

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

Form 13F

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: June 30, 2011

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

Institutional Investment Manager Filing this Report:

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

Form 13F File Number: 28-11523

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

Person Signing this Report on Behalf of Reporting Manager:

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

Signature, Place, and Date of Signing:

/s/ Patricia Merrill Richmond, VA August 9, 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: 391 lines

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

List of Other Included Managers:

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

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

<TABLE>

<CAPTION>

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

VOTING AUTHORITY

NAME OF ISSUER SHARED NONE	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION	OTHER MANAGERS	----- SOLE
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3M CO COM 79,047	COM	88579Y101	7,498	79,047	SH		Sole	01	
ABB LTD SPONSORED ADR 126,749	SPONSORED ADR	000375204	3,289	126,749	SH		Sole	01	
ABBOTT LABS COM 178,364	COM	002824100	9,386	178,364	SH		Sole	01	
ABERCROMBIE & FITCH CO CL A 73,323	CL A	002896207	4,907	73,323	SH		Sole	01	
ACACIA RESH CORP ACACIA TCH COM 154,395	COM	003881307	5,665	154,395	SH		Sole	01	
AES CORP COM 174,444	COM	00130H105	2,222	174,444	SH		Sole	01	
AETNA INC NEW COM 1,000	COM	00817Y108	44	1,000	SH		Sole	01	
AFFILIATED MANAGERS GROUP COM 54,811	COM	008252108	5,561	54,811	SH		Sole	01	
AFLAC INC COM 250	COM	001055102	12	250	SH		Sole	01	
AIR PRODS & CHEMS INC COM 25,934	COM	009158106	2,479	25,934	SH		Sole	01	
AKAMAI TECHNOLOGIES INC COM 1,350	COM	00971T101	42	1,350	SH		Sole	01	
ALBEMARLE CORP COM 154,011	COM	012653101	10,658	154,011	SH		Sole	01	
ALCOA INC COM 368,738	COM	013817101	5,848	368,738	SH		Sole	01	
ALEXANDER & BALDWIN INC COM 84,256	COM	014482103	4,058	84,256	SH		Sole	01	
ALLSTATE CORP COM 39,939	COM	020002101	1,219	39,939	SH		Sole	01	
AMAZON COM INC COM 225	COM	023135106	46	225	SH		Sole	01	
AMERICAN AXLE & MFG HLDGS IN COM 163,025	COM	024061103	1,855	163,025	SH		Sole	01	
AMERICAN ELEC PWR INC COM 93,388	COM	025537101	3,519	93,388	SH		Sole	01	
AMERICAN EXPRESS CO COM 2	COM	025816109	0	2	SH		Sole	01	
AMERICAS CAR MART INC COM 46,548	COM	03062T105	1,536	46,548	SH		Sole	01	
ANALOG DEVICES INC COM 800	COM	032654105	31	800	SH		Sole	01	
ANSYS INC COM 950	COM	03662Q105	52	950	SH		Sole	01	
APPLE INC COM 7,724	COM	037833100	2,593	7,724	SH		Sole	01	
APPLIED MATLS INC COM 1,900	COM	038222105	25	1,900	SH		Sole	01	
ARKANSAS BEST CORP DEL COM 127,441	COM	040790107	3,024	127,441	SH		Sole	01	
ASML HOLDING N V NY REG SHS 68,978	COM	N07059186	2,549	68,978	SH		Sole	01	
ASSOCIATED BANC CORP COM 154,930	COM	045487105	2,154	154,930	SH		Sole	01	
ASSURED GUARANTY LTD COM 161,179	COM	G0585R106	2,629	161,179	SH		Sole	01	
AT&T INC COM 1,100	COM	00206R102	35	1,100	SH		Sole	01	
AUTOMATIC DATA PROCESSING IN COM 10,071	COM	053015103	531	10,071	SH		Sole	01	
BAIDU INC SPON ADR REP A 13,219	ADR	056752108	1,852	13,219	SH		Sole	01	
BALCHEM CORP COM 33,956	COM	057665200	1,487	33,956	SH		Sole	01	
BANK OF AMERICA CORPORATION COM 218	COM	060505104	2	218	SH		Sole	01	
BARCLAYS BK PLC 10 YR TREAS BEAR 192,977	ETF	06740L451	8,981	192,977	SH		Sole	01	
BARCLAYS BK PLC DJUBS CMDT ETN36 33,669	ETN	06738C778	1,590	33,669	SH		Sole	01	
BARCLAYS BK PLC US TRES FLATT 316,779	ETF	06740L485	15,009	316,779	SH		Sole	01	
BARCLAYS PLC ADR 103,048	ADR	06738E204	1,693	103,048	SH		Sole	01	
BARD C R INC COM 50	COM	067383109	5	50	SH		Sole	01	

