

GENWORTH FINANCIAL INC

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

Filed 05/06/11 for the Period Ending 03/31/11

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: March 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>May 6, 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: 465 lines

Form 13F Information Table Value Total: 1,740,183

(thousands)

List of Other Included Managers:

Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional investment managers with respect to which this report is filed, other than the manager filing this report.

No.	Form 13F File Number	Name
01	28-11546	Genworth Financial Wealth Management, Inc.

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COLUMN 7	COLUMN 8			
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ CALL	INVESTMENT DISCRETION	OTHER MANAGERS	VOTING AUTHORITY		
								SOLE	SHARED	NONE
3M CO COM	COM	88579Y101	16,369	175,074	SH		Sole	01	175,074	
ABB LTD SPONSORED ADR	SPONSORED ADR	000375204	3,348	138,419	SH		Sole	01	138,419	
ABBOTT LABS COM	COM	002824100	9,387	191,370	SH		Sole	01	191,370	
ABERCROMBIE & FITCH CO CL A	CL A	002896207	4,833	82,335	SH		Sole	01	82,335	
ACACIA RESH CORP ACACIA TCH COM	COM	003881307	2,476	72,088	SH		Sole	01	72,088	
AES CORP COM	COM	00130H105	1,446	111,241	SH		Sole	01	111,241	
AETNA INC NEW COM	COM	00817Y108	37	1,000	SH		Sole	01	1,000	
AFFILIATED MANAGERS GROUP COM	COM	008252108	6,616	60,489	SH		Sole	01	60,489	
AFLAC INC COM	COM	001055102	13	250	SH		Sole	01	250	
AIR PRODS & CHEMS INC COM	COM	009158106	2,487	27,577	SH		Sole	01	27,577	
AKAMAI TECHNOLOGIES INC COM	COM	00971T101	51	1,350	SH		Sole	01	1,350	
ALBEMARLE CORP COM	COM	012653101	10,237	171,275	SH		Sole	01	171,275	
ALCOA INC COM	COM	013817101	4,714	266,936	SH		Sole	01	266,936	
ALEXANDER & BALDWIN INC COM	COM	014482103	3,433	75,194	SH		Sole	01	75,194	
ALLSTATE CORP COM	COM	020002101	1,352	42,550	SH		Sole	01	42,550	
ALTERA CORP COM	COM	021441100	0	3	SH		Sole	01	3	
AMAZON COM INC COM	COM	023135106	41	225	SH		Sole	01	225	
AMEDISYS INC COM	COM	023436108	0	2	SH		Sole	01	2	
AMERICAN AXLE & MFG HLDGS IN COM	COM	024061103	2,193	174,158	SH		Sole	01	174,158	
AMERICAN ELEC PWR INC COM	COM	025537101	2,069	58,886	SH		Sole	01	58,886	
AMERICAN EXPRESS CO COM	COM	025816109	3	72	SH		Sole	01	72	
AMERICAN MED SYS HLDGS INC COM	COM	02744M108	0	3	SH		Sole	01	3	
AMERICAS CAR MART INC COM	COM	03062T105	1,289	49,982	SH		Sole	01	49,982	
AMERIGAS PARTNERS L P UNIT L P INT	COM	030975106	14	300	SH		Sole	01	300	
AMGEN INC COM	COM	031162100	5	95	SH		Sole	01	95	
ANALOG DEVICES INC COM	COM	032654105	32	800	SH		Sole	01	800	
ANHEUSER BUSCH INBEV SA/NV SPONSORED ADR	SPONSORED ADR	03524A108	0	7	SH		Sole	01	7	
ANSYS INC COM	COM	03662Q105	51	950	SH		Sole	01	950	
APPLE INC COM	COM	037833100	2,929	8,405	SH		Sole	01	8,405	
APPLIED MATLS INC COM	COM	038222105	30	1,900	SH		Sole	01	1,900	
ARKANSAS BEST CORP DEL COM	COM	040790107	3,024	116,678	SH		Sole	01	116,678	
ASML HOLDING N V NY REG SHS	COM	N07059186	3,350	75,286	SH		Sole	01	75,286	
ASSOCIATED BANC CORP COM	COM	045487105	1,972	132,766	SH		Sole	01	132,766	
ASSURED GUARANTY LTD COM	COM	G0585R106	2,044	137,164	SH		Sole	01	137,164	
AT&T INC COM	COM	00206R102	39	1,281	SH		Sole	01	1,281	
AUTOLIV INC COM	COM	052800109	0	4	SH		Sole	01	4	
AUTOMATIC DATA PROCESSING IN COM	COM	053015103	3,317	64,652	SH		Sole	01	64,652	
BAIDU INC SPON ADR REP A	ADR	056752108	1,958	14,208	SH		Sole	01	14,208	
BALCHEM CORP COM	COM	057665200	1,369	36,480	SH		Sole	01	36,480	
BANCO SANTANDER SA ADR	ADR	05964H105	0	31	SH		Sole	01	31	
BANK OF AMERICA CORPORATION COM	COM	060505104	5	368	SH		Sole	01	368	

