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Lloyds Banking Group plc
Form 13F-HR
August 02, 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 June 2010

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

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

Institutional Investment Manager Filing this Report:

Name: Scottish Widows plc

Address: 69 Morrison Street

 Edinburgh EH3 8YF

 United Kingdom

Form 13F File Number: 028-10147

Name: Hill Samuel Bank (Jersey) Limited

Address: PO Box 63

 7 Bond Street

 St Helier

 Jersey JE4 8RS

Form 13F File Number: 0208-10237

Name: Lloyds TSB Offshore Limited

Address: PO Box 195

 7 Bond Street

 St Helier

 Jersey JE4 8RS

Form 13F File Number: 028-10892

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

Person Signing this Report on Behalf of Reporting Manager:

Name: Mr M Wilson

Title: Share Disclosure Team

Phone: (+44) 113 235 7669

Signature, Place, and Date of Signing:

----- /s/ M Wilson ----- 02-Aug-10

[Signature] [City, State] [Date]

Report Type (Check only one.):

- /X/ 13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.)
- / / 13F NOTICE. (Check here if no holdings reported are in this report, and all holdings are reported by other reporting manager(s).)
- / / 13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

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

FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 3

Form 13F Information Table Entry Total: 698

Form 13F Information Table Value Total: \$ 7,431,415

(thousands)

List of Other Included Managers:

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

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

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

FORM 13F INFORMATION TABLE FOR LLOYDS BANKING GROUP PLC Exchange Rate 1.496

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE US\$ 000's	NO. OF SHARES	SH/PRN	INVESTMENT DISCRETION
AFLAC INC	COM	001055102	15,115	354,209	SH	DEFINED
AK STL HLDG CORP	COM	001547108	72	6,078	SH	DEFINED
ABBOTT LABS	COM	002824100	40,734	871,045	SH	DEFINED
ABERCROMBIE & FITCH CO	CL A	002896207	425	13,863	SH	DEFINED
ACME PACKET INC	COM	004764106	2,025	75,332	SH	DEFINED
ADVANCED MICRO DEVICES INC	COM	007903107	474	64,743	SH	DEFINED
AGNICO EAGLE MINES LTD	COM	008474108	7,294	120,125	SH	DEFINED
AIR PRODS & CHEMS INC	COM	009158106	14,037	216,500	SH	DEFINED
AIRGAS INC	COM	009363102	844	13,578	SH	DEFINED
ALBERTO CULVER CO NEW	COM	013078100	13,378	493,586	SH	DEFINED
ALCOA INC	COM	013817101	10,740	1,067,135	SH	DEFINED
ALLEGHENY ENERGY INC	COM	017361106	501	24,279	SH	DEFINED
ALLERGAN INC	COM	018490102	369	6,350	SH	DEFINED
ALLSTATE CORP	COM	020002101	16,714	581,564	SH	DEFINED
ALTERA CORP	COM	021441100	1,131	45,614	SH	DEFINED
AMAZON COM INC	COM	023135106	21,284	194,734	SH	DEFINED
AMEREN CORP	COM	023608102	1,107	46,584	SH	DEFINED
AMERICAN ELEC PWR INC	COM	025537101	4,200	129,996	SH	DEFINED
AMERICAN EXPRESS CO	COM	025816109	24,606	620,116	SH	DEFINED
AMERICAN INTL GROUP INC	COM NEW	026874784	758	22,009	SH	DEFINED
AMERICAN TOWER CORP	CL A	029912201	26,762	601,817	SH	DEFINED
AMGEN INC	COM	031162100	31,985	608,030	SH	DEFINED
AMGEN INC	COM	031162100	3,236	61,530	SH	DEFINED
AMGEN INC	COM	031162100	4	81	SH	DEFINED
AMGEN INC	COM	031162100	194	3,689	SH	DEFINED
AMPHENOL CORP NEW	CL A	032095101	24,494	623,418	SH	DEFINED
ANADARKO PETE CORP	COM	032511107	6,060	168,028	SH	DEFINED
ANALOG DEVICES INC	COM	032654105	565	20,296	SH	DEFINED
ANGLOGOLD ASHANTI LTD	SPONSORED ADR	035128206	334	7,760	SH	DEFINED
AON CORP	COM	037389103	28,355	763,677	SH	DEFINED
APACHE CORP	COM	037411105	31,013	368,357	SH	DEFINED
APOLLO GROUP INC	CL A	037604105	344	8,100	SH	DEFINED
APPLE INC	COM	037833100	192,801	766,575	SH	DEFINED
APPLE INC	COM	037833100	3,285	13,061	SH	DEFINED
APPLE INC	COM	037833100	4	19	SH	DEFINED
APPLE INC	COM	037833100	199	792	SH	DEFINED
APPLIED MATLS INC	COM	038222105	11,546	960,210	SH	DEFINED
APPLIED MATLS INC	COM	038222105	2,485	206,747	SH	DEFINED

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APPLIED MATLS INC	COM	038222105	3	314	SH	DEFINED
APPLIED MATLS INC	COM	038222105	162	13,526	SH	DEFINED
ARCHER DANIELS MIDLAND CO	COM	039483102	5,531	214,317	SH	DEFINED
ARYX THERAPEUTICS INC	COM	043387109	222	520,142	SH	DEFINED
AUTODESK INC	COM	052769106	347	14,273	SH	DEFINED
AUTOMATIC DATA PROCESSING IN	COM	053015103	5,825	144,711	SH	DEFINED
AUTOZONE INC	COM	053332102	758	3,924	SH	DEFINED
AVERY DENNISON CORP	COM	53611109	518	16,152	SH	DEFINED
AVON PRODS INC	COM	054303102	6,438	242,815	SH	DEFINED
BB&T CORP	COM	054937107	16,937	643,644	SH	DEFINED
BMC SOFTWARE INC	COM	055921100	972	28,070	SH	DEFINED
BAKER HUGHES INC	COM	057224107	2,259	54,363	SH	DEFINED
BAKER HUGHES INC	COM	057224107	9	240	SH	DEFINED
BALDOR ELEC CO	COM	057741100	1,161	32,177	SH	DEFINED
BALL CORP	COM	058498106	1,241	23,495	SH	DEFINED
BANK OF AMERICA CORPORATION	COM	060505104	133,105	9,262,708	SH	DEFINED
BANK OF AMERICA CORPORATION	COM	060505104	18	1,268	SH	DEFINED
BANK OF NEW YORK MELLON CORP	COM	064058100	19,314	782,747	SH	DEFINED
BANK OF NEW YORK MELLON CORP	COM	064058100	45	1,850	SH	DEFINED
BARD C R INC	COM	067383109	1,603	20,677	SH	DEFINED
BARRICK GOLD CORP	COM	067901108	4	105	SH	DEFINED
BAXTER INTL INC	COM	071813109	19,170	471,895	SH	DEFINED
BEACON ROOFING SUPPLY INC	COM	073685109	1,026	56,966	SH	DEFINED
BECTON DICKINSON & CO	COM	075887109	19,412	287,227	SH	DEFINED
BED BATH & BEYOND INC	COM	075896100	12,204	329,197	SH	DEFINED
BEMIS INC	COM	081437105	421	15,608	SH	DEFINED
BERKSHIRE HATHAWAY INC DEL	CL B NEW	084670702	62,093	779,526	SH	DEFINED
BEST BUY INC	COM	086516101	3,377	99,797	SH	DEFINED
BIG LOTS INC	COM	089302103	969	30,190	SH	DEFINED
BLOCK H & R INC	COM	093671105	1,230	78,475	SH	DEFINED
BOEING CO	COM	097023105	26,455	421,661	SH	DEFINED
BOSTON SCIENTIFIC CORP	COM	101137107	34	5,970	SH	DEFINED
BRISTOL MYERS SQUIBB CO	COM	110122108	25,971	1,041,367	SH	DEFINED
BROADCOM CORP	CL A	111320107	33,969	1,030,310	SH	DEFINED
BROWN FORMAN CORP	CL B	115637209	1,458	25,495	SH	DEFINED
CBS CORP NEW	CL B	124857202	22,995	1,777,758	SH	DEFINED
CF INDS HLDGS INC	COM	125269100	1,031	16,268	SH	DEFINED
CIGNA CORP	COM	125509109	1,329	42,804	SH	DEFINED
CMS ENERGY CORP	COM	125896100	18,337	1,250,856	SH	DEFINED
CSX CORP	COM	126408103	16,352	329,589	SH	DEFINED
CVS CAREMARK CORPORATION	COM	126650100	22,625	772,067	SH	DEFINED
CVS CAREMARK						

