

GENWORTH FINANCIAL INC

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

Filed 08/07/12 for the Period Ending 06/30/12

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: 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:

<i>/s/ Patricia Merrill</i>	<i>Richmond, VA</i>	<i>August 7, 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: 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
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/ PRN	PUT/ CALL	INVESTMENT DISCRETION	OTHER MANAGERS	VOTING AUTHORITY	
									SOLE	SHARED NONE
3M CO COM	COM	88579Y101	3,325	37,112	SH		Sole	01	37,112	
ABBOTT LABS COM	COM	002824100	14,566	225,938	SH		Sole	01	225,938	
ACACIA RESH CORP ACACIA TCH COM	COM	003881307	6,303	169,248	SH		Sole	01	169,248	
AES CORP COM	COM	00130H105	4,324	337,020	SH		Sole	01	337,020	
AFFILIATED MANAGERS GROUP COM	COM	008252108	5,137	46,936	SH		Sole	01	46,936	
AIR PRODS & CHEMS INC COM	COM	009158106	2,053	25,434	SH		Sole	01	25,434	
ALLSTATE CORP COM	COM	020002101	71	2,024	SH		Sole	01	2,024	
AMERICAN ELEC PWR INC COM	COM	025537101	4,056	101,657	SH		Sole	01	101,657	
AMERICAN EQTY INVT LIFE HLD COM	COM	025676206	719	65,323	SH		Sole	01	65,323	
AMERICAN EXPRESS CO COM	COM	025816109	0	2	SH		Sole	01	2	
AMERICAN SOFTWARE INC CL A	CL A	029683109	90	11,363	SH		Sole	01	11,363	
AMERICAS CAR MART INC COM	COM	03062T105	709	18,258	SH		Sole	01	18,258	
ANHEUSER BUSCH INBEV SA/NV SPONSORED ADR	SPONSORED ADR	03524A108	2,824	35,449	SH		Sole	01	35,449	
ANN INC COM	COM	035623107	713	27,975	SH		Sole	01	27,975	
APPLE INC COM	COM	037833100	4,334	7,422	SH		Sole	01	7,422	
APPLIED MATLS INC COM	COM	038222105	3,483	304,352	SH		Sole	01	304,352	
APPROACH RESOURCES INC COM	COM	03834A103	1,649	64,569	SH		Sole	01	64,569	
ATLAS AIR WORLDWIDE HLDGS IN COM NEW	COM	049164205	724	16,633	SH		Sole	01	16,633	
AURICO GOLD INC COM	COM	05155C105	2,570	320,911	SH		Sole	01	320,911	
AUTOMATIC DATA PROCESSING IN COM	COM	053015103	447	8,024	SH		Sole	01	8,024	
AVAGO TECHNOLOGIES LTD SHS	COM	Y0486S104	1,262	35,167	SH		Sole	01	35,167	
BAIDU INC SPON ADR REP A	SPONSORED ADR	056752108	1,081	9,398	SH		Sole	01	9,398	
BANK OF AMERICA CORPORATION COM	COM	060505104	2,351	287,468	SH		Sole	01	287,468	
BANK OF NOVA SCOTIA	COM	064149107	4,020	78,900	SH		Sole	01	78,900	
BARCLAYS BK PLC 10 YR TREAS BEAR	ETF	06740L451	23,343	847,278	SH		Sole	01	847,278	
BARCLAYS BK PLC IPATH DYNM VIX	ETF	06741L609	759	13,335	SH		Sole	01	13,335	
BARCLAYS BK PLC IPATH S&P MT ETN	ETN	06740C519	37,534	837,998	SH		Sole	01	837,998	
BARCLAYS BK PLC IPSP CROIL ETN	ETN	06738C786	4	172	SH		Sole	01	172	
BARCLAYS BK PLC IPTH S&P VIX NEW	ETF	06740C261	6	374	SH		Sole	01	374	
BARCLAYS BK PLC S&P 500 VEQTOR	ETF	06740C337	22,439	172,081	SH		Sole	01	172,081	
BARCLAYS BK PLC US TRES FLATT	ETF	06740L485	14	219	SH		Sole	01	219	
BARRICK GOLD CORPORATION	COM	067901108	362	9,800	SH		Sole	01	9,800	
BASIC ENERGY SVCS INC NEW COM	COM	06985P100	432	41,831	SH		Sole	01	41,831	
BAXTER INTL INC COM	COM	071813109	7,946	149,496	SH		Sole	01	149,496	
BAYTEX ENERGY CORP	COM	07317Q105	2,547	61,500	SH		Sole	01	61,500	
BCE INC	COM	05534B760	8,008	197,600	SH		Sole	01	197,600	
BE AEROSPACE INC COM	COM	073302101	6,285	143,960	SH		Sole	01	143,960	
BECTON DICKINSON & CO COM	COM	075887109	441	5,894	SH		Sole	01	5,894	
BIO RAD LABS INC CL A	CL A	090572207	1,596	15,958	SH		Sole	01	15,958	
BLACKROCK INC COM	COM	09247X101	799	4,703	SH		Sole	01	4,703	
BOEING CO COM	COM	097023105	3,205	43,142	SH		Sole	01	43,142	
BRIGGS & STRATTON CORP COM	COM	109043109	2,068	118,249	SH		Sole	01	118,249	

