

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

Form 13F  
Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: 3/31/2013  
Check here if Amendment []; Amendment Number:

This Amendment (Check only one.):                    -----  
  [] is a restatement.  
  [] adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name:            THE ALLSTATE CORPORATION  
Address:        2775 SANDERS ROAD  
                  NORTHBROOK, IL. 60062-7127

Form 13F File Number: 028-14491

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

Persons Signing this Report on Behalf of Reporting Manager:

Name:    PAUL SCHUTT  
Title:   VICE PRESIDENT INVESTMENT FINANCE  
Phone:   847-402-5169

Signature, Place, and Date of Signing:

/s/ PAUL SCHUTT	NORTHBROOK, IL.	5/2/2013
-----	-----	-----
[Signature]	[City, State]	[Date]

Report Type (Check only one):

- 13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.)
- 13F NOTICE. (Check here if no holdings reported are in this report, and all holdings are reported by other reporting manager(s).)
- 13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

List of Other Managers Reporting for this Manager:

Form 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers:                    3  
Form 13F Information Table Entry Total:                711  
Form 13F Information Table Value Total:   \$    2,356,919  
  -----  
  (In Thousands)

List of Other Included Managers:

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

No.	Form 13F File Number	Name
1	028-10981	GOLDMAN SACHS ASSET MANAGEMENT
-----	-----	-----
11	028-04302	ALLSTATE INVESTMENT MANAGEMENT CO
-----	-----	-----



## FORM 13F INFORMATION TABLE

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5			COLUMN 6	COLUMN 7	COLUMN 8		
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ CALL	INVESTMENT DISCRETION	OTHER MANAGERS	VOTING AUTHORITY SOLE SHARED NONE			
THE ADT CORPORATION	COMMON	00101J106	640	13,068	SH	OTHER	1	x	0	0	
AFLAC INC	COMMON	001055102	1,752	33,680	SH	OTHER	1	x	0	0	
AGCO CORP	COMMON	001084102	331	6,360	SH	OTHER	1	x	0	0	
AES CORP	COMMON	00130H105	624	49,680	SH	OTHER	1	x	0	0	
AK STL HLDG CORP	COMMON	001547108	27	8,280	SH	OTHER	1	x	0	0	
AT&T INC	COMMON	00206R102	19,311	526,337	SH	DEFINED	12	x	0	0	
ABBOTT LABS	COMMON	002824100	9,016	255,263	SH	DEFINED	12	x	0	0	
ABBVIE INC	COMMON	00287Y109	4,286	105,100	SH	OTHER	1	x	0	0	
ABERCROMBIE & FITCH CO	COMMON	002896207	227	4,920	SH	OTHER	1	x	0	0	
ACTAVIS INC	COMMON	00507K103	700	7,600	SH	OTHER	1	x	0	0	
ACTIVISION BLIZZARD INC	COMMON	00507V109	519	35,620	SH	OTHER	1	x	0	0	
ADOBE SYS INC	COMMON	00724F101	1,434	32,960	SH	OTHER	1	x	0	0	
ADVANCE AUTO PARTS INC	COMMON	00751Y106	5,522	66,806	SH	DEFINED	12	x	0	0	
ADVANTAGE OIL & GAS LTD	COMMON FOREIGN	00765F101	45	12,100	SH	OTHER	1	x	0	0	
AECOM TECHNOLOGY CORP DELAW	COMMON	00766T100	281	8,560	SH	OTHER	1	x	0	0	
ADVANCED MICRO DEVICES INC	COMMON	007903107	97	38,180	SH	OTHER	1	x	0	0	
AETNA INC NEW	COMMON	00817Y108	745	14,580	SH	OTHER	1	x	0	0	
AGILENT TECHNOLOGIES INC	COMMON	00846U101	6,279	149,612	SH	DEFINED	12	x	0	0	
AGRIUM INC	COMMON FOREIGN	008916108	7,252	74,425	SH	OTHER	1	x	0	0	
AIR PRODS & CHEMS INC	COMMON	009158106	6,498	74,583	SH	DEFINED	12	x	0	0	
AIRGAS INC	COMMON	009363102	587	5,920	SH	OTHER	1	x	0	0	
AKAMAI TECHNOLOGIES INC	COMMON	00971T101	368	10,440	SH	OTHER	1	x	0	0	
ALCOA INC	COMMON	013817101	621	72,860	SH	OTHER	1	x	0	0	
ALEXION PHARMACEUTICALS INC	COMMON	015351109	1,058	11,480	SH	OTHER	1	x	0	0	
ALLEGHENY TECHNOLOGIES INC	COMMON	01741R102	170	5,360	SH	OTHER	1	x	0	0	
ALLERGAN INC	COMMON	018490102	1,585	14,200	SH	OTHER	1	x	0	0	
ALLIANCE DATA SYSTEMS CORP	COMMON	018581108	68	420	SH	OTHER	1	x	0	0	
ALLIANT ENERGY CORP	COMMON	018802108	531	10,580	SH	OTHER	1	x	0	0	
ALLSTATE CORP	COMMON	020002101	-	18,736	SH	DEFINED	12	x	0	0	
ALPHA NATURAL RESOURCES INC	COMMON	02076X102	104	12,720	SH	OTHER	1	x	0	0	
ALTERA CORP	COMMON	021441100	794	22,380	SH	OTHER	1	x	0	0	
AMAZON COM INC	COMMON	023135106	5,330	20,000	SH	OTHER	1	x	0	0	
AMEREN CORP	COMMON	023608102	813	23,220	SH	OTHER	1	x	0	0	
AMERICAN ELEC PWR INC	COMMON	025537101	7,095	145,899	SH	DEFINED	12	x	0	0	
AMERICAN EXPRESS CO	COMMON	025816109	4,416	65,460	SH	OTHER	1	x	0	0	
AMERICAN INTL GROUP INC	COMMON	026874784	3,390	87,329	SH	OTHER	1	x	0	0	
AMERICAN TOWER CORP NEW	COMMON	03027X100	1,545	20,080	SH	OTHER	1	x	0	0	
AMERICAN WTR WKS CO INC NEW	COMMON	030420103	311	7,500	SH	OTHER	1	x	0	0	
AMERISOURCEBERGEN CORP	COMMON	03073E105	400	7,780	SH	OTHER	1	x	0	0	
AMERIPRISE FINL INC	COMMON	03076C106	1,315	17,860	SH	OTHER	1	x	0	0	
AMETEK INC NEW	COMMON	031100100	969	22,350	SH	OTHER	1	x	0	0	
AMGEN INC	COMMON	031162100	5,591	54,540	SH	OTHER	1	x	0	0	
AMPHENOL CORP NEW	COMMON	032095101	820	10,980	SH	OTHER	1	x	0	0	
ANADARKO PETE CORP	COMMON	032511107	2,521	28,826	SH	OTHER	1	x	0	0	
ANALOG DEVICES INC	COMMON	032654105	1,032	22,200	SH	OTHER	1	x	0	0	
ANNALY CAP MGMT INC	COMMON	035710409	1,051	66,120	SH	OTHER	1	x	0	0	
ANWORTH MORTGAGE ASSET CP	COMMON	037347101	63	9,960	SH	OTHER	1	x	0	0	
APACHE CORP	COMMON	037411105	2,064	26,748	SH	OTHER	1	x	0	0	
APOLLO GROUP INC	COMMON	037604105	162	9,320	SH	OTHER	1	x	0	0	
APOLLO INVT CORP	COMMON	03761U106	142	16,960	SH	OTHER	1	x	0	0	
APPLE INC	COMMON	037833100	17,086	38,600	SH	OTHER	1	x	0	0	
APPLIED MATLS INC	COMMON	038222105	1,289	95,620	SH	OTHER	1	x	0	0	
ARCHER DANIELS MIDLAND CO	COMMON	039483102	1,480	43,880	SH	OTHER	1	x	0	0	
ARIAD PHARMACEUTICALS INC	COMMON	04033A100	149	8,224	SH	OTHER	1	x	0	0	
ARROW ELECTRS INC	COMMON	042735100	282	6,940	SH	OTHER	1	x	0	0	
ASSOCIATED BANC CORP	COMMON	045487105	211	13,860	SH	OTHER	1	x	0	0	
ASSURANT INC	COMMON	04621X108	269	5,980	SH	OTHER	1	x	0	0	
AURICO GOLD INC	COMMON FOREIGN	05155C105	128	20,330	SH	OTHER	1	x	0	0	
AURIZON MINES LTD	COMMON FOREIGN	05155P106	49	11,200	SH	OTHER	1	x	0	0	
AUTODESK INC	COMMON	052769106	680	16,500	SH	OTHER	1	x	0	0	

