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SUN LIFE FINANCIAL INC
Form 13F-HR
August 10, 2011

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

FORM 13F

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: June 30, 2011

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: Sun Life Financial Inc.

Address: 150 King Street West

Toronto, Ontario, Canada, M5H 1J9

Form 13F File Number: 28-05799

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: Victoria Kwan

Title: Director, Compliance

Phone: 416-979-6192

Signature, Place, and Date of Signing:

/s/ Victoria Kwan Toronto, Ontario August 8, 2011

[Signature] [City, State] [Date]

Report Type (Check only one.):

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

/ / 13F NOTICE. (Check here if no holdings reported are in this report,

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and all holdings are reported by other reporting manager(s).)

/X/ 13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

List of Other Managers Reporting for this Manager:
 [If there are no entries in this list, omit this section.]

| Form 13F File Number | Name |
|----------------------|------------------------|
| 28-06597 ----- | McLean Budden ----- |
| 28-04968 ----- | MFS ----- |

FORM 13F SUMMARY PAGE

Report Summary:

| | |
|---|---------------------------------------|
| Number of Other Included Managers: | 2 ----- |
| Form 13F Information Table Entry Total: | 404 ----- |
| Form 13F Information Table Value Total: | US\$1,798,397 ----- (thousands) |

List of Other Included Managers:

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

[If there are no entries in this list, state "NONE" and omit the column headings and list entries.]

| No. | Form 13F File Number | Name |
|------------|----------------------|---|
| 1 ----- | 28-12046 ----- | Sun Capital Advisers LLC. ----- |
| 2 ----- | 28-12047 ----- | Sun Life Assurance Company of Canada ----- |

[Repeat as necessary.]

FORM 13F INFORMATION TABLE - JUNE 30, 2011

| COLUMN 1 | COLUMN 2 | COLUMN 3 | COLUMN 4 | COLUMN 5 | COLUMN 6 |
|----------|----------|----------|----------|----------|---------------------|
| ----- | | | VALUE | SHRS OR | SH/ PUT/ INVESTMENT |

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| NAME OF ISSUER | TITLE OF CLASS | CUSIP | (x\$1000) | PRN | AMT | PRN | CALL | DISCRETION |
|---------------------------------|----------------|-----------|-----------|------------|-----|-----|------|------------|
| 3M Corporation | COM | 88579Y101 | 4,201 | 44,293 | SH | | | SHARED |
| 3M Corporation | COM | 88579Y101 | 55 | 584 | SH | | | SHARED |
| 3M Corporation | COM | 88579Y101 | 1,550 | 16,344 | SH | | | SHARED |
| Aercap Holdings NV | COM | B1HHKD3 | 29 | 2,259 | SH | | | SHARED |
| AES Corporation | COM | 00130H105 | 3,793 | 297,733 | SH | | | SHARED |
| AES Corporation | COM | 00130H105 | 47 | 3,710 | SH | | | SHARED |
| AES Corporation | COM | 00130H105 | 1,384 | 108,630 | SH | | | SHARED |
| Akamai Technologies Inc | COM | 00971T101 | 5,426 | 172,428 | SH | | | SHARED |
| Akamai Technologies Inc | COM | 00971T101 | 2,093 | 66,498 | SH | | | SHARED |
| Alcatel Sa-sponsored Adr | COM | 013904305 | 13,975 | 2,421,973 | SH | | | SHARED |
| Alcatel Sa-sponsored Adr | COM | 013904305 | 182 | 31,506 | SH | | | SHARED |
| Alcatel Sa-sponsored Adr | COM | 013904305 | 5,422 | 939,679 | SH | | | SHARED |
| Alcoa Inc | COM | 013817101 | 3,910 | 246,535 | SH | | | SHARED |
| Alcoa Inc | COM | 013817101 | 1,507 | 95,011 | SH | | | SHARED |
| Alexandria Real Estate Equit | COM | 015271109 | 1,970 | 25,443 | SH | | | SHARED |
| Altria Group Inc | COM | 02209S103 | 1,642 | 62,166 | SH | | | SHARED |
| Altria Group Inc | COM | 02209S103 | 22 | 820 | SH | | | SHARED |
| Altria Group Inc | COM | 02209S103 | 604 | 22,876 | SH | | | SHARED |
| American Eagle Outfitters | COM | 02553E106 | 1,392 | 109,159 | SH | | | SHARED |
| American Express Co | COM | 025816109 | 4,146 | 80,187 | SH | | | SHARED |
| American International Group | COM | 026874784 | 5,673 | 193,475 | SH | | | SHARED |
| Amgen Inc | COM | 031162100 | 3,784 | 64,851 | SH | | | SHARED |
| Amgen Inc | COM | 031162100 | 53 | 910 | SH | | | SHARED |
| Amgen Inc | COM | 031162100 | 1,485 | 25,442 | SH | | | SHARED |
| Associated Estates Realty CP | COM | 045604105 | 467 | 28,755 | SH | | | SHARED |
| AT&T Inc | COM | 00206R102 | 5,770 | 183,703 | SH | | | SHARED |
| AT&T Inc | COM | 00206R102 | 75 | 2,394 | SH | | | SHARED |
| AT&T Inc | COM | 00206R102 | 2,233 | 71,099 | SH | | | SHARED |
| AvalonBay Communities Inc | COM | 053484101 | 1,553 | 12,092 | SH | | | SHARED |
| Bank of America Corp | COM | 060505104 | 43 | 3,928 | SH | | | SHARED |
| Bank of America Corp | COM | 060505104 | 2,198 | 200,543 | SH | | | SHARED |
| Barclays Bank Plc | COM | 06738C828 | 2,756 | 3,210,000 | SH | | | SHARED |
| Barclays Bank Plc | COM | 06738C828 | 4,112 | 4,790,000 | SH | | | SHARED |
| Barclays Bank Plc | COM | 06738C828 | 1,378 | 1,605,000 | SH | | | SHARED |
| Barclays Bank Plc | COM | 06738C828 | 2,228 | 2,595,000 | SH | | | SHARED |
| Barclays Bank Plc | COM | 06738C828 | 11,589 | 13,500,000 | SH | | | SHARED |
| Barclays Bank Plc | COM | 06738C828 | 17,169 | 20,000,000 | SH | | | SHARED |
| Barclays Bank Plc | COM | 06738C828 | 5,151 | 6,000,000 | SH | | | SHARED |
| Barclays Bank Plc | COM | 06738C828 | 2,575 | 3,000,000 | SH | | | SHARED |
| Barclays Bank Plc | COM | 06738C828 | 3,399 | 3,960,000 | SH | | | SHARED |
| Barclays Bank Plc | COM | 06738C828 | 811 | 945,000 | SH | | | SHARED |
| Barclays Bank Plc | COM | 06738C828 | 1,288 | 1,500,000 | SH | | | SHARED |
| Barclays Bank Plc | COM | 06738C828 | 5,151 | 6,000,000 | SH | | | SHARED |
| Barclays Bank Plc | COM | 06738C828 | 2,575 | 3,000,000 | SH | | | SHARED |
| Barclays Bank Plc | COM | 06738C828 | 1,511 | 1,760,000 | SH | | | SHARED |
| Barclays Bank Plc | COM | 06738C828 | 476 | 555,000 | SH | | | SHARED |
| Barclays Bank Plc | COM | 06738C828 | 1,580 | 1,840,000 | SH | | | SHARED |
| Barclays Bank Plc | COM | 06738C828 | 1,665 | 1,940,000 | SH | | | SHARED |
| Baxter International Inc | COM | 071813109 | 58 | 975 | SH | | | SHARED |
| Baxter International Inc | COM | 071813109 | 1,725 | 28,894 | SH | | | SHARED |
| BB&T Corp | COM | 054937107 | 1,289 | 48,016 | SH | | | SHARED |
| Best Buy Company Inc | COM | 086516101 | 51 | 1,617 | SH | | | SHARED |
| Best Buy Company Inc | COM | 086516101 | 1,497 | 47,668 | SH | | | SHARED |
| BIOMED REALTY TRUST INC | COM | 09063H107 | 1,880 | 97,699 | SH | | | SHARED |

