

GENWORTH FINANCIAL INC

FORM 13F-HR (Form 13F Holdings Report)

Filed 05/04/12 for the Period Ending 03/31/12

Address	6620 WEST BROAD STREET RICHMOND, VA 23230
Telephone	804-281-6000
CIK	0001276520
Symbol	GNW
SIC Code	6311 - Life Insurance
Industry	Insurance (Life)
Sector	Financial
Fiscal Year	12/31

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

Form 13F

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: March 31, 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:

<i>/s/ Patricia Merrill</i>	<i>Richmond, VA</i>	<i>May 4, 2012</i>
----- [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

FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 1

Form 13F Information Table Entry Total: 393 lines

Form 13F Information Table Value Total: 3,101,853

(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
01	28-11546	Genworth Financial Wealth Management, Inc.

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COLUMN 7	COLUMN 8		
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ CALL	INVESTMENT DISCRETION	OTHER MANAGERS	VOTING AUTHORITY	
								SOLE	SHARED NONE
3M CO COM	COM	88579Y101	3,459	38,769	SH		Sole	01	38,769
ABB LTD SPONSORED ADR	SPONSORED ADR	000375204	1	50	SH		Sole	01	50
ABBOTT LABS COM	COM	002824100	14,930	243,603	SH		Sole	01	243,603
ACACIA RESH CORP ACACIA TCH COM	COM	003881307	8,173	195,815	SH		Sole	01	195,815
AES CORP COM	COM	00130H105	5,798	443,643	SH		Sole	01	443,643
AFFILIATED MANAGERS GROUP COM	COM	008252108	6,054	54,145	SH		Sole	01	54,145
AIR PRODS & CHEMS INC COM	COM	009158106	2,471	26,921	SH		Sole	01	26,921
ALBEMARLE CORP COM	COM	012653101	1	16	SH		Sole	01	16
ALLSTATE CORP COM	COM	020002101	67	2,024	SH		Sole	01	2,024
AMERICAN ELEC PWR INC COM	COM	025537101	4,389	113,758	SH		Sole	01	113,758
AMERICAN EXPRESS CO COM	COM	025816109	0	2	SH		Sole	01	2
AMERICAS CAR MART INC COM	COM	03062T105	776	17,638	SH		Sole	01	17,638
ANHEUSER BUSCH INBEV SA/NV SPONSORED ADR	SPONSORED ADR	03524A108	2,933	40,332	SH		Sole	01	40,332
ANN INC COM	COM	035623107	629	21,947	SH		Sole	01	21,947
APPLE INC COM	COM	037833100	5,493	9,162	SH		Sole	01	9,162
APPLIED MATLS INC COM	COM	038222105	7,462	599,619	SH		Sole	01	599,619
APPROACH RESOURCES INC COM	COM	03834A103	2,623	70,981	SH		Sole	01	70,981
ASML HOLDING N V NY REG SHS	COM	N07059186	1	27	SH		Sole	01	27
AURICO GOLD INC COM	COM	05155C105	3,559	401,284	SH		Sole	01	401,284
AUTOMATIC DATA PROCESSING IN COM	COM	053015103	457	8,281	SH		Sole	01	8,281
AVAGO TECHNOLOGIES LTD SHS	COM	Y0486S104	2,511	64,437	SH		Sole	01	64,437
BAIDU INC SPON ADR REP A	SPONSORED ADR	056752108	1,537	10,542	SH		Sole	01	10,542
BANK OF AMERICA CORPORATION COM	COM	060505104	2,879	300,801	SH		Sole	01	300,801
BANK OF NOVA SCOTIA	COM	064149107	4,427	78,900	SH		Sole	01	78,900
BARCLAYS BK PLC 10 YR TREAS BEAR	ETF	06740L451	21,066	623,625	SH		Sole	01	623,625
BARCLAYS BK PLC IPATH DYNM VIX	ETF	06741L609	838	14,487	SH		Sole	01	14,487
BARCLAYS BK PLC IPATH S&P MT ETN	ETN	06740C519	56,028	1,211,949	SH		Sole	01	1,211,949
BARCLAYS BK PLC IPSP CROIL ETN	ETN	06738C786	29,414	1,136,564	SH		Sole	01	1,136,564
BARCLAYS BK PLC IPTH S&P VIX NEW	ETF	06740C261	11,503	685,487	SH		Sole	01	685,487
BARCLAYS BK PLC S&P 500 VEQTOR	ETF	06740C337	237,073	1,769,596	SH		Sole	01	1,769,596
BARCLAYS BK PLC US TRES FLATT	ETF	06740L485	27	475	SH		Sole	01	475
BARCLAYS PLC ADR	ADR	06738E204	1	42	SH		Sole	01	42

