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GENWORTH FINANCIAL INC
Form 13F-HR
May 06, 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: March 31, 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 May 6, 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

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FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 1

Form 13F Information Table Entry Total: 465 lines

Form 13F Information Table Value Total: 1,740,183
(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 SH/ PRN AMT	PUT/ CALL DISC
3M CO COM	COM	88579Y101	16,369	175,074 SH	S
ABB LTD SPONSORED ADR	SPONSORED ADR	000375204	3,348	138,419 SH	S
ABBOTT LABS COM	COM	002824100	9,387	191,370 SH	S
ABERCROMBIE & FITCH CO CL A	CL A	002896207	4,833	82,335 SH	S
ACACIA RESH CORP ACACIA TCH COM	COM	003881307	2,476	72,088 SH	S
AES CORP COM	COM	00130H105	1,446	111,241 SH	S
AETNA INC NEW COM	COM	00817Y108	37	1,000 SH	S
AFFILIATED MANAGERS GROUP COM	COM	008252108	6,616	60,489 SH	S
AFLAC INC COM	COM	001055102	13	250 SH	S
AIR PRODS & CHEMS INC COM	COM	009158106	2,487	27,577 SH	S
AKAMAI TECHNOLOGIES INC COM	COM	00971T101	51	1,350 SH	S
ALBEMARLE CORP COM	COM	012653101	10,237	171,275 SH	S
ALCOA INC COM	COM	013817101	4,714	266,936 SH	S
ALEXANDER & BALDWIN INC COM	COM	014482103	3,433	75,194 SH	S
ALLSTATE CORP COM	COM	020002101	1,352	42,550 SH	S
ALTERA CORP COM	COM	021441100	0	3 SH	S
AMAZON COM INC COM	COM	023135106	41	225 SH	S
AMEDISYS INC COM	COM	023436108	0	2 SH	S
AMERICAN AXLE & MFG HLDGS IN COM	COM	024061103	2,193	174,158 SH	S
AMERICAN ELEC PWR INC COM	COM	025537101	2,069	58,886 SH	S
AMERICAN EXPRESS CO COM	COM	025816109	3	72 SH	S
AMERICAN MED SYS HLDGS INC COM	COM	02744M108	0	3 SH	S
AMERICAS CAR MART INC COM	COM	03062T105	1,289	49,982 SH	S
AMENIGAS PARTNERS L P UNIT L P INT	COM	030975106	14	300 SH	S
AMGEN INC COM	COM	031162100	5	95 SH	S
ANALOG DEVICES INC COM	COM	032654105	32	800 SH	S
ANHEUSER BUSCH INBEV SA/NV SPONSORED ADR	SPONSORED ADR	03524A108	0	7 SH	S
ANSYS INC COM	COM	03662Q105	51	950 SH	S
APPLE INC COM	COM	037833100	2,929	8,405 SH	S
APPLIED MATLS INC COM	COM	038222105	30	1,900 SH	S

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ARKANSAS BEST CORP DEL COM	COM	040790107	3,024	116,678	SH	S
ASML HOLDING N V NY REG SHS	COM	N07059186	3,350	75,286	SH	S
ASSOCIATED BANC CORP COM	COM	045487105	1,972	132,766	SH	S
ASSURED GUARANTY LTD COM	COM	G0585R106	2,044	137,164	SH	S
AT&T INC COM	COM	00206R102	39	1,281	SH	S
AUTOLIV INC COM	COM	052800109	0	4	SH	S
AUTOMATIC DATA PROCESSING IN COM	COM	053015103	3,317	64,652	SH	S
BAIDU INC SPON ADR REP A	ADR	056752108	1,958	14,208	SH	S
BALCHEM CORP COM	COM	057665200	1,369	36,480	SH	S
BANCO SANTANDER SA ADR	ADR	05964H105	0	31	SH	S
BANK OF AMERICA CORPORATION COM	COM	060505104	5	368	SH	S

