

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.):

[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: 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 8	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COLUMN 7	COLUMN 8	COLUMN 9
VOTING AUTHORITY	TITLE	VALUE	SHRS OR	SH/ PUT/	INVESTMENT	OTHER	---	
NAME OF ISSUER SOLE SHARED NONE	OF CLASS	CUSIP	(x\$1000)	PRN AMT	PRN CALL	DISCRETION	MANAGERS	
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3M CO COM 83,274	COM	88579Y101	6,806	83,274	SH		Sole	01
ABB LTD SPONSORED ADR 102,067	SPONSORED ADR	000375204	1,922	102,067	SH		Sole	01
ABBOTT LABS COM 197,429	COM	002824100	11,101	197,429	SH		Sole	01
ACACIA RESH CORP ACACIA TCH COM 204,364	COM	003881307	7,461	204,364	SH		Sole	01
AES CORP COM 255,786	COM	00130H105	3,029	255,786	SH		Sole	01
AETNA INC NEW COM 1,000	COM	00817Y108	42	1,000	SH		Sole	01
AFFILIATED MANAGERS GROUP COM 49,975	COM	008252108	4,795	49,975	SH		Sole	01
AFLAC INC COM 250	COM	001055102	11	250	SH		Sole	01
AIR PRODS & CHEMS INC COM 23,176	COM	009158106	1,974	23,176	SH		Sole	01
AKAMAI TECHNOLOGIES INC COM 1,350	COM	00971T101	44	1,350	SH		Sole	01
ALBEMARLE CORP COM 25,871	COM	012653101	1,333	25,871	SH		Sole	01
ALEXANDER & BALDWIN INC COM 41,367	COM	014482103	1,689	41,367	SH		Sole	01
ALLSTATE CORP COM 33,230	COM	020002101	911	33,230	SH		Sole	01
AMAZON COM INC COM 225	COM	023135106	39	225	SH		Sole	01
AMERICAN AXLE & MFG HLDGS IN COM 131,040	COM	024061103	1,296	131,040	SH		Sole	01
AMERICAN ELEC PWR INC COM 136,274	COM	025537101	5,629	136,274	SH		Sole	01
AMERICAN EXPRESS CO COM 2	COM	025816109	0	2	SH		Sole	01
AMERICAS CAR MART INC COM 38,582	COM	03062T105	1,512	38,582	SH		Sole	01
ANALOG DEVICES INC COM 800	COM	032654105	29	800	SH		Sole	01
ANHEUSER BUSCH INBEV SA/NV SPONSORED ADR 6,741	SPONSORED ADR	03524A108	411	6,741	SH		Sole	01
ANSYS INC COM 950	COM	03662Q105	54	950	SH		Sole	01
APPLE INC COM 9,915	COM	037833100	4,016	9,915	SH		Sole	01
APPLIED MATLS INC COM 1,900	COM	038222105	20	1,900	SH		Sole	01
ARKANSAS BEST CORP DEL COM 66,270	COM	040790107	1,277	66,270	SH		Sole	01
ARM HLDGS PLC SPONSORED ADR 13,174	SPONSORED ADR	042068106	365	13,174	SH		Sole	01
ASML HOLDING N V NY REG SHS 56,725	COM	N07059186	2,371	56,725	SH		Sole	01
ASSOCIATED BANC CORP COM 64,197	COM	045487105	717	64,197	SH		Sole	01
ASSURED GUARANTY LTD COM 64,949	COM	G0585R106	853	64,949	SH		Sole	01
AT&T INC COM 1,100	COM	00206R102	33	1,100	SH		Sole	01
AUTOMATIC DATA PROCESSING IN COM 11,556	COM	053015103	624	11,556	SH		Sole	01
AVAGO TECHNOLOGIES LTD SHS 8,621	COM	Y0486S104	249	8,621	SH		Sole	01
BAIDU INC SPON ADR REP A 11,339	SPONSORED ADR	056752108	1,321	11,339	SH		Sole	01
BALCHEM CORP COM 28,219	COM	057665200	1,144	28,219	SH		Sole	01
BANK OF AMERICA CORPORATION COM 218	COM	060505104	1	218	SH		Sole	01
BANK OF NOVA SCOTIA 89,000	COM	064149107	4,359	89,000	SH		Sole	01
BARCLAYS BK PLC IPH S&P VIX NEW 948,219	ETF	06740C261	33,690	948,219	SH		Sole	01
BARCLAYS BK PLC S&P 500 VEQTOR	ETF	06740C337	110,527	877,390	SH		Sole	01