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								SOLE	SHARED	NONE
BANK OF NEW YORK MELLON CORP COM	COM	064058100	3	90	SH	Sole	01	90		
BARCLAYS BK PLC 10 YR TREAS BEAR	ETF	06740L451	18,294	344,523	SH	Sole	01	344,523		
BARCLAYS BK PLC DJUBS CMDT ETN36	ETN	06738C778	1,493	29,077	SH	Sole	01	29,077		
BARCLAYS PLC ADR	ADR	06738E204	2,042	112,560	SH	Sole	01	112,560		
BARD C R INC COM	COM	067383109	5	50	SH	Sole	01	50		
BAXTER INTL INC COM	COM	071813109	6,080	113,069	SH	Sole	01	113,069		
BAYTEX ENERGY CORP	COM	07317Q105	3,529	58,600	SH	Sole		58,600		
BCE INC	COM	05534B760	4,885	130,300	SH	Sole		130,300		
BE AEROSPACE INC COM	COM	073302101	4,425	124,535	SH	Sole	01	124,535		
BECKMAN COULTER INC COM	COM	075811109	17	200	SH	Sole	01	200		
BECTON DICKINSON & CO COM	COM	075887109	2,313	29,046	SH	Sole	01	29,046		
BEMIS INC COM	COM	081437105	558	17,005	SH	Sole	01	17,005		
BHP BILLITON LTD SPONSORED ADR	ADR	088606108	3,437	35,844	SH	Sole	01	35,844		
BIO RAD LABS INC CL A	CL A	090572207	5,535	46,068	SH	Sole	01	46,068		
BLACKROCK INC COM	COM	09247X101	432	2,147	SH	Sole	01	2,147		
BLOUNT INTL INC NEW COM	COM	095180105	1,144	71,566	SH	Sole	01	71,566		
BOEING CO COM	COM	097023105	7,509	101,573	SH	Sole	01	101,573		
BOK FINL CORP COM NEW	COM	05561Q201	1	10	SH	Sole	01	10		
BP PLC SPONSORED ADR	ADR	055622104	3	75	SH	Sole	01	75		
BRIGGS & STRATTON CORP COM	COM	109043109	4,623	204,096	SH	Sole	01	204,096		
BRISTOL MYERS SQUIBB CO COM	COM	110122108	3	123	SH	Sole	01	123		
BRISTOW GROUP INC COM	COM	110394103	1,119	23,661	SH	Sole	01	23,661		
BRITISH AMERN TOB PLC SPONSORED ADR	SPONSORED ADR	110448107	2,763	34,111	SH	Sole	01	34,111		
BROOKFIELD ASSET MANAGEMENT INC	COM	112585104	3,285	98,100	SH	Sole		98,100		
BROOKFIELD PROPERTIES CORPORATION	COM	112900105	1,302	71,200	SH	Sole		71,200		
BUCYRUS INTL INC NEW COM	COM	118759109	0	1	SH	Sole	01	1		
CACI INTL INC CL A	CL A	127190304	0	1	SH	Sole	01	1		
CANADIAN NATIONAL RAILWAY COMPANY	COM	136375102	3,510	45,200	SH	Sole		45,200		
CANADIAN PACIFIC RAILWAY LTD	COM	13645T100	2,449	36,900	SH	Sole		36,900		
CAPITAL ONE FINL CORP COM	COM	14040H105	1,255	24,155	SH	Sole	01	24,155		
CAPSTEAD MTG CORP COM NO PAR	COM	14067E506	1,218	95,285	SH	Sole	01	95,285		
CARDINAL HEALTH INC COM	COM	14149Y108	859	20,882	SH	Sole	01	20,882		
CARDTRONICS INC COM	COM	14161H108	1,169	57,431	SH	Sole	01	57,431		
CATERPILLAR INC DEL COM	COM	149123101	6,904	62,005	SH	Sole	01	62,005		
CELERA CORP COM	COM	15100E106	1,109	136,742	SH	Sole	01	136,742		
CENOVUS ENERGY INC	COM	15135U109	3,604	88,700	SH	Sole		88,700		
CENTRAL EUROPEAN DIST CORP COM	COM	153435102	1,023	90,119	SH	Sole	01	90,119		
CENTURY ALUM CO COM	COM	156431108	0	3	SH	Sole	01	3		
CERNER CORP COM	COM	156782104	9,883	88,878	SH	Sole	01	88,878		
CHESAPEAKE ENERGY CORP COM	COM	165167107	4,593	137,018	SH	Sole	01	137,018		
CHEVRON CORP NEW COM	COM	166764100	508	4,729	SH	Sole	01	4,729		
CHICOS FAS INC COM	COM	168615102	0	3	SH	Sole	01	3		
CHINA UNICOM (HONG KONG) LTD SPONSORED ADR	ADR	16945R104	1,894	114,086	SH	Sole	01	114,086		
CINTAS CORP COM	COM	172908105	4	126	SH	Sole	01	126		
CISCO SYS INC COM	COM	17275R102	4	237	SH	Sole	01	237		
CITY TELECOM H K LTD SPONSORED ADR	ADR	178677209	562	37,131	SH	Sole	01	37,131		

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								SOLE	SHARED	NONE
CLOROX CO DEL COM	COM	189054109	6	89	SH	Sole	01	89		
CMS ENERGY CORP COM	COM	125896100	1,052	53,574	SH	Sole	01	53,574		
COCA COLA CO COM	COM	191216100	4,677	70,506	SH	Sole	01	70,506		
COGNIZANT TECHNOLOGY SOLUTIO CL A	CL A	192446102	0	2	SH	Sole	01	2		
COINSTAR INC COM	COM	19259P300	1,234	26,870	SH	Sole	01	26,870		
COLGATE PALMOLIVE CO COM	COM	194162103	3,980	49,282	SH	Sole	01	49,282		
COMERICA INC COM	COM	200340107	1,739	47,348	SH	Sole	01	47,348		
COMPANHIA BRASILEIRA DE DIST SPN ADR PFD CL A	CL A	20440T201	1,609	38,370	SH	Sole	01	38,370		
COMPUTER SCIENCES CORP COM	COM	205363104	2,222	45,606	SH	Sole	01	45,606		
COMTECH TELECOMMUNICATIONS C COM NEW	COM	205826209	0	2	SH	Sole	01	2		
CONSTELLATION ENERGY GROUP I COM	COM	210371100	1,790	57,493	SH	Sole	01	57,493		
COOPER COS INC COM NEW	COM	216648402	0	2	SH	Sole	01	2		
COOPER TIRE & RUBR CO COM	COM	216831107	1,151	44,682	SH	Sole	01	44,682		
CORNING INC COM	COM	219350105	7,205	349,237	SH	Sole	01	349,237		
COSTCO WHSL CORP NEW COM	COM	22160K105	37	500	SH	Sole	01	500		
CTC MEDIA INC COM	COM	12642X106	1,641	69,613	SH	Sole	01	69,613		
CUBIC CORP COM	COM	229669106	1,200	20,861	SH	Sole	01	20,861		
DANAHER CORP DEL COM	COM	235851102	8,109	156,249	SH	Sole	01	156,249		
DARDEN RESTAURANTS INC COM	COM	237194105	0	4	SH	Sole	01	4		
DECKERS OUTDOOR CORP COM	COM	243537107	0	1	SH	Sole	01	1		
DELTA AIR LINES INC	COM	247361702	132	13,451	SH	Sole		13,451		
DEVON ENERGY CORP NEW COM	COM	25179M103	7,744	84,388	SH	Sole	01	84,388		
DEVRY INC DEL COM	COM	251893103	32	585	SH	Sole	01	585		
DIME CMNTY BANCSHARES COM	COM	253922108	1,198	81,184	SH	Sole	01	81,184		
DISCOVER FINL SVCS COM	COM	254709108	2,565	106,362	SH	Sole	01	106,362		
DOLBY LABORATORIES INC COM	COM	25659T107	0	4	SH	Sole	01	4		
DOLLAR TREE INC COM	COM	256746108	0	2	SH	Sole	01	2		
DOMINION RES INC VA NEW COM	COM	25746U109	45	1,000	SH	Sole	01	1,000		
DPL INC COM	COM	233293109	2	68	SH	Sole	01	68		
DTE ENERGY CO COM	COM	233331107	1,012	20,664	SH	Sole	01	20,664		
DU PONT E I DE NEMOURS & CO COM	COM	263534109	3,047	55,437	SH	Sole	01	55,437		
E M C CORP MASS COM	COM	268648102	7,536	283,719	SH	Sole	01	283,719		
EAST WEST BANCORP INC COM	COM	27579R104	6,676	304,026	SH	Sole	01	304,026		
EBAY INC COM	COM	278642103	7,684	247,565	SH	Sole	01	247,565		
EMERSON ELEC CO COM	COM	291011104	7,298	124,897	SH	Sole	01	124,897		
EMULEX CORP COM NEW	COM	292475209	0	3	SH	Sole	01	3		
ENBRIDGE INC	COM	29250N105	5,351	84,400	SH	Sole		84,400		
ENCANA CORP	COM	292505104	2,925	82,100	SH	Sole		82,100		
ENERGY CORP NEW COM	COM	29364G103	1,509	22,453	SH	Sole	01	22,453		
EQUINIX INC COM NEW	COM	29444U502	10,677	117,200	SH	Sole	01	117,200		
ESTERLINE TECHNOLOGIES CORP COM	COM	297425100	0	1	SH	Sole	01	1		
EXELON CORP COM	COM	30161N101	1,115	27,047	SH	Sole	01	27,047		
EXPRESS SCRIPTS INC COM	COM	302182100	40	720	SH	Sole	01	720		
EXXON MOBIL CORP COM	COM	30231G102	7,934	94,303	SH	Sole	01	94,303		
EZCORP INC CL A NON VTG	COM	302301106	0	2	SH	Sole	01	2		
FIRSTENERGY CORP COM	COM	337932107	2	55	SH	Sole	01	55		

