

GENWORTH FINANCIAL INC

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

Filed 08/09/11 for the Period Ending 06/30/11

| | |
|-------------|--|
| 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: June 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>August 9, 2011</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: 391 lines

Form 13F Information Table Value Total: 2,045,048

(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 | 7,498 | 79,047 | SH | | Sole | 01 | 79,047 | |
| ABB LTD SPONSORED ADR | SPONSORED ADR | 000375204 | 3,289 | 126,749 | SH | | Sole | 01 | 126,749 | |
| ABBOTT LABS COM | COM | 002824100 | 9,386 | 178,364 | SH | | Sole | 01 | 178,364 | |
| ABERCROMBIE & FITCH CO CL A | CL A | 002896207 | 4,907 | 73,323 | SH | | Sole | 01 | 73,323 | |
| ACACIA RESH CORP ACACIA TCH COM | COM | 003881307 | 5,665 | 154,395 | SH | | Sole | 01 | 154,395 | |
| AES CORP COM | COM | 00130H105 | 2,222 | 174,444 | SH | | Sole | 01 | 174,444 | |
| AETNA INC NEW COM | COM | 00817Y108 | 44 | 1,000 | SH | | Sole | 01 | 1,000 | |
| AFFILIATED MANAGERS GROUP COM | COM | 008252108 | 5,561 | 54,811 | SH | | Sole | 01 | 54,811 | |
| AFLAC INC COM | COM | 001055102 | 12 | 250 | SH | | Sole | 01 | 250 | |
| AIR PRODS & CHEMS INC COM | COM | 009158106 | 2,479 | 25,934 | SH | | Sole | 01 | 25,934 | |
| AKAMAI TECHNOLOGIES INC COM | COM | 00971T101 | 42 | 1,350 | SH | | Sole | 01 | 1,350 | |
| ALBEMARLE CORP COM | COM | 012653101 | 10,658 | 154,011 | SH | | Sole | 01 | 154,011 | |
| ALCOA INC COM | COM | 013817101 | 5,848 | 368,738 | SH | | Sole | 01 | 368,738 | |
| ALEXANDER & BALDWIN INC COM | COM | 014482103 | 4,058 | 84,256 | SH | | Sole | 01 | 84,256 | |
| ALLSTATE CORP COM | COM | 020002101 | 1,219 | 39,939 | SH | | Sole | 01 | 39,939 | |
| AMAZON COM INC COM | COM | 023135106 | 46 | 225 | SH | | Sole | 01 | 225 | |
| AMERICAN AXLE & MFG HLDGS IN COM | COM | 024061103 | 1,855 | 163,025 | SH | | Sole | 01 | 163,025 | |
| AMERICAN ELEC PWR INC COM | COM | 025537101 | 3,519 | 93,388 | SH | | Sole | 01 | 93,388 | |
| AMERICAN EXPRESS CO COM | COM | 025816109 | 0 | 2 | SH | | Sole | 01 | 2 | |
| AMERICAS CAR MART INC COM | COM | 03062T105 | 1,536 | 46,548 | SH | | Sole | 01 | 46,548 | |
| ANALOG DEVICES INC COM | COM | 032654105 | 31 | 800 | SH | | Sole | 01 | 800 | |
| ANSYS INC COM | COM | 03662Q105 | 52 | 950 | SH | | Sole | 01 | 950 | |
| APPLE INC COM | COM | 037833100 | 2,593 | 7,724 | SH | | Sole | 01 | 7,724 | |
| APPLIED MATLS INC COM | COM | 038222105 | 25 | 1,900 | SH | | Sole | 01 | 1,900 | |
| ARKANSAS BEST CORP DEL COM | COM | 040790107 | 3,024 | 127,441 | SH | | Sole | 01 | 127,441 | |
| ASML HOLDING N V NY REG SHS | COM | N07059186 | 2,549 | 68,978 | SH | | Sole | 01 | 68,978 | |
| ASSOCIATED BANC CORP COM | COM | 045487105 | 2,154 | 154,930 | SH | | Sole | 01 | 154,930 | |
| ASSURED GUARANTY LTD COM | COM | G0585R106 | 2,629 | 161,179 | SH | | Sole | 01 | 161,179 | |
| AT&T INC COM | COM | 00206R102 | 35 | 1,100 | SH | | Sole | 01 | 1,100 | |
| AUTOMATIC DATA PROCESSING IN COM | COM | 053015103 | 531 | 10,071 | SH | | Sole | 01 | 10,071 | |
| BAIDU INC SPON ADR REP A | ADR | 056752108 | 1,852 | 13,219 | SH | | Sole | 01 | 13,219 | |
| BALCHEM CORP COM | COM | 057665200 | 1,487 | 33,956 | SH | | Sole | 01 | 33,956 | |
| BANK OF AMERICA CORPORATION COM | COM | 060505104 | 2 | 218 | SH | | Sole | 01 | 218 | |
| BARCLAYS BK PLC 10 YR TREAS BEAR | ETF | 06740L451 | 8,981 | 192,977 | SH | | Sole | 01 | 192,977 | |
| BARCLAYS BK PLC DJUBS CMDT ETN36 | ETN | 06738C778 | 1,590 | 33,669 | SH | | Sole | 01 | 33,669 | |
| BARCLAYS BK PLC US TRES FLATT | ETF | 06740L485 | 15,009 | 316,779 | SH | | Sole | 01 | 316,779 | |
| BARCLAYS PLC ADR | ADR | 06738E204 | 1,693 | 103,048 | SH | | Sole | 01 | 103,048 | |
| BARD C R INC COM | COM | 067383109 | 5 | 50 | SH | | Sole | 01 | 50 | |
| BAXTER INTL INC COM | COM | 071813109 | 6,275 | 105,132 | SH | | Sole | 01 | 105,132 | |
| BAYTEX ENERGY CORP | COM | 07317Q105 | 2,428 | 43,000 | SH | | Sole | 01 | 43,000 | |
| BCE INC. | COM | 05534B760 | 6,117 | 150,100 | SH | | Sole | 01 | 150,100 | |
| BE AEROSPACE INC COM | COM | 073302101 | 5,505 | 134,883 | SH | | Sole | 01 | 134,883 | |
| BECTON DICKINSON & CO COM | COM | 075887109 | 473 | 5,494 | SH | | Sole | 01 | 5,494 | |
| BEMIS INC COM | COM | 081437105 | 531 | 15,705 | SH | | Sole | 01 | 15,705 | |
| BHP BILLITON LTD SPONSORED ADR | ADR | 088606108 | 3,117 | 32,934 | SH | | Sole | 01 | 32,934 | |

| COLUMN 1 NAME OF ISSUER | COLUMN 2 TITLE OF CLASS | COLUMN 3 CUSIP | COLUMN 4 VALUE (x\$1000) | SHRS OR PRN AMT | SH/ PUT/ CALL | COLUMN 5 INVESTMENT DISCRETION | COLUMN 6 OTHER MANAGERS | COLUMN 7 VOTING AUTHORITY | |
