

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, 2013

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 3, 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: 434 lines

Form 13F Information Table Value Total: 3,332,213
(thousands)

List of Other Included Managers:

Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional investment managers with respect to which this report is filed, other than the manager filing this report.

No.	Form 13F File Number	Name
01	28-11546	Genworth Financial Wealth Management, Inc.

<TABLE>
<CAPTION>

COLUMN 1 COLUMN 8	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COLUMN 7	
VOTING NAME OF ISSUER AUTHORITY	TITLE	VALUE	SHRS OR	SH/ PUT/ INVESTMENT	OTHER		
SHARED NONE	OF CLASS	CUSIP	(x\$1000)	PRN AMT	PRN CALL DISCRETION	MANAGERS	SOLE
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3M CO COM 20,315	COM	88579Y101	2,160	20,315	SH	Sole	01
ABBOTT LABS COM 168,558	COM	002824100	5,953	168,558	SH	Sole	01
ABBVIE INC COM 112,240	COM	00287Y109	4,577	112,240	SH	Sole	01
ACACIA RESH CORP ACACIA TCH COM 30,474	COM	003881307	919	30,474	SH	Sole	01
AES CORP COM 213,841	COM	00130H105	2,688	213,841	SH	Sole	01
AFFILIATED MANAGERS GROUP COM 28,827	COM	008252108	4,427	28,827	SH	Sole	01
AIR PRODS & CHEMS INC COM 18,625	COM	009158106	1,623	18,625	SH	Sole	01
ALAMOS GOLD INC 15,722	COM	011527108	216	15,722	SH	Sole	
ALLSTATE CORP COM 2,024	COM	020002101	99	2,024	SH	Sole	01
AMEREN CORP COM 33,052	COM	023608102	1,157	33,052	SH	Sole	01
AMERICAN ELEC PWR INC COM 42,425	COM	025537101	2,063	42,425	SH	Sole	01
AMERICAN EQTY INVT LIFE HLD COM 44,512	COM	025676206	663	44,512	SH	Sole	01
AMERICAN SOFTWARE INC CL A 79	CLA	029683109	1	79	SH	Sole	01
AMERICAS CAR MART INC COM 10,685	COM	03062T105	499	10,685	SH	Sole	01
ANHEUSER BUSCH INBEV SA/NV SPONSOREDADR 14,752	SPONSORED ADR	03524A108	1,469	14,752	SH	Sole	01
ANN INC COM 19,492	COM	035623107	566	19,492	SH	Sole	01
APPLE INC COM 3,268	COM	037833100	1,447	3,268	SH	Sole	01
APPLIED MATLS INC COM 225,850	COM	038222105	3,044	225,850	SH	Sole	01
APPROACH RESOURCES INC COM 42,806	COM	03834A103	1,053	42,806	SH	Sole	01
ARM HLDGS PLC SPONSORED ADR 9,975	SPONSORED ADR	042068106	423	9,975	SH	Sole	01
ATLAS AIR WORLDWIDE HLDGS IN COM NEW 9,769	COM	049164205	398	9,769	SH	Sole	01
ATMOS ENERGY CORP COM 18,633	COM	049560105	795	18,633	SH	Sole	01
AURICO GOLD INC COM 205,274	COM	05155C105	1,291	205,274	SH	Sole	01
AUTOMATIC DATA PROCESSING IN COM 2,976	COM	053015103	194	2,976	SH	Sole	01
AVAGO TECHNOLOGIES LTD SHS 23,450	COM	Y0486S104	842	23,450	SH	Sole	01
B/E AEROSPACE INC COM 3	COM	073302101	0	3	SH	Sole	01
BAIDU INC SPON ADR REP A 6,565	SPONSORED ADR	056752108	576	6,565	SH	Sole	01
BANK OF AMERICA CORPORATION COM 213,007	COM	060505104	2,594	213,007	SH	Sole	01
BANK OF NOVA SCOTIA 112,902	COM	064149107	6,579	112,902	SH	Sole	
BARCLAYS BANK PLC ETN DJUBS GRNS37 3	ETN	06739H305	0	3	SH	Sole	01
BARCLAYS BANK PLC ETN DJUBSCOTTN38 2	ETN	06739H271	0	2	SH	Sole	01
BARCLAYS BK PLC 217	IPATH DYNM VIX06741L609		9	217	SH	Sole	01
BARCLAYS BK PLC 10 YR TREAS BEAR 326,746	ETF	06740L451	8,450	326,746	SH	Sole	01

BARCLAYS BK PLC IPATH S&P MT ETN	ETN	06740C519	0	10	SH	Sole	01
10							
BARCLAYS BK PLC IPSP CROIL ETN	ETN	06738C786	0	13	SH	Sole	01
13							
BARCLAYS BK PLC IPTH NAT GAS	ETN	06740P239	52,949	1,664,002	SH	Sole	01
1,664,002							
BARRICK GOLD CORPORATION	COM	067901108	904	30,756	SH	Sole	
30,756							
BASIC ENERGY SVCS INC NEW COM	COM	06985P100	382	27,945	SH	Sole	01
27,945							
BAXTER INTL INC COM	COM	071813109	7,448	102,538	SH	Sole	01
102,538							
BAYTEX ENERGY CORP	COM	07317Q105	2,134	50,899	SH	Sole	
50,899							
BCE INC	COM	05534B760	12,621	270,315	SH	Sole	
270,315							
BECTON DICKINSON & CO COM	COM	075887109	211	2,211	SH	Sole	01
2,211							

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COLUMN 1 COLUMN 8	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COLUMN 7	COLUMN 8
VOTING							
NAME OF ISSUER AUTHORITY	TITLE	VALUE	SHRS OR	SH/ PUT/	INVESTMENT	OTHER	
	OF CLASS	CUSIP	(x\$1000)	PRN AMT	PRN CALL	DISCRETION	MANAGERS
SHARED	NONE						SOLE

