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ING GROEP NV  
Form 13F-HR  
May 16, 2011

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

Form 13F

Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: March 31, 2011  
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: Sander Valkering  
Title: Business Manager  
Phone: +31 20 576 65 28

Signature, Place, and Date of Signing:

/s/ Sander Valkering, Amsterdam, May 16, 2011  
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Name: J.A.M. Emke-Petrelluzzi Bojanic  
Title: Manager ING Holdings & Chair  
Phone: +31 20 576 65 41

Signature, Place, and Date of Signing:

/s/ J.A.M. Emke-Petrelluzzi Bojanic, Amsterdam, May 16, 2011  
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This amendment provides corrected values for the share holdings included in the Information Table.

Report Type (Check only one.):

13F HOLDINGS REPORT.

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13F NOTICE.

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: 822

Form 13F Information Table Value Total: \$7,321,202  
(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
4		ING Investment Management Asia Pacific & ING Investment Management Advisors B.V.

Form 13F Information Table

Issuer_Name	Class_Title	CUSIP	VALUE (x 1000)	# OF SHARES	SH/PRN	PUT/CALL	INVEST DISCRE
3M CO	COM	88579Y101	5,321	56938			DEFI
ABBOTT LABS	COM	002824100	19,549	398,559	SH		DEFI
ABBOTT LABS	COM	002824100	17,497	356647			DEFI
ACTIVISION BLIZZARD INC	COM	00507V109	43,880	4000000			DEFI
ACUITY BRANDS INC	COM	00508Y102	19,386	331333			DEFI

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ADOBE SYS INC	COM	00724F101	24,306	732770		DEFI
ADOBE SYS INC	COM	00724F101	1,210	36,481	SH	DEFI
ADVANCED MICRO DEVICES INC	COM	007903107	622	72391		DEFI
AES CORP	COM	00130H105	353	27200		DEFI
AETNA INC NEW	COM	00817Y108	21,737	580738		DEFI
AFFYMETRIX INC	COM	00826T108	764	146606		DEFI
AFLAC INC	COM	001055102	796	15081		DEFI
AGCO CORP.	COM	001084102	511	9,298	SH	DEFI
AGILENT TECHNOLOGIES INC	COM	00846U101	623	13912		DEFI
AGL RES INC	COM	001204106	2,191	55020		DEFI
AGL RES INC	COM	001204106	533	13,366	SH	DEFI
AGRIUM INC	COM	008916108	268	2900		DEFI
AIR PRODS & CHEMS INC	COM	009158106	19,937	221056		DEFI
AIR PRODS & CHEMS INC	COM	009158106	795	8,819	SH	DEFI
AIRGAS INC	COM	009363102	5,026	75700		DEFI
AK STL HLDG CORP	COM	001547108	317	20100		DEFI
AKAMAI TECHNOLOGIES INC	COM	00971T101	4,579	120534		DEFI
ALCOA INC	COM	013817101	2,304	130466		DEFI
ALEXANDRIA REAL ESTATE EQ IN	COM	015271109	11,502	147531		DEFI
ALKERMES INC	COM	01642T108	389	30000		DEFI
ALLERGAN INC	COM	018490102	1,645	23170		DEFI
ALLIANCEBERNSTEIN HOLDING LP	UNIT LTD PARTN	01881G106	8,617	394900		DEFI
ALLSTATE CORP	COM	020002101	508	16000		DEFI
ALPHA NATURAL RESOURCES INC	COM	02076X102	288	4843		DEFI
ALTERA CORP	COM	021441100	754	17144		DEFI
ALTRIA GROUP INC	COM	02209S103	11,194	430048		DEFI
ALTRIA GROUP INC	COM	02209S103	9,299	357,254	SH	DEFI
AMAZON COM INC	COM	023135106	935	5188		DEFI
AMB PROPERTY CORP	COM	00163T109	12,065	335522		DEFI
AMEREN CORP	COM	023608102	56,393	2008300		DEFI
AMEREN CORP	COM	023608102	12,389	441,347	SH	DEFI
AMERICA MOVIL SAB DE CV	ADR	02364W105	3,010	51,808	SH	DEFI
AMERICAN EAGLE OUTFITTERS NE	COM	02553E106	3,145	197812		DEFI
AMERICAN ELEC PWR INC	COM	025537101	15,817	450113		DEFI
AMERICAN ELEC PWR INC	COM	025537101	13,139	373,910	SH	DEFI
AMERICAN EXPRESS CO	COM	025816109	12,434	275037		DEFI
AMERICAN TOWER CORP	CL A	029912201	7,955	153509		DEFI
AMERIGROUP CORP	COM	03073T102	29,234	455000		DEFI
AMERIPRISE FINL INC	COM	03076C106	939	15368		DEFI
AMERISOURCEBERGEN CORP	COM	03073E105	25,297	639793		DEFI
AMGEN INC	COM	031162100	12,860	240337		DEFI
AMPHENOL CORP NEW	CL A	032095101	211	3880		DEFI
AMYLIN PHARMACEUTICALS INC	COM	032346108	965	84830		DEFI
ANADARKO PETE CORP	COM	032511107	7,323	89350		DEFI
ANNALY CAP MGMT INC	COM	035710409	246	14076		DEFI
ANSYS INC	COM	03662Q105	1,132	20898		DEFI

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AON CORP	COM	037389103	1,059	20000		DEFI
APACHE CORP	COM	037411105	3,338	25485		DEFI
APARTMENT INVT & MGMT CO	CL A	03748R101	12,555	492754		DEFI
APOLLO GROUP INC	CL A	037604105	6,294	151051		DEFI
APPLE INC	COM	037833100	86,329	247674		DEFI
APPLE INC	COM	037833100	1,503	4,314	SH	DEFI
APPLIED MATLS INC	COM	038222105	6,126	391952		DEFI
AQUA AMERICA INC	COM	03836W103	1,318	57640		DEFI
ARCH COAL INC	COM	039380100	23,840	661128		DEFI

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ARCHER DANIELS MIDLAND CO	COM	039483102	13,567	376752		DEFI
ARTHUR J GALLAGHER & CO.	COM	363576109	13,187	433,638	SH	DEFI
ASSURANT INC	COM	04621X108	2,240	58141		DEFI
AT&T INC	COM	00206R102	135,874	4437438		DEFI
AT&T INC	COM	00206R102	14,900	486,924	SH	DEFI
ATHEROS COMMUNICATIONS INC	COM	04743P108	3,827	85700		DEFI
ATLAS ENERGY LP	COM UNITS LP	04930A104	15,239	681247		DEFI
AUTODESK INC	COM	052769106	1,626	36860		DEFI
AUTOLIV INC	COM	052800109	337	4554		DEFI
AUTOMATIC DATA PROCESSING IN	COM	053015103	8,569	166932		DEFI
AUTOMATIC DATA PROCESSING IN	COM	053015103	591	11,524	SH	DEFI
AUTONATION INC	COM	05329W102	1,228	34700		DEFI
AUTOZONE INC	COM	053332102	382	1399		DEFI
AVALONBAY CMNTYS INC	COM	053484101	23,822	198417		DEFI
AVERY DENNISON CORP	COM	053611109	2,338	55709		DEFI
AVON PRODS INC	COM	054303102	3,983	147424		DEFI
BADGER METER INC	COM	056525108	345	8400		DEFI
BAIDU INC	SPON ADR REP A	056752108	617	4483		DEFI
BAKER HUGHES INC	COM	057224107	2,676	36432		DEFI
BALL CORP	COM	058498106	457	12744		DEFI
BANCO BRADESCO S A	SP ADR PFD NEW	059460303	4,700	226402		DEFI
BANCO SANTANDER BRASIL S A	ADS REP 1 UNIT	05967A107	152	12400		DEFI
BANK OF AMERICA CORPORATION	COM	060505104	199,283	14938778		DEFI
BANK OF NEW YORK MELLON CORP	COM	064058100	1,038	34718		DEFI
BARRICK GOLD CORP	COM	067901108	6,533	125943		DEFI
BAXTER INTL INC	COM	071813109	2,198	40,874	SH	DEFI
BAXTER INTL INC	COM	071813109	46,916	873337		DEFI
BAYTEX ENERGY CORP	COM	07317Q105	367	6284		DEFI
BB&T CORP	COM	054937107	360	13100		DEFI
BECTON DICKINSON & CO	COM	075887109	7,624	95751		DEFI
BED BATH & BEYOND INC	COM	075896100	2,733	56617		DEFI
BEMIS INC	COM	081437105	928	28299		DEFI
BERKSHIRE HATHAWAY INC DEL	CL B NEW	084670702	7,204	86131		DEFI
BEST BUY INC	COM	086516101	3,950	137630		DEFI
BGC PARTNERS INC	CL A	05541T101	218	23500		DEFI
BHP BILLITON PLC	SPONSORED ADR	05545E209	269	3380		DEFI
BIG LOTS INC	COM	089302103	456	10500		DEFI
BIOGEN IDEC INC	COM	09062X103	5,482	74699		DEFI
BIOMARIN PHARMACEUTICAL INC	COM	09061G101	1,788	71080		DEFI
BLACKSTONE GROUP L P	COM UNIT LTD	09253U108	137,320	7675783		DEFI
BLACKSTONE GROUP L P	COM UNIT LTD	09253U108	715	39,991	SH	DEFI
BMC SOFTWARE INC	COM	055921100	3,656	73446		DEFI
BOEING CO	COM	097023105	26,366	356544		DEFI
BORGWARNER INC	COM	099724106	1,295	16264		DEFI

