

SECURITIES AND EXCHANGE COMMISSION

FORM 13F-HR

Initial quarterly Form 13F holdings report filed by institutional managers

Filing Date: **2013-01-15** | Period of Report: **2012-12-31**
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FILER

ROYAL LONDON ASSET MANAGEMENT LTD

CIK:[863748](#) | IRS No.: **000000000** | State of Incorporation: **X0**
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Mailing Address
*55 GRACECHURCH ST
LONDON
UNITED KINGDOM X0
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form 13F

Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: 31/12/2012

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: Richard James
Address: Royal London Asset Management
55 Gracechurch Street
London, London EC1V 0UF

13F File Number: 028-

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: Hermione Rosen
Title: Miss
Phone: 442075066575

Signature, Place, and Date of Signing:

Richard James London, London January 15, 2013

Report Type (Check only one.):

[X] 13F HOLDINGS REPORT.
[] 13F NOTICE.
[] 13F COMBINATION REPORT.

FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 0
Form 13F Information Table Entry Total: 524
Form 13F Information Table Value Total: \$2,822,137,583 (thousands)

List of Other Included Managers:

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

NONE

<TABLE>			<C>			<C>			FORM 13F INFORMATION TABLE			VOTING AUTHORITY		
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVTMT DSCRETN	OTHER MANAGERS	SOLE	SHARED	NONE			
3M CO	COM	88579Y101	14680447	159970	SH									
ABBOTT LABS	COM	002824100	23221476	360442	SH									
ABERCROMBIE & FITCH CO	CL A	002896207	856213	18713	SH									
ACCO BRANDS CORP	COM	00081T108	72812	10050	SH									
ACTIVISION BLIZZARD INC	COM	00507V109	1403624	132856	SH									
ADOBE SYS INC	COM	00724F101	4285815	116131	SH									
ADVANCED MICRO DEVICES INC	COM	007903107	371981	163508	SH									
AES CORP	COM	00130H105	1794517	170825	SH									
AETNA INC NEW	COM	00817Y108	3507366	76975	SH									
AFLAC INC	COM	001055102	5643609	108022	SH									
AGILENT TECHNOLOGIES INC	COM	00846U101	3105474	77978	SH									

