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GENWORTH FINANCIAL INC
Form 13F-HR
February 08, 2013

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:

/s/ Patricia Merrill Richmond, VA February 8, 2013

[Signature] [City, State] [Date]

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

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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
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ CALL DISCRET
3M CO COM	COM	88579Y101	2,445	26,335 SH	Sole
ABBOTT LABS COM	COM	002824100	11,417	174,301 SH	Sole
ACACIA RESH CORP ACACIA TCH COM	COM	003881307	883	34,429 SH	Sole
ACTIVISION BLIZZARD INC COM	COM	00507V109	4	353 SH	Sole
AES CORP COM	COM	00130H105	2,761	258,064 SH	Sole
AFFILIATED MANAGERS GROUP COM	COM	008252108	4,386	33,702 SH	Sole
AIR PRODS & CHEMS INC COM	COM	009158106	1,719	20,464 SH	Sole
ALLSTATE CORP COM	COM	020002101	81	2,024 SH	Sole
AMEREN CORP COM	COM	023608102	2,060	67,046 SH	Sole
AMERICAN ELEC PWR INC COM	COM	025537101	3,083	72,243 SH	Sole
AMERICAN EQTY INVT LIFE HLD COM	COM	025676206	608	49,829 SH	Sole
AMERICAN SOFTWARE INC CL A	CL A	029683109	73	9,449 SH	Sole
AMERICAS CAR MART INC COM	COM	03062T105	564	13,910 SH	Sole
ANHEUSER BUSCH INBEV SA/NV SPONSORED ADR	SPONSORED ADR	03524A108	1,459	16,695 SH	Sole
ANN INC COM	COM	035623107	741	21,901 SH	Sole
APPLE INC COM	COM	037833100	2,756	5,178 SH	Sole
APPLIED MATLS INC COM	COM	038222105	2,803	245,026 SH	Sole
APPROACH RESOURCES INC COM	COM	03834A103	1,208	48,287 SH	Sole
ARM HLDGS PLC SPONSORED ADR	SPONSORED ADR	042068106	834	22,048 SH	Sole
ATLAS AIR WORLDWIDE HLDGS IN COM NEW	COM	049164205	562	12,682 SH	Sole
AURICO GOLD INC COM	COM	05155C105	1,922	234,917 SH	Sole
AUTOMATIC DATA PROCESSING IN COM	COM	053015103	328	5,768 SH	Sole
AVAGO TECHNOLOGIES LTD SHS	COM	Y0486S104	838	26,486 SH	Sole

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B/E AEROSPACE INC COM	COM	073302101	0	3	SH	Sole
BAIDU INC SPON ADR REP A	SPONSORED ADR	056752108	711	7,090	SH	Sole
BANK OF AMERICA CORPORATION COM	COM	060505104	2,682	230,993	SH	Sole
BANK OF NOVA SCOTIA	COM	064149107	5,551	95,904	SH	Sole
BARCLAYS BK PLC 10 YR TREAS BEAR	ETF	06740L451	35,842	1,339,898	SH	Sole
BARCLAYS BK PLC IPATH S&P MT ETN	ETN	06740C519	0	11	SH	Sole
BARCLAYS BK PLC IPATH S&P500 VIX ADDED	ETN	06740C188	0	1	SH	Sole
BARCLAYS BK PLC IPTH NAT GAS	ETN	06740P239	45,729	1,574,992	SH	Sole
BARRICK GOLD CORPORATION	COM	067901108	595	17,007	SH	Sole
BASIC ENERGY SVCS INC NEW COM	COM	06985P100	359	31,431	SH	Sole
BAXTER INTL INC COM	COM	071813109	7,660	114,911	SH	Sole
BAYTEX ENERGY CORP	COM	07317Q105	3,607	83,426	SH	Sole
BCE INC	COM	05534B760	9,273	215,961	SH	Sole
BECTON DICKINSON & CO COM	COM	075887109	333	4,255	SH	Sole