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|-----------------------------|-----|--------------|-------|-----------|----|--------|
| Boeing Company | COM | 097023105 | 3,616 | 48,911 | SH | SHARED |
| Boeing Company | COM | 097023105 | 48 | 645 | SH | SHARED |
| Boeing Company | COM | 097023105 | 1,334 | 18,038 | SH | SHARED |
| BOI Capital Funding No 2 LP | COM | 055967AA1 | 97 | 1,944,290 | SH | SHARED |
| Boston Properties Inc | COM | 101121101 | 2,687 | 25,313 | SH | SHARED |
| Boston Scientific Corp | COM | 101137107 | 8,785 | 1,271,282 | SH | SHARED |
| Boston Scientific Corp | COM | 101137107 | 112 | 16,272 | SH | SHARED |
| Boston Scientific Corp | COM | 101137107 | 3,374 | 488,308 | SH | SHARED |
| Boston Scientific | COM | 101137107 | 6,565 | 950,000 | SH | SHARED |
| Brinker International Inc | COM | 109641100 | 60 | 2,456 | SH | SHARED |
| Bristol-Myers Squibb | COM | 110122108 | 4,012 | 138,544 | SH | SHARED |
| Bristol-Myers Squibb | COM | 110122108 | 53 | 1,825 | SH | SHARED |
| Bristol-Myers Squibb | COM | 110122108 | 1,480 | 51,118 | SH | SHARED |
| Brocade Communications Sys | COM | 111621306 | 54 | 8,436 | SH | SHARED |
| CCG Commercial Pool II Inc | COM | 12501RAF6 | 789 | 1,000 | SH | SHARED |
| Centro Properties Group | COM | AU000000CNP0 | 13 | 325,628 | SH | SHARED |
| Centro Properties Group | COM | AU000000CNP0 | 13 | 325,628 | SH | SHARED |
| Centro Properties Group | COM | AU000000CNP0 | 5 | 122,111 | SH | SHARED |
| Centro Properties Group | COM | AU000000CNP0 | 11 | 284,925 | SH | SHARED |
| Centro Properties Group | COM | AU000000CNP0 | 6 | 162,814 | SH | SHARED |
| Centro Properties Group | COM | AU000000CNP0 | 2 | 40,704 | SH | SHARED |
| Centro Properties Group | COM | AU000000CNP0 | 1 | 20,352 | SH | SHARED |
| Centro Properties Group | COM | AU000000CNP0 | 1 | 20,352 | SH | SHARED |
| Centro Properties Group | COM | AU000000CNP0 | 13 | 325,628 | SH | SHARED |
| Centro Properties Group | COM | AU000000CNP0 | 13 | 325,628 | SH | SHARED |
| Centro Properties Group | COM | AU000000CNP0 | 2 | 40,704 | SH | SHARED |
| Centro Properties Group | COM | AU000000CNP0 | 2 | 40,704 | SH | SHARED |
| Charles Schwab Corp./The | COM | 808513105 | 4,217 | 256,345 | SH | SHARED |
| Charles Schwab Corp./The | COM | 808513105 | 39 | 2,353 | SH | SHARED |
| Charles Schwab Corp./The | COM | 808513105 | 1,157 | 70,358 | SH | SHARED |
| Chevron Corporation | COM | 166764100 | 8,636 | 83,972 | SH | SHARED |
| Chevron Corporation | COM | 166764100 | 115 | 1,116 | SH | SHARED |
| Chevron Corporation | COM | 166764100 | 3,437 | 33,419 | SH | SHARED |
| Cisco Systems Inc | COM | 17275R102 | 31 | 2,015 | SH | SHARED |
| Citigroup Inc | COM | 172967424 | 49 | 1,172 | SH | SHARED |
| Citigroup Inc | COM | 172967424 | 1,472 | 35,356 | SH | SHARED |
| Coca-Cola Company | COM | 191216100 | 4,223 | 62,752 | SH | SHARED |
| Coca-Cola Company | COM | 191216100 | 56 | 832 | SH | SHARED |
| Coca-Cola Company | COM | 191216100 | 1,537 | 22,845 | SH | SHARED |
| ConocoPhillips | COM | 20825C104 | 4,336 | 57,672 | SH | SHARED |
| ConocoPhillips | COM | 20825C104 | 59 | 787 | SH | SHARED |
| ConocoPhillips | COM | 20825C104 | 1,655 | 22,012 | SH | SHARED |
| Cosi Inc | COM | 22122P101 | 954 | 996,776 | SH | SHARED |
| Cosi Inc | COM | 22122P101 | 13 | 13,397 | SH | SHARED |
| Cosi Inc | COM | 22122P101 | 356 | 371,709 | SH | SHARED |
| Costco Wholesale Corp | COM | 22160K105 | 2,948 | 36,285 | SH | SHARED |
| Cousins Properties Inc. | COM | 222795106 | 940 | 110,117 | SH | SHARED |
| CVS Caremark Corporation | COM | 126650100 | 4,276 | 113,788 | SH | SHARED |
| CVS Caremark Corporation | COM | 126650100 | 45 | 1,193 | SH | SHARED |
| CVS Caremark Corporation | COM | 126650100 | 1,461 | 38,867 | SH | SHARED |
| Delta Air Lines Inc | COM | 247361702 | 1,047 | 114,146 | SH | SHARED |
| Delta Air Lines Inc | COM | 247361702 | 2,298 | 250,633 | SH | SHARED |
| Delta Air Lines Inc | COM | 247361702 | 443 | 48,284 | SH | SHARED |
| Delta Air Lines Inc | COM | 247361702 | 720 | 78,515 | SH | SHARED |
| DIGITAL REALTY TRUST INC | COM | 253868103 | 2,089 | 33,812 | SH | SHARED |
| Douglas Emmett Inc-w/i | COM | 25960P109 | 953 | 47,928 | SH | SHARED |
| Dow Chemical Company | COM | 260543103 | 3,819 | 106,094 | SH | SHARED |
| Dow Chemical Company | COM | 260543103 | 50 | 1,379 | SH | SHARED |

