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ALLSTATE CORP  
Form 13F-HR  
August 13, 2012

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

Form 13F  
Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: 6/30/2012  
Check here if Amendment ; Amendment Number:

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

Institutional Investment Manager Filing this Report:

Name: THE ALLSTATE CORPORATION  
Address: 2775 SANDERS ROAD  
NORTHBROOK, IL. 60062-7127

Form 13F File Number: 028-14491

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 submission.

Persons Signing this Report on Behalf of Reporting Manager:

Name: PAUL SCHUTT  
Title: VICE PRESIDENT INVESTMENT FINANCE  
Phone: 847-402-5169

Signature, Place, and Date of Signing:

/s/ PAUL SCHUTT NORTHBROOK, IL. 8/7/2012  
-----  
[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, and all holdings are reported by other reporting manager(s).)
- 13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

List of Other Managers Reporting for this Manager:

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Form 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 3  
 Form 13F Information Table Entry Total: 1,068  
 Form 13F Information Table Value Total: \$ 1,667,309  
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 (In Thousands)

List of Other Included Managers:

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

No.	Form 13F File Number	Name
1	028-10981	GOLDMAN SACHS ASSET MANAGEMENT
11	028-04302	ALLSTATE INVESTMENT MANAGEMENT CO
12	028-10298	ALLSTATE INVESTMENTS LLC

FORM 13F INFORMATION TABLE

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COLUMN 7	
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ CALL	INVESTMENT DISCRETION MANAG	OTHE MANAG
3M CO	COMMON	88579Y101	4,109	45,860	SH	OTHER	1
ABBOTT LABS	COMMON	002824100	7,136	110,680	SH	OTHER	1
ABERCROMBIE & FITCH CO	COMMON	002896207	168	4,920	SH	OTHER	1
ACCENTURE PLC IRELAND	COMMON FOREIGN	G1151C101	2,646	44,040	SH	OTHER	1
ACCO BRANDS CORP	COMMON	00081T108	97	9,419	SH	OTHER	1
ACE LTD	COMMON	H0023R105	1,795	24,220	SH	OTHER	1
ACTIVISION BLIZZARD INC	COMMON	00507V109	427	35,620	SH	OTHER	1
ADOBE SYS INC	COMMON	00724F101	1,067	32,960	SH	OTHER	1
ADVANCE AUTO PARTS INC	COMMON	00751Y106	244	3,580	SH	OTHER	1
ADVANCED MICRO DEVICES INC	COMMON	007903107	219	38,180	SH	OTHER	1
ADVANTAGE OIL & GAS LTD	COMMON FOREIGN	00765F101	36	12,100	SH	OTHER	1
AECOM TECHNOLOGY CORP DELAW	COMMON	00766T100	141	8,560	SH	OTHER	1
AES CORP	COMMON	00130H105	637	49,680	SH	OTHER	1
AETNA INC NEW	COMMON	00817Y108	996	25,700	SH	OTHER	1
AFFILIATED MANAGERS GROUP	COMMON	008252108	372	3,400	SH	OTHER	1
AFLAC INC	COMMON	001055102	1,434	33,680	SH	OTHER	1
AGCO CORP	COMMON	001084102	291	6,360	SH	OTHER	1
AGILENT TECHNOLOGIES INC	COMMON	00846U101	1,094	27,870	SH	OTHER	1
AGL RES INC	COMMON	001204106	373	9,627	SH	OTHER	1

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AGRIUM INC	COMMON FOREIGN	008916108	6,350	72,000	SH	DEFINED	12
AGRIUM INC	COMMON FOREIGN	008916108	912	10,300	SH	OTHER	1
AIR PRODS & CHEMS INC	COMMON	009158106	1,251	15,500	SH	OTHER	1
AIRGAS INC	COMMON	009363102	497	5,920	SH	OTHER	1
AK STL HLDG CORP	COMMON	001547108	49	8,280	SH	OTHER	1
AKAMAI TECHNOLOGIES INC	COMMON	00971T101	332	10,440	SH	OTHER	1
ALBEMARLE CORP	COMMON	012653101	348	5,840	SH	OTHER	1
ALCOA INC	COMMON	013817101	638	72,860	SH	OTHER	1
ALEXANDRIA REAL ESTATE EQ I	COMMON	015271109	335	4,600	SH	OTHER	1
ALEXION PHARMACEUTICALS INC	COMMON	015351109	1,376	13,860	SH	OTHER	1
ALLEGHENY TECHNOLOGIES INC	COMMON	01741R102	171	5,360	SH	OTHER	1
ALLERGAN INC	COMMON	018490102	1,861	20,100	SH	OTHER	1
ALLIANCE DATA SYSTEMS CORP	COMMON	018581108	502	3,720	SH	OTHER	1
ALLIANT ENERGY CORP	COMMON	018802108	482	10,580	SH	OTHER	1
ALLIED NEVADA GOLD CORP	COMMON	019344100	179	6,300	SH	OTHER	1
ALLIED WRLD ASSUR COM HLDG	COMMON	H01531104	224	2,820	SH	OTHER	1
ALLSCRIPTS HEALTHCARE SOLUT	COMMON	01988P108	154	14,116	SH	OTHER	1
ALPHA NATURAL RESOURCES INC	COMMON	02076X102	111	12,720	SH	OTHER	1
ALTERA CORP	COMMON	021441100	757	22,380	SH	OTHER	1
AMAZON COM INC	COMMON	023135106	5,681	24,880	SH	OTHER	1
AMEREN CORP	COMMON	023608102	779	23,220	SH	OTHER	1
AMERICAN CAMPUS CMNTYS INC	COMMON	024835100	167	3,700	SH	OTHER	1
AMERICAN CAP LTD	COMMON	02503Y103	241	23,900	SH	OTHER	1
AMERICAN CAPITAL AGENCY COR	COMMON	02503X105	534	15,880	SH	OTHER	1
AMERICAN EAGLE OUTFITTERS N	COMMON	02553E106	250	12,680	SH	OTHER	1
AMERICAN ELEC PWR INC	COMMON	025537101	1,392	34,880	SH	OTHER	1
AMERICAN EXPRESS CO	COMMON	025816109	4,274	73,420	SH	OTHER	1
AMERICAN FINL GROUP INC OHI	COMMON	025932104	190	4,840	SH	OTHER	1
AMERICAN INTL GROUP INC	COMMON	026874784	1,099	34,240	SH	OTHER	1
AMERICAN TOWER CORP NEW	COMMON	03027X100	1,819	26,020	SH	OTHER	1
AMERICAN WTR WKS CO INC NEW	COMMON	030420103	385	11,240	SH	OTHER	1
AMERIGROUP CORP	COMMON	03073T102	212	3,220	SH	OTHER	1
AMERIPRISE FINL INC	COMMON	03076C106	933	17,860	SH	OTHER	1
AMERISOURCEBERGEN CORP	COMMON	03073E105	651	16,540	SH	OTHER	1
AMETEK INC NEW	COMMON	031100100	744	14,900	SH	OTHER	1
AMGEN INC	COMMON	031162100	3,984	54,540	SH	OTHER	1
AMKOR TECHNOLOGY INC	COMMON	031652100	41	8,420	SH	OTHER	1
AMPHENOL CORP NEW	COMMON	032095101	603	10,980	SH	OTHER	1
AMYLIN PHARMACEUTICALS INC	COMMON	032346108	287	10,180	SH	OTHER	1
ANADARKO PETE CORP	COMMON	032511107	2,328	35,166	SH	OTHER	1
ANALOG DEVICES INC	COMMON	032654105	836	22,200	SH	OTHER	1

FORM 13F INFORMATION TABLE

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5		COLUMN 6	COLUMN 7
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ CALL	INVESTMENT DISCRETION	OTHER MANAG
ANNALY CAP MGMT INC	COMMON	035710409	1,110	66,120	SH	OTHER	1
ANSYS INC	COMMON	03662Q105	396	6,280	SH	OTHER	1
ANWORTH MORTGAGE ASSET CP	COMMON	037347101	70	9,960	SH	OTHER	1
AOL INC	COMMON	00184X105	197	7,002	SH	OTHER	1
AON PLC	COMMON	G0408V102	935	19,992	SH	OTHER	1
APACHE CORP	COMMON	037411105	2,351	26,748	SH	OTHER	1
APARTMENT INVT & MGMT CO	COMMON	03748R101	232	8,580	SH	OTHER	1

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APOLLO GROUP INC	COMMON	037604105	337	9,320	SH	OTHER	1
APOLLO INVT CORP	COMMON	03761U106	130	16,960	SH	OTHER	1
APPLE INC	COMMON	037833100	36,979	63,320	SH	OTHER	1
APPLIED MATLS INC	COMMON	038222105	1,096	95,620	SH	OTHER	1
APTARGROUP INC	COMMON	038336103	200	3,920	SH	OTHER	1
AQUA AMERICA INC	COMMON	03836W103	207	8,280	SH	OTHER	1
ARCH CAP GROUP LTD	COMMON	G0450A105	443	11,160	SH	OTHER	1
ARCH COAL INC	COMMON	039380100	86	12,400	SH	OTHER	1
ARCHER DANIELS MIDLAND CO	COMMON	039483102	1,295	43,880	SH	OTHER	1
ARES CAP CORP	COMMON	04010L103	221	13,843	SH	OTHER	1
ARIAD PHARMACEUTICALS INC	COMMON	04033A100	210	12,200	SH	OTHER	1
ARIBA INC	COMMON	04033V203	313	7,000	SH	OTHER	1
ARRIS GROUP INC	COMMON	04269Q100	117	8,380	SH	OTHER	1
ARROW ELECTRS INC	COMMON	042735100	228	6,940	SH	OTHER	1
ASHLAND INC NEW	COMMON	044209104	406	5,860	SH	OTHER	1
ASSOCIATED BANC CORP	COMMON	045487105	183	13,860	SH	OTHER	1
ASSURANT INC	COMMON	04621X108	208	5,980	SH	OTHER	1
ASSURED GUARANTY LTD	COMMON	G0585R106	176	12,480	SH	OTHER	1
AT&T INC	COMMON	00206R102	14,690	411,940	SH	OTHER	1
ATHENAHEALTH INC	COMMON	04685W103	181	2,280	SH	OTHER	1
ATMEL CORP	COMMON	049513104	216	32,280	SH	OTHER	1
ATMOS ENERGY CORP	COMMON	049560105	234	6,680	SH	OTHER	1
AURICO GOLD INC	COMMON FOREIGN	05155C105	163	20,330	SH	OTHER	1
AURIZON MINES LTD	COMMON FOREIGN	05155P106	51	11,200	SH	OTHER	1
AUTODESK INC	COMMON	052769106	577	16,500	SH	OTHER	1
AUTOLIV INC	COMMON	052800109	476	8,700	SH	OTHER	1
AUTOMATIC DATA PROCESSING I	COMMON	053015103	1,666	29,936	SH	OTHER	1
AUTOZONE INC	COMMON	053332102	580	1,580	SH	OTHER	1
AVAGO TECHNOLOGIES LTD	COMMON FOREIGN	Y0486S104	620	17,280	SH	OTHER	1
AVALONBAY CMNTYS INC	COMMON	053484101	1,007	7,120	SH	OTHER	1
AVANIR PHARMACEUTICALS INC	COMMON	05348P401	44	11,080	SH	OTHER	1
AVERY DENNISON CORP	COMMON	053611109	181	6,600	SH	OTHER	1
AVNET INC	COMMON	053807103	362	11,720	SH	OTHER	1
AVON PRODS INC	COMMON	054303102	363	22,380	SH	OTHER	1
AXIS CAPITAL HOLDINGS INV	COMMON	G0692U109	312	9,580	SH	OTHER	1
BABCOCK & WILCOX CO NEW	COMMON	05615F102	233	9,500	SH	OTHER	1
BAKER HUGHES INC	COMMON	057224107	1,167	28,400	SH	OTHER	1
BALL CORP	COMMON	058498106	298	7,260	SH	OTHER	1
BANK HAWAII CORP	COMMON	062540109	172	3,740	SH	OTHER	1
BANK MONTREAL QUE	COMMON FOREIGN	063671101	2,023	36,652	SH	OTHER	1
BANK NOVA SCOTIA HALIFAX	COMMON FOREIGN	064149107	2,913	56,391	SH	DEFINED	12
BANK NOVA SCOTIA HALIFAX	COMMON FOREIGN	064149107	3,714	71,800	SH	OTHER	1
BANK OF AMERICA CORPORATION	COMMON	060505104	5,643	689,800	SH	OTHER	1
BANK OF NEW YORK MELLON COR	COMMON	064058100	1,901	86,600	SH	OTHER	1
BARD C R INC	COMMON	067383109	413	3,840	SH	OTHER	1
BARRICK GOLD CORP	COMMON FOREIGN	067901108	2,509	66,700	SH	OTHER	1
BAXTER INTL INC	COMMON	071813109	2,256	42,448	SH	OTHER	1
BAYTEX ENERGY CORP	COMMON FOREIGN	07317Q105	345	8,200	SH	OTHER	1
BB&T CORP	COMMON	054937107	1,520	49,265	SH	OTHER	1
BCE INC	COMMON FOREIGN	05534B760	741	18,000	SH	OTHER	1
BE AEROSPACE INC	COMMON	073302101	297	6,800	SH	OTHER	1
BECTON DICKINSON & CO	COMMON	075887109	997	13,340	SH	OTHER	1
BED BATH & BEYOND INC	COMMON	075896100	1,025	16,593	SH	OTHER	1