## FORM 13F INFORMATION TABLE

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5			COLUMN 6	COLUMN 7	COLUMN 8	
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ CALL	INVESTMENT DISCRETION	OTHER MANAGERS	VOTING SOLE	AUTHORITY SHARED	NONE
AUTOLIV INC	COMMON	052800109	602	8,700	SH	OTHER	1	x	0	0
AUTOMATIC DATA PROCESSING I	COMMON	053015103	1,764	27,136	SH	OTHER	1	x	0	0
AUTOZONE INC	COMMON	053332102	627	1,580	SH	OTHER	1	x	0	0
AVALONBAY CMNTYS INC	COMMON	053484101	902	7,120	SH	OTHER	1	x	0	0
AVERY DENNISON CORP	COMMON	053611109	284	6,600	SH	OTHER	1	x	0	0
AVNET INC	COMMON	053807103	424	11,720	SH	OTHER	1	x	0	0
AVON PRODS INC	COMMON	054303102	464	22,380	SH	OTHER	1	x	0	0
BB&T CORP	COMMON	054937107	1,546	49,265	SH	OTHER	1	x	0	0
BCE INC	COMMON FOREIGN	055348760	841	18,000	SH	OTHER	1	x	0	0
BPZ RESOURCES INC	COMMON	055639108	23	10,340	SH	OTHER	1	x	0	0
BMC SOFTWARE INC	COMMON	055921100	444	9,580	SH	OTHER	1	x	0	0
BAKER HUGHES INC	COMMON	057224107	1,318	28,400	SH	OTHER	1	x	0	0
BALL CORP	COMMON	058498106	345	7,260	SH	OTHER	1	x	0	0
BANK OF AMERICA CORPORATION	COMMON	060505104	8,402	689,800	SH	OTHER	1	x	0	0
BANK HAWAII CORP	COMMON	062540109	190	3,740	SH	OTHER	1	x	0	0
BANK MONTREAL QUE	COMMON FOREIGN	063671101	2,307	36,652	SH	OTHER	1	x	0	0
BANK NEW YORK MELLON CORP	COMMON	064058100	2,424	86,600	SH	OTHER	1	x	0	0
BANK NOVA SCOTIA HALIFAX	COMMON FOREIGN	064149107	16,115	277,016	SH	OTHER	1	x	0	0
BARD C R INC	COMMON	067383109	387	3,840	SH	OTHER	1	x	0	0
BARRICK GOLD CORP	COMMON FOREIGN	067901108	1,959	66,700	SH	OTHER	1	x	0	0
BAXTER INTL INC	COMMON	071813109	8,586	118,203	SH	DEFINED	12	x	0	0
BAYTEX ENERGY CORP	COMMON FOREIGN	07317Q105	344	8,200	SH	OTHER	1	x	0	0
BECTON DICKINSON & CO	COMMON	075887109	1,275	13,340	SH	OTHER	1	x	0	0
BED BATH & BEYOND INC	COMMON	075896100	1,056	16,393	SH	OTHER	1	x	0	0
BEMIS INC	COMMON	081437105	5,471	135,554	SH	DEFINED	12	x	0	0
BERKLEY W R CORP	COMMON	084423102	414	9,340	SH	OTHER	1	x	0	0
BERKSHIRE HATHAWAY INC DEL	COMMON	084670702	6,391	61,338	SH	OTHER	1	x	0	0
BEST BUY INC	COMMON	086516101	516	23,280	SH	OTHER	1	x	0	0
BIG LOTS INC	COMMON	089302103	166	4,720	SH	OTHER	1	x	0	0
BIOGEN IDEC INC	COMMON	09062X103	1,505	7,800	SH	OTHER	1	x	0	0
BLACKROCK INC	COMMON	09247X101	2,073	8,069	SH	OTHER	1	x	0	0
BLOCK H & R INC	COMMON	093671105	640	21,740	SH	OTHER	1	x	0	0
BOEING CO	COMMON	097023105	4,505	52,480	SH	OTHER	1	x	0	0
BORGWARNER INC	COMMON	099724106	596	7,700	SH	OTHER	1	x	0	0
BOSTON PROPERTIES INC	COMMON	101121101	1,049	10,380	SH	OTHER	1	x	0	0
BOSTON SCIENTIFIC CORP	COMMON	101137107	881	112,860	SH	OTHER	1	x	0	0
BRISTOL MYERS SQUIBB CO	COMMON	110122108	9,711	235,764	SH	DEFINED	12	x	0	0
BROADCOM CORP	COMMON	111320107	1,081	31,180	SH	OTHER	1	x	0	0
BROCADE COMMUNICATIONS SYS	COMMON	111621306	227	39,380	SH	OTHER	1	x	0	0
BROOKFIELD ASSET MGMT INC	COMMON FOREIGN	112585104	1,326	36,300	SH	OTHER	1	x	0	0
BROOKFIELD OFFICE PPTYS INC	COMMON	112900105	306	17,800	SH	OTHER	1	x	0	0
CAE INC	COMMON FOREIGN	124765108	175	17,900	SH	OTHER	1	x	0	0
CBS CORP NEW	COMMON	124857202	1,587	33,980	SH	OTHER	1	x	0	0
CBRE GROUP INC	COMMON	12504L109	458	18,140	SH	OTHER	1	x	0	0
CF INDS HLDGS INC	COMMON	125269100	713	3,746	SH	OTHER	1	x	0	0
C H ROBINSON WORLDWIDE INC	COMMON	12541W209	589	9,900	SH	OTHER	1	x	0	0
CIGNA CORPORATION	COMMON	125509109	891	14,280	SH	OTHER	1	x	0	0
CIT GROUP INC	COMMON	125581801	495	11,380	SH	OTHER	1	x	0	0
CME GROUP INC	COMMON	12572Q105	1,430	23,290	SH	OTHER	1	x	0	0
CMS ENERGY CORP	COMMON	125896100	5,438	194,614	SH	DEFINED	12	x	0	0
CSX CORP	COMMON	126408103	1,799	73,060	SH	OTHER	1	x	0	0
CVS CAREMARK CORPORATION	COMMON	126650100	5,091	92,581	SH	OTHER	1	x	0	0
CA INC	COMMON	12673P105	5,702	226,548	SH	DEFINED	12	x	0	0
CABLEVISION SYS CORP	COMMON	12686C109	201	13,420	SH	OTHER	1	x	0	0
CABOT OIL & GAS CORP	COMMON	127097103	568	8,400	SH	OTHER	1	x	0	0
CAL DIVE INTL INC DEL	COMMON	12802T101	16	9,080	SH	OTHER	1	x	0	0
CALPINE CORP	COMMON	131347304	454	22,060	SH	OTHER	1	x	0	0
CAMECO CORP	COMMON FOREIGN	13321L108	558	26,900	SH	OTHER	1	x	0	0
CAMERON INTERNATIONAL CORP	COMMON	13342B105	1,110	17,020	SH	OTHER	1	x	0	0
CAMPBELL SOUP CO	COMMON	134429109	6,396	141,009	SH	DEFINED	12	x	0	0

## FORM 13F INFORMATION TABLE

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COLUMN 7	COLUMN 8	
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ CALL	INVESTMENT DISCRETION	OTHER MANAGERS	VOTING AUTHORITY SOLE SHARED NONE
CDN IMPERIAL BK OF COMMERCE	COMMON FOREIGN	136069101	14,614	186,336	SH	OTHER	1	x 0 0
CANADIAN NATL RY CO	COMMON FOREIGN	136375102	9,362	93,375	SH	OTHER	1	x 0 0
CANADIAN NAT RES LTD	COMMON FOREIGN	136385101	16,506	514,875	SH	OTHER	1	x 0 0
CANADIAN PAC RY LTD	COMMON FOREIGN	13645T100	2,322	17,800	SH	OTHER	1	x 0 0
CAPITAL ONE FINL CORP	COMMON	14040H105	1,929	35,102	SH	OTHER	1	x 0 0
CAPSTONE TURBINE CORP	COMMON	14067D102	23	25,200	SH	OTHER	1	x 0 0
CARDINAL HEALTH INC	COMMON	14149Y108	10,598	254,626	SH	DEFINED	12	x 0 0
CAREFUSION CORP	COMMON	14170T101	5,634	161,004	SH	DEFINED	12	x 0 0
CARMAX INC	COMMON	143130102	533	12,780	SH	OTHER	1	x 0 0
CARNIVAL CORP	COMMON	143658300	978	28,526	SH	OTHER	1	x 0 0
CATERPILLAR INC DEL	COMMON	149123101	3,369	38,740	SH	OTHER	1	x 0 0
CELANESE CORP DEL	COMMON	150870103	374	8,500	SH	OTHER	1	x 0 0
CELESTICA INC	COMMON FOREIGN	15101Q108	111	13,700	SH	OTHER	1	x 0 0
CELGENE CORP	COMMON	151020104	3,088	26,640	SH	OTHER	1	x 0 0
CENOVUS ENERGY INC	COMMON FOREIGN	15135U109	1,595	51,500	SH	OTHER	1	x 0 0
CENTERPOINT ENERGY INC	COMMON	15189T107	378	15,780	SH	OTHER	1	x 0 0
CENTURYLINK INC	COMMON	156700106	1,469	41,802	SH	OTHER	1	x 0 0
CERNER CORP	COMMON	156782104	625	6,600	SH	OTHER	1	x 0 0
CHARTER COMMUNICATIONS INC	COMMON	16117M305	295	2,827	SH	OTHER	1	x 0 0
CHESAPEAKE ENERGY CORP	COMMON	165167107	983	48,140	SH	OTHER	1	x 0 0
CHEVRON CORP NEW	COMMON	166764100	19,230	161,841	SH	DEFINED	12	x 0 0
CHIPOTLE MEXICAN GRILL INC	COMMON	169656105	720	2,211	SH	OTHER	1	x 0 0
CHUBB CORP	COMMON	171232101	660	7,544	SH	OTHER	1	x 0 0
CHURCH & DWIGHT INC	COMMON	171340102	182	2,820	SH	OTHER	1	x 0 0
CIMAREX ENERGY CO	COMMON	171798101	466	6,180	SH	OTHER	1	x 0 0
CINCINNATI FINL CORP	COMMON	172062101	630	13,360	SH	OTHER	1	x 0 0
CISCO SYS INC	COMMON	17275R102	7,892	377,432	SH	OTHER	1	x 0 0
CINTAS CORP	COMMON	172908105	569	12,900	SH	OTHER	1	x 0 0
CITIGROUP INC	COMMON	172967424	8,877	200,646	SH	OTHER	1	x 0 0
CITRIX SYS INC	COMMON	177376100	955	13,240	SH	OTHER	1	x 0 0
CITY NATL CORP	COMMON	178566105	232	3,940	SH	OTHER	1	x 0 0
CLIFFS NAT RES INC	COMMON	18683K101	188	9,900	SH	OTHER	1	x 0 0
CLOROX CO DEL	COMMON	189054109	6,142	69,383	SH	DEFINED	12	x 0 0
COACH INC	COMMON	189754104	1,084	21,680	SH	OTHER	1	x 0 0
COCA COLA CO	COMMON	191216100	21,450	530,417	SH	DEFINED	12	x 0 0
COCA COLA ENTERPRISES INC N	COMMON	19122T109	3,577	96,880	SH	OTHER	1	x 0 0
COGNIZANT TECHNOLOGY SOLUTI	COMMON	192446102	1,509	19,700	SH	OTHER	1	x 0 0
COLGATE PALMOLIVE CO	COMMON	194162103	3,650	30,928	SH	OTHER	1	x 0 0
COMCAST CORP NEW	COMMON	20030N101	5,220	124,260	SH	OTHER	1	x 0 0
COMCAST CORP NEW	COMMON	20030N200	1,595	40,245	SH	OTHER	1	x 0 0
COMERICA INC	COMMON	200340107	513	14,280	SH	OTHER	1	x 0 0
COMPASS MINERALS INTL INC	COMMON	20451N101	199	2,520	SH	OTHER	1	x 0 0
COMPUTER SCIENCES CORP	COMMON	205363104	369	7,500	SH	OTHER	1	x 0 0
CONAGRA FOODS INC	COMMON	205887102	6,277	175,290	SH	DEFINED	12	x 0 0
CONCHO RES INC	COMMON	20605P101	694	7,120	SH	OTHER	1	x 0 0
CONOCOPHILLIPS	COMMON	20825C104	3,875	64,480	SH	OTHER	1	x 0 0
CONSOL ENERGY INC	COMMON	20854P109	493	14,660	SH	OTHER	1	x 0 0
CONSOLIDATED EDISON INC	COMMON	209115104	665	10,900	SH	OTHER	1	x 0 0
CONTINENTAL RESOURCES INC	COMMON	212015101	323	3,720	SH	OTHER	1	x 0 0
CORNING INC	COMMON	219350105	1,460	109,560	SH	OTHER	1	x 0 0
COSTCO WHSL CORP NEW	COMMON	22160K105	2,797	26,362	SH	OTHER	1	x 0 0
COVANCE INC	COMMON	222816100	239	3,220	SH	OTHER	1	x 0 0
COVENTRY HEALTH CARE INC	COMMON	222862104	452	9,620	SH	OTHER	1	x 0 0
CREE INC	COMMON	225447101	322	5,880	SH	OTHER	1	x 0 0
CROWN CASTLE INTL CORP	COMMON	228227104	1,305	18,740	SH	OTHER	1	x 0 0
CROWN HOLDINGS INC	COMMON	228368106	259	6,220	SH	OTHER	1	x 0 0
CULLEN FROST BANKERS INC	COMMON	229899109	245	3,920	SH	OTHER	1	x 0 0
CUMMINS INC	COMMON	231021106	1,362	11,760	SH	OTHER	1	x 0 0
CYPRESS SEMICONDUCTOR CORP	COMMON	232806109	112	10,180	SH	OTHER	1	x 0 0
D R HORTON INC	COMMON	23331A109	376	15,480	SH	OTHER	1	x 0 0

