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SUN LIFE FINANCIAL INC
Form 13F-HR
August 10, 2011

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

FORM 13F

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: June 30, 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: Sun Life Financial Inc.

Address: 150 King Street West

Toronto, Ontario, Canada, M5H 1J9

Form 13F File Number: 28-05799

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: Victoria Kwan

Title: Director, Compliance

Phone: 416-979-6192

Signature, Place, and Date of Signing:

/s/ Victoria Kwan

Toronto, Ontario

August 8, 2011

[Signature]

[City, State]

[Date]

Report Type (Check only one.):

/ / 13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.)

/ / 13F NOTICE. (Check here if no holdings reported are in this report,

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and all holdings are reported by other reporting manager(s).)

/X/ 13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

List of Other Managers Reporting for this Manager:
 [If there are no entries in this list, omit this section.]

Form 13F File Number	Name
28-06597	McLean Budden
-----	-----
28-04968	MFS
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FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers:	2	-----
Form 13F Information Table Entry Total:	404	-----
Form 13F Information Table Value Total:	US\$1,798,397	-----
	(thousands)	

List of Other Included Managers:

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

[If there are no entries in this list, state "NONE" and omit the column headings and list entries.]

No.	Form 13F File Number	Name
1	28-12046	Sun Capital Advisers LLC.
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2	28-12047	Sun Life Assurance Company of Canada
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[Repeat as necessary.]

FORM 13F INFORMATION TABLE - JUNE 30, 2011

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6
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			VALUE	SHRS OR	SH/ PUT/ INVESTMENT

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	(x\$1000)	PRN	AMT	PRN	CALL	DISCRETION
3M Corporation	COM	88579Y101	4,201	44,293	SH			SHARED
3M Corporation	COM	88579Y101	55	584	SH			SHARED
3M Corporation	COM	88579Y101	1,550	16,344	SH			SHARED
Aercap Holdings NV	COM	B1HHKD3	29	2,259	SH			SHARED
AES Corporation	COM	00130H105	3,793	297,733	SH			SHARED
AES Corporation	COM	00130H105	47	3,710	SH			SHARED
AES Corporation	COM	00130H105	1,384	108,630	SH			SHARED
Akamai Technologies Inc	COM	00971T101	5,426	172,428	SH			SHARED
Akamai Technologies Inc	COM	00971T101	2,093	66,498	SH			SHARED
Alcatel Sa-sponsored Adr	COM	013904305	13,975	2,421,973	SH			SHARED
Alcatel Sa-sponsored Adr	COM	013904305	182	31,506	SH			SHARED
Alcatel Sa-sponsored Adr	COM	013904305	5,422	939,679	SH			SHARED
Alcoa Inc	COM	013817101	3,910	246,535	SH			SHARED
Alcoa Inc	COM	013817101	1,507	95,011	SH			SHARED
Alexandria Real Estate Equit	COM	015271109	1,970	25,443	SH			SHARED
Altria Group Inc	COM	02209S103	1,642	62,166	SH			SHARED
Altria Group Inc	COM	02209S103	22	820	SH			SHARED
Altria Group Inc	COM	02209S103	604	22,876	SH			SHARED
American Eagle Outfitters	COM	02553E106	1,392	109,159	SH			SHARED
American Express Co	COM	025816109	4,146	80,187	SH			SHARED
American International Group	COM	026874784	5,673	193,475	SH			SHARED
Amgen Inc	COM	031162100	3,784	64,851	SH			SHARED
Amgen Inc	COM	031162100	53	910	SH			SHARED
Amgen Inc	COM	031162100	1,485	25,442	SH			SHARED
Associated Estates Realty CP	COM	045604105	467	28,755	SH			SHARED
AT&T Inc	COM	00206R102	5,770	183,703	SH			SHARED
AT&T Inc	COM	00206R102	75	2,394	SH			SHARED
AT&T Inc	COM	00206R102	2,233	71,099	SH			SHARED
AvalonBay Communities Inc	COM	053484101	1,553	12,092	SH			SHARED
Bank of America Corp	COM	060505104	43	3,928	SH			SHARED
Bank of America Corp	COM	060505104	2,198	200,543	SH			SHARED
Barclays Bank Plc	COM	06738C828	2,756	3,210,000	SH			SHARED
Barclays Bank Plc	COM	06738C828	4,112	4,790,000	SH			SHARED
Barclays Bank Plc	COM	06738C828	1,378	1,605,000	SH			SHARED
Barclays Bank Plc	COM	06738C828	2,228	2,595,000	SH			SHARED
Barclays Bank Plc	COM	06738C828	11,589	13,500,000	SH			SHARED
Barclays Bank Plc	COM	06738C828	17,169	20,000,000	SH			SHARED
Barclays Bank Plc	COM	06738C828	5,151	6,000,000	SH			SHARED
Barclays Bank Plc	COM	06738C828	2,575	3,000,000	SH			SHARED
Barclays Bank Plc	COM	06738C828	3,399	3,960,000	SH			SHARED
Barclays Bank Plc	COM	06738C828	811	945,000	SH			SHARED
Barclays Bank Plc	COM	06738C828	1,288	1,500,000	SH			SHARED
Barclays Bank Plc	COM	06738C828	5,151	6,000,000	SH			SHARED
Barclays Bank Plc	COM	06738C828	2,575	3,000,000	SH			SHARED
Barclays Bank Plc	COM	06738C828	1,511	1,760,000	SH			SHARED
Barclays Bank Plc	COM	06738C828	476	555,000	SH			SHARED
Barclays Bank Plc	COM	06738C828	1,580	1,840,000	SH			SHARED
Barclays Bank Plc	COM	06738C828	1,665	1,940,000	SH			SHARED
Baxter International Inc	COM	071813109	58	975	SH			SHARED
Baxter International Inc	COM	071813109	1,725	28,894	SH			SHARED
BB&T Corp	COM	054937107	1,289	48,016	SH			SHARED
Best Buy Company Inc	COM	086516101	51	1,617	SH			SHARED
Best Buy Company Inc	COM	086516101	1,497	47,668	SH			SHARED
BIOMED REALTY TRUST INC	COM	09063H107	1,880	97,699	SH			SHARED