AIR PRODS & CHEMS INC	COM	009158106	4048813	48825	SH
AKAMAI TECHNOLOGIES INC	COM	00971T101	1663595	41173	SH
ALCOA INC	COM	013817101	2056135	241756	SH
ALEXION PHARMACEUTICALS INC	COM	015351109	4073532	44093	SH
ALLEGHENY TECHNOLOGIES INC	COM	01741R102	706580	24227	SH
ALLERGAN INC	COM	018490102	6336671	70302	SH
ALLIANCE DATA SYSTEMS CORP	COM	018581108	1777927	12348	SH
ALLIANT ENERGY CORP	COM	018802108	1138179	26132	SH
ALLSTATE CORP	COM	020002101	4445467	111541	SH
ALPHA NATURAL RESOURCES INC	COM	02076X102	445450	48027	SH
ALTERA CORP	COM	021441100	2474149	72737	SH
ALTRIA GROUP INC	COM	02209S103	14522422	467034	SH
AMAZON COM INC	COM	023135106	19094546	77867	SH
AMEREN CORP	COM	023608102	1660142	54745	SH
AMERICAN ELEC PWR INC	COM	025537101	4665897	110527	SH
AMERICAN EXPRESS CO	COM	025816109	14615377	257926	SH
AMERICAN INTL GROUP INC	COM NEW	026874784	11710173	338787	SH
AMERICAN WTR WKS CO INC NEW	COM	030420103	1539953	41932	SH
AMERIPRISE FINL INC	COM	03076C106	2960669	47603	SH
AMETEK INC NEW	COM	031100100	2133926	57557	SH
AMGEN INC	COM	031162100	15065434	176731	SH
AMPHENOL CORP NEW	CL A	032095101	2320612	36479	SH
ANADARKO PETE CORP	COM	032511107	8193889	113371	SH
ANALOG DEVICES INC	COM	032654105	2795208	67395	SH
ANNALY CAP MGMT INC	COM	035710409	3220409	229783	SH
APACHE CORP	COM	037411105	6864059	89080	SH
APOLLO GROUP INC	CL A	037604105	563167	27532	SH
APPLE INC	COM	037833100	99999999	215520	SH
APPLIED MATLS INC	COM	038222105	3214918	285390	SH
ARCHER DANIELS MIDLAND CO	COM	039483102	4072525	150472	SH
ARROW ELECTRS INC	COM	042735100	962516	25650	SH
ASHLAND INC NEW	COM	044209104	1466075	18545	SH
ASSURANT INC	COM	04621X108	654814	19088	SH
AT&T INC	COM	00206R102	43466564	1304323	SH
AUTODESK INC	COM	052769106	1869179	53428	SH
AUTOLIV INC	COM	052800109	1472567	22337	SH
AUTOMATIC DATA PROCESSING IN	COM	053015103	6404675	113679	SH
AUTONATION INC	COM	05329W102	817919	21010	SH
AUTOZONE INC	COM	053332102	2225715	6385	SH
AVALONBAY CMNTYS INC	COM	053484101	3406802	25422	SH
AVERY DENNISON CORP	COM	053611109	792072	23022	SH
AVNET INC	COM	053807103	996690	33362	SH
AVON PRODS INC	COM	054303102	1354098	96825	SH
BABCOCK & WILCOX CO NEW	COM	05615F102	697448	27671	SH
BAKER HUGHES INC	COM	057224107	3896281	97590	SH
BALL CORP	COM	058498106	1542939	34849	SH
BANK OF AMERICA CORPORATION	COM	060505104	27889676	2453997	SH
BANK OF NEW YORK MELLON CORP	COM	064058100	6876903	270478	SH
BARD C R INC	COM	067383109	1826881	19031	SH
BAXTER INTL INC	COM	071813109	8291470	126404	SH
BB&T CORP	COM	054937107	4584367	158876	SH
BECTON DICKINSON & CO	COM	075887109	3513721	45438	SH
BED BATH & BEYOND INC	COM	075896100	2896744	52764	SH
BEMIS INC	COM	081437105	761953	23086	SH
BERKLEY W R CORP	COM	084423102	1272835	33843	SH
BERKSHIRE HATHAWAY INC DEL	CL A	084670108	21403260	161	SH
BERKSHIRE HATHAWAY INC DEL	CL B NEW	084670702	20644965	233000	SH
BEST BUY INC	COM	086516101	885906	78503	SH
BIOGEN IDEC INC	COM	09062X103	7940763	54359	SH
BLACKROCK INC	COM	09247X101	5954045	29113	SH
BLOCK H & R INC	COM	093671105	1170727	64167	SH
BMC SOFTWARE INC	COM	055921100	1496230	37817	SH
BOEING CO	COM	097023105	12655326	169404	SH
BORGWARNER INC	COM	099724106	1830327	26127	SH
BOSTON PROPERTIES INC	COM	101121101	3576893	34090	SH
BOSTON SCIENTIFIC CORP	COM	101137107	1819995	325872	SH
BRISTOL MYERS SQUIBB CO	COM	110122108	12201018	382537	SH
BROADCOM CORP	CL A	111320107	3732462	114898	SH
BROADRIDGE FINL SOLUTIONS IN	COM	11133T103	663856	29277	SH
BROWN & BROWN INC	COM	115236101	876726	34619	SH
BROWN FORMAN CORP	CL B	115637209	1829599	29474	SH
C H ROBINSON WORLDWIDE INC	COM NEW	12541W209	2318568	37300	SH
CA INC	COM	12673P105	1808806	83068	SH
CABLEVISION SYS CORP	CL A NY CABLVS	12686C109	713395	48415	SH
CABOT OIL & GAS CORP	COM	127097103	2314110	47396	SH
CALPINE CORP	COM NEW	131347304	1466892	82572	SH
CAMERON INTERNATIONAL CORP	COM	13342B105	3004925	55467	SH
CAMPBELL SOUP CO	COM	134429109	1871211	54136	SH
CAPITAL ONE FINL CORP	COM	14040H105	7458541	130611	SH
CARDINAL HEALTH INC	COM	14149Y108	3156186	77519	SH
CAREFUSION CORP	COM	14170T101	1420311	50108	SH
CARMAX INC	COM	143130102	1891880	51585	SH
CARNIVAL CORP	PAIRED CTF	143658300	3634310	100855	SH
CATERPILLAR INC DEL	COM	149123101	12954865	149241	SH
CBS CORP NEW	CL B	124857202	5006273	135837	SH