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ PRN CALL	INVESTMENT DISCRETION	OTHER MANAGERS	VOTING AUTHORITY	
								SOLE	SHARED NONE
BROOKFIELD ASSET MANAGEMENT INC	COM	112585104	7,176	220,400	SH		Sole	220,400	
BROOKFIELD ASSET MANAGEMENT INC	COM	112900105	4,753	277,400	SH		Sole	277,400	
BROOKFIELD OFFICE PROPERTIES CANADA	COM	112823109	1,367	52,600	SH		Sole	52,600	
BUCKEYE TECHNOLOGIES INC COM	COM	118255108	678	23,813	SH		Sole	23,813	01
CAE INC	COM	124765108	3,006	315,650	SH		Sole	315,650	
CAMECO CORP COM	COM	13321L108	811	36,934	SH		Sole	36,934	01
CANADIAN NATIONAL RAILWAY COMPANY	COM	136375102	8,935	107,650	SH		Sole	107,650	
CANADIAN PACIFIC RAILWAY LTD	COM	13645T100	2,638	36,600	SH		Sole	36,600	
CASH AMER INTL INC COM	COM	14754D100	94	2,134	SH		Sole	2,134	01
CATERPILLAR INC DEL COM	COM	149123101	2,299	27,075	SH		Sole	27,075	01
CENOVUS ENERGY INC	COM	15135U109	5,290	169,100	SH		Sole	169,100	
CERNER CORP COM	COM	156782104	4,660	56,372	SH		Sole	56,372	01
CHECK POINT SOFTWARE TECH LT ORD	COM	M22465104	1,900	38,305	SH		Sole	38,305	01
CHESAPEAKE ENERGY CORP COM	COM	165167107	0	2	SH		Sole	2	01
CHICAGO BRIDGE & IRON CO N V N Y REGISTRY SH	COM	167250109	934	24,618	SH		Sole	24,618	01
CIGNA CORPORATION COM	COM	125509109	1,919	43,603	SH		Sole	43,603	01
CITRIX SYS INC COM	COM	177376100	6,029	71,831	SH		Sole	71,831	01
CITY TELECOM H K LTD SPONSORED ADR	SPONSORED ADR	178677209	757	76,272	SH		Sole	76,272	01
CLAYMORE EXCHANGE TRD FD TR GUGG CHN SML CAP	COM	18383Q853	8,418	424,730	SH		Sole	424,730	01
CMS ENERGY CORP COM	COM	125896100	3,422	145,607	SH		Sole	145,607	01
COCA COLA CO COM	COM	191216100	11,036	141,137	SH		Sole	141,137	01
COMERICA INC COM	COM	200340107	5,828	189,770	SH		Sole	189,770	01
COMPANHIA DE BEBIDAS DAS AME SPON ADR PFD	SPONSORED ADR	20441W203	1,281	33,417	SH		Sole	33,417	01
COMPANHIA PARANAENSE ENERG C SPON ADR PFD	SPONSORED ADR	20441B407	915	42,220	SH		Sole	42,220	01
CONAGRA FOODS INC COM	COM	205887102	2,754	106,198	SH		Sole	106,198	01
CORNING INC COM	COM	219350105	0	3	SH		Sole	3	01
COVANTA HLDG CORP COM	COM	22282E102	1,454	84,798	SH		Sole	84,798	01
COVIDIEN PLC SHS	ADR	G2554F113	0	2	SH		Sole	2	01
CRACKER BARREL OLD CTRY STOR COM	COM	22410J106	908	14,451	SH		Sole	14,451	01
CREDICORP LTD COM	COM	G2519Y108	1,347	10,697	SH		Sole	10,697	01
CUMMINS INC COM	COM	231021106	1,889	19,492	SH		Sole	19,492	01
CURRENCYSHS JAPANESE YEN TR JAPANESE YEN	ETF	23130A102	6	52	SH		Sole	52	01
CYPRESS SEMICONDUCTOR CORP COM	COM	232806109	3,520	266,298	SH		Sole	266,298	01
DANAHER CORP DEL COM	COM	235851102	6,826	131,070	SH		Sole	131,070	01
DIEBOLD INC COM	COM	253651103	4,557	123,466	SH		Sole	123,466	01
DIME CMNTY BANCSHARES COM	COM	253922108	641	48,261	SH		Sole	48,261	01
DIREXION SHS ETF TR DLY FIN BEAR NEW	ETF	25459W144	0	3	SH		Sole	3	01
DOW CHEM CO COM	COM	260543103	2,597	82,444	SH		Sole	82,444	01
DRIL-QUIP INC COM	COM	262037104	2,015	30,718	SH		Sole	30,718	01
DU PONT E I DE NEMOURS & CO COM	COM	263534109	6,509	128,720	SH		Sole	128,720	01
E M C CORP MASS COM	COM	268648102	4,464	174,156	SH		Sole	174,156	01
EAST WEST BANCORP INC COM	COM	27579R104	4,930	210,163	SH		Sole	210,163	01
EATON CORP COM	COM	278058102	2,629	66,335	SH		Sole	66,335	01

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EBAY INC COM	COM	278642103	3,177	75,629	SH		Sole	01	75,629
ECOPETROL S A SPONSORED ADS	SPONSORED ADR	279158109	1,270	22,755	SH		Sole	01	22,755
EDISON INTL COM	COM	281020107	472	10,220	SH		Sole	01	10,220
ELAN PLC ADR	ADR	284131208	910	62,393	SH		Sole	01	62,393