## FORM 13F INFORMATION TABLE

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COLUMN 7	COLUMN 8				
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ CALL	INVESTMENT DISCRETION	OTHER MANAGERS	VOTING AUTHORITY	SOLE	SHARED	NONE
DTE ENERGY CO	COMMON	233331107	6,560	95,988	SH	DEFINED	12	x	0	0	
DANAHER CORP DEL	COMMON	235851102	1,653	26,600	SH	OTHER	1	x	0	0	
DARDEN RESTAURANTS INC	COMMON	237194105	428	8,280	SH	OTHER	1	x	0	0	
DAVITA HEALTHCARE PARTNERS	COMMON	23918K108	612	5,160	SH	OTHER	1	x	0	0	
DEERE & CO	COMMON	244199105	2,376	27,640	SH	OTHER	1	x	0	0	
DELL INC	COMMON	24702R101	950	66,320	SH	OTHER	1	x	0	0	
DELTA AIR LINES INC DEL	COMMON	247361702	188	11,380	SH	OTHER	1	x	0	0	
DENBURY RES INC	COMMON	247916208	536	28,726	SH	OTHER	1	x	0	0	
DENISON MINES CORP	COMMON FOREIGN	248356107	33	24,200	SH	OTHER	1	x	0	0	
DENTSPLY INTL INC NEW	COMMON	249030107	265	6,240	SH	OTHER	1	x	0	0	
DEVON ENERGY CORP NEW	COMMON	25179M103	1,449	25,680	SH	OTHER	1	x	0	0	
DIAMOND OFFSHORE DRILLING I	COMMON	25271C102	378	5,440	SH	OTHER	1	x	0	0	
DIAMONDROCK HOSPITALITY CO	COMMON	252784301	127	13,600	SH	OTHER	1	x	0	0	
DISNEY WALT CO	COMMON	254687106	6,448	113,520	SH	OTHER	1	x	0	0	
DISCOVER FINL SVCS	COMMON	254709108	1,899	42,360	SH	OTHER	1	x	0	0	
DISCOVERY COMMUNICATNS NEW	COMMON	25470F104	735	9,340	SH	OTHER	1	x	0	0	
DISCOVERY COMMUNICATNS NEW	COMMON	25470F302	427	6,140	SH	OTHER	1	x	0	0	
DISH NETWORK CORP	COMMON	25470M109	472	12,456	SH	OTHER	1	x	0	0	
DIRECTV	COMMON	25490A309	1,729	30,540	SH	OTHER	1	x	0	0	
DOLLAR GEN CORP NEW	COMMON	256677105	716	14,147	SH	OTHER	1	x	0	0	
DOLLAR TREE INC	COMMON	256746108	564	11,640	SH	OTHER	1	x	0	0	
DOMINION RES INC VA NEW	COMMON	25746U109	2,295	39,440	SH	OTHER	1	x	0	0	
DONNELLEY R R & SONS CO	COMMON	257867101	98	8,160	SH	OTHER	1	x	0	0	
DOVER CORP	COMMON	260003108	825	11,320	SH	OTHER	1	x	0	0	
DOW CHEM CO	COMMON	260543103	2,547	79,980	SH	OTHER	1	x	0	0	
DR PEPPER SNAPPLE GROUP INC	COMMON	26138E109	3,696	78,720	SH	OTHER	1	x	0	0	
DU PONT E I DE NEMOURS & CO	COMMON	263534109	2,861	58,200	SH	OTHER	1	x	0	0	
DUKE REALTY CORP	COMMON	264411505	244	14,380	SH	OTHER	1	x	0	0	
DUKE ENERGY CORP NEW	COMMON	26441C204	7,836	107,943	SH	DEFINED	12	x	0	0	
DUN & BRADSTREET CORP DEL N	COMMON	26483E100	191	2,280	SH	OTHER	1	x	0	0	
E M C CORP MASS	COMMON	268648102	3,169	132,660	SH	OTHER	1	x	0	0	
EOG RES INC	COMMON	26875P101	2,500	19,520	SH	OTHER	1	x	0	0	
EQT CORP	COMMON	26884L109	687	10,140	SH	OTHER	1	x	0	0	
EXCO RESOURCES INC	COMMON	269279402	77	10,740	SH	OTHER	1	x	0	0	
EASTMAN CHEM CO	COMMON	277432100	556	7,960	SH	OTHER	1	x	0	0	
EATON VANCE CORP	COMMON	278265103	345	8,251	SH	OTHER	1	x	0	0	
EBAY INC	COMMON	278642103	3,747	69,107	SH	OTHER	1	x	0	0	
ECOLAB INC	COMMON	278865100	1,472	18,360	SH	OTHER	1	x	0	0	
EDISON INTL	COMMON	281020107	1,063	21,120	SH	OTHER	1	x	0	0	
EDWARDS LIFSCIENCES CORP	COMMON	28176E108	644	7,840	SH	OTHER	1	x	0	0	
ELDORADO GOLD CORP NEW	COMMON FOREIGN	284902103	432	45,155	SH	OTHER	1	x	0	0	
EMERSON ELEC CO	COMMON	291011104	2,750	49,220	SH	OTHER	1	x	0	0	
ENCANA CORP	COMMON FOREIGN	292505104	959	49,300	SH	OTHER	1	x	0	0	
ENBRIDGE INC	COMMON FOREIGN	29250N105	2,202	47,300	SH	OTHER	1	x	0	0	
ENERGEN CORP	COMMON	29265N108	316	6,080	SH	OTHER	1	x	0	0	
ENERGIZER HLDGS INC	COMMON	29266R108	481	4,820	SH	OTHER	1	x	0	0	
ENERPLUS CORP	COMMON FOREIGN	292766102	183	12,500	SH	OTHER	1	x	0	0	
ENERGY CORP NEW	COMMON	29364G103	1,062	16,800	SH	OTHER	1	x	0	0	
EQUIFAX INC	COMMON	294429105	602	10,460	SH	OTHER	1	x	0	0	
EQUITY RESIDENTIAL	COMMON	29476L107	1,116	20,260	SH	OTHER	1	x	0	0	
EXELON CORP	COMMON	30161N101	1,845	53,503	SH	OTHER	1	x	0	0	
EXPEDIA INC DEL	COMMON	30212P303	176	2,930	SH	OTHER	1	x	0	0	
EXPEDITORS INTL WASH INC	COMMON	302130109	496	13,890	SH	OTHER	1	x	0	0	
EXPRESS SCRIPTS HLDG CO	COMMON	30219G108	3,100	53,770	SH	OTHER	1	x	0	0	
EXXON MOBIL CORP	COMMON	30231G102	29,908	331,908	SH	DEFINED	12	x	0	0	
FLIR SYS INC	COMMON	302445101	225	8,640	SH	OTHER	1	x	0	0	
F M C CORP	COMMON	302491303	593	10,400	SH	OTHER	1	x	0	0	
FMC TECHNOLOGIES INC	COMMON	30249U101	929	17,080	SH	OTHER	1	x	0	0	
FACEBOOK INC	COMMON	30303M102	1,630	63,712	SH	OTHER	1	x	0	0	
FAMILY DLR STORES INC	COMMON	307000109	363	6,140	SH	OTHER	1	x	0	0	