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BOSTON PRIVATE FINL HLDGS IN	COM	101119105	579	81900		DEFI
BOSTON PROPERTIES INC	COM	101121101	33,266	350760		DEFI
BOSTON SCIENTIFIC CORP	COM	101137107	836	116450		DEFI
BRE PROPERTIES INC	CL A	05564E106	12,263	259971		DEFI
BRF-BRASIL FOODS S A	SPONSORED ADR	10552T107	3,424	179272		DEFI
BRIGGS & STRATTON CORP	COM	109043109	1,800	79500		DEFI
BRISTOL MYERS SQUIBB CO	COM	110122108	28,244	1068653		DEFI
BRISTOL MYERS SQUIBB CO	COM	110122108	12,157	459,967	SH	DEFI
BROADCOM CORP	CL A	111320107	8,515	216163		DEFI
BROOKFIELD ASSET MGMT INC	CL A LTD VT SH	112585104	12,514	386228		DEFI
BROOKFIELD PPTYS CORP	COM	112900105	11,500	649366		DEFI

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BROWN FORMAN CORP	CL B	115637209	622	9101	DEFI
BUNGE LIMITED	COM	G16962105	45,087	623348	DEFI
CA INC	COM	12673P105	1,080	44670	DEFI
CABOT OIL & GAS CORP	COM	127097103	503	9500	DEFI
CALGON CARBON CORP	COM	129603106	206	12960	DEFI
CAMERON INTERNATIONAL CORP	COM	13342B105	1,539	26962	DEFI
CAMPBELL SOUP CO	COM	134429109	634	19141	DEFI
CANADIAN NAT RES LTD	COM	136385101	1,168	23644	DEFI
CANADIAN NATL RY CO	COM	136375102	500	6645	DEFI
CAPITAL ONE FINL CORP	COM	14040H105	10,351	199254	DEFI
CARDINAL HEALTH INC	COM	14149Y108	499	12152	DEFI
CAREFUSION CORP	COM	14170T101	665	23591	DEFI
CARMAX INC	COM	143130102	791	24600	DEFI
CARNIVAL CORP	PAIRED CTF	143658300	23,331	608056	DEFI
CATERPILLAR INC DEL	COM	149123101	2,435	21871	DEFI
CB RICHARD ELLIS GROUP INC	CL A	12497T101	481	18020	DEFI
CBS CORP NEW	CL B	124857202	250	10000	DEFI
CELANESE CORP DEL	COM SER A	150870103	7,346	165600	DEFI
CELERA CORP	COM	15100E106	644	79300	DEFI
CELGENE CORP	COM	151020104	5,113	88837	DEFI
CELGENE CORP	COM	151020104	685	11,915	SH
CENTERPOINT ENERGY INC	COM	15189T107	740	42123	DEFI
CENTRAL EUROPEAN MEDIA ENTRP	CL A NEW	G20045202	10,855	509125	DEFI
CENTRAL FD CDA LTD	CL A	153501101	15,978	715206	DEFI
CENTURYLINK INC	COM	156700106	20,819	502144	DEFI
CEPHALON INC	COM	156708109	5,314	69998	DEFI
CERNER CORP	COM	156782104	378	3400	DEFI
CF INDS HLDGS INC	COM	125269100	3,038	22205	DEFI
CHESAPEAKE ENERGY CORP	COM	165167107	1,008	30074	DEFI
CHESAPEAKE ENERGY CORP	COM	165167107	552	16,470	SH
CHEVRON CORP NEW	COM	166764100	16,907	157366	DEFI
CHEVRON CORP NEW	COM	166764100	2,485	23,133	SH
CHINA MOBILE LIMITED	SPONSORED ADR	16941M109	321	6935	DEFI
CHINA MOBILE LIMITED	SPONSORED ADR	16941M109	18,286	395,462	SH
CHUBB CORP	COM	171232101	561	9152	DEFI
CHUNGHWA TELECOM CO LTD	SPON ADR NEW11	17133Q502	7,429	238326	DEFI
CHUNGHWA TELECOM CO LTD	SPON ADR NEW11	17133Q502	409	13,119	SH
CIA DE BEBIDAS DAS AMERICAS	ADR	20441W203	938	33,127	SH
CIGNA CORP	COM	125509109	4,504	101752	DEFI
CIMAREX ENERGY CO	COM	171798101	230	2000	DEFI
CINCINNATI FINL CORP	COM	172062101	476	14500	DEFI

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CINTAS CORP	COM	172908105	363	11997	DEFI
CISCO SYS INC	COM	17275R102	48,873	2848071	DEFI
CIT GROUP INC	COM NEW	125581801	1,453	34180	DEFI
CITIGROUP INC	COM	172967101	48,642	10980029	DEFI
CITIGROUP INC	COM	172967101	1,866	422,146	SH
CITRIX SYS INC	COM	177376100	22,674	308402	DEFI
CITRIX SYS INC	COM	177376100	1,323	18,012	SH
CLAYMORE EXCHANGE TRD FD TR	GUGG CHN SML CAP	18383Q853	6,221	213349	DEFI
CLIFFS NATURAL RESOURCES INC	COM	18683K101	457	4647	DEFI
CLOROX CO DEL	COM	189054109	5,050	72100	DEFI
CME GROUP INC	COM	12572Q105	712	2358	DEFI
CMS ENERGY CORP	COM	125896100	1,820	92662	DEFI
COACH INC	COM	189754104	4,216	81037	DEFI
COCA COLA CO	COM	191216100	7,275	109672	DEFI

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COCA COLA CO	COM	191216100	403	6,067	SH	DEFI
COCA COLA ENTERPRISES INC NE	COM	19122T109	26,911	985759		DEFI
COGNIZANT TECHNOLOGY SOLUTIO	CL A	192446102	1,247	15319		DEFI
COLGATE PALMOLIVE CO	COM	194162103	4,971	61562		DEFI
COMCAST CORP NEW	CL A	20030N101	22,706	917799		DEFI
COMERICA INC	COM	200340107	20,976	570918		DEFI
COMPANHIA BRASILEIRA DE DIST	SPN ADR PFD CL A	20440T201	917	21891		DEFI
COMPANHIA DE BEBIDAS DAS AME	SPON ADR PFD	20441W203	1,412	49923		DEFI
COMPANHIA DE SANEAMENTO BASI	SPONSORED ADR	20441A102	922	15704		DEFI
COMPANHIA SIDERURGICA NACION	SPONSORED ADR	20440W105	2,694	161627		DEFI
COMPUTER SCIENCES CORP	COM	205363104	2,143	44019		DEFI
COMPUWARE CORP	COM	205638109	387	33528		DEFI
CONAGRA FOODS INC	COM	205887102	26,767	1127525		DEFI
CONAGRA FOODS INC	COM	205887102	13,754	579,120	SH	DEFI
CONOCOPHILLIPS	COM	20825C104	10,072	126126		DEFI
CONSOL ENERGY INC	COM	20854P109	1,810	33720		DEFI
CONSOLIDATED EDISON INC	COM	209115104	1,357	26741		DEFI
CONSOLIDATED EDISON INC	COM	209115104	8,397	165,553	SH	DEFI
CONSTELLATION BRANDS INC	CL A	21036P108	703	34676		DEFI
CONSTELLATION ENERGY GROUP I	COM	210371100	631	20283		DEFI
COPA HOLDINGS SA	CL A	P31076105	7,695	145850		DEFI
COPA HOLDINGS SA	CL A	P31076105	370	7,010	SH	DEFI
CORNING INC	COM	219350105	653	31647		DEFI
COSAN LTD	SHS A	G25343107	485	37620		DEFI
COSAN LTD	SHS A	G25343107	1,122	86,949	SH	DEFI
COSTCO WHSL CORP NEW	COM	22160K105	1,003	13660		DEFI
COVANTA HLDG CORP	COM	22282E102	448	26240		DEFI
COVENTRY HEALTH CARE INC	COM	222862104	1,478	46375		DEFI
CREDICORP LTD	COM	G2519Y108	3,172	30223		DEFI
CREDICORP LTD	COM	G2519Y108	440	4,189	SH	DEFI
CRH PLC	ADR	12626K203	697	30000		DEFI
CROWN CASTLE INTL CORP	COM	228227104	3,068	72122		DEFI
CROWN HOLDINGS INC	COM	228368106	2,559	66350		DEFI
CSX CORP	COM	126408103	1,530	19441		DEFI
CTC MEDIA INC	COM	12642X106	241	10229		DEFI
CTC MEDIA INC	COM	12642X106	2,522	107,000	SH	DEFI
CUMMINS INC	COM	231021106	1,381	12595		DEFI
CVS CAREMARK CORPORATION	COM	126650100	25,389	739762		DEFI