ELECTRONIC ARTS INC COM	COM	285512109	0	4	SH		Sole	01	4
EMERSON ELEC CO COM	COM	291011104	2,736	58,740	SH		Sole	01	58,740
ENBRIDGE INC	COM	29250N105	3,817	97,200	SH		Sole	01	97,200
ENCORE CAP GROUP INC COM	COM	292554102	1,071	36,155	SH		Sole	01	36,155
ENPRO INDS INC COM	COM	29355X107	761	20,357	SH		Sole	01	20,357
ENSCO PLC SHS CLASS A ADDED	CL A	G3157S106	657	13,997	SH		Sole	01	13,997
ENTERGY CORP NEW COM	COM	29364G103	3,058	45,044	SH		Sole	01	45,044
ERICSSON ADR B SEK 10	COM	294821608	2,012	220,426	SH		Sole	01	220,426
EXELIS INC COM	COM	30162A108	1,380	140,003	SH		Sole	01	140,003
EXELON CORP COM	COM	30161N101	3,614	96,065	SH		Sole	01	96,065
EXPRESS SCRIPTS HLDG CO COM ADDED	COM	30219G108	12	220	SH		Sole	01	220
EXXON MOBIL CORP	COM	453038408	1,293	31,500	SH		Sole	01	31,500
EXXON MOBIL CORP COM	COM	30231G102	8,398	98,147	SH		Sole	01	98,147
FIRST INTST BANCSYSTEM INC COM CL A	CL A	32055Y201	792	55,621	SH		Sole	01	55,621
FIRST TR EXCHANGE TRADED FD TECH ALPHADEX	ETF	33734X176	2,128	102,085	SH		Sole	01	102,085
FIRST TR ISE GLOBAL ENGR & C COM	COM	33736M103	2,959	82,165	SH		Sole	01	82,165
FIRSTENERGY CORP COM	COM	337932107	359	7,291	SH		Sole	01	7,291
FOMENTO ECONOMICO MEXICANO S SPON ADR UNITS	SPONSORED ADR	344419106	1,582	17,724	SH		Sole	01	17,724
FOOT LOCKER INC COM	COM	344849104	3,208	104,911	SH		Sole	01	104,911
FORTINET INC COM	COM	34959E109	7,855	338,301	SH		Sole	01	338,301
FRANCO-NEVADA MINING CORPORATION LIMITED	COM	351858105	694	15,600	SH		Sole		15,600
GAP INC DEL COM	COM	364760108	2,485	90,825	SH		Sole	01	90,825
GENERAL DYNAMICS CORP COM	COM	369550108	4,994	75,708	SH		Sole	01	75,708
GENERAL ELECTRIC CO COM	COM	369604103	5,083	243,927	SH		Sole	01	243,927
GENON ENERGY INC COM	COM	37244E107	94	54,679	SH		Sole	01	54,679
GENTEX CORP COM	COM	371901109	3,380	161,973	SH		Sole	01	161,973
GILEAD SCIENCES INC COM	COM	375558103	2,521	49,154	SH		Sole	01	49,154
GOLAR LNG LTD BERMUDA SHS	COM	G9456A100	794	21,060	SH		Sole	01	21,060
GOLDCORP INC	COM	380956409	188	5,100	SH		Sole		5,100
GOODRICH CORP COM	COM	382388106	0	1	SH		Sole	01	1
GRAINGER W W INC COM	COM	384802104	495	2,590	SH		Sole	01	2,590
GREAT PLAINS ENERGY INC COM	COM	391164100	2,185	102,056	SH		Sole	01	102,056
GRIFOLS S A SPONSORED ADR	SPONSORED ADR	398438309	1,153	120,143	SH		Sole	01	120,143
GROUPE CGI INC CL A SUB VTG	CL A	39945C109	3,220	134,242	SH		Sole	01	134,242
GT ADVANCED TECHNOLOGIES INC COM	COM	36191U106	486	92,098	SH		Sole	01	92,098
GULFPORT ENERGY CORP COM NEW	COM	402635304	96	4,667	SH		Sole	01	4,667
HALLIBURTON CO COM	COM	406216101	4,989	175,716	SH		Sole	01	175,716
HANGER INC COM NEW	COM	41043F208	959	37,393	SH		Sole	01	37,393
HDFC BANK LTD ADR REPS 3 SHS	ADR	40415F101	1,327	40,708	SH		Sole	01	40,708
HEINZ H J CO COM	COM	423074103	2,885	53,060	SH		Sole	01	53,060
HELEN OF TROY CORP LTD COM	COM	G4388N106	789	23,294	SH		Sole	01	23,294

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								SOLE	SHARED NONE
HESS CORP COM	COM	42809H107	2,080	47,867	SH	Sole	01	47,867	
HEWLETT PACKARD CO COM	COM	428236103	0	2	SH	Sole	01	2	
HMS HLDGS CORP COM	COM	40425J101	5,184	155,633	SH	Sole	01	155,633	
HOME DEPOT INC COM	COM	437076102	9	178	SH	Sole	01	178	
HOSPIRA INC COM	COM	441060100	2,579	73,731	SH	Sole	01	73,731	
ILLINOIS TOOL WKS INC COM	COM	452308109	353	6,665	SH	Sole	01	6,665	
IMAX CORP COM	COM	45245E109	859	35,735	SH	Sole	01	35,735	
INSIGHT ENTERPRISES INC COM	COM	45765U103	645	38,312	SH	Sole	01	38,312	
INSPERITY INC COM	COM	45778Q107	735	27,183	SH	Sole	01	27,183	
