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GENWORTH FINANCIAL INC  
Form 13F-HR  
August 09, 2011

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

Form 13F

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: June 30, 2011

Check here if Amendment [ ] ; Amendment Number:

This Amendment (Check only one.): [ ] is a restatement.  
[ ] adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: Genworth Financial, Inc.  
Address: 6620 West Broad Street  
Richmond, Virginia 23230

Form 13F File Number: 28-11523

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: Patricia Merrill  
Title: Senior Counsel  
Phone: (804) 662-2711

Signature, Place, and Date of Signing:

/s/ Patricia Merrill Richmond, VA August 9, 2011  
-----  
[Signature] [City, State] [Date]

Report Type (Check only one.):

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

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

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

List of Other Managers Reporting for this Manager: NONE

FORM 13F SUMMARY PAGE

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Report Summary:

Number of Other Included Managers: 1

Form 13F Information Table Entry Total: 391 lines

Form 13F Information Table Value Total: 2,045,048  
(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
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01	28-11546	Genworth Financial Wealth Management, Inc.

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ CALL	INVESTMENT DISCRET
-----	-----	-----	-----	-----	-----	-----
3M CO COM	COM	88579Y101	7,498	79,047	SH	Sole
ABB LTD SPONSORED ADR	SPONSORED ADR	000375204	3,289	126,749	SH	Sole
ABBOTT LABS COM	COM	002824100	9,386	178,364	SH	Sole
ABERCROMBIE & FITCH CO CL A	CL A	002896207	4,907	73,323	SH	Sole
ACACIA RESH CORP ACACIA TCH COM	COM	003881307	5,665	154,395	SH	Sole
AES CORP COM	COM	00130H105	2,222	174,444	SH	Sole
AETNA INC NEW COM	COM	00817Y108	44	1,000	SH	Sole
AFFILIATED MANAGERS GROUP COM	COM	008252108	5,561	54,811	SH	Sole
AFLAC INC COM	COM	001055102	12	250	SH	Sole
AIR PRODS & CHEMS INC COM	COM	009158106	2,479	25,934	SH	Sole
AKAMAI TECHNOLOGIES INC COM	COM	00971T101	42	1,350	SH	Sole
ALBEMARLE CORP COM	COM	012653101	10,658	154,011	SH	Sole
ALCOA INC COM	COM	013817101	5,848	368,738	SH	Sole
ALEXANDER & BALDWIN INC COM	COM	014482103	4,058	84,256	SH	Sole
ALLSTATE CORP COM	COM	020002101	1,219	39,939	SH	Sole
AMAZON COM INC COM	COM	023135106	46	225	SH	Sole
AMERICAN AXLE & MFG HLDGS IN COM	COM	024061103	1,855	163,025	SH	Sole
AMERICAN ELEC PWR INC COM	COM	025537101	3,519	93,388	SH	Sole
AMERICAN EXPRESS CO COM	COM	025816109	0	2	SH	Sole
AMERICAS CAR MART INC COM	COM	03062T105	1,536	46,548	SH	Sole
ANALOG DEVICES INC COM	COM	032654105	31	800	SH	Sole
ANSYS INC COM	COM	03662Q105	52	950	SH	Sole
APPLE INC COM	COM	037833100	2,593	7,724	SH	Sole
APPLIED MATLS INC COM	COM	038222105	25	1,900	SH	Sole
ARKANSAS BEST CORP DEL COM	COM	040790107	3,024	127,441	SH	Sole
ASML HOLDING N V NY REG SHS	COM	N07059186	2,549	68,978	SH	Sole
ASSOCIATED BANC CORP COM	COM	045487105	2,154	154,930	SH	Sole
ASSURED GUARANTY LTD COM	COM	G0585R106	2,629	161,179	SH	Sole
AT&T INC COM	COM	00206R102	35	1,100	SH	Sole
AUTOMATIC DATA PROCESSING IN COM	COM	053015103	531	10,071	SH	Sole

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BAIDU INC SPON ADR REP A	ADR	056752108	1,852	13,219	SH	Sole
BALCHEM CORP COM	COM	057665200	1,487	33,956	SH	Sole
BANK OF AMERICA CORPORATION COM	COM	060505104	2	218	SH	Sole
BARCLAYS BK PLC 10 YR TREAS BEAR	ETF	06740L451	8,981	192,977	SH	Sole
BARCLAYS BK PLC DJUBS CMDT ETN36	ETF	06738C778	1,590	33,669	SH	Sole
BARCLAYS BK PLC US TRES FLATT	ETF	06740L485	15,009	316,779	SH	Sole
BARCLAYS PLC ADR	ADR	06738E204	1,693	103,048	SH	Sole
BARD C R INC COM	COM	067383109	5	50	SH	Sole
BAXTER INTL INC COM	COM	071813109	6,275	105,132	SH	Sole
BAYTEX ENERGY CORP	COM	07317Q105	2,428	43,000	SH	Sole
BCE INC.	COM	05534B760	6,117	150,100	SH	Sole
BE AEROSPACE INC COM	COM	073302101	5,505	134,883	SH	Sole
BECTON DICKINSON & CO COM	COM	075887109	473	5,494	SH	Sole
BEMIS INC COM	COM	081437105	531	15,705	SH	Sole
BHP BILLITON LTD SPONSORED ADR	ADR	088606108	3,117	32,934	SH	Sole

