

SECURITIES AND EXCHANGE COMMISSION

FORM 13F-HR

Initial quarterly Form 13F holdings report filed by institutional managers

Filing Date: **2013-01-11** | Period of Report: **2012-12-31**
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FILER

EXXONMOBIL INVESTMENT MANAGEMENT INC /TX

CIK: **1082970** | IRS No.: **752758276**

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Mailing Address

5959 LAS COLINAS BLVD
IRVING TX 75039

Business Address

5959 LAS COLINAS BLVD
IRVING TX 75039
9724441570

United States
Securities and Exchange Commission
Washington, DC 20549

Form 13F

Form 13F Cover Page

Report for the Calendar Year or Quarter Ended: December 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: ExxonMobil Investment Management Inc.
Address: 5959 Las Colinas Boulevard
Irving, TX 75039-2298

13F File Number: 28-7302

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: S.R. Segien
Title: President
Phone: (972)444-1570

Signature, Place, and Date of Signing:

S.R. Segien Irving, Texas January 14, 2013
Report Type (Check only one):

[X] 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:

I AM SIGNING THIS REPORT AS REQUIRED BY THE SECURITIES EXCHANGE ACT OF 1934.

Form 13F Summary Page

Report Summary:
Number of Other Included Managers: 0000
Form 13F Information Table Entry Total: 0500
Form 13F Information Table Value Total: 4,084,967,814
t_narr_sh
<TABLE>

NAME OF ISSUER	-TITLE OF CLASS-	--CUSIP--	VALUE (X\$1000)	SHARES/ PRN	SH/ AMT	PUT/ PRN	INVSTMT CALL	-----VOTING AUTHORITY-----
							DISCRETN -MANAGERS-	SOLE SHARED NONE
ABBOTT LAB COM	COM	002824100	33130	505807	SH		SOLE	505807
ABERCROMBIE & FITCH CO CL A	COM	002896207	1221	25460	SH		SOLE	25460
ACCENTURE PLC SHS CL A NEW	COM	G1151C101	13588	204325	SH		SOLE	204325
ACE LTD COM STK	COM	H0023R105	8677	108737	SH		SOLE	108737
ADOBE SYS INC COM	COM	00724F101	5969	158416	SH		SOLE	158416
ADT CORP COM	COM	00101J106	3458	74389	SH		SOLE	74389
ADVANCED MICRO DEVICES INC COM	COM	007903107	465	193647	SH		SOLE	193647
AES CORP COM	COM	00130H105	2114	197594	SH		SOLE	197594
AETNA INC	COM	00817Y108	4957	107067	SH		SOLE	107067
AFILAC INC COM	COM	001055102	7971	150048	SH		SOLE	150048
AGILENT TECHNOLOGIES INC COM	COM	00846U101	4565	111500	SH		SOLE	111500
AGL RES INC COM	COM	001204106	1506	37690	SH		SOLE	37690
AIR PROD & CHEM INC COM	COM	009158106	5723	68111	SH		SOLE	68111
AIRGAS INC COM	COM	009363102	2053	22493	SH		SOLE	22493
AKAMAI TECHNOLOGIES INC COM ST	COM	00971T101	2323	56789	SH		SOLE	56789
ALCOA INC COM STK	COM	013817101	2964	341500	SH		SOLE	341500
ALEXION PHARMACEUTICALS INC CO	COM	015351109	5832	62171	SH		SOLE	62171
ALLEGHENY TECHNOLOGIES INC COM	COM	01741R102	1043	34341	SH		SOLE	34341
ALLERGAN INC COM	COM	018490102	9027	98410	SH		SOLE	98410
ALLSTATE CORP COM	COM	020002101	6193	154167	SH		SOLE	154167
ALTERA CORP COM	COM	021441100	3533	102582	SH		SOLE	102582