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	SH/ PUT/ CALL	INVE DISC
-----	-----	-----	-----	-----	-----	-----
BANK OF NEW YORK MELLON CORP COM	COM	064058100	3	90	SH	S
BARCLAYS BK PLC 10 YR TREAS BEAR	ETF	06740L451	18,294	344,523	SH	S
BARCLAYS BK PLC DJUBS CMDT ETN36	ETN	06738C778	1,493	29,077	SH	S
BARCLAYS PLC ADR	ADR	06738E204	2,042	112,560	SH	S
BARD C R INC COM	COM	067383109	5	50	SH	S
BAXTER INTL INC COM	COM	071813109	6,080	113,069	SH	S
BAYTEX ENERGY CORP	COM	07317Q105	3,529	58,600	SH	S
BCE INC	COM	05534B760	4,885	130,300	SH	S
BE AEROSPACE INC COM	COM	073302101	4,425	124,535	SH	S
BECKMAN COULTER INC COM	COM	075811109	17	200	SH	S
BECTON DICKINSON & CO COM	COM	075887109	2,313	29,046	SH	S
BEMIS INC COM	COM	081437105	558	17,005	SH	S
BHP BILLITON LTD SPONSORED ADR	ADR	088606108	3,437	35,844	SH	S
BIO RAD LABS INC CL A	CL A	090572207	5,535	46,068	SH	S
BLACKROCK INC COM	COM	09247X101	432	2,147	SH	S
BLOUNT INTL INC NEW COM	COM	095180105	1,144	71,566	SH	S
BOEING CO COM	COM	097023105	7,509	101,573	SH	S
BOK FINL CORP COM NEW	COM	05561Q201	1	10	SH	S
BP PLC SPONSORED ADR	ADR	055622104	3	75	SH	S
BRIGGS & STRATTON CORP COM	COM	109043109	4,623	204,096	SH	S
BRISTOL MYERS SQUIBB CO COM	COM	110122108	3	123	SH	S
BRISTOW GROUP INC COM	COM	110394103	1,119	23,661	SH	S
BRITISH AMERN TOB PLC SPONSORED ADR	SPONSORED ADR	110448107	2,763	34,111	SH	S
BROOKFIELD ASSET MANAGEMENT INC	COM	112585104	3,285	98,100	SH	S
BROOKFIELD PROPERTIES CORPORATION	COM	112900105	1,302	71,200	SH	S
BUCYRUS INTL INC NEW COM	COM	118759109	0	1	SH	S
CACI INTL INC CL A	CL A	127190304	0	1	SH	S
CANADIAN NATIONAL RAILWAY COMPANY	COM	136375102	3,510	45,200	SH	S
CANADIAN PACIFIC RAILWAY LTD	COM	13645T100	2,449	36,900	SH	S
CAPITAL ONE FINL CORP COM	COM	14040H105	1,255	24,155	SH	S
CAPSTEAD MTG CORP COM NO PAR	COM	14067E506	1,218	95,285	SH	S
CARDINAL HEALTH INC COM	COM	14149Y108	859	20,882	SH	S
CARDTRONICS INC COM	COM	14161H108	1,169	57,431	SH	S
CATERPILLAR INC DEL COM	COM	149123101	6,904	62,005	SH	S
CELERA CORP COM	COM	15100E106	1,109	136,742	SH	S
CENOVUS ENERGY INC	COM	15135U109	3,604	88,700	SH	S
CENTRAL EUROPEAN DIST CORP COM	COM	153435102	1,023	90,119	SH	S
CENTURY ALUM CO COM	COM	156431108	0	3	SH	S

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CERNER CORP COM	COM	156782104	9,883	88,878	SH	S
CHESAPEAKE ENERGY CORP COM	COM	165167107	4,593	137,018	SH	S
CHEVRON CORP NEW COM	COM	166764100	508	4,729	SH	S
CHICOS FAS INC COM	COM	168615102	0	3	SH	S
CHINA UNICOM (HONG KONG) LTD SPONSORED ADR	ADR	16945R104	1,894	114,086	SH	S
CINTAS CORP COM	COM	172908105	4	126	SH	S
CISCO SYS INC COM	COM	17275R102	4	237	SH	S
CITY TELECOM H K LTD SPONSORED ADR	ADR	178677209	562	37,131	SH	S

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COL	
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR SH/ PRN AMT	PUT/ CALL	INVE DISC
CLOROX CO DEL COM	COM	189054109	6	89	SH	S
CMS ENERGY CORP COM	COM	125896100	1,052	53,574	SH	S
COCA COLA CO COM	COM	191216100	4,677	70,506	SH	S
COGNIZANT TECHNOLOGY SOLUTIO CL A	CL A	192446102	0	2	SH	S
COINSTAR INC COM	COM	19259P300	1,234	26,870	SH	S
COLGATE PALMOLIVE CO COM	COM	194162103	3,980	49,282	SH	S
COMERICA INC COM	COM	200340107	1,739	47,348	SH	S
COMPANHIA BRASILEIRA DE DIST SPN ADR PFD CL A	CL A	20440T201	1,609	38,370	SH	S
COMPUTER SCIENCES CORP COM	COM	205363104	2,222	45,606	SH	S
COMTECH TELECOMMUNICATIONS C COM NEW	COM	205826209	0	2	SH	S
CONSTELLATION ENERGY GROUP I COM	COM	210371100	1,790	57,493	SH	S
COOPER COS INC COM NEW	COM	216648402	0	2	SH	S
COOPER TIRE & RUBR CO COM	COM	216831107	1,151	44,682	SH	S
CORNING INC COM	COM	219350105	7,205	349,237	SH	S
COSTCO WHSL CORP NEW COM	COM	22160K105	37	500	SH	S
CTC MEDIA INC COM	COM	12642X106	1,641	69,613	SH	S
CUBIC CORP COM	COM	229669106	1,200	20,861	SH	S
DANAHER CORP DEL COM	COM	235851102	8,109	156,249	SH	S
DARDEN RESTAURANTS INC COM	COM	237194105	0	4	SH	S
DECKERS OUTDOOR CORP COM	COM	243537107	0	1	SH	S
DELTA AIR LINES INC	COM	247361702	132	13,451	SH	S
DEVON ENERGY CORP NEW COM	COM	25179M103	7,744	84,388	SH	S
DEVRY INC DEL COM	COM	251893103	32	585	SH	S
DIME CMNTY BANCSHARES COM	COM	253922108	1,198	81,184	SH	S
DISCOVER FINL SVCS COM	COM	254709108	2,565	106,362	SH	S
DOLBY LABORATORIES INC COM	COM	25659T107	0	4	SH	S
DOLLAR TREE INC COM	COM	256746108	0	2	SH	S
DOMINION RES INC VA NEW COM	COM	25746U109	45	1,000	SH	S
DPL INC COM	COM	233293109	2	68	SH	S
DTE ENERGY CO COM	COM	233331107	1,012	20,664	SH	S
DU PONT E I DE NEMOURS & CO COM	COM	263534109	3,047	55,437	SH	S
E M C CORP MASS COM	COM	268648102	7,536	283,719	SH	S
EAST WEST BANCORP INC COM	COM	27579R104	6,676	304,026	SH	S
EBAY INC COM	COM	278642103	7,684	247,565	SH	S
EMERSON ELEC CO COM	COM	291011104	7,298	124,897	SH	S
EMULEX CORP COM NEW	COM	292475209	0	3	SH	S
ENBRIDGE INC	COM	29250N105	5,351	84,400	SH	S
ENCANA CORP	COM	292505104	2,925	82,100	SH	S
ENTERGY CORP NEW COM	COM	29364G103	1,509	22,453	SH	S
EQUINIX INC COM NEW	COM	29444U502	10,677	117,200	SH	S
ESTERLINE TECHNOLOGIES CORP COM	COM	297425100	0	1	SH	S

