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Lloyds Banking Group plc
Form 13F-HR
April 30, 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: 28th March 2013

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 Darren Hemsley

Title: Share Disclosure Team

Phone: (+44) 113 235 7676

Signature, Place, and Date of Signing:

/s/ D Hemsley

[Signature] [City, State] 30th April 2013
----- [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: _____

Form 13F Information Table Entry Total: 612

Form 13F Information Table Value Total: \$9,472,219

(000's)

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
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10	028-10237	Lloyds TSB Offshore Private Clients Limited
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11	028-10892	Lloyds TSB Offshore Limited
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EXCHANGE RATE 1.5181

FORM 13F INFORMATION TABLE FOR LLOYDS BANKING GROUP PLC

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE US\$ 000's	NO. OF SHARES	SH/PRN	INVESTMENT DISCRETION M
AFLAC INC	COM	001055102	20,411	392,373	SH	DEFINED
AGL RES INC	COM	001204106	6,078	144,909	SH	DEFINED
ABBOTT LABS	COM	002824100	41,501	1,175,013	SH	DEFINED
ABERCROMBIE & FITCH CO	CL A	002896207	894	19,357	SH	DEFINED
ADVANCED MICRO DEVICES INC	COM	007903107	362	141,983	SH	DEFINED
AGNICO EAGLE MINES LTD	COM	008474108	99	2,427	SH	DEFINED
AIR PRODS & CHEMS INC	COM	009158106	23,603	270,927	SH	DEFINED
AIRGAS INC	COM	009363102	126,439	1,275,108	SH	DEFINED
ALCOA INC	COM	013817101	1,359	159,610	SH	DEFINED

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ALEXION PHARMACEUTICALS INC	COM	015351109	2,338	25,378	SH	DEFINED
ALLERGAN INC	COM	018490102	6,443	57,722	SH	DEFINED
ALLSTATE CORP	COM	020002101	8,143	165,957	SH	DEFINED
ALTERA CORP	COM	021441100	1,715	48,368	SH	DEFINED
AMAZON COM INC	COM	023135106	40,391	151,567	SH	DEFINED
AMEREN CORP	COM	023608102	2,286	65,298	SH	DEFINED
AMERICAN ELEC PWR INC	COM	025537101	6,065	124,737	SH	DEFINED
AMERICAN EXPRESS CO	COM	025816109	181,664	2,692,919	SH	DEFINED
AMERICAN INTL GROUP INC	COM NEW	026874784	121,885	3,139,761	SH	DEFINED
AMGEN INC	COM	031162100	35,953	350,736	SH	DEFINED
AMGEN INC	COM	031162100	621	6,061	SH	DEFINED
AMGEN INC	COM	031162100	3,639	35,507	SH	DEFINED
AMPHENOL CORP NEW	CL A	032095101	2,462	32,986	SH	DEFINED
ANADARKO PETE CORP	COM	032511107	19,395	221,785	SH	DEFINED
ANALOG DEVICES INC	COM	032654105	3,192	68,662	SH	DEFINED
APACHE CORP	COM	037411105	28,534	369,808	SH	DEFINED
APOLLO GROUP INC	CL A	037604105	200	11,502	SH	DEFINED
APPLE INC	COM	037833100	209,693	473,744	SH	DEFINED
APPLE INC	COM	037833100	388	878	SH	DEFINED
APPLE INC	COM	037833100	2,328	5,263	SH	DEFINED
APPLIED MATLS INC	COM	038222105	3,373	250,253	SH	DEFINED
ARCHER DANIELS MIDLAND CO	COM	039483102	15,396	456,477	SH	DEFINED
ASHLAND INC NEW	COM	044209104	104,120	1,401,357	SH	DEFINED
AUTODESK INC	COM	052769106	1,107	26,857	SH	DEFINED
AUTOMATIC DATA PROCESSING IN	COM	053015103	29,896	459,806	SH	DEFINED
AUTOZONE INC	COM	053332102	16,083	40,536	SH	DEFINED
AVERY DENNISON CORP	COM	053611109	617	14,330	SH	DEFINED
AVON PRODS INC	COM	054303102	1,278	61,661	SH	DEFINED
BB&T CORP	COM	054937107	5,984	190,651	SH	DEFINED
BMC SOFTWARE INC	COM	055921100	708	15,303	SH	DEFINED
BAIDU INC	SPON ADR REP A	056752108	5,829	66,474	SH	DEFINED
BAKER HUGHES INC	COM	057224107	6,599	142,203	SH	DEFINED
BALL CORP	COM	058498106	1,223	25,706	SH	DEFINED
BANK OF AMERICA CORPORATION	COM	060505104	62,896	5,163,898	SH	DEFINED
BANK NEW YORK MELLON CORP	COM	064058100	25,551	912,878	SH	DEFINED
BANK NEW YORK MELLON CORP	COM	064058100	47	1,713	SH	DEFINED
BARD C R INC	COM	067383109	1,092	10,837	SH	DEFINED
BAXTER INTL INC	COM	071813109	9,799	134,908	SH	DEFINED
BEAM INC	COM	073730103	2,543	40,024	SH	DEFINED
BECTON DICKINSON & CO	COM	075887109	4,214	44,079	SH	DEFINED
BED BATH & BEYOND INC	COM	075896100	4,211	65,379	SH	DEFINED
BEMIS INC	COM	081437105	932	23,107	SH	DEFINED
BERKSHIRE HATHAWAY INC DEL	CL B NEW	084670702	84,150	807,584	SH	DEFINED
BEST BUY INC	COM	086516101	1,113	50,253	SH	DEFINED
BLOCK H & R INC	COM	093671105	1,006	34,210	SH	DEFINED
BOEING CO	COM	097023105	29,088	338,835	SH	DEFINED
BORGWARNER INC	COM	099724106	1,860	24,052	SH	DEFINED
BOSTON SCIENTIFIC CORP	COM	101137107	3,375	432,170	SH	DEFINED
BRISTOL MYERS SQUIBB CO	COM	110122108	29,590	718,387	SH	DEFINED
BROADCOM CORP	CL A	111320107	3,296	95,095	SH	DEFINED
BROWN FORMAN CORP	CL B	115637209	2,866	40,143	SH	DEFINED
BRUNSWICK CORP	COM	117043109	5,000	146,120	SH	DEFINED
CBS CORP NEW	CL B	124857202	23,836	510,525	SH	DEFINED
CF INDS HLDGS INC	COM	125269100	4,793	25,180	SH	DEFINED
CIGNA CORPORATION	COM	125509109	5,102	81,812	SH	DEFINED
CMS ENERGY CORP	COM	125896100	2,049	73,343	SH	DEFINED

