

Edgar Filing: ING GROEP NV - Form 13F-HR

ING GROEP NV  
Form 13F-HR  
August 14, 2009

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

Form 13F

Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: June 30, 2009

Check here if Amendment ; Amendment Number: \_\_\_\_\_

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

Institutional Investment Manager Filing this Report:

Name: ING Groep N.V.  
Address: Amstelveenseweg 500  
1081 KL, Amsterdam,  
The Netherlands

Form 13F File Number: 28-13263

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

Person Signing this Report on Behalf of Reporting Manager:

Name: J.A.M. Emke-Petrelluzzi Bojanic  
Title: Compliance Officer  
Phone: +31 20 576 65 41

Signature, Place, and Date of Signing:

/s/ J.A.M. Emke-Petrelluzzi Bojanic, Amsterdam, August 14, 2009  
-----

Name: R.M. Fischmann  
Title: Manager Compliance Netherlands  
Phone: +31 20 576 51 18

Signature, Place, and Date of Signing:

/s/ R.M. Fischmann, Amsterdam, August 14, 2009  
-----

Report Type (Check only one.):

13F HOLDINGS REPORT.

13F NOTICE.

# Edgar Filing: ING GROEP NV - Form 13F-HR

[X] 13F COMBINATION REPORT.

List of Other Managers Reporting for this Manager:

| Form 13F File Number | Name                                    |
|----------------------|---|
| 28-13194             | ING Investment Management, Inc.         |
| 28-11943             | ING Investment Management (Europe) B.V. |

## FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: \_\_\_\_\_  
 Form 13F Information Table Entry Total: 2407  
 Form 13F Information Table Value Total: \$20,252,232  
 (USD thousands)

List of Other Included Managers:

| No. | Form 13F File Number | Name  |
|-----|----------------------|---|
| 1   |                      | Other wholly owned subsidiary of<br>ING Groep N.V.                                  |
| 2   |                      | ING Investment Management Advisors B.V.   |
| 3   |                      | ING Investment Management Asia Pacific  |
| 4   |                      | ING Investment Management Asia Pacific<br>& ING Investment Management Advisors B.V. |

## Form 13F Information Table

| COLUMN 1                 | COLUMN 2       | COLUMN 3  | COLUMN 4          | COLUMN 5       | COLUMN 6   |              |                      |
|--------------------------|----------------|-----------|-------------------|----------------|------------|--------------|----------------------|
| NAME OF ISSUER           | TITLE OF CLASS | CUSIP     | VALUE<br>(x 1000) | # OF<br>SHARES | SH/<br>PRN | PUT/<br>CALL | INVESTME<br>DISCRETI |
| 1ST SOURCE CORP          | COM            | 336901103 | 678               | 39250          |            |              | DEFINED              |
| 3COM CORP                | COM            | 885535104 | 4,218             | 891833         |            |              | DEFINED              |
| 3M CO                    | COM            | 88579Y101 | 22,367            | 372157         |            |              | DEFINED              |
| 3PAR INC                 | COM            | 88580F109 | 128               | 10300          |            |              | DEFINED              |
| 99 CENTS ONLY STORES     | COM            | 65440K106 | 893               | 65750          |            |              | DEFINED              |
| A D C TELECOMMUNICATIONS | COM NEW        | 000886309 | 1,262             | 158540         |            |              | DEFINED              |
| AAR CORP                 | COM            | 000361105 | 651               | 40540          |            |              | DEFINED              |
| AARONS INC               | COM            | 002535201 | 1,598             | 53580          |            |              | DEFINED              |
| ABAXIS INC               | COM            | 002567105 | 325               | 15817          |            |              | DEFINED              |
| ABB LTD                  | SPONSORED ADR  | 000375204 | 6,697             | 424413         |            |              | DEFINED              |
| ABBOTT LABORATORIES      | COM            | 002824100 | 16,843            | 358,051        | SH         |              | DEFINED              |
| ABBOTT LABS              | COM            | 002824100 | 153,357           | 3260144        |            |              | DEFINED              |
| ABERCROMBIE & FITCH CO   | CL A           | 002896207 | 51,562            | 2030800        |            |              | DEFINED              |
| ABINGTON BANCORP INC     | COM            | 00350L109 | 183               | 22970          |            |              | DEFINED              |
| ABM INDS INC             | COM            | 000957100 | 774               | 42816          |            |              | DEFINED              |
| ACADIA RLTY TR           | COM SH BEN INT | 004239109 | 6,642             | 508999         |            |              | DEFINED              |
| ACCELRYX INC             | COM            | 00430U103 | 117               | 19750          |            |              | DEFINED              |
| ACCO BRANDS CORP         | COM            | 00081T108 | 75                | 26600          |            |              | DEFINED              |
| ACCURAY INC              | COM            | 004397105 | 79                | 11850          |            |              | DEFINED              |
| ACETO CORP               | COM            | 004446100 | 83                | 12400          |            |              | DEFINED              |

Edgar Filing: ING GROEP NV - Form 13F-HR

|                              |          |           |        |         |         |
|------------------------------|----------|-----------|--------|---------|---------|
| ACI WORLDWIDE INC            | COM      | 004498101 | 154    | 11000   | DEFINED |
| ACME PACKET INC              | COM      | 004764106 | 104    | 10250   | DEFINED |
| ACORDA THERAPEUTICS INC      | COM      | 00484M106 | 4,721  | 167484  | DEFINED |
| ACTEL CORP                   | COM      | 004934105 | 216    | 20102   | DEFINED |
| ACTIVISION BLIZZARD INC      | COM      | 00507V109 | 1,189  | 94150   | DEFINED |
| ACTUANT CORP                 | CL A NEW | 00508X203 | 8,689  | 712230  | DEFINED |
| ACTUATE CORP                 | COM      | 00508B102 | 133    | 27723   | DEFINED |
| ACUITY BRANDS INC            | COM      | 00508Y102 | 4,362  | 155516  | DEFINED |
| ACXIOM CORP                  | COM      | 005125109 | 1,646  | 186395  | DEFINED |
| ADAPTEC INC                  | COM      | 00651F108 | 150    | 56470   | DEFINED |
| ADMINISTAFF INC              | COM      | 007094105 | 1,483  | 63709   | DEFINED |
| ADOBE SYS INC                | COM      | 00724F101 | 12,589 | 444830  | DEFINED |
| ADOLOR CORP                  | COM      | 00724X102 | 55     | 31100   | DEFINED |
| ADTRAN INC                   | COM      | 00738A106 | 1,031  | 48014   | DEFINED |
| ADVANCE AMER CASH ADVANCE CT | COM      | 00739W107 | 75     | 16850   | DEFINED |
| ADVANCE AUTO PARTS INC       | COM      | 00751Y106 | 32,366 | 780083  | DEFINED |
| ADVANCED ANALOGIC TECHNOLOGI | COM      | 00752J108 | 87     | 19000   | DEFINED |
| ADVANCED BATTERY TECHNOLOG I | COM      | 00752H102 | 59     | 14600   | DEFINED |
| ADVANCED ENERGY INDS         | COM      | 007973100 | 5,196  | 577971  | DEFINED |
| ADVANCED MICRO DEVICES INC   | COM      | 007903107 | 812    | 209748  | DEFINED |
| ADVENT SOFTWARE INC          | COM      | 007974108 | 675    | 20586   | DEFINED |
| AECOM TECHNOLOGY CORP DELAWA | COM      | 00766T100 | 3,784  | 118250  | DEFINED |
| AEROPOSTALE                  | COM      | 007865108 | 5,992  | 174845  | DEFINED |
| AEROVIRONMENT INC            | COM      | 008073108 | 1,372  | 44450   | DEFINED |
| AES CORP                     | COM      | 00130H105 | 6,094  | 524852  | DEFINED |
| AETNA INC NEW                | COM      | 00817Y108 | 44,051 | 1758510 | DEFINED |
| AFC ENTERPRISES INC          | COM      | 00104Q107 | 92     | 13600   | DEFINED |

| COLUMN 1                       | COLUMN 2       | COLUMN 3  | COLUMN 4          | COLUMN 5       | COLUMN 6                   |                      |
|--------------------------------|----------------|-----------|-------------------|----------------|----------------------------|----------------------|
| NAME OF ISSUER                 | TITLE OF CLASS | CUSIP     | VALUE<br>(x 1000) | # OF<br>SHARES | SH/<br>PRN<br>PUT/<br>CALL | INVESTME<br>DISCRETI |
| AFFILIATED COMPUTER SERVICES   | CL A           | 008190100 | 3,399             | 76513          |                            | DEFINED              |
| AFFILIATED MANAGERS GROUP      | COM            | 008252108 | 1,358             | 23340          |                            | DEFINED              |
| AFFYMETRIX INC                 | COM            | 00826T108 | 1,210             | 204125         |                            | DEFINED              |
| AFLAC INC                      | COM            | 001055102 | 11,355            | 365221         |                            | DEFINED              |
| AGCO CORP                      | COM            | 001084102 | 21,166            | 728104         |                            | DEFINED              |
| AGILENT TECHNOLOGIES INC       | COM            | 00846U101 | 20,175            | 993370         |                            | DEFINED              |
| AGILYSYS INC                   | COM            | 00847J105 | 80                | 17150          |                            | DEFINED              |
| AGL RES INC                    | COM            | 001204106 | 29,347            | 922873         |                            | DEFINED              |
| AGL RESOURCES, INC.            | COM            | 001204106 | 1,138             | 35,795         | SH                         | DEFINED              |
| AGNICO EAGLE MINES LTD         | COM            | 008474108 | 11,413            | 217469         |                            | DEFINED              |
| AGRIUM INC                     | COM            | 008916108 | 2,625             | 65800          |                            | DEFINED              |
| AIR METHODS CORP               | COM PAR \$.06  | 009128307 | 320               | 11700          |                            | DEFINED              |
| AIR PRODS & CHEMS INC          | COM            | 009158106 | 16,947            | 262371         |                            | DEFINED              |
| AIR PRODUCTS & CHEMICALS, INC. | COM            | 009158106 | 566               | 8,756          | SH                         | DEFINED              |
| AIR TRANSPORT SERVICES GRP I   | COM            | 00922R105 | 66                | 28000          |                            | DEFINED              |
| AIRGAS INC                     | COM            | 009363102 | 32,495            | 801740         |                            | DEFINED              |
| AIRTRAN HLDGS INC              | COM            | 00949P108 | 268               | 43300          |                            | DEFINED              |
| AIRVANA INC                    | COM            | 00950V101 | 147               | 23213          |                            | DEFINED              |
| AK STL HLDG CORP               | COM            | 001547108 | 1,531             | 79800          |                            | DEFINED              |
| AKAMAI TECHNOLOGIES INC        | COM            | 00971T101 | 3,571             | 186190         |                            | DEFINED              |
| AKORN INC                      | COM            | 009728106 | 899               | 742821         |                            | DEFINED              |
| ALASKA AIR GROUP INC           | COM            | 011659109 | 412               | 22590          |                            | DEFINED              |
| ALASKA COMMUNICATIONS SYS GR   | COM            | 01167P101 | 6,553             | 895284         |                            | DEFINED              |

Edgar Filing: ING GROEP NV - Form 13F-HR

|                              |                 |           |        |           |         |
|------------------------------|-----------------|-----------|--------|-----------|---------|
| ALBANY INTL CORP             | CL A            | 012348108 | 375    | 32950     | DEFINED |
| ALBANY MOLECULAR RESH INC    | COM             | 012423109 | 137    | 16340     | DEFINED |
| ALBEMARLE CORP               | COM             | 012653101 | 8,629  | 337455    | DEFINED |
| ALBERTO CULVER CO NEW        | COM             | 013078100 | 854    | 33600     | DEFINED |
| ALCATEL-LUCENT               | SPONSORED ADR   | 013904305 | 48     | 19220     | DEFINED |
| ALCOA INC                    | COM             | 013817101 | 35,120 | 3399851   | DEFINED |
| ALCON, INC.                  | COM SHS         | H01301102 | 1,353  | 11,655 SH | DEFINED |
| ALEXANDERS INC               | COM             | 014752109 | 202    | 750       | DEFINED |
| ALEXANDRIA REAL ESTATE EQ IN | COM             | 015271109 | 4,623  | 129178    | DEFINED |
| ALEXION PHARMACEUTICALS INC  | COM             | 015351109 | 1,320  | 32100     | DEFINED |
| ALIGN TECHNOLOGY INC         | COM             | 016255101 | 200    | 18900     | DEFINED |
| ALKERMES INC                 | COM             | 01642T108 | 2,926  | 270400    | DEFINED |
| ALLEGHENY ENERGY INC         | COM             | 017361106 | 2,350  | 91599     | DEFINED |
| ALLEGHENY TECHNOLOGIES INC   | COM             | 01741R102 | 3,574  | 102322    | DEFINED |
| ALLEGIANT TRAVEL CO          | COM             | 01748X102 | 440    | 11100     | DEFINED |
| ALLERGAN INC                 | COM             | 018490102 | 12,991 | 273035    | DEFINED |
| ALLETE INC                   | COM NEW         | 018522300 | 516    | 17940     | DEFINED |
| ALLIANCE DATA SYSTEMS CORP   | COM             | 018581108 | 10,059 | 244204    | DEFINED |
| ALLIANCE ONE INTL INC        | COM             | 018772103 | 559    | 147160    | DEFINED |
| ALLIANCEBERNSTEIN HOLDING LP | UNIT LTD PARTN  | 01881G106 | 1,563  | 77800     | DEFINED |
| ALLIANT ENERGY CORP          | COM             | 018802108 | 2,422  | 92700     | DEFINED |
| ALLIANT TECHSYSTEMS INC      | COM             | 018804104 | 4,629  | 56200     | DEFINED |
| ALLIED CAP CORP NEW          | COM             | 01903Q108 | 199    | 57100     | DEFINED |
| ALLIED NEVADA GOLD CORP      | COM             | 019344100 | 158    | 19550     | DEFINED |
| ALLIS CHALMERS ENERGY INC    | COM PAR \$.01NW | 019645506 | 91     | 39350     | DEFINED |

| COLUMN 1                     | COLUMN 2       | COLUMN 3  | COLUMN 4          | COLUMN 5       | COLUMN 6             |                      |
|------------------------------|----------------|-----------|-------------------|----------------|----------------------|----------------------|
| NAME OF ISSUER               | TITLE OF CLASS | CUSIP     | VALUE<br>(x 1000) | # OF<br>SHARES | SH/ PUT/<br>PRN CALL | INVESTME<br>DISCRETI |
| ALLOS THERAPEUTICS INC       | COM            | 019777101 | 170               | 20450          |                      | DEFINED              |
| ALLSCRIPT MISYS HEALTCAR SOL | COM            | 01988P108 | 198               | 12500          |                      | DEFINED              |
| ALLSTATE CORP                | COM            | 020002101 | 6,665             | 273152         |                      | DEFINED              |
| ALNYLAM PHARMACEUTICALS INC  | COM            | 02043Q107 | 261               | 11700          |                      | DEFINED              |
| ALPHA NATURAL RESOURCES INC  | COM            | 02076X102 | 9,815             | 373616         |                      | DEFINED              |
| ALPHATEC HOLDINGS INC        | COM            | 02081G102 | 60                | 18100          |                      | DEFINED              |
| ALTERA CORP                  | COM            | 021441100 | 9,926             | 609350         |                      | DEFINED              |
| ALTRIA GROUP INC             | COM            | 02209S103 | 65,603            | 4002611        |                      | DEFINED              |
| ALTRIA GROUP, INC.           | COM            | 02209S103 | 7,320             | 446,642 SH     |                      | DEFINED              |
| ALUMINUM CORP CHINA LTD      | SPON ADR H SHS | 022276109 | 2,250             | 96383          |                      | DEFINED              |
| AMAG PHARMACEUTICALS INC     | COM            | 00163U106 | 4,249             | 77722          |                      | DEFINED              |
| AMAZON COM INC               | COM            | 023135106 | 60,437            | 722418         |                      | DEFINED              |
| AMB PROPERTY CORP            | COM            | 00163T109 | 5,578             | 296535         |                      | DEFINED              |
| AMBAC FINL GROUP INC         | COM            | 023139108 | 93                | 101100         |                      | DEFINED              |
| AMCOL INTL CORP              | COM            | 02341W103 | 670               | 31060          |                      | DEFINED              |
| AMEDISYS INC                 | COM            | 023436108 | 1,298             | 39311          |                      | DEFINED              |
| AMEREN CORP                  | COM            | 023608102 | 1,965             | 78955          |                      | DEFINED              |
| AMERICA MOVIL SAB DE CV      | SPON ADR L SHS | 02364W105 | 10,623            | 274360         |                      | DEFINED              |
| AMERICA MOVIL SAB DE CV      | SPON ADR L SHS | 02364W105 | 1,302             | 33,619 SH      |                      | DEFINED              |
| AMERICAN EAGLE OUTFITTERS NE | COM            | 02553E106 | 20,566            | 1451410        |                      | DEFINED              |
| AMERICAN ELEC PWR INC        | COM            | 025537101 | 33,428            | 1157091        |                      | DEFINED              |
| AMERICAN EQTY INVT LIFE HLD  | COM            | 025676206 | 209               | 37480          |                      | DEFINED              |
| AMERICAN EXPRESS CO          | COM            | 025816109 | 35,806            | 1540712        |                      | DEFINED              |
| AMERICAN FINL GROUP INC OHIO | COM            | 025932104 | 4,925             | 228242         |                      | DEFINED              |
| AMERICAN GREETINGS CORP      | CL A           | 026375105 | 573               | 49040          |                      | DEFINED              |

Edgar Filing: ING GROEP NV - Form 13F-HR

|                                   |      |           |        |            |         |
|-----------------------------------|------|-----------|--------|------------|---------|
| AMERICAN ITALIAN PASTA CO         | CL A | 027070101 | 2,832  | 97150      | DEFINED |
| AMERICAN MED SYS HLDGS INC        | COM  | 02744M108 | 2,443  | 154205     | DEFINED |
| AMERICAN ORIENTAL BIOENGR IN      | COM  | 028731107 | 118    | 22250      | DEFINED |
| AMERICAN PHYSICIANS CAPITAL       | COM  | 028884104 | 275    | 7025       | DEFINED |
| AMERICAN PUBLIC EDUCATION IN      | COM  | 02913V103 | 992    | 25070      | DEFINED |
| AMERICAN APPAREL INC              | COM  | 023850100 | 38     | 10550      | DEFINED |
| AMERICAN AXLE & MFG HLDGS IN      | COM  | 024061103 | 67     | 19600      | DEFINED |
| AMERICAN CAMPUS CMNTYS INC        | COM  | 024835100 | 6,938  | 312791     | DEFINED |
| AMERICAN CAP LTD                  | COM  | 02503Y103 | 195    | 60800      | DEFINED |
| AMERICAN ELECTRIC POWER CO., INC. | COM  | 025537101 | 11,617 | 402,098 SH | DEFINED |
| AMERICAN REPROGRAPHICS CO         | COM  | 029263100 | 123    | 14750      | DEFINED |
| AMERICAN SCIENCE & ENGR INC       | COM  | 029429107 | 961    | 13900      | DEFINED |
| AMERICAN SOFTWARE INC             | CL A | 029683109 | 99     | 17250      | DEFINED |
| AMERICAN SUPERCONDUCTOR CORP      | COM  | 030111108 | 512    | 19500      | DEFINED |
| AMERICAN TOWER CORP               | CL A | 029912201 | 7,896  | 250440     | DEFINED |
| AMERICAN VANGUARD CORP            | COM  | 030371108 | 271    | 23952      | DEFINED |
| AMERICREDIT CORP                  | COM  | 03060R101 | 2,745  | 202550     | DEFINED |
| AMERIGROUP CORP                   | COM  | 03073T102 | 9,908  | 369028     | DEFINED |
| AMERIPRISE FINL INC               | COM  | 03076C106 | 3,612  | 148814     | DEFINED |
| AMERIS BANCORP                    | COM  | 03076K108 | 117    | 18531      | DEFINED |
| AMERISAFE INC                     | COM  | 03071H100 | 1,290  | 82935      | DEFINED |
| AMERISOURCEBERGEN CORP            | COM  | 03073E105 | 12,512 | 705276     | DEFINED |
| AMERON INTL INC                   | COM  | 030710107 | 375    | 5599       | DEFINED |

| COLUMN 1                    | COLUMN 2       | COLUMN 3  | COLUMN 4          | COLUMN 5       | COLUMN 6                   |                      |
|-----------------------------|----------------|-----------|-------------------|----------------|----------------------------|----------------------|
| NAME OF ISSUER              | TITLE OF CLASS | CUSIP     | VALUE<br>(x 1000) | # OF<br>SHARES | SH/<br>PUT/<br>PRN<br>CALL | INVESTME<br>DISCRETI |
| AMETEK INC NEW              | COM            | 031100100 | 3,463             | 100159         | DEFINED                    |                      |
| AMGEN INC                   | COM            | 031162100 | 60,712            | 1146813        | DEFINED                    |                      |
| AMKOR TECHNOLOGY INC        | COM            | 031652100 | 286               | 60650          | DEFINED                    |                      |
| AMN HEALTHCARE SERVICES INC | COM            | 001744101 | 327               | 51330          | DEFINED                    |                      |
| AMPHENOL CORP NEW           | CL A           | 032095101 | 48,775            | 1541561        | DEFINED                    |                      |
| AMR CORP                    | COM            | 001765106 | 229               | 56900          | DEFINED                    |                      |
| AMSURG CORP                 | COM            | 03232P405 | 1,910             | 89075          | DEFINED                    |                      |
| AMYLIN PHARMACEUTICALS INC  | COM            | 032346108 | 5,109             | 378450         | DEFINED                    |                      |
| ANADARKO PETE CORP          | COM            | 032511107 | 42,668            | 940026         | DEFINED                    |                      |
| ANADIGICS INC               | COM            | 032515108 | 155               | 36950          | DEFINED                    |                      |
| ANALOG DEVICES INC          | COM            | 032654105 | 3,106             | 125329         | DEFINED                    |                      |
| ANALOGIC CORP               | COM PAR \$0.05 | 032657207 | 416               | 11252          | DEFINED                    |                      |
| ANDERSONS INC               | COM            | 034164103 | 1,103             | 36840          | DEFINED                    |                      |
| ANGLO AMERN PLC             | ADR NEW        | 03485P201 | 6,382             | 436255         | DEFINED                    |                      |
| ANGLOGOLD ASHANTI LTD       | SPONSORED ADR  | 035128206 | 4,349             | 118739         | DEFINED                    |                      |
| ANIXTER INTL INC            | COM            | 035290105 | 1,689             | 44940          | DEFINED                    |                      |
| ANNALY CAP MGMT INC         | COM            | 035710409 | 3,104             | 205018         | DEFINED                    |                      |
| ANNTAYLOR STORES CORP       | COM            | 036115103 | 258               | 32300          | DEFINED                    |                      |
| ANSYS INC                   | COM            | 03662Q105 | 19,380            | 621954         | DEFINED                    |                      |
| ANWORTH MORTGAGE ASSET CP   | COM            | 037347101 | 318               | 44040          | DEFINED                    |                      |
| AON CORP                    | COM            | 037389103 | 13,803            | 364484         | DEFINED                    |                      |
| APACHE CORP                 | COM            | 037411105 | 105,046           | 1455934        | DEFINED                    |                      |
| APARTMENT INVT & MGMT CO    | CL A           | 03748R101 | 1,865             | 210746         | DEFINED                    |                      |
| APOGEE ENTERPRISES INC      | COM            | 037598109 | 1,243             | 101240         | DEFINED                    |                      |
| APOLLO GROUP INC            | CL A           | 037604105 | 23,702            | 333262         | DEFINED                    |                      |
| APOLLO INVT CORP            | COM            | 03761U106 | 6,806             | 1136249        | DEFINED                    |                      |
| APPLE INC                   | COM            | 037833100 | 286,519           | 2011649        | DEFINED                    |                      |

Edgar Filing: ING GROEP NV - Form 13F-HR

|                              |                |           |        |         |         |
|------------------------------|----------------|-----------|--------|---------|---------|
| APPLIED INDL TECHNOLOGIES IN | COM            | 03820C105 | 2,053  | 104233  | DEFINED |
| APPLIED MATLS INC            | COM            | 038222105 | 33,978 | 3086136 | DEFINED |
| APPLIED MICRO CIRCUITS CORP  | COM NEW        | 03822W406 | 291    | 35800   | DEFINED |
| APPLIED SIGNAL TECHNOLOGY IN | COM            | 038237103 | 1,196  | 46900   | DEFINED |
| APTARGROUP INC               | COM            | 038336103 | 730    | 21631   | DEFINED |
| AQUA AMERICA INC             | COM            | 03836W103 | 3,931  | 219610  | DEFINED |
| ARBITRON INC                 | COM            | 03875Q108 | 8,586  | 540345  | DEFINED |
| ARCELORMITTAL SA LUXEMBOURG  | NY REGISTRY SH | 03938L104 | 3,179  | 96100   | DEFINED |
| ARCH CHEMICALS INC           | COM            | 03937R102 | 1,127  | 45820   | DEFINED |
| ARCH COAL INC                | COM            | 039380100 | 27,013 | 1757510 | DEFINED |
| ARCHER DANIELS MIDLAND CO    | COM            | 039483102 | 18,721 | 699336  | DEFINED |
| ARENA PHARMACEUTICALS INC    | COM            | 040047102 | 122    | 24400   | DEFINED |
| ARENA RESOURCES INC          | COM            | 040049108 | 393    | 12350   | DEFINED |
| ARES CAP CORP                | COM            | 04010L103 | 576    | 71506   | DEFINED |
| ARIBA INC                    | COM NEW        | 04033V203 | 368    | 37408   | DEFINED |
| ARKANSAS BEST CORP DEL       | COM            | 040790107 | 803    | 30480   | DEFINED |
| ARQULE INC                   | COM            | 04269E107 | 365    | 59400   | DEFINED |
| ARRAY BIOPHARMA INC          | COM            | 04269X105 | 34     | 10800   | DEFINED |
| ARRIS GROUP INC              | COM            | 04269Q100 | 2,762  | 226926  | DEFINED |
| ARROW ELECTRS INC            | COM            | 042735100 | 4,681  | 220390  | DEFINED |
| ART TECHNOLOGY GROUP INC     | COM            | 04289L107 | 200    | 52500   | DEFINED |

| COLUMN 1                     | COLUMN 2       | COLUMN 3  | COLUMN 4          | COLUMN 5       | COLUMN 6             |                      |
|------------------------------|----------------|-----------|-------------------|----------------|----------------------|----------------------|
| NAME OF ISSUER               | TITLE OF CLASS | CUSIP     | VALUE<br>(x 1000) | # OF<br>SHARES | SH/ PUT/<br>PRN CALL | INVESTME<br>DISCRETI |
| ARTHUR J GALLAGHER & CO.     | COM            | 363576109 | 831               | 38,958         | SH                   | DEFINED              |
| ARUBA NETWORKS INC           | COM            | 043176106 | 165               | 18900          |                      | DEFINED              |
| ARVINMERITOR INC             | COM            | 043353101 | 112               | 25450          |                      | DEFINED              |
| ASBURY AUTOMOTIVE GROUP INC  | COM            | 043436104 | 352               | 34347          |                      | DEFINED              |
| ASCENT SOLAR TECHNOLOGIES IN | COM            | 043635101 | 250               | 32000          |                      | DEFINED              |
| ASHFORD HOSPITALITY TR INC   | COM SHS        | 044103109 | 325               | 115600         |                      | DEFINED              |
| ASHLAND INC NEW              | COM            | 044209104 | 3,138             | 111874         |                      | DEFINED              |
| ASIAINFO HLDGS INC           | COM            | 04518A104 | 205               | 11900          |                      | DEFINED              |
| ASSOCIATED BANC CORP         | COM            | 045487105 | 4,098             | 327850         |                      | DEFINED              |
| ASSOCIATED ESTATES RLTY CORP | COM            | 045604105 | 85                | 14200          |                      | DEFINED              |
| ASSURANT INC                 | COM            | 04621X108 | 3,080             | 127846         |                      | DEFINED              |
| ASTEC INDS INC               | COM            | 046224101 | 366               | 12335          |                      | DEFINED              |
| ASTORIA FINL CORP            | COM            | 046265104 | 150               | 17500          |                      | DEFINED              |
| AT&T INC                     | COM            | 00206R102 | 198,174           | 7978015        |                      | DEFINED              |
| AT&T, INC.                   | COM            | 00206R102 | 17,676            | 711,580        | SH                   | DEFINED              |
| ATC TECHNOLOGY CORP          | COM            | 00211W104 | 314               | 21630          |                      | DEFINED              |
| ATHENAHEALTH INC             | COM            | 04685W103 | 738               | 19950          |                      | DEFINED              |
| ATHEROS COMMUNICATIONS INC   | COM            | 04743P108 | 501               | 26050          |                      | DEFINED              |
| ATLANTIC TELE NETWORK INC    | COM NEW        | 049079205 | 514               | 13090          |                      | DEFINED              |
| ATLAS AIR WORLDWIDE HLDGS IN | COM NEW        | 049164205 | 5,254             | 226570         |                      | DEFINED              |
| ATLAS AMER INC               | COM            | 049167109 | 4,272             | 239079         |                      | DEFINED              |
| ATMEL CORP                   | COM            | 049513104 | 344               | 92100          |                      | DEFINED              |
| ATMI INC                     | COM            | 00207R101 | 229               | 14750          |                      | DEFINED              |
| ATMOS ENERGY CORP            | COM            | 049560105 | 4,078             | 162874         |                      | DEFINED              |
| ATP OIL & GAS CORP           | COM            | 00208J108 | 73                | 10450          |                      | DEFINED              |
| ATS MED INC                  | COM            | 002083103 | 53                | 16200          |                      | DEFINED              |
| ATWOOD OCEANICS INC          | COM            | 050095108 | 2,681             | 107630         |                      | DEFINED              |
| AU OPTRONICS CORP            | SPONSORED ADR  | 002255107 | 7,616             | 786743         |                      | DEFINED              |
| AU OPTRONICS CORP.           | SPONSORED ADR  | 002255107 | 108               | 11,200         | SH                   | DEFINED              |

Edgar Filing: ING GROEP NV - Form 13F-HR

|                                 |      |           |        |            |         |
|---------------------------------|------|-----------|--------|------------|---------|
| AUTODESK INC                    | COM  | 052769106 | 6,982  | 367874     | DEFINED |
| AUTOLIV INC                     | COM  | 052800109 | 43,665 | 1517726    | DEFINED |
| AUTOMATIC DATA PROCESSING IN    | COM  | 053015103 | 32,580 | 919291     | DEFINED |
| AUTOMATIC DATA PROCESSING, INC. | COM  | 053015103 | 11,090 | 312,925 SH | DEFINED |
| AUTONATION INC                  | COM  | 05329W102 | 4,602  | 265225     | DEFINED |
| AUTOZONE INC                    | COM  | 053332102 | 3,145  | 20813      | DEFINED |
| AUXILIUM PHARMACEUTICALS INC    | COM  | 05334D107 | 2,375  | 75700      | DEFINED |
| AVALONBAY CMNTYS INC            | COM  | 053484101 | 8,450  | 151047     | DEFINED |
| AVERY DENNISON CORP             | COM  | 053611109 | 4,384  | 170724     | DEFINED |
| AVID TECHNOLOGY INC             | COM  | 05367P100 | 500    | 37260      | DEFINED |
| AVIS BUDGET GROUP               | COM  | 053774105 | 191    | 33800      | DEFINED |
| AVISTA CORP                     | COM  | 05379B107 | 894    | 50210      | DEFINED |
| AVNET INC                       | COM  | 053807103 | 5,684  | 270266     | DEFINED |
| AVOCENT CORP                    | COM  | 053893103 | 8,608  | 616627     | DEFINED |
| AVON PRODS INC                  | COM  | 054303102 | 4,335  | 168154     | DEFINED |
| AVX CORP NEW                    | COM  | 002444107 | 124    | 12450      | DEFINED |
| AXSYS TECHNOLOGIES INC          | COM  | 054615109 | 1,065  | 19860      | DEFINED |
| AZZ INC                         | COM  | 002474104 | 786    | 22830      | DEFINED |
| B & G FOODS INC NEW             | CL A | 05508R106 | 90     | 10700      | DEFINED |

| COLUMN 1                     | COLUMN 2         | COLUMN 3  | COLUMN 4          | COLUMN 5       | COLUMN 6                |                      |
|------------------------------|------------------|-----------|-------------------|----------------|-------------------------|----------------------|
| NAME OF ISSUER               | TITLE OF CLASS   | CUSIP     | VALUE<br>(x 1000) | # OF<br>SHARES | SH/<br>PUT/<br>PRN CALL | INVESTME<br>DISCRETI |
| BADGER METER INC             | COM              | 056525108 | 918               | 22390          | DEFINED                 |                      |
| BAIDU INC                    | SPON ADR REP A   | 056752108 | 9,901             | 32884          | DEFINED                 |                      |
| BAKER HUGHES INC             | COM              | 057224107 | 9,295             | 255085         | DEFINED                 |                      |
| BAKER MICHAEL CORP           | COM              | 057149106 | 313               | 7400           | DEFINED                 |                      |
| BALCHEM CORP                 | COM              | 057665200 | 1,786             | 72854          | DEFINED                 |                      |
| BALDOR ELEC CO               | COM              | 057741100 | 908               | 38167          | DEFINED                 |                      |
| BALDWIN & LYONS INC          | CL B             | 057755209 | 264               | 13382          | DEFINED                 |                      |
| BALL CORP                    | COM              | 058498106 | 6,199             | 137278         | DEFINED                 |                      |
| BALLY TECHNOLOGIES INC       | COM              | 05874B107 | 18,325            | 612476         | DEFINED                 |                      |
| BANCFIRST CORP               | COM              | 05945F103 | 329               | 9520           | DEFINED                 |                      |
| BANCO BRADESCO S A           | SP ADR PFD NEW   | 059460303 | 2,566             | 173741         | DEFINED                 |                      |
| BANCORPSOUTH INC             | COM              | 059692103 | 4,026             | 196100         | DEFINED                 |                      |
| BANK HAWAII CORP             | COM              | 062540109 | 20,114            | 561381         | DEFINED                 |                      |
| BANK MONTREAL QUE            | COM              | 063671101 | 17,915            | 425035         | DEFINED                 |                      |
| BANK MUTUAL CORP NEW         | COM              | 063750103 | 4,781             | 548256         | DEFINED                 |                      |
| BANK NOVA SCOTIA HALIFAX     | COM              | 064149107 | 18,676            | 498036         | DEFINED                 |                      |
| BANK OF NEW YORK MELLON CORP | COM              | 064058100 | 38,897            | 1327102        | DEFINED                 |                      |
| BANK OF THE OZARKS INC       | COM              | 063904106 | 1,062             | 49120          | DEFINED                 |                      |
| BANK OF AMERICA CORPORATION  | COM              | 060505104 | 138,004           | 10454836       | DEFINED                 |                      |
| BANK OF HAWAII CORP.         | COM              | 062540109 | 7,659             | 213,756 SH     | DEFINED                 |                      |
| BANKRATE INC                 | COM              | 06646V108 | 324               | 12819          | DEFINED                 |                      |
| BARCLAYS BK PLC              | DJUBS CMDT ETN36 | 06738C778 | 839               | 22600          | DEFINED                 |                      |
| BARD C R INC                 | COM              | 067383109 | 9,158             | 123014         | DEFINED                 |                      |
| BARE ESCENTUALS INC          | COM              | 067511105 | 170               | 19100          | DEFINED                 |                      |
| BARNES & NOBLE INC           | COM              | 067774109 | 2,717             | 131700         | DEFINED                 |                      |
| BARNES GROUP INC             | COM              | 067806109 | 7,799             | 655920         | DEFINED                 |                      |
| BARRETT BILL CORP            | COM              | 06846N104 | 8,820             | 321209         | DEFINED                 |                      |
| BARRICK GOLD CORP            | COM              | 067901108 | 46,542            | 1387231        | DEFINED                 |                      |
| BASIC ENERGY SVCS INC NEW    | COM              | 06985P100 | 1,569             | 229766         | DEFINED                 |                      |
| BAXTER INTL INC              | COM              | 071813109 | 20,497            | 387022         | DEFINED                 |                      |
| BB&T CORP                    | COM              | 054937107 | 13,299            | 605036         | DEFINED                 |                      |

