

Edgar Filing: Lloyds Banking Group plc - Form 13F-HR

Lloyds Banking Group plc
Form 13F-HR
October 21, 2011

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

FORM 13F

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: 30-Sep-11

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: Lloyds Banking Group plc

Address: The Mound

Edinburgh EH1 1YZ

Scotland

United Kingdom

Form 13F File Number: 001-15246

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: Mr G Johnstone

Title: Share Disclosure Team

Phone: (+44) 113 235 7638

Signature, Place, and Date of Signing:

/s/ G Johnstone 21-Oct-11

[Signature] [City, State] [Date]

Report Type (Check only one.):

/X/ 13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.)

Edgar Filing: Lloyds Banking Group plc - Form 13F-HR

// 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).)

FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 3

Form 13F Information Table Entry Total: 661

Form 13F Information Table Value Total: \$7,806,820

(thousands)

List of Other Included Managers:

| No. | Form 13F File Number | Name |
|-----|----------------------|--|
| 1 | 028-10147 | Scottish Widows Investment Partnership Limited |
| --- | ----- | ----- |
| 10 | 028-10237 | Lloyds TSB Offshore Private Clients Limited |
| --- | ----- | ----- |
| 11 | 028-10892 | Lloyds TSB Offshore Limited |
| --- | ----- | ----- |

FORM 13F INFORMATION TABLE FOR LLOYDS BANKING GROUP PLC EXCHANGE RATE 1.5579

| NAME OF ISSUER | TITLE OF CLASS | CUSIP | VALUE US\$ 000's | NO. OF SHARES | SH/PRN | INVE DISC |
|----------------------------|----------------|-----------|---------------------|------------------|--------|--------------|
| AFLAC INC | COM | 001055102 | 11,662 | 333,407 | SH | DEF |
| AK STL HLDG CORP | COM | 001547108 | 3 | 500 | SH | DEF |
| ABBOTT LABS | COM | 002824100 | 37,515 | 733,362 | SH | DEF |
| ABERCROMBIE & FITCH CO | CL A | 002896207 | 1,561 | 25,373 | SH | DEF |
| ACME PACKET INC | COM | 004764106 | 5,258 | 123,432 | SH | DEF |
| ADVANCED MICRO DEVICES INC | COM | 007903107 | 316 | 62,428 | SH | DEF |
| AGNICO EAGLE MINES LTD | COM | 008474108 | 2,758 | 46,342 | SH | DEF |
| AIR PRODS & CHEMS INC | COM | 009158106 | 19,537 | 255,844 | SH | DEF |
| AIRGAS INC | COM | 009363102 | 213 | 3,340 | SH | DEF |
| ALCOA INC | COM | 013817101 | 11,112 | 1,161,798 | SH | DEF |
| ALLERGAN INC | COM | 018490102 | 1,002 | 12,164 | SH | DEF |
| ALLSTATE CORP | COM | 020002101 | 13,199 | 557,063 | SH | DEF |
| ALTERA CORP | COM | 021441100 | 2,240 | 71,041 | SH | DEF |
| AMAZON COM INC | COM | 023135106 | 38,542 | 178,291 | SH | DEF |
| AMEREN CORP | COM | 023608102 | 467 | 15,690 | SH | DEF |
| AMERICAN ELEC PWR INC | COM | 025537101 | 3,022 | 79,503 | SH | DEF |
| AMERICAN EXPRESS CO | COM | 025816109 | 26,027 | 579,737 | SH | DEF |
| AMERICAN INTL GROUP INC | COM NEW | 026874784 | 1,489 | 67,848 | SH | DEF |

Edgar Filing: Lloyds Banking Group plc - Form 13F-HR

| | | | | | | |
|------------------------------|---------------|-----------|---------|-----------|----|-----|
| AMERICAN TOWER CORP | CL A | 029912201 | 23,459 | 436,169 | SH | DEF |
| AMGEN INC | COM | 031162100 | 2,732 | 49,731 | SH | DEF |
| AMGEN INC | COM | 031162100 | 4 | 81 | SH | DEF |
| AMGEN INC | COM | 031162100 | 225 | 4,101 | SH | DEF |
| AMGEN INC | COM | 031162100 | 18,071 | 328,927 | SH | DEF |
| AMPHENOL CORP NEW | CL A | 032095101 | 1,185 | 29,050 | SH | DEF |
| ANADARKO PETE CORP | COM | 032511107 | 3,504 | 55,592 | SH | DEF |
| ANALOG DEVICES INC | COM | 032654105 | 2,775 | 88,759 | SH | DEF |
| ANGLOGOLD ASHANTI LTD | SPONSORED ADR | 035128206 | 238 | 5,760 | SH | DEF |
| AON CORP | COM | 037389103 | 3,129 | 74,519 | SH | DEF |
| APACHE CORP | COM | 037411105 | 71,077 | 885,754 | SH | DEF |
| APOLLO GROUP INC | CL A | 037604105 | 770 | 19,445 | SH | DEF |
| APPLE INC | COM | 037833100 | 3,975 | 10,427 | SH | DEF |
| APPLE INC | COM | 037833100 | 6 | 17 | SH | DEF |
| APPLE INC | COM | 037833100 | 333 | 875 | SH | DEF |
| APPLE INC | COM | 037833100 | 310,749 | 814,995 | SH | DEF |
| APPLIED MATLS INC | COM | 038222105 | 14,053 | 1,357,210 | SH | DEF |
| ARCHER DANIELS MIDLAND CO | COM | 039483102 | 3,898 | 157,119 | SH | DEF |
| AUTODESK INC | COM | 052769106 | 626 | 22,553 | SH | DEF |
| AUTOMATIC DATA PROCESSING IN | COM | 053015103 | 3,871 | 82,141 | SH | DEF |
| AUTOZONE INC | COM | 053332102 | 1,905 | 5,965 | SH | DEF |
| AVERY DENNISON CORP | COM | 053611109 | 759 | 30,277 | SH | DEF |
| AVON PRODS INC | COM | 054303102 | 35 | 1,829 | SH | DEF |
| BB&T CORP | COM | 054937107 | 14,516 | 681,045 | SH | DEF |
| BMC SOFTWARE INC | COM | 055921100 | 1,145 | 29,690 | SH | DEF |
| BAKER HUGHES INC | COM | 057224107 | 14,659 | 317,860 | SH | DEF |
| BALL CORP | COM | 058498106 | 882 | 28,421 | SH | DEF |
| BANK OF AMERICA CORPORATION | COM | 060505104 | 30,379 | 4,967,954 | SH | DEF |
| BANK OF NEW YORK MELLON CORP | COM | 064058100 | 31 | 1,713 | SH | DEF |
| BANK OF NEW YORK MELLON CORP | COM | 064058100 | 14,031 | 754,564 | SH | DEF |
| BARD C R INC | COM | 067383109 | 1,239 | 14,170 | SH | DEF |
| BARRICK GOLD CORP | COM | 067901108 | 61 | 1,317 | SH | DEF |
| BAXTER INTL INC | COM | 071813109 | 31,334 | 557,903 | SH | DEF |
| BECTON DICKINSON & CO | COM | 075887109 | 3,635 | 49,596 | SH | DEF |
| BED BATH & BEYOND INC | COM | 075896100 | 20,669 | 360,638 | SH | DEF |
| BEMIS INC | COM | 081437105 | 522 | 17,820 | SH | DEF |
| BERKSHIRE HATHAWAY INC DEL | CL B NEW | 084670702 | 55,538 | 781,840 | SH | DEF |
| BEST BUY INC | COM | 086516101 | 756 | 32,472 | SH | DEF |
| BIG LOTS INC | COM | 089302103 | 438 | 12,598 | SH | DEF |
| BLOCK H & R INC | COM | 093671105 | 649 | 48,775 | SH | DEF |
| BOEING CO | COM | 097023105 | 17,830 | 294,751 | SH | DEF |
| BOSTON SCIENTIFIC CORP | COM | 101137107 | 35 | 5,970 | SH | DEF |
| BRISTOL MYERS SQUIBB CO | COM | 110122108 | 22,320 | 711,631 | SH | DEF |
| BROADCOM CORP | CL A | 111320107 | 884 | 26,566 | SH | DEF |
| BROWN FORMAN CORP | CL B | 115637209 | 1,201 | 17,145 | SH | DEF |
| CBS CORP NEW | CL B | 124857202 | 22,695 | 1,113,347 | SH | DEF |
| CF INDS HLDGS INC | COM | 125269100 | 1,644 | 13,327 | SH | DEF |
| CIGNA CORP | COM | 125509109 | 3,331 | 79,410 | SH | DEF |
| CMS ENERGY CORP | COM | 125896100 | 20,574 | 1,040,441 | SH | DEF |
| CSX CORP | COM | 126408103 | 18,117 | 970,126 | SH | DEF |
| CVS CAREMARK CORPORATION | COM | 126650100 | 23,222 | 691,254 | SH | DEF |
| CABOT OIL & GAS CORP | COM | 127097103 | 687 | 11,106 | SH | DEF |
| CAMPBELL SOUP CO | COM | 134429109 | 13,135 | 406,043 | SH | DEF |
| CARMAX INC | COM | 143130102 | 684 | 28,701 | SH | DEF |
| CARNIVAL CORP | PAIRED CTF | 143658300 | 17,428 | 575,008 | SH | DEF |
| CATERPILLAR INC DEL | COM | 149123101 | 33,218 | 450,232 | SH | DEF |
| CELGENE CORP | COM | 151020104 | 23,728 | 383,183 | SH | DEF |
| CEMEX SAB DE CV | SPON ADR NEW | 151290889 | 3,381 | 1,068,465 | SH | DEF |
| CENTURYLINK INC | COM | 156700106 | 11,649 | 351,683 | SH | DEF |
| CEPHALON INC | COM | 156708109 | 353 | 4,382 | SH | DEF |
| CERNER CORP | COM | 156782104 | 1,578 | 23,022 | SH | DEF |
| CHESAPEAKE ENERGY CORP | COM | 165167107 | 20,086 | 786,309 | SH | DEF |

