

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, 2012

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 4, 2012

[Signature] [City, State] [Date]

Report Type (Check only one.):

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

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

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

List of Other Managers Reporting for this Manager: NONE

FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 1

Form 13F Information Table Entry Total: 393 lines

Form 13F Information Table Value Total: 3,101,853
(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

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 38,769	COM	88579Y101	3,459	38,769	SH		Sole	01	
ABB LTD SPONSORED ADR 50	SPONSORED ADR	000375204	1	50	SH		Sole	01	
ABBOTT LABS COM 243,603	COM	002824100	14,930	243,603	SH		Sole	01	
ACACIA RESH CORP ACACIA TCH COM 195,815	COM	003881307	8,173	195,815	SH		Sole	01	
AES CORP COM 443,643	COM	00130H105	5,798	443,643	SH		Sole	01	
AFFILIATED MANAGERS GROUP COM 54,145	COM	008252108	6,054	54,145	SH		Sole	01	
AIR PRODS & CHEMS INC COM 26,921	COM	009158106	2,471	26,921	SH		Sole	01	
ALBEMARLE CORP COM 16	COM	012653101	1	16	SH		Sole	01	
ALLSTATE CORP COM 2,024	COM	020002101	67	2,024	SH		Sole	01	
AMERICAN ELEC PWR INC COM 113,758	COM	025537101	4,389	113,758	SH		Sole	01	
AMERICAN EXPRESS CO COM 2	COM	025816109	0	2	SH		Sole	01	
AMERICAS CAR MART INC COM 17,638	COM	03062T105	776	17,638	SH		Sole	01	
ANHEUSER BUSCH INBEV SA/NV SPONSORED ADR 40,332	SPONSORED ADR	03524A108	2,933	40,332	SH		Sole	01	
ANN INC COM 21,947	COM	035623107	629	21,947	SH		Sole	01	
APPLE INC COM 9,162	COM	037833100	5,493	9,162	SH		Sole	01	
APPLIED MATLS INC COM 599,619	COM	038222105	7,462	599,619	SH		Sole	01	
APPROACH RESOURCES INC COM 70,981	COM	03834A103	2,623	70,981	SH		Sole	01	
ASML HOLDING N V NY REG SHS 27	COM	N07059186	1	27	SH		Sole	01	
AURICO GOLD INC COM 401,284	COM	05155C105	3,559	401,284	SH		Sole	01	
AUTOMATIC DATA PROCESSING IN COM 8,281	COM	053015103	457	8,281	SH		Sole	01	
AVAGO TECHNOLOGIES LTD SHS 64,437	COM	Y0486S104	2,511	64,437	SH		Sole	01	
BAIDU INC SPON ADR REP A 10,542	SPONSORED ADR	056752108	1,537	10,542	SH		Sole	01	
BANK OF AMERICA CORPORATION COM 300,801	COM	060505104	2,879	300,801	SH		Sole	01	
BANK OF NOVA SCOTIA 78,900	COM	064149107	4,427	78,900	SH		Sole		
BARCLAYS BK PLC 10 YR TREAS BEAR 623,625	ETF	06740I451	21,066	623,625	SH		Sole	01	
BARCLAYS BK PLC IPATH DYNM VIX 14,487	ETF	06741I609	838	14,487	SH		Sole	01	
BARCLAYS BK PLC IPATH S&P MT ETN 1,211,949	ETN	06740C519	56,028	1,211,949	SH		Sole	01	
BARCLAYS BK PLC IPSP CROIL ETN 1,136,564	ETN	06738C786	29,414	1,136,564	SH		Sole	01	
BARCLAYS BK PLC IPTH S&P VIX NEW 685,487	ETF	06740C261	11,503	685,487	SH		Sole	01	
BARCLAYS BK PLC S&P 500 VEQTOR 1,769,596	ETF	06740C337	237,073	1,769,596	SH		Sole	01	
BARCLAYS BK PLC US TRES FLATT 475	ETF	06740I485	27	475	SH		Sole	01	
BARCLAYS PLC ADR 42	ADR	06738E204	1	42	SH		Sole	01	