ALTRIA GROUP INC COM	COM	02209S103	20361	648026	SH	SOLE	648026
AMAZON COM INC COM	COM	023135106	29121	115956	SH	SOLE	115956
AMER ELEC PWR CO INC COM	COM	025537101	6627	155278	SH	SOLE	155278
AMEREN CORP COM	COM	023608102	2385	77642	SH	SOLE	77642
AMERICAN EXPRESS CO	COM	025816109	17907	311543	SH	SOLE	311543
AMERICAN INTERNATIONAL GROUP I	COM	026874784	16676	472412	SH	SOLE	472412
AMERICAN TOWER CORP	COM	03027X100	9776	126511	SH	SOLE	126511
AMERIPRISE FINL INC COM	COM	03076C106	4125	65860	SH	SOLE	65860
AMERISOURCEBERGEN CORP COM	COM	03073E105	3254	75351	SH	SOLE	75351
AMGEN INC COM	COM	031162100	21196	245551	SH	SOLE	245551
AMPHENOL CORP NEW CL A	COM	032095101	3320	51309	SH	SOLE	51309
ANADARKO PETRO CORP COM	COM	032511107	11884	159921	SH	SOLE	159921
ANALOG DEVICES INC COM	COM	032654105	4056	96434	SH	SOLE	96434
AON PLC COM	COM	G0408V102	5670	101972	SH	SOLE	101972
APACHE CORP COM	COM	037411105	9829	125209	SH	SOLE	125209
APARTMENT INVT & MGMT CO CL A	COM	03748R101	1260	46574	SH	SOLE	46574
APOLLO GROUP INC CL A	COM	037604105	670	32013	SH	SOLE	32013
APPLE INC COM STK	COM	037833100	160452	301018	SH	SOLE	301018
APPLIED MATERIALS INC COM	COM	038222105	4384	383246	SH	SOLE	383246
ARCHER-DANIELS-MIDLAND CO COM	COM	039483102	5772	210738	SH	SOLE	210738
ASSURANT INC COM	COM	04621X108	874	25186	SH	SOLE	25186
AT&T INC COM	COM	00206R102	61271	1817577	SH	SOLE	1817577
AUTODESK INC COM	COM	052769106	2542	71903	SH	SOLE	71903
AUTOMATIC DATA PROCESSING INC	COM	053015103	8857	155350	SH	SOLE	155350
AUTONATION INC COM	COM	05329W102	495	12468	SH	SOLE	12468
AUTOZONE INC COM	COM	053332102	4189	11818	SH	SOLE	11818
AVALONBAY CMNTYS REIT	COM	053484101	4963	36601	SH	SOLE	36601
AVERY DENNISON CORP COM	COM	053611109	1113	31869	SH	SOLE	31869
AVON PRODUCTS INC COM USD0.25	COM	054303102	1986	138290	SH	SOLE	138290
BAKER HUGHES INC COM	COM	057224107	5746	140685	SH	SOLE	140685
BALL CORP COM	COM	058498106	2203	49232	SH	SOLE	49232
BANK NEW YORK MELLON CORP COM	COM	064058100	9611	373950	SH	SOLE	373950
BANK OF AMERICA CORP	COM	060505104	40008	3448942	SH	SOLE	3448942
BAXTER INTL INC COM	COM	071813109	11719	175799	SH	SOLE	175799
BB&T CORP COM	COM	054937107	6517	223882	SH	SOLE	223882
BEAM INC	COM	073730103	3110	50916	SH	SOLE	50916
BECTON DICKINSON & CO COM	COM	075887109	4928	63026	SH	SOLE	63026
BED BATH BEYOND INC COM	COM	075896100	4101	73342	SH	SOLE	73342
BEMIS CO INC COM	COM	081437105	1106	33052	SH	SOLE	33052
BERKSHIRE HATHAWAY INC-CL B	COM	084670702	52357	583690	SH	SOLE	583690
BEST BUY INC COM STK	COM	086516101	1013	85468	SH	SOLE	85468
BIG LOTS INC COM	COM	089302103	527	18526	SH	SOLE	18526
BIOGEN IDEC INC COM STK	COM	09062X103	11104	75710	SH	SOLE	75710
BLACKROCK INC COM STK	COM	09247X101	8299	40146	SH	SOLE	40146
BLOCK H & R INC COM	COM	093671105	1612	86813	SH	SOLE	86813
BMC SOFTWARE INC COM STK	COM	055921100	1809	45613	SH	SOLE	45613
BOEING CO COM	COM	097023105	16366	217171	SH	SOLE	217171
BORG WARNER INC COM	COM	099724106	2682	37451	SH	SOLE	37451
BOSTON SCIENTIFIC CORP COM	COM	101137107	2517	439349	SH	SOLE	439349
BRISTOL MYERS SQUIBB CO COM	COM	110122108	17214	528214	SH	SOLE	528214
BROADCOM CORP CL A	COM	111320107	5514	166040	SH	SOLE	166040
BROWN-FORMAN INC CL B NON-VTG	COM	115637209	3068	48500	SH	SOLE	48500
BSTN PPTYS INC	COM	101121101	5108	48276	SH	SOLE	48276
C H ROBINSON WORLDWIDE INC COM	COM	12541W209	3261	51581	SH	SOLE	51581
C R BARD	COM	067383109	2394	24496	SH	SOLE	24496
CA INC COM	COM	12673P105	2358	107288	SH	SOLE	107288
CABLEVISION SYS CORP CL A COM	COM	12686C109	1032	69050	SH	SOLE	69050
CABOT OIL & GAS CORP COM	COM	127097103	3340	67147	SH	SOLE	67147
CAMERON INTL CORP COM STK	COM	13342B105	4457	78947	SH	SOLE	78947
CAMPBELL SOUP CO COM	COM	134429109	2001	57349	SH	SOLE	57349
CAP 1 FNCL COM	COM	14040H105	10783	186137	SH	SOLE	186137
CARDINAL HLTH INC	COM	14149Y108	4477	108728	SH	SOLE	108728
CAREFUSION CORP COM	COM	14170T101	2030	71012	SH	SOLE	71012
CARMAX INC COM	COM	143130102	2749	73219	SH	SOLE	73219
CARNIVAL CORP COM PAIRED	COM	143658300	5246	142675	SH	SOLE	142675
CATERPILLAR INC COM	COM	149123101	18745	209256	SH	SOLE	209256
CBRE GROUP INC CL A CL A	COM	12504L109	1921	96543	SH	SOLE	96543
CBS CORP NEW CL B	COM	124857202	7195	189089	SH	SOLE	189089
CELGENE CORP COM	COM	151020104	10655	135354	SH	SOLE	135354
CENTERPOINT ENERGY INC COM	COM	15189T107	2633	136780	SH	SOLE	136780
CENTURYLINK INC COM	COM	156700106	7815	199762	SH	SOLE	199762
CERNER CORP COM	COM	156782104	3623	46665	SH	SOLE	46665
CF INDS HLDGS INC COM	COM	125269100	4087	20118	SH	SOLE	20118
CHESAPEAKE ENERGY CORP COM	COM	165167107	2757	165896	SH	SOLE	165896
CHEVRON CORP COM	COM	166764100	67727	626290	SH	SOLE	626290
CHIPOTLE MEXICAN GRILL INC COM	COM	169656105	2998	10079	SH	SOLE	10079
CHUBB CORP COM	COM	171232101	6313	83821	SH	SOLE	83821
CIGNA CORPORATION	COM	125509109	4891	91484	SH	SOLE	91484
CIN FNCL CORP COM	COM	172062101	1835	46853	SH	SOLE	46853
CINTAS CORP COM	COM	172908105	1389	33973	SH	SOLE	33973
CISCO SYSTEMS INC	COM	17275R102	33384	1698938	SH	SOLE	1698938
CITIGROUP INC COM NEW COM NEW	COM	172967424	37123	938395	SH	SOLE	938395
CITRIX SYS INC COM	COM	177376100	3928	59748	SH	SOLE	59748
CLIFFS NAT RES INC COM STK	COM	18683K101	1758	45598	SH	SOLE	45598
CLOROX CO COM	COM	189054109	3057	41750	SH	SOLE	41750