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								SOLE	SHARED NONE
BASIC ENERGY SVCS INC NEW COM	COM	06985P100	796	45,901	SH	Sole	01	45,901	
BAXTER INTL INC COM	COM	071813109	9,054	151,459	SH	Sole	01	151,459	
BAYTEX ENERGY CORP	COM	07317Q105	3,526	67,900	SH	Sole		67,900	
BCE INC	COM	05534B760	6,302	157,100	SH	Sole		157,100	
BE AEROSPACE INC COM	COM	073302101	5,751	123,748	SH	Sole	01	123,748	
BECTON DICKINSON & CO COM	COM	075887109	473	6,096	SH	Sole	01	6,096	
BEMIS INC COM	COM	081437105	0	9	SH	Sole	01	9	
BHP BILLITON LTD SPONSORED ADR	SPONSORED ADR	088606108	1	13	SH	Sole	01	13	
BLACKROCK INC COM	COM	09247X101	1,027	5,014	SH	Sole	01	5,014	
BOEING CO COM	COM	097023105	3,393	45,621	SH	Sole	01	45,621	
BRIGGS & STRATTON CORP COM	COM	109043109	2,253	125,649	SH	Sole	01	125,649	
BRITISH AMERN TOB PLC SPONSORED ADR	SPONSORED ADR	110448107	1	12	SH	Sole	01	12	
BROOKFIELD ASSET MANAGEMENT INC	COM	112585104	7,312	231,300	SH	Sole		231,300	
BROOKFIELD ASSET MANAGEMENT INC	COM	112900105	3,931	225,000	SH	Sole		225,000	
BROOKFIELD OFFICE PROPERTIES CANADA	COM	112823109	2,537	104,100	SH	Sole		104,100	
BUCKEYE TECHNOLOGIES INC COM	COM	118255108	762	22,437	SH	Sole	01	22,437	
CAE INC	COM	124765108	1,900	185,450	SH	Sole		185,450	
CAMECO CORP COM	COM	13321L108	880	40,965	SH	Sole	01	40,965	
CANADIAN NATIONAL RAILWAY COMPANY	COM	136375102	8,077	101,550	SH	Sole		101,550	
CANADIAN PACIFIC RAILWAY LTD	COM	13645T100	3,262	42,900	SH	Sole		42,900	
CATERPILLAR INC DEL COM	COM	149123101	3,041	28,552	SH	Sole	01	28,552	
CENOVUS ENERGY INC	COM	15135U109	6,085	169,100	SH	Sole		169,100	
CERNER CORP COM	COM	156782104	2,108	27,674	SH	Sole	01	27,674	
CHECK POINT SOFTWARE TECH LT ORD	COM	M22465104	2,792	43,739	SH	Sole	01	43,739	
CHESAPEAKE ENERGY CORP COM	COM	165167107	2	92	SH	Sole	01	92	
CHEVRON CORP NEW COM	COM	166764100	0	3	SH	Sole	01	3	
CHICAGO BRIDGE & IRON CO N V N Y REGISTRY SH	COM	167250109	1,183	27,397	SH	Sole	01	27,397	
CITRIX SYS INC COM	COM	177376100	6,534	82,799	SH	Sole	01	82,799	
CITY TELECOM H K LTD SPONSORED ADR	SPONSORED ADR	178677209	1,066	79,914	SH	Sole	01	79,914	
CMS ENERGY CORP COM	COM	125896100	3,625	164,773	SH	Sole	01	164,773	
COCA COLA CO COM	COM	191216100	10,945	147,882	SH	Sole	01	147,882	
COMERICA INC COM	COM	200340107	7,049	217,816	SH	Sole	01	217,816	
COMPANHIA DE BEBIDAS DAS AME SPON ADR PFD	SPONSORED ADR	20441W203	1,538	37,231	SH	Sole	01	37,231	
COMPANHIA PARANAENSE ENERG C SPON ADR PFD	SPONSORED ADR	20441B407	1,043	44,364	SH	Sole	01	44,364	
COMPASS DIVERSIFIED HOLDINGS SH BEN INT	COM	20451Q104	783	52,927	SH	Sole	01	52,927	
CONAGRA FOODS INC COM	COM	205887102	2,918	111,133	SH	Sole	01	111,133	
CORNING INC COM	COM	219350105	3,179	225,784	SH	Sole	01	225,784	

COLUMN 1 NAME OF ISSUER	COLUMN 2 TITLE OF CLASS	COLUMN 3 CUSIP	COLUMN 4 VALUE (x\$1000)	COLUMN 5 SHRS OR PRN AMT	SH/ PUT/ CALL	COLUMN 6 INVESTMENT DISCRETION	COLUMN 7 OTHER MANAGERS	COLUMN 8 VOTING AUTHORITY	
								SOLE	SHARED NONE
COVIDIEN PLC SHS	ADR	G2554F113	2,216	40,535	SH	Sole	01	40,535	
CRACKER BARREL OLD CTRY STOR COM	COM	22410J106	785	14,077	SH	Sole	01	14,077	
CREDICORP LTD COM	COM	G2519Y108	1,578	11,974	SH	Sole	01	11,974	
CTC MEDIA INC COM	COM	12642X106	1	84	SH	Sole	01	84	
CUMMINS INC COM	COM	231021106	2,478	20,644	SH	Sole	01	20,644	
CURRENCYSHS JAPANESE YEN TR JAPANESE YEN	ETF	23130A102	14	114	SH	Sole	01		114
DANAHER CORP DEL COM	COM	235851102	8,045	143,661	SH	Sole	01	143,661	
DIEBOLD INC COM	COM	253651103	5,232	135,814	SH	Sole	01	135,814	
DIME CMNTY BANCSHARES COM	COM	253922108	774	52,972	SH	Sole	01	52,972	
DIREXION SHS ETF TR DLY FIN BEAR NEW	ETF	25459W144	0	3	SH	Sole	01		3
DOW CHEM CO COM	COM	260543103	2,990	86,304	SH	Sole	01	86,304	
DRIL-QUIP INC COM	COM	262037104	2,353	36,188	SH	Sole	01	36,188	
DU PONT E I DE NEMOURS & CO COM	COM	263534109	7,411	140,093	SH	Sole	01	140,093	
E M C CORP MASS COM	COM	268648102	5,466	182,938	SH	Sole	01	182,938	
EAST WEST BANCORP INC COM	COM	27579R104	5,710	247,281	SH	Sole	01	247,281	
EATON CORP COM	COM	278058102	2,586	51,895	SH	Sole	01	51,895	
EBAY INC COM	COM	278642103	2,925	79,272	SH	Sole	01	79,272	
ECOPETROL S A SPONSORED ADS	SPONSORED ADR	279158109	1,549	25,364	SH	Sole	01	25,364	
EDISON INTL COM	COM	281020107	441	10,380	SH	Sole	01	10,380	
ELAN PLC ADR	ADR	284131208	2,211	147,284	SH	Sole	01	147,284	
ELECTRONIC ARTS INC COM	COM	285512109	3	207	SH	Sole	01	207	
ELLIE MAE INC	COM	28849P100	293	48,877	SH	Sole		48,877	
EMERSON ELEC CO COM	COM	291011104	3,239	62,068	SH	Sole	01	62,068	
ENBRIDGE INC	COM	29250N105	3,781	97,200	SH	Sole		97,200	
ENCANA CORPORATION	COM	292505104	4,194	213,150	SH	Sole		213,150	
ENCORE CAP GROUP INC COM	COM	292554102	801	35,537	SH	Sole	01	35,537	
ENERPLUS CORP	COM	292766102	281	12,500	SH	Sole		12,500	
ENPRO INDS INC COM	COM	29355X107	808	19,664	SH	Sole	01	19,664	
ENTERGY CORP NEW COM	COM	29364G103	3,408	50,708	SH	Sole	01	50,708	
EQUINIX INC COM NEW	COM	29444U502	3	21	SH	Sole	01	21	
ERICSSON L M TEL CO ADR B SEK 10	ADR	294821608	2,561	248,355	SH	Sole	01	248,355	
EXELIS INC COM	COM	30162A108	1	64	SH	Sole	01	64	
EXELON CORP COM	COM	30161N101	4,207	107,301	SH	Sole	01	107,301	
EXPRESS SCRIPTS INC COM	COM	302182100	39	720	SH	Sole	01	720	
EXXON MOBIL CORP	COM	453038408	1,482	32,600	SH	Sole		32,600	
EXXON MOBIL CORP COM	COM	30231G102	8,843	101,963	SH	Sole	01	101,963	
FIRST TR EXCHANGE TRADED FD TECH ALPHADEX	ETF	33734X176	2,351	99,279	SH	Sole	01	99,279	
FIRST TR ISE GLOBAL ENGR & C COM	COM	33736M103	3,801	92,425	SH	Sole	01	92,425	
FIRSTENERGY CORP COM	COM	337932107	339	7,440	SH	Sole	01	7,440	
FOMENTO ECONOMICO MEXICANO S SPON ADR UNITS	SPONSORED ADR	344419106	1,629	19,804	SH	Sole	01	19,804	
FOOT LOCKER INC COM	COM	344849104	6,925	223,037	SH	Sole	01	223,037	
FORTINET INC COM	COM	34959E109	7,883	285,117	SH	Sole	01	285,117	
GAP INC DEL COM	COM	364760108	2,608	99,777	SH	Sole	01	99,777	

