

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, 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 November 7, 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: 390 lines

Form 13F Information Table Value Total: 2,638,523
(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 8

VOTING AUTHORITY

NAME OF ISSUER SOLE SHARED NONE	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION	OTHER MANAGERS	----
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
<C>	<C>								
3M CO COM 32,158	COM	88579Y101	2,972	32,158	SH		Sole	01	
ABBOTT LABS COM 198,321	COM	002824100	13,597	198,321	SH		Sole	01	
ACACIA RESH CORP ACACIA TCH COM 39,142	COM	003881307	1,073	39,142	SH		Sole	01	
AES CORP COM 295,752	COM	00130H105	3,244	295,752	SH		Sole	01	
AFFILIATED MANAGERS GROUP COM 40,022	COM	008252108	4,923	40,022	SH		Sole	01	
AIR PRODS & CHEMS INC COM 22,570	COM	009158106	1,867	22,570	SH		Sole	01	
ALLSTATE CORP COM 2,024	COM	020002101	80	2,024	SH		Sole	01	
AMERICAN ELEC PWR INC COM 87,577	COM	025537101	3,848	87,577	SH		Sole	01	
AMERICAN EQTY INVT LIFE HLD COM 56,242	COM	025676206	654	56,242	SH		Sole	01	
AMERICAN EXPRESS CO COM 1	COM	025816109	-	1	SH		Sole	01	
AMERICAN SOFTWARE INC CL A 10,429	CL A	029683109	85	10,429	SH		Sole	01	
AMERICAS CAR MART INC COM 15,713	COM	03062T105	714	15,713	SH		Sole	01	
ANADARKO PETE CORP COM 10	COM	032511107	1	10	SH		Sole	01	
ANHEUSER BUSCH INBEV SA/NV SPONSORED ADR 27,975	SPONSORED ADR	03524A108	2,403	27,975	SH		Sole	01	
ANN INC COM 24,622	COM	035623107	929	24,622	SH		Sole	01	
APPLE INC COM 6,369	COM	037833100	4,249	6,369	SH		Sole	01	
APPLIED MATLS INC COM 269,993	COM	038222105	3,014	269,993	SH		Sole	01	
APPROACH RESOURCES INC COM 54,911	COM	03834A103	1,654	54,911	SH		Sole	01	
ARM HLDGS PLC SPONSORED ADR 31,299	SPONSORED ADR	042068106	876	31,299	SH		Sole	01	
ATLAS AIR WORLDWIDE HLDGS IN COM NEW 14,349	COM	049164205	741	14,349	SH		Sole	01	
AURICO GOLD INC COM 271,861	COM	05155C105	1,900	271,861	SH		Sole	01	
AUTOMATIC DATA PROCESSING IN COM 7,124	COM	053015103	418	7,124	SH		Sole	01	
AVAGO TECHNOLOGIES LTD SHS 30,018	COM	Y0486S104	1,047	30,018	SH		Sole	01	
B/E AEROSPACE INC COM 123,707	COM	073302101	5,209	123,707	SH		Sole	01	
BAIDU INC SPON ADR REP A 7,929	SPONSORED ADR	056752108	927	7,929	SH		Sole	01	
BANK OF AMERICA CORPORATION COM 253,891	COM	060505104	2,242	253,891	SH		Sole	01	
BANK OF NOVA SCOTIA 81,122	COM	064149107	4,447	81,122	SH		Sole		

</TABLE>

<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
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
<C>	<C>								
BARCLAYS BK PLC 10 YR TREAS BEAR	ETF	06740L451	32,314	1,239,017	SH		Sole	01	

1,239,017								
BARCLAYS BK PLC IPATH S&P MT ETN	ETN	06740C519	23,456	692,528	SH	Sole	01	
692,528								
BARCLAYS BK PLC IPSP CROIL ETN	ETN	06738C786	4	159	SH	Sole	01	
159								
BARCLAYS BK PLC IPTH S&P VIX NEW	ETF	06740C261	3	345	SH	Sole	01	
345								
BARCLAYS BK PLC S&P 500 VEQTOR	ETF	06740C337	11	82	SH	Sole	01	
82								
BARCLAYS BK PLC US TRES FLATT	ETF	06740L485	12	196	SH	Sole	01	
196								
BARCLAYS PLC ADR	ADR	06738E204	1,005	72,485	SH	Sole	01	
72,485								
BARRICK GOLD CORPORATION	COM	067901108	717	17,180	SH	Sole		
17,180								
BASIC ENERGY SVCS INC NEW COM	COM	06985P100	400	35,681	SH	Sole	01	
35,681								
BAXTER INTL INC COM	COM	071813109	7,901	131,099	SH	Sole	01	
131,099								
BAYTEX ENERGY CORP	COM	07317Q105	3,545	74,718	SH	Sole		
74,718								
BCE INC	COM	05534B760	8,889	202,297	SH	Sole		
202,297								
BECTON DICKINSON & CO COM	COM	075887109	411	5,237	SH	Sole	01	
5,237								
BLACKROCK INC COM	COM	09247X101	731	4,102	SH	Sole	01	
4,102								
BOEING CO COM	COM	097023105	2,660	38,222	SH	Sole	01	
38,222								
BRIGGS & STRATTON CORP COM	COM	109043109	-	8	SH	Sole	01	
8								
BROOKFIELD ASSET MANAGEMENT INC	COM	112585104	6,276	181,864	SH	Sole		
181,864								
BROOKFIELD ASSET MANAGEMENT INC	COM	112900105	4,722	285,148	SH	Sole		
285,148								
BROOKFIELD OFFICE PROPERTIES CANADA	COM	112823109	1,560	54,082	SH	Sole		
54,082								
BUCKEYE TECHNOLOGIES INC COM	COM	118255108	657	20,505	SH	Sole	01	
20,505								
CAE INC	COM	124765108	3,468	324,438	SH	Sole		
324,438								
CAESARSTONE SDOT-YAM LTD ORD SHS	COM	M20598104	815	57,785	SH	Sole	01	
57,785								
CAMECO CORP COM	COM	13321L108	613	31,508	SH	Sole	01	
31,508								
CANADIAN NATIONAL RAILWAY COMPANY	COM	136375102	9,628	109,129	SH	Sole		
109,129								
CANADIAN PACIFIC RAILWAY LTD	COM	13645T100	3,118	37,613	SH	Sole		
37,613								
CASH AMER INTL INC COM	COM	14754D100	75	1,950	SH	Sole	01	
1,950								
CATAMARAN CORP COM ADDED	COM	148887102	10,111	206,400	SH	Sole	01	
206,400								
CATERPILLAR INC DEL COM	COM	149123101	2,065	23,999	SH	Sole	01	
23,999								
CENOVUS ENERGY INC	COM	15135U109	6,586	188,980	SH	Sole		
188,980								
CERNER CORP COM	COM	156782104	3,770	48,715	SH	Sole	01	
48,715								
CHECK POINT SOFTWARE TECH LT ORD	COM	M22465104	871	18,080	SH	Sole	01	
18,080								
CHICAGO BRIDGE & IRON CO N V N Y	COM	167250109	802	21,051	SH	Sole	01	
REGISTRY SH								
21,051								

