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Lloyds Banking Group plc
Form 13F-HR
February 10, 2011

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

FORM 13F

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: 31st December 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 Investment Partnership Limited

Address: 33 Old Broad Street

London EC2N 1HZ

United Kingdom

Form 13F File Number: 028-10147

Name: Lloyds TSB Offshore Private Clients Limited

Address: PO Box 160

25 New Street

St. Helier

Jersey

JE4 8RG

13F File Number : 028-10237

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

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: 10-Feb-11

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: 697

Form 13F Information Table Value Total: \$9,140,968

(thousands)

List of Other Included Managers:

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

FORM 13F INFORMATION TABLE FOR LLOYDS BANKING GROUP PLC EXCHANGE RATE 1.5655

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE US\$ 000's	NO. OF SHARES	SH/PRN	INVESTMENT DISCRETION	MA
AFLAC INC	COM	001055102	17,932	317,699	SH	DEFINED	
AK STL HLDG CORP	COM	001547108	42	2,569	SH	DEFINED	
ABBOTT LABS	COM	002824100	35,476	740,258	SH	DEFINED	
ABERCROMBIE & FITCH CO	CL A	002896207	463	8,033	SH	DEFINED	
ACME PACKET INC	COM	004764106	10,141	190,818	SH	DEFINED	
ADVANCED MICRO DEVICES INC	COM	007903107	1,451	177,323	SH	DEFINED	
AGNICO EAGLE MINES LTD	COM	008474108	12,997	169,580	SH	DEFINED	
AIR PRODS & CHEMS INC	COM	009158106	20,307	223,244	SH	DEFINED	
AIRGAS INC	COM	009363102	839	13,444	SH	DEFINED	
ALBERTO CULVER CO NEW	COM	013078100	21,816	588,836	SH	DEFINED	
ALCOA INC	COM	013817101	14,573	946,352	SH	DEFINED	
ALLEGHENY ENERGY INC	COM	017361106	403	16,637	SH	DEFINED	
ALLERGAN INC	COM	018490102	1,973	28,728	SH	DEFINED	
ALLSTATE CORP	COM	020002101	18,563	582,107	SH	DEFINED	
ALTERA CORP	COM	021441100	1,970	55,368	SH	DEFINED	
AMAZON COM INC	COM	023135106	32,380	179,952	SH	DEFINED	
AMEREN CORP	COM	023608102	1,269	45,023	SH	DEFINED	
AMERICAN ELEC PWR INC	COM	025537101	71	1,999	SH	DEFINED	
AMERICAN EXPRESS CO	COM	025816109	25,962	604,627	SH	DEFINED	
AMERICAN INTL GROUP INC	COM NEW	026874784	2,020	35,067	SH	DEFINED	
AMERICAN TOWER CORP	CL A	029912201	34,740	672,748	SH	DEFINED	
AMGEN INC	COM	031162100	27,701	504,533	SH	DEFINED	
AMGEN INC	COM	031162100	3,375	61,479	SH	DEFINED	
AMGEN INC	COM	031162100	4	81	SH	DEFINED	
AMGEN INC	COM	031162100	221	4,036	SH	DEFINED	
AMPHENOL CORP NEW	CL A	032095101	34,885	660,953	SH	DEFINED	
ANADARKO PETE CORP	COM	032511107	3,927	51,555	SH	DEFINED	
ANALOG DEVICES INC	COM	032654105	208	5,538	SH	DEFINED	
ANGLOGOLD ASHANTI LTD	SPONSORED ADR	035128206	381	7,760	SH	DEFINED	
AON CORP	COM	037389103	2,684	58,334	SH	DEFINED	
APACHE CORP	COM	037411105	49,600	415,813	SH	DEFINED	
APOLLO GROUP INC	CL A	037604105	870	22,032	SH	DEFINED	
APPLE INC	COM	037833100	254,397	788,830	SH	DEFINED	
APPLE INC	COM	037833100	4,118	12,771	SH	DEFINED	
APPLE INC	COM	037833100	6	19	SH	DEFINED	
APPLE INC	COM	037833100	278	862	SH	DEFINED	
APPLIED MATLS INC	COM	038222105	14,547	1,036,154	SH	DEFINED	
ARCHER DANIELS MIDLAND CO	COM	039483102	6,014	199,922	SH	DEFINED	
ARYX THERAPEUTICS INC	COM	043387109	142	520,142	SH	DEFINED	
AUTODESK INC	COM	052769106	843	22,072	SH	DEFINED	
AUTOMATIC DATA PROCESSING IN	COM	053015103	5,828	126,001	SH	DEFINED	
AUTOZONE INC	COM	053332102	1,954	7,170	SH	DEFINED	
AVERY DENNISON CORP	COM	053611109	684	16,152	SH	DEFINED	
AVON PRODS INC	COM	054303102	7,036	242,050	SH	DEFINED	
BB&T CORP	COM	054937107	18,670	709,916	SH	DEFINED	
BMC SOFTWARE INC	COM	055921100	2,199	46,652	SH	DEFINED	
BAKER HUGHES INC	COM	057224107	21,462	375,389	SH	DEFINED	
BAKER HUGHES INC	COM	057224107	6	107	SH	DEFINED	
BALDOR ELEC CO	COM	057741100	1,985	31,480	SH	DEFINED	

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BALL CORP	COM	058498106	1,091	16,043	SH	DEFINED
BANK OF AMERICA CORPORATION	COM	060505104	117,440	8,800,307	SH	DEFINED
BANK OF NEW YORK MELLON CORP	COM	064058100	23,668	783,476	SH	DEFINED
BANK OF NEW YORK MELLON CORP	COM	064058100	51	1,713	SH	DEFINED
BARD C R INC	COM	067383109	2,200	23,972	SH	DEFINED
BARRICK GOLD CORP	COM	067901108	5	105	SH	DEFINED
BAXTER INTL INC	COM	071813109	29,972	592,105	SH	DEFINED
BECTON DICKINSON & CO	COM	075887109	36,809	435,432	SH	DEFINED
BED BATH & BEYOND INC	COM	075896100	17,762	361,423	SH	DEFINED
BEMIS INC	COM	081437105	42	1,286	SH	DEFINED
BERKSHIRE HATHAWAY INC DEL	CL B NEW	084670702	71,227	889,176	SH	DEFINED
BEST BUY INC	COM	086516101	3,716	108,352	SH	DEFINED
BIG LOTS INC	COM	089302103	919	30,190	SH	DEFINED
BLOCK H & R INC	COM	093671105	868	72,961	SH	DEFINED
BOEING CO	COM	097023105	20,856	319,564	SH	DEFINED
BOSTON SCIENTIFIC CORP	COM	101137107	45	5,970	SH	DEFINED
BRISTOL MYERS SQUIBB CO	COM	110122108	22,852	862,679	SH	DEFINED
BROADCOM CORP	CL A	111320107	47,933	1,099,654	SH	DEFINED
BROWN FORMAN CORP	CL B	115637209	1,285	18,458	SH	DEFINED
CBS CORP NEW	CL B	124857202	21,178	1,111,426	SH	DEFINED
CF INDS HLDGS INC	COM	125269100	1,671	12,362	SH	DEFINED
CIGNA CORP	COM	125509109	2,686	73,265	SH	DEFINED
CMS ENERGY CORP	COM	125896100	19,854	1,067,431	SH	DEFINED
CSX CORP	COM	126408103	21,908	339,015	SH	DEFINED
CVS CAREMARK CORPORATION	COM	126650100	30,607	880,168	SH	DEFINED
CVS CAREMARK CORPORATION	COM	126650100	14	431	SH	DEFINED
CABOT OIL & GAS CORP	COM	127097103	40	1,069	SH	DEFINED
CAMPBELL SOUP CO	COM	134429109	16,698	480,670	SH	DEFINED
CARMAX INC	COM	143130102	105	3,321	SH	DEFINED
CARNIVAL CORP	PAIRED CTF	143658300	68,977	1,495,766	SH	DEFINED
CATERPILLAR INC DEL	COM	149123101	27,182	290,181	SH	DEFINED
CELGENE CORP	COM	151020104	19,610	331,711	SH	DEFINED
CEMEX SAB DE CV	SPON ADR NEW	151290889	65,800	6,138,060	SH	DEFINED
CENTURYLINK INC	COM	156700106	3,629	78,604	SH	DEFINED
CEPHALON INC	COM	156708109	1,209	19,593	SH	DEFINED
CERNER CORP	COM	156782104	565	5,965	SH	DEFINED
CHEESECAKE FACTORY INC	COM	163072101	5,603	182,727	SH	DEFINED
CHESAPEAKE ENERGY CORP	COM	165167107	22,692	875,638	SH	DEFINED
CHEVRON CORP NEW	COM	166764100	103,710	1,135,936	SH	DEFINED
CHUBB CORP	COM	171232101	11,227	188,185	SH	DEFINED
CINCINNATI FINL CORP	COM	172062101	14,053	443,120	SH	DEFINED
CINTAS CORP	COM	172908105	650	23,251	SH	DEFINED
CITIGROUP INC	COM	172967101	76,561	16,169,173	SH	DEFINED
CITRIX SYS INC	COM	177376100	49,815	728,294	SH	DEFINED
CLOROX CO DEL	COM	189054109	2,260	35,717	SH	DEFINED
COACH INC	COM	189754104	16,967	306,720	SH	DEFINED
COCA COLA CO	COM	191216100	112,702	1,713,201	SH	DEFINED
COCA COLA CO	COM	191216100	7	109	SH	DEFINED
COGNIZANT TECHNOLOGY SOLUTIO	CL A	192446102	3,857	52,614	SH	DEFINED
COLGATE PALMOLIVE CO	COM	194162103	42,173	524,676	SH	DEFINED
COLGATE PALMOLIVE CO	COM	194162103	48	600	SH	DEFINED
COMERICA INC	COM	200340107	1,290	30,549	SH	DEFINED
COMPANIA DE MINAS BUENAVENTU	SPONSORED ADR	204448104	1,002	20,500	SH	DEFINED