INTERCONTINENTAL HTLS GRP PL SPONS	ADR NEW	SPONSORED ADR	45857P301	2,184	90,624	SH	Sole	01	90,624
INTERNATIONAL BUSINESS MACHS COM	COM	459200101	10,792	55,182	SH	Sole	01	55,182	
ISHARES INC MSCI CDA INDEX	ETF	464286509	10,668	412,834	SH	Sole	01	412,834	
ISHARES INC MSCI ITALY	ETF	464286855	9,413	832,302	SH	Sole	01	832,302	
ISHARES INC MSCI SWEDEN	ETF	464286756	6,565	254,941	SH	Sole	01	254,941	
ISHARES INC MSCI SWITZERLD	ETF	464286749	10,309	449,992	SH	Sole	01	449,992	
ISHARES TR AGENCY BD FD	ETF	464288166	11,069	97,551	SH	Sole	01	97,551	
ISHARES TR BARCLY USAGG B	ETF	464287226	47,202	424,098	SH	Sole	01	424,098	
ISHARES TR BARCLYS 10-20YR	ETF	464288653	338	2,471	SH	Sole	01	2,471	
ISHARES TR BARCLYS 1-3 YR	ETF	464287457	5,700	67,559	SH	Sole	01	67,559	
ISHARES TR BARCLYS 1-3YR CR	ETF	464288646	10,382	99,147	SH	Sole	01	99,147	
ISHARES TR BARCLYS 20+ YR	ETF	464287432	21,363	170,627	SH	Sole	01	170,627	
ISHARES TR BARCLYS 3-7 YR	ETF	464288661	2,520	20,485	SH	Sole	01	20,485	
ISHARES TR BARCLYS 7-10 YR	ETF	464287440	14,173	131,315	SH	Sole	01	131,315	
ISHARES TR BARCLYS CR BD	ETF	464288620	65,987	594,535	SH	Sole	01	594,535	
ISHARES TR BARCLYS MBS BD	ETF	464288588	51,567	475,539	SH	Sole	01	475,539	
ISHARES TR BARCLYS SH TREA	ETF	464288679	1,064	9,656	SH	Sole	01	9,656	
ISHARES TR BARCLYS TIPS BD	ETF	464287176	23,931	199,928	SH	Sole	01	199,928	
ISHARES TR BRC 0-5 YR TIP	ETF	46429B747	5,534	54,132	SH	Sole	01	54,132	
ISHARES TR DJ INTL SEL DIVD	ETF	464288448	1,853	61,609	SH	Sole	01	61,609	
ISHARES TR DJ SEL DIV INX	ETF	464287168	2,568	45,696	SH	Sole	01	45,696	
ISHARES TR DJ US TECH SEC	ETF	464287721	13,665	191,837	SH	Sole	01	191,837	
ISHARES TR DJ US TELECOMM	ETF	464287713	2,133	94,943	SH	Sole	01	94,943	
ISHARES TR FLTG RATE NT	ETF	46429B655	12,575	251,596	SH	Sole	01	251,596	
ISHARES TR HIGH YLD CORP	ETF	464288513	5,263	57,647	SH	Sole	01	57,647	
ISHARES TR IBOXX INV CPBD	ETF	464287242	13,943	118,572	SH	Sole	01	118,572	
ISHARES TR JPMORGAN USD	ETF	464288281	2,305	20,092	SH	Sole	01	20,092	
ISHARES TR MSCI ACWI INDEX	ETF	464288257	3,803	86,696	SH	Sole	01	86,696	
ISHARES TR MSCI EAFE INDEX	ETF	464287465	88	1,769	SH	Sole	01	1,769	
ISHARES TR MSCI EMERG MKT	ETF	464287234	19,149	489,311	SH	Sole	01	489,311	
ISHARES TR MSCI GRW IDX	ETF	464288885	5,732	107,021	SH	Sole	01	107,021	
ISHARES TR MSCI VAL IDX	ETF	464288877	5,138	121,017	SH	Sole	01	121,017	
ISHARES TR RUSL 2000 GROW	ETF	464287648	19	205	SH	Sole	01	205	
ISHARES TR RUSL 2000 VALU	ETF	464287630	9	134	SH	Sole	01	134	
ISHARES TR RUSSELL 2000	ETF	464287655	13,103	164,696	SH	Sole	01	164,696	
ISHARES TR RUSSELL1000GRW	ETF	464287614	39	616	SH	Sole	01	616	
ISHARES TR RUSSELL1000VAL	ETF	464287598	371	5,443	SH	Sole	01	5,443	
ISHARES TR S&P 500 VALUE	ETF	464287408	19	301	SH	Sole	01	301	
ISHARES TR S&P CAL AMTFR MN	ETF	464288356	18	160	SH	Sole	01	160	
ISHARES TR S&P GL UTILITI	ETF	464288711	3,898	92,715	SH	Sole	01	92,715	
ISHARES TR S&P MC 400 GRW	ETF	464287606	19	176	SH	Sole	01	176	

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
ISHARES TR S&P MIDCAP 400	ETF	464287507	47	494	SH	Sole	01	494	
ISHARES TR S&P MIDCP VALU	ETF	464287705	9	116	SH	Sole	01	116	
ISHARES TR S&P NA SOFTWR	ETF	464287515	695	11,188	SH	Sole	01	11,188	
ISHARES TR S&P NTL AMTFREE	ETF	464288414	5,023	45,636	SH	Sole	01	45,636	
ISHARES TR S&P500 GRW	ETF	464287309	57	770	SH	Sole	01	770	
ISHARES TR US PFD STK IDX	ETF	464288687	2,142	54,888	SH	Sole	01	54,888	
ITC HLDGS CORP COM	COM	465685105	259	3,754	SH	Sole	01	3,754	
ITT CORP NEW COM NEW	COM	450911201	0	1	SH	Sole	01	1	
