

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

Form 13F

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: March 31, 2011

Check here if Amendment [ ]; Amendment Number:

This Amendment (Check only one.): [ ] is a restatement.  
[ ] adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: Genworth Financial, Inc.  
Address: 6620 West Broad Street  
Richmond, Virginia 23230

Form 13F File Number: 28-11523

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: Patricia Merrill  
Title: Senior Counsel  
Phone: (804) 662-2711

Signature, Place, and Date of Signing:

/s/ Patricia Merrill Richmond, VA May 6, 2011

-----  
[Signature] [City, State] [Date]

Report Type (Check only one.):

[X] 13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.)

[ ] 13F NOTICE. (Check here if no holdings reported are in this report, and all holdings are reported by other reporting manager(s).)

[ ] 13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

List of Other Managers Reporting for this Manager: NONE

FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 1

Form 13F Information Table Entry Total: 465 lines

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

List of Other Included Managers:

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

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

<TABLE>  
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COLUMN 1 COLUMN 2 COLUMN 3 COLUMN 4 COLUMN 5 COLUMN 6 COLUMN 7  
COLUMN 8

## VOTING AUTHORITY

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

BALCHEM CORP COM 36,480	COM	057665200	1,369	36,480 SH	Sole	01
BANCO SANTANDER SA ADR 31	ADR	05964H105	0	31 SH	Sole	01
BANK OF AMERICA CORPORATION COM 368	COM	060505104	5	368 SH	Sole	01

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VOTING AUTHORITY									
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BANK OF NEW YORK MELLON CORP COM 90	COM	064058100	3	90 SH	Sole	01			
BARCLAYS BK PLC 10 YR TREAS BEAR 344,523	ETF	06740L451	18,294	344,523 SH	Sole	01			
BARCLAYS BK PLC DJUBS CMDT ETN36 29,077	ETN	06738C778	1,493	29,077 SH	Sole	01			
BARCLAYS PLC ADR 112,560	ADR	06738E204	2,042	112,560 SH	Sole	01			
BARD C R INC COM 50	COM	067383109	5	50 SH	Sole	01			
BAXTER INTL INC COM 113,069	COM	071813109	6,080	113,069 SH	Sole	01			
BAYTEX ENERGY CORP 58,600	COM	07317Q105	3,529	58,600 SH	Sole	01			
BCE INC 130,300	COM	05534B760	4,885	130,300 SH	Sole	01			
BE AEROSPACE INC COM 124,535	COM	073302101	4,425	124,535 SH	Sole	01			
BECKMAN COULTER INC COM 200	COM	075811109	17	200 SH	Sole	01			
BECTON DICKINSON & CO COM 29,046	COM	075887109	2,313	29,046 SH	Sole	01			
BEMIS INC COM 17,005	COM	081437105	558	17,005 SH	Sole	01			
BHP BILLITON LTD SPONSORED ADR 35,844	ADR	088606108	3,437	35,844 SH	Sole	01			
BIO RAD LABS INC CL A 46,068	CL A	090572207	5,535	46,068 SH	Sole	01			
BLACKROCK INC COM 2,147	COM	09247X101	432	2,147 SH	Sole	01			
BLOUNT INTL INC NEW COM 71,566	COM	095180105	1,144	71,566 SH	Sole	01			
BOEING CO COM 101,573	COM	097023105	7,509	101,573 SH	Sole	01			
BOK FINL CORP COM NEW 10	COM	05561Q201	1	10 SH	Sole	01			
BP PLC SPONSORED ADR 75	ADR	055622104	3	75 SH	Sole	01			
BRIGGS & STRATTON CORP COM 204,096	COM	109043109	4,623	204,096 SH	Sole	01			
BRISTOL MYERS SQUIBB CO COM 123	COM	110122108	3	123 SH	Sole	01			
BRISTOW GROUP INC COM 23,661	COM	110394103	1,119	23,661 SH	Sole	01			
BRITISH AMERN TOB PLC SPONSORED ADR 34,111	SPONSORED ADR	110448107	2,763	34,111 SH	Sole	01			
BROOKFIELD ASSET MANAGEMENT INC 98,100	COM	112585104	3,285	98,100 SH	Sole	01			
BROOKFIELD PROPERTIES CORPORATION 71,200	COM	112900105	1,302	71,200 SH	Sole	01			
BUCYRUS INTL INC NEW COM 1	COM	118759109	0	1 SH	Sole	01			
CACI INTL INC CL A 1	CL A	127190304	0	1 SH	Sole	01			
CANADIAN NATIONAL RAILWAY COMPANY 45,200	COM	136375102	3,510	45,200 SH	Sole	01			
CANADIAN PACIFIC RAILWAY LTD 36,900	COM	13645T100	2,449	36,900 SH	Sole	01			
CAPITAL ONE FINL CORP COM 24,155	COM	14040H105	1,255	24,155 SH	Sole	01			
CAPSTEAD MTG CORP COM NO PAR	COM	14067E506	1,218	95,285 SH	Sole	01			

