO | COM | 244199105 | 22,548 | 278,818 | SH | DEFINED |
| DEERE & CO | COM | 244199105 | 2,100 | 25,971 | SH | DEFINED |
| DEERE & CO | COM | 244199105 | 271 | 3,360 | SH | DEFINED |
| DENBURY RES INC | COM NEW | 247916208 | 924 | 61,179 | SH | DEFINED |
| DENTSPLY INTL INC NEW | COM | 249030107 | 566 | 14,975 | SH | DEFINED |
| DEVRY INC DEL | COM | 251893103 | 257 | 8,300 | SH | DEFINED |
| DICE HLDGS INC | COM | 253017107 | 535 | 57,060 | SH | DEFINED |
| DISNEY WALT CO | COM DISNEY | 254687106 | 46,017 | 948,818 | SH | DEFINED |
| DISCOVER FINL SVCS | COM | 254709108 | 4,265 | 123,351 | SH | DEFINED |
| DOLLAR TREE INC | COM | 256746108 | 1,946 | 36,184 | SH | DEFINED |
| DONNELLEY R R & SONS CO | COM | 257867101 | 476 | 40,500 | SH | DEFINED |
| DOVER CORP | COM | 260003108 | 2,080 | 38,815 | SH | DEFINED |
| DOW CHEM CO | COM | 260543103 | 20,539 | 652,037 | SH | DEFINED |
| DRIL-QUIP INC | COM | 262037104 | 688 | 10,494 | SH | DEFINED |
| DU PONT E I DE NEMOURS & CO | COM | 263534109 | 5,083 | 100,528 | SH | DEFINED |
| E M C CORP MASS | COM | 268648102 | 96,615 | 3,769,613 | SH | DEFINED |
| E M C CORP MASS | COM | 268648102 | 3,704 | 144,545 | SH | DEFINED |
| E M C CORP MASS | COM | 268648102 | 502 | 19,599 | SH | DEFINED |
| E TRADE FINANCIAL CORP | COM NEW | 269246401 | 266 | 33,123 | SH | DEFINED |
| EASTMAN CHEM CO | COM | 277432100 | 1,495 | 29,700 | SH | DEFINED |
| EATON CORP | COM | 278058102 | 15,970 | 403,001 | SH | DEFINED |
| EBAY INC | COM | 278642103 | 10,107 | 240,586 | SH | DEFINED |
| ECOLAB INC | COM | 278865100 | 45,199 | 659,557 | SH | DEFINED |
| ECOLAB INC | COM | 278865100 | 110 | 1,612 | SH | DEFINED |

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| ECOPETROL S A | SPONSORED ADS | 279158109 | 12,017 | 215,400 | SH | DEFINED |
| EDISON INTL | COM | 281020107 | 152 | 3,301 | SH | DEFINED |
| ELECTRONIC ARTS INC | COM | 285512109 | 32 | 2,611 | SH | DEFINED |
| EMERSON ELEC CO | COM | 291011104 | 21,973 | 471,747 | SH | DEFINED |
| EQUIFAX INC | COM | 294429105 | 903 | 19,380 | SH | DEFINED |
| EXPEDITORS INTL WASH INC | COM | 302130109 | 604 | 15,606 | SH | DEFINED |
| FLIR SYS INC | COM | 302445101 | 123 | 6,337 | SH | DEFINED |
| F M C CORP | COM NEW | 302491303 | 102 | 1,908 | SH | DEFINED |
| FAMILY DLR STORES INC | COM | 307000109 | 1,954 | 29,402 | SH | DEFINED |
| FASTENAL CO | COM | 311900104 | 532 | 13,218 | SH | DEFINED |
| FEDERATED INVS INC PA | CL B | 314211103 | 275 | 12,599 | SH | DEFINED |
| F5 NETWORKS INC | COM | 315616102 | 137 | 1,386 | SH | DEFINED |
| FIFTH THIRD BANCORP | COM | 316773100 | 2,851 | 212,830 | SH | DEFINED |
| FIRST HORIZON NATL CORP | COM | 320517105 | 302 | 34,931 | SH | DEFINED |
| FIRST SOLAR INC | COM | 336433107 | 62 | 4,143 | SH | DEFINED |
| FISERV INC | COM | 337738108 | 21,256 | 294,324 | SH | DEFINED |
| FIRSTENERGY CORP | COM | 337932107 | 24,020 | 488,327 | SH | DEFINED |
| FLUOR CORP NEW | COM | 343412102 | 631 | 12,791 | SH | DEFINED |
| FOMENTO ECONOMICO MEXICANO S | SPON ADR UNITS | 344419106 | 3,220 | 36,085 | SH | DEFINED |
| FORD MTR CO DEL | COM PAR \$0.01 | 345370860 | 20,229 | 2,109,476 | SH | DEFINED |
| FOREST LABS INC | COM | 345838106 | 15,675 | 447,998 | SH | DEFINED |
| FOSSIL INC | COM | 349882100 | 624 | 8,154 | SH | DEFINED |
| FRANKLIN RES INC | COM | 354613101 | 15,947 | 143,680 | SH | DEFINED |
| G & K SVCS INC | CL A | 361268105 | 797 | 25,564 | SH | DEFINED |
| GANNETT INC | COM | 364730101 | 693 | 47,051 | SH | DEFINED |
| GAP INC DEL | COM | 364760108 | 840 | 30,708 | SH | DEFINED |
| GENERAC HLDGS INC | COM | 368736104 | 580 | 24,134 | SH | DEFINED |
| GENERAL DYNAMICS CORP | COM | 369550108 | 20,401 | 309,296 | SH | DEFINED |
| GENERAL ELECTRIC CO | COM | 369604103 | 128,449 | 6,163,608 | SH | DEFINED |
| GENERAL MLS INC | COM | 370334104 | 2,268 | 58,856 | SH | DEFINED |
| GENUINE PARTS CO | COM | 372460105 | 3,249 | 53,928 | SH | DEFINED |
| GILEAD SCIENCES INC | COM | 375558103 | 847 | 16,522 | SH | DEFINED |
| GOLDCORP INC NEW | COM | 380956409 | 58,462 | 1,555,679 | SH | DEFINED |
| GOODRICH CORP | COM | 382388106 | 1,427 | 11,247 | SH | DEFINED |
| GOODYEAR TIRE & RUBR CO | COM | 382550101 | 228 | 19,344 | SH | DEFINED |
| GRAINGER W W INC | COM | 384802104 | 47,676 | 249,304 | SH | DEFINED |
| HALLIBURTON CO | COM | 406216101 | 13,331 | 469,593 | SH | DEFINED |
| HARLEY DAVIDSON INC | COM | 412822108 | 137,518 | 3,007,177 | SH | DEFINED |
| HARMAN INTL INDS INC | COM | 413086109 | 485 | 12,252 | SH | DEFINED |
| HARRIS CORP DEL | COM | 413875105 | 981 | 23,442 | SH | DEFINED |
| HARTFORD FINL SVCS GROUP INC | COM | 416515104 | 2,132 | 120,969 | SH | DEFINED |
| HASBRO INC | COM | 418056107 | 370 | 10,951 | SH | DEFINED |
| HEICO CORP NEW | COM | 422806109 | 691 | 17,508 | SH | DEFINED |
| HEINZ H J CO | COM | 423074103 | 2,029 | 37,313 | SH | DEFINED |