FORM 13F INFORMATION TABLE

COLUMN 1

COLUMN 2

COLUMN 3

COLUMN 4

COLUMN 5

COLUMN 6

COLUM

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ CALL	INVESTMENT DISCRETION	OTHER MANAG
BEMIS INC	COMMON	081437105	207	6,620	SH	OTHER	1
BERKLEY W R CORP	COMMON	084423102	364	9,340	SH	OTHER	1
BERKSHIRE HATHAWAY INC DEL	COMMON	084670702	5,111	61,338	SH	OTHER	1
BEST BUY INC	COMMON	086516101	488	23,280	SH	OTHER	1
BIG LOTS INC	COMMON	089302103	193	4,720	SH	OTHER	1
BIOGEN IDEC INC	COMMON	09062X103	2,270	15,720	SH	OTHER	1
BIOMARIN PHARMACEUTICAL INC	COMMON	09061G101	342	8,640	SH	OTHER	1
BIOMED REALTY TRUST INC	COMMON	09063H107	185	9,920	SH	OTHER	1
BLACKROCK INC	COMMON	09247X101	1,370	8,069	SH	OTHER	1
BLOCK H & R INC	COMMON	093671105	347	21,740	SH	OTHER	1
BMC SOFTWARE INC	COMMON	055921100	409	9,580	SH	OTHER	1
BOEING CO	COMMON	097023105	3,899	52,480	SH	OTHER	1
BORGWARNER INC	COMMON	099724106	505	7,700	SH	OTHER	1
BOSTON PROPERTIES INC	COMMON	101121101	1,125	10,380	SH	OTHER	1
BOSTON SCIENTIFIC CORP	COMMON	101137107	640	112,860	SH	OTHER	1
BPZ RESOURCES INC	COMMON	055639108	26	10,340	SH	OTHER	1
BRANDYWINE RLTY TR	COMMON	105368203	145	11,780	SH	OTHER	1
BRE PROPERTIES INC	COMMON	05564E106	262	5,240	SH	OTHER	1
BRINKER INTL INC	COMMON	109641100	177	5,560	SH	OTHER	1
BRISTOL MYERS SQUIBB CO	COMMON	110122108	4,249	118,180	SH	OTHER	1
BROADCOM CORP	COMMON	111320107	1,054	31,180	SH	OTHER	1
BROADRIDGE FINL SOLUTIONS I	COMMON	11133T103	181	8,520	SH	OTHER	1
BROCADE COMMUNICATIONS SYS	COMMON	111621306	194	39,380	SH	OTHER	1
BROOKFIELD ASSET MGMT INC	COMMON FOREIGN	112585104	1,200	36,300	SH	OTHER	1
BROOKFIELD OFFICE PPTYS INC	COMMON	112900105	311	17,800	SH	OTHER	1
BROWN & BROWN INC	COMMON	115236101	209	7,680	SH	OTHER	1
BUNGE LIMITED	COMMON	G16962105	594	9,460	SH	OTHER	1
C H ROBINSON WORLDWIDE INC	COMMON	12541W209	579	9,900	SH	OTHER	1
CA INC	COMMON	12673P105	754	27,820	SH	OTHER	1
CABLEVISION SYS CORP	COMMON	12686C109	178	13,420	SH	OTHER	1
CABOT CORP	COMMON	127055101	177	4,360	SH	OTHER	1
CABOT OIL & GAS CORP	COMMON	127097103	656	16,660	SH	OTHER	1
CADENCE DESIGN SYSTEM INC	COMMON	127387108	203	18,440	SH	OTHER	1
CAE INC	COMMON FOREIGN	124765108	174	17,900	SH	OTHER	1
CAL DIVE INTL INC DEL	COMMON	12802T101	26	9,080	SH	OTHER	1
CALPINE CORP	COMMON	131347304	364	22,060	SH	OTHER	1
CAMDEN PPTY TR	COMMON	133131102	349	5,160	SH	OTHER	1
CAMECO CORP	COMMON FOREIGN	13321L108	590	26,900	SH	OTHER	1
CAMERON INTERNATIONAL CORP	COMMON	13342B105	727	17,020	SH	OTHER	1
CAMPBELL SOUP CO	COMMON	134429109	487	14,585	SH	OTHER	1
CANADIAN NAT RES LTD	COMMON FOREIGN	136385101	6,368	237,885	SH	DEFINED	12
CANADIAN NAT RES LTD	COMMON FOREIGN	136385101	2,009	75,000	SH	OTHER	1
CANADIAN NATL RY CO	COMMON FOREIGN	136375102	5,946	70,400	SH	DEFINED	12
CANADIAN NATL RY CO	COMMON FOREIGN	136375102	2,424	28,700	SH	OTHER	1
CANADIAN PAC RY LTD	COMMON FOREIGN	13645T100	1,305	17,800	SH	OTHER	1
CAPITAL ONE FINL CORP	COMMON	14040H105	1,919	35,102	SH	OTHER	1
CAPITALSOURCE INC	COMMON	14055X102	127	18,860	SH	OTHER	1
CAPITOL FED FINL INC	COMMON	14057J101	131	11,021	SH	OTHER	1
CAPSTONE TURBINE CORP	COMMON	14067D102	25	25,200	SH	OTHER	1
CARDINAL HEALTH INC	COMMON	14149Y108	960	22,860	SH	OTHER	1
CAREFUSION CORP	COMMON	14170T101	404	15,740	SH	OTHER	1
CARLISLE COS INC	COMMON	142339100	243	4,580	SH	OTHER	1
CARMAX INC	COMMON	143130102	332	12,780	SH	OTHER	1
CARNIVAL CORP	COMMON	143658300	978	28,526	SH	OTHER	1
CARPENTER TECHNOLOGY CORP	COMMON	144285103	165	3,440	SH	OTHER	1
CARTER INC	COMMON	146229109	221	4,200	SH	OTHER	1
CATALYST HEALTH SOLUTIONS I	COMMON	14888B103	275	2,940	SH	OTHER	1

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CATERPILLAR INC DEL	COMMON	149123101	3,836	45,180	SH	OTHER	1
CBL & ASSOC PPTYS INC	COMMON	124830100	186	9,520	SH	OTHER	1
CBOE HLDGS INC	COMMON	12503M108	189	6,840	SH	OTHER	1

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ CALL	INVESTMENT DISCRETION	OTHER MANAG
CBRE GROUP INC	COMMON	12504L109	297	18,140	SH	OTHER	1
CBS CORP NEW	COMMON	124857202	1,431	43,640	SH	OTHER	1
CDN IMPERIAL BK OF COMMERCE	COMMON FOREIGN	136069101	7,457	106,241	SH	DEFINED	12
CDN IMPERIAL BK OF COMMERCE	COMMON FOREIGN	136069101	1,820	25,900	SH	OTHER	1
CELANESE CORP DEL	COMMON	150870103	388	11,200	SH	OTHER	1
CELESTICA INC	COMMON FOREIGN	15101Q108	99	13,700	SH	OTHER	1
CELGENE CORP	COMMON	151020104	1,913	29,820	SH	OTHER	1
CENOVUS ENERGY INC	COMMON FOREIGN	15135U109	1,635	51,500	SH	OTHER	1
CENTERPOINT ENERGY INC	COMMON	15189T107	578	27,940	SH	OTHER	1
CENTURYLINK INC	COMMON	156700106	1,651	41,802	SH	OTHER	1
CEPHEID	COMMON	15670R107	209	4,680	SH	OTHER	1
CERNER CORP	COMMON	156782104	901	10,900	SH	OTHER	1
CF INDS HLDGS INC	COMMON	125269100	896	4,626	SH	OTHER	1
CHARTER COMMUNICATIONS INC	COMMON	16117M305	200	2,827	SH	OTHER	1
CHENIERE ENERGY INC	COMMON	16411R208	135	9,180	SH	OTHER	1
CHESAPEAKE ENERGY CORP	COMMON	165167107	895	48,140	SH	OTHER	1
CHEVRON CORP NEW	COMMON	166764100	14,361	136,120	SH	OTHER	1
CHICOS FAS INC	COMMON	168615102	181	12,200	SH	OTHER	1
CHIMERA INVT CORP	COMMON	16934Q109	180	76,080	SH	OTHER	1
CHIPOTLE MEXICAN GRILL INC	COMMON	169656105	840	2,211	SH	OTHER	1
CHUBB CORP	COMMON	171232101	1,398	19,204	SH	OTHER	1
CHURCH & DWIGHT INC	COMMON	171340102	588	10,600	SH	OTHER	1
CIGNA CORPORATION	COMMON	125509109	866	19,680	SH	OTHER	1
CIMAREX ENERGY CO	COMMON	171798101	341	6,180	SH	OTHER	1
CINCINNATI BELL INC NEW	COMMON	171871106	66	17,700	SH	OTHER	1
CINCINNATI FINL CORP	COMMON	172062101	509	13,360	SH	OTHER	1
CINTAS CORP	COMMON	172908105	498	12,900	SH	OTHER	1
CISCO SYS INC	COMMON	17275R102	6,481	377,432	SH	OTHER	1
CIT GROUP INC	COMMON	125581801	406	11,380	SH	OTHER	1
CITIGROUP INC	COMMON	172967424	5,500	200,646	SH	OTHER	1
CITRIX SYS INC	COMMON	177376100	1,111	13,240	SH	OTHER	1
CITY NATL CORP	COMMON	178566105	191	3,940	SH	OTHER	1
CLEAN HARBORS INC	COMMON	184496107	159	2,820	SH	OTHER	1
CLEARWIRE CORP NEW	COMMON	18538Q105	20	17,700	SH	OTHER	1
CLIFFS NATURAL RESOURCES IN	COMMON	18683K101	488	9,900	SH	OTHER	1
CLOROX CO DEL	COMMON	189054109	513	7,080	SH	OTHER	1
CME GROUP INC	COMMON	12572Q105	1,249	4,658	SH	OTHER	1
CMS ENERGY CORP	COMMON	125896100	321	13,680	SH	OTHER	1
CNO FINL GROUP INC	COMMON	12621E103	138	17,700	SH	OTHER	1
COACH INC	COMMON	189754104	1,268	21,680	SH	OTHER	1
COCA COLA BOTTLING CO CONS	COMMON	191098102	206	3,200	SH	OTHER	1
COCA COLA CO	COMMON	191216100	18,931	242,120	SH	OTHER	1
COCA COLA ENTERPRISES INC N	COMMON	19122T109	2,717	96,880	SH	OTHER	1
COGNIZANT TECHNOLOGY SOLUTI	COMMON	192446102	1,182	19,700	SH	OTHER	1
COLGATE PALMOLIVE CO	COMMON	194162103	3,555	34,148	SH	OTHER	1

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COMCAST CORP NEW	COMMON	20030N101	4,448	139,120	SH	OTHER	1
COMCAST CORP NEW	COMMON	20030N200	1,337	42,565	SH	OTHER	1
COMERICA INC	COMMON	200340107	439	14,280	SH	OTHER	1
COMMERCE BANCSHARES INC	COMMON	200525103	177	4,679	SH	OTHER	1
COMMERCIAL METALS CO	COMMON	201723103	114	8,980	SH	OTHER	1
COMMUNITY HEALTH SYS INC NE	COMMON	203668108	184	6,560	SH	OTHER	1
COMPASS MINERALS INTL INC	COMMON	20451N101	192	2,520	SH	OTHER	1
COMPUTER SCIENCES CORP	COMMON	205363104	186	7,500	SH	OTHER	1
COMPUWARE CORP	COMMON	205638109	146	15,680	SH	OTHER	1
CONAGRA FOODS INC	COMMON	205887102	756	29,171	SH	OTHER	1
CONCHO RES INC	COMMON	20605P101	606	7,120	SH	OTHER	1
CONCUR TECHNOLOGIES INC	COMMON	206708109	223	3,280	SH	OTHER	1
CONOCOPHILLIPS	COMMON	20825C104	4,808	86,040	SH	OTHER	1
CONSOL ENERGY INC	COMMON	20854P109	443	14,660	SH	OTHER	1
CONSOLIDATED EDISON INC	COMMON	209115104	1,139	18,320	SH	OTHER	1