Edgar Filing: Lloyds Banking Group plc - Form 13F-HR

| | | | | | | |
|------------------------------|---------------|-----------|---------|-----------|----|-----|
| CHEVRON CORP NEW | COM | 166764100 | 97,437 | 1,052,584 | SH | DEF |
| CHIPOTLE MEXICAN GRILL INC | COM | 169656105 | 1,454 | 4,796 | SH | DEF |
| CHUBB CORP | COM | 171232101 | 11,644 | 194,128 | SH | DEF |
| CINCINNATI FINL CORP | COM | 172062101 | 11,208 | 425,527 | SH | DEF |
| CINTAS CORP | COM | 172908105 | 400 | 14,264 | SH | DEF |
| CITIGROUP INC | COM NEW | 172967424 | 35,711 | 1,393,889 | SH | DEF |
| CITRIX SYS INC | COM | 177376100 | 11,200 | 205,370 | SH | DEF |
| CLOROX CO DEL | COM | 189054109 | 895 | 13,490 | SH | DEF |
| COACH INC | COM | 189754104 | 14,943 | 288,340 | SH | DEF |
| COCA COLA CO | COM | 191216100 | 203,580 | 3,011,318 | SH | DEF |
| COGNIZANT TECHNOLOGY SOLUTIO | CL A | 192446102 | 1,869 | 29,819 | SH | DEF |
| COLGATE PALMOLIVE CO | COM | 194162103 | 53 | 600 | SH | DEF |
| COLGATE PALMOLIVE CO | COM | 194162103 | 14,824 | 167,253 | SH | DEF |
| COMERICA INC | COM | 200340107 | 148 | 6,477 | SH | DEF |
| COMPANIA DE MINAS BUENAVENTU | SPONSORED ADR | 204448104 | 4,977 | 132,000 | SH | DEF |
| COMPUTER SCIENCES CORP | COM | 205363104 | 5,749 | 214,248 | SH | DEF |
| COMPUWARE CORP | COM | 205638109 | 180 | 23,527 | SH | DEF |
| CONAGRA FOODS INC | COM | 205887102 | 23,052 | 951,220 | SH | DEF |
| CONCUR TECHNOLOGIES INC | COM | 206708109 | 1,062 | 28,546 | SH | DEF |
| CONSOLIDATED EDISON INC | COM | 209115104 | 2,727 | 47,831 | SH | DEF |
| CONSTELLATION ENERGY GROUP I | COM | 210371100 | 27 | 729 | SH | DEF |
| CORNING INC | COM | 219350105 | 3,219 | 260,338 | SH | DEF |
| COVENTRY HEALTH CARE INC | COM | 222862104 | 1,392 | 48,354 | SH | DEF |
| CRAWFORD & CO | CL B | 224633107 | 505 | 94,509 | SH | DEF |
| CUMMINS INC | COM | 231021106 | 26,174 | 320,396 | SH | DEF |
| DTE ENERGY CO | COM | 233331107 | 2,350 | 47,972 | SH | DEF |
| DANAHER CORP DEL | COM | 235851102 | 4,080 | 97,237 | SH | DEF |
| DARDEN RESTAURANTS INC | COM | 237194105 | 978 | 22,889 | SH | DEF |
| DEAN FOODS CO NEW | COM | 242370104 | 57 | 6,479 | SH | DEF |
| DEERE & CO | COM | 244199105 | 1,544 | 23,927 | SH | DEF |
| DEERE & CO | COM | 244199105 | 3 | 48 | SH | DEF |
| DEERE & CO | COM | 244199105 | 128 | 1,985 | SH | DEF |
| DEERE & CO | COM | 244199105 | 19,219 | 297,675 | SH | DEF |
| DENBURY RES INC | COM NEW | 247916208 | 773 | 67,200 | SH | DEF |
| DENTSPLY INTL INC NEW | COM | 249030107 | 463 | 15,122 | SH | DEF |
| DEVRY INC DEL | COM | 251893103 | 51,480 | 1,393,820 | SH | DEF |
| DISNEY WALT CO | COM DISNEY | 254687106 | 28,420 | 942,792 | SH | DEF |
| DISCOVER FINL SVCS | COM | 254709108 | 3,672 | 159,976 | SH | DEF |
| DONNELLEY R R & SONS CO | COM | 257867101 | 326 | 23,117 | SH | DEF |
| DOVER CORP | COM | 260003108 | 3,076 | 66,017 | SH | DEF |
| DOW CHEM CO | COM | 260543103 | 13,162 | 585,631 | SH | DEF |
| DRIL-QUIP INC | COM | 262037104 | 1,049 | 19,473 | SH | DEF |
| DU PONT E I DE NEMOURS & CO | COM | 263534109 | 8,237 | 206,166 | SH | DEF |
| E M C CORP MASS | COM | 268648102 | 2,474 | 117,782 | SH | DEF |
| E M C CORP MASS | COM | 268648102 | 3 | 158 | SH | DEF |
| E M C CORP MASS | COM | 268648102 | 193 | 9,194 | SH | DEF |
| E M C CORP MASS | COM | 268648102 | 84,640 | 4,029,537 | SH | DEF |
| E TRADE FINANCIAL CORP | COM NEW | 269246401 | 217 | 23,899 | SH | DEF |
| EASTMAN CHEM CO | COM | 277432100 | 1,668 | 24,359 | SH | DEF |
| EATON CORP | COM | 278058102 | 15,884 | 447,189 | SH | DEF |
| EBAY INC | COM | 278642103 | 8,293 | 281,247 | SH | DEF |
| ECOLAB INC | COM | 278865100 | 21,822 | 446,405 | SH | DEF |
| ECOPETROL S A | SPONSORED ADS | 279158109 | 5,684 | 141,200 | SH | DEF |
| EDISON INTL | COM | 281020107 | 2,792 | 73,017 | SH | DEF |
| ELECTRONIC ARTS INC | COM | 285512109 | 255 | 12,481 | SH | DEF |
| EMERSON ELEC CO | COM | 291011104 | 36,241 | 876,991 | SH | DEF |

