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ALLSTATE CORP
Form 13F-HR
February 21, 2013

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

Form 13F
Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: 12/31/2012
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. 2/20/2013

[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: 1,033
 Form 13F Information Table Value Total: \$ 1,985,687

 (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
2	028-04302	ALLSTATE INVESTMENT MANAGEMENT CO
3	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	OTHER MANAG
ACCO BRANDS CORP	COMMON	00081T108	69	9,419	SH	OTHER	1
THE ADT CORPORATION	COMMON	00101J106	608	13,068	SH	OTHER	1
AFLAC INC	COMMON	001055102	1,789	33,680	SH	OTHER	1
AGCO CORP	COMMON	001084102	312	6,360	SH	OTHER	1
AGL RES INC	COMMON	001204106	385	9,627	SH	OTHER	1
AES CORP	COMMON	00130H105	532	49,680	SH	OTHER	1
AK STL HLDG CORP	COMMON	001547108	38	8,280	SH	OTHER	1
AOL INC	COMMON	00184X105	156	5,282	SH	OTHER	1
AT&T INC	COMMON	00206R102	13,903	412,415	SH	DEFINED	12
ABBOTT LABS	COMMON	002824100	7,886	120,404	SH	DEFINED	12
ABERCROMBIE & FITCH CO	COMMON	002896207	236	4,920	SH	OTHER	1
ACTIVISION BLIZZARD INC	COMMON	00507V109	378	35,620	SH	OTHER	1
ACUITY BRANDS INC	COMMON	00508Y102	161	2,380	SH	OTHER	1
ADOBE SYS INC	COMMON	00724F101	1,242	32,960	SH	OTHER	1
ADVANCE AUTO PARTS INC	COMMON	00751Y106	259	3,580	SH	OTHER	1
ADVANTAGE OIL & GAS LTD	COMMON FOREIGN	00765F101	39	12,100	SH	OTHER	1
AECOM TECHNOLOGY CORP DELAW	COMMON	00766T100	204	8,560	SH	OTHER	1
ADVANCED MICRO DEVICES INC	COMMON	007903107	92	38,180	SH	OTHER	1
AETNA INC NEW	COMMON	00817Y108	675	14,580	SH	OTHER	1

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AFFILIATED MANAGERS GROUP	COMMON	008252108	443	3,400	SH	OTHER	1
AGILENT TECHNOLOGIES INC	COMMON	00846U101	1,141	27,870	SH	OTHER	1
AGRIUM INC	COMMON FOREIGN	008916108	9,281	93,325	SH	OTHER	1
AIR PRODS & CHEMS INC	COMMON	009158106	2,305	27,437	SH	DEFINED	12
AIRGAS INC	COMMON	009363102	540	5,920	SH	OTHER	1
AKAMAI TECHNOLOGIES INC	COMMON	00971T101	427	10,440	SH	OTHER	1
ALBEMARLE CORP	COMMON	012653101	363	5,840	SH	OTHER	1
ALCOA INC	COMMON	013817101	632	72,860	SH	OTHER	1
ALEXANDRIA REAL ESTATE EQ I	COMMON	015271109	319	4,600	SH	OTHER	1
ALEXION PHARMACEUTICALS INC	COMMON	015351109	1,077	11,480	SH	OTHER	1
ALLEGHENY TECHNOLOGIES INC	COMMON	01741R102	163	5,360	SH	OTHER	1
ALLERGAN INC	COMMON	018490102	1,303	14,200	SH	OTHER	1
ALLIANCE DATA SYSTEMS CORP	COMMON	018581108	61	420	SH	OTHER	1
ALLIANT ENERGY CORP	COMMON	018802108	465	10,580	SH	OTHER	1
ALLIED NEVADA GOLD CORP	COMMON	019344100	190	6,300	SH	OTHER	1
ALLSCRIPTS HEALTHCARE SOLUT	COMMON	01988P108	133	14,116	SH	OTHER	1
ALLSTATE CORP	COMMON	020002101	-	37,471	SH	DEFINED	12
ALPHA NATURAL RESOURCES INC	COMMON	02076X102	124	12,720	SH	OTHER	1
ALTERA CORP	COMMON	021441100	771	22,380	SH	OTHER	1
AMAZON COM INC	COMMON	023135106	5,023	20,000	SH	OTHER	1
AMEREN CORP	COMMON	023608102	713	23,220	SH	OTHER	1
AMERICAN CAPITAL AGENCY COR	COMMON	02503X105	460	15,880	SH	OTHER	1
AMERICAN CAP LTD	COMMON	02503Y103	246	20,500	SH	OTHER	1
AMERICAN ELEC PWR INC	COMMON	025537101	2,470	57,863	SH	DEFINED	12
AMERICAN EAGLE OUTFITTERS N	COMMON	02553E106	165	8,040	SH	OTHER	1
AMERICAN EXPRESS CO	COMMON	025816109	3,763	65,460	SH	OTHER	1
AMERICAN FINL GROUP INC OHI	COMMON	025932104	191	4,840	SH	OTHER	1
AMERICAN INTL GROUP INC	COMMON	026874784	3,083	87,329	SH	OTHER	1
AMERICAN TOWER CORP NEW	COMMON	03027X100	1,552	20,080	SH	OTHER	1
AMERICAN WTR WKS CO INC NEW	COMMON	030420103	278	7,500	SH	OTHER	1
AMERISOURCEBERGEN CORP	COMMON	03073E105	336	7,780	SH	OTHER	1
AMERIPRISE FINL INC	COMMON	03076C106	1,119	17,860	SH	OTHER	1
AMETEK INC NEW	COMMON	031100100	840	22,350	SH	OTHER	1
AMGEN INC	COMMON	031162100	4,708	54,540	SH	OTHER	1
AMKOR TECHNOLOGY INC	COMMON	031652100	36	8,420	SH	OTHER	1
AMPHENOL CORP NEW	COMMON	032095101	710	10,980	SH	OTHER	1
ANADARKO PETE CORP	COMMON	032511107	2,142	28,826	SH	OTHER	1
ANALOG DEVICES INC	COMMON	032654105	934	22,200	SH	OTHER	1
ANNALY CAP MGMT INC	COMMON	035710409	928	66,120	SH	OTHER	1
ANSYS INC	COMMON	03662Q105	423	6,280	SH	OTHER	1
ANWORTH MORTGAGE ASSET CP	COMMON	037347101	58	9,960	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
APACHE CORP	COMMON	037411105	2,100	26,748	SH	OTHER	1
APARTMENT INVT & MGMT CO	COMMON	03748R101	232	8,580	SH	OTHER	1
APOLLO GROUP INC	COMMON	037604105	195	9,320	SH	OTHER	1
APOLLO INVT CORP	COMMON	03761U106	142	16,960	SH	OTHER	1
APPLE INC	COMMON	037833100	20,575	38,600	SH	OTHER	1
APPLIED MATLS INC	COMMON	038222105	1,094	95,620	SH	OTHER	1
APTARGROUP INC	COMMON	038336103	187	3,920	SH	OTHER	1

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AQUA AMERICA INC	COMMON	03836W103	210	8,280	SH	OTHER	1
ARCHER DANIELS MIDLAND CO	COMMON	039483102	1,202	43,880	SH	OTHER	1
ARES CAP CORP	COMMON	04010L103	235	13,443	SH	OTHER	1
ARIAD PHARMACEUTICALS INC	COMMON	04033A100	190	9,924	SH	OTHER	1
ARRIS GROUP INC	COMMON	04269Q100	125	8,380	SH	OTHER	1
ARROW ELECTRS INC	COMMON	042735100	264	6,940	SH	OTHER	1
ASHLAND INC NEW	COMMON	044209104	471	5,860	SH	OTHER	1
ASSOCIATED BANC CORP	COMMON	045487105	182	13,860	SH	OTHER	1
ASSURANT INC	COMMON	04621X108	208	5,980	SH	OTHER	1
ATMEL CORP	COMMON	049513104	211	32,280	SH	OTHER	1
ATMOS ENERGY CORP	COMMON	049560105	235	6,680	SH	OTHER	1
ATWOOD OCEANICS INC	COMMON	050095108	176	3,840	SH	OTHER	1
AURICO GOLD INC	COMMON FOREIGN	05155C105	167	20,330	SH	OTHER	1
AURIZON MINES LTD	COMMON FOREIGN	05155P106	39	11,200	SH	OTHER	1
AUTODESK INC	COMMON	052769106	583	16,500	SH	OTHER	1
AUTOLIV INC	COMMON	052800109	586	8,700	SH	OTHER	1
AUTOMATIC DATA PROCESSING I	COMMON	053015103	1,547	27,136	SH	OTHER	1
AUTOZONE INC	COMMON	053332102	560	1,580	SH	OTHER	1
AVALONBAY CMNTYS INC	COMMON	053484101	965	7,120	SH	OTHER	1
AVANIR PHARMACEUTICALS INC	COMMON	05348P401	29	11,080	SH	OTHER	1
AVERY DENNISON CORP	COMMON	053611109	230	6,600	SH	OTHER	1
AVNET INC	COMMON	053807103	359	11,720	SH	OTHER	1
AVON PRODS INC	COMMON	054303102	321	22,380	SH	OTHER	1
BB&T CORP	COMMON	054937107	1,434	49,265	SH	OTHER	1
BCE INC	COMMON FOREIGN	05534B760	771	18,000	SH	OTHER	1
BPZ RESOURCES INC	COMMON	055639108	33	10,340	SH	OTHER	1
BRE PROPERTIES INC	COMMON	05564E106	266	5,240	SH	OTHER	1
BMC SOFTWARE INC	COMMON	055921100	380	9,580	SH	OTHER	1
BABCOCK & WILCOX CO NEW	COMMON	05615F102	249	9,500	SH	OTHER	1
BAKER HUGHES INC	COMMON	057224107	1,160	28,400	SH	OTHER	1
BALL CORP	COMMON	058498106	325	7,260	SH	OTHER	1
BANK OF AMERICA CORPORATION	COMMON	060505104	8,002	689,800	SH	OTHER	1
BANK HAWAII CORP	COMMON	062540109	165	3,740	SH	OTHER	1
BANK MONTREAL QUE	COMMON FOREIGN	063671101	2,240	36,652	SH	OTHER	1
BANK NEW YORK MELLON CORP	COMMON	064058100	2,226	86,600	SH	OTHER	1
BANK NOVA SCOTIA HALIFAX	COMMON FOREIGN	064149107	14,454	250,468	SH	OTHER	1
BARD C R INC	COMMON	067383109	375	3,840	SH	OTHER	1
BARRICK GOLD CORP	COMMON FOREIGN	067901108	4,529	129,700	SH	OTHER	1
BAXTER INTL INC	COMMON	071813109	2,830	42,448	SH	OTHER	1
BAYTEX ENERGY CORP	COMMON FOREIGN	07317Q105	353	8,200	SH	OTHER	1
B/E AEROSPACE INC	COMMON	073302101	211	4,280	SH	OTHER	1
BECTON DICKINSON & CO	COMMON	075887109	1,043	13,340	SH	OTHER	1
BED BATH & BEYOND INC	COMMON	075896100	917	16,393	SH	OTHER	1
BEMIS INC	COMMON	081437105	1,225	36,596	SH	DEFINED	12
BERKLEY W R CORP	COMMON	084423102	352	9,340	SH	OTHER	1
BERKSHIRE HATHAWAY INC DEL	COMMON	084670702	5,502	61,338	SH	OTHER	1
BEST BUY INC	COMMON	086516101	276	23,280	SH	OTHER	1
BIOMARIN PHARMACEUTICAL INC	COMMON	09061G101	376	7,640	SH	OTHER	1
BIOGEN IDEC INC	COMMON	09062X103	1,144	7,800	SH	OTHER	1
BIOMED REALTY TRUST INC	COMMON	09063H107	186	9,600	SH	OTHER	1
BLACKROCK INC	COMMON	09247X101	1,668	8,069	SH	OTHER	1
BLOCK H & R INC	COMMON	093671105	404	21,740	SH	OTHER	1
BOEING CO	COMMON	097023105	4,953	65,723	SH	DEFINED	12

