

GENWORTH FINANCIAL INC

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

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

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: September 30, 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>November 9, 2011</i>
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<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: 416 lines

Form 13F Information Table Value Total: 2,602,977

(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	5,207	72,533	SH		Sole	01	72,533	
ABB LTD SPONSORED ADR	SPONSORED ADR	000375204	1,970	115,336	SH		Sole	01	115,336	
ABBOTT LABS COM	COM	002824100	8,409	164,440	SH		Sole	01	164,440	
ABERCROMBIE & FITCH CO CL A	CL A	002896207	4,272	69,391	SH		Sole	01	69,391	
ACACIA RESH CORP ACACIA TCH COM	COM	003881307	5,177	143,843	SH		Sole	01	143,843	
AES CORP COM	COM	00130H105	1,745	178,751	SH		Sole	01	178,751	
AETNA INC NEW COM	COM	00817Y108	36	1,000	SH		Sole	01	1,000	
AFFILIATED MANAGERS GROUP COM	COM	008252108	3,992	51,142	SH		Sole	01	51,142	
AFLAC INC COM	COM	001055102	9	250	SH		Sole	01	250	
AIR PRODS & CHEMS INC COM	COM	009158106	1,853	24,257	SH		Sole	01	24,257	
AKAMAI TECHNOLOGIES INC COM	COM	00971T101	27	1,350	SH		Sole	01	1,350	
ALBEMARLE CORP COM	COM	012653101	3,939	97,488	SH		Sole	01	97,488	
ALCOA INC COM	COM	013817101	1	76	SH		Sole	01	76	
ALEXANDER & BALDWIN INC COM	COM	014482103	2,683	73,442	SH		Sole	01	73,442	
ALLSTATE CORP COM	COM	020002101	868	36,637	SH		Sole	01	36,637	
AMAZON COM INC COM	COM	023135106	49	225	SH		Sole	01	225	
AMERICAN AXLE & MFG HLDGS IN COM	COM	024061103	1,136	148,940	SH		Sole	01	148,940	
AMERICAN ELEC PWR INC COM	COM	025537101	3,629	95,441	SH		Sole	01	95,441	
AMERICAN EXPRESS CO COM	COM	025816109	0	2	SH		Sole	01	2	
AMERICAS CAR MART INC COM	COM	03062T105	1,227	42,267	SH		Sole	01	42,267	
ANALOG DEVICES INC COM	COM	032654105	25	800	SH		Sole	01	800	
ANSYS INC COM	COM	03662Q105	47	950	SH		Sole	01	950	
APPLE INC COM	COM	037833100	2,628	6,892	SH		Sole	01	6,892	
APPLIED MATLS INC COM	COM	038222105	20	1,900	SH		Sole	01	1,900	
ARKANSAS BEST CORP DEL COM	COM	040790107	1,586	98,188	SH		Sole	01	98,188	
ASML HOLDING N V NY REG SHS	COM	N07059186	2,163	62,631	SH		Sole	01	62,631	
ASSOCIATED BANC CORP COM	COM	045487105	1,247	134,048	SH		Sole	01	134,048	
ASSURED GUARANTY LTD COM	COM	G0585R106	1,527	138,963	SH		Sole	01	138,963	
AT&T INC COM	COM	00206R102	31	1,100	SH		Sole	01	1,100	
AUTOMATIC DATA PROCESSING IN COM	COM	053015103	436	9,237	SH		Sole	01	9,237	
BAIDU INC SPON ADR REP A	ADR	056752108	1,311	12,258	SH		Sole	01	12,258	
BALCHEM CORP COM	COM	057665200	1,150	30,814	SH		Sole	01	30,814	
BANK OF AMERICA CORPORATION COM	COM	060505104	1	218	SH		Sole	01	218	
BANK OF NOVA SCOTIA	COM	064149107	4,277	89,000	SH		Sole	01	89,000	
BARCLAYS BK PLC S&P 500 VEQTOR	ETF	06740C337	42,213	341,143	SH		Sole	01	341,143	
BARCLAYS BK PLC US TRES FLATT	ETF	06740L485	6,414	112,433	SH		Sole	01	112,433	
BARCLAYS PLC ADR	ADR	06738E204	915	93,558	SH		Sole	01	93,558	
BARD C R INC COM	COM	067383109	4	50	SH		Sole	01	50	
BAXTER INTL INC COM	COM	071813109	5,413	96,422	SH		Sole	01	96,422	
BAYTEX ENERGY CORP	COM	07317Q105	2,624	65,700	SH		Sole	01	65,700	
BCE INC.	COM	05534B760	6,569	183,000	SH		Sole	01	183,000	
BE AEROSPACE INC COM	COM	073302101	4,246	128,252	SH		Sole	01	128,252	
BECTON DICKINSON & CO COM	COM	075887109	369	5,029	SH		Sole	01	5,029	
BEMIS INC COM	COM	081437105	421	14,354	SH		Sole	01	14,354	