BAXTER INTL INC COM 105,132	COM	071813109	6,275	105,132	SH	Sole	01
BAYTEX ENERGY CORP 43,000	COM	07317Q105	2,428	43,000	SH	Sole	
BCE INC. 150,100	COM	05534B760	6,117	150,100	SH	Sole	
BE AEROSPACE INC COM 134,883	COM	073302101	5,505	134,883	SH	Sole	01
BECTON DICKINSON & CO COM 5,494	COM	075887109	473	5,494	SH	Sole	01
BEMIS INC COM 15,705	COM	081437105	531	15,705	SH	Sole	01
BHP BILLITON LTD SPONSORED ADR 32,934	ADR	088606108	3,117	32,934	SH	Sole	01

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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 SHARED NONE	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ INVESTMENT DISCRETION	OTHER MANAGERS	SOLE
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
BIO RAD LABS INC CL A 41,286	CL A	090572207	4,928	41,286	SH	Sole	01
BLACKROCK INC COM 1,956	COM	09247X101	375	1,956	SH	Sole	01
BLOUNT INTL INC NEW COM 112,616	COM	095180105	1,967	112,616	SH	Sole	01
BOEING CO COM 94,569	COM	097023105	6,991	94,569	SH	Sole	01
BRIGGS & STRATTON CORP COM 308,345	COM	109043109	6,124	308,345	SH	Sole	01
BRISTOW GROUP INC COM 37,339	COM	110394103	1,905	37,339	SH	Sole	01
BRITISH AMERN TOB PLC SPONSORED ADR 31,355	SPONSORED ADR	110448107	2,759	31,355	SH	Sole	01
BROOKFIELD ASSET MANAGEMENT INC. 109,300	COM	112585104	3,760	109,300	SH	Sole	
BROOKFIELD PROPERTIES CORPORATION 71,800	COM	112900105	1,436	71,800	SH	Sole	
CANADIAN NATIONAL RAILWAY COMPANY 50,500	COM	136375102	4,185	50,500	SH	Sole	
CANADIAN PACIFIC RAILWAY LTD 41,100	COM	13645T100	2,657	41,100	SH	Sole	
CAPITAL ONE FINL CORP COM 22,551	COM	14040H105	1,165	22,551	SH	Sole	01
CAPSTEAD MTG CORP COM NO PAR 88,973	COM	14067E506	1,192	88,973	SH	Sole	01
CARDINAL HEALTH INC COM 32,753	COM	14149Y108	1,488	32,753	SH	Sole	01
CARDTRONICS INC COM 53,537	COM	14161H108	1,255	53,537	SH	Sole	01
CATERPILLAR INC DEL COM 27,714	COM	149123101	2,950	27,714	SH	Sole	01
CENOVUS ENERGY INC. 111,200	COM	15135U109	4,344	111,200	SH	Sole	
CENTRAL EUROPEAN DIST CORP COM 84,089	COM	153435102	942	84,089	SH	Sole	01
CERNER CORP COM 127,756	COM	156782104	7,807	127,756	SH	Sole	01
CHESAPEAKE ENERGY CORP COM 128,851	COM	165167107	3,826	128,851	SH	Sole	01
CHEVRON CORP NEW COM 4,286	COM	166764100	441	4,286	SH	Sole	01
CHINA UNICOM (HONG KONG) LTD SPONSORED ADR 106,681	ADR	16945R104	2,162	106,681	SH	Sole	01
CITY TELECOM H K LTD SPONSORED ADR 34,372	ADR	178677209	402	34,372	SH	Sole	01
CMS ENERGY CORP COM 107,087	COM	125896100	2,109	107,087	SH	Sole	01
COCA COLA CO COM 66,045	COM	191216100	4,444	66,045	SH	Sole	01
COINSTAR INC COM 25,001	COM	19259P300	1,364	25,001	SH	Sole	01