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COLUMN 7	COLUMN 8		
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ CALL	INVESTMENT DISCRETION	OTHER MANAGERS	VOTING AUTHORITY	
								SOLE	SHARED NONE
GENERAL DYNAMICS CORP COM	COM	369550108	5,843	79,623	SH	Sole	01	79,623	
GENERAL ELECTRIC CO COM	COM	369604103	2,933	146,123	SH	Sole	01	146,123	
GENON ENERGY INC COM	COM	37244E107	115	55,206	SH	Sole	01	55,206	
GENTEX CORP COM	COM	371901109	5,730	233,874	SH	Sole	01	233,874	
GILEAD SCIENCES INC COM	COM	375558103	2,537	51,920	SH	Sole	01	51,920	
GOODRICH CORP COM	COM	382388106	6	44	SH	Sole	01	44	
GRAINGER W W INC COM	COM	384802104	578	2,692	SH	Sole	01	2,692	
GREAT PLAINS ENERGY INC COM	COM	391164100	2,311	114,002	SH	Sole	01	114,002	
GRIFOLS S A SPONSORED ADR	SPONSORED ADR	398438309	1,025	132,986	SH	Sole	01	132,986	
GROUPE CGI INC CL A SUB VTG	CL A	39945C109	3,787	169,878	SH	Sole	01	169,878	
GT ADVANCED TECHNOLOGIES INC COM	COM	36191U106	835	100,951	SH	Sole	01	100,951	
HALLIBURTON CO COM	COM	406216101	6,007	180,980	SH	Sole	01	180,980	
HANGER ORTHOPEDIC GROUP INC COM NEW	COM	41043F208	793	36,278	SH	Sole	01	36,278	
HDFC BANK LTD ADR REPS 3 SHS	ADR	40415F101	1,547	45,365	SH	Sole	01	45,365	
HEINZ H J CO COM	COM	423074103	2,974	55,539	SH	Sole	01	55,539	
HELEN OF TROY CORP LTD COM	COM	G4388N106	764	22,460	SH	Sole	01	22,460	
HESS CORP COM	COM	42809H107	2,956	50,136	SH	Sole	01	50,136	
HEWLETT PACKARD CO COM	COM	428236103	2	75	SH	Sole	01	75	
HMS HLDGS CORP COM	COM	40425J101	8,887	284,741	SH	Sole	01	284,741	
HOLOGIC INC	COM	436440101	208	9,632	SH	Sole	01	9,632	
HOME DEPOT INC COM	COM	437076102	9	178	SH	Sole	01	178	
HONDA MOTOR LTD AMERN SHS	COM	438128308	1	26	SH	Sole	01	26	
HOSPIRA INC COM	COM	441060100	2,887	77,207	SH	Sole	01	77,207	
ICICI BK LTD ADR	ADR	45104G104	2	58	SH	Sole	01	58	
ILLINOIS TOOL WKS INC COM	COM	452308109	394	6,902	SH	Sole	01	6,902	
IMAX CORP COM	COM	45245E109	1,030	42,158	SH	Sole	01	42,158	
INSIGHT ENTERPRISES INC COM	COM	45765U103	768	35,038	SH	Sole	01	35,038	
INSPERITY INC COM	COM	45778Q107	789	25,766	SH	Sole	01	25,766	
INTERCONTINENTAL HTLS GRP PL SPONS ADR NEW	SPONSORED ADR	45857P301	1,501	64,645	SH	Sole	01	64,645	
INTERNATIONAL BUSINESS MACHS COM	COM	459200101	13,008	62,346	SH	Sole	01	62,346	
ISHARES GOLD TRUST ISHARES	ETF	464285105	9,507	584,311	SH	Sole	01	584,311	
ISHARES INC MSCI CDA INDEX	ETF	464286509	10,512	370,907	SH	Sole	01	370,907	
ISHARES INC MSCI ITALY	ETF	464286855	9,727	743,672	SH	Sole	01	743,672	
ISHARES INC MSCI SPAIN	ETF	464286764	6,804	232,229	SH	Sole	01	232,229	
ISHARES INC MSCI SWEDEN	ETF	464286756	6,823	235,201	SH	Sole	01	235,201	
ISHARES INC MSCI SWITZERLD	ETF	464286749	10,395	415,283	SH	Sole	01	415,283	
ISHARES TR AGENCY BD FD	ETF	464288166	9,195	81,631	SH	Sole	01	81,631	
ISHARES TR BARCLY USAGG B	ETF	464287226	42,405	386,029	SH	Sole	01	386,029	
ISHARES TR BARCLYS 10-20YR	ETF	464288653	373	2,920	SH	Sole	01	2,920	
ISHARES TR BARCLYS 1-3 YR	ETF	464287457	5,322	63,119	SH	Sole	01	63,119	
ISHARES TR BARCLYS 1-3YR CR	ETF	464288646	9,254	88,058	SH	Sole	01	88,058	
ISHARES TR BARCLYS 20+ YR	ETF	464287432	17,859	159,168	SH	Sole	01	159,168	
ISHARES TR BARCLYS 3-7 YR	ETF	464288661	1,739	14,361	SH	Sole	01	14,361	
ISHARES TR BARCLYS 7-10 YR	ETF	464287440	13,960	135,165	SH	Sole	01	135,165	
ISHARES TR BARCLYS CR BD	ETF	464288620	51,443	468,861	SH	Sole	01	468,861	