BHP BILLITON LTD SPONSORED ADR	ADR	088606108	1,978	29,778	SH		Sole	01	29,778	
BIO RAD LABS INC CL A	CL A	090572207	3,389	37,340	SH		Sole	01	37,340	

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 6 SH/ PUT/ CALL	COLUMN 7 INVESTMENT DISCRETION	COLUMN 8 OTHER MANAGERS	COLUMN 8 VOTING AUTHORITY	
								SOLE	SHARED NONE
BLACKROCK INC COM	COM	09247X101	260	1,758	SH	Sole	01	1,758	
BLOUNT INTL INC NEW COM	COM	095180105	1,230	92,084	SH	Sole	01	92,084	
BOEING CO COM	COM	097023105	3,231	53,389	SH	Sole	01	53,389	
BRIGGS & STRATTON CORP COM	COM	109043109	3,767	278,801	SH	Sole	01	278,801	
BRISTOW GROUP INC COM	COM	110394103	1,292	30,456	SH	Sole	01	30,456	
BRITISH AMERN TOB PLC SPONSORED ADR	SPONSORED ADR	110448107	2,402	28,348	SH	Sole	01	28,348	
BROOKFIELD ASSET MANAGEMENT INC.	COM	112585104	4,422	167,500	SH	Sole		167,500	
BROOKFIELD PROPERTIES CORPORATION	COM	112900105	2,651	200,900	SH	Sole		200,900	
CAE INC.	COM	124765108	1,775	198,950	SH	Sole		198,950	
CANADIAN NATIONAL RAILWAY COMPANY	COM	136375102	4,476	70,150	SH	Sole		70,150	
CANADIAN PACIFIC RAILWAY LTD	COM	13645T100	4,115	89,300	SH	Sole		89,300	
CAPITAL ONE FINL CORP COM	COM	14040H105	813	20,509	SH	Sole	01	20,509	
CAPSTEAD MTG CORP COM NO PAR	COM	14067E506	935	80,994	SH	Sole	01	80,994	
CARDINAL HEALTH INC COM	COM	14149Y108	1,116	26,640	SH	Sole	01	26,640	
CARDTRONICS INC COM	COM	14161H108	1,115	48,643	SH	Sole	01	48,643	
CATERPILLAR INC DEL COM	COM	149123101	1,907	25,820	SH	Sole	01	25,820	
CENOVUS ENERGY INC.	COM	15135U109	5,009	170,200	SH	Sole		170,200	
CENTRAL EUROPEAN DIST CORP COM	COM	153435102	536	76,466	SH	Sole	01	76,466	
CERNER CORP COM	COM	156782104	8,170	119,236	SH	Sole	01	119,236	
CHESAPEAKE ENERGY CORP COM	COM	165167107	3,063	119,885	SH	Sole	01	119,885	
CHEVRON CORP NEW COM	COM	166764100	361	3,901	SH	Sole	01	3,901	
CHINA UNICOM (HONG KONG) LTD									
SPONSORED ADR	ADR	16945R104	2,027	99,369	SH	Sole	01	99,369	
CITY TELECOM H K LTD SPONSORED ADR	ADR	178677209	296	31,309	SH	Sole	01	31,309	
CMS ENERGY CORP COM	COM	125896100	2,306	116,536	SH	Sole	01	116,536	
COCA COLA CO COM	COM	191216100	4,135	61,210	SH	Sole	01	61,210	
COCA COLA ENTERPRISES INC NE COM	COM	19122T109	2,123	85,327	SH	Sole	01	85,327	
COINSTAR INC COM	COM	19259P300	908	22,703	SH	Sole	01	22,703	
COMERICA INC COM	COM	200340107	1,169	50,887	SH	Sole	01	50,887	
COMPANHIA BRASILEIRA DE DIST SPN									
ADR PFD CL A	CL A	20440T201	1,023	33,239	SH	Sole	01	33,239	
COMPUTER SCIENCES CORP COM	COM	205363104	1,040	38,751	SH	Sole	01	38,751	
CONSTELLATION ENERGY GROUP I COM	COM	210371100	3,775	99,187	SH	Sole	01	99,187	
COOPER TIRE & RUBR CO COM	COM	216831107	411	37,771	SH	Sole	01	37,771	
CORNING INC COM	COM	219350105	5,580	451,431	SH	Sole	01	451,431	
COSTCO WHSL CORP NEW COM	COM	22160K105	41	500	SH	Sole	01	500	
COVIDIEN PLC SHS	ADR	G2554F113	4,052	91,888	SH	Sole	01	91,888	
CTC MEDIA INC COM	COM	12642X106	539	60,510	SH	Sole	01	60,510	
CUBIC CORP COM	COM	229669106	686	17,553	SH	Sole	01	17,553	
DANAHER CORP DEL COM	COM	235851102	5,606	133,671	SH	Sole	01	133,671	
DEVON ENERGY CORP NEW COM	COM	25179M103	4,954	89,366	SH	Sole	01	89,366	
DEVRY INC DEL COM	COM	251893103	22	585	SH	Sole	01	585	
DIEBOLD INC COM	COM	253651103	2,420	87,985	SH	Sole	01	87,985	
DIME CMNTY BANCSHARES COM	COM	253922108	698	68,933	SH	Sole	01	68,933	
DIREXION SHS ETF TR DLY FIN BEAR NEW	ETF	25459W144	61,415	930,951	SH	Sole	01	930,951	
