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GENWORTH FINANCIAL INC
Form 13F-HR
May 03, 2013

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

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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.

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/ PRN CALL	INVESTMENT DISCRETION
3M CO COM	COM	88579Y101	2,160	20,315	SH	Sole
ABBOTT LABS COM	COM	002824100	5,953	168,558	SH	Sole
ABBVIE INC COM	COM	00287Y109	4,577	112,240	SH	Sole
ACACIA RESH CORP ACACIA TCH COM	COM	003881307	919	30,474	SH	Sole
AES CORP COM	COM	00130H105	2,688	213,841	SH	Sole
AFFILIATED MANAGERS GROUP COM	COM	008252108	4,427	28,827	SH	Sole
AIR PRODS & CHEMS INC COM	COM	009158106	1,623	18,625	SH	Sole
ALAMOS GOLD INC	COM	011527108	216	15,722	SH	Sole
ALLSTATE CORP COM	COM	020002101	99	2,024	SH	Sole
AMEREN CORP COM	COM	023608102	1,157	33,052	SH	Sole
AMERICAN ELEC PWR INC COM	COM	025537101	2,063	42,425	SH	Sole
AMERICAN EQTY INVT LIFE HLD COM	COM	025676206	663	44,512	SH	Sole
AMERICAN SOFTWARE INC CL A	CLA	029683109	1	79	SH	Sole
AMERICAS CAR MART INC COM	COM	03062T105	499	10,685	SH	Sole
ANHEUSER BUSCH INBEV SA/NV SPONSORED	SPONSORED					
SPONSOREDADR	ADR	03524A108	1,469	14,752	SH	Sole
ANN INC COM	COM	035623107	566	19,492	SH	Sole
APPLE INC COM	COM	037833100	1,447	3,268	SH	Sole
APPLIED MATLS INC COM	COM	038222105	3,044	225,850	SH	Sole
APPROACH RESOURCES INC COM	COM	03834A103	1,053	42,806	SH	Sole
ARM HLDGS PLC SPONSORED	SPONSORED					
ADR	ADR	042068106	423	9,975	SH	Sole
ATLAS AIR WORLDWIDE HLDGS IN COM NEW	COM	049164205	398	9,769	SH	Sole

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ATMOS ENERGY CORP COM	COM	049560105	795	18,633	SH	Sole
AURICO GOLD INC COM	COM	05155C105	1,291	205,274	SH	Sole
AUTOMATIC DATA PROCESSING IN COM	COM	053015103	194	2,976	SH	Sole
AVAGO TECHNOLOGIES LTD SHS	COM	Y0486S104	842	23,450	SH	Sole
B/E AEROSPACE INC COM	COM	073302101	0	3	SH	Sole
SPONSORED						
BAIDU INC SPON ADR REP A	ADR	056752108	576	6,565	SH	Sole
BANK OF AMERICA CORPORATION COM	COM	060505104	2,594	213,007	SH	Sole
BANK OF NOVA SCOTIA	COM	064149107	6,579	112,902	SH	Sole
BARCLAYS BANK PLC ETN DJUBS GRNS37	ETN	06739H305	0	3	SH	Sole
BARCLAYS BANK PLC ETN DJUBSCOTTN38	ETN	06739H271	0	2	SH	Sole
BARCLAYS BK PLC	IPATH DYNM VIX	06741L609	9	217	SH	Sole
BARCLAYS BK PLC 10 YR TREAS BEAR	ETF	06740L451	8,450	326,746	SH	Sole
BARCLAYS BK PLC IPATH S&P MT ETN	ETN	06740C519	0	10	SH	Sole
BARCLAYS BK PLC IPSP CROIL ETN	ETN	06738C786	0	13	SH	Sole
BARCLAYS BK PLC IPTH NAT GAS	ETN	06740P239	52,949	1,664,002	SH	Sole
BARRICK GOLD CORPORATION	COM	067901108	904	30,756	SH	Sole
BASIC ENERGY SVCS INC NEW COM	COM	06985P100	382	27,945	SH	Sole
BAXTER INTL INC COM	COM	071813109	7,448	102,538	SH	Sole
BAYTEX ENERGY CORP	COM	07317Q105	2,134	50,899	SH	Sole
BCE INC	COM	05534B760	12,621	270,315	SH	Sole
BECTON DICKINSON & CO COM	COM	075887109	211	2,211	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/ PRN CALL	INVESTMENT DISCRETION
BIO RAD LABS INC CL A	CIA	090572207	1,050	8,332	SH	Sole
BLACKROCK INC COM	COM	09247X101	849	3,306	SH	Sole
BOEING CO COM	COM	097023105	2,738	31,894	SH	Sole
BROOKFIELD ASSET MANAGEMENT INC	COM	112585104	3,758	102,977	SH	Sole
BROOKFIELD ASSET MANAGEMENT INC	COM	112900105	4,670	271,986	SH	Sole
BROOKFIELD OFFICE PROPERTIES CANADA	COM	112823109	373	13,953	SH	Sole
BUCKEYE TECHNOLOGIES INC COM	COM	118255108	485	16,206	SH	Sole
CAE INC	COM	124765108	1,775	181,635	SH	Sole
CAESARSTONE SDOT-YAM LTD ORD SHS	COM	M20598104	831	31,491	SH	Sole
CAMECO CORP COM	COM	13321L108	927	44,605	SH	Sole
CANADIAN NATIONAL RAILWAY COMPANY	COM	136375102	9,506	94,773	SH	Sole
CANADIAN PACIFIC RAILWAY LTD	COM	13645T100	3,397	26,039	SH	Sole
CARRIZO OIL & GAS INC COM	COM	144577103	98	3,812	SH	Sole
CASH AMER INTL INC COM	COM	14754D100	85	1,628	SH	Sole
CATAMARAN CORP COM	COM	148887102	7,847	147,972	SH	Sole
CATERPILLAR INC DEL COM	COM	149123101	1,570	18,053	SH	Sole
CENOVUS ENERGY INC	COM	15135U109	5,265	169,893	SH	Sole
CERNER CORP COM	COM	156782104	4,507	47,569	SH	Sole
CHECK POINT SOFTWARE TECH LT ORD	COM	M22465104	664	14,121	SH	Sole
CHICAGO BRIDGE & IRON CO N V N Y	REGISTRY SH	167250109	1,021	16,449	SH	Sole
CHURCH & DWIGHT INC COM	COM	171340102	1,887	29,204	SH	Sole
CITIGROUP INC COM NEW	COM	172967424	2,312	52,255	SH	Sole