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ CALL	INVESTMENT DISCRET
BIO RAD LABS INC CL A	CL A	090572207	4,928	41,286	SH	Sole
BLACKROCK INC COM	COM	09247X101	375	1,956	SH	Sole
BLOUNT INTL INC NEW COM	COM	095180105	1,967	112,616	SH	Sole
BOEING CO COM	COM	097023105	6,991	94,569	SH	Sole
BRIGGS & STRATTON CORP COM	COM	109043109	6,124	308,345	SH	Sole
BRISTOW GROUP INC COM	COM	110394103	1,905	37,339	SH	Sole
BRITISH AMERN TOB PLC SPONSORED ADR	SPONSORED ADR	110448107	2,759	31,355	SH	Sole
BROOKFIELD ASSET MANAGEMENT INC.	COM	112585104	3,760	109,300	SH	Sole
BROOKFIELD PROPERTIES CORPORATION	COM	112900105	1,436	71,800	SH	Sole
CANADIAN NATIONAL RAILWAY COMPANY	COM	136375102	4,185	50,500	SH	Sole
CANADIAN PACIFIC RAILWAY LTD	COM	13645T100	2,657	41,100	SH	Sole
CAPITAL ONE FINL CORP COM	COM	14040H105	1,165	22,551	SH	Sole
CAPSTEAD MTG CORP COM NO PAR	COM	14067E506	1,192	88,973	SH	Sole
CARDINAL HEALTH INC COM	COM	14149Y108	1,488	32,753	SH	Sole
CARDTRONICS INC COM	COM	14161H108	1,255	53,537	SH	Sole
CATERPILLAR INC DEL COM	COM	149123101	2,950	27,714	SH	Sole
CENOVUS ENERGY INC.	COM	15135U109	4,344	111,200	SH	Sole
CENTRAL EUROPEAN DIST CORP COM	COM	153435102	942	84,089	SH	Sole
CERNER CORP COM	COM	156782104	7,807	127,756	SH	Sole
CHESAPEAKE ENERGY CORP COM	COM	165167107	3,826	128,851	SH	Sole
CHEVRON CORP NEW COM	COM	166764100	441	4,286	SH	Sole
CHINA UNICOM (HONG KONG) LTD SPONSORED ADR	ADR	16945R104	2,162	106,681	SH	Sole
CITY TELECOM H K LTD SPONSORED ADR	ADR	178677209	402	34,372	SH	Sole
CMS ENERGY CORP COM	COM	125896100	2,109	107,087	SH	Sole
COCA COLA CO COM	COM	191216100	4,444	66,045	SH	Sole
COINSTAR INC COM	COM	19259P300	1,364	25,001	SH	Sole
COMERICA INC COM	COM	200340107	2,038	58,964	SH	Sole
COMPANHIA BRASILEIRA DE DIST SPN ADR						
PFD CL A	CL A	20440T201	1,680	35,776	SH	Sole
COMPUTER SCIENCES CORP COM	COM	205363104	1,617	42,600	SH	Sole
CONSTELLATION ENERGY GROUP I COM	COM	210371100	3,660	96,412	SH	Sole
COOPER TIRE & RUBR CO COM	COM	216831107	824	41,637	SH	Sole
CORNING INC COM	COM	219350105	5,910	325,603	SH	Sole

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COSTCO WHSL CORP NEW COM	COM	22160K105	41	500	SH	Sole
COVIDIEN PLC SHS ADDED	COM	G2554F113	5,268	98,962	SH	Sole
CTC MEDIA INC COM	COM	12642X106	1,386	65,016	SH	Sole
CUBIC CORP COM	COM	229669106	988	19,385	SH	Sole
DANAHER CORP DEL COM	COM	235851102	7,714	145,573	SH	Sole
DELTA AIR LINES INC DEL COM NEW	COM	247361702	2,134	232,687	SH	Sole
DEVON ENERGY CORP NEW COM	COM	25179M103	7,765	98,533	SH	Sole
DEVRY INC DEL COM	COM	251893103	35	585	SH	Sole
DIME CMNTY BANCSHARES COM	COM	253922108	1,101	75,740	SH	Sole
DISCOVER FINL SVCS COM	COM	254709108	3,121	116,686	SH	Sole
DOMINION RES INC VA NEW COM	COM	25746U109	48	1,000	SH	Sole
DTE ENERGY CO COM	COM	233331107	2,111	42,194	SH	Sole
DU PONT E I DE NEMOURS & CO COM	COM	263534109	2,758	51,030	SH	Sole
E M C CORP MASS COM	COM	268648102	8,634	313,404	SH	Sole
EAST WEST BANCORP INC COM	COM	27579R104	5,465	270,404	SH	Sole
EBAY INC COM	COM	278642103	7,458	231,106	SH	Sole
EMERSON ELEC CO COM	COM	291011104	6,601	117,343	SH	Sole
ENBRIDGE INC.	COM	29250N105	4,087	121,400	SH	Sole

