

GENWORTH FINANCIAL INC

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

Filed 02/08/13 for the Period Ending 12/31/12

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: December 31, 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>February 8, 2013</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: 403 lines

Form 13F Information Table Value Total: 2,931,486

(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	2,445	26,335	SH		Sole	01	26,335	
ABBOTT LABS COM	COM	002824100	11,417	174,301	SH		Sole	01	174,301	
ACACIA RESH CORP ACACIA TCH COM	COM	003881307	883	34,429	SH		Sole	01	34,429	
ACTIVISION BLIZZARD INC COM	COM	00507V109	4	353	SH		Sole	01	353	
AES CORP COM	COM	00130H105	2,761	258,064	SH		Sole	01	258,064	
AFFILIATED MANAGERS GROUP COM	COM	008252108	4,386	33,702	SH		Sole	01	33,702	
AIR PRODS & CHEMS INC COM	COM	009158106	1,719	20,464	SH		Sole	01	20,464	
ALLSTATE CORP COM	COM	020002101	81	2,024	SH		Sole	01	2,024	
AMEREN CORP COM	COM	023608102	2,060	67,046	SH		Sole	01	67,046	
AMERICAN ELEC PWR INC COM	COM	025537101	3,083	72,243	SH		Sole	01	72,243	
AMERICAN EQTY INVT LIFE HLD COM	COM	025676206	608	49,829	SH		Sole	01	49,829	
AMERICAN SOFTWARE INC CL A	CL A	029683109	73	9,449	SH		Sole	01	9,449	
AMERICAS CAR MART INC COM	COM	03062T105	564	13,910	SH		Sole	01	13,910	
ANHEUSER BUSCH INBEV SA/NV SPONSORED ADR	SPONSORED ADR	03524A108	1,459	16,695	SH		Sole	01	16,695	
ANN INC COM	COM	035623107	741	21,901	SH		Sole	01	21,901	
APPLE INC COM	COM	037833100	2,756	5,178	SH		Sole	01	5,178	
APPLIED MATLS INC COM	COM	038222105	2,803	245,026	SH		Sole	01	245,026	
APPROACH RESOURCES INC COM	COM	03834A103	1,208	48,287	SH		Sole	01	48,287	
ARM HLDGS PLC SPONSORED ADR	SPONSORED ADR	042068106	834	22,048	SH		Sole	01	22,048	
ATLAS AIR WORLDWIDE HLDGS IN COM NEW	COM	049164205	562	12,682	SH		Sole	01	12,682	
AURICO GOLD INC COM	COM	05155C105	1,922	234,917	SH		Sole	01	234,917	
AUTOMATIC DATA PROCESSING IN COM	COM	053015103	328	5,768	SH		Sole	01	5,768	
AVAGO TECHNOLOGIES LTD SHS	COM	Y0486S104	838	26,486	SH		Sole	01	26,486	
B/E AEROSPACE INC COM	COM	073302101	0	3	SH		Sole	01	3	
BAIDU INC SPON ADR REP A	SPONSORED ADR	056752108	711	7,090	SH		Sole	01	7,090	
BANK OF AMERICA CORPORATION COM	COM	060505104	2,682	230,993	SH		Sole	01	230,993	
BANK OF NOVA SCOTIA	COM	064149107	5,551	95,904	SH		Sole		95,904	
BARCLAYS BK PLC 10 YR TREAS BEAR	ETF	06740L451	35,842	1,339,898	SH		Sole	01	1,339,898	
BARCLAYS BK PLC IPATH S&P MT ETN	ETN	06740C519	0	11	SH		Sole	01	11	
BARCLAYS BK PLC IPATH S&P500 VIX ADDED	ETN	06740C188	0	1	SH		Sole	01	1	
BARCLAYS BK PLC IPATH NAT GAS	ETN	06740P239	45,729	1,574,992	SH		Sole	01	1,574,992	
BARRICK GOLD CORPORATION	COM	067901108	595	17,007	SH		Sole		17,007	
BASIC ENERGY SVCS INC NEW COM	COM	06985P100	359	31,431	SH		Sole	01	31,431	
BAXTER INTL INC COM	COM	071813109	7,660	114,911	SH		Sole	01	114,911	
BAYTEX ENERGY CORP	COM	07317Q105	3,607	83,426	SH		Sole		83,426	
BCE INC	COM	05534B760	9,273	215,961	SH		Sole		215,961	
BECTON DICKINSON & CO COM	COM	075887109	333	4,255	SH		Sole	01	4,255	