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BIO RAD LABS INC CL A	CLA	090572207	1,050	8,332	SH	Sole	01
8,332							
BLACKROCK INC COM	COM	09247X101	849	3,306	SH	Sole	01
3,306							
BOEING CO COM	COM	097023105	2,738	31,894	SH	Sole	01
31,894							
BROOKFIELD ASSET MANAGEMENT INC	COM	112585104	3,758	102,977	SH	Sole	
102,977							
BROOKFIELD ASSET MANAGEMENT INC	COM	112900105	4,670	271,986	SH	Sole	
271,986							
BROOKFIELD OFFICE PROPERTIES CANADA	COM	112823109	373	13,953	SH	Sole	
13,953							
BUCKEYE TECHNOLOGIES INC COM	COM	118255108	485	16,206	SH	Sole	01
16,206							
CAE INC	COM	124765108	1,775	181,635	SH	Sole	
181,635							
CAESARSTONE SDOT-YAM LTD ORD SHS	COM	M20598104	831	31,491	SH	Sole	01
31,491							
CAMECO CORP COM	COM	13321L108	927	44,605	SH	Sole	01
44,605							
CANADIAN NATIONAL RAILWAY COMPANY	COM	136375102	9,506	94,773	SH	Sole	
94,773							
CANADIAN PACIFIC RAILWAY LTD	COM	13645T100	3,397	26,039	SH	Sole	
26,039							
CARRIZO OIL & GAS INC COM	COM	144577103	98	3,812	SH	Sole	01
3,812							
CASH AMER INTL INC COM	COM	14754D100	85	1,628	SH	Sole	01
1,628							
CATAMARAN CORP COM	COM	148887102	7,847	147,972	SH	Sole	01
147,972							
CATERPILLAR INC DEL COM	COM	149123101	1,570	18,053	SH	Sole	01
18,053							
CENOVUS ENERGY INC	COM	15135U109	5,265	169,893	SH	Sole	
169,893							
CERNER CORP COM	COM	156782104	4,507	47,569	SH	Sole	01
47,569							
CHECK POINT SOFTWARE TECH LT ORD	COM	M22465104	664	14,121	SH	Sole	01
14,121							
CHICAGO BRIDGE & IRON CO N V N Y	COM	167250109	1,021	16,449	SH	Sole	01
16,449							
CHURCH & DWIGHT INC COM	COM	171340102	1,887	29,204	SH	Sole	01
29,204							
CITIGROUP INC COM NEW	COM	172967424	2,312	52,255	SH	Sole	01
52,255							

CITRIX SYS INC COM 16,215	COM	177376100	1,170	16,215	SH	Sole	01
CMS ENERGY CORP COM 14,074	COM	125896100	393	14,074	SH	Sole	01
COCA COLA CO COM 192,266	COM	191216100	7,775	192,266	SH	Sole	01
COMERICA INC COM 117,038	COM	200340107	4,208	117,038	SH	Sole	01
COMPANHIA DE BEBIDAS DAS AME SPON ADR PFD 23,261	SPONSORED ADR	20441W203	985	23,261	SH	Sole	01
COMPANHIA PARANAENSE ENERG C SPON ADR PFD 29,815	SPONSORED ADR	20441B407	461	29,815	SH	Sole	01
CONAGRA FOODS INC COM 78,786	COM	205887102	2,821	78,786	SH	Sole	01
CORNING INC COM 218,768	COM	219350105	2,916	218,768	SH	Sole	01
COTT CORPORATION 20,143	COM	22163N106	204	20,143	SH	Sole	
COVANTA HLDG CORP COM 27,621	COM	22282E102	557	27,621	SH	Sole	01
CRACKER BARREL OLD CTRY STOR COM 9,741	COM	22410J106	788	9,741	SH	Sole	01
CREDICORP LTD COM 7,445	COM	G2519Y108	1,236	7,445	SH	Sole	01
CUMMINS INC COM 14,310	COM	231021106	1,657	14,310	SH	Sole	01
CURRENCYSHARES EURO TR 1	EURO SHS	23130C108	0	1	SH	Sole	01
CYPRESS SEMICONDUCTOR CORP COM 152,587	COM	232806109	1,683	152,587	SH	Sole	01
DANAHER CORP DEL COM 107,819	COM	235851102	6,701	107,819	SH	Sole	01
DIEBOLD INC COM 4	COM	253651103	0	4	SH	Sole	01
DIME CMNTY BANCSHARES COM 32,184	COM	253922108	462	32,184	SH	Sole	01
DOW CHEM CO COM 60,998	COM	260543103	1,942	60,998	SH	Sole	01
DRIL-QUIP INC COM 18,137	COM	262037104	1,581	18,137	SH	Sole	01
DU PONT E I DE NEMOURS & CO COM 136,434	COM	263534109	6,707	136,434	SH	Sole	01
E M C CORP MASS COM 128,219	COM	268648102	3,063	128,219	SH	Sole	01
EAST WEST BANCORP INC COM 123,602	COM	27579R104	3,173	123,602	SH	Sole	01
EATON CORP PLC SHS 38,757	COM	G29183103	2,374	38,757	SH	Sole	01
EBAY INC COM 55,887	COM	278642103	3,030	55,887	SH	Sole	01
ECOPETROL S A SPONSORED ADS 15,805	SPONSORED ADR	279158109	862	15,805	SH	Sole	01

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COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COLUMN 7	COLUMN 8
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VOTING NAME OF ISSUER AUTHORITY	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION	OTHER MANAGERS	SOLE
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SHARED NONE

EDISON INTL COM 8,033	COM	281020107	404	8,033	SH		Sole	01	
ELAN PLC ADR 41,683	ADR	284131208	492	41,683	SH		Sole	01	
EMERSON ELEC CO COM 43,474	COM	291011104	2,429	43,474	SH		Sole	01	
ENBRIDGE INC 273,361	COM	29250N105	12,722	273,361	SH		Sole		
ENCANA CORPORATION 137,074	COM	292505104	2,667	137,074	SH		Sole		

