

GENWORTH FINANCIAL INC

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

Filed 02/06/12 for the Period Ending 12/31/11

| | |
|-------------|--|
| 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: December 31, 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: | 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>February 6, 2012</i> |
| ----- | ----- | ----- |
| <i>[Signature]</i> | <i>[City, State]</i> | <i>[Date]</i> |

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: 420 lines

Form 13F Information Table Value Total: 2,314,819

(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 NAME OF ISSUER | COLUMN 2 TITLE OF CLASS | COLUMN 3 CUSIP | COLUMN 4 VALUE (x\$1000) | COLUMN 5 SHRS OR PRN AMT | COLUMN 5 SH/ PRN | COLUMN 5 PUT/ CALL | COLUMN 6 INVESTMENT DISCRETION | COLUMN 7 OTHER MANAGERS | COLUMN 8 VOTING AUTHORITY | | |
|--|-------------------------------|-------------------|--------------------------------|--------------------------------|------------------------|--------------------------|--------------------------------------|-------------------------------|------------------------------|--------|------|
| | | | | | | | | | SOLE | SHARED | NONE |
| 3M CO COM | COM | 88579Y101 | 6,806 | 83,274 | SH | | Sole | 01 | 83,274 | | |
| ABB LTD SPONSORED ADR | SPONSORED ADR | 000375204 | 1,922 | 102,067 | SH | | Sole | 01 | 102,067 | | |
| ABBOTT LABS COM | COM | 002824100 | 11,101 | 197,429 | SH | | Sole | 01 | 197,429 | | |
| ACACIA RESH CORP ACACIA TCH COM | COM | 003881307 | 7,461 | 204,364 | SH | | Sole | 01 | 204,364 | | |
| AES CORP COM | COM | 00130H105 | 3,029 | 255,786 | SH | | Sole | 01 | 255,786 | | |
| AETNA INC NEW COM | COM | 00817Y108 | 42 | 1,000 | SH | | Sole | 01 | 1,000 | | |
| AFFILIATED MANAGERS GROUP COM | COM | 008252108 | 4,795 | 49,975 | SH | | Sole | 01 | 49,975 | | |
| AFLAC INC COM | COM | 001055102 | 11 | 250 | SH | | Sole | 01 | 250 | | |
| AIR PRODS & CHEMS INC COM | COM | 009158106 | 1,974 | 23,176 | SH | | Sole | 01 | 23,176 | | |
| AKAMAI TECHNOLOGIES INC COM | COM | 00971T101 | 44 | 1,350 | SH | | Sole | 01 | 1,350 | | |
| ALBEMARLE CORP COM | COM | 012653101 | 1,333 | 25,871 | SH | | Sole | 01 | 25,871 | | |
| ALEXANDER & BALDWIN INC COM | COM | 014482103 | 1,689 | 41,367 | SH | | Sole | 01 | 41,367 | | |
| ALLSTATE CORP COM | COM | 020002101 | 911 | 33,230 | SH | | Sole | 01 | 33,230 | | |
| AMAZON COM INC COM | COM | 023135106 | 39 | 225 | SH | | Sole | 01 | 225 | | |
| AMERICAN AXLE & MFG HLDGS IN COM | COM | 024061103 | 1,296 | 131,040 | SH | | Sole | 01 | 131,040 | | |
| AMERICAN ELEC PWR INC COM | COM | 025537101 | 5,629 | 136,274 | SH | | Sole | 01 | 136,274 | | |
| AMERICAN EXPRESS CO COM | COM | 025816109 | 0 | 2 | SH | | Sole | 01 | 2 | | |
| AMERICAS CAR MART INC COM | COM | 03062T105 | 1,512 | 38,582 | SH | | Sole | 01 | 38,582 | | |
| ANALOG DEVICES INC COM | COM | 032654105 | 29 | 800 | SH | | Sole | 01 | 800 | | |
| ANHEUSER BUSCH INBEV SA/NV SPONSORED ADR | SPONSORED ADR | 03524A108 | 411 | 6,741 | SH | | Sole | 01 | 6,741 | | |
| ANSYS INC COM | COM | 03662Q105 | 54 | 950 | SH | | Sole | 01 | 950 | | |
| APPLE INC COM | COM | 037833100 | 4,016 | 9,915 | SH | | Sole | 01 | 9,915 | | |
| APPLIED MATLS INC COM | COM | 038222105 | 20 | 1,900 | SH | | Sole | 01 | 1,900 | | |
| ARKANSAS BEST CORP DEL COM | COM | 040790107 | 1,277 | 66,270 | SH | | Sole | 01 | 66,270 | | |
| ARM HLDGS PLC SPONSORED ADR | SPONSORED ADR | 042068106 | 365 | 13,174 | SH | | Sole | 01 | 13,174 | | |
| ASML HOLDING N V NY REG SHS | COM | N07059186 | 2,371 | 56,725 | SH | | Sole | 01 | 56,725 | | |
| ASSOCIATED BANC CORP COM | COM | 045487105 | 717 | 64,197 | SH | | Sole | 01 | 64,197 | | |
| ASSURED GUARANTY LTD COM | COM | G0585R106 | 853 | 64,949 | SH | | Sole | 01 | 64,949 | | |
| AT&T INC COM | COM | 00206R102 | 33 | 1,100 | SH | | Sole | 01 | 1,100 | | |
| AUTOMATIC DATA PROCESSING IN COM | COM | 053015103 | 624 | 11,556 | SH | | Sole | 01 | 11,556 | | |
| AVAGO TECHNOLOGIES LTD SHS | COM | Y0486S104 | 249 | 8,621 | SH | | Sole | 01 | 8,621 | | |
| BAIDU INC SPON ADR REP A | SPONSORED ADR | 056752108 | 1,321 | 11,339 | SH | | Sole | 01 | 11,339 | | |
| BALCHEM CORP COM | COM | 057665200 | 1,144 | 28,219 | SH | | Sole | 01 | 28,219 | | |
| BANK OF AMERICA CORPORATION COM | COM | 060505104 | 1 | 218 | SH | | Sole | 01 | 218 | | |
| BANK OF NOVA SCOTIA | COM | 064149107 | 4,359 | 89,000 | SH | | Sole | | 89,000 | | |
| BARCLAYS BK PLC IPTH S&P VIX NEW | ETF | 06740C261 | 33,690 | 948,219 | SH | | Sole | 01 | 948,219 | | |
| BARCLAYS BK PLC S&P 500 VEQTOR | ETF | 06740C337 | 110,527 | 877,390 | SH | | Sole | 01 | 877,390 | | |
| BARCLAYS BK PLC US TRES FLATT | ETF | 06740L485 | 7,932 | 135,981 | SH | | Sole | 01 | 135,981 | | |
| BARCLAYS PLC ADR | ADR | 06738E204 | 916 | 83,329 | SH | | Sole | 01 | 83,329 | | |
| BARD C R INC COM | COM | 067383109 | 4 | 50 | SH | | Sole | 01 | 50 | | |
| BAXTER INTL INC COM | COM | 071813109 | 5,494 | 111,027 | SH | | Sole | 01 | 111,027 | | |
| BAYTEX ENERGY CORP | COM | 07317Q105 | 3,797 | 69,100 | SH | | Sole | | 69,100 | | |
| BCE INC. | COM | 05534B760 | 6,231 | 152,100 | SH | | Sole | | 152,100 | | |
| BE AEROSPACE INC COM | COM | 073302101 | 4,965 | 128,260 | SH | | Sole | 01 | 128,260 | | |
| BECTON DICKINSON & CO COM | COM | 075887109 | 470 | 6,287 | SH | | Sole | 01 | 6,287 | | |
| BEMIS INC COM | COM | 081437105 | 409 | 13,595 | SH | | Sole | 01 | 13,595 | | |
| BHP BILLITON LTD SPONSORED ADR | SPONSORED ADR | 088606108 | 1,897 | 26,852 | SH | | Sole | 01 | 26,852 | | |