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CSX CORP	COM	126408103	7,072	287,154	SH	DEFINED
CVS CAREMARK CORPORATION	COM	126650100	38,580	701,593	SH	DEFINED
CABOT OIL & GAS CORP	COM	127097103	3,540	52,367	SH	DEFINED
CAMPBELL SOUP CO	COM	134429109	2,194	48,386	SH	DEFINED
CARMAX INC	COM	143130102	1,335	32,015	SH	DEFINED
CARNIVAL CORP	PAIRED CTF	143658300	6,288	183,329	SH	DEFINED
CATERPILLAR INC DEL	COM	149123101	38,408	441,635	SH	DEFINED
CELGENE CORP	COM	151020104	25,671	221,480	SH	DEFINED
CENTURYLINK INC	COM	156700106	17,769	505,823	SH	DEFINED
CERNER CORP	COM	156782104	2,330	24,593	SH	DEFINED
CHESAPEAKE ENERGY CORP	COM	165167107	2,610	127,927	SH	DEFINED
CHEVRON CORP NEW	COM	166764100	123,772	1,041,684	SH	DEFINED
CHEVRON CORP NEW	COM	166764100	362	3,053	SH	DEFINED
CHEVRON CORP NEW	COM	166764100	2,070	17,434	SH	DEFINED
CHIPOTLE MEXICAN GRILL INC	COM	169656105	2,251	6,909	SH	DEFINED
CHUBB CORP	COM	171232101	6,296	71,933	SH	DEFINED
CINCINNATI FINL CORP	COM	172062101	18,568	393,235	SH	DEFINED
CINTAS CORP	COM	172908105	1,233	27,941	SH	DEFINED
CITIGROUP INC	COM NEW	172967424	189,207	4,276,835	SH	DEFINED
CITRIX SYS INC	COM	177376100	19,180	265,801	SH	DEFINED
CLARCOR INC	COM	179895107	8,905	170,013	SH	DEFINED
CLEAN HARBORS INC	COM	184496107	13,116	225,802	SH	DEFINED
CLOROX CO DEL	COM	189054109	2,014	22,752	SH	DEFINED
COACH INC	COM	189754104	3,491	69,836	SH	DEFINED
COCA COLA CO	COM	191216100	73,901	1,827,434	SH	DEFINED
COGNIZANT TECHNOLOGY SOLUTIO	CL A	192446102	3,179	41,496	SH	DEFINED
COLGATE PALMOLIVE CO	COM	194162103	30,178	255,681	SH	DEFINED
COLGATE PALMOLIVE CO	COM	194162103	70	600	SH	DEFINED
COMERICA INC	COM	200340107	2,016	56,088	SH	DEFINED
COMPANIA DE MINAS BUENAVENTU	SPONSORED ADR	204448104	469	18,100	SH	DEFINED
COMPUTER SCIENCES CORP	COM	205363104	1,202	24,423	SH	DEFINED
CONAGRA FOODS INC	COM	205887102	6,138	171,418	SH	DEFINED
CONSOLIDATED EDISON INC	COM	209115104	2,524	41,365	SH	DEFINED
COOPER COS INC	COM NEW	216648402	111,008	1,029,000	SH	DEFINED
CORNING INC	COM	219350105	6,229	467,330	SH	DEFINED
COVENTRY HEALTH CARE INC	COM	222862104	1,855	39,460	SH	DEFINED
CROWN CASTLE INTL CORP	COM	228227104	4,844	69,560	SH	DEFINED
CUMMINS INC	COM	231021106	19,469	168,112	SH	DEFINED
DTE ENERGY CO	COM	233331107	20,570	300,999	SH	DEFINED
DANAHER CORP DEL	COM	235851102	124,757	2,007,364	SH	DEFINED
DARDEN RESTAURANTS INC	COM	237194105	1,172	22,686	SH	DEFINED
DEAN FOODS CO NEW	COM	242370104	412	22,725	SH	DEFINED
DEERE & CO	COM	244199105	23,016	267,697	SH	DEFINED
DEERE & CO	COM	244199105	460	5,360	SH	DEFINED
DEERE & CO	COM	244199105	2,749	31,978	SH	DEFINED
DENBURY RES INC	COM NEW	247916208	1,768	94,839	SH	DEFINED
DENTSPLY INTL INC NEW	COM	249030107	576	13,593	SH	DEFINED
DISNEY WALT CO	COM DISNEY	254687106	61,690	1,086,101	SH	DEFINED
DISCOVER FINL SVCS	COM	254709108	6,926	154,480	SH	DEFINED
DOLLAR GEN CORP NEW	COM	256677105	3,737	73,889	SH	DEFINED
DOLLAR TREE INC	COM	256746108	2,925	60,408	SH	DEFINED
DOVER CORP	COM	260003108	3,746	51,408	SH	DEFINED
DOW CHEM CO	COM	260543103	23,697	744,273	SH	DEFINED
DU PONT E I DE NEMOURS & CO	COM	263534109	8,538	173,695	SH	DEFINED
E M C CORP MASS	COM	268648102	35,026	1,466,152	SH	DEFINED
E M C CORP MASS	COM	268648102	542	22,709	SH	DEFINED
E M C CORP MASS	COM	268648102	3,246	135,928	SH	DEFINED
E TRADE FINANCIAL CORP	COM NEW	269246401	579	54,089	SH	DEFINED
EASTMAN CHEM CO	COM	277432100	3,107	44,479	SH	DEFINED
EBAY INC	COM	278642103	35,487	654,515	SH	DEFINED
ECOLAB INC	COM	278865100	22,758	283,844	SH	DEFINED
ECOLAB INC	COM	278865100	174	2,182	SH	DEFINED

