

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). ▶ Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 2013 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☒ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information—enter all requested information										
1a Name of plan <u>AMERICAN ELECTRIC POWER SYSTEM RETIREMENT PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>12/01/1940</u></td> </tr> <tr> <td colspan="2">2b Employer Identification Number (EIN) <u>13-4922641</u></td> </tr> <tr> <td colspan="2">2c Sponsor's telephone number <u>614-716-1000</u></td> </tr> <tr> <td colspan="2">2d Business code (see instructions) <u>221100</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>12/01/1940</u>		2b Employer Identification Number (EIN) <u>13-4922641</u>		2c Sponsor's telephone number <u>614-716-1000</u>		2d Business code (see instructions) <u>221100</u>	
1b Three-digit plan number (PN) ▶	<u>001</u>										
1c Effective date of plan <u>12/01/1940</u>											
2b Employer Identification Number (EIN) <u>13-4922641</u>											
2c Sponsor's telephone number <u>614-716-1000</u>											
2d Business code (see instructions) <u>221100</u>											
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>AMERICAN ELECTRIC POWER SERVICE CORPORATION</u> <u>1 RIVERSIDE PLAZA</u> <u>COLUMBUS, OH 43215</u>											

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	<u>10/09/2014</u>	<u>JULIE A. SLOAT</u>
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address		3b Administrator's EIN	
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		3c Administrator's telephone number 4b EIN 4c PN	
5 Total number of participants at the beginning of the plan year		5	38141
6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).			
a Active participants		6a	17684
b Retired or separated participants receiving benefits		6b	12226
c Other retired or separated participants entitled to future benefits		6c	3642
d Subtotal. Add lines 6a , 6b , and 6c		6d	33552
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits		6e	3815
f Total. Add lines 6d and 6e		6f	37367
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		6g	
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested		6h	106
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7	
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 1C 3H 1A 3F 1E			
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:			
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)			
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☒ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)	

SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2013 This Form is Open to Public Inspection
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For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan <u>AMERICAN ELECTRIC POWER SYSTEM RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>AMERICAN ELECTRIC POWER SERVICE CORPORATION</u>	D Employer Identification Number (EIN) <u>13-4922641</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I	Basic Information
1 Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2013</u>	
2 Assets:	
a Market value	2a <u>4704119951</u>
b Actuarial value	2b <u>4699409537</u>
3 Funding target/participant count breakdown:	
a For retired participants and beneficiaries receiving payment.....	3a <u>16292</u> <u>2276134688</u>
b For terminated vested participants.....	3b <u>4218</u> <u>223969681</u>
c For active participants:	
(1) Non-vested benefits	3c(1) <u>46678501</u>
(2) Vested benefits	3c(2) <u>1477502076</u>
(3) Total active.....	3c(3) <u>17631</u> <u>1524180577</u>
d Total.....	3d <u>38141</u> <u>4024284946</u>
4 If the plan is in at-risk status, check the box and complete lines (a) and (b)..... ☐	
a Funding target disregarding prescribed at-risk assumptions	4a
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor.....	4b
5 Effective interest rate	5 <u>6.24 %</u>
6 Target normal cost	6 <u>61416651</u>

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE		<u>09/25/2014</u>
Signature of actuary		Date
<u>JOSEPH A. PERKO</u>		<u>14-06491</u>
Type or print name of actuary		Most recent enrollment number
<u>TOWERS WATSON PENNSYLVANIA, INC.</u>		<u>216-937-4000</u>
Firm name		Telephone number (including area code)
<u>1001 LAKESIDE AVENUE, SUITE 1900</u> <u>CLEVELAND, OH 44114-1172</u>		
Address of the firm		

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500 or 5500-SF.

Schedule SB (Form 5500) 2013
v. 130118

Part II Beginning of Year Carryover and Prefunding Balances		
	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	222029014	331146532
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	54393192	0
9 Amount remaining (line 7 minus line 8)	167635822	331146532
10 Interest on line 9 using prior year's actual return of <u>13.23</u> %	22178219	43810686
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		93785107
b Interest on (a) using prior year's effective interest rate of <u>6.90</u> % except as otherwise provided (see instructions)		9914261
c Total available at beginning of current plan year to add to prefunding balance		103699368
d Portion of (c) to be added to prefunding balance		103699368
12 Other reductions in balances due to elections or deemed elections	0	0
13 Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	189814041	478656586

Part III Funding Percentages		
14 Funding target attainment percentage	14	100.16 %
15 Adjusted funding target attainment percentage	15	116.77 %
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	105.93 %
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
06/26/2014	71464000				
			Totals ►	18(b)	71464000
				18(c)	0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
a Contributions allocated toward unpaid minimum required contributions from prior years.	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	65316114
20 Quarterly contributions and liquidity shortfalls:		
a Did the plan have a "funding shortfall" for the prior year?	☐ Yes ☒ No	
b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	☐ Yes ☐ No	
c If line 20a is "Yes," see instructions and complete the following table as applicable:		

Liquidity shortfall as of end of quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:				
a Segment rates:	1st segment: 4.94%	2nd segment: 6.15%	3rd segment: 6.76 %	☐ N/A, full yield curve used
b Applicable month (enter code).....				21b 3
22 Weighted average retirement age				22 61
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment.....	27

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

28 Unpaid minimum required contributions for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a).....	29	0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	0

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6).....	31a	61416651	
b Excess assets, if applicable, but not greater than line 31a	31b	6653964	
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment.....	0	0	
b Waiver amortization installment		0	
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33	0	
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)...	34	54762687	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	0	0	0
36 Additional cash requirement (line 34 minus line 35).....	36	54762687	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....	37	65316114	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	10553427	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years	40	0	

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If an election was made to use PRA 2010 funding relief for this plan:			
a Schedule elected	☐ 2 plus 7 years ☐ 15 years		
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011		
42 Amount of acceleration adjustment	42		
43 Excess installment acceleration amount to be carried over to future plan years	43		

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2013
		This Form is Open to Public Inspection.

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan AMERICAN ELECTRIC POWER SYSTEM RETIREMENT PLAN	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 AMERICAN ELECTRIC POWER SERVICE CORPORATION	D Employer Identification Number (EIN) 13-4922641

Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☒ Yes ☐ No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
HAMILTON LANE
23-2962336

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation
TOWNSEND GROUP
45-3073569

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
PATRIA BRAZILIAN PRIVATE EQUITY
98-1008647

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
OAK HILL ADVISORS, L.P.
13-4077194

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

PLATINUM EQUITY ADVISORS

20-0080603

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

AMERICAN SECURITIES PARTNERS VI, LP

27-3798431

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

HAMILTON LANE

23-2962336

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 50 51	NONE	2225000	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

TEMPLETON INVESTMENT COUNCIL LLC

94-3385113

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 50 51 68	NONE	1371863	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

(a) Enter name and EIN or address (see instructions)

VONTOBEL

13-3223264

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 50 51 68	NONE	676145	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

BNY MELLON

13-5160382

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
18 19 21 25 31 34 49 50 62 65	NONE	478122	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

(a) Enter name and EIN or address (see instructions)

J.P.MORGAN INVESTMENT MANAGEMENT

13-3200244

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27 28 50 51	NONE	1404961	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

(a) Enter name and EIN or address (see instructions)

JENNISON ASSOCIATES

52-2069785

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 50 51	NONE	1227285	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

KENNEDY CAPITAL MANAGEMENT

43-1225960

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 50 51 68	NONE	532452	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

(a) Enter name and EIN or address (see instructions)

WEDGE CAPITAL

56-1557450

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 50 51 68	NONE	583619	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

(a) Enter name and EIN or address (see instructions)

WELLINGTON

04-2683227

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 50 51	NONE	715536	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

SANDS CAPITAL MANAGEMENT

20-2830751

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 50 51 68	NONE	1087499	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

(a) Enter name and EIN or address (see instructions)

DAVIS SELECTED ADVISORS

85-0360310

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 50 51	NONE	545606	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

STRALEM & COMPANY

13-2574910

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 50 51 68	NONE	358437	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

CBRE CLARION SECURITIES LLC

23-2802869

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 50 51 68	NONE	272489	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

(a) Enter name and EIN or address (see instructions)

WASATCH

87-0319391

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 50 51 68	NONE	559159	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

(a) Enter name and EIN or address (see instructions)

COLUMBUS CIRCLE

06-1404803

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 50 51 68	NONE	433157	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

BARROW HANLEY

75-2403190

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 50 51 68	NONE	393091	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

(a) Enter name and EIN or address (see instructions)

TOWNSEND

45-3073569

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 50 51	NONE	752099	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

LAZARD

05-0530199

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 50 51 68	NONE	913791	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

TOWERS WATSON ACTUARY SERVICE

53-0181291

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
11 17 50	NONE	104457	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

TOWERS WATSON INVESTMENT SERVICES

52-1868818

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
16 27 50 70	NONE	314434	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

STANDISH MELLON ASSET MANAGEMENT

13-5673135

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 50 51	NONE	233899	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

XEROX HR SOLUTIONS LLP

16-0468020

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 50	NONE	196040	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

MELLON CAPITAL MANAGEMENT

25-1442864

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 50 51	NONE	124198	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

(a) Enter name and EIN or address (see instructions)

AMERICAN BENEFIT EVALUATORS

03-0398807

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 16 38 50 70	NONE	109020	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

DELIOTTE & TOUCHE LLP

13-3891517

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10 50 16 70	NONE	76000	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

AUTOMATED MAILING

54-1439693

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
38 50	NONE	29652	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

EDINBURGH PARTNERS

11-1234567

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 50 51 68	NONE	1462446	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

KOHLBERG ASSOCIATES

20-1147041

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
16 50	NONE	191077	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

NISA INVESTMENT ADVISORS

48-1140940

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 50 51	NONE	652289	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

EVESTMENT

5000 OLDE TOWNE PARKWAY SUITE 100
MARIETTA, GA 30068

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 50 51	NONE	38904	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

PORTER, WRIGHT, MORRIS, AND ARTHUR

31-4373657

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
29 50	NONE	13190	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

RR DONNELLEY

36-1004130

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
38 50	NONE	6074	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

Part III **Termination Information on Accountants and Enrolled Actuaries (see instructions)**
(complete as many entries as needed)

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

SCHEDULE D (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2013 This Form is Open to Public Inspection.
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For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan <u>AMERICAN ELECTRIC POWER SYSTEM RETIREMENT PLAN</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>AMERICAN ELECTRIC POWER SERVICE CORPORATION</u>	D Employer Identification Number (EIN) <u>13-4922641</u>	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: JPMCB MORTGAGE PRIVATE PLACEMENT

b Name of sponsor of entity listed in (a): J.P. MORGAN ASSET MANAGEMENT

c EIN-PN <u>13-6038769-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>25929366</u>
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a Name of MTIA, CCT, PSA, or 103-12 IE: EB TEMPORARY INVESTMENT

b Name of sponsor of entity listed in (a): THE BANK OF NEW YORK MELLON

c EIN-PN <u>25-6078093-023</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>7201223</u>
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a Name of MTIA, CCT, PSA, or 103-12 IE: VONTOBEL INDIA FUND

b Name of sponsor of entity listed in (a): VONTOBEL ASSET MANAGEMENT INC.

c EIN-PN <u>98-1039469-000</u>	d Entity code <u>E</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>9766009</u>
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
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103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
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103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
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103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
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plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2013 This Form is Open to Public Inspection
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For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013		
A Name of plan AMERICAN ELECTRIC POWER SYSTEM RETIREMENT PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 AMERICAN ELECTRIC POWER SERVICE CORPORATION	D Employer Identification Number (EIN) 13-4922641	

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
1	Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
	Assets			
a	Total noninterest-bearing cash	1a		
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions.....	1b(1)		71464000
	(2) Participant contributions.....	1b(2)		
	(3) Other.....	1b(3)	102176073	37531276
c	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)	67628139	41383495
	(2) U.S. Government securities	1c(2)	689642150	375341092
	(3) Corporate debt instruments (other than employer securities):			
	(A) Preferred	1c(3)(A)		
	(B) All other.....	1c(3)(B)	1458498869	1918200439
	(4) Corporate stocks (other than employer securities):			
	(A) Preferred	1c(4)(A)	2191353	778359
	(B) Common.....	1c(4)(B)	1832011295	1624587617
	(5) Partnership/joint venture interests	1c(5)	415176413	567868535
	(6) Real estate (other than employer real property).....	1c(6)		
	(7) Loans (other than to participants)	1c(7)	88575291	65927750
	(8) Participant loans.....	1c(8)		
	(9) Value of interest in common/collective trusts	1c(9)	91859251	33130589
	(10) Value of interest in pooled separate accounts	1c(10)		
	(11) Value of interest in master trust investment accounts	1c(11)		
	(12) Value of interest in 103-12 investment entities.....	1c(12)		9766009
	(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)		
	(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
	(15) Other.....	1c(15)	444822863	481829544

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	656803	618370
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	5193238500	5228427075

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h	98626924	11327436
i Acquisition indebtedness	1i		
j Other liabilities	1j	103102514	71174704
k Total liabilities (add all amounts in lines 1g through 1j)	1k	201729438	82502140

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	4991509062	5145924935
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Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income**a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	71464000	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		71464000

b Earnings on investments:**(1) Interest:**

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	-2449	
(B) U.S. Government securities	2b(1)(B)	15778173	
(C) Corporate debt instruments	2b(1)(C)	76624740	
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)	1988972	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		94389436
(2) Dividends: (A) Preferred stock	2b(2)(A)	85977	
(B) Common stock	2b(2)(B)	39474023	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	13239	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		39573239
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	5040985646	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	4981138484	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		59847162
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	235687537	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		235687537

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts.....	2b(6)		-2167839
(7) Net investment gain (loss) from pooled separate accounts.....	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts.....	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities.....	2b(9)		-515223
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		-635894
c Other income.....	2c		1191563
d Total income. Add all income amounts in column (b) and enter total.....	2d		498833981

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers.....	2e(1)	324352206	
(2) To insurance carriers for the provision of benefits.....	2e(2)		
(3) Other.....	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		324352206
f Corrective distributions (see instructions).....	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees.....	2i(1)	86871	
(2) Contract administrator fees.....	2i(2)		
(3) Investment advisory and management fees.....	2i(3)	16210095	
(4) Other.....	2i(4)	3768936	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		20065902
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		344418108

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		154415873
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan.....	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? ☒ Yes ☐ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: **DELOITTE & TOUCHE LLP**

(2) EIN: **13-3891517**

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....

b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)		X	
e Was this plan covered by a fidelity bond?	X		50000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)			
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
 If "Yes," enter the amount of any plan assets that reverted to the employer this year. ☐ Yes ☒ No Amount:

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	5b(2) EIN(s)	5b(3) PN(s)

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (see ERISA section 4021)? ☒ Yes ☐ No ☐ Not determined

Part V Trust Information (optional)

6a Name of trust	6b Trust's EIN

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2013 This Form is Open to Public Inspection.
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For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan <u>AMERICAN ELECTRIC POWER SYSTEM RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>AMERICAN ELECTRIC POWER SERVICE CORPORATION</u>	D Employer Identification Number (EIN) <u>13-4922641</u>

Part I	Distributions
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All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>13-5160382</u>	
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.	
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3 <u>772</u>

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)
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4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☒ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived).....	6a		
b Enter the amount contributed by the employer to the plan for this plan year.....	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount)	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?.....	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....	☐ Yes	☐ No	☒ N/A

Part III	Amendments
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9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☒ Both	☐ No
--	-----------------------------------	-----------------------------------	--	-----------------------------

Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
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10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

- 14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	14a	
b The plan year immediately preceding the current plan year	14b	
c The second preceding plan year	14c	

- 15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	15a	
b The corresponding number for the second preceding plan year	15b	

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	16a	
b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

- 19** If the total number of participants is 1,000 or more, complete lines (a) through (c)

- a** Enter the percentage of plan assets held as:

Stock: 36% Investment-Grade Debt: 51% High-Yield Debt: 0% Real Estate: 5% Other: 8%

- b** Provide the average duration of the combined investment-grade and high-yield debt:

☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☒ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

- c** What duration measure was used to calculate line 19(b)?

☐ Effective duration ☐ Macaulay duration ☒ Modified duration ☐ Other (specify):

American Electric Power System Retirement Plan

2013 Annual Report

Employer ID Number: 13-4922641

Plan Number: 001

Audited Financial Statements



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All other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure and the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.

INDEPENDENT AUDITORS' REPORT

To the Trustees of the American Electric Power System Retirement Plan:

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the American Electric Power System Retirement Plan (the Plan") which comprise the statements of net assets available for pension benefits and accumulated plan benefits as of December 31, 2013 and 2012, and the related statements of changes in net assets available for benefits and of changes in accumulated plan benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 12, which was certified by The Bank of New York Mellon, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certifications from the trustee as of December 31, 2013 and 2012, and for the years then ended, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

The supplemental schedules of the Plan, listed in the Table of Contents, are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on these supplemental schedules.

Report on Form and Content in Compliance with Department of Labor Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

October 8, 2014

AMERICAN ELECTRIC POWER SYSTEM RETIREMENT PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR PENSION BENEFITS
December 31, 2013 and 2012

ASSETS	2013	2012
Investments, at Fair Value:		
Cash and Cash Equivalents	\$ 41,383,495	\$ 67,628,139
U.S. Government Obligations	375,341,092	689,642,150
Corporate and Foreign Debt Securities	1,918,200,439	1,458,498,869
Corporate Stocks – Preferred	778,359	2,191,353
Corporate Stocks – Common	1,624,587,617	1,832,011,295
Corporate Stocks – AEP Common Stock	618,370	656,803
Partnership/Joint Venture Interests	567,868,535	415,176,413
Common/Collective Trusts and Commingled Funds	42,896,598	91,859,251
Other Investments	70,475,988	63,063,065
Net Assets Held in 401(h) Account (Note 13)	353,837,581	301,425,331
Total Investments	4,995,988,074	4,922,152,669
Securities on Loan, at Fair Value:		
U.S. Government Obligations	11,435,110	25,717,761
Corporate and Foreign Debt Securities	14,424,226	1,939,953
Corporate Stocks – Common	40,068,414	60,917,577
Total Securities on Loan	65,927,750	88,575,291
Investment of Securities Lending Collateral	57,515,975	80,334,465
Receivables:		
Securities Sold	2,334,124	74,786,688
Accrued Dividend and Interest Income	35,197,152	27,389,385
Total Receivables	37,531,276	102,176,073
TOTAL ASSETS	5,156,963,075	5,193,238,498
LIABILITIES		
Securities Purchased	11,327,436	98,626,924
Investment Advisory and Management Fees Payable	2,798,774	3,113,615
Professional Fees Payable	148,538	61,668
Other Fees Payable	697,895	8,914,867
Liability to Return Collateral Held Under Securities Lending	67,529,497	91,012,364
Amounts Related to Obligation of 401(h) Account (Note 13)	353,837,581	301,425,331
TOTAL LIABILITIES	436,339,721	503,154,769
NET ASSETS AVAILABLE FOR PENSION BENEFITS	\$ 4,720,623,354	\$ 4,690,083,729

See Notes to Financial Statements beginning on page 8.

AMERICAN ELECTRIC POWER SYSTEM RETIREMENT PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR PENSION BENEFITS
For the Years Ended December 31, 2013 and 2012

	2013	2012
ADDITIONS		
Net Investment Income:		
Interest Income	\$ 94,552,026	\$ 83,964,445
Dividend Income	34,492,521	44,648,576
Other Income	1,089,676	3,521,960
Unrealized Gain on Securities Lending Collateral	8,821,454	10,358,292
Net Appreciation on Investments (Note 8)	234,620,809	413,628,024
Net Investment Income	373,576,486	556,121,297
Employer Contributions	-	200,000,000
Total Additions	373,576,486	756,121,297
DEDUCTIONS		
Distributions to Participants and Beneficiaries	324,352,206	366,485,121
Pension Benefit Guaranty Corporation Premium	1,601,922	1,414,175
Administrative Expenses:		
Investment Advisory and Management Fees	14,908,061	15,785,152
Other Fees	2,174,672	2,102,462
Total Deductions	343,036,861	385,786,910
NET INCREASE IN ASSETS AVAILABLE FOR PENSION BENEFITS	30,539,625	370,334,387
NET ASSETS AVAILABLE FOR PENSION BENEFITS - BEGINNING OF YEAR	4,690,083,729	4,319,749,342
NET ASSETS AVAILABLE FOR PENSION BENEFITS - END OF YEAR	\$ 4,720,623,354	\$ 4,690,083,729

See Notes to Financial Statements beginning on page 8.

AMERICAN ELECTRIC POWER SYSTEM RETIREMENT PLAN
STATEMENTS OF ACCUMULATED PLAN BENEFITS
December 31, 2013 and 2012

	<u>2013</u>	<u>2012</u>
Vested Benefits:		
Participants and/or Beneficiaries Currently Receiving Benefits	\$ 2,246,889,732	\$ 2,213,364,404
Other Participants	<u>1,817,023,087</u>	<u>1,694,162,696</u>
Total Vested Benefits	<u>4,063,912,819</u>	<u>3,907,527,100</u>
 Nonvested Benefits	 <u>41,438,666</u>	 <u>46,112,936</u>
 Total Actuarial Present Value of Accumulated Plan Benefits	 <u><u>\$ 4,105,351,485</u></u>	 <u><u>\$ 3,953,640,036</u></u>

See Notes to Financial Statements beginning on page 8.

AMERICAN ELECTRIC POWER SYSTEM RETIREMENT PLAN
STATEMENTS OF CHANGES IN ACCUMULATED PLAN BENEFITS
For the Years Ended December 31, 2013 and 2012

	<u>2013</u>	<u>2012</u>
Actuarial Present Value of Accumulated Plan Benefits at Beginning of Year	\$ 3,953,640,036	\$ 3,731,797,993
Increase (Decrease) During the Year Attributed to:		
Accumulated Benefits	65,078,147	92,101,738
Decrease in the Discount Period	246,611,103	257,502,709
Benefits Paid	(324,352,206)	(366,485,121)
Changes in Actuarial Assumptions	164,374,405	238,722,717
Net Increase During the Year	<u>151,711,449</u>	<u>221,842,043</u>
Actuarial Present Value of Accumulated Plan Benefits at End of Year	<u>\$ 4,105,351,485</u>	<u>\$ 3,953,640,036</u>

See Notes to Financial Statements beginning on page 8.

AMERICAN ELECTRIC POWER SYSTEM RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS

1. PLAN DESCRIPTION

The following description of the American Electric Power System Retirement Plan (the Plan) is provided for informational purposes only. Participants should refer to the Plan documents for more complete description of the Plan's information.

General

The Plan is a non-contributory trusteed plan established by American Electric Power Service Corporation and affiliated companies (all of which are collectively referred to as the Company or AEP). The Plan is administered under the direction of American Electric Power Service Corporation (Plan Administrator), which has delegated supervision of the plan investment policy to the Benefits Finance Committee (BFC). The BFC is responsible for monitoring the investment policy for the Plan and its Investment Subcommittee (IC) (which was formed by amendment to the BFC's Bylaws on January 9, 2013) has been delegated responsibility for the engagement of investment managers to direct the Plan's investments. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). Plan assets are held in a tax-exempt trust at the Bank of New York Mellon.

The Plan consists of an insured Group Annuity Plan (GAP), contributions to which were suspended on May 1, 1955, and a Trusteed Plan, which was added on May 1, 1955. Benefits under the Plan are determined solely by reference to terms of the Trusteed Plan, but participants who were covered by the suspended GAP also receive payments under the GAP. Any payments made under the GAP offset the payments required under the Trusteed Plan. Insurance contracts purchased for the GAP are excluded from Plan assets. The Bank of New York Mellon is the Plan's Trustee (Trustee).

The Plan's Trust includes a separate account maintained under the terms of the Plan and Internal Revenue Code (IRC) Section 401(h) to provide funding for certain retiree welfare benefits.

Pension Benefits

The Plan, as amended to date, covers virtually all employees of the Company not covered by any other private pension plan to which the Company contributes. Employees who have completed one year of service are eligible to participate in the Plan. Plan benefits generally accrue under a cash balance formula, although certain long-time participants were grandfathered into certain benefit formulas which credited benefits through December 31, 2010 based on their final average base pay and years of service. The cash balance formula includes an expanded definition of earnings and, for applicable grandfathered participants, an opening balance calculation that provided credit for the then value of the participant's then accrued benefit. All eligible employees become fully vested once credited with at least three years of service. Payment of vested benefits is available as an annuity or lump sum or for rollover to an eligible retirement plan after the participant's employment with the Company ends.

2. ACCOUNTING POLICIES

Basis of Accounting

The financial statements are prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America. Investments are recorded at fair value. Dividend income is recorded based on the ex-dividend date. Interest and other income are recorded on the accrual basis. Investment transactions are recorded on the trade date. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Subsequent Events

Management reviewed subsequent events through October 8, 2014, the date that the 2013 financial statements were available to be issued.

Actuarial Present Value of Accumulated Plan Benefits

Accumulated plan benefits are those future periodic payments, including lump-sum distributions, that are attributable under the Plan's provisions to service rendered by employees as of the valuation date. Accumulated plan benefits include benefits expected to be paid to (1) retired or terminated employees or their beneficiaries, (2) beneficiaries of employees who have died and (3) present employees or their beneficiaries. The actuarial present value of accumulated plan benefits is determined by an independent actuary and is the amount that results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements, such as for death, disability, withdrawal or retirement) between the valuation date and the expected date of payment. Assumptions include, but are not limited to, retirement ages, compensation increases, investment rates of return and discount rate.

Changes in Actuarial Assumptions and Methodology

Certain actuarial assumptions were changed to determine the present value of the Plan's accumulated pension benefits at December 31, 2013. The discount rate changed from 6.50% at December 31, 2012 to 6.00% at December 31, 2013. The long-term cash balance interest crediting rate was 4.00% at December 31, 2012 and remained at that rate at December 31, 2013. At December 31, 2013 and 2012, the Internal Revenue Service (IRS) 2014 mortality table and 2013 mortality table, respectively, were used to value the accumulated benefits. The assumed average retirement age is 61 at January 1, 2014 and 2013.

Benefit Payments

Benefit payments to participants are recorded upon distribution.

Administrative and Other Expenses

The Plan makes annual premium payments to the Pension Benefit Guaranty Corporation (PBGC) to guarantee payment of certain retirement benefits in the event the Plan cannot meet its obligations.

The Plan pays investment advisory and management fees and other fees in connection with the maintenance and administration of the Plan and its Trust. Personnel and facilities of the Company are provided at no cost to the Plan.

Use of Estimates

The preparation of financial statements in conformity with the Generally Accepted Accounting Principles (GAAP) in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities and changes therein; disclosure of contingent assets and liabilities and the actuarial present value of accumulated plan benefits at the date of the financial statements. Actual results could differ from those estimates.

Fair Value Measurements of Assets

The accounting guidance for "Fair Value Measurements and Disclosures" establishes a hierarchy that prioritizes the inputs used to measure fair value. The hierarchy gives the highest priority to securities with unadjusted quoted prices in active markets for identical assets (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). Where observable inputs are available for substantially the full term of the asset or liability, the instrument is categorized in Level 2. When quoted market prices are not available, pricing may be completed using comparable securities, dealer values, operating data and general market conditions to determine fair value.

AEP's internal staff independently monitors the Plan's valuation policies and procedures and provides members of the BFC various monthly and quarterly reports, regarding compliance with policies and procedures. The BFC consists of the Plan Administrator's Chief Financial Officer, Treasurer, Chief Administrative Officer, Chief Risk Officer, Executive Vice President General Counsel in addition to the President of Energy Supply.

The Plan utilizes its trustee's external pricing service to estimate the fair value of the underlying investments held in

the Plan. The Plan's investment managers review and validate the prices utilized by the Trustee to determine fair value. The Plan Administrator performs its own valuation testing to verify the fair values of the securities. The Plan Administrator receives audit reports of the Trustee's operating controls and valuation processes. The Trustee uses multiple pricing vendors for the assets held in the Trust.

Assets in the Plan are classified using the following methods. Equities are classified as Level 1 holdings if they are actively traded on exchanges. Items classified as Level 1 are investments in real estate investment trusts and domestic or international equity securities. Level 1 investments are valued based on observable inputs primarily unadjusted quoted prices in active markets for identical assets. Items classified as Level 2 are primarily investments in individual fixed income securities, preferred equity securities and cash equivalents funds. Fixed income securities do not trade on an exchange and do not have an official closing price but their valuation inputs are based on observable market data. Pricing vendors calculate bond valuations using financial models and matrices. The models use observable inputs including yields on benchmark securities, quotes by securities brokers, rating agency actions, discounts or premiums on securities compared to par prices, changes in yields for U.S. Treasury securities, corporate actions by bond issuers, prepayment schedules and histories, economic events and, for certain securities, adjustments to yields to reflect changes in the rate of inflation. Other securities with model-derived valuation inputs that are observable are also classified as Level 2 investments. Investments with unobservable valuation inputs are classified as Level 3 investments. Plan assets included in Level 3 are primarily real estate and private equity investments that are valued using methods requiring judgment, including appraisals.

Equities and Registered Investment Companies are valued based on observable inputs, primarily unadjusted quoted prices in active markets for identical assets.

Common/Collective Trusts and Commingled Funds are valued at the net asset value per share (NAV). The basis of the reported NAV is the total fair value of all underlying holdings less expenses and liabilities. The value of each unit is determined by dividing the net asset value by the number of applicable units outstanding on the valuation date. These investments are categorized as Level 2. The following investments are valued at NAV:

Cash and Cash Equivalents

The objective of Cash and Cash Equivalents is to provide liquidity and meet short-term cash needs. Cash equivalents are used to provide diversification and preserve principal. The underlying holdings in cash equivalents are investment grade money market instruments including commercial paper, certificates of deposit, treasury bills and other types of investment grade short-term debt securities. The cash funds are valued each business day and provide daily liquidity. The redemption frequency and redemption notice period are both daily. The fund has no unfunded commitments.

JPMorgan Mortgage Private Placement Fund

The JPMorgan Mortgage Private Placement Fund is a commingled fund that is independently audited each year. This fund is used in the fixed income long duration strategy portfolio to provide additional return and to diversify portfolio holdings. The redemption frequency is monthly and redemption notice period is 5 days. The fund has no unfunded commitments.

Vontobel India Fund

The Vontobel India Fund is an open-end commingled fund that is held as a component of a separately managed global equity portfolio. The objective of the fund is to realize capital growth and generate income while the overall portfolio tracks the Morgan Stanley Capital All-Country World Index. The underlying holdings are equity securities and the fund will invest at least 75% of its assets in companies which have a registered office in India. The redemption frequency is daily and the redemption notice period is 5 days. The fund has no unfunded commitments.

JPMorgan Long Duration Fund

The objective of the JPMorgan Long Duration Fund is to track the performance of the Barclay's Long Government/Credit Index. The majority of the holdings in the fund are corporate or government bonds. The

redemption frequency and redemption notice period are both daily. The fund has no unfunded commitments.

Private Equity and Real Estate investments are valued using unobservable inputs and valuation methodologies by the Plan's investment managers. These investments have been classified as Level 3, since their valuation is based on unobservable inputs. Values for Level 3 investments may be determined by evaluations of cash flows, appraisals by external parties, appraisals by fund managers, private financial transactions, sales growth or growth projections or other similar measures.

3. FUNDING POLICY

Periodic contributions to the Plan are made by the Company in an amount at least equal to any minimum contribution required by the ERISA.

An actuarial valuation is made annually to determine whether the obligations of the Plan are being properly funded. The actuarial valuation takes into account the actual experience of the Plan.

Supplemental Disclosure

On June 16, 2014, AEP approved a \$71,464,000 contribution to the Plan. This contribution was made on June 26, 2014 and is attributable to 2013 for funding purposes.

4. PLAN TERMINATION

The Company expects and intends to continue the Plan indefinitely but reserves the right to amend or terminate it. If the Plan is terminated, the net assets of the Plan will be distributed to participants in an order of priority determined in accordance with ERISA and its applicable regulations and in the applicable provisions of the Plan document.

Certain benefits under the Plan are insured by the PBGC if the Plan terminates. Generally, the PBGC guarantees most vested normal age retirement benefits, early retirement benefits and certain disability and survivor's pensions. However, the PBGC does not guarantee all types of benefits under the Plan and the amount of benefit protection is subject to certain limitations. Vested benefits under the Plan are guaranteed at the level in effect on the date of the Plan's termination, subject to a statutory ceiling on the amount of an individual's monthly benefit.

Whether all participants receive benefits should the Plan be terminated at some future time will depend on the adequacy of the Plan's net assets to provide those benefits, the priority of those benefits to be paid and the level and type of benefits guaranteed by the PBGC at that time. Some benefits may be fully or partially provided by the existing assets and the PBGC guaranty, while other benefits may not be provided for at all.

5. INVESTMENTS

Commitments

The Plan had commitments to further fund contracts that invest in venture capital and private equity arrangements. Those commitments were \$234,693,626 and \$112,478,627 at December 31, 2013 and 2012, respectively.

6. RISKS AND UNCERTAINTIES

The Plan invests directly in various investment securities that are held in trust by the Trustee. These investment securities, valued at fair value, in general, are exposed to various risks, such as interest rate, credit and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such change could materially affect the amounts reported in the financial statements.

The Plan Administrator, through its designated investment advisors, monitors and controls the risk exposure on a daily basis through financial, credit and legal reporting systems and believes that it has effective procedures for evaluating and limiting the credit and market risks to which the Plan is subject.

Plan contributions are made and the actuarial present value of accumulated plan benefits are reported based on certain assumptions pertaining to interest rates, inflation rates and employee demographics, all of which are subject to change. Due to uncertainties inherent in the estimations and assumptions process, it is at least reasonably possible that changes in these estimates and assumptions in the near term would be material to the financial statements.

7. INVESTMENTS EXCEEDING FIVE PERCENT OF THE PLAN'S NET ASSETS

There were no investments exceeding five percent of the Plan's net assets as of December 31, 2013 or 2012.

8. NET APPRECIATION OF INVESTMENTS

The following table sets forth the appreciation (depreciation) of investments (including gains and losses on investments bought and sold, as well as held during the year):

	Years Ended December 31,	
	2013	2012
US Government Obligations	\$ (88,744,862)	\$ 7,868,198
Corporate and Foreign Debt Securities	(145,690,728)	79,576,326
Corporate Stocks	439,299,787	272,613,284
Partnership/Joint Venture Interests	42,431,469	24,740,456
Common/Collective Trusts	4,355,129	22,726,545
Other Investments	(17,029,986)	6,103,215
Net Appreciation of Investments	\$ 234,620,809	\$ 413,628,024

9. PARTY-IN-INTEREST TRANSACTIONS

Certain transactions involving the Plan and its assets involved parties in interest with respect to the Plan, but those transactions were not prohibited transactions under ERISA because of the applicability of one or more exemptions. The exempt party-in-interest transactions involving the Plan included the payment of reasonable fees to persons who were providing services to the Plan.

The Plan had investments in common stock of American Electric Power Company, Inc. valued at \$618,370 and \$656,803 at December 31, 2013 and 2012, respectively, representing 0.01% and 0.01% of the Plan's assets, respectively. The costs of these investments were \$574,822 and \$636,379 at December 31, 2013 and 2012, respectively.

10. FAIR VALUE MEASUREMENTS

For a discussion of fair value accounting and the classification of assets within the fair value hierarchy, see the "Fair Value Measurements of Assets" section of Note 2.

The following tables set forth, by level within the fair value hierarchy, the Plan's financial assets that were accounted for at fair value on a recurring basis as of December 31, 2013 and 2012. As required by the accounting guidance for "Fair Value Measurements and Disclosures," financial assets are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. The Plan Administrator's assessment of the significance of a particular input to the fair value measurement requires judgment and may affect the valuation of fair value assets and liabilities and their placement within the fair value hierarchy levels. There have not been any significant changes in the Plan's valuation techniques. There have been no transfers among Level 1, Level 2, or Level 3 during the year ended December 31, 2013.

Fair Value Measurements of Assets Held at December 31, 2013

	Level 1	Level 2	Level 3	Total
Cash and Cash Equivalents	\$ -	\$ 41,383,495	\$ -	\$ 41,383,495
Equities				
Corporate Stocks – Domestic	1,065,852,648	-	-	1,065,852,648
Corporate Stocks – International	501,455,250	-	-	501,455,250
Corporate Stocks – Real Estate Investment Trust	57,898,089	-	-	57,898,089
Corporate Stocks – Preferred – Domestic	-	489,433	-	489,433
Corporate Stocks – Preferred – International	-	288,926	-	288,926
Subtotal Equities	<u>1,625,205,987</u>	<u>778,359</u>	<u>-</u>	<u>1,625,984,346</u>
Fixed Income				
U.S. Government Obligations	-	375,341,092	-	375,341,092
Corporate Obligations – Asset Backed	-	31,556,375	-	31,556,375
Corporate Obligations – Domestic	-	1,590,691,986	-	1,590,691,986
Corporate Obligations – International	-	295,952,078	-	295,952,078
Other Investments – State and Local Government Obligations	-	27,984,487	-	27,984,487
Other Investments – Foreign Obligations	-	42,491,501	-	42,491,501
Subtotal Fixed Income	<u>-</u>	<u>2,364,017,519</u>	<u>-</u>	<u>2,364,017,519</u>
Common/Collective Trusts and Commingled Funds				
Cash and Cash Equivalents	-	7,201,223	-	7,201,223
JPM Mortgage Private Placement Fund	-	25,929,366	-	25,929,366
Vontobel India Fund	-	9,766,009	-	9,766,009
Subtotal Common/Collective Trusts and Commingled Funds	<u>-</u>	<u>42,896,598</u>	<u>-</u>	<u>42,896,598</u>
Partnership/Joint Venture Interests				
Private Equity	-	-	329,630,094	329,630,094
Real Estate	-	-	238,238,441	238,238,441
Subtotal Partnership/Joint Venture Interests	<u>-</u>	<u>-</u>	<u>567,868,535</u>	<u>567,868,535</u>
Total Assets	<u><u>\$1,625,205,987</u></u>	<u><u>\$2,449,075,971</u></u>	<u><u>\$ 567,868,535</u></u>	<u><u>\$ 4,642,150,493</u></u>

Fair Value Measurements of Assets Held at December 31, 2012

	Level 1	Level 2	Level 3	Total
Cash and Cash Equivalents	\$ -	\$ 67,628,139	\$ -	\$ 67,628,139
Equities				
Corporate Stocks – Domestic	1,257,752,822	-	-	1,257,752,822
Corporate Stocks – International	484,353,267	-	-	484,353,267
Corporate Stocks – Real Estate Investment Trust	90,562,009	-	-	90,562,009
Corporate Stocks – Preferred – International	-	2,191,353	-	2,191,353
Subtotal Equities	<u>1,832,668,098</u>	<u>2,191,353</u>	<u>-</u>	<u>1,834,859,451</u>
Fixed Income				
U.S. Government Obligations	-	689,642,150	-	689,642,150
Corporate Obligations – Asset Backed	-	35,618,215	-	35,618,215
Corporate Obligations – Domestic	-	1,231,866,079	-	1,231,866,079
Corporate Obligations – International	-	191,014,575	-	191,014,575
Other Investments – State and Local Government Obligations	-	43,979,565	-	43,979,565
Other Investments – Foreign Obligations	-	19,083,500	-	19,083,500
Subtotal Fixed Income	<u>-</u>	<u>2,211,204,084</u>	<u>-</u>	<u>2,211,204,084</u>
Common/Collective Trusts				
Cash and Cash Equivalents	-	58,137,395	-	58,137,395
JPM Mortgage Private Placement Fund	-	31,729,010	-	31,729,010
Registered Investment Companies	-	1,992,846	-	1,992,846
Subtotal Common/Collective Trusts	<u>-</u>	<u>91,859,251</u>	<u>-</u>	<u>91,859,251</u>
Partnership/Joint Venture Interests				
Private Equity	-	-	195,594,199	195,594,199
Real Estate	-	-	219,582,214	219,582,214
Subtotal Partnership/Joint Venture Interests	<u>-</u>	<u>-</u>	<u>415,176,413</u>	<u>415,176,413</u>
Total Assets	<u>\$1,832,668,098</u>	<u>\$2,372,882,827</u>	<u>\$ 415,176,413</u>	<u>\$ 4,620,727,338</u>

The following tables set forth a reconciliation of changes in the fair value of investments classified as Level 3 in the fair value hierarchy.