ENCORE CAP GROUP INC COM 24,456	COM	292554102	736	24,456	SH	Sole	01
ENDO HEALTH SOLUTIONS INC COM 29,043	COM	29264F205	893	29,043	SH	Sole	01
ENPRO INDS INC COM 11,925	COM	29355X107	610	11,925	SH	Sole	01
ENTERGY CORP NEW COM 4,975	COM	29364G103	315	4,975	SH	Sole	01
EPL OIL & GAS INC COM 5,189	COM	26883D108	139	5,189	SH	Sole	01
EQUINIX INC COM NEW 9,886	COM	29444U502	2,138	9,886	SH	Sole	01
ERICSSON ADR B SEK 10 104,595	COM	294821608	1,318	104,595	SH	Sole	01
EXELON CORP COM 33,292	COM	30161N101	1,148	33,292	SH	Sole	01
EXPEDITORS INTL WASH INC COM 46,132	COM	302130109	1,648	46,132	SH	Sole	01
EXXON MOBIL CORP 12,479	COM	453038408	510	12,479	SH	Sole	
EXXON MOBIL CORP COM 60,265	COM	30231G102	5,430	60,265	SH	Sole	01
FIRST INTST BANCSYSTEM INC COM CL A 37,729	CL A	32055Y201	710	37,729	SH	Sole	01
FIRST TR EXCHANGE TRADED FD INDLS PROD DUR 69,589	ETF	33734X150	1,559	69,589	SH	Sole	01
FIRST TR EXCHANGE TRADED FD TECH ALPHADEX 62,722	ETF	33734X176	1,502	62,722	SH	Sole	01
FIRSTENERGY CORP COM 5,750	COM	337932107	243	5,750	SH	Sole	01
FOMENTO ECONOMICO MEXICANO S SPON ADR UNITS 12,315	SPONSORED ADR	344419106	1,398	12,315	SH	Sole	01
FOOT LOCKER INC COM 74,273	COM	344849104	2,543	74,273	SH	Sole	01
FORTINET INC COM 206,416	COM	34959E109	4,888	206,416	SH	Sole	01
GAP INC DEL COM 60,219	COM	364760108	2,132	60,219	SH	Sole	01
GENERAL DYNAMICS CORP COM 53,784	COM	369550108	3,792	53,784	SH	Sole	01
GENERAL ELECTRIC CO COM 103,274	COM	369604103	2,388	103,274	SH	Sole	01
GENESCO INC COM 1,071	COM	371532102	64	1,071	SH	Sole	01
GENTEX CORP COM 64,516	COM	371901109	1,291	64,516	SH	Sole	01
GILEAD SCIENCES INC COM 72,106	COM	375558103	3,529	72,106	SH	Sole	01
GOLDCORP INC 16,999	COM	380956409	572	16,999	SH	Sole	
GRAINGER W W INC COM 879	COM	384802104	198	879	SH	Sole	01
GREAT PLAINS ENERGY INC COM 41,519	COM	391164100	963	41,519	SH	Sole	01
GRIFOLS S A SP ADR REP B NVT 41,522	SPONSORED ADR	398438408	1,205	41,522	SH	Sole	01
GROUPE CGI INC CL A SUB VTG 85,324	CL A	39945C109	2,317	85,324	SH	Sole	01
GT ADVANCED TECHNOLOGIES INC COM 61,592	COM	36191U106	203	61,592	SH	Sole	01
GULFPORT ENERGY CORP COM NEW 31	COM	402635304	1	31	SH	Sole	01
HALLIBURTON CO COM 63,767	COM	406216101	2,577	63,767	SH	Sole	01
HANGER INC COM NEW 25,352	COM	41043F208	799	25,352	SH	Sole	01
HDFC BANK LTD ADR REPS 3 SHS 28,350	ADR	40415F101	1,061	28,350	SH	Sole	01
HEINZ H J CO COM 39,212	COM	423074103	2,834	39,212	SH	Sole	01
HELEN OF TROY CORP LTD COM 15,809	COM	G4388N106	606	15,809	SH	Sole	01
HESS CORP COM 35,373	COM	42809H107	2,533	35,373	SH	Sole	01
HMS HLDGS CORP COM 94,212	COM	40425J101	2,558	94,212	SH	Sole	01
HOSPIRA INC COM 54,547	COM	441060100	1,791	54,547	SH	Sole	01
ILLINOIS TOOL WKS INC COM 2,495	COM	452308109	152	2,495	SH	Sole	01

IMAX CORP COM 32,563	COM	45245E109	870	32,563	SH	Sole	01
INFORMATICA CORP COM 73,080	COM	45666Q102	2,519	73,080	SH	Sole	01
INSIGHT ENTERPRISES INC COM 26,148	COM	45765U103	539	26,148	SH	Sole	01
INSPERITY INC COM 18,467	COM	45778Q107	524	18,467	SH	Sole	01

<TABLE>
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COLUMN 1 COLUMN 8	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COLUMN 7		
VOTING NAME OF ISSUER AUTHORITY	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ PRN CALL	INVESTMENT DISCRETION	OTHER MANAGERS	SOLE
SHARED NONE								
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INTERCONTINENTAL HTLS GRP PL SPON ADR NEW 12 62,158	SPONSORED ADR	45857P400	1,891	62,158	SH	Sole	01	
INTERFACE, INC. 57,876	COM	85472N109	2,545	57,876	SH	Sole		
INTERNATIONAL BUSINESS MACHS COM 35,565	COM	459200101	7,586	35,565	SH	Sole	01	
ISHARES INC CORE MSCI EMKT 337,091	ETF	46434G103	17,111	337,091	SH	Sole	01	
ISHARES INC EM MKT MIN VOL 13	ETF	464286533	1	13	SH	Sole	01	
ISHARES INC MSCI AUSTRALIA 61	ETF	464286103	2	61	SH	Sole	01	
ISHARES INC MSCI CDA INDEX 1,146,795	ETF	464286509	32,695	1,146,795	SH	Sole	01	
ISHARES INC MSCI CHILE CAPP 79,845	ETF	464286640	5,183	79,845	SH	Sole	01	
ISHARES INC MSCI EMU INDEX 86	ETF	464286608	3	86	SH	Sole	01	
ISHARES INC MSCI JAPAN 1,254,746	ETF	464286848	13,551	1,254,746	SH	Sole	01	
ISHARES INC MSCI PAC J IDX 258,428	ETF	464286665	12,844	258,428	SH	Sole	01	
ISHARES INC MSCI SWEDEN 27	ETF	464286756	1	27	SH	Sole	01	
ISHARES INC MSCI SWITZ CAPP 570,288	ETF	464286749	16,744	570,288	SH	Sole	01	
ISHARES INC MSCI THAI CAPPED 13	ETF	464286624	1	13	SH	Sole	01	
ISHARES TR 10+ YR CR BD 43,062	ETF	464289511	2,604	43,062	SH	Sole	01	
ISHARES TR AGENCY BD FD 132,994	ETF	464288166	15,082	132,994	SH	Sole	01	
ISHARES TR BARCLAYS CMBS 11,015	ETF	46429B366	570	11,015	SH	Sole	01	
ISHARES TR BARCLYS 10-20YR 6,146	ETF	464288653	822	6,146	SH	Sole	01	
ISHARES TR BARCLYS 1-3 YR 188,908	ETF	464287457	15,957	188,908	SH	Sole	01	
ISHARES TR BARCLYS 1-3YR CR 98,159	ETF	464288646	10,360	98,159	SH	Sole	01	
ISHARES TR BARCLYS 20+ YR 229,699	ETF	464287432	27,049	229,699	SH	Sole	01	
ISHARES TR BARCLYS 3-7 YR 14,150	ETF	464288661	1,747	14,150	SH	Sole	01	
ISHARES TR BARCLYS 7-10 YR 258,976	ETF	464287440	27,798	258,976	SH	Sole	01	
ISHARES TR BARCLYS CR BD 775,603	ETF	464288620	87,310	775,603	SH	Sole	01	
ISHARES TR BARCLYS MBS BD 471,786	ETF	464288588	50,925	471,786	SH	Sole	01	
ISHARES TR BARCLYS SH TREA 460,471	ETF	464288679	50,758	460,471	SH	Sole	01	
ISHARES TR BARCLYS TIPS BD 392,501	ETF	464287176	47,598	392,501	SH	Sole	01	
ISHARES TR BRC 0-5 YR TIP 72,814	ETF	46429B747	7,536	72,814	SH	Sole	01	

