

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

Form 13F

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: September 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 November 9, 2011

[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

FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 1

Form 13F Information Table Entry Total: 416 lines

Form 13F Information Table Value Total: 2,602,977
(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

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
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
3M CO COM 72,533	COM	88579Y101	5,207	72,533	SH		Sole	01	
ABB LTD SPONSORED ADR 115,336	SPONSORED ADR	000375204	1,970	115,336	SH		Sole	01	
ABBOTT LABS COM 164,440	COM	002824100	8,409	164,440	SH		Sole	01	
ABERCROMBIE & FITCH CO CL A 69,391	CL A	002896207	4,272	69,391	SH		Sole	01	
ACACIA RESH CORP ACACIA TCH COM 143,843	COM	003881307	5,177	143,843	SH		Sole	01	
AES CORP COM 178,751	COM	00130H105	1,745	178,751	SH		Sole	01	
AETNA INC NEW COM 1,000	COM	00817Y108	36	1,000	SH		Sole	01	
AFFILIATED MANAGERS GROUP COM 51,142	COM	008252108	3,992	51,142	SH		Sole	01	
AFLAC INC COM 250	COM	001055102	9	250	SH		Sole	01	
AIR PRODS & CHEMS INC COM 24,257	COM	009158106	1,853	24,257	SH		Sole	01	
AKAMAI TECHNOLOGIES INC COM 1,350	COM	00971T101	27	1,350	SH		Sole	01	
ALBEMARLE CORP COM 97,488	COM	012653101	3,939	97,488	SH		Sole	01	
ALCOA INC COM 76	COM	013817101	1	76	SH		Sole	01	
ALEXANDER & BALDWIN INC COM 73,442	COM	014482103	2,683	73,442	SH		Sole	01	
ALLSTATE CORP COM 36,637	COM	020002101	868	36,637	SH		Sole	01	
AMAZON COM INC COM 225	COM	023135106	49	225	SH		Sole	01	
AMERICAN AXLE & MFG HLDGS IN COM 148,940	COM	024061103	1,136	148,940	SH		Sole	01	
AMERICAN ELEC PWR INC COM 95,441	COM	025537101	3,629	95,441	SH		Sole	01	
AMERICAN EXPRESS CO COM 2	COM	025816109	0	2	SH		Sole	01	
AMERICAS CAR MART INC COM 42,267	COM	03062T105	1,227	42,267	SH		Sole	01	
ANALOG DEVICES INC COM 800	COM	032654105	25	800	SH		Sole	01	
ANSYS INC COM 950	COM	03662Q105	47	950	SH		Sole	01	
APPLE INC COM 6,892	COM	037833100	2,628	6,892	SH		Sole	01	
APPLIED MATLS INC COM 1,900	COM	038222105	20	1,900	SH		Sole	01	
ARKANSAS BEST CORP DEL COM 98,188	COM	040790107	1,586	98,188	SH		Sole	01	
ASML HOLDING N V NY REG SHS 62,631	COM	N07059186	2,163	62,631	SH		Sole	01	
ASSOCIATED BANC CORP COM 134,048	COM	045487105	1,247	134,048	SH		Sole	01	
ASSURED GUARANTY LTD COM 138,963	COM	G0585R106	1,527	138,963	SH		Sole	01	
AT&T INC COM 1,100	COM	00206R102	31	1,100	SH		Sole	01	
AUTOMATIC DATA PROCESSING IN COM 9,237	COM	053015103	436	9,237	SH		Sole	01	
BAIDU INC SPON ADR REP A 12,258	ADR	056752108	1,311	12,258	SH		Sole	01	
BALCHEM CORP COM 30,814	COM	057665200	1,150	30,814	SH		Sole	01	
BANK OF AMERICA CORPORATION COM 218	COM	060505104	1	218	SH		Sole	01	
BANK OF NOVA SCOTIA 89,000	COM	064149107	4,277	89,000	SH		Sole	01	
BARCLAYS BK PLC S&P 500 VEQTOR 341,143	ETF	06740C337	42,213	341,143	SH		Sole	01	
BARCLAYS BK PLC US TRES FLATT 112,433	ETF	06740L485	6,414	112,433	SH		Sole	01	
BARCLAYS PLC ADR 93,558	ADR	06738E204	915	93,558	SH		Sole	01	

