

AMERICAN ELECTRIC POWER CO INC

Form 11-K

June 28, 2013

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 11-K

(Mark One)

ANNUAL REPORT PURSUANT TO  
SECTION 15(d)  
OF THE SECURITIES EXCHANGE ACT OF  
1934

For the year ended December 31, 2012

OR

TRANSITION REPORT PURSUANT TO  
SECTION 15(d)  
OF THE SECURITIES EXCHANGE ACT OF  
1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

AMERICAN ELECTRIC POWER SYSTEM

RETIREMENT SAVINGS PLAN

(Full title of the plan)

AMERICAN ELECTRIC POWER COMPANY, INC.

1 Riverside Plaza, Columbus, Ohio 43215

(Name of issuer of the securities held  
pursuant to the plan and the address  
of its principal executive office)



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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Benefits Finance Committee has duly caused this annual report to be signed by the undersigned thereunto duly authorized.

By: /s/ Julia A. Sloat  
Julia A. Sloat, Secretary

Date: June 28, 2013

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Trustees and Participants of the American Electric Power System Retirement Savings Plan

We have audited the accompanying statements of net assets available for benefits of the American Electric Power System Retirement Savings Plan (the "Plan") as of December 31, 2012 and 2011, and the related statements of changes in net assets available for benefits for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Plan is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such financial statements present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2012 and 2011, and the changes in net assets available for benefits for the years then ended in conformity with accounting principles generally accepted in the United States of America.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedules of (1) assets held as of December 31, 2012, (2) assets acquired and disposed of in 2012, (3) reportable transactions, and (4) nonexempt transaction, are presented for the purpose of additional analysis and are not a required part of the basic financial statements, but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. These schedules are the responsibility of the Plan's management. Such schedules have been subjected to the auditing procedures applied in our audit of the basic 2012 financial statements and, in our opinion, are fairly stated in all material respects when considered in relation to the basic financial statements taken as a whole.

/s/ Deloitte & Touche LLP

Columbus, Ohio  
June 28, 2013

AMERICAN ELECTRIC POWER SYSTEM RETIREMENT SAVINGS PLAN  
 STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS  
 December 31, 2012 and 2011

ASSETS	2012	2011
Investments at Fair Value:		
Participant Directed Investments	\$ 3,268,509,701	\$ 2,949,303,441
Wrap Contracts	-	456,104
<b>TOTAL INVESTMENTS AT FAIR VALUE</b>	<b>3,268,509,701</b>	<b>2,949,759,545</b>
Notes Receivable from Participants	79,060,932	74,987,631
<b>TOTAL ASSETS</b>	<b>3,347,570,633</b>	<b>3,024,747,176</b>
Adjustment from Fair Value to Contract Value for Fully Benefit Responsive Wrap Contracts	(17,178,669)	(6,071,315)
<b>NET ASSETS AVAILABLE FOR BENEFITS</b>	<b>\$ 3,330,391,964</b>	<b>\$ 3,018,675,861</b>

See Notes to Financial Statements.

AMERICAN ELECTRIC POWER SYSTEM RETIREMENT SAVINGS PLAN  
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS  
For the Years Ended December 31, 2012 and 2011

	2012	2011
<b>INVESTMENT INCOME</b>		
Net Appreciation in Fair Value of Investments	\$ 255,472,235	\$ 17,822,948
Interest	11,457,388	9,625,575
Dividends	33,392,767	18,442,370
Total Investment Income	300,322,390	45,890,893
<b>CONTRIBUTIONS</b>		
Participants	147,216,242	142,067,219
Employer	65,123,578	63,376,474
Total Contributions	212,339,820	205,443,693
<b>DISTRIBUTIONS TO PARTICIPANTS</b>	<b>(198,027,366)</b>	<b>(227,643,846)</b>
<b>ADMINISTRATIVE AND MANAGEMENT FEES</b>		
Professional Fees	(697,438)	(737,977)
Investment Advisory and Management Fees	(5,339,996)	(5,313,267)
Other Fees	(482,541)	(532,758)
Total Administrative and Management Fees	(6,519,975)	(6,584,002)
<b>INTEREST INCOME ON NOTES RECEIVABLE FROM PARTICIPANTS</b>	<b>3,449,226</b>	<b>3,508,423</b>
<b>TRANSFERS INTO PLAN</b>	<b>152,008</b>	<b>-</b>
<b>INCREASE IN NET ASSETS</b>	<b>311,716,103</b>	<b>20,615,161</b>
<b>NET ASSETS AVAILABLE FOR BENEFITS BEGINNING OF YEAR</b>	<b>3,018,675,861</b>	<b>2,998,060,700</b>
<b>NET ASSETS AVAILABLE FOR BENEFITS END OF YEAR</b>	<b>\$ 3,330,391,964</b>	<b>\$ 3,018,675,861</b>

See Notes to Financial Statements.

AMERICAN ELECTRIC POWER SYSTEM RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

For the Years Ended December 31, 2012 and 2011

1. PLAN DESCRIPTION

The following description of the American Electric Power System Retirement Savings Plan (Plan) is provided for general information purposes only. Participants should refer to the Plan documents for a more complete description of the Plan's information.

General

The Plan is a defined contribution plan that became effective and commenced operations on January 1, 1978. The Plan covers eligible regularly-scheduled full-time and part-time employees of the participating subsidiaries of American Electric Power Company, Inc. (AEP or the Company). American Electric Power Service Corporation (AEPSC) is the plan administrator (Plan Administrator) and plan sponsor (Plan Sponsor). AEPSC is a wholly-owned subsidiary of AEP. JPMorgan Chase Bank N.A. is the custodian and trustee and JPMorgan Retirement Plan Services LLC is the record keeper with respect to the Plan, collectively (JPMorgan or the Trustee).

Contributions

Newly eligible employees are automatically enrolled in the Plan with a 3% pretax deferral. Employees may opt out of the automatic enrollment or revise their elections within a reasonable period of time after they are notified of their right not to have such pretax deferrals made on their behalf (or to have such pretax deferrals made at a different percentage) and how their account will be invested in the absence of their making an investment election. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). Generally, eligible employees participating in the Plan may make contributions (pretax, after-tax or Roth 401(k) contributions) in 1% increments up to 50% of their eligible pay (within Internal Revenue Service (IRS) limits). Participants who are age 50 and older are able to contribute additional pretax or Roth 401(k) amounts as catch-up contributions. The catch-up contribution limit was \$5,500 for both 2012 and 2011. The Company contributes to the Plan, on behalf of each participant, an amount equal to 100% of the participant's contributions up to 1% of the participant's eligible compensation for each payroll period, plus 70% of the participant's contributions for the next 5% of the participant's eligible compensation for each payroll period, subject to certain limitations. All contributions are deposited in the American Electric Power System Retirement Savings Plan Trust after each pay period. The Plan, in a manner consistent with the requirements under section 401 of the Internal Revenue Code (IRC), restricts the amount that certain participants who are deemed highly compensated may contribute to the Plan, provided that it is AEPSC's intent that the Plan include a "qualified automatic contribution arrangement" (as defined in Section 401(k)(13) of the IRC) effective January 1, 2009, such that only the after-tax contributions made by such highly compensated participants may be subject to such restrictions.

On November 1, 2012, assets of \$152,008 were transferred into the Plan in connection with the merger of the terminated AEP Ohio Coal, LLC, Employee Savings Plan into the Plan. The merger of the plans was necessary under applicable tax regulations that preclude the distribution of amounts from a terminated plan to participants who have not consented to such a distribution to the extent a related employer maintains another individual account retirement plan to which such amounts may be transferred.

Investments



The investment options offered by the Plan are a series of separately managed accounts, interests in commingled and collective trusts, the AEP Stock Fund and self-directed mutual fund brokerage accounts. Affiliates of JPMorgan provide custody, trustee, recordkeeping and other services with regard to investments.

#### Participant Loans

Participants may borrow from their savings plan accounts a minimum of \$1,000 but no more than the lesser of \$50,000 or 50% of their account balance. Loan terms range from 12 months to 60 months (or up to 180 months for

certain residential loans), or any monthly increment in-between. Interest rates, fixed for the life of the loan, are calculated by adding 1% to the prime rate, as reported in the Wall Street Journal. For loans taken before July 1, 2006, the interest rate was in effect as of the first business day of the calendar quarter in which the loan was taken. For loans taken after July 1, 2006, the interest rate is in effect as of the first business day of the calendar month in which the loan is taken. Active employees repay principal and interest payments through payroll deductions.

Participant loans and the accrued interest are collateralized by the account balance, and upon default, the outstanding balance is subject to income taxes and possible tax penalty.

#### Participant Accounts

Individual accounts are maintained for each Plan participant. Each participant's account is credited with the participant's contributions, the Company's matching contributions and investment earnings and losses and charged with benefit payments and allocations of Plan expenses. The benefit to which a participant is entitled is the benefit that can be provided from the participant's account.

Participants may transfer the value of their cumulative contributions, in any whole percentage or dollar amount, among investments, and change their investment elections on a daily basis. Participants may change their payroll contribution elections coinciding with the Company's payroll periods.

#### Vesting and Distribution

Participants are immediately vested in their pretax, after-tax, Roth 401(k) and the Company matching contributions, including earnings thereon. Excluding participants' pretax and Roth 401(k) contributions and post-2008 Company matching contributions, all participants may make an unlimited number of withdrawals of their interest in the Plan, including their pre-2009 Company matching contributions. Pretax and Roth 401(k) contributions are eligible for withdrawal by participants only after age 59-1/2, or earlier upon hardship (as defined by the Plan) or following termination of employment. Post-2008 Company matching contributions are eligible for withdrawal by participants only after age 59-1/2, or earlier following earlier termination of employment, but not upon hardship.

The AEP Stock Fund, a Plan investment option, is an Employee Stock Ownership Plan. As a result, participants can elect to have dividends generated from their AEP Stock Fund holdings paid out in cash, rather than automatically reinvested in the fund. The dividend payouts are made periodically (at least annually) and are treated as ordinary income to the participants for tax purposes.

## 2. ACCOUNTING POLICIES

#### Basis of Accounting

The accompanying financial statements are prepared on an accrual basis of accounting, in conformity with accounting principles generally accepted in the United States of America (GAAP).

#### Investment Valuation and Income Recognition

Participants direct the investment of their contributions into various investment options offered by the Plan. Investments are reported in the Statements of Net Assets Available for Benefits at fair value while benefit responsive investment contracts are reported at fair value with an adjustment to contract value. Fair value of a financial instrument is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

Purchases and sales of securities have been recorded on a trade-date basis. Interest income is recorded on an accrual basis. Dividends are recorded on the ex-dividend date. These amounts are reinvested by the Trustee in the funds that generated such income with the exception of the AEP Stock Fund, which pays or reinvests dividends at the direction of each participant.

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#### Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are not recorded as distributions until actually distributed based on the terms of the Plan document.

#### Administrative Expenses and Management Fees

Administrative and Management Fees incurred relating to JPMorgan during 2012 and 2011 totaled \$2,529,547 and \$2,998,142, respectively. The Plan directly pays for administrative, recordkeeping and management fees.

#### Distributions to Participants

Benefits are recorded when paid. There were no material amounts of distributions due to participants who requested distributions from the Plan as of December 31, 2012 and 2011.

#### Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of net assets available for benefits and changes therein and disclosure of contingent assets. Actual results could differ from the estimates.

#### Fair Value Measurements of Assets

The accounting guidance for “Fair Value Measurements and Disclosures” establishes a hierarchy that prioritizes the inputs used to measure fair value. The hierarchy gives the highest priority to securities with unadjusted quoted prices in active markets for identical assets (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). AEP’s internal staff independently monitors our valuation policies and procedures and provides members of the Benefits Finance Committee (BFC) various monthly and quarterly reports, regarding compliance with policies and procedures. The BFC consists of our Chief Financial Officer, Treasurer, Chief Administrative Officer, Chief Risk Officer, and EVP General Counsel.

The Plan utilizes its trustee’s external pricing service to estimate the fair value of the underlying investments held in the Plan. The Plan’s investment managers review and validate the prices utilized by the trustee to determine fair value. The Company performs its own valuation testing to verify the fair values of the securities. The Company receives audit reports of the trustee’s operating controls and valuation processes. The trustee uses multiple pricing vendors for the assets held in the trust.

Assets in the Plan are classified using the following methods. Equities are classified as Level 1 holdings if they are actively traded on exchanges. Items classified as Level 1 are investments in money market funds, fixed income and equity mutual funds and domestic equity securities. They are valued based on observable inputs primarily unadjusted quoted prices in active markets for identical assets. Items classified as Level 2 are primarily investments in individual fixed income securities and cash equivalents funds. Fixed income securities do not trade on an exchange and do not have an official closing price but their valuation inputs are based on observable market data. Pricing vendors calculate bond valuations using financial models and matrices. The models use observable inputs including yields on benchmark securities, quotes by securities brokers, rating agency actions, discounts or premiums on securities compared to par prices, changes in yields for U.S. Treasury securities, corporate actions by bond issuers, prepayment schedules and histories, economic events and, for certain securities, adjustments to yields to reflect changes in the rate of inflation. Cash equivalent funds are held to provide liquidity and meet short term cash needs. The underlying

holdings in the cash funds consist of commercial paper, certificates of deposit, treasury bills, and other short-term debt securities. Short-term debt securities are valued based on observable market data by the trust banks pricing vendor. Other securities with model-derived valuation inputs that are observable are also classified as Level 2 investments. Investments with unobservable valuation inputs are classified as Level 3 investments. Plan assets included in Level 3 are primarily real estate and private equity investments that are valued using methods requiring judgment, including appraisals.

Equities and Registered Investment Companies are valued based on observable inputs, primarily unadjusted quoted prices in active markets for identical assets.

#### Investment Descriptions

Common Collective Trusts and the Managed Income Fund are valued at the net asset value per share (NAV). The basis of the reported NAV is the total fair value of all underlying holdings less expenses and liabilities. The value of each unit is determined by dividing the net asset value of the fund by the number of applicable units outstanding on the valuation date. These investments are categorized as Level 2 if they can be redeemed at the NAV price. The JPMorgan Strategic Property Fund has been categorized as a Level 3 investment since the underlying holdings are diversified real estate assets that are difficult to value and rely on unobservable inputs to measure fair value. JPMorgan Emerging Markets Fund is classified as Level 3. The majority of the holdings in the JPMorgan Emerging Markets Fund are equity securities traded on foreign stock exchanges in emerging nations that have limited liquidity.

#### JPMorgan Liquidity Fund

The objective of this fund is to provide liquidity and meet short-term cash needs while preserving principal. The underlying holdings in the fund are investment grade money market instruments including commercial paper, certificates of deposit, treasury bills and other types of investment grade short-term debt securities. The fund is valued each business day.

#### JPMorgan US Treasury Plus Money Market Fund

The objective of this fund is to provide liquidity and meet short-term cash needs while preserving principal. The underlying holdings in the fund include U.S. Treasury obligations, including Treasury bills, bonds and notes and other obligations issued or guaranteed by the U.S. Treasury, and repurchase agreements fully collateralized by U.S. Treasury securities.

#### Mellon Capital Small Cap Stock Index Fund

The objective of this fund is to track the performance of the Russell 2000 Index. The underlying equity holdings of this fund are actively traded on major domestic stock exchanges and have readily available market quotes.

#### Mellon Capital Stock Index Fund

The objective of this fund is to track the performance of the S&P 500 Index. The underlying equity holdings of this fund are actively traded on major domestic stock exchanges and have readily available market quotes.

#### Mellon Capital International Stock Index Fund

The objective of this fund is to track the performance of the MSCI Europe, Australia, and Far East (MSCI EAFE) Index. The underlying equity holdings of this fund are actively traded on the major non-U.S. stock exchanges and have readily available market quotes.

#### JPMorgan US Real Estate Securities Fund

The objective of this fund is to exceed the performance of the MSCI Real Estate Investment Trust (MSCI U.S. REIT) Index. The underlying real estate investment trust equity holdings of this fund are actively traded on the major

domestic stock exchanges and have readily available market quotes.

Mellon Capital Aggregate Bond Index Fund

The objective of this fund is to track the performance of the Barclay's Capital U.S. Aggregate Bond Index. Fixed income securities do not trade on an exchange and do not have an official closing price.

#### Mellon Capital Treasury Inflation-Protected Securities Fund

The objective of this fund is to track the performance of the Barclays Capital U.S. Treasury Inflation-Protected Securities Index. Treasury Inflation-Protected Securities are backed by the U.S. government and protect investors from the effects of inflation. The securities are not actively traded on exchanges and do not have an official closing price.

#### JPMorgan Strategic Property Fund

The objective of this fund is to exceed the performance of the National Council of Real Estate Investment Fiduciaries (NCREIF) Property Index. The underlying holdings in the fund are diversified real estate assets. This diversified fund consists of multiple properties and no single asset, tenant or location has undue influence over the fund's value or performance. The fund's diversified holdings help mitigate the risk of default and concentration risk.

#### JPMorgan Emerging Markets Fund

The objective of this fund is to exceed the performance of the MSCI Emerging Markets (MSCI EM) Free Index. The majority of the underlying holdings of this fund are traded on foreign stock exchanges in emerging markets. The securities in these economies are typically less efficient and less liquid than those in developed markets.

#### Metlife Separate Account No. 690

The objective of the fund is to exceed the performance of the Barclays Capital 1-3 year Government/Credit Index. The fund seeks to preserve principal and an above average level of income with the goal of minimizing overall portfolio risk. Fixed income securities do not trade on an exchange and do not have an official closing price.

#### Wells Fargo Fixed Income Fund N

The objective of the fund is to exceed the performance of the Barclays Capital Intermediate Government/Credit Index. The fund seeks to preserve principal and an above average level of income with the goal of minimizing overall portfolio risk. Fixed income securities do not trade on an exchange and do not have an official closing price.

### 3. PLAN TERMINATION

Although it has not expressed any intent to do so, AEPSC has the right to take such actions as will allow contributions to the Plan to be discontinued at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants remain 100 percent vested in their accounts.

### 4. INVESTMENT CONTRACTS

The Managed Income Fund provides a stable value investment option that includes fully benefit-responsive wrap contracts which assure the book value of investments for plan participants. The fund's underlying assets, which are held in a trust, utilize wrap contracts issued by four financial institutions as of December 31, 2012 and 2011. The contracts provide that participants execute plan transactions at contract value. Contract value represents contributions made to the fund, plus credited interest, less participant withdrawals, without regard to changes in the fair value of the investments and securities underlying the fund. The rates for crediting interest are reset periodically based on market rates of other similar investments, the current yield of the underlying investments and the spread between the market value and contract value. The interest crediting rate cannot be less than 0%. Certain events initiated by the Plan Sponsor, such as plan termination or a plan merger, would limit the ability of the Plan to administer participant-level



transactions at contract value or may allow for the termination of the wrap contract at market value, rather than contract value. In April 2012, AEP initiated a process to identify employee repositioning opportunities and efficiencies. The process resulted in the redeployment of employees and involuntary severances. The most intensive part of this process was completed in early 2013, although additional review and steps continue.

This process is not expected to have a material impact on the Managed Income Fund. The Plan sponsor does not believe that any events that may limit the ability of the plan to transact at contract value are probable as of December 31, 2012 or the date these financial statements are issued. During the year ended December 31, 2012, the average yield based on underlying earnings and the average yield based on interest credited to participants were 0.83% and 1.49%, respectively. During the year ended December 31, 2011, the average yield based on underlying earnings and the average yield based on interest credited to participants were 1.50% and 1.71%, respectively.

#### 5. INVESTMENTS EXCEEDING FIVE PERCENT OF THE PLAN'S NET ASSETS

Investments exceeding five percent of the Plan's net assets as of December 31, 2012 and 2011 were as follows:

	December 31,	
	2012	2011
American Electric Power Company, Inc. Common Stock	\$ 282,978,430	\$ 285,559,258
Mellon Capital Aggregate Bond Index Fund	464,002,734	371,262,961
Mellon Capital Stock Index Fund	481,200,145	423,823,169
Mellon Capital International Stock Index Fund	305,480,758	260,688,324

#### 6. NET APPRECIATION OF INVESTMENTS

During 2012 and 2011, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated (depreciated) in value as follows:

	Years Ended December 31,	
	2012	2011
American Electric Power Company, Inc. Common Stock	\$ 9,617,491	\$ 39,332,060
Common/Collective Trusts	165,034,728	681,279
Corporate Stock	70,090,069	(14,985,551)
Fixed Income Securities	964,770	2,128,176
Registered Investment Companies	9,765,177	(9,333,016)
Net Appreciation in Fair Value of Investments	\$ 255,472,235	\$ 17,822,948

#### 7. PARTY-IN-INTEREST TRANSACTIONS

Certain transactions involving the Plan and its assets involved parties in interest with respect to the Plan, but those transactions were not prohibited transactions under ERISA because of the applicability of one or more exemptions. The exempt party-in-interest transactions involving the Plan included the following: JPMorgan Chase Bank, N.A. has been acting as trustee and custodian under the Plan, while its affiliates have been acting as (a) investment manager for a number of the Plan's investment options, (b) the Plan's record keeper and (c) investment advisor or investment manager for a number of plan participants with respect to the amounts held in their Plan accounts.

As of December 31, 2012 and 2011, the Plan held 6,630,235 and 6,912,594 shares, respectively, of common stock of American Electric Power Company, Inc., the Plan Sponsor, with a cost basis of \$234,634,292 and \$240,862,421, respectively. During the years ended December 31, 2012 and 2011, the Plan recorded dividend income of \$13,252,757 and \$13,695,209, respectively, related to its investment in that common stock.

The Plan entered into a non-exempt prohibited transaction when it issued a \$21,000 loan to a participant, who, as an employee of the Company, was a party-in-interest with respect to the Plan. An exemption under ERISA 408(b)(1) requires that the loan be made in accordance with specific plan provisions, but the \$21,000 loan was issued on April 9,

2008, when the participant's highest outstanding loan balance in the preceding 12 months was approximately \$32,500. In the aggregate, these two loan balances exceeded the \$50,000 limit imposed under the terms of the Plan by \$3,500. The Company undertook steps to remediate the prohibited transaction as relates to the participant, but had not completed the steps to fully remediate the prohibited transaction with the interested government agencies by December 31, 2012. Because the participant is not a "disqualified person" for purposes of Section 4975 of the IRC, 5330 is not required in connection with this transaction.

## 8. FAIR VALUE MEASUREMENTS

For a discussion of fair value accounting and the classification of assets within the fair value hierarchy, see the “Fair Value Measurements of Assets” section of Note 2.