<TABLE>
<CAPTION>

COLUMN 8	COLUMN 1	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 SHARED NONE								
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
CIGNA CORPORATION COM	COM	125509109	1,664	35,281	SH		Sole	01
35,281								
CITRIX SYS INC COM	COM	177376100	4,693	61,324	SH		Sole	01

61,324	CLAYMORE EXCHANGE TRD FD TR GUGG								
395,233	CHN SML CAP	COM	18383Q853	7,810	395,233	SH	Sole	01	
124,862	CMS ENERGY CORP COM	COM	125896100	2,941	124,862	SH	Sole	01	
247,872	COCA COLA CO COM	COM	191216100	9,402	247,872	SH	Sole	01	
161,945	COMERICA INC COM	COM	200340107	5,028	161,945	SH	Sole	01	
28,024	COMPANHIA DE BEBIDAS DAS AME SPON ADR PFD	SPONSORED ADR	20441W203	1,072	28,024	SH	Sole	01	
36,571	COMPANHIA PARANAENSE ENERG C SPON ADR PFD	SPONSORED ADR	20441B407	600	36,571	SH	Sole	01	
93,680	CONAGRA FOODS INC COM	COM	205887102	2,585	93,680	SH	Sole	01	
71,703	COVANTA HLDG CORP COM	COM	22282E102	1,230	71,703	SH	Sole	01	
12,411	CRACKER BARREL OLD CTRY STOR COM	COM	22410J106	833	12,411	SH	Sole	01	
8,991	CREDICORP LTD COM	COM	G2519Y108	1,126	8,991	SH	Sole	01	
17,317	CUMMINS INC COM	COM	231021106	1,597	17,317	SH	Sole	01	
48	CURRENCYSHS JAPANESE YEN TR JAPANESE YEN	ETF	23130A102	6	48	SH	Sole	01	
230,630	CYPRESS SEMICONDUCTOR CORP COM	COM	232806109	2,469	230,630	SH	Sole	01	
114,730	DANAHER CORP DEL COM	COM	235851102	6,327	114,730	SH	Sole	01	
106,959	DIEBOLD INC COM	COM	253651103	3,606	106,959	SH	Sole	01	
41,063	DIME CMNTY BANCSHARES COM	COM	253922108	593	41,063	SH	Sole	01	
72,713	DOW CHEM CO COM	COM	260543103	2,105	72,713	SH	Sole	01	
26,306	DRIL-QUIP INC COM	COM	262037104	1,891	26,306	SH	Sole	01	
112,739	DU PONT E I DE NEMOURS & CO COM	COM	263534109	5,667	112,739	SH	Sole	01	
153,733	E M C CORP MASS COM	COM	268648102	4,192	153,733	SH	Sole	01	
179,915	EAST WEST BANCORP INC COM	COM	27579R104	3,800	179,915	SH	Sole	01	
67,718	EATON CORP COM	COM	278058102	3,201	67,718	SH	Sole	01	
66,671	EBAY INC COM	COM	278642103	3,225	66,671	SH	Sole	01	
19,054	ECOPETROL S A SPONSORED ADS	SPONSORED ADR	279158109	1,123	19,054	SH	Sole	01	
9,458	EDISON INTL COM	COM	281020107	432	9,458	SH	Sole	01	
53,189	ELAN PLC ADR	ADR	284131208	570	53,189	SH	Sole	01	
52,052	EMERSON ELEC CO COM	COM	291011104	2,513	52,052	SH	Sole	01	

<TABLE>
<CAPTION>

COLUMN 8	COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COLUMN 7
VOTING AUTHORITY							
		TITLE	VALUE	SHRS OR SH/	PUT/	INVESTMENT	OTHER
		OF CLASS	(x\$1000)	PRN AMT	PRN CALL	DISCRETION	MANAGERS
	NAME OF ISSUER	CUSIP					
	SOLE SHARED NONE						
	<S>	<C>	<C>	<C>	<C>	<C>	<C>
	<C>	<C>	<C>	<C>	<C>	<C>	<C>
	ENBRIDGE INC	29250N105	3,857	98,811	SH	Sole	
	98,811						
	ENCANA CORPORATION	292505104	4,298	196,096	SH	Sole	
	196,096						
	ENCORE CAP GROUP INC COM	292554102	876	31,007	SH	Sole	01
	31,007						
	ENPRO INDS INC COM	29355X107	550	15,286	SH	Sole	01
	15,286						