DISCOVER FINL SVCS COM	COM	254709108	2,292	99,907	SH	Sole	01	99,907	
DOMINION RES INC VA NEW COM	COM	25746U109	51	1,000	SH	Sole	01	1,000	
DTE ENERGY CO COM	COM	233331107	2,187	44,611	SH	Sole	01	44,611	
DU PONT E I DE NEMOURS & CO COM	COM	263534109	1,846	46,194	SH	Sole	01	46,194	
E M C CORP MASS COM	COM	268648102	5,421	258,246	SH	Sole	01	258,246	
EAST WEST BANCORP INC COM	COM	27579R104	3,822	256,369	SH	Sole	01	256,369	
EBAY INC COM	COM	278642103	4,156	140,921	SH	Sole	01	140,921	
ELECTRONIC ARTS INC COM	COM	285512109	7,844	383,576	SH	Sole	01	383,576	

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								SOLE	SHARED NONE
								-----	-----
EMERSON ELEC CO COM	COM	291011104	4,506	109,073	SH	Sole	01	109,073	
ENBRIDGE INC.	COM	29250N105	3,357	109,700	SH	Sole		109,700	
ENCANA CORP.	COM	292505104	4,209	228,650	SH	Sole		228,650	
ENTERGY CORP NEW COM	COM	29364G103	2,582	38,950	SH	Sole	01	38,950	
EQUINIX INC COM NEW	COM	29444U502	9,639	108,514	SH	Sole	01	108,514	
EXELON CORP COM	COM	30161N101	1,910	44,817	SH	Sole	01	44,817	
EXPRESS SCRIPTS INC COM	COM	302182100	27	720	SH	Sole	01	720	
EXXON MOBIL CORP COM	COM	30231G102	5,836	80,354	SH	Sole	01	80,354	
FOMENTO ECONOMICO MEXICANO S SPON ADR UNITS	ADR	344419106	1,835	28,310	SH	Sole	01	28,310	
FULTON FINL CORP PA COM	COM	360271100	1,252	163,596	SH	Sole	01	163,596	
GENERAL DYNAMICS CORP COM	COM	369550108	1,939	34,087	SH	Sole	01	34,087	
GENERAL ELECTRIC CO COM	COM	369604103	3,953	259,746	SH	Sole	01	259,746	
GENERAL MLS INC COM	COM	370334104	46	1,200	SH	Sole	01	1,200	
GENON ENERGY INC COM	COM	37244E107	118	42,306	SH	Sole	01	42,306	
GENTEX CORP COM	COM	371901109	4,494	186,854	SH	Sole	01	186,854	
GEO GROUP INC COM	COM	36159R103	740	39,857	SH	Sole	01	39,857	
GILEAD SCIENCES INC COM	COM	375558103	2,017	51,996	SH	Sole	01	51,996	
GOLDMAN SACHS GROUP INC COM	COM	38141G104	19	205	SH	Sole	01	205	
GOODRICH CORP COM	COM	382388106	6,771	56,104	SH	Sole	01	56,104	
GOODRICH PETE CORP COM NEW	COM	382410405	490	41,483	SH	Sole	01	41,483	
GOOGLE INC CL A	CL A	38259P508	41	80	SH	Sole	01	80	
GRAINGER W W INC COM	COM	384802104	608	4,063	SH	Sole	01	4,063	
GREAT PLAINS ENERGY INC COM	COM	391164100	1,427	73,959	SH	Sole	01	73,959	
GROUPE CGI INC CL A SUB VTG	CL A	39945C109	4,332	230,313	SH	Sole	01	230,313	
GULF ISLAND FABRICATION INC COM	COM	402307102	1,011	48,905	SH	Sole	01	48,905	
HALLIBURTON CO COM	COM	406216101	2,652	86,888	SH	Sole	01	86,888	
HEWLETT PACKARD CO COM	COM	428236103	2,149	95,706	SH	Sole	01	95,706	
HMS HLDGS CORP COM	COM	40425J101	6,029	247,203	SH	Sole	01	247,203	
HOLOGIC INC.	COM	436440101	147	9,632	SH	Sole		9,632	
HOME DEPOT INC COM	COM	437076102	6	178	SH	Sole	01	178	
HONDA MOTOR LTD AMERN SHS	COM	438128308	1,658	56,877	SH	Sole	01	56,877	
HONEYWELL INTL INC COM	COM	438516106	37	850	SH	Sole	01	850	
ICICI BK LTD ADR	ADR	45104G104	1,469	42,316	SH	Sole	01	42,316	
II VI INC COM	COM	902104108	36	2,070	SH	Sole	01	2,070	
ILLINOIS TOOL WKS INC COM	COM	452308109	321	7,724	SH	Sole	01	7,724	
INGERSOLL-RAND PLC SHS	ADR	G47791101	1	25	SH	Sole	01	25	
INTERNATIONAL BUSINESS MACHS COM	COM	459200101	10,289	58,840	SH	Sole	01	58,840	
ISHARES INC MSCI AUSTRALIA	ETF	464286103	409	20,405	SH	Sole	01	20,405	
ISHARES INC MSCI FRANCE	ETF	464286707	203	10,660	SH	Sole	01	10,660	
ISHARES INC MSCI GERMAN	ETF	464286806	201	10,980	SH	Sole	01	10,980	
ISHARES INC MSCI HONG KONG	ETF	464286871	202	14,076	SH	Sole	01	14,076	
ISHARES INC MSCI JAPAN	ETF	464286848	1,238	130,814	SH	Sole	01	130,814	