## FORM 13F INFORMATION TABLE

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5			COLUMN 6	COLUMN 7	COLUMN 8	
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ CALL	INVESTMENT DISCRETION	OTHER MANAGERS	VOTING SOLE	AUTHORITY SHARED	NONE
FASTENAL CO	COMMON	311900104	802	15,620	SH	OTHER	1	x	0	0
FEDERAL REALTY INVT TR	COMMON	313747206	545	5,040	SH	OTHER	1	x	0	0
FEDERATED INVS INC PA	COMMON	314211103	175	7,380	SH	OTHER	1	x	0	0
FEDEX CORP	COMMON	31428X106	2,035	20,720	SH	OTHER	1	x	0	0
F5 NETWORKS INC	COMMON	315616102	538	6,040	SH	OTHER	1	x	0	0
FIDELITY NATL INFORMATION S	COMMON	31620M106	5,985	151,056	SH	DEFINED	12	x	0	0
FIDELITY NATIONAL FINANCIAL	COMMON	31620R105	378	15,000	SH	OTHER	1	x	0	0
FIFTH THIRD BANCORP	COMMON	316773100	1,034	63,380	SH	OTHER	1	x	0	0
FIRST REP BK SAN FRANCISCO	COMMON	33616C100	255	6,593	SH	OTHER	1	x	0	0
FISERV INC	COMMON	337738108	504	5,740	SH	OTHER	1	x	0	0
FIRSTENERGY CORP	COMMON	337932107	1,128	26,735	SH	OTHER	1	x	0	0
FLUOR CORP NEW	COMMON	343412102	704	10,620	SH	OTHER	1	x	0	0
FLOWSERVE CORP	COMMON	34354P105	661	3,940	SH	OTHER	1	x	0	0
FORD MTR CO DEL	COMMON	345370860	3,258	247,780	SH	OTHER	1	x	0	0
FOREST LABS INC	COMMON	345838106	539	14,157	SH	OTHER	1	x	0	0
FOREST OIL CORP	COMMON	346091705	54	10,200	SH	OTHER	1	x	0	0
FOSSIL INC	COMMON	349882100	410	4,240	SH	OTHER	1	x	0	0
FRANCO NEVADA CORP	COMMON FOREIGN	351858105	4,882	107,850	SH	OTHER	1	x	0	0
FRANKLIN RES INC	COMMON	354613101	1,614	10,700	SH	OTHER	1	x	0	0
FREEMONT-MCMORAN COPPER & G	COMMON	35671D857	2,159	65,240	SH	OTHER	1	x	0	0
FRONTIER COMMUNICATIONS COR	COMMON	35906A108	209	52,493	SH	OTHER	1	x	0	0
GT ADVANCED TECHNOLOGIES IN	COMMON	36191U106	33	9,900	SH	OTHER	1	x	0	0
GAMESTOP CORP NEW	COMMON	36467W109	252	9,000	SH	OTHER	1	x	0	0
GAP INC DEL	COMMON	364760108	727	20,524	SH	OTHER	1	x	0	0
GENERAL DYNAMICS CORP	COMMON	369550108	6,760	95,866	SH	DEFINED	12	x	0	0
GENERAL ELECTRIC CO	COMMON	369604103	16,168	699,320	SH	OTHER	1	x	0	0
GENERAL GROWTH PPTYS INC NE	COMMON	370023103	577	29,033	SH	OTHER	1	x	0	0
GENERAL MLS INC	COMMON	370334104	7,588	153,874	SH	DEFINED	12	x	0	0
GENERAL MTRS CO	COMMON	37045V100	1,649	59,280	SH	OTHER	1	x	0	0
GENTEX CORP	COMMON	371901109	202	10,080	SH	OTHER	1	x	0	0
GENUINE PARTS CO	COMMON	372460105	647	8,300	SH	OTHER	1	x	0	0
GENWORTH FINL INC	COMMON	37247D106	358	35,840	SH	OTHER	1	x	0	0
GILEAD SCIENCES INC	COMMON	375558103	4,972	101,608	SH	OTHER	1	x	0	0
GILDAN ACTIVEWEAR INC	COMMON FOREIGN	375916103	331	8,300	SH	OTHER	1	x	0	0
GOLDCORP INC NEW	COMMON FOREIGN	380956409	7,064	210,200	SH	OTHER	1	x	0	0
GOLDEN STAR RES LTD CDA	COMMON	38119T104	37	23,300	SH	OTHER	1	x	0	0
GOLDMAN SACHS GROUP INC	COMMON	38141G104	4,774	32,440	SH	OTHER	1	x	0	0
GOODYEAR TIRE & RUBR CO	COMMON	382550101	282	22,360	SH	OTHER	1	x	0	0
GOOGLE INC	COMMON	38259P508	12,879	16,220	SH	OTHER	1	x	0	0
GRAINGER W W INC	COMMON	384802104	387	1,720	SH	OTHER	1	x	0	0
GREEN MTN COFFEE ROASTERS I	COMMON	393122106	318	5,600	SH	OTHER	1	x	0	0
GROUPE CGI INC	COMMON FOREIGN	39945C109	12,477	459,600	SH	OTHER	1	x	0	0
HCA HOLDINGS INC	COMMON	40412C101	589	14,500	SH	OTHER	1	x	0	0
HCP INC	COMMON	40414L109	1,486	29,800	SH	OTHER	1	x	0	0
HALLIBURTON CO	COMMON	406216101	2,433	60,200	SH	OTHER	1	x	0	0
HANCOCK HLDG CO	COMMON	410120109	171	5,538	SH	OTHER	1	x	0	0
HANOVER INS GROUP INC	COMMON	410867105	188	3,780	SH	OTHER	1	x	0	0
HARLEY DAVIDSON INC	COMMON	412822108	861	16,160	SH	OTHER	1	x	0	0
HARRIS CORP DEL	COMMON	413875105	5,698	122,951	SH	DEFINED	12	x	0	0
HARSCO CORP	COMMON	415864107	195	7,860	SH	OTHER	1	x	0	0
HARTFORD FINL SVCS GROUP IN	COMMON	416515104	670	25,980	SH	OTHER	1	x	0	0
HASBRO INC	COMMON	418056107	273	6,220	SH	OTHER	1	x	0	0
HEALTH CARE REIT INC	COMMON	42217K106	789	11,620	SH	OTHER	1	x	0	0
HECKMANN CORP	COMMON	422680108	33	7,580	SH	OTHER	1	x	0	0
HEINZ H J CO	COMMON	423074103	1,288	17,820	SH	OTHER	1	x	0	0
HELMERICH & PAYNE INC	COMMON	423452101	538	8,860	SH	OTHER	1	x	0	0
HERSHA HOSPITALITY TR	COMMON	427825104	79	13,480	SH	OTHER	1	x	0	0
HERSHEY CO	COMMON	427866108	329	3,760	SH	OTHER	1	x	0	0
HERTZ GLOBAL HOLDINGS INC	COMMON	42805T105	465	20,900	SH	OTHER	1	x	0	0
HESS CORP	COMMON	42809H107	6,518	91,027	SH	DEFINED	12	x	0	0

## FORM 13F INFORMATION TABLE

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COLUMN 7	COLUMN 8	
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ CALL	INVESTMENT DISCRETION	OTHER MANAGERS	VOTING AUTHORITY SOLE SHARED NONE
HEWLETT PACKARD CO	COMMON	428236103	2,485	104,251	SH	OTHER	1	x 0 0
HILLSHIRE BRANDS CO	COMMON	432589109	5,154	146,626	SH	DEFINED	12	x 0 0
HOLLYFRONTIER CORP	COMMON	436106108	840	16,320	SH	OTHER	1	x 0 0
HOLOGIC INC	COMMON	436440101	394	17,420	SH	OTHER	1	x 0 0
HOME DEPOT INC	COMMON	437076102	7,312	104,780	SH	OTHER	1	x 0 0
HONEYWELL INTL INC	COMMON	438516106	3,950	52,420	SH	OTHER	1	x 0 0
HORMEL FOODS CORP	COMMON	440452100	6,013	145,516	SH	DEFINED	12	x 0 0
HOSPIRA INC	COMMON	441060100	133	4,040	SH	OTHER	1	x 0 0
HOST HOTELS & RESORTS INC	COMMON	44107P104	784	44,840	SH	OTHER	1	x 0 0
HUDBAY MINERALS INC	COMMON FOREIGN	443628102	98	10,200	SH	OTHER	1	x 0 0
HUDSON CITY BANCORP	COMMON	443683107	165	19,040	SH	OTHER	1	x 0 0
HUMANA INC	COMMON	444859102	632	9,140	SH	OTHER	1	x 0 0
HUNT J B TRANS SVCS INC	COMMON	445658107	696	9,340	SH	OTHER	1	x 0 0
HYPERDYNAMICS CORP	COMMON	448954107	9	14,700	SH	OTHER	1	x 0 0
IAMGOLD CORP	COMMON FOREIGN	450913108	186	25,800	SH	OTHER	1	x 0 0
IHS INC	COMMON	451734107	281	2,680	SH	OTHER	1	x 0 0
ILLINOIS TOOL WKS INC	COMMON	452308109	1,828	30,000	SH	OTHER	1	x 0 0
ILLUMINA INC	COMMON	452327109	415	7,680	SH	OTHER	1	x 0 0
IMPERIAL OIL LTD	COMMON FOREIGN	453038408	805	19,700	SH	OTHER	1	x 0 0
INFORMATICA CORP	COMMON	45666Q102	145	4,200	SH	OTHER	1	x 0 0
INTEL CORP	COMMON	458140100	7,213	330,098	SH	OTHER	1	x 0 0
INTEGRYS ENERGY GROUP INC	COMMON	45822P105	443	7,620	SH	OTHER	1	x 0 0
INTERCONTINENTALEXCHANGE IN	COMMON	45865V100	898	5,506	SH	OTHER	1	x 0 0
INTERNATIONAL BUSINESS MACH	COMMON	459200101	18,151	85,096	SH	DEFINED	12	x 0 0
INTL PAPER CO	COMMON	460146103	1,420	30,480	SH	OTHER	1	x 0 0
INTERPUBLIC GROUP COS INC	COMMON	460690100	5,431	416,781	SH	DEFINED	12	x 0 0
INTUIT	COMMON	461202103	889	13,540	SH	OTHER	1	x 0 0
INTUITIVE SURGICAL INC	COMMON	46120E602	1,336	2,720	SH	OTHER	1	x 0 0
ION GEOPHYSICAL CORP	COMMON	462044108	52	7,660	SH	OTHER	1	x 0 0
IRON MTN INC	COMMON	462846106	450	12,390	SH	OTHER	1	x 0 0
ISHARES INC	COMMON	464286509	2,232	78,283	SH	OTHER	1	x 0 0
ISHARES TR	COMMON	464287168	87,668	1,382,770	SH	DEFINED	12	x 0 0
ISHARES TR	COMMON	464287465	22,621	383,534	SH	OTHER	1	x 0 0
ISHARES TR	COMMON	464287655	394	4,185	SH	DEFINED	12	x 0 0
ISHARES TR	COMMON	46429B697	32,760	1,000,000	SH	DEFINED	12	x 0 0
JPMORGAN CHASE & CO	COMMON	46625H100	11,791	248,433	SH	OTHER	1	x 0 0
JACOBS ENGR GROUP INC DEL	COMMON	469814107	156	2,780	SH	OTHER	1	x 0 0
JOHNSON & JOHNSON	COMMON	478160104	21,579	264,674	SH	DEFINED	12	x 0 0
JOHNSON CTLS INC	COMMON	478366107	1,450	41,360	SH	OTHER	1	x 0 0
JOY GLOBAL INC	COMMON	481165108	369	6,200	SH	OTHER	1	x 0 0
JUNIPER NETWORKS INC	COMMON	48203R104	577	31,100	SH	OTHER	1	x 0 0
JUST ENERGY GROUP INC	COMMON FOREIGN	48213W101	69	10,500	SH	OTHER	1	x 0 0
KBR INC	COMMON	48242W106	280	8,740	SH	OTHER	1	x 0 0
KLA-TENCOR CORP	COMMON	482480100	643	12,200	SH	OTHER	1	x 0 0
KELLOGG CO	COMMON	487836108	6,649	103,191	SH	DEFINED	12	x 0 0
KEY ENERGY SVCS INC	COMMON	492914106	77	9,560	SH	OTHER	1	x 0 0
KEYCORP NEW	COMMON	493267108	695	69,760	SH	OTHER	1	x 0 0
KIMBERLY CLARK CORP	COMMON	494368103	7,688	78,463	SH	DEFINED	12	x 0 0
KIMCO RLTY CORP	COMMON	49446R109	613	27,380	SH	OTHER	1	x 0 0
KINROSS GOLD CORP	COMMON FOREIGN	496902404	801	101,248	SH	OTHER	1	x 0 0
KOHL'S CORP	COMMON	500255104	699	15,160	SH	OTHER	1	x 0 0
KRAFT FOODS GROUP INC	COMMON	50076Q106	1,287	24,980	SH	OTHER	1	x 0 0
KROGER CO	COMMON	501044101	1,367	41,240	SH	OTHER	1	x 0 0
LSI CORPORATION	COMMON	502161102	319	47,000	SH	OTHER	1	x 0 0
L-3 COMMUNICATIONS HLDGS IN	COMMON	502424104	6,176	76,324	SH	DEFINED	12	x 0 0
LABORATORY CORP AMER HLDGS	COMMON	50540R409	5,528	61,287	SH	DEFINED	12	x 0 0
LAKE SHORE GOLD CORP	COMMON FOREIGN	510728108	18	30,800	SH	OTHER	1	x 0 0
LAM RESEARCH CORP	COMMON	512807108	199	4,800	SH	OTHER	1	x 0 0
LAS VEGAS SANDS CORP	COMMON	517834107	1,346	23,893	SH	OTHER	1	x 0 0
LAUDER ESTEE COS INC	COMMON	518439104	1,179	18,420	SH	OTHER	1	x 0 0



