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GENWORTH FINANCIAL INC  
Form 13F-HR  
February 06, 2012

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, 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:

/s/ Patricia Merrill Richmond, VA February 6, 2012

-----  
[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: 420 lines

Form 13F Information Table Value Total: 2,314,819  
(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/ INVE CALL DISC
3M CO COM	COM	88579Y101	6,806	83,274	SH
ABB LTD SPONSORED ADR	SPONSORED ADR	000375204	1,922	102,067	SH
ABBOTT LABS COM	COM	002824100	11,101	197,429	SH
ACACIA RESH CORP ACACIA TCH COM	COM	003881307	7,461	204,364	SH
AES CORP COM	COM	00130H105	3,029	255,786	SH
AETNA INC NEW COM	COM	00817Y108	42	1,000	SH
AFFILIATED MANAGERS GROUP COM	COM	008252108	4,795	49,975	SH
AFLAC INC COM	COM	001055102	11	250	SH
AIR PRODS & CHEMS INC COM	COM	009158106	1,974	23,176	SH
AKAMAI TECHNOLOGIES INC COM	COM	00971T101	44	1,350	SH
ALBEMARLE CORP COM	COM	012653101	1,333	25,871	SH
ALEXANDER & BALDWIN INC COM	COM	014482103	1,689	41,367	SH
ALLSTATE CORP COM	COM	020002101	911	33,230	SH
AMAZON COM INC COM	COM	023135106	39	225	SH
AMERICAN AXLE & MFG HLDGS IN COM	COM	024061103	1,296	131,040	SH
AMERICAN ELEC PWR INC COM	COM	025537101	5,629	136,274	SH
AMERICAN EXPRESS CO COM	COM	025816109	0	2	SH
AMERICAS CAR MART INC COM	COM	03062T105	1,512	38,582	SH
ANALOG DEVICES INC COM	COM	032654105	29	800	SH
ANHEUSER BUSCH INBEV SA/NV SPONSORED ADR	SPONSORED ADR	03524A108	411	6,741	SH
ANSYS INC COM	COM	03662Q105	54	950	SH
APPLE INC COM	COM	037833100	4,016	9,915	SH
APPLIED MATLS INC COM	COM	038222105	20	1,900	SH
ARKANSAS BEST CORP DEL COM	COM	040790107	1,277	66,270	SH
ARM HLDGS PLC SPONSORED ADR	SPONSORED ADR	042068106	365	13,174	SH
ASML HOLDING N V NY REG SHS	COM	N07059186	2,371	56,725	SH
ASSOCIATED BANC CORP COM	COM	045487105	717	64,197	SH

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ASSURED GUARANTY LTD COM	COM	G0585R106	853	64,949	SH	S
AT&T INC COM	COM	00206R102	33	1,100	SH	S
AUTOMATIC DATA PROCESSING IN COM	COM	053015103	624	11,556	SH	S
AVAGO TECHNOLOGIES LTD SHS	COM	Y0486S104	249	8,621	SH	S
BAIDU INC SPON ADR REP A	SPONSORED ADR	056752108	1,321	11,339	SH	S
BALCHEM CORP COM	COM	057665200	1,144	28,219	SH	S
BANK OF AMERICA CORPORATION COM	COM	060505104	1	218	SH	S
BANK OF NOVA SCOTIA	COM	064149107	4,359	89,000	SH	S
BARCLAYS BK PLC IPTH S&P VIX NEW	ETF	06740C261	33,690	948,219	SH	S
BARCLAYS BK PLC S&P 500 VEQTR	ETF	06740C337	110,527	877,390	SH	S
BARCLAYS BK PLC US TRES FLATT	ETF	06740L485	7,932	135,981	SH	S
BARCLAYS PLC ADR	ADR	06738E204	916	83,329	SH	S
BARD C R INC COM	COM	067383109	4	50	SH	S
BAXTER INTL INC COM	COM	071813109	5,494	111,027	SH	S
BAYTEX ENERGY CORP	COM	07317Q105	3,797	69,100	SH	S
BCE INC.	COM	05534B760	6,231	152,100	SH	S
BE AEROSPACE INC COM	COM	073302101	4,965	128,260	SH	S
BECTON DICKINSON & CO COM	COM	075887109	470	6,287	SH	S
BEMIS INC COM	COM	081437105	409	13,595	SH	S
BHP BILLITON LTD SPONSORED ADR	SPONSORED ADR	088606108	1,897	26,852	SH	S