BARD C R INC COM 50	COM	067383109	4	50 SH	Sole	01
BAXTER INTL INC COM 96,422	COM	071813109	5,413	96,422 SH	Sole	01
BAYTEX ENERGY CORP 65,700	COM	07317Q105	2,624	65,700 SH	Sole	
BCE INC. 183,000	COM	05534B760	6,569	183,000 SH	Sole	
BE AEROSPACE INC COM 128,252	COM	073302101	4,246	128,252 SH	Sole	01
BECTON DICKINSON & CO COM 5,029	COM	075887109	369	5,029 SH	Sole	01
BEMIS INC COM 14,354	COM	081437105	421	14,354 SH	Sole	01
BHP BILLITON LTD SPONSORED ADR 29,778	ADR	088606108	1,978	29,778 SH	Sole	01
BIO RAD LABS INC CL A 37,340	CL A	090572207	3,389	37,340 SH	Sole	01

<TABLE>
<CAPTION>

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
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
<C> <C>							
BLACKROCK INC COM 1,758	COM	09247X101	260	1,758 SH	Sole	01	
BLOUNT INTL INC NEW COM 92,084	COM	095180105	1,230	92,084 SH	Sole	01	
BOEING CO COM 53,389	COM	097023105	3,231	53,389 SH	Sole	01	
BRIGGS & STRATTON CORP COM 278,801	COM	109043109	3,767	278,801 SH	Sole	01	
BRISTOW GROUP INC COM 30,456	COM	110394103	1,292	30,456 SH	Sole	01	
BRITISH AMERN TOB PLC SPONSORED ADR 28,348	SPONSORED ADR	110448107	2,402	28,348 SH	Sole	01	
BROOKFIELD ASSET MANAGEMENT INC. 167,500	COM	112585104	4,422	167,500 SH	Sole		
BROOKFIELD PROPERTIES CORPORATION 200,900	COM	112900105	2,651	200,900 SH	Sole		
CAE INC. 198,950	COM	124765108	1,775	198,950 SH	Sole		
CANADIAN NATIONAL RAILWAY COMPANY 70,150	COM	136375102	4,476	70,150 SH	Sole		
CANADIAN PACIFIC RAILWAY LTD 89,300	COM	13645T100	4,115	89,300 SH	Sole		
CAPITAL ONE FINL CORP COM 20,509	COM	14040H105	813	20,509 SH	Sole	01	
CAPSTEAD MTG CORP COM NO PAR 80,994	COM	14067E506	935	80,994 SH	Sole	01	
CARDINAL HEALTH INC COM 26,640	COM	14149Y108	1,116	26,640 SH	Sole	01	
CARDTRONICS INC COM 48,643	COM	14161H108	1,115	48,643 SH	Sole	01	
CATERPILLAR INC DEL COM 25,820	COM	149123101	1,907	25,820 SH	Sole	01	
CENOVUS ENERGY INC. 170,200	COM	15135U109	5,009	170,200 SH	Sole		
CENTRAL EUROPEAN DIST CORP COM 76,466	COM	153435102	536	76,466 SH	Sole	01	
CERNER CORP COM 119,236	COM	156782104	8,170	119,236 SH	Sole	01	
CHESAPEAKE ENERGY CORP COM 119,885	COM	165167107	3,063	119,885 SH	Sole	01	
CHEVRON CORP NEW COM 3,901	COM	166764100	361	3,901 SH	Sole	01	
CHINA UNICOM (HONG KONG) LTD SPONSORED ADR 99,369	ADR	16945R104	2,027	99,369 SH	Sole	01	
CITY TELECOM H K LTD SPONSORED ADR 31,309	ADR	178677209	296	31,309 SH	Sole	01	
CMS ENERGY CORP COM 116,536	COM	125896100	2,306	116,536 SH	Sole	01	

