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Lloyds Banking Group plc
Form 13F-HR
July 27, 2011

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

FORM 13F

FORM 13F COVER PAGE

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

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

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

Institutional Investment Manager Filing this Report:

Name: Lloyds Banking Group plc

Address: The Mound

Edinburgh EH1 1YZ

Scotland

United Kingdom

Form 13F File Number: 001-15246

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

Person Signing this Report on Behalf of Reporting Manager:

Name: Mr M Wilson

Title: Share Disclosure Team

Phone: (+44) 113 235 7669

Signature, Place, and Date of Signing:

/s/ M Wilson 27-Jul-11

[Signature] [City, State] [Date]

Report Type (Check only one.):

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

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

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

FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 3

Form 13F Information Table Entry Total: 676

Form 13F Information Table Value Total: \$9,071,202

(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 1.6056

	TITLE OF CLASS	CUSIP	VALUE US\$ 000's	NO. OF SHARES	SH/PRN	INVESTMENT DISCRETION
AFLAC INC	COM	001055102	15,615	334,487	SH	DEFINED
AK STL HLDG CORP	COM	001547108	7	500	SH	DEFINED
ABBOTT LABS	COM	002824100	38,735	736,629	SH	DEFINED
ABERCROMBIE & FITCH CO	CL A	002896207	1,687	25,230	SH	DEFINED
ACME PACKET INC	COM	004764106	10,089	143,948	SH	DEFINED
ADVANCED MICRO DEVICES INC	COM	007903107	436	62,428	SH	DEFINED
AGNICO EAGLE MINES LTD	COM	008474108	6,173	97,837	SH	DEFINED
AIR PRODS & CHEMS INC	COM	009158106	24,548	256,880	SH	DEFINED
AIRGAS INC	COM	009363102	519	7,427	SH	DEFINED
ALCOA INC	COM	013817101	19,470	1,228,823	SH	DEFINED
ALLERGAN INC	COM	018490102	1,007	12,098	SH	DEFINED
ALLSTATE CORP	COM	020002101	18,050	591,128	SH	DEFINED
ALTERA CORP	COM	021441100	2,417	52,147	SH	DEFINED
AMAZON COM INC	COM	023135106	33,435	163,526	SH	DEFINED
AMEREN CORP	COM	023608102	871	30,222	SH	DEFINED
AMERICAN ELEC PWR INC	COM	025537101	4,079	108,331	SH	DEFINED
AMERICAN EXPRESS CO	COM	025816109	30,066	581,607	SH	DEFINED
AMERICAN INTL GROUP INC	COM	026874784	1,727	58,926	SH	DEFINED

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AMERICAN TOWER CORP	CL A	029912201	20,453	391,109	SH	DEFINED
AMGEN INC	COM	031162100	19,329	331,352	SH	DEFINED
AMPHENOL CORP NEW	CL A	032095101	1,558	28,888	SH	DEFINED
ANADARKO PETE CORP	COM	032511107	4,243	55,304	SH	DEFINED
ANALOG DEVICES INC	COM	032654105	3,455	88,265	SH	DEFINED
ANGLOGOLD ASHANTI LTD	SPONSORED ADR	035128206	242	5,760	SH	DEFINED
AON CORP	COM	037389103	2,796	54,543	SH	DEFINED
APACHE CORP	COM	037411105	112,857	914,976	SH	DEFINED
APOLLO GROUP INC	CL A	037604105	526	12,054	SH	DEFINED
APPLE INC	COM	037833100	267,008	795,591	SH	DEFINED
APPLIED MATLS INC	COM	038222105	64,372	4,946,013	SH	DEFINED
ARCHER DANIELS MIDLAND CO	COM	039483102	4,567	151,613	SH	DEFINED
AUTODESK INC	COM	052769106	865	22,427	SH	DEFINED
AUTOMATIC DATA PROCESSING IN	COM	053015103	4,301	81,684	SH	DEFINED
AUTOZONE INC	COM	053332102	1,314	4,458	SH	DEFINED
AVERY DENNISON CORP	COM	053611109	1,412	36,587	SH	DEFINED
AVON PRODS INC	COM	054303102	51	1,829	SH	DEFINED
BB&T CORP	COM	054937107	18,377	684,595	SH	DEFINED
BMC SOFTWARE INC	COM	055921100	1,615	29,526	SH	DEFINED
BAKER HUGHES INC	COM	057224107	29,999	413,495	SH	DEFINED
BALL CORP	COM	058498106	1,085	28,261	SH	DEFINED
BANK OF AMERICA CORPORATION	COM	060505104	57,826	5,278,535	SH	DEFINED
BANK OF NEW YORK MELLON CORP	COM	064058100	19,401	757,422	SH	DEFINED
BARD C R INC	COM	067383109	1,548	14,092	SH	DEFINED
BAXTER INTL INC	COM	071813109	34,864	584,487	SH	DEFINED
BECTON DICKINSON & CO	COM	075887109	3,157	36,647	SH	DEFINED
BED BATH & BEYOND INC	COM	075896100	20,318	348,121	SH	DEFINED
BEMIS INC	COM	081437105	821	24,328	SH	DEFINED
BERKSHIRE HATHAWAY INC DEL	CL B NEW	084670702	59,842	773,503	SH	DEFINED
BEST BUY INC	COM	086516101	1,627	51,792	SH	DEFINED
BIG LOTS INC	COM	089302103	417	12,598	SH	DEFINED
BLOCK H & R INC	COM	093671105	778	48,499	SH	DEFINED
BOEING CO	COM	097023105	21,951	296,897	SH	DEFINED
BOSTON SCIENTIFIC CORP	COM	101137107	41	5,970	SH	DEFINED
BRISTOL MYERS SQUIBB CO	COM	110122108	23,607	815,591	SH	DEFINED
BROADCOM CORP	CL A	111320107	888	26,415	SH	DEFINED
BROWN FORMAN CORP	CL B	115637209	818	10,964	SH	DEFINED
CBS CORP NEW	CL B	124857202	32,831	1,153,000	SH	DEFINED
CF INDS HLDGS INC	COM	125269100	1,868	13,193	SH	DEFINED
CIGNA CORP	COM	125509109	4,059	78,839	SH	DEFINED
CMS ENERGY CORP	COM	125896100	20,329	1,032,200	SH	DEFINED
CSX CORP	COM	126408103	25,558	974,946	SH	DEFINED
CVS CAREMARK CORPORATION	COM	126650100	28,972	771,472	SH	DEFINED
CABOT OIL & GAS CORP	COM	127097103	731	11,043	SH	DEFINED
CAMPBELL SOUP CO	COM	134429109	14,122	409,037	SH	DEFINED
CARMAX INC	COM	143130102	944	28,539	SH	DEFINED
CARNIVAL CORP	PAIRED CTF	143658300	17,209	457,226	SH	DEFINED
CATERPILLAR INC DEL	COM	149123101	44,988	422,689	SH	DEFINED
CELGENE CORP	COM	151020104	21,587	358,115	SH	DEFINED
CENTURYLINK INC	COM	156700106	15,706	388,639	SH	DEFINED
CEPHALON INC	COM	156708109	350	4,382	SH	DEFINED
CERNER CORP	COM	156782104	914	14,970	SH	DEFINED
CHEESECAKE FACTORY INC	COM	163072101	3,991	127,188	SH	DEFINED
CHESAPEAKE ENERGY CORP	COM	165167107	24,483	824,916	SH	DEFINED
CHEVRON CORP NEW	COM	166764100	108,780	1,058,535	SH	DEFINED
CHIPOTLE MEXICAN GRILL INC	COM	169656105	1,469	4,770	SH	DEFINED