Edgar Filing: Lloyds Banking Group plc - Form 13F-HR

| | | | | | | |
|------------------------------|----------------|-----------|--------|-----------|----|-----|
| EQUIFAX INC | COM | 294429105 | 844 | 27,457 | SH | DEF |
| EXPEDITORS INTL WASH INC | COM | 302130109 | 1,436 | 35,435 | SH | DEF |
| EXPRESS SCRIPTS INC | COM | 302182100 | 15,405 | 415,521 | SH | DEF |
| FLIR SYS INC | COM | 302445101 | 392 | 15,691 | SH | DEF |
| F M C CORP | COM NEW | 302491303 | 527 | 7,621 | SH | DEF |
| FAMILY DLR STORES INC | COM | 307000109 | 1,386 | 27,293 | SH | DEF |
| FASTENAL CO | COM | 311900104 | 2,190 | 65,807 | SH | DEF |
| FEDERATED INVS INC PA | CL B | 314211103 | 480 | 27,397 | SH | DEF |
| F5 NETWORKS INC | COM | 315616102 | 962 | 13,551 | SH | DEF |
| FIFTH THIRD BANCORP | COM | 316773100 | 2,181 | 215,864 | SH | DEF |
| FIRST HORIZON NATL CORP | COM | 320517105 | 69 | 11,723 | SH | DEF |
| FIRST SOLAR INC | COM | 336433107 | 154 | 2,450 | SH | DEF |
| FISERV INC | COM | 337738108 | 14,803 | 291,544 | SH | DEF |
| FIRSTENERGY CORP | COM | 337932107 | 13,982 | 311,376 | SH | DEF |
| FLUOR CORP NEW | COM | 343412102 | 879 | 18,910 | SH | DEF |
| FOMENTO ECONOMICO MEXICANO S | SPON ADR UNITS | 344419106 | 2,436 | 37,585 | SH | DEF |
| FORD MTR CO DEL | COM PAR \$0.01 | 345370860 | 18,987 | 1,964,588 | SH | DEF |
| FOREST LABS INC | COM | 345838106 | 13,615 | 442,283 | SH | DEF |
| FORTUNE BRANDS INC | COM | 349631101 | 11,410 | 210,884 | SH | DEF |
| FRANKLIN RES INC | COM | 354613101 | 16,552 | 173,279 | SH | DEF |
| GANNETT INC | COM | 364730101 | 649 | 68,281 | SH | DEF |
| GAP INC DEL | COM | 364760108 | 1,563 | 96,243 | SH | DEF |
| GENERAL DYNAMICS CORP | COM | 369550108 | 17,765 | 312,256 | SH | DEF |
| GENERAL ELECTRIC CO | COM | 369604103 | 83,803 | 5,504,308 | SH | DEF |
| GENERAL MLS INC | COM | 370334104 | 1,432 | 37,218 | SH | DEF |
| GENUINE PARTS CO | COM | 372460105 | 1,340 | 26,393 | SH | DEF |
| GILEAD SCIENCES INC | COM | 375558103 | 3,849 | 99,207 | SH | DEF |
| GOLDCORP INC NEW | COM | 380956409 | 95,954 | 2,101,725 | SH | DEF |
| GOODRICH CORP | COM | 382388106 | 1,625 | 13,468 | SH | DEF |
| GOODYEAR TIRE & RUBR CO | COM | 382550101 | 235 | 23,327 | SH | DEF |
| GRAINGER W W INC | COM | 384802104 | 75,399 | 503,974 | SH | DEF |
| HALLIBURTON CO | COM | 406216101 | 17,845 | 585,182 | SH | DEF |
| HARLEY DAVIDSON INC | COM | 412822108 | 99,855 | 2,910,828 | SH | DEF |
| HARMAN INTL INDS INC | COM | 413086109 | 471 | 16,497 | SH | DEF |
| HARRIS CORP DEL | COM | 413875105 | 725 | 21,234 | SH | DEF |
| HARTFORD FINL SVCS GROUP INC | COM | 416515104 | 2,127 | 131,693 | SH | DEF |
| HASBRO INC | COM | 418056107 | 19 | 592 | SH | DEF |
| HAWAIIAN ELEC INDUSTRIES | COM | 419870100 | 2,062 | 84,996 | SH | DEF |
| HEALTHWAYS INC | COM | 422245100 | 877 | 89,181 | SH | DEF |
| HEINZ H J CO | COM | 423074103 | 3,094 | 61,300 | SH | DEF |
| HELMERICH & PAYNE INC | COM | 423452101 | 1,510 | 37,185 | SH | DEF |
| HERSHEY CO | COM | 427866108 | 1,519 | 25,661 | SH | DEF |
| HEWLETT PACKARD CO | COM | 428236103 | 1 | 72 | SH | DEF |
| HEWLETT PACKARD CO | COM | 428236103 | 24,910 | 1,109,343 | SH | DEF |
| HEXCEL CORP NEW | COM | 428291108 | 1,162 | 52,435 | SH | DEF |
| HIBBETT SPORTS INC | COM | 428567101 | 710 | 20,970 | SH | DEF |
| HOME DEPOT INC | COM | 437076102 | 27,608 | 840,440 | SH | DEF |
| HONEYWELL INTL INC | COM | 438516106 | 8,566 | 194,955 | SH | DEF |
| HORMEL FOODS CORP | COM | 440452100 | 1,327 | 49,103 | SH | DEF |
| HOSPIRA INC | COM | 441060100 | 21 | 594 | SH | DEF |
| HUDSON CITY BANCORP | COM | 443683107 | 76 | 13,550 | SH | DEF |
| HUMANA INC | COM | 444859102 | 2,877 | 39,583 | SH | DEF |
| HUNT J B TRANS SVCS INC | COM | 445658107 | 14,037 | 388,568 | SH | DEF |
| HUNTINGTON BANCSHARES INC | COM | 446150104 | 986 | 205,364 | SH | DEF |
| ITT CORP NEW | COM | 450911102 | 443 | 10,550 | SH | DEF |
| IHS INC | CL A | 451734107 | 27,871 | 372,914 | SH | DEF |
| ILLINOIS TOOL WKS INC | COM | 452308109 | 81 | 1,955 | SH | DEF |
| ILLINOIS TOOL WKS INC | COM | 452308109 | 4,686 | 112,638 | SH | DEF |
| INFOSYS LTD | SPONSORED ADR | 456788108 | 10,512 | 205,856 | SH | DEF |
| INTEL CORP | COM | 458140100 | 23 | 1,100 | SH | DEF |
| INTEL CORP | COM | 458140100 | 66,400 | 3,112,283 | SH | DEF |
| INTERNATIONAL BUSINESS MACHS | COM | 459200101 | 92 | 530 | SH | DEF |

Edgar Filing: Lloyds Banking Group plc - Form 13F-HR

| | | | | | | |
|------------------------------|------------------|-----------|---------|-----------|----|-----|
| INTERNATIONAL BUSINESS MACHS | COM | 459200101 | 124,434 | 711,682 | SH | DEF |
| INTERNATIONAL FLAVORS&FRAGRA | COM | 459506101 | 754 | 13,410 | SH | DEF |
| INTERNATIONAL GAME TECHNOLOG | COM | 459902102 | 924 | 63,762 | SH | DEF |
| INTL PAPER CO | COM | 460146103 | 2,888 | 124,174 | SH | DEF |
| INTERPUBLIC GROUP COS INC | COM | 460690100 | 62,960 | 8,738,514 | SH | DEF |
| INTUIT | COM | 461202103 | 494 | 10,429 | SH | DEF |
| IRON MTN INC | COM | 462846106 | 693 | 21,909 | SH | DEF |
| ISHARES INC | MSCI UTD KINGD | 464286699 | 243 | 16,483 | SH | DEF |
| ISHARES INC | MSCI UTD KINGD | 464286699 | 1,901 | 128,704 | SH | DEF |
| ISHARES INC | MSCI JAPAN | 464286848 | 145 | 15,409 | SH | DEF |
| ISHARES INC | MSCI JAPAN | 464286848 | 580 | 61,396 | SH | DEF |
| ISHARES TR | DJ SEL DIV INX | 464287168 | 27 | 575 | SH | DEF |
| ISHARES TR | S&P GLB100INDX | 464287572 | 94 | 1,770 | SH | DEF |
| ISHARES TR | S&P EURO PLUS | 464287861 | 58 | 1,821 | SH | DEF |
| ISHARES TR | S&P ASIA 50 IN | 464288430 | 63 | 1,746 | SH | DEF |
| ISHARES TR | S&P ASIA 50 IN | 464288430 | 311 | 8,619 | SH | DEF |
| ISHARES TR | MSCI KLD400 SOC | 464288570 | 54 | 1,280 | SH | DEF |
| ISHARES TR | DJ OIL EQUIP | 464288844 | 1,016 | 23,498 | SH | DEF |
| ISHARES TR | DJ OIL EQUIP | 464288844 | 1 | 32 | SH | DEF |
| ISHARES TR | DJ OIL EQUIP | 464288844 | 79 | 1,837 | SH | DEF |
| ISHARES TR | 10+YR GOVT/CR | 464289479 | 575 | 9,521 | SH | DEF |
| ISHARES TR | 10+YR GOVT/CR | 464289479 | 669 | 11,075 | SH | DEF |
| ITAU UNIBANCO HLDG SA | SPON ADR REP PFD | 465562106 | 39,992 | 2,577,639 | SH | DEF |
| JABIL CIRCUIT INC | COM | 466313103 | 830 | 46,689 | SH | DEF |
| JACOBS ENGR GROUP INC DEL | COM | 469814107 | 264 | 8,197 | SH | DEF |
| JOHNSON & JOHNSON | COM | 478160104 | 91,425 | 1,435,254 | SH | DEF |
| JOHNSON CTLS INC | COM | 478366107 | 8,960 | 339,728 | SH | DEF |
| JOY GLOBAL INC | COM | 481165108 | 1,468 | 23,554 | SH | DEF |
| KLA-TENCOR CORP | COM | 482480100 | 11,919 | 311,328 | SH | DEF |
| KELLOGG CO | COM | 487836108 | 779 | 14,652 | SH | DEF |
| KEYCORP NEW | COM | 493267108 | 1,326 | 223,235 | SH | DEF |
| KIMBERLY CLARK CORP | COM | 494368103 | 15,449 | 217,628 | SH | DEF |
| KOHL'S CORP | COM | 500255104 | 4,061 | 82,704 | SH | DEF |
| KROGER CO | COM | 501044101 | 19,949 | 908,245 | SH | DEF |
| LKQ CORP | COM | 501889208 | 44,324 | 1,833,470 | SH | DEF |
| LSI CORPORATION | COM | 502161102 | 719 | 138,989 | SH | DEF |
| L-3 COMMUNICATIONS HLDGS INC | COM | 502424104 | 12,242 | 197,645 | SH | DEF |
| LAUDER ESTEE COS INC | CL A | 518439104 | 2,365 | 26,936 | SH | DEF |
| LEGGETT & PLATT INC | COM | 524660107 | 605 | 30,565 | SH | DEF |
| LEGG MASON INC | COM | 524901105 | 899 | 34,964 | SH | DEF |
| LENNAR CORP | CL A | 526057104 | 233 | 17,229 | SH | DEF |
| LEUCADIA NATL CORP | COM | 527288104 | 1,330 | 58,658 | SH | DEF |
| LEXMARK INTL NEW | CL A | 529771107 | 456 | 16,882 | SH | DEF |
| LILLY ELI & CO | COM | 532457108 | 10,586 | 286,469 | SH | DEF |
| LIMITED BRANDS INC | COM | 532716107 | 2,263 | 58,744 | SH | DEF |
| LINCOLN NATL CORP IND | COM | 534187109 | 1,163 | 74,443 | SH | DEF |
| LINEAR TECHNOLOGY CORP | COM | 535678106 | 15,969 | 577,757 | SH | DEF |
| LITHIA MTRS INC | CL A | 536797103 | 1,849 | 128,710 | SH | DEF |
| LOCKHEED MARTIN CORP | COM | 539830109 | 4,715 | 64,935 | SH | DEF |
| LOEWS CORP | COM | 540424108 | 1,807 | 52,280 | SH | DEF |
| LORILLARD INC | COM | 544147101 | 30,014 | 270,820 | SH | DEF |
| LOWES COS INC | COM | 548661107 | 20,508 | 1,060,693 | SH | DEF |
| MDU RES GROUP INC | COM | 552690109 | 9,140 | 476,437 | SH | DEF |
| MEMC ELECTR MATLS INC | COM | 552715104 | 657 | 125,296 | SH | DEF |
| MSC INDL DIRECT INC | CL A | 553530106 | 8,640 | 152,932 | SH | DEF |
| MARATHON OIL CORP | COM | 565849106 | 1,579 | 73,153 | SH | DEF |
| MARATHON OIL CORP | COM | 565849106 | 2 | 127 | SH | DEF |
| MARATHON OIL CORP | COM | 565849106 | 138 | 6,405 | SH | DEF |
| MARATHON OIL CORP | COM | 565849106 | 15,761 | 730,192 | SH | DEF |
| MARLIN BUSINESS SVCS CORP | COM | 571157106 | 646 | 61,149 | SH | DEF |
| MARSH & MCLENNAN COS INC | COM | 571748102 | 87,393 | 3,290,412 | SH | DEF |
| MARRIOTT INTL INC NEW | CL A | 571903202 | 784 | 28,774 | SH | DEF |