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COLUMN 1
COLUMN 8

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/ PUT/ CALL	INVESTMENT DISCRETION	OTHER MANAGERS	----- SOLE
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
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BASIC ENERGY SVCS INC NEW COM 45,901	COM	06985P100	796	45,901	SH	Sole	01	
BAXTER INTL INC COM 151,459	COM	071813109	9,054	151,459	SH	Sole	01	
BAYTEX ENERGY CORP 67,900	COM	07317Q105	3,526	67,900	SH	Sole		
BCE INC 157,100	COM	05534B760	6,302	157,100	SH	Sole		
BE AEROSPACE INC COM 123,748	COM	073302101	5,751	123,748	SH	Sole	01	
BECTON DICKINSON & CO COM 6,096	COM	075887109	473	6,096	SH	Sole	01	
BEMIS INC COM 9	COM	081437105	0	9	SH	Sole	01	
BHP BILLITON LTD SPONSORED ADR 13	SPONSORED ADR	088606108	1	13	SH	Sole	01	
BLACKROCK INC COM 5,014	COM	09247X101	1,027	5,014	SH	Sole	01	
BOEING CO COM 45,621	COM	097023105	3,393	45,621	SH	Sole	01	
BRIGGS & STRATTON CORP COM 125,649	COM	109043109	2,253	125,649	SH	Sole	01	
BRITISH AMERN TOB PLC SPONSORED ADR 12	SPONSORED ADR	110448107	1	12	SH	Sole	01	
BROOKFIELD ASSET MANAGEMENT INC 231,300	COM	112585104	7,312	231,300	SH	Sole		
BROOKFIELD ASSET MANAGEMENT INC 225,000	COM	112900105	3,931	225,000	SH	Sole		
BROOKFIELD OFFICE PROPERTIES CANADA 104,100	COM	112823109	2,537	104,100	SH	Sole		
BUCKEYE TECHNOLOGIES INC COM 22,437	COM	118255108	762	22,437	SH	Sole	01	
CAE INC 185,450	COM	124765108	1,900	185,450	SH	Sole		
CAMECO CORP COM 40,965	COM	13321L108	880	40,965	SH	Sole	01	
CANADIAN NATIONAL RAILWAY COMPANY 101,550	COM	136375102	8,077	101,550	SH	Sole		
CANADIAN PACIFIC RAILWAY LTD 42,900	COM	13645T100	3,262	42,900	SH	Sole		
CATERPILLAR INC DEL COM 28,552	COM	149123101	3,041	28,552	SH	Sole	01	
CENOVUS ENERGY INC 169,100	COM	15135U109	6,085	169,100	SH	Sole		
CERNER CORP COM 27,674	COM	156782104	2,108	27,674	SH	Sole	01	
CHECK POINT SOFTWARE TECH LT ORD 43,739	COM	M22465104	2,792	43,739	SH	Sole	01	
CHESAPEAKE ENERGY CORP COM 92	COM	165167107	2	92	SH	Sole	01	
CHEVRON CORP NEW COM 3	COM	166764100	0	3	SH	Sole	01	
CHICAGO BRIDGE & IRON CO N V N Y REGISTRY SH 27,397	COM	167250109	1,183	27,397	SH	Sole	01	
CITRIX SYS INC COM 82,799	COM	177376100	6,534	82,799	SH	Sole	01	
CITY TELECOM H K LTD SPONSORED ADR 79,914	SPONSORED ADR	178677209	1,066	79,914	SH	Sole	01	
CMS ENERGY CORP COM 164,773	COM	125896100	3,625	164,773	SH	Sole	01	
COCA COLA CO COM 147,882	COM	191216100	10,945	147,882	SH	Sole	01	
COMERICA INC COM 217,816	COM	200340107	7,049	217,816	SH	Sole	01	
COMPANHIA DE BEBIDAS DAS AME SPON ADR PFD 37,231	SPONSORED ADR	20441W203	1,538	37,231	SH	Sole	01	
COMPANHIA PARANAENSE ENERG C SPON ADR PFD 44,364	SPONSORED ADR	20441B407	1,043	44,364	SH	Sole	01	
COMPASS DIVERSIFIED HOLDINGS SH BEN INT 52,927	COM	20451Q104	783	52,927	SH	Sole	01	
CONAGRA FOODS INC COM 111,133	COM	205887102	2,918	111,133	SH	Sole	01	