ISHARES TR CORE S&P MCP ETF	ETF	464287507	56	483	SH	Sole	01
483							
ISHARES TR CORE S&P SCP ETF	ETF	464287804	4,878	56,034	SH	Sole	01
56,034							
ISHARES TR CORE TOTUSBD ETF	ETF	464287226	25,797	232,971	SH	Sole	01
232,971							
ISHARES TR DJ HOME CONSTN	ETF	464288752	71,406	2,988,948	SH	Sole	01
2,988,948							
ISHARES TR DJ INTL SEL DIVD	ETF	464288448	2,749	80,502	SH	Sole	01
80,502							
ISHARES TR DJ SEL DIV INX	ETF	464287168	7,623	120,244	SH	Sole	01
120,244							
ISHARES TR DJ US ENERGY	ETF	464287796	18,718	414,747	SH	Sole	01
414,747							
ISHARES TR DJ US FINL SEC	ETF	464287788	19,207	283,044	SH	Sole	01
283,044							
ISHARES TR DJ US HEALTHCR	ETF	464287762	19,761	204,952	SH	Sole	01
204,952							
ISHARES TR DJ US INDUSTRIAL	ETF	464287754	19,173	234,764	SH	Sole	01
234,764							
ISHARES TR DJ US REAL EST	ETF	464287739	210,844	3,034,599	SH	Sole	01
3,034,599							
ISHARES TR DJ US TECH SEC	ETF	464287721	24,971	340,620	SH	Sole	01
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ISHARES TR DJ US TELECOMM	ETF	464287713	2,270	93,422	SH	Sole	01
93,422							
ISHARES TR DJ US UTILS	ETF	464287697	19,851	204,441	SH	Sole	01
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ISHARES TR FLTG RATE NT	ETF	46429B655	34,748	685,633	SH	Sole	01
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ISHARES TR HGH DIV EQT FD	ETF	46429B663	16,600	253,971	SH	Sole	01
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ISHARES TR HIGH YLD CORP	ETF	464288513	28,512	302,196	SH	Sole	01
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ISHARES TR IBOXX INV CPBD	ETF	464287242	13,360	111,424	SH	Sole	01
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ISHARES TR JPMORGAN USD	ETF	464288281	55,828	474,605	SH	Sole	01
474,605							
ISHARES TR MSCI ACWI EX	ETF	464288240	21,090	492,069	SH	Sole	01
492,069							
ISHARES TR MSCI ACWI INDX	ETF	464288257	5,059	99,680	SH	Sole	01
99,680							
ISHARES TR MSCI EAFE INDEX	ETF	464287465	105	1,788	SH	Sole	01
1,788							
ISHARES TR MSCI EMERG MKT	ETF	464287234	40,561	948,346	SH	Sole	01
948,346							
ISHARES TR MSCI GRW IDX	ETF	464288885	4,092	64,651	SH	Sole	01
64,651							

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COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COLUMN 7	COLUMN 8
VOTING	TITLE	VALUE	SHRS OR	SH/ PUT/	INVESTMENT	OTHER	
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ISHARES TR MSCI VAL IDX	ETF	464288877	3,992	80,257	SH	Sole	01 80,257
ISHARES TR NASDQ BIO INDX	ETF	464287556	1	4	SH	Sole	01 4
ISHARES TR RUSL 2000 GROW	ETF	464287648	16,696	155,112	SH	Sole	01 155,112
ISHARES TR RUSL 2000 VALU	ETF	464287630	79	940	SH	Sole	01 940
ISHARES TR RUSSELL 1000	ETF	464287622	593	6,799	SH	Sole	01 6,799
ISHARES TR RUSSELL 2000	ETF	464287655	10,637	112,640	SH	Sole	01 112,640
ISHARES TR RUSSELL MCP VL	ETF	464287473	5	90	SH	Sole	01 90
ISHARES TR RUSSELL1000GRW	ETF	464287614	217	3,035	SH	Sole	01 3,035
ISHARES TR RUSSELL1000VAL	ETF	464287598	3,186	39,249	SH	Sole	01 39,249
ISHARES TR S&P 100 IDX FD	ETF	464287101	0	7	SH	Sole	01 7
ISHARES TR S&P 500 VALUE	ETF	464287408	22	294	SH	Sole	01 294
ISHARES TR S&P CAL AMTFR MN	ETF	464288356	17	150	SH	Sole	01 150
ISHARES TR S&P GL UTILITI	ETF	464288711	171	3,950	SH	Sole	01 3,950
ISHARES TR S&P GLO INFRAS	ETF	464288372	7,011	188,615	SH	Sole	01 188,615
ISHARES TR S&P INDIA 50	ETF	464289529	1,484	61,765	SH	Sole	01 61,765
ISHARES TR S&P MC 400 GRW	ETF	464287606	22	172	SH	Sole	01 172

ISHARES TR S&P MIDCP VALU	ETF	464287705	12	115	SH	Sole	01	115
ISHARES TR S&P NA SOFTWR	ETF	464287515	1	12	SH	Sole	01	12
ISHARES TR S&P NTL AMTFREE	ETF	464288414	4,071	36,953	SH	Sole	01	36,953
ISHARES TR S&P500 GRW	ETF	464287309	62	751	SH	Sole	01	751
ISHARES TR TRANSP AVE IDX	ETF	464287192	1	7	SH	Sole	01	7
ISHARES TR US PFD STK IDX	ETF	464288687	3,981	98,250	SH	Sole	01	98,250
ITC HLDGS CORP COM	COM	465685105	264	2,959	SH	Sole	01	2,959
JOHNSON & JOHNSON COM	COM	478160104	215	2,632	SH	Sole	01	2,632
JOHNSON CTLS INC COM	COM	478366107	225	6,423	SH	Sole	01	6,423
JOY GLOBAL INC COM	COM	481165108	1,570	26,373	SH	Sole	01	26,373
JPMORGAN CHASE & CO COM	COM	46625H100	2,864	60,339	SH	Sole	01	60,339
KELLY SVCS INC CL A	CL A	488152208	689	36,875	SH	Sole	01	36,875
KINROSS GOLD CORP	COM	496902404	70	8,843	SH	Sole	01	8,843
KLA-TENCOR CORP COM	COM	482480100	676	12,810	SH	Sole	01	12,810
KONINKLIJKE PHILIPS ELECTRS								
NY REG SH NEW	COM	500472303	724	24,508	SH	Sole	01	24,508
KOPPERS HOLDINGS INC COM	COM	50060P106	640	14,562	SH	Sole	01	14,562
LAKELAND FINL CORP COM	COM	511656100	494	18,517	SH	Sole	01	18,517
LENNAR CORP CL A	CL A	526057104	3,117	75,137	SH	Sole	01	75,137
LIFE TECHNOLOGIES CORP COM	COM	53217V109	1,510	23,369	SH	Sole	01	23,369
LKQ CORP COM	COM	501889208	3,159	145,161	SH	Sole	01	145,161
LTC PPTYS INC COM	COM	502175102	625	15,338	SH	Sole	01	15,338
MADDEN STEVEN LTD COM	COM	556269108	0	6	SH	Sole	01	6
MAGNA INTERNATIONAL INC.	COM	559222401	121	2,063	SH	Sole		2,063
MAINSOURCE FINANCIAL GP INC COM	COM	56062Y102	89	6,334	SH	Sole	01	6,334
MARKET VECTORS ETF TR COAL ETF	ETF	57060U837	378	16,513	SH	Sole	01	16,513
MARKET VECTORS ETF TR INDONESIA								
ETF	ETF	57060U753	1	21	SH	Sole	01	21
MARKET VECTORS ETF TR LATAM AGGR								
BD	ETF	57060U431	5,160	200,847	SH	Sole	01	200,847
MARKET VECTORS ETF TR MV STEEL								
INDEX	ETF	57060U308	5,066	116,353	SH	Sole	01	116,353
MARKET VECTORS ETF TR UNCVTL								
OIL GAS	ETF	57060U159	2,798	110,140	SH	Sole	01	110,140
MARSH & MCLENNAN COS INC COM	COM	571748102	5,607	147,669	SH	Sole	01	147,669
MCDONALDS CORP COM	COM	580135101	5,788	58,064	SH	Sole	01	58,064
MEDASSETS INC COM	COM	584045108	832	43,227	SH	Sole	01	43,227
MEDICAL PPTYS TRUST INC COM	COM	58463J304	845	52,667	SH	Sole	01	52,667