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EXELON CORP COM	COM	30161N101	1,115	27,047	SH
EXPRESS SCRIPTS INC COM	COM	302182100	40	720	SH
EXXON MOBIL CORP COM	COM	30231G102	7,934	94,303	SH
EZCORP INC CL A NON VTG	COM	302301106	0	2	SH
FIRSTENERGY CORP COM	COM	337932107	2	55	SH

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 DISC
FOMENTO ECONOMICO MEXICANO S SPON ADR	ADR	344419106	1,921	32,727	SH
UNITS					
FRONTIER COMMUNICATIONS CORP	COM	35906A108	2	199	SH
FULTON FINL CORP PA COM	COM	360271100	1,281	115,331	SH
GENERAL DYNAMICS CORP COM	COM	369550108	5,735	74,906	SH
GENERAL ELECTRIC CO COM	COM	369604103	33	1,644	SH
GENERAL MLS INC COM	COM	370334104	44	1,200	SH
GENON ENERGY INC COM	COM	37244E107	189	49,703	SH
GENTEX CORP COM	COM	371901109	6,654	219,969	SH
GEO GROUP INC COM	COM	36159R103	1,209	47,138	SH
GILEAD SCIENCES INC COM	COM	375558103	2,500	58,860	SH
GOLDMAN SACHS GROUP INC COM	COM	38141G104	33	205	SH
GOODRICH CORP COM	COM	382388106	5,515	64,484	SH
GOODRICH PETE CORP COM NEW	COM	382410405	1,088	48,975	SH
GOOGLE INC CL A	CL A	38259P508	47	80	SH
GRAINGER W W INC COM	COM	384802104	3,816	27,714	SH
GROUPE CGI INC CL A SUB VTG	CL A	39945C109	5,415	258,731	SH
GULF ISLAND FABRICATION INC COM	COM	402307102	1,223	38,031	SH
HALLIBURTON CO COM	COM	406216101	4,964	99,600	SH
HESS CORP COM	COM	42809H107	1	16	SH
HEWLETT PACKARD CO COM	COM	428236103	4,494	109,699	SH
HMS HLDGS CORP COM	COM	40425J101	8,572	104,725	SH
HOLOGIC INC	COM	436440101	214	9,632	SH
HOME DEPOT INC COM	COM	437076102	11	295	SH
HONDA MOTOR LTD AMERN SHS	COM	438128308	2,566	68,408	SH
HONEYWELL INTL INC COM	COM	438516106	51	850	SH
HSBC HLDGS PLC SPON ADR NEW	SPONSORED ADR	404280406	707	13,639	SH
ICICI BK LTD ADR	ADR	45104G104	2,430	48,769	SH
II VI INC COM	COM	902104108	51	1,035	SH
ILLINOIS TOOL WKS INC COM	COM	452308109	2,883	53,672	SH
INFORMATICA CORP COM	COM	45666Q102	0	3	SH
INTEL CORP COM	COM	458140100	5	224	SH
INTERNATIONAL BUSINESS MACHS COM	COM	459200101	14,272	87,519	SH
ISHARES GOLD TRUST ISHARES	ETF	464285105	2	150	SH
ISHARES INC MSCI AUSTRALIA	ETF	464286103	3,095	116,282	SH
ISHARES INC MSCI FRANCE	ETF	464286707	500	18,582	SH
ISHARES INC MSCI GERMANY	ETF	464286806	254	9,785	SH
ISHARES INC MSCI HONG KONG	ETF	464286871	254	13,410	SH
ISHARES INC MSCI JAPAN	ETF	464286848	1,245	120,665	SH
ISHARES INC MSCI NETHR INVES	ETF	464286814	250	10,854	SH
ISHARES INC MSCI SINGAPORE	ETF	464286673	252	18,464	SH
ISHARES INC MSCI SPAIN	ETF	464286764	494	11,649	SH
ISHARES INC MSCI SWEDEN	ETF	464286756	251	7,655	SH
ISHARES INC MSCI SWITZERLD	ETF	464286749	498	19,702	SH
ISHARES INC MSCI UTD KINGD	ETF	464286699	747	41,715	SH

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ISHARES	TR	AGENCY BD FD	ETF	464288166	5,111	46,741	SH	S
ISHARES	TR	BARCLY USAGG B	ETF	464287226	63,404	603,097	SH	S