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								SOLE	SHARED NONE
BIO RAD LABS INC CL A	CL A	090572207	1,840	17,515	SH	Sole	01	17,515	
BLACKROCK INC COM	COM	09247X101	753	3,645	SH	Sole	01	3,645	
BOEING CO COM	COM	097023105	2,622	34,789	SH	Sole	01	34,789	
BRIGGS & STRATTON CORP COM	COM	109043109	0	12	SH	Sole	01	12	
BROOKFIELD ASSET MANAGEMENT INC	COM	112585104	7,196	196,337	SH	Sole		196,337	
BROOKFIELD ASSET MANAGEMENT INC	COM	112900105	5,411	318,104	SH	Sole		318,104	
BROOKFIELD OFFICE PROPERTIES CANADA	COM	112823109	422	14,290	SH	Sole		14,290	
BUCKEYE TECHNOLOGIES INC COM	COM	118255108	521	18,140	SH	Sole	01	18,140	
CAE INC	COM	124765108	3,674	361,930	SH	Sole		361,930	
CAESARSTONE SDOT-YAM LTD ORD SHS	COM	M20598104	775	48,491	SH	Sole	01	48,491	
CAMECO CORP COM	COM	13321L108	548	27,809	SH	Sole	01	27,809	
CANADIAN NATIONAL RAILWAY COMPANY	COM	136375102	9,566	105,112	SH	Sole		105,112	
CANADIAN PACIFIC RAILWAY LTD	COM	13645T100	3,467	34,115	SH	Sole		34,115	
CASH AMER INTL INC COM	COM	14754D100	70	1,768	SH	Sole	01	1,768	
CATAMARAN CORP COM	COM	148887102	8,162	173,295	SH	Sole	01	173,295	
CATERPILLAR INC DEL COM	COM	149123101	1,907	21,283	SH	Sole	01	21,283	
CENOVUS ENERGY INC	COM	15135U109	7,071	210,828	SH	Sole		210,828	
CERNER CORP COM	COM	156782104	4,382	56,538	SH	Sole	01	56,538	
CHECK POINT SOFTWARE TECH LT ORD	COM	M22465104	758	15,915	SH	Sole	01	15,915	
CHICAGO BRIDGE & IRON CO N V N Y REGISTRY SH	COM	167250109	861	18,566	SH	Sole	01	18,566	
CHURCH & DWIGHT INC COM	COM	171340102	1,868	34,869	SH	Sole	01	34,869	
CITIGROUP INC COM NEW	COM	172967424	1,544	39,022	SH	Sole	01	39,022	
CITRIX SYS INC COM	COM	177376100	1,204	18,349	SH	Sole	01	18,349	
CLAYMORE EXCHANGE TRD FD TR GUGG CHN SML CAP	COM	18383Q853	7,576	315,816	SH	Sole	01	315,816	
CMS ENERGY CORP COM	COM	125896100	388	15,903	SH	Sole	01	15,903	
COCA COLA CO COM	COM	191216100	7,886	217,534	SH	Sole	01	217,534	
COMERICA INC COM	COM	200340107	4,120	135,805	SH	Sole	01	135,805	
COMPANHIA DE BEBIDAS DAS AME SPON ADR PFD	SPONSORED ADR	20441W203	1,053	25,086	SH	Sole	01	25,086	
COMPANHIA PARANAENSE ENERG C SPON ADR PFD	SPONSORED ADR	20441B407	502	32,676	SH	Sole	01	32,676	
CONAGRA FOODS INC COM	COM	205887102	2,516	85,276	SH	Sole	01	85,276	
CORNING INC COM	COM	219350105	0	17	SH	Sole	01	17	
COTT CORPORATION	COM	22163N106	166	20,630	SH	Sole		20,630	
COVANTA HLDG CORP COM	COM	22282E102	1,062	57,678	SH	Sole	01	57,678	
CRACKER BARREL OLD CTRY STOR COM	COM	22410J106	704	10,957	SH	Sole	01	10,957	
CREDICORP LTD COM	COM	G2519Y108	1,179	8,047	SH	Sole	01	8,047	
CUMMINS INC COM	COM	231021106	1,697	15,659	SH	Sole	01	15,659	
CYPRESS SEMICONDUCTOR CORP COM	COM	232806109	2,029	187,154	SH	Sole	01	187,154	
DANAHER CORP DEL COM	COM	235851102	5,560	99,469	SH	Sole	01	99,469	
DIEBOLD INC COM	COM	253651103	2,680	87,554	SH	Sole	01	87,554	
DIME CMNTY BANCSHARES COM	COM	253922108	504	36,293	SH	Sole	01	36,293	
DOW CHEM CO COM	COM	260543103	2,136	66,065	SH	Sole	01	66,065	

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								SOLE	SHARED NONE
DRIL-QUIP INC COM	COM	262037104	1,574	21,553	SH	Sole	01	21,553	
DU PONT E I DE NEMOURS & CO COM	COM	263534109	4,382	97,427	SH	Sole	01	97,427	
E M C CORP MASS COM	COM	268648102	3,538	139,832	SH	Sole	01	139,832	
EAST WEST BANCORP INC COM	COM	27579R104	3,153	146,716	SH	Sole	01	146,716	
EATON CORP PLC SHS ADDED	COM	G29183103	2,576	47,550	SH	Sole	01	47,550	
EBAY INC COM	COM	278642103	3,094	60,675	SH	Sole	01	60,675	
ECOPETROL S A SPONSORED ADS	SPONSORED ADR	279158109	1,019	17,073	SH	Sole	01	17,073	
EDISON INTL COM	COM	281020107	396	8,774	SH	Sole	01	8,774	
ELAN PLC ADR	ADR	284131208	479	46,958	SH	Sole	01	46,958	
EMERSON ELEC CO COM	COM	291011104	2,508	47,363	SH	Sole	01	47,363	
ENBRIDGE INC	COM	29250N105	4,237	97,816	SH	Sole	01	97,816	
ENCANA CORPORATION	COM	292505104	4,321	218,678	SH	Sole	01	218,678	
ENCORE CAP GROUP INC COM	COM	292554102	841	27,475	SH	Sole	01	27,475	
ENDO HEALTH SOLUTIONS INC COM	COM	29264F205	1,809	68,976	SH	Sole	01	68,976	
ENPRO INDS INC COM	COM	29355X107	551	13,480	SH	Sole	01	13,480	
ENERGY CORP NEW COM	COM	29364G103	346	5,433	SH	Sole	01	5,433	
EPL OIL & GAS INC COM	COM	26883D108	127	5,623	SH	Sole	01	5,623	
EQUINIX INC COM NEW	COM	29444U502	2,426	11,763	SH	Sole	01	11,763	
ERICSSON ADR B SEK 10	COM	294821608	1,190	117,775	SH	Sole	01	117,775	
EXELIS INC COM	COM	30162A108	0	26	SH	Sole	01	26	
EXELON CORP COM	COM	30161N101	1,857	62,452	SH	Sole	01	62,452	
EXXON MOBIL CORP	COM	453038408	796	18,517	SH	Sole	01	18,517	
EXXON MOBIL CORP COM	COM	30231G102	6,466	74,710	SH	Sole	01	74,710	
FIRST INTST BANCSYSTEM INC COM CL A	CL A	32055Y201	654	42,369	SH	Sole	01	42,369	
FIRST TR EXCHANGE TRADED FD INDL S PROD DUR	ETF	33734X150	1,700	87,507	SH	Sole	01	87,507	
FIRST TR EXCHANGE TRADED FD TECH ALPHADEX	ETF	33734X176	1,304	60,131	SH	Sole	01	60,131	
FIRSTENERGY CORP COM	COM	337932107	262	6,278	SH	Sole	01	6,278	
FOMENTO ECONOMICO MEXICANO S SPON ADR UNITS	SPONSORED ADR	344419106	1,337	13,282	SH	Sole	01	13,282	
FOOT LOCKER INC COM	COM	344849104	2,838	88,353	SH	Sole	01	88,353	
FORTINET INC COM	COM	34959E109	5,052	240,327	SH	Sole	01	240,327	
FRANCO-NEVADA MINING CORPORATION LIMITED	COM	351858105	357	6,239	SH	Sole	01	6,239	
GAP INC DEL COM	COM	364760108	2,119	68,272	SH	Sole	01	68,272	
GENERAL DYNAMICS CORP COM	COM	369550108	4,183	60,390	SH	Sole	01	60,390	
GENERAL ELECTRIC CO COM	COM	369604103	2,353	112,097	SH	Sole	01	112,097	
GENTEX CORP COM	COM	371901109	1,370	72,686	SH	Sole	01	72,686	
GILEAD SCIENCES INC COM	COM	375558103	2,898	39,454	SH	Sole	01	39,454	
GOLAR LNG LTD BERMUDA SHS	COM	G9456A100	1	26	SH	Sole	01	26	
GOLDCORP INC	COM	380956409	188	5,132	SH	Sole	01	5,132	
GRAINGER W W INC COM	COM	384802104	347	1,713	SH	Sole	01	1,713	
GREAT PLAINS ENERGY INC COM	COM	391164100	1,419	69,891	SH	Sole	01	69,891	
GRIFOLS S A SP ADR REP B NVT	SPONSORED ADR	398438408	1,813	69,924	SH	Sole	01	69,924	
GROUPE CGI INC CL A SUB VTG	CL A	39945C109	2,267	97,992	SH	Sole	01	97,992	
GT ADVANCED TECHNOLOGIES INC COM	COM	36191U106	209	69,091	SH	Sole	01	69,091	
GULFPORT ENERGY CORP COM NEW	COM	402635304	146	3,808	SH	Sole	01	3,808	

