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GENWORTH FINANCIAL INC
Form 13F-HR
May 04, 2012

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, 2012

Check here if Amendment ; Amendment Number:

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

Institutional Investment Manager Filing this Report:

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

Form 13F File Number: 28-11523

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

Person Signing this Report on Behalf of Reporting Manager:

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

Signature, Place, and Date of Signing:

/s/ Patricia Merrill Richmond, VA May 4, 2012

[Signature]

[City, State]

[Date]

Report Type (Check only one.):

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

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

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

List of Other Managers Reporting for this Manager: NONE

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FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 1

Form 13F Information Table Entry Total: 393 lines

Form 13F Information Table Value Total: 3,101,853
(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	3,459	38,769 SH		Sole
ABB LTD SPONSORED ADR	SPONSORED ADR	000375204	1	50 SH		Sole
ABBOTT LABS COM	COM	002824100	14,930	243,603 SH		Sole
ACACIA RESH CORP ACACIA TCH COM	COM	003881307	8,173	195,815 SH		Sole
AES CORP COM	COM	00130H105	5,798	443,643 SH		Sole
AFFILIATED MANAGERS GROUP COM	COM	008252108	6,054	54,145 SH		Sole
AIR PRODS & CHEMS INC COM	COM	009158106	2,471	26,921 SH		Sole
ALBEMARLE CORP COM	COM	012653101	1	16 SH		Sole
ALLSTATE CORP COM	COM	020002101	67	2,024 SH		Sole
AMERICAN ELEC PWR INC COM	COM	025537101	4,389	113,758 SH		Sole
AMERICAN EXPRESS CO COM	COM	025816109	0	2 SH		Sole
AMERICAS CAR MART INC COM	COM	03062T105	776	17,638 SH		Sole
ANHEUSER BUSCH INBEV SA/NV SPONSORED ADR	SPONSORED ADR	03524A108	2,933	40,332 SH		Sole
ANN INC COM	COM	035623107	629	21,947 SH		Sole
APPLE INC COM	COM	037833100	5,493	9,162 SH		Sole
APPLIED MATLS INC COM	COM	038222105	7,462	599,619 SH		Sole
APPROACH RESOURCES INC COM	COM	03834A103	2,623	70,981 SH		Sole
ASML HOLDING N V NY REG SHS	COM	N07059186	1	27 SH		Sole
AURICO GOLD INC COM	COM	05155C105	3,559	401,284 SH		Sole
AUTOMATIC DATA PROCESSING IN COM	COM	053015103	457	8,281 SH		Sole
AVAGO TECHNOLOGIES LTD SHS	COM	Y0486S104	2,511	64,437 SH		Sole
BAIDU INC SPON ADR REP A	SPONSORED ADR	056752108	1,537	10,542 SH		Sole
BANK OF AMERICA CORPORATION COM	COM	060505104	2,879	300,801 SH		Sole
BANK OF NOVA SCOTIA	COM	064149107	4,427	78,900 SH		Sole
BARCLAYS BK PLC 10 YR TREAS BEAR	ETF	06740L451	21,066	623,625 SH		Sole
BARCLAYS BK PLC IPATH DYNM VIX	ETF	06741L609	838	14,487 SH		Sole
BARCLAYS BK PLC IPATH S&P MT ETN	ETN	06740C519	56,028	1,211,949 SH		Sole