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	SHARED
FOMENTO ECONOMICO MEXICANO S SPON ADR	ADR	344419106	1,921	32,727	SH		Sole	01	32,727		
UNITS											
FRONTIER COMMUNICATIONS CORP	COM	35906A108	2	199	SH		Sole		199		
FULTON FINL CORP PA COM	COM	360271100	1,281	115,331	SH		Sole	01	115,331		
GENERAL DYNAMICS CORP COM	COM	369550108	5,735	74,906	SH		Sole	01	74,906		
GENERAL ELECTRIC CO COM	COM	369604103	33	1,644	SH		Sole	01	1,644		
GENERAL MLS INC COM	COM	370334104	44	1,200	SH		Sole	01	1,200		
GENON ENERGY INC COM	COM	37244E107	189	49,703	SH		Sole	01	49,703		
GENTEX CORP COM	COM	371901109	6,654	219,969	SH		Sole	01	219,969		
GEO GROUP INC COM	COM	36159R103	1,209	47,138	SH		Sole	01	47,138		
GILEAD SCIENCES INC COM	COM	375558103	2,500	58,860	SH		Sole	01	58,860		
GOLDMAN SACHS GROUP INC COM	COM	38141G104	33	205	SH		Sole	01	205		
GOODRICH CORP COM	COM	382388106	5,515	64,484	SH		Sole	01	64,484		
GOODRICH PETE CORP COM NEW	COM	382410405	1,088	48,975	SH		Sole	01	48,975		
GOOGLE INC CL A	CL A	38259P508	47	80	SH		Sole	01	80		
GRAINGER W W INC COM	COM	384802104	3,816	27,714	SH		Sole	01	27,714		
GROUPE CGI INC CL A SUB VTG	CL A	39945C109	5,415	258,731	SH		Sole	01	258,731		
GULF ISLAND FABRICATION INC COM	COM	402307102	1,223	38,031	SH		Sole	01	38,031		
HALLIBURTON CO COM	COM	406216101	4,964	99,600	SH		Sole	01	99,600		
HESS CORP COM	COM	42809H107	1	16	SH		Sole	01	16		
HEWLETT PACKARD CO COM	COM	428236103	4,494	109,699	SH		Sole	01	109,699		
HMS HLDGS CORP COM	COM	40425J101	8,572	104,725	SH		Sole	01	104,725		
HOLOGIC INC	COM	436440101	214	9,632	SH		Sole		9,632		
HOME DEPOT INC COM	COM	437076102	11	295	SH		Sole	01	295		
HONDA MOTOR LTD AMERN SHS	COM	438128308	2,566	68,408	SH		Sole	01	68,408		
HONEYWELL INTL INC COM	COM	438516106	51	850	SH		Sole	01	850		
HSBC HLDGS PLC SPON ADR NEW	SPONSORED ADR	404280406	707	13,639	SH		Sole	01	13,639		
ICICI BK LTD ADR	ADR	45104G104	2,430	48,769	SH		Sole	01	48,769		
II VI INC COM	COM	902104108	51	1,035	SH		Sole	01	1,035		
ILLINOIS TOOL WKS INC COM	COM	452308109	2,883	53,672	SH		Sole	01	53,672		
INFORMATICA CORP COM	COM	45666Q102	0	3	SH		Sole	01	3		
INTEL CORP COM	COM	458140100	5	224	SH		Sole	01	224		
INTERNATIONAL BUSINESS MACHS COM	COM	459200101	14,272	87,519	SH		Sole	01	87,519		
ISHARES GOLD TRUST ISHARES	ETF	464285105	2	150	SH		Sole	01	150		
ISHARES INC MSCI AUSTRALIA	ETF	464286103	3,095	116,282	SH		Sole	01	116,282		
ISHARES INC MSCI FRANCE	ETF	464286707	500	18,582	SH		Sole	01	18,582		
ISHARES INC MSCI GERMAN	ETF	464286806	254	9,785	SH		Sole	01	9,785		
ISHARES INC MSCI HONG KONG	ETF	464286871	254	13,410	SH		Sole	01	13,410		
ISHARES INC MSCI JAPAN	ETF	464286848	1,245	120,665	SH		Sole	01	120,665		
ISHARES INC MSCI NETHR INVES	ETF	464286814	250	10,854	SH		Sole	01	10,854		
ISHARES INC MSCI SINGAPORE	ETF	464286673	252	18,464	SH		Sole	01	18,464		
ISHARES INC MSCI SPAIN	ETF	464286764	494	11,649	SH		Sole	01	11,649		
ISHARES INC MSCI SWEDEN	ETF	464286756	251	7,655	SH		Sole	01	7,655		
ISHARES INC MSCI SWITZERLD	ETF	464286749	498	19,702	SH		Sole	01	19,702		
ISHARES INC MSCI UTD KINGD	ETF	464286699	747	41,715	SH		Sole	01	41,715		
ISHARES TR AGENCY BD FD	ETF	464288166	5,111	46,741	SH		Sole	01	46,741		
ISHARES TR BARCLY USAGG B	ETF	464287226	63,404	603,097	SH		Sole	01	603,097		