95,285 CARDINAL HEALTH INC COM 20,882	COM	14149Y108	859	20,882 SH	Sole	01
CARDTRONICS INC COM 57,431	COM	14161H108	1,169	57,431 SH	Sole	01
CATERPILLAR INC DEL COM 62,005	COM	149123101	6,904	62,005 SH	Sole	01
CELERA CORP COM 136,742	COM	15100E106	1,109	136,742 SH	Sole	01
CENOVUS ENERGY INC 88,700	COM	15135U109	3,604	88,700 SH	Sole	01
CENTRAL EUROPEAN DIST CORP COM 90,119	COM	153435102	1,023	90,119 SH	Sole	01
CENTURY ALUM CO COM 3	COM	156431108	0	3 SH	Sole	01
CERNER CORP COM 88,878	COM	156782104	9,883	88,878 SH	Sole	01
CHESAPEAKE ENERGY CORP COM 137,018	COM	165167107	4,593	137,018 SH	Sole	01
CHEVRON CORP NEW COM 4,729	COM	166764100	508	4,729 SH	Sole	01
CHICOS FAS INC COM 3	COM	168615102	0	3 SH	Sole	01
CHINA UNICOM (HONG KONG) LTD SPONSORED ADR 114,086	ADR	16945R104	1,894	114,086 SH	Sole	01
CINTAS CORP COM 126	COM	172908105	4	126 SH	Sole	01
CISCO SYS INC COM 237	COM	17275R102	4	237 SH	Sole	01
CITY TELECOM H K LTD SPONSORED ADR 37,131	ADR	178677209	562	37,131 SH	Sole	01

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VOTING AUTHORITY									
NAME OF ISSUER	TITLE	VALUE	SHRS OR SH/	PUT/	INVESTMENT	OTHER	---		
SOLE SHARED NONE	OF CLASS	(x\$1000)	PRN AMT	CALL	DISCRETION	MANAGERS			
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CLOROX CO DEL COM 89	COM	189054109	6	89 SH	Sole	01			
CMS ENERGY CORP COM 53,574	COM	125896100	1,052	53,574 SH	Sole	01			
COCA COLA CO COM 70,506	COM	191216100	4,677	70,506 SH	Sole	01			
COGNIZANT TECHNOLOGY SOLUTIO CL A 2	CL A	192446102	0	2 SH	Sole	01			
COINSTAR INC COM 26,870	COM	19259P300	1,234	26,870 SH	Sole	01			
COLGATE PALMOLIVE CO COM 49,282	COM	194162103	3,980	49,282 SH	Sole	01			
COMERICA INC COM 47,348	COM	200340107	1,739	47,348 SH	Sole	01			
COMPANHIA BRASILEIRA DE DIST SPN ADR PFD CL A 38,370	CL A	20440T201	1,609	38,370 SH	Sole	01			
COMPUTER SCIENCES CORP COM 45,606	COM	205363104	2,222	45,606 SH	Sole	01			
COMTECH TELECOMMUNICATIONS C COM NEW 2	COM	205826209	0	2 SH	Sole	01			
CONSTELLATION ENERGY GROUP I COM 57,493	COM	210371100	1,790	57,493 SH	Sole	01			
COOPER COS INC COM NEW 2	COM	216648402	0	2 SH	Sole	01			
COOPER TIRE & RUBR CO COM 44,682	COM	216831107	1,151	44,682 SH	Sole	01			
CORNING INC COM 349,237	COM	219350105	7,205	349,237 SH	Sole	01			
COSTCO WHSL CORP NEW COM 500	COM	22160K105	37	500 SH	Sole	01			
CTC MEDIA INC COM 69,613	COM	12642X106	1,641	69,613 SH	Sole	01			
CUBIC CORP COM 20,861	COM	229669106	1,200	20,861 SH	Sole	01			
DANAHER CORP DEL COM 156,249	COM	235851102	8,109	156,249 SH	Sole	01			