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ INVESTM DISCRET
ENCANA CORP.	COM	292505104	4,046	126,700	SH Sole
ENTERGY CORP NEW COM	COM	29364G103	2,583	37,825	SH Sole
EQUINIX INC COM NEW	COM	29444U502	11,742	116,233	SH Sole
EXELON CORP COM	COM	30161N101	1,870	43,647	SH Sole
EXPRESS SCRIPTS INC COM	COM	302182100	39	720	SH Sole
EXXON MOBIL CORP COM	COM	30231G102	7,135	87,671	SH Sole
FOMENTO ECONOMICO MEXICANO S SPON ADR UNITS	ADR	344419106	2,028	30,495	SH Sole
FULTON FINL CORP PA COM	COM	360271100	1,157	108,066	SH Sole
GENERAL DYNAMICS CORP COM	COM	369550108	2,725	36,569	SH Sole
GENERAL ELECTRIC CO COM	COM	369604103	25	1,320	SH Sole
GENERAL MLS INC COM	COM	370334104	45	1,200	SH Sole
GENON ENERGY INC COM	COM	37244E107	180	46,564	SH Sole
GENTEX CORP COM	COM	371901109	6,077	201,036	SH Sole
GEO GROUP INC COM	COM	36159R103	1,011	43,890	SH Sole
GILEAD SCIENCES INC COM	COM	375558103	2,300	55,549	SH Sole
GOLDMAN SACHS GROUP INC COM	COM	38141G104	27	205	SH Sole
GOODRICH CORP COM	COM	382388106	5,780	60,521	SH Sole
GOODRICH PETE CORP COM NEW	COM	382410405	840	45,619	SH Sole
GOOGLE INC CL A	CL A	38259P508	41	80	SH Sole
GRAINGER W W INC COM	COM	384802104	682	4,439	SH Sole
GROUPE CGI INC CL A SUB VTG	CL A	39945C109	6,248	253,476	SH Sole
GULF ISLAND FABRICATION INC COM	COM	402307102	1,936	59,960	SH Sole
HALLIBURTON CO COM	COM	406216101	4,772	93,578	SH Sole
HEWLETT PACKARD CO COM	COM	428236103	3,753	103,105	SH Sole
HMS HLDGS CORP COM	COM	40425J101	6,770	88,067	SH Sole
HOLOGIC INC.	COM	436440101	194	9,632	SH Sole
HOME DEPOT INC COM	COM	437076102	6	178	SH Sole
HONDA MOTOR LTD AMERN SHS	COM	438128308	2,419	62,642	SH Sole
HONEYWELL INTL INC COM	COM	438516106	51	850	SH Sole
ICICI BK LTD ADR	ADR	45104G104	2,243	45,496	SH Sole

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II VI INC COM	COM	902104108	53	2,070	SH	Sole
ILLINOIS TOOL WKS INC COM	COM	452308109	476	8,421	SH	Sole
INTERNATIONAL BUSINESS MACHS COM	COM	459200101	10,977	63,985	SH	Sole
ISHARES INC MSCI AUSTRALIA	ETF	464286103	505	19,393	SH	Sole
ISHARES INC MSCI FRANCE	ETF	464286707	253	9,144	SH	Sole
ISHARES INC MSCI GERMANY	ETF	464286806	1,900	70,649	SH	Sole
ISHARES INC MSCI HONG KONG	ETF	464286871	251	13,538	SH	Sole
ISHARES INC MSCI JAPAN	ETF	464286848	1,245	119,354	SH	Sole
ISHARES INC MSCI NETHR INVES	ETF	464286814	252	11,698	SH	Sole
ISHARES INC MSCI SINGAPORE	ETF	464286673	250	18,220	SH	Sole
ISHARES INC MSCI SWEDEN	ETF	464286756	252	7,944	SH	Sole
ISHARES INC MSCI SWITZERLD	ETF	464286749	999	37,533	SH	Sole
ISHARES INC MSCI UTD KINGD	ETF	464286699	752	42,233	SH	Sole
ISHARES TR AGENCY BD FD	ETF	464288166	4,395	39,694	SH	Sole
ISHARES TR BARCLY USAGG B	ETF	464287226	74,331	696,828	SH	Sole
ISHARES TR BARCLYS 10-20YR	ETF	464288653	73	633	SH	Sole
ISHARES TR BARCLYS 1-3 YR	ETF	464287457	13,450	159,555	SH	Sole
ISHARES TR BARCLYS 1-3YR CR	ETF	464288646	13,641	129,976	SH	Sole
ISHARES TR BARCLYS 20+ YR	ETF	464287432	11,698	124,317	SH	Sole
ISHARES TR BARCLYS 3-7 YR	ETF	464288661	20,167	172,217	SH	Sole