CME GROUP INC COM STK	COM	12572Q105	4977	98148	SH	SOLE	98148
CMS ENERGY CORP COM	COM	125896100	2059	84449	SH	SOLE	84449
COACH INC COM	COM	189754104	5039	90780	SH	SOLE	90780
COCA COLA CO COM	COM	191216100	44743	1234301	SH	SOLE	1234301
COCA-COLA ENTERPRISES INC NEW	COM	19122T109	2740	86343	SH	SOLE	86343
COGNIZANT TECHNOLOGY SOLUTIONS	COM	192446102	7113	96060	SH	SOLE	96060
COLGATE-PALMOLIVE CO COM	COM	194162103	14857	142121	SH	SOLE	142121
COMCAST CORP NEW-CL A	COM	20030N101	31785	850314	SH	SOLE	850314
COMERICA INC COM	COM	200340107	1848	60909	SH	SOLE	60909
COMPUTER SCI CORP COM	COM	205363104	1991	49717	SH	SOLE	49717
CONAGRA FOODS INC	COM	205887102	3847	130409	SH	SOLE	130409
CONOCOPHILLIPS COM	COM	20825C104	22526	388442	SH	SOLE	388442
CONS EDISON INC COM	COM	209115104	5205	93718	SH	SOLE	93718
CONSOL ENERGY INC COM	COM	20854P109	2340	72889	SH	SOLE	72889
CONSTELLATION BRANDS INC CL A	COM	21036P108	1715	48462	SH	SOLE	48462
CORNING INC COM	COM	219350105	5968	472903	SH	SOLE	472903
COSTCO WHOLESALE CORP NEW COM	COM	22160K105	13667	138374	SH	SOLE	138374
COVENTRY HEALTH CARE INC COM	COM	222862104	1929	43040	SH	SOLE	43040
COVIDIEN PLC USD0.20 (POST CONS	COM	G2554F113	8747	151483	SH	SOLE	151483
CROWN CASTLE INTL CORP COM STK	COM	228227104	6769	93810	SH	SOLE	93810
CSX CORP COM	COM	126408103	6512	330037	SH	SOLE	330037
CUMMINS INC	COM	231021106	6129	56563	SH	SOLE	56563
CVS CAREMARK CORP COM STK	COM	126650100	19289	398937	SH	SOLE	398937
D R HORTON INC COM	COM	23331A109	1767	89356	SH	SOLE	89356
DANAHER CORP COM	COM	235851102	10408	186192	SH	SOLE	186192
DARDEN RESTAURANTS INC COM	COM	237194105	1855	41154	SH	SOLE	41154
DAVITA HEALTHCARE PARTNERS INC	COM	23918K108	2965	26823	SH	SOLE	26823
DEAN FOODS CO NEW COM	COM	242370104	979	59274	SH	SOLE	59274
DEERE & CO COM	COM	244199105	10831	125332	SH	SOLE	125332
DELL INC COM STK	COM	24702R101	4730	466973	SH	SOLE	466973
DELPHI AUTOMOTIVE PLC	COM	G27823106	3615	94503	SH	SOLE	94503
DENBURY RES INC HLDG CO COM NE	COM	247916208	2006	123837	SH	SOLE	123837
DENTSPLY INTL INC NEW COM	COM	249030107	1799	45417	SH	SOLE	45417
DEVON ENERGY CORP NEW COM	COM	25179M103	6272	120526	SH	SOLE	120526
DIAMOND OFFSHORE DRILLING INC	COM	25271C102	1512	22245	SH	SOLE	22245
DIRECTV COM COM	COM	25490A309	9697	193321	SH	SOLE	193321
DISCOVER FINL SVCS COM STK	COM	254709108	6227	161526	SH	SOLE	161526
DISCOVERY COMMUNICATIONS INC N	COM	25470F104	4852	76433	SH	SOLE	76433
DOLLAR GEN CORP NEW COM	COM	256677105	3705	84029	SH	SOLE	84029
DOLLAR TREE INC COM STK	COM	256746108	2949	72705	SH	SOLE	72705
DOMINION RES INC VA NEW COM	COM	25746U109	9525	183873	SH	SOLE	183873
DOVER CORP COM	COM	260003108	3764	57283	SH	SOLE	57283
DOW CHEMICAL CO COM	COM	260543103	12403	383749	SH	SOLE	383749
DR PEPPER SNAPPLE GROUP INC CO	COM	26138E109	2942	66595	SH	SOLE	66595
DTE ENERGY CO COM	COM	233331107	3307	55063	SH	SOLE	55063
DU PONT E I DE NEMOURS & CO CO	COM	263534109	13418	298387	SH	SOLE	298387
DUKE ENERGY CORP NEW COM NEW C	COM	26441C204	14378	225355	SH	SOLE	225355
DUN & BRADSTREET CORP DEL NEW	COM	26483E100	1122	14261	SH	SOLE	14261
E TRADE FINL CORP FORMERLY E T	COM	269246401	737	82383	SH	SOLE	82383
EASTMAN CHEM CO COM	COM	277432100	3340	49077	SH	SOLE	49077
EATON CORP PLC COM USD0.50	COM	G29183103	8009	147764	SH	SOLE	147764
EBAY INC COM USD0.001	COM	278642103	19013	372663	SH	SOLE	372663
ECOLAB INC COM	COM	278865100	6065	84356	SH	SOLE	84356
EDISON INTL COM	COM	281020107	4711	104258	SH	SOLE	104258
EDWARDS LIFESCIENCES CORP COM	COM	28176E108	3330	36931	SH	SOLE	36931
ELECTR ARTS COM	COM	285512109	1419	97642	SH	SOLE	97642
ELI LILLY & CO COM	COM	532457108	16117	326779	SH	SOLE	326779
EMC CORP COM	COM	268648102	17055	674121	SH	SOLE	674121
EMERSON ELECTRIC CO COM	COM	291011104	12272	231722	SH	SOLE	231722
ENSCO PLC SHS CLASS A COM	COM	G3157S106	4406	74331	SH	SOLE	74331
ENTERGY CORP NEW COM	COM	29364G103	3626	56874	SH	SOLE	56874
EOG RESOURCES INC COM	COM	26875P101	10470	86681	SH	SOLE	86681
EQT CORP COM	COM	26884L109	2824	47876	SH	SOLE	47876
EQTY RESDNTL EFF 5/15/02	COM	29476L107	5834	102955	SH	SOLE	102955
EQUIFAX INC COM	COM	294429105	2071	38271	SH	SOLE	38271
ESTEE LAUDER COMPANIES INC CL	COM	518439104	4598	76819	SH	SOLE	76819
EXELON CORP COM	COM	30161N101	8130	273367	SH	SOLE	273367
EXPEDIA INC DEL COM NEW	COM	30212P303	1830	29778	SH	SOLE	29778
EXPEDITORS INTL WASH INC COM	COM	302130109	2645	66873	SH	SOLE	66873
EXPRESS SCRIPTS HLDG CO COM	COM	30219G108	14107	261245	SH	SOLE	261245
EXXON MOBIL CORP COM	COM	30231G102	126274	1458972	SH	SOLE	1458972
FAMILY DLR STORES INC COM	COM	307000109	1944	30651	SH	SOLE	30651
FASTENAL CO COM	COM	311900104	4029	86288	SH	SOLE	86288
FEDEX CORP COM	COM	31428X106	8573	93472	SH	SOLE	93472
FIDELITY NATL INFORMATION SVCS	COM	31620M106	2776	79749	SH	SOLE	79749
FIRST SOLAR INC COM	COM	336433107	593	19216	SH	SOLE	19216
FIRSTENERGY CORP COM	COM	337932107	5589	133827	SH	SOLE	133827
FISERV INC COM	COM	337738108	3375	42711	SH	SOLE	42711
FLIR SYS INC COM	COM	302445101	1071	48008	SH	SOLE	48008
FLOWERVE CORP COM	COM	34354P105	2348	15995	SH	SOLE	15995
FLUOR CORP NEW COM	COM	343412102	3130	53282	SH	SOLE	53282
FMC CORP COM (NEW)	COM	302491303	2573	43966	SH	SOLE	43966
FMC TECHNOLOGIES INC COM	COM	30249U101	3258	76073	SH	SOLE	76073
FORD MTR CO DEL COM PAR \$0.01	COM	345370860	15799	1220037	SH	SOLE	1220037
FOREST LABORATORIES INC	COM	345838106	2646	74910	SH	SOLE	74910