For the Year Ended December 31, 2013	Private Equity	Real Estate
Balance at Beginning of Year	\$ 195,594,199	\$ 219,582,214
Actual Return on Plan Assets		
Relating to Assets Still Held as of the Reporting Date	14,345,657	26,737,886
Relating to Assets Sold During the Period	14,470,050	353,865
Purchases	155,543,294	19,337,264
Sales	(50,323,106)	(27,772,788)
Issuances	-	-
Settlements	-	-
Transfers into Level 3	-	-
Transfers out of Level 3	-	-
Balance at End of Year	\$ 329,630,094	\$ 238,238,441

For the Year Ended December 31, 2012	Corporate Obligations	Private Equity	Real Estate
Balance at Beginning of Year	\$ 6,375,543	\$ 160,356,881	\$ 163,345,683
Actual Return on Plan Assets			
Relating to Assets Still Held as of the Reporting Date	-	10,060,767	29,746,463
Relating to Assets Sold During the Period	-	4,882,360	-
Purchases	-	59,560,054	27,792,432
Sales	(6,375,543)	(39,265,863)	(1,302,364)
Issuances	-	-	-
Settlements	-	-	-
Transfers into Level 3	-	-	-
Transfers out of Level 3	-	-	-
Balance at End of Year	\$ -	\$ 195,594,199	\$ 219,582,214

The following tables present the classification of 401(h) Trust Assets within the fair value hierarchy:

401(h) Trust Assets
Fair Value Measurements of Assets Held at December 31, 2013

	Level 1	Level 2	Level 3	Total
Cash and Cash Equivalents	\$ -	\$ 14,769	\$ -	\$ 14,769
Equities				
Corporate Stocks – Domestic	99,583,855	-	-	99,583,855
Corporate Stocks – International	162,897,585	-	-	162,897,585
Subtotal Equities	262,481,440	-	-	262,481,440
Common/Collective Trusts and Commingled Funds				
Cash and Cash Equivalents	-	8,750,151	-	8,750,151
JP Morgan Long Duration Fund	-	82,036,464	-	82,036,464
Subtotal Common/Collective Trusts and Commingled Funds	-	90,786,615	-	90,786,615
Registered Investment Companies – International Stock Fund	615,436	-	-	615,436
Total 401(h) Trust Assets	\$ 263,096,876	\$ 90,801,384	\$ -	\$ 353,898,260

401(h) Trust Assets
Fair Value Measurements of Assets Held at December 31, 2012

	Level 1	Level 2	Level 3	Total
Cash and Cash Equivalents	\$ -	\$ 1,270,428	\$ -	\$ 1,270,428
Equities				
Corporate Stocks – Domestic	81,964,957	-	-	81,964,957
Corporate Stocks – International	136,154,254	-	-	136,154,254
Subtotal Equities	218,119,211	-	-	218,119,211
Common/Collective Trusts				
Cash and Cash Equivalents	-	8,704,521	-	8,704,521
JP Morgan Long Duration Fund	-	72,559,762	-	72,559,762
Subtotal Common/Collective Trusts	-	81,264,283	-	81,264,283
Registered Investment Companies – International Stock Fund	858,706	-	-	858,706
Total 401(h) Trust Assets	\$ 218,977,917	\$ 82,534,711	\$ -	\$ 301,512,628

The following tables present the classification of Securities on Loan within the fair value hierarchy:

Fair Value Measurements of Securities on Loan at December 31, 2013

	Level 1	Level 2	Level 3	Total
Equities				
Corporate Stocks – Domestic	\$ 26,029,669	\$ -	\$ -	\$ 26,029,669
Corporate Stocks – International	14,038,745	-	-	14,038,745
Subtotal Equities	40,068,414	-	-	40,068,414
Fixed Income				
U.S. Government Obligations	-	11,435,110	-	11,435,110
Corporate Obligations – Domestic	-	9,932,687	-	9,932,687
Corporate Obligations – International	-	4,491,539	-	4,491,539
Subtotal Fixed Income	-	25,859,336	-	25,859,336
Total Securities on Loan	\$ 40,068,414	\$ 25,859,336	\$ -	\$ 65,927,750

Fair Value Measurements of Securities on Loan at December 31, 2012

	Level 1	Level 2	Level 3	Total
Equities				
Corporate Stocks – Domestic	\$ 48,451,682	\$ -	\$ -	\$ 48,451,682
Corporate Stocks – International	12,465,895	-	-	12,465,895
Subtotal Equities	60,917,577	-	-	60,917,577
Fixed Income				
U.S. Government Obligations	-	25,717,761	-	25,717,761
Corporate Obligations – International	-	1,939,953	-	1,939,953
Subtotal Fixed Income	-	27,657,714	-	27,657,714
Total Securities on Loan	\$ 60,917,577	\$ 27,657,714	\$ -	\$ 88,575,291

The following tables present the classification of Collateral Held Under Securities Lending Agreements within the fair value hierarchy:

Fair Value Measurements of Collateral Held Under Securities Lending Agreements at December 31, 2013

	Level 1	Level 2	Level 3	Total
Corporate Obligations	\$ -	\$ 57,515,975	\$ -	\$ 57,515,975

Fair Value Measurements of Collateral Held Under Securities Lending Agreements at December 31, 2012

	Level 1	Level 2	Level 3	Total
Corporate Obligations	\$ -	\$ 80,334,465	\$ -	\$ 80,334,465

11. FEDERAL INCOME TAX

The Plan obtained its latest favorable determination letter dated September 17, 2013 in which the IRS stated that the Plan, as then designed, was in compliance with the applicable requirements of the IRC and related guidance under consideration for the cycle for which the application was submitted (the 2010 Cumulative List of Changes in Plan Qualification Requirements). The Plan has been amended since receiving this determination letter, but only to adopt the amendment upon which the determination letter was conditioned and to document the addition of participating employers.

The Company believes that the Plan is currently designed and operated in compliance with the applicable requirements of the IRC and that the Plan's Trust continues to be tax-exempt. Therefore, no provision for income taxes has been included in the Plan's financial statements.

GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan Administrator analyzed the tax positions taken by the Plan, and concluded that as of December 31, 2013 and 2012, there were no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions. However, there are currently no audits for any tax periods in progress. The Plan Administrator believes that the Trust is no longer subject to income tax examinations for years prior to 2010.

The Plan may incur Unrelated Business Income Tax depending on a number of factors, including whether the trust (a) realizes non-exempt debt-financed income or (b) realizes or is allocated unrelated business income through its investments. The Plan's Trust incurred Unrelated Business Income Tax liabilities for the years ended December 31, 2013 and 2012. The estimated Unrelated Business Income Tax paid were \$6,000 and \$37,500 for the years ended December 31, 2013 and 2012, respectively.

12. INFORMATION CERTIFIED BY TRUSTEE

The following is a summary of the unaudited information regarding the Plan as of December 31, 2013 and 2012, and for the years ended December 31, 2013 and 2012, included in the Plan's financial statements and supplemental schedules, that was prepared by or derived from information prepared by the Trustee of the Plan, and furnished to the Plan Administrator. The Plan Administrator has obtained certifications from the Trustee that such information is complete and accurate. In addition, the investment information included in Notes 8, 9, 10 (excluding the classification and leveling of investments in Note 10), 13 and 14, as well as the information included in the Schedule of Assets (Held at End of Year) and the Schedule of Assets (Acquired and Disposed of Within Year) is certified as complete and accurate by the Trustee.

Statements of Net Assets	December 31,	
	2013	2012
Investments, at Fair Value:		
Pension Assets	\$ 4,708,078,243	\$ 4,709,302,629
Net Assets Held in 401(h) Account	353,837,581	301,425,331
Total Investments	<u>\$ 5,061,915,824</u>	<u>\$ 5,010,727,960</u>
Receivables:		
Securities Sold	\$ 2,334,124	\$ 74,786,688
Accrued Dividend and Interest Income	35,197,152	27,389,385
Total Receivables	<u>\$ 37,531,276</u>	<u>\$ 102,176,073</u>
Securities Lending:		
Securities Lending Collateral	<u>\$ 57,515,975</u>	<u>\$ 80,334,465</u>
Liabilities:		
Securities Purchased	\$ 11,327,436	\$ 98,626,924
Liability to Return Collateral Held Under Securities Lending	67,529,497	91,012,364
Amounts Related to Obligation of 401(h) Account	353,837,581	301,425,331
Total Liabilities	<u>\$ 432,694,514</u>	<u>\$ 491,064,619</u>
Summary of Investment Income	Years Ended December 31,	
	2013	2012
Net Investment Income:		
Interest Income	\$ 94,552,026	\$ 83,964,445
Dividend Income	34,492,521	44,648,576
Other Income	1,089,676	3,521,960
Unrealized Gain on Securities Lending Collateral	8,821,454	10,358,292
Net Appreciation on Investments	234,620,809	413,628,024
Total Net Investment Income	<u>\$ 373,576,486</u>	<u>\$ 556,121,297</u>
Total Net Investment Income from 401(h)	<u>\$ 53,793,497</u>	<u>\$ 38,266,870</u>

13. 401(h) ACCOUNT

The Plan includes a medical benefit (health and welfare) component in addition to the normal retirement benefits to fund a portion of the postretirement obligations for retirees and their beneficiaries in accordance with Section 401(h) of the IRC. A separate account has been established and maintained in the Plan for the net assets related to the health and welfare component (401(h) account). In accordance with IRC Section 401(h), the Plan's investments in the 401(h) account may not be used for, or diverted to, any purpose other than providing health and welfare benefits for retired participants, their spouses and dependents. The Trustee holds the assets of the 401(h) account.

Any assets transferred to the 401(h) account from the defined benefit pension plan in a qualified transfer of excess pension plan assets (and any respective income) that are not used during the plan year must be transferred out of the account to the pension plan. There were no qualified transfers to the 401(h) account for the years ended December 31, 2013 and 2012.

The related obligations for health and welfare benefits are not included in the Plan's obligations in the Statement of Accumulated Plan Benefits but are reflected as liabilities in the financial statements of the American Electric Power System Comprehensive Medical Plan, the health and welfare plan which covers Plan participants. Plan participants do not contribute to the 401(h) account. Employer contributions or qualified transfers to the 401(h) account are determined annually and are at the discretion of the Company.

The 401(h) account is designed to pay 50% of the retiree medical benefits for eligible Plan participants (other than those who are defined as key employees) and their dependents under the AEP System Comprehensive Medical Plan (the Medical Plan) after December 31, 2015. No account has been established under the Plan for the purpose of paying the remaining 50% of the health and welfare benefits to those participants and their dependents, although the Company maintains certain trusts in connection with the Medical Plan that may be used for that purpose.

The Net Assets Available for Postretirement Health and Welfare Benefits in the 401(h) account at December 31, 2013 and 2012 and the changes in net assets for the years then ended are as follows:

Net Assets Available for Postretirement Health and Welfare Benefits in the 401(h) Account

	December 31,	
	2013	2012
Assets		
Cash and Cash Equivalents	\$ 14,769	\$ 1,270,428
Corporate Stocks – Preferred	-	881,169
Corporate Stocks – Common	262,481,440	217,238,042
Common/Collective Trusts	90,786,615	81,264,283
Registered Investment Companies	615,436	858,706
Total Investments	353,898,260	301,512,628
Future Foreign Exchange Contract Receivable and Accrued Income	437,386	458,503
TOTAL ASSETS	354,335,646	301,971,131
Liabilities		
Fees Payable by 401(h) and Other	498,065	545,800
TOTAL LIABILITIES	498,065	545,800
NET ASSETS AVAILABLE FOR BENEFITS	\$ 353,837,581	\$ 301,425,331

Change in Net Assets Available for Postretirement Health and Welfare Benefits in the 401(h) Account

	Years Ended December 31,	
	2013	2012
ADDITIONS		
Investment Income:		
Net Appreciation in Fair Value of Investments	\$ 48,712,774	\$ 33,650,025
Interest and Dividend Income	5,080,723	4,616,845
Net Investment Income	<u>53,793,497</u>	<u>38,266,870</u>
Employer Contributions	<u>-</u>	<u>22,402,416</u>
Total Additions	<u>53,793,497</u>	<u>60,669,286</u>
DEDUCTIONS		
Administrative Expenses:		
Investment Advisory and Management Fees	1,381,247	1,067,428
Total Deductions	<u>1,381,247</u>	<u>1,067,428</u>
Net Increase in 401(h) Account	52,412,250	59,601,858
Net Assets Available for Benefits - Beginning of Year	301,425,331	241,823,473
Net Assets Available for Benefits - End of Year	<u>\$ 353,837,581</u>	<u>\$ 301,425,331</u>

14. SECURITIES LENDING AGREEMENT

The Plan has an agreement with the Trustee whereby securities held by the Plan are loaned, generally for periods of less than one week, to brokers in exchange for collateral in the form of cash or securities. The collateral approximates 102% of the market value of the loaned securities at the date loaned and is adjusted daily for market value changes. The Trustee has agreed to indemnify the Plan to the extent of an additional 5% above the market value of the loaned securities in the event a borrower fails to return the loaned securities. The Trustee invests the cash collateral in U.S. government obligations and other fixed income securities and shares a portion of the income earned on the collateral with the Plan. The Plan retains all rights of ownership on the loaned securities.

The total market value of securities on loan to brokers and the associated collateral held by the Trustee were as follows:

	December 31,	
	2013	2012
Securities on Loan	\$ 65,927,750	\$ 88,575,291
Collateral Held Under Securities Lending	67,529,497	91,012,364

The Plan invests the collateral received as part of the securities lending agreement in various investment securities valued at fair value. At December 31, 2013 and 2012, these investment securities had changes in unrealized gains of \$8,821,454 and \$10,358,292, respectively.

15. RECONCILIATION OF FINANCIAL STATEMENTS TO THE FORM 5500

The following is a reconciliation of the Statements of Net Assets Available for Pension Benefits to the Form 5500:

	December 31,	
	2013	2012
Net Assets Available for Pension Benefits per the Financial Statements	\$ 4,720,623,354	\$ 4,690,083,729
Net Assets Held in 401(h) Account Included as Assets in Form 5500	353,837,581	301,425,331
2014 Contribution Attributable to 2013 for Funding Purposes	71,464,000	-
Net Assets Available for Benefits per the Form 5500	\$ 5,145,924,935	\$ 4,991,509,060

The net assets of the 401(h) account included in the Form 5500 are not available to pay pension benefits but can be used only to pay retiree health benefits.

The following tables are reconciliation of the Statements of Changes in Net Assets Available for Pension Benefits to the Form 5500:

	Year Ended December 31, 2013
Net Investment Income per Financial Statements	\$ 373,576,486
Net Investment Gain from 401(h) Account	53,793,497
2014 Contribution Attributable to 2013 for Funding Purposes	71,464,000
Net Investment Income per Form 5500	\$ 498,833,983

	Year Ended December 31, 2013
Contributions per Financial Statements	\$ -
2014 Contribution Attributable to 2013 for Funding Purposes	71,464,000
Total Contributions per Form 5500	\$ 71,464,000

	Year Ended December 31, 2013
Administrative Expenses per Financial Statements	\$ 17,082,733
Administrative Expenses in 401(h) Account	1,381,247
Pension Benefit Guaranty Corporation Premium	1,601,922
Total Administrative Expenses per Form 5500	\$ 20,065,902

AMERICAN ELECTRIC POWER SYSTEM RETIREMENT PLAN
FORM 5500 SCHEDULE H, PART IV, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2013

ASSETS	SHARES/ PAR VALUE	SECURITY DESCRIPTION	FAIR VALUE	COST
Cash & Cash Equivalents				
	3,000,000	BNP PARIBAS FIN DISC	2,987,671	2,987,671
	110,306	BNY MELLON CASH RESERVE	110,306	110,306
	9,832	CAD (CANADIAN DOLLARS)	9,253	9,253
	3,000,000	CAFCO LLC DISC	2,993,245	2,993,245
	3,000,000	CHARIOT FDG LLC DISC	2,993,250	2,993,250
	22	CHF (SWISS FRANC)	25	24
	2,492,000	CONCORD MINUTEMEN DISC	2,488,778	2,488,778
	2,650,000	CREDIT AGRICOLE DISC	2,640,559	2,640,559
	2,492,000	CROWN POINT CAP DISC	2,488,778	2,488,778
	86	EUR (EURO)	118	118
	2	GBP (GREAT BRITISH POUNDS)	4	4
	3,280,000	GEMINI SECR DISC	3,218,074	3,218,074
	933	HKD (HONG KONG DOLLARS)	120	120
	2,400,000	ING (US) FUNDING DISC	2,396,462	2,396,462
	57,890,004	JPY (JAPANESE YEN)	550,783	583,838
	2,600,000	LANDESBANK HSN-TH DISC	2,596,143	2,596,143
	2,350,000	NATIXIS US DISC	2,341,983	2,341,983
	2,500,000	PNC BANK NATL ASSOC IB NT	2,500,000	2,500,000
	1,800,000	RABOBANK USA FINL DISC	1,798,142	1,798,142
	2,200,000	SOCIETE GEN N A DISC	2,192,575	2,192,575
	4,880,000	U S TREASURY BILL	4,879,451	4,879,451
	2,200,000	UBS FIN DEL INC DISC	2,197,776	2,197,776
		Cash & Cash Equivalents Total	41,383,495	41,416,549
Common/Collective Trust and Commingled Funds				
	58,137,395	COMMINGLED FUNDS CASH EQUIVALENTS	7,201,223	7,201,223
	888,270	JPMCB MORTGAGE PRIVATE PLACEMENT	25,929,366	17,569,527
	89,761	VONTOBEL INDIA FUND	9,766,009	10,239,255
		Common/Collective Trust and Commingled Funds Total	42,896,598	35,010,006
Corp Stock Preferred - Domestic and Foreign				
	20,300	ALLSTATE CORP/THE	489,433	507,500
	2,209	DRAEGERWERK AG & CO KGAA	288,926	280,456
		Corp Stock Preferred - Domestic and Foreign Total	778,359	787,956
Corporate and Foreign Debt Securities				
	300,000	ABBVIE INC	303,048	301,833
	1,725,000	ABBVIE INC	1,722,050	1,716,534
	2,950,000	ABBVIE INC	2,757,247	2,890,983
	5,680,000	ABBVIE INC	5,297,566	5,803,317
	1,175,000	ACE CAPITAL TRUST II	1,680,250	1,703,750
	1,585,000	ACTAVIS INC	1,827,172	1,907,453
	600,000	ADVANCE AUTO PARTS INC	652,014	659,376
	715,000	ADVANCE AUTO PARTS INC	714,650	712,784
	1,025,000	AETNA INC	944,179	927,451
	1,515,000	AETNA INC	1,408,359	1,589,508
	1,750,000	AETNA INC	1,530,585	1,735,335
	430,000	AGL CAPITAL CORP	387,714	428,357
	620,000	AGRIUM INC	741,669	846,089
	490,000	AGRIUM INC	527,402	589,122
	325,000	AIR LEASE CORP	357,906	356,763
	625,000	AIR LEASE CORP	661,719	663,281
	675,000	AIR LEASE CORP	701,156	684,781
	485,000	AIRGAS INC	440,201	479,001
	1,150,000	ALCOA INC	1,174,484	1,196,932
	830,000	ALLSTATE CORP	836,225	830,000
	2,975,000	ALLTEL CORP	3,873,182	4,664,711
	1,138,724	ALLY AUTO RECEIVABLES T SN1 A2	1,138,565	1,138,565
	709,000	ALTRIA GROUP INC	1,081,509	1,168,035
	290,000	ALTRIA GROUP INC	452,461	485,121
	4,725,000	ALTRIA GROUP INC	5,070,681	5,228,310
	645,000	ALTRIA GROUP INC	550,456	553,849
	750,000	ALTRIA GROUP INC	690,540	751,200
	500,000	ALTRIA GROUP INC	502,070	497,870
	2,585,000	AMAZON.COM INC	2,330,197	2,500,100
	400,000	AMEREN CORP	411,472	420,916
	1,380,000	AMERICAN CAMPUS COMMUNITIES OP	1,280,654	1,354,816
	1,150,000	AMERICAN EXPRESS CENTURION BAN	1,155,198	1,155,198
	1,475,000	AMERICAN EXPRESS CO	1,297,735	1,361,984
	1,130,000	AMERICAN EXPRESS CREDIT CORP	1,133,921	1,133,921
	350,000	AMERICAN HONDA FINANCE CORP	351,820	351,820
	841,000	AMERICAN INTERNATIONAL GROUP I	1,017,610	1,095,403
	4,985,000	AMERICAN INTERNATIONAL GROUP I	5,891,572	6,149,124
	1,275,000	AMERICAN INTERNATIONAL GROUP I	1,370,396	1,344,551
	1,800,000	AMERICAN TOWER CORP	1,641,132	1,757,556
	530,000	AMERICAN WATER CAPITAL CORP	481,484	550,421

553,879	AMERICREDIT AUTOMOBILE RE 2 A2	553,747	553,747
1,235,000	AMERICREDIT AUTOMOBILE RE 4 A2	1,236,210	1,236,210
250,000	AMERISOURCEBERGEN CORP	271,093	274,145
350,000	AMERISOURCEBERGEN CORP	385,326	388,791
685,000	AMGEN INC	784,161	886,842
4,410,000	AMGEN INC	4,724,918	5,369,396
1,540,000	AMGEN INC	1,562,592	1,644,755
700,000	AMGEN INC	721,721	717,640
425,000	AMGEN INC	442,880	433,258
1,515,000	AMGEN INC	1,604,446	1,771,804
1,200,000	AMGEN INC	1,195,548	1,147,548
575,000	AMGEN INC	582,280	577,956
500,000	ANADARKO FINANCE CO	607,905	661,535
1,700,000	ANADARKO PETROLEUM CORP	1,880,421	2,096,916
925,000	ANADARKO PETROLEUM CORP	1,030,506	1,034,927
1,050,000	ANADARKO PETROLEUM CORP	1,179,087	1,315,409
400,000	ANHEUSER-BUSCH INBEV WORLDWIDE	415,036	415,352
1,965,000	ANHEUSER-BUSCH INBEV WORLDWIDE	2,397,064	2,730,112
1,500,000	AON CORP	1,647,630	1,658,805
1,330,000	AT&T INC	1,327,433	1,327,433
200,000	AUTOZONE INC	192,976	192,592
1,030,000	AUTOZONE INC	932,686	1,024,304
375,000	AVALONBAY COMMUNITIES INC	383,655	404,325
1,410,000	AVALONBAY COMMUNITIES INC	1,425,369	1,406,165
1,400,000	AVNET INC	1,405,894	1,436,959
735,000	BAE SYSTEMS PLC 144A	761,342	887,718
1,000,000	BALTIMORE GAS & ELECTRIC CO	1,175,300	1,327,580
1,100,000	BALTIMORE GAS & ELECTRIC CO	1,092,058	1,190,028
800,000	BANK OF AMERICA CORP	910,616	930,752
500,000	BANK OF AMERICA CORP	523,090	523,610
3,850,000	BANK OF AMERICA CORP	4,399,434	4,516,656
280,000	BANK OF AMERICA CORP	321,829	335,238
7,350,000	BANK OF AMERICA CORP	8,031,860	8,127,702
655,000	BANK OF AMERICA CORP	741,368	787,670
3,955,000	BANK OF AMERICA CORP	4,523,294	4,742,092
500,000	BANK OF AMERICA CORP	502,250	496,180
4,670,000	BANK OF AMERICA CORP	4,419,081	4,424,154
1,375,000	BANK OF AMERICA CORP	1,381,064	1,374,766
885,000	BANK OF AMERICA CORP	888,752	895,018
350,000	BANK OF AMERICA NA	401,681	428,848
1,120,000	BANK OF AMERICA NA	1,122,218	1,122,218
945,000	BANK OF MONTREAL	946,314	946,314
1,250,000	BANK OF MONTREAL	1,255,038	1,255,038
1,100,000	BANK OF NOVA SCOTIA	1,104,433	1,104,433
1,780,000	BANK ONE CORP	2,273,345	2,510,387
1,825,000	BARCLAYS BANK PLC 144A	2,040,314	2,031,996
2,095,000	BARRICK GOLD CORP	1,886,820	2,080,632
1,165,000	BARRICK NORTH AMERICA FINANCE	1,172,654	1,591,250
325,000	BARRICK PD AUSTRALIA FINANCE P	329,121	330,922
500,000	BEAM INC	479,195	513,655
570,000	BELLSOUTH CORP	634,330	709,240
3,390,000	BELLSOUTH CORP	3,411,866	3,699,063
425,000	BERKSHIRE HATHAWAY FINANCE COR	426,930	426,930
725,000	BHP BILLITON FINANCE USA LTD	725,247	725,247
450,000	BLACK HILLS CORP	447,966	447,885
906,774	BMW VEHICLE LEASE TRUST 2 1 A2	906,620	906,620
735,000	BOARDWALK PIPELINES LP	660,868	725,243
750,000	BOSTON PROPERTIES LP	791,160	780,428
350,000	BOSTON PROPERTIES LP	371,357	375,519
2,270,000	BOSTON PROPERTIES LP	2,606,732	2,711,424
720,000	BOSTON PROPERTIES LP	657,641	699,219
670,000	BP CAPITAL MARKETS PLC	670,978	670,978
1,355,000	BPCE SA 144A	1,396,002	1,360,625
1,170,000	BRANCH BANKING & TRUST CO	1,170,983	1,170,983
500,000	BRANDYWINE OPERATING PARTNERSH	550,160	566,190
300,000	BRANDYWINE OPERATING PARTNERSH	325,821	328,644
550,000	BRANDYWINE OPERATING PARTNERSH	591,498	583,864
1,435,000	BRANDYWINE OPERATING PARTNERSH	1,345,140	1,422,343
2,630,000	BRITISH TELECOMMUNICATIONS PLC	3,924,591	4,178,228
565,000	BURLINGTON NORTHERN SANTA FE L	504,794	521,410
1,355,000	BURLINGTON NORTHERN SANTA FE L	1,228,592	1,354,770
70,000	CAMDEN PROPERTY TRUST	69,220	69,870
350,000	CAMERON INTERNATIONAL CORP	342,930	364,767
885,000	CAMERON INTERNATIONAL CORP	874,557	881,823
300,000	CANADIAN NATURAL RESOURCES LTD	336,159	386,490
2,000,000	CANADIAN NATURAL RESOURCES LTD	2,366,960	2,692,620
325,000	CANADIAN NATURAL RESOURCES LTD	389,402	432,682
2,550,000	CANADIAN NATURAL RESOURCES LTD	2,888,640	3,241,407
560,000	CANADIAN OIL SANDS LTD 144A	572,667	657,681
750,000	CANADIAN PACIFIC RAILWAY CO	874,155	885,405
1,105,000	CAPITAL AUTO RECEIVABLES 1 A1	1,104,591	1,104,591
3,730,000	CAPITAL ONE BANK USA NA	3,467,706	3,733,781
600,000	CAPITAL ONE FINANCIAL CORP	609,948	609,418
625,000	CAPITAL ONE FINANCIAL CORP	586,694	579,219
245,000	CARDINAL HEALTH INC	228,776	244,160
675,000	CARDINAL HEALTH INC	631,976	617,301

652,945	CARMAX AUTO OWNER TRUST 2 1 A2	653,121	653,121
600,000	CARNIVAL CORP	600,462	598,440
550,000	CATERPILLAR FINANCIAL SERVICES	553,405	553,405
1,850,000	CBL & ASSOCIATES LP	1,847,540	1,830,982
1,550,000	CBS CORP	1,739,906	1,844,620
200,000	CBS CORP	180,210	208,158
1,190,000	CBS CORP	1,480,574	1,643,081
715,000	CBS CORP	702,838	782,088
425,000	CC HOLDINGS GS V LLC / CROWN C	420,954	427,078
800,000	CELGENE CORP	757,408	799,672
1,900,000	CELGENE CORP	1,870,740	1,889,588
3,660,000	CENOVUS ENERGY INC	4,289,959	4,954,505
800,000	CENOVUS ENERGY INC	750,192	817,056
705,000	CENOVUS ENERGY INC	634,817	732,981
170,000	CENTERPOINT ENERGY HOUSTON ELE	218,394	241,284
400,000	CENTRAIS ELETRICAS BRASILEIRAS	438,000	441,200
125,000	CF INDUSTRIES INC	114,154	114,845
885,000	CF INDUSTRIES INC	805,447	883,478
1,720,000	CHASE ISSUANCE TRUST A2 A2	1,719,020	1,719,020
585,000	CHRYSLER C A R T 13-AA A2 144A	585,176	585,176
1,105,000	CIGNA CORP	1,218,870	1,341,448
1,150,000	CIGNA CORP	1,170,551	1,236,510
1,525,000	CIGNA CORP	1,585,543	1,775,512
760,000	CISCO SYSTEMS INC	760,494	760,494
590,000	CIT EQUIPMENT COLL VT1 A2 144A	589,835	589,835
310,000	CITIGROUP INC	326,811	334,115
192,000	CITIGROUP INC	207,932	225,107
3,300,000	CITIGROUP INC	3,518,361	3,541,873
675,000	CITIGROUP INC	778,079	770,357
3,499,000	CITIGROUP INC	4,302,720	4,614,287
6,140,000	CITIGROUP INC	7,868,963	7,918,096
3,185,000	CITIGROUP INC	4,467,568	4,479,080
844,000	CITIGROUP INC	894,395	891,382
5,095,000	CITIGROUP INC	5,726,118	5,839,418
1,775,000	CITIGROUP INC	1,779,118	1,758,173
1,110,000	CITIGROUP INC	1,034,287	1,050,288
3,320,000	CITIGROUP INC	3,496,757	3,324,778
1,290,000	CITIGROUP INC	1,268,147	1,287,033
390,000	CITIGROUP INC	388,639	389,610
600,000	CNA FINANCIAL CORP	684,018	707,880
530,000	CNA FINANCIAL CORP	593,833	636,265
1,180,000	CNH EQUIPMENT TRUST 2013- A A2	1,179,929	1,179,929
610,000	COCA-COLA CO/THE	610,031	610,031
475,000	COMCAST CORP	505,932	557,332
535,000	COMPASS BANK	588,259	596,739
400,000	CONAGRA FOODS INC	375,152	374,748
705,000	CONAGRA FOODS INC	800,027	880,630
1,130,000	CONAGRA FOODS INC	1,049,126	1,127,220
1,710,000	CONAGRA FOODS INC	1,570,994	1,638,003
415,000	CONSTELLATION ENERGY GROUP INC	441,602	474,395
279,118	CONTINENTAL AIRLINES 1998-1 CL	293,409	298,991
735,000	COOPERATIEVE CENTRALE RAIFFEIS	735,794	735,794
1,150,000	COOPERATIEVE CENTRALE RAIFFEIS	1,154,301	1,154,301
1,030,000	COVIDIEN INTERNATIONAL FINANCE	1,092,933	1,173,891
2,490,000	COVIDIEN INTERNATIONAL FINANCE	2,303,399	2,472,738
300,000	COX COMMUNICATIONS INC	313,515	316,920
425,000	COX COMMUNICATIONS INC	484,751	476,905
250,000	COX COMMUNICATIONS INC 144A	303,193	383,663
525,000	COX COMMUNICATIONS INC 144A	440,911	537,777
1,030,000	COX COMMUNICATIONS INC 144A	830,201	1,028,455
135,000	CSX CORP	161,853	177,328
225,000	CSX CORP	260,026	261,169
631,000	CSX CORP	674,438	682,244
250,000	CSX CORP	303,303	321,693
125,000	CSX CORP	141,310	161,334
2,000,000	CSX CORP	2,060,100	2,070,760
3,145,000	CSX CORP	2,987,467	3,386,536
1,825,000	CSX CORP	1,620,728	1,863,362
875,000	CSX CORP	741,475	863,748
290,000	CVS CAREMARK CORP	326,163	329,420
1,225,000	CVS CAREMARK CORP	1,423,462	1,617,466
2,775,000	CVS CAREMARK CORP	3,147,183	3,551,334
745,000	CVS CAREMARK CORP	813,071	922,379
1,000,000	CVS CAREMARK CORP	922,970	927,540
235,000	CVS CAREMARK CORP	235,240	234,911
2,000,000	CVS CAREMARK CORP	1,999,420	1,997,740
2,585,000	CVS CAREMARK CORP	2,579,520	2,573,626
493,263	CVS PASS-THROUGH TRUST	542,643	576,757
805,000	CVS PASS-THROUGH TRUST 144A	803,954	805,000
533,760	CVS PASS-THROUGH TRUST 144A	560,475	629,356
895,000	DAIMLER FINANCE NORTH AME 144A	897,998	897,998
400,000	DARDEN RESTAURANTS INC	383,080	385,564
500,000	DCP MIDSTREAM LLC 144A	522,580	528,220
370,000	DCP MIDSTREAM OPERATING LP	340,722	350,977
450,000	DDR CORP	555,921	556,763
198,000	DELHAIZE GROUP SA	187,726	192,416

1,880,000	DEUTSCHE BANK AG	1,702,020	1,778,571
300,000	DEUTSCHE TELEKOM INTERNAT 144A	312,459	312,549
3,680,000	DEUTSCHE TELEKOM INTERNATIONAL	5,191,670	5,452,265
545,000	DEVON ENERGY CORP	567,945	606,547
740,000	DEVON ENERGY CORP	686,209	791,659
800,000	DEVON ENERGY CORP	1,041,176	1,183,568
400,000	DEVON FINANCING CORP LLC	514,480	582,304
1,400,000	DIGITAL REALTY TRUST LP	1,250,592	1,389,494
535,000	DIRECTV HOLDINGS LLC / DIRECTV	582,599	607,814
550,000	DIRECTV HOLDINGS LLC / DIRECTV	567,980	595,397
5,535,000	DIRECTV HOLDINGS LLC / DIRECTV	5,739,020	6,405,213
200,000	DIRECTV HOLDINGS LLC / DIRECTV	203,612	203,472
3,400,000	DIRECTV HOLDINGS LLC / DIRECTV	3,266,176	3,393,190
2,905,000	DIRECTV HOLDINGS LLC / DIRECTV	2,608,981	2,814,102
2,845,000	DISCOVER BANK/GREENWOOD DE	2,806,052	2,832,579
545,000	DISCOVER FINANCIAL SERVICES	516,753	557,404
640,000	DISCOVERY COMMUNICATIONS LLC	708,115	791,002
900,000	DISCOVERY COMMUNICATIONS LLC	929,997	959,814
735,000	DISCOVERY COMMUNICATIONS LLC	678,030	734,177
850,000	DOMINION RESOURCES INC/VA	974,449	1,019,975
720,000	DOMINION RESOURCES INC/VA	794,750	911,275
1,150,000	DOMINION RESOURCES INC/VA	1,341,119	1,355,402
2,100,000	DOMINION RESOURCES INC/VA	2,015,622	2,343,488
3,240,000	DOMINION RESOURCES INC/VA	2,745,090	3,190,266
440,000	DOMTAR CORP	421,287	445,016
1,095,000	DOW CHEMICAL CO/THE	1,407,195	1,406,343
746,000	DOW CHEMICAL CO/THE	1,114,457	1,228,237
210,000	DOW CHEMICAL CO/THE	209,227	234,215
780,000	DOW CHEMICAL CO/THE	805,717	787,566
360,000	DOW CHEMICAL CO/THE	316,091	357,664
2,370,000	DOW CHEMICAL CO/THE	2,210,357	2,351,419
1,950,000	DR PEPPER SNAPPLE GROUP INC	1,775,163	1,943,622
900,000	DRYOCK ISSUANCE TRUST 1 A	900,000	900,000
475,000	DUKE ENERGY CORP	486,804	485,669
290,000	DUKE ENERGY CORP	290,084	290,771
275,000	DUKE REALTY LP	306,015	304,719
620,000	DUKE REALTY LP	708,536	734,942
1,075,000	DUKE REALTY LP	1,331,022	1,355,457
425,000	DUKE REALTY LP	490,960	483,824
405,000	DUKE REALTY LP	399,569	403,975
350,000	EATON CORP	351,309	349,741
2,980,000	ECOLAB INC	3,090,051	3,317,518
200,000	EL PASO PIPELINE PARTNERS OPER	171,216	196,090
1,915,000	ENCANA CORP	2,102,230	2,395,186
650,000	ENCANA CORP	645,379	651,749
535,000	ENCANA CORP	501,563	575,098
500,000	ENCANA CORP	547,150	613,990
455,000	ENCANA CORP	503,230	511,934
546,000	ENERGY TRANSFER PARTNERS LP	640,611	706,115
600,000	ENERGY TRANSFER PARTNERS LP	776,856	772,656
1,370,000	ENERGY TRANSFER PARTNERS LP	1,404,291	1,558,704
675,000	ENERGY TRANSFER PARTNERS LP	725,456	826,430
2,425,000	ENERGY TRANSFER PARTNERS LP	2,245,647	2,331,943
500,000	ENERGY TRANSFER PARTNERS LP	456,860	477,433
370,000	ENERGY TRANSFER PARTNERS LP	375,395	372,169
800,000	ENTERGY TEXAS INC	940,480	996,384
700,000	ENTERPRISE PRODUCTS OPERATING	780,451	824,432
1,085,000	ENTERPRISE PRODUCTS OPERATING	1,371,549	1,494,360
375,000	ENTERPRISE PRODUCTS OPERATING	391,174	392,828
500,000	ENTERPRISE PRODUCTS OPERATING	544,525	603,635
870,000	ENTERPRISE PRODUCTS OPERATING	768,488	880,884
2,995,000	ENTERPRISE PRODUCTS OPERATING	2,844,980	3,007,422
4	EQUITABLE LIFE ASSURANCE CONTR	4	4
1,000,000	ERAC USA FINANCE LLC 144A	1,183,420	1,269,830
150,000	ERAC USA FINANCE LLC 144A	151,581	149,034
1,910,000	ERP OPERATING LP	2,013,637	2,087,571
250,000	EXELIS INC	251,448	268,168
2,245,000	EXELON GENERATION CO LLC	2,275,061	2,610,621
205,000	EXELON GENERATION CO LLC	196,363	227,491
1,800,000	EXELON GENERATION CO LLC	1,725,120	1,863,508
450,000	EXPRESS SCRIPTS HOLDING CO	475,749	474,696
1,295,000	EXPRESS SCRIPTS HOLDING CO	1,368,375	1,374,384
2,050,000	EXPRESS SCRIPTS HOLDING CO	2,306,045	2,615,206
2,230,000	FEDEX CORP	2,004,413	2,206,512
425,000	FIFTH THIRD BANCORP	467,071	465,528
1,850,000	FIFTH THIRD BANCORP	2,463,072	2,645,445
200,000	FIFTH THIRD BANCORP	210,118	210,928
375,000	FIFTH THIRD BANCORP	367,290	372,937
1,255,000	FIFTH THIRD BANK/CINCINNATI OH	1,258,313	1,258,313
705,000	FISERV INC	718,014	777,319
240,000	FIVE CORNERS FUNDING TRUS 144A	236,573	239,691
850,000	FLOWSERVE CORP	800,700	857,744
699,384	FORD CREDIT AUTO OWNER TR A A2	699,237	699,237
625,950	FORD CREDIT AUTO OWNER TR D A2	626,025	626,025
150,000	FORD MOTOR CO	168,407	178,500
670,000	FORD MOTOR CO	820,529	800,864