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CITRIX SYS INC COM	COM	177376100	1,170	16,215	SH	Sole
CMS ENERGY CORP COM	COM	125896100	393	14,074	SH	Sole
COCA COLA CO COM	COM	191216100	7,775	192,266	SH	Sole
COMERICA INC COM	COM	200340107	4,208	117,038	SH	Sole
COMPANHIA DE BEBIDAS DAS AME	SPONSORED					
SPON ADR PFD	ADR	20441W203	985	23,261	SH	Sole
COMPANHIA PARANAENSE ENERG C	SPONSORED					
SPON ADR PFD	ADR	20441B407	461	29,815	SH	Sole
CONAGRA FOODS INC COM	COM	205887102	2,821	78,786	SH	Sole
CORNING INC COM	COM	219350105	2,916	218,768	SH	Sole
COTT CORPORATION	COM	22163N106	204	20,143	SH	Sole
COVANTA HLDG CORP COM	COM	22282E102	557	27,621	SH	Sole
CRACKER BARREL OLD CTRY STOR COM	COM	22410J106	788	9,741	SH	Sole
CREDICORP LTD COM	COM	G2519Y108	1,236	7,445	SH	Sole
CUMMINS INC COM	COM	231021106	1,657	14,310	SH	Sole
CURRENCYSHARES EURO TR	EURO SHS	23130C108	0	1	SH	Sole
CYPRESS SEMICONDUCTOR CORP COM	COM	232806109	1,683	152,587	SH	Sole
DANAHER CORP DEL COM	COM	235851102	6,701	107,819	SH	Sole
DIEBOLD INC COM	COM	253651103	0	4	SH	Sole
DIME CMNTY BANCSHARES COM	COM	253922108	462	32,184	SH	Sole
DOW CHEM CO COM	COM	260543103	1,942	60,998	SH	Sole
DRIL-QUIP INC COM	COM	262037104	1,581	18,137	SH	Sole
DU PONT E I DE NEMOURS & CO COM	COM	263534109	6,707	136,434	SH	Sole
E M C CORP MASS COM	COM	268648102	3,063	128,219	SH	Sole
EAST WEST BANCORP INC COM	COM	27579R104	3,173	123,602	SH	Sole
EATON CORP PLC SHS	COM	G29183103	2,374	38,757	SH	Sole
EBAY INC COM	COM	278642103	3,030	55,887	SH	Sole
	SPONSORED					
ECOPETROL S A SPONSORED ADS	ADR	279158109	862	15,805	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/ INVESTMENT DISCRETION	
EDISON INTL COM	COM	281020107	404	8,033	SH	Sole
ELAN PLC ADR	ADR	284131208	492	41,683	SH	Sole
EMERSON ELEC CO COM	COM	291011104	2,429	43,474	SH	Sole
ENBRIDGE INC	COM	29250N105	12,722	273,361	SH	Sole
ENCANA CORPORATION	COM	292505104	2,667	137,074	SH	Sole
ENCORE CAP GROUP INC COM	COM	292554102	736	24,456	SH	Sole
ENDO HEALTH SOLUTIONS INC COM	COM	29264F205	893	29,043	SH	Sole
ENPRO INDS INC COM	COM	29355X107	610	11,925	SH	Sole
ENTERGY CORP NEW COM	COM	29364G103	315	4,975	SH	Sole
EPL OIL & GAS INC COM	COM	26883D108	139	5,189	SH	Sole
EQUINIX INC COM NEW	COM	29444U502	2,138	9,886	SH	Sole
ERICSSON ADR B SEK 10	COM	294821608	1,318	104,595	SH	Sole
EXELON CORP COM	COM	30161N101	1,148	33,292	SH	Sole
EXPEDITORS INTL WASH INC COM	COM	302130109	1,648	46,132	SH	Sole
EXXON MOBIL CORP	COM	453038408	510	12,479	SH	Sole
EXXON MOBIL CORP COM	COM	30231G102	5,430	60,265	SH	Sole
FIRST INTST BANCSYSTEM INC COM CL A	CL A	32055Y201	710	37,729	SH	Sole