FOSSIL INC COM	COM	349882100	1609	17286	SH	SOLE	17286
FREEMPORT-MCMORAN COPPER & GOLD	COM	35671D857	10389	303778	SH	SOLE	303778
FRKLN RES INC COM	COM	354613101	5551	44157	SH	SOLE	44157
FRONTIER COMMUNICATIONS CORP C	COM	35906A108	1367	319498	SH	SOLE	319498
F5 NETWORKS INC COM STK	COM	315616102	2458	25296	SH	SOLE	25296
GAMESTOP CORP NEW CL A	COM	36467W109	973	38777	SH	SOLE	38777
GANNETT INC COM	COM	364730101	1324	73531	SH	SOLE	73531
GAP INC COM	COM	364760108	2952	95116	SH	SOLE	95116
GARMIN LTD COMMON STOCK	COM	H2906T109	1426	34938	SH	SOLE	34938
GENERAL DYNAMICS CORP COM	COM	369550108	7357	106202	SH	SOLE	106202
GENERAL ELECTRIC CO	COM	369604103	70433	3355574	SH	SOLE	3355574
GENERAL MILLS INC COM	COM	370334104	8343	206469	SH	SOLE	206469
GENUINE PARTS CO COM	COM	372460105	3156	49641	SH	SOLE	49641
GENWORTH FINL INC COM CL A COM	COM	37247D106	1182	157384	SH	SOLE	157384
GILEAD SCIENCES INC	COM	375558103	17808	242444	SH	SOLE	242444
GOLDMAN SACHS GROUP INC COM	COM	38141G104	18031	141357	SH	SOLE	141357
GOODYEAR TIRE & RUBBER CO COM	COM	382550101	1083	78387	SH	SOLE	78387
GOOGLE INC CL A CL A	COM	38259P508	60417	85170	SH	SOLE	85170
GRAINGER W W INC COM	COM	384802104	3870	19125	SH	SOLE	19125
H J HEINZ	COM	423074103	5918	102609	SH	SOLE	102609
HALLIBURTON CO COM	COM	406216101	10301	296952	SH	SOLE	296952
HARLEY DAVIDSON COM USD0.01	COM	412822108	3536	72402	SH	SOLE	72402
HARMAN INTL INDS INC NEW COM S	COM	413086109	969	21706	SH	SOLE	21706
HARRIS CORP COM	COM	413875105	1779	36339	SH	SOLE	36339
HARTFORD FINL SVCS GROUP INC C	COM	416515104	3133	139617	SH	SOLE	139617
HASBRO INC COM	COM	418056107	1328	37003	SH	SOLE	37003
HCP INC COM REIT	COM	40414L109	6536	144659	SH	SOLE	144659
HEALTH CARE REIT INC COM	COM	42217K106	5093	83097	SH	SOLE	83097
HELMERICH & PAYNE INC COM	COM	423452101	1895	33833	SH	SOLE	33833
HERSHEY COMPANY COM STK USD1	COM	427866108	3456	47854	SH	SOLE	47854
HESS CORP COM STK	COM	42809H107	5036	95085	SH	SOLE	95085
HEWLETT PACKARD CO COM	COM	428236103	8966	629164	SH	SOLE	629164
HOME DEPOT INC COM	COM	437076102	29592	478451	SH	SOLE	478451
HONEYWELL INTL INC COM STK	COM	438516106	15910	250676	SH	SOLE	250676
HORMEL FOODS CORP COM	COM	440452100	1339	42901	SH	SOLE	42901
HOSPIRA INC COM	COM	441060100	1652	52870	SH	SOLE	52870
HOST HOTELS & RESORTS INC REIT	COM	44107P104	3634	231917	SH	SOLE	231917
HUDSON CITY BANCORP INC COM ST	COM	443683107	1237	152118	SH	SOLE	152118
HUMANA INC COM	COM	444859102	3475	50631	SH	SOLE	50631
HUNTINGTON BANCSHARES INC COM	COM	446150104	1749	273752	SH	SOLE	273752
ILL TOOL WKS INC COM	COM	452308109	8297	136438	SH	SOLE	136438
INGERSOLL-RAND PLC COM STK	COM	G47791101	4296	89577	SH	SOLE	89577
INTEGRYS ENERGY GROUP INC COM	COM	45822P105	1302	24930	SH	SOLE	24930
