

Edgar Filing: ING GROEP NV - Form 13F-HR

ING GROEP NV
Form 13F-HR
August 16, 2010

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

Form 13F

Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: June 30, 2010

Check here if Amendment ; Amendment Number: _____

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

Institutional Investment Manager Filing this Report:

Name: ING Groep N.V.
Address: Amstelveenseweg 500
1081 KL, Amsterdam,
The Netherlands

Form 13F File Number: 28-13263

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

Person Signing this Report on Behalf of Reporting Manager:

Name: J.A.M. Emke-Petrelluzzi Bojanic
Title: Compliance Officer
Phone: +31 20 576 65 41

Signature, Place, and Date of Signing:

/s/ J.A.M. Emke-Petrelluzzi Bojanic, Amsterdam, August 16, 2010

Name: M.P.A. Thissen
Title: Compliance Coordinator NL
Phone: +31 20 576 00 48

Signature, Place, and Date of Signing:

/s/ M.P.A. Thissen, Amsterdam, August 16, 2010

This amendment provides corrected values for the share holdings included in the Information Table.

Report Type (Check only one.):

13F HOLDINGS REPORT.

Edgar Filing: ING GROEP NV - Form 13F-HR

[] 13F NOTICE.

[X] 13F COMBINATION REPORT.

List of Other Managers Reporting for this Manager:

Form 13F File Number	Name
-----	----
28-13194	ING Investment Management, Inc.
28-11943	ING Investment Management (Europe) B.V.
28-01217	ING Investment Management Co.
28-10070	ING Investment Trust Company
28-04547	ING Investments, LLC
28-07292	ING Investment Management LLC

FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers:

Form 13F Information Table Entry Total: 734

Form 13F Information Table Value Total: \$4,899,983
(USD thousands)

List of Other Included Managers:

No.	Form 13F File Number	Name
---	-----	----
1		Other wholly owned subsidiary of ING Groep N.V.
2		ING Investment Management Advisors B.V.
3		ING Investment Management Asia Pacific

Form 13F Information Table

ISSUER_NAME	CLASS_TITLE	CUSIP	VALUE (x 1000)	# OF SHARES	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION
-----	-----	-----	-----	-----	-----	-----	-----
3M CO	COM	88579Y101	11,847	150,116			DEFINED
ABBOTT LABORATORIES	COM	002824100	11,899	254,371	SH		DEFINED
ABBOTT LABORATORIES	COM	002824100	19,513	417,392			DEFINED
ACADIA RLTY TR	COM SH BEN INT	004239109	2,679	159,463			DEFINED
ACTIVISION BLIZZARD INC	COM	00507V109	293	27,900			DEFINED
ADOBE SYS INC	COM	00724F101	1,625	61,472			DEFINED
ADVANCE AUTO PARTS INC	COM	00751Y106	759	15,127			DEFINED
ADVANCED MICRO DEVICES INC	COM	007903107	100	13,704			DEFINED
AETNA INC NEW	COM	00817Y108	13,448	509,774			DEFINED
AFFYMETRIX INC	COM	00826T108	443	75,000			DEFINED
AFLAC INC	COM	001055102	3,165	74,166			DEFINED
AGL RES INC	COM	001204106	8,564	239,289			DEFINED
AGL RESOURCES, INC.	COM	001204106	810	22,622	SH		DEFINED
AGRIUM INC	COM	008916108	828	16,900			DEFINED
AIR PRODS & CHEMS INC	COM	009158106	10,147	156,473			DEFINED

Edgar Filing: ING GROEP NV - Form 13F-HR

AIR PRODUCTS & CHEMICALS, INC.	COM	009158106	1,237	19,079	SH	DEFINED
ALBERTO CULVER CO NEW	COM	013078100	12,567	463,549		DEFINED
ALCOA INC	COM	013817101	2,617	260,186		DEFINED
ALCON, INC.	COM	H01301102	1,389	9,370	SH	DEFINED
ALEXANDRIA REAL ESTATE EQ IN	COM	015271109	8,236	129,620		DEFINED
ALKERMES INC	COM	01642T108	748	60,000		DEFINED
ALLEGHENY TECHNOLOGIES INC	COM	01741R102	360	8,100		DEFINED
ALLERGAN INC	COM	018490102	1,236	21,230		DEFINED
ALLIANT ENERGY CORP	COM	018802108	426	13,400		DEFINED
ALLIED WRLD ASSUR COM HLDG L	SHS	G0219G203	470	10,364		DEFINED
ALLSCRIPT MISYS HEALTHCAR SOL	COM	01988P108	369	23,000		DEFINED
ALPHA NATURAL RESOURCES INC	COM	02076X102	333	9,700		DEFINED
ALTERA CORP	COM	021441100	283	11,400		DEFINED
ALTRIA GROUP, INC.	COM	02209S103	9,547	476,400	SH	DEFINED
ALUMINA LTD	SPONSORED ADR	022205108	258	51,300		DEFINED
AMAZON COM INC	COM	023135106	2,850	26,150		DEFINED
AMB PROPERTY CORP	COM	00163T109	8,346	351,990		DEFINED
AMEREN CORP.	COM	023608102	10,793	454,041	SH	DEFINED
AMERICA MOVIL SAB DE CV	SPON ADR L SHS	02364W105	547	11,526		DEFINED
AMERICA MOVIL SAB DE CV	SPONSORED ADR	02364W105	2,822	59,419	SH	DEFINED
AMERICAN ELEC PWR INC	COM	025537101	2,582	79,906		DEFINED
AMERICAN ELECTRIC POWER CO., INC.	COM	025537101	12,610	390,410	SH	DEFINED
AMERICAN EXPRESS CO	COM	025816109	10,235	257,991		DEFINED
AMERICAN FINL GROUP INC OHIO	COM	025932104	346	12,680		DEFINED
AMERICAN INTL GROUP INC	COM NEW	026874784	652	18,900		DEFINED
AMERICAN TOWER CORP	CL A	029912201	204	4,600		DEFINED
AMERIPRISE FINL INC	COM	03076C106	2,110	58,188		DEFINED
AMERISOURCEBERGEN CORP	COM	03073E105	19,193	604,503		DEFINED
AMETEK INC NEW	COM	031100100	843	20,992		DEFINED
AMGEN INC	COM	031162100	31,460	598,099		DEFINED
AMPHENOL CORP NEW	CL A	032095101	11,207	285,245		DEFINED

Page 1

AMYLIN PHARMACEUTICALS INC	COM	032346108	2,871	152,000		DEFINED
ANADARKO PETE CORP	COM	032511107	1,338	37,100		DEFINED
ANALOG DEVICES INC	COM	032654105	1,127	40,500		DEFINED
ANNALY CAP MGMT INC	COM	035710409	1,109	64,654		DEFINED
ANSYS INC	COM	03662Q105	792	19,513		DEFINED
APACHE CORP	COM	037411105	16,410	194,897		DEFINED
APARTMENT INVT & MGMT CO	CL A	03748R101	9,408	482,200		DEFINED
APOLLO GROUP INC	CL A	037604105	549	12,918		DEFINED
APPLE INC	COM	037833100	46,656	185,483		DEFINED
APPLIED MATLS INC	COM	038222105	11,858	986,533		DEFINED
AQUA AMERICA INC	COM	03836W103	1,728	97,560		DEFINED
ARCH CAP GROUP LTD	ORD	G0450A105	552	7,400		DEFINED
ARCH COAL INC	COM	039380100	13,343	673,884		DEFINED
ARCHER DANIELS MIDLAND CO	COM	039483102	1,916	74,227		DEFINED
ARROW ELECTRS INC	COM	042735100	909	40,680		DEFINED
ARTHUR J GALLAGHER & CO.	COM	363576109	11,219	460,154	SH	DEFINED
ASHLAND INC NEW	COM	044209104	706	15,212		DEFINED
ASSURANT INC	COM	04621X108	1,302	37,169		DEFINED
AT&T INC	COM	00206R102	25,441	1,052,145		DEFINED
AT&T, INC.	COM	00206R102	16,696	690,219	SH	DEFINED
AU OPTRONICS CORP	SPONSORED ADR	002255107	5,870	647,903		DEFINED