|---|-------------------------------|-------------------|--------------------------------|--------------------|---------------------|--------------------------------------|-------------------------------|------------------------------|-------------|
| | | | | | | | | SOLE | SHARED NONE |
| BIO RAD LABS INC CL A | CL A | 090572207 | 4,928 | 41,286 | SH | Sole | 01 | 41,286 | |
| BLACKROCK INC COM | COM | 09247X101 | 375 | 1,956 | SH | Sole | 01 | 1,956 | |
| BLOUNT INTL INC NEW COM | COM | 095180105 | 1,967 | 112,616 | SH | Sole | 01 | 112,616 | |
| BOEING CO COM | COM | 097023105 | 6,991 | 94,569 | SH | Sole | 01 | 94,569 | |
| BIGGS & STRATTON CORP COM | COM | 109043109 | 6,124 | 308,345 | SH | Sole | 01 | 308,345 | |
| BRISTOW GROUP INC COM | COM | 110394103 | 1,905 | 37,339 | SH | Sole | 01 | 37,339 | |
| BRITISH AMERN TOB PLC SPONSORED ADR | SPONSORED ADR | 110448107 | 2,759 | 31,355 | SH | Sole | 01 | 31,355 | |
| BROOKFIELD ASSET MANAGEMENT INC. | COM | 112585104 | 3,760 | 109,300 | SH | Sole | | 109,300 | |
| BROOKFIELD PROPERTIES CORPORATION | COM | 112900105 | 1,436 | 71,800 | SH | Sole | | 71,800 | |
| CANADIAN NATIONAL RAILWAY COMPANY | COM | 136375102 | 4,185 | 50,500 | SH | Sole | | 50,500 | |
| CANADIAN PACIFIC RAILWAY LTD | COM | 13645T100 | 2,657 | 41,100 | SH | Sole | | 41,100 | |
| CAPITAL ONE FINL CORP COM | COM | 14040H105 | 1,165 | 22,551 | SH | Sole | 01 | 22,551 | |
| CAPSTEAD MTG CORP COM NO PAR | COM | 14067E506 | 1,192 | 88,973 | SH | Sole | 01 | 88,973 | |
| CARDINAL HEALTH INC COM | COM | 14149Y108 | 1,488 | 32,753 | SH | Sole | 01 | 32,753 | |
| CARDTRONICS INC COM | COM | 14161H108 | 1,255 | 53,537 | SH | Sole | 01 | 53,537 | |
| CATERPILLAR INC DEL COM | COM | 149123101 | 2,950 | 27,714 | SH | Sole | 01 | 27,714 | |
| CENOVUS ENERGY INC. | COM | 15135U109 | 4,344 | 111,200 | SH | Sole | | 111,200 | |
| CENTRAL EUROPEAN DIST CORP COM | COM | 153435102 | 942 | 84,089 | SH | Sole | 01 | 84,089 | |
| CERNER CORP COM | COM | 156782104 | 7,807 | 127,756 | SH | Sole | 01 | 127,756 | |
| CHESAPEAKE ENERGY CORP COM | COM | 165167107 | 3,826 | 128,851 | SH | Sole | 01 | 128,851 | |
| CHEVRON CORP NEW COM | COM | 166764100 | 441 | 4,286 | SH | Sole | 01 | 4,286 | |
| CHINA UNICOM (HONG KONG) LTD SPONSORED ADR | ADR | 16945R104 | 2,162 | 106,681 | SH | Sole | 01 | 106,681 | |
| CITY TELECOM H K LTD SPONSORED ADR | ADR | 178677209 | 402 | 34,372 | SH | Sole | 01 | 34,372 | |
| CMS ENERGY CORP COM | COM | 125896100 | 2,109 | 107,087 | SH | Sole | 01 | 107,087 | |
| COCA COLA CO COM | COM | 191216100 | 4,444 | 66,045 | SH | Sole | 01 | 66,045 | |
| COINSTAR INC COM | COM | 19259P300 | 1,364 | 25,001 | SH | Sole | 01 | 25,001 | |
| COMERICA INC COM | COM | 200340107 | 2,038 | 58,964 | SH | Sole | 01 | 58,964 | |
| COMPANHIA BRASILEIRA DE DIST SPN ADR | | | | | | | | | |
| PFD CL A | CL A | 20440T201 | 1,680 | 35,776 | SH | Sole | 01 | 35,776 | |
| COMPUTER SCIENCES CORP COM | COM | 205363104 | 1,617 | 42,600 | SH | Sole | 01 | 42,600 | |
| CONSTELLATION ENERGY GROUP I COM | COM | 210371100 | 3,660 | 96,412 | SH | Sole | 01 | 96,412 | |
| COOPER TIRE & RUBR CO COM | COM | 216831107 | 824 | 41,637 | SH | Sole | 01 | 41,637 | |
| CORNING INC COM | COM | 219350105 | 5,910 | 325,603 | SH | Sole | 01 | 325,603 | |
| COSTCO WHSL CORP NEW COM | COM | 22160K105 | 41 | 500 | SH | Sole | 01 | 500 | |
| COVIDIEN PLC SHS ADDED | COM | G2554F113 | 5,268 | 98,962 | SH | Sole | 01 | 98,962 | |
| CTC MEDIA INC COM | COM | 12642X106 | 1,386 | 65,016 | SH | Sole | 01 | 65,016 | |
| CUBIC CORP COM | COM | 229669106 | 988 | 19,385 | SH | Sole | 01 | 19,385 | |
| DANAHER CORP DEL COM | COM | 235851102 | 7,714 | 145,573 | SH | Sole | 01 | 145,573 | |
| DELTA AIR LINES INC DEL COM NEW | COM | 247361702 | 2,134 | 232,687 | SH | Sole | 01 | 232,687 | |
| DEVON ENERGY CORP NEW COM | COM | 25179M103 | 7,765 | 98,533 | SH | Sole | 01 | 98,533 | |
| DEVRY INC DEL COM | COM | 251893103 | 35 | 585 | SH | Sole | 01 | 585 | |
| DIME CMNTY BANCSHARES COM | COM | 253922108 | 1,101 | 75,740 | SH | Sole | 01 | 75,740 | |
| DISCOVER FINL SVCS COM | COM | 254709108 | 3,121 | 116,686 | SH | Sole | 01 | 116,686 | |
| DOMINION RES INC VA NEW COM | COM | 25746U109 | 48 | 1,000 | SH | Sole | 01 | 1,000 | |
| DTE ENERGY CO COM | COM | 233331107 | 2,111 | 42,194 | SH | Sole | 01 | 42,194 | |
| DU PONT E I DE NEMOURS & CO COM | COM | 263534109 | 2,758 | 51,030 | SH | Sole | 01 | 51,030 | |
| E M C CORP MASS COM | COM | 268648102 | 8,634 | 313,404 | SH | Sole | 01 | 313,404 | |
| EAST WEST BANCORP INC COM | COM | 27579R104 | 5,465 | 270,404 | SH | Sole | 01 | 270,404 | |
| EBAY INC COM | COM | 278642103 | 7,458 | 231,106 | SH | Sole | 01 | 231,106 | |
| EMERSON ELEC CO COM | COM | 291011104 | 6,601 | 117,343 | SH | Sole | 01 | 117,343 | |
| ENBRIDGE INC. | COM | 29250N105 | 4,087 | 121,400 | SH | Sole | | 121,400 | |