## FORM 13F INFORMATION TABLE

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5			COLUMN 6	COLUMN 7	COLUMN 8		
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ CALL	INVESTMENT DISCRETION	OTHER MANAGERS	VOTING AUTHORITY SOLE SHARED NONE			
LEAR CORP	COMMON	521865204	257	4,680	SH	OTHER	1	x	0	0	
LEGETT & PLATT INC	COMMON	524660107	285	8,440	SH	OTHER	1	x	0	0	
LEGG MASON INC	COMMON	524901105	401	12,460	SH	OTHER	1	x	0	0	
LEUCADIA NATL CORP	COMMON	527288104	363	13,232	SH	OTHER	1	x	0	0	
LEVEL 3 COMMUNICATIONS INC	COMMON	52729N308	256	12,629	SH	OTHER	1	x	0	0	
LIBERTY GLOBAL INC	COMMON	530555101	803	10,940	SH	OTHER	1	x	0	0	
LIBERTY GLOBAL INC	COMMON	530555309	700	10,200	SH	OTHER	1	x	0	0	
LIBERTY INTERACTIVE CORP	COMMON	53071M104	805	37,664	SH	OTHER	1	x	0	0	
LIBERTY PPTY TR	COMMON	531172104	366	9,200	SH	OTHER	1	x	0	0	
LIFE TECHNOLOGIES CORP	COMMON	53217V109	820	12,680	SH	OTHER	1	x	0	0	
LILLY ELI & CO	COMMON	532457108	9,783	172,268	SH	DEFINED	12	x	0	0	
LINCOLN NATL CORP IND	COMMON	534187109	443	13,600	SH	OTHER	1	x	0	0	
LINEAR TECHNOLOGY CORP	COMMON	535678106	688	17,940	SH	OTHER	1	x	0	0	
LINKEDIN CORP	COMMON	53578A108	437	2,480	SH	OTHER	1	x	0	0	
LOCKHEED MARTIN CORP	COMMON	539830109	7,511	77,816	SH	DEFINED	12	x	0	0	
LOEWS CORP	COMMON	540424108	739	16,780	SH	OTHER	1	x	0	0	
LONE PINE RES INC	COMMON	54222A106	11	9,557	SH	OTHER	1	x	0	0	
LOWES COS INC	COMMON	548661107	3,152	83,135	SH	OTHER	1	x	0	0	
LULULEMON ATHLETICA INC	COMMON FOREIGN	550021109	476	7,640	SH	OTHER	1	x	0	0	
M & T BK CORP	COMMON	55261F104	912	8,840	SH	OTHER	1	x	0	0	
MBIA INC	COMMON	55262C100	113	11,020	SH	OTHER	1	x	0	0	
MDU RES GROUP INC	COMMON	552690109	452	18,080	SH	OTHER	1	x	0	0	
MGM RESORTS INTERNATIONAL	COMMON	552953101	334	25,400	SH	OTHER	1	x	0	0	
MACERICH CO	COMMON	554382101	605	9,400	SH	OTHER	1	x	0	0	
MACK CALI RLTY CORP	COMMON	554489104	232	8,120	SH	OTHER	1	x	0	0	
MACYS INC	COMMON	55616P104	1,474	35,240	SH	OTHER	1	x	0	0	
MAGNA INTL INC	COMMON FOREIGN	559222401	9,405	160,325	SH	OTHER	1	x	0	0	
MANPOWERGROUP INC	COMMON	56418H100	338	5,960	SH	OTHER	1	x	0	0	
MANULIFE FINL CORP	COMMON FOREIGN	56501R106	3,259	221,400	SH	OTHER	1	x	0	0	
MARATHON OIL CORP	COMMON	565849106	1,682	49,880	SH	OTHER	1	x	0	0	
MARATHON PETE CORP	COMMON	56585A102	1,951	21,780	SH	OTHER	1	x	0	0	
MARSH & MCLENNAN COS INC	COMMON	571748102	1,198	31,540	SH	OTHER	1	x	0	0	
MARRIOTT INTL INC NEW	COMMON	571903202	743	17,601	SH	OTHER	1	x	0	0	
MARTIN MARIETTA MATLS INC	COMMON	573284106	417	4,091	SH	OTHER	1	x	0	0	
MASCO CORP	COMMON	574599106	552	27,260	SH	OTHER	1	x	0	0	
MASTERCARD INC	COMMON	57636Q104	3,712	6,860	SH	OTHER	1	x	0	0	
MATTEL INC	COMMON	577081102	681	15,560	SH	OTHER	1	x	0	0	
MAXIM INTEGRATED PRODS INC	COMMON	57772K101	425	13,020	SH	OTHER	1	x	0	0	
MCCORMICK & CO INC	COMMON	579780206	480	6,520	SH	OTHER	1	x	0	0	
MCDONALDS CORP	COMMON	580135101	10,840	108,739	SH	DEFINED	12	x	0	0	
MCEWEN MNG INC	COMMON	58039P107	43	15,180	SH	OTHER	1	x	0	0	
MCG CAPITAL CORP	COMMON	58047P107	46	9,540	SH	OTHER	1	x	0	0	
MCGRAW HILL COS INC	COMMON	580645109	627	12,040	SH	OTHER	1	x	0	0	
MCKESSON CORP	COMMON	58155Q103	1,850	17,140	SH	OTHER	1	x	0	0	
MEAD JOHNSON NUTRITION CO	COMMON	582839106	976	12,600	SH	OTHER	1	x	0	0	
MEADWESTVACO CORP	COMMON	583334107	559	15,400	SH	OTHER	1	x	0	0	
MEDTRONIC INC	COMMON	585055106	8,758	186,503	SH	DEFINED	12	x	0	0	
MERCK & CO INC NEW	COMMON	58933Y105	14,607	330,255	SH	DEFINED	12	x	0	0	
METHANEX CORP	COMMON FOREIGN	59151K108	293	7,200	SH	OTHER	1	x	0	0	
METLIFE INC	COMMON	59156R108	2,839	74,660	SH	OTHER	1	x	0	0	
METROPCS COMMUNICATIONS INC	COMMON	591708102	213	19,500	SH	OTHER	1	x	0	0	
MICROSOFT CORP	COMMON	594918104	14,565	509,098	SH	OTHER	1	x	0	0	
MICROCHIP TECHNOLOGY INC	COMMON	595017104	444	12,080	SH	OTHER	1	x	0	0	
MICRON TECHNOLOGY INC	COMMON	595112103	616	61,700	SH	OTHER	1	x	0	0	
MOHAWK INDS INC	COMMON	608190104	480	4,240	SH	OTHER	1	x	0	0	
MONDELEZ INTL INC	COMMON	609207105	3,455	112,860	SH	OTHER	1	x	0	0	
MONSANTO CO NEW	COMMON	61166W101	3,044	28,820	SH	OTHER	1	x	0	0	
MONSTER BEVERAGE CORP	COMMON	611740101	587	12,300	SH	OTHER	1	x	0	0	
MONSTER WORLDWIDE INC	COMMON	611742107	48	9,480	SH	OTHER	1	x	0	0	
MOODYS CORP	COMMON	615369105	469	8,791	SH	OTHER	1	x	0	0	