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|--------------------------------|-----|-----------|--------|---------|----|--------|
| Dow Chemical Company | COM | 260543103 | 1,495 | 41,519 | SH | SHARED |
| DR Horton Inc | COM | 23331A109 | 3,723 | 323,196 | SH | SHARED |
| DR Horton Inc | COM | 23331A109 | 49 | 4,223 | SH | SHARED |
| DR Horton Inc | COM | 23331A109 | 1,457 | 126,513 | SH | SHARED |
| Duke Realty Corp | COM | 264411505 | 1,197 | 85,439 | SH | SHARED |
| DuPont Fabros Technology Inc | COM | 26613Q106 | 1,160 | 46,039 | SH | SHARED |
| EI Dupont de Nemour and Co | COM | 263534109 | 4,746 | 87,799 | SH | SHARED |
| EI Dupont de Nemour and Co | COM | 263534109 | 62 | 1,156 | SH | SHARED |
| EI Dupont de Nemour and Co | COM | 263534109 | 1,748 | 32,335 | SH | SHARED |
| EMULEX CORP | COM | 292475209 | 32 | 3,768 | SH | SHARED |
| Entertainment Properties Trust | COM | 29380T105 | 923 | 19,755 | SH | SHARED |
| EOG Resources | COM | 26875P101 | 3,923 | 37,526 | SH | SHARED |
| EOG Resources | COM | 26875P101 | 51 | 489 | SH | SHARED |
| EOG Resources | COM | 26875P101 | 1,509 | 14,438 | SH | SHARED |
| EQT Inc | COM | 26884L109 | 4,761 | 90,657 | SH | SHARED |
| EQT Inc | COM | 26884L109 | 63 | 1,206 | SH | SHARED |
| EQT Inc | COM | 26884L109 | 1,868 | 35,572 | SH | SHARED |
| Equity Lifestyle Properties | COM | 29472R108 | 1,461 | 23,401 | SH | SHARED |
| Equity Lifestyle Properties | COM | 29472R108 | 0 | 0 | SH | SHARED |
| Equity Residential Properties | COM | 29476L107 | 2,902 | 48,367 | SH | SHARED |
| Equity Residential Properties | COM | 29476L107 | 0 | 0 | SH | SHARED |
| Exelon Corporation | COM | 30161N101 | 3,818 | 89,123 | SH | SHARED |
| Exelon Corporation | COM | 30161N101 | 50 | 1,167 | SH | SHARED |
| Exelon Corporation | COM | 30161N101 | 1,477 | 34,478 | SH | SHARED |
| Exxon Mobil Corp | COM | 30231G102 | 15,677 | 192,642 | SH | SHARED |
| Exxon Mobil Corp | COM | 30231G102 | 177 | 2,169 | SH | SHARED |
| Exxon Mobil Corp | COM | 30231G102 | 5,218 | 64,113 | SH | SHARED |
| Federal Realty Investment Tr | COM | 313747206 | 1,180 | 13,849 | SH | SHARED |
| Federal Realty Investment Tr | COM | 313747206 | 0 | 0 | SH | SHARED |
| Fedex Corp | COM | 31428X106 | 2,201 | 23,202 | SH | SHARED |
| Fedex Corp | COM | 31428X106 | 39 | 409 | SH | SHARED |
| Ford Motor Company | COM | 345370860 | 3,617 | 262,294 | SH | SHARED |
| Ford Motor Company | COM | 345370860 | 47 | 3,428 | SH | SHARED |
| Ford Motor Company | COM | 345370860 | 1,402 | 101,634 | SH | SHARED |
| Forest Laboratories Inc | COM | 345838106 | 14,893 | 378,578 | SH | SHARED |
| Forest Laboratories Inc | COM | 345838106 | 4,187 | 106,441 | SH | SHARED |
| Gap Inc | COM | 364760108 | 3,524 | 194,711 | SH | SHARED |
| Gap Inc | COM | 364760108 | 46 | 2,543 | SH | SHARED |
| Gap Inc | COM | 364760108 | 1,365 | 75,395 | SH | SHARED |
| General Electric Company | COM | 369604103 | 6,224 | 330,032 | SH | SHARED |
| General Electric Company | COM | 369604103 | 92 | 4,900 | SH | SHARED |
| General Electric Company | COM | 369604103 | 2,583 | 136,942 | SH | SHARED |
| Goldman Sachs Group Inc | COM | 38141G104 | 4,053 | 30,454 | SH | SHARED |
| Goldman Sachs Group Inc | COM | 38141G104 | 54 | 402 | SH | SHARED |
| Goldman Sachs Group Inc | COM | 38141G104 | 1,490 | 11,198 | SH | SHARED |
| Google Inc-cl A | COM | 38259P508 | 7,483 | 14,777 | SH | SHARED |
| Google Inc-cl A | COM | 38259P508 | 2,876 | 5,679 | SH | SHARED |
| Gsi Group Inc | COM | 36191C205 | 498 | 41,337 | SH | SHARED |
| Gsi Group Inc | COM | 36191C205 | 296 | 24,582 | SH | SHARED |
| HALOZYME THERAPEUTICS INC | COM | 40637H109 | 3,475 | 502,900 | SH | SHARED |