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COMPUTER SCIENCES CORP	COM	205363104	12,913	260,383	SH	DEFINED
COMPUWARE CORP	COM	205638109	473	40,572	SH	DEFINED
CONAGRA FOODS INC	COM	205887102	22,575	999,115	SH	DEFINED
CONCUR TECHNOLOGIES INC	COM	206708109	1,765	33,980	SH	DEFINED
CONSOLIDATED EDISON INC	COM	209115104	2,481	50,047	SH	DEFINED
CONSTELLATION ENERGY GROUP I	COM	210371100	1,100	35,933	SH	DEFINED
CORNING INC	COM	219350105	7,354	380,569	SH	DEFINED
COVENTRY HEALTH CARE INC	COM	222862104	1,094	41,424	SH	DEFINED
CUMMINS INC	COM	231021106	58,748	533,883	SH	DEFINED
CYPRESS SEMICONDUCTOR CORP	COM	232806109	9,704	522,718	SH	DEFINED
DTE ENERGY CO	COM	233331107	2,074	45,767	SH	DEFINED
DANAHER CORP DEL	COM	235851102	2,771	58,776	SH	DEFINED
DARDEN RESTAURANTS INC	COM	237194105	1,154	24,865	SH	DEFINED
DEAN FOODS CO NEW	COM	242370104	204	23,163	SH	DEFINED
DEERE & CO	COM	244199105	22,736	273,672	SH	DEFINED
DEERE & CO	COM	244199105	2,267	27,294	SH	DEFINED
DEERE & CO	COM	244199105	3	48	SH	DEFINED
DEERE & CO	COM	244199105	160	1,933	SH	DEFINED
DENBURY RES INC	COM NEW	247916208	52	2,728	SH	DEFINED
DENTSPLY INTL INC NEW	COM	249030107	729	21,346	SH	DEFINED
DEVRY INC DEL	COM	251893103	6,121	127,560	SH	DEFINED
DISNEY WALT CO	COM DISNEY	254687106	30,647	816,931	SH	DEFINED
DISCOVER FINL SVCS	COM	254709108	1,738	93,890	SH	DEFINED
DOLLAR FINL CORP	COM	256664103	1,782	62,313	SH	DEFINED
DONNELLEY R R & SONS CO	COM	257867101	558	31,930	SH	DEFINED
DOVER CORP	COM	260003108	1,035	17,724	SH	DEFINED
DOW CHEM CO	COM	260543103	20,161	590,461	SH	DEFINED
DRIL-QUIP INC	COM	262037104	2,336	30,040	SH	DEFINED
DU PONT E I DE NEMOURS & CO	COM	263534109	14,361	287,887	SH	DEFINED
E M C CORP MASS	COM	268648102	43,008	1,877,270	SH	DEFINED
E M C CORP MASS	COM	268648102	3,100	135,324	SH	DEFINED
E M C CORP MASS	COM	268648102	3	158	SH	DEFINED
E M C CORP MASS	COM	268648102	204	8,918	SH	DEFINED
E TRADE FINANCIAL CORP	COM NEW	269246401	540	33,763	SH	DEFINED
EASTMAN CHEM CO	COM	277432100	1,475	17,539	SH	DEFINED
EATON CORP	COM	278058102	21,241	209,172	SH	DEFINED
EBAY INC	COM	278642103	10,404	373,979	SH	DEFINED
ECOLAB INC	COM	278865100	21,178	419,870	SH	DEFINED
ECOPETROL S A	SPONSORED ADS	279158109	915	21,000	SH	DEFINED
EDISON INTL	COM	281020107	2,226	57,664	SH	DEFINED
ELECTRONIC ARTS INC	COM	285512109	493	30,074	SH	DEFINED
EMERSON ELEC CO	COM	291011104	39,370	688,410	SH	DEFINED
EQUIFAX INC	COM	294429105	73,774	2,072,016	SH	DEFINED
EXPEDITORS INTL WASH INC	COM	302130109	2,052	37,588	SH	DEFINED
EXPRESS SCRIPTS INC	COM	302182100	23,553	435,848	SH	DEFINED
FLIR SYS INC	COM	302445101	695	23,357	SH	DEFINED
F M C CORP	COM NEW	302491303	1,366	17,103	SH	DEFINED
FAMILY DLR STORES INC	COM	307000109	3,485	70,105	SH	DEFINED
FASTENAL CO	COM	311900104	22,644	377,811	SH	DEFINED
FEDERATED INVS INC PA	CL B	314211103	225	8,610	SH	DEFINED
F5 NETWORKS INC	COM	315616102	2,048	15,732	SH	DEFINED
FIFTH THIRD BANCORP	COM	316773100	2,061	140,315	SH	DEFINED
FIRST HORIZON NATL CORP	COM	320517105	247	20,973	SH	DEFINED