365,000	FORD MOTOR CO	329,183	355,594
1,000,000	FORD MOTOR CREDIT CO LLC	1,076,370	1,085,275
7,350,000	FORD MOTOR CREDIT CO LLC	8,332,769	8,429,946
1,480,000	FORD MOTOR CREDIT CO LLC	1,576,999	1,559,417
895,000	FORD MOTOR CREDIT CO LLC	899,117	946,355
575,000	FORD MOTOR CREDIT CO LLC	578,082	569,630
250,000	FREEPORT-MCMORAN COPPER & GOLD	237,600	244,720
1,300,000	FREEPORT-MCMORAN COPPER & GOLD	1,244,152	1,294,072
845,000	FREEPORT-MCMORAN COPPER & GOLD	820,943	794,444
575,000	GATX CORP	544,703	568,641
980,000	GATX CORP	971,680	974,737
850,000	GAZPROM NEFT OAO VIA GPN CAPIT	778,813	869,125
684,811	GE EQUIPMENT TRANSPORTATI 1 A2	684,524	684,524
885,000	GENERAL ELECTRIC CAPITAL CORP	887,044	887,044
1,110,000	GENERAL ELECTRIC CAPITAL CORP	1,116,671	1,116,671
650,000	GENERAL MILLS INC	688,402	797,791
615,000	GENERAL MILLS INC	602,017	642,853
2,515,000	GILEAD SCIENCES INC	2,678,601	2,861,463
1,415,000	GILEAD SCIENCES INC	1,575,235	1,757,840
550,000	GILEAD SCIENCES INC	587,373	579,502
100,000	GLITNIR BANKI HF	125,000	125
385,000	GOLDCORP INC	377,339	383,175
275,000	GREAT PLAINS ENERGY INC	289,751	290,197
500,000	GTE CORP	582,380	619,570
385,000	GTE CORP	437,029	512,200
1,521,222	HARLEY-DAVIDSON MOTORCYCL 1 A2	1,521,283	1,521,283
640,000	HARTFORD FINANCIAL SERVICES GR	719,334	743,603
1,176,000	HARTFORD FINANCIAL SERVICES GR	1,421,125	1,440,911
415,000	HARTFORD FINANCIAL SERVICES GR	365,063	411,680
3,210,000	HARTFORD FINANCIAL SERVICES GR	3,496,364	3,643,449
260,000	HARTFORD FINANCIAL SERVICES GR	312,567	330,580
475,000	HCP INC	552,102	550,283
150,000	HCP INC	163,287	161,336
500,000	HCP INC	591,835	647,245
1,070,000	HCP INC	1,019,913	1,071,124
485,000	HCP INC	474,427	482,769
730,000	HEALTH CARE REIT INC	777,917	769,311
500,000	HEALTH CARE REIT INC	555,285	581,230
1,935,000	HEALTH CARE REIT INC	1,818,784	1,941,589
620,000	HEALTH CARE REIT INC	612,157	613,540
1,225,000	HESS CORP	1,476,346	1,634,052
475,000	HESS CORP	590,002	590,240
1,450,000	HESS CORP	1,511,074	1,714,886
300,000	HEWLETT-PACKARD CO	301,095	301,497
615,000	HEWLETT-PACKARD CO	623,333	609,158
1,200,000	HEWLETT-PACKARD CO	1,218,780	1,217,744
715,000	HEWLETT-PACKARD CO	736,221	717,808
455,000	HISTORIC TW INC	603,366	671,908
1,500,000	HISTORIC TW INC	1,721,595	1,914,090
22,811	HONDA AUTO RECEIVABLES 20 2 A2	22,813	22,813
1,152,000	HONDA AUTO RECEIVABLES OW 3 A2	1,153,164	1,153,164
180,000	HOSPITALITY PROPERTIES TRUST	173,866	179,797
1,180,000	HUMANA INC	1,092,338	1,172,803
1,048,412	HYUNDAI AUTO LEASE S A A2 144A	1,048,642	1,048,642
1,390,000	HYUNDAI AUTO RECEIVABLES B A2	1,390,806	1,390,806
1,505,000	INTERNATIONAL LEASE FINAN 144A	1,742,038	1,734,434
205,000	INTERNATIONAL PAPER CO	249,011	252,435
1,235,000	INTERNATIONAL PAPER CO	1,700,891	1,835,506
2,065,000	INTERNATIONAL PAPER CO	2,531,463	2,700,478
455,000	ITC HOLDINGS CORP	447,342	453,781
1,095,000	JERSEY CENTRAL POWER & LI 144A	1,083,831	1,089,317
2,000,000	JERSEY CENTRAL POWER & LIGHT C	2,049,120	2,504,060
700,000	JERSEY CENTRAL POWER & LIGHT C	826,637	895,181
580,000	JOHN DEERE CAPITAL CORP	580,377	580,377
1	JOHN HANCOCK MUT LIFE CONT #11	1	1
1,300,000	JOHNSON CONTROLS INC	1,290,666	1,378,044
400,000	JONES LANG LASALLE INC	384,184	408,620
2,615,000	JPMORGAN CHASE & CO	2,437,180	2,398,298
1,055,000	JPMORGAN CHASE & CO	1,114,892	1,046,532
1,700,000	JPMORGAN CHASE & CO	1,706,987	1,706,987
1,970,000	KANSAS CITY SOUTHERN DE MEXICO	1,835,291	1,958,589
235,000	KANSAS CITY SOUTHERN DE MEXICO	235,063	235,000
725,000	KANSAS CITY SOUTHERN RAIL 144A	632,686	724,689
600,000	KANSAS GAS & ELECTRIC CO 144A	718,974	769,332
360,000	KAUPTHING BANK HF	4,500	4,500
1,000,000	KELLOGG CO	1,037,740	1,113,940
1,075,000	KELLOGG CO	1,019,218	1,126,589
825,000	KEYCORP	901,651	961,133
1,020,000	KEYCORP	1,012,605	1,019,357
435,000	KILROY REALTY LP	466,168	484,503
1,320,000	KIMBERLY-CLARK CORP	1,320,660	1,320,660
400,000	KIMCO REALTY CORP	438,172	438,740
170,000	KINDER MORGAN ENERGY PARTNERS	206,620	228,689
280,000	KINDER MORGAN ENERGY PARTNERS	329,717	365,092
2,225,000	KINDER MORGAN ENERGY PARTNERS	2,438,177	2,716,280
330,000	KINDER MORGAN ENERGY PARTNERS	379,104	434,237

525,000	KINDER MORGAN ENERGY PARTNERS	596,605	599,918
650,000	KINDER MORGAN ENERGY PARTNERS	772,642	792,864
1,900,000	KINDER MORGAN ENERGY PARTNERS	2,110,292	2,261,392
65,000	KINDER MORGAN ENERGY PARTNERS	70,122	80,434
825,000	KINDER MORGAN ENERGY PARTNERS	822,649	926,987
2,520,000	KINDER MORGAN ENERGY PARTNERS	2,455,639	2,566,781
625,000	KINDER MORGAN ENERGY PARTNERS	577,225	662,363
575,000	KINDER MORGAN ENERGY PARTNERS	530,696	544,220
1,650,000	KINDER MORGAN ENERGY PARTNERS	1,596,326	1,645,149
325,000	KOHL'S CORP	297,138	307,759
1,210,000	KOHL'S CORP	1,228,283	1,206,975
3,580,000	KRAFT FOODS GROUP INC	3,529,128	3,892,432
400,000	KRAFT FOODS GROUP INC	405,080	405,582
1,490,000	KRAFT FOODS GROUP INC	1,814,582	2,006,076
3,335,000	KRAFT FOODS GROUP INC	3,762,547	3,950,131
375,000	KRAFT FOODS GROUP INC	365,471	363,836
365,000	KROGER CO/THE	443,077	473,646
175,000	KROGER CO/THE	173,173	193,981
75,000	KROGER CO/THE	75,912	75,475
620,000	KROGER CO/THE	591,548	661,993
270,000	KROGER CO/THE	265,831	267,856
580,000	KROGER CO/THE	565,790	578,057
245,000	KROGER CO/THE	243,773	244,637
75,000	L-3 COMMUNICATIONS CORP	78,446	78,106
1,080,000	LABORATORY CORP OF AMERICA HOL	1,037,783	1,066,241
1,080,000	LBI HF 144A	11	11
135,000	LIBERTY MUTUAL GROUP INC 144A	130,347	134,911
500,000	LIBERTY PROPERTY LP	490,955	498,495
255,000	LIBERTY PROPERTY LP	250,984	268,025
315,000	LIBERTY PROPERTY LP	286,691	311,680
605,000	LINCOLN NATIONAL CORP	684,987	706,991
700,000	LINCOLN NATIONAL CORP	901,012	895,699
640,000	LINCOLN NATIONAL CORP	737,811	765,760
575,000	LINCOLN NATIONAL CORP	720,400	748,386
845,000	LINCOLN NATIONAL CORP	833,905	838,156
900,000	LITTON INDUSTRIES INC	1,047,006	1,037,754
4,795,000	LOCKHEED MARTIN CORP	4,712,238	5,163,184
100,000	LORILLARD TOBACCO CO	121,815	119,536
220,000	LORILLARD TOBACCO CO	264,922	286,950
1,550,000	LUKOIL INTERNATIONAL FINA 144A	1,454,675	1,508,938
200,000	LYB INTERNATIONAL FINANCE BV	201,048	194,008
405,000	LYONDELLBASELL INDUSTRIES NV	465,795	461,769
60,000	MACY'S RETAIL HOLDINGS INC	68,087	72,392
530,000	MACY'S RETAIL HOLDINGS INC	591,448	638,003
570,000	MACY'S RETAIL HOLDINGS INC	543,928	571,938
1,760,000	MACY'S RETAIL HOLDINGS INC	1,766,635	1,747,926
155,000	MACY'S RETAIL HOLDINGS INC	176,368	184,363
1,275,000	MARATHON OIL CORP	1,527,527	1,703,693
520,000	MARATHON OIL CORP	479,237	477,095
1,605,000	MARATHON PETROLEUM CORP	1,829,235	1,942,341
595,000	MARKEL CORP	717,231	739,787
1,040,000	MARKEL CORP	978,848	1,045,891
930,000	MARKEL CORP	869,727	895,651
144,000	MARSH & MCLENNAN COS INC	155,540	156,951
550,000	MARSH & MCLENNAN COS INC	586,317	586,234
160,000	MARSH & MCLENNAN COS INC	160,235	159,915
1,550,000	MARSH & MCLENNAN COS INC	1,527,014	1,543,893
2,025,000	MAXIM INTEGRATED PRODUCTS INC	2,007,889	2,016,070
715,000	MERCEDES-BENZ AUTO LEASE B A3	714,421	714,421
1,510,000	MERCK & CO INC	1,514,500	1,514,500
3,420,000	MERRILL LYNCH & CO INC	4,043,705	3,979,141
1,000,000	MERRILL LYNCH & CO INC	1,100,220	1,096,340
2,550,000	MERRILL LYNCH & CO INC	2,750,099	2,783,453
2,620,000	MERRILL LYNCH & CO INC	3,382,603	3,410,454
1	METROPOLITAN GAC #294	1	1
1	METROPOLITAN LIFE INS GAC #304	1	1
3,290,000	MIDAMERICAN ENERGY HOLDINGS CO	3,737,637	4,047,972
5,100,000	MIDAMERICAN ENERGY HOLDINGS CO	5,923,854	6,773,922
325,000	MIDAMERICAN ENERGY HOLDINGS CO	370,984	375,343
1,080,000	MOLSON COORS BREWING CO	1,056,726	1,197,043
541,000	MONDELEZ INTERNATIONAL INC	615,582	697,289
4,550,000	MONDELEZ INTERNATIONAL INC	5,543,083	6,287,220
596,000	MONDELEZ INTERNATIONAL INC	728,693	821,777
2,670,000	MORGAN STANLEY	3,304,339	3,376,926
2,455,000	MORGAN STANLEY	2,745,672	2,777,096
315,000	MORGAN STANLEY	312,282	314,776
265,000	MORGAN STANLEY	306,287	311,007
1,375,000	MORGAN STANLEY	1,337,971	1,277,483
200,000	MORGAN STANLEY	215,114	215,274
5,280,000	MORGAN STANLEY	5,973,053	5,900,021
2,450,000	MORGAN STANLEY	2,609,324	2,625,959
3,500,000	MORGAN STANLEY	4,250,435	4,253,270
3,325,000	MORGAN STANLEY	3,894,506	3,887,580
1,745,000	MORGAN STANLEY	1,786,287	1,741,911
800,000	MURPHY OIL CORP	739,200	796,952
300,000	MYLAN INC/PA	302,421	298,146

1,315,000	MYLAN INC/PA	1,293,421	1,309,963
900,000	MYLAN INC/PA	891,018	897,786
1,000,000	MYLAN INC/PA 144A	1,131,540	1,153,000
900,000	MYLAN INC/PA 144A	959,031	971,849
1,660,000	NABORS INDUSTRIES INC 144A	1,646,620	1,673,795
1,100,000	NATIONAL AUSTRALIA BANK LTD/NE	1,119,525	1,119,525
1,040,000	NATIONAL CITY CORP	1,232,338	1,301,394
1,100,000	NBCUNIVERSAL MEDIA LLC	1,018,358	1,080,013
1,225,000	NBCUNIVERSAL MEDIA LLC	1,097,380	1,219,120
1,250,000	NEWMARKET CORP	1,190,788	1,259,713
500,000	NEWMONT MINING CORP	425,590	503,520
495,000	NEWMONT MINING CORP	366,518	378,721
500,000	NEWS AMERICA INC	522,110	524,460
3,260,000	NEWS AMERICA INC	3,705,805	4,046,801
320,000	NEWS AMERICA INC	351,709	392,726
3,440,000	NEWS AMERICA INC	4,015,374	4,316,110
1,595,000	NEWS AMERICA INC	2,043,801	2,235,153
300,000	NEWS AMERICA INC	321,561	309,663
815,000	NEWS AMERICA INC	908,334	905,163
3,175,000	NEWS AMERICA INC	2,984,659	3,166,979
565,000	NEXTERA ENERGY CAPITAL HOLDING	529,942	564,994
500,000	NISOURCE FINANCE CORP	575,410	577,775
2,863,000	NISOURCE FINANCE CORP	3,331,931	3,517,050
1,975,000	NISOURCE FINANCE CORP	2,057,871	2,280,789
720,000	NISOURCE FINANCE CORP	748,886	819,785
335,000	NISOURCE FINANCE CORP	302,260	333,576
230,000	NISOURCE FINANCE CORP	235,598	228,484
475,000	NISSAN MOTOR ACCEPTANCE C 144A	477,527	475,000
620,000	NOBLE ENERGY INC	637,515	684,443
1,200,000	NOBLE HOLDING INTERNATIONAL LT	1,266,444	1,324,668
710,000	NORDEA BANK AB 144A	702,027	731,293
1,500,000	NORDEA BANK FINLAND PLC/NEW YO	1,500,660	1,500,660
920,000	NORFOLK SOUTHERN CORP	1,048,174	1,098,719
1,600,000	NORFOLK SOUTHERN CORP	1,549,568	1,586,672
3,260,000	NORFOLK SOUTHERN CORP	3,202,168	3,258,142
1,250,000	NORTHEAST UTILITIES	1,142,775	1,246,775
5,405,000	NORTHROP GRUMMAN CORP	5,122,210	5,399,811
2,320,000	NUCOR CORP	2,264,738	2,318,283
505,000	NUCOR CORP	491,966	504,465
1,925,000	NVR INC	1,819,375	1,991,496
135,000	OGLETHORPE POWER CORP	131,879	155,347
675,000	OGLETHORPE POWER CORP	692,442	790,351
1,695,000	OMNICOM GROUP INC	1,641,438	1,732,965
575,000	ONCOR ELECTRIC DELIVERY CO LLC	606,631	616,187
1,275,000	ONCOR ELECTRIC DELIVERY CO LLC	1,521,062	1,646,795
255,000	ONCOR ELECTRIC DELIVERY CO LLC	310,679	324,220
1,445,000	ONCOR ELECTRIC DELIVERY CO LLC	1,880,783	1,957,657
640,000	ONEOK PARTNERS LP	728,307	815,290
620,000	O'REILLY AUTOMOTIVE INC	594,977	619,950
8,670,000	PACIFIC GAS & ELECTRIC CO	9,931,398	11,117,130
1,875,000	PENSKE TRUCK LEASING CO L 144A	1,972,444	1,982,967
250,000	PENSKE TRUCK LEASING CO L 144A	256,470	255,973
800,000	PENSKE TRUCK LEASING CO L 144A	779,136	796,325
645,000	PENTAIR FINANCE SA	613,085	638,266
2,405,000	PERRIGO CO LTD 144A	2,359,521	2,394,971
1,700,000	PERRIGO CO LTD 144A	1,677,951	1,697,603
255,000	PERRIGO CO LTD 144A	250,293	253,934
500,000	PETROBRAS GLOBAL FINANCE	408,156	490,135
145,000	PETRO-CANADA	147,736	162,990
730,000	PETROFAC LTD 144A	735,220	727,277
190,000	PETROLEOS MEXICANOS BD	198,550	189,905
370,000	PHILLIPS 66	401,284	445,236
850,000	PLAINS ALL AMERICAN PIPELINE L	993,446	1,113,118
545,000	PLAINS ALL AMERICAN PIPELINE L	537,381	550,924
550,000	PLAINS ALL AMERICAN PIPELINE L	500,060	538,538
700,000	PLAINS ALL AMERICAN PIPELINE L	606,536	700,623
400,000	PLAINS EXPLORATION & PRODUCTIO	438,620	438,000
350,000	PLAINS EXPLORATION & PRODUCTIO	386,533	383,250
810,000	PPL CAPITAL FUNDING INC	753,697	807,611
125,000	PPL CAPITAL FUNDING INC	122,059	121,385
2,630,000	PPL CAPITAL FUNDING INC	2,369,051	2,453,622
219,000	PPL ENERGY SUPPLY LLC	210,448	232,179
320,000	PPL WEM HOLDINGS PLC 144A	340,253	359,904
310,000	PRINCIPAL FINANCIAL GROUP INC	291,245	315,069
535,000	PRINCIPAL FINANCIAL GROUP INC	479,847	532,828
595,000	PROCTER & GAMBLE CO/THE	595,077	595,077
1,965,000	PROGRESS ENERGY INC	2,530,448	2,684,406
2,070,000	PROGRESS ENERGY INC	2,481,081	2,566,991
200,000	PROLOGIS LP	235,016	238,308
640,000	PROLOGIS LP	635,571	630,490
275,000	PROLOGIS LP	267,058	274,956
500,000	PRUDENTIAL FINANCIAL INC	549,590	582,310
1,805,000	PRUDENTIAL FINANCIAL INC	2,164,412	2,199,888
750,000	PRUDENTIAL FINANCIAL INC	920,768	916,560
605,000	PRUDENTIAL FINANCIAL INC	683,717	707,263
700,000	PRUDENTIAL FINANCIAL INC	851,375	850,500

2,095,000	PRUDENTIAL FINANCIAL INC	2,053,100	2,148,468
390,000	PSEG POWER LLC	425,315	444,202
195,000	PUGET SOUND ENERGY INC	232,032	260,608
800,000	REALTY INCOME CORP	936,560	990,328
540,000	REALTY INCOME CORP	494,186	528,611
1,600,000	REALTY INCOME CORP	1,611,360	1,616,371
1,000,000	REGENCY CENTERS LP	1,061,740	1,066,380
835,000	REGIONS FINANCIAL CORP	808,539	832,211
3,950,000	REPUBLIC SERVICES INC	4,331,649	4,502,299
900,000	REPUBLIC SERVICES INC	1,021,518	1,129,482
1,440,000	REPUBLIC SERVICES INC	1,541,117	1,722,038
1,150,000	REPUBLIC SERVICES INC	1,108,865	1,131,439
550,000	RETAIL OPPORTUNITY INVESTMENTS	547,602	540,815
1,950,000	REYNOLDS AMERICAN INC	1,733,199	1,967,316
1,005,000	REYNOLDS AMERICAN INC	926,329	965,824
1,000,000	RIO TINTO FINANCE USA LTD	1,305,620	1,387,580
395,000	ROGERS COMMUNICATIONS INC	345,917	391,267
955,000	ROSNEFT OIL CO VIA ROSNEFT INT	876,213	912,163
230,000	ROYAL BANK OF CANADA	231,283	231,283
1,675,000	ROYAL BANK OF SCOTLAND GROUP P	1,713,123	1,707,174
775,000	SABMILLER HOLDINGS INC 144A	777,891	771,288
900,000	SABMILLER HOLDINGS INC 144A	893,925	1,020,177
650,000	SAFEWAY INC	649,760	680,102
800,000	SAIC INC	802,032	846,040
705,000	SANTANDER DRIVE AUTO REC 5 A2A	705,127	705,127
343,413	SANTANDER DRIVE AUTO RECE 2 A2	343,378	343,378
980,707	SANTANDER DRIVE AUTO RECE 4 A2	982,335	982,335
225,000	SANTANDER HOLDINGS USA INC/PA	232,346	230,727
650,000	SCANA CORP	665,971	721,227
1,086,000	SEMPRA ENERGY	1,221,967	1,228,277
1,640,000	SEMPRA ENERGY	1,801,474	2,086,120
485,000	SEMPRA ENERGY	478,904	483,375
991,579	SLM STUDENT LOAN TR B A1 144A	991,083	991,083
2,535,000	SOUTHERN POWER CO	2,481,740	2,854,664
380,000	SOUTHERN POWER CO	377,458	378,917
550,000	SOVEREIGN BANK/WILMINGTON DE	660,847	647,614
2,000,000	SPECTRA ENERGY CAPITAL LLC	2,382,320	2,641,360
205,000	SPECTRA ENERGY PARTNERS LP	219,153	204,744
1,705,000	STAPLES INC	1,651,702	1,740,255
1,450,000	STARBUCKS CORP	1,458,468	1,449,478
900,000	STARBUCKS CORP	892,215	898,128
375,000	SUNCOR ENERGY INC	478,305	502,845
4,280,000	SUNCOR ENERGY INC	4,982,519	5,559,349
500,000	SUNOCO LOGISTICS PARTNERS OPER	506,870	548,060
350,000	SUNTRUST BANKS INC	348,145	349,703
2,000,000	SVENSKA HANDELSBKN INSTL C/D	2,001,620	2,001,620
1,725,000	TALISMAN ENERGY INC	2,065,981	2,195,114
1,990,000	TALISMAN ENERGY INC	2,023,532	2,383,781
500,000	TECK RESOURCES LTD	497,715	588,130
250,000	TECK RESOURCES LTD	268,078	269,550
675,000	TELEFONICA EMISIONES SAU	744,080	741,563
600,000	TELEFONICA EMISIONES SAU	669,060	651,558
500,000	TELEFONICA EMISIONES SAU	519,780	520,660
455,000	TELEFONICA EMISIONES SAU	483,374	471,994
490,000	TELEFONICA EMISIONES SAU	483,184	490,000
1,750,000	TEXAS EASTERN TRANSMISSIO 144A	1,564,850	1,664,379
1,105,000	THERMO FISHER SCIENTIFIC INC	1,163,267	1,248,540
780,000	THERMO FISHER SCIENTIFIC INC	773,011	799,250
440,000	THERMO FISHER SCIENTIFIC INC	438,090	440,010
1,455,000	THERMO FISHER SCIENTIFIC INC	1,441,454	1,452,032
105,000	THERMO FISHER SCIENTIFIC INC	106,173	104,924
205,000	THOMSON REUTERS CORP	173,530	173,742
755,000	THOMSON REUTERS CORP	758,247	750,327
325,000	TIME WARNER CABLE INC	354,478	353,129
545,000	TIME WARNER CABLE INC	504,316	674,279
2,930,000	TIME WARNER CABLE INC	2,759,181	3,716,324
1,475,000	TIME WARNER CABLE INC	1,497,656	1,476,094
2,550,000	TIME WARNER CABLE INC	2,416,788	2,425,602
735,000	TIME WARNER CABLE INC	635,812	856,422
720,000	TIME WARNER CABLE INC	596,599	801,122
2,665,000	TIME WARNER COS INC	3,259,828	3,564,296
165,000	TIME WARNER COS INC	194,672	214,677
450,000	TIME WARNER ENTERTAINMENT CO L	517,581	636,021
1,095,000	TIME WARNER ENTERTAINMENT CO L	1,192,981	1,598,120
4,705,000	TIME WARNER INC	6,041,079	6,578,437
400,000	TIME WARNER INC	451,268	451,476
885,000	TIME WARNER INC	999,944	1,107,002
325,000	TIME WARNER INC	358,040	397,998
175,000	TIME WARNER INC	191,814	193,223
800,000	TIME WARNER INC	849,352	838,968
500,000	TIME WARNER INC	545,685	605,360
990,000	TIME WARNER INC	1,055,706	1,095,920
760,000	TIME WARNER INC	843,965	938,380
1,750,000	TORONTO-DOMINION BANK/THE	1,751,680	1,751,680
800,000	TRANSALTA CORP	768,496	807,520
750,000	TRANSCANADA PIPELINES LTD	757,050	757,050

1,125,000	TRANSOCEAN INC	1,284,683	1,362,510
1,750,000	TRANSOCEAN INC	1,966,510	2,015,652
1,846,000	TRANSOCEAN INC	1,749,694	1,835,474
400,000	UNION BANK NA	403,572	403,572
1,800,000	UNION PACIFIC CORP	1,663,596	1,707,840
925,000	UNION PACIFIC CORP	846,468	851,037
461,000	UNION PACIFIC CORP 144A	445,437	452,472
870,000	UNION PACIFIC CORP 144A	842,612	860,439
500,000	UNITEDHEALTH GROUP INC	593,190	658,635
2,885,000	UNITEDHEALTH GROUP INC	3,490,446	3,815,499
1,100,000	VALE OVERSEAS LTD	1,136,025	1,363,538
965,000	VALE OVERSEAS LTD	998,215	1,043,037
410,000	VALERO ENERGY CORP	498,650	526,030
700,000	VALERO ENERGY CORP	798,511	862,428
350,000	VALERO ENERGY CORP	399,777	398,654
185,000	VENTAS REALTY LP	189,381	184,312
800,000	VENTAS REALTY LP	805,680	801,899
225,000	VENTAS REALTY LP / VENTAS CAPI	226,415	238,601
1,520,000	VENTAS REALTY LP / VENTAS CAPI	1,597,201	1,606,868
1,625,000	VENTAS REALTY LP / VENTAS CAPI	1,553,825	1,574,510
945,000	VERIZON COMMUNICATIONS IN 144A	943,403	943,403
570,000	VERIZON COMMUNICATIONS INC	631,651	749,322
3,125,000	VERIZON COMMUNICATIONS INC	3,509,281	4,230,844
400,000	VERIZON COMMUNICATIONS INC	451,904	446,984
905,000	VERIZON COMMUNICATIONS INC	1,077,013	1,287,987
350,000	VERIZON COMMUNICATIONS INC	447,850	438,340
1,430,000	VERIZON COMMUNICATIONS INC	1,570,040	1,866,407
905,000	VERIZON COMMUNICATIONS INC	955,961	940,259
3,065,000	VERIZON COMMUNICATIONS INC	2,865,285	3,476,568
5,270,000	VERIZON COMMUNICATIONS INC	4,304,536	4,477,360
1,400,000	VERIZON COMMUNICATIONS INC	1,447,656	1,419,836
225,000	VERIZON COMMUNICATIONS INC	238,176	239,009
660,000	VERIZON COMMUNICATIONS INC	706,576	678,549
11,075,000	VERIZON COMMUNICATIONS INC	11,891,117	11,609,491
3,920,000	VERIZON COMMUNICATIONS INC	4,586,243	3,915,414
1,400,000	VERIZON COMMUNICATIONS INC	1,791,860	2,062,312
1,765,000	VERIZON COMMUNICATIONS INC	1,873,848	1,923,215
500,000	VIACOM INC	513,040	517,170
1,435,000	VIACOM INC	1,325,639	1,451,364
1,504,000	VIACOM INC	1,269,932	1,475,352
1,335,000	VIACOM INC	1,403,379	1,326,363
1,440,000	VOLKSWAGEN AUTO LEASE TR A A2A	1,440,792	1,440,792
815,000	WASTE MANAGEMENT INC	986,117	1,104,504
1,015,000	WASTE MANAGEMENT INC	1,322,362	1,432,713
625,000	WASTE MANAGEMENT INC	719,106	719,013
2,280,000	WASTE MANAGEMENT INC	2,604,877	2,886,480
1,860,000	WASTE MANAGEMENT INC	1,723,067	1,822,189
2,075,000	WEATHERFORD INTERNATIONAL LTD/	2,229,090	2,276,526
810,000	WELLPOINT INC	876,655	967,124
1,385,000	WELLPOINT INC	1,493,695	1,635,006
1,750,000	WELLPOINT INC	1,849,593	1,945,965
1,400,000	WELLPOINT INC	1,394,820	1,411,144
825,000	WELLPOINT INC	762,473	852,077
550,000	WELLPOINT INC	513,266	511,814
2,270,000	WELLPOINT INC	2,101,566	2,365,612
1,590,000	WELLPOINT INC	1,577,375	1,577,042
520,000	WELLPOINT INC	515,658	519,298
700,000	WESTERN GAS PARTNERS LP	668,094	723,723
1,500,000	WESTPAC BANKING CORP	1,515,915	1,515,915
325,000	WEYERHAEUSER CO	373,760	376,961
655,000	WHIRLPOOL CORP	626,154	681,921
1,419,000	WILLIAMS COS INC/THE	1,238,517	1,415,392
2,700,000	WILLIAMS PARTNERS LP	2,952,369	3,039,864
900,000	WILLIAMS PARTNERS LP	967,239	1,100,277
580,000	WILLIS GROUP HOLDINGS PLC	623,912	660,057
750,000	WM WRIGLEY JR CO 144A	743,798	748,358
1,215,000	WORLD OMNI AUTO RECEIVABL A A2	1,215,036	1,215,036
575,000	WPP FINANCE 2010	569,216	560,366
1,120,000	WR BERKLEY CORP	1,237,690	1,310,635
905,000	WR BERKLEY CORP	915,371	971,684
575,000	WYNDHAM WORLDWIDE CORP	541,633	590,042
1,300,000	XCEL ENERGY INC	1,548,781	1,745,211
400,000	XCEL ENERGY INC	389,516	448,856
575,000	XEROX CORP	596,522	599,173
750,000	XEROX CORP	771,968	794,138
1,275,000	XSTRATA FINANCE CANADA LT 144A	1,345,865	1,520,310
115,000	XSTRATA FINANCE CANADA LT 144A	111,292	124,598
680,000	XSTRATA FINANCE CANADA LT 144A	629,918	682,584
575,000	XSTRATA FINANCE CANADA LT 144A	582,320	573,976
194,000	YUM! BRANDS INC	220,892	264,897
870,000	YUM! BRANDS INC	841,542	866,781
3,390,000	ZOETIS INC	3,171,921	3,352,100
300,000	ZOETIS INC	280,398	297,804
Corporate and Foreign Debt Securities Total		875,103,544	922,807,409

Corporate and Foreign Debt Securities - Preferred

1,375,000	ABB TREASURY CENTER USA I 144A	1,410,365	1,521,108
300,000	ABBAY NATIONAL TREASURY SERVIC	302,052	303,912
625,000	ACE INA HOLDINGS INC	729,644	730,244
420,000	ACE INA HOLDINGS INC	384,854	418,576
525,000	AFLAC INC	528,397	566,328
1,025,000	ALABAMA POWER CO	1,196,021	1,342,781
1,000,000	ALABAMA POWER CO	893,460	1,026,810
1,630,000	ALLSTATE CORP/THE	1,542,257	1,619,079
850,000	AMERICA MOVIL SAB DE CV	899,399	1,118,298
1,090,000	AMERICA MOVIL SAB DE CV	1,178,988	1,434,604
3,115,000	AMERICA MOVIL SAB DE CV	3,296,044	3,898,154
310,000	AMERICA MOVIL SAB DE CV	257,551	322,130
1,350,000	AMERICAN EXPRESS CENTURION BAN	1,548,815	1,548,329
3,035,000	AMERICAN EXPRESS CO	2,815,478	2,957,811
450,000	AMERICAN EXPRESS CO	439,380	433,827
500,000	AMERICAN EXPRESS CREDIT CORP	517,430	518,920
340,000	AMERICAN INTERNATIONAL GROUP I	364,154	366,999
1,380,000	AMERICAN INTERNATIONAL GROUP I	1,599,116	1,765,862
930,000	AMERICAN INTERNATIONAL GROUP I	1,119,404	1,174,777
610,000	AMERIPRISE FINANCIAL INC	687,928	722,057
1,415,000	AMERIPRISE FINANCIAL INC	1,410,812	1,410,404
1,625,000	AMGEN INC	1,863,648	2,044,234
1,250,000	ANHEUSER-BUSCH COS LLC	1,531,888	1,711,563
1,050,000	ANHEUSER-BUSCH COS LLC	1,196,013	1,312,983
510,000	ANHEUSER-BUSCH COS LLC	568,665	648,383
2,275,000	ANHEUSER-BUSCH INBEV FINANCE I	2,022,452	2,183,266
2,945,000	ANHEUSER-BUSCH INBEV WORLDWIDE	4,307,239	4,836,485
1,150,000	ANHEUSER-BUSCH INBEV WORLDWIDE	1,147,585	1,135,384
8,975,000	ANHEUSER-BUSCH INBEV WORLDWIDE	8,301,606	8,721,598
550,000	APACHE CORP	661,089	701,426
1,600,000	APACHE CORP	1,624,528	1,818,784
680,000	APACHE CORP	700,087	734,789
1,000,000	APACHE CORP	1,038,250	1,157,870
3,810,000	APACHE CORP	3,695,510	3,932,614
2,230,000	APACHE CORP	2,004,926	2,278,346
600,000	APPLE INC	580,170	570,390
320,000	APPLE INC	287,747	310,656
3,880,000	APPLE INC	3,241,430	3,680,083
1,925,000	ARCHER-DANIELS-MIDLAND CO	2,047,546	2,201,573
605,000	ARCHER-DANIELS-MIDLAND CO	636,103	683,529
6,945,000	ASTRAZENECA PLC	8,293,025	9,405,891
1,000,000	ASTRAZENECA PLC	869,680	866,300
513,000	AT&T INC	577,089	670,942
3,065,000	AT&T INC	3,387,591	3,676,447
1,310,000	AT&T INC	1,501,732	1,571,057
13,670,000	AT&T INC	13,873,136	16,326,952
6,200,000	AT&T INC	5,841,330	5,791,464
4,629,000	AT&T INC	3,926,503	4,478,881
4,098,000	AT&T INC	3,469,326	4,116,441
700,000	AT&T INC	631,582	625,212
480,000	AT&T INC	480,413	480,000
5,234,000	AT&T INC	5,178,677	5,910,147
1,055,000	BAMLL COMMERCIAL M PARK A 144A	988,102	1,091,672
600,000	BANK OF TOKYO-MITSUBISHI 144A	605,616	600,630
800,000	BANK ONE MICHIGAN	1,026,488	1,109,000
455,000	BAPTIST HEALTH SOUTH FLORIDA I	469,132	509,559
650,000	BARCLAYS BANK PLC	720,740	714,669
375,000	BAT INTERNATIONAL FINANCE 144A	379,204	378,053
900,000	BAXTER INTERNATIONAL INC	870,750	899,406
2,785,000	BAXTER INTERNATIONAL INC	2,660,650	2,775,360
125,000	BB&T CORP	140,100	137,909
925,000	BB&T CORP	900,645	929,135
615,000	BB&T CORP	608,875	614,102
540,000	BECTON DICKINSON AND CO	626,125	718,794
1,240,000	BERKSHIRE HATHAWAY FINANCE COR	1,371,676	1,517,996
2,010,000	BERKSHIRE HATHAWAY FINANCE COR	1,838,105	1,957,329
3,260,000	BERKSHIRE HATHAWAY INC	3,361,158	3,522,809
120,000	BERKSHIRE HATHAWAY INC	119,363	129,265
2,000,000	BERKSHIRE HATHAWAY INC	1,977,480	1,956,300
3,275,000	BERKSHIRE HATHAWAY INC	3,027,574	3,083,003
450,000	BG ENERGY CAPITAL PLC 144A	461,619	457,493
2,540,000	BG ENERGY CAPITAL PLC 144A	2,604,618	2,965,958
2,055,000	BHP BILLITON FINANCE USA LTD	2,463,719	2,608,452
572,000	BHP BILLITON FINANCE USA LTD	584,309	585,288
1,525,000	BHP BILLITON FINANCE USA LTD	1,531,619	1,523,124
1,990,000	BHP BILLITON FINANCE USA LTD	2,023,313	1,989,702
805,000	BLACKROCK INC	796,217	851,529
500,000	BNP PARIBAS SA	515,280	516,755
550,000	BNP PARIBAS SA	603,345	583,583
1,075,000	BNP PARIBAS SA	1,097,543	1,075,903
200,000	BNP PARIBAS SA	200,146	199,794
1,665,000	BOEING CO/THE	2,200,897	2,537,876
1,265,000	BOSTON GAS CO 144A	1,195,817	1,345,024
5,480,000	BOTTLING GROUP LLC	6,187,852	6,487,468
1,200,000	BP AMI LEASING INC 144A	1,340,568	1,432,260
4,705,000	BP CAPITAL MARKETS PLC	5,083,376	5,243,244
750,000	BP CAPITAL MARKETS PLC	755,858	810,443
750,000	BP CAPITAL MARKETS PLC	684,825	742,485
2,500,000	BP CAPITAL MARKETS PLC	2,426,375	2,400,350

1,350,000	BP CAPITAL MARKETS PLC	1,353,902	1,350,000
935,000	BPCE SA	929,998	933,513
300,000	BRANCH BANKING & TRUST CO	302,811	300,321
155,000	BRISTOL-MYERS SQUIBB CO	177,385	176,348
1,330,000	BRISTOL-MYERS SQUIBB CO	1,032,812	1,217,535
820,000	BRISTOL-MYERS SQUIBB CO	785,429	812,538
710,000	BROADCOM CORP	635,138	689,852
600,000	BROWN-FORMAN CORP	531,330	592,218
1,375,000	BURLINGTON NORTHERN SANTA FE L	1,363,876	1,560,941
841,000	BURLINGTON NORTHERN SANTA FE L	872,302	995,895
2,300,000	BURLINGTON NORTHERN SANTA FE L	2,271,434	2,420,233
1,200,000	BURLINGTON NORTHERN SANTA FE L	1,137,396	1,220,472
1,650,000	BURLINGTON NORTHERN SANTA FE L	1,470,266	1,731,840
1,045,000	BURLINGTON NORTHERN SANTA FE L	1,061,595	1,038,814
800,000	BURLINGTON NORTHERN SANTA FE L	786,912	787,472
90,000	BURLINGTON NORTHERN SANTA FE L	103,816	110,805
45,000	BURLINGTON NORTHERN SANTA FE L	58,684	63,237
150,000	BURLINGTON RESOURCES FINANCE C	190,493	210,764
1,005,000	CAPITAL ONE BANK USA NA	999,623	1,004,427
840,000	CARGILL INC 144A	871,710	879,581
2,480,000	CATERPILLAR FINANCIAL SERVICES	2,358,902	2,513,789
565,000	CATERPILLAR INC	583,888	688,876
4,435,000	CATERPILLAR INC	3,729,480	4,045,007
1,720,000	CATHOLIC HEALTH INITIATIVES	1,563,222	1,722,699
125,000	CATHOLIC HEALTH INITIATIVES	125,410	124,948
1,000,000	CDP FINANCIAL INC 144A	1,118,630	1,246,020
3,225,000	CELLCO PARTNERSHIP / VERIZON W	4,083,269	4,395,369
1,045,000	CENTRICA PLC 144A	1,052,367	1,055,635
1,380,000	CHEVRON CORP	1,349,626	1,389,632
1,500,000	CHEVRON CORP	1,364,385	1,485,420
2,975,000	CHEVRON CORP	2,894,854	2,976,697
1,845,000	CHEVRON CORP	1,771,108	1,776,440
1,985,000	CHUBB CORP/THE	2,318,798	2,590,227
1,950,000	CINTAS CORP NO 2	1,859,033	1,997,109
525,000	CISCO SYSTEMS INC	583,685	646,810
3,555,000	CISCO SYSTEMS INC	3,761,297	4,386,865
1,700,000	CISCO SYSTEMS INC	1,854,139	1,923,762
240,000	CITIGROUP INC	278,573	281,539
1,200,000	CNOOC FINANCE 2013 LTD	1,071,816	1,181,724
335,000	CNPC GENERAL CAPITAL LTD 144A	306,887	334,886
500,000	COCA-COLA CO/THE	480,910	500,000
3,060,000	COCA-COLA CO/THE	2,972,209	3,055,685
3,950,000	COCA-COLA FEMSA SAB DE CV	3,895,293	3,891,382
1,400,000	COLGATE-PALMOLIVE CO	1,390,900	1,500,058
1,400,000	COMCAST CABLE COMMUNICATIONS H	1,939,112	2,116,604
1,015,000	COMCAST CORP	1,227,988	1,240,949
4,735,000	COMCAST CORP	5,495,157	5,920,406
3,325,000	COMCAST CORP	4,087,423	4,313,153
810,000	COMCAST CORP	958,983	1,053,624
1,255,000	COMCAST CORP	1,448,107	1,625,627
3,147,000	COMCAST CORP	3,003,182	3,091,869
3,830,000	COMCAST CORP	3,459,716	3,856,159
975,000	COMCAST CORP	905,697	957,517
1,380,000	CONNECTICUT LIGHT & POWER CO/T	1,261,223	1,359,974
3,700,000	CONOCO FUNDING CO	4,778,402	5,157,333
735,000	CONOCOPHILLIPS	825,008	941,785
3,060,000	CONOCOPHILLIPS	3,591,736	4,025,736
4,750,000	CONOCOPHILLIPS	5,956,595	6,736,165
175,000	CONOCOPHILLIPS	202,085	202,410
800,000	CONOCOPHILLIPS CANADA FUNDING	895,096	905,864
900,000	CONOCOPHILLIPS CO	819,549	883,305
1,770,000	CONOCOPHILLIPS HOLDING CO	2,239,723	2,467,681
635,000	CONSOLIDATED EDISON CO OF NEW	725,875	808,761
900,000	CONSOLIDATED EDISON CO OF NEW	1,006,767	1,012,887
200,000	CONSOLIDATED EDISON CO OF NEW	225,294	253,678
225,000	CONSOLIDATED EDISON CO OF NEW	260,213	261,992
1,490,000	CONSOLIDATED EDISON CO OF NEW	1,644,856	1,849,418
3,420,000	CONSOLIDATED EDISON CO OF NEW	3,881,119	4,367,169
1,505,000	CONSOLIDATED EDISON CO OF NEW	1,378,144	1,516,809
2,420,000	CONSOLIDATED EDISON CO OF NEW	2,135,142	2,403,157
2,400,000	CONSUMERS ENERGY CO	2,336,208	2,398,776
475,000	COOPERATIEVE CENTRALE RAIFFEIS	504,170	494,627
1,400,000	COOPERATIEVE CENTRALE RAIFFEIS	1,444,422	1,643,950
85,000	COOPERATIEVE CENTRALE RAIFFEIS	85,463	91,470
320,000	COOPERATIEVE CENTRALE RAIFFEIS	310,077	327,690
1,139,000	CORNING INC	1,368,087	1,421,871
2,580,000	CORNING INC	2,796,901	3,075,773
500,000	CORP NACIONAL DEL COBRE D 144A	491,450	489,365
950,000	CREDIT SUISSE/NEW YORK NY	1,099,996	1,064,443
2,100,000	CREDIT SUISSE/NEW YORK NY	2,357,334	2,478,928
250,000	CREDIT SUISSE/NEW YORK NY	277,833	269,600
680,000	CUMMINS INC	681,013	665,509
1,580,000	CUMMINS INC	1,558,781	1,570,552
800,000	DAIMLER FINANCE NORTH AME 144A	800,568	800,155
750,000	DAIMLER FINANCE NORTH AMERICA	1,088,948	1,167,323
600,000	DANAHER CORP	684,486	722,466
575,000	DDR CORP	559,676	571,130
1,500,000	DEERE & CO	1,661,145	1,733,235
500,000	DEERE & CO	438,670	511,025
3,420,000	DIAGEO CAPITAL PLC	3,118,117	3,411,621