877,390 BARCLAYS BK PLC US TRES FLATT 135,981	ETF	06740L485	7,932	135,981	SH	Sole	01
BARCLAYS PLC ADR 83,329	ADR	06738E204	916	83,329	SH	Sole	01
BARD C R INC COM 50	COM	067383109	4	50	SH	Sole	01
BAXTER INTL INC COM 111,027	COM	071813109	5,494	111,027	SH	Sole	01
BAYTEX ENERGY CORP 69,100	COM	07317Q105	3,797	69,100	SH	Sole	
BCE INC. 152,100	COM	05534B760	6,231	152,100	SH	Sole	
BE AEROSPACE INC COM 128,260	COM	073302101	4,965	128,260	SH	Sole	01
BECTON DICKINSON & CO COM 6,287	COM	075887109	470	6,287	SH	Sole	01
BEMIS INC COM 13,595	COM	081437105	409	13,595	SH	Sole	01
BHP BILLITON LTD SPONSORED ADR 26,852	SPONSORED ADR	088606108	1,897	26,852	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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BIO RAD LABS INC CL A 41,401	CL A	090572207	3,976	41,401	SH	Sole	01
BLACKROCK INC COM 1,690	COM	09247X101	301	1,690	SH	Sole	01
BOEING CO COM 49,656	COM	097023105	3,642	49,656	SH	Sole	01
BRIGGS & STRATTON CORP COM 188,446	COM	109043109	2,919	188,446	SH	Sole	01
BRITISH AMERN TOB PLC SPONSORED ADR 25,729	SPONSORED ADR	110448107	2,441	25,729	SH	Sole	01
BROOKFIELD ASSET MANAGEMENT INC. 213,400	COM	112585104	5,766	213,400	SH	Sole	
BROOKFIELD PROPERTIES CORPORATION 314,600	COM	112900105	4,838	314,600	SH	Sole	
CAE INC. 209,150	COM	124765108	1,995	209,150	SH	Sole	
CANADIAN NATIONAL RAILWAY COMPANY 73,750	COM	136375102	5,696	73,750	SH	Sole	
CANADIAN PACIFIC RAILWAY LTD 85,400	COM	13645T100	5,682	85,400	SH	Sole	
CAPITAL ONE FINL CORP COM 18,459	COM	14040H105	781	18,459	SH	Sole	01
CAPSTEAD MTG CORP COM NO PAR 73,475	COM	14067E506	914	73,475	SH	Sole	01
CARDTRONICS INC COM 44,342	COM	14161H108	1,200	44,342	SH	Sole	01
CATERPILLAR INC DEL COM 25,618	COM	149123101	2,321	25,618	SH	Sole	01
CENOVUS ENERGY INC. 178,900	COM	15135U109	5,840	178,900	SH	Sole	
CENTRAL EUROPEAN DIST CORP COM 67,884	COM	153435102	297	67,884	SH	Sole	01
CERNER CORP COM 100,759	COM	156782104	6,171	100,759	SH	Sole	01
CHESAPEAKE ENERGY CORP COM 113,393	COM	165167107	2,528	113,393	SH	Sole	01
CHEVRON CORP NEW COM 3,732	COM	166764100	397	3,732	SH	Sole	01
CHINA UNICOM (HONG KONG) LTD 91,475	SPONSORED ADR	16945R104	1,933	91,475	SH	Sole	01
CITRIX SYS INC COM 57,060	COM	177376100	3,465	57,060	SH	Sole	01
CITY TELECOM H K LTD SPONSORED ADR 28,935	SPONSORED ADR	178677209	304	28,935	SH	Sole	01
CMS ENERGY CORP COM 182,657	COM	125896100	4,033	182,657	SH	Sole	01

COCA COLA CO COM 125,106	COM	191216100	8,754	125,106	SH	Sole	01
COCA COLA ENTERPRISES INC NE COM 21	COM	19122T109	1	21	SH	Sole	01
COINSTAR INC COM 20,859	COM	19259P300	952	20,859	SH	Sole	01
COMERICA INC COM 25,270	COM	200340107	652	25,270	SH	Sole	01
COMPANHIA BRASILEIRA DE DIST SPN ADR PFD 29,509	CL A	20440T201	1,075	29,509	SH	Sole	01
COMPUTER SCIENCES CORP COM 34,137	COM	205363104	809	34,137	SH	Sole	01
CONSTELLATION ENERGY GROUP I COM 144,764	COM	210371100	5,743	144,764	SH	Sole	01
COOPER TIRE & RUBR CO COM 33,700	COM	216831107	472	33,700	SH	Sole	01
CORNING INC COM 467,737	COM	219350105	6,071	467,737	SH	Sole	01
COSTCO WHSL CORP NEW COM 500	COM	22160K105	42	500	SH	Sole	01
COVIDIEN PLC SHS 85,043	ADR	G2554F113	3,828	85,043	SH	Sole	01
CTC MEDIA INC COM 51,828	COM	12642X106	455	51,828	SH	Sole	01
CUBIC CORP COM 15,825	COM	229669106	690	15,825	SH	Sole	01
DANAHER CORP DEL COM 154,730	COM	235851102	7,278	154,730	SH	Sole	01
DEVON ENERGY CORP NEW COM 63,605	COM	25179M103	3,944	63,605	SH	Sole	01
DEVRY INC DEL COM 585	COM	251893103	22	585	SH	Sole	01
DIEBOLD INC COM 145,794	COM	253651103	4,384	145,794	SH	Sole	01
DIME CMNTY BANCSHARES COM 61,755	COM	253922108	778	61,755	SH	Sole	01
DIREXION SHS ETF TR DLY FIN BEAR NEW 5	ETF	25459W144	0	5	SH	Sole	01
DISCOVER FINL SVCS COM 41,004	COM	254709108	984	41,004	SH	Sole	01
DOMINION RES INC VA NEW COM 1,000	COM	25746U109	53	1,000	SH	Sole	01
DRIL-QUIP INC COM 37,600	COM	262037104	2,475	37,600	SH	Sole	01
DTE ENERGY CO COM 69,997	COM	233331107	3,811	69,997	SH	Sole	01
DU PONT E I DE NEMOURS & CO COM 68,737	COM	263534109	3,147	68,737	SH	Sole	01
E M C CORP MASS COM 79,715	COM	268648102	1,717	79,715	SH	Sole	01
EAST WEST BANCORP INC COM 256,871	COM	27579R104	5,073	256,871	SH	Sole	01
EBAY INC COM 132,940	COM	278642103	4,032	132,940	SH	Sole	01
ELAN PLC ADR 27,583	ADR	284131208	379	27,583	SH	Sole	01
ELECTRONIC ARTS INC COM 457,661	COM	285512109	9,428	457,661	SH	Sole	01

<TABLE>  
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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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EMERSON ELEC CO COM 101,022	COM	291011104	4,707	101,022	SH	Sole	01
ENBRIDGE INC. 109,700	COM	29250N105	4,035	109,700	SH	Sole	
ENCANA CORP. 240,350	COM	292505104	4,379	240,350	SH	Sole	
ENTERGY CORP NEW COM 58,373	COM	29364G103	4,264	58,373	SH	Sole	01
EQUINIX INC COM NEW	COM	29444U502	3,416	33,690	SH	Sole	01