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FIRST TR EXCHANGE TRADED FD						
INDLS PROD DUR	ETF	33734X150	1,559	69,589	SH	Sole
FIRST TR EXCHANGE TRADED FD						
TECH ALPHADAX	ETF	33734X176	1,502	62,722	SH	Sole
FIRSTENERGY CORP COM	COM	337932107	243	5,750	SH	Sole
FOMENTO ECONOMICO MEXICANO S	SPONSORED					
SPON ADR UNITS	ADR	344419106	1,398	12,315	SH	Sole
FOOT LOCKER INC COM	COM	344849104	2,543	74,273	SH	Sole
FORTINET INC COM	COM	34959E109	4,888	206,416	SH	Sole
GAP INC DEL COM	COM	364760108	2,132	60,219	SH	Sole
GENERAL DYNAMICS CORP COM	COM	369550108	3,792	53,784	SH	Sole
GENERAL ELECTRIC CO COM	COM	369604103	2,388	103,274	SH	Sole
GENESCO INC COM	COM	371532102	64	1,071	SH	Sole
GENTEX CORP COM	COM	371901109	1,291	64,516	SH	Sole
GILEAD SCIENCES INC COM	COM	375558103	3,529	72,106	SH	Sole
GOLDCORP INC	COM	380956409	572	16,999	SH	Sole
GRAINGER W W INC COM	COM	384802104	198	879	SH	Sole
GREAT PLAINS ENERGY INC COM	COM	391164100	963	41,519	SH	Sole
	SPONSORED					
GRIFOLS S A SP ADR REP B NVT	ADR	398438408	1,205	41,522	SH	Sole
GROUPE CGI INC CL A SUB VTG	CL A	39945C109	2,317	85,324	SH	Sole
GT ADVANCED TECHNOLOGIES INC COM	COM	36191U106	203	61,592	SH	Sole
GULFPORT ENERGY CORP COM NEW	COM	402635304	1	31	SH	Sole
HALLIBURTON CO COM	COM	406216101	2,577	63,767	SH	Sole
HANGER INC COM NEW	COM	41043F208	799	25,352	SH	Sole
HDFC BANK LTD ADR REPS 3 SHS	ADR	40415F101	1,061	28,350	SH	Sole
HEINZ H J CO COM	COM	423074103	2,834	39,212	SH	Sole
HELEN OF TROY CORP LTD COM	COM	G4388N106	606	15,809	SH	Sole
HESS CORP COM	COM	42809H107	2,533	35,373	SH	Sole
HMS HLDGS CORP COM	COM	40425J101	2,558	94,212	SH	Sole
HOSPIRA INC COM	COM	441060100	1,791	54,547	SH	Sole
ILLINOIS TOOL WKS INC COM	COM	452308109	152	2,495	SH	Sole
IMAX CORP COM	COM	45245E109	870	32,563	SH	Sole
INFORMATICA CORP COM	COM	45666Q102	2,519	73,080	SH	Sole
INSIGHT ENTERPRISES INC COM	COM	45765U103	539	26,148	SH	Sole
INSPERITY INC COM	COM	45778Q107	524	18,467	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/ INVESTMENT DISCRETION
INTERCONTINENTAL HTLS GRP PL	SPONSORED				
SPON ADR NEW 12	ADR	45857P400	1,891	62,158	SH
INTERFACE, INC.	COM	85472N109	2,545	57,876	SH
INTERNATIONAL BUSINESS MACHS COM	COM	459200101	7,586	35,565	SH
ISHARES INC CORE MSCI EMKT	ETF	46434G103	17,111	337,091	SH
ISHARES INC EM MKT MIN VOL	ETF	464286533	1	13	SH
ISHARES INC MSCI AUSTRALIA	ETF	464286103	2	61	SH
ISHARES INC MSCI CDA INDEX	ETF	464286509	32,695	1,146,795	SH
ISHARES INC MSCI CHILE CAPP	ETF	464286640	5,183	79,845	SH
ISHARES INC MSCI EMU INDEX	ETF	464286608	3	86	SH
ISHARES INC MSCI JAPAN	ETF	464286848	13,551	1,254,746	SH

