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ING GROEP NV  
Form 13F-HR  
February 14, 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: December 31, 2012  
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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: ING Groep N.V.  
-----  
Address: Bijlmerplein 888  
-----  
1102 MG, Amsterdam  
-----  
The Netherlands  
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Form 13F File Number: 28-13263  
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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: Sander Valkering  
-----  
Title: Business Manager  
-----  
Phone: +31 20 576 65 28  
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Signature, Place, and Date of Signing:

/s/ Sander Valkering	Amsterdam,	February 14, 2013
-----	-----	-----
[Signature]	[City, State]	[Date]

Name: Just Emke-Petrelluzzi Bojanic  
-----  
Title: Senior Compliance Officer  
-----  
Phone: +31 20 576 65 41  
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Signature, Place, and Date of Signing:

/s/ Just Emke-Petrelluzzi Bojanic Amsterdam, February 14, 2013
[Signature] [City, State] [Date]

This amendment provides corrected values for the share holdings included in the Information Table.

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).)
/X/ 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:

Table with 2 columns: Form 13F File Number, Name. Rows include ING Investment Management, Inc., ING Investment Management (Europe) B.V., ING Investment Management Co., ING Investment Trust Company, ING Investments, LLC, ING Investment Management LLC.

FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 2
Form 13F Information Table Entry Total: 519
Form 13F Information Table Value Total: \$4,127,701 (USD thousands)

List of Other Included Managers:

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

Table with 3 columns: No., Form 13F File Number, Name. Rows include Other wholly owned subsidiary of ING Groep N.V., ING Investment Management Advisors B.V.

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Issuer Name	Class Title	CUSIP	VALUE (x1000)	# of Shares	SH/PRN	PUT/CALL	Inve Disc
3M CO	COM	88579Y101	1,029	11086			DEFI
ABBOTT LABS	COM	002824100	9,907	151257	SH		DEFI
ABBOTT LABS	COM	002824100	14,380	219446			DEFI
ABERCROMBIE & FITCH CO	CL A	002896207	489	10188			DEFI
ADOBE SYS INC	COM	00724F101	2,159	57289	SH		DEFI
ADVANCED MICRO DEVICES INC	COM	007903107	759	316273			DEFI
AETNA INC NEW	COM	00817Y108	1,619	34960			DEFI
AFFYMETRIX INC	COM	00826T108	185	58350			DEFI
AGNICO EAGLE MINES LTD	COM	008474108	2,325	44317			DEFI
AGRIUM INC	COM	008916108	4,357	43632			DEFI
AIR PRODS & CHEMS INC	COM	009158106	1,224	14567	SH		DEFI
AK STL HLDG CORP	COM	001547108	1,820	395691			DEFI
ALEXION PHARMACEUTICALS INC	COM	015351109	451	4812			DEFI
ALLERGAN INC	COM	018490102	286	3119			DEFI
ALLIANCE ONE INTL INC	COM	018772103	2,523	693042			DEFI
ALLSTATE CORP	COM	020002101	803	20000			DEFI
ALTRIA GROUP INC	COM	02209S103	2,118	67421	SH		DEFI
ALTRIA GROUP INC	COM	02209S103	7,071	224911			DEFI
AMAZON COM INC	COM	023135106	2,536	10093			DEFI
AMEREN CORP	COM	023608102	1,151	37455			DEFI
AMERICA MOVIL SAB DE CV	SPON ADR L SHS	02364W105	839	36273			DEFI
AMERICAN ELEC PWR INC	COM	025537101	1,785	41818	SH		DEFI
AMERICAN INTL GROUP INC	COM NEW	026874784	1,040	29466			DEFI
AMERICAN TOWER CORP NEW	COM	03027X100	5,906	76439			DEFI
AMERIPRISE FINL INC	COM	03076C106	6,027	96232			DEFI
AMERISOURCEBERGEN CORP	COM	03073E105	416	9630			DEFI
AMETEK INC NEW	COM	031100100	6,101	162336			DEFI
AMGEN INC	COM	031162100	3,565	41289			DEFI
ANADARKO PETE CORP	COM	032511107	1,423	19150			DEFI
ANALOG DEVICES INC	COM	032654105	9,678	230100	SH		DEFI
ANALOG DEVICES INC	COM	032654105	4,301	102292			DEFI
APACHE CORP	COM	037411105	1,664	21193			DEFI
APPLE INC	COM	037833100	858	1610	SH		DEFI
APPLE INC	COM	037833100	30,906	58076			DEFI
AQUA AMERICA INC	COM	03836W103	478	18795			DEFI
ARCH COAL INC	COM	039380100	4,877	666200	SH		DEFI
ARCH COAL INC	COM	039380100	367	50144			DEFI
ARCHER DANIELS MIDLAND CO	COM	039483102	1,757	64156			DEFI
AT&T INC	COM	00206R102	2,858	84778	SH		DEFI
AUTOMATIC DATA PROCESSING IN	COM	053015103	1,363	23904			DEFI
AVALONBAY CMNTYS INC	COM	053484101	4,320	31861			DEFI
AVIS BUDGET GROUP	COM	053774105	10,988	554119			DEFI
AVON PRODS INC	COM	054303102	35,950	2500000			DEFI
B/E AEROSPACE INC	COM	073302101	1,225	24795			DEFI
BADGER METER INC	COM	056525108	398	8400			DEFI
BAIDU INC	SPON ADR REP A	056752108	612	6100	SH		DEFI
BAKER HUGHES INC	COM	057224107	225	5500			DEFI
BANCO BRADESCO S A	SP ADR PFD NEW	059460303	768	44187			DEFI
BANCO SANTANDER BRASIL S A	ADS REP 1 UNIT	05967A107	3,211	441693			DEFI
BANCO SANTANDER CHILE NEW	SP ADR REP COM	05965X109	285	9991			DEFI
BANK MONTREAL QUE	COM	063671101	1,729	28217			DEFI
BANK NOVA SCOTIA HALIFAX	COM	064149107	3,424	59165			DEFI
BANK OF AMERICA CORPORATION	COM	060505104	2,401	206970	SH		DEFI
BANK OF AMERICA CORPORATION	COM	060505104	561,311	48347195			DEFI
BARNES & NOBLE INC	COM	067774109	1,130	75000			DEFI