ISHARES INC MSCI NETHR INVES	ETF	464286814	203	12,402	SH	Sole	01	12,402	
ISHARES INC MSCI SINGAPORE	ETF	464286673	205	18,619	SH	Sole	01	18,619	
ISHARES INC MSCI SWEDEN	ETF	464286756	202	8,788	SH	Sole	01	8,788	
ISHARES INC MSCI SWITZERLD	ETF	464286749	820	37,838	SH	Sole	01	37,838	
ISHARES INC MSCI UTD KINGD	ETF	464286699	410	27,764	SH	Sole	01	27,764	
ISHARES TR AGENCY BD FD	ETF	464288166	4,549	40,363	SH	Sole	01	40,363	
ISHARES TR BARCLY USAGG B	ETF	464287226	109,837	997,517	SH	Sole	01	997,517	
ISHARES TR BARCLYS 10-20YR	ETF	464288653	84	633	SH	Sole	01	633	
ISHARES TR BARCLYS 1-3 YR	ETF	464287457	14,784	174,814	SH	Sole	01	174,814	
ISHARES TR BARCLYS 1-3YR CR	ETF	464288646	11,137	107,111	SH	Sole	01	107,111	
ISHARES TR BARCLYS 20+ YR	ETF	464287432	30,664	253,843	SH	Sole	01	253,843	

COLUMN 1		COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COLUMN 7	COLUMN 8		
NAME OF ISSUER		TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ CALL	INVESTMENT DISCRETION	OTHER MANAGERS	VOTING AUTHORITY	
									SOLE	SHARED NONE
ISHARES TR BARCLYS 3-7 YR	ETF	464288661	53,826	443,083	SH		Sole	01	443,083	
ISHARES TR BARCLYS 7-10 YR	ETF	464287440	33,939	323,016	SH		Sole	01	323,016	
ISHARES TR BARCLYS CR BD	ETF	464288620	25,377	235,498	SH		Sole	01	235,498	
ISHARES TR BARCLYS MBS BD	ETF	464288588	24,517	226,612	SH		Sole	01	226,612	
ISHARES TR BARCLYS SH TREA	ETF	464288679	515,413	4,674,951	SH		Sole	01	4,674,951	
ISHARES TR BARCLYS TIPS BD	ETF	464287176	15,246	133,389	SH		Sole	01	133,389	
ISHARES TR BRC 0-5 YR TIP	ETF	46429B747	3,451	34,038	SH		Sole	01	34,038	
ISHARES TR DJ INTL SEL DIVD	ETF	464288448	1,384	48,867	SH		Sole	01	48,867	
ISHARES TR DJ SEL DIV INX	ETF	464287168	1,556	32,249	SH		Sole	01	32,249	
ISHARES TR DJ US TECH SEC	ETF	464287721	11,776	199,126	SH		Sole	01	199,126	
ISHARES TR DJ US TELECOMM	ETF	464287713	1,950	95,639	SH		Sole	01	95,639	
ISHARES TR DJ US UTILS	ETF	464287697	5	59	SH		Sole	01	59	
ISHARES TR FLTG RATE NT ADDED	ETF	46429B655	2,825	57,413	SH		Sole	01	57,413	
ISHARES TR IBOXX INV CPBD	ETF	464287242	9,791	87,179	SH		Sole	01	87,179	
ISHARES TR JPMORGAN USD	ETF	464288281	1,535	14,560	SH		Sole	01	14,560	
ISHARES TR LRGE CORE INDX	ETF	464287127	180	2,812	SH		Sole	01	2,812	
ISHARES TR MRTG PLS CAP IDX	ETF	464288539	12,345	992,402	SH		Sole	01	992,402	
ISHARES TR MSCI ACWI EX	ETF	464288240	300	8,573	SH		Sole	01	8,573	
ISHARES TR MSCI ACWI INDX	ETF	464288257	754	19,283	SH		Sole	01	19,283	
ISHARES TR MSCI EAFE INDEX	ETF	464287465	22,197	464,567	SH		Sole	01	464,567	
ISHARES TR MSCI EMERG MKT	ETF	464287234	27,644	787,679	SH		Sole	01	787,679	
ISHARES TR MSCI GRW IDX	ETF	464288885	12,227	245,318	SH		Sole	01	245,318	
ISHARES TR MSCI SMALL CAP	ETF	464288273	1	16	SH		Sole	01	16	
ISHARES TR MSCI VAL IDX	ETF	464288877	12,772	307,839	SH		Sole	01	307,839	
ISHARES TR NASDQ BIO INDX	ETF	464287556	779	8,345	SH		Sole	01	8,345	
ISHARES TR RUS200 VAL IDX	ETF	464289420	2	98	SH		Sole	01	98	
ISHARES TR RUSL 2000 GROW	ETF	464287648	3,244	44,155	SH		Sole	01	44,155	
ISHARES TR RUSL 2000 VALU	ETF	464287630	2,580	45,242	SH		Sole	01	45,242	
ISHARES TR RUSL 3000 VALU	ETF	464287663	6,721	90,820	SH		Sole	01	90,820	
ISHARES TR RUSSELL 1000	ETF	464287622	5,337	85,335	SH		Sole	01	85,335	
ISHARES TR RUSSELL 2000	ETF	464287655	16,783	261,010	SH		Sole	01	261,010	
ISHARES TR RUSSELL MIDCAP	ETF	464287499	2	20	SH		Sole	01	20	
ISHARES TR RUSSELL1000GRW	ETF	464287614	1,132	21,525	SH		Sole	01	21,525	