33,690							
EXELIS INC COM ADDED	COM	30162A108	4,251	469,774	SH	Sole	01
469,774							
EXELON CORP COM	COM	30161N101	2,867	66,102	SH	Sole	01
66,102							
EXPRESS SCRIPTS INC COM	COM	302182100	32	720	SH	Sole	01
720							
EXXON MOBIL CORP COM	COM	30231G102	7,958	93,888	SH	Sole	01
93,888							
FOMENTO ECONOMICO MEXICANO S SPON ADR	SPONSORED ADR	344419106	1,820	26,111	SH	Sole	01
26,111							
FORTINET INC COM	COM	34959E109	6,398	293,366	SH	Sole	01
293,366							
FRESENIUS MED CARE AG&CO KGA	SPONSORED ADR	358029106	251	3,685	SH	Sole	01
3,685							
FULTON FINL CORP PA COM	COM	360271100	865	88,191	SH	Sole	01
88,191							
GENERAL DYNAMICS CORP COM	COM	369550108	2,235	33,659	SH	Sole	01
33,659							
GENERAL ELECTRIC CO COM	COM	369604103	24	1,340	SH	Sole	01
1,340							
GENERAL MLS INC COM	COM	370334104	48	1,200	SH	Sole	01
1,200							
GENON ENERGY INC COM	COM	37244E107	103	39,327	SH	Sole	01
39,327							
GENTEX CORP COM	COM	371901109	6,357	214,847	SH	Sole	01
214,847							
GEO GROUP INC COM	COM	36159R103	605	36,090	SH	Sole	01
36,090							
GILEAD SCIENCES INC COM	COM	375558103	2,027	49,527	SH	Sole	01
49,527							
GOLAR LNG LTD BERMUDA SHS	COM	G9456A100	332	7,474	SH	Sole	01
7,474							
GOLDMAN SACHS GROUP INC COM	COM	38141G104	19	205	SH	Sole	01
205							
GOODRICH CORP COM	COM	382388106	6,603	53,381	SH	Sole	01
53,381							
GOODRICH PETE CORP COM NEW	COM	382410405	508	37,006	SH	Sole	01
37,006							
GOOGLE INC CL A	CL A	38259P508	52	80	SH	Sole	01
80							
GRAINGER W W INC COM	COM	384802104	947	5,059	SH	Sole	01
5,059							
GREAT PLAINS ENERGY INC COM	COM	391164100	2,526	115,998	SH	Sole	01
115,998							
GROUPE CGI INC CL A SUB VTG	CL A	39945C109	3,929	208,419	SH	Sole	01
208,419							
HALLIBURTON CO COM	COM	406216101	2,837	82,202	SH	Sole	01
82,202							
HEWLETT PACKARD CO COM	COM	428236103	2,245	87,141	SH	Sole	01
87,141							
HMS HLDGS CORP COM	COM	40425J101	6,702	209,572	SH	Sole	01
209,572							
HOLOGIC INC.	COM	436440101	169	9,632	SH	Sole	01
9,632							
HOME DEPOT INC COM	COM	437076102	7	178	SH	Sole	01
178							
HONDA MOTOR LTD AMERN SHS	COM	438128308	1,557	50,976	SH	Sole	01
50,976							
HONEYWELL INTL INC COM	COM	438516106	46	850	SH	Sole	01
850							
ICICI BK LTD ADR	ADR	45104G104	959	36,266	SH	Sole	01
36,266							
II VI INC COM	COM	902104108	38	2,070	SH	Sole	01
2,070							
ILLINOIS TOOL WKS INC COM	COM	452308109	450	9,635	SH	Sole	01
9,635							
IMAX CORP COM	COM	45245E109	259	14,126	SH	Sole	01
14,126							
ING ASIA PAC HGH DIVID EQ IN COM	COM	44983J107	733	51,675	SH	Sole	01
51,675							
INTERNATIONAL BUSINESS MACHS COM	COM	459200101	12,421	67,548	SH	Sole	01
67,548							
ISHARES GOLD TRUST ISHARES	ETF	464285105	5,267	345,861	SH	Sole	01
345,861							
ISHARES INC MSCI AUSTRALIA	ETF	464286103	427	19,930	SH	Sole	01
19,930							
ISHARES INC MSCI CDA INDEX	ETF	464286509	5,886	221,261	SH	Sole	01
221,261							
ISHARES INC MSCI FRANCE	ETF	464286707	214	10,950	SH	Sole	01
10,950							
ISHARES INC MSCI GERMAN	ETF	464286806	215	11,179	SH	Sole	01
11,179							
ISHARES INC MSCI HONG KONG	ETF	464286871	214	13,853	SH	Sole	01
13,853							

ISHARES INC MSCI JAPAN 141,869	ETF	464286848	1,292	141,869	SH	Sole	01
ISHARES INC MSCI NETHR INVES 12,435	ETF	464286814	214	12,435	SH	Sole	01
ISHARES INC MSCI SINGAPORE 19,556	ETF	464286673	212	19,556	SH	Sole	01
ISHARES INC MSCI SWEDEN 189,478	ETF	464286756	4,763	189,478	SH	Sole	01
ISHARES INC MSCI SWITZERLD 274,353	ETF	464286749	6,206	274,353	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 INC MSCI UTD KINGD 26,536	ETF	464286699	429	26,536	SH	Sole	01		
ISHARES TR AGENCY BD FD 50,986	ETF	464288166	5,759	50,986	SH	Sole	01		
ISHARES TR BARCLY USAGG B 1,244,597	ETF	464287226	137,217	1,244,597	SH	Sole	01		
ISHARES TR BARCLYS 10-20YR 1,609	ETF	464288653	214	1,609	SH	Sole	01		
ISHARES TR BARCLYS 1-3 YR 72,362	ETF	464287457	6,115	72,362	SH	Sole	01		
ISHARES TR BARCLYS 1-3YR CR 19,556	ETF	464288646	2,038	19,556	SH	Sole	01		
ISHARES TR BARCLYS 20+ YR 134,741	ETF	464287432	16,337	134,741	SH	Sole	01		
ISHARES TR BARCLYS 3-7 YR 119,469	ETF	464288661	14,580	119,469	SH	Sole	01		
ISHARES TR BARCLYS 7-10 YR 167,832	ETF	464287440	17,718	167,832	SH	Sole	01		
ISHARES TR BARCLYS CR BD 257,272	ETF	464288620	28,032	257,272	SH	Sole	01		
ISHARES TR BARCLYS MBS BD 294,779	ETF	464288588	31,857	294,779	SH	Sole	01		
ISHARES TR BARCLYS SH TREA 11,099	ETF	464288679	1,223	11,099	SH	Sole	01		
ISHARES TR BARCLYS TIPS BD 146,899	ETF	464287176	17,142	146,899	SH	Sole	01		
ISHARES TR BRC 0-5 YR TIP 40,117	ETF	46429B747	4,092	40,117	SH	Sole	01		
ISHARES TR DJ INTL SEL DIVD 56,202	ETF	464288448	1,669	56,202	SH	Sole	01		
ISHARES TR DJ SEL DIV INX 35,668	ETF	464287168	1,918	35,668	SH	Sole	01		
ISHARES TR DJ US INDEX FD 790	ETF	464287846	50	790	SH	Sole	01		
ISHARES TR DJ US TECH SEC 205,801	ETF	464287721	13,151	205,801	SH	Sole	01		
ISHARES TR DJ US TELECOMM 91,067	ETF	464287713	1,912	91,067	SH	Sole	01		
ISHARES TR FLTG RATE NT 139,391	ETF	46429B655	6,830	139,391	SH	Sole	01		
ISHARES TR IBOXX INV CPBD 98,608	ETF	464287242	11,218	98,608	SH	Sole	01		
ISHARES TR JPMORGAN USD 16,063	ETF	464288281	1,763	16,063	SH	Sole	01		
ISHARES TR MSCI ACWI INDX 71,501	ETF	464288257	3,015	71,501	SH	Sole	01		
ISHARES TR MSCI EAFE INDEX 401,218	ETF	464287465	19,872	401,218	SH	Sole	01		
ISHARES TR MSCI EMERG MKT 658,463	ETF	464287234	24,982	658,463	SH	Sole	01		
ISHARES TR MSCI GRW IDX 211,346	ETF	464288885	10,992	211,346	SH	Sole	01		
ISHARES TR MSCI SMALL CAP 35,715	ETF	464288273	1,241	35,715	SH	Sole	01		
ISHARES TR MSCI VAL IDX 244,395	ETF	464288877	10,436	244,395	SH	Sole	01		
ISHARES TR NASDQ BIO INDX	ETF	464287556	824	7,895	SH	Sole	01		

