

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, 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 February 8, 2013

[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: 403 lines

Form 13F Information Table Value Total: 2,931,486
(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.

BAYTEX ENERGY CORP 83,426	COM	07317Q105	3,607	83,426 SH	Sole	
BCE INC 215,961	COM	05534B760	9,273	215,961 SH	Sole	
BECTON DICKINSON & CO COM 4,255	COM	075887109	333	4,255 SH	Sole	01

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VOTING AUTHORITY							
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NAME OF ISSUER	OF CLASS	CUSIP	(x\$1000)	PRN AMT	PRN CALL	DISCRETION	MANAGERS
SHARED NONE							SOLE
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BIO RAD LABS INC CL A 17,515	CL A	090572207	1,840	17,515 SH		Sole	01
BLACKROCK INC COM 3,645	COM	09247X101	753	3,645 SH		Sole	01
BOEING CO COM 34,789	COM	097023105	2,622	34,789 SH		Sole	01
BRIGGS & STRATTON CORP COM 12	COM	109043109	0	12 SH		Sole	01
BROOKFIELD ASSET MANAGEMENT INC 196,337	COM	112585104	7,196	196,337 SH		Sole	
BROOKFIELD ASSET MANAGEMENT INC 318,104	COM	112900105	5,411	318,104 SH		Sole	
BROOKFIELD OFFICE PROPERTIES CANADA 14,290	COM	112823109	422	14,290 SH		Sole	
BUCKEYE TECHNOLOGIES INC COM 18,140	COM	118255108	521	18,140 SH		Sole	01
CAE INC 361,930	COM	124765108	3,674	361,930 SH		Sole	
CAESARSTONE SDOT-YAM LTD ORD SHS 48,491	COM	M20598104	775	48,491 SH		Sole	01
CAMECO CORP COM 27,809	COM	13321L108	548	27,809 SH		Sole	01
CANADIAN NATIONAL RAILWAY COMPANY 105,112	COM	136375102	9,566	105,112 SH		Sole	
CANADIAN PACIFIC RAILWAY LTD 34,115	COM	13645T100	3,467	34,115 SH		Sole	
CASH AMER INTL INC COM 1,768	COM	14754D100	70	1,768 SH		Sole	01
CATAMARAN CORP COM 173,295	COM	148887102	8,162	173,295 SH		Sole	01
CATERPILLAR INC DEL COM 21,283	COM	149123101	1,907	21,283 SH		Sole	01
CENOVUS ENERGY INC 210,828	COM	15135U109	7,071	210,828 SH		Sole	
CERNER CORP COM 56,538	COM	156782104	4,382	56,538 SH		Sole	01
CHECK POINT SOFTWARE TECH LT ORD 15,915	COM	M22465104	758	15,915 SH		Sole	01
CHICAGO BRIDGE & IRON CO N V N Y REGISTRY SH	COM	167250109	861	18,566 SH		Sole	01
CHURCH & DWIGHT INC COM 34,869	COM	171340102	1,868	34,869 SH		Sole	01
CITIGROUP INC COM NEW 39,022	COM	172967424	1,544	39,022 SH		Sole	01
CITRIX SYS INC COM 18,349	COM	177376100	1,204	18,349 SH		Sole	01
CLAYMORE EXCHANGE TRD FD TR GUGG CHN SML CAP	COM	18383Q853	7,576	315,816 SH		Sole	01
CMS ENERGY CORP COM 15,903	COM	125896100	388	15,903 SH		Sole	01
COCA COLA CO COM 217,534	COM	191216100	7,886	217,534 SH		Sole	01
COMERICA INC COM 135,805	COM	200340107	4,120	135,805 SH		Sole	01
COMPANHIA DE BEBIDAS DAS AME SPON ADR PFD	SPONSORED ADR	20441W203	1,053	25,086 SH		Sole	01
COMPANHIA PARANAENSE ENERG C SPON ADR PFD	SPONSORED ADR	20441B407	502	32,676 SH		Sole	01

32,676 CONAGRA FOODS INC COM	COM	205887102	2,516	85,276 SH	Sole	01
85,276 CORNING INC COM	COM	219350105	0	17 SH	Sole	01
17 COTT CORPORATION	COM	22163N106	166	20,630 SH	Sole	
20,630 COVANTA HLDG CORP COM	COM	22282E102	1,062	57,678 SH	Sole	01
57,678 CRACKER BARREL OLD CTRY STOR COM	COM	22410J106	704	10,957 SH	Sole	01
10,957 CREDICORP LTD COM	COM	G2519Y108	1,179	8,047 SH	Sole	01
8,047 CUMMINS INC COM	COM	231021106	1,697	15,659 SH	Sole	01
15,659 CYPRESS SEMICONDUCTOR CORP COM	COM	232806109	2,029	187,154 SH	Sole	01
187,154 DANAHER CORP DEL COM	COM	235851102	5,560	99,469 SH	Sole	01
99,469 DIEBOLD INC COM	COM	253651103	2,680	87,554 SH	Sole	01
87,554 DIME CMNTY BANCSHARES COM	COM	253922108	504	36,293 SH	Sole	01
36,293 DOW CHEM CO COM	COM	260543103	2,136	66,065 SH	Sole	01
66,065 </TABLE>						

