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Lloyds Banking Group plc
Form 13F-HR
May 13, 2010

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

FORM 13F

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: 31st March 2010

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: Scottish Widows plc

Address: 69 Morrison Street

 Edinburgh EH3 8YF

 United Kingdom

Form 13F File Number: 028-10147

Name: Hill Samuel Bank (Jersey) Limited

Address: PO Box 63

 7 Bond Street

 St Helier

 Jersey JE4 8RS

Form 13F File Number: 0208-10237

Name: Lloyds TSB Offshore Limited

Address: PO Box 195

 7 Bond Street

 St Helier

 Jersey JE4 8RS

Form 13F File Number: 028-10892

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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	UK	12-May-10
-----	-----	-----
[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.)
- / / 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).)

List of Other Managers Reporting for this Manager:
 Lloyds Banking Group plc

FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers:	3

Form 13F Information Table Entry Total:	615

Form 13F Information Table Value Total:	\$ 8,797,314

	(thousands)

List of Other Included Managers:

Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional investment managers with respect to which this report is filed, other than the manager filing this report.

No.	Form 13F File Number	Name
1	028-10147	Scottish Widows plc

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10	028-10237	Hill Samuel Bank (Jersey) Limited
11	028-10892	Lloyds TSB Offshore Limited

FORM 13F INFORMATION TABLE FOR LLOYDS BANKING GROUP PLC

Exchange Rate 1.5169

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE US\$ 000's	NO. OF SHARES	SH/PRN	INVESTMENT DISCRETION	OTHE MANAG
AFLAC INC	COM	001055102	19,216	353,886	SH	DEFINED	1
AK STL HLDG CORP	COM	001547108	146	6,406	SH	DEFINED	1
ABBOTT LABS	COM	002824100	47,324	898,431	SH	DEFINED	1
ABERCROMBIE & FITCH CO	CL A	002896207	633	13,863	SH	DEFINED	1
ACME PACKET INC	COM	004764106	800	41,500	SH	DEFINED	1
ADVANCED MICRO DEVICES INC	COM	007903107	599	64,743	SH	DEFINED	1
AGNICO EAGLE MINES LTD	COM	008474108	6,747	121,135	SH	DEFINED	1
AIR PRODS & CHEMS INC	COM	009158106	16,219	219,270	SH	DEFINED	1
AIRGAS INC	COM	009363102	890	13,992	SH	DEFINED	1
ALBERTO CULVER CO NEW	COM	013078100	12,104	463,145	SH	DEFINED	1
ALCOA INC	COM	013817101	15,255	1,070,964	SH	DEFINED	1
ALLEGHENY ENERGY INC	COM	017361106	558	24,279	SH	DEFINED	1
ALLERGAN INC	COM	018490102	414	6,350	SH	DEFINED	1
ALLSTATE CORP	COM	020002101	18,866	583,844	SH	DEFINED	1
ALTERA CORP	COM	021441100	1,133	46,621	SH	DEFINED	1
AMAZON COM INC	COM	023135106	26,967	198,643	SH	DEFINED	1
AMEREN CORP	COM	023608102	1,260	48,336	SH	DEFINED	1
AMERICAN ELEC PWR INC	COM	025537101	4,890	143,050	SH	DEFINED	1
AMERICAN EXPRESS CO	COM	025816109	25,753	624,319	SH	DEFINED	1
AMERICAN INTL GROUP INC	COM NEW	026874784	777	22,782	SH	DEFINED	1
AMERICAN TOWER CORP	CL A	029912201	21,204	497,928	SH	DEFINED	1
AMGEN INC	COM	031162100	37,612	629,287	SH	DEFINED	1
AMGEN INC	COM	031162100	3880	64,930	SH	DEFINED	11
AMGEN INC	COM	031162100	4	81	SH	DEFINED	11
AMGEN INC	COM	031162100	220	3,689	SH	DEFINED	10
AMPHENOL CORP NEW	CL A	032095101	26,368	624,761	SH	DEFINED	1
ANADARKO PETE CORP	COM	032511107	12,694	174,291	SH	DEFINED	1
ANALOG DEVICES INC	COM	032654105	584	20,296	SH	DEFINED	1
ANGLOGOLD ASHANTI LTD	SPONSORED ADR	035128206	294	7,760	SH	DEFINED	1
AON CORP	COM	037389103	32,841	768,773	SH	DEFINED	1
APACHE CORP	COM	037411105	35,085	345,639	SH	DEFINED	1
APOLLO GROUP INC	CL A	037604105	653	10,663	SH	DEFINED	1
APPLE INC	COM	037833100	187,631	798,687	SH	DEFINED	1
APPLE INC	COM	037833100	2685	11,432	SH	DEFINED	11
APPLE INC	COM	037833100	4	19	SH	DEFINED	11

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APPLE INC	COM	037833100	170	725	SH	DEFINED	10
APPLIED MATLS INC	COM	038222105	13,179	978,809	SH	DEFINED	1
APPLIED MATLS INC	COM	038222105	3501	260,063	SH	DEFINED	11
APPLIED MATLS INC	COM	038222105	4	314	SH	DEFINED	11
APPLIED MATLS INC	COM	038222105	200	14,854	SH	DEFINED	10
ARCHER DANIELS MIDLAND CO	COM	039483102	6,720	232,640	SH	DEFINED	1
ARYX THERAPEUTICS INC	COM	043387109	456	520,142	SH	DEFINED	1
AUTODESK INC	COM	052769106	439	14,950	SH	DEFINED	1
AUTOLIV INC	COM	052800109	4,866	94,399	SH	DEFINED	1
AUTOMATIC DATA PROCESSING IN	COM	053015103	14,321	322,058	SH	DEFINED	1
AUTOZONE INC	COM	053332102	727	4,200	SH	DEFINED	1
AVERY DENNISON CORP	COM	053611109	609	16,734	SH	DEFINED	1
AVON PRODS INC	COM	054303102	9,123	269,500	SH	DEFINED	1
BB&T CORP	COM	054937107	21,175	653,969	SH	DEFINED	1
BJ SVCS CO	COM	055482103	810	37,873	SH	DEFINED	1
BMC SOFTWARE INC	COM	055921100	1,098	28,910	SH	DEFINED	1
BAKER HUGHES INC	COM	057224107	1,593	34,031	SH	DEFINED	1
BAKER HUGHES INC	COM	057224107	11	240	SH	DEFINED	11
BALDOR ELEC CO	COM	057741100	1,193	31,900	SH	DEFINED	1
BALL CORP	COM	058498106	1,318	24,702	SH	DEFINED	1
BANCO BRADESCO S A	SP ADR PFD NEW	059460303	523	28,390	SH	DEFINED	1
BANK OF AMERICA CORPORATION	COM	060505104	166,197	9,321,241	SH	DEFINED	1
BANK OF AMERICA CORPORATION	COM	060505104	64	3,604	SH	DEFINED	11
BANK OF NEW YORK MELLON CORP	COM	064058100	24,634	797,613	SH	DEFINED	1
BANK OF NEW YORK MELLON CORP	COM	064058100	57	1,850	SH	DEFINED	11
BANK NOVA SCOTIA HALIFAX	COM	064149107	865	17,255	SH	DEFINED	1
BARD C R INC	COM	067383109	1,892	21,854	SH	DEFINED	1
BARRICK GOLD CORP	COM	067901108	4	105	SH	DEFINED	11
BAXTER INTL INC	COM	071813109	21,873	375,801	SH	DEFINED	1
BEACON ROOFING SUPPLY INC	COM	073685109	1,615	84,400	SH	DEFINED	1
BECTON DICKINSON & CO	COM	075887109	22,912	291,040	SH	DEFINED	1
BED BATH & BEYOND INC	COM	075896100	14,593	333,575	SH	DEFINED	1
BEMIS INC	COM	081437105	447	15,608	SH	DEFINED	1
BERKSHIRE HATHAWAY INC DEL	CL B NEW	084670702	65,340	803,699	SH	DEFINED	1
BEST BUY INC	COM	086516101	4,348	102,207	SH	DEFINED	1
BIG LOTS INC	COM	089302103	1,141	31,340	SH	DEFINED	1
BLOCK H & R INC	COM	093671105	1,481	83,190	SH	DEFINED	1
BOEING CO	COM	097023105	31,250	430,506	SH	DEFINED	1
BOSTON SCIENTIFIC CORP	COM	101137107	43	5,970	SH	DEFINED	1
BRISTOL MYERS SQUIBB CO	COM	110122108	28,451	1,065,202	SH	DEFINED	1
BROADCOM CORP	CL A	111320107	36,949	1,113,091	SH	DEFINED	1

