

# GENWORTH FINANCIAL INC

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

Filed 11/07/12 for the Period Ending 09/30/12

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: September 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>November 7, 2012</i>
<i>-----</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: 390 lines

Form 13F Information Table Value Total: 2,638,523

(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	2,972	32,158	SH		Sole	01	32,158		
ABBOTT LABS COM	COM	002824100	13,597	198,321	SH		Sole	01	198,321		
ACACIA RESH CORP ACACIA TCH COM	COM	003881307	1,073	39,142	SH		Sole	01	39,142		
AES CORP COM	COM	00130H105	3,244	295,752	SH		Sole	01	295,752		
AFFILIATED MANAGERS GROUP COM	COM	008252108	4,923	40,022	SH		Sole	01	40,022		
AIR PRODS & CHEMS INC COM	COM	009158106	1,867	22,570	SH		Sole	01	22,570		
ALLSTATE CORP COM	COM	020002101	80	2,024	SH		Sole	01	2,024		
AMERICAN ELEC PWR INC COM	COM	025537101	3,848	87,577	SH		Sole	01	87,577		
AMERICAN EQTY INVT LIFE HLD COM	COM	025676206	654	56,242	SH		Sole	01	56,242		
AMERICAN EXPRESS CO COM	COM	025816109	-	1	SH		Sole	01	1		
AMERICAN SOFTWARE INC CL A	CL A	029683109	85	10,429	SH		Sole	01	10,429		
AMERICAS CAR MART INC COM	COM	03062T105	714	15,713	SH		Sole	01	15,713		
ANADARKO PETE CORP COM	COM	032511107	1	10	SH		Sole	01	10		
ANHEUSER BUSCH INBEV SA/NV SPONSORED ADR	SPONSORED ADR	03524A108	2,403	27,975	SH		Sole	01	27,975		
ANN INC COM	COM	035623107	929	24,622	SH		Sole	01	24,622		
APPLE INC COM	COM	037833100	4,249	6,369	SH		Sole	01	6,369		
APPLIED MATLS INC COM	COM	038222105	3,014	269,993	SH		Sole	01	269,993		
APPROACH RESOURCES INC COM	COM	03834A103	1,654	54,911	SH		Sole	01	54,911		
ARM HLDGS PLC SPONSORED ADR	SPONSORED ADR	042068106	876	31,299	SH		Sole	01	31,299		
ATLAS AIR WORLDWIDE HLDGS IN COM NEW	COM	049164205	741	14,349	SH		Sole	01	14,349		
AURICO GOLD INC COM	COM	05155C105	1,900	271,861	SH		Sole	01	271,861		
AUTOMATIC DATA PROCESSING IN COM	COM	053015103	418	7,124	SH		Sole	01	7,124		
AVAGO TECHNOLOGIES LTD SHS	COM	Y0486S104	1,047	30,018	SH		Sole	01	30,018		
B/E AEROSPACE INC COM	COM	073302101	5,209	123,707	SH		Sole	01	123,707		
BAIDU INC SPON ADR REP A	SPONSORED ADR	056752108	927	7,929	SH		Sole	01	7,929		
BANK OF AMERICA CORPORATION COM	COM	060505104	2,242	253,891	SH		Sole	01	253,891		
BANK OF NOVA SCOTIA	COM	064149107	4,447	81,122	SH		Sole		81,122		

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	PRN	CALL	DISCRETION	MANAGERS	SOLE	SHARED
BARCLAYS BK PLC 10 YR TREAS BEAR	ETF	06740L451	32,314	1,239,017	SH		Sole	01	1,239,017	
BARCLAYS BK PLC IPATH S&P MT ETN	ETN	06740C519	23,456	692,528	SH		Sole	01	692,528	
BARCLAYS BK PLC IPSP CROIL ETN	ETN	06738C786	4	159	SH		Sole	01	159	
BARCLAYS BK PLC IPTH S&P VIX NEW	ETF	06740C261	3	345	SH		Sole	01	345	
BARCLAYS BK PLC S&P 500 VEQTR	ETF	06740C337	11	82	SH		Sole	01	82	
BARCLAYS BK PLC US TRES FLATT	ETF	06740L485	12	196	SH		Sole	01	196	
BARCLAYS PLC ADR	ADR	06738E204	1,005	72,485	SH		Sole	01	72,485	
BARRICK GOLD CORPORATION	COM	067901108	717	17,180	SH		Sole		17,180	
BASIC ENERGY SVCS INC NEW COM	COM	06985P100	400	35,681	SH		Sole	01	35,681	
BAXTER INTL INC COM	COM	071813109	7,901	131,099	SH		Sole	01	131,099	
BAYTEX ENERGY CORP	COM	07317Q105	3,545	74,718	SH		Sole		74,718	
BCE INC	COM	05534B760	8,889	202,297	SH		Sole		202,297	
BECTON DICKINSON & CO COM	COM	075887109	411	5,237	SH		Sole	01	5,237	
BLACKROCK INC COM	COM	09247X101	731	4,102	SH		Sole	01	4,102	
BOEING CO COM	COM	097023105	2,660	38,222	SH		Sole	01	38,222	
BRIGGS & STRATTON CORP COM	COM	109043109	-	8	SH		Sole	01	8	
BROOKFIELD ASSET MANAGEMENT INC	COM	112585104	6,276	181,864	SH		Sole		181,864	
BROOKFIELD ASSET MANAGEMENT INC	COM	112900105	4,722	285,148	SH		Sole		285,148	
BROOKFIELD OFFICE PROPERTIES CANADA	COM	112823109	1,560	54,082	SH		Sole		54,082	
BUCKEYE TECHNOLOGIES INC COM	COM	118255108	657	20,505	SH		Sole	01	20,505	
CAE INC	COM	124765108	3,468	324,438	SH		Sole		324,438	
CAESARSTONE SDOT-YAM LTD ORD SHS	COM	M20598104	815	57,785	SH		Sole	01	57,785	
CAMECO CORP COM	COM	13321L108	613	31,508	SH		Sole	01	31,508	
CANADIAN NATIONAL RAILWAY COMPANY	COM	136375102	9,628	109,129	SH		Sole		109,129	
CANADIAN PACIFIC RAILWAY LTD	COM	13645T100	3,118	37,613	SH		Sole		37,613	
CASH AMER INTL INC COM	COM	14754D100	75	1,950	SH		Sole	01	1,950	
CATAMARAN CORP COM ADDED	COM	148887102	10,111	206,400	SH		Sole	01	206,400	
CATERPILLAR INC DEL COM	COM	149123101	2,065	23,999	SH		Sole	01	23,999	
CENOVUS ENERGY INC	COM	15135U109	6,586	188,980	SH		Sole		188,980	
CERNER CORP COM	COM	156782104	3,770	48,715	SH		Sole	01	48,715	
CHECK POINT SOFTWARE TECH LT ORD	COM	M22465104	871	18,080	SH		Sole	01	18,080	
CHICAGO BRIDGE & IRON CO N V N Y REGISTRY SH	COM	167250109	802	21,051	SH		Sole	01	21,051	