Edgar Filing: ING GROEP NV - Form 13F-HR

AU OPTRONICS CORP.	SPONSORED ADR	002255107	137	15,436	SH	DEFINED
AUTOLIV INC	COM	052800109	14,006	292,701		DEFINED
AUTOMATIC DATA PROCESSING, INC.	COM	053015103	11,461	284,681	SH	DEFINED
AVALONBAY CMNTYS INC	COM	053484101	14,379	152,899		DEFINED
AVNET INC	COM	053807103	519	21,490		DEFINED
AVON PRODS INC	COM	054303102	324	12,200		DEFINED
BADGER METER INC	COM	056525108	443	11,440		DEFINED
BAIDU INC	SPON ADR REP A	056752108	1,740	25,700		DEFINED
BAIDU, INC.	SPONSORED ADR	056752108	540	7,930	SH	DEFINED
BAKER HUGHES INC	COM	057224107	848	20,401		DEFINED
BALL CORP	COM	058498106	1,631	30,872		DEFINED
BANCO BRADESCO S A	SP ADR PFD NEW	059460303	6,247	393,856		DEFINED
BANCO SANTANDER BRASIL S A	ADS REP 1 UNIT	05967A107	679	63,600		DEFINED
BANK OF AMERICA CORPORATION	COM	060505104	63,365	3,335,007		DEFINED
BANK OF NEW YORK MELLON CORP	COM	064058100	2,906	117,780		DEFINED
BARRICK GOLD CORP	COM	067901108	3,049	67,091		DEFINED
BAXTER INTERNATIONAL, INC.	COM	071813109	1,408	34,657	SH	DEFINED
BAXTER INTL INC	COM	071813109	7,640	188,084		DEFINED
BB&T CORP	COM	054937107	984	37,300		DEFINED
BECTON DICKINSON & CO	COM	075887109	345	5,100		DEFINED
BED BATH & BEYOND INC	COM	075896100	1,636	44,347		DEFINED
BEMIS INC	COM	081437105	664	24,592		DEFINED
BERKSHIRE HATHAWAY INC DEL	CL A	084670108	7,175	60		DEFINED
BERKSHIRE HATHAWAY INC DEL	CL B NEW	084670702	4,338	54,560		DEFINED
BEST BUY INC	COM	086516101	4,989	147,479		DEFINED

Page 2

BIG LOTS INC	COM	089302103	1,224	38,144		DEFINED
BIOGEN IDEC INC	COM	09062X103	3,325	70,019		DEFINED
BIOMARIN PHARMACEUTICAL INC	COM	09061G101	2,009	106,000		DEFINED
BIOVAIL CORP	COM	09067J109	561	29,534		DEFINED
BLACKROCK INC	COM	09247X101	1,000	6,974		DEFINED
BLACKSTONE GROUP L P	COM UNIT LTD	09253U108	8,218	854,248		DEFINED
BLOCK H & R INC	COM	093671105	1,355	85,793		DEFINED
BMC SOFTWARE INC	COM	055921100	747	21,577		DEFINED
BOEING CO	COM	097023105	15,820	252,150		DEFINED
BORGWARNER INC	COM	099724106	1,413	36,600		DEFINED
BOSTON PROPERTIES INC	COM	101121101	15,871	222,225		DEFINED
BOSTON SCIENTIFIC CORP	COM	101137107	930	159,800		DEFINED
BRASKEM S A	SP ADR PFD A	105532105	746	52,400		DEFINED
BRE PROPERTIES INC	CL A	05564E106	7,981	216,470		DEFINED
BRF-BRASIL FOODS S A	SPONSORED ADR	10552T107	1,693	127,600		DEFINED
BRINKER INTL INC	COM	109641100	372	25,656		DEFINED
BRISTOL MYERS SQUIBB CO	COM	110122108	8,144	326,081		DEFINED
BRISTOL-MYERS SQUIBB CO.	COM	110122108	16,342	655,263	SH	DEFINED
BROADCOM CORP	CL A	111320107	4,018	120,870		DEFINED
BROOKFIELD PPTYS CORP	COM	112900105	13,366	962,300		DEFINED
BROWN FORMAN CORP	CL B	115637209	309	5,401		DEFINED
BUNGE LIMITED	COM	G16962105	3,508	71,323		DEFINED
C H ROBINSON WORLDWIDE INC	COM NEW	12541W209	296	5,300		DEFINED
CA INC	COM	12673P105	3,382	183,815		DEFINED
CALGON CARBON CORP	COM	129603106	140	10,600		DEFINED
CAMDEN PPTY TR	SH BEN INT	133131102	6,865	167,940		DEFINED
CAMECO CORP	COM	13321L108	947	44,500		DEFINED

Edgar Filing: ING GROEP NV - Form 13F-HR

CAMPBELL SOUP CO.	COM	134429109	11,082	309,295	SH	DEFINED
CANADIAN NAT RES LTD	COM	136385101	3,557	107,044		DEFINED
CANADIAN NATL RY CO	COM	136375102	762	13,280		DEFINED
CAPITAL ONE FINL CORP	COM	14040H105	4,591	113,166		DEFINED
CARDINAL HEALTH INC	COM	14149Y108	7,383	217,156		DEFINED
CAREFUSION CORP	COM	14170T101	967	42,600		DEFINED
CARNIVAL CORP	PAIRED CTF	143658300	2,451	80,999		DEFINED
CATERPILLAR INC DEL	COM	149123101	3,605	60,004		DEFINED
CB RICHARD ELLIS GROUP INC	CL A	12497T101	253	18,620		DEFINED
CBS CORP NEW	CL B	124857202	12,105	914,977		DEFINED
CELGENE CORP	COM	151020104	6,454	127,000		DEFINED
CEMEX SAB DE CV	SPON ADR NEW	151290889	985	102,057		DEFINED
CEMEX SAB DE CV	SPONSORED ADR	151290889	1,106	114,329	SH	DEFINED
CENOVUS ENERGY INC	COM	15135U109	1,055	40,960		DEFINED
CENTRAL EUROPEAN DIST CORP	COM	153435102	825	37,737		DEFINED
CENTRAL EUROPEAN DISTRIBUTION CORP.	COM	153435102	2,234	104,500	SH	DEFINED
CENTRAL EUROPEAN MEDIA ENTRP	CL A NEW	G20045202	20,287	1,019,469		DEFINED
CEPHALON INC	COM	156708109	3,642	63,910		DEFINED
CF INDS HLDGS INC	COM	125269100	4,076	64,243		DEFINED
CHESAPEAKE ENERGY CORP	COM	165167107	1,608	76,880		DEFINED

Page 3

CHEVRON CORP NEW	COM	166764100	28,442	419,129		DEFINED
CHEVRON CORP.	COM	166764100	15,623	230,229	SH	DEFINED
CHINA MOBILE LIMITED	SPONSORED ADR	16941M109	13,734	277,845		DEFINED
CHINA MOBILE LTD.	SPONSORED ADR	16941M109	17,123	346,554	SH	DEFINED
CHUBB CORP	COM	171232101	3,618	72,335		DEFINED
CHUNGHWA TELECOM CO LTD	SPON ADR NEW10	17133Q106	12,106	614,504		DEFINED
CHUNGHWA TELECOM CO. LTD.	SPONSORED ADR	17133Q106	398	20,199	SH	DEFINED
CIA DE BEBIDAS DAS AMERICAS	SPONSORED ADR	20441W203	2,020	20,001	SH	DEFINED
CIGNA CORP	COM	125509109	511	16,450		DEFINED
CISCO SYS INC	COM	17275R102	36,217	1,695,566		DEFINED
CITIGROUP INC	COM	172967101	7,319	1,925,928		DEFINED
CLAYMORE ETF TRUST 2	CHINA SML CAP	18383Q853	7,219	300,931		DEFINED
CLIFFS NATURAL RESOURCES INC	COM	18683K101	450	9,539		DEFINED
CLOROX CO DEL	COM	189054109	292	4,700		DEFINED
CME GROUP INC	COM	12572Q105	3,945	14,035		DEFINED
CMS ENERGY CORP	COM	125896100	296	20,222		DEFINED
COACH INC	COM	189754104	3,493	95,579		DEFINED
COCA COLA CO	COM	191216100	26,130	521,141		DEFINED
COCA COLA ENTERPRISES INC	COM	191219104	1,029	39,771		DEFINED
COCA-COLA CO.	COM	191216100	1,147	22,884	SH	DEFINED
COGNIZANT TECHNOLOGY SOLUTIO	CL A	192446102	13,738	274,108		DEFINED
COLGATE PALMOLIVE CO	COM	194162103	1,946	24,730		DEFINED
COMCAST CORP NEW	CL A	20030N101	6,737	387,405		DEFINED
COMERICA INC	COM	200340107	11,927	323,222		DEFINED
COMPANHIA DE BEBIDAS DAS AME	SPON ADR PFD	20441W203	8,589	84,830		DEFINED
COMPANHIA DE SANEAMENTO BASI	SPONSORED ADR	20441A102	922	22,330		DEFINED
COMPANHIA SIDERURGICA NACION	SPONSORED ADR	20440W105	3,681	250,900		DEFINED
COMPUTER SCIENCES CORP	COM	205363104	1,228	27,171		DEFINED
COMPUWARE CORP	COM	205638109	744	92,708		DEFINED
CONAGRA FOODS INC	COM	205887102	14,952	641,454		DEFINED
CONOCOPHILLIPS	COM	20825C104	8,016	163,582		DEFINED
CONOCOPHILLIPS	COM	20825C104	14,316	291,623	SH	DEFINED