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ISHARES	INC	MSCI	PAC	J	IDX	ETF	464286665	12,844	258,428	SH	Sole
ISHARES	INC	MSCI	SWEDEN			ETF	464286756	1	27	SH	Sole
ISHARES	INC	MSCI	SWITZ	CAPP		ETF	464286749	16,744	570,288	SH	Sole
ISHARES	INC	MSCI	THAI	CAPPED		ETF	464286624	1	13	SH	Sole
ISHARES	TR	10+	YR	CR	BD	ETF	464289511	2,604	43,062	SH	Sole
ISHARES	TR	AGENCY	BD	FD		ETF	464288166	15,082	132,994	SH	Sole
ISHARES	TR	BARCLAYS	CMBS			ETF	46429B366	570	11,015	SH	Sole
ISHARES	TR	BARCLYS	10-20YR			ETF	464288653	822	6,146	SH	Sole
ISHARES	TR	BARCLYS	1-3	YR		ETF	464287457	15,957	188,908	SH	Sole
ISHARES	TR	BARCLYS	1-3YR	CR		ETF	464288646	10,360	98,159	SH	Sole
ISHARES	TR	BARCLYS	20+	YR		ETF	464287432	27,049	229,699	SH	Sole
ISHARES	TR	BARCLYS	3-7	YR		ETF	464288661	1,747	14,150	SH	Sole
ISHARES	TR	BARCLYS	7-10	YR		ETF	464287440	27,798	258,976	SH	Sole
ISHARES	TR	BARCLYS	CR	BD		ETF	464288620	87,310	775,603	SH	Sole
ISHARES	TR	BARCLYS	MBS	BD		ETF	464288588	50,925	471,786	SH	Sole
ISHARES	TR	BARCLYS	SH	TREA		ETF	464288679	50,758	460,471	SH	Sole
ISHARES	TR	BARCLYS	TIPS	BD		ETF	464287176	47,598	392,501	SH	Sole
ISHARES	TR	BRC	0-5	YR	TIP	ETF	46429B747	7,536	72,814	SH	Sole
ISHARES	TR	CORE	S&P	MCP	ETF	ETF	464287507	56	483	SH	Sole
ISHARES	TR	CORE	S&P	SCP	ETF	ETF	464287804	4,878	56,034	SH	Sole
ISHARES	TR	CORE	TOTUSBD	ETF		ETF	464287226	25,797	232,971	SH	Sole
ISHARES	TR	DJ	HOME	CONSTN		ETF	464288752	71,406	2,988,948	SH	Sole
ISHARES	TR	DJ	INTL	SEL	DIVD	ETF	464288448	2,749	80,502	SH	Sole
ISHARES	TR	DJ	SEL	DIV	INX	ETF	464287168	7,623	120,244	SH	Sole
ISHARES	TR	DJ	US	ENERGY		ETF	464287796	18,718	414,747	SH	Sole
ISHARES	TR	DJ	US	FINL	SEC	ETF	464287788	19,207	283,044	SH	Sole
ISHARES	TR	DJ	US	HEALTHCR		ETF	464287762	19,761	204,952	SH	Sole
ISHARES	TR	DJ	US	INDUSTR	L	ETF	464287754	19,173	234,764	SH	Sole
ISHARES	TR	DJ	US	REAL	EST	ETF	464287739	210,844	3,034,599	SH	Sole
ISHARES	TR	DJ	US	TECH	SEC	ETF	464287721	24,971	340,620	SH	Sole
ISHARES	TR	DJ	US	TELECOMM		ETF	464287713	2,270	93,422	SH	Sole
ISHARES	TR	DJ	US	UTILS		ETF	464287697	19,851	204,441	SH	Sole
ISHARES	TR	FLTG	RATE	NT		ETF	46429B655	34,748	685,633	SH	Sole
ISHARES	TR	HGH	DIV	EQT	FD	ETF	46429B663	16,600	253,971	SH	Sole
ISHARES	TR	HIGH	YLD	CORP		ETF	464288513	28,512	302,196	SH	Sole
ISHARES	TR	IBOX	INV	CPBD		ETF	464287242	13,360	111,424	SH	Sole
ISHARES	TR	JPMORGAN	USD			ETF	464288281	55,828	474,605	SH	Sole
ISHARES	TR	MSCI	ACWI	EX		ETF	464288240	21,090	492,069	SH	Sole
ISHARES	TR	MSCI	ACWI	INDX		ETF	464288257	5,059	99,680	SH	Sole
ISHARES	TR	MSCI	EAFE	INDEX		ETF	464287465	105	1,788	SH	Sole
ISHARES	TR	MSCI	EMERG	MKT		ETF	464287234	40,561	948,346	SH	Sole
ISHARES	TR	MSCI	GRW	IDX		ETF	464288885	4,092	64,651	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/ INVESTMENT DISCRETION					
ISHARES	TR	MSCI	VAL	IDX	ETF	464288877	3,992	80,257	SH	Sole
ISHARES	TR	NASDQ	BIO	INDX	ETF	464287556	1	4	SH	Sole
ISHARES	TR	RUSL	2000	GROW	ETF	464287648	16,696	155,112	SH	Sole
ISHARES	TR	RUSL	2000	VALU	ETF	464287630	79	940	SH	Sole
ISHARES	TR	RUSSELL	1000		ETF	464287622	593	6,799	SH	Sole

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ISHARES TR RUSSELL 2000	ETF	464287655	10,637	112,640	SH	Sole
ISHARES TR RUSSELL MCP VL	ETF	464287473	5	90	SH	Sole
ISHARES TR RUSSELL1000GRW	ETF	464287614	217	3,035	SH	Sole
ISHARES TR RUSSELL1000VAL	ETF	464287598	3,186	39,249	SH	Sole
ISHARES TR S&P 100 IDX FD	ETF	464287101	0	7	SH	Sole
ISHARES TR S&P 500 VALUE	ETF	464287408	22	294	SH	Sole
ISHARES TR S&P CAL AMTFR MN	ETF	464288356	17	150	SH	Sole
ISHARES TR S&P GL UTILITI	ETF	464288711	171	3,950	SH	Sole
ISHARES TR S&P GLO INFRAS	ETF	464288372	7,011	188,615	SH	Sole
ISHARES TR S&P INDIA 50	ETF	464289529	1,484	61,765	SH	Sole
ISHARES TR S&P MC 400 GRW	ETF	464287606	22	172	SH	Sole
ISHARES TR S&P MIDCP VALU	ETF	464287705	12	115	SH	Sole
ISHARES TR S&P NA SOFTWR	ETF	464287515	1	12	SH	Sole
ISHARES TR S&P NTL AMTFREE	ETF	464288414	4,071	36,953	SH	Sole
ISHARES TR S&P500 GRW	ETF	464287309	62	751	SH	Sole
ISHARES TR TRANSP AVE IDX	ETF	464287192	1	7	SH	Sole
ISHARES TR US PFD STK IDX	ETF	464288687	3,981	98,250	SH	Sole
ITC HLDGS CORP COM	COM	465685105	264	2,959	SH	Sole
JOHNSON & JOHNSON COM	COM	478160104	215	2,632	SH	Sole
JOHNSON CTLS INC COM	COM	478366107	225	6,423	SH	Sole
JOY GLOBAL INC COM	COM	481165108	1,570	26,373	SH	Sole
JPMORGAN CHASE & CO COM	COM	46625H100	2,864	60,339	SH	Sole
KELLY SVCS INC CL A	CL A	488152208	689	36,875	SH	Sole
KINROSS GOLD CORP	COM	496902404	70	8,843	SH	Sole
KLA-TENCOR CORP COM	COM	482480100	676	12,810	SH	Sole
KONINKLIJKE PHILIPS ELECTRS						
NY REG SH NEW	COM	500472303	724	24,508	SH	Sole
KOPPERS HOLDINGS INC COM	COM	50060P106	640	14,562	SH	Sole
LAKELAND FINL CORP COM	COM	511656100	494	18,517	SH	Sole
LENNAR CORP CL A	CL A	526057104	3,117	75,137	SH	Sole
LIFE TECHNOLOGIES CORP COM	COM	53217V109	1,510	23,369	SH	Sole
LKQ CORP COM	COM	501889208	3,159	145,161	SH	Sole
LTC PPTYS INC COM	COM	502175102	625	15,338	SH	Sole
MADDEN STEVEN LTD COM	COM	556269108	0	6	SH	Sole
MAGNA INTERNATIONAL INC.	COM	559222401	121	2,063	SH	Sole
MAINSOURCE FINANCIAL GP INC COM	COM	56062Y102	89	6,334	SH	Sole
MARKET VECTORS ETF TR COAL ETF	ETF	57060U837	378	16,513	SH	Sole
MARKET VECTORS ETF TR INDONESIA						
ETF	ETF	57060U753	1	21	SH	Sole
MARKET VECTORS ETF TR LATAM AGGR						
BD	ETF	57060U431	5,160	200,847	SH	Sole
MARKET VECTORS ETF TR MV STEEL						
INDEX	ETF	57060U308	5,066	116,353	SH	Sole
MARKET VECTORS ETF TR UNCVTL						
OIL GAS	ETF	57060U159	2,798	110,140	SH	Sole
MARSH & MCLENNAN COS INC COM	COM	571748102	5,607	147,669	SH	Sole
MCDONALDS CORP COM	COM	580135101	5,788	58,064	SH	Sole
MEDASSETS INC COM	COM	584045108	832	43,227	SH	Sole
MEDICAL PPTYS TRUST INC COM	COM	58463J304	845	52,667	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/ INVESTME PRN CALL DISCRETI