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ECOPETROL S A	SPONSORED ADS	279158109	15,374	282,000	SH	DEFINED
EDISON INTL	COM	281020107	2,437	48,440	SH	DEFINED
ELECTRONIC ARTS INC	COM	285512109	1,402	79,210	SH	DEFINED
EMERSON ELEC CO	COM	291011104	10,756	192,533	SH	DEFINED
EQUIFAX INC	COM	294429105	1,551	26,936	SH	DEFINED
EXPEDITORS INTL WASH INC	COM	302130109	1,327	37,173	SH	DEFINED
FLIR SYS INC	COM	302445101	503	19,360	SH	DEFINED
F M C CORP	COM NEW	302491303	1,005	17,637	SH	DEFINED
FAMILY DLR STORES INC	COM	307000109	1,509	25,558	SH	DEFINED
FASTENAL CO	COM	311900104	1,912	37,244	SH	DEFINED
F5 NETWORKS INC	COM	315616102	1,335	14,993	SH	DEFINED
FIFTH THIRD BANCORP	COM	316773100	4,311	264,317	SH	DEFINED
FIRST HORIZON NATL CORP	COM	320517105	363	34,051	SH	DEFINED
FIRST SOLAR INC	COM	336433107	243	9,033	SH	DEFINED
FISERV INC	COM	337738108	9,705	110,465	SH	DEFINED
FIRSTENERGY CORP	COM	337932107	6,100	144,570	SH	DEFINED
FLUOR CORP NEW	COM	343412102	2,242	33,802	SH	DEFINED
FOMENTO ECONOMICO MEXICANO S	SPON ADR UNITS	344419106	2,290	20,185	SH	DEFINED
FORD MTR CO DEL	COM PAR \$0.01	345370860	26,836	2,040,805	SH	DEFINED
FOREST LABS INC	COM	345838106	2,124	55,850	SH	DEFINED
FOSSIL INC	COM	349882100	874	9,050	SH	DEFINED
FRANKLIN RES INC	COM	354613101	4,346	28,822	SH	DEFINED
GANNETT INC	COM	364730101	1,707	78,086	SH	DEFINED
GAP INC DEL	COM	364760108	3,798	107,310	SH	DEFINED
GENERAL DYNAMICS CORP	COM	369550108	24,431	346,493	SH	DEFINED
GENERAL ELECTRIC CO	COM	369604103	125,538	5,429,858	SH	DEFINED
GENERAL MLS INC	COM	370334104	23,751	481,679	SH	DEFINED
GENUINE PARTS CO	COM	372460105	3,998	51,260	SH	DEFINED
GILEAD SCIENCES INC	COM	375558103	11,530	235,662	SH	DEFINED
GOLDCORP INC NEW	COM	380956409	11,709	348,185	SH	DEFINED
GOODYEAR TIRE & RUBR CO	COM	382550101	864	68,596	SH	DEFINED
GRAINGER W W INC	COM	384802104	67,497	300,017	SH	DEFINED
HALLIBURTON CO	COM	406216101	92,056	2,278,057	SH	DEFINED
HARLEY DAVIDSON INC	COM	412822108	127,674	2,395,402	SH	DEFINED
HARMAN INTL INDS INC	COM	413086109	697	15,622	SH	DEFINED
HARRIS CORP DEL	COM	413875105	1,776	38,338	SH	DEFINED
HARTFORD FINL SVCS GROUP INC	COM	416515104	2,950	114,365	SH	DEFINED
HASBRO INC	COM	418056107	835	19,020	SH	DEFINED
HEINZ H J CO	COM	423074103	4,125	57,085	SH	DEFINED
HELMERICH & PAYNE INC	COM	423452101	2,208	36,390	SH	DEFINED
HERSHEY CO	COM	427866108	2,681	30,638	SH	DEFINED
HEWLETT PACKARD CO	COM	428236103	23,857	1,000,749	SH	DEFINED
HEXCEL CORP NEW	COM	428291108	104,977	3,618,679	SH	DEFINED
HOME DEPOT INC	COM	437076102	54,338	778,711	SH	DEFINED
HONEYWELL INTL INC	COM	438516106	13,140	174,395	SH	DEFINED
HONEYWELL INTL INC	COM	438516106	240	3,189	SH	DEFINED
HORMEL FOODS CORP	COM	440452100	1,501	36,328	SH	DEFINED
HOSPIRA INC	COM	441060100	550	16,770	SH	DEFINED
HUDSON CITY BANCORP	COM	443683107	893	103,366	SH	DEFINED
HUMANA INC	COM	444859102	2,417	34,986	SH	DEFINED
HUNT J B TRANS SVCS INC	COM	445658107	6,395	85,866	SH	DEFINED
HUNTINGTON BANCSHARES INC	COM	446150104	1,831	247,801	SH	DEFINED
ILLINOIS TOOL WKS INC	COM	452308109	7,286	119,562	SH	DEFINED
ILLINOIS TOOL WKS INC	COM	452308109	345	5,671	SH	DEFINED
ILLINOIS TOOL WKS INC	COM	452308109	2,060	33,814	SH	DEFINED
INFOSYS LTD	SPONSORED ADR	456788108	10,312	191,294	SH	DEFINED

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INTEL CORP	COM	458140100	54,838	2,509,782	SH	DEFINED
INTERNATIONAL BUSINESS MACHS	COM	459200101	106,777	500,600	SH	DEFINED
INTERNATIONAL BUSINESS MACHS	COM	459200101	113	530	SH	DEFINED
INTERNATIONAL FLAVORS&FRAGRA	COM	459506101	1,020	13,308	SH	DEFINED
INTERNATIONAL GAME TECHNOLOG	COM	459902102	624	37,876	SH	DEFINED
INTL PAPER CO	COM	460146103	3,696	79,358	SH	DEFINED
INTERPUBLIC GROUP COS INC	COM	460690100	1,863	143,004	SH	DEFINED
INTUIT	COM	461202103	16,790	255,764	SH	DEFINED
IRON MTN INC	COM	462846106	926	25,519	SH	DEFINED
ISHARES INC	MSCI UTD KINGD	464286699	3,347	183,169	SH	DEFINED
ISHARES INC	MSCI UTD KINGD	464286699	234	12,824	SH	DEFINED
ISHARES INC	MSCI JAPAN	464286848	2,213	205,075	SH	DEFINED
ISHARES INC	MSCI JAPAN	464286848	31	2,875	SH	DEFINED
ISHARES TR	S&P NA SOFTWR	464287515	282	4,074	SH	DEFINED
ISHARES TR	S&P NA SOFTWR	464287515	1,628	23,469	SH	DEFINED
ISHARES TR	S&P GLB100INDX	464287572	119	1,760	SH	DEFINED
ISHARES TR	S&P EURO PLUS	464287861	45	1,140	SH	DEFINED
ISHARES TR	S&P ASIA 50 IN	464288430	1,226	26,412	SH	DEFINED
ISHARES TR	S&P ASIA 50 IN	464288430	11	242	SH	DEFINED
ISHARES TR	MSCI KLD400 SOC	464288570	74	1,280	SH	DEFINED
ISHARES TR	DJ OIL EQUIP	464288844	513	8,954	SH	DEFINED
ISHARES TR	DJ OIL EQUIP	464288844	2,872	50,043	SH	DEFINED
ISHARES TR	CORE L/T USB ETF	464289479	41	670	SH	DEFINED
ISHARES TR	CORE L/T USB ETF	464289479	23	379	SH	DEFINED
JABIL CIRCUIT INC	COM	466313103	385	20,839	SH	DEFINED
JACOBS ENGR GROUP INC DEL	COM	469814107	1,519	27,025	SH	DEFINED
JOHNSON & JOHNSON	COM	478160104	102,534	1,257,624	SH	DEFINED
JOHNSON CTLS INC	COM	478366107	5,275	150,440	SH	DEFINED
JOY GLOBAL INC	COM	481165108	875	14,706	SH	DEFINED
KLA-TENCOR CORP	COM	482480100	3,756	71,223	SH	DEFINED
KELLOGG CO	COM	487836108	19,718	306,051	SH	DEFINED
KEYCORP NEW	COM	493267108	127,664	12,817,769	SH	DEFINED
KIMBERLY CLARK CORP	COM	494368103	11,904	121,495	SH	DEFINED
KOHL'S CORP	COM	500255104	2,096	45,441	SH	DEFINED
KROGER CO	COM	501044101	3,291	99,327	SH	DEFINED
LKQ CORP	COM	501889208	52,207	2,399,261	SH	DEFINED
LSI CORPORATION	COM	502161102	1,016	149,899	SH	DEFINED
L-3 COMMUNICATIONS HLDGS INC	COM	502424104	1,833	22,657	SH	DEFINED
LAM RESEARCH CORP	COM	512807108	981	23,676	SH	DEFINED
LAUDER ESTEE COS INC	CL A	518439104	3,433	53,617	SH	DEFINED
LAUDER ESTEE COS INC	CL A	518439104	257	4,024	SH	DEFINED
LAUDER ESTEE COS INC	CL A	518439104	1,654	25,838	SH	DEFINED
LEGGETT & PLATT INC	COM	524660107	1,374	40,693	SH	DEFINED
LEGG MASON INC	COM	524901105	874	27,194	SH	DEFINED
LENNAR CORP	CL A	526057104	1,711	41,252	SH	DEFINED
LEUCADIA NATL CORP	COM	527288104	1,541	56,212	SH	DEFINED
LILLY ELI & CO	COM	532457108	20,761	365,582	SH	DEFINED
LINCOLN NATL CORP IND	COM	534187109	2,394	73,439	SH	DEFINED
LINEAR TECHNOLOGY CORP	COM	535678106	17,702	461,369	SH	DEFINED
LOCKHEED MARTIN CORP	COM	539830109	6,691	69,329	SH	DEFINED
LOEWS CORP	COM	540424108	3,737	84,812	SH	DEFINED
LORILLARD INC	COM	544147101	18,960	469,913	SH	DEFINED
LOWES COS INC	COM	548661107	25,819	680,902	SH	DEFINED
MSC INDL DIRECT INC	CL A	553530106	20,174	235,194	SH	DEFINED
MARATHON OIL CORP	COM	565849106	6,091	180,635	SH	DEFINED
MARATHON OIL CORP	COM	565849106	198	5,877	SH	DEFINED