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BARCLAYS BK PLC IPSP CROIL ETN	ETN	06738C786	29,414	1,136,564	SH	Sole
BARCLAYS BK PLC IPTH S&P VIX NEW	ETF	06740C261	11,503	685,487	SH	Sole
BARCLAYS BK PLC S&P 500 VEQTOR	ETF	06740C337	237,073	1,769,596	SH	Sole
BARCLAYS BK PLC US TRES FLATT	ETF	06740L485	27	475	SH	Sole
BARCLAYS PLC ADR	ADR	06738E204	1	42	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
BASIC ENERGY SVCS INC NEW COM	COM	06985P100	796	45,901	SH	Sole
BAXTER INTL INC COM	COM	071813109	9,054	151,459	SH	Sole
BAYTEX ENERGY CORP	COM	07317Q105	3,526	67,900	SH	Sole
BCE INC	COM	05534B760	6,302	157,100	SH	Sole
BE AEROSPACE INC COM	COM	073302101	5,751	123,748	SH	Sole
BECTON DICKINSON & CO COM	COM	075887109	473	6,096	SH	Sole
BEMIS INC COM	COM	081437105	0	9	SH	Sole
BHP BILLITON LTD SPONSORED ADR	SPONSORED ADR	088606108	1	13	SH	Sole
BLACKROCK INC COM	COM	09247X101	1,027	5,014	SH	Sole
BOEING CO COM	COM	097023105	3,393	45,621	SH	Sole
BRIGGS & STRATTON CORP COM	COM	109043109	2,253	125,649	SH	Sole
BRITISH AMERN TOB PLC SPONSORED ADR	SPONSORED ADR	110448107	1	12	SH	Sole
BROOKFIELD ASSET MANAGEMENT INC	COM	112585104	7,312	231,300	SH	Sole
BROOKFIELD ASSET MANAGEMENT INC	COM	112900105	3,931	225,000	SH	Sole
BROOKFIELD OFFICE PROPERTIES CANADA	COM	112823109	2,537	104,100	SH	Sole
BUCKEYE TECHNOLOGIES INC COM	COM	118255108	762	22,437	SH	Sole
CAE INC	COM	124765108	1,900	185,450	SH	Sole
CAMECO CORP COM	COM	13321L108	880	40,965	SH	Sole
CANADIAN NATIONAL RAILWAY COMPANY	COM	136375102	8,077	101,550	SH	Sole
CANADIAN PACIFIC RAILWAY LTD	COM	13645T100	3,262	42,900	SH	Sole
CATERPILLAR INC DEL COM	COM	149123101	3,041	28,552	SH	Sole
CENOVUS ENERGY INC	COM	15135U109	6,085	169,100	SH	Sole
CERNER CORP COM	COM	156782104	2,108	27,674	SH	Sole
CHECK POINT SOFTWARE TECH LT ORD	COM	M22465104	2,792	43,739	SH	Sole
CHESAPEAKE ENERGY CORP COM	COM	165167107	2	92	SH	Sole
CHEVRON CORP NEW COM	COM	166764100	0	3	SH	Sole
CHICAGO BRIDGE & IRON CO N V N Y REGISTRY SH	COM	167250109	1,183	27,397	SH	Sole
CITRIX SYS INC COM	COM	177376100	6,534	82,799	SH	Sole
CITY TELECOM H K LTD SPONSORED ADR	SPONSORED ADR	178677209	1,066	79,914	SH	Sole
CMS ENERGY CORP COM	COM	125896100	3,625	164,773	SH	Sole
COCA COLA CO COM	COM	191216100	10,945	147,882	SH	Sole
COMERICA INC COM	COM	200340107	7,049	217,816	SH	Sole
COMPANHIA DE BEBIDAS DAS AME SPON ADR PFD	SPONSORED ADR	20441W203	1,538	37,231	SH	Sole
COMPANHIA PARANAENSE ENERG C SPON ADR PFD	SPONSORED ADR	20441B407	1,043	44,364	SH	Sole
COMPASS DIVERSIFIED HOLDINGS SH BEN INT	COM	20451Q104	783	52,927	SH	Sole
CONAGRA FOODS INC COM	COM	205887102	2,918	111,133	SH	Sole
CORNING INC COM	COM	219350105	3,179	225,784	SH	Sole

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ CALL DISCRET
COVIDIEN PLC SHS	ADR	G2554F113	2,216	40,535 SH	Sole
CRACKER BARREL OLD CTRY STOR COM	COM	22410J106	785	14,077 SH	Sole
CREDICORP LTD COM	COM	G2519Y108	1,578	11,974 SH	Sole
CTC MEDIA INC COM	COM	12642X106	1	84 SH	Sole
CUMMINS INC COM	COM	231021106	2,478	20,644 SH	Sole
CURRENCYSHS JAPANESE YEN TR JAPANESE YEN	ETF	23130A102	14	114 SH	Sole
DANAHER CORP DEL COM	COM	235851102	8,045	143,661 SH	Sole
DIEBOLD INC COM	COM	253651103	5,232	135,814 SH	Sole
DIME CMNTY BANCSHARES COM	COM	253922108	774	52,972 SH	Sole
DIREXION SHS ETF TR DLY FIN BEAR NEW	ETF	25459W144	0	3 SH	Sole
DOW CHEM CO COM	COM	260543103	2,990	86,304 SH	Sole
DRIL-QUIP INC COM	COM	262037104	2,353	36,188 SH	Sole
DU PONT E I DE NEMOURS & CO COM	COM	263534109	7,411	140,093 SH	Sole
E M C CORP MASS COM	COM	268648102	5,466	182,938 SH	Sole
EAST WEST BANCORP INC COM	COM	27579R104	5,710	247,281 SH	Sole
EATON CORP COM	COM	278058102	2,586	51,895 SH	Sole
EBAY INC COM	COM	278642103	2,925	79,272 SH	Sole
ECOPETROL S A SPONSORED ADS	SPONSORED ADR	279158109	1,549	25,364 SH	Sole
EDISON INTL COM	COM	281020107	441	10,380 SH	Sole
ELAN PLC ADR	ADR	284131208	2,211	147,284 SH	Sole
ELECTRONIC ARTS INC COM	COM	285512109	3	207 SH	Sole
ELLIE MAE INC	COM	28849P100	293	48,877 SH	Sole
EMERSON ELEC CO COM	COM	291011104	3,239	62,068 SH	Sole
ENBRIDGE INC	COM	29250N105	3,781	97,200 SH	Sole
ENCANA CORPORATION	COM	292505104	4,194	213,150 SH	Sole
ENCORE CAP GROUP INC COM	COM	292554102	801	35,537 SH	Sole
ENERPLUS CORP	COM	292766102	281	12,500 SH	Sole
ENPRO INDS INC COM	COM	29355X107	808	19,664 SH	Sole
ENTERGY CORP NEW COM	COM	29364G103	3,408	50,708 SH	Sole
EQUINIX INC COM NEW	COM	29444U502	3	21 SH	Sole
ERICSSON L M TEL CO ADR B SEK 10	ADR	294821608	2,561	248,355 SH	Sole
EXELIS INC COM	COM	30162A108	1	64 SH	Sole
EXELON CORP COM	COM	30161N101	4,207	107,301 SH	Sole
EXPRESS SCRIPTS INC COM	COM	302182100	39	720 SH	Sole
EXXON MOBIL CORP	COM	453038408	1,482	32,600 SH	Sole
EXXON MOBIL CORP COM	COM	30231G102	8,843	101,963 SH	Sole
FIRST TR EXCHANGE TRADED FD TECH ALPHADEX	ETF	33734X176	2,351	99,279 SH	Sole
FIRST TR ISE GLOBAL ENGR & C COM	COM	33736M103	3,801	92,425 SH	Sole
FIRSTENERGY CORP COM	COM	337932107	339	7,440 SH	Sole
FOMENTO ECONOMICO MEXICANO S SPON ADR UNITS	SPONSORED ADR	344419106	1,629	19,804 SH	Sole
FOOT LOCKER INC COM	COM	344849104	6,925	223,037 SH	Sole
FORTINET INC COM	COM	34959E109	7,883	285,117 SH	Sole
GAP INC DEL COM	COM	364760108	2,608	99,777 SH	Sole

