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Lloyds Banking Group plc
Form 13F-HR
February 06, 2013

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

FORM 13F

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: 31-Dec-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] 6-Feb-13

[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: 614

Form 13F Information Table Value Total: \$9,154,649

(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.

[If there are no entries in this list, state "NONE" and omit the column headings and list entries.]

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 1.6168

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE US\$ 000's	NO. OF SHARES	SH/PRN	INVESTMENT DISCRETION
AFLAC INC	COM	001055102	3,951	74,382	SH	DEFINED
AGL RES INC	COM	001204106	18,418	460,802	SH	DEFINED
ABBOTT LABS	COM	002824100	27,708	846,048	SH	DEFINED
ABERCROMBIE & FITCH CO	CL A	002896207	470	9,801	SH	DEFINED
ADVANCED MICRO DEVICES INC	COM	007903107	222	92,699	SH	DEFINED
AGNICO EAGLE MINES LTD	COM	008474108	92	1,765	SH	DEFINED
AIR PRODS & CHEMS INC	COM	009158106	23,505	279,760	SH	DEFINED
AIRGAS INC	COM	009363102	116,836	1,279,844	SH	DEFINED
ALCOA INC	COM	013817101	442	51,025	SH	DEFINED
ALEXION PHARMACEUTICALS INC	COM	015351109	379	4,048	SH	DEFINED
ALLERGAN INC	COM	018490102	1,781	19,417	SH	DEFINED

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ALLSTATE CORP	COM	020002101	25,424	632,933	SH	DEFINED
ALTERA CORP	COM	021441100	284	8,264	SH	DEFINED
AMAZON COM INC	COM	023135106	34,699	138,317	SH	DEFINED
AMEREN CORP	COM	023608102	1,554	50,611	SH	DEFINED
AMERICAN ELEC PWR INC	COM	025537101	3,096	72,555	SH	DEFINED
AMERICAN EXPRESS CO	COM	025816109	156,081	2,715,398	SH	DEFINED
AMERICAN INTL GROUP INC	COM NEW	026874784	117,438	3,326,877	SH	DEFINED
AMGEN INC	COM	031162100	30,524	354,117	SH	DEFINED
AMGEN INC	COM	031162100	3,083	35,766	SH	DEFINED
AMGEN INC	COM	031162100	521	6,045	SH	DEFINED
AMPHENOL CORP NEW	CL A	032095101	1,062	16,417	SH	DEFINED
ANADARKO PETE CORP	COM	032511107	20,864	280,783	SH	DEFINED
ANALOG DEVICES INC	COM	032654105	1,887	44,871	SH	DEFINED
APACHE CORP	COM	037411105	19,106	243,401	SH	DEFINED
APOLLO GROUP INC	CL A	037604105	70	3,355	SH	DEFINED
APPLE INC	COM	037833100	266,805	501,353	SH	DEFINED
APPLE INC	COM	037833100	2,813	5,287	SH	DEFINED
APPLE INC	COM	037833100	467	878	SH	DEFINED
APPLIED MATLS INC	COM	038222105	20,488	1,790,990	SH	DEFINED
ARCHER DANIELS MIDLAND CO	COM	039483102	22,167	809,331	SH	DEFINED
ASHLAND INC NEW	COM	044209104	110,899	1,379,172	SH	DEFINED
AUTODESK INC	COM	052769106	170	4,837	SH	DEFINED
AUTOMATIC DATA PROCESSING IN	COM	053015103	4,261	74,852	SH	DEFINED
AUTOZONE INC	COM	053332102	1,278	3,608	SH	DEFINED
AVERY DENNISON CORP	COM	053611109	241	6,924	SH	DEFINED
AVON PRODS INC	COM	054303102	132	9,204	SH	DEFINED
BB&T CORP	COM	054937107	3,363	115,550	SH	DEFINED
BMC SOFTWARE INC	COM	055921100	222	5,616	SH	DEFINED
BAIDU INC	SPON ADR REP A	056752108	11,861	118,274	SH	DEFINED
BAKER HUGHES INC	COM	057224107	20,473	501,179	SH	DEFINED
BALL CORP	COM	058498106	675	15,088	SH	DEFINED
BANK OF AMERICA CORPORATION	COM	060505104	61,861	5,328,305	SH	DEFINED
BANK NEW YORK MELLON CORP	COM	064058100	33,881	1,318,351	SH	DEFINED
BANK NEW YORK MELLON CORP	COM	064058100	44	1,713	SH	DEFINED
BARD C R INC	COM	067383109	529	5,415	SH	DEFINED
BAXTER INTL INC	COM	071813109	5,463	81,961	SH	DEFINED
BEAM INC	COM	073730103	1,853	30,336	SH	DEFINED
BECTON DICKINSON & CO	COM	075887109	1,278	16,349	SH	DEFINED
BED BATH & BEYOND INC	COM	075896100	2,337	41,802	SH	DEFINED
BEMIS INC	COM	081437105	552	16,516	SH	DEFINED
BERKSHIRE HATHAWAY INC DEL	CL B NEW	084670702	74,154	826,699	SH	DEFINED
BEST BUY INC	COM	086516101	219	18,512	SH	DEFINED
BIG LOTS INC	COM	089302103	219	7,716	SH	DEFINED
BLOCK H & R INC	COM	093671105	112	6,081	SH	DEFINED
BOEING CO	COM	097023105	30,102	399,450	SH	DEFINED
BORGWARNER INC	COM	099724106	958	13,379	SH	DEFINED
BOSTON SCIENTIFIC CORP	COM	101137107	1,869	326,309	SH	DEFINED
BRISTOL MYERS SQUIBB CO	COM	110122108	31,391	963,222	SH	DEFINED
BROADCOM CORP	CL A	111320107	1,169	35,203	SH	DEFINED
BROWN FORMAN CORP	CL B	115637209	1,962	31,023	SH	DEFINED
BRUNSWICK CORP	COM	117043109	6,665	229,125	SH	DEFINED
CBS CORP NEW	CL B	124857202	6,959	182,908	SH	DEFINED
CF INDS HLDGS INC	COM	125269100	4,273	21,037	SH	DEFINED
CIGNA CORPORATION	COM	125509109	3,092	57,845	SH	DEFINED
CMS ENERGY CORP	COM	125896100	14,604	599,052	SH	DEFINED
CSX CORP	COM	126408103	20,103	1,018,940	SH	DEFINED