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MARSH & MCLENNAN COS INC	COM	571748102	26,257	691,533	SH	DEFINED
MARRIOTT INTL INC NEW	CL A	571903202	19,018	450,349	SH	DEFINED
MARTIN MARIETTA MATLS INC	COM	573284106	224	2,205	SH	DEFINED
MASCO CORP	COM	574599106	1,967	97,182	SH	DEFINED
MATTEL INC	COM	577081102	4,608	105,295	SH	DEFINED
MCCORMICK & CO INC	COM NON VTG	579780206	1,984	26,978	SH	DEFINED
MCDONALDS CORP	COM	580135101	45,884	460,275	SH	DEFINED
MCDONALDS CORP	COM	580135101	199	2,000	SH	DEFINED
MCGRAW HILL COS INC	COM	580645109	3,566	68,479	SH	DEFINED
MEAD JOHNSON NUTRITION CO	COM	582839106	118,991	1,536,366	SH	DEFINED
MEADWESTVACO CORP	COM	583334107	1,679	46,259	SH	DEFINED
MEDTRONIC INC	COM	585055106	28,631	609,700	SH	DEFINED
METROPCS COMMUNICATIONS INC	COM	591708102	826	75,838	SH	DEFINED
MICROSOFT CORP	COM	594918104	105,589	3,690,653	SH	DEFINED
MICROCHIP TECHNOLOGY INC	COM	595017104	1,389	37,797	SH	DEFINED
MICRON TECHNOLOGY INC	COM	595112103	2,324	232,935	SH	DEFINED
MOBILE TELESYSTEMS OJSC	SPONSORED ADR	607409109	519	25,050	SH	DEFINED
MOHAWK INDS INC	COM	608190104	54,041	477,739	SH	DEFINED
MOLEX INC	COM	608554101	776	26,503	SH	DEFINED
MONDELEZ INTL INC	CL A	609207105	34,157	1,115,878	SH	DEFINED
MONDELEZ INTL INC	CL A	609207105	65	2,145	SH	DEFINED
MONSTER BEVERAGE CORP	COM	611740101	1,101	23,073	SH	DEFINED
MOODYS CORP	COM	615369105	1,924	36,091	SH	DEFINED
MORGAN STANLEY	COM NEW	617446448	7,605	345,997	SH	DEFINED
MOTOROLA SOLUTIONS INC	COM NEW	620076307	25,664	400,815	SH	DEFINED
MURPHY OIL CORP	COM	626717102	3,333	52,305	SH	DEFINED
MYLAN INC	COM	628530107	3,311	114,424	SH	DEFINED
NRG ENERGY INC	COM NEW	629377508	2,465	93,058	SH	DEFINED
NYSE EURONEXT	COM	629491101	1,674	43,338	SH	DEFINED
NASDAQ OMX GROUP INC	COM	631103108	1,994	61,749	SH	DEFINED
NATIONAL OILWELL VARCO INC	COM	637071101	9,211	130,193	SH	DEFINED
NATIONAL OILWELL VARCO INC	COM	637071101	14	212	SH	DEFINED
NEWELL RUBBERMAID INC	COM	651229106	1,635	62,645	SH	DEFINED
NEWFIELD EXPL CO	COM	651290108	729	32,516	SH	DEFINED
NEWMONT MINING CORP	COM	651639106	3,447	82,293	SH	DEFINED
NIKE INC	CL B	654106103	10,310	174,720	SH	DEFINED
NOBLE ENERGY INC	COM	655044105	2,798	24,196	SH	DEFINED
NORDSTROM INC	COM	655664100	1,594	28,863	SH	DEFINED
NORFOLK SOUTHERN CORP	COM	655844108	9,337	121,139	SH	DEFINED
NORTHEAST UTILS	COM	664397106	2,591	59,640	SH	DEFINED
NORTHERN TR CORP	COM	665859104	3,175	58,194	SH	DEFINED
NORTHROP GRUMMAN CORP	COM	666807102	24,595	350,608	SH	DEFINED
NUCOR CORP	COM	670346105	20,167	437,003	SH	DEFINED
OCCIDENTAL PETE CORP DEL	COM	674599105	36,516	465,949	SH	DEFINED
OMNICOM GROUP INC	COM	681919106	5,138	87,240	SH	DEFINED
ONEOK INC NEW	COM	682680103	18,713	392,570	SH	DEFINED
OWENS ILL INC	COM NEW	690768403	420	15,770	SH	DEFINED
PNC FINL SVCS GROUP INC	COM	693475105	20,399	306,755	SH	DEFINED
PPG INDS INC	COM	693506107	7,151	53,393	SH	DEFINED
PVH CORP	COM	693656100	2,006	18,785	SH	DEFINED
PACCAR INC	COM	693718108	3,756	74,289	SH	DEFINED
PALL CORP	COM	696429307	930	13,612	SH	DEFINED
PARKER HANNIFIN CORP	COM	701094104	3,869	42,252	SH	DEFINED
PATTERSON COMPANIES INC	COM	703395103	584	15,375	SH	DEFINED
PAYCHEX INC	COM	704326107	1,089	31,064	SH	DEFINED
PEABODY ENERGY CORP	COM	704549104	852	40,320	SH	DEFINED