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	SH/ PUT/ INVE
-----	-----	-----	-----	-----	-----
ISHARES TR BARCLYS 10-20YR	ETF	464288653	87	774	SH
ISHARES TR BARCLYS 1-3 YR	ETF	464287457	12,420	148,299	SH
ISHARES TR BARCLYS 1-3YR CR	ETF	464288646	14,923	142,886	SH
ISHARES TR BARCLYS 20+ YR	ETF	464287432	10,312	111,928	SH
ISHARES TR BARCLYS 3-7 YR	ETF	464288661	7,760	67,965	SH
ISHARES TR BARCLYS 7-10 YR	ETF	464287440	11,920	128,160	SH
ISHARES TR BARCLYS CR BD	ETF	464288620	19,824	189,973	SH
ISHARES TR BARCLYS MBS BD	ETF	464288588	22,502	213,631	SH
ISHARES TR BARCLYS SH TREA	ETF	464288679	688	6,239	SH
ISHARES TR BARCLYS TIPS BD	ETF	464287176	18,255	167,229	SH
ISHARES TR DJ INTL SEL DIVD	ETF	464288448	800	22,345	SH
ISHARES TR DJ SEL DIV INX	ETF	464287168	823	15,780	SH
ISHARES TR DJ US TECH SEC	ETF	464287721	12,677	190,512	SH
ISHARES TR DJ US TELECOMM	ETF	464287713	1,893	79,468	SH
ISHARES TR IBOXX INV CPBD	ETF	464287242	4,822	44,565	SH
ISHARES TR JPMORGAN USD	ETF	464288281	1,366	12,808	SH
ISHARES TR MRTG PLS CAP IDX	ETF	464288539	12,824	844,786	SH
ISHARES TR MSCI EAFE INDEX	ETF	464287465	22,630	376,669	SH
ISHARES TR MSCI EMERG MKT	ETF	464287234	45,591	936,743	SH
ISHARES TR MSCI GRW IDX	ETF	464288885	16,505	265,178	SH
ISHARES TR MSCI VAL IDX	ETF	464288877	16,870	318,246	SH
ISHARES TR RUSL 2000 GROW	ETF	464287648	2,542	26,662	SH
ISHARES TR RUSL 2000 VALU	ETF	464287630	5,134	68,105	SH
ISHARES TR RUSL 3000 VALU	ETF	464287663	4,873	53,950	SH
ISHARES TR RUSSELL 1000	ETF	464287622	7,131	96,540	SH
ISHARES TR RUSSELL 2000	ETF	464287655	26,575	315,726	SH
ISHARES TR RUSSELL MCP GR	ETF	464287481	7	116	SH
ISHARES TR RUSSELL MIDCAP	ETF	464287499	430	3,949	SH
ISHARES TR RUSSELL1000GRW	ETF	464287614	329	5,442	SH
ISHARES TR RUSSELL1000VAL	ETF	464287598	6,645	96,774	SH
ISHARES TR S&P 500 INDEX	ETF	464287200	8,478	63,740	SH
ISHARES TR S&P 500 VALUE	ETF	464287408	3,917	61,871	SH
ISHARES TR S&P CAL AMTFR MN	ETF	464288356	10	95	SH
ISHARES TR S&P GL UTILITI	ETF	464288711	9,873	215,791	SH
ISHARES TR S&P GLB MTRLS	ETF	464288695	2,556	34,258	SH
ISHARES TR S&P LTN AM 40	ETF	464287390	2,665	49,552	SH
ISHARES TR S&P MC 400 GRW	ETF	464287606	612	5,544	SH
ISHARES TR S&P MIDCAP 400	ETF	464287507	5,707	57,812	SH
ISHARES TR S&P MIDCP VALU	ETF	464287705	3,955	45,885	SH
ISHARES TR S&P NA MULTIMD	ETF	464287531	847	23,809	SH
ISHARES TR S&P NTL AMTFREE	ETF	464288414	3,635	36,550	SH
ISHARES TR S&P SMLCP GROW	ETF	464287887	144	1,818	SH
ISHARES TR S&P SMLCP VALU	ETF	464287879	287	3,759	SH
ISHARES TR S&P500 GRW	ETF	464287309	5,887	85,672	SH
ISHARES TR SMLL CORE INDX	ETF	464288505	143	1,464	SH
ISHARES TR SMLL GRWTH IDX	ETF	464288604	286	3,094	SH