ISHARES TR RUSSELL1000VAL	ETF	464287598	692	12,233	SH		Sole	01	12,233	
ISHARES TR S&P 500 INDEX	ETF	464287200	10,533	92,644	SH		Sole	01	92,644	
ISHARES TR S&P 500 VALUE	ETF	464287408	3,693	71,589	SH		Sole	01	71,589	
ISHARES TR S&P CAL AMTFR MN	ETF	464288356	14	130	SH		Sole	01	130	
ISHARES TR S&P GL UTILITI	ETF	464288711	8,599	207,816	SH		Sole	01	207,816	
ISHARES TR S&P MC 400 GRW	ETF	464287606	2,054	22,865	SH		Sole	01	22,865	
ISHARES TR S&P MIDCAP 400	ETF	464287507	6,792	87,083	SH		Sole	01	87,083	
ISHARES TR S&P MIDCP VALU	ETF	464287705	1,034	15,669	SH		Sole	01	15,669	
ISHARES TR S&P NA SOFTWR	ETF	464287515	763	14,624	SH		Sole	01	14,624	
ISHARES TR S&P NTL AMTFREE	ETF	464288414	3,906	36,628	SH		Sole	01	36,628	
ISHARES TR S&P SMLCP GROW	ETF	464287887	111	1,729	SH		Sole	01	1,729	
ISHARES TR S&P SMLCP VALU	ETF	464287879	223	3,771	SH		Sole	01	3,771	
ISHARES TR S&P500 GRW	ETF	464287309	2,789	45,537	SH		Sole	01	45,537	
ISHARES TR SMLL CORE INDX	ETF	464288505	223	3,051	SH		Sole	01	3,051	
ISHARES TR SMLL GRWTH IDX	ETF	464288604	228	3,114	SH		Sole	01	3,114	
ISHARES TR SMLL VAL INDX	ETF	464288703	223	3,277	SH		Sole	01	3,277	
ISHARES TR US PFD STK IDX	ETF	464288687	1,450	40,707	SH		Sole	01	40,707	
ITT CORP NEW COM	COM	450911102	3,453	82,217	SH		Sole	01	82,217	
JACOBS ENGR GROUP INC DEL COM	COM	469814107	9	290	SH		Sole	01	290	
JAKKS PAC INC COM	COM	47012E106	3,310	174,646	SH		Sole	01	174,646	

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JARDEN CORP COM	COM	471109108	2,477	87,645	SH	Sole	01	87,645	
JOHNSON & JOHNSON COM	COM	478160104	453	7,110	SH	Sole	01	7,110	
JOHNSON CTLS INC COM	COM	478366107	374	14,173	SH	Sole	01	14,173	
JOY GLOBAL INC COM	COM	481165108	2,405	38,556	SH	Sole	01	38,556	
JPMORGAN CHASE & CO COM	COM	46625H100	6,005	199,369	SH	Sole	01	199,369	
KEYCORP NEW COM	COM	493267108	1,316	221,908	SH	Sole	01	221,908	
KONINKLIJKE PHILIPS ELECTRS NY REG SH NEW	COM	500472303	2,601	144,988	SH	Sole	01	144,988	
KRAFT FOODS INC CL A	CL A	50075N104	5,096	151,759	SH	Sole	01	151,759	
KUBOTA CORP ADR	ADR	501173207	510	12,766	SH	Sole	01	12,766	
KULICKE & SOFFA INDS INC COM	COM	501242101	750	100,506	SH	Sole	01	100,506	
LIBERTY MEDIA CORP NEW INT COM SER A	CL A	53071M104	4,455	301,823	SH	Sole	01	301,823	
LIFE TECHNOLOGIES CORP COM	COM	53217V109	3,622	94,256	SH	Sole	01	94,256	
LINCOLN ELEC HLDGS INC COM	COM	533900106	14	480	SH	Sole	01	480	
LINCOLN NATL CORP IND COM	COM	534187109	555	35,479	SH	Sole	01	35,479	
LKQ CORP COM	COM	501889208	3,650	151,070	SH	Sole	01	151,070	
LOCKHEED MARTIN CORP COM	COM	539830109	25	350	SH	Sole	01	350	
LOEWS CORP COM	COM	540424108	3,259	94,340	SH	Sole	01	94,340	
LOWES COS INC COM	COM	548661107	5,880	304,030	SH	Sole	01	304,030	
M/I HOMES INC COM	COM	55305B101	1,330	221,238	SH	Sole	01	221,238	
MADDEN STEVEN LTD COM	COM	556269108	2,274	75,549	SH	Sole	01	75,549	
MAGNA INTERNATIONAL INC.	Com	559222401	1,507	47,700	SH	Sole	01	47,700	
MAIDEN HOLDINGS LTD SHS	COM	G5753U112	1,064	144,023	SH	Sole	01	144,023	
MAKITA CORP ADR NEW	ADR	560877300	752	21,101	SH	Sole	01	21,101	
MARINEMAX INC COM	COM	567908108	559	86,342	SH	Sole	01	86,342	
MARKET VECTORS ETF TR GOLD MINER ETF	ETF	57060U100	34,108	618,017	SH	Sole	01	618,017	
MBIA INC COM	COM	55262C100	1,198	164,767	SH	Sole	01	164,767	
MCDONALDS CORP COM	COM	580135101	10,976	124,979	SH	Sole	01	124,979	
MECHEL OAO SPONSORED ADR	ADR	583840103	773	75,826	SH	Sole	01	75,826	