DARDEN RESTAURANTS INC COM 4	COM	237194105	0	4 SH	Sole	01
DECKERS OUTDOOR CORP COM 1	COM	243537107	0	1 SH	Sole	01
DELTA AIR LINES INC 13,451	COM	247361702	132	13,451 SH	Sole	
DEVON ENERGY CORP NEW COM 84,388	COM	25179M103	7,744	84,388 SH	Sole	01
DEVRY INC DEL COM 585	COM	251893103	32	585 SH	Sole	01
DIME CMNTY BANCSHARES COM 81,184	COM	253922108	1,198	81,184 SH	Sole	01
DISCOVER FINL SVCS COM 106,362	COM	254709108	2,565	106,362 SH	Sole	01
DOLBY LABORATORIES INC COM 4	COM	25659T107	0	4 SH	Sole	01
DOLLAR TREE INC COM 2	COM	256746108	0	2 SH	Sole	01
DOMINION RES INC VA NEW COM 1,000	COM	25746U109	45	1,000 SH	Sole	01
DPL INC COM 68	COM	233293109	2	68 SH	Sole	01
DTE ENERGY CO COM 20,664	COM	233331107	1,012	20,664 SH	Sole	01
DU PONT E I DE NEMOURS & CO COM 55,437	COM	263534109	3,047	55,437 SH	Sole	01
E M C CORP MASS COM 283,719	COM	268648102	7,536	283,719 SH	Sole	01
EAST WEST BANCORP INC COM 304,026	COM	27579R104	6,676	304,026 SH	Sole	01
EBAY INC COM 247,565	COM	278642103	7,684	247,565 SH	Sole	01
EMERSON ELEC CO COM 124,897	COM	291011104	7,298	124,897 SH	Sole	01
EMULEX CORP COM NEW 3	COM	292475209	0	3 SH	Sole	01
ENBRIDGE INC 84,400	COM	29250N105	5,351	84,400 SH	Sole	
ENCANA CORP 82,100	COM	292505104	2,925	82,100 SH	Sole	
ENTERGY CORP NEW COM 22,453	COM	29364G103	1,509	22,453 SH	Sole	01
EQUINIX INC COM NEW 117,200	COM	29444U502	10,677	117,200 SH	Sole	01
ESTERLINE TECHNOLOGIES CORP COM 1	COM	297425100	0	1 SH	Sole	01
EXELON CORP COM 27,047	COM	30161N101	1,115	27,047 SH	Sole	01
EXPRESS SCRIPTS INC COM 720	COM	302182100	40	720 SH	Sole	01
EXXON MOBIL CORP COM 94,303	COM	30231G102	7,934	94,303 SH	Sole	01
EZCORP INC CL A NON VGT 2	COM	302301106	0	2 SH	Sole	01
FIRSTENERGY CORP COM 55	COM	337932107	2	55 SH	Sole	01

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NAME OF ISSUER	OF CLASS	CUSIP	(x\$1000)	PRN AMT	PRN CALL	DISCRETION	MANAGERS
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FOMENTO ECONOMICO MEXICANO S SPON ADR UNITS 32,727	ADR	344419106	1,921	32,727 SH		Sole	01
FRONTIER COMMUNICATIONS CORP 199	COM	35906A108	2	199 SH		Sole	
FULTON FINL CORP PA COM 115,331	COM	360271100	1,281	115,331 SH		Sole	01
GENERAL DYNAMICS CORP COM 74,906	COM	369550108	5,735	74,906 SH		Sole	01
GENERAL ELECTRIC CO COM 1,644	COM	369604103	33	1,644 SH		Sole	01
GENERAL MLS INC COM	COM	370334104	44	1,200 SH		Sole	01

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

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

49,552	ISHARES TR S&P MC 400 GRW	ETF	464287606	612	5,544 SH	Sole	01
5,544	ISHARES TR S&P MIDCAP 400	ETF	464287507	5,707	57,812 SH	Sole	01
57,812	ISHARES TR S&P MIDCP VALU	ETF	464287705	3,955	45,885 SH	Sole	01
45,885	ISHARES TR S&P NA MULTIMD	ETF	464287531	847	23,809 SH	Sole	01
23,809	ISHARES TR S&P NTL AMTFREE	ETF	464288414	3,635	36,550 SH	Sole	01
36,550	ISHARES TR S&P SMLCP GROW	ETF	464287887	144	1,818 SH	Sole	01
1,818	ISHARES TR S&P SMLCP VALU	ETF	464287879	287	3,759 SH	Sole	01
3,759	ISHARES TR S&P500 GRW	ETF	464287309	5,887	85,672 SH	Sole	01
85,672	ISHARES TR SMLL CORE INDX	ETF	464288505	143	1,464 SH	Sole	01
1,464	ISHARES TR SMLL GRWTH IDX	ETF	464288604	286	3,094 SH	Sole	01
3,094							