Plan Assets within the Fair Value Hierarchy as of December 31, 2012

	Level 1	Level 2	Level 3	Total
<b>Equities</b>				
Corporate Stocks	\$ 494,382,946	\$ -	\$ -	\$ 494,382,946
AEP Stock	282,978,430	-	-	282,978,430
Subtotal Equities	777,361,376	-	-	777,361,376
<b>Fixed Income</b>				
Government Bonds	-	105,989,433	-	105,989,433
Corporate Debt Securities	-	159,049,975	-	159,049,975
Mortgage Backed Securities	-	204,001,237	-	204,001,237
Subtotal Fixed Income	-	469,040,645	-	469,040,645
<b>Common/Collective Trusts</b>				
JPMorgan Liquidity Fund	-	14,005,564	-	14,005,564
JPMorgan US Treasury Plus Money Market Fund	-	109,448,923	-	109,448,923
Mellon Capital Small Cap Stock Index Fund	-	163,278,652	-	163,278,652
Mellon Capital Stock Index Fund	-	481,200,145	-	481,200,145
Mellon Capital International Stock Index Fund	-	305,480,758	-	305,480,758
JPMorgan US Real Estate Securities Fund	-	17,816,967	-	17,816,967
Mellon Capital Aggregate Bond Index Fund	-	464,002,734	-	464,002,734
Mellon Capital Treasury Inflation-Protected Securities Fund	-	14,704,660	-	14,704,660
Metlife Separate Account No. 690	-	150,986,394	-	150,986,394
Wells Fargo Fixed Income Fund N	-	125,425,281	-	125,425,281
JPMorgan Strategic Property Fund	-	-	31,791,671	31,791,671
JPMorgan Emerging Markets Fund	-	-	18,068,713	18,068,713
Subtotal Common/Collective Trusts	-	1,846,350,078	49,860,384	1,896,210,462
Registered Investment Companies	109,253,314	-	-	109,253,314

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Cash Equivalents	-	19,864,466	-	19,864,466
Accrued Items and Unsettled Trades	545,362	(3,765,924)	-	(3,220,562)
Total Assets Reflecting Investments at Fair Value	\$ 887,160,052	\$ 2,331,489,265	\$ 49,860,384	\$ 3,268,509,701

## Plan Assets within the Fair Value Hierarchy as of December 31, 2011

	Level 1	Level 2	Level 3	Total
<b>Equities</b>				
Corporate Stocks	\$ 442,805,802	\$ -	\$ -	\$ 442,805,802
AEP Stock	285,559,258	-	-	285,559,258
Subtotal Equities	728,365,060	-	-	728,365,060
<b>Fixed Income</b>				
Government Bonds	-	165,171,072	-	165,171,072
Corporate Debt Securities	-	174,701,942	-	174,701,942
Mortgage Backed Securities	-	406,542,746	-	406,542,746
Subtotal Fixed Income	-	746,415,760	-	746,415,760
<b>Common/Collective Trusts</b>				
JPMorgan Liquidity Fund	-	142,411,611	-	142,411,611
Mellon Capital Small Cap Stock Index Fund	-	146,226,734	-	146,226,734
Mellon Capital Stock Index Fund	-	423,823,169	-	423,823,169
Mellon Capital International Stock Index Fund	-	260,688,324	-	260,688,324
JPMorgan US Real Estate Securities Fund	-	12,741,862	-	12,741,862
Mellon Capital Aggregate Bond Index Fund	-	371,262,961	-	371,262,961
Mellon Capital Treasury Inflation-Protected Securities Fund	-	8,878,231	-	8,878,231
JPMorgan Strategic Property Fund	-	-	34,096,695	34,096,695
JPMorgan Emerging Markets Fund	-	-	15,195,847	15,195,847
Subtotal Common/Collective Trusts	-	1,366,032,892	49,292,542	1,415,325,434
<b>Registered Investment Companies</b>				
Cash Equivalents	94,923,728	-	-	94,923,728
Wrap Contracts	-	-	456,104	456,104
Accrued Items and Unsettled Trades	593,548	(58,195,536)	-	(57,601,988)
<b>Total Assets Reflecting Investments at Fair Value</b>	<b>\$ 823,882,336</b>	<b>\$ 2,076,128,563</b>	<b>\$ 49,748,646</b>	<b>\$ 2,949,759,545</b>



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The following tables set forth a summary of the Plan's investments with a reported Net Asset Value as of December 31, 2012 and 2011:

Fair Value Estimated Using Net Asset Value per Share as of December 31, 2012

	Fair Value	Redemption Frequency (If currently eligible)	Redemption Notice Period
JPMorgan Liquidity Fund	\$ 14,005,564	Daily	1 Day
JPMorgan US Treasury Plus Money Market Fund	109,448,923	Daily	Trade Date + 0
Mellon Capital Small Cap Stock Index Fund	163,278,652	Daily	Trade Date + 1
Mellon Capital Stock Index Fund	481,200,145	Daily	Trade Date + 1
Mellon Capital International Stock Index Fund	305,480,758	Daily	Trade Date + 1
JPMorgan US Real Estate Securities Fund	17,816,967	Daily	1 Day
Mellon Capital Aggregate Bond Index Fund	464,002,734	Daily	Trade Date + 1
Mellon Capital Treasury Inflation-Protected Securities Fund	14,704,660	Daily	Trade Date + 1
JPMorgan Strategic Property Fund	31,791,671	Quarterly	45 Days
JPMorgan Emerging Markets Fund	18,068,713	Daily	1 Day
Metlife Separate Account No. 690	150,986,394	Monthly	1 Month
Wells Fargo Fixed Income Fund N	125,425,281	Monthly	1 Month
Total Assets	\$ 1,896,210,462		

Fair Value Estimated Using Net Asset Value per Share as of December 31, 2011

	Fair Value	Redemption Frequency (If currently eligible)	Redemption Notice Period
JPMorgan Liquidity Fund	\$ 142,411,611	Daily	1 Day
Mellon Capital Small Cap Stock Index Fund	146,226,734	Daily	Trade Date + 1
Mellon Capital Stock Index Fund	423,823,169	Daily	Trade Date + 1
Mellon Capital International Stock Index Fund	260,688,324	Daily	Trade Date + 1
JPMorgan US Real Estate Securities Fund	12,741,862	Daily	1 Day
Mellon Capital Aggregate Bond Index Fund	371,262,961	Daily	Trade Date + 1



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Mellon Capital Treasury			
Inflation-Protected Securities Fund	8,878,231	Daily	Trade Date + 1
JPMorgan Strategic Property Fund	34,096,695	Quarterly	45 Days
JPMorgan Emerging Markets Fund	15,195,847	Daily	1 Day
Total Assets	\$ 1,415,325,434		

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There have been no transfers between Level 1, Level 2, and Level 3 during the years ended December 31, 2012 and 2011.

The following tables set forth a reconciliation of changes in the fair value of investments classified as Level 3 in the fair value hierarchy.

Changes in Fair Value Measurements for the Year Ended December 31, 2012

	JPMorgan Strategic Property Fund	JPMorgan Emerging Markets Fund	Wrap Contracts	Total
Balance at Beginning of Year	\$ 34,096,695	\$ 15,195,847	\$ 456,104	\$9,748,646
Realized Gains (Losses)	(1,030,618)	520,253	(456,104)	(966,469)
Unrealized Gains (Losses)	(6,980,456)	2,274,613	-	(4,705,843)
Purchases	(1,513,950)	(1,825,000)	-	(3,338,950)
Sales	7,220,000	1,903,000	-	9,123,000
Issuances	-	-	-	-
Settlements	-	-	-	-
Balance at End of Year	\$ 31,791,671	\$ 18,068,713	\$ -	\$9,860,384

Changes in Fair Value Measurements for the Year Ended December 31, 2011

	JPMorgan Strategic Property Fund	JPMorgan Emerging Markets Fund	Wrap Contracts	Total
Balance at Beginning of Year	\$ 29,191,929	\$ 14,787,949	\$ 914,421	\$4,894,299
Realized Gains	-	133,801	-	133,801
Unrealized Gains (Losses)	5,119,766	3,313,297	(458,317)	7,974,746
Purchases	(215,000)	(3,504,200)	-	(3,719,200)
Sales	-	465,000	-	465,000
Issuances	-	-	-	-
Settlements	-	-	-	-
Balance at End of Year	\$ 34,096,695	\$ 15,195,847	\$ 456,104	\$9,748,646

9. RISK AND UNCERTAINTIES

The Plan utilizes various investment instruments, including common stock, bonds, commingled funds and investment contracts. Investment securities are exposed to various risks, such as interest rate, credit and market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such change could materially affect the amounts reported in the financial statements.

## 10. FEDERAL INCOME TAX

The IRS has determined that the Plan meets the requirements of Section 401(a) of the IRC and recognizes the exempt status of the Plan's trust pursuant to Section 501(a) of the IRC.

The Plan has been amended subsequent to the issuance of the most recent IRS determination letter and the Plan Sponsor submitted an application to the IRS on January 30, 2012, for an updated determination letter that will take into account those additional amendments. Plan management believes that the Plan is currently designed and operated in compliance with the applicable requirements of the IRC and that the Plan's trust continues to be tax-exempt. Therefore, no provision for income taxes has been included in the Plan's financial statements.

GAAP requires Plan management to evaluate tax positions taken by the Plan and to recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan Administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2012 and 2011, there are no uncertain positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions. However, there are currently no audits for any tax periods in progress. The Plan Administrator believes it is no longer subject to income tax examinations for years prior to 2009.

## 11. RECONCILIATION OF FINANCIAL STATEMENTS TO THE FORM 5500

Due to changes in the IRS Form 5500 filing requirements, the income statement in Schedule H, Part II, is now required to separately report certain deemed distributions of participant loans, whether or not those loans may otherwise remain collectible and would still be (and are) reflected as assets on the accompanying financial statements, which are prepared on the accrual basis of accounting. Because loans deemed distributed are no longer to be carried as assets of the Plan unless and until the participant actually undertakes the repayment, amounts reported on Schedule H as Participant Loans as of the beginning and ending of the year were adjusted so that prospectively the amounts reported on Schedule H, Part I, Line 1c(8), columns (a) and (b) are in conformity with the Form 5500 filing requirements, but differ from those reported in the accompanying financial statements.

	January 1,	
Participant Loans – Schedule H, Part I, Line 1c(8), Column (a)	2012	2011
Beginning Balance per Financial Statements	\$ 74,987,631	\$ 70,565,226
Less: Loans Deemed Distributed with No Post-Default Payments	(1,695,638)	(1,474,224)
Balance Reported on Form 5500	\$ 73,291,993	\$ 69,091,002

	December 31,	
Participant Loans – Schedule H, Part I, Line 1c(8), Column (b)	2012	2011
Ending Balance per Financial Statements	\$ 79,060,932	\$ 74,987,631
Less: Assets and Activity Related to Loans Deemed Distributed with No Post-Default Payments	(2,053,161)	(1,695,638)
Balance Reported on Form 5500	\$ 77,007,771	\$ 73,291,993

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As a result of the changes to Form 5500, beginning and ending Net Assets Available for Benefits as well as Increase (Decrease) in Net Assets will differ between reported amounts on the Financial Statements and Form 5500 as follows:

	January 1,	
Net Assets – Schedule H, Part I, Line 11, Column (a)	2012	2011
Beginning Balance per Financial Statements	\$ 3,018,675,861	\$ 2,998,060,700
Less: Adjustment from Contract Value to Fair Value	6,071,315	(8,599,095)
Less: Loans Deemed Distributed with No Post-Default Payments	(1,695,638)	(1,474,224)
Beginning Balance Reported on Form 5500	\$ 3,023,051,538	\$ 2,987,987,381

	December 31,	
Net Assets – Schedule H, Part I, Line 11, Column (b)	2012	2011
Ending Balance per Financial Statements	\$ 3,330,391,964	\$ 3,018,675,861
Less: Adjustment from Contract Value to Fair Value	17,178,669	6,071,315
Less: Assets and Activity Related to Loans Deemed Distributed with No Post-Default Payments	(2,053,161)	(1,695,638)
Balance Reported on Form 5500	\$ 3,345,517,472	\$ 3,023,051,538

	December 31,	
Increase in Net Assets – Schedule H, Part II, Line 2k	2012	2011
Per Financial Statements	\$ 311,716,103	\$ 20,615,161
Less: Adjustment from Contract Value to Fair Value	11,107,354	14,670,410
Less: Loans Deemed Distributed	(357,523)	(221,414)
Reported on Form 5500	\$ 322,465,934	\$ 35,064,157

AMERICAN ELECTRIC POWER SYSTEM RETIREMENT SAVINGS PLAN  
 PLAN #002 EIN #13-4922641  
 SCHEDULE OF ASSETS (HELD AT END OF YEAR)  
 DECEMBER 31, 2012

## INVESTMENT CONTRACTS:

Stable Value Wrap

Prudential Insurance Company of  
America, 1.57%variable annual yield (1.57% at  
December 31, 2012)

with an indeterminate maturity date \$ -

Stable Value Wrap

Met Life Inc.

variable annual yield (1.27% at  
December 31, 2012)

with an indeterminate maturity date -

Stable Value Wrap

ING Life Ins. Co.

variable annual yield (2.06% at  
December 31, 2012)

with an indeterminate maturity date -

Stable Value Wrap

Natixis Financial Products Inc.

variable annual yield (1.91% at  
December 31, 2012)

with an indeterminate maturity date -

Subtotal Wrapper Contracts \$ -

Shares	Identity of Issuer, Borrower, Lessor or Similar Party Common / Collective Trusts	Fair Value
11,250,821	Wells Fargo Fixed Income Fund N	125,425,281
1,479,728	Metlife Separate Account No 690	150,986,394
109,448,923	JPMorgan US Treasury Plus Money Market Fund	109,448,923
	Total Common / Collective Trusts	\$ 385,860,598
	Corporate Debt Securities	
2,125,000	Access to Loans for Learning Student Loan Corp, 0.91%,7/25/2036	2,134,167
2,750,000	Ally Auto Receivables Trust 2012-4, 0.59%,1/17/2017	2,747,883
2,500,000	Ally Auto Receivables Trust 2012-SN1, 0.51%,12/22/2014	2,502,025
3,000,000	Ally Auto Receivables Trust, 0.62%,3/15/2017	3,002,430
2,700,000		2,708,640

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	American Express Credit Account Master Trust, 0.68%,3/15/2018	
1,230,000	American Express Credit Corp, 7.30%,8/20/2013	1,282,841
1,375,000	AmeriCredit Automobile Receivables Trust, 0.51%,1/08/2016	1,374,945
620,000	Anheuser-Busch InBev Worldwide Inc, 1.38%,7/15/2017	626,529
2,535,000	Anheuser-Busch InBev Worldwide Inc, 4.13%,1/15/2015	2,708,876
1,680,000	AT&T Inc, 2.95%,5/15/2016	1,778,650
415,000	AT&T Inc, 2.40%,8/15/2016	433,082
1,085,000	Bank of America Corp, 3.63%,3/17/2016	1,149,666
1,085,000	Bank of America Corp, 3.88%,3/22/2017	1,176,704
770,000	Bank of America Corp, 3.75%,7/12/2016	823,076
1,245,000	Bank of Nova Scotia, 2.05%,10/07/2015	1,286,683
1,120,000	Barclays Bank PLC, 5.20%,7/10/2014	1,191,702
4,980,000	BMW Vehicle Owner Trust, 0.76%,8/25/2015	4,996,733
500,000	Chevron Corp, 1.10%,12/05/2017	503,490
1,542,000	Citigroup Inc, 6.00%,12/13/2013	1,615,800

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700,000	Citigroup Inc, 4.59%,12/15/2015	764,225
525,000	Citigroup Inc, 0.58%,6/09/2016	496,099
1,355,000	Citigroup Inc, 3.95%,6/15/2016	1,458,468
685,000	Cooperatieve Centrale Raiffeisen-Boerenleenbank BA/Netherlands, 3.38%,1/19/2017	735,889
780,000	Cooperatieve Centrale Raiffeisen-Boerenleenbank BA/Netherlands, 2.13%,10/13/2015	805,038
2,000,000	Covidien International Finance SA, 2.80%,6/15/2015	2,091,820
1,280,000	Credit Suisse/New York NY, 3.50%,3/23/2015	1,349,824
1,340,000	CVS Caremark Corp, 3.25%,5/18/2015	1,420,628
945,000	Deutsche Bank AG/London, 3.88%,8/18/2014	991,957
1,220,000	Devon Energy Corp, 1.88%,5/15/2017	1,243,705
755,000	DIRECTV Holdings LLC / DIRECTV Financing Co Inc, 2.40%,3/15/2017	773,362
2,470,000	DIRECTV Holdings LLC / DIRECTV Financing Co Inc, 3.50%,3/01/2016	2,616,743
1,175,000	Duke Realty LP, 5.95%,2/15/2017	1,343,201
2,650,781	Ford Credit Auto Owner Trust, 0.84%,6/15/2015	2,657,541
2,140,038	Ford Credit Auto Owner Trust, 0.97%,1/15/2015	2,144,874
435,000	Ford Motor Credit Co LLC, 4.25%,2/03/2017	466,011
1,595,000	Ford Motor Credit Co LLC, 3.00%,6/12/2017	1,638,735
2,500,000	GE Capital Commercial Mortgage Corp, 4.89%,3/10/2040	2,604,675
1,775,000	GE Equipment Transportation LLC, 0.62%,7/25/2016	1,777,041
2,000,000	GEDFT 2012-4 A, 0.65%,10/20/2017	2,004,500
1,205,000	Georgia Power Co, 3.00%,4/15/2016	1,288,061
900,000	GlaxoSmithKline Capital PLC, 1.50%,5/08/2017	913,086
2,140,000	Goldman Sachs Group Inc/The, 3.63%,2/07/2016	2,265,233
291,988	Harley-Davidson Motorcycle Trust 2011-1, 0.61%,10/15/2014	292,052
860,000	Hartford Financial Services Group Inc, 4.00%,10/15/2017	939,464
895,000	Hewlett-Packard Co, 3.00%,9/15/2016	900,728
950,000	Honda Auto Receivables Owner Trust, 0.52%,8/18/2016	950,732
5,390,000	Honda Auto Receivables Owner Trust, 0.88%,9/21/2015	5,418,459
4,480,000	HSBC Finance Corp, 0.59%,1/15/2014	4,466,336
4,525,000		4,546,992



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	Hyundai Auto Receivables Trust, 0.83%,12/15/2015	
1,400,000	Intel Corp, 1.35%,12/15/2017	1,399,594
1,505,000	International Business Machines Corp, 0.55%,2/06/2015	1,505,286
3,110,000	John Deere Capital Corp, 0.48%,6/16/2014	3,115,256
500,000	JPMorgan Chase & Co, 4.65%,6/01/2014	526,805
1,350,000	Kraft Foods Group Inc, 2.25%,6/05/2017	1,396,332
1,270,000	LG&E and KU Energy LLC, 2.13%,11/15/2015	1,296,822
555,000	Lowe's Cos Inc, 1.63%,4/15/2017	567,937
404,000	Macy's Retail Holdings Inc, 5.90%,12/01/2016	474,704
1,125,000	Massachusetts Health & Educational Facilities Authority, 5.26%,10/01/2018	1,344,094
2,756,823	Mercedes-Benz Auto Receivables Trust 2011-1, 0.85%,3/16/2015	2,763,302
1,380,000	Morgan Stanley, 4.75%,3/22/2017	1,505,525
545,000	Morgan Stanley, 5.55%,4/27/2017	604,203
1,615,000	Morgan Stanley, 4.00%,7/24/2015	1,689,742
2,095,000	NBCUniversal Media LLC, 3.65%,4/30/2015	2,228,703
1,800,000	New Hampshire Higher Education Loan Corp, 0.00%,10/25/2028	1,799,820
1,000,000	New York Life Global Funding, 1.30%,10/30/2017	1,003,920
483,431	Nissan Auto Lease Trust 2011-A, 0.39%,1/15/2014	483,484
415,726	Nissan Auto Lease Trust 2011-A, 0.70%,1/15/2014	415,847
3,353,210	Nissan Auto Receivables Owner Trust, 0.74%,9/15/2014	3,358,341
1,470,000	Phillips 66, 2.95%,5/01/2017	1,557,965

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2,000,000	Porsche Innovative Lease Owner Trust, 0.54%,12/21/2015		2,000,660
3,445,000	Prudential Financial Inc, 5.10%,9/20/2014		3,687,356
475,000	Rio Tinto Finance USA Ltd, 2.25%,9/20/2016		492,779
2,135,000	Royal Bank of Scotland PLC/The, 4.88%,3/16/2015		2,293,161
2,725,000	Santander Drive Auto Receivables Trust 2012-5, 0.57%,12/15/2015		2,727,643
2,120,000	Shell International Finance BV, 3.10%,6/28/2015		2,245,843
2,050,032	SLM Student Loan Trust, 0.37%,2/27/2017		2,049,233
1,775,000	Small Business Administration Participation Certificates, 2.09%,11/01/2032		1,800,123
2,581,827	Small Business Administration Participation Certificates, 4.14%,2/01/2030		2,834,897
1,350,000	Toronto-Dominion Bank/The, 2.50%,7/14/2016		1,420,268
995,000	Total Capital International SA, 1.55%,6/28/2017		1,010,343
480,000	UBS AG/Stamford CT, 3.88%,1/15/2015		507,197
645,000	UBS AG/Stamford CT, 5.88%,12/20/2017		767,718
385,000	United Technologies Corp, 1.80%,6/01/2017		396,304
1,080,000	Verizon Communications Inc, 2.00%,11/01/2016		1,117,724
1,240,000	Verizon Communications Inc, 3.00%,4/01/2016		1,320,364
1,215,324	Volkswagen Auto Lease Trust, 1.00%,2/20/2014		1,216,637
1,355,000	Wal-Mart Stores Inc, 2.80%,4/15/2016		1,445,094
2,000,000	World Omni Auto Receivables Trust, 0.61%,6/15/2017		2,000,200
	Total Corporate Debt Securities	\$	145,780,627
	Government Bonds		
14,095,000	United States Treasury Inflation Indexed Bonds, 0.13%,4/15/2017	\$	15,371,950
5,000,000	United States Treasury Inflation Indexed Bonds, 0.13%,7/15/2022		5,459,719
600,000	United States Treasury Note/Bond, 0.63%,9/30/2017		598,920
3,385,000	United States Treasury Note/Bond, 0.63%,5/31/2017		3,390,281
2,995,000	United States Treasury Note/Bond, 0.75%,6/30/2017		3,012,790
10,785,000	United States Treasury Note/Bond, 0.88%,4/30/2017		10,917,332
11,000,000	United States Treasury Note/Bond, 0.88%,7/31/2019		10,864,260
8,050,000	United States Treasury Note/Bond, 1.00%,3/31/2017		8,194,015
1,000,000	Beaver County School District, 1.76%,2/01/2018		1,017,610
700,000	City of Columbus OH, 1.28%,8/15/2017		699,580
400,000	County of Baltimore MD, 3.31%,11/01/2019		442,288
1,650,000	County of Harris TX, 1.37%,10/01/2018		1,641,998
300,000	County of New Castle DE, 1.00%,7/15/2016		300,105
1,110,000	County of Travis TX, 0.87%,3/01/2016		1,106,104
1,500,000	Denver City & County School District No 1, 0.97%,12/01/2016		1,493,520
3,030,000	European Investment Bank, 1.63%,6/15/2017		3,127,566
135,000			135,200

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	Lake County Township High School District No 121 Warren, 0.85%,3/01/2014	
295,000	Lake County Township High School District No 121 Warren, 1.00%,3/01/2015	296,089
1,619,220	MSN 41079 and 41084 Ltd, 1.72%,7/13/2024	1,630,166
925,000	New York State Dormitory Authority, 1.00%,2/15/2016	923,021
3,124,735	North Carolina State Education Assistance Authority, 1.04%,7/25/2039	3,155,326
1,400,000	Overseas Private Investment Corp, 0.00%,7/12/2014	1,406,496
1,400,000	Petroleos Mexicanos, 2.00%,12/20/2022	1,431,528
2,000,000	Phoenix 2012 LLC, 1.61%,7/03/2024	2,006,660
1,000,000	South San Antonio Independent School District/TX, 3.75%,8/15/2014	1,050,180
550,000	State of Connecticut, 1.70%,10/15/2018	553,262
875,000	State of Michigan, 1.38%,5/15/2016	885,824
1,000,000	State of New York, 3.75%,3/01/2018	1,124,570

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500,000	State of Ohio, 3.18%,5/01/2018	540,730
1,200,000	State of Wisconsin, 5.05%,5/01/2018	1,386,048
2,000,000	Tagua Leasing LLC, 1.58%,11/16/2024	1,997,880
1,000,000	Virginia College Building Authority, 4.25%,2/01/2018	1,136,560
735,000	Washington & Multnomah Counties School District No 48J Beaverton, 1.72%,6/15/2019	733,684
260,000	Washington County School District No 13 Banks, 1.85%,6/15/2018	260,411
	Total Government Bonds	\$ 88,291,673