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									SOLE	SHARED NONE
CIGNA CORPORATION COM	COM	125509109	1,664	35,281	SH		Sole	01	35,281	
CITRIX SYS INC COM	COM	177376100	4,693	61,324	SH		Sole	01	61,324	
CLAYMORE EXCHANGE TRD FD TR GUGG CHN SML CAP	COM	18383Q853	7,810	395,233	SH		Sole	01	395,233	
CMS ENERGY CORP COM	COM	125896100	2,941	124,862	SH		Sole	01	124,862	
COCA COLA CO COM	COM	191216100	9,402	247,872	SH		Sole	01	247,872	
COMERICA INC COM	COM	200340107	5,028	161,945	SH		Sole	01	161,945	
COMPANHIA DE BEBIDAS DAS AME SPON ADR PFD	SPONSORED ADR	20441W203	1,072	28,024	SH		Sole	01	28,024	
COMPANHIA PARANAENSE ENERG C SPON ADR PFD	SPONSORED ADR	20441B407	600	36,571	SH		Sole	01	36,571	
CONAGRA FOODS INC COM	COM	205887102	2,585	93,680	SH		Sole	01	93,680	
COVANTA HLDG CORP COM	COM	22282E102	1,230	71,703	SH		Sole	01	71,703	
CRACKER BARREL OLD CTRY STOR COM	COM	22410J106	833	12,411	SH		Sole	01	12,411	
CREDICORP LTD COM	COM	G2519Y108	1,126	8,991	SH		Sole	01	8,991	
CUMMINS INC COM	COM	231021106	1,597	17,317	SH		Sole	01	17,317	
CURRENCYSHS JAPANESE YEN TR JAPANESE YEN	ETF	23130A102	6	48	SH		Sole	01	48	
CYPRESS SEMICONDUCTOR CORP COM	COM	232806109	2,469	230,630	SH		Sole	01	230,630	
DANAHER CORP DEL COM	COM	235851102	6,327	114,730	SH		Sole	01	114,730	
DIEBOLD INC COM	COM	253651103	3,606	106,959	SH		Sole	01	106,959	
DIME CMNTY BANCSHARES COM	COM	253922108	593	41,063	SH		Sole	01	41,063	
DOW CHEM CO COM	COM	260543103	2,105	72,713	SH		Sole	01	72,713	
DRIL-QUIP INC COM	COM	262037104	1,891	26,306	SH		Sole	01	26,306	
DU PONT E I DE NEMOURS & CO COM	COM	263534109	5,667	112,739	SH		Sole	01	112,739	
E M C CORP MASS COM	COM	268648102	4,192	153,733	SH		Sole	01	153,733	
EAST WEST BANCORP INC COM	COM	27579R104	3,800	179,915	SH		Sole	01	179,915	
EATON CORP COM	COM	278058102	3,201	67,718	SH		Sole	01	67,718	
EBAY INC COM	COM	278642103	3,225	66,671	SH		Sole	01	66,671	
ECOPETROL S A SPONSORED ADS	SPONSORED ADR	279158109	1,123	19,054	SH		Sole	01	19,054	
EDISON INTL COM	COM	281020107	432	9,458	SH		Sole	01	9,458	
ELAN PLC ADR	ADR	284131208	570	53,189	SH		Sole	01	53,189	
EMERSON ELEC CO COM	COM	291011104	2,513	52,052	SH		Sole	01	52,052	