FORM 13F INFORMATION TABLE

COLUMN 1

COLUMN 2

COLUMN 3

COLUMN 4

COLUMN 5

COLUMN 6

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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
BORGWARNER INC	COMMON	099724106	551	7,700	SH	OTHER	1
BOSTON PROPERTIES INC	COMMON	101121101	1,098	10,380	SH	OTHER	1
BOSTON SCIENTIFIC CORP	COMMON	101137107	647	112,860	SH	OTHER	1
BRANDYWINE RLTY TR	COMMON	105368203	144	11,780	SH	OTHER	1
BRISTOL MYERS SQUIBB CO	COMMON	110122108	4,211	129,203	SH	DEFINED	12
BROADCOM CORP	COMMON	111320107	1,035	31,180	SH	OTHER	1
BROADRIDGE FINL SOLUTIONS I	COMMON	11133T103	195	8,520	SH	OTHER	1
BROCADE COMMUNICATIONS SYS	COMMON	111621306	210	39,380	SH	OTHER	1
BROOKDALE SR LIVING INC	COMMON	112463104	188	7,420	SH	OTHER	1
BROOKFIELD ASSET MGMT INC	COMMON FOREIGN	112585104	1,328	36,300	SH	OTHER	1
BROOKFIELD OFFICE PPTYS INC	COMMON	112900105	303	17,800	SH	OTHER	1
BROWN & BROWN INC	COMMON	115236101	196	7,680	SH	OTHER	1
BRUNSWICK CORP	COMMON	117043109	193	6,640	SH	OTHER	1
CAE INC	COMMON FOREIGN	124765108	181	17,900	SH	OTHER	1
CBS CORP NEW	COMMON	124857202	1,293	33,980	SH	OTHER	1
CBOE HLDGS INC	COMMON	12503M108	202	6,840	SH	OTHER	1
CBRE GROUP INC	COMMON	12504L109	361	18,140	SH	OTHER	1
CF INDS HLDGS INC	COMMON	125269100	761	3,746	SH	OTHER	1
C H ROBINSON WORLDWIDE INC	COMMON	12541W209	626	9,900	SH	OTHER	1
CIGNA CORPORATION	COMMON	125509109	763	14,280	SH	OTHER	1
CIT GROUP INC	COMMON	125581801	440	11,380	SH	OTHER	1
CME GROUP INC	COMMON	12572Q105	1,181	23,290	SH	OTHER	1
CMS ENERGY CORP	COMMON	125896100	1,326	54,396	SH	DEFINED	12
CNO FINL GROUP INC	COMMON	12621E103	165	17,700	SH	OTHER	1
CSX CORP	COMMON	126408103	1,441	73,060	SH	OTHER	1
CVS CAREMARK CORPORATION	COMMON	126650100	4,476	92,581	SH	OTHER	1
CA INC	COMMON	12673P105	611	27,820	SH	OTHER	1
CABLEVISION SYS CORP	COMMON	12686C109	200	13,420	SH	OTHER	1
CABOT CORP	COMMON	127055101	173	4,360	SH	OTHER	1
CABOT OIL & GAS CORP	COMMON	127097103	418	8,400	SH	OTHER	1
CADENCE DESIGN SYSTEM INC	COMMON	127387108	166	12,300	SH	OTHER	1
CAL DIVE INTL INC DEL	COMMON	12802T101	16	9,080	SH	OTHER	1
CALPINE CORP	COMMON	131347304	400	22,060	SH	OTHER	1
CAMDEN PPTY TR	COMMON	133131102	352	5,160	SH	OTHER	1
CAMECO CORP	COMMON FOREIGN	13321L108	529	26,900	SH	OTHER	1
CAMERON INTERNATIONAL CORP	COMMON	13342B105	961	17,020	SH	OTHER	1
CAMPBELL SOUP CO	COMMON	134429109	1,479	42,378	SH	DEFINED	12
CDN IMPERIAL BK OF COMMERCE	COMMON FOREIGN	136069101	14,964	186,336	SH	OTHER	1
CANADIAN NATL RY CO	COMMON FOREIGN	136375102	11,431	126,050	SH	OTHER	1
CANADIAN NAT RES LTD	COMMON FOREIGN	136385101	11,591	403,300	SH	OTHER	1
CANADIAN PAC RY LTD	COMMON FOREIGN	13645T100	1,804	17,800	SH	OTHER	1
CAPITAL ONE FINL CORP	COMMON	14040H105	2,033	35,102	SH	OTHER	1
CAPITALSOURCE INC	COMMON	14055X102	142	18,740	SH	OTHER	1
CAPITOL FED FINL INC	COMMON	14057J101	129	11,021	SH	OTHER	1
CAPSTONE TURBINE CORP	COMMON	14067D102	22	25,200	SH	OTHER	1
CARDINAL HEALTH INC	COMMON	14149Y108	1,922	46,663	SH	DEFINED	12
CAREFUSION CORP	COMMON	14170T101	450	15,740	SH	OTHER	1
CARLISLE COS INC	COMMON	142339100	269	4,580	SH	OTHER	1
CARMAX INC	COMMON	143130102	480	12,780	SH	OTHER	1
CARNIVAL CORP	COMMON	143658300	1,049	28,526	SH	OTHER	1
CARPENTER TECHNOLOGY CORP	COMMON	144285103	178	3,440	SH	OTHER	1
CATERPILLAR INC DEL	COMMON	149123101	3,470	38,740	SH	OTHER	1
CELANESE CORP DEL	COMMON	150870103	379	8,500	SH	OTHER	1
CELESTICA INC	COMMON FOREIGN	15101Q108	111	13,700	SH	OTHER	1
CELGENE CORP	COMMON	151020104	2,097	26,640	SH	OTHER	1
CENOVUS ENERGY INC	COMMON FOREIGN	15135U109	1,722	51,500	SH	OTHER	1
CENTERPOINT ENERGY INC	COMMON	15189T107	304	15,780	SH	OTHER	1

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CENTURYLINK INC	COMMON	156700106	1,635	41,802	SH	OTHER	1
CERNER CORP	COMMON	156782104	512	6,600	SH	OTHER	1
CHARTER COMMUNICATIONS INC	COMMON	16117M305	216	2,827	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
CHENIERE ENERGY INC	COMMON	16411R208	172	9,180	SH	OTHER	1
CHESAPEAKE ENERGY CORP	COMMON	165167107	800	48,140	SH	OTHER	1
CHEVRON CORP NEW	COMMON	166764100	13,682	126,518	SH	DEFINED	12
CHICOS FAS INC	COMMON	168615102	184	9,960	SH	OTHER	1
CHIMERA INVT CORP	COMMON	16934Q109	199	76,080	SH	OTHER	1
CHIPOTLE MEXICAN GRILL INC	COMMON	169656105	658	2,211	SH	OTHER	1
CHUBB CORP	COMMON	171232101	568	7,544	SH	OTHER	1
CHURCH & DWIGHT INC	COMMON	171340102	151	2,820	SH	OTHER	1
CIMAREX ENERGY CO	COMMON	171798101	357	6,180	SH	OTHER	1
CINCINNATI BELL INC NEW	COMMON	171871106	97	17,700	SH	OTHER	1
CINCINNATI FINL CORP	COMMON	172062101	523	13,360	SH	OTHER	1
CINEMARK HOLDINGS INC	COMMON	17243V102	175	6,720	SH	OTHER	1
CISCO SYS INC	COMMON	17275R102	7,417	377,432	SH	OTHER	1
CINTAS CORP	COMMON	172908105	528	12,900	SH	OTHER	1
CITIGROUP INC	COMMON	172967424	7,938	200,646	SH	OTHER	1
CITRIX SYS INC	COMMON	177376100	871	13,240	SH	OTHER	1
CITY NATL CORP	COMMON	178566105	195	3,940	SH	OTHER	1
CLEAN HARBORS INC	COMMON	184496107	155	2,820	SH	OTHER	1
CLEARWIRE CORP NEW	COMMON	18538Q105	51	17,700	SH	OTHER	1
CLIFFS NATURAL RESOURCES IN	COMMON	18683K101	382	9,900	SH	OTHER	1
CLOROX CO DEL	COMMON	189054109	1,488	20,323	SH	DEFINED	12
COACH INC	COMMON	189754104	1,203	21,680	SH	OTHER	1
COCA COLA BOTTLING CO CONS	COMMON	191098102	203	3,060	SH	OTHER	1
COCA COLA CO	COMMON	191216100	15,316	422,524	SH	DEFINED	12
COCA COLA ENTERPRISES INC N	COMMON	19122T109	3,074	96,880	SH	OTHER	1
COEUR D ALENE MINES CORP ID	COMMON	192108504	160	6,500	SH	OTHER	1
COGNIZANT TECHNOLOGY SOLUTI	COMMON	192446102	1,459	19,700	SH	OTHER	1
COLGATE PALMOLIVE CO	COMMON	194162103	3,233	30,928	SH	OTHER	1
COMCAST CORP NEW	COMMON	20030N101	4,645	124,260	SH	OTHER	1
COMCAST CORP NEW	COMMON	20030N200	1,447	40,245	SH	OTHER	1
COMERICA INC	COMMON	200340107	433	14,280	SH	OTHER	1
COMMERCE BANCSHARES INC	COMMON	200525103	172	4,912	SH	OTHER	1
COMMERCIAL METALS CO	COMMON	201723103	133	8,980	SH	OTHER	1
COMMUNITY HEALTH SYS INC NE	COMMON	203668108	202	6,560	SH	OTHER	1
COMMVAULT SYSTEMS INC	COMMON	204166102	148	2,120	SH	OTHER	1
COMPASS MINERALS INTL INC	COMMON	20451N101	188	2,520	SH	OTHER	1
COMPUTER SCIENCES CORP	COMMON	205363104	300	7,500	SH	OTHER	1
COMPUWARE CORP	COMMON	205638109	170	15,680	SH	OTHER	1
CONAGRA FOODS INC	COMMON	205887102	1,663	56,389	SH	DEFINED	12
CONCHO RES INC	COMMON	20605P101	574	7,120	SH	OTHER	1
CONCUR TECHNOLOGIES INC	COMMON	206708109	221	3,280	SH	OTHER	1
CONOCOPHILLIPS	COMMON	20825C104	3,739	64,480	SH	OTHER	1
CONSOL ENERGY INC	COMMON	20854P109	471	14,660	SH	OTHER	1
CONSOLIDATED EDISON INC	COMMON	209115104	605	10,900	SH	OTHER	1
CONTINENTAL RESOURCES INC	COMMON	212015101	273	3,720	SH	OTHER	1

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CONVERGYS CORP	COMMON	212485106	138	8,380	SH	OTHER	1
COOPER COS INC	COMMON	216648402	246	2,660	SH	OTHER	1
COPART INC	COMMON	217204106	169	5,720	SH	OTHER	1
CORNING INC	COMMON	219350105	1,383	109,560	SH	OTHER	1
CORRECTIONS CORP AMER NEW	COMMON	22025Y407	204	5,740	SH	OTHER	1
COSTCO WHSL CORP NEW	COMMON	22160K105	2,604	26,362	SH	OTHER	1
COUSINS PPTYS INC	COMMON	222795106	98	11,790	SH	OTHER	1
COVANCE INC	COMMON	222816100	186	3,220	SH	OTHER	1
COVANTA HLDG CORP	COMMON	22282E102	171	9,280	SH	OTHER	1
COVENTRY HEALTH CARE INC	COMMON	222862104	431	9,620	SH	OTHER	1
CREE INC	COMMON	225447101	200	5,880	SH	OTHER	1
CROWN CASTLE INTL CORP	COMMON	228227104	1,352	18,740	SH	OTHER	1
CROWN HOLDINGS INC	COMMON	228368106	229	6,220	SH	OTHER	1
CUBESMART	COMMON	229663109	123	8,420	SH	OTHER	1
CULLEN FROST BANKERS INC	COMMON	229899109	213	3,920	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
CUMMINS INC	COMMON	231021106	1,274	11,760	SH	OTHER	1
CYMER INC	COMMON	232572107	156	1,720	SH	OTHER	1
CYPRESS SEMICONDUCTOR CORP	COMMON	232806109	110	10,180	SH	OTHER	1
CYTEC INDS INC	COMMON	232820100	235	3,420	SH	OTHER	1
DCT INDUSTRIAL TRUST INC	COMMON	233153105	136	20,960	SH	OTHER	1
DDR CORP	COMMON	23317H102	218	13,940	SH	OTHER	1
D R HORTON INC	COMMON	23331A109	306	15,480	SH	OTHER	1
DST SYS INC DEL	COMMON	233326107	161	2,660	SH	OTHER	1
DTE ENERGY CO	COMMON	233331107	2,021	33,660	SH	DEFINED	12
DANA HLDG CORP	COMMON	235825205	150	9,580	SH	OTHER	1
DANAHER CORP DEL	COMMON	235851102	1,487	26,600	SH	OTHER	1
DARDEN RESTAURANTS INC	COMMON	237194105	373	8,280	SH	OTHER	1
DAVITA HEALTHCARE PARTNERS	COMMON	23918K108	570	5,160	SH	OTHER	1
DEAN FOODS CO NEW	COMMON	242370104	193	11,680	SH	OTHER	1
DEERE & CO	COMMON	244199105	2,389	27,640	SH	OTHER	1
DELL INC	COMMON	24702R101	672	66,320	SH	OTHER	1
DELTA AIR LINES INC DEL	COMMON	247361702	135	11,380	SH	OTHER	1
DENBURY RES INC	COMMON	247916208	465	28,726	SH	OTHER	1
DENDREON CORP	COMMON	24823Q107	61	11,460	SH	OTHER	1
DENISON MINES CORP	COMMON FOREIGN	248356107	30	24,200	SH	OTHER	1
DENNYS CORP	COMMON	24869P104	56	11,480	SH	OTHER	1
DENTSPLY INTL INC NEW	COMMON	249030107	247	6,240	SH	OTHER	1
DEVON ENERGY CORP NEW	COMMON	25179M103	1,336	25,680	SH	OTHER	1
DIAMOND OFFSHORE DRILLING I	COMMON	25271C102	370	5,440	SH	OTHER	1
DIAMONDROCK HOSPITALITY CO	COMMON	252784301	122	13,600	SH	OTHER	1
DICKS SPORTING GOODS INC	COMMON	253393102	311	6,840	SH	OTHER	1
DIGITAL RLTY TR INC	COMMON	253868103	504	7,417	SH	OTHER	1
DISNEY WALT CO	COMMON	254687106	5,652	113,520	SH	OTHER	1
DISCOVER FINL SVCS	COMMON	254709108	1,633	42,360	SH	OTHER	1
DISCOVERY COMMUNICATNS NEW	COMMON	25470F104	593	9,340	SH	OTHER	1
DISCOVERY COMMUNICATNS NEW	COMMON	25470F302	359	6,140	SH	OTHER	1
DISH NETWORK CORP	COMMON	25470M109	453	12,456	SH	OTHER	1
DIRECTV	COMMON	25490A309	1,532	30,540	SH	OTHER	1