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ CALL	INVESTM DISCRET
BIO RAD LABS INC CL A	CL A	090572207	1,840	17,515	SH	Sole
BLACKROCK INC COM	COM	09247X101	753	3,645	SH	Sole
BOEING CO COM	COM	097023105	2,622	34,789	SH	Sole
BRIGGS & STRATTON CORP COM	COM	109043109	0	12	SH	Sole
BROOKFIELD ASSET MANAGEMENT INC	COM	112585104	7,196	196,337	SH	Sole
BROOKFIELD ASSET MANAGEMENT INC	COM	112900105	5,411	318,104	SH	Sole
BROOKFIELD OFFICE PROPERTIES CANADA	COM	112823109	422	14,290	SH	Sole
BUCKEYE TECHNOLOGIES INC COM	COM	118255108	521	18,140	SH	Sole
CAE INC	COM	124765108	3,674	361,930	SH	Sole
CAESARSTONE SDOT-YAM LTD ORD SHS	COM	M20598104	775	48,491	SH	Sole
CAMECO CORP COM	COM	13321L108	548	27,809	SH	Sole
CANADIAN NATIONAL RAILWAY COMPANY	COM	136375102	9,566	105,112	SH	Sole
CANADIAN PACIFIC RAILWAY LTD	COM	13645T100	3,467	34,115	SH	Sole
CASH AMER INTL INC COM	COM	14754D100	70	1,768	SH	Sole
CATAMARAN CORP COM	COM	148887102	8,162	173,295	SH	Sole
CATERPILLAR INC DEL COM	COM	149123101	1,907	21,283	SH	Sole
CENOVUS ENERGY INC	COM	15135U109	7,071	210,828	SH	Sole
CERNER CORP COM	COM	156782104	4,382	56,538	SH	Sole
CHECK POINT SOFTWARE TECH LT ORD	COM	M22465104	758	15,915	SH	Sole
CHICAGO BRIDGE & IRON CO N V N Y REGISTRY SH	COM	167250109	861	18,566	SH	Sole
CHURCH & DWIGHT INC COM	COM	171340102	1,868	34,869	SH	Sole
CITIGROUP INC COM NEW	COM	172967424	1,544	39,022	SH	Sole
CITRIX SYS INC COM	COM	177376100	1,204	18,349	SH	Sole
CLAYMORE EXCHANGE TRD FD TR GUGG CHN SML CAP	COM	18383Q853	7,576	315,816	SH	Sole
CMS ENERGY CORP COM	COM	125896100	388	15,903	SH	Sole
COCA COLA CO COM	COM	191216100	7,886	217,534	SH	Sole
COMERICA INC COM	COM	200340107	4,120	135,805	SH	Sole
COMPANHIA DE BEBIDAS DAS AME SPON ADR PFD	SPONSORED ADR	20441W203	1,053	25,086	SH	Sole
COMPANHIA PARANAENSE ENERG C SPON ADR PFD	SPONSORED ADR	20441B407	502	32,676	SH	Sole
CONAGRA FOODS INC COM	COM	205887102	2,516	85,276	SH	Sole

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CORNING INC COM	COM	219350105	0	17	SH	Sole
COTT CORPORATION	COM	22163N106	166	20,630	SH	Sole
COVANTA HLDG CORP COM	COM	22282E102	1,062	57,678	SH	Sole
CRACKER BARREL OLD CTRY STOR COM	COM	22410J106	704	10,957	SH	Sole
CREDICORP LTD COM	COM	G2519Y108	1,179	8,047	SH	Sole
CUMMINS INC COM	COM	231021106	1,697	15,659	SH	Sole
CYPRESS SEMICONDUCTOR CORP COM	COM	232806109	2,029	187,154	SH	Sole
DANAHER CORP DEL COM	COM	235851102	5,560	99,469	SH	Sole
DIEBOLD INC COM	COM	253651103	2,680	87,554	SH	Sole
DIME CMNTY BANCSHARES COM	COM	253922108	504	36,293	SH	Sole
DOW CHEM CO COM	COM	260543103	2,136	66,065	SH	Sole

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ INVESTM DISCRET
DRIL-QUIP INC COM	COM	262037104	1,574	21,553	SH
DU PONT E I DE NEMOURS & CO COM	COM	263534109	4,382	97,427	SH
E M C CORP MASS COM	COM	268648102	3,538	139,832	SH
EAST WEST BANCORP INC COM	COM	27579R104	3,153	146,716	SH
EATON CORP PLC SHS ADDED	COM	G29183103	2,576	47,550	SH
EBAY INC COM	COM	278642103	3,094	60,675	SH
ECOPETROL S A SPONSORED ADS	SPONSORED ADR	279158109	1,019	17,073	SH
EDISON INTL COM	COM	281020107	396	8,774	SH
ELAN PLC ADR	ADR	284131208	479	46,958	SH
EMERSON ELEC CO COM	COM	291011104	2,508	47,363	SH
ENBRIDGE INC	COM	29250N105	4,237	97,816	SH
ENCANA CORPORATION	COM	292505104	4,321	218,678	SH
ENCORE CAP GROUP INC COM	COM	292554102	841	27,475	SH
ENDO HEALTH SOLUTIONS INC COM	COM	29264F205	1,809	68,976	SH
ENPRO INDS INC COM	COM	29355X107	551	13,480	SH
ENTERGY CORP NEW COM	COM	29364G103	346	5,433	SH
EPL OIL & GAS INC COM	COM	26883D108	127	5,623	SH
EQUINIX INC COM NEW	COM	29444U502	2,426	11,763	SH
ERICSSON ADR B SEK 10	COM	294821608	1,190	117,775	SH
EXELIS INC COM	COM	30162A108	0	26	SH
EXELON CORP COM	COM	30161N101	1,857	62,452	SH
EXXON MOBIL CORP	COM	453038408	796	18,517	SH
EXXON MOBIL CORP COM	COM	30231G102	6,466	74,710	SH
FIRST INTST BANCSYSTEM INC COM CL A	CL A	32055Y201	654	42,369	SH
FIRST TR EXCHANGE TRADED FD INDLS PROD DUR	ETF	33734X150	1,700	87,507	SH
FIRST TR EXCHANGE TRADED FD TECH ALPHADEX	ETF	33734X176	1,304	60,131	SH
FIRSTENERGY CORP COM	COM	337932107	262	6,278	SH
FOMENTO ECONOMICO MEXICANO S SPON ADR UNITS	SPONSORED ADR	344419106	1,337	13,282	SH
FOOT LOCKER INC COM	COM	344849104	2,838	88,353	SH
FORTINET INC COM	COM	34959E109	5,052	240,327	SH
FRANCO-NEVADA MINING CORPORATION LIMITED	COM	351858105	357	6,239	SH
GAP INC DEL COM	COM	364760108	2,119	68,272	SH
GENERAL DYNAMICS CORP COM	COM	369550108	4,183	60,390	SH
GENERAL ELECTRIC CO COM	COM	369604103	2,353	112,097	SH