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MEDTRONIC INC COM	COM	585055106	0	3	SH	Sole
MELCO CROWN ENTMT LTD ADR	ADR	585464100	1,494	63,988	SH	Sole
MICHAEL KORS HLDGS LTD SHS	COM	G60754101	2,565	45,165	SH	Sole
MICROSOFT CORP COM	COM	594918104	6,403	223,859	SH	Sole
MIZUHO FINL GROUP INC	SPONSORED					
SPONSORED ADR	ADR	60687Y109	597	139,819	SH	Sole
MOLSON COORS BREWING CO CL B	CL B	60871R209	2,256	46,099	SH	Sole
MTS SYS CORP COM	COM	553777103	636	10,934	SH	Sole
MYR GROUP INC DEL COM	COM	55405W104	87	3,524	SH	Sole
	SPONSORED					
NATIONAL GRID PLC SPON ADR NEW	ADR	636274300	2,127	36,673	SH	Sole
NATIONAL OILWELL VARCO INC COM	COM	637071101	1,901	26,872	SH	Sole
NEXTERA ENERGY INC COM	COM	65339F101	1,713	22,046	SH	Sole
NISOURCE INC COM	COM	65473P105	387	13,175	SH	Sole
	SPONSORED					
NOKIA CORP SPONSORED ADR	ADR	654902204	843	256,908	SH	Sole
NORDSTROM INC COM	COM	655664100	2,546	46,091	SH	Sole
NRG ENERGY INC COM NEW	COM	629377508	135	5,100	SH	Sole
NV ENERGY INC COM	COM	67073Y106	508	25,362	SH	Sole
OCCIDENTAL PETE CORP DEL COM	COM	674599105	2,998	38,260	SH	Sole
OPEN TEXT CORP COM	COM	683715106	1,050	17,794	SH	Sole
ORACLE CORP COM	COM	68389X105	4,687	144,978	SH	Sole
	SPONSORED					
ORIX CORP SPONSORED ADR	ADR	686330101	735	11,565	SH	Sole
PACIFIC CONTINENTAL CORP COM	COM	69412V108	93	8,303	SH	Sole
PACWEST BANCORP DEL COM	COM	695263103	90	3,095	SH	Sole
PENNEY J C INC COM	COM	708160106	870	57,584	SH	Sole
PERRIGO CO COM	COM	714290103	1,803	15,187	SH	Sole
PETROLEO BRASILEIRO SA PETRO	SPONSORED					
SPONSORED ADR	ADR	71654V408	0		SH	Sole
PFIZER INC COM	COM	717081103	3,145	108,984	SH	Sole
PG&E CORP COM	COM	69331C108	1,428	32,070	SH	Sole
PHILIP MORRIS INTL INC COM	COM	718172109	5,860	63,204	SH	Sole
PHILIPPINE LONG DISTANCE TEL	SPONSORED					
SPONSORED ADR	ADR	718252604	1,104	15,560	SH	Sole
PIONEER NAT RES CO COM	COM	723787107	4,004	32,228	SH	Sole
POLARIS INDS INC COM	COM	731068102	1,735	18,756	SH	Sole
POWERSHARES ETF TR II S&P500						
LOW VOL	ETF	73937B779	25,140	808,872	SH	Sole
POWERSHARES ETF TRUST DYN						
PHRMA PORT	ETF	73935X799	2,301	58,258	SH	Sole
POWERSHARES ETF TRUST ENERGY						
SEC POR	ETF	73935X385	1,496	30,153	SH	Sole
POWERSHARES ETF TRUST II INTL						
CORP BOND	ETF	73936Q835	3,326	116,440	SH	Sole
POWERSHARES ETF TRUST II SENIOR						
LN PORT	ETF	73936Q769	2,602	103,681	SH	Sole
POWERSHARES GLOBAL ETF TRUST ASIA						
PAC EX-JP	ETF	73936T854	3,229	55,484	SH	Sole
POWERSHARES GLOBAL ETF TRUST INSUR						
NATL MUN	ETF	73936T474	9,820	386,915	SH	Sole
POWERSHS DB MULTI SECT COMM DB						
BASE METALS	ETF	73936B705	190	10,830	SH	Sole
POWERSHS DB MULTI SECT COMM DB						
ENERGY FUND	ETF	73936B101	1,009	34,655	SH	Sole