ENTERGY CORP NEW COM 38,517	COM	29364G103	2,669	38,517	SH	Sole	01
ERICSSON ADR B SEK 10 133,492	COM	294821608	1,217	133,492	SH	Sole	01
EXELIS INC COM 243,013	COM	30162A108	2,513	243,013	SH	Sole	01
EXELON CORP COM 81,883	COM	30161N101	2,913	81,883	SH	Sole	01
EXPRESS SCRIPTS HLDG CO COM 220	COM	30219G108	14	220	SH	Sole	01
EXXON MOBIL CORP 22,873	COM	453038408	1,053	22,873	SH	Sole	
EXXON MOBIL CORP COM 97,010	COM	30231G102	8,872	97,010	SH	Sole	01
FIRST INTST BANCSYSTEM INC COM CL A 47,734	CL A	32055Y201	714	47,734	SH	Sole	01
FIRST TR EXCHANGE TRADED FD INDL PROD DUR 100,913	ETF	33734X150	1,857	100,913	SH	Sole	01
FIRST TR EXCHANGE TRADED FD TECH ALPHADEX 63,585	ETF	33734X176	1,370	63,585	SH	Sole	01
FIRSTENERGY CORP COM 6,778	COM	337932107	299	6,778	SH	Sole	01
FOMENTO ECONOMICO MEXICANO S SPON ADR UNITS 14,839	SPONSORED ADR	344419106	1,365	14,839	SH	Sole	01
FOOT LOCKER INC COM 89,757	COM	344849104	3,186	89,757	SH	Sole	01
FORTINET INC COM 289,612	COM	34959E109	6,985	289,612	SH	Sole	01
FRANCO-NEVADA MINING CORPORATION LIMITED 15,858	COM	351858105	935	15,858	SH	Sole	
GAP INC DEL COM 77,215	COM	364760108	2,763	77,215	SH	Sole	01
GENERAL DYNAMICS CORP COM 66,966	COM	369550108	4,428	66,966	SH	Sole	01
GENERAL ELECTRIC CO COM 123,182	COM	369604103	2,797	123,182	SH	Sole	01
GENON ENERGY INC COM 50,373	COM	37244E107	127	50,373	SH	Sole	01
GENTEX CORP COM 82,745	COM	371901109	1,406	82,745	SH	Sole	01
GILEAD SCIENCES INC COM 43,477	COM	375558103	2,884	43,477	SH	Sole	01
GOLAR LNG LTD BERMUDA SHS 18,401	COM	G9456A100	710	18,401	SH	Sole	01
GOLDCORP INC 5,185	COM	380956409	238	5,185	SH	Sole	
GRAINGER W W INC COM 2,298	COM	384802104	479	2,298	SH	Sole	01
GREAT PLAINS ENERGY INC COM 87,931	COM	391164100	1,957	87,931	SH	Sole	01
GRIFOLS S A SP ADR REP B NVT ADDED 73,922	SPONSORED ADR	398438408	1,688	73,922	SH	Sole	01

</TABLE>

<TABLE>
<CAPTION>

COLUMN 8	COLUMN 1	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
SHARED NONE							
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
GROUPE CGI INC CL A SUB VTG 113,325	CL A	39945C109	3,044	113,325	SH	Sole	01
GT ADVANCED TECHNOLOGIES INC COM 78,403	COM	36191U106	427	78,403	SH	Sole	01
GULFPORT ENERGY CORP COM NEW 5,637	COM	402635304	176	5,637	SH	Sole	01
HALLIBURTON CO COM 132,742	COM	406216101	4,472	132,742	SH	Sole	01
HANGER INC COM NEW 32,127	COM	41043F208	917	32,127	SH	Sole	01
HDFC BANK LTD ADR REPS 3 SHS 34,174	ADR	40415F101	1,284	34,174	SH	Sole	01

HEINZ H J CO COM 46,801	COM	423074103	2,619	46,801	SH	Sole	01
HELEN OF TROY CORP LTD COM 20,022	COM	G4388N106	637	20,022	SH	Sole	01
HESS CORP COM 42,248	COM	42809H107	2,270	42,248	SH	Sole	01
HMS HLDGS CORP COM 132,941	COM	40425J101	4,439	132,941	SH	Sole	01
HOSPIRA INC COM 65,030	COM	441060100	2,134	65,030	SH	Sole	01
ILLINOIS TOOL WKS INC COM 5,918	COM	452308109	352	5,918	SH	Sole	01
IMAX CORP COM 38,286	COM	45245E109	762	38,286	SH	Sole	01
INSIGHT ENTERPRISES INC COM 33,028	COM	45765U103	577	33,028	SH	Sole	01
INSPERITY INC COM 23,391	COM	45778Q107	590	23,391	SH	Sole	01
INTERCONTINENTAL HTLS GRP PL SPONS ADR NEW 69,900	SPONSORED ADR	45857P301	1,835	69,900	SH	Sole	01
INTERNATIONAL BUSINESS MACHS COM 48,541	COM	459200101	10,070	48,541	SH	Sole	01
INTERXION HOLDING N.V SHS 42,269	COM	N47279109	960	42,269	SH	Sole	01
ISHARES INC MSCI CDA INDEX 415,653	ETF	464286509	11,842	415,653	SH	Sole	01
ISHARES INC MSCI ITALY 89	ETF	464286855	1	89	SH	Sole	01
ISHARES INC MSCI SWEDEN 155,648	ETF	464286756	4,399	155,648	SH	Sole	01
ISHARES INC MSCI SWITZERLD 454,315	ETF	464286749	11,172	454,315	SH	Sole	01
ISHARES TR AGENCY BD FD 141,847	ETF	464288166	16,178	141,847	SH	Sole	01
ISHARES TR BARCLY USAGG B 443,779	ETF	464287226	49,902	443,779	SH	Sole	01
ISHARES TR BARCLYS 10-20YR 2,503	ETF	464288653	342	2,503	SH	Sole	01
ISHARES TR BARCLYS 1-3 YR 207,803	ETF	464287457	17,559	207,803	SH	Sole	01
ISHARES TR BARCLYS 1-3YR CR 103,798	ETF	464288646	10,978	103,798	SH	Sole	01
ISHARES TR BARCLYS 20+ YR 199,427	ETF	464287432	24,773	199,427	SH	Sole	01
ISHARES TR BARCLYS 3-7 YR 17,742	ETF	464288661	2,195	17,742	SH	Sole	01
ISHARES TR BARCLYS 7-10 YR 260,347	ETF	464287440	28,237	260,347	SH	Sole	01