MEDIDATA SOLUTIONS INC COM	COM	58471A105	542	32,943	SH	Sole	01	32,943	
MERCK & CO INC NEW COM	COM	58933Y105	3,525	107,808	SH	Sole	01	107,808	
METLIFE INC COM	COM	59156R108	3,366	120,168	SH	Sole	01	120,168	
MICROMET INC COM	COM	59509C105	797	166,010	SH	Sole	01	166,010	
MICROSOFT CORP COM	COM	594918104	4,853	194,978	SH	Sole	01	194,978	
MOLSON COORS BREWING CO CL B	CL B	60871R209	4,267	107,725	SH	Sole	01	107,725	
NALCO HOLDING COMPANY COM	COM	62985Q101	7,607	217,470	SH	Sole	01	217,470	
NATIONAL GRID PLC SPON ADR NEW	SPONSORED ADR	636274300	3,992	80,487	SH	Sole	01	80,487	
NATIONAL OILWELL VARCO INC COM	COM	637071101	1,822	35,563	SH	Sole	01	35,563	
NEKTAR THERAPEUTICS COM	COM	640268108	466	96,008	SH	Sole	01	96,008	
NEWELL RUBBERMAID INC COM	COM	651229106	24	2,000	SH	Sole	01	2,000	
NEWTEK BUSINESS SERVICES INC.	Com	652526104	199	146,141	SH	Sole	01	146,141	
NEXTERA ENERGY INC COM	COM	65339F101	2,900	53,684	SH	Sole	01	53,684	
NOBLE ENERGY INC COM	COM	655044105	28	390	SH	Sole	01	390	
NOVARTIS A G SPONSORED ADR	SPONSORED ADR	66987V109	5,162	92,565	SH	Sole	01	92,565	
NOVO-NORDISK A S ADR	ADR	670100205	1,805	18,137	SH	Sole	01	18,137	
NV ENERGY INC COM	COM	67073Y106	484	32,893	SH	Sole	01	32,893	
OLD REP INTL CORP COM	COM	680223104	1,365	153,082	SH	Sole	01	153,082	
OPLINK COMMUNICATIONS INC COM NEW	COM	68375Q403	692	45,684	SH	Sole	01	45,684	
ORACLE CORP COM	COM	68389X105	6,375	221,833	SH	Sole	01	221,833	
ORIX CORP SPONSORED ADR	ADR	686330101	1,095	28,266	SH	Sole	01	28,266	
PAYCHEX INC COM	COM	704326107	24	920	SH	Sole	01	920	
PEPSICO INC COM	COM	713448108	40	650	SH	Sole	01	650	
PERRIGO CO COM	COM	714290103	2,710	27,907	SH	Sole	01	27,907	

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SHAW COMMUNICATOINS INC.	Com	82028K200	6,938	358,400	SH		Sole		358,400	
SIEMENS A G SPONSORED ADR	ADR	826197501	1,504	16,752	SH		Sole	01	16,752	
SINGAPORE FD INC COM	COM	82929L109	0	9	SH		Sole	01	9	
SMITHFIELD FOODS INC COM	COM	832248108	1,144	58,682	SH		Sole	01	58,682	
SOCIEDAD QUIMICA MINERA DE C SPON ADR SER B	SPONSORED ADR	833635105	1,463	30,595	SH		Sole	01	30,595	
SOLERA HOLDINGS INC COM	COM	83421A104	4,157	82,323	SH		Sole	01	82,323	
SOUTHERN CO COM	COM	842587107	1,357	32,022	SH		Sole	01	32,022	
SPDR GOLD TRUST GOLD SHS	ETF	78463V107	3,431	21,706	SH		Sole	01	21,706	
SPDR INDEX SHS FDS ASIA PACIF ETF	ETF	78463X301	2,715	42,199	SH		Sole	01	42,199	
SPDR INDEX SHS FDS DJ INTL RL ETF	ETF	78463X863	4,834	150,823	SH		Sole	01	150,823	
SPDR INDEX SHS FDS EMERG MKTS ETF	ETF	78463X509	8,779	156,105	SH		Sole	01	156,105	
SPDR INDEX SHS FDS MSCI ACWI EXUS	ETF	78463X848	326	12,079	SH		Sole	01	12,079	
SPDR INDEX SHS FDS S&P CHINA ETF	ETF	78463X400	7,100	127,223	SH		Sole	01	127,223	
SPDR INDEX SHS FDS S&P INTL SMLCP	ETF	78463X871	4,194	166,965	SH		Sole	01	166,965	
SPDR INDEX SHS FDS S&P WRLD EX US	ETF	78463X889	18,841	891,239	SH		Sole	01	891,239	
SPDR S&P 500 ETF TR UNIT	ETF	78462F103	82,191	726,387	SH		Sole	01	726,387	
SPDR S&P MIDCAP 400 ETF TR UTSER1 S&PDCRP	ETF	78467Y107	4,154	29,229	SH		Sole	01	29,229	
SPDR SERIES TRUST BARCL CAP TIPS	ETF	78464A656	4,030	70,950	SH		Sole	01	70,950	
SPDR SERIES TRUST BRCLYS 1-3MT ETF	ETF	78464A680	21,739	474,142	SH		Sole	01	474,142	
SPDR SERIES TRUST BRCLYS AGG ETF	ETF	78464A649	24,341	417,736	SH		Sole	01	417,736	
SPDR SERIES TRUST BRCLYS INTL ETF	ETF	78464A516	1,277	21,242	SH		Sole	01	21,242	
SPDR SERIES TRUST BRCLYS YLD ETF	ETF	78464A417	15,561	429,977	SH		Sole	01	429,977	
