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ALLSTATE CORP
Form 13F-HR
November 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: 9/30/2012
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: 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. 11/13/2012

[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: 1,083
 Form 13F Information Table Value Total: \$ 1,807,977

 (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	OTHER MANAG
3M CO	COMMON	88579Y101	4,238	45,860	SH	OTHER	1
ABBOTT LABS	COMMON	002824100	7,588	110,680	SH	OTHER	1
ABERCROMBIE & FITCH CO	COMMON	002896207	167	4,920	SH	OTHER	1
ACCENTURE PLC IRELAND	COMMON FOREIGN	G1151C101	3,084	44,040	SH	OTHER	1
ACCO BRANDS CORP	COMMON	00081T108	61	9,419	SH	OTHER	1
ACE LTD	COMMON	H0023R105	1,831	24,220	SH	OTHER	1
ACTIVISION BLIZZARD INC	COMMON	00507V109	402	35,620	SH	OTHER	1
ACUITY BRANDS INC	COMMON	00508Y102	181	2,860	SH	OTHER	1
ADOBE SYS INC	COMMON	00724F101	1,070	32,960	SH	OTHER	1
ADVANCE AUTO PARTS INC	COMMON	00751Y106	245	3,580	SH	OTHER	1
ADVANCED MICRO DEVICES INC	COMMON	007903107	129	38,180	SH	OTHER	1
ADVANTAGE OIL & GAS LTD	COMMON FOREIGN	00765F101	45	12,100	SH	OTHER	1
AECOM TECHNOLOGY CORP DELAW	COMMON	00766T100	181	8,560	SH	OTHER	1
AES CORP	COMMON	00130H105	545	49,680	SH	OTHER	1
AETNA INC NEW	COMMON	00817Y108	1,018	25,700	SH	OTHER	1
AFFILIATED MANAGERS GROUP	COMMON	008252108	418	3,400	SH	OTHER	1
AFLAC INC	COMMON	001055102	1,613	33,680	SH	OTHER	1
AGCO CORP	COMMON	001084102	302	6,360	SH	OTHER	1
AGILENT TECHNOLOGIES INC	COMMON	00846U101	1,072	27,870	SH	OTHER	1

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AGL RES INC	COMMON	001204106	394	9,627	SH	OTHER	1
AGRIUM INC	COMMON FOREIGN	008916108	9,233	89,350	SH	DEFINED	12
AGRIUM INC	COMMON FOREIGN	008916108	1,068	10,300	SH	OTHER	1
AIR PRODS & CHEMS INC	COMMON	009158106	1,282	15,500	SH	OTHER	1
AIRGAS INC	COMMON	009363102	487	5,920	SH	OTHER	1
AK STL HLDG CORP	COMMON	001547108	40	8,280	SH	OTHER	1
AKAMAI TECHNOLOGIES INC	COMMON	00971T101	399	10,440	SH	OTHER	1
ALBEMARLE CORP	COMMON	012653101	308	5,840	SH	OTHER	1
ALCOA INC	COMMON	013817101	645	72,860	SH	OTHER	1
ALEXANDRIA REAL ESTATE EQ I	COMMON	015271109	338	4,600	SH	OTHER	1
ALEXION PHARMACEUTICALS INC	COMMON	015351109	1,586	13,860	SH	OTHER	1
ALIGN TECHNOLOGY INC	COMMON	016255101	166	4,500	SH	OTHER	1
ALLEGHENY TECHNOLOGIES INC	COMMON	01741R102	171	5,360	SH	OTHER	1
ALLERGAN INC	COMMON	018490102	1,841	20,100	SH	OTHER	1
ALLIANCE DATA SYSTEMS CORP	COMMON	018581108	528	3,720	SH	OTHER	1
ALLIANT ENERGY CORP	COMMON	018802108	459	10,580	SH	OTHER	1
ALLIED NEVADA GOLD CORP	COMMON	019344100	246	6,300	SH	OTHER	1
ALLIED WRLD ASSUR COM HLDG	COMMON	H01531104	218	2,820	SH	OTHER	1
ALLSCRIPTS HEALTHCARE SOLUT	COMMON	01988P108	175	14,116	SH	OTHER	1
ALPHA NATURAL RESOURCES INC	COMMON	02076X102	84	12,720	SH	OTHER	1
ALTERA CORP	COMMON	021441100	761	22,380	SH	OTHER	1
AMAZON COM INC	COMMON	023135106	6,327	24,880	SH	OTHER	1
AMEREN CORP	COMMON	023608102	759	23,220	SH	OTHER	1
AMERICAN CAMPUS CMNTYS INC	COMMON	024835100	162	3,700	SH	OTHER	1
AMERICAN CAP LTD	COMMON	02503Y103	271	23,900	SH	OTHER	1
AMERICAN CAPITAL AGENCY COR	COMMON	02503X105	549	15,880	SH	OTHER	1
AMERICAN EAGLE OUTFITTERS N	COMMON	02553E106	267	12,680	SH	OTHER	1
AMERICAN ELEC PWR INC	COMMON	025537101	1,533	34,880	SH	OTHER	1
AMERICAN EXPRESS CO	COMMON	025816109	4,175	73,420	SH	OTHER	1
AMERICAN FINL GROUP INC OHI	COMMON	025932104	183	4,840	SH	OTHER	1
AMERICAN INTL GROUP INC	COMMON	026874784	1,123	34,240	SH	OTHER	1
AMERICAN TOWER CORP NEW	COMMON	03027X100	1,858	26,020	SH	OTHER	1
AMERICAN WTR WKS CO INC NEW	COMMON	030420103	417	11,240	SH	OTHER	1
AMERIGROUP CORP	COMMON	03073T102	294	3,220	SH	OTHER	1
AMERIPRISE FINL INC	COMMON	03076C106	1,012	17,860	SH	OTHER	1
AMERISOURCEBERGEN CORP	COMMON	03073E105	640	16,540	SH	OTHER	1
AMETEK INC NEW	COMMON	031100100	792	22,350	SH	OTHER	1
AMGEN INC	COMMON	031162100	4,599	54,540	SH	OTHER	1
AMKOR TECHNOLOGY INC	COMMON	031652100	37	8,420	SH	OTHER	1
AMPHENOL CORP NEW	COMMON	032095101	647	10,980	SH	OTHER	1
ANADARKO PETE CORP	COMMON	032511107	2,459	35,166	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
ANALOG DEVICES INC	COMMON	032654105	870	22,200	SH	OTHER	1
ANNALY CAP MGMT INC	COMMON	035710409	1,113	66,120	SH	OTHER	1
ANSYS INC	COMMON	03662Q105	461	6,280	SH	OTHER	1
ANWORTH MORTGAGE ASSET CP	COMMON	037347101	68	9,960	SH	OTHER	1
AOL INC	COMMON	00184X105	247	7,002	SH	OTHER	1
AON PLC	COMMON	G0408V102	1,045	19,992	SH	OTHER	1
APACHE CORP	COMMON	037411105	2,313	26,748	SH	OTHER	1

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APARTMENT INVT & MGMT CO	COMMON	03748R101	223	8,580	SH	OTHER	1
APOLLO GROUP INC	COMMON	037604105	271	9,320	SH	OTHER	1
APOLLO INVT CORP	COMMON	03761U106	133	16,960	SH	OTHER	1
APPLE INC	COMMON	037833100	42,251	63,320	SH	OTHER	1
APPLIED MATLS INC	COMMON	038222105	1,068	95,620	SH	OTHER	1
APTARGROUP INC	COMMON	038336103	203	3,920	SH	OTHER	1
AQUA AMERICA INC	COMMON	03836W103	205	8,280	SH	OTHER	1
ARCH CAP GROUP LTD	COMMON	G0450A105	465	11,160	SH	OTHER	1
ARCH COAL INC	COMMON	039380100	78	12,400	SH	OTHER	1
ARCHER DANIELS MIDLAND CO	COMMON	039483102	1,193	43,880	SH	OTHER	1
ARES CAP CORP	COMMON	04010L103	237	13,843	SH	OTHER	1
ARIAD PHARMACEUTICALS INC	COMMON	04033A100	296	12,200	SH	OTHER	1
ARIBA INC	COMMON	04033V203	314	7,000	SH	OTHER	1
ARRIS GROUP INC	COMMON	04269Q100	107	8,380	SH	OTHER	1
ARROW ELECTRS INC	COMMON	042735100	234	6,940	SH	OTHER	1
ASCENA RETAIL GROUP INC	COMMON	04351G101	157	7,342	SH	OTHER	1
ASHLAND INC NEW	COMMON	044209104	420	5,860	SH	OTHER	1
ASSOCIATED BANC CORP	COMMON	045487105	183	13,860	SH	OTHER	1
ASSURANT INC	COMMON	04621X108	223	5,980	SH	OTHER	1
ASSURED GUARANTY LTD	COMMON	G0585R106	170	12,480	SH	OTHER	1
AT&T INC	COMMON	00206R102	15,530	411,940	SH	OTHER	1
ATHENAHEALTH INC	COMMON	04685W103	209	2,280	SH	OTHER	1
ATMEL CORP	COMMON	049513104	170	32,280	SH	OTHER	1
ATMOS ENERGY CORP	COMMON	049560105	239	6,680	SH	OTHER	1
ATWOOD OCEANICS INC	COMMON	050095108	175	3,840	SH	OTHER	1
AURICO GOLD INC	COMMON FOREIGN	05155C105	143	20,330	SH	OTHER	1
AURIZON MINES LTD	COMMON FOREIGN	05155P106	59	11,200	SH	OTHER	1
AUTODESK INC	COMMON	052769106	551	16,500	SH	OTHER	1
AUTOLIV INC	COMMON	052800109	539	8,700	SH	OTHER	1
AUTOMATIC DATA PROCESSING I	COMMON	053015103	1,756	29,936	SH	OTHER	1
AUTOZONE INC	COMMON	053332102	584	1,580	SH	OTHER	1
AVAGO TECHNOLOGIES LTD	COMMON FOREIGN	Y0486S104	602	17,280	SH	OTHER	1
AVALONBAY CMNTYS INC	COMMON	053484101	968	7,120	SH	OTHER	1
AVANIR PHARMACEUTICALS INC	COMMON	05348P401	35	11,080	SH	OTHER	1
AVERY DENNISON CORP	COMMON	053611109	210	6,600	SH	OTHER	1
AVNET INC	COMMON	053807103	341	11,720	SH	OTHER	1
AVON PRODS INC	COMMON	054303102	357	22,380	SH	OTHER	1
AXIS CAPITAL HOLDINGS INV	COMMON	G0692U109	335	9,580	SH	OTHER	1
B/E AEROSPACE INC	COMMON	073302101	286	6,800	SH	OTHER	1
BABCOCK & WILCOX CO NEW	COMMON	05615F102	242	9,500	SH	OTHER	1
BAKER HUGHES INC	COMMON	057224107	1,285	28,400	SH	OTHER	1
BALL CORP	COMMON	058498106	307	7,260	SH	OTHER	1
BANK HAWAII CORP	COMMON	062540109	171	3,740	SH	OTHER	1
BANK MONTREAL QUE	COMMON FOREIGN	063671101	2,164	36,652	SH	OTHER	1
BANK NOVA SCOTIA HALIFAX	COMMON FOREIGN	064149107	8,327	152,123	SH	DEFINED	12
BANK NOVA SCOTIA HALIFAX	COMMON FOREIGN	064149107	3,935	71,800	SH	OTHER	1
BANK OF AMERICA CORPORATION	COMMON	060505104	6,091	689,800	SH	OTHER	1
BANK OF NEW YORK MELLON COR	COMMON	064058100	1,959	86,600	SH	OTHER	1
BARD C R INC	COMMON	067383109	402	3,840	SH	OTHER	1
BARRICK GOLD CORP	COMMON FOREIGN	067901108	2,629	63,000	SH	OTHER	1
BARRICK GOLD CORP	COMMON FOREIGN	067901108	2,785	66,700	SH	OTHER	1
BAXTER INTL INC	COMMON	071813109	2,558	42,448	SH	OTHER	1
BAYTEX ENERGY CORP	COMMON FOREIGN	07317Q105	389	8,200	SH	OTHER	1