COCA COLA CO COM 61,210	COM	191216100	4,135	61,210 SH	Sole	01
COCA COLA ENTERPRISES INC NE COM 85,327	COM	19122T109	2,123	85,327 SH	Sole	01
COINSTAR INC COM 22,703	COM	19259P300	908	22,703 SH	Sole	01
COMERICA INC COM 50,887	COM	200340107	1,169	50,887 SH	Sole	01
COMPANHIA BRASILEIRA DE DIST SPN ADR PFD CL A 33,239	CL A	20440T201	1,023	33,239 SH	Sole	01
COMPUTER SCIENCES CORP COM 38,751	COM	205363104	1,040	38,751 SH	Sole	01
CONSTELLATION ENERGY GROUP I COM 99,187	COM	210371100	3,775	99,187 SH	Sole	01
COOPER TIRE & RUBR CO COM 37,771	COM	216831107	411	37,771 SH	Sole	01
CORNING INC COM 451,431	COM	219350105	5,580	451,431 SH	Sole	01
COSTCO WHSL CORP NEW COM 500	COM	22160K105	41	500 SH	Sole	01
COVIDIEN PLC SHS 91,888	ADR	G2554F113	4,052	91,888 SH	Sole	01
CTC MEDIA INC COM 60,510	COM	12642X106	539	60,510 SH	Sole	01
CUBIC CORP COM 17,553	COM	229669106	686	17,553 SH	Sole	01
DANAHER CORP DEL COM 133,671	COM	235851102	5,606	133,671 SH	Sole	01
DEVON ENERGY CORP NEW COM 89,366	COM	25179M103	4,954	89,366 SH	Sole	01
DEVRY INC DEL COM 585	COM	251893103	22	585 SH	Sole	01
DIEBOLD INC COM 87,985	COM	253651103	2,420	87,985 SH	Sole	01
DIME CMNTY BANCSHARES COM 68,933	COM	253922108	698	68,933 SH	Sole	01
DIREXION SHS ETF TR DLY FIN BEAR NEW 930,951	ETF	25459W144	61,415	930,951 SH	Sole	01
DISCOVER FINL SVCS COM 99,907	COM	254709108	2,292	99,907 SH	Sole	01
DOMINION RES INC VA NEW COM 1,000	COM	25746U109	51	1,000 SH	Sole	01
DTE ENERGY CO COM 44,611	COM	233331107	2,187	44,611 SH	Sole	01
DU PONT E I DE NEMOURS & CO COM 46,194	COM	263534109	1,846	46,194 SH	Sole	01
E M C CORP MASS COM 258,246	COM	268648102	5,421	258,246 SH	Sole	01
EAST WEST BANCORP INC COM 256,369	COM	27579R104	3,822	256,369 SH	Sole	01
EBAY INC COM 140,921	COM	278642103	4,156	140,921 SH	Sole	01
ELECTRONIC ARTS INC COM 383,576	COM	285512109	7,844	383,576 SH	Sole	01

<TABLE>
<CAPTION>

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
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
EMERSON ELEC CO COM 109,073	COM	291011104	4,506	109,073 SH		Sole	01
ENBRIDGE INC. 109,700	COM	29250N105	3,357	109,700 SH		Sole	
ENCANA CORP. 228,650	COM	292505104	4,209	228,650 SH		Sole	
ENERGY CORP NEW COM 38,950	COM	29364G103	2,582	38,950 SH		Sole	01
EQUINIX INC COM NEW 108,514	COM	29444U502	9,639	108,514 SH		Sole	01
EXELON CORP COM 44,817	COM	30161N101	1,910	44,817 SH		Sole	01