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D R HORTON INC	COM	23331A109	418	35900		DEFI
DANAHER CORP DEL	COM	235851102	4,197	80919		DEFI
DAVITA INC	COM	23918K108	402	4700		DEFI
DEAN FOODS CO NEW	COM	242370104	8,149	814112		DEFI
DEAN FOODS CO NEW	COM	242370104	838	83,772	SH	DEFI
DEERE & CO	COM	244199105	1,981	20449		DEFI
DELL INC	COM	24702R101	548	37739		DEFI
DENBURY RES INC	COM NEW	247916208	694	28400		DEFI
DENISON MINES CORP	COM	248356107	43	18000		DEFI
DEVELOPERS DIVERSIFIED RLTY	COM	251591103	9,299	663771		DEFI
DEVON ENERGY CORP NEW	COM	25179M103	2,527	27562		DEFI
DEVRY INC DEL	COM	251893103	628	11400		DEFI
DIAMOND OFFSHORE DRILLING IN	COM	25271C102	823	10,596	SH	DEFI
DIAMOND OFFSHORE DRILLING IN	COM	25271C102	2,070	26638		DEFI
DIEBOLD INC	COM	253651103	4,374	123377		DEFI
DIEBOLD INC	COM	253651103	8,223	231,905	SH	DEFI
DIRECTV	COM CL A	25490A101	28,089	599929		DEFI

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DISCOVER FINL SVCS	COM	254709108	801	33260		DEFI
DISCOVERY COMMUNICATNS NEW	COM SER A	25470F104	780	19534		DEFI
DISNEY WALT CO	COM DISNEY	254687106	5,429	125982		DEFI
DOLLAR GEN CORP NEW	COM	256677105	239	7616		DEFI
DOLLAR TREE INC	COM	256746108	243	4376		DEFI
DOMINION RES INC VA NEW	COM	25746U109	850	19010		DEFI
DOMTAR CORP	COM NEW	257559203	5,568	60600		DEFI
DONNELLEY R R & SONS CO	COM	257867101	1,587	83900		DEFI
DOVER CORP	COM	260003108	22,394	340588		DEFI
DR PEPPER SNAPPLE GROUP INC	COM	26138E109	22,237	598896		DEFI
DR REDDYS LABS LTD	ADR	256135203	833	22354		DEFI
DTE ENERGY CO	COM	233331107	28,088	573820		DEFI
DU PONT E I DE NEMOURS & CO	COM	263534109	32,364	588970		DEFI
DUKE ENERGY CORP NEW	COM	26441C105	711	39198		DEFI
DUN & BRADSTREET CORP DEL NE	COM	26483E100	536	6672		DEFI
E M C CORP MASS	COM	268648102	6,956	261905		DEFI
E TRADE FINANCIAL CORP	COM NEW	269246401	2,873	183926		DEFI
EAGLE MATERIALS INC	COM	26969P108	363	12000		DEFI
EAGLE ROCK ENERGY PARTNERS L	UNIT	26985R104	5,130	500000		DEFI
EASTMAN CHEM CO	COM	277432100	1,672	16836		DEFI
EATON CORP	COM	278058102	809	14594		DEFI
EBAY INC	COM	278642103	1,072	34534		DEFI
ECHOSTAR CORP	CL A	278768106	678	17900		DEFI
ECOLAB INC	COM	278865100	546	10700		DEFI
EDISON INTL	COM	281020107	366	10000		DEFI
EDWARDS LIFESCIENCES CORP	COM	28176E108	349	4006		DEFI
EL PASO CORP	COM	28336L109	451	25029		DEFI
ELECTRONIC ARTS INC	COM	285512109	541	27691		DEFI
EMC CORP.	COM	268648102	616	23,185	SH	DEFI
EMERGENCY MEDICAL SVCS CORP	CL A	29100P102	656	10320		DEFI
EMERSON ELEC CO	COM	291011104	7,351	125765		DEFI
ENERPLUS CORP.	COM	292766102	8,667	273,748	SH	DEFI
ENTERGY CORP NEW	COM	29364G103	8,642	128538		DEFI
EOG RES INC	COM	26875P101	1,874	15810		DEFI
EQT CORP	COM	26884L109	920	18454		DEFI
EQUIFAX INC	COM	294429105	374	9617		DEFI

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EQUINIX INC	COM NEW	29444U502	1,625	17859		DEFI
EQUITY LIFESTYLE PPTYS INC	COM	29472R108	1,199	20800		DEFI
EQUITY RESIDENTIAL	SH BEN INT	29476L107	42,645	756112		DEFI
EVEREST RE GROUP LTD	COM	G3223R108	9,606	109158		DEFI
EVEREST RE GROUP LTD	COM	G3223R108	570	6,461	SH	DEFI
EXELON CORP	COM	30161N101	16,484	399706		DEFI
EXELON CORP	COM	30161N101	13,090	317,400	SH	DEFI
EXPEDIA INC DEL	COM	30212P105	393	17325		DEFI
EXPEDITORS INTL WASH INC	COM	302130109	535	10663		DEFI
EXPRESS SCRIPTS INC	COM	302182100	25,178	452519		DEFI
EXXON MOBIL CORP	COM	30231G102	87,631	1041240		DEFI
EXXON MOBIL CORP	COM	30231G102	1,360	16,163	SH	DEFI
F M C CORP	COM NEW	302491303	2,117	24921		DEFI
F5 NETWORKS INC	COM	315616102	780	7600		DEFI
FABRINET	SHS	G3323L100	1,838	91188		DEFI
FASTENAL CO	COM	311900104	797	12300		DEFI
FEDERAL REALTY INVT TR	SH BEN INT NEW	313747206	11,289	138564		DEFI
FEDERATED INVS INC PA	CL B	314211103	487	18200		DEFI
FEDEX CORP	COM	31428X106	400	4279		DEFI

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FELCOR LODGING TR INC	COM	31430F101	705	115000		DEFI
FIDELITY NATIONAL FINANCIAL	CL A	31620R105	1,200	85000		DEFI
FIDELITY NATL INFORMATION SV	COM	31620M106	460	14084		DEFI
FIFTH THIRD BANCORP	COM	316773100	21,364	1538614		DEFI
FIRST NIAGARA FINL GP INC	COM	33582V108	7,913	582,710	SH	DEFI
FIRST NIAGARA FINL GP INC	COM	33582V108	15,740	1159059		DEFI
FIRST SOLAR INC	COM	336433107	1,415	8812		DEFI
FIRSTENERGY CORP	COM	337932107	532	14340		DEFI
FISERV INC	COM	337738108	1,833	29223		DEFI
FLIR SYS INC	COM	302445101	453	13100		DEFI
FLOWERS FOODS INC	COM	343498101	12,876	472500		DEFI
FLOWERVE CORP	COM	34354P105	457	3550		DEFI
FLUOR CORP NEW	COM	343412102	22,832	309835		DEFI
FMC TECHNOLOGIES INC	COM	30249U101	837	8852		DEFI
FNB CORP PA	COM	302520101	5,552	526775		DEFI
FOOT LOCKER INC	COM	344849104	471	23860		DEFI
FORD MTR CO DEL	COM PAR \$0.01	345370860	732	49149		DEFI
FOREST LABS INC	COM	345838106	694	21506		DEFI
FORTUNE BRANDS INC	COM	349631101	6,342	102400		DEFI
FRANKLIN RES INC	COM	354613101	7,194	57549		DEFI
FREEPORT-MCMORAN COPPER & GO	COM	35671D857	9,661	173876		DEFI
FRONTIER COMMUNICATIONS CORP	COM	35906A108	610	74231		DEFI
GALLAGHER ARTHUR J & CO	COM	363576109	10,728	352885		DEFI
GANNETT INC	COM	364730101	14,345	941900		DEFI
GAP INC DEL	COM	364760108	561	24740		DEFI
GENERAL ELECTRIC CO	COM	369604103	33,208	1657100		DEFI
GENERAL ELECTRIC CO	COM	369604103	1,192	59,458	SH	DEFI
GENERAL GROWTH PPTYS INC NEW	COM	370023103	16,303	1052464		DEFI
GENERAL MLS INC	COM	370334104	11,718	320508		DEFI
GENUINE PARTS CO	COM	372460105	510	9500		DEFI
GENZYME CORP	COM	372917104	11,315	148587		DEFI
GERDAU S A	SPONSORED ADR	373737105	2,975	238193		DEFI
GERON CORP.	COM	374163103	226	44,673	SH	DEFI
GILEAD SCIENCES INC	COM	375558103	56,641	1333366		DEFI