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CORPORATION	COM	126650100	3,127	106,653	SH	DEFINED
CVS CAREMARK						
CORPORATION	COM	126650100	4	159	SH	DEFINED
CVS CAREMARK						
CORPORATION	COM	126650100	194	6,634	SH	DEFINED
CABOT OIL & GAS						
CORP	COM	127097103	72	2,305	SH	DEFINED
CAMPBELL SOUP CO	COM	134429109	16,538	461,778	SH	DEFINED
CARMAX INC	COM	143130102	772	38,800	SH	DEFINED
CARNIVAL CORP	PAIRED CTF	143658300	49,898	1,649,810	SH	DEFINED
CATERPILLAR INC DEL	COM	149123101	18,759	312,296	SH	DEFINED
CELGENE CORP	COM	151020104	13,347	262,747	SH	DEFINED
CEMEX SAB DE CV	SPON ADR NEW	151290889	76,100	7,873,834	SH	DEFINED
CENTURYLINK INC	COM	156700106	2,190	65,781	SH	DEFINED
CEPHALON INC	COM	156708109	1,400	24,674	SH	DEFINED
CERNER CORP	COM	156782104	895	11,800	SH	DEFINED
CHEESECAKE FACTORY						
INC	COM	163072101	1,098	49,339	SH	DEFINED
CHESAPEAKE ENERGY						
CORP	COM	165167107	14,200	678,315	SH	DEFINED
CHEVRON CORP NEW	COM	166764100	67,052	988,313	SH	DEFINED
CHUBB CORP	COM	171232101	9,350	186,943	SH	DEFINED
CINCINNATI FINL						
CORP	COM	172062101	14,187	548,089	SH	DEFINED
CINTAS CORP	COM	172908105	309	12,907	SH	DEFINED
CITIGROUP INC	COM	172967101	44,484	11,830,988	SH	DEFINED
CITRIX SYS INC	COM	177376100	30,094	712,558	SH	DEFINED
CLOROX CO DEL	COM	189054109	1,367	22,001	SH	DEFINED
COACH INC	COM	189754104	8,479	232,072	SH	DEFINED
COCA COLA CO	COM	191216100	75,279	1,502,434	SH	DEFINED
COCA COLA CO	COM	191216100	12	245	SH	DEFINED
COCA COLA						
ENTERPRISES INC	COM	191219104	1,671	64,605	SH	DEFINED
COGNIZANT						
TECHNOLOGY						
SOLUTIO	CL A	192446102	2,270	45,366	SH	DEFINED
COLGATE PALMOLIVE						
CO	COM	194162103	29,766	378,038	SH	DEFINED
COLGATE PALMOLIVE						
CO	COM	194162103	47	600	SH	DEFINED
COMERICA INC	COM	200340107	1,110	30,157	SH	DEFINED
COMPANIA DE MINAS						
BUENAVENTU	SPONSORED ADR	204448104	441	20,400	SH	DEFINED
COMPUTER SCIENCES						
CORP	COM	205363104	11,536	255,062	SH	DEFINED
COMPUWARE CORP	COM	205638109	328	41,141	SH	DEFINED
CONAGRA FOODS INC	COM	205887102	24,043	1,031,017	SH	DEFINED
CONCUR						
TECHNOLOGIES INC	COM	206708109	1,741	40,750	SH	DEFINED
CONSOLIDATED						
EDISON INC	COM	209115104	1,672	38,820	SH	DEFINED
CONSTELLATION						
ENERGY GROUP I	COM	210371100	2,117	65,677	SH	DEFINED
COOPER COS INC	COM NEW	216648402	3,950	99,332	SH	DEFINED
CORNING INC	COM	219350105	3,646	225,921	SH	DEFINED
COVENTRY HEALTH						

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CARE INC	COM	222862104	798	45,162	SH	DEFINED
CUMMINS INC	COM	231021106	27,175	417,184	SH	DEFINED
CYPRESS SEMICONDUCTOR CORP	COM	232806109	1,319	131,364	SH	DEFINED
DTE ENERGY CO	COM	233331107	2,073	45,449	SH	DEFINED
DANAHER CORP DEL	COM	235851102	13,376	360,442	SH	DEFINED
DARDEN RESTAURANTS INC	COM	237194105	1,535	39,504	SH	DEFINED
DEAN FOODS CO NEW	COM	242370104	353	35,132	SH	DEFINED
DEERE & CO	COM	244199105	19,304	346,859	SH	DEFINED
DEERE & CO	COM	244199105	14	266	SH	DEFINED
DENBURY RES INC	COM NEW	247916208	14	1,000	SH	DEFINED
DENTSPLY INTL INC NEW	COM	249030107	428	14,333	SH	DEFINED
DEVRY INC DEL	COM	251893103	6,173	117,644	SH	DEFINED
DISNEY WALT CO	COM DISNEY	254687106	27,590	876,291	SH	DEFINED
DISCOVER FINL SVCS	COM	254709108	1,236	88,385	SH	DEFINED
DONNELLEY R R & SONS CO	COM	257867101	522	31,930	SH	DEFINED
DOVER CORP	COM	260003108	1,983	47,460	SH	DEFINED
DOW CHEM CO	COM	260543103	14,555	613,398	SH	DEFINED
DRIL-QUIP INC	COM	262037104	1,177	26,739	SH	DEFINED
DU PONT E I DE NEMOURS & CO	COM	263534109	5,411	156,411	SH	DEFINED
E M C CORP MASS	COM	268648102	27,594	1,508,711	SH	DEFINED
E TRADE FINANCIAL CORP	COM NEW	269246401	346	29,321	SH	DEFINED
EASTMAN CHEM CO	COM	277432100	939	17,605	SH	DEFINED
EASTMAN KODAK CO	COM	277461109	118	27,275	SH	DEFINED
EATON CORP	COM	278058102	22,627	345,669	SH	DEFINED
EBAY INC	COM	278642103	15,952	813,288	SH	DEFINED
ECOLAB INC	COM	278865100	15,116	336,520	SH	DEFINED
EDISON INTL	COM	281020107	2,652	83,670	SH	DEFINED
ELECTRONIC ARTS INC	COM	285512109	88	6,118	SH	DEFINED
EMERSON ELEC CO	COM	291011104	23,995	549,529	SH	DEFINED
EQUIFAX INC	COM	294429105	51,145	1,823,055	SH	DEFINED
EXPEDITORS INTL WASH INC	COM	302130109	543	15,756	SH	DEFINED
EXPRESS SCRIPTS INC	COM	302182100	16,997	361,448	SH	DEFINED
FLIR SYS INC	COM	302445101	675	23,212	SH	DEFINED
F M C CORP	COM NEW	302491303	985	17,158	SH	DEFINED
FAMILY DLR STORES INC	COM	307000109	2,218	58,834	SH	DEFINED
FASTENAL CO	COM	311900104	16,797	334,507	SH	DEFINED
FEDERAL NATL MTG ASSN	COM	313586109	0	1,520	SH	DEFINED
FEDERATED INVS INC PA	CL B	314211103	182	8,815	SH	DEFINED
FIFTH THIRD BANCORP	COM	316773100	2,514	204,494	SH	DEFINED
FIRST HORIZON NATL CORP	COM	320517105	233	20,373	SH	DEFINED
FIRST SOLAR INC	COM	336433107	465	4,083	SH	DEFINED
FISERV INC	COM	337738108	13,771	301,784	SH	DEFINED
FIRSTENERGY CORP	COM	337932107	1,809	51,374	SH	DEFINED
FLUOR CORP NEW	COM	343412102	1,576	37,090	SH	DEFINED
FOMENTO ECONOMICO						