EXPRESS SCRIPTS INC COM 720	COM	302182100	27	720 SH	Sole	01
EXXON MOBIL CORP COM 80,354	COM	30231G102	5,836	80,354 SH	Sole	01
FOMENTO ECONOMICO MEXICANO S SPON ADR UNITS 28,310	ADR	344419106	1,835	28,310 SH	Sole	01
FULTON FINL CORP PA COM 163,596	COM	360271100	1,252	163,596 SH	Sole	01
GENERAL DYNAMICS CORP COM 34,087	COM	369550108	1,939	34,087 SH	Sole	01
GENERAL ELECTRIC CO COM 259,746	COM	369604103	3,953	259,746 SH	Sole	01
GENERAL MLS INC COM 1,200	COM	370334104	46	1,200 SH	Sole	01
GENON ENERGY INC COM 42,306	COM	37244E107	118	42,306 SH	Sole	01
GENTEX CORP COM 186,854	COM	371901109	4,494	186,854 SH	Sole	01
GEO GROUP INC COM 39,857	COM	36159R103	740	39,857 SH	Sole	01
GILEAD SCIENCES INC COM 51,996	COM	375558103	2,017	51,996 SH	Sole	01
GOLDMAN SACHS GROUP INC COM 205	COM	38141G104	19	205 SH	Sole	01
GOODRICH CORP COM 56,104	COM	382388106	6,771	56,104 SH	Sole	01
GOODRICH PETE CORP COM NEW 41,483	COM	382410405	490	41,483 SH	Sole	01
GOOGLE INC CL A 80	CL A	38259P508	41	80 SH	Sole	01
GRAINGER W W INC COM 4,063	COM	384802104	608	4,063 SH	Sole	01
GREAT PLAINS ENERGY INC COM 73,959	COM	391164100	1,427	73,959 SH	Sole	01
GROUPE CGI INC CL A SUB VTG 230,313	CL A	39945C109	4,332	230,313 SH	Sole	01
GULF ISLAND FABRICATION INC COM 48,905	COM	402307102	1,011	48,905 SH	Sole	01
HALLIBURTON CO COM 86,888	COM	406216101	2,652	86,888 SH	Sole	01
HEWLETT PACKARD CO COM 95,706	COM	428236103	2,149	95,706 SH	Sole	01
HMS HLDGS CORP COM 247,203	COM	40425J101	6,029	247,203 SH	Sole	01
HOLOGIC INC. 9,632	COM	436440101	147	9,632 SH	Sole	01
HOME DEPOT INC COM 178	COM	437076102	6	178 SH	Sole	01
HONDA MOTOR LTD AMERN SHS 56,877	COM	438128308	1,658	56,877 SH	Sole	01
HONEYWELL INTL INC COM 850	COM	438516106	37	850 SH	Sole	01
ICICI BK LTD ADR 42,316	ADR	45104G104	1,469	42,316 SH	Sole	01
II VI INC COM 2,070	COM	902104108	36	2,070 SH	Sole	01
ILLINOIS TOOL WKS INC COM 7,724	COM	452308109	321	7,724 SH	Sole	01
INGERSOLL-RAND PLC SHS 25	ADR	G47791101	1	25 SH	Sole	01
INTERNATIONAL BUSINESS MACHS COM 58,840	COM	459200101	10,289	58,840 SH	Sole	01
ISHARES INC MSCI AUSTRALIA 20,405	ETF	464286103	409	20,405 SH	Sole	01
ISHARES INC MSCI FRANCE 10,660	ETF	464286707	203	10,660 SH	Sole	01
ISHARES INC MSCI GERMAN 10,980	ETF	464286806	201	10,980 SH	Sole	01
ISHARES INC MSCI HONG KONG 14,076	ETF	464286871	202	14,076 SH	Sole	01
ISHARES INC MSCI JAPAN 130,814	ETF	464286848	1,238	130,814 SH	Sole	01
ISHARES INC MSCI NETHR INVES 12,402	ETF	464286814	203	12,402 SH	Sole	01
ISHARES INC MSCI SINGAPORE 18,619	ETF	464286673	205	18,619 SH	Sole	01
ISHARES INC MSCI SWEDEN 8,788	ETF	464286756	202	8,788 SH	Sole	01
ISHARES INC MSCI SWITZERLD 37,838	ETF	464286749	820	37,838 SH	Sole	01
ISHARES INC MSCI UTD KINGD 27,764	ETF	464286699	410	27,764 SH	Sole	01
ISHARES TR AGENCY BD FD 40,363	ETF	464288166	4,549	40,363 SH	Sole	01