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COLUMN 1 COLUMN 8	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COLUMN 7
VOTING	TITLE	VALUE	SHRS OR	SH/ PUT/	INVESTMENT	OTHER
NAME OF ISSUER	OF CLASS	CUSIP	(x\$1000)	PRN AMT	PRN CALL	DISCRETION MANAGERS
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SHARED NONE						
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MEDTRONIC INC COM	COM	585055106	0	3	SH	Sole 01 3
MELCO CROWN ENTMT LTD ADR	ADR	585464100	1,494	63,988	SH	Sole 01 63,988
MICHAEL KORS HLDGS LTD SHS	COM	G60754101	2,565	45,165	SH	Sole 01 45,165
MICROSOFT CORP COM	COM	594918104	6,403	223,859	SH	Sole 01 223,859
MIZUHO FINL GROUP INC	SPONSORED					
SPONSORED ADR	ADR	60687Y109	597	139,819	SH	Sole 01 139,819
MOLSON COORS BREWING CO CL B	CL B	60871R209	2,256	46,099	SH	Sole 01 46,099
MTS SYS CORP COM	COM	553777103	636	10,934	SH	Sole 01 10,934
MYR GROUP INC DEL COM	COM	55405W104	87	3,524	SH	Sole 01 3,524
	SPONSORED					
NATIONAL GRID PLC SPON ADR NEW	ADR	636274300	2,127	36,673	SH	Sole 01 36,673
NATIONAL OILWELL VARCO INC COM	COM	637071101	1,901	26,872	SH	Sole 01 26,872
NEXTERA ENERGY INC COM	COM	65339F101	1,713	22,046	SH	Sole 01 22,046
NISOURCE INC COM	COM	65473P105	387	13,175	SH	Sole 01 13,175
	SPONSORED					
NOKIA CORP SPONSORED ADR	ADR	654902204	843	256,908	SH	Sole 01 256,908
NORDSTROM INC COM	COM	655664100	2,546	46,091	SH	Sole 01 46,091
NRG ENERGY INC COM NEW	COM	629377508	135	5,100	SH	Sole 01 5,100
NV ENERGY INC COM	COM	67073Y106	508	25,362	SH	Sole 01 25,362
OCCIDENTAL PETE CORP DEL COM	COM	674599105	2,998	38,260	SH	Sole 01 38,260
OPEN TEXT CORP COM	COM	683715106	1,050	17,794	SH	Sole 01 17,794
ORACLE CORP COM	COM	68389X105	4,687	144,978	SH	Sole 01 144,978
	SPONSORED					
ORIX CORP SPONSORED ADR	ADR	686330101	735	11,565	SH	Sole 01 11,565
PACIFIC CONTINENTAL CORP COM	COM	69412V108	93	8,303	SH	Sole 01 8,303
PACWEST BANCORP DEL COM	COM	695263103	90	3,095	SH	Sole 01 3,095
PENNEY J C INC COM	COM	708160106	870	57,584	SH	Sole 01 57,584
PERRIGO CO COM	COM	714290103	1,803	15,187	SH	Sole 01 15,187
PETROLEO BRASILEIRO SA PETRO	SPONSORED					

SPONSORED ADR	ADR	71654V408	0		SH	Sole	01	1
PFIZER INC COM	COM	717081103	3,145	108,984	SH	Sole	01	108,984
PG&E CORP COM	COM	69331C108	1,428	32,070	SH	Sole	01	32,070
PHILIP MORRIS INTL INC COM	COM	718172109	5,860	63,204	SH	Sole	01	63,204
PHILIPPINE LONG DISTANCE TEL	SPONSORED							
SPONSORED ADR	ADR	718252604	1,104	15,560	SH	Sole	01	15,560
PIONEER NAT RES CO COM	COM	723787107	4,004	32,228	SH	Sole	01	32,228
POLARIS INDS INC COM	COM	731068102	1,735	18,756	SH	Sole	01	18,756
POWERSHARES ETF TR II S&P500								
LOW VOL	ETF	73937B779	25,140	808,872	SH	Sole	01	808,872
POWERSHARES ETF TRUST DYN								
PHRMA PORT	ETF	73935X799	2,301	58,258	SH	Sole	01	58,258
POWERSHARES ETF TRUST ENERGY								
SEC POR	ETF	73935X385	1,496	30,153	SH	Sole	01	30,153
POWERSHARES ETF TRUST II INTL								
CORP BOND	ETF	73936Q835	3,326	116,440	SH	Sole	01	116,440
POWERSHARES ETF TRUST II SENIOR								
LN PORT	ETF	73936Q769	2,602	103,681	SH	Sole	01	103,681
POWERSHARES GLOBAL ETF TRUST ASIA								
PAC EX-JP	ETF	73936T854	3,229	55,484	SH	Sole	01	55,484
POWERSHARES GLOBAL ETF TRUST INSUR								
NATL MUN	ETF	73936T474	9,820	386,915	SH	Sole	01	386,915
POWERSHS DB MULTI SECT COMM DB								
BASE METALS	ETF	73936B705	190	10,830	SH	Sole	01	10,830
POWERSHS DB MULTI SECT COMM DB								
ENERGY FUND	ETF	73936B101	1,009	34,655	SH	Sole	01	34,655