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MEXICANO S	SPON ADR UNITS	344419106	1,859	43,085	SH	DEFINED
FORD MTR CO DEL	COM PAR \$0.01	345370860	22,948	2,278,871	SH	DEFINED
FOREST LABS INC	COM	345838106	12,098	441,147	SH	DEFINED
FORTUNE BRANDS INC	COM	349631101	12,669	323,336	SH	DEFINED
FRANKLIN RES INC	COM	354613101	13,296	154,215	SH	DEFINED
GANNETT INC	COM	364730101	2,578	191,636	SH	DEFINED
GAP INC DEL	COM	364760108	3,478	178,804	SH	DEFINED
GENERAL DYNAMICS CORP	COM	369550108	19,093	325,962	SH	DEFINED
GENERAL ELECTRIC CO	COM	369604103	81,973	5,690,623	SH	DEFINED
GENERAL MLS INC	COM	370334104	7,338	206,751	SH	DEFINED
GENUINE PARTS CO	COM	372460105	36,442	923,658	SH	DEFINED
GENZYME CORP	COM	372917104	55	1,094	SH	DEFINED
GERDAU S A	SPONSORED ADR	373737105	939	71,300	SH	DEFINED
GILEAD SCIENCES INC	COM	375558103	16,289	475,197	SH	DEFINED
GOLDCORP INC NEW	COM	380956409	15,913	363,030	SH	DEFINED
GOODRICH CORP	COM	382388106	19,101	288,210	SH	DEFINED
GOODYEAR TIRE & RUBR CO	COM	382550101	5,850	588,908	SH	DEFINED
GRAINGER W W INC	COM	384802104	34,756	349,400	SH	DEFINED
HALLIBURTON CO	COM	406216101	36,985	1,505,928	SH	DEFINED
HARLEY DAVIDSON INC	COM	412822108	48	2,192	SH	DEFINED
HARMAN INTL INDS INC	COM	413086109	183	6,132	SH	DEFINED
HARRIS CORP DEL	COM	413875105	807	19,394	SH	DEFINED
HARTFORD FINL SVCS GROUP INC	COM	416515104	2,614	118,255	SH	DEFINED
HASBRO INC	COM	418056107	1,131	27,524	SH	DEFINED
HAWAIIAN ELEC INDUSTRIES	COM	419870100	3,240	142,360	SH	DEFINED
HEICO CORP NEW	COM	422806109	507	14,122	SH	DEFINED
HEINZ H J CO	COM	423074103	16,693	386,416	SH	DEFINED
HELMERICH & PAYNE INC	COM	423452101	944	25,853	SH	DEFINED
HERSHEY CO	COM	427866108	1,956	40,836	SH	DEFINED
HEWLETT PACKARD CO	COM	428236103	105,274	2,433,240	SH	DEFINED
HEWLETT PACKARD CO	COM	428236103	3,858	89,163	SH	DEFINED
HEWLETT PACKARD CO	COM	428236103	5	126	SH	DEFINED
HEWLETT PACKARD CO	COM	428236103	237	5,494	SH	DEFINED
HIBBETT SPORTS INC	COM	428567101	744	31,070	SH	DEFINED
HOME DEPOT INC	COM	437076102	27,646	985,424	SH	DEFINED
HONEYWELL INTL INC	COM	438516106	19,159	491,207	SH	DEFINED
HORMEL FOODS CORP	COM	440452100	1,069	26,403	SH	DEFINED
HOSPIRA INC	COM	441060100	1,437	25,032	SH	DEFINED
HUDSON CITY BANCORP	COM	443683107	1,198	97,867	SH	DEFINED
HUMANA INC	COM	444859102	2,853	62,480	SH	DEFINED
HUNT J B TRANS SVCS INC	COM	445658107	15,163	464,056	SH	DEFINED
HUNTINGTON BANCSHARES INC	COM	446150104	638	114,905	SH	DEFINED
ITT CORP NEW	COM	450911102	1,838	40,936	SH	DEFINED
ILLINOIS TOOL WKS INC	COM	452308109	1,946	47,136	SH	DEFINED
ILLINOIS TOOL WKS INC	COM	452308109	1,536	37,230	SH	DEFINED
ILLINOIS TOOL WKS INC	COM	452308109	3	75	SH	DEFINED

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ILLINOIS TOOL WKS INC	COM	452308109	109	2,661	SH	DEFINED
INFOSYS TECHNOLOGIES LTD	SPONSORED ADR	456788108	6,085	101,592	SH	DEFINED
INTEL CORP	COM	458140100	55,068	2,832,005	SH	DEFINED
INTEL CORP	COM	458140100	21	1,100	SH	DEFINED
INTERLINE BRANDS INC	COM	458743101	702	40,555	SH	DEFINED
INTERNATIONAL BUSINESS MACHS	COM	459200101	99,097	802,829	SH	DEFINED
INTERNATIONAL BUSINESS MACHS	COM	459200101	65	530	SH	DEFINED
INTERNATIONAL FLAVORS&FRAGRA	COM	459506101	585	13,797	SH	DEFINED
INTERNATIONAL GAME TECHNOLOG	COM	459902102	62	3,974	SH	DEFINED
INTL PAPER CO	COM	460146103	3,158	139,529	SH	DEFINED
INTERPUBLIC GROUP COS INC	COM	460690100	12,590	1,764,587	SH	DEFINED
INTUIT	COM	461202103	1,659	47,764	SH	DEFINED
IRON MTN INC	COM	462846106	317	14,144	SH	DEFINED
ISHARES INC	MSCI PAC J IDX	464286665	58	1,650	SH	DEFINED
ISHARES INC	MSCI UTD KINGD	464286699	76	5,723	SH	DEFINED
ISHARES INC	MSCI UTD KINGD	464286699	1,355	100,858	SH	DEFINED
ISHARES INC	MSCI JAPAN	464286848	378	41,114	SH	DEFINED
ISHARES INC	MSCI JAPAN	464286848	674	73,321	SH	DEFINED
ISHARES TR INDEX	DJ SEL DIV INX	464287168	48	1,150	SH	DEFINED
ISHARES TR INDEX	S&P GLB100INDX	464287572	120	2,370	SH	DEFINED
ISHARES TR INDEX	S&P EURO PLUS	464287861	103	3,300	SH	DEFINED
ISHARES TR	S&P ASIA 50 IN	464288430	34	928	SH	DEFINED
ISHARES TR	S&P ASIA 50 IN	464288430	412	11,232	SH	DEFINED
ISHARES TR	FTSE KLD400 SOC	464288570	50	1,280	SH	DEFINED
ISHARES TR	DJ OIL EQUIP	464288844	1,863	50,009	SH	DEFINED
ISHARES TR	DJ OIL EQUIP	464288844	2	64	SH	DEFINED
ISHARES TR	DJ OIL EQUIP	464288844	111	2,983	SH	DEFINED
JABIL CIRCUIT INC	COM	466313103	347	26,150	SH	DEFINED
JACOBS ENGR GROUP INC DEL	COM	469814107	311	8,552	SH	DEFINED
JETBLUE AIRWAYS CORP	COM	477143101	3,314	603,235	SH	DEFINED
JOHNSON & JOHNSON	COM	478160104	147,802	2,502,793	SH	DEFINED
JOHNSON & JOHNSON	COM	478160104	10	174	SH	DEFINED
JOHNSON CTLS INC	COM	478366107	4,817	179,370	SH	DEFINED
KLA-TENCOR CORP	COM	482480100	19,382	695,324	SH	DEFINED
KELLOGG CO	COM	487836108	28,371	564,334	SH	DEFINED
KEYCORP NEW	COM	493267108	1,239	161,348	SH	DEFINED
KIMBERLY CLARK CORP KING PHARMACEUTICALS INC	COM	494368103	36,654	604,710	SH	DEFINED
INC	COM	495582108	596	78,561	SH	DEFINED
KOHL'S CORP	COM	500255104	31,303	658,876	SH	DEFINED
KROGER CO	COM	501044101	12,503	635,486	SH	DEFINED
LAN AIRLINES S A	SPONSORED ADR	501723100	7,998	431,895	SH	DEFINED
LKQ CORP	COM	501889208	8,318	431,808	SH	DEFINED
LSI CORPORATION	COM	502161102	163	35,428	SH	DEFINED
LSI CORPORATION	COM	502161102	2,596	564,368	SH	DEFINED
LSI CORPORATION	COM	502161102	3	704	SH	DEFINED
LSI CORPORATION	COM	502161102	158	34,417	SH	DEFINED
L-3 COMMUNICATIONS HLDGS INC	COM	502424104	2,779	39,224	SH	DEFINED