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								SOLE	SHARED NONE
ENBRIDGE INC	COM	29250N105	3,857	98,811	SH	Sole		98,811	
ENCANA CORPORATION	COM	29250S104	4,298	196,096	SH	Sole		196,096	
ENCORE CAP GROUP INC COM	COM	292554102	876	31,007	SH	Sole	01	31,007	
ENPRO INDS INC COM	COM	29355X107	550	15,286	SH	Sole	01	15,286	
ENTERGY CORP NEW COM	COM	29364G103	2,669	38,517	SH	Sole	01	38,517	
ERICSSON ADR B SEK 10	COM	294821608	1,217	133,492	SH	Sole	01	133,492	
EXELIS INC COM	COM	30162A108	2,513	243,013	SH	Sole	01	243,013	
EXELON CORP COM	COM	30161N101	2,913	81,883	SH	Sole	01	81,883	
EXPRESS SCRIPTS HLDG CO COM	COM	30219G108	14	220	SH	Sole	01	220	
EXXON MOBIL CORP	COM	453038408	1,053	22,873	SH	Sole		22,873	
EXXON MOBIL CORP COM	COM	30231G102	8,872	97,010	SH	Sole	01	97,010	
FIRST INTST BANCSYSTEM INC COM CL A	CL A	32055Y201	714	47,734	SH	Sole	01	47,734	
FIRST TR EXCHANGE TRADED FD INCLS PROD DUR	ETF	33734X150	1,857	100,913	SH	Sole	01	100,913	
FIRST TR EXCHANGE TRADED FD TECH ALPHADEX	ETF	33734X176	1,370	63,585	SH	Sole	01	63,585	
FIRSTENERGY CORP COM	COM	337932107	299	6,778	SH	Sole	01	6,778	
FOMENTO ECONOMICO MEXICANO S SPON ADR UNITS	SPONSORED ADR	344419106	1,365	14,839	SH	Sole	01	14,839	
FOOT LOCKER INC COM	COM	344849104	3,186	89,757	SH	Sole	01	89,757	
FORTINET INC COM	COM	34959E109	6,985	289,612	SH	Sole	01	289,612	
FRANCO-NEVADA MINING CORPORATION LIMITED	COM	351858105	935	15,858	SH	Sole		15,858	
GAP INC DEL COM	COM	364760108	2,763	77,215	SH	Sole	01	77,215	
GENERAL DYNAMICS CORP COM	COM	369550108	4,428	66,966	SH	Sole	01	66,966	
GENERAL ELECTRIC CO COM	COM	369604103	2,797	123,182	SH	Sole	01	123,182	
GENON ENERGY INC COM	COM	37244E107	127	50,373	SH	Sole	01	50,373	
GENTEX CORP COM	COM	371901109	1,406	82,745	SH	Sole	01	82,745	
GILEAD SCIENCES INC COM	COM	375558103	2,884	43,477	SH	Sole	01	43,477	
GOLAR LNG LTD BERMUDA SHS	COM	G9456A100	710	18,401	SH	Sole	01	18,401	
GOLDCORP INC	COM	380956409	238	5,185	SH	Sole		5,185	
GRAINGER W W INC COM	COM	384802104	479	2,298	SH	Sole	01	2,298	
GREAT PLAINS ENERGY INC COM	COM	391164100	1,957	87,931	SH	Sole	01	87,931	
GRIFOLS S A SP ADR REP B NVT ADDED	SPONSORED ADR	398438408	1,688	73,922	SH	Sole	01	73,922	

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	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ PRN	INVESTMENT DISCRETION	OTHER MANAGERS	VOTING AUTHORITY		
NAME OF ISSUER								SOLE	SHARED	NONE
GROUPE CGI INC CL A SUB VTG	CL A	39945C109	3,044	113,325	SH		Sole	01	113,325	
GT ADVANCED TECHNOLOGIES INC COM	COM	36191U106	427	78,403	SH		Sole	01	78,403	
GULFPORT ENERGY CORP COM NEW	COM	402635304	176	5,637	SH		Sole	01	5,637	
HALLIBURTON CO COM	COM	406216101	4,472	132,742	SH		Sole	01	132,742	
HANGER INC COM NEW	COM	41043F208	917	32,127	SH		Sole	01	32,127	
HDFC BANK LTD ADR REPS 3 SHS	ADR	40415F101	1,284	34,174	SH		Sole	01	34,174	
HEINZ H J CO COM	COM	423074103	2,619	46,801	SH		Sole	01	46,801	
HELEN OF TROY CORP LTD COM	COM	G4388N106	637	20,022	SH		Sole	01	20,022	
HESS CORP COM	COM	42809H107	2,270	42,248	SH		Sole	01	42,248	
HMS HLDGS CORP COM	COM	40425J101	4,439	132,941	SH		Sole	01	132,941	
HOSPIRA INC COM	COM	441060100	2,134	65,030	SH		Sole	01	65,030	
ILLINOIS TOOL WKS INC COM	COM	452308109	352	5,918	SH		Sole	01	5,918	
IMAX CORP COM	COM	45245E109	762	38,286	SH		Sole	01	38,286	
INSIGHT ENTERPRISES INC COM	COM	45765U103	577	33,028	SH		Sole	01	33,028	
INSPERITY INC COM	COM	45778Q107	590	23,391	SH		Sole	01	23,391	
INTERCONTINENTAL HTLS GRP PL SPONS ADR NEW	SPONSORED ADR	45857P301	1,835	69,900	SH		Sole	01	69,900	
INTERNATIONAL BUSINESS MACHS COM	COM	459200101	10,070	48,541	SH		Sole	01	48,541	
INTERXION HOLDING N.V SHS	COM	N47279109	960	42,269	SH		Sole	01	42,269	
ISHARES INC MSCI CDA INDEX	ETF	464286509	11,842	415,653	SH		Sole	01	415,653	
ISHARES INC MSCI ITALY	ETF	464286855	1	89	SH		Sole	01	89	
ISHARES INC MSCI SWEDEN	ETF	464286756	4,399	155,648	SH		Sole	01	155,648	
ISHARES INC MSCI SWITZERLD	ETF	464286749	11,172	454,315	SH		Sole	01	454,315	
ISHARES TR AGENCY BD FD	ETF	464288166	16,178	141,847	SH		Sole	01	141,847	
ISHARES TR BARCLY USAGG B	ETF	464287226	49,902	443,779	SH		Sole	01	443,779	
ISHARES TR BARCLYS 10-20YR	ETF	464288653	342	2,503	SH		Sole	01	2,503	
ISHARES TR BARCLYS 1-3 YR	ETF	464287457	17,559	207,803	SH		Sole	01	207,803	
ISHARES TR BARCLYS 1-3YR CR	ETF	464288646	10,978	103,798	SH		Sole	01	103,798	
ISHARES TR BARCLYS 20+ YR	ETF	464287432	24,773	199,427	SH		Sole	01	199,427	
ISHARES TR BARCLYS 3-7 YR	ETF	464288661	2,195	17,742	SH		Sole	01	17,742	
ISHARES TR BARCLYS 7-10 YR	ETF	464287440	28,237	260,347	SH		Sole	01	260,347	