| HELMERICH & PAYNE INC | COM | 423452101 | 731 | 16,822 | SH | DEFINED |
| HERSHEY CO | COM | 427866108 | 1,218 | 16,917 | SH | DEFINED |
| HEWLETT PACKARD CO | COM | 428236103 | 23,994 | 1,193,180 | SH | DEFINED |
| HEXCEL CORP NEW | COM | 428291108 | 69,241 | 2,684,807 | SH | DEFINED |
| HILLSHIRE BRANDS CO | COM | 432589109 | 6,440 | 223,859 | SH | DEFINED |
| HOME DEPOT INC | COM | 437076102 | 57,041 | 1,076,454 | SH | DEFINED |
| HONEYWELL INTL INC | COM | 438516106 | 5,113 | 91,567 | SH | DEFINED |
| HORMEL FOODS CORP | COM | 440452100 | 898 | 29,552 | SH | DEFINED |
| HOSPIRA INC | COM | 441060100 | 353 | 10,100 | SH | DEFINED |
| HUDSON CITY BANCORP | COM | 443683107 | 456 | 71,650 | SH | DEFINED |
| HUMANA INC | COM | 444859102 | 3,485 | 45,005 | SH | DEFINED |
| HUNT J B TRANS SVCS INC | COM | 445658107 | 13,402 | 224,877 | SH | DEFINED |

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|------------------------------|------------------|-----------|---------|-----------|----|---------|
| HUNTINGTON BANCSHARES INC | COM | 446150104 | 865 | 135,172 | SH | DEFINED |
| ILLINOIS TOOL WKS INC | COM | 452308109 | 3,963 | 74,936 | SH | DEFINED |
| ILLINOIS TOOL WKS INC | COM | 452308109 | 1,875 | 35,465 | SH | DEFINED |
| ILLINOIS TOOL WKS INC | COM | 452308109 | 266 | 5,035 | SH | DEFINED |
| INFOSYS LTD | SPONSORED ADR | 456788108 | 8,619 | 191,294 | SH | DEFINED |
| INTEL CORP | COM | 458140100 | 87,297 | 3,275,710 | SH | DEFINED |
| INTERNATIONAL BUSINESS MACHS | COM | 459200101 | 130,953 | 669,563 | SH | DEFINED |
| INTERNATIONAL BUSINESS MACHS | COM | 459200101 | 103 | 530 | SH | DEFINED |
| INTERNATIONAL FLAVORS&FRAGRA | COM | 459506101 | 395 | 7,222 | SH | DEFINED |
| INTERNATIONAL GAME TECHNOLOG | COM | 459902102 | 901 | 57,249 | SH | DEFINED |
| INTL PAPER CO | COM | 460146103 | 2,950 | 102,047 | SH | DEFINED |
| INTERPUBLIC GROUP COS INC | COM | 460690100 | 62,031 | 5,717,180 | SH | DEFINED |
| INTUIT | COM | 461202103 | 1,841 | 31,024 | SH | DEFINED |
| IRON MTN INC | COM | 462846106 | 157 | 4,766 | SH | DEFINED |
| ISHARES INC | MSCI UTD KINGD | 464286699 | 185 | 11,416 | SH | DEFINED |
| ISHARES INC | MSCI UTD KINGD | 464286699 | 3,145 | 193,085 | SH | DEFINED |
| ISHARES INC | MSCI JAPAN | 464286848 | 161 | 17,112 | SH | DEFINED |
| ISHARES INC | MSCI JAPAN | 464286848 | 1,235 | 131,338 | SH | DEFINED |
| ISHARES TR | S&P GLB100INDX | 464287572 | 104 | 1,770 | SH | DEFINED |
| ISHARES TR | S&P EURO PLUS | 464287861 | 52 | 1,562 | SH | DEFINED |
| ISHARES TR | S&P ASIA 50 IN | 464288430 | 82 | 1,998 | SH | DEFINED |
| ISHARES TR | S&P ASIA 50 IN | 464288430 | 762 | 18,406 | SH | DEFINED |
| ISHARES TR | MSCI KLD400 SOC | 464288570 | 63 | 1,280 | SH | DEFINED |
| ISHARES TR | DJ OIL EQUIP | 464288844 | 1,056 | 22,858 | SH | DEFINED |
| ISHARES TR | DJ OIL EQUIP | 464288844 | 133 | 2,893 | SH | DEFINED |
| ISHARES TR | 10+YR GOVT/CR | 464289479 | 169 | 2,666 | SH | DEFINED |
| ISHARES TR | 10+YR GOVT/CR | 464289479 | 530 | 8,365 | SH | DEFINED |
| ITAU UNIBANCO HLDG SA | SPON ADR REP PFD | 465562106 | 421 | 30,300 | SH | DEFINED |
| JABIL CIRCUIT INC | COM | 466313103 | 869 | 42,765 | SH | DEFINED |
| JACOBS ENGR GROUP INC DEL | COM | 469814107 | 649 | 17,162 | SH | DEFINED |
| JOHNSON & JOHNSON | COM | 478160104 | 105,437 | 1,560,656 | SH | DEFINED |
| JOHNSON CTLS INC | COM | 478366107 | 11,313 | 408,271 | SH | DEFINED |
| JOY GLOBAL INC | COM | 481165108 | 680 | 11,998 | SH | DEFINED |
| KLA-TENCOR CORP | COM | 482480100 | 16,866 | 342,468 | SH | DEFINED |
| KELLOGG CO | COM | 487836108 | 53 | 1,076 | SH | DEFINED |
| KEYCORP NEW | COM | 493267108 | 2,241 | 289,575 | SH | DEFINED |
| KIMBERLY CLARK CORP | COM | 494368103 | 21,387 | 255,315 | SH | DEFINED |
| KOHL'S CORP | COM | 500255104 | 2,367 | 52,034 | SH | DEFINED |
| KROGER CO | COM | 501044101 | 13,550 | 584,337 | SH | DEFINED |
| LKQ CORP | COM | 501889208 | 95,593 | 2,862,080 | SH | DEFINED |
| LSI CORPORATION | COM | 502161102 | 174 | 27,345 | SH | DEFINED |
| L-3 COMMUNICATIONS HLDGS INC | COM | 502424104 | 2,246 | 30,353 | SH | DEFINED |
| LAM RESEARCH CORP | COM | 512807108 | 629 | 16,689 | SH | DEFINED |
| LAUDER ESTEE COS INC | CL A | 518439104 | 2,390 | 44,162 | SH | DEFINED |
| LAUDER ESTEE COS INC | CL A | 518439104 | 190 | 3,527 | SH | DEFINED |
| LEGGETT & PLATT INC | COM | 524660107 | 333 | 15,790 | SH | DEFINED |
| LEGG MASON INC | COM | 524901105 | 577 | 21,903 | SH | DEFINED |
| LENNAR CORP | CL A | 526057104 | 532 | 17,229 | SH | DEFINED |
| LEUCADIA NATL CORP | COM | 527288104 | 502 | 23,643 | SH | DEFINED |
| LEXMARK INTL NEW | CL A | 529771107 | 687 | 25,852 | SH | DEFINED |
| LILLY ELI & CO | COM | 532457108 | 4,205 | 98,019 | SH | DEFINED |
| LIMITED BRANDS INC | COM | 532716107 | 1,146 | 26,955 | SH | DEFINED |
| LINCOLN NATL CORP IND | COM | 534187109 | 1,000 | 45,749 | SH | DEFINED |
