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Lloyds Banking Group plc  
Form 13F-HR  
October 22, 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: 30th September 2010  
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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 Investment Partnership Limited  
-----  
Address:            33 Old Broad Street  
-----  
                      London EC2N 1HZ  
-----  
                      United Kingdom  
-----

Form 13F File Number: 028-10147  
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Name:               Lloyds TSB Offshore Private Clients Limited  
-----  
Address: PO Box 160  
-----  
                      25 New Street  
-----  
                      St. Helier  
-----  
                      Jersey  
-----  
                      JE4 8RG  
-----

13F File Number : 028-10237  
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Name:               Lloyds TSB Offshore Limited  
-----  
Address: PO Box 160  
-----  
                      25 New Street  
-----  
                      St. Helier  
-----  
                      Jersey  
-----  
                      JE4 8RG  
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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: /s/ M Wilson  
-----  
Date: 22-Oct-10  
-----

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  
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Form 13F Information Table Entry Total: 695  
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Form 13F Information Table Value Total: \$8,347,981  
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(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
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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 1.5758

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE US\$ 000's	NO. OF SHARES	SH/PRN	INVESTMENT DISCRETION	MA
AFLAC INC	COM	001055102	16,392	316,975	SH	DEFINED	
AK STL HLDG CORP	COM	001547108	83	6,078	SH	DEFINED	
ABBOTT LABS	COM	002824100	38,818	743,370	SH	DEFINED	
ABERCROMBIE & FITCH CO	CL A	002896207	315	8,033	SH	DEFINED	
ACME PACKET INC	COM	004764106	4,988	131,559	SH	DEFINED	
ADVANCED MICRO DEVICES INC	COM	007903107	1,259	177,323	SH	DEFINED	
AGNICO EAGLE MINES LTD	COM	008474108	14,643	206,260	SH	DEFINED	
AIR PRODS & CHEMS INC	COM	009158106	17,472	211,052	SH	DEFINED	
AIRGAS INC	COM	009363102	918	13,514	SH	DEFINED	
ALBEMARLE CORP	COM	012653101	53	1,132	SH	DEFINED	
ALBERTO CULVER CO NEW	COM	013078100	25,423	675,175	SH	DEFINED	
ALCOA INC	COM	013817101	11,198	925,467	SH	DEFINED	
ALLEGHENY ENERGY INC	COM	017361106	407	16,637	SH	DEFINED	
ALLERGAN INC	COM	018490102	1,913	28,787	SH	DEFINED	
ALLSTATE CORP	COM	020002101	18,052	572,190	SH	DEFINED	
ALTERA CORP	COM	021441100	1,670	55,368	SH	DEFINED	
AMAZON COM INC	COM	023135106	28,034	178,509	SH	DEFINED	
AMEREN CORP	COM	023608102	1,279	45,023	SH	DEFINED	
AMERICAN ELEC PWR INC	COM	025537101	140	3,880	SH	DEFINED	
AMERICAN EXPRESS CO	COM	025816109	25,144	598,607	SH	DEFINED	
AMERICAN INTL GROUP INC	COM NEW	026874784	1,370	35,067	SH	DEFINED	
AMERICAN TOWER CORP	CL A	029912201	34,422	671,589	SH	DEFINED	
AMGEN INC	COM	031162100	30,191	547,700	SH	DEFINED	
AMGEN INC	COM	031162100	3,373	61,197	SH	DEFINED	
AMGEN INC	COM	031162100	4	81	SH	DEFINED	
AMGEN INC	COM	031162100	233	4,244	SH	DEFINED	
AMPHENOL CORP NEW	CL A	032095101	32,353	660,211	SH	DEFINED	
ANADARKO PETE CORP	COM	032511107	10,446	183,093	SH	DEFINED	
ANALOG DEVICES INC	COM	032654105	173	5,538	SH	DEFINED	
ANGLOGOLD ASHANTI LTD	SPONSORED ADR	035128206	358	7,760	SH	DEFINED	
AON CORP	COM	037389103	30,768	786,628	SH	DEFINED	
APACHE CORP	COM	037411105	35,769	366,021	SH	DEFINED	
APOLLO GROUP INC	CL A	037604105	1,131	22,032	SH	DEFINED	
APPLE INC	COM	037833100	220,727	777,799	SH	DEFINED	
APPLE INC	COM	037833100	3,700	13,038	SH	DEFINED	
APPLE INC	COM	037833100	5	19	SH	DEFINED	
APPLE INC	COM	037833100	257	908	SH	DEFINED	
APPLIED MATLS INC	COM	038222105	11,768	1,007,972	SH	DEFINED	
APPLIED MATLS INC	COM	038222105	2,405	206,022	SH	DEFINED	
APPLIED MATLS INC	COM	038222105	3	314	SH	DEFINED	
APPLIED MATLS INC	COM	038222105	186	15,954	SH	DEFINED	
ARCHER DANIELS MIDLAND CO	COM	039483102	6,381	199,890	SH	DEFINED	
ARYX THERAPEUTICS INC	COM	043387109	208	520,142	SH	DEFINED	
AUTODESK INC	COM	052769106	666	20,846	SH	DEFINED	
AUTOMATIC DATA PROCESSING IN	COM	053015103	5,394	128,318	SH	DEFINED	

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AUTOZONE INC	COM	053332102	1,707	7,460	SH	DEFINED
AVERY DENNISON CORP	COM	053611109	599	16,152	SH	DEFINED
AVON PRODS INC	COM	054303102	7,775	242,089	SH	DEFINED
BB&T CORP	COM	054937107	16,913	702,110	SH	DEFINED
BMC SOFTWARE INC	COM	055921100	1,891	46,702	SH	DEFINED
BAKER HUGHES INC	COM	057224107	290	6,821	SH	DEFINED
BAKER HUGHES INC	COM	057224107	10	240	SH	DEFINED
BALDOR ELEC CO	COM	057741100	1,272	31,480	SH	DEFINED
BALL CORP	COM	058498106	943	16,043	SH	DEFINED
BANK OF AMERICA CORPORATION	COM	060505104	118,743	9,060,961	SH	DEFINED
BANK OF NEW YORK MELLON CORP	COM	064058100	19,985	765,274	SH	DEFINED
BANK OF NEW YORK MELLON CORP	COM	064058100	3	137	SH	DEFINED
BARD C R INC	COM	067383109	1,951	23,972	SH	DEFINED
BARRICK GOLD CORP	COM	067901108	4	105	SH	DEFINED
BAXTER INTL INC	COM	071813109	24,161	506,372	SH	DEFINED
BECTON DICKINSON & CO	COM	075887109	32,417	437,428	SH	DEFINED
BED BATH & BEYOND INC	COM	075896100	15,492	356,802	SH	DEFINED
BEMIS INC	COM	081437105	40	1,286	SH	DEFINED
BERKSHIRE HATHAWAY INC DEL	CL B NEW	084670702	66,949	809,989	SH	DEFINED
BEST BUY INC	COM	086516101	4,431	108,501	SH	DEFINED
BIG LOTS INC	COM	089302103	1,004	30,190	SH	DEFINED
BLOCK H & R INC	COM	093671105	1,012	78,270	SH	DEFINED
BOEING CO	COM	097023105	20,790	312,547	SH	DEFINED
BOSTON SCIENTIFIC CORP	COM	101137107	65	10,636	SH	DEFINED
BRISTOL MYERS SQUIBB CO	COM	110122108	26,148	964,191	SH	DEFINED
BROADCOM CORP	CL A	111320107	38,883	1,098,879	SH	DEFINED
BROWN FORMAN CORP	CL B	115637209	1,185	19,235	SH	DEFINED
CBS CORP NEW	CL B	124857202	17,268	1,087,799	SH	DEFINED
CF INDS HLDGS INC	COM	125269100	1,181	12,362	SH	DEFINED
CIGNA CORP	COM	125509109	2,623	73,344	SH	DEFINED
CMS ENERGY CORP	COM	125896100	21,937	1,217,712	SH	DEFINED
CSX CORP	COM	126408103	18,269	330,221	SH	DEFINED
CVS CAREMARK CORPORATION	COM	126650100	27,254	865,924	SH	DEFINED
CVS CAREMARK CORPORATION	COM	126650100	21	692	SH	DEFINED
CABOT OIL & GAS CORP	COM	127097103	69	2,305	SH	DEFINED
CAMPBELL SOUP CO	COM	134429109	17,062	477,134	SH	DEFINED
CARMAX INC	COM	143130102	92	3,321	SH	DEFINED
CATERPILLAR INC DEL	COM	149123101	22,347	283,873	SH	DEFINED
CELGENE CORP	COM	151020104	15,544	269,803	SH	DEFINED
CEMEX SAB DE CV	SPON ADR NEW	151290889	65,026	7,645,725	SH	DEFINED
CENTURYLINK INC	COM	156700106	3,106	78,717	SH	DEFINED
CEPHALON INC	COM	156708109	1,224	19,593	SH	DEFINED
CERNER CORP	COM	156782104	501	5,965	SH	DEFINED
CHEESECAKE FACTORY INC	COM	163072101	1,404	53,013	SH	DEFINED
CHESAPEAKE ENERGY CORP	COM	165167107	14,293	630,902	SH	DEFINED
CHEVRON CORP NEW	COM	166764100	89,925	1,109,369	SH	DEFINED
CHUBB CORP	COM	171232101	10,283	180,421	SH	DEFINED
CINCINNATI FINL CORP	COM	172062101	15,732	545,510	SH	DEFINED
CINTAS CORP	COM	172908105	640	23,251	SH	DEFINED
CITIGROUP INC	COM	172967101	50,956	13,049,021	SH	DEFINED
CITRIX SYS INC	COM	177376100	57,250	839,081	SH	DEFINED
CLOROX CO DEL	COM	189054109	2,385	35,756	SH	DEFINED
COACH INC	COM	189754104	10,586	246,292	SH	DEFINED
COCA COLA CO	COM	191216100	96,187	1,643,532	SH	DEFINED
COCA COLA CO	COM	191216100	14	245	SH	DEFINED
COCA COLA ENTERPRISES INC	COM	191219104	2,654	85,625	SH	DEFINED