CELANESE CORP DEL	COM SER A	150870103	1627125	37604	SH
CELGENE CORP	COM	151020104	7575757	97475	SH
CENTERPOINT ENERGY INC	COM	15189T107	1824936	96024	SH
CENTURYLINK INC	COM	156700106	5439593	141050	SH
CERNER CORP	COM	156782104	2946966	38730	SH
CF INDS HLDGS INC	COM	125269100	2928152	14669	SH
CHARTER COMMUNICATIONS INC D	CL A NEW	16117M305	1746336	23729	SH
CHESAPEAKE ENERGY CORP	COM	165167107	2537029	153156	SH
CHEVRON CORP NEW	COM	166764100	48155558	452441	SH
CHIPOTLE MEXICAN GRILL INC	COM	169656105	2087876	7193	SH
CHUBB CORP	COM	171232101	4577396	61520	SH
CHURCH & DWIGHT INC	COM	171340102	1766381	33069	SH
CIGNA CORP	COM	125509109	3397044	64271	SH
CIMAREX ENERGY CO	COM	171798101	1140289	20252	SH
CINCINNATI FINL CORP	COM	172062101	1461880	37902	SH
CINTAS CORP	COM	172908105	1130628	28024	SH
CISCO SYS INC	COM	17275R102	23670418	1217301	SH
CIT GROUP INC	COM NEW	1255581801	1820196	47881	SH
CITRIX SYS INC	COM	177376100	2784430	43297	SH
CITY NATL CORP	COM	178566105	632933	12841	SH
CLIFFS NATURAL RESOURCES INC	COM	18683K101	1147970	32269	SH
CLOROX CO DEL	COM	189054109	2121744	29203	SH
CME GROUP INC	COM	12572Q105	3874333	77332	SH
CNA FINL CORP	COM	126117100	198420	7158	SH
COACH INC	COM	189754104	3559369	65538	SH
COCA COLA CO	COM	191216100	37006044	1028660	SH
COGNIZANT TECHNOLOGY SOLUTIO	CL A	192446102	4965274	68657	SH
COLGATE PALMOLIVE CO	COM	194162103	11469432	110230	SH
COMCAST CORP NEW	CL A	20030N101	17047219	466472	SH
COMCAST CORP NEW	CL A SPL	20030N200	4824634	137044	SH
COMERICA INC	COM	200340107	1307473	43380	SH
COMMERCE BANCSHARES INC	COM	200525103	791920	22636	SH
COMPUTER SCIENCES CORP	COM	205363104	1382505	35408	SH
CONAGRA FOODS INC	COM	205887102	2731690	93535	SH
CONCHO RES INC	COM	20605P101	1953362	24770	SH
CONOCOPHILLIPS	COM	20825C104	16018716	280710	SH
CONSOL ENERGY INC	COM	20854P109	1627194	51226	SH
CONSOLIDATED EDISON INC	COM	209115104	3680843	67028	SH
CONSTELLATION BRANDS INC	CL A	21036P108	1304566	37951	SH
CORNING INC	COM	219350105	4262620	341693	SH
COSTCO WHSL CORP NEW	COM	22160K105	9755976	100603	SH
COVENTRY HEALTH CARE INC	COM	222862104	1377216	30980	SH
CREE INC	COM	225447101	905334	27265	SH
CROWN CASTLE INTL CORP	COM	228227104	4695407	66446	SH
CSX CORP	COM	126408103	4630279	238367	SH
CUMMINS INC	COM	231021106	4601577	43487	SH
CVS CAREMARK CORPORATION	COM	126650100	13831815	288674	SH
D R HORTON INC	COM	23331A109	1373766	71383	SH
DANAHER CORP DEL	COM	235851102	8639420	157009	SH
DARDEN RESTAURANTS INC	COM	237194105	1280083	28808	SH
DAVITA INC	COM	23918K108	2583742	23541	SH
DEERE & CO	COM	244199105	7527549	89036	SH
DELL INC	COM	24702R101	3923380	393716	SH
DELTA AIR LINES INC DEL	COM NEW	247361702	567231	49303	SH
DENBURY RES INC	COM NEW	247916208	1370072	87797	SH
DENTSPLY INTL INC NEW	COM	249030107	1233455	31623	SH
DEVON ENERGY CORP NEW	COM	25179M103	4732498	92531	SH
DIAMOND OFFSHORE DRILLING IN	COM	25271C102	1016308	15118	SH
DIGITAL RLTY TR INC	COM	253868103	1993447	29454	SH
DISCOVER FINL SVCS	COM	254709108	4431091	116623	SH
DISCOVERY COMMUNICATNS NEW	COM SER A	25470F104	1843258	29778	SH
DISCOVERY COMMUNICATNS NEW	COM SER C	25470F302	1398232	24481	SH
DISH NETWORK CORP	CL A	25470M109	1769438	49970	SH
DISNEY WALT CO	COM DISNEY	254687106	19961285	406006	SH
DOLLAR GEN CORP NEW	COM	256677105	2436347	57064	SH
DOLLAR TREE INC	COM	256746108	2055345	51883	SH
DOMINION RES INC VA NEW	COM	25746U109	6742854	131967	SH
DONNELLEY R R & SONS CO	COM	257867101	351428	39553	SH
DOVER CORP	COM	260003108	2661064	41088	SH
DOW CHEM CO	COM	260543103	8640095	273291	SH
DST SYS INC DEL	COM	233326107	624484	10442	SH
DTE ENERGY CO	COM	233331107	2326905	39157	SH
DU PONT E I DE NEMOURS & CO	COM	263534109	9528088	213061	SH
DUKE REALTY CORP	COM NEW	264411505	865578	62974	SH
E M C CORP MASS	COM	268648102	11950254	481186	SH
EASTMAN CHEM CO	COM	277432100	2234509	33828	SH
EBAY INC	COM	278642103	14570290	292488	SH
ECOLAB INC	COM	278865100	4687074	66225	SH
EDISON INTL	COM	281020107	3315813	74055	SH
ELECTRONIC ARTS INC	COM	285512109	1004524	72190	SH
EMERSON ELEC CO	COM	291011104	8682824	166545	SH
ENERGIZER HLDGS INC	COM	29266R108	1223783	15444	SH
ENTERGY CORP NEW	COM	29364G103	2515390	40198	SH
EOG RES INC	COM	26875P101	7286401	61429	SH
EQT CORP	COM	26884L109	1974760	33951	SH