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COL	
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ INVE	DISC
BIO RAD LABS INC CL A	CL A	090572207	3,976	41,401	SH	S
BLACKROCK INC COM	COM	09247X101	301	1,690	SH	S
BOEING CO COM	COM	097023105	3,642	49,656	SH	S
BRIGGS & STRATTON CORP COM	COM	109043109	2,919	188,446	SH	S
BRITISH AMERN TOB PLC SPONSORED ADR	SPONSORED ADR	110448107	2,441	25,729	SH	S
BROOKFIELD ASSET MANAGEMENT INC.	COM	112585104	5,766	213,400	SH	S
BROOKFIELD PROPERTIES CORPORATION	COM	112900105	4,838	314,600	SH	S
CAE INC.	COM	124765108	1,995	209,150	SH	S
CANADIAN NATIONAL RAILWAY COMPANY	COM	136375102	5,696	73,750	SH	S
CANADIAN PACIFIC RAILWAY LTD	COM	13645T100	5,682	85,400	SH	S
CAPITAL ONE FINL CORP COM	COM	14040H105	781	18,459	SH	S
CAPSTEAD MTG CORP COM NO PAR	COM	14067E506	914	73,475	SH	S
CARDTRONICS INC COM	COM	14161H108	1,200	44,342	SH	S
CATERPILLAR INC DEL COM	COM	149123101	2,321	25,618	SH	S
CENOVUS ENERGY INC.	COM	15135U109	5,840	178,900	SH	S
CENTRAL EUROPEAN DIST CORP COM	COM	153435102	297	67,884	SH	S
CERNER CORP COM	COM	156782104	6,171	100,759	SH	S
CHESAPEAKE ENERGY CORP COM	COM	165167107	2,528	113,393	SH	S
CHEVRON CORP NEW COM	COM	166764100	397	3,732	SH	S
CHINA UNICOM (HONG KONG) LTD	SPONSORED ADR	16945R104	1,933	91,475	SH	S
CITRIX SYS INC COM	COM	177376100	3,465	57,060	SH	S
CITY TELECOM H K LTD SPONSORED ADR	SPONSORED ADR	178677209	304	28,935	SH	S
CMS ENERGY CORP COM	COM	125896100	4,033	182,657	SH	S
COCA COLA CO COM	COM	191216100	8,754	125,106	SH	S
COCA COLA ENTERPRISES INC NE COM	COM	19122T109	1	21	SH	S
COINSTAR INC COM	COM	19259P300	952	20,859	SH	S
COMERICA INC COM	COM	200340107	652	25,270	SH	S
COMPANHIA BRASILEIRA DE DIST SPN ADR PFD	CL A	20440T201	1,075	29,509	SH	S
COMPUTER SCIENCES CORP COM	COM	205363104	809	34,137	SH	S

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CONSTELLATION ENERGY GROUP I COM	COM	210371100	5,743	144,764	SH	S
COOPER TIRE & RUBR CO COM	COM	216831107	472	33,700	SH	S
CORNING INC COM	COM	219350105	6,071	467,737	SH	S
COSTCO WHSL CORP NEW COM	COM	22160K105	42	500	SH	S
COVIDIEN PLC SHS	ADR	G2554F113	3,828	85,043	SH	S
CTC MEDIA INC COM	COM	12642X106	455	51,828	SH	S
CUBIC CORP COM	COM	229669106	690	15,825	SH	S
DANAHER CORP DEL COM	COM	235851102	7,278	154,730	SH	S
DEVON ENERGY CORP NEW COM	COM	25179M103	3,944	63,605	SH	S
DEVRY INC DEL COM	COM	251893103	22	585	SH	S
DIEBOLD INC COM	COM	253651103	4,384	145,794	SH	S
DIME CMNTY BANCSHARES COM	COM	253922108	778	61,755	SH	S
DIREXION SHS ETF TR DLY FIN BEAR NEW	ETF	25459W144	0	5	SH	S
DISCOVER FINL SVCS COM	COM	254709108	984	41,004	SH	S
DOMINION RES INC VA NEW COM	COM	25746U109	53	1,000	SH	S
DRIL-QUIP INC COM	COM	262037104	2,475	37,600	SH	S
DTE ENERGY CO COM	COM	233331107	3,811	69,997	SH	S
DU PONT E I DE NEMOURS & CO COM	COM	263534109	3,147	68,737	SH	S
E M C CORP MASS COM	COM	268648102	1,717	79,715	SH	S
EAST WEST BANCORP INC COM	COM	27579R104	5,073	256,871	SH	S
EBAY INC COM	COM	278642103	4,032	132,940	SH	S
ELAN PLC ADR	ADR	284131208	379	27,583	SH	S
ELECTRONIC ARTS INC COM	COM	285512109	9,428	457,661	SH	S