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DRIL-QUIP INC COM	COM	262037104	1,574	21,553 SH		Sole	01
21,553 DU PONT E I DE NEMOURS & CO COM	COM	263534109	4,382	97,427 SH		Sole	01
97,427 E M C CORP MASS COM	COM	268648102	3,538	139,832 SH		Sole	01
139,832 EAST WEST BANCORP INC COM	COM	27579R104	3,153	146,716 SH		Sole	01
146,716 EATON CORP PLC SHS ADDED	COM	G29183103	2,576	47,550 SH		Sole	01
47,550 EBAY INC COM	COM	278642103	3,094	60,675 SH		Sole	01
60,675 ECOPETROL S A SPONSORED ADS	SPONSORED ADR	279158109	1,019	17,073 SH		Sole	01
17,073 EDISON INTL COM	COM	281020107	396	8,774 SH		Sole	01
8,774 ELAN PLC ADR	ADR	284131208	479	46,958 SH		Sole	01
46,958 EMERSON ELEC CO COM	COM	291011104	2,508	47,363 SH		Sole	01
47,363 ENBRIDGE INC	COM	29250N105	4,237	97,816 SH		Sole	
97,816 ENCANA CORPORATION	COM	292505104	4,321	218,678 SH		Sole	
218,678 ENCORE CAP GROUP INC COM	COM	292554102	841	27,475 SH		Sole	01
27,475 ENDO HEALTH SOLUTIONS INC COM	COM	29264F205	1,809	68,976 SH		Sole	01
68,976 ENPRO INDS INC COM	COM	29355X107	551	13,480 SH		Sole	01
13,480 ENTERGY CORP NEW COM	COM	29364G103	346	5,433 SH		Sole	01
5,433 EPL OIL & GAS INC COM	COM	26883D108	127	5,623 SH		Sole	01
5,623 EQUINIX INC COM NEW	COM	29444U502	2,426	11,763 SH		Sole	01
11,763 ERICSSON ADR B SEK 10	COM	294821608	1,190	117,775 SH		Sole	01
117,775 EXELIS INC COM	COM	30162A108	0	26 SH		Sole	01
26 EXELON CORP COM	COM	30161N101	1,857	62,452 SH		Sole	01
62,452							

EXXON MOBIL CORP 18,517	COM	453038408	796	18,517 SH	Sole	
EXXON MOBIL CORP COM 74,710	COM	30231G102	6,466	74,710 SH	Sole	01
FIRST INTST BANCSYSTEM INC COM CL A 42,369	CL A	32055Y201	654	42,369 SH	Sole	01
FIRST TR EXCHANGE TRADED FD INDL S PROD DUR 87,507	ETF	33734X150	1,700	87,507 SH	Sole	01
FIRST TR EXCHANGE TRADED FD TECH ALPHADEX 60,131	ETF	33734X176	1,304	60,131 SH	Sole	01
FIRSTENERGY CORP COM 6,278	COM	337932107	262	6,278 SH	Sole	01
FOMENTO ECONOMICO MEXICANO S SPON ADR UNITS 13,282	SPONSORED ADR	344419106	1,337	13,282 SH	Sole	01
FOOT LOCKER INC COM 88,353	COM	344849104	2,838	88,353 SH	Sole	01
FORTINET INC COM 240,327	COM	34959E109	5,052	240,327 SH	Sole	01
FRANCO-NEVADA MINING CORPORATION LIMITED 6,239	COM	351858105	357	6,239 SH	Sole	
GAP INC DEL COM 68,272	COM	364760108	2,119	68,272 SH	Sole	01
GENERAL DYNAMICS CORP COM 60,390	COM	369550108	4,183	60,390 SH	Sole	01
GENERAL ELECTRIC CO COM 112,097	COM	369604103	2,353	112,097 SH	Sole	01
GENTEX CORP COM 72,686	COM	371901109	1,370	72,686 SH	Sole	01
GILEAD SCIENCES INC COM 39,454	COM	375558103	2,898	39,454 SH	Sole	01
GOLAR LNG LTD BERMUDA SHS 26	COM	G9456A100	1	26 SH	Sole	01
GOLDCORP INC 5,132	COM	380956409	188	5,132 SH	Sole	
GRAINGER W W INC COM 1,713	COM	384802104	347	1,713 SH	Sole	01
GREAT PLAINS ENERGY INC COM 69,891	COM	391164100	1,419	69,891 SH	Sole	01
GRIFOLS S A SP ADR REP B NVT 69,924	SPONSORED ADR	398438408	1,813	69,924 SH	Sole	01
GROUPE CGI INC CL A SUB VTG 97,992	CL A	39945C109	2,267	97,992 SH	Sole	01
GT ADVANCED TECHNOLOGIES INC COM 69,091	COM	36191U106	209	69,091 SH	Sole	01
GULFPORT ENERGY CORP COM NEW 3,808	COM	402635304	146	3,808 SH	Sole	01

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HALLIBURTON CO COM 69,279	COM	406216101	2,403	69,279 SH		Sole		01	
HANGER INC COM NEW 28,500	COM	41043F208	780	28,500 SH		Sole		01	
HDFC BANK LTD ADR REPS 3 SHS 30,592	ADR	40415F101	1,246	30,592 SH		Sole		01	
HEINZ H J CO COM 42,584	COM	423074103	2,456	42,584 SH		Sole		01	
HELEN OF TROY CORP LTD COM 17,698	COM	G4388N106	591	17,698 SH		Sole		01	
HESS CORP COM 38,349	COM	42809H107	2,031	38,349 SH		Sole		01	
HMS HLDGS CORP COM 109,331	COM	40425J101	2,834	109,331 SH		Sole		01	
HOSPIRA INC COM 59,023	COM	441060100	1,844	59,023 SH		Sole		01	
ILLINOIS TOOL WKS INC COM	COM	452308109	292	4,807 SH		Sole		01	