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LAUDER ESTEE COS INC	CL A	518439104	669	12,010	SH	DEFINED
LEGGETT & PLATT INC	COM	524660107	808	40,322	SH	DEFINED
LEGG MASON INC	COM	524901105	731	26,096	SH	DEFINED
LENNAR CORP	CL A	526057104	322	23,203	SH	DEFINED
LEUCADIA NATL CORP	COM	527288104	302	15,535	SH	DEFINED
LEXMARK INTL NEW	CL A	529771107	945	28,619	SH	DEFINED
LILLY ELI & CO	COM	532457108	18,186	542,714	SH	DEFINED
LIMITED BRANDS INC	COM	532716107	1,484	67,305	SH	DEFINED
LINCOLN NATL CORP IND	COM	534187109	2,058	84,819	SH	DEFINED
LINEAR TECHNOLOGY CORP	COM	535678106	15,743	565,818	SH	DEFINED
LOCKHEED MARTIN CORP	COM	539830109	1,997	26,826	SH	DEFINED
LOEWS CORP	COM	540424108	2,322	69,760	SH	DEFINED
LORILLARD INC	COM	544147101	74,269	1,031,663	SH	DEFINED
LOWES COS INC	COM	548661107	16,551	810,538	SH	DEFINED
MDU RES GROUP INC	COM	552690109	16,541	918,217	SH	DEFINED
MEMC ELECTR MATLS INC	COM	552715104	9	1,011	SH	DEFINED
MARATHON OIL CORP	COM	565849106	17,964	577,818	SH	DEFINED
MARATHON OIL CORP	COM	565849106	1,768	56,868	SH	DEFINED
MARATHON OIL CORP	COM	565849106	2	87	SH	DEFINED
MARATHON OIL CORP	COM	565849106	110	3,554	SH	DEFINED
MARINEMAX INC	COM	567908108	208	30,000	SH	DEFINED
MARLIN BUSINESS SVCS CORP	COM	571157106	1,816	150,051	SH	DEFINED
MARSH & MCLENNAN COS INC	COM	571748102	60,930	2,701,438	SH	DEFINED
MARSHALL & ILSLEY CORP NEW	COM	571837103	640	89,334	SH	DEFINED
MARRIOTT INTL INC NEW	CL A	571903202	72	2,422	SH	DEFINED
MASCO CORP	COM	574599106	50,311	4,677,992	SH	DEFINED
MASSEY ENERGY CORP	COM	576206106	586	21,435	SH	DEFINED
MATTEL INC	COM	577081102	2,202	104,049	SH	DEFINED
MCAFEE INC	COM	579064106	598	19,480	SH	DEFINED
MCCORMICK & CO INC	COM NON VTG	579780206	1,229	32,379	SH	DEFINED
MCDONALDS CORP	COM	580135101	28,665	435,209	SH	DEFINED
MCDONALDS CORP	COM	580135101	263	4,000	SH	DEFINED
MCGRAW HILL COS INC	COM	580645109	2,000	71,136	SH	DEFINED
MEAD JOHNSON NUTRITION CO	COM	582839106	782	15,612	SH	DEFINED
MEADWESTVACO CORP	COM	583334107	1,170	52,709	SH	DEFINED
MEDTRONIC INC	COM	585055106	21,051	580,251	SH	DEFINED
MEDTRONIC INC	COM	585055106	14	408	SH	DEFINED
MEREDITH CORP	COM	589433101	139	4,487	SH	DEFINED
METROPCS COMMUNICATIONS INC	COM	591708102	368	44,988	SH	DEFINED
MICROSOFT CORP	COM	594918104	155,008	6,738,036	SH	DEFINED
MICROCHIP TECHNOLOGY INC	COM	595017104	892	32,177	SH	DEFINED
MICRON TECHNOLOGY INC	COM	595112103	1,053	124,217	SH	DEFINED
MILLIPORE CORP	COM	601073109	123	1,157	SH	DEFINED

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MOBILE TELESYSTEMS							
OJSC	SPONSORED ADR	607409109	21,208	1,107,181	SH	DEFINED	
MOHAWK INDS INC	COM	608190104	3,621	79,198	SH	DEFINED	
MOLEX INC	COM	608554101	131	7,177	SH	DEFINED	
MONRO MUFFLER BRAKE INC	COM	610236101	1,779	44,992	SH	DEFINED	
MONSTER WORLDWIDE INC	COM	611742107	15	1,368	SH	DEFINED	
MOODYS CORP	COM	615369105	294	14,797	SH	DEFINED	
MORGAN STANLEY	COM NEW	617446448	19,421	837,316	SH	DEFINED	
MOTOROLA INC	COM	620076109	9,401	1,440,854	SH	DEFINED	
MURPHY OIL CORP	COM	626717102	1,053	21,253	SH	DEFINED	
MYLAN INC	COM	628530107	693	40,713	SH	DEFINED	
NRG ENERGY INC	COM NEW	629377508	1,356	63,933	SH	DEFINED	
NYSE EURONEXT	COM	629491101	3,292	119,184	SH	DEFINED	
NASDAQ OMX GROUP INC	COM	631103108	459	25,810	SH	DEFINED	
NATIONAL OILWELL VARCO INC	COM	637071101	4,502	136,177	SH	DEFINED	
NATIONAL SEMICONDUCTOR CORP	COM	637640103	214	15,959	SH	DEFINED	
NEW YORK CMNTY BANCORP INC	COM	649445103	2,096	137,400	SH	DEFINED	
NEW YORK TIMES CO	CL A	650111107	232	26,850	SH	DEFINED	
NEWELL RUBBERMAID INC	COM	651229106	3,782	258,387	SH	DEFINED	
NEWMONT MINING CORP	COM	651639106	21,902	354,781	SH	DEFINED	
NICOR INC	COM	654086107	16,171	399,187	SH	DEFINED	
NIKE INC	CL B	654106103	17,331	256,685	SH	DEFINED	
NOBLE ENERGY INC	COM	655044105	707	11,734	SH	DEFINED	
NORDSTROM INC	COM	655664100	1,770	54,981	SH	DEFINED	
NORFOLK SOUTHERN CORP	COM	655844108	54,349	1,024,598	SH	DEFINED	
NORTHEAST UTILS	COM	664397106	1,185	46,569	SH	DEFINED	
NORTHERN TR CORP	COM	665859104	1,043	22,343	SH	DEFINED	
NORTHROP GRUMMAN CORP	COM	666807102	6,457	118,573	SH	DEFINED	
NOVELL INC	COM	670006105	25	4,449	SH	DEFINED	
NOVELL INC	COM	670006105	18	3,250	SH	DEFINED	
NOVELLUS SYS INC	COM	670008101	500	19,715	SH	DEFINED	
NUCOR CORP	COM	670346105	9,734	254,323	SH	DEFINED	
OCCIDENTAL PETE CORP DEL	COM	674599105	80,092	1,037,935	SH	DEFINED	
OFFICE DEPOT INC	COM	676220106	1	388	SH	DEFINED	
OMNICOM GROUP INC	COM	681919106	1,248	36,406	SH	DEFINED	
ONEOK INC NEW	COM	682680103	669	15,488	SH	DEFINED	
O REILLY AUTOMOTIVE INC	COM	686091109	33,981	714,719	SH	DEFINED	
OWENS ILL INC	COM NEW	690768403	241	9,124	SH	DEFINED	
PNC FINL SVCS GROUP INC	SHS	693475105	35,653	630,978	SH	DEFINED	
PPG INDS INC	COM	693506107	15,841	262,312	SH	DEFINED	
PACCAR INC	COM	693718108	181	4,548	SH	DEFINED	
PACKAGING CORP AMER	COM	695156109	1,395	63,410	SH	DEFINED	
PACTIV CORP	COM	695257105	613	22,035	SH	DEFINED	