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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 10-20YR	ETF	464288653	87	774	SH	Sole	01	774		
ISHARES TR BARCLYS 1-3 YR	ETF	464287457	12,420	148,299	SH	Sole	01	148,299		
ISHARES TR BARCLYS 1-3YR CR	ETF	464288646	14,923	142,886	SH	Sole	01	142,886		
ISHARES TR BARCLYS 20+ YR	ETF	464287432	10,312	111,928	SH	Sole	01	111,928		
ISHARES TR BARCLYS 3-7 YR	ETF	464288661	7,760	67,965	SH	Sole	01	67,965		
ISHARES TR BARCLYS 7-10 YR	ETF	464287440	11,920	128,160	SH	Sole	01	128,160		
ISHARES TR BARCLYS CR BD	ETF	464288620	19,824	189,973	SH	Sole	01	189,973		
ISHARES TR BARCLYS MBS BD	ETF	464288588	22,502	213,631	SH	Sole	01	213,631		
ISHARES TR BARCLYS SH TREA	ETF	464288679	688	6,239	SH	Sole	01	6,239		
ISHARES TR BARCLYS TIPS BD	ETF	464287176	18,255	167,229	SH	Sole	01	167,229		
ISHARES TR DJ INTL SEL DIVD	ETF	464288448	800	22,345	SH	Sole	01	22,345		
ISHARES TR DJ SEL DIV INX	ETF	464287168	823	15,780	SH	Sole	01	15,780		
ISHARES TR DJ US TECH SEC	ETF	464287721	12,677	190,512	SH	Sole	01	190,512		
ISHARES TR DJ US TELECOMM	ETF	464287713	1,893	79,468	SH	Sole	01	79,468		
ISHARES TR IBOXX INV CPBD	ETF	464287242	4,822	44,565	SH	Sole	01	44,565		
ISHARES TR JPMORGAN USD	ETF	464288281	1,366	12,808	SH	Sole	01	12,808		
ISHARES TR MRTG PLS CAP IDX	ETF	464288539	12,824	844,786	SH	Sole	01	844,786		
ISHARES TR MSCI EAFE INDEX	ETF	464287465	22,630	376,669	SH	Sole	01	376,669		
ISHARES TR MSCI EMERG MKT	ETF	464287234	45,591	936,743	SH	Sole	01	936,743		
ISHARES TR MSCI GRW IDX	ETF	464288885	16,505	265,178	SH	Sole	01	265,178		
ISHARES TR MSCI VAL IDX	ETF	464288877	16,870	318,246	SH	Sole	01	318,246		
ISHARES TR RUSL 2000 GROW	ETF	464287648	2,542	26,662	SH	Sole	01	26,662		
ISHARES TR RUSL 2000 VALU	ETF	464287630	5,134	68,105	SH	Sole	01	68,105		
ISHARES TR RUSL 3000 VALU	ETF	464287663	4,873	53,950	SH	Sole	01	53,950		
ISHARES TR RUSSELL 1000	ETF	464287622	7,131	96,540	SH	Sole	01	96,540		
ISHARES TR RUSSELL 2000	ETF	464287655	26,575	315,726	SH	Sole	01	315,726		
ISHARES TR RUSSELL MCP GR	ETF	464287481	7	116	SH	Sole	01	116		
ISHARES TR RUSSELL MIDCAP	ETF	464287499	430	3,949	SH	Sole	01	3,949		
ISHARES TR RUSSELL1000GRW	ETF	464287614	329	5,442	SH	Sole	01	5,442		
ISHARES TR RUSSELL1000VAL	ETF	464287598	6,645	96,774	SH	Sole	01	96,774		
ISHARES TR S&P 500 INDEX	ETF	464287200	8,478	63,740	SH	Sole	01	63,740		
ISHARES TR S&P 500 VALUE	ETF	464287408	3,917	61,871	SH	Sole	01	61,871		
ISHARES TR S&P CAL AMTFR MN	ETF	464288356	10	95	SH	Sole	01	95		
ISHARES TR S&P GL UTILITI	ETF	464288711	9,873	215,791	SH	Sole	01	215,791		
ISHARES TR S&P GLB MTRLS	ETF	464288695	2,556	34,258	SH	Sole	01	34,258		
ISHARES TR S&P LTN AM 40	ETF	464287390	2,665	49,552	SH	Sole	01	49,552		
ISHARES TR S&P MC 400 GRW	ETF	464287606	612	5,544	SH	Sole	01	5,544		
ISHARES TR S&P MIDCAP 400	ETF	464287507	5,707	57,812	SH	Sole	01	57,812		
ISHARES TR S&P MIDCP VALU	ETF	464287705	3,955	45,885	SH	Sole	01	45,885		
ISHARES TR S&P NA MULTIMD	ETF	464287531	847	23,809	SH	Sole	01	23,809		
ISHARES TR S&P NTL AMTFREE	ETF	464288414	3,635	36,550	SH	Sole	01	36,550		
ISHARES TR S&P SMLCP GROW	ETF	464287887	144	1,818	SH	Sole	01	1,818		
ISHARES TR S&P SMLCP VALU	ETF	464287879	287	3,759	SH	Sole	01	3,759		
ISHARES TR S&P500 GRW	ETF	464287309	5,887	85,672	SH	Sole	01	85,672		
ISHARES TR SMLL CORE INDX	ETF	464288505	143	1,464	SH	Sole	01	1,464		
ISHARES TR SMLL GRWTH IDX	ETF	464288604	286	3,094	SH	Sole	01	3,094		