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FIRST SOLAR INC	COM	336433107	1,116	8,577	SH	DEFINED
FISERV INC	COM	337738108	18,458	315,107	SH	DEFINED
FIRSTENERGY CORP	COM	337932107	8,499	229,476	SH	DEFINED
FLUOR CORP NEW	COM	343412102	1,974	29,801	SH	DEFINED
FOMENTO ECONOMICO MEXICANO S	SPON ADR UNITS	344419106	1,971	35,285	SH	DEFINED
FORD MTR CO DEL	COM PAR \$0.01	345370860	42,020	2,501,965	SH	DEFINED
FOREST LABS INC	COM	345838106	14,548	454,784	SH	DEFINED
FORTUNE BRANDS INC	COM	349631101	20,106	333,586	SH	DEFINED
FOSSIL INC	COM	349882100	12,221	173,324	SH	DEFINED
FRANKLIN RES INC	COM	354613101	16,517	148,442	SH	DEFINED
GANNETT INC	COM	364730101	1,079	71,565	SH	DEFINED
GAP INC DEL	COM	364760108	2,550	115,215	SH	DEFINED
GENERAL DYNAMICS CORP	COM	369550108	25,282	356,222	SH	DEFINED
GENERAL ELECTRIC CO	COM	369604103	108,424	5,924,848	SH	DEFINED
GENERAL MLS INC	COM	370334104	4,044	113,624	SH	DEFINED
GENUINE PARTS CO	COM	372460105	46,796	911,144	SH	DEFINED
GENZYME CORP	COM	372917104	77	1,094	SH	DEFINED
GILEAD SCIENCES INC	COM	375558103	5,362	147,954	SH	DEFINED
GOLDCORP INC NEW	COM	380956409	24,742	538,398	SH	DEFINED
GOODRICH CORP	COM	382388106	25,017	284,019	SH	DEFINED
GOODYEAR TIRE & RUBR CO	COM	382550101	441	37,244	SH	DEFINED
GRAINGER W W INC	COM	384802104	48,854	353,579	SH	DEFINED
HALLIBURTON CO	COM	406216101	82,424	2,018,222	SH	DEFINED
HARLEY DAVIDSON INC	COM	412822108	806	23,258	SH	DEFINED
HARMAN INTL INDS INC	COM	413086109	389	8,419	SH	DEFINED
HARRIS CORP DEL	COM	413875105	2,339	51,631	SH	DEFINED
HARTFORD FINL SVCS GROUP INC	COM	416515104	2,075	78,366	SH	DEFINED
HASBRO INC	COM	418056107	1,091	23,123	SH	DEFINED
HAWAIIAN ELEC INDUSTRIES	COM	419870100	2,038	89,408	SH	DEFINED
HEICO CORP NEW	COM	422806109	763	14,953	SH	DEFINED
HEINZ H J CO	COM	423074103	3,208	64,860	SH	DEFINED
HELMERICH & PAYNE INC	COM	423452101	888	18,330	SH	DEFINED
HERSHEY CO	COM	427866108	2,410	51,095	SH	DEFINED
HEWLETT PACKARD CO	COM	428236103	103,247	2,452,150	SH	DEFINED
HEWLETT PACKARD CO	COM	428236103	3,697	87,807	SH	DEFINED
HEWLETT PACKARD CO	COM	428236103	5	126	SH	DEFINED
HEWLETT PACKARD CO	COM	428236103	253	6,019	SH	DEFINED
HIBBETT SPORTS INC	COM	428567101	1,214	32,908	SH	DEFINED
HOME DEPOT INC	COM	437076102	33,796	964,097	SH	DEFINED
HONEYWELL INTL INC	COM	438516106	7,685	144,524	SH	DEFINED
HORMEL FOODS CORP	COM	440452100	1,354	26,403	SH	DEFINED
HOSPIRA INC	COM	441060100	898	16,131	SH	DEFINED
HUDSON CITY BANCORP	COM	443683107	539	42,352	SH	DEFINED
HUMANA INC	COM	444859102	3,211	58,647	SH	DEFINED
HUNT J B TRANS SVCS INC	COM	445658107	19,716	483,078	SH	DEFINED
HUNTINGTON BANCSHARES INC	COM	446150104	785	114,321	SH	DEFINED
ITT CORP NEW	COM	450911102	2,444	46,901	SH	DEFINED
ILLINOIS TOOL WKS INC	COM	452308109	4,258	79,721	SH	DEFINED
ILLINOIS TOOL WKS INC	COM	452308109	1,996	37,381	SH	DEFINED
ILLINOIS TOOL WKS INC	COM	452308109	4	75	SH	DEFINED
ILLINOIS TOOL WKS INC	COM	452308109	153	2,874	SH	DEFINED
INFOSYS TECHNOLOGIES LTD	SPONSORED ADR	456788108	6,247	82,079	SH	DEFINED
INTEL CORP	COM	458140100	68,160	3,239,588	SH	DEFINED
INTEL CORP	COM	458140100	23	1,100	SH	DEFINED
INTERLINE BRANDS INC	COM	458743101	979	42,965	SH	DEFINED
INTERNATIONAL BUSINESS MACHS	COM	459200101	106,820	727,756	SH	DEFINED

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INTERNATIONAL BUSINESS MACHS	COM	459200101	77	530	SH	DEFINED
INTERNATIONAL FLAVORS&FRAGRA	COM	459506101	1,017	18,306	SH	DEFINED
INTERNATIONAL GAME TECHNOLOG	COM	459902102	70	3,974	SH	DEFINED
INTL PAPER CO	COM	460146103	3,842	141,028	SH	DEFINED
INTERPUBLIC GROUP COS INC	COM	460690100	21,285	2,002,419	SH	DEFINED
INTUIT	COM	461202103	2,477	50,266	SH	DEFINED
IRON MTN INC	COM	462846106	653	26,151	SH	DEFINED
ISHARES INC	MSCI PAC J IDX	464286665	77	1,650	SH	DEFINED
ISHARES INC	MSCI UTD KINGD	464286699	83	4,787	SH	DEFINED
ISHARES INC	MSCI UTD KINGD	464286699	1,515	87,332	SH	DEFINED
ISHARES INC	MSCI JAPAN	464286848	338	31,073	SH	DEFINED
ISHARES INC	MSCI JAPAN	464286848	551	50,595	SH	DEFINED
ISHARES TR	DJ SEL DIV INX	464287168	28	575	SH	DEFINED
ISHARES TR	S&P GLB100INDX	464287572	147	2,370	SH	DEFINED
ISHARES TR	S&P EURO PLUS	464287861	105	2,678	SH	DEFINED
ISHARES TR	S&P ASIA 50 IN	464288430	111	2,370	SH	DEFINED
ISHARES TR	S&P ASIA 50 IN	464288430	742	15,810	SH	DEFINED
ISHARES TR	MSCI KLD400 SOC	464288570	60	1,280	SH	DEFINED
ISHARES TR	DJ OIL EQUIP	464288844	2,871	50,980	SH	DEFINED
ISHARES TR	DJ OIL EQUIP	464288844	3	64	SH	DEFINED
ISHARES TR	DJ OIL EQUIP	464288844	187	3,333	SH	DEFINED
ISHARES TR	10+YR GOVT/CR	464289479	18	350	SH	DEFINED
ITAU UNIBANCO HLDG SA	SPON ADR REP PFD	465562106	37,523	1,563,815	SH	DEFINED
JABIL CIRCUIT INC	COM	466313103	392	19,517	SH	DEFINED
JACOBS ENGR GROUP INC DEL	COM	469814107	980	21,366	SH	DEFINED
JETBLUE AIRWAYS CORP	COM	477143101	2,975	449,866	SH	DEFINED
JOHNSON & JOHNSON	COM	478160104	167,441	2,706,781	SH	DEFINED
JOHNSON & JOHNSON	COM	478160104	10	174	SH	DEFINED
JOHNSON CTLS INC	COM	478366107	13,086	342,478	SH	DEFINED
KLA-TENCOR CORP	COM	482480100	21,358	552,545	SH	DEFINED
KELLOGG CO	COM	487836108	26,923	526,869	SH	DEFINED
KEYCORP NEW	COM	493267108	2,047	231,140	SH	DEFINED
KIMBERLY CLARK CORP	COM	494368103	20,252	321,164	SH	DEFINED
KING PHARMACEUTICALS INC	COM	495582108	819	58,280	SH	DEFINED
KOHLS CORP	COM	500255104	2,972	54,697	SH	DEFINED
KROGER CO	COM	501044101	21,306	952,674	SH	DEFINED
LAN AIRLINES S A	SPONSORED ADR	501723100	13,025	423,110	SH	DEFINED
LKQ CORP	COM	501889208	9,657	424,773	SH	DEFINED
LSI CORPORATION	COM	502161102	588	98,214	SH	DEFINED
L-3 COMMUNICATIONS HLDGS INC	COM	502424104	14,554	206,365	SH	DEFINED
LAUDER ESTEE COS INC	CL A	518439104	828	10,258	SH	DEFINED
LEGGETT & PLATT INC	COM	524660107	603	26,497	SH	DEFINED
LEGG MASON INC	COM	524901105	941	25,946	SH	DEFINED
LENNAR CORP	CL A	526057104	17	927	SH	DEFINED
LEUCADIA NATL CORP	COM	527288104	453	15,535	SH	DEFINED
LEXMARK INTL NEW	CL A	529771107	992	28,479	SH	DEFINED
LILLY ELI & CO	COM	532457108	11,431	326,331	SH	DEFINED
LIMITED BRANDS INC	COM	532716107	2,676	87,083	SH	DEFINED
LINCOLN NATL CORP IND	COM	534187109	1,484	53,373	SH	DEFINED
LINEAR TECHNOLOGY CORP	COM	535678106	21,304	615,478	SH	DEFINED
LITHIA MTRS INC	CL A	536797103	1,025	71,716	SH	DEFINED
LOCKHEED MARTIN CORP	COM	539830109	5,403	77,283	SH	DEFINED
LOEWS CORP	COM	540424108	2,194	56,421	SH	DEFINED
LORILLARD INC	COM	544147101	85,231	1,038,969	SH	DEFINED
LOWES COS INC	COM	548661107	20,806	829,259	SH	DEFINED
MDU RES GROUP INC	COM	552690109	14,459	712,811	SH	DEFINED