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GENTEX CORP COM	COM	371901109	1,370	72,686	SH	Sole
GILEAD SCIENCES INC COM	COM	375558103	2,898	39,454	SH	Sole
GOLAR LNG LTD BERMUDA SHS	COM	G9456A100	1	26	SH	Sole
GOLDCORP INC	COM	380956409	188	5,132	SH	Sole
GRAINGER W W INC COM	COM	384802104	347	1,713	SH	Sole
GREAT PLAINS ENERGY INC COM	COM	391164100	1,419	69,891	SH	Sole
GRIFOLS S A SP ADR REP B NVT	SPONSORED ADR	398438408	1,813	69,924	SH	Sole
GROUPE CGI INC CL A SUB VTG	CL A	39945C109	2,267	97,992	SH	Sole
GT ADVANCED TECHNOLOGIES INC COM	COM	36191U106	209	69,091	SH	Sole
GULFPORT ENERGY CORP COM NEW	COM	402635304	146	3,808	SH	Sole

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ CALL	INVESTMENT DISCRET
HALLIBURTON CO COM	COM	406216101	2,403	69,279	SH	Sole
HANGER INC COM NEW	COM	41043F208	780	28,500	SH	Sole
HDFC BANK LTD ADR REPS 3 SHS	ADR	40415F101	1,246	30,592	SH	Sole
HEINZ H J CO COM	COM	423074103	2,456	42,584	SH	Sole
HELEN OF TROY CORP LTD COM	COM	G4388N106	591	17,698	SH	Sole
HESS CORP COM	COM	42809H107	2,031	38,349	SH	Sole
HMS HLDGS CORP COM	COM	40425J101	2,834	109,331	SH	Sole
HOSPIRA INC COM	COM	441060100	1,844	59,023	SH	Sole
ILLINOIS TOOL WKS INC COM	COM	452308109	292	4,807	SH	Sole
IMAX CORP COM	COM	45245E109	846	37,625	SH	Sole
INSIGHT ENTERPRISES INC COM	COM	45765U103	508	29,248	SH	Sole
INSPERITY INC COM	COM	45778Q107	675	20,744	SH	Sole
INTERCONTINENTAL HTLS GRP PL SPON ADR NEW 12 ADDED	SPONSORED ADR	45857P400	1,629	58,552	SH	Sole
INTERFACE, INC.	COM	85472N109	2,639	65,815	SH	Sole
INTERNATIONAL BUSINESS MACHS COM	COM	459200101	8,099	42,280	SH	Sole
INTERXION HOLDING N.V SHS	COM	N47279109	841	35,398	SH	Sole
ISHARES INC MSCI CDA INDEX	ETF	464286509	15,646	550,916	SH	Sole
ISHARES INC MSCI CHILE INVES	ETF	464286640	4,988	78,873	SH	Sole
ISHARES INC MSCI JAPAN	ETF	464286848	24,347	2,497,104	SH	Sole
ISHARES INC MSCI PAC J IDX	ETF	464286665	7,000	148,490	SH	Sole
ISHARES INC MSCI SWITZERLD	ETF	464286749	12,113	451,981	SH	Sole
ISHARES TR AGENCY BD FD	ETF	464288166	16,588	146,410	SH	Sole
ISHARES TR BARCLYS 10-20YR	ETF	464288653	332	2,461	SH	Sole
ISHARES TR BARCLYS 1-3 YR	ETF	464287457	18,961	224,607	SH	Sole
ISHARES TR BARCLYS 1-3YR CR	ETF	464288646	10,363	98,247	SH	Sole
ISHARES TR BARCLYS 20+ YR	ETF	464287432	58,453	482,367	SH	Sole
ISHARES TR BARCLYS 3-7 YR	ETF	464288661	1,918	15,564	SH	Sole
ISHARES TR BARCLYS 7-10 YR	ETF	464287440	42,189	392,494	SH	Sole
ISHARES TR BARCLYS CR BD	ETF	464288620	78,625	694,816	SH	Sole
ISHARES TR BARCLYS MBS BD	ETF	464288588	49,982	462,836	SH	Sole
ISHARES TR BARCLYS SH TREA	ETF	464288679	15,693	142,325	SH	Sole
ISHARES TR BARCLYS TIPS BD	ETF	464287176	37,731	310,770	SH	Sole
ISHARES TR BRC 0-5 YR TIP	ETF	46429B747	7,297	70,793	SH	Sole
ISHARES TR CORE S&P MCP ETF	ETF	464287507	49	483	SH	Sole
ISHARES TR CORE S&P500 ETF	ETF	464287200	3	18	SH	Sole
ISHARES TR CORE TOTUSBD ETF	ETF	464287226	43,665	393,096	SH	Sole
ISHARES TR DJ HOME CONSTN	ETF	464288752	64,262	3,036,978	SH	Sole
ISHARES TR DJ INTL SEL DIVD	ETF	464288448	2,648	78,633	SH	Sole