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ INVESTM CALL DISCRET
GENERAL DYNAMICS CORP COM	COM	369550108	5,843	79,623 SH	Sole
GENERAL ELECTRIC CO COM	COM	369604103	2,933	146,123 SH	Sole
GENON ENERGY INC COM	COM	37244E107	115	55,206 SH	Sole
GENTEX CORP COM	COM	371901109	5,730	233,874 SH	Sole
GILEAD SCIENCES INC COM	COM	375558103	2,537	51,920 SH	Sole
GOODRICH CORP COM	COM	382388106	6	44 SH	Sole
GRAINGER W W INC COM	COM	384802104	578	2,692 SH	Sole
GREAT PLAINS ENERGY INC COM	COM	391164100	2,311	114,002 SH	Sole
GRIFOLS S A SPONSORED ADR	SPONSORED ADR	398438309	1,025	132,986 SH	Sole
GROUPE CGI INC CL A SUB VTG	CL A	39945C109	3,787	169,878 SH	Sole
GT ADVANCED TECHNOLOGIES INC COM	COM	36191U106	835	100,951 SH	Sole
HALLIBURTON CO COM	COM	406216101	6,007	180,980 SH	Sole
HANGER ORTHOPEDIC GROUP INC COM NEW	COM	41043F208	793	36,278 SH	Sole
HDFC BANK LTD ADR REPS 3 SHS	ADR	40415F101	1,547	45,365 SH	Sole
HEINZ H J CO COM	COM	423074103	2,974	55,539 SH	Sole
HELEN OF TROY CORP LTD COM	COM	G4388N106	764	22,460 SH	Sole
HESS CORP COM	COM	42809H107	2,956	50,136 SH	Sole
HEWLETT PACKARD CO COM	COM	428236103	2	75 SH	Sole
HMS HLDGS CORP COM	COM	40425J101	8,887	284,741 SH	Sole
HOLOGIC INC	COM	436440101	208	9,632 SH	Sole
HOME DEPOT INC COM	COM	437076102	9	178 SH	Sole
HONDA MOTOR LTD AMERN SHS	COM	438128308	1	26 SH	Sole
HOSPIRA INC COM	COM	441060100	2,887	77,207 SH	Sole
ICICI BK LTD ADR	ADR	45104G104	2	58 SH	Sole
ILLINOIS TOOL WKS INC COM	COM	452308109	394	6,902 SH	Sole
IMAX CORP COM	COM	45245E109	1,030	42,158 SH	Sole
INSIGHT ENTERPRISES INC COM	COM	45765U103	768	35,038 SH	Sole
INSPERITY INC COM	COM	45778Q107	789	25,766 SH	Sole
INTERCONTINENTAL HTLS GRP PL SPONS ADR NEW	SPONSORED ADR	45857P301	1,501	64,645 SH	Sole
INTERNATIONAL BUSINESS MACHS COM	COM	459200101	13,008	62,346 SH	Sole
ISHARES GOLD TRUST ISHARES	ETF	464285105	9,507	584,311 SH	Sole
ISHARES INC MSCI CDA INDEX	ETF	464286509	10,512	370,907 SH	Sole
ISHARES INC MSCI ITALY	ETF	464286855	9,727	743,672 SH	Sole
ISHARES INC MSCI SPAIN	ETF	464286764	6,804	232,229 SH	Sole
ISHARES INC MSCI SWEDEN	ETF	464286756	6,823	235,201 SH	Sole
ISHARES INC MSCI SWITZERLD	ETF	464286749	10,395	415,283 SH	Sole
ISHARES TR AGENCY BD FD	ETF	464288166	9,195	81,631 SH	Sole
ISHARES TR BARCLY USAGG B	ETF	464287226	42,405	386,029 SH	Sole
ISHARES TR BARCLYS 10-20YR	ETF	464288653	373	2,920 SH	Sole
ISHARES TR BARCLYS 1-3 YR	ETF	464287457	5,322	63,119 SH	Sole
ISHARES TR BARCLYS 1-3YR CR	ETF	464288646	9,254	88,058 SH	Sole
ISHARES TR BARCLYS 20+ YR	ETF	464287432	17,859	159,168 SH	Sole
ISHARES TR BARCLYS 3-7 YR	ETF	464288661	1,739	14,361 SH	Sole
ISHARES TR BARCLYS 7-10 YR	ETF	464287440	13,960	135,165 SH	Sole
ISHARES TR BARCLYS CR BD	ETF	464288620	51,443	468,861 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/ PUT/ CALL	INVESTMENT DISCRET
ISHARES TR BARCLYS MBS BD	ETF	464288588	41,159	381,281	SH	Sole
ISHARES TR BARCLYS SH TREA	ETF	464288679	1,217	11,043	SH	Sole
ISHARES TR BARCLYS TIPS BD	ETF	464287176	20,706	176,000	SH	Sole
ISHARES TR BRC 0-5 YR TIP	ETF	46429B747	4,731	45,785	SH	Sole
ISHARES TR DJ INTL SEL DIVD	ETF	464288448	1,885	57,813	SH	Sole
ISHARES TR DJ SEL DIV INX	ETF	464287168	2,399	42,872	SH	Sole
ISHARES TR DJ US TECH SEC	ETF	464287721	15,539	199,698	SH	Sole
ISHARES TR DJ US TELECOMM	ETF	464287713	2,261	101,831	SH	Sole
ISHARES TR FLTG RATE NT	ETF	46429B655	8,756	174,808	SH	Sole
ISHARES TR HIGH YLD CORP	ETF	464288513	5,784	63,761	SH	Sole
ISHARES TR IBOXX INV CPBD	ETF	464287242	21,945	189,784	SH	Sole
ISHARES TR JPMORGAN USD	ETF	464288281	2,112	18,739	SH	Sole
ISHARES TR MSCI ACWI INDX	ETF	464288257	3,654	77,417	SH	Sole
ISHARES TR MSCI EAFE INDEX	ETF	464287465	98	1,781	SH	Sole
ISHARES TR MSCI EMERG MKT	ETF	464287234	24,400	568,157	SH	Sole
ISHARES TR MSCI GRW IDX	ETF	464288885	7,061	120,412	SH	Sole
ISHARES TR MSCI VAL IDX	ETF	464288877	6,337	134,822	SH	Sole
ISHARES TR RSSL MCRCP IDX	ETF	464288869	11	217	SH	Sole
ISHARES TR RUSL 2000 GROW	ETF	464287648	20	207	SH	Sole
ISHARES TR RUSL 2000 VALU	ETF	464287630	29	402	SH	Sole
ISHARES TR RUSSELL 2000	ETF	464287655	13,751	166,050	SH	Sole
ISHARES TR RUSSELL1000GRW	ETF	464287614	54,771	828,856	SH	Sole