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									SOLE	SHARED NONE
ISHARES TR BARCLYS CR BD	ETF	464288620	76,029	667,386	SH		Sole	01	667,386	
ISHARES TR BARCLYS MBS BD	ETF	464288588	52,724	482,999	SH		Sole	01	482,999	
ISHARES TR BARCLYS SH TREA	ETF	464288679	910	8,252	SH		Sole	01	8,252	
ISHARES TR BARCLYS TIPS BD	ETF	464287176	30,271	248,614	SH		Sole	01	248,614	
ISHARES TR BRC 0-5 YR TIP	ETF	46429B747	7,067	68,560	SH		Sole	01	68,560	
ISHARES TR DJ INTL SEL DIVD	ETF	464288448	2,230	70,535	SH		Sole	01	70,535	
ISHARES TR DJ SEL DIV INX	ETF	464287168	3,951	68,494	SH		Sole	01	68,494	
ISHARES TR DJ US ENERGY	ETF	464287796	3,775	89,501	SH		Sole	01	89,501	
ISHARES TR DJ US FINL SEC	ETF	464287788	3,673	62,987	SH		Sole	01	62,987	
ISHARES TR DJ US HEALTHCR	ETF	464287762	3,771	44,577	SH		Sole	01	44,577	
ISHARES TR DJ US INDUSTRI	ETF	464287754	3,673	52,015	SH		Sole	01	52,015	
ISHARES TR DJ US REAL EST	ETF	464287739	3,700	57,474	SH		Sole	01	57,474	
ISHARES TR DJ US TECH SEC	ETF	464287721	14,216	187,373	SH		Sole	01	187,373	
ISHARES TR DJ US TELECOMM	ETF	464287713	2,108	82,557	SH		Sole	01	82,557	
ISHARES TR DJ US UTILS	ETF	464287697	3,584	40,042	SH		Sole	01	40,042	
ISHARES TR FLTG RATE NT	ETF	46429B655	15,443	306,040	SH		Sole	01	306,040	
ISHARES TR HIGH YLD CORP	ETF	464288513	14,214	153,997	SH		Sole	01	153,997	
ISHARES TR IBOXX INV CPBD	ETF	464287242	18,435	151,395	SH		Sole	01	151,395	
ISHARES TR JPMORGAN USD	ETF	464288281	12,782	105,412	SH		Sole	01	105,412	
ISHARES TR LRGE GRW INDX	ETF	464287119	986	12,460	SH		Sole	01	12,460	
ISHARES TR MSCI ACWI INDX	ETF	464288257	3,973	85,091	SH		Sole	01	85,091	
ISHARES TR MSCI EAFE INDEX	ETF	464287465	11,291	213,034	SH		Sole	01	213,034	
ISHARES TR MSCI EMERG MKT	ETF	464287234	28,340	685,786	SH		Sole	01	685,786	
ISHARES TR MSCI GRW IDX	ETF	464288885	5,206	92,180	SH		Sole	01	92,180	
ISHARES TR MSCI VAL IDX	ETF	464288877	5,130	112,980	SH		Sole	01	112,980	
ISHARES TR RUSL 2000 GROW	ETF	464287648	20	204	SH		Sole	01	204	
ISHARES TR RUSL 2000 VALU	ETF	464287630	84	1,132	SH		Sole	01	1,132	
ISHARES TR RUSSELL 1000	ETF	464287622	628	7,898	SH		Sole	01	7,898	
ISHARES TR RUSSELL 2000	ETF	464287655	52	619	SH		Sole	01	619	
ISHARES TR RUSSELL1000GRW	ETF	464287614	235	3,525	SH		Sole	01	3,525	
ISHARES TR RUSSELL1000VAL	ETF	464287598	675	9,347	SH		Sole	01	9,347	
ISHARES TR S&P 100 IDX FD	ETF	464287101	86,794	1,305,959	SH		Sole	01	1,305,959	

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								SOLE	SHARED NONE
ISHARES TR S&P 500 VALUE	ETF	464287408	20	298 SH		Sole	01	298	
ISHARES TR S&P CAL AMTFR MN	ETF	464288356	17	150 SH		Sole	01	150	
ISHARES TR S&P GL UTILITI	ETF	464288711	3,435	81,447 SH		Sole	01	81,447	
ISHARES TR S&P GLO INFRAS	ETF	464288372	2,623	74,405 SH		Sole	01	74,405	
ISHARES TR S&P MC 400 GRW	ETF	464287606	20	176 SH		Sole	01	176	
ISHARES TR S&P MIDCAP 400	ETF	464287507	48	491 SH		Sole	01	491	
ISHARES TR S&P MIDCP VALU	ETF	464287705	10	116 SH		Sole	01	116	
ISHARES TR S&P NTL AMTFREE	ETF	464288414	5,084	45,391 SH		Sole	01	45,391	
ISHARES TR S&P500 GRW	ETF	464287309	59	762 SH		Sole	01	762	
ISHARES TR US PFD STK IDX	ETF	464288687	3,278	82,239 SH		Sole	01	82,239	
ITC HLDGS CORP COM	COM	465685105	265	3,501 SH		Sole	01	3,501	
JOHNSON & JOHNSON COM	COM	478160104	434	6,297 SH		Sole	01	6,297	
JOHNSON CTLS INC COM	COM	478366107	300	10,952 SH		Sole	01	10,952	
JOY GLOBAL INC COM	COM	481165108	1,898	33,853 SH		Sole	01	33,853	
JPMORGAN CHASE & CO COM	COM	46625H100	5,118	126,440 SH		Sole	01	126,440	
KELLY SVCS INC CL A	CL A	488152208	587	46,577 SH		Sole	01	46,577	
KLA-TENCOR CORP COM	COM	482480100	751	15,747 SH		Sole	01	15,747	
KONINKLIJKE PHILIPS ELECTRS NY REG SH NEW	COM	500472303	797	33,981 SH		Sole	01	33,981	
KOPPERS HOLDINGS INC COM	COM	50060P106	645	18,457 SH		Sole	01	18,457	
LAKELAND FINL CORP COM	COM	511656100	743	26,934 SH		Sole	01	26,934	
LENNAR CORP CL A	CL A	526057104	3,114	89,567 SH		Sole	01	89,567	
LKQ CORP COM	COM	501889208	3,903	211,243 SH		Sole	01	211,243	
LTC PPTYS INC COM	COM	502175102	625	19,626 SH		Sole	01	19,626	
LUXOTTICA GROUP S P A SPONSORED ADR	ADR	55068R202	684	19,403 SH		Sole	01	19,403	
MACYS INC COM	COM	55616P104	1,383	36,758 SH		Sole	01	36,758	
MADDEN STEVEN LTD COM	COM	556269108	4,003	91,563 SH		Sole	01	91,563	
MAGNA INTERNATIONAL INC.	COM	559222401	2,766	63,942 SH		Sole		63,942	
MAINSOURCE FINANCIAL GP INC COM	COM	56062Y102	98	7,609 SH		Sole	01	7,609	
MARKET VECTORS ETF TR MV STEEL INDEX	ETF	57060U308	5,339	121,692 SH		Sole	01	121,692	
MARKET VECTORS ETF TR UNCVTL OIL GAS	ETF	57060U159	3,136	132,879 SH		Sole	01	132,879	
MARSH & MCLENNAN COS INC COM	COM	571748102	6,789	200,077 SH		Sole	01	200,077	
MCDONALDS CORP COM	COM	580135101	6,626	72,217 SH		Sole	01	72,217	