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BARRICK GOLD CORP	COM	067901108	2,006	57302	SH	DEFI
BARRICK GOLD CORP	COM	067901108	8,569	244717		DEFI
BAXTER INTL INC	COM	071813109	495	7430		DEFI
BB&T CORP	COM	054937107	88,794	3049755		DEFI
BCE INC	COM NEW	05534B760	982	22887		DEFI
BERKSHIRE HATHAWAY INC DEL	CL B NEW	084670702	21,786	242790		DEFI
BEST BUY INC	COM	086516101	2,839	240000		DEFI
BIOGEN IDEC INC	COM	09062X103	5,128	34965		DEFI
BIOMARIN PHARMACEUTICAL INC	COM	09061G101	479	9719		DEFI
BLACKROCK INC	COM	09247X101	7,262	35132		DEFI
BLACKSTONE GROUP L P	COM UNIT LTD	09253U108	2,541	162982	SH	DEFI
BLACKSTONE GROUP L P	COM UNIT LTD	09253U108	162,396	10416665		DEFI
BOEING CO	COM	097023105	748	9916		DEFI
BORGWARNER INC	COM	099724106	265	3700	SH	DEFI
BRE PROPERTIES INC	CL A	05564E106	2,227	43822		DEFI
BRISTOL MYERS SQUIBB CO	COM	110122108	10,308	316300	SH	DEFI
BRISTOL MYERS SQUIBB CO	COM	110122108	6,658	204122		DEFI
BROADCOM CORP	CL A	111320107	3,663	110370		DEFI
BROOKFIELD ASSET MGMT INC	CL A LTD VT SH	112585104	781	21305		DEFI
BROOKFIELD OFFICE PPTYS INC	COM	112900105	610	35840		DEFI
BUNGE LIMITED	COM	G16962105	4,372	60175		DEFI
CADIZ INC	COM NEW	127537207	295	37000		DEFI
CALGON CARBON CORP	COM	129603106	184	12960		DEFI
CALPINE CORP	COM NEW	131347304	8,411	464180		DEFI
CAMERON INTERNATIONAL CORP	COM	13342B105	5,543	98175		DEFI
CANADIAN NAT RES LTD	COM	136385101	8,516	294880		DEFI
CANADIAN NATL RY CO	COM	136375102	2,750	30211		DEFI
CANADIAN PAC RY LTD	COM	13645T100	265	2610		DEFI
CAPITAL ONE FINL CORP	COM	14040H105	673	11620		DEFI
CARNIVAL CORP	PAIRED CTF	143658300	1,812	49278	SH	DEFI
CARNIVAL CORP	PAIRED CTF	143658300	1,882	51192		DEFI
CATERPILLAR INC DEL	COM	149123101	752	8400	SH	DEFI
CATERPILLAR INC DEL	COM	149123101	3,923	43800		DEFI
CBS CORP NEW	CL B	124857202	6,284	165070		DEFI
CELGENE CORP	COM	151020104	622	7907	SH	DEFI
CENOVUS ENERGY INC	COM	15135U109	1,366	40726		DEFI
CENTERPOINT ENERGY INC	COM	15189T107	3,184	165403		DEFI
CENTURYLINK INC	COM	156700106	9,741	249000	SH	DEFI
CENTURYLINK INC	COM	156700106	3,340	85351		DEFI
CHECK POINT SOFTWARE TECH LT	ORD	M22465104	2,047	42974	SH	DEFI
CHESAPEAKE ENERGY CORP	COM	165167107	411	24739		DEFI
CHEVRON CORP NEW	COM	166764100	10,144	93800	SH	DEFI
CHEVRON CORP NEW	COM	166764100	5,440	50285		DEFI
CHINA MOBILE LIMITED	SPONSORED ADR	16941M109	18,838	320818	SH	DEFI
CHIPOTLE MEXICAN GRILL INC	COM	169656105	457	1540		DEFI
CIENA CORP	COM NEW	171779309	193	12300	SH	DEFI
CIGNA CORPORATION	COM	125509109	2,629	49183		DEFI
CIRRUS LOGIC INC	COM	172755100	290	10000		DEFI
CISCO SYS INC	COM	17275R102	2,564	130505	SH	DEFI
CITIGROUP INC	COM NEW	172967424	3,822	96609	SH	DEFI
CNOOC LTD	SPONSORED ADR	126132109	798	3632		DEFI
COACH INC	COM	189754104	10,143	182730	SH	DEFI
COACH INC	COM	189754104	11,905	214383		DEFI
COCA COLA CO	COM	191216100	15,972	440358		DEFI
COCA COLA ENTERPRISES INC NE	COM	19122T109	8,047	253421		DEFI