EQUIFAX INC	COM	294429105	1439574	26976	SH
EQUITY RESIDENTIAL	SH BEN INT	29476L107	4077241	72899	SH
ERIE INDY CO	CL A	29530P102	591908	8921	SH
EXELON CORP	COM	30161N101	5660131	194841	SH
EXPEDITORS INTL WASH INC	COM	302130109	1897804	48618	SH
EXXON MOBIL CORP	COM	30231G102	88999294	1045513	SH
F5 NETWORKS INC	COM	315616102	1722527	17915	SH
FAMILY DLR STORES INC	COM	307000109	1715916	27378	SH
FASTENAL CO	COM	311900104	3134084	67852	SH
FEDERAL REALTY INVT TR	SH BEN INT NEW	313747206	1574043	15203	SH
FEDEX CORP	COM	31428X106	6534926	72309	SH
FIDELITY NATL INFORMATION SV	COM	31620M106	2300435	67117	SH
FIFTH THIRD BANCORP	COM	316773100	3089855	206059	SH
FIRST SOLAR INC	COM	336433107	419812	14090	SH
FIRSTENERGY CORP	COM	337932107	3956712	96095	SH
FISERV INC	COM	337738108	2425226	30871	SH
FLOWERVE CORP	COM	34354P105	1689497	11825	SH
FLUOR CORP NEW	COM	343412102	2170505	37926	SH
FMC TECHNOLOGIES INC	COM	30249U101	2224254	54496	SH
FOOT LOCKER INC	COM	344849104	1140732	35889	SH
FORD MTR CO DEL	COM PAR \$0.01	345370860	10882218	848516	SH
FOREST LABS INC	COM	345838106	2135490	61303	SH
FOSSIL INC	COM	349882100	1251335	14008	SH
FRANKLIN RES INC	COM	354613101	4528830	36328	SH
FREEPORT-MCMORAN COPPER & GO	COM	35671D857	7107174	214621	SH
FRONTIER COMMUNICATIONS CORP	COM	35906A108	928237	221801	SH
GALLAGHER ARTHUR J & CO	COM	363576109	1026552	29794	SH
GAMESTOP CORP NEW	CL A	36467W109	720618	29377	SH
GANNETT INC	COM	364730101	904686	51388	SH
GAP INC DEL	COM	364760108	2521935	82863	SH
GENERAL DYNAMICS CORP	COM	369550108	5511789	81205	SH
GENERAL ELECTRIC CO	COM	369604103	49371056	2414823	SH
GENERAL MLS INC	COM	370334104	5947406	148481	SH
GENTEX CORP	COM	371901109	651839	34895	SH
GENUINE PARTS CO	COM	372460105	2227707	35490	SH
GENWORTH FINL INC	COM CL A	37247D106	785097	108664	SH
GILEAD SCIENCES INC	COM	375558103	12423241	171651	SH
GOLDMAN SACHS GROUP INC	COM	38141G104	13579468	108190	SH
GOOGLE INC	CL A	38259P508	42519806	60730	SH
GRAINGER W W INC	COM	384802104	3148249	15881	SH
GREEN MTN COFFEE ROASTERS IN	COM	393122106	1483584	36777	SH
HALLIBURTON CO	COM	406216101	7185393	211304	SH
HARLEY DAVIDSON INC	COM	412822108	2462602	52091	SH
HARMAN INTL INDS INC	COM	413086109	652194	15057	SH
HARRIS CORP DEL	COM	413875105	1236554	25583	SH
HARTFORD FINL SVCS GROUP INC	COM	416515104	2202088	99305	SH
HASBRO INC	COM	418056107	1040828	29456	SH
HCP INC	COM	40414L109	4575188	102045	SH
HEALTH CARE REIT INC	COM	42217K106	3565527	58658	SH
HEINZ H J CO	COM	423074103	4204321	73470	SH
HERSHEY CO	COM	427866108	2695426	37722	SH
HESS CORP	COM	42809H107	3960173	77234	SH
HEWLETT PACKARD CO	COM	428236103	6225802	454604	SH
HOME DEPOT INC	COM	437076102	21006215	346380	SH
HONEYWELL INTL INC	COM	438516106	11278677	179240	SH
HORMEL FOODS CORP	COM	440452100	1393841	45439	SH
HOSPIRA INC	COM	441060100	1139672	37141	SH
HOSPITALITY PPTYS TR	COM SH BEN INT	44106M102	673586	29331	SH
HOST HOTELS & RESORTS INC	COM	44107P104	2497924	162361	SH
HUDSON CITY BANCORP	COM	443683107	962810	119678	SH
HUMANA INC	COM	444859102	2466442	36548	SH
HUNT J B TRANS SVCS INC	COM	445658107	1218054	20825	SH
HUNTINGTON BANCSHARES INC	COM	446150104	1241099	197470	SH
IAC INTERACTIVECORP	COM PAR \$.001	44919P508	936637	20256	SH
ILLINOIS TOOL WKS INC	COM	452308109	6364891	106055	SH
ILLUMINA INC	COM	452327109	1596383	29163	SH
INTEL CORP	COM	458140100	23152766	1144194	SH
INTERCONTINENTALEXCHANGE INC	COM	45865V100	2051892	16591	SH
INTERNATIONAL BUSINESS MACHS	COM	459200101	49548154	260869	SH
INTERNATIONAL FLAVORS&FRAGRA	COM	459506101	1204470	18262	SH
INTERNATIONAL GAME TECHNOLOG	COM	459902102	873294	64048	SH
INTERPUBLIC GROUP COS INC	COM	460690100	1063304	98591	SH
INTL PAPER CO	COM	460146103	3843736	98798	SH
INTUIT	COM	461202103	4161935	70143	SH
INTUITIVE SURGICAL INC	COM NEW	46120E602	4347166	9065	SH
IRON MTN INC	COM	462846106	1427072	46492	SH
JABIL CIRCUIT INC	COM	466313103	855452	45955	SH
JACOBS ENGR GROUP INC DEL	COM	469814107	1196268	28660	SH
JOHNSON & JOHNSON	COM	478160104	43710810	629340	SH
JOHNSON CTLS INC	COM	478366107	4659182	154713	SH
JOY GLOBAL INC	COM	481165108	1466833	23849	SH
JPMORGAN CHASE & CO	COM	46625H100	37586219	869146	SH
JUNIPER NETWORKS INC	COM	48203R104	2284082	117949	SH
KANSAS CITY SOUTHERN	COM NEW	485170302	2151990	26223	SH
KELLOGG CO	COM	487836108	3429553	61978	SH