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ISHARES TR DJ SEL DIV INX	ETF	464287168	5,204	90,918	SH	Sole
ISHARES TR DJ US ENERGY	ETF	464287796	11,121	272,295	SH	Sole
ISHARES TR DJ US FINL SEC	ETF	464287788	11,532	189,990	SH	Sole
ISHARES TR DJ US HEALTHCR	ETF	464287762	11,566	138,504	SH	Sole
ISHARES TR DJ US INDUSTRL	ETF	464287754	11,636	158,677	SH	Sole
ISHARES TR DJ US REAL EST	ETF	464287739	141,534	2,188,551	SH	Sole
ISHARES TR DJ US TECH SEC	ETF	464287721	9,949	140,685	SH	Sole
ISHARES TR DJ US TELECOMM	ETF	464287713	1,993	82,137	SH	Sole
ISHARES TR DJ US UTILS	ETF	464287697	11,529	133,495	SH	Sole
ISHARES TR FLTG RATE NT	ETF	46429B655	24,610	486,462	SH	Sole
ISHARES TR HIGH YLD CORP	ETF	464288513	20,028	214,552	SH	Sole

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COLUMN 7
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ CALL	INVESTMENT DISCRET
ISHARES TR IBOXX INV CPBD	ETF	464287242	13,712	113,331	SH	Sole
ISHARES TR JPMORGAN USD	ETF	464288281	19,512	158,902	SH	Sole
ISHARES TR LRGE GRW INDX	ETF	464287119	757	9,900	SH	Sole
ISHARES TR MSCI ACWI EX	ETF	464288240	18,789	448,648	SH	Sole
ISHARES TR MSCI ACWI INDX	ETF	464288257	4,910	102,123	SH	Sole
ISHARES TR MSCI EAFE INDEX	ETF	464287465	55,771	980,840	SH	Sole
ISHARES TR MSCI EMERG MKT	ETF	464287234	74,276	1,674,762	SH	Sole
ISHARES TR MSCI GRW IDX	ETF	464288885	4,639	77,261	SH	Sole
ISHARES TR MSCI SMALL CAP	ETF	464288273	2	49	SH	Sole
ISHARES TR MSCI VAL IDX	ETF	464288877	4,628	95,148	SH	Sole
ISHARES TR RUSL 2000 GROU	ETF	464287648	19	201	SH	Sole
ISHARES TR RUSL 2000 VALU	ETF	464287630	80	1,054	SH	Sole
ISHARES TR RUSSELL 1000	ETF	464287622	589	7,443	SH	Sole
ISHARES TR RUSSELL 2000	ETF	464287655	48	575	SH	Sole
ISHARES TR RUSSELL1000GRW	ETF	464287614	226	3,448	SH	Sole
ISHARES TR RUSSELL1000VAL	ETF	464287598	3,364	46,193	SH	Sole
ISHARES TR S&P 500 VALUE	ETF	464287408	20	294	SH	Sole
ISHARES TR S&P CAL AMTFR MN	ETF	464288356	17	150	SH	Sole
ISHARES TR S&P GL UTILITI	ETF	464288711	2,901	70,369	SH	Sole
ISHARES TR S&P GLO INFRAS	ETF	464288372	5,357	150,016	SH	Sole
ISHARES TR S&P INDIA 50	ETF	464289529	1,251	50,207	SH	Sole
ISHARES TR S&P MC 400 GRW	ETF	464287606	20	172	SH	Sole
ISHARES TR S&P MIDCP VALU	ETF	464287705	10	115	SH	Sole
ISHARES TR S&P NTL AMTFREE	ETF	464288414	5,119	46,266	SH	Sole
ISHARES TR S&P500 GRW	ETF	464287309	57	751	SH	Sole
ISHARES TR US PFD STK INDX	ETF	464288687	3,627	91,544	SH	Sole
ITC HLDGS CORP COM	COM	465685105	249	3,235	SH	Sole
JOHNSON & JOHNSON COM	COM	478160104	358	5,105	SH	Sole
JOHNSON CTLS INC COM	COM	478366107	375	12,216	SH	Sole
JOY GLOBAL INC COM	COM	481165108	1,896	29,726	SH	Sole
JPMORGAN CHASE & CO COM	COM	46625H100	4,748	107,986	SH	Sole
KELLY SVCS INC CL A	CL A	488152208	649	41,239	SH	Sole
KLA-TENCOR CORP COM	COM	482480100	672	14,060	SH	Sole
KONINKLIJKE PHILIPS ELECTRS NY REG SH NEW	COM	500472303	754	28,419	SH	Sole
KOPPERS HOLDINGS INC COM	COM	50060P106	622	16,299	SH	Sole
LAKELAND FINL CORP COM	COM	511656100	617	23,891	SH	Sole
LENNAR CORP CL A	CL A	526057104	3,153	81,543	SH	Sole