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|--|-------------------------------|-------------------|--------------------------------|--------------------|------------|--------------|--------------------------|-------------------|------------------------------|-------------|
| | | | | | | | | | SOLE | SHARED NONE |
| BIO RAD LABS INC CL A | CL A | 090572207 | 3,976 | 41,401 | SH | | Sole | 01 | 41,401 | |
| BLACKROCK INC COM | COM | 09247X101 | 301 | 1,690 | SH | | Sole | 01 | 1,690 | |
| BOEING CO COM | COM | 097023105 | 3,642 | 49,656 | SH | | Sole | 01 | 49,656 | |
| BRIGGS & STRATTON CORP COM | COM | 109043109 | 2,919 | 188,446 | SH | | Sole | 01 | 188,446 | |
| BRITISH AMERN TOB PLC SPONSORED ADR | SPONSORED ADR | 110448107 | 2,441 | 25,729 | SH | | Sole | 01 | 25,729 | |
| BROOKFIELD ASSET MANAGEMENT INC. | COM | 112585104 | 5,766 | 213,400 | SH | | Sole | | 213,400 | |
| BROOKFIELD PROPERTIES CORPORATION | COM | 112900105 | 4,838 | 314,600 | SH | | Sole | | 314,600 | |
| CAE INC. | COM | 124765108 | 1,995 | 209,150 | SH | | Sole | | 209,150 | |
| CANADIAN NATIONAL RAILWAY COMPANY | COM | 136375102 | 5,696 | 73,750 | SH | | Sole | | 73,750 | |
| CANADIAN PACIFIC RAILWAY LTD | COM | 13645T100 | 5,682 | 85,400 | SH | | Sole | | 85,400 | |
| CAPITAL ONE FINL CORP COM | COM | 14040H105 | 781 | 18,459 | SH | | Sole | 01 | 18,459 | |
| CAPSTEAD MTG CORP COM NO PAR | COM | 14067E506 | 914 | 73,475 | SH | | Sole | 01 | 73,475 | |
| CARDTRONICS INC COM | COM | 14161H108 | 1,200 | 44,342 | SH | | Sole | 01 | 44,342 | |
| CATERPILLAR INC DEL COM | COM | 149123101 | 2,321 | 25,618 | SH | | Sole | 01 | 25,618 | |
| CENOVUS ENERGY INC. | COM | 15135U109 | 5,840 | 178,900 | SH | | Sole | | 178,900 | |
| CENTRAL EUROPEAN DIST CORP COM | COM | 153435102 | 297 | 67,884 | SH | | Sole | 01 | 67,884 | |
| CERNER CORP COM | COM | 156782104 | 6,171 | 100,759 | SH | | Sole | 01 | 100,759 | |
| CHESAPEAKE ENERGY CORP COM | COM | 165167107 | 2,528 | 113,393 | SH | | Sole | 01 | 113,393 | |
| CHEVRON CORP NEW COM | COM | 166764100 | 397 | 3,732 | SH | | Sole | 01 | 3,732 | |
| CHINA UNICOM (HONG KONG) LTD | SPONSORED ADR | 16945R104 | 1,933 | 91,475 | SH | | Sole | 01 | 91,475 | |
| CITRIX SYS INC COM | COM | 177376100 | 3,465 | 57,060 | SH | | Sole | 01 | 57,060 | |
| CITY TELECOM H K LTD SPONSORED ADR | SPONSORED ADR | 178677209 | 304 | 28,935 | SH | | Sole | 01 | 28,935 | |
| CMS ENERGY CORP COM | COM | 125896100 | 4,033 | 182,657 | SH | | Sole | 01 | 182,657 | |
| COCA COLA CO COM | COM | 191216100 | 8,754 | 125,106 | SH | | Sole | 01 | 125,106 | |
| COCA COLA ENTERPRISES INC NE COM | COM | 19122T109 | 1 | 21 | SH | | Sole | 01 | 21 | |
| COINSTAR INC COM | COM | 19259P300 | 952 | 20,859 | SH | | Sole | 01 | 20,859 | |
| COMERICA INC COM | COM | 200340107 | 652 | 25,270 | SH | | Sole | 01 | 25,270 | |
| COMPANHIA BRASILEIRA DE DIST SPN ADR PFD | CL A | 20440T201 | 1,075 | 29,509 | SH | | Sole | 01 | 29,509 | |
| COMPUTER SCIENCES CORP COM | COM | 205363104 | 809 | 34,137 | SH | | Sole | 01 | 34,137 | |
| CONSTELLATION ENERGY GROUP I COM | COM | 210371100 | 5,743 | 144,764 | SH | | Sole | 01 | 144,764 | |
| COOPER TIRE & RUBR CO COM | COM | 216831107 | 472 | 33,700 | SH | | Sole | 01 | 33,700 | |
| CORNING INC COM | COM | 219350105 | 6,071 | 467,737 | SH | | Sole | 01 | 467,737 | |
| COSTCO WHSL CORP NEW COM | COM | 22160K105 | 42 | 500 | SH | | Sole | 01 | 500 | |
| COVIDIEN PLC SHS | ADR | G2554F113 | 3,828 | 85,043 | SH | | Sole | 01 | 85,043 | |
| CTC MEDIA INC COM | COM | 12642X106 | 455 | 51,828 | SH | | Sole | 01 | 51,828 | |
| CUBIC CORP COM | COM | 229669106 | 690 | 15,825 | SH | | Sole | 01 | 15,825 | |
| DANAHER CORP DEL COM | COM | 235851102 | 7,278 | 154,730 | SH | | Sole | 01 | 154,730 | |
| DEVON ENERGY CORP NEW COM | COM | 25179M103 | 3,944 | 63,605 | SH | | Sole | 01 | 63,605 | |
| DEVRY INC DEL COM | COM | 251893103 | 22 | 585 | SH | | Sole | 01 | 585 | |
| DIEBOLD INC COM | COM | 253651103 | 4,384 | 145,794 | SH | | Sole | 01 | 145,794 | |
| DIME CMNTY BANCSHARES COM | COM | 253922108 | 778 | 61,755 | SH | | Sole | 01 | 61,755 | |
| DIREXION SHS ETF TR DLY FIN BEAR NEW | ETF | 25459W144 | 0 | 5 | SH | | Sole | 01 | 5 | |
| DISCOVER FINL SVCS COM | COM | 254709108 | 984 | 41,004 | SH | | Sole | 01 | 41,004 | |
| DOMINION RES INC VA NEW COM | COM | 25746U109 | 53 | 1,000 | SH | | Sole | 01 | 1,000 | |
| DRIL-QUIP INC COM | COM | 262037104 | 2,475 | 37,600 | SH | | Sole | 01 | 37,600 | |
| DTE ENERGY CO COM | COM | 233331107 | 3,811 | 69,997 | SH | | Sole | 01 | 69,997 | |
| DU PONT E I DE NEMOURS & CO COM | COM | 263534109 | 3,147 | 68,737 | SH | | Sole | 01 | 68,737 | |
| E M C CORP MASS COM | COM | 268648102 | 1,717 | 79,715 | SH | | Sole | 01 | 79,715 | |
| EAST WEST BANCORP INC COM | COM | 27579R104 | 5,073 | 256,871 | SH | | Sole | 01 | 256,871 | |
| EBAY INC COM | COM | 278642103 | 4,032 | 132,940 | SH | | Sole | 01 | 132,940 | |
| ELAN PLC ADR | ADR | 284131208 | 379 | 27,583 | SH | | Sole | 01 | 27,583 | |
| ELECTRONIC ARTS INC COM | COM | 285512109 | 9,428 | 457,661 | SH | | Sole | 01 | 457,661 | |