KEYCORP NEW	COM	493267108	1783951	213519	SH
KIMBERLY CLARK CORP	COM	494368103	7467784	89838	SH
KIMCO REALTY CORP	COM	49446R109	1749912	91883	SH
KINDER MORGAN MANAGEMENT LLC	SHS	49455U100	1708048	23272	SH
KLA-TENCOR CORP	COM	482480100	1768328	37604	SH
KOHL'S CORP	COM	500255104	2259472	53447	SH
KROGER CO	COM	501044101	3282138	127834	SH
L-3 COMMUNICATIONS HLDGS INC	COM	502424104	1676179	22138	SH
LABORATORY CORP AMER HLDGS	COM NEW	50540R409	1856147	21612	SH
LAM RESEARCH CORP	COM	512807108	1513762	42432	SH
LAS VEGAS SANDS CORP	COM	517834107	4425622	98974	SH
LAUDER ESTEE COS INC	CL A	518439104	3136427	54137	SH
LEGG MASON INC	COM	524901105	784050	30729	SH
LEGGETT & PLATT INC	COM	524660107	826151	31264	SH
LENNAR CORP	CL A	526057104	1333242	35435	SH
LEUCADIA NATL CORP	COM	527288104	972851	41442	SH
LIBERTY GLOBAL INC	COM SER A	530555101	2081398	33767	SH
LIBERTY GLOBAL INC	COM SER C	530555309	1635748	28332	SH
LIBERTY MEDIA CORP NEW	INT COM SER A	53071M104	2393075	125489	SH
LIBERTY PPTY TR	SH BEN INT	531172104	989524	27710	SH
LIFE TECHNOLOGIES CORP	COM	53217V109	1915273	39535	SH
LILLY ELI & CO	COM	532457108	12663255	260534	SH
LIMITED BRANDS INC	COM	532716107	3027068	65942	SH
LINCOLN NATL CORP IND	COM	534187109	1601359	63483	SH
LINEAR TECHNOLOGY CORP	COM	535678106	1737307	51392	SH
LINN ENERGY LLC	UNIT LTD LIAB	536020100	1580405	44866	SH
LOCKHEED MARTIN CORP	COM	539830109	6849231	74982	SH
LOEWS CORP	COM	540424108	3635617	90472	SH
LORILLARD INC	COM	544147101	3388668	29376	SH
LOWES COS INC	COM	548661107	9127176	260851	SH
LSI CORPORATION	COM	502161102	869413	125547	SH
M & T BK CORP	COM	55261F104	2764416	28337	SH
MACERICH CO	COM	554382101	1857842	32257	SH
MACYS INC	COM	55616P104	3440283	92097	SH
MANPOWER INC	COM	56418H100	782193	18715	SH
MARATHON OIL CORP	COM	565849106	4768581	159939	SH
MARKEL CORP	COM	570535104	1054161	2459	SH
MARRIOTT INTL INC NEW	CL A	571903202	2677160	73377	SH
MARSH & MCLENNAN COS INC	COM	571748102	4287112	125226	SH
MASCO CORP	COM	574599106	1302694	81190	SH
MASTERCARD INC	CL A	57636Q104	13211251	27359	SH
MATTEL INC	COM	577081102	2833154	79028	SH
MAXIM INTEGRATED PRODS INC	COM	57772K101	2013814	69646	SH
MCCORMICK & CO INC	COM NON VTG	579780206	1704069	27202	SH
MCDERMOTT INTL INC	COM	580037109	588393	54913	SH
MCDONALDS CORP	COM	580135101	20258425	231353	SH
MCGRAW HILL COS INC	COM	580645109	3396127	63795	SH
MCKESSON CORP	COM	58155Q103	5187108	54100	SH
MDU RES GROUP INC	COM	552690109	943066	45166	SH
MEAD JOHNSON NUTRITION CO	COM	582839106	3023793	46452	SH
MEADWESTVACO CORP	COM	583334107	1212873	38645	SH
MEDTRONIC INC	COM	585055106	9586647	235284	SH
MERCK & CO INC NEW	COM	58933Y105	28340774	697190	SH
MERCURY GENL CORP NEW	COM	589400100	235434	5908	SH
METLIFE INC	COM	59156R108	5931823	183847	SH
METROPCS COMMUNICATIONS INC	COM	591708102	585710	59675	SH
MGM RESORTS INTERNATIONAL	COM	552953101	1001066	87659	SH
MICROCHIP TECHNOLOGY INC	COM	595017104	1389537	43281	SH
MICRON TECHNOLOGY INC	COM	595112103	1416559	230898	SH
MICROSOFT CORP	COM	594918104	50565526	1904181	SH
MOHAWK INDS INC	COM	608190104	1447131	16179	SH
MOLEX INC	COM	608554101	590730	22133	SH
MOLEX INC	CL A	608554200	367308	16822	SH
MOLSON COORS BREWING CO	CL B	60871R209	1489686	34875	SH
MONSANTO CO NEW	COM	61166W101	11449993	123019	SH
MOODYS CORP	COM	615369105	2511945	50772	SH
MORGAN STANLEY	COM NEW	617446448	6306760	338618	SH
MURPHY OIL CORP	COM	626717102	2556555	43713	SH
MYLAN INC	COM	628530107	2495705	92691	SH
NATIONAL OILWELL VARCO INC	COM	637071101	6365742	96663	SH
NETAPP INC	COM	64110D104	2676494	81588	SH
NETFLIX INC	COM	64110L106	1108151	12410	SH
NEW YORK CMNTY BANCORP INC	COM	649445103	1330591	102788	SH
NEWELL RUBBERMAID INC	COM	651229106	1397746	64014	SH
NEWFIELD EXPL CO	COM	651290108	776558	30105	SH
NEWMONT MINING CORP	COM	651639106	5031535	111725	SH
NEXTERA ENERGY INC	COM	65339F101	6614592	96910	SH
NII HLDGS INC	CL B NEW	62913F201	265852	38006	SH
NIKE INC	CL B	654106103	6338271	124292	SH
NISOURCE INC	COM	65473P105	1678785	68174	SH
NOBLE ENERGY INC	COM	655044105	3976593	40194	SH
NORDSTROM INC	COM	655664100	2373299	45496	SH
NORFOLK SOUTHERN CORP	COM	655844108	5522768	90426	SH
NORTHEAST UTILS	COM	664397106	2756045	71688	SH
NORTHERN TR CORP	COM	665859104	2818731	56448	SH