Edgar Filing: Lloyds Banking Group plc - Form 13F-HR

| | | | | | | |
|-----------------------------|---------------|-----------|---------|-----------|----|-----|
| MARTIN MARIETTA MATLS INC | COM | 573284106 | 140 | 2,227 | SH | DEF |
| MASCO CORP | COM | 574599106 | 266 | 37,466 | SH | DEF |
| MASIMO CORP | COM | 574795100 | 808 | 37,339 | SH | DEF |
| MATTEL INC | COM | 577081102 | 15,581 | 601,703 | SH | DEF |
| MCCORMICK & CO INC | COM NON VTG | 579780206 | 1,014 | 21,979 | SH | DEF |
| MCDONALDS CORP | COM | 580135101 | 175 | 2,000 | SH | DEF |
| MCDONALDS CORP | COM | 580135101 | 43,777 | 498,518 | SH | DEF |
| MCGRAW HILL COS INC | COM | 580645109 | 2,803 | 68,352 | SH | DEF |
| MEAD JOHNSON NUTRITION CO | COM | 582839106 | 86,380 | 1,253,982 | SH | DEF |
| MEADWESTVACO CORP | COM | 583334107 | 438 | 17,837 | SH | DEF |
| MEDTRONIC INC | COM | 585055106 | 43,492 | 1,309,434 | SH | DEF |
| METROPCS COMMUNICATIONS INC | COM | 591708102 | 538 | 61,883 | SH | DEF |
| MICROSOFT CORP | COM | 594918104 | 97,234 | 3,905,792 | SH | DEF |
| MICROCHIP TECHNOLOGY INC | COM | 595017104 | 982 | 31,584 | SH | DEF |
| MICRON TECHNOLOGY INC | COM | 595112103 | 455 | 90,449 | SH | DEF |
| MOBILE TELESYSTEMS OJSC | SPONSORED ADR | 607409109 | 9,664 | 786,050 | SH | DEF |
| MOLEX INC | COM | 608554101 | 668 | 32,809 | SH | DEF |
| MONRO MUFFLER BRAKE INC | COM | 610236101 | 1,712 | 51,932 | SH | DEF |
| MONSTER WORLDWIDE INC | COM | 611742107 | 99 | 13,814 | SH | DEF |
| MOODYS CORP | COM | 615369105 | 1,792 | 58,872 | SH | DEF |
| MORGAN STANLEY | COM NEW | 617446448 | 9,683 | 716,802 | SH | DEF |
| MOTOROLA SOLUTIONS INC | COM NEW | 620076307 | 11,091 | 264,693 | SH | DEF |
| MOTOROLA MOBILITY HLDGS INC | COM | 620097105 | 8,738 | 231,145 | SH | DEF |
| MURPHY OIL CORP | COM | 626717102 | 501 | 11,346 | SH | DEF |
| MYLAN INC | COM | 628530107 | 799 | 47,039 | SH | DEF |
| NRG ENERGY INC | COM NEW | 629377508 | 23 | 1,100 | SH | DEF |
| NYSE EURONEXT | COM | 629491101 | 1,004 | 43,179 | SH | DEF |
| NASDAQ OMX GROUP INC | COM | 631103108 | 818 | 35,344 | SH | DEF |
| NATIONAL OILWELL VARCO INC | COM | 637071101 | 10 | 212 | SH | DEF |
| NATIONAL OILWELL VARCO INC | COM | 637071101 | 26,013 | 507,920 | SH | DEF |
| NEW YORK CMNTY BANCORP INC | COM | 649445103 | 1,405 | 118,073 | SH | DEF |
| NEWELL RUBBERMAID INC | COM | 651229106 | 977 | 82,438 | SH | DEF |
| NEWFIELD EXPL CO | COM | 651290108 | 889 | 22,434 | SH | DEF |
| NEWMONT MINING CORP | COM | 651639106 | 15,203 | 241,567 | SH | DEF |
| NICOR INC | COM | 654086107 | 15,826 | 287,772 | SH | DEF |
| NIKE INC | CL B | 654106103 | 3,664 | 42,854 | SH | DEF |
| NOBLE ENERGY INC | COM | 655044105 | 2,072 | 29,254 | SH | DEF |
| NORDSTROM INC | COM | 655664100 | 2,176 | 47,623 | SH | DEF |
| NORFOLK SOUTHERN CORP | COM | 655844108 | 52,214 | 855,559 | SH | DEF |
| NORTHEAST UTILS | COM | 664397106 | 1,049 | 31,184 | SH | DEF |
| NORTHERN TR CORP | COM | 665859104 | 330 | 9,457 | SH | DEF |
| NORTHROP GRUMMAN CORP | COM | 666807102 | 878 | 16,836 | SH | DEF |
| NOVELLUS SYS INC | COM | 670008101 | 871 | 31,952 | SH | DEF |
| NUCOR CORP | COM | 670346105 | 10,975 | 346,820 | SH | DEF |
| OCCIDENTAL PETE CORP DEL | COM | 674599105 | 118,572 | 1,656,845 | SH | DEF |
| OMNICOM GROUP INC | COM | 681919106 | 1,742 | 47,276 | SH | DEF |
| ONEOK INC NEW | COM | 682680103 | 1,214 | 18,375 | SH | DEF |
| OWENS CORNING NEW | COM | 690742101 | 57,563 | 2,656,999 | SH | DEF |
| OWENS ILL INC | COM NEW | 690768403 | 10 | 700 | SH | DEF |
| PNC FINL SVCS GROUP INC | COM | 693475105 | 63,163 | 1,310,448 | SH | DEF |
| PPG INDS INC | COM | 693506107 | 19,125 | 270,613 | SH | DEF |
| PACCAR INC | COM | 693718108 | 422 | 12,486 | SH | DEF |
| PALL CORP | COM | 696429307 | 1,165 | 27,488 | SH | DEF |
| PARKER HANNIFIN CORP | COM | 701094104 | 43,003 | 681,020 | SH | DEF |
| PATTERSON COMPANIES INC | COM | 703395103 | 450 | 15,733 | SH | DEF |
| PAYCHEX INC | COM | 704326107 | 1,916 | 72,678 | SH | DEF |