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Boeing Company	COM	097023105	3,616	48,911	SH	SHARED
Boeing Company	COM	097023105	48	645	SH	SHARED
Boeing Company	COM	097023105	1,334	18,038	SH	SHARED
BOI Capital Funding No 2 LP	COM	055967AA1	97	1,944,290	SH	SHARED
Boston Properties Inc	COM	101121101	2,687	25,313	SH	SHARED
Boston Scientific Corp	COM	101137107	8,785	1,271,282	SH	SHARED
Boston Scientific Corp	COM	101137107	112	16,272	SH	SHARED
Boston Scientific Corp	COM	101137107	3,374	488,308	SH	SHARED
Boston Scientific	COM	101137107	6,565	950,000	SH	SHARED
Brinker International Inc	COM	109641100	60	2,456	SH	SHARED
Bristol-Myers Squibb	COM	110122108	4,012	138,544	SH	SHARED
Bristol-Myers Squibb	COM	110122108	53	1,825	SH	SHARED
Bristol-Myers Squibb	COM	110122108	1,480	51,118	SH	SHARED
Brocade Communications Sys	COM	111621306	54	8,436	SH	SHARED
CCG Commercial Pool II Inc	COM	12501RAF6	789	1,000	SH	SHARED
Centro Properties Group	COM	AU000000CNP0	13	325,628	SH	SHARED
Centro Properties Group	COM	AU000000CNP0	13	325,628	SH	SHARED
Centro Properties Group	COM	AU000000CNP0	5	122,111	SH	SHARED
Centro Properties Group	COM	AU000000CNP0	11	284,925	SH	SHARED
Centro Properties Group	COM	AU000000CNP0	6	162,814	SH	SHARED
Centro Properties Group	COM	AU000000CNP0	2	40,704	SH	SHARED
Centro Properties Group	COM	AU000000CNP0	1	20,352	SH	SHARED
Centro Properties Group	COM	AU000000CNP0	1	20,352	SH	SHARED
Centro Properties Group	COM	AU000000CNP0	13	325,628	SH	SHARED
Centro Properties Group	COM	AU000000CNP0	13	325,628	SH	SHARED
Centro Properties Group	COM	AU000000CNP0	2	40,704	SH	SHARED
Centro Properties Group	COM	AU000000CNP0	2	40,704	SH	SHARED
Charles Schwab Corp./The	COM	808513105	4,217	256,345	SH	SHARED
Charles Schwab Corp./The	COM	808513105	39	2,353	SH	SHARED
Charles Schwab Corp./The	COM	808513105	1,157	70,358	SH	SHARED
Chevron Corporation	COM	166764100	8,636	83,972	SH	SHARED
Chevron Corporation	COM	166764100	115	1,116	SH	SHARED
Chevron Corporation	COM	166764100	3,437	33,419	SH	SHARED
Cisco Systems Inc	COM	17275R102	31	2,015	SH	SHARED
Citigroup Inc	COM	172967424	49	1,172	SH	SHARED
Citigroup Inc	COM	172967424	1,472	35,356	SH	SHARED
Coca-Cola Company	COM	191216100	4,223	62,752	SH	SHARED
Coca-Cola Company	COM	191216100	56	832	SH	SHARED
Coca-Cola Company	COM	191216100	1,537	22,845	SH	SHARED
ConocoPhillips	COM	20825C104	4,336	57,672	SH	SHARED
ConocoPhillips	COM	20825C104	59	787	SH	SHARED
ConocoPhillips	COM	20825C104	1,655	22,012	SH	SHARED
Cosi Inc	COM	22122P101	954	996,776	SH	SHARED
Cosi Inc	COM	22122P101	13	13,397	SH	SHARED
Cosi Inc	COM	22122P101	356	371,709	SH	SHARED
Costco Wholesale Corp	COM	22160K105	2,948	36,285	SH	SHARED
Cousins Properties Inc.	COM	222795106	940	110,117	SH	SHARED
CVS Caremark Corporation	COM	126650100	4,276	113,788	SH	SHARED
CVS Caremark Corporation	COM	126650100	45	1,193	SH	SHARED
CVS Caremark Corporation	COM	126650100	1,461	38,867	SH	SHARED
Delta Air Lines Inc	COM	247361702	1,047	114,146	SH	SHARED
Delta Air Lines Inc	COM	247361702	2,298	250,633	SH	SHARED
Delta Air Lines Inc	COM	247361702	443	48,284	SH	SHARED
Delta Air Lines Inc	COM	247361702	720	78,515	SH	SHARED
DIGITAL REALTY TRUST INC	COM	253868103	2,089	33,812	SH	SHARED
Douglas Emmett Inc-w/i	COM	25960P109	953	47,928	SH	SHARED
Dow Chemical Company	COM	260543103	3,819	106,094	SH	SHARED
Dow Chemical Company	COM	260543103	50	1,379	SH	SHARED