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LKQ CORP COM	COM	501889208	3,644	172,680	SH	Sole
LTC PPTYS INC COM	COM	502175102	610	17,332	SH	Sole
LUXOTTICA GROUP S P A SPONSORED ADR	ADR	55068R202	1	27	SH	Sole
MADDEN STEVEN LTD COM	COM	556269108	2	39	SH	Sole
MAGNA INTERNATIONAL INC.	COM	559222401	3,569	71,350	SH	Sole
MAINSOURCE FINANCIAL GP INC COM	COM	56062Y102	87	6,893	SH	Sole
MARKET VECTORS ETF TR MV STEEL INDEX	ETF	57060U308	5,595	114,920	SH	Sole
MARKET VECTORS ETF TR UNCVTL OIL GAS	ETF	57060U159	2,989	131,323	SH	Sole
MARSH & MCLENNAN COS INC COM	COM	571748102	5,960	172,892	SH	Sole
MCDONALDS CORP COM	COM	580135101	7,816	88,604	SH	Sole

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ INVESTMENT DISCRET
MEDASSETS INC COM	COM	584045108	813	48,491	SH
MEDICAL PPTYS TRUST INC COM	COM	58463J304	710	59,324	SH
MEDTRONIC INC COM	COM	585055106	2,282	55,627	SH
MELCO CROWN ENTMT LTD ADR	ADR	585464100	2,018	119,843	SH
MICROSOFT CORP COM	COM	594918104	8,317	311,398	SH
MTS SYS CORP COM	COM	553777103	624	12,261	SH
MYR GROUP INC DEL COM	COM	55405W104	85	3,835	SH
NATIONAL GRID PLC SPON ADR NEW	SPONSORED ADR	636274300	3,616	62,952	SH
NATIONAL OILWELL VARCO INC COM	COM	637071101	2,546	37,256	SH
NEWTEK BUSINESS SERVICES INC.	COM	652526104	56	30,000	SH
NEXTERA ENERGY INC COM	COM	65339F101	2,692	38,909	SH
NISOURCE INC COM	COM	65473P105	679	27,291	SH
NOKIA CORP SPONSORED ADR	SPONSORED ADR	654902204	1,140	288,555	SH
NORDSTROM INC COM	COM	655664100	2,787	52,093	SH
NOVO-NORDISK A S ADR	SPONSORED ADR	670100205	673	4,122	SH
NRG ENERGY INC COM NEW	COM	629377508	127	5,533	SH
NV ENERGY INC COM	COM	67073Y106	501	27,596	SH
OCCIDENTAL PETE CORP DEL COM	COM	674599105	3,331	43,486	SH
OPEN TEXT CORP COM	COM	683715106	1,122	20,078	SH
ORACLE CORP COM	COM	68389X105	5,671	170,213	SH
ORIX CORP SPONSORED ADR	SPONSORED ADR	686330101	573	10,120	SH
PACWEST BANCORP DEL COM	COM	695263103	84	3,373	SH
PENNEY J C INC COM	COM	708160106	1,227	62,271	SH
PERRIGO CO COM	COM	714290103	1,794	17,242	SH
PETROLEO BRASILEIRO SA PETRO SPONSORED ADR	SPONSORED ADR	71654V408	0	2	SH
PFIZER INC COM	COM	717081103	3,321	132,426	SH
PG&E CORP COM	COM	69331C108	2,241	55,775	SH
PHILIP MORRIS INTL INC COM	COM	718172109	6,958	83,186	SH
PHILIPPINE LONG DISTANCE TEL SPONSORED ADR	SPONSORED ADR	718252604	1,030	16,803	SH
PIMCO ETF TR 1-5 US TIP IDX	ETF	72201R205	172	3,187	SH
PIONEER NAT RES CO COM	COM	723787107	4,085	38,325	SH
POLARIS INDS INC COM	COM	731068102	1,875	22,280	SH
POWERSHARES ETF TRUST DYN PHRMA PORT	ETF	73935X799	2,066	59,836	SH
POWERSHARES ETF TRUST ENERGY SEC POR	ETF	73935X385	2,046	47,713	SH
POWERSHARES ETF TRUST II INTL CORP BOND	ETF	73936Q835	1,201	40,545	SH
POWERSHARES ETF TRUST II SENIOR LN					

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PORT	ETF	73936Q769	2,550	102,085	SH	Sole
POWERSHARES ETF TRUST ZACKS MC PRTFL	ETF	73935X740	32	2,663	SH	Sole
POWERSHARES GLOBAL ETF TRUST ASIA PAC EX-JP	ETF	73936T854	2,791	48,825	SH	Sole
POWERSHARES GLOBAL ETF TRUST I-30 LAD TREAS	ETF	73936T524	559	17,139	SH	Sole
POWERSHARES GLOBAL ETF TRUST INSUR NATL MUN	ETF	73936T474	9,616	373,449	SH	Sole