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COGNIZANT TECHNOLOGY						
SOLUTIO	CL A	192446102	368	4968		DEFI
COMCAST CORP NEW	CL A	20030N101	12,953	346418		DEFI
COMPANHIA DE BEBIDAS DAS AME	SPON ADR PFD	20441W203	1,177	28046		DEFI
COMPANHIA DE SANEAMENTO BASI	SPONSORED ADR	20441A102	892	10688		DEFI
COMPANHIA ENERGETICA DE MINA	SP ADR N-V PFD	204409601	3,017	277800	SH	DEFI
COMPANHIA ENERGETICA DE MINA	SP ADR N-V PFD	204409601	123	11294		DEFI
COMPANHIA SIDERURGICA NACION	SPONSORED ADR	20440W105	9,583	1624227		DEFI
COMPANIA DE MINAS BUENAVENTU	SPONSORED ADR	204448104	1,664	46278	SH	DEFI
CONAGRA FOODS INC	COM	205887102	1,833	62096		DEFI
CONSOLIDATED EDISON INC	COM	209115104	222	4000		DEFI
COOPER COS INC	COM NEW	216648402	2,754	29788		DEFI
COSTCO WHSL CORP NEW	COM	22160K105	9,857	99722		DEFI
COVANTA HLDG CORP	COM	22282E102	401	21777		DEFI
CREDICORP LTD	COM	G2519Y108	318	2169	SH	DEFI
CTC MEDIA INC	COM	12642X106	2,925	375900	SH	DEFI
CUMMINS INC	COM	231021106	314	2900		DEFI
CVS CAREMARK CORPORATION	COM	126650100	2,461	50909	SH	DEFI
CYTEC INDS INC	COM	232820100	1,104	16033	SH	DEFI
DANAHER CORP DEL	COM	235851102	9,085	162461		DEFI
DDR CORP	COM	23317H102	1,968	125780		DEFI
DELL INC	COM	24702R101	1,932	190557		DEFI
DENBURY RES INC	COM NEW	247916208	1,028	63435		DEFI
DIAMOND OFFSHORE DRILLING IN	COM	25271C102	1,000	14716	SH	DEFI
DIREXION SHS ETF TR	DLY FIN BULL NEW	25459Y694	11,380	94867		DEFI
DISCOVER FINL SVCS	COM	254709108	2,334	60541		DEFI
DISCOVERY COMMUNICATNS NEW	COM SER A	25470F104	5,748	90505		DEFI
DISNEY WALT CO	COM DISNEY	254687106	1,965	39456	SH	DEFI
DISNEY WALT CO	COM DISNEY	254687106	981	19705		DEFI
DOUGLAS EMMETT INC	COM	25960P109	2,024	86868		DEFI
DOVER CORP	COM	260003108	2,043	31066		DEFI
DOW CHEM CO	COM	260543103	11,584	358403	SH	DEFI
DOW CHEM CO	COM	260543103	957	29601		DEFI
DR REDDYS LABS LTD	ADR	256135203	280	8406		DEFI
DRESSER-RAND GROUP INC	COM	261608103	1,006	17926	SH	DEFI
DTE ENERGY CO	COM	233331107	3,002	49996		DEFI
DU PONT E I DE NEMOURS & CO	COM	263534109	1,468	32633		DEFI
E M C CORP MASS	COM	268648102	2,394	94626	SH	DEFI
E M C CORP MASS	COM	268648102	7,498	296262		DEFI
EASTMAN CHEM CO	COM	277432100	7,901	116036		DEFI
ELDORADO GOLD CORP NEW	COM	284902103	7,929	615346		DEFI
EMBRAER S A	SP ADR REP 4 COM	29082A107	4,341	152245	SH	DEFI
EMERSON ELEC CO	COM	291011104	976	18437	SH	DEFI
EMPRESA NACIONAL DE ELCTRCID	SPONSORED ADR	29244T101	458	9387		DEFI
ENBRIDGE INC	COM	29250N105	8,163	188471		DEFI
ENERGY TRANSFER EQUITY L P	COM UT LTD PTN	29273V100	113,189	2489868		DEFI
ENERSIS S A	SPONSORED ADR	29274F104	344	18900	SH	DEFI
ENERSIS S A	SPONSORED ADR	29274F104	2,473	135822		DEFI
ENSCO PLC	SHS CLASS A	G3157S106	10,872	183400	SH	DEFI
ENTERGY CORP NEW	COM	29364G103	4,094	64223		DEFI
EOG RES INC	COM	26875P101	9,679	80138		DEFI
EQT MIDSTREAM PARTNERS LP	UNIT LTD PARTN	26885B100	24,920	800000		DEFI
EQUIFAX INC	COM	294429105	6,272	115928		DEFI
EXELON CORP	COM	30161N101	1,532	51512	SH	DEFI
EXELON CORP	COM	30161N101	10,508	353444		DEFI