Edgar Filing: ING GROEP NV - Form 13F-HR

|                              |           |           |        |         |         |
|------------------------------|-----------|-----------|--------|---------|---------|
| BCE INC                      | COM NEW   | 05534B760 | 22,972 | 1111911 | DEFINED |
| BE AEROSPACE INC             | COM       | 073302101 | 690    | 48044   | DEFINED |
| BEACON ROOFING SUPPLY INC    | COM       | 073685109 | 856    | 59200   | DEFINED |
| BEAZER HOMES USA INC         | COM       | 07556Q105 | 46     | 24950   | DEFINED |
| BEBE STORES INC              | COM       | 075571109 | 95     | 13850   | DEFINED |
| BECKMAN COULTER INC          | COM       | 075811109 | 2,094  | 36650   | DEFINED |
| BECTON DICKINSON & CO        | COM       | 075887109 | 13,896 | 194873  | DEFINED |
| BED BATH & BEYOND INC        | COM       | 075896100 | 6,749  | 219476  | DEFINED |
| BEL FUSE INC                 | CL B      | 077347300 | 401    | 24978   | DEFINED |
| BELDEN INC                   | COM       | 077454106 | 1,370  | 82042   | DEFINED |
| BELO CORP                    | COM SER A | 080555105 | 98     | 54650   | DEFINED |
| BEMIS INC                    | COM       | 081437105 | 7,704  | 305704  | DEFINED |
| BENCHMARK ELECTRS INC        | COM       | 08160H101 | 3,112  | 216090  | DEFINED |
| BENEFICIAL MUTUAL BANCORP IN | COM       | 08173R104 | 102    | 10600   | DEFINED |
| BERKLEY W R CORP             | COM       | 084423102 | 1,913  | 89085   | DEFINED |
| BERKSHIRE HATHAWAY INC DEL   | CL B      | 084670207 | 10,755 | 3714    | DEFINED |
| BERKSHIRE HILLS BANCORP INC  | COM       | 084680107 | 332    | 15960   | DEFINED |

| COLUMN 1                     | COLUMN 2       | COLUMN 3  | COLUMN 4          | COLUMN 5       | COLUMN 6            |                      |
|------------------------------|----------------|-----------|-------------------|----------------|---------------------|----------------------|
| NAME OF ISSUER               | TITLE OF CLASS | CUSIP     | VALUE<br>(x 1000) | # OF<br>SHARES | SH/<br>PUT/<br>CALL | INVESTME<br>DISCRETI |
| BERRY PETE CO                | CL A           | 085789105 | 517               | 27830          |                     | DEFINED              |
| BEST BUY INC                 | COM            | 086516101 | 8,263             | 246728         |                     | DEFINED              |
| BGC PARTNERS INC             | CL A           | 05541T101 | 70                | 18550          |                     | DEFINED              |
| BHP BILLITON LTD             | SPONSORED ADR  | 088606108 | 40,499            | 739981         |                     | DEFINED              |
| BIG 5 SPORTING GOODS CORP    | COM            | 08915P101 | 254               | 22950          |                     | DEFINED              |
| BIG LOTS INC                 | COM            | 089302103 | 1,085             | 51607          |                     | DEFINED              |
| BIGBAND NETWORKS INC         | COM            | 089750509 | 66                | 12800          |                     | DEFINED              |
| BIO RAD LABS INC             | CL A           | 090572207 | 1,525             | 20208          |                     | DEFINED              |
| BIOGEN IDEC INC              | COM            | 09062X103 | 27,176            | 601908         |                     | DEFINED              |
| BIOMARIN PHARMACEUTICAL INC  | COM            | 09061G101 | 6,424             | 411550         |                     | DEFINED              |
| BIOMED REALTY TRUST INC      | COM            | 09063H107 | 3,052             | 298375         |                     | DEFINED              |
| BIOSCRIP INC                 | COM            | 09069N108 | 101               | 17000          |                     | DEFINED              |
| BIOVAIL CORP                 | COM            | 09067J109 | 7,414             | 551220         |                     | DEFINED              |
| BJ SVCS CO                   | COM            | 055482103 | 51,105            | 3749470        |                     | DEFINED              |
| BLACK & DECKER CORP          | COM            | 091797100 | 646               | 22523          |                     | DEFINED              |
| BLACK BOX CORP DEL           | COM            | 091826107 | 2,245             | 67082          |                     | DEFINED              |
| BLACK HILLS CORP             | COM            | 092113109 | 8,498             | 369660         |                     | DEFINED              |
| BLACKBAUD INC                | COM            | 09227Q100 | 4,600             | 295806         |                     | DEFINED              |
| BLACKBOARD INC               | COM            | 091935502 | 4,391             | 152150         |                     | DEFINED              |
| BLACKROCK INC                | COM            | 09247X101 | 1,612             | 9190           |                     | DEFINED              |
| BLOCK H & R INC              | COM            | 093671105 | 11,200            | 650056         |                     | DEFINED              |
| BLOUNT INTL INC NEW          | COM            | 095180105 | 110               | 12800          |                     | DEFINED              |
| BLUE COAT SYSTEMS INC        | COM NEW        | 09534T508 | 7,320             | 442590         |                     | DEFINED              |
| BMC SOFTWARE INC             | COM            | 055921100 | 14,733            | 436028         |                     | DEFINED              |
| BOB EVANS FARMS INC          | COM            | 096761101 | 716               | 24920          |                     | DEFINED              |
| BOEING CO                    | COM            | 097023105 | 14,460            | 340247         |                     | DEFINED              |
| BOOTS & COOTS/INTL WELL CTRL | COM NEW        | 099469504 | 61                | 43700          |                     | DEFINED              |
| BORDERS GROUP INC            | COM            | 099709107 | 194               | 52650          |                     | DEFINED              |
| BORGWARNER INC               | COM            | 099724106 | 5,246             | 153631         |                     | DEFINED              |
| BOSTON BEER INC              | CL A           | 100557107 | 284               | 9600           |                     | DEFINED              |
| BOSTON PRIVATE FINL HLDGS IN | COM            | 101119105 | 305               | 68140          |                     | DEFINED              |
| BOSTON PROPERTIES INC        | COM            | 101121101 | 22,401            | 469613         |                     | DEFINED              |
| BOSTON PROPERTIES, INC.      | COM            | 101121101 | 7,785             | 163,213        | SH                  | DEFINED              |



Edgar Filing: ING GROEP NV - Form 13F-HR

|                           |               |           |        |            |         |
|---------------------------|---------------|-----------|--------|------------|---------|
| BOSTON SCIENTIFIC CORP    | COM           | 101137107 | 11,511 | 1135221    | DEFINED |
| BOWNE & CO INC            | COM           | 103043105 | 91     | 14043      | DEFINED |
| BOYD GAMING CORP          | COM           | 103304101 | 186    | 21900      | DEFINED |
| BP PLC                    | SPONSORED ADR | 055622104 | 7,031  | 147467     | DEFINED |
| BPZ RESOURCES INC         | COM           | 055639108 | 112    | 22950      | DEFINED |
| BRADY CORP                | CL A          | 104674106 | 7,904  | 314650     | DEFINED |
| BRE PROPERTIES INC        | CL A          | 05564E106 | 6,206  | 261211     | DEFINED |
| BRIGGS & STRATTON CORP    | COM           | 109043109 | 1,695  | 127090     | DEFINED |
| BRIGHAM EXPLORATION CO    | COM           | 109178103 | 89     | 25450      | DEFINED |
| BRIGHTPOINT INC           | COM NEW       | 109473405 | 969    | 154610     | DEFINED |
| BRINKER INTL INC          | COM           | 109641100 | 3,935  | 231040     | DEFINED |
| BRINKS CO                 | COM           | 109696104 | 8,602  | 296320     | DEFINED |
| BRINKS HOME SEC HLDGS INC | COM           | 109699108 | 1,686  | 59560      | DEFINED |
| BRISTOL MYERS SQUIBB CO   | COM           | 110122108 | 66,814 | 3289709    | DEFINED |
| BRISTOL-MYERS SQUIBB CO.  | COM           | 110122108 | 16,691 | 821,836 SH | DEFINED |

| COLUMN 1                     | COLUMN 2       | COLUMN 3  | COLUMN 4          | COLUMN 5       | COLUMN 6                   |                      |
|------------------------------|----------------|-----------|-------------------|----------------|----------------------------|----------------------|
| NAME OF ISSUER               | TITLE OF CLASS | CUSIP     | VALUE<br>(x 1000) | # OF<br>SHARES | SH/<br>PUT/<br>PRN<br>CALL | INVESTME<br>DISCRETI |
| BRISTOW GROUP INC            | COM            | 110394103 | 665               | 22450          |                            | DEFINED              |
| BROADCOM CORP                | CL A           | 111320107 | 37,684            | 1520128        |                            | DEFINED              |
| BROADPOINT GLEACHER SECS GRO | COM            | 11134A103 | 116               | 20700          |                            | DEFINED              |
| BROADRIDGE FINL SOLUTIONS IN | COM            | 11133T103 | 4,705             | 283780         |                            | DEFINED              |
| BROCADE COMMUNICATIONS SYS I | COM NEW        | 111621306 | 960               | 122416         |                            | DEFINED              |
| BRONCO DRILLING CO INC       | COM            | 112211107 | 82                | 19140          |                            | DEFINED              |
| BROOKDALE SR LIVING INC      | COM            | 112463104 | 107               | 11000          |                            | DEFINED              |
| BROOKFIELD ASSET MGMT INC    | CL A LTD VT SH | 112585104 | 14,601            | 855379         |                            | DEFINED              |
| BROOKFIELD PPTYS CORP        | COM            | 112900105 | 121               | 15121          |                            | DEFINED              |
| BROOKLINE BANCORP INC DEL    | COM            | 11373M107 | 321               | 34459          |                            | DEFINED              |
| BROOKS AUTOMATION INC        | COM            | 114340102 | 113               | 25250          |                            | DEFINED              |
| BROWN & BROWN INC            | COM            | 115236101 | 1,088             | 54600          |                            | DEFINED              |
| BROWN FORMAN CORP            | CL B           | 115637209 | 2,472             | 57512          |                            | DEFINED              |
| BROWN SHOE INC NEW           | COM            | 115736100 | 290               | 40070          |                            | DEFINED              |
| BRUKER CORP                  | COM            | 116794108 | 185               | 19930          |                            | DEFINED              |
| BRUNSWICK CORP               | COM            | 117043109 | 328               | 75990          |                            | DEFINED              |
| BRUSH ENGINEERED MATLS INC   | COM            | 117421107 | 570               | 34000          |                            | DEFINED              |
| BUCKEYE TECHNOLOGIES INC     | COM            | 118255108 | 412               | 91650          |                            | DEFINED              |
| BUCKLE INC                   | COM            | 118440106 | 1,985             | 62475          |                            | DEFINED              |
| BUCYRUS INTL INC NEW         | COM            | 118759109 | 1,814             | 63510          |                            | DEFINED              |
| BUFFALO WILD WINGS INC       | COM            | 119848109 | 847               | 26059          |                            | DEFINED              |
| BURGER KING HLDGS INC        | COM            | 121208201 | 422               | 24440          |                            | DEFINED              |
| BURLINGTON NORTHN SANTA FE C | COM            | 12189T104 | 10,166            | 138233         |                            | DEFINED              |
| C D I CORP                   | COM            | 125071100 | 265               | 23761          |                            | DEFINED              |
| C H ROBINSON WORLDWIDE INC   | COM NEW        | 12541W209 | 13,103            | 251248         |                            | DEFINED              |
| CA INC                       | COM            | 12673P105 | 13,406            | 769135         |                            | DEFINED              |
| CABELAS INC                  | COM            | 126804301 | 1,127             | 91640          |                            | DEFINED              |
| CABLEVISION SYS CORP         | CL A NY CABLVS | 12686C109 | 2,213             | 114000         |                            | DEFINED              |
| CABOT CORP                   | COM            | 127055101 | 3,753             | 298350         |                            | DEFINED              |
| CABOT MICROELECTRONICS CORP  | COM            | 12709P103 | 321               | 11350          |                            | DEFINED              |
| CABOT OIL & GAS CORP         | COM            | 127097103 | 2,622             | 85590          |                            | DEFINED              |
| CACI INTL INC                | CL A           | 127190304 | 16,874            | 395074         |                            | DEFINED              |
| CADENCE DESIGN SYSTEM INC    | COM            | 127387108 | 360               | 60950          |                            | DEFINED              |
| CAL DIVE INTL INC DEL        | COM            | 12802T101 | 124               | 14400          |                            | DEFINED              |
| CAL MAINE FOODS INC          | COM NEW        | 128030202 | 727               | 29135          |                            | DEFINED              |

Edgar Filing: ING GROEP NV - Form 13F-HR

|                              |            |           |        |         |         |
|------------------------------|------------|-----------|--------|---------|---------|
| CALAMOS ASSET MGMT INC       | CL A       | 12811R104 | 307    | 21773   | DEFINED |
| CALGON CARBON CORP           | COM        | 129603106 | 1,407  | 101300  | DEFINED |
| CALIFORNIA COASTAL CMNTYS IN | COM NEW    | 129915203 | 2,423  | 1755683 | DEFINED |
| CALIFORNIA PIZZA KITCHEN INC | COM        | 13054D109 | 4,480  | 337120  | DEFINED |
| CALIFORNIA WTR SVC GROUP     | COM        | 130788102 | 1,209  | 32810   | DEFINED |
| CALLAWAY GOLF CO             | COM        | 131193104 | 131    | 25900   | DEFINED |
| CALLIDUS SOFTWARE INC        | COM        | 13123E500 | 63     | 22150   | DEFINED |
| CALPINE CORP                 | COM NEW    | 131347304 | 663    | 59450   | DEFINED |
| CAMBREX CORP                 | COM        | 132011107 | 79     | 19150   | DEFINED |
| CAMDEN PPTY TR               | SH BEN INT | 133131102 | 5,677  | 205690  | DEFINED |
| CAMECO CORP                  | COM        | 13321L108 | 855    | 33400   | DEFINED |
| CAMERON INTERNATIONAL CORP   | COM        | 13342B105 | 39,852 | 1408202 | DEFINED |
| CAMPBELL SOUP CO             | COM        | 134429109 | 18,074 | 614359  | DEFINED |

| COLUMN 1                     | COLUMN 2       | COLUMN 3  | COLUMN 4          | COLUMN 5       | COLUMN 6                   |                      |
|------------------------------|----------------|-----------|-------------------|----------------|----------------------------|----------------------|
| NAME OF ISSUER               | TITLE OF CLASS | CUSIP     | VALUE<br>(x 1000) | # OF<br>SHARES | SH/<br>PUT/<br>PRN<br>CALL | INVESTME<br>DISCRETI |
| CAMPBELL SOUP CO.            | COM            | 134429109 | 7,532             | 256,024        | SH                         | DEFINED              |
| CANADIAN NAT RES LTD         | COM            | 136385101 | 37,433            | 713140         |                            | DEFINED              |
| CANADIAN NATL RY CO          | COM            | 136375102 | 1,894             | 44086          |                            | DEFINED              |
| CANADIAN PAC RY LTD          | COM            | 13645T100 | 6,717             | 168763         |                            | DEFINED              |
| CANON INC                    | ADR            | 138006309 | 9,779             | 300600         |                            | DEFINED              |
| CAPELLA EDUCATION COMPANY    | COM            | 139594105 | 13,689            | 228297         |                            | DEFINED              |
| CAPITAL ONE FINL CORP        | COM            | 14040H105 | 5,208             | 238047         |                            | DEFINED              |
| CAPITAL SR LIVING CORP       | COM            | 140475104 | 63                | 13800          |                            | DEFINED              |
| CAPITALSOURCE INC            | COM            | 14055X102 | 175               | 35900          |                            | DEFINED              |
| CAPLEASE INC                 | COM            | 140288101 | 126               | 45700          |                            | DEFINED              |
| CAPSTEAD MTG CORP            | COM NO PAR     | 14067E506 | 452               | 35550          |                            | DEFINED              |
| CARBO CERAMICS INC           | COM            | 140781105 | 885               | 25890          |                            | DEFINED              |
| CARDIAC SCIENCE CORP         | COM            | 14141A108 | 87                | 21750          |                            | DEFINED              |
| CARDINAL HEALTH INC          | COM            | 14149Y108 | 5,070             | 165967         |                            | DEFINED              |
| CARE INVESTMENT TRUST INC    | COM            | 141657106 | 114               | 21930          |                            | DEFINED              |
| CAREER EDUCATION CORP        | COM            | 141665109 | 3,687             | 148150         |                            | DEFINED              |
| CARLISLE COS INC             | COM            | 142339100 | 2,825             | 117500         |                            | DEFINED              |
| CARMAX INC                   | COM            | 143130102 | 2,421             | 164700         |                            | DEFINED              |
| CARNIVAL CORP                | PAIRED CTF     | 143658300 | 8,997             | 349131         |                            | DEFINED              |
| CARPENTER TECHNOLOGY CORP    | COM            | 144285103 | 587               | 28190          |                            | DEFINED              |
| CARRIZO OIL & CO INC         | COM            | 144577103 | 7,652             | 446157         |                            | DEFINED              |
| CARTER INC                   | COM            | 146229109 | 14,743            | 599075         |                            | DEFINED              |
| CASCADE BANCORP              | COM            | 147154108 | 208               | 147530         |                            | DEFINED              |
| CASEYS GEN STORES INC        | COM            | 147528103 | 12,558            | 488819         |                            | DEFINED              |
| CASH AMER INTL INC           | COM            | 14754D100 | 1,700             | 72660          |                            | DEFINED              |
| CASS INFORMATION SYS INC     | COM            | 14808P109 | 268               | 8200           |                            | DEFINED              |
| CASTLE A M & CO              | COM            | 148411101 | 190               | 15710          |                            | DEFINED              |
| CATALYST HEALTH SOLUTIONS IN | COM            | 14888B103 | 1,398             | 56060          |                            | DEFINED              |
| CATERPILLAR INC DEL          | COM            | 149123101 | 11,484            | 347577         |                            | DEFINED              |
| CATHAY GENERAL BANCORP       | COM            | 149150104 | 265               | 27850          |                            | DEFINED              |
| CATO CORP NEW                | CL A           | 149205106 | 1,932             | 110794         |                            | DEFINED              |
| CAVCO INDS INC DEL           | COM            | 149568107 | 220               | 8702           |                            | DEFINED              |
| CAVIUM NETWORKS INC          | COM            | 14965A101 | 198               | 11750          |                            | DEFINED              |
| CB RICHARD ELLIS GROUP INC   | CL A           | 12497T101 | 830               | 88625          |                            | DEFINED              |
| CBeyond INC                  | COM            | 149847105 | 561               | 39100          |                            | DEFINED              |
| CBIZ INC                     | COM            | 124805102 | 126               | 17750          |                            | DEFINED              |
| CBL & ASSOC PPTYS INC        | COM            | 124830100 | 89                | 16500          |                            | DEFINED              |

Edgar Filing: ING GROEP NV - Form 13F-HR

|                              |           |           |        |         |         |
|------------------------------|-----------|-----------|--------|---------|---------|
| CBS CORP NEW                 | CL B      | 124857202 | 58,575 | 8464615 | DEFINED |
| CDN IMPERIAL BK OF COMMERCE  | COM       | 136069101 | 7,040  | 140595  | DEFINED |
| CEC ENTMT INC                | COM       | 125137109 | 1,506  | 51099   | DEFINED |
| CEDAR SHOPPING CTRS INC      | COM NEW   | 150602209 | 493    | 109050  | DEFINED |
| CELANESE CORP DEL            | COM SER A | 150870103 | 680    | 28650   | DEFINED |
| CELERA CORP                  | COM       | 15100E106 | 1,152  | 151226  | DEFINED |
| CELGENE CORP                 | COM       | 151020104 | 22,350 | 467180  | DEFINED |
| CENTENE CORP DEL             | COM       | 15135B101 | 4,085  | 204457  | DEFINED |
| CENTENNIAL COMMUNCTNS CORP N | CL A NEW  | 15133V208 | 282    | 33600   | DEFINED |
| CENTERPOINT ENERGY INC       | COM       | 15189T107 | 1,470  | 132661  | DEFINED |
| CENTEX CORP                  | COM       | 152312104 | 874    | 103251  | DEFINED |

| COLUMN 1                     | COLUMN 2        | COLUMN 3  | COLUMN 4          | COLUMN 5       | COLUMN 6             |                      |
|------------------------------|-----------------|-----------|-------------------|----------------|----------------------|----------------------|
| NAME OF ISSUER               | TITLE OF CLASS  | CUSIP     | VALUE<br>(x 1000) | # OF<br>SHARES | SH/ PUT/<br>PRN CALL | INVESTME<br>DISCRETI |
| CENTRAL EUROPEAN DIST CORP   | COM             | 153435102 | 1,382             | 52011          |                      | DEFINED              |
| CENTRAL GARDEN & PET CO      | CL A NON-VTG    | 153527205 | 1,262             | 128155         |                      | DEFINED              |
| CENTRAL PAC FINL CORP        | COM             | 154760102 | 283               | 75545          |                      | DEFINED              |
| CENTRAL VT PUB SVC CORP      | COM             | 155771108 | 599               | 33075          |                      | DEFINED              |
| CENTURYTEL INC               | COM             | 156700106 | 1,359             | 44270          |                      | DEFINED              |
| CENVEO INC                   | COM             | 15670S105 | 48                | 11250          |                      | DEFINED              |
| CEPHALON INC                 | COM             | 156708109 | 6,969             | 123010         |                      | DEFINED              |
| CEPHEID                      | COM             | 15670R107 | 171               | 18100          |                      | DEFINED              |
| CERADYNE INC                 | COM             | 156710105 | 1,578             | 89347          |                      | DEFINED              |
| CERNER CORP                  | COM             | 156782104 | 3,435             | 55148          |                      | DEFINED              |
| CEVA INC                     | COM             | 157210105 | 93                | 10700          |                      | DEFINED              |
| CF INDS HLDGS INC            | COM             | 125269100 | 6,755             | 91116          |                      | DEFINED              |
| CH ENERGY GROUP INC          | COM             | 12541M102 | 2,642             | 56580          |                      | DEFINED              |
| CHARLES RIV LABS INTL INC    | COM             | 159864107 | 1,141             | 33799          |                      | DEFINED              |
| CHARLOTTE RUSSE HLDG INC     | COM             | 161048103 | 772               | 60389          |                      | DEFINED              |
| CHARMING SHOPPES INC         | COM             | 161133103 | 160               | 43000          |                      | DEFINED              |
| CHART INDS INC               | COM PAR \$0.01  | 16115Q308 | 306               | 16850          |                      | DEFINED              |
| CHATTEM INC                  | COM             | 162456107 | 26,000            | 381790         |                      | DEFINED              |
| CHECKPOINT SYS INC           | COM             | 162825103 | 2,171             | 138384         |                      | DEFINED              |
| CHEESECAKE FACTORY INC       | COM             | 163072101 | 3,195             | 184704         |                      | DEFINED              |
| CHEMED CORP NEW              | COM             | 16359R103 | 2,002             | 50715          |                      | DEFINED              |
| CHENIERE ENERGY INC          | COM NEW         | 16411R208 | 70                | 23750          |                      | DEFINED              |
| CHEROKEE INC DEL NEW         | COM             | 16444H102 | 291               | 14700          |                      | DEFINED              |
| CHESAPEAKE ENERGY CORP       | COM             | 165167107 | 20,005            | 1008845        |                      | DEFINED              |
| CHEVRON CORP NEW             | COM             | 166764100 | 334,292           | 5045923        |                      | DEFINED              |
| CHEVRON CORP.                | COM             | 166764100 | 12,241            | 184,769        | SH                   | DEFINED              |
| CHICAGO BRIDGE & IRON CO N V | N Y REGISTRY SH | 167250109 | 1,720             | 138700         |                      | DEFINED              |
| CHICOS FAS INC               | COM             | 168615102 | 2,814             | 289170         |                      | DEFINED              |
| CHILDRENS PL RETAIL STORES I | COM             | 168905107 | 1,923             | 72760          |                      | DEFINED              |
| CHIMERA INVT CORP            | COM             | 16934Q109 | 1,889             | 541200         |                      | DEFINED              |
| CHINA LIFE INS CO LTD        | SPON ADR REP H  | 16939P106 | 1,447             | 26101          |                      | DEFINED              |
| CHINA MOBILE LIMITED         | SPONSORED ADR   | 16941M109 | 28,394            | 566973         |                      | DEFINED              |
| CHINA PETE & CHEM CORP       | SPON ADR H SHS  | 16941R108 | 3,429             | 45200          |                      | DEFINED              |
| CHINA SEC & SURVE TECH INC   | COM             | 16942J105 | 1,513             | 200650         |                      | DEFINED              |
| CHINA BAK BATTERY INC        | COM             | 16936Y100 | 47                | 15900          |                      | DEFINED              |
| CHINA INFORMATION SEC TECH I | COM             | 16944F101 | 37                | 13100          |                      | DEFINED              |
| CHINA MOBILE LTD.            | SPONSORED ADR   | 16941M109 | 12,161            | 242,826        | SH                   | DEFINED              |
| CHINA UNICOM (HONG KONG) LTD | SPONSORED ADR   | 16945R104 | 8,680             | 650700         |                      | DEFINED              |
| CHIPOTLE MEXICAN GRILL INC   | CL A            | 169656105 | 3,195             | 39940          |                      | DEFINED              |

Edgar Filing: ING GROEP NV - Form 13F-HR

|                             |                  |           |        |           |         |
|-----------------------------|------------------|-----------|--------|-----------|---------|
| CHIQUITA BRANDS INTL INC    | COM              | 170032809 | 371    | 36180     | DEFINED |
| CHOICE HOTELS INTL INC      | COM              | 169905106 | 544    | 20430     | DEFINED |
| CHRISTOPHER & BANKS CORP    | COM              | 171046105 | 156    | 23228     | DEFINED |
| CHUBB CORP                  | COM              | 171232101 | 27,042 | 678080    | DEFINED |
| CHUNGHWA TELECOM CO LTD     | SPONS ADR NEW 09 | 17133Q403 | 13,040 | 657569    | DEFINED |
| CHUNGHWA TELECOM CO. LTD.   | SPONS ADR NEW 09 | 17133Q403 | 686    | 34,600 SH | DEFINED |
| CHURCH & DWIGHT INC         | COM              | 171340102 | 14,979 | 275810    | DEFINED |
| CIA DE BEBIDAS DAS AMERICAS | SPON ADR PFD     | 20441W203 | 1,207  | 18,624 SH | DEFINED |
| CIBER INC                   | COM              | 17163B102 | 1,011  | 326260    | DEFINED |

| COLUMN 1                     | COLUMN 2       | COLUMN 3  | COLUMN 4          | COLUMN 5       | COLUMN 6                |                      |
|------------------------------|----------------|-----------|-------------------|----------------|-------------------------|----------------------|
| NAME OF ISSUER               | TITLE OF CLASS | CUSIP     | VALUE<br>(x 1000) | # OF<br>SHARES | SH/<br>PUT/<br>PRN CALL | INVESTME<br>DISCRETI |
| CIENA CORP                   | COM NEW        | 171779309 | 946               | 91387          |                         | DEFINED              |
| CIGNA CORP                   | COM            | 125509109 | 8,610             | 357390         |                         | DEFINED              |
| CIMAREX ENERGY CO            | COM            | 171798101 | 13,148            | 463933         |                         | DEFINED              |
| CINCINNATI BELL INC NEW      | COM            | 171871106 | 908               | 319750         |                         | DEFINED              |
| CINCINNATI FINL CORP         | COM            | 172062101 | 1,353             | 60517          |                         | DEFINED              |
| CINEMARK HOLDINGS INC        | COM            | 17243V102 | 187               | 16530          |                         | DEFINED              |
| CINTAS CORP                  | COM            | 172908105 | 2,004             | 87751          |                         | DEFINED              |
| CIRCOR INTL INC              | COM            | 17273K109 | 341               | 14430          |                         | DEFINED              |
| CIRRUS LOGIC INC             | COM            | 172755100 | 113               | 25195          |                         | DEFINED              |
| CISCO SYS INC                | COM            | 17275R102 | 233,878           | 12540379       |                         | DEFINED              |
| CIT GROUP INC                | COM            | 125581108 | 531               | 246961         |                         | DEFINED              |
| CITIGROUP INC                | COM            | 172967101 | 13,675            | 4604320        |                         | DEFINED              |
| CITIZENS INC                 | CL A           | 174740100 | 454               | 74680          |                         | DEFINED              |
| CITRIX SYS INC               | COM            | 177376100 | 5,420             | 169964         |                         | DEFINED              |
| CITY NATL CORP               | COM            | 178566105 | 278               | 7550           |                         | DEFINED              |
| CKE RESTAURANTS INC          | COM            | 12561E105 | 125               | 14750          |                         | DEFINED              |
| CKX INC                      | COM            | 12562M106 | 121               | 17050          |                         | DEFINED              |
| CLARCOR INC                  | COM            | 179895107 | 1,564             | 53590          |                         | DEFINED              |
| CLEAN ENERGY FUELS CORP      | COM            | 184499101 | 99                | 11450          |                         | DEFINED              |
| CLEAN HARBORS INC            | COM            | 184496107 | 9,532             | 176559         |                         | DEFINED              |
| CLEAR CHANNEL OUTDOOR HLDGS  | CL A           | 18451C109 | 61                | 11450          |                         | DEFINED              |
| CLEARWATER PAPER CORP        | COM            | 18538R103 | 411               | 16258          |                         | DEFINED              |
| CLECO CORP NEW               | COM            | 12561W105 | 11,263            | 502381         |                         | DEFINED              |
| CLIFFS NATURAL RESOURCES INC | COM            | 18683K101 | 34,923            | 1427169        |                         | DEFINED              |
| CLOROX CO DEL                | COM            | 189054109 | 3,330             | 59650          |                         | DEFINED              |
| CME GROUP INC                | COM            | 12572Q105 | 23,965            | 77027          |                         | DEFINED              |
| CMS ENERGY CORP              | COM            | 125896100 | 8,872             | 734428         |                         | DEFINED              |
| CNA FINL CORP                | COM            | 126117100 | 262               | 16940          |                         | DEFINED              |
| COACH INC                    | COM            | 189754104 | 68,846            | 2561230        |                         | DEFINED              |
| COCA COLA CO                 | COM            | 191216100 | 207,787           | 4329807        |                         | DEFINED              |
| COCA COLA ENTERPRISES INC    | COM            | 191219104 | 8,038             | 482758         |                         | DEFINED              |
| COCA-COLA CO.                | COM            | 191216100 | 17,401            | 362,606 SH     |                         | DEFINED              |
| COEUR D ALENE MINES CORP IDA | COM NEW        | 192108504 | 386               | 31377          |                         | DEFINED              |
| COGDELL SPENCER INC          | COM            | 19238U107 | 104               | 24150          |                         | DEFINED              |
| COGENT COMM GROUP INC        | COM NEW        | 19239V302 | 130               | 15900          |                         | DEFINED              |
| COGENT INC                   | COM            | 19239Y108 | 210               | 19570          |                         | DEFINED              |
| COGNEX CORP                  | COM            | 192422103 | 1,892             | 133920         |                         | DEFINED              |
| COGNIZANT TECHNOLOGY SOLUTIO | CL A           | 192446102 | 3,959             | 148270         |                         | DEFINED              |
| COGO GROUP INC               | COM            | 192448108 | 84                | 14000          |                         | DEFINED              |
| COHERENT INC                 | COM            | 192479103 | 287               | 13900          |                         | DEFINED              |
| COHU INC                     | COM            | 192576106 | 146               | 16300          |                         | DEFINED              |

Edgar Filing: ING GROEP NV - Form 13F-HR

|                        |                |           |        |        |         |
|------------------------|----------------|-----------|--------|--------|---------|
| COINSTAR INC           | COM            | 19259P300 | 745    | 27920  | DEFINED |
| COLDWATER CREEK INC    | COM            | 193068103 | 1,246  | 204250 | DEFINED |
| COLFAX CORP            | COM            | 194014106 | 197    | 25508  | DEFINED |
| COLGATE PALMOLIVE CO   | COM            | 194162103 | 13,252 | 187335 | DEFINED |
| COLLECTIVE BRANDS INC  | COM            | 19421W100 | 1,380  | 94700  | DEFINED |
| COLONIAL BANCGROUP INC | COM            | 195493309 | 62     | 99950  | DEFINED |
| COLONIAL PPTYS TR      | COM SH BEN INT | 195872106 | 924    | 124798 | DEFINED |

| COLUMN 1                     | COLUMN 2       | COLUMN 3  | COLUMN 4          | COLUMN 5       | COLUMN 6                   |                      |
|------------------------------|----------------|-----------|-------------------|----------------|----------------------------|----------------------|
| NAME OF ISSUER               | TITLE OF CLASS | CUSIP     | VALUE<br>(x 1000) | # OF<br>SHARES | SH/<br>PRN<br>PUT/<br>CALL | INVESTME<br>DISCRETI |
| COLUMBIA BKG SYS INC         | COM            | 197236102 | 412               | 40225          |                            | DEFINED              |
| COLUMBIA SPORTSWEAR CO       | COM            | 198516106 | 206               | 6650           |                            | DEFINED              |
| COMCAST CORP NEW             | CL A SPL       | 20030N200 | 684               | 48500          |                            | DEFINED              |
| COMCAST CORP NEW             | CL A           | 20030N101 | 52,086            | 3602093        |                            | DEFINED              |
| COMERICA INC                 | COM            | 200340107 | 14,887            | 703860         |                            | DEFINED              |
| COMFORT SYS USA INC          | COM            | 199908104 | 209               | 20390          |                            | DEFINED              |
| COMMERCE BANCSHARES INC      | COM            | 200525103 | 5,280             | 165871         |                            | DEFINED              |
| COMMERCIAL METALS CO         | COM            | 201723103 | 6,776             | 422710         |                            | DEFINED              |
| COMMSCOPE INC                | COM            | 203372107 | 6,317             | 240569         |                            | DEFINED              |
| COMMUNITY BK SYS INC         | COM            | 203607106 | 784               | 53862          |                            | DEFINED              |
| COMMUNITY HEALTH SYS INC NEW | COM            | 203668108 | 5,406             | 214100         |                            | DEFINED              |
| COMMUNITY TR BANCORP INC     | COM            | 204149108 | 483               | 18062          |                            | DEFINED              |
| COMMVAULT SYSTEMS INC        | COM            | 204166102 | 3,856             | 232455         |                            | DEFINED              |
| COMPANHIA DE BEBIDAS DAS AME | SPON ADR PFD   | 20441W203 | 1,363             | 21024          |                            | DEFINED              |
| COMPANHIA DE SANEAMENTO BASI | SPONSORED ADR  | 20441A102 | 1,010             | 33690          |                            | DEFINED              |
| COMPANHIA SIDERURGICA NACION | SPONSORED ADR  | 20440W105 | 246               | 11000          |                            | DEFINED              |
| COMPASS DIVERSIFIED HOLDINGS | SH BEN INT     | 20451Q104 | 112               | 13900          |                            | DEFINED              |
| COMPASS MINERALS INTL INC    | COM            | 20451N101 | 1,284             | 23380          |                            | DEFINED              |
| COMPLETE PRODUCTION SERVICES | COM            | 20453E109 | 162               | 25500          |                            | DEFINED              |
| COMPUTER SCIENCES CORP       | COM            | 205363104 | 16,314            | 368267         |                            | DEFINED              |
| COMPUWARE CORP               | COM            | 205638109 | 3,275             | 477376         |                            | DEFINED              |
| COMSCORE INC                 | COM            | 20564W105 | 305               | 22891          |                            | DEFINED              |
| COMSTOCK RES INC             | COM NEW        | 205768203 | 4,376             | 132416         |                            | DEFINED              |
| COMTECH TELECOMMUNICATIONS C | COM NEW        | 205826209 | 6,740             | 211421         |                            | DEFINED              |
| CONAGRA FOODS INC            | COM            | 205887102 | 12,587            | 660380         |                            | DEFINED              |
| CONCEPTUS INC                | COM            | 206016107 | 171               | 10100          |                            | DEFINED              |
| CONCHO RES INC               | COM            | 20605P101 | 313               | 10900          |                            | DEFINED              |
| CONCUR TECHNOLOGIES INC      | COM            | 206708109 | 6,516             | 209650         |                            | DEFINED              |
| CONOCOPHILLIPS               | COM            | 20825C104 | 108,303           | 2574953        |                            | DEFINED              |
| CONOCOPHILLIPS               | COM            | 20825C104 | 10,764            | 255,925        | SH                         | DEFINED              |
| CONSECO INC                  | COM NEW        | 208464883 | 119               | 50200          |                            | DEFINED              |
| CONSOL ENERGY INC            | COM            | 20854P109 | 4,507             | 132701         |                            | DEFINED              |
| CONSOLIDATED EDISON INC      | COM            | 209115104 | 29,148            | 778930         |                            | DEFINED              |
| CONSOLIDATED EDISON, INC.    | COM            | 209115104 | 11,722            | 313,260        | SH                         | DEFINED              |
| CONSOLIDATED GRAPHICS INC    | COM            | 209341106 | 758               | 43495          |                            | DEFINED              |
| CONSTELLATION BRANDS INC     | CL A           | 21036P108 | 2,133             | 168190         |                            | DEFINED              |
| CONSTELLATION ENERGY GROUP I | COM            | 210371100 | 2,215             | 83340          |                            | DEFINED              |
| CONTANGO OIL & GAS COMPANY   | COM NEW        | 21075N204 | 208               | 4900           |                            | DEFINED              |
| CONTINENTAL AIRLS INC        | CL B           | 210795308 | 1,070             | 120756         |                            | DEFINED              |
| CONVERGYS CORP               | COM            | 212485106 | 454               | 48937          |                            | DEFINED              |
| CON-WAY INC                  | COM            | 205944101 | 757               | 21450          |                            | DEFINED              |
| COOPER COS INC               | COM NEW        | 216648402 | 855               | 34560          |                            | DEFINED              |
| COOPER TIRE & RUBR CO        | COM            | 216831107 | 4,335             | 437032         |                            | DEFINED              |