3,115,000	DIAGEO CAPITAL PLC	2,679,336	2,989,361
1,600,000	DIAGEO INVESTMENT CORP	1,467,856	1,578,809
1,635,000	DIAGEO INVESTMENT CORP	1,558,531	1,658,229
855,000	DOMINION GAS HOLDINGS LLC 144A	823,553	853,991
1,000,000	DTE ELECTRIC CO	1,128,940	1,264,690
600,000	DTE ELECTRIC CO	749,784	840,912
1,460,000	DUKE ENERGY CAROLINAS LLC	1,716,814	1,881,210
1,140,000	DUKE ENERGY CAROLINAS LLC	1,304,103	1,433,817
5,931,000	DUKE ENERGY CAROLINAS LLC	6,991,463	7,583,222
500,000	DUKE ENERGY CAROLINAS LLC	521,150	555,760
1,380,000	DUKE ENERGY CAROLINAS LLC	1,284,946	1,445,136
205,000	DUKE ENERGY CAROLINAS LLC	185,035	188,456
1,830,000	DUKE ENERGY FLORIDA INC	2,245,172	2,457,233
1,805,000	DUKE ENERGY FLORIDA INC	2,225,475	2,431,155
375,000	DUKE ENERGY INDIANA INC	388,733	389,910
1,730,000	DUKE ENERGY INDIANA INC	1,792,003	1,755,010
235,000	DUKE ENERGY PROGRESS INC	285,358	319,283
800,000	DUKE ENERGY PROGRESS INC	909,936	957,480
1,120,000	DUKE ENERGY PROGRESS INC	1,096,850	1,194,334
2,400,000	DUKE ENERGY PROGRESS INC	2,216,232	2,346,351
2,700,000	DUKE ENERGY PROGRESS INC	2,572,236	2,748,681
2,260,000	EADS FINANCE BV 144A	2,072,601	2,254,305
1,850,000	EATON CORP	1,725,791	1,774,558
780,000	EATON CORP	716,360	802,238
2,500,000	EI DU PONT DE NEMOURS & CO	2,551,275	2,588,750
4,400,000	EMC CORP/MA	4,309,272	4,366,911
300,000	EMERSON ELECTRIC CO	336,795	359,031
1,165,000	ENI SPA 144A	1,132,986	1,224,532
1,465,000	ENTERGY ARKANSAS INC	1,365,922	1,454,016
625,000	ENTERGY MISSISSIPPI INC	580,656	616,919
1,045,000	FEDERAL REALTY INVESTMENT TRUS	939,110	1,018,477
300,000	FIFTH THIRD BANK/CINCINNATI OH	299,793	299,922
3,390,000	FLORIDA POWER & LIGHT CO	3,964,368	4,514,327
1,300,000	FLORIDA POWER & LIGHT CO	1,188,200	1,340,443
1,000,000	FLORIDA POWER & LIGHT CO	936,010	991,399
935,000	FLUOR CORP	911,354	985,270
1,000,000	FMR LLC 144A	1,141,560	1,246,860
975,000	FRANCE TELECOM SA	1,346,153	1,459,448
200,000	FRANCE TELECOM SA	203,780	205,834
3,195,000	FRANCE TELECOM SA	3,208,834	3,688,915
1,620,000	FRANKLIN RESOURCES INC	1,507,086	1,644,610
3,365,000	FREEPORT-MCMORAN COPPER & GOLD	3,182,079	3,203,037
5,785,000	GENERAL ELECTRIC CAPITAL CORP	7,163,623	7,464,244
1,525,000	GENERAL ELECTRIC CAPITAL CORP	1,754,863	1,764,092
5,400,000	GENERAL ELECTRIC CAPITAL CORP	6,300,072	6,713,280
18,055,000	GENERAL ELECTRIC CAPITAL CORP	20,566,631	21,434,777
7,015,000	GENERAL ELECTRIC CAPITAL CORP	9,018,484	9,535,490
3,095,000	GENERAL ELECTRIC CAPITAL CORP	3,374,943	3,409,452
7,835,000	GENERAL ELECTRIC CAPITAL CORP	8,535,841	8,627,687
1,000,000	GENERAL ELECTRIC CAPITAL CORP	1,027,870	1,013,190
3,000,000	GENERAL ELECTRIC CAPITAL CORP	3,007,500	2,983,860
3,000,000	GENERAL ELECTRIC CAPITAL CORP	2,846,280	2,744,370
850,000	GENERAL ELECTRIC CAPITAL CORP	950,827	986,663
545,000	GENERAL ELECTRIC CO	503,504	560,614
750,000	GEORGIA POWER CO	806,175	930,585
1,410,000	GEORGIA POWER CO	1,472,012	1,690,618
4,395,000	GEORGIA POWER CO	3,953,786	4,609,784
3,390,000	GEORGIA POWER CO	3,044,220	3,242,080
2,375,000	GLAXOSMITHKLINE CAPITAL INC	2,906,881	3,280,944
3,005,000	GLAXOSMITHKLINE CAPITAL PLC	2,834,166	3,092,451
2,475,000	GOLDMAN SACHS GROUP INC/THE	3,014,476	2,993,628
2,100,000	GOLDMAN SACHS GROUP INC/THE	2,186,709	2,194,135
500,000	GOLDMAN SACHS GROUP INC/THE	522,295	524,545
2,000,000	GOLDMAN SACHS GROUP INC/THE	2,123,940	2,165,520
7,370,000	GOLDMAN SACHS GROUP INC/THE	8,199,494	8,237,107
4,825,000	GOLDMAN SACHS GROUP INC/THE	5,560,330	5,770,582
10,050,000	GOLDMAN SACHS GROUP INC/THE	11,313,185	11,340,296
475,000	GOLDMAN SACHS GROUP INC/THE	476,805	472,637
575,000	GOLDMAN SACHS GROUP INC/THE	556,801	553,731
4,445,000	GOLDMAN SACHS GROUP INC/THE	4,760,239	4,875,454
2,400,000	HALLIBURTON CO	2,326,488	2,394,384
300,000	HARLEY-DAVIDSON FINANCIAL 144A	300,990	299,574
445,000	HERTZ FLEET LEASE 13-3 A 144A	445,080	445,000
4,930,000	HOME DEPOT INC/THE	5,688,727	6,318,706
600,000	HOME DEPOT INC/THE	696,648	810,162
500,000	HOME DEPOT INC/THE	460,925	499,220
3,345,000	HOME DEPOT INC/THE	3,048,299	3,295,972
500,000	HOME DEPOT INC/THE	506,875	499,835
1,930,000	HOME DEPOT INC/THE	1,954,260	1,901,166
1,600,000	HOWARD HUGHES MEDICAL INSTITUT	1,573,376	1,596,688
450,000	HP ENTERPRISE SERVICES LLC	506,304	527,639
1,000,000	HSBC BANK USA NA	1,079,230	1,123,087
1,620,000	HSBC BANK USA NA/NEW YORK NY	1,780,931	1,899,158
775,000	HSBC FINANCE CORP	818,958	824,375
795,000	HSBC HOLDINGS PLC	994,601	1,031,536
250,000	HSBC HOLDINGS PLC	296,133	312,345
10,540,000	HSBC HOLDINGS PLC	12,466,080	13,155,923
4,035,000	HSBC HOLDINGS PLC	4,963,655	5,160,240
5,960,000	HSBC HOLDINGS PLC	6,624,242	6,903,711
1,465,000	HSBC HOLDINGS PLC	1,745,298	1,820,680

1,000,000	HSBC USA INC	986,060	965,660
1,475,000	HUTCHISON WHAMPOA INTERNA 144A	1,506,654	1,645,274
885,000	HUTCHISON WHAMPOA INTERNATIONAL	1,117,764	1,278,604
225,000	ILLINOIS TOOL WORKS INC	268,342	280,177
2,700,000	INTEL CORP	2,682,423	2,803,936
1,210,000	INTEL CORP	1,180,028	1,331,738
1,565,000	INTEL CORP	1,383,163	1,569,179
1,500,000	INTERNATIONAL BUSINESS MACHINE	1,774,110	2,029,455
73,000	INTERNATIONAL BUSINESS MACHINE	81,663	94,083
1,451,000	INTERNATIONAL BUSINESS MACHINE	1,295,627	1,535,695
3,700,000	INTERNATIONAL BUSINESS MACHINE	3,233,578	3,294,377
2,400,000	INTERNATIONAL BUSINESS MACHINE	2,250,552	2,328,122
2,545,000	INTERNATIONAL BUSINESS MACHINE	2,479,594	2,536,856
1,330,000	INVESCO FINANCE PLC	1,318,269	1,320,477
2,500,000	JOHN DEERE CAPITAL CORP	2,366,275	2,514,175
2,510,000	JOHNSON & JOHNSON	2,526,340	2,495,768
2,280,000	JPMORGAN CHASE & CO	2,288,687	2,280,170
1,025,000	JPMORGAN CHASE & CO	1,180,267	1,164,913
1,475,000	JPMORGAN CHASE & CO	1,760,413	1,963,684
4,695,000	JPMORGAN CHASE & CO	5,541,274	5,757,007
7,930,000	JPMORGAN CHASE & CO	8,406,117	8,549,485
1,300,000	JPMORGAN CHASE & CO	1,412,502	1,589,185
6,225,000	JPMORGAN CHASE & CO	6,710,550	6,984,344
2,880,000	JPMORGAN CHASE & CO	3,125,520	3,566,707
1,500,000	JPMORGAN CHASE & CO	1,437,480	1,481,237
1,450,000	JPMORGAN CHASE & CO	1,561,012	1,532,824
1,625,000	JPMORGAN CHASE BANK NA	1,859,195	1,923,740
550,000	KELLOGG CO	693,737	758,527
1,270,000	KONINKLIJKE PHILIPS ELECTRONIC	1,543,304	1,718,361
800,000	LLOYDS BANK PLC	797,928	798,720
3,099,000	LOCKHEED MARTIN CORP	2,709,797	3,045,604
120,000	LOWE'S COS INC	132,179	148,612
954,000	LOWE'S COS INC	1,164,243	1,306,713
4,215,000	LOWE'S COS INC	4,334,959	4,671,792
1,350,000	LOWE'S COS INC	1,391,850	1,468,901
965,000	LOWE'S COS INC	933,252	1,074,431
755,000	LOWE'S COS INC	759,107	749,247
180,000	MACQUARIE GROUP LTD 144A	198,817	199,726
805,000	MACQUARIE GROUP LTD 144A	801,756	801,780
390,000	MANUFACTURERS & TRADERS TRUST	379,357	389,813
3,470,000	MASSACHUSETTS MUTUAL LIFE 144A	4,972,718	5,239,839
750,000	MCDONALD'S CORP	913,943	1,038,143
3,020,000	MCDONALD'S CORP	3,146,176	3,321,783
500,000	MEDTRONIC INC	607,980	704,425
1,650,000	MEDTRONIC INC	1,808,268	1,909,771
3,285,000	MEDTRONIC INC	3,038,592	3,260,772
737,000	MERCK & CO INC	777,336	786,106
2,470,000	MERCK & CO INC	2,286,677	2,428,081
375,000	MERCK & CO INC	364,729	361,226
1,635,000	MERCK & CO INC	1,493,720	1,557,681
900,000	MERCK & CO INC	745,479	887,985
915,000	MERCK & CO INC	1,140,785	1,310,344
1,370,000	MERCK & CO INC	1,708,212	1,963,347
2,140,000	MERCK SHARP & DOHME CORP	2,588,437	2,723,631
5,400,000	MERCK SHARP & DOHME CORP	6,277,122	7,278,282
2,445,000	METLIFE INC	2,909,134	3,112,298
1,135,000	METLIFE INC	1,357,959	1,400,124
600,000	METLIFE INC	682,218	685,602
2,845,000	METLIFE INC	3,178,007	3,602,282
3,810,000	METLIFE INC	3,889,591	3,920,871
1,615,000	METLIFE INC	1,585,026	1,604,922
860,000	METROPOLITAN LIFE GLOBAL 144A	867,198	935,302
2,400,000	MICROSOFT CORP	2,571,288	3,006,696
1,025,000	MICROSOFT CORP	874,458	1,010,814
1,510,000	MICROSOFT CORP	1,543,341	1,504,775
1,300,000	MIDAMERICAN ENERGY CO	1,457,339	1,639,729
2,775,000	MORGAN STANLEY	3,154,315	3,168,364
390,000	MORGAN STANLEY	437,802	445,431
3,605,000	MORGAN STANLEY BANK OF A C5 A4	3,476,806	3,829,916
885,000	MORGAN STANLEY BANK OF A C7 A4	829,095	911,541
1,990,000	MORGAN STANLEY BANK OF C13 A4	2,005,661	2,049,557
1,405,000	MOSAIC CO/THE	1,431,484	1,399,745
2,200,000	MOTIVA ENTERPRISES LLC 144A	2,698,300	3,045,482
945,000	MUNICH RE AMERICA CORP	1,165,194	1,289,546
600,000	NARRAGANSETT ELECTRIC CO/ 144A	642,264	736,380
395,000	NATIONAL CITY BANK OF INDIANA	418,751	437,640
650,000	NATIONAL RURAL UTILITIES COOPE	871,923	978,016
1,000,000	NATIONAL RURAL UTILITIES COOPE	1,352,380	1,478,220
1,230,000	NATIONAL RURAL UTILITIES COOPE	1,187,934	1,220,804
1,705,000	NATIONAL RURAL UTILITIES COOPE	1,649,826	1,703,687
400,000	NATIONWIDE MUTUAL INSURANCE CO	490,648	491,872
1,180,000	NBCUNIVERSAL ENTERPRISE I 144A	1,152,459	1,149,780
2,265,000	NBCUNIVERSAL MEDIA LLC	2,397,321	2,435,700
1,960,000	NBCUNIVERSAL MEDIA LLC	2,253,275	2,514,896
1,800,000	NBCUNIVERSAL MEDIA LLC	1,968,912	2,206,854
320,000	NEVADA POWER CO	378,896	395,309
925,000	NEW YORK LIFE INSURANCE C 144A	1,013,106	1,117,909
1,935,000	NEW YORK LIFE INSURANCE C 144A	2,360,371	2,676,531
625,000	NEXEN INC	711,444	808,000
665,000	NEXEN INC	848,048	962,474

1,700,000	NIAGARA MOHAWK POWER CORP 144A	1,564,238	1,697,660
970,000	NIKE INC	867,306	968,351
1,055,000	NORTHERN NATURAL GAS CO 144A	911,794	954,015
2,015,000	NORTHWESTERN MUTUAL LIFE 144A	2,263,873	2,572,530
2,075,000	NOVARTIS CAPITAL CORP	1,902,422	2,033,519
1,055,000	OGLETHORPE POWER CORP	1,151,596	1,315,986
300,000	ONCOR ELECTRIC DELIVERY CO LLC	308,955	331,671
800,000	ONCOR ELECTRIC DELIVERY CO LLC	752,424	809,776
2,455,000	ORACLE CORP	2,991,049	3,244,781
2,465,000	ORACLE CORP	2,872,193	3,080,088
2,995,000	ORACLE CORP	3,198,001	3,734,256
2,285,000	ORACLE CORP	2,092,923	2,196,236
1,165,000	ORACLE CORP	1,175,427	1,165,747
1,980,000	ORACLE CORP	1,964,101	1,955,518
1,880,000	PACIFIC GAS & ELECTRIC CO	2,072,493	2,325,823
1,275,000	PACIFIC GAS & ELECTRIC CO	1,462,591	1,535,113
1,130,000	PACIFIC GAS & ELECTRIC CO	1,201,382	1,353,243
600,000	PACIFIC GAS & ELECTRIC CO	589,302	636,762
1,040,000	PACIFIC GAS & ELECTRIC CO	977,787	1,114,890
545,000	PACIFIC GAS & ELECTRIC CO	511,215	524,426
550,000	PACIFIC GAS & ELECTRIC CO	458,761	525,877
450,000	PACIFIC GAS & ELECTRIC CO	403,988	403,200
565,000	PACIFIC LIFE INSURANCE CO 144A	784,621	790,096
2,025,000	PACIFICORP	2,371,498	2,672,413
265,000	PACIFICORP	315,952	356,960
3,450,000	PACIFICORP	3,961,946	4,163,460
375,000	PACIFICORP	388,373	388,868
965,000	PEPSICO INC	1,048,907	1,217,000
650,000	PEPSICO INC	649,968	760,182
1,050,000	PEPSICO INC	1,038,755	1,024,569
575,000	PEPSICO INC	473,288	560,240
1,130,000	PEPSICO INC	1,133,367	1,125,542
1,305,000	PETROBRAS GLOBAL FINANCE BV	1,065,285	1,279,252
1,455,000	PETROBRAS GLOBAL FINANCE BV	1,296,245	1,437,947
650,000	PETROBRAS INTERNATIONAL FINANC	668,811	672,926
665,000	PETROBRAS INTERNATIONAL FINANC	659,939	660,884
2,150,000	PETROHAWK ENERGY CORP	2,369,300	2,410,641
4,680,000	PFIZER INC	6,290,435	7,175,236
1,285,000	PFIZER INC	1,523,278	1,533,810
2,925,000	PFIZER INC	2,750,524	2,918,594
250,000	PHILIP MORRIS INTERNATIONAL IN	287,130	286,980
1,450,000	PHILIP MORRIS INTERNATIONAL IN	1,718,671	1,974,494
1,230,000	PHILIP MORRIS INTERNATIONAL IN	1,279,065	1,385,301
665,000	PHILIP MORRIS INTERNATIONAL IN	606,101	712,913
1,680,000	PHILIP MORRIS INTERNATIONAL IN	1,569,254	1,825,706
2,725,000	PHILIP MORRIS INTERNATIONAL IN	2,484,001	2,662,560
1,720,000	PHILIP MORRIS INTERNATIONAL IN	1,455,963	1,729,322
300,000	PHILIP MORRIS INTERNATIONAL IN	271,686	272,196
4,305,000	PHILIP MORRIS INTERNATIONAL IN	3,768,683	3,964,073
725,000	PHILIP MORRIS INTERNATIONAL IN	718,207	720,810
1,400,000	PHILLIPS 66	1,422,708	1,534,988
1,865,000	PNC BANK NA	1,690,567	1,865,597
1,875,000	PNC FINANCIAL SERVICES GROUP I	1,741,313	1,736,179
1,128,000	PNC FUNDING CORP	1,166,837	1,172,443
3,745,000	PNC FUNDING CORP	4,003,705	4,235,198
230,000	PPL ELECTRIC UTILITIES CORP	230,182	228,542
1,130,000	PRAXAIR INC	917,436	1,085,196
2,245,000	PRECISION CASTPARTS CORP	2,033,925	2,246,046
225,000	PROCTER & GAMBLE CO/THE	302,108	336,524
2,450,000	PUBLIC SERVICE CO OF COLORADO	2,762,155	2,960,548
250,000	PUBLIC SERVICE CO OF COLORADO	251,288	267,660
555,000	PUBLIC SERVICE CO OF COLORADO	493,667	551,243
1,905,000	PUBLIC SERVICE ELECTRIC & GAS	1,650,016	1,892,865
1,200,000	PUBLIC SERVICE ELECTRIC & GAS	1,079,004	1,184,090
400,000	PUBLIC SERVICE ELECTRIC & GAS	401,476	399,964
2,800,000	RABOBANK NEDERLAND	2,819,656	2,809,769
675,000	RAYTHEON CO	614,925	665,834
1,295,000	RECKITT BENCKISER TREASUR 144A	1,270,926	1,278,748
600,000	RIO TINTO FINANCE USA LTD	737,916	813,348
525,000	RIO TINTO FINANCE USA LTD	539,259	552,321
1,500,000	RIO TINTO FINANCE USA LTD	1,531,455	1,594,650
1,455,000	RIO TINTO FINANCE USA LTD	1,498,752	1,521,801
1,125,000	RIO TINTO FINANCE USA LTD	1,135,800	1,112,175
400,000	RIO TINTO FINANCE USA PLC	402,224	402,424
1,585,000	RIO TINTO FINANCE USA PLC	1,540,509	1,752,503
350,000	RIO TINTO FINANCE USA PLC	326,211	315,063
205,000	RIO TINTO FINANCE USA PLC	180,248	172,881
1,695,000	ROCKWELL COLLINS INC	1,673,321	1,690,085
1,000,000	SANOFI	1,047,610	1,121,600
600,000	SANOFI	584,166	577,950
1,310,000	SCHLUMBERGER INVESTMENT S 144A	1,302,402	1,316,498
2,555,000	SCHLUMBERGER INVESTMENT SA	2,532,746	2,546,313
1,275,000	SCHNEIDER ELECTRIC SA 144A	1,187,306	1,268,110
7,105,000	SHELL INTERNATIONAL FINANCE BV	8,824,339	9,933,004
3,575,000	SHELL INTERNATIONAL FINANCE BV	3,918,629	4,115,822
370,000	SHELL INTERNATIONAL FINANCE BV	360,621	369,223
1,255,000	SHELL INTERNATIONAL FINANCE BV	1,224,052	1,246,466
3,110,000	SIMON PROPERTY GROUP LP	3,536,008	3,695,819
325,000	SIMON PROPERTY GROUP LP	407,638	440,427
946,000	SIMON PROPERTY GROUP LP	1,000,244	1,009,985

370,000	SKANDINAVISKA ENSKILDA BA 144A	367,591	369,671
1,170,000	SMITHS GROUP PLC 144A	1,349,993	1,442,048
480,000	SOCIETE GENERALE SA	484,210	479,198
1,250,000	SOUTH CAROLINA ELECTRIC & GAS	1,462,500	1,623,638
600,000	SOUTH CAROLINA ELECTRIC & GAS	557,280	633,330
255,000	SOUTHERN CALIFORNIA EDISON CO	277,478	311,228
435,000	SOUTHERN CALIFORNIA EDISON CO	485,738	550,493
700,000	SOUTHERN CALIFORNIA EDISON CO	801,325	853,727
3,345,000	SOUTHERN CALIFORNIA EDISON CO	3,927,732	4,536,088
1,700,000	SOUTHERN CALIFORNIA EDISON CO	1,649,816	1,916,988
1,160,000	SOUTHERN CALIFORNIA EDISON CO	1,218,638	1,307,424
1,070,000	SOUTHERN CALIFORNIA EDISON CO	943,248	1,063,612
2,320,000	SOUTHERN CALIFORNIA EDISON CO	2,321,763	2,304,038
300,000	ST JUDE MEDICAL INC	279,894	298,572
735,000	ST JUDE MEDICAL INC	696,596	730,325
1,285,000	STANDARD CHARTERED PLC 144A	1,191,863	1,225,217
775,000	STANDARD CHARTERED PLC 144A	773,442	774,318
580,000	STATE STREET CORP	629,741	664,616
400,000	STATE STREET CORP	396,856	399,040
505,000	STATOIL ASA	493,173	533,714
1,085,000	STATOIL ASA	988,988	1,082,461
635,000	STATOIL ASA	572,770	633,743
1,780,000	STATOIL ASA	1,556,966	1,777,508
385,000	STATOIL ASA	382,482	384,904
580,000	STATOIL ASA	585,968	577,077
2,210,000	STATOIL ASA	2,504,726	2,666,753
1,120,000	STRYKER CORP	991,794	1,104,103
600,000	SUMITOMO MITSUI BANKING CORP	570,330	577,536
500,000	SUMITOMO MITSUI BANKING CORP	486,040	481,935
2,015,000	SWISS RE TREASURY US CORP 144A	1,855,412	2,003,532
590,000	SWISS RE TREASURY US CORP 144A	507,011	584,649
190,000	TARGET CORP	222,450	252,149
3,310,000	TARGET CORP	3,921,026	4,620,264
503,000	TARGET CORP	630,858	738,811
375,000	TARGET CORP	395,340	397,380
980,000	TARGET CORP	850,062	1,001,371
405,000	TCI COMMUNICATIONS INC	524,669	569,252
540,000	TCI COMMUNICATIONS INC	664,119	712,962
3,795,000	TEACHERS INSURANCE & ANNU 144A	4,684,510	5,077,305
3,700,000	TELEFONOS DE MEXICO SAB DE CV	4,042,250	4,317,454
1,615,000	TEVA PHARMACEUTICAL FINANCE CO	1,768,974	2,113,696
2,795,000	TEVA PHARMACEUTICAL FINANCE IV	2,657,766	2,796,942
1,250,000	TEVA PHARMACEUTICAL FINANCE IV	1,226,025	1,352,825
895,000	TOSCO CORP	1,177,399	1,318,451
600,000	TOSCO CORP	835,860	888,956
1,365,000	TOTAL CAPITAL CANADA LTD	1,261,014	1,362,529
1,325,000	TOTAL CAPITAL INTERNATIONAL SA	1,222,233	1,311,679
1,990,000	TOTAL CAPITAL INTERNATIONAL SA	1,967,652	1,984,926
1,525,000	TOTAL CAPITAL SA	1,661,198	1,717,578
700,000	TOYOTA MOTOR CREDIT CORP	700,203	682,703
475,000	TOYOTA MOTOR CREDIT CORP	465,823	462,322
1,930,000	TOYOTA MOTOR CREDIT CORP	1,789,593	1,913,882
1,155,000	TOYOTA MOTOR CREDIT CORP	1,154,665	1,154,723
4,176,000	TRANSCANADA PIPELINES LTD	5,291,660	6,040,208
700,000	TRANSCANADA PIPELINES LTD	638,449	680,932
1,610,000	TRANSCANADA PIPELINES LTD	1,834,160	2,125,651
1,720,000	TRANSCANADA PIPELINES LTD	1,947,625	2,083,061
850,000	TRANSCANADA PIPELINES LTD	1,134,538	1,212,710
470,000	TRAVELERS COS INC/THE	589,498	658,874
740,000	TRAVELERS COS INC/THE	887,090	1,001,864
1,700,000	TRAVELERS COS INC/THE	1,990,360	2,114,628
815,000	TRAVELERS COS INC/THE	878,961	900,412
280,000	TRAVELERS PROPERTY CASUALTY CO	337,075	372,744
1,545,000	TSMC GLOBAL LTD 144A	1,479,554	1,495,248
580,000	UBS AG/STAMFORD CT	644,919	640,952
770,000	UNION ELECTRIC CO	857,449	909,262
1,000,000	UNION PACIFIC CORP	904,880	1,055,760
1,020,000	UNIONBANCAL CORP	1,000,508	1,074,805
1,410,000	UNITED PARCEL SERVICE INC	1,713,813	1,891,191
865,000	UNITED PARCEL SERVICE INC	794,857	871,894
600,000	UNITED TECHNOLOGIES CORP	733,758	756,558
340,000	UNITED TECHNOLOGIES CORP	451,863	499,368
600,000	UNITED TECHNOLOGIES CORP	704,550	789,756
150,000	UNITED TECHNOLOGIES CORP	170,934	171,174
650,000	UNITED TECHNOLOGIES CORP	774,969	875,290
2,675,000	UNITED TECHNOLOGIES CORP	3,157,570	3,328,380
785,000	UNITED TECHNOLOGIES CORP	891,744	1,009,361
9,565,000	UNITED TECHNOLOGIES CORP	9,288,476	10,628,245
390,000	UNITED TECHNOLOGIES CORP	381,334	386,810
565,000	UNITEDHEALTH GROUP INC	621,540	681,656
3,005,000	UNITEDHEALTH GROUP INC	3,742,637	4,126,316
1,000,000	UNITEDHEALTH GROUP INC	1,095,580	1,152,107
870,000	UNITEDHEALTH GROUP INC	949,214	1,003,380
470,000	UNITEDHEALTH GROUP INC	532,454	590,936
1,258,000	UNITEDHEALTH GROUP INC	1,242,476	1,252,264
1,215,000	UNITEDHEALTH GROUP INC	1,147,713	1,297,134
235,000	UNITEDHEALTH GROUP INC	214,734	244,050
1,025,000	UNITEDHEALTH GROUP INC	987,044	974,170
625,000	UNITEDHEALTH GROUP INC	581,569	576,013
3,426,000	US BANCORP	3,640,982	3,706,536

	850,000	US BANCORP	789,761	786,633
	2,230,000	VERIZON COMMUNICATIONS INC	2,621,120	2,608,699
	3,070,000	VERIZON COMMUNICATIONS INC	3,921,127	4,494,756
	415,000	VIRGINIA ELECTRIC AND POWER CO	481,334	548,630
	1,295,000	VIRGINIA ELECTRIC AND POWER CO	1,512,819	1,702,044
	820,000	VIRGINIA ELECTRIC AND POWER CO	988,321	1,132,723
	885,000	VIRGINIA ELECTRIC AND POWER CO	1,365,608	1,508,350
	500,000	VIRGINIA ELECTRIC AND POWER CO	497,545	538,180
	545,000	VIRGINIA ELECTRIC AND POWER CO	485,295	542,820
	1,525,000	VIRGINIA ELECTRIC AND POWER CO	1,518,870	1,524,268
	700,000	VODAFONE GROUP PLC	765,982	863,793
	1,280,000	VODAFONE GROUP PLC	1,387,226	1,693,030
	700,000	VODAFONE GROUP PLC	699,748	689,045
	2,250,000	VODAFONE GROUP PLC	1,987,065	2,152,173
	6,780,000	VODAFONE GROUP PLC	5,858,801	6,606,952
	1,000,000	WACHOVIA BANK NA	1,045,700	1,054,410
	2,240,000	WACHOVIA BANK NA	2,557,430	2,691,288
	2,375,000	WACHOVIA BANK NA	2,955,189	3,259,973
	1,203,000	WACHOVIA CORP	1,481,085	1,654,245
	1,100,000	WACHOVIA CORP	1,135,948	1,250,832
	1,475,000	WACHOVIA CORP	1,682,533	1,680,809
	530,000	WAL-MART STORES INC	713,486	753,888
	720,000	WAL-MART STORES INC	782,158	874,656
	1,000,000	WAL-MART STORES INC	1,183,920	1,338,900
	7,785,000	WAL-MART STORES INC	9,738,490	10,947,267
	3,550,000	WAL-MART STORES INC	4,266,568	4,823,918
	400,000	WAL-MART STORES INC	407,804	472,684
	7,330,000	WAL-MART STORES INC	7,668,573	8,599,509
	3,966,000	WAL-MART STORES INC	4,049,722	4,228,497
	2,875,000	WAL-MART STORES INC	3,264,476	3,765,043
	565,000	WAL-MART STORES INC	502,839	563,039
	1,500,000	WAL-MART STORES INC	1,370,505	1,515,990
	1,725,000	WALT DISNEY CO/THE	1,567,318	1,726,253
	1,820,000	WELLS FARGO & CO	1,995,139	1,957,441
	4,590,000	WELLS FARGO & CO	4,591,193	4,863,012
	2,085,000	WELLS FARGO & CO	1,971,242	2,000,906
	1,100,000	WELLS FARGO & CO	1,126,411	1,094,566
	8,101,000	WELLS FARGO & CO 144A	8,414,428	8,258,483
	300,000	WESTLAKE AUTOMOBILE RECE 1A A2	300,243	299,967
	1,220,000	WF-RBS COMMERCIAL MORTG C10 A3	1,139,334	1,259,613
	375,000	WISCONSIN ELECTRIC POWER CO	369,664	368,925
	740,000	WISCONSIN POWER & LIGHT CO	886,446	1,024,597
	625,000	WYETH LLC	780,250	788,763
	1,650,000	WYETH LLC	1,975,595	2,239,743
	6,472,000	WYETH LLC	7,502,278	8,521,835
		Corporate and Foreign Debt Securities - Preferred Total	1,057,521,121	1,134,647,799
Common Stock				
	2,742	3D SYSTEMS CORP	254,814	124,641
	18,945	3M CO	2,657,036	1,788,034
	2,688	AEP INDUSTRIES INC	142,007	160,386
	437	A P MOLLER - MAERSK A/S	4,750,088	3,287,593
	83,500	AAC TECHNOLOGIES HOLDINGS INC	405,452	291,949
	27,710	AALBERTS INDUSTRIES EURO.25	884,891	573,566
	4,712	AAON INC	150,548	65,050
	18,511	AARON'S INC	544,223	523,471
	9,044	ABAXIS INC	361,869	335,532
	214,630	ABB LTD CHF1.03 (REGD)	5,666,512	4,489,068
	59,207	ABB LTD CHF1.54 (REGD)	1,567,152	1,220,463
	60,735	ABBOTT LABORATORIES	2,327,973	2,283,221
	61,934	ABBVIE INC	3,270,735	1,807,171
	2,259	ABERCROMBIE & FITCH CO	74,344	109,191
	21,274	ACCELL GROUP EURO.01	392,814	373,314
	17,598	ACCENTURE PLC	1,446,908	1,189,839
	20,496	ACE LIMITED SHS	2,121,951	1,678,507
	14,606	ACTAVIS PLC	2,453,808	2,106,034
	17,205	ACTELION CHF0.5 (REGD)(POST	1,457,690	818,194
	65,423	ACTIVISION BLIZZARD INC	1,166,492	700,552
	6,959	ACTUANT CORP	254,978	196,026
	4,795	ACUITY BRANDS INC	524,189	329,934
	8,189	ACXIOM CORP	302,829	245,860
	13,615	ADOBE SYSTEMS INC	815,253	524,082
	6,398	ADT CORP/THE	258,927	294,814
	11,187	ADTRAN INC	302,161	226,718
	2,055	ADVANCE AUTO PARTS INC	227,447	151,686
	7,070	ADVANCED ENERGY INDUSTRIES INC	161,620	129,576
	28,700	ADVANCED INFO SVCS PUBLIC CO	174,244	231,437
	13,818	ADVANCED MICRO DEVICES INC	53,476	33,163
	3,319	AECOM TECHNOLOGY CORP	97,678	85,639
	10,200	AERCAP HOLDINGS N V SHS	391,170	198,835
	25,922	AEROPOSTALE INC	235,631	327,526
	17,826	AES CORP/THE	258,655	195,257
	10,358	AETNA INC	710,455	502,551
	1,428	AFFILIATED MANAGERS GROUP INC	309,705	190,342
	12,822	AFLAC INC	856,510	676,608
	85,010	AFRICAN MINERALS LTD	279,132	329,867
	2,673	AGCO CORP	158,215	131,298
	25,300	AGF MANAGEMENT LTD	315,982	286,355
	21,489	AGILENT TECHNOLOGIES INC	1,228,956	891,730

3,285	AGL RESOURCES INC	155,151	131,301
587,600	AIA GROUP LTD	2,947,946	2,293,284
2,142	AIR LEASE CORP	66,573	46,053
10,096	AIR LIQUIDE(L')	1,430,131	1,265,169
17,800	AIR METHODS CORP	1,037,028	653,567
32,020	AIR PRODUCTS & CHEMICALS INC	3,579,196	2,770,191
1,887	AIRGAS INC	211,061	172,264
4,927	AKAMAI TECHNOLOGIES INC	232,456	202,871
20,170	AKZO NOBEL NV EUR2	1,565,872	1,315,620
1,916	ALASKA AIR GROUP INC	140,577	104,218
2,420	ALBEMARLE CORP	153,404	151,361
29,581	ALCOA INC	314,446	255,328
2,359	ALERE INC	85,396	50,548
1,753	ALEXANDRIA REAL ESTATE EQUITIE	111,526	122,520
5,277	ALEXION PHARMACEUTICALS INC	701,229	498,078
15,488	ALIMENTATION COUCHE-TARD INC	1,164,406	949,962
3,732	ALKERMES PLC	151,743	116,398
4,234	ALLEGHANY CORP	1,693,431	1,433,945
26,504	ALLEGHENY TECHNOLOGIES INC	944,338	739,460
5,879	ALLEGiant TRAVEL CO	619,882	466,324
2,739	ALLEGION PLC	121,036	64,960
8,113	ALLERGAN INC/UNITED STATES	901,192	764,224
6,137	ALLETE INC	306,114	252,285
1,399	ALLIANCE DATA SYSTEMS CORP	367,839	204,879
3,109	ALLIANT ENERGY CORP	160,424	141,050
927	ALLIANT TECHSYSTEMS INC	112,797	57,437
956	ALLIED WORLD ASSURANCE COMPANY	107,846	75,333
630	ALLISON TRANSMISSION HLDG INC	17,394	12,865
4,016	ALLSCRIPTS HEALTHCARE SOLUTION	62,087	41,233
58,988	ALLSTATE CORP/THE	3,217,206	2,384,469
6,061	ALNYLAM PHARMACEUTICALS INC	389,722	168,423
34,310	ALSTOM EUR7 (POST	1,251,671	1,390,682
8,919	ALTERA CORP	289,966	305,839
12,680	ALTRA INDUSTRIAL MOTION CORP	433,910	303,326
157,304	ALTRIA GROUP INC	6,038,901	4,971,726
29,410	AMAZON.COM INC	11,728,414	7,445,654
1,668	AMC NETWORKS INC	113,607	82,566
4,718	AMDOCS LTD COM	194,570	161,321
44,870	AMER SPORTS CORPORATION 'A'	934,849	665,512
258	AMERCO	61,363	50,539
6,734	AMEREN CORP	243,501	211,185
41,050	AMERICAN AIRLS GROUP INC	1,036,513	614,370
8,942	AMERICAN AXLE & MANUFACTURING	182,864	170,863
2,554	AMERICAN CAMPUS COMMUNITIES IN	82,264	117,630
10,934	AMERICAN CAPITAL AGENCY CORP	210,917	326,549
8,987	AMERICAN CAPITAL LTD	140,557	108,033
5,457	AMERICAN EAGLE OUTFITTERS INC	78,581	110,967
17,854	AMERICAN EQUITY INVESTMENT LIF	470,989	219,362
169,740	AMERICAN EXPRESS CO	15,400,510	9,777,597
2,356	AMERICAN FINANCIAL GROUP INC/O	135,988	93,109
1,249	AMERICAN HOMES 4 RENT	20,234	20,158
64,698	AMERICAN INTERNATIONAL GROUP I	3,302,833	2,546,037
241	AMERICAN NATIONAL INSURANCE CO	27,604	16,458
7,700	AMERICAN REALTY CAPITAL PROPER	98,953	128,163
7,600	AMERICAN RESIDENTIAL PROPERTIE	130,416	145,463
10,805	AMERICAN TOWER CORP	862,455	838,198
4,906	AMERICAN WATER WORKS CO INC	207,328	185,732
3,849	AMERICA'S CAR-MART INC/TX	162,543	156,171
15,540	AMERIPRISE FINANCIAL INC	1,787,877	1,009,225
6,216	AMERISOURCEBERGEN CORP	437,047	268,407
6,673	AMETEK INC	351,467	253,858
53,448	AMGEN INC	6,097,348	4,649,851
4,472	AMPHENOL CORP	398,813	294,225
42,009	AMPLIFON EUR0.02	233,745	208,563
27,661	ANADARKO PETROLEUM CORP	2,194,071	2,123,763
8,226	ANALOG DEVICES INC	418,950	348,870
18,684	ANGIE'S LIST INC	283,063	226,959
2,437	ANN INC	89,097	73,155
26,826	ANNALY CAPITAL MANAGEMENT INC	267,455	382,058
2,593	ANSYS INC	226,110	178,728
934	ANTERO RESOURCES CORP	59,253	55,951
166,000	ANTON OILFIELD SERVICES GROUP	101,050	101,334
14,423	AO SMITH CORP	777,977	524,957
2,211	AOL INC	103,077	65,468
8,504	AON CORP	713,401	479,642
25,405	APACHE CORP	2,183,306	2,004,268
3,511	APARTMENT INVESTMENT & MANAGEM	90,970	95,008
5,952	APOGEE ENTERPRISES INC	213,736	142,669
2,274	APOLLO EDUCATION GROUP INC	62,126	47,572
25,871	APPLE INC	14,514,148	13,504,062
6,538	APPLIED INDUSTRIAL TECHNOLOGIE	320,950	290,506
76,122	APPLIED MATERIALS INC	1,345,837	931,890
30,182	APPLIED MICRO CIRCUITS CORP	403,564	354,397
1,862	APTARGROUP INC	126,262	88,855
4,488	AQUA AMERICA INC	105,872	91,268
19,200	ARCADIS NV EUR0.02	677,819	452,855
3,680	ARCH CAPITAL GROUP LTD SHS	219,659	164,049
18,071	ARCHER-DANIELS-MIDLAND CO	784,281	505,014
3,287	ARCTIC CAT INC	187,293	151,527
7,256	ARES CAPITAL CORP	128,939	127,823