Edgar Filing: ING GROEP NV - Form 13F-HR

CONSOL ENERGY INC	COM	20854P109	429	12,700		DEFINED
CONSOLIDATED EDISON INC	COM	209115104	512	11,909		DEFINED
CONSOLIDATED EDISON, INC.	COM	209115104	12,633	293,106	SH	DEFINED
CONSTELLATION ENERGY GROUP I	COM	210371100	2,467	76,638		DEFINED
CORNING INC	COM	219350105	2,100	129,780		DEFINED
COSTCO WHSL CORP NEW	COM	22160K105	1,544	28,200		DEFINED
COVANTA HLDG CORP	COM	22282E102	495	29,860		DEFINED
COVENTRY HEALTH CARE INC	COM	222862104	1,570	87,931		DEFINED
CREDICORP LTD	COM	G2519Y108	3,658	40,000		DEFINED
CREDICORP LTD.	COM	G2519Y108	1,974	21,718	SH	DEFINED
CRESUD S A C I F Y A	SPONSORED ADR	226406106	446	36,000		DEFINED
CROWN CASTLE INTL CORP	COM	228227104	619	16,600		DEFINED
CROWN HOLDINGS INC	COM	228368106	1,212	48,450		DEFINED
CSX CORP	COM	126408103	1,298	26,080		DEFINED
CTC MEDIA INC	COM	12642X106	1,102	76,000		DEFINED

Page 4

CTC MEDIA, INC.	COM	12642X106	3,661	253,502	SH	DEFINED
CTRIP COM INTL LTD	AMERICAN DEP SHS	22943F100	2,547	67,800		DEFINED
CTRIP.COM INTERNATIONAL LTD.	SPONSORED ADR	22943F100	1,848	49,200	SH	DEFINED
CULLEN/FROST BANKERS, INC.	COM	229899109	7,745	150,687	SH	DEFINED
CUMMINS INC	COM	231021106	1,707	26,107		DEFINED
CVS CAREMARK CORPORATION	COM	126650100	2,882	98,536		DEFINED
D R HORTON INC	COM	23331A109	566	56,900		DEFINED
DANAHER CORP DEL	COM	235851102	12,852	342,168		DEFINED
DEERE & CO	COM	244199105	2,723	48,874		DEFINED
DEL MONTE FOODS CO	COM	24522P103	1,291	90,182		DEFINED
DELL INC	COM	24702R101	5,286	437,572		DEFINED
DENBURY RES INC	COM NEW	247916208	205	13,700		DEFINED
DEVELOPERS DIVERSIFIED RLTY	COM	251591103	3,604	364,800		DEFINED
DEVON ENERGY CORP NEW	COM	25179M103	1,253	20,500		DEFINED
DIEBOLD, INC.	COM	253651103	7,767	285,019	SH	DEFINED
DIGITAL RLTY TR INC	COM	253868103	9,348	162,070		DEFINED
DIRECTV	COM CL A	25490A101	16,789	494,956		DEFINED
DISCOVER FINL SVCS	COM	254709108	334	23,490		DEFINED
DISNEY WALT CO	COM DISNEY	254687106	4,438	140,856		DEFINED
DOLLAR TREE INC	COM	256746108	2,291	54,929		DEFINED
DOMINION RES INC VA NEW	COM	25746U109	396	10,200		DEFINED
DONNELLEY R R & SONS CO	COM	257867101	1,242	76,032		DEFINED
DOVER CORP	COM	260003108	4,247	101,787		DEFINED
DOW CHEM CO	COM	260543103	1,592	67,039		DEFINED
DR PEPPER SNAPPLE GROUP INC	COM	26138E109	238	6,290		DEFINED
DTE ENERGY CO	COM	233331107	7,882	172,284		DEFINED
DU PONT E I DE NEMOURS & CO	COM	263534109	15,768	455,192		DEFINED
DUKE ENERGY CORP NEW	COM	26441C105	1,012	63,200		DEFINED
DUKE REALTY CORP	COM NEW	264411505	6,076	532,950		DEFINED
DUN & BRADSTREET CORP DEL NE	COM	26483E100	1,396	20,800		DEFINED
DUOYUAN GLOBAL WTR INC	SPONSORED ADR	266043108	601	34,000		DEFINED
E M C CORP MASS	COM	268648102	9,109	497,482		DEFINED
E TRADE FINANCIAL CORP	COM NEW	269246401	173	14,600		DEFINED
EAGLE ROCK ENERGY PARTNERS L	UNIT	26985R104	3,870	750,000		DEFINED
EASTMAN CHEM CO	COM	277432100	1,707	31,064		DEFINED
EATON CORP	COM	278058102	4,767	72,136		DEFINED
EBAY INC	COM	278642103	3,048	155,194		DEFINED
ECOLAB INC	COM	278865100	1,312	28,850		DEFINED

Edgar Filing: ING GROEP NV - Form 13F-HR

EI DU PONT DE NEMOURS & CO.	COM	263534109	11,769	340,235	SH	DEFINED
EL PASO CORP	COM	28336L109	1,109	99,654		DEFINED
ELDORADO GOLD CORP NEW	COM	284902103	406	22,577		DEFINED
ELECTRONIC ARTS INC	COM	285512109	983	68,000		DEFINED
EMERSON ELEC CO	COM	291011104	21,484	491,855		DEFINED
EMERSON ELECTRIC CO.	COM	291011104	944	21,604	SH	DEFINED
EMPRESAS ICA S A DE CV	SPONS ADR NEW	292448206	286	30,500		DEFINED
ENCANA CORP	COM	292505104	3,808	125,518		DEFINED
ENERGEN CORP	COM	29265N108	1,242	27,965		DEFINED

Page 5

ENERNOC INC	COM	292764107	398	12,600		DEFINED
ENERPLUS RES FD	UNIT TR G NEW	29274D604	348	16,152		DEFINED
ENERPLUS RESOURCES FUND	UNIT TR G NEW	29274D604	8,031	372,331	SH	DEFINED
ENERGY CORP NEW	COM	29364G103	12,061	167,265		DEFINED
ENTERPRISE PRODS PARTNERS L	COM	293792107	53,370	1,500,000		DEFINED
EOG RES INC	COM	26875P101	1,604	16,269		DEFINED
EQT CORP	COM	26884L109	703	19,100		DEFINED
EQUIFAX INC	COM	294429105	519	18,500		DEFINED
EQUITY LIFESTYLE PPTYS INC	COM	29472R108	815	16,900		DEFINED
EQUITY RESIDENTIAL	SH BEN INT	29476L107	29,180	699,772		DEFINED
EVEREST RE GROUP LTD.	COM	G3223R108	446	6,304	SH	DEFINED
EXELON CORP	COM	30161N101	2,311	60,852		DEFINED
EXELON CORP.	COM	30161N101	16,348	430,542	SH	DEFINED
EXPEDIA INC DEL	COM	30212P105	689	36,700		DEFINED
EXPEDITORS INTL WASH INC	COM	302130109	809	23,300		DEFINED
EXPRESS SCRIPTS INC	COM	302182100	2,557	54,348		DEFINED
EXTRA SPACE STORAGE INC	COM	30225T102	2,942	211,654		DEFINED
EXXON MOBIL CORP	COM	30231G102	69,069	1,211,212		DEFINED
EXXON MOBIL CORP.	COM	30231G102	1,809	31,706	SH	DEFINED
FEDERAL REALTY INVT TR	SH BEN INT NEW	313747206	8,577	122,040		DEFINED
FEDEX CORP	COM	31428X106	672	9,590		DEFINED
FIBRIA CELULOSE S A	SP ADR REP COM	31573A109	872	58,900		DEFINED
FIBRIA CELULOSE SA	SPONSORED ADR	31573A109	576	38,932	SH	DEFINED
FIDELITY NATL INFORMATION SV	COM	31620M106	28,716	1,056,133		DEFINED
FIFTH THIRD BANCORP	COM	316773100	1,181	95,628		DEFINED
FIRST HORIZON NATL CORP	COM	320517105	292	24,706		DEFINED
FIRST SOLAR INC	COM	336433107	1,144	9,970		DEFINED
FIRST TR EXCH TRADED FD II	NASDQ CLN EDGE	33737A108	217	7,789		DEFINED
FIRSTENERGY CORP	COM	337932107	3,782	107,515		DEFINED
FISERV INC	COM	337738108	302	6,600		DEFINED
FLOWERS FOODS, INC.	COM	343498101	656	26,853	SH	DEFINED
FLUOR CORP NEW	COM	343412102	11,238	262,451		DEFINED
FOCUS MEDIA HLDG LTD	SPONSORED ADR	34415V109	401	25,800		DEFINED
FOMENTO ECONOMICO MEXICANO SAB DE CV	SPONSORED ADR	344419106	1,261	29,233	SH	DEFINED
FORD MTR CO DEL	COM PAR \$0.01	345370860	4,403	437,264		DEFINED
FOREST LABS INC	COM	345838106	3,497	127,120		DEFINED
FORTUNE BRANDS INC	COM	349631101	354	9,000		DEFINED
FREEMPORT-MCMORAN COPPER & GO	COM	35671D857	4,176	70,154		DEFINED
FRESENIUS MED CARE AG&CO KGA	SPONSORED ADR	358029106	215	4,000		DEFINED
GALLAGHER ARTHUR J & CO	COM	363576109	424	17,385		DEFINED
GAMESTOP CORP NEW	CL A	36467W109	819	43,648		DEFINED
GANNETT INC	COM	364730101	384	28,564		DEFINED
GAP INC DEL	COM	364760108	3,629	182,434		DEFINED