Mortgage Backed Securities		
1,385,000	Bear Stearns Commercial Mortgage Securities, 5.45%,3/11/2039	1,562,696
2,320,000	Bear Stearns Commercial Mortgage Securities, 5.71%,9/11/2038	2,655,727
2,407,998	COMM 2004-LNB2 Mortgage Trust, 4.72%,3/10/2039	2,492,470
2,250,000	Credit Suisse First Boston Mortgage Securities Corp, 5.10%,8/15/2038	2,473,110
1,685,395	DBRR 2012 - EZ1 A, 0.95%,9/25/2045	1,689,297
2,000,000	FNA 2012 - M14 ASQ2, 1.11%,2/25/2017	2,021,260
4,000,000	FNCN 10-YR 2.5 TBA FEB, 2.50%,11/29/2022	4,188,280
4,130,000	General Electric Capital Corp, 2.30%,4/27/2017	4,282,314
452,747	Ginnie Mae I pool, 5.00%,10/15/2019	489,844
3,040,207	Ginnie Mae II pool, 4.12%,8/21/2062	3,443,083
951,011	Government National Mortgage Association, 4.25%,11/20/2034	973,003
720,477	Government National Mortgage Association, 4.00%,12/16/2038	763,461
1,100,000	Government National Mortgage Association, 5.50%,2/16/2037	1,238,371
1,103,966	Government National Mortgage Association, 3.50%,2/20/2039	1,174,166
1,586,478	Government National Mortgage Association, 3.00%,3/20/2038	1,641,770
1,006,924	Government National Mortgage Association, 4.50%,4/20/2040	1,088,797
856,686	Government National Mortgage Association, 4.00%,5/16/2035	904,939
1,000,000	Government National Mortgage Association, 5.00%,5/20/2038	1,084,955
966,967	Government National Mortgage Association, 4.25%,5/20/2039	1,040,394
807,054	Government National Mortgage Association, 4.50%,5/20/2040	891,996
643,648	Government National Mortgage Association, 4.00%,6/20/2040	694,925
643,035	Government National Mortgage Association, 4.50%,7/20/2038	682,247
1,692,431	Government National Mortgage Association, 3.50%,1/20/2039	1,802,118
2,608,085		2,811,438

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	Government National Mortgage Association, 4.00%,9/20/2038	
2,744,615	Government National Mortgage Association, 4.25%,10/20/2038	2,940,087
3,838,277	Government National Mortgage Association, 4.50%,4/20/2036	3,986,795
4,036,852	Government National Mortgage Association, 4.50%,9/20/2036	4,212,920
1,429,688	Greenwich Capital Commercial Funding Corp, 4.92%,1/05/2036	1,456,509
1,392,454	Greenwich Capital Commercial Funding Corp, 4.57%,8/10/2042	1,395,475
2,384,000	Merrill Lynch Mortgage Trust, 5.26%,11/12/2037	2,649,768
1,946,416	Morgan Stanley Bank of America Merrill Lynch Trust, 0.66%,11/15/2045	1,945,307
2,560,000	Morgan Stanley Capital I Trust 2005-HQ5, 5.17%,1/14/2042	2,744,986
2,239,042	LB-UBS Commercial Mortgage Trust, 4.69%,7/15/2032	2,264,992
2,310,000	LB-UBS Commercial Mortgage Trust, 4.95%,9/15/2030	2,523,375
1,914,341	UBS-Barclays Commercial Mortgage Trust, 0.73%,8/10/2049	1,918,093
257,499	Wachovia Bank Commercial Mortgage Trust, 5.24%,10/15/2044	285,032
940,386	Fannie Mae Pool, 3.00%,10/01/2027	1,011,094
1,570,595	Fannie Mae Pool, 4.50%,12/01/2022	1,692,104
2,750,000	Fannie Mae Pool, 1.27%,9/01/2017	2,798,098
1,982,137	Fannie Mae Pool, 2.00%,12/10/2022	2,037,062
8,000,000	Fannie Mae Pool, 2.50%,1/01/2023	8,396,640

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2,580,420	Fannie Mae Pool, 2.50%,10/01/2022	2,708,357
2,616,626	Fannie Mae Pool, 2.50%,11/01/2022	2,746,358
1,960,796	Fannie Mae Pool, 2.50%,11/01/2022	2,058,012
2,652,061	Fannie Mae Pool, 2.50%,12/01/2022	2,783,550
7,675,698	Fannie Mae Pool, 2.50%,5/01/2022	8,056,259
2,518,744	Fannie Mae Pool, 2.50%,8/01/2022	2,643,623
2,545,180	Fannie Mae Pool, 2.50%,9/01/2022	2,671,370
5,784,840	Fannie Mae Pool, 3.00%,5/01/2027	6,114,056
4,016,983	Fannie Mae Pool, 4.00%,11/01/2025	4,371,690
4,906,605	Fannie Mae Pool, 4.00%,6/01/2026	5,257,084
4,262,335	Fannie Mae Pool, 4.50%,6/01/2018	4,696,650
2,950,630	Fannie Mae Pool, 5.00%,3/01/2025	3,249,903
5,748,379	Fannie Mae Pool, 5.00%,6/01/2020	6,246,993
2,897,351	Fannie Mae Pool, 5.00%,6/01/2023	3,148,667
3,122,343	Fannie Mae Pool, 5.50%,9/01/2023	3,417,373
5,175,000	Federal Home Loan Mortgage Corp, 1.00%,9/29/2017	5,229,389
2,150,000	Federal National Mortgage Association, 0.88%,10/26/2017	2,158,708
4,150,000	Federal National Mortgage Association, 0.88%,12/20/2017	4,158,093
1,236,335	Freddie Mac Gold Pool, 5.00%,2/01/2025	1,349,080
991,988	Freddie Mac Gold Pool, 5.00%,4/01/2023	1,065,405
2,999,841	Freddie Mac Gold Pool, 4.00%,7/01/2026	3,172,395
2,218,471	Freddie Mac Gold Pool, 4.50%,6/01/2025	2,410,380
4,358,790	Freddie Mac Gold Pool, 5.00%,10/01/2020	4,677,147
573,219	Freddie Mac REMICS, 5.00%,6/15/2033	586,690
3,724,307	Freddie Mac REMICS, 4.50%,7/15/2032	3,854,583
2,395,932	Freddie Mac REMICS, 4.75%,6/15/2035	2,561,985
2,776,254	Freddie Mac REMICS, 5.00%,4/15/2033	2,885,027
981,118	Helios Leasing I LLC, 1.56%,9/28/2024	978,989
2,300,000	Citigroup Commercial Mortgage Trust, 4.73%,10/15/2041	2,433,055
	Total Mortgage Backed Securities	\$ 184,039,869
	Net Assets Pending Settlement	(2,805,873)
	Subtotal Stable Value	\$ 801,166,894
	TOTAL - INVESTMENT CONTRACTS	\$ 801,166,894
	ADJUSTMENT FROM FAIR VALUE TO CONTRACT VALUE	(17,178,669)
	TOTAL - INVESTMENT CONTRACTS AT CONTRACT VALUE	\$ 783,988,225



AMERICAN ELECTRIC POWER SYSTEM RETIREMENT SAVINGS PLAN  
 PLAN #002 EIN #13-4922641  
 SCHEDULE OF ASSETS (HELD AT END OF YEAR (continued))  
 DECEMBER 31, 2012

Shares	Identity of Issuer, Borrower, Lessor or Similar Party	Fair Value
Cash Equivalents		
19,864,466	Cash Equivalents \$	19,864,466
	Total Cash Equivalents \$	19,864,466
Common / Collective Trusts		
378,440	JPMCB US Real Estate Securities Fund \$	17,816,967
3,671,983	EB Daily Liquidity Non SL Aggregate Bond Index Fund	464,002,734
2,707,059	EB Daily Liquidity Non SL International Stock Index Fund	305,480,758
1,135,157	EB Daily Liquidity Non SL Small Cap Stock	163,278,652
3,427,742	EB Daily Liquidity Non SL Stock Index Fund	481,200,145
117,161	EB DL Non SL Treasury Inflation Protected Securities Fund	14,704,660
1,003,260	JPMCB Emerging Markets - Equity Focused	18,068,713
16,936	JPMCB Strategic Property Fund	31,791,671
14,005,564	JPMCB Liquidity Fund	14,005,564
	Total Common / Collective Trusts \$	1,510,349,864
AEP Stock		
6,630,235	American Electric Power Company, Inc. Common Stock \$6.50 par value \$	282,978,430
	Total AEP Stock \$	282,978,430
Corporate Stock		
9,400	3M CO COM STK USD0.01 \$	872,790
5,950	AARON'S INC CLASS'A'COM VTG USD0.5	168,266
41,200	ABB LTD ADR EACH REPR I CHF2.50(SPON)	856,548
24,059	ABBOTT LABORATORIES COM STK NPV	1,575,865
17,600	ABBOTT LABORATORIES COM STK NPV	1,152,800
7,440	ABM INDUSTRIES INC COM STK USD0.01	148,428
21,000	ACCENTURE PLC CLS'A'USD0.0000225	1,396,500
9,900	ACE LIMITED CHF30.57	790,020
28,400	ACME PACKET INC COM STK USD0.001	628,208
11,220	ACTUANT CORP CLS'A' COM STK USD0.20	313,150
10,690	AEGION CORP USD0.01	237,211
6,735	AEROPOSTALE INC COM STK USD0.01	87,622
6,271	AEROPOSTALE INC COM STK USD0.01	81,586
25,900	AETNA INC NEW COM STK USD0.001	1,199,170
4,300	AFC ENTERPRISES INC USD0.01	112,359
3,195	AFFILIATED MANAGERS GROUP INC COM STK USD0.01	415,829



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30,400	AFLAC INC COM STK USD0.10	1,614,848
21,600	AGCO CORP COM STK USD0.01	1,060,992
64,131	AGILENT TECHNOLOGIES INC COM STK USD0.01	2,631,936
19,200	AGILENT TECHNOLOGIES INC COM STK USD0.01	787,968
2,900	AGRIUM INC COM NPV	291,189
12,000	AIR METHODS CORP COM STK USD0.06	442,680
3,300	AIR PRODUCTS & CHEMICALS INC COM STK USD1	279,378
26,255	ALEXION PHARMACEUTICAL INC COM NPV USD0.001	2,462,982
4,280	ALLEGHENY TECHNOLOGIES INC COM STK USD0.10	129,941
27,571	ALLERGAN INC COM STK USD0.01	2,529,088
9,600	ALLIANCE DATA SYSTEM COM STK USD0.01	1,389,696
4,600	ALLIANCE DATA SYSTEM COM STK USD0.01	665,896
21,900	ALLSTATE CORP COM STK USD0.01	879,723
53,711	ALTERA CORP COM STK USD0.001	1,849,807
6,000	ALTERRA CAPITAL HLDGS LTD USD0.01	169,140
24,217	AMAZON COM INC COM STK USD0.01	6,081,857
11,775	AMC NETWORKS INC USD0.01	582,863
17,800	AMEREN CORP COM STK USD0.01	546,816
44,200	AMERICAN EAGLE OUTFITTER COM STK USD0.01	906,542
21,710	AMERICAN EAGLE OUTFITTER COM STK USD0.01	445,272
10,457	AMERICAN GREETINGS CORP COM STK CLASS'A'USD1	176,619
13,800	AMERICAN PUBLIC EDUCATION INC COM STK USD0.01	498,318
35,666	AMERICAN TOWER CORPORATION	2,755,912

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13,200	AMERIPRISE FINANCIAL INC COM STK USD0.01	826,716
18,300	AMERIPRISE FINANCIAL INC COM STK USD0.01	1,146,129
28,800	AMERISOURCEBERGEN CORP COM STK NPV	1,243,584
12,300	AMGEN INC COM STK USD0.0001	1,061,736
21,900	AMPHENOL CORP CLASS'A'COM STK USD0.001	1,419,492
4,170	AMSURG CORP COM STK NPV	125,142
24,118	ANADARKO PETROLEUM CORP COM STK USD0.10	1,792,209
2,400	ANN INC USD0.0068	81,216
28,160	ANWORTH MORTGAGE ASSET CORP COM STK USD0.01	166,989
8,300	APACHE CORP USD0.625	651,550
12,955	APOLLO INVESTMENT CORP COM STK USD0.001	110,895
18,035	APPLE INC COM STK NPV	9,613,196
2,800	APPLE INC COM STK NPV	1,492,484
10,000	ARCHER DANIELS MIDLAND CO COM STK NPV	273,900
12,655	ARES CAPITAL CORP COM STK USD0.001	221,463
6,119	ARGO GROUP INTL HLDGS COM STK USD0.01	205,537
41,375	ARMOUR RESIDENTIAL REIT INC USD0.0001	267,696
54,200	ARRIS GROUP INC COM STK USD0.01	809,748
22,400	ARROW ELECTRONICS INC COM STK USD1	852,992
22,995	ARROW ELECTRONICS INC COM STK USD1	875,650
10,040	ASBURY AUTOMOTIVE GROUP INC COM STK USD0.01	321,581
53,000	ASCENA RETAIL GROUP INC USD0.05	979,970
29,265	ASCENA RETAIL GROUP INC USD0.05	541,110
3,120	ASHLAND INC COM STK USD1	250,879
7,600	ASPEN INSURANCE HLDGS COM STK USD0.15144558	243,808
11,100	ASSOCIATED ESTATES REALTY CORP COM NPV	178,932
21,900	ASSURANT INC COM STK USD0.01	759,930
3,400	ASSURANT INC COM STK USD0.01	117,980
7,800	ASSURANT INC COM STK USD0.01	270,660
73,600	ASSURED GUARANTY LTD COM STK USD0.01	1,047,328
225,193	ATMEL CORP COM STK USD0.001	1,475,014
26,000	ATWOOD OCEANICS INC COM STK USD1	1,190,540
14,200	AUTOLIV INC COM STK USD1	956,938
1,960	AUTOLIV INC COM STK USD1	132,084
2,300	AUTOZONE INC COM STK USD0.01	815,189
1,600	AUTOZONE INC COM STK USD0.01	567,088
45,812	AVAGO TECHNOLOGIES LTD NPV	1,450,408
39,100	AVNET INC COM STK USD1	1,196,851
18,035	AVNET INC COM STK USD1	552,051
6,415	AXIS CAPITAL HLDGS COM STK USD0.0125	223,819
15,646	BAIDU INC ADR EACH REPR 0.10 SHARE A	1,569,137
5,900	BALL CORP COM STK NPV	264,025
13,400	BALL CORP COM STK NPV	599,650
1,100	BANCFIRST CORP COM STK USD1	46,596
12,632	BBCN BANCORP INC	146,152
6,280	BEACON ROOFING SUPPLY INC COM STK USD0.01 CLS'A'	208,998
17,600	BED BATH AND BEYOND COM STK USD0.01	984,016
3,000	BEL FUSE INC CLASS'B'SHS USD0.1	58,650
31,400	BELDEN INC COM STK USD0.01	1,412,686
6,150	BELDEN INC COM STK USD0.01	276,689

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5,100 BELDEN INC COM STK USD0.01	229,449
112,100 BELO CORP USD0.01 A	859,807
19,500 BEMIS CO INC COM STK USD0.10	652,470
3,200 BERRY PETROLEUM CORP CLASS'A'COM STK USD0.01	107,360
14,500 BIG LOTS INC COM STK USD0.01	412,670
5,900 BIG LOTS INC COM STK USD0.01	167,914
11,214 BIOGEN IDEC INC COM STK USD0.0005	1,644,757
9,500 BIOMED REALTY TRUST INC COM STK USD0.01	185,868
36,356 BOEING CO COM STK USD5	2,739,788
22,290 BORG-WARNER INC COM STK USD0.01	1,596,410
16,800 BP AMOCO P.L.C ADR-EACH CNV INTO 6 ORD USD0.25	699,552
8,480 BRADY CORP 'A'NON.V USD0.01	283,232
19,200 BRINK'S COMPANY BRINKS GROUP COM USD1	547,776
4,840 BRINK'S COMPANY BRINKS GROUP COM USD1	138,085
35,400 BRISTOL-MYERS SQUIBB CO COM STK USD0.10	1,153,686

5,350 BRISTOW GROUP INC COM STK USD0.01	287,081
9,800 BROOKFIELD RESIDENTIAL PPTYS INC USD0.01	175,812
40,906 BRUNSWICK CORP COM STK USD0.75	1,189,956
1,337 BUCKEYE TECHNOLOGIES INC COM STK USD0.01	38,385
17,050 BUCKLE COM STK USD0.05	761,112
4,000 BUNGE LTD COM STK USD0.01	290,760
7,537 BURBERRY GROUP SPON ADR EACH REP 2 ORD	310,284
67,200 CA INC COM STK USD0.10	1,477,056
76,100 CABLEVISION SYSTEMS CORP NY GROUP COM STK USD0.01	1,136,934
8,065 CABOT CORP COM STK USD1	320,906
4,959 CABOT CORP COM STK USD1	197,319
3,700 CACI INTL INC CLASS A COM	203,611
86,200 CAE INC COM NPV	874,930
27,422 CALLAWAY GOLF CO COM STK USD0.01	178,243
9,700 CAMBREX CORP COM STK USD0.10	110,386
82,200 CAMECO CORP COM NPV	1,629,247
13,800 CAMERON INTERNATIONAL CORP COM STK USD0.01	779,148
4,888 CANADIAN PACIFIC RAILWAYS COM NPV	498,402
10,895 CAPSTEAD MTGE.CORP COM STK USD0.01	128,234
33,200 CAPSTEAD MTGE.CORP COM STK USD0.01	390,764
26,900 CARDINAL HEALTH INC COM STK NPV	1,115,140
16,300 CARLISLE COS INC COM STK USD1	957,788
19,769 CARLISLE COS INC COM STK USD1	1,161,626
1,822 CASCADE CORP COM STK USD0.50	117,155
6,400 CATAHY GENERAL BANCORP COM STK USD0.01	124,800
4,620 CATO CORP CLASS'A' COM STK USD0.03 1/3	126,727
10,200 CBL & ASSOCIATES PROPERTIES INC COM STK USD0.01	218,586
23,700 CBS CORP CLASS'B' COM STK USD0.001	905,313
6,300 CEC ENTERTAINMENT COM STK USD0.10	209,097
6,349 CELANESE CORP COM STK USD0.0001 CLS'A'	282,721
9,800 CELANESE CORP COM STK USD0.0001 CLS'A'	436,394
3,715 CENTENE CORP(DEL) COM STK USD0.001	152,315
1,400 CF INDUSTRIES HOLDINGS INC COM STK USD0.01	284,424
5,130 CHATHAM LODGING TRUST USD0.01	79,925
23,100 CHECK POINT SOFTWARE TECHNOLOGIES ORD ILS1	1,100,484
10,145 CHECKPOINT SYSTEMS COM STK USD0.10	108,957
4,925 CHEMED CORP CAP USD1	337,806
6,600 CHEVRON CORP COM STK USD0.75	713,724
6,400 CHICAGO BRIDGE & IRON CO N.V. EUR0.01 (REG)	296,640
11,108 CHICAGO BRIDGE & IRON CO N.V. EUR0.01 (REG)	515,034
41,600 CHICOS FAS INC COM STK USD0.01	767,936
8,389 CHICOS FAS INC COM STK USD0.01	154,861
3,740 CHILDRENS PLACE RETAIL STORE INC COM STK USD0.10	165,645
6,313 CHIPOTLE MEXICAN GRILL COM STK USD0.01	1,877,865
10,000 CHUBB CORP COM STK USD1	757,300
17,600 CIGNA CORP COM STK USD0.25	940,896
305,200 CINCINNATI BELL NC USD0.01	1,672,496
4,900 CITRIX SYSTEMS INC COM STK USD0.001	322,175
4,005 CITY NATIONAL CORP COM STK USD1	198,328
8,000 CLIFFS NATURAL RESOURCES INC COM STK USD0.125	308,480

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41,317	COACH INC COM STK USD0.01	2,293,507
7,300	COACH INC COM STK USD0.01	405,223
17,900	COGNEX CORP COM STK USD0.002	659,078
4,350	COLONY FINANCIAL INC USD0.01	86,565
5,534	COLONY FINANCIAL INC USD0.01	110,127
4,965	COLUMBIA BANKING SYSTEMS INC COM STK NPV	89,072
9,530	COMERICA INC COM STK USD5	290,570
1,822	COMMERCE BANCSHARES INC COM STK USD5	63,871
23,410	COMPUTER SCIENCES CORP COM STK USD1	942,253
11,589	COMSTOCK RESOURCES INC COM STK USD0.50	175,342
15,857	COMTECH TELECOMMUNICATIONS COM STK USD0.10	402,451
20,603	CONCHO RESOURCES INC COM STK USD0.001	1,659,778
12,000	CONOCOPHILLIPS USD0.01	695,880
8,110	CONTANGO OIL & GAS COM USD0.04	343,540
39,167	CONVERGYS CORP COM STK NPV	644,689

33,504	COSTCO WHOLESALE CORP COM STK USD0.005	3,309,190
5,902	COVANCE INC COM STK USD0.01	340,959
7,320	COVANTA HOLDING CORP	134,834
2,769	CRA INTERNATIONAL INC COM	54,743
10,700	CRANE CO COM STK USD1	495,196
26,244	CROWN CASTLE INTERNATIONAL CORP COM STK USD0.01	1,893,767
8,300	CUMMINS INC COM STK USD2.50	899,305
22,600	CUMMINS INC COM STK USD2.50	2,448,710
10,280	CURTISS-WRIGHT CORP COM STK USD1	337,492
12,111	CVB FINANCIAL NPV	125,954
17,700	CVS CAREMARK CORP COM STK USD0.01	855,795
46,180	CYS INVESTMENTS INC USD0.01	545,386
17,866	CYS INVESTMENTS INC USD0.01	210,997
37,056	DANA HOLDING CORP USD0.01	578,444
13,638	DARDEN RESTAURANTS INC COM STK NPV	614,665
8,200	DECKERS OUTDOOR CORP COM STK USD0.01	330,214
10,600	DIAMOND OFFSHORE DRILLING INC COM STK USD0.01	720,376
12,960	DIANA SHIPPING INC COM STK USD0.01	94,608
14,800	DIEBOLD INC COM STK USD1.25	453,028
10,700	DILLARDS INC NPV A	896,339
19,300	DISCOVER FINANCIAL SERVICES COM STK USD0.01	746,717
15,500	DISCOVER FINANCIAL SERVICES COM STK USD0.01	599,695
47,150	DISCOVERY COMMUNICATIONS INC CLS 'C' USD0.01	2,758,275
52,445	DOLE FOOD CO INC USD0.001	601,544
21,000	DOLLAR TREE INC COM STK USD0.01	851,760
7,100	DOVER CORP COM STK USD1	466,541
8,900	DOW CHEMICAL CO COM STK USD2.50	287,648
53,400	DR HORTON INC COM STK USD0.01	1,056,252
25,200	DR PEPPER SNAPPLE GROUP INC USD0.01	1,121,904
9,100	DTE ENERGY CO COM STK NPV	552,097
6,400	DU PONT(E.I.)DE NEMOURS & CO COM STK USD0.30	287,808
66,579	DUKE REALTY CORP COM STK USD0.01	923,451
54,106	DUNKIN BRANDS GROUP INC USD0.001	1,795,237
10,485	EAST WEST BANCORP INC USD0.001	225,323
4,300	EASTMAN CHEMICAL CO COM STK USD0.01	292,615
16,600	EATON CORP PLC NPV	899,720
27,404	EBAY INC COM STK USD0.001	1,398,152
23,800	EBIX. COM INC USD0.10	382,466
11,900	EDISON INTERNATIONAL COM STK NPV	541,777
36,980	EDWARDS GROUP LTD ADR REP 1 ORD SH SPONSORED	224,838
9,700	EL PASO ELECTRIC CO COM STK NPV	309,527
8,465	ELECTRONICS FOR IMAGING INC COM STK USD0.01	160,750
125,773	EMC CORP COM STK USD0.01	3,182,057
32,200	ENCANA CORP COM NPV	636,272
19,600	ENDURANCE SPECIALTY HLDGS LTD USD1	777,924
4,100	ENERGEN CORP COM STK USD0.01	184,869
15,785	ENERSYS COM USD0.01	593,990
11,604	ENERSYS COM USD0.01	436,659
14,200	ENI ADR EACH REP 2 ORD (MGT)	697,788
4,633	ENSIGN GROUP INC COM NPV	125,971