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MEDASSETS INC COM	COM	584045108	973	54,641 SH		Sole	01	54,641	
MEDICAL PPTYS TRUST INC COM	COM	58463J304	701	67,060 SH		Sole	01	67,060	
MEDTRONIC INC COM	COM	585055106	2,378	55,154 SH		Sole	01	55,154	
MELCO CROWN ENIMT LTD ADR	ADR	585464100	2,111	156,575 SH		Sole	01	156,575	
METLIFE INC COM	COM	59156R108	1,768	51,308 SH		Sole	01	51,308	
MICROSOFT CORP COM	COM	594918104	11,889	399,494 SH		Sole	01	399,494	
MITCHAM INDS INC COM	COM	606501104	98	6,166 SH		Sole	01	6,166	
MTS SYS CORP COM	COM	553777103	743	13,876 SH		Sole	01	13,876	
MYR GROUP INC DEL COM	COM	55405W104	84	4,200 SH		Sole	01	4,200	
NATIONAL GRID PLC SPON ADR NEW	SPONSORED ADR	636274300	4,427	79,973 SH		Sole	01	79,973	
NATIONAL OILWELL VARCO INC COM	COM	637071101	3,635	45,371 SH		Sole	01	45,371	
NEWTEK BUSINESS SERVICES INC.	COM	652526104	55	30,000 SH		Sole		30,000	
NEXTERA ENERGY INC COM	COM	65339F101	3,327	47,310 SH		Sole	01	47,310	
NOKIA CORP SPONSORED ADR	SPONSORED ADR	654902204	841	326,734 SH		Sole	01	326,734	
NORDSTROM INC COM	COM	655664100	3,259	59,064 SH		Sole	01	59,064	
NV ENERGY INC COM	COM	67073Y106	536	29,740 SH		Sole	01	29,740	
OCCIDENTAL PETE CORP DEL COM	COM	674599105	1,875	21,789 SH		Sole	01	21,789	
OPEN TEXT CORP COM	COM	683715106	1,254	22,737 SH		Sole	01	22,737	
ORACLE CORP COM	COM	68389X105	6,180	196,444 SH		Sole	01	196,444	
PACWEST BANCORP DEL COM	COM	695263103	87	3,711 SH		Sole	01	3,711	
PEMBINA PIPELINE CORP	COM	706327103	520	18,493 SH		Sole		18,493	
PENNEY J C INC COM	COM	708160106	1,668	68,685 SH		Sole	01	68,685	
PERRIGO CO COM	COM	714290103	2,263	19,477 SH		Sole	01	19,477	
PETROLEO BRASILEIRO SA PETRO SPONSORED ADR	SPONSORED ADR	71654V408	-	8 SH		Sole	01	8	
PFIZER INC COM	COM	717081103	3,736	150,328 SH		Sole	01	150,328	
PG&E CORP COM	COM	69331C108	2,877	67,433 SH		Sole	01	67,433	
PHILIP MORRIS INTL INC COM	COM	718172109	8,649	96,163 SH		Sole	01	96,163	
PHILIPPINE LONG DISTANCE TEL SPONSORED ADR	SPONSORED ADR	718252604	1,238	18,758 SH		Sole	01	18,758	
PIMCO ETF TR 1-5 US TIP IDX	ETF	72201R205	185	3,422 SH		Sole	01	3,422	
PIONEER NAT RES CO COM	COM	723787107	4,888	46,818 SH		Sole	01	46,818	