JOHNSON & JOHNSON COM	COM	478160104	480	7,100	SH	Sole	01	7,100	
JOHNSON CTLS INC COM	COM	478366107	341	12,315	SH	Sole	01	12,315	
JOY GLOBAL INC COM	COM	481165108	2,258	39,805	SH	Sole	01	39,805	
JPMORGAN CHASE & CO COM	COM	46625H100	5,129	143,557	SH	Sole	01	143,557	
KELLY SVCS INC CL A	CL A	488152208	699	54,135	SH	Sole	01	54,135	
KLA-TENCOR CORP COM	COM	482480100	890	18,079	SH	Sole	01	18,079	
KOPPERS HOLDINGS INC COM	COM	50060P106	730	21,464	SH	Sole	01	21,464	
KRAFT FOODS INC CL A	CL A	50075N104	0	2	SH	Sole	01	2	
LAKELAND FINL CORP COM	COM	511656100	841	31,363	SH	Sole	01	31,363	
LENNAR CORP CL A	CL A	526057104	3,141	101,606	SH	Sole	01	101,606	
LIBERTY INTERACTIVE CORPORAT INT COM SER A	COM	53071M104	0	5	SH	Sole	01	5	
LIFE TECHNOLOGIES CORP COM	COM	53217V109	0	2	SH	Sole	01	2	
LKQ CORP COM	COM	501889208	4,116	123,367	SH	Sole	01	123,367	
LOEWS CORP COM	COM	540424108	0	2	SH	Sole	01	2	
LOWES COS INC COM	COM	548661107	0	3	SH	Sole	01	3	
LTC PPTYS INC COM	COM	502175102	835	23,027	SH	Sole	01	23,027	
LUXOTTICA GROUP S P A SPONSORED ADR	ADR	55068R202	777	22,248	SH	Sole	01	22,248	
MADDEN STEVEN LTD COM	COM	556269108	3,398	107,026	SH	Sole	01	107,026	
MAGNA INTERNATIONAL INC.	COM	559222401	2,414	62,200	SH	Sole	01	62,200	
MAINSOURCE FINANCIAL GP INC COM	COM	56062Y102	98	8,286	SH	Sole	01	8,286	
MANULIFE FINL CORP COM	COM	56501R106	709	65,116	SH	Sole	01	65,116	
MARKET VECTORS ETF TR AGRIBUS ETF	ETF	57060U605	2,230	44,987	SH	Sole	01	44,987	
MARKET VECTORS ETF TR GOLD MINER ETF	ETF	57060U100	414	9,238	SH	Sole	01	9,238	
MARKET VECTORS ETF TR UNCVTL OIL GAS	ETF	57060U159	3,519	167,299	SH	Sole	01	167,299	
MARSH & MCLENNAN COS INC COM	COM	571748102	7,361	228,405	SH	Sole	01	228,405	
MCDONALDS CORP COM	COM	580135101	7,226	81,624	SH	Sole	01	81,624	
MEDASSETS INC COM	COM	584045108	855	63,601	SH	Sole	01	63,601	
MEDICAL PPTYS TRUST INC COM	COM	58463J304	758	78,805	SH	Sole	01	78,805	
MEDTRONIC INC COM	COM	585055106	2,416	62,387	SH	Sole	01	62,387	
MELCO CROWN ENTMT LTD ADR	ADR	585464100	1,831	158,975	SH	Sole	01	158,975	
METLIFE INC COM	COM	59156R108	1,501	48,657	SH	Sole	01	48,657	
MICROSOFT CORP COM	COM	594918104	12,743	416,567	SH	Sole	01	416,567	
MITCHAM INDS INC COM	COM	606501104	85	5,029	SH	Sole	01	5,029	
MTS SYS CORP COM	COM	553777103	621	16,104	SH	Sole	01	16,104	
NATIONAL GRID PLC SPON ADR NEW	SPONSORED ADR	636274300	4,932	93,075	SH	Sole	01	93,075	
NATIONAL OILWELL VARCO INC COM	COM	637071101	3,382	52,481	SH	Sole	01	52,481	
NEWTEK BUSINESS SERVICES INC.	COM	652526104	115	92,541	SH	Sole	01	92,541	
NEXTERA ENERGY INC COM	COM	65339F101	3,797	55,182	SH	Sole	01	55,182	
NOKIA CORP SPONSORED ADR	SPONSORED ADR	654902204	803	387,707	SH	Sole	01	387,707	

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NORDSTROM INC COM	COM	655664100	3,453	69,483	SH	Sole	01	69,483	
NV ENERGY INC COM	COM	67073Y106	567	32,277	SH	Sole	01	32,277	
OCCIDENTAL PETE CORP DEL COM	COM	674599105	2,107	24,562	SH	Sole	01	24,562	
OPEN TEXT CORP COM	COM	683715106	1,329	26,634	SH	Sole	01	26,634	
ORACLE CORP COM	COM	68389X105	6,659	224,214	SH	Sole	01	224,214	
PACWEST BANCORP DEL COM	COM	695263103	96	4,057	SH	Sole	01	4,057	
PEMBINA PIPELINE CORP	COM	706327103	917	36,393	SH	Sole		36,393	
PENNEY J C INC COM	COM	708160106	1,816	77,911	SH	Sole	01	77,911	
PERRIGO CO COM	COM	714290103	2,695	22,849	SH	Sole	01	22,849	
PETROLEO BRASILEIRO SA PETRO SPONSORED ADR	SPONSORED ADR	71654V408	0	8	SH	Sole	01	8	
PFIZER INC COM	COM	717081103	3,727	162,033	SH	Sole	01	162,033	
PG&E CORP COM	COM	69331C108	3,553	78,482	SH	Sole	01	78,482	