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CHUBB CORP	COM	171232101	12,191	194,688	SH	DEFINED
CINCINNATI FINL CORP	COM	172062101	12,778	438,237	SH	DEFINED
CINTAS CORP	COM	172908105	718	21,759	SH	DEFINED
CITIGROUP INC	COM NEW	172967424	61,261	1,472,290	SH	DEFINED
CITRIX SYS INC	COM	177376100	17,608	220,145	SH	DEFINED
CLOROX CO DEL	COM	189054109	356	5,281	SH	DEFINED
COACH INC	COM	189754104	17,431	272,651	SH	DEFINED
COCA COLA CO	COM	191216100	181,733	2,700,958	SH	DEFINED
COGNIZANT TECHNOLOGY SOLUTIO	CL A	192446102	863	11,776	SH	DEFINED
COLGATE PALMOLIVE CO	COM	194162103	17,952	205,440	SH	DEFINED
COMERICA INC	COM	200340107	223	6,477	SH	DEFINED
COMPANIA DE MINAS BUENAVENTU	SPONSORED ADR	204448104	5,356	141,100	SH	DEFINED
COMPUTER SCIENCES CORP	COM	205363104	8,864	233,473	SH	DEFINED
COMPUWARE CORP	COM	205638109	229	23,527	SH	DEFINED
CONAGRA FOODS INC	COM	205887102	24,696	957,770	SH	DEFINED
CONCUR TECHNOLOGIES INC	COM	206708109	2,752	54,962	SH	DEFINED
CONSOLIDATED EDISON INC	COM	209115104	2,531	47,570	SH	DEFINED
CONSTANT CONTACT INC	COM	210313102	8,579	338,311	SH	DEFINED
CONSTELLATION ENERGY GROUP I	COM	210371100	447	11,787	SH	DEFINED
CORNING INC	COM	219350105	6,452	355,588	SH	DEFINED
COVENTRY HEALTH CARE INC	COM	222862104	2,938	80,637	SH	DEFINED
CUMMINS INC	COM	231021106	23,585	228,011	SH	DEFINED
CYPRESS SEMICONDUCTOR CORP	COM	232806109	8,443	399,489	SH	DEFINED
DTE ENERGY CO	COM	233331107	2,386	47,705	SH	DEFINED
DANAHER CORP DEL	COM	235851102	5,135	96,920	SH	DEFINED
DARDEN RESTAURANTS INC	COM	237194105	1,549	31,151	SH	DEFINED
DEAN FOODS CO NEW	COM	242370104	79	6,479	SH	DEFINED
DEERE & CO	COM	244199105	24,646	298,892	SH	DEFINED
DENBURY RES INC	COM NEW	247916208	827	41,404	SH	DEFINED
DENTSPLY INTL INC NEW	COM	249030107	575	15,122	SH	DEFINED
DEVRY INC DEL	COM	251893103	9,443	159,803	SH	DEFINED
DISNEY WALT CO	COM DISNEY	254687106	36,714	940,802	SH	DEFINED
DISCOVER FINL SVCS	COM	254709108	4,244	158,688	SH	DEFINED
DR REDDYS LABS LTD	ADR	256135203	109	3,200	SH	DEFINED
DOLLAR FINL CORP	COM	256664103	2,276	105,118	SH	DEFINED
DONNELLEY R R & SONS CO	COM	257867101	919	46,907	SH	DEFINED
DOVER CORP	COM	260003108	4,450	65,649	SH	DEFINED
DOW CHEM CO	COM	260543103	23,782	660,546	SH	DEFINED
DRIL-QUIP INC	COM	262037104	1,321	19,473	SH	DEFINED
DU PONT E I DE NEMOURS & CO	COM	263534109	8,210	151,956	SH	DEFINED
E M C CORP MASS	COM	268648102	51,543	1,870,560	SH	DEFINED
E TRADE FINANCIAL CORP	COM NEW	269246401	329	23,899	SH	DEFINED
EASTMAN CHEM CO	COM	277432100	2,471	24,224	SH	DEFINED
EATON CORP	COM	278058102	24,176	469,994	SH	DEFINED
EBAY INC	COM	278642103	9,025	279,745	SH	DEFINED
ECOLAB INC	COM	278865100	20,993	372,516	SH	DEFINED
ECOPETROL S A	SPONSORED ADS	279158109	6,505	147,800	SH	DEFINED
EDISON INTL	COM	281020107	2,078	53,655	SH	DEFINED
ELECTRONIC ARTS INC	COM	285512109	294	12,481	SH	DEFINED
EMERSON ELEC CO	COM	291011104	39,730	706,450	SH	DEFINED
EQUIFAX INC	COM	294429105	11,829	340,856	SH	DEFINED
EXPEDITORS INTL WASH INC	COM	302130109	1,151	22,499	SH	DEFINED
EXPRESS SCRIPTS INC	COM	302182100	20,870	386,679	SH	DEFINED
FLIR SYS INC	COM	302445101	528	15,691	SH	DEFINED
F M C CORP	COM NEW	302491303	655	7,621	SH	DEFINED
FAMILY DLR STORES INC	COM	307000109	1,063	20,229	SH	DEFINED

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FASTENAL CO	COM	311900104	1,760	48,902	SH	DEFINED
FEDERATED INVS INC PA	CL B	314211103	653	27,397	SH	DEFINED
F5 NETWORKS INC	COM	315616102	958	8,692	SH	DEFINED
FIFTH THIRD BANCORP	COM	316773100	2,733	214,662	SH	DEFINED
FIRST HORIZON NATL CORP	COM	320517105	111	11,723	SH	DEFINED
FIRST SOLAR INC	COM	336433107	324	2,450	SH	DEFINED
FISERV INC	COM	337738108	18,910	301,961	SH	DEFINED
FIRSTENERGY CORP	COM	337932107	16,006	362,499	SH	DEFINED
FLUOR CORP NEW	COM	343412102	1,215	18,805	SH	DEFINED
FORD MTR CO DEL	COM PAR \$0.01	345370860	24,540	1,778,943	SH	DEFINED
FOREST LABS INC	COM	345838106	17,505	444,860	SH	DEFINED
FORTUNE BRANDS INC	COM	349631101	13,514	212,049	SH	DEFINED
FOSSIL INC	COM	349882100	44,628	378,945	SH	DEFINED
FRANKLIN RES INC	COM	354613101	21,768	165,817	SH	DEFINED
GANNETT INC	COM	364730101	1,183	82,534	SH	DEFINED
GAP INC DEL	COM	364760108	1,742	96,321	SH	DEFINED
GENERAL DYNAMICS CORP	COM	369550108	23,355	313,350	SH	DEFINED
GENERAL ELECTRIC CO	COM	369604103	106,848	5,669,863	SH	DEFINED
GENERAL MLS INC	COM	370334104	1,377	37,017	SH	DEFINED
GENUINE PARTS CO	COM	372460105	46,417	853,658	SH	DEFINED
GILEAD SCIENCES INC	COM	375558103	2,234	53,956	SH	DEFINED
GOLDCORP INC NEW	COM	380956409	91,276	1,891,163	SH	DEFINED
GOODRICH CORP	COM	382388106	25,871	270,923	SH	DEFINED
GOODYEAR TIRE & RUBR CO	COM	382550101	396	23,616	SH	DEFINED
GRAINGER W W INC	COM	384802104	76,875	500,280	SH	DEFINED
HALLIBURTON CO	COM	406216101	153,389	3,007,927	SH	DEFINED
HARLEY DAVIDSON INC	COM	412822108	36,211	883,533	SH	DEFINED
HARMAN INTL INDS INC	COM	413086109	752	16,497	SH	DEFINED
HARRIS CORP DEL	COM	413875105	1,300	28,869	SH	DEFINED
HARTFORD FINL SVCS GROUP INC	COM	416515104	3,451	130,960	SH	DEFINED
HASBRO INC	COM	418056107	300	6,846	SH	DEFINED
HAWAIIAN ELEC INDUSTRIES	COM	419870100	2,101	87,310	SH	DEFINED
HEALTHWAYS INC	COM	422245100	2,214	146,066	SH	DEFINED
HEICO CORP NEW	COM	422806109	1,053	19,252	SH	DEFINED
HEINZ H J CO	COM	423074103	3,259	61,189	SH	DEFINED
HELMERICH & PAYNE INC	COM	423452101	2,019	30,573	SH	DEFINED
HERSHEY CO	COM	427866108	942	16,565	SH	DEFINED
HEWLETT PACKARD CO	COM	428236103	43,506	1,195,058	SH	DEFINED
HIBBETT SPORTS INC	COM	428567101	1,380	33,906	SH	DEFINED
HOME DEPOT INC	COM	437076102	30,531	843,530	SH	DEFINED
HONEYWELL INTL INC	COM	438516106	11,411	191,615	SH	DEFINED
HORMEL FOODS CORP	COM	440452100	1,208	40,564	SH	DEFINED
HOSPIRA INC	COM	441060100	33	594	SH	DEFINED
HUDSON CITY BANCORP	COM	443683107	363	44,448	SH	DEFINED
HUMANA INC	COM	444859102	3,169	39,363	SH	DEFINED
HUNT J B TRANS SVCS INC	COM	445658107	18,696	396,989	SH	DEFINED
HUNTINGTON BANCSHARES INC	COM	446150104	993	151,503	SH	DEFINED
ITT CORP NEW	COM	450911102	1,277	21,690	SH	DEFINED
ILLINOIS TOOL WKS INC	COM	452308109	6,320	111,896	SH	DEFINED
INFOSYS TECHNOLOGIES LTD	SPONSORED ADR	456788108	15,251	233,870	SH	DEFINED
INTEL CORP	COM	458140100	70,145	3,166,856	SH	DEFINED
INTERNATIONAL BUSINESS MACHS	COM	459200101	122,376	713,879	SH	DEFINED
INTERNATIONAL FLAVORS&FRAGRA	COM	459506101	856	13,334	SH	DEFINED
INTERNATIONAL GAME TECHNOLOG	COM	459902102	821	46,695	SH	DEFINED
INTL PAPER CO	COM	460146103	4,525	151,885	SH	DEFINED
INTERPUBLIC GROUP COS INC	COM	460690100	94,295	7,546,684	SH	DEFINED