<TABLE>
<CAPTION>

COLUMN 8	COLUMN 1	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
SHARED NONE	-----	-----	-----	-----	-----	-----	-----	---
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
ISHARES TR BARCLYS CR BD 667,386	ETF	464288620	76,029	667,386	SH	Sole	01	
ISHARES TR BARCLYS MBS BD 482,999	ETF	464288588	52,724	482,999	SH	Sole	01	
ISHARES TR BARCLYS SH TREA 8,252	ETF	464288679	910	8,252	SH	Sole	01	
ISHARES TR BARCLYS TIPS BD 248,614	ETF	464287176	30,271	248,614	SH	Sole	01	
ISHARES TR BRC 0-5 YR TIP 68,560	ETF	46429B747	7,067	68,560	SH	Sole	01	
ISHARES TR DJ INTL SEL DIVD 70,535	ETF	464288448	2,230	70,535	SH	Sole	01	
ISHARES TR DJ SEL DIV INX 68,494	ETF	464287168	3,951	68,494	SH	Sole	01	
ISHARES TR DJ US ENERGY 89,501	ETF	464287796	3,775	89,501	SH	Sole	01	
ISHARES TR DJ US FINL SEC 62,987	ETF	464287788	3,673	62,987	SH	Sole	01	

ISHARES TR DJ US HEALTHCR 44,577	ETF	464287762	3,771	44,577 SH	Sole	01
ISHARES TR DJ US INDUSTRIAL 52,015	ETF	464287754	3,673	52,015 SH	Sole	01
ISHARES TR DJ US REAL EST 57,474	ETF	464287739	3,700	57,474 SH	Sole	01
ISHARES TR DJ US TECH SEC 187,373	ETF	464287721	14,216	187,373 SH	Sole	01
ISHARES TR DJ US TELECOMM 82,557	ETF	464287713	2,108	82,557 SH	Sole	01
ISHARES TR DJ US UTILS 40,042	ETF	464287697	3,584	40,042 SH	Sole	01
ISHARES TR FLTG RATE NT 306,040	ETF	46429B655	15,443	306,040 SH	Sole	01
ISHARES TR HIGH YLD CORP 153,997	ETF	464288513	14,214	153,997 SH	Sole	01
ISHARES TR IBOXX INV CPBD 151,395	ETF	464287242	18,435	151,395 SH	Sole	01
ISHARES TR JPMORGAN USD 105,412	ETF	464288281	12,782	105,412 SH	Sole	01
ISHARES TR LRGE GRW INDX 12,460	ETF	464287119	986	12,460 SH	Sole	01
ISHARES TR MSCI ACWI INDX 85,091	ETF	464288257	3,973	85,091 SH	Sole	01
ISHARES TR MSCI EAFE INDEX 213,034	ETF	464287465	11,291	213,034 SH	Sole	01
ISHARES TR MSCI EMERG MKT 685,786	ETF	464287234	28,340	685,786 SH	Sole	01
ISHARES TR MSCI GRW INDX 92,180	ETF	464288885	5,206	92,180 SH	Sole	01
ISHARES TR MSCI VAL INDX 112,980	ETF	464288877	5,130	112,980 SH	Sole	01
ISHARES TR RUSL 2000 GROW 204	ETF	464287648	20	204 SH	Sole	01
ISHARES TR RUSL 2000 VALU 1,132	ETF	464287630	84	1,132 SH	Sole	01
ISHARES TR RUSSELL 1000 7,898	ETF	464287622	628	7,898 SH	Sole	01
ISHARES TR RUSSELL 2000 619	ETF	464287655	52	619 SH	Sole	01
ISHARES TR RUSSELL1000GRW 3,525	ETF	464287614	235	3,525 SH	Sole	01
ISHARES TR RUSSELL1000VAL 9,347	ETF	464287598	675	9,347 SH	Sole	01
ISHARES TR S&P 100 INDX FD 1,305,959	ETF	464287101	86,794	1,305,959 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		
SOLE SHARED NONE							
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
ISHARES TR S&P 500 VALUE 298	ETF	464287408	20	298 SH	Sole	01	
ISHARES TR S&P CAL AMTFR MN 150	ETF	464288356	17	150 SH	Sole	01	
ISHARES TR S&P GL UTILITI 81,447	ETF	464288711	3,435	81,447 SH	Sole	01	
ISHARES TR S&P GLO INFRAS 74,405	ETF	464288372	2,623	74,405 SH	Sole	01	
ISHARES TR S&P MC 400 GRW 176	ETF	464287606	20	176 SH	Sole	01	
ISHARES TR S&P MIDCAP 400 491	ETF	464287507	48	491 SH	Sole	01	
ISHARES TR S&P MIDCP VALU 116	ETF	464287705	10	116 SH	Sole	01	
ISHARES TR S&P NTL AMTFREE 45,391	ETF	464288414	5,084	45,391 SH	Sole	01	
ISHARES TR S&P500 GRW 762	ETF	464287309	59	762 SH	Sole	01	
ISHARES TR US PFD STK INDX 82,239	ETF	464288687	3,278	82,239 SH	Sole	01	
ITC HLDGS CORP COM	COM	465685105	265	3,501 SH	Sole	01	