11,319	ARGO GROUP INTERNATIONAL	526,220	346,119
4,494	ARIAD PHARMACEUTICALS INC	30,649	88,047
310,600	ARM HOLDINGS ORD GBP0.0005	5,653,599	4,242,829
734	ARMSTRONG WORLD INDUSTRIES INC	42,286	37,236
16,236	ARRIS GROUP INC	395,184	242,707
2,998	ARROW ELECTRONICS INC	162,642	115,740
3,334	ARTHUR J GALLAGHER & CO	156,465	121,002
249	ARTISAN PARTNERS ASSET MANAGEM	16,232	12,426
29,850	ASAHI CO LTD NPV	416,915	426,355
4,424	ASCENA RETAIL GROUP INC	93,612	82,545
2,132	ASHLAND INC	206,889	172,772
166,800	ASIAN PAINTS LTD	1,214,304	1,081,324
45,700	ASICS CORP JPY50	780,472	692,384
51,670	ASML HLDG N V	4,841,479	3,513,423
12,180	ASPEN INSURANCE HOLDINGS	503,156	390,734
4,283	ASSOCIATED BANC-CORP	74,524	56,193
41,126	ASSOCIATED ESTATES REALTY CORP	660,072	647,943
10,698	ASSURANT INC	710,026	379,659
4,741	ASSURED GUARANTY LTD SHS	111,840	67,464
11,904	ASTEC INDUSTRIES INC	459,852	397,608
44,594	ASTRAZENECA ORD USD0.25	2,640,083	2,396,290
201,698	AT&T INC	7,091,702	6,863,829
6,029	ATLAS AIR WORLDWIDE HOLDINGS I	248,093	231,874
13,853	ATMEL CORP	108,469	96,158
6,316	ATMI INC	190,806	169,851
2,427	ATMOS ENERGY CORP	110,234	85,236
18,600	ATS AUTOMATION TOOLING SYS INC	238,080	164,200
1,422	ATWOOD OCEANICS INC	75,921	65,113
6,407	AUTODESK INC	322,394	229,701
13,391	AUTOMATIC DATA PROCESSING INC	1,081,979	774,345
1,495	AUTONATION INC	74,287	64,004
994	AUTOZONE INC	475,072	355,093
6,771	AVAGO TECHNOLOGIES LTD	358,044	217,006
12,284	AVALONBAY COMMUNITIES INC	1,452,337	1,664,087
2,807	AVERY DENNISON CORP	140,883	98,020
3,111	AVIS BUDGET GROUP INC	125,747	90,410
9,216	AVISTA CORP	259,799	227,417
11,629	AVIV REIT INC	275,607	285,610
298,170	AVIVA PLC GBP0.25	2,220,817	1,656,145
3,714	AVNET INC	163,825	115,161
11,991	AVON PRODUCTS INC	206,485	183,732
1,314	AVX CORP	18,304	14,165
58,770	AXA EUR2.29	1,636,649	1,034,390
6,100	AXIAL CORP	289,384	258,293
21,577	AXIS CAPITAL HLDGS LTD SHS	1,026,418	747,427
32,180	AYGAZ TRY1	122,819	145,821
17,457	AZIMUT HLDG SPA ORD EUR0.22	477,008	249,716
2,716	B/E AEROSPACE INC	236,373	134,170
3,171	BABCOCK & WILCOX CO/THE	108,416	83,080
144,030	BAE SYSTEMS ORD GBP0.025	1,037,691	788,753
39,000	BAIDU INC/CHINA	6,937,320	4,042,870
37,772	BAKER HUGHES INC	2,087,281	1,562,085
4,360	BALL CORP	225,238	197,163
1,139	BALLY TECHNOLOGIES INC	89,355	53,576
14,133	BALTIC TRADING LTD	91,017	69,045
1,500	BANCFIRST CORP	84,090	63,540
431,119	BANK OF AMERICA CORP	6,712,523	5,033,660
125,000	BANK OF EAST ASIA HK\$2.50	529,582	478,173
1,427	BANK OF HAWAII CORP	84,393	62,859
241,736	BANK OF NEW YORK MELLON CORP/T	8,446,256	6,315,891
7,664	BANK OF THE OZARKS INC	433,706	258,071
19,200	BANKRATE INC	344,448	274,198
13,081	BANKUNITED INC	430,627	363,022
6,548	BANNER CORP	293,481	201,453
8,090	BARCO NV	632,070	581,289
42,200	BARRICK GOLD CORP	743,117	1,336,220
1,110	BASILEA PHARMACEUTICA	131,550	54,084
14,810	BAXTER INTERNATIONAL INC	1,030,036	994,754
14,459	BAYER AG ORD NPV	2,031,229	1,370,421
19,177	BB&T CORP	715,686	562,620
14,162	BBCN BANCORP INC	234,948	163,854
4,362	BEAM INC	296,878	267,333
5,340	BECTON DICKINSON AND CO	590,017	428,716
60,518	BED BATH & BEYOND INC	4,859,595	3,460,509
7,854	BEL FUSE INC	167,369	159,260
5,350	BELDEN INC	376,908	240,697
12,000	BELLWAY ORD 12.5P	312,038	201,692
2,771	BEMIS CO INC	113,500	92,718
20,727	BENETEAU EUR0.10	387,570	211,694
31,290	BERENDSEN PLC	485,332	303,391
24	BERKSHIRE HATHAWAY INC	4,269,600	3,370,847
49,670	BERKSHIRE HATHAWAY INC	5,888,875	4,562,002
2,400	BERKSHIRE HILLS BANCORP INC	65,448	68,040
7,482	BEST BUY CO INC	298,382	99,561
192,699	BG GROUP PLC ORD GBP0.10	4,141,071	3,809,207
9,465	BIG LOTS INC	305,625	269,374
9,371	BILL BARRETT CORP	250,955	167,879
4,072	BINGGRAE KRW5000	374,654	425,999
27,548	BIOGEN IDEC INC	7,701,649	5,208,620
54,618	BIOMARIN PHARMACEUTICAL INC	3,842,376	3,059,610

53,319	BIOMED REALTY TRUST INC	966,140	1,078,265
565	BIO-RAD LABORATORIES INC	69,840	59,353
2,184	BIO-REFERENCE LABS INC	55,779	63,637
3,817,000	BK MANDIRI IDR500	2,462,067	2,445,982
5,961	BLACK HILLS CORP	313,012	217,883
3,604	BLACKROCK INC	1,140,558	771,804
14,805	BLUE NILE INC	697,167	549,786
402,000	BM&F BOVESPA SA BOLSA DE	1,884,548	1,978,071
24,263	BNP PARIBAS EUR2	1,893,991	1,362,223
23,926	BODYCOTE PLC	265,504	176,141
20,818	BOEING CO/THE	2,841,449	1,607,348
913	BOK FINANCIAL CORP	60,550	49,722
8,304	BONANZA CREEK ENERGY INC	360,975	354,274
1,369	BOOZ ALLEN HAMILTON HOLDING CO	26,216	19,056
6,360	BORGWARNER INC	355,588	229,198
16,623	BOSTON PROPERTIES INC	1,668,451	1,760,652
36,970	BOSTON SCIENTIFIC CORP	444,379	219,010
13,130	BOULDER BRANDS INC	208,242	155,484
18,530	BOVIS HOMES GROUP ORD 50P	243,374	173,193
72,700	BP PLC	3,533,947	3,090,011
229,360	BP PLC ORD USD.25	1,853,992	1,581,770
26,918	BRANDYWINE REALTY TRUST	379,275	350,134
10,900	BRAVO BRIO RESTAURANT GROUP IN	177,343	164,958
16,977	BRE PROPERTIES INC	928,812	860,334
123,800	BRIDGESTONE CO Y50	4,687,921	3,184,308
2,250	BRINKER INTERNATIONAL INC	104,265	69,728
72,277	BRISTOL-MYERS SQUIBB CO	3,841,523	2,529,314
127,875	BRITISH AMERICAN TOBACCO ORD	6,857,856	6,531,009
11,077	BRIXMOR PROPERTY GROUP INC	225,195	223,951
15,141	BROADCOM CORP	448,855	503,808
3,193	BROADRIDGE FINANCIAL SOLUTIONS	126,187	73,056
13,279	BROCADE COMMUNICATIONS SYSTEMS	117,718	71,987
2,632	BROOKDALE SENIOR LIVING INC	71,538	66,642
41,510	BROOKFIELD ASSET MANAGEMENT IN	1,611,833	1,539,515
1,920	BROOKFIELD PROPERTY PARTNERS L	38,285	41,403
15,800	BROOKFIELD RESIDENTIAL	382,202	294,534
3,325	BROWN & BROWN INC	104,372	89,681
4,141	BROWN-FORMAN CORP	312,935	265,313
2,342	BRUKER CORP	46,301	35,687
30,420	BS FINANCIAL GROUP INC	461,193	375,073
4,552	BUFFALO WILD WINGS INC	670,054	436,517
13,655	BUILDERS FIRSTSOURCE INC	97,360	93,396
13,237	BUNGE LIMITED COM	1,086,890	959,690
61,013	BUREAU VERITAS EUR0.12	1,786,128	1,701,071
3,227	BURGER KING WORLDWIDE INC	73,769	67,261
5,700	BURLINGTON STORES INC	182,400	139,305
9,172	CA INC	308,638	207,843
1,243	CABELA'S INC	82,858	80,881
4,970	CABLEVISION SYSTEMS CORP	89,112	74,252
7,112	CABOT CORP	365,557	272,936
11,566	CABOT OIL & GAS CORP	448,298	302,870
3,900	CACI INTERNATIONAL INC	285,558	214,617
6,918	CADENCE DESIGN SYSTEMS INC	96,990	93,462
27,414	CAL DIVE INTERNATIONAL INC	55,102	47,609
34,150	CALLAWAY GOLF CO	287,885	221,854
10,140	CALPINE CORP	197,831	183,838
2,657	CAMDEN NATIONAL CORP	111,164	90,463
2,363	CAMDEN PROPERTY TRUST	134,407	162,475
6,779	CAMERON INTERNATIONAL CORP	403,554	390,178
4,854	CAMPBELL SOUP CO	210,081	175,536
98,528	CANADIAN NATURAL RESOURCES LTD	3,334,188	2,874,524
87,400	CANON INC NPV	2,769,059	3,376,117
5,203	CANTEL MEDICAL CORP	176,434	103,094
13,300	CAPCOM CO Y50	238,781	221,769
8,429	CAPITAL BANK FINANCIAL CORP	191,760	147,703
70,980	CAPITAL ONE FINANCIAL CORP	5,437,778	4,178,586
295,000	CAPITALAND SGD1	707,944	893,573
6,549	CAPITALSOURCE INC	94,109	49,641
328,000	CAPITAMALLS ASIA LTD	509,172	520,933
28,200	CAPSTEAD MORTGAGE CORP	340,656	339,791
5,891	CARDINAL FINANCIAL CORP	105,979	94,580
28,031	CARDINAL HEALTH INC	1,872,751	1,156,850
6,171	CAREFUSION CORP	245,729	181,820
11,169	CARLISLE COS INC	886,819	656,290
29,239	CARMAX INC	1,374,818	1,144,566
158,402	CARNIVAL CORP	6,363,008	5,790,076
1,111	CARPENTER TECHNOLOGY CORP	69,104	57,361
2,815	CARRIZO OIL & GAS INC	126,028	59,195
2,226	CARTER'S INC	159,805	141,232
5,656	CATAMARAN CORP	268,445	272,526
18,171	CATERPILLAR INC	1,650,109	1,620,311
6,704	CATHAY GENERAL BANCORP	179,198	130,929
10,700	CAVIUM INC	369,257	411,814
3,872	CBL & ASSOCIATES PROPERTIES IN	69,541	82,125
2,476	CBOE HOLDINGS INC	128,653	72,943
7,779	CBRE GROUP INC	204,588	154,802
16,861	CBS CORP	1,074,720	654,483
659	CDW CORP/DE	15,394	15,038
6,400	CEC ENTERTAINMENT INC	283,392	212,416
4,363	CELANESE CORP	241,318	194,551

5,577	CELESTICA INC	58,001	62,607
22,091	CELGENE CORP	3,732,672	2,380,641
9,900	CELLDEX THERAPEUTICS INC	239,679	160,812
6,796	CELLULAR DYNAMICS INTERNATIONAL	112,148	96,320
23,098	CEMPRA INC	286,184	155,132
40,600	CENOVUS ENERGY INC	1,161,638	1,334,995
11,823	CENTERPOINT ENERGY INC	274,057	235,510
17,047	CENTURYLINK INC	542,947	663,729
61,086	CERNER CORP	3,404,934	2,374,327
1,673	CF INDUSTRIES HOLDINGS INC	389,876	336,672
4,504	CH ROBINSON WORLDWIDE INC	262,808	283,373
6,700	CHANNELADVISOR CORP	279,457	241,054
1,331	CHARLES RIVER LABORATORIES INT	70,596	49,873
329,720	CHARLES SCHWAB CORP/THE	8,572,720	6,590,624
1,849	CHARTER COMMUNICATIONS INC	252,869	172,249
9,915	CHECKPOINT SYSTEMS INC	156,360	106,487
13,526	CHEFS' WAREHOUSE HOLDINGS LLC	394,418	292,433
19,614	CHEMOCENTRYX INC	113,565	204,148
6,967	CHENIERE ENERGY INC	300,417	150,643
16,245	CHESAPEAKE ENERGY CORP	440,889	277,765
77,766	CHEUNG KONG INFRASTRUCTURE	490,943	522,940
88,570	CHEVRON CORP	11,063,279	9,653,325
2,949	CHICAGO BRIDGE & IRON CO NV	245,180	143,017
42,533	CHICO'S FAS INC	801,322	776,638
24,490	CHIMERA INVESTMENT CORP	75,919	65,905
368,000	CHINA LIFE INSURANCE CO LTD	1,150,927	1,067,590
66,000	CHINA MOBILE LTD	684,366	768,496
642,000	CHINA OVERSEAS LAND & INVEST	1,805,010	1,913,364
320,000	CHINA SHENHUA ENERGY CO LTD	1,009,060	1,401,653
2,032,410	CHINA TELECOM CORP 'H'CNY1	1,027,509	1,113,446
34,100	CHINA ZHENG TONG AUTO SERVICES	21,857	20,269
2,046	CHIPOTLE MEXICAN GRILL INC	1,090,068	612,948
885	CHOICE HOTELS INTERNATIONAL IN	43,462	29,754
7,121	CHUBB CORP	688,102	547,689
3,851	CHURCH & DWIGHT CO INC	255,244	210,582
3,048	CHUY'S HOLDING INC	109,789	100,520
10,900	CIA SANEAMENTO MINAS GERAIS	171,868	232,906
99,107	CIELO SA	2,757,815	2,452,973
7,923	CIGNA CORPORATION COM	693,104	434,293
2,398	CIMAREX ENERGY CO	251,574	143,676
4,378	CINCINNATI FINANCIAL CORP	229,276	180,266
3,278	CINEMARK HOLDINGS INC	109,256	88,178
2,943	CINTAS CORP	175,373	122,698
401,607	CISCO SYSTEMS INC	9,008,045	7,925,419
5,573	CIT GROUP INC	290,520	218,815
173,561	CITIGROUP INC	9,044,264	7,219,707
5,133	CITRIX SYSTEMS INC	324,662	338,960
1,346	CITY NATIONAL CORP/CA	106,630	69,909
4,243	CLARCOR INC	273,037	203,290
2,515	CLEAN HARBORS INC	150,799	131,831
696	CLEAR CHANNEL OUTDOOR HOLDINGS	7,057	4,886
4,388	CLIFFS NATURAL RESOURCES INC	115,009	141,349
3,593	CLOROX CO	333,287	269,034
8,721	CME GROUP INC	684,250	452,074
7,282	CMS ENERGY CORP	194,939	182,489
893	CNA FINANCIAL CORP	38,301	25,013
7,914	COACH INC	444,213	436,622
7,633	COBALT INTERNATIONAL ENERGY IN	125,563	191,870
7,634	COBIZ FINANCIAL INC	91,303	57,223
281,463	COCA-COLA CO/THE	11,627,237	10,350,268
7,570	COCA-COLA ENTERPRISES INC	334,064	243,413
8,700	COGNEX CORP	332,166	265,105
35,561	COGNIZANT TECHNOLOGY SOLUTIONS	3,590,950	2,585,741
42,300	COLE REAL ESTATE INVESTMENT IN	593,892	490,511
2,472	COLFAX CORP	157,442	119,866
25,519	COLGATE-PALMOLIVE CO	1,664,094	1,351,408
3,550	COLUMBIA BANKING SYSTEM INC	97,590	63,948
3,184	COLUMBIA SPORTSWEAR CO	250,740	179,138
6,322	COLUMBUS MCKINNON CORP/NY	171,579	104,569
105,275	COMCAST CORP	5,470,615	3,970,739
33,400	COMCAST CORP	1,665,992	1,199,728
5,484	COMERICA INC	260,709	169,722
8,732	COMMERCE BANCSHARES INC/MO	392,145	327,884
3,414	COMMONWEALTH REIT	79,580	60,759
1,149	COMMSCOPE HOLDING CO INC	21,751	21,483
2,775	COMMUNITY HEALTH SYSTEMS INC	108,974	101,187
4,600	COMMVAULT SYSTEMS INC	344,365	323,552
29,780	COMPAGNIE DE SAINT-GOBAIN	1,640,388	1,247,904
956	COMPASS MINERALS INTERNATIONAL	76,528	73,415
2,231	COMPUTER PROGRAMS & SYSTEMS IN	137,898	112,309
4,218	COMPUTER SCIENCES CORP	235,702	170,369
6,326	COMPUWARE CORP	70,914	68,764
9,149	COMSCORE INC	261,753	226,145
20,829	COMSTOCK RESOURCES INC	380,962	311,850
11,440	CONAGRA FOODS INC	385,528	343,349
2,881	CONCHO RESOURCES INC/MIDLAND T	311,148	235,850
5,503	CONCUR TECHNOLOGIES INC	567,800	371,615
67,702	CONOCOPHILLIPS	4,783,146	3,935,109
6,332	CONSOL ENERGY INC	240,869	204,818
8,051	CONSOLIDATED EDISON INC	445,059	453,246

4,307	CONSTELLATION BRANDS INC	303,127	160,991
1,021	CONSTRUCCIONES Y AUXILIAR DE	540,667	469,784
1,160	CONTINENTAL RESOURCES INC/OK	130,523	91,263
14,316	CONVERGYS CORP	301,352	240,678
1,662	CON-WAY INC	65,998	46,237
1,316	COOPER COS INC/THE	162,973	121,704
820	COPA HOLDINGS S A CL A	131,290	81,549
44,832	COPART INC	1,643,093	1,322,544
1,669	CORE LABORATORIES N V	318,696	235,311
2,815	CORELOGIC INC	100,017	75,780
7,100	CORNERSTONE ONDEMAND INC	378,515	360,437
40,438	CORNING INC	720,605	513,140
2,189	CORPORATE OFFICE PROPERTIES TR	51,857	54,681
2,776	CORRECTIONS CORP OF AMERICA	89,026	99,519
4,520	COSTAR GROUP INC	834,302	413,056
62,263	COSTCO WHOLESALE CORP	7,410,542	6,276,694
1,408	COTY INC CL A	21,472	22,808
64,863	COUSINS PROPERTIES INC	668,089	639,564
22,081	COVANCE INC	1,944,453	1,302,697
3,182	COVANTA HOLDING CORP	56,481	60,415
42,110	COVIDIEN PLC	2,867,691	2,425,654
2,919,000	CP ALL PCL THB1(ALIEN MARKET)	3,730,919	3,196,673
2,329	CR BARD INC	311,946	229,055
3,524	CRA INTERNATIONAL INC	69,775	69,669
1,154	CRANE CO	77,607	55,509
93,940	CREDIT AGRICOLE SA EUR3	1,204,482	934,488
34,117	CREDIT SUISSE GROUP AG CHF0.04	1,046,124	809,940
3,208	CREE INC	200,564	109,008
53,970	CRH ORD EUR0.32 DUBLIN LIST	1,360,934	1,091,984
300	CRH PLC	7,665	7,635
5,653	CROCS INC	89,996	79,066
9,040	CROWN CASTLE INTERNATIONAL COR	663,807	657,405
4,161	CROWN HOLDINGS INC	185,456	156,089
7,032	CST BRANDS INC	258,215	222,897
28,491	CSX CORP	819,686	574,671
16,500	CUBESMART	263,010	248,345
1,705	CUBIST PHARMACEUTICALS INC	117,423	92,783
1,483	CULLEN/FROST BANKERS INC	110,380	84,257
5,275	CUMMINS INC	743,617	576,948
3,000	CURTISS-WRIGHT CORP	186,690	177,156
3,819	CUSTOMERS BANCORP INC	77,984	64,775
23,125	CVB FINANCIAL CORP	394,744	250,005
242	CVR ENERGY INC	10,510	11,470
195,380	CVS CAREMARK CORP	13,983,347	9,477,871
45,304	CYS INVTS INC	335,703	531,374
1,200	CYTEC INDUSTRIES INC	111,792	82,596
62,700	DAI-ICHI LIFE INSURANCE CO LTD	1,048,132	884,923
56,000	DAIWA HOUSE INDUSTRY CO Y50	1,084,249	957,890
59,215	DANA HOLDING CORP	1,161,798	925,566
16,460	DANAHER CORP	1,270,712	937,431
246,000	DAPHNE INTERNATIONAL HOLDINGS	110,726	178,623
3,590	DARDEN RESTAURANTS INC	195,188	164,189
8,092	DATALINK CORP	88,203	85,434
4,415	DAUM COMMUNICATIONS CORP	351,410	337,265
5,192	DAVITA HEALTHCARE PARTNERS INC	329,017	291,877
503,043	DBS HLDGS SGD1	6,812,954	6,111,468
57,900	DCT INDUSTRIAL TRUST INC	412,827	428,422
58,306	DDR CORP	896,163	924,839
13,118	DEALERTRACK TECHNOLOGY INC	630,713	376,749
2,493	DEAN FOODS CO	42,855	29,442
143,810	DEBENHAMS ORD GBP0.01 (WI)	173,875	266,490
12,120	DECKERS OUTDOOR CORP	1,023,655	839,348
10,624	DEERE & CO	970,290	919,647
12,800	DELEK US HOLDINGS INC	440,448	356,903
71,211	DELPHI AUTOMOTIVE PLC	4,281,917	3,486,036
23,443	DELTA AIR LINES INC	643,979	289,656
9,900	DEMANDWARE INC	634,788	507,519
10,887	DENBURY RESOURCES INC	178,873	179,057
3,967	DENTSPLY INTERNATIONAL INC	192,320	158,656
39,000	DESCENTE Y50	264,564	239,507
34,000	DEUTSCHE POST AG NPV (REGD)	1,241,533	744,105
17,998	DEVON ENERGY CORP	1,113,536	942,382
9,552	DEVRY EDUCATION GROUP	339,096	292,695
7,859	DEXCOM INC	278,287	106,804
24,100	DFC GLOBAL CORP	275,945	305,359
29,400	DGB FINANCIAL GROUP INC	459,658	402,915
61,277	DIAGEO ORD 28 101/108P	2,029,801	1,852,322
19,320	DIAGEO PLC	2,558,354	2,252,326
40,200	DIAGNOSTICOS DA AM COM NPV	248,092	232,115
8,600	DIAMOND FOODS INC	222,224	195,261
1,863	DIAMOND OFFSHORE DRILLING INC	106,042	126,783
12,410	DIAMONDBACK ENERGY INC	656,266	469,395
2,622	DICK'S SPORTING GOODS INC	152,338	120,498
1,578	DIEBOLD INC	52,090	48,303
1,234,000	DIGITAL CHINA HOLDINGS LTD SHS	1,454,620	1,491,399
9,564	DIGITAL REALTY TRUST INC	469,784	615,549
26,000	DIGNITY PLC	620,100	496,103
938	DILLARD'S INC	91,183	78,576
8,588	DIODES INC	202,333	157,061
13,631	DIRECTV	941,357	690,442

13,653	DISCOVER FINANCIAL SERVICES	763,885	528,613
6,731	DISCOVERY COMMUNICATIONS INC	608,617	431,299
5,681	DISH NETWORK CORP	329,044	206,988
4,780	DKSH HOLDING AG	372,468	374,458
490,000	D-LINK TWD10	296,760	306,677
19,737	DMG MORI SEIKI AG	629,601	415,780
1,465	DOLBY LABORATORIES INC	56,490	42,968
9,107	DOLLAR GENERAL CORP	549,334	434,755
6,411	DOLLAR TREE INC	361,709	265,697
16,097	DOMINION RESOURCES INC/VA	1,041,315	853,312
1,471	DOMINO'S PIZZA INC	102,455	87,502
957	DOMTAR CORP	90,283	79,929
4,040	DONALDSON CO INC	175,578	134,406
2,376,000	DONGFENG MOTOR GROUP CIE LTD	3,720,089	3,681,601
15,200	DOREL INDUSTRIES INC	578,816	548,800
31,836	DOUGLAS EMMETT INC	741,460	744,290
4,687	DOVER CORP	452,483	310,450
99,763	DOW CHEMICAL CO/THE	4,429,477	3,242,919
7,788	DR HORTON INC	173,828	154,047
5,864	DR PEPPER SNAPPLE GROUP INC	285,694	260,919
2,246	DREAMWORKS ANIMATION SKG INC	79,733	37,216
2,101	DRESSER-RAND GROUP INC	125,283	117,950
6,658	DRIL-QUIP INC	731,914	509,706
763	DST SYSTEMS INC	69,235	46,238
11,112	DSW INC	474,816	412,407
4,698	DTE ENERGY CO	311,900	288,040
19,235	DUKE ENERGY CORP NEW COM	1,327,407	1,245,268
57,997	DUKE REALTY CORP	872,275	825,562
1,054	DUN & BRADSTREET CORP	129,379	82,897
32,260	DUNI AB	418,155	292,576
3,079	DUNKIN' BRANDS GROUP INC	148,408	116,486
16,900	DUPONT FABROS TECHNOLOGY INC	417,599	433,662
48,671	E*TRADE FINANCIAL CORP	955,898	692,049
7,450	EAGLE MATERIALS INC	576,854	472,684
3,907	EAST WEST BANCORP INC	136,628	83,961
19,192	EASTMAN CHEMICAL CO	1,548,794	1,388,317
13,171	EATON CORP PLC	1,002,577	732,360
3,263	EATON VANCE CORP	139,624	110,938
35,613	EBAY INC	1,953,907	1,840,274
23,480	EBIX INC	345,391	378,498
1,477	ECHOSTAR CORP	73,436	50,543
23,302	ECOLAB INC	2,429,700	1,741,821
8,962	EDISON INTERNATIONAL	414,941	411,909
3,174	EDWARDS LIFESCIENCES CORP	208,722	283,564
45,361	EI DU PONT DE NEMOURS & CO	2,947,104	2,053,984
14,219	EL PASO ELECTRIC CO	499,229	455,995
8,154	ELECTRONIC ARTS INC	187,053	123,627
7,200	ELECTRONICS FOR IMAGING INC	278,856	279,042
46,705	ELEKTA SER B NPV	715,199	799,538
27,173	ELI LILLY & CO	1,385,823	1,363,512
3,696	ELIZABETH ARDEN INC	131,023	145,121
29,050	EMBRAER SA	934,829	828,216
127,187	EMC CORP/MA	3,198,753	3,203,786
15,727	EMECO HOLDINGS LIMITED NPV	3,166	9,960
67,362	EMERSON ELECTRIC CO	4,727,465	3,612,079
43,666	ENBRIDGE INC	1,907,331	1,897,001
68,200	ENCANA CORPORATION	1,231,130	1,307,266
5,551	ENCORE WIRE CORP	300,864	175,493
3,257	ENDO HEALTH SOLUTIONS INC	219,717	85,431
10,037	ENDURANCE SPECIALTY HLDGS LTD	588,871	398,369
22,900	ENERFLEX LTD	323,294	275,527
2,006	ENERGEN CORP	141,925	90,451
1,840	ENERGIZER HOLDINGS INC	199,162	152,087
18,825	ENERSYS	1,319,444	722,486
246,849	ENI EUR	5,949,146	5,864,894
14,200	EN-JAPAN INC JPY50000	302,631	125,799
26,000	ENSIGN ENERGY SERVICES INC	409,393	401,346
6,592	ENSIGN GROUP INC/THE	291,828	208,682
33,193	ENTERGY CORP	2,100,121	2,119,286
2,776	ENVESTNET INC	111,873	81,198
1,190	ENVISION HEALTHCARE HOLDINGS I	42,269	30,963
41,514	EOG RESOURCES INC	6,967,710	5,148,246
13,700	EPR PPTYS COM SH BEN INT	673,492	662,504
4,295	EQT CORP	385,605	273,266
3,356	EQUIFAX INC	231,866	183,620
1,331	EQUINIX INC	236,186	276,476
10,014	EQUITY LIFESTYLE PROPERTIES IN	362,807	343,033
46,801	EQUITY RESIDENTIAL	2,427,568	2,645,854
77,270	ERICSSON (L.M.)	944,430	773,240
526	ERIE INDEMNITY CO	38,461	36,410
4,499	ESPERION THERAPEUTICS INC	61,816	66,873
5,173	ESSEX PROPERTY TRUST INC	742,377	779,231
6,336	ESTEE LAUDER COS INC/THE	477,228	384,087
2,993	ESTERLINE TECHNOLOGIES CORP	305,166	213,842
10,280	ETHAN ALLEN INTERIORS INC	312,718	308,885
9,300	EURONET WORLDWIDE INC	445,005	322,981
1,398	EVEREST RE GROUP INC COM	217,906	153,710
26,638	EXACT SCIENCES CORP	312,997	262,659
3,937	EXACTECH INC	93,543	66,830
5,476	EXELIS INC	104,373	61,307

38,848	EXELON CORP	1,064,047	1,170,694
11,119	EXLSERVICE HOLDINGS INC	307,107	303,344
3,053	EXPEDIA INC	212,672	187,046
5,908	EXPEDITORS INTERNATIONAL OF WA	261,429	231,647
11,777	EXPRESS INC	219,877	211,066
59,209	EXPRESS SCRIPTS HOLDING CO	4,158,840	3,210,553
6,100	EXTENDED STAY AMER INC	160,186	132,746
2,901	EXTRA SPACE STORAGE INC	122,219	105,567
138,419	EXXON MOBIL CORP	14,008,003	12,018,779
2,211	F5 NETWORKS INC	200,891	209,297
152,078	FACEBOOK INC	8,310,911	4,083,920
3,050	FACTSET RESEARCH SYSTEMS INC	331,169	268,583
7,000	FAIR ISAAC CORP	439,880	294,210
26,222	FAIRCHILD SEMICONDUCTOR INTERN	350,064	376,753
2,196	FAIRFAX FINANCIAL HOLDINGS LTD	878,532	792,756
2,624	FAMILY DOLLAR STORES INC	170,481	165,879
8,300	FANUC CORP	1,520,146	1,528,202
8,155	FASTENAL CO	387,444	383,264
2,881	FEDERAL REALTY INVESTMENT TRUS	292,162	302,040
2,246	FEDERATED INVESTORS INC	64,685	45,437
8,637	FEDEX CORP	1,241,741	796,638
1,700	FEI CO	151,912	154,027
6,814	FIDELITY NATIONAL FINANCIAL IN	221,114	165,294
8,327	FIDELITY NATIONAL INFORMATION	446,993	310,467
3,200	FIESTA RESTAURANT GROUP INC	167,168	150,956
24,097	FIFTH THIRD BANCORP	506,760	371,361
3,700	FINISH LINE INC/THE	104,229	103,035
433	FIREEYE INC	18,883	17,127
182	FIRST CITIZENS BANCSHARES INC/	40,519	29,757
7,305	FIRST HORIZON NATIONAL CORP	85,103	73,433
23,197	FIRST MIDWEST BANCORP INC/IL	406,643	290,426
9,137	FIRST NIAGARA FINANCIAL GROUP	97,035	72,456
3,298	FIRST REPUBLIC BANK/CA	172,650	115,036
1,976	FIRST SOLAR INC	107,969	82,266
11,497	FIRSTENERGY CORP	379,171	484,517
7,536	FISERV INC	445,001	300,714
8,900	FIVE BELOW INC	384,462	365,063
1,925	FLEETCOR TECHNOLOGIES INC	225,552	134,532
5,064	FLEETMATICS GROUP LTD	219,018	179,405
64,580	FLEXTRONICS INTERNATIONAL LTD	501,787	401,042
4,467	FLIR SYSTEMS INC	134,457	99,686
8,711	FLOTEK INDUSTRIES INC	174,830	111,909
5,082	FLOWERS FOODS INC	109,111	78,839
4,026	FLOWSERVE CORP	317,370	197,006
13,049	FLUIDIGM CORP	499,542	186,731
4,677	FLUOR CORP	375,516	276,749
3,769	FMC CORP	284,409	221,670
42,597	FMC TECHNOLOGIES INC	2,223,989	1,834,374
17,541	FNB CORP/PA	221,367	186,285
4,268	FOOT LOCKER INC	176,866	138,336
260	FORBO HLDGS AG CHF0.1 (REGD)	222,769	166,166
105,974	FORD MOTOR CO	1,635,179	1,391,341
3,788	FOREST CITY ENTERPRISES INC	72,351	61,176
37,044	FOREST LABORATORIES INC	2,223,751	1,350,552
3,378	FORTINET INC	64,621	71,006
4,334	FORTUNE BRANDS HOME & SECURITY	198,064	131,316
1,536	FOSSIL GROUP INC	184,228	144,564
50,910	FOSTER WHEELER AG COM	1,680,081	1,331,483
11,466	FRANKLIN RESOURCES INC	661,932	490,567
850	FRANKS INTERNATINAL NV	22,950	25,431
28,241	FREEPORT-MCMORAN COPPER & GOLD	1,065,815	956,569
1,200	FREESCALE SEMICONDUCTOR LTD	19,260	13,212
3,933	FREIGHTCAR AMERICA INC	104,696	90,545
750	FRESENIUS KABI PHARMACEUTICALS	15	15
9,938	FRESH DEL MONTE PRODUCE	281,245	262,016
1,994	FRESH MARKET INC/THE	80,757	98,169
115,038	FRESNILLO PLC	1,420,414	2,763,912
28,145	FRONTIER COMMUNICATIONS CORP	130,874	120,461
15,500	FUGRO NV CVZ EURO0.05	925,132	873,316
933,000	FUJITSU NPV	4,828,999	3,884,577
28,151	FULTON FINANCIAL CORP	368,356	279,392
20,550	FUSION-IO INC	183,101	382,597
1,700	G&K SERVICES INC	105,791	58,055
97,810	GALP ENERGIA SGPS EUR1	1,605,871	1,584,421
3,534	GAMESTOP CORP	174,085	94,387
2,083	GAMING AND LEISURE PROPERTIES	105,837	82,900
6,352	GANNETT CO INC	187,892	114,400
7,746	GAP INC/THE	302,714	246,317
3,115	GARMIN LTD	143,882	126,936
2,621	GARTNER INC	186,222	125,680
1,135	GATX CORP	59,213	49,146
384,827	GAZPROM OAO	3,249,864	3,510,110
27,764	GENERAL CABLE CORP	816,539	829,623
26,342	GENERAL DYNAMICS CORP	2,516,978	1,934,425
285,603	GENERAL ELECTRIC CO	8,005,452	6,086,107
70,804	GENERAL GROWTH PROPERTIES INC	1,421,036	1,419,451
17,725	GENERAL MILLS INC	884,655	733,041
22,932	GENERAL MOTORS CO	937,231	674,348
1,180	GENESEE & WYOMING INC	113,339	102,811
3,931	GENPACT LTD	72,212	60,930