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ CALL
-----	-----	-----	-----	-----	-----
ISHARES TR SMLL VAL INDX	ETF	464288703	427	4,865	SH
ISHARES TR US PFD STK IDX	ETF	464288687	789	19,904	SH
ITT CORP NEW COM	COM	450911102	5,666	94,352	SH
JACOBS ENGR GROUP INC DEL COM	COM	469814107	15	290	SH
JAKKS PAC INC COM	COM	47012E106	3,413	176,379	SH
JARDEN CORP COM	COM	471109108	3,215	90,399	SH
JOHNSON & JOHNSON COM	COM	478160104	2,775	46,831	SH
JOY GLOBAL INC COM	COM	481165108	4,476	45,304	SH
JPMORGAN CHASE & CO COM	COM	46625H100	12,215	264,976	SH
KEYCORP NEW COM	COM	493267108	1,960	220,725	SH
KNIGHT TRANSN INC COM	COM	499064103	0	2	SH
KONINKLIJKE PHILIPS ELECTRS NY REG SH NEW	COM	500472303	5,265	163,653	SH
KRAFT FOODS INC CL A	CL A	50075N104	5,437	173,380	SH
KUBOTA CORP ADR	ADR	501173207	710	15,065	SH
KULICKE & SOFFA INDS INC COM	COM	501242101	1,104	118,084	SH
LEGG MASON INC COM	COM	524901105	3	92	SH
LHC GROUP INC COM	COM	50187A107	0	2	SH
LIBERTY MEDIA CORP NEW INT COM SER A	CL A	53071M104	5,513	343,714	SH
LIFE TECHNOLOGIES CORP COM	COM	53217V109	5,662	108,017	SH
LINCOLN EDL SVCS CORP COM	COM	533535100	0	2	SH
LINCOLN ELEC HLDGS INC COM	COM	533900106	18	240	SH
LINCOLN NATL CORP IND COM	COM	534187109	1,254	41,728	SH
LKQ CORP COM	COM	501889208	4,300	178,426	SH
LOCKHEED MARTIN CORP COM	COM	539830109	5,769	71,748	SH
LOEWS CORP COM	COM	540424108	4,658	108,101	SH
LOWES COS INC COM	COM	548661107	8,710	329,547	SH
M/I HOMES INC COM	COM	55305B101	3,369	224,779	SH
MADDEN STEVEN LTD COM	COM	556269108	3,814	81,273	SH
MAIDEN HOLDINGS LTD SHS	COM	G5753U112	1,263	168,663	SH
MAKITA CORP ADR NEW	ADR	560877300	1,164	24,825	SH
MANITOWOC INC COM	COM	563571108	16	733	SH
MARINEMAX INC COM	COM	567908108	1,050	106,483	SH
MARKET VECTORS ETF TR AGRIBUS ETF	ETF	57060U605	1,537	27,422	SH
MARKET VECTORS ETF TR COAL ETF	ETF	57060U837	2,752	54,268	SH
MARSHALL & ILSLEY CORP NEW COM	COM	571837103	531	66,519	SH
MASTERCARD INC CL A	CL A	57636Q104	0	1	SH
MBIA INC COM	COM	55262C100	1,684	167,710	SH
MCCORMICK & CO INC COM NON VTG	COM	579780206	6	119	SH
MCDONALDS CORP COM	COM	580135101	10,585	139,114	SH
MCGRAW HILL COS INC COM	COM	580645109	4	98	SH
MECHEL OAO SPONSORED ADR	ADR	583840103	2,684	87,158	SH
MEDIDATA SOLUTIONS INC COM	COM	58471A105	998	39,023	SH
MEDTRONIC INC COM	COM	585055106	3	80	SH
MERCK & CO INC NEW COM	COM	58933Y105	3,851	116,672	SH
METLIFE INC COM	COM	59156R108	7,180	160,511	SH
MICROMET INC COM	COM	59509C105	1,089	194,202	SH

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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 DISC
MICROSOFT CORP COM	COM	594918104	7,602	299,424	SH
MOTRICITY INC COM	COM	620107102	3,223	214,443	SH
NALCO HOLDING COMPANY COM	COM	62985Q101	6,914	253,172	SH
NATIONAL GRID PLC SPON ADR NEW	SPONSORED ADR	636274300	2,327	48,429	SH
NEWELL RUBBERMAID INC COM	COM	651229106	38	2,000	SH
NEWTEK BUSINESS SERVICES INC	COM	652526104	240	146,141	SH
NEXTERA ENERGY INC COM	COM	65339F101	1,897	34,419	SH
NIKE INC CL B	CL B	654106103	0	2	SH
NOBLE ENERGY INC COM	COM	655044105	38	390	SH
NORTHERN TR CORP COM	COM	665859104	0	3	SH
NOVARTIS A G SPONSORED ADR	SPONSORED ADR	66987V109	5,730	105,421	SH
NOVO-NORDISK A S ADR	ADR	670100205	2,735	21,836	SH
NRG ENERGY INC COM NEW	COM	629377508	0	1	SH
NTT DOCOMO INC SPONS ADR	ADR	62942M201	0	19	SH
NV ENERGY INC COM	COM	67073Y106	580	38,947	SH
OCCIDENTAL PETE CORP DEL COM	COM	674599105	3,985	38,133	SH
OCEANEERING INTL INC COM	COM	675232102	0	1	SH
OLD REP INTL CORP COM	COM	680223104	1,670	131,583	SH
OMNICOM GROUP INC COM	COM	681919106	1	15	SH
OPLINK COMMUNICATIONS INC COM NEW	COM	68375Q403	1,053	54,035	SH
ORACLE CORP COM	COM	68389X105	8,657	258,945	SH
ORIX CORP SPONSORED ADR	ADR	686330101	1,934	41,523	SH
PARKER HANNIFIN CORP COM	COM	701094104	0	3	SH
PAYCHEX INC COM	COM	704326107	29	920	SH
PENN VA CORP COM	COM	707882106	0	2	SH
PEPSICO INC COM	COM	713448108	42	650	SH
PERRIGO CO COM	COM	714290103	2,610	32,822	SH
PETROLEO BRASILEIRO SA PETRO SPONSORED ADR	SPONSORED ADR	71654V408	1,898	46,933	SH
PFIZER INC COM	COM	717081103	34	1,671	SH
PG&E CORP COM	COM	69331C108	2,266	51,282	SH
PHILIP MORRIS INTL INC COM	COM	718172109	7,789	118,674	SH
PIMCO ETF TR 1-5 US TIP IDX	ETF	72201R205	3,733	69,888	SH
PIMCO ETF TR ENHAN SHRT MAT	ETF	72201R833	712	7,057	SH
POWERSHARES ETF TRUST DYN PHRMA PORT	ETF	73935X799	1,642	67,439	SH
POWERSHARES ETF TRUST ENERGY SEC POR	ETF	73935X385	3,359	76,421	SH
POWERSHARES ETF TRUST GOLDEN DRG USX	ETF	73935X401	2,709	97,337	SH
POWERSHARES ETF TRUST TECH SECT PORT	ETF	73935X344	1,681	61,212	SH
POWERSHARES GLOBAL ETF TRUST INSUR NATL MUN	ETF	73936T474	8,590	386,396	SH
POWERSHARES QQQ TRUST UNIT SER 1	ETF	73935A104	19	332	SH
PPL CORP COM	COM	69351T106	986	38,971	SH
PRAXAIR INC COM	COM	74005P104	3,570	35,135	SH
PRECISION CASTPARTS CORP COM	COM	740189105	61	415	SH
PRICE T ROWE GROUP INC COM	COM	74144T108	55	825	SH
PRIVATEBANCORP INC COM	COM	742962103	3,783	247,406	SH
PROCTER & GAMBLE CO COM	COM	742718109	9,060	147,085	SH
PROSPERITY BANCSHARES INC COM	COM	743606105	9,103	212,840	SH