500 ENSTAR GROUP LIMITED SHS	55,990
7,500 ENTERGY CORP COM STK USD0.01	478,125
12,052 EOG RESOURCES INC COM STK USD0.01	1,455,761
8,100 EPR PROPERTIES SBI USD0.01	379,566
6,805 EQUIFAX INC COM STK USD1.25	368,287
2,716 EQUITY LIFESTYLE PROPERTIES INC COM STK USD0.01	182,760
28,368 ESTEE LAUDER COMPANIES INC USD0.01 A	1,698,108
69,500 EXPRESS INC USD0.01	1,048,755
5,995 EXPRESS INC USD0.01	90,465
49,164 EXPRESS SCRIPTS HLDG CO USD0.01	2,654,856
8,000 EXXON MOBIL CORP COM STK NPV	692,400
2,800 F5 NETWORK INC COM STK USD0.01	272,020
56,993 FACEBOOK INC USD0.000006 A	1,517,724
2,700 FAIR ISAAC CORP COM STK USD0.01	113,481
13,165 FEDERATED INVESTORS INC COM STK CLASS'B'USD0.01	266,328

26,715	FIDELITY NATIONAL FINANCIAL INC CLASS 'A' COM STK	629,138
10,205	FIFTH STREET FINANCE CORP USD0.01	106,336
48,700	FIFTH THIRD BANCORP COM STK NPV	744,623
23,110	FINISH LINE INC CLASS'A'COM STK USD0.01	437,472
8,555	FIRST AMERICAN FINANCIAL CORP USD0.00001	206,090
1,060	FIRST CITIZENS BANCSHARES INC NRTH CLASS'A'SHS	173,310
19,619	FIRST MIDWEST BANCORP COM STK USD0.01	245,826
23,750	FIRST NIAGARA FINANCIAL GROUP INC COM	188,338
43,700	FIRST NIAGARA FINANCIAL GROUP INC COM	346,541
12,000	FIRSTENERGY CORP COM STK USD0.10	501,120
46,190	FLEXTRONICS INTERNATIONAL ORD USD0.01	286,840
6,500	FLOWSERVE CORP COM STK USD1.25	956,540
5,900	FLUSHING FINANCIAL CORP COM STK USD0.01	90,506
12,952	FNB CORP PA COM STK USD0.01	137,550
28,000	FOOT LOCKER INC COM STK USD0.01	899,360
5,150	FOOT LOCKER INC COM STK USD0.01	165,418
270	FOOT LOCKER INC COM STK USD0.01	8,672
9,605	FORUM ENERGY TECHNOLOGIES INC USD0.01	237,724
9,300	FOSSIL INC COM STK USD0.01	865,830
77,300	FOSTER WHEELER AG CHF3	1,879,936
6,100	FRANKLIN RESOURCES INC COM STK USD0.10	766,770
8,605	FRESH DEL MONTE PRODUCE NV COM STK USD0.01	226,742
23,050	FTI CONSULTING INC COM STK USD0.01	760,650
7,500	FULLER(H.B.)CO COM STK USD1	261,150
18,100	FULTON FINANCIAL CORP COM STK USD2.50	173,941
3,850	G&K SERVICES INC USD0.50 A	131,478
1,500	G&K SERVICES INC USD0.50 A	51,225
106,200	GANNETT CO INC COM STK USD1	1,933,902
25,200	GAP INC COM STK USD0.05	785,358
1,280	GARDNER DENVER INC COM STK USD0.01	87,680
17,719	GENERAL CABLE CORP COM STK USD0.01	538,835
1,500	GEORGIA GULF CORP COM STK USD0.01	61,920
20,552	GILEAD SCIENCES INC COM STK USD0.001	1,509,544
19,000	GLOBAL PAYMENTS INC COM STK USD0.001	860,700
2,900	GLOBAL PAYMENTS INC COM STK USD0.001	131,370
6,500	GLOBAL PAYMENTS INC COM STK USD0.001	294,450
22,070	GLOBE SPECIALTY METALS INC USD0.0001	303,463
18,300	GNC HLDGS INC USD0.001	609,024
19,270	GOLDMAN SACHS GROUP INC COM STK USD0.01	2,458,081
6,400	GOLDMAN SACHS GROUP INC COM STK USD0.01	816,384
9,358	GOOGLE INC COM STK USD0.001 CLS A	6,638,284
4,400	GRACO INC COM STK USD1	226,556
22,300	GRAND CANYON EDUCATION INC USD0.01	523,381
2,645	GRANITE CONSTRUCTION COM STK USD0.01	89,269
78,440	GRAPHIC PACKAGING HLDG CO USD0.01	506,722
10,015	GREAT PLAINS ENERGY INC COM STK NPV	203,405
20,800	GREAT PLAINS ENERGY INC COM STK NPV	422,448
4,008	GREATBATCH INC COM STK USD0.001	93,146
24,300	GREEN MOUNTAIN COFFEE ROASTERS INC COM STK USD0.10	1,005,048
12,111	GRIFFON CORP COM STK USD0.25	138,792



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3,740 GROUP 1 AUTOMOTIVE INC COM STK NPV	231,843
6,715 GUESS INC COM STK USD0.01	164,786
1,400 HANCOCK HOLDING CO COM STK USD3.33	44,436
12,595 HANGER INC USD0.01	344,599
7,300 HANGER INC USD0.01	199,728
2,940 HANOVER INSURANCE GROUP INC COM STK USD0.01	113,896
20,100 HARLEY DAVIDSON COM STK USD0.01	981,684
125,800 HARMONIC INC COM STK USD0.001	637,806
10,780 HARRIS CORP COM STK USD1	527,789
9,057 HARRIS TEETER SUPERMARKETS INC NPV	350,596
18,393 HARSCO CORP COM STK USD1.25	432,236
12,100 HARTE-HANKS INC COM STK USD1	71,390
35,200 HARTFORD FINANCIAL SERVICES GRP INC COM STK	793,408
19,310 HATTERAS FINANCIAL CORP USD0.001	492,598
13,500 HCA HLDGS INC USD0.01	407,295

17,100	HCC INSURANCE HLDG COM STK USD1	639,113
9,818	HEALTH CARE REIT INC COM STK USD1	601,745
21,500	HEALTH MANAGEMENT ASSOCIATES INC CLASS'A'COM STK	200,380
10,125	HEIDRICK & STRUGGLES COM STK USD0.01	154,508
10,965	HELIX ENERGY SOLUTIONS GROUP INC COM STK NPV	226,318
13,000	HELMERICH & PAYNE INC COM STK USD0.10	728,130
27,600	HELMERICH & PAYNE INC COM STK USD0.10	1,545,876
36,800	HERBALIFE LTD	1,212,192
10,300	HERCULES TECHNOLOGY GROWTH CAP INC USD1	114,639
44,500	HEXCEL CORP COM STK USD0.01	1,199,720
9,995	HILLENBRAND INC NPV	225,987
3,919	HILL-ROM HOLDINGS INC COM STK NPV	111,692
8,806	HILLSHIRE BRANDS CO USD0.01	247,795
15,400	HOME DEPOT INC COM STK USD0.05	952,490
14,000	HUNT(J.B.)TRANSPORT SERVICES INC COM STK USD0.01	835,940
46,300	HUNTINGTON BANCSHARES INC COM STK NPV	297,709
5,235	HUNTINGTON INGALLS INDUSTRIES INC USD0.01 WI	226,885
18,300	IAC/INTERACTIVE CORP COM STK USD0.001	865,590
18,600	IAC/INTERACTIVE CORP COM STK USD0.001	879,780
16,300	IAC/INTERACTIVE CORP COM STK USD0.001	770,990
13,900	ICON PLC SPON ADR EACH 1 REP I SHR	385,864
61,700	IGATE CORP COM STK USD0.01	973,009
21,200	ILLUMINA INC COM STK USD0.01	1,178,508
32,600	IMMUNOGEN INC COM STK USD0.01	415,650
87,154	INDUSTRIA DE DISENO TEXTIL SA UNSP ADR EACH REP	2,486,504
2,240	INFINITY PROPERTY & CASUALTY CORP COM NPV	130,458
20,710	INGRAM MICRO INC CLASS'A'COM STK USD0.01	350,413
4,200	INGREDION INC USD0.01	271,698
6,525	INSIGHT ENTERPRISE INC COM STK USD0.01	113,339
9,600	INSIGHT ENTERPRISE INC COM STK USD0.01	166,752
6,205	INTEGRA LIFESCIENCES HLDGS CORP COM STK USD0.01	241,809
25,600	INTEGRATED DEVICE TECHNOLOGY INC COM STK USD0.001	186,880
67,368	INTEGRATED DEVICE TECHNOLOGY INC COM STK USD0.001	491,786
19,125	INTERNATIONAL BUS MACH CORP COM STK USD0.20	3,663,394
7,700	INTERNATIONAL BUS MACH CORP COM STK USD0.20	1,474,935
8,000	INTERNATIONAL PAPER CO COM STK USD1	318,720
4,205	INTERNATIONAL SPEEDWAY CORP CLASS'A'COM STK	116,142
26,100	INTERXION HLDG NV EUR0.1	620,136
28,713	INTUIT INC COM STK USD0.01	1,708,424
24,600	INTUIT INC COM STK USD0.01	1,463,700
64,900	ION GEOPHYSICAL CORPORATION COM STK USD0.01	422,499
60,000	ISIS PHARMACEUTICAL COM STK USD0.001	627,600
28,400	ITT EDUCATIONAL SERVICES INC COM STK USD0.01	491,604
70,800	JANUS CAPITAL GROUP INC COM STK USD0.01	603,216
17,325	JANUS CAPITAL GROUP INC COM STK USD0.01	147,609
78,400	JDS UNIPHASE CORP COM STK USD0.008	1,061,536
45,997	JDS UNIPHASE CORP COM STK USD0.008	622,799
16,000	JOHNSON & JOHNSON COM STK USD1	1,121,600
15,200	JOY GLOBAL INC COM STK USD1	969,456
47,398	JPMORGAN CHASE & CO COM STK USD1	2,084,090

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18,200	JPMORGAN CHASE & CO COM STK USD1	800,254
20,200	KANSAS CITY SOUTHERN COM STK USD0.01	1,686,296
14,660	KAR AUCTION SERVICES INC USD0.01	296,718
28,500	KBR INC COM STK USD0.001	852,720
5,065	KENAMETAL INC CAP STK USD1.25	202,600
6,000	KENAMETAL INC CAP STK USD1.25	240,000
85,700	KEYCORP COM STK USD1	721,594
13,300	KIMBERLY-CLARK CORP COM STK USD1.25	1,132,761
17,047	KINDRED HEALTHCARE INC COM STK USD0.25	184,449
10,975	KNOLL INC COM STK USD1	168,576
19,539	KRAFT FOODS GROUP INC NPV	898,208
2,600	LAKELAND FINANCIAL CORP COM STK USD0.01	67,184
67,850	LAM RESEARCH CORP COM STK USD0.001	2,451,421
2,875	LANDSTAR SYSTEMS INC COM STK USD0.01	150,823
56,700	LAS VEGAS SANDS CORP COM STK USD0.001	2,617,272

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7,673 LA-Z-BOY INC COM STK USD1	108,573
7,310 LEAR CORP COM NEW WI	342,400
22,000 LENNAR CORP COM STK USD0.10	850,740
39,566 LEVEL 3 COMMUNICATIONS INC USD0.01	914,370
12,065 LEXMARK INTERNATIONAL INC CLASS'A'COM STK USD0.01	279,787
4,400 LEXMARK INTERNATIONAL INC CLASS'A'COM STK USD0.01	102,036
11,800 LIBERTY MEDIA CORP-LIBERTY CAPITAL	1,368,918
9,500 LIFE TECHNOLOGIES CORP COM	466,260
2,457 LIFE TIME FITNESS INC COM STK USD0.02	120,909
6,260 LIFEPOINT HOSPITALS INC COM STK USD0.01	236,315
21,800 LILLY(ELI)& CO COM STK NPV	1,075,176
30,400 LINCOLN NATIONAL CORP COM STK USD1.25	787,360
35,702 LINCOLN NATIONAL CORP COM STK USD1.25	924,682
22,237 LINKEDIN CORP USD0.0001 A	2,553,252
30,455 LIVE NATION ENTERTAINMENT INC COM STK USD0.01	283,536
132,400 LSI CORPORATION COM STK USD0.01	937,392
32,195 LSI CORPORATION COM STK USD0.01	227,941
1,300 LTC PROPERTIES INC COM STK USD0.01	45,747
26,595 LULULEMON ATHLETICA INC USD0.005	2,027,337
4,400 M & T BANK CORP COM STK USD5	433,268
2,000 MACK CALI REALTY CORP COM STK USD0.01	52,220
12,400 MADISON SQUARE GARDEN CO/THE	549,940
66,650 MAIDEN HLDGS LTD USD0.01	612,514
19,700 MANPOWER INC	836,068
10,825 MANPOWER INC	459,413
10,990 MASTERCARD INC COM STK	5,399,167
24,300 MATTEL INC COM STK USD1	889,866
3,640 MATTHEWS INTL CORP CLASS'A'COM STK USD1	116,844
72,319 MAXIM INTEGRATED PRODUCTS COM STK USD0.001	2,126,179
2,805 MAXIMUS INC COM STK NPV	177,332
5,776 MB FINANCIAL INC COM STK USD0.01	114,076
37,300 MCDERMOTT INTERNATIONAL INC COM STK USD1	411,046
12,700 MCKESSON CORP COM STK USD0.01	1,233,932
- MEAD JOHNSON NUTRITION USD0.01	1,143
24,700 MEADWESTVACO CORPORATION COM NPV	787,189
15,500 MEDICINES CO COM STK USD0.001	371,535
6,785 MENS WEARHOUSE INC COM STK USD0.01	211,421
24,500 MERCK & CO INC(NEW) COM STK USD0.50	1,013,565
21,100 METLIFE INC COM STK USD0.01	695,034
64,425 MFA FINANCIAL INC COM STK USD0.01	535,372
56,500 MFA FINANCIAL INC COM STK USD0.01	469,515
8,900 MICHAEL KORS HLDGS LTD NPV	454,167
48,400 MICROSOFT CORP COM STK USD0.00000625	1,293,732
31,500 MILLER(HERMAN) INC COM STK USD0.20	674,730
5,800 MINERALS TECHNOLOGIES INC COM STK USD0.10	231,536
6,800 MOHAWK INDUSTRIES COM STK USD0.01	615,196
66,620 MONDELEZ INTL INC NPV A	1,705,472
45,806 MONSANTO CO COM STK USD0.01	4,335,538
16,800 MOODYS CORP COM STK USD1	845,376
5,500 MOOG INC CLASS'A'(LIM.V)USD1	225,665

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119,480	MORGAN STANLEY COM STK USD0.01	2,284,458
32,900	MOSAIC CO(THE) USD0.01	1,863,127
22,885	MRC GLOBAL INC USD0.01	635,745
2,300	MUELLER INDUSTRIES INC COM STK USD0.01	115,069
11,600	MURPHY OIL CORP COM USD1	690,780
3,900	MYERS INDUSTRIES INC COM STK NPV	59,085
31,400	MYLAN INC COM STK USD0.50	862,872
41,500	MYRIAD GENETICS INC COM STK USD0.01	1,130,875
45,900	NABORS INDUSTRIES COM STK USD0.001	663,255
16,000	NATIONSTAR MTG HLDGS INC USD0.01	495,680
32,695	NAVIGANT CONSULTING INC USD0.001	364,876
14,395	NAVIGANT CONSULTING INC USD0.001	160,648
21,100	NETAPP INC COM STK NPV	707,905
25,500	NEWFIELD EXPLORATION CO COM STK USD0.01	682,890
47,600	NII HOLDINGS INC COM STK USD0.001	339,388

74,536	NIKE INC CLASS'B'COM STK NPV	3,846,058
29,000	NORTH AMERICAN ENERGY PARTNERS COM NPV	98,600
21,400	NORTHROP GRUMMAN CORP COM STK USD1	1,446,212
3,400	NORTHROP GRUMMAN CORP COM STK USD1	229,772
16,797	NOVO-NORDISK AS ADR EACH REPR 1 CLS'B'	2,741,438
25,300	NRG ENERGY INC COM STK USD0.01	581,647
8,855	NU SKIN ENTERPRISES INC CLASS'A'COM STK USD0.001	328,078
29,200	NV ENERGY INC COM STK USD0.01	529,688
26,255	NVIDIA CORP COM STK USD0.001	322,674
8,600	OCCIDENTAL PETROLEUM CORP COM USD0.20	658,846
27,360	OCWEN FINANCIAL CORP COM STK USD0.01	946,382
5,700	OLD DOMINION FREIGHT LINE INC COM STK USD0.10	195,396
8,700	OMEGA HEALTHCARE INVESTORS COM STK USD0.10	207,495
14,145	OMNICARE INC COM STK USD1	510,635
33,510	ON SEMICONDUCTOR CORP COM STK USD0.01	236,246
26,700	ONYX PHARMACEUTICALS COM STK USD0.001	2,016,651
41,600	ORACLE CORP USD0.01	1,386,112
145,200	ORIENT EXPRESS HOTELS LTD CLS'A'COM STK USD0.01	1,697,388
8,515	OWENS & MINOR INC COM STK USD2	242,763
2,400	OXFORD INDUSTRIES INC COM STK USD1	111,264
17,500	PACKAGING CORP OF AMERICA COM STK USD0.01	673,225
32,800	PALL CORP COM STK USD0.10	1,976,528
10,838	PANERA BREAD CO CLASS'A'COM STK USD0.0001	1,721,400
8,700	PANTRY INC COM STK USD0.01	105,531
9,100	PARAMETRIC TECHNOLOGY CORP NEW COM STK USD0.01	204,841
5,725	PAREXEL INTERNATIONAL CORP COM STK USD0.01	169,403
9,850	PARKER-HANNIFIN CORP COM STK USD0.50	837,841
5,050	PARTNERRE USD1	406,475
2,605	PBF ENERGY INC USD0.001 A	75,675
15,300	PEP BOYS MANNY MOE & JACK COM STK USD1	150,399
13,121	PERRIGO CO COM STK NPV	1,364,978
44,700	PFIZER INC COM STK USD0.05	1,121,076
14,000	PG&E CORP COM STK NPV	568,890
24,455	PHH CORP COM STK NPV	556,351
10,900	PHH CORP COM STK NPV	247,975
8,200	PHILLIPS VAN HEUSEN CORP COM STK USD1	910,282
7,300	PIER 1 IMPORTS INC COM STK USD1	146,000
9,900	PINNACLE WEST CAPITAL CORP COM STK USD2.50	504,702
12,500	PINNACLE WEST CAPITAL CORP COM STK USD2.50	637,250
76,400	PITNEY BOWES INC COM STK USD1	812,896
3,500	PLANTRONICS INC COM STK USD0.01	129,045
13,810	PLATINUM UNDERWRITERS HLDGS LTD SHS	635,260
3,300	PLATINUM UNDERWRITERS HLDGS LTD SHS	151,800
14,500	PNM RESOURCES INC COM STK USD5	297,395
10,300	POLARIS INDUSTRIES INC COM STK USD0.01	866,745
16,600	POLARIS INDUSTRIES INC COM STK USD0.01	1,396,890
2,300	PPG INDUSTRIES INC COM STK USD1.666	311,305
22,383	PRECISION CASTPARTS CORP COM NPV	4,239,788
14,900	PRECISION CASTPARTS CORP COM NPV	2,822,358
3,995	PRICELINE.COM INC COM STK USD0.008	2,481,694

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29,400	PRINCIPAL FINANCIAL GROUP COM STK USD0.01	838,488
7,120	PROGRESS SOFTWARE CORP COM STK USD0.01	149,449
4,099	PROSPERITY BANCSHARES INC COM STK USD1	172,158
13,200	PRUDENTIAL FINANCIAL INC COM STK USD0.01	703,956
15,800	PUBLIC SERVICE ENTERPRISE GROUP INC COM STK NPV	483,480
46,900	PULTE GROUP INC COM STK USD0.01	851,704
15,400	QEP RESOURCES INC USD0.01	466,158
13,179	QUALCOMM INC COM STK USD0.0001	817,362
26,698	RACKSPACE HOSTING INC COM STK USD0.001	1,982,860
16,802	RALPH LAUREN CORP USD0.01 A	2,518,956
36,300	RAYMOND JAMES FINANCIAL INC COM STK USD0.01	1,403,721
8,525	RAYMOND JAMES FINANCIAL INC COM STK USD0.01	329,662
26,300	RAYTHEON CO COM STK USD0.01	1,526,978
44,596	RED HAT USD0.0001	2,361,804
3,000	REGENERON PHARMACEUTICALS INC COM STK USD0.001	513,210

21,100	REGENERON PHARMACEUTICALS INC COM STK USD0.001	3,609,577
99,600	REGIONS FINANCIAL CORP (NEW) COM STK USD0.01	710,148
7,200	REGIS CORP COM STK USD0.05	121,824
6,520	REINSURANCE GROUP OF AMERICA USD0.01	348,950
3,100	REINSURANCE GROUP OF AMERICA USD0.01	165,912
4,900	RELIANCE STEEL & ALUMINIUM COM STK NPV	304,290
2,375	RENAISSANCERE HLDGS COM STK USD1	192,993
9,955	RENT-A-CENTER INC COM STK USD0.01	344,144
172,950	RF MICRO DEVICES INC COM STK NPV	774,816
23,200	ROBERT HALF INTERNATIONAL INC COM STK USD1	738,224
1,875	ROCK-TENN CO CLASS'A'COM STK USD0.01	131,081
10,215	ROPER INDUSTRIES INC COM STK USD0.01	1,138,768
10,275	ROSETTA RESOURCES INC USD0.001	466,074
7,400	ROSS STORES INC COM STK USD0.01	400,710
38,000	ROWAN COMPANIES PLC SHS CL A	1,188,260
55,400	ROYAL CARIBBEAN CRUISES COM STK USD0.01	1,883,600
10,400	ROYAL DUTCH SHELL ADR EACH REPR 2'A/SHS	717,080
30,600	RTI INTERNATIONAL METALS INC COM STK USD0.01	843,336
22,200	RUBY TUESDAY INC COM USD0.01	174,492
3,700	RYDER SYSTEM INC COM STK USD0.50	184,741
4,900	S & T BANCORP INC COM STK USD2.50	88,543
69,400	SAFEWAY INC COM STK USD0.01	1,255,446
60,000	SAKS INC COM STK USD0.10	630,600
23,167	SALESFORCE.COM INC COM STK USD0.001	3,894,373
10,300	SALIX PHARMACEUTICALS LTD COM NPV	416,944
25,500	SANOFI ADR ECH REP 1/2 ORD EUR2 SPON	1,208,190
17,600	SAP AG ADR EACH 1 REP 1 COM NPV(SPONS)LEVEL II	1,414,688
40,655	SCHLUMBERGER COM STK USD0.01	2,828,165
86,200	SEACHANGE INTERNATIONAL INC COM STK USD0.01	833,554
5,000	SEACOR HLDGS INC COM STK USD0.01	419,000
46,900	SEATTLE GENETICS INC COM STK USD0.01	1,088,080
38,720	SELECT MEDICAL HLDGS CORP USD0.001	365,130
4,680	SEMGROUP CORP COM STK 'CLS A'	182,894
3,150	SENSIENT TECHNOLOGIES CORP COM STK USD0.10	112,014
18,950	SERVICE CORPORATION INTERNATIONAL COM STK USD1	261,700
22,100	SHAW GROUP INC COM STK NPV	1,030,081
27,816	SHIRE PLC	2,564,079
5,000	SIGNET JEWELERS LTD COM STK USD0.18	267,000
7,115	SILVER BAY REALTY TRUST CORP USD0.001	133,975
78,500	SINCLAIR BROADCAST GROUP INC CLASS'A'COM STK	990,670
6,855	SKECHERS USA INC CLASS'A'COM STK USD0.001	126,818
45,700	SLM CORP COM STK USD0.20	782,841
15,825	SLM CORP COM STK USD0.20	271,082
2,280	SM ENERGY CO	119,039
21,297	SONOCO PRODUCTS CO COM STK NPV	633,160
28,600	SOTHEBYS INC CLASS'A'LIM.V COM STK USD0.10 BR	961,532
10,500	SOUTHWESTERN ENERGY CO USD0.01	350,805
9,200	SPARTAN STORES INC COM STK USD0.01	141,312
31,946	SPLUNK INC USD0.001	927,073
24,500	ST JUDE MEDICAL INC COM STK USD0.10	891,318