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COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COLUMN 7	COLUMN 8	COLUMN 9	COLUMN 10
VOTING AUTHORITY									
	TITLE	VALUE	SHRS OR SH/	PUT/	INVESTMENT	OTHER	---		
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SOLE SHARED NONE									
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ISHARES TR SMLL VAL INDX	ETF	464288703	427	4,865 SH		Sole	01		
4,865	ISHARES TR US PFD STK IDX	ETF	464288687	789	19,904 SH		Sole	01	
19,904	ITT CORP NEW COM	COM	450911102	5,666	94,352 SH		Sole	01	
94,352	JACOBS ENGR GROUP INC DEL COM	COM	469814107	15	290 SH		Sole	01	
290	JAKKS PAC INC COM	COM	47012E106	3,413	176,379 SH		Sole	01	
176,379	JARDEN CORP COM	COM	471109108	3,215	90,399 SH		Sole	01	
90,399	JOHNSON & JOHNSON COM	COM	478160104	2,775	46,831 SH		Sole	01	
46,831	JOY GLOBAL INC COM	COM	481165108	4,476	45,304 SH		Sole	01	
45,304	JPMORGAN CHASE & CO COM	COM	46625H100	12,215	264,976 SH		Sole	01	
264,976	KEYCORP NEW COM	COM	493267108	1,960	220,725 SH		Sole	01	
220,725	KNIGHT TRANSN INC COM	COM	499064103	0	2 SH		Sole	01	
2	KONINKLIJKE PHILIPS ELECTRS NY REG SH NEW	COM	500472303	5,265	163,653 SH		Sole	01	
163,653	KRAFT FOODS INC CL A	CL A	50075N104	5,437	173,380 SH		Sole	01	
173,380	KUBOTA CORP ADR	ADR	501173207	710	15,065 SH		Sole	01	
15,065	KULICKE & SOFFA INDS INC COM	COM	501242101	1,104	118,084 SH		Sole	01	
118,084	LEGG MASON INC COM	COM	524901105	3	92 SH		Sole	01	
92	LHC GROUP INC COM	COM	50187A107	0	2 SH		Sole	01	
2	LIBERTY MEDIA CORP NEW INT COM SER A	CL A	53071M104	5,513	343,714 SH		Sole	01	
343,714	LIFE TECHNOLOGIES CORP COM	COM	53217V109	5,662	108,017 SH		Sole	01	
108,017	LINCOLN EDL SVCS CORP COM	COM	533535100	0	2 SH		Sole	01	
2	LINCOLN ELEC HLDGS INC COM	COM	533900106	18	240 SH		Sole	01	
240	LINCOLN NATL CORP IND COM	COM	534187109	1,254	41,728 SH		Sole	01	
41,728	LKQ CORP COM	COM	501889208	4,300	178,426 SH		Sole	01	
178,426	LOCKHEED MARTIN CORP COM	COM	539830109	5,769	71,748 SH		Sole	01	



71,748 LOEWS CORP COM 108,101	COM	540424108	4,658	108,101	SH	Sole	01
LOWES COS INC COM 329,547	COM	548661107	8,710	329,547	SH	Sole	01
M/I HOMES INC COM 224,779	COM	55305B101	3,369	224,779	SH	Sole	01
MADDEN STEVEN LTD COM 81,273	COM	556269108	3,814	81,273	SH	Sole	01
MAIDEN HOLDINGS LTD SHS 168,663	COM	G5753U112	1,263	168,663	SH	Sole	01
MAKITA CORP ADR NEW 24,825	ADR	560877300	1,164	24,825	SH	Sole	01
MANITOWOC INC COM 733	COM	563571108	16	733	SH	Sole	01
MARINEMAX INC COM 106,483	COM	567908108	1,050	106,483	SH	Sole	01
MARKET VECTORS ETF TR AGRIBUS ETF 27,422	ETF	57060U605	1,537	27,422	SH	Sole	01
MARKET VECTORS ETF TR COAL ETF 54,268	ETF	57060U837	2,752	54,268	SH	Sole	01
MARSHALL & ILSLEY CORP NEW COM 66,519	COM	571837103	531	66,519	SH	Sole	01
MASTERCARD INC CL A 1	CL A	57636Q104	0	1	SH	Sole	01
MBIA INC COM 167,710	COM	55262C100	1,684	167,710	SH	Sole	01
MCCORMICK & CO INC COM NON VTG 119	COM	579780206	6	119	SH	Sole	01
MCDONALDS CORP COM 139,114	COM	580135101	10,585	139,114	SH	Sole	01
MCGRAW HILL COS INC COM 98	COM	580645109	4	98	SH	Sole	01
MECHEL OAO SPONSORED ADR 87,158	ADR	583840103	2,684	87,158	SH	Sole	01
MEDIDATA SOLUTIONS INC COM 39,023	COM	58471A105	998	39,023	SH	Sole	01
MEDTRONIC INC COM 80	COM	585055106	3	80	SH	Sole	01
MERCK & CO INC NEW COM 116,672	COM	58933Y105	3,851	116,672	SH	Sole	01
METLIFE INC COM 160,511	COM	59156R108	7,180	160,511	SH	Sole	01
MICROMET INC COM 194,202	COM	59509C105	1,089	194,202	SH	Sole	01