Edgar Filing: ING GROEP NV - Form 13F-HR

|                          |     |           |        |         |         |
|--------------------------|-----|-----------|--------|---------|---------|
| COPART INC               | COM | 217204106 | 1,611  | 46454   | DEFINED |
| CORE MARK HOLDING CO INC | COM | 218681104 | 251    | 9650    | DEFINED |
| CORINTHIAN COLLEGES INC  | COM | 218868107 | 4,484  | 264850  | DEFINED |
| CORN PRODS INTL INC      | COM | 219023108 | 2,360  | 88080   | DEFINED |
| CORNING INC              | COM | 219350105 | 19,341 | 1204304 | DEFINED |

| COLUMN 1                     | COLUMN 2         | COLUMN 3  | COLUMN 4          | COLUMN 5       | COLUMN 6            |                      |
|------------------------------|------------------|-----------|-------------------|----------------|---------------------|----------------------|
| NAME OF ISSUER               | TITLE OF CLASS   | CUSIP     | VALUE<br>(x 1000) | # OF<br>SHARES | SH/<br>PUT/<br>CALL | INVESTME<br>DISCRETI |
| CORPORATE EXECUTIVE BRD CO   | COM              | 21988R102 | 3,126             | 150570         |                     | DEFINED              |
| CORPORATE OFFICE PPTYS TR    | SH BEN INT       | 22002T108 | 4,530             | 154466         |                     | DEFINED              |
| CORRECTIONS CORP AMER NEW    | COM NEW          | 22025Y407 | 1,170             | 68850          |                     | DEFINED              |
| CORUS ENTERTAINMENT INC      | COM CL B NON VTG | 220874101 | 201               | 15800          |                     | DEFINED              |
| CORVEL CORP                  | COM              | 221006109 | 356               | 15650          |                     | DEFINED              |
| COSTAR GROUP INC             | COM              | 22160N109 | 323               | 8100           |                     | DEFINED              |
| COSTCO WHSL CORP NEW         | COM              | 22160K105 | 8,915             | 194732         |                     | DEFINED              |
| COUGAR BIOTECHNOLOGY INC     | COM              | 222083107 | 219               | 5100           |                     | DEFINED              |
| COUSINS PPTYS INC            | COM              | 222795106 | 1,767             | 207932         |                     | DEFINED              |
| COVANCE INC                  | COM              | 222816100 | 1,427             | 29000          |                     | DEFINED              |
| COVANTA HLDG CORP            | COM              | 22282E102 | 1,229             | 72440          |                     | DEFINED              |
| COVENTRY HEALTH CARE INC     | COM              | 222862104 | 2,540             | 135732         |                     | DEFINED              |
| CPFL ENERGIA S A             | SPONSORED ADR    | 126153105 | 671               | 13844          |                     | DEFINED              |
| CRACKER BARREL OLD CTRY STOR | COM              | 22410J106 | 968               | 34685          |                     | DEFINED              |
| CRANE CO                     | COM              | 224399105 | 1,577             | 70691          |                     | DEFINED              |
| CREDICORP LTD.               | COM              | G2519Y108 | 1,137             | 19,542         | SH                  | DEFINED              |
| CREE INC                     | COM              | 225447101 | 2,094             | 71238          |                     | DEFINED              |
| CROCS INC                    | COM              | 227046109 | 335               | 98650          |                     | DEFINED              |
| CROSS CTRY HEALTHCARE INC    | COM              | 227483104 | 185               | 26977          |                     | DEFINED              |
| CROSSTEX ENERGY INC          | COM              | 22765Y104 | 84                | 20050          |                     | DEFINED              |
| CROSSTEX ENERGY L P          | COM              | 22765U102 | 2,813             | 904535         |                     | DEFINED              |
| CROWN CASTLE INTL CORP       | COM              | 228227104 | 739               | 30750          |                     | DEFINED              |
| CROWN HOLDINGS INC           | COM              | 228368106 | 7,660             | 317330         |                     | DEFINED              |
| CRYOLIFE INC                 | COM              | 228903100 | 70                | 12650          |                     | DEFINED              |
| CSG SYS INTL INC             | COM              | 126349109 | 1,336             | 100912         |                     | DEFINED              |
| CSS INDS INC                 | COM              | 125906107 | 311               | 15256          |                     | DEFINED              |
| CSX CORP                     | COM              | 126408103 | 16,648            | 480747         |                     | DEFINED              |
| CTC MEDIA INC                | COM              | 12642X106 | 1,687             | 142642         |                     | DEFINED              |
| CTC MEDIA, INC.              | COM              | 12642X106 | 1,300             | 110,000        | SH                  | DEFINED              |
| CTS CORP                     | COM              | 126501105 | 988               | 150837         |                     | DEFINED              |
| CUBIC CORP                   | COM              | 229669106 | 1,974             | 55155          |                     | DEFINED              |
| CUBIST PHARMACEUTICALS INC   | COM              | 229678107 | 6,615             | 360890         |                     | DEFINED              |
| CULLEN FROST BANKERS INC     | COM              | 229899109 | 3,740             | 81100          |                     | DEFINED              |
| CUMMINS INC                  | COM              | 231021106 | 35,723            | 1014582        |                     | DEFINED              |
| CURTISS WRIGHT CORP          | COM              | 231561101 | 3,958             | 133138         |                     | DEFINED              |
| CVB FINL CORP                | COM              | 126600105 | 113               | 18900          |                     | DEFINED              |
| CVR ENERGY INC               | COM              | 12662P108 | 80                | 10950          |                     | DEFINED              |
| CVS CAREMARK CORPORATION     | COM              | 126650100 | 45,651            | 1432418        |                     | DEFINED              |
| CYBERONICS INC               | COM              | 23251P102 | 1,260             | 75770          |                     | DEFINED              |
| CYBERSOURCE CORP             | COM              | 23251J106 | 1,248             | 81556          |                     | DEFINED              |
| CYMER INC                    | COM              | 232572107 | 853               | 28708          |                     | DEFINED              |
| CYPRESS BIOSCIENCES INC      | COM PAR \$.02    | 232674507 | 1,110             | 117800         |                     | DEFINED              |
| CYPRESS SEMICONDUCTOR CORP   | COM              | 232806109 | 2,623             | 285160         |                     | DEFINED              |
| CYPRESS SHARPRIDGE INVTS INC | COM              | 23281A307 | 130               | 10955          |                     | DEFINED              |
| CYTEC INDS INC               | COM              | 232820100 | 3,083             | 165557         |                     | DEFINED              |

Edgar Filing: ING GROEP NV - Form 13F-HR

|                          |     |           |       |        |         |
|--------------------------|-----|-----------|-------|--------|---------|
| D & E COMMUNICATIONS INC | COM | 232860106 | 144   | 14100  | DEFINED |
| D R HORTON INC           | COM | 23331A109 | 8,250 | 881438 | DEFINED |
| DAKTRONICS INC           | COM | 234264109 | 298   | 38700  | DEFINED |

| COLUMN 1                     | COLUMN 2       | COLUMN 3  | COLUMN 4          | COLUMN 5       | COLUMN 6   |              |                      |
|------------------------------|----------------|-----------|-------------------|----------------|------------|--------------|----------------------|
| NAME OF ISSUER               | TITLE OF CLASS | CUSIP     | VALUE<br>(x 1000) | # OF<br>SHARES | SH/<br>PRN | PUT/<br>CALL | INVESTME<br>DISCRETI |
| DANA HOLDING CORP            | COM            | 235825205 | 59                | 45900          |            |              | DEFINED              |
| DANAHER CORP DEL             | COM            | 235851102 | 23,245            | 376496         |            |              | DEFINED              |
| DARDEN RESTAURANTS INC       | COM            | 237194105 | 10,317            | 312820         |            |              | DEFINED              |
| DARLING INTL INC             | COM            | 237266101 | 562               | 85150          |            |              | DEFINED              |
| DATA DOMAIN INC              | COM            | 23767P109 | 2,410             | 72200          |            |              | DEFINED              |
| DAVITA INC                   | COM            | 23918K108 | 3,431             | 69374          |            |              | DEFINED              |
| DCT INDUSTRIAL TRUST INC     | COM            | 233153105 | 322               | 78970          |            |              | DEFINED              |
| DEALERTRACK HLDGS INC        | COM            | 242309102 | 1,043             | 61367          |            |              | DEFINED              |
| DEAN FOODS CO NEW            | COM            | 242370104 | 10,336            | 538590         |            |              | DEFINED              |
| DECKERS OUTDOOR CORP         | COM            | 243537107 | 1,484             | 21120          |            |              | DEFINED              |
| DEERE & CO                   | COM            | 244199105 | 8,782             | 219825         |            |              | DEFINED              |
| DEL MONTE FOODS CO           | COM            | 24522P103 | 304               | 32450          |            |              | DEFINED              |
| DELL INC                     | COM            | 24702R101 | 40,444            | 2945693        |            |              | DEFINED              |
| DELPHI FINL GROUP INC        | CL A           | 247131105 | 6,146             | 316329         |            |              | DEFINED              |
| DELTA AIR LINES INC DEL      | COM NEW        | 247361702 | 909               | 157037         |            |              | DEFINED              |
| DELTA PETE CORP              | COM NEW        | 247907207 | 96                | 49500          |            |              | DEFINED              |
| DELUXE CORP                  | COM            | 248019101 | 694               | 54200          |            |              | DEFINED              |
| DEMANDTEC INC                | COM NEW        | 24802R506 | 837               | 95058          |            |              | DEFINED              |
| DENBURY RES INC              | COM NEW        | 247916208 | 3,055             | 207400         |            |              | DEFINED              |
| DENDREON CORP                | COM            | 24823Q107 | 2,918             | 116710         |            |              | DEFINED              |
| DENNYS CORP                  | COM            | 24869P104 | 84                | 38950          |            |              | DEFINED              |
| DENTSPLY INTL INC NEW        | COM            | 249030107 | 3,157             | 103280         |            |              | DEFINED              |
| DEPOMED INC                  | COM            | 249908104 | 99                | 30400          |            |              | DEFINED              |
| DEVELOPERS DIVERSIFIED RLTY  | COM            | 251591103 | 164               | 33700          |            |              | DEFINED              |
| DEVON ENERGY CORP NEW        | COM            | 25179M103 | 47,560            | 872655         |            |              | DEFINED              |
| DEVRY INC DEL                | COM            | 251893103 | 1,243             | 24850          |            |              | DEFINED              |
| DEXCOM INC                   | COM            | 252131107 | 82                | 13300          |            |              | DEFINED              |
| DIAGEO P L C                 | SPON ADR NEW   | 25243Q205 | 7,168             | 125200         |            |              | DEFINED              |
| DIAMOND FOODS INC            | COM            | 252603105 | 1,251             | 44850          |            |              | DEFINED              |
| DIAMOND MGMT & TECHNOLOGY CO | COM            | 25269L106 | 954               | 227120         |            |              | DEFINED              |
| DIAMOND OFFSHORE DRILLING IN | COM            | 25271C102 | 10,836            | 130474         |            |              | DEFINED              |
| DIAMONDROCK HOSPITALITY CO   | COM            | 252784301 | 5,414             | 864788         |            |              | DEFINED              |
| DICKS SPORTING GOODS INC     | COM            | 253393102 | 1,876             | 109050         |            |              | DEFINED              |
| DIEBOLD INC                  | COM            | 253651103 | 4,712             | 178750         |            |              | DEFINED              |
| DIGI INTL INC                | COM            | 253798102 | 343               | 35170          |            |              | DEFINED              |
| DIGITAL RIV INC              | COM            | 25388B104 | 1,906             | 52468          |            |              | DEFINED              |
| DIGITAL RLTY TR INC          | COM            | 253868103 | 10,723            | 299101         |            |              | DEFINED              |
| DIGITALGLOBE INC             | COM NEW        | 25389M877 | 404               | 21051          |            |              | DEFINED              |
| DILLARDS INC                 | CL A           | 254067101 | 184               | 19950          |            |              | DEFINED              |
| DIME CMNTY BANCSHARES        | COM            | 253922108 | 93                | 10182          |            |              | DEFINED              |
| DINEEQUITY INC               | COM            | 254423106 | 697               | 22350          |            |              | DEFINED              |
| DIODES INC                   | COM            | 254543101 | 597               | 38170          |            |              | DEFINED              |
| DIONEX CORP                  | COM            | 254546104 | 4,469             | 73226          |            |              | DEFINED              |
| DIRECTV GROUP INC            | COM            | 25459L106 | 39,825            | 1611702        |            |              | DEFINED              |
| DISCOVER FINL SVCS           | COM            | 254709108 | 2,067             | 201279         |            |              | DEFINED              |
| DISCOVERY COMMUNICATNS NEW   | COM SER C      | 25470F302 | 1,145             | 55750          |            |              | DEFINED              |
| DISCOVERY LABORATORIES INC N | COM            | 254668106 | 57                | 54100          |            |              | DEFINED              |

Edgar Filing: ING GROEP NV - Form 13F-HR

| COLUMN 1                     | COLUMN 2       | COLUMN 3  | COLUMN 4          | COLUMN 5       | COLUMN 6                |                      |
|------------------------------|----------------|-----------|-------------------|----------------|-------------------------|----------------------|
| NAME OF ISSUER               | TITLE OF CLASS | CUSIP     | VALUE<br>(x 1000) | # OF<br>SHARES | SH/<br>PUT/<br>PRN CALL | INVESTME<br>DISCRETI |
| DISH NETWORK CORP            | CL A           | 25470M109 | 780               | 48121          |                         | DEFINED              |
| DISNEY WALT CO               | COM DISNEY     | 254687106 | 24,615            | 1055086        |                         | DEFINED              |
| DIVX INC                     | COM            | 255413106 | 75                | 13650          |                         | DEFINED              |
| DOLBY LABORATORIES INC       | COM            | 25659T107 | 1,387             | 37200          |                         | DEFINED              |
| DOLLAR TREE INC              | COM            | 256746108 | 13,678            | 324886         |                         | DEFINED              |
| DOMINION RES INC VA NEW      | COM            | 25746U109 | 12,908            | 386234         |                         | DEFINED              |
| DOMINOS PIZZA INC            | COM            | 25754A201 | 104               | 13900          |                         | DEFINED              |
| DOMTAR CORP                  | COM NEW        | 257559203 | 343               | 20670          |                         | DEFINED              |
| DONALDSON INC                | COM            | 257651109 | 4,036             | 116510         |                         | DEFINED              |
| DONNELLEY R R & SONS CO      | COM            | 257867101 | 7,406             | 637314         |                         | DEFINED              |
| DOUGLAS EMMETT INC           | COM            | 25960P109 | 779               | 86670          |                         | DEFINED              |
| DOVER CORP                   | COM            | 260003108 | 33,226            | 1004107        |                         | DEFINED              |
| DOVER DOWNS GAMING & ENTMT I | COM            | 260095104 | 61                | 13100          |                         | DEFINED              |
| DOW CHEM CO                  | COM            | 260543103 | 42,315            | 2621745        |                         | DEFINED              |
| DOW CHEMICAL CO.             | COM            | 260543103 | 12,123            | 751,099        | SH                      | DEFINED              |
| DPL INC                      | COM            | 233293109 | 3,317             | 143180         |                         | DEFINED              |
| DR PEPPER SNAPPLE GROUP INC  | COM            | 26138E109 | 2,034             | 96000          |                         | DEFINED              |
| DREAMWORKS ANIMATION SKG INC | CL A           | 26153C103 | 1,167             | 42316          |                         | DEFINED              |
| DRESS BARN INC               | COM            | 261570105 | 6,608             | 462100         |                         | DEFINED              |
| DRESSER-RAND GROUP INC       | COM            | 261608103 | 658               | 25228          |                         | DEFINED              |
| DRIL-QUIP INC                | COM            | 262037104 | 11,025            | 289381         |                         | DEFINED              |
| DRUGSTORE COM INC            | COM            | 262241102 | 91                | 49850          |                         | DEFINED              |
| DSP GROUP INC                | COM            | 23332B106 | 596               | 88101          |                         | DEFINED              |
| DST SYS INC DEL              | COM            | 233326107 | 4,913             | 132958         |                         | DEFINED              |
| DTE ENERGY CO                | COM            | 233331107 | 3,334             | 104180         |                         | DEFINED              |
| DTS INC                      | COM            | 23335C101 | 547               | 20200          |                         | DEFINED              |
| DU PONT E I DE NEMOURS & CO  | COM            | 263534109 | 42,236            | 1648561        |                         | DEFINED              |
| DUFF & PHELPS CORP NEW       | CL A           | 26433B107 | 5,147             | 289491         |                         | DEFINED              |
| DUKE ENERGY CORP NEW         | COM            | 26441C105 | 20,654            | 1415638        |                         | DEFINED              |
| DUKE ENERGY CORP.            | COM            | 26441C105 | 5,732             | 392,860        | SH                      | DEFINED              |
| DUKE REALTY CORP             | COM NEW        | 264411505 | 3,413             | 389201         |                         | DEFINED              |
| DUN & BRADSTREET CORP DEL NE | COM            | 26483E100 | 12,108            | 149092         |                         | DEFINED              |
| DURECT CORP                  | COM            | 266605104 | 69                | 29100          |                         | DEFINED              |
| DYAX CORP                    | COM            | 26746E103 | 40                | 18800          |                         | DEFINED              |
| DYCOM INDS INC               | COM            | 267475101 | 1,889             | 170650         |                         | DEFINED              |
| DYNEGY INC DEL               | CL A           | 26817G102 | 376               | 165548         |                         | DEFINED              |
| E M C CORP MASS              | COM            | 268648102 | 35,452            | 2706227        |                         | DEFINED              |
| E TRADE FINANCIAL CORP       | COM            | 269246104 | 327               | 253527         |                         | DEFINED              |
| EAGLE MATERIALS INC          | COM            | 26969P108 | 1,545             | 61200          |                         | DEFINED              |
| EARTHLINK INC                | COM            | 270321102 | 253               | 34200          |                         | DEFINED              |
| EAST WEST BANCORP INC        | COM            | 27579R104 | 203               | 31250          |                         | DEFINED              |
| EASTGROUP PPTY INC           | COM            | 277276101 | 830               | 25145          |                         | DEFINED              |
| EASTMAN CHEM CO              | COM            | 277432100 | 4,858             | 128167         |                         | DEFINED              |
| EASTMAN KODAK CO             | COM            | 277461109 | 391               | 132152         |                         | DEFINED              |
| EATON CORP                   | COM            | 278058102 | 3,988             | 89401          |                         | DEFINED              |
| EATON VANCE CORP             | COM NON VTG    | 278265103 | 1,561             | 58350          |                         | DEFINED              |
| EBAY INC                     | COM            | 278642103 | 16,558            | 966608         |                         | DEFINED              |
| EBIX INC                     | COM NEW        | 278715206 | 305               | 9750           |                         | DEFINED              |
| ECHELON CORP                 | COM            | 27874N105 | 93                | 11000          |                         | DEFINED              |



Edgar Filing: ING GROEP NV - Form 13F-HR

| COLUMN 1                     | COLUMN 2       | COLUMN 3  | COLUMN 4          | COLUMN 5       | COLUMN 6   |              |                      |
|------------------------------|----------------|-----------|-------------------|----------------|------------|--------------|----------------------|
| NAME OF ISSUER               | TITLE OF CLASS | CUSIP     | VALUE<br>(x 1000) | # OF<br>SHARES | SH/<br>PRN | PUT/<br>CALL | INVESTME<br>DISCRETI |
| ECLIPSYS CORP                | COM            | 278856109 | 2,287             | 128643         |            |              | DEFINED              |
| ECOLAB INC                   | COM            | 278865100 | 30,874            | 791840         |            |              | DEFINED              |
| ECOPETROL S A                | SPONSORED ADS  | 279158109 | 524               | 21500          |            |              | DEFINED              |
| EDISON INTL                  | COM            | 281020107 | 4,166             | 132424         |            |              | DEFINED              |
| EDUCATION RLTY TR INC        | COM            | 28140H104 | 73                | 17000          |            |              | DEFINED              |
| EDWARDS LIFESCIENCES CORP    | COM            | 28176E108 | 2,195             | 32271          |            |              | DEFINED              |
| EI DU PONT DE NEMOURS & CO.  | COM            | 263534109 | 12,140            | 473,868        | SH         |              | DEFINED              |
| EINSTEIN NOAH REST GROUP INC | COM            | 28257U104 | 181               | 20900          |            |              | DEFINED              |
| EL PASO CORP                 | COM            | 28336L109 | 4,394             | 476051         |            |              | DEFINED              |
| EL PASO ELEC CO              | COM NEW        | 283677854 | 5,294             | 379220         |            |              | DEFINED              |
| ELAN PLC                     | ADR            | 284131208 | 2,503             | 393000         |            |              | DEFINED              |
| ELDORADO GOLD CORP NEW       | COM            | 284902103 | 16,467            | 1839894        |            |              | DEFINED              |
| ELECTRO SCIENTIFIC INDS      | COM            | 285229100 | 366               | 32620          |            |              | DEFINED              |
| ELECTRONIC ARTS INC          | COM            | 285512109 | 2,703             | 124429         |            |              | DEFINED              |
| ELECTRONICS FOR IMAGING INC  | COM            | 286082102 | 244               | 22850          |            |              | DEFINED              |
| EMBARQ CORP                  | COM            | 29078E105 | 12,504            | 297287         |            |              | DEFINED              |
| EMCOR GROUP INC              | COM            | 29084Q100 | 3,493             | 173606         |            |              | DEFINED              |
| EMCORE CORP                  | COM            | 290846104 | 52                | 41150          |            |              | DEFINED              |
| EMERSON ELEC CO              | COM            | 291011104 | 36,272            | 1119499        |            |              | DEFINED              |
| EMERSON ELECTRIC CO.         | COM            | 291011104 | 11,552            | 356,529        | SH         |              | DEFINED              |
| EMPIRE DIST ELEC CO          | COM            | 291641108 | 175               | 10600          |            |              | DEFINED              |
| EMPLOYERS HOLDINGS INC       | COM            | 292218104 | 538               | 39720          |            |              | DEFINED              |
| EMULEX CORP                  | COM NEW        | 292475209 | 2,299             | 235088         |            |              | DEFINED              |
| ENBRIDGE INC                 | COM            | 29250N105 | 16,053            | 462224         |            |              | DEFINED              |
| ENCANA CORP                  | COM            | 292505104 | 116,252           | 2349953        |            |              | DEFINED              |
| ENCORE ACQUISITION CO        | COM            | 29255W100 | 4,231             | 137160         |            |              | DEFINED              |
| ENCORE WIRE CORP             | COM            | 292562105 | 378               | 17710          |            |              | DEFINED              |
| ENDEAVOUR INTL CORP          | COM            | 29259G101 | 61                | 44750          |            |              | DEFINED              |
| ENDO PHARMACEUTICALS HLDGS I | COM            | 29264F205 | 4,923             | 274730         |            |              | DEFINED              |
| ENER1 INC                    | COM NEW        | 29267A203 | 84                | 15300          |            |              | DEFINED              |
| ENERGEN CORP                 | COM            | 29265N108 | 2,673             | 67000          |            |              | DEFINED              |
| ENERGIZER HLDGS INC          | COM            | 29266R108 | 4,974             | 95205          |            |              | DEFINED              |
| ENERGY CONVERSION DEVICES IN | COM            | 292659109 | 505               | 35690          |            |              | DEFINED              |
| ENERGY TRANSFER EQUITY L P   | COM UT LTD PTN | 29273V100 | 12,079            | 476113         |            |              | DEFINED              |
| ENERGYSOLUTIONS INC          | COM            | 292756202 | 215               | 23400          |            |              | DEFINED              |
| ENERPLUS RES FD              | UNIT TR G NEW  | 29274D604 | 8,621             | 401173         |            |              | DEFINED              |
| ENERPLUS RESOURCES FUND      | UNIT TR G NEW  | 29274D604 | 8,312             | 386,787        | SH         |              | DEFINED              |
| ENERSYS                      | COM            | 29275Y102 | 209               | 11500          |            |              | DEFINED              |
| ENGLOBAL CORP                | COM            | 293306106 | 103               | 21000          |            |              | DEFINED              |
| ENI S P A                    | SPONSORED ADR  | 26874R108 | 9,932             | 209500         |            |              | DEFINED              |
| ENNIS INC                    | COM            | 293389102 | 143               | 11500          |            |              | DEFINED              |
| ENPRO INDS INC               | COM            | 29355X107 | 3,599             | 199836         |            |              | DEFINED              |
| ENSCO INTL INC               | COM            | 26874Q100 | 13,413            | 384660         |            |              | DEFINED              |
| ENTEGRIS INC                 | COM            | 29362U104 | 4,173             | 1534259        |            |              | DEFINED              |
| ENERGY CORP NEW              | COM            | 29364G103 | 51,725            | 667242         |            |              | DEFINED              |
| ENTERPRISE PRODS PARTNERS L  | COM            | 293792107 | 9,112             | 365376         |            |              | DEFINED              |
| ENTERTAINMENT PPTYS TR       | COM SH BEN INT | 29380T105 | 1,387             | 67330          |            |              | DEFINED              |
| ENZO BIOCHEM INC             | COM            | 294100102 | 129               | 29220          |            |              | DEFINED              |

Edgar Filing: ING GROEP NV - Form 13F-HR

| COLUMN 1                     | COLUMN 2       | COLUMN 3  | COLUMN 4          | COLUMN 5       | COLUMN 6   |              |                          |
|------------------------------|----------------|-----------|-------------------|----------------|------------|--------------|--------------------------|
| NAME OF ISSUER               | TITLE OF CLASS | CUSIP     | VALUE<br>(x 1000) | # OF<br>SHARES | SH/<br>PRN | PUT/<br>CALL | INVESTMENT<br>DISCRETION |
| ENZON PHARMACEUTICALS INC    | COM            | 293904108 | 121               | 15350          |            |              | DEFINED                  |
| EOG RES INC                  | COM            | 26875P101 | 25,537            | 375981         |            |              | DEFINED                  |
| EPICOR SOFTWARE CORP         | COM            | 29426L108 | 966               | 182170         |            |              | DEFINED                  |
| EPIQ SYS INC                 | COM            | 26882D109 | 4,256             | 276750         |            |              | DEFINED                  |
| EQT CORP                     | COM            | 26884L109 | 3,451             | 98850          |            |              | DEFINED                  |
| EQUIFAX INC                  | COM            | 294429105 | 2,569             | 98418          |            |              | DEFINED                  |
| EQUINIX INC                  | COM NEW        | 29444U502 | 546               | 7500           |            |              | DEFINED                  |
| EQUITY LIFESTYLE PPTYS INC   | COM            | 29472R108 | 478               | 12850          |            |              | DEFINED                  |
| EQUITY ONE                   | COM            | 294752100 | 156               | 11800          |            |              | DEFINED                  |
| EQUITY RESIDENTIAL           | SH BEN INT     | 29476L107 | 12,102            | 544389         |            |              | DEFINED                  |
| ERESEARCH TECHNOLOGY INC     | COM            | 29481V108 | 548               | 88350          |            |              | DEFINED                  |
| ERIE INDY CO                 | CL A           | 29530P102 | 204               | 5700           |            |              | DEFINED                  |
| ESCO TECHNOLOGIES INC        | COM            | 296315104 | 1,985             | 44310          |            |              | DEFINED                  |
| ESSA BANCORP INC             | COM            | 29667D104 | 539               | 39430          |            |              | DEFINED                  |
| ESSEX PPTY TR INC            | COM            | 297178105 | 4,777             | 76764          |            |              | DEFINED                  |
| ESTERLINE TECHNOLOGIES CORP  | COM            | 297425100 | 721               | 26620          |            |              | DEFINED                  |
| ETHAN ALLEN INTERIORS INC    | COM            | 297602104 | 2,112             | 203875         |            |              | DEFINED                  |
| EURONET WORLDWIDE INC        | COM            | 298736109 | 402               | 20750          |            |              | DEFINED                  |
| EV3 INC                      | COM            | 26928A200 | 228               | 21250          |            |              | DEFINED                  |
| EVERGREEN ENERGY INC         | COM            | 30024B104 | 53                | 54400          |            |              | DEFINED                  |
| EVERGREEN SOLAR INC          | COM            | 30033R108 | 152               | 70150          |            |              | DEFINED                  |
| EXAR CORP                    | COM            | 300645108 | 233               | 32350          |            |              | DEFINED                  |
| EXCO RESOURCES INC           | COM            | 269279402 | 4,024             | 311446         |            |              | DEFINED                  |
| EXELIXIS INC                 | COM            | 30161Q104 | 176               | 36050          |            |              | DEFINED                  |
| EXELON CORP                  | COM            | 30161N101 | 116,308           | 2271189        |            |              | DEFINED                  |
| EXELON CORP.                 | COM            | 30161N101 | 8,247             | 161,035        | SH         |              | DEFINED                  |
| EXIDE TECHNOLOGIES           | COM NEW        | 302051206 | 87                | 23250          |            |              | DEFINED                  |
| EXPEDIA INC DEL              | COM            | 30212P105 | 1,462             | 96740          |            |              | DEFINED                  |
| EXPEDITORS INTL WASH INC     | COM            | 302130109 | 11,067            | 331957         |            |              | DEFINED                  |
| EXPRESS SCRIPTS INC          | COM            | 302182100 | 48,053            | 698958         |            |              | DEFINED                  |
| EXTERRAN HLDGS INC           | COM            | 30225X103 | 2,100             | 130900         |            |              | DEFINED                  |
| EXTRA SPACE STORAGE INC      | COM            | 30225T102 | 1,899             | 227421         |            |              | DEFINED                  |
| EXTREME NETWORKS INC         | COM            | 30226D106 | 37                | 18633          |            |              | DEFINED                  |
| EXXON MOBIL CORP             | COM            | 30231G102 | 611,502           | 8746987        |            |              | DEFINED                  |
| EXXON MOBIL CORP.            | COM            | 30231G102 | 1,165             | 16,662         | SH         |              | DEFINED                  |
| EZCORP INC                   | CL A NON VTG   | 302301106 | 2,908             | 269800         |            |              | DEFINED                  |
| F M C CORP                   | COM NEW        | 302491303 | 2,223             | 47000          |            |              | DEFINED                  |
| F5 NETWORKS INC              | COM            | 315616102 | 16,218            | 468580         |            |              | DEFINED                  |
| FACET BIOTECH CORP           | SHS            | 30303Q103 | 105               | 11320          |            |              | DEFINED                  |
| FACTSET RESH SYS INC         | COM            | 303075105 | 977               | 19600          |            |              | DEFINED                  |
| FAIR ISAAC CORP              | COM            | 303250104 | 2,693             | 174200         |            |              | DEFINED                  |
| FAIRCHILD SEMICONDUCTOR INTL | COM            | 303726103 | 301               | 43050          |            |              | DEFINED                  |
| FALCONSTOR SOFTWARE INC      | COM            | 306137100 | 75                | 15800          |            |              | DEFINED                  |
| FAMILY DLR STORES INC        | COM            | 307000109 | 11,182            | 395129         |            |              | DEFINED                  |
| FASTENAL CO                  | COM            | 311900104 | 2,755             | 83050          |            |              | DEFINED                  |
| FCSTONE GROUP INC            | COM            | 31308T100 | 51                | 12950          |            |              | DEFINED                  |
| FEDERAL REALTY INVT TR       | SH BEN INT NEW | 313747206 | 9,806             | 190343         |            |              | DEFINED                  |
| FEDERAL SIGNAL CORP          | COM            | 313855108 | 1,150             | 150309         |            |              | DEFINED                  |



Edgar Filing: ING GROEP NV - Form 13F-HR

| NAME OF ISSUER                | TITLE OF CLASS | CUSIP     | VALUE<br>(x 1000) | # OF<br>SHARES | SH/<br>PRN | PUT/<br>CALL | INVESTME<br>DISCRETI |
|-------------------------------|----------------|-----------|-------------------|----------------|------------|--------------|----------------------|
| FORRESTER RESH INC            | COM            | 346563109 | 1,601             | 65200          |            |              | DEFINED              |
| FORTUNE BRANDS INC            | COM            | 349631101 | 1,766             | 50844          |            |              | DEFINED              |
| FOSSIL INC                    | COM            | 349882100 | 9,665             | 401355         |            |              | DEFINED              |
| FOSTER L B CO                 | COM            | 350060109 | 234               | 7774           |            |              | DEFINED              |
| FOUNDATION COAL HLDGS INC     | COM            | 35039W100 | 252               | 8950           |            |              | DEFINED              |
| FPL GROUP INC                 | COM            | 302571104 | 24,622            | 433037         |            |              | DEFINED              |
| FRANKLIN ELEC INC             | COM            | 353514102 | 213               | 8200           |            |              | DEFINED              |
| FRANKLIN RES INC              | COM            | 354613101 | 5,546             | 77024          |            |              | DEFINED              |
| FRANKLIN STREET PPTYS CORP    | COM            | 35471R106 | 684               | 51650          |            |              | DEFINED              |
| FREDS INC                     | CL A           | 356108100 | 1,666             | 131841         |            |              | DEFINED              |
| FREESPORT-MCMORAN COPPER & GO | COM            | 35671D857 | 59,049            | 1178386        |            |              | DEFINED              |
| FREIGHTCAR AMER INC           | COM            | 357023100 | 270               | 16058          |            |              | DEFINED              |
| FRONTIER COMMUNICATIONS CORP  | COM            | 35906A108 | 1,002             | 140307         |            |              | DEFINED              |
| FRONTIER FINL CORP WASH       | COM            | 35907K105 | 13                | 11049          |            |              | DEFINED              |
| FRONTIER OIL CORP             | COM            | 35914P105 | 8,330             | 635380         |            |              | DEFINED              |
| FTI CONSULTING INC            | COM            | 302941109 | 17,140            | 337929         |            |              | DEFINED              |
| FUELCELL ENERGY INC           | COM            | 35952H106 | 109               | 26100          |            |              | DEFINED              |
| FULLER H B CO                 | COM            | 359694106 | 8,276             | 440935         |            |              | DEFINED              |
| FULTON FINL CORP PA           | COM            | 360271100 | 688               | 132600         |            |              | DEFINED              |
| FURMANITE CORPORATION         | COM            | 361086101 | 73                | 16300          |            |              | DEFINED              |
| FURNITURE BRANDS INTL INC     | COM            | 360921100 | 46                | 15150          |            |              | DEFINED              |
| FUSHI COPPERWELD INC          | COM            | 36113E107 | 97                | 11750          |            |              | DEFINED              |
| FX ENERGY INC                 | COM            | 302695101 | 105               | 27400          |            |              | DEFINED              |
| G & K SVCS INC                | CL A           | 361268105 | 2,139             | 101151         |            |              | DEFINED              |
| GALLAGHER ARTHUR J & CO       | COM            | 363576109 | 14,964            | 701214         |            |              | DEFINED              |
| GAMESTOP CORP NEW             | CL A           | 36467W109 | 2,261             | 102712         |            |              | DEFINED              |
| GANNETT INC                   | COM            | 364730101 | 321               | 89997          |            |              | DEFINED              |
| GAP INC DEL                   | COM            | 364760108 | 10,379            | 632858         |            |              | DEFINED              |
| GARDNER DENVER INC            | COM            | 365558105 | 14,865            | 590598         |            |              | DEFINED              |
| GARTNER INC                   | COM            | 366651107 | 2,904             | 190310         |            |              | DEFINED              |
| GATX CORP                     | COM            | 361448103 | 609               | 23667          |            |              | DEFINED              |
| GAYLORD ENTMT CO NEW          | COM            | 367905106 | 131               | 10300          |            |              | DEFINED              |
| GENCORP INC                   | COM            | 368682100 | 49                | 25650          |            |              | DEFINED              |
| GENERAL CABLE CORP DEL NEW    | COM            | 369300108 | 455               | 12100          |            |              | DEFINED              |
| GENERAL COMMUNICATION INC     | CL A           | 369385109 | 336               | 48500          |            |              | DEFINED              |
| GENERAL DYNAMICS CORP         | COM            | 369550108 | 19,737            | 356335         |            |              | DEFINED              |
| GENERAL ELECTRIC CO           | COM            | 369604103 | 170,168           | 14519427       |            |              | DEFINED              |
| GENERAL MLS INC               | COM            | 370334104 | 34,731            | 619973         |            |              | DEFINED              |
| GENERAL MOLY INC              | COM            | 370373102 | 62                | 28050          |            |              | DEFINED              |
| GENERAL MTRS CORP             | COM            | 370442105 | 123               | 112392         |            |              | DEFINED              |
| GENERAL ELECTRIC CO.          | COM            | 369604103 | 11,535            | 984,227        | SH         |              | DEFINED              |
| GENESCO INC                   | COM            | 371532102 | 591               | 31481          |            |              | DEFINED              |
| GENESE & WYO INC              | CL A           | 371559105 | 3,278             | 123664         |            |              | DEFINED              |
| GENESIS ENERGY L P            | UNIT LTD PARTN | 371927104 | 8,839             | 694896         |            |              | DEFINED              |
| GENOPTIX INC                  | COM            | 37243V100 | 543               | 16960          |            |              | DEFINED              |
| GEN-PROBE INC NEW             | COM            | 36866T103 | 20,600            | 478958         |            |              | DEFINED              |
| GENTEX CORP                   | COM            | 371901109 | 936               | 80676          |            |              | DEFINED              |
| GENTIVA HEALTH SERVICES INC   | COM            | 37247A102 | 1,476             | 89679          |            |              | DEFINED              |