NORTHROP GRUMMAN CORP	COM	666807102	3785943	56714	SH
NRG ENERGY INC	COM NEW	629377508	1226750	54293	SH
NUANCE COMMUNICATIONS INC	COM	67020Y100	1250156	57150	SH
NUCOR CORP	COM	670346105	3077899	72515	SH
NVIDIA CORP	COM	67066G104	1684265	139253	SH
NVR INC	COM	62944T105	1103122	1185	SH
NYSE EURONEXT	COM	629491101	1770823	55959	SH
OCCIDENTAL PETE CORP DEL	COM	674599105	13995582	185704	SH
OLD REP INTL CORP	COM	680223104	665812	63200	SH
OMNICARE INC	COM	681904108	935574	26410	SH
OMNICOM GROUP INC	COM	681919106	2978317	60578	SH
ONEOK INC NEW	COM	682680103	1979873	47067	SH
ORACLE CORP	COM	68389X105	36317758	1099705	SH
OWENS ILL INC	COM NEW	690768403	755878	36384	SH
PACCAR INC	COM	693718108	3634516	81794	SH
PALL CORP	COM	696429307	1544926	25889	SH
PARKER HANNIFIN CORP	COM	701094104	2839666	33864	SH
PATTERSON COMPANIES INC	COM	703395103	856042	25293	SH
PATTERSON UTI ENERGY INC	COM	703481101	641108	35391	SH
PAYCHEX INC	COM	704326107	2623881	84984	SH
PEABODY ENERGY CORP	COM	704549104	1545818	60967	SH
PENNEY J C INC	COM	708160106	941271	49632	SH
PEOPLES UNITED FINANCIAL INC	COM	712704105	1001171	83745	SH
PEPCO HOLDINGS INC	COM	713291102	974610	50511	SH
PEPSICO INC	COM	713448108	24445724	359311	SH
PERRIGO CO	COM	714290103	2176510	21282	SH
PETSMART INC	COM	716768106	1717975	25427	SH
PFIZER INC	COM	717081103	42705351	1714730	SH
PG&E CORP	COM	69331C108	3887423	97883	SH
PHILIP MORRIS INTL INC	COM	718172109	31948554	386529	SH
PINNACLE WEST CAP CORP	COM	723484101	1233972	24423	SH
PIONEER NAT RES CO	COM	723787107	2840305	27736	SH
PITNEY BOWES INC	COM	724479100	452526	43533	SH
PLAINS EXPL& PRODTN CO	COM	726505100	1469470	31893	SH
PLUM CREEK TIMBER CO INC	COM	729251108	1605123	36584	SH
PNC FINL SVCS GROUP INC	COM	693475105	6929532	120587	SH
PPG INDS INC	COM	693506107	4638885	34959	SH
PPL CORP	COM	69351T106	3693306	131038	SH
PRAXAIR INC	COM	74005P104	7470047	69228	SH
PRECISION CASTPARTS CORP	COM	740189105	6210123	33421	SH
PRICE T ROWE GROUP INC	COM	74144T108	3750683	58664	SH
PRICELINE COM INC	COM NEW	741503403	6922909	11370	SH
PRINCIPAL FINL GROUP INC	COM	74251V102	1909527	67991	SH
PROCTER & GAMBLE CO	COM	742718109	42294971	629905	SH
PROGRESSIVE CORP OHIO	COM	743315103	2953046	141565	SH
PRUDENTIAL FINL INC	COM	744320102	5573947	106221	SH
PUBLIC STORAGE	COM	74460D109	4244842	29588	SH
PUBLIC SVC ENTERPRISE GROUP	COM	744573106	3509374	117194	SH
QEP RES INC	COM	74733V100	1181372	39891	SH
QUALCOMM INC	COM	747525103	23657428	390290	SH
QUEST DIAGNOSTICS INC	COM	74834L100	2035839	35274	SH
QUESTAR CORP	COM	748356102	810115	41834	SH
RANGE RES CORP	COM	75281A109	2256478	36386	SH
RAYTHEON CO	COM NEW	755111507	4350861	76728	SH
RED HAT INC	COM	756577102	1747036	33613	SH
REGENCY CTRS CORP	COM	758849103	1001612	21547	SH
REGENERON PHARMACEUTICALS	COM	75886F107	3713612	22118	SH
REGIONS FINANCIAL CORP NEW	COM	7591EP100	2201259	317413	SH
REPUBLIC SVCS INC	COM	760759100	2424842	83572	SH
REYNOLDS AMERICAN INC	COM	761713106	3992216	97383	SH
ROBERT HALF INTL INC	COM	770323103	1003976	31928	SH
ROCKWELL AUTOMATION INC	COM	773903109	2625620	32010	SH
ROCKWELL COLLINS INC	COM	774341101	1865520	32441	SH
ROPER INDS INC NEW	COM	776696106	2418042	22191	SH
ROSS STORES INC	COM	778296103	2778137	52201	SH
ROVI CORP	COM	779376102	373304	24487	SH
RYDER SYS INC	COM	783549108	536996	11030	SH
SAFEWAY INC	COM NEW	786514208	1005148	56772	SH
SAIC INC	COM	78390X101	860285	77608	SH
SALESFORCE COM INC	COM	79466L302	3896994	23739	SH
SANDISK CORP	COM	80004C101	2338920	54827	SH
SCANA CORP NEW	COM	80589M102	1309634	29032	SH
SCHEIN HENRY INC	COM	806407102	1697314	21235	SH
SCHLUMBERGER LTD	COM	806857108	20828879	306555	SH
SCHWAB CHARLES CORP NEW	COM	808513105	4061072	287103	SH
SCRIPPS NETWORKS INTERACT IN	CL A COM	811065101	1139408	20122	SH
SEACOR HOLDINGS INC	COM	811904101	127369	1542	SH
SEALED AIR CORP NEW	COM	81211K100	733256	42893	SH
SEARS HLDGS CORP	COM	812350106	458618	11615	SH
SEI INVESTMENTS CO	COM	784117103	724167	31390	SH
SEMPRA ENERGY	COM	816851109	3894355	55487	SH
SHERWIN WILLIAMS CO	COM	824348106	3534974	23405	SH
SIGMA ALDRICH CORP	COM	826552101	2035240	27947	SH
SIMON PPTY GROUP INC NEW	COM	828806109	11014124	70583	SH
SIRIUS XM RADIO INC	COM	82967N108	2683787	927042	SH