FORM 13F INFORMATION TABLE

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5		COLUMN 6	COLUMN 7
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ CALL	INVESTMENT DISCRETION	OTHER MANAG
CONTINENTAL RESOURCES INC	COMMON	212015101	248	3,720	SH	OTHER	1
CONVERGYS CORP	COMMON	212485106	124	8,380	SH	OTHER	1
COOPER COS INC	COMMON	216648402	262	3,280	SH	OTHER	1
COOPER INDUSTRIES PLC	COMMON	G24140108	664	9,740	SH	OTHER	1
COPART INC	COMMON	217204106	136	5,720	SH	OTHER	1
CORE LABORATORIES N V	COMMON FOREIGN	N22717107	366	3,160	SH	OTHER	1
CORNING INC	COMMON	219350105	1,417	109,560	SH	OTHER	1
CORRECTIONS CORP AMER NEW	COMMON	22025Y407	205	6,960	SH	OTHER	1
COSTCO WHSL CORP NEW	COMMON	22160K105	2,833	29,822	SH	OTHER	1
COUSINS PPTYS INC	COMMON	222795106	91	11,790	SH	OTHER	1
COVANCE INC	COMMON	222816100	154	3,220	SH	OTHER	1
COVANTA HLDG CORP	COMMON	22282E102	159	9,280	SH	OTHER	1
COVENTRY HEALTH CARE INC	COMMON	222862104	306	9,620	SH	OTHER	1
COVIDIEN PLC	COMMON	G2554F113	1,751	32,720	SH	OTHER	1
CREE INC	COMMON	225447101	151	5,880	SH	OTHER	1
CROWN CASTLE INTL CORP	COMMON	228227104	1,129	19,240	SH	OTHER	1
CROWN HOLDINGS INC	COMMON	228368106	215	6,220	SH	OTHER	1
CSX CORP	COMMON	126408103	1,634	73,060	SH	OTHER	1
CUBESMART	COMMON	229663109	98	8,420	SH	OTHER	1
CUBIST PHARMACEUTICALS INC	COMMON	229678107	160	4,220	SH	OTHER	1
CULLEN FROST BANKERS INC	COMMON	229899109	225	3,920	SH	OTHER	1
CUMMINS INC	COMMON	231021106	1,270	13,100	SH	OTHER	1
CVR ENERGY INC	COMMON	12662P108	173	6,500	SH	OTHER	1
CVS CAREMARK CORPORATION	COMMON	126650100	4,369	93,501	SH	OTHER	1
CYPRESS SEMICONDUCTOR CORP	COMMON	232806109	135	10,180	SH	OTHER	1
CYTEC INDS INC	COMMON	232820100	201	3,420	SH	OTHER	1
D R HORTON INC	COMMON	23331A109	285	15,480	SH	OTHER	1
DANA HLDG CORP	COMMON	235825205	131	10,200	SH	OTHER	1
DANAHER CORP DEL	COMMON	235851102	1,733	33,280	SH	OTHER	1
DARDEN RESTAURANTS INC	COMMON	237194105	419	8,280	SH	OTHER	1
DARLING INTL INC	COMMON	237266101	126	7,660	SH	OTHER	1
DAVITA INC	COMMON	23918K108	507	5,160	SH	OTHER	1
DCT INDUSTRIAL TRUST INC	COMMON	233153105	132	20,960	SH	OTHER	1

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DDR CORP	COMMON	23317H102	230	15,720	SH	OTHER	1
DEAN FOODS CO NEW	COMMON	242370104	234	13,720	SH	OTHER	1
DEERE & CO	COMMON	244199105	2,235	27,640	SH	OTHER	1
DELL INC	COMMON	24702R101	1,389	110,980	SH	OTHER	1
DELTA AIR LINES INC DEL	COMMON	247361702	125	11,380	SH	OTHER	1
DENBURY RES INC	COMMON	247916208	434	28,726	SH	OTHER	1
DENDREON CORP	COMMON	24823Q107	85	11,460	SH	OTHER	1
DENISON MINES CORP	COMMON FOREIGN	248356107	32	24,200	SH	OTHER	1
DENNYS CORP	COMMON	24869P104	51	11,480	SH	OTHER	1
DENTSPLY INTL INC NEW	COMMON	249030107	236	6,240	SH	OTHER	1
DEVON ENERGY CORP NEW	COMMON	25179M103	1,489	25,680	SH	OTHER	1
DIAL GLOBAL INC	COMMON	25247X107	2,006	604,124	SH	DEFINED	12
DIAMOND OFFSHORE DRILLING I	COMMON	25271C102	322	5,440	SH	OTHER	1
DIAMONDROCK HOSPITALITY CO	COMMON	252784301	139	13,600	SH	OTHER	1
DICKS SPORTING GOODS INC	COMMON	253393102	328	6,840	SH	OTHER	1
DIGITAL RLTY TR INC	COMMON	253868103	557	7,417	SH	OTHER	1
DIRECTV	COMMON	25490A101	2,366	48,460	SH	OTHER	1
DISCOVER FINL SVCS	COMMON	254709108	1,465	42,360	SH	OTHER	1
DISCOVERY COMMUNICATNS NEW	COMMON	25470F104	504	9,340	SH	OTHER	1
DISCOVERY COMMUNICATNS NEW	COMMON	25470F302	474	9,460	SH	OTHER	1
DISH NETWORK CORP	COMMON	25470M109	472	16,516	SH	OTHER	1
DISNEY WALT CO	COMMON	254687106	5,506	113,520	SH	OTHER	1
DOLLAR THRIFTY AUTOMOTIVE G	COMMON	256743105	164	2,020	SH	OTHER	1
DOLLAR TREE INC	COMMON	256746108	848	15,760	SH	OTHER	1
DOMINION RES INC VA NEW	COMMON	25746U109	2,130	39,440	SH	OTHER	1
DOMTAR CORP	COMMON	257559203	199	2,600	SH	OTHER	1
DONALDSON INC	COMMON	257651109	292	8,740	SH	OTHER	1

FORM 13F INFORMATION TABLE

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COLUMN 7	
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ CALL	INVESTMENT DISCRETION	OTHER MANAG
DONNELLEY R R & SONS CO	COMMON	257867101	96	8,160	SH	OTHER	1
DOUGLAS EMMETT INC	COMMON	25960P109	162	7,000	SH	OTHER	1
DOVER CORP	COMMON	260003108	607	11,320	SH	OTHER	1
DOW CHEM CO	COMMON	260543103	2,519	79,980	SH	OTHER	1
DR PEPPER SNAPPLE GROUP INC	COMMON	26138E109	3,444	78,720	SH	OTHER	1
DRESSER-RAND GROUP INC	COMMON	261608103	241	5,400	SH	OTHER	1
DTE ENERGY CO	COMMON	233331107	1,025	17,280	SH	OTHER	1
DU PONT E I DE NEMOURS & CO	COMMON	263534109	2,943	58,200	SH	OTHER	1
DUKE ENERGY CORP NEW	COMMON	26441C105	1,844	79,960	SH	OTHER	1
DUKE REALTY CORP	COMMON	264411505	211	14,380	SH	OTHER	1
DUN & BRADSTREET CORP DEL N	COMMON	26483E100	162	2,280	SH	OTHER	1
DYNEGY INC DEL	COMMON	26817G300	7	11,184	SH	OTHER	1
E M C CORP MASS	COMMON	268648102	3,400	132,660	SH	OTHER	1
E TRADE FINANCIAL CORP	COMMON	269246401	163	20,324	SH	OTHER	1
EARTHLINK INC	COMMON	270321102	82	11,060	SH	OTHER	1
EAST WEST BANCORP INC	COMMON	27579R104	252	10,760	SH	OTHER	1
EASTMAN CHEM CO	COMMON	277432100	401	7,960	SH	OTHER	1
EATON CORP	COMMON	278058102	839	21,160	SH	OTHER	1
EATON VANCE CORP	COMMON	278265103	222	8,251	SH	OTHER	1
EBAY INC	COMMON	278642103	3,312	78,847	SH	OTHER	1
ECOLAB INC	COMMON	278865100	1,258	18,360	SH	OTHER	1

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EDISON INTL	COMMON	281020107	976	21,120	SH	OTHER	1
EDWARDS LIFESCIENCES CORP	COMMON	28176E108	810	7,840	SH	OTHER	1
ELDORADO GOLD CORP NEW	COMMON FOREIGN	284902103	555	45,155	SH	OTHER	1
ELECTRONIC ARTS INC	COMMON	285512109	323	26,120	SH	OTHER	1
EMERSON ELEC CO	COMMON	291011104	2,293	49,220	SH	OTHER	1
ENBRIDGE INC	COMMON FOREIGN	29250N105	1,887	47,300	SH	OTHER	1
ENCANA CORP	COMMON FOREIGN	292505104	1,025	49,300	SH	OTHER	1
ENDO HEALTH SOLUTIONS INC	COMMON	29264F205	248	8,000	SH	OTHER	1
ENERGEN CORP	COMMON	29265N108	274	6,080	SH	OTHER	1
ENERGIZER HLDGS INC	COMMON	29266R108	448	5,960	SH	OTHER	1
ENERPLUS CORP	COMMON FOREIGN	292766102	160	12,500	SH	OTHER	1
ENTEGRIS INC	COMMON	29362U104	79	9,300	SH	OTHER	1
ENTERGY CORP NEW	COMMON	29364G103	1,141	16,800	SH	OTHER	1
EOG RES INC	COMMON	26875P101	1,759	19,520	SH	OTHER	1
EQT CORP	COMMON	26884L109	658	12,260	SH	OTHER	1
EQUIFAX INC	COMMON	294429105	487	10,460	SH	OTHER	1
EQUINIX INC	COMMON	29444U502	594	3,380	SH	OTHER	1
EQUITY LIFESTYLE PPTYS INC	COMMON	29472R108	154	2,240	SH	OTHER	1
EQUITY RESIDENTIAL	COMMON	29476L107	1,263	20,260	SH	OTHER	1
ESSEX PPTY TR INC	COMMON	297178105	351	2,280	SH	OTHER	1
EVEREST RE GROUP LTD	COMMON FOREIGN	G3223R108	286	2,760	SH	OTHER	1
EXCO RESOURCES INC	COMMON	269279402	82	10,740	SH	OTHER	1
EXELIS INC	COMMON	30162A108	171	17,340	SH	OTHER	1
EXELIXIS INC	COMMON	30161Q104	74	13,300	SH	OTHER	1
EXELON CORP	COMMON	30161N101	2,013	53,503	SH	OTHER	1
EXPEDIA INC DEL	COMMON	30212P303	425	8,850	SH	OTHER	1
EXPEDITORS INTL WASH INC	COMMON	302130109	538	13,890	SH	OTHER	1
EXPRESS SCRIPTS HLDG CO	COMMON	30219G108	3,002	53,770	SH	OTHER	1
EXTRA SPACE STORAGE INC	COMMON	30225T102	187	6,100	SH	OTHER	1
EXXON MOBIL CORP	COMMON	30231G102	27,714	323,880	SH	OTHER	1
F M C CORP	COMMON	302491303	556	10,400	SH	OTHER	1
F5 NETWORKS INC	COMMON	315616102	601	6,040	SH	OTHER	1
FACEBOOK INC	COMMON	30303M102	973	31,277	SH	OTHER	1
FACTSET RESH SYS INC	COMMON	303075105	255	2,740	SH	OTHER	1
FAIRCHILD SEMICONDUCTOR INT	COMMON	303726103	123	8,740	SH	OTHER	1
FAMILY DLR STORES INC	COMMON	307000109	408	6,140	SH	OTHER	1
FASTENAL CO	COMMON	311900104	838	20,800	SH	OTHER	1
FEDERAL REALTY INVT TR	COMMON	313747206	525	5,040	SH	OTHER	1
FEDERATED INVS INC PA	COMMON	314211103	161	7,380	SH	OTHER	1

FORM 13F INFORMATION TABLE

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COLUMN 7	
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ CALL	INVESTMENT DISCRETION	OTHER MANAG
FEDEX CORP	COMMON	31428X106	1,898	20,720	SH	OTHER	1
FELCOR LODGING TR INC	COMMON	31430F101	45	9,600	SH	OTHER	1
FIDELITY NATIONAL FINANCIAL	COMMON	31620R105	289	15,000	SH	OTHER	1
FIDELITY NATL INFORMATION S	COMMON	31620M106	494	14,500	SH	OTHER	1
FIFTH THIRD BANCORP	COMMON	316773100	849	63,380	SH	OTHER	1
FIRST AMERN FINL CORP	COMMON	31847R102	234	13,820	SH	OTHER	1
FIRST BUSEY CORP	COMMON	319383105	51	10,480	SH	OTHER	1
FIRST COMWLTH FINL CORP PA	COMMON	319829107	99	14,640	SH	OTHER	1
FIRST HORIZON NATL CORP	COMMON	320517105	158	18,264	SH	OTHER	1