SPDR SERIES TRUST DB INT GVT ETF	ETF	78464A490	2,230	38,976	SH		Sole	01	38,976	
SPDR SERIES TRUST DJ REIT ETF	ETF	78464A607	15,465	273,723	SH		Sole	01	273,723	
SPDR SERIES TRUST NUVN BR SHT MUNI	ETF	78464A425	9,035	371,047	SH		Sole	01	371,047	
SPDR SERIES TRUST NUVN BRCLY MUNI	ETF	78464A458	9,285	396,640	SH		Sole	01	396,640	
SPDR SERIES TRUST S&P 600 SMCP GRW	ETF	78464A201	225	2,315	SH		Sole	01	2,315	
SPDR SERIES TRUST S&P 600 SMCP VAL	ETF	78464A300	114	2,001	SH		Sole	01	2,001	
SPDR SERIES TRUST S&P 600 SML CAP	ETF	78464A813	4,232	75,135	SH		Sole	01	75,135	
SPDR SERIES TRUST S&P DIVID ETF	ETF	78464A763	11,550	237,898	SH		Sole	01	237,898	
SPDR SERIES TRUST S&P HOMEBUILD	ETF	78464A888	1,657	124,654	SH		Sole	01	124,654	
STANDARD PAC CORP NEW COM	COM	85375C101	1,228	497,147	SH		Sole	01	497,147	
STEWART INFORMATION SVCS COR COM	COM	860372101	169	19,164	SH		Sole	01	19,164	
STRYKER CORP COM	COM	863667101	380	8,071	SH		Sole	01	8,071	
SUNTRUST BKS INC COM	COM	867914103	333	18,547	SH		Sole	01	18,547	
SUPERIOR ENERGY SVCS INC COM	COM	868157108	3,366	128,271	SH		Sole	01	128,271	
SUSQUEHANNA BANCSHARES INC P COM	COM	869099101	653	119,559	SH		Sole	01	119,559	
SXC HEALTH SOLUTIONS CORP COM	COM	78505P100	9,045	162,389	SH		Sole	01	162,389	
SYNGENTA AG SPONSORED ADR	ADR	87160A100	2,165	41,730	SH		Sole	01	41,730	
TAIWAN SEMICONDUCTOR MFG LTD SPONSORED ADR	ADR	874039100	2,320	202,982	SH		Sole	01	202,982	
TARGACEPT INC COM	COM	87611R306	498	33,216	SH		Sole	01	33,216	
TARGET CORP COM	COM	87612E106	2,091	42,640	SH		Sole	01	42,640	
TATA MTRS LTD SPONSORED ADR	ADR	876568502	781	50,755	SH		Sole	01	50,755	
TE CONNECTIVITY LTD REG SHS	COM	H84989104	3,882	137,969	SH		Sole	01	137,969	
TELUS CORP.	COM	87971M202	6,157	138,950	SH		Sole		138,950	
TEVA PHARMACEUTICAL INDS LTD ADR	ADR	881624209	25	675	SH		Sole	01	675	
TEXAS INSTRS INC COM	COM	882508104	29	1,100	SH		Sole	01	1,100	
TEXAS ROADHOUSE INC COM	COM	882681109	2,145	162,266	SH		Sole	01	162,266	
THOR INDS INC COM	COM	885160101	23	1,050	SH		Sole	01	1,050	
TOTAL S A SPONSORED ADR	SPONSORED ADR	89151E109	3,394	77,376	SH		Sole	01	77,376	
TOWER GROUP INC COM	COM	891777104	1,015	44,381	SH		Sole	01	44,381	

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TOYOTA MOTOR CORP SP ADR REP2COM	COM	892331307	3,695	54,137	SH	Sole	01	54,137	
TRANSCANADA CORPORATION	COM	89353D107	4,191	108,000	SH	Sole		108,000	
TRANSOCEAN LTD REG SHS	COM	H8817H100	18	375	SH	Sole	01		375
TREEHOUSE FOODS INC COM	COM	89469A104	6,994	113,104	SH	Sole	01	113,104	
TRIUMPH GROUP INC NEW COM	COM	896818101	13,773	282,591	SH	Sole	01	282,591	
TTM TECHNOLOGIES INC COM	COM	87305R109	547	57,567	SH	Sole	01	57,567	
TUPPERWARE BRANDS CORP COM	COM	899896104	6,008	111,794	SH	Sole	01	111,794	
TUTOR PERINI CORP COM	COM	901109108	470	40,945	SH	Sole	01	40,945	
UGI CORP NEW COM	COM	902681105	1,743	66,352	SH	Sole	01	66,352	
UNIFIRST CORP MASS COM	COM	904708104	758	16,743	SH	Sole	01	16,743	
UNILEVER N V N Y SHS NEW	ADR	904784709	778	24,710	SH	Sole	01	24,710	
UNILEVER PLC SPON ADR NEW	ADR	904767704	480	15,393	SH	Sole	01	15,393	
UNITED CONTINENTAL HOLDINGS INC.	COM	910047109	47	2,409	SH	Sole		2,409	
UNITED CONTL HLDGS INC COM	COM	910047109	14	748	SH	Sole	01		748
UNITED TECHNOLOGIES CORP COM	COM	913017109	7,665	108,936	SH	Sole	01	108,936	
UNIVERSAL FST PRODS INC COM	COM	913543104	36	1,500	SH	Sole	01		1,500
V F CORP COM	COM	918204108	557	4,583	SH	Sole	01		4,583