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|--|-------------------------------|-------------------|--------------------------------|--------------------|-------------------------|--------------------------------------|-------------------------------|------------------------------|-------------|
| | | | | | | | | SOLE | SHARED NONE |
| ENCANA CORP. | COM | 292505104 | 4,046 | 126,700 | SH | Sole | | 126,700 | |
| ENERGY CORP NEW COM | COM | 29364G103 | 2,583 | 37,825 | SH | Sole | 01 | 37,825 | |
| EQUINIX INC COM NEW | COM | 29444U502 | 11,742 | 116,233 | SH | Sole | 01 | 116,233 | |
| EXELON CORP COM | COM | 30161N101 | 1,870 | 43,647 | SH | Sole | 01 | 43,647 | |
| EXPRESS SCRIPTS INC COM | COM | 302182100 | 39 | 720 | SH | Sole | 01 | 720 | |
| EXXON MOBIL CORP COM | COM | 30231G102 | 7,135 | 87,671 | SH | Sole | 01 | 87,671 | |
| FOMENTO ECONOMICO MEXICANO S SPON ADR UNITS | ADR | 344419106 | 2,028 | 30,495 | SH | Sole | 01 | 30,495 | |
| FULTON FINL CORP PA COM | COM | 360271100 | 1,157 | 108,066 | SH | Sole | 01 | 108,066 | |
| GENERAL DYNAMICS CORP COM | COM | 369550108 | 2,725 | 36,569 | SH | Sole | 01 | 36,569 | |
| GENERAL ELECTRIC CO COM | COM | 369604103 | 25 | 1,320 | SH | Sole | 01 | 1,320 | |
| GENERAL MLS INC COM | COM | 370334104 | 45 | 1,200 | SH | Sole | 01 | 1,200 | |
| GENON ENERGY INC COM | COM | 37244E107 | 180 | 46,564 | SH | Sole | 01 | 46,564 | |
| GENTEX CORP COM | COM | 371901109 | 6,077 | 201,036 | SH | Sole | 01 | 201,036 | |
| GEO GROUP INC COM | COM | 36159R103 | 1,011 | 43,890 | SH | Sole | 01 | 43,890 | |
| GILEAD SCIENCES INC COM | COM | 375558103 | 2,300 | 55,549 | SH | Sole | 01 | 55,549 | |
| GOLDMAN SACHS GROUP INC COM | COM | 38141G104 | 27 | 205 | SH | Sole | 01 | 205 | |
| GOODRICH CORP COM | COM | 382388106 | 5,780 | 60,521 | SH | Sole | 01 | 60,521 | |
| GOODRICH PETE CORP COM NEW | COM | 382410405 | 840 | 45,619 | SH | Sole | 01 | 45,619 | |
| GOOGLE INC CL A | CL A | 38259P508 | 41 | 80 | SH | Sole | 01 | 80 | |
| GRAINGER W W INC COM | COM | 384802104 | 682 | 4,439 | SH | Sole | 01 | 4,439 | |
| GROUPE CGI INC CL A SUB VTG | CL A | 39945C109 | 6,248 | 253,476 | SH | Sole | 01 | 253,476 | |
| GULF ISLAND FABRICATION INC COM | COM | 402307102 | 1,936 | 59,960 | SH | Sole | 01 | 59,960 | |
| HALLIBURTON CO COM | COM | 406216101 | 4,772 | 93,578 | SH | Sole | 01 | 93,578 | |
| HEWLETT PACKARD CO COM | COM | 428236103 | 3,753 | 103,105 | SH | Sole | 01 | 103,105 | |
| HMS HLDGS CORP COM | COM | 40425J101 | 6,770 | 88,067 | SH | Sole | 01 | 88,067 | |
| HOLOGIC INC. | COM | 436440101 | 194 | 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 | 2,419 | 62,642 | SH | Sole | 01 | 62,642 | |
| HONEYWELL INTL INC COM | COM | 438516106 | 51 | 850 | SH | Sole | 01 | 850 | |
| ICICI BK LTD ADR | ADR | 45104G104 | 2,243 | 45,496 | SH | Sole | 01 | 45,496 | |
| II VI INC COM | COM | 902104108 | 53 | 2,070 | SH | Sole | 01 | 2,070 | |
| ILLINOIS TOOL WKS INC COM | COM | 452308109 | 476 | 8,421 | SH | Sole | 01 | 8,421 | |
| INTERNATIONAL BUSINESS MACHS COM | COM | 459200101 | 10,977 | 63,985 | SH | Sole | 01 | 63,985 | |
| ISHARES INC MSCI AUSTRALIA | ETF | 464286103 | 505 | 19,393 | SH | Sole | 01 | 19,393 | |
| ISHARES INC MSCI FRANCE | ETF | 464286707 | 253 | 9,144 | SH | Sole | 01 | 9,144 | |
| ISHARES INC MSCI GERMAN | ETF | 464286806 | 1,900 | 70,649 | SH | Sole | 01 | 70,649 | |
| ISHARES INC MSCI HONG KONG | ETF | 464286871 | 251 | 13,538 | SH | Sole | 01 | 13,538 | |
| ISHARES INC MSCI JAPAN | ETF | 464286848 | 1,245 | 119,354 | SH | Sole | 01 | 119,354 | |
| ISHARES INC MSCI NETHR INVES | ETF | 464286814 | 252 | 11,698 | SH | Sole | 01 | 11,698 | |
| ISHARES INC MSCI SINGAPORE | ETF | 464286673 | 250 | 18,220 | SH | Sole | 01 | 18,220 | |
| ISHARES INC MSCI SWEDEN | ETF | 464286756 | 252 | 7,944 | SH | Sole | 01 | 7,944 | |
| ISHARES INC MSCI SWITZERLD | ETF | 464286749 | 999 | 37,533 | SH | Sole | 01 | 37,533 | |
| ISHARES INC MSCI UTD KINGD | ETF | 464286699 | 752 | 42,233 | SH | Sole | 01 | 42,233 | |
| ISHARES TR AGENCY BD FD | ETF | 464288166 | 4,395 | 39,694 | SH | Sole | 01 | 39,694 | |
| ISHARES TR BARCLY USAGG B | ETF | 464287226 | 74,331 | 696,828 | SH | Sole | 01 | 696,828 | |
| ISHARES TR BARCLYS 10-20YR | ETF | 464288653 | 73 | 633 | SH | Sole | 01 | 633 | |
| ISHARES TR BARCLYS 1-3 YR | ETF | 464287457 | 13,450 | 159,555 | SH | Sole | 01 | 159,555 | |
| ISHARES TR BARCLYS 1-3YR CR | ETF | 464288646 | 13,641 | 129,976 | SH | Sole | 01 | 129,976 | |
| ISHARES TR BARCLYS 20+ YR | ETF | 464287432 | 11,698 | 124,317 | SH | Sole | 01 | 124,317 | |
| ISHARES TR BARCLYS 3-7 YR | ETF | 464288661 | 20,167 | 172,217 | SH | Sole | 01 | 172,217 | |