COLUMN 1 NAME OF ISSUER	COLUMN 2 TITLE OF CLASS	COLUMN 3 CUSIP	COLUMN 4 VALUE (x\$1000)	COLUMN 5 SHRS OR PRN AMT	SH/ PUT/ CALL	COLUMN 6 INVESTMENT DISCRETION	COLUMN 7 OTHER MANAGERS	COLUMN 8 VOTING AUTHORITY	
								SOLE	SHARED NONE
HALLIBURTON CO COM	COM	406216101	2,403	69,279	SH	Sole	01	69,279	
HANGER INC COM NEW	COM	41043F208	780	28,500	SH	Sole	01	28,500	
HDFC BANK LTD ADR REPS 3 SHS	ADR	40415F101	1,246	30,592	SH	Sole	01	30,592	
HEINZ H J CO COM	COM	423074103	2,456	42,584	SH	Sole	01	42,584	
HELEN OF TROY CORP LTD COM	COM	G4388N106	591	17,698	SH	Sole	01	17,698	
HESS CORP COM	COM	42809H107	2,031	38,349	SH	Sole	01	38,349	
HMS HLDGS CORP COM	COM	40425J101	2,834	109,331	SH	Sole	01	109,331	
HOSPIRA INC COM	COM	441060100	1,844	59,023	SH	Sole	01	59,023	
ILLINOIS TOOL WKS INC COM	COM	452308109	292	4,807	SH	Sole	01	4,807	
IMAX CORP COM	COM	45245E109	846	37,625	SH	Sole	01	37,625	
INSIGHT ENTERPRISES INC COM	COM	45765U103	508	29,248	SH	Sole	01	29,248	
INSPERITY INC COM	COM	45778Q107	675	20,744	SH	Sole	01	20,744	
INTERCONTINENTAL HTLS GRP PL SPON ADR NEW 12 ADDED	SPONSORED ADR	45857P400	1,629	58,552	SH	Sole	01	58,552	
INTERFACE, INC.	COM	85472N109	2,639	65,815	SH	Sole		65,815	
INTERNATIONAL BUSINESS MACHS COM	COM	459200101	8,099	42,280	SH	Sole	01	42,280	
INTERXION HOLDING N.V SHS	COM	N47279109	841	35,398	SH	Sole	01	35,398	
ISHARES INC MSCI CDA INDEX	ETF	464286509	15,646	550,916	SH	Sole	01	550,916	
ISHARES INC MSCI CHILE INVES	ETF	464286640	4,988	78,873	SH	Sole	01	78,873	
ISHARES INC MSCI JAPAN	ETF	464286848	24,347	2,497,104	SH	Sole	01	2,497,104	
ISHARES INC MSCI PAC J IDX	ETF	464286665	7,000	148,490	SH	Sole	01	148,490	
ISHARES INC MSCI SWITZERLD	ETF	464286749	12,113	451,981	SH	Sole	01	451,981	
ISHARES TR AGENCY BD FD	ETF	464288166	16,588	146,410	SH	Sole	01	146,410	
ISHARES TR BARCLYS 10-20YR	ETF	464288653	332	2,461	SH	Sole	01	2,461	
ISHARES TR BARCLYS 1-3 YR	ETF	464287457	18,961	224,607	SH	Sole	01	224,607	
ISHARES TR BARCLYS 1-3YR CR	ETF	464288646	10,363	98,247	SH	Sole	01	98,247	
ISHARES TR BARCLYS 20+ YR	ETF	464287432	58,453	482,367	SH	Sole	01	482,367	
ISHARES TR BARCLYS 3-7 YR	ETF	464288661	1,918	15,564	SH	Sole	01	15,564	
ISHARES TR BARCLYS 7-10 YR	ETF	464287440	42,189	392,494	SH	Sole	01	392,494	
ISHARES TR BARCLYS CR BD	ETF	464288620	78,625	694,816	SH	Sole	01	694,816	
ISHARES TR BARCLYS MBS BD	ETF	464288588	49,982	462,836	SH	Sole	01	462,836	
ISHARES TR BARCLYS SH TREA	ETF	464288679	15,693	142,325	SH	Sole	01	142,325	
ISHARES TR BARCLYS TIPS BD	ETF	464287176	37,731	310,770	SH	Sole	01	310,770	
ISHARES TR BRC 0-5 YR TIP	ETF	46429B747	7,297	70,793	SH	Sole	01	70,793	
ISHARES TR CORE S&P MCP ETF	ETF	464287507	49	483	SH	Sole	01	483	
ISHARES TR CORE S&P500 ETF	ETF	464287200	3	18	SH	Sole	01	18	
ISHARES TR CORE TOTUSBDF ETF	ETF	464287226	43,665	393,096	SH	Sole	01	393,096	
ISHARES TR DJ HOME CONSTN	ETF	464288752	64,262	3,036,978	SH	Sole	01	3,036,978	
ISHARES TR DJ INTL SEL DIVD	ETF	464288448	2,648	78,633	SH	Sole	01	78,633	
ISHARES TR DJ SEL DIV INX	ETF	464287168	5,204	90,918	SH	Sole	01	90,918	
ISHARES TR DJ US ENERGY	ETF	464287796	11,121	272,295	SH	Sole	01	272,295	
ISHARES TR DJ US FINL SEC	ETF	464287788	11,532	189,990	SH	Sole	01	189,990	
ISHARES TR DJ US HEALTHCR	ETF	464287762	11,566	138,504	SH	Sole	01	138,504	
ISHARES TR DJ US INDUSTRIAL	ETF	464287754	11,636	158,677	SH	Sole	01	158,677	
ISHARES TR DJ US REAL EST	ETF	464287739	141,534	2,188,551	SH	Sole	01	2,188,551	
ISHARES TR DJ US TECH SEC	ETF	464287721	9,949	140,685	SH	Sole	01	140,685	
ISHARES TR DJ US TELECOMM	ETF	464287713	1,993	82,137	SH	Sole	01	82,137	
ISHARES TR DJ US UTILS	ETF	464287697	11,529	133,495	SH	Sole	01	133,495	
ISHARES TR FLTG RATE NT	ETF	46429B655	24,610	486,462	SH	Sole	01	486,462	
ISHARES TR HIGH YLD CORP	ETF	464288513	20,028	214,552	SH	Sole	01	214,552	