12,497	STAG INDUSTRIAL INC USD0.01	227,945
2,285	STANCORP FINANCIAL GROUP COM STK NPV	83,791
6,798	STANDEX INTERNATIONAL CORP COM STK USD1.5	348,669
66,800	STEELCASE INC COM STK NPV	851,032
4,900	STERIS CORP COM STK NPV	170,177
3,975	STIFEL FINANCIAL CORP COM STK USD0.15	127,081
83,000	STILLWATER MINING CO COM STK USD0.01	1,060,740
26,800	SUNTRUST BANKS INC COM STK USD1	759,780
4,450	SVB FINANCIAL GROUP COM STK USD0.001	249,067
7,875	SWIFT ENERGY CO COM STK USD0.01	121,196
2,300	SY BANCORP INC COM STK NPV	51,566
9,575	SYKES ENTERPRISES INC COM STK USD0.01	145,732
8,856	SYKES ENTERPRISES INC COM STK USD0.01	134,788
10,525	SYMETRA FINANCIAL CORP USD0.01	136,615
12,120	SYMMETRY MEDICAL INC COM STK USD0.0001	127,502

8,725 SYNEX CORP COM STK USD0.001	299,966
61,100 TALISMAN ENERGY INC COM NPV	692,263
65,910 TCF FINANCIAL COM STK USD0.01	800,807
22,205 TD AMERITRADE HOLDING CORP COM STK USD0.01	373,266
8,300 TECK RESOURCES LTD CLASS'B'SUB-VTG COM NPV	305,503
30,700 TECO ENERGY INC COM STK USD1	514,532
24,300 TELEPHONE & DATA SYSTEMS INC USD0.01	538,002
4,395 TELETECH HLDGS COM STK USD0.01	78,231
9,035 TEMPUR PEDIC INTERNATIONAL INC COM STK USD0.01	284,512
15,157 TERADATA CORP DEL COM	938,067
17,465 TERADYNE INC COM STK USD0.125	294,984
11,260 TEREX CORP COM STK USD0.01	316,519
8,620 THOR INDUSTRIES COM STK USD0.10	322,647
21,200 TIBCO SOFTWARE INC COM STK USD0.001	466,612
5,500 TIDEWATER INC COM STK USD0.10	245,740
19,300 TIMKEN CO COM STK NPV	923,119
40,109 TJX COS INC COM STK USD1	1,702,627
1,200 TOMPKINS FINANCIAL CORP COM STK USD0.10	47,568
4,105 TORCHMARK CORP COM STK USD1	212,105
13,800 TOTAL S.A ADR EACH CNV INTO 1 SHR	726,714
10,200 TOWERS WATSON & CO CLASS A USD0.01	573,342
8,275 TOWERS WATSON & CO CLASS A USD0.01	465,138
6,096 TRANSDIGM GROUP INC USD0.01	831,251
15,000 TRANSOCEAN LTD CHF15	669,750
10,200 TRAVELERS COS INC/THE	732,564
44,900 TRIMBLE NAVIGATION COM STK NPV	2,684,122
124,800 TRIQUINT SEMI CONDUCTOR INC COM STK USD0.001	604,032
18,400 TRW AUTOMOTIVE HLDGS CORP COM STK USD0.01	986,424
5,310 TRW AUTOMOTIVE HLDGS CORP COM STK USD0.01	284,669
56,300 TW TELECOM INC CLS'A' COM STK USD0.01	1,433,961
83,285 TWO HARBORS INVESTMENT CORP USD0.0001	968,605
8,300 UGI CORP COM NPV	273,734
38,533 UNIFI INC USD0.1	501,314
17,805 UNION PACIFIC CORP COM STK USD2.50	2,250,730
2,900 UNITED BANKSHARES INC COM STK USD2.50	71,427
16,200 UNITED STATES CELLULAR CORP COM STK USD1	570,888
15,400 UNITED STATES STEEL CORP COM STK USD1	367,598
12,972 UNITED STATIONERS INC COM STK USD0.10	403,818
27,771 UNITED TECHNOLOGIES CORP COM STK USD1	2,277,500
49,147 UNITEDHEALTH GROUP INC COM STK USD0.01	2,665,733
20,400 UNITEDHEALTH GROUP INC COM STK USD0.01	1,106,496
5,410 UNIVERSAL CORP COM STK NPV	270,013
12,100 UNIVERSAL HEALTH SERVICES INC CLASS'B' COM USD0.01	585,035
2,700 UNS ENERGY CORP NPV	114,534
37,000 UNUM GROUP COM	770,340
5,725 URS CORP COM STK USD0.01	225,909
38,243 URS CORP COM STK USD0.01	1,509,069
35,403 US AIRWAYS GROUP INC	477,941
11,875 UTI WORLDWIDE INC ORD NPV	159,125
6,035 VALASSIS COMMUNICATIONS INC COM STK USD0.01	157,453

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20,400	VALERO ENERGY CORP(NEW) USD0.01	696,048
19,849	VALIDUS HOLDING LTD COM STK USD0.175	686,391
31,900	VALSPAR CORP COM STK USD0.50	1,990,560
7,070	VCA ANTECH INC COM STK USD0.01	148,824
8,400	VECTREN CORP COM NPV	246,960
9,900	VERIFONE SYSTEMS INC	293,832
47,645	VERTEX PHARMACEUTICAL COM STK USD0.01	1,998,231
4,400	VF CORP COM STK NPV	664,268
5,818	VIAD CORP COM STOCK USD1.5	158,599
25,356	VISA INC USD0.0001 'A'	3,843,462
72,000	VISHAY INTL USD0.10	765,360
35,754	VMWARE INC CLS'A'COM STK USD0.01	3,365,882
40,400	WADDELL & REED FINL INC CL A	1,406,728
39,500	WADDELL & REED FINL INC CL A	1,375,390
7,139	WADDELL & REED FINL INC CL A	248,580

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50,033 WALT DISNEY (HLDG) CO DISNEY COM STK USD0.01	2,491,143
25,190 WALTER INVESTMENT MANAGEMENT CORP USD0.01	1,083,674
6,500 WATERS CORP COM STK USD0.01	566,280
52,100 WEB.COM GROUP INC	771,080
34,300 WERNER ENTERPRISES INC COM STK USD0.01	743,281
17,400 WESCO INTERNATIONAL INC COM STK USD0.01	1,173,282
3,120 WESCO INTERNATIONAL INC COM STK USD0.01	210,382
800 WESTAMERICA BANCORP COM STK NPV	34,072
39,500 WESTERN UNION COMPANY (THE) COM STK USD0.01	537,595
16,200 WEX INC USD0.01	1,220,994
26,100 WHITING PETROLEUM CORP COM STK USD0.001	1,131,957
34,332 WHOLE FOODS MARKET INC COM STK NPV	3,135,542
5,065 WILLIS GROUP HLDGS PLC ORD SHS USD0.000115	171,197
2,800 WORKDAY INC USD0.001	152,600
6,745 WORLD FUEL SERVICES CORP COM STK USD0.01	277,945
1,300 WSFS FINANCIAL CORP COM STK USD0.01	54,925
16,500 WYNDHAM WORLDWIDE USD0.01	877,965
12,700 WYNDHAM WORLDWIDE USD0.01	675,767
37,781 YUM BRANDS INC COM STK NPV	2,508,658
17,700 ZIMMER HOLDINGS INC COM STK USD0.01	1,183,068
Total Corporate Stock	\$ 494,382,946

Corporate Debt Securities

125,000 ALTRIA GROUP INC 8.5% NTS 10/NOV/2013 USD1000	\$ 134,688
100,000 AMERICAN EXPRESS CO 7.25% LN STK 20/MAY/2014	109,646
50,000 ANADARKO PETROLEUM CORP 5.95% SNR NTS 15/SEP/2016	58,433
85,000 ARCELORMITTAL SA 4.5% BDS 25/FEB/2017 USD1000	87,288
350,000 BANK OF AMERICA CORP 5.65% BDS 01/MAY/2018 USD5000	410,501
150,000 BANK OF AMERICA CORP FLTG RATE NTS 15/JUN/2016	143,247
200,000 BANK OF NEW YORK MELLON CORP 1.7% BDS 24/NOV/2014	204,887
75,000 BARCLAYS BANK PLC 5.00% BDS 22/SEP/2016 USD1000	85,098
170,000 BARNABAS HEALTH SYSTEM TAX REV BD 28 01/JUL/2028	165,259
175,654 BAYVIEW COMMERCIAL ASSET TRUST 2005-3A A1 VAR	137,760
104,810 BAYVIEW COMMERCIAL ASSET TRUST 2005-4 A-2 14	76,667
125,000 BEAR STEARNS CO 7.25% BDS 01/FEB/2018 USD1000	160,406
170,000 BEAR STEARNS COMM MTG SEC 2005-T20 A4A	189,340
125,000 BERKSHIRE HATHAWAY FINANCE CORP 5% GTD SNR NTS	130,917
25,000 BERKSHIRE HATHAWAY FINANCE CORP 5.4% SNR NOTE	30,244
125,000 BOSTON PROPERTIES INC 5.875% BDS 15/OCT/2019	150,601
120,000 CATHOLIC HEALTH INITIATIVE 4.35% BDS 01/NOV/2042	123,264
100,000 CENTERPOINT ENERGY RESOURCES SR NT 6.25%	126,908
100,000 CHASE CAPITAL VI FLTG RATE NTS 01/AUG/2028 USD1000	82,223
50,000 CITIGROUP INC 5.30% 07/JAN/2016	56,595
100,000 CITIGROUP INC 6% NTS 15/AUG/2017 USD1000	120,081
125,000 CITIGROUP INC 6.125% NTS 15/MAY/2018 USD1000	150,780
45,000 CITIGROUP INC 8.125% BDS 15/JUL/2039 USD1000	69,056
85,000 CITIGROUP INC SR NT FLT 18 15/MAY/2018	85,886
75,000 COCA-COLA ENTERPRISES INC 7.375% NTS 03/MAR/2014	82,774
75,000 COMCAST CORP 5.875% BD 15/FEB/2018 USD1000	92,043
75,000 COMCAST CORP 6.4% BDS 01/MAR/2040 USD2000	98,749

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250,000	COMMONWEALTH BANK OF AUSTRALIA 1.95% BDS	257,957
15,214	CONTINENTAL AIRLINES INC 7.707% BDS 02/OCT/2022	17,481
107,180	CONTINENTAL AIRLINES INC 9% BDS 08/JUL/2016	128,696
53,676	CONTINENTAL AIRLINES PASS THRU TST 5.983% CMO	60,421
125,000	COOPERATIEVE CENTRALE RAIFFEIS SR NT 3.375%	136,184
125,000	CREDIT SUISSE AG 5.5% BDS 01/MAY/2014 USD1000	134,145
75,000	DAIMLERCHRYSLER NA HOLDINGS CORPORATION 6.5%	79,353
168,540	DBRR CMBS RE-REMIC 0.946% MTG BDS 25/SEP/2045 USD	168,610
150,000	EL PASO ELECTRIC CO 3.3% BDS 15/DEC/2022 USD1000	149,383
100,000	ENTERGY TEX INC 3.6% BDS 01/JUN/2015 USD1000	105,130
100,000	ERP OPERATING FLTG RTE NTS 13/APR/2015 USD1000	113,484
100,000	FIRST CHICAGO NBD CORP FLTG RATE NOTES 01/FEB/2027	82,127
75,000	GENERAL ELEC CAP CORP 5.50% 08/JAN/2020	90,761
100,000	GENERAL ELECTRIC CAPITAL CORP 3.15% BDS	103,167
75,000	GENERAL ELECTRIC CAPITAL CORP 4.8% MTN 01/MAY/2013	76,692

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100,000	GENERAL ELECTRIC CAPITAL CORP 5.875% BDS	123,351
75,000	GENERAL ELECTRIC CAPITAL CORP 6.875% BDS	104,397
100,000	GENERAL ELECTRIC CAPITAL CORP FLTG RATE MTN	86,657
125,000	GOLDMAN SACHS GROUP INC 5.375% 15/MAR/2020	145,232
50,000	GOLDMAN SACHS GROUP INC 6.00% 15/JUN/2020	59,544
175,000	GOLDMAN SACHS GROUP INC 6.15% BDS 01/APR/2018	208,275
170,000	GS RPM MTG LN TR 3.707% BDS 10/AUG/2044 USD	189,205
185,000	HCP INC BDS 15/SEP/2016 USD1000	216,903
125,000	HEALTH CARE REIT INC 6.125% BDS 15/APR/2020	148,017
50,000	HEALTHCARE REALTY TRUST INC 6.5% SNR NTS	58,650
120,000	HSBC HLDGS 4.875% BDS 14/JAN/2022 USD1000	141,982
50,000	IUNITED DOMINION RLTY TR	54,950
75,000	JOHN DEERE CAPITAL CORP 4.9% MTN 09/SEP/2013	78,455
50,000	JP MORGAN CHASE BK NEW YORK NY 6% BDS 01/OCT/2017	59,942
75,000	JPMORGAN CHASE & CO 4.5% GTD SUB NTS 24/JAN/2022	86,315
100,000	JPMORGAN CHASE & CO FR CAP SECS 'U' 15/JAN/2087	77,201
140,000	KAISER FOUNDATION HOSPITAL 4.875% BDS 01/APR/2042	160,761
150,000	KOREA DEVELOPMENT BANK 8% BDS 23/JAN/2014 USD1000	166,013
75,000	KROGER CO 7.5% BDS 15/JAN/2014 USD1000	82,818
100,000	LIBERTY PROP LP 53117CAJ1 5.125 02/MAR/2015	108,005
420,000	LLOYDS BANK PLC CORPORATE COMMERCIAL PAPER	419,851
75,000	MCKESSON HBOC INC 5.7% BDS 01/MAR/2017 USD1000	90,029
75,000	MIDAMERICAN ENERGY HLDGS 6.125% BDS 01/APR/2036	95,824
125,000	MORGAN STANLEY 5.45% NTS 09/JAN/2017 USD1000	141,577
125,000	MORGAN STANLEY 6.6250% 01/APR/2018	149,392
50,000	MORGAN STANLEY 7.3% BDS 13/MAY/2019 USD100000	61,248
220,000	MORGAN STANLEY CAPITAL I TRUST FR CMO 12/NOV/2049	256,205
50,000	NBC UNIVERSAL MEDIA LLC 5.150% SNR NT 30/APR/2020	59,709
135,151	NCUA GTD NTS MASTER TRUST VAR MTG BDS 08/DEC/2020	135,902
237,032	NCUA GTD NTS TRUST 2010-R1 FR MTG BDS 07/OCT/2020	238,035
150,382	NCUA GTD NTS TRUST 2010-R2 VAR MTG BDS 05/NOV/2020	150,973
328,857	NCUA GTD NTS TRUST 2011-R1 VAR MTG BDS 08/JAN/2020	329,323
297,054	NCUA GTD NTS TRUST 2011-R2 VAR MTG BDS 06/FEB/2020	297,836
213,440	NCUA GTD NTS TST 2 FR CMO 06/NOV/2017 USD1000	213,998
116,857	NCUA GUARANTEED NOTES TRUST 2010-R3 II-A VARIABLE	117,507
286,416	NCUA GUARANTEED NOTES TRUST 2011-C1 II-A VARIABLE	287,374
25,000	NEWS AMERICA INC 6.15% SNR NTS 01/MAR/2037 USD1000	31,194
125,000	NORTH SHORE LONG I 4.8% BDS 01/NOV/2042 USD	132,540
100,000	PANHANDLE EASTERN PIPE LINE CO 7% SNR NTS	122,159
25,000	PETROBRAS INTERNATIONAL FINANCE 6.875% BDS	32,528
75,000	PETROBRAS INTERNATIONAL FINANCE 7.875% GTD BDS	95,420
100,000	PRUDENTIAL FINANCIAL INC 6.625% 21/JUN/2040	125,823
125,000	PUBLIC SVC CO NEW MEXICO SR UNSEC NT 21	139,051
75,000	ROHM&HAAS HLDGS 6% 15/SEP/2017	90,175
150,000	ROYAL BANK OF SCOT 2.55% BDS 18/SEP/2015 USD1000	154,606
125,000	SIMON PROPERTY GROUP INC 5.875% BDS 01/MAR/2017	150,447
75,000	SOUTHERN COPPER CORP 7.5% SNR NTS 27/JUL/2035	98,690
75,000	SOUTHERN POWER COMPANIES 4.875% NTS 15/JUL/2015	83,837
100,000	SPECTRA ENERGY CAPITAL LLC 7.5% BDS 15/SEP/2038	140,817
75,000	TELECOM ITALIA CAPITAL 6% NTS 30/SEP/2034 USD1000	74,450

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75,000	TELECOM ITALIA CAPITAL 7.175% BDS 18/JUN/2019	87,232
25,000	TIME WARNER CABLE INC SR NT 7.5% 01/APR/2014	27,558
50,000	TIME WARNER ENT 8.375% SUB NTS 15/JUL/2033 USD1000	74,904
125,000	TUSCON ELECTRIC POWER 5.15% BDS 15/NOV/2021	140,353
50,000	UNITED DOM RLTY 5.13% 15/JAN/2014	52,587
125,000	US BANCORP 4.2% NTS 15/MAY/2014 USD1000	131,907
200,000	VENTAS REALTY LTD 2% SR NT 15/FEB/2018 USD	200,329
75,000	VERIZON COMMUNICATIONS INC 6.9% BDS 15/APR/2038	107,832
100,000	WASTE MANAGEMENT INC 7% SNR NOTES 15/JUL/2028	138,750
75,000	WELLPOINT INC 7.00% BDS 15/FEB/2019 USD1000	95,310
50,000	WELLS FARGO COMPANY 4.375% 31/JAN/2013	51,066
200,000	WFRBS COML MTG TR 2011-C5 3.667% MTG BDS	221,395
	Total Corporate Debt Securities	\$ 13,269,348

## Government Bonds

100,000	BAY AREA TOLL AUTH CALIF 6.263% BDS 01/APR/2049	\$	140,054
50,000	CALIFORNIA ST FOR PREVIOUS ISSUES SEE 13063A FOR		63,710
40,000	CALIFORNIA STATE 5.7% MUN BDS 01/NOV/2021 USD5000		48,042
50,000	CALIFORNIA STATE 7.55% BDS 01/APR/2039 USD5000		73,034
75,000	CALIFORNIA STATE 7.6% MUNI BDS 01/NOV/2040 USD5000		110,515
90,000	HOUSTON TEXAS 6.29% BDS 01/MAR/2032 USD1000		113,733
50,000	ILLINOIS (STATE OF) 4.35% BDS 01/JUN/2018 USD1000		53,325
75,000	ILLINOIS (STATE OF) 4.421% BDS 01/JAN/2015 USD1000		81,169
40,000	ILLINOIS ST FOR ISSUES DTD PRIOR TO 01/16/2010 SEE		46,829
75,000	ISRAEL ST BD DTD 13/JUN/2003 DUE 15/JUN/2013		76,392
175,000	NEW YORK NY CITY MUN WTR FIN AUTH 6.011% BDS		235,678
50,000	ONTARIO(PROVINCE OF) 5.45% BDS 27/APR/2016 USD5000		58,204
50,000	SAN DIEGO CNTY CALIF WTR AUTH FING 6.138% BDS		67,060
560,000	UNITED STATES TREAS BDS 2.75%15/AUG/2042		546,567
625,000	UNITED STATES TREAS NTS 0.25%15/MAY/2015		624,422
1,885,000	UNITED STATES TREAS NTS 0.75%30/JUN/2017		1,896,232
2,560,000	UNITED STATES TREAS NTS 0.750% 31/OCT/2017		2,571,688
3,235,000	UNITED STATES TREAS NTS 0.875% 31/JAN/2017		3,289,810
1,440,000	UNITED STATES TREAS NTS 1.625%15/AUG/2022		1,439,389
2,340,000	UNITED STATES TREAS NTS 1.625%15/NOV/2022		2,319,342
335,000	UNITED STATES TREAS NTS 3.5% 15/FEB/2018		385,884
335,000	UNITED STATES TREAS NTS TIPS 0.625% 15/APR/2013		366,654
625,000	UNITED STATES TREAS NTS TIPS 1.25% 15/APR/2014		706,092
740,000	UNITED STATES TREAS NTS TIPS 15/APR/2015		825,036
735,000	UNITED STATES TREAS NTS VAR 15/APR/2017		801,795
365,000	US TREASURY N/B 2.875 31 JAN 2013		365,799
305,000	USA TREASURY NTS 1.875% TIPS 15/JUL/2013 USD1000		391,305
	Total Government Bonds	\$	17,697,760

## Mortgage Backed Securities

1,432,365	FANNIE MAE 2004-97 ZH 4.500% 25/JAN/2035	\$	1,574,717
276,806	FED HOME LOAN MTG 5.5% MBPT 01/JAN/2038 USD1000		300,297
560,000	FEDERAL HOME LOAN BANKS 0.0% BDS 20/FEB/2013		559,903
400,000	FEDERAL HOME LOAN BANKS 0.5% BDS 16/OCT/2015		400,476
440,000	FEDERAL HOME LOAN BANKS 0.55% BDS 13/NOV/2015		440,539
302,813	FEDERAL HOME LOAN MORTGAGE CORP 4.0% BDS		332,702
136,969	FEDERAL HOME LOAN MORTGAGE CORP VAR MTG BDS		136,837
118,548	FEDERAL HOME LOAN MORTGAGE CORP VAR MTG BDS		118,484
300,000	FEDERAL NATIONAL MORTGAGE ASSOC 0.0% BDS		299,987
235,000	FEDERAL NATIONAL MORTGAGE ASSOC 0.0% BDS		234,981
445,000	FEDERAL NATIONAL MORTGAGE ASSOC 0.625% BDS		446,285
83,090	FEDERAL NATIONAL MORTGAGE ASSOC 4.444% MTG BDS		97,399
344,246	FEDERAL NATIONAL MORTGAGE ASSOC 5% MBPT		375,782
330,000	FEDERAL NATIONAL MORTGAGE ASSOC 8.95% DEB		470,969
225,000	FEDERAL NATL MTG ASSN CALL 0.5%22/OCT/2015		225,502
1,170,000	FEDERAL NATL MTG ASSN DISC NT MATURES 13/FEB/2013		1,169,816
410,000	FEDERAL NATL MTG ASSN DISC NT MATURES 20/FEB/2013		409,929
56,886	FHLMC MORTPASS ARM 01/APR/2037 1N PN# 1N1454		60,713
115,485	FHLMC MORTPASS ARM 01/FEB/2037 1G PN# 1G2628		122,468



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16,835FHLMC MORTPASS ARM 01/SEP/2037 1G PN# 1G2201	18,399
60,000FHLMC REMIC SERIES 3.974% MTG BDS 25/JAN/2021	68,928
685,821FHLMC REMIC SERIES 3197 DZ 15/AUG/2036 5.00000	755,919
417,508FHLMCGLD MORTPASS 2.5% 01/NOV/2027 E0 PN# E04113	438,557
182,424FHLMCGLD MORTPASS 3.5% 01/DEC/2041 Q0 PN# Q05261	198,206
355,768FHLMCGLD MORTPASS 4% 01/OCT/2041 Q0 PN# Q04091	390,883
181,537FHLMCGLD MORTPASS 4.5% 01/JUN/2041 Q0 PN# Q01638	200,989
244,656FHLMCGLD MORTPASS 5.5% 01/NOV/2037 G0 PN# G03695	265,877
191,485FHLMCGLD MORTPASS 6.5% 01/MAY/2034 P5 PN# P50216	214,319
441,184FNMA MORTPASS 2.5% 01/DEC/2022 CN PN# MA1278	462,801
456,571FNMA MORTPASS 3% 01/NOV/2032 CT PN# MA1237	481,704
492,382FNMA MORTPASS 3.5% 01/DEC/2041 CL PN# AB4044	532,653
155,920FNMA MORTPASS 3.703% 01/SEP/2020 XY PN# FN0000	174,142
160,831FNMA MORTPASS 3.787% 01/OCT/2020 XY PN# AE0918	180,731
156,236FNMA MORTPASS 3.888% 01/DEC/2020 XY PN# FN0001	177,892
493,371FNMA MORTPASS 4% 01/AUG/2029 CT PN# MA0142	532,757