4,807							
IMAX CORP COM	COM	45245E109	846	37,625 SH	Sole	01	
37,625							
INSIGHT ENTERPRISES INC COM	COM	45765U103	508	29,248 SH	Sole	01	
29,248							
INSPERITY INC COM	COM	45778Q107	675	20,744 SH	Sole	01	
20,744							
INTERCONTINENTAL HTLS GRP PL SPON							
ADR NEW 12 ADDED	SPONSORED ADR	45857P400	1,629	58,552 SH	Sole	01	
58,552							
INTERFACE, INC.	COM	85472N109	2,639	65,815 SH	Sole		
65,815							
INTERNATIONAL BUSINESS MACHS COM	COM	459200101	8,099	42,280 SH	Sole	01	
42,280							
INTERXION HOLDING N.V SHS	COM	N47279109	841	35,398 SH	Sole	01	
35,398							
ISHARES INC MSCI CDA INDEX	ETF	464286509	15,646	550,916 SH	Sole	01	
550,916							
ISHARES INC MSCI CHILE INVES	ETF	464286640	4,988	78,873 SH	Sole	01	
78,873							
ISHARES INC MSCI JAPAN	ETF	464286848	24,347	2,497,104 SH	Sole	01	
2,497,104							
ISHARES INC MSCI PAC J IDX	ETF	464286665	7,000	148,490 SH	Sole	01	
148,490							
ISHARES INC MSCI SWITZERLD	ETF	464286749	12,113	451,981 SH	Sole	01	
451,981							
ISHARES TR AGENCY BD FD	ETF	464288166	16,588	146,410 SH	Sole	01	
146,410							
ISHARES TR BARCLYS 10-20YR	ETF	464288653	332	2,461 SH	Sole	01	
2,461							
ISHARES TR BARCLYS 1-3 YR	ETF	464287457	18,961	224,607 SH	Sole	01	
224,607							
ISHARES TR BARCLYS 1-3YR CR	ETF	464288646	10,363	98,247 SH	Sole	01	
98,247							
ISHARES TR BARCLYS 20+ YR	ETF	464287432	58,453	482,367 SH	Sole	01	
482,367							
ISHARES TR BARCLYS 3-7 YR	ETF	464288661	1,918	15,564 SH	Sole	01	
15,564							
ISHARES TR BARCLYS 7-10 YR	ETF	464287440	42,189	392,494 SH	Sole	01	
392,494							
ISHARES TR BARCLYS CR BD	ETF	464288620	78,625	694,816 SH	Sole	01	
694,816							
ISHARES TR BARCLYS MBS BD	ETF	464288588	49,982	462,836 SH	Sole	01	
462,836							
ISHARES TR BARCLYS SH TREA	ETF	464288679	15,693	142,325 SH	Sole	01	
142,325							
ISHARES TR BARCLYS TIPS BD	ETF	464287176	37,731	310,770 SH	Sole	01	
310,770							
ISHARES TR BRC 0-5 YR TIP	ETF	46429B747	7,297	70,793 SH	Sole	01	
70,793							
ISHARES TR CORE S&P MCP ETF	ETF	464287507	49	483 SH	Sole	01	
483							
ISHARES TR CORE S&P500 ETF	ETF	464287200	3	18 SH	Sole	01	
18							
ISHARES TR CORE TOTUSD ETF	ETF	464287226	43,665	393,096 SH	Sole	01	
393,096							
ISHARES TR DJ HOME CONSTN	ETF	464288752	64,262	3,036,978 SH	Sole	01	
3,036,978							
ISHARES TR DJ INTL SEL DIVD	ETF	464288448	2,648	78,633 SH	Sole	01	
78,633							
ISHARES TR DJ SEL DIV INX	ETF	464287168	5,204	90,918 SH	Sole	01	
90,918							
ISHARES TR DJ US ENERGY	ETF	464287796	11,121	272,295 SH	Sole	01	
272,295							
ISHARES TR DJ US FINL SEC	ETF	464287788	11,532	189,990 SH	Sole	01	
189,990							
ISHARES TR DJ US HEALTHCR	ETF	464287762	11,566	138,504 SH	Sole	01	
138,504							
ISHARES TR DJ US INDUSTRL	ETF	464287754	11,636	158,677 SH	Sole	01	
158,677							
ISHARES TR DJ US REAL EST	ETF	464287739	141,534	2,188,551 SH	Sole	01	
2,188,551							
ISHARES TR DJ US TECH SEC	ETF	464287721	9,949	140,685 SH	Sole	01	
140,685							
ISHARES TR DJ US TELECOMM	ETF	464287713	1,993	82,137 SH	Sole	01	
82,137							
ISHARES TR DJ US UTILS	ETF	464287697	11,529	133,495 SH	Sole	01	
133,495							
ISHARES TR FLTG RATE NT	ETF	46429B655	24,610	486,462 SH	Sole	01	
486,462							
ISHARES TR HIGH YLD CORP	ETF	464288513	20,028	214,552 SH	Sole	01	
214,552							