FORM 13F INFORMATION TABLE

COLUMN 1

COLUMN 2

COLUMN 3

COLUMN 4

COLUMN 5

COLUMN 6

COLUMN 7

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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
BB&T CORP	COMMON	054937107	1,634	49,265	SH	OTHER	1
BCE INC	COMMON FOREIGN	05534B760	791	18,000	SH	OTHER	1
BECTON DICKINSON & CO	COMMON	075887109	1,048	13,340	SH	OTHER	1
BED BATH & BEYOND INC	COMMON	075896100	1,045	16,593	SH	OTHER	1
BEMIS INC	COMMON	081437105	208	6,620	SH	OTHER	1
BERKLEY W R CORP	COMMON	084423102	350	9,340	SH	OTHER	1
BERKSHIRE HATHAWAY INC DEL	COMMON	084670702	5,410	61,338	SH	OTHER	1
BEST BUY INC	COMMON	086516101	400	23,280	SH	OTHER	1
BIOGEN IDEC INC	COMMON	09062X103	2,346	15,720	SH	OTHER	1
BIOMARIN PHARMACEUTICAL INC	COMMON	09061G101	348	8,640	SH	OTHER	1
BIOMED REALTY TRUST INC	COMMON	09063H107	186	9,920	SH	OTHER	1
BLACKROCK INC	COMMON	09247X101	1,439	8,069	SH	OTHER	1
BLOCK H & R INC	COMMON	093671105	377	21,740	SH	OTHER	1
BMC SOFTWARE INC	COMMON	055921100	397	9,580	SH	OTHER	1
BOEING CO	COMMON	097023105	3,654	52,480	SH	OTHER	1
BORGWARNER INC	COMMON	099724106	532	7,700	SH	OTHER	1
BOSTON PROPERTIES INC	COMMON	101121101	1,148	10,380	SH	OTHER	1
BOSTON SCIENTIFIC CORP	COMMON	101137107	648	112,860	SH	OTHER	1
BPZ RESOURCES INC	COMMON	055639108	30	10,340	SH	OTHER	1
BRANDYWINE RLTY TR	COMMON	105368203	144	11,780	SH	OTHER	1
BRE PROPERTIES INC	COMMON	05564E106	246	5,240	SH	OTHER	1
BRINKER INTL INC	COMMON	109641100	196	5,560	SH	OTHER	1
BRISTOL MYERS SQUIBB CO	COMMON	110122108	3,989	118,180	SH	OTHER	1
BROADCOM CORP	COMMON	111320107	1,078	31,180	SH	OTHER	1
BROADRIDGE FINL SOLUTIONS I	COMMON	11133T103	199	8,520	SH	OTHER	1
BROCADE COMMUNICATIONS SYS	COMMON	111621306	233	39,380	SH	OTHER	1
BROOKDALE SR LIVING INC	COMMON	112463104	172	7,420	SH	OTHER	1
BROOKFIELD ASSET MGMT INC	COMMON FOREIGN	112585104	1,252	36,300	SH	OTHER	1
BROOKFIELD OFFICE PPTYS INC	COMMON	112900105	296	17,800	SH	OTHER	1
BROWN & BROWN INC	COMMON	115236101	200	7,680	SH	OTHER	1
BUNGE LIMITED	COMMON	G16962105	634	9,460	SH	OTHER	1
C H ROBINSON WORLDWIDE INC	COMMON	12541W209	580	9,900	SH	OTHER	1
CA INC	COMMON	12673P105	717	27,820	SH	OTHER	1
CABELAS INC	COMMON	126804301	175	3,200	SH	OTHER	1
CABLEVISION SYS CORP	COMMON	12686C109	213	13,420	SH	OTHER	1
CABOT CORP	COMMON	127055101	159	4,360	SH	OTHER	1
CABOT OIL & GAS CORP	COMMON	127097103	748	16,660	SH	OTHER	1
CADENCE DESIGN SYSTEM INC	COMMON	127387108	237	18,440	SH	OTHER	1
CAE INC	COMMON FOREIGN	124765108	192	17,900	SH	OTHER	1
CAL DIVE INTL INC DEL	COMMON	12802T101	14	9,080	SH	OTHER	1
CALPINE CORP	COMMON	131347304	382	22,060	SH	OTHER	1
CAMDEN PPTY TR	COMMON	133131102	333	5,160	SH	OTHER	1
CAMECO CORP	COMMON FOREIGN	13321L108	524	26,900	SH	OTHER	1
CAMERON INTERNATIONAL CORP	COMMON	13342B105	954	17,020	SH	OTHER	1
CAMPBELL SOUP CO	COMMON	134429109	508	14,585	SH	OTHER	1
CANADIAN NAT RES LTD	COMMON FOREIGN	136385101	10,096	328,300	SH	DEFINED	12
CANADIAN NAT RES LTD	COMMON FOREIGN	136385101	2,312	75,000	SH	OTHER	1
CANADIAN NATL RY CO	COMMON FOREIGN	136375102	8,575	97,350	SH	DEFINED	12
CANADIAN NATL RY CO	COMMON FOREIGN	136375102	2,537	28,700	SH	OTHER	1
CANADIAN PAC RY LTD	COMMON FOREIGN	13645T100	1,476	17,800	SH	OTHER	1
CAPITAL ONE FINL CORP	COMMON	14040H105	2,001	35,102	SH	OTHER	1
CAPITALSOURCE INC	COMMON	14055X102	143	18,860	SH	OTHER	1
CAPITOL FED FINL INC	COMMON	14057J101	132	11,021	SH	OTHER	1
CAPSTONE TURBINE CORP	COMMON	14067D102	25	25,200	SH	OTHER	1
CARDINAL HEALTH INC	COMMON	14149Y108	891	22,860	SH	OTHER	1
CAREFUSION CORP	COMMON	14170T101	447	15,740	SH	OTHER	1
CARLISLE COS INC	COMMON	142339100	238	4,580	SH	OTHER	1

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CARMAX INC	COMMON	143130102	362	12,780	SH	OTHER	1
CARNIVAL CORP	COMMON	143658300	1,039	28,526	SH	OTHER	1
CARPENTER TECHNOLOGY CORP	COMMON	144285103	180	3,440	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
CARTER INC	COMMON	146229109	226	4,200	SH	OTHER	1
CATERPILLAR INC DEL	COMMON	149123101	3,887	45,180	SH	OTHER	1
CBL & ASSOC PPTYS INC	COMMON	124830100	203	9,520	SH	OTHER	1
CBOE HLDGS INC	COMMON	12503M108	201	6,840	SH	OTHER	1
CBRE GROUP INC	COMMON	12504L109	334	18,140	SH	OTHER	1
CBS CORP NEW	COMMON	124857202	1,585	43,640	SH	OTHER	1
CDN IMPERIAL BK OF COMMERCE	COMMON FOREIGN	136069101	12,527	160,436	SH	DEFINED	12
CDN IMPERIAL BK OF COMMERCE	COMMON FOREIGN	136069101	2,026	25,900	SH	OTHER	1
CELANESE CORP DEL	COMMON	150870103	425	11,200	SH	OTHER	1
CELESTICA INC	COMMON FOREIGN	15101Q108	98	13,700	SH	OTHER	1
CELGENE CORP	COMMON	151020104	2,278	29,820	SH	OTHER	1
CENOVUS ENERGY INC	COMMON FOREIGN	15135U109	1,796	51,500	SH	OTHER	1
CENTERPOINT ENERGY INC	COMMON	15189T107	595	27,940	SH	OTHER	1
CENTURYLINK INC	COMMON	156700106	1,689	41,802	SH	OTHER	1
CEPHEID	COMMON	15670R107	162	4,680	SH	OTHER	1
CERNER CORP	COMMON	156782104	844	10,900	SH	OTHER	1
CF INDS HLDGS INC	COMMON	125269100	1,028	4,626	SH	OTHER	1
CHART INDS INC	COMMON	16115Q308	158	2,140	SH	OTHER	1
CHARTER COMMUNICATIONS INC	COMMON	16117M305	212	2,827	SH	OTHER	1
CHENIERE ENERGY INC	COMMON	16411R208	143	9,180	SH	OTHER	1
CHESAPEAKE ENERGY CORP	COMMON	165167107	908	48,140	SH	OTHER	1
CHEVRON CORP NEW	COMMON	166764100	15,866	136,120	SH	OTHER	1
CHICOS FAS INC	COMMON	168615102	221	12,200	SH	OTHER	1
CHIMERA INVT CORP	COMMON	16934Q109	206	76,080	SH	OTHER	1
CHIPOTLE MEXICAN GRILL INC	COMMON	169656105	702	2,211	SH	OTHER	1
CHUBB CORP	COMMON	171232101	1,465	19,204	SH	OTHER	1
CHURCH & DWIGHT INC	COMMON	171340102	572	10,600	SH	OTHER	1
CIGNA CORPORATION	COMMON	125509109	928	19,680	SH	OTHER	1
CIMAREX ENERGY CO	COMMON	171798101	362	6,180	SH	OTHER	1
CINCINNATI BELL INC NEW	COMMON	171871106	101	17,700	SH	OTHER	1
CINCINNATI FINL CORP	COMMON	172062101	506	13,360	SH	OTHER	1
CINTAS CORP	COMMON	172908105	535	12,900	SH	OTHER	1
CISCO SYS INC	COMMON	17275R102	7,205	377,432	SH	OTHER	1
CIT GROUP INC	COMMON	125581801	448	11,380	SH	OTHER	1
CITIGROUP INC	COMMON	172967424	6,565	200,646	SH	OTHER	1
CITRIX SYS INC	COMMON	177376100	1,014	13,240	SH	OTHER	1
CITY NATL CORP	COMMON	178566105	203	3,940	SH	OTHER	1
CLEARWIRE CORP NEW	COMMON	18538Q105	24	17,700	SH	OTHER	1
CLIFFS NATURAL RESOURCES IN	COMMON	18683K101	387	9,900	SH	OTHER	1
CLOROX CO DEL	COMMON	189054109	510	7,080	SH	OTHER	1
CME GROUP INC	COMMON	12572Q105	1,335	23,290	SH	OTHER	1
CMS ENERGY CORP	COMMON	125896100	322	13,680	SH	OTHER	1
CNO FINL GROUP INC	COMMON	12621E103	171	17,700	SH	OTHER	1
COACH INC	COMMON	189754104	1,215	21,680	SH	OTHER	1
COCA COLA BOTTLING CO CONS	COMMON	191098102	218	3,200	SH	OTHER	1

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COCA COLA CO	COMMON	191216100	18,367	484,240	SH	OTHER	1
COCA COLA ENTERPRISES INC N	COMMON	19122T109	3,029	96,880	SH	OTHER	1
COEUR D ALENE MINES CORP ID	COMMON	192108504	187	6,500	SH	OTHER	1
COGNIZANT TECHNOLOGY SOLUTI	COMMON	192446102	1,377	19,700	SH	OTHER	1
COLGATE PALMOLIVE CO	COMMON	194162103	3,661	34,148	SH	OTHER	1
COMCAST CORP NEW	COMMON	20030N101	4,976	139,120	SH	OTHER	1
COMCAST CORP NEW	COMMON	20030N200	1,481	42,565	SH	OTHER	1
COMERICA INC	COMMON	200340107	443	14,280	SH	OTHER	1
COMMERCE BANCSHARES INC	COMMON	200525103	189	4,679	SH	OTHER	1
COMMERCIAL METALS CO	COMMON	201723103	119	8,980	SH	OTHER	1
COMMUNITY HEALTH SYS INC NE	COMMON	203668108	191	6,560	SH	OTHER	1
COMMVAULT SYSTEMS INC	COMMON	204166102	176	3,000	SH	OTHER	1
COMPASS MINERALS INTL INC	COMMON	20451N101	188	2,520	SH	OTHER	1
COMPUTER SCIENCES CORP	COMMON	205363104	242	7,500	SH	OTHER	1
COMPUWARE CORP	COMMON	205638109	155	15,680	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
CONAGRA FOODS INC	COMMON	205887102	805	29,171	SH	OTHER	1
CONCHO RES INC	COMMON	20605P101	675	7,120	SH	OTHER	1
CONCUR TECHNOLOGIES INC	COMMON	206708109	242	3,280	SH	OTHER	1
CONOCOPHILLIPS	COMMON	20825C104	4,920	86,040	SH	OTHER	1
CONSOL ENERGY INC	COMMON	20854P109	441	14,660	SH	OTHER	1
CONSOLIDATED EDISON INC	COMMON	209115104	1,097	18,320	SH	OTHER	1
CONTINENTAL RESOURCES INC	COMMON	212015101	286	3,720	SH	OTHER	1
CONVERGYS CORP	COMMON	212485106	131	8,380	SH	OTHER	1
COOPER COS INC	COMMON	216648402	310	3,280	SH	OTHER	1
COOPER INDUSTRIES PLC	COMMON	G24140108	731	9,740	SH	OTHER	1
COPART INC	COMMON	217204106	159	5,720	SH	OTHER	1
CORE LABORATORIES N V	COMMON FOREIGN	N22717107	384	3,160	SH	OTHER	1
CORELOGIC INC	COMMON	21871D103	166	6,240	SH	OTHER	1
CORNING INC	COMMON	219350105	1,441	109,560	SH	OTHER	1
CORRECTIONS CORP AMER NEW	COMMON	22025Y407	233	6,960	SH	OTHER	1
COSTCO WHSL CORP NEW	COMMON	22160K105	2,986	29,822	SH	OTHER	1
COUSINS PPTYS INC	COMMON	222795106	94	11,790	SH	OTHER	1
COVANCE INC	COMMON	222816100	150	3,220	SH	OTHER	1
COVANTA HLDG CORP	COMMON	22282E102	159	9,280	SH	OTHER	1
COVENTRY HEALTH CARE INC	COMMON	222862104	401	9,620	SH	OTHER	1
COVIDIEN PLC	COMMON	G2554F113	1,944	32,720	SH	OTHER	1
CREE INC	COMMON	225447101	150	5,880	SH	OTHER	1
CROWN CASTLE INTL CORP	COMMON	228227104	1,233	19,240	SH	OTHER	1
CROWN HOLDINGS INC	COMMON	228368106	229	6,220	SH	OTHER	1
CSX CORP	COMMON	126408103	1,516	73,060	SH	OTHER	1
CUBESMART	COMMON	229663109	108	8,420	SH	OTHER	1
CUBIST PHARMACEUTICALS INC	COMMON	229678107	201	4,220	SH	OTHER	1
CULLEN FROST BANKERS INC	COMMON	229899109	225	3,920	SH	OTHER	1
CUMMINS INC	COMMON	231021106	1,208	13,100	SH	OTHER	1
CVR ENERGY INC	COMMON	12662P108	239	6,500	SH	OTHER	1
CVS CAREMARK CORPORATION	COMMON	126650100	4,527	93,501	SH	OTHER	1
CYPRESS SEMICONDUCTOR CORP	COMMON	232806109	109	10,180	SH	OTHER	1
CYTEC INDS INC	COMMON	232820100	224	3,420	SH	OTHER	1