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	INVE DISC
PRUDENTIAL FINL INC COM	COM	744320102	10	170	SH		S
PUBLIC SVC ENTERPRISE GROUP COM	COM	744573106	0	1	SH		S
QEP RES INC COM	COM	74733V100	45	1,100	SH		S
QUALCOMM INC COM	COM	747525103	7	134	SH		S
QUESTAR CORP COM	COM	748356102	19	1,100	SH		S
RALCORP HLDGS INC NEW COM	COM	751028101	1	10	SH		S
RAYTHEON CO COM NEW	COM	755111507	4	88	SH		S
RED HAT INC COM	COM	756577102	0	10	SH		S
REGIONS FINANCIAL CORP NEW COM	COM	7591EP100	1,257	173,093	SH		S
REPUBLIC SVCS INC COM	COM	760759100	32	1,065	SH		S
RESMED INC COM	COM	761152107	0	3	SH		S
RESOLUTE ENERGY CORP COM	COM	76116A108	1,115	61,483	SH		S
REVENUESHARES ETF TR MID CAP FD	ETF	761396209	1,696	52,398	SH		S
RIGHTNOW TECHNOLOGIES INC COM	COM	76657R106	1,114	35,565	SH		S
ROGERS COMMUNICATIONS INC	COM	775109200	4,844	129,000	SH		S
ROSETTA RESOURCES INC COM	COM	777779307	10,058	211,318	SH		S
ROSS STORES INC COM	COM	778296103	3,163	44,473	SH		S
ROVI CORP COM	COM	779376102	12,659	235,961	SH		S
ROYAL DUTCH SHELL PLC SPONS ADR A	ADR	780259206	546	7,498	SH		S
RPM INTL INC COM	COM	749685103	34	1,450	SH		S
SALESFORCE COM INC COM	COM	79466L302	1	4	SH		S
SANOFI AVENTIS SPONSORED ADR	ADR	80105N105	0	11	SH		S
SAP AG SPON ADR	ADR	803054204	3,340	54,435	SH		S
SARA LEE CORP COM	COM	803111103	1	70	SH		S
SASOL LTD SPONSORED ADR	ADR	803866300	2,425	41,849	SH		S
SCHLUMBERGER LTD COM	COM	806857108	2,559	27,438	SH		S
SEATTLE GENETICS INC COM	COM	812578102	0	4	SH		S
SELECT SECTOR SPDR TR SBI CONS DISCR	ETF	81369Y407	6,177	158,173	SH		S
SELECT SECTOR SPDR TR SBI CONS STPLS	ETF	81369Y308	5,143	171,889	SH		S
SELECT SECTOR SPDR TR SBI HEALTHCARE	ETF	81369Y209	5,490	165,815	SH		S
SELECT SECTOR SPDR TR SBI INT-ENERGY	ETF	81369Y506	7,124	89,326	SH		S
SELECT SECTOR SPDR TR SBI INT-FINL	ETF	81369Y605	5,411	330,121	SH		S
SELECT SECTOR SPDR TR SBI INT-INDS	ETF	81369Y704	9,402	249,629	SH		S
SELECT SECTOR SPDR TR SBI INT-UTILS	ETF	81369Y886	2,674	83,916	SH		S
SELECT SECTOR SPDR TR SBI MATERIALS	ETF	81369Y100	2,027	50,644	SH		S
SEMPRA ENERGY COM	COM	816851109	1,504	28,112	SH		S
SERVICE CORP INTL COM	COM	817565104	4	354	SH		S
SHAW COMMUNICATOINS INC	COM	82028K200	3,861	177,600	SH		S
SIEMENS A G SPONSORED ADR	ADR	826197501	3,396	24,726	SH		S
SINGAPORE FD INC COM	COM	82929L109	0	11	SH		S
SMITHFIELD FOODS INC COM	COM	832248108	1,099	45,679	SH		S
SOCIEDAD QUIMICA MINERA DE C SPON ADR SER B	SPONSORED ADR	833635105	1,952	35,327	SH		S
SOLERA HOLDINGS INC COM	COM	83421A104	7,699	150,664	SH		S
SOUTHERN CO COM	COM	842587107	585	15,352	SH		S
SPDR GOLD TRUST GOLD SHS	ETF	78463V107	2,979	21,301	SH		S
SPDR INDEX SHS FDS ASIA PACIF ETF	ETF	78463X301	2,595	30,470	SH		S