Edgar Filing: ING GROEP NV - Form 13F-HR

GENERAL ELECTRIC CO	COM	369604103	31,917	2,214,886		DEFINED
GENERAL ELECTRIC CO.	COM	369604103	833	57,774	SH	DEFINED
GENERAL MLS INC	COM	370334104	1,729	48,700		DEFINED
GEN-PROBE INC NEW	COM	36866T103	454	10,000		DEFINED

Page 6

GENWORTH FINL INC	COM CL A	37247D106	244	18,700		DEFINED
GENZYME CORP	COM	372917104	1,931	37,308		DEFINED
GERDAU AMERISTEEL CORP	COM	37373P105	902	82,750		DEFINED
GERDAU S A	SPONSORED ADR	373737105	7,883	599,500		DEFINED
GILEAD SCIENCES INC	COM	375558103	8,765	255,306		DEFINED
GOL LINHAS AEREAS INTLG S A	SP ADR REP PFD	38045R107	1,864	153,800		DEFINED
GOLDCORP INC NEW	COM	380956409	3,110	70,604		DEFINED
GOLDMAN SACHS GROUP INC	COM	38141G104	21,324	162,591		DEFINED
GOODYEAR TIRE & RUBR CO	COM	382550101	727	73,100		DEFINED
GOOGLE INC	CL A	38259P508	14,257	32,038		DEFINED
GREAT PLAINS ENERGY INC	COM	391164100	11,738	689,680		DEFINED
GROUPE CGI INC	CL A SUB VTG	39945C109	1,251	83,779		DEFINED
GRUPO TELEVISA SA DE CV	SP ADR REP ORD	40049J206	468	26,787		DEFINED
H&R BLOCK, INC.	COM	093671105	9,709	618,803	SH	DEFINED
HALLIBURTON CO	COM	406216101	1,349	54,920		DEFINED
HARLEY DAVIDSON INC	COM	412822108	300	13,500		DEFINED
HARRIS CORP DEL	COM	413875105	1,410	33,910		DEFINED
HARSCO CORP	COM	415864107	464	19,750		DEFINED
HARTFORD FINL SVCS GROUP INC	COM	416515104	365	16,400		DEFINED
HCP INC	COM	40414L109	792	24,500		DEFINED
HDFC BANK LTD	ADR REPS 3 SHS	40415F101	608	4,250		DEFINED
HEALTH MGMT ASSOC INC NEW	CL A	421933102	632	81,050		DEFINED
HECLA MNG CO	COM	422704106	2,860	547,877		DEFINED
HEINZ H J CO	COM	423074103	12,874	298,000		DEFINED
HELICOS BIOSCIENCES CORP	COM	42326R109	79	174,772		DEFINED
HELMERICH & PAYNE INC	COM	423452101	406	10,848		DEFINED
HERSHEY CO	COM	427866108	13,986	289,862		DEFINED
HESS CORP	COM	42809H107	1,789	35,530		DEFINED
HEWLETT PACKARD CO	COM	428236103	19,749	455,791		DEFINED
HIGHWOODS PPTYS INC	COM	431284108	7,844	282,970		DEFINED
HOLOGIC INC	COM	436440101	1,299	93,290		DEFINED
HOME DEPOT INC	COM	437076102	13,419	478,724		DEFINED
HONEYWELL INTERNATIONAL, INC.	COM	438516106	911	23,332	SH	DEFINED
HONEYWELL INTL INC	COM	438516106	13,124	336,252		DEFINED
HORMEL FOODS CORP	COM	440452100	1,365	33,512		DEFINED
HOSPIRA INC	COM	441060100	3,624	63,337		DEFINED
HOST HOTELS & RESORTS INC	COM	44107P104	22,248	1,649,226		DEFINED
HUDSON CITY BANCORP	COM	443683107	3,445	278,237		DEFINED
HUDSON CITY BANCORP., INC.	COM	443683107	11,711	956,789	SH	DEFINED
HUMAN GENOME SCIENCES INC	COM	444903108	983	41,748		DEFINED
HUMANA INC	COM	444859102	1,039	22,763		DEFINED
HUNTSMAN CORP	COM	447011107	262	30,196		DEFINED
HYATT HOTELS CORP	COM CL A	448579102	4,859	131,000		DEFINED
IAMGOLD CORP	COM	450913108	378	21,367		DEFINED
ICICI BK LTD	ADR	45104G104	5,186	143,500		DEFINED
ILLINOIS TOOL WKS INC	COM	452308109	2,442	57,984		DEFINED

Edgar Filing: ING GROEP NV - Form 13F-HR

Page 7

ILLUMINA INC	COM	452327109	958	22,000		DEFINED
INCYTE CORP	COM	45337C102	442	40,000		DEFINED
INFOSYS TECHNOLOGIES LTD	SPONSORED ADR	456788108	6,230	103,900		DEFINED
INTEGRYS ENERGY GROUP INC	COM	45822P105	1,812	41,123		DEFINED
INTEL CORP	COM	458140100	18,951	972,832		DEFINED
INTEL CORP.	COM	458140100	1,181	60,695	SH	DEFINED
INTERCONTINENTALEXCHANGE INC	COM	45865V100	497	4,400		DEFINED
INTERMUNE INC	COM	45884X103	243	26,000		DEFINED
INTERNATIONAL BUSINESS MACHS	COM	459200101	25,000	202,377		DEFINED
INTERNATIONAL GAME TECHNOLOG	COM	459902102	10,177	646,159		DEFINED
INTERPUBLIC GROUP COS INC	COM	460690100	1,321	180,686		DEFINED
INTL PAPER CO	COM	460146103	3,806	167,646		DEFINED
INTUIT	COM	461202103	3,342	96,290		DEFINED
INTUITIVE SURGICAL INC	COM NEW	46120E602	832	2,600		DEFINED
INVESCO LTD	SHS	G491BT108	372	21,600		DEFINED
IRSA INVERSIONES Y REP S A	GLOBL DEP RCPT	450047204	499	47,600		DEFINED
ISHARES INC	MSCI SINGAPORE	464286673	689	61,200		DEFINED
ISHARES INC	MSCI TAIWAN	464286731	828	73,900		DEFINED
ISHARES INC	MSCI MEX INVEST	464286822	1,501	31,200		DEFINED
ISHARES INC	MSCI BRAZIL	464286400	4,002	64,727		DEFINED
ISHARES INC	MSCI PAC J IDX	464286665	12,406	347,020		DEFINED
ISHARES INC	MSCI S KOREA	464286772	26,178	585,500		DEFINED
ISHARES SILVER TRUST	ISHARES	46428Q109	1,622	89,000		DEFINED
ISHARES TR	DJ OIL&GAS EXP	464288851	1,348	27,707		DEFINED
ISHARES TR	HIGH YLD CORP	464288513	2,792	32,900		DEFINED
ISHARES TR INDEX	S&P LTN AM 40	464287390	1,162	28,055		DEFINED
ISHARES TR INDEX	DJ US TECH SEC	464287721	1,632	31,627		DEFINED
ISHARES TR INDEX	S&P 100 IDX FD	464287101	1,639	34,971		DEFINED
ISHARES TR INDEX	S&P GBL INF	464287291	1,850	37,205		DEFINED
ISHARES TR INDEX	DJ US FINL SEC	464287788	2,284	46,100		DEFINED
ISHARES TR INDEX	S&P 500 INDEX	464287200	2,629	25,412		DEFINED
ISHARES TR INDEX	S&P MIDCAP 400	464287507	5,349	75,217		DEFINED
ISHARES TR INDEX	IBOXX INV CPBD	464287242	10,325	95,320		DEFINED
ISHARES TR INDEX	DJ US BAS MATL	464287838	16,062	300,000		DEFINED
ISHARES TR INDEX	MSCI EMERG MKT	464287234	39,905	1,069,844		DEFINED
ISHARES TR INDEX	DJ US REAL EST	464287739	205,364	4,350,000		DEFINED
ITAU UNIBANCO HLDG SA	SPON ADR REP PFD	465562106	8,302	452,565		DEFINED
ITAU UNIBANCO HOLDING SA	SPONSORED ADR	465562106	2,671	148,297	SH	DEFINED
ITAU UNIBANCO HOLDING SA	SPONSORED ADR	465562114	504	28,000	SH	DEFINED
ITRON INC	COM	465741106	424	6,865		DEFINED
ITT CORP NEW	COM	450911102	5,503	120,947		DEFINED
IVANHOE MINES LTD	COM	46579N103	390	29,900		DEFINED
JA SOLAR HOLDINGS CO LTD	SPON ADR	466090107	515	110,900		DEFINED
JABIL CIRCUIT INC	COM	466313103	12,734	947,500		DEFINED
JACOBS ENGR GROUP INC DEL	COM	469814107	3,605	97,370		DEFINED
JARDEN CORP	COM	471109108	882	32,502		DEFINED
JC PENNEY CO., INC.	COM	708160106	953	44,383	SH	DEFINED