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MEMC ELECTR MATLS INC	COM	552715104	118	10,511	SH	DEFINED
MARATHON OIL CORP	COM	565849106	20,468	552,913	SH	DEFINED
MARATHON OIL CORP	COM	565849106	2,060	55,658	SH	DEFINED
MARATHON OIL CORP	COM	565849106	3	87	SH	DEFINED
MARATHON OIL CORP	COM	565849106	146	3,955	SH	DEFINED
MARLIN BUSINESS SVCS CORP	COM	571157106	1,998	157,893	SH	DEFINED
MARSH & MCLENNAN COS INC	COM	571748102	68,994	2,523,099	SH	DEFINED
MARSHALL & ILSLEY CORP NEW	COM	571837103	619	89,334	SH	DEFINED
MARRIOTT INTL INC NEW	CL A	571903202	1,058	25,482	SH	DEFINED
MASCO CORP	COM	574599106	37,791	2,987,486	SH	DEFINED
MASSEY ENERGY COMPANY	COM	576206106	54	1,022	SH	DEFINED
MATTEL INC	COM	577081102	18,435	724,822	SH	DEFINED
MCAFEE INC	COM	579064106	628	13,572	SH	DEFINED
MCCORMICK & CO INC	COM NON VTG	579780206	1,439	30,927	SH	DEFINED
MCDONALDS CORP	COM	580135101	33,842	440,912	SH	DEFINED
MCDONALDS CORP	COM	580135101	307	4,000	SH	DEFINED
MCGRAW HILL COS INC	COM	580645109	2,606	71,536	SH	DEFINED
MEAD JOHNSON NUTRITION CO	COM	582839106	2,252	36,176	SH	DEFINED
MEADWESTVACO CORP	COM	583334107	1,044	39,906	SH	DEFINED
MECHEL OAO	SPONSORED ADR	583840103	795	27,200	SH	DEFINED
MEDTRONIC INC	COM	585055106	23,540	634,520	SH	DEFINED
MEREDITH CORP	COM	589433101	271	7,840	SH	DEFINED
METROPCS COMMUNICATIONS INC	COM	591708102	1,055	83,505	SH	DEFINED
MICROSOFT CORP	COM	594918104	184,354	6,605,332	SH	DEFINED
MICROCHIP TECHNOLOGY INC	COM	595017104	2,038	59,524	SH	DEFINED
MICRON TECHNOLOGY INC	COM	595112103	1,650	205,694	SH	DEFINED
MOBILE TELESYSTEMS OJSC	SPONSORED ADR	607409109	19,902	954,331	SH	DEFINED
MOHAWK INDS INC	COM	608190104	4,999	88,077	SH	DEFINED
MOLEX INC	COM	608554101	245	10,774	SH	DEFINED
MONRO MUFFLER BRAKE INC	COM	610236101	1,650	47,657	SH	DEFINED
MONSTER WORLDWIDE INC	COM	611742107	19	818	SH	DEFINED
MOODYS CORP	COM	615369105	392	14,797	SH	DEFINED
MORGAN STANLEY	COM NEW	617446448	25,617	941,302	SH	DEFINED
MOTOROLA INC	COM	620076109	21,567	2,380,528	SH	DEFINED
MURPHY OIL CORP	COM	626717102	3,755	50,354	SH	DEFINED
MYLAN INC	COM	628530107	119	5,669	SH	DEFINED
NRG ENERGY INC	COM NEW	629377508	1,697	86,830	SH	DEFINED
NYSE EURONEXT	COM	629491101	2,182	72,781	SH	DEFINED
NASDAQ OMX GROUP INC	COM	631103108	607	25,610	SH	DEFINED
NATIONAL OILWELL VARCO INC	COM	637071101	26,270	390,494	SH	DEFINED
NATIONAL OILWELL VARCO INC	COM	637071101	14	212	SH	DEFINED
NATIONAL SEMICONDUCTOR CORP	COM	637640103	575	41,776	SH	DEFINED
NEW YORK CMNTY BANCORP INC	COM	649445103	2,538	134,645	SH	DEFINED
NEWELL RUBBERMAID INC	COM	651229106	4,682	257,495	SH	DEFINED
NEWFIELD EXPL CO	COM	651290108	1,737	24,087	SH	DEFINED
NEWMONT MINING CORP	COM	651639106	22,091	359,687	SH	DEFINED
NICOR INC	COM	654086107	20,768	415,920	SH	DEFINED
NIKE INC	CL B	654106103	3,446	40,328	SH	DEFINED
NOBLE ENERGY INC	COM	655044105	126	1,472	SH	DEFINED
NORDSTROM INC	COM	655664100	1,668	39,379	SH	DEFINED
NORFOLK SOUTHERN CORP	COM	655844108	66,878	1,064,685	SH	DEFINED
NORTHEAST UTILS	COM	664397106	509	15,966	SH	DEFINED
NORTHERN TR CORP	COM	665859104	1,179	21,281	SH	DEFINED
NORTHROP GRUMMAN CORP	COM	666807102	6,606	101,969	SH	DEFINED
NOVELL INC	COM	670006105	170	28,733	SH	DEFINED
NOVELL INC	COM	670006105	11	2,021	SH	DEFINED