COMERICA INC COM 58,964	COM	200340107	2,038	58,964	SH	Sole	01
COMPANHIA BRASILEIRA DE DIST SPN ADR PFD CL A 35,776	CL A	20440T201	1,680	35,776	SH	Sole	01
COMPUTER SCIENCES CORP COM 42,600	COM	205363104	1,617	42,600	SH	Sole	01
CONSTELLATION ENERGY GROUP I COM 96,412	COM	210371100	3,660	96,412	SH	Sole	01
COOPER TIRE & RUBR CO COM 41,637	COM	216831107	824	41,637	SH	Sole	01
CORNING INC COM 325,603	COM	219350105	5,910	325,603	SH	Sole	01
COSTCO WHSL CORP NEW COM 500	COM	22160K105	41	500	SH	Sole	01
COVIDIEN PLC SHS ADDED 98,962	COM	G2554F113	5,268	98,962	SH	Sole	01
CTC MEDIA INC COM 65,016	COM	12642X106	1,386	65,016	SH	Sole	01
CUBIC CORP COM 19,385	COM	229669106	988	19,385	SH	Sole	01
DANAHER CORP DEL COM 145,573	COM	235851102	7,714	145,573	SH	Sole	01
DELTA AIR LINES INC DEL COM NEW 232,687	COM	247361702	2,134	232,687	SH	Sole	01
DEVON ENERGY CORP NEW COM 98,533	COM	25179M103	7,765	98,533	SH	Sole	01
DEVRY INC DEL COM 585	COM	251893103	35	585	SH	Sole	01
DIME CMNTY BANCSHARES COM 75,740	COM	253922108	1,101	75,740	SH	Sole	01
DISCOVER FINL SVCS COM 116,686	COM	254709108	3,121	116,686	SH	Sole	01
DOMINION RES INC VA NEW COM 1,000	COM	25746U109	48	1,000	SH	Sole	01
DTE ENERGY CO COM 42,194	COM	233331107	2,111	42,194	SH	Sole	01
DU PONT E I DE NEMOURS & CO COM 51,030	COM	263534109	2,758	51,030	SH	Sole	01
E M C CORP MASS COM 313,404	COM	268648102	8,634	313,404	SH	Sole	01
EAST WEST BANCORP INC COM 270,404	COM	27579R104	5,465	270,404	SH	Sole	01
EBAY INC COM 231,106	COM	278642103	7,458	231,106	SH	Sole	01
EMERSON ELEC CO COM 117,343	COM	291011104	6,601	117,343	SH	Sole	01
ENBRIDGE INC. 121,400	COM	29250N105	4,087	121,400	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							-----
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<C>	<C>						
ENCANA CORP.	COM	292505104	4,046	126,700	SH	Sole	
126,700							
ENTERGY CORP NEW COM	COM	29364G103	2,583	37,825	SH	Sole	01
37,825							
EQUINIX INC COM NEW	COM	29444U502	11,742	116,233	SH	Sole	01
116,233							
EXELON CORP COM	COM	30161N101	1,870	43,647	SH	Sole	01
43,647							
EXPRESS SCRIPTS INC COM	COM	302182100	39	720	SH	Sole	01
720							
EXXON MOBIL CORP COM	COM	30231G102	7,135	87,671	SH	Sole	01
87,671							
FOMENTO ECONOMICO MEXICANO S SPON	ADR	344419106	2,028	30,495	SH	Sole	01
ADR UNITS							
30,495							
FULTON FINL CORP PA COM	COM	360271100	1,157	108,066	SH	Sole	01
108,066							
GENERAL DYNAMICS CORP COM	COM	369550108	2,725	36,569	SH	Sole	01