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Dow Chemical Company	COM	260543103	1,495	41,519	SH	SHARED
DR Horton Inc	COM	23331A109	3,723	323,196	SH	SHARED
DR Horton Inc	COM	23331A109	49	4,223	SH	SHARED
DR Horton Inc	COM	23331A109	1,457	126,513	SH	SHARED
Duke Realty Corp	COM	264411505	1,197	85,439	SH	SHARED
DuPont Fabros Technology Inc	COM	26613Q106	1,160	46,039	SH	SHARED
EI Dupont de Nemour and Co	COM	263534109	4,746	87,799	SH	SHARED
EI Dupont de Nemour and Co	COM	263534109	62	1,156	SH	SHARED
EI Dupont de Nemour and Co	COM	263534109	1,748	32,335	SH	SHARED
EMULEX CORP	COM	292475209	32	3,768	SH	SHARED
Entertainment Properties Trust	COM	29380T105	923	19,755	SH	SHARED
EOG Resources	COM	26875P101	3,923	37,526	SH	SHARED
EOG Resources	COM	26875P101	51	489	SH	SHARED
EOG Resources	COM	26875P101	1,509	14,438	SH	SHARED
EQT Inc	COM	26884L109	4,761	90,657	SH	SHARED
EQT Inc	COM	26884L109	63	1,206	SH	SHARED
EQT Inc	COM	26884L109	1,868	35,572	SH	SHARED
Equity Lifestyle Properties	COM	29472R108	1,461	23,401	SH	SHARED
Equity Lifestyle Properties	COM	29472R108	0	0	SH	SHARED
Equity Residential Properties	COM	29476L107	2,902	48,367	SH	SHARED
Equity Residential Properties	COM	29476L107	0	0	SH	SHARED
Exelon Corporation	COM	30161N101	3,818	89,123	SH	SHARED
Exelon Corporation	COM	30161N101	50	1,167	SH	SHARED
Exelon Corporation	COM	30161N101	1,477	34,478	SH	SHARED
Exxon Mobil Corp	COM	30231G102	15,677	192,642	SH	SHARED
Exxon Mobil Corp	COM	30231G102	177	2,169	SH	SHARED
Exxon Mobil Corp	COM	30231G102	5,218	64,113	SH	SHARED
Federal Realty Investment Tr	COM	313747206	1,180	13,849	SH	SHARED
Federal Realty Investment Tr	COM	313747206	0	0	SH	SHARED
Fedex Corp	COM	31428X106	2,201	23,202	SH	SHARED
Fedex Corp	COM	31428X106	39	409	SH	SHARED
Ford Motor Company	COM	345370860	3,617	262,294	SH	SHARED
Ford Motor Company	COM	345370860	47	3,428	SH	SHARED
Ford Motor Company	COM	345370860	1,402	101,634	SH	SHARED
Forest Laboratories Inc	COM	345838106	14,893	378,578	SH	SHARED
Forest Laboratories Inc	COM	345838106	4,187	106,441	SH	SHARED
Gap Inc	COM	364760108	3,524	194,711	SH	SHARED
Gap Inc	COM	364760108	46	2,543	SH	SHARED
Gap Inc	COM	364760108	1,365	75,395	SH	SHARED
General Electric Company	COM	369604103	6,224	330,032	SH	SHARED
General Electric Company	COM	369604103	92	4,900	SH	SHARED
General Electric Company	COM	369604103	2,583	136,942	SH	SHARED
Goldman Sachs Group Inc	COM	38141G104	4,053	30,454	SH	SHARED
Goldman Sachs Group Inc	COM	38141G104	54	402	SH	SHARED
Goldman Sachs Group Inc	COM	38141G104	1,490	11,198	SH	SHARED
Google Inc-cl A	COM	38259P508	7,483	14,777	SH	SHARED
Google Inc-cl A	COM	38259P508	2,876	5,679	SH	SHARED
Gsi Group Inc	COM	36191C205	498	41,337	SH	SHARED
Gsi Group Inc	COM	36191C205	296	24,582	SH	SHARED
HALOZYME THERAPEUTICS INC	COM	40637H109	3,475	502,900	SH	SHARED