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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 SMLL VAL INDX	ETF	464288703	427	4,865	SH	Sole	01	4,865		
ISHARES TR US PFD STK IDX	ETF	464288687	789	19,904	SH	Sole	01	19,904		
ITT CORP NEW COM	COM	450911102	5,666	94,352	SH	Sole	01	94,352		
JACOBS ENGR GROUP INC DEL COM	COM	469814107	15	290	SH	Sole	01	290		
JAKKS PAC INC COM	COM	47012E106	3,413	176,379	SH	Sole	01	176,379		
JARDEN CORP COM	COM	471109108	3,215	90,399	SH	Sole	01	90,399		
JOHNSON & JOHNSON COM	COM	478160104	2,775	46,831	SH	Sole	01	46,831		
JOY GLOBAL INC COM	COM	481165108	4,476	45,304	SH	Sole	01	45,304		
JPMORGAN CHASE & CO COM	COM	46625H100	12,215	264,976	SH	Sole	01	264,976		
KEYCORP NEW COM	COM	493267108	1,960	220,725	SH	Sole	01	220,725		
KNIGHT TRANSN INC COM	COM	499064103	0	2	SH	Sole	01	2		
KONINKLIJKE PHILIPS ELECTRS NY REG SH NEW	COM	500472303	5,265	163,653	SH	Sole	01	163,653		
KRAFT FOODS INC CL A	CL A	50075N104	5,437	173,380	SH	Sole	01	173,380		
KUBOTA CORP ADR	ADR	501173207	710	15,065	SH	Sole	01	15,065		
KULICKE & SOFFA INDS INC COM	COM	501242101	1,104	118,084	SH	Sole	01	118,084		
LEGG MASON INC COM	COM	524901105	3	92	SH	Sole	01	92		
LHC GROUP INC COM	COM	50187A107	0	2	SH	Sole	01	2		
LIBERTY MEDIA CORP NEW INT COM SER A	CL A	53071M104	5,513	343,714	SH	Sole	01	343,714		
LIFE TECHNOLOGIES CORP COM	COM	53217V109	5,662	108,017	SH	Sole	01	108,017		
LINCOLN EDL SVCS CORP COM	COM	533535100	0	2	SH	Sole	01	2		
LINCOLN ELEC HLDGS INC COM	COM	533900106	18	240	SH	Sole	01	240		
LINCOLN NATL CORP IND COM	COM	534187109	1,254	41,728	SH	Sole	01	41,728		
LKQ CORP COM	COM	501889208	4,300	178,426	SH	Sole	01	178,426		
LOCKHEED MARTIN CORP COM	COM	539830109	5,769	71,748	SH	Sole	01	71,748		
LOEWS CORP COM	COM	540424108	4,658	108,101	SH	Sole	01	108,101		
LOWES COS INC COM	COM	548661107	8,710	329,547	SH	Sole	01	329,547		
M/I HOMES INC COM	COM	55305B101	3,369	224,779	SH	Sole	01	224,779		
MADDEN STEVEN LTD COM	COM	556269108	3,814	81,273	SH	Sole	01	81,273		
MAIDEN HOLDINGS LTD SHS	COM	G5753U112	1,263	168,663	SH	Sole	01	168,663		
MAKITA CORP ADR NEW	ADR	560877300	1,164	24,825	SH	Sole	01	24,825		
MANITOWOC INC COM	COM	563571108	16	733	SH	Sole	01	733		
MARINEMAX INC COM	COM	567908108	1,050	106,483	SH	Sole	01	106,483		
MARKET VECTORS ETF TR AGRIBUS ETF	ETF	57060U605	1,537	27,422	SH	Sole	01	27,422		
MARKET VECTORS ETF TR COAL ETF	ETF	57060U837	2,752	54,268	SH	Sole	01	54,268		
MARSHALL & ILSLEY CORP NEW COM	COM	571837103	531	66,519	SH	Sole	01	66,519		
MASTERCARD INC CL A	CL A	57636Q104	0	1	SH	Sole	01	1		
MBIA INC COM	COM	55262C100	1,684	167,710	SH	Sole	01	167,710		
MCCORMICK & CO INC COM NON VTG	COM	579780206	6	119	SH	Sole	01	119		
MCDONALDS CORP COM	COM	580135101	10,585	139,114	SH	Sole	01	139,114		
MCGRAW HILL COS INC COM	COM	580645109	4	98	SH	Sole	01	98		
MECHEL OAO SPONSORED ADR	ADR	583840103	2,684	87,158	SH	Sole	01	87,158		
MEDIDATA SOLUTIONS INC COM	COM	58471A105	998	39,023	SH	Sole	01	39,023		
MEDTRONIC INC COM	COM	585055106	3	80	SH	Sole	01	80		
MERCK & CO INC NEW COM	COM	58933Y105	3,851	116,672	SH	Sole	01	116,672		
METLIFE INC COM	COM	59156R108	7,180	160,511	SH	Sole	01	160,511		
MICROMET INC COM	COM	59509C105	1,089	194,202	SH	Sole	01	194,202		

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								SOLE	SHARED	NONE
MICROSOFT CORP COM	COM	594918104	7,602	299,424	SH	Sole	01	299,424		
MOTRICITY INC COM	COM	620107102	3,223	214,443	SH	Sole	01	214,443		
NALCO HOLDING COMPANY COM	COM	62985Q101	6,914	253,172	SH	Sole	01	253,172		
NATIONAL GRID PLC SPON ADR NEW	SPONSORED ADR	636274300	2,327	48,429	SH	Sole	01	48,429		
NEWELL RUBBERMAID INC COM	COM	651229106	38	2,000	SH	Sole	01	2,000		
NEWTEK BUSINESS SERVICES INC	COM	652526104	240	146,141	SH	Sole		146,141		
NEXTERA ENERGY INC COM	COM	65339F101	1,897	34,419	SH	Sole	01	34,419		
NIKE INC CL B	CL B	654106103	0	2	SH	Sole	01	2		
NOBLE ENERGY INC COM	COM	655044105	38	390	SH	Sole	01	390		
NORTHERN TR CORP COM	COM	665859104	0	3	SH	Sole	01	3		
NOVARTIS A G SPONSORED ADR	SPONSORED ADR	66987V109	5,730	105,421	SH	Sole	01	105,421		
NOVO-NORDISK A S ADR	ADR	670100205	2,735	21,836	SH	Sole	01	21,836		
NRG ENERGY INC COM NEW	COM	629377508	0	1	SH	Sole	01	1		
NTT DOCOMO INC SPONS ADR	ADR	62942M201	0	19	SH	Sole	01	19		
NV ENERGY INC COM	COM	67073Y106	580	38,947	SH	Sole	01	38,947		
OCCIDENTAL PETE CORP DEL COM	COM	674599105	3,985	38,133	SH	Sole	01	38,133		
OCEANEERING INTL INC COM	COM	675232102	0	1	SH	Sole	01	1		
OLD REP INTL CORP COM	COM	680223104	1,670	131,583	SH	Sole	01	131,583		
OMNICOM GROUP INC COM	COM	681919106	1	15	SH	Sole	01	15		
OPLINK COMMUNICATIONS INC COM NEW	COM	68375Q403	1,053	54,035	SH	Sole	01	54,035		
ORACLE CORP COM	COM	68389X105	8,657	258,945	SH	Sole	01	258,945		
ORIX CORP SPONSORED ADR	ADR	686330101	1,934	41,523	SH	Sole	01	41,523		
PARKER HANNIFIN CORP COM	COM	701094104	0	3	SH	Sole	01	3		
PAYCHEX INC COM	COM	704326107	29	920	SH	Sole	01	920		
PENN VA CORP COM	COM	707882106	0	2	SH	Sole	01	2		
PEPSICO INC COM	COM	713448108	42	650	SH	Sole	01	650		
PERRIGO CO COM	COM	714290103	2,610	32,822	SH	Sole	01	32,822		
PETROLEO BRASILEIRO SA PETRO SPONSORED ADR	SPONSORED ADR	71654V408	1,898	46,933	SH	Sole	01	46,933		
PFIZER INC COM	COM	717081103	34	1,671	SH	Sole	01	1,671		
PG&E CORP COM	COM	69331C108	2,266	51,282	SH	Sole	01	51,282		
PHILIP MORRIS INTL INC COM	COM	718172109	7,789	118,674	SH	Sole	01	118,674		
PIMCO ETF TR 1-5 US TIP IDX	ETF	72201R205	3,733	69,888	SH	Sole	01	69,888		
PIMCO ETF TR ENHAN SHRT MAT	ETF	72201R833	712	7,057	SH	Sole	01	7,057		
POWERSHARES ETF TRUST DYN PHRMA PORT	ETF	73935X799	1,642	67,439	SH	Sole	01	67,439		
POWERSHARES ETF TRUST ENERGY SEC POR	ETF	73935X385	3,359	76,421	SH	Sole	01	76,421		
POWERSHARES ETF TRUST GOLDEN DRG USX	ETF	73935X401	2,709	97,337	SH	Sole	01	97,337		
POWERSHARES ETF TRUST TECH SECT PORT	ETF	73935X344	1,681	61,212	SH	Sole	01	61,212		
POWERSHARES GLOBAL ETF TRUST INSUR NATL										
MUN	ETF	73936T474	8,590	386,396	SH	Sole	01	386,396		
POWERSHARES QQQ TRUST UNIT SER 1	ETF	73935A104	19	332	SH	Sole	01	332		
PPL CORP COM	COM	69351T106	986	38,971	SH	Sole	01	38,971		
PRAXAIR INC COM	COM	74005P104	3,570	35,135	SH	Sole	01	35,135		
PRECISION CASTPARTS CORP COM	COM	740189105	61	415	SH	Sole	01	415		
PRICE T ROWE GROUP INC COM	COM	74144T108	55	825	SH	Sole	01	825		
PRIVATEBANCORP INC COM	COM	742962103	3,783	247,406	SH	Sole	01	247,406		
PROCTER & GAMBLE CO COM	COM	742718109	9,060	147,085	SH	Sole	01	147,085		
PROSPERITY BANCSHARES INC COM	COM	743606105	9,103	212,840	SH	Sole	01	212,840		