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FIRST NIAGARA FINL GP INC	COMMON	33582V108	188	24,631	SH	OTHER	1
FIRST REP BK SAN FRANCISCO	COMMON	33616C100	222	6,593	SH	OTHER	1
FIRSTENERGY CORP	COMMON	337932107	1,315	26,735	SH	OTHER	1
FISERV INC	COMMON	337738108	415	5,740	SH	OTHER	1
FLEXTRONICS INTL LTD	COMMON	Y2573F102	372	59,940	SH	OTHER	1
FLIR SYS INC	COMMON	302445101	168	8,640	SH	OTHER	1
FLOWERS FOODS INC	COMMON	343498101	195	8,380	SH	OTHER	1
FLOWERVE CORP	COMMON	34354P105	452	3,940	SH	OTHER	1
FLUOR CORP NEW	COMMON	343412102	524	10,620	SH	OTHER	1
FMC TECHNOLOGIES INC	COMMON	30249U101	699	17,820	SH	OTHER	1
FOOT LOCKER INC	COMMON	344849104	332	10,860	SH	OTHER	1
FORD MTR CO DEL	COMMON	345370860	2,376	247,780	SH	OTHER	1
FOREST CITY ENTERPRISES INC	COMMON	345550107	148	10,120	SH	OTHER	1
FOREST LABS INC	COMMON	345838106	495	14,157	SH	OTHER	1
FOREST OIL CORP	COMMON	346091705	75	10,200	SH	OTHER	1
FORTINET INC	COMMON	34959E109	163	7,020	SH	OTHER	1
FORTUNE BRANDS HOME & SEC I	COMMON	34964C106	236	10,580	SH	OTHER	1
FOSSIL INC	COMMON	349882100	325	4,240	SH	OTHER	1
FOSTER WHEELER AG	COMMON FOREIGN	H27178104	154	8,914	SH	OTHER	1
FRANCO NEVADA CORP	COMMON FOREIGN	351858105	5,364	119,125	SH	DEFINED	12
FRANCO NEVADA CORP	COMMON FOREIGN	351858105	379	8,400	SH	OTHER	1
FRANKLIN RES INC	COMMON	354613101	1,188	10,700	SH	OTHER	1
FRANKLIN STREET PPTYS CORP	COMMON	35471R106	97	9,160	SH	OTHER	1
FREEMPORT-MCMORAN COPPER & G	COMMON	35671D857	2,223	65,240	SH	OTHER	1
FRONTIER COMMUNICATIONS COR	COMMON	35906A108	201	52,493	SH	OTHER	1
FULTON FINL CORP PA	COMMON	360271100	166	16,600	SH	OTHER	1
GALLAGHER ARTHUR J & CO	COMMON	363576109	226	6,440	SH	OTHER	1
GAMESTOP CORP NEW	COMMON	36467W109	165	9,000	SH	OTHER	1
GANNETT INC	COMMON	364730101	251	17,040	SH	OTHER	1
GAP INC DEL	COMMON	364760108	562	20,524	SH	OTHER	1
GARDNER DENVER INC	COMMON	365558105	189	3,580	SH	OTHER	1
GARMIN LTD	COMMON	H2906T109	303	7,912	SH	OTHER	1
GARTNER INC	COMMON	366651107	229	5,320	SH	OTHER	1
GENERAL DYNAMICS CORP	COMMON	369550108	1,301	19,720	SH	OTHER	1
GENERAL ELECTRIC CO	COMMON	369604103	15,197	729,200	SH	OTHER	1
GENERAL GROWTH PPTYS INC NE	COMMON	370023103	525	29,033	SH	OTHER	1
GENERAL MLS INC	COMMON	370334104	1,556	40,380	SH	OTHER	1
GENERAL MTRS CO	COMMON	37045V100	1	27	SH	DEFINED	12
GENERAL MTRS CO	COMMON	37045V100	1,169	59,280	SH	OTHER	1
GENON ENERGY INC	COMMON	37244E107	114	66,840	SH	OTHER	1
GEN-PROBE INC NEW	COMMON	36866T103	275	3,340	SH	OTHER	1
GENTEX CORP	COMMON	371901109	210	10,080	SH	OTHER	1
GENUINE PARTS CO	COMMON	372460105	500	8,300	SH	OTHER	1
GENWORTH FINL INC	COMMON	37247D106	203	35,840	SH	OTHER	1
GERON CORP	COMMON	374163103	26	15,100	SH	OTHER	1
GILDAN ACTIVEWEAR INC	COMMON FOREIGN	375916103	228	8,300	SH	OTHER	1
GILEAD SCIENCES INC	COMMON	375558103	2,605	50,804	SH	OTHER	1
GLOBAL PMTS INC	COMMON	37940X102	244	5,640	SH	OTHER	1
GNC HLDGS INC	COMMON	36191G107	201	5,140	SH	OTHER	1
GOLDCORP INC NEW	COMMON FOREIGN	380956409	4,243	113,150	SH	DEFINED	12
GOLDCORP INC NEW	COMMON FOREIGN	380956409	2,008	53,400	SH	OTHER	1

FORM 13F INFORMATION TABLE

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COLUMN 7
			VALUE	SHRS OR SH/ PUT/	INVESTMENT	OTHER

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	(x\$1000)	PRN AMT	PRN CALL	DISCRETION	MANAG
GOLDEN STAR RES LTD CDA	COMMON	38119T104	27	23,300	SH	OTHER	1
GOLDMAN SACHS GROUP INC	COMMON	38141G104	3,110	32,440	SH	OTHER	1
GOODRICH CORP	COMMON	382388106	896	7,060	SH	OTHER	1
GOODYEAR TIRE & RUBR CO	COMMON	382550101	264	22,360	SH	OTHER	1
GOOGLE INC	COMMON	38259P508	10,116	17,440	SH	OTHER	1
GRACE W R & CO DEL NEW	COMMON	38388F108	270	5,360	SH	OTHER	1
GRACO INC	COMMON	384109104	187	4,060	SH	OTHER	1
GRAFTECH INTL LTD	COMMON	384313102	86	8,940	SH	OTHER	1
GRAINGER W W INC	COMMON	384802104	826	4,320	SH	OTHER	1
GRAPHIC PACKAGING HLDG CO	COMMON	388689101	58	10,560	SH	OTHER	1
GREAT BASIN GOLD LTD	COMMON FOREIGN	390124105	22	31,800	SH	OTHER	1
GREAT PLAINS ENERGY INC	COMMON	391164100	219	10,220	SH	OTHER	1
GREEN MTN COFFEE ROASTERS I	COMMON	393122106	217	9,960	SH	OTHER	1
GROUPE CGI INC	COMMON FOREIGN	39945C109	7,654	319,925	SH	DEFINED	12
GROUPE CGI INC	COMMON FOREIGN	39945C109	398	16,600	SH	OTHER	1
GT ADVANCED TECHNOLOGIES IN	COMMON	36191U106	52	9,900	SH	OTHER	1
HALLIBURTON CO	COMMON	406216101	1,709	60,200	SH	OTHER	1
HANCOCK HLDG CO	COMMON	410120109	169	5,538	SH	OTHER	1
HANESBRANDS INC	COMMON	410345102	209	7,540	SH	OTHER	1
HARLEY DAVIDSON INC	COMMON	412822108	739	16,160	SH	OTHER	1
HARMAN INTL INDS INC	COMMON	413086109	211	5,320	SH	OTHER	1
HARMONIC INC	COMMON	413160102	41	9,740	SH	OTHER	1
HARRIS CORP DEL	COMMON	413875105	391	9,341	SH	OTHER	1
HARTFORD FINL SVCS GROUP IN	COMMON	416515104	542	30,720	SH	OTHER	1
HASBRO INC	COMMON	418056107	211	6,220	SH	OTHER	1
HAWAIIAN ELEC INDUSTRIES	COMMON	419870100	222	7,780	SH	OTHER	1
HCA HOLDINGS INC	COMMON	40412C101	441	14,500	SH	OTHER	1
HCC INS HLDGS INC	COMMON	404132102	223	7,100	SH	OTHER	1
HCP INC	COMMON	40414L109	1,316	29,800	SH	OTHER	1
HEALTH CARE REIT INC	COMMON	42217K106	677	11,620	SH	OTHER	1
HEALTH MGMT ASSOC INC NEW	COMMON	421933102	154	19,680	SH	OTHER	1
HEALTHSOUTH CORP	COMMON	421924309	180	7,740	SH	OTHER	1
HECKMANN CORP	COMMON	422680108	26	7,580	SH	OTHER	1
HECLA MNG CO	COMMON	422704106	108	22,640	SH	OTHER	1
HEINZ H J CO	COMMON	423074103	978	17,980	SH	OTHER	1
HELMERICH & PAYNE INC	COMMON	423452101	385	8,860	SH	OTHER	1
HENRY JACK & ASSOC INC	COMMON	426281101	170	4,920	SH	OTHER	1
HERBALIFE LTD	COMMON	G4412G101	426	8,805	SH	OTHER	1
HERCULES OFFSHORE INC	COMMON	427093109	35	9,960	SH	OTHER	1
HERSHA HOSPITALITY TR	COMMON	427825104	71	13,480	SH	OTHER	1
HERSHEY CO	COMMON	427866108	653	9,060	SH	OTHER	1
HERTZ GLOBAL HOLDINGS INC	COMMON	42805T105	268	20,900	SH	OTHER	1
HESS CORP	COMMON	42809H107	842	19,385	SH	OTHER	1
HEWLETT PACKARD CO	COMMON	428236103	2,558	127,191	SH	OTHER	1
HEXCEL CORP NEW	COMMON	428291108	174	6,760	SH	OTHER	1
HIGHWOODS PPTYS INC	COMMON	431284108	168	4,980	SH	OTHER	1
HMS HLDGS CORP	COMMON	40425J101	184	5,520	SH	OTHER	1
HOLLYFRONTIER CORP	COMMON	436106108	578	16,320	SH	OTHER	1
HOLOGIC INC	COMMON	436440101	314	17,420	SH	OTHER	1
HOME DEPOT INC	COMMON	437076102	5,552	104,780	SH	OTHER	1
HOME PROPERTIES INC	COMMON	437306103	188	3,060	SH	OTHER	1
HONEYWELL INTL INC	COMMON	438516106	2,927	52,420	SH	OTHER	1
HORMEL FOODS CORP	COMMON	440452100	296	9,740	SH	OTHER	1
HOSPIRA INC	COMMON	441060100	141	4,040	SH	OTHER	1
HOSPITALITY PPTYS TR	COMMON	44106M102	226	9,120	SH	OTHER	1
HOST HOTELS & RESORTS INC	COMMON	44107P104	709	44,840	SH	OTHER	1
HUBBELL INC	COMMON	443510201	243	3,120	SH	OTHER	1
HUDBAY MINERALS INC	COMMON FOREIGN	443628102	79	10,200	SH	OTHER	1
HUDSON CITY BANCORP	COMMON	443683107	121	19,040	SH	OTHER	1

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HUMAN GENOME SCIENCES INC COMMON 444903108 186 14,161 SH OTHER 1

FORM 13F INFORMATION TABLE

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COLUMN 7	
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ CALL	INVESTMENT DISCRETION	OTHER MANAG
HUMANA INC	COMMON	444859102	856	11,060	SH	OTHER	1
HUNT J B TRANS SVCS INC	COMMON	445658107	557	9,340	SH	OTHER	1
HUNTINGTON BANCSHARES INC	COMMON	446150104	403	62,960	SH	OTHER	1
HUNTSMAN CORP	COMMON	447011107	177	13,700	SH	OTHER	1
HYPERDYNAMICS CORP	COMMON	448954107	12	14,700	SH	OTHER	1
IAC INTERACTIVECORP	COMMON	44919P508	221	4,840	SH	OTHER	1
IAMGOLD CORP	COMMON FOREIGN	450913108	305	25,800	SH	OTHER	1
IDACORP INC	COMMON	451107106	193	4,580	SH	OTHER	1
IDEX CORP	COMMON	45167R104	200	5,140	SH	OTHER	1
IDEXX LABS INC	COMMON	45168D104	358	3,720	SH	OTHER	1
IHS INC	COMMON	451734107	289	2,680	SH	OTHER	1
ILLINOIS TOOL WKS INC	COMMON	452308109	1,587	30,000	SH	OTHER	1
ILLUMINA INC	COMMON	452327109	310	7,680	SH	OTHER	1
IMPERIAL OIL LTD	COMMON FOREIGN	453038408	823	19,700	SH	OTHER	1
INCYTE CORP	COMMON	45337C102	199	8,780	SH	OTHER	1
INFINERA CORPORATION	COMMON	45667G103	58	8,500	SH	OTHER	1
INFORMATICA CORP	COMMON	45666Q102	308	7,260	SH	OTHER	1
INGERSOLL-RAND PLC	COMMON	G47791101	963	22,820	SH	OTHER	1
INGRAM MICRO INC	COMMON	457153104	184	10,560	SH	OTHER	1
INGREDION INC	COMMON	457187102	253	5,100	SH	OTHER	1
INLAND REAL ESTATE CORP	COMMON	457461200	80	9,580	SH	OTHER	1
INTEGRATED DEVICE TECHNOLOG	COMMON	458118106	67	11,920	SH	OTHER	1
INTEGRYS ENERGY GROUP INC	COMMON	45822P105	433	7,620	SH	OTHER	1
INTEL CORP	COMMON	458140100	9,476	355,578	SH	OTHER	1
INTERCONTINENTALEXCHANGE IN	COMMON	45865V100	754	5,546	SH	OTHER	1
INTERNATIONAL BUSINESS MACH	COMMON	459200101	15,838	80,980	SH	OTHER	1
INTERPUBLIC GROUP COS INC	COMMON	460690100	326	30,085	SH	OTHER	1
INTERSIL CORP	COMMON	46069S109	129	12,120	SH	OTHER	1
INTL PAPER CO	COMMON	460146103	980	33,900	SH	OTHER	1
INTUIT	COMMON	461202103	1,045	17,600	SH	OTHER	1
INTUITIVE SURGICAL INC	COMMON	46120E602	1,517	2,740	SH	OTHER	1
INVESTORS REAL ESTATE TR	COMMON	461730103	88	11,080	SH	OTHER	1
ION GEOPHYSICAL CORP	COMMON	462044108	64	9,660	SH	OTHER	1
IRON MTN INC	COMMON	462846106	375	11,380	SH	OTHER	1
ISHARES INC	COMMON	464286509	928	35,904	SH	OTHER	1
ISHARES TR	COMMON	464287168	77,698	1,382,770	SH	DEFINED	12
ISHARES TR	COMMON	464287465	9,525	190,648	SH	OTHER	1
ISHARES TR	COMMON	464287655	63	795	SH	DEFINED	12
ISHARES TR	COMMON	464287655	1,297	16,288	SH	OTHER	1
ISIS PHARMACEUTICALS INC	COMMON	464330109	137	11,380	SH	OTHER	1
ITC HLDGS CORP	COMMON	465685105	230	3,340	SH	OTHER	1
IVANHOE MINES LTD	COMMON FOREIGN	46579N103	210	21,300	SH	OTHER	1
JABIL CIRCUIT INC	COMMON	466313103	268	13,180	SH	OTHER	1
JANUS CAP GROUP INC	COMMON	47102X105	108	13,780	SH	OTHER	1
JARDEN CORP	COMMON	471109108	231	5,500	SH	OTHER	1
JDS UNIPHASE CORP	COMMON	46612J507	190	17,280	SH	OTHER	1
JEFFERIES GROUP INC NEW	COMMON	472319102	126	9,694	SH	OTHER	1