| 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 7-10 YR | ETF | 464287440 | 17,434 | 181,868 | SH | | Sole | 01 | 181,868 | |
| ISHARES TR BARCLYS CR BD | ETF | 464288620 | 22,618 | 214,533 | SH | | Sole | 01 | 214,533 | |
| ISHARES TR BARCLYS MBS BD | ETF | 464288588 | 23,915 | 224,111 | SH | | Sole | 01 | 224,111 | |
| ISHARES TR BARCLYS SH TREA | ETF | 464288679 | 667 | 6,049 | SH | | Sole | 01 | 6,049 | |
| ISHARES TR BARCLYS TIPS BD | ETF | 464287176 | 16,399 | 148,223 | SH | | Sole | 01 | 148,223 | |
| ISHARES TR BRC 0-5 YR TIP | ETF | 464298747 | 3,237 | 31,623 | SH | | Sole | 01 | 31,623 | |
| ISHARES TR DJ INTL SEL DIVD | ETF | 464288448 | 1,589 | 44,623 | SH | | Sole | 01 | 44,623 | |
| ISHARES TR DJ SEL DIV INX | ETF | 464287168 | 1,667 | 31,505 | SH | | Sole | 01 | 31,505 | |
| ISHARES TR DJ US TECH SEC | ETF | 464287721 | 13,015 | 200,173 | SH | | Sole | 01 | 200,173 | |
| ISHARES TR DJ US TELECOMM | ETF | 464287713 | 2,250 | 90,373 | SH | | Sole | 01 | 90,373 | |
| ISHARES TR IBOXX INV CPBD | ETF | 464287242 | 10,323 | 93,737 | SH | | Sole | 01 | 93,737 | |
| ISHARES TR JPMORGAN USD | ETF | 464288281 | 1,580 | 14,452 | SH | | Sole | 01 | 14,452 | |
| ISHARES TR MRTG PLS CAP IDX | ETF | 464288539 | 16,189 | 1,099,051 | SH | | Sole | 01 | 1,099,051 | |
| ISHARES TR MSCI EAFE INDEX | ETF | 464287465 | 23,865 | 396,824 | SH | | Sole | 01 | 396,824 | |
| ISHARES TR MSCI EMERG MKT | ETF | 464287234 | 41,084 | 863,115 | SH | | Sole | 01 | 863,115 | |
| ISHARES TR MSCI GRW IDX | ETF | 464288885 | 16,142 | 255,981 | SH | | Sole | 01 | 255,981 | |
| ISHARES TR MSCI VAL IDX | ETF | 464288877 | 16,745 | 319,864 | SH | | Sole | 01 | 319,864 | |
| ISHARES TR NASDQ BIO INDX | ETF | 464287556 | 915 | 8,581 | SH | | Sole | 01 | 8,581 | |
| ISHARES TR RUSL 2000 GROW | ETF | 464287648 | 3,900 | 41,118 | SH | | Sole | 01 | 41,118 | |
| ISHARES TR RUSL 2000 VALU | ETF | 464287630 | 3,132 | 42,661 | SH | | Sole | 01 | 42,661 | |
| ISHARES TR RUSL 3000 VALU | ETF | 464287663 | 9,424 | 105,099 | SH | | Sole | 01 | 105,099 | |
| ISHARES TR RUSSELL 1000 | ETF | 464287622 | 6,911 | 93,534 | SH | | Sole | 01 | 93,534 | |
| ISHARES TR RUSSELL 2000 | ETF | 464287655 | 20,077 | 242,470 | SH | | Sole | 01 | 242,470 | |
| ISHARES TR RUSSELL MIDCAP | ETF | 464287499 | 2 | 20 | SH | | Sole | 01 | 20 | |
| ISHARES TR RUSSELL1000VAL | ETF | 464287598 | 901 | 13,202 | SH | | Sole | 01 | 13,202 | |
| ISHARES TR S&P 500 INDEX | ETF | 464287200 | 10,397 | 78,517 | SH | | Sole | 01 | 78,517 | |
| ISHARES TR S&P 500 VALUE | ETF | 464287408 | 4,043 | 65,209 | SH | | Sole | 01 | 65,209 | |
| ISHARES TR S&P CAL AMTFR MN | ETF | 464288356 | 10 | 95 | SH | | Sole | 01 | 95 | |
| ISHARES TR S&P GL UTILITI | ETF | 464288711 | 6,960 | 151,543 | SH | | Sole | 01 | 151,543 | |
| ISHARES TR S&P MC 400 GRW | ETF | 464287606 | 2,275 | 20,509 | SH | | Sole | 01 | 20,509 | |
| ISHARES TR S&P MIDCAP 400 | ETF | 464287507 | 7,565 | 77,436 | SH | | Sole | 01 | 77,436 | |
| ISHARES TR S&P MIDCP VALU | ETF | 464287705 | 1,142 | 13,599 | SH | | Sole | 01 | 13,599 | |
| ISHARES TR S&P NA SOFTWR | ETF | 464287515 | 923 | 14,577 | SH | | Sole | 01 | 14,577 | |
| ISHARES TR S&P NTL AMTFREE | ETF | 464288414 | 3,715 | 35,890 | SH | | Sole | 01 | 35,890 | |
| ISHARES TR S&P SMLCP GROW | ETF | 464287887 | 143 | 1,774 | SH | | Sole | 01 | 1,774 | |
| ISHARES TR S&P SMLCP VALU | ETF | 464287879 | 286 | 3,846 | SH | | Sole | 01 | 3,846 | |
| ISHARES TR S&P500 GRW | ETF | 464287309 | 2,883 | 41,500 | SH | | Sole | 01 | 41,500 | |
| ISHARES TR SMLL CORE INDX | ETF | 464288505 | 286 | 2,980 | SH | | Sole | 01 | 2,980 | |
| ISHARES TR SMLL GRWTH IDX | ETF | 464288604 | 286 | 3,087 | SH | | Sole | 01 | 3,087 | |
| ISHARES TR SMLL VAL INDX | ETF | 464288703 | 285 | 3,318 | SH | | Sole | 01 | 3,318 | |
| ISHARES TR US PFD STK IDX | ETF | 464288687 | 1,576 | 39,744 | SH | | Sole | 01 | 39,744 | |
| ITT CORP NEW COM | COM | 450911102 | 5,223 | 88,626 | SH | | Sole | 01 | 88,626 | |
| JACOBS ENGR GROUP INC DEL COM | COM | 469814107 | 13 | 290 | SH | | Sole | 01 | 290 | |
| JAKKS PAC INC COM | COM | 47012E106 | 3,690 | 200,450 | SH | | Sole | 01 | 200,450 | |
| JARDEN CORP COM | COM | 471109108 | 3,458 | 100,205 | SH | | Sole | 01 | 100,205 | |
| JOHNSON & JOHNSON COM | COM | 478160104 | 513 | 7,707 | SH | | Sole | 01 | 7,707 | |
| JOY GLOBAL INC COM | COM | 481165108 | 4,039 | 42,408 | SH | | Sole | 01 | 42,408 | |
| JPMORGAN CHASE & CO COM | COM | 46625H100 | 10,680 | 260,869 | SH | | Sole | 01 | 260,869 | |
| KEYCORP NEW COM | COM | 493267108 | 2,128 | 255,411 | SH | | Sole | 01 | 255,411 | |
| KONINKLIJKE PHILIPS ELECTRS NY REG SH NEW | COM | 500472303 | 4,110 | 160,033 | SH | | Sole | 01 | 160,033 | |

| 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 |