| LINEAR TECHNOLOGY CORP | COM | 535678106 | 17,712 | 565,359 | SH | DEFINED |
| LITHIA MTRS INC | CL A | 536797103 | 336 | 14,586 | SH | DEFINED |
| LOCKHEED MARTIN CORP | COM | 539830109 | 3,094 | 35,537 | SH | DEFINED |

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|-----------------------------|---------------|-----------|---------|-----------|----|---------|
| LOEWS CORP | COM | 540424108 | 1,939 | 47,407 | SH | DEFINED |
| LORILLARD INC | COM | 544147101 | 24,918 | 188,847 | SH | DEFINED |
| LOWES COS INC | COM | 548661107 | 25,528 | 897,616 | SH | DEFINED |
| MSC INDL DIRECT INC | CL A | 553530106 | 14,227 | 217,054 | SH | DEFINED |
| MARATHON OIL CORP | COM | 565849106 | 16,346 | 639,276 | SH | DEFINED |
| MARATHON OIL CORP | COM | 565849106 | 2,022 | 79,102 | SH | DEFINED |
| MARATHON OIL CORP | COM | 565849106 | 275 | 10,776 | SH | DEFINED |
| MARLIN BUSINESS SVCS CORP | COM | 571157106 | 1,077 | 65,733 | SH | DEFINED |
| MARSH & MCLENNAN COS INC | COM | 571748102 | 18,055 | 560,198 | SH | DEFINED |
| MARRIOTT INTL INC NEW | CL A | 571903202 | 132 | 3,381 | SH | DEFINED |
| MARTIN MARIETTA MATLS INC | COM | 573284106 | 253 | 3,221 | SH | DEFINED |
| MASCO CORP | COM | 574599106 | 2,073 | 149,473 | SH | DEFINED |
| MATTEL INC | COM | 577081102 | 14,081 | 434,075 | SH | DEFINED |
| MCCORMICK & CO INC | COM NON VTG | 579780206 | 744 | 12,281 | SH | DEFINED |
| MCDONALDS CORP | COM | 580135101 | 43,684 | 493,448 | SH | DEFINED |
| MCDONALDS CORP | COM | 580135101 | 177 | 2,000 | SH | DEFINED |
| MCGRAW HILL COS INC | COM | 580645109 | 1,392 | 30,955 | SH | DEFINED |
| MEAD JOHNSON NUTRITION CO | COM | 582839106 | 79,734 | 990,367 | SH | DEFINED |
| MEADWESTVACO CORP | COM | 583334107 | 1,068 | 37,181 | SH | DEFINED |
| MEDASSETS INC | COM | 584045108 | 551 | 41,018 | SH | DEFINED |
| MEDTRONIC INC | COM | 585055106 | 23,597 | 609,277 | SH | DEFINED |
| METROPCS COMMUNICATIONS INC | COM | 591708102 | 149 | 24,684 | SH | DEFINED |
| MICROSOFT CORP | COM | 594918104 | 126,666 | 4,140,778 | SH | DEFINED |
| MICROCHIP TECHNOLOGY INC | COM | 595017104 | 593 | 17,928 | SH | DEFINED |
| MICRON TECHNOLOGY INC | COM | 595112103 | 238 | 37,748 | SH | DEFINED |
| MINE SAFETY APPLIANCES CO | COM | 602720104 | 779 | 19,362 | SH | DEFINED |
| MOBILE TELESYSTEMS OJSC | SPONSORED ADR | 607409109 | 9,662 | 561,750 | SH | DEFINED |
| MOHAWK INDS INC | COM | 608190104 | 57,863 | 828,630 | SH | DEFINED |
| MOLEX INC | COM | 608554101 | 749 | 31,320 | SH | DEFINED |
| MONSTER BEVERAGE CORP | COM | 611740101 | 1,919 | 26,966 | SH | DEFINED |
| MOODYS CORP | COM | 615369105 | 194 | 5,309 | SH | DEFINED |
| MORGAN STANLEY | COM NEW | 617446448 | 14,186 | 972,329 | SH | DEFINED |
| MOTOROLA SOLUTIONS INC | COM NEW | 620076307 | 14,474 | 300,872 | SH | DEFINED |
| MURPHY OIL CORP | COM | 626717102 | 3,832 | 76,216 | SH | DEFINED |
| MYLAN INC | COM | 628530107 | 952 | 44,552 | SH | DEFINED |
| NRG ENERGY INC | COM NEW | 629377508 | 807 | 46,529 | SH | DEFINED |
| NYSE EURONEXT | COM | 629491101 | 1,041 | 40,700 | SH | DEFINED |
| NASDAQ OMX GROUP INC | COM | 631103108 | 554 | 24,466 | SH | DEFINED |
| NATIONAL OILWELL VARCO INC | COM | 637071101 | 27,256 | 422,973 | SH | DEFINED |
| NATIONAL OILWELL VARCO INC | COM | 637071101 | 13 | 212 | SH | DEFINED |
| NEWELL RUBBERMAID INC | COM | 651229106 | 1,852 | 102,141 | SH | DEFINED |
| NEWFIELD EXPL CO | COM | 651290108 | 474 | 16,176 | SH | DEFINED |
| NEWMONT MINING CORP | COM | 651639106 | 13,663 | 281,664 | SH | DEFINED |
| NIKE INC | CL B | 654106103 | 5,419 | 61,736 | SH | DEFINED |
| NOBLE ENERGY INC | COM | 655044105 | 707 | 8,340 | SH | DEFINED |
| NORDSTROM INC | COM | 655664100 | 380 | 7,653 | SH | DEFINED |
| NORFOLK SOUTHERN CORP | COM | 655844108 | 6,415 | 89,392 | SH | DEFINED |
| NORTHEAST UTILS | COM | 664397106 | 1,370 | 35,310 | SH | DEFINED |
| NORTHERN TR CORP | COM | 665859104 | 1,170 | 25,429 | SH | DEFINED |
| NORTHROP GRUMMAN CORP | COM | 666807102 | 4,465 | 70,004 | SH | DEFINED |
| NUCOR CORP | COM | 670346105 | 16,093 | 424,642 | SH | DEFINED |
| OCCIDENTAL PETE CORP DEL | COM | 674599105 | 124,998 | 1,457,367 | SH | DEFINED |
| OMNICOM GROUP INC | COM | 681919106 | 3,662 | 75,350 | SH | DEFINED |
| ONEOK INC NEW | COM | 682680103 | 33 | 800 | SH | DEFINED |
| OWENS ILL INC | COM NEW | 690768403 | 13 | 700 | SH | DEFINED |
| PNC FINL SVCS GROUP INC | COM | 693475105 | 119,492 | 1,955,362 | SH | DEFINED |

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|------------------------------|---------------|-----------|---------|------------|----|---------|
| PPG INDS INC | COM | 693506107 | 26,762 | 252,188 | SH | DEFINED |
| PACCAR INC | COM | 693718108 | 2,165 | 55,256 | SH | DEFINED |
| PALL CORP | COM | 696429307 | 1,471 | 26,843 | SH | DEFINED |
| PARKER HANNIFIN CORP | COM | 701094104 | 2,304 | 29,972 | SH | DEFINED |
| PATTERSON COMPANIES INC | COM | 703395103 | 377 | 10,966 | SH | DEFINED |