PHILIP MORRIS INTL INC COM	COM	718172109	9,593	109,935	SH	Sole	01	109,935	
PHILIPPINE LONG DISTANCE TEL SPONSORED ADR	SPONSORED ADR	718252604	1,423	22,378	SH	Sole	01	22,378	
PIMCO ETF TR 1-5 US TIP IDX	ETF	72201R205	211	3,959	SH	Sole	01	3,959	
PIONEER NAT RES CO COM	COM	723787107	4,834	54,796	SH	Sole	01	54,796	
POST HLDGS INC COM	COM	737446104	0	14	SH	Sole	01	14	
POWERSHARES ETF TRUST DYN PHRMA PORT	ETF	73935X799	3,013	90,855	SH	Sole	01	90,855	
POWERSHARES ETF TRUST ENERGY SEC POR	ETF	73935X385	2,163	57,270	SH	Sole	01	57,270	
POWERSHARES GLOBAL ETF TRUST ASIA PAC EX-JP	ETF	73936T854	2,307	47,512	SH	Sole	01	47,512	
POWERSHARES GLOBAL ETF TRUST I-30 LAD TREAS	ETF	73936T524	738	22,270	SH	Sole	01	22,270	
POWERSHARES GLOBAL ETF TRUST INSUR NATL MUN	ETF	73936T474	9,470	375,643	SH	Sole	01	375,643	
PPL CORP COM	COM	69351T106	2,836	101,974	SH	Sole	01	101,974	
PRAXAIR INC COM	COM	74005P104	3,956	36,381	SH	Sole	01	36,381	
PRETIUM RES INC COM	COM	74139C102	1,331	96,469	SH	Sole	01	96,469	
PRIVATEBANCORP INC COM	COM	742962103	1,378	93,362	SH	Sole	01	93,362	
PROCTER & GAMBLE CO COM	COM	742718109	3,982	65,017	SH	Sole	01	65,017	
PROSHARES TR PSHS ULPROSH NEW ADDED	ETF	74348A632	15,736	333,313	SH	Sole	01	333,313	
PRUDENTIAL FINL INC COM	COM	744320102	5	100	SH	Sole	01	100	
PRUDENTIAL PLC ADR	ADR	74435K204	1,536	66,209	SH	Sole	01	66,209	
QUAKER CHEM CORP COM	COM	747316107	966	20,912	SH	Sole	01	20,912	
QUALCOMM INC COM	COM	747525103	1,907	34,243	SH	Sole	01	34,243	
RALCORP HLDGS INC NEW COM	COM	751028101	2,808	42,076	SH	Sole	01	42,076	
RAMCO-GERSHENSON PPTYS TR COM SH BEN INT	COM	751452202	752	59,862	SH	Sole	01	59,862	
RED HAT INC COM	COM	756577102	1	10	SH	Sole	01	10	
RITCHIE BROS AUCTIONEERS INC	COM	767744105	3,568	170,700	SH	Sole		170,700	
ROCKWOOD HLDGS INC COM	COM	774415103	2,037	45,938	SH	Sole	01	45,938	
ROGERS COMMUNICATIONS INC.	COM	775109200	9,191	258,050	SH	Sole		258,050	
ROPER INDS INC NEW COM	COM	776696106	5,292	53,683	SH	Sole	01	53,683	
ROSS STORES INC COM	COM	778296103	4,882	78,145	SH	Sole	01	78,145	
ROYAL DUTCH SHELL PLC SPONS ADR A	SPONSORED ADR	780259206	928	13,761	SH	Sole	01	13,761	
SANOFI SPONSORED ADR	ADR	80105N105	455	12,043	SH	Sole	01	12,043	

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SAP AG SPON ADR	SPONSORED ADR	803054204	2,033	34,251	SH	Sole	01	34,251	
SASOL LTD SPONSORED ADR	SPONSORED ADR	803866300	1,226	28,880	SH	Sole	01	28,880	
SCBT FINANCIAL CORP COM	COM	78401V102	102	2,887	SH	Sole	01	2,887	
SCHLUMBERGER LTD COM	COM	806857108	2,158	33,244	SH	Sole	01	33,244	
SELECT SECTOR SPDR TR SBI CONS DISCR	ETF	81369Y407	6,050	138,184	SH	Sole	01	138,184	
SELECT SECTOR SPDR TR SBI CONS STPLS	ETF	81369Y308	5,948	171,077	SH	Sole	01	171,077	
SELECT SECTOR SPDR TR SBI HEALTHCARE	ETF	81369Y209	5,187	136,475	SH	Sole	01	136,475	
SELECT SECTOR SPDR TR SBI INT-ENERGY	ETF	81369Y506	7,721	116,337	SH	Sole	01	116,337	
SELECT SECTOR SPDR TR SBI INT-FINL	ETF	81369Y605	10,810	738,626	SH	Sole	01	738,626	
SELECT SECTOR SPDR TR SBI INT-INDS	ETF	81369Y704	9,715	272,364	SH	Sole	01	272,364	
SELECT SECTOR SPDR TR SBI INT-UTILS	ETF	81369Y886	2,696	72,888	SH	Sole	01	72,888	
SELECT SECTOR SPDR TR TECHNOLOGY	ETF	81369Y803	438	15,247	SH	Sole	01	15,247	
SEMPRA ENERGY COM	COM	816851109	2,398	34,813	SH	Sole	01	34,813	
SHAW COMMUNICATIONS INC CL B CONV	CL B	82028K200	880	46,536	SH	Sole	01	46,536	
SHAW COMMUNICATIONS INC.	COM	82028K200	8,220	441,900	SH	Sole		441,900	
SHIRE PLC SPONSORED ADR	SPONSORED ADR	82481R106	637	7,378	SH	Sole	01	7,378	
SINGAPORE FD INC COM	COM	82929L109	0	7	SH	Sole	01	7	