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BROWN FORMAN CORP	CL B	115637209	1,570	26,428	SH	DEFINED	1
BRUNSWICK CORP	COM	117043109	14,134	884,523	SH	DEFINED	1
CBS CORP NEW	CL B	124857202	39,174	2,809,222	SH	DEFINED	1
CF INDS HLDGS INC	COM	125269100	1,143	12,554	SH	DEFINED	1
CIGNA CORP	COM	125509109	1,612	44,086	SH	DEFINED	1
CMS ENERGY CORP	COM	125896100	19,611	1,268,143	SH	DEFINED	1
CSX CORP	COM	126408103	17,065	335,240	SH	DEFINED	1
CVS CAREMARK CORPORATION	COM	126650100	28,826	788,372	SH	DEFINED	1
CVS CAREMARK CORPORATION	COM	126650100	4118	112,613	SH	DEFINED	11
CVS CAREMARK CORPORATION	COM	126650100	5	159	SH	DEFINED	11
CVS CAREMARK CORPORATION	COM	126650100	242	6,634	SH	DEFINED	10
CABOT OIL & GAS CORP	COM	127097103	86	2,344	SH	DEFINED	1
CAMPBELL SOUP CO	COM	134429109	16,585	469,121	SH	DEFINED	1
CANADIAN NATL RY CO	COM	136375102	3,027	49,821	SH	DEFINED	1
CARNIVAL CORP	PAIRED CTF	143658300	64,456	1,657,626	SH	DEFINED	1
CATERPILLAR INC DEL	COM	149123101	19,869	316,112	SH	DEFINED	1
CELGENE CORP	COM	151020104	16,871	272,430	SH	DEFINED	1
CEMEX SAB DE CV	SPON ADR NEW	151290889	83,270	8,151,796	SH	DEFINED	1
CENTURYTEL INC	COM	156700106	2,412	68,005	SH	DEFINED	1
CEPHALON INC	COM	156708109	1,720	25,375	SH	DEFINED	1
CHEESECAKE FACTORY INC	COM	163072101	1,327	49,050	SH	DEFINED	1
CHESAPEAKE ENERGY CORP	COM	165167107	16,267	688,287	SH	DEFINED	1
CHEVRON CORP NEW	COM	166764100	76,730	1,011,676	SH	DEFINED	1
CHUBB CORP	COM	171232101	10,147	195,678	SH	DEFINED	1
CINCINNATI FINL CORP	COM	172062101	16,042	555,015	SH	DEFINED	1
CINTAS CORP	COM	172908105	362	12,907	SH	DEFINED	1
CITIGROUP INC	COM	172967101	46,524	11,473,295	SH	DEFINED	1
CITRIX SYS INC	COM	177376100	29,011	610,888	SH	DEFINED	1
CLOROX CO DEL	COM	189054109	1,608	25,066	SH	DEFINED	1
COACH INC	COM	189754104	9,204	232,842	SH	DEFINED	1
COCA COLA CO	COM	191216100	87,297	1,586,937	SH	DEFINED	1
COCA COLA CO	COM	191216100	13	245	SH	DEFINED	11
COCA COLA ENTERPRISES INC	COM	191219104	1,854	67,042	SH	DEFINED	1
COGNIZANT TECHNOLOGY SOLUTION	CL A	192446102	2,381	46,728	SH	DEFINED	1
COLGATE PALMOLIVE CO	COM	194162103	33,804	396,418	SH	DEFINED	1
COLGATE PALMOLIVE CO	COM	194162103	51	600	SH	DEFINED	11
COMERICA INC	COM	200340107	1,183	31,129	SH	DEFINED	1
COMPUTER SCIENCES CORP	COM	205363104	14,104	258,831	SH	DEFINED	1
COMPUWARE CORP	COM	205638109	365	43,467	SH	DEFINED	1
COMVERGE INC	COM	205859101	653	57,752	SH	DEFINED	1

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CONAGRA FOODS INC CONCUR	COM	205887102	26,221	1,046,337	SH	DEFINED	1
TECHNOLOGIES INC CONSOLIDATED	COM	206708109	1,657	40,400	SH	DEFINED	1
EDISON INC CONSTELLATION	COM	209115104	1,971	44,248	SH	DEFINED	1
ENERGY GROUP I	COM	210371100	2,391	68,153	SH	DEFINED	1
CORNING INC	COM	219350105	4,774	236,114	SH	DEFINED	1
COVENTRY HEALTH CARE INC	COM	222862104	1,167	47,191	SH	DEFINED	1
CUMMINS INC CYPRESS	COM	231021106	25,995	419,723	SH	DEFINED	1
SEMICONDUCTOR CORP	COM	232806109	1,164	101,000	SH	DEFINED	1
DTE ENERGY CO	COM	233331107	2,089	46,855	SH	DEFINED	1
DANAHER CORP DEL DARDEN RESTAURANTS	COM	235851102	14,546	181,995	SH	DEFINED	1
INC	COM	237194105	1,819	40,863	SH	DEFINED	1
DEAN FOODS CO NEW	COM	242370104	550	35,132	SH	DEFINED	1
DEERE & CO	COM	244199105	28,488	479,328	SH	DEFINED	1
DEERE & CO	COM	244199105	4248	71,478	SH	DEFINED	11
DEERE & CO	COM	244199105	6	111	SH	DEFINED	11
DEERE & CO	COM	244199105	263	4,436	SH	DEFINED	10
DENBURY RES INC DENTSPLY INTL INC	COM NEW	247916208	16	1,000	SH	DEFINED	1
NEW	COM	249030107	525	15,069	SH	DEFINED	1
DEVRY INC DEL	COM	251893103	1,620	24,864	SH	DEFINED	1
DISNEY WALT CO	COM DISNEY	254687106	31,357	898,112	SH	DEFINED	1
DISCOVER FINL SVCS	COM	254709108	1,360	91,372	SH	DEFINED	1
DONNELLEY R R & SONS CO	COM	257867101	710	33,267	SH	DEFINED	1
DOVER CORP	COM	260003108	2,300	49,219	SH	DEFINED	1
DOW CHEM CO	COM	260543103	18,138	613,618	SH	DEFINED	1
DRIL-QUIP INC	COM	262037104	1,551	25,500	SH	DEFINED	1
DU PONT E I DE NEMOURS & CO	COM	263534109	6,094	163,637	SH	DEFINED	1
E M C CORP MASS	COM	268648102	20,132	1,115,694	SH	DEFINED	1
E M C CORP MASS	COM	268648102	3430	190,097	SH	DEFINED	11
E M C CORP MASS	COM	268648102	4	225	SH	DEFINED	11
E M C CORP MASS	COM	268648102	195	10,847	SH	DEFINED	10
E TRADE FINANCIAL CORP	COM	269246104	429	259,481	SH	DEFINED	1
EASTMAN CHEM CO	COM	277432100	1,168	18,340	SH	DEFINED	1
EASTMAN KODAK CO	COM	277461109	158	27,275	SH	DEFINED	1
EATON CORP	COM	278058102	26,547	350,274	SH	DEFINED	1
EBAY INC	COM	278642103	21,911	812,901	SH	DEFINED	1
ECOLAB INC	COM	278865100	9,618	218,823	SH	DEFINED	1
EDISON INTL	COM	281020107	2,984	87,346	SH	DEFINED	1
ELECTRONIC ARTS INC	COM	285512109	115	6,211	SH	DEFINED	1
EMERSON ELEC CO	COM	291011104	28,156	559,431	SH	DEFINED	1
EQUIFAX INC	COM	294429105	72,298	2,020,644	SH	DEFINED	1
EXPEDITORS INTL WASH INC	COM	302130109	581	15,756	SH	DEFINED	1
EXPRESS SCRIPTS INC	COM	302182100	18,746	184,177	SH	DEFINED	1