36,569 GENERAL ELECTRIC CO COM 1,320	COM	369604103	25	1,320	SH	Sole	01
GENERAL MLS INC COM 1,200	COM	370334104	45	1,200	SH	Sole	01
GENON ENERGY INC COM 46,564	COM	37244E107	180	46,564	SH	Sole	01
GENTEX CORP COM 201,036	COM	371901109	6,077	201,036	SH	Sole	01
GEO GROUP INC COM 43,890	COM	36159R103	1,011	43,890	SH	Sole	01
GILEAD SCIENCES INC COM 55,549	COM	375558103	2,300	55,549	SH	Sole	01
GOLDMAN SACHS GROUP INC COM 205	COM	38141G104	27	205	SH	Sole	01
GOODRICH CORP COM 60,521	COM	382388106	5,780	60,521	SH	Sole	01
GOODRICH PETE CORP COM NEW 45,619	COM	382410405	840	45,619	SH	Sole	01
GOOGLE INC CL A 80	CL A	38259P508	41	80	SH	Sole	01
GRAINGER W W INC COM 4,439	COM	384802104	682	4,439	SH	Sole	01
GROUPE CGI INC CL A SUB VTG 253,476	CL A	39945C109	6,248	253,476	SH	Sole	01
GULF ISLAND FABRICATION INC COM 59,960	COM	402307102	1,936	59,960	SH	Sole	01
HALLIBURTON CO COM 93,578	COM	406216101	4,772	93,578	SH	Sole	01
HEWLETT PACKARD CO COM 103,105	COM	428236103	3,753	103,105	SH	Sole	01
HMS HLDGS CORP COM 88,067	COM	40425J101	6,770	88,067	SH	Sole	01
HOLOGIC INC. 9,632	COM	436440101	194	9,632	SH	Sole	
HOME DEPOT INC COM 178	COM	437076102	6	178	SH	Sole	01
HONDA MOTOR LTD AMERN SHS 62,642	COM	438128308	2,419	62,642	SH	Sole	01
HONEYWELL INTL INC COM 850	COM	438516106	51	850	SH	Sole	01
ICICI BK LTD ADR 45,496	ADR	45104G104	2,243	45,496	SH	Sole	01
II VI INC COM 2,070	COM	902104108	53	2,070	SH	Sole	01
ILLINOIS TOOL WKS INC COM 8,421	COM	452308109	476	8,421	SH	Sole	01
INTERNATIONAL BUSINESS MACHS COM 63,985	COM	459200101	10,977	63,985	SH	Sole	01
ISHARES INC MSCI AUSTRALIA 19,393	ETF	464286103	505	19,393	SH	Sole	01
ISHARES INC MSCI FRANCE 9,144	ETF	464286707	253	9,144	SH	Sole	01
ISHARES INC MSCI GERMAN 70,649	ETF	464286806	1,900	70,649	SH	Sole	01
ISHARES INC MSCI HONG KONG 13,538	ETF	464286871	251	13,538	SH	Sole	01
ISHARES INC MSCI JAPAN 119,354	ETF	464286848	1,245	119,354	SH	Sole	01
ISHARES INC MSCI NETHR INVES 11,698	ETF	464286814	252	11,698	SH	Sole	01
ISHARES INC MSCI SINGAPORE 18,220	ETF	464286673	250	18,220	SH	Sole	01
ISHARES INC MSCI SWEDEN 7,944	ETF	464286756	252	7,944	SH	Sole	01
ISHARES INC MSCI SWITZERLD 37,533	ETF	464286749	999	37,533	SH	Sole	01
ISHARES INC MSCI UTD KINGD 42,233	ETF	464286699	752	42,233	SH	Sole	01
ISHARES TR AGENCY BD FD 39,694	ETF	464288166	4,395	39,694	SH	Sole	01
ISHARES TR BARCLY USAGG B 696,828	ETF	464287226	74,331	696,828	SH	Sole	01
ISHARES TR BARCLYS 10-20YR 633	ETF	464288653	73	633	SH	Sole	01
ISHARES TR BARCLYS 1-3 YR 159,555	ETF	464287457	13,450	159,555	SH	Sole	01
ISHARES TR BARCLYS 1-3YR CR 129,976	ETF	464288646	13,641	129,976	SH	Sole	01
ISHARES TR BARCLYS 20+ YR 124,317	ETF	464287432	11,698	124,317	SH	Sole	01
ISHARES TR BARCLYS 3-7 YR 172,217	ETF	464288661	20,167	172,217	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									
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ISHARES TR BARCLYS 7-10 YR	ETF	464287440	17,434	181,868	SH	Sole	01		