| KRAFT FOODS INC CL A | CL A | 50075N104 | 5,748 | 163,159 | SH | | Sole | 01 | 163,159 | |
| KUBOTA CORP ADR | ADR | 501173207 | 619 | 13,902 | SH | | Sole | 01 | 13,902 | |
| KULICKE & SOFFA INDS INC COM | COM | 501242101 | 1,229 | 110,315 | SH | | Sole | 01 | 110,315 | |
| LIBERTY MEDIA CORP NEW INT COM SER A | CL A | 53071M104 | 5,432 | 323,886 | SH | | Sole | 01 | 323,886 | |
| LIFE TECHNOLOGIES CORP COM | COM | 53217V109 | 5,288 | 101,551 | SH | | Sole | 01 | 101,551 | |
| LINCOLN ELEC HLDGS INC COM | COM | 533900106 | 17 | 480 | SH | | Sole | 01 | 480 | |
| LINCOLN NATL CORP IND COM | COM | 534187109 | 1,110 | 38,971 | SH | | Sole | 01 | 38,971 | |
| LKQ CORP COM | COM | 501889208 | 4,144 | 158,840 | SH | | Sole | 01 | 158,840 | |
| LOCKHEED MARTIN CORP COM | COM | 539830109 | 29 | 356 | SH | | Sole | 01 | 356 | |
| LOEWS CORP COM | COM | 540424108 | 4,278 | 101,631 | SH | | Sole | 01 | 101,631 | |
| LOWES COS INC COM | COM | 548661107 | 11,877 | 509,541 | SH | | Sole | 01 | 509,541 | |
| M/I HOMES INC COM | COM | 55305B101 | 3,110 | 253,684 | SH | | Sole | 01 | 253,684 | |
| MADDEN STEVEN LTD COM | COM | 556269108 | 2,999 | 79,955 | SH | | Sole | 01 | 79,955 | |
| MAIDEN HOLDINGS LTD SHS | COM | G5753U112 | 1,436 | 157,778 | SH | | Sole | 01 | 157,778 | |
| MAKITA CORP ADR NEW | ADR | 560877300 | 1,073 | 22,956 | SH | | Sole | 01 | 22,956 | |
| MARINEMAX INC COM | COM | 567908108 | 1,468 | 167,533 | SH | | Sole | 01 | 167,533 | |
| MARKET VECTORS ETF TR COAL ETF | ETF | 57060U837 | 2,905 | 61,220 | SH | | Sole | 01 | 61,220 | |
| MARSHALL & ILSLEY CORP NEW COM | COM | 571837103 | 834 | 104,700 | SH | | Sole | 01 | 104,700 | |
| MBIA INC COM | COM | 55262C100 | 1,640 | 188,670 | SH | | Sole | 01 | 188,670 | |
| MCDONALDS CORP COM | COM | 580135101 | 11,452 | 135,816 | SH | | Sole | 01 | 135,816 | |
| MECHEL OAO SPONSORED ADR | ADR | 583840103 | 1,946 | 81,471 | SH | | Sole | 01 | 81,471 | |
| MEDIDATA SOLUTIONS INC COM | COM | 58471A105 | 867 | 36,333 | SH | | Sole | 01 | 36,333 | |
| MEDTRONIC INC COM | COM | 585055106 | 5,123 | 132,962 | SH | | Sole | 01 | 132,962 | |
| MERCK & CO INC NEW COM | COM | 58933Y105 | 27 | 775 | SH | | Sole | 01 | 775 | |
| METLIFE INC COM | COM | 59156R108 | 7,965 | 181,563 | SH | | Sole | 01 | 181,563 | |
| MICROMET INC COM | COM | 59509C105 | 1,043 | 181,773 | SH | | Sole | 01 | 181,773 | |
| MICROSOFT CORP COM | COM | 594918104 | 2,883 | 110,901 | SH | | Sole | 01 | 110,901 | |
| MOLSON COORS BREWING CO CL B | CL B | 60871R209 | 5,689 | 127,151 | SH | | Sole | 01 | 127,151 | |
| NALCO HOLDING COMPANY COM | COM | 62985Q101 | 6,571 | 236,272 | SH | | Sole | 01 | 236,272 | |
| NATIONAL GRID PLC SPON ADR NEW | SPONSORED ADR | 636274300 | 3,878 | 78,454 | SH | | Sole | 01 | 78,454 | |
| NEKTAR THERAPEUTICS COM | COM | 640268108 | 766 | 105,353 | SH | | Sole | 01 | 105,353 | |
| NEWELL RUBBERMAID INC COM | COM | 651229106 | 32 | 2,000 | SH | | Sole | 01 | 2,000 | |
| NEWTEK BUSINESS SERVICES INC. | COM | 652526104 | 247 | 146,141 | SH | | Sole | | 146,141 | |
| NEXTERA ENERGY INC COM | COM | 65339F101 | 3,024 | 52,623 | SH | | Sole | 01 | 52,623 | |
| NOBLE ENERGY INC COM | COM | 655044105 | 35 | 390 | SH | | Sole | 01 | 390 | |
| NOVARTIS A G SPONSORED ADR | SPONSORED ADR | 66987V109 | 6,251 | 102,290 | SH | | Sole | 01 | 102,290 | |
| NOVO-NORDISK A S ADR | ADR | 670100205 | 2,517 | 20,087 | SH | | Sole | 01 | 20,087 | |
| NV ENERGY INC COM | COM | 67073Y106 | 557 | 36,260 | SH | | Sole | 01 | 36,260 | |
| OLD REP INTL CORP COM | COM | 680223104 | 2,072 | 176,338 | SH | | Sole | 01 | 176,338 | |
| OPLINK COMMUNICATIONS INC COM NEW | COM | 68375Q403 | 937 | 50,342 | SH | | Sole | 01 | 50,342 | |
| ORACLE CORP COM | COM | 68389X105 | 7,939 | 241,220 | SH | | Sole | 01 | 241,220 | |
| ORIX CORP SPONSORED ADR | ADR | 686330101 | 1,861 | 38,116 | SH | | Sole | 01 | 38,116 | |
| PAYCHEX INC COM | COM | 704326107 | 28 | 920 | SH | | Sole | 01 | 920 | |
| PEPSICO INC COM | COM | 713448108 | 46 | 650 | SH | | Sole | 01 | 650 | |
| PERRIGO CO COM | COM | 714290103 | 2,698 | 30,709 | SH | | Sole | 01 | 30,709 | |
| PETROLEO BRASILEIRO SA PETRO SPONSORED ADR | SPONSORED ADR | 71654V408 | 1,482 | 43,758 | SH | | Sole | 01 | 43,758 | |
| PFIZER INC COM | COM | 717081103 | 4,539 | 220,342 | SH | | Sole | 01 | 220,342 | |
| PG&E CORP COM | COM | 69331C108 | 3,341 | 79,483 | SH | | Sole | 01 | 79,483 | |
| PHILIP MORRIS INTL INC COM | COM | 718172109 | 7,364 | 110,284 | SH | | Sole | 01 | 110,284 | |
| PIMCO ETF TR 1-5 US TIP IDX | ETF | 72201R205 | 1,670 | 31,327 | SH | | Sole | 01 | 31,327 | |

| 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 |
| PIMCO ETF TR ENHAN SHRT MAT | ETF | 72201R833 | 541 | 5,349 | SH | | Sole | 01 | 5,349 | |
| PITNEY BOWES INC COM | COM | 724479100 | 4,911 | 213,616 | SH | | Sole | 01 | 213,616 | |