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161,198FNMA MORTPASS 4.5% 01/JUL/2029 CT PN# MA0115		175,243
553,296FNMA MORTPASS 4.5% 01/MAY/2048 CZ PN# 257280		594,414
339,729FNMA MORTPASS 4.5% 01/SEP/2041 CL PN# MA0843		370,071
378,349FNMA MORTPASS 5% 01/AUG/2047 CZ PN# 995963		407,876
296,361FNMA MORTPASS 5% 01/SEP/2033 CL PN# 738567		324,120
98,171FNMA MORTPASS 5.5% 01/JUN/2036 CL PN# 889745		108,342
157,564FNMA MORTPASS 6.5% 01/AUG/2037 CL PN# 936879		177,369
1,400,000FREDDIE MAC 3048 QJ 5.000% 15/OCT/2025		1,565,200
285,488GOVT NATIONAL MORTGAGE ASSOCN VAR MTG BDS		291,494
445,000TBA FHLMC 3.00% 30YRS JAN		465,234
1,975,000TBA FNMA SINGLE FAMILY MORTGAGE 3.00% MAT 30 YEARS		2,069,431
135,000TBA GNMA 3.5% MTG BDS 31/DEC/2049 USD1000		146,675
370,000TBA GNMA II JUMBOS 3.00% 30 YEARS JAN		393,356
Total Mortgage Backed Securities	\$	19,961,368
Registered Investment Companies		
2,779 ABERDEEN GLOBAL NATURAL RESOURCES FD INSTL SVC CL	\$	47,140
567 ADVISOR'S INNER CIRCLE CAMBIAR OPPORTUNITY FD INVT CL		10,146
194 ADVISORS INNER CIRCLE FD ACADIAN EMERGING MKTS INSTL CL		3,728
171 ADVISORS INNER CIRCLE FD CAMBIAR AGGR VALUE FD INV CL		1,880
489 ADVISORS INNER CIRCLE FD RICE HALL JAMES SMALL MID CAP		6,784
113 ADVISORS SER TR CHASE MID-CAP GROWTH FD CL A		4,226
80 ALGER GROWTH OPPORTUNITIES FUND CL A		780
ALLIANCEBERNSTEIN CAP FD INC SMALL CAP GROWTH FUND CL		
4,052 I		158,385
8,077 ALLIANCEBERNSTEIN HIGH INC FD INC ADVISOR CL		76,815
1,614 ALLIANCEBERNSTEIN INTL VALUE FUND ADVISOR CL		18,959
ALLIANZ AGIC EMERGING MARKET OPPORTUNITIES FUND CLASS		
850 D		22,463
562 ALLIANZ FDS NFJ SMALL CAP VALUE FD CL D		16,415
378 ALLIANZ FDS RCM GLOBAL COMMODITY FD CL D		6,073
154 ALLIANZ NFJ INTL VALUE FD CL D		3,278
385 ALLIANZ RCM TECHNOLOGY FUND CLASS D		16,994
403 ALPHAMARK INVT TR SMALL CAP GROWTH FD		5,279
2,359 ALPINE EQUITY TR INTL REAL ESTATE EQI FD INST		55,873
2,448 ALPINE EQUITY TR RLTY INCOME & GROWTH FD INST		43,387
2,448 ALPINE SER TR DYNAMIC DIVIDEND FD INST CL		8,346
1,960 AMANA MUT FDS TR DEVELOPING WORLD FD		20,929
17,135 AMANA MUT FDS TR GROWTH FD		460,767
10,815 AMANA MUT FDS TR INCOME FD		370,304
257 AMERICAN BALANCED FD INC CL R-3		5,213
1,817 AMERICAN BALANCED FD INC CL R-5		37,087
452 AMERICAN BEACON BALANCED FD INVESTOR CL		5,898
2,280 AMERICAN BEACON EMERGING MKTS FD INVESTOR CL		26,748
2,456 AMERICAN BEACON LARGE CAP VALUE FUND INVESTOR CLASS		50,437
3,707 AMERICAN CENTURY CAPITAL VALUE FD INVESTOR CLASS		25,359
916 AMERICAN CENTURY DIVERSIFIED BOND FUND INVESTOR CLASS		10,211
10,089 AMERICAN CENTURY EMERGING MARKETS INVESTOR CLASS		88,685
995 AMERICAN CENTURY EQUITY GROWTH INVESTOR CLASS		24,374
38,230 AMERICAN CENTURY EQUITY INCOME INVESTOR CLASS		298,960

8,877 AMERICAN CENTURY GLOBAL GOLD FUND INVESTOR CLASS	159,512
900 AMERICAN CENTURY HIGH YIELD BOND FUND INVESTOR CLASS	5,607
AMERICAN CENTURY INFLATION ADJUSTED BOND INVESTOR	
13,278CLASS	175,000
3,697 AMERICAN CENTURY INTERNATIONAL BOND INVESTOR CL	54,012
2,607 AMERICAN CENTURY LEGACY LARGE CAP FUND INVESTOR CL	29,561
246 AMERICAN CENTURY ONE CHOICE VERY AGGRESSIVE INV CLASS	3,283
AMERICAN CENTURY PREMIUM MONEY MARKET FUND	
3,218 INVESTOR CL	3,218
431 AMERICAN CENTURY REAL ESTATE FUND INVESTOR CLASS	10,155
1,280 AMERICAN CENTURY ULTRA FUND INVESTOR CLASS	33,324
1,786 AMERICAN CENTURY UTILITIES FUND INVESTOR CLASS	26,847
1,591 AMERICAN CENTURY VISTA FUND INVESTOR CLASS	28,232
4,963 AMERICAN CENTY ASSET ALLOC LIVESTRONG 2025 PORT INV CL	62,931
1,174 AMERICAN CENTY CAP PORTFOLIO MID CAP VALUE FD INV CL	15,293
940 AMERICAN CENTY EQI FD DISCIPLINED GWTH FD INV CL	12,994
1,460 AMERICAN CENTY INVT TR SHRT DURA INVS CL	15,386
7,642 AMERICAN FDS MONEY MKT FD CL A	7,642
3,764 AMERICAN HIGH INCOME TR CL R-3	42,762
215 AMERICAN HIGH INCOME TR CL R-5	2,442

169	AMERICAN MUTUAL FUND INC CLASS A	4,779
3,361	AQR FDS DIVERSIFIED ARBITRAGE FD CL N	37,007
57	ARIEL APPRECIATION FUND-CL A	2,322
237	ARTIO GLOBAL INVT FDS GLOBAL HIGH INCOME FD CL A	2,469
1,728	ARTIO GLOBAL INVT FDS TOTAL RETURN BD FD CL A	23,983
1,032	ARTISAN FDS INC ARTISAN VALUE FUND	11,626
1,861	ARTISAN FDS INC GLOBAL OPPORTUNITIES FD INV CL	27,412
598	ARTISAN FUNDS INC INTERNATIONAL FUND	14,706
251	ARTISAN FUNDS INC SMALL CAP FUND	5,211
1,291	ARTISAN FUNDS INC SMALL CAP VALUE FUND	19,812
744	ARTISAN INTERNATIONAL VALUE FUND INV SHS	22,599
1,618	ASTON FUNDS TAMRO DIVERSIFIED EQUITY FD CL N	22,211
472	ASTON/FAIRPOINTE MID CAP FUND CLASS N	15,757
943	BAIRD AGGREGATE BOND FUND INV CL	10,566
868	BAIRD FDS INC INTER MUN BD FD INV CL SHS	10,642
1,405	BAIRD FDS INC MIDCAP FD INV CL SHS	15,643
836	BARON GROWTH FUND	44,845
8,109	BARON SMALL CAP FUND	212,623
1,242	BBH CORE SELECT FD CL N	21,557
4,884	BBH FD INC CORE SELECT RETAIL CL	56,018
5,630	BERWYN FDS INC INCOME FUND	74,029
839	BLACKROCK ENERGY & RESOURCES PORTFOLIO FUND CL A	24,269
3,235	BLACKROCK EQUITY DIVIDEND FUND SVC CL	64,286
2,021	BLACKROCK FDS INFLATION PROTECTED BD SVC	24,319
2,633	BLACKROCK FUNDS HIGH YIELD BD PORT SERVICE CL	21,304
	BLACKROCK FUNDS-SMALL CAP GROWTH EQUITY PORTFOLIO	
499	INV A	10,422
363	BLACKROCK GLOBAL ALLOCATION FD INC CL C	6,674
	BLACKROCK LARGE CAP SER FDS INC LARGE CAP CORE FD INSTL	
2,492	CL	30,921
23	BLACKROCK LATIN AMER FD INC CL A	1,417
72	BLACKROCK LATIN AMER FD INC CL C	4,017
95	BLACKROCK NAT RES TR CL A	5,590
37	BLACKROCK S & P 500 INDEX FUND CL A	636
	BLACKROCK STRATEGIC INCOME OPPORTUNITIES PORTFOLIO CL	
3,106	A	31,375
9,922	BOND FD AMER INC CL R-3	128,496
925	BOND FD AMER INC CL R-5	11,979
236	BRANDYWINE BLUE FUND INC	5,784
531	BRANDYWINE FUND INC	12,451
3,873	BRIDGEWAY FDS INC SMALL-CAP GROWTH FD CL N	47,093
1,893	BRIDGEWAY FDS INC SMALL-CAP VALUE FD CL N	30,493
3,582	BRIDGEWAY FUND INC AGGRESSIVE INVESTOR CL 1	131,301
2,078	BUFFALO FDS MID CAP FD	35,265
241	BUFFALO FLEXIBLE INCOME FUND INC	3,059
1,606	BUFFALO FUNDS SCIENCE & TECHNOLOGY FUND	25,265
5,928	BUFFALO HIGH YIELD FUND INC	67,752
1,574	BUFFALO SMALL CAP FD INC	44,340
285	CAPITAL INCOME BLDR FD CL R-3	15,029
900	CAPITAL INCOME BLDR FD CL R-5	47,484

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2,798	CAPITAL INCOME BUILDER FD CL A	147,652
632	CAPITAL INCOME BUILDER FD CL F-1	33,360
769	CAPITAL WORLD BD FD CL R-5	16,324
135	CAPITAL WORLD GROWTH & INCOME FD INC CL R-3	5,012
1,183	CAPITAL WORLD GROWTH & INCOME FD INC CL R-5	44,011
83	CAPITAL WORLD GROWTH & INCOME FUND CLASS A	3,103
426	CAPITAL WORLD GROWTH & INCOME FUND INC CL F1	15,806
40	CGM FOCUS FUND	1,165
307	CLIPPER FUND INC	21,127
1,652	COHEN & STEERS REALTY SHARES INC	106,668
3,601	COLUMBIA ACORN TR FD CL Z	109,665
315	COLUMBIA ACORN TR INTL CL Z	12,866
1,395	COLUMBIA EMERGING MARKETS CL Z	14,497
2,923	COLUMBIA ENERGY AND NATURAL RESOURCES CLASS Z	59,387
7,461	COLUMBIA FDS SER TR I DIVIDEND INCOME CL Z	110,050
1,203	COLUMBIA FDS SER TR I MID CAP GROWTH FD CL Z	32,004

750 COLUMBIA FDS SER TR I SMALL CAP GROWTH FD I CL Z	20,610
1,657 COLUMBIA FDS SER TR II MASS INCOME BUILDER FD CL A	18,775
345 COLUMBIA FDS SER TR INTL VALUE FD CL Z	4,420
3,460 COLUMBIA FDS SER TR SHORT TERM BD FD CL Z	34,601
219 COLUMBIA FDS SER TR SMALL CAP VALUE II FD CL A	3,233
2,876 COLUMBIA SELECT LARGE CAP GROWTH CLASS Z	39,867
2,769 COLUMBIA VALUE AND RESTRUCTURING CLASS Z	121,785
329 CONESTOGA FDS SMALL CAP FD	8,224
7,853 CROFT FDS CORP CROFT-LEOMINSTER VALUE FD	195,378
356 CULLEN HIGH DIVIDEND EQUITY FUND	4,950
1,844 DAVIS NEW YORK VENTURE FUND INC-CL A	64,135
5,388 DAVIS NEW YORK VENTURE FUND INC-CL Y	189,375
561 DIREXION FDS MNTHLY 10 YR NOTE BULL 2X INV	19,052
474 DIREXION FDS MNTHLY LATIN AMER BULL 2X INV	19,524
129 DIREXION FDS MNTHLY NASDQ 100 BULL 2X INV CL	14,229
3,658 DIREXION FDS MONTHLY S&P 500 BEAR 2X FD INV	69,181
1,016 DODGE & COX BALANCED FUND	79,315
1,407 DODGE & COX FDS GLOBAL STK FD	12,646
1,621,451 DODGE & COX FUNDS INTERNATIONAL STK FUNDS	56,167,051
12,505 DODGE & COX FUNDS INTERNATIONAL STOCK FUND	433,158
16,361 DODGE & COX INCOME FUND	226,766
205 DODGE & COX STOCK FUND	25,034
442 DOUBLELINE FDS TR CORE FIXED INCOME FD CL I	5,018
4,109 DOUBLELINE FDS TR TOTAL RETURN BD FD CL N	46,553
1,544 DREYFUS APPRECIATION FUND INC	67,810
83 DREYFUS EMERGING ASIA FD CL I	753
343 DREYFUS GLOBAL REAL ESTATE SECURITIES FD CLASS I	2,786
2,029 DREYFUS GREATER CHINA FD CL C	65,715
626 DREYFUS GREATER CHINA FD CL I	23,583
126 DREYFUS INTERNATIONAL BOND FUND CLASS C	2,124
2,586 DREYFUS INTL BOND FUND CL I	44,785
1,335 DREYFUS MIDCAP INDEX FUND	38,633
206 DREYFUS S&P 500 INDEX FUND	7,904
DREYFUS/LAUREL FUNDS INC BOND MARKET INDEX FUND INV	
518 SHS	5,706
34,451 DRIEHAUS MUT FDS EMERGING MKTS GROWTH FD	1,054,540
4,567 DUNDEEWEALTH FDS DYNAMIC ENERGY INCOME FD CL I	55,030
2,631 DWS ADVISOR FUNDS SHORT DURATION FD CL S	24,496
4,566 DWS PORTFOLIO TR FLTG RATE FD CL S	42,874
7,277 DWS SECS TR ENHANCED COMMODITY STRATEGY FD CL S	24,013
58 DWS VALUE SER INC SMALL CAP VALUE FD INSTL CL	2,148
109 EATON VANCE DIVIDEND BUILDER FD CL A	1,188
1,212 EATON VANCE LARGE CAP VALUE FUND CL A	23,636
119 EURO PAC GROWTH FD CL R-5	4,895
470 EURO PAC GROWTH FUND CL F1	19,272
611 EURO PACIFIC GROWTH FUND CLASS A	25,177
6,760 EUROPACIFIC GROWTH FD SHS CL F-2	278,187
16,977 FAIRHOLME FUNDS INC COM	533,743
205 FEDERATED EQUITY FDS CAP APPREC FD CL R	3,945
2,592 FEDERATED EQUITY FDS PRUDENT BEAR FD CL A SHS	9,408

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9,005 FEDERATED HIGH YIELD TRUST SBI	57,274
460 FEDERATED PRUDENT DOLLARBEAR FUND CL A	5,480
293 FIDELITY ADVISOR EMERGING ASIA FD CL I	9,139
110 FIDELITY ADVISOR ENERGY CL I	4,070
232 FIDELITY ADVISOR FREEDOM 2050 FD INSTL	2,269
626 FIDELITY ADVISOR GOLD FUND CL I	23,136
216 FIDELITY ADVISOR HIGH INCOME FUND CL I	2,106
256 FIDELITY ADVISOR SER VII BIOTECHNOLOGY FUND CL C	2,679
621 FIDELITY BALANCED FUND	12,542
1,601 FIDELITY BLUE CHIP GROWTH FUND	78,544
4,995 FIDELITY CANADA FUND	267,300
682 FIDELITY CAP APPRECIATION FUND	20,041
27,332 FIDELITY CAPITAL & INCOME FUND	259,652
2,477 FIDELITY CHINA REGION FUND	75,947
FIDELITY CONCORD STR SPARTAN U S EQI INDX FD ADVANTAGE	
8,759 CL	442,259
301 FIDELITY CONSUMER FINANCE PORTFOLIO	4,398

5,113 FIDELITY CONTRAFUND	396,592
1,074 FIDELITY DIVERSIFIED INTL FUND	32,170
1,177 FIDELITY DIVIDEND GROWTH FD	35,203
528 FIDELITY EMERGING ASIA FUND	15,768
1,347 FIDELITY EMERGING MARKETS FD	31,274
285 FIDELITY EUROPE CAP APPRECTN FD	5,411
118 FIDELITY EUROPE FUND	3,674
597 FIDELITY EXPORT AND MULTINTL FUND	13,064
2,526 FIDELITY FDS EQUITY DIVIDEND INCOME FUND	49,213
7,228 FIDELITY FLOATING RATE HIGH INCOME FD	71,698
5,903 FIDELITY FOCUSED STOCK FUND	89,429
2,844 FIDELITY FREEDOM 2025 FUND	33,982
1,479 FIDELITY GNMA FUND	17,367
11,157 FIDELITY GOVERNMENT INCOME FUND	118,043
2,981 FIDELITY HIGH INCOME FUND	27,844
645 FIDELITY INSTL INVS TR FREEDOM 2020	9,224
290 FIDELITY INTL DISCOVERY FUND	9,580
643 FIDELITY INTL REAL ESTATE FD	6,122
223 FIDELITY INTL SMALL CAP OPPTS FD	2,527
2,428 FIDELITY INVT TR GLOBAL COMMODITY STK FD	35,960
351 FIDELITY JAPAN FUND	3,448
199 FIDELITY JAPAN SMALL COMPANIES FUND	1,805
2,100 FIDELITY LATIN AMERICA FUND	97,264
5,920 FIDELITY LEVERAGED COMPANY STOCK FUND	190,752
31,077 FIDELITY LOW PRICED STOCK FUND	1,227,530
8,816 FIDELITY MEGA CAP STOCK FUND	104,819
16,603 FIDELITY NEW MARKETS INCOME INCOME FUND	295,529
97 FIDELITY NORDIC FUND	3,098
375 FIDELITY OVERSEAS FUND	12,118
6,815 FIDELITY PURITAN FUND	132,273
3,400 FIDELITY REAL ESTATE INCOME FD	38,759
2,137 FIDELITY REAL ESTATE INVSTMT PORTFOLIO	68,689
86 FIDELITY SELECT AUTOMOTIVE PORTFOLIO	3,374
2,914 FIDELITY SELECT BANKING PORT	56,278
851 FIDELITY SELECT BIOTECH PORTFOLIO	93,575
882 FIDELITY SELECT BROKERAGE & INVT MGMT PORTFOLIO	44,245
835 FIDELITY SELECT CHEMICAL PORTFOLIO	99,441
309 FIDELITY SELECT COMMUNICATNS EQUIPMENT	7,158
45 FIDELITY SELECT COMPUTER PORTFOLIO	2,766
1,751 FIDELITY SELECT CONSUMER STAPLES	140,144
740 FIDELITY SELECT DEFENSE & AEROSPACE PORTFOLIO	64,410
221 FIDELITY SELECT ELECTRONICS PORTFOLIO	10,085
1,218 FIDELITY SELECT ENERGY PORT	61,868
211 FIDELITY SELECT ENERGY SERV PORTFOLIO	14,057
47 FIDELITY SELECT FINANCIAL SERVICES PORTFOLIO	2,930
2,674 FIDELITY SELECT GOLD PORT	98,869
312 FIDELITY SELECT HEALTH CARE PORTFOLIO	41,855
1,816 FIDELITY SELECT INDUSTRIAL EQUIPMENT PORTFOLIO	67,055
52 FIDELITY SELECT INSURANCE PORTFOLIO	2,660
286 FIDELITY SELECT IT SERVICES	7,206



450 FIDELITY SELECT LEISURE PORT	45,716
1,201 FIDELITY SELECT MATERIALS	85,778
1,117 FIDELITY SELECT MEDICAL EQUIPMENT AND SYSTEMS	31,144
11,155 FIDELITY SELECT NATURAL GAS PORTFOLIO	344,121
1,246 FIDELITY SELECT NATURAL RESOURCES PORTFOLIO	40,198
1,861 FIDELITY SELECT PHARMACEUTICALS PORT	27,989
552 FIDELITY SELECT SOFTWARE & COMPUTER SVCS	45,445
660 FIDELITY SELECT TECHNOLOGY PORTFOLIO	66,846
68 FIDELITY SELECT TELECOMMTNS PORTFOLIO	3,446
1,322 FIDELITY SELECT TRANSPORT PORTFOLIO	68,076
363 FIDELITY SELECT WIRELESS	3,009
597 FIDELITY SHORT TERM BOND FD	5,137
8,657 FIDELITY SMALL CAP DISCOVERY FD	208,384
456 FIDELITY SMALL CAP GROWTH FD	7,205
1,239 FIDELITY SMALL CAP VALUE FD	20,052

3,885 FIDELITY SPARTAN 500 INDEX INVESTOR CLASS	196,177
708 FIDELITY SPARTAN EXTENDED MKT INDEX FD INVESTOR CLASS	28,260
344 FIDELITY SPARTAN INTERNL INDEX FD INVESTOR CLASS	11,777
10,645 FIDELITY STRATEGIC DIV & INC FD	131,147
6,269 FIDELITY STRATEGIC INCOME FD	71,277
1,398 FIDELITY TELECOM AND UTILITIES FUND	26,067
704 FIDELITY TOTAL BOND FUND	7,704
513 FIDELITY TREND FUND INC	37,701
262 FIDELITY VALUE FUND	20,029
1,781 FIDELITY VALUE STRATEGIES FUND	56,382
3,792 FIRST EAGLE FDS GOLD FD CL C	100,421
1,882 FIRST EAGLE GOLD FUND CL A	51,510
1,592 FIRST EAGLE OVERSEAS FUND CL C	34,178
685 FMI COMMON STOCK FUND	16,379
318 FMI FOCUS FUND	9,856
17,792 FMI FUNDS INC LARGE CAP FUND	304,245
1,510 FORESTER VALUE FD	17,135
2,516 FORUM FDS ABSOLUTE STRATEGIES FD INSTL	27,879
1,278 FORUM FDS MERK ABSOLUTE RETURN CURRENC	11,555
1,782 FORUM FDS MERK ASIAN CURRENCY FD INV SHS	17,228
1,853 FORUM FDS MERK HARD CURRENCY FD INVS SHS	22,516
2,667 FORWARD EMERGING MARKETS FUND INVESTOR CLASS	28,216
1,864 FORWARD SMALL CAP EQUITY FUND INVESTOR CLASS	29,786
1,811 FPA FDS TR FPA CRESCENT PORTFOLIO INSTL	53,056
19,389 FRANKLIN INCOME FDS SER CL C	43,819
FRANKLIN TEMPLETON FDS GOLD & PRECIOUS METALS ADVISOR	
866 CL	27,873
79 FRANKLIN TEMPLETON FDS GOLD & PRECIOUS METALS FD CL C	2,294
FRANKLIN TEMPLETON FUND STRATEGIC SER INCOME FUND	
4,478 CL-C	47,820
2,383 FRANKLIN TEMPLETON FUNDS MUTUAL BEACON FD CL C	31,457
1,530 FRANKLIN TEMPLETON FUNDS MUTUAL FINANCIAL SVCS FD CL C	20,822
210 FRANKLIN TEMPLETON MODERATE ALLOCATION FUND-CL A	3,065
439 FRANKLIN/TEMPLETON HARD CURRENCY FUND CL A	4,230
3,666 FUNDAMENTAL INVS INC CL R-5	149,550
2,102 GABELLI EQUITY SERIES FUNDS INC-EQUITY INCOME FUND	47,851
GABELLI EQUITY SERIES FUNDS INC-SMALL CAPITAL GROWTH	
404 FUND	14,798
15,427 GABELLI UTILS FD CL AAA SHS	83,766
527 GAMCO GLOBAL SER FDS INC TELECOMMUNICATIONS FD CL AAA	10,648
4,256 GAMCO GOLD FUND INC CL AAA	93,581
511 GOLDMAN SACHS COMMODITY STRATEGY FUND CLASS A	2,928
11,802 GOLDMAN SACHS GROWTH STRATEGY PORTFOLIO-CL A	130,414
813 GRANDEUR PEAK GLOBAL OPPORTUNITIES INV	2,016
1,862 GREENSPRING FUND INC	43,260
160 GROWTH FD AMER INC CL R-3	5,427
3,448 GROWTH FD AMER INC CL R-5	118,257
4,480 GROWTH FUND AMER INC CL F1	152,947
668 GUGGENHEIM MANAGED FUTURES STRATEGY CL H	14,189
1,306 GUINNESS ATKINSON FDS ALTERNATIVE ENERGY FD	3,227