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COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COLUMN 7	COLUMN 8
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VOTING NAME OF ISSUER AUTHORITY	TITLE OF CLASS	VALUE CUSIP	SHRS OR PRN AMT	SH/ PUT/ INVESTMENT DISCRETION	OTHER MANAGERS	SOLE
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POWERSHS DB MULTI SECT COMM DB GOLD FUND	ETF	73936B606	1,445	26,531	SH Sole	01 26,531
POWERSHS DB MULTI SECT COMM DB PREC MTL	ETF	73936B200	2,512	46,555	SH Sole	01 46,555
POWERSHS DB MULTI SECT COMM PS DB AGRICUL FD	ETF	73936B408	2,514	97,081	SH Sole	01 97,081
PPL CORP COM	COM	69351T106	1,568	50,064	SH Sole	01 50,064
PRAXAIR INC COM	COM	74005P104	1,693	15,181	SH Sole	01 15,181
PRETIUM RES INC COM	COM	74139C102	510	64,428	SH Sole	01 64,428
PRIVATEBANCORP INC COM	COM	742962103	1,169	61,887	SH Sole	01 61,887
PROCTER & GAMBLE CO COM	COM	742718109	3,518	45,649	SH Sole	01 45,649
PROGRESSIVE WASTE SOLUTIONS LTD	COM	74339G101	54	2,555	SH Sole	01 2,555
PROSHARES TR PSHS ULPROSH NEW	ETF	74348A632	0	4	SH Sole	01 4
PROSHARES TR PSHS ULTSH 20YRS	ETF	74347B201	0	2	SH Sole	01 2
PROSHARES TR SHRT 20+YR TRE	ETF	74347X849	0	9	SH Sole	01 9
PROTHENA CORP PLC SHS ADDED	COM	G72800108	4	548	SH Sole	01 548
PRUDENTIAL FINL INC COM	COM	744320102	6	100	SH Sole	01 100
PRUDENTIAL PLC ADR	ADR	74435K204	1,431	44,206	SH Sole	01 44,206
QUAKER CHEM CORP COM	COM	747316107	779	13,199	SH Sole	01 13,199
QUALCOMM INC COM	COM	747525103	3,902	58,298	SH Sole	01 58,298
QUALITY DISTR INC FLA COM	COM	74756M102	72	8,533	SH Sole	01 8,533
RAMCO-GERSHENSON PPTYS TR COM						
SH BEN INT	COM	751452202	672	40,015	SH Sole	01 40,015
RED HAT INC COM	COM	756577102	1	10	SH Sole	01 10
RITCHIE BROS AUCTIONEERS INC	COM	767744105	2,354	108,480	SH Sole	01 108,480
ROCKWOOD HLDGS INC COM	COM	774415103	1,990	30,417	SH Sole	01 30,417
ROGERS COMMUNICATIONS INC	COM	775109200	13,584	266,041	SH Sole	01 266,041
ROPER INDS INC NEW COM	COM	776696106	4,087	32,103	SH Sole	01 32,103
ROSS STORES INC COM	COM	778296103	0	5	SH Sole	01 5
ROYAL BANK OF CANADA	COM	780087102	4,764	79,002	SH Sole	01 79,002
ROYAL DUTCH SHELL PLC SPONS ADR ADR	ADR	780259206	635	9,752	SH Sole	01 9,752
RYDEX ETF TRUST GUG S&P500 EQ WT	ETF	78355W106	85,445	1,432,675	SH Sole	01 1,432,675
SANOFI SPONSORED ADR	ADR	80105N105	352	6,891	SH Sole	01 6,891
SPONSORED						
SAP AG SPON ADR	ADR	803054204	1,017	12,632	SH Sole	01 12,632
SPONSORED						
SASOL LTD SPONSORED ADR	ADR	803866300	891	20,087	SH Sole	01 20,087
SCBT FINANCIAL CORP COM	COM	78401V102	111	2,212	SH Sole	01 2,212
SCHLUMBERGER LTD COM	COM	806857108	1,828	24,415	SH Sole	01 24,415
SELECT SECTOR SPDR TR SBI						

CONS DISCR	ETF	81369Y407	24,182	456,269	SH	Sole	01	456,269
SELECT SECTOR SPDR TR SBI								
CONS STPLS	ETF	81369Y308	26,002	653,800	SH	Sole	01	653,800
SELECT SECTOR SPDR TR SBI								
HEALTHCARE	ETF	81369Y209	4,491	97,614	SH	Sole	01	97,614
SELECT SECTOR SPDR TR SBI								
INT-ENERGY	ETF	81369Y506	4,846	61,102	SH	Sole	01	61,102
SELECT SECTOR SPDR TR SBI								
INT-FINL	ETF	81369Y605	42,691	2,344,495	SH	Sole	01	2,344,495
SELECT SECTOR SPDR TR SBI								
INT-INDS	ETF	81369Y704	23,853	571,194	SH	Sole	01	571,194
SELECT SECTOR SPDR TR SBI								
INT-UTILS	ETF	81369Y886	1	23	SH	Sole	01	23
SELECT SECTOR SPDR TR SBI								
MATERIALS	ETF	81369Y100	21,547	549,952	SH	Sole	01	549,952
SEMPRA ENERGY COM	COM	816851109	849	10,618	SH	Sole	01	10,618
SHAW COMMUNICATIONS INC								
CL B CONV	CL B	82028K200	813	32,907	SH	Sole	01	32,907
SHAW COMMUNICATIONS INC.	COM	82028K200	12,432	502,899	SH	Sole		502,899