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COGNIZANT TECHNOLOGY SOLUTIO	CL A	192446102	3,397	52,698	SH	DEFINED
COLGATE PALMOLIVE CO	COM	194162103	37,900	493,079	SH	DEFINED
COMERICA INC	COM	200340107	1,140	30,699	SH	DEFINED
COMPANIA DE MINAS BUENAVENTU	SPONSORED ADR	204448104	925	20,500	SH	DEFINED
COMPUTER SCIENCES CORP	COM	205363104	11,743	255,121	SH	DEFINED
COMPUWARE CORP	COM	205638109	345	40,572	SH	DEFINED
CONAGRA FOODS INC	COM	205887102	21,130	963,530	SH	DEFINED
CONCUR TECHNOLOGIES INC	COM	206708109	1,990	40,266	SH	DEFINED
CONSOLIDATED EDISON INC	COM	209115104	2,417	50,126	SH	DEFINED
CONSTELLATION ENERGY GROUP I	COM	210371100	1,159	35,933	SH	DEFINED
COOPER COS INC	COM NEW	216648402	4,593	99,332	SH	DEFINED
CORNING INC	COM	219350105	6,966	381,122	SH	DEFINED
COVENTRY HEALTH CARE INC	COM	222862104	891	41,424	SH	DEFINED
CUMMINS INC	COM	231021106	43,862	484,482	SH	DEFINED
CYPRESS SEMICONDUCTOR CORP	COM	232806109	3,325	264,141	SH	DEFINED
DTE ENERGY CO	COM	233331107	2,103	45,816	SH	DEFINED
DANAHER CORP DEL	COM	235851102	15,210	374,688	SH	DEFINED
DARDEN RESTAURANTS INC	COM	237194105	1,064	24,865	SH	DEFINED
DEAN FOODS CO NEW	COM	242370104	236	23,163	SH	DEFINED
DEERE & CO	COM	244199105	25,228	361,488	SH	DEFINED
DEERE & CO	COM	244199105	2,082	29,840	SH	DEFINED
DEERE & CO	COM	244199105	3	48	SH	DEFINED
DEERE & CO	COM	244199105	152	2,187	SH	DEFINED
DENBURY RES INC	COM NEW	247916208	43	2,728	SH	DEFINED
DENTSPLY INTL INC NEW	COM	249030107	682	21,346	SH	DEFINED
DEVRY INC DEL	COM	251893103	6,221	126,383	SH	DEFINED
DISNEY WALT CO	COM DISNEY	254687106	26,352	796,032	SH	DEFINED
DISCOVER FINL SVCS	COM	254709108	1,568	94,090	SH	DEFINED
DR REDDYS LABS LTD	ADR	256135203	60	1,800	SH	DEFINED
DONNELLEY R R & SONS CO	COM	257867101	541	31,930	SH	DEFINED
DOVER CORP	COM	260003108	925	17,724	SH	DEFINED
DOW CHEM CO	COM	260543103	15,998	582,822	SH	DEFINED
DRIL-QUIP INC	COM	262037104	1,624	26,171	SH	DEFINED
DU PONT E I DE NEMOURS & CO	COM	263534109	12,915	289,617	SH	DEFINED
E M C CORP MASS	COM	268648102	27,921	1,375,087	SH	DEFINED
E M C CORP MASS	COM	268648102	2,739	134,923	SH	DEFINED
E M C CORP MASS	COM	268648102	3	158	SH	DEFINED
E M C CORP MASS	COM	268648102	189	9,311	SH	DEFINED
E TRADE FINANCIAL CORP	COM NEW	269246401	490	33,763	SH	DEFINED
EASTMAN CHEM CO	COM	277432100	1,297	17,539	SH	DEFINED
EASTMAN KODAK CO	COM	277461109	44	10,681	SH	DEFINED
EATON CORP	COM	278058102	29,078	352,506	SH	DEFINED
EBAY INC	COM	278642103	21,218	869,265	SH	DEFINED
ECOLAB INC	COM	278865100	23,801	469,039	SH	DEFINED
ECOPETROL S A	SPONSORED ADS	279158109	875	21,000	SH	DEFINED
EDISON INTL	COM	281020107	1,985	57,756	SH	DEFINED
ELECTRONIC ARTS INC	COM	285512109	494	30,074	SH	DEFINED
EMERSON ELEC CO	COM	291011104	34,502	655,251	SH	DEFINED
EQUIFAX INC	COM	294429105	66,529	2,133,384	SH	DEFINED
EXPEDITORS INTL WASH INC	COM	302130109	1,736	37,588	SH	DEFINED
EXPRESS SCRIPTS INC	COM	302182100	18,255	374,706	SH	DEFINED
FLIR SYS INC	COM	302445101	599	23,357	SH	DEFINED
F M C CORP	COM NEW	302491303	1,169	17,103	SH	DEFINED