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CVS CAREMARK CORPORATION	COM	126650100	49,089	1,015,288	SH	DEFINED
CABOT OIL & GAS CORP	COM	127097103	1,608	32,342	SH	DEFINED
CAMPBELL SOUP CO	COM	134429109	14,780	423,619	SH	DEFINED
CARMAX INC	COM	143130102	180	4,798	SH	DEFINED
CARNIVAL CORP	PAIRED CTF	143658300	5,662	153,990	SH	DEFINED
CATERPILLAR INC DEL	COM	149123101	42,232	471,294	SH	DEFINED
CELGENE CORP	COM	151020104	23,226	295,998	SH	DEFINED
CENTURYLINK INC	COM	156700106	28,981	740,834	SH	DEFINED
CERNER CORP	COM	156782104	754	9,735	SH	DEFINED
CHESAPEAKE ENERGY CORP	COM	165167107	1,142	68,745	SH	DEFINED
CHEVRON CORP NEW	COM	166764100	123,002	1,137,436	SH	DEFINED
CHEVRON CORP NEW	COM	166764100	1,835	16,973	SH	DEFINED
CHEVRON CORP NEW	COM	166764100	330	3,053	SH	DEFINED
CHIPOTLE MEXICAN GRILL INC	COM	169656105	1,038	3,491	SH	DEFINED
CHUBB CORP	COM	171232101	3,219	42,744	SH	DEFINED
CINCINNATI FINL CORP	COM	172062101	13,477	344,176	SH	DEFINED
CINTAS CORP	COM	172908105	864	21,129	SH	DEFINED
CITIGROUP INC	COM NEW	172967424	159,810	4,039,691	SH	DEFINED
CITRIX SYS INC	COM	177376100	14,033	213,859	SH	DEFINED
CLARCOR INC	COM	179895107	7,714	161,466	SH	DEFINED
CLEAN HARBORS INC	COM	184496107	4,706	85,549	SH	DEFINED
CLOROX CO DEL	COM	189054109	270	3,694	SH	DEFINED
COACH INC	COM	189754104	2,046	36,865	SH	DEFINED
COCA COLA CO	COM	191216100	70,850	1,954,486	SH	DEFINED
COGNIZANT TECHNOLOGY SOLUTIO	CL A	192446102	463	6,280	SH	DEFINED
COLGATE PALMOLIVE CO	COM	194162103	26,005	248,765	SH	DEFINED
COLGATE PALMOLIVE CO	COM	194162103	62	600	SH	DEFINED
COMERICA INC	COM	200340107	1,172	38,633	SH	DEFINED
COMPANIA DE MINAS BUENAVENTU	SPONSORED ADR	204448104	650	18,100	SH	DEFINED
COMPUTER SCIENCES CORP	COM	205363104	290	7,255	SH	DEFINED
CONAGRA FOODS INC	COM	205887102	19,005	644,244	SH	DEFINED
CONCUR TECHNOLOGIES INC	COM	206708109	52,166	772,607	SH	DEFINED
CONSOLIDATED EDISON INC	COM	209115104	1,142	20,578	SH	DEFINED
CORNING INC	COM	219350105	22,741	1,802,044	SH	DEFINED
COVENTRY HEALTH CARE INC	COM	222862104	1,205	26,899	SH	DEFINED
CROWN CASTLE INTL CORP	COM	228227104	3,260	45,188	SH	DEFINED
CUMMINS INC	COM	231021106	20,760	191,603	SH	DEFINED
DTE ENERGY CO	COM	233331107	2,351	39,154	SH	DEFINED
DANAHER CORP DEL	COM	235851102	105,528	1,887,817	SH	DEFINED
DARDEN RESTAURANTS INC	COM	237194105	398	8,848	SH	DEFINED
DEAN FOODS CO NEW	COM	242370104	147	8,923	SH	DEFINED
DEERE & CO	COM	244199105	23,498	271,905	SH	DEFINED
DEERE & CO	COM	244199105	2,893	33,479	SH	DEFINED
DEERE & CO	COM	244199105	496	5,743	SH	DEFINED
DENBURY RES INC	COM NEW	247916208	947	58,478	SH	DEFINED
DENTSPLY INTL INC NEW	COM	249030107	119	3,019	SH	DEFINED
DISNEY WALT CO	COM DISNEY	254687106	59,048	1,185,959	SH	DEFINED
DISCOVER FINL SVCS	COM	254709108	4,421	114,699	SH	DEFINED
DOLLAR GEN CORP NEW	COM	256677105	1,799	40,824	SH	DEFINED
DOLLAR TREE INC	COM	256746108	1,897	46,776	SH	DEFINED
DOVER CORP	COM	260003108	2,120	32,264	SH	DEFINED
DOW CHEM CO	COM	260543103	25,141	777,653	SH	DEFINED
DU PONT E I DE NEMOURS & CO	COM	263534109	2,598	57,780	SH	DEFINED
E M C CORP MASS	COM	268648102	105,079	4,153,333	SH	DEFINED
E M C CORP MASS	COM	268648102	3,493	138,072	SH	DEFINED
E M C CORP MASS	COM	268648102	574	22,709	SH	DEFINED

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E TRADE FINANCIAL CORP	COM NEW	269246401	296	33,123	SH	DEFINED
EASTMAN CHEM CO	COM	277432100	2,420	35,569	SH	DEFINED
EBAY INC	COM	278642103	24,962	489,457	SH	DEFINED
ECOLAB INC	COM	278865100	32,934	458,060	SH	DEFINED
ECOLAB INC	COM	278865100	100	1,403	SH	DEFINED
ECOPETROL S A	SPONSORED ADS	279158109	16,009	268,300	SH	DEFINED
EDISON INTL	COM	281020107	377	8,356	SH	DEFINED
ELECTRONIC ARTS INC	COM	285512109	710	48,924	SH	DEFINED
EMERSON ELEC CO	COM	291011104	19,017	359,083	SH	DEFINED
EQUIFAX INC	COM	294429105	1,048	19,380	SH	DEFINED
EXPEDITORS INTL WASH INC	COM	302130109	684	17,295	SH	DEFINED
FLIR SYS INC	COM	302445101	182	8,191	SH	DEFINED
F M C CORP	COM NEW	302491303	238	4,072	SH	DEFINED
FAMILY DLR STORES INC	COM	307000109	1,249	19,703	SH	DEFINED
FASTENAL CO	COM	311900104	264	5,668	SH	DEFINED
FEDERATED INVS INC PA	CL B	314211103	204	10,093	SH	DEFINED
F5 NETWORKS INC	COM	315616102	509	5,240	SH	DEFINED
FIFTH THIRD BANCORP	COM	316773100	3,028	199,226	SH	DEFINED
FIRST HORIZON NATL CORP	COM	320517105	137	13,924	SH	DEFINED
FIRST SOLAR INC	COM	336433107	127	4,143	SH	DEFINED
FISERV INC	COM	337738108	30,460	385,424	SH	DEFINED
FIRSTENERGY CORP	COM	337932107	4,453	106,655	SH	DEFINED
FLUOR CORP NEW	COM	343412102	1,131	19,258	SH	DEFINED
FOMENTO ECONOMICO MEXICANO S	SPON ADR UNITS	344419106	2,032	20,185	SH	DEFINED
FORD MTR CO DEL	COM PAR \$0.01	345370860	25,879	1,998,403	SH	DEFINED
FOREST LABS INC	COM	345838106	20,406	577,772	SH	DEFINED
FOSSIL INC	COM	349882100	106	1,147	SH	DEFINED
FRANKLIN RES INC	COM	354613101	19,105	151,996	SH	DEFINED
GANNETT INC	COM	364730101	1,176	65,342	SH	DEFINED
GAP INC DEL	COM	364760108	2,644	85,211	SH	DEFINED
GENERAL DYNAMICS CORP	COM	369550108	25,727	371,404	SH	DEFINED
GENERAL ELECTRIC CO	COM	369604103	120,457	5,738,790	SH	DEFINED
GENERAL MLS INC	COM	370334104	3,105	76,831	SH	DEFINED
GENUINE PARTS CO	COM	372460105	2,008	31,592	SH	DEFINED
GILEAD SCIENCES INC	COM	375558103	1,624	22,119	SH	DEFINED
GOLDCORP INC NEW	COM	380956409	15,226	414,890	SH	DEFINED
GOODYEAR TIRE & RUBR CO	COM	382550101	680	49,308	SH	DEFINED
GRAINGER W W INC	COM	384802104	79,813	394,395	SH	DEFINED
HALLIBURTON CO	COM	406216101	70,080	2,020,196	SH	DEFINED
HARLEY DAVIDSON INC	COM	412822108	119,564	2,448,594	SH	DEFINED
HARMAN INTL INDS INC	COM	413086109	512	11,480	SH	DEFINED
HARRIS CORP DEL	COM	413875105	1,566	32,003	SH	DEFINED
HARTFORD FINL SVCS GROUP INC	COM	416515104	1,975	88,014	SH	DEFINED
HASBRO INC	COM	418056107	373	10,408	SH	DEFINED
HEINZ H J CO	COM	423074103	741	12,862	SH	DEFINED
HELMERICH & PAYNE INC	COM	423452101	1,529	27,302	SH	DEFINED
HERSHEY CO	COM	427866108	772	10,701	SH	DEFINED
HEWLETT PACKARD CO	COM	428236103	17,533	1,230,419	SH	DEFINED
HEXCEL CORP NEW	COM	428291108	98,507	3,653,823	SH	DEFINED
HOME DEPOT INC	COM	437076102	54,700	884,399	SH	DEFINED
HONEYWELL INTL INC	COM	438516106	5,223	82,299	SH	DEFINED
HONEYWELL INTL INC	COM	438516106	79	1,253	SH	DEFINED
HORMEL FOODS CORP	COM	440452100	880	28,226	SH	DEFINED
HOSPIRA INC	COM	441060100	139	4,460	SH	DEFINED
HUDSON CITY BANCORP	COM	443683107	582	71,650	SH	DEFINED
HUMANA INC	COM	444859102	1,273	18,551	SH	DEFINED