COLUMN 1

COLUMN 2

COLUMN 3 COLUMN 4

COLUMN 5

COLUMN 6

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTME DISCRETI
POWERSHS DB MULTI SECT COMM DB GOLD FUND	ETF	73936B606	1,445	26,531	SH		Sole
POWERSHS DB MULTI SECT COMM DB PREC MTLs	ETF	73936B200	2,512	46,555	SH		Sole
POWERSHS DB MULTI SECT COMM PS DB AGRICUL FD	ETF	73936B408	2,514	97,081	SH		Sole
PPL CORP COM	COM	69351T106	1,568	50,064	SH		Sole
PRAXAIR INC COM	COM	74005P104	1,693	15,181	SH		Sole
PRETIUM RES INC COM	COM	74139C102	510	64,428	SH		Sole
PRIVATEBANCORP INC COM	COM	742962103	1,169	61,887	SH		Sole
PROCTER & GAMBLE CO COM	COM	742718109	3,518	45,649	SH		Sole
PROGRESSIVE WASTE SOLUTIONS LTD	COM	74339G101	54	2,555	SH		Sole
PROSHARES TR PSHS ULPROSH NEW	ETF	74348A632	0	4	SH		Sole
PROSHARES TR PSHS ULTSH 20YRS	ETF	74347B201	0	2	SH		Sole
PROSHARES TR SHRT 20+YR TRE	ETF	74347X849	0	9	SH		Sole
PROTHENA CORP PLC SHS ADDED	COM	G72800108	4	548	SH		Sole
PRUDENTIAL FINL INC COM	COM	744320102	6	100	SH		Sole
PRUDENTIAL PLC ADR	ADR	74435K204	1,431	44,206	SH		Sole
QUAKER CHEM CORP COM	COM	747316107	779	13,199	SH		Sole
QUALCOMM INC COM	COM	747525103	3,902	58,298	SH		Sole
QUALITY DISTR INC FLA COM	COM	74756M102	72	8,533	SH		Sole
RAMCO-GERSHENSON PPTYS TR COM SH BEN INT	COM	751452202	672	40,015	SH		Sole
RED HAT INC COM	COM	756577102	1	10	SH		Sole
RITCHIE BROS AUCTIONEERS INC	COM	767744105	2,354	108,480	SH		Sole
ROCKWOOD HLDGS INC COM	COM	774415103	1,990	30,417	SH		Sole
ROGERS COMMUNICATIONS INC	COM	775109200	13,584	266,041	SH		Sole
ROPER INDS INC NEW COM	COM	776696106	4,087	32,103	SH		Sole
ROSS STORES INC COM	COM	778296103	0	5	SH		Sole
ROYAL BANK OF CANADA	COM	780087102	4,764	79,002	SH		Sole
	SPONSORED						
ROYAL DUTCH SHELL PLC SPONS ADR A	ADR	780259206	635	9,752	SH		Sole
RYDEX ETF TRUST GUG S&P500 EQ WT	ETF	78355W106	85,445	1,432,675	SH		Sole
SANOFI SPONSORED ADR	ADR	80105N105	352	6,891	SH		Sole
	SPONSORED						
SAP AG SPON ADR	ADR	803054204	1,017	12,632	SH		Sole
	SPONSORED						
SASOL LTD SPONSORED ADR	ADR	803866300	891	20,087	SH		Sole
SCBT FINANCIAL CORP COM	COM	78401V102	111	2,212	SH		Sole
SCHLUMBERGER LTD COM	COM	806857108	1,828	24,415	SH		Sole
SELECT SECTOR SPDR TR SBI CONS DISCR	ETF	81369Y407	24,182	456,269	SH		Sole
SELECT SECTOR SPDR TR SBI CONS STPLS	ETF	81369Y308	26,002	653,800	SH		Sole
SELECT SECTOR SPDR TR SBI HEALTHCARE	ETF	81369Y209	4,491	97,614	SH		Sole
SELECT SECTOR SPDR TR SBI INT-ENERGY	ETF	81369Y506	4,846	61,102	SH		Sole
SELECT SECTOR SPDR TR SBI INT-FINL	ETF	81369Y605	42,691	2,344,495	SH		Sole
SELECT SECTOR SPDR TR SBI INT-INDS	ETF	81369Y704	23,853	571,194	SH		Sole
SELECT SECTOR SPDR TR SBI INT-UTILS	ETF	81369Y886	1	23	SH		Sole
SELECT SECTOR SPDR TR SBI MATERIALS	ETF	81369Y100	21,547	549,952	SH		Sole

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SEMPRA ENERGY COM	COM	816851109	849	10,618	SH	Sole
SHAW COMMUNICATIONS INC						
CL B CONV	CL B	82028K200	813	32,907	SH	Sole
SHAW COMMUNICATIONS INC.	COM	82028K200	12,432	502,899	SH	Sole