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JOHNSON & JOHNSON	COMMON	478160104	13,365	197,820	SH	OTHER	1
JOHNSON CTLS INC	COMMON	478366107	1,146	41,360	SH	OTHER	1
JONES LANG LASALLE INC	COMMON	48020Q107	221	3,140	SH	OTHER	1
JOY GLOBAL INC	COMMON	481165108	352	6,200	SH	OTHER	1
JPMORGAN CHASE & CO	COMMON	46625H100	9,291	260,033	SH	OTHER	1
JUNIPER NETWORKS INC	COMMON	48203R104	507	31,100	SH	OTHER	1
JUST ENERGY GROUP INC	COMMON FOREIGN	48213W101	115	10,500	SH	OTHER	1
KANSAS CITY SOUTHERN	COMMON	485170302	562	8,082	SH	OTHER	1
KBR INC	COMMON	48242W106	216	8,740	SH	OTHER	1
KELLOGG CO	COMMON	487836108	895	18,140	SH	OTHER	1
KENNAMETAL INC	COMMON	489170100	181	5,460	SH	OTHER	1
KEY ENERGY SVCS INC	COMMON	492914106	73	9,560	SH	OTHER	1
KEYCORP NEW	COMMON	493267108	540	69,760	SH	OTHER	1

FORM 13F INFORMATION TABLE

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5		COLUMN 6	COLUMN 7
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ CALL	INVESTMENT DISCRETION	OTHER MANAG
KIMBERLY CLARK CORP	COMMON	494368103	2,351	28,060	SH	OTHER	1
KIMCO RLTY CORP	COMMON	49446R109	521	27,380	SH	OTHER	1
KINROSS GOLD CORP	COMMON FOREIGN	496902404	825	101,248	SH	OTHER	1
KLA-TENCOR CORP	COMMON	482480100	601	12,200	SH	OTHER	1
KODIAK OIL & GAS CORP	COMMON	50015Q100	153	18,660	SH	OTHER	1
KOHL'S CORP	COMMON	500255104	690	15,160	SH	OTHER	1
KRAFT FOODS INC	COMMON	50075N104	4,359	112,860	SH	OTHER	1
KROGER CO	COMMON	501044101	956	41,240	SH	OTHER	1
L-3 COMMUNICATIONS HLDGS IN	COMMON	502424104	647	8,744	SH	OTHER	1
LABORATORY CORP AMER HLDGS	COMMON	50540R409	426	4,603	SH	OTHER	1
LAKE SHORE GOLD CORP	COMMON FOREIGN	510728108	27	30,800	SH	OTHER	1
LAM RESEARCH CORP	COMMON	512807108	370	9,817	SH	OTHER	1
LAS VEGAS SANDS CORP	COMMON	517834107	1,092	25,113	SH	OTHER	1
LASALLE HOTEL PPTYS	COMMON	517942108	191	6,560	SH	OTHER	1
LAUDER ESTEE COS INC	COMMON	518439104	1,000	18,480	SH	OTHER	1
LEAR CORP	COMMON	521865204	300	7,960	SH	OTHER	1
LEGG MASON INC	COMMON	524901105	329	12,460	SH	OTHER	1
LEGGETT & PLATT INC	COMMON	524660107	178	8,440	SH	OTHER	1
LENNAR CORP	COMMON	526057104	387	12,520	SH	OTHER	1
LENNOX INTL INC	COMMON	526107107	193	4,140	SH	OTHER	1
LEUCADIA NATL CORP	COMMON	527288104	303	14,260	SH	OTHER	1
LEVEL 3 COMMUNICATIONS INC	COMMON	52729N308	285	12,866	SH	OTHER	1
LEXINGTON REALTY TRUST	COMMON	529043101	76	9,020	SH	OTHER	1
LEXMARK INTL NEW	COMMON	529771107	159	5,980	SH	OTHER	1
LIBERTY GLOBAL INC	COMMON	530555101	543	10,940	SH	OTHER	1
LIBERTY GLOBAL INC	COMMON	530555309	487	10,200	SH	OTHER	1
LIBERTY INTERACTIVE CORPORA	COMMON	53071M104	737	41,404	SH	OTHER	1
LIBERTY MEDIA CORPORATION	COMMON	530322106	707	8,046	SH	OTHER	1
LIBERTY PPTY TR	COMMON	531172104	339	9,200	SH	OTHER	1
LIFE TECHNOLOGIES CORP	COMMON	53217V109	570	12,680	SH	OTHER	1
LILLY ELI & CO	COMMON	532457108	3,300	76,900	SH	OTHER	1
LIMITED BRANDS INC	COMMON	532716107	1,041	24,480	SH	OTHER	1
LINCARE HLDGS INC	COMMON	532791100	250	7,350	SH	OTHER	1
LINCOLN ELEC HLDGS INC	COMMON	533900106	214	4,880	SH	OTHER	1
LINCOLN NATL CORP IND	COMMON	534187109	457	20,880	SH	OTHER	1

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LINEAR TECHNOLOGY CORP	COMMON		535678106	562	17,940	SH	OTHER	1
LIVE NATION ENTERTAINMENT I	COMMON		538034109	104	11,367	SH	OTHER	1
LKQ CORP	COMMON		501889208	337	10,080	SH	OTHER	1
LOCKHEED MARTIN CORP	COMMON		539830109	1,736	19,931	SH	OTHER	1
LOEWS CORP	COMMON		540424108	686	16,780	SH	OTHER	1
LOGITECH INTL S A	COMMON	FOREIGN	H50430232	184	17,016	SH	OTHER	1
LONE PINE RES INC	COMMON		54222A106	26	9,557	SH	OTHER	1
LOUISIANA PAC CORP	COMMON		546347105	126	11,540	SH	OTHER	1
LOWES COS INC	COMMON		548661107	2,364	83,135	SH	OTHER	1
LSI CORPORATION	COMMON		502161102	299	47,000	SH	OTHER	1
LULULEMON ATHLETICA INC	COMMON	FOREIGN	550021109	456	7,640	SH	OTHER	1
LYONDELLBASELL INDUSTRIES N	COMMON	FOREIGN	N53745100	987	24,520	SH	OTHER	1
M & T BK CORP	COMMON		55261F104	730	8,840	SH	OTHER	1
MACERICH CO	COMMON		554382101	555	9,400	SH	OTHER	1
MACK CALI RLTY CORP	COMMON		554489104	236	8,120	SH	OTHER	1
MACYS INC	COMMON		55616P104	1,210	35,240	SH	OTHER	1
MAGNA INTL INC	COMMON	FOREIGN	559222401	5,500	139,890	SH	DEFINED	12
MAGNA INTL INC	COMMON	FOREIGN	559222401	576	14,600	SH	OTHER	1
MAGNUM HUNTER RES CORP DEL	COMMON		55973B102	38	9,040	SH	OTHER	1
MANITOWOC INC	COMMON		563571108	118	10,060	SH	OTHER	1
MANNKIND CORP	COMMON		56400P201	27	11,980	SH	OTHER	1
MANPOWERGROUP INC	COMMON		56418H100	218	5,960	SH	OTHER	1
MANULIFE FINL CORP	COMMON	FOREIGN	56501R106	1,236	113,600	SH	OTHER	1
MARATHON OIL CORP	COMMON		565849106	1,275	49,880	SH	OTHER	1
MARATHON PETE CORP	COMMON		56585A102	1,150	25,600	SH	OTHER	1

FORM 13F INFORMATION TABLE

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5		COLUMN 6	COLUMN 7
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ CALL	INVESTMENT DISCRETION	OTHER MANAG
MARKEL CORP	COMMON	570535104	283	640	SH	OTHER	1
MARRIOTT INTL INC NEW	COMMON	571903202	690	17,601	SH	OTHER	1
MARSH & MCLENNAN COS INC	COMMON	571748102	1,156	35,880	SH	OTHER	1
MARTIN MARIETTA MATLS INC	COMMON	573284106	322	4,091	SH	OTHER	1
MARVELL TECHNOLOGY GROUP LT	COMMON	G5876H105	379	33,560	SH	OTHER	1
MASCO CORP	COMMON	574599106	378	27,260	SH	OTHER	1
MASTERCARD INC	COMMON	57636Q104	3,312	7,700	SH	OTHER	1
MATTEL INC	COMMON	577081102	742	22,880	SH	OTHER	1
MAXIM INTEGRATED PRODS INC	COMMON	57772K101	573	22,360	SH	OTHER	1
MBIA INC	COMMON	55262C100	119	11,020	SH	OTHER	1
MCCORMICK & CO INC	COMMON	579780206	417	6,880	SH	OTHER	1
MCDERMOTT INTL INC	COMMON	580037109	192	17,220	SH	OTHER	1
MCDONALDS CORP	COMMON	580135101	6,238	70,460	SH	OTHER	1
MCEWEN MNG INC	COMMON	58039P107	46	15,180	SH	OTHER	1
MCG CAPITAL CORP	COMMON	58047P107	44	9,540	SH	OTHER	1
MCGRAW HILL COS INC	COMMON	580645109	917	20,380	SH	OTHER	1
MCKESSON CORP	COMMON	58155Q103	1,607	17,140	SH	OTHER	1
MDU RES GROUP INC	COMMON	552690109	391	18,080	SH	OTHER	1
MEAD JOHNSON NUTRITION CO	COMMON	582839106	1,267	15,740	SH	OTHER	1
MEADWESTVACO CORP	COMMON	583334107	443	15,400	SH	OTHER	1
MEDICAL PPTYS TRUST INC	COMMON	58463J304	86	8,920	SH	OTHER	1
MEDIVATION INC	COMMON	58501N101	225	2,460	SH	OTHER	1
MEDNAX INC	COMMON	58502B106	222	3,240	SH	OTHER	1

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MEDTRONIC INC	COMMON	585055106	2,796	72,201	SH	OTHER	1
MELLANOX TECHNOLOGIES LTD	COMMON FOREIGN	M51363113	201	2,921	SH	OTHER	1
MEMC ELECTR MATLS INC	COMMON	552715104	40	18,500	SH	OTHER	1
MERCADOLIBRE INC	COMMON FOREIGN	58733R102	161	2,120	SH	OTHER	1
MERCK & CO INC NEW	COMMON	58933Y105	8,911	213,432	SH	OTHER	1
METHANEX CORP	COMMON FOREIGN	59151K108	200	7,200	SH	OTHER	1
METLIFE INC	COMMON	59156R108	2,303	74,660	SH	OTHER	1
METROPCS COMMUNICATIONS INC	COMMON	591708102	118	19,500	SH	OTHER	1
METTLER TOLEDO INTERNATIONAL	COMMON	592688105	321	2,060	SH	OTHER	1
MFA FINANCIAL INC	COMMON	55272X102	206	26,080	SH	OTHER	1
MGIC INVT CORP WIS	COMMON	552848103	38	13,340	SH	OTHER	1
MGM RESORTS INTERNATIONAL	COMMON	552953101	283	25,400	SH	OTHER	1
MICROCHIP TECHNOLOGY INC	COMMON	595017104	400	12,080	SH	OTHER	1
MICRON TECHNOLOGY INC	COMMON	595112103	389	61,700	SH	OTHER	1
MICROS SYS INC	COMMON	594901100	265	5,180	SH	OTHER	1
MICROSOFT CORP	COMMON	594918104	15,883	519,218	SH	OTHER	1
MID-AMER APT CMNTYS INC	COMMON	59522J103	162	2,380	SH	OTHER	1
MOHAWK INDS INC	COMMON	608190104	296	4,240	SH	OTHER	1
MONSANTO CO NEW	COMMON	61166W101	3,045	36,780	SH	OTHER	1
MONSTER BEVERAGE CORP	COMMON	611740101	2,055	28,860	SH	OTHER	1
MONSTER WORLDWIDE INC	COMMON	611742107	81	9,480	SH	OTHER	1
MOODYS CORP	COMMON	615369105	521	14,251	SH	OTHER	1
MORGAN STANLEY	COMMON	617446448	1,524	104,440	SH	OTHER	1
MOSAIC CO NEW	COMMON	61945C103	1,078	19,693	SH	OTHER	1
MOTOROLA SOLUTIONS INC	COMMON	620076307	895	18,597	SH	OTHER	1
MSC INDL DIRECT INC	COMMON	553530106	181	2,760	SH	OTHER	1
MSCI INC	COMMON	55354G100	298	8,748	SH	OTHER	1
MUELLER WTR PRODS INC	COMMON	624758108	48	13,940	SH	OTHER	1
MURPHY OIL CORP	COMMON	626717102	638	12,680	SH	OTHER	1
MYLAN INC	COMMON	628530107	589	27,563	SH	OTHER	1
MYRIAD GENETICS INC	COMMON	62855J104	171	7,200	SH	OTHER	1
NABORS INDUSTRIES LTD	COMMON	G6359F103	353	24,480	SH	OTHER	1
NASDAQ OMX GROUP INC	COMMON	631103108	162	7,137	SH	OTHER	1
NATIONAL FUEL GAS CO N J	COMMON	636180101	237	5,040	SH	OTHER	1
NATIONAL INSTRS CORP	COMMON	636518102	152	5,670	SH	OTHER	1
NATIONAL OILWELL VARCO INC	COMMON	637071101	1,842	28,581	SH	OTHER	1
NATIONAL RETAIL PPTYS INC	COMMON	637417106	153	5,420	SH	OTHER	1