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								SOLE	SHARED NONE
ISHARES TR IBOXX INV CPBD	ETF	464287242	13,712	113,331	SH	Sole	01	113,331	
ISHARES TR JPMORGAN USD	ETF	464288281	19,512	158,902	SH	Sole	01	158,902	
ISHARES TR LRGE GRW INDX	ETF	464287119	757	9,900	SH	Sole	01	9,900	
ISHARES TR MSCI ACWI EX	ETF	464288240	18,789	448,648	SH	Sole	01	448,648	
ISHARES TR MSCI ACWI INDX	ETF	464288257	4,910	102,123	SH	Sole	01	102,123	
ISHARES TR MSCI EAFE INDEX	ETF	464287465	55,771	980,840	SH	Sole	01	980,840	
ISHARES TR MSCI EMERG MKT	ETF	464287234	74,276	1,674,762	SH	Sole	01	1,674,762	
ISHARES TR MSCI GRW IDX	ETF	464288885	4,639	77,261	SH	Sole	01	77,261	
ISHARES TR MSCI SMALL CAP	ETF	464288273	2	49	SH	Sole	01	49	
ISHARES TR MSCI VAL IDX	ETF	464288877	4,628	95,148	SH	Sole	01	95,148	
ISHARES TR RUSL 2000 GROW	ETF	464287648	19	201	SH	Sole	01	201	
ISHARES TR RUSL 2000 VALU	ETF	464287630	80	1,054	SH	Sole	01	1,054	
ISHARES TR RUSSELL 1000	ETF	464287622	589	7,443	SH	Sole	01	7,443	
ISHARES TR RUSSELL 2000	ETF	464287655	48	575	SH	Sole	01	575	
ISHARES TR RUSSELL1000GRW	ETF	464287614	226	3,448	SH	Sole	01	3,448	
ISHARES TR RUSSELL1000VAL	ETF	464287598	3,364	46,193	SH	Sole	01	46,193	
ISHARES TR S&P 500 VALUE	ETF	464287408	20	294	SH	Sole	01	294	
ISHARES TR S&P CAL AMTFR MN	ETF	464288356	17	150	SH	Sole	01	150	
ISHARES TR S&P GL UTILITI	ETF	464288711	2,901	70,369	SH	Sole	01	70,369	
ISHARES TR S&P GLO INFRAS	ETF	464288372	5,357	150,016	SH	Sole	01	150,016	
ISHARES TR S&P INDIA 50	ETF	464289529	1,251	50,207	SH	Sole	01	50,207	
ISHARES TR S&P MC 400 GRW	ETF	464287606	20	172	SH	Sole	01	172	
ISHARES TR S&P MIDCP VALU	ETF	464287705	10	115	SH	Sole	01	115	
ISHARES TR S&P NTL AMTFREE	ETF	464288414	5,119	46,266	SH	Sole	01	46,266	
ISHARES TR S&P500 GRW	ETF	464287309	57	751	SH	Sole	01	751	
ISHARES TR US PFD STK IDX	ETF	464288687	3,627	91,544	SH	Sole	01	91,544	
ITC HLDGS CORP COM	COM	465685105	249	3,235	SH	Sole	01	3,235	
JOHNSON & JOHNSON COM	COM	478160104	358	5,105	SH	Sole	01	5,105	
JOHNSON CTLS INC COM	COM	478366107	375	12,216	SH	Sole	01	12,216	
JOY GLOBAL INC COM	COM	481165108	1,896	29,726	SH	Sole	01	29,726	
JPMORGAN CHASE & CO COM	COM	46625H100	4,748	107,986	SH	Sole	01	107,986	
KELLY SVCS INC CL A	CL A	488152208	649	41,239	SH	Sole	01	41,239	
KLA-TENCOR CORP COM	COM	482480100	672	14,060	SH	Sole	01	14,060	
KONINKLIJKE PHILIPS ELECTRS NY REG SH NEW	COM	500472303	754	28,419	SH	Sole	01	28,419	
KOPPERS HOLDINGS INC COM	COM	50060P106	622	16,299	SH	Sole	01	16,299	
LAKELAND FINL CORP COM	COM	511656100	617	23,891	SH	Sole	01	23,891	
LENNAR CORP CL A	CL A	526057104	3,153	81,543	SH	Sole	01	81,543	
LKQ CORP COM	COM	501889208	3,644	172,680	SH	Sole	01	172,680	
LTC PPTYS INC COM	COM	502175102	610	17,332	SH	Sole	01	17,332	
LUXOTTICA GROUP S P A SPONSORED ADR	ADR	55068R202	1	27	SH	Sole	01	27	
MADDEN STEVEN LTD COM	COM	556269108	2	39	SH	Sole	01	39	
MAGNA INTERNATIONAL INC.	COM	559222401	3,569	71,350	SH	Sole	01	71,350	
MAINSOURCE FINANCIAL GP INC COM	COM	56062Y102	87	6,893	SH	Sole	01	6,893	
MARKET VECTORS ETF TR MV STEEL INDEX	ETF	57060U308	5,595	114,920	SH	Sole	01	114,920	
MARKET VECTORS ETF TR UNCVTL OIL GAS	ETF	57060U159	2,989	131,323	SH	Sole	01	131,323	
MARSH & MCLENNAN COS INC COM	COM	571748102	5,960	172,892	SH	Sole	01	172,892	
MCDONALDS CORP COM	COM	580135101	7,816	88,604	SH	Sole	01	88,604	