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HALOZYME THERAPEUTICS INC	COM	40637H109	46	6,634	SH	SHARED
HALOZYME THERAPEUTICS INC	COM	40637H109	1,288	186,382	SH	SHARED
HCP Inc	COM	40414L109	1,490	40,617	SH	SHARED
Hess Corp	COM	42809H107	4,626	61,876	SH	SHARED
Hess Corp	COM	42809H107	54	716	SH	SHARED
Hess Corp	COM	42809H107	1,615	21,597	SH	SHARED
Home Properties Inc.	COM	437306103	1,886	30,985	SH	SHARED
Honeywell International Inc	COM	438516106	4,983	83,629	SH	SHARED
Honeywell International Inc	COM	438516106	66	1,104	SH	SHARED
Honeywell International Inc	COM	438516106	1,634	27,423	SH	SHARED
Host Hotels and Resorts Inc	COM	44107P104	1,675	98,829	SH	SHARED
IBM Corp	COM	459200101	4,848	28,261	SH	SHARED
IBM Corp	COM	459200101	63	366	SH	SHARED
IBM Corp	COM	459200101	1,864	10,868	SH	SHARED
Intel Corp	COM	458140100	11,227	506,613	SH	SHARED
Intel Corp	COM	458140100	83	3,747	SH	SHARED
Intel Corp	COM	458140100	4,164	187,916	SH	SHARED
Intermec Inc	COM	458786100	3,570	323,387	SH	SHARED
Intermec Inc	COM	458786100	46	4,176	SH	SHARED
Intermec Inc	COM	458786100	1,373	124,383	SH	SHARED
Intermec Inc	COM	458786100	3,585	325,000		SHARED
International Paper Co	COM	460146103	3,713	124,517	SH	SHARED
International Paper Co	COM	460146103	1,770	59,343	SH	SHARED
IShares	COM	464287465	25,790	428,838	SH	SHARED
IShares	COM	464287200	92,156	695,935	SH	SHARED
IShares	COM	464287481	73,471	1,188,275	SH	SHARED
IShares	COM	464287507	67,591	691,823	SH	SHARED
IShares	COM	464287598	4,016	58,819	SH	SHARED
IShares	COM	464287606	5,136	46,293	SH	SHARED
IShares	COM	464287630	39,382	536,466	SH	SHARED
IShares	COM	464287648	18,779	197,982	SH	SHARED
IShares	COM	464287655	31,539	380,900	SH	SHARED
IShares	COM	464286699	11,164	626,820	SH	SHARED
IShares	COM	464286707	3,714	137,800	SH	SHARED
IShares	COM	464286806	722	28,900	SH	SHARED
IShares	COM	464286848	10,437	1,001,606	SH	SHARED
IShares	COM	464286822	1,448	23,300	SH	SHARED
IShares	COM	464286699	2,782	160,600	SH	SHARED
Ishares	COM	464287465	9,135	151,900	SH	SHARED
JP Morgan Chase & Co	COM	46625H100	95	2,328	SH	SHARED
JP Morgan Chase & Co	COM	46625H100	2,664	65,069	SH	SHARED
Kayne Anderson ETR Fund, Inc.	COM	48660P2#0	5,250	200,000	SH	SHARED
Kayne Anderson ETR Fund, Inc.	COM	48660P2#0	10,500	400,000	SH	SHARED
Kayne Anderson Midstream Ergy	COM	48661E2*8	4,000	160,000	SH	SHARED
Kayne Anderson Midstream Ergy	COM	48661E2*8	4,000	160,000	SH	SHARED
Kayne Anderson Midstream Ergy	COM	48661E2*8	1,000	40,000	SH	SHARED
Kayne Anderson Midstream Ergy	COM	48661E2*8	5,000	200,000	SH	SHARED
Kayne Anderson Midstream Ergy	COM	48661E2*8	1,000	40,000	SH	SHARED
Kayne Anderson MLP						