COLUMN 1

COLUMN 2

COLUMN 3

COLUMN 4

COLUMN 5

COLUMN

VALUE

# OF

SH/ PUT/

INVESTME

Edgar Filing: ING GROEP NV - Form 13F-HR

| NAME OF ISSUER               | TITLE OF CLASS  | CUSIP     | (x 1000) | SHARES  | PRN CALL | DISCRETI |
|------------------------------|-----------------|-----------|----------|---------|----------|----------|
| GENUINE PARTS CO             | COM             | 372460105 | 3,347    | 99746   |          | DEFINED  |
| GENWORTH FINL INC            | COM CL A        | 37247D106 | 1,437    | 205635  |          | DEFINED  |
| GENZYME CORP                 | COM             | 372917104 | 10,518   | 188941  |          | DEFINED  |
| GEO GROUP INC                | COM             | 36159R103 | 4,181    | 225040  |          | DEFINED  |
| GERDAU AMERISTEEL CORP       | COM             | 37373P105 | 2,221    | 325700  |          | DEFINED  |
| GERDAU S A                   | SPONSORED ADR   | 373737105 | 225      | 21500   |          | DEFINED  |
| GERON CORP                   | COM             | 374163103 | 222      | 28900   |          | DEFINED  |
| GETTY RLTY CORP NEW          | COM             | 374297109 | 314      | 16642   |          | DEFINED  |
| GFI GROUP INC                | COM             | 361652209 | 142      | 21000   |          | DEFINED  |
| GIBRALTAR INDS INC           | COM             | 374689107 | 870      | 126023  |          | DEFINED  |
| GILEAD SCIENCES INC          | COM             | 375558103 | 118,072  | 2520748 |          | DEFINED  |
| GLACIER BANCORP INC NEW      | COM             | 37637Q105 | 3,966    | 268523  |          | DEFINED  |
| GLATFELTER                   | COM             | 377316104 | 337      | 37890   |          | DEFINED  |
| GLG PARTNERS INC             | COM             | 37929X107 | 156      | 38250   |          | DEFINED  |
| GLIMCHER RLTY TR             | SH BEN INT      | 379302102 | 65       | 22550   |          | DEFINED  |
| GLOBAL INDS LTD              | COM             | 379336100 | 116      | 20500   |          | DEFINED  |
| GLOBAL PMTS INC              | COM             | 37940X102 | 22,792   | 608430  |          | DEFINED  |
| GOLD FIELDS LTD NEW          | SPONSORED ADR   | 38059T106 | 3,982    | 330472  |          | DEFINED  |
| GOLDCORP INC NEW             | COM             | 380956409 | 28,928   | 832461  |          | DEFINED  |
| GOLDMAN SACHS GROUP INC      | COM             | 38141G104 | 169,416  | 1149052 |          | DEFINED  |
| GOODRICH CORP                | COM             | 382388106 | 11,726   | 234661  |          | DEFINED  |
| GOODRICH PETE CORP           | COM NEW         | 382410405 | 272      | 11050   |          | DEFINED  |
| GOODYEAR TIRE & RUBR CO      | COM             | 382550101 | 8,475    | 752674  |          | DEFINED  |
| GOOGLE INC                   | CL A            | 38259P508 | 234,259  | 555657  |          | DEFINED  |
| GORMAN RUPP CO               | COM             | 383082104 | 1,508    | 74750   |          | DEFINED  |
| GOVERNMENT PPTYS INCOME TR   | COM SHS BEN INT | 38376A103 | 316      | 15380   |          | DEFINED  |
| GRACE W R & CO DEL NEW       | COM             | 38388F108 | 301      | 24300   |          | DEFINED  |
| GRACO INC                    | COM             | 384109104 | 884      | 40150   |          | DEFINED  |
| GRAFTECH INTL LTD            | COM             | 384313102 | 731      | 64650   |          | DEFINED  |
| GRAINGER W W INC             | COM             | 384802104 | 2,860    | 34935   |          | DEFINED  |
| GRAMERCY CAP CORP            | COM             | 384871109 | 70       | 43335   |          | DEFINED  |
| GRAN TIERRA ENERGY INC       | COM             | 38500T101 | 268      | 77700   |          | DEFINED  |
| GRANITE CONSTR INC           | COM             | 387328107 | 3,039    | 91320   |          | DEFINED  |
| GRAPHIC PACKAGING HLDG CO    | COM             | 388689101 | 68       | 37100   |          | DEFINED  |
| GREAT ATLANTIC & PAC TEA INC | COM             | 390064103 | 51       | 12050   |          | DEFINED  |
| GREAT BASIN GOLD LTD         | COM             | 390124105 | 1,097    | 794900  |          | DEFINED  |
| GREAT LAKES DREDGE & DOCK CO | COM             | 390607109 | 92       | 19300   |          | DEFINED  |
| GREAT PLAINS ENERGY INC      | COM             | 391164100 | 2,434    | 156540  |          | DEFINED  |
| GREATBATCH INC               | COM             | 39153L106 | 4,433    | 196081  |          | DEFINED  |
| GREEN MTN COFFEE ROASTERS IN | COM             | 393122106 | 2,238    | 37850   |          | DEFINED  |
| GREENHILL & CO INC           | COM             | 395259104 | 1,282    | 17750   |          | DEFINED  |
| GREIF INC                    | CL A            | 397624107 | 1,982    | 44827   |          | DEFINED  |
| GRIFFON CORP                 | COM             | 398433102 | 792      | 95204   |          | DEFINED  |
| GROUP 1 AUTOMOTIVE INC       | COM             | 398905109 | 940      | 36140   |          | DEFINED  |
| GROUPE CGI INC               | CL A SUB VTG    | 39945C109 | 3,628    | 409016  |          | DEFINED  |
| GT SOLAR INTL INC            | COM             | 3623E0209 | 118      | 22100   |          | DEFINED  |
| GUARANTY BANCORP DEL         | COM             | 40075T102 | 74       | 38600   |          | DEFINED  |
| GUESS INC                    | COM             | 401617105 | 2,713    | 105232  |          | DEFINED  |

| COLUMN 1       | COLUMN 2       | COLUMN 3 | COLUMN 4          | COLUMN 5       | COLUMN 6                                  |
|----------------|----------------|----------|-------------------|----------------|---|
| NAME OF ISSUER | TITLE OF CLASS | CUSIP    | VALUE<br>(x 1000) | # OF<br>SHARES | SH/ PUT/<br>PRN CALL INVESTME<br>DISCRETI |

Edgar Filing: ING GROEP NV - Form 13F-HR

|                              |         |           |        |         |    |         |
|------------------------------|---------|-----------|--------|---------|----|---------|
| GULF ISLAND FABRICATION INC  | COM     | 402307102 | 503    | 31750   |    | DEFINED |
| GULFMARK OFFSHORE INC        | COM     | 402629109 | 270    | 9800    |    | DEFINED |
| GULFPORT ENERGY CORP         | COM NEW | 402635304 | 72     | 10500   |    | DEFINED |
| GYMBOREE CORP                | COM     | 403777105 | 18,350 | 517187  |    | DEFINED |
| H&R BLOCK, INC.              | COM     | 093671105 | 639    | 37,103  | SH | DEFINED |
| HACKETT GROUP INC            | COM     | 404609109 | 63     | 26950   |    | DEFINED |
| HAEMONETICS CORP             | COM     | 405024100 | 12,194 | 213925  |    | DEFINED |
| HAIN CELESTIAL GROUP INC     | COM     | 405217100 | 236    | 15117   |    | DEFINED |
| HALLIBURTON CO               | COM     | 406216101 | 35,808 | 1729836 |    | DEFINED |
| HALOZYME THERAPEUTICS INC    | COM     | 40637H109 | 134    | 19150   |    | DEFINED |
| HANCOCK HLDG CO              | COM     | 410120109 | 1,877  | 57766   |    | DEFINED |
| HANESBRANDS INC              | COM     | 410345102 | 248    | 16500   |    | DEFINED |
| HANGER ORTHOPEDIC GROUP INC  | COM NEW | 41043F208 | 651    | 47900   |    | DEFINED |
| HANOVER INS GROUP INC        | COM     | 410867105 | 2,106  | 55272   |    | DEFINED |
| HANSEN MEDICAL INC           | COM     | 411307101 | 52     | 10550   |    | DEFINED |
| HANSEN NAT CORP              | COM     | 411310105 | 2,530  | 81986   |    | DEFINED |
| HARLEY DAVIDSON INC          | COM     | 412822108 | 3,497  | 215724  |    | DEFINED |
| HARLEYSVILLE GROUP INC       | COM     | 412824104 | 304    | 10780   |    | DEFINED |
| HARLEYSVILLE NATL CORP PA    | COM     | 412850109 | 58     | 12350   |    | DEFINED |
| HARMAN INTL INDS INC         | COM     | 413086109 | 601    | 31945   |    | DEFINED |
| HARMONIC INC                 | COM     | 413160102 | 1,194  | 202694  |    | DEFINED |
| HARRIS & HARRIS GROUP INC    | COM     | 413833104 | 74     | 12750   |    | DEFINED |
| HARRIS CORP DEL              | COM     | 413875105 | 5,710  | 201347  |    | DEFINED |
| HARRIS STRATEX NTRKS INC     | CL A    | 41457P106 | 274    | 42342   |    | DEFINED |
| HARRY WINSTON DIAMOND CORP   | COM     | 41587B100 | 230    | 38603   |    | DEFINED |
| HARSCO CORP                  | COM     | 415864107 | 4,049  | 143090  |    | DEFINED |
| HARTE-HANKS INC              | COM     | 416196103 | 1,979  | 213900  |    | DEFINED |
| HARTFORD FINL SVCS GROUP INC | COM     | 416515104 | 1,720  | 144920  |    | DEFINED |
| HARVEST NATURAL RESOURCES IN | COM     | 41754V103 | 176    | 39800   |    | DEFINED |
| HASBRO INC                   | COM     | 418056107 | 2,451  | 101104  |    | DEFINED |
| HATTERAS FINL CORP           | COM     | 41902R103 | 4,655  | 162836  |    | DEFINED |
| HAVERTY FURNITURE INC        | COM     | 419596101 | 365    | 39850   |    | DEFINED |
| HAWAIIAN ELEC INDUSTRIES     | COM     | 419870100 | 5,294  | 277772  |    | DEFINED |
| HAWAIIAN HOLDINGS INC        | COM     | 419879101 | 78     | 12900   |    | DEFINED |
| HAYNES INTERNATIONAL INC     | COM NEW | 420877201 | 229    | 9658    |    | DEFINED |
| HCC INS HLDGS INC            | COM     | 404132102 | 1,194  | 49729   |    | DEFINED |
| HCP INC                      | COM     | 40414L109 | 8,717  | 411385  |    | DEFINED |
| HEADWATERS INC               | COM     | 42210P102 | 183    | 54450   |    | DEFINED |
| HEALTH CARE REIT INC         | COM     | 42217K106 | 3,055  | 89590   |    | DEFINED |
| HEALTH MGMT ASSOC INC NEW    | CL A    | 421933102 | 2,646  | 535700  |    | DEFINED |
| HEALTH NET INC               | COM     | 42222G108 | 4,051  | 260508  |    | DEFINED |
| HEALTHCARE RLTY TR           | COM     | 421946104 | 890    | 52889   |    | DEFINED |
| HEALTHCARE SVCS GRP INC      | COM     | 421906108 | 569    | 31850   |    | DEFINED |
| HEALTHSOUTH CORP             | COM NEW | 421924309 | 15,327 | 1061404 |    | DEFINED |
| HEALTHSPRING INC             | COM     | 42224N101 | 1,194  | 109970  |    | DEFINED |
| HEALTHWAYS INC               | COM     | 422245100 | 1,044  | 77610   |    | DEFINED |
| HEARTLAND EXPRESS INC        | COM     | 422347104 | 7,962  | 540865  |    | DEFINED |
| HEARTLAND PMT SYS INC        | COM     | 42235N108 | 1,233  | 128800  |    | DEFINED |

| COLUMN 1       | COLUMN 2       | COLUMN 3  | COLUMN 4          | COLUMN 5       | COLUMN 6                |                      |
|----------------|----------------|-----------|-------------------|----------------|-------------------------|----------------------|
| NAME OF ISSUER | TITLE OF CLASS | CUSIP     | VALUE<br>(x 1000) | # OF<br>SHARES | SH/<br>PUT/<br>PRN CALL | INVESTME<br>DISCRETI |
| HECKMANN CORP  | COM            | 422680108 | 81                | 21600          |                         | DEFINED              |

Edgar Filing: ING GROEP NV - Form 13F-HR

|                               |                |           |         |         |    |         |
|-------------------------------|----------------|-----------|---------|---------|----|---------|
| HECLA MNG CO                  | COM            | 422704106 | 144     | 53600   |    | DEFINED |
| HEICO CORP NEW                | COM            | 422806109 | 444     | 12250   |    | DEFINED |
| HEIDRICK & STRUGGLES INTL IN  | COM            | 422819102 | 198     | 10850   |    | DEFINED |
| HEINZ H J CO                  | COM            | 423074103 | 14,805  | 414693  |    | DEFINED |
| HELIX ENERGY SOLUTIONS GRP I  | COM            | 42330P107 | 934     | 85900   |    | DEFINED |
| HELMERICH & PAYNE INC         | COM            | 423452101 | 5,306   | 171866  |    | DEFINED |
| HENRY JACK & ASSOC INC        | COM            | 426281101 | 1,923   | 92690   |    | DEFINED |
| HERCULES OFFSHORE INC         | COM            | 427093109 | 195     | 49300   |    | DEFINED |
| HERCULES TECH GROWTH CAP INC  | COM            | 427096508 | 442     | 52617   |    | DEFINED |
| HERSHEY CO                    | COM            | 427866108 | 3,565   | 99039   |    | DEFINED |
| HERTZ GLOBAL HOLDINGS INC     | COM            | 42805T105 | 653     | 81760   |    | DEFINED |
| HESS CORP                     | COM            | 42809H107 | 23,510  | 437390  |    | DEFINED |
| HEWITT ASSOCS INC             | COM            | 42822Q100 | 5,091   | 170950  |    | DEFINED |
| HEWLETT PACKARD CO            | COM            | 428236103 | 204,799 | 5298807 |    | DEFINED |
| HEXCEL CORP NEW               | COM            | 428291108 | 2,712   | 284600  |    | DEFINED |
| HIBBETT SPORTS INC            | COM            | 428567101 | 4,613   | 256300  |    | DEFINED |
| HIGHWOODS PPTYS INC           | COM            | 431284108 | 12,283  | 549070  |    | DEFINED |
| HILL ROM HLDGS INC            | COM            | 431475102 | 3,518   | 216887  |    | DEFINED |
| HILLENBRAND INC               | COM            | 431571108 | 721     | 43320   |    | DEFINED |
| HILLTOP HOLDINGS INC          | COM            | 432748101 | 196     | 16550   |    | DEFINED |
| HITTITE MICROWAVE CORP        | COM            | 43365Y104 | 802     | 23090   |    | DEFINED |
| HLTH CORPORATION              | COM            | 40422Y101 | 349     | 26654   |    | DEFINED |
| HMS HLDGS CORP                | COM            | 40425J101 | 923     | 22662   |    | DEFINED |
| HNI CORP                      | COM            | 404251100 | 1,033   | 57188   |    | DEFINED |
| HOLLY CORP                    | COM PAR \$0.01 | 435758305 | 3,574   | 198758  |    | DEFINED |
| HOLOGIC INC                   | COM            | 436440101 | 5,031   | 353072  |    | DEFINED |
| HOME BANCSHARES INC           | COM            | 436893200 | 664     | 34861   |    | DEFINED |
| HOME DEPOT INC                | COM            | 437076102 | 83,644  | 3539749 |    | DEFINED |
| HOME DEPOT, INC.              | COM            | 437076102 | 7,336   | 310,433 | SH | DEFINED |
| HOME PROPERTIES INC           | COM            | 437306103 | 1,275   | 37400   |    | DEFINED |
| HONEYWELL INTERNATIONAL, INC. | COM            | 438516106 | 11,332  | 360,885 | SH | DEFINED |
| HONEYWELL INTL INC            | COM            | 438516106 | 103,753 | 3304247 |    | DEFINED |
| HORACE MANN EDUCATORS CORP N  | COM            | 440327104 | 2,647   | 265500  |    | DEFINED |
| HORIZON LINES INC             | COM            | 44044K101 | 66      | 17050   |    | DEFINED |
| HORMEL FOODS CORP             | COM            | 440452100 | 1,813   | 52500   |    | DEFINED |
| HORNBECK OFFSHORE SVCS INC N  | COM            | 440543106 | 1,230   | 57520   |    | DEFINED |
| HORSEHEAD HLDG CORP           | COM            | 440694305 | 122     | 16400   |    | DEFINED |
| HOSPIRA INC                   | COM            | 441060100 | 29,961  | 777804  |    | DEFINED |
| HOSPITALITY PPTYS TR          | COM SH BEN INT | 44106M102 | 2,835   | 238460  |    | DEFINED |
| HOST HOTELS & RESORTS INC     | COM            | 44107P104 | 10,759  | 1282325 |    | DEFINED |
| HOT TOPIC INC                 | COM            | 441339108 | 343     | 46980   |    | DEFINED |
| HOVNANIAN ENTERPRISES INC     | CL A           | 442487203 | 54      | 23050   |    | DEFINED |
| HRPT PPTYS TR                 | COM SH BEN INT | 40426W101 | 138     | 34000   |    | DEFINED |
| HSN INC                       | COM            | 404303109 | 663     | 62710   |    | DEFINED |
| HUB GROUP INC                 | CL A           | 443320106 | 9,550   | 462674  |    | DEFINED |
| HUBBELL INC                   | CL B           | 443510201 | 3,942   | 122957  |    | DEFINED |
| HUDSON CITY BANCORP           | COM            | 443683107 | 25,613  | 1927230 |    | DEFINED |

| COLUMN 1                  | COLUMN 2       | COLUMN 3  | COLUMN 4          | COLUMN 5       | COLUMN 6            |                      |
|---------------------------|----------------|-----------|-------------------|----------------|---------------------|----------------------|
| NAME OF ISSUER            | TITLE OF CLASS | CUSIP     | VALUE<br>(x 1000) | # OF<br>SHARES | SH/<br>PUT/<br>CALL | INVESTME<br>DISCRETI |
| HUMAN GENOME SCIENCES INC | COM            | 444903108 | 1,906             | 664248         |                     | DEFINED              |
| HUMANA INC                | COM            | 444859102 | 4,615             | 143063         |                     | DEFINED              |
| HUNT J B TRANS SVCS INC   | COM            | 445658107 | 46,517            | 1522640        |                     | DEFINED              |

Edgar Filing: ING GROEP NV - Form 13F-HR

|                             |                 |           |         |          |    |         |
|-----------------------------|-----------------|-----------|---------|----------|----|---------|
| HUNTINGTON BANCSHARES INC   | COM             | 446150104 | 691     | 165344   |    | DEFINED |
| HUNTSMAN CORP               | COM             | 447011107 | 117     | 23250    |    | DEFINED |
| HURON CONSULTING GROUP INC  | COM             | 447462102 | 321     | 6950     |    | DEFINED |
| HUTCHINSON TECHNOLOGY INC   | COM             | 448407106 | 110     | 56400    |    | DEFINED |
| IAC INTERACTIVECORP         | COM PAR \$.001  | 44919P508 | 532     | 33150    |    | DEFINED |
| IAMGOLD CORP                | COM             | 450913108 | 6,974   | 689100   |    | DEFINED |
| IBERIABANK CORP             | COM             | 450828108 | 832     | 21100    |    | DEFINED |
| ICAHN ENTERPRISES LP        | DEPOSITRY UNIT  | 451100101 | 409,065 | 10430000 |    | DEFINED |
| ICICI BANK LTD.             | ADR             | 45104G104 | 2,050   | 69,500   | SH | DEFINED |
| ICICI BK LTD                | ADR             | 45104G104 | 7,373   | 249920   |    | DEFINED |
| ICONIX BRAND GROUP INC      | COM             | 451055107 | 1,550   | 100751   |    | DEFINED |
| ICU MED INC                 | COM             | 44930G107 | 635     | 15437    |    | DEFINED |
| IDACORP INC                 | COM             | 451107106 | 4,776   | 182710   |    | DEFINED |
| IDERA PHARMACEUTICALS INC   | COM NEW         | 45168K306 | 79      | 13450    |    | DEFINED |
| IDEX CORP                   | COM             | 45167R104 | 4,435   | 180510   |    | DEFINED |
| IDEXX LABS INC              | COM             | 45168D104 | 940     | 20352    |    | DEFINED |
| IGATE CORP                  | COM             | 45169U105 | 100     | 15150    |    | DEFINED |
| IHS INC                     | CL A            | 451734107 | 496     | 9950     |    | DEFINED |
| ILLINOIS TOOL WKS INC       | COM             | 452308109 | 41,242  | 1104496  |    | DEFINED |
| ILLUMINA INC                | COM             | 452327109 | 9,482   | 243514   |    | DEFINED |
| IMATION CORP                | COM             | 45245A107 | 1,346   | 176820   |    | DEFINED |
| IMMERSION CORP              | COM             | 452521107 | 67      | 13500    |    | DEFINED |
| IMMUCOR INC                 | COM             | 452526106 | 4,848   | 352292   |    | DEFINED |
| IMMUNOGEN INC               | COM             | 45253H101 | 110     | 12800    |    | DEFINED |
| IMMUNOMEDICS INC            | COM             | 452907108 | 81      | 31700    |    | DEFINED |
| IMPERIAL SUGAR CO NEW       | COM NEW         | 453096208 | 228     | 18810    |    | DEFINED |
| IMS HEALTH INC              | COM             | 449934108 | 1,831   | 144157   |    | DEFINED |
| INCYTE CORP                 | COM             | 45337C102 | 2,083   | 633100   |    | DEFINED |
| INDEPENDENT BANK CORP MASS  | COM             | 453836108 | 1,356   | 68808    |    | DEFINED |
| INDIA FD INC                | COM             | 454089103 | 317     | 10200    |    | DEFINED |
| INFINERA CORPORATION        | COM             | 45667G103 | 1,404   | 153750   |    | DEFINED |
| INFINITY PPTY & CAS CORP    | COM             | 45665Q103 | 1,667   | 45710    |    | DEFINED |
| INFOGROUP INC               | COM             | 45670G108 | 95      | 16650    |    | DEFINED |
| INFORMATICA CORP            | COM             | 45666Q102 | 2,433   | 141530   |    | DEFINED |
| INFOSPACE INC               | COM PAR \$.0001 | 45678T300 | 71      | 10650    |    | DEFINED |
| INFOSYS TECHNOLOGIES LTD    | SPONSORED ADR   | 456788108 | 4,927   | 133964   |    | DEFINED |
| INGRAM MICRO INC            | CL A            | 457153104 | 6,438   | 367864   |    | DEFINED |
| INLAND REAL ESTATE CORP     | COM NEW         | 457461200 | 265     | 37870    |    | DEFINED |
| INNOPHOS HOLDINGS INC       | COM             | 45774N108 | 206     | 12200    |    | DEFINED |
| INNOSPEC INC                | COM             | 45768S105 | 123     | 11400    |    | DEFINED |
| INSIGHT ENTERPRISES INC     | COM             | 45765U103 | 1,468   | 151980   |    | DEFINED |
| INSITUFORM TECHNOLOGIES INC | CL A            | 457667103 | 715     | 42105    |    | DEFINED |
| INSPIRE PHARMACEUTICALS INC | COM             | 457733103 | 80      | 14400    |    | DEFINED |
| INSULET CORP                | COM             | 45784P101 | 79      | 10300    |    | DEFINED |
| INTEGRAL SYS INC MD         | COM             | 45810H107 | 86      | 10300    |    | DEFINED |

| COLUMN 1                     | COLUMN 2       | COLUMN 3  | COLUMN 4          | COLUMN 5       | COLUMN 6                   |                      |
|------------------------------|----------------|-----------|-------------------|----------------|----------------------------|----------------------|
| NAME OF ISSUER               | TITLE OF CLASS | CUSIP     | VALUE<br>(x 1000) | # OF<br>SHARES | SH/<br>PUT/<br>PRN<br>CALL | INVESTME<br>DISCRETI |
| INTEGRATED DEVICE TECHNOLOGY | COM            | 458118106 | 4,582             | 758600         |                            | DEFINED              |
| INTEGRYS ENERGY GROUP INC    | COM            | 45822P105 | 1,713             | 57110          |                            | DEFINED              |
| INTEL CORP                   | COM            | 458140100 | 153,624           | 9282445        |                            | DEFINED              |
| INTEL CORP.                  | COM            | 458140100 | 12,076            | 729,640        | SH                         | DEFINED              |
| INTELLON CORP                | COM            | 45816W504 | 54                | 12600          |                            | DEFINED              |



Edgar Filing: ING GROEP NV - Form 13F-HR

|                              |                 |           |         |         |         |
|------------------------------|-----------------|-----------|---------|---------|---------|
| INTERACTIVE BROKERS GROUP IN | COM             | 45841N107 | 376     | 24200   | DEFINED |
| INTERCONTINENTALEXCHANGE INC | COM             | 45865V100 | 7,346   | 64300   | DEFINED |
| INTERDIGITAL INC             | COM             | 45867G101 | 466     | 19050   | DEFINED |
| INTERFACE INC                | CL A            | 458665106 | 540     | 86742   | DEFINED |
| INTERLINE BRANDS INC         | COM             | 458743101 | 276     | 20200   | DEFINED |
| INTERMEC INC                 | COM             | 458786100 | 7,023   | 544400  | DEFINED |
| INTERMUNE INC                | COM             | 45884X103 | 5,756   | 378700  | DEFINED |
| INTERNAP NETWORK SVCS CORP   | COM PAR \$.001  | 45885A300 | 187     | 53540   | DEFINED |
| INTERNATIONAL BANCSHARES COR | COM             | 459044103 | 2,450   | 237650  | DEFINED |
| INTERNATIONAL BUSINESS MACHS | COM             | 459200101 | 150,405 | 1440381 | DEFINED |
| INTERNATIONAL COAL GRP INC N | COM             | 45928H106 | 119     | 41650   | DEFINED |
| INTERNATIONAL FLAVORS&FRAGRA | COM             | 459506101 | 2,388   | 72978   | DEFINED |
| INTERNATIONAL GAME TECHNOLOG | COM             | 459902102 | 5,530   | 347772  | DEFINED |
| INTERNATIONAL RECTIFIER CORP | COM             | 460254105 | 256     | 17300   | DEFINED |
| INTERPUBLIC GROUP COS INC    | COM             | 460690100 | 9,384   | 1858228 | DEFINED |
| INTERFIL CORP                | CL A            | 46069S109 | 542     | 43110   | DEFINED |
| INTERVAL LEISURE GROUP INC   | COM             | 46113M108 | 505     | 54230   | DEFINED |
| INTL PAPER CO                | COM             | 460146103 | 14,746  | 974596  | DEFINED |
| INTREPID POTASH INC          | COM             | 46121Y102 | 227     | 8100    | DEFINED |
| INTUIT                       | COM             | 461202103 | 16,093  | 570881  | DEFINED |
| INTUITIVE SURGICAL INC       | COM NEW         | 46120E602 | 6,200   | 37881   | DEFINED |
| INVACARE CORP                | COM             | 461203101 | 1,575   | 89210   | DEFINED |
| INVENTIV HEALTH INC          | COM             | 46122E105 | 6,032   | 445809  | DEFINED |
| INVERNESS MED INNOVATIONS IN | COM             | 46126P106 | 544     | 15300   | DEFINED |
| INVESTMENT TECHNOLOGY GRP NE | COM             | 46145F105 | 1,437   | 70492   | DEFINED |
| INVESTORS BANCORP INC        | COM             | 46146P102 | 161     | 17500   | DEFINED |
| INVESTORS REAL ESTATE TR     | SH BEN INT      | 461730103 | 185     | 20850   | DEFINED |
| ION GEOPHYSICAL CORP         | COM             | 462044108 | 134     | 52231   | DEFINED |
| IOWA TELECOMM SERVICES INC   | COM             | 462594201 | 588     | 47010   | DEFINED |
| IPC THE HOSPITALIST CO INC   | COM             | 44984A105 | 416     | 15600   | DEFINED |
| IPG PHOTONICS CORP           | COM             | 44980X109 | 155     | 14150   | DEFINED |
| IRON MTN INC                 | COM             | 462846106 | 2,115   | 73580   | DEFINED |
| ISHARES INC                  | MSCI CDA INDEX  | 464286509 | 261     | 12200   | DEFINED |
| ISHARES INC                  | MSCI GERMAN     | 464286806 | 264     | 14710   | DEFINED |
| ISHARES INC                  | MSCI MEX INVEST | 464286822 | 1,003   | 27200   | DEFINED |
| ISHARES TR                   | DJ US REAL EST  | 464287739 | 519     | 16000   | DEFINED |
| ISHARES TR                   | DJ US TECH SEC  | 464287721 | 677     | 15217   | DEFINED |
| ISHARES TR                   | S&P 100 IDX FD  | 464287101 | 769     | 17871   | DEFINED |
| ISHARES TR                   | S&P GBL ENER    | 464287341 | 943     | 30729   | DEFINED |
| ISHARES TR                   | S&P 500 VALUE   | 464287408 | 1,389   | 31806   | DEFINED |
| ISHARES TR                   | S&P GBL INF     | 464287291 | 1,664   | 37205   | DEFINED |
| ISHARES TR                   | MSCI EMERG MKT  | 464287234 | 1,787   | 55440   | DEFINED |
| ISHARES TR                   | RUSSELL1000GRW  | 464287614 | 1,848   | 45051   | DEFINED |

| COLUMN 1       | COLUMN 2         | COLUMN 3  | COLUMN 4          | COLUMN 5       |            | COLUMN 6     |                      |
|----------------|------------------|-----------|-------------------|----------------|------------|--------------|----------------------|
| NAME OF ISSUER | TITLE OF CLASS   | CUSIP     | VALUE<br>(x 1000) | # OF<br>SHARES | SH/<br>PRN | PUT/<br>CALL | INVESTME<br>DISCRETI |
| ISHARES TR     | RUSL 2000 GROW   | 464287648 | 4,324             | 76278          |            |              | DEFINED              |
| ISHARES TR     | RUSSELL 2000     | 464287655 | 4,460             | 87320          |            |              | DEFINED              |
| ISHARES TR     | RUSSELL MCP GR   | 464287481 | 5,071             | 139112         |            |              | DEFINED              |
| ISHARES TR     | RUSL 2000 VALU   | 464287630 | 7,640             | 164192         |            |              | DEFINED              |
| ISHARES TR     | BARCLYS US AGG B | 464287226 | 11,798            | 115500         |            |              | DEFINED              |
| ISHARES TR     | MSCI EAFE IDX    | 464287465 | 16,179            | 353185         |            |              | DEFINED              |
| ISHARES TR     | S&P LTN AM 40    | 464287390 | 244               | 7020           |            |              | DEFINED              |

Edgar Filing: ING GROEP NV - Form 13F-HR

|   |                 |           |         |         |    |         |
|---|-----------------|-----------|---------|---------|----|---------|
| ISHARES TR                                  | NASDQ BIO INDX  | 464287556 | 265     | 3640    |    | DEFINED |
| ISHARES TR                                  | DJ OIL&GAS EXP  | 464288851 | 289     | 7017    |    | DEFINED |
| ISHARES MSCI EAFE INDEX FUND                | MSCI EAFE IDX   | 464287465 | 5,802   | 126,659 | SH | DEFINED |
| ISHARES MSCI EMERGING MARKETS INDEX FUND    | MSCI EMERG MKT  | 464287234 | 6,171   | 191,461 | SH | DEFINED |
| ISHARES MSCI SOUTH KOREA INDEX FUND         | MSCI S KOREA    | 464286772 | 1,607   | 46,189  | SH | DEFINED |
| ISHARES MSCI TAIWAN INDEX FUND              | MSCI TAIWAN     | 464286731 | 2,921   | 289,500 | SH | DEFINED |
| ISHARES S&P GLOBAL ENERGY SECTOR INDEX FUND | S&P GBL ENER    | 464287341 | 943     | 30,729  | SH | DEFINED |
| ISILON SYS INC                              | COM             | 46432L104 | 62      | 14650   |    | DEFINED |
| ISIS PHARMACEUTICALS INC                    | COM             | 464330109 | 1,439   | 87200   |    | DEFINED |
| ISLE OF CAPRI CASINOS INC                   | COM             | 464592104 | 213     | 16000   |    | DEFINED |
| ISTAR FINL INC                              | COM             | 45031U101 | 91      | 31900   |    | DEFINED |
| ITAU UNIBANCO BANCO MULTIPL                 | SPONS ADR       | 465562106 | 3,101   | 195888  |    | DEFINED |
| ITAU UNIBANCO BANCO MULTIPLO SA             | SPONS ADR       | 465562106 | 2,162   | 136,551 | SH | DEFINED |
| ITC HLDGS CORP                              | COM             | 465685105 | 449     | 9900    |    | DEFINED |
| ITRON INC                                   | COM             | 465741106 | 1,736   | 31518   |    | DEFINED |
| ITT CORP NEW                                | COM             | 450911102 | 19,191  | 431261  |    | DEFINED |
| ITT EDUCATIONAL SERVICES INC                | COM             | 45068B109 | 3,744   | 37191   |    | DEFINED |
| J & J SNACK FOODS CORP                      | COM             | 466032109 | 1,863   | 51890   |    | DEFINED |
| J CREW GROUP INC                            | COM             | 46612H402 | 448     | 16580   |    | DEFINED |
| J2 GLOBAL COMMUNICATIONS INC                | COM NEW         | 46626E205 | 7,285   | 322912  |    | DEFINED |
| JABIL CIRCUIT INC                           | COM             | 466313103 | 725     | 97660   |    | DEFINED |
| JACK IN THE BOX INC                         | COM             | 466367109 | 13,465  | 599765  |    | DEFINED |
| JACKSON HEWITT TAX SVCS INC                 | COM             | 468202106 | 80      | 12850   |    | DEFINED |
| JACOBS ENGR GROUP INC DEL                   | COM             | 469814107 | 11,144  | 264767  |    | DEFINED |
| JAKKS PAC INC                               | COM             | 47012E106 | 571     | 44529   |    | DEFINED |
| JANUS CAP GROUP INC                         | COM             | 47102X105 | 1,354   | 118811  |    | DEFINED |
| JARDEN CORP                                 | COM             | 471109108 | 330     | 17600   |    | DEFINED |
| JDA SOFTWARE GROUP INC                      | COM             | 46612K108 | 1,074   | 71820   |    | DEFINED |
| JDS UNIPHASE CORP                           | COM PAR \$0.001 | 46612J507 | 726     | 126928  |    | DEFINED |
| JEFFERIES GROUP INC NEW                     | COM             | 472319102 | 5,531   | 259300  |    | DEFINED |
| JETBLUE AIRWAYS CORP                        | COM             | 477143101 | 361     | 84590   |    | DEFINED |
| JO-ANN STORES INC                           | COM             | 47758P307 | 9,663   | 467496  |    | DEFINED |
| JOHN BEAN TECHNOLOGIES CORP                 | COM             | 477839104 | 540     | 43150   |    | DEFINED |
| JOHNSON & JOHNSON                           | COM             | 478160104 | 207,211 | 3648089 |    | DEFINED |
| JOHNSON & JOHNSON                           | COM             | 478160104 | 1,178   | 20,736  | SH | DEFINED |
| JOHNSON CTLS INC                            | COM             | 478366107 | 6,704   | 308671  |    | DEFINED |
| JONES APPAREL GROUP INC                     | COM             | 480074103 | 512     | 47700   |    | DEFINED |
| JONES LANG LASALLE INC                      | COM             | 48020Q107 | 209     | 6400    |    | DEFINED |

| COLUMN 1                 | COLUMN 2       | COLUMN 3  | COLUMN 4          | COLUMN 5       | COLUMN 6                   |                      |
|--------------------------|----------------|-----------|-------------------|----------------|----------------------------|----------------------|
| NAME OF ISSUER           | TITLE OF CLASS | CUSIP     | VALUE<br>(x 1000) | # OF<br>SHARES | SH/<br>PUT/<br>PRN<br>CALL | INVESTME<br>DISCRETI |
| JOS A BANK CLOTHIERS INC | COM            | 480838101 | 1,245             | 36135          |                            | DEFINED              |
| JOY GLOBAL INC           | COM            | 481165108 | 19,730            | 552354         |                            | DEFINED              |
| JPMORGAN CHASE & CO      | COM            | 46625H100 | 235,805           | 6913078        |                            | DEFINED              |
| JUNIPER NETWORKS INC     | COM            | 48203R104 | 10,604            | 449337         |                            | DEFINED              |
| K V PHARMACEUTICAL CO    | CL A           | 482740206 | 72                | 22500          |                            | DEFINED              |
| KADANT INC               | COM            | 48282T104 | 501               | 44360          |                            | DEFINED              |
| KAISER ALUMINUM CORP     | COM PAR \$0.01 | 483007704 | 330               | 9200           |                            | DEFINED              |
| KAMAN CORP               | COM            | 483548103 | 425               | 25550          |                            | DEFINED              |
| KANSAS CITY SOUTHERN     | COM NEW        | 485170302 | 620               | 38500          |                            | DEFINED              |