INTEL CORP COM	COM	458140100	32849	1592300	SH	SOLE	1592300
INTERCONTINENTALEXCHANGE INC C	COM	45865V100	2881	23270	SH	SOLE	23270
INTERNATIONAL BUSINESS MACHS C	COM	459200101	65104	339879	SH	SOLE	339879
INTERPUBLIC GROUP COMPANIES IN	COM	460690100	1521	138042	SH	SOLE	138042
INTL FLAVORS & FRAGRANCES INC	COM	459506101	1737	26101	SH	SOLE	26101
INTL GAME TECH COM	COM	459902102	1207	85151	SH	SOLE	85151
INTL PAPER CO COM	COM	460146103	5599	140525	SH	SOLE	140525
INTUIT COM	COM	461202103	5299	89052	SH	SOLE	89052
INTUITIVE SURGICAL INC COM NEW	COM	46120E602	6239	12724	SH	SOLE	12724
INVESCO LTD COM STK USD0.10	COM	G491BT108	3707	142092	SH	SOLE	142092
IRON MTN INC COM STK	COM	462846106	1657	53378	SH	SOLE	53378
ISHARES CORE S P 500 ETF	COM	464287200	8045	56226	SH	SOLE	56226
JABIL CIRCUIT INC COM	COM	466313103	1155	59858	SH	SOLE	59858
JACOBS ENGR GROUP INC COM	COM	469814107	1772	41624	SH	SOLE	41624
JDS UNIPHASE CORP COM PAR \$0.0	COM	46612J507	1014	74863	SH	SOLE	74863
JOHNSON & JOHNSON COM USD1	COM	478160104	62164	886793	SH	SOLE	886793
JOHNSON CTL INC COM	COM	478366107	6718	218813	SH	SOLE	218813
JOY GLOBAL INC COM	COM	481165108	2161	33881	SH	SOLE	33881
JPMORGAN CHASE & CO COM	COM	46625H100	53487	1216433	SH	SOLE	1216433
JUNIPER NETWORKS INC COM	COM	48203R104	3245	164982	SH	SOLE	164982
KELLOGG CO COM USD0.25	COM	487836108	4420	79138	SH	SOLE	79138
KEYCORP NEW COM	COM	493267108	2516	298763	SH	SOLE	298763
KIMBERLY-CLARK CORP COM	COM	494368103	10571	125210	SH	SOLE	125210
KIMCO RLTY CORP COM	COM	49446R109	2520	130438	SH	SOLE	130438
KINDER MORGAN INC DEL COM	COM	49456B101	7150	202364	SH	SOLE	202364
KLA-TENCOR CORP	COM	482480100	2545	53284	SH	SOLE	53284
KOHL'S CORP COM	COM	500255104	2910	67714	SH	SOLE	67714
KRAFT FOODS GROUP INC COM	COM	50076Q106	8620	189568	SH	SOLE	189568
KROGER CO COM	COM	501044101	4278	164414	SH	SOLE	164414
L-3 COMMUNICATIONS HLDG CORP C	COM	502424104	2306	30099	SH	SOLE	30099
LABORATORY CORP AMER HLDGS COM	COM	50540R409	2622	30272	SH	SOLE	30272
LAM RESH CORP COM	COM	512807108	1981	54829	SH	SOLE	54829
LEGG MASON INC COM	COM	524901105	965	37511	SH	SOLE	37511
LEGGETT & PLATT INC COM	COM	524660107	1231	45209	SH	SOLE	45209
LENNAR CORP CL A CL A	COM	526057104	2031	52531	SH	SOLE	52531
LEUCADIA NATL CORP COM	COM	527288104	1508	63395	SH	SOLE	63395
LIFE TECHNOLOGIES CORP COM STK	COM	53217V109	2702	55058	SH	SOLE	55058
LINCOLN NATL CORP COM	COM	534187109	2279	88004	SH	SOLE	88004
LINEAR TECH CORP DEL	COM	535678106	2540	74045	SH	SOLE	74045
LOCKHEED MARTIN CORP COM	COM	539830109	7932	85944	SH	SOLE	85944
LOWE'S CORP COM	COM	540424108	4055	99501	SH	SOLE	99501
LORILLARD INC COM STK	COM	544147101	4833	41422	SH	SOLE	41422

