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GENWORTH FINANCIAL INC
Form 13F-HR
August 07, 2012

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, 2012

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: Genworth Financial, Inc.
Address: 6620 West Broad Street
Richmond, Virginia 23230

Form 13F File Number: 28-11523

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: Patricia Merrill
Title: Senior Counsel
Phone: (804) 662-2711

Signature, Place, and Date of Signing:

/s/ Patricia Merrill Richmond, VA August 7, 2012

[Signature] [City, State] [Date]

Report Type (Check only one.):

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

13F NOTICE. (Check here if no holdings reported are in this report, and all holdings are reported by other reporting manager(s).)

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

List of Other Managers Reporting for this Manager: NONE

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FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 1

Form 13F Information Table Entry Total: 378 lines

Form 13F Information Table Value Total: 2,098,699
(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.

No.	Form 13F File Number	Name
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01	28-11546	Genworth Financial Wealth Management, Inc.

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ CALL	INVESTMENT DISCRET
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3M CO COM	COM	88579Y101	3,325	37,112 SH		Sole
ABBOTT LABS COM	COM	002824100	14,566	225,938 SH		Sole
ACACIA RESH CORP ACACIA TCH COM	COM	003881307	6,303	169,248 SH		Sole
AES CORP COM	COM	00130H105	4,324	337,020 SH		Sole
AFFILIATED MANAGERS GROUP COM	COM	008252108	5,137	46,936 SH		Sole
AIR PRODS & CHEMS INC COM	COM	009158106	2,053	25,434 SH		Sole
ALLSTATE CORP COM	COM	020002101	71	2,024 SH		Sole
AMERICAN ELEC PWR INC COM	COM	025537101	4,056	101,657 SH		Sole
AMERICAN EQTY INVT LIFE HLD COM	COM	025676206	719	65,323 SH		Sole
AMERICAN EXPRESS CO COM	COM	025816109	0	2 SH		Sole
AMERICAN SOFTWARE INC CL A	CL A	029683109	90	11,363 SH		Sole
AMERICAS CAR MART INC COM	COM	03062T105	709	18,258 SH		Sole
ANHEUSER BUSCH INBEV SA/NV SPONSORED ADR	SPONSORED ADR	03524A108	2,824	35,449 SH		Sole
ANN INC COM	COM	035623107	713	27,975 SH		Sole
APPLE INC COM	COM	037833100	4,334	7,422 SH		Sole
APPLIED MATLS INC COM	COM	038222105	3,483	304,352 SH		Sole
APPROACH RESOURCES INC COM	COM	03834A103	1,649	64,569 SH		Sole
ATLAS AIR WORLDWIDE HLDGS IN COM NEW	COM	049164205	724	16,633 SH		Sole
AURICO GOLD INC COM	COM	05155C105	2,570	320,911 SH		Sole
AUTOMATIC DATA PROCESSING IN COM	COM	053015103	447	8,024 SH		Sole
AVAGO TECHNOLOGIES LTD SHS	COM	Y0486S104	1,262	35,167 SH		Sole
BAIDU INC SPON ADR REP A	SPONSORED ADR	056752108	1,081	9,398 SH		Sole
BANK OF AMERICA CORPORATION COM	COM	060505104	2,351	287,468 SH		Sole
BANK OF NOVA SCOTIA	COM	064149107	4,020	78,900 SH		Sole
BARCLAYS BK PLC 10 YR TREAS BEAR	ETF	06740L451	23,343	847,278 SH		Sole
BARCLAYS BK PLC IPATH DYNM VIX	ETF	06741L609	759	13,335 SH		Sole
BARCLAYS BK PLC IPATH S&P MT ETN	ETN	06740C519	37,534	837,998 SH		Sole

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BARCLAYS BK PLC IPSP CROIL ETN	ETN	06738C786	4	172	SH	Sole
BARCLAYS BK PLC IPTH S&P VIX NEW	ETF	06740C261	6	374	SH	Sole
BARCLAYS BK PLC S&P 500 VEQTOR	ETF	06740C337	22,439	172,081	SH	Sole
BARCLAYS BK PLC US TRES FLATT	ETF	06740L485	14	219	SH	Sole
BARRICK GOLD CORPORATION	COM	067901108	362	9,800	SH	Sole
BASIC ENERGY SVCS INC NEW COM	COM	06985P100	432	41,831	SH	Sole
BAXTER INTL INC COM	COM	071813109	7,946	149,496	SH	Sole
BAYTEX ENERGY CORP	COM	07317Q105	2,547	61,500	SH	Sole
BCE INC	COM	05534B760	8,008	197,600	SH	Sole
BE AEROSPACE INC COM	COM	073302101	6,285	143,960	SH	Sole
BECTON DICKINSON & CO COM	COM	075887109	441	5,894	SH	Sole
BIO RAD LABS INC CL A	CL A	090572207	1,596	15,958	SH	Sole
BLACKROCK INC COM	COM	09247X101	799	4,703	SH	Sole
BOEING CO COM	COM	097023105	3,205	43,142	SH	Sole
BRIGGS & STRATTON CORP COM	COM	109043109	2,068	118,249	SH	Sole