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Investment	COM	4866062#2	6,300	240,000	SH	SHARED
Kayne Anderson MLP Investment	COM	4866064#0	3,030	120,000	SH	SHARED
Kayne Anderson MLP Investment	COM	4866062#2	5,250	200,000	SH	SHARED
Kayne Anderson MLP Investment	COM	4866064#0	4,040	160,000	SH	SHARED
Kayne Anderson MLP Investment	COM	4866062#2	4,200	160,000	SH	SHARED
Kayne Anderson MLP Investment	COM	4866064#0	4,040	160,000	SH	SHARED
Kimberly-Clark Corp	COM	494368103	3,191	47,946	SH	SHARED
Kimberly-Clark Corp	COM	494368103	42	636	SH	SHARED
Kimberly-Clark Corp	COM	494368103	1,159	17,419	SH	SHARED
Kimco Realty Corp	COM	49446R109	1,352	72,524	SH	SHARED
Kraft Foods Inc	COM	50075N104	4,259	120,883	SH	SHARED
Kraft Foods Inc	COM	50075N104	55	1,565	SH	SHARED
Kraft Foods Inc	COM	50075N104	1,634	46,369	SH	SHARED
Kroger Co	COM	501044101	43	1,732	SH	SHARED
Lloyds Banking Group PLC	COM	539439AC3	3,553	4,900,000	SH	SHARED
Lloyds Banking Group PLC	COM	539439AD1	1,782	2,425,000	SH	SHARED
Lloyds Banking Group PLC	COM	539439AD1	698	950,000	SH	SHARED
Lloyds Banking Group PLC	COM	539439AD1	368	500,000	SH	SHARED
Lloyds Banking Group PLC	COM	539439AD1	423	575,000	SH	SHARED
Lloyds Banking Group PLC	COM	539439AD1	845	1,150,000	SH	SHARED
Lloyds Banking Group PLC	COM	539439AD1	919	1,250,000	SH	SHARED
Lloyds Banking Group PLC	COM	539439AC3	4,060	5,600,000	SH	SHARED
Lloyds Banking Group PLC	COM	539439AD1	2,205	3,000,000	SH	SHARED
Lloyds Banking Group PLC	COM	539439AD1	735	1,000,000	SH	SHARED
Lloyds Banking Group PLC	COM	539439AD1	919	1,250,000	SH	SHARED
Lloyds Banking Group PLC	COM	539439AC3	725	1,000,000	SH	SHARED
Lloyds Banking Group PLC	COM	539439AD1	1,103	1,500,000	SH	SHARED
Lloyds Banking Group PLC	COM	539439AD1	74	100,000	SH	SHARED
Lloyds Banking Group PLC	COM	539439AD1	294	400,000	SH	SHARED
Lloyds Banking Group PLC	COM	539439AD1	368	500,000	SH	SHARED
Lloyds Banking Group PLC	COM	539439AC3	1,914	2,640,000	SH	SHARED
Lloyds Banking Group PLC	COM	539439AC3	685	945,000	SH	SHARED
Lloyds Banking Group PLC	COM	539439AC3	725	1,000,000	SH	SHARED
Lloyds Banking Group PLC	COM	539439AC3	3,625	5,000,000	SH	SHARED
Lloyds Banking Group PLC	COM	539439AC3	2,175	3,000,000	SH	SHARED
Lloyds Banking Group PLC	COM	539439AC3	1,044	1,440,000	SH	SHARED
Lloyds Banking Group PLC	COM	539439AC3	402	555,000	SH	SHARED
Lloyds Banking Group PLC	COM	539439AC3	1,131	1,560,000	SH	SHARED
Lloyds Banking Group PLC	COM	539439AC3	1,059	1,460,000	SH	SHARED
Lockheed Martin Corp	COM	539830109	3,190	39,401	SH	SHARED
Lockheed Martin Corp	COM	539830109	41	509	SH	SHARED
Lockheed Martin Corp	COM	539830109	1,233	15,228	SH	SHARED
Lowe's Companies Inc	COM	548661107	3,006	128,963	SH	SHARED
Lowe's Companies Inc	COM	548661107	40	1,698	SH	SHARED
Lowe's Companies Inc	COM	548661107	1,107	47,484	SH	SHARED
Mack-Cali Realty Corp	COM	554489104	798	24,217	SH	SHARED
Macy's Inc	COM	55616P104	4,443	151,940	SH	SHARED
Macy's Inc	COM	55616P104	58	1,982	SH	SHARED
Macy's Inc	COM	55616P104	1,709	58,462	SH	SHARED
Marathon Oil Corp	COM	565849106	5,292	100,462	SH	SHARED
Marathon Oil Corp	COM	565849106	69	1,310	SH	SHARED
Marathon Oil Corp	COM	565849106	2,036	38,652	SH	SHARED
Medical Properties Trust Inc	COM	58463J304	2,797	243,255	SH	SHARED
Medical Properties Trust Inc	COM	58463J304	0	0	SH	SHARED
Merck & Co. Inc.	COM	58933Y105	86	2,451	SH	SHARED