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DOLLAR GEN CORP NEW	COMMON	256677105	624	14,147	SH	OTHER	1
DOLLAR TREE INC	COMMON	256746108	472	11,640	SH	OTHER	1
DOMINION RES INC VA NEW	COMMON	25746U109	2,043	39,440	SH	OTHER	1
DOMTAR CORP	COMMON	257559203	152	1,820	SH	OTHER	1
DONALDSON INC	COMMON	257651109	287	8,740	SH	OTHER	1
DONNELLEY R R & SONS CO	COMMON	257867101	73	8,160	SH	OTHER	1
DOUGLAS EMMETT INC	COMMON	25960P109	163	7,000	SH	OTHER	1
DOVER CORP	COMMON	260003108	744	11,320	SH	OTHER	1
DOW CHEM CO	COMMON	260543103	2,585	79,980	SH	OTHER	1
DR PEPPER SNAPPLE GROUP INC	COMMON	26138E109	3,478	78,720	SH	OTHER	1
DRESSER-RAND GROUP INC	COMMON	261608103	303	5,400	SH	OTHER	1
DRIL-QUIP INC	COMMON	262037104	164	2,240	SH	OTHER	1
DU PONT E I DE NEMOURS & CO	COMMON	263534109	2,617	58,200	SH	OTHER	1
DUKE REALTY CORP	COMMON	264411505	199	14,380	SH	OTHER	1
DUKE ENERGY CORP NEW	COMMON	26441C204	3,059	47,952	SH	DEFINED	12
DUN & BRADSTREET CORP DEL N	COMMON	26483E100	179	2,280	SH	OTHER	1
E M C CORP MASS	COMMON	268648102	3,356	132,660	SH	OTHER	1
EOG RES INC	COMMON	26875P101	2,358	19,520	SH	OTHER	1
EQT CORP	COMMON	26884L109	598	10,140	SH	OTHER	1
E TRADE FINANCIAL CORP	COMMON	269246401	182	20,324	SH	OTHER	1
EXCO RESOURCES INC	COMMON	269279402	73	10,740	SH	OTHER	1
EARTHLINK INC	COMMON	270321102	71	11,060	SH	OTHER	1
EAST WEST BANCORP INC	COMMON	27579R104	231	10,760	SH	OTHER	1
EASTMAN CHEM CO	COMMON	277432100	613	9,008	SH	OTHER	1
EATON VANCE CORP	COMMON	278265103	263	8,251	SH	OTHER	1
EBAY INC	COMMON	278642103	3,526	69,107	SH	OTHER	1
ECOLAB INC	COMMON	278865100	1,320	18,360	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
EDISON INTL	COMMON	281020107	954	21,120	SH	OTHER	1
EDWARDS LIFESCIENCES CORP	COMMON	28176E108	707	7,840	SH	OTHER	1
ELDORADO GOLD CORP NEW	COMMON FOREIGN	284902103	580	45,155	SH	OTHER	1
EMCOR GROUP INC	COMMON	29084Q100	168	4,860	SH	OTHER	1
EMERSON ELEC CO	COMMON	291011104	2,607	49,220	SH	OTHER	1
ENCANA CORP	COMMON FOREIGN	292505104	973	49,300	SH	OTHER	1
ENBRIDGE INC	COMMON FOREIGN	29250N105	2,044	47,300	SH	OTHER	1
ENDO HEALTH SOLUTIONS INC	COMMON	29264F205	210	8,000	SH	OTHER	1
ENERGEN CORP	COMMON	29265N108	274	6,080	SH	OTHER	1
ENERGIZER HLDGS INC	COMMON	29266R108	386	4,820	SH	OTHER	1
ENERPLUS CORP	COMMON FOREIGN	292766102	162	12,500	SH	OTHER	1
ENTEGRIS INC	COMMON	29362U104	85	9,300	SH	OTHER	1
ENERGY CORP NEW	COMMON	29364G103	1,071	16,800	SH	OTHER	1
EQUIFAX INC	COMMON	294429105	566	10,460	SH	OTHER	1
EQUINIX INC	COMMON	29444U502	697	3,380	SH	OTHER	1
EQUITY RESIDENTIAL	COMMON	29476L107	1,148	20,260	SH	OTHER	1
ESSEX PPTY TR INC	COMMON	297178105	334	2,280	SH	OTHER	1
EXELON CORP	COMMON	30161N101	1,591	53,503	SH	OTHER	1
EXELIXIS INC	COMMON	30161Q104	61	13,300	SH	OTHER	1
EXELIS INC	COMMON	30162A108	195	17,340	SH	OTHER	1
EXPEDIA INC DEL	COMMON	30212P303	180	2,930	SH	OTHER	1

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EXPEDITORS INTL WASH INC	COMMON	302130109	549	13,890	SH	OTHER	1
EXPRESS SCRIPTS HLDG CO	COMMON	30219G108	2,904	53,770	SH	OTHER	1
EXTRA SPACE STORAGE INC	COMMON	30225T102	148	4,080	SH	OTHER	1
EXXON MOBIL CORP	COMMON	30231G102	24,605	284,288	SH	DEFINED	12
FLIR SYS INC	COMMON	302445101	193	8,640	SH	OTHER	1
F M C CORP	COMMON	302491303	609	10,400	SH	OTHER	1
FMC TECHNOLOGIES INC	COMMON	30249U101	732	17,080	SH	OTHER	1
FACEBOOK INC	COMMON	30303M102	1,697	63,712	SH	OTHER	1
FACTSET RESH SYS INC	COMMON	303075105	241	2,740	SH	OTHER	1
FAIRCHILD SEMICONDUCTOR INT	COMMON	303726103	126	8,740	SH	OTHER	1
FAMILY DLR STORES INC	COMMON	307000109	389	6,140	SH	OTHER	1
FASTENAL CO	COMMON	311900104	729	15,620	SH	OTHER	1
FEDERAL REALTY INVT TR	COMMON	313747206	524	5,040	SH	OTHER	1
FEDEX CORP	COMMON	31428X106	1,900	20,720	SH	OTHER	1
FELCOR LODGING TR INC	COMMON	31430F101	45	9,600	SH	OTHER	1
F5 NETWORKS INC	COMMON	315616102	587	6,040	SH	OTHER	1
FIDELITY NATL INFORMATION S	COMMON	31620M106	1,497	43,014	SH	DEFINED	12
FIDELITY NATIONAL FINANCIAL	COMMON	31620R105	353	15,000	SH	OTHER	1
FIFTH THIRD BANCORP	COMMON	316773100	963	63,380	SH	OTHER	1
FIRST AMERN FINL CORP	COMMON	31847R102	333	13,820	SH	OTHER	1
FIRST BUSEY CORP	COMMON	319383105	49	10,480	SH	OTHER	1
FIRST COMWLTH FINL CORP PA	COMMON	319829107	100	14,640	SH	OTHER	1
FIRST HORIZON NATL CORP	COMMON	320517105	181	18,264	SH	OTHER	1
FIRST NIAGARA FINL GP INC	COMMON	33582V108	195	24,631	SH	OTHER	1
FIRST REP BK SAN FRANCISCO	COMMON	33616C100	216	6,593	SH	OTHER	1
FISERV INC	COMMON	337738108	454	5,740	SH	OTHER	1
FIRSTENERGY CORP	COMMON	337932107	1,116	26,735	SH	OTHER	1
FLUOR CORP NEW	COMMON	343412102	624	10,620	SH	OTHER	1
FLOWERS FOODS INC	COMMON	343498101	195	8,380	SH	OTHER	1
FLOWSERVE CORP	COMMON	34354P105	578	3,940	SH	OTHER	1
FORD MTR CO DEL	COMMON	345370860	3,209	247,780	SH	OTHER	1
FOREST CITY ENTERPRISES INC	COMMON	345550107	163	10,120	SH	OTHER	1
FOREST LABS INC	COMMON	345838106	500	14,157	SH	OTHER	1
FOREST OIL CORP	COMMON	346091705	68	10,200	SH	OTHER	1
FORTUNE BRANDS HOME & SEC I	COMMON	34964C106	309	10,580	SH	OTHER	1
FOSSIL INC	COMMON	349882100	395	4,240	SH	OTHER	1
FRANCO NEVADA CORP	COMMON FOREIGN	351858105	8,325	146,080	SH	OTHER	1
FRANKLIN RES INC	COMMON	354613101	1,345	10,700	SH	OTHER	1
FRANKLIN STREET PPTYS CORP	COMMON	35471R106	113	9,160	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
FREEMONT-MCMORAN COPPER & G	COMMON	35671D857	2,231	65,240	SH	OTHER	1
FRONTIER COMMUNICATIONS COR	COMMON	35906A108	225	52,493	SH	OTHER	1
FULTON FINL CORP PA	COMMON	360271100	160	16,600	SH	OTHER	1
GEO GROUP INC	COMMON	36159R103	172	6,099	SH	OTHER	1
GT ADVANCED TECHNOLOGIES IN	COMMON	36191U106	30	9,900	SH	OTHER	1
GALLAGHER ARTHUR J & CO	COMMON	363576109	223	6,440	SH	OTHER	1
GAMESTOP CORP NEW	COMMON	36467W109	226	9,000	SH	OTHER	1
GANNETT INC	COMMON	364730101	232	12,900	SH	OTHER	1
GAP INC DEL	COMMON	364760108	637	20,524	SH	OTHER	1