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|---------------------------------------|-------------------------------|-------------------|--------------------------------|--------------------------------|------------------------|--------------------------|--------------------------------------|-------------------------------|------------------------------|-------------|
| | | | | | | | | | SOLE | SHARED NONE |
| EMERSON ELEC CO COM | COM | 291011104 | 4,707 | 101,022 | SH | | Sole | 01 | 101,022 | |
| ENBRIDGE INC. | COM | 29250N105 | 4,035 | 109,700 | SH | | Sole | | 109,700 | |
| ENCANA CORP. | COM | 292505104 | 4,379 | 240,350 | SH | | Sole | | 240,350 | |
| ENTERGY CORP NEW COM | COM | 29364G103 | 4,264 | 58,373 | SH | | Sole | 01 | 58,373 | |
| EQUINIX INC COM NEW | COM | 29444U502 | 3,416 | 33,690 | SH | | Sole | 01 | 33,690 | |
| EXELIS INC COM ADDED | COM | 30162A108 | 4,251 | 469,774 | SH | | Sole | 01 | 469,774 | |
| EXELON CORP COM | COM | 30161N101 | 2,867 | 66,102 | SH | | Sole | 01 | 66,102 | |
| EXPRESS SCRIPTS INC COM | COM | 302182100 | 32 | 720 | SH | | Sole | 01 | 720 | |
| EXXON MOBIL CORP COM | COM | 30231G102 | 7,958 | 93,888 | SH | | Sole | 01 | 93,888 | |
| FOMENTO ECONOMICO MEXICANO S SPON ADR | SPONSORED ADR | 344419106 | 1,820 | 26,111 | SH | | Sole | 01 | 26,111 | |
| FORTINET INC COM | COM | 34959E109 | 6,398 | 293,366 | SH | | Sole | 01 | 293,366 | |
| FRESENIUS MED CARE AG&CO KGA | SPONSORED ADR | 358029106 | 251 | 3,685 | SH | | Sole | 01 | 3,685 | |
| FULTON FINL CORP PA COM | COM | 360271100 | 865 | 88,191 | SH | | Sole | 01 | 88,191 | |
| GENERAL DYNAMICS CORP COM | COM | 369550108 | 2,235 | 33,659 | SH | | Sole | 01 | 33,659 | |
| GENERAL ELECTRIC CO COM | COM | 369604103 | 24 | 1,340 | SH | | Sole | 01 | 1,340 | |
| GENERAL MLS INC COM | COM | 370334104 | 48 | 1,200 | SH | | Sole | 01 | 1,200 | |
| GENON ENERGY INC COM | COM | 37244E107 | 103 | 39,327 | SH | | Sole | 01 | 39,327 | |
| GENTEX CORP COM | COM | 371901109 | 6,357 | 214,847 | SH | | Sole | 01 | 214,847 | |
| GEO GROUP INC COM | COM | 36159R103 | 605 | 36,090 | SH | | Sole | 01 | 36,090 | |
| GILEAD SCIENCES INC COM | COM | 375558103 | 2,027 | 49,527 | SH | | Sole | 01 | 49,527 | |
| GOLAR LNG LTD BERMUDA SHS | COM | G9456A100 | 332 | 7,474 | SH | | Sole | 01 | 7,474 | |
| GOLDMAN SACHS GROUP INC COM | COM | 38141G104 | 19 | 205 | SH | | Sole | 01 | 205 | |
| GOODRICH CORP COM | COM | 382388106 | 6,603 | 53,381 | SH | | Sole | 01 | 53,381 | |
| GOODRICH PETE CORP COM NEW | COM | 382410405 | 508 | 37,006 | SH | | Sole | 01 | 37,006 | |
| GOOGLE INC CL A | CL A | 38259P508 | 52 | 80 | SH | | Sole | 01 | 80 | |
| GRAINGER W W INC COM | COM | 384802104 | 947 | 5,059 | SH | | Sole | 01 | 5,059 | |
| GREAT PLAINS ENERGY INC COM | COM | 391164100 | 2,526 | 115,998 | SH | | Sole | 01 | 115,998 | |
| GROUPE CGI INC CL A SUB VTG | CL A | 39945C109 | 3,929 | 208,419 | SH | | Sole | 01 | 208,419 | |
| HALLIBURTON CO COM | COM | 406216101 | 2,837 | 82,202 | SH | | Sole | 01 | 82,202 | |
| HEWLETT PACKARD CO COM | COM | 428236103 | 2,245 | 87,141 | SH | | Sole | 01 | 87,141 | |
| HMS HLDGS CORP COM | COM | 40425J101 | 6,702 | 209,572 | SH | | Sole | 01 | 209,572 | |
| HOLOGIC INC. | COM | 436440101 | 169 | 9,632 | SH | | Sole | | 9,632 | |
| HOME DEPOT INC COM | COM | 437076102 | 7 | 178 | SH | | Sole | 01 | 178 | |
| HONDA MOTOR LTD AMERN SHS | COM | 438128308 | 1,557 | 50,976 | SH | | Sole | 01 | 50,976 | |
| HONEYWELL INTL INC COM | COM | 438516106 | 46 | 850 | SH | | Sole | 01 | 850 | |
| ICICI BK LTD ADR | ADR | 45104G104 | 959 | 36,266 | SH | | Sole | 01 | 36,266 | |
| II VI INC COM | COM | 902104108 | 38 | 2,070 | SH | | Sole | 01 | 2,070 | |
| ILLINOIS TOOL WKS INC COM | COM | 452308109 | 450 | 9,635 | SH | | Sole | 01 | 9,635 | |
| IMAX CORP COM | COM | 45245E109 | 259 | 14,126 | SH | | Sole | 01 | 14,126 | |
| ING ASIA PAC GHG DIVID EQ IN COM | COM | 44983J107 | 733 | 51,675 | SH | | Sole | 01 | 51,675 | |
| INTERNATIONAL BUSINESS MACHS COM | COM | 459200101 | 12,421 | 67,548 | SH | | Sole | 01 | 67,548 | |
| ISHARES GOLD TRUST ISHARES | ETF | 464285105 | 5,267 | 345,861 | SH | | Sole | 01 | 345,861 | |
| ISHARES INC MSCI AUSTRALIA | ETF | 464286103 | 427 | 19,930 | SH | | Sole | 01 | 19,930 | |
| ISHARES INC MSCI CDA INDEX | ETF | 464286509 | 5,886 | 221,261 | SH | | Sole | 01 | 221,261 | |
| ISHARES INC MSCI FRANCE | ETF | 464286707 | 214 | 10,950 | SH | | Sole | 01 | 10,950 | |
| ISHARES INC MSCI GERMAN | ETF | 464286806 | 215 | 11,179 | SH | | Sole | 01 | 11,179 | |
| ISHARES INC MSCI HONG KONG | ETF | 464286871 | 214 | 13,853 | SH | | Sole | 01 | 13,853 | |
| ISHARES INC MSCI JAPAN | ETF | 464286848 | 1,292 | 141,869 | SH | | Sole | 01 | 141,869 | |
| ISHARES INC MSCI NETHR INVES | ETF | 464286814 | 214 | 12,435 | SH | | Sole | 01 | 12,435 | |
| ISHARES INC MSCI SINGAPORE | ETF | 464286673 | 212 | 19,556 | SH | | Sole | 01 | 19,556 | |
| ISHARES INC MSCI SWEDEN | ETF | 464286756 | 4,763 | 189,478 | SH | | Sole | 01 | 189,478 | |
| ISHARES INC MSCI SWITZERLD | ETF | 464286749 | 6,206 | 274,353 | SH | | Sole | 01 | 274,353 | |