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931 GUINNESS ATKINSON FDS ASIA PACIFIC DIV FD	12,576
3,315 GUINNESS ATKINSON GLOBAL ENERGY FUND	86,765
561 HANCOCK HORIZON FAMILY FDS BURKENROAD FD CL D	22,863
28,109 HARBOR BOND FUND INSTITUTIONAL	350,795
2,628 HARBOR CAPITAL APPRECIATION FUND INVESTOR CLASS	110,279
3,881 HARBOR FD BD FD ADMIN CL	48,469
5,740 HARBOR FD COMODITY REAL RTRN STRATEGY CL	40,867
3,733 HARBOR FD REAL RETURN FD INSTL CL	41,735
1,209 HARBOR HIGH YIELD BOND FUND INVESTOR CLASS	13,445
2,885 HARBOR INTERNATIONAL FUND INSTITUTIONAL	179,186
4,067 HARBOR INTERNATIONAL FUND INVESTOR CLASS	250,310
3,541 HARBOR INTERNATIONAL GROWTH FUND INSTITUTIONAL	40,933
926 HARDING LOEVNER FDS INC INTL EQUITY PORT INVS CL	14,728
436 HARTFORD MUTUAL FUNDS INC CAP APPREC FUND CL C	13,293
HARTFORD MUTUAL FUNDS INC CAPITAL APPRECIATION FUND	
425 CL A	14,610
HARTFORD MUTUAL FUNDS INC CAPITAL APPRECIATION FUND	
137 CL B	4,151
1,212 HEARTLAND GROUP INC VALUE PLUS FUND	35,996
3,278 HEARTLAND SELECT VALUE FUND	95,613

HENNESSY CORNERSTONE MID CAP 30 FUND INVESTOR CLASS	
2,232 SHARES	31,628
341 HENNESSY FOCUS FUND INVESTOR CLASS SHARES	16,889
3,910 HENNESSY GAS UTILITY INDEX FUND INVESTOR CLASS	86,520
272 HENNESSY LARGE CAP FINANCIAL FUND INVESTOR CLASS	3,972
389 HENNESSY MUT FDS INC CORNERSTONE VALUE FD INVT CL	5,393
476 HENNESSY SMALL CAP FINANCIAL FUND INVESTOR CLASS	9,471
236 HIGHMARK FDS VALUE MOMENTUM FD RETAIL CL C	3,512
1,447 HOMESTEAD FDS INC SMALL CO STK FD	39,214
2,863 HUSSMAN INVESTMENT TRUST STRATEGIC TOTAL RETURN FUND	34,665
6,880 HUSSMAN INVT TR STRATEGIC GROWTH FUND	73,680
3,202 HUSSMAN INVT TR STRATEGIC INTL EQUITY FD	30,671
7,418 ICON FUNDS ENERGY FUND	140,494
171 ICON FUNDS FINANCIAL FUND	1,055
2,495 ICON FUNDS ICON MATERIALS FUND	27,919
374 ICON UTILITIES FUND CL S	2,489
315 INCOME FD AMER INC CL R-1	5,670
657 INCOME FD AMER INC CL R-5	11,866
6,746 INCOME FUND OF AMERICA INC CLASS A	121,831
1,583 ING CORPORATE LEADERS TRUST UNIT PARTN CTF SER B	39,359
1,583 ING CORPORATE LEADERS TRUST UNIT PARTN CTF SER B	39,359
112 ING EQUITY TRUST REAL ESTATE FUND CLASS C	1,895
87 ING MUTUAL FUNDS RUSSIA FUND CLASS A	2,894
1,123 INTEGRITY FD WILLISTON BASIN/MID NORTH AMER CL A	6,095
186 INTERNATIONAL GROWTH & INC FD INC CL A SHS	5,899
1,510 INTERNET FUND KINETIC FDS INV CL	65,211
7,501 INTREPID CAPITAL FUND	84,533
1,718 INTREPID SMALL CAP FUND	25,390
5,382 INVESCO AMERICAN FRANCHISE FUND CLASS C	66,087
907 INVESCO AMERICAN VALUE FUND CLASS Y	28,903
44 INVESCO CHINA FUND CL A	852
1,677 INVESCO COMSTOCK FUND CLASS C	29,871
2,020 INVESCO DIVERSIFIED DIVIDEND FD INV CL	27,185
62 INVESCO ENERGY FUND CLASS A	2,323
150 INVESCO ENERGY FUND CLASS B	5,078
502 INVESCO ENERGY FUND CLASS INVESTOR	18,727
135 INVESCO EUROPEAN GROWTH FUND CLASS INVESTOR	4,437
855 INVESCO GOLD & PRECIOUS METALS FD CL INVESTOR	6,502
2,744 INVESCO GOLD & PRECIOUS METALS FD CL Y	20,993
98 INVESCO GOLD & PRECIOUS METALS FUND CL C	764
6,634 INVESCO INTERNATIONAL CORE EQUITY FD INVST CL	70,053
406 INVESCO MID CAP CORE EQUITY FD CL Y	8,731
2,186 INVESCO REAL ESTATE FUND CL C	53,217
750 INVESTMENT MANAGERS SER TR THESIS FLEXIBLE FD CL A	6,777
317 IVA FIDUCIARY TR IVA WORLDWIDE FD CL A	5,047
273 IVY ASSET STRATEGY FD CL C	6,888
6,037 IVY ASSET STRATEGY I	157,388
2,355 IVY FDS INC ASSET STRATEGY FD CL Y	61,069
8,945 IVY FDS INC HIGH INCOME FD CL A	76,391
1,308 IVY FDS INC MID CAP GROWTH FD CL Y	24,944

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71 IVY FDS INC SCIENCE & TECH FD CL Y	2,628
51 IVY GLOBAL NATURAL RESOURCES FUND-CL B	760
243 JAMES ADVANTAGE FDS BALANCED GOLDEN RAINBOW FUND	5,267
471 JAMES ADVANTAGE FDS SMALL CAP FUND	11,612
1,016 JANUS CONTRARIAN FUND CLASS T SHARES	15,355
448 JANUS GLOBAL RESEARCH FUND CLASS T SHARES	7,015
791 JANUS GLOBAL SELECT FUND CLASS R SHARES	7,886
8,267 JANUS GLOBAL SELECT FUND CLASS T SHARES	82,748
184 JANUS INVESTMENT FUND BALANCED FUND CLASS T SHARES	4,815
1,457 JANUS INVESTMENT FUND FLEXIBLE BOND FUND CLASS T	15,767
3,243 JANUS INVESTMENT FUND HIGH YIELD FUND CLASS T	30,228
48,714 JANUS INVESTMENT FUND SHORT TERM BOND FUND CL T	150,041
4,458 JANUS INVT FD FLEXIBLE BD FD CL S	48,233
588 JANUS INVT FD FORTY FD CL S	22,316
5,579 JANUS INVT FD HIGH YIELD FD CL S	52,056
133 JANUS INVT FD INTECH RISK-MNGD GRWTH FD CL T	1,971

1,565 JANUS INVT FD PERKINS MID CAP VALUE FD CL S	33,303
4,340 JANUS OVERSEAS FUND CLASS T SHARES	148,380
7,558 JANUS TRITON FUND CLASS T SHARES	136,195
4,481 JENSEN PORTFOLIO INC JENSEN QUALITY GROWTH FD	133,363
917 JOHN HANCOCK REGIONAL BANK FUND-CL A	13,047
454 JP MORGAN SMARTRETIREMENT 2010 FD CL A	7,205
12,160 JP MORGAN SMARTRETIREMENT 2010 FD CL C	192,255
8,789 JP MORGAN SMARTRETIREMENT 2015 FD CL C	140,706
104 JPMORGAN RUSSIA FUND CLASS A	1,112
3,179 JPMORGAN TR I INTL VALUE FD CL A	40,501
126 JPMORGAN TR I INTREPID EUROPEAN FD CL A	2,412
9,103 JPMORGAN TR II HIGH YIELD FD CL A	73,732
2,117 KEELEY SMALL CAP VALUE FD CL A	60,535
2,405 KINETICS GLOBAL FUND INV CL	11,329
375 KINETICS PARADIGM FUND INV CL	8,986
1,572 LAUDUS TR GROWTH INVS U S LARGE CAP GRTH	22,661
1,063 LAZARD DEVELOPING MARKETS EQUITY PORTFOLIO OPEN SHS	13,178
12,570 LAZARD EMERGING MARKETS PORT OPEN SHS	251,786
2,385 LEUTHOLD FDS INC ASSET ALLOCATIO FD	24,641
516 LEUTHOLD FDS INC GLOBAL FD INSTL CL	5,402
51,556 LOOMIS SAYLES BOND FUND RETAIL CLASS	776,428
6,735 LOOMIS SAYLES GLOBAL BOND FUND RETAIL CLASS	115,580
3,112 LORD ABBETT GROWTH AND INCOME STRATEGY FUND CL A	50,750
88,700 LORD ABBETT SHORT DURATION INCOME FUND CL I	412,453
226 MADISON MOSAIC INVESTORS FUND CLASS Y	4,197
116 MADISON MOSAIC MID CAP FUND CLASS Y	1,502
4,176 MAINSTAY FDS LARGE CAP GROWTH FD CL I	33,324
887 MAINSTAY FDS TR MARKETFIELD FD CL I	14,046
42 MAIRS & PWR FDS TR BALANCED FD	2,992
924 MAIRS & PWR FDS TR GROWTH FD	77,572
96 MANAGERS AMG FDS GW&K MUN ENHANCED YIELD FD INV	986
12,049 MANAGERS AMG FDS YACKTMAN FD SVC CL	230,371
5,160 MANAGERS AMG FDS YACKTMAN FOCUSED FD SVC CL	105,888
5,861 MANAGERS FDS REAL ESTATE SECS FD	59,257
27,311 MANAGERS PIMCO BOND FUND	298,235
3,161 MANNING AND NAPIER FUND INC NEW EQUITY SERIES	54,175
14,934 MANNING AND NAPIER FUND WORLD OPPORTUNITIES SER CL A	115,740
6,292 MARSICO 21ST CENTURY FUND	88,023
1,329 MARSICO FOCUS FUND	23,026
4,112 MARSICO GROWTH FD	83,641
637 MARSICO INVT FD FLEXIBLE CAP FD	9,466
1,295 MARSICO INVT FD INTL OPPORTUNITIES FD	17,165
MASSACHUSETTS INVS GRWTH STK MASS INVS GROWTH STK FD	
1,826 CL R5	32,693
479 MATTHEW 25 FD INC	10,627
5,765 MATTHEWS ASIA DIVIDEND FUND	84,050
3,029 MATTHEWS ASIA SCIENCE AND TECHNOLOGY FUND	28,135
412 MATTHEWS ASIAN FDS ASIA SMALL COS FD	7,466
4,271 MATTHEWS ASIAN GROWTH & INCOME FUND	79,480
4,401 MATTHEWS CHINA FUND	103,291

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3,203 MATTHEWS INDIA FUND	56,088
1,414 MATTHEWS INTL FDS ASIA GROWTH FUND	25,487
2,835 MATTHEWS KOREA FUND	15,989
2,479 MATTHEWS PACIFIC TIGER FUND	60,527
229 MERGER FUND-SBI	3,620
1,655 MERIDIAN FUND INC VALUE FUND	54,382
298 MERIDIAN GROWTH FUND	11,872
23,756 METROPOLITAN WEST FDS TOTAL RETURN BOND FUND	258,945
2,522 METROPOLITAN WEST FUNDS HIGH YIELD BOND FUND CLASS M	26,282
3,586 METROPOLITAN WEST LOW DURATION BOND FUND	31,518
2,965 MFS SER TR X EMERGING MARKET DEBT FUND CLASS I	48,420
1,654 MFS SER TR X INTL DIVERSIFICATION FD CL C	23,160
1,626 MFS SERS TRUST VI UTILITIES FD CL I	30,356
492 MFS UTILITIES FUND-CL C	9,135
1,304 MIDAS FUND INC	3,377
MORGAN STANLEY INSTL FD INC U S REAL ESTATE PORTFOLIO CL	
684 I	11,573

MORGAN TR I 100% U S TREAS SECS MNY	
680,609MKTCL MORGAN SHARE CL	680,609
MORGAN TR I PRIME MONEY MKT FD MORGAN CL SECURITY	
1,033 SYMBOL IS V MVXX	1,033
MORGAN TR II U S GOVT MONEY MKT FD	
831,846MORGAN	831,846
1,747 MOTLEY FOOL FDS TR GREAT AMERICA FD	22,740
MOTLEY FOOL FDS TR MOTLEY FOOL	
1,603 INDEPENDENCE FD	25,183
394 MUHLENKAMP FD	20,549
1,117 MUTUAL GLOBAL DISCOVERY FUND CL Z	31,998
1,526 MUTUALS COM VICE FUND	33,978
NATIXIS FDS TR II ASG MANAGED FUTURES	
536 STRTGY FD CL A	4,887
708 NEEDHAM AGGRESSIVE GROWTH FD	11,774
NEUBERGER & BERMAN EQUITY FDS EQUITY	
2,472 INCOME FD CL A	28,794
NEUBERGER BERMAN EQUITY FDS REAL	
1,029 ESTATE FD TR CL	13,899
NEUBERGER BERMAN GENESIS FD INVESTOR	
1,729 CLASS	58,829
NEUBERGER BERMAN GENESIS FUND TRUST	
973 CLASS	49,291
NEUBERGER BERMAN INTL FUND INVESTOR	
3,265 CLASS	57,537
NEUBERGER BERMAN LARGE CAP VALUE FUND	
140 INVESTOR	3,945
NEUBERGER BERMAN STRATEGIC INCOME FD	
808 TR CL	9,260
551 NEW PERSPECTIVE FD INC CL F-2 SHS	17,201
4,105 NEW PERSPECTIVE FUND INC CL A	128,321
361 NEW WORLD FD INC CLASS R-5	19,684
2,584 NEW WORLD FD INC NEW CL F-2 SHS	140,627
87 NEW WORLD FUND INC NEW	4,745
746 NICHOLAS FUND INC	36,164
NORTHERN FDS EMERGING MKTS EQUITY	
940 INDEX FD	11,152
1,927 OAKMARK EQUITY & INCOME FUND	54,929
284 OAKMARK FUND	13,794
7,066 OAKMARK GLOBAL FUND	165,912
674 OAKMARK GLOBAL SELECT FUND	8,524
1,394 OAKMARK INTERNATIONAL FUND	29,167
2,007 OAKMARK INTERNATIONAL SMALL CAP FUND	28,065
2,715 OAKMARK SELECT FUND	84,068
1,134 OBERWEIS CHINA OPPTYS FD	12,615
162 OBERWEIS MICRO-CAP PORTFOLIO	1,966
154 OBERWEIS SMALL-CAP OPPORTUNITIES FUND	1,862
1,414 OCM MUT FD GOLD FD ADVISOR CL	29,475
OPPENHEIMER COMMODITY STRATEGY TOTAL	
737 RETURN FD CL A	2,416



OPPENHEIMER DEVELOPING MARKETS	
1,693 FUND-CL A	59,763
414 OPPENHEIMER DEVELOPING MKTS FDS CL Y	14,455
569 OPPENHEIMER DEVELOPING MKTS FUNDS CL N	19,395
3,097 OPPENHEIMER INTL BD FD CL N	20,344
738 PARNASSUS FUND-SBI	29,978
PARNASSUS INCOME TRUST EQUITY INCOME	
11,140 PORTFOLIO	325,295
PAX WORLD GLOBAL ENVIRONMENTAL MRKT	
282 FD INV CL	2,791
PAX WORLD HIGH YIELD BOND FD INDIVIDUAL	
4,142 INVESTOR CLASS	31,187
1,322 PERKINS GLOBAL VALUE FUND CL T	16,195
5,711 PERKINS MID CAP VALUE FD CLASS T SHS	121,881
PERKINS SMALL CAP VALUE FUND CLASS T	
3,189 SHARES	67,037
9,396 PERMANENT PORTFOLIO FUND INC	457,025
1,956 PERRITT ULTRA MICROCAP FUND	23,005
1,429 PFS FDS WIRELESS FD	8,214
6,859 PIMCO ALL ASSET ALL AUTHORITY P	76,069
745 PIMCO COMMODITY REAL RETURN STRAT P	4,937
PIMCO COMMODITY REAL RETURN STRATEGY	
75,893 CLASS D	496,341
PIMCO EQUITY SER DIVID & INC BUILDER FD CL	
2,505 D	28,060
4,379 PIMCO FDS EMERGING LOCAL BD FD CL D	48,080
1,842 PIMCO FDS EMERGING MKTS CURR FDS CL D	19,428
731 PIMCO FDS FOREIGN BD FD CL D (UNHEDGED)	7,956
PIMCO FDS LONG DURATION TOTAL RET FD	
2,622 INSTL CL	31,644
5,631 PIMCO FDS LONG-TERM CR FD INSTL CL	73,933
PIMCO FDS PAC INVT MGMT SER ALL ASSET	
3,523 ALL AUTH FD CL D	38,889
PIMCO FDS PAC INVT MGMT SER EMERGING	
1,052 MKTS BB FD CL D	13,154
PIMCO FDS PAC INVT MGMT SER HIGH YIELD	
795 FD CL D	7,666
PIMCO FDS PAC INVT MGMT SER LOW	
4,185 DURATION FD CL D	43,988
PIMCO FDS PAC INVT MGMT SER REAL ESTATE	
38,728 REAL RET STR CL C	166,920
PIMCO FDS PAC INVT MGMT SER REAL ESTATE	
569 REAL RET STRA CL A	2,647

PIMCO FDS PAC INVT MGMT SER REAL 20,261 RETURN FD-CL D	248,608
PIMCO FDS PAC INVT MGMT SER 2,256 REALESTATEREALRETURN STRATEGY	11,098
PIMCO FDS PAC INVT MGMT SER STOCKSPLUS 117 TOTAL RET FD CL D	1,033
PIMCO FDS PAC INVT MGMT SER TOTAL RETURN 130,286 FD CL D	1,464,414
7,006 PIMCO FDS UNCONSTRAINED BD FD CL D	80,433
292 PIMCO FLOATING INCOME FUND CLASS D	2,616
PIMCO FOREIGN BOND FUND CL D U.S. 2,707 DOLLAR-HEDGED	29,206
2,984 PIMCO INCOME FUND CLASS D	36,880
PIMCO INVESTMENT GRADE CORPORATE BOND 1,091 FUND CL D	12,135
PIMCO REALESTATE REAL RETURN STRATEGY 6,730 CLASS D	31,363
2,571 PIMCO SMALL CAP STOCKSPLUS TR CLASS D	20,410
PIMCO TOTAL RETURN FUND ADMINISTRATIVE 2,987 SHS	33,570
43,691 PIMCO TOTAL RETURN FUND INSTL CL	491,086
3,805 PIMCO TOTAL RETURN FUND-CL A	42,765
1,004 POLARIS GLOBAL VALUE FUND	15,291
PRICE T ROWE GLOBAL TECHNOLOGY FUND INC 2,853 SHS BEN INT	28,871
141 PRICE T ROWE RETIREMENT FDS INC 2030 FD	2,669
PRICE T ROWE RETIREMENT FDS INC RETIREMNT 4,184 2025 FD ADVSR CL	54,679
PRIMECAP ODYSSEY FDS AGGRESSIVE GROWTH 13,805 FD	268,928
10,319 PRIMECAP ODYSSEY FDS GROWTH FD	178,938
PROFESSIONALLY MANAGED PORT 92 DUNCAN-HURST CAN SLIM SELECT	1,155
PROFESSIONALLY MANAGED PORT FD ASTERISK X CONSERVATIVE 192 UPGRADE FUND	6,630
PROFESSIONALLY MANAGED PORT FD ASTERISK X FLEXIBLE 328 INCOME FUND	10,373
PROFESSIONALLY MANAGED PORT OSTERWEIS 2,219 STRATEGIC INCOME FD	25,849
PROFESSIONALLY MANAGED PORTF HODGES 244 FUND	5,542
PROFESSIONALLY MANAGED PRTFL AKRE FOCUS 4,332 FD RETAIL CL	66,274
1,556 PROFUNDS BEAR INVS CL	23,820
49 PROFUNDS EUROPE 30 FUND INV CL	652
PROFUNDS INC INVESTOR CL BIOTECHNOLOGY 340 ULTRASECTOR	33,822
PROFUNDS MUT FDS INV CL OILFIELD EQUIPT & 3,017 SVCS ULTRA	55,480
252	10,124

PROFUNDS OIL & GAS ULTRASECTOR INVESTOR CL	
PROFUNDS REAL ESTATE ULTRASECTOR	
63 PROFUND INV CL	1,768
PROFUNDS RISING RATES OPPORTUNITY 10 INV	
9,231 CL	159,794
3,520 PROFUNDS RISING RATES OPPORTUNITY INV	25,308
1,327 PROFUNDS RISING U S DOLLAR PROFUND INV	33,654
PROFUNDS SHORT EMERGING MKTS PROFUND	
11 INVS CL	110
4,138 PROFUNDS SHORT NASDAQ-100 INV CL	27,763
PROFUNDS SHORT PRECIOUS METALS PROFUND	
2,452 INVT CL	16,159
PROFUNDS SHORT PRECIOUS METALS PROFUND	
1,601 SVC CL	11,113
1,253 PROFUNDS SHORT REAL EST PROFUND INV CL	6,992
PROFUNDS SVC CL BIOTECHNOLOGY	
29 ULTRASECTOR	2,564
639 PROFUNDS TELECOMM ULTRASECTOR INV CL	10,810
9 PROFUNDS ULTRA SMALL/CAP INVSTR CL	187
1,038 PROFUNDS ULTRABEAR INVS CL	15,135
202 PROFUNDS ULTRAJAPAN INVESTOR CLASS	1,658
11 PROFUNDS ULTRALATIN AMER PROFUND INV CL	106
11 PROFUNDS ULTRASHORT CHINA PROFUND INV	47
PROFUNDS ULTRASHORT DOW 30 FD INVESTOR	
236 CL	3,437
3,384 PROFUNDS ULTRASHORT INTL PROFUND INVS	17,257
PROFUNDS ULTRASHORT LATIN AMERICA INVS	
11 CL	139
5,294 PROFUNDS ULTRASHORT SMALL-CAP FD INV CL	37,272
900 PROFUNDS US GOVT PLUS INV CL	44,538
PROVIDENT TR MUT FDS INC PROVIDENT TR	
25,035 STRATEGY FD	226,821
PRUDENTIAL JENNISON HEALTH SCIENCES FUND	
117 CLASS A	3,285
PRUDENTIAL JENNISON NATURAL RESOURCES	
515 FUND INC CLASS Z	23,951
PRUDENTIAL JENNISON SMALL COMPANY FUND	
301 INC CLASS A	6,753
178 PRUDENTIAL JENNISON UTILITY FUND CLASS A	2,129
297 PRUDENTIAL JENNISON UTILITY FUND CLASS C	3,533
1,965 PUTNAM EQUITY INCOME FD NEW CL Y	33,392
4,430 PUTNAM GLOBAL NAT RES FD CL C	80,403
PUTNAM GLOBAL NATURAL RESOURCES	
37 FUND-CL A	724
RAINIER INVT MGMT MUT FDS MID CAP EQUITY	
2,409 PORTFOLIO	105,450
3,179 RBB FD INC SCHNEIDER VALUE FD CL PPP	43,677
RBB FUND INC ROBECO BOSTON PRTNRS LONG	
3,119 SHORT EQI INVT SHS	59,724
1,226	22,824