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ CALL	INVESTMENT DISCRETION
ISHARES TR BARCLYS 7-10 YR	ETF	464287440	17,434	181,868	SH	Sole
ISHARES TR BARCLYS CR BD	ETF	464288620	22,618	214,533	SH	Sole
ISHARES TR BARCLYS MBS BD	ETF	464288588	23,915	224,111	SH	Sole
ISHARES TR BARCLYS SH TREA	ETF	464288679	667	6,049	SH	Sole
ISHARES TR BARCLYS TIPS BD	ETF	464287176	16,399	148,223	SH	Sole
ISHARES TR BRC 0-5 YR TIP	ETF	46429B747	3,237	31,623	SH	Sole
ISHARES TR DJ INTL SEL DIVD	ETF	464288448	1,589	44,623	SH	Sole
ISHARES TR DJ SEL DIV INX	ETF	464287168	1,667	31,505	SH	Sole
ISHARES TR DJ US TECH SEC	ETF	464287721	13,015	200,173	SH	Sole
ISHARES TR DJ US TELECOMM	ETF	464287713	2,250	90,373	SH	Sole
ISHARES TR IBOXX INV CPBD	ETF	464287242	10,323	93,737	SH	Sole
ISHARES TR JPMORGAN USD	ETF	464288281	1,580	14,452	SH	Sole
ISHARES TR MRTG PLS CAP IDX	ETF	464288539	16,189	1,099,051	SH	Sole
ISHARES TR MSCI EAFE INDEX	ETF	464287465	23,865	396,824	SH	Sole
ISHARES TR MSCI EMERG MKT	ETF	464287234	41,084	863,115	SH	Sole
ISHARES TR MSCI GRW IDX	ETF	464288885	16,142	255,981	SH	Sole
ISHARES TR MSCI VAL IDX	ETF	464288877	16,745	319,864	SH	Sole
ISHARES TR NASDQ BIO INDX	ETF	464287556	915	8,581	SH	Sole
ISHARES TR RUSL 2000 GROW	ETF	464287648	3,900	41,118	SH	Sole
ISHARES TR RUSL 2000 VALU	ETF	464287630	3,132	42,661	SH	Sole
ISHARES TR RUSL 3000 VALU	ETF	464287663	9,424	105,099	SH	Sole
ISHARES TR RUSSELL 1000	ETF	464287622	6,911	93,534	SH	Sole
ISHARES TR RUSSELL 2000	ETF	464287655	20,077	242,470	SH	Sole
ISHARES TR RUSSELL MIDCAP	ETF	464287499	2	20	SH	Sole
ISHARES TR RUSSELL1000VAL	ETF	464287598	901	13,202	SH	Sole
ISHARES TR S&P 500 INDEX	ETF	464287200	10,397	78,517	SH	Sole
ISHARES TR S&P 500 VALUE	ETF	464287408	4,043	65,209	SH	Sole
ISHARES TR S&P CAL AMTFR MN	ETF	464288356	10	95	SH	Sole
ISHARES TR S&P GL UTILITI	ETF	464288711	6,960	151,543	SH	Sole
ISHARES TR S&P MC 400 GRW	ETF	464287606	2,275	20,509	SH	Sole
ISHARES TR S&P MIDCAP 400	ETF	464287507	7,565	77,436	SH	Sole

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ISHARES TR S&P MIDCP VALU	ETF	464287705	1,142	13,599	SH	Sole
ISHARES TR S&P NA SOFTWR	ETF	464287515	923	14,577	SH	Sole
ISHARES TR S&P NTL AMTFREE	ETF	464288414	3,715	35,890	SH	Sole
ISHARES TR S&P SMLCP GROW	ETF	464287887	143	1,774	SH	Sole
ISHARES TR S&P SMLCP VALU	ETF	464287879	286	3,846	SH	Sole
ISHARES TR S&P500 GRW	ETF	464287309	2,883	41,500	SH	Sole
ISHARES TR SMLL CORE INDX	ETF	464288505	286	2,980	SH	Sole
ISHARES TR SMLL GRWTH IDX	ETF	464288604	286	3,087	SH	Sole
ISHARES TR SMLL VAL INDX	ETF	464288703	285	3,318	SH	Sole
ISHARES TR US PFD STK IDX	ETF	464288687	1,576	39,744	SH	Sole
ITT CORP NEW COM	COM	450911102	5,223	88,626	SH	Sole
JACOBS ENGR GROUP INC DEL COM	COM	469814107	13	290	SH	Sole
JAKKS PAC INC COM	COM	47012E106	3,690	200,450	SH	Sole
JARDEN CORP COM	COM	471109108	3,458	100,205	SH	Sole
JOHNSON & JOHNSON COM	COM	478160104	513	7,707	SH	Sole
JOY GLOBAL INC COM	COM	481165108	4,039	42,408	SH	Sole
JPMORGAN CHASE & CO COM	COM	46625H100	10,680	260,869	SH	Sole
KEYCORP NEW COM	COM	493267108	2,128	255,411	SH	Sole
KONINKLIJKE PHILIPS ELECTRS NY REG SH NEW	COM	500472303	4,110	160,033	SH	Sole