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|-----------------------------|-------------------------------|-------------------|--------------------------------|--------------------------------|---------------------------------|--------------------------------------|-------------------------------|------------------------------|--------|-------|
| | | | | | | | | SOLE | SHARED | NONE |
| | | | | | | | | ----- | ----- | ----- |
| ISHARES INC MSCI UTD KINGD | ETF | 464286699 | 429 | 26,536 | SH | Sole | 01 | 26,536 | | |
| ISHARES TR AGENCY BD FD | ETF | 464288166 | 5,759 | 50,986 | SH | Sole | 01 | 50,986 | | |
| ISHARES TR BARCLY USAGG B | ETF | 464287226 | 137,217 | 1,244,597 | SH | Sole | 01 | 1,244,597 | | |
| ISHARES TR BARCLYS 10-20YR | ETF | 464288653 | 214 | 1,609 | SH | Sole | 01 | 1,609 | | |
| ISHARES TR BARCLYS 1-3 YR | ETF | 464287457 | 6,115 | 72,362 | SH | Sole | 01 | 72,362 | | |
| ISHARES TR BARCLYS 1-3YR CR | ETF | 464288646 | 2,038 | 19,556 | SH | Sole | 01 | 19,556 | | |
| ISHARES TR BARCLYS 20+ YR | ETF | 464287432 | 16,337 | 134,741 | SH | Sole | 01 | 134,741 | | |
| ISHARES TR BARCLYS 3-7 YR | ETF | 464288661 | 14,580 | 119,469 | SH | Sole | 01 | 119,469 | | |
| ISHARES TR BARCLYS 7-10 YR | ETF | 464287440 | 17,718 | 167,832 | SH | Sole | 01 | 167,832 | | |
| ISHARES TR BARCLYS CR BD | ETF | 464288620 | 28,032 | 257,272 | SH | Sole | 01 | 257,272 | | |
| ISHARES TR BARCLYS MBS BD | ETF | 464288588 | 31,857 | 294,779 | SH | Sole | 01 | 294,779 | | |
| ISHARES TR BARCLYS SH TREA | ETF | 464288679 | 1,223 | 11,099 | SH | Sole | 01 | 11,099 | | |
| ISHARES TR BARCLYS TIPS BD | ETF | 464287176 | 17,142 | 146,899 | SH | Sole | 01 | 146,899 | | |
| ISHARES TR BRC 0-5 YR TIP | ETF | 46429B747 | 4,092 | 40,117 | SH | Sole | 01 | 40,117 | | |
| ISHARES TR DJ INTL SEL DIVD | ETF | 464288448 | 1,669 | 56,202 | SH | Sole | 01 | 56,202 | | |
| ISHARES TR DJ SEL DIV INX | ETF | 464287168 | 1,918 | 35,668 | SH | Sole | 01 | 35,668 | | |
| ISHARES TR DJ US INDEX FD | ETF | 464287846 | 50 | 790 | SH | Sole | 01 | 790 | | |
| ISHARES TR DJ US TECH SEC | ETF | 464287721 | 13,151 | 205,801 | SH | Sole | 01 | 205,801 | | |
| ISHARES TR DJ US TELECOMM | ETF | 464287713 | 1,912 | 91,067 | SH | Sole | 01 | 91,067 | | |
| ISHARES TR FLTG RATE NT | ETF | 46429B655 | 6,830 | 139,391 | SH | Sole | 01 | 139,391 | | |
| ISHARES TR IBOXX INV CPBD | ETF | 464287242 | 11,218 | 98,608 | SH | Sole | 01 | 98,608 | | |
| ISHARES TR JPMORGAN USD | ETF | 464288281 | 1,763 | 16,063 | SH | Sole | 01 | 16,063 | | |
| ISHARES TR MSCI ACWI INDX | ETF | 464288257 | 3,015 | 71,501 | SH | Sole | 01 | 71,501 | | |
| ISHARES TR MSCI EAFE INDEX | ETF | 464287465 | 19,872 | 401,218 | SH | Sole | 01 | 401,218 | | |
| ISHARES TR MSCI EMERG MKT | ETF | 464287234 | 24,982 | 658,463 | SH | Sole | 01 | 658,463 | | |
| ISHARES TR MSCI GRW IDX | ETF | 464288885 | 10,992 | 211,346 | SH | Sole | 01 | 211,346 | | |
| ISHARES TR MSCI SMALL CAP | ETF | 464288273 | 1,241 | 35,715 | SH | Sole | 01 | 35,715 | | |
| ISHARES TR MSCI VAL IDX | ETF | 464288877 | 10,436 | 244,395 | SH | Sole | 01 | 244,395 | | |
| ISHARES TR NASDQ BIO INDX | ETF | 464287556 | 824 | 7,895 | SH | Sole | 01 | 7,895 | | |
| ISHARES TR RSSL MCRCP IDX | ETF | 464288869 | 5,976 | 133,848 | SH | Sole | 01 | 133,848 | | |
| ISHARES TR RUSL 2000 GROW | ETF | 464287648 | 3,256 | 38,658 | SH | Sole | 01 | 38,658 | | |
| ISHARES TR RUSL 2000 VALU | ETF | 464287630 | 2,555 | 38,919 | SH | Sole | 01 | 38,919 | | |
| ISHARES TR RUSSELL 1000 | ETF | 464287622 | 4,531 | 65,313 | SH | Sole | 01 | 65,313 | | |
| ISHARES TR RUSSELL 2000 | ETF | 464287655 | 20,106 | 272,620 | SH | Sole | 01 | 272,620 | | |
| ISHARES TR RUSSELL1000GRW | ETF | 464287614 | 840 | 14,540 | SH | Sole | 01 | 14,540 | | |
| ISHARES TR RUSSELL1000VAL | ETF | 464287598 | 1,292 | 20,359 | SH | Sole | 01 | 20,359 | | |
| ISHARES TR S&P 500 INDEX | ETF | 464287200 | 9,971 | 79,160 | SH | Sole | 01 | 79,160 | | |
| ISHARES TR S&P 500 VALUE | ETF | 464287408 | 2,202 | 38,071 | SH | Sole | 01 | 38,071 | | |
| ISHARES TR S&P CAL AMTFR MN | ETF | 464288356 | 17 | 150 | SH | Sole | 01 | 150 | | |
| ISHARES TR S&P GL UTILITI | ETF | 464288711 | 5,775 | 137,827 | SH | Sole | 01 | 137,827 | | |
| ISHARES TR S&P MC 400 GRW | ETF | 464287606 | 2,200 | 22,278 | SH | Sole | 01 | 22,278 | | |
| ISHARES TR S&P MIDCAP 400 | ETF | 464287507 | 4,480 | 51,136 | SH | Sole | 01 | 51,136 | | |
| ISHARES TR S&P MIDCP VALU | ETF | 464287705 | 1,101 | 14,493 | SH | Sole | 01 | 14,493 | | |
| ISHARES TR S&P NA SOFTWR | ETF | 464287515 | 757 | 13,980 | SH | Sole | 01 | 13,980 | | |
| ISHARES TR S&P NTL AMTFREE | ETF | 464288414 | 4,396 | 40,613 | SH | Sole | 01 | 40,613 | | |
| ISHARES TR S&P SMLCP GROW | ETF | 464287887 | 104 | 1,394 | SH | Sole | 01 | 1,394 | | |
| ISHARES TR S&P SMLCP VALU | ETF | 464287879 | 208 | 2,975 | SH | Sole | 01 | 2,975 | | |
| ISHARES TR S&P500 GRW | ETF | 464287309 | 5,799 | 86,005 | SH | Sole | 01 | 86,005 | | |
| ISHARES TR SMLL CORE INDX | ETF | 464288505 | 209 | 2,489 | SH | Sole | 01 | 2,489 | | |
| ISHARES TR SMLL GRWTH IDX | ETF | 464288604 | 209 | 2,504 | SH | Sole | 01 | 2,504 | | |
| ISHARES TR SMLL VAL INDX | ETF | 464288703 | 208 | 2,640 | SH | Sole | 01 | 2,640 | | |
| ISHARES TR US PFD STK IDX | ETF | 464288687 | 1,553 | 43,598 | SH | Sole | 01 | 43,598 | | |
| ITT CORP NEW COM NEW ADDED | COM | 450911201 | 716 | 37,048 | SH | Sole | 01 | 37,048 | | |