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POLARIS INDS INC COM	COM	731068102	2,203	27,239	SH	Sole	01	27,239
POWERSHARES ETF TRUST DYN PHRMA PORT	ETF	73935X799	2,259	65,451	SH	Sole	01	65,451
POWERSHARES ETF TRUST ENERGY SEC POR	ETF	73935X385	2,136	50,438	SH	Sole	01	50,438
POWERSHARES ETF TRUST II INTL CORP BOND	ETF	73936Q835	760	26,428	SH	Sole	01	26,428
POWERSHARES ETF TRUST II SENIOR LN PORT	ETF	73936Q769	2,293	91,891	SH	Sole	01	91,891
POWERSHARES GLOBAL ETF TRUST ASIA PAC EX-JP	ETF	73936T854	2,567	48,355	SH	Sole	01	48,355
POWERSHARES GLOBAL ETF TRUST I-30 LAD TREAS	ETF	73936T524	662	19,991	SH	Sole	01	19,991
POWERSHARES GLOBAL ETF TRUST INSUR NATL MUN	ETF	73936T474	9,355	363,288	SH	Sole	01	363,288
POWERSHARES QQQ TRUST UNIT SER 1	ETF	73935A104	20,887	304,614	SH	Sole	01	304,614
POWERSHSHS DB MULTI SECT COMM DB BASE METALS	ETF	73936B705	360	18,157	SH	Sole	01	18,157
POWERSHSHS DB MULTI SECT COMM DB ENERGY FUND	ETF	73936B101	1,030	36,225	SH	Sole	01	36,225
POWERSHSHS DB MULTI SECT COMM DB GOLD FUND	ETF	73936B606	187	3,069	SH	Sole	01	3,069
POWERSHSHS DB MULTI SECT COMM DB PREC MTLs	ETF	73936B200	4,953	80,335	SH	Sole	01	80,335
POWERSHSHS DB MULTI SECT COMM PS DB AGRICUL FD	ETF	73936B408	709	24,117	SH	Sole	01	24,117
PPL CORP COM	COM	69351T106	2,507	86,316	SH	Sole	01	86,316
PRAXAIR INC COM	COM	74005P104	3,275	31,524	SH	Sole	01	31,524
PRETIUM RES INC COM	COM	74139C102	1,071	82,202	SH	Sole	01	82,202
PRIVATEBANCORP INC COM	COM	742962103	1,269	79,376	SH	Sole	01	79,376
PROCTER & GAMBLE CO COM	COM	742718109	6,596	95,098	SH	Sole	01	95,098
PROSHARES TR PSHS ULPROSH NEW	ETF	74348A632	10,594	276,037	SH	Sole	01	276,037
PRUDENTIAL FINL INC COM	COM	744320102	5	100	SH	Sole	01	100
PRUDENTIAL PLC ADR	ADR	74435K204	1,467	56,421	SH	Sole	01	56,421
QUAKER CHEM CORP COM	COM	747316107	785	16,819	SH	Sole	01	16,819
QUALCOMM INC COM	COM	747525103	1,895	30,337	SH	Sole	01	30,337
RALCORP HLDGS INC NEW COM	COM	751028101	2,740	37,541	SH	Sole	01	37,541
RAMCO-GERSHENSON PPTYS TR COM SH BEN INT	COM	751452202	638	50,945	SH	Sole	01	50,945
RED HAT INC COM	COM	756577102	1	10	SH	Sole	01	10
RITCHIE BROS AUCTIONEERS INC	COM	767744105	3,374	175,460	SH	Sole		175,460
ROCKWOOD HLDGS INC COM	COM	774415103	1,821	39,080	SH	Sole	01	39,080

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ROGERS COMMUNICATIONS INC.	COM	775109200	11,222	277,778 SH		Sole		277,778
ROPER INDS INC NEW COM	COM	776696106	5,072	46,151 SH		Sole	01	46,151
ROSS STORES INC COM	COM	778296103	4,319	66,875 SH		Sole	01	66,875
ROYAL BANK OF CANADA	COM	780087102	2,054	35,783 SH		Sole		35,783
ROYAL DUTCH SHELL PLC SPONS ADR A	SPONSORED ADR	780259206	830	11,953 SH		Sole	01	11,953
SANOFI SPONSORED ADR	ADR	80105N105	447	10,379 SH		Sole	01	10,379
SAP AG SPON ADR	SPONSORED ADR	803054204	2,111	29,597 SH		Sole	01	29,597
SASOL LTD SPONSORED ADR	SPONSORED ADR	803866300	1,080	24,219 SH		Sole	01	24,219
SCBT FINANCIAL CORP COM	COM	78401V102	106	2,643 SH		Sole	01	2,643
SCHLUMBERGER LTD COM	COM	806857108	2,135	29,522 SH		Sole	01	29,522
SELECT SECTOR SPDR TR SBI CONS DISCR	ETF	81369Y407	7,976	170,468 SH		Sole	01	170,468
SELECT SECTOR SPDR TR SBI CONS STPLS	ETF	81369Y308	7,881	219,974 SH		Sole	01	219,974
SELECT SECTOR SPDR TR SBI HEALTHCARE	ETF	81369Y209	3,899	97,194 SH		Sole	01	97,194
SELECT SECTOR SPDR TR SBI INT-ENERGY	ETF	81369Y506	4,003	54,504 SH		Sole	01	54,504
SELECT SECTOR SPDR TR SBI INT-FINL	ETF	81369Y605	7,902	506,861 SH		Sole	01	506,861
SELECT SECTOR SPDR TR SBI INT-INDS	ETF	81369Y704	4,430	121,261 SH		Sole	01	121,261
SELECT SECTOR SPDR TR SBI INT-UTILS	ETF	81369Y886	3,221	88,519 SH		Sole	01	88,519
SELECT SECTOR SPDR TR SBI MATERIALS	ETF	81369Y100	3,622	98,432 SH		Sole	01	98,432
SELECT SECTOR SPDR TR TECHNOLOGY	ETF	81369Y803	73,007	2,368,438 SH		Sole	01	2,368,438
SEMPRA ENERGY COM	COM	816851109	1,891	29,316 SH		Sole	01	29,316
SHAW COMMUNICATIONS INC CL B CONV	CL B	82028K200	826	40,301 SH		Sole	01	40,301
SHAW COMMUNICATIONS INC.	COM	82028K200	9,801	478,093 SH		Sole		478,093
SHIRE PLC SPONSORED ADR	SPONSORED ADR	82481R106	571	6,437 SH		Sole	01	6,437
SINGAPORE FD INC COM	COM	82929L109	-	7 SH		Sole	01	7
SKYWORKS SOLUTIONS INC COM	COM	83088M102	2,793	118,528 SH		Sole	01	118,528
SOCIEDAD QUIMICA MINERA DE C SPON ADR SER B	SPONSORED ADR	833635105	1,224	19,853 SH		Sole	01	19,853
SODASTREAM INTERNATIONAL LTD USD SHS	COM	M9068E105	2,479	63,289 SH		Sole	01	63,289
SONIC AUTOMOTIVE INC CL A	CL A	83545G102	751	39,557 SH		Sole	01	39,557
SOUTHERN CO COM	COM	842587107	1,410	30,601 SH		Sole	01	30,601