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 DISC
EMERSON ELEC CO COM	COM	291011104	4,707	101,022	SH	S
ENBRIDGE INC.	COM	29250N105	4,035	109,700	SH	S
ENCANA CORP.	COM	292505104	4,379	240,350	SH	S
ENTERGY CORP NEW COM	COM	29364G103	4,264	58,373	SH	S
EQUINIX INC COM NEW	COM	29444U502	3,416	33,690	SH	S
EXELIS INC COM ADDED	COM	30162A108	4,251	469,774	SH	S
EXELON CORP COM	COM	30161N101	2,867	66,102	SH	S
EXPRESS SCRIPTS INC COM	COM	302182100	32	720	SH	S
EXXON MOBIL CORP COM	COM	30231G102	7,958	93,888	SH	S
FOMENTO ECONOMICO MEXICANO S SPON ADR	SPONSORED ADR	344419106	1,820	26,111	SH	S
FORTINET INC COM	COM	34959E109	6,398	293,366	SH	S
FRESENIUS MED CARE AG&CO KGA	SPONSORED ADR	358029106	251	3,685	SH	S
FULTON FINL CORP PA COM	COM	360271100	865	88,191	SH	S
GENERAL DYNAMICS CORP COM	COM	369550108	2,235	33,659	SH	S
GENERAL ELECTRIC CO COM	COM	369604103	24	1,340	SH	S
GENERAL MLS INC COM	COM	370334104	48	1,200	SH	S
GENON ENERGY INC COM	COM	37244E107	103	39,327	SH	S
GENTEX CORP COM	COM	371901109	6,357	214,847	SH	S
GEO GROUP INC COM	COM	36159R103	605	36,090	SH	S
GILEAD SCIENCES INC COM	COM	375558103	2,027	49,527	SH	S
GOLAR LNG LTD BERMUDA SHS	COM	G9456A100	332	7,474	SH	S
GOLDMAN SACHS GROUP INC COM	COM	38141G104	19	205	SH	S
GOODRICH CORP COM	COM	382388106	6,603	53,381	SH	S
GOODRICH PETE CORP COM NEW	COM	382410405	508	37,006	SH	S
GOOGLE INC CL A	CL A	38259P508	52	80	SH	S
GRAINGER W W INC COM	COM	384802104	947	5,059	SH	S

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GREAT PLAINS ENERGY INC COM	COM	391164100	2,526	115,998	SH	S
GROUPE CGI INC CL A SUB VTG	CL A	39945C109	3,929	208,419	SH	S
HALLIBURTON CO COM	COM	406216101	2,837	82,202	SH	S
HEWLETT PACKARD CO COM	COM	428236103	2,245	87,141	SH	S
HMS HLDGS CORP COM	COM	40425J101	6,702	209,572	SH	S
HOLOGIC INC.	COM	436440101	169	9,632	SH	S
HOME DEPOT INC COM	COM	437076102	7	178	SH	S
HONDA MOTOR LTD AMERN SHS	COM	438128308	1,557	50,976	SH	S
HONEYWELL INTL INC COM	COM	438516106	46	850	SH	S
ICICI BK LTD ADR	ADR	45104G104	959	36,266	SH	S
II VI INC COM	COM	902104108	38	2,070	SH	S
ILLINOIS TOOL WKS INC COM	COM	452308109	450	9,635	SH	S
IMAX CORP COM	COM	45245E109	259	14,126	SH	S
ING ASIA PAC HGH DIVID EQ IN COM	COM	44983J107	733	51,675	SH	S
INTERNATIONAL BUSINESS MACHS COM	COM	459200101	12,421	67,548	SH	S
ISHARES GOLD TRUST ISHARES	ETF	464285105	5,267	345,861	SH	S
ISHARES INC MSCI AUSTRALIA	ETF	464286103	427	19,930	SH	S
ISHARES INC MSCI CDA INDEX	ETF	464286509	5,886	221,261	SH	S
ISHARES INC MSCI FRANCE	ETF	464286707	214	10,950	SH	S
ISHARES INC MSCI GERMAN	ETF	464286806	215	11,179	SH	S
ISHARES INC MSCI HONG KONG	ETF	464286871	214	13,853	SH	S
ISHARES INC MSCI JAPAN	ETF	464286848	1,292	141,869	SH	S
ISHARES INC MSCI NETHR INVES	ETF	464286814	214	12,435	SH	S
ISHARES INC MSCI SINGAPORE	ETF	464286673	212	19,556	SH	S
ISHARES INC MSCI SWEDEN	ETF	464286756	4,763	189,478	SH	S
ISHARES INC MSCI SWITZERLD	ETF	464286749	6,206	274,353	SH	S

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUM	
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ CALL	INVEST DISCRE
ISHARES INC MSCI UTD KINGD	ETF	464286699	429	26,536	SH	Sol
ISHARES TR AGENCY BD FD	ETF	464288166	5,759	50,986	SH	Sol
ISHARES TR BARCLY USAGG B	ETF	464287226	137,217	1,244,597	SH	Sol
ISHARES TR BARCLYS 10-20YR	ETF	464288653	214	1,609	SH	Sol
ISHARES TR BARCLYS 1-3 YR	ETF	464287457	6,115	72,362	SH	Sol
ISHARES TR BARCLYS 1-3YR CR	ETF	464288646	2,038	19,556	SH	Sol
ISHARES TR BARCLYS 20+ YR	ETF	464287432	16,337	134,741	SH	Sol
ISHARES TR BARCLYS 3-7 YR	ETF	464288661	14,580	119,469	SH	Sol
ISHARES TR BARCLYS 7-10 YR	ETF	464287440	17,718	167,832	SH	Sol
ISHARES TR BARCLYS CR BD	ETF	464288620	28,032	257,272	SH	Sol
ISHARES TR BARCLYS MBS BD	ETF	464288588	31,857	294,779	SH	Sol
ISHARES TR BARCLYS SH TREA	ETF	464288679	1,223	11,099	SH	Sol
ISHARES TR BARCLYS TIPS BD	ETF	464287176	17,142	146,899	SH	Sol
ISHARES TR BRC 0-5 YR TIP	ETF	46429B747	4,092	40,117	SH	Sol
ISHARES TR DJ INTL SEL DIVD	ETF	464288448	1,669	56,202	SH	Sol
ISHARES TR DJ SEL DIV INX	ETF	464287168	1,918	35,668	SH	Sol
ISHARES TR DJ US INDEX FD	ETF	464287846	50	790	SH	Sol
ISHARES TR DJ US TECH SEC	ETF	464287721	13,151	205,801	SH	Sol
ISHARES TR DJ US TELECOMM	ETF	464287713	1,912	91,067	SH	Sol
ISHARES TR FLTG RATE NT	ETF	46429B655	6,830	139,391	SH	Sol
ISHARES TR IBOXX INV CPBD	ETF	464287242	11,218	98,608	SH	Sol
ISHARES TR JPMORGAN USD	ETF	464288281	1,763	16,063	SH	Sol
ISHARES TR MSCI ACWI INDX	ETF	464288257	3,015	71,501	SH	Sol