Edgar Filing: Lloyds Banking Group plc - Form 13F-HR

| | | | | | | |
|------------------------------|----------------|-----------|---------|-----------|----|-----|
| PEABODY ENERGY CORP | COM | 704549104 | 1,522 | 44,961 | SH | DEF |
| PENNEY J C INC | COM | 708160106 | 1,125 | 41,998 | SH | DEF |
| PEOPLES UNITED FINANCIAL INC | COM | 712704105 | 363 | 31,851 | SH | DEF |
| PEPCO HOLDINGS INC | COM | 713291102 | 748 | 39,591 | SH | DEF |
| PEPSICO INC | COM | 713448108 | 2,369 | 38,289 | SH | DEF |
| PEPSICO INC | COM | 713448108 | 3 | 52 | SH | DEF |
| PEPSICO INC | COM | 713448108 | 178 | 2,889 | SH | DEF |
| PEPSICO INC | COM | 713448108 | 29,315 | 473,786 | SH | DEF |
| PERKINELMER INC | COM | 714046109 | 490 | 25,489 | SH | DEF |
| PERRIGO CO | COM | 714290103 | 1,526 | 15,725 | SH | DEF |
| PFIZER INC | COM | 717081103 | 2,809 | 158,863 | SH | DEF |
| PFIZER INC | COM | 717081103 | 4 | 238 | SH | DEF |
| PFIZER INC | COM | 717081103 | 233 | 13,198 | SH | DEF |
| PFIZER INC | COM | 717081103 | 156,897 | 8,871,782 | SH | DEF |
| PHILIP MORRIS INTL INC | COM | 718172109 | 193 | 3,100 | SH | DEF |
| PHILIP MORRIS INTL INC | COM | 718172109 | 78,164 | 1,253,743 | SH | DEF |
| PINNACLE WEST CAP CORP | COM | 723484101 | 1,089 | 25,375 | SH | DEF |
| PIONEER NAT RES CO | COM | 723787107 | 1,283 | 19,502 | SH | DEF |
| PITNEY BOWES INC | COM | 724479100 | 410 | 21,814 | SH | DEF |
| PLAINS ALL AMERN PIPELINE L | UNIT LTD PARTN | 726503105 | 1,015 | 17,236 | SH | DEF |
| PRECISION CASTPARTS CORP | COM | 740189105 | 2,211 | 14,236 | SH | DEF |
| PRICELINE COM INC | COM NEW | 741503403 | 17,645 | 39,264 | SH | DEF |
| PROCTER & GAMBLE CO | COM | 742718109 | 2,858 | 45,234 | SH | DEF |
| PROCTER & GAMBLE CO | COM | 742718109 | 5 | 88 | SH | DEF |
| PROCTER & GAMBLE CO | COM | 742718109 | 239 | 3,791 | SH | DEF |
| PROCTER & GAMBLE CO | COM | 742718109 | 71,945 | 1,138,466 | SH | DEF |
| PROGRESS ENERGY INC | COM | 743263105 | 26,575 | 513,533 | SH | DEF |
| PROGRESSIVE CORP OHIO | COM | 743315103 | 2,637 | 148,482 | SH | DEF |
| PROSPERITY BANCSHARES INC | COM | 743606105 | 3,231 | 98,895 | SH | DEF |
| PRUDENTIAL FINL INC | COM | 744320102 | 14,433 | 307,951 | SH | DEF |
| PUBLIC SVC ENTERPRISE GROUP | COM | 744573106 | 2,731 | 81,814 | SH | DEF |
| PULTE GROUP INC | COM | 745867101 | 3 | 899 | SH | DEF |
| QUALCOMM INC | COM | 747525103 | 2,432 | 50,001 | SH | DEF |
| QUALCOMM INC | COM | 747525103 | 2 | 42 | SH | DEF |
| QUALCOMM INC | COM | 747525103 | 178 | 3,679 | SH | DEF |
| QUALCOMM INC | COM | 747525103 | 142,932 | 2,937,984 | SH | DEF |
| QUESTAR CORP | COM | 748356102 | 149 | 8,426 | SH | DEF |
| RALPH LAUREN CORP | CL A | 751212101 | 22,528 | 173,912 | SH | DEF |
| RAYTHEON CO | COM NEW | 755111507 | 826 | 20,231 | SH | DEF |
| RED HAT INC | COM | 756577102 | 878 | 20,780 | SH | DEF |
| REGAL ENTMT GROUP | CL A | 758766109 | 1,327 | 112,994 | SH | DEF |
| RENREN INC | SPONSORED ADR | 759892102 | 231 | 45,214 | SH | DEF |
| REPUBLIC SVCS INC | COM | 760759100 | 14,675 | 522,709 | SH | DEF |
| REYNOLDS AMERICAN INC | COM | 761713106 | 5,239 | 139,689 | SH | DEF |
| RIVERBED TECHNOLOGY INC | COM | 768573107 | 8,480 | 424,787 | SH | DEF |
| ROBERT HALF INTL INC | COM | 770323103 | 329 | 15,530 | SH | DEF |
| ROCKWELL AUTOMATION INC | COM | 773903109 | 2,378 | 42,476 | SH | DEF |
| ROCKWELL COLLINS INC | COM | 774341101 | 2,802 | 53,109 | SH | DEF |
| ROPER INDS INC NEW | COM | 776696106 | 1,055 | 15,311 | SH | DEF |
| ROSS STORES INC | COM | 778296103 | 3,199 | 40,653 | SH | DEF |
| ROVI CORP | COM | 779376102 | 9,593 | 223,191 | SH | DEF |
| ROWAN COS INC | COM | 779382100 | 15 | 526 | SH | DEF |
| RYANAIR HLDGS PLC | SPONSORED ADR | 783513104 | 406 | 15,800 | SH | DEF |
| RYDER SYS INC | COM | 783549108 | 337 | 9,003 | SH | DEF |
| SAFEWAY INC | COM NEW | 786514208 | 654 | 39,373 | SH | DEF |
| ST JUDE MED INC | COM | 790849103 | 1,958 | 54,148 | SH | DEF |
| SARA LEE CORP | COM | 803111103 | 19,647 | 1,201,666 | SH | DEF |
| SCHLUMBERGER LTD | COM | 806857108 | 41 | 700 | SH | DEF |
| SCHLUMBERGER LTD | COM | 806857108 | 46,064 | 771,022 | SH | DEF |
| SCHWAB CHARLES CORP NEW | COM | 808513105 | 2,519 | 223,478 | SH | DEF |
| SCRIPPS NETWORKS INTERACT IN | CL A COM | 811065101 | 501 | 13,485 | SH | DEF |
| SEARS HLDGS CORP | COM | 812350106 | 11 | 193 | SH | DEF |

Edgar Filing: Lloyds Banking Group plc - Form 13F-HR

| | | | | | | |
|------------------------------|---------------|-----------|---------|-----------|----|-----|
| SEMPRA ENERGY | COM | 816851109 | 1,232 | 23,930 | SH | DEF |
| SHERWIN WILLIAMS CO | COM | 824348106 | 30 | 412 | SH | DEF |
| SIGMA ALDRICH CORP | COM | 826552101 | 1,236 | 20,011 | SH | DEF |
| SMUCKER J M CO | COM NEW | 832696405 | 35 | 490 | SH | DEF |
| SNAP ON INC | COM | 833034101 | 328 | 7,405 | SH | DEF |
| SOUTHERN CO | COM | 842587107 | 35,995 | 849,358 | SH | DEF |
| SOUTHWEST AIRLS CO | COM | 844741108 | 965 | 119,917 | SH | DEF |
| SOUTHWESTERN ENERGY CO | COM | 845467109 | 13,480 | 404,638 | SH | DEF |
| SPECTRA ENERGY CORP | COM | 847560109 | 2,026 | 82,596 | SH | DEF |
| SPRINT NEXTEL CORP | COM SER 1 | 852061100 | 258 | 84,806 | SH | DEF |
| STANLEY BLACK & DECKER INC | COM | 854502101 | 84,742 | 1,725,575 | SH | DEF |
| STAPLES INC | COM | 855030102 | 1,780 | 133,836 | SH | DEF |
| STARBUCKS CORP | COM | 855244109 | 6,185 | 165,885 | SH | DEF |
| STATE STR CORP | COM | 857477103 | 11,133 | 346,131 | SH | DEF |
| STERICYCLE INC | COM | 858912108 | 733 | 9,081 | SH | DEF |
| STRYKER CORP | COM | 863667101 | 15,699 | 333,219 | SH | DEF |
| SUNTRUST BKS INC | COM | 867914103 | 1,685 | 94,050 | SH | DEF |
| SUPERVALU INC | COM | 868536103 | 5 | 833 | SH | DEF |
| SYMANTEC CORP | COM | 871503108 | 874 | 53,637 | SH | DEF |
| SYSCO CORP | COM | 871829107 | 11,722 | 452,791 | SH | DEF |
| TECO ENERGY INC | COM | 872375100 | 1,049 | 61,274 | SH | DEF |
| TJX COS INC NEW | COM | 872540109 | 4,953 | 89,277 | SH | DEF |
| TELLABS INC | COM | 879664100 | 154 | 35,995 | SH | DEF |
| TERADYNE INC | COM | 880770102 | 711 | 64,573 | SH | DEF |
| TESORO CORP | COM | 881609101 | 665 | 34,150 | SH | DEF |
| TEXAS INSTRS INC | COM | 882508104 | 18,331 | 687,741 | SH | DEF |
| TEXTRON INC | COM | 883203101 | 495 | 28,058 | SH | DEF |
| THERMO FISHER SCIENTIFIC INC | COM | 883556102 | 84,498 | 1,668,124 | SH | DEF |
| TIFFANY & CO NEW | COM | 886547108 | 9,020 | 148,335 | SH | DEF |
| TIME WARNER INC | COM NEW | 887317303 | 16,979 | 566,356 | SH | DEF |
| TITANIUM METALS CORP | COM NEW | 888339207 | 72 | 4,825 | SH | DEF |
| TORCHMARK CORP | COM | 891027104 | 1,214 | 34,825 | SH | DEF |
| TOTAL SYS SVCS INC | COM | 891906109 | 13 | 800 | SH | DEF |
| TRANSDIGM GROUP INC | COM | 893641100 | 2,237 | 27,400 | SH | DEF |
| TYSON FOODS INC | CL A | 902494103 | 1,812 | 104,351 | SH | DEF |
| US BANCORP DEL | COM NEW | 902973304 | 34,798 | 1,477,977 | SH | DEF |
| UNION PAC CORP | COM | 907818108 | 11,534 | 141,138 | SH | DEF |
| UNITED PARCEL SERVICE INC | CL B | 911312106 | 36,104 | 571,952 | SH | DEF |
| UNITED STATES STL CORP NEW | COM | 912909108 | 10 | 489 | SH | DEF |
| UNITED TECHNOLOGIES CORP | COM | 913017109 | 33,300 | 473,654 | SH | DEF |
| URBAN OUTFITTERS INC | COM | 917047102 | 241 | 10,802 | SH | DEF |
| V F CORP | COM | 918204108 | 2,955 | 24,308 | SH | DEF |
| VOLCANO CORPORATION | COM | 928645100 | 636 | 21,484 | SH | DEF |
| VULCAN MATLS CO | COM | 929160109 | 11 | 430 | SH | DEF |
| WUXI PHARMATECH CAYMAN INC | SPONS ADR SHS | 929352102 | 3,724 | 319,600 | SH | DEF |
| WAL MART STORES INC | COM | 931142103 | 106 | 2,050 | SH | DEF |
| WAL MART STORES INC | COM | 931142103 | 53,231 | 1,025,953 | SH | DEF |
| WALGREEN CO | COM | 931422109 | 7,285 | 221,615 | SH | DEF |
| WASHINGTON POST CO | CL B | 939640108 | 169 | 522 | SH | DEF |
| WATERS CORP | COM | 941848103 | 1,551 | 20,538 | SH | DEF |
| WATSON PHARMACEUTICALS INC | COM | 942683103 | 1,513 | 22,178 | SH | DEF |
| WELLS FARGO & CO NEW | COM | 949746101 | 135,668 | 5,623,580 | SH | DEF |
| WESTERN DIGITAL CORP | COM | 958102105 | 356 | 13,879 | SH | DEF |
| WESTERN UN CO | COM | 959802109 | 3,903 | 255,184 | SH | DEF |
| WEYERHAEUSER CO | COM | 962166104 | 2,465 | 158,530 | SH | DEF |
| WHIRLPOOL CORP | COM | 963320106 | 649 | 13,016 | SH | DEF |