Edgar Filing: ING GROEP NV - Form 13F-HR

|                                  |                |           |        |         |    |         |
|----------------------------------|----------------|-----------|--------|---------|----|---------|
| KAYDON CORP                      | COM            | 486587108 | 492    | 15100   |    | DEFINED |
| KB HOME                          | COM            | 48666K109 | 2,968  | 216941  |    | DEFINED |
| KBR INC                          | COM            | 48242W106 | 5,298  | 287335  |    | DEFINED |
| KBW INC                          | COM            | 482423100 | 460    | 15987   |    | DEFINED |
| KELLOGG CO                       | COM            | 487836108 | 54,893 | 1178721 |    | DEFINED |
| KELLY SVCS INC                   | CL A           | 488152208 | 1,265  | 115570  |    | DEFINED |
| KENDLE INTERNATIONAL INC         | COM            | 48880L107 | 1,079  | 88156   |    | DEFINED |
| KENSEY NASH CORP                 | COM            | 490057106 | 1,708  | 65160   |    | DEFINED |
| KEY ENERGY SVCS INC              | COM            | 492914106 | 203    | 35300   |    | DEFINED |
| KEYCORP NEW                      | COM            | 493267108 | 1,221  | 233049  |    | DEFINED |
| KFORCE INC                       | COM            | 493732101 | 186    | 22502   |    | DEFINED |
| KILROY RLTY CORP                 | COM            | 49427F108 | 2,236  | 108844  |    | DEFINED |
| KIMBALL INTL INC                 | CL B           | 494274103 | 185    | 29600   |    | DEFINED |
| KIMBERLY CLARK CORP              | COM            | 494368103 | 53,681 | 1023864 |    | DEFINED |
| KIMBERLY-CLARK CORP.             | COM            | 494368103 | 11,809 | 225,225 | SH | DEFINED |
| KIMCO REALTY CORP                | COM            | 49446R109 | 4,049  | 402851  |    | DEFINED |
| KINDER MORGAN ENERGY PARTNER     | UT LTD PARTNER | 494550106 | 12,895 | 252255  |    | DEFINED |
| KINDER MORGAN ENERGY PARTNERS LP | UT LTD PARTNER | 494550106 | 613    | 11,986  | SH | DEFINED |
| KINDRED HEALTHCARE INC           | COM            | 494580103 | 1,439  | 116295  |    | DEFINED |
| KINETIC CONCEPTS INC             | COM NEW        | 49460W208 | 2,623  | 96240   |    | DEFINED |
| KING PHARMACEUTICALS INC         | COM            | 495582108 | 3,815  | 396131  |    | DEFINED |
| KINROSS GOLD CORP                | COM NO PAR     | 496902404 | 35,390 | 1949881 |    | DEFINED |
| KIRBY CORP                       | COM            | 497266106 | 6,833  | 214935  |    | DEFINED |
| KITE RLTY GROUP TR               | COM            | 49803T102 | 579    | 198160  |    | DEFINED |
| KLA-TENCOR CORP                  | COM            | 482480100 | 2,882  | 114123  |    | DEFINED |
| KNIGHT CAPITAL GROUP INC         | CL A           | 499005106 | 17,534 | 1028383 |    | DEFINED |
| KNIGHT TRANSN INC                | COM            | 499064103 | 3,413  | 206250  |    | DEFINED |
| KNOLL INC                        | COM NEW        | 498904200 | 143    | 18900   |    | DEFINED |
| KNOT INC                         | COM            | 499184109 | 215    | 27288   |    | DEFINED |
| KOHL'S CORP                      | COM            | 500255104 | 13,425 | 314045  |    | DEFINED |
| KOPIN CORP                       | COM            | 500600101 | 348    | 94350   |    | DEFINED |
| KORN FERRY INTL                  | COM NEW        | 500643200 | 214    | 20100   |    | DEFINED |
| KRAFT FOODS INC                  | CL A           | 50075N104 | 91,391 | 3606590 |    | DEFINED |
| KRAFT FOODS, INC.                | CL A           | 50075N104 | 17,275 | 681,717 | SH | DEFINED |
| KRISPY KREME DOUGHNUTS INC       | COM            | 501014104 | 51     | 17050   |    | DEFINED |
| KROGER CO                        | COM            | 501044101 | 11,490 | 521097  |    | DEFINED |
| K-SWISS INC                      | CL A           | 482686102 | 97     | 11400   |    | DEFINED |
| KT CORP                          | SPONSORED ADR  | 48268K101 | 6,248  | 435086  |    | DEFINED |
| KT CORP.                         | SPONSORED ADR  | 48268K101 | 708    | 49,335  | SH | DEFINED |

| COLUMN 1                     | COLUMN 2       | COLUMN 3  | COLUMN 4          | COLUMN 5       | COLUMN 6                |                      |
|------------------------------|----------------|-----------|-------------------|----------------|-------------------------|----------------------|
| NAME OF ISSUER               | TITLE OF CLASS | CUSIP     | VALUE<br>(x 1000) | # OF<br>SHARES | SH/<br>PUT/<br>PRN CALL | INVESTME<br>DISCRETI |
| KULICKE & SOFFA INDS INC     | COM            | 501242101 | 181               | 53320          |                         | DEFINED              |
| L-1 IDENTITY SOLUTIONS INC   | COM            | 50212A106 | 129               | 16650          |                         | DEFINED              |
| L-3 COMMUNICATIONS HLDGS INC | COM            | 502424104 | 16,977            | 244693         |                         | DEFINED              |
| LA Z BOY INC                 | COM            | 505336107 | 420               | 88900          |                         | DEFINED              |
| LABORATORY CORP AMER HLDGS   | COM NEW        | 50540R409 | 42,123            | 621368         |                         | DEFINED              |
| LABRANCHE & CO INC           | COM            | 505447102 | 209               | 48554          |                         | DEFINED              |
| LACLEDE GROUP INC            | COM            | 505597104 | 466               | 14075          |                         | DEFINED              |
| LADENBURG THALMAN FIN SVCS I | COM            | 50575Q102 | 1,239             | 2293804        |                         | DEFINED              |
| LAKELAND FINL CORP           | COM            | 511656100 | 347               | 18270          |                         | DEFINED              |
| LAM RESEARCH CORP            | COM            | 512807108 | 2,298             | 88376          |                         | DEFINED              |
| LANCASTER COLONY CORP        | COM            | 513847103 | 2,255             | 51177          |                         | DEFINED              |

Edgar Filing: ING GROEP NV - Form 13F-HR

|                            |                |           |        |            |         |
|----------------------------|----------------|-----------|--------|------------|---------|
| LANCE INC                  | COM            | 514606102 | 547    | 23630      | DEFINED |
| LANDAUER INC               | COM            | 51476K103 | 883    | 14400      | DEFINED |
| LANDEC CORP                | COM            | 514766104 | 90     | 13200      | DEFINED |
| LANDRYS RESTAURANTS INC    | COM            | 51508L103 | 237    | 27525      | DEFINED |
| LANDSTAR SYS INC           | COM            | 515098101 | 2,652  | 73708      | DEFINED |
| LAS VEGAS SANDS CORP       | COM            | 517834107 | 439    | 55800      | DEFINED |
| LASALLE HOTEL PPTYS        | COM SH BEN INT | 517942108 | 2,095  | 169750     | DEFINED |
| LATTICE SEMICONDUCTOR CORP | COM            | 518415104 | 80     | 42600      | DEFINED |
| LAUDER ESTEE COS INC       | CL A           | 518439104 | 2,709  | 82906      | DEFINED |
| LAWSON PRODS INC           | COM            | 520776105 | 384    | 27008      | DEFINED |
| LAWSON SOFTWARE INC NEW    | COM            | 52078P102 | 265    | 47150      | DEFINED |
| LAYNE CHRISTENSEN CO       | COM            | 521050104 | 206    | 10080      | DEFINED |
| LCA-VISION INC             | COM PAR \$.001 | 501803308 | 49     | 11700      | DEFINED |
| LEAP WIRELESS INTL INC     | COM NEW        | 521863308 | 830    | 25200      | DEFINED |
| LEAR CORP                  | COM            | 521865105 | 65     | 130100     | DEFINED |
| LEGG MASON INC             | COM            | 524901105 | 617    | 25315      | DEFINED |
| LEGGETT & PLATT INC        | COM            | 524660107 | 17,482 | 1147892    | DEFINED |
| LEGGETT & PLATT, INC.      | COM            | 524660107 | 7,904  | 518,999 SH | DEFINED |
| LENDER PROCESSING SVCS INC | COM            | 52602E102 | 4,522  | 162850     | DEFINED |
| LENNAR CORP                | CL A           | 526057104 | 2,852  | 294295     | DEFINED |
| LENNOX INTL INC            | COM            | 526107107 | 1,014  | 31580      | DEFINED |
| LEUCADIA NATL CORP         | COM            | 527288104 | 10,651 | 505048     | DEFINED |
| LEVEL 3 COMMUNICATIONS INC | COM            | 52729N100 | 368    | 243880     | DEFINED |
| LEXINGTON REALTY TRUST     | COM            | 529043101 | 702    | 206569     | DEFINED |
| LEXMARK INTL NEW           | CL A           | 529771107 | 650    | 41041      | DEFINED |
| LHC GROUP INC              | COM            | 50187A107 | 1,217  | 54810      | DEFINED |
| LIBERTY GLOBAL INC         | COM SER A      | 530555101 | 613    | 38600      | DEFINED |
| LIBERTY MEDIA CORP NEW     | INT COM SER A  | 53071M104 | 601    | 119900     | DEFINED |
| LIBERTY MEDIA CORP NEW     | ENT COM SER A  | 53071M500 | 49,556 | 1856012    | DEFINED |
| LIBERTY MEDIA CORP NEW     | CAP COM SER A  | 53071M302 | 197    | 14550      | DEFINED |
| LIBERTY PPTY TR            | SH BEN INT     | 531172104 | 10,122 | 439330     | DEFINED |
| LIFE TECHNOLOGIES CORP     | COM            | 53217V109 | 9,943  | 238318     | DEFINED |
| LIFE TIME FITNESS INC      | COM            | 53217R207 | 228    | 11400      | DEFINED |
| LIFEPOINT HOSPITALS INC    | COM            | 53219L109 | 4,004  | 152550     | DEFINED |
| LIGAND PHARMACEUTICALS INC | CL B           | 53220K207 | 106    | 36900      | DEFINED |
| LILLY ELI & CO             | COM            | 532457108 | 48,194 | 1391294    | DEFINED |
| LIMITED BRANDS INC         | COM            | 532716107 | 6,103  | 509856     | DEFINED |

| COLUMN 1               | COLUMN 2       | COLUMN 3  | COLUMN 4          | COLUMN 5       | COLUMN 6            |                          |
|------------------------|----------------|-----------|-------------------|----------------|---------------------|--------------------------|
| NAME OF ISSUER         | TITLE OF CLASS | CUSIP     | VALUE<br>(x 1000) | # OF<br>SHARES | SH/<br>PUT/<br>CALL | INVESTMENT<br>DISCRETION |
| LINCARE HLDGS INC      | COM            | 532791100 | 4,011             | 170528         | DEFINED             |                          |
| LINCOLN ELEC HLDGS INC | COM            | 533900106 | 1,635             | 45380          | DEFINED             |                          |
| LINCOLN NATL CORP IND  | COM            | 534187109 | 1,966             | 114233         | DEFINED             |                          |
| LINDSAY CORP           | COM            | 535555106 | 353               | 10662          | DEFINED             |                          |
| LINEAR TECHNOLOGY CORP | COM            | 535678106 | 32,310            | 1383734        | DEFINED             |                          |
| LIONS GATE ENTMNT CORP | COM NEW        | 535919203 | 953               | 170250         | DEFINED             |                          |
| LITTELFUSE INC         | COM            | 537008104 | 268               | 13420          | DEFINED             |                          |
| LIVE NATION INC        | COM            | 538034109 | 422               | 86754          | DEFINED             |                          |
| LIVEPERSON INC         | COM            | 538146101 | 80                | 19900          | DEFINED             |                          |
| LIZ CLAIBORNE INC      | COM            | 539320101 | 130               | 45100          | DEFINED             |                          |
| LKQ CORP               | COM            | 501889208 | 14,732            | 895580         | DEFINED             |                          |
| LOCKHEED MARTIN CORP   | COM            | 539830109 | 44,382            | 550306         | DEFINED             |                          |
| LOEWS CORP             | COM            | 540424108 | 12,792            | 466861         | DEFINED             |                          |

Edgar Filing: ING GROEP NV - Form 13F-HR

|                            |               |           |        |         |    |         |
|----------------------------|---------------|-----------|--------|---------|----|---------|
| LO-JACK CORP               | COM           | 539451104 | 64     | 15226   |    | DEFINED |
| LORILLARD INC              | COM           | 544147101 | 30,967 | 456942  |    | DEFINED |
| LORILLARD, INC.            | COM           | 544147101 | 11,167 | 164,783 | SH | DEFINED |
| LOUISIANA PAC CORP         | COM           | 546347105 | 1,123  | 328500  |    | DEFINED |
| LOWES COS INC              | COM           | 548661107 | 47,073 | 2425206 |    | DEFINED |
| LSI CORPORATION            | COM           | 502161102 | 1,367  | 299702  |    | DEFINED |
| LSI INDS INC               | COM           | 50216C108 | 64     | 11751   |    | DEFINED |
| LUBRIZOL CORP              | COM           | 549271104 | 4,331  | 91540   |    | DEFINED |
| LUFKIN INDS INC            | COM           | 549764108 | 918    | 21838   |    | DEFINED |
| LULULEMON ATHLETICA INC    | COM           | 550021109 | 174    | 13350   |    | DEFINED |
| LUMBER LIQUIDATORS INC     | COM           | 55003Q103 | 2,435  | 154500  |    | DEFINED |
| LUMINEX CORP DEL           | COM           | 55027E102 | 2,318  | 125000  |    | DEFINED |
| LUXOTTICA GROUP S P A      | SPONSORED ADR | 55068R202 | 1,288  | 62000   |    | DEFINED |
| M & T BK CORP              | COM           | 55261F104 | 6,086  | 119495  |    | DEFINED |
| M D C HLDGS INC            | COM           | 552676108 | 2,673  | 88780   |    | DEFINED |
| M/I HOMES INC              | COM           | 55305B101 | 680    | 69490   |    | DEFINED |
| MACERICH CO                | COM           | 554382101 | 5,667  | 321828  |    | DEFINED |
| MACK CALI RLTY CORP        | COM           | 554489104 | 4,429  | 194240  |    | DEFINED |
| MACROVISION SOLUTIONS CORP | COM           | 55611C108 | 728    | 33360   |    | DEFINED |
| MACYS INC                  | COM           | 55616P104 | 35,102 | 2984865 |    | DEFINED |
| MADDEN STEVEN LTD          | COM           | 556269108 | 363    | 14350   |    | DEFINED |
| MAGELLAN HEALTH SVCS INC   | COM NEW       | 559079207 | 2,794  | 85120   |    | DEFINED |
| MAGNA INTL INC             | CL A          | 559222401 | 3,810  | 90190   |    | DEFINED |
| MAIDENFORM BRANDS INC      | COM           | 560305104 | 145    | 12651   |    | DEFINED |
| MANHATTAN ASSOCS INC       | COM           | 562750109 | 1,769  | 97100   |    | DEFINED |
| MANITOWOC INC              | COM           | 563571108 | 268    | 51040   |    | DEFINED |
| MANKIND CORP               | COM           | 56400P201 | 158    | 19000   |    | DEFINED |
| MANPOWER INC               | COM           | 56418H100 | 5,562  | 131360  |    | DEFINED |
| MANTECH INTL CORP          | CL A          | 564563104 | 316    | 7350    |    | DEFINED |
| MANULIFE FINL CORP         | COM           | 56501R106 | 8,493  | 489499  |    | DEFINED |
| MARATHON OIL CORP          | COM           | 565849106 | 98,537 | 3270404 |    | DEFINED |
| MARCHEX INC                | CL B          | 56624R108 | 34     | 10100   |    | DEFINED |
| MARCUS CORP                | COM           | 566330106 | 272    | 25856   |    | DEFINED |
| MARINEMAX INC              | COM           | 567908108 | 247    | 71700   |    | DEFINED |
| MARINER ENERGY INC         | COM           | 56845T305 | 278    | 23650   |    | DEFINED |

| COLUMN 1                     | COLUMN 2       | COLUMN 3  | COLUMN 4          | COLUMN 5       | COLUMN 6             |                      |
|------------------------------|----------------|-----------|-------------------|----------------|----------------------|----------------------|
| NAME OF ISSUER               | TITLE OF CLASS | CUSIP     | VALUE<br>(x 1000) | # OF<br>SHARES | SH/ PUT/<br>PRN CALL | INVESTME<br>DISCRETI |
| MARKEL CORP                  | COM            | 570535104 | 389               | 1380           |                      | DEFINED              |
| MARKET VECTORS ETF TR        | GOLD MINER ETF | 57060U100 | 476               | 12580          |                      | DEFINED              |
| MARKET VECTORS ETF TR        | RUSSIA ETF     | 57060U506 | 9,605             | 460000         |                      | DEFINED              |
| MARKETAXESS HLDGS INC        | COM            | 57060D108 | 222               | 23270          |                      | DEFINED              |
| MARRIOTT INTL INC NEW        | CL A           | 571903202 | 2,379             | 107806.04      |                      | DEFINED              |
| MARSH & MCLENNAN COS INC     | COM            | 571748102 | 7,753             | 385133         |                      | DEFINED              |
| MARSHALL & ILSLEY CORP NEW   | COM            | 571837103 | 491               | 102265         |                      | DEFINED              |
| MARTEK BIOSCIENCES CORP      | COM            | 572901106 | 1,832             | 86630          |                      | DEFINED              |
| MARTEN TRANS LTD             | COM            | 573075108 | 723               | 34850          |                      | DEFINED              |
| MARTHA STEWART LIVING OMNIME | CL A           | 573083102 | 62                | 20250          |                      | DEFINED              |
| MARTIN MARIETTA MATLS INC    | COM            | 573284106 | 7,476             | 94774          |                      | DEFINED              |
| MARVEL ENTERTAINMENT INC     | COM            | 57383T103 | 3,246             | 91200          |                      | DEFINED              |
| MASCO CORP                   | COM            | 574599106 | 1,363             | 142266         |                      | DEFINED              |
| MASIMO CORP                  | COM            | 574795100 | 1,650             | 68447          |                      | DEFINED              |
| MASSEY ENERGY CORP           | COM            | 576206106 | 2,132             | 109124         |                      | DEFINED              |

Edgar Filing: ING GROEP NV - Form 13F-HR

|                              |               |           |        |         |    |         |
|------------------------------|---------------|-----------|--------|---------|----|---------|
| MASTEC INC                   | COM           | 576323109 | 190    | 16200   |    | DEFINED |
| MASTERCARD INC               | CL A          | 57636Q104 | 17,085 | 102113  |    | DEFINED |
| MATRIX SVC CO                | COM           | 576853105 | 1,050  | 91480   |    | DEFINED |
| MATTEL INC                   | COM           | 577081102 | 26,360 | 1642344 |    | DEFINED |
| MATTEL, INC.                 | COM           | 577081102 | 11,534 | 718,617 | SH | DEFINED |
| MATTHEWS INTL CORP           | CL A          | 577128101 | 310    | 9950    |    | DEFINED |
| MAXIM INTEGRATED PRODS INC   | COM           | 57772K101 | 913    | 58200   |    | DEFINED |
| MAXIMUS INC                  | COM           | 577933104 | 537    | 13030   |    | DEFINED |
| MXYGEN INC                   | COM           | 577776107 | 85     | 12700   |    | DEFINED |
| MB FINANCIAL INC NEW         | COM           | 55264U108 | 164    | 16130   |    | DEFINED |
| MBIA INC                     | COM           | 55262C100 | 218    | 50291   |    | DEFINED |
| MCAFEE INC                   | COM           | 579064106 | 16,838 | 399090  |    | DEFINED |
| MCCORMICK & CO INC           | COM NON VTG   | 579780206 | 1,345  | 41353   |    | DEFINED |
| MCDERMOTT INTL INC           | COM           | 580037109 | 27,445 | 1351310 |    | DEFINED |
| MCDONALDS CORP               | COM           | 580135101 | 69,201 | 1203698 |    | DEFINED |
| MCDONALD'S CORP.             | COM           | 580135101 | 11,009 | 191,495 | SH | DEFINED |
| MCG CAPITAL CORP             | COM           | 58047P107 | 53     | 22000   |    | DEFINED |
| MCGRAW HILL COS INC          | COM           | 580645109 | 23,437 | 778383  |    | DEFINED |
| MCKESSON CORP                | COM           | 58155Q103 | 61,442 | 1396403 |    | DEFINED |
| MCMORAN EXPLORATION CO       | COM           | 582411104 | 5,360  | 899251  |    | DEFINED |
| MDS INC                      | COM           | 55269P302 | 461    | 86299   |    | DEFINED |
| MDU RES GROUP INC            | COM           | 552690109 | 2,341  | 123387  |    | DEFINED |
| MEADOWBROOK INS GROUP INC    | COM           | 58319P108 | 132    | 20150   |    | DEFINED |
| MEADWESTVACO CORP            | COM           | 583334107 | 5,549  | 338141  |    | DEFINED |
| MECHEL OAO                   | SPONSORED ADR | 583840103 | 5,235  | 626975  |    | DEFINED |
| MECHEL OAO                   | SPONSORED ADR | 583840103 | 2,296  | 275,000 | SH | DEFINED |
| MEDAREX INC                  | COM           | 583916101 | 329    | 39350   |    | DEFINED |
| MEDASSETS INC                | COM           | 584045108 | 231    | 11900   |    | DEFINED |
| MEDCATH CORP                 | COM           | 58404W109 | 265    | 22510   |    | DEFINED |
| MEDCO HEALTH SOLUTIONS INC   | COM           | 58405U102 | 62,135 | 1362316 |    | DEFINED |
| MEDIACOM COMMUNICATIONS CORP | CL A          | 58446K105 | 105    | 20550   |    | DEFINED |
| MEDICAL PPTYS TRUST INC      | COM           | 58463J304 | 1,041  | 171580  |    | DEFINED |
| MEDICINES CO                 | COM           | 584688105 | 3,353  | 399654  |    | DEFINED |

| COLUMN 1                    | COLUMN 2       | COLUMN 3  | COLUMN 4          | COLUMN 5       |                         | COLUMN 6             |
|-----------------------------|----------------|-----------|-------------------|----------------|-------------------------|----------------------|
| NAME OF ISSUER              | TITLE OF CLASS | CUSIP     | VALUE<br>(x 1000) | # OF<br>SHARES | SH/<br>PUT/<br>PRN CALL | INVESTME<br>DISCRETI |
| MEDICIS PHARMACEUTICAL CORP | CL A NEW       | 584690309 | 977               | 59890          |                         | DEFINED              |
| MEDIS TECHNOLOGIES LTD      | COM            | 58500P107 | 7                 | 13500          |                         | DEFINED              |
| MEDIVATION INC              | COM            | 58501N101 | 210               | 9350           |                         | DEFINED              |
| MEDNAX INC                  | COM            | 58502B106 | 3,870             | 91857          |                         | DEFINED              |
| MEDTRONIC INC               | COM            | 585055106 | 37,085            | 1062911        |                         | DEFINED              |
| MEMC ELECTR MATLS INC       | COM            | 552715104 | 23,198            | 1302554        |                         | DEFINED              |
| MENS WEARHOUSE INC          | COM            | 587118100 | 1,574             | 82058          |                         | DEFINED              |
| MENTOR GRAPHICS CORP        | COM            | 587200106 | 8,433             | 1541641        |                         | DEFINED              |
| MERCADOLIBRE INC            | COM            | 58733R102 | 2,412             | 89719          |                         | DEFINED              |
| MERCHANTS BANCSHARES        | COM            | 588448100 | 276               | 12351          |                         | DEFINED              |
| MERCK & CO INC              | COM            | 589331107 | 86,607            | 3097535        |                         | DEFINED              |
| MERCK & CO., INC.           | COM            | 589331107 | 18,516            | 662,224        | SH                      | DEFINED              |
| MERCURY COMPUTER SYS        | COM            | 589378108 | 498               | 53810          |                         | DEFINED              |
| MEREDITH CORP               | COM            | 589433101 | 2,338             | 91491          |                         | DEFINED              |
| MERIDIAN BIOSCIENCE INC     | COM            | 589584101 | 13,435            | 595001         |                         | DEFINED              |
| MERIT MED SYS INC           | COM            | 589889104 | 2,717             | 166680         |                         | DEFINED              |
| MERITAGE HOMES CORP         | COM            | 59001A102 | 1,359             | 72080          |                         | DEFINED              |

Edgar Filing: ING GROEP NV - Form 13F-HR

|                              |            |           |         |          |    |         |
|------------------------------|------------|-----------|---------|----------|----|---------|
| METALICO INC                 | COM        | 591176102 | 114     | 24450    |    | DEFINED |
| METAVANTE TECHNOLOGIES INC   | COM        | 591407101 | 3,150   | 121810   |    | DEFINED |
| METHODE ELECTRS INC          | COM        | 591520200 | 813     | 115863   |    | DEFINED |
| METLIFE INC                  | COM        | 59156R108 | 13,538  | 451126   |    | DEFINED |
| METROPCS COMMUNICATIONS INC  | COM        | 591708102 | 2,669   | 200550   |    | DEFINED |
| METTLER TOLEDO INTERNATIONAL | COM        | 592688105 | 4,768   | 61800    |    | DEFINED |
| MFA FINANCIAL INC            | COM        | 55272X102 | 667     | 96320    |    | DEFINED |
| MGE ENERGY INC               | COM        | 55277P104 | 317     | 9450     |    | DEFINED |
| MGIC INVT CORP WIS           | COM        | 552848103 | 575     | 130605   |    | DEFINED |
| MGM MIRAGE                   | COM        | 552953101 | 212     | 33150    |    | DEFINED |
| MICREL INC                   | COM        | 594793101 | 4,319   | 590028   |    | DEFINED |
| MICROCHIP TECHNOLOGY INC     | COM        | 595017104 | 2,770   | 122830   |    | DEFINED |
| MICRON TECHNOLOGY INC        | COM        | 595112103 | 5,376   | 1062443  |    | DEFINED |
| MICROS SYS INC               | COM        | 594901100 | 24,250  | 957742   |    | DEFINED |
| MICROSEMI CORP               | COM        | 595137100 | 2,927   | 212098   |    | DEFINED |
| MICROSOFT CORP               | COM        | 594918104 | 267,390 | 11249034 |    | DEFINED |
| MICROSOFT CORP.              | COM        | 594918104 | 2,034   | 85,569   | SH | DEFINED |
| MICROTUNE INC DEL            | COM        | 59514P109 | 64      | 27550    |    | DEFINED |
| MICROVISION INC DEL          | COM        | 594960106 | 76      | 24850    |    | DEFINED |
| MICRUS ENDOVASCULAR CORP     | COM        | 59518V102 | 3,971   | 439323   |    | DEFINED |
| MID-AMER APT CMNTYS INC      | COM        | 59522J103 | 2,022   | 55070    |    | DEFINED |
| MIDCAP SPDR TR               | UNIT SER 1 | 595635103 | 263     | 2500     |    | DEFINED |
| MIDDLEBY CORP                | COM        | 596278101 | 363     | 8276     |    | DEFINED |
| MILLER HERMAN INC            | COM        | 600544100 | 2,613   | 170352   |    | DEFINED |
| MILLIPORE CORP               | COM        | 601073109 | 3,844   | 54755    |    | DEFINED |
| MINE SAFETY APPLIANCES CO    | COM        | 602720104 | 265     | 11000    |    | DEFINED |
| MINEFINDERS LTD              | COM        | 602900102 | 1,531   | 221200   |    | DEFINED |
| MINERALS TECHNOLOGIES INC    | COM        | 603158106 | 8,311   | 230725   |    | DEFINED |
| MIPS TECHNOLOGIES INC        | COM        | 604567107 | 68      | 22650    |    | DEFINED |
| MISSION WEST PPTYS INC       | COM        | 605203108 | 133     | 19400    |    | DEFINED |
| MKS INSTRUMENT INC           | COM        | 55306N104 | 8,426   | 641271   |    | DEFINED |

| COLUMN 1                      | COLUMN 2       | COLUMN 3  | COLUMN 4          | COLUMN 5       | COLUMN 6             |                      |
|-------------------------------|----------------|-----------|-------------------|----------------|----------------------|----------------------|
| NAME OF ISSUER                | TITLE OF CLASS | CUSIP     | VALUE<br>(x 1000) | # OF<br>SHARES | SH/ PUT/<br>PRN CALL | INVESTME<br>DISCRETI |
| MOBILE MINI INC               | COM            | 60740F105 | 1,242             | 84675          |                      | DEFINED              |
| MOBILE TELESYSTEMS FINANCE SA | SPONSORED ADR  | 607409109 | 3,489             | 94,480         | SH                   | DEFINED              |
| MOBILE TELESYSTEMS OJSC       | SPONSORED ADR  | 607409109 | 4,382             | 118661         |                      | DEFINED              |
| MODINE MFG CO                 | COM            | 607828100 | 54                | 11150          |                      | DEFINED              |
| MODUSLINK GLOBAL SOLUTIONS I  | COM            | 60786L107 | 337               | 49065          |                      | DEFINED              |
| MOHAWK INDS INC               | COM            | 608190104 | 778               | 21800          |                      | DEFINED              |
| MOLECULAR INSIGHT PHARM INC   | COM            | 60852M104 | 63                | 12150          |                      | DEFINED              |
| MOLEX INC                     | COM            | 608554101 | 888               | 57105          |                      | DEFINED              |
| MOLINA HEALTHCARE INC         | COM            | 60855R100 | 1,058             | 44233          |                      | DEFINED              |
| MOLSON COORS BREWING CO       | CL B           | 60871R209 | 5,238             | 123750         |                      | DEFINED              |
| MOMENTA PHARMACEUTICALS INC   | COM            | 60877T100 | 1,183             | 98300          |                      | DEFINED              |
| MONEYGRAM INTL INC            | COM            | 60935Y109 | 69                | 38800          |                      | DEFINED              |
| MONOLITHIC PWR SYS INC        | COM            | 609839105 | 3,244             | 144750         |                      | DEFINED              |
| MONOTYPE IMAGING HOLDINGS IN  | COM            | 61022P100 | 75                | 11000          |                      | DEFINED              |
| MONRO MUFFLER BRAKE INC       | COM            | 610236101 | 4,456             | 173300         |                      | DEFINED              |
| MONSANTO CO NEW               | COM            | 61166W101 | 57,234            | 769893         |                      | DEFINED              |
| MONSTER WORLDWIDE INC         | COM            | 611742107 | 2,454             | 207769         |                      | DEFINED              |
| MOODYS CORP                   | COM            | 615369105 | 6,319             | 239802         |                      | DEFINED              |
| MOOG INC                      | CL A           | 615394202 | 11,026            | 427207         |                      | DEFINED              |

Edgar Filing: ING GROEP NV - Form 13F-HR

|                              |                |           |        |         |         |
|------------------------------|----------------|-----------|--------|---------|---------|
| MORGAN STANLEY               | COM NEW        | 617446448 | 63,632 | 2231917 | DEFINED |
| MOSAIC CO                    | COM            | 61945A107 | 31,776 | 717296  | DEFINED |
| MOTOROLA INC                 | COM            | 620076109 | 8,241  | 1243061 | DEFINED |
| MOVADO GROUP INC             | COM            | 624580106 | 209    | 19800   | DEFINED |
| MOVE INC COM                 | COM            | 62458M108 | 93     | 43000   | DEFINED |
| MPS GROUP INC                | COM            | 553409103 | 2,540  | 332415  | DEFINED |
| MSC INDL DIRECT INC          | CL A           | 553530106 | 12,435 | 350490  | DEFINED |
| MSC SOFTWARE CORP            | COM            | 553531104 | 83     | 12450   | DEFINED |
| MTS SYS CORP                 | COM            | 553777103 | 548    | 26560   | DEFINED |
| MUELLER INDS INC             | COM            | 624756102 | 2,362  | 113570  | DEFINED |
| MUELLER WTR PRODS INC        | COM SER A      | 624758108 | 284    | 76060   | DEFINED |
| MULTI FINELINE ELECTRONIX IN | COM            | 62541B101 | 2,812  | 131400  | DEFINED |
| MURPHY OIL CORP              | COM            | 626717102 | 42,897 | 789702  | DEFINED |
| MVC CAPITAL INC              | COM            | 553829102 | 101    | 11900   | DEFINED |
| MYERS INDS INC               | COM            | 628464109 | 301    | 36132   | DEFINED |
| MYLAN INC                    | COM            | 628530107 | 5,198  | 398288  | DEFINED |
| MYRIAD GENETICS INC          | COM            | 62855J104 | 2,068  | 58000   | DEFINED |
| MYRIAD PHARMACEUTICALS INC   | COM            | 62856H107 | 206    | 44225   | DEFINED |
| NABI BIOPHARMACEUTICALS      | COM            | 629519109 | 54     | 22150   | DEFINED |
| NACCO INDS INC               | CL A           | 629579103 | 248    | 8640    | DEFINED |
| NALCO HOLDING COMPANY        | COM            | 62985Q101 | 1,903  | 113004  | DEFINED |
| NAM TAI ELECTRS INC          | COM PAR \$0.02 | 629865205 | 495    | 116358  | DEFINED |
| NANOSPHERE INC               | COM            | 63009F105 | 136    | 27700   | DEFINED |
| NARA BANCORP INC             | COM            | 63080P105 | 66     | 12750   | DEFINED |
| NASDAQ OMX GROUP INC         | COM            | 631103108 | 6,867  | 322252  | DEFINED |
| NASH FINCH CO                | COM            | 631158102 | 725    | 26780   | DEFINED |
| NATCO GROUP INC              | CL A           | 63227W203 | 759    | 23050   | DEFINED |
| NATIONAL CINEMEDIA INC       | COM            | 635309107 | 186    | 13550   | DEFINED |
| NATIONAL FINL PARTNERS CORP  | COM            | 63607P208 | 1,034  | 141315  | DEFINED |

| COLUMN 1                     | COLUMN 2       | COLUMN 3  | COLUMN 4          | COLUMN 5       | COLUMN 6                |                      |
|------------------------------|----------------|-----------|-------------------|----------------|-------------------------|----------------------|
| NAME OF ISSUER               | TITLE OF CLASS | CUSIP     | VALUE<br>(x 1000) | # OF<br>SHARES | SH/<br>PUT/<br>PRN CALL | INVESTME<br>DISCRETI |
| NATIONAL FUEL GAS CO N J     | COM            | 636180101 | 1,720             | 47680          | DEFINED                 |                      |
| NATIONAL HEALTH INVS INC     | COM            | 63633D104 | 319               | 11950          | DEFINED                 |                      |
| NATIONAL HEALTHCARE CORP     | COM            | 635906100 | 296               | 7800           | DEFINED                 |                      |
| NATIONAL INSTRS CORP         | COM            | 636518102 | 1,087             | 48200          | DEFINED                 |                      |
| NATIONAL OILWELL VARCO INC   | COM            | 637071101 | 60,713            | 1858943        | DEFINED                 |                      |
| NATIONAL PENN BANCSHARES INC | COM            | 637138108 | 1,263             | 274040         | DEFINED                 |                      |
| NATIONAL PRESTO INDS INC     | COM            | 637215104 | 1,669             | 21936          | DEFINED                 |                      |
| NATIONAL RETAIL PROPERTIES I | COM            | 637417106 | 8,003             | 461257         | DEFINED                 |                      |
| NATIONAL SEMICONDUCTOR CORP  | COM            | 637640103 | 12,265            | 977303         | DEFINED                 |                      |
| NATIONAL BANKSHARES INC VA   | COM            | 634865109 | 363               | 15100          | DEFINED                 |                      |
| NATIONAL WESTN LIFE INS CO   | CL A           | 638522102 | 473               | 4050           | DEFINED                 |                      |
| NATIONWIDE HEALTH PPTYS INC  | COM            | 638620104 | 10,500            | 407910         | DEFINED                 |                      |
| NAVIGANT CONSULTING INC      | COM            | 63935N107 | 1,253             | 96950          | DEFINED                 |                      |
| NAVIGATORS GROUP INC         | COM            | 638904102 | 6,837             | 153890         | DEFINED                 |                      |
| NAVISTAR INTL CORP NEW       | COM            | 63934E108 | 43,406            | 995549         | DEFINED                 |                      |
| NBT BANCORP INC              | COM            | 628778102 | 803               | 37000          | DEFINED                 |                      |
| NBTY INC                     | COM            | 628782104 | 3,279             | 116600         | DEFINED                 |                      |
| NCI BUILDING SYS INC         | COM            | 628852105 | 230               | 87120          | DEFINED                 |                      |
| NCI INC                      | CL A           | 62886K104 | 710               | 23350          | DEFINED                 |                      |
| NCR CORP NEW                 | COM            | 62886E108 | 5,269             | 445430         | DEFINED                 |                      |
| NEENAH PAPER INC             | COM            | 640079109 | 91                | 10350          | DEFINED                 |                      |