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SILVER WHEATON CORP COM	COM	828336107	538	17,161	SH	Sole	01 17,161
SKYWORKS SOLUTIONS INC COM	COM	83088M102	0	6	SH	Sole	01 6
SOCIEDAD QUIMICA MINERA DE	SPONSORED						
C SPON ADR SER B	ADR	833635105	914	16,487	SH	Sole	01 16,487
SODASTREAM INTERNATIONAL LTD							
USD SHS	COM	M9068E105	2,393	48,197	SH	Sole	01 48,197
SONIC AUTOMOTIVE INC CL A	CL A	83545G102	693	31,280	SH	Sole	01 31,280
SOUTHERN CO COM	COM	842587107	521	11,099	SH	Sole	01 11,099
SPDR DOW JONES INDL AVRG ETF UT							
SER 1	ETF	78467X109	36,388	250,401	SH	Sole	01 250,401
SPDR GOLD TRUST GOLD SHS	ETF	78463V107	9,899	64,084	SH	Sole	01 64,084
SPDR INDEX SHS FDS ASIA PACIF ETF	ETF	78463X301	9,579	125,557	SH	Sole	01 125,557
SPDR INDEX SHS FDS DJ INTL RL ETF	ETF	78463X863	7,670	178,332	SH	Sole	01 178,332
SPDR INDEX SHS FDS EMERG MKTS ETF	ETF	78463X509	13,188	201,962	SH	Sole	01 201,962
SPDR INDEX SHS FDS EURO STOXX 50	ETF	78463X202	3,327	100,688	SH	Sole	01 100,688
SPDR INDEX SHS FDS MSCI ACWI EXUS	ETF	78463X848	2	75	SH	Sole	01 75
SPDR INDEX SHS FDS S&P CHINA ETF	ETF	78463X400	11,684	167,032	SH	Sole	01 167,032
SPDR INDEX SHS FDS S&P INTL ETF	ETF	78463X772	18,704	384,782	SH	Sole	01 384,782
SPDR INDEX SHS FDS S&P INTL SMLCP	ETF	78463X871	8,254	269,305	SH	Sole	01 269,305
SPDR INDEX SHS FDS S&P WRLD EX US	ETF	78463X889	45,198	1,721,824	SH	Sole	01 1,721,824
SPDR S&P 500 ETF TR TR UNIT	ETF	78462F103	227,600	1,452,736	SH	Sole	01 1,452,736
SPDR S&P MIDCAP 400 ETF TR UTSER1							
S&PDCRP	ETF	78467Y107	34,915	166,482	SH	Sole	01 166,482
SPDR SER TR SHT TRM HGH YLD	ETF	78468R408	8,920	288,867	SH	Sole	01 288,867
SPDR SERIES TRUST BARCLYS TIPS ETF	ETF	78464A656	13,072	216,429	SH	Sole	01 216,429
SPDR SERIES TRUST BRC CNV SECS ETF	ETF	78464A359	1,701	40,117	SH	Sole	01 40,117
SPDR SERIES TRUST BRC HGH YLD BD	ETF	78464A417	45,556	1,108,147	SH	Sole	01 1,108,147
SPDR SERIES TRUST BRCLYS 1-3MT ETF	ETF	78464A680	27,015	589,724	SH	Sole	01 589,724
SPDR SERIES TRUST BRCLYS AGG ETF	ETF	78464A649	49,088	841,699	SH	Sole	01 841,699
SPDR SERIES TRUST BRCLYS INTL ETF	ETF	78464A516	5,218	89,196	SH	Sole	01 89,196
SPDR SERIES TRUST DB INT GVT ETF	ETF	78464A490	22,747	366,362	SH	Sole	01 366,362
SPDR SERIES TRUST DJ REIT ETF	ETF	78464A607	21,698	279,509	SH	Sole	01 279,509
SPDR SERIES TRUST INTR TRM CORP BD	ETF	78464A375	13,259	381,893	SH	Sole	01 381,893
SPDR SERIES TRUST LNG TRM CORP BD	ETF	78464A367	8,659	214,390	SH	Sole	01 214,390
SPDR SERIES TRUST NUVN BR SHT MUNI	ETF	78464A425	17,725	727,916	SH	Sole	01 727,916
SPDR SERIES TRUST NUVN BRCLY MUNI	ETF	78464A458	16,867	701,310	SH	Sole	01 701,310
SPDR SERIES TRUST S&P 600 SML CAP	ETF	78464A201	6,864	48,621	SH	Sole	01 48,621
SPDR SERIES TRUST S&P 600 SML CAP	ETF	78464A813	13,629	162,682	SH	Sole	01 162,682
SPDR SERIES TRUST S&P DIVID ETF	ETF	78464A763	13,603	206,134	SH	Sole	01 206,134
SPDR SERIES TRUST S&P RETAIL ETF	ETF	78464A714	1	17	SH	Sole	01 17
SPDR SERIES TRUST SHRT INTL ETF	ETF	78464A334	1,916	54,211	SH	Sole	01 54,211
STRYKER CORP COM	COM	863667101	157	2,403	SH	Sole	01 2,403
SUN CMNTYS INC COM	COM	866674104	549	11,139	SH	Sole	01 11,139
SUNTRUST BKS INC COM	COM	867914103	2,448	84,976	SH	Sole	01 84,976
SUPERIOR ENERGY SVCS INC COM	COM	868157108	1,735	66,822	SH	Sole	01 66,822
SWIFT ENERGY CO COM	COM	870738101	250	16,909	SH	Sole	01 16,909
SPONSORED							
SYNGENTA AG SPONSORED ADR	ADR	87160A100	849	10,135	SH	Sole	01 10,135

SYNNEX CORP COM	COM	87162W100	78	2,103	SH	Sole	01	2,103
TAIWAN SEMICONDUCTOR MFG LTD SPONSORED ADR	SPONSORED ADR	874039100	1,096	63,748	SH	Sole	01	63,748
TAL INTL GROUP INC COM	COM	874083108	688	15,190	SH	Sole	01	15,190
TATA MTRS LTD SPONSORED ADR	SPONSORED ADR	876568502	899	36,844	SH	Sole	01	36,844

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VOTING NAME OF ISSUER AUTHORITY	TITLE	VALUE	SHRS OR	SH/ PUT/ INVESTMENT	OTHER	SOLE
SHARED NONE	OF CLASS	CUSIP	(x\$1000)	PRN AMT	PRN	CALL DISCRETION MANAGERS
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TE CONNECTIVITY LTD REG SHS 57,368	COM	H84989104	2,405	57,368	SH	Sole 01
TELUS CORPORATION 178,589	COM	87971M103	12,342	178,589	SH	Sole
TEVA PHARMACEUTICAL INDS LTD ADR 42,100	ADR	881624209	1,671	42,100	SH	Sole 01
THOMSON REUTERS CORPORATION 212,342	COM	884903105	6,897	212,342	SH	Sole
TIFFANY & CO NEW COM 26,307	COM	886547108	1,829	26,307	SH	Sole 01
TIM HORTONS INC 112,902	COM	88706M103	6,133	112,902	SH	Sole
TIME WARNER INC COM NEW 57,142	COM	887317303	3,293	57,142	SH	Sole 01
TORONTO-DOMINION BANK/THE 56,795	COM	891160509	4,729	56,795	SH	Sole
TOYOTA MOTOR CORP SP ADR REP2COM 21,811	COM	892331307	2,239	21,811	SH	Sole 01
TRANSCANADA CORPORATION 82,441	COM	89353D107	3,948	82,441	SH	Sole
TREEHOUSE FOODS INC COM 49,145	COM	89469A104	3,202	49,145	SH	Sole 01
TRIUMPH GROUP INC NEW COM 82,510	COM	896818101	6,477	82,510	SH	Sole 01
TRW AUTOMOTIVE HLDGS CORP COM 34,293	COM	87264S106	1,886	34,293	SH	Sole 01
TUPPERWARE BRANDS CORP COM 44,866	COM	899896104	3,667	44,866	SH	Sole 01
UGI CORP NEW COM 15,502	COM	902681105	595	15,502	SH	Sole 01
UMPQUA HLDGS CORP COM 41,606	COM	904214103	552	41,606	SH	Sole 01
UNITED TECHNOLOGIES CORP COM 51,639	COM	913017109	4,825	51,639	SH	Sole 01
VALEANT PHARMACEUTICALS INTL COM 9,387	COM	91911K102	704	9,387	SH	Sole 01
VANGUARD BD INDEX FD INC INTERMED TERM 9,457	ETF	921937819	833	9,457	SH	Sole 01
VANGUARD BD INDEX FD INC LONG TERM BOND 126,117	ETF	921937793	11,559	126,117	SH	Sole 01
VANGUARD BD INDEX FD INC SHORT TRM BOND 418,157	ETF	921937827	33,867	418,157	SH	Sole 01
VANGUARD BD INDEX FD INC TOTAL BND MRKT 816,092	ETF	921937835	68,258	816,092	SH	Sole 01
VANGUARD INDEX FDS GROWTH ETF 489,472	ETF	922908736	37,939	489,472	SH	Sole 01
VANGUARD INDEX FDS MCAP VL IDXVIP 22,313	ETF	922908512	1,499	22,313	SH	Sole 01
VANGUARD INDEX FDS REIT ETF 131,662	ETF	922908553	9,286	131,662	SH	Sole 01
VANGUARD INDEX FDS S&P 500 ETF SH 986,558	ETF	922908413	70,677	986,558	SH	Sole 01
VANGUARD INDEX FDS SM CP VAL ETF	ETF	922908611	13,962	169,962	SH	Sole 01