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
MEDASSETS INC COM	COM	584045108	813	48,491	SH		Sole	01	48,491
MEDICAL PPTYS TRUST INC COM	COM	58463J304	710	59,324	SH		Sole	01	59,324
MEDTRONIC INC COM	COM	585055106	2,282	55,627	SH		Sole	01	55,627
MELCO CROWN ENTMT LTD ADR	ADR	585464100	2,018	119,843	SH		Sole	01	119,843
MICROSOFT CORP COM	COM	594918104	8,317	311,398	SH		Sole	01	311,398
MTS SYS CORP COM	COM	553777103	624	12,261	SH		Sole	01	12,261
MYR GROUP INC DEL COM	COM	55405W104	85	3,835	SH		Sole	01	3,835
NATIONAL GRID PLC SPON ADR NEW	SPONSORED ADR	636274300	3,616	62,952	SH		Sole	01	62,952
NATIONAL OILWELL VARCO INC COM	COM	637071101	2,546	37,256	SH		Sole	01	37,256
NEWTEK BUSINESS SERVICES INC.	COM	652526104	56	30,000	SH		Sole	01	30,000
NEXTERA ENERGY INC COM	COM	65339F101	2,692	38,909	SH		Sole	01	38,909
NISOURCE INC COM	COM	65473P105	679	27,291	SH		Sole	01	27,291
NOKIA CORP SPONSORED ADR	SPONSORED ADR	654902204	1,140	288,555	SH		Sole	01	288,555
NORDSTROM INC COM	COM	655664100	2,787	52,093	SH		Sole	01	52,093
NOVO-NORDISK A S ADR	SPONSORED ADR	670100205	673	4,122	SH		Sole	01	4,122
NRG ENERGY INC COM NEW	COM	629377508	127	5,533	SH		Sole	01	5,533
NV ENERGY INC COM	COM	67073Y106	501	27,596	SH		Sole	01	27,596
OCCIDENTAL PETE CORP DEL COM	COM	674599105	3,331	43,486	SH		Sole	01	43,486
OPEN TEXT CORP COM	COM	683715106	1,122	20,078	SH		Sole	01	20,078
ORACLE CORP COM	COM	68389X105	5,671	170,213	SH		Sole	01	170,213
ORIX CORP SPONSORED ADR	SPONSORED ADR	686330101	573	10,120	SH		Sole	01	10,120
PACWEST BANCORP DEL COM	COM	695263103	84	3,373	SH		Sole	01	3,373
PENNEY J C INC COM	COM	708160106	1,227	62,271	SH		Sole	01	62,271
PERRIGO CO COM	COM	714290103	1,794	17,242	SH		Sole	01	17,242
PETROLEO BRASILEIRO SA PETRO SPONSORED ADR	SPONSORED ADR	71654V408	0	2	SH		Sole	01	2
PFIZER INC COM	COM	717081103	3,321	132,426	SH		Sole	01	132,426
PG&E CORP COM	COM	69331C108	2,241	55,775	SH		Sole	01	55,775
PHILIP MORRIS INTL INC COM	COM	718172109	6,958	83,186	SH		Sole	01	83,186
PHILIPPINE LONG DISTANCE TEL SPONSORED ADR	SPONSORED ADR	718252604	1,030	16,803	SH		Sole	01	16,803
PIMCO ETF TR 1-5 US TIP IDX	ETF	72201R205	172	3,187	SH		Sole	01	3,187
PIONEER NAT RES CO COM	COM	723787107	4,085	38,325	SH		Sole	01	38,325
POLARIS INDS INC COM	COM	731068102	1,875	22,280	SH		Sole	01	22,280
POWERSHARES ETF TRUST DYN PHRMA PORT	ETF	73935X799	2,066	59,836	SH		Sole	01	59,836
POWERSHARES ETF TRUST ENERGY SEC POR	ETF	73935X385	2,046	47,713	SH		Sole	01	47,713
POWERSHARES ETF TRUST II INTL CORP BOND	ETF	73936Q835	1,201	40,545	SH		Sole	01	40,545
POWERSHARES ETF TRUST II SENIOR LN PORT	ETF	73936Q769	2,550	102,085	SH		Sole	01	102,085
POWERSHARES ETF TRUST ZACKS MC PRTFL	ETF	73935X740	32	2,663	SH		Sole	01	2,663
POWERSHARES GLOBAL ETF TRUST ASIA PAC EX-JP	ETF	73936T854	2,791	48,825	SH		Sole	01	48,825
POWERSHARES GLOBAL ETF TRUST I-30 LAD TREAS	ETF	73936T524	559	17,139	SH		Sole	01	17,139
POWERSHARES GLOBAL ETF TRUST INSUR NATL MUN	ETF	73936T474	9,616	373,449	SH		Sole	01	373,449