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INTUIT	COM	461202103	549	10,601	SH	DEFINED
IRON MTN INC	COM	462846106	746	21,909	SH	DEFINED
ITAU UNIBANCO HLDG SA	SPON ADR REP PFD	465562106	43,648	1,854,639	SH	DEFINED
JABIL CIRCUIT INC	COM	466313103	937	46,424	SH	DEFINED
JACOBS ENGR GROUP INC DEL	COM	469814107	21	508	SH	DEFINED
JETBLUE AIRWAYS CORP	COM	477143101	102	16,835	SH	DEFINED
JOHNSON & JOHNSON	COM	478160104	185,589	2,792,292	SH	DEFINED
JOHNSON CTLS INC	COM	478366107	15,900	381,907	SH	DEFINED
JOY GLOBAL INC	COM	481165108	1,642	17,237	SH	DEFINED
KLA-TENCOR CORP	COM	482480100	13,642	337,226	SH	DEFINED
KELLOGG CO	COM	487836108	36,673	663,235	SH	DEFINED
KEYCORP NEW	COM	493267108	1,381	165,902	SH	DEFINED
KIMBERLY CLARK CORP	COM	494368103	15,838	238,055	SH	DEFINED
KOHL'S CORP	COM	500255104	4,986	99,698	SH	DEFINED
KROGER CO	COM	501044101	21,785	877,902	SH	DEFINED
LKQ CORP	COM	501889208	8,035	307,921	SH	DEFINED
LSI CORPORATION	COM	502161102	983	138,202	SH	DEFINED
L-3 COMMUNICATIONS HLDGS INC	COM	502424104	17,974	205,528	SH	DEFINED
LAUDER ESTEE COS INC	CL A	518439104	2,098	19,951	SH	DEFINED
LEGGETT & PLATT INC	COM	524660107	745	30,565	SH	DEFINED
LEGG MASON INC	COM	524901105	838	25,582	SH	DEFINED
LENNAR CORP	CL A	526057104	313	17,229	SH	DEFINED
LEUCADIA NATL CORP	COM	527288104	1,989	58,331	SH	DEFINED
LEXMARK INTL NEW	CL A	529771107	494	16,882	SH	DEFINED
LILLY ELI & CO	COM	532457108	10,686	284,774	SH	DEFINED
LIMITED BRANDS INC	COM	532716107	2,246	58,415	SH	DEFINED
LINCOLN NATL CORP IND	COM	534187109	2,650	93,124	SH	DEFINED
LINEAR TECHNOLOGY CORP	COM	535678106	18,764	568,194	SH	DEFINED
LITHIA MTRS INC	CL A	536797103	4,087	208,486	SH	DEFINED
LOCKHEED MARTIN CORP	COM	539830109	5,228	64,573	SH	DEFINED
LOEWS CORP	COM	540424108	2,188	51,985	SH	DEFINED
LORILLARD INC	COM	544147101	40,021	367,544	SH	DEFINED
LOWES COS INC	COM	548661107	24,797	1,063,596	SH	DEFINED
MDU RES GROUP INC	COM	552690109	9,893	439,619	SH	DEFINED
MEMC ELECTR MATLS INC	COM	552715104	1,068	125,296	SH	DEFINED
MSC INDL DIRECT INC	CL A	553530106	10,453	157,633	SH	DEFINED
MAGNA INTL INC	COM	559222401	9,313	172,297	SH	DEFINED
MARATHON OIL CORP	COM	565849106	40,562	770,704	SH	DEFINED
MARLIN BUSINESS SVCS CORP	COM	571157106	2,068	163,882	SH	DEFINED
MARSH & MCLENNAN COS INC	COM	571748102	91,194	2,925,251	SH	DEFINED
MARSHALL & ILSLEY CORP NEW	COM	571837103	159	20,033	SH	DEFINED
MARRIOTT INTL INC NEW	CL A	571903202	385	10,856	SH	DEFINED
MARTIN MARIETTA MATLS INC	COM	573284106	178	2,227	SH	DEFINED
MASCO CORP	COM	574599106	603	50,233	SH	DEFINED
MASIMO CORP	COM	574795100	1,882	63,389	SH	DEFINED
MATTEL INC	COM	577081102	16,639	605,420	SH	DEFINED
MCCORMICK & CO INC	COM NON VTG	579780206	698	14,095	SH	DEFINED
MCDONALDS CORP	COM	580135101	42,454	503,696	SH	DEFINED
MCGRAW HILL COS INC	COM	580645109	2,849	67,972	SH	DEFINED
MEAD JOHNSON NUTRITION CO	COM	582839106	28,038	415,016	SH	DEFINED
MEADWESTVACO CORP	COM	583334107	936	28,134	SH	DEFINED
MEDTRONIC INC	COM	585055106	35,694	927,016	SH	DEFINED
METROPCS COMMUNICATIONS INC	COM	591708102	1,064	61,883	SH	DEFINED
MICROSOFT CORP	COM	594918104	101,796	3,917,499	SH	DEFINED
MICROCHIP TECHNOLOGY INC	COM	595017104	1,190	31,406	SH	DEFINED
MICRON TECHNOLOGY INC	COM	595112103	1,057	141,537	SH	DEFINED