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D R HORTON INC	COMMON	23331A109	320	15,480	SH	OTHER	1
DANA HLDG CORP	COMMON	235825205	125	10,200	SH	OTHER	1
DANAHER CORP DEL	COMMON	235851102	1,835	33,280	SH	OTHER	1
DARDEN RESTAURANTS INC	COMMON	237194105	462	8,280	SH	OTHER	1
DARLING INTL INC	COMMON	237266101	140	7,660	SH	OTHER	1
DAVITA INC	COMMON	23918K108	535	5,160	SH	OTHER	1
DCT INDUSTRIAL TRUST INC	COMMON	233153105	136	20,960	SH	OTHER	1
DDR CORP	COMMON	23317H102	241	15,720	SH	OTHER	1
DEAN FOODS CO NEW	COMMON	242370104	224	13,720	SH	OTHER	1
DEERE & CO	COMMON	244199105	2,280	27,640	SH	OTHER	1
DELL INC	COMMON	24702R101	1,094	110,980	SH	OTHER	1
DELPHI AUTOMOTIVE PLC	COMMON	G27823106	220	7,105	SH	OTHER	1
DELTA AIR LINES INC DEL	COMMON	247361702	104	11,380	SH	OTHER	1
DENBURY RES INC	COMMON	247916208	464	28,726	SH	OTHER	1
DENDREON CORP	COMMON	24823Q107	55	11,460	SH	OTHER	1
DENISON MINES CORP	COMMON FOREIGN	248356107	36	24,200	SH	OTHER	1
DENNYS CORP	COMMON	24869P104	56	11,480	SH	OTHER	1
DENTSPLY INTL INC NEW	COMMON	249030107	238	6,240	SH	OTHER	1
DEVON ENERGY CORP NEW	COMMON	25179M103	1,554	25,680	SH	OTHER	1
DIAL GLOBAL INC	COMMON	25247X107	1,637	604,124	SH	DEFINED	12
DIAMOND OFFSHORE DRILLING I	COMMON	25271C102	358	5,440	SH	OTHER	1
DIAMONDROCK HOSPITALITY CO	COMMON	252784301	131	13,600	SH	OTHER	1
DICKS SPORTING GOODS INC	COMMON	253393102	355	6,840	SH	OTHER	1
DIGITAL RLTY TR INC	COMMON	253868103	518	7,417	SH	OTHER	1
DIRECTV	COMMON	25490A309	2,542	48,460	SH	OTHER	1
DISCOVER FINL SVCS	COMMON	254709108	1,683	42,360	SH	OTHER	1
DISCOVERY COMMUNICATNS NEW	COMMON	25470F104	557	9,340	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
DISCOVERY COMMUNICATNS NEW	COMMON	25470F302	530	9,460	SH	OTHER	1
DISH NETWORK CORP	COMMON	25470M109	506	16,516	SH	OTHER	1
DISNEY WALT CO	COMMON	254687106	5,935	113,520	SH	OTHER	1
DOLLAR THRIFTY AUTOMOTIVE G	COMMON	256743105	176	2,020	SH	OTHER	1
DOLLAR TREE INC	COMMON	256746108	761	15,760	SH	OTHER	1
DOMINION RES INC VA NEW	COMMON	25746U109	2,088	39,440	SH	OTHER	1
DOMTAR CORP	COMMON	257559203	204	2,600	SH	OTHER	1
DONALDSON INC	COMMON	257651109	303	8,740	SH	OTHER	1
DONNELLEY R R & SONS CO	COMMON	257867101	86	8,160	SH	OTHER	1
DOUGLAS EMMETT INC	COMMON	25960P109	161	7,000	SH	OTHER	1
DOVER CORP	COMMON	260003108	673	11,320	SH	OTHER	1
DOW CHEM CO	COMMON	260543103	2,316	79,980	SH	OTHER	1
DR PEPPER SNAPPLE GROUP INC	COMMON	26138E109	3,505	78,720	SH	OTHER	1
DRESSER-RAND GROUP INC	COMMON	261608103	298	5,400	SH	OTHER	1
DRIL-QUIP INC	COMMON	262037104	161	2,240	SH	OTHER	1
DTE ENERGY CO	COMMON	233331107	1,036	17,280	SH	OTHER	1
DU PONT E I DE NEMOURS & CO	COMMON	263534109	2,926	58,200	SH	OTHER	1
DUKE ENERGY CORP NEW	COMMON	26441C204	2,699	41,648	SH	OTHER	1
DUKE REALTY CORP	COMMON	264411505	211	14,380	SH	OTHER	1
DUN & BRADSTREET CORP DEL N	COMMON	26483E100	182	2,280	SH	OTHER	1
E M C CORP MASS	COMMON	268648102	3,618	132,660	SH	OTHER	1

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E TRADE FINANCIAL CORP	COMMON	269246401	179	20,324	SH	OTHER	1
EARTHLINK INC	COMMON	270321102	79	11,060	SH	OTHER	1
EAST WEST BANCORP INC	COMMON	27579R104	227	10,760	SH	OTHER	1
EASTMAN CHEM CO	COMMON	277432100	60	1,048	SH	OTHER	1
EASTMAN CHEM CO	COMMON	277432100	454	7,960	SH	OTHER	1
EATON CORP	COMMON	278058102	1,000	21,160	SH	OTHER	1
EATON VANCE CORP	COMMON	278265103	239	8,251	SH	OTHER	1
EBAY INC	COMMON	278642103	3,817	78,847	SH	OTHER	1
ECOLAB INC	COMMON	278865100	1,190	18,360	SH	OTHER	1
EDISON INTL	COMMON	281020107	965	21,120	SH	OTHER	1
EDWARDS LIFESCIENCES CORP	COMMON	28176E108	842	7,840	SH	OTHER	1
ELDORADO GOLD CORP NEW	COMMON FOREIGN	284902103	688	45,155	SH	OTHER	1
ELECTRONIC ARTS INC	COMMON	285512109	331	26,120	SH	OTHER	1
EMERSON ELEC CO	COMMON	291011104	2,376	49,220	SH	OTHER	1
ENBRIDGE INC	COMMON FOREIGN	29250N105	1,846	47,300	SH	OTHER	1
ENCANA CORP	COMMON FOREIGN	292505104	1,079	49,300	SH	OTHER	1
ENDO HEALTH SOLUTIONS INC	COMMON	29264F205	254	8,000	SH	OTHER	1
ENERGEN CORP	COMMON	29265N108	319	6,080	SH	OTHER	1
ENERGIZER HLDGS INC	COMMON	29266R108	445	5,960	SH	OTHER	1
ENERGY XXI (BERMUDA) LTD	COMMON	G10082140	168	4,800	SH	OTHER	1
ENERPLUS CORP	COMMON FOREIGN	292766102	207	12,500	SH	OTHER	1
ENTEGRIS INC	COMMON	29362U104	76	9,300	SH	OTHER	1
ENTERGY CORP NEW	COMMON	29364G103	1,164	16,800	SH	OTHER	1
EOG RES INC	COMMON	26875P101	2,187	19,520	SH	OTHER	1
EQT CORP	COMMON	26884L109	723	12,260	SH	OTHER	1
EQUIFAX INC	COMMON	294429105	487	10,460	SH	OTHER	1
EQUINIX INC	COMMON	29444U502	696	3,380	SH	OTHER	1
EQUITY LIFESTYLE PPTYS INC	COMMON	29472R108	153	2,240	SH	OTHER	1
EQUITY RESIDENTIAL	COMMON	29476L107	1,166	20,260	SH	OTHER	1
ESSEX PPTY TR INC	COMMON	297178105	338	2,280	SH	OTHER	1
EVEREST RE GROUP LTD	COMMON FOREIGN	G3223R108	295	2,760	SH	OTHER	1
EXCO RESOURCES INC	COMMON	269279402	86	10,740	SH	OTHER	1
EXELIS INC	COMMON	30162A108	179	17,340	SH	OTHER	1
EXELIXIS INC	COMMON	30161Q104	64	13,300	SH	OTHER	1
EXELON CORP	COMMON	30161N101	1,904	53,503	SH	OTHER	1
EXPEDIA INC DEL	COMMON	30212P303	512	8,850	SH	OTHER	1
EXPEDITORS INTL WASH INC	COMMON	302130109	505	13,890	SH	OTHER	1
EXPRESS SCRIPTS HLDG CO	COMMON	30219G108	3,370	53,770	SH	OTHER	1
EXTRA SPACE STORAGE INC	COMMON	30225T102	203	6,100	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
EXXON MOBIL CORP	COMMON	30231G102	29,619	323,880	SH	OTHER	1
F M C CORP	COMMON	302491303	576	10,400	SH	OTHER	1
F5 NETWORKS INC	COMMON	315616102	632	6,040	SH	OTHER	1
FACEBOOK INC	COMMON	30303M102	677	31,277	SH	OTHER	1
FACTSET RESH SYS INC	COMMON	303075105	264	2,740	SH	OTHER	1
FAIRCHILD SEMICONDUCTOR INT	COMMON	303726103	115	8,740	SH	OTHER	1
FAMILY DLR STORES INC	COMMON	307000109	407	6,140	SH	OTHER	1
FASTENAL CO	COMMON	311900104	894	20,800	SH	OTHER	1
FEDERAL REALTY INVT TR	COMMON	313747206	531	5,040	SH	OTHER	1