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GARDNER DENVER INC	COMMON	365558105	245	3,580	SH	OTHER	1
GARTNER INC	COMMON	366651107	142	3,080	SH	OTHER	1
GENERAL DYNAMICS CORP	COMMON	369550108	2,362	34,104	SH	DEFINED	12
GENERAL ELECTRIC CO	COMMON	369604103	14,679	699,320	SH	OTHER	1
GENERAL GROWTH PPTYS INC NE	COMMON	370023103	576	29,033	SH	OTHER	1
GENERAL MLS INC	COMMON	370334104	2,611	64,610	SH	DEFINED	12
GENERAL MTRS CO	COMMON	37045V100	1,709	59,280	SH	OTHER	1
GENTEX CORP	COMMON	371901109	190	10,080	SH	OTHER	1
GENUINE PARTS CO	COMMON	372460105	528	8,300	SH	OTHER	1
GENWORTH FINL INC	COMMON	37247D106	269	35,840	SH	OTHER	1
GERON CORP	COMMON	374163103	21	15,100	SH	OTHER	1
GILEAD SCIENCES INC	COMMON	375558103	3,732	50,804	SH	OTHER	1
GILDAN ACTIVEWEAR INC	COMMON FOREIGN	375916103	303	8,300	SH	OTHER	1
GLOBAL PMTS INC	COMMON	37940X102	255	5,640	SH	OTHER	1
GOLDCORP INC NEW	COMMON FOREIGN	380956409	7,690	210,200	SH	OTHER	1
GOLDEN STAR RES LTD CDA	COMMON	38119T104	44	23,300	SH	OTHER	1
GOLDMAN SACHS GROUP INC	COMMON	38141G104	4,138	32,440	SH	OTHER	1
GOODYEAR TIRE & RUBR CO	COMMON	382550101	309	22,360	SH	OTHER	1
GOOGLE INC	COMMON	38259P508	11,506	16,220	SH	OTHER	1
GRACE W R & CO DEL NEW	COMMON	38388F108	155	2,300	SH	OTHER	1
GRACO INC	COMMON	384109104	209	4,060	SH	OTHER	1
GRAFTECH INTL LTD	COMMON	384313102	84	8,940	SH	OTHER	1
GRAINGER W W INC	COMMON	384802104	348	1,720	SH	OTHER	1
GRAPHIC PACKAGING HLDG CO	COMMON	388689101	68	10,560	SH	OTHER	1
GREAT BASIN GOLD LTD	COMMON FOREIGN	390124105	-	31,800	SH	DEFINED	12
GREAT PLAINS ENERGY INC	COMMON	391164100	208	10,220	SH	OTHER	1
GREEN MTN COFFEE ROASTERS I	COMMON	393122106	232	5,600	SH	OTHER	1
GROUPE CGI INC	COMMON FOREIGN	39945C109	10,580	459,600	SH	OTHER	1
GROUPON INC	COMMON	399473107	74	15,074	SH	OTHER	1
HCA HOLDINGS INC	COMMON	40412C101	437	14,500	SH	OTHER	1
HCC INS HLDGS INC	COMMON	404132102	264	7,100	SH	OTHER	1
HCP INC	COMMON	40414L109	1,346	29,800	SH	OTHER	1
HALLIBURTON CO	COMMON	406216101	2,088	60,200	SH	OTHER	1
HANCOCK HLDG CO	COMMON	410120109	176	5,538	SH	OTHER	1
HANESBRANDS INC	COMMON	410345102	270	7,540	SH	OTHER	1
HARLEY DAVIDSON INC	COMMON	412822108	789	16,160	SH	OTHER	1
HARMAN INTL INDS INC	COMMON	413086109	237	5,320	SH	OTHER	1
HARMONIC INC	COMMON	413160102	49	9,740	SH	OTHER	1
HARRIS CORP DEL	COMMON	413875105	457	9,341	SH	OTHER	1
HARSCO CORP	COMMON	415864107	185	7,860	SH	OTHER	1
HARTFORD FINL SVCS GROUP IN	COMMON	416515104	583	25,980	SH	OTHER	1
HASBRO INC	COMMON	418056107	223	6,220	SH	OTHER	1
HAWAIIAN ELEC INDUSTRIES	COMMON	419870100	196	7,780	SH	OTHER	1
HEALTHSOUTH CORP	COMMON	421924309	163	7,740	SH	OTHER	1
HEALTH MGMT ASSOC INC NEW	COMMON	421933102	183	19,680	SH	OTHER	1
HEALTH CARE REIT INC	COMMON	42217K106	712	11,620	SH	OTHER	1
HECKMANN CORP	COMMON	422680108	31	7,580	SH	OTHER	1
HECLA MNG CO	COMMON	422704106	132	22,640	SH	OTHER	1
HEINZ H J CO	COMMON	423074103	2,005	34,757	SH	DEFINED	12
HELMERICH & PAYNE INC	COMMON	423452101	496	8,860	SH	OTHER	1
HENRY JACK & ASSOC INC	COMMON	426281101	193	4,920	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
HERCULES OFFSHORE INC	COMMON	427093109	62	9,960	SH	OTHER	1
HERSHA HOSPITALITY TR	COMMON	427825104	67	13,480	SH	OTHER	1
HERSHEY CO	COMMON	427866108	272	3,760	SH	OTHER	1
HERTZ GLOBAL HOLDINGS INC	COMMON	42805T105	340	20,900	SH	OTHER	1
HESS CORP	COMMON	42809H107	1,027	19,385	SH	OTHER	1
HEWLETT PACKARD CO	COMMON	428236103	1,486	104,251	SH	OTHER	1
HEXCEL CORP NEW	COMMON	428291108	182	6,760	SH	OTHER	1
HIGHWOODS PPTYS INC	COMMON	431284108	167	4,980	SH	OTHER	1
HOLLYFRONTIER CORP	COMMON	436106108	760	16,320	SH	OTHER	1
HOLOGIC INC	COMMON	436440101	349	17,420	SH	OTHER	1
HOME DEPOT INC	COMMON	437076102	6,481	104,780	SH	OTHER	1
HOME PROPERTIES INC	COMMON	437306103	188	3,060	SH	OTHER	1
HONEYWELL INTL INC	COMMON	438516106	3,327	52,420	SH	OTHER	1
HORMEL FOODS CORP	COMMON	440452100	1,300	41,658	SH	DEFINED	12
HOSPIRA INC	COMMON	441060100	126	4,040	SH	OTHER	1
HOSPITALITY PPTYS TR	COMMON	44106M102	214	9,120	SH	OTHER	1
HOST HOTELS & RESORTS INC	COMMON	44107P104	703	44,840	SH	OTHER	1
HUBBELL INC	COMMON	443510201	147	1,740	SH	OTHER	1
HUDBAY MINERALS INC	COMMON FOREIGN	443628102	103	10,200	SH	OTHER	1
HUDSON CITY BANCORP	COMMON	443683107	155	19,040	SH	OTHER	1
HUMANA INC	COMMON	444859102	627	9,140	SH	OTHER	1
HUNT J B TRANS SVCS INC	COMMON	445658107	558	9,340	SH	OTHER	1
HUNTINGTON BANCSHARES INC	COMMON	446150104	402	62,960	SH	OTHER	1
HUNTINGTON INGALLS INDS INC	COMMON	446413106	174	4,010	SH	OTHER	1
HUNTSMAN CORP	COMMON	447011107	218	13,700	SH	OTHER	1
HYPERDYNAMICS CORP	COMMON	448954107	9	14,700	SH	OTHER	1
IAC INTERACTIVECORP	COMMON	44919P508	130	2,740	SH	OTHER	1
IAMGOLD CORP	COMMON FOREIGN	450913108	295	25,800	SH	OTHER	1
IDACORP INC	COMMON	451107106	199	4,580	SH	OTHER	1
IDEX CORP	COMMON	45167R104	239	5,140	SH	OTHER	1
IDEXX LABS INC	COMMON	45168D104	345	3,720	SH	OTHER	1
IHS INC	COMMON	451734107	257	2,680	SH	OTHER	1
ILLINOIS TOOL WKS INC	COMMON	452308109	1,824	30,000	SH	OTHER	1
ILLUMINA INC	COMMON	452327109	427	7,680	SH	OTHER	1
IMPERIAL OIL LTD	COMMON FOREIGN	453038408	845	19,700	SH	OTHER	1
INCYTE CORP	COMMON	45337C102	140	8,420	SH	OTHER	1
INFORMATICA CORP	COMMON	45666Q102	220	7,260	SH	OTHER	1
INFINERA CORPORATION	COMMON	45667G103	49	8,500	SH	OTHER	1
INGRAM MICRO INC	COMMON	457153104	179	10,560	SH	OTHER	1
INGREDION INC	COMMON	457187102	223	3,460	SH	OTHER	1
INLAND REAL ESTATE CORP	COMMON	457461200	80	9,580	SH	OTHER	1
INTEGRATED DEVICE TECHNOLOG	COMMON	458118106	87	11,920	SH	OTHER	1
INTEL CORP	COMMON	458140100	6,810	330,098	SH	OTHER	1
INTEGRYS ENERGY GROUP INC	COMMON	45822P105	398	7,620	SH	OTHER	1
INTERCONTINENTALEXCHANGE IN	COMMON	45865V100	682	5,506	SH	OTHER	1
INTERNATIONAL BUSINESS MACH	COMMON	459200101	12,511	65,316	SH	DEFINED	12
INTL PAPER CO	COMMON	460146103	1,214	30,480	SH	OTHER	1
INTERPUBLIC GROUP COS INC	COMMON	460690100	332	30,085	SH	OTHER	1
INTERSIL CORP	COMMON	46069S109	100	12,120	SH	OTHER	1
INTUIT	COMMON	461202103	806	13,540	SH	OTHER	1
INTUITIVE SURGICAL INC	COMMON	46120E602	1,334	2,720	SH	OTHER	1
INVESTORS REAL ESTATE TR	COMMON	461730103	97	11,080	SH	OTHER	1
ION GEOPHYSICAL CORP	COMMON	462044108	63	9,660	SH	OTHER	1
IRON MTN INC	COMMON	462846106	385	12,390	SH	OTHER	1
ISHARES INC	COMMON	464286509	1,870	65,857	SH	OTHER	1
ISHARES TR	COMMON	464287168	79,150	1,382,770	SH	DEFINED	12
ISHARES TR	COMMON	464287465	19,062	335,484	SH	OTHER	1
ISHARES TR	COMMON	464287655	3,338	39,607	SH	DEFINED	12
ISHARES TR	COMMON	46429B697	29,040	1,000,000	SH	DEFINED	12

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ISIS PHARMACEUTICALS INC COMMON 464330109 119 11,380 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
ITC HLDGS CORP	COMMON	465685105	166	2,160	SH	OTHER	1
JDS UNIPHASE CORP	COMMON	46612J507	234	17,280	SH	OTHER	1
JPMORGAN CHASE & CO	COMMON	46625H100	10,924	248,433	SH	OTHER	1
JABIL CIRCUIT INC	COMMON	466313103	254	13,180	SH	OTHER	1
JACOBS ENGR GROUP INC DEL	COMMON	469814107	118	2,780	SH	OTHER	1
JANUS CAP GROUP INC	COMMON	47102X105	117	13,780	SH	OTHER	1
JARDEN CORP	COMMON	471109108	136	2,640	SH	OTHER	1
JEFFERIES GROUP INC NEW	COMMON	472319102	180	9,694	SH	OTHER	1
JOHNSON & JOHNSON	COMMON	478160104	14,858	211,952	SH	DEFINED	12
JOHNSON CTLS INC	COMMON	478366107	1,270	41,360	SH	OTHER	1
JONES LANG LASALLE INC	COMMON	48020Q107	264	3,140	SH	OTHER	1
JOY GLOBAL INC	COMMON	481165108	395	6,200	SH	OTHER	1
JUNIPER NETWORKS INC	COMMON	48203R104	612	31,100	SH	OTHER	1
JUST ENERGY GROUP INC	COMMON FOREIGN	48213W101	100	10,500	SH	OTHER	1
KBR INC	COMMON	48242W106	262	8,740	SH	OTHER	1
KLA-TENCOR CORP	COMMON	482480100	583	12,200	SH	OTHER	1
KANSAS CITY SOUTHERN	COMMON	485170302	675	8,082	SH	OTHER	1
KELLOGG CO	COMMON	487836108	2,006	35,911	SH	DEFINED	12
KENNAMETAL INC	COMMON	489170100	218	5,460	SH	OTHER	1
KEY ENERGY SVCS INC	COMMON	492914106	66	9,560	SH	OTHER	1
KEYCORP NEW	COMMON	493267108	587	69,760	SH	OTHER	1
KIMBERLY CLARK CORP	COMMON	494368103	2,896	34,306	SH	DEFINED	12
KIMCO RLTY CORP	COMMON	49446R109	529	27,380	SH	OTHER	1
KINROSS GOLD CORP	COMMON FOREIGN	496902404	982	101,248	SH	OTHER	1
KIRBY CORP	COMMON	497266106	160	2,580	SH	OTHER	1
KODIAK OIL & GAS CORP	COMMON	50015Q100	165	18,660	SH	OTHER	1
KOHL'S CORP	COMMON	500255104	652	15,160	SH	OTHER	1
KRAFT FOODS GROUP INC	COMMON	50076Q106	1,136	24,980	SH	OTHER	1
KROGER CO	COMMON	501044101	1,073	41,240	SH	OTHER	1
LKQ CORP	COMMON	501889208	425	20,160	SH	OTHER	1
LSI CORPORATION	COMMON	502161102	333	47,000	SH	OTHER	1
L-3 COMMUNICATIONS HLDGS IN	COMMON	502424104	1,673	21,841	SH	DEFINED	12
LABORATORY CORP AMER HLDGS	COMMON	50540R409	399	4,603	SH	OTHER	1
LAKE SHORE GOLD CORP	COMMON FOREIGN	510728108	23	30,800	SH	OTHER	1
LAM RESEARCH CORP	COMMON	512807108	355	9,817	SH	OTHER	1
LAS VEGAS SANDS CORP	COMMON	517834107	1,103	23,893	SH	OTHER	1
LASALLE HOTEL PTYS	COMMON	517942108	167	6,560	SH	OTHER	1
LAUDER ESTEE COS INC	COMMON	518439104	1,103	18,420	SH	OTHER	1
LEAR CORP	COMMON	521865204	373	7,960	SH	OTHER	1
LEGGETT & PLATT INC	COMMON	524660107	230	8,440	SH	OTHER	1
LEGG MASON INC	COMMON	524901105	320	12,460	SH	OTHER	1
LENNAR CORP	COMMON	526057104	484	12,520	SH	OTHER	1
LENNOX INTL INC	COMMON	526107107	217	4,140	SH	OTHER	1
LEUCADIA NATL CORP	COMMON	527288104	128	5,380	SH	OTHER	1
LEVEL 3 COMMUNICATIONS INC	COMMON	52729N308	297	12,866	SH	OTHER	1
LIBERTY MEDIA CORPORATION	COMMON	530322106	933	8,046	SH	OTHER	1
LIBERTY GLOBAL INC	COMMON	530555101	689	10,940	SH	OTHER	1