SOCIEDAD QUIMICA MINERA DE C SPON ADR SER B	SPONSORED ADR	833635105	1,319	23,687	SH	Sole	01	23,687	
SODASTREAM INTERNATIONAL LTD USD SHS	COM	M9068E105	3,019	73,682	SH	Sole	01	73,682	
SOLERA HOLDINGS INC COM	COM	83421A104	0	1	SH	Sole	01	1	
SONIC AUTOMOTIVE INC CL A	CL A	83545G102	628	45,950	SH	Sole	01	45,950	
SOUTHERN CO COM	COM	842587107	1,681	36,314	SH	Sole	01	36,314	
SPDR GOLD TRUST GOLD SHS	ETF	78463V107	73,553	473,953	SH	Sole	01	473,953	
SPDR INDEX SHS FDS ASIA PACIF ETF	ETF	78463X301	9,629	139,773	SH	Sole	01	139,773	
SPDR INDEX SHS FDS DJ INTL RL ETF	ETF	78463X863	4,514	122,726	SH	Sole	01	122,726	
SPDR INDEX SHS FDS EMERG MKTS ETF	ETF	78463X509	13,453	223,824	SH	Sole	01	223,824	
SPDR INDEX SHS FDS S&P CHINA ETF	ETF	78463X400	11,903	186,859	SH	Sole	01	186,859	
SPDR INDEX SHS FDS S&P INTL SMLCP	ETF	78463X871	6,232	241,469	SH	Sole	01	241,469	
SPDR INDEX SHS FDS S&P WRLD EX US	ETF	78463X889	31,782	1,418,214	SH	Sole	01	1,418,214	
SPDR S&P 500 ETF TR TR UNIT	ETF	78462F103	138,428	1,017,069	SH	Sole	01	1,017,069	
SPDR S&P MIDCAP 400 ETF TR UTSER1 S&PDCRP	ETF	78467Y107	3,592	20,968	SH	Sole	01	20,968	
SPDR SERIES TRUST BARCL CAP TIPS	ETF	78464A656	4,734	79,430	SH	Sole	01	79,430	
SPDR SERIES TRUST BRCLYS 1-3MT ETF	ETF	78464A680	62,143	1,356,538	SH	Sole	01	1,356,538	
SPDR SERIES TRUST BRCLYS AGG ETF	ETF	78464A649	33,380	569,242	SH	Sole	01	569,242	
SPDR SERIES TRUST BRCLYS CAP CONV	ETF	78464A359	1,920	51,122	SH	Sole	01	51,122	
SPDR SERIES TRUST BRCLYS INTL ETF	ETF	78464A516	966	16,332	SH	Sole	01	16,332	
SPDR SERIES TRUST BRCLYS YLD ETF	ETF	78464A417	47,127	1,194,304	SH	Sole	01	1,194,304	
SPDR SERIES TRUST DB INT GVT ETF	ETF	78464A490	3,300	56,043	SH	Sole	01	56,043	
SPDR SERIES TRUST DJ REIT ETF	ETF	78464A607	22,525	309,031	SH	Sole	01	309,031	
SPDR SERIES TRUST NUVN BR SHT MUNI	ETF	78464A425	13,972	571,922	SH	Sole	01	571,922	

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SPDR SERIES TRUST NUVN BRCLY MUNI	ETF	78464A458	11,547	478,536	SH	Sole	01	478,536	
SPDR SERIES TRUST S&P 600 SML CAP	ETF	78464A813	10,833	153,591	SH	Sole	01	153,591	
SPDR SERIES TRUST S&P DIVID ETF	ETF	78464A763	18,830	338,356	SH	Sole	01	338,356	
SPDR SERIES TRUST SHRT INTL ETF	ETF	78464A334	1,843	51,779	SH	Sole	01	51,779	
STRYKER CORP COM	COM	863667101	353	6,401	SH	Sole	01	6,401	
SUN COMMUNITIES INC COM	COM	866674104	741	16,758	SH	Sole	01	16,758	
SUNTRUST BKS INC COM	COM	867914103	2,783	114,877	SH	Sole	01	114,877	
SUPERIOR ENERGY SVCS INC COM	COM	868157108	2,033	100,494	SH	Sole	01	100,494	
SWIFT ENERGY CO COM	COM	870738101	472	25,356	SH	Sole	01	25,356	
SXC HEALTH SOLUTIONS CORP COM	COM	78505P100	12,000	120,951	SH	Sole	01	120,951	
SYNGENTA AG SPONSORED ADR	SPONSORED ADR	87160A100	980	14,326	SH	Sole	01	14,326	
SYNNEX CORP COM	COM	87162W100	95	2,755	SH	Sole	01	2,755	
TAIWAN SEMICONDUCTOR MFG LTD SPONSORED ADR	SPONSORED ADR	874039100	1,276	91,433	SH	Sole	01	91,433	
TAL INTL GROUP INC COM	COM	874083108	750	22,392	SH	Sole	01	22,392	
TALISMAN ENERGY INC.	COM	87425E103	1,251	111,000	SH	Sole		111,000	
TARGET CORP COM	COM	87612E106	3,180	54,643	SH	Sole	01	54,643	
TATA MTRS LTD SPONSORED ADR	SPONSORED ADR	876568502	1,162	52,930	SH	Sole	01	52,930	
TE CONNECTIVITY LTD REG SHS	COM	H84989104	2,478	77,644	SH	Sole	01	77,644	
TELUS CORPORATION	COM	87971M202	6,469	112,450	SH	Sole		112,450	
TEVA PHARMACEUTICAL INDS LTD ADR	ADR	881624209	2,606	66,085	SH	Sole	01	66,085	
THOMSON REUTERS CORPORATION	COM	884903105	7,355	262,800	SH	Sole		262,800	
TIM HORTONS INC	COM	88706M103	2,910	56,200	SH	Sole		56,200	