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NOVELLUS SYS INC	COM	670008101	650	20,115	SH	DEFINED
NUCOR CORP	COM	670346105	15,767	359,748	SH	DEFINED
OCCIDENTAL PETE CORP DEL	COM	674599105	138,581	1,412,291	SH	DEFINED
OMNICOM GROUP INC	COM	681919106	1,348	29,449	SH	DEFINED
ONEOK INC NEW	COM	682680103	956	17,239	SH	DEFINED
O REILLY AUTOMOTIVE INC	COM	686091109	36,440	602,921	SH	DEFINED
OWENS ILL INC	COM NEW	690768403	1,190	38,754	SH	DEFINED
PNC FINL SVCS GROUP INC	COM	693475105	66,701	1,098,417	SH	DEFINED
PPG INDS INC	COM	693506107	21,839	259,720	SH	DEFINED
PACCAR INC	COM	693718108	1,975	34,428	SH	DEFINED
PALL CORP	COM	696429307	78	1,574	SH	DEFINED
PAN AMERICAN SILVER CORP	COM	697900108	2,502	60,684	SH	DEFINED
PARKER HANNIFIN CORP	COM	701094104	59,558	689,898	SH	DEFINED
PATTERSON COMPANIES INC	COM	703395103	204	6,675	SH	DEFINED
PAYCHEX INC	COM	704326107	881	28,530	SH	DEFINED
PEABODY ENERGY CORP	COM	704549104	1,691	26,439	SH	DEFINED
PENNEY J C INC	COM	708160106	1,358	42,046	SH	DEFINED
PEOPLES UNITED FINANCIAL INC	COM	712704105	446	31,851	SH	DEFINED
PEPCO HOLDINGS INC	COM	713291102	13	726	SH	DEFINED
PEPSICO INC	COM	713448108	31,619	483,999	SH	DEFINED
PEPSICO INC	COM	713448108	2,619	40,104	SH	DEFINED
PEPSICO INC	COM	713448108	3	52	SH	DEFINED
PEPSICO INC	COM	713448108	183	2,805	SH	DEFINED
PERKINELMER INC	COM	714046109	214	8,289	SH	DEFINED
PERRIGO CO	COM	714290103	14,860	234,523	SH	DEFINED
PETROHAWK ENERGY CORP	COM	716495106	1,060	58,076	SH	DEFINED
PFIZER INC	COM	717081103	132,337	7,555,685	SH	DEFINED
PHILIP MORRIS INTL INC	COM	718172109	75,663	1,292,176	SH	DEFINED
PHILIP MORRIS INTL INC	COM	718172109	181	3,100	SH	DEFINED
PINNACLE WEST CAP CORP	COM	723484101	407	9,828	SH	DEFINED
PIONEER NAT RES CO	COM	723787107	1,042	12,004	SH	DEFINED
PITNEY BOWES INC	COM	724479100	1,185	49,006	SH	DEFINED
PLAINS ALL AMERN PIPELINE L	UNIT LTD PARTN	726503105	2,686	42,807	SH	DEFINED
POLO RALPH LAUREN CORP	CL A	731572103	20,395	183,786	SH	DEFINED
PRECISION CASTPARTS CORP	COM	740189105	1,751	12,578	SH	DEFINED
PRICELINE COM INC	COM NEW	741503403	13,734	34,374	SH	DEFINED
PROCTER & GAMBLE CO	COM	742718109	85,153	1,323,392	SH	DEFINED
PROCTER & GAMBLE CO	COM	742718109	3,335	51,840	SH	DEFINED
PROCTER & GAMBLE CO	COM	742718109	5	88	SH	DEFINED
PROCTER & GAMBLE CO	COM	742718109	238	3,706	SH	DEFINED
PROGRESS ENERGY INC	COM	743263105	25,627	589,129	SH	DEFINED
PROGRESSIVE CORP OHIO	COM	743315103	2,367	119,116	SH	DEFINED
PROSPERITY BANCSHARES INC	COM	743606105	4,664	118,740	SH	DEFINED
PRUDENTIAL FINL INC	COM	744320102	18,674	318,027	SH	DEFINED
PUBLIC SVC ENTERPRISE GROUP	COM	744573106	2,851	89,606	SH	DEFINED
PULTE GROUP INC	COM	745867101	173	23,112	SH	DEFINED
QLOGIC CORP	COM	747277101	13	775	SH	DEFINED
QUAD / GRAPHICS INC	COM CL A	747301109	91	2,212	SH	DEFINED
QUALCOMM INC	COM	747525103	34,026	687,743	SH	DEFINED
QUALCOMM INC	COM	747525103	2,562	51,795	SH	DEFINED
QUALCOMM INC	COM	747525103	2	42	SH	DEFINED
QUALCOMM INC	COM	747525103	175	3,554	SH	DEFINED
QUESTAR CORP	COM	748356102	167	9,596	SH	DEFINED
QWEST COMMUNICATIONS INTL IN	COM	749121109	12,379	1,625,710	SH	DEFINED
RADIOSHACK CORP	COM	750438103	397	21,513	SH	DEFINED
RAYTHEON CO	COM NEW	755111507	4,466	96,366	SH	DEFINED

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RED HAT INC	COM	756577102	109	2,401	SH	DEFINED
REGAL ENTMT GROUP	CL A	758766109	2,436	207,320	SH	DEFINED
REPUBLIC SVCS INC	COM	760759100	17,040	570,398	SH	DEFINED
REYNOLDS AMERICAN INC	COM	761713106	7,523	230,594	SH	DEFINED
RIVERBED TECHNOLOGY INC	COM	768573107	15,153	430,732	SH	DEFINED
ROBERT HALF INTL INC	COM	770323103	99	3,249	SH	DEFINED
ROCKWELL AUTOMATION INC	COM	773903109	960	13,387	SH	DEFINED
ROCKWELL COLLINS INC	COM	774341101	1,522	26,119	SH	DEFINED
ROPER INDS INC NEW	COM	776696106	723	9,463	SH	DEFINED
ROSS STORES INC	COM	778296103	3,098	48,957	SH	DEFINED
ROWAN COS INC	COM	779382100	1,033	29,585	SH	DEFINED
RYANAIR HLDGS PLC	SPONSORED ADR	783513104	332	10,800	SH	DEFINED
RYDER SYS INC	COM	783549108	507	9,630	SH	DEFINED
SAFEWAY INC	COM NEW	786514208	146	6,517	SH	DEFINED
ST JUDE MED INC	COM	790849103	3,275	76,609	SH	DEFINED
SARA LEE CORP	COM	803111103	22,078	1,261,256	SH	DEFINED
SCHLUMBERGER LTD	COM	806857108	59,490	712,211	SH	DEFINED
SCHWAB CHARLES CORP NEW	COM	808513105	13,927	814,473	SH	DEFINED
SCRIPPS NETWORKS INTERACT IN	CL A COM	811065101	396	7,667	SH	DEFINED
SEARS HLDGS CORP	COM	812350106	14	193	SH	DEFINED
SEMPRA ENERGY	COM	816851109	106	2,027	SH	DEFINED
SHERWIN WILLIAMS CO	COM	824348106	1,315	15,705	SH	DEFINED
SIGMA ALDRICH CORP	COM	826552101	1,419	21,308	SH	DEFINED
SILICON LABORATORIES INC	COM	826919102	871	18,930	SH	DEFINED
SMUCKER J M CO	COM NEW	832696405	2,516	38,322	SH	DEFINED
SNAP ON INC	COM	833034101	370	6,552	SH	DEFINED
SOCIEDAD QUIMICA MINERA DE C	SPON ADR SER B	833635105	6,999	119,743	SH	DEFINED
SOUTHERN CO	COM	842587107	58,746	1,536,266	SH	DEFINED
SOUTHWEST AIRLS CO	COM	844741108	1,769	136,398	SH	DEFINED
SOUTHWESTERN ENERGY CO	COM	845467109	14,445	385,877	SH	DEFINED
SPECTRA ENERGY CORP	COM	847560109	261	10,476	SH	DEFINED
SPRINT NEXTEL CORP	COM SER 1	852061100	2,678	632,551	SH	DEFINED
STANDARD PARKING CORP	COM	853790103	33	1,793	SH	DEFINED
STANLEY BLACK & DECKER INC	COM	854502101	129	1,934	SH	DEFINED
STAPLES INC	COM	855030102	462	20,293	SH	DEFINED
STARBUCKS CORP	COM	855244109	2,231	69,486	SH	DEFINED
STATE STR CORP	COM	857477103	51,418	1,109,482	SH	DEFINED
STEEL DYNAMICS INC	COM	858119100	66	3,611	SH	DEFINED
STERICYCLE INC	COM	858912108	103	1,281	SH	DEFINED
STRYKER CORP	COM	863667101	17,604	327,826	SH	DEFINED
SUNTRUST BKS INC	COM	867914103	2,612	88,542	SH	DEFINED
SUPERVALU INC	COM	868536103	580	60,280	SH	DEFINED
SYMANTEC CORP	COM	871503108	3,427	204,640	SH	DEFINED
SYSCO CORP	COM	871829107	16,826	572,229	SH	DEFINED
TECO ENERGY INC	COM	872375100	1,235	69,325	SH	DEFINED
TJX COS INC NEW	COM	872540109	5,578	125,673	SH	DEFINED
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	14,831	1,183,179	SH	DEFINED
TATA MTRS LTD	SPONSORED ADR	876568502	824	28,100	SH	DEFINED
TELLABS INC	COM	879664100	686	101,119	SH	DEFINED
TERADYNE INC	COM	880770102	594	42,329	SH	DEFINED
TERNIUM SA	SPON ADR	880890108	962	22,700	SH	DEFINED
TESORO CORP	COM	881609101	9	536	SH	DEFINED
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	30,178	578,971	SH	DEFINED
TEXAS INSTRS INC	COM	882508104	26,736	822,539	SH	DEFINED
TEXTRON INC	COM	883203101	578	24,495	SH	DEFINED
TEXTRON INC	COM	883203101	64	2,750	SH	DEFINED