169,962	VANGUARD INDEX FDS SML CP								
GRW ETF	ETF	922908595	18,517	185,316	SH	Sole	01		
185,316	VANGUARD INDEX FDS VALUE ETF	ETF	922908744	48,400	738,596	SH	Sole	01	
738,596	VANGUARD INTL EQUITY INDEX F								
ALLWRLD EX US	ETF	922042775	44,332	956,259	SH	Sole	01		
956,259	VANGUARD INTL EQUITY INDEX F FTSE								
EMR MKT ETF	ETF	922042858	12,404	289,168	SH	Sole	01		
289,168	VANGUARD INTL EQUITY INDEX F FTSE								
SMCAP ETF	ETF	922042718	12,216	129,343	SH	Sole	01		
129,343	VANGUARD INTL EQUITY INDEX F GLB								
EX US ETF	ETF	922042676	3,461	60,324	SH	Sole	01		
60,324	VANGUARD INTL EQUITY INDEX F MSCI								
EUROPE ETF	ETF	922042874	57,474	1,169,828	SH	Sole	01	1,	
169,828	VANGUARD INTL EQUITY INDEX F MSCI								
PAC ETF	ETF	922042866	24,591	423,767	SH	Sole	01		
423,767	VANGUARD MALVERN FDS STRM								
INFPROIDX	ETF	922020805	142	2,818	SH	Sole	01		
2,818	VANGUARD SCOTTSDALE FDS INT-TERM								
CORP	ETF	92206C870	788	9,020	SH	Sole	01		
9,020	VANGUARD SCOTTSDALE FDS MORTG-BACK								
SEC	ETF	92206C771	13,321	255,452	SH	Sole	01		
255,452	VANGUARD TAX MANAGED INTL FD MSCI								
EAFE ETF	ETF	921943858	9,507	260,954	SH	Sole	01		
260,954	VANGUARD WHITEHALL FDS INC HIGH								
DIV YLD	ETF	921946406	10,832	197,627	SH	Sole	01		
197,627									

<TABLE>
<CAPTION>

COLUMN 1
COLUMN 8

COLUMN 2

COLUMN 3

COLUMN 4

COLUMN 5

COLUMN 6

COLUMN 7

VOTING NAME OF ISSUER AUTHORITY	TITLE OF CLASS	VALUE CUSIP	SHRS OR (x\$1000)	SH/ PUT/ PRN AMT	INVESTMENT PRN CALL DISCRETION	OTHER MANAGERS	SOLE
SHARED NONE							
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
<C>	<C>						
VERISIGN INC COM	COM	92343E102	1,564	33,078	SH	Sole	01 33,078
VERIZON COMMUNICATIONS INC COM	COM	92343V104	0	3	SH	Sole	01 3
VERMILION ENERGY TRUST	COM	923725105	3,680	70,993	SH	Sole	01 70,993
VIRTUSA CORP COM	COM	92827P102	92	3,881	SH	Sole	01 3,881
VISA INC COM CL A	CL A	92826C839	2,430	14,309	SH	Sole	01 14,309
WABTEC CORP COM	COM	929740108	6,000	58,762	SH	Sole	01 58,762
WATERS CORP COM	COM	941848103	4,645	49,458	SH	Sole	01 49,458
WILLIAMS COS INC DEL COM	COM	969457100	2,302	61,440	SH	Sole	01 61,440
WILLIAMS SONOMA INC COM	COM	969904101	0	1	SH	Sole	01 1
WISDOMTREE TR ASIA LC DBT FD	ETF	97717X842	11,683	223,133	SH	Sole	01 223,133
WISDOMTREE TR EM LCL DEBT FD	ETF	97717X867	661	12,591	SH	Sole	01 12,591
WISDOMTREE TRUST ASIA PAC EXJP FD	ETF	97717W828	7,738	112,312	SH	Sole	01 112,312
WISDOMTREE TRUST AUSTRALIA DIV FD	ETF	97717W810	1,547	23,890	SH	Sole	01 23,890
WISDOMTREE TRUST EMERG MKTS ETF	ETF	97717W315	1,723	31,302	SH	Sole	01 31,302
WISDOMTREE TRUST EMG MKTS SMCAP	ETF	97717W281	1	16	SH	Sole	01 16
WISDOMTREE TRUST EQTY INC ETF	ETF	97717W208	10,074	196,803	SH	Sole	01 196,803
WISDOMTREE TRUST EUROPE SMCAP DV	ETF	97717W869	1,402	33,573	SH	Sole	01 33,573
WISDOMTREE TRUST JAPN HEDGE EQT	ETF	97717W851	17,311	400,805	SH	Sole	01 400,805
WISDOMTREE TRUST SMALLCAP DIVID	ETF	97717W604	3,004	52,654	SH	Sole	01 52,654
WPP PLC NEW ADR ADDED	ADR	92937A102	803	10,026	SH	Sole	01 10,026
WPX ENERGY INC COM	COM	98212B103	0	8	SH	Sole	01 8
YAMANA GOLD INC	COM	98462Y100	442	28,790	SH	Sole	01 28,790
YUM BRANDS INC COM	COM	988498101	3,001	41,718	SH	Sole	01 41,718

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