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FLIR SYS INC	COM	302445101	674	23,919	SH	DEFINED	1
F M C CORP	COM NEW	302491303	1,069	17,663	SH	DEFINED	1
FPL GROUP INC	COM	302571104	2,875	59,481	SH	DEFINED	1
FAMILY DLR STORES INC	COM	307000109	2,219	60,599	SH	DEFINED	1
FASTENAL CO	COM	311900104	16,331	340,311	SH	DEFINED	1
FEDERAL NATL MTG ASSN	COM	313586109	1	1,520	SH	DEFINED	11
FEDERATED INVS INC PA	CL B	314211103	232	8,815	SH	DEFINED	1
FIFTH THIRD BANCORP	COM	316773100	2,703	199,046	SH	DEFINED	1
FIRST HORIZON NATL CORP	COM	320517105	277	19,727	SH	DEFINED	1
FIRST SOLAR INC	COM	336433107	378	3,085	SH	DEFINED	1
FISERV INC	COM	337738108	15,552	306,265	SH	DEFINED	1
FIRSTENERGY CORP	COM	337932107	2,233	57,136	SH	DEFINED	1
FLUOR CORP NEW	COM	343412102	1,783	38,337	SH	DEFINED	1
FOMENTO ECONOMICO MEXICANO S	SPON ADR UNITS	344419106	3,866	81,385	SH	DEFINED	1
FORD MTR CO DEL	COM PAR \$0.01	345370860	28,726	2,285,303	SH	DEFINED	1
FOREST LABS INC	COM	345838106	13,993	446,135	SH	DEFINED	1
FORTUNE BRANDS INC	COM	349631101	15,878	327,250	SH	DEFINED	1
FRANKLIN RES INC	COM	354613101	17,350	156,428	SH	DEFINED	1
GANNETT INC	COM	364730101	3,201	193,854	SH	DEFINED	1
GAP INC DEL	COM	364760108	4,225	182,776	SH	DEFINED	1
GENERAL DYNAMICS CORP	COM	369550108	25,539	330,650	SH	DEFINED	1
GENERAL ELECTRIC CO	COM	369604103	105,452	5,797,264	SH	DEFINED	1
GENERAL MLS INC	COM	370334104	7,990	112,858	SH	DEFINED	1
GENUINE PARTS CO	COM	372460105	39,068	924,709	SH	DEFINED	1
GENZYME CORP	COM	372917104	60	1,158	SH	DEFINED	1
GERDAU S A	SPONSORED ADR	373737105	1,244	76,300	SH	DEFINED	1
GILEAD SCIENCES INC	COM	375558103	22,524	495,217	SH	DEFINED	1
GOLDCORP INC NEW	COM	380956409	21,277	571,199	SH	DEFINED	1
GOODRICH CORP	COM	382388106	20,595	291,949	SH	DEFINED	1
GOODYEAR TIRE & RUBR CO	COM	382550101	7,525	595,131	SH	DEFINED	1
GRAINGER W W INC	COM	384802104	37,898	350,491	SH	DEFINED	1
HALLIBURTON CO	COM	406216101	39,751	1,320,006	SH	DEFINED	1
HARLEY DAVIDSON INC	COM	412822108	62	2,218	SH	DEFINED	1
HARMAN INTL INDS INC	COM	413086109	286	6,132	SH	DEFINED	1
HARRIS CORP DEL	COM	413875105	952	20,059	SH	DEFINED	1
HARTFORD FINL SVCS GROUP INC	COM	416515104	2,976	104,810	SH	DEFINED	1
HASBRO INC	COM	418056107	1,089	28,447	SH	DEFINED	1
HAWAIIAN ELEC INDUSTRIES	COM	419870100	3,369	149,960	SH	DEFINED	1
HEICO CORP NEW	COM	422806109	577	11,200	SH	DEFINED	1
HEINZ H J CO	COM	423074103	18,099	396,742	SH	DEFINED	1
HELMERICH & PAYNE INC	COM	423452101	1,016	26,716	SH	DEFINED	1

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HERSHEY CO	COM	427866108	1,841	43,009	SH	DEFINED	1
HEWLETT PACKARD CO	COM	428236103	125,631	2,363,279	SH	DEFINED	1
HEWLETT PACKARD CO	COM	428236103	5014	94,320	SH	DEFINED	11
HEWLETT PACKARD CO	COM	428236103	6	126	SH	DEFINED	11
HEWLETT PACKARD CO	COM	428236103	292	5,494	SH	DEFINED	10
HIBBETT SPORTS INC	COM	428567101	788	30,800	SH	DEFINED	1
HOME DEPOT INC	COM	437076102	32,558	1,006,143	SH	DEFINED	1
HONEYWELL INTL INC	COM	438516106	22,701	501,533	SH	DEFINED	1
HORMEL FOODS CORP	COM	440452100	1,139	27,132	SH	DEFINED	1
HOSPIRA INC	COM	441060100	1,461	25,797	SH	DEFINED	1
HUDSON CITY							
BANCORP	COM	443683107	1,487	104,961	SH	DEFINED	1
HUMANA INC	COM	444859102	3,031	64,793	SH	DEFINED	1
HUNT J B TRANS							
SVCS INC	COM	445658107	16,366	455,944	SH	DEFINED	1
HUNTINGTON							
BANCSHARES INC	COM	446150104	653	121,391	SH	DEFINED	1
ITT CORP NEW	COM	450911102	2,267	42,320	SH	DEFINED	1
ILLINOIS TOOL WKS							
INC	COM	452308109	2,310	48,768	SH	DEFINED	1
INFOSYS							
TECHNOLOGIES LTD	SPONSORED ADR	456788108	6,813	115,870	SH	DEFINED	1
INTEL CORP	COM	458140100	64,417	2,892,578	SH	DEFINED	1
INTEL CORP	COM	458140100	24	1,100	SH	DEFINED	10
INTERLINE BRANDS							
INC	COM	458743101	769	40,200	SH	DEFINED	1
INTERNATIONAL							
BUSINESS MACHS	COM	459200101	104,046	811,122	SH	DEFINED	1
INTERNATIONAL							
BUSINESS MACHS	COM	459200101	67	530	SH	DEFINED	11
INTERNATIONAL							
FLAVORS&FRAGRA	COM	459506101	686	14,388	SH	DEFINED	1
INTERNATIONAL GAME							
TECHNOLOG	COM	459902102	78	4,272	SH	DEFINED	1
INTL PAPER CO	COM	460146103	3,873	157,347	SH	DEFINED	1
INTERPUBLIC GROUP							
COS INC	COM	460690100	17,446	2,095,668	SH	DEFINED	1
INTUIT	COM	461202103	1,696	49,420	SH	DEFINED	1
IRON MTN INC	COM	462846106	387	14,144	SH	DEFINED	1
ISHARES INC	MSCI PAC J IDX	464286665	70	1,650	SH	DEFINED	11
ISHARES INC	MSCI UTD KINGD	464286699	100	6,176	SH	DEFINED	11
ISHARES INC	MSCI UTD KINGD	464286699	1531	94,283	SH	DEFINED	10
ISHARES INC	MSCI JAPAN	464286848	354	33,998	SH	DEFINED	11
ISHARES INC	MSCI JAPAN	464286848	763	73,160	SH	DEFINED	10
ISHARES TR INDEX	DJ SEL DIV INX	464287168	52	1,150	SH	DEFINED	11
ISHARES TR INDEX	S&P GLB100INDX	464287572	158	2,616	SH	DEFINED	10
ISHARES TR INDEX	S&P EURO PLUS	464287861	126	3,300	SH	DEFINED	11
ISHARES TR	S&P ASIA 50 IN	464288430	41	1,030	SH	DEFINED	11
ISHARES TR	S&P ASIA 50 IN	464288430	338	8,413	SH	DEFINED	10
ISHARES TR	FTSE KLD400 SOC	464288570	57	1,280	SH	DEFINED	11
JABIL CIRCUIT INC	COM	466313103	423	26,150	SH	DEFINED	1
JACOBS ENGR GROUP							
INC DEL	COM	469814107	386	8,552	SH	DEFINED	1
JETBLUE AIRWAYS							
CORP	COM	477143101	2,957	528,613	SH	DEFINED	1
JOHNSON & JOHNSON	COM	478160104	165,844	2,543,040	SH	DEFINED	1