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THERMO FISHER SCIENTIFIC INC	COM	883556102	4,493	81,166	SH	DEFINED
TIFFANY & CO NEW	COM	886547108	9,054	145,371	SH	DEFINED
TIME WARNER INC	COM NEW	887317303	27,235	846,480	SH	DEFINED
TITANIUM METALS CORP	COM NEW	888339207	211	12,324	SH	DEFINED
TORCHMARK CORP	COM	891027104	1,296	21,702	SH	DEFINED
TOTAL SYS SVCS INC	COM	891906109	752	48,923	SH	DEFINED
TRANSDIGM GROUP INC	COM	893641100	1,973	27,400	SH	DEFINED
TRIUMPH GROUP INC NEW	COM	896818101	1,156	12,921	SH	DEFINED
TYSON FOODS INC	CL A	902494103	1,244	72,259	SH	DEFINED
US BANCORP DEL	COM NEW	902973304	41,551	1,540,365	SH	DEFINED
URS CORP NEW	COM	903236107	6	160	SH	DEFINED
ULTRA PETROLEUM CORP	COM	903914109	31,495	659,248	SH	DEFINED
UNION PAC CORP	COM	907818108	10,888	117,496	SH	DEFINED
UNITED PARCEL SERVICE INC	CL B	911312106	42,945	591,576	SH	DEFINED
UNITED STATES STL CORP NEW	COM	912909108	177	3,034	SH	DEFINED
UNITED TECHNOLOGIES CORP	COM	913017109	58,672	745,281	SH	DEFINED
URBAN OUTFITTERS INC	COM	917047102	387	10,802	SH	DEFINED
VCA ANTECH INC	COM	918194101	33	1,457	SH	DEFINED
V F CORP	COM	918204108	2,438	28,306	SH	DEFINED
VULCAN MATLS CO	COM	929160109	56	1,274	SH	DEFINED
WAL MART STORES INC	COM	931142103	117,658	2,180,883	SH	DEFINED
WAL MART STORES INC	COM	931142103	221	4,100	SH	DEFINED
WALGREEN CO	COM	931422109	9,947	255,230	SH	DEFINED
WASHINGTON POST CO	CL B	939640108	635	1,444	SH	DEFINED
WATERS CORP	COM	941848103	1,261	16,231	SH	DEFINED
WATSON PHARMACEUTICALS INC	COM	942683103	557	10,791	SH	DEFINED
WELLS FARGO & CO NEW	COM	949746101	166,773	5,381,542	SH	DEFINED
WESTERN DIGITAL CORP	COM	958102105	2,430	71,682	SH	DEFINED
WESTERN UN CO	COM	959802109	43,561	2,344,514	SH	DEFINED
WEYERHAEUSER CO	COM	962166104	1,615	85,295	SH	DEFINED
WHIRLPOOL CORP	COM	963320106	1,745	19,648	SH	DEFINED
WHOLE FOODS MKT INC	COM	966837106	1,417	28,034	SH	DEFINED
WILLIAMS COS INC DEL	COM	969457100	1,368	55,347	SH	DEFINED
WISCONSIN ENERGY CORP	COM	976657106	1,059	17,997	SH	DEFINED
WYNN RESORTS LTD	COM	983134107	685	6,606	SH	DEFINED
XILINX INC	COM	983919101	2,419	83,439	SH	DEFINED
XEROX CORP	COM	984121103	35,180	3,052,559	SH	DEFINED
YAHOO INC	COM	984332106	16,961	1,018,687	SH	DEFINED
YUM BRANDS INC	COM	988498101	2,538	51,738	SH	DEFINED
ZIONS BANCORPORATION	COM	989701107	1,031	42,576	SH	DEFINED
DUN & BRADSTREET CORP DEL NE	COM	26483E100	357	4,360	SH	DEFINED
QUANTA SVCS INC	COM	74762E102	13,599	682,717	SH	DEFINED
VERISIGN INC	COM	92343E102	975	29,844	SH	DEFINED
AMERISOURCEBERGEN CORP	COM	03073E105	3,054	89,488	SH	DEFINED
NEWS CORP	CL A	65248E104	28,946	1,987,434	SH	DEFINED
VALE S A	ADR	91912E105	119,636	3,955,590	SH	DEFINED
TARGET CORP	COM	87612E106	27,297	453,931	SH	DEFINED
DR PEPPER SNAPPLE GROUP INC	COM	26138E109	2,211	62,867	SH	DEFINED
DR PEPPER SNAPPLE GROUP INC	COM	26138E109	43	1,233	SH	DEFINED
TRAVELERS COMPANIES INC	COM	89417E109	17,211	308,927	SH	DEFINED
AES CORP	COM	00130H105	16,088	1,319,825	SH	DEFINED
AT&T INC	COM	00206R102	86,542	2,944,639	SH	DEFINED
AT&T INC	COM	00206R102	5	180	SH	DEFINED
ACTIVISION BLIZZARD INC	COM	00507V109	15,313	1,231,457	SH	DEFINED
ACTUANT CORP	CL A NEW	00508X203	1,620	60,862	SH	DEFINED
ADOBE SYS INC	COM	00724F101	162	5,269	SH	DEFINED

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ADVISORY BRD CO	COM	00762W107	24	520	SH	DEFINED
AETNA INC NEW	COM	00817Y108	14,703	481,847	SH	DEFINED
AGILENT TECHNOLOGIES INC	COM	00846U101	1,421	34,297	SH	DEFINED
AKAMAI TECHNOLOGIES INC	COM	00971T101	830	17,652	SH	DEFINED
ALLEGHENY TECHNOLOGIES INC	COM	01741R102	22	415	SH	DEFINED
ALLEGIANT TRAVEL CO	COM	01748X102	35	714	SH	DEFINED
ALTRIA GROUP INC	COM	02209S103	39,029	1,585,292	SH	DEFINED
ALTRIA GROUP INC	COM	02209S103	76	3,100	SH	DEFINED
AMERICA MOVIL SAB DE CV	SPON ADR L SHS	02364W105	64,462	1,124,111	SH	DEFINED
AMERICAN PUBLIC EDUCATION IN	COM	02913V103	1,034	27,742	SH	DEFINED
AMERIPRISE FINL INC	COM	03076C106	2,547	44,285	SH	DEFINED
ANSYS INC	COM	03662Q105	7	151	SH	DEFINED
ASSURANT INC	COM	04621X108	1,501	38,981	SH	DEFINED
AUTONATION INC	COM	05329W102	33	1,189	SH	DEFINED
BANCO SANTANDER CHILE NEW	SP ADR REP COM	05965X109	14,821	158,468	SH	DEFINED
BANCO SANTANDER BRASIL S A	ADS REP 1 UNIT	05967A107	12	900	SH	DEFINED
BANCOLOMBIA S A	SPON ADR PREF	05968L102	1,702	27,500	SH	DEFINED
BIOGEN IDEC INC	COM	09062X103	5,562	82,962	SH	DEFINED
BLUE NILE INC	COM	09578R103	713	12,491	SH	DEFINED
CB RICHARD ELLIS GROUP INC	CL A	12497T101	961	46,901	SH	DEFINED
C H ROBINSON WORLDWIDE INC	COM NEW	12541W209	2,203	27,475	SH	DEFINED
CME GROUP INC	COM	12572Q105	18,858	58,575	SH	DEFINED
CA INC	COM	12673P105	2,926	119,754	SH	DEFINED
CABLEVISION SYS CORP	CL A NY CABLVS	12686C109	1,421	41,982	SH	DEFINED
CAMERON INTERNATIONAL CORP	COM	13342B105	2,357	46,442	SH	DEFINED
CAPITAL ONE FINL CORP	COM	14040H105	17,203	404,262	SH	DEFINED
CAPITALSOURCE INC	COM	14055X102	6,190	873,155	SH	DEFINED
CARDINAL HEALTH INC	COM	14149Y108	21,890	571,340	SH	DEFINED
CAREFUSION CORP	COM	14170T101	73	2,875	SH	DEFINED
CENTERPOINT ENERGY INC	COM	15189T107	37,855	2,408,095	SH	DEFINED
CISCO SYS INC	COM	17275R102	106,025	5,242,284	SH	DEFINED
CISCO SYS INC	COM	17275R102	38	1,900	SH	DEFINED
CLIFFS NATURAL RESOURCES INC	COM	18683K101	2,014	25,820	SH	DEFINED
COCA COLA ENTERPRISES INC NE	COM	19122T109	2,206	88,121	SH	DEFINED
COMCAST CORP NEW	CL A	20030N101	42,626	1,938,907	SH	DEFINED
COMSCORE INC	COM	20564W105	376	16,846	SH	DEFINED
CONOCOPHILLIPS	COM	20825C104	130,231	1,911,802	SH	DEFINED
CONOCOPHILLIPS	COM	20825C104	40	600	SH	DEFINED
CONSOL ENERGY INC	COM	20854P109	149	3,067	SH	DEFINED
CONSTELLATION BRANDS INC	CL A	21036P108	993	44,797	SH	DEFINED
COSTCO WHSL CORP NEW	COM	22160K105	7,428	102,858	SH	DEFINED
COSTAR GROUP INC	COM	22160N109	1,120	19,463	SH	DEFINED
COTT CORP QUE	COM	22163N106	34	3,800	SH	DEFINED
D R HORTON INC	COM	23331A109	804	67,408	SH	DEFINED
DAVITA INC	COM	23918K108	1,651	23,759	SH	DEFINED
DEL MONTE FOODS CO	COM	24522P103	22,524	1,197,488	SH	DEFINED
DELL INC	COM	24702R101	16,042	1,184,843	SH	DEFINED
DELL INC	COM	24702R101	3	270	SH	DEFINED
DEVON ENERGY CORP NEW	COM	25179M103	5,682	72,368	SH	DEFINED
DEVON ENERGY CORP NEW	COM	25179M103	2,941	37,467	SH	DEFINED
DEVON ENERGY CORP NEW	COM	25179M103	4	59	SH	DEFINED
DEVON ENERGY CORP NEW	COM	25179M103	213	2,719	SH	DEFINED
DIAMOND OFFSHORE DRILLING IN	COM	25271C102	425	6,357	SH	DEFINED
DISCOVERY COMMUNICATNS NEW	COM SER A	25470F104	14,889	357,063	SH	DEFINED
DIRECTV	COM CL A	25490A101	6,043	151,323	SH	DEFINED
DOMINION RES INC VA NEW	COM	25746U109	252	5,920	SH	DEFINED