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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
POWERSHS DB MULTI SECT COMM DB BASE METALS	ETF	73936B705	314	16,265	SH	Sole	01	16,265	
POWERSHS DB MULTI SECT COMM DB ENERGY FUND	ETF	73936B101	715	25,587	SH	Sole	01	25,587	
POWERSHS DB MULTI SECT COMM DB GOLD FUND	ETF	73936B606	1,216	21,200	SH	Sole	01	21,200	
POWERSHS DB MULTI SECT COMM DB PREC MTLs	ETF	73936B200	2,592	45,406	SH	Sole	01	45,406	
POWERSHS DB MULTI SECT COMM PS DB AGRICUL FD	ETF	73936B408	2,415	86,418	SH	Sole	01	86,418	
PPL CORP COM	COM	69351T106	2,990	104,447	SH	Sole	01	104,447	
PRAXAIR INC COM	COM	74005P104	2,828	25,842	SH	Sole	01	25,842	
PRETIUM RES INC COM	COM	74139C102	959	72,596	SH	Sole	01	72,596	
PRIVATEBANCORP INC COM	COM	742962103	1,075	70,190	SH	Sole	01	70,190	
PROCTER & GAMBLE CO COM	COM	742718109	5,561	81,907	SH	Sole	01	81,907	
PROSHARES TR PSHS ULPROSH NEW	ETF	74348A632	0	5	SH	Sole	01	5	
PRUDENTIAL FINL INC COM	COM	744320102	5	100	SH	Sole	01	100	
PRUDENTIAL PLC ADR	ADR	74435K204	1,426	49,935	SH	Sole	01	49,935	
QUAKER CHEM CORP COM	COM	747316107	800	14,859	SH	Sole	01	14,859	
QUALCOMM INC COM	COM	747525103	3,537	57,185	SH	Sole	01	57,185	
RALCORP HLDGS INC NEW COM	COM	751028101	0	4	SH	Sole	01	4	
RAMCO-GERSHENSON PPTYS TR COM SH BEN INT	COM	751452202	600	45,096	SH	Sole	01	45,096	
RED HAT INC COM	COM	756577102	1	10	SH	Sole	01	10	
RITCHIE BROS AUCTIONEERS INC	COM	767744105	4,089	195,733	SH	Sole		195,733	
ROCKWOOD HLDGS INC COM	COM	774415103	1,702	34,406	SH	Sole	01	34,406	
ROGERS COMMUNICATIONS INC.	COM	775109200	13,612	299,034	SH	Sole		299,034	
ROPER INDS INC NEW COM	COM	776696106	4,256	38,178	SH	Sole	01	38,178	
ROSS STORES INC COM	COM	778296103	2,959	54,708	SH	Sole	01	54,708	
ROYAL BANK OF CANADA	COM	780087102	5,492	91,074	SH	Sole		91,074	
ROYAL DUTCH SHELL PLC SPONS ADR A	SPONSORED ADR	780259206	738	10,704	SH	Sole	01	10,704	
RYDEX ETF TRUST GUG S&P500 EQ WT	ETF	78355W106	43,355	813,103	SH	Sole	01	813,103	
SANOFI SPONSORED ADR	ADR	80105N105	391	8,252	SH	Sole	01	8,252	
SAP AG SPON ADR	SPONSORED ADR	803054204	1,629	20,263	SH	Sole	01	20,263	
SASOL LTD SPONSORED ADR	SPONSORED ADR	803866300	936	21,631	SH	Sole	01	21,631	
SCBT FINANCIAL CORP COM	COM	78401V102	96	2,401	SH	Sole	01	2,401	
SCHLUMBERGER LTD COM	COM	806857108	1,855	26,766	SH	Sole	01	26,766	
SELECT SECTOR SPDR TR SBI CONS DISCR	ETF	81369Y407	15,672	330,360	SH	Sole	01	330,360	
SELECT SECTOR SPDR TR SBI CONS STPLS	ETF	81369Y308	15,464	443,103	SH	Sole	01	443,103	
SELECT SECTOR SPDR TR SBI HEALTHCARE	ETF	81369Y209	3,573	89,592	SH	Sole	01	89,592	
SELECT SECTOR SPDR TR SBI INT-ENERGY	ETF	81369Y506	3,804	53,261	SH	Sole	01	53,261	
SELECT SECTOR SPDR TR SBI INT-FINL	ETF	81369Y605	33,498	2,043,817	SH	Sole	01	2,043,817	
SELECT SECTOR SPDR TR SBI INT-INDS	ETF	81369Y704	29,536	779,311	SH	Sole	01	779,311	