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COLUMN 7
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ CALL	INVESTMENT DISCRET
BROOKFIELD ASSET MANAGEMENT INC	COM	112585104	7,176	220,400	SH	Sole
BROOKFIELD ASSET MANAGEMENT INC	COM	112900105	4,753	277,400	SH	Sole
BROOKFIELD OFFICE PROPERTIES CANADA	COM	112823109	1,367	52,600	SH	Sole
BUCKEYE TECHNOLOGIES INC COM	COM	118255108	678	23,813	SH	Sole
CAE INC	COM	124765108	3,006	315,650	SH	Sole
CAMECO CORP COM	COM	13321L108	811	36,934	SH	Sole
CANADIAN NATIONAL RAILWAY COMPANY	COM	136375102	8,935	107,650	SH	Sole
CANADIAN PACIFIC RAILWAY LTD	COM	13645T100	2,638	36,600	SH	Sole
CASH AMER INTL INC COM	COM	14754D100	94	2,134	SH	Sole
CATERPILLAR INC DEL COM	COM	149123101	2,299	27,075	SH	Sole
CENOVUS ENERGY INC	COM	15135U109	5,290	169,100	SH	Sole
CERNER CORP COM	COM	156782104	4,660	56,372	SH	Sole
CHECK POINT SOFTWARE TECH LT ORD	COM	M22465104	1,900	38,305	SH	Sole
CHESAPEAKE ENERGY CORP COM	COM	165167107	0	2	SH	Sole
CHICAGO BRIDGE & IRON CO N V N Y REGISTRY SH	COM	167250109	934	24,618	SH	Sole
CIGNA CORPORATION COM	COM	125509109	1,919	43,603	SH	Sole
CITRIX SYS INC COM	COM	177376100	6,029	71,831	SH	Sole
CITY TELECOM H K LTD SPONSORED ADR	SPONSORED ADR	178677209	757	76,272	SH	Sole
CLAYMORE EXCHANGE TRD FD TR GUGG CHN SML CAP	COM	18383Q853	8,418	424,730	SH	Sole
CMS ENERGY CORP COM	COM	125896100	3,422	145,607	SH	Sole
COCA COLA CO COM	COM	191216100	11,036	141,137	SH	Sole
COMERICA INC COM	COM	200340107	5,828	189,770	SH	Sole
COMPANHIA DE BEBIDAS DAS AME SPON ADR PFD	SPONSORED ADR	20441W203	1,281	33,417	SH	Sole
COMPANHIA PARANAENSE ENERG C SPON ADR PFD	SPONSORED ADR	20441B407	915	42,220	SH	Sole
CONAGRA FOODS INC COM	COM	205887102	2,754	106,198	SH	Sole
CORNING INC COM	COM	219350105	0	3	SH	Sole
COVANTA HLDG CORP COM	COM	22282E102	1,454	84,798	SH	Sole
COVIDIEN PLC SHS	ADR	G2554F113	0	2	SH	Sole
CRACKER BARREL OLD CTRY STOR COM	COM	22410J106	908	14,451	SH	Sole
CREDICORP LTD COM	COM	G2519Y108	1,347	10,697	SH	Sole

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CUMMINS INC COM	COM	231021106	1,889	19,492 SH	Sole
CURRENCYSHS JAPANESE YEN TR JAPANESE YEN	ETF	23130A102	6	52 SH	Sole
CYPRESS SEMICONDUCTOR CORP COM	COM	232806109	3,520	266,298 SH	Sole
DANAHER CORP DEL COM	COM	235851102	6,826	131,070 SH	Sole
DIEBOLD INC COM	COM	253651103	4,557	123,466 SH	Sole
DIME CMNTY BANCSHARES COM	COM	253922108	641	48,261 SH	Sole
DIREXION SHS ETF TR DLY FIN BEAR NEW	ETF	25459W144	0	3 SH	Sole
DOW CHEM CO COM	COM	260543103	2,597	82,444 SH	Sole
DRIL-QUIP INC COM	COM	262037104	2,015	30,718 SH	Sole
DU PONT E I DE NEMOURS & CO COM	COM	263534109	6,509	128,720 SH	Sole
E M C CORP MASS COM	COM	268648102	4,464	174,156 SH	Sole
EAST WEST BANCORP INC COM	COM	27579R104	4,930	210,163 SH	Sole
EATON CORP COM	COM	278058102	2,629	66,335 SH	Sole