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ CALL	INVESTM DISCRET
KRAFT FOODS INC CL A	CL A	50075N104	5,748	163,159	SH	Sole
KUBOTA CORP ADR	ADR	501173207	619	13,902	SH	Sole
KULICKE & SOFFA INDS INC COM	COM	501242101	1,229	110,315	SH	Sole
LIBERTY MEDIA CORP NEW INT COM SER A	CL A	53071M104	5,432	323,886	SH	Sole
LIFE TECHNOLOGIES CORP COM	COM	53217V109	5,288	101,551	SH	Sole
LINCOLN ELEC HLDGS INC COM	COM	533900106	17	480	SH	Sole
LINCOLN NATL CORP IND COM	COM	534187109	1,110	38,971	SH	Sole
LKQ CORP COM	COM	501889208	4,144	158,840	SH	Sole
LOCKHEED MARTIN CORP COM	COM	539830109	29	356	SH	Sole
LOEWS CORP COM	COM	540424108	4,278	101,631	SH	Sole
LOWES COS INC COM	COM	548661107	11,877	509,541	SH	Sole
M/I HOMES INC COM	COM	55305B101	3,110	253,684	SH	Sole
MADDEN STEVEN LTD COM	COM	556269108	2,999	79,955	SH	Sole
MAIDEN HOLDINGS LTD SHS	COM	G5753U112	1,436	157,778	SH	Sole
MAKITA CORP ADR NEW	ADR	560877300	1,073	22,956	SH	Sole
MARINEMAX INC COM	COM	567908108	1,468	167,533	SH	Sole
MARKET VECTORS ETF TR COAL ETF	ETF	57060U837	2,905	61,220	SH	Sole
MARSHALL & ILSLEY CORP NEW COM	COM	571837103	834	104,700	SH	Sole
MBIA INC COM	COM	55262C100	1,640	188,670	SH	Sole
MCDONALDS CORP COM	COM	580135101	11,452	135,816	SH	Sole
MECHEL OAO SPONSORED ADR	ADR	583840103	1,946	81,471	SH	Sole
MEDIDATA SOLUTIONS INC COM	COM	58471A105	867	36,333	SH	Sole
MEDTRONIC INC COM	COM	585055106	5,123	132,962	SH	Sole
MERCK & CO INC NEW COM	COM	58933Y105	27	775	SH	Sole
METLIFE INC COM	COM	59156R108	7,965	181,563	SH	Sole
MICROMET INC COM	COM	59509C105	1,043	181,773	SH	Sole
MICROSOFT CORP COM	COM	594918104	2,883	110,901	SH	Sole
MOLSON COORS BREWING CO CL B	CL B	60871R209	5,689	127,151	SH	Sole

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NALCO HOLDING COMPANY COM	COM	62985Q101	6,571	236,272	SH	Sole
NATIONAL GRID PLC SPON ADR NEW	SPONSORED ADR	636274300	3,878	78,454	SH	Sole
NEKTAR THERAPEUTICS COM	COM	640268108	766	105,353	SH	Sole
NEWELL RUBBERMAID INC COM	COM	651229106	32	2,000	SH	Sole
NEWTEK BUSINESS SERVICES INC.	COM	652526104	247	146,141	SH	Sole
NEXTERA ENERGY INC COM	COM	65339F101	3,024	52,623	SH	Sole
NOBLE ENERGY INC COM	COM	655044105	35	390	SH	Sole
NOVARTIS A G SPONSORED ADR	SPONSORED ADR	66987V109	6,251	102,290	SH	Sole
NOVO-NORDISK A S ADR	ADR	670100205	2,517	20,087	SH	Sole
NV ENERGY INC COM	COM	67073Y106	557	36,260	SH	Sole
OLD REP INTL CORP COM	COM	680223104	2,072	176,338	SH	Sole
OPLINK COMMUNICATIONS INC COM NEW	COM	68375Q403	937	50,342	SH	Sole
ORACLE CORP COM	COM	68389X105	7,939	241,220	SH	Sole
ORIX CORP SPONSORED ADR	ADR	686330101	1,861	38,116	SH	Sole
PAYCHEX INC COM	COM	704326107	28	920	SH	Sole
PEPSICO INC COM	COM	713448108	46	650	SH	Sole
PERRIGO CO COM	COM	714290103	2,698	30,709	SH	Sole
PETROLEO BRASILEIRO SA PETRO SPONSORED ADR	SPONSORED ADR	71654V408	1,482	43,758	SH	Sole
PFIZER INC COM	COM	717081103	4,539	220,342	SH	Sole
PG&E CORP COM	COM	69331C108	3,341	79,483	SH	Sole
PHILIP MORRIS INTL INC COM	COM	718172109	7,364	110,284	SH	Sole
PIMCO ETF TR 1-5 US TIP IDX	ETF	72201R205	1,670	31,327	SH	Sole