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								SOLE	SHARED NONE
								-----	-----
ISHARES TR BARCLYS MBS BD	ETF	464288588	41,159	381,281 SH		Sole	01	381,281	
ISHARES TR BARCLYS SH TREA	ETF	464288679	1,217	11,043 SH		Sole	01	11,043	
ISHARES TR BARCLYS TIPS BD	ETF	464287176	20,706	176,000 SH		Sole	01	176,000	
ISHARES TR BRC 0-5 YR TIP	ETF	46429B747	4,731	45,785 SH		Sole	01	45,785	
ISHARES TR DJ INTL SEL DIVD	ETF	464288448	1,885	57,813 SH		Sole	01	57,813	
ISHARES TR DJ SEL DIV INX	ETF	464287168	2,399	42,872 SH		Sole	01	42,872	
ISHARES TR DJ US TECH SEC	ETF	464287721	15,539	199,698 SH		Sole	01	199,698	
ISHARES TR DJ US TELECOMM	ETF	464287713	2,261	101,831 SH		Sole	01	101,831	
ISHARES TR FLTG RATE NT	ETF	46429B655	8,756	174,808 SH		Sole	01	174,808	
ISHARES TR HIGH YLD CORP	ETF	464288513	5,784	63,761 SH		Sole	01	63,761	
ISHARES TR IBOXX INV CPBD	ETF	464287242	21,945	189,784 SH		Sole	01	189,784	
ISHARES TR JPMORGAN USD	ETF	464288281	2,112	18,739 SH		Sole	01	18,739	
ISHARES TR MSCI ACWI INDX	ETF	464288257	3,654	77,417 SH		Sole	01	77,417	
ISHARES TR MSCI EAFE INDEX	ETF	464287465	98	1,781 SH		Sole	01	1,781	
ISHARES TR MSCI EMERG MKT	ETF	464287234	24,400	568,157 SH		Sole	01	568,157	
ISHARES TR MSCI GRW IDX	ETF	464288885	7,061	120,412 SH		Sole	01	120,412	
ISHARES TR MSCI VAL IDX	ETF	464288877	6,337	134,822 SH		Sole	01	134,822	
ISHARES TR RSSL MCRCP IDX	ETF	464288869	11	217 SH		Sole	01	217	
ISHARES TR RUSL 2000 GROW	ETF	464287648	20	207 SH		Sole	01	207	
ISHARES TR RUSL 2000 VALU	ETF	464287630	29	402 SH		Sole	01	402	
ISHARES TR RUSSELL 2000	ETF	464287655	13,751	166,050 SH		Sole	01	166,050	
ISHARES TR RUSSELL1000GRW	ETF	464287614	54,771	828,856 SH		Sole	01	828,856	
ISHARES TR RUSSELL1000VAL	ETF	464287598	493	7,035 SH		Sole	01	7,035	
ISHARES TR S&P 100 IDX FD	ETF	464287101	102,736	1,604,250 SH		Sole	01	1,604,250	
ISHARES TR S&P 500 VALUE	ETF	464287408	20	303 SH		Sole	01	303	
ISHARES TR S&P CAL AMTFR MN	ETF	464288356	20	180 SH		Sole	01	180	
ISHARES TR S&P GL UTILITI	ETF	464288711	4,609	108,026 SH		Sole	01	108,026	
ISHARES TR S&P MC 400 GRW	ETF	464287606	20	177 SH		Sole	01	177	
ISHARES TR S&P MIDCAP 400	ETF	464287507	49	498 SH		Sole	01	498	
ISHARES TR S&P MIDCP VALU	ETF	464287705	10	116 SH		Sole	01	116	
ISHARES TR S&P NA SOFTWR	ETF	464287515	314	4,765 SH		Sole	01	4,765	
ISHARES TR S&P NTL AMTFREE	ETF	464288414	4,954	45,284 SH		Sole	01	45,284	
ISHARES TR S&P500 GRW	ETF	464287309	59	779 SH		Sole	01	779	
ISHARES TR US PFD STK IDX	ETF	464288687	2,011	51,502 SH		Sole	01	51,502	
ITC HLDGS CORP COM	COM	465685105	295	3,833 SH		Sole	01	3,833	
ITT CORP NEW COM NEW	COM	450911201	1	32 SH		Sole	01	32	
JOHNSON & JOHNSON COM	COM	478160104	484	7,336 SH		Sole	01	7,336	
JOHNSON CTLS INC COM	COM	478366107	3,910	120,382 SH		Sole	01	120,382	
JOY GLOBAL INC COM	COM	481165108	3,224	43,869 SH		Sole	01	43,869	
JPMORGAN CHASE & CO COM	COM	46625H100	8,250	179,435 SH		Sole	01	179,435	
KELLY SVCS INC CL A	CL A	488152208	822	51,389 SH		Sole	01	51,389	
KLA-TENCOR CORP COM	COM	482480100	1,042	19,145 SH		Sole	01	19,145	
KOPPERS HOLDINGS INC COM	COM	50060P106	796	20,650 SH		Sole	01	20,650	
KRAFT FOODS INC CL A	CL A	50075N104	4	116 SH		Sole	01	116	
LAKELAND FINL CORP COM	COM	511656100	792	30,413 SH		Sole	01	30,413	
LENNAR CORP CL A	CL A	526057104	2,890	106,325 SH		Sole	01	106,325	
LEUCADIA NATIONAL CORPORATION	COM	527288104	110	4,208 SH		Sole	01	4,208	
LIBERTY INTERACTIVE CORPORAT INT COM									
SER A	COM	53071M104	4	232 SH		Sole	01	232	
LIFE TECHNOLOGIES CORP COM	COM	53217V109	4	73 SH		Sole	01	73	