90,820								
ISHARES TR RUSSELL 1000	ETF	464287622	5,337	85,335	SH	Sole	01	
85,335								
ISHARES TR RUSSELL 2000	ETF	464287655	16,783	261,010	SH	Sole	01	
261,010								
ISHARES TR RUSSELL MIDCAP	ETF	464287499	2	20	SH	Sole	01	
20								
ISHARES TR RUSSELL1000GRW	ETF	464287614	1,132	21,525	SH	Sole	01	
21,525								
ISHARES TR RUSSELL1000VAL	ETF	464287598	692	12,233	SH	Sole	01	
12,233								
ISHARES TR S&P 500 INDEX	ETF	464287200	10,533	92,644	SH	Sole	01	
92,644								
ISHARES TR S&P 500 VALUE	ETF	464287408	3,693	71,589	SH	Sole	01	
71,589								
ISHARES TR S&P CAL AMTFR MN	ETF	464288356	14	130	SH	Sole	01	
130								
ISHARES TR S&P GL UTILITI	ETF	464288711	8,599	207,816	SH	Sole	01	
207,816								
ISHARES TR S&P MC 400 GRW	ETF	464287606	2,054	22,865	SH	Sole	01	
22,865								
ISHARES TR S&P MIDCAP 400	ETF	464287507	6,792	87,083	SH	Sole	01	
87,083								
ISHARES TR S&P MIDCP VALU	ETF	464287705	1,034	15,669	SH	Sole	01	
15,669								
ISHARES TR S&P NA SOFTWR	ETF	464287515	763	14,624	SH	Sole	01	
14,624								
ISHARES TR S&P NTL AMTFREE	ETF	464288414	3,906	36,628	SH	Sole	01	
36,628								
ISHARES TR S&P SMLCP GROW	ETF	464287887	111	1,729	SH	Sole	01	
1,729								
ISHARES TR S&P SMLCP VALU	ETF	464287879	223	3,771	SH	Sole	01	
3,771								
ISHARES TR S&P500 GRW	ETF	464287309	2,789	45,537	SH	Sole	01	
45,537								
ISHARES TR SMLL CORE INDX	ETF	464288505	223	3,051	SH	Sole	01	
3,051								
ISHARES TR SMLL GRWTH IDX	ETF	464288604	228	3,114	SH	Sole	01	
3,114								
ISHARES TR SMLL VAL INDX	ETF	464288703	223	3,277	SH	Sole	01	
3,277								
ISHARES TR US PFD STK IDX	ETF	464288687	1,450	40,707	SH	Sole	01	
40,707								
ITT CORP NEW COM	COM	450911102	3,453	82,217	SH	Sole	01	
82,217								
JACOBS ENGR GROUP INC DEL COM	COM	469814107	9	290	SH	Sole	01	
290								
JAKKS PAC INC COM	COM	47012E106	3,310	174,646	SH	Sole	01	
174,646								

</TABLE>

<TABLE>									
<CAPTION>									
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>
<C>	<C>								
JARDEN CORP COM	COM	471109108	2,477	87,645	SH		Sole	01	
87,645									
JOHNSON & JOHNSON COM	COM	478160104	453	7,110	SH		Sole	01	
7,110									
JOHNSON CTLS INC COM	COM	478366107	374	14,173	SH		Sole	01	
14,173									
JOY GLOBAL INC COM	COM	481165108	2,405	38,556	SH		Sole	01	
38,556									
JPMORGAN CHASE & CO COM	COM	46625H100	6,005	199,369	SH		Sole	01	
199,369									
KEYCORP NEW COM	COM	493267108	1,316	221,908	SH		Sole	01	
221,908									
KONINKLIJKE PHILIPS ELECTRS NY REG	COM	500472303	2,601	144,988	SH		Sole	01	
SH NEW									
144,988									
KRAFT FOODS INC CL A	CL A	50075N104	5,096	151,759	SH		Sole	01	
151,759									
KUBOTA CORP ADR	ADR	501173207	510	12,766	SH		Sole	01	