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ CALL	INVESTM DISCRET
EBAY INC COM	COM	278642103	3,177	75,629 SH	Sole	
ECOPETROL S A SPONSORED ADS	SPONSORED ADR	279158109	1,270	22,755 SH	Sole	
EDISON INTL COM	COM	281020107	472	10,220 SH	Sole	
ELAN PLC ADR	ADR	284131208	910	62,393 SH	Sole	
ELECTRONIC ARTS INC COM	COM	285512109	0	4 SH	Sole	
EMERSON ELEC CO COM	COM	291011104	2,736	58,740 SH	Sole	
ENBRIDGE INC	COM	29250N105	3,817	97,200 SH	Sole	
ENCORE CAP GROUP INC COM	COM	292554102	1,071	36,155 SH	Sole	
ENPRO INDS INC COM	COM	29355X107	761	20,357 SH	Sole	
ENSCO PLC SHS CLASS A ADDED	CL A	G3157S106	657	13,997 SH	Sole	
ENTERGY CORP NEW COM	COM	29364G103	3,058	45,044 SH	Sole	
ERICSSON ADR B SEK 10	COM	294821608	2,012	220,426 SH	Sole	
EXELIS INC COM	COM	30162A108	1,380	140,003 SH	Sole	
EXELON CORP COM	COM	30161N101	3,614	96,065 SH	Sole	
EXPRESS SCRIPTS HLDG CO COM ADDED	COM	30219G108	12	220 SH	Sole	
EXXON MOBIL CORP	COM	453038408	1,293	31,500 SH	Sole	
EXXON MOBIL CORP COM	COM	30231G102	8,398	98,147 SH	Sole	
FIRST INTST BANCSYSTEM INC COM CL A	CL A	32055Y201	792	55,621 SH	Sole	
FIRST TR EXCHANGE TRADED FD TECH ALPHADEX	ETF	33734X176	2,128	102,085 SH	Sole	
FIRST TR ISE GLOBAL ENGR & C COM	COM	33736M103	2,959	82,165 SH	Sole	
FIRSTENERGY CORP COM	COM	337932107	359	7,291 SH	Sole	
FOMENTO ECONOMICO MEXICANO S SPON ADR UNITS	SPONSORED ADR	344419106	1,582	17,724 SH	Sole	
FOOT LOCKER INC COM	COM	344849104	3,208	104,911 SH	Sole	
FORTINET INC COM	COM	34959E109	7,855	338,301 SH	Sole	
FRANCO-NEVADA MINING CORPORATION LIMITED	COM	351858105	694	15,600 SH	Sole	
GAP INC DEL COM	COM	364760108	2,485	90,825 SH	Sole	
GENERAL DYNAMICS CORP COM	COM	369550108	4,994	75,708 SH	Sole	
GENERAL ELECTRIC CO COM	COM	369604103	5,083	243,927 SH	Sole	
GENON ENERGY INC COM	COM	37244E107	94	54,679 SH	Sole	
GENTEX CORP COM	COM	371901109	3,380	161,973 SH	Sole	
GILEAD SCIENCES INC COM	COM	375558103	2,521	49,154 SH	Sole	
GOLAR LNG LTD BERMUDA SHS	COM	G9456A100	794	21,060 SH	Sole	

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GOLDCORP INC	COM	380956409	188	5,100	SH	Sole
GOODRICH CORP COM	COM	382388106	0	1	SH	Sole
GRAINGER W W INC COM	COM	384802104	495	2,590	SH	Sole
GREAT PLAINS ENERGY INC COM	COM	391164100	2,185	102,056	SH	Sole
GRIFOLS S A SPONSORED ADR	SPONSORED ADR	398438309	1,153	120,143	SH	Sole
GROUPE CGI INC CL A SUB VTG	CL A	39945C109	3,220	134,242	SH	Sole
GT ADVANCED TECHNOLOGIES INC COM	COM	36191U106	486	92,098	SH	Sole
GULFPORT ENERGY CORP COM NEW	COM	402635304	96	4,667	SH	Sole
HALLIBURTON CO COM	COM	406216101	4,989	175,716	SH	Sole
HANGER INC COM NEW	COM	41043F208	959	37,393	SH	Sole
HDFC BANK LTD ADR REPS 3 SHS	ADR	40415F101	1,327	40,708	SH	Sole
HEINZ H J CO COM	COM	423074103	2,885	53,060	SH	Sole
HELEN OF TROY CORP LTD COM	COM	G4388N106	789	23,294	SH	Sole