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COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COLUMN 7	COLUMN 8
VOTING AUTHORITY							
	TITLE	VALUE	SHRS OR SH/	PUT/	INVESTMENT	OTHER	---
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MICROSOFT CORP COM 299,424	COM	594918104	7,602	299,424	SH	Sole	01
MOTRICITY INC COM 214,443	COM	620107102	3,223	214,443	SH	Sole	01
NALCO HOLDING COMPANY COM 253,172	COM	62985Q101	6,914	253,172	SH	Sole	01
NATIONAL GRID PLC SPON ADR NEW 48,429	SPONSORED ADR	636274300	2,327	48,429	SH	Sole	01
NEWELL RUBBERMAID INC COM 2,000	COM	651229106	38	2,000	SH	Sole	01
NEWTEK BUSINESS SERVICES INC 146,141	COM	652526104	240	146,141	SH	Sole	01
NEXTERA ENERGY INC COM 34,419	COM	65339F101	1,897	34,419	SH	Sole	01
NIKE INC CL B 2	CL B	654106103	0	2	SH	Sole	01
NOBLE ENERGY INC COM 390	COM	655044105	38	390	SH	Sole	01
NORTHERN TR CORP COM 3	COM	665859104	0	3	SH	Sole	01
NOVARTIS A G SPONSORED ADR 105,421	SPONSORED ADR	66987V109	5,730	105,421	SH	Sole	01
NOVO-NORDISK A S ADR	ADR	670100205	2,735	21,836	SH	Sole	01

21,836								
NRG ENERGY INC COM NEW	COM	629377508	0	1 SH	Sole	01		
1								
NTT DOCOMO INC SPONS ADR	ADR	62942M201	0	19 SH	Sole	01		
19								
NV ENERGY INC COM	COM	67073Y106	580	38,947 SH	Sole	01		
38,947								
OCCIDENTAL PETE CORP DEL COM	COM	674599105	3,985	38,133 SH	Sole	01		
38,133								
OCEANEERING INTL INC COM	COM	675232102	0	1 SH	Sole	01		
1								
OLD REP INTL CORP COM	COM	680223104	1,670	131,583 SH	Sole	01		
131,583								
OMNICOM GROUP INC COM	COM	681919106	1	15 SH	Sole	01		
15								
OPLINK COMMUNICATIONS INC COM NEW	COM	68375Q403	1,053	54,035 SH	Sole	01		
54,035								
ORACLE CORP COM	COM	68389X105	8,657	258,945 SH	Sole	01		
258,945								
ORIX CORP SPONSORED ADR	ADR	686330101	1,934	41,523 SH	Sole	01		
41,523								
PARKER HANNIFIN CORP COM	COM	701094104	0	3 SH	Sole	01		
3								
PAYCHEX INC COM	COM	704326107	29	920 SH	Sole	01		
920								
PENN VA CORP COM	COM	707882106	0	2 SH	Sole	01		
2								
PEPSICO INC COM	COM	713448108	42	650 SH	Sole	01		
650								
PERRIGO CO COM	COM	714290103	2,610	32,822 SH	Sole	01		
32,822								
PETROLEO BRASILEIRO SA PETRO SPONSORED ADR	SPONSORED ADR	71654V408	1,898	46,933 SH	Sole	01		
46,933								
PFIZER INC COM	COM	717081103	34	1,671 SH	Sole	01		
1,671								
PG&E CORP COM	COM	69331C108	2,266	51,282 SH	Sole	01		
51,282								
PHILIP MORRIS INTL INC COM	COM	718172109	7,789	118,674 SH	Sole	01		
118,674								
PIMCO ETF TR 1-5 US TIP IDX	ETF	72201R205	3,733	69,888 SH	Sole	01		
69,888								
PIMCO ETF TR ENHAN SHRT MAT	ETF	72201R833	712	7,057 SH	Sole	01		
7,057								
POWERSHARES ETF TRUST DYN PHRMA PORT	ETF	73935X799	1,642	67,439 SH	Sole	01		
67,439								
POWERSHARES ETF TRUST ENERGY SEC POR	ETF	73935X385	3,359	76,421 SH	Sole	01		
76,421								
POWERSHARES ETF TRUST GOLDEN DRG USX	ETF	73935X401	2,709	97,337 SH	Sole	01		
97,337								
POWERSHARES ETF TRUST TECH SECT PORT	ETF	73935X344	1,681	61,212 SH	Sole	01		
61,212								
POWERSHARES GLOBAL ETF TRUST INSUR NATL	ETF	73936T474	8,590	386,396 SH	Sole	01		
MUN								
386,396								
POWERSHARES QQQ TRUST UNIT SER 1	ETF	73935A104	19	332 SH	Sole	01		
332								
PPL CORP COM	COM	69351T106	986	38,971 SH	Sole	01		
38,971								
PRAXAIR INC COM	COM	74005P104	3,570	35,135 SH	Sole	01		
35,135								
PRECISION CASTPARTS CORP COM	COM	740189105	61	415 SH	Sole	01		
415								
PRICE T ROWE GROUP INC COM	COM	74144T108	55	825 SH	Sole	01		
825								
PRIVATEBANCORP INC COM	COM	742962103	3,783	247,406 SH	Sole	01		
247,406								
PROCTER & GAMBLE CO COM	COM	742718109	9,060	147,085 SH	Sole	01		
147,085								
PROSPERITY BANCSHARES INC COM	COM	743606105	9,103	212,840 SH	Sole	01		
212,840								