LOWES COS INC COM	COM	548661107	12783	359892	SH	SOLE	359892
LSI CORP COM STK	COM	502161102	1254	177088	SH	SOLE	177088
LTD BRANDS	COM	532716107	3604	76591	SH	SOLE	76591
LYONDELLBASELL INDU-CL A-W/I	COM	N53745100	6935	121477	SH	SOLE	121477
M & T BK CORP COM	COM	55261F104	3832	38913	SH	SOLE	38913
MACYS INC COM STK	COM	55616P104	4936	126487	SH	SOLE	126487
MARATHON OIL CORP COM	COM	565849106	6931	226051	SH	SOLE	226051
MARATHON PETE CORP COM	COM	56585A102	6838	108537	SH	SOLE	108537
MARRIOTT INTL CL A COM	COM	FHB903208	0	48638	SH	SOLE	48638
MARRIOTT INTL INC NEW COM STK	COM	571903202	2935	78758	SH	SOLE	78758
MARSH & MCLENNAN CO'S INC COM	COM	571748102	6005	174202	SH	SOLE	174202
MASCO CORP COM	COM	574599106	1904	114271	SH	SOLE	114271
MASTERCARD INC CL A	COM	57636Q104	16800	34196	SH	SOLE	34196
MATTEL INC COM	COM	577081102	4021	109801	SH	SOLE	109801
MC CORMICK & CO INC COM NON-VT	COM	579780206	2694	42404	SH	SOLE	42404
MC DONALDS CORP COM	COM	580135101	28339	321269	SH	SOLE	321269
MCGRAW-HILL COS COM USD1	COM	580645109	4858	88863	SH	SOLE	88863
MCKESSON CORP	COM	58155Q103	7324	75532	SH	SOLE	75532
MEAD JOHNSON NUTRITION COM	COM	582839106	4281	64967	SH	SOLE	64967
MEADWESTVACO CORP COM	COM	583334107	1783	55936	SH	SOLE	55936
MEDTRONIC INC COM	COM	585055106	13275	323631	SH	SOLE	323631
MERCK & CO INC NEW COM	COM	58933Y105	39827	972811	SH	SOLE	972811
METLIFE INC COM	COM	59156R108	11500	349130	SH	SOLE	349130
METROPCS COMMUNICATIONS INC CO	COM	591708102	1008	101365	SH	SOLE	101365
MICROCHIP TECHNOLOGY INC COM	COM	595017104	2029	62273	SH	SOLE	62273
MICRON TECH INC COM	COM	595112103	2068	325615	SH	SOLE	325615
MICROSOFT CORP COM	COM	594918104	64791	2423911	SH	SOLE	2423911
MOLEX INC COM	COM	608554101	1208	44212	SH	SOLE	44212
MOLSON COORS BREWING CO CL B C	COM	60871R209	2134	49869	SH	SOLE	49869
MONDELEZ INTL INC COM	COM	609207105	14484	568661	SH	SOLE	568661
MONSANTO CO NEW COM	COM	61166W101	16192	171069	SH	SOLE	171069
MONSTER BEVERAGE CORP COM	COM	611740101	2523	47709	SH	SOLE	47709
MOODYS CORP COM	COM	615369105	3123	62055	SH	SOLE	62055
MORGAN STANLEY COM STK USD0.01	COM	617446448	8456	442242	SH	SOLE	442242
MOSAIC CO/THE	COM	61945C103	5014	88535	SH	SOLE	88535
MOTOROLA SOLUTIONS INC	COM	620076307	4998	89759	SH	SOLE	89759
MURPHY OIL CORP COM	COM	626717102	3518	59078	SH	SOLE	59078
MYLAN INC	COM	628530107	3584	130407	SH	SOLE	130407
NABORS INDUSTRIES COM USD0.10	COM	G6359F103	1343	92922	SH	SOLE	92922
NASDAQ OMX GROUP	COM	631103108	937	37473	SH	SOLE	37473
NATIONAL OILWELL VARCO COM STK	COM	637071101	9337	136608	SH	SOLE	136608
NETAPP INC COM STK	COM	64110D104	3846	114649	SH	SOLE	114649
NETFLIX INC COM STK	COM	64110L106	1649	17774	SH	SOLE	17774
NEWELL RUBBERMAID INC COM	COM	651229106	2050	92031	SH	SOLE	92031
NEWFIELD EXPLORATION	COM	651290108	1159	43271	SH	SOLE	43271
NEWMONT MINING CORP NEW COM	COM	651639106	7377	158857	SH	SOLE	158857
NEWS CORP CL A COM	COM	65248E104	16479	645207	SH	SOLE	645207
NEXTERA ENERGY INC COM	COM	65339F101	9370	135424	SH	SOLE	135424
NIKE INC CL B	COM	654106103	12052	233563	SH	SOLE	233563
NISOURCE INC COM	COM	65473P105	2467	99120	SH	SOLE	99120
NOBLE CORPORATION (SWITZERLAND)	COM	H5833N103	2816	80869	SH	SOLE	80869
NOBLE ENERGY INC COM	COM	655044105	5791	56924	SH	SOLE	56924
NORDSTROM INC COM	COM	655664100	2603	48662	SH	SOLE	48662
NORFOLK SOUTHN CORP COM	COM	655844108	6254	101132	SH	SOLE	101132
NORTHEAST UTILITIES COM	COM	664397106	3926	100461	SH	SOLE	100461
NORTHERN TR CORP COM	COM	665859104	3503	69829	SH	SOLE	69829
NORTHROP GRUMMAN CORP COM	COM	666807102	5308	78541	SH	SOLE	78541
NRG ENERGY INC COM NEW	COM	629377508	2371	103130	SH	SOLE	103130
NUCOR CORP COM	COM	670346105	4389	101643	SH	SOLE	101643
NVIDIA CORP COM	COM	67066G104	2457	199950	SH	SOLE	199950
NYSE EURONEXT COM STK	COM	629491101	2453	77759	SH	SOLE	77759
O REILLY AUTOMOTIVE INC NEW CO	COM	67103H107	3280	36679	SH	SOLE	36679
OCCIDENTAL PETROLEUM CORP	COM	674599105	19862	259256	SH	SOLE	259256
OMNICOM GROUP INC COM	COM	681919106	4223	84537	SH	SOLE	84537
ONEOK INC COM STK	COM	682680103	2799	65475	SH	SOLE	65475
ORACLE CORP COM	COM	68389X105	40078	1202821	SH	SOLE	1202821
OWENS ILL INC COM NEW	COM	690768403	1120	52649	SH	SOLE	52649
PACCAR INC COM	COM	693718108	5107	112969	SH	SOLE	112969
PALL CORP COM	COM	696429307	2142	35549	SH	SOLE	35549
PARKER-HANNIFIN CORP COM	COM	701094104	4061	47737	SH	SOLE	47737
PATTERSON COS INC COM	COM	703395103	916	26767	SH	SOLE	26767
PAYCHEX INC COM	COM	704326107	3223	103511	SH	SOLE	103511
PEABODY ENERGY CORP COM STK	COM	704549104	2285	85882	SH	SOLE	85882
PENNEY J.C CO INC COM	COM	708160106	899	45602	SH	SOLE	45602
PENTAIR LTD SHS	COM	H6169Q108	3307	67293	SH	SOLE	67293
PEOPLES UTD FINL INC COM	COM	712704105	1345	111240	SH	SOLE	111240
PEPCO HLDGS INC COM	COM	713291102	1440	73430	SH	SOLE	73430
PEPSICO INC COM	COM	713448108	33872	494987	SH	SOLE	494987
PERKINELMER INC COM	COM	714046109	1166	36729	SH	SOLE	36729
PERRIGO CO COM	COM	714290103	2938	28239	SH	SOLE	28239
PETSMART INC COM	COM	716768106	2350	34392	SH	SOLE	34392
PFIZER INC COM	COM	717081103	59088	2355994	SH	SOLE	2355994
PG&E CORP COM	COM	69331C108	5528	137593	SH	SOLE	137593
PHILIP MORRIS INTL COM STK NPV	COM	718172109	44711	534570	SH	SOLE	534570
PHILLIPS 66 COM	COM	718546104	10634	200255	SH	SOLE	200255

