UNITED STATES

 SECURITIES AND EXCHANGE COMMISSION

 WASHINGTON, D.C. 20549

 Form 13F

 FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: December 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 February 8, 2013

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 [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

Report Summary:

Number of Other Included Managers: 1

Form 13F Information Table Entry Total: 403 lines

Form 13F Information Table Value Total: 2,931,486

 (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 COLUMN 7 COLUMN 8

 VOTING AUTHORITY

 TITLE VALUE SHRS OR SH/ PUT/ INVESTMENT OTHER ----------------------

NAME OF ISSUER OF CLASS CUSIP (x$1000) PRN AMT PRN CALL DISCRETION MANAGERS SOLE SHARED NONE

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3M CO COM COM 88579Y101 2,445 26,335 SH Sole 01 26,335

ABBOTT LABS COM COM 002824100 11,417 174,301 SH Sole 01 174,301

ACACIA RESH CORP ACACIA TCH COM COM 003881307 883 34,429 SH Sole 01 34,429

ACTIVISION BLIZZARD INC COM COM 00507V109 4 353 SH Sole 01 353

AES CORP COM COM 00130H105 2,761 258,064 SH Sole 01 258,064

AFFILIATED MANAGERS GROUP COM COM 008252108 4,386 33,702 SH Sole 01 33,702

AIR PRODS & CHEMS INC COM COM 009158106 1,719 20,464 SH Sole 01 20,464

ALLSTATE CORP COM COM 020002101 81 2,024 SH Sole 01 2,024

AMEREN CORP COM COM 023608102 2,060 67,046 SH Sole 01 67,046

AMERICAN ELEC PWR INC COM COM 025537101 3,083 72,243 SH Sole 01 72,243

AMERICAN EQTY INVT LIFE HLD COM COM 025676206 608 49,829 SH Sole 01 49,829

AMERICAN SOFTWARE INC CL A CL A 029683109 73 9,449 SH Sole 01 9,449

AMERICAS CAR MART INC COM COM 03062T105 564 13,910 SH Sole 01 13,910

ANHEUSER BUSCH INBEV SA/NV SPONSORED

 ADR SPONSORED ADR 03524A108 1,459 16,695 SH Sole 01 16,695

ANN INC COM COM 035623107 741 21,901 SH Sole 01 21,901

APPLE INC COM COM 037833100 2,756 5,178 SH Sole 01 5,178

APPLIED MATLS INC COM COM 038222105 2,803 245,026 SH Sole 01 245,026

APPROACH RESOURCES INC COM COM 03834A103 1,208 48,287 SH Sole 01 48,287

ARM HLDGS PLC SPONSORED ADR SPONSORED ADR 042068106 834 22,048 SH Sole 01 22,048

ATLAS AIR WORLDWIDE HLDGS IN COM NEW COM 049164205 562 12,682 SH Sole 01 12,682

AURICO GOLD INC COM COM 05155C105 1,922 234,917 SH Sole 01 234,917

AUTOMATIC DATA PROCESSING IN COM COM 053015103 328 5,768 SH Sole 01 5,768

AVAGO TECHNOLOGIES LTD SHS COM Y0486S104 838 26,486 SH Sole 01 26,486

B/E AEROSPACE INC COM COM 073302101 0 3 SH Sole 01 3

BAIDU INC SPON ADR REP A SPONSORED ADR 056752108 711 7,090 SH Sole 01 7,090

BANK OF AMERICA CORPORATION COM COM 060505104 2,682 230,993 SH Sole 01 230,993

BANK OF NOVA SCOTIA COM 064149107 5,551 95,904 SH Sole 95,904

BARCLAYS BK PLC 10 YR TREAS BEAR ETF 06740L451 35,842 1,339,898 SH Sole 01 1,339,898

BARCLAYS BK PLC IPATH S&P MT ETN ETN 06740C519 0 11 SH Sole 01 11

BARCLAYS BK PLC IPATH S&P500 VIX

 ADDED ETN 06740C188 0 1 SH Sole 01 1

BARCLAYS BK PLC IPTH NAT GAS ETN 06740P239 45,729 1,574,992 SH Sole 01 1,574,992

BARRICK GOLD CORPORATION COM 067901108 595 17,007 SH Sole 17,007

BASIC ENERGY SVCS INC NEW COM COM 06985P100 359 31,431 SH Sole 01 31,431

BAXTER INTL INC COM COM 071813109 7,660 114,911 SH Sole 01 114,911

BAYTEX ENERGY CORP COM 07317Q105 3,607 83,426 SH Sole 83,426

BCE INC COM 05534B760 9,273 215,961 SH Sole 215,961

BECTON DICKINSON & CO COM COM 075887109 333 4,255 SH Sole 01 4,255

 COLUMN 1 COLUMN 2 COLUMN 3 COLUMN 4 COLUMN 5 COLUMN 6 COLUMN 7 COLUMN 8

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BIO RAD LABS INC CL A CL A 090572207 1,840 17,515 SH Sole 01 17,515