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LIBERTY GLOBAL INC	COMMON	530555309	599	10,200	SH	OTHER	1
LIBERTY INTERACTIVE CORP	COMMON	53071M104	741	37,664	SH	OTHER	1
LIBERTY PPTY TR	COMMON	531172104	329	9,200	SH	OTHER	1
LIFE TECHNOLOGIES CORP	COMMON	53217V109	622	12,680	SH	OTHER	1
LILLY ELI & CO	COMMON	532457108	4,791	97,146	SH	DEFINED	12
LIMITED BRANDS INC	COMMON	532716107	725	15,400	SH	OTHER	1
LINCOLN ELEC HLDGS INC	COMMON	533900106	238	4,880	SH	OTHER	1
LINCOLN NATL CORP IND	COMMON	534187109	352	13,600	SH	OTHER	1
LINEAR TECHNOLOGY CORP	COMMON	535678106	615	17,940	SH	OTHER	1
LINKEDIN CORP	COMMON	53578A108	287	2,500	SH	OTHER	1
LIVE NATION ENTERTAINMENT I	COMMON	538034109	106	11,367	SH	OTHER	1
LOCKHEED MARTIN CORP	COMMON	539830109	2,829	30,648	SH	DEFINED	12
LOEWS CORP	COMMON	540424108	684	16,780	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
LONE PINE RES INC	COMMON	54222A106	12	9,557	SH	OTHER	1
LOUISIANA PAC CORP	COMMON	546347105	223	11,540	SH	OTHER	1
LOWES COS INC	COMMON	548661107	2,953	83,135	SH	OTHER	1
LULULEMON ATHLETICA INC	COMMON FOREIGN	550021109	582	7,640	SH	OTHER	1
M & T BK CORP	COMMON	55261F104	870	8,840	SH	OTHER	1
MBIA INC	COMMON	55262C100	87	11,020	SH	OTHER	1
MDU RES GROUP INC	COMMON	552690109	384	18,080	SH	OTHER	1
MEMC ELECTR MATLS INC	COMMON	552715104	59	18,500	SH	OTHER	1
MFA FINANCIAL INC	COMMON	55272X102	212	26,080	SH	OTHER	1
MGIC INVT CORP WIS	COMMON	552848103	35	13,340	SH	OTHER	1
MGM RESORTS INTERNATIONAL	COMMON	552953101	296	25,400	SH	OTHER	1
MSC INDL DIRECT INC	COMMON	553530106	208	2,760	SH	OTHER	1
MSCI INC	COMMON	55354G100	271	8,748	SH	OTHER	1
MACERICH CO	COMMON	554382101	548	9,400	SH	OTHER	1
MACK CALI RLTY CORP	COMMON	554489104	212	8,120	SH	OTHER	1
MACYS INC	COMMON	55616P104	1,375	35,240	SH	OTHER	1
MAGNA INTL INC	COMMON FOREIGN	559222401	7,972	160,325	SH	OTHER	1
MAGNUM HUNTER RES CORP DEL	COMMON	55973B102	36	9,040	SH	OTHER	1
MANITOWOC INC	COMMON	563571108	158	10,060	SH	OTHER	1
MANNKIND CORP	COMMON	56400P201	28	11,980	SH	OTHER	1
MANPOWERGROUP INC	COMMON	56418H100	253	5,960	SH	OTHER	1
MANULIFE FINL CORP	COMMON FOREIGN	56501R106	3,001	221,400	SH	OTHER	1
MARATHON OIL CORP	COMMON	565849106	1,529	49,880	SH	OTHER	1
MARATHON PETE CORP	COMMON	56585A102	1,372	21,780	SH	OTHER	1
MARKEL CORP	COMMON	570535104	277	640	SH	OTHER	1
MARSH & MCLENNAN COS INC	COMMON	571748102	1,087	31,540	SH	OTHER	1
MARRIOTT INTL INC NEW	COMMON	571903202	656	17,601	SH	OTHER	1
MARTIN MARIETTA MATLS INC	COMMON	573284106	386	4,091	SH	OTHER	1
MASCO CORP	COMMON	574599106	454	27,260	SH	OTHER	1
MASTERCARD INC	COMMON	57636Q104	3,370	6,860	SH	OTHER	1
MATTEL INC	COMMON	577081102	570	15,560	SH	OTHER	1
MAXIM INTEGRATED PRODS INC	COMMON	57772K101	383	13,020	SH	OTHER	1
MCCORMICK & CO INC	COMMON	579780206	414	6,520	SH	OTHER	1
MCDERMOTT INTL INC	COMMON	580037109	190	17,220	SH	OTHER	1
MCDONALDS CORP	COMMON	580135101	5,880	66,656	SH	DEFINED	12

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MCEWEN MNG INC	COMMON	58039P107	58	15,180	SH	OTHER	1
MCG CAPITAL CORP	COMMON	58047P107	44	9,540	SH	OTHER	1
MCGRAW HILL COS INC	COMMON	580645109	658	12,040	SH	OTHER	1
MCKESSON CORP	COMMON	58155Q103	1,662	17,140	SH	OTHER	1
MEAD JOHNSON NUTRITION CO	COMMON	582839106	830	12,600	SH	OTHER	1
MEADWESTVACO CORP	COMMON	583334107	1,499	47,026	SH	DEFINED	12
MEDICAL PPTYS TRUST INC	COMMON	58463J304	107	8,920	SH	OTHER	1
MEDIVATION INC	COMMON	58501N101	139	2,720	SH	OTHER	1
MEDNAX INC	COMMON	58502B106	258	3,240	SH	OTHER	1
MEDTRONIC INC	COMMON	585055106	3,925	95,680	SH	DEFINED	12
MERCADOLIBRE INC	COMMON FOREIGN	58733R102	167	2,120	SH	OTHER	1
MERCK & CO INC NEW	COMMON	58933Y105	9,701	236,945	SH	DEFINED	12
METHANEX CORP	COMMON FOREIGN	59151K108	229	7,200	SH	OTHER	1
METLIFE INC	COMMON	59156R108	2,459	74,660	SH	OTHER	1
METROPCS COMMUNICATIONS INC	COMMON	591708102	194	19,500	SH	OTHER	1
METTLER TOLEDO INTERNATIONAL	COMMON	592688105	398	2,060	SH	OTHER	1
MICROS SYS INC	COMMON	594901100	220	5,180	SH	OTHER	1
MICROSOFT CORP	COMMON	594918104	13,608	509,098	SH	OTHER	1
MICROCHIP TECHNOLOGY INC	COMMON	595017104	394	12,080	SH	OTHER	1
MICRON TECHNOLOGY INC	COMMON	595112103	392	61,700	SH	OTHER	1
MOHAWK INDS INC	COMMON	608190104	384	4,240	SH	OTHER	1
MONDELEZ INTL INC	COMMON	609207105	2,875	112,860	SH	OTHER	1
MONSANTO CO NEW	COMMON	61166W101	2,728	28,820	SH	OTHER	1
MONSTER BEVERAGE CORP	COMMON	611740101	650	12,300	SH	OTHER	1
MONSTER WORLDWIDE INC	COMMON	611742107	53	9,480	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
MOODYS CORP	COMMON	615369105	442	8,791	SH	OTHER	1
MORGAN STANLEY	COMMON	617446448	1,658	86,700	SH	OTHER	1
MOSAIC CO NEW	COMMON	61945C103	1,115	19,693	SH	OTHER	1
MOTOROLA SOLUTIONS INC	COMMON	620076307	574	10,317	SH	OTHER	1
MUELLER WTR PRODS INC	COMMON	624758108	78	13,940	SH	OTHER	1
MURPHY OIL CORP	COMMON	626717102	755	12,680	SH	OTHER	1
MYLAN INC	COMMON	628530107	757	27,563	SH	OTHER	1
MYRIAD GENETICS INC	COMMON	62855J104	196	7,200	SH	OTHER	1
NCR CORP NEW	COMMON	62886E108	167	6,540	SH	OTHER	1
NPS PHARMACEUTICALS INC	COMMON	62936P103	92	10,120	SH	OTHER	1
NRG ENERGY INC	COMMON	629377508	548	23,827	SH	OTHER	1
NVR INC	COMMON	62944T105	331	360	SH	OTHER	1
NYSE EURONEXT	COMMON	629491101	556	17,620	SH	OTHER	1
NASDAQ OMX GROUP INC	COMMON	631103108	178	7,137	SH	OTHER	1
NATIONAL FUEL GAS CO N J	COMMON	636180101	255	5,040	SH	OTHER	1
NATIONAL OILWELL VARCO INC	COMMON	637071101	1,866	27,301	SH	OTHER	1
NATIONAL RETAIL PPTYS INC	COMMON	637417106	169	5,420	SH	OTHER	1
NAVIDEA BIOPHARMACEUTICALS	COMMON	63937X103	31	10,800	SH	OTHER	1
NEKTAR THERAPEUTICS	COMMON	640268108	74	10,000	SH	OTHER	1
NETAPP INC	COMMON	64110D104	602	17,940	SH	OTHER	1
NETFLIX INC	COMMON	64110L106	271	2,920	SH	OTHER	1
NEVSUN RES LTD	COMMON FOREIGN	64156L101	65	15,300	SH	OTHER	1
NEW GOLD INC CDA	COMMON FOREIGN	644535106	295	26,700	SH	OTHER	1