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FEDEX CORP	COMMON	31428X106	1,753	20,720	SH	OTHER	1
FELCOR LODGING TR INC	COMMON	31430F101	46	9,600	SH	OTHER	1
FIDELITY NATIONAL FINANCIAL	COMMON	31620R105	321	15,000	SH	OTHER	1
FIDELITY NATL INFORMATION S	COMMON	31620M106	453	14,500	SH	OTHER	1
FIFTH THIRD BANCORP	COMMON	316773100	983	63,380	SH	OTHER	1
FIRST AMERN FINL CORP	COMMON	31847R102	299	13,820	SH	OTHER	1
FIRST BUSEY CORP	COMMON	319383105	51	10,480	SH	OTHER	1
FIRST COMWLTH FINL CORP PA	COMMON	319829107	103	14,640	SH	OTHER	1
FIRST HORIZON NATL CORP	COMMON	320517105	176	18,264	SH	OTHER	1
FIRST NIAGARA FINL GP INC	COMMON	33582V108	199	24,631	SH	OTHER	1
FIRST REP BK SAN FRANCISCO	COMMON	33616C100	227	6,593	SH	OTHER	1
FIRSTENERGY CORP	COMMON	337932107	1,179	26,735	SH	OTHER	1
FISERV INC	COMMON	337738108	425	5,740	SH	OTHER	1
FLEXTRONICS INTL LTD	COMMON	Y2573F102	360	59,940	SH	OTHER	1
FLIR SYS INC	COMMON	302445101	173	8,640	SH	OTHER	1
FLOWERS FOODS INC	COMMON	343498101	169	8,380	SH	OTHER	1
FLOWSERVE CORP	COMMON	34354P105	503	3,940	SH	OTHER	1
FLUOR CORP NEW	COMMON	343412102	598	10,620	SH	OTHER	1
FMC TECHNOLOGIES INC	COMMON	30249U101	825	17,820	SH	OTHER	1
FOOT LOCKER INC	COMMON	344849104	386	10,860	SH	OTHER	1
FORD MTR CO DEL	COMMON	345370860	2,443	247,780	SH	OTHER	1
FOREST CITY ENTERPRISES INC	COMMON	345550107	160	10,120	SH	OTHER	1
FOREST LABS INC	COMMON	345838106	504	14,157	SH	OTHER	1
FOREST OIL CORP	COMMON	346091705	86	10,200	SH	OTHER	1
FORTINET INC	COMMON	34959E109	169	7,020	SH	OTHER	1
FORTUNE BRANDS HOME & SEC I	COMMON	34964C106	286	10,580	SH	OTHER	1
FOSSIL INC	COMMON	349882100	359	4,240	SH	OTHER	1
FOSTER WHEELER AG	COMMON FOREIGN	H27178104	214	8,914	SH	OTHER	1
FRANCO NEVADA CORP	COMMON FOREIGN	351858105	8,093	137,680	SH	DEFINED	12
FRANCO NEVADA CORP	COMMON FOREIGN	351858105	495	8,400	SH	OTHER	1
FRANKLIN RES INC	COMMON	354613101	1,338	10,700	SH	OTHER	1
FRANKLIN STREET PPTYS CORP	COMMON	35471R106	101	9,160	SH	OTHER	1
FREEPORT-MCMORAN COPPER & G	COMMON	35671D857	2,582	65,240	SH	OTHER	1
FRONTIER COMMUNICATIONS COR	COMMON	35906A108	257	52,493	SH	OTHER	1
FULTON FINL CORP PA	COMMON	360271100	164	16,600	SH	OTHER	1
GALLAGHER ARTHUR J & CO	COMMON	363576109	231	6,440	SH	OTHER	1
GAMESTOP CORP NEW	COMMON	36467W109	189	9,000	SH	OTHER	1
GANNETT INC	COMMON	364730101	302	17,040	SH	OTHER	1
GAP INC DEL	COMMON	364760108	734	20,524	SH	OTHER	1
GARDNER DENVER INC	COMMON	365558105	216	3,580	SH	OTHER	1
GARMIN LTD	COMMON	H2906T109	330	7,912	SH	OTHER	1
GARTNER INC	COMMON	366651107	245	5,320	SH	OTHER	1
GENERAL DYNAMICS CORP	COMMON	369550108	1,304	19,720	SH	OTHER	1
GENERAL ELECTRIC CO	COMMON	369604103	16,560	729,200	SH	OTHER	1
GENERAL GROWTH PPTYS INC NE	COMMON	370023103	566	29,033	SH	OTHER	1
GENERAL MLS INC	COMMON	370334104	1,609	40,380	SH	OTHER	1
GENERAL MTRS CO	COMMON	37045V100	1,349	59,280	SH	OTHER	1
GENESEE & WYO INC	COMMON	371559105	154	2,300	SH	OTHER	1
GENON ENERGY INC	COMMON	37244E107	169	66,840	SH	OTHER	1
GENTEX CORP	COMMON	371901109	171	10,080	SH	OTHER	1
GENUINE PARTS CO	COMMON	372460105	507	8,300	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
GENWORTH FINL INC	COMMON	37247D106	187	35,840	SH	OTHER	1
GERON CORP	COMMON	374163103	26	15,100	SH	OTHER	1
GILDAN ACTIVEWEAR INC	COMMON FOREIGN	375916103	263	8,300	SH	OTHER	1
GILEAD SCIENCES INC	COMMON	375558103	3,370	50,804	SH	OTHER	1
GLOBAL PMTS INC	COMMON	37940X102	236	5,640	SH	OTHER	1
GNC HLDGS INC	COMMON	36191G107	200	5,140	SH	OTHER	1
GOLDCORP INC NEW	COMMON FOREIGN	380956409	7,179	156,800	SH	DEFINED	12
GOLDCORP INC NEW	COMMON FOREIGN	380956409	2,450	53,400	SH	OTHER	1
GOLDEN STAR RES LTD CDA	COMMON	38119T104	47	23,300	SH	OTHER	1
GOLDMAN SACHS GROUP INC	COMMON	38141G104	3,688	32,440	SH	OTHER	1
GOODYEAR TIRE & RUBR CO	COMMON	382550101	273	22,360	SH	OTHER	1
GOOGLE INC	COMMON	38259P508	13,158	17,440	SH	OTHER	1
GRACE W R & CO DEL NEW	COMMON	38388F108	317	5,360	SH	OTHER	1
GRACO INC	COMMON	384109104	204	4,060	SH	OTHER	1
GRAFTECH INTL LTD	COMMON	384313102	80	8,940	SH	OTHER	1
GRAINGER W W INC	COMMON	384802104	900	4,320	SH	OTHER	1
GRAPHIC PACKAGING HLDG CO	COMMON	388689101	61	10,560	SH	OTHER	1
GREAT BASIN GOLD LTD	COMMON FOREIGN	390124105	-	31,800	SH	OTHER	1
GREAT PLAINS ENERGY INC	COMMON	391164100	227	10,220	SH	OTHER	1
GREEN MTN COFFEE ROASTERS I	COMMON	393122106	237	9,960	SH	OTHER	1
GROUPE CGI INC	COMMON FOREIGN	39945C109	11,881	443,000	SH	DEFINED	12
GROUPE CGI INC	COMMON FOREIGN	39945C109	445	16,600	SH	OTHER	1
GT ADVANCED TECHNOLOGIES IN	COMMON	36191U106	54	9,900	SH	OTHER	1
HAIN CELESTIAL GROUP INC	COMMON	405217100	117	1,860	SH	OTHER	1
HALLIBURTON CO	COMMON	406216101	2,028	60,200	SH	OTHER	1
HANCOCK HLDG CO	COMMON	410120109	171	5,538	SH	OTHER	1
HANESBRANDS INC	COMMON	410345102	240	7,540	SH	OTHER	1
HARLEY DAVIDSON INC	COMMON	412822108	685	16,160	SH	OTHER	1
HARMAN INTL INDS INC	COMMON	413086109	246	5,320	SH	OTHER	1
HARMONIC INC	COMMON	413160102	44	9,740	SH	OTHER	1
HARRIS CORP DEL	COMMON	413875105	478	9,341	SH	OTHER	1
HARTFORD FINL SVCS GROUP IN	COMMON	416515104	597	30,720	SH	OTHER	1
HASBRO INC	COMMON	418056107	237	6,220	SH	OTHER	1
HAWAIIAN ELEC INDUSTRIES	COMMON	419870100	205	7,780	SH	OTHER	1
HCA HOLDINGS INC	COMMON	40412C101	482	14,500	SH	OTHER	1
HCC INS HLDGS INC	COMMON	404132102	241	7,100	SH	OTHER	1
HCP INC	COMMON	40414L109	1,326	29,800	SH	OTHER	1
HEALTH CARE REIT INC	COMMON	42217K106	671	11,620	SH	OTHER	1
HEALTH MGMT ASSOC INC NEW	COMMON	421933102	165	19,680	SH	OTHER	1
HEALTHSOUTH CORP	COMMON	421924309	186	7,740	SH	OTHER	1
HECKMANN CORP	COMMON	422680108	32	7,580	SH	OTHER	1
HECLA MNG CO	COMMON	422704106	148	22,640	SH	OTHER	1
HEINZ H J CO	COMMON	423074103	1,006	17,980	SH	OTHER	1
HELMERICH & PAYNE INC	COMMON	423452101	422	8,860	SH	OTHER	1
HENRY JACK & ASSOC INC	COMMON	426281101	186	4,920	SH	OTHER	1
HERBALIFE LTD	COMMON	G4412G101	417	8,805	SH	OTHER	1
HERCULES OFFSHORE INC	COMMON	427093109	49	9,960	SH	OTHER	1
HERSHA HOSPITALITY TR	COMMON	427825104	66	13,480	SH	OTHER	1
HERSHEY CO	COMMON	427866108	642	9,060	SH	OTHER	1
HERTZ GLOBAL HOLDINGS INC	COMMON	42805T105	287	20,900	SH	OTHER	1
HESS CORP	COMMON	42809H107	1,041	19,385	SH	OTHER	1
HEWLETT PACKARD CO	COMMON	428236103	2,170	127,191	SH	OTHER	1
HEXCEL CORP NEW	COMMON	428291108	162	6,760	SH	OTHER	1
HIGHWOODS PPTYS INC	COMMON	431284108	162	4,980	SH	OTHER	1
HMS HLDGS CORP	COMMON	40425J101	185	5,520	SH	OTHER	1
HOLLYFRONTIER CORP	COMMON	436106108	674	16,320	SH	OTHER	1
HOLOGIC INC	COMMON	436440101	353	17,420	SH	OTHER	1
HOME DEPOT INC	COMMON	437076102	6,326	104,780	SH	OTHER	1
HOME PROPERTIES INC	COMMON	437306103	187	3,060	SH	OTHER	1

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HONEYWELL INTL INC COMMON 438516106 3,132 52,420 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
HORMEL FOODS CORP	COMMON	440452100	285	9,740	SH	OTHER	1
HOSPIRA INC	COMMON	441060100	133	4,040	SH	OTHER	1
HOSPITALITY PPTYS TR	COMMON	44106M102	217	9,120	SH	OTHER	1
HOST HOTELS & RESORTS INC	COMMON	44107P104	720	44,840	SH	OTHER	1
HUBBELL INC	COMMON	443510201	252	3,120	SH	OTHER	1
HUDBAY MINERALS INC	COMMON FOREIGN	443628102	100	10,200	SH	OTHER	1
HUDSON CITY BANCORP	COMMON	443683107	152	19,040	SH	OTHER	1
HUMANA INC	COMMON	444859102	776	11,060	SH	OTHER	1
HUNT J B TRANS SVCS INC	COMMON	445658107	486	9,340	SH	OTHER	1
HUNTINGTON BANCSHARES INC	COMMON	446150104	434	62,960	SH	OTHER	1
HUNTINGTON INGALLS INDS INC	COMMON	446413106	169	4,010	SH	OTHER	1
HUNTSMAN CORP	COMMON	447011107	205	13,700	SH	OTHER	1
HYPERDYNAMICS CORP	COMMON	448954107	11	14,700	SH	OTHER	1
IAC INTERACTIVECORP	COMMON	44919P508	252	4,840	SH	OTHER	1
IAMGOLD CORP	COMMON FOREIGN	450913108	409	25,800	SH	OTHER	1
IDACORP INC	COMMON	451107106	198	4,580	SH	OTHER	1
IDEX CORP	COMMON	45167R104	215	5,140	SH	OTHER	1
IDEXX LABS INC	COMMON	45168D104	370	3,720	SH	OTHER	1
IHS INC	COMMON	451734107	261	2,680	SH	OTHER	1
ILLINOIS TOOL WKS INC	COMMON	452308109	1,784	30,000	SH	OTHER	1
ILLUMINA INC	COMMON	452327109	370	7,680	SH	OTHER	1
IMPERIAL OIL LTD	COMMON FOREIGN	453038408	906	19,700	SH	OTHER	1
INCYTE CORP	COMMON	45337C102	158	8,780	SH	OTHER	1
INFINERA CORPORATION	COMMON	45667G103	47	8,500	SH	OTHER	1
INFORMATICA CORP	COMMON	45666Q102	253	7,260	SH	OTHER	1
INGERSOLL-RAND PLC	COMMON	G47791101	1,023	22,820	SH	OTHER	1
INGRAM MICRO INC	COMMON	457153104	161	10,560	SH	OTHER	1
INGREDION INC	COMMON	457187102	281	5,100	SH	OTHER	1
INLAND REAL ESTATE CORP	COMMON	457461200	79	9,580	SH	OTHER	1
INTEGRATED DEVICE TECHNOLOG	COMMON	458118106	70	11,920	SH	OTHER	1
INTEGRYS ENERGY GROUP INC	COMMON	45822P105	398	7,620	SH	OTHER	1
INTEL CORP	COMMON	458140100	8,065	355,578	SH	OTHER	1
INTERCONTINENTALEXCHANGE IN	COMMON	45865V100	740	5,546	SH	OTHER	1
INTERNATIONAL BUSINESS MACH	COMMON	459200101	16,799	80,980	SH	OTHER	1
INTERPUBLIC GROUP COS INC	COMMON	460690100	335	30,085	SH	OTHER	1
INTERSIL CORP	COMMON	46069S109	106	12,120	SH	OTHER	1
INTL PAPER CO	COMMON	460146103	1,231	33,900	SH	OTHER	1
INTUIT	COMMON	461202103	1,036	17,600	SH	OTHER	1
INTUITIVE SURGICAL INC	COMMON	46120E602	1,358	2,740	SH	OTHER	1
INVESTORS REAL ESTATE TR	COMMON	461730103	92	11,080	SH	OTHER	1
ION GEOPHYSICAL CORP	COMMON	462044108	67	9,660	SH	OTHER	1
IRON MTN INC	COMMON	462846106	388	11,380	SH	OTHER	1
ISHARES INC	COMMON	464286509	1,336	46,955	SH	OTHER	1
ISHARES TR	COMMON	464287168	79,758	1,382,770	SH	DEFINED	12
ISHARES TR	COMMON	464287465	13,329	251,490	SH	OTHER	1
ISHARES TR	COMMON	464287655	73	875	SH	DEFINED	12
ISHARES TR	COMMON	464287655	3,823	45,806	SH	OTHER	1