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|----------------------------------|-----|-----------|--------|-----------|----|--------|
| HALOZYME THERAPEUTICS INC | COM | 40637H109 | 46 | 6,634 | SH | SHARED |
| HALOZYME THERAPEUTICS INC | COM | 40637H109 | 1,288 | 186,382 | SH | SHARED |
| HCP Inc | COM | 40414L109 | 1,490 | 40,617 | SH | SHARED |
| Hess Corp | COM | 42809H107 | 4,626 | 61,876 | SH | SHARED |
| Hess Corp | COM | 42809H107 | 54 | 716 | SH | SHARED |
| Hess Corp | COM | 42809H107 | 1,615 | 21,597 | SH | SHARED |
| Home Properties Inc. | COM | 437306103 | 1,886 | 30,985 | SH | SHARED |
| Honeywell International Inc | COM | 438516106 | 4,983 | 83,629 | SH | SHARED |
| Honeywell International Inc | COM | 438516106 | 66 | 1,104 | SH | SHARED |
| Honeywell International Inc | COM | 438516106 | 1,634 | 27,423 | SH | SHARED |
| Host Hotels and Resorts Inc | COM | 44107P104 | 1,675 | 98,829 | SH | SHARED |
| IBM Corp | COM | 459200101 | 4,848 | 28,261 | SH | SHARED |
| IBM Corp | COM | 459200101 | 63 | 366 | SH | SHARED |
| IBM Corp | COM | 459200101 | 1,864 | 10,868 | SH | SHARED |
| Intel Corp | COM | 458140100 | 11,227 | 506,613 | SH | SHARED |
| Intel Corp | COM | 458140100 | 83 | 3,747 | SH | SHARED |
| Intel Corp | COM | 458140100 | 4,164 | 187,916 | SH | SHARED |
| Intermec Inc | COM | 458786100 | 3,570 | 323,387 | SH | SHARED |
| Intermec Inc | COM | 458786100 | 46 | 4,176 | SH | SHARED |
| Intermec Inc | COM | 458786100 | 1,373 | 124,383 | SH | SHARED |
| Intermec Inc | COM | 458786100 | 3,585 | 325,000 | | SHARED |
| International Paper Co | COM | 460146103 | 3,713 | 124,517 | SH | SHARED |
| International Paper Co | COM | 460146103 | 1,770 | 59,343 | SH | SHARED |
| IShares | COM | 464287465 | 25,790 | 428,838 | SH | SHARED |
| IShares | COM | 464287200 | 92,156 | 695,935 | SH | SHARED |
| IShares | COM | 464287481 | 73,471 | 1,188,275 | SH | SHARED |
| IShares | COM | 464287507 | 67,591 | 691,823 | SH | SHARED |
| IShares | COM | 464287598 | 4,016 | 58,819 | SH | SHARED |
| IShares | COM | 464287606 | 5,136 | 46,293 | SH | SHARED |
| IShares | COM | 464287630 | 39,382 | 536,466 | SH | SHARED |
| IShares | COM | 464287648 | 18,779 | 197,982 | SH | SHARED |
| IShares | COM | 464287655 | 31,539 | 380,900 | SH | SHARED |
| IShares | COM | 464286699 | 11,164 | 626,820 | SH | SHARED |
| IShares | COM | 464286707 | 3,714 | 137,800 | SH | SHARED |
| IShares | COM | 464286806 | 722 | 28,900 | SH | SHARED |
| IShares | COM | 464286848 | 10,437 | 1,001,606 | SH | SHARED |
| IShares | COM | 464286822 | 1,448 | 23,300 | SH | SHARED |
| IShares | COM | 464286699 | 2,782 | 160,600 | SH | SHARED |
| Ishares | COM | 464287465 | 9,135 | 151,900 | SH | SHARED |
| JP Morgan Chase & Co | COM | 46625H100 | 95 | 2,328 | SH | SHARED |
| JP Morgan Chase & Co | COM | 46625H100 | 2,664 | 65,069 | SH | SHARED |
| Kayne Anderson ETR Fund, Inc. | COM | 48660P2#0 | 5,250 | 200,000 | SH | SHARED |
| Kayne Anderson ETR Fund, Inc. | COM | 48660P2#0 | 10,500 | 400,000 | SH | SHARED |
| Kayne Anderson Midstream Ergy | COM | 48661E2*8 | 4,000 | 160,000 | SH | SHARED |
| Kayne Anderson Midstream Ergy | COM | 48661E2*8 | 4,000 | 160,000 | SH | SHARED |
| Kayne Anderson Midstream Ergy | COM | 48661E2*8 | 1,000 | 40,000 | SH | SHARED |
| Kayne Anderson Midstream Ergy | COM | 48661E2*8 | 5,000 | 200,000 | SH | SHARED |
| Kayne Anderson Midstream Ergy | COM | 48661E2*8 | 1,000 | 40,000 | SH | SHARED |
| Kayne Anderson MLP | | | | | | |