Edgar Filing: Lloyds Banking Group plc - Form 13F-HR

| | | | | | | |
|------------------------------|----------------|-----------|--------|-----------|----|-----|
| WHOLE FOODS MKT INC | COM | 966837106 | 1,653 | 25,321 | SH | DEF |
| WILLIAMS COS INC DEL | COM | 969457100 | 60 | 2,484 | SH | DEF |
| WISCONSIN ENERGY CORP | COM | 976657106 | 1,221 | 39,029 | SH | DEF |
| WYNN RESORTS LTD | COM | 983134107 | 1,536 | 13,354 | SH | DEF |
| XILINX INC | COM | 983919101 | 710 | 25,876 | SH | DEF |
| XEROX CORP | COM | 984121103 | 3,501 | 502,071 | SH | DEF |
| YAHOO INC | COM | 984332106 | 10,868 | 825,529 | SH | DEF |
| YUM BRANDS INC | COM | 988498101 | 5,647 | 114,320 | SH | DEF |
| ZIONS BANCORPORATION | COM | 989701107 | 97 | 6,921 | SH | DEF |
| DUN & BRADSTREET CORP DEL NE | COM | 26483E100 | 684 | 11,161 | SH | DEF |
| QUANTA SVCS INC | COM | 74762E102 | 7,595 | 403,882 | SH | DEF |
| VERISIGN INC | COM | 92343E102 | 468 | 16,385 | SH | DEF |
| AMERISOURCEBERGEN CORP | COM | 03073E105 | 2,879 | 77,240 | SH | DEF |
| NEWS CORP | CL A | 65248E104 | 27,525 | 1,778,723 | SH | DEF |
| SALLY BEAUTY HLDGS INC | COM | 79546E104 | 11,480 | 693,497 | SH | DEF |
| TARGET CORP | COM | 87612E106 | 23,169 | 472,565 | SH | DEF |
| EDWARDS LIFESCIENCES CORP | COM | 28176E108 | 1,362 | 19,113 | SH | DEF |
| DR PEPPER SNAPPLE GROUP INC | COM | 26138E109 | 47 | 1,233 | SH | DEF |
| DR PEPPER SNAPPLE GROUP INC | COM | 26138E109 | 930 | 23,975 | SH | DEF |
| TRAVELERS COMPANIES INC | COM | 89417E109 | 14,155 | 290,409 | SH | DEF |
| VALE S A | ADR REPSTG PFD | 91912E204 | 46,607 | 2,222,600 | SH | DEF |
| AES CORP | COM | 00130H105 | 12,647 | 1,295,166 | SH | DEF |
| AT&T INC | COM | 00206R102 | 79,385 | 2,784,982 | SH | DEF |
| ACTUANT CORP | CL A NEW | 00508X203 | 772 | 39,173 | SH | DEF |
| ADOBE SYS INC | COM | 00724F101 | 3,449 | 142,702 | SH | DEF |
| AETNA INC NEW | COM | 00817Y108 | 14,685 | 404,177 | SH | DEF |
| AGILENT TECHNOLOGIES INC | COM | 00846U101 | 1,894 | 60,593 | SH | DEF |
| AKAMAI TECHNOLOGIES INC | COM | 00971T101 | 143 | 7,235 | SH | DEF |
| ALLEGHENY TECHNOLOGIES INC | COM | 01741R102 | 15 | 408 | SH | DEF |
| ALPHA NATURAL RESOURCES INC | COM | 02076X102 | 590 | 33,402 | SH | DEF |
| ALTRIA GROUP INC | COM | 02209S103 | 83 | 3,100 | SH | DEF |
| ALTRIA GROUP INC | COM | 02209S103 | 35,008 | 1,305,804 | SH | DEF |
| AMERICA MOVIL SAB DE CV | SPON ADR L SHS | 02364W105 | 35,868 | 1,625,204 | SH | DEF |
| AMERICAN PUBLIC EDUCATION IN | COM | 02913V103 | 585 | 17,233 | SH | DEF |
| AMERIPRISE FINL INC | COM | 03076C106 | 2,872 | 72,952 | SH | DEF |
| ASSURANT INC | COM | 04621X108 | 911 | 25,460 | SH | DEF |
| AUTONATION INC | COM | 05329W102 | 17 | 529 | SH | DEF |
| BANCO SANTANDER CHILE NEW | SP ADR REP COM | 05965X109 | 1,167 | 15,909 | SH | DEF |
| BANCOLOMBIA S A | SPON ADR PREF | 05968L102 | 1,686 | 30,300 | SH | DEF |
| BIOGEN IDEC INC | COM | 09062X103 | 3,665 | 39,341 | SH | DEF |
| BLACKROCK INC | COM | 09247X101 | 3,340 | 22,548 | SH | DEF |
| CB RICHARD ELLIS GROUP INC | CL A | 12497T101 | 909 | 67,555 | SH | DEF |
| C H ROBINSON WORLDWIDE INC | COM NEW | 12541W209 | 1,784 | 26,061 | SH | DEF |
| CME GROUP INC | COM | 12572Q105 | 15,277 | 62,005 | SH | DEF |
| CA INC | COM | 12673P105 | 1,239 | 63,817 | SH | DEF |
| CABLEVISION SYS CORP | CL A NY CABLVS | 12686C109 | 702 | 44,604 | SH | DEF |
| CAMERON INTERNATIONAL CORP | COM | 13342B105 | 984 | 23,694 | SH | DEF |
| CAPITAL ONE FINL CORP | COM | 14040H105 | 14,045 | 354,335 | SH | DEF |
| CARDINAL HEALTH INC | COM | 14149Y108 | 12,571 | 300,061 | SH | DEF |
| CAREFUSION CORP | COM | 14170T101 | 565 | 23,610 | SH | DEF |
| CENTERPOINT ENERGY INC | COM | 15189T107 | 45,281 | 2,307,352 | SH | DEF |
| CISCO SYS INC | COM | 17275R102 | 29 | 1,900 | SH | DEF |
| CISCO SYS INC | COM | 17275R102 | 41,850 | 2,700,872 | SH | DEF |
| CLIFFS NATURAL RESOURCES INC | COM | 18683K101 | 2,515 | 49,164 | SH | DEF |
| COCA COLA ENTERPRISES INC NE | COM | 19122T109 | 875 | 35,217 | SH | DEF |
| COMCAST CORP NEW | CL A | 20030N101 | 32,432 | 1,552,169 | SH | DEF |
| COMSCORE INC | COM | 20564W105 | 245 | 14,589 | SH | DEF |
| CONOCOPHILLIPS | COM | 20825C104 | 56,001 | 883,437 | SH | DEF |
| CONSOL ENERGY INC | COM | 20854P109 | 1,184 | 34,933 | SH | DEF |
| CONSTELLATION BRANDS INC | CL A | 21036P108 | 523 | 29,097 | SH | DEF |
| COSTCO WHSL CORP NEW | COM | 22160K105 | 8,014 | 97,611 | SH | DEF |
| COSTAR GROUP INC | COM | 22160N109 | 635 | 12,242 | SH | DEF |