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JOHNSON & JOHNSON	COM	478160104	15	238	SH	DEFINED	11
JOHNSON CTLS INC	COM	478366107	5,821	176,413	SH	DEFINED	1
KLA-TENCOR CORP	COM	482480100	21,753	703,417	SH	DEFINED	1
KELLOGG CO	COM	487836108	30,482	570,570	SH	DEFINED	1
KEYCORP NEW	COM	493267108	1,319	170,101	SH	DEFINED	1
KIMBERLY CLARK CORP	COM	494368103	38,834	617,694	SH	DEFINED	1
KING PHARMACEUTICALS INC	COM	495582108	959	81,571	SH	DEFINED	1
KOHL'S CORP	COM	500255104	36,213	661,309	SH	DEFINED	1
KROGER CO	COM	501044101	14,172	654,028	SH	DEFINED	1
LKQ CORP	COM	501889208	10,771	529,966	SH	DEFINED	1
LSI CORPORATION	COM	502161102	223	36,530	SH	DEFINED	1
LSI CORPORATION	COM	502161102	23	3,834	SH	DEFINED	11
L-3 COMMUNICATIONS HLDGS INC	COM	502424104	3,735	40,767	SH	DEFINED	1
LAUDER ESTEE COS INC	CL A	518439104	803	12,380	SH	DEFINED	1
LEGGETT & PLATT INC	COM	524660107	877	40,544	SH	DEFINED	1
LEGG MASON INC	COM	524901105	776	27,080	SH	DEFINED	1
LENNAR CORP	CL A	526057104	400	23,233	SH	DEFINED	1
LEUCADIA NATL CORP	COM	527288104	385	15,535	SH	DEFINED	1
LEXMARK INTL NEW	CL A	529771107	1,068	29,610	SH	DEFINED	1
LILLY ELI & CO	COM	532457108	20,248	558,882	SH	DEFINED	1
LIMITED BRANDS INC	COM	532716107	1,632	66,337	SH	DEFINED	1
LINCOLN NATL CORP IND	COM	534187109	2,514	81,942	SH	DEFINED	1
LINEAR TECHNOLOGY CORP	COM	535678106	16,159	571,823	SH	DEFINED	1
LOCKHEED MARTIN CORP	COM	539830109	2,364	28,411	SH	DEFINED	1
LOEWS CORP	COM	540424108	2,692	72,218	SH	DEFINED	1
LORILLARD INC	COM	544147101	66,715	886,882	SH	DEFINED	1
LOWES COS INC	COM	548661107	20,024	825,938	SH	DEFINED	1
MDU RES GROUP INC	COM	552690109	20,855	967,120	SH	DEFINED	1
MEMC ELECTR MATLS INC	COM	552715104	9,535	621,608	SH	DEFINED	1
MARATHON OIL CORP	COM	565849106	18,573	586,942	SH	DEFINED	1
MARATHON OIL CORP	COM	565849106	1912	60,411	SH	DEFINED	11
MARATHON OIL CORP	COM	565849106	2	87	SH	DEFINED	11
MARATHON OIL CORP	COM	565849106	112	3,554	SH	DEFINED	10
MARINEMAX INC	COM	567908108	1,304	121,100	SH	DEFINED	1
MARLIN BUSINESS SVCS CORP	COM	571157106	1,077	105,730	SH	DEFINED	1
MARSH & MCLENNAN COS INC	COM	571748102	66,191	2,711,090	SH	DEFINED	1
MARSHALL & ILSLEY CORP NEW	COM	571837103	745	92,618	SH	DEFINED	1
MARRIOTT INTL INC NEW	CL A	571903202	86	2,752	SH	DEFINED	1
MASCO CORP	COM	574599106	67,771	4,365,330	SH	DEFINED	1
MASSEY ENERGY CORP	COM	576206106	1,110	21,252	SH	DEFINED	1
MATTEL INC	COM	577081102	2,454	107,849	SH	DEFINED	1
MCAFFEE INC	COM	579064106	813	20,268	SH	DEFINED	1

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MCCORMICK & CO INC	COM NON VTG	579780206	1,301	33,917	SH	DEFINED	1
MCDONALDS CORP	COM	580135101	30,210	452,788	SH	DEFINED	1
MCDONALDS CORP	COM	580135101	266	4,000	SH	DEFINED	11
MCGRAW HILL COS INC	COM	580645109	2,625	73,632	SH	DEFINED	1
MEAD JOHNSON NUTRITION CO	COM	582839106	946	18,205	SH	DEFINED	1
MEADWESTVACO CORP	COM	583334107	1,365	53,425	SH	DEFINED	1
MEDASSETS INC	COM	584045108	1,223	58,300	SH	DEFINED	1
MEDTRONIC INC	COM	585055106	26,646	591,613	SH	DEFINED	1
MEDTRONIC INC	COM	585055106	50	1,117	SH	DEFINED	11
MEREDITH CORP	COM	589433101	154	4,487	SH	DEFINED	1
METROPCS COMMUNICATIONS INC	COM	591708102	319	45,097	SH	DEFINED	1
MICROSOFT CORP	COM	594918104	206,811	7,066,853	SH	DEFINED	1
MICROCHIP TECHNOLOGY INC	COM	595017104	937	33,284	SH	DEFINED	1
MICRON TECHNOLOGY INC	COM	595112103	1,324	127,781	SH	DEFINED	1
MILLIPORE CORP	COM	601073109	124	1,175	SH	DEFINED	1
MOBILE TELESYSTEMS OJSC	SPONSORED ADR	607409109	35,695	642,760	SH	DEFINED	1
MOHAWK INDS INC	COM	608190104	782	14,400	SH	DEFINED	1
MOLEX INC	COM	608554101	152	7,302	SH	DEFINED	1
MONRO MUFFLER BRAKE INC	COM	610236101	1,596	44,600	SH	DEFINED	1
MONSTER WORLDWIDE INC	COM	611742107	31	1,905	SH	DEFINED	1
MOODYS CORP	COM	615369105	440	14,797	SH	DEFINED	1
MORGAN STANLEY	COM NEW	617446448	24,994	852,911	SH	DEFINED	1
MOTOROLA INC	COM	620076109	10,077	1,434,462	SH	DEFINED	1
MURPHY OIL CORP	COM	626717102	1,224	21,787	SH	DEFINED	1
MYLAN INC	COM	628530107	979	43,091	SH	DEFINED	1
NRG ENERGY INC	COM NEW	629377508	1,382	66,140	SH	DEFINED	1
NYSE EURONEXT	COM	629491101	4,450	150,280	SH	DEFINED	1
NASDAQ OMX GROUP INC	COM	631103108	584	27,661	SH	DEFINED	1
NATIONAL OILWELL VARCO INC	COM	637071101	5,727	141,220	SH	DEFINED	1
NATIONAL SEMICONDUCTOR CORP	COM	637640103	237	16,446	SH	DEFINED	1
NEW YORK CMNTY BANCORP INC	COM	649445103	1,922	116,300	SH	DEFINED	1
NEW YORK TIMES CO	CL A	650111107	298	26,850	SH	DEFINED	1
NEWELL RUBBERMAID INC	COM	651229106	988	65,088	SH	DEFINED	1
NEWMONT MINING CORP	COM	651639106	18,889	370,864	SH	DEFINED	1
NICOR INC	COM	654086107	16,935	403,990	SH	DEFINED	1
NIKE INC	CL B	654106103	19,189	261,023	SH	DEFINED	1
NOBLE ENERGY INC	COM	655044105	894	12,269	SH	DEFINED	1
NORDSTROM INC	COM	655664100	2,138	52,333	SH	DEFINED	1
NORFOLK SOUTHERN CORP	COM	655844108	53,775	961,907	SH	DEFINED	1
NORTHEAST UTILS	COM	664397106	1,357	49,077	SH	DEFINED	1
NORTHERN TR CORP	COM	665859104	1,286	23,266	SH	DEFINED	1
NORTHROP GRUMMAN CORP	COM	666807102	8,023	122,330	SH	DEFINED	1
NOVELL INC	COM	670006105	27	4,538	SH	DEFINED	1
NOVELL INC	COM	670006105	24	4,012	SH	DEFINED	11

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NOVELLUS SYS INC	COM	670008101	492	19,715	SH	DEFINED	1
NUCOR CORP	COM	670346105	11,671	257,202	SH	DEFINED	1
OCCIDENTAL PETE CORP DEL	COM	674599105	82,329	973,625	SH	DEFINED	1
OFFICE DEPOT INC	COM	676220106	3	400	SH	DEFINED	1
OMNICOM GROUP INC	COM	681919106	1,458	37,603	SH	DEFINED	1
ONEOK INC NEW	COM	682680103	728	15,952	SH	DEFINED	1
O REILLY AUTOMOTIVE INC	COM	686091109	23,150	554,972	SH	DEFINED	1
OWENS ILL INC	COM NEW	690768403	324	9,124	SH	DEFINED	1
PNC FINL SVCS GROUP INC	COM	693475105	38,218	640,277	SH	DEFINED	1
PPG INDS INC	COM	693506107	17,406	266,155	SH	DEFINED	1
PACCAR INC	COM	693718108	345	7,972	SH	DEFINED	1
PACKAGING CORP AMER	COM	695156109	1,676	68,210	SH	DEFINED	1
PACTIV CORP	COM	695257105	584	23,203	SH	DEFINED	1
PALL CORP	COM	696429307	884	21,859	SH	DEFINED	1
PAN AMERICAN SILVER CORP	COM	697900108	618	26,700	SH	DEFINED	1
PARKER HANNIFIN CORP	COM	701094104	45,666	705,331	SH	DEFINED	1
PATTERSON COMPANIES INC	COM	703395103	128	4,134	SH	DEFINED	1
PAYCHEX INC	COM	704326107	377	12,292	SH	DEFINED	1
PEABODY ENERGY CORP	COM	704549104	2,511	54,958	SH	DEFINED	1
PENNEY J C INC	COM	708160106	569	17,703	SH	DEFINED	1
PEOPLES UNITED FINANCIAL INC	COM	712704105	1,121	71,729	SH	DEFINED	1
PEPCO HOLDINGS INC	COM	713291102	390	22,805	SH	DEFINED	1
PEPSICO INC	COM	713448108	39,142	591,541	SH	DEFINED	1
PEPSICO INC	COM	713448108	202	3,059	SH	DEFINED	11
PERKINELMER INC	COM	714046109	198	8,289	SH	DEFINED	1
PERRIGO CO	COM	714290103	16,213	276,091	SH	DEFINED	1
PETMED EXPRESS INC	COM	716382106	938	42,300	SH	DEFINED	1
PFIZER INC	COM	717081103	143,611	8,371,419	SH	DEFINED	1
PFIZER INC	COM	717081103	2483	144,768	SH	DEFINED	11
PFIZER INC	COM	717081103	3	224	SH	DEFINED	11
PFIZER INC	COM	717081103	162	9,476	SH	DEFINED	10
PHILIP MORRIS INTL INC	COM	718172109	57,280	1,098,064	SH	DEFINED	1
PHILIP MORRIS INTL INC	COM	718172109	161	3,100	SH	DEFINED	11
PINNACLE WEST CAP CORP	COM	723484101	652	17,280	SH	DEFINED	1
PIONEER NAT RES CO	COM	723787107	748	13,282	SH	DEFINED	1
PITNEY BOWES INC	COM	724479100	1,258	51,477	SH	DEFINED	1
PLAINS ALL AMERN PIPELINE L	UNIT LTD PARTN	726503105	911	16,000	SH	DEFINED	1
POLO RALPH LAUREN CORP	CL A	731572103	10,982	129,142	SH	DEFINED	1
PRECISION CASTPARTS CORP	COM	740189105	3,527	27,824	SH	DEFINED	1
PRICELINE COM INC	COM NEW	741503403	1,847	7,244	SH	DEFINED	1
PROCTER & GAMBLE							