Page 8

Edgar Filing: ING GROEP NV - Form 13F-HR

JEFFERIES GROUP INC NEW	COM	472319102	624	29,549		DEFINED
JOHNSON & JOHNSON	COM	478160104	27,782	470,487		DEFINED
JOHNSON & JOHNSON	COM	478160104	1,217	20,604	SH	DEFINED
JOHNSON CTLS INC	COM	478366107	2,326	86,270		DEFINED
JONES LANG LASALLE INC	COM	48020Q107	857	12,870		DEFINED
JOY GLOBAL INC	COM	481165108	381	7,600		DEFINED
JPMORGAN CHASE & CO	COM	46625H100	32,716	895,590		DEFINED
JUNIPER NETWORKS INC	COM	48203R104	854	36,860		DEFINED
KBR INC	COM	48242W106	465	22,553		DEFINED
KELLOGG CO	COM	487836108	658	13,077		DEFINED
KEYCORP NEW	COM	493267108	252	32,800		DEFINED
KIMBERLY CLARK CORP	COM	494368103	9,436	155,350		DEFINED
KIMBERLY-CLARK CORP.	COM	494368103	16,455	271,399	SH	DEFINED
KIMCO REALTY CORP	COM	49446R109	2,274	169,599		DEFINED
KINDER MORGAN ENERGY PARTNERS LP	UT LTD PARTNER	494550106	8,524	131,023	SH	DEFINED
KING PHARMACEUTICALS INC	COM	495582108	96	12,670		DEFINED
KINROSS GOLD CORP	COM NO PAR	496902404	756	44,329		DEFINED
KOHL'S CORP	COM	500255104	5,262	108,742		DEFINED
KRAFT FOODS INC	CL A	50075N104	21,786	778,078		DEFINED
KRAFT FOODS, INC.	COM	50075N104	15,830	565,360	SH	DEFINED
KROGER CO	COM	501044101	1,177	59,800		DEFINED
KT CORP	SPONSORED ADR	48268K101	954	49,500		DEFINED
LABORATORY CORP AMER HLDGS	COM NEW	50540R409	511	6,700		DEFINED
LADENBURG THALMAN FIN SVCS I	COM	50575Q102	2,890	2,293,804		DEFINED
LAS VEGAS SANDS CORP	COM	517834107	727	32,850		DEFINED
LASALLE HOTEL PPTYS	COM SH BEN INT	517942108	1,640	78,000		DEFINED
LAUDER ESTEE COS INC	CL A	518439104	1,694	30,188		DEFINED
LEGGETT & PLATT INC	COM	524660107	339	16,900		DEFINED
LEGGETT & PLATT, INC.	COM	524660107	6,540	326,028	SH	DEFINED
LENNAR CORP	CL A	526057104	531	37,260		DEFINED
LEXMARK INTL NEW	CL A	529771107	557	16,502		DEFINED
LG DISPLAY CO LTD	SPONS ADR REP	50186V102	294	18,263		DEFINED
LIBERTY GLOBAL INC	COM SER A	530555101	315	12,100		DEFINED
LIBERTY MEDIA CORP NEW	INT COM SER A	53071M104	296	28,100		DEFINED
LIBERTY MEDIA CORP NEW	LIB STAR COM A	53071M708	11,920	230,294		DEFINED
LIBERTY PPTY TR	SH BEN INT	531172104	11,459	391,880		DEFINED
LIFE TECHNOLOGIES CORP	COM	53217V109	3,267	68,830		DEFINED
LILLY ELI & CO	COM	532457108	2,088	62,280		DEFINED
LIMITED BRANDS INC	COM	532716107	983	44,540		DEFINED
LINCOLN NATL CORP IND	COM	534187109	206	8,460		DEFINED
LINEAR TECHNOLOGY CORP	COM	535678106	843	30,016		DEFINED
LINEAR TECHNOLOGY CORP.	COM	535678106	974	35,010	SH	DEFINED
LOEWS CORP	COM	540424108	1,805	54,249		DEFINED
LORILLARD INC	COM	544147101	1,683	23,393		DEFINED
LORILLARD, INC.	COM	544147101	8,145	113,152	SH	DEFINED
LOWES COS INC	COM	548661107	2,028	99,217		DEFINED
LSI CORPORATION	COM	502161102	87	18,500		DEFINED

LUBRIZOL CORP	COM	549271104	1,599	19,882		DEFINED
MACERICH CO	COM	554382101	18,925	506,833		DEFINED
MACK CALI RLTY CORP	COM	554489104	1,764	59,350		DEFINED
MACYS INC	COM	55616P104	10,448	585,317		DEFINED
MARATHON OIL CORP	COM	565849106	1,724	54,914		DEFINED

Edgar Filing: ING GROEP NV - Form 13F-HR

MARKET VECTORS ETF TR	GOLD MINER ETF	57060U100	2,344	45,086		DEFINED
MARKET VECTORS ETF TR	BRAZL SMCP ETF	57060U613	3,492	78,073		DEFINED
MARKET VECTORS GOLD MINERS ETF	ETP	57060U100	3,001	57,756	SH	DEFINED
MARRIOTT INTL INC NEW	CL A	571903202	2,249	75,269		DEFINED
MARSHALL & ILSLEY CORP NEW	COM	571837103	176	24,500		DEFINED
MARVELL TECHNOLOGY GROUP LTD	ORD	G5876H105	2,958	187,702		DEFINED
MASTERCARD INC	CL A	57636Q104	1,338	6,700		DEFINED
MATTEL INC	COM	577081102	3,398	160,278		DEFINED
MCAFEE INC	COM	579064106	255	8,300		DEFINED
MCCORMICK & CO INC	COM NON VTG	579780206	338	8,900		DEFINED
MCDERMOTT INTL INC	COM	580037109	352	16,254		DEFINED
MCDONALDS CORP	COM	580135101	2,465	37,027		DEFINED
MCDONALD'S CORP.	COM	580135101	12,084	183,446	SH	DEFINED
MCGRAW HILL COS INC	COM	580645109	802	28,524		DEFINED
MCKESSON CORP	COM	58155Q103	5,249	78,208		DEFINED
MEAD JOHNSON NUTRITION CO	COM	582839106	810	16,100		DEFINED
MEADWESTVACO CORP	COM	583334107	2,301	103,635		DEFINED
MECHEL OAO	SPONSORED ADR	583840103	3,850	212,695		DEFINED
MECHEL OAO	SPON ADR PFD	583840509	6,930	1,000,000		DEFINED
MECHEL OAO	SPONSORED ADR	583840103	16,469	907,901	SH	DEFINED
MEDCO HEALTH SOLUTIONS INC	COM	58405U102	18,898	343,095		DEFINED
MEDTRONIC INC	COM	585055106	3,639	100,288		DEFINED
MERCK & CO INC NEW	COM	58933Y105	42,935	1,228,116		DEFINED
MERCK & CO., INC.	COM	58933Y105	11,811	337,755	SH	DEFINED
METLIFE INC	COM	59156R108	1,792	47,505		DEFINED
MGM MIRAGE	COM	552953101	343	35,700		DEFINED
MICRON TECHNOLOGY INC	COM	595112103	631	74,260		DEFINED
MICROSOFT CORP	COM	594918104	47,957	2,081,461		DEFINED
MINDRAY MEDICAL INTL LTD	SPONSORED ADR	602675100	275	8,739	SH	DEFINED
MINDRAY MEDICAL INTL LTD	SPONSORED ADR	602675100	245	7,800	SH	DEFINED
MINDRAY MEDICAL INTL LTD	SPON ADR	602675100	3,534	112,400		DEFINED
MOBILE TELESYSTEMS OJSC	SPONSORED ADR	607409109	4,755	248,152		DEFINED
MOBILE TELESYSTEMS OJSC	SPONSORED ADR	607409109	18,072	943,200	SH	DEFINED
MOHAWK INDS INC	COM	608190104	296	6,300		DEFINED
MOLSON COORS BREWING CO	CL B	60871R209	4,058	95,801		DEFINED
MONSANTO CO NEW	COM	61166W101	5,212	111,985		DEFINED
MOODYS CORP	COM	615369105	1,008	50,620		DEFINED
MORGAN STANLEY	COM NEW	617446448	1,262	53,910		DEFINED
MORGAN STANLEY CHINA A SH FD	COM	617468103	6,122	240,180		DEFINED
MOSAIC CO	COM	61945A107	1,563	40,172		DEFINED
MOTOROLA INC	COM	620076109	1,054	161,730		DEFINED