3,501 JOHNSON & JOHNSON COM 6,297	COM	478160104	434	6,297 SH	Sole	01
JOHNSON CTLS INC COM 10,952	COM	478366107	300	10,952 SH	Sole	01
JOY GLOBAL INC COM 33,853	COM	481165108	1,898	33,853 SH	Sole	01
JPMORGAN CHASE & CO COM 126,440	COM	46625H100	5,118	126,440 SH	Sole	01
KELLY SVCS INC CL A 46,577	CL A	488152208	587	46,577 SH	Sole	01
KLA-TENCOR CORP COM 15,747	COM	482480100	751	15,747 SH	Sole	01
KONINKLIJKE PHILIPS ELECTRS NY REG SH NEW 33,981	COM	500472303	797	33,981 SH	Sole	01
KOPPERS HOLDINGS INC COM 18,457	COM	50060P106	645	18,457 SH	Sole	01
LAKELAND FINL CORP COM 26,934	COM	511656100	743	26,934 SH	Sole	01
LENNAR CORP CL A 89,567	CL A	526057104	3,114	89,567 SH	Sole	01
LKQ CORP COM 211,243	COM	501889208	3,903	211,243 SH	Sole	01
LTC PPTYS INC COM 19,626	COM	502175102	625	19,626 SH	Sole	01
LUXOTTICA GROUP S P A SPONSORED ADR 19,403	ADR	55068R202	684	19,403 SH	Sole	01
MACYS INC COM 36,758	COM	55616P104	1,383	36,758 SH	Sole	01
MADDEN STEVEN LTD COM 91,563	COM	556269108	4,003	91,563 SH	Sole	01
MAGNA INTERNATIONAL INC. 63,942	COM	559222401	2,766	63,942 SH	Sole	01
MAINSOURCE FINANCIAL GP INC COM 7,609	COM	56062Y102	98	7,609 SH	Sole	01
MARKET VECTORS ETF TR MV STEEL INDEX 121,692	ETF	57060U308	5,339	121,692 SH	Sole	01
MARKET VECTORS ETF TR UNCVTL OIL GAS 132,879	ETF	57060U159	3,136	132,879 SH	Sole	01
MARSH & MCLENNAN COS INC COM 200,077	COM	571748102	6,789	200,077 SH	Sole	01
MCDONALDS CORP COM 72,217	COM	580135101	6,626	72,217 SH	Sole	01

<TABLE>
<CAPTION>

COLUMN 8	COLUMN 1	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 SHARED NONE							
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
MEDASSETS INC COM 54,641	COM	584045108	973	54,641 SH	Sole	01	
MEDICAL PPTYS TRUST INC COM 67,060	COM	58463J304	701	67,060 SH	Sole	01	
MEDTRONIC INC COM 55,154	COM	585055106	2,378	55,154 SH	Sole	01	
MELCO CROWN ENTMT LTD ADR 156,575	ADR	585464100	2,111	156,575 SH	Sole	01	
METLIFE INC COM 51,308	COM	59156R108	1,768	51,308 SH	Sole	01	
MICROSOFT CORP COM 399,494	COM	594918104	11,889	399,494 SH	Sole	01	
MITCHAM INDS INC COM 6,166	COM	606501104	98	6,166 SH	Sole	01	
MTS SYS CORP COM 13,876	COM	553777103	743	13,876 SH	Sole	01	
MYR GROUP INC DEL COM 4,200	COM	55405W104	84	4,200 SH	Sole	01	
NATIONAL GRID PLC SPON ADR NEW 79,973	SPONSORED ADR	636274300	4,427	79,973 SH	Sole	01	
NATIONAL OILWELL VARCO INC COM 45,371	COM	637071101	3,635	45,371 SH	Sole	01	
NEWTEK BUSINESS SERVICES INC. 30,000	COM	652526104	55	30,000 SH	Sole		

NEXTERA ENERGY INC COM 47,310	COM	65339F101	3,327	47,310 SH	Sole	01
NOKIA CORP SPONSORED ADR 326,734	SPONSORED ADR	654902204	841	326,734 SH	Sole	01
NORDSTROM INC COM 59,064	COM	655664100	3,259	59,064 SH	Sole	01
NV ENERGY INC COM 29,740	COM	67073Y106	536	29,740 SH	Sole	01
OCCIDENTAL PETE CORP DEL COM 21,789	COM	674599105	1,875	21,789 SH	Sole	01
OPEN TEXT CORP COM 22,737	COM	683715106	1,254	22,737 SH	Sole	01
ORACLE CORP COM 196,444	COM	68389X105	6,180	196,444 SH	Sole	01
PACWEST BANCORP DEL COM 3,711	COM	695263103	87	3,711 SH	Sole	01
PEMBINA PIPELINE CORP 18,493	COM	706327103	520	18,493 SH	Sole	01
PENNEY J C INC COM 68,685	COM	708160106	1,668	68,685 SH	Sole	01
PERRIGO CO COM 19,477	COM	714290103	2,263	19,477 SH	Sole	01
PETROLEO BRASILEIRO SA PETRO SPONSORED ADR 8	SPONSORED ADR	71654V408	-	8 SH	Sole	01
PFIZER INC COM 150,328	COM	717081103	3,736	150,328 SH	Sole	01
PG&E CORP COM 67,433	COM	69331C108	2,877	67,433 SH	Sole	01
PHILIP MORRIS INTL INC COM 96,163	COM	718172109	8,649	96,163 SH	Sole	01
PHILIPPINE LONG DISTANCE TEL SPONSORED ADR 18,758	SPONSORED ADR	718252604	1,238	18,758 SH	Sole	01
PIMCO ETF TR 1-5 US TIP IDX 3,422	ETF	72201R205	185	3,422 SH	Sole	01
PIONEER NAT RES CO COM 46,818	COM	723787107	4,888	46,818 SH	Sole	01

</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>	<C>	<C>
POLARIS INDS INC COM 27,239	COM	731068102	2,203	27,239 SH	Sole	01
POWERSHARES ETF TRUST DYN PHRMA PORT 65,451	ETF	73935X799	2,259	65,451 SH	Sole	01
POWERSHARES ETF TRUST ENERGY SEC POR 50,438	ETF	73935X385	2,136	50,438 SH	Sole	01
POWERSHARES ETF TRUST II INTL CORP BOND 26,428	ETF	73936Q835	760	26,428 SH	Sole	01
POWERSHARES ETF TRUST II SENIOR LN PORT 91,891	ETF	73936Q769	2,293	91,891 SH	Sole	01
POWERSHARES GLOBAL ETF TRUST ASIA PAC EX-JP 48,355	ETF	73936T854	2,567	48,355 SH	Sole	01
POWERSHARES GLOBAL ETF TRUST I-30 LAD TREAS 19,991	ETF	73936T524	662	19,991 SH	Sole	01
POWERSHARES GLOBAL ETF TRUST INSUR NATL MUN 363,288	ETF	73936T474	9,355	363,288 SH	Sole	01
POWERSHARES QQQ TRUST UNIT SER 1 304,614	ETF	73935A104	20,887	304,614 SH	Sole	01
POWERSHS DB MULTI SECT COMM DB BASE METALS 18,157	ETF	73936B705	360	18,157 SH	Sole	01
POWERSHS DB MULTI SECT COMM DB ENERGY FUND 36,225	ETF	73936B101	1,030	36,225 SH	Sole	01
POWERSHS DB MULTI SECT COMM DB GOLD FUND 3,069	ETF	73936B606	187	3,069 SH	Sole	01
POWERSHS DB MULTI SECT COMM DB PREC MTLs 80,335	ETF	73936B200	4,953	80,335 SH	Sole	01