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FAMILY DLR STORES INC	COM	307000109	3,159	71,532	SH	DEFINED
FASTENAL CO	COM	311900104	19,775	371,760	SH	DEFINED
FEDERATED INVS INC PA	CL B	314211103	195	8,610	SH	DEFINED
FIFTH THIRD BANCORP	COM	316773100	1,687	140,315	SH	DEFINED
FIRST HORIZON NATL CORP	COM	320517105	239	20,973	SH	DEFINED
FIRST SOLAR INC	COM	336433107	1,264	8,577	SH	DEFINED
FISERV INC	COM	337738108	16,256	302,075	SH	DEFINED
FIRSTENERGY CORP	COM	337932107	167	4,338	SH	DEFINED
FLUOR CORP NEW	COM	343412102	1,476	29,801	SH	DEFINED
FOMENTO ECONOMICO MEXICANO S	SPON ADR UNITS	344419106	1,791	35,285	SH	DEFINED
FORD MTR CO DEL	COM PAR \$0.01	345370860	32,140	2,624,796	SH	DEFINED
FOREST LABS INC	COM	345838106	13,648	441,209	SH	DEFINED
FORTUNE BRANDS INC	COM	349631101	15,845	321,736	SH	DEFINED
FRANKLIN RES INC	COM	354613101	15,078	141,038	SH	DEFINED
GANNETT INC	COM	364730101	2,226	182,010	SH	DEFINED
GAP INC DEL	COM	364760108	2,148	115,339	SH	DEFINED
GENERAL DYNAMICS CORP	COM	369550108	18,598	296,290	SH	DEFINED
GENERAL ELECTRIC CO	COM	369604103	94,258	5,798,712	SH	DEFINED
GENERAL MLS INC	COM	370334104	4,301	117,697	SH	DEFINED
GENUINE PARTS CO	COM	372460105	40,642	911,374	SH	DEFINED
GENZYME CORP	COM	372917104	132	1,878	SH	DEFINED
GILEAD SCIENCES INC	COM	375558103	17,065	479,180	SH	DEFINED
GOLDCORP INC NEW	COM	380956409	18,366	422,120	SH	DEFINED
GOODRICH CORP	COM	382388106	20,563	278,915	SH	DEFINED
GOODYEAR TIRE & RUBR CO	COM	382550101	6,522	607,058	SH	DEFINED
GRAINGER W W INC	COM	384802104	42,110	353,646	SH	DEFINED
HALLIBURTON CO	COM	406216101	57,367	1,734,455	SH	DEFINED
HARLEY DAVIDSON INC	COM	412822108	660	23,258	SH	DEFINED
HARMAN INTL INDS INC	COM	413086109	281	8,419	SH	DEFINED
HARRIS CORP DEL	COM	413875105	2,288	51,687	SH	DEFINED
HARTFORD FINL SVCS GROUP INC	COM	416515104	1,798	78,366	SH	DEFINED
HASBRO INC	COM	418056107	1,029	23,123	SH	DEFINED
HAWAIIAN ELEC INDUSTRIES	COM	419870100	2,016	89,408	SH	DEFINED
HEICO CORP NEW	COM	422806109	647	14,191	SH	DEFINED
HEINZ H J CO	COM	423074103	18,348	387,253	SH	DEFINED
HELMERICH & PAYNE INC	COM	423452101	745	18,430	SH	DEFINED
HERSHEY CO	COM	427866108	2,501	52,550	SH	DEFINED
HEWLETT PACKARD CO	COM	428236103	100,347	2,384,964	SH	DEFINED
HEWLETT PACKARD CO	COM	428236103	3,723	88,505	SH	DEFINED
HEWLETT PACKARD CO	COM	428236103	5	126	SH	DEFINED
HEWLETT PACKARD CO	COM	428236103	266	6,335	SH	DEFINED
HIBBETT SPORTS INC	COM	428567101	757	30,400	SH	DEFINED
HOME DEPOT INC	COM	437076102	33,819	1,067,362	SH	DEFINED
HONEYWELL INTL INC	COM	438516106	20,142	458,296	SH	DEFINED
HORMEL FOODS CORP	COM	440452100	1,176	26,403	SH	DEFINED
HOSPIRA INC	COM	441060100	919	16,131	SH	DEFINED
HUDSON CITY BANCORP	COM	443683107	519	42,352	SH	DEFINED
HUMANA INC	COM	444859102	2,947	58,710	SH	DEFINED
HUNT J B TRANS SVCS INC	COM	445658107	20,118	579,288	SH	DEFINED
HUNTINGTON BANCSHARES INC	COM	446150104	649	114,321	SH	DEFINED
ITT CORP NEW	COM	450911102	2,199	46,948	SH	DEFINED
ILLINOIS TOOL WKS INC	COM	452308109	3,826	81,382	SH	DEFINED
ILLINOIS TOOL WKS INC	COM	452308109	1,769	37,633	SH	DEFINED

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ILLINOIS TOOL WKS INC	COM	452308109	3	75	SH	DEFINED
ILLINOIS TOOL WKS INC	COM	452308109	143	3,060	SH	DEFINED
INFOSYS TECHNOLOGIES LTD	SPONSORED ADR	456788108	5,034	74,842	SH	DEFINED
INTEL CORP	COM	458140100	60,892	3,168,184	SH	DEFINED
INTEL CORP	COM	458140100	21	1,100	SH	DEFINED
INTERLINE BRANDS INC	COM	458743101	715	39,685	SH	DEFINED
INTERNATIONAL BUSINESS MACHS	COM	459200101	111,014	827,445	SH	DEFINED
INTERNATIONAL FLAVORS&FRAGRA	COM	459506101	888	18,306	SH	DEFINED
INTERNATIONAL GAME TECHNOLOG	COM	459902102	57	3,974	SH	DEFINED
INTL PAPER CO	COM	460146103	3,161	145,401	SH	DEFINED
INTERPUBLIC GROUP COS INC	COM	460690100	19,554	1,948,657	SH	DEFINED
INTUIT	COM	461202103	2,425	55,351	SH	DEFINED
IRON MTN INC	COM	462846106	583	26,151	SH	DEFINED
ISHARES INC	MSCI PAC J IDX	464286665	73	1,650	SH	DEFINED
ISHARES INC	MSCI UTD KINGD	464286699	93	5,723	SH	DEFINED
ISHARES INC	MSCI UTD KINGD	464286699	1,639	100,299	SH	DEFINED
ISHARES INC	MSCI JAPAN	464286848	369	37,339	SH	DEFINED
ISHARES INC	MSCI JAPAN	464286848	546	55,288	SH	DEFINED
ISHARES TR	S&P GLB100INDX	464287572	138	2,370	SH	DEFINED
ISHARES TR	S&P EURO PLUS	464287861	101	2,678	SH	DEFINED
ISHARES TR	S&P ASIA 50 IN	464288430	39	928	SH	DEFINED
ISHARES TR	S&P ASIA 50 IN	464288430	436	10,319	SH	DEFINED
ISHARES TR	MSCI KLD400 SOC	464288570	54	1,280	SH	DEFINED
ISHARES TR	DJ OIL EQUIP	464288844	2,238	50,715	SH	DEFINED
ISHARES TR	DJ OIL EQUIP	464288844	2	64	SH	DEFINED
ISHARES TR	DJ OIL EQUIP	464288844	154	3,489	SH	DEFINED
ITAU UNIBANCO HLDG SA	SPON ADR REP PFD	465562106	41,106	1,700,715	SH	DEFINED
JABIL CIRCUIT INC	COM	466313103	281	19,517	SH	DEFINED
JACOBS ENGR GROUP INC DEL	COM	469814107	826	21,366	SH	DEFINED
JETBLUE AIRWAYS CORP	COM	477143101	4,296	641,736	SH	DEFINED
JOHNSON & JOHNSON	COM	478160104	165,212	2,667,082	SH	DEFINED
JOHNSON & JOHNSON	COM	478160104	10	174	SH	DEFINED
JOHNSON CTLS INC	COM	478366107	2,036	66,747	SH	DEFINED
KLA-TENCOR CORP	COM	482480100	26,018	738,737	SH	DEFINED
KELLOGG CO	COM	487836108	26,615	527,046	SH	DEFINED
KEYCORP NEW	COM	493267108	1,839	231,388	SH	DEFINED
KIMBERLY CLARK CORP	COM	494368103	20,404	313,647	SH	DEFINED
KING PHARMACEUTICALS INC	COM	495582108	579	58,280	SH	DEFINED
KOHL'S CORP	COM	500255104	33,748	640,396	SH	DEFINED
KROGER CO	COM	501044101	16,125	744,476	SH	DEFINED
LAN AIRLINES S A	SPONSORED ADR	501723100	12,490	424,410	SH	DEFINED
LKQ CORP	COM	501889208	8,949	429,962	SH	DEFINED
LSI CORPORATION	COM	502161102	447	98,214	SH	DEFINED
L-3 COMMUNICATIONS HLDGS INC	COM	502424104	1,484	20,558	SH	DEFINED
LAUDER ESTEE COS INC	CL A	518439104	702	11,121	SH	DEFINED
LEGGETT & PLATT INC	COM	524660107	603	26,497	SH	DEFINED
LEGG MASON INC	COM	524901105	791	26,096	SH	DEFINED
LENNAR CORP	CL A	526057104	14	927	SH	DEFINED
LEUCADIA NATL CORP	COM	527288104	367	15,535	SH	DEFINED
LEXMARK INTL NEW	CL A	529771107	1,271	28,479	SH	DEFINED
LILLY ELI & CO	COM	532457108	20,751	568,387	SH	DEFINED
LIMITED BRANDS INC	COM	532716107	2,335	87,172	SH	DEFINED
LINCOLN NATL CORP IND	COM	534187109	1,277	53,373	SH	DEFINED
LINEAR TECHNOLOGY CORP	COM	535678106	18,345	596,810	SH	DEFINED
LOCKHEED MARTIN CORP	COM	539830109	5,658	79,425	SH	DEFINED
LOEWS CORP	COM	540424108	2,365	62,417	SH	DEFINED