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ISHARES TR MSCI EAFE INDEX	ETF	464287465	19,872	401,218	SH	Sol
ISHARES TR MSCI EMERG MKT	ETF	464287234	24,982	658,463	SH	Sol
ISHARES TR MSCI GRW IDX	ETF	464288885	10,992	211,346	SH	Sol
ISHARES TR MSCI SMALL CAP	ETF	464288273	1,241	35,715	SH	Sol
ISHARES TR MSCI VAL IDX	ETF	464288877	10,436	244,395	SH	Sol
ISHARES TR NASDQ BIO INDX	ETF	464287556	824	7,895	SH	Sol
ISHARES TR RSSL MCRCP IDX	ETF	464288869	5,976	133,848	SH	Sol
ISHARES TR RUSL 2000 GROW	ETF	464287648	3,256	38,658	SH	Sol
ISHARES TR RUSL 2000 VALU	ETF	464287630	2,555	38,919	SH	Sol
ISHARES TR RUSSELL 1000	ETF	464287622	4,531	65,313	SH	Sol
ISHARES TR RUSSELL 2000	ETF	464287655	20,106	272,620	SH	Sol
ISHARES TR RUSSELL1000GRW	ETF	464287614	840	14,540	SH	Sol
ISHARES TR RUSSELL1000VAL	ETF	464287598	1,292	20,359	SH	Sol
ISHARES TR S&P 500 INDEX	ETF	464287200	9,971	79,160	SH	Sol
ISHARES TR S&P 500 VALUE	ETF	464287408	2,202	38,071	SH	Sol
ISHARES TR S&P CAL AMTFR MN	ETF	464288356	17	150	SH	Sol
ISHARES TR S&P GL UTILITI	ETF	464288711	5,775	137,827	SH	Sol
ISHARES TR S&P MC 400 GRW	ETF	464287606	2,200	22,278	SH	Sol
ISHARES TR S&P MIDCAP 400	ETF	464287507	4,480	51,136	SH	Sol
ISHARES TR S&P MIDCP VALU	ETF	464287705	1,101	14,493	SH	Sol
ISHARES TR S&P NA SOFTWR	ETF	464287515	757	13,980	SH	Sol
ISHARES TR S&P NTL AMTFREE	ETF	464288414	4,396	40,613	SH	Sol
ISHARES TR S&P SMLCP GROW	ETF	464287887	104	1,394	SH	Sol
ISHARES TR S&P SMLCP VALU	ETF	464287879	208	2,975	SH	Sol
ISHARES TR S&P500 GRW	ETF	464287309	5,799	86,005	SH	Sol
ISHARES TR SMLL CORE INDX	ETF	464288505	209	2,489	SH	Sol
ISHARES TR SMLL GRWTH IDX	ETF	464288604	209	2,504	SH	Sol
ISHARES TR SMLL VAL INDX	ETF	464288703	208	2,640	SH	Sol
ISHARES TR US PFD STK IDX	ETF	464288687	1,553	43,598	SH	Sol
ITT CORP NEW COM NEW ADDED	COM	450911201	716	37,048	SH	Sol

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COL
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ INVE
JACOBS ENGR GROUP INC DEL COM	COM	469814107	12	290	SH
JAKKS PAC INC COM	COM	47012E106	1,329	94,174	SH
JARDEN CORP COM	COM	471109108	1,500	50,216	SH
JOHNSON & JOHNSON COM	COM	478160104	576	8,783	SH
JOHNSON CTLS INC COM	COM	478366107	557	17,810	SH
JOY GLOBAL INC COM	COM	481165108	2,592	34,579	SH
JPMORGAN CHASE & CO COM	COM	46625H100	7,167	215,536	SH
KEYCORP NEW COM	COM	493267108	855	111,228	SH
KONINKLIJKE PHILIPS ELECTRS NY REG SH NEW	COM	500472303	2,701	128,910	SH
KRAFT FOODS INC CL A	CL A	50075N104	5,369	143,714	SH
KULICKE & SOFFA INDS INC COM	COM	501242101	844	91,191	SH
LIBERTY INTERACTIVE CORPORAT INT COM SER	COM	53071M104	4,628	285,439	SH
LIFE TECHNOLOGIES CORP COM	COM	53217V109	3,344	85,945	SH
LINCOLN ELEC HLDGS INC COM	COM	533900106	19	480	SH
LINCOLN NATL CORP IND COM	COM	534187109	612	31,526	SH
LKQ CORP COM	COM	501889208	4,536	150,812	SH
LOCKHEED MARTIN CORP COM	COM	539830109	28	350	SH
LOEWS CORP COM	COM	540424108	3,369	89,474	SH
LOWES COS INC COM	COM	548661107	4,201	165,527	SH