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EXPRESS SCRIPTS HLDG CO	COM	30219G108	8,680	160804		DEFI
EXTERRAN HLDGS INC	COM	30225X103	3,509	160063		DEFI
EXXON MOBIL CORP	COM	30231G102	9,650	111500	SH	DEFI
EXXON MOBIL CORP	COM	30231G102	51,602	596070		DEFI
F5 NETWORKS INC	COM	315616102	204	2100	SH	DEFI
F5 NETWORKS INC	COM	315616102	2,123	21860		DEFI
FACEBOOK INC	CL A	30303M102	3,804	142910		DEFI
FEDEX CORP	COM	31428X106	1,137	12396		DEFI
FIDELITY NATL INFORMATION SV	COM	31620M106	2,099	60277		DEFI
FIFTH THIRD BANCORP	COM	316773100	2,248	147911		DEFI
FIRST NIAGARA FINL GP INC	COM	33582V108	5,147	649000	SH	DEFI
FIRST NIAGARA FINL GP INC	COM	33582V108	447	56260		DEFI
FIRST SOLAR INC	COM	336433107	701	22721		DEFI
FIRSTENERGY CORP	COM	337932107	854	20466		DEFI
FLOWERVE CORP	COM	34354P105	4,707	32070		DEFI
FLUOR CORP NEW	COM	343412102	2,838	48272		DEFI
FOMENTO ECONOMICO MEXICANO S	SPON ADR UNITS	344419106	1,529	15183	SH	DEFI
FOMENTO ECONOMICO MEXICANO S	SPON ADR UNITS	344419106	2,858	28378		DEFI
FOOT LOCKER INC	COM	344849104	1,598	49766		DEFI
FRANKLIN RES INC	COM	354613101	1,007	8012		DEFI
FREEMPORT-MCMORAN COPPER & GO	COM	35671D857	16,056	469481	SH	DEFI
FREEMPORT-MCMORAN COPPER & GO	COM	35671D857	1,616	47218		DEFI
GAP INC DEL	COM	364760108	5,613	180821		DEFI
GENERAL ELECTRIC CO	COM	369604103	18,726	892121	SH	DEFI
GENERAL ELECTRIC CO	COM	369604103	27,869	1327725		DEFI
GENERAL MLS INC	COM	370334104	506	12526		DEFI
GEOGLOBAL RESOURCES INC	COM	37249T109	1	10000		DEFI
GEORGIA GULF CORP	COM PAR\$0.01 NEW	373200302	41,280	1000000		DEFI
GILDAN ACTIVEWEAR INC	COM	375916103	201	5500		DEFI
GILEAD SCIENCES INC	COM	375558103	11,859	161390		DEFI
GNC HLDGS INC	COM CL A	36191G107	239	7169		DEFI
GOL LINHAS AEREAS INTLG S A	SP ADR REP PFD	38045R107	196	29933		DEFI
GOLDCORP INC NEW	COM	380956409	484	13200	SH	DEFI
GOLDCORP INC NEW	COM	380956409	7,190	195963		DEFI
GOLDMAN SACHS GROUP INC	COM	38141G104	2,644	20728	SH	DEFI
GOODYEAR TIRE & RUBR CO	COM	382550101	1,501	108752		DEFI
GOOGLE INC	CL A	38259P508	4,028	5678	SH	DEFI
GOOGLE INC	CL A	38259P508	17,475	24652		DEFI
GRAN TIERRA ENERGY INC	COM	38500T101	2,760	500000		DEFI
GREAT PLAINS ENERGY INC	COM	391164100	1,433	70574		DEFI
GROUPE CGI INC	CL A SUB VTG	39945C109	202	8760		DEFI
GRUPO TELEVISIA SA	SPON ADR REP ORD	40049J206	237	8900		DEFI
GUESS INC	COM	401617105	10,421	425000		DEFI
HALLIBURTON CO	COM	406216101	2,092	60310	SH	DEFI
HALLIBURTON CO	COM	406216101	5,552	159941		DEFI
HARLEY DAVIDSON INC	COM	412822108	5,074	103916		DEFI
HAWAIIAN TELCOM HOLDCO INC	COM	420031106	493	25623		DEFI
HDFC BANK LTD	ADR REPS 3 SHS	40415F101	1,354	33253		DEFI
HEALTH CARE REIT INC	COM	42217K106	1,553	25335		DEFI
HECKMANN CORP	COM	422680108	101	25000		DEFI
HEINZ H J CO	COM	423074103	8,122	140787		DEFI

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HERCULES TECH GROWTH CAP INC	COM	427096508	10,777	970000		DEFI
HESS CORP	COM	42809H107	1,899	35855	SH	DEFI
HEWLETT PACKARD CO	COM	428236103	10,039	704500	SH	DEFI
HEWLETT PACKARD CO	COM	428236103	14,675	1029810		DEFI
HIGHWOODS PPTYS INC	COM	431284108	1,128	33712		DEFI
HOME DEPOT INC	COM	437076102	11,470	185419		DEFI
HONEYWELL INTL INC	COM	438516106	1,634	25742	SH	DEFI
HONEYWELL INTL INC	COM	438516106	1,027	16175		DEFI
HOST HOTELS & RESORTS INC	COM	44107P104	8,680	553579		DEFI
IAMGOLD CORP	COM	450913108	1,873	163139		DEFI
ICICI BK LTD	ADR	45104G104	1,620	37185		DEFI
ILLUMINA INC	COM	452327109	11,576	208346		DEFI
IMPERIAL OIL LTD	COM NEW	453038408	298	6908		DEFI
INFOSYS LTD	SPONSORED ADR	456788108	865	20457		DEFI
INGERSOLL-RAND PLC	SHS	G47791101	561	11695	SH	DEFI
INTERMUNE INC	COM	45884X103	1,354	139698		DEFI
INTERNATIONAL BUSINESS MACHS	COM	459200101	10,827	56524		DEFI
INTEROIL CORP	COM	460951106	9,240	166465		DEFI
INTL PAPER CO	COM	460146103	2,043	51273		DEFI
INTUIT	COM	461202103	4,119	69249		DEFI
INTUITIVE SURGICAL INC	COM NEW	46120E602	290	592		DEFI
INVESCO LTD	SHS	G491BT108	1,963	75280		DEFI
ISHARES INC	MSCI MEX INVEST	464286822	677	9620		DEFI
ISHARES INC	MSCI THAILAND	464286624	676	8200		DEFI
ISHARES INC	MSCI CHILE INVES	464286640	476	7519		DEFI
ISHARES INC	MSCI PAC J IDX	464286665	20,019	425120		DEFI
ISHARES INC	MSCI ITALY	464286855	2,027	150700		DEFI
ISHARES INC	MSCI AUSTRALIA	464286103	3,374	134220		DEFI
ISHARES INC	MSCI HONG KONG	464286871	2,295	118000		DEFI
ISHARES INC	MSCI JAPAN	464286848	676	69290		DEFI
ISHARES INC	MSCI GERMANY	464286806	1,658	67215		DEFI
ISHARES INC	MSCI TAIWAN	464286731	872	64000		DEFI
ISHARES INC	MSCI SINGAPORE	464286673	825	60200		DEFI
ISHARES INC	MSCI SPAIN	464286764	1,791	59276		DEFI
ISHARES INC	MSCI UTD KINGD	464286699	1,036	57800		DEFI
ISHARES INC	MSCI MALAYSIA	464286830	518	34300		DEFI
ISHARES INC	MSCI FRANCE	464286707	665	28172		DEFI
ISHARES INC	MSCI EMU INDEX	464286608	914	27327		DEFI
ISHARES INC	MSCI TURKEY FD	464286715	1,165	17457		DEFI
ISHARES SILVER TRUST	ISHARES	46428Q109	323	11000		DEFI
ISHARES TR	INDONE INVS MRKT	46429B309	216	7127		DEFI
ISHARES TR	CORE S&P SCP ETF	464287804	344	4400		DEFI
ISHARES TR	MSCI EMERG MKT	464287234	34,057	767904		DEFI
ISHARES TR	CORE TOTUSD ETF	464287226	55,545	500000		DEFI
ISHARES TR	DJ SEL DIV INX	464287168	18,996	332036		DEFI
ISHARES TR	FTSE CHINA25 IDX	464287184	8,801	217480		DEFI
ISHARES TR	S&P LTN AM 40	464287390	7,165	163327		DEFI
ISHARES TR	DJ US BAS MATL	464287838	10,404	150000		DEFI
ISHARES TR	RUSSELL1000GRW	464287614	4,328	66180		DEFI
ISHARES TR	BARCLYS 1-3YR CR	464288646	3,860	36600		DEFI
ISHARES TR	DJ US ENERGY	464287796	1,209	29618		DEFI
ISHARES TR	S&P GLO INFRAS	464288372	698	19552		DEFI
ISHARES TR	JPMORGAN USD	464288281	2,395	19500		DEFI
ISHARES TR	S&P 100 IDX FD	464287101	1,055	16300		DEFI
ITAU UNIBANCO HLDG SA	SPON ADR REP PFD	465562106	5,358	325621		DEFI
JABIL CIRCUIT INC	COM	466313103	286	14819		DEFI