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LORILLARD INC	COM	544147101	88,311	1,100,048	SH	DEFINED
LOWES COS INC	COM	548661107	17,987	807,316	SH	DEFINED
MDU RES GROUP INC	COM	552690109	19,382	971,081	SH	DEFINED
MEMC ELECTR MATLS INC	COM	552715104	125	10,511	SH	DEFINED
MARATHON OIL CORP	COM	565849106	18,130	547,986	SH	DEFINED
MARATHON OIL CORP	COM	565849106	1,874	56,661	SH	DEFINED
MARATHON OIL CORP	COM	565849106	2	87	SH	DEFINED
MARATHON OIL CORP	COM	565849106	136	4,136	SH	DEFINED
MARLIN BUSINESS SVCS CORP	COM	571157106	1,762	146,841	SH	DEFINED
MARSH & MCLENNAN COS INC	COM	571748102	59,344	2,459,893	SH	DEFINED
MARSHALL & ILSLEY CORP NEW	COM	571837103	629	89,334	SH	DEFINED
MARRIOTT INTL INC NEW	CL A	571903202	865	24,180	SH	DEFINED
MASCO CORP	COM	574599106	56,493	5,135,762	SH	DEFINED
MASSEY ENERGY COMPANY	COM	576206106	31	1,022	SH	DEFINED
MATTEL INC	COM	577081102	3,394	144,677	SH	DEFINED
MCAFEЕ INC	COM	579064106	641	13,572	SH	DEFINED
MCCORMICK & CO INC	COM NON VTG	579780206	1,299	30,927	SH	DEFINED
MCDONALDS CORP	COM	580135101	32,159	431,674	SH	DEFINED
MCGRAW HILL COS INC	COM	580645109	2,374	71,823	SH	DEFINED
MEAD JOHNSON NUTRITION CO	COM	582839106	2,061	36,234	SH	DEFINED
MEADWESTVACO CORP	COM	583334107	973	39,906	SH	DEFINED
MECHEL OAO	SPONSORED ADR	583840103	758	30,500	SH	DEFINED
MEDTRONIC INC	COM	585055106	20,922	623,443	SH	DEFINED
MEREDITH CORP	COM	589433101	260	7,840	SH	DEFINED
METROPCS COMMUNICATIONS INC	COM	591708102	873	83,505	SH	DEFINED
MICROSOFT CORP	COM	594918104	171,418	7,002,407	SH	DEFINED
MICROCHIP TECHNOLOGY INC	COM	595017104	1,874	59,588	SH	DEFINED
MICRON TECHNOLOGY INC	COM	595112103	1,483	205,694	SH	DEFINED
MOBILE TELESYSTEMS OJSC	SPONSORED ADR	607409109	19,166	903,231	SH	DEFINED
MOHAWK INDS INC	COM	608190104	4,651	87,204	SH	DEFINED
MOLEX INC	COM	608554101	225	10,774	SH	DEFINED
MONRO MUFFLER BRAKE INC	COM	610236101	2,027	44,023	SH	DEFINED
MONSTER WORLDWIDE INC	COM	611742107	10	818	SH	DEFINED
MOODYS CORP	COM	615369105	369	14,797	SH	DEFINED
MORGAN STANLEY	COM NEW	617446448	22,328	905,446	SH	DEFINED
MOTOROLA INC	COM	620076109	16,661	1,955,629	SH	DEFINED
MURPHY OIL CORP	COM	626717102	3,122	50,426	SH	DEFINED
MYLAN INC	COM	628530107	97	5,169	SH	DEFINED
NRG ENERGY INC	COM NEW	629377508	1,807	86,830	SH	DEFINED
NYSE EURONEXT	COM	629491101	2,143	75,083	SH	DEFINED
NASDAQ OMX GROUP INC	COM	631103108	501	25,810	SH	DEFINED
NATIONAL OILWELL VARCO INC	COM	637071101	3,303	74,271	SH	DEFINED
NATIONAL SEMICONDUCTOR CORP	COM	637640103	533	41,776	SH	DEFINED
NEW YORK CMNTY BANCORP INC	COM	649445103	2,189	134,645	SH	DEFINED
NEW YORK TIMES CO	CL A	650111107	211	27,264	SH	DEFINED
NEWELL RUBBERMAID INC	COM	651229106	4,845	272,041	SH	DEFINED
NEWMONT MINING CORP	COM	651639106	25,398	404,496	SH	DEFINED
NICOR INC	COM	654086107	18,285	398,853	SH	DEFINED
NIKE INC	CL B	654106103	20,516	255,973	SH	DEFINED
NOBLE ENERGY INC	COM	655044105	167	2,234	SH	DEFINED
NORDSTROM INC	COM	655664100	1,465	39,379	SH	DEFINED
NORFOLK SOUTHERN CORP	COM	655844108	65,963	1,109,003	SH	DEFINED
NORTHEAST UTILS	COM	664397106	472	15,966	SH	DEFINED
NORTHERN TR CORP	COM	665859104	1,108	22,986	SH	DEFINED
NORTHROP GRUMMAN CORP	COM	666807102	6,296	103,881	SH	DEFINED
NOVELL INC	COM	670006105	162	27,233	SH	DEFINED