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Merck & Co. Inc.	COM	58933Y105	2,424	68,682	SH	SHARED
Merge Healthcare Inc	COM	589499102	115	22,062	SH	SHARED
Merge Healthcare Inc	COM	589499102	1,636	314,545	SH	SHARED
MetLife Inc	COM	59156R108	3,924	89,451	SH	SHARED
Microsoft Corp	COM	594918104	14,181	545,427	SH	SHARED
Microsoft Corp	COM	594918104	136	5,229	SH	SHARED
Microsoft Corp	COM	594918104	5,498	211,477	SH	SHARED
Mid-America Apartment Comm	COM	59522J103	1,970	29,205	SH	SHARED
Morgan Stanley	COM	617446448	3,353	145,739	SH	SHARED
Morgan Stanley	COM	617446448	43	1,876	SH	SHARED
Morgan Stanley	COM	617446448	1,212	52,684	SH	SHARED
Motorola Mobility Holdings	COM	620097105	6,542	296,841	SH	SHARED
Motorola Mobility Holdings	COM	620097105	20	887	SH	SHARED
Motorola Mobility Holdings	COM	620097105	2,625	119,100	SH	SHARED
Mrv Communications Inc	COM	553477100	3,997	2,896,634	SH	SHARED
Mrv Communications Inc	COM	553477100	54	38,909	SH	SHARED
Mrv Communications Inc	COM	553477100	1,532	1,110,287	SH	SHARED
Mrv Communications Inc	COM	553477100	7,476	5,417,703	SH	SHARED
National Semiconductor Corp	COM	637640103	103	4,184	SH	SHARED
Nationwide Health Pptys Inc	COM	638620104	857	20,686	SH	SHARED
NCR Corp	COM	62886E108	93	4,943	SH	SHARED
New York Times Company-Class A	COM	650111107	1,358	155,762	SH	SHARED
Occidental Petroleum Corp	COM	674599105	4,668	44,872	SH	SHARED
Occidental Petroleum Corp	COM	674599105	61	585	SH	SHARED
Occidental Petroleum Corp	COM	674599105	1,796	17,264	SH	SHARED
Oracle Corporation	COM	68389X105	4,239	128,810	SH	SHARED
Oracle Corporation	COM	68389X105	1,645	49,975	SH	SHARED
Parkway Properties Inc	COM	70159Q104	1,071	62,771	SH	SHARED
Pepsico Inc	COM	713448108	4,230	60,054	SH	SHARED
Pepsico Inc	COM	713448108	56	793	SH	SHARED
Pepsico Inc	COM	713448108	1,561	22,158	SH	SHARED
Pfizer Inc	COM	717081103	6,943	337,033	SH	SHARED
Philip Morris International	COM	718172109	4,151	62,166	SH	SHARED
Philip Morris International	COM	718172109	55	820	SH	SHARED
Philip Morris International	COM	718172109	1,527	22,876	SH	SHARED
Plum Creek Timber Co Common	COM	729251108	1,504	37,104	SH	SHARED
PNC Financial Services Group	COM	693475105	6,166	103,446	SH	SHARED
Powershares QQQ Nasdaq 100	COM	73935A104	25,679	450,500	SH	SHARED
Procter & Gamble Co	COM	742718109	5,770	90,770	SH	SHARED
Procter & Gamble Co	COM	742718109	76	1,194	SH	SHARED
Procter & Gamble Co	COM	742718109	2,125	33,428	SH	SHARED
Prologis	COM	74340W103	551	15,372	SH	SHARED
Prudential Financial Inc	COM	744320102	3,372	53,023	SH	SHARED
Public Storage	COM	74460D109	3,436	30,140	SH	SHARED
Ramco-Gershenson Properties	COM	751452202	1,309	105,711	SH	SHARED