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	OF CLASS		(x\$1000)	PRN	AMT	PRN	CALL	DISCRETION	MANAGERS	SOLE	SHARED
PRUDENTIAL FINL INC COM	COM	744320102	10	170	SH		Sole	01	170		
PUBLIC SVC ENTERPRISE GROUP COM	COM	744573106	0	1	SH		Sole	01	1		
QEP RES INC COM	COM	74733V100	45	1,100	SH		Sole	01	1,100		
QUALCOMM INC COM	COM	747525103	7	134	SH		Sole	01	134		
QUESTAR CORP COM	COM	748356102	19	1,100	SH		Sole	01	1,100		
RALCORP HLDGS INC NEW COM	COM	751028101	1	10	SH		Sole	01	10		
RAYTHEON CO COM NEW	COM	755111507	4	88	SH		Sole	01	88		
RED HAT INC COM	COM	756577102	0	10	SH		Sole	01	10		
REGIONS FINANCIAL CORP NEW COM	COM	7591EP100	1,257	173,093	SH		Sole	01	173,093		
REPUBLIC SVCS INC COM	COM	760759100	32	1,065	SH		Sole	01	1,065		
RESMED INC COM	COM	761152107	0	3	SH		Sole	01	3		
RESOLUTE ENERGY CORP COM	COM	76116A108	1,115	61,483	SH		Sole	01	61,483		
REVENUESHARES ETF TR MID CAP FD	ETF	761396209	1,696	52,398	SH		Sole	01	52,398		
RIGHTNOW TECHNOLOGIES INC COM	COM	76657R106	1,114	35,565	SH		Sole	01	35,565		
ROGERS COMMUNICATIONS INC	COM	775109200	4,844	129,000	SH		Sole		129,000		
ROSETTA RESOURCES INC COM	COM	777779307	10,058	211,318	SH		Sole	01	211,318		
ROSS STORES INC COM	COM	778296103	3,163	44,473	SH		Sole	01	44,473		
ROVI CORP COM	COM	779376102	12,659	235,961	SH		Sole	01	235,961		
ROYAL DUTCH SHELL PLC SPONS ADR A	ADR	780259206	546	7,498	SH		Sole	01	7,498		
RPM INTL INC COM	COM	749685103	34	1,450	SH		Sole	01	1,450		
SALESFORCE COM INC COM	COM	79466L302	1	4	SH		Sole	01	4		
SANOFI AVENTIS SPONSORED ADR	ADR	80105N105	0	11	SH		Sole	01	11		
SAP AG SPON ADR	ADR	803054204	3,340	54,435	SH		Sole	01	54,435		
SARA LEE CORP COM	COM	803111103	1	70	SH		Sole	01	70		
SASOL LTD SPONSORED ADR	ADR	803866300	2,425	41,849	SH		Sole	01	41,849		
SCHLUMBERGER LTD COM	COM	806857108	2,559	27,438	SH		Sole	01	27,438		
SEATTLE GENETICS INC COM	COM	812578102	0	4	SH		Sole	01	4		
SELECT SECTOR SPDR TR SBI CONS DISCR	ETF	81369Y407	6,177	158,173	SH		Sole	01	158,173		
SELECT SECTOR SPDR TR SBI CONS STPLS	ETF	81369Y308	5,143	171,889	SH		Sole	01	171,889		
SELECT SECTOR SPDR TR SBI HEALTHCARE	ETF	81369Y209	5,490	165,815	SH		Sole	01	165,815		
SELECT SECTOR SPDR TR SBI INT-ENERGY	ETF	81369Y506	7,124	89,326	SH		Sole	01	89,326		
SELECT SECTOR SPDR TR SBI INT-FINL	ETF	81369Y605	5,411	330,121	SH		Sole	01	330,121		
SELECT SECTOR SPDR TR SBI INT-INDS	ETF	81369Y704	9,402	249,629	SH		Sole	01	249,629		
SELECT SECTOR SPDR TR SBI INT-UTILS	ETF	81369Y886	2,674	83,916	SH		Sole	01	83,916		
SELECT SECTOR SPDR TR SBI MATERIALS	ETF	81369Y100	2,027	50,644	SH		Sole	01	50,644		
SEMPRA ENERGY COM	COM	816851109	1,504	28,112	SH		Sole	01	28,112		
SERVICE CORP INTL COM	COM	817565104	4	354	SH		Sole	01	354		
SHAW COMMUNICATOINS INC	COM	82028K200	3,861	177,600	SH		Sole		177,600		
SIEMENS A G SPONSORED ADR	ADR	826197501	3,396	24,726	SH		Sole	01	24,726		
SINGAPORE FD INC COM	COM	82929L109	0	11	SH		Sole	01	11		
SMITHFIELD FOODS INC COM	COM	832248108	1,099	45,679	SH		Sole	01	45,679		
SOCIEDAD QUIMICA MINERA DE C SPON ADR SER B	SPONSORED ADR	833635105	1,952	35,327	SH		Sole	01	35,327		
SOLERA HOLDINGS INC COM	COM	83421A104	7,699	150,664	SH		Sole	01	150,664		
SOUTHERN CO COM	COM	842587107	585	15,352	SH		Sole	01	15,352		
SPDR GOLD TRUST GOLD SHS	ETF	78463V107	2,979	21,301	SH		Sole	01	21,301		
SPDR INDEX SHS FDS ASIA PACIF ETF	ETF	78463X301	2,595	30,470	SH		Sole	01	30,470		