| PAYCHEX INC | COM | 704326107 | 1,109 | 35,318 | SH | DEFINED |
| PEABODY ENERGY CORP | COM | 704549104 | 898 | 36,645 | SH | DEFINED |
| PENNEY J C INC | COM | 708160106 | 279 | 11,985 | SH | DEFINED |
| PEOPLES UNITED FINANCIAL INC | COM | 712704105 | 1,072 | 92,399 | SH | DEFINED |
| PEPCO HOLDINGS INC | COM | 713291102 | 1,004 | 51,339 | SH | DEFINED |
| PEPSICO INC | COM | 713448108 | 34,193 | 483,915 | SH | DEFINED |
| PEPSICO INC | COM | 713448108 | 3,119 | 44,144 | SH | DEFINED |
| PEPSICO INC | COM | 713448108 | 412 | 5,841 | SH | DEFINED |
| PERKINELMER INC | COM | 714046109 | 581 | 22,534 | SH | DEFINED |
| PERRIGO CO | COM | 714290103 | 2,696 | 22,869 | SH | DEFINED |
| PFIZER INC | COM | 717081103 | 269,925 | 11,735,870 | SH | DEFINED |
| PFIZER INC | COM | 717081103 | 3,487 | 151,619 | SH | DEFINED |
| PFIZER INC | COM | 717081103 | 492 | 21,397 | SH | DEFINED |
| PHILIP MORRIS INTL INC | COM | 718172109 | 82,616 | 946,790 | SH | DEFINED |
| PHILIP MORRIS INTL INC | COM | 718172109 | 270 | 3,100 | SH | DEFINED |
| PHILLIPS 66 | COM | 718546104 | 12,808 | 385,328 | SH | DEFINED |
| PINNACLE WEST CAP CORP | COM | 723484101 | 1,584 | 30,627 | SH | DEFINED |
| PIONEER NAT RES CO | COM | 723787107 | 1,682 | 19,074 | SH | DEFINED |
| PITNEY BOWES INC | COM | 724479100 | 286 | 19,122 | SH | DEFINED |
| PRECISION CASTPARTS CORP | COM | 740189105 | 12,742 | 77,469 | SH | DEFINED |
| PRICELINE COM INC | COM NEW | 741503403 | 22,006 | 33,117 | SH | DEFINED |
| PROCTER & GAMBLE CO | COM | 742718109 | 74,133 | 1,210,335 | SH | DEFINED |
| PROGRESS ENERGY INC | COM | 743263105 | 31,166 | 517,974 | SH | DEFINED |
| PROGRESSIVE CORP OHIO | COM | 743315103 | 1,978 | 94,996 | SH | DEFINED |
| PRUDENTIAL FINL INC | COM | 744320102 | 16,450 | 339,682 | SH | DEFINED |
| PUBLIC SVC ENTERPRISE GROUP | COM | 744573106 | 3,271 | 100,653 | SH | DEFINED |
| PULTE GROUP INC | COM | 745867101 | 560 | 52,381 | SH | DEFINED |
| QUAD / GRAPHICS INC | COM CL A | 747301109 | 2 | 207 | SH | DEFINED |
| QUALCOMM INC | COM | 747525103 | 184,397 | 3,311,740 | SH | DEFINED |
| QUALCOMM INC | COM | 747525103 | 2,990 | 53,701 | SH | DEFINED |
| QUALCOMM INC | COM | 747525103 | 379 | 6,820 | SH | DEFINED |
| QUESTAR CORP | COM | 748356102 | 166 | 8,004 | SH | DEFINED |
| RALPH LAUREN CORP | CL A | 751212101 | 11,534 | 82,352 | SH | DEFINED |
| RAYONIER INC | COM | 754907103 | 68,461 | 1,524,762 | SH | DEFINED |
| RAYTHEON CO | COM NEW | 755111507 | 5,353 | 94,605 | SH | DEFINED |
| RED HAT INC | COM | 756577102 | 504 | 8,931 | SH | DEFINED |
| RENREN INC | SPONSORED ADR | 759892102 | 203 | 45,214 | SH | DEFINED |
| REPUBLIC SVCS INC | COM | 760759100 | 15,690 | 592,989 | SH | DEFINED |
| REYNOLDS AMERICAN INC | COM | 761713106 | 3,504 | 78,103 | SH | DEFINED |
| ROBERT HALF INTL INC | COM | 770323103 | 811 | 28,402 | SH | DEFINED |
| ROCKWELL AUTOMATION INC | COM | 773903109 | 1,479 | 22,398 | SH | DEFINED |
| ROCKWELL COLLINS INC | COM | 774341101 | 678 | 13,758 | SH | DEFINED |
| ROPER INDS INC NEW | COM | 776696106 | 1,880 | 19,079 | SH | DEFINED |
| ROSS STORES INC | COM | 778296103 | 2,217 | 35,494 | SH | DEFINED |
| RYANAIR HLDGS PLC | SPONSORED ADR | 783513104 | 449 | 14,800 | SH | DEFINED |
| RYDER SYS INC | COM | 783549108 | 222 | 6,184 | SH | DEFINED |
| SAFEWAY INC | COM NEW | 786514208 | 1,071 | 59,013 | SH | DEFINED |
| ST JUDE MED INC | COM | 790849103 | 1,982 | 49,683 | SH | DEFINED |
| SCHLUMBERGER LTD | COM | 806857108 | 39,725 | 612,009 | SH | DEFINED |
| SCHLUMBERGER LTD | COM | 806857108 | 45 | 700 | SH | DEFINED |
| SCHWAB CHARLES CORP NEW | COM | 808513105 | 1,058 | 81,883 | SH | DEFINED |

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|------------------------------|-----------|-----------|---------|-----------|----|---------|
| SCRIPPS NETWORKS INTERACT IN | CL A COM | 811065101 | 222 | 3,912 | SH | DEFINED |
| SEARS HLDGS CORP | COM | 812350106 | 11 | 193 | SH | DEFINED |
| SEMPRA ENERGY | COM | 816851109 | 3,448 | 50,060 | SH | DEFINED |
| SHERWIN WILLIAMS CO | COM | 824348106 | 125 | 945 | SH | DEFINED |
| SIGMA ALDRICH CORP | COM | 826552101 | 1,777 | 24,040 | SH | DEFINED |
| SMUCKER J M CO | COM NEW | 832696405 | 1,246 | 16,502 | SH | DEFINED |
| SNAP ON INC | COM | 833034101 | 1,303 | 20,942 | SH | DEFINED |
| SOUTHERN CO | COM | 842587107 | 26,586 | 574,230 | SH | DEFINED |
| SOUTHWEST AIRLS CO | COM | 844741108 | 1,447 | 156,962 | SH | DEFINED |
| SOUTHWESTERN ENERGY CO | COM | 845467109 | 12,127 | 379,826 | SH | DEFINED |
| SPECTRA ENERGY CORP | COM | 847560109 | 2,045 | 70,405 | SH | DEFINED |
| SPRINT NEXTEL CORP | COM SER 1 | 852061100 | 629 | 193,040 | SH | DEFINED |
| STANLEY BLACK & DECKER INC | COM | 854502101 | 38,964 | 605,411 | SH | DEFINED |
| STAPLES INC | COM | 855030102 | 3,791 | 290,565 | SH | DEFINED |
| STARBUCKS CORP | COM | 855244109 | 10,960 | 205,556 | SH | DEFINED |