FORM 13F INFORMATION TABLE

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COLUMN 7	
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ CALL	INVESTMENT DISCRETION	OTHER MANAG
NAVIDEA BIOPHARMACEUTICALS	COMMON	63937X103	40	10,800	SH	OTHER	1
NCR CORP NEW	COMMON	62886E108	249	10,960	SH	OTHER	1
NEKTAR THERAPEUTICS	COMMON	640268108	81	10,000	SH	OTHER	1
NETAPP INC	COMMON	64110D104	764	24,000	SH	OTHER	1
NETFLIX INC	COMMON	64110L106	200	2,920	SH	OTHER	1
NEVSUN RES LTD	COMMON FOREIGN	64156L101	50	15,300	SH	OTHER	1
NEW GOLD INC CDA	COMMON FOREIGN	644535106	254	26,700	SH	OTHER	1
NEW YORK CMNTY BANCORP INC	COMMON	649445103	394	31,460	SH	OTHER	1
NEW YORK TIMES CO	COMMON	650111107	99	12,740	SH	OTHER	1
NEWCASTLE INVT CORP	COMMON	65105M108	54	8,000	SH	OTHER	1
NEWELL RUBBERMAID INC	COMMON	651229106	354	19,540	SH	OTHER	1

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NEWFIELD EXPL CO	COMMON	651290108	149	5,100	SH	OTHER	1
NEWMONT MINING CORP	COMMON	651639106	1,703	35,100	SH	OTHER	1
NEWS CORP	COMMON	65248E104	2,544	114,140	SH	OTHER	1
NEWS CORP	COMMON	65248E203	682	30,298	SH	OTHER	1
NEXEN INC	COMMON FOREIGN	65334H102	717	42,400	SH	OTHER	1
NEXTERA ENERGY INC	COMMON	65339F101	1,742	25,320	SH	OTHER	1
NICE SYS LTD	COMMON FOREIGN	653656108	202	5,514	SH	OTHER	1
NIELSEN HOLDINGS N V	COMMON	N63218106	225	8,600	SH	OTHER	1
NII HLDGS INC	COMMON	62913F201	95	9,300	SH	OTHER	1
NIKE INC	COMMON	654106103	2,094	23,860	SH	OTHER	1
NISOURCE INC	COMMON	65473P105	588	23,740	SH	OTHER	1
NOBLE CORPORATION BAAR	COMMON FOREIGN	H5833N103	551	16,940	SH	OTHER	1
NOBLE ENERGY INC	COMMON	655044105	1,078	12,712	SH	OTHER	1
NORDSON CORP	COMMON	655663102	184	3,580	SH	OTHER	1
NORDSTROM INC	COMMON	655664100	675	13,580	SH	OTHER	1
NORFOLK SOUTHERN CORP	COMMON	655844108	1,813	25,267	SH	OTHER	1
NORTH AMERN PALLADIUM LTD	COMMON FOREIGN	656912102	27	13,400	SH	OTHER	1
NORTHEAST UTILS	COMMON	664397106	734	18,916	SH	OTHER	1
NORTHERN TR CORP	COMMON	665859104	336	7,300	SH	OTHER	1
NORTHROP GRUMMAN CORP	COMMON	666807102	741	11,620	SH	OTHER	1
NOVAGOLD RES INC	COMMON FOREIGN	66987E206	56	10,600	SH	OTHER	1
NPS PHARMACEUTICALS INC	COMMON	62936P103	87	10,120	SH	OTHER	1
NRG ENERGY INC	COMMON	629377508	273	15,700	SH	OTHER	1
NUANCE COMMUNICATIONS INC	COMMON	67020Y100	429	18,000	SH	OTHER	1
NUCOR CORP	COMMON	670346105	970	25,600	SH	OTHER	1
NV ENERGY INC	COMMON	67073Y106	274	15,600	SH	OTHER	1
NVIDIA CORP	COMMON	67066G104	514	37,160	SH	OTHER	1
NVR INC	COMMON	62944T105	306	360	SH	OTHER	1
NYSE EURONEXT	COMMON	629491101	451	17,620	SH	OTHER	1
O REILLY AUTOMOTIVE INC NEW	COMMON	67103H107	732	8,740	SH	OTHER	1
OCCIDENTAL PETE CORP DEL	COMMON	674599105	4,893	57,046	SH	OTHER	1
OCEANEERING INTL INC	COMMON	675232102	347	7,260	SH	OTHER	1
OFFICE DEPOT INC	COMMON	676220106	46	21,340	SH	OTHER	1
OGE ENERGY CORP	COMMON	670837103	307	5,920	SH	OTHER	1
OIL STS INTL INC	COMMON	678026105	236	3,560	SH	OTHER	1
OLD NATL BANCORP IND	COMMON	680033107	125	10,440	SH	OTHER	1
OLD REP INTL CORP	COMMON	680223104	152	18,313	SH	OTHER	1
OMNICARE INC	COMMON	681904108	295	9,460	SH	OTHER	1
OMNICOM GROUP INC	COMMON	681919106	955	19,660	SH	OTHER	1
ON SEMICONDUCTOR CORP	COMMON	682189105	238	33,520	SH	OTHER	1
ONEOK INC NEW	COMMON	682680103	772	18,240	SH	OTHER	1
ONYX PHARMACEUTICALS INC	COMMON	683399109	339	5,100	SH	OTHER	1
OPEN TEXT CORP	COMMON FOREIGN	683715106	1,933	38,625	SH	DEFINED	12
OPEN TEXT CORP	COMMON FOREIGN	683715106	195	3,900	SH	OTHER	1
ORACLE CORP	COMMON	68389X105	7,986	268,900	SH	OTHER	1
OWENS CORNING NEW	COMMON	690742101	253	8,860	SH	OTHER	1
OWENS ILL INC	COMMON	690768403	179	9,340	SH	OTHER	1
PACCAR INC	COMMON	693718108	986	25,160	SH	OTHER	1
PACKAGING CORP AMER	COMMON	695156109	185	6,540	SH	OTHER	1

FORM 13F INFORMATION TABLE

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COLUMN 7	
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ CALL	INVESTMENT DISCRETION	OTHER MANAG

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PALL CORP	COMMON	696429307	399	7,280	SH	OTHER	1
PAN AMERICAN SILVER CORP	COMMON FOREIGN	697900108	183	10,805	SH	OTHER	1
PANERA BREAD CO	COMMON	69840W108	273	1,960	SH	OTHER	1
PARAMETRIC TECHNOLOGY CORP	COMMON	699173209	177	8,460	SH	OTHER	1
PARKER DRILLING CO	COMMON	701081101	49	10,900	SH	OTHER	1
PARKER HANNIFIN CORP	COMMON	701094104	813	10,580	SH	OTHER	1
PARTNERRE LTD	COMMON	G6852T105	260	3,440	SH	OTHER	1
PATTERSON COMPANIES INC	COMMON	703395103	228	6,620	SH	OTHER	1
PATTERSON UTI ENERGY INC	COMMON	703481101	183	12,600	SH	OTHER	1
PAYCHEX INC	COMMON	704326107	673	21,425	SH	OTHER	1
PDL BIOPHARMA INC	COMMON	69329Y104	84	12,600	SH	OTHER	1
PEABODY ENERGY CORP	COMMON	704549104	393	16,020	SH	OTHER	1
PEMBINA PIPELINE CORP	COMMON FOREIGN	706327103	732	28,695	SH	OTHER	1
PENGROWTH ENERGY CORP	COMMON FOREIGN	70706P104	199	31,470	SH	OTHER	1
PENN NATL GAMING INC	COMMON	707569109	208	4,660	SH	OTHER	1
PENN WEST PETE LTD NEW	COMMON FOREIGN	707887105	421	31,400	SH	OTHER	1
PENNEY J C INC	COMMON	708160106	222	9,520	SH	OTHER	1
PENTAIR INC	COMMON	709631105	260	6,800	SH	OTHER	1
PEOPLES UNITED FINANCIAL IN	COMMON	712704105	177	15,280	SH	OTHER	1
PEPCO HOLDINGS INC	COMMON	713291102	401	20,491	SH	OTHER	1
PEPSICO INC	COMMON	713448108	13,006	184,060	SH	OTHER	1
PERKINELMER INC	COMMON	714046109	211	8,160	SH	OTHER	1
PERRIGO CO	COMMON	714290103	606	5,140	SH	OTHER	1
PETSMART INC	COMMON	716768106	735	10,780	SH	OTHER	1
PFIZER INC	COMMON	717081103	12,165	528,900	SH	OTHER	1
PG&E CORP	COMMON	69331C108	1,161	25,640	SH	OTHER	1
PHARMACYCLICS INC	COMMON	716933106	238	4,360	SH	OTHER	1
PHILLIPS 66	COMMON	718546104	1,430	43,020	SH	OTHER	1
PIEDMONT OFFICE REALTY TR I	COMMON	720190206	216	12,560	SH	OTHER	1
PINNACLE WEST CAP CORP	COMMON	723484101	628	12,140	SH	OTHER	1
PIONEER NAT RES CO	COMMON	723787107	692	7,840	SH	OTHER	1
PITNEY BOWES INC	COMMON	724479100	274	18,280	SH	OTHER	1
PLAINS EXPL& PRODTN CO	COMMON	726505100	400	11,360	SH	OTHER	1
PLUM CREEK TIMBER CO INC	COMMON	729251108	420	10,580	SH	OTHER	1
PMC-SIERRA INC	COMMON	69344F106	108	17,560	SH	OTHER	1
PNC FINL SVCS GROUP INC	COMMON	693475105	2,199	35,980	SH	OTHER	1
POLARIS INDS INC	COMMON	731068102	336	4,700	SH	OTHER	1
POLYCOM INC	COMMON	73172K104	135	12,860	SH	OTHER	1
POST PPTYS INC	COMMON	737464107	182	3,720	SH	OTHER	1
POTASH CORP SASK INC	COMMON FOREIGN	73755L107	2,298	52,750	SH	DEFINED	12
POTASH CORP SASK INC	COMMON FOREIGN	73755L107	2,671	61,200	SH	OTHER	1
POWER ONE INC NEW	COMMON	73930R102	36	8,020	SH	OTHER	1
PPG INDS INC	COMMON	693506107	1,017	9,588	SH	OTHER	1
PPL CORP	COMMON	69351T106	1,095	39,380	SH	OTHER	1
PRAXAIR INC	COMMON	74005P104	2,316	21,300	SH	OTHER	1
PRECISION CASTPARTS CORP	COMMON	740189105	1,582	9,620	SH	OTHER	1
PRECISION DRILLING CORP	COMMON FOREIGN	74022D308	137	20,200	SH	OTHER	1
PRICE T ROWE GROUP INC	COMMON	74144T108	1,145	18,180	SH	OTHER	1
PRICELINE COM INC	COMMON	741503403	2,299	3,460	SH	OTHER	1
PRINCIPAL FINL GROUP INC	COMMON	74251V102	635	24,220	SH	OTHER	1
PROCTER & GAMBLE CO	COMMON	742718109	11,424	186,520	SH	OTHER	1
PROGRESS ENERGY INC	COMMON	743263105	1,036	17,220	SH	OTHER	1
PROGRESSIVE CORP OHIO	COMMON	743315103	924	44,380	SH	OTHER	1
PROGRESSIVE WASTE SOLUTIONS	COMMON FOREIGN	74339G101	284	15,000	SH	OTHER	1
PROLOGIS INC	COMMON	74340W103	1,098	33,043	SH	OTHER	1
PROSPECT CAPITAL CORPORATIO	COMMON	74348T102	96	8,400	SH	OTHER	1
PROTECTIVE LIFE CORP	COMMON	743674103	181	6,140	SH	OTHER	1
PRUDENTIAL FINL INC	COMMON	744320102	1,669	34,460	SH	OTHER	1
PUBLIC STORAGE	COMMON	74460D109	1,617	11,200	SH	OTHER	1
PUBLIC SVC ENTERPRISE GROUP	COMMON	744573106	1,142	35,140	SH	OTHER	1