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M/I HOMES INC COM	COM	55305B101	1,139	118,686	SH	S
MACYS INC COM	COM	55616P104	3,769	117,127	SH	S
MADDEN STEVEN LTD COM	COM	556269108	2,613	75,753	SH	S
MAGNA INTERNATIONAL INC.	COM	559222401	1,641	50,100	SH	S
MAIDEN HOLDINGS LTD SHS	COM	G5753U112	1,147	130,914	SH	S
MARKET VECTORS ETF TR AGRIBUS ETF	ETF	57060U605	1,759	37,303	SH	S
MARKET VECTORS ETF TR GOLD MINER ETF	ETF	57060U100	22,345	434,476	SH	S
MBIA INC COM	COM	55262C100	1,065	91,913	SH	S
MCDONALDS CORP COM	COM	580135101	13,863	138,171	SH	S
MECHEL OAO SPONSORED ADR	SPONSORED ADR	583840103	552	64,912	SH	S
MEDIDATA SOLUTIONS INC COM	COM	58471A105	647	29,749	SH	S
MELCO CROWN ENTMT LTD ADR	ADR	585464100	325	33,797	SH	S
MERCK & CO INC NEW COM	COM	58933Y105	29	775	SH	S
METLIFE INC COM	COM	59156R108	4,552	145,982	SH	S
MICROMET INC COM	COM	59509C105	1,085	150,866	SH	S
MICROSOFT CORP COM	COM	594918104	11,219	432,178	SH	S
MOLSON COORS BREWING CO CL B	CL B	60871R209	4,184	96,105	SH	S
NATIONAL GRID PLC SPON ADR NEW	SPONSORED ADR	636274300	5,622	115,962	SH	S
NATIONAL OILWELL VARCO INC COM	COM	637071101	4,159	61,176	SH	S
NEKTAR THERAPEUTICS COM	COM	640268108	477	85,290	SH	S
NEWELL RUBBERMAID INC COM	COM	651229106	32	2,000	SH	S
NEWTEK BUSINESS SERVICES INC.	COM	652526104	168	146,141	SH	S
NEXTERA ENERGY INC COM	COM	65339F101	4,674	76,779	SH	S
NOBLE ENERGY INC COM	COM	655044105	37	390	SH	S
NOVARTIS A G SPONSORED ADR	SPONSORED ADR	66987V109	4,828	84,451	SH	S
NOVO-NORDISK A S ADR	ADR	670100205	2,162	18,759	SH	S
NV ENERGY INC COM	COM	67073Y106	500	30,577	SH	S
OLD REP INTL CORP COM	COM	680223104	707	76,238	SH	S
OPLINK COMMUNICATIONS INC COM NEW	COM	68375Q403	673	40,882	SH	S
ORACLE CORP COM	COM	68389X105	6,904	269,161	SH	S
ORIX CORP SPONSORED ADR	SPONSORED ADR	686330101	1,260	30,721	SH	S
PAYCHEX INC COM	COM	704326107	28	920	SH	S

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 DISCRE
PEPSICO INC COM	COM	713448108	4,852	73,125	SH
PERRIGO CO COM	COM	714290103	2,487	25,564	SH
PETROLEO BRASILEIRO SA PETRO	SPONSORED ADR	71654V408	871	35,034	SH
PFIZER INC COM	COM	717081103	5,699	263,364	SH
PG&E CORP COM	COM	69331C108	747	18,129	SH
PHILIP MORRIS INTL INC COM	COM	718172109	9,697	123,564	SH
PIMCO ETF TR 1-5 US TIP IDX	ETF	72201R205	220	4,123	SH
PIONEER NAT RES CO COM	COM	723787107	5,941	66,397	SH
POWERSHARES ETF TRUST DYN PHRMA PORT	ETF	73935X799	2,139	75,921	SH
POWERSHARES ETF TRUST ENERGY SEC POR	ETF	73935X385	2,146	56,243	SH
POWERSHARES ETF TRUST ZACKS MC PRTFL	ETF	73935X740	126	12,393	SH
POWERSHARES GLOBAL ETF TRUST AGG PFD	ETF	73936T565	3	219	SH
POWERSHARES GLOBAL ETF TRUST ASIA PAC	ETF	73936T854	898	19,309	SH
POWERSHARES GLOBAL ETF TRUST INSUR	ETF	73936T474	8,530	348,878	SH
POWERSHARES QQQ TRUST UNIT SER 1	ETF	73935A104	19	333	SH
POWERSHS DB MULTI SECT COMM DB GOLD	ETF	73936B606	1,740	31,948	SH
PPL CORP COM	COM	69351T106	4,732	160,838	SH