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CO	COM	742718109	84,293	1,332,179	SH	DEFINED	1
PROCTER & GAMBLE							
CO	COM	742718109	3506	55,423	SH	DEFINED	11
PROCTER & GAMBLE							
CO	COM	742718109	5	88	SH	DEFINED	11
PROCTER & GAMBLE							
CO	COM	742718109	217	3,438	SH	DEFINED	10
PROGRESS ENERGY							
INC	COM	743263105	25,125	638,190	SH	DEFINED	1
PROGRESSIVE CORP							
OHIO	COM	743315103	2,325	121,852	SH	DEFINED	1
PROSPERITY							
BANCSHARES INC	COM	743606105	4,626	112,800	SH	DEFINED	1
PRUDENTIAL FINL							
INC	COM	744320102	23,652	391,015	SH	DEFINED	1
PUBLIC SVC							
ENTERPRISE GROUP	COM	744573106	3,996	135,449	SH	DEFINED	1
PULTE HOMES INC	COM	745867101	156	13,906	SH	DEFINED	1
QLOGIC CORP	COM	747277101	320	15,792	SH	DEFINED	1
QUALCOMM INC	COM	747525103	33,079	787,900	SH	DEFINED	1
QUALCOMM INC	COM	747525103	89	2,136	SH	DEFINED	11
QUESTAR CORP	COM	748356102	15,758	364,939	SH	DEFINED	1
QWEST							
COMMUNICATIONS							
INTL IN	COM	749121109	1,346	257,716	SH	DEFINED	1
RADIOSHACK CORP	COM	750438103	867	38,344	SH	DEFINED	1
RAYTHEON CO	COM NEW	755111507	6,912	121,037	SH	DEFINED	1
RED HAT INC	COM	756577102	105	3,592	SH	DEFINED	1
REPUBLIC SVCS INC	COM	760759100	17,921	617,359	SH	DEFINED	1
RESMED INC	COM	761152107	4,038	63,438	SH	DEFINED	1
REYNOLDS AMERICAN							
INC	COM	761713106	5,898	109,286	SH	DEFINED	1
RISKMETRICS GROUP							
INC	COM	767735103	2,414	106,940	SH	DEFINED	1
ROBERT HALF INTL							
INC	COM	770323103	104	3,426	SH	DEFINED	1
ROCKWELL							
AUTOMATION INC	COM	773903109	729	12,951	SH	DEFINED	1
ROCKWELL COLLINS							
INC	COM	774341101	2,085	33,299	SH	DEFINED	1
ROPER INDS INC NEW	COM	776696106	692	11,965	SH	DEFINED	1
ROSS STORES INC	COM	778296103	1,975	36,938	SH	DEFINED	1
ROWAN COS INC	COM	779382100	541	18,598	SH	DEFINED	1
RYANAIR HLDGS PLC	SPONSORED ADR	783513104	1,530	56,300	SH	DEFINED	1
RYDER SYS INC	COM	783549108	388	10,029	SH	DEFINED	1
SAFEWAY INC	COM NEW	786514208	1,460	58,762	SH	DEFINED	1
ST JUDE MED INC	COM	790849103	2,034	49,563	SH	DEFINED	1
SARA LEE CORP	COM	803111103	18,731	1,344,239	SH	DEFINED	1
SCHLUMBERGER LTD	COM	806857108	43,313	682,535	SH	DEFINED	1
SCHWAB CHARLES							
CORP NEW	COM	808513105	12,729	681,103	SH	DEFINED	1
SCRIPPS NETWORKS							
INTERACT IN	CL A COM	811065101	627	14,153	SH	DEFINED	1
SEARS HLDGS CORP	COM	812350106	1,286	11,856	SH	DEFINED	1
SEMPRA ENERGY	COM	816851109	1,936	38,813	SH	DEFINED	1
SHERWIN WILLIAMS							

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CO	COM	824348106	1,090	16,106	SH	DEFINED	1
SIGMA ALDRICH CORP	COM	826552101	1,163	21,672	SH	DEFINED	1
SMITH INTL INC	COM	832110100	732	17,113	SH	DEFINED	1
SMUCKER J M CO	COM NEW	832696405	1,674	27,772	SH	DEFINED	1
SNAP ON INC	COM	833034101	431	9,961	SH	DEFINED	1
SOUTHERN CO	COM	842587107	14,533	438,232	SH	DEFINED	1
SOUTHWEST AIRLS CO	COM	844741108	2,070	156,702	SH	DEFINED	1
SOUTHWESTERN ENERGY CO	COM	845467109	11,340	278,509	SH	DEFINED	1
SPECTRA ENERGY CORP	COM	847560109	2,182	96,833	SH	DEFINED	1
SPRINT NEXTEL CORP	COM SER 1	852061100	12,241	3,217,217	SH	DEFINED	1
STANLEY BLACK & DECKER INC	COM	854502101	1,097	19,119	SH	DEFINED	1
STAPLES INC	COM	855030102	19,081	815,470	SH	DEFINED	1
STARBUCKS CORP	COM	855244109	1,882	77,587	SH	DEFINED	1
STATE STR CORP	COM	857477103	54,289	1,201,635	SH	DEFINED	1
STEEL DYNAMICS INC	COM	858119100	47	2,696	SH	DEFINED	11
STERICYCLE INC	COM	858912108	166	3,060	SH	DEFINED	1
STRYKER CORP	COM	863667101	18,911	330,562	SH	DEFINED	1
SUNTRUST BKS INC	COM	867914103	3,545	132,396	SH	DEFINED	1
SUPERVALU INC	COM	868536103	1,044	62,587	SH	DEFINED	1
SYMANTEC CORP	COM	871503108	2,620	154,856	SH	DEFINED	1
SYSCO CORP	COM	871829107	18,895	640,405	SH	DEFINED	1
TECO ENERGY INC	COM	872375100	960	60,423	SH	DEFINED	1
TJX COS INC NEW	COM	872540109	5,574	131,047	SH	DEFINED	1
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	21,302	2,030,706	SH	DEFINED	1
TELLABS INC	COM	879664100	534	70,534	SH	DEFINED	1
TERADYNE INC	COM	880770102	241	21,658	SH	DEFINED	1
TERNIUM SA	SPON ADR	880890108	5,462	133,000	SH	DEFINED	1
TESORO CORP	COM	881609101	12	906	SH	DEFINED	1
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	76,934	1,219,241	SH	DEFINED	1
TEXAS INSTRS INC	COM	882508104	15,828	646,858	SH	DEFINED	1
TEXTRON INC	COM	883203101	511	24,100	SH	DEFINED	1
TEXTRON INC	COM	883203101	86	4,081	SH	DEFINED	11
THERMO FISHER SCIENTIFIC INC	COM	883556102	15,701	305,333	SH	DEFINED	1
TIFFANY & CO NEW	COM	886547108	6,505	136,920	SH	DEFINED	1
TIME WARNER INC	COM NEW	887317303	23,362	747,133	SH	DEFINED	1
TITANIUM METALS CORP	COM NEW	888339207	127	7,661	SH	DEFINED	1
TORCHMARK CORP	COM	891027104	3,913	73,145	SH	DEFINED	1
TOTAL SYS SVCS INC	COM	891906109	942	60,163	SH	DEFINED	1
TRANSDIGM GROUP INC	COM	893641100	1,452	27,400	SH	DEFINED	1
TRIUMPH GROUP INC NEW	COM	896818101	848	12,100	SH	DEFINED	1
TYSON FOODS INC	CL A	902494103	879	45,906	SH	DEFINED	1
US BANCORP DEL	COM NEW	902973304	31,943	1,235,243	SH	DEFINED	1
URS CORP NEW	COM	903236107	7	160	SH	DEFINED	11
ULTRA PETROLEUM CORP	COM	903914109	28,125	603,415	SH	DEFINED	1