ISHARES TR RUSSELL1000VAL	ETF	464287598	493	7,035	SH	Sole
ISHARES TR S&P 100 IDX FD	ETF	464287101	102,736	1,604,250	SH	Sole
ISHARES TR S&P 500 VALUE	ETF	464287408	20	303	SH	Sole
ISHARES TR S&P CAL AMTFR MN	ETF	464288356	20	180	SH	Sole
ISHARES TR S&P GL UTILITI	ETF	464288711	4,609	108,026	SH	Sole
ISHARES TR S&P MC 400 GRW	ETF	464287606	20	177	SH	Sole
ISHARES TR S&P MIDCAP 400	ETF	464287507	49	498	SH	Sole
ISHARES TR S&P MIDCP VALU	ETF	464287705	10	116	SH	Sole
ISHARES TR S&P NA SOFTWR	ETF	464287515	314	4,765	SH	Sole
ISHARES TR S&P NTL AMTFREE	ETF	464288414	4,954	45,284	SH	Sole
ISHARES TR S&P500 GRW	ETF	464287309	59	779	SH	Sole
ISHARES TR US PFD STK IDX	ETF	464288687	2,011	51,502	SH	Sole
ITC HLDGS CORP COM	COM	465685105	295	3,833	SH	Sole
ITT CORP NEW COM NEW	COM	450911201	1	32	SH	Sole
JOHNSON & JOHNSON COM	COM	478160104	484	7,336	SH	Sole
JOHNSON CTLS INC COM	COM	478366107	3,910	120,382	SH	Sole
JOY GLOBAL INC COM	COM	481165108	3,224	43,869	SH	Sole
JPMORGAN CHASE & CO COM	COM	46625H100	8,250	179,435	SH	Sole
KELLY SVCS INC CL A	CL A	488152208	822	51,389	SH	Sole
KLA-TENCOR CORP COM	COM	482480100	1,042	19,145	SH	Sole
KOPPERS HOLDINGS INC COM	COM	50060P106	796	20,650	SH	Sole
KRAFT FOODS INC CL A	CL A	50075N104	4	116	SH	Sole
LAKELAND FINL CORP COM	COM	511656100	792	30,413	SH	Sole
LENNAR CORP CL A	CL A	526057104	2,890	106,325	SH	Sole
LEUCADIA NATIONAL CORPORATION	COM	527288104	110	4,208	SH	Sole
LIBERTY INTERACTIVE CORPORAT INT COM						
SER A	COM	53071M104	4	232	SH	Sole
LIFE TECHNOLOGIES CORP COM	COM	53217V109	4	73	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/ PUT/ CALL	INVESTMENT DISCRET
LKQ CORP COM	COM	501889208	4,528	145,273	SH	Sole
LOEWS CORP COM	COM	540424108	3	73	SH	Sole
LOWES COS INC COM	COM	548661107	4	136	SH	Sole
LTC PPTYS INC COM	COM	502175102	809	25,291	SH	Sole
MACYS INC COM	COM	55616P104	1,956	49,227	SH	Sole
MADDEN STEVEN LTD COM	COM	556269108	3,117	72,904	SH	Sole
MAGNA INTERNATIONAL INC.	COM	559222401	2,127	44,500	SH	Sole
MANULIFE FINL CORP COM	COM	56501R106	1,037	76,522	SH	Sole
MARKET VECTORS ETF TR AGRIBUS ETF	ETF	57060U605	2,308	43,687	SH	Sole
MARKET VECTORS ETF TR GOLD MINER ETF	ETF	57060U100	2,155	43,491	SH	Sole
MARKET VECTORS ETF TR UNCVTL OIL GAS ADDED	ETF	57060U159	4,052	167,246	SH	Sole
MARSH & MCLENNAN COS INC COM	COM	571748102	3,952	120,514	SH	Sole
MCDONALDS CORP COM	COM	580135101	12,892	131,418	SH	Sole
MECHEL OAO SPONSORED ADR	SPONSORED ADR	583840103	1	105	SH	Sole
MEDASSETS INC COM	COM	584045108	800	60,781	SH	Sole
MEDICAL PPTYS TRUST INC COM	COM	58463J304	802	86,370	SH	Sole
MELCO CROWN ENTMT LTD ADR	ADR	585464100	2,817	206,509	SH	Sole
METLIFE INC COM	COM	59156R108	2,198	58,842	SH	Sole
MICROSOFT CORP COM	COM	594918104	14,991	464,771	SH	Sole
MTS SYS CORP COM	COM	553777103	802	15,103	SH	Sole
NATIONAL GRID PLC SPON ADR NEW	SPONSORED ADR	636274300	5,265	104,301	SH	Sole
NATIONAL OILWELL VARCO INC COM	COM	637071101	4,525	56,938	SH	Sole
NEWTEK BUSINESS SERVICES INC.	COM	652526104	222	146,141	SH	Sole
NEXTERA ENERGY INC COM	COM	65339F101	3,790	62,054	SH	Sole
NOKIA CORP SPONSORED ADR	SPONSORED ADR	654902204	3,726	678,716	SH	Sole
NORDSTROM INC COM	COM	655664100	4,256	76,386	SH	Sole
NOVARTIS A G SPONSORED ADR	SPONSORED ADR	66987V109	0	5	SH	Sole
NV ENERGY INC COM	COM	67073Y106	527	32,665	SH	Sole
OCCIDENTAL PETE CORP DEL COM	COM	674599105	2,474	25,977	SH	Sole
OPEN TEXT CORP COM	COM	683715106	2,920	47,748	SH	Sole
ORACLE CORP COM	COM	68389X105	7,360	252,417	SH	Sole
PENNEY J C INC COM	COM	708160106	2,889	81,554	SH	Sole
PERRIGO CO COM	COM	714290103	2,606	25,223	SH	Sole
PETROLEO BRASILEIRO SA PETRO SPONSORED ADR	SPONSORED ADR	71654V408	2	64	SH	Sole
PFIZER INC COM	COM	717081103	4,991	220,410	SH	Sole
PG&E CORP COM	COM	69331C108	3,820	87,987	SH	Sole
PHILIP MORRIS INTL INC COM	COM	718172109	10,734	121,133	SH	Sole
PHILIPPINE LONG DISTANCE TEL SPONSORED ADR	SPONSORED ADR	718252604	1,551	24,938	SH	Sole
PIMCO ETF TR 1-5 US TIP IDX	ETF	72201R205	185	3,414	SH	Sole
PIONEER NAT RES CO COM	COM	723787107	7,202	64,542	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
POST HLDGS INC COM ADDED	COM	737446104	1,910	58,011	SH Sole