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GOL LINHAS AEREAS INTLG S A	SP ADR REP PFD	38045R107	210	15296		DEFI
GOLDCORP INC NEW	COM	380956409	1,370	27504		DEFI
GOLDMAN SACHS GROUP INC	COM	38141G104	33,925	213960		DEFI
GOLDMAN SACHS GROUP INC	COM	38141G104	548	3,456	SH	DEFI
GOODYEAR TIRE & RUBR CO	COM	382550101	4,344	290000		DEFI
GOOGLE INC	CL A	38259P508	38,818	66171		DEFI
GOOGLE INC	CL A	38259P508	906	1,545	SH	DEFI
GRAINGER W W INC	COM	384802104	330	2400		DEFI
GREAT PLAINS ENERGY INC	COM	391164100	20,506	1024300		DEFI
GREENHILL & CO INC	COM	395259104	3,539	53800		DEFI
GRUPO TELEVISIA SA DE CV	SP ADR REP ORD	40049J206	1,043	42500		DEFI
HALLIBURTON CO	COM	406216101	5,086	102038		DEFI
HANSEN NAT CORP	COM	411310105	205	3400		DEFI
HARLEY DAVIDSON INC	COM	412822108	2,353	55386		DEFI
HARMAN INTL INDS INC	COM	413086109	763	16300		DEFI
HARRIS CORP DEL	COM	413875105	2,521	50828		DEFI
HARSCO CORP	COM	415864107	21,284	602958		DEFI
HARTFORD FINL SVCS GROUP INC	COM	416515104	294	10900		DEFI
HASBRO INC	COM	418056107	708	15111		DEFI
HCP INC	COM	40414L109	20,981	553004		DEFI
HDFC BANK LTD	ADR REPS 3 SHS	40415F101	3,821	22518		DEFI



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HEALTH CARE REIT INC	COM	42217K106	4,514	86095		DEFI
HECLA MNG CO	COM	422704106	2,438	268797		DEFI
HEINZ H J CO	COM	423074103	19,457	398536		DEFI
HELMERICH & PAYNE INC	COM	423452101	652	9500		DEFI
HERBALIFE LTD	COM USD SHS	G4412G101	1,675	20590		DEFI
HERSHEY CO	COM	427866108	3,022	55578		DEFI
HESS CORP	COM	42809H107	15,201	178459		DEFI
HEWLETT PACKARD CO	COM	428236103	29,015	708019		DEFI
HEWLETT-PACKARD CO.	COM	428236103	1,325	32,346	SH	DEFI
HIGHWOODS PPTYS INC	COM	431284108	6,899	197046		DEFI
HOME DEPOT INC	COM	437076102	3,994	107748		DEFI
HONEYWELL INTL INC	COM	438516106	799	13,385	SH	DEFI
HONEYWELL INTL INC	COM	438516106	5,265	88176		DEFI
HORMEL FOODS CORP	COM	440452100	1,122	40276		DEFI
HOSPIRA INC	COM	441060100	1,442	26139		DEFI
HOSPITALITY PPTYS TR	COM SH BEN INT	44106M102	3,022	130547		DEFI
HOST HOTELS & RESORTS INC	COM	44107P104	26,343	1495062		DEFI
HSBC HLDGS PLC	SPON ADR NEW	404280406	717	13830		DEFI
HUDSON CITY BANCORP	COM	443683107	7,606	786556		DEFI
HUDSON CITY BANCORP	COM	443683107	12,632	1,304,970	SH	DEFI
HUMAN GENOME SCIENCES INC	COM	444903108	2,069	75420		DEFI
HUMANA INC	COM	444859102	2,991	42784		DEFI
HUNTINGTON BANCSHARES INC	COM	446150104	1,749	263000		DEFI
HYPERDYNAMICS CORP	COM	448954107	209	45173		DEFI
IAMGOLD CORP	COM	450913108	217	9867		DEFI
ICICI BK LTD	ADR	45104G104	6,323	126897		DEFI
ILLINOIS TOOL WKS INC	COM	452308109	1,306	24317		DEFI
ILLUMINA INC	COM	452327109	664	9476		DEFI
INFOSYS TECHNOLOGIES LTD	SPONSORED ADR	456788108	7,328	102179		DEFI
INTEGRYS ENERGY GROUP INC	COM	45822P105	2,080	41205		DEFI
INTEL CORP	COM	458140100	59,286	2936386		DEFI
INTEL CORP	COM	458140100	18,291	906,852	SH	DEFI

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INTERMUNE INC	COM	45884X103	929	19680		DEFI
INTERNATIONAL BUSINESS MACHS	COM	459200101	14,747	90372		DEFI
INTERNATIONAL FLAVORS&FRAGRA	COM	459506101	621	9969		DEFI
INTERNATIONAL GAME TECHNOLOG	COM	459902102	21,080	1296410		DEFI
INTERPUBLIC GROUP COS INC	COM	460690100	458	36400		DEFI
INTL PAPER CO	COM	460146103	241	7984		DEFI
INTUIT	COM	461202103	688	12959		DEFI
INTUITIVE SURGICAL INC	COM NEW	46120E602	1,303	3894		DEFI
INVESCO LTD	SHS	G491BT108	1,695	66343		DEFI
IRON MTN INC	COM	462846106	667	21369		DEFI
ISHARES INC	MSCI AUSTRALIA	464286103	2,335	87800		DEFI
ISHARES INC	MSCI AUSTRALIA	464286103	1,488	55,900	SH	DEFI
ISHARES INC	MSCI BRAZIL	464286400	34,055	439649		DEFI
ISHARES INC	MSCI CHILE INVES	464286640	503	7000		DEFI
ISHARES INC	MSCI PAC J IDX	464286665	9,952	206004		DEFI
ISHARES INC	MSCI SINGAPORE	464286673	1,504	110000		DEFI
ISHARES INC	MSCI TURKEY FD	464286715	383	6000		DEFI
ISHARES INC	MSCI TAIWAN	464286731	19,301	1298011		DEFI
ISHARES INC	MSCI TAIWAN	464286731	3,601	242,189	SH	DEFI
ISHARES INC	MSCI S KOREA	464286772	245	3800		DEFI
ISHARES INC	MSCI MEX INVEST	464286822	1,520	24200		DEFI
ISHARES INC	MSCI MALAYSIA	464286830	16,650	1126529		DEFI
ISHARES INC	MSCI MALAYSIA	464286830	3,170	214,610	SH	DEFI

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ISHARES INC	MSCI JAPAN	464286848	108	10500		DEFI
ISHARES INC	MSCI ACJPN IDX	464288182	4,427	70,300	SH	DEFI
ISHARES TR	S&P 100 IDX FD	464287101	2,752	46371		DEFI
ISHARES TR	TRANSP AVE IDX	464287192	47,920	500000		DEFI
ISHARES TR	S&P 500 INDEX	464287200	9,205	69200		DEFI
ISHARES TR	BARCLY USAGG B	464287226	1,995	18975		DEFI
ISHARES TR	MSCI EMERG MKT	464287234	26,679	548160		DEFI
ISHARES TR	S&P LTN AM 40	464287390	2,029	37735		DEFI
ISHARES TR	MSCI EAFE INDEX	464287465	3,950	65700		DEFI
ISHARES TR	RUSSELL1000GRW	464287614	2,180	36050		DEFI
ISHARES TR	DJ US TECH SEC	464287721	1,405	21109		DEFI
ISHARES TR	DJ US REAL EST	464287739	157,657	2655500		DEFI
ISHARES TR	DJ US BAS MATL	464287838	40,895	500000		DEFI
ISHARES TR	MSCI ACJPN IDX	464288182	6,897	109400		DEFI
ISHARES TR	MSCI ACWI INDX	464288257	445	9200		DEFI
ISHARES TR	JPMORGAN USD	464288281	10,553	99050		DEFI
ISHARES TR	S&P GLO INFRAS	464288372	407	11052		DEFI
ISHARES TR	HIGH YLD CORP	464288513	1,027	11180		DEFI
ITAU UNIBANCO HLDG SA	SPON ADR REP PFD	465562106	5,987	248825		DEFI
ITAU UNIBANCO HLDG SA	SPON ADR REP PFD	465562106	1,883	78,284	SH	DEFI
ITRON INC	COM	465741106	347	6144		DEFI
ITT CORP NEW	COM	450911102	574	9552		DEFI
JA SOLAR HOLDINGS CO LTD	SPON ADR	466090107	134	19110		DEFI
JABIL CIRCUIT INC	COM	466313103	22,094	1080912		DEFI
JACOBS ENGR GROUP INC DEL	COM	469814107	1,890	36737		DEFI
JANUS CAP GROUP INC	COM	47102X105	317	25400		DEFI
JDS UNIPHASE CORP	COM PAR \$0.001	46612J507	446	21400		DEFI
JOHNSON & JOHNSON	COM	478160104	52,509	885781		DEFI
JOHNSON & JOHNSON	COM	478160104	1,191	20,103	SH	DEFI
JOHNSON CTLS INC	COM	478366107	684	16445		DEFI