VALE S A ADR	ADR	91912E105	1,612	70,701	SH	Sole	01	70,701	
VALE S A ADR REPSTG PFD	ADR	91912E204	336	16,015	SH	Sole	01	16,015	
VANGUARD BD INDEX FD INC LONG TERM BOND	ETF	921937793	6,600	71,919	SH	Sole	01	71,919	
VANGUARD BD INDEX FD INC SHORT TRM BOND	ETF	921937827	257,537	3,163,063	SH	Sole	01	3,163,063	
VANGUARD BD INDEX FD INC TOTAL BND MRKT	ETF	921937835	22,720	271,312	SH	Sole	01	271,312	
VANGUARD INDEX FDS GROWTH ETF	ETF	922908736	25,930	463,537	SH	Sole	01	463,537	
VANGUARD INDEX FDS MID CAP ETF	ETF	922908629	13	196	SH	Sole	01	196	
VANGUARD INDEX FDS REIT ETF	ETF	922908553	1,304	25,629	SH	Sole	01	25,629	
VANGUARD INDEX FDS SM CP VAL ETF	ETF	922908611	8,808	158,478	SH	Sole	01	158,478	
VANGUARD INDEX FDS SMALL CP ETF	ETF	922908751	2,229	36,325	SH	Sole	01	36,325	
VANGUARD INDEX FDS SML CP GRW ETF	ETF	922908595	9,278	138,767	SH	Sole	01	138,767	
VANGUARD INDEX FDS VALUE ETF	ETF	922908744	29,858	634,609	SH	Sole	01	634,609	
VANGUARD INTL EQUITY INDEX F									
ALLWRLD EX US	ETF	922042775	13,585	350,843	SH	Sole	01	350,843	
VANGUARD INTL EQUITY INDEX F FTSE SMCAP ETF	ETF	922042718	8,634	110,052	SH	Sole	01	110,052	
VANGUARD INTL EQUITY INDEX F GLB EX US ETF	ETF	922042676	669	16,325	SH	Sole	01	16,325	
VANGUARD INTL EQUITY INDEX F MSCI EMR MKT ETF	ETF	922042858	12,265	342,323	SH	Sole	01	342,323	
VANGUARD INTL EQUITY INDEX F MSCI EUROPE ETF	ETF	922042874	19,490	479,333	SH	Sole	01	479,333	
VANGUARD INTL EQUITY INDEX F MSCI PAC ETF	ETF	922042866	17,800	367,314	SH	Sole	01	367,314	
VANGUARD SCOTTSDALE FDS INT-TERM CORP	ETF	92206C870	6,091	75,240	SH	Sole	01	75,240	
VANGUARD SCOTTSDALE FDS LG-TERM COR BD	ETF	92206C813	3,477	41,345	SH	Sole	01	41,345	
VANGUARD TAX-MANAGED INTL FD MSCI EAFE ETF	ETF	921943858	13,298	441,362	SH	Sole	01	441,362	
VANGUARD WHITEHALL FDS INC HIGH DIV YLD	ETF	921946406	1,994	49,335	SH	Sole	01	49,335	
VANGUARD WORLD FD MEGA VALUE 300	ETF	921910840	256	7,454	SH	Sole	01	7,454	
VANGUARD WORLD FDS UTILITIES ETF	ETF	92204A876	4	53	SH	Sole	01	53	
VERINT SYS INC COM	COM	92343X100	734	27,908	SH	Sole	01	27,908	
VERIZON COMMUNICATIONS INC COM	COM	92343V104	4,155	112,911	SH	Sole	01	112,911	
VISA INC COM CL A	CL A	92826C839	2,557	29,832	SH	Sole	01	29,832	
VODAFONE GROUP PLC NEW SPONS ADR NEW	ADR	92857W209	2,011	78,383	SH	Sole	01	78,383	
WALGREEN CO COM	COM	931422109	36	1,100	SH	Sole	01	1,100	
WASHINGTON FED INC COM	COM	938824109	800	62,780	SH	Sole	01	62,780	
WATERS CORP COM	COM	941848103	5,736	75,989	SH	Sole	01	75,989	
WELLS FARGO & CO NEW COM	COM	949746101	809	33,556	SH	Sole	01	33,556	
WESTERN UN CO COM	COM	959802109	9	600	SH	Sole	01	600	
WHIRLPOOL CORP COM	COM	963320106	1,163	23,293	SH	Sole	01	23,293	
WILLIAMS COS INC DEL COM	COM	969457100	2,608	107,142	SH	Sole	01	107,142	

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	OF CLASS		(x\$1000)	PRN AMT	PRN CALL	DISCRETION	MANAGERS	SOLE	SHARED NONE
WILLIAMS SONOMA INC COM	COM	969904101	7,401	240,367	SH	Sole	01	240,367	
WISDOMTREE TRUST ASIA PAC EXJP FD	ETF	97717W828	2,310	42,825	SH	Sole	01	42,825	
WISDOMTREE TRUST GLB EX US UTIL	ETF	97717W653	2	99	SH	Sole	01	99	
WOODBRIIDGE CO LTD	COM	884903105	4,053	156,400	SH	Sole		156,400	
WPP PLC ADR	ADR	92933H101	340	7,386	SH	Sole	01	7,386	
XL GROUP PLC SHS	ADR	G98290102	920	48,923	SH	Sole	01	48,923	
YAHOO INC COM	COM	984332106	3,864	293,405	SH	Sole	01	293,405	
YANZHOU COAL MNG CO LTD SPON ADR H SHS	SPONSORED ADR	984846105	1,061	50,292	SH	Sole	01	50,292	