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SPDR DOW JONES INDL AVRG ETF UT SER 1	ETF	78467X109	49,927	372,451	SH	Sole	01	372,451
SPDR GOLD TRUST GOLD SHS	ETF	78463V107	30,230	175,869	SH	Sole	01	175,869
SPDR INDEX SHS FDS ASIA PACIF ETF	ETF	78463X301	8,535	117,220	SH	Sole	01	117,220
SPDR INDEX SHS FDS DJ GLB RL ES ETF	ETF	78463X749	317	7,811	SH	Sole	01	7,811
SPDR INDEX SHS FDS DJ INTL RL ETF	ETF	78463X863	7,447	189,744	SH	Sole	01	189,744
SPDR INDEX SHS FDS EMERG MKTS ETF	ETF	78463X509	9,189	144,810	SH	Sole	01	144,810
SPDR INDEX SHS FDS EURO STOXX 50	ETF	78463X202	2,674	86,186	SH	Sole	01	86,186
SPDR INDEX SHS FDS S&P CHINA ETF	ETF	78463X400	12,364	189,899	SH	Sole	01	189,899
SPDR INDEX SHS FDS S&P INTL ETF	ETF	78463X772	12,100	267,638	SH	Sole	01	267,638
SPDR INDEX SHS FDS S&P INTL SMLCP	ETF	78463X871	6,793	248,542	SH	Sole	01	248,542
SPDR INDEX SHS FDS S&P WRLD EX US	ETF	78463X889	33,453	1,399,698	SH	Sole	01	1,399,698
SPDR S&P 500 ETF TR TR UNIT	ETF	78462F103	306,507	2,128,964	SH	Sole	01	2,128,964
SPDR S&P MIDCAP 400 ETF TR UTSER1 S&PDCRP	ETF	78467Y107	3,907	21,714	SH	Sole	01	21,714
SPDR SERIES TRUST BARCL CAP TIPS	ETF	78464A656	12,832	211,472	SH	Sole	01	211,472
SPDR SERIES TRUST BRCLYS 1-3MT ETF	ETF	78464A680	52,125	1,137,858	SH	Sole	01	1,137,858
SPDR SERIES TRUST BRCLYS AGG ETF	ETF	78464A649	38,391	648,714	SH	Sole	01	648,714
SPDR SERIES TRUST BRCLYS CAP CONV	ETF	78464A359	1,609	40,651	SH	Sole	01	40,651
SPDR SERIES TRUST BRCLYS INTL ETF	ETF	78464A516	1,315	21,354	SH	Sole	01	21,354
SPDR SERIES TRUST BRCLYS YLD ETF	ETF	78464A417	50,730	1,261,621	SH	Sole	01	1,261,621
SPDR SERIES TRUST DB INT GVT ETF	ETF	78464A490	3,923	63,312	SH	Sole	01	63,312
SPDR SERIES TRUST DJ REIT ETF	ETF	78464A607	23,138	321,536	SH	Sole	01	321,536
SPDR SERIES TRUST NUVN BR SHT MUNI	ETF	78464A425	15,357	626,836	SH	Sole	01	626,836
SPDR SERIES TRUST NUVN BRCLY MUNI	ETF	78464A458	12,818	521,484	SH	Sole	01	521,484
SPDR SERIES TRUST S&P 600 SML CAP	ETF	78464A813	11,602	156,380	SH	Sole	01	156,380
SPDR SERIES TRUST S&P DIVID ETF	ETF	78464A763	21,395	368,243	SH	Sole	01	368,243
SPDR SERIES TRUST SHRT INTL ETF	ETF	78464A334	1,546	41,861	SH	Sole	01	41,861
STRYKER CORP COM	COM	863667101	316	5,679	SH	Sole	01	5,679
SUN COMMUNITIES INC COM	COM	866674104	630	14,283	SH	Sole	01	14,283
SUNTRUST BKS INC COM	COM	867914103	2,864	101,296	SH	Sole	01	101,296

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SUPERIOR ENERGY SVCS INC COM	COM	868157108	1,758	85,672 SH		Sole	01	85,672
SWIFT ENERGY CO COM	COM	870738101	451	21,614 SH		Sole	01	21,614
SYNGENTA AG SPONSORED ADR	SPONSORED ADR	87160A100	933	12,469 SH		Sole	01	12,469
SYNNEX CORP COM	COM	87162W100	82	2,515 SH		Sole	01	2,515
TAIWAN SEMICONDUCTOR MFG LTD SPONSORED ADR	SPONSORED ADR	874039100	1,216	76,878 SH		Sole	01	76,878
TAL INTL GROUP INC COM	COM	874083108	654	19,248 SH		Sole	01	19,248
TARGET CORP COM	COM	87612E106	990	15,601 SH		Sole	01	15,601
TATA MTRS LTD SPONSORED ADR	SPONSORED ADR	876568502	1,141	44,431 SH		Sole	01	44,431
TE CONNECTIVITY LTD REG SHS	COM	H84989104	2,327	68,431 SH		Sole	01	68,431
TELECOM CORP NEW ZEALAND LTD SPONSORED ADR DELET	SPONSORED ADR	879278208	842	85,173 SH		Sole	01	85,173
TELUS CORPORATION	COM	87971M202	10,631	170,021 SH		Sole		170,021
TEVA PHARMACEUTICAL INDS LTD ADR	ADR	881624209	2,311	55,797 SH		Sole	01	55,797
THOMSON REUTERS CORPORATION	COM	884903105	7,827	271,221 SH		Sole		271,221
TIM HORTONS INC	COM	88706M103	5,934	114,059 SH		Sole		114,059
TIME WARNER INC COM NEW	COM	887317303	3,091	68,189 SH		Sole	01	68,189
TORONTO-DOMINION BANK/THE	COM	891160509	4,329	51,947 SH		Sole		51,947
TOYOTA MOTOR CORP SP ADR REP2COM	COM	892331307	2,281	29,059 SH		Sole	01	29,059
TRANSALTA CORPORATION	COM	89346D107	1,538	100,640 SH		Sole		100,640
TRANSCANADA CORPORATION	COM	89353D107	4,431	97,387 SH		Sole		97,387
TREEHOUSE FOODS INC COM	COM	89469A104	3,563	67,865 SH		Sole	01	67,865
TRIUMPH GROUP INC NEW COM	COM	896818101	7,314	117,028 SH		Sole	01	117,028
TUPPERWARE BRANDS CORP COM	COM	899896104	2,880	53,739 SH		Sole	01	53,739
UGI CORP NEW COM	COM	902681105	2,251	70,909 SH		Sole	01	70,909
UMPQUA HLDGS CORP COM	COM	904214103	666	51,597 SH		Sole	01	51,597
UNITED TECHNOLOGIES CORP COM	COM	913017109	5,805	74,142 SH		Sole	01	74,142
VANGUARD BD INDEX FD INC INTERMED TERM	ETF	921937819	1,371	15,183 SH		Sole	01	15,183
VANGUARD BD INDEX FD INC LONG TERM BOND	ETF	921937793	5,130	53,069 SH		Sole	01	53,069
VANGUARD BD INDEX FD INC SHORT TRM BOND	ETF	921937827	37,568	461,235 SH		Sole	01	461,235
VANGUARD BD INDEX FD INC TOTAL BND MRKT	ETF	921937835	92,579	1,087,247 SH		Sole	01	1,087,247