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|-------------------------------|-----|-----------|-------|-----------|----|--------|
| Investment | COM | 4866062#2 | 6,300 | 240,000 | SH | SHARED |
| Kayne Anderson MLP Investment | COM | 4866064#0 | 3,030 | 120,000 | SH | SHARED |
| Kayne Anderson MLP Investment | COM | 4866062#2 | 5,250 | 200,000 | SH | SHARED |
| Kayne Anderson MLP Investment | COM | 4866064#0 | 4,040 | 160,000 | SH | SHARED |
| Kayne Anderson MLP Investment | COM | 4866062#2 | 4,200 | 160,000 | SH | SHARED |
| Kayne Anderson MLP Investment | COM | 4866064#0 | 4,040 | 160,000 | SH | SHARED |
| Kimberly-Clark Corp | COM | 494368103 | 3,191 | 47,946 | SH | SHARED |
| Kimberly-Clark Corp | COM | 494368103 | 42 | 636 | SH | SHARED |
| Kimberly-Clark Corp | COM | 494368103 | 1,159 | 17,419 | SH | SHARED |
| Kimco Realty Corp | COM | 49446R109 | 1,352 | 72,524 | SH | SHARED |
| Kraft Foods Inc | COM | 50075N104 | 4,259 | 120,883 | SH | SHARED |
| Kraft Foods Inc | COM | 50075N104 | 55 | 1,565 | SH | SHARED |
| Kraft Foods Inc | COM | 50075N104 | 1,634 | 46,369 | SH | SHARED |
| Kroger Co | COM | 501044101 | 43 | 1,732 | SH | SHARED |
| Lloyds Banking Group PLC | COM | 539439AC3 | 3,553 | 4,900,000 | SH | SHARED |
| Lloyds Banking Group PLC | COM | 539439AD1 | 1,782 | 2,425,000 | SH | SHARED |
| Lloyds Banking Group PLC | COM | 539439AD1 | 698 | 950,000 | SH | SHARED |
| Lloyds Banking Group PLC | COM | 539439AD1 | 368 | 500,000 | SH | SHARED |
| Lloyds Banking Group PLC | COM | 539439AD1 | 423 | 575,000 | SH | SHARED |
| Lloyds Banking Group PLC | COM | 539439AD1 | 845 | 1,150,000 | SH | SHARED |
| Lloyds Banking Group PLC | COM | 539439AD1 | 919 | 1,250,000 | SH | SHARED |
| Lloyds Banking Group PLC | COM | 539439AC3 | 4,060 | 5,600,000 | SH | SHARED |
| Lloyds Banking Group PLC | COM | 539439AD1 | 2,205 | 3,000,000 | SH | SHARED |
| Lloyds Banking Group PLC | COM | 539439AD1 | 735 | 1,000,000 | SH | SHARED |
| Lloyds Banking Group PLC | COM | 539439AD1 | 919 | 1,250,000 | SH | SHARED |
| Lloyds Banking Group PLC | COM | 539439AC3 | 725 | 1,000,000 | SH | SHARED |
| Lloyds Banking Group PLC | COM | 539439AD1 | 1,103 | 1,500,000 | SH | SHARED |
| Lloyds Banking Group PLC | COM | 539439AD1 | 74 | 100,000 | SH | SHARED |
| Lloyds Banking Group PLC | COM | 539439AD1 | 294 | 400,000 | SH | SHARED |
| Lloyds Banking Group PLC | COM | 539439AD1 | 368 | 500,000 | SH | SHARED |
| Lloyds Banking Group PLC | COM | 539439AC3 | 1,914 | 2,640,000 | SH | SHARED |
| Lloyds Banking Group PLC | COM | 539439AC3 | 685 | 945,000 | SH | SHARED |
| Lloyds Banking Group PLC | COM | 539439AC3 | 725 | 1,000,000 | SH | SHARED |
| Lloyds Banking Group PLC | COM | 539439AC3 | 3,625 | 5,000,000 | SH | SHARED |
| Lloyds Banking Group PLC | COM | 539439AC3 | 2,175 | 3,000,000 | SH | SHARED |
| Lloyds Banking Group PLC | COM | 539439AC3 | 1,044 | 1,440,000 | SH | SHARED |
| Lloyds Banking Group PLC | COM | 539439AC3 | 402 | 555,000 | SH | SHARED |
| Lloyds Banking Group PLC | COM | 539439AC3 | 1,131 | 1,560,000 | SH | SHARED |
| Lloyds Banking Group PLC | COM | 539439AC3 | 1,059 | 1,460,000 | SH | SHARED |
| Lockheed Martin Corp | COM | 539830109 | 3,190 | 39,401 | SH | SHARED |
| Lockheed Martin Corp | COM | 539830109 | 41 | 509 | SH | SHARED |
| Lockheed Martin Corp | COM | 539830109 | 1,233 | 15,228 | SH | SHARED |
| Lowe's Companies Inc | COM | 548661107 | 3,006 | 128,963 | SH | SHARED |
| Lowe's Companies Inc | COM | 548661107 | 40 | 1,698 | SH | SHARED |
| Lowe's Companies Inc | COM | 548661107 | 1,107 | 47,484 | SH | SHARED |
| Mack-Cali Realty Corp | COM | 554489104 | 798 | 24,217 | SH | SHARED |
| Macy's Inc | COM | 55616P104 | 4,443 | 151,940 | SH | SHARED |
| Macy's Inc | COM | 55616P104 | 58 | 1,982 | SH | SHARED |
| Macy's Inc | COM | 55616P104 | 1,709 | 58,462 | SH | SHARED |
| Marathon Oil Corp | COM | 565849106 | 5,292 | 100,462 | SH | SHARED |
| Marathon Oil Corp | COM | 565849106 | 69 | 1,310 | SH | SHARED |
| Marathon Oil Corp | COM | 565849106 | 2,036 | 38,652 | SH | SHARED |
| Medical Properties Trust Inc | COM | 58463J304 | 2,797 | 243,255 | SH | SHARED |
| Medical Properties Trust Inc | COM | 58463J304 | 0 | 0 | SH | SHARED |
| Merck & Co. Inc. | COM | 58933Y105 | 86 | 2,451 | SH | SHARED |