7,895									
ISHARES TR RSSL MCRCP IDX	ETF	464288869	5,976	133,848	SH	Sole	01		
133,848									
ISHARES TR RUSL 2000 GROW	ETF	464287648	3,256	38,658	SH	Sole	01		
38,658									
ISHARES TR RUSL 2000 VALU	ETF	464287630	2,555	38,919	SH	Sole	01		
38,919									
ISHARES TR RUSSELL 1000	ETF	464287622	4,531	65,313	SH	Sole	01		
65,313									
ISHARES TR RUSSELL 2000	ETF	464287655	20,106	272,620	SH	Sole	01		
272,620									
ISHARES TR RUSSELL1000GRW	ETF	464287614	840	14,540	SH	Sole	01		
14,540									
ISHARES TR RUSSELL1000VAL	ETF	464287598	1,292	20,359	SH	Sole	01		
20,359									
ISHARES TR S&P 500 INDEX	ETF	464287200	9,971	79,160	SH	Sole	01		
79,160									
ISHARES TR S&P 500 VALUE	ETF	464287408	2,202	38,071	SH	Sole	01		
38,071									
ISHARES TR S&P CAL AMTFR MN	ETF	464288356	17	150	SH	Sole	01		
150									
ISHARES TR S&P GL UTILITI	ETF	464288711	5,775	137,827	SH	Sole	01		
137,827									
ISHARES TR S&P MC 400 GRW	ETF	464287606	2,200	22,278	SH	Sole	01		
22,278									
ISHARES TR S&P MIDCAP 400	ETF	464287507	4,480	51,136	SH	Sole	01		
51,136									
ISHARES TR S&P MIDCP VALU	ETF	464287705	1,101	14,493	SH	Sole	01		
14,493									
ISHARES TR S&P NA SOFTWR	ETF	464287515	757	13,980	SH	Sole	01		
13,980									
ISHARES TR S&P NTL AMTFREE	ETF	464288414	4,396	40,613	SH	Sole	01		
40,613									
ISHARES TR S&P SMLCP GROW	ETF	464287887	104	1,394	SH	Sole	01		
1,394									
ISHARES TR S&P SMLCP VALU	ETF	464287879	208	2,975	SH	Sole	01		
2,975									
ISHARES TR S&P500 GRW	ETF	464287309	5,799	86,005	SH	Sole	01		
86,005									
ISHARES TR SMLL CORE INDX	ETF	464288505	209	2,489	SH	Sole	01		
2,489									
ISHARES TR SMLL GRWTH IDX	ETF	464288604	209	2,504	SH	Sole	01		
2,504									
ISHARES TR SMLL VAL INDX	ETF	464288703	208	2,640	SH	Sole	01		
2,640									
ISHARES TR US PFD STK IDX	ETF	464288687	1,553	43,598	SH	Sole	01		
43,598									
ITT CORP NEW COM NEW ADDED	COM	450911201	716	37,048	SH	Sole	01		
37,048									

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VOTING AUTHORITY							
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JACOBS ENGR GROUP INC DEL COM	COM	469814107	12	290 SH		Sole	01
290							
JAKKS PAC INC COM	COM	47012E106	1,329	94,174 SH		Sole	01
94,174							
JARDEN CORP COM	COM	471109108	1,500	50,216 SH		Sole	01
50,216							
JOHNSON & JOHNSON COM	COM	478160104	576	8,783 SH		Sole	01
8,783							
JOHNSON CTLS INC COM	COM	478366107	557	17,810 SH		Sole	01
17,810							
JOY GLOBAL INC COM	COM	481165108	2,592	34,579 SH		Sole	01
34,579							
JPMORGAN CHASE & CO COM	COM	46625H100	7,167	215,536 SH		Sole	01
215,536							
KEYCORP NEW COM	COM	493267108	855	111,228 SH		Sole	01
111,228							
KONINKLIJKE PHILIPS ELECTRS NY REG SH NEW COM		500472303	2,701	128,910 SH		Sole	01
128,910							