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR SH/ PRN AMT PRN	PUT/ CALL	INVESTMENT DISCRETION	OTHER MANAGERS	VOTING AUTHORITY ----- SOLE SHARED NONE
VANGUARD INDEX FDS GROWTH ETF	ETF	922908736	34,781	480,397 SH		Sole	01	480,397
VANGUARD INDEX FDS REIT ETF	ETF	922908553	4,639	71,404 SH		Sole	01	71,404
VANGUARD INDEX FDS SM CP VAL ETF	ETF	922908611	11,834	164,584 SH		Sole	01	164,584
VANGUARD INDEX FDS SML CP GRW ETF	ETF	922908595	19,745	223,765 SH		Sole	01	223,765
VANGUARD INDEX FDS VALUE ETF	ETF	922908744	37,823	644,121 SH		Sole	01	644,121
VANGUARD INTL EQUITY INDEX F ALLWRLD EX US	ETF	922042775	30,968	720,866 SH		Sole	01	720,866
VANGUARD INTL EQUITY INDEX F FTSE SMCAP ETF	ETF	922042718	11,654	133,265 SH		Sole	01	133,265
VANGUARD INTL EQUITY INDEX F GLB EX US ETF	ETF	922042676	2,654	51,595 SH		Sole	01	51,595
VANGUARD INTL EQUITY INDEX F MSCI EMR MKT ETF	ETF	922042858	33,551	804,203 SH		Sole	01	804,203
VANGUARD INTL EQUITY INDEX F MSCI EUROPE ETF	ETF	922042874	21,258	469,682 SH		Sole	01	469,682
VANGUARD INTL EQUITY INDEX F MSCI PAC ETF	ETF	922042866	20,046	398,051 SH		Sole	01	398,051
VANGUARD SCOTTSDALE FDS INT-TERM CORP	ETF	92206C870	15,863	180,942 SH		Sole	01	180,942
VANGUARD SCOTTSDALE FDS MORTG-BACK SEC	ETF	92206C771	9,752	184,460 SH		Sole	01	184,460
VANGUARD TAX MANAGED INTL FD MSCI EAFE ETF	ETF	921943858	17,850	542,884 SH		Sole	01	542,884
VANGUARD WHITEHALL FDS INC HIGH DIV YLD	ETF	921946406	6,179	122,606 SH		Sole	01	122,606
VERISIGN INC COM	COM	92343E102	2,180	44,764 SH		Sole	01	44,764
VERIZON COMMUNICATIONS INC COM	COM	92343V104	2,594	56,917 SH		Sole	01	56,917
VISA INC COM CL A	CL A	92826C839	2,325	17,317 SH		Sole	01	17,317
WABTEC CORP COM	COM	929740108	2,614	32,556 SH		Sole	01	32,556
WATERS CORP COM	COM	941848103	5,433	65,200 SH		Sole	01	65,200
WILLIAMS COS INC DEL COM	COM	969457100	4,023	115,036 SH		Sole	01	115,036
WILLIAMS SONOMA INC COM	COM	969904101	-	1 SH		Sole	01	1
WISDOMTREE TRUST ASIA PAC EXJP FD	ETF	97717W828	7,203	111,496 SH		Sole	01	111,496
WISDOMTREE TRUST AUSTRALIA DIV FD	ETF	97717W810	642	12,200 SH		Sole	01	12,200
WISDOMTREE TRUST EMERG MKTS ETF	ETF	97717W315	768	14,302 SH		Sole	01	14,302
WISDOMTREE TRUST EQTY INC ETF	ETF	97717W208	5,538	117,039 SH		Sole	01	117,039
WISDOMTREE TRUST EUROPE SMCV DV	ETF	97717W869	645	17,459 SH		Sole	01	17,459
WISDOMTREE TRUST SMALLCAP DIVID	ETF	97717W604	1,314	26,005 SH		Sole	01	26,005
WPP PLC ADR	ADR	92933H101	841	12,338 SH		Sole	01	12,338
WPX ENERGY INC COM	COM	98212B103	-	10 SH		Sole	01	10
YAMANA GOLD INC	COM	98462Y100	95	4,981 SH		Sole		4,981
YUM BRANDS INC COM	COM	988498101	6,734	101,501 SH		Sole	01	101,501