| STARBUCKS CORP | COM | 855244109 | 2,009 | 37,693 | SH | DEFINED |
| STARBUCKS CORP | COM | 855244109 | 277 | 5,200 | SH | DEFINED |
| STATE STR CORP | COM | 857477103 | 12,134 | 271,839 | SH | DEFINED |
| STERICYCLE INC | COM | 858912108 | 26 | 294 | SH | DEFINED |
| STRYKER CORP | COM | 863667101 | 16,898 | 306,693 | SH | DEFINED |
| SUNTRUST BKS INC | COM | 867914103 | 2,571 | 106,133 | SH | DEFINED |
| SYMANTEC CORP | COM | 871503108 | 2,894 | 198,104 | SH | DEFINED |
| SYSCO CORP | COM | 871829107 | 15,146 | 508,088 | SH | DEFINED |
| TECO ENERGY INC | COM | 872375100 | 576 | 31,899 | SH | DEFINED |
| TJX COS INC NEW | COM | 872540109 | 8,859 | 206,360 | SH | DEFINED |
| TERADYNE INC | COM | 880770102 | 545 | 38,828 | SH | DEFINED |
| TESORO CORP | COM | 881609101 | 707 | 28,329 | SH | DEFINED |
| TEXAS INSTRS INC | COM | 882508104 | 15,204 | 529,950 | SH | DEFINED |
| TEXTRON INC | COM | 883203101 | 24 | 1,000 | SH | DEFINED |
| THERMO FISHER SCIENTIFIC INC | COM | 883556102 | 29,736 | 572,847 | SH | DEFINED |
| TIFFANY & CO NEW | COM | 886547108 | 7,440 | 140,527 | SH | DEFINED |
| TIME WARNER INC | COM NEW | 887317303 | 27,866 | 723,811 | SH | DEFINED |
| TITANIUM METALS CORP | COM NEW | 888339207 | 34 | 3,020 | SH | DEFINED |
| TORCHMARK CORP | COM | 891027104 | 1,289 | 25,512 | SH | DEFINED |
| TOTAL SYS SVCS INC | COM | 891906109 | 895 | 37,417 | SH | DEFINED |
| TRANSDIGM GROUP INC | COM | 893641100 | 3,679 | 27,400 | SH | DEFINED |
| TRIPADVISOR INC | COM | 896945201 | 96,468 | 2,158,608 | SH | DEFINED |
| TYSON FOODS INC | CL A | 902494103 | 1,179 | 62,618 | SH | DEFINED |
| US BANCORP DEL | COM NEW | 902973304 | 46,621 | 1,449,663 | SH | DEFINED |
| UNION PAC CORP | COM | 907818108 | 8,861 | 74,270 | SH | DEFINED |
| UNITED PARCEL SERVICE INC | CL B | 911312106 | 38,238 | 485,512 | SH | DEFINED |
| UNITED STATES STL CORP NEW | COM | 912909108 | 414 | 20,136 | SH | DEFINED |
| UNITED TECHNOLOGIES CORP | COM | 913017109 | 37,714 | 499,338 | SH | DEFINED |
| URBAN OUTFITTERS INC | COM | 917047102 | 114 | 4,157 | SH | DEFINED |
| V F CORP | COM | 918204108 | 1,067 | 8,000 | SH | DEFINED |
| VULCAN MATLS CO | COM | 929160109 | 801 | 20,191 | SH | DEFINED |
| WAL-MART STORES INC | COM | 931142103 | 204,334 | 2,930,791 | SH | DEFINED |
| WAL-MART STORES INC | COM | 931142103 | 142 | 2,050 | SH | DEFINED |
| WALGREEN CO | COM | 931422109 | 5,351 | 180,927 | SH | DEFINED |
| WASHINGTON POST CO | CL B | 939640108 | 164 | 439 | SH | DEFINED |
| WATERS CORP | COM | 941848103 | 32 | 411 | SH | DEFINED |
| WATSON PHARMACEUTICALS INC | COM | 942683103 | 1,471 | 19,893 | SH | DEFINED |
| WELLS FARGO & CO NEW | COM | 949746101 | 227,130 | 6,792,166 | SH | DEFINED |
| WESTERN DIGITAL CORP | COM | 958102105 | 1,989 | 65,260 | SH | DEFINED |
| WESTERN UN CO | COM | 959802109 | 1,151 | 68,406 | SH | DEFINED |
| WEYERHAEUSER CO | COM | 962166104 | 318 | 14,247 | SH | DEFINED |

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| WHIRLPOOL CORP | COM | 963320106 | 653 | 10,691 | SH | DEFINED |
| WHOLE FOODS MKT INC | COM | 966837106 | 4,290 | 45,016 | SH | DEFINED |
| WILLIAMS COS INC DEL | COM | 969457100 | 1,852 | 64,269 | SH | DEFINED |
| WISCONSIN ENERGY CORP | COM | 976657106 | 1,813 | 45,828 | SH | DEFINED |
| WYNN RESORTS LTD | COM | 983134107 | 204 | 1,970 | SH | DEFINED |
| XILINX INC | COM | 983919101 | 815 | 24,297 | SH | DEFINED |
| XEROX CORP | COM | 984121103 | 6,725 | 854,614 | SH | DEFINED |
| YAHOO INC | COM | 984332106 | 15,129 | 955,757 | SH | DEFINED |
| YUM BRANDS INC | COM | 988498101 | 7,463 | 115,863 | SH | DEFINED |
| ZIONS BANCORPORATION | COM | 989701107 | 489 | 25,182 | SH | DEFINED |
| DUN & BRADSTREET CORP DEL NE | COM | 26483E100 | 375 | 5,280 | SH | DEFINED |
| QUANTA SVCS INC | COM | 74762E102 | 10,896 | 452,721 | SH | DEFINED |
| QUANTA SVCS INC | COM | 74762E102 | 461 | 19,176 | SH | DEFINED |
| QUANTA SVCS INC | COM | 74762E102 | 84 | 3,519 | SH | DEFINED |
| VERISIGN INC | COM | 92343E102 | 105 | 2,423 | SH | DEFINED |
| AMERISOURCEBERGEN CORP | COM | 03073E105 | 940 | 23,906 | SH | DEFINED |
| NEWS CORP | CL A | 65248E104 | 36,256 | 1,626,589 | SH | DEFINED |
| SALLY BEAUTY HLDGS INC | COM | 79546E104 | 16,942 | 658,217 | SH | DEFINED |
| TARGET CORP | COM | 87612E106 | 25,493 | 438,105 | SH | DEFINED |
| EDWARDS LIFESCIENCES CORP | COM | 28176E108 | 151 | 1,465 | SH | DEFINED |
| DR PEPPER SNAPPLE GROUP INC | COM | 26138E109 | 989 | 22,606 | SH | DEFINED |
| TRAVELERS COMPANIES INC | COM | 89417E109 | 20,071 | 314,399 | SH | DEFINED |
| VALE S A | ADR REPSTG PFD | 91912E204 | 41,499 | 2,127,100 | SH | DEFINED |
| AES CORP | COM | 00130H105 | 15,656 | 1,220,323 | SH | DEFINED |
| AT&T INC | COM | 00206R102 | 114,638 | 3,214,767 | SH | DEFINED |
| ACTUANT CORP | CL A NEW | 00508X203 | 573 | 21,111 | SH | DEFINED |
| ADOBE SYS INC | COM | 00724F101 | 4,386 | 135,505 | SH | DEFINED |