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MOBILE TELESYSTEMS OJSC	SPONSORED ADR	607409109	15,756	829,050	SH	DEFINED
MOLEX INC	COM	608554101	1,059	41,123	SH	DEFINED
MONRO MUFFLER BRAKE INC	COM	610236101	2,747	73,656	SH	DEFINED
MONSTER WORLDWIDE INC	COM	611742107	202	13,814	SH	DEFINED
MOODYS CORP	COM	615369105	1,802	47,003	SH	DEFINED
MORGAN STANLEY	COM NEW	617446448	18,663	810,405	SH	DEFINED
MOTOROLA SOLUTIONS INC	COM NEW	620076307	12,264	266,533	SH	DEFINED
MOTOROLA MOBILITY HLDGS INC	COM	620097105	5,122	232,756	SH	DEFINED
MURPHY OIL CORP	COM	626717102	740	11,281	SH	DEFINED
MYLAN INC	COM	628530107	1,154	46,774	SH	DEFINED
NRG ENERGY INC	COM NEW	629377508	27	1,100	SH	DEFINED
NYSE EURONEXT	COM	629491101	2,035	59,436	SH	DEFINED
NASDAQ OMX GROUP INC	COM	631103108	888	35,142	SH	DEFINED
NATIONAL OILWELL VARCO INC	COM	637071101	31,790	406,814	SH	DEFINED
NATIONAL SEMICONDUCTOR CORP	COM	637640103	587	23,865	SH	DEFINED
NEW YORK CMNTY BANCORP INC	COM	649445103	1,975	131,676	SH	DEFINED
NEWELL RUBBERMAID INC	COM	651229106	4,101	260,018	SH	DEFINED
NEWFIELD EXPL CO	COM	651290108	953	14,021	SH	DEFINED
NEWMONT MINING CORP	COM	651639106	13,096	242,709	SH	DEFINED
NICOR INC	COM	654086107	21,817	398,414	SH	DEFINED
NIKE INC	CL B	654106103	3,847	42,769	SH	DEFINED
NOBLE ENERGY INC	COM	655044105	2,607	29,092	SH	DEFINED
NORDSTROM INC	COM	655664100	2,703	57,595	SH	DEFINED
NORFOLK SOUTHERN CORP	COM	655844108	65,624	876,109	SH	DEFINED
NORTHEAST UTILS	COM	664397106	1,085	30,850	SH	DEFINED
NORTHERN TR CORP	COM	665859104	434	9,457	SH	DEFINED
NORTHROP GRUMMAN CORP	COM	666807102	2,369	34,169	SH	DEFINED
NOVELLUS SYS INC	COM	670008101	1,148	31,770	SH	DEFINED
NUCOR CORP	COM	670346105	15,065	365,537	SH	DEFINED
OCCIDENTAL PETE CORP DEL	COM	674599105	163,453	1,571,291	SH	DEFINED
OMNICOM GROUP INC	COM	681919106	2,264	47,015	SH	DEFINED
ONEOK INC NEW	COM	682680103	1,352	18,268	SH	DEFINED
OWENS CORNING NEW	COM	690742101	89,264	2,390,254	SH	DEFINED
OWENS ILL INC	COM NEW	690768403	18	700	SH	DEFINED
PNC FINL SVCS GROUP INC	COM	693475105	78,112	1,310,941	SH	DEFINED
PPG INDS INC	COM	693506107	24,706	272,200	SH	DEFINED
PACCAR INC	COM	693718108	637	12,486	SH	DEFINED
PALL CORP	COM	696429307	1,140	20,286	SH	DEFINED
PARKER HANNIFIN CORP	COM	701094104	61,119	680,958	SH	DEFINED
PATTERSON COMPANIES INC	COM	703395103	29,070	884,011	SH	DEFINED
PAYCHEX INC	COM	704326107	1,638	53,371	SH	DEFINED
PEABODY ENERGY CORP	COM	704549104	2,633	44,712	SH	DEFINED
PENNEY J C INC	COM	708160106	1,888	54,703	SH	DEFINED
PEOPLES UNITED FINANCIAL INC	COM	712704105	428	31,851	SH	DEFINED
PEPCO HOLDINGS INC	COM	713291102	1,037	52,874	SH	DEFINED
PEPSICO INC	COM	713448108	30,437	432,444	SH	DEFINED
PERKINELMER INC	COM	714046109	506	18,796	SH	DEFINED
PERRIGO CO	COM	714290103	20,208	230,056	SH	DEFINED
PFIZER INC	COM	717081103	198,727	9,649,311	SH	DEFINED
PHARMACEUTICAL PROD DEV INC	COM	717124101	897	33,432	SH	DEFINED
PHILIP MORRIS INTL INC	COM	718172109	83,232	1,247,023	SH	DEFINED
PINNACLE WEST CAP CORP	COM	723484101	1,421	31,922	SH	DEFINED
PIONEER NAT RES CO	COM	723787107	1,116	12,459	SH	DEFINED
PITNEY BOWES INC	COM	724479100	778	33,887	SH	DEFINED
PLAINS ALL AMERN PIPELINE L	UNIT LTD PARTN	726503105	1,131	17,704	SH	DEFINED
POLO RALPH LAUREN CORP	CL A	731572103	24,318	183,459	SH	DEFINED

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PRECISION CASTPARTS CORP	COM	740189105	923	5,612	SH	DEFINED
PRICELINE COM INC	COM NEW	741503403	17,328	33,850	SH	DEFINED
PROCTER & GAMBLE CO	COM	742718109	72,541	1,141,840	SH	DEFINED
PROGRESS ENERGY INC	COM	743263105	25,694	535,239	SH	DEFINED
PROGRESSIVE CORP OHIO	COM	743315103	3,154	147,653	SH	DEFINED
PROSPERITY BANCSHARES INC	COM	743606105	4,929	112,485	SH	DEFINED
PRUDENTIAL FINL INC	COM	744320102	21,513	338,340	SH	DEFINED
PUBLIC SVC ENTERPRISE GROUP	COM	744573106	2,654	81,349	SH	DEFINED
PULTE GROUP INC	COM	745867101	6	899	SH	DEFINED
QUALCOMM INC	COM	747525103	125,862	2,217,248	SH	DEFINED
QUESTAR CORP	COM	748356102	152	8,590	SH	DEFINED
RADIOSHACK CORP	COM	750438103	72	5,362	SH	DEFINED
RAYTHEON CO	COM	755111507	2,095	42,039	SH	DEFINED
RED HAT INC	COM	756577102	948	20,664	SH	DEFINED
REGAL ENTMT GROUP	COM	758766109	1,432	116,017	SH	DEFINED
RENREN INC	SPONSORED ADR	759892102	249	28,314	SH	DEFINED
REPUBLIC SVCS INC	COM	760759100	16,236	526,564	SH	DEFINED
REYNOLDS AMERICAN INC	COM	761713106	5,953	160,807	SH	DEFINED
RIVERBED TECHNOLOGY INC	COM	768573107	4,984	125,879	SH	DEFINED
ROBERT HALF INTL INC	COM	770323103	419	15,530	SH	DEFINED
ROCKWELL AUTOMATION INC	COM	773903109	2,898	33,417	SH	DEFINED
ROCKWELL COLLINS INC	COM	774341101	2,706	43,856	SH	DEFINED
ROPER INDS INC NEW	COM	776696106	795	9,549	SH	DEFINED
ROSS STORES INC	COM	778296103	3,240	40,425	SH	DEFINED
ROVI CORP	COM	779376102	19,900	346,819	SH	DEFINED
ROWAN COS INC	COM	779382100	284	7,327	SH	DEFINED
RYANAIR HLDGS PLC	SPONSORED ADR	783513104	316	10,800	SH	DEFINED
RYDER SYS INC	COM	783549108	512	9,003	SH	DEFINED
SAFEWAY INC	COM NEW	786514208	914	39,153	SH	DEFINED
ST JUDE MED INC	COM	790849103	2,567	53,849	SH	DEFINED
SARA LEE CORP	COM	803111103	22,258	1,173,045	SH	DEFINED
SCHLUMBERGER LTD	COM	806857108	72,203	836,078	SH	DEFINED
SCHWAB CHARLES CORP NEW	COM	808513105	12,136	738,473	SH	DEFINED
SCRIPPS NETWORKS INTERACT IN	CL A COM	811065101	394	8,067	SH	DEFINED
SEARS HLDGS CORP	COM	812350106	13	193	SH	DEFINED
SEMPRA ENERGY	COM	816851109	1,257	23,796	SH	DEFINED
SHERWIN WILLIAMS CO	COM	824348106	34	412	SH	DEFINED
SIGMA ALDRICH CORP	COM	826552101	1,459	19,901	SH	DEFINED
SILICON LABORATORIES INC	COM	826919102	34	848	SH	DEFINED
SMUCKER J M CO	COM NEW	832696405	37	490	SH	DEFINED
SNAP ON INC	COM	833034101	683	10,941	SH	DEFINED
SOUTHERN CO	COM	842587107	32,663	808,996	SH	DEFINED
SOUTHWEST AIRLS CO	COM	844741108	1,363	119,272	SH	DEFINED
SOUTHWESTERN ENERGY CO	COM	845467109	16,526	385,738	SH	DEFINED
SPECTRA ENERGY CORP	COM	847560109	1,210	44,181	SH	DEFINED
SPRINT NEXTEL CORP	COM SER 1	852061100	464	86,232	SH	DEFINED
STANDARD PARKING CORP	COM	853790103	28	1,793	SH	DEFINED
STANLEY BLACK & DECKER INC	COM	854502101	103,419	1,436,479	SH	DEFINED
STAPLES INC	COM	855030102	2,813	178,029	SH	DEFINED
STARBUCKS CORP	COM	855244109	4,842	122,613	SH	DEFINED
STATE STR CORP	COM	857477103	15,687	348,001	SH	DEFINED
STERICYCLE INC	COM	858912108	804	9,030	SH	DEFINED
STRYKER CORP	COM	863667101	18,504	315,346	SH	DEFINED
SUNTRUST BKS INC	COM	867914103	2,410	93,529	SH	DEFINED
SUPERVALU INC	COM	868536103	109	11,661	SH	DEFINED
SYMANTEC CORP	COM	871503108	1,901	96,467	SH	DEFINED