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ CALL	INVESTMENT DISCRETION
PIMCO ETF TR ENHAN SHRT MAT	ETF	72201R833	541	5,349	SH	Sole
PITNEY BOWES INC COM	COM	724479100	4,911	213,616	SH	Sole
POWERSHARES ETF TRUST DYN PHRMA PORT	ETF	73935X799	2,120	79,065	SH	Sole
POWERSHARES ETF TRUST ENERGY SEC POR	ETF	73935X385	4,828	113,790	SH	Sole
POWERSHARES GLOBAL ETF TRUST INSUR NATL MUN	ETF	73936T474	9,056	390,520	SH	Sole
POWERSHARES QQQ TRUST UNIT SER 1	ETF	73935A104	19	332	SH	Sole
PPL CORP COM	COM	69351T106	1,667	59,895	SH	Sole
PRAXAIR INC COM	COM	74005P104	597	5,512	SH	Sole
PRECISION CASTPARTS CORP COM	COM	740189105	68	415	SH	Sole
PRICE T ROWE GROUP INC COM	COM	74144T108	50	825	SH	Sole
PRIVATEBANCORP INC COM	COM	742962103	3,203	232,101	SH	Sole
PROCTER & GAMBLE CO COM	COM	742718109	6,572	103,377	SH	Sole
PROSPERITY BANCSHARES INC COM	COM	743606105	8,495	193,855	SH	Sole
PRUDENTIAL FINL INC COM	COM	744320102	6	100	SH	Sole
QEP RES INC COM	COM	74733V100	46	1,100	SH	Sole
QUESTAR CORP COM	COM	748356102	19	1,100	SH	Sole
RALCORP HLDGS INC NEW COM	COM	751028101	5,381	62,155	SH	Sole
RED HAT INC COM	COM	756577102	0	10	SH	Sole
REGIONS FINANCIAL CORP NEW COM	COM	7591EP100	1,006	162,318	SH	Sole
REPUBLIC SVCS INC COM	COM	760759100	33	1,065	SH	Sole
RESOLUTE ENERGY CORP COM	COM	76116A108	926	57,322	SH	Sole
RIGHTNOW TECHNOLOGIES INC COM	COM	76657R106	1,073	33,132	SH	Sole
ROGERS COMMUNICATIONS INC.	COM	775109200	5,903	144,000	SH	Sole
ROSETTA RESOURCES INC COM	COM	777779307	9,861	191,335	SH	Sole
ROSS STORES INC COM	COM	778296103	3,340	41,684	SH	Sole
ROVI CORP COM	COM	779376102	12,303	214,484	SH	Sole
ROYAL DUTCH SHELL PLC SPONS ADR A	ADR	780259206	490	6,892	SH	Sole

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RPM INTL INC COM	COM	749685103	33	1,450	SH	Sole
SAP AG SPON ADR	ADR	803054204	3,035	50,047	SH	Sole
SASOL LTD SPONSORED ADR	ADR	803866300	2,062	38,983	SH	Sole
SCHLUMBERGER LTD COM	COM	806857108	2,232	25,835	SH	Sole
SELECT SECTOR SPDR TR SBI CONS DISCR	ETF	81369Y407	5,920	147,219	SH	Sole
SELECT SECTOR SPDR TR SBI CONS STPLS	ETF	81369Y308	4,531	145,071	SH	Sole
SELECT SECTOR SPDR TR SBI HEALTHCARE	ETF	81369Y209	4,704	132,382	SH	Sole
SELECT SECTOR SPDR TR SBI INT-ENERGY	ETF	81369Y506	3,995	53,018	SH	Sole
SELECT SECTOR SPDR TR SBI INT-FINL	ETF	81369Y605	5,570	362,838	SH	Sole
SELECT SECTOR SPDR TR SBI INT-INDS	ETF	81369Y704	10,717	287,777	SH	Sole
SELECT SECTOR SPDR TR SBI INT-TECH	ETF	81369Y803	81	3,149	SH	Sole
SELECT SECTOR SPDR TR SBI INT-UTILS	ETF	81369Y886	2,490	74,366	SH	Sole
SELECT SECTOR SPDR TR SBI MATERIALS	ETF	81369Y100	2,578	65,472	SH	Sole
SEMPRA ENERGY COM	COM	816851109	2,228	42,137	SH	Sole
SHAW COMMUNICATIONS INC.	COM	82028K200	5,541	234,000	SH	Sole
SIEMENS A G SPONSORED ADR	ADR	826197501	3,123	22,711	SH	Sole
SINGAPORE FD INC COM	COM	82929L109	0	9	SH	Sole
SMITHFIELD FOODS INC COM	COM	832248108	1,571	71,852	SH	Sole
SOCIEDAD QUIMICA MINERA DE C SPON ADR SER B	SPONSORED ADR	833635105	2,130	32,908	SH	Sole
SOLERA HOLDINGS INC COM	COM	83421A104	8,306	140,392	SH	Sole
SOUTHERN CO COM	COM	842587107	1,229	30,429	SH	Sole
SPDR GOLD TRUST GOLD SHS	ETF	78463V107	258,828	1,772,779	SH	Sole
SPDR INDEX SHS FDS ASIA PACIF ETF	ETF	78463X301	3,229	38,178	SH	Sole