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NEW YORK CMNTY BANCORP INC	COMMON	649445103	412	31,460	SH	OTHER	1
NEW YORK TIMES CO	COMMON	650111107	109	12,740	SH	OTHER	1
NEWCASTLE INVT CORP	COMMON	65105M108	69	8,000	SH	OTHER	1
NEWELL RUBBERMAID INC	COMMON	651229106	435	19,540	SH	OTHER	1
NEWFIELD EXPL CO	COMMON	651290108	137	5,100	SH	OTHER	1
NEWMONT MINING CORP	COMMON	651639106	1,630	35,100	SH	OTHER	1
NEWS CORP	COMMON	65248E104	2,688	105,240	SH	OTHER	1
NEWS CORP	COMMON	65248E203	795	30,298	SH	OTHER	1
NEXEN INC	COMMON FOREIGN	65334H102	1,131	42,400	SH	OTHER	1
NEXTERA ENERGY INC	COMMON	65339F101	2,727	39,410	SH	DEFINED	12
NIKE INC	COMMON	654106103	2,361	45,760	SH	OTHER	1
NISOURCE INC	COMMON	65473P105	258	10,360	SH	OTHER	1
NOBLE ENERGY INC	COMMON	655044105	1,293	12,712	SH	OTHER	1
NORDSTROM INC	COMMON	655664100	727	13,580	SH	OTHER	1
NORFOLK SOUTHERN CORP	COMMON	655844108	1,243	20,107	SH	OTHER	1
NORTH AMERN PALLADIUM LTD	COMMON FOREIGN	656912102	18	13,400	SH	OTHER	1
NORTHEAST UTILS	COMMON	664397106	1,723	44,082	SH	DEFINED	12
NORTHERN TR CORP	COMMON	665859104	366	7,300	SH	OTHER	1
NORTHROP GRUMMAN CORP	COMMON	666807102	1,760	26,037	SH	DEFINED	12
NOVAGOLD RES INC	COMMON FOREIGN	66987E206	48	10,600	SH	OTHER	1
NUANCE COMMUNICATIONS INC	COMMON	67020Y100	402	18,000	SH	OTHER	1
NUCOR CORP	COMMON	670346105	1,105	25,600	SH	OTHER	1
NVIDIA CORP	COMMON	67066G104	457	37,160	SH	OTHER	1
OGE ENERGY CORP	COMMON	670837103	333	5,920	SH	OTHER	1
O REILLY AUTOMOTIVE INC NEW	COMMON	67103H107	508	5,680	SH	OTHER	1
OCCIDENTAL PETE CORP DEL	COMMON	674599105	4,370	57,046	SH	OTHER	1
OCEANEERING INTL INC	COMMON	675232102	391	7,260	SH	OTHER	1
OCWEN FINL CORP	COMMON	675746309	181	5,220	SH	OTHER	1
OFFICE DEPOT INC	COMMON	676220106	70	21,340	SH	OTHER	1
OIL STS INTL INC	COMMON	678026105	255	3,560	SH	OTHER	1
OLD NATL BANCORP IND	COMMON	680033107	124	10,440	SH	OTHER	1
OLD REP INTL CORP	COMMON	680223104	195	18,313	SH	OTHER	1
OMNICARE INC	COMMON	681904108	342	9,460	SH	OTHER	1
OMNICOM GROUP INC	COMMON	681919106	1,967	39,379	SH	DEFINED	12
ON SEMICONDUCTOR CORP	COMMON	682189105	236	33,520	SH	OTHER	1
ONEOK INC NEW	COMMON	682680103	776	18,160	SH	OTHER	1
ONYX PHARMACEUTICALS INC	COMMON	683399109	237	3,140	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
OPEN TEXT CORP	COMMON FOREIGN	683715106	4,819	86,750	SH	OTHER	1
ORACLE CORP	COMMON	68389X105	4,004	120,180	SH	OTHER	1
OSHKOSH CORP	COMMON	688239201	199	6,700	SH	OTHER	1
OWENS CORNING NEW	COMMON	690742101	328	8,860	SH	OTHER	1
OWENS ILL INC	COMMON	690768403	199	9,340	SH	OTHER	1
PDL BIOPHARMA INC	COMMON	69329Y104	89	12,600	SH	OTHER	1
PG&E CORP	COMMON	69331C108	1,030	25,640	SH	OTHER	1
PMC-SIERRA INC	COMMON	69344F106	91	17,560	SH	OTHER	1
PNC FINL SVCS GROUP INC	COMMON	693475105	2,098	35,980	SH	OTHER	1
PPG INDS INC	COMMON	693506107	1,249	9,228	SH	OTHER	1
PPL CORP	COMMON	69351T106	2,101	73,402	SH	DEFINED	12

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PVH CORP	COMMON	693656100	515	4,640	SH	OTHER	1
PACCAR INC	COMMON	693718108	1,137	25,160	SH	OTHER	1
PACKAGING CORP AMER	COMMON	695156109	252	6,540	SH	OTHER	1
PALL CORP	COMMON	696429307	439	7,280	SH	OTHER	1
PAN AMERICAN SILVER CORP	COMMON FOREIGN	697900108	202	10,805	SH	OTHER	1
PARAMETRIC TECHNOLOGY CORP	COMMON	699173209	190	8,460	SH	OTHER	1
PARKER DRILLING CO	COMMON	701081101	50	10,900	SH	OTHER	1
PARKER HANNIFIN CORP	COMMON	701094104	723	8,500	SH	OTHER	1
PATTERSON COMPANIES INC	COMMON	703395103	227	6,620	SH	OTHER	1
PATTERSON UTI ENERGY INC	COMMON	703481101	235	12,600	SH	OTHER	1
PAYCHEX INC	COMMON	704326107	667	21,425	SH	OTHER	1
PEABODY ENERGY CORP	COMMON	704549104	426	16,020	SH	OTHER	1
PEMBINA PIPELINE CORP	COMMON FOREIGN	706327103	820	28,695	SH	OTHER	1
PENGROWTH ENERGY CORP	COMMON FOREIGN	70706P104	156	31,470	SH	OTHER	1
PENN NATL GAMING INC	COMMON	707569109	215	4,380	SH	OTHER	1
PENN WEST PETE LTD NEW	COMMON FOREIGN	707887105	341	31,400	SH	OTHER	1
PEOPLES UNITED FINANCIAL IN	COMMON	712704105	185	15,280	SH	OTHER	1
PEPCO HOLDINGS INC	COMMON	713291102	402	20,491	SH	OTHER	1
PEPSICO INC	COMMON	713448108	13,568	198,276	SH	DEFINED	12
PERKINELMER INC	COMMON	714046109	259	8,160	SH	OTHER	1
PERRIGO CO	COMMON	714290103	372	3,580	SH	OTHER	1
PETSMART INC	COMMON	716768106	735	10,760	SH	OTHER	1
PHARMACYCLICS INC	COMMON	716933106	162	2,800	SH	OTHER	1
PFIZER INC	COMMON	717081103	6,947	276,980	SH	OTHER	1
PHILLIPS 66	COMMON	718546104	1,725	32,480	SH	OTHER	1
PIEDMONT OFFICE REALTY TR I	COMMON	720190206	227	12,560	SH	OTHER	1
PINNACLE WEST CAP CORP	COMMON	723484101	619	12,140	SH	OTHER	1
PIONEER NAT RES CO	COMMON	723787107	836	7,840	SH	OTHER	1
PITNEY BOWES INC	COMMON	724479100	194	18,280	SH	OTHER	1
PLAINS EXPL& PRODTN CO	COMMON	726505100	378	8,060	SH	OTHER	1
PLUM CREEK TIMBER CO INC	COMMON	729251108	469	10,580	SH	OTHER	1
POLARIS INDS INC	COMMON	731068102	396	4,700	SH	OTHER	1
POLYCOM INC	COMMON	73172K104	135	12,860	SH	OTHER	1
POST PPTYS INC	COMMON	737464107	186	3,720	SH	OTHER	1
POTASH CORP SASK INC	COMMON FOREIGN	73755L107	2,488	61,200	SH	OTHER	1
POWER ONE INC NEW	COMMON	73930R102	33	8,020	SH	OTHER	1
POWERSHARES ETF TR II	COMMON	73937B779	27,680	1,000,000	SH	DEFINED	12
PRAXAIR INC	COMMON	74005P104	2,331	21,300	SH	OTHER	1
PRECISION CASTPARTS CORP	COMMON	740189105	1,443	7,620	SH	OTHER	1
PRECISION DRILLING CORP	COMMON FOREIGN	74022D308	167	20,200	SH	OTHER	1
PRICE T ROWE GROUP INC	COMMON	74144T108	1,184	18,180	SH	OTHER	1
PRICELINE COM INC	COMMON	741503403	2,100	3,380	SH	OTHER	1
PRINCIPAL FINL GROUP INC	COMMON	74251V102	691	24,220	SH	OTHER	1
PROCTER & GAMBLE CO	COMMON	742718109	13,150	193,698	SH	DEFINED	12
PROGRESSIVE CORP OHIO	COMMON	743315103	936	44,380	SH	OTHER	1
PROGRESSIVE WASTE SOLUTIONS	COMMON FOREIGN	74339G101	324	15,000	SH	OTHER	1
PROLOGIS INC	COMMON	74340W103	1,206	33,043	SH	OTHER	1
PROSPECT CAPITAL CORPORATIO	COMMON	74348T102	91	8,400	SH	OTHER	1
PROTECTIVE LIFE CORP	COMMON	743674103	175	6,140	SH	OTHER	1

FORM 13F INFORMATION TABLE

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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

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PRUDENTIAL FINL INC	COMMON	744320102	1,838	34,460	SH	OTHER	1
PUBLIC SVC ENTERPRISE GROUP	COMMON	744573106	1,075	35,140	SH	OTHER	1
PUBLIC STORAGE	COMMON	74460D109	1,624	11,200	SH	OTHER	1
PULTE GROUP INC	COMMON	745867101	461	25,410	SH	OTHER	1
QLOGIC CORP	COMMON	747277101	80	8,220	SH	OTHER	1
QEP RES INC	COMMON	74733V100	394	13,020	SH	OTHER	1
QUALCOMM INC	COMMON	747525103	6,064	97,780	SH	OTHER	1
QUANTA SVCS INC	COMMON	74762E102	331	12,140	SH	OTHER	1
QUANTUM CORP	COMMON	747906204	22	17,620	SH	OTHER	1
QUEST DIAGNOSTICS INC	COMMON	74834L100	501	8,600	SH	OTHER	1
QUESTAR CORP	COMMON	748356102	245	12,420	SH	OTHER	1
QUICKSILVER RESOURCES INC	COMMON	74837R104	26	9,200	SH	OTHER	1
QUIKSILVER INC	COMMON	74838C106	43	10,000	SH	OTHER	1
RLJ LODGING TR	COMMON	74965L101	56,259	2,904,428	SH	DEFINED	12
RPM INTL INC	COMMON	749685103	267	9,100	SH	OTHER	1
RF MICRODEVICES INC	COMMON	749941100	97	21,660	SH	OTHER	1
RACKSPACE HOSTING INC	COMMON	750086100	556	7,480	SH	OTHER	1
RADIAN GROUP INC	COMMON	750236101	62	10,080	SH	OTHER	1
RALCORP HLDGS INC NEW	COMMON	751028101	152	1,700	SH	OTHER	1
RALPH LAUREN CORP	COMMON	751212101	648	4,320	SH	OTHER	1
RANGE RES CORP	COMMON	75281A109	295	4,701	SH	OTHER	1
RAYMOND JAMES FINANCIAL INC	COMMON	754730109	296	7,680	SH	OTHER	1
RAYONIER INC	COMMON	754907103	285	5,500	SH	OTHER	1
RAYTHEON CO	COMMON	755111507	2,010	34,928	SH	DEFINED	12
REALTY INCOME CORP	COMMON	756109104	338	8,400	SH	OTHER	1
RED HAT INC	COMMON	756577102	680	12,840	SH	OTHER	1
REGAL BELOIT CORP	COMMON	758750103	197	2,800	SH	OTHER	1
REGENCY CTRS CORP	COMMON	758849103	245	5,200	SH	OTHER	1
REGENERON PHARMACEUTICALS	COMMON	75886F107	910	5,320	SH	OTHER	1
REGIONS FINL CORP NEW	COMMON	7591EP100	546	76,620	SH	OTHER	1
REINSURANCE GROUP AMER INC	COMMON	759351604	256	4,780	SH	OTHER	1
RELIANCE STEEL & ALUMINUM C	COMMON	759509102	324	5,220	SH	OTHER	1
RENTECH INC	COMMON	760112102	57	21,780	SH	OTHER	1
REPUBLIC SVCS INC	COMMON	760759100	655	22,320	SH	OTHER	1
RESEARCH IN MOTION LTD	COMMON FOREIGN	760975102	379	32,000	SH	OTHER	1
RESOLUTE FST PRODS INC	COMMON	76117W109	125	9,450	SH	OTHER	1
RITE AID CORP	COMMON	767754104	74	54,300	SH	OTHER	1
RIVERBED TECHNOLOGY INC	COMMON	768573107	215	10,916	SH	OTHER	1
ROBERT HALF INTL INC	COMMON	770323103	272	8,560	SH	OTHER	1
ROCK-TENN CO	COMMON	772739207	305	4,360	SH	OTHER	1
ROCKWELL AUTOMATION INC	COMMON	773903109	727	8,660	SH	OTHER	1
ROCKWELL COLLINS INC	COMMON	774341101	705	12,120	SH	OTHER	1
ROCKWOOD HLDGS INC	COMMON	774415103	209	4,220	SH	OTHER	1
ROGERS COMMUNICATIONS INC	COMMON FOREIGN	775109200	1,361	30,000	SH	OTHER	1
ROPER INDS INC NEW	COMMON	776696106	586	5,260	SH	OTHER	1
ROSETTA RESOURCES INC	COMMON	777779307	153	3,380	SH	OTHER	1
ROSS STORES INC	COMMON	778296103	652	12,040	SH	OTHER	1
ROVI CORP	COMMON	779376102	127	8,220	SH	OTHER	1
ROYAL BK CDA MONTREAL QUE	COMMON FOREIGN	780087102	15,428	256,750	SH	OTHER	1
ROYAL GOLD INC	COMMON	780287108	355	4,360	SH	OTHER	1
RUBICON MINERALS CORP	COMMON FOREIGN	780911103	41	16,100	SH	OTHER	1
RYDER SYS INC	COMMON	783549108	163	3,260	SH	OTHER	1
SBA COMMUNICATIONS CORP	COMMON	78388J106	504	7,100	SH	OTHER	1
SAIC INC	COMMON	78390X101	225	19,860	SH	OTHER	1
SEI INVESTMENTS CO	COMMON	784117103	276	11,820	SH	OTHER	1
SL GREEN RLTY CORP	COMMON	78440X101	477	6,220	SH	OTHER	1
SM ENERGY CO	COMMON	78454L100	226	4,320	SH	OTHER	1
SPDR S&P 500 ETF TR	COMMON	78462F103	121,339	851,381	SH	DEFINED	12
SPX CORP	COMMON	784635104	248	3,540	SH	OTHER	1
SVB FINL GROUP	COMMON	78486Q101	168	3,000	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
SAFEWAY INC	COMMON	786514208	393	21,730	SH	OTHER	1
ST JUDE MED INC	COMMON	790849103	778	21,540	SH	OTHER	1
SALESFORCE COM INC	COMMON	79466L302	1,456	8,660	SH	OTHER	1
SALLY BEAUTY HLDGS INC	COMMON	79546E104	173	7,360	SH	OTHER	1
SANDISK CORP	COMMON	80004C101	708	16,260	SH	OTHER	1
SANDRIDGE ENERGY INC	COMMON	80007P307	173	27,177	SH	OTHER	1
SAPIENT CORP	COMMON	803062108	92	8,700	SH	OTHER	1
SCANA CORP NEW	COMMON	80589M102	365	8,000	SH	OTHER	1
SCHEIN HENRY INC	COMMON	806407102	520	6,460	SH	OTHER	1
SCHLUMBERGER LTD	COMMON	806857108	6,334	91,406	SH	OTHER	1
SCHWAB CHARLES CORP NEW	COMMON	808513105	732	50,946	SH	OTHER	1
SCRIPPS NETWORKS INTERACT I	COMMON	811065101	376	6,500	SH	OTHER	1
SEALED AIR CORP NEW	COMMON	81211K100	163	9,300	SH	OTHER	1
SEMPRA ENERGY	COMMON	816851109	854	12,040	SH	OTHER	1
SENIOR HSG PPTYS TR	COMMON	81721M109	290	12,260	SH	OTHER	1
SEQUENOM INC	COMMON	817337405	42	8,980	SH	OTHER	1
SERVICE CORP INTL	COMMON	817565104	221	15,980	SH	OTHER	1
SHAW GROUP INC	COMMON	820280105	159	3,420	SH	OTHER	1
SHAW COMMUNICATIONS INC	COMMON FOREIGN	82028K200	493	21,500	SH	OTHER	1
SHERWIN WILLIAMS CO	COMMON	824348106	871	5,660	SH	OTHER	1
SIGMA ALDRICH CORP	COMMON	826552101	678	9,220	SH	OTHER	1
SIGNATURE BK NEW YORK N Y	COMMON	82669G104	204	2,860	SH	OTHER	1
SILVER WHEATON CORP	COMMON FOREIGN	828336107	5,573	155,050	SH	OTHER	1
SILVERCORP METALS INC	COMMON FOREIGN	82835P103	63	12,300	SH	OTHER	1
SIMON PPTY GROUP INC NEW	COMMON	828806109	3,382	21,396	SH	DEFINED	12
SIRONA DENTAL SYSTEMS INC	COMMON	82966C103	257	3,980	SH	OTHER	1
SIRIUS XM RADIO INC	COMMON	82967N108	781	270,300	SH	OTHER	1
SKYWORKS SOLUTIONS INC	COMMON	83088M102	263	12,980	SH	OTHER	1
SMITHFIELD FOODS INC	COMMON	832248108	224	10,400	SH	OTHER	1
SMUCKER J M CO	COMMON	832696405	340	3,940	SH	OTHER	1
SNAP ON INC	COMMON	833034101	251	3,180	SH	OTHER	1
SOLERA HOLDINGS INC	COMMON	83421A104	265	4,960	SH	OTHER	1
SONOCO PRODS CO	COMMON	835495102	211	7,100	SH	OTHER	1
SOTHEBYS	COMMON	835898107	162	4,820	SH	OTHER	1
SONUS NETWORKS INC	COMMON	835916107	33	19,180	SH	OTHER	1
SOUTHERN CO	COMMON	842587107	1,963	45,860	SH	OTHER	1
SOUTHWEST AIRLS CO	COMMON	844741108	174	16,960	SH	OTHER	1
SOUTHWESTERN ENERGY CO	COMMON	845467109	883	26,440	SH	OTHER	1
SPECTRA ENERGY CORP	COMMON	847560109	2,385	87,114	SH	DEFINED	12
SPIRIT AEROSYSTEMS HLDGS IN	COMMON	848574109	151	8,900	SH	OTHER	1
SPRINT NEXTEL CORP	COMMON	852061100	1,158	204,240	SH	OTHER	1
STANDARD PAC CORP NEW	COMMON	85375C101	82	11,180	SH	OTHER	1
STANLEY BLACK & DECKER INC	COMMON	854502101	750	10,141	SH	OTHER	1
STAPLES INC	COMMON	855030102	446	39,080	SH	OTHER	1
STARBUCKS CORP	COMMON	855244109	2,294	42,780	SH	OTHER	1
STARWOOD HOTELS&RESORTS WRL	COMMON	85590A401	725	12,640	SH	OTHER	1
STATE STR CORP	COMMON	857477103	1,643	34,960	SH	OTHER	1
STEEL DYNAMICS INC	COMMON	858119100	217	15,820	SH	OTHER	1
STERICYCLE INC	COMMON	858912108	425	4,560	SH	OTHER	1