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HUNT J B TRANS SVCS INC	COM	445658107	10,413	174,396	SH	DEFINED
HUNTINGTON BANCSHARES INC	COM	446150104	1,258	196,999	SH	DEFINED
IHS INC	CL A	451734107	3,791	39,491	SH	DEFINED
ILLINOIS TOOL WKS INC	COM	452308109	5,319	87,470	SH	DEFINED
ILLINOIS TOOL WKS INC	COM	452308109	2,107	34,665	SH	DEFINED
ILLINOIS TOOL WKS INC	COM	452308109	343	5,645	SH	DEFINED
INFOSYS LTD	SPONSORED ADR	456788108	8,091	191,294	SH	DEFINED
INTEL CORP	COM	458140100	55,886	2,710,289	SH	DEFINED
INTERNATIONAL BUSINESS MACHS	COM	459200101	106,671	556,885	SH	DEFINED
INTERNATIONAL BUSINESS MACHS	COM	459200101	101	530	SH	DEFINED
INTERNATIONAL FLAVORS&FRAGRA	COM	459506101	517	7,778	SH	DEFINED
INTERNATIONAL GAME TECHNOLOG	COM	459902102	255	18,059	SH	DEFINED
INTL PAPER CO	COM	460146103	1,190	29,893	SH	DEFINED
INTERPUBLIC GROUP COS INC	COM	460690100	1,312	119,082	SH	DEFINED
INTUIT	COM	461202103	2,540	42,718	SH	DEFINED
IRON MTN INC	COM	462846106	231	7,455	SH	DEFINED
ISHARES INC	MSCI UTD KINGD	464286699	197	10,996	SH	DEFINED
ISHARES INC	MSCI UTD KINGD	464286699	3,143	175,247	SH	DEFINED
ISHARES INC	MSCI JAPAN	464286848	174	17,944	SH	DEFINED
ISHARES INC	MSCI JAPAN	464286848	2,273	233,207	SH	DEFINED
ISHARES TR	S&P NA SOFTWR	464287515	1,484	23,554	SH	DEFINED
ISHARES TR	S&P NA SOFTWR	464287515	256	4,074	SH	DEFINED
ISHARES TR	S&P GLB100INDX	464287572	126	1,970	SH	DEFINED
ISHARES TR	S&P EURO PLUS	464287861	61	1,562	SH	DEFINED
ISHARES TR	S&P ASIA 50 IN	464288430	162	3,371	SH	DEFINED
ISHARES TR	S&P ASIA 50 IN	464288430	1,808	37,558	SH	DEFINED
ISHARES TR	MSCI KLD400 SOC	464288570	66	1,280	SH	DEFINED
ISHARES TR	DJ OIL EQUIP	464288844	2,583	50,650	SH	DEFINED
ISHARES TR	DJ OIL EQUIP	464288844	456	8,954	SH	DEFINED
ISHARES TR	CORE L/T USB ETF	464289479	148	2,326	SH	DEFINED
ISHARES TR	CORE L/T USB ETF	464289479	467	7,325	SH	DEFINED
JABIL CIRCUIT INC	COM	466313103	133	6,903	SH	DEFINED
JACOBS ENGR GROUP INC DEL	COM	469814107	798	18,755	SH	DEFINED
JOHNSON & JOHNSON	COM	478160104	77,860	1,110,712	SH	DEFINED
JOHNSON CTLS INC	COM	478366107	2,431	79,287	SH	DEFINED
JOY GLOBAL INC	COM	481165108	227	3,570	SH	DEFINED
KLA-TENCOR CORP	COM	482480100	19,422	406,670	SH	DEFINED
KELLOGG CO	COM	487836108	295	5,289	SH	DEFINED
KEYCORP NEW	COM	493267108	107,093	12,718,936	SH	DEFINED
KIMBERLY CLARK CORP	COM	494368103	19,908	235,793	SH	DEFINED
KOHL'S CORP	COM	500255104	1,160	27,000	SH	DEFINED
KROGER CO	COM	501044101	1,214	46,680	SH	DEFINED
LKQ CORP	COM	501889208	66,066	3,131,092	SH	DEFINED
LSI CORPORATION	COM	502161102	607	85,988	SH	DEFINED
L-3 COMMUNICATIONS HLDGS INC	COM	502424104	1,934	25,252	SH	DEFINED
LAM RESEARCH CORP	COM	512807108	225	6,232	SH	DEFINED
LAUDER ESTEE COS INC	CL A	518439104	1,668	27,873	SH	DEFINED
LAUDER ESTEE COS INC	CL A	518439104	1,507	25,187	SH	DEFINED
LAUDER ESTEE COS INC	CL A	518439104	240	4,024	SH	DEFINED
LEGGETT & PLATT INC	COM	524660107	878	32,261	SH	DEFINED
LEGG MASON INC	COM	524901105	503	19,585	SH	DEFINED
LENNAR CORP	CL A	526057104	993	25,701	SH	DEFINED
LEUCADIA NATL CORP	COM	527288104	273	11,495	SH	DEFINED
LILLY ELI & CO	COM	532457108	14,526	294,536	SH	DEFINED
LIMITED BRANDS INC	COM	532716107	232	4,951	SH	DEFINED
LINCOLN NATL CORP IND	COM	534187109	1,466	56,627	SH	DEFINED