Edgar Filing: ING GROEP NV - Form 13F-HR

|                             |                  |           |        |           |         |
|-----------------------------|------------------|-----------|--------|-----------|---------|
| NEKTAR THERAPEUTICS         | COM              | 640268108 | 3,055  | 471415    | DEFINED |
| NELNET INC                  | CL A             | 64031N108 | 224    | 16450     | DEFINED |
| NESS TECHNOLOGIES INC       | COM              | 64104X108 | 138    | 35220     | DEFINED |
| NET 1 UEPS TECHNOLOGIES INC | COM NEW          | 64107N206 | 317    | 23350     | DEFINED |
| NETAPP INC                  | COM              | 64110D104 | 33,926 | 1720366   | DEFINED |
| NETEZZA CORP                | COM              | 64111N101 | 131    | 15800     | DEFINED |
| NETFLIX INC                 | COM              | 64110L106 | 1,844  | 44610     | DEFINED |
| NETGEAR INC                 | COM              | 64111Q104 | 889    | 61660     | DEFINED |
| NETLOGIC MICROSYSTEMS INC   | COM              | 64118B100 | 239    | 6550      | DEFINED |
| NETSCOUT SYS INC            | COM              | 64115T104 | 2,911  | 310350    | DEFINED |
| NEUROCRINE BIOSCIENCES INC  | COM              | 64125C109 | 50     | 15450     | DEFINED |
| NEUSTAR INC                 | CL A             | 64126X201 | 3,752  | 169320    | DEFINED |
| NEUTRAL TANDEM INC          | COM              | 64128B108 | 945    | 32020     | DEFINED |
| NEW JERSEY RES              | COM              | 646025106 | 3,481  | 93969     | DEFINED |
| NEW YORK & CO INC           | COM              | 649295102 | 38     | 12250     | DEFINED |
| NEW YORK CMNTY BANCORP INC  | COM              | 649445103 | 6,596  | 617000    | DEFINED |
| NEW YORK TIMES CO           | CL A             | 650111107 | 205    | 37266     | DEFINED |
| NEWALLIANCE BANCSHARES INC  | COM              | 650203102 | 10,104 | 878642    | DEFINED |
| NEWELL RUBBERMAID INC       | COM              | 651229106 | 7,868  | 755837    | DEFINED |
| NEWELL RUBBERMAID, INC.     | COM              | 651229106 | 528    | 50,728 SH | DEFINED |
| NEWFIELD EXPL CO            | COM              | 651290108 | 5,081  | 155530    | DEFINED |
| NEWMARKET CORP              | COM              | 651587107 | 1,737  | 25800     | DEFINED |
| NEWMONT MINING CORP         | COM              | 651639106 | 22,545 | 551615    | DEFINED |
| NEWPARK RES INC             | COM PAR \$.01NEW | 651718504 | 71     | 24750     | DEFINED |
| NEWPORT CORP                | COM              | 651824104 | 752    | 129950    | DEFINED |
| NEWS CORP                   | CL A             | 65248E104 | 9,810  | 1076829   | DEFINED |
| NEWSTAR FINANCIAL INC       | COM              | 65251F105 | 27     | 14150     | DEFINED |

| COLUMN 1                | COLUMN 2       | COLUMN 3  | COLUMN 4          | COLUMN 5       | COLUMN 6                   |                      |
|-------------------------|----------------|-----------|-------------------|----------------|----------------------------|----------------------|
| NAME OF ISSUER          | TITLE OF CLASS | CUSIP     | VALUE<br>(x 1000) | # OF<br>SHARES | SH/<br>PUT/<br>PRN<br>CALL | INVESTME<br>DISCRETI |
| NEXEN INC               | COM            | 65334H102 | 71,087            | 3283467        |                            | DEFINED              |
| NGP CAP RES CO          | COM            | 62912R107 | 99                | 16950          |                            | DEFINED              |
| NIC INC                 | COM            | 62914B100 | 84                | 12400          |                            | DEFINED              |
| NICE SYS LTD            | SPONSORED ADR  | 653656108 | 2,909             | 126096         |                            | DEFINED              |
| NICOR INC               | COM            | 654086107 | 1,073             | 30986          |                            | DEFINED              |
| NIKE INC                | CL B           | 654106103 | 17,528            | 338509         |                            | DEFINED              |
| NISOURCE INC            | COM            | 65473P105 | 13,495            | 1157379        |                            | DEFINED              |
| NISOURCE, INC.          | COM            | 65473P105 | 1,151             | 98,703 SH      |                            | DEFINED              |
| NOBLE ENERGY INC        | COM            | 655044105 | 5,440             | 92248          |                            | DEFINED              |
| NORDSON CORP            | COM            | 655663102 | 7,572             | 195044         |                            | DEFINED              |
| NORDSTROM INC           | COM            | 655664100 | 3,219             | 161843         |                            | DEFINED              |
| NORFOLK SOUTHERN CORP   | COM            | 655844108 | 9,283             | 246442         |                            | DEFINED              |
| NORTHEAST UTILS         | COM            | 664397106 | 10,303            | 461816         |                            | DEFINED              |
| NORTHERN TR CORP        | COM            | 665859104 | 29,558            | 550627         |                            | DEFINED              |
| NORTHGATE MINERALS CORP | COM            | 666416102 | 79                | 36800          |                            | DEFINED              |
| NORTHROP GRUMMAN CORP   | COM            | 666807102 | 28,678            | 627796         |                            | DEFINED              |
| NORTHSTAR RLTY FIN CORP | COM            | 66704R100 | 243               | 85912          |                            | DEFINED              |
| NORTHWEST NAT GAS CO    | COM            | 667655104 | 866               | 19550          |                            | DEFINED              |
| NORTHWESTERN CORP       | COM NEW        | 668074305 | 3,088             | 135670         |                            | DEFINED              |
| NOVA CHEMICALS CORP     | COM            | 66977W109 | 718               | 121000         |                            | DEFINED              |
| NOVAMED INC DEL         | COM            | 66986W108 | 54                | 13600          |                            | DEFINED              |
| NOVARTIS A G            | SPONSORED ADR  | 66987V109 | 8,036             | 196997         |                            | DEFINED              |
| NOVARTIS AG             | SPONSORED ADR  | 66987V109 | 10,257            | 251,447 SH     |                            | DEFINED              |

Edgar Filing: ING GROEP NV - Form 13F-HR

|                            |         |           |         |            |         |
|----------------------------|---------|-----------|---------|------------|---------|
| NOVATEL WIRELESS INC       | COM NEW | 66987M604 | 3,588   | 397780     | DEFINED |
| NOVAVAX INC                | COM     | 670002104 | 85      | 25850      | DEFINED |
| NOVELL INC                 | COM     | 670006105 | 1,046   | 231000     | DEFINED |
| NOVELLUS SYS INC           | COM     | 670008101 | 757     | 45309      | DEFINED |
| NPS PHARMACEUTICALS INC    | COM     | 62936P103 | 76      | 16300      | DEFINED |
| NRG ENERGY INC             | COM NEW | 629377508 | 4,598   | 177108     | DEFINED |
| NSTAR                      | COM     | 67019E107 | 7,000   | 217986     | DEFINED |
| NTELOS HLDGS CORP          | COM     | 67020Q107 | 8,512   | 462080     | DEFINED |
| NU SKIN ENTERPRISES INC    | CL A    | 67018T105 | 325     | 21250      | DEFINED |
| NUANCE COMMUNICATIONS INC  | COM     | 67020Y100 | 3,285   | 271460     | DEFINED |
| NUCOR CORP                 | COM     | 670346105 | 14,151  | 318493     | DEFINED |
| NUTRI SYS INC NEW          | COM     | 67069D108 | 767     | 52900      | DEFINED |
| NUVASIVE INC               | COM     | 670704105 | 566     | 12700      | DEFINED |
| NV ENERGY INC              | COM     | 67073Y106 | 1,390   | 128830     | DEFINED |
| NVIDIA CORP                | COM     | 67066G104 | 3,989   | 353308     | DEFINED |
| NVR INC                    | COM     | 62944T105 | 4,793   | 9540       | DEFINED |
| NYSE EURONEXT              | COM     | 629491101 | 22,069  | 809887     | DEFINED |
| NYSE EURONEXT              | COM     | 629491101 | 8,095   | 297,069 SH | DEFINED |
| O CHARLEYS INC             | COM     | 670823103 | 109     | 11800      | DEFINED |
| O REILLY AUTOMOTIVE INC    | COM     | 686091109 | 2,102   | 55200      | DEFINED |
| OBAGI MEDICAL PRODUCTS INC | COM     | 67423R108 | 75      | 10250      | DEFINED |
| OCCIDENTAL PETE CORP DEL   | COM     | 674599105 | 133,973 | 2035752    | DEFINED |
| OCEANEERING INTL INC       | COM     | 675232102 | 2,717   | 60100      | DEFINED |
| OCEANFIRST FINL CORP       | COM     | 675234108 | 148     | 12350      | DEFINED |
| OCWEN FINL CORP            | COM NEW | 675746309 | 1,209   | 93190      | DEFINED |

| COLUMN 1                    | COLUMN 2       | COLUMN 3  | COLUMN 4          | COLUMN 5       | COLUMN 6                   |                      |
|-----------------------------|----------------|-----------|-------------------|----------------|----------------------------|----------------------|
| NAME OF ISSUER              | TITLE OF CLASS | CUSIP     | VALUE<br>(x 1000) | # OF<br>SHARES | SH/<br>PUT/<br>PRN<br>CALL | INVESTME<br>DISCRETI |
| ODYSSEY HEALTHCARE INC      | COM            | 67611V101 | 777               | 75574          |                            | DEFINED              |
| ODYSSEY RE HLDGS CORP       | COM            | 67612W108 | 221               | 5540           |                            | DEFINED              |
| OFFICE DEPOT INC            | COM            | 676220106 | 471               | 103264         |                            | DEFINED              |
| OFFICEMAX INC DEL           | COM            | 67622P101 | 189               | 30018          |                            | DEFINED              |
| OGE ENERGY CORP             | COM            | 670837103 | 14,061            | 496505         |                            | DEFINED              |
| OGE ENERGY CORP.            | COM            | 670837103 | 10,793            | 381,107 SH     |                            | DEFINED              |
| OIL STS INTL INC            | COM            | 678026105 | 1,988             | 82130          |                            | DEFINED              |
| OILSANDS QUEST INC          | COM            | 678046103 | 74                | 77350          |                            | DEFINED              |
| OLD DOMINION FGHT LINES INC | COM            | 679580100 | 4,232             | 126072         |                            | DEFINED              |
| OLD NATL BANCORP IND        | COM            | 680033107 | 6,140             | 625279         |                            | DEFINED              |
| OLD REP INTL CORP           | COM            | 680223104 | 1,252             | 127100         |                            | DEFINED              |
| OLIN CORP                   | COM PAR \$1    | 680665205 | 1,569             | 131990         |                            | DEFINED              |
| OLYMPIC STEEL INC           | COM            | 68162K106 | 239               | 9747           |                            | DEFINED              |
| OM GROUP INC                | COM            | 670872100 | 2,215             | 76310          |                            | DEFINED              |
| OMEGA HEALTHCARE INVS INC   | COM            | 681936100 | 2,342             | 150880         |                            | DEFINED              |
| OMNICARE INC                | COM            | 681904108 | 20,920            | 812117         |                            | DEFINED              |
| OMNICELL INC                | COM            | 68213N109 | 134               | 12508          |                            | DEFINED              |
| OMNICOM GROUP INC           | COM            | 681919106 | 15,655            | 495723         |                            | DEFINED              |
| OMNITURE INC                | COM            | 68212S109 | 271               | 21600          |                            | DEFINED              |
| OMNIVISION TECHNOLOGIES INC | COM            | 682128103 | 326               | 31340          |                            | DEFINED              |
| ON ASSIGNMENT INC           | COM            | 682159108 | 741               | 189540         |                            | DEFINED              |
| ON SEMICONDUCTOR CORP       | COM            | 682189105 | 17,112            | 2494431        |                            | DEFINED              |
| ONEOK INC NEW               | COM            | 682680103 | 2,875             | 97480          |                            | DEFINED              |
| ONEOK PARTNERS LP           | UNIT LTD PARTN | 68268N103 | 3,584             | 78275          |                            | DEFINED              |
| ONLINE RES CORP             | COM            | 68273G101 | 97                | 15600          |                            | DEFINED              |

Edgar Filing: ING GROEP NV - Form 13F-HR

|                              |               |           |         |         |         |
|------------------------------|---------------|-----------|---------|---------|---------|
| ONYX PHARMACEUTICALS INC     | COM           | 683399109 | 9,847   | 348437  | DEFINED |
| OPEN JT STK CO-VIMPEL COMMUN | SPONSORED ADR | 68370R109 | 27,557  | 2341300 | DEFINED |
| OPEN TEXT CORP               | COM           | 683715106 | 932     | 25600   | DEFINED |
| OPENWAVE SYS INC             | COM NEW       | 683718308 | 60      | 26700   | DEFINED |
| OPNEXT INC                   | COM           | 68375V105 | 44      | 20450   | DEFINED |
| OPTIMER PHARMACEUTICALS INC  | COM           | 68401H104 | 226     | 15100   | DEFINED |
| OPTIONSXPRESS HLDGS INC      | COM           | 684010101 | 3,420   | 220223  | DEFINED |
| ORACLE CORP                  | COM           | 68389X105 | 183,967 | 8588574 | DEFINED |
| ORASURE TECHNOLOGIES INC     | COM           | 68554V108 | 50      | 20150   | DEFINED |
| ORBITAL SCIENCES CORP        | COM           | 685564106 | 4,122   | 271700  | DEFINED |
| ORBITZ WORLDWIDE INC         | COM           | 68557K109 | 59      | 31000   | DEFINED |
| ORCHIDS PAPER PRODS CO DEL   | COM           | 68572N104 | 403     | 19600   | DEFINED |
| OREXIGEN THERAPEUTICS INC    | COM           | 686164104 | 65      | 12700   | DEFINED |
| ORIENTAL FINL GROUP INC      | COM           | 68618W100 | 120     | 12400   | DEFINED |
| ORITANI FINL CORP            | COM           | 686323106 | 701     | 51150   | DEFINED |
| ORMAT TECHNOLOGIES INC       | COM           | 686688102 | 1,418   | 35180   | DEFINED |
| ORRSTOWN FINL SVCS INC       | COM           | 687380105 | 391     | 10500   | DEFINED |
| ORTHOVITA INC                | COM           | 68750U102 | 124     | 23900   | DEFINED |
| OSHKOSH CORP                 | COM           | 688239201 | 1,112   | 76500   | DEFINED |
| OSI PHARMACEUTICALS INC      | COM           | 671040103 | 7,720   | 273480  | DEFINED |
| OTTER TAIL CORP              | COM           | 689648103 | 333     | 15250   | DEFINED |
| OVERSEAS SHIPHOLDING GROUP I | COM           | 690368105 | 260     | 7650    | DEFINED |
| OWENS & MINOR INC NEW        | COM           | 690732102 | 14,273  | 325714  | DEFINED |

| COLUMN 1                     | COLUMN 2       | COLUMN 3  | COLUMN 4          | COLUMN 5       | COLUMN 6                   |                      |
|------------------------------|----------------|-----------|-------------------|----------------|----------------------------|----------------------|
| NAME OF ISSUER               | TITLE OF CLASS | CUSIP     | VALUE<br>(x 1000) | # OF<br>SHARES | SH/<br>PRN<br>PUT/<br>CALL | INVESTME<br>DISCRETI |
| OWENS CORNING NEW            | COM            | 690742101 | 280               | 21900          | DEFINED                    |                      |
| OWENS ILL INC                | COM NEW        | 690768403 | 3,309             | 118130         | DEFINED                    |                      |
| OXFORD INDS INC              | COM            | 691497309 | 518               | 44491          | DEFINED                    |                      |
| P F CHANGS CHINA BISTRO INC  | COM            | 69333Y108 | 4,535             | 141457         | DEFINED                    |                      |
| PACCAR INC                   | COM            | 693718108 | 64,014            | 1973913        | DEFINED                    |                      |
| PACER INTL INC TENN          | COM            | 69373H106 | 30                | 13325          | DEFINED                    |                      |
| PACIFIC CAP BANCORP NEW      | COM            | 69404P101 | 68                | 31650          | DEFINED                    |                      |
| PACIFIC SUNWEAR CALIF INC    | COM            | 694873100 | 87                | 25650          | DEFINED                    |                      |
| PACKAGING CORP AMER          | COM            | 695156109 | 2,683             | 165640         | DEFINED                    |                      |
| PACTIV CORP                  | COM            | 695257105 | 14,480            | 667269         | DEFINED                    |                      |
| PACWEST BANCORP DEL          | COM            | 695263103 | 4,312             | 327652         | DEFINED                    |                      |
| PAETEC HOLDING CORP          | COM            | 695459107 | 126               | 46750          | DEFINED                    |                      |
| PAIN THERAPEUTICS INC        | COM            | 69562K100 | 75                | 14000          | DEFINED                    |                      |
| PALL CORP                    | COM            | 696429307 | 1,945             | 73223          | DEFINED                    |                      |
| PALM INC NEW                 | COM            | 696643105 | 1,846             | 111350         | DEFINED                    |                      |
| PANERA BREAD CO              | CL A           | 69840W108 | 2,751             | 55174          | DEFINED                    |                      |
| PAPA JOHNS INTL INC          | COM            | 698813102 | 7,768             | 313334         | DEFINED                    |                      |
| PAR PHARMACEUTICAL COS INC   | COM            | 69888P106 | 1,259             | 83120          | DEFINED                    |                      |
| PARALLEL PETE CORP DEL       | COM            | 699157103 | 57                | 29300          | DEFINED                    |                      |
| PARAMETRIC TECHNOLOGY CORP   | COM NEW        | 699173209 | 4,186             | 358095         | DEFINED                    |                      |
| PARAMOUNT GOLD & SILVER CORP | COM            | 69924P102 | 18                | 11800          | DEFINED                    |                      |
| PAREXEL INTL CORP            | COM            | 699462107 | 710               | 49342          | DEFINED                    |                      |
| PARK ELECTROCHEMICAL CORP    | COM            | 700416209 | 546               | 25348          | DEFINED                    |                      |
| PARKER DRILLING CO           | COM            | 701081101 | 394               | 90780          | DEFINED                    |                      |
| PARKER HANNIFIN CORP         | COM            | 701094104 | 3,473             | 80838          | DEFINED                    |                      |
| PARKWAY PPTYS INC            | COM            | 70159Q104 | 732               | 56290          | DEFINED                    |                      |
| PATRIOT COAL CORP            | COM            | 70336T104 | 576               | 90340          | DEFINED                    |                      |

Edgar Filing: ING GROEP NV - Form 13F-HR

|                              |            |           |        |         |         |
|------------------------------|------------|-----------|--------|---------|---------|
| PATTERSON COMPANIES INC      | COM        | 703395103 | 790    | 36405   | DEFINED |
| PATTERSON UTI ENERGY INC     | COM        | 703481101 | 30,266 | 2353478 | DEFINED |
| PAYCHEX INC                  | COM        | 704326107 | 3,475  | 137908  | DEFINED |
| PC MALL INC                  | COM        | 69323K100 | 84     | 12450   | DEFINED |
| PC-TEL INC                   | COM        | 69325Q105 | 74     | 13750   | DEFINED |
| PDL BIOPHARMA INC            | COM        | 69329Y104 | 1,339  | 169450  | DEFINED |
| PEABODY ENERGY CORP          | COM        | 704549104 | 31,202 | 1034535 | DEFINED |
| PEETS COFFEE & TEA INC       | COM        | 705560100 | 440    | 17450   | DEFINED |
| PEGASYSTEMS INC              | COM        | 705573103 | 270    | 10250   | DEFINED |
| PENN NATL GAMING INC         | COM        | 707569109 | 279    | 9600    | DEFINED |
| PENN VA CORP                 | COM        | 707882106 | 2,078  | 126930  | DEFINED |
| PENN WEST ENERGY TR          | TR UNIT    | 707885109 | 467    | 36697   | DEFINED |
| PENNEY J C INC               | COM        | 708160106 | 7,679  | 267465  | DEFINED |
| PENNSYLVANIA RL ESTATE INVT  | SH BEN INT | 709102107 | 555    | 111000  | DEFINED |
| PENSKE AUTOMOTIVE GRP INC    | COM        | 70959W103 | 217    | 13050   | DEFINED |
| PENTAIR INC                  | COM        | 709631105 | 2,311  | 90200   | DEFINED |
| PEOPLES BANCORP INC          | COM        | 709789101 | 267    | 15650   | DEFINED |
| PEOPLES UNITED FINANCIAL INC | COM        | 712704105 | 1,589  | 105450  | DEFINED |
| PEP BOYS MANNY MOE & JACK    | COM        | 713278109 | 152    | 15000   | DEFINED |
| PEPCO HOLDINGS INC           | COM        | 713291102 | 1,063  | 79080   | DEFINED |
| PEPSI BOTTLING GROUP INC     | COM        | 713409100 | 5,585  | 165033  | DEFINED |

| COLUMN 1                          | COLUMN 2       | COLUMN 3  | COLUMN 4          | COLUMN 5       | COLUMN 6                   |                      |
|-----------------------------------|----------------|-----------|-------------------|----------------|----------------------------|----------------------|
| NAME OF ISSUER                    | TITLE OF CLASS | CUSIP     | VALUE<br>(x 1000) | # OF<br>SHARES | SH/<br>PUT/<br>PRN<br>CALL | INVESTME<br>DISCRETI |
| PEPSIAMERICAS INC                 | COM            | 71343P200 | 1,562             | 58267          |                            | DEFINED              |
| PEPSICO INC                       | COM            | 713448108 | 105,779           | 1924649        |                            | DEFINED              |
| PERFECT WORLD CO LTD              | SPON ADR REP B | 71372U104 | 638               | 22300          |                            | DEFINED              |
| PERFICIENT INC                    | COM            | 71375U101 | 827               | 118260         |                            | DEFINED              |
| PERKINELMER INC                   | COM            | 714046109 | 5,113             | 293874         |                            | DEFINED              |
| PEROT SYS CORP                    | CL A           | 714265105 | 717               | 50000          |                            | DEFINED              |
| PERRIGO CO                        | COM            | 714290103 | 1,943             | 69938          |                            | DEFINED              |
| PETMED EXPRESS INC                | COM            | 716382106 | 1,251             | 83256          |                            | DEFINED              |
| PETRO-CDA                         | COM            | 71644E102 | 16,574            | 431378         |                            | DEFINED              |
| PETROHAWK ENERGY CORP             | COM            | 716495106 | 1,899             | 85164          |                            | DEFINED              |
| PETROLEO BRASILEIRO SA            | SP ADR NON VTG | 71654V101 | 2,394             | 71,758         | SH                         | DEFINED              |
| PETROLEO BRASILEIRO SA PETRO      | SP ADR NON VTG | 71654V101 | 9,937             | 297869         |                            | DEFINED              |
| PETROLEO BRASILEIRO SA PETRO      | SPONSORED ADR  | 71654V408 | 12,151            | 296518         |                            | DEFINED              |
| PETROLEUM DEV CORP                | COM            | 716578109 | 204               | 13011          |                            | DEFINED              |
| PETROQUEST ENERGY INC             | COM            | 716748108 | 707               | 191520         |                            | DEFINED              |
| PETSMART INC                      | COM            | 716768106 | 5,878             | 273898         |                            | DEFINED              |
| PFIZER INC                        | COM            | 717081103 | 208,486           | 13899074       |                            | DEFINED              |
| PFIZER, INC.                      | COM            | 717081103 | 17,517            | 1,167,799      | SH                         | DEFINED              |
| PG&E CORP                         | COM            | 69331C108 | 53,235            | 1384893        |                            | DEFINED              |
| PHARMACEUTICAL PROD DEV INC       | COM            | 717124101 | 6,067             | 261267         |                            | DEFINED              |
| PHARMERICA CORP                   | COM            | 71714F104 | 1,652             | 84180          |                            | DEFINED              |
| PHASE FORWARD INC                 | COM            | 71721R406 | 1,305             | 86360          |                            | DEFINED              |
| PHH CORP                          | COM NEW        | 693320202 | 5,787             | 318331         |                            | DEFINED              |
| PHILIP MORRIS INTERNATIONAL, INC. | COM            | 718172109 | 12,048            | 276,195        | SH                         | DEFINED              |
| PHILIP MORRIS INTL INC            | COM            | 718172109 | 145,892           | 3344613        |                            | DEFINED              |
| PHILLIPS VAN HEUSEN CORP          | COM            | 718592108 | 4,375             | 152480         |                            | DEFINED              |
| PHOENIX COS INC NEW               | COM            | 71902E109 | 74                | 44550          |                            | DEFINED              |
| PHOTRONICS INC                    | COM            | 719405102 | 55                | 13600          |                            | DEFINED              |
| PICO HLDGS INC                    | COM NEW        | 693366205 | 384               | 13370          |                            | DEFINED              |

Edgar Filing: ING GROEP NV - Form 13F-HR

|                             |                |           |        |            |         |
|-----------------------------|----------------|-----------|--------|------------|---------|
| PIEDMONT NAT GAS INC        | COM            | 720186105 | 1,959  | 81250      | DEFINED |
| PIER 1 IMPORTS INC          | COM            | 720279108 | 60     | 30100      | DEFINED |
| PIKE ELEC CORP              | COM            | 721283109 | 159    | 13200      | DEFINED |
| PINNACLE ENTMT INC          | COM            | 723456109 | 803    | 86400      | DEFINED |
| PINNACLE WEST CAP CORP      | COM            | 723484101 | 1,035  | 34331      | DEFINED |
| PIONEER DRILLING CO         | COM            | 723655106 | 201    | 41880      | DEFINED |
| PIONEER NAT RES CO          | COM            | 723787107 | 2,898  | 113650     | DEFINED |
| PIPER JAFFRAY COS           | COM            | 724078100 | 258    | 5900       | DEFINED |
| PITNEY BOWES INC            | COM            | 724479100 | 45,930 | 2094369    | DEFINED |
| PITNEY BOWES, INC.          | COM            | 724479100 | 12,010 | 547,639 SH | DEFINED |
| PLAINS ALL AMERN PIPELINE L | UNIT LTD PARTN | 726503105 | 298    | 6996       | DEFINED |
| PLAINS EXPL& PRODTN CO      | COM            | 726505100 | 3,091  | 112966     | DEFINED |
| PLANTRONICS INC NEW         | COM            | 727493108 | 3,656  | 193336     | DEFINED |
| PLAYBOY ENTERPRISES INC     | CL B           | 728117300 | 47     | 18600      | DEFINED |
| PLEXUS CORP                 | COM            | 729132100 | 1,304  | 63723      | DEFINED |
| PLUM CREEK TIMBER CO INC    | COM            | 729251108 | 3,918  | 131552     | DEFINED |
| PLX TECHNOLOGY INC          | COM            | 693417107 | 57     | 15250      | DEFINED |
| PMA CAP CORP                | CL A           | 693419202 | 173    | 38004      | DEFINED |
| PMC-SIERRA INC              | COM            | 69344F106 | 350    | 43910      | DEFINED |

| COLUMN 1                     | COLUMN 2       | COLUMN 3  | COLUMN 4          | COLUMN 5       | COLUMN 6                |                      |
|------------------------------|----------------|-----------|-------------------|----------------|-------------------------|----------------------|
| NAME OF ISSUER               | TITLE OF CLASS | CUSIP     | VALUE<br>(x 1000) | # OF<br>SHARES | SH/<br>PUT/<br>PRN CALL | INVESTME<br>DISCRETI |
| PMI GROUP INC                | COM            | 69344M101 | 86                | 43500          |                         | DEFINED              |
| PNC FINL SVCS GROUP INC      | COM            | 693475105 | 48,483            | 1249229        |                         | DEFINED              |
| PNM RES INC                  | COM            | 69349H107 | 1,179             | 110120         |                         | DEFINED              |
| POLARIS INDS INC             | COM            | 731068102 | 4,120             | 128284         |                         | DEFINED              |
| POLO RALPH LAUREN CORP       | CL A           | 731572103 | 4,885             | 91243          |                         | DEFINED              |
| POLYCOM INC                  | COM            | 73172K104 | 26,730            | 1318711        |                         | DEFINED              |
| POLYONE CORP                 | COM            | 73179P106 | 762               | 281050         |                         | DEFINED              |
| POLYPORE INTL INC            | COM            | 73179V103 | 192               | 17300          |                         | DEFINED              |
| POOL CORPORATION             | COM            | 73278L105 | 3,500             | 211350         |                         | DEFINED              |
| POPULAR INC                  | COM            | 733174106 | 164               | 74400          |                         | DEFINED              |
| PORTFOLIO RECOVERY ASSOCS IN | COM            | 73640Q105 | 770               | 19890          |                         | DEFINED              |
| PORTLAND GEN ELEC CO         | COM NEW        | 736508847 | 11,983            | 615162         |                         | DEFINED              |
| POST PPTYS INC               | COM            | 737464107 | 490               | 36450          |                         | DEFINED              |
| POTASH CORP SASK INC         | COM            | 73755L107 | 10,608            | 114006         |                         | DEFINED              |
| POTLATCH CORP NEW            | COM            | 737630103 | 414               | 17030          |                         | DEFINED              |
| POWER INTEGRATIONS INC       | COM            | 739276103 | 4,660             | 195880         |                         | DEFINED              |
| POWER-ONE INC                | COM            | 739308104 | 47                | 31750          |                         | DEFINED              |
| POWERSHARES QQQ TRUST        | UNIT SER 1     | 73935A104 | 276               | 7592           |                         | DEFINED              |
| POWERSHS DB MULTI SECT COMM  | DB AGRICULT FD | 73936B408 | 621               | 24394          |                         | DEFINED              |
| POWERWAVE TECHNOLOGIES INC   | COM            | 739363109 | 150               | 93400          |                         | DEFINED              |
| PPG INDS INC                 | COM            | 693506107 | 15,237            | 347090         |                         | DEFINED              |
| PPL CORP                     | COM            | 69351T106 | 14,502            | 439994         |                         | DEFINED              |
| PRAXAIR INC                  | COM            | 74005P104 | 14,321            | 201510         |                         | DEFINED              |
| PRE PAID LEGAL SVCS INC      | COM            | 740065107 | 986               | 22628          |                         | DEFINED              |
| PRECISION CASTPARTS CORP     | COM            | 740189105 | 17,936            | 245591         |                         | DEFINED              |
| PRECISION DRILLING TR        | TR UNIT        | 740215108 | 125               | 25603          |                         | DEFINED              |
| PREMIERE GLOBAL SVCS INC     | COM            | 740585104 | 307               | 28350          |                         | DEFINED              |
| PRESIDENTIAL LIFE CORP       | COM            | 740884101 | 265               | 34950          |                         | DEFINED              |
| PRESTIGE BRANDS HLDGS INC    | COM            | 74112D101 | 521               | 84790          |                         | DEFINED              |
| PRICE T ROWE GROUP INC       | COM            | 74144T108 | 4,633             | 111180         |                         | DEFINED              |
| PRICELINE COM INC            | COM NEW        | 741503403 | 33,623            | 301420         |                         | DEFINED              |

Edgar Filing: ING GROEP NV - Form 13F-HR

|                              |            |           |         |            |         |
|------------------------------|------------|-----------|---------|------------|---------|
| PRIDE INTL INC DEL           | COM        | 74153Q102 | 3,102   | 123800     | DEFINED |
| PRINCIPAL FINANCIAL GROUP IN | COM        | 74251V102 | 41,700  | 2213351    | DEFINED |
| PRIVATEBANCORP INC           | COM        | 742962103 | 260     | 11700      | DEFINED |
| PROASSURANCE CORP            | COM        | 74267C106 | 10,826  | 234276     | DEFINED |
| PROCTER & GAMBLE CO          | COM        | 742718109 | 251,980 | 4931113    | DEFINED |
| PROCTER & GAMBLE CO.         | COM        | 742718109 | 11,325  | 221,628 SH | DEFINED |
| PROGENICS PHARMACEUTICALS IN | COM        | 743187106 | 59      | 11450      | DEFINED |
| PROGRESS ENERGY INC          | COM        | 743263105 | 3,826   | 101126     | DEFINED |
| PROGRESS SOFTWARE CORP       | COM        | 743312100 | 7,619   | 359911     | DEFINED |
| PROGRESSIVE CORP OHIO        | COM        | 743315103 | 5,298   | 350646     | DEFINED |
| PROLOGIS                     | SH BEN INT | 743410102 | 6,063   | 752275     | DEFINED |
| PROSPECT CAPITAL CORPORATION | COM        | 74348T102 | 175     | 19000      | DEFINED |
| PROSPERITY BANCSHARES INC    | COM        | 743606105 | 9,665   | 323988     | DEFINED |
| PROTALIX BIOTHERAPEUTICS INC | COM        | 74365A101 | 47      | 10300      | DEFINED |
| PROTECTIVE LIFE CORP         | COM        | 743674103 | 646     | 56445      | DEFINED |
| PROVIDENT FINL SVCS INC      | COM        | 74386T105 | 4,169   | 458077     | DEFINED |
| PRUDENTIAL FINL INC          | COM        | 744320102 | 8,377   | 225064     | DEFINED |

| COLUMN 1                     | COLUMN 2       | COLUMN 3  | COLUMN 4          | COLUMN 5       | COLUMN 6                |                      |
|------------------------------|----------------|-----------|-------------------|----------------|-------------------------|----------------------|
| NAME OF ISSUER               | TITLE OF CLASS | CUSIP     | VALUE<br>(x 1000) | # OF<br>SHARES | SH/<br>PUT/<br>PRN CALL | INVESTME<br>DISCRETI |
| PS BUSINESS PKS INC CALIF    | COM            | 69360J107 | 1,170             | 24150          | DEFINED                 |                      |
| PSS WORLD MED INC            | COM            | 69366A100 | 1,927             | 104110         | DEFINED                 |                      |
| PSYCHIATRIC SOLUTIONS INC    | COM            | 74439H108 | 11,795            | 518682         | DEFINED                 |                      |
| PUBLIC STORAGE               | COM            | 74460D109 | 17,043            | 260275         | DEFINED                 |                      |
| PUBLIC SVC ENTERPRISE GROUP  | COM            | 744573106 | 26,575            | 814425         | DEFINED                 |                      |
| PULTE HOMES INC              | COM            | 745867101 | 676               | 76516          | DEFINED                 |                      |
| QLOGIC CORP                  | COM            | 747277101 | 1,294             | 102054         | DEFINED                 |                      |
| QUAKER CHEM CORP             | COM            | 747316107 | 577               | 43400          | DEFINED                 |                      |
| QUALCOMM INC                 | COM            | 747525103 | 156,954           | 3472430        | DEFINED                 |                      |
| QUALITY SYS INC              | COM            | 747582104 | 1,505             | 26424          | DEFINED                 |                      |
| QUANEX BUILDING PRODUCTS COR | COM            | 747619104 | 298               | 26520          | DEFINED                 |                      |
| QUANTA SVCS INC              | COM            | 74762E102 | 18,916            | 817830         | DEFINED                 |                      |
| QUANTUM CORP                 | COM DSSG       | 747906204 | 70                | 84200          | DEFINED                 |                      |
| QUEST DIAGNOSTICS INC        | COM            | 74834L100 | 7,968             | 141201         | DEFINED                 |                      |
| QUEST SOFTWARE INC           | COM            | 74834T103 | 7,718             | 553680         | DEFINED                 |                      |
| QUESTAR CORP                 | COM            | 748356102 | 1,899             | 61130          | DEFINED                 |                      |
| QUESTCOR PHARMACEUTICALS INC | COM            | 74835Y101 | 94                | 18800          | DEFINED                 |                      |
| QUICKSILVER RESOURCES INC    | COM            | 74837R104 | 1,837             | 197690         | DEFINED                 |                      |
| QUIDEL CORP                  | COM            | 74838J101 | 147               | 10100          | DEFINED                 |                      |
| QUIKSILVER INC               | COM            | 74838C106 | 93                | 50400          | DEFINED                 |                      |
| QWEST COMMUNICATIONS INTL IN | COM            | 749121109 | 5,255             | 1266208        | DEFINED                 |                      |
| RACKSPACE HOSTING INC        | COM            | 750086100 | 268               | 19350          | DEFINED                 |                      |
| RADIAN GROUP INC             | COM            | 750236101 | 86                | 31500          | DEFINED                 |                      |
| RADIANT SYSTEMS INC          | COM            | 75025N102 | 92                | 11100          | DEFINED                 |                      |
| RADIOSHACK CORP              | COM            | 750438103 | 1,186             | 84953          | DEFINED                 |                      |
| RADISYS CORP                 | COM            | 750459109 | 1,133             | 125320         | DEFINED                 |                      |
| RADNET INC                   | COM            | 750491102 | 37                | 16250          | DEFINED                 |                      |
| RALCORP HLDGS INC NEW        | COM            | 751028101 | 4,936             | 81030          | DEFINED                 |                      |
| RAMBUS INC DEL               | COM            | 750917106 | 323               | 20850          | DEFINED                 |                      |
| RANGE RES CORP               | COM            | 75281A109 | 4,899             | 118298         | DEFINED                 |                      |
| RASER TECHNOLOGIES INC       | COM            | 754055101 | 62                | 22150          | DEFINED                 |                      |
| RAYMOND JAMES FINANCIAL INC  | COM            | 754730109 | 502               | 29164          | DEFINED                 |                      |
| RAYONIER INC                 | COM            | 754907103 | 18,899            | 519912         | DEFINED                 |                      |