12,766							
KULICKE & SOFFA INDS INC COM	COM	501242101	750	100,506 SH	Sole	01	
100,506							
LIBERTY MEDIA CORP NEW INT COM SER A	CL A	53071M104	4,455	301,823 SH	Sole	01	
301,823							
LIFE TECHNOLOGIES CORP COM	COM	53217V109	3,622	94,256 SH	Sole	01	
94,256							
LINCOLN ELEC HLDGS INC COM	COM	533900106	14	480 SH	Sole	01	
480							
LINCOLN NATL CORP IND COM	COM	534187109	555	35,479 SH	Sole	01	
35,479							
LKQ CORP COM	COM	501889208	3,650	151,070 SH	Sole	01	
151,070							
LOCKHEED MARTIN CORP COM	COM	539830109	25	350 SH	Sole	01	
350							
LOEWS CORP COM	COM	540424108	3,259	94,340 SH	Sole	01	
94,340							
LOWES COS INC COM	COM	548661107	5,880	304,030 SH	Sole	01	
304,030							
M/I HOMES INC COM	COM	55305B101	1,330	221,238 SH	Sole	01	
221,238							
MADDEN STEVEN LTD COM	COM	556269108	2,274	75,549 SH	Sole	01	
75,549							
MAGNA INTERNATIONAL INC.	Com	559222401	1,507	47,700 SH	Sole	01	
47,700							
MAIDEN HOLDINGS LTD SHS	COM	G5753U112	1,064	144,023 SH	Sole	01	
144,023							
MAKITA CORP ADR NEW	ADR	560877300	752	21,101 SH	Sole	01	
21,101							
MARINEMAX INC COM	COM	567908108	559	86,342 SH	Sole	01	
86,342							
MARKET VECTORS ETF TR GOLD MINER ETF	ETF	57060U100	34,108	618,017 SH	Sole	01	
618,017							
MBIA INC COM	COM	55262C100	1,198	164,767 SH	Sole	01	
164,767							
MCDONALDS CORP COM	COM	580135101	10,976	124,979 SH	Sole	01	
124,979							
MECHEL OAO SPONSORED ADR	ADR	583840103	773	75,826 SH	Sole	01	
75,826							
MEDIDATA SOLUTIONS INC COM	COM	58471A105	542	32,943 SH	Sole	01	
32,943							
MERCK & CO INC NEW COM	COM	58933Y105	3,525	107,808 SH	Sole	01	
107,808							
METLIFE INC COM	COM	59156R108	3,366	120,168 SH	Sole	01	
120,168							
MICROMET INC COM	COM	59509C105	797	166,010 SH	Sole	01	
166,010							
MICROSOFT CORP COM	COM	594918104	4,853	194,978 SH	Sole	01	
194,978							
MOLSON COORS BREWING CO CL B	CL B	60871R209	4,267	107,725 SH	Sole	01	
107,725							
NALCO HOLDING COMPANY COM	COM	62985Q101	7,607	217,470 SH	Sole	01	
217,470							
NATIONAL GRID PLC SPON ADR NEW	SPONSORED ADR	636274300	3,992	80,487 SH	Sole	01	
80,487							
NATIONAL OILWELL VARCO INC COM	COM	637071101	1,822	35,563 SH	Sole	01	
35,563							
NEKTAR THERAPEUTICS COM	COM	640268108	466	96,008 SH	Sole	01	
96,008							
NEWELL RUBBERMAID INC COM	COM	651229106	24	2,000 SH	Sole	01	
2,000							
NEWTEK BUSINESS SERVICES INC.	Com	652526104	199	146,141 SH	Sole	01	
146,141							
NEXTERA ENERGY INC COM	COM	65339F101	2,900	53,684 SH	Sole	01	
53,684							
NOBLE ENERGY INC COM	COM	655044105	28	390 SH	Sole	01	
390							
NOVARTIS A G SPONSORED ADR	SPONSORED ADR	66987V109	5,162	92,565 SH	Sole	01	
92,565							
NOVO-NORDISK A S ADR	ADR	670100205	1,805	18,137 SH	Sole	01	
18,137							
NV ENERGY INC COM	COM	67073Y106	484	32,893 SH	Sole	01	
32,893							
OLD REP INTL CORP COM	COM	680223104	1,365	153,082 SH	Sole	01	
153,082							
OPLINK COMMUNICATIONS INC COM NEW	COM	68375Q403	692	45,684 SH	Sole	01	
45,684							
ORACLE CORP COM	COM	68389X105	6,375	221,833 SH	Sole	01	
221,833							
ORIX CORP SPONSORED ADR	ADR	686330101	1,095	28,266 SH	Sole	01	
28,266							
PAYCHEX INC COM	COM	704326107	24	920 SH	Sole	01	
920							
PEPSICO INC COM	COM	713448108	40	650 SH	Sole	01	
650							