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FORM 13F INFORMATION TABLE

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5		COLUMN 6	COLUMN 7
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ CALL	INVESTMENT DISCRETION	OTHER MANAG
PULTE GROUP INC	COMMON	745867101	272	25,410	SH	OTHER	1
PVH CORP	COMMON	693656100	361	4,640	SH	OTHER	1
QEP RES INC	COMMON	74733V100	390	13,020	SH	OTHER	1
QLOGIC CORP	COMMON	747277101	113	8,220	SH	OTHER	1
QUALCOMM INC	COMMON	747525103	6,354	114,120	SH	OTHER	1
QUANTA SVCS INC	COMMON	74762E102	292	12,140	SH	OTHER	1
QUANTUM CORP	COMMON	747906204	36	17,620	SH	OTHER	1
QUEST DIAGNOSTICS INC	COMMON	74834L100	515	8,600	SH	OTHER	1
QUESTAR CORP	COMMON	748356102	259	12,420	SH	OTHER	1
QUESTCOR PHARMACEUTICALS IN	COMMON	74835Y101	226	4,240	SH	OTHER	1
QUICKSILVER RESOURCES INC	COMMON	74837R104	50	9,200	SH	OTHER	1
QUIKSILVER INC	COMMON	74838C106	23	10,000	SH	OTHER	1
RACKSPACE HOSTING INC	COMMON	750086100	329	7,480	SH	OTHER	1
RADIAN GROUP INC	COMMON	750236101	33	10,080	SH	OTHER	1
RALCORP HLDGS INC NEW	COMMON	751028101	143	2,140	SH	OTHER	1
RALPH LAUREN CORP	COMMON	751212101	605	4,320	SH	OTHER	1
RANGE RES CORP	COMMON	75281A109	702	11,341	SH	OTHER	1
RAYMOND JAMES FINANCIAL INC	COMMON	754730109	263	7,680	SH	OTHER	1
RAYONIER INC	COMMON	754907103	247	5,500	SH	OTHER	1
RAYTHEON CO	COMMON	755111507	1,030	18,205	SH	OTHER	1
REALTY INCOME CORP	COMMON	756109104	351	8,400	SH	OTHER	1
RED HAT INC	COMMON	756577102	751	13,300	SH	OTHER	1
REGAL BELOIT CORP	COMMON	758750103	174	2,800	SH	OTHER	1
REGENCY CTRS CORP	COMMON	758849103	247	5,200	SH	OTHER	1
REGENERON PHARMACEUTICALS	COMMON	75886F107	608	5,320	SH	OTHER	1
REGIONS FINANCIAL CORP NEW	COMMON	7591EP100	517	76,620	SH	OTHER	1
REINSURANCE GROUP AMER INC	COMMON	759351604	254	4,780	SH	OTHER	1
RELIANCE STEEL & ALUMINUM C	COMMON	759509102	264	5,220	SH	OTHER	1
RENAISSANCERE HOLDINGS LTD	COMMON	G7496G103	347	4,560	SH	OTHER	1
RENTECH INC	COMMON	760112102	45	21,780	SH	OTHER	1
REPUBLIC SVCS INC	COMMON	760759100	591	22,320	SH	OTHER	1
RESEARCH IN MOTION LTD	COMMON FOREIGN	760975102	237	32,000	SH	OTHER	1
RESOLUTE FST PRODS INC	COMMON	76117W109	109	9,450	SH	OTHER	1
RF MICRODEVICES INC	COMMON	749941100	92	21,660	SH	OTHER	1
RITE AID CORP	COMMON	767754104	76	54,300	SH	OTHER	1
RIVERBED TECHNOLOGY INC	COMMON	768573107	170	10,500	SH	OTHER	1
RLJ LODGING TR	COMMON	74965L101	11,642	642,127	SH	DEFINED	11
RLJ LODGING TR	COMMON	74965L101	40,574	2,237,935	SH	DEFINED	12
ROBERT HALF INTL INC	COMMON	770323103	245	8,560	SH	OTHER	1
ROCK-TENN CO	COMMON	772739207	238	4,360	SH	OTHER	1
ROCKWELL AUTOMATION INC	COMMON	773903109	643	9,740	SH	OTHER	1
ROCKWELL COLLINS INC	COMMON	774341101	598	12,120	SH	OTHER	1
ROCKWOOD HLDGS INC	COMMON	774415103	196	4,420	SH	OTHER	1
ROGERS COMMUNICATIONS INC	COMMON FOREIGN	775109200	1,086	30,000	SH	OTHER	1
ROPER INDS INC NEW	COMMON	776696106	649	6,580	SH	OTHER	1
ROSS STORES INC	COMMON	778296103	997	15,960	SH	OTHER	1
ROVI CORP	COMMON	779376102	161	8,220	SH	OTHER	1
ROWAN COMPANIES PLC	COMMON	G7665A101	266	8,220	SH	OTHER	1
ROYAL BK CDA MONTREAL QUE	COMMON FOREIGN	780087102	6,263	122,407	SH	DEFINED	12

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ROYAL BK CDA MONTREAL QUE	COMMON FOREIGN	780087102	4,943	96,600	SH	OTHER	1
ROYAL CARIBBEAN CRUISES LTD	COMMON	V7780T103	285	10,960	SH	OTHER	1
ROYAL GOLD INC	COMMON	780287108	342	4,360	SH	OTHER	1
RPM INTL INC	COMMON	749685103	248	9,100	SH	OTHER	1
RUBICON MINERALS CORP	COMMON FOREIGN	780911103	49	16,100	SH	OTHER	1
SAFEWAY INC	COMMON	786514208	394	21,730	SH	OTHER	1
SAIC INC	COMMON	78390X101	241	19,860	SH	OTHER	1
SALESFORCE COM INC	COMMON	79466L302	1,217	8,800	SH	OTHER	1
SALIX PHARMACEUTICALS INC	COMMON	795435106	233	4,280	SH	OTHER	1
SALLY BEAUTY HLDGS INC	COMMON	79546E104	250	9,700	SH	OTHER	1
SANDISK CORP	COMMON	80004C101	593	16,260	SH	OTHER	1

FORM 13F INFORMATION TABLE

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COLUMN 7	
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ CALL	INVESTMENT DISCRETION	OTHER MANAG
SANDRIDGE ENERGY INC	COMMON	80007P307	182	27,177	SH	OTHER	1
SAPIENT CORP	COMMON	803062108	88	8,700	SH	OTHER	1
SBA COMMUNICATIONS CORP	COMMON	78388J106	405	7,100	SH	OTHER	1
SCANA CORP NEW	COMMON	80589M102	383	8,000	SH	OTHER	1
SCHEIN HENRY INC	COMMON	806407102	507	6,460	SH	OTHER	1
SCHLUMBERGER LTD	COMMON	806857108	5,933	91,406	SH	OTHER	1
SCHWAB CHARLES CORP NEW	COMMON	808513105	884	68,386	SH	OTHER	1
SCRIPPS NETWORKS INTERACT I	COMMON	811065101	370	6,500	SH	OTHER	1
SEADRILL LIMITED	COMMON FOREIGN	G7945E105	753	21,194	SH	OTHER	1
SEAGATE TECHNOLOGY PLC	COMMON FOREIGN	G7945M107	744	30,080	SH	OTHER	1
SEALED AIR CORP NEW	COMMON	81211K100	144	9,300	SH	OTHER	1
SEARS HLDGS CORP	COMMON	812350106	183	3,060	SH	OTHER	1
SEATTLE GENETICS INC	COMMON	812578102	198	7,780	SH	OTHER	1
SEI INVESTMENTS CO	COMMON	784117103	235	11,820	SH	OTHER	1
SEMPRA ENERGY	COMMON	816851109	829	12,040	SH	OTHER	1
SENIOR HSG PPTYS TR	COMMON	81721M109	274	12,260	SH	OTHER	1
SENSATA TECHNOLOGIES HLDG B	COMMON	N7902X106	176	6,580	SH	OTHER	1
SEQUENOM INC	COMMON	817337405	36	8,980	SH	OTHER	1
SERVICE CORP INTL	COMMON	817565104	198	15,980	SH	OTHER	1
SHAW COMMUNICATIONS INC	COMMON FOREIGN	82028K200	406	21,500	SH	OTHER	1
SHERWIN WILLIAMS CO	COMMON	824348106	749	5,660	SH	OTHER	1
SIGMA ALDRICH CORP	COMMON	826552101	682	9,220	SH	OTHER	1
SIGNATURE BK NEW YORK N Y	COMMON	82669G104	177	2,900	SH	OTHER	1
SIGNET JEWELERS LIMITED	COMMON FOREIGN	G81276100	282	6,400	SH	OTHER	1
SILVER WHEATON CORP	COMMON FOREIGN	828336107	2,603	97,200	SH	DEFINED	12
SILVER WHEATON CORP	COMMON FOREIGN	828336107	601	22,400	SH	OTHER	1
SILVERCORP METALS INC	COMMON FOREIGN	82835P103	68	12,300	SH	OTHER	1
SIMON PPTY GROUP INC NEW	COMMON	828806109	3,361	21,593	SH	OTHER	1
SIRIUS XM RADIO INC	COMMON	82967N108	500	270,300	SH	OTHER	1
SIRONA DENTAL SYSTEMS INC	COMMON	82966C103	179	3,980	SH	OTHER	1
SIX FLAGS ENTMT CORP NEW	COMMON	83001A102	177	3,260	SH	OTHER	1
SKYWORKS SOLUTIONS INC	COMMON	83088M102	355	12,980	SH	OTHER	1
SL GREEN RLTY CORP	COMMON	78440X101	499	6,220	SH	OTHER	1
SM ENERGY CO	COMMON	78454L100	212	4,320	SH	OTHER	1
SMITHFIELD FOODS INC	COMMON	832248108	225	10,400	SH	OTHER	1
SMUCKER J M CO	COMMON	832696405	556	7,360	SH	OTHER	1
SNAP ON INC	COMMON	833034101	223	3,580	SH	OTHER	1

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SOLARWINDS INC	COMMON	83416B109	163	3,740	SH	OTHER	1
SOLERA HOLDINGS INC	COMMON	83421A104	207	4,960	SH	OTHER	1
SOLUTIA INC	COMMON	834376501	245	8,740	SH	OTHER	1
SONOCO PRODS CO	COMMON	835495102	214	7,100	SH	OTHER	1
SONUS NETWORKS INC	COMMON	835916107	41	19,180	SH	OTHER	1
SOTHEBYS	COMMON	835898107	161	4,820	SH	OTHER	1
SOUTHERN CO	COMMON	842587107	2,373	51,260	SH	OTHER	1
SOUTHWEST AIRLS CO	COMMON	844741108	156	16,960	SH	OTHER	1
SOUTHWESTERN ENERGY CO	COMMON	845467109	844	26,440	SH	OTHER	1
SPDR S&P 500 ETF TR	COMMON	78462F103	11,533	84,630	SH	DEFINED	11
SPDR S&P 500 ETF TR	COMMON	78462F103	3,879	28,469	SH	DEFINED	12
SPDR S&P 500 ETF TR	COMMON	78462F103	7,210	52,909	SH	OTHER	1
SPECTRA ENERGY CORP	COMMON	847560109	1,494	51,420	SH	OTHER	1
SPIRIT AEROSYSTEMS HLDGS IN	COMMON	848574109	212	8,900	SH	OTHER	1
SPRINT NEXTEL CORP	COMMON	852061100	666	204,240	SH	OTHER	1
SPX CORP	COMMON	784635104	231	3,540	SH	OTHER	1
ST JUDE MED INC	COMMON	790849103	860	21,540	SH	OTHER	1
STANDARD PAC CORP NEW	COMMON	85375C101	69	11,180	SH	OTHER	1
STANLEY BLACK & DECKER INC	COMMON	854502101	653	10,141	SH	OTHER	1
STAPLES INC	COMMON	855030102	510	39,080	SH	OTHER	1
STARBUCKS CORP	COMMON	855244109	2,749	51,560	SH	OTHER	1
STARWOOD HOTELS&RESORTS WRL	COMMON	85590A401	670	12,640	SH	OTHER	1
STATE STR CORP	COMMON	857477103	1,561	34,960	SH	OTHER	1

FORM 13F INFORMATION TABLE

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COLUMN 7	
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ CALL	INVESTMENT DISCRETION	OTHER MANAG
STEEL DYNAMICS INC	COMMON	858119100	186	15,820	SH	OTHER	1
STERICYCLE INC	COMMON	858912108	418	4,560	SH	OTHER	1
STILLWATER MNG CO	COMMON	86074Q102	72	8,460	SH	OTHER	1
STRATEGIC HOTELS & RESORTS	COMMON	86272T106	79	12,220	SH	OTHER	1
STRYKER CORP	COMMON	863667101	884	16,036	SH	OTHER	1
SUN LIFE FINL INC	COMMON FOREIGN	866796105	1,045	48,100	SH	OTHER	1
SUNCOR ENERGY INC NEW	COMMON FOREIGN	867224107	7,039	243,750	SH	DEFINED	12
SUNCOR ENERGY INC NEW	COMMON FOREIGN	867224107	3,052	105,696	SH	OTHER	1
SUNOCO INC	COMMON	86764P109	419	8,820	SH	OTHER	1
SUNSTONE HOTEL INVS INC NEW	COMMON	867892101	107	9,780	SH	OTHER	1
SUNTRUST BKS INC	COMMON	867914103	899	37,099	SH	OTHER	1
SUPERVALU INC	COMMON	868536103	115	22,180	SH	OTHER	1
SUSQUEHANNA BANCSHARES INC	COMMON	869099101	85	8,300	SH	OTHER	1
SVB FINL GROUP	COMMON	78486Q101	176	3,000	SH	OTHER	1
SWISHER HYGIENE INC	COMMON	870808102	28	11,080	SH	OTHER	1
SXC HEALTH SOLUTIONS CORP	COMMON	78505P100	426	4,300	SH	OTHER	1
SYMANTEC CORP	COMMON	871503108	681	46,600	SH	OTHER	1
SYMETRA FINL CORP	COMMON	87151Q106	124	9,800	SH	OTHER	1
SYNOPSYS INC	COMMON	871607107	127	4,320	SH	OTHER	1
SYNOVUS FINL CORP	COMMON	87161C105	120	60,420	SH	OTHER	1
SYSCO CORP	COMMON	871829107	1,009	33,840	SH	OTHER	1
TALISMAN ENERGY INC	COMMON FOREIGN	87425E103	1,795	156,820	SH	DEFINED	12
TALISMAN ENERGY INC	COMMON FOREIGN	87425E103	788	68,800	SH	OTHER	1
TARGET CORP	COMMON	87612E106	2,537	43,600	SH	OTHER	1
TASEKO MINES LTD	COMMON FOREIGN	876511106	33	12,100	SH	OTHER	1