KRAFT FOODS INC CL A 143,714	CL A	50075N104	5,369	143,714	SH	Sole	01
KULICKE & SOFFA INDS INC COM 91,191	COM	501242101	844	91,191	SH	Sole	01
LIBERTY INTERACTIVE CORPORAT INT COM SER 285,439	COM	53071M104	4,628	285,439	SH	Sole	01
LIFE TECHNOLOGIES CORP COM 85,945	COM	53217V109	3,344	85,945	SH	Sole	01
LINCOLN ELEC HLDGS INC COM 480	COM	533900106	19	480	SH	Sole	01
LINCOLN NATL CORP IND COM 31,526	COM	534187109	612	31,526	SH	Sole	01
LKQ CORP COM 150,812	COM	501889208	4,536	150,812	SH	Sole	01
LOCKHEED MARTIN CORP COM 350	COM	539830109	28	350	SH	Sole	01
LOEWS CORP COM 89,474	COM	540424108	3,369	89,474	SH	Sole	01
LOWES COS INC COM 165,527	COM	548661107	4,201	165,527	SH	Sole	01
M/I HOMES INC COM 118,686	COM	55305B101	1,139	118,686	SH	Sole	01
MACYS INC COM 117,127	COM	55616P104	3,769	117,127	SH	Sole	01
MADDEN STEVEN LTD COM 75,753	COM	556269108	2,613	75,753	SH	Sole	01
MAGNA INTERNATIONAL INC. 50,100	COM	559222401	1,641	50,100	SH	Sole	01
MAIDEN HOLDINGS LTD SHS 130,914	COM	G5753U112	1,147	130,914	SH	Sole	01
MARKET VECTORS ETF TR AGRIBUS ETF 37,303	ETF	57060U605	1,759	37,303	SH	Sole	01
MARKET VECTORS ETF TR GOLD MINER ETF 434,476	ETF	57060U100	22,345	434,476	SH	Sole	01
MBIA INC COM 91,913	COM	55262C100	1,065	91,913	SH	Sole	01
MCDONALDS CORP COM 138,171	COM	580135101	13,863	138,171	SH	Sole	01
MECHEL OAO SPONSORED ADR 64,912	SPONSORED ADR	583840103	552	64,912	SH	Sole	01
MEDIDATA SOLUTIONS INC COM 29,749	COM	58471A105	647	29,749	SH	Sole	01
MELCO CROWN ENTMT LTD ADR 33,797	ADR	585464100	325	33,797	SH	Sole	01
MERCK & CO INC NEW COM 775	COM	58933Y105	29	775	SH	Sole	01
METLIFE INC COM 145,982	COM	59156R108	4,552	145,982	SH	Sole	01
MICROMET INC COM 150,866	COM	59509C105	1,085	150,866	SH	Sole	01
MICROSOFT CORP COM 432,178	COM	594918104	11,219	432,178	SH	Sole	01
MOLSON COORS BREWING CO CL B 96,105	CL B	60871R209	4,184	96,105	SH	Sole	01
NATIONAL GRID PLC SPON ADR NEW 115,962	SPONSORED ADR	636274300	5,622	115,962	SH	Sole	01
NATIONAL OILWELL VARCO INC COM 61,176	COM	637071101	4,159	61,176	SH	Sole	01
NEKTAR THERAPEUTICS COM 85,290	COM	640268108	477	85,290	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	168	146,141	SH	Sole	01
NEXTERA ENERGY INC COM 76,779	COM	65339F101	4,674	76,779	SH	Sole	01
NOBLE ENERGY INC COM 390	COM	655044105	37	390	SH	Sole	01
NOVARTIS A G SPONSORED ADR 84,451	SPONSORED ADR	66987V109	4,828	84,451	SH	Sole	01
NOVO-NORDISK A S ADR 18,759	ADR	670100205	2,162	18,759	SH	Sole	01
NV ENERGY INC COM 30,577	COM	67073Y106	500	30,577	SH	Sole	01
OLD REP INTL CORP COM 76,238	COM	680223104	707	76,238	SH	Sole	01
OPLINK COMMUNICATIONS INC COM NEW 40,882	COM	68375Q403	673	40,882	SH	Sole	01
ORACLE CORP COM 269,161	COM	68389X105	6,904	269,161	SH	Sole	01
ORIX CORP SPONSORED ADR 30,721	SPONSORED ADR	686330101	1,260	30,721	SH	Sole	01
PAYCHEX INC COM 920	COM	704326107	28	920	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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PEPSICO INC COM 73,125	COM	713448108	4,852	73,125 SH	Sole	01	
PERRIGO CO COM 25,564	COM	714290103	2,487	25,564 SH	Sole	01	
PETROLEO BRASILEIRO SA PETRO 35,034	SPONSORED ADR	71654V408	871	35,034 SH	Sole	01	
PFIZER INC COM 263,364	COM	717081103	5,699	263,364 SH	Sole	01	
PG&E CORP COM 18,129	COM	69331C108	747	18,129 SH	Sole	01	
PHILIP MORRIS INTL INC COM 123,564	COM	718172109	9,697	123,564 SH	Sole	01	
PIMCO ETF TR 1-5 US TIP IDX 4,123	ETF	72201R205	220	4,123 SH	Sole	01	
PIONEER NAT RES CO COM 66,397	COM	723787107	5,941	66,397 SH	Sole	01	
POWERSHARES ETF TRUST DYN PHRMA PORT 75,921	ETF	73935X799	2,139	75,921 SH	Sole	01	
POWERSHARES ETF TRUST ENERGY SEC POR 56,243	ETF	73935X385	2,146	56,243 SH	Sole	01	
POWERSHARES ETF TRUST ZACKS MC PRTFL 12,393	ETF	73935X740	126	12,393 SH	Sole	01	
POWERSHARES GLOBAL ETF TRUST AGG PFD 219	ETF	73936T565	3	219 SH	Sole	01	
POWERSHARES GLOBAL ETF TRUST ASIA PAC 19,309	ETF	73936T854	898	19,309 SH	Sole	01	
POWERSHARES GLOBAL ETF TRUST INSUR 348,878	ETF	73936T474	8,530	348,878 SH	Sole	01	
POWERSHARES QQQ TRUST UNIT SER 1 333	ETF	73935A104	19	333 SH	Sole	01	
POWERSHS DB MULTI SECT COMM DB GOLD 31,948	ETF	73936B606	1,740	31,948 SH	Sole	01	
PPL CORP COM 160,838	COM	69351T106	4,732	160,838 SH	Sole	01	
PRAXAIR INC COM 48,482	COM	74005P104	5,183	48,482 SH	Sole	01	
PRECISION CASTPARTS CORP COM 415	COM	740189105	68	415 SH	Sole	01	
PRICE T ROWE GROUP INC COM 825	COM	74144T108	47	825 SH	Sole	01	
PRIVATEBANCORP INC COM 187,277	COM	742962103	2,056	187,277 SH	Sole	01	
PROCTER & GAMBLE CO COM 93,127	COM	742718109	6,213	93,127 SH	Sole	01	
PROSHARES TR ULT SHR S&P500 7,525,074	ETF	74347X856	98,804	7,525,074 SH	Sole	01	
PROSPERITY BANCSHARES INC COM 173,814	COM	743606105	7,013	173,814 SH	Sole	01	
PRUDENTIAL FINL INC COM 100	COM	744320102	5	100 SH	Sole	01	
QEP RES INC COM 1,100	COM	74733V100	32	1,100 SH	Sole	01	
QUESTAR CORP COM 1,100	COM	748356102	22	1,100 SH	Sole	01	
RALCORP HLDGS INC NEW COM 45,482	COM	751028101	3,889	45,482 SH	Sole	01	
RED HAT INC COM 10	COM	756577102	0	10 SH	Sole	01	
REGIONS FINANCIAL CORP NEW COM 131,054	COM	7591EP100	564	131,054 SH	Sole	01	
REPUBLIC SVCS INC COM 1,065	COM	760759100	29	1,065 SH	Sole	01	
RESOLUTE ENERGY CORP COM 46,434	COM	76116A108	501	46,434 SH	Sole	01	
RIGHTNOW TECHNOLOGIES INC COM 27,539	COM	76657R106	1,177	27,539 SH	Sole	01	
RITCHIE BROS AUCTIONEERS INC. 123,600	COM	767744105	2,683	123,600 SH	Sole		