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Ramco-Gershenson Properties	COM	751452202	0	0	SH	SHARED
Raytheon Company	COM	755111507	3,275	65,705	SH	SHARED
Raytheon Company	COM	755111507	42	849	SH	SHARED
Raytheon Company	COM	755111507	1,266	25,395	SH	SHARED
SAIC Inc	COM	78390X101	54	3,230	SH	SHARED
Sears Holding Corp	COM	812350106	3,845	53,818	SH	SHARED
Silicon Graphics	COM	82706L108	14,983	871,123	SH	SHARED
Silicon Graphics	COM	82706L108	201	11,705	SH	SHARED
Silicon Graphics	COM	82706L108	5,461	317,493	SH	SHARED
Silicon Graphics Int Corp	COM	82706L108	15,725	940,500	SH	SHARED
Simon Property Group Inc	COM	828806109	7,248	62,356	SH	SHARED
SL Green Realty Corp	COM	78440X101	1,251	15,098	SH	SHARED
Smfg Preferred Capital 2	COM	B2RF6S1	3,776	3,500,000	SH	SHARED
SPDR S&P 500 ETF Trust	COM	78462F103	7	55	SH	SHARED
SPDR S&P 500 ETF Trust	COM	78462F103	87,553	663,433	SH	SHARED
SPDR S&P 500 ETF Trust	COM	78462F103	266,785	2,021,556	SH	SHARED
Starwood Property Trust Inc	COM	85571B105	896	43,696	SH	SHARED
State Street Bank & Trust Co	COM	857477103	4,035	89,490	SH	SHARED
State Street Bank & Trust Co	COM	857477103	45	998	SH	SHARED
State Street Bank & Trust Co	COM	857477103	1,333	29,571	SH	SHARED
Supervalu Inc	COM	868536103	9,274	985,519	SH	SHARED
Supervalu Inc	COM	868536103	41	4,347	SH	SHARED
Supervalu Inc	COM	868536103	3,593	381,831	SH	SHARED
Tanger Factory Outlet Center	COM	875465106	791	29,560	SH	SHARED
Target Corp	COM	87612E106	37	783	SH	SHARED
Target Corp	COM	87612E106	1,032	21,997	SH	SHARED
Taubman Centers Inc	COM	876664103	1,232	20,804	SH	SHARED
Technicolor SA	COM	FR0010891101	104	113,202	SH	SHARED
Technicolor SA	COM	FR0010891135	220	240,553	SH	SHARED
Technicolor SA	COM	FR0010918292	791	129,489	SH	SHARED
Technicolor SA	COM	FR0010891101	130	141,502	SH	SHARED
Technicolor SA	COM	FR0010891135	275	300,691	SH	SHARED
Technicolor SA	COM	FR0010918292	989	161,858	SH	SHARED
Technicolor SA	COM	FR0010891101	181	198,103	SH	SHARED
Technicolor SA	COM	FR0010891135	385	420,968	SH	SHARED
Technicolor SA	COM	FR0010918292	1,384	226,610	SH	SHARED
Technicolor SA	COM	FR0010891101	181	198,103	SH	SHARED
Technicolor SA	COM	FR0010891135	385	420,968	SH	SHARED
Technicolor SA	COM	FR0010918292	1,384	226,610	SH	SHARED
Tellabs Inc	COM	879664100	56	12,055	SH	SHARED
Texas Instruments Inc	COM	882508104	58	1,760	SH	SHARED
Travelers Cos Inc	COM	89417E109	5,304	90,856	SH	SHARED
Travelers Cos Inc	COM	89417E109	67	1,153	SH	SHARED
Travelers Cos Inc	COM	89417E109	1,891	32,397	SH	SHARED
United Continental Holdings	COM	910047109	35	1,536	SH	SHARED
United Continental Holdings	COM	910047109	891	39,391	SH	SHARED
United Technologies Corp	COM	913017109	5,416	61,194	SH	SHARED
United Technologies Corp	COM	913017109	72	808	SH	SHARED
United Technologies Corp	COM	913017109	1,640	18,533	SH	SHARED
Unitedhealth Group Inc	COM	91324P102	4,187	81,167	SH	SHARED
Unitedhealth Group Inc	COM	91324P102	55	1,069	SH	SHARED
Unitedhealth Group Inc	COM	91324P102	1,545	29,948	SH	SHARED
Unum Group	COM	91529Y106	6,573	257,957	SH	SHARED