## FORM 13F INFORMATION TABLE

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5			COLUMN 6	COLUMN 7	COLUMN 8		
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ CALL	INVESTMENT DISCRETION	OTHER MANAGERS	VOTING AUTHORITY SOLE SHARED NONE			
MORGAN STANLEY	COMMON	617446448	1,906	86,700	SH	OTHER	1	x	0	0	
MOSAIC CO NEW	COMMON	61945C103	1,174	19,693	SH	OTHER	1	x	0	0	
MOTOROLA SOLUTIONS INC	COMMON	620076307	661	10,317	SH	OTHER	1	x	0	0	
MURPHY OIL CORP	COMMON	626717102	808	12,680	SH	OTHER	1	x	0	0	
MYLAN INC	COMMON	628530107	798	27,563	SH	OTHER	1	x	0	0	
NRG ENERGY INC	COMMON	629377508	416	15,700	SH	OTHER	1	x	0	0	
NYSE EURONEXT	COMMON	629491101	681	17,620	SH	OTHER	1	x	0	0	
NASDAQ OMX GROUP INC	COMMON	631103108	231	7,137	SH	OTHER	1	x	0	0	
NATIONAL FUEL GAS CO N J	COMMON	636180101	114	1,860	SH	OTHER	1	x	0	0	
NATIONAL OILWELL VARCO INC	COMMON	637071101	1,932	27,301	SH	OTHER	1	x	0	0	
NAVISTAR INTL CORP NEW	COMMON	63934E108	188	5,440	SH	OTHER	1	x	0	0	
NAVIDEA BIOPHARMACEUTICALS	COMMON	63937X103	29	10,800	SH	OTHER	1	x	0	0	
NETAPP INC	COMMON	64110D104	5,707	167,060	SH	DEFINED	12	x	0	0	
NETFLIX INC	COMMON	64110L106	553	2,920	SH	OTHER	1	x	0	0	
NEVSUN RES LTD	COMMON FOREIGN	64156L101	59	15,300	SH	OTHER	1	x	0	0	
NEW GOLD INC CDA	COMMON FOREIGN	644535106	243	26,700	SH	OTHER	1	x	0	0	
NEW YORK CMNTY BANCORP INC	COMMON	649445103	451	31,460	SH	OTHER	1	x	0	0	
NEW YORK TIMES CO	COMMON	650111107	125	12,740	SH	OTHER	1	x	0	0	
NEWELL RUBBERMAID INC	COMMON	651229106	510	19,540	SH	OTHER	1	x	0	0	
NEWMONT MINING CORP	COMMON	651639106	1,470	35,100	SH	OTHER	1	x	0	0	
NEWS CORP	COMMON	65248E104	3,212	105,240	SH	OTHER	1	x	0	0	
NEWS CORP	COMMON	65248E203	932	30,298	SH	OTHER	1	x	0	0	
NEXTERA ENERGY INC	COMMON	65339F101	7,541	97,075	SH	DEFINED	12	x	0	0	
NICE SYS LTD	COMMON FOREIGN	653656108	203	5,514	SH	OTHER	1	x	0	0	
NIKE INC	COMMON	654106103	2,700	45,760	SH	OTHER	1	x	0	0	
NISOURCE INC	COMMON	65473P105	304	10,360	SH	OTHER	1	x	0	0	
NOBLE ENERGY INC	COMMON	655044105	1,470	12,712	SH	OTHER	1	x	0	0	
NORDSTROM INC	COMMON	655664100	750	13,580	SH	OTHER	1	x	0	0	
NORFOLK SOUTHERN CORP	COMMON	655844108	1,550	20,107	SH	OTHER	1	x	0	0	
NORTH AMERN PALLADIUM LTD	COMMON FOREIGN	656912102	19	13,400	SH	OTHER	1	x	0	0	
NORTHEAST UTILS	COMMON	664397106	6,236	143,486	SH	DEFINED	12	x	0	0	
NORTHERN TR CORP	COMMON	665859104	398	7,300	SH	OTHER	1	x	0	0	
NORTHROP GRUMMAN CORP	COMMON	666807102	6,361	90,683	SH	DEFINED	12	x	0	0	
NOVAGOLD RES INC	COMMON FOREIGN	66987E206	39	10,600	SH	OTHER	1	x	0	0	
NUANCE COMMUNICATIONS INC	COMMON	67020Y100	363	18,000	SH	OTHER	1	x	0	0	
NUCOR CORP	COMMON	670346105	1,181	25,600	SH	OTHER	1	x	0	0	
NVIDIA CORP	COMMON	67066G104	476	37,160	SH	OTHER	1	x	0	0	
O REILLY AUTOMOTIVE INC NEW	COMMON	67103H107	582	5,680	SH	OTHER	1	x	0	0	
OCCIDENTAL PETE CORP DEL	COMMON	674599105	4,471	57,046	SH	OTHER	1	x	0	0	
OLD REP INTL CORP	COMMON	680223104	233	18,313	SH	OTHER	1	x	0	0	
OMNICARE INC	COMMON	681904108	385	9,460	SH	OTHER	1	x	0	0	
OMNICOM GROUP INC	COMMON	681919106	6,385	108,404	SH	DEFINED	12	x	0	0	
ON SEMICONDUCTOR CORP	COMMON	682189105	278	33,520	SH	OTHER	1	x	0	0	
ONEOK INC NEW	COMMON	682680103	866	18,160	SH	OTHER	1	x	0	0	
OPEN TEXT CORP	COMMON FOREIGN	683715106	6,655	114,525	SH	OTHER	1	x	0	0	
ORACLE CORP	COMMON	68389X105	3,887	120,180	SH	OTHER	1	x	0	0	
OWENS ILL INC	COMMON	690768403	249	9,340	SH	OTHER	1	x	0	0	
PG&E CORP	COMMON	69331C108	1,142	25,640	SH	OTHER	1	x	0	0	
PNC FINL SVCS GROUP INC	COMMON	693475105	2,393	35,980	SH	OTHER	1	x	0	0	
PPG INDS INC	COMMON	693506107	1,236	9,228	SH	OTHER	1	x	0	0	
PPL CORP	COMMON	69351T106	6,641	212,110	SH	DEFINED	12	x	0	0	
PACCAR INC	COMMON	693718108	1,272	25,160	SH	OTHER	1	x	0	0	
PALL CORP	COMMON	696429307	498	7,280	SH	OTHER	1	x	0	0	
PAN AMERICAN SILVER CORP	COMMON FOREIGN	697900108	178	10,805	SH	OTHER	1	x	0	0	
PARKER HANNIFIN CORP	COMMON	701094104	778	8,500	SH	OTHER	1	x	0	0	
PATTERSON COMPANIES INC	COMMON	703395103	252	6,620	SH	OTHER	1	x	0	0	
PATTERSON UTI ENERGY INC	COMMON	703481101	300	12,600	SH	OTHER	1	x	0	0	
PAYCHEX INC	COMMON	704326107	751	21,425	SH	OTHER	1	x	0	0	
PEABODY ENERGY CORP	COMMON	704549104	339	16,020	SH	OTHER	1	x	0	0	
PEMBINA PIPELINE CORP	COMMON FOREIGN	706327103	907	28,695	SH	OTHER	1	x	0	0	

## FORM 13F INFORMATION TABLE

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5			COLUMN 6	COLUMN 7	COLUMN 8		
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ CALL	INVESTMENT DISCRETION	OTHER MANAGERS	VOTING AUTHORITY SOLE SHARED NONE			
PENGROWTH ENERGY CORP	COMMON FOREIGN	70706P104	160	31,470	SH	OTHER	1	x	0	0	
PENN WEST PETE LTD NEW	COMMON FOREIGN	707887105	338	31,400	SH	OTHER	1	x	0	0	
PEOPLES UNITED FINANCIAL IN	COMMON	712704105	205	15,280	SH	OTHER	1	x	0	0	
PEPCO HOLDINGS INC	COMMON	713291102	439	20,491	SH	OTHER	1	x	0	0	
PEPSICO INC	COMMON	713448108	19,964	252,357	SH	DEFINED	12	x	0	0	
PERRIGO CO	COMMON	714290103	425	3,580	SH	OTHER	1	x	0	0	
PETSMART INC	COMMON	716768106	668	10,760	SH	OTHER	1	x	0	0	
PFIZER INC	COMMON	717081103	7,994	276,980	SH	OTHER	1	x	0	0	
PHILLIPS 66	COMMON	718546104	2,273	32,480	SH	OTHER	1	x	0	0	
PINNACLE WEST CAP CORP	COMMON	723484101	703	12,140	SH	OTHER	1	x	0	0	
PIONEER NAT RES CO	COMMON	723787107	974	7,840	SH	OTHER	1	x	0	0	
PITNEY BOWES INC	COMMON	724479100	5,227	351,724	SH	DEFINED	12	x	0	0	
PLAINS EXPL& PRODTN CO	COMMON	726505100	383	8,060	SH	OTHER	1	x	0	0	
PLUM CREEK TIMBER CO INC	COMMON	729251108	552	10,580	SH	OTHER	1	x	0	0	
POTASH CORP SASK INC	COMMON FOREIGN	73755L107	2,404	61,200	SH	OTHER	1	x	0	0	
POWERSHARES ETF TR II	COMMON	73937B779	31,080	1,000,000	SH	DEFINED	12	x	0	0	
PRAXAIR INC	COMMON	74005P104	2,376	21,300	SH	OTHER	1	x	0	0	
PRECISION CASTPARTS CORP	COMMON	740189105	1,445	7,620	SH	OTHER	1	x	0	0	
PRECISION DRILLING CORP	COMMON FOREIGN	74022D308	187	20,200	SH	OTHER	1	x	0	0	
PRICE T ROWE GROUP INC	COMMON	74144T108	1,361	18,180	SH	OTHER	1	x	0	0	
PRICELINE COM INC	COMMON	741503403	2,325	3,380	SH	OTHER	1	x	0	0	
PRINCIPAL FINL GROUP INC	COMMON	74251V102	824	24,220	SH	OTHER	1	x	0	0	
PROCTER & GAMBLE CO	COMMON	742718109	19,072	247,495	SH	DEFINED	12	x	0	0	
PROGRESSIVE CORP OHIO	COMMON	743315103	1,121	44,380	SH	OTHER	1	x	0	0	
PROGRESSIVE WASTE SOLUTIONS	COMMON FOREIGN	74339G101	318	15,000	SH	OTHER	1	x	0	0	
PROLOGIS INC	COMMON	74340W103	1,321	33,043	SH	OTHER	1	x	0	0	
PRUDENTIAL FINL INC	COMMON	744320102	2,033	34,460	SH	OTHER	1	x	0	0	
PUBLIC SVC ENTERPRISE GROUP	COMMON	744573106	1,207	35,140	SH	OTHER	1	x	0	0	
PUBLIC STORAGE	COMMON	74460D109	1,706	11,200	SH	OTHER	1	x	0	0	
PULTE GROUP INC	COMMON	745867101	514	25,410	SH	OTHER	1	x	0	0	
QEP RES INC	COMMON	74733V100	415	13,020	SH	OTHER	1	x	0	0	
QUALCOMM INC	COMMON	747525103	6,546	97,780	SH	OTHER	1	x	0	0	
QUANTA SVCS INC	COMMON	74762E102	347	12,140	SH	OTHER	1	x	0	0	
QUANTUM CORP	COMMON	747906204	23	17,620	SH	OTHER	1	x	0	0	
QUEST DIAGNOSTICS INC	COMMON	74834L100	5,477	97,016	SH	DEFINED	12	x	0	0	
QUICKSILVER RESOURCES INC	COMMON	74837R104	21	9,200	SH	OTHER	1	x	0	0	
RLJ LODGING TR	COMMON	74965L101	66,105	2,904,428	SH	DEFINED	12	x	0	0	
RALPH LAUREN CORP	COMMON	751212101	731	4,320	SH	OTHER	1	x	0	0	
RANGE RES CORP	COMMON	75281A109	381	4,701	SH	OTHER	1	x	0	0	
RAYONIER INC	COMMON	754907103	328	5,500	SH	OTHER	1	x	0	0	
RAYTHEON CO	COMMON	755111507	6,555	111,498	SH	DEFINED	12	x	0	0	
RED HAT INC	COMMON	756577102	649	12,840	SH	OTHER	1	x	0	0	
REGENCY CTRS CORP	COMMON	758849103	275	5,200	SH	OTHER	1	x	0	0	
REGIONS FINL CORP NEW	COMMON	7591EP100	628	76,620	SH	OTHER	1	x	0	0	
REPUBLIC SVCS INC	COMMON	760759100	737	22,320	SH	OTHER	1	x	0	0	
RESEARCH IN MOTION LTD	COMMON FOREIGN	760975102	475	32,000	SH	OTHER	1	x	0	0	
ROBERT HALF INTL INC	COMMON	770323103	321	8,560	SH	OTHER	1	x	0	0	
ROCK-TENN CO	COMMON	772739207	405	4,360	SH	OTHER	1	x	0	0	
ROCKWELL AUTOMATION INC	COMMON	773903109	748	8,660	SH	OTHER	1	x	0	0	
ROCKWELL COLLINS INC	COMMON	774341101	765	12,120	SH	OTHER	1	x	0	0	
ROGERS COMMUNICATIONS INC	COMMON FOREIGN	775109200	1,532	30,000	SH	OTHER	1	x	0	0	
ROPER INDS INC NEW	COMMON	776696106	670	5,260	SH	OTHER	1	x	0	0	
ROSS STORES INC	COMMON	778296103	730	12,040	SH	OTHER	1	x	0	0	
ROYAL BK CDA MONTREAL QUE	COMMON FOREIGN	780087102	13,336	221,450	SH	OTHER	1	x	0	0	
RUBICON MINERALS CORP	COMMON FOREIGN	780911103	39	16,100	SH	OTHER	1	x	0	0	
SBA COMMUNICATIONS CORP	COMMON	78388J106	511	7,100	SH	OTHER	1	x	0	0	
SAIC INC	COMMON	78390X101	269	19,860	SH	OTHER	1	x	0	0	
SEI INVESTMENTS CO	COMMON	784117103	341	11,820	SH	OTHER	1	x	0	0	
SPDR S&P 500 ETF TR	COMMON	78462F103	158,472	1,012,275	SH	DEFINED	12	x	0	0	
SPX CORP	COMMON	784635104	280	3,540	SH	OTHER	1	x	0	0	