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LINEAR TECHNOLOGY CORP	COM	535678106	16,237	473,410	SH	DEFINED
LOCKHEED MARTIN CORP	COM	539830109	4,446	48,182	SH	DEFINED
LOEWS CORP	COM	540424108	1,905	46,758	SH	DEFINED
LORILLARD INC	COM	544147101	21,535	184,582	SH	DEFINED
LOWES COS INC	COM	548661107	31,225	879,109	SH	DEFINED
MSC INDL DIRECT INC	CL A	553530106	23,254	308,491	SH	DEFINED
MARATHON OIL CORP	COM	565849106	10,589	345,397	SH	DEFINED
MARATHON OIL CORP	COM	565849106	118	3,873	SH	DEFINED
MARSH & MCLENNAN COS INC	COM	571748102	22,997	667,168	SH	DEFINED
MARRIOTT INTL INC NEW	CL A	571903202	1,453	38,997	SH	DEFINED
MARTIN MARIETTA MATLS INC	COM	573284106	260	2,768	SH	DEFINED
MASCO CORP	COM	574599106	1,557	93,465	SH	DEFINED
MATTEL INC	COM	577081102	28,475	777,587	SH	DEFINED
MCCORMICK & CO INC	COM NON VTG	579780206	583	9,186	SH	DEFINED
MCDONALDS CORP	COM	580135101	45,894	520,292	SH	DEFINED
MCDONALDS CORP	COM	580135101	176	2,000	SH	DEFINED
MCGRAW HILL COS INC	COM	580645109	17,143	313,579	SH	DEFINED
MEAD JOHNSON NUTRITION CO	COM	582839106	85,406	1,296,192	SH	DEFINED
MEADWESTVACO CORP	COM	583334107	1,134	35,605	SH	DEFINED
MEDTRONIC INC	COM	585055106	28,211	687,753	SH	DEFINED
METROPCS COMMUNICATIONS INC	COM	591708102	562	56,559	SH	DEFINED
MICROSOFT CORP	COM	594918104	109,066	4,083,342	SH	DEFINED
MICROCHIP TECHNOLOGY INC	COM	595017104	620	19,037	SH	DEFINED
MICRON TECHNOLOGY INC	COM	595112103	723	114,140	SH	DEFINED
MOBILE TELESYSTEMS OJSC	SPONSORED ADR	607409109	467	25,050	SH	DEFINED
MOHAWK INDS INC	COM	608190104	89,832	992,950	SH	DEFINED
MOLEX INC	COM	608554101	470	17,204	SH	DEFINED
MONDELEZ INTL INC	CL A	609207105	21,860	858,974	SH	DEFINED
MONDELEZ INTL INC	CL A	609207105	54	2,145	SH	DEFINED
MONSTER BEVERAGE CORP	COM	611740101	403	7,637	SH	DEFINED
MOODYS CORP	COM	615369105	934	18,576	SH	DEFINED
MORGAN STANLEY	COM NEW	617446448	24,910	1,302,868	SH	DEFINED
MOTOROLA SOLUTIONS INC	COM NEW	620076307	23,095	414,791	SH	DEFINED
MURPHY OIL CORP	COM	626717102	2,262	37,992	SH	DEFINED
MYLAN INC	COM	628530107	2,277	82,985	SH	DEFINED
NRG ENERGY INC	COM NEW	629377508	1,482	64,503	SH	DEFINED
NYSE EURONEXT	COM	629491101	486	15,416	SH	DEFINED
NASDAQ OMX GROUP INC	COM	631103108	377	15,106	SH	DEFINED
NATIONAL OILWELL VARCO INC	COM	637071101	19,167	280,436	SH	DEFINED
NATIONAL OILWELL VARCO INC	COM	637071101	14	212	SH	DEFINED
NEWELL RUBBERMAID INC	COM	651229106	986	44,282	SH	DEFINED
NEWFIELD EXPL CO	COM	651290108	650	24,290	SH	DEFINED
NEWMONT MINING CORP	COM	651639106	932	20,074	SH	DEFINED
NIKE INC	CL B	654106103	4,863	94,256	SH	DEFINED
NOBLE ENERGY INC	COM	655044105	384	3,780	SH	DEFINED
NORDSTROM INC	COM	655664100	783	14,653	SH	DEFINED
NORFOLK SOUTHERN CORP	COM	655844108	11,567	187,057	SH	DEFINED
NORTHEAST UTILS	COM	664397106	26,943	689,445	SH	DEFINED
NORTHERN TR CORP	COM	665859104	1,648	32,870	SH	DEFINED
NORTHROP GRUMMAN CORP	COM	666807102	4,674	69,176	SH	DEFINED
NUCOR CORP	COM	670346105	18,017	417,451	SH	DEFINED
OCCIDENTAL PETE CORP DEL	COM	674599105	130,467	1,703,014	SH	DEFINED
OMNICOM GROUP INC	COM	681919106	2,712	54,299	SH	DEFINED
ONEOK INC NEW	COM	682680103	22,969	537,287	SH	DEFINED
OWENS ILL INC	COM NEW	690768403	74	3,517	SH	DEFINED
PNC FINL SVCS GROUP INC	COM	693475105	29,286	502,261	SH	DEFINED