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ISIS PHARMACEUTICALS INC	COMMON	464330109	160	11,380	SH	OTHER	1
ITC HLDGS CORP	COMMON	465685105	252	3,340	SH	OTHER	1
JABIL CIRCUIT INC	COMMON	466313103	247	13,180	SH	OTHER	1
JACOBS ENGR GROUP INC DEL	COMMON	469814107	112	2,780	SH	OTHER	1
JANUS CAP GROUP INC	COMMON	47102X105	130	13,780	SH	OTHER	1
JARDEN CORP	COMMON	471109108	291	5,500	SH	OTHER	1
JDS UNIPHASE CORP	COMMON	46612J507	214	17,280	SH	OTHER	1
JEFFERIES GROUP INC NEW	COMMON	472319102	133	9,694	SH	OTHER	1
JOHNSON & JOHNSON	COMMON	478160104	13,632	197,820	SH	OTHER	1
JOHNSON CTLS INC	COMMON	478366107	1,133	41,360	SH	OTHER	1
JONES LANG LASALLE INC	COMMON	48020Q107	240	3,140	SH	OTHER	1
JOY GLOBAL INC	COMMON	481165108	348	6,200	SH	OTHER	1
JPMORGAN CHASE & CO	COMMON	46625H100	10,526	260,033	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
JUNIPER NETWORKS INC	COMMON	48203R104	532	31,100	SH	OTHER	1
JUST ENERGY GROUP INC	COMMON FOREIGN	48213W101	115	10,500	SH	OTHER	1
KANSAS CITY SOUTHERN	COMMON	485170302	612	8,082	SH	OTHER	1
KBR INC	COMMON	48242W106	261	8,740	SH	OTHER	1
KELLOGG CO	COMMON	487836108	937	18,140	SH	OTHER	1
KENNAMETAL INC	COMMON	489170100	202	5,460	SH	OTHER	1
KEY ENERGY SVCS INC	COMMON	492914106	67	9,560	SH	OTHER	1
KEYCORP NEW	COMMON	493267108	610	69,760	SH	OTHER	1
KIMBERLY CLARK CORP	COMMON	494368103	2,407	28,060	SH	OTHER	1
KIMCO RLTY CORP	COMMON	49446R109	555	27,380	SH	OTHER	1
KINROSS GOLD CORP	COMMON FOREIGN	496902404	1,035	101,248	SH	OTHER	1
KLA-TENCOR CORP	COMMON	482480100	582	12,200	SH	OTHER	1
KODIAK OIL & GAS CORP	COMMON	50015Q100	175	18,660	SH	OTHER	1
KOHL'S CORP	COMMON	500255104	776	15,160	SH	OTHER	1
KRAFT FOODS INC	COMMON	50075N104	4,667	112,860	SH	OTHER	1
KROGER CO	COMMON	501044101	971	41,240	SH	OTHER	1
L-3 COMMUNICATIONS HLDGS IN	COMMON	502424104	627	8,744	SH	OTHER	1
LABORATORY CORP AMER HLDGS	COMMON	50540R409	426	4,603	SH	OTHER	1
LAKE SHORE GOLD CORP	COMMON FOREIGN	510728108	31	30,800	SH	OTHER	1
LAM RESEARCH CORP	COMMON	512807108	312	9,817	SH	OTHER	1
LAS VEGAS SANDS CORP	COMMON	517834107	1,164	25,113	SH	OTHER	1
LASALLE HOTEL PPTYS	COMMON	517942108	175	6,560	SH	OTHER	1
LAUDER ESTEE COS INC	COMMON	518439104	1,138	18,480	SH	OTHER	1
LEAR CORP	COMMON	521865204	301	7,960	SH	OTHER	1
LEGG MASON INC	COMMON	524901105	308	12,460	SH	OTHER	1
LEGGETT & PLATT INC	COMMON	524660107	211	8,440	SH	OTHER	1
LENDER PROCESSING SVCS INC	COMMON	52602E102	172	6,180	SH	OTHER	1
LENNAR CORP	COMMON	526057104	435	12,520	SH	OTHER	1
LENNOX INTL INC	COMMON	526107107	200	4,140	SH	OTHER	1
LEUCADIA NATL CORP	COMMON	527288104	324	14,260	SH	OTHER	1
LEVEL 3 COMMUNICATIONS INC	COMMON	52729N308	296	12,866	SH	OTHER	1
LEXINGTON REALTY TRUST	COMMON	529043101	87	9,020	SH	OTHER	1
LIBERTY GLOBAL INC	COMMON	530555101	665	10,940	SH	OTHER	1
LIBERTY GLOBAL INC	COMMON	530555309	575	10,200	SH	OTHER	1
LIBERTY INTERACTIVE CORP	COMMON	53071M104	766	41,404	SH	OTHER	1

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LIBERTY MEDIA CORPORATION	COMMON	530322106	838	8,046	SH	OTHER	1
LIBERTY PPTY TR	COMMON	531172104	333	9,200	SH	OTHER	1
LIFE TECHNOLOGIES CORP	COMMON	53217V109	620	12,680	SH	OTHER	1
LILLY ELI & CO	COMMON	532457108	3,646	76,900	SH	OTHER	1
LIMITED BRANDS INC	COMMON	532716107	1,206	24,480	SH	OTHER	1
LINCOLN ELEC HLDGS INC	COMMON	533900106	191	4,880	SH	OTHER	1
LINCOLN NATL CORP IND	COMMON	534187109	505	20,880	SH	OTHER	1
LINEAR TECHNOLOGY CORP	COMMON	535678106	571	17,940	SH	OTHER	1
LIVE NATION ENTERTAINMENT I	COMMON	538034109	98	11,367	SH	OTHER	1
LKQ CORP	COMMON	501889208	373	20,160	SH	OTHER	1
LOCKHEED MARTIN CORP	COMMON	539830109	1,861	19,931	SH	OTHER	1
LOEWS CORP	COMMON	540424108	692	16,780	SH	OTHER	1
LOGITECH INTL S A	COMMON FOREIGN	H50430232	156	17,016	SH	OTHER	1
LONE PINE RES INC	COMMON	54222A106	15	9,557	SH	OTHER	1
LOUISIANA PAC CORP	COMMON	546347105	144	11,540	SH	OTHER	1
LOWES COS INC	COMMON	548661107	2,514	83,135	SH	OTHER	1
LSI CORPORATION	COMMON	502161102	325	47,000	SH	OTHER	1
LULULEMON ATHLETICA INC	COMMON FOREIGN	550021109	565	7,640	SH	OTHER	1
LYONDELLBASELL INDUSTRIES N	COMMON FOREIGN	N53745100	1,267	24,520	SH	OTHER	1
M & T BK CORP	COMMON	55261F104	841	8,840	SH	OTHER	1
MACERICH CO	COMMON	554382101	538	9,400	SH	OTHER	1
MACK CALI RLTY CORP	COMMON	554489104	216	8,120	SH	OTHER	1
MACYS INC	COMMON	55616P104	1,326	35,240	SH	OTHER	1
MAGNA INTL INC	COMMON FOREIGN	559222401	7,458	172,675	SH	DEFINED	12
MAGNA INTL INC	COMMON FOREIGN	559222401	631	14,600	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
MAGNUM HUNTER RES CORP DEL	COMMON	55973B102	40	9,040	SH	OTHER	1
MANITOWOC INC	COMMON	563571108	134	10,060	SH	OTHER	1
MANNKIND CORP	COMMON	56400P201	35	11,980	SH	OTHER	1
MANPOWERGROUP INC	COMMON	56418H100	219	5,960	SH	OTHER	1
MANULIFE FINL CORP	COMMON FOREIGN	56501R106	1,295	107,800	SH	OTHER	1
MANULIFE FINL CORP	COMMON FOREIGN	56501R106	1,368	113,600	SH	OTHER	1
MARATHON OIL CORP	COMMON	565849106	1,475	49,880	SH	OTHER	1
MARATHON PETE CORP	COMMON	56585A102	1,398	25,600	SH	OTHER	1
MARKEL CORP	COMMON	570535104	293	640	SH	OTHER	1
MARRIOTT INTL INC NEW	COMMON	571903202	688	17,601	SH	OTHER	1
MARSH & MCLENNAN COS INC	COMMON	571748102	1,217	35,880	SH	OTHER	1
MARTIN MARIETTA MATLS INC	COMMON	573284106	339	4,091	SH	OTHER	1
MARVELL TECHNOLOGY GROUP LT	COMMON	G5876H105	307	33,560	SH	OTHER	1
MASCO CORP	COMMON	574599106	410	27,260	SH	OTHER	1
MASTERCARD INC	COMMON	57636Q104	3,476	7,700	SH	OTHER	1
MATTEL INC	COMMON	577081102	812	22,880	SH	OTHER	1
MAXIM INTEGRATED PRODS INC	COMMON	57772K101	595	22,360	SH	OTHER	1
MBIA INC	COMMON	55262C100	112	11,020	SH	OTHER	1
MCCORMICK & CO INC	COMMON	579780206	427	6,880	SH	OTHER	1
MCDERMOTT INTL INC	COMMON	580037109	210	17,220	SH	OTHER	1
MCDONALDS CORP	COMMON	580135101	6,465	70,460	SH	OTHER	1
MCEWEN MNG INC	COMMON	58039P107	70	15,180	SH	OTHER	1
MCG CAPITAL CORP	COMMON	58047P107	44	9,540	SH	OTHER	1

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MCGRAW HILL COS INC	COMMON	580645109	1,113	20,380	SH	OTHER	1
MCKESSON CORP	COMMON	58155Q103	1,475	17,140	SH	OTHER	1
MDU RES GROUP INC	COMMON	552690109	398	18,080	SH	OTHER	1
MEAD JOHNSON NUTRITION CO	COMMON	582839106	1,153	15,740	SH	OTHER	1
MEADWESTVACO CORP	COMMON	583334107	471	15,400	SH	OTHER	1
MEDICAL PPTYS TRUST INC	COMMON	58463J304	93	8,920	SH	OTHER	1
MEDICIS PHARMACEUTICAL CORP	COMMON	584690309	184	4,260	SH	OTHER	1
MEDIVATION INC	COMMON	58501N101	277	4,920	SH	OTHER	1
MEDNAX INC	COMMON	58502B106	241	3,240	SH	OTHER	1
MEDTRONIC INC	COMMON	585055106	3,113	72,201	SH	OTHER	1
MELLANOX TECHNOLOGIES LTD	COMMON FOREIGN	M51363113	302	2,921	SH	OTHER	1
MEMC ELECTR MATLS INC	COMMON	552715104	51	18,500	SH	OTHER	1
MERCADOLIBRE INC	COMMON FOREIGN	58733R102	175	2,120	SH	OTHER	1
MERCK & CO INC NEW	COMMON	58933Y105	9,626	213,432	SH	OTHER	1
METHANEX CORP	COMMON FOREIGN	59151K108	205	7,200	SH	OTHER	1
METLIFE INC	COMMON	59156R108	2,573	74,660	SH	OTHER	1
METROPCS COMMUNICATIONS INC	COMMON	591708102	228	19,500	SH	OTHER	1
METTLER TOLEDO INTERNATIONAL	COMMON	592688105	352	2,060	SH	OTHER	1
MFA FINANCIAL INC	COMMON	55272X102	222	26,080	SH	OTHER	1
MGIC INVT CORP WIS	COMMON	552848103	20	13,340	SH	OTHER	1
MGM RESORTS INTERNATIONAL	COMMON	552953101	273	25,400	SH	OTHER	1
MICROCHIP TECHNOLOGY INC	COMMON	595017104	395	12,080	SH	OTHER	1
MICRON TECHNOLOGY INC	COMMON	595112103	369	61,700	SH	OTHER	1
MICROS SYS INC	COMMON	594901100	254	5,180	SH	OTHER	1
MICROSOFT CORP	COMMON	594918104	15,462	519,218	SH	OTHER	1
MID-AMER APT CMNTYS INC	COMMON	59522J103	155	2,380	SH	OTHER	1
MOHAWK INDS INC	COMMON	608190104	339	4,240	SH	OTHER	1
MONSANTO CO NEW	COMMON	61166W101	3,348	36,780	SH	OTHER	1
MONSTER BEVERAGE CORP	COMMON	611740101	1,563	28,860	SH	OTHER	1
MONSTER WORLDWIDE INC	COMMON	611742107	69	9,480	SH	OTHER	1
MOODYS CORP	COMMON	615369105	629	14,251	SH	OTHER	1
MORGAN STANLEY	COMMON	617446448	1,748	104,440	SH	OTHER	1
MOSAIC CO NEW	COMMON	61945C103	1,135	19,693	SH	OTHER	1
MOTOROLA SOLUTIONS INC	COMMON	620076307	940	18,597	SH	OTHER	1
MSC INDL DIRECT INC	COMMON	553530106	186	2,760	SH	OTHER	1
MSCI INC	COMMON	55354G100	313	8,748	SH	OTHER	1
MUELLER WTR PRODS INC	COMMON	624758108	68	13,940	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
MURPHY OIL CORP	COMMON	626717102	681	12,680	SH	OTHER	1
MYLAN INC	COMMON	628530107	673	27,563	SH	OTHER	1
MYRIAD GENETICS INC	COMMON	62855J104	194	7,200	SH	OTHER	1
NABORS INDUSTRIES LTD	COMMON	G6359F103	343	24,480	SH	OTHER	1
NASDAQ OMX GROUP INC	COMMON	631103108	166	7,137	SH	OTHER	1
NATIONAL FUEL GAS CO N J	COMMON	636180101	272	5,040	SH	OTHER	1
NATIONAL OILWELL VARCO INC	COMMON	637071101	2,290	28,581	SH	OTHER	1
NATIONAL RETAIL PPTYS INC	COMMON	637417106	165	5,420	SH	OTHER	1
NAVIDEA BIOPHARMACEUTICALS	COMMON	63937X103	30	10,800	SH	OTHER	1
NCR CORP NEW	COMMON	62886E108	255	10,960	SH	OTHER	1
NEKTAR THERAPEUTICS	COMMON	640268108	107	10,000	SH	OTHER	1