Edgar Filing: ING GROEP NV - Form 13F-HR

|                              |         |           |        |         |    |         |
|------------------------------|---------|-----------|--------|---------|----|---------|
| RAYONIER, INC.               | COM     | 754907103 | 7,436  | 204,576 | SH | DEFINED |
| RAYTHEON CO                  | COM NEW | 755111507 | 31,658 | 712527  |    | DEFINED |
| RBC BEARINGS INC             | COM     | 75524B104 | 239    | 11700   |    | DEFINED |
| RC2 CORP                     | COM     | 749388104 | 351    | 26540   |    | DEFINED |
| RCN CORP                     | COM NEW | 749361200 | 2,475  | 414500  |    | DEFINED |
| REALNETWORKS INC             | COM     | 75605L104 | 239    | 80070   |    | DEFINED |
| REALTY INCOME CORP           | COM     | 756109104 | 1,250  | 57040   |    | DEFINED |
| RED HAT INC                  | COM     | 756577102 | 1,448  | 71950   |    | DEFINED |
| RED ROBIN GOURMET BURGERS IN | COM     | 75689M101 | 300    | 15992   |    | DEFINED |
| REDWOOD TR INC               | COM     | 758075402 | 6,504  | 440660  |    | DEFINED |
| REGAL BELOIT CORP            | COM     | 758750103 | 8,691  | 218796  |    | DEFINED |
| REGAL ENTMT GROUP            | CL A    | 758766109 | 37,354 | 2810661 |    | DEFINED |
| REGENCY CTRS CORP            | COM     | 758849103 | 4,424  | 126724  |    | DEFINED |
| REGENERON PHARMACEUTICALS    | COM     | 75886F107 | 3,676  | 205133  |    | DEFINED |
| REGIONS FINANCIAL CORP NEW   | COM     | 7591EP100 | 3,999  | 989847  |    | DEFINED |

| COLUMN 1                     | COLUMN 2       | COLUMN 3  | COLUMN 4          | COLUMN 5       | COLUMN 6                   |                      |
|------------------------------|----------------|-----------|-------------------|----------------|----------------------------|----------------------|
| NAME OF ISSUER               | TITLE OF CLASS | CUSIP     | VALUE<br>(x 1000) | # OF<br>SHARES | SH/<br>PUT/<br>PRN<br>CALL | INVESTME<br>DISCRETI |
| REGIS CORP MINN              | COM            | 758932107 | 3,183             | 182849         |                            | DEFINED              |
| REHABCARE GROUP INC          | COM            | 759148109 | 940               | 39290          |                            | DEFINED              |
| REINSURANCE GROUP AMER INC   | COM NEW        | 759351604 | 33,652            | 963958         |                            | DEFINED              |
| RELIANCE STEEL & ALUMINUM CO | COM            | 759509102 | 8,757             | 228100         |                            | DEFINED              |
| RENASANT CORP                | COM            | 75970E107 | 261               | 17390          |                            | DEFINED              |
| RENT A CTR INC NEW           | COM            | 76009N100 | 3,664             | 205510         |                            | DEFINED              |
| REPLIGEN CORP                | COM            | 759916109 | 105               | 19000          |                            | DEFINED              |
| REPUBLIC AWYS HLDGS INC      | COM            | 760276105 | 88                | 13550          |                            | DEFINED              |
| REPUBLIC BANCORP KY          | CL A           | 760281204 | 756               | 33457          |                            | DEFINED              |
| REPUBLIC SVCS INC            | COM            | 760759100 | 3,059             | 125328         |                            | DEFINED              |
| RES-CARE INC                 | COM            | 760943100 | 483               | 33768          |                            | DEFINED              |
| RESEARCH IN MOTION LTD       | COM            | 760975102 | 95,469            | 1342938        |                            | DEFINED              |
| RESMED INC                   | COM            | 761152107 | 3,457             | 84886          |                            | DEFINED              |
| RESOURCES CONNECTION INC     | COM            | 76122Q105 | 2,125             | 123750         |                            | DEFINED              |
| RETAIL VENTURES INC          | COM            | 76128Y102 | 34                | 15500          |                            | DEFINED              |
| REX ENERGY CORPORATION       | COM            | 761565100 | 82                | 14450          |                            | DEFINED              |
| REYNOLDS AMERICAN INC        | COM            | 761713106 | 34,113            | 883293         |                            | DEFINED              |
| REYNOLDS AMERICAN, INC.      | COM            | 761713106 | 1,113             | 28,814         | SH                         | DEFINED              |
| RF MICRODEVICES INC          | COM            | 749941100 | 331               | 87900          |                            | DEFINED              |
| RIGEL PHARMACEUTICALS INC    | COM NEW        | 766559603 | 862               | 71150          |                            | DEFINED              |
| RIO TINTO PLC                | SPONSORED ADR  | 767204100 | 14,451            | 88184          |                            | DEFINED              |
| RITE AID CORP                | COM            | 767754104 | 127               | 83950          |                            | DEFINED              |
| RIVERBED TECHNOLOGY INC      | COM            | 768573107 | 482               | 20800          |                            | DEFINED              |
| RLI CORP                     | COM            | 749607107 | 467               | 10417          |                            | DEFINED              |
| ROBBINS & MYERS INC          | COM            | 770196103 | 1,007             | 52300          |                            | DEFINED              |
| ROBERT HALF INTL INC         | COM            | 770323103 | 2,321             | 98254          |                            | DEFINED              |
| ROCHESTER MED CORP           | COM            | 771497104 | 187               | 13950          |                            | DEFINED              |
| ROCK-TENN CO                 | CL A           | 772739207 | 3,238             | 84855          |                            | DEFINED              |
| ROCKWELL AUTOMATION INC      | COM            | 773903109 | 2,732             | 85042          |                            | DEFINED              |
| ROCKWELL COLLINS INC         | COM            | 774341101 | 3,074             | 73673          |                            | DEFINED              |
| ROCKWELL MEDICAL TECH        | COM            | 774374102 | 93                | 12300          |                            | DEFINED              |
| ROCKWOOD HLDGS INC           | COM            | 774415103 | 258               | 17600          |                            | DEFINED              |
| ROFIN SINAR TECHNOLOGIES INC | COM            | 775043102 | 236               | 11800          |                            | DEFINED              |
| ROGERS COMMUNICATIONS INC    | CL B           | 775109200 | 15,254            | 592402         |                            | DEFINED              |
| ROGERS CORP                  | COM            | 775133101 | 458               | 22629          |                            | DEFINED              |

Edgar Filing: ING GROEP NV - Form 13F-HR

|                       |             |           |        |         |         |
|-----------------------|-------------|-----------|--------|---------|---------|
| ROLLINS INC           | COM         | 775711104 | 217    | 12550   | DEFINED |
| ROPER INDS INC NEW    | COM         | 776696106 | 64,692 | 1427770 | DEFINED |
| ROSETTA RESOURCES INC | COM         | 777779307 | 362    | 41370   | DEFINED |
| ROSETTA STONE INC     | COM         | 777780107 | 258    | 9400    | DEFINED |
| ROSS STORES INC       | COM         | 778296103 | 20,117 | 521158  | DEFINED |
| ROWAN COS INC         | COM         | 779382100 | 2,171  | 112366  | DEFINED |
| ROYAL DUTCH SHELL PLC | SPONS ADR A | 780259206 | 38,992 | 776893  | DEFINED |
| ROYAL GOLD INC        | COM         | 780287108 | 562    | 13470   | DEFINED |
| RPC INC               | COM         | 749660106 | 86     | 10300   | DEFINED |
| RPM INTL INC          | COM         | 749685103 | 6,139  | 437264  | DEFINED |
| RRI ENERGY INC        | COM         | 74971X107 | 346    | 69050   | DEFINED |
| RSC HOLDINGS INC      | COM         | 74972L102 | 102    | 15150   | DEFINED |
| RTI BIOLOGICS INC     | COM         | 74975N105 | 2,632  | 613591  | DEFINED |

| COLUMN 1                    | COLUMN 2       | COLUMN 3  | COLUMN 4          | COLUMN 5       | COLUMN 6                   |                      |
|-----------------------------|----------------|-----------|-------------------|----------------|----------------------------|----------------------|
| NAME OF ISSUER              | TITLE OF CLASS | CUSIP     | VALUE<br>(x 1000) | # OF<br>SHARES | SH/<br>PUT/<br>PRN<br>CALL | INVESTME<br>DISCRETI |
| RTI INTL METALS INC         | COM            | 74973W107 | 241               | 13667          |                            | DEFINED              |
| RUBICON TECHNOLOGY INC      | COM            | 78112T107 | 147               | 10300          |                            | DEFINED              |
| RUBY TUESDAY INC            | COM            | 781182100 | 306               | 45900          |                            | DEFINED              |
| RUDDICK CORP                | COM            | 781258108 | 2,502             | 106782         |                            | DEFINED              |
| RUDOLPH TECHNOLOGIES INC    | COM            | 781270103 | 284               | 51500          |                            | DEFINED              |
| RUSH ENTERPRISES INC        | CL A           | 781846209 | 325               | 27910          |                            | DEFINED              |
| RYDER SYS INC               | COM            | 783549108 | 694               | 24872          |                            | DEFINED              |
| RYLAND GROUP INC            | COM            | 783764103 | 5,911             | 352675         |                            | DEFINED              |
| S & T BANCORP INC           | COM            | 783859101 | 1,832             | 150634         |                            | DEFINED              |
| S1 CORPORATION              | COM            | 78463B101 | 118               | 17050          |                            | DEFINED              |
| SAFETY INS GROUP INC        | COM            | 78648T100 | 891               | 29157          |                            | DEFINED              |
| SAFEWAY INC                 | COM NEW        | 786514208 | 4,631             | 227328         |                            | DEFINED              |
| SAIC INC                    | COM            | 78390X101 | 6,676             | 359900         |                            | DEFINED              |
| SAKS INC                    | COM            | 79377W108 | 131               | 29500          |                            | DEFINED              |
| SALESFORCE COM INC          | COM            | 79466L302 | 8,735             | 228850         |                            | DEFINED              |
| SALIX PHARMACEUTICALS INC   | COM            | 795435106 | 689               | 69790          |                            | DEFINED              |
| SALLY BEAUTY HLDGS INC      | COM            | 79546E104 | 449               | 70576          |                            | DEFINED              |
| SANDERS MORRIS HARRIS GROUP | COM            | 80000Q104 | 2,145             | 390030         |                            | DEFINED              |
| SANDERSON FARMS INC         | COM            | 800013104 | 1,509             | 33540          |                            | DEFINED              |
| SANDISK CORP                | COM            | 80004C101 | 1,689             | 114930         |                            | DEFINED              |
| SANDRIDGE ENERGY INC        | COM            | 80007P307 | 239               | 28100          |                            | DEFINED              |
| SANGAMO BIOSCIENCES INC     | COM            | 800677106 | 112               | 22750          |                            | DEFINED              |
| SANTANDER BANCORP           | COM            | 802809103 | 422               | 60700          |                            | DEFINED              |
| SANTARUS INC                | COM            | 802817304 | 55                | 19600          |                            | DEFINED              |
| SAPIENT CORP                | COM            | 803062108 | 304               | 48300          |                            | DEFINED              |
| SARA LEE CORP               | COM            | 803111103 | 39,597            | 4057086        |                            | DEFINED              |
| SARA LEE CORP.              | COM            | 803111103 | 12,538            | 1,284,631      | SH                         | DEFINED              |
| SATCON TECHNOLOGY CORP      | COM            | 803893106 | 23                | 12500          |                            | DEFINED              |
| SAVIENT PHARMACEUTICALS INC | COM            | 80517Q100 | 3,610             | 261025         |                            | DEFINED              |
| SAVVIS INC                  | COM NEW        | 805423308 | 136               | 11850          |                            | DEFINED              |
| SBA COMMUNICATIONS CORP     | COM            | 78388J106 | 23,246            | 947265         |                            | DEFINED              |
| SCANA CORP NEW              | COM            | 80589M102 | 1,910             | 58816          |                            | DEFINED              |
| SCANSOURCE INC              | COM            | 806037107 | 1,588             | 64776          |                            | DEFINED              |
| SCHEIN HENRY INC            | COM            | 806407102 | 4,851             | 101164         |                            | DEFINED              |
| SCHERING PLOUGH CORP        | COM            | 806605101 | 35,604            | 1417368        |                            | DEFINED              |
| SCHLUMBERGER LTD            | COM            | 806857108 | 125,868           | 2326142        |                            | DEFINED              |
| SCHNITZER STL INDS          | CL A           | 806882106 | 552               | 10450          |                            | DEFINED              |



Edgar Filing: ING GROEP NV - Form 13F-HR

|                              |          |           |        |         |         |
|------------------------------|----------|-----------|--------|---------|---------|
| SCHOLASTIC CORP              | COM      | 807066105 | 531    | 26820   | DEFINED |
| SCHOOL SPECIALTY INC         | COM      | 807863105 | 1,660  | 82127   | DEFINED |
| SCHULMAN A INC               | COM      | 808194104 | 1,810  | 119790  | DEFINED |
| SCHWAB CHARLES CORP NEW      | COM      | 808513105 | 41,551 | 2368929 | DEFINED |
| SCHWEITZER-MAUDUIT INTL INC  | COM      | 808541106 | 1,549  | 56930   | DEFINED |
| SCIENTIFIC GAMES CORP        | CL A     | 80874P109 | 238    | 15070   | DEFINED |
| SCOTTS MIRACLE GRO CO        | CL A     | 810186106 | 314    | 8950    | DEFINED |
| SCRIPPS NETWORKS INTERACT IN | CL A COM | 811065101 | 878    | 31550   | DEFINED |
| SEABRIGHT INSURANCE HLDGS IN | COM      | 811656107 | 229    | 22620   | DEFINED |
| SEACHANGE INTL INC           | COM      | 811699107 | 81     | 10100   | DEFINED |
| SEACOR HOLDINGS INC          | COM      | 811904101 | 3,055  | 40603   | DEFINED |

| COLUMN 1                     | COLUMN 2       | COLUMN 3  | COLUMN 4          | COLUMN 5       | COLUMN 6                   |                      |
|------------------------------|----------------|-----------|-------------------|----------------|----------------------------|----------------------|
| NAME OF ISSUER               | TITLE OF CLASS | CUSIP     | VALUE<br>(x 1000) | # OF<br>SHARES | SH/<br>PUT/<br>PRN<br>CALL | INVESTME<br>DISCRETI |
| SEALED AIR CORP NEW          | COM            | 81211K100 | 5,406             | 292993         |                            | DEFINED              |
| SEALY CORP                   | COM            | 812139301 | 38                | 19550          |                            | DEFINED              |
| SEARS HLDGS CORP             | COM            | 812350106 | 15,209            | 228632         |                            | DEFINED              |
| SEATTLE GENETICS INC         | COM            | 812578102 | 3,636             | 374025         |                            | DEFINED              |
| SELECT SECTOR SPDR TR        | SBI INT-FINL   | 81369Y605 | 578               | 48400          |                            | DEFINED              |
| SELECT SECTOR SPDR TR        | SBI HEALTHCARE | 81369Y209 | 2,284             | 86800          |                            | DEFINED              |
| SELECT SECTOR SPDR TR        | SBI CONS STPLS | 81369Y308 | 4,198             | 182600         |                            | DEFINED              |
| SELECT SECTOR SPDR TR        | SBI INT-ENERGY | 81369Y506 | 351               | 7300           |                            | DEFINED              |
| SELECTIVE INS GROUP INC      | COM            | 816300107 | 1,016             | 79545          |                            | DEFINED              |
| SEMPRA ENERGY                | COM            | 816851109 | 10,807            | 217745         |                            | DEFINED              |
| SEMTECH CORP                 | COM            | 816850101 | 6,478             | 407148         |                            | DEFINED              |
| SENIOR HSG PPTYS TR          | SH BEN INT     | 81721M109 | 3,767             | 230847         |                            | DEFINED              |
| SENSIENT TECHNOLOGIES CORP   | COM            | 81725T100 | 462               | 20450          |                            | DEFINED              |
| SEPRACOR INC                 | COM            | 817315104 | 15,457            | 891414         |                            | DEFINED              |
| SEQUENOM INC                 | COM NEW        | 817337405 | 98                | 25000          |                            | DEFINED              |
| SERVICE CORP INTL            | COM            | 817565104 | 1,783             | 325326         |                            | DEFINED              |
| SHANDA INTERACTIVE ENTMT LTD | SPONSORED ADR  | 81941Q203 | 277               | 5300           |                            | DEFINED              |
| SHAW COMMUNICATIONS INC      | CL B CONV      | 82028K200 | 4,403             | 261150         |                            | DEFINED              |
| SHAW GROUP INC               | COM            | 820280105 | 3,993             | 145660         |                            | DEFINED              |
| SHENGDA TECH INC             | COM            | 823213103 | 41                | 11000          |                            | DEFINED              |
| SHERWIN WILLIAMS CO          | COM            | 824348106 | 10,618            | 197536         |                            | DEFINED              |
| SHIRE PLC                    | SPONSORED ADR  | 82481R106 | 2,107             | 50800          |                            | DEFINED              |
| SHORETEL INC                 | COM            | 825211105 | 122               | 15250          |                            | DEFINED              |
| SHUFFLE MASTER INC           | COM            | 825549108 | 718               | 108600         |                            | DEFINED              |
| SIERRA BANCORP               | COM            | 82620P102 | 200               | 15850          |                            | DEFINED              |
| SIGA TECHNOLOGIES INC        | COM            | 826917106 | 110               | 13000          |                            | DEFINED              |
| SIGMA ALDRICH CORP           | COM            | 826552101 | 4,492             | 90634          |                            | DEFINED              |
| SIGNATURE BK NEW YORK N Y    | COM            | 82669G104 | 10,459            | 383552         |                            | DEFINED              |
| SILGAN HOLDINGS INC          | COM            | 827048109 | 54,226            | 1105981        |                            | DEFINED              |
| SILICON GRAPHICS INTL CORP   | COM            | 82706L108 | 190               | 41910          |                            | DEFINED              |
| SILICON IMAGE INC            | COM            | 82705T102 | 69                | 30150          |                            | DEFINED              |
| SILICON LABORATORIES INC     | COM            | 826919102 | 1,888             | 49700          |                            | DEFINED              |
| SILICON MOTION TECHNOLOGY CO | SPONSORED ADR  | 82706C108 | 420               | 115000         |                            | DEFINED              |
| SILICONWARE PRECISION INDS L | SPONSD ADR SPL | 827084864 | 635               | 102819         |                            | DEFINED              |
| SIMMONS 1ST NATL CORP        | CL A \$1 PAR   | 828730200 | 823               | 30816          |                            | DEFINED              |
| SIMON PPTY GROUP INC NEW     | COM            | 828806109 | 42,126            | 819099         |                            | DEFINED              |
| SIMPSON MANUFACTURING CO INC | COM            | 829073105 | 2,576             | 119140         |                            | DEFINED              |
| SINCLAIR BROADCAST GROUP INC | CL A           | 829226109 | 52                | 26650          |                            | DEFINED              |
| SKECHERS U S A INC           | CL A           | 830566105 | 345               | 35335          |                            | DEFINED              |

Edgar Filing: ING GROEP NV - Form 13F-HR

|                          |     |           |        |         |         |
|--------------------------|-----|-----------|--------|---------|---------|
| SKYWEST INC              | COM | 830879102 | 1,949  | 191042  | DEFINED |
| SKYWORKS SOLUTIONS INC   | COM | 83088M102 | 2,787  | 284635  | DEFINED |
| SL GREEN RLTY CORP       | COM | 78440X101 | 6,601  | 287760  | DEFINED |
| SLM CORP                 | COM | 78442P106 | 2,474  | 240916  | DEFINED |
| SMART BALANCE INC        | COM | 83169Y108 | 2,026  | 297550  | DEFINED |
| SMITH & WESSON HLDG CORP | COM | 831756101 | 117    | 20550   | DEFINED |
| SMITH A O                | COM | 831865209 | 673    | 20672   | DEFINED |
| SMITH INTL INC           | COM | 832110100 | 38,276 | 1486454 | DEFINED |
| SMITH MICRO SOFTWARE INC | COM | 832154108 | 463    | 47280   | DEFINED |

| COLUMN 1                                 | COLUMN 2        | COLUMN 3  | COLUMN 4          | COLUMN 5       | COLUMN 6                   |                      |
|--|-----------------|-----------|-------------------|----------------|----------------------------|----------------------|
| NAME OF ISSUER                           | TITLE OF CLASS  | CUSIP     | VALUE<br>(x 1000) | # OF<br>SHARES | SH/<br>PRN<br>PUT/<br>CALL | INVESTME<br>DISCRETI |
| SMITHFIELD FOODS INC                     | COM             | 832248108 | 1,241             | 88800          |                            | DEFINED              |
| SMUCKER J M CO                           | COM NEW         | 832696405 | 52,367            | 1076172        |                            | DEFINED              |
| SNAP ON INC                              | COM             | 833034101 | 15,747            | 547917         |                            | DEFINED              |
| SNAP-ON, INC.                            | COM             | 833034101 | 7,033             | 244,725        | SH                         | DEFINED              |
| SOCIEDAD QUIMICA MINERA DE C             | SPON ADR SER B  | 833635105 | 787               | 21755          |                            | DEFINED              |
| SOCIEDAD QUIMICA Y MINERA DE<br>CHILE SA | SPON ADR SER B  | 833635105 | 816               | 22,555         | SH                         | DEFINED              |
| SOHU COM INC                             | COM             | 83408W103 | 1,173             | 18670          |                            | DEFINED              |
| SOLARWINDS INC                           | COM             | 83416B109 | 226               | 13700          |                            | DEFINED              |
| SOLERA HOLDINGS INC                      | COM             | 83421A104 | 15,036            | 591988         |                            | DEFINED              |
| SOLUTIA INC                              | COM NEW         | 834376501 | 181               | 31500          |                            | DEFINED              |
| SONIC AUTOMOTIVE INC                     | CL A            | 83545G102 | 129               | 12650          |                            | DEFINED              |
| SONIC CORP                               | COM             | 835451105 | 136               | 13550          |                            | DEFINED              |
| SONICWALL INC                            | COM             | 835470105 | 207               | 37770          |                            | DEFINED              |
| SONOCO PRODS CO                          | COM             | 835495102 | 6,774             | 282844         |                            | DEFINED              |
| SONOSITE INC                             | COM             | 83568G104 | 1,356             | 67700          |                            | DEFINED              |
| SONUS NETWORKS INC                       | COM             | 835916107 | 93                | 57850          |                            | DEFINED              |
| SONY CORP                                | ADR NEW         | 835699307 | 2,100             | 81188          |                            | DEFINED              |
| SOTHEBYS                                 | COM             | 835898107 | 428               | 30362          |                            | DEFINED              |
| SOUTH FINL GROUP INC                     | COM             | 837841105 | 60                | 50400          |                            | DEFINED              |
| SOUTH JERSEY INDS INC                    | COM             | 838518108 | 1,327             | 38030          |                            | DEFINED              |
| SOUTHERN CO                              | COM             | 842587107 | 36,247            | 1163245        |                            | DEFINED              |
| SOUTHERN CO.                             | COM             | 842587107 | 11,592            | 372,014        | SH                         | DEFINED              |
| SOUTHERN COPPER CORP                     | COM             | 84265V105 | 2,603             | 127350         |                            | DEFINED              |
| SOUTHERN UN CO NEW                       | COM             | 844030106 | 317               | 17250          |                            | DEFINED              |
| SOUTHWEST AIRLS CO                       | COM             | 844741108 | 1,717             | 255080         |                            | DEFINED              |
| SOUTHWEST BANCORP INC OKLA               | COM             | 844767103 | 334               | 34190          |                            | DEFINED              |
| SOUTHWEST GAS CORP                       | COM             | 844895102 | 1,278             | 57550          |                            | DEFINED              |
| SOUTHWEST WTR CO                         | COM             | 845331107 | 73                | 13200          |                            | DEFINED              |
| SOUTHWESTERN ENERGY CO                   | COM             | 845467109 | 27,546            | 709024         |                            | DEFINED              |
| SOVRAN SELF STORAGE INC                  | COM             | 84610H108 | 1,037             | 42150          |                            | DEFINED              |
| SPARTAN MTRS INC                         | COM             | 846819100 | 722               | 63700          |                            | DEFINED              |
| SPARTAN STORES INC                       | COM             | 846822104 | 5,300             | 427077         |                            | DEFINED              |
| SPDR SERIES TRUST                        | KBW REGN BK ETF | 78464A698 | 4,478             | 245530         |                            | DEFINED              |
| SPDR TR                                  | UNIT SER 1      | 78462F103 | 13,035            | 141765         |                            | DEFINED              |
| SPECTRA ENERGY CORP                      | COM             | 847560109 | 23,749            | 1403606        |                            | DEFINED              |
| SPECTRA ENERGY CORP.                     | COM             | 847560109 | 7,850             | 463,924        | SH                         | DEFINED              |
| SPECTRA ENERGY PARTNERS LP               | COM             | 84756N109 | 665               | 30915          |                            | DEFINED              |
| SPECTRANETICS CORP                       | COM             | 84760C107 | 57                | 11650          |                            | DEFINED              |
| SPECTRUM PHARMACEUTICALS INC             | COM             | 84763A108 | 101               | 13200          |                            | DEFINED              |
| SPHERION CORP                            | COM             | 848420105 | 194               | 47032          |                            | DEFINED              |

Edgar Filing: ING GROEP NV - Form 13F-HR

|                              |           |           |        |         |         |
|------------------------------|-----------|-----------|--------|---------|---------|
| SPIRIT AEROSYSTEMS HLDGS INC | COM CL A  | 848574109 | 345    | 25100   | DEFINED |
| SPRINT NEXTEL CORP           | COM SER 1 | 852061100 | 21,959 | 4565259 | DEFINED |
| SPSS INC                     | COM       | 78462K102 | 4,871  | 145979  | DEFINED |
| SPX CORP                     | COM       | 784635104 | 2,063  | 42130   | DEFINED |
| SRA INTL INC                 | CL A      | 78464R105 | 276    | 15700   | DEFINED |
| ST JOE CO                    | COM       | 790148100 | 498    | 18800   | DEFINED |
| ST JUDE MED INC              | COM       | 790849103 | 51,154 | 1244634 | DEFINED |

| COLUMN 1                     | COLUMN 2       | COLUMN 3  | COLUMN 4          | COLUMN 5       | COLUMN 6   |              |                      |
|------------------------------|----------------|-----------|-------------------|----------------|------------|--------------|----------------------|
| NAME OF ISSUER               | TITLE OF CLASS | CUSIP     | VALUE<br>(x 1000) | # OF<br>SHARES | SH/<br>PRN | PUT/<br>CALL | INVESTME<br>DISCRETI |
| ST MARY LD & EXPL CO         | COM            | 792228108 | 1,052             | 50410          |            |              | DEFINED              |
| STAGE STORES INC             | COM NEW        | 85254C305 | 1,600             | 144160         |            |              | DEFINED              |
| STAMPS COM INC               | COM NEW        | 852857200 | 686               | 80926          |            |              | DEFINED              |
| STANCORP FINL GROUP INC      | COM            | 852891100 | 2,626             | 91550          |            |              | DEFINED              |
| STANDARD PAC CORP NEW        | COM            | 85375C101 | 460               | 226375         |            |              | DEFINED              |
| STANDARD REGISTER CO         | COM            | 853887107 | 48                | 14600          |            |              | DEFINED              |
| STANDEX INTL CORP            | COM            | 854231107 | 146               | 12561          |            |              | DEFINED              |
| STANLEY INC                  | COM            | 854532108 | 727               | 22110          |            |              | DEFINED              |
| STANLEY WKS                  | COM            | 854616109 | 2,349             | 69414          |            |              | DEFINED              |
| STAPLES INC                  | COM            | 855030102 | 53,606            | 2656412        |            |              | DEFINED              |
| STARBUCKS CORP               | COM            | 855244109 | 15,548            | 1119352        |            |              | DEFINED              |
| STARENT NETWORKS CORP        | COM            | 85528P108 | 1,405             | 57550          |            |              | DEFINED              |
| STARWOOD HOTELS&RESORTS WRLD | COM            | 85590A401 | 4,149             | 186894         |            |              | DEFINED              |
| STATE STR CORP               | COM            | 857477103 | 23,000            | 487285         |            |              | DEFINED              |
| STEAK N SHAKE CO             | COM            | 857873103 | 634               | 72550          |            |              | DEFINED              |
| STEEL DYNAMICS INC           | COM            | 858119100 | 2,775             | 187532         |            |              | DEFINED              |
| STEELCASE INC                | CL A           | 858155203 | 159               | 27300          |            |              | DEFINED              |
| STEIN MART INC               | COM            | 858375108 | 431               | 48624          |            |              | DEFINED              |
| STEINWAY MUSICAL INSTRS INC  | COM            | 858495104 | 117               | 10900          |            |              | DEFINED              |
| STEMCELLS INC                | COM            | 85857R105 | 74                | 43700          |            |              | DEFINED              |
| STEPAN CO                    | COM            | 858586100 | 884               | 20011          |            |              | DEFINED              |
| STEREOTAXIS INC              | COM            | 85916J102 | 46                | 11950          |            |              | DEFINED              |
| STERICYCLE INC               | COM            | 858912108 | 1,873             | 36350          |            |              | DEFINED              |
| STERIS CORP                  | COM            | 859152100 | 4,852             | 186050         |            |              | DEFINED              |
| STERLING BANCORP             | COM            | 859158107 | 587               | 70320          |            |              | DEFINED              |
| STERLING BANCSHARES INC      | COM            | 858907108 | 1,750             | 276460         |            |              | DEFINED              |
| STERLING FINL CORP WASH      | COM            | 859319105 | 206               | 70700          |            |              | DEFINED              |
| STERLITE INDS INDIA LTD      | ADS            | 859737207 | 1,968             | 158200         |            |              | DEFINED              |
| STEWART ENTERPRISES INC      | CL A           | 860370105 | 101               | 20900          |            |              | DEFINED              |
| STEWART INFORMATION SVCS COR | COM            | 860372101 | 450               | 31592          |            |              | DEFINED              |
| STIFEL FINL CORP             | COM            | 860630102 | 11,813            | 245643         |            |              | DEFINED              |
| STILLWATER MNG CO            | COM            | 86074Q102 | 93                | 16300          |            |              | DEFINED              |
| STONE ENERGY CORP            | COM            | 861642106 | 741               | 99849          |            |              | DEFINED              |
| STONERIDGE INC               | COM            | 86183P102 | 98                | 20385          |            |              | DEFINED              |
| STRATEGIC HOTELS & RESORTS I | COM            | 86272T106 | 76                | 68050          |            |              | DEFINED              |
| STRAYER ED INC               | COM            | 863236105 | 2,305             | 10570          |            |              | DEFINED              |
| STRYKER CORP                 | COM            | 863667101 | 6,286             | 158188         |            |              | DEFINED              |
| STURM RUGER & CO INC         | COM            | 864159108 | 407               | 32700          |            |              | DEFINED              |
| SUCCESSFACTORS INC           | COM            | 864596101 | 99                | 10750          |            |              | DEFINED              |
| SUMTOTAL SYS INC             | COM            | 866615107 | 65                | 13500          |            |              | DEFINED              |
| SUN BANCORP INC              | COM            | 86663B102 | 112               | 21692          |            |              | DEFINED              |
| SUN COMMUNITIES INC          | COM            | 866674104 | 295               | 21442          |            |              | DEFINED              |
| SUN HEALTHCARE GROUP INC     | COM NEW        | 866933401 | 181               | 21500          |            |              | DEFINED              |

Edgar Filing: ING GROEP NV - Form 13F-HR

|                      |          |           |        |         |         |
|----------------------|----------|-----------|--------|---------|---------|
| SUN LIFE FINL INC    | COM      | 866796105 | 5,310  | 197236  | DEFINED |
| SUN MICROSYSTEMS INC | COM NEW  | 866810203 | 2,684  | 291087  | DEFINED |
| SUNCOR ENERGY INC    | COM      | 867229106 | 37,939 | 1250460 | DEFINED |
| SUNOCO INC           | COM      | 86764P109 | 3,885  | 167437  | DEFINED |
| SUNPOWER CORP        | COM CL A | 867652109 | 3,199  | 120230  | DEFINED |

| COLUMN 1  | COLUMN 2       | COLUMN 3  | COLUMN 4          | COLUMN 5       | COLUMN 6            |                      |
|---|----------------|-----------|-------------------|----------------|---------------------|----------------------|
| NAME OF ISSUER                                  | TITLE OF CLASS | CUSIP     | VALUE<br>(x 1000) | # OF<br>SHARES | SH/<br>PUT/<br>CALL | INVESTME<br>DISCRETI |
| SUNRISE SENIOR LIVING INC                       | COM            | 86768K106 | 42                | 25250          |                     | DEFINED              |
| SUNSTONE HOTEL INVS INC NEW                     | COM            | 867892101 | 99                | 18434          |                     | DEFINED              |
| SUNTECH PWR HLDGS CO LTD                        | ADR            | 86800C104 | 2,036             | 114000         |                     | DEFINED              |
| SUNTRUST BKS INC                                | COM            | 867914103 | 2,995             | 182042         |                     | DEFINED              |
| SUPER MICRO COMPUTER INC                        | COM            | 86800U104 | 82                | 10700          |                     | DEFINED              |
| SUPERGEN INC                                    | COM            | 868059106 | 62                | 30700          |                     | DEFINED              |
| SUPERIOR ENERGY SVCS INC                        | COM            | 868157108 | 1,326             | 76770          |                     | DEFINED              |
| SUPERIOR INDS INTL INC                          | COM            | 868168105 | 1,619             | 114822         |                     | DEFINED              |
| SUPERIOR WELL SVCS INC                          | COM            | 86837X105 | 103               | 17260          |                     | DEFINED              |
| SUPERTEX INC                                    | COM            | 868532102 | 372               | 14810          |                     | DEFINED              |
| SUPERVALU INC                                   | COM            | 868536103 | 4,950             | 382208         |                     | DEFINED              |
| SUSQUEHANNA BANCSHARES INC P                    | COM            | 869099101 | 1,650             | 337516         |                     | DEFINED              |
| SUTOR TECH GROUP LTD                            | COM            | 869362103 | 33                | 10200          |                     | DEFINED              |
| SVB FINL GROUP                                  | COM            | 78486Q101 | 1,180             | 43352          |                     | DEFINED              |
| SWIFT ENERGY CO                                 | COM            | 870738101 | 391               | 23510          |                     | DEFINED              |
| SWS GROUP INC                                   | COM            | 78503N107 | 1,093             | 78271          |                     | DEFINED              |
| SXC HEALTH SOLUTIONS CORP                       | COM            | 78505P100 | 717               | 28200          |                     | DEFINED              |
| SYBASE INC                                      | COM            | 871130100 | 11,461            | 365697         |                     | DEFINED              |
| SYCAMORE NETWORKS INC                           | COM            | 871206108 | 290               | 92720          |                     | DEFINED              |
| SYKES ENTERPRISES INC                           | COM            | 871237103 | 4,280             | 236600         |                     | DEFINED              |
| SYMANTEC CORP                                   | COM            | 871503108 | 24,150            | 1550042        |                     | DEFINED              |
| SYMMETRICOM INC                                 | COM            | 871543104 | 578               | 100216         |                     | DEFINED              |
| SYMMETRY MED INC                                | COM            | 871546206 | 130               | 14000          |                     | DEFINED              |
| SYMYX TECHNOLOGIES                              | COM            | 87155S108 | 70                | 12050          |                     | DEFINED              |
| SYNAPTICS INC                                   | COM            | 87157D109 | 9,874             | 255465         |                     | DEFINED              |
| SYNIVERSE HLDGS INC                             | COM            | 87163F106 | 1,852             | 115550         |                     | DEFINED              |
| SYNNEX CORP                                     | COM            | 87162W100 | 1,785             | 71420          |                     | DEFINED              |
| SYNOPSIS INC                                    | COM            | 871607107 | 2,614             | 133985         |                     | DEFINED              |
| SYNOVUS FINL CORP                               | COM            | 87161C105 | 131               | 43850          |                     | DEFINED              |
| SYNTEL INC                                      | COM            | 87162H103 | 204               | 6500           |                     | DEFINED              |
| SYNTROLEUM CORP                                 | COM            | 871630109 | 58                | 26200          |                     | DEFINED              |
| SYSCO CORP                                      | COM            | 871829107 | 7,244             | 322226         |                     | DEFINED              |
| T-3 ENERGY SRVCS INC                            | COM            | 87306E107 | 237               | 19920          |                     | DEFINED              |
| TAIWAN SEMICONDUCTOR<br>MANUFACTURING CO., LTD. | SPONSORED ADR  | 874039100 | 11,871            | 1,261,575      | SH                  | DEFINED              |
| TAIWAN SEMICONDUCTOR MFG LTD                    | SPONSORED ADR  | 874039100 | 55,598            | 5908353        |                     | DEFINED              |
| TAKE-TWO INTERACTIVE SOFTWARE                   | COM            | 874054109 | 1,308             | 138130         |                     | DEFINED              |
| TALBOTS INC                                     | COM            | 874161102 | 126               | 23300          |                     | DEFINED              |
| TALEO CORP                                      | CL A           | 87424N104 | 840               | 46000          |                     | DEFINED              |
| TALISMAN ENERGY INC                             | COM            | 87425E103 | 47,759            | 3342130        |                     | DEFINED              |
| TANGER FACTORY OUTLET CTRS I                    | COM            | 875465106 | 6,469             | 199490         |                     | DEFINED              |
| TARGET CORP                                     | COM            | 87612E106 | 26,196            | 663691         |                     | DEFINED              |
| TASER INTL INC                                  | COM            | 87651B104 | 103               | 22550          |                     | DEFINED              |
| TATA MTRS LTD                                   | SPONSORED ADR  | 876568502 | 505               | 59321          |                     | DEFINED              |
| TAUBMAN CTRS INC                                | COM            | 876664103 | 5,930             | 220766         |                     | DEFINED              |