SLM CORP	COM	78442P106	1848843	109952	SH
SMITHFIELD FOODS INC	COM	832248108	767938	36647	SH
SMUCKER J M CO	COM NEW	832696405	2129539	24977	SH
SOUTHERN CO	COM	842587107	8460777	199853	SH
SOUTHERN COPPER CORP	COM	84265V105	2260873	60662	SH
SOUTHWEST AIRLS CO	COM	844741108	375780	36968	SH
SOUTHWESTERN ENERGY CO	COM	845467109	2586802	78902	SH
SPECTRA ENERGY CORP	COM	847560109	4053648	150330	SH
SPRINT NEXTEL CORP	COM SER 1	852061100	3828030	682967	SH
SFX CORP	COM	784635104	819662	11993	SH
ST JUDE MED INC	COM	790849103	2512801	70833	SH
STANLEY BLACK & DECKER INC	COM	854502101	2761603	38321	SH
STAPLES INC	COM	855030102	1712946	154250	SH
STARBUCKS CORP	COM	855244109	9074221	172399	SH
STARWOOD HOTELS&RESORTS WRLD	COM	85590A401	2529162	45055	SH
STATE STR CORP	COM	857477103	4989184	108331	SH
STERICYCLE INC	COM	858912108	1781032	19378	SH
STRYKER CORP	COM	863667101	3571976	65595	SH
SUNTRUST BKS INC	COM	867914103	3382212	121728	SH
SYMANTEC CORP	COM	871503108	2956753	162772	SH
SYNOPSIS INC	COM	871607107	1208520	38202	SH
SYSCO CORP	COM	871829107	4220731	134354	SH
TD AMERITRADE HLDG CORP	COM	87236Y108	1107474	66495	SH
TECO ENERGY INC	COM	872375100	782820	47286	SH
TERADATA CORP DEL	COM	88076W103	2324721	38308	SH
TEXAS INSTRS INC	COM	882508104	7844356	257403	SH
TEXTRON INC	COM	883203101	1519682	62992	SH
THERMO FISHER SCIENTIFIC INC	COM	883556102	5225783	83061	SH
TIFFANY & CO NEW	COM	886547108	1619351	28689	SH
TIME WARNER CABLE INC	COM	88732J207	6575140	69092	SH
TIME WARNER INC	COM NEW	887317303	10270956	218787	SH
TJX COS INC NEW	COM	872540109	6999910	168166	SH
TOLL BROTHERS INC	COM	889478103	919128	29398	SH
TORCHMARK CORP	COM	891027104	1086013	21309	SH
TOTAL SYS SVCS INC	COM	891906109	910536	42879	SH
TRAVELERS COMPANIES INC	COM	89417E109	6341429	89015	SH
TYSON FOODS INC	CL A	902494103	1268282	66177	SH
ULTRA PETROLEUM CORP	COM	903914109	660127	36562	SH
UNION PAC CORP	COM	907818108	13459734	108946	SH
UNITED PARCEL SERVICE INC	CL B	911312106	12137451	166666	SH
UNITED STATES STL CORP NEW	COM	912909108	741152	32189	SH
UNITED TECHNOLOGIES CORP	COM	913017109	16944647	209698	SH
UNITEDHEALTH GROUP INC	COM	91324P102	12689800	235629	SH
UNIVERSAL HLTH SVCS INC	CL B	913903100	996865	21042	SH