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Unum Group	COM	91529Y106	85	3,342	SH	SHARED
Unum Group	COM	91529Y106	2,557	100,368	SH	SHARED
US Bancorp	COM	902973304	3,969	155,587	SH	SHARED
US Bancorp	COM	902973304	46	1,784	SH	SHARED
US Bancorp	COM	902973304	1,372	53,793	SH	SHARED
Vanguard Emerging Markets ETF	COM	922042858	29,960	616,205	SH	SHARED
Vanguard Europe Pacific ETF	COM	921943858	61,899	1,625,495	SH	SHARED
Vanguard FTSE All-World Ex-US	COM	922042775	17,450	350,337	SH	SHARED
Vanguard REIT ETF	COM	922908553	10,079	167,710	SH	SHARED
Vanguard REIT ETF	COM	922908553	29,741	494,865	SH	SHARED
Vanguard Small Cap ETF	COM	922908751	17,180	220,120	SH	SHARED
Ventas Inc	COM	92276F100	1,483	28,142	SH	SHARED
Verizon Communications Inc	COM	92343V104	9,052	243,124	SH	SHARED
Verizon Communications Inc	COM	92343V104	96	2,568	SH	SHARED
Verizon Communications Inc	COM	92343V104	2,812	75,534	SH	SHARED
Viacom Inc	COM	92553P201	5,055	99,121	SH	SHARED
Viacom Inc	COM	92553P201	67	1,306	SH	SHARED
Viacom Inc	COM	92553P201	1,862	36,503	SH	SHARED
Vicor Corp	COM	925815102	4,262	263,604	SH	SHARED
Vicor Corp	COM	925815102	78	4,812	SH	SHARED
Vicor Corp	COM	925815102	2,130	131,738	SH	SHARED
Vicor Corp	COM	925815102	8,815	547,164	SH	SHARED
Vornado Realty Trust	COM	929042109	2,972	31,897	SH	SHARED
Wachovia Capital Trust III	COM	92978AAA0	13,451	14,700,000	SH	SHARED
Wachovia Capital Trust III	COM	92978AAA0	1,190	1,300,000	SH	SHARED
Wachovia Capital Trust III	COM	92978AAA0	576	630,000	SH	SHARED
Wachovia Capital Trust III	COM	92978AAA0	339	370,000	SH	SHARED
Wal-Mart Stores Inc	COM	931142103	3,989	75,073	SH	SHARED
Wal-Mart Stores Inc	COM	931142103	53	989	SH	SHARED
Wal-Mart Stores Inc	COM	931142103	1,468	27,629	SH	SHARED
Walt Disney Co	COM	254687106	5,028	128,792	SH	SHARED
Walt Disney Co	COM	254687106	65	1,675	SH	SHARED
Walt Disney Co	COM	254687106	1,513	38,762	SH	SHARED
Wells Fargo & Co	COM	949746101	82	2,921	SH	SHARED
Wells Fargo & Co	COM	949746101	1,731	61,697	SH	SHARED
Weyerhaeuser Co	COM	962166104	1,273	58,241	SH	SHARED
Weyerhaeuser Co	COM	962166104	62	2,821	SH	SHARED
Weyerhaeuser Co	COM	962166104	0	1	SH	SHARED
Weyerhaeuser Co	COM	962166104	0	0	SH	SHARED
Whirlpool Corp	COM	963320106	5,954	73,211	SH	SHARED
XL Capital Ltd	COM	98372PAJ7	361	394,000	SH	SHARED

1,798,397