MYLAN INC	COM	628530107	2,593	151,118		DEFINED
NABORS INDUSTRIES LTD	SHS	G6359F103	2,415	136,926		DEFINED
NASDAQ OMX GROUP INC	COM	631103108	1,162	64,350		DEFINED
NATIONAL OILWELL VARCO INC	COM	637071101	18,337	554,490		DEFINED
NATIONAL SEMICONDUCTOR CORP	COM	637640103	1,106	81,547		DEFINED
NATIONWIDE HEALTH PPTYS INC	COM	638620104	10,906	301,760		DEFINED
NETAPP INC	COM	64110D104	399	10,419		DEFINED
NEW ORIENTAL ED & TECH GRP I	SPON ADR	647581107	799	8,400		DEFINED
NEWELL RUBBERMAID INC	COM	651229106	472	32,220		DEFINED
NEWFIELD EXPL CO	COM	651290108	499	10,046		DEFINED
NEWMONT MINING CORP	COM	651639106	3,618	58,602		DEFINED
NEWS CORP	CL A	65248E104	3,976	331,042		DEFINED

Edgar Filing: ING GROEP NV - Form 13F-HR

NEXEN INC	COM	65334H102	12,522	636,608		DEFINED
NEXSTAR BROADCASTING GROUP I	CL A	65336K103	677	150,000		DEFINED
NEXTERA ENERGY INC	COM	65339F101	2,025	41,530		DEFINED
NICE SYS LTD	SPONSORED ADR	653656108	310	12,300		DEFINED
NICOR INC	COM	654086107	268	6,609		DEFINED
NII HLDGS INC	CL B NEW	62913F201	1,020	31,371		DEFINED
NIKE INC	CL B	654106103	3,557	52,121		DEFINED
NISOURCE INC	COM	65473P105	2,167	149,146		DEFINED
NOBLE ENERGY INC	COM	655044105	370	6,076		DEFINED
NORDSTROM INC	COM	655664100	799	24,360		DEFINED
NORFOLK SOUTHERN CORP	COM	655844108	645	12,150		DEFINED
NORTHERN TR CORP	COM	665859104	634	13,535		DEFINED
NOVARTIS AG	SPONSORED ADR	66987V109	10,701	221,468	SH	DEFINED
NRG ENERGY INC	COM NEW	629377508	1,216	57,350		DEFINED
NUCOR CORP	COM	670346105	1,402	36,259		DEFINED
NUCOR CORP.	COM	670346105	830	21,681	SH	DEFINED
NYSE EURONEXT	COM	629491101	2,375	85,395		DEFINED
NYSE EURONEXT	COM	629491101	8,291	300,059	SH	DEFINED
OCCIDENTAL PETE CORP DEL	COM	674599105	9,256	116,907		DEFINED
OFFICE DEPOT INC	COM	676220106	151	37,600		DEFINED
OIL STS INTL INC	COM	678026105	551	13,598		DEFINED
OIL SVC HOLDRS TR	DEPOSTRY RCPT	678002106	60,554	639,836		DEFINED
OLD REP INTL CORP	COM	680223104	141	11,600		DEFINED
OMNICOM GROUP INC	COM	681919106	1,373	39,504		DEFINED
ONEOK INC NEW	COM	682680103	409	9,462		DEFINED
ORACLE CORP	COM	68389X105	32,284	1,502,994		DEFINED
ORIENT-EXPRESS HOTELS LTD	CL A	G67743107	253	34,129		DEFINED
ORMAT TECHNOLOGIES INC	COM	686688102	689	24,480		DEFINED
OSHKOSH CORP	COM	688239201	289	9,264		DEFINED
OWENS CORNING NEW	COM	690742101	419	14,088		DEFINED
OWENS ILL INC	COM NEW	690768403	377	14,200		DEFINED
PACCAR INC	COM	693718108	815	19,900		DEFINED
PACKAGING CORP AMER	COM	695156109	14,587	661,232		DEFINED
PACTIV CORP	COM	695257105	511	18,202		DEFINED
PAN AMERICAN SILVER CORP	COM	697900108	349	13,700		DEFINED

Page 11

PARTNERRE LTD	COM	G6852T105	499	7,100		DEFINED
PAYCHEX INC	COM	704326107	232	8,900		DEFINED
PEABODY ENERGY CORP	COM	704549104	13,232	338,150		DEFINED
PEBBLEBROOK HOTEL TR	COM	70509V100	685	36,300		DEFINED
PENTAIR INC	COM	709631105	822	25,525		DEFINED
PEPSICO INC	COM	713448108	22,714	372,490		DEFINED
PERRIGO CO	COM	714290103	758	12,800		DEFINED
PETROLEO BRASILEIRO SA	SPONSORED ADR	71654V101	2,201	73,851	SH	DEFINED
PETROLEO BRASILEIRO SA PETRO	SPONSORED ADR	71654V408	6,196	180,544		DEFINED
PETSMART INC	COM	716768106	1,054	34,891		DEFINED
PFIZER INC	COM	717081103	32,554	2,278,118		DEFINED
PFIZER, INC.	COM	717081103	16,916	1,186,226	SH	DEFINED
PHILIP MORRIS INTL INC	COM	718172109	12,798	279,196	SH	DEFINED
PHILIP MORRIS INTL INC	COM	718172109	25,299	548,676		DEFINED
PHILIPPINE LONG DISTANCE TEL	SPONSORED ADR	718252604	389	7,600		DEFINED
PINNACLE WEST CAP CORP	COM	723484101	1,167	32,070		DEFINED
PIONEER NAT RES CO	COM	723787107	501	8,300		DEFINED
PITNEY BOWES INC	COM	724479100	15,062	684,938		DEFINED