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COL	
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR SH/ PRN AMT	PUT/ CALL	INVE DISC

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SPDR INDEX SHS FDS DJ INTL RL ETF	ETF	78463X863	3,830	98,136	SH	S
SPDR INDEX SHS FDS EMERG MKTS ETF	ETF	78463X509	9,952	132,161	SH	S
SPDR INDEX SHS FDS INTL INDS ETF	ETF	78463X673	259	8,793	SH	S
SPDR INDEX SHS FDS S&P INTL SMLCP	ETF	78463X871	2,443	77,335	SH	S
SPDR INDEX SHS FDS S&P WRLD EX US	ETF	78463X889	22,721	841,814	SH	S
SPDR S&P 500 ETF TR TR UNIT	ETF	78462F103	60,133	453,527	SH	S
SPDR S&P MIDCAP 400 ETF TR UTSER1 S&PDCRP	ETF	78467Y107	3,611	20,111	SH	S
SPDR SERIES TRUST BARCL CAP TIPS	ETF	78464A656	1,413	26,212	SH	S
SPDR SERIES TRUST BRCLYS 1-3MT ETF	ETF	78464A680	8,489	185,137	SH	S
SPDR SERIES TRUST BRCLYS AGG ETF	ETF	78464A649	21,332	384,918	SH	S
SPDR SERIES TRUST BRCLYS INTL ETF	ETF	78464A516	1,153	19,265	SH	S
SPDR SERIES TRUST BRCLYS YLD ETF	ETF	78464A417	12,535	309,421	SH	S
SPDR SERIES TRUST DB INT GVT ETF	ETF	78464A490	1,329	21,992	SH	S
SPDR SERIES TRUST DJ REIT ETF	ETF	78464A607	11,512	178,200	SH	S
SPDR SERIES TRUST NUVN BR SHT MUNI	ETF	78464A425	7,981	334,934	SH	S
SPDR SERIES TRUST NUVN BRCLY MUNI	ETF	78464A458	9,743	443,052	SH	S
SPDR SERIES TRUST S&P 600 SMCP GRW	ETF	78464A201	286	2,416	SH	S
SPDR SERIES TRUST S&P 600 SMCP VAL	ETF	78464A300	286	3,909	SH	S
SPDR SERIES TRUST S&P 600 SML CAP	ETF	78464A813	5,528	78,107	SH	S
SPDR SERIES TRUST S&P DIVID ETF	ETF	78464A763	9,160	169,155	SH	S
SPDR SERIES TRUST S&P HOMEBUILD	ETF	78464A888	1,688	92,722	SH	S
STANDARD PAC CORP NEW COM	COM	85375C101	2,152	576,993	SH	S
STERICYCLE INC COM	COM	858912108	0	1	SH	S
STEWART INFORMATION SVCS COR COM	COM	860372101	248	23,671	SH	S
STRYKER CORP COM	COM	863667101	3,172	52,171	SH	S
SUNTRUST BKS INC COM	COM	867914103	412	14,289	SH	S
SUPERIOR ENERGY SVCS INC COM	COM	868157108	2,593	63,246	SH	S
SUSQUEHANNA BANCSHARES INC P COM	COM	869099101	1,305	139,566	SH	S
SXC HEALTH SOLUTIONS CORP COM	COM	78505P100	8,037	146,662	SH	S
SYMANTEC CORP COM	COM	871503108	0	10	SH	S
SYNGENTA AG SPONSORED ADR	ADR	87160A100	3,274	50,243	SH	S
TAIWAN SEMICONDUCTOR MFG LTD SPONSORED ADR	ADR	874039100	2,855	234,376	SH	S
TALEO CORP CL A	CL A	87424N104	0	2	SH	S
TARGACEPT INC COM	COM	87611R306	1,045	39,316	SH	S
TARGET CORP COM	COM	87612E106	5,098	101,949	SH	S
TATA MTRS LTD SPONSORED ADR	ADR	876568502	1,624	58,449	SH	S
TELUS CORP	COM	87971M202	4,067	81,300	SH	S
TESSERA TECHNOLOGIES INC COM	COM	88164L100	0	2	SH	S
TEVA PHARMACEUTICAL INDS LTD ADR	ADR	881624209	34	675	SH	S
TEXAS INSTRS INC COM	COM	882508104	38	1,100	SH	S
TEXAS ROADHOUSE INC COM	COM	882681109	3,222	189,641	SH	S
THOR INDS INC COM	COM	885160101	35	1,050	SH	S
TOTAL S A SPONSORED ADR	SPONSORED ADR	89151E109	5,339	87,565	SH	S
TOWER GROUP INC COM	COM	891777104	1,260	52,417	SH	S
TOYOTA MOTOR CORP SP ADR REP2COM	COM	892331307	4,950	61,678	SH	S
TRANSCANADA CORPORATION	COM	89353D107	4,240	101,400	SH	S