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SYSCO CORP	COM	871829107	14,228	456,127	SH	DEFINED
TECO ENERGY INC	COM	872375100	905	47,986	SH	DEFINED
TJX COS INC NEW	COM	872540109	4,655	88,659	SH	DEFINED
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	24,256	1,925,879	SH	DEFINED
TATA MTRS LTD	SPONSORED ADR	876568502	632	28,100	SH	DEFINED
TELLABS INC	COM	879664100	166	35,995	SH	DEFINED
TERADYNE INC	COM	880770102	950	64,204	SH	DEFINED
TESORO CORP	COM	881609101	778	33,956	SH	DEFINED
TEXAS INSTRS INC	COM	882508104	22,607	689,163	SH	DEFINED
TEXTRON INC	COM	883203101	663	28,058	SH	DEFINED
THERMO FISHER SCIENTIFIC INC	COM	883556102	106,469	1,653,897	SH	DEFINED
TIFFANY & CO NEW	COM	886547108	11,699	149,047	SH	DEFINED
TIME WARNER INC	COM NEW	887317303	25,444	699,513	SH	DEFINED
TITANIUM METALS CORP	COM NEW	888339207	88	4,825	SH	DEFINED
TORCHMARK CORP	COM	891027104	1,480	23,089	SH	DEFINED
TOTAL SYS SVCS INC	COM	891906109	173	9,361	SH	DEFINED
TRANSDIGM GRP INC COM STK USD0.01	COM	893641100	2,497	27,400	SH	DEFINED
TYSON FOODS INC	CL A	902494103	2,013	103,767	SH	DEFINED
US BANCORP DEL	COM NEW	902973304	37,853	1,484,169	SH	DEFINED
UNION PAC CORP	COM	907818108	14,447	138,423	SH	DEFINED
UNITED PARCEL SERVICE INC	COM	911312106	38,928	533,740	SH	DEFINED
UNITED RENTALS INC	COM	911363109	555	21,896	SH	DEFINED
UNITED STATES STL CORP NEW	COM	912909108	22	489	SH	DEFINED
UNITED TECHNOLOGIES CORP	COM	913017109	59,250	669,456	SH	DEFINED
URBAN OUTFITTERS INC	COM	917047102	304	10,802	SH	DEFINED
VCA ANTECH INC	COM	918194101	30	1,457	SH	DEFINED
V F CORP	COM	918204108	3,183	29,317	SH	DEFINED
VOLCANO CORPORATION	COM	928645100	1,113	34,494	SH	DEFINED
VULCAN MATLS CO	COM	929160109	16	430	SH	DEFINED
WUXI PHARMATECH CAYMAN INC	SPONS ADR SHS	929352102	5,916	337,200	SH	DEFINED
WAL MART STORES INC	COM	931142103	56,237	1,058,792	SH	DEFINED
WALGREEN CO	COM	931422109	7,071	166,573	SH	DEFINED
WASHINGTON POST CO	CL B	939640108	218	522	SH	DEFINED
WATERS CORP	COM	941848103	935	9,772	SH	DEFINED
WATSON PHARMACEUTICALS INC	COM	942683103	1,515	22,052	SH	DEFINED
WELLS FARGO & CO NEW	COM	949746101	153,132	5,458,280	SH	DEFINED
WESTERN DIGITAL CORP	COM	958102105	1,003	27,609	SH	DEFINED
WESTERN DIGITAL CORP	COM	959802109	42,783	2,136,519	SH	DEFINED
WEYERHAEUSER CO	COM	962166104	2,758	126,225	SH	DEFINED
WHIRLPOOL CORP	COM	963320106	1,433	17,638	SH	DEFINED
WHOLE FOODS MKT INC	COM	966837106	1,597	25,183	SH	DEFINED
WILLIAMS COS INC DEL	COM	969457100	75	2,484	SH	DEFINED
WISCONSIN ENERGY CORP	COM	976657106	779	24,879	SH	DEFINED
WYNN RESORTS LTD	COM	983134107	1,906	13,280	SH	DEFINED
XILINX INC	COM	983919101	938	25,731	SH	DEFINED
XEROX CORP	COM	984121103	6,029	578,961	SH	DEFINED
YAHOO INC	COM	984332106	12,498	831,262	SH	DEFINED
YUM BRANDS INC	COM	988498101	4,817	87,256	SH	DEFINED
ZIONS BANCORPORATION	COM	989701107	166	6,921	SH	DEFINED
AES CORP	COM	00130H105	16,595	1,303,153	SH	DEFINED
AT&T INC	COM	00206R102	84,504	2,691,662	SH	DEFINED
ACTIVISION BLIZZARD INC	COM	00507V109	6	516	SH	DEFINED
ACTUANT CORP	CL A NEW	00508X203	1,682	62,675	SH	DEFINED
ADOBE SYS INC	COM	00724F101	4,462	141,903	SH	DEFINED
ADVISORY BRD CO	COM	00762W107	30	520	SH	DEFINED