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UNION PAC CORP	COM	907818108	4,809	65,590	SH	DEFINED	1
UNITED PARCEL SERVICE INC	CL B	911312106	34,868	541,273	SH	DEFINED	1
UNITED STATES STL CORP NEW	COM	912909108	292	4,596	SH	DEFINED	1
UNITED TECHNOLOGIES CORP	COM	913017109	49,139	667,481	SH	DEFINED	1
URBAN OUTFITTERS INC	COM	917047102	777	20,436	SH	DEFINED	1
VCA ANTECH INC	COM	918194101	1,121	40,000	SH	DEFINED	1
V F CORP	COM	918204108	1,276	15,920	SH	DEFINED	1
VULCAN MATLS CO	COM	929160109	272	5,764	SH	DEFINED	1
WAL MART STORES INC	COM	931142103	125,641	2,259,337	SH	DEFINED	1
WAL MART STORES INC	COM	931142103	228	4,100	SH	DEFINED	11
WALGREEN CO	COM	931422109	34,977	943,161	SH	DEFINED	1
WASHINGTON POST CO	CL B	939640108	656	1,478	SH	DEFINED	1
WATERS CORP	COM	941848103	478	7,080	SH	DEFINED	1
WATSON PHARMACEUTICALS INC	COM	942683103	740	17,729	SH	DEFINED	1
WELLS FARGO & CO NEW	COM	949746101	180,497	5,803,770	SH	DEFINED	1
WESTAMERICA BANCORPORATION	COM	957090103	455	7,900	SH	DEFINED	1
WESTERN DIGITAL CORP	COM	958102105	3,264	83,761	SH	DEFINED	1
WESTERN UN CO	COM	959802109	37,642	2,218,819	SH	DEFINED	1
WEYERHAEUSER CO	COM	962166104	1,008	22,281	SH	DEFINED	1
WHIRLPOOL CORP	COM	963320106	1,397	16,023	SH	DEFINED	1
WHOLE FOODS MKT INC	COM	966837106	1,478	40,889	SH	DEFINED	1
WILLIAMS COS INC DEL	COM	969457100	3,557	153,967	SH	DEFINED	1
WISCONSIN ENERGY CORP	COM	976657106	594	12,021	SH	DEFINED	1
WYNN RESORTS LTD	COM	983134107	39	527	SH	DEFINED	1
XILINX INC	COM	983919101	1,260	49,456	SH	DEFINED	1
XEROX CORP	COM	984121103	13,836	1,420,607	SH	DEFINED	1
YAHOO INC	COM	984332106	13,540	819,402	SH	DEFINED	1
YUM BRANDS INC	COM	988498101	20,268	528,642	SH	DEFINED	1
ZIONS BANCORPORATION	COM	989701107	870	39,876	SH	DEFINED	1
DUN & BRADSTREET CORP DEL NE	COM	26483E100	891	11,975	SH	DEFINED	1
LENDER PROCESSING SVCS INC	COM	52602E102	1,873	49,625	SH	DEFINED	1
QUANTA SVCS INC	COM	74762E102	8,676	453,195	SH	DEFINED	1
VERISIGN INC	COM	92343E102	1,006	38,677	SH	DEFINED	1
AMERISOURCEBERGEN CORP	COM	03073E105	3,105	107,359	SH	DEFINED	1
NEWS CORP	COM	65248E104	25,065	1,740,068	SH	DEFINED	1
TARGET CORP	COM	87612E106	26,412	502,196	SH	DEFINED	1
NAVISTAR INTL CORP NEW	COM	63934E108	55	1,229	SH	DEFINED	11

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DR PEPPER SNAPPLE GROUP INC	COM	26138E109	2,354	66,910	SH	DEFINED	1
DR PEPPER SNAPPLE GROUP INC	COM	26138E109	43	1,233	SH	DEFINED	10
TRAVELERS COMPANIES INC	COM	89417E109	17,334	321,394	SH	DEFINED	1
VALE S A	ADR REPSTG PFD	91912E204	168,432	6,065,252	SH	DEFINED	1
AES CORP	COM	00130H105	11,170	1,015,044	SH	DEFINED	1
AOL INC	COM	00184X105	1,287	50,921	SH	DEFINED	1
AT&T INC	COM	00206R102	86,211	3,335,057	SH	DEFINED	1
AT&T INC	COM	00206R102	21	833	SH	DEFINED	11
ACTIVISION							
BLIZZARD INC	COM	00507V109	16,704	1,386,848	SH	DEFINED	1
ACTUANT CORP	CL A NEW	00508X203	709	36,300	SH	DEFINED	1
ADOBE SYS INC	COM	00724F101	3,817	107,905	SH	DEFINED	1
AETNA INC NEW	COM	00817Y108	17,257	491,601	SH	DEFINED	1
AGILENT TECHNOLOGIES INC	COM	00846U101	1,256	36,543	SH	DEFINED	1
AKAMAI TECHNOLOGIES INC	COM	00971T101	557	17,755	SH	DEFINED	1
ALLEGHENY TECHNOLOGIES INC	COM	01741R102	312	5,797	SH	DEFINED	1
ALLEGIANTRAVEL CO	COM	01748X102	1,678	29,000	SH	DEFINED	1
ALTRIA GROUP INC	COM	02209S103	33,976	1,656,577	SH	DEFINED	1
ALTRIA GROUP INC	COM	02209S103	63	3,100	SH	DEFINED	11
AMERICA MOVIL SAB DE CV	SPON ADR L SHS	02364W105	84,290	1,675,092	SH	DEFINED	1
AMERICAN PUBLIC EDUCATION IN	COM	02913V103	1,698	36,440	SH	DEFINED	1
AMERIPRISE FINL INC	COM	03076C106	3,155	69,586	SH	DEFINED	1
ANSYS INC	COM	03662Q105	33,315	771,736	SH	DEFINED	1
ASSURANT INC	COM	04621X108	13,213	384,231	SH	DEFINED	1
ATHEROS COMMUNICATIONS INC	COM	04743P108	747	19,300	SH	DEFINED	1
AUTONATION INC	COM	05329W102	321	17,787	SH	DEFINED	1
BANCO SANTANDER CHILE NEW	SP ADR REP COM	05965X109	3,104	45,509	SH	DEFINED	1
BANCOLOMBIA S A	SPON ADR PREF	05968L102	11,955	262,040	SH	DEFINED	1
BARRETT BILL CORP	COM	06846N104	761	24,800	SH	DEFINED	1
BIOGEN IDEC INC	COM	09062X103	4,007	69,833	SH	DEFINED	1
CB RICHARD ELLIS GROUP INC	CL A	12497T101	290	18,343	SH	DEFINED	1
C H ROBINSON WORLDWIDE INC	COM NEW	12541W209	702	12,580	SH	DEFINED	1
CME GROUP INC	COM	12572Q105	17,032	53,859	SH	DEFINED	1
CA INC	COM	12673P105	2,767	117,965	SH	DEFINED	1
CAMECO CORP	COM	13321L108	4,758	173,705	SH	DEFINED	1
CAMERON INTERNATIONAL CORP	COM	13342B105	1,517	35,401	SH	DEFINED	1
CAPITAL ONE FINL CORP	COM	14040H105	34,857	842,081	SH	DEFINED	1
CAPITALSOURCE INC	COM	14055X102	1,573	281,800	SH	DEFINED	1