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JAMBA INC	COM	47023A101	45	20000		DEFI
JOHNSON & JOHNSON	COM	478160104	10,064	143561	SH	DEFI
JOHNSON & JOHNSON	COM	478160104	25,165	358991		DEFI
JOHNSON CTLS INC	COM	478366107	331	10780		DEFI
JPMORGAN CHASE & CO	COM	46625H100	20,964	476781	SH	DEFI
JPMORGAN CHASE & CO	COM	46625H100	44,287	1006761		DEFI
JUNIPER NETWORKS INC	COM	48203R104	5,233	265915		DEFI
KBR INC	COM	48242W106	362	12100	SH	DEFI
KELLOGG CO	COM	487836108	1,661	29741	SH	DEFI
KELLOGG CO	COM	487836108	1,538	27526		DEFI
KEYCORP NEW	COM	493267108	1,594	189081		DEFI
KILROY RLTY CORP	COM	49427F108	3,028	63885		DEFI
KIMCO RLTY CORP	COM	49446R109	1,960	101422		DEFI
KINDER MORGAN INC DEL	COM	49456B101	873	24712		DEFI
KINROSS GOLD CORP	COM NO PAR	496902404	3,840	395021		DEFI
KKR & CO L P DEL	COM UNITS	48248M102	129,243	8500000		DEFI
KLA-TENCOR CORP	COM	482480100	5,693	119200	SH	DEFI
KLA-TENCOR CORP	COM	482480100	1,701	35640		DEFI
KROGER CO	COM	501044101	1,100	42244		DEFI
LAUDER ESTEE COS INC	CL A	518439104	7,570	126455		DEFI
LIBERTY PPTY TR	SH BEN INT	531172104	2,541	71038		DEFI
LILLY ELI & CO	COM	532457108	9,923	201200	SH	DEFI
LILLY ELI & CO	COM	532457108	19,754	400438		DEFI
LIMITED BRANDS INC	COM	532716107	50,912	1081848		DEFI
LINCOLN NATL CORP IND	COM	534187109	1,162	44849		DEFI
LORILLARD INC	COM	544147101	10,465	89698	SH	DEFI
LORILLARD INC	COM	544147101	324	2777		DEFI
LOWES COS INC	COM	548661107	526	14800	SH	DEFI
MACERICH CO	COM	554382101	4,089	70156		DEFI
MACYS INC	COM	55616P104	7,110	182206		DEFI
MAGNA INTL INC	COM	559222401	889	17797		DEFI
MANNKIND CORP	COM	56400P201	462	200000		DEFI
MANULIFE FINL CORP	COM	56501R106	1,132	83314		DEFI
MARATHON OIL CORP	COM	565849106	1,663	54240	SH	DEFI
MARKET VECTORS ETF TR	RUSSIA ETF	57060U506	4,734	157974		DEFI
MARKET VECTORS ETF TR	AGRIBUS ETF	57060U605	6,333	119873		DEFI
MARKETAXESS HLDGS INC	COM	57060D108	759	21500		DEFI
MASTERCARD INC	CL A	57636Q104	124,447	253343		DEFI
MATTEL INC	COM	577081102	201	5498		DEFI
MCKESSON CORP	COM	58155Q103	3,378	34837		DEFI
MEAD JOHNSON NUTRITION CO	COM	582839106	922	13989	SH	DEFI
MEDIVATION INC	COM	58501N101	580	11329		DEFI
MEDTRONIC INC	COM	585055106	4,664	113710		DEFI
MERCK & CO INC NEW	COM	58933Y105	3,291	80394	SH	DEFI
METLIFE INC	COM	59156R108	16,653	505570	SH	DEFI
METLIFE INC	COM	59156R108	2,228	67653		DEFI
MICROSOFT CORP	COM	594918104	18,975	709866	SH	DEFI
MICROSOFT CORP	COM	594918104	32,317	1209031		DEFI
MINDRAY MEDICAL INTL LTD	SPON ADR	602675100	406	12399		DEFI
MOBILE TELESYSTEMS OJSC	SPONSORED ADR	607409109	18,267	979448	SH	DEFI
MOLSON COORS BREWING CO	CL B	60871R209	9,669	225969	SH	DEFI
MONSANTO CO NEW	COM	61166W101	341	3606	SH	DEFI
MONSANTO CO NEW	COM	61166W101	5,518	58282		DEFI
MONSTER WORLDWIDE INC	COM	611742107	4,052	721000		DEFI
MORGAN STANLEY	COM NEW	617446448	611	31924		DEFI
MOSAIC CO NEW	COM	61945C103	308	5436	SH	DEFI
MYLAN INC	COM	628530107	2,197	79937	SH	DEFI
MYLAN INC	COM	628530107	890	32390		DEFI
NASDAQ OMX GROUP INC	COM	631103108	996	39823		DEFI