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PENNEY J C INC	COM	708160106	383	25,382	SH	DEFINED
PEOPLES UNITED FINANCIAL INC	COM	712704105	1,417	105,442	SH	DEFINED
PEPCO HOLDINGS INC	COM	713291102	941	43,974	SH	DEFINED
PEPSICO INC	COM	713448108	56,317	711,887	SH	DEFINED
PEPSICO INC	COM	713448108	572	7,243	SH	DEFINED
PEPSICO INC	COM	713448108	3,398	42,957	SH	DEFINED
PERKINELMER INC	COM	714046109	978	29,088	SH	DEFINED
PERRIGO CO	COM	714290103	4,312	36,325	SH	DEFINED
PETSMART INC	COM	716768106	1,657	26,686	SH	DEFINED
PFIZER INC	COM	717081103	134,607	4,664,144	SH	DEFINED
PFIZER INC	COM	717081103	411	14,269	SH	DEFINED
PFIZER INC	COM	717081103	2,512	87,097	SH	DEFINED
PHILIP MORRIS INTL INC	COM	718172109	68,007	733,554	SH	DEFINED
PHILIP MORRIS INTL INC	COM	718172109	287	3,100	SH	DEFINED
PHILLIPS 66	COM	718546104	32,108	458,889	SH	DEFINED
PINNACLE WEST CAP CORP	COM	723484101	1,982	34,240	SH	DEFINED
PIONEER NAT RES CO	COM	723787107	14,769	118,868	SH	DEFINED
PITNEY BOWES INC	COM	724479100	527	35,472	SH	DEFINED
PRECISION CASTPARTS CORP	COM	740189105	17,903	94,416	SH	DEFINED
PRICELINE COM INC	COM NEW	741503403	6,592	9,583	SH	DEFINED
PROCTER & GAMBLE CO	COM	742718109	98,456	1,277,666	SH	DEFINED
PROGRESSIVE CORP OHIO	COM	743315103	2,065	81,732	SH	DEFINED
PRUDENTIAL FINL INC	COM	744320102	18,903	320,455	SH	DEFINED
PUBLIC SVC ENTERPRISE GROUP	COM	744573106	5,222	152,072	SH	DEFINED
PULTE GROUP INC	COM	745867101	2,293	113,332	SH	DEFINED
QUALCOMM INC	COM	747525103	64,252	959,707	SH	DEFINED
QUALCOMM INC	COM	747525103	385	5,756	SH	DEFINED
QUALCOMM INC	COM	747525103	2,402	35,899	SH	DEFINED
QUESTAR CORP	COM	748356102	210	8,648	SH	DEFINED
RALPH LAUREN CORP	CL A	751212101	2,897	17,111	SH	DEFINED
RAYONIER INC	COM	754907103	98,301	1,647,424	SH	DEFINED
RAYTHEON CO	COM NEW	755111507	5,403	91,909	SH	DEFINED
RED HAT INC	COM	756577102	2,024	40,050	SH	DEFINED
REGAL BELOIT CORP	COM	758750103	12,822	157,217	SH	DEFINED
REPUBLIC SVCS INC	COM	760759100	3,849	116,653	SH	DEFINED
REYNOLDS AMERICAN INC	COM	761713106	3,928	88,291	SH	DEFINED
ROBERT HALF INTL INC	COM	770323103	1,349	35,960	SH	DEFINED
ROCK-TENN CO	CL A	772739207	8,315	89,614	SH	DEFINED
ROCKWELL AUTOMATION INC	COM	773903109	1,954	22,636	SH	DEFINED
ROCKWELL COLLINS INC	COM	774341101	851	13,495	SH	DEFINED
ROPER INDS INC NEW	COM	776696106	21,302	167,329	SH	DEFINED
ROSS STORES INC	COM	778296103	3,786	62,461	SH	DEFINED
RYANAIR HLDGS PLC	SPONSORED ADR	783513104	7,708	184,500	SH	DEFINED
RYDER SYS INC	COM	783549108	574	9,621	SH	DEFINED
SAFEWAY INC	COM NEW	786514208	1,838	69,785	SH	DEFINED
ST JUDE MED INC	COM	790849103	2,723	67,355	SH	DEFINED
SCHLUMBERGER LTD	COM	806857108	51,270	684,612	SH	DEFINED
SCHLUMBERGER LTD	COM	806857108	52	700	SH	DEFINED
SCHWAB CHARLES CORP NEW	COM	808513105	4,582	259,028	SH	DEFINED
SCRIPPS NETWORKS INTERACT IN	CL A COM	811065101	921	14,327	SH	DEFINED
SEMPRA ENERGY	COM	816851109	3,558	44,510	SH	DEFINED
SHERWIN WILLIAMS CO	COM	824348106	2,806	16,615	SH	DEFINED
SIGMA ALDRICH CORP	COM	826552101	2,114	27,227	SH	DEFINED
SMUCKER J M CO	COM NEW	832696405	3,207	32,348	SH	DEFINED
SNAP ON INC	COM	833034101	1,072	12,970	SH	DEFINED
SOUTHERN CO	COM	842587107	6,159	131,287	SH	DEFINED

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SOUTHWEST AIRLS CO	COM	844741108	2,813	208,694	SH	DEFINED
SOUTHWESTERN ENERGY CO	COM	845467109	2,629	70,571	SH	DEFINED
SPECTRA ENERGY CORP	COM	847560109	2,948	95,888	SH	DEFINED
SPRINT NEXTEL CORP	COM SER 1	852061100	4,874	784,898	SH	DEFINED
STANLEY BLACK & DECKER INC	COM	854502101	13,048	161,156	SH	DEFINED
STAPLES INC	COM	855030102	2,804	208,855	SH	DEFINED
STARBUCKS CORP	COM	855244109	9,565	167,933	SH	DEFINED
STARBUCKS CORP	COM	855244109	371	6,522	SH	DEFINED
STARBUCKS CORP	COM	855244109	2,259	39,679	SH	DEFINED
STATE STR CORP	COM	857477103	7,312	123,747	SH	DEFINED
STERICYCLE INC	COM	858912108	1,993	18,774	SH	DEFINED
STRYKER CORP	COM	863667101	19,724	302,335	SH	DEFINED
SUNTRUST BKS INC	COM	867914103	32,924	1,142,831	SH	DEFINED
SYMANTEC CORP	COM	871503108	2,910	117,931	SH	DEFINED
SYSCO CORP	COM	871829107	20,385	579,624	SH	DEFINED
TECO ENERGY INC	COM	872375100	807	45,309	SH	DEFINED
TJX COS INC NEW	COM	872540109	24,221	518,108	SH	DEFINED
TERADYNE INC	COM	880770102	790	48,766	SH	DEFINED
TESORO CORP	COM	881609101	2,307	39,416	SH	DEFINED
TEXAS INSTRS INC	COM	882508104	18,139	511,272	SH	DEFINED
TEXTRON INC	COM	883203101	29	1,000	SH	DEFINED
THERMO FISHER SCIENTIFIC INC	COM	883556102	28,981	378,890	SH	DEFINED
TIFFANY & CO NEW	COM	886547108	1,414	20,345	SH	DEFINED
TIME WARNER INC	COM NEW	887317303	41,589	721,787	SH	DEFINED
TORCHMARK CORP	COM	891027104	1,235	20,656	SH	DEFINED
TOTAL SYS SVCS INC	COM	891906109	1,355	54,710	SH	DEFINED
TRANSDIGM GROUP INC	COM	893641100	4,190	27,400	SH	DEFINED
TRIPADVISOR INC	COM	896945201	99,230	1,889,376	SH	DEFINED
TYSON FOODS INC	CL A	902494103	1,916	77,228	SH	DEFINED
US BANCORP DEL	COM NEW	902973304	118,685	3,497,957	SH	DEFINED
UNION PAC CORP	COM	907818108	24,074	169,053	SH	DEFINED
UNITED PARCEL SERVICE INC	CL B	911312106	31,545	367,237	SH	DEFINED
UNITED STATES STL CORP NEW	COM	912909108	302	15,488	SH	DEFINED
UNITED TECHNOLOGIES CORP	COM	913017109	31,707	339,376	SH	DEFINED
URBAN OUTFITTERS INC	COM	917047102	736	19,006	SH	DEFINED
V F CORP	COM	918204108	2,627	15,661	SH	DEFINED
VULCAN MATLS CO	COM	929160109	1,669	32,294	SH	DEFINED
WAL-MART STORES INC	COM	931142103	84,073	1,123,522	SH	DEFINED
WAL-MART STORES INC	COM	931142103	153	2,050	SH	DEFINED
WALGREEN CO	COM	931422109	12,311	258,204	SH	DEFINED
WASHINGTON POST CO	CL B	939640108	359	805	SH	DEFINED
WATERS CORP	COM	941848103	1,389	14,796	SH	DEFINED
WELLS FARGO & CO NEW	COM	949746101	107,274	2,900,101	SH	DEFINED
WESTERN DIGITAL CORP	COM	958102105	3,825	76,091	SH	DEFINED
WESTERN UN CO	COM	959802109	1,281	85,199	SH	DEFINED
WEYERHAEUSER CO	COM	962166104	3,428	109,249	SH	DEFINED
WHIRLPOOL CORP	COM	963320106	2,621	22,133	SH	DEFINED
WHOLE FOODS MKT INC	COM	966837106	4,680	53,956	SH	DEFINED
WILLIAMS COS INC DEL	COM	969457100	5,922	158,114	SH	DEFINED
WISCONSIN ENERGY CORP	COM	976657106	17,268	402,625	SH	DEFINED
WYNN RESORTS LTD	COM	983134107	1,370	10,949	SH	DEFINED
XILINX INC	COM	983919101	1,521	39,874	SH	DEFINED
XEROX CORP	COM	984121103	3,602	418,866	SH	DEFINED
YAHOO INC	COM	984332106	7,108	302,105	SH	DEFINED
YUM BRANDS INC	COM	988498101	8,820	122,614	SH	DEFINED
ZIONS BANCORPORATION	COM	989701107	1,146	45,874	SH	DEFINED