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ INVESTM CALL DISCRET
HESS CORP COM	COM	42809H107	2,080	47,867	SH
HEWLETT PACKARD CO COM	COM	428236103	0	2	SH
HMS HLDGS CORP COM	COM	40425J101	5,184	155,633	SH
HOME DEPOT INC COM	COM	437076102	9	178	SH
HOSPIRA INC COM	COM	441060100	2,579	73,731	SH
ILLINOIS TOOL WKS INC COM	COM	452308109	353	6,665	SH
IMAX CORP COM	COM	45245E109	859	35,735	SH
INSIGHT ENTERPRISES INC COM	COM	45765U103	645	38,312	SH
INSPERITY INC COM	COM	45778Q107	735	27,183	SH
INTERCONTINENTAL HTLS GRP PL SPONS ADR NEW	SPONSORED ADR	45857P301	2,184	90,624	SH
INTERNATIONAL BUSINESS MACHS COM	COM	459200101	10,792	55,182	SH
ISHARES INC MSCI CDA INDEX	ETF	464286509	10,668	412,834	SH
ISHARES INC MSCI ITALY	ETF	464286855	9,413	832,302	SH
ISHARES INC MSCI SWEDEN	ETF	464286756	6,565	254,941	SH
ISHARES INC MSCI SWITZERLD	ETF	464286749	10,309	449,992	SH
ISHARES TR AGENCY BD FD	ETF	464288166	11,069	97,551	SH
ISHARES TR BARCLY USAGG B	ETF	464287226	47,202	424,098	SH
ISHARES TR BARCLYS 10-20YR	ETF	464288653	338	2,471	SH
ISHARES TR BARCLYS 1-3 YR	ETF	464287457	5,700	67,559	SH
ISHARES TR BARCLYS 1-3YR CR	ETF	464288646	10,382	99,147	SH
ISHARES TR BARCLYS 20+ YR	ETF	464287432	21,363	170,627	SH
ISHARES TR BARCLYS 3-7 YR	ETF	464288661	2,520	20,485	SH
ISHARES TR BARCLYS 7-10 YR	ETF	464287440	14,173	131,315	SH
ISHARES TR BARCLYS CR BD	ETF	464288620	65,987	594,535	SH
ISHARES TR BARCLYS MBS BD	ETF	464288588	51,567	475,539	SH
ISHARES TR BARCLYS SH TREA	ETF	464288679	1,064	9,656	SH
ISHARES TR BARCLYS TIPS BD	ETF	464287176	23,931	199,928	SH
ISHARES TR BRC 0-5 YR TIP	ETF	46429B747	5,534	54,132	SH
ISHARES TR DJ INTL SEL DIVD	ETF	464288448	1,853	61,609	SH
ISHARES TR DJ SEL DIV INX	ETF	464287168	2,568	45,696	SH
ISHARES TR DJ US TECH SEC	ETF	464287721	13,665	191,837	SH
ISHARES TR DJ US TELECOMM	ETF	464287713	2,133	94,943	SH
ISHARES TR FLTG RATE NT	ETF	46429B655	12,575	251,596	SH
ISHARES TR HIGH YLD CORP	ETF	464288513	5,263	57,647	SH
ISHARES TR IBOXX INV CPBD	ETF	464287242	13,943	118,572	SH

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ISHARES TR JPMORGAN USD	ETF	464288281	2,305	20,092	SH	Sole
ISHARES TR MSCI ACWI INDX	ETF	464288257	3,803	86,696	SH	Sole
ISHARES TR MSCI EAFE INDEX	ETF	464287465	88	1,769	SH	Sole
ISHARES TR MSCI EMERG MKT	ETF	464287234	19,149	489,311	SH	Sole
ISHARES TR MSCI GRW IDX	ETF	464288885	5,732	107,021	SH	Sole
ISHARES TR MSCI VAL IDX	ETF	464288877	5,138	121,017	SH	Sole
ISHARES TR RUSL 2000 GROW	ETF	464287648	19	205	SH	Sole
ISHARES TR RUSL 2000 VALU	ETF	464287630	9	134	SH	Sole
ISHARES TR RUSSELL 2000	ETF	464287655	13,103	164,696	SH	Sole
ISHARES TR RUSSELL1000GRW	ETF	464287614	39	616	SH	Sole
ISHARES TR RUSSELL1000VAL	ETF	464287598	371	5,443	SH	Sole
ISHARES TR S&P 500 VALUE	ETF	464287408	19	301	SH	Sole
ISHARES TR S&P CAL AMTFR MN	ETF	464288356	18	160	SH	Sole
ISHARES TR S&P GL UTILITI	ETF	464288711	3,898	92,715	SH	Sole
ISHARES TR S&P MC 400 GRW	ETF	464287606	19	176	SH	Sole