| AETNA INC NEW | COM | 00817Y108 | 17,680 | 456,033 | SH | DEFINED |
| AGILENT TECHNOLOGIES INC | COM | 00846U101 | 3,735 | 95,198 | SH | DEFINED |
| AKAMAI TECHNOLOGIES INC | COM | 00971T101 | 882 | 27,780 | SH | DEFINED |
| ALLEGHENY TECHNOLOGIES INC | COM | 01741R102 | 683 | 21,423 | SH | DEFINED |
| ALPHA NATURAL RESOURCES INC | COM | 02076X102 | 52 | 5,973 | SH | DEFINED |
| ALTRIA GROUP INC | COM | 02209S103 | 116,898 | 3,383,466 | SH | DEFINED |
| ALTRIA GROUP INC | COM | 02209S103 | 107 | 3,100 | SH | DEFINED |
| AMERICA MOVIL SAB DE CV | SPON ADR L SHS | 02364W105 | 42,245 | 1,621,104 | SH | DEFINED |
| AMERICAN PUBLIC EDUCATION IN | COM | 02913V103 | 437 | 13,664 | SH | DEFINED |
| AMERICAN TOWER CORP NEW | COM | 03027X100 | 10,748 | 153,748 | SH | DEFINED |
| AMERIPRISE FINL INC | COM | 03076C106 | 1,806 | 34,572 | SH | DEFINED |
| ASSURANT INC | COM | 04621X108 | 1,127 | 32,351 | SH | DEFINED |
| AUTONATION INC | COM | 05329W102 | 201 | 5,717 | SH | DEFINED |
| BANCO SANTANDER CHILE NEW | SP ADR REP COM | 05965X109 | 1,186 | 15,309 | SH | DEFINED |
| BANCOLOMBIA S A | SPON ADR PREF | 05968L102 | 1,805 | 29,200 | SH | DEFINED |
| BIOGEN IDEC INC | COM | 09062X103 | 2,539 | 17,588 | SH | DEFINED |
| BLACKROCK INC | COM | 09247X101 | 4,741 | 27,921 | SH | DEFINED |
| CBRE GROUP INC | CL A | 12504L109 | 187 | 11,469 | SH | DEFINED |
| C H ROBINSON WORLDWIDE INC | COM NEW | 12541W209 | 650 | 11,116 | SH | DEFINED |
| CME GROUP INC | COM | 12572Q105 | 17,260 | 64,377 | SH | DEFINED |
| CA INC | COM | 12673P105 | 3,947 | 145,719 | SH | DEFINED |
| CABLEVISION SYS CORP | CL A NY CABLVS | 12686C109 | 71 | 5,391 | SH | DEFINED |
| CAMERON INTERNATIONAL CORP | COM | 13342B105 | 46 | 1,088 | SH | DEFINED |
| CAPITAL ONE FINL CORP | COM | 14040H105 | 21,268 | 389,111 | SH | DEFINED |
| CARDINAL HEALTH INC | COM | 14149Y108 | 14,816 | 352,774 | SH | DEFINED |
| CAREFUSION CORP | COM | 14170T101 | 1,142 | 44,502 | SH | DEFINED |
| CENTERPOINT ENERGY INC | COM | 15189T107 | 828 | 40,092 | SH | DEFINED |
| CISCO SYS INC | COM | 17275R102 | 52,720 | 3,070,494 | SH | DEFINED |
| CISCO SYS INC | COM | 17275R102 | 32 | 1,900 | SH | DEFINED |

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| CLIFFS NATURAL RESOURCES INC | COM | 18683K101 | 1,511 | 30,666 | SH | DEFINED |
| COCA COLA ENTERPRISES INC NE | COM | 19122T109 | 1,747 | 62,322 | SH | DEFINED |
| COMCAST CORP NEW | CL A | 20030N101 | 69,306 | 2,167,848 | SH | DEFINED |
| CONOCOPHILLIPS | COM | 20825C104 | 47,341 | 847,207 | SH | DEFINED |
| CONSOL ENERGY INC | COM | 20854P109 | 1,355 | 44,832 | SH | DEFINED |
| CONSTELLATION BRANDS INC | CL A | 21036P108 | 1,059 | 39,167 | SH | DEFINED |
| COSTCO WHSL CORP NEW | COM | 22160K105 | 6,392 | 67,286 | SH | DEFINED |
| COSTAR GROUP INC | COM | 22160N109 | 703 | 8,662 | SH | DEFINED |
| DFC GLOBAL CORP | COM | 23324T107 | 967 | 52,520 | SH | DEFINED |
| D R HORTON INC | COM | 23331A109 | 570 | 31,015 | SH | DEFINED |
| DAVITA INC | COM | 23918K108 | 259 | 2,647 | SH | DEFINED |
| DELL INC | COM | 24702R101 | 14,684 | 1,172,850 | SH | DEFINED |
| DEMANDWARE INC | COM | 24802Y105 | 333 | 14,062 | SH | DEFINED |
| DEVON ENERGY CORP NEW | COM | 25179M103 | 4,921 | 84,867 | SH | DEFINED |
| DEVON ENERGY CORP NEW | COM | 25179M103 | 1,723 | 29,722 | SH | DEFINED |
| DEVON ENERGY CORP NEW | COM | 25179M103 | 273 | 4,721 | SH | DEFINED |
| DIAMOND OFFSHORE DRILLING IN | COM | 25271C102 | 259 | 4,395 | SH | DEFINED |
| DISCOVERY COMMUNICATNS NEW | COM SER A | 25470F104 | 21,567 | 399,403 | SH | DEFINED |
| DIRECTV | COM CL A | 25490A101 | 958 | 19,642 | SH | DEFINED |
| DOMINION RES INC VA NEW | COM | 25746U109 | 124 | 2,310 | SH | DEFINED |
| DUKE ENERGY CORP NEW | COM | 26441C105 | 6,686 | 289,947 | SH | DEFINED |
| EOG RES INC | COM | 26875P101 | 5,788 | 64,241 | SH | DEFINED |
| EQT CORP | COM | 26884L109 | 774 | 14,442 | SH | DEFINED |
| ENTERGY CORP NEW | COM | 29364G103 | 2,609 | 38,443 | SH | DEFINED |
| EXELON CORP | COM | 30161N101 | 22,119 | 587,983 | SH | DEFINED |
| EXPEDIA INC DEL | COM NEW | 30212P303 | 1,005 | 20,908 | SH | DEFINED |
| EXPRESS SCRIPTS HLDG CO | COM | 30219G108 | 32,569 | 583,361 | SH | DEFINED |
| EXXON MOBIL CORP | COM | 30231G102 | 242,682 | 2,836,067 | SH | DEFINED |
| EXXON MOBIL CORP | COM | 30231G102 | 22 | 267 | SH | DEFINED |
| FMC TECHNOLOGIES INC | COM | 30249U101 | 11,486 | 292,803 | SH | DEFINED |
| FEDEX CORP | COM | 31428X106 | 21,444 | 234,090 | SH | DEFINED |
| FIDELITY NATL INFORMATION SV | COM | 31620M106 | 2,551 | 74,865 | SH | DEFINED |
| FLOWSERVE CORP | COM | 34354P105 | 76,420 | 665,970 | SH | DEFINED |
| FORTUNE BRANDS HOME & SEC IN | COM | 34964C106 | 161 | 7,272 | SH | DEFINED |
| FREPORT-MCMORAN COPPER & GO | COM | 35671D857 | 24,132 | 708,317 | SH | DEFINED |
| FRONTIER COMMUNICATIONS CORP | COM | 35906A108 | 1,065 | 278,218 | SH | DEFINED |