| POWERSHARES ETF TRUST DYN PHRMA PORT | ETF | 73935X799 | 2,120 | 79,065 | SH | | Sole | 01 | 79,065 | |
| POWERSHARES ETF TRUST ENERGY SEC POR | ETF | 73935X385 | 4,828 | 113,790 | SH | | Sole | 01 | 113,790 | |
| POWERSHARES GLOBAL ETF TRUST INSUR NATL MUN | ETF | 73936T474 | 9,056 | 390,520 | SH | | Sole | 01 | 390,520 | |
| POWERSHARES QQQ TRUST UNIT SER 1 | ETF | 73935A104 | 19 | 332 | SH | | Sole | 01 | 332 | |
| PPL CORP COM | COM | 69351T106 | 1,667 | 59,895 | SH | | Sole | 01 | 59,895 | |
| PRAXAIR INC COM | COM | 74005P104 | 597 | 5,512 | SH | | Sole | 01 | 5,512 | |
| PRECISION CASTPARTS CORP COM | COM | 740189105 | 68 | 415 | SH | | Sole | 01 | 415 | |
| PRICE T ROWE GROUP INC COM | COM | 74144T108 | 50 | 825 | SH | | Sole | 01 | 825 | |
| PRIVATEBANCORP INC COM | COM | 742962103 | 3,203 | 232,101 | SH | | Sole | 01 | 232,101 | |
| PROCTER & GAMBLE CO COM | COM | 742718109 | 6,572 | 103,377 | SH | | Sole | 01 | 103,377 | |
| PROSPERITY BANCSHARES INC COM | COM | 743606105 | 8,495 | 193,855 | SH | | Sole | 01 | 193,855 | |
| PRUDENTIAL FINL INC COM | COM | 744320102 | 6 | 100 | SH | | Sole | 01 | 100 | |
| QEP RES INC COM | COM | 74733V100 | 46 | 1,100 | SH | | Sole | 01 | 1,100 | |
| QUESTAR CORP COM | COM | 748356102 | 19 | 1,100 | SH | | Sole | 01 | 1,100 | |
| RALCORP HLDGS INC NEW COM | COM | 751028101 | 5,381 | 62,155 | SH | | Sole | 01 | 62,155 | |
| RED HAT INC COM | COM | 756577102 | 0 | 10 | SH | | Sole | 01 | 10 | |
| REGIONS FINANCIAL CORP NEW COM | COM | 7591EP100 | 1,006 | 162,318 | SH | | Sole | 01 | 162,318 | |
| REPUBLIC SVCS INC COM | COM | 760759100 | 33 | 1,065 | SH | | Sole | 01 | 1,065 | |
| RESOLUTE ENERGY CORP COM | COM | 76116A108 | 926 | 57,322 | SH | | Sole | 01 | 57,322 | |
| RIGHTNOW TECHNOLOGIES INC COM | COM | 76657R106 | 1,073 | 33,132 | SH | | Sole | 01 | 33,132 | |
| ROGERS COMMUNICATIONS INC. | COM | 775109200 | 5,903 | 144,000 | SH | | Sole | | 144,000 | |
| ROSETTA RESOURCES INC COM | COM | 777779307 | 9,861 | 191,335 | SH | | Sole | 01 | 191,335 | |
| ROSS STORES INC COM | COM | 778296103 | 3,340 | 41,684 | SH | | Sole | 01 | 41,684 | |
| ROVI CORP COM | COM | 779376102 | 12,303 | 214,484 | SH | | Sole | 01 | 214,484 | |
| ROYAL DUTCH SHELL PLC SPONS ADR A | ADR | 780259206 | 490 | 6,892 | SH | | Sole | 01 | 6,892 | |
| RPM INTL INC COM | COM | 749685103 | 33 | 1,450 | SH | | Sole | 01 | 1,450 | |
| SAP AG SPON ADR | ADR | 803054204 | 3,035 | 50,047 | SH | | Sole | 01 | 50,047 | |
| SASOL LTD SPONSORED ADR | ADR | 803866300 | 2,062 | 38,983 | SH | | Sole | 01 | 38,983 | |
| SCHLUMBERGER LTD COM | COM | 806857108 | 2,232 | 25,835 | SH | | Sole | 01 | 25,835 | |
| SELECT SECTOR SPDR TR SBI CONS DISCR | ETF | 81369Y407 | 5,920 | 147,219 | SH | | Sole | 01 | 147,219 | |
| SELECT SECTOR SPDR TR SBI CONS STPLS | ETF | 81369Y308 | 4,531 | 145,071 | SH | | Sole | 01 | 145,071 | |
| SELECT SECTOR SPDR TR SBI HEALTHCARE | ETF | 81369Y209 | 4,704 | 132,382 | SH | | Sole | 01 | 132,382 | |
| SELECT SECTOR SPDR TR SBI INT-ENERGY | ETF | 81369Y506 | 3,995 | 53,018 | SH | | Sole | 01 | 53,018 | |
| SELECT SECTOR SPDR TR SBI INT-FINL | ETF | 81369Y605 | 5,570 | 362,838 | SH | | Sole | 01 | 362,838 | |
| SELECT SECTOR SPDR TR SBI INT-INDS | ETF | 81369Y704 | 10,717 | 287,777 | SH | | Sole | 01 | 287,777 | |
| SELECT SECTOR SPDR TR SBI INT-TECH | ETF | 81369Y803 | 81 | 3,149 | SH | | Sole | 01 | 3,149 | |
| SELECT SECTOR SPDR TR SBI INT-UTILS | ETF | 81369Y886 | 2,490 | 74,366 | SH | | Sole | 01 | 74,366 | |
| SELECT SECTOR SPDR TR SBI MATERIALS | ETF | 81369Y100 | 2,578 | 65,472 | SH | | Sole | 01 | 65,472 | |
| SEMPRA ENERGY COM | COM | 816851109 | 2,228 | 42,137 | SH | | Sole | 01 | 42,137 | |
| SHAW COMMUNICATIONS INC. | COM | 82028K200 | 5,541 | 234,000 | SH | | Sole | | 234,000 | |
| SIEMENS A G SPONSORED ADR | ADR | 826197501 | 3,123 | 22,711 | SH | | Sole | 01 | 22,711 | |
| SINGAPORE FD INC COM | COM | 82929L109 | 0 | 9 | SH | | Sole | 01 | 9 | |
| SMITHFIELD FOODS INC COM | COM | 832248108 | 1,571 | 71,852 | SH | | Sole | 01 | 71,852 | |
| SOCIEDAD QUIMICA MINERA DE C SPON ADR SER B | SPONSORED ADR | 833635105 | 2,130 | 32,908 | SH | | Sole | 01 | 32,908 | |
| SOLERA HOLDINGS INC COM | COM | 83421A104 | 8,306 | 140,392 | SH | | Sole | 01 | 140,392 | |
| SOUTHERN CO COM | COM | 842587107 | 1,229 | 30,429 | SH | | Sole | 01 | 30,429 | |
| SPDR GOLD TRUST GOLD SHS | ETF | 78463V107 | 258,828 | 1,772,779 | SH | | Sole | 01 | 1,772,779 | |
| SPDR INDEX SHS FDS ASIA PACIF ETF | ETF | 78463X301 | 3,229 | 38,178 | SH | | Sole | 01 | 38,178 | |

| COLUMN 1 NAME OF ISSUER | COLUMN 2 TITLE OF CLASS | COLUMN 3 CUSIP | COLUMN 4 VALUE (x\$1000) | SHRS OR PRN AMT | SH/ PUT/ PRN CALL | COLUMN 5 INVESTMENT DISCRETION | COLUMN 6 OTHER MANAGERS | COLUMN 8 VOTING AUTHORITY | |