21,311	GENTEX CORP	702,837	616,042
3,139,000	GENTING SINGAPORE PLC USD0.10	3,716,779	3,559,161
4,304	GENUINE PARTS CO	358,050	281,126
12,583	GENWORTH FINANCIAL INC	195,414	94,498
17,700	GENWORTH MI CANADA INC	610,213	401,570
8,820	GERRESHEIMER GROUP NPV (BR)	617,763	471,299
72,000	GIANT MANUFACTURING CO TWD10	495,244	412,824
8,000	G-III APPAREL GROUP LTD	591,648	411,024
42,046	GILEAD SCIENCES INC	3,157,655	1,625,540
48,000	GINKO INTERNATIONAL CO LTD	906,739	889,311
6,454	GLACIER BANCORP INC	192,265	95,556
75,510	GLAXOSMITHKLINE ORD GBP0.25	2,015,397	1,638,599
35,134	GLIMCHER REALTY TRUST	328,854	354,408
21,097	GLOBAL PAYMENTS INC	1,371,094	1,086,041
2,871	GNC HOLDINGS INC	167,810	117,879
931	GOLAR LNG LIMITED SHS	33,786	34,242
121,808	GOLDCORP INC	2,641,371	4,114,006
15,903	GOLDMAN SACHS GROUP INC/THE	2,818,966	2,073,048
7,340	GOODYEAR TIRE & RUBBER CO/THE	175,059	101,365
25,901	GOOGLE INC	29,027,510	18,750,765
9,480	GRACO INC	740,578	488,125
121	GRAHAM HOLDINGS CO	80,262	44,190
31,069	GRAN TIERRA ENERGY INC	227,114	171,190
5,808	GRANITE CONSTRUCTION INC	203,164	194,673
3,571	GREAT PLAINS ENERGY INC	86,561	72,527
4,341	GREAT SOUTHERN BANCORP INC	132,010	103,877
4,368	GREATBATCH INC	193,240	101,512
4,096	GREEN MOUNTAIN COFFEE ROASTERS	309,412	185,664
15,377	GREENBRIER COS INC	504,981	251,261
74,390	GREGGS ORD GBP0.02	530,412	548,981
735	GREIF INC	38,514	32,707
28,780	GRIFOLS SA EUR0.5	1,378,690	1,164,441
11,037	GROUPON INC	129,850	95,326
13,200	GRUPO BTG PACTUAL-UNIT	152,967	199,853
1,980	GUESS? INC	61,519	48,589
2,109	GULFPORT ENERGY CORP	133,141	102,092
7,296	H&R BLOCK INC	211,876	135,487
7,569	HAIN CELESTIAL GROUP INC/THE	687,114	475,211
15,840	HALLA VISTEON CLIMATE CONTROL	581,608	350,660
45,725	HALLIBURTON CO	2,320,544	1,610,230
39,080	HANA FINANCIAL HOLDINGS	1,625,633	1,390,267
3,801	HANCOCK HOLDING CO	139,421	120,415
2,896	HANESBRANDS INC	203,502	120,332
127,000	HANG LUNG PROPERTIES LTD	401,290	504,667
11,818	HANGER INC	464,920	336,899
1,315	HANOVER INSURANCE GROUP INC/TH	78,519	55,972
21,812	HARLEY-DAVIDSON INC	1,510,263	1,096,976
14,239	HARMAN INTERNATIONAL INDUSTRIE	1,165,462	975,579
3,194	HARRIS CORP	222,973	155,189
23,083	HARSCO CORP	647,016	542,995
13,100	HARTE-HANKS INC	102,442	77,290
53,685	HARTFORD FINANCIAL SERVICES GR	1,945,008	1,515,209
3,211	HASBRO INC	176,637	115,275
2,822	HATTERAS FINANCIAL CORP	46,111	72,376
279	HAVERTY FURNITURE COS INC	8,733	7,227
2,414	HAWAIIAN ELECTRIC INDUSTRIES I	62,909	60,688
9,211	HB FULLER CO	479,340	321,832
7,547	HCA HOLDINGS INC	360,067	250,497
6,681	HCC INSURANCE HOLDINGS INC	308,261	248,600
35,402	HCP INC	1,285,801	1,607,272
1,515	HD SUPPLY HOLDINGS INC	36,375	33,268
40,505	HDFC BANK LTD	1,394,992	1,649,364
34,127	HEALTH CARE REIT INC	1,828,183	2,130,712
22,563	HEALTH MANAGEMENT ASSOCIATES I	295,575	210,287
2,158	HEALTH NET INC	64,028	52,439
22,150	HEALTHCARE REALTY TRUST INC	472,017	533,427
23,584	HEALTHCARE TRUST OF AMERICA IN	232,067	278,281
3,250	HEICO CORP	188,338	164,844
18,060	HEICO CORP	760,687	462,047
2,599	HELMERICH & PAYNE INC	218,524	147,070
2,496	HENRY SCHEIN INC	285,193	204,036
2,424	HERBALIFE LTD	190,769	79,847
5,783	HERCULES TECHNOLOGY GROWTH CAP	94,841	64,365
59,828	HERSHA HOSPITALITY TRUST	333,242	309,863
4,139	HERSHEY CO/THE	402,435	305,848
9,811	HERTZ GLOBAL HOLDINGS INC	280,791	179,304
8,352	HESS CORP	693,216	461,509
129,386	HEWLETT-PACKARD CO	3,620,220	2,082,275
2,622	HEXCEL CORP	117,177	90,891
7,408	HIBBETT SPORTS INC	497,462	390,402
15,100	HIGHWOODS PROPERTIES INC	546,167	507,040
10,679	HILL-ROM HOLDINGS INC	441,470	304,996
2,873	HILLSHIRE BRANDS CO	96,073	80,846
10,600	HILTON WORLDWIDE HOLDINGS INC	235,850	217,028
5,568	HITTITE MICROWAVE CORP	343,713	345,550
5,618	HOLLYFRONTIER CORP	279,158	263,937
7,403	HOLOGIC INC	165,457	150,391
5,006	HOME BANCSHARES INC/AR	186,974	83,093
40,221	HOME DEPOT INC/THE	3,311,797	2,531,911
1,367	HOME PROPERTIES INC	73,299	83,811

2,917	HOMEAWAY INC	119,247	88,689
50,930	HOMESERVE ORD GBP0.025	232,223	194,549
69,745	HONEYWELL INTERNATIONAL INC	6,372,601	4,537,099
725,670	HONG KONG & CHINA GAS CO LTD	1,664,022	1,800,145
103,500	HONG KONG EXCHANGES & CLEARING	1,725,946	1,761,310
6,983	HOOKER FURNITURE CORP	116,476	101,818
5,016	HORACE MANN EDUCATORS CORP	158,205	100,587
3,646	HORMEL FOODS CORP	164,690	116,805
5,915	HORNBECK OFFSHORE SERVICES INC	291,195	206,204
4,476	HOSPIRA INC	184,769	141,345
3,941	HOSPITALITY PROPERTIES TRUST	106,525	97,858
118,640	HOST HOTELS & RESORTS INC	2,306,362	1,884,370
1,145	HOWARD HUGHES CORP/THE	137,515	96,188
521,499	HSBC HOLDINGS PLC	5,721,366	5,494,337
11,615	HUB GROUP INC	463,206	396,378
1,607	HUBBELL INC	175,002	138,269
75,650	HUDBAY MINERALS INC	622,288	713,538
14,391	HUDSON CITY BANCORP INC	135,707	116,999
38,270	HUHTAMAKI OYJ	983,492	619,085
4,499	HUMANA INC	464,387	313,310
24,157	HUNTINGTON BANCSHARES INC/OH	233,115	158,041
3,964	HUNTINGTON INGALLS INDUSTRIES	356,800	192,958
5,308	HUNTSMAN CORP	130,577	84,397
7,076	HURON CONSULTING GROUP INC	443,453	259,819
344,000	HUTCHISON WHAMPOA HK\$0.25	4,676,137	3,762,593
1,068	HYATT HOTELS CORP	52,823	41,193
2,982	HYUNDAI MIPO DOCK KRW5000	502,957	353,748
3,272	HYUNDAI MOBIS	909,965	759,651
1,995	IAC/INTERACTIVECORP	136,959	94,248
29,620	ICICI BANK LTD	1,100,975	1,291,728
29,742	ICON PLC	1,202,053	912,158
3,361	IDACORP INC	174,234	149,182
6,471	IDEX CORP	477,883	301,096
1,548	IDEXX LABORATORIES INC	164,661	143,197
1,921	IHS INC	229,944	192,423
12,324	II-VI INC	216,656	222,718
48,625	ILLINOIS TOOL WORKS INC	4,088,390	2,958,720
8,743	ILLUMINA INC	966,888	694,865
32,790	ILUKA RESOURCES LIMITED	253,166	305,660
5,500	IMPERVA INC	264,715	239,832
3,023	INCYTE CORP LTD	153,054	59,897
68,310	INFINEON TECHNOLOGIES ORD NPV	730,431	551,977
13,800	INFOBLOX INC	455,676	454,475
3,080	INFORMATICA CORP	127,820	95,646
97,720	ING GROEP N.V. CVA EUR0.24	1,359,998	909,697
54,358	ING US INC	1,910,684	1,173,516
8,219	INGERSOLL-RAND PUBLIC LIMITED	506,290	335,282
4,377	INGRAM MICRO INC	102,684	77,088
2,137	INGREDION INC	146,299	137,687
30,695	INLAND REAL ESTATE CORP	322,911	297,465
11,600	INSIGHT ENTERPRISES INC	263,436	201,492
78,256	INTEGRATED DEVICE TECHNOLOGY I	796,646	571,269
2,192	INTEGRYS ENERGY GROUP INC	119,267	114,466
212,570	INTEL CORP	5,517,254	4,409,737
438	INTELSAT SA	9,873	8,759
1,868	INTER PARFUMS INC	66,893	55,759
1,257	INTERACTIVE BROKERS GROUP INC	30,595	17,196
3,213	INTERCONTINENTALEXCHANGE GROUP	722,668	740,231
10,300	INTERFACE INC	226,188	188,253
51,277	INTERNATIONAL BUSINESS MACHINE	9,618,027	9,880,917
250,930	INTERNATIONAL CONSOLIDATED	1,668,230	753,775
2,257	INTERNATIONAL FLAVORS & FRAGRA	194,057	150,181
6,765	INTERNATIONAL GAME TECHNOLOGY	122,852	95,860
12,007	INTERNATIONAL PAPER CO	588,703	490,205
12,220	INTERPUBLIC GROUP OF COS INC/T	216,294	144,767
2,480,019	INTESA SANPAOLO EUR0.52	6,130,712	4,104,993
8,067	INTUIT INC	615,673	484,051
7,090	INTUITIVE SURGICAL INC	2,723,127	3,154,964
6,632	INVACARE CORP	153,929	103,205
12,364	INVESCO LTD	450,050	327,666
13,200	INVESTMENT TECHNOLOGY GROUP IN	271,392	218,822
11,322	IPC THE HOSPITALIST CO INC	672,414	583,628
14,082	IPG PHOTONICS CORP	1,092,904	911,499
3,450	IPSEN PROMESSES EUR1	163,369	103,592
12,230	IPSOS	524,444	458,091
45,556	IRON MOUNTAIN INC	1,382,625	1,415,392
14,100	ISHARES MSCI EAFE SMALL CAP	718,818	642,837
15,720	ISIS PHARMACEUTICALS INC	626,285	306,178
1,448	ITC HOLDINGS CORP	138,747	116,114
2,172	ITT CORP	94,308	53,092
5,282	JABIL CIRCUIT INC	92,118	100,638
2,314	JACK HENRY & ASSOCIATES INC	137,012	90,848
3,597	JACOBS ENGINEERING GROUP INC	226,575	159,742
136,800	JAPAN TOBACCO INC Y50000	4,451,320	3,860,429
3,255	JARDEN CORP	199,694	112,189
1,356	JAZZ PHARMACEUTICALS PLC	171,615	103,660
2,628	JB HUNT TRANSPORT SERVICES INC	203,144	161,837
7,389	JC PENNEY CO INC	67,609	106,689
5,781	JDS UNIPHASE CORP	75,066	78,044
15,290	JENOPTIK AG NPV EURO	260,200	148,809

3,096	JM SMUCKER CO/THE	320,808	271,149
1,305	JOHN WILEY & SONS INC	72,036	50,804
154,114	JOHNSON & JOHNSON	14,115,301	11,036,599
108,614	JOHNSON CONTROLS INC	5,571,898	3,337,193
1,139	JONES LANG LASALLE INC	116,622	95,608
2,960	JOY GLOBAL INC	173,130	184,857
583,700	JPM-CW14 ITC LTD	2,620,813	2,681,970
210,858	JPMORGAN CHASE & CO	12,330,976	9,375,874
49,500	JPMORGAN CHASE BK NA LONDON BR	968,220	842,245
15,220	JUMBO SA EUR1.19	243,280	119,931
14,662	JUNIPER NETWORKS INC	330,921	286,366
59,140	JUST RETIREMENT GROUP PLC	205,696	212,132
3,037	KANSAS CITY SOUTHERN	376,072	262,973
2,246	KAR AUCTION SERVICES INC	66,369	56,458
18,390	KB FINANCIAL GROUP INC	744,979	660,201
14,681	KBC GROUPE NPV	834,474	506,145
4,191	KBR INC	133,651	125,282
81,700	KDDI CORP Y5000	5,029,247	3,980,100
17,200	KEIHIN CORP NPV	266,743	243,483
7,193	KELLOGG CO	439,277	410,144
1,661	KEMPER CORPORATION	67,902	49,000
8,956	KENNAMETAL INC	466,339	358,240
22,900	KEY ENERGY SERVICES INC	180,910	178,651
25,195	KEYCORP	338,117	215,888
17,298	KILROY REALTY CORP	868,014	820,602
10,517	KIMBERLY-CLARK CORP	1,098,606	904,997
60,482	KIMCO REALTY CORP	1,194,520	1,182,040
18,051	KINDER MORGAN INC/DELAWARE	649,836	657,040
1,180,000	KINGDEE INTL SOFTW HKD0.10	359,155	220,750
232,874	KINGFISHER ORD GBP0.157142857	1,483,779	1,075,423
93,300	KINROSS GOLD CORP	408,654	906,876
1,455	KIRBY CORP	144,409	90,050
5,018	KIWOOM SECURITIES CO LTD	240,118	276,076
4,642	KLA-TENCOR CORP	299,223	225,347
26,355	KLOECKNER & CO SE NPV (REGD)	361,416	311,606
71,548	KNIGHT TRANSPORTATION INC	1,312,190	1,046,747
14,800	KOBAYASHI PHARMACEUTICALS	826,564	715,549
6,099	KOHL'S CORP	346,118	262,135
106,500	KONICA MINOLTA INC	1,062,923	818,609
1,045,364	KONINKLIJKE KPN NV EUR0.04	3,374,996	3,436,341
23,910	KONINKLIJKE PHILIPS NV	877,867	627,149
27,271	KONINKLIJKE VOPAK NV EUR0.5	1,597,820	1,506,476
5,630	KOREA INVESTMENT HLDGS CO LTD	217,657	223,764
1,499	KOSMOS ENERGY LTD	16,759	18,513
16,184	KRAFT FOODS GROUP INC	872,479	745,417
14,600	KRISPY KREME DOUGHNUTS INC	281,634	288,157
14,508	KROGER CO/THE	573,501	382,858
945	KRONOS WORLDWIDE INC	18,002	18,427
6,673	L BRANDS INC	412,725	316,169
2,401	L-3 COMMUNICATIONS HOLDINGS IN	256,571	183,965
28,260	LABORATORY CORP OF AMERICA HOL	2,582,116	2,621,201
145,430	LAIRD PLC ORD GBP0.28125	667,687	488,868
5,843	LAKELAND FINANCIAL CORP	227,877	150,999
4,513	LAM RESEARCH CORP	245,733	163,055
2,375	LAMAR ADVERTISING CO	124,094	99,426
1,307	LANDSTAR SYSTEM INC	75,087	68,565
9,425	LANNETT CO INC	311,968	169,650
14,855	LAREDO PETROLEUM INC	411,335	396,075
113,062	LAS VEGAS SANDS CORP	8,917,200	5,618,001
3,598	LAZARD LTD SHS -A-	163,061	110,822
5,721	LB FOSTER CO	270,546	246,844
2,462	LEAR CORP	199,348	117,278
3,187	LEGG MASON INC	138,571	81,970
3,758	LEGGETT & PLATT INC	116,273	102,293
2,006	LEIDOS HLDGS INC	93,259	39,957
2,505	LENDER PROCESSING SERVICES INC	93,637	63,236
4,518	LENNAR CORP	178,732	175,015
8,899	LENNOX INTERNATIONAL INC	756,949	629,559
8,253	LEUCADIA NATIONAL CORP	233,890	196,727
4,649	LEVEL 3 COMMUNICATIONS INC	154,207	105,861
40,200	LEXINGTON REALTY TRUST	410,442	476,959
7,216	LEXMARK INTERNATIONAL INC	256,312	167,339
10,606	LIBERTY GLOBAL PLC	943,934	679,151
27,820	LIBERTY GLOBAL PLC SHS CL C	2,345,782	1,980,609
54,705	LIBERTY INTERACTIVE CORP	1,605,592	1,097,809
2,819	LIBERTY MEDIA CORP	412,397	89,632
25,281	LIBERTY PROPERTY TRUST	856,267	905,178
3,515	LIBERTY VENTURES	430,904	245,193
4,731	LIFE TECHNOLOGIES CORP	358,610	242,733
22,770	LIFE TIME FITNESS INC	1,070,190	1,096,043
1,134	LIFEPOINT HOSPITALS INC	59,921	42,809
2,363	LINCOLN ELECTRIC HOLDINGS INC	168,576	118,002
7,422	LINCOLN NATIONAL CORP	383,124	198,521
6,098	LINDE AG NPV	1,277,636	1,061,228
2,034	LINDSAY CORP	168,314	160,536
6,392	LINEAR TECHNOLOGY CORP	291,156	221,618
2,681	LINKEDIN CORP	581,321	401,178
6,888	LINN CO LLC	212,219	137,555
19,080	LIONS GATE ENTERTAINMENT CORP	604,073	516,365
16,400	LIXIL GROUP CORPORATION	449,847	363,601

8,236	LKQ CORP	270,964	174,643
1,170,168	LLOYDS BANKING GROUP PLC	1,528,766	911,395
7,148	LOCKHEED MARTIN CORP	1,062,622	663,530
61,888	LOEWS CORP	2,985,477	2,525,088
27,180	LOGITECH INTERNATIONAL SA	372,094	204,830
5,000	LOJAS RENNER SA COM NPV	129,278	194,750
10,375	LORILLARD INC	525,805	405,914
29,842	LOWE'S COS INC	1,478,671	1,069,469
1,359	LPL FINANCIAL HOLDINGS INC	63,941	38,269
746,900	LPN DEVELOPMENT PCL1	352,311	449,263
15,643	LSI CORP	172,621	107,974
82,440	LUNDBECK (H) A/S DKK5	2,086,086	1,573,656
21,094	LYONDELLBASELL INDUSTRIES NV	1,693,426	1,230,879
3,490	M&T BANK CORP	406,306	346,696
20,317	MACERICH CO/THE	1,196,468	1,189,884
5,271	MACK-CALI REALTY CORP	113,221	137,626
33,687	MACY'S INC	1,798,886	1,291,562
1,673	MADISON SQUARE GARDEN CO/THE	96,331	74,198
23,802	MAIDEN HOLDINGS LTD SHS	260,156	240,183
22,866	MAKEMYTRIP LTD	440,399	286,498
1,610	MALLINCKRODT PLC	84,139	51,663
151,884	MAN GROUP PLC	213,824	229,219
3,475	MANITOWOC CO INC/THE	81,037	54,488
2,087	MANPOWERGROUP INC	179,190	93,684
130,645	MARATHON OIL CORP	4,611,769	4,012,480
8,934	MARATHON PETROLEUM CORP	819,516	576,805
777	MARKEL CORP	450,932	346,268
95,370	MARKS & SPENCER GROUP ORD	683,320	592,657
14,800	MARR EUR0.50	246,355	234,065
6,241	MARRIOTT INTERNATIONAL INC/DE	308,000	232,602
14,999	MARSH & MCLENNAN COS INC	725,352	524,020
14,356	MARTEN TRANSPORT LTD	289,848	176,967
8,503	MARTIN MARIETTA MATERIALS INC	849,790	806,503
11,602	MARVELL TECHNOLOGY GROUP LTD	166,837	84,242
9,953	MASCO CORP	226,630	170,194
14,255	MASIMO CORP	416,674	280,694
13,176	MASTERCARD INC	11,008,021	6,565,990
96	MATERION CORP	2,962	2,595
31,267	MATTEL INC	1,487,684	1,327,639
5,660	MATTRESS FIRM HOLDING CORP	243,606	191,583
8,099	MAXIM INTEGRATED PRODUCTS INC	225,962	241,150
6,381	MB FINANCIAL INC	204,575	126,025
3,554	MBIA INC	42,435	27,899
3,673	MCCORMICK & CO INC/MD	253,143	237,099
6,833	MCDERMOTT INTERNATIONAL INC	62,590	75,193
27,610	MCDONALD'S CORP	2,678,998	2,475,142
7,704	MCGRAW HILL FINANCIAL INC	602,453	419,255
16,122	MCKESSON CORP	2,602,091	1,698,046
5,279	MDU RESOURCES GROUP INC	161,273	112,126
22,112	MEAD JOHNSON NUTRITION CO	1,852,101	1,488,301
4,439	MEADWESTVACO CORP	163,932	144,220
6,616	MEASUREMENT SPECIALTIES INC	401,525	228,810
4,570	MEDIDATA SOLUTIONS INC	276,494	152,842
2,119	MEDIVATION INC	135,235	108,408
11,450	MEDNAX INC	611,201	455,252
100,287	MEDTRONIC INC	5,755,471	4,131,765
24,800	MEITEC CORP Y50	671,998	544,387
21,431	MELIA HOTELS INTERNATIONAL SA	275,670	163,170
31,400	MERCADOLIBRE INC	3,384,606	3,820,230
188,914	MERCK & CO INC	9,455,146	7,992,699
10,540	MERCK KGAA NPV	1,891,698	1,387,231
408	MERCURY GENERAL CORP	20,282	16,194
8,876	MERIT MEDICAL SYSTEMS INC	139,708	114,449
6,297	MERITAGE HOMES CORP	302,193	276,275
16,377	METHODE ELECTRONICS INC	559,930	288,164
24,576	METLIFE INC	1,325,138	839,145
39,010	METRO AG ORD NPV	1,892,135	1,242,593
298,002	METROPOLITAN BANK & TRUST CO	507,273	569,419
878	METTLER-TOLEDO INTERNATIONAL I	212,994	171,436
45,581	MFA FINANCIAL INC	321,802	372,764
10,079	MGM RESORTS INTERNATIONAL	237,058	117,320
13,649	MICHAEL KORS HOLDINGS LTD	1,108,162	951,002
11,750	MICHELIN CIE GLE DES ETABL	1,250,748	1,109,015
5,396	MICROCHIP TECHNOLOGY INC	241,471	175,990
28,950	MICRON TECHNOLOGY INC	629,663	220,276
2,264	MICROS SYSTEMS INC	129,886	96,084
17,424	MICROSEMI CORP	434,729	385,135
592,381	MICROSOFT CORP	22,160,973	16,149,070
4,694	MID-AMERICA APARTMENT COMMUNIT	285,114	289,397
954,000	MIE HOLDINGS CORP	201,781	232,951
3,700	MINERALS TECHNOLOGIES INC	222,259	147,704
6,270	MIRAE ASSET SECURITIES CO	228,140	208,497
14,705	MITCHAM INDUSTRIES INC	260,426	212,921
204,300	MITSUBISHI CORP NPV	3,920,585	3,905,876
42,370	MITSUBISHI ESTATE CO LTD	1,267,815	1,004,061
165,000	MITSUBISHI HEAVY IND NPV	1,021,978	791,939
203,600	MITSUBISHI UFJ FINANCIAL GROUP	1,344,355	1,085,521
44,000	MITSUI FUDOSAN CO Y50	1,584,511	1,063,552
8,400	MOBILE MINI INC	345,912	294,253
1,570	MOHAWK INDUSTRIES INC	233,773	142,038

3,555	MOLSON COORS BREWING CO	199,613	153,784
49,511	MONDELEZ INTERNATIONAL INC	1,747,738	1,293,198
9,827	MONRO MUFFLER BRAKE INC	553,850	342,962
80,842	MONSANTO CO	9,422,135	7,935,854
3,721	MONSTER BEVERAGE CORP	252,172	198,805
5,427	MOODY'S CORP	425,857	275,644
10,042	MOOG INC	682,253	414,822
107,948	MORGAN STANLEY	3,385,249	2,077,825
610	MORNINGSTAR INC	47,635	40,693
8,153	MOSAIC CO/THE	385,392	464,916
6,780	MOTOROLA SOLUTIONS INC	457,650	380,261
3,860	MRC GLOBAL INC	124,524	106,686
18,449	MSC INDUSTRIAL DIRECT CO	1,491,971	1,396,041
3,358	MSCI INC	146,812	104,064
21,300	MULLEN GROUP LTD	569,136	447,093
8,984	MULTI-FINELINE ELECTRONIX INC	124,788	169,354
5,359	MURPHY OIL CORP	347,692	281,757
1,339	MURPHY USA INC	55,649	40,281
3,822	MWI VETERINARY SUPPLY INC	649,610	477,810
3,300	MYERS INDUSTRIES INC	69,696	49,995
10,569	MYLAN INC/PA	458,695	290,119
2,033	MYRIAD GENETICS INC	42,652	55,399
8,229	NABORS INDUSTRIES LTD SHS	139,811	122,673
3,397	NASDAQ OMX GROUP INC/THE	135,201	84,891
51,400	NASPERS LTD	5,378,677	4,269,547
1,836	NATIONAL FUEL GAS CO	131,090	93,067
80,096	NATIONAL GRID PLC NEW ORD	1,045,353	915,278
2,726	NATIONAL INSTRUMENTS CORP	87,287	70,358
70,375	NATIONAL OILWELL VARCO INC	5,596,924	4,974,967
2,831	NATIONAL RETAIL PROPERTIES INC	85,864	88,327
332	NATIONSTAR MORTGAGE HOLDINGS I	12,271	12,430
30,750	NATURA COSMETICOS COM NPV	539,208	570,243
4,890	NATURAL GAS SERVICES GROUP INC	134,817	80,907
2,990	NATURAL GROCERS BY VITAMIN	126,926	57,246
7,286	NATUS MEDICAL INC	163,935	85,246
16,752	NAVIGANT CONSULTING INC	321,638	186,952
1,665	NAVISTAR INTERNATIONAL CORP	63,586	40,438
4,775	NCR CORP	162,637	129,573
10,730	NEENAH PAPER INC	458,922	309,534
57,906	NESTLE SA	4,251,714	3,797,821
1,295	NESTLE SA	95,084	84,320
10,014	NETAPP INC	411,976	335,877
3,133	NETFLIX INC	1,153,477	351,770
8,302	NETGEAR INC	273,468	317,173
4,008	NETSUITE INC	412,904	273,047
1,727	NEUSTAR INC	86,108	72,413
12,279	NEW YORK COMMUNITY BANCORP INC	206,901	162,162
8,777	NEWCREST MINING LTD ORD NPV	61,248	202,110
8,069	NEWELL RUBBERMAID INC	261,516	183,360
3,628	NEWFIELD EXPLORATION CO	89,358	95,381
312	NEWMARKET CORP	104,255	83,213
33,578	NEWMONT MINING CORP	773,301	1,550,241
97,715	NEWS CORP	1,760,824	1,403,794
9,695	NEWSTAR FINANCIAL INC	172,280	135,580
18,961	NEXTERA ENERGY INC	1,623,441	1,329,026
5,849	NIELSEN HOLDINGS NV	268,411	187,814
58,374	NIKE INC	4,590,531	3,113,299
55,000	NIKON CORP NPV	1,051,282	1,262,507
8,585	NISOURCE INC	282,275	219,706
150,469	NISSAN MOTOR CO Y50	1,265,540	1,453,629
10,590	NISSIN KOGYO JPY50	224,485	162,527
32,320	NOBEL BIOCARE AG CHF0.40(BR)	505,142	292,957
23,560	NOBLE CORP PLC	882,793	739,728
21,761	NOBLE ENERGY INC	1,482,142	1,243,251
58,200	NOMURA HOLDING NPV	447,969	338,572
1,961	NORDSON CORP	145,702	126,032
4,136	NORDSTROM INC	255,605	222,800
8,644	NORFOLK SOUTHERN CORP	802,423	548,185
8,643	NORTHEAST UTILITIES	366,377	343,751
14,887	NORTHERN OIL AND GAS INC	224,347	250,399
6,637	NORTHERN TRUST CORP	410,764	340,614
6,477	NORTHROP GRUMMAN CORP	742,329	440,482
567	NORWEGIAN CRUISE LINE HOLDINGS	20,111	16,808
29,202	NOVARTIS AG CHF0.50 (REGD)	2,337,867	1,925,206
13,959	NOVO-NORDISK AS DKK1	2,562,798	2,257,015
8,928	NRG ENERGY INC	256,412	209,889
1,707	NU SKIN ENTERPRISES INC	235,942	93,729
6,788	NUANCE COMMUNICATIONS INC	103,178	150,797
8,738	NUCOR CORP	466,434	379,201
16,203	NVIDIA CORP	259,572	202,302
139	NVR INC	142,615	127,880
2,814	OASIS PETROLEUM INC	132,174	121,697
71,675	OCCIDENTAL PETROLEUM CORP	6,816,293	5,543,927
3,163	OCEANEERING INTERNATIONAL INC	249,497	177,979
2,824	OCWEN FINANCIAL CORP	156,591	118,171
5,494	OGE ENERGY CORP	186,247	161,004
1,432	OIL STATES INTERNATIONAL INC	145,663	102,445
9,479	OLD DOMINION FREIGHT LINE INC	502,577	339,917
11,272	OLD NATIONAL BANCORP/IN	173,251	134,179
6,704	OLD REPUBLIC INTERNATIONAL COR	115,778	71,398

7,779	OM GROUP INC	283,233	186,069
10,574	OMEGA HEALTHCARE INVESTORS INC	315,105	304,773
11,063	OMNICARE INC	667,763	485,423
7,114	OMNICOM GROUP INC	529,068	362,428
10,863	ON SEMICONDUCTOR CORP	89,511	78,345
5,753	ONEOK INC	357,722	249,440
16,800	ONO PHARMACEUTICAL CO Y50	1,472,128	1,310,522
4,200	OPENTABLE INC	333,354	339,091
179,687	ORACLE CORP	6,874,825	5,986,612
315,219	ORANGE SA	3,909,204	3,465,561
7,110	O'REILLY AUTOMOTIVE INC	915,128	635,776
10,440	ORIFLAME COSMETICS SDR EACH	321,038	335,138
9,407	ORTHOFIX INTERNATIONAL NV	214,668	312,883
2,845	OSHKOSH CORP	143,331	84,354
7,168	OWENS & MINOR INC	262,062	205,225
3,430	OWENS CORNING	139,670	128,305
4,664	OWENS-ILLINOIS INC	166,878	104,544
2,751	OXFORD INDUSTRIES INC	221,923	137,455
34,765	PACCAR INC	2,057,045	1,613,325
3,700	PACIRA PHARMACEUTICALS INC	212,713	169,662
2,618	PACKAGING CORP OF AMERICA	165,667	100,714
12,148	PACWEST BANCORP	512,889	334,093
15,521	PADDY POWER ORD EURO.10	1,326,004	1,275,812
3,220	PALL CORP	274,827	197,316
1,017	PALO ALTO NETWORKS INC	58,447	43,891
3,530	PANALPINA WELTTRANSPORT (HLDG)	593,394	358,071
454,800	PANASONIC CORP	5,296,372	2,794,049
38,890	PANDORA MEDIA INC	1,034,474	777,257
798	PANERA BREAD CO	140,999	130,337
9,800	PANTRY INC/THE	164,444	118,874
4,165	PARKER HANNIFIN CORP	535,786	356,846
1,604	PARTNERRE HLDGS LTD BERMUDA	169,110	129,106
2,399	PATTERSON COS INC	98,839	82,118
3,851	PATTERSON-UTI ENERGY INC	97,507	71,744
8,951	PAYCHEX INC	407,539	284,246
480	PBF ENERGY INC	15,101	17,839
7,635	PEABODY ENERGY CORP	149,112	196,677
56,902	PEARSON ORD GBP0.25	1,263,811	1,112,831
9,400	PEBBLEBROOK HOTEL TRUST	289,144	224,195
1,743	PENN NATIONAL GAMING INC	24,977	19,636
5,808	PENTAIR LTD	451,107	288,673
8,607	PEOPLE'S UNITED FINANCIAL INC	130,138	104,059
17,800	PEP BOYS-MANNY MOE & JACK	216,092	174,974
6,353	PEPCO HOLDINGS INC	121,533	124,582
42,602	PEPSICO INC	3,533,410	2,970,633
2,734	PERKINELMER INC	112,723	86,777
8,740	PERRIGO CO PLC	1,341,216	1,359,482
78,454	PERSIMMON ORD 10P	1,609,950	1,020,216
195,000	PETROFAC LTD ORD SHS 0.02 USD	3,953,138	4,269,849
62,838	PETROLEO BRASILEIRO SA	923,090	1,153,002
2,726	PETSMART INC	198,317	186,295
346,319	PFIZER INC	10,607,751	8,794,377
12,453	PG&E CORP	501,607	509,778
1,686	PHARMACYCLICS INC	178,345	152,006
153,007	PHILIP MORRIS INTERNATIONAL IN	13,331,500	13,074,961
34,154	PHILLIPS 66	2,634,298	1,829,933
4,506	PIEDMONT OFFICE REALTY TRUST I	74,439	81,333
9,108	PINNACLE ENTERTAINMENT INC	236,717	222,074
655	PINNACLE FOODS INC	17,986	15,816
3,057	PINNACLE WEST CAPITAL CORP	161,776	159,478
3,839	PIONEER NATURAL RESOURCES CO	706,645	441,731
10,981	PIPER JAFFRAY COS	434,299	349,903
46,571	PITNEY BOWES INC	1,085,104	665,704
16,392	PLANTRONICS INC	761,408	645,250
2,715	PLATINUM UNDERWRITERS HLDGS	166,375	124,890
10,955	PLEXUS CORP	474,242	290,341
5,105	PLUM CREEK TIMBER CO INC	237,434	232,300
62,572	PNC FINANCIAL SERVICES GROUP I	4,854,336	3,823,384
1,811	POLARIS INDUSTRIES INC	263,754	153,788
5,063	POLYCOM INC	56,857	55,176
12,081	POLYPORE INTERNATIONAL INC	469,951	560,062
2,515	POPULAR INC	72,256	52,287
112,370	PORTUGAL TELECOM SGPS SA	489,295	593,822
2,831	POSCO	875,844	922,886
14,463	POST PROPERTIES INC	654,161	712,041
10,487	POWER INTEGRATIONS INC	585,384	352,468
3,864	PPG INDUSTRIES INC	732,846	525,065
17,132	PPL CORP	515,502	498,031
249,600	PRADA SPA	2,221,170	2,435,397
13,579	PRAXAIR INC	1,765,677	1,496,198
3,982	PRECISION CASTPARTS CORP	1,072,353	753,746
803	PREMIER INC	29,518	30,711
390,400	PREUKSA REAL ESTATE CO	216,229	269,285
8,073	PRINCIPAL FINANCIAL GROUP INC	398,080	235,319
13,100	PRIVATEBANCORP INC	378,983	243,369
1,761	PROASSURANCE CORP	85,373	77,282
75,629	PROCTER & GAMBLE CO/THE	6,156,957	5,234,115
8,629	PROGRESS SOFTWARE CORP	222,887	181,123
123,480	PROGRESSIVE CORP/THE	3,367,300	2,629,110
60,518	PROLOGIS INC	2,236,140	2,224,382

14,200	PROOFPOINT INC	471,014	297,791
4,582	PROSPERITY BANCSHARES INC	290,453	192,444
2,329	PROTECTIVE LIFE CORP	117,987	71,753
6,090	PROTO LABS INC	433,486	252,094
6,500	PROVIDENCE SERVICE CORP/THE	167,180	183,522
12,801	PRUDENTIAL FINANCIAL INC	1,180,508	687,394
114,768	PRUDENTIAL PLC GBP0.05	2,547,132	1,614,637
10,416	PTC INC	368,622	234,464
13,908	PUBLIC SERVICE ENTERPRISE GROU	445,612	433,123
12,556	PUBLIC STORAGE	1,889,929	1,827,506
11,379	PULTEGROUP INC	231,790	208,170
2,800	PUMA BIOTECHNOLOGY INC	289,884	220,668
2,162	PVH CORP	294,075	240,133
5,004	QEP RESOURCES INC	153,373	152,592
6,622	QIAGEN N V	157,670	124,197
4,548	QIHOO 360 TECHNOLOGY CO LTD	373,163	347,875
106,532	QUALCOMM INC	7,910,001	6,681,699
5,857	QUANTA SERVICES INC	184,847	160,363
4,398	QUEST DIAGNOSTICS INC/DE	235,469	257,227
5,035	QUESTAR CORP	115,755	104,561
7,334	QUINTILES TRANSNATIONAL HOLDIN	339,858	310,195
3,213	RACKSPACE HOSTING INC	125,725	226,765
178,500	RAIA DROGASIL SA	1,118,249	1,248,142
1,705	RALPH LAUREN CORP	301,052	260,477
25,200	RAMCO-GERSHENSON PROPERTIES TR	396,648	376,687
4,475	RANGE RESOURCES CORP	377,287	291,889
2,000	RATIONAL AG NPV	664,447	574,822
3,446	RAYMOND JAMES FINANCIAL INC	179,847	135,505
3,410	RAYONIER INC	143,561	180,211
26,897	RAYTHEON CO	2,439,558	1,549,058
3,190	REALOGY HOLDINGS CORP	157,809	141,828
24,956	REALPAGE INC	583,471	538,301
12,538	REALTY INCOME CORP	468,044	557,906
25,136	RECKITT BENCKISER GROUP PLC	1,995,398	1,781,775
5,345	RED HAT INC	299,534	280,994
3,000	RED ROBIN GOURMET BURGERS INC	220,620	204,277
2,529	REGAL ENTERTAINMENT GROUP	49,189	35,280
4,738	REGAL-BELOIT CORP	349,285	328,213
13,132	REGENCY CENTERS CORP	608,012	628,391
11,229	REGENERON PHARMACEUTICALS INC	3,090,670	2,808,877
39,028	REGIONS FINANCIAL CORP	385,987	283,767
5,463	REINSURANCE GROUP OF AMERICA I	422,891	292,380
2,112	RELIANCE STEEL & ALUMINUM CO	160,174	133,863
1,375	RENAISSANCE RE HOLDINGS LTD	133,843	113,239
55,286	REPSOL SA	37,786	37,055
55,286	REPSOL SA	1,395,642	1,120,560
7,556	REPUBLIC SERVICES INC	250,859	224,302
3,642	RESMED INC	171,465	151,929
19,294	RESOURCES CONNECTION INC	276,483	230,177
6,803	RETAIL PROPERTIES OF AMERICA I	86,534	92,574
18,982	REXFORD INDUSTRIAL REALTY INC	250,562	262,409
8,671	REYNOLDS AMERICAN INC	433,463	363,385
68,441	RF MICRO DEVICES INC	353,156	323,351
84,706	RIO TINTO PLC	4,783,335	4,630,172
23,141	RIVERBED TECHNOLOGY INC	418,389	407,750
3,699	ROBERT HALF INTERNATIONAL INC	155,321	120,225
22,557	ROCHE HLDG AG GENUSSSCHEINE NPV	6,320,576	5,125,759
1,947	ROCK TENN CO	204,454	136,115
10,139	ROCKWELL AUTOMATION INC	1,198,024	880,727
3,958	ROCKWELL COLLINS INC	292,575	232,898
4,941	ROCKWOOD HOLDINGS INC	355,357	315,491
1,378	ROLLINS INC	41,740	30,371
2,689	ROPER INDUSTRIES INC	372,911	303,444
6,245	ROSS STORES INC	467,938	343,496
2,354	ROVI CORP	46,350	36,322
3,564	ROWAN COS PLC	126,023	111,446
647,836	ROYAL BANK OF SCOT ORD GBP1	3,627,740	3,417,171
4,296	ROYAL CARIBBEAN CRUISES LTD	203,716	146,064
17,405	ROYAL DUTCH SHELL PLC	621,285	596,042
1,567	ROYAL GOLD INC	72,192	127,491
74,700	ROYAL IMTECH NV EUR0.8	219,659	453,622
1,777	RPC INC	31,719	21,750
3,415	RPM INTERNATIONAL INC DELAWARE	141,757	100,264
4,835	RR DONNELLEY & SONS CO	98,054	43,467
32,667	RUBY TUESDAY INC	226,382	247,792
13,094	RUDOLPH TECHNOLOGIES INC	153,724	168,879
5,416	RYDER SYSTEM INC	399,592	272,362
13,200	RYLAND GROUP INC	573,012	486,676
6,900	S&T BANCORP INC	174,639	124,683
37,868	SABMILLER PLC	1,944,912	1,879,110
6,103	SAFEWAY INC	198,775	110,403
95,860	SALESFORCE.COM INC	5,290,513	4,027,780
1,733	SALIX PHARMACEUTICALS LTD	155,866	85,683
4,367	SALLY BEAUTY HOLDINGS INC	132,014	108,735
3,473	SAMSUNG ELECTRONICS CO LTD	4,515,048	4,937,443
3,983	SANDERSON FARMS INC	288,090	223,473
54,508	SANDISK CORP	3,844,994	2,380,855
11,619	SANDRIDGE ENERGY INC	70,527	73,781
24,375	SANGAMO BIOSCIENCES INC	338,569	166,349
15,970	SANOFI	1,697,092	1,503,106