CORNING INC COM 225,784	COM	219350105	3,179	225,784 SH	Sole	01
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COLUMN 1 COLUMN 8	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COLUMN 7	
VOTING AUTHORITY							
----- NAME OF ISSUER SHARED NONE ----- <S> <C> <C>	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ INVESTMENT DISCRETION	OTHER MANAGERS	----- SOLE ----- <C>
COVIDIEN PLC SHS 40,535	ADR	G2554F113	2,216	40,535 SH	Sole	01	
CRACKER BARREL OLD CTRY STOR COM 14,077	COM	22410J106	785	14,077 SH	Sole	01	
CREDICORP LTD COM 11,974	COM	G2519Y108	1,578	11,974 SH	Sole	01	
CTC MEDIA INC COM 84	COM	12642X106	1	84 SH	Sole	01	
CUMMINS INC COM 20,644	COM	231021106	2,478	20,644 SH	Sole	01	
CURRENCYSHS JAPANESE YEN TR JAPANESE YEN 114	ETF	23130A102	14	114 SH	Sole	01	
DANAHER CORP DEL COM 143,661	COM	235851102	8,045	143,661 SH	Sole	01	
DIEBOLD INC COM 135,814	COM	253651103	5,232	135,814 SH	Sole	01	
DIME CMNTY BANCSHARES COM 52,972	COM	253922108	774	52,972 SH	Sole	01	
DIREXION SHS ETF TR DLY FIN BEAR NEW ETF 3		25459W144	0	3 SH	Sole	01	
DOW CHEM CO COM 86,304	COM	260543103	2,990	86,304 SH	Sole	01	
DRIL-QUIP INC COM 36,188	COM	262037104	2,353	36,188 SH	Sole	01	
DU PONT E I DE NEMOURS & CO COM 140,093	COM	263534109	7,411	140,093 SH	Sole	01	
E M C CORP MASS COM 182,938	COM	268648102	5,466	182,938 SH	Sole	01	
EAST WEST BANCORP INC COM 247,281	COM	27579R104	5,710	247,281 SH	Sole	01	
EATON CORP COM 51,895	COM	278058102	2,586	51,895 SH	Sole	01	
EBAY INC COM 79,272	COM	278642103	2,925	79,272 SH	Sole	01	
ECOPETROL S A SPONSORED ADS 25,364	SPONSORED ADR	279158109	1,549	25,364 SH	Sole	01	
EDISON INTL COM 10,380	COM	281020107	441	10,380 SH	Sole	01	
ELAN PLC ADR 147,284	ADR	284131208	2,211	147,284 SH	Sole	01	
ELECTRONIC ARTS INC COM 207	COM	285512109	3	207 SH	Sole	01	
ELLIE MAE INC 48,877	COM	28849P100	293	48,877 SH	Sole		
EMERSON ELEC CO COM 62,068	COM	291011104	3,239	62,068 SH	Sole	01	
ENBRIDGE INC 97,200	COM	29250N105	3,781	97,200 SH	Sole		
ENCANA CORPORATION 213,150	COM	292505104	4,194	213,150 SH	Sole		
ENCORE CAP GROUP INC COM 35,537	COM	292554102	801	35,537 SH	Sole	01	
ENERPLUS CORP 12,500	COM	292766102	281	12,500 SH	Sole		
ENPRO INDS INC COM 19,664	COM	29355X107	808	19,664 SH	Sole	01	
ENTERGY CORP NEW COM 50,708	COM	29364G103	3,408	50,708 SH	Sole	01	
EQUINIX INC COM NEW 21	COM	29444U502	3	21 SH	Sole	01	
ERICSSON L M TEL CO ADR B SEK 10 248,355	ADR	294821608	2,561	248,355 SH	Sole	01	
EXELIS INC COM 64	COM	30162A108	1	64 SH	Sole	01	