BLACKROCK INC COM COM 09247X101 753 3,645 SH Sole 01 3,645

BOEING CO COM COM 097023105 2,622 34,789 SH Sole 01 34,789

BRIGGS & STRATTON CORP COM COM 109043109 0 12 SH Sole 01 12

BROOKFIELD ASSET MANAGEMENT INC COM 112585104 7,196 196,337 SH Sole 196,337

BROOKFIELD ASSET MANAGEMENT INC COM 112900105 5,411 318,104 SH Sole 318,104

BROOKFIELD OFFICE PROPERTIES CANADA COM 112823109 422 14,290 SH Sole 14,290

BUCKEYE TECHNOLOGIES INC COM COM 118255108 521 18,140 SH Sole 01 18,140

 CAE INC COM 124765108 3,674 361,930 SH Sole 361,930

CAESARSTONE SDOT-YAM LTD ORD SHS COM M20598104 775 48,491 SH Sole 01 48,491

CAMECO CORP COM COM 13321L108 548 27,809 SH Sole 01 27,809

CANADIAN NATIONAL RAILWAY COMPANY COM 136375102 9,566 105,112 SH Sole 105,112

CANADIAN PACIFIC RAILWAY LTD COM 13645T100 3,467 34,115 SH Sole 34,115

CASH AMER INTL INC COM COM 14754D100 70 1,768 SH Sole 01 1,768

CATAMARAN CORP COM COM 148887102 8,162 173,295 SH Sole 01 173,295

CATERPILLAR INC DEL COM COM 149123101 1,907 21,283 SH Sole 01 21,283

CENOVUS ENERGY INC COM 15135U109 7,071 210,828 SH Sole 210,828

CERNER CORP COM COM 156782104 4,382 56,538 SH Sole 01 56,538

CHECK POINT SOFTWARE TECH LT ORD COM M22465104 758 15,915 SH Sole 01 15,915

CHICAGO BRIDGE & IRON CO N V N Y

 REGISTRY SH COM 167250109 861 18,566 SH Sole 01 18,566

CHURCH & DWIGHT INC COM COM 171340102 1,868 34,869 SH Sole 01 34,869

CITIGROUP INC COM NEW COM 172967424 1,544 39,022 SH Sole 01 39,022

CITRIX SYS INC COM COM 177376100 1,204 18,349 SH Sole 01 18,349

CLAYMORE EXCHANGE TRD FD TR GUGG CHN

 SML CAP COM 18383Q853 7,576 315,816 SH Sole 01 315,816

CMS ENERGY CORP COM COM 125896100 388 15,903 SH Sole 01 15,903

COCA COLA CO COM COM 191216100 7,886 217,534 SH Sole 01 217,534

COMERICA INC COM COM 200340107 4,120 135,805 SH Sole 01 135,805

COMPANHIA DE BEBIDAS DAS AME SPON

 ADR PFD SPONSORED ADR 20441W203 1,053 25,086 SH Sole 01 25,086

COMPANHIA PARANAENSE ENERG C SPON

 ADR PFD SPONSORED ADR 20441B407 502 32,676 SH Sole 01 32,676

CONAGRA FOODS INC COM COM 205887102 2,516 85,276 SH Sole 01 85,276

CORNING INC COM COM 219350105 0 17 SH Sole 01 17

COTT CORPORATION COM 22163N106 166 20,630 SH Sole 20,630

COVANTA HLDG CORP COM COM 22282E102 1,062 57,678 SH Sole 01 57,678

CRACKER BARREL OLD CTRY STOR COM COM 22410J106 704 10,957 SH Sole 01 10,957

CREDICORP LTD COM COM G2519Y108 1,179 8,047 SH Sole 01 8,047

CUMMINS INC COM COM 231021106 1,697 15,659 SH Sole 01 15,659

CYPRESS SEMICONDUCTOR CORP COM COM 232806109 2,029 187,154 SH Sole 01 187,154

DANAHER CORP DEL COM COM 235851102 5,560 99,469 SH Sole 01 99,469

DIEBOLD INC COM COM 253651103 2,680 87,554 SH Sole 01 87,554