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								SOLE	SHARED NONE
SELECT SECTOR SPDR TR SBI INT-UTILS	ETF	81369Y886	2,933	83,987	SH	Sole	01	83,987	
SELECT SECTOR SPDR TR SBI MATERIALS	ETF	81369Y100	11,745	312,878	SH	Sole	01	312,878	
SELECT SECTOR SPDR TR TECHNOLOGY	ETF	81369Y803	1,236	42,841	SH	Sole	01	42,841	
SEMPRA ENERGY COM	COM	816851109	1,569	22,118	SH	Sole	01	22,118	
SHAW COMMUNICATIONS INC CL B CONV	CL B	82028K200	831	36,180	SH	Sole	01	36,180	
SHAW COMMUNICATIONS INC.	COM	82028K200	11,836	515,045	SH	Sole		515,045	
SKYWORKS SOLUTIONS INC COM	COM	83088M102	2,682	132,096	SH	Sole	01	132,096	
SOCIEDAD QUIMICA MINERA DE C SPON ADR SER B	SPONSORED ADR	833635105	1,025	17,788	SH	Sole	01	17,788	
SODASTREAM INTERNATIONAL LTD USD SHS	COM	M9068E105	2,464	54,880	SH	Sole	01	54,880	
SONIC AUTOMOTIVE INC CL A	CL A	83545G102	733	35,099	SH	Sole	01	35,099	
SOUTHERN CO COM	COM	842587107	994	23,216	SH	Sole	01	23,216	
SPDR DOW JONES INDL AVRG ETF UT SER 1	ETF	78467X109	2	16	SH	Sole	01	16	
SPDR GOLD TRUST GOLD SHS	ETF	78463V107	6,683	41,245	SH	Sole	01	41,245	
SPDR INDEX SHS FDS ASIA PACIF ETF	ETF	78463X301	8,740	112,783	SH	Sole	01	112,783	
SPDR INDEX SHS FDS DJ INTL RL ETF	ETF	78463X863	4,859	117,504	SH	Sole	01	117,504	
SPDR INDEX SHS FDS EMERG MKTS ETF	ETF	78463X509	9,203	136,914	SH	Sole	01	136,914	
SPDR INDEX SHS FDS EURO STOXX 50	ETF	78463X202	9,995	288,385	SH	Sole	01	288,385	
SPDR INDEX SHS FDS S&P CHINA ETF	ETF	78463X400	14,078	190,014	SH	Sole	01	190,014	
SPDR INDEX SHS FDS S&P INTL ETF	ETF	78463X772	14,682	305,181	SH	Sole	01	305,181	
SPDR INDEX SHS FDS S&P INTL SMLCP	ETF	78463X871	7,127	250,496	SH	Sole	01	250,496	
SPDR INDEX SHS FDS S&P WRLD EX US	ETF	78463X889	32,695	1,290,773	SH	Sole	01	1,290,773	
SPDR S&P 500 ETF TR TR UNIT	ETF	78462F103	168,932	1,186,241	SH	Sole	01	1,186,241	
SPDR S&P MIDCAP 400 ETF TR UTSER1 S&PDCRP	ETF	78467Y107	64,761	348,722	SH	Sole	01	348,722	
SPDR SER TR SHT TRM HGH YLD	ETF	78468R408	3,831	125,392	SH	Sole	01	125,392	
SPDR SERIES TRUST BARCLYS TIPS ETF	ETF	78464A656	12,239	201,572	SH	Sole	01	201,572	
SPDR SERIES TRUST BRC CNV SECS ETF	ETF	78464A359	1,372	34,040	SH	Sole	01	34,040	
SPDR SERIES TRUST BRC HGH YLD BD	ETF	78464A417	54,942	1,349,597	SH	Sole	01	1,349,597	
SPDR SERIES TRUST BRCLYS 1-3MT ETF	ETF	78464A680	48,301	1,054,372	SH	Sole	01	1,054,372	
SPDR SERIES TRUST BRCLYS AGG ETF	ETF	78464A649	41,456	705,389	SH	Sole	01	705,389	
SPDR SERIES TRUST BRCLYS INTL ETF	ETF	78464A516	1,456	23,870	SH	Sole	01	23,870	
SPDR SERIES TRUST DB INT GVT ETF	ETF	78464A490	1,302	20,496	SH	Sole	01	20,496	
SPDR SERIES TRUST DJ REIT ETF	ETF	78464A607	18,033	247,134	SH	Sole	01	247,134	
SPDR SERIES TRUST NUVN BR SHT MUNI	ETF	78464A425	16,427	675,727	SH	Sole	01	675,727	

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				SHRS OR PRN AMT	SH/ PRN	PUT/ CALL			SOLE	SHARED NONE
SPDR SERIES TRUST NUVN BRCLY MUNI	ETF	78464A458	14,231	587,094	SH		Sole	01	587,094	
SPDR SERIES TRUST S&P 600 SML CAP	ETF	78464A813	11,957	159,194	SH		Sole	01	159,194	
SPDR SERIES TRUST S&P DIVID ETF	ETF	78464A763	19,097	328,358	SH		Sole	01	328,358	
SPDR SERIES TRUST S&P HOMEBUILD	ETF	78464A888	1	56	SH		Sole	01	56	
SPDR SERIES TRUST SHRT INTL ETF	ETF	78464A334	1,646	44,920	SH		Sole	01	44,920	
STRYKER CORP COM	COM	863667101	253	4,612	SH		Sole	01	4,612	
SUN CMNTYS INC COM	COM	866674104	501	12,562	SH		Sole	01	12,562	
SUNTRUST BKS INC COM	COM	867914103	2,614	92,220	SH		Sole	01	92,220	
SUPERIOR ENERGY SVCS INC COM	COM	868157108	1,560	75,277	SH		Sole	01	75,277	
SWIFT ENERGY CO COM	COM	870738101	293	19,012	SH		Sole	01	19,012	
SYNGENTA AG SPONSORED ADR	SPONSORED ADR	87160A100	903	11,172	SH		Sole	01	11,172	
SYNNEX CORP COM	COM	87162W100	79	2,285	SH		Sole	01	2,285	
TAIWAN SEMICONDUCTOR MFG LTD										
SPONSORED ADR	SPONSORED ADR	874039100	1,179	68,693	SH		Sole	01	68,693	
TAL INTL GROUP INC COM	COM	874083108	621	17,057	SH		Sole	01	17,057	
TARGET CORP COM	COM	87612E106	1	14	SH		Sole	01	14	
TATA MTRS LTD SPONSORED ADR	SPONSORED ADR	876568502	1,141	39,735	SH		Sole	01	39,735	
TE CONNECTIVITY LTD REG SHS	COM	H84989104	2,313	62,314	SH		Sole	01	62,314	
TELUS CORPORATION	COM	87971M202	11,914	182,902	SH		Sole		182,902	
TEVA PHARMACEUTICAL INDS LTD ADR	ADR	881624209	1,798	48,154	SH		Sole	01	48,154	
THOMSON REUTERS CORPORATION	COM	884903105	6,752	232,364	SH		Sole		232,364	
TIM HORTONS INC	COM	88706M103	5,904	120,056	SH		Sole		120,056	
TIME WARNER INC COM NEW	COM	887317303	2,970	62,087	SH		Sole	01	62,087	
TORONTO-DOMINION BANK/THE	COM	891160509	5,601	66,418	SH		Sole		66,418	
TOYOTA MOTOR CORP SP ADR REP2COM	COM	892331307	2,345	25,144	SH		Sole	01	25,144	
TRANSALTA CORPORATION	COM	89346D107	1,518	99,628	SH		Sole		99,628	
TRANSCANADA CORPORATION	COM	89353D107	4,562	96,407	SH		Sole		96,407	
TREEHOUSE FOODS INC COM	COM	89469A104	2,982	57,200	SH		Sole	01	57,200	
TRIUMPH GROUP INC NEW COM	COM	896818101	6,305	96,550	SH		Sole	01	96,550	
TUPPERWARE BRANDS CORP COM	COM	899896104	3,136	48,919	SH		Sole	01	48,919	
UGI CORP NEW COM	COM	902681105	1,925	58,840	SH		Sole	01	58,840	
UMPQUA HLDGS CORP COM	COM	904214103	538	45,668	SH		Sole	01	45,668	
UNITED TECHNOLOGIES CORP COM	COM	913017109	5,258	64,112	SH		Sole	01	64,112	
VANGUARD BD INDEX FD INC INTERMED TERM	ETF	921937819	1,140	12,913	SH		Sole	01	12,913	
VANGUARD BD INDEX FD INC LONG TERM BOND	ETF	921937793	5,238	55,798	SH		Sole	01	55,798	
VANGUARD BD INDEX FD INC SHORT TRM BOND	ETF	921937827	33,918	418,794	SH		Sole	01	418,794	
VANGUARD BD INDEX FD INC TOTAL BND MRKT	ETF	921937835	97,722	1,162,939	SH		Sole	01	1,162,939	
VANGUARD INDEX FDS GROWTH ETF	ETF	922908736	33,296	467,770	SH		Sole	01	467,770	
VANGUARD INDEX FDS LARGE CAP ETF	ETF	922908637	57	877	SH		Sole	01	877	
VANGUARD INDEX FDS REIT ETF	ETF	922908553	7,205	109,495	SH		Sole	01	109,495	
VANGUARD INDEX FDS SM CP VAL ETF	ETF	922908611	11,712	161,217	SH		Sole	01	161,217	