EXELON CORP COM 107,301	COM	30161N101	4,207	107,301 SH	Sole	01
EXPRESS SCRIPTS INC COM 720	COM	302182100	39	720 SH	Sole	01
EXXON MOBIL CORP 32,600	COM	453038408	1,482	32,600 SH	Sole	
EXXON MOBIL CORP COM 101,963	COM	30231G102	8,843	101,963 SH	Sole	01
FIRST TR EXCHANGE TRADED FD TECH ALPHADEX 99,279	ETF	33734X176	2,351	99,279 SH	Sole	01
FIRST TR ISE GLOBAL ENGR & C COM 92,425	COM	33736M103	3,801	92,425 SH	Sole	01
FIRSTENERGY CORP COM 7,440	COM	337932107	339	7,440 SH	Sole	01
FOMENTO ECONOMICO MEXICANO S SPON ADR UNITS 19,804	SPONSORED ADR	344419106	1,629	19,804 SH	Sole	01
FOOT LOCKER INC COM 223,037	COM	344849104	6,925	223,037 SH	Sole	01
FORTINET INC COM 285,117	COM	34959E109	7,883	285,117 SH	Sole	01
GAP INC DEL COM 99,777	COM	364760108	2,608	99,777 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	CUSIP	VALUE	SHRS OR	SH/ PUT/	INVESTMENT	OTHER	-----	
SHARED NONE	OF CLASS		(x\$1000)	PRN AMT	PRN CALL	DISCRETION	MANAGERS	SOLE	
-----	-----	-----	-----	-----	-----	-----	-----	-----	-----
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GENERAL DYNAMICS CORP COM 79,623	COM	369550108	5,843	79,623 SH		Sole	01		
GENERAL ELECTRIC CO COM 146,123	COM	369604103	2,933	146,123 SH		Sole	01		
GENON ENERGY INC COM 55,206	COM	37244E107	115	55,206 SH		Sole	01		
GENTEX CORP COM 233,874	COM	371901109	5,730	233,874 SH		Sole	01		
GILEAD SCIENCES INC COM 51,920	COM	375558103	2,537	51,920 SH		Sole	01		
GOODRICH CORP COM 44	COM	382388106	6	44 SH		Sole	01		
GRAINGER W W INC COM 2,692	COM	384802104	578	2,692 SH		Sole	01		
GREAT PLAINS ENERGY INC COM 114,002	COM	391164100	2,311	114,002 SH		Sole	01		
GRIFOLS S A SPONSORED ADR 132,986	SPONSORED ADR	398438309	1,025	132,986 SH		Sole	01		
GROUPE CGI INC CL A SUB VTG 169,878	CL A	39945C109	3,787	169,878 SH		Sole	01		
GT ADVANCED TECHNOLOGIES INC COM 100,951	COM	36191U106	835	100,951 SH		Sole	01		
HALLIBURTON CO COM 180,980	COM	406216101	6,007	180,980 SH		Sole	01		
HANGER ORTHOPEDIC GROUP INC COM NEW 36,278	COM	41043F208	793	36,278 SH		Sole	01		
HDFC BANK LTD ADR REPS 3 SHS 45,365	ADR	40415F101	1,547	45,365 SH		Sole	01		
HEINZ H J CO COM 55,539	COM	423074103	2,974	55,539 SH		Sole	01		
HELEN OF TROY CORP LTD COM 22,460	COM	G4388N106	764	22,460 SH		Sole	01		
HESS CORP COM 50,136	COM	42809H107	2,956	50,136 SH		Sole	01		
HEWLETT PACKARD CO COM 75	COM	428236103	2	75 SH		Sole	01		
HMS HLDGS CORP COM 284,741	COM	40425J101	8,887	284,741 SH		Sole	01		
HOLOGIC INC 9,632	COM	436440101	208	9,632 SH		Sole			
HOME DEPOT INC COM 178	COM	437076102	9	178 SH		Sole	01		
HONDA MOTOR LTD AMERN SHS	COM	438128308	1	26 SH		Sole	01		

26 HOSPIRA INC COM 77,207	COM	441060100	2,887	77,207 SH	Sole	01
ICICI BK LTD ADR 58	ADR	45104G104	2	58 SH	Sole	01
ILLINOIS TOOL WKS INC COM 6,902	COM	452308109	394	6,902 SH	Sole	01
IMAX CORP COM 42,158	COM	45245E109	1,030	42,158 SH	Sole	01
INSIGHT ENTERPRISES INC COM 35,038	COM	45765U103	768	35,038 SH	Sole	01
INSPERITY INC COM 25,766	COM	45778Q107	789	25,766 SH	Sole	01
INTERCONTINENTAL HTLS GRP PL SPONS ADR NEW 64,645	SPONSORED ADR	45857P301	1,501	64,645 SH	Sole	01
INTERNATIONAL BUSINESS MACHS COM 62,346	COM	459200101	13,008	62,346 SH	Sole	01
ISHARES GOLD TRUST ISHARES 584,311	ETF	464285105	9,507	584,311 SH	Sole	01
ISHARES INC MSCI CDA INDEX 370,907	ETF	464286509	10,512	370,907 SH	Sole	01
ISHARES INC MSCI ITALY 743,672	ETF	464286855	9,727	743,672 SH	Sole	01
ISHARES INC MSCI SPAIN 232,229	ETF	464286764	6,804	232,229 SH	Sole	01
ISHARES INC MSCI SWEDEN 235,201	ETF	464286756	6,823	235,201 SH	Sole	01
ISHARES INC MSCI SWITZERLD 415,283	ETF	464286749	10,395	415,283 SH	Sole	01
ISHARES TR AGENCY BD FD 81,631	ETF	464288166	9,195	81,631 SH	Sole	01
ISHARES TR BARCLY USAGG B 386,029	ETF	464287226	42,405	386,029 SH	Sole	01
ISHARES TR BARCLYS 10-20YR 2,920	ETF	464288653	373	2,920 SH	Sole	01
ISHARES TR BARCLYS 1-3 YR 63,119	ETF	464287457	5,322	63,119 SH	Sole	01
ISHARES TR BARCLYS 1-3YR CR 88,058	ETF	464288646	9,254	88,058 SH	Sole	01
ISHARES TR BARCLYS 20+ YR 159,168	ETF	464287432	17,859	159,168 SH	Sole	01
ISHARES TR BARCLYS 3-7 YR 14,361	ETF	464288661	1,739	14,361 SH	Sole	01
ISHARES TR BARCLYS 7-10 YR 135,165	ETF	464287440	13,960	135,165 SH	Sole	01
ISHARES TR BARCLYS CR BD 468,861	ETF	464288620	51,443	468,861 SH	Sole	01