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DUN & BRADSTREET CORP DEL NE	COM		26483E100	696	8,321	SH	DEFINED
QUANTA SVCS INC	COM		74762E102	2,056	71,964	SH	DEFINED
QUANTA SVCS INC	COM		74762E102	133	4,659	SH	DEFINED
QUANTA SVCS INC	COM		74762E102	568	19,879	SH	DEFINED
VERISIGN INC	COM		92343E102	942	19,935	SH	DEFINED
AMERISOURCEBERGEN CORP	COM		03073E105	1,970	38,308	SH	DEFINED
NEWS CORP	CL A		65248E104	34,709	1,137,263	SH	DEFINED
SALLY BEAUTY HLDGS INC	COM		79546E104	50,947	1,734,087	SH	DEFINED
VALE S A	ADR		91912E105	8,430	487,606	SH	DEFINED
TARGET CORP	COM		87612E106	30,698	448,480	SH	DEFINED
EDWARDS LIFESCIENCES CORP	COM		28176E108	1,670	20,329	SH	DEFINED
DR PEPPER SNAPPLE GROUP INC	COM		26138E109	2,119	45,141	SH	DEFINED
TRAVELERS COMPANIES INC	COM		89417E109	9,918	117,815	SH	DEFINED
VALE S A	ADR	REPSTG PFD	91912E204	19,288	1,166,900	SH	DEFINED
THE ADT CORPORATION	COM		00101J106	3,245	66,314	SH	DEFINED
AES CORP	COM		00130H105	2,155	171,449	SH	DEFINED
AT&T INC	COM		00206R102	108,023	2,944,235	SH	DEFINED
ABBVIE INC	COM		00287Y109	35,974	882,160	SH	DEFINED
ACTAVIS INC	COM		00507K103	1,729	18,775	SH	DEFINED
ADOBE SYS INC	COM		00724F101	5,251	120,688	SH	DEFINED
AETNA INC NEW	COM		00817Y108	5,972	116,831	SH	DEFINED
AGILENT TECHNOLOGIES INC	COM		00846U101	2,918	69,529	SH	DEFINED
AKAMAI TECHNOLOGIES INC	COM		00971T101	1,088	30,845	SH	DEFINED
ALLEGHENY TECHNOLOGIES INC	COM		01741R102	878	27,710	SH	DEFINED
ALTRIA GROUP INC	COM		02209S103	46,997	1,366,601	SH	DEFINED
ALTRIA GROUP INC	COM		02209S103	106	3,100	SH	DEFINED
AMERICA MOVIL SAB DE CV	SPON	ADR L SHS	02364W105	21,798	1,040,004	SH	DEFINED
AMERICAN TOWER CORP NEW	COM		03027X100	5,008	65,118	SH	DEFINED
AMERIPRISE FINL INC	COM		03076C106	3,826	51,956	SH	DEFINED
ANSYS INC	COM		03662Q105	91,714	1,126,438	SH	DEFINED
ASSURANT INC	COM		04621X108	1,384	30,751	SH	DEFINED
AUTONATION INC	COM		05329W102	379	8,668	SH	DEFINED
BANCO SANTANDER CHILE NEW	SP	ADR REP COM	05965X109	607	21,322	SH	DEFINED
BANCOLOMBIA S A	SPON	ADR PREF	05968L102	733	11,600	SH	DEFINED
BIOGEN IDEC INC	COM		09062X103	11,608	60,174	SH	DEFINED
BLACKROCK INC	COM		09247X101	8,449	32,892	SH	DEFINED
CBRE GROUP INC	CL A		12504L109	1,123	44,506	SH	DEFINED
C H ROBINSON WORLDWIDE INC	COM	NEW	12541W209	1,540	25,909	SH	DEFINED
CME GROUP INC	COM		12572Q105	4,396	71,609	SH	DEFINED
CA INC	COM		12673P105	2,448	97,263	SH	DEFINED
CABLEVISION SYS CORP	CL A	NY CABLVS	12686C109	558	37,307	SH	DEFINED
CAMERON INTERNATIONAL CORP	COM		13342B105	2,146	32,926	SH	DEFINED
CAPITAL ONE FINL CORP	COM		14040H105	10,934	198,992	SH	DEFINED
CARDINAL HEALTH INC	COM		14149Y108	5,767	138,569	SH	DEFINED
CAREFUSION CORP	COM		14170T101	2,595	74,176	SH	DEFINED
CENTERPOINT ENERGY INC	COM		15189T107	15,857	661,853	SH	DEFINED
CISCO SYS INC	COM		17275R102	60,445	2,890,737	SH	DEFINED
CISCO SYS INC	COM		17275R102	39	1,900	SH	DEFINED
CLIFFS NAT RES INC	COM		18683K101	434	22,840	SH	DEFINED
COCA COLA ENTERPRISES INC NE	COM		19122T109	2,074	56,184	SH	DEFINED
COMCAST CORP NEW	CL A		20030N101	62,731	1,493,248	SH	DEFINED
CONOCOPHILLIPS	COM		20825C104	36,130	601,179	SH	DEFINED
CONSOL ENERGY INC	COM		20854P109	1,245	36,999	SH	DEFINED
CONSTELLATION BRANDS INC	CL A		21036P108	2,192	46,028	SH	DEFINED
COSTCO WHSL CORP NEW	COM		22160K105	11,364	107,099	SH	DEFINED
D R HORTON INC	COM		23331A109	2,598	106,942	SH	DEFINED
DAVITA HEALTHCARE PARTNERS I	COM		23918K108	16,819	141,829	SH	DEFINED
DELL INC	COM		24702R101	3,549	247,691	SH	DEFINED
DEVON ENERGY CORP NEW	COM		25179M103	3,566	63,213	SH	DEFINED
DIAMOND OFFSHORE DRILLING IN	COM		25271C102	1,075	15,458	SH	DEFINED
DISCOVERY COMMUNICATNS NEW	COM	SER A	25470F104	17,778	225,790	SH	DEFINED
DIRECTV	COM		25490A309	23,630	417,426	SH	DEFINED