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JOY GLOBAL INC	COM	481165108	5,973	60600		DEFI
JPMORGAN CHASE & CO	COM	46625H100	78,758	1707305		DEFI
JPMORGAN CHASE & CO	COM	46625H100	1,050	22,782	SH	DEFI
JUNIPER NETWORKS INC	COM	48203R104	547	13000		DEFI
JUNIPER NETWORKS INC	COM	48203R104	964	22,904	SH	DEFI
KELLOGG CO	COM	487836108	268	4961		DEFI
KEYCORP NEW	COM	493267108	1,402	157900		DEFI
KIMBERLY CLARK CORP	COM	494368103	3,986	61085		DEFI
KIMBERLY CLARK CORP	COM	494368103	18,541	284,065	SH	DEFI
KIMCO RLTY CORP	COM	49446R109	7,032	383443		DEFI
KINDER MORGAN ENERGY PARTNERS LP	Ltd Part	494550106	8,328	112,399	SH	DEFI
KLA-TENCOR CORP	COM	482480100	1,956	41320		DEFI
KOHL'S CORP	COM	500255104	2,383	44932		DEFI
KRAFT FOODS INC	CL A	50075N104	39,506	1259362		DEFI
KRAFT FOODS INC	COM	50075N104	18,812	599,874	SH	DEFI
KROGER CO	COM	501044101	5,435	226730		DEFI
LABORATORY CORP AMER HLDGS	COM NEW	50540R409	2,852	30960		DEFI
LADENBURG THALMAN FIN SVCS I	COM	50575Q102	2,615	2293804		DEFI
LAM RESEARCH CORP	COM	512807108	21,136	372833		DEFI
LASALLE HOTEL PTYS	COM SH BEN INT	517942108	2,365	87600		DEFI
LAUDER ESTEE COS INC	CL A	518439104	5,132	53214		DEFI
LAZARD LTD	SHS A	G54050102	1,665	40050		DEFI
LEAR CORP	COM NEW	521865204	313	6400		DEFI
LEGGETT & PLATT, INC.	COM	524660107	8,680	354,280	SH	DEFI

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LENNAR CORP	CL A	526057104	364	20100		DEFI
LEUCADIA NATL CORP	COM	527288104	1,672	44526		DEFI
LEXMARK INTL NEW	CL A	529771107	1,604	43300		DEFI
LIBERTY GLOBAL INC	COM SER A	530555101	242	5849		DEFI
LIBERTY MEDIA CORP NEW	LIB STAR COM A	53071M708	20,151	259350		DEFI
LIBERTY PPTY TR	SH BEN INT	531172104	14,739	448280		DEFI
LIFE TECHNOLOGIES CORP	COM	53217V109	12,460	237783		DEFI
LIFE TECHNOLOGIES CORP	COM	53217V109	746	14,229	SH	DEFI
LIGAND PHARMACEUTICALS INC	COM NEW	53220K504	197	19706		DEFI
LILLY ELI & CO	COM	532457108	868	24678		DEFI
LIMITED BRANDS INC	COM	532716107	991	30135		DEFI
LINCOLN NATL CORP IND	COM	534187109	235	7800		DEFI
LINEAR TECHNOLOGY CORP	COM	535678106	320	9517		DEFI
LOEWS CORP	COM	540424108	1,056	24515		DEFI
LORILLARD INC	COM	544147101	3,126	32901		DEFI
LORILLARD INC	COM	544147101	8,565	90,150	SH	DEFI
LOWES COS INC	COM	548661107	2,508	94857		DEFI
LSI CORPORATION	COM	502161102	602	88600		DEFI
LUBRIZOL CORP	COM	549271104	2,042	15241		DEFI
MACERICH CO	COM	554382101	24,718	498949		DEFI
MACYS INC	COM	55616P104	23,167	954943		DEFI
MARATHON OIL CORP	COM	565849106	10,198	191222		DEFI
MARATHON OIL CORP	COM	565849106	853	15,996	SH	DEFI
MARKET VECTORS ETF TR	GOLD MINER ETF	57060U100	804	13365		DEFI
MARKET VECTORS ETF TR	RUSSIA ETF	57060U506	383	9200		DEFI
MARKET VECTORS ETF TR	BRAZL SMCP ETF	57060U613	389	6874		DEFI
MARKET VECTORS ETF TR	INDONESIA ETF	57060U753	576	19200		DEFI
MARKET VECTORS ETF TR	VIETNAM ETF	57060U761	1,185	50000		DEFI

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MARRIOTT INTL INC NEW	CL A	571903202	1,825	51320		DEFI
MARSH & MCLENNAN COS INC	COM	571748102	1,187	39795		DEFI
MARSHALL & ILSLEY CORP NEW	COM	571837103	398	49800		DEFI
MARVELL TECHNOLOGY GROUP LTD	ORD	G5876H105	31,163	2002736		DEFI
MASCO CORP	COM	574599106	519	37300		DEFI
MASTERCARD INC	CL A	57636Q104	57,013	226235		DEFI
MATTEL INC	COM	577081102	549	22002		DEFI
MAXIM INTEGRATED PRODUCTS	COM	57772K101	7,899	308,571	SH	DEFI
MCDONALDS CORP	COM	580135101	20,526	269694		DEFI
MCDONALDS CORP	COM	580135101	1,219	16,027	SH	DEFI
MCKESSON CORP	COM	58155Q103	9,914	125381		DEFI
MEAD JOHNSON NUTRITION CO	COM	582839106	7,491	129361		DEFI
MEAD JOHNSON NUTRITION CO.	COM	582839106	1,006	17,371	SH	DEFI
MEADWESTVACO CORP	COM	583334107	643	21188		DEFI
MECHEL OAO	SPONSORED ADR	583840103	4,854	157765		DEFI
MECHEL OAO	ADR	583840103	28,015	909,887	SH	DEFI
MECHEL OAO	SPON ADR PFD	583840509	1,091	100,000	SH	DEFI
MECHEL OAO	SPON ADR PFD	583840509	245	22400		DEFI
MEDCO HEALTH SOLUTIONS INC	COM	58405U102	8,949	159413		DEFI
MEDTRONIC INC	COM	585055106	36,583	930156		DEFI
MERCK & CO INC NEW	COM	58933Y105	94,525	2862657		DEFI
MERCK & CO INC NEW	COM	58933Y105	19,168	580,664	SH	DEFI
MEREDITH CORP	COM	589433101	996	29343		DEFI
METLIFE INC	COM	59156R108	97,135	2173053		DEFI
METROPICS COMMUNICATIONS INC	COM	591708102	2,634	162209		DEFI
MICROCHIP TECHNOLOGY INC	COM	595017104	325	8547		DEFI
MICRON TECHNOLOGY INC	COM	595112103	537	46800		DEFI