Edgar Filing: ING GROEP NV - Form 13F-HR

|                         |     |           |        |         |         |
|-------------------------|-----|-----------|--------|---------|---------|
| TCF FINL CORP           | COM | 872275102 | 1,128  | 84380   | DEFINED |
| TD AMERITRADE HLDG CORP | COM | 87236Y108 | 20,130 | 1147013 | DEFINED |
| TECH DATA CORP          | COM | 878237106 | 4,611  | 140979  | DEFINED |

| COLUMN 1                            | COLUMN 2       | COLUMN 3  | COLUMN 4          | COLUMN 5       | COLUMN 6                   |                      |
|-------------------------------------|----------------|-----------|-------------------|----------------|----------------------------|----------------------|
| NAME OF ISSUER                      | TITLE OF CLASS | CUSIP     | VALUE<br>(x 1000) | # OF<br>SHARES | SH/<br>PRN<br>PUT/<br>CALL | INVESTME<br>DISCRETI |
| TECHNE CORP                         | COM            | 878377100 | 839               | 13150          |                            | DEFINED              |
| TECK RESOURCES LTD                  | CL B           | 878742204 | 3,925             | 246215         |                            | DEFINED              |
| TECO ENERGY INC                     | COM            | 872375100 | 926               | 77581          |                            | DEFINED              |
| TECUMSEH PRODS CO                   | CL A           | 878895200 | 308               | 31670          |                            | DEFINED              |
| TEJON RANCH CO DEL                  | COM            | 879080109 | 213               | 8050           |                            | DEFINED              |
| TEKELEC                             | COM            | 879101103 | 6,218             | 369479         |                            | DEFINED              |
| TELE NORTE LESTE PART S A           | SPON ADR PFD   | 879246106 | 5,994             | 403083         |                            | DEFINED              |
| TELE NORTE LESTE PARTICIPACOES SA   | SPON ADR PFD   | 879246106 | 657               | 44,194         | SH                         | DEFINED              |
| TELECOMMUNICATION SYS INC           | CL A           | 87929J103 | 202               | 28350          |                            | DEFINED              |
| TELEDYNE TECHNOLOGIES INC           | COM            | 879360105 | 9,128             | 278719         |                            | DEFINED              |
| TELEFLEX INC                        | COM            | 879369106 | 303               | 6750           |                            | DEFINED              |
| TELEPHONE & DATA SYS INC            | COM            | 879433100 | 3,009             | 106312         |                            | DEFINED              |
| TELETECH HOLDINGS INC               | COM            | 879939106 | 188               | 12400          |                            | DEFINED              |
| TELLABS INC                         | COM            | 879664100 | 1,153             | 201150         |                            | DEFINED              |
| TELUS CORP                          | NON-VTG SHS    | 87971M202 | 4,926             | 190911         |                            | DEFINED              |
| TEMPLE INLAND INC                   | COM            | 879868107 | 1,175             | 89550          |                            | DEFINED              |
| TEMPUR PEDIC INTL INC               | COM            | 88023U101 | 298               | 22790          |                            | DEFINED              |
| TENET HEALTHCARE CORP               | COM            | 88033G100 | 3,861             | 1369311        |                            | DEFINED              |
| TENNECO INC                         | COM            | 880349105 | 229               | 21600          |                            | DEFINED              |
| TERADATA CORP DEL                   | COM            | 88076W103 | 5,351             | 228387         |                            | DEFINED              |
| TERADYNE INC                        | COM            | 880770102 | 1,323             | 192806         |                            | DEFINED              |
| TEREX CORP NEW                      | COM            | 880779103 | 2,723             | 225600         |                            | DEFINED              |
| TERRA INDS INC                      | COM            | 880915103 | 6,765             | 279320         |                            | DEFINED              |
| TERREMARK WORLDWIDE INC             | COM NEW        | 881448203 | 97                | 16850          |                            | DEFINED              |
| TESORO CORP                         | COM            | 881609101 | 5,268             | 413815         |                            | DEFINED              |
| TESSERA TECHNOLOGIES INC            | COM            | 88164L100 | 731               | 28900          |                            | DEFINED              |
| TETRA TECH INC NEW                  | COM            | 88162G103 | 1,669             | 58250          |                            | DEFINED              |
| TETRA TECHNOLOGIES INC DEL          | COM            | 88162F105 | 3,547             | 445653         |                            | DEFINED              |
| TEVA PHARMACEUTICAL INDS LTD        | ADR            | 881624209 | 54,515            | 1104889        |                            | DEFINED              |
| TEVA PHARMACEUTICAL INDUSTRIES LTD. | ADR            | 881624209 | 3,145             | 63,751         | SH                         | DEFINED              |
| TEXAS INDS INC                      | COM            | 882491103 | 836               | 26660          |                            | DEFINED              |
| TEXAS INSTRS INC                    | COM            | 882508104 | 45,276            | 2125616        |                            | DEFINED              |
| TEXAS ROADHOUSE INC                 | CL A           | 882681109 | 513               | 47010          |                            | DEFINED              |
| TEXTRON INC                         | COM            | 883203101 | 1,006             | 104151         |                            | DEFINED              |
| TFS FINL CORP                       | COM            | 87240R107 | 180               | 16950          |                            | DEFINED              |
| THERAVANCE INC                      | COM            | 88338T104 | 254               | 17350          |                            | DEFINED              |
| THERMO FISHER SCIENTIFIC INC        | COM            | 883556102 | 84,804            | 2080071        |                            | DEFINED              |
| THOMAS & BETTS CORP                 | COM            | 884315102 | 3,228             | 111864         |                            | DEFINED              |
| THOMAS WEISEL PARTNERS GRP I        | COM            | 884481102 | 81                | 13450          |                            | DEFINED              |
| THOMSON REUTERS CORP                | COM            | 884903105 | 7,808             | 266397         |                            | DEFINED              |
| THOR INDS INC                       | COM            | 885160101 | 1,964             | 106900         |                            | DEFINED              |
| THORATEC CORP                       | COM NEW        | 885175307 | 1,664             | 62150          |                            | DEFINED              |
| THQ INC                             | COM NEW        | 872443403 | 2,179             | 304277         |                            | DEFINED              |
| TIBCO SOFTWARE INC                  | COM            | 88632Q103 | 1,030             | 143670         |                            | DEFINED              |
| TICKETMASTER ENTMT INC              | COM            | 88633P302 | 413               | 64330          |                            | DEFINED              |
| TIDEWATER INC                       | COM            | 886423102 | 6,597             | 153876         |                            | DEFINED              |

Edgar Filing: ING GROEP NV - Form 13F-HR

| COLUMN 1                     | COLUMN 2       | COLUMN 3  | COLUMN 4          | COLUMN 5       | COLUMN 6             |                      |
|------------------------------|----------------|-----------|-------------------|----------------|----------------------|----------------------|
| NAME OF ISSUER               | TITLE OF CLASS | CUSIP     | VALUE<br>(x 1000) | # OF<br>SHARES | SH/ PUT/<br>PRN CALL | INVESTME<br>DISCRETI |
| TIFFANY & CO NEW             | COM            | 886547108 | 1,182             | 46608          |                      | DEFINED              |
| TIM HORTONS INC              | COM            | 88706M103 | 907               | 36950          |                      | DEFINED              |
| TIMBERLAND CO                | CL A           | 887100105 | 1,540             | 116050         |                      | DEFINED              |
| TIME WARNER CABLE INC        | COM            | 88732J207 | 8,421             | 265907         |                      | DEFINED              |
| TIME WARNER INC              | COM NEW        | 887317303 | 42,758            | 1697433        |                      | DEFINED              |
| TIMKEN CO                    | COM            | 887389104 | 8,046             | 471068         |                      | DEFINED              |
| TITAN INTL INC ILL           | COM            | 88830M102 | 120               | 16075          |                      | DEFINED              |
| TITANIUM METALS CORP         | COM NEW        | 888339207 | 687               | 74754          |                      | DEFINED              |
| TIVO INC                     | COM            | 888706108 | 346               | 33050          |                      | DEFINED              |
| TJX COS INC NEW              | COM            | 872540109 | 38,527            | 1224632        |                      | DEFINED              |
| TOLL BROTHERS INC            | COM            | 889478103 | 3,953             | 232950         |                      | DEFINED              |
| TOMOTHERAPY INC              | COM            | 890088107 | 56                | 20450          |                      | DEFINED              |
| TOMPKINS FINANCIAL CORPORATI | COM            | 890110109 | 1,373             | 28627          |                      | DEFINED              |
| TORCHMARK CORP               | COM            | 891027104 | 6,244             | 168567         |                      | DEFINED              |
| TOREADOR RES CORP            | COM            | 891050106 | 102               | 15150          |                      | DEFINED              |
| TORO CO                      | COM            | 891092108 | 5,586             | 186839         |                      | DEFINED              |
| TOTAL SYS SVCS INC           | COM            | 891906109 | 1,141             | 85230          |                      | DEFINED              |
| TOWER BANCORP INC            | COM            | 891709107 | 717               | 20400          |                      | DEFINED              |
| TOWER GROUP INC              | COM            | 891777104 | 4,192             | 169184         |                      | DEFINED              |
| TOWN SPORTS INTL HLDGS INC   | COM            | 89214A102 | 61                | 16300          |                      | DEFINED              |
| TRACTOR SUPPLY CO            | COM            | 892356106 | 3,331             | 80620          |                      | DEFINED              |
| TRADESTATION GROUP INC       | COM            | 89267P105 | 268               | 31650          |                      | DEFINED              |
| TRANSALTA CORP               | COM            | 89346D107 | 16,139            | 830600         |                      | DEFINED              |
| TRANSATLANTIC HLDGS INC      | COM            | 893521104 | 354               | 8165           |                      | DEFINED              |
| TRANSCANADA CORP             | COM            | 89353D107 | 52,403            | 1947343        |                      | DEFINED              |
| TRANSDIGM GROUP INC          | COM            | 893641100 | 29,455            | 813675         |                      | DEFINED              |
| TRAVELERS COMPANIES INC      | COM            | 89417E109 | 29,943            | 729608         |                      | DEFINED              |
| TRAVELERS COS, INC./THE      | COM            | 89417E109 | 583               | 14,194         | SH                   | DEFINED              |
| TREDEGAR CORP                | COM            | 894650100 | 1,000             | 75070          |                      | DEFINED              |
| TREEHOUSE FOODS INC          | COM            | 89469A104 | 1,895             | 65856          |                      | DEFINED              |
| TRIANGLE CAP CORP            | COM            | 895848109 | 214               | 19600          |                      | DEFINED              |
| TRICO BANCSHARES             | COM            | 896095106 | 438               | 28250          |                      | DEFINED              |
| TRIDENT MICROSYSTEMS INC     | COM            | 895919108 | 43                | 24950          |                      | DEFINED              |
| TRIMBLE NAVIGATION LTD       | COM            | 896239100 | 1,610             | 82040          |                      | DEFINED              |
| TRINITY INDS INC             | COM            | 896522109 | 305               | 22400          |                      | DEFINED              |
| TRIPLE-S MGMT CORP           | CL B           | 896749108 | 247               | 15848          |                      | DEFINED              |
| TRIQUINT SEMICONDUCTOR INC   | COM            | 89674K103 | 936               | 176179         |                      | DEFINED              |
| TRIUMPH GROUP INC NEW        | COM            | 896818101 | 3,226             | 80640          |                      | DEFINED              |
| TRUE RELIGION APPAREL INC    | COM            | 89784N104 | 6,078             | 272550         |                      | DEFINED              |
| TRUEBLUE INC                 | COM            | 89785X101 | 3,355             | 399368         |                      | DEFINED              |
| TRUSTCO BK CORP N Y          | COM            | 898349105 | 895               | 152020         |                      | DEFINED              |
| TRUSTMARK CORP               | COM            | 898402102 | 3,226             | 166980         |                      | DEFINED              |
| TRW AUTOMOTIVE HLDGS CORP    | COM            | 87264S106 | 3,423             | 302932         |                      | DEFINED              |
| TTM TECHNOLOGIES INC         | COM            | 87305R109 | 1,126             | 141451         |                      | DEFINED              |
| TUESDAY MORNING CORP         | COM NEW        | 899035505 | 74                | 21973          |                      | DEFINED              |
| TUPPERWARE BRANDS CORP       | COM            | 899896104 | 2,461             | 94570          |                      | DEFINED              |
| TUTOR PERINI CORP            | COM            | 901109108 | 416               | 23950          |                      | DEFINED              |
| TW TELECOM INC               | COM            | 87311L104 | 457               | 44500          |                      | DEFINED              |
| TWEEN BRANDS INC             | COM            | 901166108 | 79                | 11900          |                      | DEFINED              |

Edgar Filing: ING GROEP NV - Form 13F-HR

| COLUMN 1                     | COLUMN 2       | COLUMN 3  | COLUMN 4          | COLUMN 5       | COLUMN 6   |              |                      |
|------------------------------|----------------|-----------|-------------------|----------------|------------|--------------|----------------------|
| NAME OF ISSUER               | TITLE OF CLASS | CUSIP     | VALUE<br>(x 1000) | # OF<br>SHARES | SH/<br>PRN | PUT/<br>CALL | INVESTME<br>DISCRETI |
| TYLER TECHNOLOGIES INC       | COM            | 902252105 | 565               | 36203          |            |              | DEFINED              |
| TYSON FOODS INC              | CL A           | 902494103 | 5,933             | 470495         |            |              | DEFINED              |
| U S AIRWAYS GROUP INC        | COM            | 90341W108 | 185               | 76030          |            |              | DEFINED              |
| U S PHYSICAL THERAPY INC     | COM            | 90337L108 | 199               | 13490          |            |              | DEFINED              |
| U STORE IT TR                | COM            | 91274F104 | 402               | 82100          |            |              | DEFINED              |
| UAL CORP                     | COM NEW        | 902549807 | 215               | 67398          |            |              | DEFINED              |
| UCBH HOLDINGS INC            | COM            | 90262T308 | 152               | 120283         |            |              | DEFINED              |
| UDR INC                      | COM            | 902653104 | 7,364             | 712836         |            |              | DEFINED              |
| UGI CORP NEW                 | COM            | 902681105 | 5,870             | 230278         |            |              | DEFINED              |
| UIL HLDG CORP                | COM            | 902748102 | 478               | 21302          |            |              | DEFINED              |
| ULTIMATE SOFTWARE GROUP INC  | COM            | 90385D107 | 206               | 8500           |            |              | DEFINED              |
| ULTRA PETROLEUM CORP         | COM            | 903914109 | 14,845            | 380641         |            |              | DEFINED              |
| ULTRATECH INC                | COM            | 904034105 | 604               | 49100          |            |              | DEFINED              |
| UMB FINL CORP                | COM            | 902788108 | 8,432             | 221829         |            |              | DEFINED              |
| UMPQUA HLDGS CORP            | COM            | 904214103 | 604               | 77796          |            |              | DEFINED              |
| UNDER ARMOUR INC             | CL A           | 904311107 | 528               | 23600          |            |              | DEFINED              |
| UNIFI INC                    | COM            | 904677101 | 40                | 28450          |            |              | DEFINED              |
| UNIFIRST CORP MASS           | COM            | 904708104 | 870               | 23410          |            |              | DEFINED              |
| UNILEVER N V                 | N Y SHS NEW    | 904784709 | 1,676             | 69300          |            |              | DEFINED              |
| UNION PAC CORP               | COM            | 907818108 | 36,794            | 706755         |            |              | DEFINED              |
| UNISOURCE ENERGY CORP        | COM            | 909205106 | 3,433             | 129370         |            |              | DEFINED              |
| UNISYS CORP                  | COM            | 909214108 | 168               | 111200         |            |              | DEFINED              |
| UNIT CORP                    | COM            | 909218109 | 6,190             | 224519         |            |              | DEFINED              |
| UNITED NAT FOODS INC         | COM            | 911163103 | 1,358             | 51724          |            |              | DEFINED              |
| UNITED ONLINE INC            | COM            | 911268100 | 1,414             | 217279         |            |              | DEFINED              |
| UNITED PARCEL SERVICE INC    | CL B           | 911312106 | 59,572            | 1191683        |            |              | DEFINED              |
| UNITED RENTALS INC           | COM            | 911363109 | 140               | 21543          |            |              | DEFINED              |
| UNITED SEC BANCSHARES INC    | SHS            | 911459105 | 933               | 42600          |            |              | DEFINED              |
| UNITED AMER INDEMNITY LTD    | CL A           | 90933T109 | 340               | 71021          |            |              | DEFINED              |
| UNITED BANKSHARES INC WEST V | COM            | 909907107 | 907               | 46440          |            |              | DEFINED              |
| UNITED CMNTY BKS BLAIRSVLE G | CAP STK        | 90984P105 | 87                | 14474          |            |              | DEFINED              |
| UNITED FINANCIAL BANCORP INC | COM            | 91030T109 | 574               | 41540          |            |              | DEFINED              |
| UNITED FIRE & CAS CO         | COM            | 910331107 | 409               | 23877          |            |              | DEFINED              |
| UNITED MICROELECTRONICS CORP | SPON ADR NEW   | 910873405 | 804               | 304678         |            |              | DEFINED              |
| UNITED STATES OIL FUND LP    | UNITS          | 91232N108 | 1,703             | 44900          |            |              | DEFINED              |
| UNITED STATES STL CORP NEW   | COM            | 912909108 | 42,885            | 1199912        |            |              | DEFINED              |
| UNITED STATIONERS INC        | COM            | 913004107 | 376               | 10780          |            |              | DEFINED              |
| UNITED TECHNOLOGIES CORP     | COM            | 913017109 | 51,860            | 998085         |            |              | DEFINED              |
| UNITED THERAPEUTICS CORP DEL | COM            | 91307C102 | 2,081             | 24976          |            |              | DEFINED              |
| UNITEDHEALTH GROUP INC       | COM            | 91324P102 | 37,807            | 1513497        |            |              | DEFINED              |
| UNITIL CORP                  | COM            | 913259107 | 252               | 12200          |            |              | DEFINED              |
| UNITRIN INC                  | COM            | 913275103 | 2,553             | 212370         |            |              | DEFINED              |
| UNIVERSAL AMERICAN CORP      | COM            | 913377107 | 255               | 29290          |            |              | DEFINED              |
| UNIVERSAL CORP VA            | COM            | 913456109 | 3,002             | 90680          |            |              | DEFINED              |
| UNIVERSAL DISPLAY CORP       | COM            | 91347P105 | 100               | 10200          |            |              | DEFINED              |
| UNIVERSAL ELECTRS INC        | COM            | 913483103 | 839               | 41620          |            |              | DEFINED              |
| UNIVERSAL FST PRODS INC      | COM            | 913543104 | 1,605             | 48492          |            |              | DEFINED              |
| UNIVERSAL HEALTH RLTY INCM T | SH BEN INT     | 91359E105 | 217               | 6870           |            |              | DEFINED              |

Edgar Filing: ING GROEP NV - Form 13F-HR

| COLUMN 1                     | COLUMN 2       | COLUMN 3  | COLUMN 4          | COLUMN 5       |            | COLUMN 6     |                      |
|------------------------------|----------------|-----------|-------------------|----------------|------------|--------------|----------------------|
| NAME OF ISSUER               | TITLE OF CLASS | CUSIP     | VALUE<br>(x 1000) | # OF<br>SHARES | SH/<br>PRN | PUT/<br>CALL | INVESTME<br>DISCRETI |
| UNIVERSAL HLTH SVCS INC      | CL B           | 913903100 | 12,848            | 262999         |            |              | DEFINED              |
| UNIVERSAL TECHNICAL INST INC | COM            | 913915104 | 571               | 38250          |            |              | DEFINED              |
| UNIVERSAL TRAVEL GROUP       | COM NEW        | 91388Q202 | 493               | 44100          |            |              | DEFINED              |
| UNIVEST CORP PA              | COM            | 915271100 | 362               | 17850          |            |              | DEFINED              |
| UNUM GROUP                   | COM            | 91529Y106 | 11,390            | 718167         |            |              | DEFINED              |
| URANIUM ENERGY CORP          | COM            | 916896103 | 68                | 23500          |            |              | DEFINED              |
| URBAN OUTFITTERS INC         | COM            | 917047102 | 2,360             | 112960         |            |              | DEFINED              |
| URS CORP NEW                 | COM            | 903236107 | 5,706             | 115230         |            |              | DEFINED              |
| US BANCORP DEL               | COM NEW        | 902973304 | 25,213            | 1406969        |            |              | DEFINED              |
| US GOLD CORPORATION          | COM PAR \$0.10 | 912023207 | 79                | 30000          |            |              | DEFINED              |
| USA MOBILITY INC             | COM            | 90341G103 | 233               | 18240          |            |              | DEFINED              |
| USEC INC                     | COM            | 90333E108 | 307               | 57680          |            |              | DEFINED              |
| UTSTARCOM INC                | COM            | 918076100 | 44                | 27000          |            |              | DEFINED              |
| V F CORP                     | COM            | 918204108 | 2,739             | 49493          |            |              | DEFINED              |
| VAALCO ENERGY INC            | COM NEW        | 91851C201 | 388               | 91800          |            |              | DEFINED              |
| VAIL RESORTS INC             | COM            | 91879Q109 | 322               | 12000          |            |              | DEFINED              |
| VALASSIS COMMUNICATIONS INC  | COM            | 918866104 | 204               | 33350          |            |              | DEFINED              |
| VALE S A                     | ADR            | 91912E105 | 6,442             | 365394         |            |              | DEFINED              |
| VALE S A                     | ADR REPSTG PFD | 91912E204 | 11,938            | 777750         |            |              | DEFINED              |
| VALE SA                      | ADR            | 91912E105 | 1,234             | 70,022         | SH         |              | DEFINED              |
| VALE SA                      | ADR REPSTG PFD | 91912E204 | 1,652             | 107,633        | SH         |              | DEFINED              |
| VALEANT PHARMACEUTICALS INTL | COM            | 91911X104 | 4,744             | 184460         |            |              | DEFINED              |
| VALENCE TECHNOLOGY INC       | COM            | 918914102 | 36                | 19850          |            |              | DEFINED              |
| VALERO ENERGY CORP NEW       | COM            | 91913Y100 | 21,629            | 1280599        |            |              | DEFINED              |
| VALLEY NATL BANCORP          | COM            | 919794107 | 247               | 21151          |            |              | DEFINED              |
| VALMONT INDS INC             | COM            | 920253101 | 1,186             | 16450          |            |              | DEFINED              |
| VALSPAR CORP                 | COM            | 920355104 | 6,295             | 279416         |            |              | DEFINED              |
| VALUECLICK INC               | COM            | 92046N102 | 5,439             | 516988         |            |              | DEFINED              |
| VARIAN INC                   | COM            | 922206107 | 14,698            | 372770         |            |              | DEFINED              |
| VARIAN MED SYS INC           | COM            | 92220P105 | 1,742             | 49560          |            |              | DEFINED              |
| VARIAN SEMICONDUCTOR EQUIPMN | COM            | 922207105 | 2,530             | 105479         |            |              | DEFINED              |
| VASCO DATA SEC INTL INC      | COM            | 92230Y104 | 1,269             | 173626         |            |              | DEFINED              |
| VCA ANTECH INC               | COM            | 918194101 | 538               | 20150          |            |              | DEFINED              |
| VECTOR GROUP LTD             | COM            | 92240M108 | 104,112           | 7285630        |            |              | DEFINED              |
| VECTREN CORP                 | COM            | 92240G101 | 4,421             | 188700         |            |              | DEFINED              |
| VEECO INSTRS INC DEL         | COM            | 922417100 | 1,301             | 112269         |            |              | DEFINED              |
| VENOCO INC                   | COM            | 92275P307 | 82                | 10700          |            |              | DEFINED              |
| VENTAS INC                   | COM            | 92276F100 | 8,450             | 282972         |            |              | DEFINED              |
| VERIFONE HLDGS INC           | COM            | 92342Y109 | 180               | 24000          |            |              | DEFINED              |
| VERISIGN INC                 | COM            | 92343E102 | 6,226             | 336175         |            |              | DEFINED              |
| VERIZON COMMUNICATIONS INC   | COM            | 92343V104 | 80,124            | 2607346        |            |              | DEFINED              |
| VERTEX PHARMACEUTICALS INC   | COM            | 92532F100 | 9,906             | 275385         |            |              | DEFINED              |
| VIACOM INC NEW               | CL B           | 92553P201 | 11,915            | 524874         |            |              | DEFINED              |
| VIAD CORP                    | COM NEW        | 92552R406 | 1,235             | 71714          |            |              | DEFINED              |
| VICAL INC                    | COM            | 925602104 | 551               | 204055         |            |              | DEFINED              |
| VICOR CORP                   | COM            | 925815102 | 76                | 10500          |            |              | DEFINED              |
| VIGNETTE CORP                | COM NEW        | 926734401 | 298               | 22668          |            |              | DEFINED              |
| VIMPEL-COMMUNICATIONS OAO    | SPONSORED ADR  | 68370R109 | 1,515             | 128,700        | SH         |              | DEFINED              |



Edgar Filing: ING GROEP NV - Form 13F-HR

| COLUMN 1                     | COLUMN 2       | COLUMN 3  | COLUMN 4          | COLUMN 5       | COLUMN 6                   |                      |
|------------------------------|----------------|-----------|-------------------|----------------|----------------------------|----------------------|
| NAME OF ISSUER               | TITLE OF CLASS | CUSIP     | VALUE<br>(x 1000) | # OF<br>SHARES | SH/<br>PRN<br>PUT/<br>CALL | INVESTME<br>DISCRETI |
| VIRGIN MEDIA INC             | COM            | 92769L101 | 795               | 85045          |                            | DEFINED              |
| VIRGIN MOBILE USA INC        | CL A           | 92769R108 | 47                | 11800          |                            | DEFINED              |
| VIOPHARMA INC                | COM            | 928241108 | 1,376             | 232090         |                            | DEFINED              |
| VISA INC                     | COM CL A       | 92826C839 | 10,436            | 167623         |                            | DEFINED              |
| VISHAY INTERTECHNOLOGY INC   | COM            | 928298108 | 2,823             | 415830         |                            | DEFINED              |
| VIVUS INC                    | COM            | 928551100 | 114               | 18800          |                            | DEFINED              |
| VMWARE INC                   | CL A COM       | 928563402 | 3,186             | 116831         |                            | DEFINED              |
| VOLCANO CORPORATION          | COM            | 928645100 | 217               | 15500          |                            | DEFINED              |
| VOLCOM INC                   | COM            | 92864N101 | 287               | 22990          |                            | DEFINED              |
| VORNADO RLTY TR              | SH BEN INT     | 929042109 | 17,915            | 397852         |                            | DEFINED              |
| VULCAN MATLS CO              | COM            | 929160109 | 3,672             | 85206          |                            | DEFINED              |
| WABASH NATL CORP             | COM            | 929566107 | 50                | 71718          |                            | DEFINED              |
| WABCO HLDGS INC              | COM            | 92927K102 | 843               | 47650          |                            | DEFINED              |
| WABTEC CORP                  | COM            | 929740108 | 14,831            | 461014         |                            | DEFINED              |
| WADDELL & REED FINL INC      | CL A           | 930059100 | 1,040             | 39450          |                            | DEFINED              |
| WAL MART STORES INC          | COM            | 931142103 | 144,529           | 2983679        |                            | DEFINED              |
| WALGREEN CO                  | COM            | 931422109 | 20,949            | 712563         |                            | DEFINED              |
| WALTER ENERGY INC            | COM            | 93317Q105 | 1,460             | 40300          |                            | DEFINED              |
| WARNACO GROUP INC            | COM NEW        | 934390402 | 2,370             | 73140          |                            | DEFINED              |
| WARREN RES INC               | COM            | 93564A100 | 66                | 27000          |                            | DEFINED              |
| WASHINGTON FED INC           | COM            | 938824109 | 174               | 13400          |                            | DEFINED              |
| WASHINGTON POST CO           | CL B           | 939640108 | 701               | 1990           |                            | DEFINED              |
| WASHINGTON REAL ESTATE INVT  | SH BEN INT     | 939653101 | 485               | 21700          |                            | DEFINED              |
| WASTE CONNECTIONS INC        | COM            | 941053100 | 15,409            | 594712         |                            | DEFINED              |
| WASTE MANAGEMENT, INC.       | COM            | 94106L109 | 6,857             | 243,504        | SH                         | DEFINED              |
| WASTE MGMT INC DEL           | COM            | 94106L109 | 17,438            | 619233         |                            | DEFINED              |
| WASTE SERVICES INC DEL       | COM NEW        | 941075202 | 74                | 14250          |                            | DEFINED              |
| WATERS CORP                  | COM            | 941848103 | 32,050            | 622689         |                            | DEFINED              |
| WATSCO INC                   | COM            | 942622200 | 36,156            | 738939         |                            | DEFINED              |
| WATSON PHARMACEUTICALS INC   | COM            | 942683103 | 28,893            | 857620         |                            | DEFINED              |
| WATSON WYATT WORLDWIDE INC   | CL A           | 942712100 | 9,929             | 264553         |                            | DEFINED              |
| WATTS WATER TECHNOLOGIES INC | CL A           | 942749102 | 8,447             | 392150         |                            | DEFINED              |
| WAUSAU PAPER CORP            | COM            | 943315101 | 89                | 13200          |                            | DEFINED              |
| WD-40 CO                     | COM            | 929236107 | 316               | 10900          |                            | DEFINED              |
| WEB COM GROUP INC            | COM            | 94733A104 | 60                | 10600          |                            | DEFINED              |
| WEBSense INC                 | COM            | 947684106 | 4,980             | 279169         |                            | DEFINED              |
| WEBSTER FINL CORP CONN       | COM            | 947890109 | 214               | 26600          |                            | DEFINED              |
| WEIGHT WATCHERS INTL INC NEW | COM            | 948626106 | 603               | 23418          |                            | DEFINED              |
| WEINGARTEN RLTY INVS         | SH BEN INT     | 948741103 | 3,430             | 236370         |                            | DEFINED              |
| WELLCARE HEALTH PLANS INC    | COM            | 94946T106 | 1,563             | 84550          |                            | DEFINED              |
| WELLPOINT INC                | COM            | 94973V107 | 26,672            | 524102         |                            | DEFINED              |
| WELLS FARGO & CO NEW         | COM            | 949746101 | 174,673           | 7200029        |                            | DEFINED              |
| WENDYS ARBYS GROUP INC       | COM            | 950587105 | 1,143             | 285700         |                            | DEFINED              |
| WERNER ENTERPRISES INC       | COM            | 950755108 | 1,286             | 70954          |                            | DEFINED              |
| WESBANCO INC                 | COM            | 950810101 | 636               | 43770          |                            | DEFINED              |
| WESCO INTL INC               | COM            | 95082P105 | 580               | 23150          |                            | DEFINED              |
| WEST BANCORPORATION INC      | CAP STK        | 95123P106 | 60                | 11900          |                            | DEFINED              |
| WEST PHARMACEUTICAL SVSC INC | COM            | 955306105 | 696               | 19980          |                            | DEFINED              |

COLUMN 1

COLUMN 2

COLUMN 3 COLUMN 4

COLUMN 5

COLUMN 6

Edgar Filing: ING GROEP NV - Form 13F-HR

| NAME OF ISSUER               | TITLE OF CLASS | CUSIP     | VALUE<br>(x 1000) | # OF<br>SHARES | SH/<br>PRN | PUT/<br>CALL | INVESTME<br>DISCRETI |
|------------------------------|----------------|-----------|-------------------|----------------|------------|--------------|----------------------|
| WESTAMERICA BANCORPORATION   | COM            | 957090103 | 10,153            | 204653         |            |              | DEFINED              |
| WESTAR ENERGY INC            | COM            | 95709T100 | 757               | 40340          |            |              | DEFINED              |
| WESTERN ALLIANCE BANCORP     | COM            | 957638109 | 4,729             | 691412         |            |              | DEFINED              |
| WESTERN DIGITAL CORP         | COM            | 958102105 | 29,841            | 1126087        |            |              | DEFINED              |
| WESTERN GAS PARTNERS LP      | COM UNIT LP IN | 958254104 | 619               | 39886          |            |              | DEFINED              |
| WESTERN REFNG INC            | COM            | 959319104 | 104               | 14710          |            |              | DEFINED              |
| WESTERN UN CO                | COM            | 959802109 | 17,878            | 1090128        |            |              | DEFINED              |
| WESTFIELD FINANCIAL INC NEW  | COM            | 96008P104 | 4,500             | 496670         |            |              | DEFINED              |
| WET SEAL INC                 | CL A           | 961840105 | 4,100             | 1335551        |            |              | DEFINED              |
| WEYERHAEUSER CO              | COM            | 962166104 | 4,981             | 163682         |            |              | DEFINED              |
| WGL HLDGS INC                | COM            | 92924F106 | 7,190             | 224543         |            |              | DEFINED              |
| WHIRLPOOL CORP               | COM            | 963320106 | 1,115             | 26189          |            |              | DEFINED              |
| WHITING PETE CORP NEW        | COM            | 966387102 | 255               | 7250           |            |              | DEFINED              |
| WHITNEY HLDG CORP            | COM            | 966612103 | 277               | 30250          |            |              | DEFINED              |
| WHOLE FOODS MKT INC          | COM            | 966837106 | 931               | 49075          |            |              | DEFINED              |
| WILEY JOHN & SONS INC        | CL A           | 968223206 | 291               | 8750           |            |              | DEFINED              |
| WILLBROS GROUP INC DEL       | COM            | 969203108 | 254               | 20300          |            |              | DEFINED              |
| WILLIAMS COS INC DEL         | COM            | 969457100 | 9,032             | 578630         |            |              | DEFINED              |
| WILLIAMS PIPELINE PARTNERS L | COM UNIT LP IN | 96950K103 | 2,637             | 145993         |            |              | DEFINED              |
| WILLIAMS SONOMA INC          | COM            | 969904101 | 2,195             | 184900         |            |              | DEFINED              |
| WILMINGTON TRUST CORP        | COM            | 971807102 | 579               | 42370          |            |              | DEFINED              |
| WILSHIRE BANCORP INC         | COM            | 97186T108 | 405               | 70450          |            |              | DEFINED              |
| WIND RIVER SYSTEMS INC       | COM            | 973149107 | 3,067             | 267650         |            |              | DEFINED              |
| WINDSTREAM CORP              | COM            | 97381W104 | 2,783             | 332920         |            |              | DEFINED              |
| WINN DIXIE STORES INC        | COM NEW        | 974280307 | 325               | 25910          |            |              | DEFINED              |
| WINNEBAGO INDS INC           | COM            | 974637100 | 77                | 10400          |            |              | DEFINED              |
| WINTRUST FINANCIAL CORP      | COM            | 97650W108 | 454               | 28211          |            |              | DEFINED              |
| WISCONSIN ENERGY CORP        | COM            | 976657106 | 1,919             | 47140          |            |              | DEFINED              |
| WMS INDS INC                 | COM            | 929297109 | 10,114            | 320970         |            |              | DEFINED              |
| WOLVERINE WORLD WIDE INC     | COM            | 978097103 | 9,596             | 434975         |            |              | DEFINED              |
| WOODWARD GOVERNOR CO         | COM            | 980745103 | 4,097             | 206900         |            |              | DEFINED              |
| WORLD ACCEP CORP DEL         | COM            | 981419104 | 1,171             | 58791          |            |              | DEFINED              |
| WORLD FUEL SVCS CORP         | COM            | 981475106 | 2,668             | 64700          |            |              | DEFINED              |
| WORLD WRESTLING ENTMT INC    | CL A           | 98156Q108 | 606               | 48276          |            |              | DEFINED              |
| WORTHINGTON INDS INC         | COM            | 981811102 | 2,435             | 190351         |            |              | DEFINED              |
| WRIGHT EXPRESS CORP          | COM            | 98233Q105 | 1,969             | 77320          |            |              | DEFINED              |
| WRIGHT MED GROUP INC         | COM            | 98235T107 | 589               | 36200          |            |              | DEFINED              |
| WYETH                        | COM            | 983024100 | 60,020            | 1322316        |            |              | DEFINED              |
| WYNDHAM WORLDWIDE CORP       | COM            | 98310W108 | 1,809             | 149272         |            |              | DEFINED              |
| WYNN RESORTS LTD             | COM            | 983134107 | 8,125             | 230181         |            |              | DEFINED              |
| XCEL ENERGY INC              | COM            | 98389B100 | 6,297             | 342068         |            |              | DEFINED              |
| XENOPORT INC                 | COM            | 98411C100 | 1,725             | 74450          |            |              | DEFINED              |
| XEROX CORP                   | COM            | 984121103 | 6,578             | 1015140        |            |              | DEFINED              |
| XILINX INC                   | COM            | 983919101 | 11,080            | 541567         |            |              | DEFINED              |
| XTO ENERGY INC               | COM            | 98385X106 | 62,055            | 1627022        |            |              | DEFINED              |
| YAHOO INC                    | COM            | 984332106 | 12,105            | 772995         |            |              | DEFINED              |
| YAMANA GOLD INC              | COM            | 98462Y100 | 8,979             | 1015695        |            |              | DEFINED              |
| YINGLI GREEN ENERGY HLDG CO  | ADR            | 98584B103 | 676               | 49900          |            |              | DEFINED              |

COLUMN 1

COLUMN 2

COLUMN 3

COLUMN 4

COLUMN 5

COLUMN

VALUE

# OF

SH/ PUT/

INVESTME

Edgar Filing: ING GROEP NV - Form 13F-HR

| NAME OF ISSUER          | TITLE OF CLASS | CUSIP     | (x 1000) | SHARES | PRN CALL | DISCRETI |
|-------------------------|----------------|-----------|----------|--------|----------|----------|
| YOUNG INNOVATIONS INC   | COM            | 987520103 | 225      | 10324  |          | DEFINED  |
| YRC WORLDWIDE INC       | COM            | 984249102 | 54       | 31050  |          | DEFINED  |
| YUM BRANDS INC          | COM            | 988498101 | 6,227    | 186760 |          | DEFINED  |
| ZALE CORP NEW           | COM            | 988858106 | 135      | 39102  |          | DEFINED  |
| ZEBRA TECHNOLOGIES CORP | CL A           | 989207105 | 393      | 16600  |          | DEFINED  |
| ZENITH NATL INS CORP    | COM            | 989390109 | 508      | 23351  |          | DEFINED  |
| ZEP INC                 | COM            | 98944B108 | 770      | 63932  |          | DEFINED  |
| ZIMMER HLDGS INC        | COM            | 98956P102 | 12,098   | 283993 |          | DEFINED  |
| ZION OIL & GAS INC      | COM            | 989696109 | 1,715    | 161500 |          | DEFINED  |
| ZIONS BANCORPORATION    | COM            | 989701107 | 3,154    | 272862 |          | DEFINED  |
| ZOLL MED CORP           | COM            | 989922109 | 332      | 17160  |          | DEFINED  |
| ZORAN CORP              | COM            | 98975F101 | 410      | 37640  |          | DEFINED  |
| ZUMIEZ INC              | COM            | 989817101 | 163      | 20362  |          | DEFINED  |
| ZYMOGENETICS INC        | COM            | 98985T109 | 104      | 22650  |          | DEFINED  |