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CARDINAL HEALTH INC	COM	14149Y108	21,028	583,473	SH	DEFINED	1
CAREFUSION CORP	COM	14170T101	1,478	55,918	SH	DEFINED	1
CENTERPOINT ENERGY INC	COM	15189T107	40,888	2,845,395	SH	DEFINED	1
CISCO SYS INC	COM	17275R102	134,542	5,167,743	SH	DEFINED	1
CISCO SYS INC	COM	17275R102	49	1,900	SH	DEFINED	11
CLIFFS NATURAL RESOURCES INC	COM	18683K101	1,837	25,889	SH	DEFINED	1
COMCAST CORP NEW	CL A	20030N101	32,862	1,745,658	SH	DEFINED	1
COMPANHIA SIDERURGICA NACION	SPONSORED ADR	20440W105	1,217	30,500	SH	DEFINED	1
COMSCORE INC	COM	20564W105	2,960	177,424	SH	DEFINED	1
CONOCOPHILLIPS	COM	20825C104	92,684	1,810,960	SH	DEFINED	1
CONSOL ENERGY INC	COM	20854P109	1,978	46,387	SH	DEFINED	1
CONSTELLATION BRANDS INC	CL A	21036P108	485	29,564	SH	DEFINED	1
COSTCO WHSL CORP NEW	COM	22160K105	4,733	79,201	SH	DEFINED	1
COSTAR GROUP INC	COM	22160N109	1,626	39,178	SH	DEFINED	1
CYBERSOURCE CORP	COM	23251J106	13,289	753,145	SH	DEFINED	1
D R HORTON INC	COM	23331A109	239	19,017	SH	DEFINED	1
DAVITA INC	COM	23918K108	1,685	26,578	SH	DEFINED	1
DELL INC	COM	24702R101	16,285	1,084,620	SH	DEFINED	1
DELL INC	COM	24702R101	9	602	SH	DEFINED	11
DEVON ENERGY CORP NEW	COM	25179M103	15,341	237,995	SH	DEFINED	1
DEVON ENERGY CORP NEW	COM	25179M103	2548	39,534	SH	DEFINED	11
DEVON ENERGY CORP NEW	COM	25179M103	3	59	SH	DEFINED	11
DEVON ENERGY CORP NEW	COM	25179M103	160	2,487	SH	DEFINED	10
DIAMOND OFFSHORE DRILLING IN DISCOVERY	COM	25271C102	564	6,357	SH	DEFINED	1
COMMUNICATNS NEW	COM SER A	25470F104	1,765	52,240	SH	DEFINED	1
DIRECTV	COM CL A	25490A101	4,993	147,672	SH	DEFINED	1
DOMINION RES INC VA NEW	COM	25746U109	2,561	62,291	SH	DEFINED	1
DUKE ENERGY CORP NEW	COM	26441C105	3,470	212,590	SH	DEFINED	1
EOG RES INC	COM	26875P101	13,281	142,877	SH	DEFINED	1
EQT CORP	COM	26884L109	28	707	SH	DEFINED	1
EL PASO CORP	COM	28336L109	531	49,042	SH	DEFINED	1
EMBRAER-EMPRESA BRASILEIRA D	SP ADR COM SHS	29081M102	3,788	158,000	SH	DEFINED	1
ENERGY RECOVERY INC	COM	29270J100	1,275	202,843	SH	DEFINED	1
ENERGY CORP NEW	COM	29364G103	4,100	50,376	SH	DEFINED	1
EXELON CORP	COM	30161N101	27,857	635,881	SH	DEFINED	1
EXPEDIA INC DEL	COM	30212P105	1,304	52,312	SH	DEFINED	1
EXXON MOBIL CORP	COM	30231G102	202,543	3,023,264	SH	DEFINED	1
FMC TECHNOLOGIES INC	COM	30249U101	22,943	354,993	SH	DEFINED	1
FEDEX CORP	COM	31428X106	1,989	21,297	SH	DEFINED	1
FIDELITY NATL INFORMATION SV	COM	31620M106	1,458	62,258	SH	DEFINED	1
FLOWSERVE CORP	COM	34354P105	984	8,926	SH	DEFINED	1
FREEMPORT-MCMORAN COPPER & GO	COM	35671D857	31,309	374,921	SH	DEFINED	1

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FRONTIER COMMUNICATIONS CORP	COM	35906A108	470	63,119	SH	DEFINED	1
FUELCELL ENERGY INC	COM	35952H106	538	190,648	SH	DEFINED	1
GAMESTOP CORP NEW	CL A	36467W109	622	28,445	SH	DEFINED	1
GENWORTH FINL INC	COM CL A	37247D106	2,233	121,812	SH	DEFINED	1
GOLDMAN SACHS GROUP INC	COM	38141G104	50,982	298,893	SH	DEFINED	1
GOLDMAN SACHS GROUP INC	COM	38141G104	3385	19,847	SH	DEFINED	11
GOLDMAN SACHS GROUP INC	COM	38141G104	4	26	SH	DEFINED	11
GOLDMAN SACHS GROUP INC	COM	38141G104	193	1,137	SH	DEFINED	10
GOOGLE INC	CL A	38259P508	101,821	179,526	SH	DEFINED	1
GRUPO TELEVISIA SA DE CV	SP ADR REP ORD	40049J206	39,488	1,877,738	SH	DEFINED	1
HCP INC	COM	40414L109	1,751	53,049	SH	DEFINED	1
HDFC BANK LTD	ADR REPS 3 SHS	40415F101	594	4,262	SH	DEFINED	1
HESS CORP	COM	42809H107	3,731	59,675	SH	DEFINED	1
ICF INTL INC	COM	44925C103	1,363	55,000	SH	DEFINED	1
IPC THE HOSPITALIST CO INC	COM	44984A105	758	21,600	SH	DEFINED	1
ICICI BK LTD	ADR	45104G104	16,761	392,365	SH	DEFINED	1
IDEX CORP	COM	45167R104	1,654	49,979	SH	DEFINED	1
INTEGRYS ENERGY GROUP INC	COM	45822P105	3,921	82,733	SH	DEFINED	1
INTERCONTINENTAL EXCHANGE INC	COM	45865V100	614	5,479	SH	DEFINED	1
INTUITIVE SURGICAL INC	COM NEW	46120E602	1,938	5,575	SH	DEFINED	1
ISILON SYSTEMS INC	COM	46432L104	868	101,000	SH	DEFINED	1
JDS UNIPHASE CORP	COM PAR \$0.001	46612J507	5,342	426,523	SH	DEFINED	1
JPMORGAN CHASE & CO	COM	46625H100	150,329	3,358,183	SH	DEFINED	1
JPMORGAN CHASE & CO	COM	46625H100	72	1,622	SH	DEFINED	11
JANUS CAP GROUP INC	COM	47102X105	227	15,940	SH	DEFINED	1
JONES LANG LASALLE INC	COM	48020Q107	2,634	36,142	SH	DEFINED	1
JUNIPER NETWORKS INC	COM	48203R104	345	11,272	SH	DEFINED	1
KB FINANCIAL GROUP INC	SPONSORED ADR	48241A105	23,014	480,116	SH	DEFINED	1
KRAFT FOODS INC	CL A	50075N104	32,066	1,060,218	SH	DEFINED	1
KRAFT FOODS INC	CL A	50075N104	64	2,145	SH	DEFINED	11
LG DISPLAY CO LTD	SPONS ADR REP	50186V102	630	35,700	SH	DEFINED	1
LABORATORY CORP AMER HLDGS	COM NEW	50540R409	2,290	30,242	SH	DEFINED	1
LIFE TECHNOLOGIES CORP	COM	53217V109	12,420	237,373	SH	DEFINED	1
M & T BK CORP	COM	55261F104	1,203	15,170	SH	DEFINED	1
MSCI INC	CL A	55354G100	1,697	47,000	SH	DEFINED	1