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PRAXAIR INC COM	COM	74005P104	5,183	48,482	SH	Sol
PRECISION CASTPARTS CORP COM	COM	740189105	68	415	SH	Sol
PRICE T ROWE GROUP INC COM	COM	74144T108	47	825	SH	Sol
PRIVATEBANCORP INC COM	COM	742962103	2,056	187,277	SH	Sol
PROCTER & GAMBLE CO COM	COM	742718109	6,213	93,127	SH	Sol
PROSHARES TR ULT SHR S&P500	ETF	74347X856	98,804	7,525,074	SH	Sol
PROSPERITY BANCSHARES INC COM	COM	743606105	7,013	173,814	SH	Sol
PRUDENTIAL FINL INC COM	COM	744320102	5	100	SH	Sol
QEP RES INC COM	COM	74733V100	32	1,100	SH	Sol
QUESTAR CORP COM	COM	748356102	22	1,100	SH	Sol
RALCORP HLDGS INC NEW COM	COM	751028101	3,889	45,482	SH	Sol
RED HAT INC COM	COM	756577102	0	10	SH	Sol
REGIONS FINANCIAL CORP NEW COM	COM	7591EP100	564	131,054	SH	Sol
REPUBLIC SVCS INC COM	COM	760759100	29	1,065	SH	Sol
RESOLUTE ENERGY CORP COM	COM	76116A108	501	46,434	SH	Sol
RIGHTNOW TECHNOLOGIES INC COM	COM	76657R106	1,177	27,539	SH	Sol
RITCHIE BROS AUCTIONEERS INC.	COM	767744105	2,683	123,600	SH	Sol
ROGERS COMMUNICATIONS INC.	COM	775109200	8,778	231,850	SH	Sol
ROPER INDS INC NEW COM	COM	776696106	3,834	44,132	SH	Sol
ROSETTA RESOURCES INC COM	COM	777779307	2,303	52,936	SH	Sol
ROSS STORES INC COM	COM	778296103	7,383	155,323	SH	Sol
ROVI CORP COM	COM	779376102	1,643	66,828	SH	Sol
ROYAL DUTCH SHELL PLC SPONS ADR A	SPONSORED ADR	780259206	436	5,966	SH	Sol
RPM INTL INC COM	COM	749685103	36	1,450	SH	Sol
SAP AG SPON ADR	SPONSORED ADR	803054204	2,504	47,294	SH	Sol
SASOL LTD SPONSORED ADR	SPONSORED ADR	803866300	1,493	31,499	SH	Sol
SCHLUMBERGER LTD COM	COM	806857108	1,519	22,238	SH	Sol
SELECT SECTOR SPDR TR SBI CONS DISCR	ETF	81369Y407	6,126	156,989	SH	Sol
SELECT SECTOR SPDR TR SBI CONS STPLS	ETF	81369Y308	7,180	220,986	SH	Sol
SELECT SECTOR SPDR TR SBI HEALTHCARE	ETF	81369Y209	4,781	137,821	SH	Sol

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/ INVEST DISCRE
SELECT SECTOR SPDR TR SBI INT-ENERGY	ETF	81369Y506	3,483	50,382	SH
SELECT SECTOR SPDR TR SBI INT-FINL	ETF	81369Y605	5,105	392,692	SH
SELECT SECTOR SPDR TR SBI INT-INDS	ETF	81369Y704	3,891	115,295	SH
SELECT SECTOR SPDR TR SBI INT-UTILS	ETF	81369Y886	2,609	72,514	SH
SELECT SECTOR SPDR TR SBI MATERIALS	ETF	81369Y100	1,707	50,966	SH
SELECT SECTOR SPDR TR TECHNOLOGY	ETF	81369Y803	945	37,120	SH
SEMPRA ENERGY COM	COM	816851109	3,326	60,464	SH
SHAW COMMUNICATOINS INC.	COM	82028K200	7,359	376,700	SH
SIEMENS A G SPONSORED ADR	SPONSORED ADR	826197501	1,738	18,173	SH
SINGAPORE FD INC COM	COM	82929L109	0	8	SH
SOCIEDAD QUIMICA MINERA DE C SPON ADR	SPONSORED ADR	833635105	1,517	28,180	SH
SODASTREAM INTERNATIONAL LTD USD SHS	COM	M9068E105	281	8,584	SH
SOLERA HOLDINGS INC COM	COM	83421A104	3,462	77,732	SH
SOUTHERN CO COM	COM	842587107	2,344	50,640	SH
SPDR GOLD TRUST GOLD SHS	ETF	78463V107	3,561	23,428	SH
SPDR INDEX SHS FDS ASIA PACIF ETF	ETF	78463X301	4,097	62,080	SH
SPDR INDEX SHS FDS DJ INTL RL ETF	ETF	78463X863	5,311	166,858	SH
SPDR INDEX SHS FDS EMERG MKTS ETF	ETF	78463X509	9,586	164,674	SH
SPDR INDEX SHS FDS S&P CHINA ETF	ETF	78463X400	9,127	146,504	SH