ROGERS COMMUNICATIONS INC. 231,850	COM	775109200	8,778	231,850 SH	Sole	
ROPER INDS INC NEW COM 44,132	COM	776696106	3,834	44,132 SH	Sole	01
ROSETTA RESOURCES INC COM 52,936	COM	777779307	2,303	52,936 SH	Sole	01
ROSS STORES INC COM 155,323	COM	778296103	7,383	155,323 SH	Sole	01
ROVI CORP COM 66,828	COM	779376102	1,643	66,828 SH	Sole	01
ROYAL DUTCH SHELL PLC SPONS ADR A 5,966	SPONSORED ADR	780259206	436	5,966 SH	Sole	01
RPM INTL INC COM 1,450	COM	749685103	36	1,450 SH	Sole	01
SAP AG SPON ADR 47,294	SPONSORED ADR	803054204	2,504	47,294 SH	Sole	01
SASOL LTD SPONSORED ADR 31,499	SPONSORED ADR	803866300	1,493	31,499 SH	Sole	01
SCHLUMBERGER LTD COM 22,238	COM	806857108	1,519	22,238 SH	Sole	01
SELECT SECTOR SPDR TR SBI CONS DISCR 156,989	ETF	81369Y407	6,126	156,989 SH	Sole	01
SELECT SECTOR SPDR TR SBI CONS STPLS 220,986	ETF	81369Y308	7,180	220,986 SH	Sole	01
SELECT SECTOR SPDR TR SBI HEALTHCARE 137,821	ETF	81369Y209	4,781	137,821 SH	Sole	01

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COLUMN 8

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SELECT SECTOR SPDR TR SBI INT-ENERGY 50,382		ETF	81369Y506	3,483	50,382 SH	Sole		01
SELECT SECTOR SPDR TR SBI INT-FINL 392,692		ETF	81369Y605	5,105	392,692 SH	Sole		01
SELECT SECTOR SPDR TR SBI INT-INDS 115,295		ETF	81369Y704	3,891	115,295 SH	Sole		01
SELECT SECTOR SPDR TR SBI INT-UTILS 72,514		ETF	81369Y886	2,609	72,514 SH	Sole		01
SELECT SECTOR SPDR TR SBI MATERIALS 50,966		ETF	81369Y100	1,707	50,966 SH	Sole		01
SELECT SECTOR SPDR TR TECHNOLOGY 37,120		ETF	81369Y803	945	37,120 SH	Sole		01
SEMPRA ENERGY COM 60,464		COM	816851109	3,326	60,464 SH	Sole		01
SHAW COMMUNICATOINS INC. 376,700		COM	82028K200	7,359	376,700 SH	Sole		
SIEMENS A G SPONSORED ADR 18,173		SPONSORED ADR	826197501	1,738	18,173 SH	Sole		01
SINGAPORE FD INC COM 8		COM	82929L109	0	8 SH	Sole		01
SOCIEDAD QUIMICA MINERA DE C SPON ADR 28,180		SPONSORED ADR	833635105	1,517	28,180 SH	Sole		01
SODASTREAM INTERNATIONAL LTD USD SHS 8,584		COM	M9068E105	281	8,584 SH	Sole		01
SOLERA HOLDINGS INC COM 77,732		COM	83421A104	3,462	77,732 SH	Sole		01
SOUTHERN CO COM 50,640		COM	842587107	2,344	50,640 SH	Sole		01
SPDR GOLD TRUST GOLD SHS 23,428		ETF	78463V107	3,561	23,428 SH	Sole		01
SPDR INDEX SHS FDS ASIA PACIF ETF 62,080		ETF	78463X301	4,097	62,080 SH	Sole		01
SPDR INDEX SHS FDS DJ INTL RL ETF 166,858		ETF	78463X863	5,311	166,858 SH	Sole		01
SPDR INDEX SHS FDS EMERG MKTS ETF 164,674		ETF	78463X509	9,586	164,674 SH	Sole		01
SPDR INDEX SHS FDS S&P CHINA ETF 146,504		ETF	78463X400	9,127	146,504 SH	Sole		01
SPDR INDEX SHS FDS S&P INTL ETF 61		ETF	78463X772	3	61 SH	Sole		01
SPDR INDEX SHS FDS S&P INTL SMLCP		ETF	78463X871	4,579	181,918 SH	Sole		01