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LKQ CORP COM	COM	501889208	4,528	145,273	SH		Sole	01	145,273
LOEWS CORP COM	COM	540424108	3	73	SH		Sole	01	73
LOWES COS INC COM	COM	548661107	4	136	SH		Sole	01	136
LTC PPTYS INC COM	COM	502175102	809	25,291	SH		Sole	01	25,291
MACYS INC COM	COM	55616P104	1,956	49,227	SH		Sole	01	49,227
MADDEN STEVEN LTD COM	COM	556269108	3,117	72,904	SH		Sole	01	72,904
MAGNA INTERNATIONAL INC.	COM	559222401	2,127	44,500	SH		Sole		44,500
MANULIFE FINL CORP COM	COM	56501R106	1,037	76,522	SH		Sole	01	76,522
MARKET VECTORS ETF TR AGRIBUS ETF	ETF	57060U605	2,308	43,687	SH		Sole	01	43,687
MARKET VECTORS ETF TR GOLD MINER ETF	ETF	57060U100	2,155	43,491	SH		Sole	01	43,491
MARKET VECTORS ETF TR UNCVTL OIL GAS ADDED	ETF	57060U159	4,052	167,246	SH		Sole	01	167,246
MARSH & MCLENNAN COS INC COM	COM	571748102	3,952	120,514	SH		Sole	01	120,514
MCDONALDS CORP COM	COM	580135101	12,892	131,418	SH		Sole	01	131,418
MECHEL OAO SPONSORED ADR	SPONSORED ADR	583840103	1	105	SH		Sole	01	105
MEDASSETS INC COM	COM	584045108	800	60,781	SH		Sole	01	60,781
MEDICAL PPTYS TRUST INC COM	COM	58463J304	802	86,370	SH		Sole	01	86,370
MELCO CROWN ENTMT LTD ADR	ADR	585464100	2,817	206,509	SH		Sole	01	206,509
METLIFE INC COM	COM	59156R108	2,198	58,842	SH		Sole	01	58,842
MICROSOFT CORP COM	COM	594918104	14,991	464,771	SH		Sole	01	464,771
MTS SYS CORP COM	COM	553777103	802	15,103	SH		Sole	01	15,103
NATIONAL GRID PLC SPON ADR NEW	SPONSORED ADR	636274300	5,265	104,301	SH		Sole	01	104,301
NATIONAL OILWELL VARCO INC COM	COM	637071101	4,525	56,938	SH		Sole	01	56,938
NEWTEK BUSINESS SERVICES INC.	COM	652526104	222	146,141	SH		Sole		146,141
NEXTERA ENERGY INC COM	COM	65339F101	3,790	62,054	SH		Sole	01	62,054
NOKIA CORP SPONSORED ADR	SPONSORED ADR	654902204	3,726	678,716	SH		Sole	01	678,716
NORDSTROM INC COM	COM	655664100	4,256	76,386	SH		Sole	01	76,386
NOVARTIS A G SPONSORED ADR	SPONSORED ADR	66987V109	0	5	SH		Sole	01	5
NV ENERGY INC COM	COM	67073Y106	527	32,665	SH		Sole	01	32,665
OCCIDENTAL PETE CORP DEL COM	COM	674599105	2,474	25,977	SH		Sole	01	25,977
OPEN TEXT CORP COM	COM	683715106	2,920	47,748	SH		Sole	01	47,748
ORACLE CORP COM	COM	68389X105	7,360	252,417	SH		Sole	01	252,417
PENNEY J C INC COM	COM	708160106	2,889	81,554	SH		Sole	01	81,554
PERRIGO CO COM	COM	714290103	2,606	25,223	SH		Sole	01	25,223
PETROLEO BRASILEIRO SA PETRO SPONSORED ADR	SPONSORED ADR	71654V408	2	64	SH		Sole	01	64
PFIZER INC COM	COM	717081103	4,991	220,410	SH		Sole	01	220,410
PG&E CORP COM	COM	69331C108	3,820	87,987	SH		Sole	01	87,987
PHILIP MORRIS INTL INC COM	COM	718172109	10,734	121,133	SH		Sole	01	121,133
PHILIPPINE LONG DISTANCE TEL SPONSORED ADR	SPONSORED ADR	718252604	1,551	24,938	SH		Sole	01	24,938
PIMCO ETF TR 1-5 US TIP IDX	ETF	72201R205	185	3,414	SH		Sole	01	3,414
PIONEER NAT RES CO COM	COM	723787107	7,202	64,542	SH		Sole	01	64,542