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COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COLUMN 7	COLUMN 8
VOTING AUTHORITY	TITLE	VALUE	SHRS OR SH/	PUT/	INVESTMENT	OTHER	---
NAME OF ISSUER	OF CLASS	CUSIP	(x\$1000)	PRN AMT	PRN CALL	DISCRETION	MANAGERS
SOLE	SHARED	NONE					



B	SPONSORED ADR	833635105	1,952	35,327	SH	Sole	01
35,327							
SOLERA HOLDINGS INC COM	COM	83421A104	7,699	150,664	SH	Sole	01
150,664							
SOUTHERN CO COM	COM	842587107	585	15,352	SH	Sole	01
15,352							
SPDR GOLD TRUST GOLD SHS	ETF	78463V107	2,979	21,301	SH	Sole	01
21,301							
SPDR INDEX SHS FDS ASIA PACIF ETF	ETF	78463X301	2,595	30,470	SH	Sole	01
30,470							

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COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COLUMN 7	COLUMN 8
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	TITLE		VALUE	SHRS OR SH/	PUT/	INVESTMENT	OTHER ---
NAME OF ISSUER	OF CLASS	CUSIP	(x\$1000)	PRN AMT	PRN CALL	DISCRETION	MANAGERS
SOLE SHARED NONE							
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SPDR INDEX SHS FDS DJ INTL RL ETF	ETF	78463X863	3,830	98,136	SH	Sole	01
98,136							
SPDR INDEX SHS FDS EMERG MKTS ETF	ETF	78463X509	9,952	132,161	SH	Sole	01
132,161							
SPDR INDEX SHS FDS INTL INDS ETF	ETF	78463X673	259	8,793	SH	Sole	01
8,793							
SPDR INDEX SHS FDS S&P INTL SMLCP	ETF	78463X871	2,443	77,335	SH	Sole	01
77,335							
SPDR INDEX SHS FDS S&P WRLD EX US	ETF	78463X889	22,721	841,814	SH	Sole	01
841,814							
SPDR S&P 500 ETF TR TR UNIT	ETF	78462F103	60,133	453,527	SH	Sole	01
453,527							
SPDR S&P MIDCAP 400 ETF TR UTSER1 S&PDCRP	ETF	78467Y107	3,611	20,111	SH	Sole	01
20,111							
SPDR SERIES TRUST BARCL CAP TIPS	ETF	78464A656	1,413	26,212	SH	Sole	01
26,212							
SPDR SERIES TRUST BRCLYS 1-3MT ETF	ETF	78464A680	8,489	185,137	SH	Sole	01
185,137							
SPDR SERIES TRUST BRCLYS AGG ETF	ETF	78464A649	21,332	384,918	SH	Sole	01
384,918							
SPDR SERIES TRUST BRCLYS INTL ETF	ETF	78464A516	1,153	19,265	SH	Sole	01
19,265							
SPDR SERIES TRUST BRCLYS YLD ETF	ETF	78464A417	12,535	309,421	SH	Sole	01
309,421							
SPDR SERIES TRUST DB INT GVT ETF	ETF	78464A490	1,329	21,992	SH	Sole	01
21,992							
SPDR SERIES TRUST DJ REIT ETF	ETF	78464A607	11,512	178,200	SH	Sole	01
178,200							
SPDR SERIES TRUST NUVN BR SHT MUNI	ETF	78464A425	7,981	334,934	SH	Sole	01
334,934							
SPDR SERIES TRUST NUVN BRCLY MUNI	ETF	78464A458	9,743	443,052	SH	Sole	01
443,052							
SPDR SERIES TRUST S&P 600 SMCP GRW	ETF	78464A201	286	2,416	SH	Sole	01
2,416							
SPDR SERIES TRUST S&P 600 SMCP VAL	ETF	78464A300	286	3,909	SH	Sole	01
3,909							
SPDR SERIES TRUST S&P 600 SML CAP	ETF	78464A813	5,528	78,107	SH	Sole	01
78,107							
SPDR SERIES TRUST S&P DIVID ETF	ETF	78464A763	9,160	169,155	SH	Sole	01
169,155							
SPDR SERIES TRUST S&P HOMEBUILD	ETF	78464A888	1,688	92,722	SH	Sole	01
92,722							
STANDARD PAC CORP NEW COM	COM	85375C101	2,152	576,993	SH	Sole	01
576,993							
STERICYCLE INC COM	COM	858912108	0	1	SH	Sole	01
1							
STEWART INFORMATION SVCS COR COM	COM	860372101	248	23,671	SH	Sole	01
23,671							
STRYKER CORP COM	COM	863667101	3,172	52,171	SH	Sole	01
52,171							
SUNTRUST BKS INC COM	COM	867914103	412	14,289	SH	Sole	01
14,289							
SUPERIOR ENERGY SVCS INC COM	COM	868157108	2,593	63,246	SH	Sole	01
63,246							
SUSQUEHANNA BANCSHARES INC P COM	COM	869099101	1,305	139,566	SH	Sole	01
139,566							
SXC HEALTH SOLUTIONS CORP COM	COM	78505P100	8,037	146,662	SH	Sole	01
146,662							