| GAMESTOP CORP NEW | CL A | 36467W109 | 807 | 43,973 | SH | DEFINED |
| GENWORTH FINL INC | COM CL A | 37247D106 | 564 | 99,734 | SH | DEFINED |
| GOLDMAN SACHS GROUP INC | COM | 38141G104 | 26,311 | 274,478 | SH | DEFINED |
| GOOGLE INC | CL A | 38259P508 | 72,153 | 124,387 | SH | DEFINED |
| HCP INC | COM | 40414L109 | 2,778 | 62,931 | SH | DEFINED |
| HDFC BANK LTD | ADR REPS 3 SHS | 40415F101 | 8,678 | 266,200 | SH | DEFINED |
| HESS CORP | COM | 42809H107 | 10,635 | 244,777 | SH | DEFINED |
| ICICI BK LTD | ADR | 45104G104 | 226 | 6,974 | SH | DEFINED |
| IDEX CORP | COM | 45167R104 | 708 | 18,185 | SH | DEFINED |
| INTEGRYS ENERGY GROUP INC | COM | 45822P105 | 493 | 8,671 | SH | DEFINED |
| INTERCONTINENTALEXCHANGE INC | COM | 45865V100 | 903 | 6,645 | SH | DEFINED |
| INTUITIVE SURGICAL INC | COM NEW | 46120E602 | 25,817 | 46,619 | SH | DEFINED |
| JDS UNIPHASE CORP | COM PAR \$0.001 | 46612J507 | 341 | 31,000 | SH | DEFINED |
| JPMORGAN CHASE & CO | COM | 46625H100 | 73,217 | 2,049,200 | SH | DEFINED |
| JPMORGAN CHASE & CO | COM | 46625H100 | 1,677 | 46,940 | SH | DEFINED |
| JPMORGAN CHASE & CO | COM | 46625H100 | 247 | 6,934 | SH | DEFINED |
| JUNIPER NETWORKS INC | COM | 48203R104 | 493 | 30,278 | SH | DEFINED |
| KINDER MORGAN INC DEL | COM | 49456B101 | 1,631 | 50,646 | SH | DEFINED |
| KRAFT FOODS INC | CL A | 50075N104 | 37,038 | 959,042 | SH | DEFINED |
| KRAFT FOODS INC | CL A | 50075N104 | 82 | 2,145 | SH | DEFINED |

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|------------------------------|----------------|-----------|--------|-----------|----|---------|
| LABORATORY CORP AMER HLDGS | COM NEW | 50540R409 | 998 | 10,784 | SH | DEFINED |
| LIFE TECHNOLOGIES CORP | COM | 53217V109 | 10,253 | 227,917 | SH | DEFINED |
| M & T BK CORP | COM | 55261F104 | 11,367 | 137,672 | SH | DEFINED |
| MACYS INC | COM | 55616P104 | 3,326 | 96,850 | SH | DEFINED |
| MACYS INC | COM | 55616P104 | 2,867 | 83,471 | SH | DEFINED |
| MACYS INC | COM | 55616P104 | 421 | 12,279 | SH | DEFINED |
| MARATHON PETE CORP | COM | 56585A102 | 15,676 | 348,987 | SH | DEFINED |
| MARKET VECTORS ETF TR | GOLD MINER ETF | 57060U100 | 23 | 522 | SH | DEFINED |
| MARKET VECTORS ETF TR | GOLD MINER ETF | 57060U100 | 73 | 1,650 | SH | DEFINED |
| MASTERCARD INC | CL A | 57636Q104 | 26,818 | 62,353 | SH | DEFINED |
| MATTRESS FIRM HLDG CORP | COM | 57722W106 | 405 | 13,377 | SH | DEFINED |
| MCKESSON CORP | COM | 58155Q103 | 93,516 | 997,511 | SH | DEFINED |
| MERCK & CO INC NEW | COM | 58933Y105 | 78,510 | 1,880,495 | SH | DEFINED |
| METLIFE INC | COM | 59156R108 | 22,017 | 713,692 | SH | DEFINED |
| MOLSON COORS BREWING CO | CL B | 60871R209 | 1,433 | 34,459 | SH | DEFINED |
| MONSANTO CO NEW | COM | 61166W101 | 21,943 | 265,088 | SH | DEFINED |
| MOSAIC CO NEW | COM | 61945C103 | 840 | 15,344 | SH | DEFINED |
| NETAPP INC | COM | 64110D104 | 48 | 1,515 | SH | DEFINED |
| NETFLIX INC | COM | 64110L106 | 13 | 193 | SH | DEFINED |
| NEXTERA ENERGY INC | COM | 65339F101 | 2,639 | 38,357 | SH | DEFINED |
| NISOURCE INC | COM | 65473P105 | 507 | 20,506 | SH | DEFINED |
| NUANCE COMMUNICATIONS INC | COM | 67020Y100 | 657 | 27,600 | SH | DEFINED |
| NVIDIA CORP | COM | 67066G104 | 1,019 | 73,757 | SH | DEFINED |
| O REILLY AUTOMOTIVE INC NEW | COM | 67103H107 | 28,678 | 342,343 | SH | DEFINED |
| ORACLE CORP | COM | 68389X105 | 76,486 | 2,575,310 | SH | DEFINED |
| PG&E CORP | COM | 69331C108 | 20,383 | 450,263 | SH | DEFINED |
| PPL CORP | COM | 69351T106 | 1,490 | 53,608 | SH | DEFINED |
| PETROLEO BRASILEIRO SA PETRO | SP ADR NON VTG | 71654V101 | 38,208 | 2,106,300 | SH | DEFINED |
| PETROLEO BRASILEIRO SA PETRO | SPONSORED ADR | 71654V408 | 96 | 5,146 | SH | DEFINED |
| POOL CORPORATION | COM | 73278L105 | 1,168 | 28,881 | SH | DEFINED |
| PORTFOLIO RECOVERY ASSOCS IN | COM | 73640Q105 | 1,822 | 19,975 | SH | DEFINED |
| PRAXAIR INC | COM | 74005P104 | 12,706 | 116,861 | SH | DEFINED |
| PRICE T ROWE GROUP INC | COM | 74144T108 | 4,376 | 69,518 | SH | DEFINED |
| PRINCIPAL FINL GROUP INC | COM | 74251V102 | 1,913 | 72,952 | SH | DEFINED |
| QEP RES INC | COM | 74733V100 | 1,441 | 48,096 | SH | DEFINED |
| QUEST DIAGNOSTICS INC | COM | 74834L100 | 885 | 14,775 | SH | DEFINED |
| RANGE RES CORP | COM | 75281A109 | 1,505 | 24,339 | SH | DEFINED |
| REGIONS FINANCIAL CORP NEW | COM | 7591EP100 | 1,490 | 220,787 | SH | DEFINED |
| ROADRUNNER TRNSN SVCS HLDG I | COM | 76973Q105 | 6,923 | 409,896 | SH | DEFINED |
| SAIC INC | COM | 78390X101 | 537 | 44,336 | SH | DEFINED |
| SLM CORP | COM | 78442P106 | 1,710 | 108,880 | SH | DEFINED |
| SPDR S&P 500 ETF TR | TR UNIT | 78462F103 | 175 | 1,290 | SH | DEFINED |
| SPDR S&P 500 ETF TR | TR UNIT | 78462F103 | 1,155 | 8,476 | SH | DEFINED |
| SPDR INDEX SHS FDS | EURO STOXX 50 | 78463X202 | 62 | 2,206 | SH | DEFINED |