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PALL CORP	COM	696429307	710	20,674	SH	DEFINED
PAN AMERICAN SILVER CORP	COM	697900108	680	26,939	SH	DEFINED
PARKER HANNIFIN CORP	COM	701094104	39,034	703,644	SH	DEFINED
PATTERSON COMPANIES INC	COM	703395103	102	3,579	SH	DEFINED
PAYCHEX INC	COM	704326107	312	12,034	SH	DEFINED
PEABODY ENERGY CORP	COM	704549104	2,081	53,232	SH	DEFINED
PENNEY J C INC	COM	708160106	365	16,982	SH	DEFINED
PEOPLES UNITED FINANCIAL INC	COM	712704105	911	67,457	SH	DEFINED
PEPCO HOLDINGS INC	COM	713291102	344	21,968	SH	DEFINED
PEPSICO INC	COM	713448108	34,645	568,616	SH	DEFINED
PEPSICO INC	COM	713448108	183	3,007	SH	DEFINED
PERKINELMER INC	COM	714046109	171	8,289	SH	DEFINED
PERRIGO CO	COM	714290103	16,212	274,435	SH	DEFINED
PETROHAWK ENERGY CORP	COM	716495106	930	54,867	SH	DEFINED
PFIZER INC	COM	717081103	114,422	8,026,859	SH	DEFINED
PHILIP MORRIS INTL INC	COM	718172109	49,147	1,072,153	SH	DEFINED
PHILIP MORRIS INTL INC	COM	718172109	142	3,100	SH	DEFINED
PINNACLE WEST CAP CORP	COM	723484101	628	17,280	SH	DEFINED
PIONEER NAT RES CO	COM	723787107	770	12,958	SH	DEFINED
PITNEY BOWES INC	COM	724479100	1,079	49,169	SH	DEFINED
PLAINS ALL AMERN PIPELINE L	UNIT LTD PARTN	726503105	2,591	44,100	SH	DEFINED
POLO RALPH LAUREN CORP	CL A	731572103	9,311	127,606	SH	DEFINED
PRECISION CASTPARTS CORP	COM	740189105	2,945	28,611	SH	DEFINED
PRICELINE COM INC	COM NEW	741503403	1,241	7,031	SH	DEFINED
PROCTER & GAMBLE CO	COM	742718109	77,437	1,291,920	SH	DEFINED
PROCTER & GAMBLE CO	COM	742718109	3,105	51,770	SH	DEFINED
PROCTER & GAMBLE CO	COM	742718109	5	88	SH	DEFINED
PROCTER & GAMBLE CO	COM	742718109	206	3,438	SH	DEFINED
PROGRESS ENERGY INC	COM	743263105	24,568	626,591	SH	DEFINED
PROGRESSIVE CORP OHIO	COM	743315103	2,203	117,698	SH	DEFINED
PROSPERITY BANCSHARES INC	COM	743606105	4,849	139,477	SH	DEFINED
PRUDENTIAL FINL INC	COM	744320102	20,940	390,173	SH	DEFINED
PUBLIC SVC ENTERPRISE GROUP	COM	744573106	3,874	123,627	SH	DEFINED
PULTE GROUP INC	COM	745867101	109	13,209	SH	DEFINED
QLOGIC CORP	COM	747277101	262	15,792	SH	DEFINED
QUALCOMM INC	COM	747525103	25,277	770,081	SH	DEFINED
QUALCOMM INC	COM	747525103	55	1,681	SH	DEFINED
QUESTAR CORP	COM	748356102	16,364	359,735	SH	DEFINED
QWEST COMMUNICATIONS INTL IN	COM	749121109	1,310	249,808	SH	DEFINED
RADIOSHACK CORP	COM	750438103	723	37,087	SH	DEFINED

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RAYTHEON CO	COM NEW	755111507	5,670	117,149	SH	DEFINED
RED HAT INC	COM	756577102	102	3,537	SH	DEFINED
REPUBLIC SVCS INC	COM	760759100	18,096	608,576	SH	DEFINED
RESMED INC	COM	761152107	3,935	64,713	SH	DEFINED
REYNOLDS AMERICAN INC	COM	761713106	5,503	105,616	SH	DEFINED
RIVERBED TECHNOLOGY INC	COM	768573107	805	29,168	SH	DEFINED
ROBERT HALF INTL INC	COM	770323103	76	3,249	SH	DEFINED
ROCKWELL AUTOMATION INC	COM	773903109	635	12,951	SH	DEFINED
ROCKWELL COLLINS INC	COM	774341101	1,706	32,127	SH	DEFINED
ROPER INDS INC NEW	COM	776696106	643	11,506	SH	DEFINED
ROSS STORES INC	COM	778296103	1,901	35,682	SH	DEFINED
ROWAN COS INC	COM	779382100	400	18,251	SH	DEFINED
RYANAIR HLDGS PLC	SPONSORED ADR	783513104	1,753	64,800	SH	DEFINED
RYDER SYS INC	COM	783549108	383	9,530	SH	DEFINED
SAFeway INC	COM NEW	786514208	1,121	57,063	SH	DEFINED
ST JUDE MED INC	COM	790849103	1,574	43,625	SH	DEFINED
SARA LEE CORP	COM	803111103	18,610	1,320,834	SH	DEFINED
SCHEIN HENRY INC	COM	806407102	4,085	74,429	SH	DEFINED
SCHLUMBERGER LTD	COM	806857108	37,012	668,996	SH	DEFINED
SCHWAB CHARLES CORP NEW	COM	808513105	13,942	983,574	SH	DEFINED
SCRIPPS NETWORKS INTERACT IN	CL A COM	811065101	550	13,650	SH	DEFINED
SEARS HLDGS CORP	COM	812350106	732	11,323	SH	DEFINED
SEMPRA ENERGY	COM	816851109	1,585	33,891	SH	DEFINED
SHERWIN WILLIAMS CO	COM	824348106	1,070	15,465	SH	DEFINED
SIGMA ALDRICH CORP	COM	826552101	1,046	20,992	SH	DEFINED
SILICON LABORATORIES INC	COM	826919102	1,292	31,853	SH	DEFINED
SMITH INTL INC	COM	832110100	623	16,560	SH	DEFINED
SMUCKER J M CO	COM NEW	832696405	1,610	26,752	SH	DEFINED
SNAP ON INC	COM	833034101	407	9,961	SH	DEFINED
SOCIEDAD QUIMICA MINERA DE C	SPON ADR SER B	833635105	3,641	111,743	SH	DEFINED
SOUTHERN CO	COM	842587107	14,130	424,716	SH	DEFINED
SOUTHWEST AIRLS CO	COM	844741108	1,685	151,737	SH	DEFINED
SOUTHWESTERN ENERGY CO	COM	845467109	10,594	274,157	SH	DEFINED
SPECTRA ENERGY CORP	COM	847560109	1,885	93,933	SH	DEFINED
SPRINT NEXTEL CORP	COM SER 1	852061100	13,451	3,172,548	SH	DEFINED
STANLEY BLACK & DECKER INC	COM	854502101	957	18,969	SH	DEFINED
STAPLES INC	COM	855030102	15,299	802,470	SH	DEFINED
STARBUCKS CORP	COM	855244109	1,727	71,072	SH	DEFINED
STATE STR CORP	COM	857477103	40,224	1,188,836	SH	DEFINED
STEEL DYNAMICS INC	COM	858119100	35	2,655	SH	DEFINED
STERICYCLE INC	COM	858912108	177	2,700	SH	DEFINED
STRYKER CORP	COM	863667101	16,279	325,158	SH	DEFINED
SUNTRUST BKS INC	COM	867914103	2,977	127,915	SH	DEFINED
SUPERVALU INC	COM	868536103	649	59,947	SH	DEFINED