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POWERSHARES ETF TR II S&P500 LOW VOL	ETF	73937B779	29,666	1,106,930	SH	Sole
POWERSHARES ETF TRUST DYN PHRMA PORT	ETF	73935X799	3,167	100,775	SH	Sole
POWERSHARES ETF TRUST ENERGY SEC POR	ETF	73935X385	2,422	59,426	SH	Sole
POWERSHARES GLOBAL ETF TRUST ASIA PAC EX-JP	ETF	73936T854	1,923	37,046	SH	Sole
POWERSHARES GLOBAL ETF TRUST INSUR NATL MUN	ETF	73936T474	8,965	361,775	SH	Sole
POWERSHARES QQQ TRUST UNIT SER 1	ETF	73935A104	131,125	1,941,156	SH	Sole
POWERSHS DB MULTI SECT COMM DB GOLD FUND	ETF	73936B606	5,037	87,177	SH	Sole
POWERSHS DB US DOLLAR INDEX DOLL INDX BULL	ETF	73936D107	19	879	SH	Sole
PPL CORP COM	COM	69351T106	3,304	116,921	SH	Sole
PRAXAIR INC COM	COM	74005P104	5,018	43,773	SH	Sole
PRETIUM RES INC COM ADDED	COM	74139C102	1,526	106,797	SH	Sole
PRIVATEBANCORP INC COM	COM	742962103	1,558	102,725	SH	Sole
PROCTER & GAMBLE CO COM	COM	742718109	4,614	68,653	SH	Sole
PROSHARES TR PSHS ULTSH 20YRS	ETF	74347R297	46,472	2,272,454	SH	Sole
PROSHARES TR ULT SHR S&P500	ETF	74347X856	196,147	21,649,834	SH	Sole
PROSPERITY BANCSHARES INC COM	COM	743606105	2	43	SH	Sole
PROVIDENT ENERGY TRUST	COM	74386V100	842	70,100	SH	Sole
PRUDENTIAL FINL INC COM	COM	744320102	6	100	SH	Sole
PRUDENTIAL PLC ADR	ADR	74435K204	1,762	73,327	SH	Sole
QUAKER CHEM CORP COM	COM	747316107	805	20,400	SH	Sole
QUALCOMM INC COM	COM	747525103	2,463	36,188	SH	Sole
RALCORP HLDGS INC NEW COM	COM	751028101	3,767	50,839	SH	Sole
RAMCO-GERSHENSON PPTYS TR COM SH BEN INT	COM	751452202	803	65,672	SH	Sole
RED HAT INC COM	COM	756577102	1	10	SH	Sole
RITCHIE BROS AUCTIONEERS INC	COM	767744105	2,607	109,600	SH	Sole
ROCKWOOD HLDGS INC COM	COM	774415103	2,637	50,559	SH	Sole
ROGERS COMMUNICATIONS INC.	COM	775109200	11,152	280,550	SH	Sole
ROPER INDS INC NEW COM	COM	776696106	4,253	42,888	SH	Sole
ROSETTA RESOURCES INC COM	COM	777779307	2	33	SH	Sole
ROSS STORES INC COM	COM	778296103	4,806	82,711	SH	Sole
ROVI CORP COM	COM	779376102	3,185	97,860	SH	Sole
ROYAL DUTCH SHELL PLC SPONS ADR A	SPONSORED ADR	780259206	1,022	14,576	SH	Sole
SAP AG SPON ADR	SPONSORED ADR	803054204	2,730	39,098	SH	Sole
SASOL LTD SPONSORED ADR	SPONSORED ADR	803866300	1,567	32,226	SH	Sole
SCHLUMBERGER LTD COM	COM	806857108	2,459	35,163	SH	Sole
SELECT SECTOR SPDR TR SBI CONS DISCR	ETF	81369Y407	61,416	1,362,086	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 CALL DISCRET
SELECT SECTOR SPDR TR SBI CONS STPLS	ETF	81369Y308	63,057	1,850,257	SH
SELECT SECTOR SPDR TR SBI HEALTHCARE	ETF	81369Y209	5,410	143,858	SH
SELECT SECTOR SPDR TR SBI INT-ENERGY	ETF	81369Y506	8,181	114,024	SH
SELECT SECTOR SPDR TR SBI INT-FINL	ETF	81369Y605	11,845	749,950	SH
SELECT SECTOR SPDR TR SBI INT-INDS	ETF	81369Y704	9,939	265,638	SH
SELECT SECTOR SPDR TR SBI INT-UTILS	ETF	81369Y886	2,773	79,141	SH
SELECT SECTOR SPDR TR TECHNOLOGY	ETF	81369Y803	246	8,140	SH
SEMPRA ENERGY COM	COM	816851109	2,384	39,752	SH