181,918									
SPDR INDEX SHS FDS S&P WRLD EX US	ETF	78463X889	19,806	908,967	SH		Sole	01	
908,967									
SPDR S&P 500 ETF TR TR UNIT	ETF	78462F103	167,041	1,331,001	SH		Sole	01	
1,331,001									
SPDR S&P MIDCAP 400 ETF TR UTSER1 S&P	ETF	78467Y107	3,622	22,711	SH		Sole	01	
22,711									
SPDR SERIES TRUST BARCL CAP TIPS	ETF	78464A656	4,975	85,743	SH		Sole	01	
85,743									
SPDR SERIES TRUST BRCLYS 1-3MT ETF	ETF	78464A680	41,863	913,446	SH		Sole	01	
913,446									
SPDR SERIES TRUST BRCLYS AGG ETF	ETF	78464A649	30,331	523,873	SH		Sole	01	
523,873									
SPDR SERIES TRUST BRCLYS CAP CONV	ETF	78464A359	579	16,002	SH		Sole	01	
16,002									
SPDR SERIES TRUST BRCLYS INTL ETF	ETF	78464A516	737	12,527	SH		Sole	01	
12,527									
SPDR SERIES TRUST BRCLYS YLD ETF	ETF	78464A417	28,795	748,895	SH		Sole	01	
748,895									
SPDR SERIES TRUST DB INT GVT ETF	ETF	78464A490	2,644	46,596	SH		Sole	01	
46,596									
SPDR SERIES TRUST DJ REIT ETF	ETF	78464A607	17,131	266,012	SH		Sole	01	
266,012									
SPDR SERIES TRUST NUVN BR SHT MUNI	ETF	78464A425	12,132	498,432	SH		Sole	01	
498,432									
SPDR SERIES TRUST NUVN BRCLY MUNI	ETF	78464A458	9,618	405,148	SH		Sole	01	
405,148									
SPDR SERIES TRUST S&P 600 SMCP GRW	ETF	78464A201	208	1,855	SH		Sole	01	
1,855									
SPDR SERIES TRUST S&P 600 SMCP VAL	ETF	78464A300	104	1,550	SH		Sole	01	
1,550									
SPDR SERIES TRUST S&P 600 SML CAP	ETF	78464A813	4,835	73,174	SH		Sole	01	
73,174									
SPDR SERIES TRUST S&P DIVID ETF	ETF	78464A763	149,375	2,772,884	SH		Sole	01	
2,772,884									
SPDR SERIES TRUST S&P HOMEBUILD	ETF	78464A888	1,816	106,182	SH		Sole	01	
106,182									
SPDR SERIES TRUST SHRT INTL ETF	ETF	78464A334	1,021	28,685	SH		Sole	01	
28,685									
STANDARD PAC CORP NEW COM	COM	85375C101	1,402	440,905	SH		Sole	01	
440,905									
STRYKER CORP COM	COM	863667101	493	9,913	SH		Sole	01	
9,913									
SUPERIOR ENERGY SVCS INC COM	COM	868157108	1,366	48,045	SH		Sole	01	
48,045									
SUSQUEHANNA BANCSHARES INC P COM	COM	869099101	897	107,008	SH		Sole	01	
107,008									
SXC HEALTH SOLUTIONS CORP COM	COM	78505P100	7,884	139,586	SH		Sole	01	
139,586									
SYNGENTA AG SPONSORED ADR	SPONSORED ADR	87160A100	2,176	36,925	SH		Sole	01	
36,925									
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	2,424	187,735	SH		Sole	01	
187,735									
TARGACEPT INC COM	COM	87611R306	165	29,691	SH		Sole	01	
29,691									
TARGET CORP COM	COM	87612E106	2,087	40,745	SH		Sole	01	
40,745									

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TATA MTRS LTD SPONSORED ADR	SPONSORED ADR	876568502	739	43,750	SH	Sole	01
43,750							
TE CONNECTIVITY LTD REG SHS	COM	H84989104	4,026	130,657	SH	Sole	01
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TELUS CORP.	COM	87971M202	6,115	116,150	SH	Sole	01
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TEVA PHARMACEUTICAL INDS LTD ADR	ADR	881624209	27	675	SH	Sole	01
675							
TEXAS INSTRS INC COM	COM	882508104	32	1,100	SH	Sole	01
1,100							