## FORM 13F INFORMATION TABLE

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5			COLUMN 6	COLUMN 7	COLUMN 8		
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ CALL	INVESTMENT DISCRETION	OTHER MANAGERS	VOTING AUTHORITY SOLE SHARED NONE			
SAFEWAY INC	COMMON	786514208	573	21,730	SH	OTHER	1	x	0	0	
ST JUDE MED INC	COMMON	790849103	871	21,540	SH	OTHER	1	x	0	0	
SALESFORCE COM INC	COMMON	79466L302	1,549	8,660	SH	OTHER	1	x	0	0	
SANDISK CORP	COMMON	80004C101	894	16,260	SH	OTHER	1	x	0	0	
SCANA CORP NEW	COMMON	80589M102	409	8,000	SH	OTHER	1	x	0	0	
SCHEIN HENRY INC	COMMON	806407102	598	6,460	SH	OTHER	1	x	0	0	
SCHLUMBERGER LTD	COMMON	806857108	6,845	91,406	SH	OTHER	1	x	0	0	
SCHWAB CHARLES CORP NEW	COMMON	808513105	901	50,946	SH	OTHER	1	x	0	0	
SCRIPPS NETWORKS INTERACT I	COMMON	811065101	418	6,500	SH	OTHER	1	x	0	0	
SEALED AIR CORP NEW	COMMON	81211K100	224	9,300	SH	OTHER	1	x	0	0	
SEMPRA ENERGY	COMMON	816851109	962	12,040	SH	OTHER	1	x	0	0	
SHAW COMMUNICATIONS INC	COMMON FOREIGN	82028K200	532	21,500	SH	OTHER	1	x	0	0	
SHERWIN WILLIAMS CO	COMMON	824348106	956	5,660	SH	OTHER	1	x	0	0	
SIGMA ALDRICH CORP	COMMON	826552101	716	9,220	SH	OTHER	1	x	0	0	
SILVER WHEATON CORP	COMMON FOREIGN	828336107	4,849	245,750	SH	OTHER	1	x	0	0	
SILVERCORP METALS INC	COMMON FOREIGN	82835P103	49	12,300	SH	OTHER	1	x	0	0	
SIMON PPTY GROUP INC NEW	COMMON	828806109	2,396	15,113	SH	OTHER	1	x	0	0	
SIRIUS XM RADIO INC	COMMON	82967N108	833	270,300	SH	OTHER	1	x	0	0	
SKYWORKS SOLUTIONS INC	COMMON	83088M102	141	6,400	SH	OTHER	1	x	0	0	
SMUCKER J M CO	COMMON	832696405	391	3,940	SH	OTHER	1	x	0	0	
SONOCO PRODS CO	COMMON	835495102	248	7,100	SH	OTHER	1	x	0	0	
SONUS NETWORKS INC	COMMON	835916107	50	19,180	SH	OTHER	1	x	0	0	
SOUTHERN CO	COMMON	842587107	2,152	45,860	SH	OTHER	1	x	0	0	
SOUTHWEST AIRLS CO	COMMON	844741108	229	16,960	SH	OTHER	1	x	0	0	
SOUTHWESTERN ENERGY CO	COMMON	845467109	985	26,440	SH	OTHER	1	x	0	0	
SPECTRA ENERGY CORP	COMMON	847560109	7,169	233,137	SH	DEFINED	12	x	0	0	
SPIRIT AEROSYSTEMS HLDGS IN	COMMON	848574109	169	8,900	SH	OTHER	1	x	0	0	
SPRINT NEXTEL CORP	COMMON	852061100	1,268	204,240	SH	OTHER	1	x	0	0	
STANLEY BLACK & DECKER INC	COMMON	854502101	821	10,141	SH	OTHER	1	x	0	0	
STAPLES INC	COMMON	855030102	5,521	411,102	SH	DEFINED	12	x	0	0	
STARBUCKS CORP	COMMON	855244109	2,437	42,780	SH	OTHER	1	x	0	0	
STARWOOD HOTELS&RESORTS WRL	COMMON	85590A401	806	12,640	SH	OTHER	1	x	0	0	
STATE STR CORP	COMMON	857477103	2,066	34,960	SH	OTHER	1	x	0	0	
STEEL DYNAMICS INC	COMMON	858119100	251	15,820	SH	OTHER	1	x	0	0	
STERICYCLE INC	COMMON	858912108	484	4,560	SH	OTHER	1	x	0	0	
STRYKER CORP	COMMON	863667101	1,046	16,036	SH	OTHER	1	x	0	0	
SUN LIFE FINL INC	COMMON FOREIGN	866796105	1,312	48,100	SH	OTHER	1	x	0	0	
SUNCOR ENERGY INC NEW	COMMON FOREIGN	867224107	13,262	442,746	SH	OTHER	1	x	0	0	
SUNTRUST BKS INC	COMMON	867914103	1,069	37,099	SH	OTHER	1	x	0	0	
SWISHER HYGIENE INC	COMMON	870808102	14	11,080	SH	OTHER	1	x	0	0	
SYMANTEC CORP	COMMON	871503108	1,150	46,600	SH	OTHER	1	x	0	0	
SYNOPSIS INC	COMMON	871607107	155	4,320	SH	OTHER	1	x	0	0	
SYSCO CORP	COMMON	871829107	6,685	190,065	SH	DEFINED	12	x	0	0	
TD AMERITRADE HLDG CORP	COMMON	87236Y108	446	21,648	SH	OTHER	1	x	0	0	
TJX COS INC NEW	COMMON	872540109	1,557	33,300	SH	OTHER	1	x	0	0	
TRW AUTOMOTIVE HLDGS CORP	COMMON	87264S106	438	7,960	SH	OTHER	1	x	0	0	
TALISMAN ENERGY INC	COMMON FOREIGN	87425E103	841	68,800	SH	OTHER	1	x	0	0	
TARGET CORP	COMMON	87612E106	8,339	121,819	SH	DEFINED	12	x	0	0	
TASEKO MINES LTD	COMMON FOREIGN	876511106	34	12,100	SH	OTHER	1	x	0	0	
TECK RESOURCES LTD	COMMON FOREIGN	878742204	1,115	39,600	SH	OTHER	1	x	0	0	
TELLABS INC	COMMON	879664100	64	30,700	SH	OTHER	1	x	0	0	
TELUS CORP	COMMON FOREIGN	87971M103	1,726	25,000	SH	OTHER	1	x	0	0	
TERADATA CORP DEL	COMMON	88076W103	570	9,740	SH	OTHER	1	x	0	0	
TEVA PHARMACEUTICAL INDS LT	COMMON	881624209	2,599	65,497	SH	OTHER	1	x	0	0	
TEXAS INSTRS INC	COMMON	882508104	2,511	70,780	SH	OTHER	1	x	0	0	
TEXTRON INC	COMMON	883203101	589	19,760	SH	OTHER	1	x	0	0	
THERMO FISHER SCIENTIFIC IN	COMMON	883556102	1,167	15,261	SH	OTHER	1	x	0	0	
THOMSON REUTERS CORP	COMMON FOREIGN	884903105	1,041	32,100	SH	OTHER	1	x	0	0	
3M CO	COMMON	88579Y101	10,188	95,829	SH	DEFINED	12	x	0	0	
TIDEWATER INC	COMMON	886423102	185	3,660	SH	OTHER	1	x	0	0	