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STERIS CORP	COMMON	859152100	174	5,000	SH	OTHER	1
STILLWATER MNG CO	COMMON	86074Q102	108	8,460	SH	OTHER	1
STRATEGIC HOTELS & RESORTS	COMMON	86272T106	78	12,220	SH	OTHER	1
STRYKER CORP	COMMON	863667101	879	16,036	SH	OTHER	1
SUN LIFE FINL INC	COMMON FOREIGN	866796105	1,274	48,100	SH	OTHER	1
SUNCOR ENERGY INC NEW	COMMON FOREIGN	867224107	14,541	442,746	SH	OTHER	1
SUNSTONE HOTEL INVS INC NEW	COMMON	867892101	105	9,780	SH	OTHER	1
SUNTRUST BKS INC	COMMON	867914103	1,052	37,099	SH	OTHER	1
SUPERVALU INC	COMMON	868536103	40	16,240	SH	OTHER	1
SUSQUEHANNA BANCSHARES INC	COMMON	869099101	87	8,300	SH	OTHER	1
SWISHER HYGIENE INC	COMMON	870808102	19	11,080	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
SYMANTEC CORP	COMMON	871503108	877	46,600	SH	OTHER	1
SYMETRA FINL CORP	COMMON	87151Q106	127	9,800	SH	OTHER	1
SYNOPSYS INC	COMMON	871607107	138	4,320	SH	OTHER	1
SYNOVUS FINL CORP	COMMON	87161C105	148	60,420	SH	OTHER	1
SYSCO CORP	COMMON	871829107	2,044	64,552	SH	DEFINED	12
TCF FINL CORP	COMMON	872275102	119	9,760	SH	OTHER	1
TD AMERITRADE HLDG CORP	COMMON	87236Y108	364	21,648	SH	OTHER	1
TECO ENERGY INC	COMMON	872375100	226	13,460	SH	OTHER	1
TJX COS INC NEW	COMMON	872540109	1,414	33,300	SH	OTHER	1
TRW AUTOMOTIVE HLDGS CORP	COMMON	87264S106	427	7,960	SH	OTHER	1
TW TELECOM INC	COMMON	87311L104	255	10,000	SH	OTHER	1
TALISMAN ENERGY INC	COMMON FOREIGN	87425E103	777	68,800	SH	OTHER	1
TARGET CORP	COMMON	87612E106	3,554	60,066	SH	DEFINED	12
TASEKO MINES LTD	COMMON FOREIGN	876511106	37	12,100	SH	OTHER	1
TECHNE CORP	COMMON	878377100	157	2,300	SH	OTHER	1
TECK RESOURCES LTD	COMMON FOREIGN	878742204	1,438	39,600	SH	OTHER	1
TELEDYNE TECHNOLOGIES INC	COMMON	879360105	160	2,460	SH	OTHER	1
TELEFLEX INC	COMMON	879369106	231	3,240	SH	OTHER	1
TELEPHONE & DATA SYS INC	COMMON	879433829	203	9,169	SH	OTHER	1
TELLABS INC	COMMON	879664100	70	30,700	SH	OTHER	1
TELUS CORP	COMMON FOREIGN	87971M202	1,085	16,700	SH	OTHER	1
TENET HEALTHCARE CORP	COMMON	88033G407	272	8,370	SH	OTHER	1
TERADATA CORP DEL	COMMON	88076W103	603	9,740	SH	OTHER	1
TERADYNE INC	COMMON	880770102	201	11,900	SH	OTHER	1
TEREX CORP NEW	COMMON	880779103	219	7,800	SH	OTHER	1
TESORO CORP	COMMON	881609101	291	6,600	SH	OTHER	1
TEVA PHARMACEUTICAL INDS LT	COMMON	881624209	2,446	65,497	SH	OTHER	1
TEXAS INSTRS INC	COMMON	882508104	2,190	70,780	SH	OTHER	1
TEXTRON INC	COMMON	883203101	490	19,760	SH	OTHER	1
THERMO FISHER SCIENTIFIC IN	COMMON	883556102	973	15,261	SH	OTHER	1
THOMSON REUTERS CORP	COMMON FOREIGN	884903105	928	32,100	SH	OTHER	1
THORATEC CORP	COMMON	885175307	171	4,560	SH	OTHER	1
3-D SYS CORP DEL	COMMON	88554D205	168	3,140	SH	OTHER	1
3M CO	COMMON	88579Y101	4,258	45,860	SH	OTHER	1
TIBCO SOFTWARE INC	COMMON	88632Q103	259	11,780	SH	OTHER	1
TIDEWATER INC	COMMON	886423102	164	3,660	SH	OTHER	1
TIFFANY & CO NEW	COMMON	886547108	471	8,220	SH	OTHER	1

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TIM HORTONS INC	COMMON FOREIGN	88706M103	535	10,900	SH	OTHER	1
TIME WARNER INC	COMMON	887317303	3,836	80,195	SH	DEFINED	12
TIME WARNER CABLE INC	COMMON	88732J207	1,715	17,641	SH	OTHER	1
TIMKEN CO	COMMON	887389104	273	5,700	SH	OTHER	1
TIVO INC	COMMON	888706108	127	10,340	SH	OTHER	1
TOLL BROTHERS INC	COMMON	889478103	231	7,140	SH	OTHER	1
TORCHMARK CORP	COMMON	891027104	370	7,170	SH	OTHER	1
TORO CO	COMMON	891092108	177	4,120	SH	OTHER	1
TORONTO DOMINION BK ONT	COMMON FOREIGN	891160509	22,661	269,669	SH	OTHER	1
TOWERS WATSON & CO	COMMON	891894107	215	3,820	SH	OTHER	1
TOTAL SYS SVCS INC	COMMON	891906109	165	7,680	SH	OTHER	1
TRACTOR SUPPLY CO	COMMON	892356106	438	4,960	SH	OTHER	1
TRANSALTA CORP	COMMON FOREIGN	89346D107	207	13,600	SH	OTHER	1
TRANSCANADA CORP	COMMON FOREIGN	89353D107	2,120	44,900	SH	OTHER	1
TRANSDIGM GROUP INC	COMMON	893641100	453	3,320	SH	OTHER	1
TRAVELERS COMPANIES INC	COMMON	89417E109	1,736	24,175	SH	OTHER	1
TREEHOUSE FOODS INC	COMMON	89469A104	125	2,400	SH	OTHER	1
TRIMBLE NAVIGATION LTD	COMMON	896239100	506	8,460	SH	OTHER	1
TRINITY INDS INC	COMMON	896522109	210	5,860	SH	OTHER	1
TRIQUINT SEMICONDUCTOR INC	COMMON	89674K103	67	13,900	SH	OTHER	1
TRIUMPH GROUP INC NEW	COMMON	896818101	189	2,900	SH	OTHER	1
TRIPADVISOR INC	COMMON	896945201	280	6,669	SH	OTHER	1
TRUSTCO BK CORP N Y	COMMON	898349105	82	15,440	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
TUPPERWARE BRANDS CORP	COMMON	899896104	221	3,440	SH	OTHER	1
TURQUOISE HILL RES LTD	COMMON FOREIGN	900435108	163	21,300	SH	OTHER	1
TWO HBRS INVT CORP	COMMON	90187B101	131	11,820	SH	OTHER	1
TYSON FOODS INC	COMMON	902494103	381	19,620	SH	OTHER	1
UDR INC	COMMON	902653104	370	15,580	SH	OTHER	1
UGI CORP NEW	COMMON	902681105	302	9,240	SH	OTHER	1
US BANCORP DEL	COMMON	902973304	4,059	127,078	SH	OTHER	1
URS CORP NEW	COMMON	903236107	218	5,560	SH	OTHER	1
U S G CORP	COMMON	903293405	173	6,180	SH	OTHER	1
ULTA SALON COSMETCS & FRAG	COMMON	90384S303	340	3,460	SH	OTHER	1
ULTRA PETROLEUM CORP	COMMON	903914109	185	10,227	SH	OTHER	1
UNDER ARMOUR INC	COMMON	904311107	260	5,360	SH	OTHER	1
UNION PAC CORP	COMMON	907818108	3,603	28,660	SH	OTHER	1
UNITED NAT FOODS INC	COMMON	911163103	175	3,260	SH	OTHER	1
UNITED ONLINE INC	COMMON	911268100	64	11,480	SH	OTHER	1
UNITED PARCEL SERVICE INC	COMMON	911312106	4,679	63,461	SH	DEFINED	12
UNITED RENTALS INC	COMMON	911363109	192	4,228	SH	OTHER	1
UNITED STATES STL CORP NEW	COMMON	912909108	157	6,560	SH	OTHER	1
UNITED TECHNOLOGIES CORP	COMMON	913017109	4,855	59,200	SH	OTHER	1
UNITED THERAPEUTICS CORP DE	COMMON	91307C102	220	4,120	SH	OTHER	1
UNITEDHEALTH GROUP INC	COMMON	91324P102	2,756	50,820	SH	OTHER	1
UNIVERSAL HLTH SVCS INC	COMMON	913903100	320	6,620	SH	OTHER	1
UNUM GROUP	COMMON	91529Y106	424	20,360	SH	OTHER	1
URBAN OUTFITTERS INC	COMMON	917047102	164	4,160	SH	OTHER	1
V F CORP	COMMON	918204108	839	5,560	SH	OTHER	1