POWERSHS DB MULTI SECT COMM PS DB AGRICUL							
FD	ETF	73936B408	709	24,117	SH	Sole	01
24,117							
PPL CORP COM	COM	69351T106	2,507	86,316	SH	Sole	01
86,316							
PRAXAIR INC COM	COM	74005P104	3,275	31,524	SH	Sole	01
31,524							
PRETIUM RES INC COM	COM	74139C102	1,071	82,202	SH	Sole	01
82,202							
PRIVATEBANCORP INC COM	COM	742962103	1,269	79,376	SH	Sole	01
79,376							
PROCTER & GAMBLE CO COM	COM	742718109	6,596	95,098	SH	Sole	01
95,098							
PROSHARES TR PSHS ULPROSH NEW	ETF	74348A632	10,594	276,037	SH	Sole	01
276,037							
PRUDENTIAL FINL INC COM	COM	744320102	5	100	SH	Sole	01
100							
PRUDENTIAL PLC ADR	ADR	74435K204	1,467	56,421	SH	Sole	01
56,421							
QUAKER CHEM CORP COM	COM	747316107	785	16,819	SH	Sole	01
16,819							
QUALCOMM INC COM	COM	747525103	1,895	30,337	SH	Sole	01
30,337							
RALCORP HLDGS INC NEW COM	COM	751028101	2,740	37,541	SH	Sole	01
37,541							
RAMCO-GERSHENSON PPTYS TR COM SH BEN INT	COM	751452202	638	50,945	SH	Sole	01
50,945							
RED HAT INC COM	COM	756577102	1	10	SH	Sole	01
10							
RITCHIE BROS AUCTIONEERS INC	COM	767744105	3,374	175,460	SH	Sole	01
175,460							
ROCKWOOD HLDGS INC COM	COM	774415103	1,821	39,080	SH	Sole	01
39,080							

<TABLE>
<CAPTION>

COLUMN 8	COLUMN 1	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>							
ROGERS COMMUNICATIONS INC.	COM	775109200	11,222	277,778	SH	Sole	
277,778							
ROPER INDS INC NEW COM	COM	776696106	5,072	46,151	SH	Sole	01
46,151							
ROSS STORES INC COM	COM	778296103	4,319	66,875	SH	Sole	01
66,875							
ROYAL BANK OF CANADA	COM	780087102	2,054	35,783	SH	Sole	
35,783							
ROYAL DUTCH SHELL PLC SPONS ADR A	SPONSORED ADR	780259206	830	11,953	SH	Sole	01
11,953							
SANOFI SPONSORED ADR	ADR	80105N105	447	10,379	SH	Sole	01
10,379							
SAP AG SPON ADR	SPONSORED ADR	803054204	2,111	29,597	SH	Sole	01
29,597							
SASOL LTD SPONSORED ADR	SPONSORED ADR	803866300	1,080	24,219	SH	Sole	01
24,219							
SCBT FINANCIAL CORP COM	COM	78401V102	106	2,643	SH	Sole	01
2,643							
SCHLUMBERGER LTD COM	COM	806857108	2,135	29,522	SH	Sole	01
29,522							
SELECT SECTOR SPDR TR SBI CONS DISCR	ETF	81369Y407	7,976	170,468	SH	Sole	01
170,468							
SELECT SECTOR SPDR TR SBI CONS STPLS	ETF	81369Y308	7,881	219,974	SH	Sole	01
219,974							
SELECT SECTOR SPDR TR SBI HEALTHCARE	ETF	81369Y209	3,899	97,194	SH	Sole	01
97,194							
SELECT SECTOR SPDR TR SBI INT-ENERGY	ETF	81369Y506	4,003	54,504	SH	Sole	01
54,504							
SELECT SECTOR SPDR TR SBI INT-FINL	ETF	81369Y605	7,902	506,861	SH	Sole	01
506,861							
SELECT SECTOR SPDR TR SBI INT-INDS	ETF	81369Y704	4,430	121,261	SH	Sole	01
121,261							
SELECT SECTOR SPDR TR SBI INT-UTILS	ETF	81369Y886	3,221	88,519	SH	Sole	01
88,519							

SELECT SECTOR SPDR TR SBI MATERIALS 98,432	ETF	81369Y100	3,622	98,432 SH	Sole	01
SELECT SECTOR SPDR TR TECHNOLOGY 2,368,438	ETF	81369Y803	73,007	2,368,438 SH	Sole	01
SEMPRA ENERGY COM 29,316	COM	816851109	1,891	29,316 SH	Sole	01
SHAW COMMUNICATIONS INC CL B CONV 40,301	CL B	82028K200	826	40,301 SH	Sole	01
SHAW COMMUNICATIONS INC. 478,093	COM	82028K200	9,801	478,093 SH	Sole	
SHIRE PLC SPONSORED ADR 6,437	SPONSORED ADR	82481R106	571	6,437 SH	Sole	01
SINGAPORE FD INC COM 7	COM	82929L109	-	7 SH	Sole	01
SKYWORKS SOLUTIONS INC COM 118,528	COM	83088M102	2,793	118,528 SH	Sole	01
SOCIEDAD QUIMICA MINERA DE C SPON ADR SER B 19,853	SPONSORED ADR	833635105	1,224	19,853 SH	Sole	01
SODASTREAM INTERNATIONAL LTD USD SHS 63,289	COM	M9068E105	2,479	63,289 SH	Sole	01
SONIC AUTOMOTIVE INC CL A 39,557	CL A	83545G102	751	39,557 SH	Sole	01
SOUTHERN CO COM 30,601	COM	842587107	1,410	30,601 SH	Sole	01