SYMANTEC CORP COM 10	COM	871503108	0	10 SH	Sole	01
SYNGENTA AG SPONSORED ADR 50,243	ADR	87160A100	3,274	50,243 SH	Sole	01
TAIWAN SEMICONDUCTOR MFG LTD SPONSORED ADR 234,376	ADR	874039100	2,855	234,376 SH	Sole	01
TALEO CORP CL A 2	CL A	87424N104	0	2 SH	Sole	01
TARGACEPT INC COM 39,316	COM	87611R306	1,045	39,316 SH	Sole	01
TARGET CORP COM 101,949	COM	87612E106	5,098	101,949 SH	Sole	01
TATA MTRS LTD SPONSORED ADR 58,449	ADR	876568502	1,624	58,449 SH	Sole	01
TELUS CORP 81,300	COM	87971M202	4,067	81,300 SH	Sole	
TESSERA TECHNOLOGIES INC COM 2	COM	88164L100	0	2 SH	Sole	01
TEVA PHARMACEUTICAL INDS LTD ADR 675	ADR	881624209	34	675 SH	Sole	01
TEXAS INSTRS INC COM 1,100	COM	882508104	38	1,100 SH	Sole	01
TEXAS ROADHOUSE INC COM 189,641	COM	882681109	3,222	189,641 SH	Sole	01
THOR INDS INC COM 1,050	COM	885160101	35	1,050 SH	Sole	01
TOTAL S A SPONSORED ADR 87,565	SPONSORED ADR	89151E109	5,339	87,565 SH	Sole	01
TOWER GROUP INC COM 52,417	COM	891777104	1,260	52,417 SH	Sole	01
TOYOTA MOTOR CORP SP ADR REP2COM 61,678	COM	892331307	4,950	61,678 SH	Sole	01
TRANSCANADA CORPORATION 101,400	COM	89353D107	4,240	101,400 SH	Sole	

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COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COLUMN 7	COLUMN 8
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VOTING AUTHORITY

NAME OF ISSUER SOLE SHARED NONE	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR SH/ PRN AMT	PUT/ PRN CALL	INVESTMENT DISCRETION	OTHER MANAGERS	---
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TRANSCOCEAN LTD REG SHS 375	COM	H8817H100	29	375 SH		Sole	01	
TREEHOUSE FOODS INC COM 133,499	COM	89469A104	7,592	133,499 SH		Sole	01	
TRIUMPH GROUP INC NEW COM 166,625	COM	896818101	14,738	166,625 SH		Sole	01	
TM TECHNOLOGIES INC COM 68,289	COM	87305R109	1,240	68,289 SH		Sole	01	
TUPPERWARE BRANDS CORP COM 131,030	COM	899896104	7,824	131,030 SH		Sole	01	
TUTOR PERINI CORP COM 48,411	COM	901109108	1,179	48,411 SH		Sole	01	
UGI CORP NEW COM 37,147	COM	902681105	1,222	37,147 SH		Sole	01	
UNIFIRST CORP MASS COM 19,871	COM	904708104	1,053	19,871 SH		Sole	01	
UNILEVER N V N Y SHS NEW 39,348	ADR	904784709	1,234	39,348 SH		Sole	01	
UNILEVER PLC SPON ADR NEW 18,270	ADR	904767704	559	18,270 SH		Sole	01	
UNISOURCE ENERGY CORP COM 1	COM	909205106	0	1 SH		Sole	01	
UNITED CONTINENTAL HOLDINGS INC 2,409	COM	910047109	56	2,409 SH		Sole		
UNITED CONTINENTAL HOLDINGS INC 748	COM	910047109	17	748 SH		Sole	01	
UNITED PARCEL SERVICE INC CL B 42	CL B	911312106	3	42 SH		Sole	01	
UNITED TECHNOLOGIES CORP COM 233,599	COM	913017109	19,774	233,599 SH		Sole	01	
UNIVERSAL FST PRODS INC COM 1,500	COM	913543104	55	1,500 SH		Sole	01	
USANA HEALTH SCIENCES INC COM 1	COM	90328M107	0	1 SH		Sole	01	