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MICROSOFT CORP	COM	594918104	125,676	4942054		DEFI
MICROSOFT CORP	COM	594918104	2,114	83,348	SH	DEFI
MINDRAY MEDICAL INTL LTD	SPON ADR	602675100	416	16500		DEFI
MOBILE TELESYSTEMS OJSC	SPONSORED ADR	607409109	1,840	86652		DEFI
MOBILE TELESYSTEMS OJSC	SPONSORED ADR	607409109	9,740	458,800	SH	DEFI
MOLEX INC	COM	608554101	382	15200		DEFI
MOLSON COORS BREWING CO	CL B	60871R209	31,586	673338		DEFI
MOLSON COORS BREWING CO	CL B	60871R209	1,243	26,504	SH	DEFI
MOLYCORP INC DEL	COM	608753109	678	11291		DEFI
MONSANTO CO NEW	COM	61166W101	5,754	79651		DEFI
MONSANTO CO.	COM	61166W101	532	7,368	SH	DEFI
MONSTER WORLDWIDE INC	COM	611742107	2,232	140300		DEFI
MOODYS CORP	COM	615369105	331	9770		DEFI
MORGAN STANLEY	COM NEW	617446448	8,868	324584		DEFI
MOSAIC CO	COM	61945A107	2,288	29062		DEFI
MOSAIC CO	COM	61945A107	719	9,133	SH	DEFI
MOTOROLA MOBILITY HLDGS INC	COM	620097105	722	29574		DEFI
MOTOROLA SOLUTIONS INC	COM NEW	620076307	662	14802		DEFI
MURPHY OIL CORP	COM	626717102	301	4100		DEFI
MYLAN INC	COM	628530107	9,228	407255		DEFI
NABORS INDUSTRIES LTD	SHS	G6359F103	1,743	57374		DEFI
NASDAQ OMX GROUP INC	COM	631103108	289	11200		DEFI
NATIONAL OILWELL VARCO INC	COM	637071101	24,535	309469		DEFI
NATIONAL SEMICONDUCTOR CORP	COM	637640103	5,115	356679		DEFI
NATIONAL SEMICONDUCTOR CORP	COM	637640103	756	52,743	SH	DEFI

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NATIONWIDE HEALTH PPTYS INC	COM	638620104	13,005	305773		DEFI
NEOPHOTONICS CORP	COM	64051T100	650	57530		DEFI
NETAPP INC	COM	64110D104	3,420	71048		DEFI
NETAPP INC	COM	64110D104	4,580	95,063	SH	DEFI
NETFLIX INC	COM	64110L106	1,735	7300		DEFI
NEUROCRINE BIOSCIENCES INC	COM	64125C109	882	116559		DEFI
NEWALLIANCE BANCSHARES INC	COM	650203102	29,680	2000000		DEFI
NEWELL RUBBERMAID INC	COM	651229106	537	28120		DEFI
NEWFIELD EXPL CO	COM	651290108	664	8731		DEFI
NEWMONT MINING CORP	COM	651639106	4,366	80001		DEFI
NEWS CORP	CL A	65248E104	1,060	60352		DEFI
NEXSTAR BROADCASTING GROUP I	CL A	65336K103	1,296	150000		DEFI
NEXTERA ENERGY INC	COM	65339F101	1,634	29646		DEFI
NICE SYS LTD	SPONSORED ADR	653656108	359	9700		DEFI
NICOR INC	COM	654086107	420	7828		DEFI
NII HLDGS INC	CL B NEW	62913F201	2,582	61935		DEFI
NIKE INC	CL B	654106103	1,894	24939		DEFI
NOBLE ENERGY INC	COM	655044105	1,003	10383		DEFI
NORFOLK SOUTHERN CORP	COM	655844108	15,140	218691		DEFI
NORTHEAST UTILS	COM	664397106	3,711	107215		DEFI
NORTHERN TR CORP	COM	665859104	548	10806		DEFI
NOVELL INC	COM	670006105	352	59300		DEFI
NOVELLUS SYS INC	COM	670008101	353	9500		DEFI
NPS PHARMACEUTICALS INC	COM	62936P103	453	47300		DEFI
NRG ENERGY INC	COM NEW	629377508	2,890	134163		DEFI
NUANCE COMMUNICATIONS INC	COM	67020Y100	201	10300		DEFI
NUCOR CORP	COM	670346105	3,255	70708		DEFI
NUCOR CORP	COM	670346105	790	17,168	SH	DEFI
NVIDIA CORP	COM	67066G104	686	37150		DEFI
NYSE EURONEXT	COM	629491101	6,197	176464		DEFI

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O REILLY AUTOMOTIVE INC NEW	COM	67103H107	230	4000		DEFI
OCCIDENTAL PETE CORP DEL	COM	674599105	32,330	309436		DEFI
OCCIDENTAL PETE CORP DEL	COM	674599105	997	9,537	SH	DEFI
OCH ZIFF CAP MGMT GROUP	CL A	67551U105	2,083	127818		DEFI
OFFICE DEPOT INC	COM	676220106	1,392	300000		DEFI
OMNICOM GROUP INC	COM	681919106	226	4600		DEFI
ONEOK INC NEW	COM	682680103	241	3600		DEFI
OPEN TEXT CORP	COM	683715106	420	6741		DEFI
ORACLE CORP	COM	68389X105	13,814	413339		DEFI
ORACLE CORP	COM	68389X105	577	17,289	SH	DEFI
ORIENT-EXPRESS HOTELS LTD	CL A	G67743107	675	54600		DEFI
ORMAT TECHNOLOGIES INC	COM	686688102	344	13560		DEFI
OSHKOSH CORP	COM	688239201	624	17638		DEFI
OWENS ILL INC	COM NEW	690768403	7,746	256486		DEFI
PACCAR INC	COM	693718108	747	14255		DEFI
PACKAGING CORP AMER	COM	695156109	20,937	724953		DEFI
PALL CORP	COM	696429307	7,127	123753		DEFI
PAN AMERICAN SILVER CORP	COM	697900108	334	8994		DEFI
PARKER HANNIFIN CORP	COM	701094104	1,019	10760		DEFI
PARTNERRE LTD	COM	G6852T105	2,337	29500		DEFI
PATNI COMPUTER SYS	SPONS ADR	703248203	285	13992		DEFI
PATTERSON COMPANIES INC	COM	703395103	1,261	39136		DEFI
PDL BIOPHARMA INC	COM	69329Y104	357	61600		DEFI

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PEABODY ENERGY CORP	COM	704549104	494	6864		DEFI
PEBBLEBROOK HOTEL TR	COM	70509V100	2,672	120683		DEFI
PENTAIR INC	COM	709631105	1,380	36525		DEFI
PEOPLES UNITED FINANCIAL INC	COM	712704105	14,323	1139445		DEFI
PEOPLES UNITED FINANCIAL INC	COM	712704105	1,171	93,087	SH	DEFI
PEPCO HOLDINGS INC	COM	713291102	47,089	2524900		DEFI
PEPSICO INC	COM	713448108	56,862	882677		DEFI
PEPSICO INC	COM	713448108	1,207	18,733	SH	DEFI
PERKINELMER INC	COM	714046109	1,795	68314		DEFI
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	2,499	70,321	SH	DEFI
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	711	20006		DEFI
PETROLEO BRASILEIRO SA PETRO	SPONSORED ADR	71654V408	990	24,488	SH	DEFI
PETROLEO BRASILEIRO SA PETRO	SPONSORED ADR	71654V408	5,401	133553		DEFI
PETSMART INC	COM	716768106	227	5541		DEFI
PFIZER INC	COM	717081103	83,794	4123726		DEFI
PFIZER INC	COM	717081103	18,884	929,806	SH	DEFI
PG&E CORP	COM	69331C108	6,314	142980		DEFI
PHARMACEUTICAL PROD DEV INC	COM	717124101	242	8743		DEFI
PHILIP MORRIS INTL INC	COM	718172109	31,014	472551		DEFI
PHILIPPINE LONG DISTANCE TEL	SPONSORED ADR	718252604	303	5672		DEFI
PHILLIPS VAN HEUSEN CORP	COM	718592108	2,025	31226		DEFI
PINNACLE WEST CAP CORP	COM	723484101	760	17745		DEFI
PIONEER NAT RES CO	COM	723787107	3,216	31547		DEFI
PITNEY BOWES INC	COM	724479100	15,740	612671		DEFI
PITNEY BOWES INC	COM	724479100	18,876	734,749	SH	DEFI
PNC FINL SVCS GROUP INC	COM	693475105	834	13247		DEFI
POLO RALPH LAUREN CORP	CL A	731572103	929	7518		DEFI
POTASH CORP SASK INC	COM	73755L107	5,220	88513		DEFI
POWERSHS DB MULTI SECT COMM	DB ENERGY FUND	73936B101	377	12000		DEFI
POWERSHS DB MULTI SECT COMM	DB PREC MTLs	73936B200	417	8000		DEFI
POWERSHS DB MULTI SECT COMM	DB OIL FUND	73936B507	1,129	35000		DEFI
PPG INDS INC	COM	693506107	486	5099		DEFI