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|-----------------------------------|-----|-----------|--------|-----------|----|--------|
| Merck & Co. Inc. | COM | 58933Y105 | 2,424 | 68,682 | SH | SHARED |
| Merge Healthcare Inc | COM | 589499102 | 115 | 22,062 | SH | SHARED |
| Merge Healthcare Inc | COM | 589499102 | 1,636 | 314,545 | SH | SHARED |
| MetLife Inc | COM | 59156R108 | 3,924 | 89,451 | SH | SHARED |
| Microsoft Corp | COM | 594918104 | 14,181 | 545,427 | SH | SHARED |
| Microsoft Corp | COM | 594918104 | 136 | 5,229 | SH | SHARED |
| Microsoft Corp | COM | 594918104 | 5,498 | 211,477 | SH | SHARED |
| Mid-America Apartment Comm | COM | 59522J103 | 1,970 | 29,205 | SH | SHARED |
| Morgan Stanley | COM | 617446448 | 3,353 | 145,739 | SH | SHARED |
| Morgan Stanley | COM | 617446448 | 43 | 1,876 | SH | SHARED |
| Morgan Stanley | COM | 617446448 | 1,212 | 52,684 | SH | SHARED |
| Motorola Mobility Holdings | COM | 620097105 | 6,542 | 296,841 | SH | SHARED |
| Motorola Mobility Holdings | COM | 620097105 | 20 | 887 | SH | SHARED |
| Motorola Mobility Holdings | COM | 620097105 | 2,625 | 119,100 | SH | SHARED |
| Mrv Communications Inc | COM | 553477100 | 3,997 | 2,896,634 | SH | SHARED |
| Mrv Communications Inc | COM | 553477100 | 54 | 38,909 | SH | SHARED |
| Mrv Communications Inc | COM | 553477100 | 1,532 | 1,110,287 | SH | SHARED |
| Mrv Communications Inc | COM | 553477100 | 7,476 | 5,417,703 | SH | SHARED |
| National Semiconductor Corp | COM | 637640103 | 103 | 4,184 | SH | SHARED |
| Nationwide Health Pptys Inc | COM | 638620104 | 857 | 20,686 | SH | SHARED |
| NCR Corp | COM | 62886E108 | 93 | 4,943 | SH | SHARED |
| New York Times Company-Class A | COM | 650111107 | 1,358 | 155,762 | SH | SHARED |
| Occidental Petroleum Corp | COM | 674599105 | 4,668 | 44,872 | SH | SHARED |
| Occidental Petroleum Corp | COM | 674599105 | 61 | 585 | SH | SHARED |
| Occidental Petroleum Corp | COM | 674599105 | 1,796 | 17,264 | SH | SHARED |
| Oracle Corporation | COM | 68389X105 | 4,239 | 128,810 | SH | SHARED |
| Oracle Corporation | COM | 68389X105 | 1,645 | 49,975 | SH | SHARED |
| Parkway Properties Inc | COM | 70159Q104 | 1,071 | 62,771 | SH | SHARED |
| Pepsico Inc | COM | 713448108 | 4,230 | 60,054 | SH | SHARED |
| Pepsico Inc | COM | 713448108 | 56 | 793 | SH | SHARED |
| Pepsico Inc | COM | 713448108 | 1,561 | 22,158 | SH | SHARED |
| Pfizer Inc | COM | 717081103 | 6,943 | 337,033 | SH | SHARED |
| Philip Morris International | COM | 718172109 | 4,151 | 62,166 | SH | SHARED |
| Philip Morris International | COM | 718172109 | 55 | 820 | SH | SHARED |
| Philip Morris International | COM | 718172109 | 1,527 | 22,876 | SH | SHARED |
| Plum Creek Timber Co Common | COM | 729251108 | 1,504 | 37,104 | SH | SHARED |
| PNC Financial Services Group | COM | 693475105 | 6,166 | 103,446 | SH | SHARED |
| Powershares QQQ Nasdaq 100 | COM | 73935A104 | 25,679 | 450,500 | SH | SHARED |
| Procter & Gamble Co | COM | 742718109 | 5,770 | 90,770 | SH | SHARED |
| Procter & Gamble Co | COM | 742718109 | 76 | 1,194 | SH | SHARED |
| Procter & Gamble Co | COM | 742718109 | 2,125 | 33,428 | SH | SHARED |
| Prologis | COM | 74340W103 | 551 | 15,372 | SH | SHARED |
| Prudential Financial Inc | COM | 744320102 | 3,372 | 53,023 | SH | SHARED |
| Public Storage | COM | 74460D109 | 3,436 | 30,140 | SH | SHARED |
| Ramco-Gershenson Properties | COM | 751452202 | 1,309 | 105,711 | SH | SHARED |