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COLUMN 8

VOTING AUTHORITY

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ISHARES TR BARCLYS MBS BD 381,281	ETF	464288588	41,159	381,281 SH		Sole	01	
ISHARES TR BARCLYS SH TREA 11,043	ETF	464288679	1,217	11,043 SH		Sole	01	
ISHARES TR BARCLYS TIPS BD 176,000	ETF	464287176	20,706	176,000 SH		Sole	01	
ISHARES TR BRC 0-5 YR TIP 45,785	ETF	46429B747	4,731	45,785 SH		Sole	01	
ISHARES TR DJ INTL SEL DIVD 57,813	ETF	464288448	1,885	57,813 SH		Sole	01	
ISHARES TR DJ SEL DIV INX 42,872	ETF	464287168	2,399	42,872 SH		Sole	01	
ISHARES TR DJ US TECH SEC 199,698	ETF	464287721	15,539	199,698 SH		Sole	01	
ISHARES TR DJ US TELECOMM 101,831	ETF	464287713	2,261	101,831 SH		Sole	01	
ISHARES TR FLTG RATE NT 174,808	ETF	46429B655	8,756	174,808 SH		Sole	01	
ISHARES TR HIGH YLD CORP	ETF	464288513	5,784	63,761 SH		Sole	01	

63,761	ISHARES TR IBOXX INV CPBD	ETF	464287242	21,945	189,784	SH	Sole	01
189,784	ISHARES TR JPMORGAN USD	ETF	464288281	2,112	18,739	SH	Sole	01
18,739	ISHARES TR MSCI ACWI INDX	ETF	464288257	3,654	77,417	SH	Sole	01
77,417	ISHARES TR MSCI EAFE INDEX	ETF	464287465	98	1,781	SH	Sole	01
1,781	ISHARES TR MSCI EMERG MKT	ETF	464287234	24,400	568,157	SH	Sole	01
568,157	ISHARES TR MSCI GRW IDX	ETF	464288885	7,061	120,412	SH	Sole	01
120,412	ISHARES TR MSCI VAL IDX	ETF	464288877	6,337	134,822	SH	Sole	01
134,822	ISHARES TR RSSL MCRCP IDX	ETF	464288869	11	217	SH	Sole	01
217	ISHARES TR RUSL 2000 GROW	ETF	464287648	20	207	SH	Sole	01
207	ISHARES TR RUSL 2000 VALU	ETF	464287630	29	402	SH	Sole	01
402	ISHARES TR RUSSELL 2000	ETF	464287655	13,751	166,050	SH	Sole	01
166,050	ISHARES TR RUSSELL1000GRW	ETF	464287614	54,771	828,856	SH	Sole	01
828,856	ISHARES TR RUSSELL1000VAL	ETF	464287598	493	7,035	SH	Sole	01
7,035	ISHARES TR S&P 100 IDX FD	ETF	464287101	102,736	1,604,250	SH	Sole	01
1,604,250	ISHARES TR S&P 500 VALUE	ETF	464287408	20	303	SH	Sole	01
303	ISHARES TR S&P CAL AMTFR MN	ETF	464288356	20	180	SH	Sole	01
180	ISHARES TR S&P GL UTILITI	ETF	464288711	4,609	108,026	SH	Sole	01
108,026	ISHARES TR S&P MC 400 GRW	ETF	464287606	20	177	SH	Sole	01
177	ISHARES TR S&P MIDCAP 400	ETF	464287507	49	498	SH	Sole	01
498	ISHARES TR S&P MIDCP VALU	ETF	464287705	10	116	SH	Sole	01
116	ISHARES TR S&P NA SOFTWR	ETF	464287515	314	4,765	SH	Sole	01
4,765	ISHARES TR S&P NTL AMTFREE	ETF	464288414	4,954	45,284	SH	Sole	01
45,284	ISHARES TR S&P500 GRW	ETF	464287309	59	779	SH	Sole	01
779	ISHARES TR US PFD STK IDX	ETF	464288687	2,011	51,502	SH	Sole	01
51,502	ITC HLDGS CORP COM	COM	465685105	295	3,833	SH	Sole	01
3,833	ITT CORP NEW COM NEW	COM	450911201	1	32	SH	Sole	01
32	JOHNSON & JOHNSON COM	COM	478160104	484	7,336	SH	Sole	01
7,336	JOHNSON CTLS INC COM	COM	478366107	3,910	120,382	SH	Sole	01
120,382	JOY GLOBAL INC COM	COM	481165108	3,224	43,869	SH	Sole	01
43,869	JPMORGAN CHASE & CO COM	COM	46625H100	8,250	179,435	SH	Sole	01
179,435	KELLY SVCS INC CL A	CL A	488152208	822	51,389	SH	Sole	01
51,389	KLA-TENCOR CORP COM	COM	482480100	1,042	19,145	SH	Sole	01
19,145	KOPPERS HOLDINGS INC COM	COM	50060P106	796	20,650	SH	Sole	01