V F CORP COM 5,539	COM	918204108	546	5,539 SH	Sole	01
VALE S A ADR 81,317	ADR	91912E105	2,712	81,317 SH	Sole	01
VALE S A ADR REPSTG PFD 18,996	ADR	91912E204	561	18,996 SH	Sole	01
VANGUARD BD INDEX FD INC LONG TERM BOND 70,901	ETF	921937793	5,546	70,901 SH	Sole	01
VANGUARD BD INDEX FD INC TOTAL BND MRKT 290,187	ETF	921937835	23,221	290,187 SH	Sole	01
VANGUARD INDEX FDS GROWTH ETF 417,347	ETF	922908736	26,835	417,347 SH	Sole	01
VANGUARD INDEX FDS SM CP VAL ETF 149,077	ETF	922908611	10,652	149,077 SH	Sole	01
VANGUARD INDEX FDS SMALL CP ETF 7,243	ETF	922908751	572	7,243 SH	Sole	01
VANGUARD INDEX FDS SML CP GRW ETF 112,562	ETF	922908595	9,714	112,562 SH	Sole	01
VANGUARD INDEX FDS VALUE ETF 551,791	ETF	922908744	31,298	551,791 SH	Sole	01
VANGUARD INTL EQUITY INDEX F FTSE SMCAP ETF 83,132	ETF	922042718	8,474	83,132 SH	Sole	01
VANGUARD INTL EQUITY INDEX F MSCI EMR MKT ETF 338,308	ETF	922042858	16,560	338,308 SH	Sole	01
VANGUARD INTL EQUITY INDEX F MSCI EUROPE ETF 390,726	ETF	922042874	20,298	390,726 SH	Sole	01
VANGUARD INTL EQUITY INDEX F MSCI PAC ETF 333,728	ETF	922042866	18,632	333,728 SH	Sole	01
VANGUARD SCOTTSDALE FDS INT-TERM CORP 30,366	ETF	92206C870	2,396	30,366 SH	Sole	01
VANGUARD TAX-MANAGED FD MSCI EAFE ETF 389,839	ETF	921943858	14,545	389,839 SH	Sole	01
VANGUARD WORLD FDS CONSUM DIS ETF 26,368	ETF	92204A108	1,665	26,368 SH	Sole	01
VARIAN SEMICONDUCTOR EQUIPMN COM 155,923	COM	922207105	7,589	155,923 SH	Sole	01
VERINT SYS INC COM 33,086	COM	92343X100	1,186	33,086 SH	Sole	01
VERIZON COMMUNICATIONS INC 832	COM	92343V104	30	832 SH	Sole	01
VIAD CORP COM NEW 2	COM	92552R406	0	2 SH	Sole	01
VISA INC COM CL A 33,855	CL A	92826C839	2,492	33,855 SH	Sole	01
VODAFONE GROUP PLC NEW SPONS ADR NEW 94,270	ADR	92857W209	2,710	94,270 SH	Sole	01
WAL MART STORES INC COM 63	COM	931142103	3	63 SH	Sole	01
WALGREEN CO COM 1,100	COM	931422109	44	1,100 SH	Sole	01
WASHINGTON FED INC COM 73,599	COM	938824109	1,276	73,599 SH	Sole	01
WATERS CORP COM 89,034	COM	941848103	7,737	89,034 SH	Sole	01
WELLS FARGO & CO NEW COM 39,638	COM	949746101	1,257	39,638 SH	Sole	01
WESTERN UN CO COM 600	COM	959802109	12	600 SH	Sole	01

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COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COLUMN 7	COLUMN 8
VOTING AUTHORITY	TITLE	VALUE	SHRS OR SH/	PUT/	INVESTMENT	OTHER	---
NAME OF ISSUER	OF CLASS	CUSIP	(x\$1000)	PRN AMT	PRN CALL	DISCRETION	MANAGERS
SOLE SHARED NONE							
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
<C> <C>							
WESTPAC BKG CORP SPONSORED ADR 3	SPONSORED ADR	961214301	0	3 SH		Sole	01
WHIRLPOOL CORP COM 27,504	COM	963320106	2,348	27,504 SH		Sole	01
WILLIAMS COS INC DEL COM 68,306	COM	969457100	2,130	68,306 SH		Sole	01
WILLIAMS SONOMA INC COM	COM	969904101	11,473	283,277 SH		Sole	01

283,277							
WOLVERINE WORLD WIDE INC COM	COM	978097103	2	60 SH	Sole	01	
60							
WOODBIDGE CO LTD	COM	884903105	3,704	91,500 SH	Sole		
91,500							
WPP PLC ADR	ADR	92933H101	546	8,843 SH	Sole	01	
8,843							
XL GROUP PLC SHS	ADR	G98290102	936	38,050 SH	Sole	01	
38,050							
YAHOO INC COM	COM	984332106	5,584	334,790 SH	Sole	01	
334,790							
YANZHOU COAL MNG CO LTD SPON ADR H SHS	SPONSORED ADR	984846105	2,097	57,815 SH	Sole	01	
57,815							
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