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NOVELL INC	COM	670006105	19	3,250	SH	DEFINED
NOVELLUS SYS INC	COM	670008101	534	20,115	SH	DEFINED
NUCOR CORP	COM	670346105	9,744	255,186	SH	DEFINED
OCCIDENTAL PETE CORP DEL	COM	674599105	109,769	1,401,996	SH	DEFINED
OFFICE DEPOT INC	COM	676220106	1	388	SH	DEFINED
OMNICOM GROUP INC	COM	681919106	1,163	29,477	SH	DEFINED
ONEOK INC NEW	COM	682680103	776	17,239	SH	DEFINED
O REILLY AUTOMOTIVE INC	COM	686091109	41,974	788,547	SH	DEFINED
OWENS ILL INC	COM NEW	690768403	1,087	38,754	SH	DEFINED
PNC FINL SVCS GROUP INC	COM	693475105	57,283	1,103,834	SH	DEFINED
PPG INDS INC	COM	693506107	18,092	248,740	SH	DEFINED
PACCAR INC	COM	693718108	1,658	34,461	SH	DEFINED
PACKAGING CORP AMER	COM	695156109	1,074	46,426	SH	DEFINED
PACTIV CORP	COM	695257105	1,099	33,372	SH	DEFINED
PALL CORP	COM	696429307	65	1,574	SH	DEFINED
PAN AMERICAN SILVER CORP	COM	697900108	779	26,364	SH	DEFINED
PARKER HANNIFIN CORP	COM	701094104	50,069	714,567	SH	DEFINED
PATTERSON COMPANIES INC	COM	703395103	191	6,675	SH	DEFINED
PAYCHEX INC	COM	704326107	784	28,530	SH	DEFINED
PEABODY ENERGY CORP	COM	704549104	1,297	26,464	SH	DEFINED
PENNEY J C INC	COM	708160106	1,142	42,046	SH	DEFINED
PEOPLES UNITED FINANCIAL INC	COM	712704105	417	31,851	SH	DEFINED
PEPCO HOLDINGS INC	COM	713291102	13	726	SH	DEFINED
PEPSICO INC	COM	713448108	31,766	478,118	SH	DEFINED
PEPSICO INC	COM	713448108	2,554	38,454	SH	DEFINED
PEPSICO INC	COM	713448108	3	52	SH	DEFINED
PEPSICO INC	COM	713448108	195	2,937	SH	DEFINED
PERKINELMER INC	COM	714046109	191	8,289	SH	DEFINED
PERRIGO CO	COM	714290103	24,961	388,930	SH	DEFINED
PETROHAWK ENERGY CORP	COM	716495106	866	53,670	SH	DEFINED
PFIZER INC	COM	717081103	138,577	8,068,581	SH	DEFINED
PHILIP MORRIS INTL INC	COM	718172109	66,953	1,195,067	SH	DEFINED
PINNACLE WEST CAP CORP	COM	723484101	405	9,828	SH	DEFINED
PIONEER NAT RES CO	COM	723787107	780	12,004	SH	DEFINED
PITNEY BOWES INC	COM	724479100	1,048	49,006	SH	DEFINED
PLAINS ALL AMERN PIPELINE L	UNIT LTD PARTN	726503105	2,691	42,807	SH	DEFINED
POLO RALPH LAUREN CORP	CL A	731572103	13,750	152,951	SH	DEFINED
PRECISION CASTPARTS CORP	COM	740189105	1,604	12,591	SH	DEFINED
PRICELINE COM INC	COM NEW	741503403	2,924	8,395	SH	DEFINED
PROCTER & GAMBLE CO	COM	742718109	78,341	1,306,556	SH	DEFINED
PROCTER & GAMBLE CO	COM	742718109	3,097	51,665	SH	DEFINED
PROCTER & GAMBLE CO	COM	742718109	5	88	SH	DEFINED
PROCTER & GAMBLE CO	COM	742718109	235	3,928	SH	DEFINED
PROGRESS ENERGY INC	COM	743263105	28,644	645,297	SH	DEFINED
PROGRESSIVE CORP OHIO	COM	743315103	2,489	119,301	SH	DEFINED
PROSPERITY BANCSHARES INC	COM	743606105	3,882	119,600	SH	DEFINED
PRUDENTIAL FINL INC	COM	744320102	20,663	381,562	SH	DEFINED
PUBLIC SVC ENTERPRISE GROUP	COM	744573106	2,967	89,748	SH	DEFINED
PULTE GROUP INC	COM	745867101	202	23,112	SH	DEFINED
QLOGIC CORP	COM	747277101	13	775	SH	DEFINED
QUAD / GRAPHICS INC	COM CL A	747301109	103	2,212	SH	DEFINED
QUALCOMM INC	COM	747525103	30,443	674,574	SH	DEFINED
QUALCOMM INC	COM	747525103	101	2,253	SH	DEFINED
QUESTAR CORP	COM	748356102	5,695	325,065	SH	DEFINED
QWEST COMMUNICATIONS INTL IN	COM	749121109	1,937	308,742	SH	DEFINED
RADIOSHACK CORP	COM	750438103	459	21,513	SH	DEFINED

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RAYTHEON CO	COM NEW	755111507	4,478	98,037	SH	DEFINED
RED HAT INC	COM	756577102	98	2,401	SH	DEFINED
REPUBLIC SVCS INC	COM	760759100	17,150	562,691	SH	DEFINED
RESMED INC	COM	761152107	4,248	129,426	SH	DEFINED
REYNOLDS AMERICAN INC	COM	761713106	6,852	115,355	SH	DEFINED
RIVERBED TECHNOLOGY INC	COM	768573107	8,504	186,654	SH	DEFINED
ROBERT HALF INTL INC	COM	770323103	84	3,249	SH	DEFINED
ROCKWELL AUTOMATION INC	COM	773903109	826	13,387	SH	DEFINED
ROCKWELL COLLINS INC	COM	774341101	1,520	26,119	SH	DEFINED
ROPER INDS INC NEW	COM	776696106	616	9,463	SH	DEFINED
ROSS STORES INC	COM	778296103	2,678	49,010	SH	DEFINED
ROWAN COS INC	COM	779382100	898	29,585	SH	DEFINED
RYANAIR HLDGS PLC	SPONSORED ADR	783513104	2,679	87,055	SH	DEFINED
RYDER SYS INC	COM	783549108	412	9,630	SH	DEFINED
SAFEWAY INC	COM NEW	786514208	137	6,517	SH	DEFINED
ST JUDE MED INC	COM	790849103	3,017	76,721	SH	DEFINED
SARA LEE CORP	COM	803111103	16,389	1,219,928	SH	DEFINED
SCHLUMBERGER LTD	COM	806857108	40,172	652,096	SH	DEFINED
SCHWAB CHARLES CORP NEW	COM	808513105	11,812	850,113	SH	DEFINED
SCRIPPS NETWORKS INTERACT IN	CL A COM	811065101	364	7,667	SH	DEFINED
SEARS HLDGS CORP	COM	812350106	13	193	SH	DEFINED
SEMPRA ENERGY	COM	816851109	109	2,027	SH	DEFINED
SHERWIN WILLIAMS CO	COM	824348106	1,180	15,705	SH	DEFINED
SIGMA ALDRICH CORP	COM	826552101	1,287	21,308	SH	DEFINED
SILICON LABORATORIES INC	COM	826919102	1,108	30,242	SH	DEFINED
SMUCKER J M CO	COM NEW	832696405	2,321	38,363	SH	DEFINED
SNAP ON INC	COM	833034101	304	6,552	SH	DEFINED
SOCIEDAD QUIMICA MINERA DE C	SPON ADR SER B	833635105	5,165	107,143	SH	DEFINED
SOUTHERN CO	COM	842587107	56,116	1,507,494	SH	DEFINED
SOUTHWEST AIRLS CO	COM	844741108	1,782	136,398	SH	DEFINED
SOUTHWESTERN ENERGY CO	COM	845467109	9,009	269,661	SH	DEFINED
SPECTRA ENERGY CORP	COM	847560109	237	10,536	SH	DEFINED
SPRINT NEXTEL CORP	COM SER 1	852061100	15,606	3,374,371	SH	DEFINED
STANDARD PARKING CORP	COM	853790103	15	900	SH	DEFINED
STANLEY BLACK & DECKER INC	COM	854502101	118	1,934	SH	DEFINED
STAPLES INC	COM	855030102	13,264	633,755	SH	DEFINED
STARBUCKS CORP	COM	855244109	1,871	73,214	SH	DEFINED
STATE STR CORP	COM	857477103	46,364	1,231,305	SH	DEFINED
STERICYCLE INC	COM	858912108	89	1,281	SH	DEFINED
STERLITE INDS INDIA LTD	ADS	859737207	28	1,900	SH	DEFINED
STRYKER CORP	COM	863667101	16,131	322,275	SH	DEFINED
SUNTRUST BKS INC	COM	867914103	2,288	88,683	SH	DEFINED
SUPERVALU INC	COM	868536103	694	60,280	SH	DEFINED
SYMANTEC CORP	COM	871503108	3,105	204,932	SH	DEFINED
SYSCO CORP	COM	871829107	15,774	552,892	SH	DEFINED
TECO ENERGY INC	COM	872375100	1,155	66,767	SH	DEFINED
TJX COS INC NEW	COM	872540109	5,680	127,244	SH	DEFINED
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	12,003	1,183,179	SH	DEFINED
TATA MTRS LTD	SPONSORED ADR	876568502	716	28,100	SH	DEFINED
TELLABS INC	COM	879664100	753	101,119	SH	DEFINED
TERADYNE INC	COM	880770102	464	41,679	SH	DEFINED
TERNIUM SA	SPON ADR	880890108	787	24,100	SH	DEFINED
TESORO CORP	COM	881609101	7	536	SH	DEFINED
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	30,569	579,071	SH	DEFINED
TEXAS INSTRS INC	COM	882508104	21,979	809,562	SH	DEFINED
TEXTRON INC	COM	883203101	503	24,495	SH	DEFINED