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PPG INDS INC	COM	693506107	25,142	185,762	SH	DEFINED
PACCAR INC	COM	693718108	1,904	42,121	SH	DEFINED
PALL CORP	COM	696429307	147	2,447	SH	DEFINED
PARKER HANNIFIN CORP	COM	701094104	2,654	31,203	SH	DEFINED
PATTERSON COMPANIES INC	COM	703395103	313	9,152	SH	DEFINED
PAYCHEX INC	COM	704326107	216	6,962	SH	DEFINED
PEABODY ENERGY CORP	COM	704549104	299	11,261	SH	DEFINED
PENNEY J C INC	COM	708160106	108	5,496	SH	DEFINED
PEOPLES UNITED FINANCIAL INC	COM	712704105	1,023	84,688	SH	DEFINED
PEPCO HOLDINGS INC	COM	713291102	560	28,558	SH	DEFINED
PEPSICO INC	COM	713448108	51,645	754,723	SH	DEFINED
PEPSICO INC	COM	713448108	2,974	43,474	SH	DEFINED
PEPSICO INC	COM	713448108	493	7,218	SH	DEFINED
PERKINELMER INC	COM	714046109	683	21,524	SH	DEFINED
PERRIGO CO	COM	714290103	11,505	110,601	SH	DEFINED
PETSMART INC	COM	716768106	1,133	16,592	SH	DEFINED
PFIZER INC	COM	717081103	123,849	4,938,181	SH	DEFINED
PFIZER INC	COM	717081103	2,230	88,917	SH	DEFINED
PFIZER INC	COM	717081103	357	14,269	SH	DEFINED
PHILIP MORRIS INTL INC	COM	718172109	58,355	697,698	SH	DEFINED
PHILIP MORRIS INTL INC	COM	718172109	259	3,100	SH	DEFINED
PHILLIPS 66	COM	718546104	25,496	480,167	SH	DEFINED
PINNACLE WEST CAP CORP	COM	723484101	1,412	27,703	SH	DEFINED
PIONEER NAT RES CO	COM	723787107	275	2,581	SH	DEFINED
PITNEY BOWES INC	COM	724479100	203	19,122	SH	DEFINED
PRECISION CASTPARTS CORP	COM	740189105	21,970	115,986	SH	DEFINED
PRICELINE COM INC	COM NEW	741503403	20,487	33,024	SH	DEFINED
PROCTER & GAMBLE CO	COM	742718109	80,575	1,186,857	SH	DEFINED
PROGRESSIVE CORP OHIO	COM	743315103	714	33,886	SH	DEFINED
PRUDENTIAL FINL INC	COM	744320102	1,711	32,090	SH	DEFINED
PUBLIC SVC ENTERPRISE GROUP	COM	744573106	3,175	103,760	SH	DEFINED
PULTE GROUP INC	COM	745867101	1,722	94,875	SH	DEFINED
QUAD / GRAPHICS INC	COM CL A	747301109	4	207	SH	DEFINED
QUALCOMM INC	COM	747525103	60,484	977,766	SH	DEFINED
QUALCOMM INC	COM	747525103	2,182	35,278	SH	DEFINED
QUALCOMM INC	COM	747525103	356	5,756	SH	DEFINED
QUESTAR CORP	COM	748356102	124	6,291	SH	DEFINED
RALPH LAUREN CORP	CL A	751212101	15,260	101,794	SH	DEFINED
RAYONIER INC	COM	754907103	89,740	1,731,440	SH	DEFINED
RAYTHEON CO	COM NEW	755111507	3,946	68,565	SH	DEFINED
RED HAT INC	COM	756577102	996	18,815	SH	DEFINED
REPUBLIC SVCS INC	COM	760759100	16,951	577,958	SH	DEFINED
REYNOLDS AMERICAN INC	COM	761713106	2,034	49,117	SH	DEFINED
ROBERT HALF INTL INC	COM	770323103	867	27,276	SH	DEFINED
ROCKWELL AUTOMATION INC	COM	773903109	693	8,255	SH	DEFINED
ROCKWELL COLLINS INC	COM	774341101	178	3,063	SH	DEFINED
ROPER INDS INC NEW	COM	776696106	1,688	15,143	SH	DEFINED
ROSS STORES INC	COM	778296103	2,468	45,637	SH	DEFINED
RYANAIR HLDGS PLC	SPONSORED ADR	783513104	6,324	184,500	SH	DEFINED
RYDER SYS INC	COM	783549108	290	5,814	SH	DEFINED
SAFEWAY INC	COM NEW	786514208	1,007	55,689	SH	DEFINED
ST JUDE MED INC	COM	790849103	1,333	36,912	SH	DEFINED
SCHLUMBERGER LTD	COM	806857108	50,401	727,291	SH	DEFINED
SCHLUMBERGER LTD	COM	806857108	48	700	SH	DEFINED
SCHWAB CHARLES CORP NEW	COM	808513105	2,359	164,309	SH	DEFINED
SCRIPPS NETWORKS INTERACT IN	CL A COM	811065101	468	7,848	SH	DEFINED

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SEMPRA ENERGY	COM	816851109	1,133	15,979	SH	DEFINED
SHERWIN WILLIAMS CO	COM	824348106	1,261	8,199	SH	DEFINED
SIGMA ALDRICH CORP	COM	826552101	618	8,403	SH	DEFINED
SMUCKER J M CO	COM NEW	832696405	21,400	248,146	SH	DEFINED
SNAP ON INC	COM	833034101	732	9,279	SH	DEFINED
SOUTHERN CO	COM	842587107	774	18,085	SH	DEFINED
SOUTHWEST AIRLS CO	COM	844741108	1,482	144,773	SH	DEFINED
SOUTHWESTERN ENERGY CO	COM	845467109	14,666	439,000	SH	DEFINED
SPECTRA ENERGY CORP	COM	847560109	7,657	279,691	SH	DEFINED
SPRINT NEXTEL CORP	COM SER 1	852061100	2,437	429,885	SH	DEFINED
STANLEY BLACK & DECKER INC	COM	854502101	26,463	357,756	SH	DEFINED
STAPLES INC	COM	855030102	1,695	148,722	SH	DEFINED
STARBUCKS CORP	COM	855244109	4,779	89,124	SH	DEFINED
STARBUCKS CORP	COM	855244109	2,111	39,368	SH	DEFINED
STARBUCKS CORP	COM	855244109	348	6,498	SH	DEFINED
STATE STR CORP	COM	857477103	3,679	78,279	SH	DEFINED
STERICYCLE INC	COM	858912108	1,231	13,197	SH	DEFINED
STRYKER CORP	COM	863667101	20,491	373,789	SH	DEFINED
SUNTRUST BKS INC	COM	867914103	34,785	1,226,993	SH	DEFINED
SYMANTEC CORP	COM	871503108	795	42,246	SH	DEFINED
SYSCO CORP	COM	871829107	19,958	630,403	SH	DEFINED
TECO ENERGY INC	COM	872375100	534	31,899	SH	DEFINED
TJX COS INC NEW	COM	872540109	4,826	113,710	SH	DEFINED
TERADYNE INC	COM	880770102	629	37,266	SH	DEFINED
TESORO CORP	COM	881609101	1,196	27,160	SH	DEFINED
TEXAS INSTRS INC	COM	882508104	17,216	557,344	SH	DEFINED
TEXTRON INC	COM	883203101	24	1,000	SH	DEFINED
THERMO FISHER SCIENTIFIC INC	COM	883556102	42,711	669,675	SH	DEFINED
TIFFANY & CO NEW	COM	886547108	271	4,742	SH	DEFINED
TIME WARNER INC	COM NEW	887317303	37,254	778,886	SH	DEFINED
TORCHMARK CORP	COM	891027104	754	14,596	SH	DEFINED
TOTAL SYS SVCS INC	COM	891906109	980	45,787	SH	DEFINED
TRANSDIGM GROUP INC	COM	893641100	3,736	27,400	SH	DEFINED
TRIPADVISOR INC	COM	896945201	119,097	2,841,066	SH	DEFINED
TYSON FOODS INC	CL A	902494103	1,160	59,843	SH	DEFINED
US BANCORP DEL	COM NEW	902973304	119,329	3,736,038	SH	DEFINED
UNION PAC CORP	COM	907818108	16,782	133,493	SH	DEFINED
UNITED PARCEL SERVICE INC	CL B	911312106	33,443	453,594	SH	DEFINED
UNITED STATES STL CORP NEW	COM	912909108	113	4,738	SH	DEFINED
UNITED TECHNOLOGIES CORP	COM	913017109	29,579	360,680	SH	DEFINED
URBAN OUTFITTERS INC	COM	917047102	233	5,927	SH	DEFINED
V F CORP	COM	918204108	856	5,671	SH	DEFINED
VULCAN MATLS CO	COM	929160109	1,050	20,191	SH	DEFINED
WAL-MART STORES INC	COM	931142103	79,979	1,172,209	SH	DEFINED
WAL-MART STORES INC	COM	931142103	139	2,050	SH	DEFINED
WALGREEN CO	COM	931422109	6,696	180,929	SH	DEFINED
WASHINGTON POST CO	CL B	939640108	160	439	SH	DEFINED
WATERS CORP	COM	941848103	166	1,907	SH	DEFINED
WATSON PHARMACEUTICALS INC	COM	942683103	226	2,628	SH	DEFINED
WELLS FARGO & CO NEW	COM	949746101	111,242	3,254,595	SH	DEFINED
WESTERN DIGITAL CORP	COM	958102105	2,539	59,766	SH	DEFINED
WESTERN UN CO	COM	959802109	176	12,965	SH	DEFINED
WEYERHAEUSER CO	COM	962166104	1,443	51,885	SH	DEFINED
WHIRLPOOL CORP	COM	963320106	1,583	15,565	SH	DEFINED
WHOLE FOODS MKT INC	COM	966837106	22,455	246,328	SH	DEFINED
WILLIAMS COS INC DEL	COM	969457100	3,169	96,820	SH	DEFINED