181,868									
ISHARES TR BARCLYS CR BD	ETF	464288620	22,618	214,533	SH	Sole	01		
214,533									
ISHARES TR BARCLYS MBS BD	ETF	464288588	23,915	224,111	SH	Sole	01		
224,111									
ISHARES TR BARCLYS SH TREA	ETF	464288679	667	6,049	SH	Sole	01		
6,049									
ISHARES TR BARCLYS TIPS BD	ETF	464287176	16,399	148,223	SH	Sole	01		
148,223									
ISHARES TR BRC 0-5 YR TIP	ETF	46429B747	3,237	31,623	SH	Sole	01		
31,623									
ISHARES TR DJ INTL SEL DIVD	ETF	464288448	1,589	44,623	SH	Sole	01		
44,623									
ISHARES TR DJ SEL DIV INX	ETF	464287168	1,667	31,505	SH	Sole	01		
31,505									
ISHARES TR DJ US TECH SEC	ETF	464287721	13,015	200,173	SH	Sole	01		
200,173									
ISHARES TR DJ US TELECOMM	ETF	464287713	2,250	90,373	SH	Sole	01		
90,373									
ISHARES TR IBOXX INV CPBD	ETF	464287242	10,323	93,737	SH	Sole	01		
93,737									
ISHARES TR JPMORGAN USD	ETF	464288281	1,580	14,452	SH	Sole	01		
14,452									
ISHARES TR MRTG PLS CAP IDX	ETF	464288539	16,189	1,099,051	SH	Sole	01		
1,099,051									
ISHARES TR MSCI EAFE INDEX	ETF	464287465	23,865	396,824	SH	Sole	01		
396,824									
ISHARES TR MSCI EMERG MKT	ETF	464287234	41,084	863,115	SH	Sole	01		
863,115									
ISHARES TR MSCI GRW IDX	ETF	464288885	16,142	255,981	SH	Sole	01		
255,981									
ISHARES TR MSCI VAL IDX	ETF	464288877	16,745	319,864	SH	Sole	01		
319,864									
ISHARES TR NASDQ BIO INDX	ETF	464287556	915	8,581	SH	Sole	01		
8,581									
ISHARES TR RUSL 2000 GROW	ETF	464287648	3,900	41,118	SH	Sole	01		
41,118									
ISHARES TR RUSL 2000 VALU	ETF	464287630	3,132	42,661	SH	Sole	01		
42,661									
ISHARES TR RUSL 3000 VALU	ETF	464287663	9,424	105,099	SH	Sole	01		
105,099									
ISHARES TR RUSSELL 1000	ETF	464287622	6,911	93,534	SH	Sole	01		
93,534									
ISHARES TR RUSSELL 2000	ETF	464287655	20,077	242,470	SH	Sole	01		
242,470									
ISHARES TR RUSSELL MIDCAP	ETF	464287499	2	20	SH	Sole	01		
20									
ISHARES TR RUSSELL1000VAL	ETF	464287598	901	13,202	SH	Sole	01		
13,202									
ISHARES TR S&P 500 INDEX	ETF	464287200	10,397	78,517	SH	Sole	01		
78,517									
ISHARES TR S&P 500 VALUE	ETF	464287408	4,043	65,209	SH	Sole	01		
65,209									
ISHARES TR S&P CAL AMTFR MN	ETF	464288356	10	95	SH	Sole	01		
95									
ISHARES TR S&P GL UTILITI	ETF	464288711	6,960	151,543	SH	Sole	01		
151,543									
ISHARES TR S&P MC 400 GRW	ETF	464287606	2,275	20,509	SH	Sole	01		
20,509									
ISHARES TR S&P MIDCAP 400	ETF	464287507	7,565	77,436	SH	Sole	01		
77,436									
ISHARES TR S&P MIDCP VALU	ETF	464287705	1,142	13,599	SH	Sole	01		
13,599									
ISHARES TR S&P NA SOFTWR	ETF	464287515	923	14,577	SH	Sole	01		
14,577									
ISHARES TR S&P NTL AMTFREE	ETF	464288414	3,715	35,890	SH	Sole	01		
35,890									
ISHARES TR S&P SMLCP GROW	ETF	464287887	143	1,774	SH	Sole	01		
1,774									
ISHARES TR S&P SMLCP VALU	ETF	464287879	286	3,846	SH	Sole	01		