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COLUMN 7
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ CALL	INVESTM DISCRET
ISHARES TR S&P MIDCAP 400	ETF	464287507	47	494	SH	Sole
ISHARES TR S&P MIDCP VALU	ETF	464287705	9	116	SH	Sole
ISHARES TR S&P NA SOFTWR	ETF	464287515	695	11,188	SH	Sole
ISHARES TR S&P NTL AMTFREE	ETF	464288414	5,023	45,636	SH	Sole
ISHARES TR S&P500 GRW	ETF	464287309	57	770	SH	Sole
ISHARES TR US PFD STK IDX	ETF	464288687	2,142	54,888	SH	Sole
ITC HLDGS CORP COM	COM	465685105	259	3,754	SH	Sole
ITT CORP NEW COM NEW	COM	450911201	0	1	SH	Sole
JOHNSON & JOHNSON COM	COM	478160104	480	7,100	SH	Sole
JOHNSON CTLS INC COM	COM	478366107	341	12,315	SH	Sole
JOY GLOBAL INC COM	COM	481165108	2,258	39,805	SH	Sole
JPMORGAN CHASE & CO COM	COM	46625H100	5,129	143,557	SH	Sole
KELLY SVCS INC CL A	CL A	488152208	699	54,135	SH	Sole
KLA-TENCOR CORP COM	COM	482480100	890	18,079	SH	Sole
KOPPERS HOLDINGS INC COM	COM	50060P106	730	21,464	SH	Sole
KRAFT FOODS INC CL A	CL A	50075N104	0	2	SH	Sole
LAKELAND FINL CORP COM	COM	511656100	841	31,363	SH	Sole
LENNAR CORP CL A	CL A	526057104	3,141	101,606	SH	Sole
LIBERTY INTERACTIVE CORPORAT INT COM SER A	COM	53071M104	0	5	SH	Sole
LIFE TECHNOLOGIES CORP COM	COM	53217V109	0	2	SH	Sole
LKQ CORP COM	COM	501889208	4,116	123,367	SH	Sole
LOEWS CORP COM	COM	540424108	0	2	SH	Sole
LOWES COS INC COM	COM	548661107	0	3	SH	Sole
LTC PPTYS INC COM	COM	502175102	835	23,027	SH	Sole
LUXOTTICA GROUP S P A SPONSORED ADR	ADR	55068R202	777	22,248	SH	Sole
MADDEN STEVEN LTD COM	COM	556269108	3,398	107,026	SH	Sole
MAGNA INTERNATIONAL INC.	COM	559222401	2,414	62,200	SH	Sole
MAINSOURCE FINANCIAL GP INC COM	COM	56062Y102	98	8,286	SH	Sole
MANULIFE FINL CORP COM	COM	56501R106	709	65,116	SH	Sole
MARKET VECTORS ETF TR AGRIBUS ETF	ETF	57060U605	2,230	44,987	SH	Sole
MARKET VECTORS ETF TR GOLD MINER ETF	ETF	57060U100	414	9,238	SH	Sole
MARKET VECTORS ETF TR UNCVTL OIL GAS	ETF	57060U159	3,519	167,299	SH	Sole
MARSH & MCLENNAN COS INC COM	COM	571748102	7,361	228,405	SH	Sole

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MCDONALDS CORP COM	COM	580135101	7,226	81,624 SH	Sole
MEDASSETS INC COM	COM	584045108	855	63,601 SH	Sole
MEDICAL PPTYS TRUST INC COM	COM	58463J304	758	78,805 SH	Sole
MEDTRONIC INC COM	COM	585055106	2,416	62,387 SH	Sole
MELCO CROWN ENTMT LTD ADR	ADR	585464100	1,831	158,975 SH	Sole
METLIFE INC COM	COM	59156R108	1,501	48,657 SH	Sole
MICROSOFT CORP COM	COM	594918104	12,743	416,567 SH	Sole
MITCHAM INDS INC COM	COM	606501104	85	5,029 SH	Sole
MTS SYS CORP COM	COM	553777103	621	16,104 SH	Sole
NATIONAL GRID PLC SPON ADR NEW	SPONSORED ADR	636274300	4,932	93,075 SH	Sole
NATIONAL OILWELL VARCO INC COM	COM	637071101	3,382	52,481 SH	Sole
NEWTEK BUSINESS SERVICES INC.	COM	652526104	115	92,541 SH	Sole
NEXTERA ENERGY INC COM	COM	65339F101	3,797	55,182 SH	Sole
NOKIA CORP SPONSORED ADR	SPONSORED ADR	654902204	803	387,707 SH	Sole