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POST HLDGS INC COM ADDED	COM	737446104	1,910	58,011	SH	Sole	01	58,011	
POWERSHARES ETF TR II S&P500 LOW VOL	ETF	73937B779	29,666	1,106,930	SH	Sole	01	1,106,930	
POWERSHARES ETF TRUST DYN PHRMA PORT	ETF	73935X799	3,167	100,775	SH	Sole	01	100,775	
POWERSHARES ETF TRUST ENERGY SEC POR	ETF	73935X385	2,422	59,426	SH	Sole	01	59,426	
POWERSHARES GLOBAL ETF TRUST ASIA PAC EX-JP	ETF	73936T854	1,923	37,046	SH	Sole	01	37,046	
POWERSHARES GLOBAL ETF TRUST INSUR NATL MUN	ETF	73936T474	8,965	361,775	SH	Sole	01	361,775	
POWERSHARES QQQ TRUST UNIT SER 1	ETF	73935A104	131,125	1,941,156	SH	Sole	01	1,941,156	
POWERSHS DB MULTI SECT COMM DB GOLD FUND	ETF	73936B606	5,037	87,177	SH	Sole	01	87,177	
POWERSHS DB US DOLLAR INDEX DOLL INDX BULL	ETF	73936D107	19	879	SH	Sole	01	879	
PPL CORP COM	COM	69351T106	3,304	116,921	SH	Sole	01	116,921	
PRAXAIR INC COM	COM	74005P104	5,018	43,773	SH	Sole	01	43,773	
PRETIUM RES INC COM ADDED	COM	74139C102	1,526	106,797	SH	Sole	01	106,797	
PRIVATEBANCORP INC COM	COM	742962103	1,558	102,725	SH	Sole	01	102,725	
PROCTER & GAMBLE CO COM	COM	742718109	4,614	68,653	SH	Sole	01	68,653	
PROSHARES TR PSHS ULTSH 20YRS	ETF	74347R297	46,472	2,272,454	SH	Sole	01	2,272,454	
PROSHARES TR ULT SHR S&P500	ETF	74347X856	196,147	21,649,834	SH	Sole	01	21,649,834	
PROSPERITY BANCSHARES INC COM	COM	743606105	2	43	SH	Sole	01	43	
PROVIDENT ENERGY TRUST	COM	74386V100	842	70,100	SH	Sole		70,100	
PRUDENTIAL FINL INC COM	COM	744320102	6	100	SH	Sole	01	100	
PRUDENTIAL PLC ADR	ADR	74435K204	1,762	73,327	SH	Sole	01	73,327	
QUAKER CHEM CORP COM	COM	747316107	805	20,400	SH	Sole	01	20,400	
QUALCOMM INC COM	COM	747525103	2,463	36,188	SH	Sole	01	36,188	
RALCORP HLDGS INC NEW COM	COM	751028101	3,767	50,839	SH	Sole	01	50,839	
RAMCO-GERSHENSON PPTYS TR COM SH BEN INT	COM	751452202	803	65,672	SH	Sole	01	65,672	
RED HAT INC COM	COM	756577102	1	10	SH	Sole	01	10	
RITCHIE BROS AUCTIONEERS INC	COM	767744105	2,607	109,600	SH	Sole		109,600	
ROCKWOOD HLDGS INC COM	COM	774415103	2,637	50,559	SH	Sole	01	50,559	
ROGERS COMMUNICATIONS INC.	COM	775109200	11,152	280,550	SH	Sole		280,550	
ROPER INDS INC NEW COM	COM	776696106	4,253	42,888	SH	Sole	01	42,888	
ROSETTA RESOURCES INC COM	COM	777779307	2	33	SH	Sole	01	33	
ROSS STORES INC COM	COM	778296103	4,806	82,711	SH	Sole	01	82,711	
ROVI CORP COM	COM	779376102	3,185	97,860	SH	Sole	01	97,860	
ROYAL DUTCH SHELL PLC SPONS ADR A	SPONSORED ADR	780259206	1,022	14,576	SH	Sole	01	14,576	
SAP AG SPON ADR	SPONSORED ADR	803054204	2,730	39,098	SH	Sole	01	39,098	
SASOL LTD SPONSORED ADR	SPONSORED ADR	803866300	1,567	32,226	SH	Sole	01	32,226	
SCHLUMBERGER LTD COM	COM	806857108	2,459	35,163	SH	Sole	01	35,163	
SELECT SECTOR SPDR TR SBI CONS DISCR	ETF	81369Y407	61,416	1,362,086	SH	Sole	01	1,362,086	