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NETAPP INC	COMMON	64110D104	789	24,000	SH	OTHER	1
NETFLIX INC	COMMON	64110L106	159	2,920	SH	OTHER	1
NEUSTAR INC	COMMON	64126X201	155	3,860	SH	OTHER	1
NEVSUN RES LTD	COMMON FOREIGN	64156L101	72	15,300	SH	OTHER	1
NEW GOLD INC CDA	COMMON FOREIGN	644535106	327	26,700	SH	OTHER	1
NEW YORK CMNTY BANCORP INC	COMMON	649445103	445	31,460	SH	OTHER	1
NEW YORK TIMES CO	COMMON	650111107	124	12,740	SH	OTHER	1
NEWCASTLE INVT CORP	COMMON	65105M108	60	8,000	SH	OTHER	1
NEWELL RUBBERMAID INC	COMMON	651229106	373	19,540	SH	OTHER	1
NEWFIELD EXPL CO	COMMON	651290108	160	5,100	SH	OTHER	1
NEWMARKET CORP	COMMON	651587107	168	680	SH	OTHER	1
NEWMONT MINING CORP	COMMON	651639106	1,966	35,100	SH	OTHER	1
NEWS CORP	COMMON	65248E104	2,800	114,140	SH	OTHER	1
NEWS CORP	COMMON	65248E203	751	30,298	SH	OTHER	1
NEXEN INC	COMMON FOREIGN	65334H102	1,073	42,400	SH	OTHER	1
NEXTERA ENERGY INC	COMMON	65339F101	1,781	25,320	SH	OTHER	1
NIELSEN HOLDINGS N V	COMMON	N63218106	258	8,600	SH	OTHER	1
NII HLDGS INC	COMMON	62913F201	73	9,300	SH	OTHER	1
NIKE INC	COMMON	654106103	2,265	23,860	SH	OTHER	1
NISOURCE INC	COMMON	65473P105	605	23,740	SH	OTHER	1
NOBLE CORPORATION BAAR	COMMON FOREIGN	H5833N103	606	16,940	SH	OTHER	1
NOBLE ENERGY INC	COMMON	655044105	1,179	12,712	SH	OTHER	1
NORDSON CORP	COMMON	655663102	210	3,580	SH	OTHER	1
NORDSTROM INC	COMMON	655664100	749	13,580	SH	OTHER	1
NORFOLK SOUTHERN CORP	COMMON	655844108	1,608	25,267	SH	OTHER	1
NORTH AMERN PALLADIUM LTD	COMMON FOREIGN	656912102	25	13,400	SH	OTHER	1
NORTHEAST UTILS	COMMON	664397106	723	18,916	SH	OTHER	1
NORTHERN TR CORP	COMMON	665859104	339	7,300	SH	OTHER	1
NORTHROP GRUMMAN CORP	COMMON	666807102	772	11,620	SH	OTHER	1
NOVAGOLD RES INC	COMMON FOREIGN	66987E206	59	10,600	SH	OTHER	1
NPS PHARMACEUTICALS INC	COMMON	62936P103	94	10,120	SH	OTHER	1
NRG ENERGY INC	COMMON	629377508	336	15,700	SH	OTHER	1
NUANCE COMMUNICATIONS INC	COMMON	67020Y100	448	18,000	SH	OTHER	1
NUCOR CORP	COMMON	670346105	979	25,600	SH	OTHER	1
NV ENERGY INC	COMMON	67073Y106	281	15,600	SH	OTHER	1
NVIDIA CORP	COMMON	67066G104	496	37,160	SH	OTHER	1
NVR INC	COMMON	62944T105	304	360	SH	OTHER	1
NYSE EURONEXT	COMMON	629491101	434	17,620	SH	OTHER	1
O REILLY AUTOMOTIVE INC NEW	COMMON	67103H107	731	8,740	SH	OTHER	1
OCCIDENTAL PETE CORP DEL	COMMON	674599105	4,909	57,046	SH	OTHER	1
OCEANEERING INTL INC	COMMON	675232102	401	7,260	SH	OTHER	1
OCWEN FINL CORP	COMMON	675746309	202	7,380	SH	OTHER	1
OFFICE DEPOT INC	COMMON	676220106	55	21,340	SH	OTHER	1
OGE ENERGY CORP	COMMON	670837103	328	5,920	SH	OTHER	1
OIL STS INTL INC	COMMON	678026105	283	3,560	SH	OTHER	1
OLD NATL BANCORP IND	COMMON	680033107	142	10,440	SH	OTHER	1
OLD REP INTL CORP	COMMON	680223104	170	18,313	SH	OTHER	1
OMNICARE INC	COMMON	681904108	321	9,460	SH	OTHER	1
OMNICOM GROUP INC	COMMON	681919106	1,014	19,660	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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ON SEMICONDUCTOR CORP	COMMON	682189105	207	33,520	SH	OTHER	1
ONEOK INC NEW	COMMON	682680103	881	18,240	SH	OTHER	1
ONYX PHARMACEUTICALS INC	COMMON	683399109	431	5,100	SH	OTHER	1
OPEN TEXT CORP	COMMON FOREIGN	683715106	3,463	62,975	SH	DEFINED	12
OPEN TEXT CORP	COMMON FOREIGN	683715106	215	3,900	SH	OTHER	1
ORACLE CORP	COMMON	68389X105	8,468	268,900	SH	OTHER	1
OSHKOSH CORP	COMMON	688239201	184	6,700	SH	OTHER	1
OWENS CORNING NEW	COMMON	690742101	296	8,860	SH	OTHER	1
OWENS ILL INC	COMMON	690768403	175	9,340	SH	OTHER	1
PACCAR INC	COMMON	693718108	1,007	25,160	SH	OTHER	1
PACKAGING CORP AMER	COMMON	695156109	237	6,540	SH	OTHER	1
PALL CORP	COMMON	696429307	462	7,280	SH	OTHER	1
PAN AMERICAN SILVER CORP	COMMON FOREIGN	697900108	231	10,805	SH	OTHER	1
PANERA BREAD CO	COMMON	69840W108	335	1,960	SH	OTHER	1
PARAMETRIC TECHNOLOGY CORP	COMMON	699173209	184	8,460	SH	OTHER	1
PARKER DRILLING CO	COMMON	701081101	46	10,900	SH	OTHER	1
PARKER HANNIFIN CORP	COMMON	701094104	884	10,580	SH	OTHER	1
PARTNERRE LTD	COMMON	G6852T105	256	3,440	SH	OTHER	1
PATTERSON COMPANIES INC	COMMON	703395103	227	6,620	SH	OTHER	1
PATTERSON UTI ENERGY INC	COMMON	703481101	200	12,600	SH	OTHER	1
PAYCHEX INC	COMMON	704326107	713	21,425	SH	OTHER	1
PDL BIOPHARMA INC	COMMON	69329Y104	97	12,600	SH	OTHER	1
PEABODY ENERGY CORP	COMMON	704549104	357	16,020	SH	OTHER	1
PEMBINA PIPELINE CORP	COMMON FOREIGN	706327103	805	28,695	SH	OTHER	1
PENGROWTH ENERGY CORP	COMMON FOREIGN	70706P104	212	31,470	SH	OTHER	1
PENN NATL GAMING INC	COMMON	707569109	201	4,660	SH	OTHER	1
PENN WEST PETE LTD NEW	COMMON FOREIGN	707887105	446	31,400	SH	OTHER	1
PENNEY J C INC	COMMON	708160106	231	9,520	SH	OTHER	1
PENTAIR INC	COMMON	709631105	303	6,800	SH	OTHER	1
PEOPLES UNITED FINANCIAL IN	COMMON	712704105	185	15,280	SH	OTHER	1
PEPCO HOLDINGS INC	COMMON	713291102	387	20,491	SH	OTHER	1
PEPSICO INC	COMMON	713448108	13,026	184,060	SH	OTHER	1
PERKINELMER INC	COMMON	714046109	240	8,160	SH	OTHER	1
PERRIGO CO	COMMON	714290103	597	5,140	SH	OTHER	1
PETSMART INC	COMMON	716768106	744	10,780	SH	OTHER	1
PFIZER INC	COMMON	717081103	13,143	528,900	SH	OTHER	1
PG&E CORP	COMMON	69331C108	1,094	25,640	SH	OTHER	1
PHARMACYCLICS INC	COMMON	716933106	281	4,360	SH	OTHER	1
PHILLIPS 66	COMMON	718546104	1,995	43,020	SH	OTHER	1
PIEDMONT OFFICE REALTY TR I	COMMON	720190206	218	12,560	SH	OTHER	1
PINNACLE WEST CAP CORP	COMMON	723484101	641	12,140	SH	OTHER	1
PIONEER NAT RES CO	COMMON	723787107	818	7,840	SH	OTHER	1
PITNEY BOWES INC	COMMON	724479100	253	18,280	SH	OTHER	1
PLAINS EXPL& PRODTN CO	COMMON	726505100	426	11,360	SH	OTHER	1
PLUM CREEK TIMBER CO INC	COMMON	729251108	464	10,580	SH	OTHER	1
PMC-SIERRA INC	COMMON	69344F106	99	17,560	SH	OTHER	1
PNC FINL SVCS GROUP INC	COMMON	693475105	2,270	35,980	SH	OTHER	1
POLARIS INDS INC	COMMON	731068102	380	4,700	SH	OTHER	1
POLYCOM INC	COMMON	73172K104	127	12,860	SH	OTHER	1
POST PPTYS INC	COMMON	737464107	178	3,720	SH	OTHER	1
POTASH CORP SASK INC	COMMON FOREIGN	73755L107	3,319	76,600	SH	DEFINED	12
POTASH CORP SASK INC	COMMON FOREIGN	73755L107	2,658	61,200	SH	OTHER	1
POWER ONE INC NEW	COMMON	73930R102	45	8,020	SH	OTHER	1
PPG INDS INC	COMMON	693506107	1,101	9,588	SH	OTHER	1
PPL CORP	COMMON	69351T106	1,144	39,380	SH	OTHER	1
PRAXAIR INC	COMMON	74005P104	2,213	21,300	SH	OTHER	1
PRECISION CASTPARTS CORP	COMMON	740189105	1,571	9,620	SH	OTHER	1
PRECISION DRILLING CORP	COMMON FOREIGN	74022D308	159	20,200	SH	OTHER	1
PRICE T ROWE GROUP INC	COMMON	74144T108	1,151	18,180	SH	OTHER	1
PRICELINE COM INC	COMMON	741503403	2,141	3,460	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
PRINCIPAL FINL GROUP INC	COMMON	74251V102	652	24,220	SH	OTHER	1
PROCTER & GAMBLE CO	COMMON	742718109	12,937	186,520	SH	OTHER	1
PROGRESSIVE CORP OHIO	COMMON	743315103	920	44,380	SH	OTHER	1
PROGRESSIVE WASTE SOLUTIONS	COMMON FOREIGN	74339G101	309	15,000	SH	OTHER	1
PROLOGIS INC	COMMON	74340W103	1,157	33,043	SH	OTHER	1
PROSPECT CAPITAL CORPORATIO	COMMON	74348T102	97	8,400	SH	OTHER	1
PROTECTIVE LIFE CORP	COMMON	743674103	161	6,140	SH	OTHER	1
PRUDENTIAL FINL INC	COMMON	744320102	1,878	34,460	SH	OTHER	1
PUBLIC STORAGE	COMMON	74460D109	1,559	11,200	SH	OTHER	1
PUBLIC SVC ENTERPRISE GROUP	COMMON	744573106	1,131	35,140	SH	OTHER	1
PULTE GROUP INC	COMMON	745867101	394	25,410	SH	OTHER	1
PVH CORP	COMMON	693656100	435	4,640	SH	OTHER	1
QEP RES INC	COMMON	74733V100	412	13,020	SH	OTHER	1
QLOGIC CORP	COMMON	747277101	94	8,220	SH	OTHER	1
QUALCOMM INC	COMMON	747525103	7,131	114,120	SH	OTHER	1
QUANTA SVCS INC	COMMON	74762E102	300	12,140	SH	OTHER	1
QUANTUM CORP	COMMON	747906204	28	17,620	SH	OTHER	1
QUEST DIAGNOSTICS INC	COMMON	74834L100	545	8,600	SH	OTHER	1
QUESTAR CORP	COMMON	748356102	252	12,420	SH	OTHER	1
QUICKSILVER RESOURCES INC	COMMON	74837R104	38	9,200	SH	OTHER	1
QUIKSILVER INC	COMMON	74838C106	33	10,000	SH	OTHER	1
RACKSPACE HOSTING INC	COMMON	750086100	494	7,480	SH	OTHER	1
RADIAN GROUP INC	COMMON	750236101	44	10,080	SH	OTHER	1
RALCORP HLDGS INC NEW	COMMON	751028101	156	2,140	SH	OTHER	1
RALPH LAUREN CORP	COMMON	751212101	653	4,320	SH	OTHER	1
RANGE RES CORP	COMMON	75281A109	792	11,341	SH	OTHER	1
RAYMOND JAMES FINANCIAL INC	COMMON	754730109	281	7,680	SH	OTHER	1
RAYONIER INC	COMMON	754907103	270	5,500	SH	OTHER	1
RAYTHEON CO	COMMON	755111507	1,041	18,205	SH	OTHER	1
REALTY INCOME CORP	COMMON	756109104	343	8,400	SH	OTHER	1
RED HAT INC	COMMON	756577102	757	13,300	SH	OTHER	1
REGAL BELOIT CORP	COMMON	758750103	197	2,800	SH	OTHER	1
REGENCY CTRS CORP	COMMON	758849103	253	5,200	SH	OTHER	1
REGENERON PHARMACEUTICALS	COMMON	75886F107	812	5,320	SH	OTHER	1
REGIONS FINANCIAL CORP NEW	COMMON	7591EP100	552	76,620	SH	OTHER	1
REINSURANCE GROUP AMER INC	COMMON	759351604	277	4,780	SH	OTHER	1
RELIANCE STEEL & ALUMINUM C	COMMON	759509102	273	5,220	SH	OTHER	1
RENAISSANCERE HOLDINGS LTD	COMMON	G7496G103	351	4,560	SH	OTHER	1
RENTECH INC	COMMON	760112102	54	21,780	SH	OTHER	1
REPUBLIC SVCS INC	COMMON	760759100	614	22,320	SH	OTHER	1
RESEARCH IN MOTION LTD	COMMON FOREIGN	760975102	245	32,000	SH	OTHER	1
RESOLUTE FST PRODS INC	COMMON	76117W109	123	9,450	SH	OTHER	1
RF MICRODEVICES INC	COMMON	749941100	86	21,660	SH	OTHER	1
RITE AID CORP	COMMON	767754104	64	54,300	SH	OTHER	1
RIVERBED TECHNOLOGY INC	COMMON	768573107	244	10,500	SH	OTHER	1
RLJ LODGING TR	COMMON	74965L101	12,143	642,127	SH	DEFINED	11
RLJ LODGING TR	COMMON	74965L101	42,319	2,237,935	SH	DEFINED	12
ROBBINS & MYERS INC	COMMON	770196103	172	2,880	SH	OTHER	1
ROBERT HALF INTL INC	COMMON	770323103	228	8,560	SH	OTHER	1