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WISCONSIN ENERGY CORP	COM	976657106	1,273	34,550	SH	DEFINED
WYNN RESORTS LTD	COM	983134107	186	1,655	SH	DEFINED
XILINX INC	COM	983919101	569	15,873	SH	DEFINED
XEROX CORP	COM	984121103	2,336	342,574	SH	DEFINED
YAHOO INC	COM	984332106	4,473	224,794	SH	DEFINED
YUM BRANDS INC	COM	988498101	5,174	77,926	SH	DEFINED
ZIONS BANCORPORATION	COM	989701107	538	25,182	SH	DEFINED
DUN & BRADSTREET CORP DEL NE	COM	26483E100	415	5,280	SH	DEFINED
QUANTA SVCS INC	COM	74762E102	1,639	60,091	SH	DEFINED
QUANTA SVCS INC	COM	74762E102	572	20,975	SH	DEFINED
QUANTA SVCS INC	COM	74762E102	127	4,659	SH	DEFINED
VERISIGN INC	COM	92343E102	156	4,026	SH	DEFINED
AMERISOURCEBERGEN CORP	COM	03073E105	759	17,578	SH	DEFINED
NEWS CORP	CL A	65248E104	31,647	1,240,581	SH	DEFINED
SALLY BEAUTY HLDGS INC	COM	79546E104	39,437	1,673,222	SH	DEFINED
VALE S A	ADR	91912E105	9,698	462,706	SH	DEFINED
TARGET CORP	COM	87612E106	28,084	474,646	SH	DEFINED
EDWARDS LIFESCIENCES CORP	COM	28176E108	686	7,612	SH	DEFINED
DR PEPPER SNAPPLE GROUP INC	COM	26138E109	1,396	31,606	SH	DEFINED
TRAVELERS COMPANIES INC	COM	89417E109	26,021	362,311	SH	DEFINED
VALE S A	ADR REPSTG PFD	91912E204	22,471	1,107,500	SH	DEFINED
THE ADT CORPORATION	COM	00101J106	2,030	43,680	SH	DEFINED
AES CORP	COM	00130H105	16,139	1,508,373	SH	DEFINED
AT&T INC	COM	00206R102	104,392	3,096,776	SH	DEFINED
ADOBE SYS INC	COM	00724F101	2,772	73,585	SH	DEFINED
AETNA INC NEW	COM	00817Y108	18,988	410,036	SH	DEFINED
AGILENT TECHNOLOGIES INC	COM	00846U101	846	20,673	SH	DEFINED
AKAMAI TECHNOLOGIES INC	COM	00971T101	501	12,265	SH	DEFINED
ALLEGHENY TECHNOLOGIES INC	COM	01741R102	650	21,423	SH	DEFINED
ALTRIA GROUP INC	COM	02209S103	77,138	2,453,521	SH	DEFINED
ALTRIA GROUP INC	COM	02209S103	97	3,100	SH	DEFINED
AMERICA MOVIL SAB DE CV	SPON ADR L SHS	02364W105	23,514	1,016,204	SH	DEFINED
AMERICAN TOWER CORP NEW	COM	03027X100	28,948	374,635	SH	DEFINED
AMERIPRISE FINL INC	COM	03076C106	2,064	32,964	SH	DEFINED
ANSYS INC	COM	03662Q105	75,985	1,128,381	SH	DEFINED
ASSURANT INC	COM	04621X108	823	23,743	SH	DEFINED
AUTONATION INC	COM	05329W102	218	5,495	SH	DEFINED
BANCO SANTANDER CHILE NEW	SP ADR REP COM	05965X109	607	21,322	SH	DEFINED
BANCOLOMBIA S A	SPON ADR PREF	05968L102	1,098	16,500	SH	DEFINED
BIOGEN IDEC INC	COM	09062X103	5,356	36,593	SH	DEFINED
BLACKROCK INC	COM	09247X101	3,966	19,188	SH	DEFINED
CBRE GROUP INC	CL A	12504L109	272	13,713	SH	DEFINED
C H ROBINSON WORLDWIDE INC	COM NEW	12541W209	221	3,502	SH	DEFINED
CME GROUP INC	COM	12572Q105	1,998	39,441	SH	DEFINED
CA INC	COM	12673P105	1,711	77,852	SH	DEFINED
CABLEVISION SYS CORP	CL A NY CABLVS	12686C109	126	8,489	SH	DEFINED
CAMERON INTERNATIONAL CORP	COM	13342B105	297	5,262	SH	DEFINED
CAPITAL ONE FINL CORP	COM	14040H105	22,782	393,277	SH	DEFINED
CARDINAL HEALTH INC	COM	14149Y108	22,783	553,266	SH	DEFINED
CAREFUSION CORP	COM	14170T101	1,775	62,136	SH	DEFINED
CENTERPOINT ENERGY INC	COM	15189T107	1,683	87,464	SH	DEFINED
CISCO SYS INC	COM	17275R102	56,442	2,872,378	SH	DEFINED
CISCO SYS INC	COM	17275R102	37	1,900	SH	DEFINED
CLIFFS NATURAL RESOURCES INC	COM	18683K101	180	4,676	SH	DEFINED
COCA COLA ENTERPRISES INC NE	COM	19122T109	1,025	32,309	SH	DEFINED
COMCAST CORP NEW	CL A	20030N101	67,342	1,802,527	SH	DEFINED
CONOCOPHILLIPS	COM	20825C104	29,692	512,036	SH	DEFINED