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										SOLE	SHARED	NONE
SPDR INDEX SHS FDS DJ INTL RL ETF	ETF	78463X863	3,830	98,136	SH			Sole	01	98,136		
SPDR INDEX SHS FDS EMERG MKTS ETF	ETF	78463X509	9,952	132,161	SH			Sole	01	132,161		
SPDR INDEX SHS FDS INTL INDS ETF	ETF	78463X673	259	8,793	SH			Sole	01	8,793		
SPDR INDEX SHS FDS S&P INTL SMLCP	ETF	78463X871	2,443	77,335	SH			Sole	01	77,335		
SPDR INDEX SHS FDS S&P WRLD EX US	ETF	78463X889	22,721	841,814	SH			Sole	01	841,814		
SPDR S&P 500 ETF TR UNIT	ETF	78462F103	60,133	453,527	SH			Sole	01	453,527		
SPDR S&P MIDCAP 400 ETF TR UTSER1 S&PDCRP	ETF	78467Y107	3,611	20,111	SH			Sole	01	20,111		
SPDR SERIES TRUST BARCL CAP TIPS	ETF	78464A656	1,413	26,212	SH			Sole	01	26,212		
SPDR SERIES TRUST BRCLYS 1-3MT ETF	ETF	78464A680	8,489	185,137	SH			Sole	01	185,137		
SPDR SERIES TRUST BRCLYS AGG ETF	ETF	78464A649	21,332	384,918	SH			Sole	01	384,918		
SPDR SERIES TRUST BRCLYS INTL ETF	ETF	78464A516	1,153	19,265	SH			Sole	01	19,265		
SPDR SERIES TRUST BRCLYS YLD ETF	ETF	78464A417	12,535	309,421	SH			Sole	01	309,421		
SPDR SERIES TRUST DB INT GVT ETF	ETF	78464A490	1,329	21,992	SH			Sole	01	21,992		
SPDR SERIES TRUST DJ REIT ETF	ETF	78464A607	11,512	178,200	SH			Sole	01	178,200		
SPDR SERIES TRUST NUVN BR SHT MUNI	ETF	78464A425	7,981	334,934	SH			Sole	01	334,934		
SPDR SERIES TRUST NUVN BRCLY MUNI	ETF	78464A458	9,743	443,052	SH			Sole	01	443,052		
SPDR SERIES TRUST S&P 600 SMCP GRW	ETF	78464A201	286	2,416	SH			Sole	01	2,416		
SPDR SERIES TRUST S&P 600 SMCP VAL	ETF	78464A300	286	3,909	SH			Sole	01	3,909		
SPDR SERIES TRUST S&P 600 SML CAP	ETF	78464A813	5,528	78,107	SH			Sole	01	78,107		
SPDR SERIES TRUST S&P DIVID ETF	ETF	78464A763	9,160	169,155	SH			Sole	01	169,155		
SPDR SERIES TRUST S&P HOMEBUILD	ETF	78464A888	1,688	92,722	SH			Sole	01	92,722		
STANDARD PAC CORP NEW COM	COM	85375C101	2,152	576,993	SH			Sole	01	576,993		
STERICYCLE INC COM	COM	858912108	0	1	SH			Sole	01	1		
STEWART INFORMATION SVCS COR COM	COM	860372101	248	23,671	SH			Sole	01	23,671		
STRYKER CORP COM	COM	863667101	3,172	52,171	SH			Sole	01	52,171		
SUNTRUST BKS INC COM	COM	867914103	412	14,289	SH			Sole	01	14,289		
SUPERIOR ENERGY SVCS INC COM	COM	868157108	2,593	63,246	SH			Sole	01	63,246		
SUSQUEHANNA BANCSHARES INC P COM	COM	869099101	1,305	139,566	SH			Sole	01	139,566		
SXC HEALTH SOLUTIONS CORP COM	COM	78505P100	8,037	146,662	SH			Sole	01	146,662		
SYMANTEC CORP COM	COM	871503108	0	10	SH			Sole	01	10		
SYNGENTA AG SPONSORED ADR	ADR	87160A100	3,274	50,243	SH			Sole	01	50,243		
TAIWAN SEMICONDUCTOR MFG LTD SPONSORED ADR	ADR	874039100	2,855	234,376	SH			Sole	01	234,376		
TALEO CORP CL A	CL A	87424N104	0	2	SH			Sole	01	2		
TARGACEPT INC COM	COM	87611R306	1,045	39,316	SH			Sole	01	39,316		
TARGET CORP COM	COM	87612E106	5,098	101,949	SH			Sole	01	101,949		
TATA MTRS LTD SPONSORED ADR	ADR	876568502	1,624	58,449	SH			Sole	01	58,449		
TELUS CORP	COM	87971M202	4,067	81,300	SH			Sole	01	81,300		
TESSERA TECHNOLOGIES INC COM	COM	88164L100	0	2	SH			Sole	01	2		
TEVA PHARMACEUTICAL INDS LTD ADR	ADR	881624209	34	675	SH			Sole	01	675		
TEXAS INSTRS INC COM	COM	882508104	38	1,100	SH			Sole	01	1,100		
TEXAS ROADHOUSE INC COM	COM	882681109	3,222	189,641	SH			Sole	01	189,641		
THOR INDS INC COM	COM	885160101	35	1,050	SH			Sole	01	1,050		
TOTAL S A SPONSORED ADR	SPONSORED ADR	89151E109	5,339	87,565	SH			Sole	01	87,565		
TOWER GROUP INC COM	COM	891777104	1,260	52,417	SH			Sole	01	52,417		
TOYOTA MOTOR CORP SP ADR REP2COM	COM	892331307	4,950	61,678	SH			Sole	01	61,678		
TRANSCANADA CORPORATION	COM	89353D107	4,240	101,400	SH			Sole	01	101,400		