|---|-------------------------------|-------------------|--------------------------------|--------------------|-------------------------|--------------------------------------|-------------------------------|------------------------------|-------------|
| | | | | | | | | SOLE | SHARED NONE |
| SPDR INDEX SHS FDS DJ INTL RL ETF | ETF | 78463X863 | 5,253 | 130,080 | SH | Sole | 01 | 130,080 | |
| SPDR INDEX SHS FDS EMERG MKTS ETF | ETF | 78463X509 | 9,328 | 127,210 | SH | Sole | 01 | 127,210 | |
| SPDR INDEX SHS FDS INTL INDS ETF | ETF | 78463X673 | 281 | 9,575 | SH | Sole | 01 | 9,575 | |
| SPDR INDEX SHS FDS S&P INTL SMLCP | ETF | 78463X871 | 4,503 | 141,785 | SH | Sole | 01 | 141,785 | |
| SPDR INDEX SHS FDS S&P WRLD EX US | ETF | 78463X889 | 24,291 | 904,620 | SH | Sole | 01 | 904,620 | |
| SPDR S&P 500 ETF TR TR UNIT | ETF | 78462F103 | 73,215 | 554,784 | SH | Sole | 01 | 554,784 | |
| SPDR S&P MIDCAP 400 ETF TR UTSER1 S&PDCRP | ETF | 78467Y107 | 4,482 | 25,260 | SH | Sole | 01 | 25,260 | |
| SPDR SERIES TRUST BARCL CAP TIPS | ETF | 78464A656 | 3,157 | 57,678 | SH | Sole | 01 | 57,678 | |
| SPDR SERIES TRUST BRCLYS 1-3MT ETF | ETF | 78464A680 | 5,410 | 117,965 | SH | Sole | 01 | 117,965 | |
| SPDR SERIES TRUST BRCLYS AGG ETF | ETF | 78464A649 | 24,120 | 427,742 | SH | Sole | 01 | 427,742 | |
| SPDR SERIES TRUST BRCLYS INTL ETF | ETF | 78464A516 | 1,323 | 21,419 | SH | Sole | 01 | 21,419 | |
| SPDR SERIES TRUST BRCLYS YLD ETF | ETF | 78464A417 | 13,804 | 343,210 | SH | Sole | 01 | 343,210 | |
| SPDR SERIES TRUST DB INT GVT ETF | ETF | 78464A490 | 2,099 | 33,897 | SH | Sole | 01 | 33,897 | |
| SPDR SERIES TRUST DJ REIT ETF | ETF | 78464A607 | 13,829 | 207,637 | SH | Sole | 01 | 207,637 | |
| SPDR SERIES TRUST NUVN BR SHT MUNI | ETF | 78464A425 | 8,365 | 345,104 | SH | Sole | 01 | 345,104 | |
| SPDR SERIES TRUST NUVN BRCLY MUNI | ETF | 78464A458 | 10,413 | 459,942 | SH | Sole | 01 | 459,942 | |
| SPDR SERIES TRUST S&P 600 SMCP GRW | ETF | 78464A201 | 286 | 2,363 | SH | Sole | 01 | 2,363 | |
| SPDR SERIES TRUST S&P 600 SMCP VAL | ETF | 78464A300 | 143 | 2,006 | SH | Sole | 01 | 2,006 | |
| SPDR SERIES TRUST S&P 600 SML CAP | ETF | 78464A813 | 6,360 | 90,179 | SH | Sole | 01 | 90,179 | |
| SPDR SERIES TRUST S&P DIVID ETF | ETF | 78464A763 | 9,272 | 171,511 | SH | Sole | 01 | 171,511 | |
| SPDR SERIES TRUST S&P HOMEBUILD | ETF | 78464A888 | 1,937 | 107,257 | SH | Sole | 01 | 107,257 | |
| STANDARD PAC CORP NEW COM | COM | 85375C101 | 1,815 | 541,926 | SH | Sole | 01 | 541,926 | |
| STEWART INFORMATION SVCS COR COM | COM | 860372101 | 375 | 37,351 | SH | Sole | 01 | 37,351 | |
| STRYKER CORP COM | COM | 863667101 | 514 | 8,761 | SH | Sole | 01 | 8,761 | |
| SUNTRUST BKS INC COM | COM | 867914103 | 589 | 22,814 | SH | Sole | 01 | 22,814 | |
| SUPERIOR ENERGY SVCS INC COM | COM | 868157108 | 5,118 | 137,808 | SH | Sole | 01 | 137,808 | |
| SUSQUEHANNA BANCSHARES INC P COM | COM | 869099101 | 1,047 | 130,856 | SH | Sole | 01 | 130,856 | |
| SXC HEALTH SOLUTIONS CORP COM | COM | 78505P100 | 7,284 | 123,623 | SH | Sole | 01 | 123,623 | |
| SYNGENTA AG SPONSORED ADR | ADR | 87160A100 | 3,111 | 46,043 | SH | Sole | 01 | 46,043 | |
| TAIWAN SEMICONDUCTOR MFG LTD SPONSORED ADR | ADR | 874039100 | 2,759 | 218,813 | SH | Sole | 01 | 218,813 | |
| TARGACEPT INC COM | COM | 87611R306 | 772 | 36,620 | SH | Sole | 01 | 36,620 | |
| TARGET CORP COM | COM | 87612E106 | 2,537 | 54,085 | SH | Sole | 01 | 54,085 | |
| TATA MTRS LTD SPONSORED ADR | ADR | 876568502 | 1,229 | 54,578 | SH | Sole | 01 | 54,578 | |
| TE CONNECTIVITY LTD REG SHS ADDED | COM | H84989104 | 5,454 | 148,379 | SH | Sole | 01 | 148,379 | |
| TELUS CORP. | COM | 87971M202 | 4,949 | 90,700 | SH | Sole | 01 | 90,700 | |
| TEVA PHARMACEUTICAL INDS LTD ADR | ADR | 881624209 | 33 | 675 | SH | Sole | 01 | 675 | |
| TEXAS INSTRS INC COM | COM | 882508104 | 36 | 1,100 | SH | Sole | 01 | 1,100 | |
| TEXAS ROADHOUSE INC COM | COM | 882681109 | 3,120 | 177,954 | SH | Sole | 01 | 177,954 | |
| THOR INDS INC COM | COM | 885160101 | 30 | 1,050 | SH | Sole | 01 | 1,050 | |
| TOTAL S A SPONSORED ADR | SPONSORED ADR | 89151E109 | 4,943 | 85,462 | SH | Sole | 01 | 85,462 | |
| TOWER GROUP INC COM | COM | 891777104 | 1,164 | 48,862 | SH | Sole | 01 | 48,862 | |
| TOYOTA MOTOR CORP SP ADR REP2COM | COM | 892331307 | 4,946 | 60,009 | SH | Sole | 01 | 60,009 | |
| TRANSCANADA CORPORATION | COM | 89353D107 | 4,911 | 108,000 | SH | Sole | 01 | 108,000 | |
| TRANSOCEAN LTD REG SHS | COM | H8817H100 | 24 | 375 | SH | Sole | 01 | 375 | |
| TREEHOUSE FOODS INC COM | COM | 89469A104 | 6,613 | 121,087 | SH | Sole | 01 | 121,087 | |
| TRIUMPH GROUP INC NEW COM | COM | 896818101 | 15,017 | 301,605 | SH | Sole | 01 | 301,605 | |