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ INVESTM CALL DISCRET
NORDSTROM INC COM	COM	655664100	3,453	69,483 SH	Sole
NV ENERGY INC COM	COM	67073Y106	567	32,277 SH	Sole
OCCIDENTAL PETE CORP DEL COM	COM	674599105	2,107	24,562 SH	Sole
OPEN TEXT CORP COM	COM	683715106	1,329	26,634 SH	Sole
ORACLE CORP COM	COM	68389X105	6,659	224,214 SH	Sole
PACWEST BANCORP DEL COM	COM	695263103	96	4,057 SH	Sole
PEMBINA PIPELINE CORP	COM	706327103	917	36,393 SH	Sole
PENNEY J C INC COM	COM	708160106	1,816	77,911 SH	Sole
PERRIGO CO COM	COM	714290103	2,695	22,849 SH	Sole
PETROLEO BRASILEIRO SA PETRO SPONSORED ADR	SPONSORED ADR	71654V408	0	8 SH	Sole
PFIZER INC COM	COM	717081103	3,727	162,033 SH	Sole
PG&E CORP COM	COM	69331C108	3,553	78,482 SH	Sole
PHILIP MORRIS INTL INC COM	COM	718172109	9,593	109,935 SH	Sole
PHILIPPINE LONG DISTANCE TEL SPONSORED ADR	SPONSORED ADR	718252604	1,423	22,378 SH	Sole
PIMCO ETF TR 1-5 US TIP IDX	ETF	72201R205	211	3,959 SH	Sole
PIONEER NAT RES CO COM	COM	723787107	4,834	54,796 SH	Sole
POST HLDGS INC COM	COM	737446104	0	14 SH	Sole
POWERSHARES ETF TRUST DYN PHRMA PORT	ETF	73935X799	3,013	90,855 SH	Sole
POWERSHARES ETF TRUST ENERGY SEC POR	ETF	73935X385	2,163	57,270 SH	Sole
POWERSHARES GLOBAL ETF TRUST ASIA PAC EX-JP	ETF	73936T854	2,307	47,512 SH	Sole
POWERSHARES GLOBAL ETF TRUST I-30 LAD TREAS	ETF	73936T524	738	22,270 SH	Sole
POWERSHARES GLOBAL ETF TRUST INSUR NATL MUN	ETF	73936T474	9,470	375,643 SH	Sole
PPL CORP COM	COM	69351T106	2,836	101,974 SH	Sole
PRAXAIR INC COM	COM	74005P104	3,956	36,381 SH	Sole
PRETIUM RES INC COM	COM	74139C102	1,331	96,469 SH	Sole
PRIVATEBANCORP INC COM	COM	742962103	1,378	93,362 SH	Sole
PROCTER & GAMBLE CO COM	COM	742718109	3,982	65,017 SH	Sole
PROSHARES TR PSHS ULPROSH NEW ADDED	ETF	74348A632	15,736	333,313 SH	Sole
PRUDENTIAL FINL INC COM	COM	744320102	5	100 SH	Sole
PRUDENTIAL PLC ADR	ADR	74435K204	1,536	66,209 SH	Sole

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QUAKER CHEM CORP COM	COM	747316107	966	20,912	SH	Sole
QUALCOMM INC COM	COM	747525103	1,907	34,243	SH	Sole
RALCORP HLDGS INC NEW COM	COM	751028101	2,808	42,076	SH	Sole
RAMCO-GERSHENSON PPTYS TR COM SH BEN INT	COM	751452202	752	59,862	SH	Sole
RED HAT INC COM	COM	756577102	1	10	SH	Sole
RITCHIE BROS AUCTIONEERS INC	COM	767744105	3,568	170,700	SH	Sole
ROCKWOOD HLDGS INC COM	COM	774415103	2,037	45,938	SH	Sole
ROGERS COMMUNICATIONS INC.	COM	775109200	9,191	258,050	SH	Sole
ROPER INDS INC NEW COM	COM	776696106	5,292	53,683	SH	Sole
ROSS STORES INC COM	COM	778296103	4,882	78,145	SH	Sole
ROYAL DUTCH SHELL PLC SPONS ADR A	SPONSORED ADR	780259206	928	13,761	SH	Sole
SANOFI SPONSORED ADR	ADR	80105N105	455	12,043	SH	Sole