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
TRANSOCEAN LTD REG SHS	COM	H8817H100	29	375	SH		Sole	01	375		
TREEHOUSE FOODS INC COM	COM	89469A104	7,592	133,499	SH		Sole	01	133,499		
TRIUMPH GROUP INC NEW COM	COM	896818101	14,738	166,625	SH		Sole	01	166,625		
TTM TECHNOLOGIES INC COM	COM	87305R109	1,240	68,289	SH		Sole	01	68,289		
TUPPERWARE BRANDS CORP COM	COM	899896104	7,824	131,030	SH		Sole	01	131,030		
TUTOR PERINI CORP COM	COM	901109108	1,179	48,411	SH		Sole	01	48,411		
UGI CORP NEW COM	COM	902681105	1,222	37,147	SH		Sole	01	37,147		
UNIFIRST CORP MASS COM	COM	904708104	1,053	19,871	SH		Sole	01	19,871		
UNILEVER N V N Y SHS NEW	ADR	904784709	1,234	39,348	SH		Sole	01	39,348		
UNILEVER PLC SPON ADR NEW	ADR	904767704	559	18,270	SH		Sole	01	18,270		
UNISOURCE ENERGY CORP COM	COM	909205106	0	1	SH		Sole	01	1		
UNITED CONTINENTAL HOLDINGS INC	COM	910047109	56	2,409	SH		Sole		2,409		
UNITED CONTINENTAL HOLDINGS INC	COM	910047109	17	748	SH		Sole	01	748		
UNITED PARCEL SERVICE INC CL B	CL B	911312106	3	42	SH		Sole	01	42		
UNITED TECHNOLOGIES CORP COM	COM	913017109	19,774	233,599	SH		Sole	01	233,599		
UNIVERSAL FST PRODS INC COM	COM	913543104	55	1,500	SH		Sole	01	1,500		
USANA HEALTH SCIENCES INC COM	COM	90328M107	0	1	SH		Sole	01	1		
V F CORP COM	COM	918204108	546	5,539	SH		Sole	01	5,539		
VALE S A ADR	ADR	91912E105	2,712	81,317	SH		Sole	01	81,317		
VALE S A ADR REPSTG PFD	ADR	91912E204	561	18,996	SH		Sole	01	18,996		
VANGUARD BD INDEX FD INC LONG TERM BOND	ETF	921937793	5,546	70,901	SH		Sole	01	70,901		
VANGUARD BD INDEX FD INC TOTAL BND MRKT	ETF	921937835	23,221	290,187	SH		Sole	01	290,187		
VANGUARD INDEX FDS GROWTH ETF	ETF	922908736	26,835	417,347	SH		Sole	01	417,347		
VANGUARD INDEX FDS SM CP VAL ETF	ETF	922908611	10,652	149,077	SH		Sole	01	149,077		
VANGUARD INDEX FDS SMALL CP ETF	ETF	922908751	572	7,243	SH		Sole	01	7,243		
VANGUARD INDEX FDS SML CP GRW ETF	ETF	922908595	9,714	112,562	SH		Sole	01	112,562		
VANGUARD INDEX FDS VALUE ETF	ETF	922908744	31,298	551,791	SH		Sole	01	551,791		
VANGUARD INTL EQUITY INDEX F FTSE SMCAP ETF	ETF	922042718	8,474	83,132	SH		Sole	01	83,132		
VANGUARD INTL EQUITY INDEX F MSCI EMR MKT ETF	ETF	922042858	16,560	338,308	SH		Sole	01	338,308		
VANGUARD INTL EQUITY INDEX F MSCI EUROPE ETF	ETF	922042874	20,298	390,726	SH		Sole	01	390,726		
VANGUARD INTL EQUITY INDEX F MSCI PAC ETF	ETF	922042866	18,632	333,728	SH		Sole	01	333,728		
VANGUARD SCOTTSDALE FDS INT-TERM CORP	ETF	92206C870	2,396	30,366	SH		Sole	01	30,366		
VANGUARD TAX-MANAGED FD MSCI EAFE ETF	ETF	921943858	14,545	389,839	SH		Sole	01	389,839		
VANGUARD WORLD FDS CONSUM DIS ETF	ETF	92204A108	1,665	26,368	SH		Sole	01	26,368		
VARIAN SEMICONDUCTOR EQUIPMN COM	COM	922207105	7,589	155,923	SH		Sole	01	155,923		
VERINT SYS INC COM	COM	92343X100	1,186	33,086	SH		Sole	01	33,086		
VERIZON COMMUNICATIONS INC	COM	92343V104	30	832	SH		Sole		832		
VIAD CORP COM NEW	COM	92552R406	0	2	SH		Sole	01	2		
VISA INC COM CL A	CL A	92826C839	2,492	33,855	SH		Sole	01	33,855		
VODAFONE GROUP PLC NEW SPONS ADR NEW	ADR	92857W209	2,710	94,270	SH		Sole	01	94,270		
WAL MART STORES INC COM	COM	931142103	3	63	SH		Sole	01	63		
WALGREEN CO COM	COM	931422109	44	1,100	SH		Sole	01	1,100		
WASHINGTON FED INC COM	COM	938824109	1,276	73,599	SH		Sole	01	73,599		
WATERS CORP COM	COM	941848103	7,737	89,034	SH		Sole	01	89,034		
WELLS FARGO & CO NEW COM	COM	949746101	1,257	39,638	SH		Sole	01	39,638		
WESTERN UN CO COM	COM	959802109	12	600	SH		Sole	01	600		

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	SHARED	NONE
WESTPAC BKG CORP SPONSORED ADR	SPONSORED ADR	961214301	0	3	SH		Sole	01		3		
WHIRLPOOL CORP COM	COM	963320106	2,348	27,504	SH		Sole	01		27,504		
WILLIAMS COS INC DEL COM	COM	969457100	2,130	68,306	SH		Sole	01		68,306		
WILLIAMS SONOMA INC COM	COM	969904101	11,473	283,277	SH		Sole	01		283,277		
WOLVERINE WORLD WIDE INC COM	COM	978097103	2	60	SH		Sole	01		60		
WOODBRIDGE CO LTD	COM	884903105	3,704	91,500	SH		Sole			91,500		
WPP PLC ADR	ADR	92933H101	546	8,843	SH		Sole	01		8,843		
XL GROUP PLC SHS	ADR	G98290102	936	38,050	SH		Sole	01		38,050		
YAHOO INC COM	COM	984332106	5,584	334,790	SH		Sole	01		334,790		
YANZHOU COAL MNG CO LTD SPON ADR H SHS	SPONSORED ADR	984846105	2,097	57,815	SH		Sole	01		57,815		