Edgar Filing: Lloyds Banking Group plc - Form 13F-HR

| | | | | | | |
|------------------------------|-----------------|-----------|---------|-----------|----|-----|
| DFC GLOBAL CORP | COM | 23324T107 | 1,417 | 64,915 | SH | DEF |
| D R HORTON INC | COM | 23331A109 | 100 | 11,140 | SH | DEF |
| DAVITA INC | COM | 23918K108 | 646 | 10,314 | SH | DEF |
| DELL INC | COM | 24702R101 | 20,202 | 1,427,254 | SH | DEF |
| DEVON ENERGY CORP NEW | COM | 25179M103 | 1,793 | 32,366 | SH | DEF |
| DEVON ENERGY CORP NEW | COM | 25179M103 | 3 | 59 | SH | DEF |
| DEVON ENERGY CORP NEW | COM | 25179M103 | 155 | 2,802 | SH | DEF |
| DEVON ENERGY CORP NEW | COM | 25179M103 | 7,018 | 126,666 | SH | DEF |
| DIAMOND OFFSHORE DRILLING IN | COM | 25271C102 | 243 | 4,447 | SH | DEF |
| DISCOVERY COMMUNICATNS NEW | COM SER A | 25470F104 | 14,011 | 372,386 | SH | DEF |
| DIRECTV | COM CL A | 25490A101 | 3,472 | 82,177 | SH | DEF |
| DOMINION RES INC VA NEW | COM | 25746U109 | 4,580 | 90,246 | SH | DEF |
| DUKE ENERGY CORP NEW | COM | 26441C105 | 7,448 | 372,909 | SH | DEF |
| EOG RES INC | COM | 26875P101 | 920 | 12,971 | SH | DEF |
| EQT CORP | COM | 26884L109 | 779 | 14,616 | SH | DEF |
| EL PASO CORP | COM | 28336L109 | 618 | 35,350 | SH | DEF |
| ENTERGY CORP NEW | COM | 29364G103 | 1,896 | 28,607 | SH | DEF |
| EXELON CORP | COM | 30161N101 | 15,163 | 355,753 | SH | DEF |
| EXPEDIA INC DEL | COM | 30212P105 | 1,108 | 43,062 | SH | DEF |
| EXXON MOBIL CORP | COM | 30231G102 | 19 | 267 | SH | DEF |
| EXXON MOBIL CORP | COM | 30231G102 | 202,265 | 2,780,666 | SH | DEF |
| FMC TECHNOLOGIES INC | COM | 30249U101 | 14,451 | 384,491 | SH | DEF |
| FEDEX CORP | COM | 31428X106 | 12,169 | 179,933 | SH | DEF |
| FIDELITY NATL INFORMATION SV | COM | 31620M106 | 255 | 10,511 | SH | DEF |
| FINISAR CORP | COM NEW | 31787A507 | 11,421 | 651,332 | SH | DEF |
| FLOWSERVE CORP | COM | 34354P105 | 8,238 | 111,276 | SH | DEF |
| FREEPORT-MCMORAN COPPER & GO | COM | 35671D857 | 66,643 | 2,188,970 | SH | DEF |
| FRONTIER COMMUNICATIONS CORP | COM | 35906A108 | 1,629 | 266,540 | SH | DEF |
| GAMESTOP CORP NEW | CL A | 36467W109 | 543 | 23,544 | SH | DEF |
| GENWORTH FINL INC | COM CL A | 37247D106 | 101 | 17,584 | SH | DEF |
| GOLDMAN SACHS GROUP INC | COM | 38141G104 | 22,647 | 239,768 | SH | DEF |
| GOOGLE INC | CL A | 38259P508 | 65,061 | 126,438 | SH | DEF |
| HCA HOLDINGS INC | COM | 40412C101 | 3,592 | 178,430 | SH | DEF |
| HCP INC | COM | 40414L109 | 2,341 | 66,763 | SH | DEF |
| HDFC BANK LTD | ADR REPS 3 SHS | 40415F101 | 8,038 | 275,815 | SH | DEF |
| HMS HLDGS CORP | COM | 40425J101 | 646 | 26,505 | SH | DEF |
| HESS CORP | COM | 42809H107 | 12,458 | 237,504 | SH | DEF |
| ICICI BK LTD | ADR | 45104G104 | 6,350 | 182,999 | SH | DEF |
| IDEX CORP | COM | 45167R104 | 1,051 | 33,744 | SH | DEF |
| INTEGRYS ENERGY GROUP INC | COM | 45822P105 | 574 | 11,819 | SH | DEF |
| INTERCONTINENTALEXCHANGE INC | COM | 45865V100 | 1,951 | 16,504 | SH | DEF |
| INTUITIVE SURGICAL INC | COM NEW | 46120E602 | 72,356 | 198,696 | SH | DEF |
| JDS UNIPHASE CORP | COM PAR \$0.001 | 46612J507 | 58,359 | 5,850,614 | SH | DEF |
| JPMORGAN CHASE & CO | COM | 46625H100 | 1,498 | 49,734 | SH | DEF |
| JPMORGAN CHASE & CO | COM | 46625H100 | 2 | 87 | SH | DEF |
| JPMORGAN CHASE & CO | COM | 46625H100 | 125 | 4,180 | SH | DEF |
| JPMORGAN CHASE & CO | COM | 46625H100 | 68,063 | 2,258,629 | SH | DEF |
| JANUS CAP GROUP INC | COM | 47102X105 | 261 | 43,506 | SH | DEF |
| JUNIPER NETWORKS INC | COM | 48203R104 | 976 | 56,560 | SH | DEF |
| KRAFT FOODS INC | CL A | 50075N104 | 72 | 2,145 | SH | DEF |
| KRAFT FOODS INC | CL A | 50075N104 | 41 | 1,231 | SH | DEF |
| KRAFT FOODS INC | CL A | 50075N104 | 22,244 | 662,532 | SH | DEF |
| LABORATORY CORP AMER HLDGS | COM NEW | 50540R409 | 503 | 6,374 | SH | DEF |
| LIFE TECHNOLOGIES CORP | COM | 53217V109 | 8,851 | 230,294 | SH | DEF |
| M & T BK CORP | COM | 55261F104 | 9,503 | 135,913 | SH | DEF |
| MACYS INC | COM | 55616P104 | 2,361 | 89,710 | SH | DEF |