<TABLE>
<CAPTION>

COLUMN 8	COLUMN 1	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 SHARED NONE								
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
<C> <C>								
SPDR DOW JONES INDL AVRG ETF UT SER 1 372,451	ETF	78467X109	49,927	372,451 SH	Sole	01		
SPDR GOLD TRUST GOLD SHS 175,869	ETF	78463V107	30,230	175,869 SH	Sole	01		
SPDR INDEX SHS FDS ASIA PACIF ETF 117,220	ETF	78463X301	8,535	117,220 SH	Sole	01		
SPDR INDEX SHS FDS DJ GLB RL ES ETF 7,811	ETF	78463X749	317	7,811 SH	Sole	01		
SPDR INDEX SHS FDS DJ INTL RL ETF 189,744	ETF	78463X863	7,447	189,744 SH	Sole	01		
SPDR INDEX SHS FDS EMERG MKTS ETF 144,810	ETF	78463X509	9,189	144,810 SH	Sole	01		
SPDR INDEX SHS FDS EURO STOXX 50 86,186	ETF	78463X202	2,674	86,186 SH	Sole	01		
SPDR INDEX SHS FDS S&P CHINA ETF 189,899	ETF	78463X400	12,364	189,899 SH	Sole	01		
SPDR INDEX SHS FDS S&P INTL ETF 267,638	ETF	78463X772	12,100	267,638 SH	Sole	01		
SPDR INDEX SHS FDS S&P INTL SMLCP 248,542	ETF	78463X871	6,793	248,542 SH	Sole	01		
SPDR INDEX SHS FDS S&P WRLD EX US 1,399,698	ETF	78463X889	33,453	1,399,698 SH	Sole	01		
SPDR S&P 500 ETF TR TR UNIT 2,128,964	ETF	78462F103	306,507	2,128,964 SH	Sole	01		
SPDR S&P MIDCAP 400 ETF TR UTSER1 S&PDCRP 21,714	ETF	78467Y107	3,907	21,714 SH	Sole	01		
SPDR SERIES TRUST BARCL CAP TIPS 211,472	ETF	78464A656	12,832	211,472 SH	Sole	01		
SPDR SERIES TRUST BRCLYS 1-3MT ETF 1,137,858	ETF	78464A680	52,125	1,137,858 SH	Sole	01		
SPDR SERIES TRUST BRCLYS AGG ETF 648,714	ETF	78464A649	38,391	648,714 SH	Sole	01		
SPDR SERIES TRUST BRCLYS CAP CONV 40,651	ETF	78464A359	1,609	40,651 SH	Sole	01		
SPDR SERIES TRUST BRCLYS INTL ETF 21,354	ETF	78464A516	1,315	21,354 SH	Sole	01		
SPDR SERIES TRUST BRCLYS YLD ETF 1,261,621	ETF	78464A417	50,730	1,261,621 SH	Sole	01		
SPDR SERIES TRUST DB INT GVT ETF 63,312	ETF	78464A490	3,923	63,312 SH	Sole	01		
SPDR SERIES TRUST DJ REIT ETF 321,536	ETF	78464A607	23,138	321,536 SH	Sole	01		

SPDR SERIES TRUST NUVN BR SHT MUNI 626,836	ETF	78464A425	15,357	626,836	SH	Sole	01
SPDR SERIES TRUST NUVN BRCLY MUNI 521,484	ETF	78464A458	12,818	521,484	SH	Sole	01
SPDR SERIES TRUST S&P 600 SML CAP 156,380	ETF	78464A813	11,602	156,380	SH	Sole	01
SPDR SERIES TRUST S&P DIVID ETF 368,243	ETF	78464A763	21,395	368,243	SH	Sole	01
SPDR SERIES TRUST SHRT INTL ETF 41,861	ETF	78464A334	1,546	41,861	SH	Sole	01
STRYKER CORP COM 5,679	COM	863667101	316	5,679	SH	Sole	01
SUN COMMUNITIES INC COM 14,283	COM	866674104	630	14,283	SH	Sole	01
SUNTRUST BKS INC COM 101,296	COM	867914103	2,864	101,296	SH	Sole	01