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VAIL RESORTS INC	COMMON	91879Q109	163	3,020	SH	OTHER	1
VALERO ENERGY CORP NEW	COMMON	91913Y100	1,301	38,140	SH	OTHER	1
VALLEY NATL BANCORP	COMMON	919794107	151	16,239	SH	OTHER	1
VALMONT INDS INC	COMMON	920253101	210	1,540	SH	OTHER	1
VALSPAR CORP	COMMON	920355104	273	4,380	SH	OTHER	1
VANGUARD INTL EQUITY INDEX	COMMON	922042858	435,845	9,787,935	SH	DEFINED	12
VARIAN MED SYS INC	COMMON	92220P105	664	9,460	SH	OTHER	1
VENTAS INC	COMMON	92276F100	1,263	19,520	SH	OTHER	1
VANGUARD INDEX FDS	COMMON	922908637	40,012	614,058	SH	DEFINED	12
VANGUARD INDEX FDS	COMMON	922908751	15,523	191,875	SH	DEFINED	12
VERIFONE SYS INC	COMMON	92342Y109	220	7,400	SH	OTHER	1
VERISIGN INC	COMMON	92343E102	338	8,700	SH	OTHER	1
VERIZON COMMUNICATIONS INC	COMMON	92343V104	7,667	177,179	SH	DEFINED	12
VERISK ANALYTICS INC	COMMON	92345Y106	416	8,160	SH	OTHER	1
VERTEX PHARMACEUTICALS INC	COMMON	92532F100	580	13,820	SH	OTHER	1
VIACOM INC NEW	COMMON	92553P201	1,518	28,780	SH	OTHER	1
VIRGIN MEDIA INC	COMMON	92769L101	433	11,780	SH	OTHER	1
VISA INC	COMMON	92826C839	5,521	36,422	SH	OTHER	1
VISHAY INTERTECHNOLOGY INC	COMMON	928298108	101	9,500	SH	OTHER	1
VISTEON CORP	COMMON	92839U206	218	4,050	SH	OTHER	1
VMWARE INC	COMMON	928563402	618	6,560	SH	OTHER	1
VONAGE HLDGS CORP	COMMON	92886T201	30	12,680	SH	OTHER	1
VORNADO RLTY TR	COMMON	929042109	951	11,880	SH	OTHER	1
VULCAN MATLS CO	COMMON	929160109	413	7,940	SH	OTHER	1
WABCO HLDGS INC	COMMON	92927K102	291	4,460	SH	OTHER	1
WABTEC CORP	COMMON	929740108	159	1,820	SH	OTHER	1
WADDELL & REED FINL INC	COMMON	930059100	227	6,520	SH	OTHER	1
WAL-MART STORES INC	COMMON	931142103	8,181	119,900	SH	OTHER	1
WALGREEN CO	COMMON	931422109	2,046	55,280	SH	OTHER	1
WARNACO GROUP INC	COMMON	934390402	180	2,520	SH	OTHER	1
WASHINGTON FED INC	COMMON	938824109	145	8,600	SH	OTHER	1
WASTE CONNECTIONS INC	COMMON	941053100	224	6,640	SH	OTHER	1
WASTE MGMT INC DEL	COMMON	94106L109	1,884	55,835	SH	DEFINED	12
WATERS CORP	COMMON	941848103	629	7,220	SH	OTHER	1
WATSON PHARMACEUTICALS INC	COMMON	942683103	654	7,600	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
WEINGARTEN RLTY INVS	COMMON	948741103	222	8,300	SH	OTHER	1
WELLPOINT INC	COMMON	94973V107	1,104	18,130	SH	OTHER	1
WELLS FARGO & CO NEW	COMMON	949746101	10,962	320,700	SH	OTHER	1
WENDYS CO	COMMON	95058W100	126	26,840	SH	OTHER	1
WESCO INTL INC	COMMON	95082P105	200	2,960	SH	OTHER	1
WESTAR ENERGY INC	COMMON	95709T100	168	5,880	SH	OTHER	1
WESTERN DIGITAL CORP	COMMON	958102105	704	16,560	SH	OTHER	1
WESTERN UN CO	COMMON	959802109	549	40,340	SH	OTHER	1
WET SEAL INC	COMMON	961840105	28	10,200	SH	OTHER	1
WEYERHAEUSER CO	COMMON	962166104	770	27,675	SH	OTHER	1
WHIRLPOOL CORP	COMMON	963320106	452	4,440	SH	OTHER	1
WHITING PETE CORP NEW	COMMON	966387102	315	7,260	SH	OTHER	1
WHOLE FOODS MKT INC	COMMON	966837106	1,008	11,040	SH	OTHER	1

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WILLIAMS COS INC DEL	COMMON	969457100	992	30,300	SH	OTHER	1
WILLIAMS SONOMA INC	COMMON	969904101	298	6,800	SH	OTHER	1
WINDSTREAM CORP	COMMON	97381W104	335	40,400	SH	OTHER	1
WISCONSIN ENERGY CORP	COMMON	976657106	1,540	41,782	SH	DEFINED	12
WORLD FUEL SVCS CORP	COMMON	981475106	200	4,860	SH	OTHER	1
WYNDHAM WORLDWIDE CORP	COMMON	98310W108	582	10,940	SH	OTHER	1
WYNN RESORTS LTD	COMMON	983134107	614	5,460	SH	OTHER	1
XCEL ENERGY INC	COMMON	98389B100	743	27,800	SH	OTHER	1
XILINX INC	COMMON	983919101	625	17,420	SH	OTHER	1
XEROX CORP	COMMON	984121103	613	89,860	SH	OTHER	1
XYLEM INC	COMMON	98419M100	424	15,660	SH	OTHER	1
YAHOO INC	COMMON	984332106	1,571	78,965	SH	OTHER	1
YAMANA GOLD INC	COMMON FOREIGN	98462Y100	7,757	453,050	SH	OTHER	1
YUM BRANDS INC	COMMON	988498101	2,016	30,360	SH	OTHER	1
ZIMMER HLDGS INC	COMMON	98956P102	916	13,740	SH	OTHER	1
ZIONS BANCORPORATION	COMMON	989701107	272	12,720	SH	OTHER	1
AON PLC	COMMON	G0408V102	1,112	19,992	SH	OTHER	1
ARCH CAP GROUP LTD	COMMON	G0450A105	202	4,580	SH	OTHER	1
ASPEN INSURANCE HOLDINGS LT	COMMON FOREIGN	G05384105	174	5,420	SH	OTHER	1
ASSURED GUARANTY LTD	COMMON	G0585R106	178	12,480	SH	OTHER	1
AXIS CAPITAL HOLDINGS INV	COMMON	G0692U109	332	9,580	SH	OTHER	1
ACCENTURE PLC IRELAND	COMMON FOREIGN	G1151C101	2,153	32,380	SH	OTHER	1
BUNGE LIMITED	COMMON	G16962105	688	9,460	SH	OTHER	1
COVIDIEN PLC	COMMON	G2554F113	1,889	32,720	SH	OTHER	1
DELPHI AUTOMOTIVE PLC	COMMON	G27823106	272	7,105	SH	OTHER	1
EATON CORP PLC	COMMON	G29183103	1,556	28,706	SH	OTHER	1
EVEREST RE GROUP LTD	COMMON FOREIGN	G3223R108	303	2,760	SH	OTHER	1
HERBALIFE LTD	COMMON	G4412G101	290	8,805	SH	OTHER	1
INGERSOLL-RAND PLC	COMMON	G47791101	1,094	22,820	SH	OTHER	1
MARVELL TECHNOLOGY GROUP LT	COMMON	G5876H105	244	33,560	SH	OTHER	1
NABORS INDUSTRIES LTD	COMMON	G6359F103	354	24,480	SH	OTHER	1
PARTNERRE LTD	COMMON	G6852T105	277	3,440	SH	OTHER	1
RENAISSANCERE HOLDINGS LTD	COMMON	G7496G103	371	4,560	SH	OTHER	1
ROWAN COMPANIES PLC	COMMON	G7665A101	257	8,220	SH	OTHER	1
SEADRILL LIMITED	COMMON FOREIGN	G7945E105	774	21,194	SH	OTHER	1
SEAGATE TECHNOLOGY PLC	COMMON FOREIGN	G7945M107	917	30,080	SH	OTHER	1
SIGNET JEWELERS LIMITED	COMMON FOREIGN	G81276100	342	6,400	SH	OTHER	1
VALIDUS HOLDINGS LTD	COMMON	G9319H102	198	5,731	SH	OTHER	1
WARNER CHILCOTT PLC IRELAND	COMMON	G94368100	174	14,480	SH	OTHER	1
WILLIS GROUP HOLDINGS PUBLI	COMMON FOREIGN	G96666105	410	12,240	SH	OTHER	1
XL GROUP PLC	COMMON	G98290102	527	21,020	SH	OTHER	1
ACE LTD	COMMON	H0023R105	1,125	14,100	SH	OTHER	1
ALLIED WRLD ASSUR COM HLDG	COMMON	H01531104	222	2,820	SH	OTHER	1
WEATHERFORD INTERNATIONAL L	COMMON	H27013103	605	54,100	SH	OTHER	1
FOSTER WHEELER AG	COMMON FOREIGN	H27178104	217	8,914	SH	OTHER	1
GARMIN LTD	COMMON	H2906T109	323	7,912	SH	OTHER	1
LOGITECH INTL S A	COMMON FOREIGN	H50430232	129	17,016	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
NOBLE CORPORATION BAAR	COMMON FOREIGN	H5833N103	590	16,940	SH	OTHER	1

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PENTAIR LTD	COMMON	H6169Q108	334	6,799	SH	OTHER	1
TE CONNECTIVITY LTD	COMMON	H84989104	1,177	31,720	SH	OTHER	1
TRANSOCEAN LTD	COMMON FOREIGN	H8817H100	872	19,795	SH	OTHER	1
TYCO INTERNATIONAL LTD	COMMON	H89128104	601	20,557	SH	OTHER	1
UBS AG	COMMON FOREIGN	H89231338	3,930	252,075	SH	OTHER	1
CORE LABORATORIES N V	COMMON FOREIGN	N22717107	345	3,160	SH	OTHER	1
LYONDELLBASELL INDUSTRIES N	COMMON FOREIGN	N53745100	1,400	24,520	SH	OTHER	1
NIELSEN HOLDINGS N V	COMMON	N63218106	263	8,600	SH	OTHER	1
SENSATA TECHNOLOGIES HLDG B	COMMON	N7902X106	214	6,580	SH	OTHER	1
ROYAL CARIBBEAN CRUISES LTD	COMMON	V7780T103	373	10,960	SH	OTHER	1
AVAGO TECHNOLOGIES LTD	COMMON FOREIGN	Y0486S104	547	17,280	SH	OTHER	1
FLEXTRONICS INTL LTD	COMMON	Y2573F102	372	59,940	SH	OTHER	1