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NETAPP INC	COM	64110D104	3,290	98049	SH	DEFI
NETAPP INC	COM	64110D104	2,015	60051		DEFI
NEUROCRINE BIOSCIENCES INC	COM	64125C109	287	38406		DEFI
NEWELL RUBBERMAID INC	COM	651229106	2,125	95415		DEFI
NEWMONT MINING CORP	COM	651639106	1,392	29957		DEFI
NEXEN INC	COM	65334H102	791	29363		DEFI
NEXTERA ENERGY INC	COM	65339F101	442	6391		DEFI
NICE SYS LTD	SPONSORED ADR	653656108	1,253	37418	SH	DEFI
NIKE INC	CL B	654106103	1,949	37778	SH	DEFI
NORDSTROM INC	COM	655664100	567	10602		DEFI
NORTHEAST UTILS	COM	664397106	9,946	254500	SH	DEFI
NRG ENERGY INC	COM NEW	629377508	3,676	159945		DEFI
NUANCE COMMUNICATIONS INC	COM	67020Y100	1,747	78287	SH	DEFI
NUCOR CORP	COM	670346105	1,531	35461		DEFI
NV ENERGY INC	COM	67073Y106	3,037	167627		DEFI
NYSE EURONEXT	COM	629491101	475	15000		DEFI
OCCIDENTAL PETE CORP DEL	COM	674599105	12,541	163703	SH	DEFI
ONYX PHARMACEUTICALS INC	COM	683399109	3,012	39877		DEFI
OPEN TEXT CORP	COM	683715106	225	4031		DEFI
ORACLE CORP	COM	68389X105	2,990	89741	SH	DEFI
ORACLE CORP	COM	68389X105	35,075	1052341		DEFI
ORIENT-EXPRESS HOTELS LTD	CL A	G67743107	352	30076		DEFI
PALL CORP	COM	696429307	3,957	65692		DEFI
PAN AMERICAN SILVER CORP	COM	697900108	628	33527		DEFI
PDL BIOPHARMA INC	COM	69329Y104	824	116837		DEFI
PEABODY ENERGY CORP	COM	704549104	637	23915		DEFI
PEBBLEBROOK HOTEL TR	COM	70509V100	1,224	53013		DEFI
PEMBINA PIPELINE CORP	COM	706327103	295	10299		DEFI
PENGROWTH ENERGY CORP	COM	70706P104	782	157354		DEFI
PENN NATL GAMING INC	COM	707569109	314	6400		DEFI
PEPSICO INC	COM	713448108	9,518	139094	SH	DEFI
PEPSICO INC	COM	713448108	8,005	116987		DEFI
PETROCHINA CO LTD	SPONSORED ADR	71646E100	706	4910		DEFI
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	7,508	389009	SH	DEFI
PETROLEO BRASILEIRO SA PETRO	SPONSORED ADR	71654V408	1,332	68415	SH	DEFI
PETROLEO BRASILEIRO SA PETRO	SPONSORED ADR	71654V408	19,235	987952		DEFI
PETSMART INC	COM	716768106	4,583	67001		DEFI
PFIZER INC	COM	717081103	14,146	564047	SH	DEFI
PFIZER INC	COM	717081103	24,898	991959		DEFI
PHILIP MORRIS INTL INC	COM	718172109	2,790	33354	SH	DEFI
PHILIP MORRIS INTL INC	COM	718172109	18,791	224581		DEFI
PITNEY BOWES INC	COM	724479100	8,066	758103	SH	DEFI
PITNEY BOWES INC	COM	724479100	436	40973		DEFI
PNC FINL SVCS GROUP INC	COM	693475105	9,627	165100	SH	DEFI
PNC FINL SVCS GROUP INC	COM	693475105	1,706	29251		DEFI
POST PPTYS INC	COM	737464107	2,739	54840		DEFI
POTASH CORP SASK INC	COM	73755L107	212	5200	SH	DEFI
POTASH CORP SASK INC	COM	73755L107	12,560	308666		DEFI
POWERSHARES ETF TRUST	WNRHLL CLN EN	73935X500	663	162200		DEFI
POWERSHS DB MULTI SECT COMM	DB PREC MTLs	73936B200	452	8000		DEFI
POWERSHS DB MULTI SECT COMM	PS DB AGRICUL FD	73936B408	350	12500		DEFI
PPL CORP	COM	69351T106	16,874	589395	SH	DEFI
PPL CORP	COM	69351T106	14,200	495978		DEFI
PRICE T ROWE GROUP INC	COM	74144T108	3,082	47320		DEFI
PRICELINE COM INC	COM NEW	741503403	1,775	2862		DEFI