MBIA INC COM 188,670	COM	55262C100	1,640	188,670	SH	Sole	01
MCDONALDS CORP COM 135,816	COM	580135101	11,452	135,816	SH	Sole	01
MECHEL OAO SPONSORED ADR 81,471	ADR	583840103	1,946	81,471	SH	Sole	01
MEDIDATA SOLUTIONS INC COM 36,333	COM	58471A105	867	36,333	SH	Sole	01
MEDTRONIC INC COM 132,962	COM	585055106	5,123	132,962	SH	Sole	01
MERCK & CO INC NEW COM 775	COM	58933Y105	27	775	SH	Sole	01
METLIFE INC COM 181,563	COM	59156R108	7,965	181,563	SH	Sole	01
MICROMET INC COM 181,773	COM	59509C105	1,043	181,773	SH	Sole	01
MICROSOFT CORP COM 110,901	COM	594918104	2,883	110,901	SH	Sole	01
MOLSON COORS BREWING CO CL B 127,151	CL B	60871R209	5,689	127,151	SH	Sole	01
NALCO HOLDING COMPANY COM 236,272	COM	62985Q101	6,571	236,272	SH	Sole	01
NATIONAL GRID PLC SPON ADR NEW 78,454	SPONSORED ADR	636274300	3,878	78,454	SH	Sole	01
NEKTAR THERAPEUTICS COM 105,353	COM	640268108	766	105,353	SH	Sole	01
NEWELL RUBBERMAID INC COM 2,000	COM	651229106	32	2,000	SH	Sole	01
NEWTEK BUSINESS SERVICES INC. 146,141	COM	652526104	247	146,141	SH	Sole	01
NEXTERA ENERGY INC COM 52,623	COM	65339F101	3,024	52,623	SH	Sole	01
NOBLE ENERGY INC COM 390	COM	655044105	35	390	SH	Sole	01
NOVARTIS A G SPONSORED ADR 102,290	SPONSORED ADR	66987V109	6,251	102,290	SH	Sole	01
NOVO-NORDISK A S ADR 20,087	ADR	670100205	2,517	20,087	SH	Sole	01
NV ENERGY INC COM 36,260	COM	67073Y106	557	36,260	SH	Sole	01
OLD REP INTL CORP COM 176,338	COM	680223104	2,072	176,338	SH	Sole	01
OPLINK COMMUNICATIONS INC COM NEW 50,342	COM	68375Q403	937	50,342	SH	Sole	01
ORACLE CORP COM 241,220	COM	68389X105	7,939	241,220	SH	Sole	01
ORIX CORP SPONSORED ADR 38,116	ADR	686330101	1,861	38,116	SH	Sole	01
PAYCHEX INC COM 920	COM	704326107	28	920	SH	Sole	01
PEPSICO INC COM 650	COM	713448108	46	650	SH	Sole	01
PERRIGO CO COM 30,709	COM	714290103	2,698	30,709	SH	Sole	01
PETROLEO BRASILEIRO SA PETRO SPONSORED ADR 43,758	SPONSORED ADR	71654V408	1,482	43,758	SH	Sole	01
PFIZER INC COM 220,342	COM	717081103	4,539	220,342	SH	Sole	01
PG&E CORP COM 79,483	COM	69331C108	3,341	79,483	SH	Sole	01
PHILIP MORRIS INTL INC COM 110,284	COM	718172109	7,364	110,284	SH	Sole	01
PIMCO ETF TR 1-5 US TIP IDX 31,327	ETF	72201R205	1,670	31,327	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