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TEXTRON INC	COM	883203101	56	2,750	SH	DEFINED
THERMO FISHER SCIENTIFIC INC	COM	883556102	16,685	348,403	SH	DEFINED
TIFFANY & CO NEW	COM	886547108	6,786	144,545	SH	DEFINED
TIME WARNER INC	COM NEW	887317303	24,995	815,789	SH	DEFINED
TITANIUM METALS CORP	COM NEW	888339207	246	12,324	SH	DEFINED
TORCHMARK CORP	COM	891027104	4,517	84,983	SH	DEFINED
TOTAL SYS SVCS INC	COM	891906109	859	56,441	SH	DEFINED
TRANSDIGM GROUP INC	COM	893641100	1,699	27,400	SH	DEFINED
TRIUMPH GROUP INC NEW	COM	896818101	891	11,939	SH	DEFINED
TYSON FOODS INC	CL A	902494103	1,157	72,259	SH	DEFINED
US BANCORP DEL	COM NEW	902973304	29,603	1,369,886	SH	DEFINED
URS CORP NEW	COM	903236107	6	160	SH	DEFINED
ULTRA PETROLEUM CORP	COM	903914109	27,652	659,415	SH	DEFINED
UNION PAC CORP	COM	907818108	9,789	119,720	SH	DEFINED
UNITED PARCEL SERVICE INC	CL B	911312106	38,498	577,367	SH	DEFINED
UNITED STATES STL CORP NEW	COM	912909108	133	3,034	SH	DEFINED
UNITED TECHNOLOGIES CORP	COM	913017109	49,769	698,569	SH	DEFINED
URBAN OUTFITTERS INC	COM	917047102	339	10,802	SH	DEFINED
VCA ANTECH INC	COM	918194101	12	600	SH	DEFINED
V F CORP	COM	918204108	2,295	28,337	SH	DEFINED
VULCAN MATLS CO	COM	929160109	47	1,274	SH	DEFINED
WAL MART STORES INC	COM	931142103	114,215	2,133,875	SH	DEFINED
WALGREEN CO	COM	931422109	40,249	1,201,840	SH	DEFINED
WASHINGTON POST CO	CL B	939640108	575	1,444	SH	DEFINED
WATERS CORP	COM	941848103	1,148	16,231	SH	DEFINED
WATSON PHARMACEUTICALS INC	COM	942683103	456	10,791	SH	DEFINED
WELLS FARGO & CO NEW	COM	949746101	140,632	5,599,529	SH	DEFINED
WESTAMERICA BANCORPORATION	COM	957090103	425	7,806	SH	DEFINED
WESTERN DIGITAL CORP	COM	958102105	2,036	71,759	SH	DEFINED
WESTERN UN CO	COM	959802109	41,459	2,345,001	SH	DEFINED
WEYERHAEUSER CO	COM	962166104	1,398	88,695	SH	DEFINED
WHIRLPOOL CORP	COM	963320106	1,589	19,648	SH	DEFINED
WHOLE FOODS MKT INC	COM	966837106	1,133	30,533	SH	DEFINED
WILLIAMS COS INC DEL	COM	969457100	1,059	55,401	SH	DEFINED
WISCONSIN ENERGY CORP	COM	976657106	1,040	17,997	SH	DEFINED
WYNN RESORTS LTD	COM	983134107	573	6,606	SH	DEFINED
XILINX INC	COM	983919101	2,223	83,529	SH	DEFINED
XEROX CORP	COM	984121103	28,241	2,729,927	SH	DEFINED
YAHOO INC	COM	984332106	14,161	999,016	SH	DEFINED
YUM BRANDS INC	COM	988498101	21,371	464,141	SH	DEFINED
ZIONS BANCORPORATION	COM	989701107	908	42,576	SH	DEFINED
DUN & BRADSTREET CORP DEL NE	COM	26483E100	323	4,360	SH	DEFINED
QUANTA SVCS INC	COM	74762E102	9,476	496,433	SH	DEFINED
VERISIGN INC	COM	92343E102	946	29,844	SH	DEFINED
AMERISOURCEBERGEN CORP	COM	03073E105	2,747	89,585	SH	DEFINED
NEWS CORP	CL A	65248E104	25,365	1,942,942	SH	DEFINED
VALE S A	ADR	91912E105	118,909	3,802,656	SH	DEFINED
TARGET CORP	COM	87612E106	26,615	498,225	SH	DEFINED
DR PEPPER SNAPPLE GROUP INC	COM	26138E109	2,235	62,936	SH	DEFINED
DR PEPPER SNAPPLE GROUP INC	COM	26138E109	43	1,233	SH	DEFINED
TRAVELERS COMPANIES INC	COM	89417E109	4,351	83,498	SH	DEFINED
AES CORP	COM	00130H105	11,745	1,033,947	SH	DEFINED
AOL INC	COM	00184X105	1,261	50,921	SH	DEFINED
AT&T INC	COM	00206R102	94,750	3,312,391	SH	DEFINED
AT&T INC	COM	00206R102	11	402	SH	DEFINED
ACTIVISION BLIZZARD INC	COM	00507V109	21,166	1,955,377	SH	DEFINED

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ACTUANT CORP	CL A NEW	00508X203	1,290	56,240	SH	DEFINED
ADOBE SYS INC	COM	00724F101	137	5,269	SH	DEFINED
ADVISORY BRD CO	COM	00762W107	22	520	SH	DEFINED
AETNA INC NEW	COM	00817Y108	14,930	472,114	SH	DEFINED
AGILENT TECHNOLOGIES INC	COM	00846U101	1,214	36,407	SH	DEFINED
AKAMAI TECHNOLOGIES INC	COM	00971T101	885	17,652	SH	DEFINED
ALLEGHENY TECHNOLOGIES INC	COM	01741R102	19	415	SH	DEFINED
ALLEGIANTRAVEL CO	COM	01748X102	12	300	SH	DEFINED
ALTRIA GROUP INC	COM	02209S103	45,316	1,886,209	SH	DEFINED
AMERICA MOVIL SAB DE CV	SPON ADR L SHS	02364W105	57,084	1,070,611	SH	DEFINED
AMERICAN PUBLIC EDUCATION IN	COM	02913V103	1,736	52,918	SH	DEFINED
AMERIPRISE FINL INC	COM	03076C106	2,156	45,564	SH	DEFINED
ANSYS INC	COM	03662Q105	27,233	644,957	SH	DEFINED
ASSURANT INC	COM	04621X108	15,735	386,577	SH	DEFINED
AUTONATION INC	COM	05329W102	27	1,189	SH	DEFINED
BANCO SANTANDER CHILE NEW	SP ADR REP COM	05965X109	15,147	156,968	SH	DEFINED
BANCO SANTANDER BRASIL S A	ADS REP 1 UNIT	05967A107	12	900	SH	DEFINED
BANCOLOMBIA S A	SPON ADR PREF	05968L102	1,804	27,500	SH	DEFINED
BIOGEN IDEC INC	COM	09062X103	4,668	83,204	SH	DEFINED
BLUE NILE INC	COM	09578R103	471	10,600	SH	DEFINED
CB RICHARD ELLIS GROUP INC	CL A	12497T101	857	46,901	SH	DEFINED
C H ROBINSON WORLDWIDE INC	COM NEW	12541W209	1,923	27,519	SH	DEFINED
CME GROUP INC	COM	12572Q105	12,261	47,103	SH	DEFINED
CA INC	COM	12673P105	2,532	119,885	SH	DEFINED
CAMECO CORP	COM	13321L108	4,819	173,705	SH	DEFINED
CAMERON INTERNATIONAL CORP	COM	13342B105	1,998	46,510	SH	DEFINED
CAPITAL ONE FINL CORP	COM	14040H105	15,810	400,075	SH	DEFINED
CAPITALSOURCE INC	COM	14055X102	4,626	867,224	SH	DEFINED
CARDINAL HEALTH INC	COM	14149Y108	18,492	559,516	SH	DEFINED
CAREFUSION CORP	COM	14170T101	71	2,875	SH	DEFINED
CENTERPOINT ENERGY INC	COM	15189T107	46,025	2,925,976	SH	DEFINED
CISCO SYS INC	COM	17275R102	130,507	5,957,864	SH	DEFINED
CLIFFS NATURAL RESOURCES INC	COM	18683K101	1,653	25,900	SH	DEFINED
COMCAST CORP NEW	CL A	20030N101	34,481	1,906,643	SH	DEFINED
COMSCORE INC	COM	20564W105	25	1,100	SH	DEFINED
CONOCOPHILLIPS	COM	20825C104	108,445	1,888,138	SH	DEFINED
CONOCOPHILLIPS	COM	20825C104	34	600	SH	DEFINED
CONSOL ENERGY INC	COM	20854P109	113	3,067	SH	DEFINED
CONSTITUTION BRANDS INC	CL A	21036P108	792	44,797	SH	DEFINED
COSTCO WHSL CORP NEW	COM	22160K105	6,702	103,927	SH	DEFINED
COSTAR GROUP INC	COM	22160N109	891	18,312	SH	DEFINED
COTT CORP QUE	COM	22163N106	80	10,300	SH	DEFINED
D R HORTON INC	COM	23331A109	749	67,408	SH	DEFINED
DAVITA INC	COM	23918K108	1,706	24,736	SH	DEFINED
DELL INC	COM	24702R101	15,041	1,160,606	SH	DEFINED
DELL INC	COM	24702R101	7	602	SH	DEFINED
DEVON ENERGY CORP NEW	COM	25179M103	17,110	264,236	SH	DEFINED
DEVON ENERGY CORP NEW	COM	25179M103	2,410	37,225	SH	DEFINED
DEVON ENERGY CORP NEW	COM	25179M103	3	59	SH	DEFINED
DEVON ENERGY CORP NEW	COM	25179M103	185	2,860	SH	DEFINED
DIAMOND OFFSHORE DRILLING IN	COM	25271C102	430	6,357	SH	DEFINED
DISCOVERY COMMUNICATNS NEW	COM SER A	25470F104	261	5,999	SH	DEFINED
DIRECTV	COM CL A	25490A101	6,381	153,262	SH	DEFINED
DOMINION RES INC VA NEW	COM	25746U109	384	8,800	SH	DEFINED
DUKE ENERGY CORP NEW	COM	26441C105	2,376	134,223	SH	DEFINED
EOG RES INC	COM	26875P101	12,683	136,471	SH	DEFINED