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PPL CORP	COM	69351T106	10,776	426258		DEFI
PPL CORP	COM	69351T106	12,977	512,929	SH	DEFI
PRAXAIR INC	COM	74005P104	3,326	32727		DEFI
PRECISION CASTPARTS CORP	COM	740189105	1,308	8886		DEFI
PRICE T ROWE GROUP INC	COM	74144T108	392	5900		DEFI
PRICELINE COM INC	COM NEW	741503403	2,794	5508		DEFI
PRIDE INTL INC DEL	COM	74153Q102	211	4900		DEFI
PRINCIPAL FINL GROUP INC	COM	74251V102	860	26800		DEFI
PROASSURANCE CORP	COM	74267C106	1,442	22900		DEFI
PROCTER & GAMBLE CO	COM	742718109	50,367	817242		DEFI
PROCTER & GAMBLE CO	COM	742718109	2,271	36,863	SH	DEFI
PROGRESS ENERGY INC	COM	743263105	392	8500		DEFI
PROGRESSIVE CORP OHIO	COM	743315103	507	23985		DEFI
PROLOGIS	SH BEN INT	743410102	21,645	1354530		DEFI
PRUDENTIAL FINL INC	COM	744320102	26,032	422866		DEFI
PSS WORLD MED INC	COM	69366A100	2,337	86200		DEFI
PUBLIC STORAGE	COM	74460D109	17,381	156683		DEFI
PUBLIC SVC ENTERPRISE GROUP	COM	744573106	658	20863		DEFI
PULTE GROUP INC	COM	745867101	420	56900		DEFI
QEP RES INC	COM	74733V100	543	13400		DEFI

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QUALCOMM INC	COM	747525103	60,486	1102151		DEFI
QUANTA SVCS INC	COM	74762E102	710	31,647	SH	DEFI
QUANTA SVCS INC	COM	74762E102	605	27000		DEFI
QUEST DIAGNOSTICS INC	COM	74834L100	541	9400		DEFI
QUESTAR CORP	COM	748356102	446	25589		DEFI
QWEST COMMUNICATIONS INTL IN	COM	749121109	511	74567		DEFI
RADIOSHACK CORP	COM	750438103	324	21600		DEFI
RALCORP HLDGS INC NEW	COM	751028101	17,458	255129		DEFI
RANGE RES CORP	COM	75281A109	26,630	455753		DEFI
RED HAT INC	COM	756577102	1,412	31098		DEFI
REGAL ENTMT GROUP	CL A	758766109	20,357	1507951		DEFI
REGENCY CTRS CORP	COM	758849103	11,735	270022		DEFI
REGENERON PHARMACEUTICALS	COM	75886F107	1,377	30700		DEFI
REGIONS FINANCIAL CORP NEW	COM	7591EP100	566	78000		DEFI
REINSURANCE GROUP AMER INC	COM NEW	759351604	20,487	326338		DEFI
RENAISSANCERE HOLDINGS LTD	COM	G7496G103	1,787	25873		DEFI
REPUBLIC SVCS INC	COM	760759100	3,107	103464		DEFI
REYNOLDS AMERICAN INC	COM	761713106	9,146	257491		DEFI
REYNOLDS AMERICAN INC	COM	761713106	12,727	358,193	SH	DEFI
RIGEL PHARMACEUTICALS INC	COM NEW	766559603	214	30000		DEFI
ROBERT HALF INTL INC	COM	770323103	452	14755		DEFI
ROCKWELL AUTOMATION INC	COM	773903109	1,139	12038		DEFI
ROCKWELL COLLINS INC	COM	774341101	773	11936		DEFI
ROPER INDS INC NEW	COM	776696106	5,101	58993		DEFI
ROSS STORES INC	COM	778296103	2,489	34968		DEFI
ROWAN COS INC	COM	779382100	5,681	128697		DEFI
RUBICON MINERALS CORP	COM	780911103	57	10900		DEFI
RYDER SYS INC	COM	783549108	1,395	27600		DEFI
SAFEWAY INC	COM NEW	786514208	778	33049		DEFI
SAIC INC	COM	78390X101	1,641	96885		DEFI
SALESFORCE COM INC	COM	79466L302	5,640	42212		DEFI
SANDISK CORP	COM	80004C101	5,879	127500		DEFI
SARA LEE CORP	COM	803111103	612	34637		DEFI
SCANA CORP NEW	COM	80589M102	320	8130		DEFI
SCHEIN HENRY INC	COM	806407102	788	11246		DEFI

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SCHLUMBERGER LTD	COM	806857108	31,496	337978		DEFI
SCHLUMBERGER LTD	COM	806857108	728	7,802	SH	DEFI
SCHWAB CHARLES CORP NEW	COM	808513105	368	20419		DEFI
SCRIPPS NETWORKS INTERACT IN	CL A COM	811065101	556	11100		DEFI
SEACOR HOLDINGS INC	COM	811904101	2,652	28500		DEFI
SEADRILL LIMITED	SHS	G7945E105	2,150	59548		DEFI
SEALED AIR CORP NEW	COM	81211K100	1,453	54489		DEFI
SELECT SECTOR SPDR TR	SBI INT-ENERGY	81369Y506	1,515	19000		DEFI
SELECT SECTOR SPDR TR	SBI INT-FINL	81369Y605	10,844	661600		DEFI
SEMPRA ENERGY	COM	816851109	1,036	19367		DEFI
SIGMA ALDRICH CORP	COM	826552101	1,639	25721		DEFI
SIGNET JEWELERS LIMITED	SHS	G81276100	5,292	115000		DEFI
SIMON PPTY GROUP INC NEW	COM	828806109	44,145	412762		DEFI
SL GREEN RLTY CORP	COM	78440X101	17,191	228386		DEFI
SMUCKER J M CO	COM NEW	832696405	707	9900		DEFI
SOUTHERN CO	COM	842587107	16,891	443445		DEFI
SOUTHERN CO	COM	842587107	541	14,200	SH	DEFI
SOUTHWEST AIRLS CO	COM	844741108	635	50300		DEFI

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SOUTHWESTERN ENERGY CO	COM	845467109	9,669	225013		DEFI
SOUTHWESTERN ENERGY CO	COM	845467109	854	19,881	SH	DEFI
SPDR DOW JONES INDL AVRG ETF	UT SER 1	78467X109	1,601	13000		DEFI
SPDR GOLD TRUST	GOLD SHS	78463V107	6,992	50000		DEFI
SPDR INDEX SHS FDS	EMERG MKTS ETF	78463X509	1,746	23186		DEFI
SPDR INDEX SHS FDS	S&P BRIC 40ETF	78463X798	644	23400		DEFI
SPDR S&P 500 ETF TR	TR UNIT	78462F103	41,130	310275		DEFI
SPDR S&P BIOTECH ETF	ETP	78464A870	2,052	30,736	SH	DEFI
SPDR SERIES TRUST	KBW REGN BK ETF	78464A698	117,172	4400000		DEFI
SPDR SERIES TRUST	S&P RETAIL ETF	78464A714	101,660	2000000		DEFI
SPDR SERIES TRUST	S&P OILGAS EXP	78464A730	165,237	2563000		DEFI
SPDR SERIES TRUST	S&P METALS MNG	78464A755	44,568	600000		DEFI
SPDR SERIES TRUST	SPDR KBW BK ETF	78464A797	18,060	700000		DEFI
SPDR SERIES TRUST	S&P BIOTECH	78464A870	18,076	271901		DEFI
SPECTRA ENERGY CORP	COM	847560109	9,954	366343		DEFI
SPECTRA ENERGY CORP	COM	847560109	9,125	335,734	SH	DEFI
SPIRIT AEROSYSTEMS HLDGS INC	COM CL A	848574109	521	20278		DEFI
SPRINT NEXTEL CORP	COM SER 1	852061100	22,034	4728288		DEFI
ST JUDE MED INC	COM	790849103	7,562	147724		DEFI
STANLEY BLACK & DECKER INC	COM	854502101	354	4616		DEFI
STAPLES INC	COM	855030102	733	37745		DEFI
STARBUCKS CORP	COM	855244109	24,993	676229		DEFI
STARWOOD HOTELS&RESORTS WRLD	COM	85590A401	14,549	250151		DEFI
STATE STR CORP	COM	857477103	693	15416		DEFI
STERICYCLE INC	COM	858912108	771	8689		DEFI
STERLITE INDS INDIA LTD	ADS	859737207	1,963	126972		DEFI
STRYKER CORP	COM	863667101	844	13880		DEFI
SUNCOR ENERGY INC NEW	COM	867224107	39,218	874614		DEFI
SUNOCO INC	COM	86764P109	1,509	33096		DEFI
SUNPOWER CORP	COM CL A	867652109	175	10200		DEFI
SUNTRUST BKS INC	COM	867914103	5,296	183498		DEFI
SUPERMEDIA INC	COM	868447103	637	102374		DEFI
SUPERVALU INC	COM	868536103	4,834	541902		DEFI
SYCAMORE NETWORKS INC	COM NEW	871206405	2,646	108339		DEFI
SYMANTEC CORP	COM	871503108	9,546	514625		DEFI
SYMANTEC CORP	COM	871503108	813	43,855	SH	DEFI
SYSCO CORP	COM	871829107	404	14617		DEFI