TIM HORTONS INC COM	COM	88706M103	875	16,618	SH	Sole	01	16,618	
TIME WARNER INC COM NEW	COM	887317303	2,979	77,372	SH	Sole	01	77,372	
TORONTO-DOMINION BANK/THE	COM	891160509	3,886	50,500	SH	Sole		50,500	
TOYOTA MOTOR CORP SP ADR REP2COM	COM	892331307	2,752	34,195	SH	Sole	01	34,195	
TRANSALTA CORPORATION	COM	89346D107	1,653	99,000	SH	Sole		99,000	
TRANSCANADA CORPORATION	COM	89353D107	3,948	95,800	SH	Sole		95,800	
TREEHOUSE FOODS INC COM	COM	89469A104	4,953	79,518	SH	Sole	01	79,518	
TRIUMPH GROUP INC NEW COM	COM	896818101	7,707	136,972	SH	Sole	01	136,972	
TUPPERWARE BRANDS CORP COM	COM	899896104	3,321	60,647	SH	Sole	01	60,647	
UGI CORP NEW COM	COM	902681105	2,415	82,072	SH	Sole	01	82,072	
UMPQUA HLDGS CORP COM	COM	904214103	790	60,041	SH	Sole	01	60,041	
UNITED TECHNOLOGIES CORP COM	COM	913017109	6,393	84,640	SH	Sole	01	84,640	
VALEANT PHARMACEUTICALS INTL COM	COM	91911K102	910	20,319	SH	Sole	01	20,319	
VANGUARD BD INDEX FD INC INTERMED TERM	ETF	921937819	1,527	17,187	SH	Sole	01	17,187	
VANGUARD BD INDEX FD INC LONG TERM BOND	ETF	921937793	4,722	49,732	SH	Sole	01	49,732	
VANGUARD BD INDEX FD INC SHORT TRM BOND	ETF	921937827	30,665	377,975	SH	Sole	01	377,975	
VANGUARD BD INDEX FD INC TOTAL BND MRKT	ETF	921937835	44,074	522,332	SH	Sole	01	522,332	
VANGUARD INDEX FDS GROWTH ETF	ETF	922908736	33,663	494,976	SH	Sole	01	494,976	
VANGUARD INDEX FDS MID CAP ETF	ETF	922908629	767	9,931	SH	Sole	01	9,931	
VANGUARD INDEX FDS REIT ETF	ETF	922908553	4,646	71,011	SH	Sole	01	71,011	
VANGUARD INDEX FDS SM CP VAL ETF	ETF	922908611	11,444	167,794	SH	Sole	01	167,794	
VANGUARD INDEX FDS SML CP GRW ETF	ETF	922908595	18,710	223,345	SH	Sole	01	223,345	

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VANGUARD INDEX FDS VALUE ETF	ETF	922908744	36,684	655,766	SH	Sole	01	655,766	
VANGUARD INTL EQUITY INDEX F ALLWRLD EX US	ETF	922042775	27,233	664,539	SH	Sole	01	664,539	
VANGUARD INTL EQUITY INDEX F FTSE SMCAP ETF	ETF	922042718	11,078	136,132	SH	Sole	01	136,132	
VANGUARD INTL EQUITY INDEX F GLB EX US ETF	ETF	922042676	1,925	40,266	SH	Sole	01	40,266	
VANGUARD INTL EQUITY INDEX F MSCI EMR MKT ETF	ETF	922042858	23,487	588,202	SH	Sole	01	588,202	
VANGUARD INTL EQUITY INDEX F MSCI EUROPE ETF	ETF	922042874	19,972	466,310	SH	Sole	01	466,310	
VANGUARD INTL EQUITY INDEX F MSCI PAC ETF	ETF	922042866	19,612	391,301	SH	Sole	01	391,301	
VANGUARD SCOTTSDALE FDS INT-TERM CORP	ETF	92206C870	13,689	160,651	SH	Sole	01	160,651	
VANGUARD TAX MANAGED INTL FD MSCI EAFE ETF	ETF	921943858	9,284	294,074	SH	Sole	01	294,074	
VANGUARD WHITEHALL FDS INC HIGH DIV YLD	ETF	921946406	7,610	158,137	SH	Sole	01	158,137	
VANGUARD WORLD FDS UTILITIES ETF	ETF	92204A876	406	5,174	SH	Sole	01	5,174	
VERISIGN INC COM	COM	92343E102	2,176	49,948	SH	Sole	01	49,948	
VERIZON COMMUNICATIONS INC COM	COM	92343V104	2,390	53,786	SH	Sole	01	53,786	
VISA INC COM CL A	CL A	92826C839	2,410	19,492	SH	Sole	01	19,492	
WABTEC CORP COM	COM	929740108	2,985	38,259	SH	Sole	01	38,259	
WATERS CORP COM	COM	941848103	5,919	74,479	SH	Sole	01	74,479	
WILLIAMS COS INC DEL COM	COM	969457100	3,865	134,117	SH	Sole	01	134,117	
WILLIAMS SONOMA INC COM	COM	969904101	0	1	SH	Sole	01	1	
WISDOMTREE TRUST ASIA PAC EXJP FD	ETF	97717W828	7,856	128,603	SH	Sole	01	128,603	
WPP PLC ADR	ADR	92933H101	863	14,185	SH	Sole	01	14,185	
WPX ENERGY INC COM	COM	98212B103	0	12	SH	Sole	01	12	
XYLEM INC COM	COM	98419M100	0	1	SH	Sole	01	1	
YAHOO INC COM	COM	984332106	0	5	SH	Sole	01	5	
YAMANA GOLD INC	COM	98462Y100	74	4,900	SH	Sole		4,900	
YUM BRANDS INC COM	COM	988498101	7,476	116,044	SH	Sole	01	116,044	