PINNACLE W. CAP CORP COM	COM	723484101	1790	35104	SH	SOLE	35104
PIIONEER NAT RES CO COM STK	COM	723787107	4203	39434	SH	SOLE	39434
PITNEY BOWES INC COM	COM	724479100	684	64240	SH	SOLE	64240
PLUM CREEK TIMBER CO INC COM	COM	729251108	2294	51704	SH	SOLE	51704
PNC FINANCIAL SERVICES GROUP C	COM	693475105	9868	169234	SH	SOLE	169234
PPG IND INC COM	COM	693506107	6642	49071	SH	SOLE	49071
PPL CORP COM ISIN US69351T1060	COM	69351T106	5329	186144	SH	SOLE	186144
PRAXAIR INC COM	COM	74005P104	10406	95079	SH	SOLE	95079
PRECISION CASTPARTS CORP COM	COM	740189105	8822	46572	SH	SOLE	46572
PRICELINE COM INC COM NEW STK	COM	741503403	9912	15957	SH	SOLE	15957
PRINCIPAL FINL GROUP INC COM S	COM	74251V102	2519	88310	SH	SOLE	88310
PROCTER & GAMBLE COM NPV	COM	742718109	59400	874943	SH	SOLE	874943
PROGRESSIVE CORP OH COM	COM	743315103	3757	178036	SH	SOLE	178036
PROLOGIS INC COM	COM	74340W103	5382	147489	SH	SOLE	147489
PRUDENTIAL FINL INC COM	COM	744320102	7918	148478	SH	SOLE	148478
PUB SERVICE ENTERPRISE GROUP I	COM	744573106	4954	161891	SH	SOLE	161891
PUB STORAGE COM	COM	74460D109	6688	46139	SH	SOLE	46139
PULTE GROUP INC	COM	745867101	1976	108786	SH	SOLE	108786
QEP RES INC COM STK	COM	74733V100	1725	56997	SH	SOLE	56997
QUALCOMM INC COM	COM	747525103	33818	545282	SH	SOLE	545282
QUANTA SVCS INC COM	COM	74762E102	1861	68210	SH	SOLE	68210
QUEST DIAGNOSTICS INC COM	COM	74834L100	2964	50869	SH	SOLE	50869
RALPH LAUREN CORP CL A CL A	COM	751212101	2941	19614	SH	SOLE	19614
RANGE RES CORP COM	COM	75281A109	3270	52041	SH	SOLE	52041
RAYTHEON CO USD0.01	COM	755111507	6076	105556	SH	SOLE	105556
RED HAT INC COM	COM	756577102	3276	61863	SH	SOLE	61863
REGIONS FINL CORP NEW COM	COM	7591EP100	3219	452155	SH	SOLE	452155
REPUBLIC SVCS INC COM	COM	760759100	2807	95697	SH	SOLE	95697
REYNOLDS AMERICAN INC COM	COM	761713106	4298	103739	SH	SOLE	103739
ROBERT HALF INTL INC COM	COM	770323103	1433	45036	SH	SOLE	45036
ROCKWELL AUTOMATION	COM	773903109	3744	44578	SH	SOLE	44578
ROCKWELL COLLINS INC COM	COM	774341101	2610	44868	SH	SOLE	44868
ROPER INDS INC NEW COM	COM	776696106	3510	31484	SH	SOLE	31484
ROSS STORES INC COM	COM	778296103	3853	71161	SH	SOLE	71161
ROWAN COMPANIES PLC	COM	G7665A101	1243	39742	SH	SOLE	39742
RYDER SYS INC COM	COM	783549108	817	16356	SH	SOLE	16356
S.W. AIRL CO COM	COM	844741108	2418	236150	SH	SOLE	236150
SAFEMWAY INC COM NEW	COM	786514208	1387	76671	SH	SOLE	76671
SAIC INC COM STK USD0.0001	COM	78390X101	1028	90800	SH	SOLE	90800
SALESFORCE COM INC COM STK	COM	79466L302	7027	41804	SH	SOLE	41804
SANDISK CORP COM	COM	80004C101	3370	77372	SH	SOLE	77372
SCANA CORP NEW COM	COM	80589M102	1925	42173	SH	SOLE	42173
SCHLUMBERGER LTD COM COM	COM	806857108	29436	424817	SH	SOLE	424817
SCHWAB CHARLES CORP COM NEW	COM	808513105	5039	350903	SH	SOLE	350903
SCRIPPS NETWORKS INTERACTIVE I	COM	811065101	1611	27812	SH	SOLE	27812
SEAGATE TECHNOLOGY PLC COM USD	COM	G7945M107	3277	107509	SH	SOLE	107509
SEALED AIR CORP NEW COM STK	COM	81211K100	1090	62244	SH	SOLE	62244
SEMPRA ENERGY INC COM STK	COM	816851109	5106	71974	SH	SOLE	71974
SHERWIN-WILLIAMS CO COM	COM	824348106	4212	27385	SH	SOLE	27385
SIGMA-ALDRICH CORP COM	COM	826552101	2833	38504	SH	SOLE	38504
SIMON PROPERTY GROUP INC COM	COM	828806109	15649	98990	SH	SOLE	98990
SLM CORP COM	COM	78442P106	2533	147889	SH	SOLE	147889
SMUCKER J M CO COM NEW COM NEW	COM	832696405	2993	34708	SH	SOLE	34708
SNAP-ON INC COM	COM	833034101	1472	18634	SH	SOLE	18634
SOUTHERN CO COM STK	COM	842587107	11974	279710	SH	SOLE	279710
SOUTHWESTERN ENERGY CO COM	COM	845467109	3736	111817	SH	SOLE	111817
SPECTRA ENERGY CORP COM STK	COM	847560109	5834	213059	SH	SOLE	213059
SPRINT NEXTEL CORP	COM	852061100	5452	961464	SH	SOLE	961464
ST JUDE MED INC COM	COM	790849103	3564	98615	SH	SOLE	98615
STANLEY BLACK & DECKER INC COM	COM	854502101	3995	54011	SH	SOLE	54011
STAPLES INC COM	COM	855030102	2458	215640	SH	SOLE	215640
STARBUCKS CORP COM	COM	855244109	12759	237949	SH	SOLE	237949
STARWOOD HOTELS & RESORTS WORL	COM	85590A401	3597	62712	SH	SOLE	62712
STATE STR CORP COM	COM	857477103	6992	148737	SH	SOLE	148737
STERICYCLE INC COM	COM	858912108	2563	27484	SH	SOLE	27484
STRYKER CORP	COM	863667101	5069	92464	SH	SOLE	92464
SUN TR BANKS INC COM	COM	867914103	4888	172423	SH	SOLE	172423
SYMANTEC CORP COM	COM	871503108	4177	222046	SH	SOLE	222046
SYSCO CORP COM	COM	871829107	5955	188095	SH	SOLE	188095
T ROWE PRICE GROUP INC	COM	74144T108	5312	81556	SH	SOLE	81556
TARGET CORP COM STK	COM	87612E106	12322	208251	SH	SOLE	208251
TE CONNECTIVITY LTD	COM	H84989104	5019	135222	SH	SOLE	135222
TECO ENERGY INC COM	COM	872375100	1092	65148	SH	SOLE	65148
TENET HEALTHCARE CORP COM NEW	COM	88033G407	1106	34072	SH	SOLE	34072
TERADATA CORP DEL COM STK	COM	88076W103	3349	54111	SH	SOLE	54111
TERADYNE INC COM	COM	880770102	1015	60112	SH	SOLE	60112
TESORO CORP	COM	881609101	1980	44939	SH	SOLE	44939
TEXAS INSTRUMENTS INC COM	COM	882508104	11097	358652	SH	SOLE	358652
TEXTRON INC COM	COM	883203101	2236	90183	SH	SOLE	90183
THERMO FISHER CORP	COM	883556102	7352	115267	SH	SOLE	115267
TIFFANY & CO COM	COM	886547108	2187	38133	SH	SOLE	38133
TIME WARNER CABLE INC COM	COM	88732J207	9385	96566	SH	SOLE	96566
TIME WARNER INC USD0.01	COM	887317303	14492	302991	SH	SOLE	302991
TJX COS INC COM NEW	COM	872540109	9906	233358	SH	SOLE	233358
TORCHMARK CORP COM	COM	891027104	1570	30377	SH	SOLE	30377