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SPDR INDEX SHS FDS S&P INTL ETF	ETF	78463X772	3	61	SH	Sol
SPDR INDEX SHS FDS S&P INTL SMLCP	ETF	78463X871	4,579	181,918	SH	Sol
SPDR INDEX SHS FDS S&P WRLD EX US	ETF	78463X889	19,806	908,967	SH	Sol
SPDR S&P 500 ETF TR TR UNIT	ETF	78462F103	167,041	1,331,001	SH	Sol
SPDR S&P MIDCAP 400 ETF TR UTSER1 S&P	ETF	78467Y107	3,622	22,711	SH	Sol
SPDR SERIES TRUST BARCL CAP TIPS	ETF	78464A656	4,975	85,743	SH	Sol
SPDR SERIES TRUST BRCLYS 1-3MT ETF	ETF	78464A680	41,863	913,446	SH	Sol
SPDR SERIES TRUST BRCLYS AGG ETF	ETF	78464A649	30,331	523,873	SH	Sol
SPDR SERIES TRUST BRCLYS CAP CONV	ETF	78464A359	579	16,002	SH	Sol
SPDR SERIES TRUST BRCLYS INTL ETF	ETF	78464A516	737	12,527	SH	Sol
SPDR SERIES TRUST BRCLYS YLD ETF	ETF	78464A417	28,795	748,895	SH	Sol
SPDR SERIES TRUST DB INT GVT ETF	ETF	78464A490	2,644	46,596	SH	Sol
SPDR SERIES TRUST DJ REIT ETF	ETF	78464A607	17,131	266,012	SH	Sol
SPDR SERIES TRUST NUVN BR SHT MUNI	ETF	78464A425	12,132	498,432	SH	Sol
SPDR SERIES TRUST NUVN BRCLY MUNI	ETF	78464A458	9,618	405,148	SH	Sol
SPDR SERIES TRUST S&P 600 SMCP GRW	ETF	78464A201	208	1,855	SH	Sol
SPDR SERIES TRUST S&P 600 SMCP VAL	ETF	78464A300	104	1,550	SH	Sol
SPDR SERIES TRUST S&P 600 SML CAP	ETF	78464A813	4,835	73,174	SH	Sol
SPDR SERIES TRUST S&P DIVID ETF	ETF	78464A763	149,375	2,772,884	SH	Sol
SPDR SERIES TRUST S&P HOMEBUILD	ETF	78464A888	1,816	106,182	SH	Sol
SPDR SERIES TRUST SHRT INTL ETF	ETF	78464A334	1,021	28,685	SH	Sol
STANDARD PAC CORP NEW COM	COM	85375C101	1,402	440,905	SH	Sol
STRYKER CORP COM	COM	863667101	493	9,913	SH	Sol
SUPERIOR ENERGY SVCS INC COM	COM	868157108	1,366	48,045	SH	Sol
SUSQUEHANNA BANCSHARES INC P COM	COM	869099101	897	107,008	SH	Sol
SXC HEALTH SOLUTIONS CORP COM	COM	78505P100	7,884	139,586	SH	Sol
SYNGENTA AG SPONSORED ADR	SPONSORED ADR	87160A100	2,176	36,925	SH	Sol
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	2,424	187,735	SH	Sol
TARGACEPT INC COM	COM	87611R306	165	29,691	SH	Sol
TARGET CORP COM	COM	87612E106	2,087	40,745	SH	Sol

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COL
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ INVE
TATA MTRS LTD SPONSORED ADR	SPONSORED ADR	876568502	739	43,750	SH
TE CONNECTIVITY LTD REG SHS	COM	H84989104	4,026	130,657	SH
TELUS CORP.	COM	87971M202	6,115	116,150	SH
TEVA PHARMACEUTICAL INDS LTD ADR	ADR	881624209	27	675	SH
TEXAS INSTRS INC COM	COM	882508104	32	1,100	SH
TEXAS ROADHOUSE INC COM	COM	882681109	2,157	144,738	SH
THOR INDS INC COM	COM	885160101	29	1,050	SH
TIM HORTONS INC COM	COM	88706M103	244	5,036	SH
TOTAL S A SPONSORED ADR	SPONSORED ADR	89151E109	3,530	69,062	SH
TOWER GROUP INC COM	COM	891777104	814	40,369	SH
TOYOTA MOTOR CORP SP ADR REP2COM	COM	892331307	3,193	48,281	SH
TRANSCANADA CORPORATION	COM	89353D107	4,637	108,000	SH
TRANSOCEAN LTD REG SHS	COM	H8817H100	14	375	SH
TREEHOUSE FOODS INC COM	COM	89469A104	6,022	92,109	SH
TRIUMPH GROUP INC NEW COM	COM	896818101	16,024	274,144	SH
TTM TECHNOLOGIES INC COM	COM	87305R109	561	51,155	SH
TUPPERWARE BRANDS CORP COM	COM	899896104	3,562	63,635	SH
TUTOR PERINI CORP COM	COM	901109108	451	36,546	SH
UGI CORP NEW COM	COM	902681105	2,878	97,889	SH