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TAIWAN SEMICONDUCTOR MANUFACTURING CO., LTD.	ADR	874039100	18,694	1,534,851	SH	DEFI
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	2,571	210793		DEFI
TALISMAN ENERGY INC	COM	87425E103	303	12281		DEFI
TAM SA	SP ADR REP PFD	87484D103	299	15131		DEFI
TANGER FACTORY OUTLET CTRS I	COM	875465106	4,908	186966		DEFI
TARGET CORP	COM	87612E106	2,917	58336		DEFI
TATA MTRS LTD	SPONSORED ADR	876568502	3,745	134792		DEFI
TAUBMAN CTRS INC	COM	876664103	9,329	174140		DEFI
TECHNE CORP	COM	878377100	1,596	22300		DEFI
TEEKAY LNG PARTNERS L P	PRTNRSP UNITS	Y8564M105	2,861	69800		DEFI
TELE NORTE LESTE PART S A	SPON ADR PFD	879246106	375	21369		DEFI
TELE NORTE LESTE PART S A	SPON ADR PFD	879246106	12,866	733,917	SH	DEFI
TELLABS INC	COM	879664100	335	63900		DEFI
TEMPUR PEDIC INTL INC	COM	88023U101	801	15800		DEFI
TERADATA CORP DEL	COM	88076W103	923	18201		DEFI

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TERADATA CORP DEL	COM	88076W103	858	16,931	SH	DEFI
TERADYNE INC	COM	880770102	527	29600		DEFI
TERNIUM SA	ADR	880890108	973	27,075	SH	DEFI
TESORO CORP	COM	881609101	1,790	66700		DEFI
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	2,811	56052		DEFI
TEXAS INSTRS INC	COM	882508104	621	17982		DEFI
THERMO FISHER SCIENTIFIC INC	COM	883556102	12,331	221941		DEFI
THERMO FISHER SCIENTIFIC INC	COM	883556102	1,033	18,602	SH	DEFI
TIFFANY & CO NEW	COM	886547108	3,134	51029		DEFI
TIME WARNER CABLE INC	COM	88732J207	1,575	22077		DEFI
TIME WARNER INC	COM NEW	887317303	15,450	432524		DEFI
TITANIUM METALS CORP	COM NEW	888339207	316	17000		DEFI
TITANIUM METALS CORP	COM NEW	888339207	544	29,293	SH	DEFI
TJX COS INC NEW	COM	872540109	1,256	25263		DEFI
TORCHMARK CORP	COM	891027104	513	7719		DEFI
TOTAL SYS SVCS INC	COM	891906109	802	44500		DEFI
TRANSDIGM GROUP INC	COM	893641100	21,062	251399		DEFI
TRAVELERS COMPANIES INC	COM	89417E109	2,979	50105		DEFI
TRAVELERS COMPANIES INC	COM	89417E109	1,204	20,235	SH	DEFI
TRINA SOLAR LIMITED	SPON ADR	89628E104	723	24000		DEFI
TRINITY INDS INC	COM	896522109	21,607	589078		DEFI
TYSON FOODS INC	CL A	902494103	790	41200		DEFI
UDR INC	COM	902653104	11,162	457852		DEFI
UNION PAC CORP	COM	907818108	23,268	236608		DEFI
UNITED MICROELECTRONICS CORP	SPON ADR NEW	910873405	120	44116		DEFI
UNITED PARCEL SERVICE INC	CL B	911312106	1,731	23296		DEFI
UNITED STATES NATL GAS FUND	UNIT NEW	912318110	368	32000		DEFI
UNITED STATES STL CORP NEW	COM	912909108	20,608	381777		DEFI
UNITED TECHNOLOGIES CORP	COM	913017109	9,184	108528		DEFI
UNITEDHEALTH GROUP INC	COM	91324P102	11,168	247031		DEFI
UNUM GROUP	COM	91529Y106	219	8346		DEFI
URBAN OUTFITTERS INC	COM	917047102	20,239	679630		DEFI
US BANCORP DEL	COM NEW	902973304	1,314	49722		DEFI
V F CORP	COM	918204108	10,635	107968		DEFI
VALE S A	ADR	91912E105	4,949	148408		DEFI
VALE S A	ADR	91912E105	1,313	39,365	SH	DEFI
VALERO ENERGY CORP NEW	COM	91913Y100	23,994	804364		DEFI
VALIDUS HOLDINGS LTD	COM SHS	G9319H102	587	17600		DEFI
VARIAN MED SYS INC	COM	92220P105	1,020	15081		DEFI



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VENTAS INC	COM	92276F100	10,311	189779		DEFI
VERISIGN INC	COM	92343E102	10,672	294565		DEFI
VERISK ANALYTICS INC	CL A	92345Y106	2,197	67090		DEFI
VERIZON COMMUNICATIONS INC	COM	92343V104	64,053	1661130		DEFI
VERTEX PHARMACEUTICALS INC	COM	92532F100	1,955	40800		DEFI
VF CORP.	COM	918204108	844	8,567	SH	DEFI
VIACOM INC NEW	CL B	92553P201	7,470	160603		DEFI
VIMPELCOM LTD	SPONSORED ADR	92719A106	78,554	5559366		DEFI
VIRGIN MEDIA INC	COM	92769L101	58,338	2100000		DEFI
VISA INC	COM CL A	92826C839	1,766	23979		DEFI
VISIONCHINA MEDIA INC	SPONS ADR	92833U103	321	74418		DEFI
VIVO PARTICIPACOES S A	SPON ADR PFD NEW	92855S200	2,043	50589		DEFI
VODAFONE GROUP PLC NEW	SPONS ADR NEW	92857W209	322	11187		DEFI

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VORNADO RLTY TR	SH BEN INT	929042109	35,395	404608		DEFI
VULCAN MATLS CO	COM	929160109	214	4700		DEFI
WABCO HLDGS INC	COM	92927K102	20,880	338900		DEFI
WAL MART STORES INC	COM	931142103	54,620	1049167		DEFI
WAL MART STORES INC	COM	931142103	1,134	21,781	SH	DEFI
WALGREEN CO	COM	931422109	5,559	138376		DEFI
WASHINGTON POST CO	CL B	939640108	397	900		DEFI
WASTE MGMT INC DEL	COM	94106L109	12,134	324,966	SH	DEFI
WASTE MGMT INC DEL	COM	94106L109	3,131	83820		DEFI
WATERS CORP	COM	941848103	4,452	51198		DEFI
WATSON PHARMACEUTICALS INC	COM	942683103	2,628	46889		DEFI
WEATHERFORD INTERNATIONAL LTD.	COM	H27013103	1,681	74,385	SH	DEFI
WEIGHT WATCHERS INTL INC NEW	COM	948626106	1,020	14600		DEFI
WELLPOINT INC	COM	94973V107	2,164	31015		DEFI
WELLS FARGO & CO NEW	COM	949746101	50,876	1604417		DEFI
WELLS FARGO & CO NEW	COM	949746101	1,873	59,073	SH	DEFI
WESTERN DIGITAL CORP	COM	958102105	3,638	97552		DEFI
WESTERN UN CO	COM	959802109	789	37931		DEFI
WESTWOOD ONE INC	COM NEW	961815305	5,430	764739		DEFI
WEYERHAEUSER CO	COM	962166104	232	9423		DEFI
WHIRLPOOL CORP	COM	963320106	825	9668		DEFI
WHOLE FOODS MKT INC	COM	966837106	1,149	17435		DEFI
WILLIAMS COS INC DEL	COM	969457100	13,324	427328		DEFI
WINDSTREAM CORP	COM	97381W104	33,333	2587954		DEFI
WIPRO LTD	SPON ADR 1 SH	97651M109	1,125	76824		DEFI
WISCONSIN ENERGY CORP	COM	976657106	689	22598		DEFI
WISDOMTREE TRUST	INDIA ERNGS FD	97717W422	6,620	266919		DEFI
WYNDHAM WORLDWIDE CORP	COM	98310W108	24,326	764502		DEFI
WYNN RESORTS LTD	COM	983134107	372	2928		DEFI
XCEL ENERGY INC	COM	98389B100	845	35428		DEFI
XEROX CORP	COM	984121103	228	21380		DEFI
XILINX INC	COM	983919101	295	8986		DEFI
YAHOO INC	COM	984332106	1,295	77668		DEFI
YUM BRANDS INC	COM	988498101	6,637	129130		DEFI
YUM BRANDS INC	COM	988498101	641	12,475	SH	DEFI
ZIMMER HLDGS INC	COM	98956P102	218	3600		DEFI

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