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MACYS INC	COM	55616P104	1,265	58,119	SH	DEFINED	1
MACYS INC	COM	55616P104	60	2,783	SH	DEFINED	11
MARKET VECTORS ETF							
TR	GOLD MINER ETF	57060U100	167	3,775	SH	DEFINED	11
MARKET VECTORS ETF							
TR	GOLD MINER ETF	57060U100	145	3,285	SH	DEFINED	10
MASTERCARD INC	CL A	57636Q104	19,269	75,871	SH	DEFINED	1
MCKESSON CORP	COM	58155Q103	5,765	87,747	SH	DEFINED	1
MEDCO HEALTH							
SOLUTIONS INC	COM	58405U102	5,131	79,473	SH	DEFINED	1
MERCK & CO INC NEW	COM	58933Y105	67,648	1,811,678	SH	DEFINED	1
MERCK & CO INC NEW	COM	58933Y105	26	701	SH	DEFINED	11
METLIFE INC	COM	59156R108	31,982	738,119	SH	DEFINED	1
MOLSON COORS							
BREWING CO	CL B	60871R209	945	22,479	SH	DEFINED	1
MONSANTO CO NEW	COM	61166W101	16,452	230,457	SH	DEFINED	1
NETAPP INC	COM	64110D104	1,732	53,224	SH	DEFINED	1
NETLOGIC							
MICROSYSTEMS INC	COM	64118B100	1,579	53,700	SH	DEFINED	1
NISOURCE INC	COM	65473P105	1,242	78,625	SH	DEFINED	1
NVIDIA CORP	COM	67066G104	879	50,622	SH	DEFINED	1
OCLARO INC	COM	67555N107	902	330,000	SH	DEFINED	1
OPEN JT STK							
CO-VIMPEL COMMUN	SPONSORED ADR	68370R109	4,902	266,660	SH	DEFINED	1
ORACLE CORP	COM	68389X105	54,647	2,127,590	SH	DEFINED	1
PG&E CORP	COM	69331C108	18,749	441,940	SH	DEFINED	1
PPL CORP	COM	69351T106	16,828	607,538	SH	DEFINED	1
PSS WORLD MED INC	COM	69366A100	1,496	63,600	SH	DEFINED	1
PENSKE AUTOMOTIVE							
GRP INC	COM	70959W103	1,669	115,658	SH	DEFINED	1
PETROLEO							
BRASILEIRO SA							
PETRO	SP ADR NON VTG	71654V101	145,924	3,684,508	SH	DEFINED	1
PETROLEO							
BRASILEIRO SA							
PETRO	SPONSORED ADR	71654V408	958	21,546	SH	DEFINED	1
PORTFOLIO RECOVERY							
ASSOCS IN	COM	73640Q105	2,179	39,722	SH	DEFINED	1
POWERSHARES QQQ							
TRUST	UNIT SER 1	73935A104	9,683	201,000	SH	DEFINED	1
PRAXAIR INC	COM	74005P104	15,254	183,786	SH	DEFINED	1
PRICE T ROWE GROUP							
INC	COM	74144T108	2,084	37,930	SH	DEFINED	1
PRINCIPAL FINL							
GROUP INC	COM	74251V102	1,770	60,628	SH	DEFINED	1
QUEST DIAGNOSTICS							
INC	COM	74834L100	2,269	38,930	SH	DEFINED	1
QUINSTREET INC	COM	74874Q100	1,449	85,000	SH	DEFINED	1
RANGE RES CORP	COM	75281A109	3,049	65,081	SH	DEFINED	1
REGIONS FINANCIAL							
CORP NEW	COM	7591EP100	10,008	1,276,544	SH	DEFINED	1
SAIC INC	COM	78390X101	1,695	95,792	SH	DEFINED	1
SK TELECOM LTD	SPONSORED ADR	78440P108	1,305	75,700	SH	DEFINED	1
SLM CORP	COM	78442P106	1,092	87,327	SH	DEFINED	1
SPDR S&P 500 ETF							
TR	UNIT SER 1 S&P	78462F103	344	2,943	SH	DEFINED	11

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SPDR INDEX SHS FDS	SPDR DJ EURO ETF	78463X202	137	3,525	SH	DEFINED	11
SPDR INDEX SHS FDS	SPDR DJ EURO ETF	78463X202	871	22,391	SH	DEFINED	10
SALESFORCE COM INC	COM	79466L302	742	9,972	SH	DEFINED	1
SANDISK CORP	COM	80004C101	2,493	72,023	SH	DEFINED	1
SCANA CORP NEW	COM	80589M102	661	17,604	SH	DEFINED	1
SEALED AIR CORP NEW	COM	81211K100	857	40,689	SH	DEFINED	1
SELECT SECTOR SPDR TR	SBI MATERIALS	81369Y100	10	323	SH	DEFINED	11
SELECT SECTOR SPDR TR	SBI CONS DISCR	81369Y407	4381	133,427	SH	DEFINED	11
SELECT SECTOR SPDR TR	SBI CONS DISCR	81369Y407	5	167	SH	DEFINED	11
SELECT SECTOR SPDR TR	SBI CONS DISCR	81369Y407	260	7,933	SH	DEFINED	10
SELECT SECTOR SPDR TR	SBI INT-FINL	81369Y605	3133	196,516	SH	DEFINED	11
SELECT SECTOR SPDR TR	SBI INT-FINL	81369Y605	5	354	SH	DEFINED	11
SELECT SECTOR SPDR TR	SBI INT-FINL	81369Y605	207	12,989	SH	DEFINED	10
SIGNATURE BK NEW YORK N Y	COM	82669G104	1,989	53,700	SH	DEFINED	1
SKYWORKS SOLUTIONS INC	COM	83088M102	2,585	165,700	SH	DEFINED	1
SOLERA HOLDINGS INC	COM	83421A104	1,510	39,077	SH	DEFINED	1
SOUTHERN COPPER CORP	COM	84265V105	6,854	216,340	SH	DEFINED	1
STARWOOD HOTELS&RESORTS WRLD	COM	85590A401	17,360	372,414	SH	DEFINED	1
SUNOCO INC	COM	86764P109	22	769	SH	DEFINED	1
SUNOCO INC	COM	86764P109	4	158	SH	DEFINED	11
TEMPUR PEDIC INTL INC	COM	88023U101	2,793	92,560	SH	DEFINED	1
TENARIS S A	SPONSORED ADR	88031M109	43,272	1,008,451	SH	DEFINED	1
TENET HEALTHCARE CORP	COM	88033G100	480	84,001	SH	DEFINED	1
TERADATA CORP DEL	COM	88076W103	760	26,333	SH	DEFINED	1
TESSERA TECHNOLOGIES INC	COM	88164L100	623	30,692	SH	DEFINED	1
TEXAS CAPITAL BANCSHARES INC	COM	88224Q107	1,438	75,800	SH	DEFINED	1
3M CO	COM	88579Y101	19,888	237,906	SH	DEFINED	1
TIME WARNER CABLE INC	COM	88732J207	3,632	68,139	SH	DEFINED	1
TREX CO INC	COM	89531P105	792	37,300	SH	DEFINED	1
UNITEDHEALTH GROUP INC	COM	91324P102	56,482	1,728,620	SH	DEFINED	1
UNUM GROUP	COM	91529Y106	1,564	63,186	SH	DEFINED	1
VALERO ENERGY CORP NEW	COM	91913Y100	45	2,315	SH	DEFINED	1
VARIAN MED SYS INC	COM	92220P105	14,821	267,835	SH	DEFINED	1
VERIZON COMMUNICATIONS							

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INC	COM	92343V104	39,204	1,263,649	SH	DEFINED	1
VERISK ANALYTICS							
INC	CL A	92345Y106	242	8,616	SH	DEFINED	1
VIACOM INC NEW	CL B	92553P201	6,855	199,475	SH	DEFINED	1
VIACOM INC NEW	CL B	92553P201	36	1,069	SH	DEFINED	11
VIRGIN MEDIA INC	COM	92769L101	29,109	1,685,094	SH	DEFINED	1
VISA INC	COM CL A	92826C839	21,902	240,527	SH	DEFINED	1
WASTE MGMT INC DEL	COM	94106L109	35,158	1,021,604	SH	DEFINED	1
WELLPOINT INC	COM	94973V107	22,040	342,325	SH	DEFINED	1
WINDSTREAM CORP	COM	97381W104	1,019	93,539	SH	DEFINED	1
WYNDHAM WORLDWIDE							
CORP	COM	98310W108	2,651	103,004	SH	DEFINED	1
XTO ENERGY INC	COM	98385X106	19,165	406,389	SH	DEFINED	1
XTO ENERGY INC	COM	98385X106	15	334	SH	DEFINED	11
XCEL ENERGY INC	COM	98389B100	1,518	71,610	SH	DEFINED	1
YINGLI GREEN							
ENERGY HLDG CO	ADR	98584B103	63	5,000	SH	DEFINED	1
ZIMMER HLDGS INC	COM	98956P102	4,089	69,095	SH	DEFINED	1
AMDOCS LTD	ORD	G02602103	9,495	315,189	SH	DEFINED	1
ACCENTURE PLC							
IRELAND	SHS CLASS A	G1151C101	6,215	148,203	SH	DEFINED	1
CREDICORP LTD	COM	G2519Y108	34,794	394,700	SH	DEFINED	1
COVIDIEN PLC	SHS	G2554F105	23,314	463,884	SH	DEFINED	1
INVESCO LTD	SHS	G491BT108	51,267	2,341,002	SH	DEFINED	1
LAZARD LTD	SHS A	G54050102	13,743	384,762	SH	DEFINED	1
NABORS INDUSTRIES							
LTD	SHS	G6359F103	12,074	614,773	SH	DEFINED	1
XL CAP LTD	CL A	G98255105	1,229	65,105	SH	DEFINED	1
TAT TECHNOLOGIES							
LTD	ORD NEW	M8740S227	255	31,501	SH	DEFINED	1

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