Edgar Filing: Lloyds Banking Group plc - Form 13F-HR

| | | | | | | |
|------------------------------|----------------|-----------|---------|-----------|----|-----|
| MACYS INC | COM | 55616P104 | 3 | 148 | SH | DEF |
| MACYS INC | COM | 55616P104 | 194 | 7,374 | SH | DEF |
| MACYS INC | COM | 55616P104 | 1,855 | 70,493 | SH | DEF |
| MARATHON PETE CORP | COM | 56585A102 | 9,894 | 365,727 | SH | DEF |
| MARKET VECTORS ETF TR | GOLD MINER ETF | 57060U100 | 28 | 522 | SH | DEF |
| MARKET VECTORS ETF TR | GOLD MINER ETF | 57060U100 | 76 | 1,395 | SH | DEF |
| MASTERCARD INC | CL A | 57636Q104 | 25,989 | 81,985 | SH | DEF |
| MCKESSON CORP | COM | 58155Q103 | 1,068 | 14,695 | SH | DEF |
| MEDCO HEALTH SOLUTIONS INC | COM | 58405U102 | 13,836 | 295,250 | SH | DEF |
| MEDIDATA SOLUTIONS INC | COM | 58471A105 | 459 | 27,905 | SH | DEF |
| MERCK & CO INC NEW | COM | 58933Y105 | 48,911 | 1,495,534 | SH | DEF |
| METLIFE INC | COM | 59156R108 | 16,525 | 590,292 | SH | DEF |
| MOLSON COORS BREWING CO | CL B | 60871R209 | 416 | 10,519 | SH | DEF |
| MONSANTO CO NEW | COM | 61166W101 | 12,888 | 214,768 | SH | DEF |
| MOSAIC CO NEW | COM | 61945C103 | 2,472 | 50,503 | SH | DEF |
| NALCO HOLDING COMPANY | COM | 62985Q101 | 748 | 21,417 | SH | DEF |
| NETAPP INC | COM | 64110D104 | 2,058 | 60,671 | SH | DEF |
| NETFLIX INC | COM | 64110L106 | 1,455 | 12,861 | SH | DEF |
| NETLOGIC MICROSYSTEMS INC | COM | 64118B100 | 8,653 | 179,842 | SH | DEF |
| NEXTERA ENERGY INC | COM | 65339F101 | 3,763 | 69,684 | SH | DEF |
| NISOURCE INC | COM | 65473P105 | 395 | 18,533 | SH | DEF |
| NVIDIA CORP | COM | 67066G104 | 1,275 | 102,036 | SH | DEF |
| O REILLY AUTOMOTIVE INC NEW | COM | 67103H107 | 42,127 | 632,208 | SH | DEF |
| ORACLE CORP | COM | 68389X105 | 188,918 | 6,572,204 | SH | DEF |
| PG&E CORP | COM | 69331C108 | 17,071 | 403,479 | SH | DEF |
| PPL CORP | COM | 69351T106 | 2,448 | 85,826 | SH | DEF |
| PSS WORLD MED INC | COM | 69366A100 | 371 | 18,873 | SH | DEF |
| PETROLEO BRASILEIRO SA PETRO | SP ADR NON VTG | 71654V101 | 41,775 | 2,015,200 | SH | DEF |
| PETROLEO BRASILEIRO SA PETRO | SPONSORED ADR | 71654V408 | 281 | 12,546 | SH | DEF |
| POLYPORE INTL INC | COM | 73179V103 | 13,312 | 235,687 | SH | DEF |
| PORTFOLIO RECOVERY ASSOCS IN | COM | 73640Q105 | 995 | 16,009 | SH | DEF |
| PRAXAIR INC | COM | 74005P104 | 14,681 | 157,181 | SH | DEF |
| PRICE T ROWE GROUP INC | COM | 74144T108 | 3,624 | 75,816 | SH | DEF |
| PRINCIPAL FINL GROUP INC | COM | 74251V102 | 2,134 | 94,128 | SH | DEF |
| QEP RES INC | COM | 74733V100 | 186 | 6,894 | SH | DEF |
| QUEST DIAGNOSTICS INC | COM | 74834L100 | 30 | 620 | SH | DEF |
| RANGE RES CORP | COM | 75281A109 | 354 | 6,071 | SH | DEF |
| REGIONS FINANCIAL CORP NEW | COM | 7591EP100 | 160 | 48,113 | SH | DEF |
| ROADRUNNER TRNSN SVCS HLDG I | COM | 76973Q105 | 4,991 | 362,860 | SH | DEF |
| SAIC INC | COM | 78390X101 | 556 | 47,169 | SH | DEF |
| SLM CORP | COM | 78442P106 | 1,130 | 90,765 | SH | DEF |
| SPDR S&P 500 ETF TR | TR UNIT | 78462F103 | 144 | 1,280 | SH | DEF |
| SPDR S&P 500 ETF TR | TR UNIT | 78462F103 | 713 | 6,309 | SH | DEF |
| SPDR INDEX SHS FDS | EURO STOXX 50 | 78463X202 | 125 | 4,445 | SH | DEF |
| SPDR INDEX SHS FDS | EURO STOXX 50 | 78463X202 | 608 | 21,507 | SH | DEF |
| SALESFORCE COM INC | COM | 79466L302 | 551 | 4,829 | SH | DEF |
| SANDISK CORP | COM | 80004C101 | 64 | 1,586 | SH | DEF |
| SANDISK CORP | COM | 80004C101 | 525 | 13,030 | SH | DEF |
| SCANA CORP NEW | COM | 80589M102 | 769 | 19,002 | SH | DEF |
| SEALED AIR CORP NEW | COM | 81211K100 | 452 | 27,095 | SH | DEF |
| SELECT SECTOR SPDR TR | SBI HEALTHCARE | 81369Y209 | 70 | 2,217 | SH | DEF |
| SELECT SECTOR SPDR TR | SBI HEALTHCARE | 81369Y209 | 2 | 89 | SH | DEF |
| SELECT SECTOR SPDR TR | SBI INT-FINL | 81369Y605 | 2,613 | 221,365 | SH | DEF |
| SELECT SECTOR SPDR TR | SBI INT-FINL | 81369Y605 | 4 | 351 | SH | DEF |
| SELECT SECTOR SPDR TR | SBI INT-FINL | 81369Y605 | 213 | 18,066 | SH | DEF |
| SELECT SECTOR SPDR TR | SBI INT-UTILS | 81369Y886 | 1,526 | 45,398 | SH | DEF |
| SELECT SECTOR SPDR TR | SBI INT-UTILS | 81369Y886 | 1 | 51 | SH | DEF |
| SELECT SECTOR SPDR TR | SBI INT-UTILS | 81369Y886 | 124 | 3,703 | SH | DEF |
| SIGNATURE BK NEW YORK N Y | COM | 82669G104 | 12,187 | 255,443 | SH | DEF |
| SKYWORKS SOLUTIONS INC | COM | 83088M102 | 149 | 8,342 | SH | DEF |
| SOLARWINDS INC | COM | 83416B109 | 58,389 | 2,652,260 | SH | DEF |
| SOLERA HOLDINGS INC | COM | 83421A104 | 1,377 | 27,310 | SH | DEF |

Edgar Filing: Lloyds Banking Group plc - Form 13F-HR

| | | | | | | |
|------------------------------|----------------|-----------|---------|-----------|----|-----|
| SOUTHERN COPPER CORP | COM | 84265V105 | 3,983 | 159,516 | SH | DEF |
| STARWOOD HOTELS&RESORTS WRLD | COM | 85590A401 | 12,688 | 326,724 | SH | DEF |
| SUNOCO INC | COM | 86764P109 | 586 | 18,916 | SH | DEF |
| TEMPUR PEDIC INTL INC | COM | 88023U101 | 14,226 | 270,337 | SH | DEF |
| TENARIS S A | SPONSORED ADR | 88031M109 | 66 | 2,600 | SH | DEF |
| TENET HEALTHCARE CORP | COM | 88033G100 | 588 | 142,975 | SH | DEF |
| TERADATA CORP DEL | COM | 88076W103 | 1,500 | 28,038 | SH | DEF |
| TEXAS CAPITAL BANCSHARES INC | COM | 88224Q107 | 1,161 | 50,882 | SH | DEF |
| 3M CO | COM | 88579Y101 | 25,850 | 360,436 | SH | DEF |
| TIME WARNER CABLE INC | COM | 88732J207 | 16,241 | 259,185 | SH | DEF |
| TREEHOUSE FOODS INC | COM | 89469A104 | 19,964 | 323,016 | SH | DEF |
| ULTA SALON COSMETCS & FRAG I | COM | 90384S303 | 626 | 10,063 | SH | DEF |
| UNITEDHEALTH GROUP INC | COM | 91324P102 | 124,971 | 2,712,354 | SH | DEF |
| UNUM GROUP | COM | 91529Y106 | 1,482 | 70,690 | SH | DEF |
| VALERO ENERGY CORP NEW | COM | 91913Y100 | 1,769 | 99,568 | SH | DEF |
| VARIAN MED SYS INC | COM | 92220P105 | 13,579 | 260,160 | SH | DEF |
| VERA BRADLEY INC | COM | 92335C106 | 1,083 | 30,073 | SH | DEF |
| VERIZON COMMUNICATIONS INC | COM | 92343V104 | 3,177 | 86,323 | SH | DEF |
| VERIZON COMMUNICATIONS INC | COM | 92343V104 | 3 | 95 | SH | DEF |
| VERIZON COMMUNICATIONS INC | COM | 92343V104 | 246 | 6,705 | SH | DEF |
| VERIZON COMMUNICATIONS INC | COM | 92343V104 | 53,568 | 1,455,460 | SH | DEF |
| VIACOM INC NEW | CL B | 92553P201 | 496 | 12,814 | SH | DEF |
| VIACOM INC NEW | CL B | 92553P201 | 3 | 84 | SH | DEF |
| VIACOM INC NEW | CL B | 92553P201 | 51 | 1,340 | SH | DEF |
| VIACOM INC NEW | CL B | 92553P201 | 4,032 | 104,093 | SH | DEF |
| VISA INC | COM CL A | 92826C839 | 22,827 | 266,360 | SH | DEF |
| WASTE MGMT INC DEL | COM | 94106L109 | 18,203 | 559,340 | SH | DEF |
| WELLPOINT INC | COM | 94973V107 | 21,518 | 329,633 | SH | DEF |
| WINDSTREAM CORP | COM | 97381W104 | 8,117 | 695,873 | SH | DEF |
| WYNDHAM WORLDWIDE CORP | COM | 98310W108 | 534 | 18,743 | SH | DEF |
| XCEL ENERGY INC | COM | 98389B100 | 1,976 | 80,094 | SH | DEF |
| YOUKU COM INC | SPONSORED ADR | 98742U100 | 276 | 16,906 | SH | DEF |
| ZIMMER HLDGS INC | COM | 98956P102 | 2,282 | 42,670 | SH | DEF |
| ARCOS DORADOS HOLDINGS INC | SHS CLASS -A - | G0457F107 | 231 | 10,000 | SH | DEF |
| ACCENTURE PLC IRELAND | SHS CLASS A | G1151C101 | 27,697 | 525,510 | SH | DEF |
| BUNGE LIMITED | COM | G16962105 | 45 | 780 | SH | DEF |
| CREDICORP LTD | COM | G2519Y108 | 1,085 | 11,800 | SH | DEF |
| COVIDIEN PLC | SHS | G2554F113 | 5,077 | 115,140 | SH | DEF |
| INGERSOLL-RAND PLC | SHS | G47791101 | 983 | 35,008 | SH | DEF |
| INVESCO LTD | SHS | G491BT108 | 2,105 | 135,666 | SH | DEF |
| LAZARD LTD | SHS A | G54050102 | 2,405 | 113,800 | SH | DEF |
| NABORS INDUSTRIES LTD | SHS | G6359F103 | 385 | 31,421 | SH | DEF |
| XL GROUP PLC | SHS | G98290102 | 978 | 52,005 | SH | DEF |
| ACE LTD | SHS | H0023R105 | 4,577 | 75,526 | SH | DEF |
| NOBLE CORPORATION BAAR | NAMEN -AKT | H5833N103 | 29 | 1,000 | SH | DEF |
| TYCO INTERNATIONAL LTD | SHS | H89128104 | 2,045 | 50,239 | SH | DEF |
| SODASTREAM INTERNATIONAL LTD | USD SHS | M9068E105 | 1,019 | 30,859 | SH | DEF |

7,806,820