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CONSOL ENERGY INC	COM	20854P109	443	13,826	SH	DEFINED
CONSTELLATION BRANDS INC	CL A	21036P108	1,326	37,471	SH	DEFINED
COSTCO WHSL CORP NEW	COM	22160K105	6,478	65,618	SH	DEFINED
D R HORTON INC	COM	23331A109	1,837	92,921	SH	DEFINED
DAVITA HEALTHCARE PARTNERS I	COM	23918K108	622	5,630	SH	DEFINED
DELL INC	COM	24702R101	639	63,109	SH	DEFINED
DEVON ENERGY CORP NEW	COM	25179M103	817	15,706	SH	DEFINED
DIAMOND OFFSHORE DRILLING IN	COM	25271C102	751	11,053	SH	DEFINED
DISCOVERY COMMUNICATNS NEW	COM SER A	25470F104	19,271	303,580	SH	DEFINED
DIRECTV	COM	25490A309	4,867	97,047	SH	DEFINED
DOMINION RES INC VA NEW	COM	25746U109	626	12,097	SH	DEFINED
DUKE ENERGY CORP NEW	COM NEW	26441C204	34,050	533,701	SH	DEFINED
EOG RES INC	COM	26875P101	5,168	42,786	SH	DEFINED
EQT CORP	COM	26884L109	831	14,098	SH	DEFINED
ENTERGY CORP NEW	COM	29364G103	2,323	36,445	SH	DEFINED
EXELON CORP	COM	30161N101	7,396	248,718	SH	DEFINED
EXPEDIA INC DEL	COM NEW	30212P303	1,152	18,763	SH	DEFINED
EXPRESS SCRIPTS HLDG CO	COM	30219G108	34,815	644,724	SH	DEFINED
EXXON MOBIL CORP	COM	30231G102	223,990	2,587,995	SH	DEFINED
EXXON MOBIL CORP	COM	30231G102	23	267	SH	DEFINED
FMC TECHNOLOGIES INC	COM	30249U101	17,765	414,785	SH	DEFINED
FEDEX CORP	COM	31428X106	23,628	257,620	SH	DEFINED
FIDELITY NATL INFORMATION SV	COM	31620M106	2,877	82,659	SH	DEFINED
FLOWSERVE CORP	COM	34354P105	520	3,549	SH	DEFINED
FORTUNE BRANDS HOME & SEC IN	COM	34964C106	167	5,716	SH	DEFINED
FREEPORT-MCMORAN COPPER & GO	COM	35671D857	19,543	571,439	SH	DEFINED
FRONTIER COMMUNICATIONS CORP	COM	35906A108	545	127,470	SH	DEFINED
GAMESTOP CORP NEW	CL A	36467W109	824	32,869	SH	DEFINED
GENWORTH FINL INC	COM CL A	37247D106	422	56,203	SH	DEFINED
GOLDMAN SACHS GROUP INC	COM	38141G104	30,235	237,031	SH	DEFINED
GOOGLE INC	CL A	38259P508	77,398	109,416	SH	DEFINED
GRUPO FINANCIERO SANTANDER M	SPON ADR SHS B	40053C105	11,999	741,600	SH	DEFINED
HCP INC	COM	40414L109	3,025	66,986	SH	DEFINED
HDFC BANK LTD	ADR REPS 3 SHS	40415F101	7,341	180,300	SH	DEFINED
HESS CORP	COM	42809H107	2,015	38,065	SH	DEFINED
ICICI BK LTD	ADR	45104G104	73,811	1,692,536	SH	DEFINED
INTEGRYS ENERGY GROUP INC	COM	45822P105	86	1,658	SH	DEFINED
INTERCONTINENTALEXCHANGE INC	COM	45865V100	560	4,531	SH	DEFINED
INTUITIVE SURGICAL INC	COM NEW	46120E602	24,465	49,892	SH	DEFINED
JDS UNIPHASE CORP	COM PAR \$0.001	46612J507	91	6,776	SH	DEFINED
JPMORGAN CHASE & CO	COM	46625H100	82,359	1,873,075	SH	DEFINED
JPMORGAN CHASE & CO	COM	46625H100	1,980	45,043	SH	DEFINED
JPMORGAN CHASE & CO	COM	46625H100	365	8,311	SH	DEFINED
JUNIPER NETWORKS INC	COM	48203R104	355	18,082	SH	DEFINED
KINDER MORGAN INC DEL	COM	49456B101	11,058	313,016	SH	DEFINED
KRAFT FOODS GROUP INC	COM	50076Q106	13,018	286,320	SH	DEFINED
KRAFT FOODS GROUP INC	COM	50076Q106	32	715	SH	DEFINED
LABORATORY CORP AMER HLDGS	COM	50540R409	572	6,610	SH	DEFINED
LIFE TECHNOLOGIES CORP	COM	53217V109	2,403	49,013	SH	DEFINED
M & T BK CORP	COM	55261F104	9,268	94,123	SH	DEFINED
MACYS INC	COM	55616P104	3,206	82,182	SH	DEFINED
MACYS INC	COM	55616P104	2,638	67,607	SH	DEFINED
MACYS INC	COM	55616P104	431	11,064	SH	DEFINED
MARATHON PETE CORP	COM	56585A102	91,224	1,448,013	SH	DEFINED
MARKET VECTORS ETF TR	GOLD MINER ETF	57060U100	24	522	SH	DEFINED
MARKET VECTORS ETF TR	GOLD MINER ETF	57060U100	83	1,806	SH	DEFINED
MASTERCARD INC	CL A	57636Q104	30,227	61,528	SH	DEFINED
MCKESSON CORP	COM	58155Q103	139,140	1,435,027	SH	DEFINED