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AETNA INC NEW	COM	00817Y108	18,973	430,588	SH	DEFINED
AGILENT TECHNOLOGIES INC	COM	00846U101	3,080	60,258	SH	DEFINED
AKAMAI TECHNOLOGIES INC	COM	00971T101	227	7,235	SH	DEFINED
ALLEGHENY TECHNOLOGIES INC	COM	01741R102	25	408	SH	DEFINED
ALPHA NATURAL RESOURCES INC	COM	02076X102	1,502	33,084	SH	DEFINED
ALTRIA GROUP INC	COM	02209S103	81	3100	SH	DEFINED
ALTRIA GROUP INC	COM	02209S103	35,432	1,341,902	SH	DEFINED
AMERICAN PUBLIC EDUCATION IN	COM	02913V103	1,273	28,621	SH	DEFINED
AMERISOURCEBERGEN CORP	COM	03073E105	3,180	76,807	SH	DEFINED
AMERIPRISE FINL INC	COM	03076C106	4,182	72,547	SH	DEFINED
AMGEN INC	COM	031162100	2,986	51,203	SH	DEFINED
AMGEN INC	COM	031162100	4	81	SH	DEFINED
AMGEN INC	COM	031162100	239	4,101	SH	DEFINED
APPLE INC	COM	037833100	3,606	10746	SH	DEFINED
APPLE INC	COM	037833100	5	17	SH	DEFINED
APPLE INC	COM	037833100	293	875	SH	DEFINED
ASSURANT INC	COM	04621X108	1,148	31,646	SH	DEFINED
AUTONATION INC	COM	05329W102	19	529	SH	DEFINED
BANK OF NEW YORK MELLON CORP	COM	064058100	43	1713	SH	DEFINED
BARRICK GOLD CORP	COM	067901108	59	1,311	SH	DEFINED
BIOGEN IDEC INC	COM	09062X103	2,765	25,863	SH	DEFINED
BLACKROCK INC	COM	09247X101	5,393	28,133	SH	DEFINED
BLUE NILE INC	COM	09578R103	44	1,008	SH	DEFINED
CB RICHARD ELLIS GROUP INC	CL A	12497T101	1,252	49,899	SH	DEFINED
C H ROBINSON WORLDWIDE INC	COM NEW	12541W209	513	6,511	SH	DEFINED
CME GROUP INC	COM	12572Q105	18,172	62,312	SH	DEFINED
CA INC	COM	12673P105	1,449	63,465	SH	DEFINED
CABLEVISION SYS CORP	CL A NY CABLVS	12686C109	893	24,689	SH	DEFINED
CAMERON INTERNATIONAL CORP	COM	13342B105	622	12,384	SH	DEFINED
CAPITAL ONE FINL CORP	COM	14040H105	21,232	410,888	SH	DEFINED
CAPITALSOURCE INC	COM	14055X102	2,542	394,423	SH	DEFINED
CARDINAL HEALTH INC	COM	14149Y108	24,789	545,842	SH	DEFINED
CAREFUSION CORP	COM	14170T101	641	23,610	SH	DEFINED
CENTERPOINT ENERGY INC	COM	15189T107	44,595	2,304,068	SH	DEFINED
CISCO SYS INC	COM	17275R 10 2	29	1900	SH	DEFINED
CISCO SYS INC	COM	17275R102	42,427	2,718,856	SH	DEFINED
CLIFFS NATURAL RESOURCES INC	COM	18683K101	4,596	49,721	SH	DEFINED
COCA COLA ENTERPRISES INC NE	COM	19122T109	1,021	35,018	SH	DEFINED
COLGATE PALMOLIVE CO	COM	194162103	52	600	SH	DEFINED
COMCAST CORP NEW	CL A	20030N101	42,293	1,669,361	SH	DEFINED
COMSCORE INC	COM	20564W105	435	16,846	SH	DEFINED
CONOCOPHILLIPS	COM	20825C104	69,344	922,806	SH	DEFINED
CONSOL ENERGY INC	COM	20854P109	1,060	21,892	SH	DEFINED
CONSTELLATION BRANDS INC	CL A	21036P108	388	18,644	SH	DEFINED
COSTCO WHSL CORP NEW	COM	22160K105	7,879	96,987	SH	DEFINED
COSTAR GROUP INC	COM	22160N109	1,189	20,067	SH	DEFINED
D R HORTON INC	COM	23331A109	128	11,140	SH	DEFINED
DAVITA INC	COM	23918K108	888	10,256	SH	DEFINED
DEERE & CO	COM	244199105	2,012	24407	SH	DEFINED
DEERE & CO	COM	244199105	3	48	SH	DEFINED
DEERE & CO	COM	244199105	163	1985	SH	DEFINED
DELL INC	COM	24702R101	22,259	1,334,891	SH	DEFINED
DEVON ENERGY CORP NEW	COM	25179M103	2,600	33006	SH	DEFINED
DEVON ENERGY CORP NEW	COM	25179M103	4	59	SH	DEFINED
DEVON ENERGY CORP NEW	COM	25179M103	220	2802	SH	DEFINED
DEVON ENERGY CORP NEW	COM	25179M103	12,010	152,416	SH	DEFINED

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DIAMOND OFFSHORE DRILLING IN	COM	25271C102	24	344	SH	DEFINED
DISCOVERY COMMUNICATNS NEW	COM SER A	25470F104	15,346	374,629	SH	DEFINED
DIRECTV	COM CL A	25490A101	1,628	32,047	SH	DEFINED
DOMINION RES INC VA NEW	COM	25746U109	2,715	56,266	SH	DEFINED
DR PEPPER SNAPPLE GROUP INC	COM	26138E109	51	1233	SH	DEFINED
DR PEPPER SNAPPLE GROUP INC	COM	26138E109	999	23,840	SH	DEFINED
DUKE ENERGY CORP NEW	COM	26441C105	6,960	369,956	SH	DEFINED
DUN & BRADSTREET CORP DEL NE	COM	26483E100	623	8,251	SH	DEFINED
E M C CORP MASS	COM	268648102	3,298	119704	SH	DEFINED
E M C CORP MASS	COM	268648102	4	158	SH	DEFINED
E M C CORP MASS	COM	268648102	253	9194	SH	DEFINED
EOG RES INC	COM	26875P101	1,356	12,981	SH	DEFINED
EQT CORP	COM	26884L109	763	14,534	SH	DEFINED
EDWARDS LIFESCIENCES CORP	COM	28176E108	1,075	12,338	SH	DEFINED
EL PASO CORP	COM	28336L109	709	35,147	SH	DEFINED
ENTERGY CORP NEW	COM	29364G103	1,942	28,449	SH	DEFINED
EXELON CORP	COM	30161N101	15,264	356,354	SH	DEFINED
EXPEDIA INC DEL	COM	30212P105	1,534	52,909	SH	DEFINED
EXXON MOBIL CORP	COM	30231G102	21	267	SH	DEFINED
EXXON MOBIL CORP	COM	30231G102	211,363	2,599,313	SH	DEFINED
FMC TECHNOLOGIES INC	COM	30249U101	22,340	499,054	SH	DEFINED
FEDEX CORP	COM	31428X106	17,172	181,059	SH	DEFINED
FIDELITY NATL INFORMATION SV	COM	31620M106	804	26,139	SH	DEFINED
FINISAR CORP	COM NEW	31787A507	16,487	914,679	SH	DEFINED
FLOWERVE CORP	COM	34354P105	12,302	111,949	SH	DEFINED
FREEMPORT-MCMORAN COPPER & GO	COM	35671D857	45,854	867,066	SH	DEFINED
FRONTIER COMMUNICATIONS CORP	COM	35906A108	2,192	272,130	SH	DEFINED
GAMESTOP CORP NEW	CL A	36467W109	870	32,675	SH	DEFINED
GENWORTH FINL INC	COM CL A	37247D106	180	17,584	SH	DEFINED
GOLDMAN SACHS GROUP INC	COM	38141G104	32,459	244,028	SH	DEFINED
GOODRICH CORP	COM	382388106	528	5534	SH	DEFINED
GOODRICH CORP	COM	382388106	3	38	SH	DEFINED
GOODRICH CORP	COM	382388106	58	608	SH	DEFINED
GOOGLE INC	CL A	38259P508	64,037	126,493	SH	DEFINED
GRUPO TELEVISIA SA DE CV	SP ADR REP ORD	40049J206	3,202	130,228	SH	DEFINED
HCA HOLDINGS INC	COM	40412C101	211	6,402	SH	DEFINED
HCP INC	COM	40414L109	2,417	65,856	SH	DEFINED
HDFC BANK LTD	ADR REPS 3 SHS	40415F101	8,588	48,743	SH	DEFINED
HMS HLDGS CORP	COM	40425J101	1,107	14,417	SH	DEFINED
HESS CORP	COM	42809H107	17,844	238,705	SH	DEFINED
HEWLETT PACKARD CO	COM	428236103	2,779	76344	SH	DEFINED
HEWLETT PACKARD CO	COM	428236103	4	126	SH	DEFINED
HEWLETT PACKARD CO	COM	428236103	223	6149	SH	DEFINED
ICICI BK LTD	ADR	45104G104	14,050	285,037	SH	DEFINED
IDEX CORP	COM	45167R104	1,547	33,744	SH	DEFINED
ILLINOIS TOOL WKS INC	COM	452308109	3,158	55923	SH	DEFINED
ILLINOIS TOOL WKS INC	COM	452308109	5	104	SH	DEFINED
ILLINOIS TOOL WKS INC	COM	452308109	268	4751	SH	DEFINED
INTEL CORP	COM	458140100	24	1100	SH	DEFINED
INTEGRYS ENERGY GROUP INC	COM	45822P105	612	11,819	SH	DEFINED
INTERCONTINENTALEXCHANGE INC	COM	45865V100	971	7,788	SH	DEFINED
INTERNATIONAL BUSINESS MACHS	COM	459200101	90	530	SH	DEFINED
INTUITIVE SURGICAL INC	COM NEW	46120E602	89,410	240,411	SH	DEFINED
ISHARES INC	MSCI UTD KINGD	464286699	273	15346	SH	DEFINED
ISHARES INC	MSCI UTD KINGD	464286699	2,016	113197	SH	DEFINED
ISHARES INC	MSCI JAPAN	464286848	135	13033	SH	DEFINED