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ROCK-TENN CO	COMMON	772739207	315	4,360	SH	OTHER	1
ROCKWELL AUTOMATION INC	COMMON	773903109	677	9,740	SH	OTHER	1
ROCKWELL COLLINS INC	COMMON	774341101	650	12,120	SH	OTHER	1
ROCKWOOD HLDGS INC	COMMON	774415103	206	4,420	SH	OTHER	1
ROGERS COMMUNICATIONS INC	COMMON FOREIGN	775109200	1,213	30,000	SH	OTHER	1
ROPER INDS INC NEW	COMMON	776696106	723	6,580	SH	OTHER	1
ROSETTA RESOURCES INC	COMMON	777779307	166	3,460	SH	OTHER	1
ROSS STORES INC	COMMON	778296103	1,031	15,960	SH	OTHER	1
ROVI CORP	COMMON	779376102	119	8,220	SH	OTHER	1
ROWAN COMPANIES PLC	COMMON	G7665A101	278	8,220	SH	OTHER	1
ROYAL BK CDA MONTREAL QUE	COMMON FOREIGN	780087102	9,700	169,250	SH	DEFINED	12

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
ROYAL BK CDA MONTREAL QUE	COMMON FOREIGN	780087102	5,551	96,600	SH	OTHER	1
ROYAL CARIBBEAN CRUISES LTD	COMMON	V7780T103	331	10,960	SH	OTHER	1
ROYAL GOLD INC	COMMON	780287108	435	4,360	SH	OTHER	1
RPM INTL INC	COMMON	749685103	260	9,100	SH	OTHER	1
RUBICON MINERALS CORP	COMMON FOREIGN	780911103	60	16,100	SH	OTHER	1
SAFEWAY INC	COMMON	786514208	350	21,730	SH	OTHER	1
SAIC INC	COMMON	78390X101	239	19,860	SH	OTHER	1
SALESFORCE COM INC	COMMON	79466L302	1,344	8,800	SH	OTHER	1
SALIX PHARMACEUTICALS INC	COMMON	795435106	181	4,280	SH	OTHER	1
SALLY BEAUTY HLDGS INC	COMMON	79546E104	243	9,700	SH	OTHER	1
SANDISK CORP	COMMON	80004C101	706	16,260	SH	OTHER	1
SANDRIDGE ENERGY INC	COMMON	80007P307	189	27,177	SH	OTHER	1
SAPIENT CORP	COMMON	803062108	93	8,700	SH	OTHER	1
SBA COMMUNICATIONS CORP	COMMON	78388J106	447	7,100	SH	OTHER	1
SCANA CORP NEW	COMMON	80589M102	386	8,000	SH	OTHER	1
SCHEIN HENRY INC	COMMON	806407102	512	6,460	SH	OTHER	1
SCHLUMBERGER LTD	COMMON	806857108	6,611	91,406	SH	OTHER	1
SCHWAB CHARLES CORP NEW	COMMON	808513105	875	68,386	SH	OTHER	1
SCRIPPS NETWORKS INTERACT I	COMMON	811065101	398	6,500	SH	OTHER	1
SEADRILL LIMITED	COMMON FOREIGN	G7945E105	828	21,194	SH	OTHER	1
SEAGATE TECHNOLOGY PLC	COMMON FOREIGN	G7945M107	932	30,080	SH	OTHER	1
SEALED AIR CORP NEW	COMMON	81211K100	144	9,300	SH	OTHER	1
SEARS HLDGS CORP	COMMON	812350106	170	3,060	SH	OTHER	1
SEATTLE GENETICS INC	COMMON	812578102	210	7,780	SH	OTHER	1
SEI INVESTMENTS CO	COMMON	784117103	254	11,820	SH	OTHER	1
SEMPRA ENERGY	COMMON	816851109	776	12,040	SH	OTHER	1
SENIOR HSG PPTYS TR	COMMON	81721M109	267	12,260	SH	OTHER	1
SENSATA TECHNOLOGIES HLDG B	COMMON	N7902X106	196	6,580	SH	OTHER	1
SEQUENOM INC	COMMON	817337405	32	8,980	SH	OTHER	1
SERVICE CORP INTL	COMMON	817565104	215	15,980	SH	OTHER	1
SHAW COMMUNICATIONS INC	COMMON FOREIGN	82028K200	440	21,500	SH	OTHER	1
SHAW GROUP INC	COMMON	820280105	214	4,900	SH	OTHER	1
SHERWIN WILLIAMS CO	COMMON	824348106	843	5,660	SH	OTHER	1
SIGMA ALDRICH CORP	COMMON	826552101	664	9,220	SH	OTHER	1
SIGNATURE BK NEW YORK N Y	COMMON	82669G104	195	2,900	SH	OTHER	1
SIGNET JEWELERS LIMITED	COMMON FOREIGN	G81276100	312	6,400	SH	OTHER	1
SILVER WHEATON CORP	COMMON FOREIGN	828336107	5,260	132,650	SH	DEFINED	12

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SILVER WHEATON CORP	COMMON FOREIGN	828336107	890	22,400	SH	OTHER	1
SILVERCORP METALS INC	COMMON FOREIGN	82835P103	80	12,300	SH	OTHER	1
SIMON PPTY GROUP INC NEW	COMMON	828806109	3,278	21,593	SH	OTHER	1
SIRIUS XM RADIO INC	COMMON	82967N108	703	270,300	SH	OTHER	1
SIRONA DENTAL SYSTEMS INC	COMMON	82966C103	227	3,980	SH	OTHER	1
SIX FLAGS ENTMT CORP NEW	COMMON	83001A102	192	3,260	SH	OTHER	1
SKYWORKS SOLUTIONS INC	COMMON	83088M102	306	12,980	SH	OTHER	1
SL GREEN RLTY CORP	COMMON	78440X101	498	6,220	SH	OTHER	1
SM ENERGY CO	COMMON	78454L100	234	4,320	SH	OTHER	1
SMITHFIELD FOODS INC	COMMON	832248108	204	10,400	SH	OTHER	1
SMUCKER J M CO	COMMON	832696405	635	7,360	SH	OTHER	1
SNAP ON INC	COMMON	833034101	257	3,580	SH	OTHER	1
SOLARWINDS INC	COMMON	83416B109	208	3,740	SH	OTHER	1
SOLERA HOLDINGS INC	COMMON	83421A104	218	4,960	SH	OTHER	1
SONOCO PRODS CO	COMMON	835495102	220	7,100	SH	OTHER	1
SONUS NETWORKS INC	COMMON	835916107	36	19,180	SH	OTHER	1
SOUTHERN CO	COMMON	842587107	2,363	51,260	SH	OTHER	1
SOUTHWEST AIRLS CO	COMMON	844741108	149	16,960	SH	OTHER	1
SOUTHWESTERN ENERGY CO	COMMON	845467109	920	26,440	SH	OTHER	1
SPDR S&P 500 ETF TR	COMMON	78462F103	9,282	64,488	SH	DEFINED	11
SPDR S&P 500 ETF TR	COMMON	78462F103	3,493	24,269	SH	DEFINED	12
SPDR S&P 500 ETF TR	COMMON	78462F103	13,684	95,073	SH	OTHER	1
SPECTRA ENERGY CORP	COMMON	847560109	1,510	51,420	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
SPIRIT AEROSYSTEMS HLDGS IN	COMMON	848574109	198	8,900	SH	OTHER	1
SPRINT NEXTEL CORP	COMMON	852061100	1,127	204,240	SH	OTHER	1
SPX CORP	COMMON	784635104	232	3,540	SH	OTHER	1
ST JUDE MED INC	COMMON	790849103	907	21,540	SH	OTHER	1
STANDARD PAC CORP NEW	COMMON	85375C101	76	11,180	SH	OTHER	1
STANLEY BLACK & DECKER INC	COMMON	854502101	773	10,141	SH	OTHER	1
STAPLES INC	COMMON	855030102	450	39,080	SH	OTHER	1
STARBUCKS CORP	COMMON	855244109	2,617	51,560	SH	OTHER	1
STARWOOD HOTELS&RESORTS WRL	COMMON	85590A401	733	12,640	SH	OTHER	1
STATE STR CORP	COMMON	857477103	1,467	34,960	SH	OTHER	1
STEEL DYNAMICS INC	COMMON	858119100	178	15,820	SH	OTHER	1
STERICYCLE INC	COMMON	858912108	413	4,560	SH	OTHER	1
STERIS CORP	COMMON	859152100	177	5,000	SH	OTHER	1
STILLWATER MNG CO	COMMON	86074Q102	100	8,460	SH	OTHER	1
STRATEGIC HOTELS & RESORTS	COMMON	86272T106	73	12,220	SH	OTHER	1
STRYKER CORP	COMMON	863667101	893	16,036	SH	OTHER	1
SUN LIFE FINL INC	COMMON FOREIGN	866796105	1,116	48,100	SH	OTHER	1
SUNCOR ENERGY INC NEW	COMMON FOREIGN	867224107	11,054	337,050	SH	DEFINED	12
SUNCOR ENERGY INC NEW	COMMON FOREIGN	867224107	3,474	105,696	SH	OTHER	1
SUNOCO INC	COMMON	86764P109	413	8,820	SH	OTHER	1
SUNSTONE HOTEL INVS INC NEW	COMMON	867892101	108	9,780	SH	OTHER	1
SUNTRUST BKS INC	COMMON	867914103	1,049	37,099	SH	OTHER	1
SUPERVALU INC	COMMON	868536103	53	22,180	SH	OTHER	1
SUSQUEHANNA BANCSHARES INC	COMMON	869099101	87	8,300	SH	OTHER	1
SVB FINL GROUP	COMMON	78486Q101	181	3,000	SH	OTHER	1