NAME OF ISSUER	TITLE	VALUE	SHRS OR	SH/	PUT/	INVESTMENT	OTHER	SOLE
SHARED NONE	OF CLASS	CUSIP	(x\$1000)	PRN	CALL	DISCRETION	MANAGERS	
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PIMCO ETF TR ENHAN SHRT MAT 5,349	ETF	72201R833	541	5,349	SH	Sole	01	
PITNEY BOWES INC COM 213,616	COM	724479100	4,911	213,616	SH	Sole	01	

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

SMITHFIELD FOODS INC COM 71,852	COM	832248108	1,571	71,852 SH	Sole	01
SOCIEDAD QUIMICA MINERA DE C SPON ADR SER B 32,908	SPONSORED ADR	833635105	2,130	32,908 SH	Sole	01
SOLERA HOLDINGS INC COM 140,392	COM	83421A104	8,306	140,392 SH	Sole	01
SOUTHERN CO COM 30,429	COM	842587107	1,229	30,429 SH	Sole	01
SPDR GOLD TRUST GOLD SHS 1,772,779	ETF	78463V107	258,828	1,772,779 SH	Sole	01
SPDR INDEX SHS FDS ASIA PACIF ETF 38,178	ETF	78463X301	3,229	38,178 SH	Sole	01

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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 SHARED NONE	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ CALL	INVESTMENT DISCRETION	OTHER MANAGERS	SOLE
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SPDR INDEX SHS FDS DJ INTL RL ETF 130,080	ETF	78463X863	5,253	130,080	SH	Sole	01	
SPDR INDEX SHS FDS EMERG MKTS ETF 127,210	ETF	78463X509	9,328	127,210	SH	Sole	01	
SPDR INDEX SHS FDS INTL INDS ETF 9,575	ETF	78463X673	281	9,575	SH	Sole	01	
SPDR INDEX SHS FDS S&P INTL SMLCP 141,785	ETF	78463X871	4,503	141,785	SH	Sole	01	
SPDR INDEX SHS FDS S&P WRLD EX US 904,620	ETF	78463X889	24,291	904,620	SH	Sole	01	
SPDR S&P 500 ETF TR TR UNIT 554,784	ETF	78462F103	73,215	554,784	SH	Sole	01	
SPDR S&P MIDCAP 400 ETF TR UTSER1 S&PDCRP 25,260	ETF	78467Y107	4,482	25,260	SH	Sole	01	
SPDR SERIES TRUST BARCL CAP TIPS 57,678	ETF	78464A656	3,157	57,678	SH	Sole	01	
SPDR SERIES TRUST BRCLYS 1-3MT ETF 117,965	ETF	78464A680	5,410	117,965	SH	Sole	01	
SPDR SERIES TRUST BRCLYS AGG ETF 427,742	ETF	78464A649	24,120	427,742	SH	Sole	01	
SPDR SERIES TRUST BRCLYS INTL ETF 21,419	ETF	78464A516	1,323	21,419	SH	Sole	01	
SPDR SERIES TRUST BRCLYS YLD ETF 343,210	ETF	78464A417	13,804	343,210	SH	Sole	01	
SPDR SERIES TRUST DB INT GVT ETF 33,897	ETF	78464A490	2,099	33,897	SH	Sole	01	
SPDR SERIES TRUST DJ REIT ETF 207,637	ETF	78464A607	13,829	207,637	SH	Sole	01	
SPDR SERIES TRUST NUVN BR SHT MUNI 345,104	ETF	78464A425	8,365	345,104	SH	Sole	01	
SPDR SERIES TRUST NUVN BRCLY MUNI 459,942	ETF	78464A458	10,413	459,942	SH	Sole	01	
SPDR SERIES TRUST S&P 600 SMCP GRW 2,363	ETF	78464A201	286	2,363	SH	Sole	01	
SPDR SERIES TRUST S&P 600 SMCP VAL 2,006	ETF	78464A300	143	2,006	SH	Sole	01	
SPDR SERIES TRUST S&P 600 SML CAP 90,179	ETF	78464A813	6,360	90,179	SH	Sole	01	
SPDR SERIES TRUST S&P DIVID ETF 171,511	ETF	78464A763	9,272	171,511	SH	Sole	01	
SPDR SERIES TRUST S&P HOMEBUILD 107,257	ETF	78464A888	1,937	107,257	SH	Sole	01	
STANDARD PAC CORP NEW COM 541,926	COM	85375C101	1,815	541,926	SH	Sole	01	
STEWART INFORMATION SVCS COR COM 37,351	COM	860372101	375	37,351	SH	Sole	01	
STRYKER CORP COM 8,761	COM	863667101	514	8,761	SH	Sole	01	
SUNTRUST BKS INC COM 22,814	COM	867914103	589	22,814	SH	Sole	01	
SUPERIOR ENERGY SVCS INC COM 137,808	COM	868157108	5,118	137,808	SH	Sole	01	