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ISHARES INC	MSCI JAPAN	464286848	594	57027	SH	DEFINED
ISHARES TR	DJ SEL DIV INX	464287168	30	575	SH	DEFINED
ISHARES TR	S&P GLB100INDX	464287572	115	1770	SH	DEFINED
ISHARES TR	S&P EURO PLUS	464287861	112	2678	SH	DEFINED
ISHARES TR	S&P ASIA 50 IN	464288430	61	1316	SH	DEFINED
ISHARES TR	S&P ASIA 50 IN	464288430	385	8247	SH	DEFINED
ISHARES TR	MSCI KLD400 SOC	464288570	62	1280	SH	DEFINED
ISHARES TR	DJ OIL EQUIP	464288844	2,772	43406	SH	DEFINED
ISHARES TR	DJ OIL EQUIP	464288844	4	64	SH	DEFINED
ISHARES TR	DJ OIL EQUIP	464288844	219	3443	SH	DEFINED
ISHARES TR	10+YR GOVT/CR	464289479	2,853	54219	SH	DEFINED
ISHARES TR	10+YR GOVT/CR	464289479	1,296	24625	SH	DEFINED
JDS UNIPHASE CORP	COM PAR \$0.001	46612J507	72,137	4,331,277	SH	DEFINED
JPMORGAN CHASE & CO	COM	46625H100	2,086	51003	SH	DEFINED
JPMORGAN CHASE & CO	COM	46625H100	3	87	SH	DEFINED
JPMORGAN CHASE & CO	COM	46625H100	171	4,180	SH	DEFINED
JPMORGAN CHASE & CO	COM	46625H100	92,611	2,263,498	SH	DEFINED
JANUS CAP GROUP INC	COM	47102X105	410	43,506	SH	DEFINED
JUNIPER NETWORKS INC	COM	48203R104	1,772	56,249	SH	DEFINED
KRAFT FOODS INC	CL A	50075N104	75	2145	SH	DEFINED
KRAFT FOODS INC	CL A	50075N104	43	1231	SH	DEFINED
KRAFT FOODS INC	CL A	50075N104	29,572	839,532	SH	DEFINED
LG DISPLAY CO LTD	SPONS ADR REP	50186V102	247	17,600	SH	DEFINED
LABORATORY CORP AMER HLDGS	COM NEW	50540R409	43	453	SH	DEFINED
LIFE TECHNOLOGIES CORP	COM	53217V109	12,052	231,491	SH	DEFINED
M & T BK CORP	COM	55261F104	12,010	136,620	SH	DEFINED
MACYS INC	COM	55616P104	2,690	92053	SH	DEFINED
MACYS INC	COM	55616P104	215	7374	SH	DEFINED
MACYS INC	COM	55616P104	2,048	70,104	SH	DEFINED
MACYS INC	COM	55616P1049	4	148	SH	DEFINED
MARATHON OIL CORP	COM	565849106	2,552	48498	SH	DEFINED
MARATHON OIL CORP	COM	565849106	4	87	SH	DEFINED
MARATHON OIL CORP	COM	565849106	216	4106	SH	DEFINED
MARKET VECTORS ETF TR	GOLD MINER ETF	57060U100	28	522	SH	DEFINED
MARKET VECTORS ETF TR	GOLD MINER ETF	57060U100	74	1361	SH	DEFINED
MASTERCARD INC	CL A	57636Q104	22,492	74,699	SH	DEFINED
MCDONALDS CORP	COM	580135101	168	2000	SH	DEFINED
MCKESSON CORP	COM	58155Q103	1,222	14,614	SH	DEFINED
MEDCO HEALTH SOLUTIONS INC	COM	58405U102	16	288	SH	DEFINED
MEDCO HEALTH SOLUTIONS INC	COM	58405U102	16,757	296,432	SH	DEFINED
MEDIDATA SOLUTIONS INC	COM	58471A105	1,068	44,774	SH	DEFINED
MERCK & CO INC NEW	COM	58933Y105	21	600	SH	DEFINED
MERCK & CO INC NEW	COM	58933Y105	55,792	1,581,652	SH	DEFINED
METLIFE INC	COM	59156R108	28,685	654,103	SH	DEFINED
MOLSON COORS BREWING CO	CL B	60871R209	892	19,940	SH	DEFINED
MONSANTO CO NEW	COM	61166W101	13,277	183,046	SH	DEFINED
NALCO HOLDING COMPANY	COM	62985Q101	595	21,417	SH	DEFINED
NATIONAL OILWELL VARCO INC	COM	637071101	16	212	SH	DEFINED
NETAPP INC	COM	64110D104	2,068	39,181	SH	DEFINED
NETFLIX INC	COM	64110L106	1,991	7,582	SH	DEFINED
NETLOGIC MICROSYSTEMS INC	COM	64118B100	9,262	229,232	SH	DEFINED
NEWS CORP	CL A	65248E104	31,614	1,786,623	SH	DEFINED
NEXTERA ENERGY INC	COM	65339F101	3,980	69,297	SH	DEFINED
NISOURCE INC	COM	65473P105	712	35,197	SH	DEFINED
NVIDIA CORP	COM	67066G104	1,616	101,470	SH	DEFINED
O REILLY AUTOMOTIVE INC NEW	COM	67103H107	39,290	599,676	SH	DEFINED