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|------------------------------|-----|--------------|---------|-----------|----|--------|
| Ramco-Gershenson Properties | COM | 751452202 | 0 | 0 | SH | SHARED |
| Raytheon Company | COM | 755111507 | 3,275 | 65,705 | SH | SHARED |
| Raytheon Company | COM | 755111507 | 42 | 849 | SH | SHARED |
| Raytheon Company | COM | 755111507 | 1,266 | 25,395 | SH | SHARED |
| SAIC Inc | COM | 78390X101 | 54 | 3,230 | SH | SHARED |
| Sears Holding Corp | COM | 812350106 | 3,845 | 53,818 | SH | SHARED |
| Silicon Graphics | COM | 82706L108 | 14,983 | 871,123 | SH | SHARED |
| Silicon Graphics | COM | 82706L108 | 201 | 11,705 | SH | SHARED |
| Silicon Graphics | COM | 82706L108 | 5,461 | 317,493 | SH | SHARED |
| Silicon Graphics Int Corp | COM | 82706L108 | 15,725 | 940,500 | SH | SHARED |
| Simon Property Group Inc | COM | 828806109 | 7,248 | 62,356 | SH | SHARED |
| SL Green Realty Corp | COM | 78440X101 | 1,251 | 15,098 | SH | SHARED |
| Smfg Preferred Capital 2 | COM | B2RF6S1 | 3,776 | 3,500,000 | SH | SHARED |
| SPDR S&P 500 ETF Trust | COM | 78462F103 | 7 | 55 | SH | SHARED |
| SPDR S&P 500 ETF Trust | COM | 78462F103 | 87,553 | 663,433 | SH | SHARED |
| SPDR S&P 500 ETF Trust | COM | 78462F103 | 266,785 | 2,021,556 | SH | SHARED |
| Starwood Property Trust Inc | COM | 85571B105 | 896 | 43,696 | SH | SHARED |
| State Street Bank & Trust Co | COM | 857477103 | 4,035 | 89,490 | SH | SHARED |
| State Street Bank & Trust Co | COM | 857477103 | 45 | 998 | SH | SHARED |
| State Street Bank & Trust Co | COM | 857477103 | 1,333 | 29,571 | SH | SHARED |
| Supervalu Inc | COM | 868536103 | 9,274 | 985,519 | SH | SHARED |
| Supervalu Inc | COM | 868536103 | 41 | 4,347 | SH | SHARED |
| Supervalu Inc | COM | 868536103 | 3,593 | 381,831 | SH | SHARED |
| Tanger Factory Outlet Center | COM | 875465106 | 791 | 29,560 | SH | SHARED |
| Target Corp | COM | 87612E106 | 37 | 783 | SH | SHARED |
| Target Corp | COM | 87612E106 | 1,032 | 21,997 | SH | SHARED |
| Taubman Centers Inc | COM | 876664103 | 1,232 | 20,804 | SH | SHARED |
| Technicolor SA | COM | FR0010891101 | 104 | 113,202 | SH | SHARED |
| Technicolor SA | COM | FR0010891135 | 220 | 240,553 | SH | SHARED |
| Technicolor SA | COM | FR0010918292 | 791 | 129,489 | SH | SHARED |
| Technicolor SA | COM | FR0010891101 | 130 | 141,502 | SH | SHARED |
| Technicolor SA | COM | FR0010891135 | 275 | 300,691 | SH | SHARED |
| Technicolor SA | COM | FR0010918292 | 989 | 161,858 | SH | SHARED |
| Technicolor SA | COM | FR0010891101 | 181 | 198,103 | SH | SHARED |
| Technicolor SA | COM | FR0010891135 | 385 | 420,968 | SH | SHARED |
| Technicolor SA | COM | FR0010918292 | 1,384 | 226,610 | SH | SHARED |
| Technicolor SA | COM | FR0010891101 | 181 | 198,103 | SH | SHARED |
| Technicolor SA | COM | FR0010891135 | 385 | 420,968 | SH | SHARED |
| Technicolor SA | COM | FR0010918292 | 1,384 | 226,610 | SH | SHARED |
| Tellabs Inc | COM | 879664100 | 56 | 12,055 | SH | SHARED |
| Texas Instruments Inc | COM | 882508104 | 58 | 1,760 | SH | SHARED |
| Travelers Cos Inc | COM | 89417E109 | 5,304 | 90,856 | SH | SHARED |
| Travelers Cos Inc | COM | 89417E109 | 67 | 1,153 | SH | SHARED |
| Travelers Cos Inc | COM | 89417E109 | 1,891 | 32,397 | SH | SHARED |
| United Continental Holdings | COM | 910047109 | 35 | 1,536 | SH | SHARED |
| United Continental Holdings | COM | 910047109 | 891 | 39,391 | SH | SHARED |
| United Technologies Corp | COM | 913017109 | 5,416 | 61,194 | SH | SHARED |
| United Technologies Corp | COM | 913017109 | 72 | 808 | SH | SHARED |
| United Technologies Corp | COM | 913017109 | 1,640 | 18,533 | SH | SHARED |
| Unitedhealth Group Inc | COM | 91324P102 | 4,187 | 81,167 | SH | SHARED |
| Unitedhealth Group Inc | COM | 91324P102 | 55 | 1,069 | SH | SHARED |
| Unitedhealth Group Inc | COM | 91324P102 | 1,545 | 29,948 | SH | SHARED |
| Unum Group | COM | 91529Y106 | 6,573 | 257,957 | SH | SHARED |