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ISHARES TR IBOXX INV CPBD 113,331	ETF	464287242	13,712	113,331 SH	Sole	01		
ISHARES TR JPMORGAN USD 158,902	ETF	464288281	19,512	158,902 SH	Sole	01		
ISHARES TR LRGE GRW INDX 9,900	ETF	464287119	757	9,900 SH	Sole	01		
ISHARES TR MSCI ACWI EX 448,648	ETF	464288240	18,789	448,648 SH	Sole	01		
ISHARES TR MSCI ACWI INDX 102,123	ETF	464288257	4,910	102,123 SH	Sole	01		
ISHARES TR MSCI EAFE INDEX 980,840	ETF	464287465	55,771	980,840 SH	Sole	01		
ISHARES TR MSCI EMERG MKT 1,674,762	ETF	464287234	74,276	1,674,762 SH	Sole	01		
ISHARES TR MSCI GRW IDX 77,261	ETF	464288885	4,639	77,261 SH	Sole	01		
ISHARES TR MSCI SMALL CAP 49	ETF	464288273	2	49 SH	Sole	01		
ISHARES TR MSCI VAL IDX 95,148	ETF	464288877	4,628	95,148 SH	Sole	01		
ISHARES TR RUSL 2000 GROW 201	ETF	464287648	19	201 SH	Sole	01		
ISHARES TR RUSL 2000 VALU 1,054	ETF	464287630	80	1,054 SH	Sole	01		
ISHARES TR RUSSELL 1000 7,443	ETF	464287622	589	7,443 SH	Sole	01		
ISHARES TR RUSSELL 2000 575	ETF	464287655	48	575 SH	Sole	01		
ISHARES TR RUSSELL1000GRW 3,448	ETF	464287614	226	3,448 SH	Sole	01		
ISHARES TR RUSSELL1000VAL 46,193	ETF	464287598	3,364	46,193 SH	Sole	01		
ISHARES TR S&P 500 VALUE 294	ETF	464287408	20	294 SH	Sole	01		
ISHARES TR S&P CAL AMTFR MN 150	ETF	464288356	17	150 SH	Sole	01		
ISHARES TR S&P GL UTILITI 70,369	ETF	464288711	2,901	70,369 SH	Sole	01		
ISHARES TR S&P GLO INFRAS 150,016	ETF	464288372	5,357	150,016 SH	Sole	01		
ISHARES TR S&P INDIA 50 50,207	ETF	464289529	1,251	50,207 SH	Sole	01		
ISHARES TR S&P MC 400 GRW 172	ETF	464287606	20	172 SH	Sole	01		
ISHARES TR S&P MIDCP VALU 115	ETF	464287705	10	115 SH	Sole	01		
ISHARES TR S&P NTL AMTFREE 46,266	ETF	464288414	5,119	46,266 SH	Sole	01		
ISHARES TR S&P500 GRW 751	ETF	464287309	57	751 SH	Sole	01		
ISHARES TR US PFD STK INDX 91,544	ETF	464288687	3,627	91,544 SH	Sole	01		
ITC HLDGS CORP COM 3,235	COM	465685105	249	3,235 SH	Sole	01		
JOHNSON & JOHNSON COM 5,105	COM	478160104	358	5,105 SH	Sole	01		
JOHNSON CTLS INC COM 12,216	COM	478366107	375	12,216 SH	Sole	01		
JOY GLOBAL INC COM 29,726	COM	481165108	1,896	29,726 SH	Sole	01		
JPMORGAN CHASE & CO COM 107,986	COM	46625H100	4,748	107,986 SH	Sole	01		
KELLY SVCS INC CL A 41,239	CL A	488152208	649	41,239 SH	Sole	01		
KLA-TENCOR CORP COM 14,060	COM	482480100	672	14,060 SH	Sole	01		
KONINKLIJKE PHILIPS ELECTRS NY REG SH NEW 28,419	COM	500472303	754	28,419 SH	Sole	01		
KOPPERS HOLDINGS INC COM	COM	50060P106	622	16,299 SH	Sole	01		

16,299 LAKELAND FINL CORP COM	COM	511656100	617	23,891 SH	Sole	01
23,891 LENNAR CORP CL A	CL A	526057104	3,153	81,543 SH	Sole	01
81,543 LKQ CORP COM	COM	501889208	3,644	172,680 SH	Sole	01
172,680 LTC PPTYS INC COM	COM	502175102	610	17,332 SH	Sole	01
17,332 LUXOTTICA GROUP S P A SPONSORED ADR	ADR	55068R202	1	27 SH	Sole	01
27 MADDEN STEVEN LTD COM	COM	556269108	2	39 SH	Sole	01
39 MAGNA INTERNATIONAL INC.	COM	559222401	3,569	71,350 SH	Sole	
71,350 MAINSOURCE FINANCIAL GP INC COM	COM	56062Y102	87	6,893 SH	Sole	01
6,893 MARKET VECTORS ETF TR MV STEEL INDEX ETF		57060U308	5,595	114,920 SH	Sole	01
114,920 MARKET VECTORS ETF TR UNCVTL OIL GAS ETF		57060U159	2,989	131,323 SH	Sole	01
131,323 MARSH & MCLENNAN COS INC COM	COM	571748102	5,960	172,892 SH	Sole	01
172,892 MCDONALDS CORP COM	COM	580135101	7,816	88,604 SH	Sole	01
88,604 </TABLE>						

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	OF CLASS	(x\$1000)	PRN AMT	PRN CALL DISCRETION	MANAGERS	SOLE	
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MEDASSETS INC COM	COM	584045108	813	48,491 SH	Sole	01	
48,491 MEDICAL PPTYS TRUST INC COM	COM	58463J304	710	59,324 SH	Sole	01	
59,324 MEDTRONIC INC COM	COM	585055106	2,282	55,627 SH	Sole	01	
55,627 MELCO CROWN ENTMT LTD ADR	ADR	585464100	2,018	119,843 SH	Sole	01	
119,843 MICROSOFT CORP COM	COM	594918104	8,317	311,398 SH	Sole	01	
311,398 MTS SYS CORP COM	COM	553777103	624	12,261 SH	Sole	01	
12,261 MYR GROUP INC DEL COM	COM	55405W104	85	3,835 SH	Sole	01	
3,835 NATIONAL GRID PLC SPON ADR NEW	SPONSORED ADR	636274300	3,616	62,952 SH	Sole	01	
62,952 NATIONAL OILWELL VARCO INC COM	COM	637071101	2,546	37,256 SH	Sole	01	
37,256 NEWTEK BUSINESS SERVICES INC.	COM	652526104	56	30,000 SH	Sole		
30,000 NEXTERA ENERGY INC COM	COM	65339F101	2,692	38,909 SH	Sole	01	
38,909 NISOURCE INC COM	COM	65473P105	679	27,291 SH	Sole	01	
27,291 NOKIA CORP SPONSORED ADR	SPONSORED ADR	654902204	1,140	288,555 SH	Sole	01	
288,555 NORDSTROM INC COM	COM	655664100	2,787	52,093 SH	Sole	01	
52,093 NOVO-NORDISK A S ADR	SPONSORED ADR	670100205	673	4,122 SH	Sole	01	
4,122 NRG ENERGY INC COM NEW	COM	629377508	127	5,533 SH	Sole	01	
5,533 NV ENERGY INC COM	COM	67073Y106	501	27,596 SH	Sole	01	
27,596 OCCIDENTAL PETE CORP DEL COM	COM	674599105	3,331	43,486 SH	Sole	01	
43,486 OPEN TEXT CORP COM	COM	683715106	1,122	20,078 SH	Sole	01	
20,078 ORACLE CORP COM	COM	68389X105	5,671	170,213 SH	Sole	01	
170,213 ORIX CORP SPONSORED ADR	SPONSORED ADR	686330101	573	10,120 SH	Sole	01	
10,120							