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SHAW COMMUNICATIONS INC CL B CONV	CL B	82028K200	1,033	48,848	SH	Sole
SHAW COMMUNICATIONS INC.	COM	82028K200	9,960	470,300	SH	Sole
SHIRE PLC SPONSORED ADR	SPONSORED ADR	82481R106	790	8,333	SH	Sole
SIEMENS A G SPONSORED ADR	SPONSORED ADR	826197501	1	9	SH	Sole
SINGAPORE FD INC COM	COM	82929L109	0	8	SH	Sole
SOIEDAD QUIMICA MINERA DE C SPON						
ADR SER B	SPONSORED ADR	833635105	1,551	26,443	SH	Sole
SODASTREAM INTERNATIONAL LTD USD SHS	COM	M9068E105	2,805	83,281	SH	Sole
SOLERA HOLDINGS INC COM	COM	83421A104	3	64	SH	Sole
SONIC AUTOMOTIVE INC CL A	CL A	83545G102	778	43,455	SH	Sole
SOUTHERN CO COM	COM	842587107	1,862	41,444	SH	Sole
SPDR DOW JONES INDL AVRG ETF UT						
SER 1	ETF	78467X109	29,830	226,331	SH	Sole
SPDR GOLD TRUST GOLD SHS	ETF	78463V107	4,861	29,982	SH	Sole
SPDR INDEX SHS FDS ASIA PACIF ETF	ETF	78463X301	8,864	119,541	SH	Sole
SPDR INDEX SHS FDS DJ INTL RL ETF	ETF	78463X863	9,054	245,899	SH	Sole
SPDR INDEX SHS FDS EMERG MKTS ETF	ETF	78463X509	9,559	144,566	SH	Sole
SPDR INDEX SHS FDS S&P CHINA ETF	ETF	78463X400	11,596	169,602	SH	Sole
SPDR INDEX SHS FDS S&P EMKTSC ETF	ETF	78463X756	2,751	59,892	SH	Sole
SPDR INDEX SHS FDS S&P INTL SMLCP	ETF	78463X871	5,764	200,359	SH	Sole
SPDR INDEX SHS FDS S&P WRLD EX US	ETF	78463X889	28,844	1,178,754	SH	Sole
SPDR S&P 500 ETF TR TR UNIT	ETF	78462F103	271,378	1,927,266	SH	Sole
SPDR S&P MIDCAP 400 ETF TR UTSER1						
S&PDCRP	ETF	78467Y107	3,359	18,590	SH	Sole
SPDR SERIES TRUST BARCL CAP TIPS	ETF	78464A656	1,897	32,511	SH	Sole
SPDR SERIES TRUST BRCLYS 1-3MT ETF	ETF	78464A680	3,350	73,104	SH	Sole
SPDR SERIES TRUST BRCLYS AGG ETF	ETF	78464A649	29,912	517,952	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 CALL DISCRET
SPDR SERIES TRUST BRCLYS CAP CONV	ETF	78464A359	1,141	28,633	SH
SPDR SERIES TRUST BRCLYS INTL ETF	ETF	78464A516	886	14,777	SH
SPDR SERIES TRUST BRCLYS YLD ETF	ETF	78464A417	44,868	1,139,647	SH
SPDR SERIES TRUST DB INT GVT ETF	ETF	78464A490	753	12,458	SH
SPDR SERIES TRUST DJ REIT ETF	ETF	78464A607	20,544	290,052	SH
SPDR SERIES TRUST NUVN BR SHT MUNI	ETF	78464A425	13,542	555,679	SH
SPDR SERIES TRUST NUVN BRCLY MUNI	ETF	78464A458	10,699	448,801	SH
SPDR SERIES TRUST S&P 600 SML CAP	ETF	78464A813	9,896	134,032	SH
SPDR SERIES TRUST S&P DIVID ETF	ETF	78464A763	16,927	298,849	SH
SPDR SERIES TRUST SHRT INTL ETF	ETF	78464A334	1,542	42,141	SH
STRYKER CORP COM	COM	863667101	367	6,612	SH
SUN COMMUNITIES INC COM	COM	866674104	798	18,416	SH
SUNTRUST BKS INC COM	COM	867914103	2,905	120,207	SH
SUPERIOR ENERGY SVCS INC COM	COM	868157108	2,914	110,533	SH
SWIFT ENERGY CO COM	COM	870738101	808	27,850	SH
SXC HEALTH SOLUTIONS CORP COM	COM	78505P100	10,478	139,780	SH
SYNGENTA AG SPONSORED ADR	SPONSORED ADR	87160A100	1,046	15,199	SH
TAIWAN SEMICONDUCTOR MFG LTD					
SPONSORED ADR	SPONSORED ADR	874039100	1,561	102,127	SH
TAL INTL GROUP INC COM	COM	874083108	797	21,710	SH
TARGET CORP COM	COM	87612E106	3,410	58,526	SH
TATA MTRS LTD SPONSORED ADR	SPONSORED ADR	876568502	1,593	59,052	SH