20,650	KRAFT FOODS INC CL A	CL A	50075N104	4	116	SH	Sole	01
116	LAKELAND FINL CORP COM	COM	511656100	792	30,413	SH	Sole	01
30,413	LENNAR CORP CL A	CL A	526057104	2,890	106,325	SH	Sole	01
106,325	LEUCADIA NATIONAL CORPORATION	COM	527288104	110	4,208	SH	Sole	01
4,208	LIBERTY INTERACTIVE CORPORAT INT COM	COM	53071M104	4	232	SH	Sole	01
232	LIFE TECHNOLOGIES CORP COM	COM	53217V109	4	73	SH	Sole	01
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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	OF CLASS	CUSIP	(x\$1000)	PRN AMT	PRN CALL DISCRETION	MANAGERS	SOLE
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LKQ CORP COM 145,273	COM	501889208	4,528	145,273 SH	Sole	01	
LOEWS CORP COM 73	COM	540424108	3	73 SH	Sole	01	
LOWES COS INC COM 136	COM	548661107	4	136 SH	Sole	01	
LTC PPTYS INC COM 25,291	COM	502175102	809	25,291 SH	Sole	01	
MACYS INC COM 49,227	COM	55616P104	1,956	49,227 SH	Sole	01	
MADDEN STEVEN LTD COM 72,904	COM	556269108	3,117	72,904 SH	Sole	01	
MAGNA INTERNATIONAL INC. 44,500	COM	559222401	2,127	44,500 SH	Sole		
MANULIFE FINL CORP COM 76,522	COM	56501R106	1,037	76,522 SH	Sole	01	
MARKET VECTORS ETF TR AGRIBUS ETF 43,687	ETF	57060U605	2,308	43,687 SH	Sole	01	
MARKET VECTORS ETF TR GOLD MINER ETF 43,491	ETF	57060U100	2,155	43,491 SH	Sole	01	
MARKET VECTORS ETF TR UNCVTL OIL GAS ADDED 167,246	ETF	57060U159	4,052	167,246 SH	Sole	01	
MARSH & MCLENNAN COS INC COM 120,514	COM	571748102	3,952	120,514 SH	Sole	01	
MCDONALDS CORP COM 131,418	COM	580135101	12,892	131,418 SH	Sole	01	
MECHEL OAO SPONSORED ADR 105	SPONSORED ADR	583840103	1	105 SH	Sole	01	
MEDASSETS INC COM 60,781	COM	584045108	800	60,781 SH	Sole	01	
MEDICAL PPTYS TRUST INC COM 86,370	COM	58463J304	802	86,370 SH	Sole	01	
MELCO CROWN ENTMT LTD ADR 206,509	ADR	585464100	2,817	206,509 SH	Sole	01	
METLIFE INC COM 58,842	COM	59156R108	2,198	58,842 SH	Sole	01	
MICROSOFT CORP COM 464,771	COM	594918104	14,991	464,771 SH	Sole	01	
MTS SYS CORP COM 15,103	COM	553777103	802	15,103 SH	Sole	01	
NATIONAL GRID PLC SPON ADR NEW 104,301	SPONSORED ADR	636274300	5,265	104,301 SH	Sole	01	
NATIONAL OILWELL VARCO INC COM 56,938	COM	637071101	4,525	56,938 SH	Sole	01	
NEWTEK BUSINESS SERVICES INC. 146,141	COM	652526104	222	146,141 SH	Sole		
NEXTERA ENERGY INC COM 62,054	COM	65339F101	3,790	62,054 SH	Sole	01	
NOKIA CORP SPONSORED ADR 678,716	SPONSORED ADR	654902204	3,726	678,716 SH	Sole	01	
NORDSTROM INC COM 76,386	COM	655664100	4,256	76,386 SH	Sole	01	
NOVARTIS A G SPONSORED ADR 5	SPONSORED ADR	66987V109	0	5 SH	Sole	01	
NV ENERGY INC COM 32,665	COM	67073Y106	527	32,665 SH	Sole	01	
OCCIDENTAL PETE CORP DEL COM 25,977	COM	674599105	2,474	25,977 SH	Sole	01	
OPEN TEXT CORP COM 47,748	COM	683715106	2,920	47,748 SH	Sole	01	
ORACLE CORP COM 252,417	COM	68389X105	7,360	252,417 SH	Sole	01	
PENNEY J C INC COM 81,554	COM	708160106	2,889	81,554 SH	Sole	01	
PERRIGO CO COM 25,223	COM	714290103	2,606	25,223 SH	Sole	01	
PETROLEO BRASILEIRO SA PETRO SPONSORED ADR 64	SPONSORED ADR	71654V408	2	64 SH	Sole	01	
PFIZER INC COM 220,410	COM	717081103	4,991	220,410 SH	Sole	01	