PACWEST BANCORP DEL COM 3,373	COM	695263103	84	3,373 SH	Sole	01
PENNEY J C INC COM 62,271	COM	708160106	1,227	62,271 SH	Sole	01
PERRIGO CO COM 17,242	COM	714290103	1,794	17,242 SH	Sole	01
PETROLEO BRASILEIRO SA PETRO SPONSORED ADR 2	SPONSORED ADR	71654V408	0	2 SH	Sole	01
PFIZER INC COM 132,426	COM	717081103	3,321	132,426 SH	Sole	01
PG&E CORP COM 55,775	COM	69331C108	2,241	55,775 SH	Sole	01
PHILIP MORRIS INTL INC COM 83,186	COM	718172109	6,958	83,186 SH	Sole	01
PHILIPPINE LONG DISTANCE TEL SPONSORED ADR 16,803	SPONSORED ADR	718252604	1,030	16,803 SH	Sole	01
PIMCO ETF TR 1-5 US TIP IDX 3,187	ETF	72201R205	172	3,187 SH	Sole	01
PIONEER NAT RES CO COM 38,325	COM	723787107	4,085	38,325 SH	Sole	01
POLARIS INDS INC COM 22,280	COM	731068102	1,875	22,280 SH	Sole	01
POWERSHARES ETF TRUST DYN PHRMA PORT 59,836	ETF	73935X799	2,066	59,836 SH	Sole	01
POWERSHARES ETF TRUST ENERGY SEC POR 47,713	ETF	73935X385	2,046	47,713 SH	Sole	01
POWERSHARES ETF TRUST II INTL CORP BOND 40,545	ETF	73936Q835	1,201	40,545 SH	Sole	01
POWERSHARES ETF TRUST II SENIOR LN PORT 102,085	ETF	73936Q769	2,550	102,085 SH	Sole	01
POWERSHARES ETF TRUST ZACKS MC PRFTL 2,663	ETF	73935X740	32	2,663 SH	Sole	01
POWERSHARES GLOBAL ETF TRUST ASIA PAC EX-JP 48,825	ETF	73936T854	2,791	48,825 SH	Sole	01
POWERSHARES GLOBAL ETF TRUST I-30 LAD TREAS 17,139	ETF	73936T524	559	17,139 SH	Sole	01
POWERSHARES GLOBAL ETF TRUST INSUR NATL MUN 373,449	ETF	73936T474	9,616	373,449 SH	Sole	01

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

NAME OF ISSUER SHARED NONE	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ CALL	INVESTMENT DISCRETION	OTHER MANAGERS	SOLE
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POWERSHS DB MULTI SECT COMM DB BASE METALS 16,265	ETF	73936B705	314	16,265 SH		Sole	01	
POWERSHS DB MULTI SECT COMM DB ENERGY FUND 25,587	ETF	73936B101	715	25,587 SH		Sole	01	
POWERSHS DB MULTI SECT COMM DB GOLD FUND 21,200	ETF	73936B606	1,216	21,200 SH		Sole	01	
POWERSHS DB MULTI SECT COMM DB PREC MTLS 45,406	ETF	73936B200	2,592	45,406 SH		Sole	01	
POWERSHS DB MULTI SECT COMM PS DB AGRICUL FD 86,418	ETF	73936B408	2,415	86,418 SH		Sole	01	
PPL CORP COM 104,447	COM	69351T106	2,990	104,447 SH		Sole	01	
PRAXAIR INC COM 25,842	COM	74005P104	2,828	25,842 SH		Sole	01	
PRETIUM RES INC COM 72,596	COM	74139C102	959	72,596 SH		Sole	01	
PRIVATEBANCORP INC COM	COM	742962103	1,075	70,190 SH		Sole	01	