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COLUMN 7
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ PRN CALL	INVESTMENT DISCRETION
SILVER WHEATON CORP COM	COM	828336107	538	17,161	SH	Sole
SKYWORKS SOLUTIONS INC COM	COM	83088M102	0	6	SH	Sole
SOCIEDAD QUIMICA MINERA DE C SPON ADR SER B	SPONSORED ADR	833635105	914	16,487	SH	Sole
SODASTREAM INTERNATIONAL LTD USD SHS	COM	M9068E105	2,393	48,197	SH	Sole
SONIC AUTOMOTIVE INC CL A	CL A	83545G102	693	31,280	SH	Sole
SOUTHERN CO COM	COM	842587107	521	11,099	SH	Sole
SPDR DOW JONES INDL AVRG ETF UT SER 1	ETF	78467X109	36,388	250,401	SH	Sole
SPDR GOLD TRUST GOLD SHS	ETF	78463V107	9,899	64,084	SH	Sole
SPDR INDEX SHS FDS ASIA PACIF ETF	ETF	78463X301	9,579	125,557	SH	Sole
SPDR INDEX SHS FDS DJ INTL RL ETF	ETF	78463X863	7,670	178,332	SH	Sole
SPDR INDEX SHS FDS EMERG MKTS ETF	ETF	78463X509	13,188	201,962	SH	Sole
SPDR INDEX SHS FDS EURO STOXX 50	ETF	78463X202	3,327	100,688	SH	Sole
SPDR INDEX SHS FDS MSCI ACWI EXUS	ETF	78463X848	2	75	SH	Sole
SPDR INDEX SHS FDS S&P CHINA ETF	ETF	78463X400	11,684	167,032	SH	Sole
SPDR INDEX SHS FDS S&P INTL ETF	ETF	78463X772	18,704	384,782	SH	Sole
SPDR INDEX SHS FDS S&P INTL SMLCP	ETF	78463X871	8,254	269,305	SH	Sole
SPDR INDEX SHS FDS S&P WRLD EX US	ETF	78463X889	45,198	1,721,824	SH	Sole
SPDR S&P 500 ETF TR TR UNIT	ETF	78462F103	227,600	1,452,736	SH	Sole
SPDR S&P MIDCAP 400 ETF TR UT SER1 S&PDCRP	ETF	78467Y107	34,915	166,482	SH	Sole
SPDR SER TR SHT TRM HGH YLD	ETF	78468R408	8,920	288,867	SH	Sole
SPDR SERIES TRUST BARCLYS TIPS ETF	ETF	78464A656	13,072	216,429	SH	Sole
SPDR SERIES TRUST BRC CNV SECS ETF	ETF	78464A359	1,701	40,117	SH	Sole
SPDR SERIES TRUST BRC HGH YLD BD	ETF	78464A417	45,556	1,108,147	SH	Sole
SPDR SERIES TRUST BRCLYS 1-3MT ETF	ETF	78464A680	27,015	589,724	SH	Sole
SPDR SERIES TRUST BRCLYS AGG ETF	ETF	78464A649	49,088	841,699	SH	Sole
SPDR SERIES TRUST BRCLYS INTL ETF	ETF	78464A516	5,218	89,196	SH	Sole
SPDR SERIES TRUST DB INT GVT ETF	ETF	78464A490	22,747	366,362	SH	Sole
SPDR SERIES TRUST DJ REIT ETF	ETF	78464A607	21,698	279,509	SH	Sole
SPDR SERIES TRUST INTR TRM CORP BD	ETF	78464A375	13,259	381,893	SH	Sole
SPDR SERIES TRUST LNG TRM CORP BD	ETF	78464A367	8,659	214,390	SH	Sole
SPDR SERIES TRUST NUVN BR SHT MUNI	ETF	78464A425	17,725	727,916	SH	Sole
SPDR SERIES TRUST NUVN BRCLY MUNI	ETF	78464A458	16,867	701,310	SH	Sole
SPDR SERIES TRUST S&P 600 SMCP GRW	ETF	78464A201	6,864	48,621	SH	Sole
SPDR SERIES TRUST S&P 600 SML CAP	ETF	78464A813	13,629	162,682	SH	Sole
SPDR SERIES TRUST S&P DIVID ETF	ETF	78464A763	13,603	206,134	SH	Sole
SPDR SERIES TRUST S&P RETAIL ETF	ETF	78464A714	1	17	SH	Sole
SPDR SERIES TRUST SHRT INTL ETF	ETF	78464A334	1,916	54,211	SH	Sole
STRYKER CORP COM	COM	863667101	157	2,403	SH	Sole
SUN CMNTYS INC COM	COM	866674104	549	11,139	SH	Sole
SUNTRUST BKS INC COM	COM	867914103	2,448	84,976	SH	Sole
SUPERIOR ENERGY SVCS INC COM	COM	868157108	1,735	66,822	SH	Sole