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SYMANTEC CORP	COM	871503108	2,082	149,949	SH	DEFINED
SYSCO CORP	COM	871829107	17,849	624,666	SH	DEFINED
TECO ENERGY INC	COM	872375100	885	58,781	SH	DEFINED
TJX COS INC NEW TAIWAN	COM	872540109	5,091	121,393	SH	DEFINED
SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	11,553	1,183,179	SH	DEFINED
TELLABS INC	COM	879664100	430	67,258	SH	DEFINED
TERADYNE INC	COM	880770102	211	21,658	SH	DEFINED
TERNIUM SA	SPON ADR	880890108	1,080	32,800	SH	DEFINED
TESORO CORP	COM	881609101	6	536	SH	DEFINED
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	30,212	581,071	SH	DEFINED
TEXAS INSTRS INC	COM	882508104	14,731	633,089	SH	DEFINED
TEXTRON INC	COM	883203101	401	23,651	SH	DEFINED
TEXTRON INC	COM	883203101	46	2,743	SH	DEFINED
THERMO FISHER SCIENTIFIC INC	COM	883556102	14,822	302,293	SH	DEFINED
TIFFANY & CO NEW	COM	886547108	5,119	135,141	SH	DEFINED
TIME WARNER INC	COM NEW	887317303	20,931	724,031	SH	DEFINED
TITANIUM METALS CORP	COM NEW	888339207	134	7,661	SH	DEFINED
TORCHMARK CORP	COM	891027104	3,593	72,551	SH	DEFINED
TOTAL SYS SVCS INC	COM	891906109	770	56,691	SH	DEFINED
TRANSDIGM GROUP INC	COM	893641100	1,399	27,400	SH	DEFINED
TRIUMPH GROUP INC NEW	COM	896818101	813	12,204	SH	DEFINED
TYSON FOODS INC	CL A	902494103	730	44,585	SH	DEFINED
US BANCORP DEL	COM NEW	902973304	27,095	1,211,524	SH	DEFINED
URS CORP NEW	COM	903236107	6	160	SH	DEFINED
ULTRA PETROLEUM CORP	COM	903914109	26,713	603,415	SH	DEFINED
UNION PAC CORP	COM	907818108	4,358	62,726	SH	DEFINED
UNITED PARCEL SERVICE INC	CL B	911312106	30,148	530,089	SH	DEFINED
UNITED STATES STL CORP NEW	COM	912909108	177	4,596	SH	DEFINED
UNITED TECHNOLOGIES CORP	COM	913017109	42,305	652,050	SH	DEFINED
URBAN OUTFITTERS INC	COM	917047102	683	19,861	SH	DEFINED
VCA ANTECH INC	COM	918194101	990	40,000	SH	DEFINED
V F CORP	COM	918204108	1,098	15,425	SH	DEFINED
VULCAN MATLS CO	COM	929160109	217	4,961	SH	DEFINED
WAL MART STORES INC	COM	931142103	103,490	2,153,360	SH	DEFINED
WAL MART STORES INC	COM	931142103	197	4,100	SH	DEFINED
WALGREEN CO	COM	931422109	31,459	1,178,476	SH	DEFINED
WASHINGTON POST CO	CL B	939640108	592	1,444	SH	DEFINED
WATERS CORP	COM	941848103	458	7,080	SH	DEFINED
WATSON PHARMACEUTICALS INC	COM	942683103	675	16,651	SH	DEFINED
WELLS FARGO & CO NEW	COM	949746101	145,269	5,679,040	SH	DEFINED
WESTAMERICA BANCORPORATION	COM	957090103	418	7,973	SH	DEFINED
WESTERN DIGITAL CORP	COM	958102105	2,604	86,385	SH	DEFINED
WESTERN UN CO	COM	959802109	42,663	2,860,462	SH	DEFINED
WEYERHAEUSER CO	COM	962166104	757	21,501	SH	DEFINED
WHIRLPOOL CORP	COM	963320106	1,396	15,901	SH	DEFINED

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WHOLE FOODS MKT INC	COM	966837106	1,422	39,502	SH	DEFINED
WILLIAMS COS INC DEL	COM	969457100	2,714	148,545	SH	DEFINED
WISCONSIN ENERGY CORP	COM	976657106	565	11,135	SH	DEFINED
WYNN RESORTS LTD	COM	983134107	38	510	SH	DEFINED
XILINX INC	COM	983919101	1,219	48,250	SH	DEFINED
XEROX CORP	COM	984121103	21,418	2,667,359	SH	DEFINED
YAHOO INC	COM	984332106	11,124	804,059	SH	DEFINED
YUM BRANDS INC	COM	988498101	20,332	520,611	SH	DEFINED
ZIONS BANCORPORATION DUN & BRADSTREET CORP DEL NE	COM	989701107	832	38,590	SH	DEFINED
QUANTA SVCS INC	COM	26483E100	741	11,053	SH	DEFINED
VERISIGN INC	COM	74762E102	9,264	448,442	SH	DEFINED
AMERISOURCEBERGEN CORP	COM	92343E102	993	37,410	SH	DEFINED
NEWS CORP	COM	03073E105	3,269	102,948	SH	DEFINED
TARGET CORP	CL A	65248E104	20,825	1,740,499	SH	DEFINED
DR PEPPER SNAPPLE GROUP INC	COM	87612E106	24,164	491,655	SH	DEFINED
DR PEPPER SNAPPLE GROUP INC	COM	26138E109	2,428	64,983	SH	DEFINED
TRAVELERS COMPANIES INC	COM	26138E109	46	1,233	SH	DEFINED
VALE S A	ADR REPSTG PFD	89417E109	6,995	142,045	SH	DEFINED
AES CORP	COM	91912E204	91,011	4,326,656	SH	DEFINED
AOL INC	COM	00130H105	9,246	1,001,203	SH	DEFINED
AT&T INC	COM	00184X105	1,059	50,921	SH	DEFINED
AT&T INC	COM	00206R102	78,861	3,262,771	SH	DEFINED
AT&T INC	COM	00206R102	9	402	SH	DEFINED
ACTIVISION BLIZZARD INC	COM	00507V109	18,598	1,772,091	SH	DEFINED
ACTUANT CORP	CL A NEW	00508X203	1,081	57,491	SH	DEFINED
ADOBE SYS INC	COM	00724F101	109	4,150	SH	DEFINED
AETNA INC NEW	COM	00817Y108	12,726	482,627	SH	DEFINED
AGILENT TECHNOLOGIES INC	COM	00846U101	1,008	35,486	SH	DEFINED
AKAMAI TECHNOLOGIES INC	COM	00971T101	695	17,153	SH	DEFINED
ALLEGHENY TECHNOLOGIES INC	COM	01741R102	256	5,797	SH	DEFINED
ALTRIA GROUP INC	COM	02209S103	31,900	1,592,617	SH	DEFINED
ALTRIA GROUP INC	COM	02209S103	62	3,100	SH	DEFINED
AMERICA MOVIL SAB DE CV	SPON ADR L SHS	02364W105	57,229	1,205,711	SH	DEFINED
AMERICAN PUBLIC EDUCATION IN	COM	02913V103	2,365	54,074	SH	DEFINED
AMERIPRISE FINL INC	COM	03076C106	2,426	67,183	SH	DEFINED
ANSYS INC	COM	03662Q105	24,753	610,057	SH	DEFINED
ASSURANT INC	COM	04621X108	13,165	379,291	SH	DEFINED
ATHEROS COMMUNICATIONS INC	COM	04743P108	802	29,150	SH	DEFINED
AUTONATION INC	COM	05329W102	337	17,324	SH	DEFINED
BANCO SANTANDER						