UNUM GROUP	COM	91529Y106	1309538	63709	SH
URBAN OUTFITTERS INC	COM	917047102	968545	25338	SH
US BANCORP DEL	COM NEW	902973304	13828823	436447	SH
V F CORP	COM	918204108	3693833	24907	SH
VALERO ENERGY CORP NEW	COM	91913Y100	4187262	126599	SH
VARIAN MED SYS INC	COM	92220P105	1743828	25046	SH
VENTAS INC	COM	92276F100	4317566	67520	SH
VERISIGN INC	COM	92343E102	1343804	35340	SH
VERISK ANALYTICS INC	CL A	92345Y106	1971570	39337	SH
VERIZON COMMUNICATIONS INC	COM	92343V104	28026349	653371	SH
VERTEX PHARMACEUTICALS INC	COM	92532F100	2105280	51411	SH
VIACOM INC NEW	CL B	92553P201	5403424	104002	SH
VIRGIN MEDIA INC	COM	92769L101	2332898	64073	SH
VISA INC	COM CL A	92826C839	18218855	122525	SH
VMWARE INC	CL A COM	928563402	2102785	22652	SH
VORNADO RLTY TR	SH BEN INT	929042109	3357482	42347	SH
VULCAN MATLS CO	COM	929160109	1503951	29397	SH
WAL MART STORES INC	COM	931142103	38256993	565890	SH
WALGREEN CO	COM	931422109	7713005	211055	SH
WASHINGTON POST CO	CL B	939640108	328915	910	SH
WASTE MGMT INC DEL	COM	94106L109	3522091	105247	SH
WATERS CORP	COM	941848103	1705434	19772	SH
WATSON PHARMACEUTICALS INC	COM	942683103	2481607	27866	SH
WEIGHT WATCHERS INTL INC NEW	COM	948626106	410324	8059	SH
WEINGARTEN RLTY INVS	SH BEN INT	948741103	759744	28621	SH
WELLPOINT INC	COM	94973V107	4389690	73302	SH
WELLS FARGO & CO NEW	COM	949746101	41307826	1217981	SH
WESTERN DIGITAL CORP	COM	958102105	2299151	55448	SH
WESTERN UN CO	COM	959802109	1846247	137934	SH
WEYERHAEUSER CO	COM	962166104	3374187	122364	SH
WHIRLPOOL CORP	COM	963320106	1709568	17264	SH
WHOLE FOODS MKT INC	COM	966837106	3892520	43621	SH
WILLIAMS COS INC DEL	COM	969457100	4497625	141457	SH
WINDSTREAM CORP	COM	97381W104	1087291	130920	SH
WISCONSIN ENERGY CORP	COM	976657106	1911121	52381	SH
WYNDHAM WORLDWIDE CORP	COM	98310W108	1690842	32432	SH
WYNN RESORTS LTD	COM	983134107	2492905	22732	SH
XCEL ENERGY INC	COM	98389B100	2944708	112158	SH
XEROX CORP	COM	984121103	1964808	293474	SH
XILINX INC	COM	983919101	2074485	58734	SH
YAHOO INC	COM	984332106	5261162	269734	SH

YUM BRANDS INC	COM	988498101	6771281	104600	SH
ZIMMER HLDGS INC	COM	98956P102	2584702	39434	SH
ZIONS BANCORPORATION	COM	989701107	877187	41504	SH

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