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DOMINION RES INC VA NEW	COM	25746U109	5,031	86,478	SH	DEFINED
DUKE ENERGY CORP NEW	COM NEW	26441C204	15,996	220,362	SH	DEFINED
EOG RES INC	COM	26875P101	9,043	70,611	SH	DEFINED
EQT CORP	COM	26884L109	1,885	27,835	SH	DEFINED
ENTERGY CORP NEW	COM	29364G103	2,972	47,011	SH	DEFINED
EXELON CORP	COM	30161N101	6,607	191,623	SH	DEFINED
EXPEDIA INC DEL	COM NEW	30212P303	1,657	27,622	SH	DEFINED
EXPRESS SCRIPTS HLDG CO	COM	30219G108	32,079	556,451	SH	DEFINED
EXXON MOBIL CORP	COM	30231G102	209,830	2,328,606	SH	DEFINED
EXXON MOBIL CORP	COM	30231G102	24	267	SH	DEFINED
FMC TECHNOLOGIES INC	COM	30249U101	15,465	284,344	SH	DEFINED
FEDEX CORP	COM	31428X106	22,504	229,166	SH	DEFINED
FIDELITY NATL INFORMATION SV	COM	31620M106	3,771	95,181	SH	DEFINED
FLOWSERVE CORP	COM	34354P105	1,793	10,696	SH	DEFINED
FORTUNE BRANDS HOME & SEC IN	COM	34964C106	294	7,858	SH	DEFINED
FREEMPORT-MCMORAN COPPER & GO	COM	35671D857	8,099	244,688	SH	DEFINED
FRONTIER COMMUNICATIONS CORP	COM	35906A108	780	196,109	SH	DEFINED
GAMESTOP CORP NEW	CL A	36467W109	1,101	39,365	SH	DEFINED
GENWORTH FINL INC	COM CL A	37247D106	895	89,529	SH	DEFINED
GOLDMAN SACHS GROUP INC	COM	38141G104	27,985	190,183	SH	DEFINED
GOOGLE INC	CL A	38259P508	95,665	120,481	SH	DEFINED
GRUPO FINANCIERO SANTANDER M	SPON ADR SHS B	40053C105	11,527	747,100	SH	DEFINED
HCP INC	COM	40414L109	5,821	116,755	SH	DEFINED
HDFC BANK LTD	ADR REPS 3 SHS	40415F101	6,746	180,300	SH	DEFINED
HESS CORP	COM	42809H107	18,419	257,220	SH	DEFINED
ICICI BK LTD	ADR	45104G104	72,619	1,692,768	SH	DEFINED
INTEGRYS ENERGY GROUP INC	COM	45822P105	433	7,462	SH	DEFINED
INTERCONTINENTALEXCHANGE INC	COM	45865V100	2,003	12,285	SH	DEFINED
INTUITIVE SURGICAL INC	COM NEW	46120E602	26,461	53,873	SH	DEFINED
JDS UNIPHASE CORP	COM PAR \$0.001	46612J507	506	37,900	SH	DEFINED
JPMORGAN CHASE & CO	COM	46625H100	87,784	1,849,651	SH	DEFINED
JPMORGAN CHASE & CO	COM	46625H100	440	9,282	SH	DEFINED
JPMORGAN CHASE & CO	COM	46625H100	2,234	47,105	SH	DEFINED
JUNIPER NETWORKS INC	COM	48203R104	1,575	84,980	SH	DEFINED
KINDER MORGAN INC DEL	COM	49456B101	6,362	164,493	SH	DEFINED
KRAFT FOODS GROUP INC	COM	50076Q106	30,606	593,946	SH	DEFINED
KRAFT FOODS GROUP INC	COM	50076Q106	36	715	SH	DEFINED
LABORATORY CORP AMER HLDGS	COM NEW	50540R409	1,201	13,325	SH	DEFINED
LIFE TECHNOLOGIES CORP	COM	53217V109	3,880	60,038	SH	DEFINED
M & T BK CORP	COM	55261F104	3,731	36,176	SH	DEFINED
MACYS INC	COM	55616P104	5,045	120,587	SH	DEFINED
MACYS INC	COM	55616P104	464	11,106	SH	DEFINED
MACYS INC	COM	55616P104	2,807	67,122	SH	DEFINED
MARATHON PETE CORP	COM	56585A102	109,132	1,218,000	SH	DEFINED
MARKET VECTORS ETF TR	GOLD MINER ETF	57060U100	68	1,806	SH	DEFINED
MARKET VECTORS ETF TR	JR GOLD MINERS E	57060U589	83	4,964	SH	DEFINED
MASTERCARD INC	CL A	57636Q104	28,500	52,668	SH	DEFINED
MCKESSON CORP	COM	58155Q103	138,073	1,278,932	SH	DEFINED
MERCK & CO INC NEW	COM	58933Y105	72,344	1,635,642	SH	DEFINED
METLIFE INC	COM	59156R108	26,630	700,422	SH	DEFINED
MOLSON COORS BREWING CO	CL B	60871R209	2,064	42,199	SH	DEFINED
MONSANTO CO NEW	COM	61166W101	33,506	317,208	SH	DEFINED
MOSAIC CO NEW	COM	61945C103	4,736	79,455	SH	DEFINED
NETAPP INC	COM	64110D104	2,669	78,134	SH	DEFINED
NETFLIX INC	COM	64110L106	1,601	8,454	SH	DEFINED
NEXTERA ENERGY INC	COM	65339F101	10,440	134,404	SH	DEFINED