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UNIFIRST CORP MASS COM	COM	904708104	873	15,390	SH	S
UNILEVER PLC SPON ADR NEW	SPONSORED ADR	904767704	489	14,584	SH	S
UNITED CONTINENTAL HOLDINGS INC.	COM	910047109	45	2,409	SH	S
UNITED TECHNOLOGIES CORP COM	COM	913017109	8,908	121,877	SH	S
UNIVERSAL FST PRODS INC COM	COM	913543104	46	1,500	SH	S
V F CORP COM	COM	918204108	552	4,343	SH	S
VALE S A ADR	ADR	91912E105	1,310	61,091	SH	S
VALE S A ADR REPSTG PFD	ADR	91912E204	307	14,890	SH	S
VANGUARD BD INDEX FD INC LONG TERM BOND	ETF	921937793	3,504	38,084	SH	S
VANGUARD BD INDEX FD INC SHORT TRM BOND	ETF	921937827	2,484	30,726	SH	S
VANGUARD BD INDEX FD INC TOTAL BND MRKT	ETF	921937835	23,832	285,275	SH	S
VANGUARD INDEX FDS GROWTH ETF	ETF	922908736	26,620	431,017	SH	S
VANGUARD INDEX FDS LARGE CAP ETF	ETF	922908637	777	13,560	SH	S
VANGUARD INDEX FDS REIT ETF	ETF	922908553	1,804	31,106	SH	S
VANGUARD INDEX FDS SM CP VAL ETF	ETF	922908611	9,211	146,974	SH	S
VANGUARD INDEX FDS SMALL CP ETF	ETF	922908751	2,340	33,587	SH	S
VANGUARD INDEX FDS SML CP GRW ETF	ETF	922908595	13,778	180,431	SH	S
VANGUARD INDEX FDS VALUE ETF	ETF	922908744	33,052	629,685	SH	S
VANGUARD INTL EQUITY INDEX F ALLWRLD EX	ETF	922042775	22,643	571,068	SH	S
VANGUARD INTL EQUITY INDEX F FTSE SMCAP	ETF	922042718	9,034	116,465	SH	S
VANGUARD INTL EQUITY INDEX F GLB EX US	ETF	922042676	960	23,592	SH	S
VANGUARD INTL EQUITY INDEX F MSCI EMR MKT	ETF	922042858	16,843	440,802	SH	S
VANGUARD INTL EQUITY INDEX F MSCI EUROPE	ETF	922042874	21,417	516,955	SH	S
VANGUARD INTL EQUITY INDEX F MSCI PAC	ETF	922042866	19,335	406,275	SH	S
VANGUARD SCOTTSDALE FDS INT-TERM CORP	ETF	92206C870	7,387	89,686	SH	S
VANGUARD TAX MANAGED INTL FD MSCI EAFE	ETF	921943858	15,703	512,678	SH	S

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	OR AMT	SH/ PUT/ INVE CALL DISC
VANGUARD WHITEHALL FDS INC HIGH DIV YLD	ETF	921946406	4,997	110,403	SH	S
VANGUARD WORLD FD MEGA CAP INDEX	ETF	921910873	994	23,116	SH	S
VERINT SYS INC COM	COM	92343X100	694	25,182	SH	S
VERIZON COMMUNICATIONS INC COM	COM	92343V104	4,075	101,562	SH	S
VISA INC COM CL A	CL A	92826C839	2,895	28,509	SH	S
VODAFONE GROUP PLC NEW SPONS ADR NEW	SPONSORED ADR	92857W209	1,989	70,974	SH	S
WALGREEN CO COM	COM	931422109	36	1,100	SH	S
WASHINGTON FED INC COM	COM	938824109	781	55,801	SH	S
WATERS CORP COM	COM	941848103	6,560	88,587	SH	S
WELLS FARGO & CO NEW COM	COM	949746101	829	30,092	SH	S
WESTERN UN CO COM	COM	959802109	11	600	SH	S
WHIRLPOOL CORP COM	COM	963320106	977	20,583	SH	S
WILLIAMS COS INC DEL COM	COM	969457100	5,034	152,456	SH	S
WILLIAMS SONOMA INC COM	COM	969904101	9,009	234,008	SH	S
WISDOMTREE TRUST ASIA PAC EXJP FD	ETF	97717W828	5,581	96,133	SH	S
WISDOMTREE TRUST FUTRE STRAT FD	ETF	97717W125	1,621	35,839	SH	S
WISDOMTREE TRUST GLB EX US UTIL	ETF	97717W653	118	6,655	SH	S
WOODBRIIDGE CO LTD	COM	884903105	4,311	164,400	SH	S
WPP PLC ADR	ADR	92933H101	363	6,955	SH	S
XYLEM INC COM ADDED	COM	98419M100	2,007	78,123	SH	S
YAHOO INC COM	COM	984332106	4,381	271,634	SH	S
YAMANA GOLD INC COM	COM	98462Y100	301	20,521	SH	S
YANZHOU COAL MNG CO LTD SPON ADR H SHS	SPONSORED ADR	984846105	962	45,375	SH	S

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YUM BRANDS INC COM

COM

988498101

8,636

146,340 SH

S