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COLUMN 7	
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTM DISCRET
SAP AG SPON ADR	SPONSORED ADR	803054204	2,033	34,251	SH		Sole
SASOL LTD SPONSORED ADR	SPONSORED ADR	803866300	1,226	28,880	SH		Sole
SCBT FINANCIAL CORP COM	COM	78401V102	102	2,887	SH		Sole
SCHLUMBERGER LTD COM	COM	806857108	2,158	33,244	SH		Sole
SELECT SECTOR SPDR TR SBI CONS DISCR	ETF	81369Y407	6,050	138,184	SH		Sole
SELECT SECTOR SPDR TR SBI CONS STPLS	ETF	81369Y308	5,948	171,077	SH		Sole
SELECT SECTOR SPDR TR SBI HEALTHCARE	ETF	81369Y209	5,187	136,475	SH		Sole
SELECT SECTOR SPDR TR SBI INT-ENERGY	ETF	81369Y506	7,721	116,337	SH		Sole
SELECT SECTOR SPDR TR SBI INT-FINL	ETF	81369Y605	10,810	738,626	SH		Sole
SELECT SECTOR SPDR TR SBI INT-INDS	ETF	81369Y704	9,715	272,364	SH		Sole
SELECT SECTOR SPDR TR SBI INT-UTILS	ETF	81369Y886	2,696	72,888	SH		Sole
SELECT SECTOR SPDR TR TECHNOLOGY	ETF	81369Y803	438	15,247	SH		Sole
SEMPRA ENERGY COM	COM	816851109	2,398	34,813	SH		Sole
SHAW COMMUNICATIONS INC CL B CONV	CL B	82028K200	880	46,536	SH		Sole
SHAW COMMUNICATIONS INC.	COM	82028K200	8,220	441,900	SH		Sole
SHIRE PLC SPONSORED ADR	SPONSORED ADR	82481R106	637	7,378	SH		Sole
SINGAPORE FD INC COM	COM	82929L109	0	7	SH		Sole
SOCIEDAD QUIMICA MINERA DE C SPON ADR SER B	SPONSORED ADR	833635105	1,319	23,687	SH		Sole
SODASTREAM INTERNATIONAL LTD USD SHS	COM	M9068E105	3,019	73,682	SH		Sole
SOLERA HOLDINGS INC COM	COM	83421A104	0	1	SH		Sole
SONIC AUTOMOTIVE INC CL A	CL A	83545G102	628	45,950	SH		Sole
SOUTHERN CO COM	COM	842587107	1,681	36,314	SH		Sole
SPDR GOLD TRUST GOLD SHS	ETF	78463V107	73,553	473,953	SH		Sole
SPDR INDEX SHS FDS ASIA PACIF ETF	ETF	78463X301	9,629	139,773	SH		Sole
SPDR INDEX SHS FDS DJ INTL RL ETF	ETF	78463X863	4,514	122,726	SH		Sole
SPDR INDEX SHS FDS EMERG MKTS ETF	ETF	78463X509	13,453	223,824	SH		Sole
SPDR INDEX SHS FDS S&P CHINA ETF	ETF	78463X400	11,903	186,859	SH		Sole
SPDR INDEX SHS FDS S&P INTL SMLCP	ETF	78463X871	6,232	241,469	SH		Sole
SPDR INDEX SHS FDS S&P WRLD EX US	ETF	78463X889	31,782	1,418,214	SH		Sole
SPDR S&P 500 ETF TR TR UNIT	ETF	78462F103	138,428	1,017,069	SH		Sole
SPDR S&P MIDCAP 400 ETF TR UTSER1 S&PDCRP	ETF	78467Y107	3,592	20,968	SH		Sole
SPDR SERIES TRUST BARCL CAP TIPS	ETF	78464A656	4,734	79,430	SH		Sole
SPDR SERIES TRUST BRCLYS 1-3MT ETF	ETF	78464A680	62,143	1,356,538	SH		Sole
SPDR SERIES TRUST BRCLYS AGG ETF	ETF	78464A649	33,380	569,242	SH		Sole

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SPDR SERIES TRUST BRCLYS CAP CONV	ETF	78464A359	1,920	51,122	SH	Sole
SPDR SERIES TRUST BRCLYS INTL ETF	ETF	78464A516	966	16,332	SH	Sole
SPDR SERIES TRUST BRCLYS YLD ETF	ETF	78464A417	47,127	1,194,304	SH	Sole
SPDR SERIES TRUST DB INT GVT ETF	ETF	78464A490	3,300	56,043	SH	Sole
SPDR SERIES TRUST DJ REIT ETF	ETF	78464A607	22,525	309,031	SH	Sole
SPDR SERIES TRUST NUVN BR SHT MUNI	ETF	78464A425	13,972	571,922	SH	Sole

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ INVESTM DISCRET
SPDR SERIES TRUST NUVN BRCLY MUNI	ETF	78464A458	11,547	478,536	SH
SPDR SERIES TRUST S&P 600 SML CAP	ETF	78464A813	10,833	153,591	SH
SPDR SERIES TRUST S&P DIVID ETF	ETF	78464A763	18,830	338,356	SH
SPDR SERIES TRUST SHRT INTL ETF	ETF	78464A334	1,843	51,779	SH
STRYKER CORP COM	COM	863667101	353	6,401	SH
SUN COMMUNITIES INC COM	COM	866674104	741	16,758	SH
SUNTRUST BKS INC COM	COM	867914103	2,783	114,877	SH
SUPERIOR ENERGY SVCS INC COM	COM	868157108	2,033	100,494	SH
SWIFT ENERGY CO COM	COM	870738101	472	25,356	SH
SXC HEALTH SOLUTIONS CORP COM	COM	78505P100	12,000	120,951	SH
SYNGENTA AG SPONSORED ADR	SPONSORED ADR	87160A100	980	14,326	SH
SYNNEX CORP COM	COM	87162W100	95	2,755	SH
TAIWAN SEMICONDUCTOR MFG LTD SPONSORED ADR	SPONSORED ADR	874039100	1,276	91,433	SH
TAL INTL GROUP INC COM	COM	874083108	750	22,392	SH
TALISMAN ENERGY INC.	COM	87425E103	1,251	111,000	SH
TARGET CORP COM	COM	87612E106	3,180	54,643	SH
TATA MTRS LTD SPONSORED ADR	SPONSORED ADR	876568502	1,162	52,930	SH
TE CONNECTIVITY LTD REG SHS	COM	H84989104	2,478	77,644	SH
TELUS CORPORATION	COM	87971M202	6,469	112,450	SH
TEVA PHARMACEUTICAL INDS LTD ADR	ADR	881624209	2,606	66,085	SH
THOMSON REUTERS CORPORATION	COM	884903105	7,355	262,800	SH
TIM HORTONS INC	COM	88706M103	2,910	56,200	SH
TIM HORTONS INC COM	COM	88706M103	875	16,618	SH
TIME WARNER INC COM NEW	COM	887317303	2,979	77,372	SH
TORONTO-DOMINION BANK/THE	COM	891160509	3,886	50,500	SH
TOYOTA MOTOR CORP SP ADR REP2COM	COM	892331307	2,752	34,195	SH
TRANSALTA CORPORATION	COM	89346D107	1,653	99,000	SH
TRANSCANADA CORPORATION	COM	89353D107	3,948	95,800	SH
TREEHOUSE FOODS INC COM	COM	89469A104	4,953	79,518	SH
TRIUMPH GROUP INC NEW COM	COM	896818101	7,707	136,972	SH
TUPPERWARE BRANDS CORP COM	COM	899896104	3,321	60,647	SH
UGI CORP NEW COM	COM	902681105	2,415	82,072	SH
UMPQUA HLDGS CORP COM	COM	904214103	790	60,041	SH
UNITED TECHNOLOGIES CORP COM	COM	913017109	6,393	84,640	SH
VALEANT PHARMACEUTICALS INTL COM	COM	91911K102	910	20,319	SH
VANGUARD BD INDEX FD INC INTERMED TERM	ETF	921937819	1,527	17,187	SH
VANGUARD BD INDEX FD INC LONG TERM BOND	ETF	921937793	4,722	49,732	SH
VANGUARD BD INDEX FD INC SHORT TRM BOND	ETF	921937827	30,665	377,975	SH
VANGUARD BD INDEX FD INC TOTAL BND					