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PROCTER & GAMBLE CO	COM	742718109	12,278	180856	SH	DEFI
PROCTER & GAMBLE CO	COM	742718109	7,968	117316		DEFI
PROGRESSIVE CORP OHIO	COM	743315103	108,252	5128000		DEFI
PROLOGIS INC	COM	74340W103	956	26184		DEFI
PROSHARES TR II	ULT DJ UBS CRUDE	74347W650	1,229	41901		DEFI
PRUDENTIAL FINL INC	COM	744320102	529	9925		DEFI
PUBLIC SVC ENTERPRISE GROUP	COM	744573106	1,832	59863		DEFI
PVH CORP	COM	693656100	1,857	16755		DEFI
PVR PARTNERS L P	COM UNIT REPTG L	693665101	1,144	44000		DEFI
QUALCOMM INC	COM	747525103	2,398	38665	SH	DEFI
QUALCOMM INC	COM	747525103	6,648	107166		DEFI
QUANTA SVCS INC	COM	74762E102	454	16637	SH	DEFI
RANGE RES CORP	COM	75281A109	1,617	25734		DEFI
REGENERON PHARMACEUTICALS	COM	75886F107	425	2490		DEFI
REGIONS FINL CORP NEW	COM	7591EP100	1,344	188826	SH	DEFI
REYNOLDS AMERICAN INC	COM	761713106	2,716	65626		DEFI
RIO TINTO PLC	SPONSORED ADR	767204100	501	8625		DEFI
ROGERS COMMUNICATIONS INC	CL B	775109200	7,545	165863		DEFI
ROPER INDS INC NEW	COM	776696106	8,825	79193		DEFI
ROSS STORES INC	COM	778296103	1,106	20425		DEFI
ROYAL BK CDA MONTREAL QUE	COM	780087102	3,769	62531		DEFI
ROYAL BK SCOTLAND GROUP PLC	SPONS ADR 20 ORD	780097689	4,599	427426		DEFI
ROYAL DUTCH SHELL PLC	SPONS ADR A	780259206	43,512	631015		DEFI
RYMAN HOSPITALITY PPTYS INC	COM	78377T107	4,347	113030		DEFI
SCHLUMBERGER LTD	COM	806857108	360	5200	SH	DEFI
SCRIPPS NETWORKS INTERACT IN	CL A COM	811065101	1,108	19129		DEFI
SEADRILL LIMITED	SHS	G7945E105	833	22633		DEFI
SEALED AIR CORP NEW	COM	81211K100	9,616	549185	SH	DEFI
SEALED AIR CORP NEW	COM	81211K100	468	26747		DEFI
SELECT SECTOR SPDR TR	SBI INT-FINL	81369Y605	20,444	1246564		DEFI
SELECT SECTOR SPDR TR	SBI INT-INDS	81369Y704	6,888	181733		DEFI
SELECT SECTOR SPDR TR	TECHNOLOGY	81369Y803	1,599	55278		DEFI
SELECT SECTOR SPDR TR	SBI HEALTHCARE	81369Y209	755	18900		DEFI
SHAW COMMUNICATIONS INC	CL B CONV	82028K200	75,501	3281239		DEFI
SILVER WHEATON CORP	COM	828336107	754	20904		DEFI
SIMON PPTY GROUP INC NEW	COM	828806109	646	4083		DEFI
SL GREEN RLTY CORP	COM	78440X101	3,203	41804		DEFI
SMUCKER J M CO	COM NEW	832696405	7,021	81416		DEFI
SOCIEDAD QUIMICA MINERA DE C	SPON ADR SER B	833635105	355	6174		DEFI
SOUTHERN CO	COM	842587107	3,196	74675		DEFI
SOUTHERN COPPER CORP	COM	84265V105	3,201	84551	SH	DEFI
SOUTHERN COPPER CORP	COM	84265V105	293	7730		DEFI
SOUTHWEST AIRLS CO	COM	844741108	2,110	205874		DEFI
SOUTHWESTERN ENERGY CO	COM	845467109	336	10066	SH	DEFI
SPDR GOLD TRUST	GOLD SHS	78463V107	1,818	11219		DEFI
SPDR INDEX SHS FDS	EMERG MKTS ETF	78463X509	623	9361		DEFI
SPDR INDEX SHS FDS	S&P BRIC 40ETF	78463X798	1,675	70000		DEFI
SPDR S&P 500 ETF TR	TR UNIT	78462F103	67,258	471784		DEFI
SPDR S&P MIDCAP 400 ETF TR	UTSER1 S&PDCRP	78467Y107	371	2000		DEFI
SPDR SERIES TRUST	S&P BIOTECH	78464A870	596	6784	SH	DEFI
SPDR SERIES TRUST	S&P OILGAS EXP	78464A730	32,460	600000		DEFI
SPDR SERIES TRUST	S&P BIOTECH	78464A870	8,193	93069		DEFI