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CHILE NEW	SP ADR REP COM	05965X109	11,298	168,168	SH	DEFINED
BANCOLUMBIA S A	SPON ADR PREF	05968L102	1,769	35,300	SH	DEFINED
BIOGEN IDEC INC	COM	09062X103	3,022	63,694	SH	DEFINED
CB RICHARD ELLIS GROUP INC	CL A	12497T101	249	18,343	SH	DEFINED
C H ROBINSON WORLDWIDE INC	COM NEW	12541W209	668	12,007	SH	DEFINED
CME GROUP INC	COM	12572Q105	14,916	52,947	SH	DEFINED
CA INC	COM	12673P105	2,094	113,801	SH	DEFINED
CAMECO CORP	COM	13321L108	3,699	173,705	SH	DEFINED
CAMERON INTERNATIONAL CORP	COM	13342B105	1,119	34,449	SH	DEFINED
CAPITAL ONE FINL CORP	COM	14040H105	32,923	817,459	SH	DEFINED
CAPITALSOURCE INC	COM	14055X102	4,079	857,954	SH	DEFINED
CARDINAL HEALTH INC	COM	14149Y108	19,277	573,746	SH	DEFINED
CAREFUSION CORP	COM	14170T101	1,218	53,664	SH	DEFINED
CENTERPOINT ENERGY INC	COM	15189T107	38,929	2,960,434	SH	DEFINED
CISCO SYS INC	COM	17275R102	124,554	5,846,247	SH	DEFINED
CISCO SYS INC	COM	17275R102	40	1,900	SH	DEFINED
CLIFFS NATURAL RESOURCES INC	COM	18683K101	1,202	25,483	SH	DEFINED
COMCAST CORP NEW	CL A	20030N101	29,649	1,706,427	SH	DEFINED
COMPANHIA SIDERURGICA NACION	SPONSORED ADR	20440W105	836	57,000	SH	DEFINED
CONOCOPHILLIPS	COM	20825C104	87,977	1,793,082	SH	DEFINED
CONOCOPHILLIPS	COM	20825C104	29	600	SH	DEFINED
CONSOL ENERGY INC	COM	20854P109	1,522	45,122	SH	DEFINED
CONSTELLATION BRANDS INC	CL A	21036P108	462	29,564	SH	DEFINED
COSTCO WHSL CORP NEW	COM	22160K105	4,164	75,966	SH	DEFINED
COSTAR GROUP INC	COM	22160N109	713	18,363	SH	DEFINED
CYBERSOURCE CORP	COM	23251J106	16,228	636,051	SH	DEFINED
D R HORTON INC	COM	23331A109	179	18,265	SH	DEFINED
DAVITA INC	COM	23918K108	1,579	25,298	SH	DEFINED
DELL INC	COM	24702R101	12,851	1,066,050	SH	DEFINED
DELL INC	COM	24702R101	7	602	SH	DEFINED
DEVON ENERGY CORP NEW	COM	25179M103	14,253	234,026	SH	DEFINED
DEVON ENERGY CORP NEW	COM	25179M103	2,271	37,293	SH	DEFINED
DEVON ENERGY CORP NEW	COM	25179M103	3	59	SH	DEFINED
DEVON ENERGY CORP NEW	COM	25179M103	151	2,487	SH	DEFINED
DIAMOND OFFSHORE DRILLING IN	COM	25271C102	395	6,357	SH	DEFINED
DISCOVERY COMMUNICATNS NEW	COM SER A	25470F104	1,774	49,671	SH	DEFINED
DIRECTV	COM CL A	25490A101	4,853	143,120	SH	DEFINED
DOMINION RES INC VA NEW	COM	25746U109	2,024	52,285	SH	DEFINED
DUKE ENERGY CORP NEW	COM	26441C105	3,002	187,636	SH	DEFINED

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EOG RES INC	COM	26875P101	13,865	140,918	SH	DEFINED
EQT CORP	COM	26884L109	19	537	SH	DEFINED
EL PASO CORP	COM	28336L109	544	49,042	SH	DEFINED
ENTERGY CORP NEW	COM	29364G103	3,481	48,600	SH	DEFINED
EXELON CORP	COM	30161N101	23,621	622,180	SH	DEFINED
EXPEDIA INC DEL	COM	30212P105	953	50,740	SH	DEFINED
EXXON MOBIL CORP	COM	30231G102	184,945	3,243,812	SH	DEFINED
EXXON MOBIL CORP	COM	30231G102	13	236	SH	DEFINED
FMC TECHNOLOGIES INC	COM	30249U101	14,275	270,955	SH	DEFINED
FEDEX CORP	COM	31428X106	1,378	19,663	SH	DEFINED
FIDELITY NATL INFORMATION SV	COM	31620M106	1,462	54,525	SH	DEFINED
FLOWERVE CORP	COM	34354P105	734	8,657	SH	DEFINED
FREEMPORT-MCMORAN COPPER & GO	COM	35671D857	22,272	376,671	SH	DEFINED
FRONTIER COMMUNICATIONS CORP	COM	35906A108	453	63,879	SH	DEFINED
GAMESTOP CORP NEW	CL A	36467W109	495	26,395	SH	DEFINED
GENWORTH FINL INC	COM CL A	37247D106	1,696	129,776	SH	DEFINED
GOLDMAN SACHS GROUP INC	COM	38141G104	38,390	292,622	SH	DEFINED
GOOGLE INC	CL A	38259P508	79,091	177,774	SH	DEFINED
GRUPO TELEVISIA SA DE CV	SP ADR REP ORD	40049J206	16,090	924,195	SH	DEFINED
HCP INC	COM	40414L109	1,645	51,017	SH	DEFINED
HDFC BANK LTD	ADR REPS 3 SHS	40415F101	7,124	49,880	SH	DEFINED
HMS HLDGS CORP	COM	40425J101	0	13,200	SH	DEFINED
HESS CORP	COM	42809H107	2,896	57,530	SH	DEFINED
IPC THE HOSPITALIST CO INC	COM	44984A105	547	21,795	SH	DEFINED
ICICI BK LTD	COM	45104G104	16,267	450,240	SH	DEFINED
IDEX CORP	COM	45167R104	1,439	50,412	SH	DEFINED
INTEGRYS ENERGY GROUP INC	COM	45822P105	956	21,868	SH	DEFINED
INTERCONTINENTAL EXCHANGE INC	COM	45865V100	619	5,479	SH	DEFINED
INTUITIVE SURGICAL INC	COM NEW	46120E602	1,851	5,867	SH	DEFINED
ISILON SYS INC	COM	46432L104	1,308	101,888	SH	DEFINED
JDS UNIPHASE CORP	COM PAR \$0.001	46612J507	21,401	2,176,020	SH	DEFINED
JPMORGAN CHASE & CO	COM	46625H100	118,965	3,250,417	SH	DEFINED
JPMORGAN CHASE & CO	COM	46625H100	2,120	57,917	SH	DEFINED
JPMORGAN CHASE & CO	COM	46625H100	3	87	SH	DEFINED
JPMORGAN CHASE & CO	COM	46625H100	135	3,695	SH	DEFINED
JANUS CAP GROUP INC	COM	47102X105	141	15,940	SH	DEFINED
JONES LANG LASALLE INC	COM	48020Q107	484	7,370	SH	DEFINED
JUNIPER NETWORKS INC	COM	48203R104	232	10,185	SH	DEFINED
KB FINANCIAL GROUP INC	SPONSORED ADR	48241A105	4,112	108,568	SH	DEFINED
KRAFT FOODS INC	CL A	50075N104	28,535	1,019,480	SH	DEFINED
KRAFT FOODS INC	CL A	50075N104	60	2,145	SH	DEFINED
KRAFT FOODS INC	CL A	50075N104	34	1,231	SH	DEFINED

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LG DISPLAY CO LTD LABORATORY CORP	SPONS ADR REP	50186V102	575	35,700	SH	DEFINED
AMER HLDGS LIFE TECHNOLOGIES CORP	COM NEW	50540R409	2,082	27,630	SH	DEFINED
M & T BK CORP	COM	53217V109	11,081	234,494	SH	DEFINED
MSCI INC	CL A	55261F104	1,243	14,645	SH	DEFINED
MACYS INC	CL A	55354G100	1,300	47,413	SH	DEFINED
MACYS INC	COM	55616P104	1,009	56,424	SH	DEFINED
MACYS INC	COM	55616P104	868	48,516	SH	DEFINED
MACYS INC	COM	55616P104	1	63	SH	DEFINED
MACYS INC	COM	55616P104	51	2,901	SH	DEFINED
MARKET VECTORS ETF TR	GOLD MINER ETF	57060U100	188	3,628	SH	DEFINED
MARKET VECTORS ETF TR	GOLD MINER ETF	57060U100	208	4,012	SH	DEFINED
MASTERCARD INC	CL A	57636Q104	14,879	74,554	SH	DEFINED
MCKESSON CORP	COM	58155Q103	5,629	83,831	SH	DEFINED
MEDCO HEALTH SOLUTIONS INC	COM	58405U102	3,852	69,959	SH	DEFINED
MEDCO HEALTH SOLUTIONS INC	COM	58405U102	15	288	SH	DEFINED
MERCK & CO INC NEW	COM	58933Y105	61,331	1,754,593	SH	DEFINED
MERCK & CO INC NEW	COM	58933Y105	24	701	SH	DEFINED
MERCK & CO INC NEW	COM	58933Y105	20	600	SH	DEFINED
METLIFE INC	COM	59156R108	26,582	704,163	SH	DEFINED
MOLSON COORS BREWING CO	CL B	60871R209	928	21,911	SH	DEFINED
MONSANTO CO NEW	COM	61166W101	10,489	226,964	SH	DEFINED
NII HLDGS INC	CL B NEW	62913F201	5,178	159,201	SH	DEFINED
NETAPP INC	COM	64110D104	1,969	52,780	SH	DEFINED
NETLOGIC MICROSYSTEMS INC	COM	64118B100	2,233	82,159	SH	DEFINED
NEXTERA ENERGY INC	COM	65339F101	2,789	57,230	SH	DEFINED
NISOURCE INC	COM	65473P105	1,100	75,866	SH	DEFINED
NVIDIA CORP	COM	67066G104	501	49,139	SH	DEFINED
OCLARO INC	COM NEW	67555N206	1,032	93,003	SH	DEFINED
ORACLE CORP	COM	68389X105	44,685	2,082,739	SH	DEFINED
PG&E CORP	COM	69331C108	17,679	430,319	SH	DEFINED
PPL CORP	COM	69351T106	15,021	601,832	SH	DEFINED
PSS WORLD MED INC	COM	69366A100	1,357	64,155	SH	DEFINED
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	62,793	2,106,452	SH	DEFINED
PETROLEO BRASILEIRO SA PETRO	SPONSORED ADR	71654V408	739	21,546	SH	DEFINED
PORTFOLIO RECOVERY ASSOCS IN	COM	73640Q105	2,738	40,978	SH	DEFINED
POWERSHARES QQQ TRUST	UNIT SER 1	73935A104	8,591	201,000	SH	DEFINED
PRAXAIR INC	COM	74005P104	13,630	179,382	SH	DEFINED
PRICE T ROWE GROUP INC	COM	74144T108	1,714	38,627	SH	DEFINED
PRINCIPAL FINL GROUP INC	COM	74251V102	1,395	59,573	SH	DEFINED
QUEST DIAGNOSTICS INC	COM	74834L100	1,762	35,403	SH	DEFINED
QUINSTREET INC	COM	74874Q100	987	85,742	SH	DEFINED
RANGE RES CORP	COM	75281A109	2,565	63,865	SH	DEFINED
REGIONS FINANCIAL CORP NEW	COM	7591EP100	8,279	1,259,174	SH	DEFINED