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TAUBMAN CTRS INC	COMMON	876664103	269	3,480	SH	OTHER	1
TCF FINL CORP	COMMON	872275102	112	9,760	SH	OTHER	1
TD AMERITRADE HLDG CORP	COMMON	87236Y108	368	21,648	SH	OTHER	1
TE CONNECTIVITY LTD	COMMON	H84989104	1,012	31,720	SH	OTHER	1
TECHNE CORP	COMMON	878377100	171	2,300	SH	OTHER	1
TECK RESOURCES LTD	COMMON FOREIGN	878742204	1,225	39,600	SH	OTHER	1
TECO ENERGY INC	COMMON	872375100	243	13,460	SH	OTHER	1
TELEFLEX INC	COMMON	879369106	197	3,240	SH	OTHER	1
TELEPHONE & DATA SYS INC	COMMON	879433829	195	9,169	SH	OTHER	1
TELLABS INC	COMMON	879664100	102	30,700	SH	OTHER	1
TELUS CORP	COMMON FOREIGN	87971M202	976	16,700	SH	OTHER	1
TENET HEALTHCARE CORP	COMMON	88033G100	175	33,480	SH	OTHER	1
TERADATA CORP DEL	COMMON	88076W103	864	12,000	SH	OTHER	1
TERADYNE INC	COMMON	880770102	167	11,900	SH	OTHER	1
TESORO CORP	COMMON	881609101	242	9,680	SH	OTHER	1
TEVA PHARMACEUTICAL INDS LT	COMMON	881624209	2,583	65,497	SH	OTHER	1
TEXAS INSTRS INC	COMMON	882508104	2,031	70,780	SH	OTHER	1
TEXTRON INC	COMMON	883203101	491	19,760	SH	OTHER	1
THERMO FISHER SCIENTIFIC IN	COMMON	883556102	1,180	22,741	SH	OTHER	1
THOMSON REUTERS CORP	COMMON FOREIGN	884903105	912	32,100	SH	OTHER	1
TIBCO SOFTWARE INC	COMMON	88632Q103	352	11,780	SH	OTHER	1
TIDEWATER INC	COMMON	886423102	170	3,660	SH	OTHER	1
TIFFANY & CO NEW	COMMON	886547108	435	8,220	SH	OTHER	1
TIM HORTONS INC	COMMON FOREIGN	88706M103	574	10,900	SH	OTHER	1
TIME WARNER CABLE INC	COMMON	88732J207	1,837	22,381	SH	OTHER	1
TIME WARNER INC	COMMON	887317303	2,585	67,140	SH	OTHER	1
TIMKEN CO	COMMON	887389104	261	5,700	SH	OTHER	1
TIVO INC	COMMON	888706108	86	10,340	SH	OTHER	1
TJX COS INC NEW	COMMON	872540109	2,158	50,260	SH	OTHER	1
TOLL BROTHERS INC	COMMON	889478103	212	7,140	SH	OTHER	1
TORCHMARK CORP	COMMON	891027104	362	7,170	SH	OTHER	1
TORONTO DOMINION BK ONT	COMMON FOREIGN	891160509	11,670	149,310	SH	DEFINED	12
TORONTO DOMINION BK ONT	COMMON FOREIGN	891160509	4,674	59,800	SH	OTHER	1
TOTAL SYS SVCS INC	COMMON	891906109	184	7,680	SH	OTHER	1
TOWER SEMICONDUCTOR LTD	COMMON FOREIGN	M87915100	26	39,346	SH	OTHER	1

FORM 13F INFORMATION TABLE

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5		COLUMN 6	COLUMN 7
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ CALL	INVESTMENT DISCRETION	OTHER MANAG
TOWERS WATSON & CO	COMMON	891894107	229	3,820	SH	OTHER	1
TRACTOR SUPPLY CO	COMMON	892356106	412	4,960	SH	OTHER	1
TRANSALTA CORP	COMMON FOREIGN	89346D107	230	13,600	SH	OTHER	1
TRANSCANADA CORP	COMMON FOREIGN	89353D107	1,879	44,900	SH	OTHER	1
TRANSDIGM GROUP INC	COMMON	893641100	446	3,320	SH	OTHER	1
TRANSOCEAN LTD	COMMON FOREIGN	H8817H100	883	19,795	SH	OTHER	1
TRAVELERS COMPANIES INC	COMMON	89417E109	1,681	26,335	SH	OTHER	1
TREEHOUSE FOODS INC	COMMON	89469A104	149	2,400	SH	OTHER	1
TRIMBLE NAVIGATION LTD	COMMON	896239100	389	8,460	SH	OTHER	1
TRIQUINT SEMICONDUCTOR INC	COMMON	89674K103	76	13,900	SH	OTHER	1
TRIUMPH GROUP INC NEW	COMMON	896818101	165	2,940	SH	OTHER	1
TRUSTCO BK CORP N Y	COMMON	898349105	84	15,440	SH	OTHER	1
TRW AUTOMOTIVE HLDGS CORP	COMMON	87264S106	293	7,960	SH	OTHER	1

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TUPPERWARE BRANDS CORP	COMMON	899896104	227	4,140	SH	OTHER	1
TW TELECOM INC	COMMON	87311L104	257	10,000	SH	OTHER	1
TWO HBRS INVT CORP	COMMON	90187B101	122	11,820	SH	OTHER	1
TYCO INTERNATIONAL LTD	COMMON	H89128104	1,603	30,337	SH	OTHER	1
TYSON FOODS INC	COMMON	902494103	369	19,620	SH	OTHER	1
UBS AG	COMMON FOREIGN	H89231338	2,943	252,075	SH	OTHER	1
UDR INC	COMMON	902653104	403	15,580	SH	OTHER	1
UGI CORP NEW	COMMON	902681105	272	9,240	SH	OTHER	1
ULTA SALON COSMETCS & FRAG	COMMON	90384S303	323	3,460	SH	OTHER	1
ULTRA PETROLEUM CORP	COMMON	903914109	236	10,227	SH	OTHER	1
UNDER ARMOUR INC	COMMON	904311107	253	2,680	SH	OTHER	1
UNION PAC CORP	COMMON	907818108	4,052	33,960	SH	OTHER	1
UNITED NAT FOODS INC	COMMON	911163103	179	3,260	SH	OTHER	1
UNITED ONLINE INC	COMMON	911268100	48	11,480	SH	OTHER	1
UNITED PARCEL SERVICE INC	COMMON	911312106	3,952	50,180	SH	OTHER	1
UNITED RENTALS INC	COMMON	911363109	192	5,648	SH	OTHER	1
UNITED TECHNOLOGIES CORP	COMMON	913017109	4,471	59,200	SH	OTHER	1
UNITED THERAPEUTICS CORP DE	COMMON	91307C102	203	4,120	SH	OTHER	1
UNITEDHEALTH GROUP INC	COMMON	91324P102	4,328	73,980	SH	OTHER	1
UNIVERSAL HLTH SVCS INC	COMMON	913903100	286	6,620	SH	OTHER	1
UNUM GROUP	COMMON	91529Y106	389	20,360	SH	OTHER	1
URS CORP NEW	COMMON	903236107	194	5,560	SH	OTHER	1
US BANCORP DEL	COMMON	902973304	4,249	132,118	SH	OTHER	1
V F CORP	COMMON	918204108	899	6,740	SH	OTHER	1
VALERO ENERGY CORP NEW	COMMON	91913Y100	921	38,140	SH	OTHER	1
VALLEY NATL BANCORP	COMMON	919794107	172	16,239	SH	OTHER	1
VALMONT INDS INC	COMMON	920253101	186	1,540	SH	OTHER	1
VALSPAR CORP	COMMON	920355104	318	6,060	SH	OTHER	1
VANGUARD INDEX FDS	COMMON	922908637	38,133	614,058	SH	DEFINED	12
VANGUARD INDEX FDS	COMMON	922908751	14,590	191,875	SH	DEFINED	12
VANGUARD INTL EQUITY INDEX	COMMON	922042858	26,732	669,524	SH	DEFINED	12
VANGUARD INTL EQUITY INDEX	COMMON	922042858	322,568	8,074,303	SH	OTHER	1
VARIAN MED SYS INC	COMMON	92220P105	575	9,460	SH	OTHER	1
VECTREN CORP	COMMON	92240G101	154	5,200	SH	OTHER	1
VENTAS INC	COMMON	92276F100	1,232	19,520	SH	OTHER	1
VERIFONE SYS INC	COMMON	92342Y109	245	7,400	SH	OTHER	1
VERISIGN INC	COMMON	92343E102	379	8,700	SH	OTHER	1
VERISK ANALYTICS INC	COMMON	92345Y106	402	8,160	SH	OTHER	1
VERIZON COMMUNICATIONS INC	COMMON	92343V104	8,525	191,840	SH	OTHER	1
VERTEX PHARMACEUTICALS INC	COMMON	92532F100	773	13,820	SH	OTHER	1
VIACOM INC NEW	COMMON	92553P201	1,563	33,240	SH	OTHER	1
VIRGIN MEDIA INC	COMMON	92769L101	515	21,100	SH	OTHER	1
VISA INC	COMMON	92826C839	4,503	36,422	SH	OTHER	1
VISHAY INTERTECHNOLOGY INC	COMMON	928298108	90	9,500	SH	OTHER	1
VIVUS INC	COMMON	928551100	195	6,820	SH	OTHER	1
VMWARE INC	COMMON	928563402	597	6,560	SH	OTHER	1
VONAGE HLDGS CORP	COMMON	92886T201	25	12,680	SH	OTHER	1

FORM 13F INFORMATION TABLE

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COLUMN 7	
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ CALL	INVESTMENT DISCRETION	OTHER MANAG
VORNADO RLTY TR	COMMON	929042109	998	11,880	SH	OTHER	1

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VULCAN MATLS CO	COMMON	929160109	315	7,940	SH	OTHER	1
WABCO HLDGS INC	COMMON	92927K102	236	4,460	SH	OTHER	1
WABTEC CORP	COMMON	929740108	257	3,300	SH	OTHER	1
WADDELL & REED FINL INC	COMMON	930059100	197	6,520	SH	OTHER	1
WALGREEN CO	COMMON	931422109	1,635	55,280	SH	OTHER	1
WAL-MART STORES INC	COMMON	931142103	8,832	126,680	SH	OTHER	1
WARNER CHILCOTT PLC IRELAND	COMMON	G94368100	259	14,480	SH	OTHER	1
WASHINGTON FED INC	COMMON	938824109	145	8,600	SH	OTHER	1
WASHINGTON REAL ESTATE INVT	COMMON	939653101	163	5,740	SH	OTHER	1
WASTE CONNECTIONS INC	COMMON	941053100	199	6,640	SH	OTHER	1
WASTE MGMT INC DEL	COMMON	94106L109	888	26,600	SH	OTHER	1
WATERS CORP	COMMON	941848103	574	7,220	SH	OTHER	1
WATSON PHARMACEUTICALS INC	COMMON	942683103	562	7,600	SH	OTHER	1
WEATHERFORD INTERNATIONAL L	COMMON	H27013103	683	54,100	SH	OTHER	1
WEINGARTEN RLTY INVS	COMMON	948741103	219	8,300	SH	OTHER	1
WELLCARE HEALTH PLANS INC	COMMON	94946T106	161	3,040	SH	OTHER	1
WELLPOINT INC	COMMON	94973V107	1,472	23,070	SH	OTHER	1
WELLS FARGO & CO NEW	COMMON	949746101	11,418	341,460	SH	OTHER	1
WENDYS CO	COMMON	95058W100	127	26,840	SH	OTHER	1
WESCO INTL INC	COMMON	95082P105	170	2,960	SH	OTHER	1
WESTAR ENERGY INC	COMMON	95709T100	176	5,880	SH	OTHER	1
WESTERN DIGITAL CORP	COMMON	958102105	505	16,560	SH	OTHER	1
WESTERN UN CO	COMMON	959802109	679	40,340	SH	OTHER	1
WET SEAL INC	COMMON	961840105	32	10,200	SH	OTHER	1
WEYERHAEUSER CO	COMMON	962166104	619	27,675	SH	OTHER	1
WHIRLPOOL CORP	COMMON	963320106	272	4,440	SH	OTHER	1
WHITING PETE CORP NEW	COMMON	966387102	299	7,260	SH	OTHER	1
WHOLE FOODS MKT INC	COMMON	966837106	1,052	11,040	SH	OTHER	1
WILLIAMS COS INC DEL	COMMON	969457100	1,070	37,120	SH	OTHER	1
WILLIAMS SONOMA INC	COMMON	969904101	238	6,800	SH	OTHER	1
WILLIS GROUP HOLDINGS PUBLI	COMMON FOREIGN	G96666105	447	12,240	SH	OTHER	1
WINDSTREAM CORP	COMMON	97381W104	504	52,120	SH	OTHER	1
WISCONSIN ENERGY CORP	COMMON	976657106	609	15,400	SH	OTHER	1
WORLD FUEL SVCS CORP	COMMON	981475106	185	4,860	SH	OTHER	1
WYNDHAM WORLDWIDE CORP	COMMON	98310W108	577	10,940	SH	OTHER	1
WYNN RESORTS LTD	COMMON	983134107	566	5,460	SH	OTHER	1
XCEL ENERGY INC	COMMON	98389B100	790	27,800	SH	OTHER	1
XEROX CORP	COMMON	984121103	707	89,860	SH	OTHER	1
XILINX INC	COMMON	983919101	585	17,420	SH	OTHER	1
XL GROUP PLC	COMMON	G98290102	449	21,340	SH	OTHER	1
XYLEM INC	COMMON	98419M100	394	15,660	SH	OTHER	1
YAHOO INC	COMMON	984332106	1,250	78,965	SH	OTHER	1
YAMANA GOLD INC	COMMON FOREIGN	98462Y100	4,484	291,725	SH	DEFINED	12
YAMANA GOLD INC	COMMON FOREIGN	98462Y100	797	51,700	SH	OTHER	1
YUM BRANDS INC	COMMON	988498101	2,032	31,540	SH	OTHER	1
ZIMMER HLDGS INC	COMMON	98956P102	884	13,740	SH	OTHER	1
ZIONS BANCORPORATION	COMMON	989701107	247	12,720	SH	OTHER	1