TOTAL SYS SVCS INC COM	COM	891906109	1101	51417	SH	SOLE	51417
TRAVELERS COS INC COM STK	COM	89417E109	8766	122062	SH	SOLE	122062
TRIPADVISOR INC COM COM STK	COM	896945201	1472	35073	SH	SOLE	35073
TYCO INTERNATIONAL LTD(SWITZER	COM	H89128104	4359	149028	SH	SOLE	149028
TYSON FOODS INC CL A COM (DELA	COM	902494103	1782	91843	SH	SOLE	91843
UNION PAC CORP COM	COM	907818108	18924	150525	SH	SOLE	150525
UNITED PARCEL SVC INC CL B	COM	911312106	16881	228960	SH	SOLE	228960
UNITED STS STL CORP NEW COM	COM	912909108	1102	46169	SH	SOLE	46169
UNITED TECHNOLOGIES CORP COM	COM	913017109	22129	269827	SH	SOLE	269827
UNITEDHEALTH GROUP INC COM	COM	91324P102	17730	326874	SH	SOLE	326874
UNUM GROUP	COM	91529Y106	1833	88038	SH	SOLE	88038
URBAN OUTFITTERS INC COM	COM	917047102	1378	35018	SH	SOLE	35018
US BANCORP	COM	902973304	19219	601711	SH	SOLE	601711
V F CORP COM	COM	918204108	4257	28200	SH	SOLE	28200
VALERO ENERGY CORP COM STK NEW	COM	91913Y100	6044	177131	SH	SOLE	177131
VARIAN MEDICAL SYSTEMS INC	COM	92220P105	2459	35009	SH	SOLE	35009
VENTAS INC REIT	COM	92276F100	6121	94576	SH	SOLE	94576
VERISIGN INC COM	COM	92343E102	1929	49682	SH	SOLE	49682
VERIZON COMMUNICATIONS COM	COM	92343V104	39516	913243	SH	SOLE	913243
VIACOM INC NEW CL B	COM	92553P201	7797	147839	SH	SOLE	147839
VISA INC COM CL A STK	COM	92826C839	25287	166820	SH	SOLE	166820
VORNADO RLTY TR COM	COM	929042109	4341	54204	SH	SOLE	54204
VULCAN MATERIALS CO COM	COM	929160109	2159	41470	SH	SOLE	41470
WAL-MART STORES INC COM	COM	931142103	36519	535231	SH	SOLE	535231
WALGREEN CO COM	COM	931422109	10174	274905	SH	SOLE	274905
WALT DISNEY CO	COM	254687106	28235	567072	SH	SOLE	567072
WASH POST CO CL B COM	COM	939640108	526	1440	SH	SOLE	1440
WASTE MGMT INC DEL COM STK	COM	94106L109	4708	139539	SH	SOLE	139539
WATERS CORP COM	COM	941848103	2424	27825	SH	SOLE	27825
WATSON PHARMACEUTICALS INC COM	COM	942683103	3516	40882	SH	SOLE	40882
WELLPOINT INC COM	COM	94973V107	5919	97168	SH	SOLE	97168
WELLS FARGO & CO NEW COM STK	COM	949746101	53547	1566628	SH	SOLE	1566628
WESTERN UNION CO	COM	959802109	2598	190903	SH	SOLE	190903
WESTN DIGITAL CORP COM	COM	958102105	2981	70156	SH	SOLE	70156
WEYERHAEUSER CO COM	COM	962166104	4821	173288	SH	SOLE	173288
WHIRLPOOL CORP COM	COM	963320106	2535	24913	SH	SOLE	24913
WHOLE FOODS MKT INC COM	COM	966837106	5043	55212	SH	SOLE	55212
WILLIAMS CO INC COM	COM	969457100	7059	215622	SH	SOLE	215622
WINDSTREAM CORP COM STK	COM	97381W104	1558	188198	SH	SOLE	188198
WIS ENERGY COM	COM	976657106	2713	73621	SH	SOLE	73621
WPX ENERGY INC COM SHS	COM	98212B103	948	63740	SH	SOLE	63740
WYNDHAM WORLDWIDE CORP COM STK	COM	98310W108	2388	44885	SH	SOLE	44885
WYNN RESORTS LTD COM	COM	983134107	2860	25427	SH	SOLE	25427
XCEL ENERGY INC COM	COM	98389B100	4168	156036	SH	SOLE	156036
XEROX CORP COM	COM	984121103	2758	404362	SH	SOLE	404362
XILINX INC COM	COM	983919101	2997	83494	SH	SOLE	83494
XL GROUP PLC ORD USD0.01	COM	G98290102	2411	96192	SH	SOLE	96192
XYLEM INC W/I	COM	98419M100	1611	59453	SH	SOLE	59453
YAHOO INC COM	COM	984332106	6628	333041	SH	SOLE	333041
YUM BRANDS INC COM	COM	988498101	9600	144577	SH	SOLE	144577
ZIMMER HLDGS INC COM	COM	98956P102	3701	55520	SH	SOLE	55520
ZIONS BANCORP COM	COM	989701107	1261	58938	SH	SOLE	58938
1ST HORIZON NATL CORP COM	COM	320517105	784	79082	SH	SOLE	79082
3M CO COM	COM	88579Y101	18914	203702	SH	SOLE	203702
5TH 3RD BANCORP COM	COM	316773100	4362	287186	SH	SOLE	287186
REPORT SUMMARY	0500 DATA RECORDS		4084967		0000 OTHER MANAGER ON WHOSE	BEHALF REPORT IS FILED	

</TABLE>