| 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 |
| JACOBS ENGR GROUP INC DEL COM | COM | 469814107 | 12 | 290 | SH | | Sole | 01 | 290 | |
| JAKKS PAC INC COM | COM | 47012E106 | 1,329 | 94,174 | SH | | Sole | 01 | 94,174 | |
| JARDEN CORP COM | COM | 471109108 | 1,500 | 50,216 | SH | | Sole | 01 | 50,216 | |
| JOHNSON & JOHNSON COM | COM | 478160104 | 576 | 8,783 | SH | | Sole | 01 | 8,783 | |
| JOHNSON CTLS INC COM | COM | 478366107 | 557 | 17,810 | SH | | Sole | 01 | 17,810 | |
| JOY GLOBAL INC COM | COM | 481165108 | 2,592 | 34,579 | SH | | Sole | 01 | 34,579 | |
| JPMORGAN CHASE & CO COM | COM | 46625H100 | 7,167 | 215,536 | SH | | Sole | 01 | 215,536 | |
| KEYCORP NEW COM | COM | 493267108 | 855 | 111,228 | SH | | Sole | 01 | 111,228 | |
| KONINKLIJKE PHILIPS ELECTRS NY REG SH NEW | COM | 500472303 | 2,701 | 128,910 | SH | | Sole | 01 | 128,910 | |
| KRAFT FOODS INC CL A | CL A | 50075N104 | 5,369 | 143,714 | SH | | Sole | 01 | 143,714 | |
| KULICKE & SOFFA INDS INC COM | COM | 501242101 | 844 | 91,191 | SH | | Sole | 01 | 91,191 | |
| LIBERTY INTERACTIVE CORPORAT INT COM SER | COM | 53071M104 | 4,628 | 285,439 | SH | | Sole | 01 | 285,439 | |
| LIFE TECHNOLOGIES CORP COM | COM | 53217V109 | 3,344 | 85,945 | SH | | Sole | 01 | 85,945 | |
| LINCOLN ELEC HLDGS INC COM | COM | 533900106 | 19 | 480 | SH | | Sole | 01 | 480 | |
| LINCOLN NATL CORP IND COM | COM | 534187109 | 612 | 31,526 | SH | | Sole | 01 | 31,526 | |
| LKQ CORP COM | COM | 501889208 | 4,536 | 150,812 | SH | | Sole | 01 | 150,812 | |
| LOCKHEED MARTIN CORP COM | COM | 539830109 | 28 | 350 | SH | | Sole | 01 | 350 | |
| LOEWS CORP COM | COM | 540424108 | 3,369 | 89,474 | SH | | Sole | 01 | 89,474 | |
| LOWES COS INC COM | COM | 548661107 | 4,201 | 165,527 | SH | | Sole | 01 | 165,527 | |
| M/I HOMES INC COM | COM | 55305B101 | 1,139 | 118,686 | SH | | Sole | 01 | 118,686 | |
| MACYS INC COM | COM | 55616P104 | 3,769 | 117,127 | SH | | Sole | 01 | 117,127 | |
| MADDEN STEVEN LTD COM | COM | 556269108 | 2,613 | 75,753 | SH | | Sole | 01 | 75,753 | |
| MAGNA INTERNATIONAL INC. | COM | 559222401 | 1,641 | 50,100 | SH | | Sole | 01 | 50,100 | |
| MAIDEN HOLDINGS LTD SHS | COM | G5753U112 | 1,147 | 130,914 | SH | | Sole | 01 | 130,914 | |
| MARKET VECTORS ETF TR AGRIBUS ETF | ETF | 57060U605 | 1,759 | 37,303 | SH | | Sole | 01 | 37,303 | |
| MARKET VECTORS ETF TR GOLD MINER ETF | ETF | 57060U100 | 22,345 | 434,476 | SH | | Sole | 01 | 434,476 | |
| MBIA INC COM | COM | 55262C100 | 1,065 | 91,913 | SH | | Sole | 01 | 91,913 | |
| MCDONALDS CORP COM | COM | 580135101 | 13,863 | 138,171 | SH | | Sole | 01 | 138,171 | |
| MECHEL OAO SPONSORED ADR | SPONSORED ADR | 583840103 | 552 | 64,912 | SH | | Sole | 01 | 64,912 | |
| MEDIDATA SOLUTIONS INC COM | COM | 58471A105 | 647 | 29,749 | SH | | Sole | 01 | 29,749 | |
| MELCO CROWN ENTMT LTD ADR | ADR | 585464100 | 325 | 33,797 | SH | | Sole | 01 | 33,797 | |
| MERCK & CO INC NEW COM | COM | 58933Y105 | 29 | 775 | SH | | Sole | 01 | 775 | |
| METLIFE INC COM | COM | 59156R108 | 4,552 | 145,982 | SH | | Sole | 01 | 145,982 | |
| MICROMET INC COM | COM | 59509C105 | 1,085 | 150,866 | SH | | Sole | 01 | 150,866 | |
| MICROSOFT CORP COM | COM | 594918104 | 11,219 | 432,178 | SH | | Sole | 01 | 432,178 | |
| MOLSON COORS BREWING CO CL B | CL B | 60871R209 | 4,184 | 96,105 | SH | | Sole | 01 | 96,105 | |
| NATIONAL GRID PLC SPON ADR NEW | SPONSORED ADR | 636274300 | 5,622 | 115,962 | SH | | Sole | 01 | 115,962 | |
| NATIONAL OILWELL VARCO INC COM | COM | 637071101 | 4,159 | 61,176 | SH | | Sole | 01 | 61,176 | |
| NEKTAR THERAPEUTICS COM | COM | 640268108 | 477 | 85,290 | SH | | Sole | 01 | 85,290 | |
| NEWELL RUBBERMAID INC COM | COM | 651229106 | 32 | 2,000 | SH | | Sole | 01 | 2,000 | |
| NEWTEK BUSINESS SERVICES INC. | COM | 652526104 | 168 | 146,141 | SH | | Sole | 01 | 146,141 | |
| NEXTERA ENERGY INC COM | COM | 65339F101 | 4,674 | 76,779 | SH | | Sole | 01 | 76,779 | |
| NOBLE ENERGY INC COM | COM | 655044105 | 37 | 390 | SH | | Sole | 01 | 390 | |
| NOVARTIS A G SPONSORED ADR | SPONSORED ADR | 66987V109 | 4,828 | 84,451 | SH | | Sole | 01 | 84,451 | |
| NOVO-NORDISK A S ADR | ADR | 670100205 | 2,162 | 18,759 | SH | | Sole | 01 | 18,759 | |
| NV ENERGY INC COM | COM | 67073Y106 | 500 | 30,577 | SH | | Sole | 01 | 30,577 | |
| OLD REP INTL CORP COM | COM | 680223104 | 707 | 76,238 | SH | | Sole | 01 | 76,238 | |
| OPLINK COMMUNICATIONS INC COM NEW | COM | 68375Q403 | 673 | 40,882 | SH | | Sole | 01 | 40,882 | |
| ORACLE CORP COM | COM | 68389X105 | 6,904 | 269,161 | SH | | Sole | 01 | 269,161 | |
| ORIX CORP SPONSORED ADR | SPONSORED ADR | 686330101 | 1,260 | 30,721 | SH | | Sole | 01 | 30,721 | |
| PAYCHEX INC COM | COM | 704326107 | 28 | 920 | SH | | Sole | 01 | 920 | |