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SWIFT ENERGY CO COM	COM	870738101	250	16,909	SH	Sole
	SPONSORED					
SYNGENTA AG SPONSORED ADR	ADR	87160A100	849	10,135	SH	Sole
SYNNEX CORP COM	COM	87162W100	78	2,103	SH	Sole
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED					
SPONSORED ADR	ADR	874039100	1,096	63,748	SH	Sole
TAL INTL GROUP INC COM	COM	874083108	688	15,190	SH	Sole
	SPONSORED					
TATA MTRS LTD SPONSORED ADR	ADR	876568502	899	36,844	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/ PRN	PUT/ INVESTMENT CALL DISCRET
TE CONNECTIVITY LTD REG SHS	COM	H84989104	2,405	57,368	SH	Sole
TELUS CORPORATION	COM	87971M103	12,342	178,589	SH	Sole
TEVA PHARMACEUTICAL INDS LTD ADR	ADR	881624209	1,671	42,100	SH	Sole
THOMSON REUTERS CORPORATION	COM	884903105	6,897	212,342	SH	Sole
TIFFANY & CO NEW COM	COM	886547108	1,829	26,307	SH	Sole
TIM HORTONS INC	COM	88706M103	6,133	112,902	SH	Sole
TIME WARNER INC COM NEW	COM	887317303	3,293	57,142	SH	Sole
TORONTO-DOMINION BANK/THE	COM	891160509	4,729	56,795	SH	Sole
TOYOTA MOTOR CORP SP ADR REP2COM	COM	892331307	2,239	21,811	SH	Sole
TRANSCANADA CORPORATION	COM	89353D107	3,948	82,441	SH	Sole
TREEHOUSE FOODS INC COM	COM	89469A104	3,202	49,145	SH	Sole
TRIUMPH GROUP INC NEW COM	COM	896818101	6,477	82,510	SH	Sole
TRW AUTOMOTIVE HLDGS CORP COM	COM	87264S106	1,886	34,293	SH	Sole
TUPPERWARE BRANDS CORP COM	COM	899896104	3,667	44,866	SH	Sole
UGI CORP NEW COM	COM	902681105	595	15,502	SH	Sole
UMPQUA HLDGS CORP COM	COM	904214103	552	41,606	SH	Sole
UNITED TECHNOLOGIES CORP COM	COM	913017109	4,825	51,639	SH	Sole
VALEANT PHARMACEUTICALS INTL COM	COM	91911K102	704	9,387	SH	Sole
VANGUARD BD INDEX FD INC INTERMED TERM	ETF	921937819	833	9,457	SH	Sole
VANGUARD BD INDEX FD INC LONG TERM BOND	ETF	921937793	11,559	126,117	SH	Sole
VANGUARD BD INDEX FD INC SHORT TRM BOND	ETF	921937827	33,867	418,157	SH	Sole
VANGUARD BD INDEX FD INC TOTAL BND MRKT	ETF	921937835	68,258	816,092	SH	Sole
VANGUARD INDEX FDS GROWTH ETF	ETF	922908736	37,939	489,472	SH	Sole
VANGUARD INDEX FDS MCAP VL IDXVIP	ETF	922908512	1,499	22,313	SH	Sole
VANGUARD INDEX FDS REIT ETF	ETF	922908553	9,286	131,662	SH	Sole
VANGUARD INDEX FDS S&P 500 ETF SH	ETF	922908413	70,677	986,558	SH	Sole
VANGUARD INDEX FDS SM CP VAL ETF	ETF	922908611	13,962	169,962	SH	Sole
VANGUARD INDEX FDS SML CP GRW ETF	ETF	922908595	18,517	185,316	SH	Sole
VANGUARD INDEX FDS VALUE ETF	ETF	922908744	48,400	738,596	SH	Sole
VANGUARD INTL EQUITY INDEX F ALLWRLD EX US	ETF	922042775	44,332	956,259	SH	Sole

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VANGUARD INTL EQUITY INDEX F FTSE EMR MKT ETF	ETF	922042858	12,404	289,168	SH	Sole
VANGUARD INTL EQUITY INDEX F FTSE SMCAP ETF	ETF	922042718	12,216	129,343	SH	Sole
VANGUARD INTL EQUITY INDEX F GLB EX US ETF	ETF	922042676	3,461	60,324	SH	Sole
VANGUARD INTL EQUITY INDEX F MSCI EUROPE ETF	ETF	922042874	57,474	1,169,828	SH	Sole
VANGUARD INTL EQUITY INDEX F MSCI PAC ETF	ETF	922042866	24,591	423,767	SH	Sole
VANGUARD MALVERN FDS STRM INFPROIDX	ETF	922020805	142	2,818	SH	Sole
VANGUARD SCOTTSDALE FDS INT-TERM CORP	ETF	92206C870	788	9,020	SH	Sole
VANGUARD SCOTTSDALE FDS MORTG-BACK SEC	ETF	92206C771	13,321	255,452	SH	Sole
VANGUARD TAX MANAGED INTL FD MSCI EAFE ETF	ETF	921943858	9,507	260,954	SH	Sole
VANGUARD WHITEHALL FDS INC HIGH DIV YLD	ETF	921946406	10,832	197,627	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/ PRN CALL	INVESTME DISCRETI
VERISIGN INC COM	COM	92343E102	1,564	33,078	SH	Sole
VERIZON COMMUNICATIONS INC COM	COM	92343V104	0	3	SH	Sole
VERMILION ENERGY TRUST	COM	923725105	3,680	70,993	SH	Sole
VIRTUSA CORP COM	COM	92827P102	92	3,881	SH	Sole
VISA INC COM CL A	CL A	92826C839	2,430	14,309	SH	Sole
WABTEC CORP COM	COM	929740108	6,000	58,762	SH	Sole
WATERS CORP COM	COM	941848103	4,645	49,458	SH	Sole
WILLIAMS COS INC DEL COM	COM	969457100	2,302	61,440	SH	Sole
WILLIAMS SONOMA INC COM	COM	969904101	0	1	SH	Sole
WISDOMTREE TR ASIA LC DBT FD	ETF	97717X842	11,683	223,133	SH	Sole
WISDOMTREE TR EM LCL DEBT FD	ETF	97717X867	661	12,591	SH	Sole
WISDOMTREE TRUST ASIA PAC EXJP FD	ETF	97717W828	7,738	112,312	SH	Sole
WISDOMTREE TRUST AUSTRALIA DIV FD	ETF	97717W810	1,547	23,890	SH	Sole
WISDOMTREE TRUST EMERG MKTS ETF	ETF	97717W315	1,723	31,302	SH	Sole
WISDOMTREE TRUST EMG MKTS SMCAP	ETF	97717W281	1	16	SH	Sole
WISDOMTREE TRUST EQTY INC ETF	ETF	97717W208	10,074	196,803	SH	Sole
WISDOMTREE TRUST EUROPE SMCP DV	ETF	97717W869	1,402	33,573	SH	Sole
WISDOMTREE TRUST JAPN HEDGE EQT	ETF	97717W851	17,311	400,805	SH	Sole
WISDOMTREE TRUST SMALLCAP DIVID	ETF	97717W604	3,004	52,654	SH	Sole
WPP PLC NEW ADR ADDED	ADR	92937A102	803	10,026	SH	Sole
WPX ENERGY INC COM	COM	98212B103	0	8	SH	Sole
YAMANA GOLD INC	COM	98462Y100	442	28,790	SH	Sole
YUM BRANDS INC COM	COM	988498101	3,001	41,718	SH	Sole