70,190									
PROCTER & GAMBLE CO COM	COM	742718109	5,561	81,907	SH	Sole	01		
81,907									
PROSHARES TR PSHS ULPROSH NEW	ETF	74348A632	0	5	SH	Sole	01		
5									
PRUDENTIAL FINL INC COM	COM	744320102	5	100	SH	Sole	01		
100									
PRUDENTIAL PLC ADR	ADR	74435K204	1,426	49,935	SH	Sole	01		
49,935									
QUAKER CHEM CORP COM	COM	747316107	800	14,859	SH	Sole	01		
14,859									
QUALCOMM INC COM	COM	747525103	3,537	57,185	SH	Sole	01		
57,185									
RALCORP HLDGS INC NEW COM	COM	751028101	0	4	SH	Sole	01		
4									
RAMCO-GERSHENSON PPTYS TR COM SH BEN									
INT	COM	751452202	600	45,096	SH	Sole	01		
45,096									
RED HAT INC COM	COM	756577102	1	10	SH	Sole	01		
10									
RITCHIE BROS AUCTIONEERS INC	COM	767744105	4,089	195,733	SH	Sole	01		
195,733									
ROCKWOOD HLDGS INC COM	COM	774415103	1,702	34,406	SH	Sole	01		
34,406									
ROGERS COMMUNICATIONS INC.	COM	775109200	13,612	299,034	SH	Sole	01		
299,034									
ROPER INDS INC NEW COM	COM	776696106	4,256	38,178	SH	Sole	01		
38,178									
ROSS STORES INC COM	COM	778296103	2,959	54,708	SH	Sole	01		
54,708									
ROYAL BANK OF CANADA	COM	780087102	5,492	91,074	SH	Sole	01		
91,074									
ROYAL DUTCH SHELL PLC SPONS ADR A	SPONSORED ADR	780259206	738	10,704	SH	Sole	01		
10,704									
RYDEX ETF TRUST GUG S&P500 EQ WT	ETF	78355W106	43,355	813,103	SH	Sole	01		
813,103									
SANOFI SPONSORED ADR	ADR	80105N105	391	8,252	SH	Sole	01		
8,252									
SAP AG SPON ADR	SPONSORED ADR	803054204	1,629	20,263	SH	Sole	01		
20,263									
SASOL LTD SPONSORED ADR	SPONSORED ADR	803866300	936	21,631	SH	Sole	01		
21,631									
SCBT FINANCIAL CORP COM	COM	78401V102	96	2,401	SH	Sole	01		
2,401									
SCHLUMBERGER LTD COM	COM	806857108	1,855	26,766	SH	Sole	01		
26,766									
SELECT SECTOR SPDR TR SBI CONS DISCR	ETF	81369Y407	15,672	330,360	SH	Sole	01		
330,360									
SELECT SECTOR SPDR TR SBI CONS STPLS	ETF	81369Y308	15,464	443,103	SH	Sole	01		
443,103									
SELECT SECTOR SPDR TR SBI HEALTHCARE	ETF	81369Y209	3,573	89,592	SH	Sole	01		
89,592									
SELECT SECTOR SPDR TR SBI INT-ENERGY	ETF	81369Y506	3,804	53,261	SH	Sole	01		
53,261									
SELECT SECTOR SPDR TR SBI INT-FINL	ETF	81369Y605	33,498	2,043,817	SH	Sole	01		
2,043,817									
SELECT SECTOR SPDR TR SBI INT-INDS	ETF	81369Y704	29,536	779,311	SH	Sole	01		
779,311									

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COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COLUMN 7	COLUMN 8
VOTING AUTHORITY							
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NAME OF ISSUER	OF CLASS	CUSIP	(x\$1000)	PRN AMT	PRN CALL	DISCRETION	MANAGERS
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SELECT SECTOR SPDR TR SBI INT-UTILS	ETF	81369Y886	2,933	83,987	SH	Sole	01
83,987							
SELECT SECTOR SPDR TR SBI MATERIALS	ETF	81369Y100	11,745	312,878	SH	Sole	01
312,878							
SELECT SECTOR SPDR TR TECHNOLOGY	ETF	81369Y803	1,236	42,841	SH	Sole	01
42,841							
SEMPRA ENERGY COM	COM	816851109	1,569	22,118	SH	Sole	01
22,118							
SHAW COMMUNICATIONS INC CL B CONV	CL B	82028K200	831	36,180	SH	Sole	01

36,180	SHAW COMMUNICATIONS INC.	COM	82028K200	11,836	515,045	SH	Sole	
515,045	SKYWORKS SOLUTIONS INC COM	COM	83088M102	2,682	132,096	SH	Sole	01
132,096	SOCIEDAD QUIMICA MINERA DE C SPON							
ADR SER B		SPONSORED ADR	833635105	1,025	17,788	SH	Sole	01
17,788	SODASTREAM INTERNATIONAL LTD USD SHS	COM	M9068E105	2,464	54,880	SH	Sole	01
54,880	SONIC AUTOMOTIVE INC CL A	CL A	83545G102	733	35,099	SH	Sole	01
35,099	SOUTHERN CO COM	COM	842587107	994	23,216	SH	Sole	01
23,216	SPDR DOW JONES INDL AVRG ETF UT							
SER 1		ETF	78467X109	2	16	SH	Sole	01
16	SPDR GOLD TRUST GOLD SHS	ETF	78463V107	6,683	41,245	SH	Sole	01
41,245	SPDR INDEX SHS FDS ASIA PACIF ETF	ETF	78463X301	8,740	112,783	SH	Sole	01
112,783	SPDR INDEX SHS FDS DJ INTL RL ETF	ETF	78463X863	4,859	117,504	SH	Sole	01
117,504	SPDR INDEX SHS FDS EMERG MKTS ETF	ETF	78463X509	9,203	136,914	SH	Sole	01
136,914	SPDR INDEX SHS FDS EURO STOXX 50	ETF	78463X202	9,995	288,385	SH	Sole	01
288,385	SPDR INDEX SHS FDS S&P CHINA ETF	ETF	78463X400	14,078	190,014	SH	Sole	01
190,014	SPDR INDEX SHS FDS S&P INTL ETF	ETF	78463X772	14,682	305,181	SH	Sole	01
305,181	SPDR INDEX SHS FDS S&P INTL SMLCP	ETF	78463X871	7,127	250,496	SH	Sole	01
250,496	SPDR INDEX SHS FDS S&P WRLD EX US	ETF	78463X889	32,695	1,290,773	SH	Sole	01
1,290,773	SPDR S&P 500 ETF TR TR UNIT	ETF	78462F103	168,932	1,186,241	SH	Sole	01
1,186,241	SPDR S&P MIDCAP 400 ETF TR UT SER1							
S&PDCRP		ETF	78467Y107	64,761	348,722	SH	Sole	01
348,722	SPDR SER TR SHT TRM HGH YLD	ETF	78468R408	3,831	125,392	SH	Sole	01
125,392	SPDR SERIES TRUST BARCLYS TIPS ETF	ETF	78464A656	12,239	201,572	SH	Sole	01
201,572	SPDR SERIES TRUST BRC CNV SECS ETF	ETF	78464A359	1,372	34,040	SH	Sole	01
34,040	SPDR SERIES TRUST BRC HGH YLD BD	ETF	78464A417	54,942	1,349,597	SH	Sole	01
1,349,597	SPDR SERIES TRUST BRCLYS 1-3MT ETF	ETF	78464A680	48,301	1,054,372	SH	Sole	01
1,054,372	SPDR SERIES TRUST BRCLYS AGG ETF	ETF	78464A649	41,456	705,389	SH	Sole	01
705,389	SPDR SERIES TRUST BRCLYS INTL ETF	ETF	78464A516	1,456	23,870	SH	Sole	01
23,870	SPDR SERIES TRUST DB INT GVT ETF	ETF	78464A490	1,302	20,496	SH	Sole	01
20,496	SPDR SERIES TRUST DJ REIT ETF	ETF	78464A607	18,033	247,134	SH	Sole	01
247,134	SPDR SERIES TRUST NUVN BR SHT MUNI	ETF	78464A425	16,427	675,727	SH	Sole	01
675,727								