30,920	SAP AG ORD NPV	2,654,793	2,474,023
3,363	SBA COMMUNICATIONS CORP	302,132	240,568
3,977	SCANA CORP	186,641	185,034
5,825	SCANSOURCE INC	247,155	182,152
9,140	SCHIBSTED ASA	604,427	386,770
88,865	SCHLUMBERGER LTD	8,007,625	6,269,345
14,591	SCHNEIDER ELECTRIC SA	1,274,699	1,097,296
8,730	SCHNITZER STEEL INDUSTRIES INC	285,209	264,091
1,146	SCIENCE APPLICATIONS INTERNATI	37,898	50,862
12,832	SCIQUEST INC	365,455	208,496
1,042	SCOTTS MIRACLE-GRO CO/THE	64,833	45,900
3,067	SCRIPPS NETWORKS INTERACTIVE I	265,019	189,228
7,335	SEACHANGE INTERNATIONAL INC	89,194	79,291
24,972	SEADRILL LTD	1,025,600	1,006,713
5,337	SEALED AIR CORP	181,725	104,894
925	SEARS HOLDINGS CORP	45,362	38,258
23,198	SEATTLE GENETICS INC	925,368	592,530
597	SEAWORLD ENTERTAINMENT INC	17,176	20,951
4,345	SEI INVESTMENTS CO	150,902	113,930
6,619	SEMPRA ENERGY	594,121	476,940
30,585	SENIOR HOUSING PROPERTIES TRUS	679,905	753,110
6,968	SENSIENT TECHNOLOGIES CORP	338,087	248,619
12,400	SERIA CO LTD	499,044	196,170
5,978	SERVICE CORP INTERNATIONAL/US	108,381	82,556
2,079	SERVICENOW INC	116,445	85,290
27,080	SERVICESOURCE INTERNATIONAL LL	226,930	163,983
111,400	SEVEN & I HLDG CO LTD NPV	4,430,351	3,264,816
10,400	SFX ENTERTAINMENT INC	124,800	132,798
2,056	SGS SA CHF1(REGD)	4,743,815	4,650,035
1,570,000	SHANGHAI ELECTRIC GROUP CO LTD	571,001	670,468
326,000	SHANGHAI PHARMACEUTICALS	797,998	634,003
2,393	SHERWIN-WILLIAMS CO/THE	439,116	372,106
33,200	SHINKO PLANTECH CO LTD NPV	258,070	261,868
19,541	SHUTTERFLY INC	995,223	818,584
2,800	SHUTTERSTOCK INC	234,164	179,546
18,128	SIEMENS AG NPV REGD	2,480,212	1,964,576
3,349	SIGMA-ALDRICH CORP	314,839	247,605
3,462	SIGNATURE BANK/NEW YORK NY	371,888	314,372
2,383	SIGNET JEWELERS LTD	187,542	134,813
1,312	SILGAN HOLDINGS INC	63,002	58,062
7,531	SILICON LABORATORIES INC	326,168	314,788
29,693	SILVER WHEATON CORP	599,449	710,087
32,463	SIMON PROPERTY GROUP INC	4,939,570	5,138,862
158,030	SIMPLO TECHNOLOGY TWD10	699,916	762,917
1,401,990	SINGAPORE TELECOMMUNICATIONS	4,064,061	3,787,611
87,945	SIRIUS XM HOLDINGS INC	306,928	256,387
1,407	SIRONA DENTAL SYSTEMS INC	98,771	90,695
2,021	SIX FLAGS ENTERTAINMENT CORP	74,413	69,997
5,377	SKYWORKS SOLUTIONS INC	153,567	111,444
14,592	SL GREEN REALTY CORP	1,348,009	1,146,163
105,388	SLM CORP	2,769,597	1,853,183
1,823	SM ENERGY CO	151,510	98,548
1,525	SNAP-ON INC	167,018	120,460
20,400	SOFTBANK CORPORATION NPV	1,785,643	998,565
335	SOLARCITY CORP	19,035	12,652
1,808	SOLARWINDS INC	68,397	94,830
1,885	SOLERA HOLDINGS INC	133,383	100,791
2,402	SONOCO PRODUCTS CO	100,211	73,101
74,672	SONUS NETWORKS INC	235,217	242,170
5,505	SOUTH JERSEY INDUSTRIES INC	308,060	277,922
23,758	SOUTHERN CO	976,691	1,028,946
4,129	SOUTHERN COPPER CORP	118,544	156,324
19,034	SOUTHWEST AIRLINES CO	358,601	194,908
13,296	SOUTHWEST BANCORP INC/	211,672	151,391
41,232	SOUTHWESTERN ENERGY CO	1,621,655	1,518,020
12,800	SPARTAN STORES INC	310,784	209,726
9,700	SPDR GOLD SHARES	1,126,364	1,452,478
51,757	SPECTRA ENERGY CORP	1,843,584	1,429,878
3,007	SPIRIT AEROSYSTEMS HOLDINGS IN	102,479	51,029
57,086	SPIRIT RLTY CAP INC NEW	561,155	564,655
2,797	SPLUNK INC	192,070	126,306
674,000	SPRINGLAND INTL HOLDINGS LTD	346,833	373,053
24,032	SPRINT CORP	258,344	688,102
501	SPROUTS FARMERS MARKET INC	19,253	22,234
1,135	SPX CORP	113,057	79,620
16,900	SQUARE ENIX HOLDINGS CO LTD	295,857	214,551
2,290	ST JOE CO/THE	43,945	52,853
7,915	ST JUDE MEDICAL INC	490,334	286,048
32,880	STAG INDUSTRIAL INC	670,423	611,019
5,551	STANCORP FINANCIAL GROUP INC	367,754	204,287
77,252	STANDARD CHARTERED ORD USD0.50	1,740,101	1,951,202
7,785	STANDEX INTERNATIONAL CORP	489,521	399,293
34,351	STANLEY BLACK & DECKER INC	2,771,782	2,540,943
8,436	STANTEC INC	523,032	338,284
19,105	STAPLES INC	303,578	222,442
20,447	STARBUCKS CORP	1,602,840	1,107,351
8,155	STARWOOD HOTELS & RESORTS WORL	647,915	491,057
5,655	STARWOOD PROPERTY TRUST INC	156,644	141,588
2,816	STARZ	82,340	8,501
62,523	STATE STREET CORP	4,588,563	2,954,176

5,237	STEEL DYNAMICS INC	102,331	73,563
20,600	STEELCASE INC	326,716	262,444
11,840	STEINER LEISURE LTD	582,410	572,085
259	STEPAN CO	16,998	14,385
2,359	STERICYCLE INC	274,045	224,530
5,500	STERIS CORP	264,275	191,015
9,295	STERLING FINANCIAL CORP/WA	316,774	195,287
5,848	STIFEL FINANCIAL CORP	280,236	187,473
947	STRATASYS LTD	127,561	86,051
42,000	STRATEGIC HOTELS & RESORTS INC	396,900	306,035
9,013	STRYKER CORP	677,237	511,736
137,100	SUMITOMO MITSUI GR NPV	7,069,901	4,946,824
165,000	SUMITOMO MITSUI TRUST HOLDINGS	869,702	580,437
33,000	SUMITOMO REALTY & DEV CO NPV	1,642,072	1,086,578
40,700	SUMITOMO RUBBER INDUSTRIES Y50	578,524	487,186
32,471	SUMMIT HOTEL PROPERTIES INC	292,239	308,413
7,600	SUN COMMUNITIES INC	324,064	350,180
9,240	SUNPOWER CORP	275,444	284,257
32,800	SUNSTONE HOTEL INVESTORS INC	439,520	393,021
33,600	SUNTORY BEVERAGE & FOOD LTD	1,072,527	1,067,487
14,819	SUNTRUST BANKS INC	545,487	421,313
4,471	SUPERIOR ENERGY SERVICES INC	118,973	98,155
21,902	SUSQUEHANNA BANCSHARES INC	281,222	230,290
1,267	SVB FINANCIAL GROUP	132,858	75,786
1,041	SWIFT ENERGY CO	14,054	14,031
327,000	SWIRE PACIFIC A HKD0.60	3,833,539	4,022,067
15,250	SWISS RE LTD	1,406,940	1,097,913
2,676	SY BANCORP INC	85,418	59,996
11,417	SYKES ENTERPRISES INC	249,005	173,767
19,123	SYMANTEC CORP	450,920	368,496
4,100	SYNOPSYS INC	166,337	130,524
23,817	SYNOVUS FINANCIAL CORP	85,741	58,352
9,449	SYNTEL INC	859,387	531,092
16,084	SYSCO CORP	580,632	513,875
7,008	T ROWE PRICE GROUP INC	587,060	465,229
68,100	T&D HOLDINGS INC NPV	951,800	837,253
185	TABLEAU SOFTWARE INC	12,752	10,251
1,736	TAHOE RESOURCES INC	28,887	31,804
124,770	TAIWAN SEMICONDUCTOR MANUFACTU	2,175,989	2,141,053
96,620	TALISMAN ENERGY INC	1,123,065	1,078,631
8,216	TANDEM DIABETES CARE INC	211,726	123,240
5,982	TANGER FACTORY OUTLET CENTERS	191,544	204,602
25,272	TANGOE INC	455,149	328,099
94,072	TARGET CORP	5,951,935	5,789,824
12,724	TASER INTERNATIONAL INC	202,057	207,754
10,569	TAUBMAN CENTERS INC	675,570	779,163
622	TAYLOR MORRISON HOME CORP	13,964	15,162
26,987	TCF FINANCIAL CORP	438,539	327,892
13,395	TCP CAPITAL CORP	224,768	214,320
6,537	TD AMERITRADE HOLDING CORP	200,294	114,428
5,848	TECH DATA CORP	301,757	266,690
4,399	TECHNE CORP	416,453	300,628
343,500	TECHTRONIC INDUSTR ORD HKD0.1	974,625	636,402
6,298	TECNICAS REUNIDAS ORD EUR0.10	342,664	291,321
6,013	TECO ENERGY INC	103,664	100,778
708	TEEKAY CORPORATION COM	33,991	22,727
1,018	TELEFLEX INC	95,549	72,594
83,924	TELEFONICA SA EUR1	1,368,636	1,153,083
3,108,819	TELEKOMUNIKASI IND SER'B'IDR50	549,214	583,655
50,100	TELENOR ASA	1,194,106	1,010,057
2,535	TELEPHONE & DATA SYS INC	65,352	56,793
1,415	TEMPUR SEALY INTERNATIONAL INC	76,353	44,558
2,798	TENET HEALTHCARE CORP	117,852	95,785
4,673	TERADATA CORP	212,575	285,260
5,368	TERADYNE INC	94,584	89,147
7,196	TEREX CORP	302,160	250,184
2,900	TESARO INC	81,896	111,830
187,700	TESCO ORD 5P	1,039,421	1,047,286
2,260	TESLA MOTORS INC	339,970	112,418
3,774	TESORO CORP	220,779	166,245
27,982	TETRA TECH INC	782,936	740,985
141,367	TEVA PHARMACEUTICAL INDUSTRIES	5,665,989	5,414,481
174,581	TEXAS INSTRUMENTS INC	7,665,852	5,494,855
25,367	TEXTRON INC	932,491	686,814
2,683	TFS FINANCIAL CORP	32,505	25,810
6,701	THE PRICELINE GROUP INC/THE	7,789,242	4,937,153
2,050	THERAVANCE INC	73,083	76,522
9,825	THERMO FISHER SCIENTIFIC INC	1,094,014	639,761
10,249	THOMSON REUTERS CORP	387,617	302,337
1,437	THOR INDUSTRIES INC	79,366	53,787
4,446	TIBCO SOFTWARE INC	99,946	97,276
7,526	TIDEWATER INC	446,066	336,262
3,131	TIFFANY & CO	290,494	185,829
7,953	TIME WARNER CABLE INC	1,077,632	771,498
25,535	TIME WARNER INC	1,780,300	1,251,027
2,437	TIMKEN CO	134,206	116,562
347,000	TITAN INDUSTRIES LTD	1,283,900	1,212,951
56,847	TJX COS INC	3,622,859	2,529,752
4,882	T-MOBILE US INC	164,230	96,415
163,260	TNT EXPRESS NV	1,518,058	1,238,371

11,400	TOKAI RIKA DENKI Y50	226,905	157,160
4,435	TOLL BROTHERS INC	164,095	145,851
1,500	TOMPKINS FINANCIAL CORP	77,085	59,460
68,020	TOMRA SYSTEMS ASA NOK1	633,464	614,169
51,000	TORAY INDUSTRIES INC Y50	353,247	310,843
2,618	TORCHMARK CORP	204,597	138,243
1,668	TORO CO/THE	106,085	73,881
28,930	TOTAL SA EUR2.5	1,775,148	1,477,466
4,594	TOTAL SYSTEM SERVICES INC	152,888	101,910
1,838	TOWERS WATSON & CO	234,547	118,995
88,050	TOYOTA MOTOR CORP NPV	5,378,250	4,325,069
4,012	TRACTOR SUPPLY CO	311,251	182,727
7,838	TRANSDIGM GROUP INC	1,262,075	1,143,106
10,323	TRAVELERS COS INC/THE	934,644	757,451
31,900	TREND MICRO INC JPY50	1,116,902	917,120
26,000	TRICAN WELL SERVICE LTD	317,628	342,593
3,435	TRIMAS CORP	137,022	124,002
6,966	TRIMBLE NAVIGATION LTD	241,720	207,476
2,024	TRINITY INDUSTRIES INC	110,348	72,500
3,250	TRIPADVISOR INC	269,198	162,956
117,000	TRIPOD TECHNOLOGY TWD10	209,633	278,705
9,807	TRISTATE CAPITAL HOLDINGS INC	116,311	114,656
2,556	TRIUMPH GROUP INC	194,435	166,907
4,207	TRULIA INC	148,381	145,607
3,051	TRW AUTOMOTIVE HOLDINGS CORP	226,964	166,921
1,509	TUPPERWARE BRANDS CORP	142,646	96,727
3,921	TW TELECOM INC	119,473	99,868
139,403	TWENTY FIRST CENTURY FOX INC	4,902,804	3,166,549
7,787	TWITTER INC	495,643	270,370
9,551	TWO HARBORS INVESTMENT CORP	88,633	94,994
112,800	TYCO INTERNATIONAL LTD SHS	4,629,312	3,855,573
7,819	TYSON FOODS INC	261,624	158,313
27,930	UBM PLC	303,459	326,882
226,411	UBS AG CHF0.1 (POST	4,307,499	3,668,768
27,900	UCB S A NPV	2,081,402	1,647,643
49,832	UDR INC	1,163,577	1,190,298
2,933	UGI CORP	121,602	95,938
1,809	ULTA SALON COSMETICS & FRAGRAN	174,605	184,623
9,096	ULTIMATE SOFTWARE GROUP INC	1,393,689	858,753
4,297	ULTRA PETROLEUM CORP	93,030	77,905
11,703	UMPQUA HOLDINGS CORP	223,995	138,422
2,463	UNDER ARMOUR INC	215,020	132,845
352,871	UNICREDIT SPA	2,615,964	1,808,296
3,617	UNIFIRST CORP/MA	387,019	266,737
190,097	UNILEVER NV CVA EUR0.16	7,668,415	7,277,554
29,545	UNILEVER PLC ORD GBP0.031111	1,214,540	1,136,281
2,266	UNION FIRST MARKET BANKSHARES	56,219	44,127
20,560	UNION PACIFIC CORP	3,454,080	2,729,722
10,200	UNIPRES CORP JPY50	191,374	221,395
237,973	UNI-PRESIDENT ENTERPRISES CORP	428,780	412,066
59,440	UNIQA INSURANCE GROUP AG	760,000	686,843
1,024	UNIT CORP	52,859	46,131
9,997	UNITED CONTINENTAL HOLDINGS IN	378,187	252,536
9,000	UNITED NATURAL FOODS INC	678,510	479,574
20,080	UNITED PARCEL SERVICE INC	2,110,006	1,511,077
2,575	UNITED RENTALS INC	200,721	117,214
704	UNITED STATES CELLULAR CORP	29,441	24,809
4,243	UNITED STATES STEEL CORP	125,169	104,168
16,016	UNITED STATIONERS INC	734,974	496,336
25,452	UNITED TECHNOLOGIES CORP	2,896,438	2,133,116
1,426	UNITED THERAPEUTICS CORP	161,252	76,177
133,239	UNITEDHEALTH GROUP INC	10,032,897	7,571,861
10,404	UNIVERSAL FOREST PRODUCTS INC	542,465	398,735
2,506	UNIVERSAL HEALTH SERVICES INC	203,638	128,352
3,800	UNS ENERGY CORP	227,430	161,196
7,031	UNUM GROUP	246,647	146,385
2,988	URBAN OUTFITTERS INC	110,855	117,608
23,598	URS CORP	1,250,458	926,457
50,609	US BANCORP	2,044,604	1,628,184
24,110	USG PEOPLE NV	321,858	192,087
7,581	VALASSIS COMMUNICATIONS INC	259,649	195,438
15,168	VALERO ENERGY CORP	764,467	476,238
2,929	VALIDUS HOLDINGS LTD COM SHS	118,009	103,115
7,360	VALLEY NATIONAL BANCORP	74,483	71,133
665	VALMONT INDUSTRIES INC	99,165	90,806
2,608	VALSPAR CORP/THE	185,924	162,700
361,100	VALUE PARTNERS GROUP LTD	279,426	221,089
3,987	VANTIV INC	130,016	103,602
3,032	VARIAN MEDICAL SYSTEMS INC	235,556	212,274
2,547	VCA ANTECH INC	79,874	54,464
13,963	VECTREN CORP	495,687	410,512
251,590	VECTURA GROUP PLC	583,374	343,526
413	VEEVA SYSTEMS INC	13,257	13,115
24,325	VENTAS INC	1,393,336	1,581,679
2,451	VERIFONE SYSTEMS INC	65,736	72,746
3,700	VERINT SYSTEMS INC	158,878	150,970
3,979	VERISIGN INC	237,865	158,445
4,075	VERISK ANALYTICS INC	267,809	211,994
141,744	VERIZON COMMUNICATIONS INC	6,965,300	6,303,460
21,810	VERTEX PHARMACEUTICALS INC	1,620,483	938,213

9,656	VF CORP	601,955	370,706
32,788	VIACOM INC	2,863,704	1,744,922
6,892	VIAD CORP	191,460	187,187
4,744	VIASAT INC	297,212	288,239
4,300	VINCE HOLDING CORP	131,881	118,778
75,412	VISA INC	16,792,744	11,529,511
3,251	VISHAY INTERTECHNOLOGY INC	43,108	34,558
10,763	VISTAPRINT NV	611,877	353,590
1,315	VISTEON CORP/NEW	107,685	70,773
23,881	VIVENDI SA EUR5.5	630,330	533,666
2,466	VMWARE INC	221,225	226,946
1,579,545	VODAFONE GROUP	6,200,208	3,973,211
64,500	VODAFONE GROUP PLC	2,535,495	1,734,132
13,200	VONTOBEL HLDGS AG ZURICH CHF1	548,423	406,664
21,901	VORNADO REALTY TRUST	1,944,590	1,778,661
54,200	VTECH HOLDINGS LTD	703,910	607,469
3,615	VULCAN MATERIALS CO	214,803	187,576
1,644	W P CAREY INC	100,859	108,135
1,601	WABCO HOLDINGS INC	149,549	104,369
2,672	WABTEC CORP/DE	198,449	116,953
10,186	WADDELL & REED FINANCIAL INC	663,312	354,677
5,600	WAGEWORKS INC	332,864	280,469
87,353	WALGREEN CO	5,017,556	3,327,379
221,600	WAL-MART DE MEXICO SAB DE CV	579,669	576,840
75,116	WAL-MART STORES INC	5,910,878	5,336,591
68,669	WALT DISNEY CO/THE	5,246,312	3,486,580
12,066	WASHINGTON FEDERAL INC	281,017	205,002
20,506	WASTE CONNECTIONS INC	894,677	694,828
12,723	WASTE MANAGEMENT INC	570,881	436,541
2,467	WATERS CORP	246,700	217,117
13,700	WEBMD HEALTH CORP	541,150	362,834
436	WEIGHT WATCHERS INTERNATIONAL	14,357	22,829
3,099	WEINGARTEN REALTY INVESTORS	84,975	82,960
42,944	WELLPOINT INC	3,967,596	2,622,117
499,332	WELLS FARGO & CO	22,669,673	17,410,798
7,410	WENDYS CO	64,615	37,809
6,705	WERNER ENTERPRISES INC	165,815	145,297
44,745	WESCO AIRCRAFT HOLDINGS INC	980,810	647,842
1,036	WESCO INTERNATIONAL INC	94,349	70,669
3,720	WESTAR ENERGY INC	119,672	108,040
6,043	WESTERN DIGITAL CORP	507,008	262,654
6,445	WESTERN REFINING INC	273,332	191,189
15,216	WESTERN UNION CO/THE	262,476	207,090
552	WESTLAKE CHEMICAL CORP	67,383	43,774
22,812	WEYERHAEUSER CO	720,175	642,346
2,143	WHIRLPOOL CORP	336,151	222,945
151	WHITE MOUNTAINS INS GRP INC	91,065	77,765
28,605	WHITEWAVE FOODS CO	656,199	498,159
3,295	WHITING PETROLEUM CORP	203,862	145,978
32,157	WHOLE FOODS MARKET INC	1,859,639	1,579,879
22,321	WIENERBERGER AG NPV	354,477	203,907
18,482	WILLIAMS COS INC/THE	712,851	615,465
3,474	WILLIAMS-SONOMA INC	202,465	167,314
16,553	WINDSTREAM HOLDINGS INC	132,093	138,513
8,931	WINNEBAGO INDUSTRIES INC	245,156	226,432
6,625	WINTRUST FINANCIAL CORP	305,545	250,920
6,380	WISCONSIN ENERGY CORP	263,749	239,908
16,187	WOODSIDE PETROLEUM NPV	563,338	569,365
817	WORKDAY INC	67,942	46,950
2,074	WORLD FUEL SERVICES CORP	89,514	84,089
5,180	WPX ENERGY INC	105,568	77,078
3,120	WR BERKLEY CORP	135,377	122,898
1,922	WR GRACE & CO	190,028	131,805
1,600	WSFS FINANCIAL CORP	124,048	67,600
1,612	WW GRAINGER INC	411,737	331,074
3,509	WYNDHAM WORLDWIDE CORP	258,578	186,714
2,207	WYNN RESORTS LTD	428,621	251,462
10,980	X5 RETAIL GROUP NV	184,135	191,593
13,410	XCEL ENERGY INC	374,675	365,053
33,718	XEROX CORP	410,348	229,957
7,309	XILINX INC	335,629	263,529
8,173	XL GROUP PLC	260,228	209,612
5,211	XYLEM INC/NY	180,301	143,034
24,665	YAHOO! INC	997,453	500,498
218,400	YAMAHA MOTOR CO Y50	3,276,883	2,397,058
26,000	YAMANA GOLD INC	224,151	446,781
18,100	YAMATO HOLDINGS CO LTD NPV	366,116	273,808
7,144	YELP INC	492,579	487,243
437,500	YINGDE GASES GROUP COMPANY	458,165	440,308
15,230	YOUNGONE CORP	613,327	469,458
12,314	YUM! BRANDS INC	931,062	818,735
1,317	ZEBRA TECHNOLOGIES CORP	71,223	51,771
2,901	ZILLOW INC	237,099	183,879
4,635	ZIMMER HOLDINGS INC	431,936	313,982
5,247	ZIONS BANCORPORATION	157,200	112,286
82,673	ZOETIS INC	2,702,580	2,505,896
2,553	ZULILY INC	105,771	63,394
18,617	ZUMIEZ INC	484,042	386,799
2,950	ZURICH INSURANCE GROUP AG	857,452	784,432
17,549	ZYNGA INC	66,686	48,097

		Common Stock Total	1,664,656,030	1,344,554,131
Employer Related - Securities				
13,230	AMERICAN ELECTRIC POWER CO INC	618,370	574,822	
	Employer Related - Securities Total	618,370	574,822	
Other - Foreign Obligations				
2,280,000	HASHEMITE KINGDOM OF JOR	2,233,123	2,280,000	
1,430,000	ISRAEL ST	848,834	980,351	
715,000	ISRAEL ST AID	825,496	942,513	
1,405,000	ISRAEL ST AID	1,637,682	1,893,027	
895,000	ISRAEL ST AID	1,034,056	1,184,506	
915,000	ISRAEL ST AID	616,234	689,736	
100,000	MEXICO GOVERNMENT INTERNATIONA	108,750	118,600	
1,508,000	MEXICO GOVERNMENT INTERNATIONA	1,394,900	1,630,370	
526,000	MEXICO GOVERNMENT INTERNATIONA	474,058	576,575	
270,000	MEXICO GOVERNMENT INTERNATIONA	243,338	237,465	
625,000	REPUBLIC OF COLOMBIA	602,500	613,125	
90,662	STONE HARBOR INVESTMENT FUNDS	14,595,648	14,000,000	
112,952	STONE HARBOR INVESTMENT FUNDS	17,876,882	18,000,000	
	Other - Foreign Obligations Total	42,491,501	43,146,267	
Other - State and Local Obligations				
1,025,000	BAY AREA CA TOLL AUTH TOLL BRI	1,229,293	1,404,107	
800,000	CALIFORNIA ST	1,020,696	1,118,088	
700,000	CALIFORNIA ST	905,429	1,014,846	
770,000	CALIFORNIA ST	967,967	1,072,656	
1,095,000	CALIFORNIA ST	1,187,538	1,259,414	
1,380,000	DALLAS TX INDEP SCH DIST	1,535,084	1,739,725	
1,825,000	LOS ANGELES CA DEPARTMENT OF W	2,239,987	2,539,816	
395,000	LOS ANGELES CA DEPARTMENT OF W	493,359	576,767	
1,575,000	LOS ANGELES CA UNIF SCH DIST	1,743,635	1,878,629	
1,025,000	MASSACHUSETTS ST	1,070,356	1,101,065	
1,625,000	MET TRANSPRTN AUTH NY DEDICATE	2,107,121	2,349,149	
840,000	MET TRANSPRTN AUTH NY DEDICATE	939,473	1,079,711	
1,980,000	NEW JERSEY ST ECON DEV AUTH LE	2,388,672	2,495,437	
785,000	NEW JERSEY ST TURNPIKE AUTH	1,033,570	1,165,074	
310,000	NEW JERSEY ST TURNPIKE AUTH	394,766	439,596	
900,000	NEW YORK CITY NY TRANSITIONAL	988,668	1,127,691	
865,000	NEW YORK ST DORM AUTH ST PERSO	931,994	1,048,640	
635,000	N TX TOLLWAY AUTH REVENUE	756,939	861,987	
550,000	OHIO ST UNIV	475,904	625,229	
915,000	PORT AUTH OF NEW YORK & NEW JE	856,129	1,021,158	
800,000	PORT AUTH OF NEW YORK & NEW JE	681,504	795,752	
2,550,000	TENNESSEE VALLEY AUTH BD	2,953,971	3,543,021	
450,000	UNIV OF CALIFORNIA CA RGTS MED	524,880	602,865	
505,000	UNIV OF CALIFORNIA CA REVENUES	557,550	627,609	
	Other - State and Local Obligations Total	27,984,487	31,488,030	
Private Equity				
6,664,525	AMERICAN SECURITIES PARTNERS	6,664,525	5,826,778	
1,518,379	APOLLO EUROPEAN PRINCIPAL FUND	2,092,251	2,131,972	
310,196	APOLLO INVESTMENT FUND VIII LP	310,196	310,196	
5,443,869	BLACKSTONE ENERGY PARTNERS	5,443,869	4,331,933	
50,000	BRIGADE CREDIT OFFSHORE FUND	52,531,010	50,000,000	
281,037	CID EQUITY CAPITAL V LP	281,037	285,882	
157,983	CID MEZZANINE CAPIAL LP	157,983	259,095	
5,135,796	GRIDIRON CAPITAL FUND II LP	5,135,796	5,038,488	
8,863,099	GS PEP 2005 - DIRECT FUND	8,863,099	8,275,268	
33,279,918	GS PEP 2005-MANAGERS FUND	33,279,918	32,274,608	
177,002	H.I.G. CAPITAL PARTNERS V LP	177,002	178,502	
1,402,678	HARBOURVEST INTL PVT EQ	1,402,678	1,271,431	
1,560,220	HIGH ROAD CAPITAL PARTNERS FD	1,560,220	1,584,420	
626,336	HVEST INTL PE DIRECT FD LP	626,336	636,798	
8,440	HVEST PART IV PARTNERSHIP FD	8,440	46,064	
35,682	HVEST PART V DIRECT FUND	35,682	33,082	
387,662	HVEST PART V PARTNERS FUND	387,662	526,905	
2,296,570	HVEST PART VI BUYOUT PART FUND	2,296,570	2,683,560	
1,612,536	HVEST PART VI DIRECT FUND	1,612,536	1,390,977	
2,796,931	HVEST PART VI PARTNERSHIP FD	2,796,931	3,243,066	
57,791	JPM DIRECT VEN FINS INS III	57,791	350,053	
27,337,566	JPM POOLED VEN FIN INS III	27,337,566	26,584,972	
2,235,978	JPM US DIRECT CORP FIN INS III	2,235,978	3,276,130	
20,624,650	JPM US POOLED CORP FIN INS III	20,624,650	21,005,892	
45,525,068	LAZARD EMERGING MKTS	45,525,068	45,525,068	
3,684,207	OHA EUROPEAN STRATEGIC CREDIT	3,684,207	3,233,122	
2,445,938	PATRIA - BRAZILIAN PRIVATE	2,445,938	2,245,185	
3,238,368	PLATINUM EQ CAP PARTNERS III	3,238,368	83,714	
349,265	PROVIDENCE DEBT FUND III LP	349,265	349,265	
4,399,926	RIDGEMONT EQUITY PARTNERS FUND	4,399,926	4,053,056	
8,060,139	SECONDARY INVESTMENT SPV-3 LP	8,060,139	5,299,414	
6,677,394	SECONDARY INVESTMENTS SPV-4 LP	6,677,394	5,895,189	
18,000	STONE HARBOR LEVERRAGED	18,333,180	18,000,000	
4,415,902	TPG GROWTH II LP	4,415,902	4,709,693	

	7,804,549	TPG OPPORTUNITIES FUND II	7,804,549	6,972,639
	1,094,565	TZP CAPITAL PARTNERS II LP	1,094,565	1,094,565
	42,695,005	WARBURG PINCUS PRIVATE EQUITY	42,695,005	38,375,320
	3,619,044	WATERLAND PRIVATE EQUITY	4,986,862	3,447,724
		Private Equity Total	329,630,094	310,830,025
Real Estate				
	1,467,905	BRAZIL REAL ESTATE	1,467,905	1,714,740
	4,565,207	BROOKFIELD REAL ESTATE FINANCE	4,565,207	4,549,611
	2,814,956	BROOKFIELD STRATEGIC REAL	2,814,956	2,814,956
	5,434,693	EXETER INDUSTRIAL VALUE FUND	5,434,693	5,188,466
	1,433,659	GREENFIELD MULTI-STATE	1,433,659	1,433,659
	29,844,165	INVESCO CORE REAL ESTATE USA	29,844,165	25,701,191
	2,232,599	IRON POINT REAL ESTATE	2,232,599	2,163,006
	27,610,717	JAMESTOWN PREMIER PROPERTY	27,610,717	23,211,200
	27,002,722	JPMCB SPECIAL SITUATION	27,002,722	20,000,000
	11,712,496	LION INDUSTRIAL TRUST	11,712,496	10,000,000
	22,818,035	PRISA	22,818,035	20,757,499
	18,403,979	RREEF AMERICA REIT III	18,403,979	15,234,573
	6,530,966	SAROFIM REALTY FUND I LP	6,530,966	6,161,707
	16,515,009	SAROFIM REALTY FUND II LP	16,515,009	15,580,034
	39,832,562	SAROFIM REALTY FUND III LP	39,832,562	35,128,973
	12,299,373	TTG BRPTP FUND LP	12,299,373	10,466,526
	7,719,399	USAA EAGLE REAL ESTATE FEEDER	7,719,399	7,719,399
		Real Estate Total	238,238,441	207,825,539
US Government Obligations Total				
	3,205,000	FEDERAL HOME LN MTG CORP	4,240,503	4,734,005
	1,630,000	FEDERAL HOME LN MTG CORP	1,631,320	1,631,320
	810,000	FEDERAL HOME LN MTG CORP	811,175	811,175
	2,490,000	FEDERAL HOME LN MTG CORP	2,492,789	2,492,789
	4,825,000	FEDERAL NATL MTG ASSN	6,623,374	7,503,080
	1,550,000	FEDERAL NATL MTG ASSN	1,552,961	1,552,961
	11,545,000	FINANCING CORP STRIP PO	10,295,023	10,581,223
	2,895,000	FINANCING CORP STRIP PO	2,499,630	2,602,084
	3,405,000	U S TREASURY BOND	4,864,349	5,490,563
	1,135,000	U S TREASURY BOND	1,476,919	1,686,190
	14,075,000	U S TREASURY BOND	17,349,690	19,014,295
	4,545,000	U S TREASURY BOND	5,569,761	6,229,978
	6,095,000	U S TREASURY BOND	7,253,050	8,010,464
	12,570,000	U S TREASURY BOND	13,660,070	16,352,816
	4,670,000	U S TREASURY BOND	5,072,788	6,079,032
	10,010,000	U S TREASURY BOND	10,013,103	12,030,819
	10,685,000	U S TREASURY BOND	11,371,191	13,643,463
	12,535,000	U S TREASURY BOND	13,600,475	16,330,723
	4,520,000	U S TREASURY BOND	4,406,277	5,312,401
	13,780,000	U S TREASURY BOND	11,902,475	13,805,807
	116,155,000	U S TREASURY BOND	100,147,679	121,417,120
	11,725,000	U S TREASURY BOND	9,832,468	11,535,409
	51,400,000	U S TREASURY BOND	40,726,276	48,791,243
	8,710,000	U S TREASURY BOND	6,886,387	8,264,597
	1,940,000	U S TREASURY BOND	1,661,125	1,793,558
	50,450,000	U S TREASURY BOND	40,888,212	42,812,748
	19,275,000	U S TREASURY BONDS	18,202,925	18,535,170
	2,925,000	U S TREASURY BONDS	2,827,188	2,877,578
	6,265,000	U S TREASURY NOTE	6,130,866	6,207,563
	2,835,000	U S TREASURY NOTE	2,803,106	2,803,106
	2,800,000	U S TREASURY NOTE	2,688,868	2,758,491
	535,000	U S TREASURY NOTE	523,380	528,814
	10,020,000	U S TREASURY NOTE	9,958,177	9,958,177
	11,970,000	U S TREASURY NT PRIN STRIP	3,550,901	3,760,854
	(477)	US TREAS BD FUTURE (CBT)	1,510,445	0
	1,020	US 10YR TREAS NTS FUTURE (CBT)	(2,785,016)	0
	(207)	US 2YR TREASURY NTS FUT (CBT)	30,301	0
	(847)	US 5YR TREAS NTS FUTURE (CBT)	1,236,503	0
	2,010,469	US TREAS-CPI INFLAT	1,616,236	2,207,033
	(923)	US ULTRA BOND (CBT)	1,653,255	0
		US Government Obligations Total	386,776,202	440,146,649
		TOTAL INVESTMENTS	4,708,078,243	4,513,235,182

COMMON/COLLECTIVE TRUSTS AND COMMINGLED FUNDS - VONTOBEL INDIA FUND (Detail of Holdings)
Plan's Investment is 0.711% of Total Fund

ASIAN PAINTS LTD COM STK	326,084
AXIS BANK LTD COMMON STOCK	342,946
CIPLA INR2	395,531
COLGATE-PALM (IND) INR1.00	188,540
HAVELLS INDIA INR5	217,336
HDFC BANK	1,537,836
HINDUSTAN UNILEVER INR1	1,143,896
HOUSING DEVEL FIN INR2	1,558,902
INDIAN RUPEE	221,244
ITC INR1	1,767,206
KOTAK MAHINDRA BAN COMSTK	364,907

NESTLE INDIA INR10	443,395
NTPC LTD INR10	44,488
SUN PHARMACEUTICAL EQ-INR 1	653,486
TATA CONSULTANCY S INR1	377,453
UNITED SPIRITS LTD INR10	103,097
WESTLIFE DEVP LTD INR2	79,662
TOTAL - VONTOBEL INDIA FUND	9,766,009

The Vontobel India Fund is a common collective trust that trades at a net asset value per share. AEP holds shares of the Vontobel India Fund and does not directly hold the fund's underlying international equity investments. The cost basis for the fund is based on the unit per share cost of the fund and not the fund's underlying securities and therefore is not included in the Vontobel India Fund (Detail of Holdings).