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR SH/ PUT/ INVE PRN AMT PRN CALL DISC	
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TRANSOCEAN LTD REG SHS	COM	H8817H100	29	375	SH
TREEHOUSE FOODS INC COM	COM	89469A104	7,592	133,499	SH
TRIUMPH GROUP INC NEW COM	COM	896818101	14,738	166,625	SH

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TTM TECHNOLOGIES INC COM	COM	87305R109	1,240	68,289	SH	S
TUPPERWARE BRANDS CORP COM	COM	899896104	7,824	131,030	SH	S
TUTOR PERINI CORP COM	COM	901109108	1,179	48,411	SH	S
UGI CORP NEW COM	COM	902681105	1,222	37,147	SH	S
UNIFIRST CORP MASS COM	COM	904708104	1,053	19,871	SH	S
UNILEVER N V N Y SHS NEW	ADR	904784709	1,234	39,348	SH	S
UNILEVER PLC SPON ADR NEW	ADR	904767704	559	18,270	SH	S
UNISOURCE ENERGY CORP COM	COM	909205106	0	1	SH	S
UNITED CONTINENTAL HOLDINGS INC	COM	910047109	56	2,409	SH	S
UNITED CONTINENTAL HOLDINGS INC	COM	910047109	17	748	SH	S
UNITED PARCEL SERVICE INC CL B	CL B	911312106	3	42	SH	S
UNITED TECHNOLOGIES CORP COM	COM	913017109	19,774	233,599	SH	S
UNIVERSAL FST PRODS INC COM	COM	913543104	55	1,500	SH	S
USANA HEALTH SCIENCES INC COM	COM	90328M107	0	1	SH	S
V F CORP COM	COM	918204108	546	5,539	SH	S
VALE S A ADR	ADR	91912E105	2,712	81,317	SH	S
VALE S A ADR REPSTG PFD	ADR	91912E204	561	18,996	SH	S
VANGUARD BD INDEX FD INC LONG TERM BOND	ETF	921937793	5,546	70,901	SH	S
VANGUARD BD INDEX FD INC TOTAL BND MKRT	ETF	921937835	23,221	290,187	SH	S
VANGUARD INDEX FDS GROWTH ETF	ETF	922908736	26,835	417,347	SH	S
VANGUARD INDEX FDS SM CP VAL ETF	ETF	922908611	10,652	149,077	SH	S
VANGUARD INDEX FDS SMALL CP ETF	ETF	922908751	572	7,243	SH	S
VANGUARD INDEX FDS SML CP GRW ETF	ETF	922908595	9,714	112,562	SH	S
VANGUARD INDEX FDS VALUE ETF	ETF	922908744	31,298	551,791	SH	S
VANGUARD INTL EQUITY INDEX F FTSE SMCAP ETF	ETF	922042718	8,474	83,132	SH	S
VANGUARD INTL EQUITY INDEX F MSCI EMR MKT ETF	ETF	922042858	16,560	338,308	SH	S
VANGUARD INTL EQUITY INDEX F MSCI EUROPE ETF	ETF	922042874	20,298	390,726	SH	S
VANGUARD INTL EQUITY INDEX F MSCI PAC ETF	ETF	922042866	18,632	333,728	SH	S
VANGUARD SCOTTSDALE FDS INT-TERM CORP	ETF	92206C870	2,396	30,366	SH	S
VANGUARD TAX-MANAGED FD MSCI EAFE ETF	ETF	921943858	14,545	389,839	SH	S
VANGUARD WORLD FDS CONSUM DIS ETF	ETF	92204A108	1,665	26,368	SH	S
VARIAN SEMICONDUCTOR EQUIPMN COM	COM	922207105	7,589	155,923	SH	S
VERINT SYS INC COM	COM	92343X100	1,186	33,086	SH	S
VERIZON COMMUNICATIONS INC	COM	92343V104	30	832	SH	S
VIAD CORP COM NEW	COM	92552R406	0	2	SH	S
VISA INC COM CL A	CL A	92826C839	2,492	33,855	SH	S
VODAFONE GROUP PLC NEW SPONS ADR NEW	ADR	92857W209	2,710	94,270	SH	S
WAL MART STORES INC COM	COM	931142103	3	63	SH	S
WALGREEN CO COM	COM	931422109	44	1,100	SH	S
WASHINGTON FED INC COM	COM	938824109	1,276	73,599	SH	S
WATERS CORP COM	COM	941848103	7,737	89,034	SH	S
WELLS FARGO & CO NEW COM	COM	949746101	1,257	39,638	SH	S
WESTERN UN CO COM	COM	959802109	12	600	SH	S

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 DISC
WESTPAC BKG CORP SPONSORED ADR	SPONSORED ADR	961214301	0	3	SH
WHIRLPOOL CORP COM	COM	963320106	2,348	27,504	SH
WILLIAMS COS INC DEL COM	COM	969457100	2,130	68,306	SH
WILLIAMS SONOMA INC COM	COM	969904101	11,473	283,277	SH

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WOLVERINE WORLD WIDE INC COM	COM	978097103	2	60	SH	S
WOODBIDGE CO LTD	COM	884903105	3,704	91,500	SH	S
WPP PLC ADR	ADR	92933H101	546	8,843	SH	S
XL GROUP PLC SHS	ADR	G98290102	936	38,050	SH	S
YAHOO INC COM	COM	984332106	5,584	334,790	SH	S
YANZHOU COAL MNG CO LTD SPON ADR H SHS	SPONSORED ADR	984846105	2,097	57,815	SH	S