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SELECT SECTOR SPDR TR SBI CONS STPLS	ETF	81369Y308	63,057	1,850,257	SH		Sole	01	1,850,257	
SELECT SECTOR SPDR TR SBI HEALTHCARE	ETF	81369Y209	5,410	143,858	SH		Sole	01	143,858	
SELECT SECTOR SPDR TR SBI INT-ENERGY	ETF	81369Y506	8,181	114,024	SH		Sole	01	114,024	
SELECT SECTOR SPDR TR SBI INT-FINL	ETF	81369Y605	11,845	749,950	SH		Sole	01	749,950	
SELECT SECTOR SPDR TR SBI INT-INDS	ETF	81369Y704	9,939	265,638	SH		Sole	01	265,638	
SELECT SECTOR SPDR TR SBI INT-UTILS	ETF	81369Y886	2,773	79,141	SH		Sole	01	79,141	
SELECT SECTOR SPDR TR TECHNOLOGY	ETF	81369Y803	246	8,140	SH		Sole	01	8,140	
SEMPRA ENERGY COM	COM	816851109	2,384	39,752	SH		Sole	01	39,752	
SHAW COMMUNICATIONS INC CL B CONV	CL B	82028K200	1,033	48,848	SH		Sole	01	48,848	
SHAW COMMUNICATIONS INC.	COM	82028K200	9,960	470,300	SH		Sole		470,300	
SHIRE PLC SPONSORED ADR	SPONSORED ADR	82481R106	790	8,333	SH		Sole	01	8,333	
SIEMENS A G SPONSORED ADR	SPONSORED ADR	826197501	1	9	SH		Sole	01	9	
SINGAPORE FD INC COM	COM	82929L109	0	8	SH		Sole	01	8	
SOCIEDAD QUIMICA MINERA DE C SPON ADR SER B	SPONSORED ADR	833635105	1,551	26,443	SH		Sole	01	26,443	
SODASTREAM INTERNATIONAL LTD USD SHS	COM	M9068E105	2,805	83,281	SH		Sole	01	83,281	
SOLERA HOLDINGS INC COM	COM	83421A104	3	64	SH		Sole	01	64	
SONIC AUTOMOTIVE INC CL A	CL A	83545G102	778	43,455	SH		Sole	01	43,455	
SOUTHERN CO COM	COM	842587107	1,862	41,444	SH		Sole	01	41,444	
SPDR DOW JONES INDL AVRG ETF UT SER 1	ETF	78467X109	29,830	226,331	SH		Sole	01	226,331	
SPDR GOLD TRUST GOLD SHS	ETF	78463V107	4,861	29,982	SH		Sole	01	29,982	
SPDR INDEX SHS FDS ASIA PACIF ETF	ETF	78463X301	8,864	119,541	SH		Sole	01	119,541	
SPDR INDEX SHS FDS DJ INTL RL ETF	ETF	78463X863	9,054	245,899	SH		Sole	01	245,899	
SPDR INDEX SHS FDS EMERG MKTS ETF	ETF	78463X509	9,559	144,566	SH		Sole	01	144,566	
SPDR INDEX SHS FDS S&P CHINA ETF	ETF	78463X400	11,596	169,602	SH		Sole	01	169,602	
SPDR INDEX SHS FDS S&P EMKTSC ETF	ETF	78463X756	2,751	59,892	SH		Sole	01	59,892	
SPDR INDEX SHS FDS S&P INTL SMLCP	ETF	78463X871	5,764	200,359	SH		Sole	01	200,359	
SPDR INDEX SHS FDS S&P WRLD EX US	ETF	78463X889	28,844	1,178,754	SH		Sole	01	1,178,754	
SPDR S&P 500 ETF TR TR UNIT	ETF	78462F103	271,378	1,927,266	SH		Sole	01	1,927,266	
SPDR S&P MIDCAP 400 ETF TR UTSER1 S&PDCRP	ETF	78467Y107	3,359	18,590	SH		Sole	01	18,590	
SPDR SERIES TRUST BARCL CAP TIPS	ETF	78464A656	1,897	32,511	SH		Sole	01	32,511	
SPDR SERIES TRUST BRCLYS 1-3MT ETF	ETF	78464A680	3,350	73,104	SH		Sole	01	73,104	
SPDR SERIES TRUST BRCLYS AGG ETF	ETF	78464A649	29,912	517,952	SH		Sole	01	517,952	

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SPDR SERIES TRUST BRCLYS CAP CONV	ETF	78464A359	1,141	28,633	SH	Sole	01	28,633	
SPDR SERIES TRUST BRCLYS INTL ETF	ETF	78464A516	886	14,777	SH	Sole	01	14,777	
SPDR SERIES TRUST BRCLYS YLD ETF	ETF	78464A417	44,868	1,139,647	SH	Sole	01	1,139,647	
SPDR SERIES TRUST DB INT GVT ETF	ETF	78464A490	753	12,458	SH	Sole	01	12,458	
SPDR SERIES TRUST DJ REIT ETF	ETF	78464A607	20,544	290,052	SH	Sole	01	290,052	
SPDR SERIES TRUST NUVN BR SHT MUNI	ETF	78464A425	13,542	555,679	SH	Sole	01	555,679	
SPDR SERIES TRUST NUVN BRCLY MUNI	ETF	78464A458	10,699	448,801	SH	Sole	01	448,801	
SPDR SERIES TRUST S&P 600 SML CAP	ETF	78464A813	9,896	134,032	SH	Sole	01	134,032	
SPDR SERIES TRUST S&P DIVID ETF	ETF	78464A763	16,927	298,849	SH	Sole	01	298,849	
SPDR SERIES TRUST SHRT INTL ETF	ETF	78464A334	1,542	42,141	SH	Sole	01	42,141	
STRYKER CORP COM	COM	863667101	367	6,612	SH	Sole	01	6,612	
SUN COMMUNITIES INC COM	COM	866674104	798	18,416	SH	Sole	01	18,416	
SUNTRUST BKS INC COM	COM	867914103	2,905	120,207	SH	Sole	01	120,207	
SUPERIOR ENERGY SVCS INC COM	COM	868157108	2,914	110,533	SH	Sole	01	110,533	
SWIFT ENERGY CO COM	COM	870738101	808	27,850	SH	Sole	01	27,850	
SXC HEALTH SOLUTIONS CORP COM	COM	78505P100	10,478	139,780	SH	Sole	01	139,780	
SYNGENTA AG SPONSORED ADR	SPONSORED ADR	87160A100	1,046	15,199	SH	Sole	01	15,199	
TAIWAN SEMICONDUCTOR MFG LTD									
SPONSORED ADR	SPONSORED ADR	874039100	1,561	102,127	SH	Sole	01	102,127	
TAL INTL GROUP INC COM	COM	874083108	797	21,710	SH	Sole	01	21,710	
TARGET CORP COM	COM	87612E106	3,410	58,526	SH	Sole	01	58,526	
TATA MTRS LTD SPONSORED ADR	SPONSORED ADR	876568502	1,593	59,052	SH	Sole	01	59,052	
TE CONNECTIVITY LTD REG SHS	COM	H84989104	2,990	81,352	SH	Sole	01	81,352	
TELUS CORPORATION	COM	87971M202	5,859	102,950	SH	Sole		102,950	
TEVA PHARMACEUTICAL INDS LTD ADR	ADR	881624209	3,751	83,249	SH	Sole	01	83,249	
TEXAS ROADHOUSE INC COM	COM	882681109	1	90	SH	Sole	01	90	
THOMSON REUTERS CORPORATION	COM	884903105	6,983	241,300	SH	Sole		241,300	
TIM HORTONS INC	COM	88706M103	2,906	54,200	SH	Sole		54,200	
TIM HORTONS INC COM	COM	88706M103	781	14,581	SH	Sole	01	14,581	
TIME WARNER INC COM NEW	COM	887317303	3,056	80,962	SH	Sole	01	80,962	
TORONTO-DOMINION BANK/THE	COM	891160509	4,296	50,500	SH	Sole		50,500	
TOYOTA MOTOR CORP SP ADR REP2COM	COM	892331307	3,784	43,590	SH	Sole	01	43,590	
TRANSALTA CORPORATION	COM	89346D107	1,861	99,000	SH	Sole		99,000	
TRANSCANADA CORPORATION	COM	89353D107	4,125	95,800	SH	Sole		95,800	
TREEHOUSE FOODS INC COM	COM	89469A104	5,429	91,240	SH	Sole	01	91,240	
TRIUMPH GROUP INC NEW COM	COM	896818101	14,314	228,442	SH	Sole	01	228,442	
TUPPERWARE BRANDS CORP COM	COM	899896104	4,067	64,042	SH	Sole	01	64,042	