SUSQUEHANNA BANCSHARES INC P COM 130,856	COM	869099101	1,047	130,856	SH	Sole	01
SXC HEALTH SOLUTIONS CORP COM 123,623	COM	78505P100	7,284	123,623	SH	Sole	01
SYNGENTA AG SPONSORED ADR 46,043	ADR	87160A100	3,111	46,043	SH	Sole	01
TAIWAN SEMICONDUCTOR MFG LTD SPONSORED ADR 218,813	ADR	874039100	2,759	218,813	SH	Sole	01
TARGACEPT INC COM 36,620	COM	87611R306	772	36,620	SH	Sole	01
TARGET CORP COM 54,085	COM	87612E106	2,537	54,085	SH	Sole	01
TATA MTRS LTD SPONSORED ADR 54,578	ADR	876568502	1,229	54,578	SH	Sole	01
TE CONNECTIVITY LTD REG SHS ADDED 148,379	COM	H84989104	5,454	148,379	SH	Sole	01
TELUS CORP. 90,700	COM	87971M202	4,949	90,700	SH	Sole	01
TEVA PHARMACEUTICAL INDS LTD ADR 675	ADR	881624209	33	675	SH	Sole	01
TEXAS INSTRS INC COM 1,100	COM	882508104	36	1,100	SH	Sole	01
TEXAS ROADHOUSE INC COM 177,954	COM	882681109	3,120	177,954	SH	Sole	01
THOR INDS INC COM 1,050	COM	885160101	30	1,050	SH	Sole	01
TOTAL S A SPONSORED ADR 85,462	SPONSORED ADR	89151E109	4,943	85,462	SH	Sole	01
TOWER GROUP INC COM 48,862	COM	891777104	1,164	48,862	SH	Sole	01
TOYOTA MOTOR CORP SP ADR REP2COM 60,009	COM	892331307	4,946	60,009	SH	Sole	01
TRANSCANADA CORPORATION 108,000	COM	89353D107	4,911	108,000	SH	Sole	01
TRANSOCEAN LTD REG SHS 375	COM	H8817H100	24	375	SH	Sole	01
TREEHOUSE FOODS INC COM 121,087	COM	89469A104	6,613	121,087	SH	Sole	01
TRIUMPH GROUP INC NEW COM 301,605	COM	896818101	15,017	301,605	SH	Sole	01
TTM TECHNOLOGIES INC COM 63,402	COM	87305R109	1,016	63,402	SH	Sole	01
TUPPERWARE BRANDS CORP COM 121,897	COM	899896104	8,222	121,897	SH	Sole	01
TUTOR PERINI CORP COM 45,080	COM	901109108	865	45,080	SH	Sole	01
UGI CORP NEW COM 64,212	COM	902681105	2,048	64,212	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
SHARED NONE							SOLE
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UNIFIRST CORP MASS COM 18,468	COM	904708104	1,038	18,468	SH	Sole	01
UNILEVER N V N Y SHS NEW 36,402	ADR	904784709	1,196	36,402	SH	Sole	01
UNILEVER PLC SPON ADR NEW 16,842	ADR	904767704	546	16,842	SH	Sole	01
UNITED CONTINENTAL HOLDINGS INC. 2,409	COM	910047109	55	2,409	SH	Sole	01
UNITED CONTL HLDGS INC COM 748	COM	910047109	17	748	SH	Sole	01
UNITED TECHNOLOGIES CORP COM 166,104	COM	913017109	14,702	166,104	SH	Sole	01
UNIVERSAL FST PRODS INC COM 1,500	COM	913543104	36	1,500	SH	Sole	01
V F CORP COM 5,051	COM	918204108	548	5,051	SH	Sole	01
VALE S A ADR 75,959	ADR	91912E105	2,427	75,959	SH	Sole	01

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

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