PERRIGO CO COM 27,907	COM	714290103	2,710	27,907 SH	Sole	01
--------------------------	-----	-----------	-------	-----------	------	----

<TABLE>
<CAPTION>

COLUMN 1 COLUMN 8	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COLUMN 7	
VOTING AUTHORITY	TITLE	VALUE	SHRS OR	SH/ PUT/ INVESTMENT	OTHER	-----	
NAME OF ISSUER SHARED NONE	OF CLASS	CUSIP	(x\$1000)	PRN AMT	PRN CALL DISCRETION	MANAGERS	SOLE
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
PETROLEO BRASILEIRO SA PETRO SPONSORED ADR 40,768	SPONSORED ADR	71654V408	915	40,768 SH	Sole	01	
PFIZER INC COM 201,320	COM	717081103	3,559	201,320 SH	Sole	01	
PG&E CORP COM 19,457	COM	69331C108	823	19,457 SH	Sole	01	
PHILIP MORRIS INTL INC COM 101,082	COM	718172109	6,305	101,082 SH	Sole	01	
PIMCO ETF TR 1-5 US TIP IDX 3,688	ETF	72201R205	196	3,688 SH	Sole	01	
PIMCO ETF TR ENHAN SHRT MAT 4,906	ETF	72201R833	493	4,906 SH	Sole	01	
PITNEY BOWES INC COM 252,026	COM	724479100	4,738	252,026 SH	Sole	01	
POWERSHARES ETF TRUST DYN PHRMA PORT 79,232	ETF	73935X799	1,947	79,232 SH	Sole	01	
POWERSHARES ETF TRUST ENERGY SEC POR 68,811	ETF	73935X385	2,160	68,811 SH	Sole	01	
POWERSHARES GLOBAL ETF TRUST ASIA PAC EX-JP 5,405	ETF	73936T854	235	5,405 SH	Sole	01	
POWERSHARES GLOBAL ETF TRUST DEV MKTS EX-US 213	ETF	73936T789	7	213 SH	Sole	01	
POWERSHARES GLOBAL ETF TRUST INSUR NATL MUN 393,819	ETF	73936T474	9,550	393,819 SH	Sole	01	
POWERSHARES QQQ TRUST UNIT SER 1 511	ETF	73935A104	27	511 SH	Sole	01	
PPL CORP COM 109,058	COM	69351T106	3,113	109,058 SH	Sole	01	
PRAXAIR INC COM 5,043	COM	74005P104	471	5,043 SH	Sole	01	
PRECISION CASTPARTS CORP COM 415	COM	740189105	65	415 SH	Sole	01	
PRICE T ROWE GROUP INC COM 825	COM	74144T108	39	825 SH	Sole	01	
PRIVATEBANCORP INC COM 211,822	COM	742962103	1,593	211,822 SH	Sole	01	
PROCTER & GAMBLE CO COM 96,010	COM	742718109	6,066	96,010 SH	Sole	01	
PROSPERITY BANCSHARES INC COM 180,675	COM	743606105	5,904	180,675 SH	Sole	01	
PRUDENTIAL FINL INC COM 100	COM	744320102	5	100 SH	Sole	01	
QEP RES INC COM 1,100	COM	74733V100	30	1,100 SH	Sole	01	
QUESTAR CORP COM 1,100	COM	748356102	19	1,100 SH	Sole	01	
RALCORP HLDGS INC NEW COM 50,651	COM	751028101	3,885	50,651 SH	Sole	01	
RED HAT INC COM 10	COM	756577102	0	10 SH	Sole	01	
REGIONS FINANCIAL CORP NEW COM 148,498	COM	7591EP100	494	148,498 SH	Sole	01	
REPUBLIC SVCS INC COM 1,065	COM	760759100	30	1,065 SH	Sole	01	
RESOLUTE ENERGY CORP COM 52,104	COM	76116A108	592	52,104 SH	Sole	01	
RIGHTNOW TECHNOLOGIES INC COM 30,092	COM	76657R106	995	30,092 SH	Sole	01	
ROGERS COMMUNICATIONS INC. 220,550	Com	775109200	7,230	220,550 SH	Sole		
ROSETTA RESOURCES INC COM	COM	777779307	6,136	179,292 SH	Sole	01	