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DUKE ENERGY CORP NEW	COM	26441C105	2,241	125,801	SH	DEFINED
EOG RES INC	COM	26875P101	426	4,661	SH	DEFINED
EQT CORP	COM	26884L109	24	537	SH	DEFINED
EL PASO CORP	COM	28336L109	915	66,474	SH	DEFINED
ENTERGY CORP NEW	COM	29364G103	3,171	44,766	SH	DEFINED
EXELON CORP	COM	30161N101	33,043	793,445	SH	DEFINED
EXPEDIA INC DEL	COM	30212P105	415	16,573	SH	DEFINED
EXXON MOBIL CORP	COM	30231G102	238,273	3,257,329	SH	DEFINED
EXXON MOBIL CORP	COM	30231G102	30	415	SH	DEFINED
FMC TECHNOLOGIES INC	COM	30249U101	29,596	333,016	SH	DEFINED
FEDEX CORP	COM	31428X106	18,661	200,619	SH	DEFINED
FIDELITY NATL INFORMATION SV	COM	31620M106	1,089	39,777	SH	DEFINED
FINISAR CORP	COM NEW	31787A507	17,778	597,982	SH	DEFINED
FLOWSERVE CORP	COM	34354P105	13,715	115,076	SH	DEFINED
FREEMPORT-MCMORAN COPPER & GO	COM	35671D857	41,459	345,169	SH	DEFINED
FRONTIER COMMUNICATIONS CORP	COM	35906A108	184	18,964	SH	DEFINED
GAMESTOP CORP NEW	CL A	36467W109	1,161	50,741	SH	DEFINED
GENWORTH FINL INC	COM CL A	37247D106	1,144	87,042	SH	DEFINED
GOLDMAN SACHS GROUP INC	COM	38141G104	49,196	292,506	SH	DEFINED
GOOGLE INC	CL A	38259P508	73,571	123,874	SH	DEFINED
GRUPO TELEVISIVA SA DE CV	SP ADR REP ORD	40049J206	18,768	724,091	SH	DEFINED
HCP INC	COM	40414L109	1,984	53,937	SH	DEFINED
HDFC BANK LTD	ADR REPS 3 SHS	40415F101	8,576	51,261	SH	DEFINED
HMS HLDGS CORP	COM	40425J101	907	13,987	SH	DEFINED
HESS CORP	COM	42809H107	23,006	300,497	SH	DEFINED
ICICI BK LTD	ADR	45104G104	17,750	350,411	SH	DEFINED
IDEX CORP	COM	45167R104	2,069	52,883	SH	DEFINED
INTEGRYS ENERGY GROUP INC	COM	45822P105	573	11,819	SH	DEFINED
INTERCONTINENTALEXCHANGE INC	COM	45865V100	680	5,707	SH	DEFINED
INTUITIVE SURGICAL INC	COM NEW	46120E602	982	3,808	SH	DEFINED
ISILON SYS INC	COM	46432L104	2,580	76,225	SH	DEFINED
JDS UNIPHASE CORP	COM PAR \$0.001	46612J507	67,647	4,666,946	SH	DEFINED
JPMORGAN CHASE & CO	COM	46625H100	97,612	2,300,553	SH	DEFINED
JPMORGAN CHASE & CO	COM	46625H100	2,437	57,454	SH	DEFINED
JPMORGAN CHASE & CO	COM	46625H100	3	87	SH	DEFINED
JPMORGAN CHASE & CO	COM	46625H100	171	4,052	SH	DEFINED
JANUS CAP GROUP INC	COM	47102X105	202	15,640	SH	DEFINED
JUNIPER NETWORKS INC	COM	48203R104	1,864	50,506	SH	DEFINED
KRAFT FOODS INC	CL A	50075N104	23,185	735,706	SH	DEFINED
KRAFT FOODS INC	CL A	50075N104	67	2,145	SH	DEFINED
KRAFT FOODS INC	CL A	50075N104	38	1,231	SH	DEFINED
LG DISPLAY CO LTD	SPONS ADR REP	50186V102	312	17,600	SH	DEFINED
LABORATORY CORP AMER HLDGS	COM NEW	50540R409	2,891	32,878	SH	DEFINED
LIFE TECHNOLOGIES CORP	COM	53217V109	21,545	388,176	SH	DEFINED
M & T BK CORP	COM	55261F104	12,105	139,012	SH	DEFINED
MSCI INC	CL A	55354G100	12,304	315,748	SH	DEFINED
MWI VETERINARY SUPPLY INC	COM	55402X105	51	818	SH	DEFINED
MACYS INC	COM	55616P104	3,438	135,873	SH	DEFINED
MACYS INC	COM	55616P104	2,495	98,583	SH	DEFINED
MACYS INC	COM	55616P104	3	148	SH	DEFINED
MACYS INC	COM	55616P104	182	7,193	SH	DEFINED
MARKET VECTORS ETF TR	GOLD MINER ETF	57060U100	111	1,819	SH	DEFINED
MARKET VECTORS ETF TR	GOLD MINER ETF	57060U100	96	1,576	SH	DEFINED
MASTERCARD INC	CL A	57636Q104	17,263	77,009	SH	DEFINED
MCKESSON CORP	COM	58155Q103	7,380	104,857	SH	DEFINED
MEDCO HEALTH SOLUTIONS INC	COM	58405U102	18,923	308,810	SH	DEFINED