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SWISHER HYGIENE INC	COMMON	870808102	15	11,080	SH	OTHER	1
SYMANTEC CORP	COMMON	871503108	839	46,600	SH	OTHER	1
SYMETRA FINL CORP	COMMON	87151Q106	121	9,800	SH	OTHER	1
SYNOPSIS INC	COMMON	871607107	143	4,320	SH	OTHER	1
SYNOVUS FINL CORP	COMMON	87161C105	143	60,420	SH	OTHER	1
SYSKO CORP	COMMON	871829107	1,058	33,840	SH	OTHER	1
TALISMAN ENERGY INC	COMMON FOREIGN	87425E103	919	68,800	SH	OTHER	1
TARGET CORP	COMMON	87612E106	2,767	43,600	SH	OTHER	1
TASEKO MINES LTD	COMMON FOREIGN	876511106	40	12,100	SH	OTHER	1
TAUBMAN CTRS INC	COMMON	876664103	267	3,480	SH	OTHER	1
TCF FINL CORP	COMMON	872275102	117	9,760	SH	OTHER	1
TD AMERITRADE HLDG CORP	COMMON	87236Y108	333	21,648	SH	OTHER	1
TE CONNECTIVITY LTD	COMMON	H84989104	1,079	31,720	SH	OTHER	1
TECHNE CORP	COMMON	878377100	165	2,300	SH	OTHER	1
TECK RESOURCES LTD	COMMON FOREIGN	878742204	1,168	39,600	SH	OTHER	1
TECO ENERGY INC	COMMON	872375100	239	13,460	SH	OTHER	1
TELEDYNE TECHNOLOGIES INC	COMMON	879360105	156	2,460	SH	OTHER	1
TELEFLEX INC	COMMON	879369106	223	3,240	SH	OTHER	1
TELEPHONE & DATA SYS INC	COMMON	879433829	235	9,169	SH	OTHER	1
TELLABS INC	COMMON	879664100	109	30,700	SH	OTHER	1
TELUS CORP	COMMON FOREIGN	87971M202	1,044	16,700	SH	OTHER	1
TENET HEALTHCARE CORP	COMMON	88033G100	210	33,480	SH	OTHER	1
TERADATA CORP DEL	COMMON	88076W103	905	12,000	SH	OTHER	1
TERADYNE INC	COMMON	880770102	169	11,900	SH	OTHER	1
TEREX CORP NEW	COMMON	880779103	176	7,800	SH	OTHER	1
TESORO CORP	COMMON	881609101	406	9,680	SH	OTHER	1
TEVA PHARMACEUTICAL INDS LT	COMMON	881624209	2,712	65,497	SH	OTHER	1
TEXAS INSTRS INC	COMMON	882508104	1,950	70,780	SH	OTHER	1
TEXTRON INC	COMMON	883203101	517	19,760	SH	OTHER	1
THERMO FISHER SCIENTIFIC IN	COMMON	883556102	1,338	22,741	SH	OTHER	1
THOMSON REUTERS CORP	COMMON FOREIGN	884903105	927	32,100	SH	OTHER	1
TIBCO SOFTWARE INC	COMMON	88632Q103	356	11,780	SH	OTHER	1
TIDEWATER INC	COMMON	886423102	178	3,660	SH	OTHER	1
TIFFANY & CO NEW	COMMON	886547108	509	8,220	SH	OTHER	1
TIM HORTONS INC	COMMON FOREIGN	88706M103	567	10,900	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
TIME WARNER CABLE INC	COMMON	88732J207	2,128	22,381	SH	OTHER	1
TIME WARNER INC	COMMON	887317303	3,043	67,140	SH	OTHER	1
TIMKEN CO	COMMON	887389104	212	5,700	SH	OTHER	1
TIVO INC	COMMON	888706108	108	10,340	SH	OTHER	1
TJX COS INC NEW	COMMON	872540109	2,251	50,260	SH	OTHER	1
TOLL BROTHERS INC	COMMON	889478103	237	7,140	SH	OTHER	1
TORCHMARK CORP	COMMON	891027104	368	7,170	SH	OTHER	1
TORO CO	COMMON	891092108	164	4,120	SH	OTHER	1
TORONTO DOMINION BK ONT	COMMON FOREIGN	891160509	17,299	207,879	SH	DEFINED	12
TORONTO DOMINION BK ONT	COMMON FOREIGN	891160509	4,983	59,800	SH	OTHER	1
TOTAL SYS SVCS INC	COMMON	891906109	182	7,680	SH	OTHER	1
TOWERS WATSON & CO	COMMON	891894107	203	3,820	SH	OTHER	1
TRACTOR SUPPLY CO	COMMON	892356106	490	4,960	SH	OTHER	1

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TRANSALTA CORP	COMMON FOREIGN	89346D107	208	13,600	SH	OTHER	1
TRANSCANADA CORP	COMMON FOREIGN	89353D107	2,042	44,900	SH	OTHER	1
TRANSDIGM GROUP INC	COMMON	893641100	471	3,320	SH	OTHER	1
TRANSOCEAN LTD	COMMON FOREIGN	H8817H100	884	19,795	SH	OTHER	1
TRAVELERS COMPANIES INC	COMMON	89417E109	1,798	26,335	SH	OTHER	1
TREEHOUSE FOODS INC	COMMON	89469A104	126	2,400	SH	OTHER	1
TRIMBLE NAVIGATION LTD	COMMON	896239100	403	8,460	SH	OTHER	1
TRINITY INDS INC	COMMON	896522109	176	5,860	SH	OTHER	1
TRIQUINT SEMICONDUCTOR INC	COMMON	89674K103	70	13,900	SH	OTHER	1
TRIUMPH GROUP INC NEW	COMMON	896818101	184	2,940	SH	OTHER	1
TRUSTCO BK CORP N Y	COMMON	898349105	88	15,440	SH	OTHER	1
TRW AUTOMOTIVE HLDGS CORP	COMMON	87264S106	348	7,960	SH	OTHER	1
TUPPERWARE BRANDS CORP	COMMON	899896104	222	4,140	SH	OTHER	1
TURQUOISE HILL RES LTD	COMMON FOREIGN	900435108	181	21,300	SH	OTHER	1
TW TELECOM INC	COMMON	87311L104	261	10,000	SH	OTHER	1
TWO HBRS INVT CORP	COMMON	90187B101	139	11,820	SH	OTHER	1
TYCO INTERNATIONAL LTD	COMMON	H89128104	1,707	30,337	SH	OTHER	1
TYSON FOODS INC	COMMON	902494103	314	19,620	SH	OTHER	1
UBS AG	COMMON FOREIGN	H89231338	3,071	252,075	SH	OTHER	1
UDR INC	COMMON	902653104	387	15,580	SH	OTHER	1
UGI CORP NEW	COMMON	902681105	293	9,240	SH	OTHER	1
ULTA SALON COSMETCS & FRAG	COMMON	90384S303	333	3,460	SH	OTHER	1
ULTIMATE SOFTWARE GROUP INC	COMMON	90385D107	163	1,600	SH	OTHER	1
ULTRA PETROLEUM CORP	COMMON	903914109	225	10,227	SH	OTHER	1
UNDER ARMOUR INC	COMMON	904311107	299	5,360	SH	OTHER	1
UNION PAC CORP	COMMON	907818108	4,031	33,960	SH	OTHER	1
UNITED NAT FOODS INC	COMMON	911163103	191	3,260	SH	OTHER	1
UNITED ONLINE INC	COMMON	911268100	63	11,480	SH	OTHER	1
UNITED PARCEL SERVICE INC	COMMON	911312106	3,591	50,180	SH	OTHER	1
UNITED RENTALS INC	COMMON	911363109	185	5,648	SH	OTHER	1
UNITED TECHNOLOGIES CORP	COMMON	913017109	4,635	59,200	SH	OTHER	1
UNITED THERAPEUTICS CORP DE	COMMON	91307C102	230	4,120	SH	OTHER	1
UNITEDHEALTH GROUP INC	COMMON	91324P102	4,099	73,980	SH	OTHER	1
UNIVERSAL HLTH SVCS INC	COMMON	913903100	303	6,620	SH	OTHER	1
UNUM GROUP	COMMON	91529Y106	391	20,360	SH	OTHER	1
URBAN OUTFITTERS INC	COMMON	917047102	156	4,160	SH	OTHER	1
URS CORP NEW	COMMON	903236107	196	5,560	SH	OTHER	1
US BANCORP DEL	COMMON	902973304	4,532	132,118	SH	OTHER	1
V F CORP	COMMON	918204108	1,074	6,740	SH	OTHER	1
VAIL RESORTS INC	COMMON	91879Q109	174	3,020	SH	OTHER	1
VALERO ENERGY CORP NEW	COMMON	91913Y100	1,208	38,140	SH	OTHER	1
VALLEY NATL BANCORP	COMMON	919794107	163	16,239	SH	OTHER	1
VALMONT INDS INC	COMMON	920253101	203	1,540	SH	OTHER	1
VALSPAR CORP	COMMON	920355104	340	6,060	SH	OTHER	1
VANGUARD INDEX FDS	COMMON	922908637	40,337	614,058	SH	DEFINED	12
VANGUARD INDEX FDS	COMMON	922908751	15,377	191,875	SH	DEFINED	12
VANGUARD INTL EQUITY INDEX	COMMON	922042858	18,224	436,939	SH	DEFINED	12

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
VANGUARD INTL EQUITY INDEX	COMMON	922042858	337,102	8,074,303	SH	OTHER	1

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VARIAN MED SYS INC	COMMON	92220P105	571	9,460	SH	OTHER	1
VENTAS INC	COMMON	92276F100	1,215	19,520	SH	OTHER	1
VERIFONE SYS INC	COMMON	92342Y109	206	7,400	SH	OTHER	1
VERISIGN INC	COMMON	92343E102	424	8,700	SH	OTHER	1
VERISK ANALYTICS INC	COMMON	92345Y106	388	8,160	SH	OTHER	1
VERIZON COMMUNICATIONS INC	COMMON	92343V104	8,742	191,840	SH	OTHER	1
VERTEX PHARMACEUTICALS INC	COMMON	92532F100	773	13,820	SH	OTHER	1
VIACOM INC NEW	COMMON	92553P201	1,781	33,240	SH	OTHER	1
VIRGIN MEDIA INC	COMMON	92769L101	621	21,100	SH	OTHER	1
VISA INC	COMMON	92826C839	4,891	36,422	SH	OTHER	1
VISHAY INTERTECHNOLOGY INC	COMMON	928298108	93	9,500	SH	OTHER	1
VISTEON CORP	COMMON	92839U206	180	4,050	SH	OTHER	1
VMWARE INC	COMMON	928563402	635	6,560	SH	OTHER	1
VONAGE HLDGS CORP	COMMON	92886T201	29	12,680	SH	OTHER	1
VORNADO RLTY TR	COMMON	929042109	963	11,880	SH	OTHER	1
VULCAN MATLS CO	COMMON	929160109	376	7,940	SH	OTHER	1
WABCO HLDGS INC	COMMON	92927K102	257	4,460	SH	OTHER	1
WABTEC CORP	COMMON	929740108	265	3,300	SH	OTHER	1
WADDELL & REED FINL INC	COMMON	930059100	214	6,520	SH	OTHER	1
WALGREEN CO	COMMON	931422109	2,014	55,280	SH	OTHER	1
WAL-MART STORES INC	COMMON	931142103	9,349	126,680	SH	OTHER	1
WARNER CHILCOTT PLC IRELAND	COMMON	G94368100	195	14,480	SH	OTHER	1
WASHINGTON FED INC	COMMON	938824109	143	8,600	SH	OTHER	1
WASTE CONNECTIONS INC	COMMON	941053100	201	6,640	SH	OTHER	1
WASTE MGMT INC DEL	COMMON	94106L109	853	26,600	SH	OTHER	1
WATERS CORP	COMMON	941848103	602	7,220	SH	OTHER	1
WATSON PHARMACEUTICALS INC	COMMON	942683103	647	7,600	SH	OTHER	1
WEATHERFORD INTERNATIONAL L	COMMON	H27013103	686	54,100	SH	OTHER	1
WEINGARTEN RLTY INVS	COMMON	948741103	233	8,300	SH	OTHER	1
WELLCARE HEALTH PLANS INC	COMMON	94946T106	172	3,040	SH	OTHER	1
WELLPOINT INC	COMMON	94973V107	1,338	23,070	SH	OTHER	1
WELLS FARGO & CO NEW	COMMON	949746101	11,791	341,460	SH	OTHER	1
WENDYS CO	COMMON	95058W100	122	26,840	SH	OTHER	1
WESCO INTL INC	COMMON	95082P105	169	2,960	SH	OTHER	1
WESTAR ENERGY INC	COMMON	95709T100	174	5,880	SH	OTHER	1
WESTERN DIGITAL CORP	COMMON	958102105	641	16,560	SH	OTHER	1
WESTERN UN CO	COMMON	959802109	735	40,340	SH	OTHER	1
WET SEAL INC	COMMON	961840105	32	10,200	SH	OTHER	1
WEYERHAEUSER CO	COMMON	962166104	723	27,675	SH	OTHER	1
WHIRLPOOL CORP	COMMON	963320106	368	4,440	SH	OTHER	1
WHITING PETE CORP NEW	COMMON	966387102	344	7,260	SH	OTHER	1
WHOLE FOODS MKT INC	COMMON	966837106	1,075	11,040	SH	OTHER	1
WILLIAMS COS INC DEL	COMMON	969457100	1,298	37,120	SH	OTHER	1
WILLIAMS SONOMA INC	COMMON	969904101	299	6,800	SH	OTHER	1
WILLIS GROUP HOLDINGS PUBLI	COMMON FOREIGN	G96666105	452	12,240	SH	OTHER	1
WINDSTREAM CORP	COMMON	97381W104	527	52,120	SH	OTHER	1
WISCONSIN ENERGY CORP	COMMON	976657106	580	15,400	SH	OTHER	1
WORLD FUEL SVCS CORP	COMMON	981475106	173	4,860	SH	OTHER	1
WRIGHT EXPRESS CORP	COMMON	98233Q105	167	2,400	SH	OTHER	1
WYNDHAM WORLDWIDE CORP	COMMON	98310W108	574	10,940	SH	OTHER	1
WYNN RESORTS LTD	COMMON	983134107	630	5,460	SH	OTHER	1
XCEL ENERGY INC	COMMON	98389B100	770	27,800	SH	OTHER	1
XEROX CORP	COMMON	984121103	660	89,860	SH	OTHER	1
XILINX INC	COMMON	983919101	582	17,420	SH	OTHER	1
XL GROUP PLC	COMMON	G98290102	513	21,340	SH	OTHER	1
XYLEM INC	COMMON	98419M100	394	15,660	SH	OTHER	1
YAHOO INC	COMMON	984332106	1,261	78,965	SH	OTHER	1
YAMANA GOLD INC	COMMON FOREIGN	98462Y100	7,660	401,350	SH	DEFINED	12
YAMANA GOLD INC	COMMON FOREIGN	98462Y100	987	51,700	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
YUM BRANDS INC	COMMON	988498101	2,092	31,540	SH	OTHER	1
ZIMMER HLDGS INC	COMMON	98956P102	929	13,740	SH	OTHER	1
ZIONS BANCORPORATION	COMMON	989701107	263	12,720	SH	OTHER	1