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NISOURCE INC	COM	65473P105	1,873	63,843	SH	DEFINED
NUANCE COMMUNICATIONS INC	COM	67020Y100	1,214	60,200	SH	DEFINED
NVIDIA CORP	COM	67066G104	2,698	210,477	SH	DEFINED
O REILLY AUTOMOTIVE INC NEW	COM	67103H107	24,311	237,065	SH	DEFINED
ORACLE CORP	COM	68389X105	87,365	2,701,469	SH	DEFINED
PG&E CORP	COM	69331C108	18,578	417,218	SH	DEFINED
PPL CORP	COM	69351T106	5,636	180,013	SH	DEFINED
PENSKE AUTOMOTIVE GRP INC	COM	70959W103	5,618	168,422	SH	DEFINED
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	22,221	1,224,300	SH	DEFINED
PETROLEO BRASILEIRO SA PETRO	SPONSORED ADR	71654V408	10,207	616,000	SH	DEFINED
PRAXAIR INC	COM	74005P104	9,148	82,018	SH	DEFINED
PRICE T ROWE GROUP INC	COM	74144T108	6,361	84,965	SH	DEFINED
PRINCIPAL FINL GROUP INC	COM	74251V102	2,484	73,013	SH	DEFINED
QEP RES INC	COM	74733V100	969	30,447	SH	DEFINED
QUEST DIAGNOSTICS INC	COM	74834L100	2,376	42,092	SH	DEFINED
RANGE RES CORP	COM	75281A109	1,918	23,670	SH	DEFINED
REGIONS FINL CORP NEW	COM	7591EP100	4,183	510,747	SH	DEFINED
ROADRUNNER TRNSN SVCS HLDG I	COM	76973Q105	8,379	364,313	SH	DEFINED
SAIC INC	COM	78390X101	1,302	96,111	SH	DEFINED
SLM CORP	COM	78442P106	1,587	77,497	SH	DEFINED
SPDR S&P 500 ETF TR	TR UNIT	78462F103	3,188	20,362	SH	DEFINED
SPDR S&P 500 ETF TR	TR UNIT	78462F103	86	551	SH	DEFINED
SPDR INDEX SHS FDS	EURO STOXX 50	78463X202	1,188	35,971	SH	DEFINED
SPDR INDEX SHS FDS	EURO STOXX 50	78463X202	38	1,179	SH	DEFINED
SALESFORCE COM INC	COM	79466L302	3,502	19,583	SH	DEFINED
SANDISK CORP	COM	80004C101	2,158	39,254	SH	DEFINED
SANDISK CORP	COM	80004C101	476	8,673	SH	DEFINED
SANDISK CORP	COM	80004C101	2,876	52,296	SH	DEFINED
SCANA CORP NEW	COM	80589M102	6,956	135,970	SH	DEFINED
SEALED AIR CORP NEW	COM	81211K100	493	20,448	SH	DEFINED
SELECT SECTOR SPDR TR	SBI HEALTHCARE	81369Y209	279	6,089	SH	DEFINED
SELECT SECTOR SPDR TR	SBI HEALTHCARE	81369Y209	1,764	38,369	SH	DEFINED
SELECT SECTOR SPDR TR	SBI INT-FINL	81369Y605	631	34,682	SH	DEFINED
SELECT SECTOR SPDR TR	SBI INT-FINL	81369Y605	4,285	235,509	SH	DEFINED
SOLARWINDS INC	COM	83416B109	111,312	1,883,459	SH	DEFINED
SOLERA HOLDINGS INC	COM	83421A104	92,248	1,581,499	SH	DEFINED
SOUTHERN COPPER CORP	COM	84265V105	6,609	175,914	SH	DEFINED
STARWOOD HOTELS&RESORTS WRLD	COM	85590A401	4,485	70,378	SH	DEFINED
TARGA RES CORP	COM	87612G101	999	14,700	SH	DEFINED
TENET HEALTHCARE CORP	COM NEW	88033G407	1,296	27,244	SH	DEFINED
TERADATA CORP DEL	COM	88076W103	111,358	1,903,243	SH	DEFINED
3M CO	COM	88579Y101	21,006	197,599	SH	DEFINED
TIME WARNER CABLE INC	COM	88732J207	6,544	68,125	SH	DEFINED
UNITEDHEALTH GROUP INC	COM	91324P102	63,449	1,109,067	SH	DEFINED
UNUM GROUP	COM	91529Y106	2,249	79,632	SH	DEFINED
VALERO ENERGY CORP NEW	COM	91913Y100	10,555	232,050	SH	DEFINED
VARIAN MED SYS INC	COM	92220P105	2,366	32,866	SH	DEFINED
VERIZON COMMUNICATIONS INC	COM	92343V104	66,434	1,351,659	SH	DEFINED
VERIZON COMMUNICATIONS INC	COM	92343V104	343	6,989	SH	DEFINED
VERIZON COMMUNICATIONS INC	COM	92343V104	2,186	44,548	SH	DEFINED
VERISK ANALYTICS INC	CL A	92345Y106	8,179	132,721	SH	DEFINED
VIACOM INC NEW	CL B	92553P201	8,077	131,195	SH	DEFINED
VIACOM INC NEW	CL B	92553P201	174	2,842	SH	DEFINED
VIACOM INC NEW	CL B	92553P201	571	9,280	SH	DEFINED
VISA INC	COM CL A	92826C839	37,895	223,127	SH	DEFINED
WASTE MGMT INC DEL	COM	94106L109	3,686	94,024	SH	DEFINED

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WELLPOINT INC	COM	94973V107	6,131	92,574	SH	DEFINED
WINDSTREAM CORP	COM	97381W104	535	67,318	SH	DEFINED
WPX ENERGY INC	COM	98212B103	492	30,773	SH	DEFINED
WYNDHAM WORLDWIDE CORP	COM	98310W108	2,662	41,285	SH	DEFINED
XCEL ENERGY INC	COM	98389B100	22,571	759,996	SH	DEFINED
XYLEM INC	COM	98419M100	491	17,839	SH	DEFINED
ZIMMER HLDGS INC	COM	98956P102	19,359	257,375	SH	DEFINED
AON PLC	SHS CL A	G0408V102	21,752	353,694	SH	DEFINED
ACCENTURE PLC IRELAND	SHS CLASS A	G1151C101	25,322	333,319	SH	DEFINED
BUNGE LIMITED	COM	G16962105	403	5,460	SH	DEFINED
BUNGE LIMITED	COM	G16962105	2,146	29,077	SH	DEFINED
CREDICORP LTD	COM	G2519Y108	996	6,000	SH	DEFINED
COVIDIEN PLC	SHS	G2554F113	9,370	138,131	SH	DEFINED
DELPHI AUTOMOTIVE PLC	SHS	G27823106	2,882	64,910	SH	DEFINED
EATON CORP PLC	SHS	G29183103	24,837	405,517	SH	DEFINED
ENSCO PLC	SHS CLASS A	G3157S106	5,564	92,743	SH	DEFINED
INGERSOLL-RAND PLC	SHS	G47791101	5,827	105,929	SH	DEFINED
INVESCO LTD	SHS	G491BT108	3,046	105,208	SH	DEFINED
NABORS INDUSTRIES LTD	SHS	G6359F103	1,108	68,348	SH	DEFINED
ROWAN COMPANIES PLC	SHS CL A	G7665A101	844	23,871	SH	DEFINED
SEAGATE TECHNOLOGY PLC	SHS	G7945M107	4,500	123,090	SH	DEFINED
XL GROUP PLC	SHS	G98290102	2,641	87,167	SH	DEFINED
ACE LTD	SHS	H0023R105	21,521	241,894	SH	DEFINED
GARMIN LTD	SHS	H2906T109	766	23,213	SH	DEFINED
NOBLE CORPORATION BAAR	NAMEN -AKT	H5833N103	2,769	72,599	SH	DEFINED
PENTAIR LTD	SHS	H6169Q108	17,975	340,775	SH	DEFINED
TE CONNECTIVITY LTD	REG SHS	H84989104	16,421	391,646	SH	DEFINED
TYCO INTERNATIONAL LTD	SHS	H89128104	4,628	144,653	SH	DEFINED
CORE LABORATORIES N V	COM	N22717107	6,359	46,109	SH	DEFINED
LYONDELLBASELL INDUSTRIES N	SHS - A -	N53745100	7,030	111,081	SH	DEFINED
ROYAL CARIBBEAN CRUISES LTD	COM	V7780T103	5,631	169,529	SH	DEFINED

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