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COLUMN 8	COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COLUMN 7		
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	TITLE		VALUE	SHRS OR	SH/ PUT/	INVESTMENT	OTHER	-----	
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SPDR SERIES TRUST NUVN BRCLY MUNI	ETF	78464A458	14,231	587,094	SH		Sole	01	
587,094	SPDR SERIES TRUST S&P 600 SML CAP	ETF	78464A813	11,957	159,194	SH	Sole	01	
159,194	SPDR SERIES TRUST S&P DIVID ETF	ETF	78464A763	19,097	328,358	SH	Sole	01	
328,358	SPDR SERIES TRUST S&P HOMEBUILD	ETF	78464A888	1	56	SH	Sole	01	

56							
SPDR SERIES TRUST SHRT INTL ETF	ETF	78464A334	1,646	44,920 SH	Sole	01	
44,920							
STRYKER CORP COM	COM	863667101	253	4,612 SH	Sole	01	
4,612							
SUN CMNTYS INC COM	COM	866674104	501	12,562 SH	Sole	01	
12,562							
SUNTRUST BKS INC COM	COM	867914103	2,614	92,220 SH	Sole	01	
92,220							
SUPERIOR ENERGY SVCS INC COM	COM	868157108	1,560	75,277 SH	Sole	01	
75,277							
SWIFT ENERGY CO COM	COM	870738101	293	19,012 SH	Sole	01	
19,012							
SYNGENTA AG SPONSORED ADR	SPONSORED ADR	87160A100	903	11,172 SH	Sole	01	
11,172							
SYNNEX CORP COM	COM	87162W100	79	2,285 SH	Sole	01	
2,285							
TAIWAN SEMICONDUCTOR MFG LTD							
SPONSORED ADR	SPONSORED ADR	874039100	1,179	68,693 SH	Sole	01	
68,693							
TAL INTL GROUP INC COM	COM	874083108	621	17,057 SH	Sole	01	
17,057							
TARGET CORP COM	COM	87612E106	1	14 SH	Sole	01	
14							
TATA MTRS LTD SPONSORED ADR	SPONSORED ADR	876568502	1,141	39,735 SH	Sole	01	
39,735							
TE CONNECTIVITY LTD REG SHS	COM	H84989104	2,313	62,314 SH	Sole	01	
62,314							
TELUS CORPORATION	COM	87971M202	11,914	182,902 SH	Sole		
182,902							
TEVA PHARMACEUTICAL INDS LTD ADR	ADR	881624209	1,798	48,154 SH	Sole	01	
48,154							
THOMSON REUTERS CORPORATION	COM	884903105	6,752	232,364 SH	Sole		
232,364							
TIM HORTONS INC	COM	88706M103	5,904	120,056 SH	Sole		
120,056							
TIME WARNER INC COM NEW	COM	887317303	2,970	62,087 SH	Sole	01	
62,087							
TORONTO-DOMINION BANK/THE	COM	891160509	5,601	66,418 SH	Sole		
66,418							
TOYOTA MOTOR CORP SP ADR REP2COM	COM	892331307	2,345	25,144 SH	Sole	01	
25,144							
TRANSALTA CORPORATION	COM	89346D107	1,518	99,628 SH	Sole		
99,628							
TRANSCANADA CORPORATION	COM	89353D107	4,562	96,407 SH	Sole		
96,407							
TREEHOUSE FOODS INC COM	COM	89469A104	2,982	57,200 SH	Sole	01	
57,200							
TRIUMPH GROUP INC NEW COM	COM	896818101	6,305	96,550 SH	Sole	01	
96,550							
TUPPERWARE BRANDS CORP COM	COM	899896104	3,136	48,919 SH	Sole	01	
48,919							
UGI CORP NEW COM	COM	902681105	1,925	58,840 SH	Sole	01	
58,840							
UMPQUA HLDGS CORP COM	COM	904214103	538	45,668 SH	Sole	01	
45,668							
UNITED TECHNOLOGIES CORP COM	COM	913017109	5,258	64,112 SH	Sole	01	
64,112							
VANGUARD BD INDEX FD INC INTERMED							
TERM	ETF	921937819	1,140	12,913 SH	Sole	01	
12,913							
VANGUARD BD INDEX FD INC LONG TERM							
BOND	ETF	921937793	5,238	55,798 SH	Sole	01	
55,798							
VANGUARD BD INDEX FD INC SHORT TRM							
BOND	ETF	921937827	33,918	418,794 SH	Sole	01	
418,794							
VANGUARD BD INDEX FD INC TOTAL BND							
MRKT	ETF	921937835	97,722	1,162,939 SH	Sole	01	
1,162,939							
VANGUARD INDEX FDS GROWTH ETF	ETF	922908736	33,296	467,770 SH	Sole	01	
467,770							
VANGUARD INDEX FDS LARGE CAP ETF	ETF	922908637	57	877 SH	Sole	01	
877							
VANGUARD INDEX FDS REIT ETF	ETF	922908553	7,205	109,495 SH	Sole	01	
109,495							
VANGUARD INDEX FDS SM CP VAL ETF	ETF	922908611	11,712	161,217 SH	Sole	01	
161,217							