See Independent Auditors' Report

AMERICAN ELECTRIC POWER SYSTEM COMPREHENSIVE RETIREMENT PLAN
PLAN #001 EIN #13-4922641
FORM 5500 SCHEDULE H, PART IV, LINE 4i - SCHEDULE OF ASSETS (ACQUIRED AND DISPOSED OF WITHIN YEAR)
December 31, 2013

SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PROCEEDS
1,100,000	ACTAVIS INC 3.250% 10/01/2022 DD 10/02/12	(1,112,760)	1,097,030
590,000	ADT CORP/THE 3.500% 07/15/2022 DD 01/15/13	(589,168)	590,212
260,000	AGRIUM INC 3.500% 06/01/2023 DD 05/31/13	(259,737)	245,973
225,000	AMERICAN HONDA FINANCE CO 144A 1.600% 02/16/2018 DD 02/19/13	(219,341)	223,679
145,000	AMERICAN INTERNATIONAL GROUP I 4.125% 02/15/2024 DD 10/02/13	(144,909)	145,861
2,240,000	ANHEUSER-BUSCH INBEV WORLDWIDE 6.875% 11/15/2019 DD 11/15/10	(2,900,256)	2,764,854
1,800,000	APACHE CORP 2.625% 01/15/2023 DD 12/03/12	(1,733,472)	1,747,440
1,425,000	ARROW ELECTRONICS INC 4.500% 03/01/2023 DD 02/20/13	(1,414,321)	1,411,007
5,200,000	AT&T INC 3.875% 08/15/2021 DD 08/18/11	(5,620,178)	5,236,972
670,000	AVON PRODUCTS INC 2.375% 03/15/2016 DD 03/12/13	(672,539)	680,640
242,880	BANCO SANTANDER SA EUR0.50 (STK DIV 29-JAN-2013)	(50,575)	50,389
5,515,000	BANK OF AMERICA CORP 6.000% 09/01/2017 DD 08/23/07	(6,394,140)	6,270,116
450,000	BANK OF MONTREAL 1.300% 07/15/2016 DD 07/16/13	(449,258)	451,854
815,000	BANK OF MONTREAL 2.550% 11/06/2022 DD 11/06/12	(788,692)	754,723
1,060,000	BANK OF TOKYO-MITSUBISHI 144A 3.200% 02/26/2023 DD 02/26/13	(1,070,409)	1,073,865
450,000	BARRICK GOLD CORP 4.100% 05/01/2023 DD 05/02/13	(423,306)	393,894
500,000	BARRICK GOLD CORP 144A 4.100% 05/01/2023 DD 05/02/13	(470,340)	442,200
330,000	BARRICK NORTH AMERICA FIN 144A 5.750% 05/01/2043 DD 05/02/13	(335,133)	275,659
950,000	BARRICK NORTH AMERICA FINANCE 4.400% 05/30/2021 DD 06/01/11	(1,020,889)	1,013,156
500,000	BAXTER INTERNATIONAL INC 0.950% 06/01/2016 DD 06/11/13	(498,420)	501,935
875,000	BRAZILIAN GOVERNMENT INTERNATI 7.125% 01/20/2037	(1,082,250)	1,003,188
200,000	BRAZILIAN GOVERNMENT INTERNATI 8.250% 01/20/2034	(301,500)	255,330

800,000	BROADCOM CORP 144A 2.500% 08/15/2022 DD 08/16/12	(777,298)	793,824
700,000	BUCKEYE PARTNERS LP 4.150% 07/01/2023 DD 06/10/13	(698,670)	699,412
840,000	CARPENTER TECHNOLOGY 4.450% 03/01/2023 DD 02/26/13	(838,715)	851,735
500,000	CDS. BP UL HESS P 100BPS 2018 JUN 20	(8,116)	5,491
500,000	CDS._BP UL HESS P 100BPS 2018 JUN 20	0	(0)
1,990,000	CF INDUSTRIES INC 7.125% 05/01/2020 DD 04/23/10	(2,336,265)	2,337,389
10,240,000	CITIGROUP INC 1.750% 05/01/2018 DD 05/01/13	(10,134,764)	10,114,619
2,060,000	CITIGROUP INC 3.375% 03/01/2023 DD 02/20/13	(2,076,542)	1,990,712
350,000	CITIGROUP INC 4.050% 07/30/2022 DD 02/08/13	(350,000)	364,238
275,000	COCA-COLA CO/THE 1.800% 09/01/2016 DD 08/10/11	(280,715)	282,857
1,165,000	COLGATE-PALMOLIVE CO 1.950% 02/01/2023 DD 08/01/12	(1,109,371)	1,119,600
750,000	COLOMBIA GOVERNMENT INTERNATIO 7.375% 09/18/2037	(947,770)	933,750
3,825,000	COMCAST CORP 2.850% 01/15/2023 DD 01/14/13	(3,628,319)	3,619,627
495,000	COMM 2006-C7 MORTGAGE TR C7 A4 VAR RT 06/10/2046 DD 06/01/06	(564,358)	541,329
120,000	COMM 2013-CCRE6 MORTGAG CR6 A4 3.101% 03/10/2046 DD 03/01/13	(113,967)	111,581
890,000	CONAGRA FOODS INC 1.900% 01/25/2018 DD 01/25/13	(890,000)	896,550
633	CRIMSON WINE GROUP LTD	(5,632)	4,902
700,000	DAIMLER FINANCE NORTH AME 144A 1.875% 09/15/2014 DD 09/14/11	(708,547)	707,462
800,000	DARDEN RESTAURANTS INC 3.350% 11/01/2022 DD 10/04/12	(764,096)	761,104
79,000	DE MASTER BLENDERS EUR0.12	(930,057)	1,226,597
475,000	DEUTSCHE BANK AG/LONDON 3.875% 08/18/2014 DD 08/18/09	(489,150)	487,170
675,000	DIAGEO CAPITAL PLC 0.625% 04/29/2016 DD 04/29/13	(666,866)	672,563
4,255,000	DISCOVER BANK/GREENWOOD DE 2.000% 02/21/2018 DD 02/21/13	(4,242,541)	4,171,993
850,000	DISCOVERY COMMUNICATIONS LLC 3.250% 04/01/2023 DD 03/19/13	(848,623)	857,684
575,000	DOMINION GAS HOLDINGS LLC 144A 1.050% 11/01/2016 DD 10/22/13	(574,793)	576,340

1,700,000	EI DU PONT DE NEMOURS & CO 2.800% 02/15/2023 DD 02/15/13	(1,699,405)	1,707,905
2,435,000	EI DU PONT DE NEMOURS & CO 4.150% 02/15/2043 DD 02/15/13	(2,432,102)	2,403,957
650,000	ENCANA CORP 5.900% 12/01/2017 DD 12/04/07	(737,419)	745,004
275,000	ENTERPRISE PRODUCTS OPERATING 4.850% 03/15/2044 DD 03/18/13	(273,952)	281,551
955,000	ERP OPERATING LP 3.000% 04/15/2023 DD 04/10/13	(951,972)	880,290
1,615,000	FIFTH THIRD BANK/CINCINNATI OH 1.450% 02/28/2018 DD 02/28/13	(1,612,061)	1,613,870
550,000	FMR LLC 144A 4.950% 02/01/2033 DD 02/01/13	(549,307)	590,348
615,000	FORD MOTOR CREDIT CO LLC 2.375% 01/16/2018 DD 01/11/13	(612,577)	614,188
215,000	FREEPORT-MCMORAN COPPER & 144A 3.875% 03/15/2023 DD 03/07/13	(214,873)	197,901
1,200,000	FREEPORT-MCMORAN COPPER & 144A 5.450% 03/15/2043 DD 03/07/13	(1,194,528)	1,148,763
290,000	GAP INC/THE 5.950% 04/12/2021 DD 04/12/11	(325,957)	325,171
400,000	GENERAL ELECTRIC CAPITAL CORP 2.150% 01/09/2015 DD 01/09/12	(408,568)	408,148
400,000	GENERAL ELECTRIC CAPITAL CORP 3.500% 06/29/2015 DD 06/28/10	(418,520)	418,380
2	GILDEMEISTER AG SUB RTS 12-SEPT-2013	0	2
375,000	GILEAD SCIENCES INC 2.400% 12/01/2014 DD 12/13/11	(382,804)	382,474
1,425,000	GLAXOSMITHKLINE CAPITAL INC 2.800% 03/18/2023 DD 03/18/13	(1,369,211)	1,394,551
2,485,000	GLAXOSMITHKLINE CAPITAL INC 4.200% 03/18/2043 DD 03/18/13	(2,371,667)	2,357,445
2,430,000	GOLDMAN SACHS GROUP INC/THE 2.900% 07/19/2018 DD 07/19/13	(2,435,395)	2,454,518
600,000	GOLDMAN SACHS GROUP INC/THE 5.625% 01/15/2017 DD 01/10/07	(652,710)	662,667
2,005,000	GOODRICH CORP 6.125% 03/01/2019 DD 02/23/09	(2,502,926)	2,409,288
325,000	GRAND PARKWAY TRANSPRTN CORP T 5.000% 04/01/2053 DD 08/01/13	(306,332)	300,862
22,416	GSE HOLDING INC	(157,014)	116,746
130,000	HONOLULU CITY & CNTY HI 5.000% 11/01/2033 DD 11/20/12	(137,284)	135,113
825,000	HSBC USA INC 2.375% 02/13/2015 DD 02/13/12	(843,703)	843,530
1,665,000	ING US INC 144A VAR RT 02/15/2018 DD 02/11/13	(1,678,048)	1,665,082

2,235,000	INGERSOLL-RAND GL HLD CO 144A 4.250% 06/15/2023 DD 06/20/13	(2,230,865)	2,227,747
455,000	INGERSOLL-RAND GLOBAL HOL 144A 5.750% 06/15/2043 DD 06/20/13	(453,135)	437,674
1,200,000	INTERNATIONAL BUSINESS MACHINE 1.250% 02/06/2017 DD 02/06/12	(1,189,968)	1,208,400
705,000	INTERPUBLIC GROUP OF COS INC/T 3.750% 02/15/2023 DD 11/08/12	(708,631)	664,491
850,000	INVESCO FINANCE PLC 3.125% 11/30/2022 DD 11/08/12	(849,320)	853,086
810,000	ISRAEL GOVERNMENT INTERNATIONAL 4.500% 01/30/2043	(798,449)	759,375
625,000	JOHN DEERE CAPITAL CORP 3.150% 10/15/2021 DD 10/11/11	(611,625)	621,869
1,420,000	JP MORGAN CHASE COMMERC LC9 A5 2.840% 12/15/2047 DD 12/01/12	(1,447,568)	1,307,880
660,000	JPMORGAN CHASE & CO 3.200% 01/25/2023 DD 01/25/13	(678,190)	614,816
1,460,000	KINDER MORGAN ENERGY PARTNERS 3.500% 09/01/2023 DD 02/28/13	(1,456,058)	1,478,381
850,000	LOWE'S COS INC 3.120% 04/15/2022 DD 04/23/12	(877,727)	879,597
2,565,000	LYONDELLBASELL INDUSTRIES NV 5.000% 04/15/2019 DD 04/09/12	(2,888,104)	2,856,743
535,000	M&T BANK AUTO RE 13-1A A3 144A 1.060% 11/15/2017 DD 09/19/13	(534,993)	538,030
150,000	MASSACHUSETTS ST SCH BLDG AUTH 5.000% 08/15/2030 DD 10/30/12	(159,993)	156,695
3,300,000	METLIFE INC 4.750% 02/08/2021 DD 08/06/10	(3,634,026)	3,600,630
1,585,000	MICROSOFT CORP 2.375% 05/01/2023 DD 05/02/13	(1,553,287)	1,442,454
2,025,000	MICROSOFT CORP 4.000% 02/08/2021 DD 02/08/11	(2,285,233)	2,173,676
500,000	MIDAMERICAN ENERGY CO 2.400% 03/15/2019 DD 09/19/13	(499,720)	506,755
1,500,000	MIDAMERICAN ENERGY CO 3.700% 09/15/2023 DD 09/19/13	(1,495,050)	1,524,045
515,000	MIZUHO CORPORATE BANK LTD 144A 3.500% 03/21/2023 DD 03/21/13	(515,421)	495,729
3,665,000	MONDELEZ INTERNATIONAL INC 5.375% 02/10/2020 DD 02/08/10	(4,255,556)	4,095,857
800,000	MONSANTO CO 1.850% 11/15/2018 DD 11/07/13	(798,888)	797,568
1,560,000	MORGAN STANLEY 4.100% 05/22/2023 DD 05/21/13	(1,559,111)	1,490,190
870,000	MYLAN INC 2.600% 06/24/2018 DD 06/25/13	(868,182)	852,122
2,000,000	NEVADA POWER CO 7.125% 03/15/2019 DD 03/02/09	(2,572,673)	2,503,720

485,000	NEW JERSEY ST TRANSPRTN TRUSTF 5.000% 06/15/2042 DD 12/11/12	(479,930)	467,065
625,000	NEW JERSEY ST TURNPIKE AUTH 5.000% 01/01/2043 DD 04/04/13	(622,500)	608,088
130,000	NEW YORK CITY NY TRANSITIONALF 5.000% 05/01/2038 DD 06/20/13	(133,526)	131,580
625,000	NEW YORK ST DORM AUTH ST PERSON 5.000% 02/15/2030 DD 07/25/13	(659,944)	650,719
820,000	NORTHERN STATES POWER CO/MN 2.600% 05/15/2023 DD 05/20/13	(818,499)	756,762
550,000	ONEOK PARTNERS LP 3.375% 10/01/2022 DD 09/13/12	(548,955)	546,376
1,725,000	ONEOK PARTNERS LP 5.000% 09/15/2023 DD 09/12/13	(1,724,310)	1,807,662
800,000	ORACLE CORP 5.000% 07/08/2019 DD 07/08/09	(952,872)	920,616
1,813	OSRAM LICHT AG	(51,306)	86,866
1,240,000	PACKAGING CORP OF AMERICA 4.500% 11/01/2023 DD 10/22/13	(1,236,714)	1,265,792
700,000	PEPSICO INC 7.900% 11/01/2018 DD 10/24/08	(936,075)	933,058
5,705	PERNOD-RICARD EUR1.55	(735,698)	716,507
275,000	PERNOD-RICARD SA 144A 5.750% 04/07/2021 DD 04/07/11	(303,342)	306,224
750,000	PFIZER INC 3.000% 06/15/2023 DD 06/03/13	(744,803)	712,050
500,000	PHARMACIA CORP VAR RT 12/01/2018 DD 12/01/99	(632,135)	611,750
470,000	PIEDMONT OPERATING PARTNERSHIP 3.400% 06/01/2023 DD 05/09/13	(468,125)	428,179
31,700	POTASH CORP OF SASKATCHEWAN	(1,380,694)	924,702
539,300	PRINCE FROG INTERNATIONAL HOLD	(245,015)	270,380
600,000	QATAR GOVERNMENT INTERNATIONAL 5.750% 01/20/2042	(717,901)	623,250
1,950,000	REED ELSEVIER CAPITAL INC 3.125% 10/15/2022 DD 04/15/13	(1,930,847)	1,799,246
23	REPSOL SA EUR1 (STK/DIV 04-JUL-2013)	(14)	13
1,630,000	REPUBLIC OF SOUTH AFRICA 5.875% 09/16/2025	(1,604,279)	1,727,800
545,000	REPUBLIC SERVICES INC 5.500% 09/15/2019 DD 03/15/10	(647,237)	621,578
1,000,000	REYNOLDS AMERICAN INC 4.850% 09/15/2023 DD 09/17/13	(999,220)	1,042,020
175,000	ROCHE HOLDINGS INC 144A 6.000% 03/01/2019 DD 02/25/09	(206,099)	208,488
1,650,000	ROPER INDUSTRIES INC 2.050% 10/01/2018 DD 06/06/13	(1,646,552)	1,647,047

9,000	ROYAL MAIL PLC	(47,361)	78,081
200,000	SABMILLER HOLDINGS INC 144A 1.850% 01/15/2015 DD 01/17/12	(202,800)	202,824
1,200,000	SASOL FINANCING INT 4.500% 11/14/2022 DD 11/14/12	(1,193,400)	1,193,913
800,000	SEAGATE HDD CAYMAN 144A 3.750% 11/15/2018 DD 11/05/13	(800,000)	801,600
305,000	SEMPRA ENERGY 2.875% 10/01/2022 DD 09/24/12	(301,435)	302,539
7,624	SIBANYE GOLD LTD	(11,629)	10,901
1,320,000	SLM CORP 5.500% 01/25/2023 DD 01/28/13	(1,295,184)	1,289,257
750,000	SLM CORP 8.000% 03/25/2020 DD 03/22/10	(873,750)	819,053
930,000	STANDARD CHARTERED PLC 144A 5.300% 01/09/2043 DD 01/11/13	(929,033)	1,009,338
865,000	STAPLES INC 2.750% 01/12/2018 DD 01/14/13	(862,639)	891,530
745,000	STATE STREET CORP 3.100% 05/15/2023 DD 05/15/13	(743,793)	748,062
500,000	SUNOCO LOGISTICS PARTNERS OPER 3.450% 01/15/2023 DD 01/10/13	(499,870)	499,400
510,000	SUNTRUST BANK/ATLANTA GA 2.750% 05/01/2023 DD 05/01/13	(508,230)	487,881
840,000	TELECOM ITALIA CAPITAL SA 7.175% 06/18/2019 DD 06/18/09	(997,735)	933,559
142,000	TELECOM ITALIA CAPITAL SA 7.200% 07/18/2036 DD 07/18/06	(132,936)	134,914
1,200,000	TELEFONAKTIEBOLAGET LM ERICSSO 4.125% 05/15/2022 DD 05/09/12	(1,236,744)	1,259,096
2,200,000	TIME WARNER CABLE INC 4.000% 09/01/2021 DD 09/12/11	(2,334,816)	2,053,348
575,000	TIME WARNER CABLE INC 8.750% 02/14/2019 DD 11/18/08	(684,900)	690,817
8,725,000	U S TREASURY NOTE FWD 2.500% 08/15/2023 DD 08/15/13	(8,402,054)	8,394,236
1,120,000	UBS-BARCLAYS COMMERCIAL C5 A4 3.185% 03/10/2046 DD 02/01/13	(1,153,592)	1,050,002
176,000	UNION PACIFIC CORP 6.125% 02/15/2020 DD 02/20/09	(221,244)	213,567
885,000	UNITEDHEALTH GROUP INC 2.750% 02/15/2023 DD 10/22/12	(837,077)	818,696
110,000	UNIV OF CALIFORNIA CA REVENUES 5.000% 05/15/2039 DD 03/14/13	(112,993)	111,764
1,250,000	URS CORP 144A VAR RT 04/01/2022 DD 03/15/12	(1,316,188)	1,379,013
432	US TREAS BD FUTURE (CBT) EXP DEC 13	0	(1,880,321)

581	US TREAS BD FUTURE (CBT) EXP JUN 13	0	(201,045)
1,103	US TREAS BD FUTURE (CBT) EXP SEP 13	0	(3,588,109)
343	US ULTRA BOND (CBT) EXP DEC 13	0	(2,709,955)
983	US ULTRA BOND (CBT) EXP SEP 13	0	(7,231,372)
875	US ULTRA BOND FUT (CBT) EXP JUN 13	0	(3,839,340)
1,127	US 10 YR TREAS NTS FUT (CBT) EXP JUN 13	0	(119,598)
1,058	US 10 YR TREAS NTS FUT (CBT) EXP SEP 13	0	2,428,683
539	US 10YR TREAS NTS FUTURE (CBT) EXP DEC 13	0	3,735,940
89	US 2YR TREAS NTS FUT (CBT) EXP DEC 13	0	121,918
361	US 2YR TREAS NTS FUT (CBT) EXP JUN 13	0	22,437
564	US 2YR TREAS NTS FUTURE (CBT) EXP SEP 13	0	(38,428)
1,471	US 5YR TREAS NTS FUTURE (CBT) EXP DEC 13	0	(1,837,178)
990	US 5YR TREAS NTS FUTURE (CBT) EXP JUN 13	0	675,598
989	US 5YR TREAS NTS FUTURE (CBT) EXP SEP 13	0	2,419,699
645,000	UTAH ST TRANSIT AUTH SALES TAX 5.000% 06/15/2042 DD 11/28/12	(647,258)	642,112
125,000	VERIZON COMMUNICATIONS INC 5.550% 02/15/2016 DD 02/15/06	(137,129)	137,401
225,000	VIACOM INC 4.250% 09/01/2023 DD 08/19/13	(222,678)	225,554
1,130,000	WAL-MART STORES INC 1.950% 12/15/2018 DD 10/02/13	(1,127,853)	1,135,020
895,000	WELLS FARGO & CO 2.150% 01/15/2019 DD 10/28/13	(893,040)	901,170
2,880	WHITEWAVE FOODS CO	(47,919)	44,366
1,285,000	WILLIAMS PARTNERS LP 3.350% 08/15/2022 DD 08/14/12	(1,292,376)	1,271,225
Total Assets Acquired and Disposed of Within Year		(171,221,115)	156,406,769

The Schedule of Assets (Held at End of Year) in 2013 for the American Electric Power System Retirement Plan is included in the Accountant's Audit report. Please see attachment PensionFinancialStatements.pdf.

American Electric Power System Retirement Plan
 EIN: 13-4922641 PN: 001
 Attachment to Schedule SB of 2013 Form 5500
 Line 22 – Description of Weighted Average Retirement Age

<i>Retirement</i>	<i>Assumed</i>	<i>Participants</i>	<i>Participants</i>	<i>Weighted Value</i>
<i>Age</i>	<i>Rate</i>	<i>At Beginning</i>	<i>Retiring:</i>	
<i>(1)</i>	<i>(2)</i>	<i>(3)</i>	<i>(2)x(3)</i>	<i>(1)x(4)</i>
			<i>(4)</i>	<i>(5)</i>
55	0.07	1000	70.00	3,850.00
56	0.07	930	65.10	3,645.60
57	0.07	865	60.54	3,450.78
58	0.10	804	80.44	4,665.52
59	0.10	724	72.39	4,271.01
60	0.10	652	65.15	3,909.00
61	0.25	586	146.60	8,942.60
62	0.25	440	109.95	6,816.90
63	0.25	330	82.46	5,194.98
64	0.50	247	123.69	7,916.16
65	0.50	124	61.84	4,019.60
66	0.25	62	15.46	1,020.36
67	0.25	46	11.60	777.20
68	0.25	35	8.70	591.60
69	0.25	26	6.52	449.88
70	1.00	20	<u>19.56</u>	<u>1,369.20</u>
			1,000.00	60,890.39
60,890.39	/	1,000	=	61

American Electric Power System Retirement Plan
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Line 24 – Change in Assumptions

The long-term cash balance interest crediting rate was changed from 4.50% to 4.00%.

Economic Assumptions

Interest rate basis:

- Applicable month (published) October 2012
- Yield curve basis Segment rates
- MAP-21 applied for funding Yes
- MAP-21 applied for benefit restrictions Yes

Funding interest rates:

	Reflecting Corridors	Not Reflecting Corridors
• First segment rate	4.94%	1.72%
• Second segment rate	6.15%	4.58%
• Third segment rate	6.76%	5.67%
• Effective interest rate	6.24%	4.68%

Annual rates of increase

• Compensation:

	Age	Rate
– Representative rates		
	< 26	11.50%
	26 – 30	9.50%
	31 – 35	7.50%
	36 – 40	6.50%
	41 – 45	5.00%
	46 – 50	4.00%
	> 50	3.50%
– Weighted average		4.95%

- Cash balance crediting rate 4.00%
- Lump sum/annuity conversion rate October 2012 segment rates
- Future Social Security wage bases 4.00%
- Statutory limits on compensation N/A
- Expected rate of return on assets for prior year 7.25% but not greater than the third segment rate

Demographic Assumptions

Inclusion Date The valuation date coincident with or next following the date on which the employee becomes a participant.

New or rehired employees It was assumed there will be no new or rehired employees.

Mortality

- **Healthy** Separate rates for non-annuitants (based on RP-2000 "Employees" table without collar or amount adjustments, projected to 2028 using Scale AA and annuitants (based on RP-2000 "Healthy Annuitants" table without collar or amount adjustments, projected to 2020 using Scale AA.
- **Disabled** Post-1994 current liability disabled
- **Lump sum/annuity conversion** Applicable 417(e) IRS Mortality Table

Termination Rates varying by age and service:

Percentage leaving during the year		
Attained Age	Less than five years of service	Five or more years of service
< 25	8.00%	8.00%
25 – 29	8.00%	6.00%
30 – 34	8.00%	5.00%
35 – 39	8.00%	3.00%
40 – 49	8.00%	2.50%
> 49	8.00%	4.00%

Disability Rates apply to employees not eligible to retire and vary by age and sex as indicated by the following sample values:

Percentage becoming disabled during the year		
Age	Male	Female
20	0.060%	0.090%
30	0.060%	0.090%
40	0.074%	0.110%
50	0.178%	0.267%
60	0.690%	1.035%

Retirement Rates varying by age; average retirement age 61:

Percentage retiring during the year	
Age	Rate
55-57	7.00%
58-60	10.00%
61-63	25.00%
64-65	50.00%
66-69	25.00%
70+	100.00%

American Electric Power System Retirement Plan
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 Attachment to Schedule SB of 2013 Form 5500
 Part V – Statement of Actuarial Assumptions and Methods

Benefit commencement date:

- Preretirement death benefit The later of the death of the active participant or the date the participant would have attained age 55.
- Deferred vested benefit The later of age 55 or termination of employment.
- Disability benefit Upon disablement.
- Retirement benefit Upon termination of employment.

Form of payment 40% lump sum; 60% annuity for retirement eligible East grandfathered participants and 75% lump sum; 25% annuity for all other participants. Married participants are assumed to elect the 50% joint and survivor annuity and unmarried participants are assumed to elect the single life annuity. No other optional form of payment election is assumed.

Percent married 80% of male participants; 70% of female participants.

Spouse ages Wives are assumed to be three years younger than husbands.

Valuation pay 2013 base salary pay (Grandfathered) – not estimated due to freeze of final average pay accruals at December 31, 2010.

2013 expanded pay (Cash Balance) – sum of the following updated one year according to the salary increase assumption:

- (i) 2012 base salary
- (ii) a 15% increase for overtime eligible employees and a target bonus percent increase for incentive-eligible employees

At-risk assumptions If at-risk calculations are required, all participants eligible to elect benefits during the current and subsequent ten plan years are assumed to commence benefits at the earliest possible date under the plan, but not before the end of the current plan year, except in accordance with the regular valuation assumptions. In addition, all participants (not just those eligible to begin benefits within the next 11 years) are assumed to elect the most valuable form of benefit under the plan, which is usually a joint and survivor form of payment.

Timing of benefit payments Annuity payments are payable monthly at the beginning of the month and lump sum payments are payable on date of decrement.

Methods

Valuation date First day of plan year.

Funding target Present value of accrued benefits.

Target normal cost Present value of benefits expected to accrue during plan year plus plan-related expenses expected to be paid from the trust (based on actual trust expenses paid in previous year, adjusted by the difference between the prior and expected current year PBGC premiums).

American Electric Power System Retirement Plan
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Attachment to Schedule SB of 2013 Form 5500
Part V – Statement of Actuarial Assumptions and Methods

Actuarial value of assets

Average of the fair market value of assets on the valuation date and the six immediately preceding months, adjusted for contributions, benefit/expense payments and expected investment returns. The average asset value must be within 10% of fair value, including contributing receivable. The method of computing the actuarial value of assets complies with rules governing the calculation of such values under PPA.

These rules produce smoothed values that reflect the underlying market value of plan assets but fluctuate less than the market value. As a result, the actuarial value of assets will be lower than the market value in some years and greater in other years. However, over the long term under PPA's smoothing rules, the method has a bias to produce an actuarial value of assets that is below the market value of assets.

Benefits Not Valued

All benefits were valued except:

- Any liabilities that may be reinstated in the event of reemployment
- The alternate benefit formula for members who did not elect to withdraw their employee contributions
- Any liabilities relating to members' unwithdrawn employee contributions
- Liabilities related to special benefits as a result of termination due to downsizing and restructuring

Change in Assumptions and Methods Since Prior Valuation

The interest rates used to calculate the funding target, target normal cost and to convert 417(e) based forms of payments were updated from the segment rates as of October 2011 to the segment rates as of October 2012.

The required mortality table used to value the funding target and target normal cost was updated to include one additional year of projected mortality improvements.

Assumed plan-related expenses of \$3,568,058 were added to the target normal cost.

The long-term cash balance interest crediting rate was changed from 4.50% to 4.00%.

Data Sources

Towers Watson used participant and asset data as of January 1, 2013, supplied by ACS, the third party database for the AEP pension data with the exception of certain elements taken from the dbConnect pension calculator database. Data were reviewed for reasonableness and consistency, but no audit was performed. Assumptions or estimates were made or by Towers Watson actuaries when data were not available and are documented in our e-mail dated March 1, 2013. We are not aware of any errors or omissions in the data that would have a significant effect on the results of our calculations.

Plan Provisions

Effective Date	May 1, 1955. Restated effective January 1, 2012.
Recent Amendments	Executed as of April 3, 2012.
Covered Employees	Employees become Members of the Plan on the first day of the month following completion of one year of service.
Participation Date	Date of becoming a covered employee.

Definitions

Grandfathered employee	If, on December 31, 2000, either: – Participating in AEP System Retirement Plan, or – In one-year waiting period for AEP System Retirement Plan participation.
Vesting service	A period of time from employment date to termination date and, in general, includes periods of severance that are not in the excess of 12 months.
Accredited service	Elapsed time from date of hire (from benefit service start date).
Cash balance pay	Pay received during the year, including base pay, overtime, shift differential/Sunday premium pay and incentive pay, subject to IRS limits.
Covered compensation amount	The average of the Social Security taxable wage based during the 35-year period including the year in which the participant retires, dies, becomes disabled or otherwise terminates employment. This monthly average is calculated to the next lower or equal whole dollar amount and is then rounded to nearest \$50.
Final average pay	Average of the highest 36-consecutive months of base pay out of the last 120 months of employment, subject to IRS limits.
Normal retirement date (NRD)	The first day of the calendar month whose first day is nearest the later of the member's 65 th birthday or the completion of five years of Vesting Service.
Cash balance account	Recordkeeping account to which annual Interest Credits and annual Company Credits are credited. The cash balance account is updated at the end of each plan year and is equal to: Cash Balance Account as of the end of the prior plan year + Interest Credits + Company Credits
Cash balance benefit	Cash Balance Account converted to a monthly annuity

American Electric Power System Retirement Plan
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 Attachment to Schedule SB of 2013 Form 5500
 Part V – Summary of Plan Provisions

Opening balance For those participating in or eligible for the AEP System Retirement Plan on December 31, 2000, opening balance is calculated as follows:

- Present value of monthly normal retirement benefit determined as of December 31, 2000, and payable at age 65 (or current age if older)
 - Present value determined based on 5.78% interest and IRS regulated mortality (GAM83 Unisex) data for lump sums (postretirement only)

Plus

- Credit for early retirement subsidy for monthly payments beginning at age 62 (or current age if older)

Plus

- Transition credit based on age, service and pay received in 2000 (see "Company Credits" for credit percentages)

- Age and service based on completed whole years as of December 31, 2000.

For employees hired on or after January 1, 2001, opening balance is \$0.

Interest credits Interest credits are applied to beginning of year account balance on December 31 each year.

Based on the average 30-year Treasury Bond rate for November of the previous year.

Minimum of 4%.

Company credits Applied to account balance on December 31 or termination date if earlier.

Amount is a percentage of eligible pay received during the year, based on age plus years of Vesting Service (age and service in completed whole years as of December 31).

<i>Age Plus Years of Service</i>	<i>Annual Company Credit</i>
Less than 30	3.0%
30 – 39	3.5%
40 – 49	4.5%
50 – 59	5.5%
60 – 69	7.0%
70+	8.5%

American Electric Power System Retirement Plan
 EIN: 13-4922641 PN: 001
 Attachment to Schedule SB of 2013 Form 5500
 Part V – Summary of Plan Provisions

Monthly Grandfathered Benefit	Sum of (1), (2) and (3): (1) 1.10% of Final Average Pay x Accredited Service up to 35 years (2) 0.50% of Final Average Pay Less Covered Compensation x Accredited Service up to 35 years (3) 1.33% of Final Average Pay x Accredited Service between 35 and 45 years Accruals for the grandfathered benefit ceased on December 31, 2010.
Long-term disability and paid leaves	Compensation equal to base rate of pay as of disability date. Vesting service continues.
Unpaid leave	No compensation for annual Company Credit. Vesting service continues.

Eligibility for Benefits

Normal retirement	All members at or after their Normal Retirement Date.
Early retirement	Any time after attainment of age 55 and completion of five years of vesting. Applicable only to grandfathered benefits.
Postponed retirement	Retirement after Normal Retirement Date.
Vested termination	All members who terminate employment after completion of three years of Vesting Service, or upon death.
Disability	All members who are unable to work at own occupation solely because of sickness or injury for the first 24 months of disability. After 24 months of disability, the participant is eligible if unable to work at any gainful occupation for which the participant may be able, or may reasonably become qualified by education, training or experience, to perform.
Surviving spouse	The surviving spouse of a Grandfathered Member who retired or is eligible to retire on Normal or Early Retirement and who was married to that spouse for the year preceding commencement and whose grandfathered benefit exceeds his or her Cash Balance Benefit.
Preretirement death	Beneficiary of deceased member.

Benefits Paid Upon the Following Events

Normal retirement	For Grandfathered Employees, the better of the monthly grandfathered benefit or the Cash Balance Benefit determined as of Normal Retirement Date. For all other employees, the Cash Balance Benefit determined as of Normal Retirement Date.
Early retirement	For Grandfathered Employees, the better of: (1) The monthly grandfathered retirement benefit reduced by 3% per year for each year commencement precedes age 62, and (2) The Cash Balance Benefit determined as of the Early Retirement Date. For all other employees, the Cash Balance Benefit determined as of the Early Retirement Date.

American Electric Power System Retirement Plan
EIN: 13-4922641 PN: 001
Attachment to Schedule SB of 2013 Form 5500
Part V – Summary of Plan Provisions

Deferred vested retirement	The accrued Normal Retirement Benefit (better of Cash Balance and Grandfathered Benefits, if eligible), payable at Normal Retirement Date or actuarially reduced and payable at any age.
Disability	The greater of (1) or (2): (1) Accrued Grandfathered Retirement Benefit reduced as in the Early Retirement Benefit. If retirement occurs prior to age 55, the benefit is further reduced actuarially from age 55. The Disability Retirement Benefit will reflect Accredited Service that accrued (at most recent rate of base earnings) to a member while receiving benefits under the Company's LTD plan. (2) The Cash Balance Benefit with continued Company Credits while disabled. Benefit (1) applies for Grandfathered Employees only.
Preretirement death	Better of (1) or (2): (1) The grandfathered monthly benefit as if the employee commenced a 60% qualified joint and survivor benefit at his earliest retirement date (2) Annuity equivalent of Cash Balance account or the cash balance account. Benefit (1) applies for a Grandfathered Employee whose beneficiary is his or her spouse.
Surviving spouse benefits	A benefit payable for life equal to 30% of the single life annuity payable to the grandfathered member. The spouse's benefit is actuarially reduced for each year by which the spouse is more than ten years younger than the member. Payable to Grandfathered Employees only.

Other Plan Provisions

Forms of payment

- **Grandfathered employees** The following are available for Grandfathered Employees for both the Grandfathered Benefit and the Cash Balance Benefit:
 - Full lump sum payment.
 - Combination of partial lump sum (25%, 50% or 75% of full lump sum) with remainder paid as a monthly benefit (see below).
 - Monthly payment:
 - Single life annuity.
 - Optional joint annuities (spouse or other beneficiary).
 - Available in 40%, 50%, 60%, 75%, 100%.
 - Can elect pop-up and/or level income options.
 - Automatic company-paid 30% surviving spouse annuity included in Grandfathered Benefit annuity if terminate on or after age 55 and married at least one year. Cash Balance Benefit is actuarially reduced for this feature.

A one-time option to elect a lump sum of the accrued benefit for terminated vested participants whose benefit was determined in no way by reference to either the AEP or CSW cash balance formulas was offered during the period from May 1, 2012 through June 30, 2012. Participants eligible for the window were also permitted to elect any of the other optional forms of payment generally applicable to such a participant under the normal terms of the plan document. Any participant who elected to commence benefits under this window, regardless of lump sum or annuity election, had a benefit commencement date of August 1, 2012.

- **Employees hired on or after January 1, 2001** The following are available for those hired on or after January 1, 2001:
 - Full lump sum payment.
 - Combination of partial lump sum (25%, 50% or 75% of full lump sum) with remainder paid as a monthly benefit (see below).
 - Monthly payment:
 - Single life annuity.
 - Joint annuities (spouse or other beneficiary).
 - Available in 50%, 75%, 100%.

American Electric Power System Retirement Plan
EIN: 13-4922641 PN: 001
Attachment to Schedule SB of 2013 Form 5500
Part V – Summary of Plan Provisions

Form of payment conversion for
non-417(e) covered conversions

- | | |
|-------------------------|---|
| ■ Cash balance | 7.50% interest and the applicable 417(e) Mortality Table. |
| ■ Grandfathered benefit | 7.50% interest and the 1974 George B. Buck Mortality Table. |
| Pension Increases | None. |

Plan Participants' Contributions

Prior to January 1, 1978, employee contributions were required as a condition of Membership. In May and June of 1981, Members were permitted an election to withdraw those contributions. Those who did not elect to withdraw have retirement benefits based on a formula that differs from the formulas previously described in this section. However, the number of nonelecting Members is so small that special plan provisions for that group have not been included in this summary.

Maximum on benefits and
pay

All benefits and pay for any calendar year may not exceed the maximum limitations for that year as defined in the Internal Revenue Code. The plan provides for increasing the dollar limits automatically as such changes become effective. Increases in the dollar limits are assumed for determining pension cost but not for determining contributions.

Benefits not valued

A small portion of the population made employee contributions to the plan. Because the amount of these contributions is not material to the plan, they are not part of the valuation.

Participants who were employees of Columbus Southern Power (CSP) at the time AEP acquired that company have a frozen benefit under the CSP benefit formula at December 31, 1986. Benefits for these participants are the greater of an all-service AEP benefit and a two-part benefit consisting of the frozen CSP benefit plus an AEP benefit accrued from January 1, 1987. Because this applies to a small portion of the population and the CSP frozen benefit is not often the greater benefit for these participants, this benefit is not valued.

Plan status

Ongoing.

Future Plan Changes

Towers Watson is not aware of any future plan changes that are required to be reflected.

Changes in Benefits Valued Since Prior Year

None.

Attained Age	Years of Credited Service															
	Under 1			1 to 4			5 to 9			10 to 14			15 to 19			
	No.	Comp.	Average Cash Bal.	No.	Comp.	Average Cash Bal.	No.	Comp.	Average Cash Bal.	No.	Comp.	Average Cash Bal.	No.	Comp.	Average Cash Bal.	
<25				295	58,960	3,441	24	62,685	8,618							
25 to 29	3			649	67,305	6,210	504	75,300	13,347	12						
30 to 34	3			560	70,639	7,970	835	78,426	16,853	231	84,954	29,110	4			
35 to 39	1			434	73,899	9,520	707	82,378	20,899	459	88,842	38,523	115	89,782	52,158	
40 to 44				338	77,844	11,946	610	82,541	24,475	439	96,696	48,598	298	94,730	64,953	
45 to 49	4			232	76,603	12,894	452	83,576	28,424	426	91,306	55,186	308	93,429	78,027	
50 to 54	1			174	76,665	14,529	356	85,288	32,579	286	96,277	66,961	243	89,395	86,495	
55 to 59	1			129	73,493	16,183	208	85,027	37,101	225	99,701	78,347	154	92,315	105,086	
60 to 64				64	78,921	19,739	96	81,940	37,468	109	92,748	78,189	67	84,301	108,092	
65 to 69				8			26	98,298	51,701	29	102,923	98,829	6			
>70							1			8			2			

Attained Age	Years of Credited Service															
	20 to 24			25 to 29			30 to 34			35 to 39			40 & up			
	No.	Comp.	Average Cash Bal.	No.	Comp.	Average Cash Bal.	No.	Comp.	Average Cash Bal.	No.	Comp.	Average Cash Bal.	No.	Comp.	Average Cash Bal.	
<25																
25 to 29																
30 to 34																
35 to 39	1															
40 to 44	214	101,961	88,871	10												
45 to 49	588	101,676	104,954	514	98,382	126,977	58	92,649	149,049							
50 to 54	495	93,424	120,650	1,006	100,763	155,110	1,160	97,496	182,220	89	96,635	211,018				
55 to 59	312	91,017	138,109	539	98,331	181,636	1,039	102,613	221,429	620	97,759	238,198	23	100,034	259,485	
60 to 64	109	88,795	156,789	156	92,754	193,693	208	102,141	248,102	180	108,500	311,168	91	98,549	311,687	
65 to 69	12			22	108,246	250,427	18			6			21	115,198	423,037	
>70	2			1									1			

**SCHEDULE SB
(Form 5500)**Department of the Treasury
Internal Revenue ServiceDepartment of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

**Single-Employer Defined Benefit Plan
Actuarial Information**

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).

► **File as an attachment to Form 5500 or 5500-SF.**

OMB No. 1210-0110

2013**This Form is Open to Public
Inspection**For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013► **Round off amounts to nearest dollar.**► **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

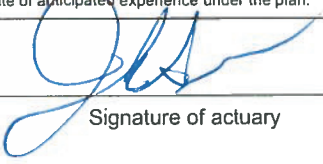
A Name of plan American Electric Power System Retirement Plan	B Three-digit plan number (PN) ► 001
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF American Electric Power Service Corporation	D Employer Identification Number (EIN) 13-4922641
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I Basic Information

1 Enter the valuation date: Month <u>1</u> Day <u>1</u> Year <u>2013</u>		
2 Assets:		
a Market value	2a	4,704,119,951
b Actuarial value	2b	4,699,409,537
3 Funding target/participant count breakdown:	(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment.....	3a	16,292
b For terminated vested participants.....	3b	4,218
c For active participants:		
(1) Non-vested benefits	3c(1)	46,678,501
(2) Vested benefits	3c(2)	1,477,502,076
(3) Total active.....	3c(3)	17,631
d Total.....	3d	38,141
4 If the plan is in at-risk status, check the box and complete lines (a) and (b)..... ☐		
a Funding target disregarding prescribed at-risk assumptions	4a	
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor.....	4b	
5 Effective interest rate	5	6.24 %
6 Target normal cost	6	61,416,651

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE		<u>2/25/14</u>
Joseph A. Perko Type or print name of actuary		Date
Towers Watson Pennsylvania, Inc. Firm name		14-06491 Most recent enrollment number
1001 Lakeside Avenue, Suite 1900 Cleveland OH 44114-1172 Address of the firm		(216) 937-4000 Telephone number (including area code)

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500 or 5500-SF.

Schedule SB (Form 5500) 2013
v. 130118

Part II Beginning of Year Carryover and Prefunding Balances

	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	222,029,014	331,146,532
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	54,393,192	0
9 Amount remaining (line 7 minus line 8)	167,635,822	331,146,532
10 Interest on line 9 using prior year's actual return of <u>13.23</u> %	22,178,219	43,810,686
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		93,785,107
b Interest on (a) using prior year's effective interest rate of <u>6.90</u> % except as otherwise provided (see instructions)		9,914,261
c Total available at beginning of current plan year to add to prefunding balance		103,699,368
d Portion of (c) to be added to prefunding balance		103,699,368
12 Other reductions in balances due to elections or deemed elections	0	0
13 Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	189,814,041	478,656,586

Part III Funding Percentages

14 Funding target attainment percentage	14	100.16 %
15 Adjusted funding target attainment percentage	15	116.77 %
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	105.93 %
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls**18** Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
06/26/2014	71,464,000				
Totals ▶			18(b)	71,464,000	18(c) 0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:

a Contributions allocated toward unpaid minimum required contributions from prior years	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	65,316,114

20 Quarterly contributions and liquidity shortfalls:

- a** Did the plan have a "funding shortfall" for the prior year? ☐ Yes ☒ No
- b** If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☐ Yes ☐ No
- c** If line 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of quarter of this plan year

(1) 1st	(2) 2nd	(3) 3rd	(4) 4th

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:			
a Segment rates:	1st segment: 4.94 %	2nd segment: 6.15 %	3rd segment: 6.76 %
			☐ N/A, full yield curve used
b Applicable month (enter code).....			21b 3
22 Weighted average retirement age			22 61
23 Mortality table(s) (see instructions)	☐ Prescribed - combined	☒ Prescribed - separate	☐ Substitute

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment.....	27

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

28 Unpaid minimum required contributions for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a).....	29	0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	0

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6).....	31a	61,416,651	
b Excess assets, if applicable, but not greater than line 31a	31b	6,653,964	
32 Amortization installments:	Outstanding Balance		Installment
a Net shortfall amortization installment.....	0		0
b Waiver amortization installment			0
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33	0	
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33) ..	34	54,762,687	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	0	0	0
36 Additional cash requirement (line 34 minus line 35).....	36	54,762,687	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....	37	65,316,114	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	10,553,427	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years	40	0	

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If an election was made to use PRA 2010 funding relief for this plan:			
a Schedule elected	☐ 2 plus 7 years ☐ 15 years		
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011		
42 Amount of acceleration adjustment	42		
43 Excess installment acceleration amount to be carried over to future plan years	43		

The Schedule of Assets (Acquired and Disposed of Within Year) for the American Electric Power System Retirement Plan is included in the Accountant's Audit report. Please see attachment PensionFinancialStatements.pdf.