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ CALL	INVESTMENT DISCRETION
SPDR INDEX SHS FDS DJ INTL RL ETF	ETF	78463X863	5,253	130,080	SH	Sole
SPDR INDEX SHS FDS EMERG MKTS ETF	ETF	78463X509	9,328	127,210	SH	Sole
SPDR INDEX SHS FDS INTL INDS ETF	ETF	78463X673	281	9,575	SH	Sole
SPDR INDEX SHS FDS S&P INTL SMLCP	ETF	78463X871	4,503	141,785	SH	Sole
SPDR INDEX SHS FDS S&P WRLD EX US	ETF	78463X889	24,291	904,620	SH	Sole
SPDR S&P 500 ETF TR TR UNIT	ETF	78462F103	73,215	554,784	SH	Sole
SPDR S&P MIDCAP 400 ETF TR UTSER1 S&PDCRP	ETF	78467Y107	4,482	25,260	SH	Sole
SPDR SERIES TRUST BARCL CAP TIPS	ETF	78464A656	3,157	57,678	SH	Sole
SPDR SERIES TRUST BRCLYS 1-3MT ETF	ETF	78464A680	5,410	117,965	SH	Sole
SPDR SERIES TRUST BRCLYS AGG ETF	ETF	78464A649	24,120	427,742	SH	Sole
SPDR SERIES TRUST BRCLYS INTL ETF	ETF	78464A516	1,323	21,419	SH	Sole
SPDR SERIES TRUST BRCLYS YLD ETF	ETF	78464A417	13,804	343,210	SH	Sole
SPDR SERIES TRUST DB INT GVT ETF	ETF	78464A490	2,099	33,897	SH	Sole
SPDR SERIES TRUST DJ REIT ETF	ETF	78464A607	13,829	207,637	SH	Sole
SPDR SERIES TRUST NUVN BR SHT MUNI	ETF	78464A425	8,365	345,104	SH	Sole
SPDR SERIES TRUST NUVN BRCLY MUNI	ETF	78464A458	10,413	459,942	SH	Sole
SPDR SERIES TRUST S&P 600 SMCP GRW	ETF	78464A201	286	2,363	SH	Sole
SPDR SERIES TRUST S&P 600 SMCP VAL	ETF	78464A300	143	2,006	SH	Sole
SPDR SERIES TRUST S&P 600 SML CAP	ETF	78464A813	6,360	90,179	SH	Sole
SPDR SERIES TRUST S&P DIVID ETF	ETF	78464A763	9,272	171,511	SH	Sole
SPDR SERIES TRUST S&P HOMEBUILD	ETF	78464A888	1,937	107,257	SH	Sole
STANDARD PAC CORP NEW COM	COM	85375C101	1,815	541,926	SH	Sole
STEWART INFORMATION SVCS COR COM	COM	860372101	375	37,351	SH	Sole



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STRYKER CORP COM	COM	863667101	514	8,761	SH	Sole
SUNTRUST BKS INC COM	COM	867914103	589	22,814	SH	Sole
SUPERIOR ENERGY SVCS INC COM	COM	868157108	5,118	137,808	SH	Sole
SUSQUEHANNA BANCSHARES INC P COM	COM	869099101	1,047	130,856	SH	Sole
SXC HEALTH SOLUTIONS CORP COM	COM	78505P100	7,284	123,623	SH	Sole
SYNGENTA AG SPONSORED ADR	ADR	87160A100	3,111	46,043	SH	Sole
TAIWAN SEMICONDUCTOR MFG LTD						
SPONSORED ADR	ADR	874039100	2,759	218,813	SH	Sole
TARGACEPT INC COM	COM	87611R306	772	36,620	SH	Sole
TARGET CORP COM	COM	87612E106	2,537	54,085	SH	Sole
TATA MTRS LTD SPONSORED ADR	ADR	876568502	1,229	54,578	SH	Sole
TE CONNECTIVITY LTD REG SHS ADDED	COM	H84989104	5,454	148,379	SH	Sole
TELUS CORP.	COM	87971M202	4,949	90,700	SH	Sole
TEVA PHARMACEUTICAL INDS LTD ADR	ADR	881624209	33	675	SH	Sole
TEXAS INSTRS INC COM	COM	882508104	36	1,100	SH	Sole
TEXAS ROADHOUSE INC COM	COM	882681109	3,120	177,954	SH	Sole
THOR INDS INC COM	COM	885160101	30	1,050	SH	Sole
TOTAL S A SPONSORED ADR	SPONSORED ADR	89151E109	4,943	85,462	SH	Sole
TOWER GROUP INC COM	COM	891777104	1,164	48,862	SH	Sole
TOYOTA MOTOR CORP SP ADR REP2COM	COM	892331307	4,946	60,009	SH	Sole
TRANSCANADA CORPORATION	COM	89353D107	4,911	108,000	SH	Sole
TRANSOCEAN LTD REG SHS	COM	H8817H100	24	375	SH	Sole
TREEHOUSE FOODS INC COM	COM	89469A104	6,613	121,087	SH	Sole
TRIUMPH GROUP INC NEW COM	COM	896818101	15,017	301,605	SH	Sole
TTM TECHNOLOGIES INC COM	COM	87305R109	1,016	63,402	SH	Sole
TUPPERWARE BRANDS CORP COM	COM	899896104	8,222	121,897	SH	Sole
TUTOR PERINI CORP COM	COM	901109108	865	45,080	SH	Sole
UGI CORP NEW COM	COM	902681105	2,048	64,212	SH	Sole