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SPECTRA ENERGY CORP	COM	847560109	15,830	578171	SH	DEFI
ST JUDE MED INC	COM	790849103	8,522	235800	SH	DEFI
STAPLES INC	COM	855030102	485	42500	SH	DEFI
STARWOOD HOTELS&RESORTS WRLD	COM	85590A401	449	7827		DEFI
STATOIL ASA	SPONSORED ADR	85771P102	2,578	102904		DEFI
STRYKER CORP	COM	863667101	344	6280		DEFI
SUN LIFE FINL INC	COM	866796105	7,699	290190		DEFI
SUNTRUST BKS INC	COM	867914103	1,386	48843		DEFI
SUPERMEDIA INC	COM	868447103	178	52374		DEFI
SYSCO CORP	COM	871829107	523	16500		DEFI
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	12,836	748015	SH	DEFI
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	905	52711		DEFI
TAL INTL GROUP INC	COM	874083108	5,425	149127	SH	DEFI
TAL INTL GROUP INC	COM	874083108	338	9292		DEFI
TALISMAN ENERGY INC	COM	87425E103	7,529	664488		DEFI
TANGER FACTORY OUTLET CTRS I	COM	875465106	1,389	40628		DEFI
TARGET CORP	COM	87612E106	2,215	37429	SH	DEFI
TATA MTRS LTD	SPONSORED ADR	876568502	1,452	50552		DEFI
TAUBMAN CTRS INC	COM	876664103	3,091	39278		DEFI
TECHNE CORP	COM	878377100	1,517	22300		DEFI
TECK RESOURCES LTD	CL B	878742204	9,007	247791		DEFI
TELUS CORP	NON-VTG SHS	87971M202	636	9792		DEFI
TERADATA CORP DEL	COM	88076W103	1,327	21444		DEFI
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	2,555	68398		DEFI
THERMO FISHER SCIENTIFIC INC	COM	883556102	484	7585	SH	DEFI
TIFFANY & CO NEW	COM	886547108	1,173	20448		DEFI
TIME WARNER CABLE INC	COM	88732J207	10,011	103000	SH	DEFI
TIME WARNER CABLE INC	COM	88732J207	498	5123		DEFI
TJX COS INC NEW	COM	872540109	1,356	31952		DEFI
TORONTO DOMINION BK ONT	COM NEW	891160509	14,675	174077		DEFI
TRACTOR SUPPLY CO	COM	892356106	834	9434		DEFI
TRANSALTA CORP	COM	89346D107	175	11500		DEFI
TRANSCANADA CORP	COM	89353D107	19,021	401959		DEFI
TRANSDIGM GROUP INC	COM	893641100	245	1802		DEFI
TRANSOCEAN LTD	REG SHS	H8817H100	1,291	28912	SH	DEFI
TRAVELERS COMPANIES INC	COM	89417E109	41,727	580918		DEFI
TRONOX LTD	SHS CL A	Q9235V101	233	12743	SH	DEFI
TYCO INTERNATIONAL LTD	SHS	H89128104	10,901	372674	SH	DEFI
UDR INC	COM	902653104	3,693	155181		DEFI
UGI CORP NEW	COM	902681105	10,791	329900	SH	DEFI
UGI CORP NEW	COM	902681105	686	20974		DEFI
UNION PAC CORP	COM	907818108	12,243	97397		DEFI
UNITED PARCEL SERVICE INC	CL B	911312106	940	12756	SH	DEFI
UNITED PARCEL SERVICE INC	CL B	911312106	597	8095		DEFI
UNITED RENTALS INC	COM	911363109	2,021	44400		DEFI
UNITED STATES OIL FUND LP	UNITS	91232N108	2,402	72000		DEFI
UNITED TECHNOLOGIES CORP	COM	913017109	10,750	131078	SH	DEFI
UNITED TECHNOLOGIES CORP	COM	913017109	1,673	20395		DEFI
UNITEDHEALTH GROUP INC	COM	91324P102	1,875	34562	SH	DEFI
UNITEDHEALTH GROUP INC	COM	91324P102	597	11003		DEFI
UNIVERSAL DISPLAY CORP	COM	91347P105	264	10300	SH	DEFI
USEC INC	COM	90333E108	5	10000		DEFI
V F CORP	COM	918204108	9,149	60600	SH	DEFI
VALE S A	ADR	91912E105	2,268	108143		DEFI
VALEANT PHARMACEUTICALS INTL	COM	91911K102	3,939	65877		DEFI
VALERO ENERGY CORP NEW	COM	91913Y100	1,248	36581		DEFI
VANGUARD INTL EQUITY INDEX F	MSCI EMR MKT ETF	922042858	6,977	156567		DEFI

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VEECO INSTRS INC DEL	COM	922417100	210	7100	SH	DEFI
VENTAS INC	COM	92276F100	802	12397		DEFI
VERIZON COMMUNICATIONS INC	COM	92343V104	59,579	1377230		DEFI
VERTEX PHARMACEUTICALS INC	COM	92532F100	837	19950		DEFI
VIRNETX HLDG CORP	COM	92823T108	365	12500		DEFI
VISA INC	COM CL A	92826C839	25,764	170029		DEFI
VMWARE INC	CL A COM	928563402	235	2500	SH	DEFI
WALGREEN CO	COM	931422109	1,448	39108		DEFI
WAL-MART STORES INC	COM	931142103	12,799	187478		DEFI
WASTE CONNECTIONS INC	COM	941053100	3,464	102545		DEFI
WEATHERFORD INTERNATIONAL LT	REG SHS	H27013103	1,486	132833	SH	DEFI
WEINGARTEN RLTY INVS	SH BEN INT	948741103	817	30513		DEFI
WELLS FARGO & CO NEW	COM	949746101	3,377	98809	SH	DEFI
WESCO INTL INC	COM	95082P105	206	3060		DEFI
WESTERN DIGITAL CORP	COM	958102105	1,158	27244		DEFI
WHIRLPOOL CORP	COM	963320106	1,518	14911		DEFI
WHOLE FOODS MKT INC	COM	966837106	5,611	61439		DEFI
WINDSTREAM CORP	COM	97381W104	16,603	1998000		DEFI
WISDOMTREE TRUST	INDIA ERNGS FD	97717W422	42,169	2178166		DEFI
WYNDHAM WORLDWIDE CORP	COM	98310W108	5,193	97578		DEFI
WYNN RESORTS LTD	COM	983134107	78,617	700000		DEFI
YAHOO INC	COM	984332106	325	16350		DEFI
YAMANA GOLD INC	COM	98462Y100	335	19482		DEFI
YANDEX N V	SHS CLASS A	N97284108	1,391	64500	SH	DEFI
YUM BRANDS INC	COM	988498101	2,224	33499	SH	DEFI