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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/ PUT/ CALL	INVESTMENT DISCRETION	OTHER MANAGERS	SOLE
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VANGUARD INDEX FDS SMALL CP ETF 273	ETF	922908751	22	273 SH		Sole	01	
VANGUARD INDEX FDS SML CP GRW ETF 222,173	ETF	922908595	19,780	222,173 SH		Sole	01	
VANGUARD INDEX FDS TOTAL STK MKT 28	ETF	922908769	2	28 SH		Sole	01	
VANGUARD INDEX FDS VALUE ETF 629,961	ETF	922908744	37,042	629,961 SH		Sole	01	
VANGUARD INTL EQUITY INDEX F ALLWRLD EX US 1,094,368	ETF	922042775	50,067	1,094,368 SH		Sole	01	
VANGUARD INTL EQUITY INDEX F FTSE SMCAP ETF 129,767	ETF	922042718	11,795	129,767 SH		Sole	01	
VANGUARD INTL EQUITY INDEX F GLB EX US ETF 50,210	ETF	922042676	2,763	50,210 SH		Sole	01	
VANGUARD INTL EQUITY INDEX F MSCI EMR MKT ETF 745,067	ETF	922042858	33,178	745,067 SH		Sole	01	
VANGUARD INTL EQUITY INDEX F MSCI EUROPE ETF 910,142	ETF	922042874	44,451	910,142 SH		Sole	01	
VANGUARD INTL EQUITY INDEX F MSCI PAC ETF 398,361	ETF	922042866	21,268	398,361 SH		Sole	01	
VANGUARD SCOTTSDALE FDS INT-TERM CORP 281,583	ETF	92206C870	24,684	281,583 SH		Sole	01	
VANGUARD SCOTTSDALE FDS MORTG-BACK SEC 207,070	ETF	92206C771	10,809	207,070 SH		Sole	01	
VANGUARD TAX MANAGED INTL FD MSCI EAFE ETF 276,627	ETF	921943858	9,746	276,627 SH		Sole	01	
VANGUARD WHITEHALL FDS INC HIGH DIV YLD 135,569	ETF	921946406	6,694	135,569 SH		Sole	01	
VANGUARD WORLD FD EXTENDED DUR 382	ETF	921910709	44	382 SH		Sole	01	
VANGUARD WORLD FD MEGA CAP INDEX 1,197	ETF	921910873	58	1,197 SH		Sole	01	
VERISIGN INC COM 37,447	COM	92343E102	1,454	37,447 SH		Sole	01	
VERIZON COMMUNICATIONS INC COM 58,714	COM	92343V104	2,541	58,714 SH		Sole	01	
VISA INC COM CL A 15,713	CL A	92826C839	2,382	15,713 SH		Sole	01	
WABTEC CORP COM 68,699	COM	929740108	6,014	68,699 SH		Sole	01	
WATERS CORP COM 56,485	COM	941848103	4,921	56,485 SH		Sole	01	
WILLIAMS COS INC DEL COM 96,720	COM	969457100	3,167	96,720 SH		Sole	01	
WILLIAMS SONOMA INC COM 1	COM	969904101	0	1 SH		Sole	01	
WISDOMTREE TRUST ASIA PAC EXJP FD 108,314	ETF	97717W828	7,480	108,314 SH		Sole	01	
WISDOMTREE TRUST AUSTRALIA DIV FD 16,374	ETF	97717W810	952	16,374 SH		Sole	01	
WISDOMTREE TRUST EMERG MKTS ETF 19,682	ETF	97717W315	1,126	19,682 SH		Sole	01	
WISDOMTREE TRUST EQTY INC ETF 143,383	ETF	97717W208	6,567	143,383 SH		Sole	01	
WISDOMTREE TRUST EUROPE SMCP DV 22,675	ETF	97717W869	931	22,675 SH		Sole	01	
WISDOMTREE TRUST FUTRE STRAT FD 7,418	ETF	97717W125	299	7,418 SH		Sole	01	
WISDOMTREE TRUST GLB EX US UTIL 2,483	ETF	97717W653	46	2,483 SH		Sole	01	
WISDOMTREE TRUST JAPN HEDGE EQT 489,163	ETF	97717W851	18,040	489,163 SH		Sole	01	
WISDOMTREE TRUST SMALLCAP DIVID 35,899	ETF	97717W604	1,829	35,899 SH		Sole	01	

</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> WPX ENERGY INC COM 9 YAMANA GOLD INC 21,536 YUM BRANDS INC COM 87,576 </TABLE>	<C> COM COM COM	<C> 98212B103 98462Y100 988498101	<C> 0 371 5,815	<C> 9 SH 21,536 SH 87,576 SH	<C> <C>	<C> <C>	<C> Sole Sole Sole	<C> 01 01	