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TE CONNECTIVITY LTD REG SHS	COM	H84989104	2,990	81,352	SH	Sole
TELUS CORPORATION	COM	87971M202	5,859	102,950	SH	Sole
TEVA PHARMACEUTICAL INDS LTD ADR	ADR	881624209	3,751	83,249	SH	Sole
TEXAS ROADHOUSE INC COM	COM	882681109	1	90	SH	Sole
THOMSON REUTERS CORPORATION	COM	884903105	6,983	241,300	SH	Sole
TIM HORTONS INC	COM	88706M103	2,906	54,200	SH	Sole
TIM HORTONS INC COM	COM	88706M103	781	14,581	SH	Sole
TIME WARNER INC COM NEW	COM	887317303	3,056	80,962	SH	Sole
TORONTO-DOMINION BANK/THE	COM	891160509	4,296	50,500	SH	Sole
TOYOTA MOTOR CORP SP ADR REP2COM	COM	892331307	3,784	43,590	SH	Sole
TRANSALTA CORPORATION	COM	89346D107	1,861	99,000	SH	Sole
TRANSCANADA CORPORATION	COM	89353D107	4,125	95,800	SH	Sole
TREEHOUSE FOODS INC COM	COM	89469A104	5,429	91,240	SH	Sole
TRIUMPH GROUP INC NEW COM	COM	896818101	14,314	228,442	SH	Sole
TUPPERWARE BRANDS CORP COM	COM	899896104	4,067	64,042	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
UGI CORP NEW COM	COM	902681105	2,487	91,278	SH	Sole
UMPQUA HLDGS CORP COM	COM	904214103	783	57,737	SH	Sole
UNILEVER PLC SPON ADR NEW	SPONSORED ADR	904767704	0	9	SH	Sole
UNITED CONTINENTAL HOLDINGS INC	COM	910047109	52	2,409	SH	Sole
UNITED TECHNOLOGIES CORP COM	COM	913017109	7,400	89,220	SH	Sole
V F CORP COM	COM	918204108	1	4	SH	Sole
VALE S A ADR	ADR	91912E105	2	97	SH	Sole
VALE S A ADR REPSTG PFD	ADR	91912E204	0	10	SH	Sole
VANGUARD BD INDEX FD INC INTERMED TERM	ETF	921937819	1,609	18,499	SH	Sole
VANGUARD BD INDEX FD INC LONG TERM BOND	ETF	921937793	4,052	45,576	SH	Sole
VANGUARD BD INDEX FD INC SHORT TRM BOND	ETF	921937827	12,721	157,160	SH	Sole
VANGUARD BD INDEX FD INC TOTAL BND MRKT	ETF	921937835	31,717	380,850	SH	Sole
VANGUARD INDEX FDS GROWTH ETF	ETF	922908736	33,686	474,654	SH	Sole
VANGUARD INDEX FDS LARGE CAP ETF	ETF	922908637	0	1	SH	Sole
VANGUARD INDEX FDS REIT ETF	ETF	922908553	3,283	51,583	SH	Sole
VANGUARD INDEX FDS SM CP VAL ETF	ETF	922908611	11,227	159,526	SH	Sole
VANGUARD INDEX FDS SML CP GRW ETF	ETF	922908595	17,783	204,525	SH	Sole
VANGUARD INDEX FDS VALUE ETF	ETF	922908744	35,876	621,978	SH	Sole
VANGUARD INTL EQUITY INDEX F ALLWRLD EX US	ETF	922042775	34,581	782,017	SH	Sole
VANGUARD INTL EQUITY INDEX F FTSE SMCAP ETF	ETF	922042718	11,469	128,905	SH	Sole
VANGUARD INTL EQUITY INDEX F GLB EX US ETF	ETF	922042676	1,523	32,401	SH	Sole
VANGUARD INTL EQUITY INDEX F MSCI EMR MKT ETF	ETF	922042858	22,007	506,246	SH	Sole
VANGUARD INTL EQUITY INDEX F MSCI EUROPE ETF	ETF	922042874	25,192	546,586	SH	Sole
VANGUARD INTL EQUITY INDEX F MSCI PAC ETF	ETF	922042866	19,567	368,210	SH	Sole