| 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/ PRN CALL | COLUMN 6 INVESTMENT DISCRETION | COLUMN 7 OTHER MANAGERS | COLUMN 8 VOTING AUTHORITY | |
|---------------------------------------|-------------------------------|-------------------|--------------------------------|--------------------------------|----------------------------|--------------------------------------|-------------------------------|------------------------------|-------------|
| | | | | | | | | SOLE | SHARED NONE |
| PEPSICO INC COM | COM | 713448108 | 4,852 | 73,125 | SH | Sole | 01 | 73,125 | |
| PERRIGO CO COM | COM | 714290103 | 2,487 | 25,564 | SH | Sole | 01 | 25,564 | |
| PETROLEO BRASILEIRO SA PETRO | SPONSORED ADR | 71654V408 | 871 | 35,034 | SH | Sole | 01 | 35,034 | |
| PFIZER INC COM | COM | 717081103 | 5,699 | 263,364 | SH | Sole | 01 | 263,364 | |
| PG&E CORP COM | COM | 69331C108 | 747 | 18,129 | SH | Sole | 01 | 18,129 | |
| PHILIP MORRIS INTL INC COM | COM | 718172109 | 9,697 | 123,564 | SH | Sole | 01 | 123,564 | |
| PIMCO ETF TR 1-5 US TIP IDX | ETF | 72201R205 | 220 | 4,123 | SH | Sole | 01 | 4,123 | |
| PIONEER NAT RES CO COM | COM | 723787107 | 5,941 | 66,397 | SH | Sole | 01 | 66,397 | |
| POWERSHARES ETF TRUST DYN PHRMA PORT | ETF | 73935X799 | 2,139 | 75,921 | SH | Sole | 01 | 75,921 | |
| POWERSHARES ETF TRUST ENERGY SEC POR | ETF | 73935X385 | 2,146 | 56,243 | SH | Sole | 01 | 56,243 | |
| POWERSHARES ETF TRUST ZACKS MC PRTFL | ETF | 73935X740 | 126 | 12,393 | SH | Sole | 01 | 12,393 | |
| POWERSHARES GLOBAL ETF TRUST AGG PFD | ETF | 73936T565 | 3 | 219 | SH | Sole | 01 | 219 | |
| POWERSHARES GLOBAL ETF TRUST ASIA PAC | ETF | 73936T854 | 898 | 19,309 | SH | Sole | 01 | 19,309 | |
| POWERSHARES GLOBAL ETF TRUST INSUR | ETF | 73936T474 | 8,530 | 348,878 | SH | Sole | 01 | 348,878 | |
| POWERSHARES QQQ TRUST UNIT SER 1 | ETF | 73935A104 | 19 | 333 | SH | Sole | 01 | 333 | |
| POWERSHS DB MULTI SECT COMM DB GOLD | ETF | 73936B606 | 1,740 | 31,948 | SH | Sole | 01 | 31,948 | |
| PPL CORP COM | COM | 69351T106 | 4,732 | 160,838 | SH | Sole | 01 | 160,838 | |
| PRAXAIR INC COM | COM | 74005P104 | 5,183 | 48,482 | SH | Sole | 01 | 48,482 | |
| PRECISION CASTPARTS CORP COM | COM | 740189105 | 68 | 415 | SH | Sole | 01 | 415 | |
| PRICE T ROWE GROUP INC COM | COM | 74144T108 | 47 | 825 | SH | Sole | 01 | 825 | |
| PRIVATEBANCORP INC COM | COM | 742962103 | 2,056 | 187,277 | SH | Sole | 01 | 187,277 | |
| PROCTER & GAMBLE CO COM | COM | 742718109 | 6,213 | 93,127 | SH | Sole | 01 | 93,127 | |
| PROSHARES TR ULT SHR S&P500 | ETF | 74347X856 | 98,804 | 7,525,074 | SH | Sole | 01 | 7,525,074 | |
| PROSPERITY BANCSHARES INC COM | COM | 743606105 | 7,013 | 173,814 | SH | Sole | 01 | 173,814 | |
| PRUDENTIAL FINL INC COM | COM | 744320102 | 5 | 100 | SH | Sole | 01 | 100 | |
| QEP RES INC COM | COM | 74733V100 | 32 | 1,100 | SH | Sole | 01 | 1,100 | |
| QUESTAR CORP COM | COM | 748356102 | 22 | 1,100 | SH | Sole | 01 | 1,100 | |
| RALCORP HLDGS INC NEW COM | COM | 751028101 | 3,889 | 45,482 | SH | Sole | 01 | 45,482 | |
| RED HAT INC COM | COM | 756577102 | 0 | 10 | SH | Sole | 01 | 10 | |
| REGIONS FINANCIAL CORP NEW COM | COM | 7591EP100 | 564 | 131,054 | SH | Sole | 01 | 131,054 | |
| REPUBLIC SVCS INC COM | COM | 760759100 | 29 | 1,065 | SH | Sole | 01 | 1,065 | |
| RESOLUTE ENERGY CORP COM | COM | 76116A108 | 501 | 46,434 | SH | Sole | 01 | 46,434 | |
| RIGHTNOW TECHNOLOGIES INC COM | COM | 76657R106 | 1,177 | 27,539 | SH | Sole | 01 | 27,539 | |
| RITCHIE BROS AUCTIONEERS INC. | COM | 767744105 | 2,683 | 123,600 | SH | Sole | 01 | 123,600 | |
| ROGERS COMMUNICATIONS INC. | COM | 775109200 | 8,778 | 231,850 | SH | Sole | 01 | 231,850 | |
| ROPER INDS INC NEW COM | COM | 776696106 | 3,834 | 44,132 | SH | Sole | 01 | 44,132 | |
| ROSETTA RESOURCES INC COM | COM | 777779307 | 2,303 | 52,936 | SH | Sole | 01 | 52,936 | |
| ROSS STORES INC COM | COM | 778296103 | 7,383 | 155,323 | SH | Sole | 01 | 155,323 | |
| ROVI CORP COM | COM | 779376102 | 1,643 | 66,828 | SH | Sole | 01 | 66,828 | |
| ROYAL DUTCH SHELL PLC SPONS ADR A | SPONSORED ADR | 780259206 | 436 | 5,966 | SH | Sole | 01 | 5,966 | |
| RPM INTL INC COM | COM | 749685103 | 36 | 1,450 | SH | Sole | 01 | 1,450 | |
| SAP AG SPON ADR | SPONSORED ADR | 803054204 | 2,504 | 47,294 | SH | Sole | 01 | 47,294 | |
| SASOL LTD SPONSORED ADR | SPONSORED ADR | 803866300 | 1,493 | 31,499 | SH | Sole | 01 | 31,499 | |
| SCHLUMBERGER LTD COM | COM | 806857108 | 1,519 | 22,238 | SH | Sole | 01 | 22,238 | |
| SELECT SECTOR SPDR TR SBI CONS DISCR | ETF | 81369Y407 | 6,126 | 156,989 | SH | Sole | 01 | 156,989 | |
| SELECT SECTOR SPDR TR SBI CONS STPLS | ETF | 81369Y308 | 7,180 | 220,986 | SH | Sole | 01 | 220,986 | |
| SELECT SECTOR SPDR TR SBI HEALTHCARE | ETF | 81369Y209 | 4,781 | 137,821 | SH | Sole | 01 | 137,821 | |