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COLUMN 7	
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTM DISCRET
POWERSHS DB MULTI SECT COMM DB BASE METALS	ETF	73936B705	314	16,265	SH		Sole
POWERSHS DB MULTI SECT COMM DB ENERGY FUND	ETF	73936B101	715	25,587	SH		Sole
POWERSHS DB MULTI SECT COMM DB GOLD FUND	ETF	73936B606	1,216	21,200	SH		Sole
POWERSHS DB MULTI SECT COMM DB PREC MTLS	ETF	73936B200	2,592	45,406	SH		Sole
POWERSHS DB MULTI SECT COMM PS DB AGRICUL FD	ETF	73936B408	2,415	86,418	SH		Sole
PPL CORP COM	COM	69351T106	2,990	104,447	SH		Sole
PRAXAIR INC COM	COM	74005P104	2,828	25,842	SH		Sole
PRETIUM RES INC COM	COM	74139C102	959	72,596	SH		Sole
PRIVATEBANCORP INC COM	COM	742962103	1,075	70,190	SH		Sole
PROCTER & GAMBLE CO COM	COM	742718109	5,561	81,907	SH		Sole
PROSHARES TR PSHS ULPROSH NEW	ETF	74348A632	0	5	SH		Sole
PRUDENTIAL FINL INC COM	COM	744320102	5	100	SH		Sole
PRUDENTIAL PLC ADR	ADR	74435K204	1,426	49,935	SH		Sole
QUAKER CHEM CORP COM	COM	747316107	800	14,859	SH		Sole
QUALCOMM INC COM	COM	747525103	3,537	57,185	SH		Sole
RALCORP HLDGS INC NEW COM	COM	751028101	0	4	SH		Sole
RAMCO-GERSHENSON PPTYS TR COM SH BEN INT	COM	751452202	600	45,096	SH		Sole
RED HAT INC COM	COM	756577102	1	10	SH		Sole
RITCHIE BROS AUCTIONEERS INC	COM	767744105	4,089	195,733	SH		Sole
ROCKWOOD HLDGS INC COM	COM	774415103	1,702	34,406	SH		Sole
ROGERS COMMUNICATIONS INC.	COM	775109200	13,612	299,034	SH		Sole
ROPER INDS INC NEW COM	COM	776696106	4,256	38,178	SH		Sole
ROSS STORES INC COM	COM	778296103	2,959	54,708	SH		Sole
ROYAL BANK OF CANADA	COM	780087102	5,492	91,074	SH		Sole
ROYAL DUTCH SHELL PLC SPONS ADR A	SPONSORED ADR	780259206	738	10,704	SH		Sole
RYDEX ETF TRUST GUG S&P500 EQ WT	ETF	78355W106	43,355	813,103	SH		Sole
SANOFI SPONSORED ADR	ADR	80105N105	391	8,252	SH		Sole
SAP AG SPON ADR	SPONSORED ADR	803054204	1,629	20,263	SH		Sole
SASOL LTD SPONSORED ADR	SPONSORED ADR	803866300	936	21,631	SH		Sole
SCBT FINANCIAL CORP COM	COM	78401V102	96	2,401	SH		Sole
SCHLUMBERGER LTD COM	COM	806857108	1,855	26,766	SH		Sole
SELECT SECTOR SPDR TR SBI CONS DISCR	ETF	81369Y407	15,672	330,360	SH		Sole
SELECT SECTOR SPDR TR SBI CONS STPLS	ETF	81369Y308	15,464	443,103	SH		Sole
SELECT SECTOR SPDR TR SBI HEALTHCARE	ETF	81369Y209	3,573	89,592	SH		Sole
SELECT SECTOR SPDR TR SBI INT-ENERGY	ETF	81369Y506	3,804	53,261	SH		Sole

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SELECT SECTOR SPDR TR SBI INT-FINL	ETF	81369Y605	33,498	2,043,817	SH	Sole
SELECT SECTOR SPDR TR SBI INT-INDS	ETF	81369Y704	29,536	779,311	SH	Sole