81,352 TELUS CORPORATION 102,950	COM	87971M202	5,859	102,950 SH	Sole	
TEVA PHARMACEUTICAL INDS LTD ADR 83,249	ADR	881624209	3,751	83,249 SH	Sole	01
TEXAS ROADHOUSE INC COM 90	COM	882681109	1	90 SH	Sole	01
THOMSON REUTERS CORPORATION 241,300	COM	884903105	6,983	241,300 SH	Sole	
TIM HORTONS INC 54,200	COM	88706M103	2,906	54,200 SH	Sole	
TIM HORTONS INC COM 14,581	COM	88706M103	781	14,581 SH	Sole	01
TIME WARNER INC COM NEW 80,962	COM	887317303	3,056	80,962 SH	Sole	01
TORONTO-DOMINION BANK/THE 50,500	COM	891160509	4,296	50,500 SH	Sole	
TOYOTA MOTOR CORP SP ADR REP2COM 43,590	COM	892331307	3,784	43,590 SH	Sole	01
TRANSALTA CORPORATION 99,000	COM	89346D107	1,861	99,000 SH	Sole	
TRANSCANADA CORPORATION 95,800	COM	89353D107	4,125	95,800 SH	Sole	
TREEHOUSE FOODS INC COM 91,240	COM	89469A104	5,429	91,240 SH	Sole	01
TRIUMPH GROUP INC NEW COM 228,442	COM	896818101	14,314	228,442 SH	Sole	01
TUPPERWARE BRANDS CORP COM 64,042	COM	899896104	4,067	64,042 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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UGI CORP NEW COM 91,278	COM	902681105	2,487	91,278 SH		Sole	01
UMPQUA HLDGS CORP COM 57,737	COM	904214103	783	57,737 SH		Sole	01
UNILEVER PLC SPON ADR NEW 9	SPONSORED ADR	904767704	0	9 SH		Sole	01
UNITED CONTINENTAL HOLDINGS INC 2,409	COM	910047109	52	2,409 SH		Sole	
UNITED TECHNOLOGIES CORP COM 89,220	COM	913017109	7,400	89,220 SH		Sole	01
V F CORP COM 4	COM	918204108	1	4 SH		Sole	01
VALE S A ADR 97	ADR	91912E105	2	97 SH		Sole	01
VALE S A ADR REPSTG PFD 10	ADR	91912E204	0	10 SH		Sole	01
VANGUARD BD INDEX FD INC INTERMED TERM 18,499	ETF	921937819	1,609	18,499 SH		Sole	01
VANGUARD BD INDEX FD INC LONG TERM BOND 45,576	ETF	921937793	4,052	45,576 SH		Sole	01
VANGUARD BD INDEX FD INC SHORT TRM BOND 157,160	ETF	921937827	12,721	157,160 SH		Sole	01
VANGUARD BD INDEX FD INC TOTAL BND MRKT 380,850	ETF	921937835	31,717	380,850 SH		Sole	01
VANGUARD INDEX FDS GROWTH ETF 474,654	ETF	922908736	33,686	474,654 SH		Sole	01
VANGUARD INDEX FDS LARGE CAP ETF 1	ETF	922908637	0	1 SH		Sole	01
VANGUARD INDEX FDS REIT ETF 51,583	ETF	922908553	3,283	51,583 SH		Sole	01
VANGUARD INDEX FDS SM CP VAL ETF 159,526	ETF	922908611	11,227	159,526 SH		Sole	01
VANGUARD INDEX FDS SML CP GRW ETF 204,525	ETF	922908595	17,783	204,525 SH		Sole	01