| 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 |
| SELECT SECTOR SPDR TR SBI INT-ENERGY | ETF | 81369Y506 | 3,483 | 50,382 | SH | Sole | 01 | 50,382 | | |
| SELECT SECTOR SPDR TR SBI INT-FINL | ETF | 81369Y605 | 5,105 | 392,692 | SH | Sole | 01 | 392,692 | | |
| SELECT SECTOR SPDR TR SBI INT-INDS | ETF | 81369Y704 | 3,891 | 115,295 | SH | Sole | 01 | 115,295 | | |
| SELECT SECTOR SPDR TR SBI INT-UTILS | ETF | 81369Y886 | 2,609 | 72,514 | SH | Sole | 01 | 72,514 | | |
| SELECT SECTOR SPDR TR SBI MATERIALS | ETF | 81369Y100 | 1,707 | 50,966 | SH | Sole | 01 | 50,966 | | |
| SELECT SECTOR SPDR TR TECHNOLOGY | ETF | 81369Y803 | 945 | 37,120 | SH | Sole | 01 | 37,120 | | |
| SEMPRA ENERGY COM | COM | 816851109 | 3,326 | 60,464 | SH | Sole | 01 | 60,464 | | |
| SHAW COMMUNICATOINS INC. | COM | 82028K200 | 7,359 | 376,700 | SH | Sole | | 376,700 | | |
| SIEMENS A G SPONSORED ADR | SPONSORED ADR | 826197501 | 1,738 | 18,173 | SH | Sole | 01 | 18,173 | | |
| SINGAPORE FD INC COM | COM | 82929L109 | 0 | 8 | SH | Sole | 01 | 8 | | |
| SOCIEDAD QUIMICA MINERA DE C SPON ADR | SPONSORED ADR | 833635105 | 1,517 | 28,180 | SH | Sole | 01 | 28,180 | | |
| SODASTREAM INTERNATIONAL LTD USD SHS | COM | M9068E105 | 281 | 8,584 | SH | Sole | 01 | 8,584 | | |
| SOLEIRA HOLDINGS INC COM | COM | 83421A104 | 3,462 | 77,732 | SH | Sole | 01 | 77,732 | | |
| SOUTHERN CO COM | COM | 842587107 | 2,344 | 50,640 | SH | Sole | 01 | 50,640 | | |
| SPDR GOLD TRUST GOLD SHS | ETF | 78463V107 | 3,561 | 23,428 | SH | Sole | 01 | 23,428 | | |
| SPDR INDEX SHS FDS ASIA PACIF ETF | ETF | 78463X301 | 4,097 | 62,080 | SH | Sole | 01 | 62,080 | | |
| SPDR INDEX SHS FDS DJ INTL RL ETF | ETF | 78463X863 | 5,311 | 166,858 | SH | Sole | 01 | 166,858 | | |
| SPDR INDEX SHS FDS EMERG MKTS ETF | ETF | 78463X509 | 9,586 | 164,674 | SH | Sole | 01 | 164,674 | | |
| SPDR INDEX SHS FDS S&P CHINA ETF | ETF | 78463X400 | 9,127 | 146,504 | SH | Sole | 01 | 146,504 | | |
| SPDR INDEX SHS FDS S&P INTL ETF | ETF | 78463X772 | 3 | 61 | SH | Sole | 01 | 61 | | |
| SPDR INDEX SHS FDS S&P INTL SMLCP | ETF | 78463X871 | 4,579 | 181,918 | SH | Sole | 01 | 181,918 | | |
| SPDR INDEX SHS FDS S&P WRLD EX US | ETF | 78463X889 | 19,806 | 908,967 | SH | Sole | 01 | 908,967 | | |
| SPDR S&P 500 ETF TR TR UNIT | ETF | 78462F103 | 167,041 | 1,331,001 | SH | Sole | 01 | 1,331,001 | | |
| SPDR S&P MIDCAP 400 ETF TR UTSER1 S&P | ETF | 78467Y107 | 3,622 | 22,711 | SH | Sole | 01 | 22,711 | | |
| SPDR SERIES TRUST BARCL CAP TIPS | ETF | 78464A656 | 4,975 | 85,743 | SH | Sole | 01 | 85,743 | | |
| SPDR SERIES TRUST BRCLYS 1-3MT ETF | ETF | 78464A680 | 41,863 | 913,446 | SH | Sole | 01 | 913,446 | | |
| SPDR SERIES TRUST BRCLYS AGG ETF | ETF | 78464A649 | 30,331 | 523,873 | SH | Sole | 01 | 523,873 | | |
| SPDR SERIES TRUST BRCLYS CAP CONV | ETF | 78464A359 | 579 | 16,002 | SH | Sole | 01 | 16,002 | | |
| SPDR SERIES TRUST BRCLYS INTL ETF | ETF | 78464A516 | 737 | 12,527 | SH | Sole | 01 | 12,527 | | |
| SPDR SERIES TRUST BRCLYS YLD ETF | ETF | 78464A417 | 28,795 | 748,895 | SH | Sole | 01 | 748,895 | | |
| SPDR SERIES TRUST DB INT GVT ETF | ETF | 78464A490 | 2,644 | 46,596 | SH | Sole | 01 | 46,596 | | |
| SPDR SERIES TRUST DJ REIT ETF | ETF | 78464A607 | 17,131 | 266,012 | SH | Sole | 01 | 266,012 | | |
| SPDR SERIES TRUST NUVN BR SHT MUNI | ETF | 78464A425 | 12,132 | 498,432 | SH | Sole | 01 | 498,432 | | |
| SPDR SERIES TRUST NUVN BRCLY MUNI | ETF | 78464A458 | 9,618 | 405,148 | SH | Sole | 01 | 405,148 | | |
| SPDR SERIES TRUST S&P 600 SMCP GRW | ETF | 78464A201 | 208 | 1,855 | SH | Sole | 01 | 1,855 | | |
| SPDR SERIES TRUST S&P 600 SMCP VAL | ETF | 78464A300 | 104 | 1,550 | SH | Sole | 01 | 1,550 | | |
| SPDR SERIES TRUST S&P 600 SML CAP | ETF | 78464A813 | 4,835 | 73,174 | SH | Sole | 01 | 73,174 | | |
| SPDR SERIES TRUST S&P DIVID ETF | ETF | 78464A763 | 149,375 | 2,772,884 | SH | Sole | 01 | 2,772,884 | | |
| SPDR SERIES TRUST S&P HOMEBUILD | ETF | 78464A888 | 1,816 | 106,182 | SH | Sole | 01 | 106,182 | | |
| SPDR SERIES TRUST SHRT INTL ETF | ETF | 78464A334 | 1,021 | 28,685 | SH | Sole | 01 | 28,685 | | |
| STANDARD PAC CORP NEW COM | COM | 85375C101 | 1,402 | 440,905 | SH | Sole | 01 | 440,905 | | |
| STRYKER CORP COM | COM | 863667101 | 493 | 9,913 | SH | Sole | 01 | 9,913 | | |
| SUPERIOR ENERGY SVCS INC COM | COM | 868157108 | 1,366 | 48,045 | SH | Sole | 01 | 48,045 | | |
| SUSQUEHANNA BANCSHARES INC P COM | COM | 869099101 | 897 | 107,008 | SH | Sole | 01 | 107,008 | | |
| SXC HEALTH SOLUTIONS CORP COM | COM | 78505P100 | 7,884 | 139,586 | SH | Sole | 01 | 139,586 | | |
| SYNGENTA AG SPONSORED ADR | SPONSORED ADR | 87160A100 | 2,176 | 36,925 | SH | Sole | 01 | 36,925 | | |
| TAIWAN SEMICONDUCTOR MFG LTD | SPONSORED ADR | 874039100 | 2,424 | 187,735 | SH | Sole | 01 | 187,735 | | |
| TARGACEPT INC COM | COM | 87611R306 | 165 | 29,691 | SH | Sole | 01 | 29,691 | | |
| TARGET CORP COM | COM | 87612E106 | 2,087 | 40,745 | SH | Sole | 01 | 40,745 | | |