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MERCK & CO INC NEW	COM	58933Y105	68,164	1,664,995	SH	DEFINED
METLIFE INC	COM	59156R108	26,291	798,155	SH	DEFINED
MOLSON COORS BREWING CO	CL B	60871R209	1,402	32,783	SH	DEFINED
MONSANTO CO NEW	COM	61166W101	30,911	326,592	SH	DEFINED
MOSAIC CO NEW	COM	61945C103	3,161	55,833	SH	DEFINED
NETAPP INC	COM	64110D104	1,416	42,212	SH	DEFINED
NETFLIX INC	COM	64110L106	105	1,140	SH	DEFINED
NEXTERA ENERGY INC	COM	65339F101	6,674	96,471	SH	DEFINED
NISOURCE INC	COM	65473P105	517	20,804	SH	DEFINED
NUANCE COMMUNICATIONS INC	COM	67020Y100	616	27,600	SH	DEFINED
NVIDIA CORP	COM	67066G104	1,956	159,601	SH	DEFINED
O REILLY AUTOMOTIVE INC NEW	COM	67103H107	22,514	251,784	SH	DEFINED
ORACLE CORP	COM	68389X105	84,530	2,536,916	SH	DEFINED
PG&E CORP	COM	69331C108	24,905	619,856	SH	DEFINED
PPL CORP	COM	69351T106	3,394	118,549	SH	DEFINED
PENSKE AUTOMOTIVE GRP INC	COM	70959W103	5,531	183,823	SH	DEFINED
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	22,436	1,161,900	SH	DEFINED
PETROLEO BRASILEIRO SA PETRO	SPONSORED ADR	71654V408	11,382	584,600	SH	DEFINED
PRAXAIR INC	COM	74005P104	5,254	48,009	SH	DEFINED
PRICE T ROWE GROUP INC	COM	74144T108	3,056	46,935	SH	DEFINED
PRINCIPAL FINL GROUP INC	COM	74251V102	1,599	56,072	SH	DEFINED
QEP RES INC	COM	74733V100	323	10,694	SH	DEFINED
QUEST DIAGNOSTICS INC	COM	74834L100	1,895	32,524	SH	DEFINED
RANGE RES CORP	COM	75281A109	211	3,363	SH	DEFINED
REGIONS FINL CORP NEW	COM	7591EP100	2,917	409,196	SH	DEFINED
ROADRUNNER TRNSN SVCS HLDG I	COM	76973Q105	6,608	364,313	SH	DEFINED
SAIC INC	COM	78390X101	909	80,311	SH	DEFINED
SLM CORP	COM	78442P106	782	45,688	SH	DEFINED
SPDR S&P 500 ETF TR	TR UNIT	78462F103	75	533	SH	DEFINED
SPDR S&P 500 ETF TR	TR UNIT	78462F103	3,130	21,983	SH	DEFINED
SPDR INDEX SHS FDS	EURO STOXX 50	78463X202	42	1,213	SH	DEFINED
SPDR INDEX SHS FDS	EURO STOXX 50	78463X202	1,242	35,854	SH	DEFINED
SALESFORCE COM INC	COM	79466L302	449	2,676	SH	DEFINED
SANDISK CORP	COM	80004C101	419	9,640	SH	DEFINED
SANDISK CORP	COM	80004C101	2,274	52,286	SH	DEFINED
SANDISK CORP	COM	80004C101	375	8,638	SH	DEFINED
SCANA CORP NEW	COM	80589M102	531	11,648	SH	DEFINED
SEALED AIR CORP NEW	COM	81211K100	104	5,954	SH	DEFINED
SELECT SECTOR SPDR TR	SBI HEALTHCARE	81369Y209	1,501	37,657	SH	DEFINED
SELECT SECTOR SPDR TR	SBI HEALTHCARE	81369Y209	242	6,089	SH	DEFINED
SELECT SECTOR SPDR TR	SBI INT-FINL	81369Y605	3,684	224,822	SH	DEFINED
SELECT SECTOR SPDR TR	SBI INT-FINL	81369Y605	567	34,614	SH	DEFINED
SELECT SECTOR SPDR TR	SBI INT-UTILS	81369Y886	53	1,530	SH	DEFINED
SOLARWINDS INC	COM	83416B109	100,368	1,913,600	SH	DEFINED
SOLERA HOLDINGS INC	COM	83421A104	83,679	1,564,983	SH	DEFINED
SOUTHERN COPPER CORP	COM	84265V105	6,349	167,714	SH	DEFINED
STARWOOD HOTELS&RESORTS WRLD	COM	85590A401	20,300	353,911	SH	DEFINED
TARGA RES CORP	COM	87612G101	280	5,300	SH	DEFINED
TENET HEALTHCARE CORP	COM NEW	88033G407	462	14,245	SH	DEFINED
TERADATA CORP DEL	COM	88076W103	14,923	241,133	SH	DEFINED
3M CO	COM	88579Y101	23,150	249,331	SH	DEFINED
TIME WARNER CABLE INC	COM	88732J207	17,182	176,797	SH	DEFINED
UNITEDHEALTH GROUP INC	COM	91324P102	127,446	2,349,683	SH	DEFINED
UNUM GROUP	COM	91529Y106	1,307	62,807	SH	DEFINED
VALERO ENERGY CORP NEW	COM	91913Y100	13,773	403,671	SH	DEFINED
VARIAN MED SYS INC	COM	92220P105	17,422	248,040	SH	DEFINED
VERIZON COMMUNICATIONS INC	COM	92343V104	58,231	1,345,779	SH	DEFINED
VERIZON COMMUNICATIONS INC	COM	92343V104	1,960	45,297	SH	DEFINED

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VERIZON COMMUNICATIONS INC	COM	92343V104	300	6,956	SH	DEFINED
VERISK ANALYTICS INC	CL A	92345Y106	8,235	161,585	SH	DEFINED
VIACOM INC NEW	CL B	92553P201	5,107	96,843	SH	DEFINED
VIACOM INC NEW	CL B	92553P201	480	9,103	SH	DEFINED
VIACOM INC NEW	CL B	92553P201	149	2,842	SH	DEFINED
VISA INC	COM CL A	92826C839	31,740	209,397	SH	DEFINED
WASTE MGMT INC DEL	COM	94106L109	12,622	374,101	SH	DEFINED
WELLPOINT INC	COM	94973V107	3,964	65,076	SH	DEFINED
WINDSTREAM CORP	COM	97381W104	194	23,504	SH	DEFINED
WPX ENERGY INC	COM	98212B103	237	15,933	SH	DEFINED
WYNDHAM WORLDWIDE CORP	COM	98310W108	1,767	33,210	SH	DEFINED
XCEL ENERGY INC	COM	98389B100	1,977	74,024	SH	DEFINED
XYLEM INC	COM	98419M100	108	3,998	SH	DEFINED
ZIMMER HLDGS INC	COM	98956P102	2,350	35,263	SH	DEFINED
AON PLC	SHS CL A	G0408V102	2,691	48,398	SH	DEFINED
ACCENTURE PLC IRELAND	SHS CLASS A	G1151C101	27,523	413,889	SH	DEFINED
BUNGE LIMITED	COM	G16962105	2,771	38,128	SH	DEFINED
BUNGE LIMITED	COM	G16962105	458	6,311	SH	DEFINED
CREDICORP LTD	COM	G2519Y108	1,275	8,700	SH	DEFINED
COVIDIEN PLC	SHS	G2554F113	5,603	97,052	SH	DEFINED
DELPHI AUTOMOTIVE PLC	SHS	G27823106	1,543	40,353	SH	DEFINED
EATON CORP PLC	SHS	G29183103	27,719	511,611	SH	DEFINED
ENSCO PLC	SHS CLASS A	G3157S106	4,614	77,846	SH	DEFINED
INGERSOLL-RAND PLC	SHS	G47791101	3,844	80,167	SH	DEFINED
INVESCO LTD	SHS	G491BT108	1,798	68,938	SH	DEFINED
NABORS INDUSTRIES LTD	SHS	G6359F103	532	36,822	SH	DEFINED
ROWAN COMPANIES PLC	SHS CL A	G7665A101	485	15,519	SH	DEFINED
SEAGATE TECHNOLOGY PLC	SHS	G7945M107	3,017	99,204	SH	DEFINED
XL GROUP PLC	SHS	G98290102	1,747	69,752	SH	DEFINED
ACE LTD	SHS	H0023R105	4,054	50,812	SH	DEFINED
GARMIN LTD	SHS	H2906T109	651	15,990	SH	DEFINED
NOBLE CORPORATION BAAR	NAMEN -AKT	H5833N103	1,801	51,724	SH	DEFINED
PENTAIR LTD	SHS	H6169Q108	17,871	363,603	SH	DEFINED
TE CONNECTIVITY LTD	REG SHS	H84989104	1,074	28,956	SH	DEFINED
TYCO INTERNATIONAL LTD	SHS	H89128104	3,463	118,404	SH	DEFINED
CORE LABORATORIES N V	COM	N22717107	8,880	81,240	SH	DEFINED
LYONDELLBASELL INDUSTRIES N	SHS - A -	N53745100	4,443	77,837	SH	DEFINED
ROYAL CARIBBEAN CRUISES LTD	COM	V7780T103	83,238	2,448,187	SH	DEFINED

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