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ CALL	INVESTMENT DISCRET
UNIFIRST CORP MASS COM	COM	904708104	1,038	18,468	SH	Sole
UNILEVER N V N Y SHS NEW	ADR	904784709	1,196	36,402	SH	Sole
UNILEVER PLC SPON ADR NEW	ADR	904767704	546	16,842	SH	Sole
UNITED CONTINENTAL HOLDINGS INC.	COM	910047109	55	2,409	SH	Sole
UNITED CONTL HLDGS INC COM	COM	910047109	17	748	SH	Sole
UNITED TECHNOLOGIES CORP COM	COM	913017109	14,702	166,104	SH	Sole
UNIVERSAL FST PRODS INC COM	COM	913543104	36	1,500	SH	Sole
V F CORP COM	COM	918204108	548	5,051	SH	Sole
VALE S A ADR	ADR	91912E105	2,427	75,959	SH	Sole
VALE S A ADR REPSTG PFD	ADR	91912E204	508	17,556	SH	Sole
VANGUARD BD INDEX FD INC LONG TERM BOND	ETF	921937793	6,362	79,560	SH	Sole
VANGUARD BD INDEX FD INC TOTAL BND MRKT	ETF	921937835	23,929	294,835	SH	Sole
VANGUARD INDEX FDS GROWTH ETF	ETF	922908736	29,013	448,492	SH	Sole
VANGUARD INDEX FDS REIT ETF	ETF	922908553	393	6,534	SH	Sole
VANGUARD INDEX FDS SM CP VAL ETF	ETF	922908611	11,178	159,501	SH	Sole
VANGUARD INDEX FDS SMALL CP ETF	ETF	922908751	2,850	36,516	SH	Sole
VANGUARD INDEX FDS SML CP GRW ETF	ETF	922908595	10,718	124,773	SH	Sole
VANGUARD INDEX FDS VALUE ETF	ETF	922908744	33,300	594,109	SH	Sole
VANGUARD INTL EQUITY INDEX F ALLWRLD						

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EX US	ETF	922042775	4,546	91,265	SH	Sole
VANGUARD INTL EQUITY INDEX F FTSE						
SMCAP ETF	ETF	922042718	9,177	89,328	SH	Sole
VANGUARD INTL EQUITY INDEX F GLB EX						
US ETF	ETF	922042676	184	3,533	SH	Sole
VANGUARD INTL EQUITY INDEX F MSCI EMR						
MKT ETF	ETF	922042858	18,523	380,967	SH	Sole
VANGUARD INTL EQUITY INDEX F MSCI						
EUROPE ETF	ETF	922042874	21,464	400,977	SH	Sole
VANGUARD INTL EQUITY INDEX F MSCI PAC						
ETF	ETF	922042866	20,899	369,624	SH	Sole
VANGUARD SCOTTSDALE FDS INT-TERM CORP	ETF	92206C870	5,065	63,153	SH	Sole
VANGUARD TAX-MANAGED INTL FD MSCI						
EAFE ETF	ETF	921943858	15,124	397,151	SH	Sole
VANGUARD WHITEHALL FDS INC HIGH						
DIV YLD	ETF	921946406	443	9,857	SH	Sole
VARIAN SEMICONDUCTOR EQUIPMN COM	COM	922207105	8,928	145,307	SH	Sole
VERINT SYS INC COM	COM	92343X100	1,140	30,790	SH	Sole
VISA INC COM CL A	CL A	92826C839	2,684	31,855	SH	Sole
VODAFONE GROUP PLC NEW SPONS ADR NEW	ADR	92857W209	2,304	86,241	SH	Sole
WALGREEN CO COM	COM	931422109	47	1,100	SH	Sole
WASHINGTON FED INC COM	COM	938824109	1,131	68,842	SH	Sole
WATERS CORP COM	COM	941848103	7,932	82,854	SH	Sole
WELLS FARGO & CO NEW COM	COM	949746101	1,034	36,850	SH	Sole
WESTERN UN CO COM	COM	959802109	12	600	SH	Sole
WHIRLPOOL CORP COM	COM	963320106	2,087	25,659	SH	Sole
WILLIAMS COS INC DEL COM	COM	969457100	3,178	105,058	SH	Sole
WILLIAMS SONOMA INC COM	COM	969904101	9,336	255,848	SH	Sole
WINN DIXIE STORES INC	COM	974280307	30	3,530	SH	Sole
WISDOMTREE TRUST EMERG MKTS ETF	ETF	97717W315	0	1	SH	Sole
WOODBRIIDGE CO LTD	COM	884903105	3,974	102,000	SH	Sole
WPP PLC ADR	ADR	92933H101	510	8,132	SH	Sole
XL GROUP PLC SHS	ADR	G98290102	1,318	59,978	SH	Sole
YAHOO INC COM	COM	984332106	4,740	315,159	SH	Sole
YANZHOU COAL MNG CO LTD SPON ADR H						
SHS	SPONSORED ADR	984846105	2,077	53,969	SH	Sole