## FORM 13F INFORMATION TABLE

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5			COLUMN 6	COLUMN 7	COLUMN 8	
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ CALL	INVESTMENT DISCRETION	OTHER MANAGERS	VOTING SOLE	AUTHORITY SHARED	NONE
TIFFANY & CO NEW	COMMON	886547108	572	8,220	SH	OTHER	1	x	0	0
TIM HORTONS INC	COMMON FOREIGN	88706M103	592	10,900	SH	OTHER	1	x	0	0
TIME WARNER INC	COMMON	887317303	8,789	152,541	SH	DEFINED	12	x	0	0
TIME WARNER CABLE INC	COMMON	88732J207	1,695	17,641	SH	OTHER	1	x	0	0
TIMKEN CO	COMMON	887389104	4,945	87,396	SH	DEFINED	12	x	0	0
TOLL BROTHERS INC	COMMON	889478103	244	7,140	SH	OTHER	1	x	0	0
TORCHMARK CORP	COMMON	891027104	429	7,170	SH	OTHER	1	x	0	0
TORONTO DOMINION BK ONT	COMMON FOREIGN	891160509	22,613	271,619	SH	OTHER	1	x	0	0
TOTAL SYS SVCS INC	COMMON	891906109	190	7,680	SH	OTHER	1	x	0	0
TRANSALTA CORP	COMMON FOREIGN	89346D107	199	13,600	SH	OTHER	1	x	0	0
TRANSCANADA CORP	COMMON FOREIGN	89353D107	2,143	44,900	SH	OTHER	1	x	0	0
TRAVELERS COMPANIES INC	COMMON	89417E109	7,440	88,377	SH	DEFINED	12	x	0	0
TRIQUINT SEMICONDUCTOR INC	COMMON	89674K103	70	13,900	SH	OTHER	1	x	0	0
TRUSTCO BK CORP N Y	COMMON	898349105	86	15,440	SH	OTHER	1	x	0	0
TURQUOISE HILL RES LTD	COMMON FOREIGN	900435108	136	21,300	SH	OTHER	1	x	0	0
TYSON FOODS INC	COMMON	902494103	487	19,620	SH	OTHER	1	x	0	0
US BANCORP DEL	COMMON	902973304	4,312	127,078	SH	OTHER	1	x	0	0
URS CORP NEW	COMMON	903236107	264	5,560	SH	OTHER	1	x	0	0
ULTRA PETROLEUM CORP	COMMON	903914109	206	10,227	SH	OTHER	1	x	0	0
UNION PAC CORP	COMMON	907818108	4,081	28,660	SH	OTHER	1	x	0	0
UNITED CONTL HLDGS INC	COMMON	910047109	195	6,100	SH	OTHER	1	x	0	0
UNITED PARCEL SERVICE INC	COMMON	911312106	9,640	112,219	SH	DEFINED	12	x	0	0
UNITED TECHNOLOGIES CORP	COMMON	913017109	5,531	59,200	SH	OTHER	1	x	0	0
UNITEDHEALTH GROUP INC	COMMON	91324P102	2,907	50,820	SH	OTHER	1	x	0	0
UNUM GROUP	COMMON	91529Y106	575	20,360	SH	OTHER	1	x	0	0
URBAN OUTFITTERS INC	COMMON	917047102	161	4,160	SH	OTHER	1	x	0	0
V F CORP	COMMON	918204108	933	5,560	SH	OTHER	1	x	0	0
VALERO ENERGY CORP NEW	COMMON	91913Y100	1,735	38,140	SH	OTHER	1	x	0	0
VALLEY NATL BANCORP	COMMON	919794107	166	16,239	SH	OTHER	1	x	0	0
VANGUARD INTL EQUITY INDEX	COMMON	922042858	400,638	9,341,106	SH	DEFINED	12	x	0	0
VARIAN MED SYS INC	COMMON	92220P105	681	9,460	SH	OTHER	1	x	0	0
VENTAS INC	COMMON	92276F100	1,429	19,520	SH	OTHER	1	x	0	0
VANGUARD INDEX FDS	COMMON	922908637	44,053	614,058	SH	DEFINED	12	x	0	0
VANGUARD INDEX FDS	COMMON	922908751	17,489	191,875	SH	DEFINED	12	x	0	0
VERISIGN INC	COMMON	92343E102	411	8,700	SH	OTHER	1	x	0	0
VERIZON COMMUNICATIONS INC	COMMON	92343V104	12,940	263,270	SH	DEFINED	12	x	0	0
VERISK ANALYTICS INC	COMMON	92345Y106	503	8,160	SH	OTHER	1	x	0	0
VERMILION ENERGY INC	COMMON FOREIGN	923725105	331	6,400	SH	OTHER	1	x	0	0
VERTEX PHARMACEUTICALS INC	COMMON	92532F100	760	13,820	SH	OTHER	1	x	0	0
VIACOM INC NEW	COMMON	92553P201	1,772	28,780	SH	OTHER	1	x	0	0
VIRGIN MEDIA INC	COMMON	92769L101	577	11,780	SH	OTHER	1	x	0	0
VISA INC	COMMON	92826C839	6,186	36,422	SH	OTHER	1	x	0	0
VMWARE INC	COMMON	928563402	517	6,560	SH	OTHER	1	x	0	0
VONAGE HLDGS CORP	COMMON	92886T201	37	12,680	SH	OTHER	1	x	0	0
VORNADO RLTY TR	COMMON	929042109	994	11,880	SH	OTHER	1	x	0	0
VULCAN MATLS CO	COMMON	929160109	410	7,940	SH	OTHER	1	x	0	0
WAL-MART STORES INC	COMMON	931142103	14,312	191,259	SH	DEFINED	12	x	0	0
WALGREEN CO	COMMON	931422109	2,636	55,280	SH	OTHER	1	x	0	0
WASHINGTON FED INC	COMMON	938824109	151	8,600	SH	OTHER	1	x	0	0
WASHINGTON POST CO	COMMON	939640108	161	360	SH	OTHER	1	x	0	0
WASTE MGMT INC DEL	COMMON	94106L109	6,607	168,507	SH	DEFINED	12	x	0	0
WATERS CORP	COMMON	941848103	678	7,220	SH	OTHER	1	x	0	0
WELLPOINT INC	COMMON	94973V107	1,201	18,130	SH	OTHER	1	x	0	0
WELLS FARGO & CO NEW	COMMON	949746101	11,863	320,700	SH	OTHER	1	x	0	0
WESTERN DIGITAL CORP	COMMON	958102105	833	16,560	SH	OTHER	1	x	0	0
WESTERN UN CO	COMMON	959802109	5,789	384,928	SH	DEFINED	12	x	0	0
WET SEAL INC	COMMON	961840105	31	10,200	SH	OTHER	1	x	0	0
WEYERHAEUSER CO	COMMON	962166104	868	27,675	SH	OTHER	1	x	0	0
WHIRLPOOL CORP	COMMON	963320106	526	4,440	SH	OTHER	1	x	0	0
WHITING PETE CORP NEW	COMMON	966387102	369	7,260	SH	OTHER	1	x	0	0

## FORM 13F INFORMATION TABLE

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5			COLUMN 6	COLUMN 7	COLUMN 8	
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ CALL	INVESTMENT DISCRETION	OTHER MANAGERS	VOTING SOLE	AUTHORITY SHARED	NONE
WHOLE FOODS MKT INC	COMMON	966837106	958	11,040	SH	OTHER	1	x	0	0
WILLIAMS COS INC DEL	COMMON	969457100	1,135	30,300	SH	OTHER	1	x	0	0
WINDSTREAM CORP	COMMON	97381W104	321	40,400	SH	OTHER	1	x	0	0
WISCONSIN ENERGY CORP	COMMON	976657106	6,088	141,944	SH	DEFINED	12	x	0	0
WYNN RESORTS LTD	COMMON	983134107	683	5,460	SH	OTHER	1	x	0	0
XCEL ENERGY INC	COMMON	98389B100	826	27,800	SH	OTHER	1	x	0	0
XILINX INC	COMMON	983919101	665	17,420	SH	OTHER	1	x	0	0
XEROX CORP	COMMON	984121103	773	89,860	SH	OTHER	1	x	0	0
XYLEM INC	COMMON	98419M100	432	15,660	SH	OTHER	1	x	0	0
YAHOO INC	COMMON	984332106	1,858	78,965	SH	OTHER	1	x	0	0
YAMANA GOLD INC	COMMON FOREIGN	98462Y100	6,955	453,050	SH	OTHER	1	x	0	0
YUM BRANDS INC	COMMON	988498101	2,184	30,360	SH	OTHER	1	x	0	0
ZIMMER HLDGS INC	COMMON	98956P102	1,034	13,740	SH	OTHER	1	x	0	0
AON PLC	COMMON	G0408V102	1,230	19,992	SH	OTHER	1	x	0	0
ARCH CAP GROUP LTD	COMMON	G0450A105	241	4,580	SH	OTHER	1	x	0	0
ASSURED GUARANTY LTD	COMMON	G0585R106	257	12,480	SH	OTHER	1	x	0	0
AXIS CAPITAL HOLDINGS INV	COMMON	G0692U109	399	9,580	SH	OTHER	1	x	0	0
ACCENTURE PLC IRELAND	COMMON FOREIGN	G1151C101	2,460	32,380	SH	OTHER	1	x	0	0
BUNGE LIMITED	COMMON	G16962105	698	9,460	SH	OTHER	1	x	0	0
COVIDIEN PLC	COMMON	G2554F113	2,220	32,720	SH	OTHER	1	x	0	0
DELPHI AUTOMOTIVE PLC	COMMON	G27823106	315	7,105	SH	OTHER	1	x	0	0
EATON CORP PLC	COMMON	G29183103	1,758	28,706	SH	OTHER	1	x	0	0
EVEREST RE GROUP LTD	COMMON FOREIGN	G3223R108	358	2,760	SH	OTHER	1	x	0	0
HERBALIFE LTD	COMMON	G4412G101	43	1,160	SH	OTHER	1	x	0	0
INGERSOLL-RAND PLC	COMMON	G47791101	1,255	22,820	SH	OTHER	1	x	0	0
MARVELL TECHNOLOGY GROUP LT	COMMON	G5876H105	355	33,560	SH	OTHER	1	x	0	0
NABORS INDUSTRIES LTD	COMMON	G6359F103	5,653	348,524	SH	DEFINED	12	x	0	0
PARTNERRE LTD	COMMON	G6852T105	320	3,440	SH	OTHER	1	x	0	0
RENAISSANCERE HOLDINGS LTD	COMMON	G7496G103	419	4,560	SH	OTHER	1	x	0	0
ROWAN COMPANIES PLC	COMMON	G7665A101	291	8,220	SH	OTHER	1	x	0	0
SEADRILL LIMITED	COMMON FOREIGN	G7945E105	769	21,194	SH	OTHER	1	x	0	0
SEAGATE TECHNOLOGY PLC	COMMON FOREIGN	G7945M107	1,100	30,080	SH	OTHER	1	x	0	0
WARNER CHILCOTT PLC IRELAND	COMMON	G94368100	196	14,480	SH	OTHER	1	x	0	0
WILLIS GROUP HOLDINGS PUBLI	COMMON FOREIGN	G96666105	483	12,240	SH	OTHER	1	x	0	0
XL GROUP PLC	COMMON	G98290102	637	21,020	SH	OTHER	1	x	0	0
ACE LTD	COMMON	H0023R105	1,254	14,100	SH	OTHER	1	x	0	0
WEATHERFORD INTERNATIONAL L	COMMON	H27013103	5,951	490,208	SH	DEFINED	12	x	0	0
FOSTER WHEELER AG	COMMON FOREIGN	H27178104	204	8,914	SH	OTHER	1	x	0	0
GARMIN LTD	COMMON	H2906T109	261	7,912	SH	OTHER	1	x	0	0
LOGITECH INTL S A	COMMON FOREIGN	H50430232	116	17,016	SH	OTHER	1	x	0	0
NOBLE CORPORATION BAAR	COMMON FOREIGN	H5833N103	646	16,940	SH	OTHER	1	x	0	0
PENTAIR LTD	COMMON	H6169Q108	359	6,799	SH	OTHER	1	x	0	0
TE CONNECTIVITY LTD	COMMON	H84989104	6,366	151,824	SH	DEFINED	12	x	0	0
TRANSOCEAN LTD	COMMON FOREIGN	H8817H100	1,029	19,795	SH	OTHER	1	x	0	0
TYCO INTERNATIONAL LTD	COMMON	H89128104	658	20,557	SH	OTHER	1	x	0	0
UBS AG	COMMON FOREIGN	H89231338	3,873	252,075	SH	OTHER	1	x	0	0
LYONDELLBASELL INDUSTRIES N	COMMON FOREIGN	N53745100	1,552	24,520	SH	OTHER	1	x	0	0
NIELSEN HOLDINGS N V	COMMON	N63218106	308	8,600	SH	OTHER	1	x	0	0
ROYAL CARIBBEAN CRUISES LTD	COMMON	V7780T103	364	10,960	SH	OTHER	1	x	0	0
AVAGO TECHNOLOGIES LTD	COMMON FOREIGN	Y0486S104	621	17,280	SH	OTHER	1	x	0	0
FLEXTRONICS INTL LTD	COMMON	Y2573F102	5,442	805,096	SH	DEFINED	12	x	0	0