Edgar Filing: ING GROEP NV - Form 13F-HR

PITNEY BOWES, INC.	COM	724479100	16,811	765,548	SH	DEFINED
PLUM CREEK TIMBER CO INC	COM	729251108	230	6,681		DEFINED
PNC FINL SVCS GROUP INC	COM	693475105	16,767	292,768		DEFINED
POLO RALPH LAUREN CORP	CL A	731572103	1,348	18,240		DEFINED
POTASH CORP SASK INC	COM	73755L107	1,862	21,105		DEFINED
POWERSHARES DB CMDTY IDX TRA	UNIT BEN INT	73935S105	781	36,140		DEFINED
POWERSHS DB MULTI SECT COMM	DB BASE METALS	73936B705	266	14,736		DEFINED
POWERSHS DB MULTI SECT COMM	DB AGRICULT FD	73936B408	299	12,500		DEFINED
POWERSHS DB MULTI SECT COMM	DB PREC MTLs	73936B200	1,270	30,092		DEFINED
POWERSHS DB MULTI SECT COMM	DB ENERGY FUND	73936B101	2,100	90,718		DEFINED
PPL CORP	COM	69351T106	838	33,555		DEFINED
PPL CORP.	COM	69351T106	8,386	336,098	SH	DEFINED
PRAXAIR INC	COM	74005P104	725	9,548		DEFINED
PRECISION CASTPARTS CORP	COM	740189105	674	6,550		DEFINED
PRICE T ROWE GROUP INC	COM	74144T108	511	11,500		DEFINED
PRICELINE COM INC	COM NEW	741503403	1,818	10,211		DEFINED
PRINCIPAL FINL GROUP INC	COM	74251V102	349	14,900		DEFINED
PROCTER & GAMBLE CO	COM	742718109	57,242	956,100		DEFINED
PROCTER & GAMBLE CO.	COM	742718109	978	16,302	SH	DEFINED
PROGRESS ENERGY INC	COM	743263105	948	24,064		DEFINED
PROGRESSIVE CORP OHIO	COM	743315103	2,319	123,789		DEFINED
PROLOGIS	SH BEN INT	743410102	8,291	818,420		DEFINED
PRUDENTIAL FINL INC	COM	744320102	3,545	65,649		DEFINED
PUBLIC STORAGE	COM	74460D109	10,663	121,351		DEFINED
PUBLIC SVC ENTERPRISE GROUP	COM	744573106	1,798	57,368		DEFINED
PULTE GROUP INC	COM	745867101	91	11,033		DEFINED
QLOGIC CORP	COM	747277101	778	46,676		DEFINED
QUALCOMM INC	COM	747525103	20,827	633,421		DEFINED
QUANTA SVCS INC	COM	74762E102	11,587	561,925		DEFINED

Page 12

QUEST DIAGNOSTICS INC	COM	74834L100	497	10,000		DEFINED
QWEST COMMUNICATIONS INTL IN	COM	749121109	2,734	520,694		DEFINED
RANGE RES CORP	COM	75281A109	816	20,400		DEFINED
RAYONIER INC	COM	754907103	896	20,358		DEFINED
RAYONIER, INC.	REIT	754907103	7,089	161,035	SH	DEFINED
RED HAT INC	COM	756577102	1,119	38,532		DEFINED
REGENCY CTRS CORP	COM	758849103	12,326	357,581		DEFINED
REGIONS FINANCIAL CORP NEW	COM	7591EP100	455	68,560		DEFINED
REINSURANCE GROUP AMER INC	COM NEW	759351604	13,676	299,396		DEFINED
RENAISSANCERE HOLDINGS LTD	COM	G7496G103	540	9,600		DEFINED
REPUBLIC SVCS INC	COM	760759100	264	8,900		DEFINED
RESEARCH IN MOTION LTD	COM	760975102	173,053	3,508,067		DEFINED
REYNOLDS AMERICAN INC	COM	761713106	5,680	108,067		DEFINED
REYNOLDS AMERICAN, INC.	COM	761713106	12,249	235,014	SH	DEFINED
RIGEL PHARMACEUTICALS INC	COM NEW	766559603	216	30,000		DEFINED
ROCKWELL COLLINS INC	COM	774341101	542	10,200		DEFINED
ROPER INDS INC NEW	COM	776696106	2,421	43,283		DEFINED
ROSS STORES INC	COM	778296103	4,031	75,571		DEFINED
ROWAN COS INC	COM	779382100	2,530	113,556		DEFINED
SAFEWAY INC	COM NEW	786514208	1,686	85,870		DEFINED
SALESFORCE COM INC	COM	79466L302	463	5,400		DEFINED
SANDISK CORP	COM	80004C101	957	22,640		DEFINED
SARA LEE CORP	COM	803111103	5,283	374,699		DEFINED
SARA LEE CORP.	COM	803111103	8,461	600,072	SH	DEFINED

Edgar Filing: ING GROEP NV - Form 13F-HR

SASOL LTD	SPONSORED ADR	803866300	614	17,400		DEFINED
SCHLUMBERGER LTD	COM	806857108	18,612	333,076		DEFINED
SCHWAB CHARLES CORP NEW	COM	808513105	720	49,900		DEFINED
SEALED AIR CORP NEW	COM	81211K100	486	24,673		DEFINED
SELECT SECTOR SPDR TR	SBI INT-INDS	81369Y704	1,109	39,900		DEFINED
SELECT SECTOR SPDR TR	SBI INT-FINL	81369Y605	4,220	306,000		DEFINED
SEMPRA ENERGY	COM	816851109	2,492	52,842		DEFINED
SHANDA GAMES LTD	SP ADR REPTG A	81941U105	353	60,400		DEFINED
SIGMA ALDRICH CORP	COM	826552101	971	19,370		DEFINED
SILGAN HOLDINGS INC	COM	827048109	11,804	415,503		DEFINED
SIMON PPTY GROUP INC NEW	COM	828806109	38,663	480,282		DEFINED
SL GREEN RLTY CORP	COM	78440X101	11,729	212,600		DEFINED
SLM CORP	COM	78442P106	542	52,000		DEFINED
SMITH INTL INC	COM	832110100	593	15,600		DEFINED
SNAP-ON, INC.	COM	833034101	601	14,698	SH	DEFINED
SOUTHERN CO	COM	842587107	11,030	331,323		DEFINED
SOUTHERN CO.	COM	842587107	12,935	388,664	SH	DEFINED
SOUTHWEST AIRLS CO	COM	844741108	142	12,630		DEFINED
SOUTHWESTERN ENERGY CO	COM	845467109	1,097	28,400		DEFINED
SPANSION INC	COM CL A NEW	84649R200	12,867	787,472		DEFINED
SPDR DOW JONES INDL AVRG ETF	UT SER 1	78467X109	880	9,000		DEFINED
SPDR GOLD TRUST	GOLD SHS	78463V107	1,821	14,966		DEFINED

Page 13

SPDR GOLD TRUST	ETP	78463V107	4,263	35,037	SH	DEFINED
SPDR INDEX SHS FDS	S&P BRIC 40ETF	78463X798	565	25,000		DEFINED
SPDR INDEX SHS FDS	EMERG MKTS ETF	78463X509	610	10,386		DEFINED
SPDR S&P 500 ETF TR	UNIT SER 1 S&P	78462F103	148,076	1,434,706		DEFINED
SPDR SERIES TRUST	SPDR KBW INS ETF	78464A789	3,563	100,000		DEFINED
SPDR SERIES TRUST	OILGAS EQUIP	78464A748	7,515	300,000		DEFINED
SPDR SERIES TRUST	KBW REGN BK ETF	78464A698	11,525	500,000		DEFINED
SPDR SERIES TRUST	SPDR KBW BK ETF	78464A797	16,037	700,000		DEFINED
SPDR SERIES TRUST	S&P METALS MNG	78464A755	51,491	1,100,000		DEFINED
SPDR SERIES TRUST	S&P OILGAS EXP	78464A730	87,032	2,200,000		DEFINED
SPDR SERIES TRUST	S&P RETAIL ETF	78464A714	227,363	6,370,500		DEFINED
SPECTRA ENERGY CORP	COM	847560109	2,386	118,873		DEFINED
SPECTRA ENERGY CORP.	COM	847560109	8,590	428,003	SH	DEFINED
SPRINT NEXTEL CORP	COM SER 1	852061100	12,302	2,908,227		DEFINED
ST JUDE MED INC	COM	790849103	14,990	414,190		DEFINED
STAPLES INC	COM	855030102	360	18,900		DEFINED
STARBUCKS CORP	COM	855244109	2,817	113,597		DEFINED
STARWOOD HOTELS&RESORTS WRLD	COM	85590A401	9,807	229,400		DEFINED
STATE STR CORP	COM	857477103	1,916	56,609		DEFINED
STERLITE INDS INDIA LTD	ADS	859737207	623	43,800		DEFINED
STRYKER CORP	COM	863667101	202	4,000		DEFINED
SUNCOR ENERGY INC NEW	COM	867224107	16,115	547,388		DEFINED
SUNOCO INC	COM	86764P109	547	15,600		DEFINED
SUNPOWER CORP	COM CL A	867652109	1,407	116,355		DEFINED
SUNTECH PWR HLDGS CO LTD	ADR	86800C104	1,866	201,700		DEFINED
SUNTRUST BKS INC	COM	867914103	607	26,110		DEFINED
SUPERIOR ENERGY SVCS INC	COM	868157108	906	48,430		DEFINED
SUPERMEDIA INC	COM	868447103	1,873	102,374		DEFINED
SYMANTEC CORP	COM	871503108	720	51,800		DEFINED
SYNOPSIS INC	COM	871607107	616	29,518		DEFINED
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	16,442	1,684,682	SH	DEFINED