| 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/ PRN CALL | COLUMN 6 INVESTMENT DISCRETION | COLUMN 7 OTHER MANAGERS | COLUMN 8 VOTING AUTHORITY | |
|---|-------------------------------|-------------------|--------------------------------|--------------------------------|----------------------------|--------------------------------------|-------------------------------|------------------------------|-------------|
| | | | | | | | | SOLE | SHARED NONE |
| TATA MTRS LTD SPONSORED ADR | SPONSORED ADR | 876568502 | 739 | 43,750 | SH | Sole | 01 | 43,750 | |
| TE CONNECTIVITY LTD REG SHS | COM | H84989104 | 4,026 | 130,657 | SH | Sole | 01 | 130,657 | |
| TELUS CORP. | COM | 87971M202 | 6,115 | 116,150 | SH | Sole | | 116,150 | |
| TEVA PHARMACEUTICAL INDS LTD ADR | ADR | 881624209 | 27 | 675 | SH | Sole | 01 | 675 | |
| TEXAS INSTRS INC COM | COM | 882508104 | 32 | 1,100 | SH | Sole | 01 | 1,100 | |
| TEXAS ROADHOUSE INC COM | COM | 882681109 | 2,157 | 144,738 | SH | Sole | 01 | 144,738 | |
| THOR INDS INC COM | COM | 885160101 | 29 | 1,050 | SH | Sole | 01 | 1,050 | |
| TIM HORTONS INC COM | COM | 88706M103 | 244 | 5,036 | SH | Sole | 01 | 5,036 | |
| TOTAL S A SPONSORED ADR | SPONSORED ADR | 89151E109 | 3,530 | 69,062 | SH | Sole | 01 | 69,062 | |
| TOWER GROUP INC COM | COM | 891777104 | 814 | 40,369 | SH | Sole | 01 | 40,369 | |
| TOYOTA MOTOR CORP SP ADR REP2COM | COM | 892331307 | 3,193 | 48,281 | SH | Sole | 01 | 48,281 | |
| TRANSCANADA CORPORATION | COM | 89353D107 | 4,637 | 108,000 | SH | Sole | | 108,000 | |
| TRANSOCEAN LTD REG SHS | COM | H8817H100 | 14 | 375 | SH | Sole | 01 | 375 | |
| TREEHOUSE FOODS INC COM | COM | 89469A104 | 6,022 | 92,109 | SH | Sole | 01 | 92,109 | |
| TRIUMPH GROUP INC NEW COM | COM | 896818101 | 16,024 | 274,144 | SH | Sole | 01 | 274,144 | |
| TTM TECHNOLOGIES INC COM | COM | 87305R109 | 561 | 51,155 | SH | Sole | 01 | 51,155 | |
| TUPPERWARE BRANDS CORP COM | COM | 899896104 | 3,562 | 63,635 | SH | Sole | 01 | 63,635 | |
| TUTOR PERINI CORP COM | COM | 901109108 | 451 | 36,546 | SH | Sole | 01 | 36,546 | |
| UGI CORP NEW COM | COM | 902681105 | 2,878 | 97,889 | SH | Sole | 01 | 97,889 | |
| UNIFIRST CORP MASS COM | COM | 904708104 | 873 | 15,390 | SH | Sole | 01 | 15,390 | |
| UNILEVER PLC SPON ADR NEW | SPONSORED ADR | 904767704 | 489 | 14,584 | SH | Sole | 01 | 14,584 | |
| UNITED CONTINENTAL HOLDINGS INC. | COM | 910047109 | 45 | 2,409 | SH | Sole | | 2,409 | |
| UNITED TECHNOLOGIES CORP COM | COM | 913017109 | 8,908 | 121,877 | SH | Sole | 01 | 121,877 | |
| UNIVERSAL FST PRODS INC COM | COM | 913543104 | 46 | 1,500 | SH | Sole | 01 | 1,500 | |
| V F CORP COM | COM | 918204108 | 552 | 4,343 | SH | Sole | 01 | 4,343 | |
| VALE S A ADR | ADR | 91912E105 | 1,310 | 61,091 | SH | Sole | 01 | 61,091 | |
| VALE S A ADR REPSTG PFD | ADR | 91912E204 | 307 | 14,890 | SH | Sole | 01 | 14,890 | |
| VANGUARD BD INDEX FD INC LONG TERM BOND | ETF | 921937793 | 3,504 | 38,084 | SH | Sole | 01 | 38,084 | |
| VANGUARD BD INDEX FD INC SHORT TRM BOND | ETF | 921937827 | 2,484 | 30,726 | SH | Sole | 01 | 30,726 | |
| VANGUARD BD INDEX FD INC TOTAL BND MRKT | ETF | 921937835 | 23,832 | 285,275 | SH | Sole | 01 | 285,275 | |
| VANGUARD INDEX FDS GROWTH ETF | ETF | 922908736 | 26,620 | 431,017 | SH | Sole | 01 | 431,017 | |
| VANGUARD INDEX FDS LARGE CAP ETF | ETF | 922908637 | 777 | 13,560 | SH | Sole | 01 | 13,560 | |
| VANGUARD INDEX FDS REIT ETF | ETF | 922908553 | 1,804 | 31,106 | SH | Sole | 01 | 31,106 | |
| VANGUARD INDEX FDS SM CP VAL ETF | ETF | 922908611 | 9,211 | 146,974 | SH | Sole | 01 | 146,974 | |
| VANGUARD INDEX FDS SMALL CP ETF | ETF | 922908751 | 2,340 | 33,587 | SH | Sole | 01 | 33,587 | |
| VANGUARD INDEX FDS SML CP GRW ETF | ETF | 922908595 | 13,778 | 180,431 | SH | Sole | 01 | 180,431 | |
| VANGUARD INDEX FDS VALUE ETF | ETF | 922908744 | 33,052 | 629,685 | SH | Sole | 01 | 629,685 | |
| VANGUARD INTL EQUITY INDEX F ALLWRLD EX | ETF | 922042775 | 22,643 | 571,068 | SH | Sole | 01 | 571,068 | |
| VANGUARD INTL EQUITY INDEX F FTSE SMCAP | ETF | 922042718 | 9,034 | 116,465 | SH | Sole | 01 | 116,465 | |
| VANGUARD INTL EQUITY INDEX F GLB EX US | ETF | 922042676 | 960 | 23,592 | SH | Sole | 01 | 23,592 | |
| VANGUARD INTL EQUITY INDEX F MSCI EMR MKT | ETF | 922042858 | 16,843 | 440,802 | SH | Sole | 01 | 440,802 | |
| VANGUARD INTL EQUITY INDEX F MSCI EUROPE | ETF | 922042874 | 21,417 | 516,955 | SH | Sole | 01 | 516,955 | |
| VANGUARD INTL EQUITY INDEX F MSCI PAC | ETF | 922042866 | 19,335 | 406,275 | SH | Sole | 01 | 406,275 | |
| VANGUARD SCOTTSDALE FDS INT-TERM CORP | ETF | 92206C870 | 7,387 | 89,686 | SH | Sole | 01 | 89,686 | |
| VANGUARD TAX MANAGED INTL FD MSCI EAFE | ETF | 921943858 | 15,703 | 512,678 | SH | Sole | 01 | 512,678 | |

| 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 |
| VANGUARD WHITEHALL FDS INC HIGH DIV YLD | ETF | 921946406 | 4,997 | 110,403 | SH | | Sole | 01 | 110,403 | |
| VANGUARD WORLD FD MEGA CAP INDEX | ETF | 921910873 | 994 | 23,116 | SH | | Sole | 01 | 23,116 | |
| VERINT SYS INC COM | COM | 92343X100 | 694 | 25,182 | SH | | Sole | 01 | 25,182 | |
| VERIZON COMMUNICATIONS INC COM | COM | 92343V104 | 4,075 | 101,562 | SH | | Sole | 01 | 101,562 | |
| VISA INC COM CL A | CL A | 92826C839 | 2,895 | 28,509 | SH | | Sole | 01 | 28,509 | |
| VODAFONE GROUP PLC NEW SPONS ADR NEW | SPONSORED ADR | 92857W209 | 1,989 | 70,974 | SH | | Sole | 01 | 70,974 | |
| WALGREEN CO COM | COM | 931422109 | 36 | 1,100 | SH | | Sole | 01 | 1,100 | |
| WASHINGTON FED INC COM | COM | 938824109 | 781 | 55,801 | SH | | Sole | 01 | 55,801 | |
| WATERS CORP COM | COM | 941848103 | 6,560 | 88,587 | SH | | Sole | 01 | 88,587 | |
| WELLS FARGO & CO NEW COM | COM | 949746101 | 829 | 30,092 | SH | | Sole | 01 | 30,092 | |
| WESTERN UN CO COM | COM | 959802109 | 11 | 600 | SH | | Sole | 01 | 600 | |
| WHIRLPOOL CORP COM | COM | 963320106 | 977 | 20,583 | SH | | Sole | 01 | 20,583 | |
| WILLIAMS COS INC DEL COM | COM | 969457100 | 5,034 | 152,456 | SH | | Sole | 01 | 152,456 | |
| WILLIAMS SONOMA INC COM | COM | 969904101 | 9,009 | 234,008 | SH | | Sole | 01 | 234,008 | |
| WISDOMTREE TRUST ASIA PAC EXJP FD | ETF | 97717W828 | 5,581 | 96,133 | SH | | Sole | 01 | 96,133 | |
| WISDOMTREE TRUST FUTRE STRAT FD | ETF | 97717W125 | 1,621 | 35,839 | SH | | Sole | 01 | 35,839 | |
| WISDOMTREE TRUST GLB EX US UTIL | ETF | 97717W653 | 118 | 6,655 | SH | | Sole | 01 | 6,655 | |
| WOODBRIDGE CO LTD | COM | 884903105 | 4,311 | 164,400 | SH | | Sole | | 164,400 | |
| WPP PLC ADR | ADR | 92933H101 | 363 | 6,955 | SH | | Sole | 01 | 6,955 | |
| KYLEM INC COM ADDED | COM | 98419M100 | 2,007 | 78,123 | SH | | Sole | 01 | 78,123 | |
| YAHOO INC COM | COM | 98433Z106 | 4,381 | 271,634 | SH | | Sole | 01 | 271,634 | |
| YAMANA GOLD INC COM | COM | 98462Y100 | 301 | 20,521 | SH | | Sole | 01 | 20,521 | |
| YANZHOU COAL MNG CO LTD SPON ADR H SHS | SPONSORED ADR | 984846105 | 962 | 45,375 | SH | | Sole | 01 | 45,375 | |
| YUM BRANDS INC COM | COM | 988498101 | 8,636 | 146,340 | SH | | Sole | 01 | 146,340 | |