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VANGUARD SCOTTSDALE FDS INT-TERM CORP	ETF	92206C870	12,426	148,376 SH	Sole
VANGUARD TAX MANAGED INTL FD MSCI EAFE ETF	ETF	921943858	9,743	286,317 SH	Sole
VANGUARD WHITEHALL FDS INC HIGH DIV YLD	ETF	921946406	6,089	125,646 SH	Sole
VANGUARD WORLD FD MEGA CAP INDEX	ETF	921910873	0	5 SH	Sole
VERISIGN INC COM	COM	92343E102	2,107	54,936 SH	Sole
VERIZON COMMUNICATIONS INC COM	COM	92343V104	2,579	67,468 SH	Sole
VISA INC COM CL A	CL A	92826C839	2,439	20,666 SH	Sole
VODAFONE GROUP PLC NEW SPONS ADR NEW SPONSORED ADR		92857W209	1	34 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
WABTEC CORP COM	COM	929740108	3,177	42,155 SH	Sole	
WATERS CORP COM	COM	941848103	7,512	81,071 SH	Sole	
WILLIAMS COS INC DEL COM	COM	969457100	4,596	149,183 SH	Sole	
WILLIAMS SONOMA INC COM	COM	969904101	1	39 SH	Sole	
WISDOMTREE TRUST ASIA PAC EXJP FD	ETF	97717W828	8,411	131,215 SH	Sole	
WPP PLC ADR	ADR	92933H101	1,029	15,056 SH	Sole	
WPX ENERGY INC COM	COM	98212B103	616	34,194 SH	Sole	
XYLEM INC COM	COM	98419M100	2	64 SH	Sole	
YAHOO INC COM	COM	984332106	3	226 SH	Sole	
YUM BRANDS INC COM	COM	988498101	9,185	129,046 SH	Sole	