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MRKT		ETF	921937835	44,074	522,332	SH	Sole
VANGUARD INDEX FDS GROWTH ETF		ETF	922908736	33,663	494,976	SH	Sole
VANGUARD INDEX FDS MID CAP ETF		ETF	922908629	767	9,931	SH	Sole
VANGUARD INDEX FDS REIT ETF		ETF	922908553	4,646	71,011	SH	Sole
VANGUARD INDEX FDS SM CP VAL ETF		ETF	922908611	11,444	167,794	SH	Sole
VANGUARD INDEX FDS SML CP GRW ETF		ETF	922908595	18,710	223,345	SH	Sole

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ INVESTM DISCRET
VANGUARD INDEX FDS VALUE ETF	ETF	922908744	36,684	655,766	SH
VANGUARD INTL EQUITY INDEX F ALLWRLD EX US	ETF	922042775	27,233	664,539	SH
VANGUARD INTL EQUITY INDEX F FTSE SMCAP ETF	ETF	922042718	11,078	136,132	SH
VANGUARD INTL EQUITY INDEX F GLB EX US ETF	ETF	922042676	1,925	40,266	SH
VANGUARD INTL EQUITY INDEX F MSCI EMR MKT ETF	ETF	922042858	23,487	588,202	SH
VANGUARD INTL EQUITY INDEX F MSCI EUROPE ETF	ETF	922042874	19,972	466,310	SH
VANGUARD INTL EQUITY INDEX F MSCI PAC ETF	ETF	922042866	19,612	391,301	SH
VANGUARD SCOTTSDALE FDS INT-TERM CORP	ETF	92206C870	13,689	160,651	SH
VANGUARD TAX MANAGED INTL FD MSCI EAFE ETF	ETF	921943858	9,284	294,074	SH
VANGUARD WHITEHALL FDS INC HIGH DIV YLD	ETF	921946406	7,610	158,137	SH
VANGUARD WORLD FDS UTILITIES ETF	ETF	92204A876	406	5,174	SH
VERISIGN INC COM	COM	92343E102	2,176	49,948	SH
VERIZON COMMUNICATIONS INC COM	COM	92343V104	2,390	53,786	SH
VISA INC COM CL A	CL A	92826C839	2,410	19,492	SH
WABTEC CORP COM	COM	929740108	2,985	38,259	SH
WATERS CORP COM	COM	941848103	5,919	74,479	SH
WILLIAMS COS INC DEL COM	COM	969457100	3,865	134,117	SH
WILLIAMS SONOMA INC COM	COM	969904101	0	1	SH
WISDOMTREE TRUST ASIA PAC EXJP FD	ETF	97717W828	7,856	128,603	SH
WPP PLC ADR	ADR	92933H101	863	14,185	SH
WPX ENERGY INC COM	COM	98212B103	0	12	SH
XYLEM INC COM	COM	98419M100	0	1	SH
YAHOO INC COM	COM	984332106	0	5	SH
YAMANA GOLD INC	COM	98462Y100	74	4,900	SH
YUM BRANDS INC COM	COM	988498101	7,476	116,044	SH