VANGUARD INDEX FDS VALUE ETF 621,978	ETF	922908744	35,876	621,978 SH	Sole	01
VANGUARD INTL EQUITY INDEX F ALLWRLD EX US 782,017	ETF	922042775	34,581	782,017 SH	Sole	01
VANGUARD INTL EQUITY INDEX F FTSE SMCAP ETF 128,905	ETF	922042718	11,469	128,905 SH	Sole	01
VANGUARD INTL EQUITY INDEX F GLB EX US ETF 32,401	ETF	922042676	1,523	32,401 SH	Sole	01
VANGUARD INTL EQUITY INDEX F MSCI EMR MKT ETF 506,246	ETF	922042858	22,007	506,246 SH	Sole	01
VANGUARD INTL EQUITY INDEX F MSCI EUROPE ETF 546,586	ETF	922042874	25,192	546,586 SH	Sole	01
VANGUARD INTL EQUITY INDEX F MSCI PAC ETF 368,210	ETF	922042866	19,567	368,210 SH	Sole	01
VANGUARD SCOTTSDALE FDS INT-TERM CORP 148,376	ETF	92206C870	12,426	148,376 SH	Sole	01
VANGUARD TAX MANAGED INTL FD MSCI EAFE ETF 286,317	ETF	921943858	9,743	286,317 SH	Sole	01
VANGUARD WHITEHALL FDS INC HIGH DIV YLD 125,646	ETF	921946406	6,089	125,646 SH	Sole	01
VANGUARD WORLD FD MEGA CAP INDEX 5	ETF	921910873	0	5 SH	Sole	01
VERISIGN INC COM 54,936	COM	92343E102	2,107	54,936 SH	Sole	01
VERIZON COMMUNICATIONS INC COM 67,468	COM	92343V104	2,579	67,468 SH	Sole	01
VISA INC COM CL A 20,666	CL A	92826C839	2,439	20,666 SH	Sole	01
VODAFONE GROUP PLC NEW SPONS ADR NEW SPONSORED ADR 34		92857W209	1	34 SH	Sole	01

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NAME OF ISSUER	OF CLASS	CUSIP	(x\$1000)	PRN AMT	PRN CALL DISCRETION	MANAGERS	SOLE
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WABTEC CORP COM 42,155	COM	929740108	3,177	42,155 SH	Sole	01	
WATERS CORP COM 81,071	COM	941848103	7,512	81,071 SH	Sole	01	
WILLIAMS COS INC DEL COM 149,183	COM	969457100	4,596	149,183 SH	Sole	01	
WILLIAMS SONOMA INC COM 39	COM	969904101	1	39 SH	Sole	01	
WISDOMTREE TRUST ASIA PAC EXJP FD 131,215	ETF	97717W828	8,411	131,215 SH	Sole	01	
WPP PLC ADR 15,056	ADR	92933H101	1,029	15,056 SH	Sole	01	
WPX ENERGY INC COM 34,194	COM	98212B103	616	34,194 SH	Sole	01	
XYLEM INC COM 64	COM	98419M100	2	64 SH	Sole	01	
YAHOO INC COM 226	COM	984332106	3	226 SH	Sole	01	
YUM BRANDS INC COM 129,046	COM	988498101	9,185	129,046 SH	Sole	01	

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