| SPDR INDEX SHS FDS | EURO STOXX 50 | 78463X202 | 770 | 27,304 | SH | DEFINED |
| SALESFORCE COM INC | COM | 79466L302 | 76 | 552 | SH | DEFINED |
| SANDISK CORP | COM | 80004C101 | 1,233 | 33,823 | SH | DEFINED |
| SCANA CORP NEW | COM | 80589M102 | 512 | 10,720 | SH | DEFINED |
| SEALED AIR CORP NEW | COM | 81211K100 | 411 | 26,634 | SH | DEFINED |
| SELECT SECTOR SPDR TR | SBI HEALTHCARE | 81369Y209 | 169 | 4,449 | SH | DEFINED |
| SELECT SECTOR SPDR TR | SBI HEALTHCARE | 81369Y209 | 3 | 89 | SH | DEFINED |
| SELECT SECTOR SPDR TR | SBI INT-FINL | 81369Y605 | 3,329 | 227,751 | SH | DEFINED |
| SELECT SECTOR SPDR TR | SBI INT-FINL | 81369Y605 | 426 | 29,201 | SH | DEFINED |
| SELECT SECTOR SPDR TR | SBI INT-UTILS | 81369Y886 | 50 | 1,363 | SH | DEFINED |
| SIGNATURE BK NEW YORK N Y | COM | 82669G104 | 10,817 | 177,422 | SH | DEFINED |
| SKYWORKS SOLUTIONS INC | COM | 83088M102 | 273 | 10,000 | SH | DEFINED |

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|------------------------------|---------------|-----------|---------|-----------|----|---------|
| SOLARWINDS INC | COM | 83416B109 | 127,575 | 2,928,736 | SH | DEFINED |
| SOLERA HOLDINGS INC | COM | 83421A104 | 748 | 17,915 | SH | DEFINED |
| SOUTHERN COPPER CORP | COM | 84265V105 | 8,174 | 259,414 | SH | DEFINED |
| STARWOOD HOTELS&RESORTS WRLD | COM | 85590A401 | 16,579 | 312,592 | SH | DEFINED |
| SUNOCO INC | COM | 86764P109 | 222 | 4,682 | SH | DEFINED |
| TARGA RES CORP | COM | 87612G101 | 226 | 5,300 | SH | DEFINED |
| TENET HEALTHCARE CORP | COM | 88033G100 | 337 | 64,490 | SH | DEFINED |
| TERADATA CORP DEL | COM | 88076W103 | 20,828 | 289,248 | SH | DEFINED |
| TEXAS CAPITAL BANCSHARES INC | COM | 88224Q107 | 1,576 | 39,029 | SH | DEFINED |
| 3M CO | COM | 88579Y101 | 39,424 | 440,000 | SH | DEFINED |
| TIME WARNER CABLE INC | COM | 88732J207 | 19,643 | 239,261 | SH | DEFINED |
| TREEHOUSE FOODS INC | COM | 89469A104 | 7,239 | 116,226 | SH | DEFINED |
| UNITEDHEALTH GROUP INC | COM | 91324P102 | 143,746 | 2,457,204 | SH | DEFINED |
| UNUM GROUP | COM | 91529Y106 | 1,325 | 69,313 | SH | DEFINED |
| VALERO ENERGY CORP NEW | COM | 91913Y100 | 5,461 | 226,147 | SH | DEFINED |
| VARIAN MED SYS INC | COM | 92220P105 | 14,389 | 236,781 | SH | DEFINED |
| VERIZON COMMUNICATIONS INC | COM | 92343V104 | 62,950 | 1,416,534 | SH | DEFINED |
| VERIZON COMMUNICATIONS INC | COM | 92343V104 | 2,061 | 46,390 | SH | DEFINED |
| VERIZON COMMUNICATIONS INC | COM | 92343V104 | 272 | 6,139 | SH | DEFINED |
| VERISK ANALYTICS INC | CL A | 92345Y106 | 1,247 | 25,332 | SH | DEFINED |
| VIACOM INC NEW | CL B | 92553P201 | 3,931 | 83,619 | SH | DEFINED |
| VIACOM INC NEW | CL B | 92553P201 | 528 | 11,233 | SH | DEFINED |
| VIACOM INC NEW | CL B | 92553P201 | 99 | 2,118 | SH | DEFINED |
| VISA INC | COM CL A | 92826C839 | 24,130 | 195,180 | SH | DEFINED |
| WASTE MGMT INC DEL | COM | 94106L109 | 18,826 | 563,653 | SH | DEFINED |
| WELLPOINT INC | COM | 94973V107 | 11,683 | 183,159 | SH | DEFINED |
| WINDSTREAM CORP | COM | 97381W104 | 6,705 | 694,149 | SH | DEFINED |
| WPX ENERGY INC | COM | 98212B103 | 230 | 14,271 | SH | DEFINED |
| WYNDHAM WORLDWIDE CORP | COM | 98310W108 | 1,219 | 23,119 | SH | DEFINED |
| XCEL ENERGY INC | COM | 98389B100 | 2,137 | 75,234 | SH | DEFINED |
| XYLEM INC | COM | 98419M100 | 432 | 17,199 | SH | DEFINED |
| YOUKU INC | SPONSORED ADR | 98742U100 | 366 | 16,906 | SH | DEFINED |
| ZIMMER HLDGS INC | COM | 98956P102 | 1,553 | 24,143 | SH | DEFINED |
| AON PLC | SHS CL A | G0408V102 | 1,119 | 23,934 | SH | DEFINED |
| ACCENTURE PLC IRELAND | SHS CLASS A | G1151C101 | 15,595 | 259,539 | SH | DEFINED |
| BUNGE LIMITED | COM | G16962105 | 2,571 | 40,989 | SH | DEFINED |
| BUNGE LIMITED | COM | G16962105 | 349 | 5,573 | SH | DEFINED |
| COOPER INDUSTRIES PLC | SHS | G24140108 | 1,006 | 14,768 | SH | DEFINED |
| CREDICORP LTD | COM | G2519Y108 | 1,435 | 11,400 | SH | DEFINED |
| COVIDIEN PLC | SHS | G2554F113 | 7,041 | 131,617 | SH | DEFINED |
| INGERSOLL-RAND PLC | SHS | G47791101 | 1,990 | 47,194 | SH | DEFINED |
| INVESCO LTD | SHS | G491BT108 | 1,583 | 70,074 | SH | DEFINED |
| LAZARD LTD | SHS A | G54050102 | 2,757 | 106,100 | SH | DEFINED |
| NABORS INDUSTRIES LTD | SHS | G6359F103 | 803 | 55,816 | SH | DEFINED |
| ROWAN COMPANIES PLC | SHS CL A | G7665A101 | 805 | 24,917 | SH | DEFINED |
| XL GROUP PLC | SHS | G98290102 | 1,110 | 52,795 | SH | DEFINED |
| ACE LTD | SHS | H0023R105 | 5,818 | 78,488 | SH | DEFINED |
| NOBLE CORPORATION BAAR | NAMEN -AKT | H5833N103 | 1,286 | 39,558 | SH | DEFINED |
| TE CONNECTIVITY LTD | REG SHS | H84989104 | 2,696 | 84,494 | SH | DEFINED |
| TYCO INTERNATIONAL LTD | SHS | H89128104 | 4,857 | 91,904 | SH | DEFINED |
| CORE LABORATORIES N V | COM | N22717107 | 10,237 | 88,333 | SH | DEFINED |
| ROYAL CARIBBEAN CRUISES LTD | COM | V7780T103 | 65,755 | 2,526,126 | SH | DEFINED |

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