Edgar Filing: ING GROEP NV - Form 13F-HR

TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	1,214	124,608		DEFINED
TALISMAN ENERGY INC	COM	87425E103	407	26,768		DEFINED
TANGER FACTORY OUTLET CTRS I	COM	875465106	6,121	147,920		DEFINED
TARGET CORP	COM	87612E106	7,022	142,813		DEFINED
TATA MTRS LTD	SPONSORED ADR	876568502	657	38,220		DEFINED
TAUBMAN CTRS INC	COM	876664103	7,294	194,040		DEFINED
TECK RESOURCES LTD	CL B	878742204	526	17,467		DEFINED
TECO ENERGY INC	COM	872375100	460	30,276		DEFINED
TELE NORTE LESTE						
PARTICIPACOES SA	SPONSORED ADR	879246106	592	39,574	SH	DEFINED
TEMPLE INLAND INC	COM	879868107	561	27,164		DEFINED
TEMPUR PEDIC INTL INC	COM	88023U101	216	7,040		DEFINED
TENARIS SA	SPONSORED ADR	88031M109	969	28,000	SH	DEFINED
TERADATA CORP DEL	COM	88076W103	693	22,730		DEFINED
TERNIUM SA	SPONSORED ADR	880890108	723	21,953	SH	DEFINED
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	4,291	82,479		DEFINED

Page 14

TEVA PHARMACEUTICAL						
INDUSTRIES LTD.	SPONSORED ADR	881624209	650	12,498	SH	DEFINED
TEXAS INSTRS INC	COM	882508104	3,866	166,122		DEFINED
THERMO FISHER SCIENTIFIC INC	COM	883556102	19,648	400,576		DEFINED
THOMAS & BETTS CORP	COM	884315102	748	21,562		DEFINED
TIFFANY & CO NEW	COM	886547108	1,019	26,244		DEFINED
TIME WARNER CABLE INC	COM	88732J207	1,172	21,825		DEFINED
TIME WARNER INC	COM NEW	887317303	9,449	326,407		DEFINED
TIMKEN CO	COM	887389104	597	22,970		DEFINED
TJX COS INC NEW	COM	872540109	3,774	90,006		DEFINED
TOTAL SYS SVCS INC	COM	891906109	808	59,295		DEFINED
TRANSALTA CORP	COM	89346D107	15,912	860,132		DEFINED
TRANSDIGM GROUP INC	COM	893641100	12,290	240,184		DEFINED
TRAVELERS COMPANIES INC	COM	89417E109	5,722	116,158		DEFINED
TRAVELERS COS, INC./THE	COM	89417E109	1,295	26,295	SH	DEFINED
TRINA SOLAR LIMITED	SPON ADR	89628E104	194	11,100		DEFINED
UAL CORP	COM NEW	902549807	258	12,326		DEFINED
UDR INC	COM	902653104	9,876	516,234		DEFINED
UGI CORP NEW	COM	902681105	348	13,676		DEFINED
ULTRA PETROLEUM CORP	COM	903914109	350	7,900		DEFINED
ULTRAPAR PARTICIPACOES S A	SP ADR REP PFD	90400P101	2,402	49,828		DEFINED
UNION PAC CORP	COM	907818108	15,441	219,272		DEFINED
UNITED MICROELECTRONICS CORP	SPON ADR NEW	910873405	40	13,800		DEFINED
UNITED PARCEL SERVICE INC	CL B	911312106	16,189	284,010		DEFINED
UNITED STATES NATL GAS FUND	UNIT	912318102	4,504	584,152		DEFINED
UNITED STATES OIL FUND LP	UNITS	91232N108	861	25,300		DEFINED
UNITED STATES STL CORP NEW	COM	912909108	9,807	255,191		DEFINED
UNITED TECHNOLOGIES CORP	COM	913017109	17,697	272,730		DEFINED
UNITEDHEALTH GROUP INC	COM	91324P102	7,792	274,071		DEFINED
UNIVERSAL HLTH SVCS INC	CL B	913903100	10,968	282,610		DEFINED
UNUM GROUP	COM	91529Y106	2,967	136,926		DEFINED
URBAN OUTFITTERS INC	COM	917047102	13,772	393,490		DEFINED
URS CORP NEW	COM	903236107	826	20,996		DEFINED
US BANCORP DEL	COM NEW	902973304	5,081	227,126		DEFINED
V F CORP	COM	918204108	303	4,200		DEFINED
VALE S A	ADR	91912E105	9,970	407,360		DEFINED
VALE SA	SPONSORED ADR	91912E105	1,209	49,660	SH	DEFINED

Edgar Filing: ING GROEP NV - Form 13F-HR

VALEANT PHARMACEUTICALS INTL	COM	91911X104	295	5,630		DEFINED
VALERO ENERGY CORP NEW	COM	91913Y100	1,049	58,400		DEFINED
VALIDUS HOLDINGS LTD	COM SHS	G9319H102	298	12,200		DEFINED
VARIAN MED SYS INC	COM	92220P105	1,022	19,540		DEFINED
VENTAS INC	COM	92276F100	15,993	336,630		DEFINED
VERISK ANALYTICS INC	CL A	92345Y106	301	10,000		DEFINED
VERIZON COMMUNICATIONS INC	COM	92343V104	12,571	448,648		DEFINED
VERTEX PHARMACEUTICALS INC	COM	92532F100	660	20,035		DEFINED
VIACOM INC NEW	CL B	92553P201	3,936	125,474		DEFINED
VIMPELCOM LTD	SPONSORED ADR	92719A106	39,444	2,436,347		DEFINED

Page 15

VIMPELCOM LTD.	SPONSORED ADR	92719A106	7,741	478,400	SH	DEFINED
VISIONCHINA MEDIA INC	SPONS ADR	92833U103	149	49,500		DEFINED
VIVO PARTICIPACOES S A	SPON ADR PFD NEW	92855S200	2,947	114,300		DEFINED
VMWARE INC	CL A COM	928563402	1,280	20,432		DEFINED
VORNADO RLTY TR	SH BEN INT	929042109	30,992	416,448		DEFINED
WABCO HLDGS INC	COM	92927K102	13,126	412,377		DEFINED
WAL MART STORES INC	COM	931142103	41,728	868,077		DEFINED
WALGREEN CO	COM	931422109	6,125	229,834		DEFINED
WALTER ENERGY INC	COM	93317Q105	508	8,272		DEFINED
WASHINGTON POST CO	CL B	939640108	662	1,612		DEFINED
WASTE MANAGEMENT, INC.	COM	94106L109	10,689	341,612	SH	DEFINED
WASTE MGMT INC DEL	COM	94106L109	804	25,704		DEFINED
WATERS CORP	COM	941848103	1,337	20,164		DEFINED
WATSCO INC	COM	942622200	13,805	237,238		DEFINED
WATSON PHARMACEUTICALS INC	COM	942683103	209	5,102		DEFINED
WEINGARTEN RLTY INVS	SH BEN INT	948741103	525	27,536		DEFINED
WELLPOINT INC	COM	94973V107	3,439	70,329		DEFINED
WELLS FARGO & CO NEW	COM	949746101	25,616	1,001,007		DEFINED
WESCO INTL INC	COM	95082P105	537	15,936		DEFINED
WESTERN DIGITAL CORP	COM	958102105	2,409	79,867		DEFINED
WESTERN UN CO	COM	959802109	1,683	112,231		DEFINED
WESTWOOD ONE INC	COM NEW	961815305	7,800	764,739		DEFINED
WEYERHAEUSER CO	COM	962166104	296	8,300		DEFINED
WHIRLPOOL CORP	COM	963320106	1,076	12,000		DEFINED
WHOLE FOODS MKT INC	COM	966837106	677	18,550		DEFINED
WILLIAMS COS INC DEL	COM	969457100	5,666	309,805		DEFINED
WIMM BILL DANN FOODS OJSC	SPONSORED ADR	97263M109	616	34,600		DEFINED
WYNDHAM WORLDWIDE CORP	COM	98310W108	13,475	670,080		DEFINED
WYNN RESORTS LTD	COM	983134107	465	6,100		DEFINED
XEROX CORP	COM	984121103	2,839	352,630		DEFINED
XILINX INC	COM	983919101	3,915	153,170		DEFINED
YAHOO INC	COM	984332106	1,624	117,600		DEFINED
YAMANA GOLD INC	COM	98462Y100	456	44,230		DEFINED
YANZHOU COAL MNG CO LTD	SPON ADR H SHS	984846105	6,248	326,276		DEFINED
YUM BRANDS INC	COM	988498101	246	6,300		DEFINED
ZIMMER HLDGS INC	COM	98956P102	12,344	225,660		DEFINED

Page 16