| TTM TECHNOLOGIES INC COM | COM | 87305R109 | 1,016 | 63,402 | SH | Sole | 01 | 63,402 | |
| TUPPERWARE BRANDS CORP COM | COM | 899896104 | 8,222 | 121,897 | SH | Sole | 01 | 121,897 | |
| TUTOR PERINI CORP COM | COM | 901109108 | 865 | 45,080 | SH | Sole | 01 | 45,080 | |
| UGI CORP NEW COM | COM | 902681105 | 2,048 | 64,212 | SH | Sole | 01 | 64,212 | |

| 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 |
| UNIFIRST CORP MASS COM | COM | 904708104 | 1,038 | 18,468 | SH | Sole | 01 | 18,468 | |
| UNILEVER N V N Y SHS NEW | ADR | 904784709 | 1,196 | 36,402 | SH | Sole | 01 | 36,402 | |
| UNILEVER PLC SPON ADR NEW | ADR | 904767704 | 546 | 16,842 | SH | Sole | 01 | 16,842 | |
| UNITED CONTINENTAL HOLDINGS INC. | COM | 910047109 | 55 | 2,409 | SH | Sole | | 2,409 | |
| UNITED CONTL HLDGS INC COM | COM | 910047109 | 17 | 748 | SH | Sole | 01 | 748 | |
| UNITED TECHNOLOGIES CORP COM | COM | 913017109 | 14,702 | 166,104 | SH | Sole | 01 | 166,104 | |
| UNIVERSAL FST PRODS INC COM | COM | 913543104 | 36 | 1,500 | SH | Sole | 01 | 1,500 | |
| V F CORP COM | COM | 918204108 | 548 | 5,051 | SH | Sole | 01 | 5,051 | |
| VALE S A ADR | ADR | 91912E105 | 2,427 | 75,959 | SH | Sole | 01 | 75,959 | |
| VALE S A ADR REPSTG PFD | ADR | 91912E204 | 508 | 17,556 | SH | Sole | 01 | 17,556 | |
| VANGUARD BD INDEX FD INC LONG TERM BOND | ETF | 921937793 | 6,362 | 79,560 | SH | Sole | 01 | 79,560 | |
| VANGUARD BD INDEX FD INC TOTAL BND MRKT | ETF | 921937835 | 23,929 | 294,835 | SH | Sole | 01 | 294,835 | |
| VANGUARD INDEX FDS GROWTH ETF | ETF | 922908736 | 29,013 | 448,492 | SH | Sole | 01 | 448,492 | |
| VANGUARD INDEX FDS REIT ETF | ETF | 922908553 | 393 | 6,534 | SH | Sole | 01 | 6,534 | |
| VANGUARD INDEX FDS SM CP VAL ETF | ETF | 922908611 | 11,178 | 159,501 | SH | Sole | 01 | 159,501 | |
| VANGUARD INDEX FDS SMALL CP ETF | ETF | 922908751 | 2,850 | 36,516 | SH | Sole | 01 | 36,516 | |
| VANGUARD INDEX FDS SML CP GRW ETF | ETF | 922908595 | 10,718 | 124,773 | SH | Sole | 01 | 124,773 | |
| VANGUARD INDEX FDS VALUE ETF | ETF | 922908744 | 33,300 | 594,109 | SH | Sole | 01 | 594,109 | |
| VANGUARD INTL EQUITY INDEX F ALLWRLD EX US | ETF | 922042775 | 4,546 | 91,265 | SH | Sole | 01 | 91,265 | |
| VANGUARD INTL EQUITY INDEX F FTSE SMCAP ETF | ETF | 922042718 | 9,177 | 89,328 | SH | Sole | 01 | 89,328 | |
| VANGUARD INTL EQUITY INDEX F GLB EX US ETF | ETF | 922042676 | 184 | 3,533 | SH | Sole | 01 | 3,533 | |
| VANGUARD INTL EQUITY INDEX F MSCI EMR MKT ETF | ETF | 922042858 | 18,523 | 380,967 | SH | Sole | 01 | 380,967 | |
| VANGUARD INTL EQUITY INDEX F MSCI EUROPE ETF | ETF | 922042874 | 21,464 | 400,977 | SH | Sole | 01 | 400,977 | |
| VANGUARD INTL EQUITY INDEX F MSCI PAC ETF | ETF | 922042866 | 20,899 | 369,624 | SH | Sole | 01 | 369,624 | |
| VANGUARD SCOTTSDALE FDS INT-TERM CORP | ETF | 92206C870 | 5,065 | 63,153 | SH | Sole | 01 | 63,153 | |
| VANGUARD TAX-MANAGED INTL FD MSCI EAFE ETF | ETF | 921943858 | 15,124 | 397,151 | SH | Sole | 01 | 397,151 | |
| VANGUARD WHITEHALL FDS INC HIGH DIV YLD | ETF | 921946406 | 443 | 9,857 | SH | Sole | 01 | 9,857 | |
| VARIAN SEMICONDUCTOR EQUIPMN COM | COM | 922207105 | 8,928 | 145,307 | SH | Sole | 01 | 145,307 | |
| VERINT SYS INC COM | COM | 92343X100 | 1,140 | 30,790 | SH | Sole | 01 | 30,790 | |
| VISA INC COM CL A | CL A | 92826C839 | 2,684 | 31,855 | SH | Sole | 01 | 31,855 | |
| VODAFONE GROUP PLC NEW SPONS ADR NEW | ADR | 92857W209 | 2,304 | 86,241 | SH | Sole | 01 | 86,241 | |
| WALGREEN CO COM | COM | 931422109 | 47 | 1,100 | SH | Sole | 01 | 1,100 | |
| WASHINGTON FED INC COM | COM | 938824109 | 1,131 | 68,842 | SH | Sole | 01 | 68,842 | |
| WATERS CORP COM | COM | 941848103 | 7,932 | 82,854 | SH | Sole | 01 | 82,854 | |
| WELLS FARGO & CO NEW COM | COM | 949746101 | 1,034 | 36,850 | SH | Sole | 01 | 36,850 | |
| WESTERN UN CO COM | COM | 959802109 | 12 | 600 | SH | Sole | 01 | 600 | |
| WHIRLPOOL CORP COM | COM | 963320106 | 2,087 | 25,659 | SH | Sole | 01 | 25,659 | |
| WILLIAMS COS INC DEL COM | COM | 969457100 | 3,178 | 105,058 | SH | Sole | 01 | 105,058 | |
| WILLIAMS SONOMA INC COM | COM | 969904101 | 9,336 | 255,848 | SH | Sole | 01 | 255,848 | |
| WINN DIXIE STORES INC | COM | 974280307 | 30 | 3,530 | SH | Sole | | 3,530 | |
| WISDOMTREE TRUST EMERG MKTS ETF | ETF | 97717W315 | 0 | 1 | SH | Sole | 01 | 1 | |
| WOODBRIIDGE CO LTD | COM | 884903105 | 3,974 | 102,000 | SH | Sole | | 102,000 | |
| WPP PLC ADR | ADR | 92933H101 | 510 | 8,132 | SH | Sole | 01 | 8,132 | |
| XL GROUP PLC SHS | ADR | G98290102 | 1,318 | 59,978 | SH | Sole | 01 | 59,978 | |
| YAHOO INC COM | COM | 984332106 | 4,740 | 315,159 | SH | Sole | 01 | 315,159 | |
| YANZHOU COAL MNG CO LTD SPON ADR H SHS | SPONSORED ADR | 984846105 | 2,077 | 53,969 | SH | Sole | 01 | 53,969 | |