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EQT CORP	COM	26884L109	19	537	SH	DEFINED
EL PASO CORP	COM	28336L109	774	62,504	SH	DEFINED
ENTERGY CORP NEW	COM	29364G103	3,431	44,831	SH	DEFINED
EXELON CORP	COM	30161N101	33,078	777,035	SH	DEFINED
EXPEDIA INC DEL	COM	30212P105	530	18,798	SH	DEFINED
EXXON MOBIL CORP	COM	30231G102	200,840	3,250,105	SH	DEFINED
EXXON MOBIL CORP	COM	30231G102	14	236	SH	DEFINED
FMC TECHNOLOGIES INC	COM	30249U101	22,628	331,237	SH	DEFINED
FEDEX CORP	COM	31428X106	2,285	26,732	SH	DEFINED
FIDELITY NATL INFORMATION SV	COM	31620M106	1,079	39,777	SH	DEFINED
FLOWERVE CORP	COM	34354P105	966	8,829	SH	DEFINED
FREEMPORT-MCMORAN COPPER & GO	COM	35671D857	31,700	371,395	SH	DEFINED
FRONTIER COMMUNICATIONS CORP	COM	35906A108	1,784	218,585	SH	DEFINED
GAMESTOP CORP NEW	CL A	36467W109	1,000	50,741	SH	DEFINED
GENWORTH FINL INC	COM CL A	37247D106	1,064	87,042	SH	DEFINED
GOLDMAN SACHS GROUP INC	COM	38141G104	41,659	288,230	SH	DEFINED
GOOGLE INC	CL A	38259P508	91,420	173,870	SH	DEFINED
GRUPO TELEVISIA SA DE CV	SP ADR REP ORD	40049J206	14,004	740,563	SH	DEFINED
HCP INC	COM	40414L109	1,932	53,748	SH	DEFINED
HDFC BANK LTD	ADR REPS 3 SHS	40415F101	8,394	45,561	SH	DEFINED
HMS HLDGS CORP	COM	40425J101	761	12,918	SH	DEFINED
HESS CORP	COM	42809H107	5,525	93,510	SH	DEFINED
ICICI BK LTD	ADR	45104G104	20,487	411,071	SH	DEFINED
IDEX CORP	COM	45167R104	1,750	49,234	SH	DEFINED
INTEGRYS ENERGY GROUP INC	COM	45822P105	615	11,819	SH	DEFINED
INTERCONTINENTALEXCHANGE INC	COM	45865V100	597	5,707	SH	DEFINED
INTUITIVE SURGICAL INC	COM NEW	46120E602	1,081	3,808	SH	DEFINED
ISILON SYS INC	COM	46432L104	2,219	99,695	SH	DEFINED
JDS UNIPHASE CORP	COM PAR \$0.001	46612J507	40,201	3,246,022	SH	DEFINED
JPMORGAN CHASE & CO	COM	46625H100	86,906	2,283,719	SH	DEFINED
JPMORGAN CHASE & CO	COM	46625H100	2,160	56,771	SH	DEFINED
JPMORGAN CHASE & CO	COM	46625H100	3	87	SH	DEFINED
JPMORGAN CHASE & CO	COM	46625H100	161	4,256	SH	DEFINED
JANUS CAP GROUP INC	COM	47102X105	171	15,640	SH	DEFINED
JUNIPER NETWORKS INC	COM	48203R104	1,533	50,554	SH	DEFINED
KRAFT FOODS INC	CL A	50075N104	22,337	723,725	SH	DEFINED
KRAFT FOODS INC	CL A	50075N104	37	1,231	SH	DEFINED
LG DISPLAY CO LTD	SPONS ADR REP	50186V102	306	17,600	SH	DEFINED
LABORATORY CORP AMER HLDGS	COM NEW	50540R409	2,580	32,912	SH	DEFINED
LIFE TECHNOLOGIES CORP	COM	53217V109	10,704	229,140	SH	DEFINED
M & T BK CORP	COM	55261F104	1,216	14,866	SH	DEFINED
MSCI INC	CL A	55354G100	1,542	46,393	SH	DEFINED
MWI VETERINARY SUPPLY INC	COM	55402X105	28	500	SH	DEFINED
MACYS INC	COM	55616P104	3,139	136,020	SH	DEFINED
MACYS INC	COM	55616P104	1,126	48,790	SH	DEFINED
MACYS INC	COM	55616P104	1	63	SH	DEFINED
MACYS INC	COM	55616P104	78	3,402	SH	DEFINED
MARKET VECTORS ETF TR	GOLD MINER ETF	57060U100	203	3,628	SH	DEFINED
MARKET VECTORS ETF TR	GOLD MINER ETF	57060U100	245	4,380	SH	DEFINED
MASTERCARD INC	CL A	57636Q104	17,064	76,146	SH	DEFINED
MCKESSON CORP	COM	58155Q103	6,558	106,196	SH	DEFINED
MEDCO HEALTH SOLUTIONS INC	COM	58405U102	3,988	76,654	SH	DEFINED
MEDCO HEALTH SOLUTIONS INC	COM	58405U102	14	288	SH	DEFINED
MERCK & CO INC NEW	COM	58933Y105	64,597	1,755,124	SH	DEFINED
MERCK & CO INC NEW	COM	58933Y105	25	701	SH	DEFINED
MERCK & CO INC NEW	COM	58933Y105	22	600	SH	DEFINED