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MEDCO HEALTH SOLUTIONS INC	COM	58405U102	17	288	SH	DEFINED
MERCK & CO INC NEW	COM	58933Y105	59,336	1,645,723	SH	DEFINED
MERCK & CO INC NEW	COM	58933Y105	10	301	SH	DEFINED
MERCK & CO INC NEW	COM	58933Y105	21	600	SH	DEFINED
METLIFE INC	COM	59156R108	26,073	586,716	SH	DEFINED
MOLSON COORS BREWING CO	CL B	60871R209	2,074	41,314	SH	DEFINED
MONSANTO CO NEW	COM	61166W101	19,186	275,492	SH	DEFINED
NETAPP INC	COM	64110D104	4,636	84,317	SH	DEFINED
NETFLIX INC	COM	64110L106	1,494	8,504	SH	DEFINED
NETLOGIC MICROSYSTEMS INC	COM	64118B100	7,334	233,485	SH	DEFINED
NEXTERA ENERGY INC	COM	65339F101	2,063	39,674	SH	DEFINED
NISOURCE INC	COM	65473P105	885	50,223	SH	DEFINED
NVIDIA CORP	COM	67066G104	68	4,454	SH	DEFINED
OCLARO INC	COM NEW	67555N206	25	1,950	SH	DEFINED
ORACLE CORP	COM	68389X105	75,204	2,403,069	SH	DEFINED
PG&E CORP	COM	69331C108	19,111	399,410	SH	DEFINED
PPL CORP	COM	69351T106	88	3,367	SH	DEFINED
PSS WORLD MED INC	COM	69366A100	956	42,277	SH	DEFINED
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	77,001	2,254,804	SH	DEFINED
PETROLEO BRASILEIRO SA PETRO	SPONSORED ADR	71654V408	637	16,846	SH	DEFINED
PORTFOLIO RECOVERY ASSOCS IN	COM	73640Q105	2,182	28,991	SH	DEFINED
PRAXAIR INC	COM	74005P104	15,709	164,520	SH	DEFINED
PRICE T ROWE GROUP INC	COM	74144T108	1,402	21,730	SH	DEFINED
PRINCIPAL FINL GROUP INC	COM	74251V102	1,839	56,484	SH	DEFINED
QEP RES INC	COM	74733V100	880	24,250	SH	DEFINED
QUEST DIAGNOSTICS INC	COM	74834L100	1,928	35,708	SH	DEFINED
QUINSTREET INC	COM	74874Q100	1,744	90,803	SH	DEFINED
RANGE RES CORP	COM	75281A109	129	2,886	SH	DEFINED
REGIONS FINANCIAL CORP NEW	COM	7591EP100	1,560	223,143	SH	DEFINED
SAIC INC	COM	78390X101	1,172	73,897	SH	DEFINED
SK TELECOM LTD	SPONSORED ADR	78440P108	247	13,300	SH	DEFINED
SLM CORP	COM	78442P106	1,091	86,697	SH	DEFINED
SPDR S&P 500 ETF TR	TR UNIT	78462F103	212	1,691	SH	DEFINED
SPDR INDEX SHS FDS	EURO STOXX 50	78463X202	56	1,536	SH	DEFINED
SPDR INDEX SHS FDS	EURO STOXX 50	78463X202	838	22,741	SH	DEFINED
SALESFORCE COM INC	COM	79466L302	110	836	SH	DEFINED
SANDISK CORP	COM	80004C101	3,825	76,683	SH	DEFINED
SCANA CORP NEW	COM	80589M102	424	10,446	SH	DEFINED
SEALED AIR CORP NEW	COM	81211K100	989	38,854	SH	DEFINED
SELECT SECTOR SPDR TR	SBI HEALTHCARE	81369Y209	3,449	109,532	SH	DEFINED
SELECT SECTOR SPDR TR	SBI HEALTHCARE	81369Y209	4	145	SH	DEFINED
SELECT SECTOR SPDR TR	SBI HEALTHCARE	81369Y209	228	7,242	SH	DEFINED
SELECT SECTOR SPDR TR	SBI INT-FINL	81369Y605	3,983	249,848	SH	DEFINED
SELECT SECTOR SPDR TR	SBI INT-FINL	81369Y605	5	354	SH	DEFINED
SELECT SECTOR SPDR TR	SBI INT-FINL	81369Y605	282	17,706	SH	DEFINED
SELECT SECTOR SPDR TR	SBI INT-UTILS	81369Y886	4,585	146,209	SH	DEFINED
SELECT SECTOR SPDR TR	SBI INT-UTILS	81369Y886	5	166	SH	DEFINED
SELECT SECTOR SPDR TR	SBI INT-UTILS	81369Y886	302	9,657	SH	DEFINED
SIGNATURE BK NEW YORK N Y	COM	82669G104	12,580	251,418	SH	DEFINED
SKYWORKS SOLUTIONS INC	COM	83088M102	27,342	954,527	SH	DEFINED
SOLERA HOLDINGS INC	COM	83421A104	2,263	44,095	SH	DEFINED
SOUTHERN COPPER CORP	COM	84265V105	12,476	256,067	SH	DEFINED
STARWOOD HOTELS&RESORTS WRLD	COM	85590A401	19,729	324,520	SH	DEFINED
SUNOCO INC	COM	86764P109	476	11,821	SH	DEFINED
TEMPUR PEDIC INTL INC	COM	88023U101	28,959	723,352	SH	DEFINED
TENARIS S A	SPONSORED ADR	88031M109	47,717	973,931	SH	DEFINED

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TENET HEALTHCARE CORP	COM	88033G100	566	84,636	SH	DEFINED
TERADATA CORP DEL	COM	88076W103	1,167	28,350	SH	DEFINED
TEXAS CAPITAL BANCSHARES INC	COM	88224Q107	1,724	81,068	SH	DEFINED
3M CO	COM	88579Y101	21,305	246,816	SH	DEFINED
TIME WARNER CABLE INC	COM	88732J207	18,129	274,527	SH	DEFINED
TREEHOUSE FOODS INC	COM	89469A104	1,000	19,575	SH	DEFINED
ULTA SALON COSMETCS & FRAG I	COM	90384S303	1,162	34,227	SH	DEFINED
UNITEDHEALTH GROUP INC	COM	91324P102	71,715	1,985,758	SH	DEFINED
UNUM GROUP	COM	91529Y106	1,451	59,941	SH	DEFINED
VALERO ENERGY CORP NEW	COM	91913Y100	1,316	56,980	SH	DEFINED
VARIAN MED SYS INC	COM	92220P105	18,271	263,623	SH	DEFINED
VERIZON COMMUNICATIONS INC	COM	92343V104	49,300	1,377,696	SH	DEFINED
VERIZON COMMUNICATIONS INC	COM	92343V104	3,435	96,017	SH	DEFINED
VERIZON COMMUNICATIONS INC	COM	92343V104	3	95	SH	DEFINED
VERIZON COMMUNICATIONS INC	COM	92343V104	232	6,503	SH	DEFINED
VIACOM INC NEW	CL B	92553P201	5,634	142,169	SH	DEFINED
VIACOM INC NEW	CL B	92553P201	525	13,270	SH	DEFINED
VIACOM INC NEW	CL B	92553P201	3	84	SH	DEFINED
VIACOM INC NEW	CL B	92553P201	53	1,340	SH	DEFINED
VIRGIN MEDIA INC	COM	92769L101	46,527	1,708,360	SH	DEFINED
VISA INC	COM CL A	92826C839	18,497	262,751	SH	DEFINED
WASTE MGMT INC DEL	COM	94106L109	21,092	571,991	SH	DEFINED
WELLPOINT INC	COM	94973V107	15,935	280,204	SH	DEFINED
WIMM BILL DANN FOODS OJSC	SPONSORED ADR	97263M109	771	23,400	SH	DEFINED
WINDSTREAM CORP	COM	97381W104	17,223	1,235,069	SH	DEFINED
WYNDHAM WORLDWIDE CORP	COM	98310W108	1,693	56,539	SH	DEFINED

XCEL ENERGY INC	COM	98389B100	1,039	44,129	SH	DEFINED
ZIMMER HLDGS INC	COM	98956P102	3,030	56,430	SH	DEFINED
ACCENTURE PLC IRELAND	SHS CLASS A	G1151C101	10,782	222,404	SH	DEFINED
CREDICORP LTD	COM	G2519Y108	27,650	232,713	SH	DEFINED
INGERSOLL-RAND PLC	SHS	G47791101	2,885	61,278	SH	DEFINED
INVESCO LTD	SHS	G491BT108	991	41,206	SH	DEFINED
LAZARD LTD	SHS A	G54050102	3,854	97,600	SH	DEFINED
NABORS INDUSTRIES LTD	SHS	G6359F103	421	17,990	SH	DEFINED
XL GROUP PLC	SHS	G98290102	1,291	59,202	SH	DEFINED
ACE LTD	SHS	H0023R105	5,498	88,335	SH	DEFINED
TYCO INTERNATIONAL LTD	SHS	H89128104	1,870	45,148	SH	DEFINED
TAT TECHNOLOGIES LTD	ORD NEW	M8740S227	169	31,159	SH	DEFINED
			9,140,968			