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ INVESTM CALL DISCRET
SELECT SECTOR SPDR TR SBI INT-UTILS	ETF	81369Y886	2,933	83,987	SH
SELECT SECTOR SPDR TR SBI MATERIALS	ETF	81369Y100	11,745	312,878	SH
SELECT SECTOR SPDR TR TECHNOLOGY	ETF	81369Y803	1,236	42,841	SH
SEMPRA ENERGY COM	COM	816851109	1,569	22,118	SH
SHAW COMMUNICATIONS INC CL B CONV	CL B	82028K200	831	36,180	SH
SHAW COMMUNICATIONS INC.	COM	82028K200	11,836	515,045	SH
SKYWORKS SOLUTIONS INC COM	COM	83088M102	2,682	132,096	SH
SOCIEDAD QUIMICA MINERA DE C SPON ADR SER B	SPONSORED ADR	833635105	1,025	17,788	SH
SODASTREAM INTERNATIONAL LTD USD SHS	COM	M9068E105	2,464	54,880	SH
SONIC AUTOMOTIVE INC CL A	CL A	83545G102	733	35,099	SH
SOUTHERN CO COM	COM	842587107	994	23,216	SH
SPDR DOW JONES INDL AVRG ETF UT SER 1	ETF	78467X109	2	16	SH
SPDR GOLD TRUST GOLD SHS	ETF	78463V107	6,683	41,245	SH
SPDR INDEX SHS FDS ASIA PACIF ETF	ETF	78463X301	8,740	112,783	SH
SPDR INDEX SHS FDS DJ INTL RL ETF	ETF	78463X863	4,859	117,504	SH
SPDR INDEX SHS FDS EMERG MKTS ETF	ETF	78463X509	9,203	136,914	SH
SPDR INDEX SHS FDS EURO STOXX 50	ETF	78463X202	9,995	288,385	SH
SPDR INDEX SHS FDS S&P CHINA ETF	ETF	78463X400	14,078	190,014	SH
SPDR INDEX SHS FDS S&P INTL ETF	ETF	78463X772	14,682	305,181	SH
SPDR INDEX SHS FDS S&P INTL SMLCP	ETF	78463X871	7,127	250,496	SH
SPDR INDEX SHS FDS S&P WRLD EX US	ETF	78463X889	32,695	1,290,773	SH
SPDR S&P 500 ETF TR TR UNIT	ETF	78462F103	168,932	1,186,241	SH
SPDR S&P MIDCAP 400 ETF TR UTSER1 S&PDCRP	ETF	78467Y107	64,761	348,722	SH
SPDR SER TR SHT TRM HGH YLD	ETF	78468R408	3,831	125,392	SH
SPDR SERIES TRUST BARCLYS TIPS ETF	ETF	78464A656	12,239	201,572	SH
SPDR SERIES TRUST BRC CNV SECS ETF	ETF	78464A359	1,372	34,040	SH
SPDR SERIES TRUST BRC HGH YLD BD	ETF	78464A417	54,942	1,349,597	SH
SPDR SERIES TRUST BRCLYS 1-3MT ETF	ETF	78464A680	48,301	1,054,372	SH
SPDR SERIES TRUST BRCLYS AGG ETF	ETF	78464A649	41,456	705,389	SH
SPDR SERIES TRUST BRCLYS INTL ETF	ETF	78464A516	1,456	23,870	SH
SPDR SERIES TRUST DB INT GVT ETF	ETF	78464A490	1,302	20,496	SH
SPDR SERIES TRUST DJ REIT ETF	ETF	78464A607	18,033	247,134	SH
SPDR SERIES TRUST NUVN BR SHT MUNI	ETF	78464A425	16,427	675,727	SH

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ INVESTM CALL DISCRET

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SPDR SERIES TRUST NUVN BRCLY MUNI	ETF	78464A458	14,231	587,094	SH	Sole
SPDR SERIES TRUST S&P 600 SML CAP	ETF	78464A813	11,957	159,194	SH	Sole
SPDR SERIES TRUST S&P DIVID ETF	ETF	78464A763	19,097	328,358	SH	Sole
SPDR SERIES TRUST S&P HOMEBUILD	ETF	78464A888	1	56	SH	Sole
SPDR SERIES TRUST SHRT INTL ETF	ETF	78464A334	1,646	44,920	SH	Sole
STRYKER CORP COM	COM	863667101	253	4,612	SH	Sole
SUN CMNTYS INC COM	COM	866674104	501	12,562	SH	Sole
SUNTRUST BKS INC COM	COM	867914103	2,614	92,220	SH	Sole
SUPERIOR ENERGY SVCS INC COM	COM	868157108	1,560	75,277	SH	Sole
SWIFT ENERGY CO COM	COM	870738101	293	19,012	SH	Sole
SYNGENTA AG SPONSORED ADR	SPONSORED ADR	87160A100	903	11,172	SH	Sole
SYNNEX CORP COM	COM	87162W100	79	2,285	SH	Sole
TAIWAN SEMICONDUCTOR MFG LTD						
SPONSORED ADR	SPONSORED ADR	874039100	1,179	68,693	SH	Sole
TAL INTL GROUP INC COM	COM	874083108	621	17,057	SH	Sole
TARGET CORP COM	COM	87612E106	1	14	SH	Sole
TATA MTRS LTD SPONSORED ADR	SPONSORED ADR	876568502	1,141	39,735	SH	Sole
TE CONNECTIVITY LTD REG SHS	COM	H84989104	2,313	62,314	SH	Sole
TELUS CORPORATION	COM	87971M202	11,914	182,902	SH	Sole
TEVA PHARMACEUTICAL INDS LTD ADR	ADR	881624209	1,798	48,154	SH	Sole
THOMSON REUTERS CORPORATION	COM	884903105	6,752	232,364	SH	Sole
TIM HORTONS INC	COM	88706M103	5,904	120,056	SH	Sole
TIME WARNER INC COM NEW	COM	887317303	2,970	62,087	SH	Sole
TORONTO-DOMINION BANK/THE	COM	891160509	5,601	66,418	SH	Sole
TOYOTA MOTOR CORP SP ADR REP2COM	COM	892331307	2,345	25,144	SH	Sole
TRANSALTA CORPORATION	COM	89346D107	1,518	99,628	SH	Sole
TRANSCANADA CORPORATION	COM	89353D107	4,562	96,407	SH	Sole
TREEHOUSE FOODS INC COM	COM	89469A104	2,982	57,200	SH	Sole
TRIUMPH GROUP INC NEW COM	COM	896818101	6,305	96,550	SH	Sole
TUPPERWARE BRANDS CORP COM	COM	899896104	3,136	48,919	SH	Sole
UGI CORP NEW COM	COM	902681105	1,925	58,840	SH	Sole
UMPQUA HLDGS CORP COM	COM	904214103	538	45,668	SH	Sole
UNITED TECHNOLOGIES CORP COM	COM	913017109	5,258	64,112	SH	Sole
VANGUARD BD INDEX FD INC INTERMED						
TERM	ETF	921937819	1,140	12,913	SH	Sole
VANGUARD BD INDEX FD INC LONG TERM						
BOND	ETF	921937793	5,238	55,798	SH	Sole
VANGUARD BD INDEX FD INC SHORT TRM						
BOND	ETF	921937827	33,918	418,794	SH	Sole
VANGUARD BD INDEX FD INC TOTAL BND						
MRKT	ETF	921937835	97,722	1,162,939	SH	Sole
VANGUARD INDEX FDS GROWTH ETF	ETF	922908736	33,296	467,770	SH	Sole
VANGUARD INDEX FDS LARGE CAP ETF	ETF	922908637	57	877	SH	Sole
VANGUARD INDEX FDS REIT ETF	ETF	922908553	7,205	109,495	SH	Sole
VANGUARD INDEX FDS SM CP VAL ETF	ETF	922908611	11,712	161,217	SH	Sole