TEXAS ROADHOUSE INC COM 144,738	COM	882681109	2,157	144,738	SH	Sole	01
THOR INDS INC COM 1,050	COM	885160101	29	1,050	SH	Sole	01
TIM HORTONS INC COM 5,036	COM	88706M103	244	5,036	SH	Sole	01
TOTAL S A SPONSORED ADR 69,062	SPONSORED ADR	89151E109	3,530	69,062	SH	Sole	01
TOWER GROUP INC COM 40,369	COM	891777104	814	40,369	SH	Sole	01
TOYOTA MOTOR CORP SP ADR REP2COM 48,281	COM	892331307	3,193	48,281	SH	Sole	01
TRANSCANADA CORPORATION 108,000	COM	89353D107	4,637	108,000	SH	Sole	
TRANSOCEAN LTD REG SHS 375	COM	H8817H100	14	375	SH	Sole	01
TREEHOUSE FOODS INC COM 92,109	COM	89469A104	6,022	92,109	SH	Sole	01
TRIUMPH GROUP INC NEW COM 274,144	COM	896818101	16,024	274,144	SH	Sole	01
TTM TECHNOLOGIES INC COM 51,155	COM	87305R109	561	51,155	SH	Sole	01
TUPPERWARE BRANDS CORP COM 63,635	COM	899896104	3,562	63,635	SH	Sole	01
TUTOR PERINI CORP COM 36,546	COM	901109108	451	36,546	SH	Sole	01
UGI CORP NEW COM 97,889	COM	902681105	2,878	97,889	SH	Sole	01
UNIFIRST CORP MASS COM 15,390	COM	904708104	873	15,390	SH	Sole	01
UNILEVER PLC SPON ADR NEW 14,584	SPONSORED ADR	904767704	489	14,584	SH	Sole	01
UNITED CONTINENTAL HOLDINGS INC. 2,409	COM	910047109	45	2,409	SH	Sole	
UNITED TECHNOLOGIES CORP COM 121,877	COM	913017109	8,908	121,877	SH	Sole	01
UNIVERSAL FST PRODS INC COM 1,500	COM	913543104	46	1,500	SH	Sole	01
V F CORP COM 4,343	COM	918204108	552	4,343	SH	Sole	01
VALE S A ADR 61,091	ADR	91912E105	1,310	61,091	SH	Sole	01
VALE S A ADR REPSTG PFD 14,890	ADR	91912E204	307	14,890	SH	Sole	01
VANGUARD BD INDEX FD INC LONG TERM BOND 38,084	ETF	921937793	3,504	38,084	SH	Sole	01
VANGUARD BD INDEX FD INC SHORT TRM BOND 30,726	ETF	921937827	2,484	30,726	SH	Sole	01
VANGUARD BD INDEX FD INC TOTAL BND MRKT 285,275	ETF	921937835	23,832	285,275	SH	Sole	01
VANGUARD INDEX FDS GROWTH ETF 431,017	ETF	922908736	26,620	431,017	SH	Sole	01
VANGUARD INDEX FDS LARGE CAP ETF 13,560	ETF	922908637	777	13,560	SH	Sole	01
VANGUARD INDEX FDS REIT ETF 31,106	ETF	922908553	1,804	31,106	SH	Sole	01
VANGUARD INDEX FDS SM CP VAL ETF 146,974	ETF	922908611	9,211	146,974	SH	Sole	01
VANGUARD INDEX FDS SMALL CP ETF 33,587	ETF	922908751	2,340	33,587	SH	Sole	01
VANGUARD INDEX FDS SML CP GRW ETF 180,431	ETF	922908595	13,778	180,431	SH	Sole	01
VANGUARD INDEX FDS VALUE ETF 629,685	ETF	922908744	33,052	629,685	SH	Sole	01
VANGUARD INTL EQUITY INDEX F ALLWRLD EX 571,068	ETF	922042775	22,643	571,068	SH	Sole	01
VANGUARD INTL EQUITY INDEX F FTSE SMCAP 116,465	ETF	922042718	9,034	116,465	SH	Sole	01
VANGUARD INTL EQUITY INDEX F GLB EX US 23,592	ETF	922042676	960	23,592	SH	Sole	01
VANGUARD INTL EQUITY INDEX F MSCI EMR MKT 440,802	ETF	922042858	16,843	440,802	SH	Sole	01
VANGUARD INTL EQUITY INDEX F MSCI EUROPE 516,955	ETF	922042874	21,417	516,955	SH	Sole	01
VANGUARD INTL EQUITY INDEX F MSCI PAC 406,275	ETF	922042866	19,335	406,275	SH	Sole	01
VANGUARD SCOTTSDALE FDS INT-TERM CORP 89,686	ETF	92206C870	7,387	89,686	SH	Sole	01
VANGUARD TAX MANAGED INTL FD MSCI EAFE 512,678	ETF	921943858	15,703	512,678	SH	Sole	01

</TABLE>

<CAPTION>

COLUMN 1  
COLUMN 8

COLUMN 2

COLUMN 3

COLUMN 4

COLUMN 5

COLUMN 6

COLUMN 7

VOTING AUTHORITY

NAME OF ISSUER	TITLE	VALUE	SHRS OR	SH/	PUT/	INVESTMENT	OTHER	---
SOLE SHARED NONE	OF CLASS	(x\$1000)	PRN AMT	PRN CALL	DISCRETION	MANAGERS		
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
<C>	<C>							
VANGUARD WHITEHALL FDS INC HIGH DIV YLD 110,403	ETF	921946406	4,997	110,403 SH		Sole	01	
VANGUARD WORLD FD MEGA CAP INDEX 23,116	ETF	921910873	994	23,116 SH		Sole	01	
VERINT SYS INC COM 25,182	COM	92343X100	694	25,182 SH		Sole	01	
VERIZON COMMUNICATIONS INC COM 101,562	COM	92343V104	4,075	101,562 SH		Sole	01	
VISA INC COM CL A 28,509	CL A	92826C839	2,895	28,509 SH		Sole	01	
VODAFONE GROUP PLC NEW SPONS ADR NEW 70,974	SPONSORED ADR	92857W209	1,989	70,974 SH		Sole	01	
WALGREEN CO COM 1,100	COM	931422109	36	1,100 SH		Sole	01	
WASHINGTON FED INC COM 55,801	COM	938824109	781	55,801 SH		Sole	01	
WATERS CORP COM 88,587	COM	941848103	6,560	88,587 SH		Sole	01	
WELLS FARGO & CO NEW COM 30,092	COM	949746101	829	30,092 SH		Sole	01	
WESTERN UN CO COM 600	COM	959802109	11	600 SH		Sole	01	
WHIRLPOOL CORP COM 20,583	COM	963320106	977	20,583 SH		Sole	01	
WILLIAMS COS INC DEL COM 152,456	COM	969457100	5,034	152,456 SH		Sole	01	
WILLIAMS SONOMA INC COM 234,008	COM	969904101	9,009	234,008 SH		Sole	01	
WISDOMTREE TRUST ASIA PAC EXJP FD 96,133	ETF	97717W828	5,581	96,133 SH		Sole	01	
WISDOMTREE TRUST FUTRE STRAT FD 35,839	ETF	97717W125	1,621	35,839 SH		Sole	01	
WISDOMTREE TRUST GLB EX US UTIL 6,655	ETF	97717W653	118	6,655 SH		Sole	01	
WOODBRIIDGE CO LTD 164,400	COM	884903105	4,311	164,400 SH		Sole	01	
WPP PLC ADR 6,955	ADR	92933H101	363	6,955 SH		Sole	01	
XYLEM INC COM ADDED 78,123	COM	98419M100	2,007	78,123 SH		Sole	01	
YAHOO INC COM 271,634	COM	984332106	4,381	271,634 SH		Sole	01	
YAMANA GOLD INC COM 20,521	COM	98462Y100	301	20,521 SH		Sole	01	
YANZHOU COAL MNG CO LTD SPON ADR H SHS 45,375	SPONSORED ADR	984846105	962	45,375 SH		Sole	01	
YUM BRANDS INC COM 146,340	COM	988498101	8,636	146,340 SH		Sole	01	

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