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									SOLE	SHARED NONE
VANGUARD INDEX FDS SMALL CP ETF	ETF	922908751	22	273	SH		Sole	01	273	
VANGUARD INDEX FDS SML CP GRW ETF	ETF	922908595	19,780	222,173	SH		Sole	01	222,173	
VANGUARD INDEX FDS TOTAL STK MKT	ETF	922908769	2	28	SH		Sole	01	28	
VANGUARD INDEX FDS VALUE ETF	ETF	922908744	37,042	629,961	SH		Sole	01	629,961	
VANGUARD INTL EQUITY INDEX F ALLWRLD EX US	ETF	922042775	50,067	1,094,368	SH		Sole	01	1,094,368	
VANGUARD INTL EQUITY INDEX F FTSE SMCAP ETF	ETF	922042718	11,795	129,767	SH		Sole	01	129,767	
VANGUARD INTL EQUITY INDEX F GLB EX US ETF	ETF	922042676	2,763	50,210	SH		Sole	01	50,210	
VANGUARD INTL EQUITY INDEX F MSCI EMR MKT ETF	ETF	922042858	33,178	745,067	SH		Sole	01	745,067	
VANGUARD INTL EQUITY INDEX F MSCI EUROPE ETF	ETF	922042874	44,451	910,142	SH		Sole	01	910,142	
VANGUARD INTL EQUITY INDEX F MSCI PAC ETF	ETF	922042866	21,268	398,361	SH		Sole	01	398,361	
VANGUARD SCOTTSDALE FDS INT-TERM CORP	ETF	92206C870	24,684	281,583	SH		Sole	01	281,583	
VANGUARD SCOTTSDALE FDS MORTG-BACK SEC	ETF	92206C771	10,809	207,070	SH		Sole	01	207,070	
VANGUARD TAX MANAGED INTL FD MSCI EAFE ETF	ETF	921943858	9,746	276,627	SH		Sole	01	276,627	
VANGUARD WHITEHALL FDS INC HIGH DIV YLD	ETF	921946406	6,694	135,569	SH		Sole	01	135,569	
VANGUARD WORLD FD EXTENDED DUR	ETF	921910709	44	382	SH		Sole	01	382	
VANGUARD WORLD FD MEGA CAP INDEX	ETF	921910873	58	1,197	SH		Sole	01	1,197	
VERISIGN INC COM	COM	92343E102	1,454	37,447	SH		Sole	01	37,447	
VERIZON COMMUNICATIONS INC COM	COM	92343V104	2,541	58,714	SH		Sole	01	58,714	
VISA INC COM CL A	CL A	92826C839	2,382	15,713	SH		Sole	01	15,713	
WABTEC CORP COM	COM	929740108	6,014	68,699	SH		Sole	01	68,699	
WATERS CORP COM	COM	941848103	4,921	56,485	SH		Sole	01	56,485	
WILLIAMS COS INC DEL COM	COM	969457100	3,167	96,720	SH		Sole	01	96,720	
WILLIAMS SONOMA INC COM	COM	969904101	0	1	SH		Sole	01	1	
WISDOMTREE TRUST ASIA PAC EXJP FD	ETF	97717W828	7,480	108,314	SH		Sole	01	108,314	
WISDOMTREE TRUST AUSTRALIA DIV FD	ETF	97717W810	952	16,374	SH		Sole	01	16,374	
WISDOMTREE TRUST EMERG MKTS ETF	ETF	97717W315	1,126	19,682	SH		Sole	01	19,682	
WISDOMTREE TRUST EQTY INC ETF	ETF	97717W208	6,567	143,383	SH		Sole	01	143,383	
WISDOMTREE TRUST EUROPE SMCP DV	ETF	97717W869	931	22,675	SH		Sole	01	22,675	
WISDOMTREE TRUST FUTRE STRAT FD	ETF	97717W125	299	7,418	SH		Sole	01	7,418	
WISDOMTREE TRUST GLB EX US UTIL	ETF	97717W653	46	2,483	SH		Sole	01	2,483	
WISDOMTREE TRUST JAPN HEDGE EQT	ETF	97717W851	18,040	489,163	SH		Sole	01	489,163	
WISDOMTREE TRUST SMALLCAP DIVID	ETF	97717W604	1,829	35,899	SH		Sole	01	35,899	

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
WPX ENERGY INC COM	COM	98212B103	0	9	SH	Sole	01		9
YAMANA GOLD INC	COM	98462Y100	371	21,536	SH	Sole			21,536
YUM BRANDS INC COM	COM	988498101	5,815	87,576	SH	Sole	01		87,576