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ INVESTM CALL DISCRET
VANGUARD INDEX FDS SMALL CP ETF	ETF	922908751	22	273	SH
VANGUARD INDEX FDS SML CP GRW ETF	ETF	922908595	19,780	222,173	SH

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VANGUARD INDEX FDS TOTAL STK MKT	ETF	922908769	2	28	SH	Sole
VANGUARD INDEX FDS VALUE ETF	ETF	922908744	37,042	629,961	SH	Sole
VANGUARD INTL EQUITY INDEX F ALLWRLD EX US	ETF	922042775	50,067	1,094,368	SH	Sole
VANGUARD INTL EQUITY INDEX F FTSE SMCAP ETF	ETF	922042718	11,795	129,767	SH	Sole
VANGUARD INTL EQUITY INDEX F GLB EX US ETF	ETF	922042676	2,763	50,210	SH	Sole
VANGUARD INTL EQUITY INDEX F MSCI EMR MKT ETF	ETF	922042858	33,178	745,067	SH	Sole
VANGUARD INTL EQUITY INDEX F MSCI EUROPE ETF	ETF	922042874	44,451	910,142	SH	Sole
VANGUARD INTL EQUITY INDEX F MSCI PAC ETF	ETF	922042866	21,268	398,361	SH	Sole
VANGUARD SCOTTSDALE FDS INT-TERM CORP	ETF	92206C870	24,684	281,583	SH	Sole
VANGUARD SCOTTSDALE FDS MORTG-BACK SEC	ETF	92206C771	10,809	207,070	SH	Sole
VANGUARD TAX MANAGED INTL FD MSCI EAFE ETF	ETF	921943858	9,746	276,627	SH	Sole
VANGUARD WHITEHALL FDS INC HIGH DIV YLD	ETF	921946406	6,694	135,569	SH	Sole
VANGUARD WORLD FD EXTENDED DUR	ETF	921910709	44	382	SH	Sole
VANGUARD WORLD FD MEGA CAP INDEX	ETF	921910873	58	1,197	SH	Sole
VERISIGN INC COM	COM	92343E102	1,454	37,447	SH	Sole
VERIZON COMMUNICATIONS INC COM	COM	92343V104	2,541	58,714	SH	Sole
VISA INC COM CL A	CL A	92826C839	2,382	15,713	SH	Sole
WABTEC CORP COM	COM	929740108	6,014	68,699	SH	Sole
WATERS CORP COM	COM	941848103	4,921	56,485	SH	Sole
WILLIAMS COS INC DEL COM	COM	969457100	3,167	96,720	SH	Sole
WILLIAMS SONOMA INC COM	COM	969904101	0	1	SH	Sole
WISDOMTREE TRUST ASIA PAC EXJP FD	ETF	97717W828	7,480	108,314	SH	Sole
WISDOMTREE TRUST AUSTRALIA DIV FD	ETF	97717W810	952	16,374	SH	Sole
WISDOMTREE TRUST EMERG MKTS ETF	ETF	97717W315	1,126	19,682	SH	Sole
WISDOMTREE TRUST EQTY INC ETF	ETF	97717W208	6,567	143,383	SH	Sole
WISDOMTREE TRUST EUROPE SMCP DV	ETF	97717W869	931	22,675	SH	Sole
WISDOMTREE TRUST FUTRE STRAT FD	ETF	97717W125	299	7,418	SH	Sole
WISDOMTREE TRUST GLB EX US UTIL	ETF	97717W653	46	2,483	SH	Sole
WISDOMTREE TRUST JAPN HEDGE EQT	ETF	97717W851	18,040	489,163	SH	Sole
WISDOMTREE TRUST SMALLCAP DIVID	ETF	97717W604	1,829	35,899	SH	Sole

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ CALL	INVESTMENT DISCRETION
WPX ENERGY INC COM	COM	98212B103	0	9	SH	Sole
YAMANA GOLD INC	COM	98462Y100	371	21,536	SH	Sole
YUM BRANDS INC COM	COM	988498101	5,815	87,576	SH	Sole