<TABLE>
<CAPTION>

COLUMN 8	COLUMN 1	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	CUSIP	(x\$1000)	PRN AMT	PRN CALL	DISCRETION	MANAGERS
-----	-----	-----	-----	-----	-----	-----	-----
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
SUPERIOR ENERGY SVCS INC COM 85,672	COM	868157108	1,758	85,672	SH	Sole	01
SWIFT ENERGY CO COM 21,614	COM	870738101	451	21,614	SH	Sole	01
SYNGENTA AG SPONSORED ADR 12,469	SPONSORED ADR	87160A100	933	12,469	SH	Sole	01
SYNNEX CORP COM 2,515	COM	87162W100	82	2,515	SH	Sole	01
TAIWAN SEMICONDUCTOR MFG LTD SPONSORED ADR 76,878	SPONSORED ADR	874039100	1,216	76,878	SH	Sole	01
TAL INTL GROUP INC COM 19,248	COM	874083108	654	19,248	SH	Sole	01
TARGET CORP COM 15,601	COM	87612E106	990	15,601	SH	Sole	01
TATA MTRS LTD SPONSORED ADR 44,431	SPONSORED ADR	876568502	1,141	44,431	SH	Sole	01
TE CONNECTIVITY LTD REG SHS 68,431	COM	H84989104	2,327	68,431	SH	Sole	01
TELECOM CORP NEW ZEALAND LTD SPONSORED ADR DELET 85,173	SPONSORED ADR	879278208	842	85,173	SH	Sole	01
TELUS CORPORATION 170,021	COM	87971M202	10,631	170,021	SH	Sole	
TEVA PHARMACEUTICAL INDS LTD ADR 55,797	ADR	881624209	2,311	55,797	SH	Sole	01
THOMSON REUTERS CORPORATION 271,221	COM	884903105	7,827	271,221	SH	Sole	
TIM HORTONS INC 114,059	COM	88706M103	5,934	114,059	SH	Sole	
TIME WARNER INC COM NEW 68,189	COM	887317303	3,091	68,189	SH	Sole	01
TORONTO-DOMINION BANK/THE 51,947	COM	891160509	4,329	51,947	SH	Sole	
TOYOTA MOTOR CORP SP ADR REP2COM 29,059	COM	892331307	2,281	29,059	SH	Sole	01
TRANSALTA CORPORATION 100,640	COM	89346D107	1,538	100,640	SH	Sole	
TRANSCANADA CORPORATION 97,387	COM	89353D107	4,431	97,387	SH	Sole	
TREEHOUSE FOODS INC COM 67,865	COM	89469A104	3,563	67,865	SH	Sole	01
TRIUMPH GROUP INC NEW COM 117,028	COM	896818101	7,314	117,028	SH	Sole	01
TUPPERWARE BRANDS CORP COM 53,739	COM	899896104	2,880	53,739	SH	Sole	01
UGI CORP NEW COM 70,909	COM	902681105	2,251	70,909	SH	Sole	01
UMPQUA HLDGS CORP COM 51,597	COM	904214103	666	51,597	SH	Sole	01
UNITED TECHNOLOGIES CORP COM	COM	913017109	5,805	74,142	SH	Sole	01

74,142	VANGUARD BD INDEX FD INC INTERMED TERM	ETF	921937819	1,371	15,183	SH	Sole	01
15,183	VANGUARD BD INDEX FD INC LONG TERM BOND	ETF	921937793	5,130	53,069	SH	Sole	01
53,069	VANGUARD BD INDEX FD INC SHORT TRM BOND	ETF	921937827	37,568	461,235	SH	Sole	01
461,235	VANGUARD BD INDEX FD INC TOTAL BND MRKT	ETF	921937835	92,579	1,087,247	SH	Sole	01
1,087,247								

<TABLE>
<CAPTION>

COLUMN 8	COLUMN 1	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 SHARED NONE							
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
VANGUARD INDEX FDS GROWTH ETF	ETF	922908736	34,781	480,397	SH	Sole	01
VANGUARD INDEX FDS REIT ETF	ETF	922908553	4,639	71,404	SH	Sole	01
VANGUARD INDEX FDS SM CP VAL ETF	ETF	922908611	11,834	164,584	SH	Sole	01
VANGUARD INDEX FDS SML CP GRW ETF	ETF	922908595	19,745	223,765	SH	Sole	01
VANGUARD INDEX FDS VALUE ETF	ETF	922908744	37,823	644,121	SH	Sole	01
VANGUARD INTL EQUITY INDEX F ALLWRLD EX US	ETF	922042775	30,968	720,866	SH	Sole	01
VANGUARD INTL EQUITY INDEX F FTSE SMCAP ETF	ETF	922042718	11,654	133,265	SH	Sole	01
VANGUARD INTL EQUITY INDEX F GLB EX US ETF	ETF	922042676	2,654	51,595	SH	Sole	01
VANGUARD INTL EQUITY INDEX F MSCI EMR MKT	ETF	922042858	33,551	804,203	SH	Sole	01
VANGUARD INTL EQUITY INDEX F MSCI EUROPE	ETF	922042874	21,258	469,682	SH	Sole	01
VANGUARD INTL EQUITY INDEX F MSCI PAC ETF	ETF	922042866	20,046	398,051	SH	Sole	01
VANGUARD SCOTTSDALE FDS INT-TERM CORP	ETF	92206C870	15,863	180,942	SH	Sole	01
VANGUARD SCOTTSDALE FDS MORTG-BACK SEC	ETF	92206C771	9,752	184,460	SH	Sole	01
VANGUARD TAX MANAGED INTL FD MSCI EAFE ETF	ETF	921943858	17,850	542,884	SH	Sole	01
VANGUARD WHITEHALL FDS INC HIGH DIV YLD	ETF	921946406	6,179	122,606	SH	Sole	01
VERISIGN INC COM	COM	92343E102	2,180	44,764	SH	Sole	01
VERIZON COMMUNICATIONS INC COM	COM	92343V104	2,594	56,917	SH	Sole	01
VISA INC COM CL A	CL A	92826C839	2,325	17,317	SH	Sole	01
WABTEC CORP COM	COM	929740108	2,614	32,556	SH	Sole	01
WATERS CORP COM	COM	941848103	5,433	65,200	SH	Sole	01
WILLIAMS COS INC DEL COM	COM	969457100	4,023	115,036	SH	Sole	01
WILLIAMS SONOMA INC COM	COM	969904101	-	1	SH	Sole	01
WISDOMTREE TRUST ASIA PAC EXJP FD	ETF	97717W828	7,203	111,496	SH	Sole	01
WISDOMTREE TRUST AUSTRALIA DIV FD	ETF	97717W810	642	12,200	SH	Sole	01
WISDOMTREE TRUST EMERG MKTS ETF	ETF	97717W315	768	14,302	SH	Sole	01
WISDOMTREE TRUST EQTY INC ETF	ETF	97717W208	5,538	117,039	SH	Sole	01
WISDOMTREE TRUST EUROPE SMCP DV	ETF	97717W869	645	17,459	SH	Sole	01
WISDOMTREE TRUST SMALLCAP DIVID	ETF	97717W604	1,314	26,005	SH	Sole	01

WPP PLC ADR 12,338	ADR	92933H101	841	12,338	SH	Sole	01
WPX ENERGY INC COM 10	COM	98212B103	-	10	SH	Sole	01
YAMANA GOLD INC 4,981	COM	98462Y100	95	4,981	SH	Sole	
YUM BRANDS INC COM 101,501	COM	988498101	6,734	101,501	SH	Sole	01

</TABLE>