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
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
TOYOTA MOTOR CORP SP ADR REP2COM 54,137	COM	892331307	3,695	54,137	SH	Sole	01	
TRANSCANADA CORPORATION 108,000	COM	89353D107	4,191	108,000	SH	Sole		
TRANSOCEAN LTD REG SHS 375	COM	H8817H100	18	375	SH	Sole	01	
TREEHOUSE FOODS INC COM 113,104	COM	89469A104	6,994	113,104	SH	Sole	01	
TRIUMPH GROUP INC NEW COM 282,591	COM	896818101	13,773	282,591	SH	Sole	01	
TTM TECHNOLOGIES INC COM 57,567	COM	87305R109	547	57,567	SH	Sole	01	
TUPPERWARE BRANDS CORP COM 111,794	COM	899896104	6,008	111,794	SH	Sole	01	
TUTOR PERINI CORP COM 40,945	COM	901109108	470	40,945	SH	Sole	01	
UGI CORP NEW COM 66,352	COM	902681105	1,743	66,352	SH	Sole	01	
UNIFIRST CORP MASS COM 16,743	COM	904708104	758	16,743	SH	Sole	01	
UNILEVER N V N Y SHS NEW 24,710	ADR	904784709	778	24,710	SH	Sole	01	
UNILEVER PLC SPON ADR NEW 15,393	ADR	904767704	480	15,393	SH	Sole	01	
UNITED CONTINENTAL HOLDINGS INC. 2,409	COM	910047109	47	2,409	SH	Sole		
UNITED CONTL HLDGS INC COM 748	COM	910047109	14	748	SH	Sole	01	
UNITED TECHNOLOGIES CORP COM 108,936	COM	913017109	7,665	108,936	SH	Sole	01	
UNIVERSAL FST PRODS INC COM 1,500	COM	913543104	36	1,500	SH	Sole	01	
V F CORP COM 4,583	COM	918204108	557	4,583	SH	Sole	01	
VALE S A ADR 70,701	ADR	91912E105	1,612	70,701	SH	Sole	01	
VALE S A ADR REPSTG PFD 16,015	ADR	91912E204	336	16,015	SH	Sole	01	
VANGUARD BD INDEX FD INC LONG TERM BOND 71,919	ETF	921937793	6,600	71,919	SH	Sole	01	
VANGUARD BD INDEX FD INC SHORT TRM BOND 3,163,063	ETF	921937827	257,537	3,163,063	SH	Sole	01	
VANGUARD BD INDEX FD INC TOTAL BND MRKT 271,312	ETF	921937835	22,720	271,312	SH	Sole	01	
VANGUARD INDEX FDS GROWTH ETF 463,537	ETF	922908736	25,930	463,537	SH	Sole	01	
VANGUARD INDEX FDS MID CAP ETF 196	ETF	922908629	13	196	SH	Sole	01	
VANGUARD INDEX FDS REIT ETF 25,629	ETF	922908553	1,304	25,629	SH	Sole	01	
VANGUARD INDEX FDS SM CP VAL ETF 158,478	ETF	922908611	8,808	158,478	SH	Sole	01	
VANGUARD INDEX FDS SMALL CP ETF 36,325	ETF	922908751	2,229	36,325	SH	Sole	01	
VANGUARD INDEX FDS SML CP GRW ETF 138,767	ETF	922908595	9,278	138,767	SH	Sole	01	
VANGUARD INDEX FDS VALUE ETF 634,609	ETF	922908744	29,858	634,609	SH	Sole	01	
VANGUARD INTL EQUITY INDEX F ALLWRLD EX US 350,843	ETF	922042775	13,585	350,843	SH	Sole	01	
VANGUARD INTL EQUITY INDEX F FTSE SMCAP ETF 110,052	ETF	922042718	8,634	110,052	SH	Sole	01	
VANGUARD INTL EQUITY INDEX F GLB EX US ETF 16,325	ETF	922042676	669	16,325	SH	Sole	01	
VANGUARD INTL EQUITY INDEX F MSCI EMR MKT ETF 342,323	ETF	922042858	12,265	342,323	SH	Sole	01	
VANGUARD INTL EQUITY INDEX F MSCI EUROPE ETF	ETF	922042874	19,490	479,333	SH	Sole	01	