RBB FUND INC SCHNEIDER SMALL CAP VALUE  
FD

5,139 RBC MICRO CAP VALUE FUND CLASS I	99,539
601 REYNOLDS BLUE CHIP GROWTH FUND	34,680
1,790 RIDGEWORTH FDS SMALL CAP VALUE EQUITY FD CL C	23,217
500 RIVERPARK FDS TR SHORT TERM HIGH YIELD FD RETAIL CL	4,980
1,860 ROWE T PRICE CAPITAL APPRECIATION FD ADVISOR CLASS	41,130
117 ROWE T PRICE DIVID GROWTH FD INC ADVISOR CL	3,087
1,368 ROWE T PRICE INFLATION PROTECTED BOND FUND INC	18,465
1,892 ROWE T PRICE INTL FDS INC GLOBAL INFRASTRUCTURE FD	20,334
2,136 ROWE T PRICE INTL INDEX FD INC INTL EQUITY INDEX FD	24,627
118 ROWE T PRICE NEW AMER GROWTH ADVISOR CL	4,174
3,363 ROWE T PRICE NEW INCOME FD ADVISOR CL	33,058
935 ROWE T PRICE REAL ESTATE FD ADVISOR CLASS	19,836
191 ROYCE FD INTL SMALLER-COS FD SVC CL	2,158
831 ROYCE FD PREMIER FD SERVICE CL	15,695
2,668 ROYCE FD SPECIAL EQUITY FD	56,383
1,117 ROYCE FUND LOW PRICED STOCK SERVICE	15,465
995 ROYCE FUND MICRO-CAP FUND	14,712
368 ROYCE FUND PREMIER SERIES	7,056
1,053 ROYCE FUND ROYCE OPPORTUNITY FUND	12,587
1,152 ROYCE FUND VALUE FD SERVICE CL	13,069
15,577 ROYCE FUND VALUE PLUS FUND SERVICE CL	215,427
7,336 ROYCE FUND-PENNSYLVANIA MUTUAL FUND INVESTMENT CL	84,360
2,046 ROYCE GLOBAL VALUE FUND SVC CL	26,552
1,888 RUSSELL COMMODITY STRATEGIES FUND CL S	17,577
4,365 RYDEX DYNAMIC FDS INVERSE DOW 2X STRATEGY CL C	41,728
90 RYDEX DYNAMIC FDS INVERSE DOW 2X STRATEGY CL H	916
1,190 RYDEX DYNAMIC FDS INVERSE S&P 500 2X STRAT CL H	10,946
345 RYDEX DYNAMIC FDS NASDAQ-100 2X STRATEGY CL H	53,225
123 RYDEX SER FDS COMMODITIES STRATEGY FD CL A	1,912
8,819 RYDEX SER FDS INV RUSSELL 2000 2X STRAT CL C	127,962
86 RYDEX SER FDS RUSSELL 2000 2X STRATEGY CL H	14,335
119 RYDEX SER TR UTILITIES FD INVESTOR CL	3,443
1 RYDEX SERIES FDS GOVT LG BOND 1.2X STRAT CL ADV	9
963 RYDEX SERIES FDS INVERSE GVT LG BD STRAT CL INV	8,191
16,791 RYDEX SERIES FDS INVERSE S&P 500 STRAT CL INV	392,580
479 RYDEX SERIES FDS INVR S RUSSELL 2000 STRAT CL H	7,834
160 RYDEX SERIES TRUST BASIC MATERIALS FUND INV CL	8,095
1,005 RYDEX SERIES TRUST BIOTECHNOLOGY FUND INV CL	41,619
1,173 RYDEX SERIES TRUST PRECIOUS METALS FUND	72,399
148 RYDEX SERIES TRUST TELECOMMUNICATIONS FUND INV CL	1,933
19 SARATOGA HEALTH AND BIOTECHNOLOGY CLASS A	405
133 SATUIT CAP MGMT TR MICRO CAP FD CL A	4,148
51,562 SATURNA INVESTMENT TRUST SEXTANT INTERNATIONAL FUND	786,842
SCHWAB CAP TR LAUDUS INTL MARKET MASTERS FUND INV	
202 CLASS	4,015
505 SCHWARTZ INVT TR AVE MARIA GROWTH FD	11,975
2,165 SCHWARTZ INVT TR AVE MARIA RISING DIVIDEND FD	29,208
1,084 SCHWARTZ INVT TR AVE MARIA SMALL CAP FD	12,342
6,004 SCOUT FDS CORE BD FD INSTL CL	70,008
1,757 SCOUT FDS INTERNATIONAL FD	58,593

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2,280 SCOUT FDS MID CAP FD	31,173
907 SELECTED AMERICAN SHARE INC CL D	37,822
945 SELECTED AMERICAN SHARES INC	39,424
266 SENTINEL GROUP FDS INC INTERNATIONAL EQUITY CL A	4,392
400 SMALLCAP WORLD FUND INC CL C	14,934
146 SMALLCAP WORLD FUND INC CL F1	5,777
316 SSGA FUNDS EMERGING MARKETS FUND	6,561
634 SSGA FUNDS INTERMEDIATE FUND	6,046
1,461 SSGA FUNDS INTL STK SELECTION FUND	13,500
75 SSGA FUNDS TUCKERMAN ACTIVE REIT	965
1,133 STRATTON FDS INC-SMALL CAP YIELD FD	62,762
35 SUNAMERICA SPECIALTY SER FOCUSED ALPHA GROWTH FD CL A	657
64,958 SYMONS VALUE INSTITUTIONAL FUND	703,496
17,354 T ROWE PRICE BLUE CHIP GROWTH FUND INC	791,885
216 T ROWE PRICE BLUE CHIP GROWTH FUND INC ADVISOR CL	9,827
14,619 T ROWE PRICE CAPITAL APPRECIATION FUND-SBI	325,267

160 T ROWE PRICE DIVIDEND GROWTH FUND INC	4,214
199 T ROWE PRICE EQUITY INCOME FUND ADVISOR CL	5,259
12,829 T ROWE PRICE EQUITY INCOME FUND-SBI	339,322
634 T ROWE PRICE FINANCIAL SERVICES FUND INC	9,479
2,439 T ROWE PRICE GLOBAL REAL ESTATE FD INC	43,946
57 T ROWE PRICE GLOBAL REAL ESTATE FD INC ADVISOR CL	1,020
425 T ROWE PRICE GROWTH STK FD INC GROWTH STK FD ADV CL	15,888
3,518 T ROWE PRICE GROWTH STOCK FUND INC	132,923
1,190 T ROWE PRICE HEALTH SCIENCES FUND INC	49,044
10,961 T ROWE PRICE HIGH YIELD FUND INC	76,505
T ROWE PRICE INTL FDS INC EMERGING EUROPE	
137 MEDITERRANEAN	2,671
9,573 T ROWE PRICE INTL FUNDS INC EMERGING MARKETS BOND FUND	136,133
T ROWE PRICE INTL FUNDS INC EMERGING MARKETS STOCK	
2,852 FUND	97,138
2,299 T ROWE PRICE INTL FUNDS INC GLOBAL STOCK FUND	42,042
18,974 T ROWE PRICE INTL FUNDS INC INTERNATIONAL BOND FUND	191,638
T ROWE PRICE INTL FUNDS INC INTERNATIONAL DISCOVERY	
3,212 FUND	148,095
7,268 T ROWE PRICE INTL FUNDS INC LATIN AMERICA FUND	276,471
2,370 T ROWE PRICE INTL FUNDS INC NEW ASIA FUND	39,838
890 T ROWE PRICE MEDIA & TELECOMMUNICATIONS FUND INC	47,437
475 T ROWE PRICE MID CAP GROWTH FUND INC ADVISOR CL	26,288
661 T ROWE PRICE MID-CAP GROWTH FUND INC	37,301
589 T ROWE PRICE NEW AMERICA GROWTH FUND-SBI	21,155
3,074 T ROWE PRICE NEW ERA FUND INC	128,839
41,423 T ROWE PRICE NEW HORIZONS FUND INC	1,373,990
863 T ROWE PRICE REAL ESTATE FUND INC	18,142
4,250 T ROWE PRICE SHORT TERM BOND FUND INC	20,611
1,069 T ROWE PRICE SMALL CAPITAL VALUE FUND INC	41,886
678 TANAKA FUNDS INC GROWTH FUND CL R	9,474
9,423 TARGET PORTFOLIO TR MTG BACKED SECS PORTFOLIO	101,576
3,006 TARGET PORTFOLIO TR TOTAL RETURN BD PORTFOLIO	34,121
2,750 TCW FDS INC CORE FIXED INCOME FD CL N	30,880
8,291 TCW FDS INC EMERGING MKTS INCOME FD CL N	99,653
3,157 TCW FDS INC INTL SMALL CAP FD CL I	23,711
592 TCW FDS INC TOTAL RETURN BOND FD CL N	6,292
4,960 TEMPLETON FOREIGN FD CL A	34,073
9,439 TEMPLETON GLOBAL BOND FD CL A	126,291
570 TEMPLETON GROWTH FUND INC CL R	10,986
4,031 THIRD AVENUE INTL VALUE FD INSTL CLASS	68,363
2,722 THIRD AVENUE VALUE FUND INSTL CLASS	135,655
213 THOMPSON BOND FUND	2,529
2,623 THORNBURG INTL VALUE FUND CL I	73,692
610 THORNBURG INVT TR INTL VALUE FD CL C	15,689
258 THORNBURG INVT TRUST VALUE FUND CL A	8,377
216 TIAA CREF INSTL MUT FDS LARGE CAP VALUE BOND RETAIL	2,977
1,590 TIAA CREF INSTL MUT FDS MID CAP VALUE FD RETAIL CL	28,954
437 TIAA CREF INSTL MUT FDS REAL ESTATE SECS FD RETAIL CL	5,443
5,515 TIAA CREF MUT FDS INTL EQUITY FD RETAIL CL	36,400

5,336 TOCQUEVILLE GOLD FUND	339,346
2,399 TOCQUEVILLE TR DELAFIELD FD	73,268
6,116 TOUCHSTONE SANDS CAPITAL SELECT GROWTH FUND CL Z	76,570
2,428 TOUCHSTONE ULTRA SHORT DURATION FIXED INCOME FD CL Y	23,167
153 TURNER FUNDS SMALL CAP GROWTH FUND INV CL	5,152
1,239 TURNER SPECTRUM FUND INVESTOR CL	13,368
2,067 TWEEDY BROWNE FUND INC GLOBAL VALUE FUND	48,045
975 U S GLOBAL INVESTORS EASTERN EUROPEAN FUND	9,008
11,194 U S GLOBAL INVESTORS GOLD AND PRECIOUS METALS FUND	131,871
1,497 UNIFIED SER TR APPLESEED FD	19,168
12,219 UNIFIED SER TR SOUND MIND INVESTING FD	137,590
2,097 US GLOBAL INVESTORS CHINA REGION FUND	15,960
1,005 US GLOBAL INVESTORS GLOBAL EMERGING MARKETS FUND	7,355
20,356 US GLOBAL INVESTORS GLOBAL RESOURCES FUND	199,285
6,171 US GLOBAL INVESTORS WORLD PRECIOUS MINERALS FUND	72,195
137 VALUE LINE ASSET ALLOCATION FUND INC	3,156
637 VALUE LINE INCOME FUND INC	5,522
485 VALUE LINE PREMIER GROWTH FD INC	13,980



VALUE LINE US GOVERNMENT SECURITIES	
714 FUND INC	8,492
3,076 VAN ECK EMERGING MARKETS CLASS C	37,255
83 VAN ECK FDS GLOBAL HARD CL A	3,638
902 VAN ECK FDS INTL INVS FD A	15,157
238 VAN ECK FDS INTL INVS GD C	3,673
1,174 VANGUARD 500 INDEX FUND INVESTOR SHARES	154,231
VANGUARD BD INDEX FDS MID CAP GRWTH	
372 INDEX FD ADMIRAL	10,994
VANGUARD BD INDEX FDS MID CAP VALUE	
360 INDEX FD ADMIRAL	10,955
VANGUARD BD INDEX FDS SMALL CAP VALUE	
1,300 IDX FD ADMIRAL	40,550
VANGUARD BOND INDEX FUND INC INTERMEDIATE TERM	
7,285 PORTFOLIO FD	87,125
VANGUARD BOND INDEX FUND INC SHORT	
13,454 TERM PORTFOLIO	143,015
VANGUARD BOND INDEX FUND INC TOTAL	
15,124 BOND MARKET PORTFOLIO	167,720
VANGUARD CHESTER FDS TARGET	
2,642 RETIREMENT 2015 FD	35,349
VANGUARD CHESTER FDS TARGET	
18,396 RETIREMENT 2025 FD	250,000
VANGUARD CONVERTIBLE SECURITIES	
2,628 FUND-SBI	33,267
8,311 VANGUARD DIVIDEND GROWTH FUND	138,303
VANGUARD EMERGING MARKETS STOCK INDEX	
2,348 FUND	65,773
VANGUARD FIXED INC SECS FD INC SHORT	
20,887 TERM INVT GRADE FUND	226,209
VANGUARD FIXED INCOME SECS FD INC-HIGH	
6,200 YIELD CORP PORTFOL	37,881
VANGUARD FIXED INCOME SECS FD INC-LONG TERM U S TREASURY	
2,473 PORTFOLIO	32,317
VANGUARD FIXED INCOME SECS INTER TERM	
21,098 INVT GRADE INV CL	217,728
VANGUARD FIXED INCOME SECS INVT GRADE	
775 BD PORTFOLIO	8,407
34,905 VANGUARD GNMA FUND	380,815
VANGUARD HORIZON FD INC GLOBAL EQUITY	
887 PORTFOLIO	16,569
VANGUARD INDEX FD MID CAP INDEX FD	
905 SIGNAL SHS	29,124
VANGUARD INDEX FDS VALUE INDEX FD	
2,583 SIGNAL SHS	61,634
VANGUARD INDEX TR MID CAP GROWTH INDEX	
480 INV SHS	12,957
VANGUARD INDEX TRUST MID CAPITALIZATION	
42,997 STK PORT	966,151
2,449	61,308

VANGUARD INDEX TRUST SMALL CAPITLZATION GROWTH	
VANGUARD INDEX TRUST SMALL 2,219 CAPITLZATION VALUE STK	38,608
VANGUARD INDEX TRUST TOTAL STOCK 5,660 MARKET PORTFOLIO	201,710
VANGUARD INDEX TRUST-SMALL 3,616 CAPITALIZATION STOCK FUND	140,093
21,339 VANGUARD INFL-PROTECTED SECS VANGUARD INTERNATIONAL GROWTH 364 PORTFOLIO	310,050 7,009
VANGUARD INTERNATIONAL VALUE 278 PORTFOLIO	8,664
VANGUARD INTL EQTY INDX FDS GBL EX-US 936 REAL ESTATE IDX INV	20,345
VANGUARD INTL EQUITY INDEX FUND 446 INC-EUROPEAN PORTFOLIO	11,590
VANGUARD INTL EQUITY INDEX FUND 1,119 INC-PACIFIC PORTFOLIO	11,343
5,750 VANGUARD LARGE CAP INDEX FD VANGUARD OHIO TAX FREE FUND MONEY 65,165 MARKET PORTFOLIO	151,345 65,165
VANGUARD SPECIALIZED PORT ENERGY FD 966 ADMIRAL CLASS	107,400
VANGUARD SPECIALIZED PORTFOLIOS METALS & MINING FD 1,268	20,222
VANGUARD SPECIALIZED PORTFOLIOS-ENERGY 4,004 PORTFOLIO	237,088
VANGUARD SPECIALIZED PORTFOLIOS-HEALTH 987 CARE	141,410
VANGUARD SPECIALIZED PORTFOLIOS-REIT 5,726 INDEX PORTFOL	125,107
VANGUARD SPECIALIZED PTFL DIV APPR IDX FD 584 INVESTOR CL	13,900
60 VANGUARD STAR FUND STAR PORTFOLIO 2,905 VANGUARD TOTAL INTL STOCK INDEX FUND	1,239 43,518
6,672 VANGUARD WELLESLEY INCOME FUND INC 3,194 VANGUARD WELLINGTON FD INC	160,852 108,069
VANGUARD WHITEHALL FDS HIGH DIVIDEND 7,752 YIELD INV SHS	151,476
VANGUARD WINDSOR FUND INC VANGUARD 1,342 WINDSOR II PORTFOLIO	39,439
VIRTUS FOREIGN OPPORTUNITIES FUND CLASS 909 A	23,727
791 WALTHAUSEN FDS SMALL CAP VALUE FD WASATCH ADVISORS FUNDS INC CORE GROWTH 700 FUND	14,975 30,170
WASATCH ADVISORS FUNDS INC HOISINGTON U 255 S TREASURY FUND	4,601
WASATCH ADVISORS FUNDS INC SMALL CAP 468 GROWTH FUND	19,326

WASATCH ADVISORS FUNDS INC ULTRA	
91 GROWTH FUND	1,798
6,828 WASATCH FDS INC 1ST SOURCE INCOME FD	70,938
WASATCH FDS INC EMERGING MKTS SMALL	
40,486CAP FD	113,766
2,509 WASATCH FDS INC INTL GROWTH FD	59,098
5,857 WASATCH FDS INC LARGE CAP VALUE FUND	83,348
3,815 WASATCH FDS INC LONG/SHORT FD	53,148
1,476 WASATCH WORLD INNOVATORS FD	27,340
765 WEITZ FDS HICKORY FD	35,095

2,309 WEITZ FDS SHORT INTERMEDIATE INCOME FD		29,088
3,302 WEITZ PARTNERS III OPPORTUNITY FD		41,608
671 WELLS FARGO ADVANTAGE ASIA PACIFIC FUND INV CL		6,979
WELLS FARGO ADVANTAGE FDS EMERGING MRKTS EQUITY FD		
978 CL C		18,087
WELLS FARGO ADVANTAGE FDS INTRNSIC WORLD EQI FD ADMIN		
403 CL		7,417
38 WELLS FARGO ADVANTAGE FDS PRECIOUS METALS FD CL A		2,452
WELLS FARGO ADVANTAGE FDS ULTR SHT TRM MUN INC FD INV		
2,075 CL		10,021
34,789 WELLS FARGO ADVANTAGE GROWTH FUND ADMIN CL		1,456,265
2,167 WELLS FARGO ADVANTAGE GROWTH FUND INV CL		86,160
151 WELLS FARGO SHORT TERM HIGH YIELD BD FD CL A		1,249
3,920 WELLS FARGO SHORT TERM HIGH YIELD BOND FUND INV CL		32,537
2,145 WESTCORE INTERNATIONAL SMALL-CAP FUND		38,490
14,678 WESTCORE PLUS BOND FUND INSTL SHS		164,978
954 WESTCORE TR SELECT FD		15,836
602 WESTCORE TRUST FLEXIBLE INCOME FUND		5,386
3,380 WESTERN ASSET CORE PLUS BOND FD CLASS I		39,441
2,543 WESTPORT FUND-CL R		66,351
1,148 WILLIAM BLAIR SMALL CAP VALUE FUND CL N		15,675
2,199 WINTERGREEN FD INC		33,202
WORLD FDS INC NEW REMS REAL STATE VALUE OPPTY FD		
184 PLATFORM		2,597
401 WORLD FUNDS INC NEW TOREADOR INTL FD CL A		5,554
Total Registered Investment Companies	\$	109,253,314
Notes Receivable From Participants (interest rate ranging from 4.25% through 10.5% maturing through October 2027)	\$	79,060,932
Net Assets Pending Settlement	\$	(414,689)
TOTAL NET ASSETS	\$	3,330,391,964

AMERICAN ELECTRIC POWER SYSTEM RETIREMENT SAVINGS PLAN  
SCHEDULE OF ASSETS (ACQUIRED AND DISPOSED OF WITHIN YEAR)

Assets Acquired and Disposed	Number of Shares/Units	Fair Value
American Electric Power Company, Inc. Common Stock \$6.50 par value (a)		
Acquired	724,398 Shares	\$ 29,434,815
Disposed	1,006,757 Shares	41,808,958

(a) Transactions are recorded on the trade date.

AMERICAN ELECTRIC POWER SYSTEM RETIREMENT SAVINGS PLAN  
FORM 5500 SCHEDULE H, PART IV, LINE 4j – SCHEDULE OF REPORTABLE TRANSACTIONS  
FOR THE YEAR ENDED DECEMBER 31, 2012

Single Reportable Transactions	Transaction Count	Purchases		Sales		Gain (Loss)
		Price(a)	Proceeds(a)	Costs		
JPMORGAN US TREAS PLUS MMKT FUND INST SHARES		\$ 760,020,845	\$ -	\$ -	\$ -	-
JPMORGAN US TREAS PLUS MMKT FUND INST SHARES		-	756,436,421	756,436,421		-
PRUDENTIAL 63077 RATE 1.45		223,000,000	-	-		-
ING 60378 RATE 1.55		264,000,000	-	-		-
<b>Series of Reportable Transactions</b>						
JPMORGAN US TREAS PLUS MMKT FUND INST SHARES	220	\$ 1,063,380,565	\$ -	\$ -	\$ -	-
JPMORGAN US TREAS PLUS MMKT FUND INST SHARES	195	-	953,920,586	953,920,586		-
PRUDENTIAL 63077 RATE 1.45	9	224,437,863	-	-		-
ING 60378 RATE 1.55	19	265,852,717	-	-		-
ING 60378 RATE 1.55	7	-	35,001,064	35,001,064		-

AMERICAN ELECTRIC POWER SYSTEM RETIREMENT SAVINGS PLAN  
SCHEDULE OF NONEXEMPT TRANSACTION

Party Involved: James K. Johnson

Relationship to Plan,  
employer or other  
party-in-interest: Employee of employer/Plan Sponsor

Transaction: Participant loan

Date of Loan: April 9, 2008

Amount of Loan: \$21,000

Annual Interest Rate: 6.25%

Term of Loan: 5 years

Collateral: Fifty percent (50%) of the Borrower's Savings Plan account

Reason Transaction is Nonexempt: Exemption under ERISA 408(b)(1) requires, among other things, that the loan be made in accordance with specific plan provisions. The Plan specifically required that the maximum participant loan (when added to the outstanding balance of all other loans to such participant) be limited to \$50,000, less the excess, if any, of the participant's highest outstanding loan balance in the past 12 months. When the plan issued the subject loan to Mr. Johnson on April 9, 2008, in the amount of \$21,000, his highest outstanding loan balance in the preceding 12 months was approximately \$32,500. The \$21,000 loan, when aggregated with the aforementioned loan of approximately \$32,500, resulted in the loan not being made in accordance with the specific provisions of the Plan and therefore did not fall within the exemption set forth in ERISA Section 408(b)(1). By December 31, 2012 the Company completed the steps to remediate the prohibited transaction as relates to the participant, but had not completed the steps to fully remediate the prohibited transaction as relates to the interested government agencies.

AMERICAN ELECTRIC POWER SYSTEM RETIREMENT SAVINGS PLAN  
EXHIBIT INDEX

Exhibit Number	Description
23	Consent of Independent Registered Public Accounting Firm

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