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SAIC INC	COM	78390X101	1,557	93,025	SH	DEFINED
SK TELECOM LTD	SPONSORED ADR	78440P108	971	66,000	SH	DEFINED
SLM CORP	COM	78442P106	889	85,549	SH	DEFINED
SPDR S&P 500 ETF TR	UNIT SER 1 S&P	78462F103	277	2,686	SH	DEFINED
SPDR INDEX SHS FDS	EURO STOXX 50	78463X202	116	3,809	SH	DEFINED
SPDR INDEX SHS FDS	EURO STOXX 50	78463X202	735	24,071	SH	DEFINED
SALESFORCE COM INC	COM	79466L302	826	9,635	SH	DEFINED
SANDISK CORP	COM	80004C101	3,225	76,824	SH	DEFINED
SCANA CORP NEW	COM	80589M102	596	16,664	SH	DEFINED
SEALED AIR CORP NEW	COM	81211K100	768	38,994	SH	DEFINED
SELECT SECTOR SPDR TR	SBI MATERIALS	81369Y100	9	323	SH	DEFINED
SELECT SECTOR SPDR TR	SBI HEALTHCARE	81369Y209	3,009	106,719	SH	DEFINED
SELECT SECTOR SPDR TR	SBI HEALTHCARE	81369Y209	4	145	SH	DEFINED
SELECT SECTOR SPDR TR	SBI HEALTHCARE	81369Y209	184	6,550	SH	DEFINED
SELECT SECTOR SPDR TR	SBI CONS DISCR	81369Y407	3,508	120,451	SH	DEFINED
SELECT SECTOR SPDR TR	SBI CONS DISCR	81369Y407	4	167	SH	DEFINED
SELECT SECTOR SPDR TR	SBI CONS DISCR	81369Y407	223	7,660	SH	DEFINED
SELECT SECTOR SPDR TR	SBI INT-FINL	81369Y605	2,643	191,386	SH	DEFINED
SELECT SECTOR SPDR TR	SBI INT-FINL	81369Y605	4	354	SH	DEFINED
SELECT SECTOR SPDR TR	SBI INT-FINL	81369Y605	179	12,989	SH	DEFINED
SIGNATURE BK NEW YORK N Y	COM	82669G104	2,060	54,175	SH	DEFINED
SKYWORKS SOLUTIONS INC	COM	83088M102	2,924	174,152	SH	DEFINED
SOLERA HOLDINGS INC	COM	83421A104	1,482	40,940	SH	DEFINED
SOUTHERN COPPER CORP	COM	84265V105	6,371	239,940	SH	DEFINED
STARWOOD HOTELS&RESORTS WRLD	COM	85590A401	15,418	372,029	SH	DEFINED
SUNOCO INC	COM	86764P109	15	444	SH	DEFINED
SUNOCO INC	COM	86764P109	5	158	SH	DEFINED
TEMPUR PEDIC INTL INC	COM	88023U101	1,650	53,676	SH	DEFINED
TENARIS S A	SPONSORED ADR	88031M109	26,417	762,631	SH	DEFINED
TENET HEALTHCARE CORP	COM	88033G100	364	84,001	SH	DEFINED
TERADATA CORP DEL	COM	88076W103	780	25,602	SH	DEFINED
TEXAS CAPITAL BANCSHARES INC	COM	88224Q107	1,253	76,481	SH	DEFINED
3M CO	COM	88579Y101	18,387	232,827	SH	DEFINED
TIME WARNER CABLE INC	COM	88732J207	3,171	60,911	SH	DEFINED
TREX CO INC	COM	89531P105	1,349	67,101	SH	DEFINED
ULTA SALON COSMETCS & FRAG I	COM	90384S303	764	32,300	SH	DEFINED

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UNITEDHEALTH GROUP INC	COM	91324P102	43,417	1,529,059	SH	DEFINED
UNUM GROUP	COM	91529Y106	1,324	61,028	SH	DEFINED
VALERO ENERGY CORP NEW	COM	91913Y100	41	2,315	SH	DEFINED
VARIAN MED SYS INC	COM	92220P105	13,816	264,227	SH	DEFINED
VERIZON COMMUNICATIONS INC	COM	92343V104	34,227	1,221,756	SH	DEFINED
VERIZON COMMUNICATIONS INC	COM	92343V104	38	1,360	SH	DEFINED
VERISK ANALYTICS INC	CL A	92345Y106	257	8,616	SH	DEFINED
VIACOM INC NEW	CL B	92553P201	5,840	186,211	SH	DEFINED
VIACOM INC NEW	CL B	92553P201	445	14,186	SH	DEFINED
VIACOM INC NEW	CL B	92553P201	2	84	SH	DEFINED
VIACOM INC NEW	CL B	92553P201	47	1,521	SH	DEFINED
VIRGIN MEDIA INC	COM	92769L101	28,132	1,685,094	SH	DEFINED
VIRGIN MEDIA INC	*W EXP 01/10/201	92769L119	0	1	SH	DEFINED
VISA INC	COM CL A	92826C839	16,635	235,062	SH	DEFINED
WASTE MGMT INC DEL	COM	94106L109	24,038	768,614	SH	DEFINED
WELLPOINT INC	COM	94973V107	16,530	337,766	SH	DEFINED
WINDSTREAM CORP	COM	97381W104	959	90,703	SH	DEFINED
WYNDHAM WORLDWIDE CORP	COM	98310W108	1,083	53,856	SH	DEFINED
XCEL ENERGY INC	COM	98389B100	1,314	63,810	SH	DEFINED
YINGLI GREEN ENERGY HLDG CO	ADR	98584B103	50	5,000	SH	DEFINED
ZIMMER HLDGS INC	COM	98956P102	3,696	68,368	SH	DEFINED
ACCENTURE PLC IRELAND	SHS	G1151C101	5,669	146,730	SH	DEFINED
CREDICORP LTD	COM	G2519Y108	25,202	277,113	SH	DEFINED
COVIDIEN PLC	SHS	G2554F105	18,634	463,884	SH	DEFINED
INVESCO LTD	SHS	G491BT108	35,813	2,127,935	SH	DEFINED
LAZARD LTD	SHS A	G54050102	21,690	811,473	SH	DEFINED
NABORS INDUSTRIES LTD	SHS	G6359F103	10,697	606,938	SH	DEFINED
XL CAP LTD	CL A	G98255105	1,009	63,084	SH	DEFINED
MELLANOX TECHNOLOGIES LTD	SHS	M51363113	1,448	66,188	SH	DEFINED
TAT TECHNOLOGIES LTD	ORD NEW	M8740S227	209	31,805	SH	DEFINED

7,431,415