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METLIFE INC	COM	59156R108	27,742	721,516	SH	DEFINED
MOLSON COORS BREWING CO	CL B	60871R209	1,952	41,359	SH	DEFINED
MONSANTO CO NEW	COM	61166W101	12,831	267,820	SH	DEFINED
NII HLDGS INC	CL B NEW	62913F201	6,674	162,376	SH	DEFINED
NETAPP INC	COM	64110D104	4,111	82,607	SH	DEFINED
NETLOGIC MICROSYSTEMS INC	COM	64118B100	4,266	154,728	SH	DEFINED
NEXTERA ENERGY INC	COM	65339F101	2,161	39,754	SH	DEFINED
NISOURCE INC	COM	65473P105	873	50,223	SH	DEFINED
NVIDIA CORP	COM	67066G104	52	4,454	SH	DEFINED
OCLARO INC	COM NEW	67555N206	1,456	90,990	SH	DEFINED
ORACLE CORP	COM	68389X105	52,908	1,969,798	SH	DEFINED
PG&E CORP	COM	69331C108	17,392	383,093	SH	DEFINED
PPL CORP	COM	69351T106	91	3,367	SH	DEFINED
PSS WORLD MED INC	COM	69366A100	835	39,068	SH	DEFINED
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	58,611	1,785,852	SH	DEFINED
PETROLEO BRASILEIRO SA PETRO	SPONSORED ADR	71654V408	781	21,546	SH	DEFINED
PORTFOLIO RECOVERY ASSOCS IN	COM	73640Q105	2,609	40,395	SH	DEFINED
PRAXAIR INC	COM	74005P104	14,540	161,188	SH	DEFINED
PRICE T ROWE GROUP INC	COM	74144T108	1,137	22,730	SH	DEFINED
PRINCIPAL FINL GROUP INC	COM	74251V102	1,464	56,484	SH	DEFINED
QEP RES INC	COM	74733V100	10,251	339,919	SH	DEFINED
QUEST DIAGNOSTICS INC	COM	74834L100	1,801	35,708	SH	DEFINED
QUINSTREET INC	COM	74874Q100	1,260	83,889	SH	DEFINED
RANGE RES CORP	COM	75281A109	2,296	60,222	SH	DEFINED
REGIONS FINANCIAL CORP NEW	COM	7591EP100	8,608	1,183,312	SH	DEFINED
SAIC INC	COM	78390X101	1,181	73,897	SH	DEFINED
SK TELECOM LTD	SPONSORED ADR	78440P108	232	13,300	SH	DEFINED
SLM CORP	COM	78442P106	1,002	86,697	SH	DEFINED
SPDR S&P 500 ETF TR	TR UNIT	78462F103	198	1,742	SH	DEFINED
SPDR INDEX SHS FDS	EURO STOXX 50	78463X202	139	3,809	SH	DEFINED
SPDR INDEX SHS FDS	EURO STOXX 50	78463X202	998	27,171	SH	DEFINED
SALESFORCE COM INC	COM	79466L302	93	836	SH	DEFINED
SANDISK CORP	COM	80004C101	2,812	76,763	SH	DEFINED
SCANA CORP NEW	COM	80589M102	420	10,446	SH	DEFINED
SEALED AIR CORP NEW	COM	81211K100	873	38,854	SH	DEFINED
SELECT SECTOR SPDR TR	SBI MATERIALS	81369Y100	10	323	SH	DEFINED
SELECT SECTOR SPDR TR	SBI HEALTHCARE	81369Y209	3,318	108,825	SH	DEFINED
SELECT SECTOR SPDR TR	SBI HEALTHCARE	81369Y209	4	145	SH	DEFINED
SELECT SECTOR SPDR TR	SBI HEALTHCARE	81369Y209	231	7,597	SH	DEFINED
SELECT SECTOR SPDR TR	SBI CONS DISCR	81369Y407	8	253	SH	DEFINED
SELECT SECTOR SPDR TR	SBI INT-FINL	81369Y605	2,819	196,525	SH	DEFINED
SELECT SECTOR SPDR TR	SBI INT-FINL	81369Y605	5	354	SH	DEFINED
SELECT SECTOR SPDR TR	SBI INT-FINL	81369Y605	214	14,931	SH	DEFINED
SELECT SECTOR SPDR TR	SBI INT-UTILS	81369Y886	4,625	147,458	SH	DEFINED
SELECT SECTOR SPDR TR	SBI INT-UTILS	81369Y886	5	166	SH	DEFINED
SELECT SECTOR SPDR TR	SBI INT-UTILS	81369Y886	315	10,074	SH	DEFINED
SIGNATURE BK NEW YORK N Y	COM	82669G104	2,057	53,012	SH	DEFINED
SKYWORKS SOLUTIONS INC	COM	83088M102	13,876	671,156	SH	DEFINED
SOLERA HOLDINGS INC	COM	83421A104	1,792	40,568	SH	DEFINED
SOUTHERN COPPER CORP	COM	84265V105	7,964	226,936	SH	DEFINED
STARWOOD HOTELS&RESORTS WRLD	COM	85590A401	19,423	369,412	SH	DEFINED
SUNOCO INC	COM	86764P109	431	11,821	SH	DEFINED
SUNOCO INC	COM	86764P109	5	158	SH	DEFINED
TEMPUR PEDIC INTL INC	COM	88023U101	3,500	112,869	SH	DEFINED
TENARIS S A	SPONSORED ADR	88031M109	28,215	733,831	SH	DEFINED
TENET HEALTHCARE CORP	COM	88033G100	399	84,636	SH	DEFINED

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TERADATA CORP DEL	COM	88076W103	1,093	28350	SH	DEFINED
TEXAS CAPITAL BANCSHARES INC	COM	88224Q107	1,291	74,856	SH	DEFINED
3M CO	COM	88579Y101	24,749	285,348	SH	DEFINED
TIME WARNER CABLE INC	COM	88732J207	4,596	85119	SH	DEFINED
TREEHOUSE FOODS INC	COM	89469A104	732	15,900	SH	DEFINED
TREX CO INC	COM	89531P105	1,251	65,680	SH	DEFINED
ULTA SALON COSMETCS & FRAG I	COM	90384S303	922	31610	SH	DEFINED
UNITEDHEALTH GROUP INC	COM	91324P102	69,203	1,970,777	SH	DEFINED
UNUM GROUP	COM	91529Y106	1,326	59,941	SH	DEFINED
VALERO ENERGY CORP NEW	COM	91913Y100	998	57032	SH	DEFINED
VARIAN MED SYS INC	COM	92220P105	15,772	260,872	SH	DEFINED
VERIZON COMMUNICATIONS INC	COM	92343V104	44,062	1,351,819	SH	DEFINED
VERIZON COMMUNICATIONS INC	COM	92343V104	1,683	51651	SH	DEFINED
VERIZON COMMUNICATIONS INC	COM	92343V104	2	65	SH	DEFINED
VERIZON COMMUNICATIONS INC	COM	92343V104	116	3,574	SH	DEFINED
VERISK ANALYTICS INC	CL A	92345Y106	241	8616	SH	DEFINED
VIACOM INC NEW	CL B	92553P201	5,203	143,739	SH	DEFINED
VIACOM INC NEW	CL B	92553P201	467	12,926	SH	DEFINED
VIACOM INC NEW	CL B	92553P201	3	84	SH	DEFINED
VIACOM INC NEW	CL B	92553P201	55	1,546	SH	DEFINED
VIRGIN MEDIA INC	COM	92769L101	39,563	1,717,894	SH	DEFINED
VIRGIN MEDIA INC	*W EXP 01/10/201	92769L119	0	1	SH	DEFINED
VISA INC	COM CL A	92826C839	19,463	262,294	SH	DEFINED
WASTE MGMT INC DEL	COM	94106L109	25,999	727,348	SH	DEFINED
WELLPOINT INC	COM	94973V107	15,341	270996	SH	DEFINED
WIMM BILL DANN FOODS OJSC	SPONSORED ADR	97263M109	594	26,300	SH	DEFINED
WINDSTREAM CORP	COM	97381W104	44	3,641	SH	DEFINED
WYNDHAM WORLDWIDE CORP	COM	98310W108	1,602	58289	SH	DEFINED
XCEL ENERGY INC	COM	98389B100	1,013	44,129	SH	DEFINED

YINGLI GREEN ENERGY HLDG CO	ADR	98584B103	69	5,000	SH	DEFINED
ZIMMER HLDGS INC	COM	98956P102	5,029	96111	SH	DEFINED
ACCENTURE PLC IRELAND	SHS CLASS A	G1151C101	9,493	223,346	SH	DEFINED
CREDICORP LTD	COM	G2519Y108	27,965	245,613	SH	DEFINED
INVESCO LTD	SHS	G491BT108	928	43738	SH	DEFINED
LAZARD LTD	SHS A	G54050102	37,231	1,062,400	SH	DEFINED
NABORS INDUSTRIES LTD	SHS	G6359F103	10,026	555,197	SH	DEFINED
XL GROUP PLC	SHS	G98290102	1,379	63685	SH	DEFINED
ACE LTD	SHS	H0023R105	5,154	88,461	SH	DEFINED
TYCO INTERNATIONAL LTD	SHS	H89128104	1,819	49,555	SH	DEFINED
TAT TECHNOLOGIES LTD	ORD NEW	M8740S227	216	31159	SH	DEFINED

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