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|-------------------------------|-----|-----------|--------|------------|----|--------|
| Unum Group | COM | 91529Y106 | 85 | 3,342 | SH | SHARED |
| Unum Group | COM | 91529Y106 | 2,557 | 100,368 | SH | SHARED |
| US Bancorp | COM | 902973304 | 3,969 | 155,587 | SH | SHARED |
| US Bancorp | COM | 902973304 | 46 | 1,784 | SH | SHARED |
| US Bancorp | COM | 902973304 | 1,372 | 53,793 | SH | SHARED |
| Vanguard Emerging Markets ETF | COM | 922042858 | 29,960 | 616,205 | SH | SHARED |
| Vanguard Europe Pacific ETF | COM | 921943858 | 61,899 | 1,625,495 | SH | SHARED |
| Vanguard FTSE All-World Ex-US | COM | 922042775 | 17,450 | 350,337 | SH | SHARED |
| Vanguard REIT ETF | COM | 922908553 | 10,079 | 167,710 | SH | SHARED |
| Vanguard REIT ETF | COM | 922908553 | 29,741 | 494,865 | SH | SHARED |
| Vanguard Small Cap ETF | COM | 922908751 | 17,180 | 220,120 | SH | SHARED |
| Ventas Inc | COM | 92276F100 | 1,483 | 28,142 | SH | SHARED |
| Verizon Communications Inc | COM | 92343V104 | 9,052 | 243,124 | SH | SHARED |
| Verizon Communications Inc | COM | 92343V104 | 96 | 2,568 | SH | SHARED |
| Verizon Communications Inc | COM | 92343V104 | 2,812 | 75,534 | SH | SHARED |
| Viacom Inc | COM | 92553P201 | 5,055 | 99,121 | SH | SHARED |
| Viacom Inc | COM | 92553P201 | 67 | 1,306 | SH | SHARED |
| Viacom Inc | COM | 92553P201 | 1,862 | 36,503 | SH | SHARED |
| Vicor Corp | COM | 925815102 | 4,262 | 263,604 | SH | SHARED |
| Vicor Corp | COM | 925815102 | 78 | 4,812 | SH | SHARED |
| Vicor Corp | COM | 925815102 | 2,130 | 131,738 | SH | SHARED |
| Vicor Corp | COM | 925815102 | 8,815 | 547,164 | SH | SHARED |
| Vornado Realty Trust | COM | 929042109 | 2,972 | 31,897 | SH | SHARED |
| Wachovia Capital Trust III | COM | 92978AAA0 | 13,451 | 14,700,000 | SH | SHARED |
| Wachovia Capital Trust III | COM | 92978AAA0 | 1,190 | 1,300,000 | SH | SHARED |
| Wachovia Capital Trust III | COM | 92978AAA0 | 576 | 630,000 | SH | SHARED |
| Wachovia Capital Trust III | COM | 92978AAA0 | 339 | 370,000 | SH | SHARED |
| Wal-Mart Stores Inc | COM | 931142103 | 3,989 | 75,073 | SH | SHARED |
| Wal-Mart Stores Inc | COM | 931142103 | 53 | 989 | SH | SHARED |
| Wal-Mart Stores Inc | COM | 931142103 | 1,468 | 27,629 | SH | SHARED |
| Walt Disney Co | COM | 254687106 | 5,028 | 128,792 | SH | SHARED |
| Walt Disney Co | COM | 254687106 | 65 | 1,675 | SH | SHARED |
| Walt Disney Co | COM | 254687106 | 1,513 | 38,762 | SH | SHARED |
| Wells Fargo & Co | COM | 949746101 | 82 | 2,921 | SH | SHARED |
| Wells Fargo & Co | COM | 949746101 | 1,731 | 61,697 | SH | SHARED |
| Weyerhaeuser Co | COM | 962166104 | 1,273 | 58,241 | SH | SHARED |
| Weyerhaeuser Co | COM | 962166104 | 62 | 2,821 | SH | SHARED |
| Weyerhaeuser Co | COM | 962166104 | 0 | 1 | SH | SHARED |
| Weyerhaeuser Co | COM | 962166104 | 0 | 0 | SH | SHARED |
| Whirlpool Corp | COM | 963320106 | 5,954 | 73,211 | SH | SHARED |
| XL Capital Ltd | COM | 98372PAJ7 | 361 | 394,000 | SH | SHARED |

1,798,397