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ORACLE CORP	COM	68389X105	192,179	5,842,217	SH	DEFINED
PG&E CORP	COM	69331C108	17,061	406,177	SH	DEFINED
PPL CORP	COM	69351T106	2,353	84,566	SH	DEFINED
PSS WORLD MED INC	COM	69366A100	1,218	43,534	SH	DEFINED
PEPSICO INC	COM	713448108	2,764	39271	SH	DEFINED
PEPSICO INC	COM	713448108	3	52	SH	DEFINED
PEPSICO INC	COM	713448108	203	2889	SH	DEFINED
PETROLEO BRASILEIRO SA PETRO	SPONSORED ADR	71654V408	424	12,546	SH	DEFINED
PFIZER INC	COM	717081103	3,250	157821	SH	DEFINED
PFIZER INC	COM	717081103	4	238	SH	DEFINED
PFIZER INC	COM	717081103	271	13198	SH	DEFINED
PHILIP MORRIS INTL INC	COM	718172109	206	3100	SH	DEFINED
PORTFOLIO RECOVERY ASSOCS IN	COM	73640Q105	2,714	32,029	SH	DEFINED
PRAXAIR INC	COM	74005P104	15,147	139,774	SH	DEFINED
PRICE T ROWE GROUP INC	COM	74144T108	3,653	60,560	SH	DEFINED
PRINCIPAL FINL GROUP INC	COM	74251V102	2,849	93,600	SH	DEFINED
PROCTER & GAMBLE CO	COM	742718109	2,965	46682	SH	DEFINED
PROCTER & GAMBLE CO	COM	742718109	5	88	SH	DEFINED
PROCTER & GAMBLE CO	COM	742718109	240	3791	SH	DEFINED
QEP RES INC	COM	74733V100	295	7,058	SH	DEFINED
QUALCOMM INC	COM	747525103	2,918	51412	SH	DEFINED
QUALCOMM INC	COM	747525103	2	42	SH	DEFINED
QUALCOMM INC	COM	747525103	208	3679	SH	DEFINED
QUANTA SVCS INC	COM	74762E102	8,214	406,946	SH	DEFINED
QUEST DIAGNOSTICS INC	COM	74834L100	505	8,560	SH	DEFINED
RANGE RES CORP	COM	75281A109	338	6,098	SH	DEFINED
REGIONS FINANCIAL CORP NEW	COM	7591EP100	298	48,113	SH	DEFINED
ROADRUNNER TRNSN SVCS HLDG I	COM	76973Q105	3,009	200,034	SH	DEFINED
SAIC INC	COM	78390X101	789	46,904	SH	DEFINED
SK TELECOM LTD	SPONSORED ADR	78440P108	248	13,300	SH	DEFINED
SLM CORP	COM	78442P106	1,518	90,278	SH	DEFINED
SPDR S&P 500 ETF TR	TR UNIT	78462F103	175	1332	SH	DEFINED
SPDR S&P 500 ETF TR	TR UNIT	78462F103	768	5821	SH	DEFINED
SPDR INDEX SHS FDS	EURO STOXX 50	78463X202	182	4,502	SH	DEFINED
SPDR INDEX SHS FDS	EURO STOXX 50	78463X202	850	20932	SH	DEFINED
SALESFORCE COM INC	COM	79466L302	703	4,724	SH	DEFINED
SANDISK CORP	COM	80004C101	540	13,030	SH	DEFINED
SCANA CORP NEW	COM	80589M102	743	18,894	SH	DEFINED
SCHLUMBERGER LTD	COM	806857108	60	700	SH	DEFINED
SEALED AIR CORP NEW	COM	81211K100	875	36,806	SH	DEFINED
SELECT SECTOR SPDR TR	SBI HEALTHCARE	81369Y209	153	4336	SH	DEFINED
SELECT SECTOR SPDR TR	SBI HEALTHCARE	81369Y209	3	89	SH	DEFINED
SELECT SECTOR SPDR TR	SBI INT-FINL	81369Y605	3,606	235021	SH	DEFINED
SELECT SECTOR SPDR TR	SBI INT-FINL	81369Y605	5	351	SH	DEFINED
SELECT SECTOR SPDR TR	SBI INT-FINL	81369Y605	277	18066	SH	DEFINED
SELECT SECTOR SPDR TR	SBI INT-UTILS	81369Y886	3,069	91720	SH	DEFINED
SELECT SECTOR SPDR TR	SBI INT-UTILS	81369Y886	3	106	SH	DEFINED
SELECT SECTOR SPDR TR	SBI INT-UTILS	81369Y886	249	7462	SH	DEFINED
SIGNATURE BK NEW YORK N Y	COM	82669G104	15,996	279,637	SH	DEFINED
SKYWORKS SOLUTIONS INC	COM	83088M102	4,552	198,138	SH	DEFINED
SOLARWINDS INC	COM	83416B109	63,779	2,439,930	SH	DEFINED
SOLERA HOLDINGS INC	COM	83421A104	2,644	44,682	SH	DEFINED
SOUTHERN COPPER CORP	COM	84265V105	7,802	237,316	SH	DEFINED
STARWOOD HOTELS&RESORTS WRLD	COM	85590A401	17,786	317,297	SH	DEFINED
SUNOCO INC	COM	86764P109	1,083	25,994	SH	DEFINED

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TARGET CORP	COM	87612E106	22,201	473,336	SH	DEFINED
TEMPUR PEDIC INTL INC	COM	88023U101	19,756	291,242	SH	DEFINED
TENET HEALTHCARE CORP	COM	88033G100	708	113,614	SH	DEFINED
TERADATA CORP DEL	COM	88076W103	1,083	17,992	SH	DEFINED
TEXAS CAPITAL BANCSHARES INC	COM	88224Q107	2,159	83,592	SH	DEFINED
3M CO	COM	88579Y101	19,429	204,873	SH	DEFINED
TIME WARNER CABLE INC	COM	88732J207	21,949	281,209	SH	DEFINED
TRAVELERS COMPANIES INC	COM	89417E109	18,519	317,163	SH	DEFINED
TREEHOUSE FOODS INC	COM	89469A104	1,098	20,125	SH	DEFINED
ULTA SALON COSMETCS & FRAG I	COM	90384S303	2,276	35,282	SH	DEFINED
UNITEDHEALTH GROUP INC	COM	91324P102	146,665	2,842,639	SH	DEFINED
UNUM GROUP	COM	91529Y106	1,792	70,299	SH	DEFINED
VALERO ENERGY CORP NEW	COM	91913Y100	3,430	134,082	SH	DEFINED
VARIAN MED SYS INC	COM	92220P105	17,308	247,231	SH	DEFINED
VERA BRADLEY INC	COM	92335C106	1,871	49,008	SH	DEFINED
VERISIGN INC	COM	92343E102	548	16,385	SH	DEFINED
VERIZON COMMUNICATIONS INC	COM	92343V104	3,272	87928	SH	DEFINED
VERIZON COMMUNICATIONS INC	COM	92343V104	3	95	SH	DEFINED
VERIZON COMMUNICATIONS INC	COM	92343V104	249	6705	SH	DEFINED
VERIZON COMMUNICATIONS INC	COM	92343V104	57,329	1,540,482	SH	DEFINED
VIACOM INC NEW	CL B	92553P201	665	13049	SH	DEFINED
VIACOM INC NEW	CL B	92553P201	4	84	SH	DEFINED
VIACOM INC NEW	CL B	92553P201	68	1340	SH	DEFINED
VIACOM INC NEW	CL B	92553P201	7,076	138,826	SH	DEFINED
VIRGIN MEDIA INC	COM	92769L101	14,986	500,543	SH	DEFINED
VISA INC	COM CL A	92826C839	19,301	229,014	SH	DEFINED
WAL MART STORES INC	COM	931142103	108	2050	SH	DEFINED
WASTE MGMT INC DEL	com	94106L109	22,115	593,465	SH	DEFINED
WELLPOINT INC	com	94973V107	23,097	293,241	SH	DEFINED
WINDSTREAM CORP	com	97381W104	9,075	700,577	SH	DEFINED
WYNDHAM WORLDWIDE CORP	com	98310W108	972	28,920	SH	DEFINED
XCEL ENERGY INC	com	98389B100	1,934	79,650	SH	DEFINED
ZIMMER HLDGS INC	com	98956P102	3,403	53,885	SH	DEFINED
ACCENTURE PLC IRELAND	SHS CLASS A	G1151C101	11,019	182,404	SH	DEFINED
COVIDIEN PLC	SHS	G2554F113	6,081	114,332	SH	DEFINED
INGERSOLL-RAND PLC	SHS	G47791101	1,581	34,816	SH	DEFINED
INVESCO LTD	SHS	G491BT108	2,530	108,164	SH	DEFINED
LAZARD LTD	SHS A	G54050102	4,376	118,000	SH	DEFINED
NABORS INDUSTRIES LTD	SHS	G6359F103	776	31,526	SH	DEFINED
XL GROUP PLC	SHS	G98290102	1,547	70,373	SH	DEFINED
ACE LTD	SHS	H0023R105	4,942	75,104	SH	DEFINED
NOBLE CORPORATION BAAR	NAMEN -AKT	H5833N103	39	1,000	SH	DEFINED
TYCO INTERNATIONAL LTD	SHS	H89128104	5,216	105,628	SH	DEFINED
SODASTREAM INTERNATIONAL LTD	USD SHS	M9068E105	3,043	50,070	SH	DEFINED

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