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UGI CORP NEW COM	COM	902681105	2,487	91,278	SH	Sole	01	91,278	
UMPQUA HLDGS CORP COM	COM	904214103	783	57,737	SH	Sole	01	57,737	
UNILEVER PLC SPON ADR NEW	SPONSORED ADR	904767704	0	9	SH	Sole	01	9	
UNITED CONTINENTAL HOLDINGS INC	COM	910047109	52	2,409	SH	Sole		2,409	
UNITED TECHNOLOGIES CORP COM	COM	913017109	7,400	89,220	SH	Sole	01	89,220	
V F CORP COM	COM	918204108	1	4	SH	Sole	01	4	
VALE S A ADR	ADR	91912E105	2	97	SH	Sole	01	97	
VALE S A ADR REPSTG PFD	ADR	91912E204	0	10	SH	Sole	01	10	
VANGUARD BD INDEX FD INC INTERMED TERM	ETF	921937819	1,609	18,499	SH	Sole	01	18,499	
VANGUARD BD INDEX FD INC LONG TERM BOND	ETF	921937793	4,052	45,576	SH	Sole	01	45,576	
VANGUARD BD INDEX FD INC SHORT TRM BOND	ETF	921937827	12,721	157,160	SH	Sole	01	157,160	
VANGUARD BD INDEX FD INC TOTAL BND MRKT	ETF	921937835	31,717	380,850	SH	Sole	01	380,850	
VANGUARD INDEX FDS GROWTH ETF	ETF	922908736	33,686	474,654	SH	Sole	01	474,654	
VANGUARD INDEX FDS LARGE CAP ETF	ETF	922908637	0	1	SH	Sole	01	1	
VANGUARD INDEX FDS REIT ETF	ETF	922908553	3,283	51,583	SH	Sole	01	51,583	
VANGUARD INDEX FDS SM CP VAL ETF	ETF	922908611	11,227	159,526	SH	Sole	01	159,526	
VANGUARD INDEX FDS SML CP GRW ETF	ETF	922908595	17,783	204,525	SH	Sole	01	204,525	
VANGUARD INDEX FDS VALUE ETF	ETF	922908744	35,876	621,978	SH	Sole	01	621,978	
VANGUARD INTL EQUITY INDEX F ALLWRLD EX US	ETF	922042775	34,581	782,017	SH	Sole	01	782,017	
VANGUARD INTL EQUITY INDEX F FTSE SMCAP ETF	ETF	922042718	11,469	128,905	SH	Sole	01	128,905	
VANGUARD INTL EQUITY INDEX F GLB EX US ETF	ETF	922042676	1,523	32,401	SH	Sole	01	32,401	
VANGUARD INTL EQUITY INDEX F MSCI EMR MKT ETF	ETF	922042858	22,007	506,246	SH	Sole	01	506,246	
VANGUARD INTL EQUITY INDEX F MSCI EUROPE ETF	ETF	922042874	25,192	546,586	SH	Sole	01	546,586	
VANGUARD INTL EQUITY INDEX F MSCI PAC ETF	ETF	922042866	19,567	368,210	SH	Sole	01	368,210	
VANGUARD SCOTTSDALE FDS INT-TERM CORP	ETF	92206C870	12,426	148,376	SH	Sole	01	148,376	
VANGUARD TAX MANAGED INTL FD MSCI EAFE ETF	ETF	921943858	9,743	286,317	SH	Sole	01	286,317	
VANGUARD WHITEHALL FDS INC HIGH DIV YLD	ETF	921946406	6,089	125,646	SH	Sole	01	125,646	
VANGUARD WORLD FD MEGA CAP INDEX	ETF	921910873	0	5	SH	Sole	01	5	
VERISIGN INC COM	COM	92343E102	2,107	54,936	SH	Sole	01	54,936	
VERIZON COMMUNICATIONS INC COM	COM	92343V104	2,579	67,468	SH	Sole	01	67,468	
VISA INC COM CL A	CL A	92826C839	2,439	20,666	SH	Sole	01	20,666	
VODAFONE GROUP PLC NEW SPONS ADR NEW	SPONSORED ADR	92857W209	1	34	SH	Sole	01	34	

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5		COLUMN 6	COLUMN 7	COLUMN 8	
NAME OF ISSUER	TITLE	CUSIP	VALUE	SHRS OR	SH/ PUT/	INVESTMENT	OTHER	VOTING AUTHORITY	
	OF CLASS		(x\$1000)	PRN AMT	PRN CALL		DISCRETION	MANAGERS	SOLE
WABTEC CORP COM	COM	929740108	3,177	42,155	SH	Sole	01	42,155	
WATERS CORP COM	COM	941848103	7,512	81,071	SH	Sole	01	81,071	
WILLIAMS COS INC DEL COM	COM	969457100	4,596	149,183	SH	Sole	01	149,183	
WILLIAMS SONOMA INC COM	COM	969904101	1	39	SH	Sole	01	39	
WISDOMTREE TRUST ASIA PAC EXJP FD	ETF	97717W828	8,411	131,215	SH	Sole	01	131,215	
WPP PLC ADR	ADR	92933H101	1,029	15,056	SH	Sole	01	15,056	
WPX ENERGY INC COM	COM	98212B103	616	34,194	SH	Sole	01	34,194	
XYLEM INC COM	COM	98419M100	2	64	SH	Sole	01	64	
YAHOO INC COM	COM	984332106	3	226	SH	Sole	01	226	
YUM BRANDS INC COM	COM	988498101	9,185	129,046	SH	Sole	01	129,046	