DIME CMNTY BANCSHARES COM COM 253922108 504 36,293 SH Sole 01 36,293

DOW CHEM CO COM COM 260543103 2,136 66,065 SH Sole 01 66,065

 COLUMN 1 COLUMN 2 COLUMN 3 COLUMN 4 COLUMN 5 COLUMN 6 COLUMN 7 COLUMN 8

 VOTING AUTHORITY

 TITLE VALUE SHRS OR SH/ PUT/ INVESTMENT OTHER ----------------------

NAME OF ISSUER OF CLASS CUSIP (x$1000) PRN AMT PRN CALL DISCRETION MANAGERS SOLE SHARED NONE

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DRIL-QUIP INC COM COM 262037104 1,574 21,553 SH Sole 01 21,553

DU PONT E I DE NEMOURS & CO COM COM 263534109 4,382 97,427 SH Sole 01 97,427

E M C CORP MASS COM COM 268648102 3,538 139,832 SH Sole 01 139,832

EAST WEST BANCORP INC COM COM 27579R104 3,153 146,716 SH Sole 01 146,716

EATON CORP PLC SHS ADDED COM G29183103 2,576 47,550 SH Sole 01 47,550

EBAY INC COM COM 278642103 3,094 60,675 SH Sole 01 60,675

ECOPETROL S A SPONSORED ADS SPONSORED ADR 279158109 1,019 17,073 SH Sole 01 17,073

EDISON INTL COM COM 281020107 396 8,774 SH Sole 01 8,774

ELAN PLC ADR ADR 284131208 479 46,958 SH Sole 01 46,958

EMERSON ELEC CO COM COM 291011104 2,508 47,363 SH Sole 01 47,363

ENBRIDGE INC COM 29250N105 4,237 97,816 SH Sole 97,816

ENCANA CORPORATION COM 292505104 4,321 218,678 SH Sole 218,678

ENCORE CAP GROUP INC COM COM 292554102 841 27,475 SH Sole 01 27,475

ENDO HEALTH SOLUTIONS INC COM COM 29264F205 1,809 68,976 SH Sole 01 68,976

ENPRO INDS INC COM COM 29355X107 551 13,480 SH Sole 01 13,480

ENTERGY CORP NEW COM COM 29364G103 346 5,433 SH Sole 01 5,433

EPL OIL & GAS INC COM COM 26883D108 127 5,623 SH Sole 01 5,623

EQUINIX INC COM NEW COM 29444U502 2,426 11,763 SH Sole 01 11,763

ERICSSON ADR B SEK 10 COM 294821608 1,190 117,775 SH Sole 01 117,775

EXELIS INC COM COM 30162A108 0 26 SH Sole 01 26

EXELON CORP COM COM 30161N101 1,857 62,452 SH Sole 01 62,452

EXXON MOBIL CORP COM 453038408 796 18,517 SH Sole 18,517

EXXON MOBIL CORP COM COM 30231G102 6,466 74,710 SH Sole 01 74,710

FIRST INTST BANCSYSTEM INC COM CL A CL A 32055Y201 654 42,369 SH Sole 01 42,369

FIRST TR EXCHANGE TRADED FD INDLS

 PROD DUR ETF 33734X150 1,700 87,507 SH Sole 01 87,507

FIRST TR EXCHANGE TRADED FD TECH

 ALPHADEX ETF 33734X176 1,304 60,131 SH Sole 01 60,131

FIRSTENERGY CORP COM COM 337932107 262 6,278 SH Sole 01 6,278

FOMENTO ECONOMICO MEXICANO S SPON

 ADR UNITS SPONSORED ADR 344419106 1,337 13,282 SH Sole 01 13,282

FOOT LOCKER INC COM COM 344849104 2,838 88,353 SH Sole 01 88,353

FORTINET INC COM COM 34959E109 5,052 240,327 SH Sole 01 240,327

FRANCO-NEVADA MINING CORPORATION

 LIMITED COM 351858105 357 6,239 SH Sole 6,239

GAP INC DEL COM COM 364760108 2,119 68,272 SH Sole 01 68,272

GENERAL DYNAMICS CORP COM COM 369550108 4,183 60,390 SH Sole 01 60,390

GENERAL ELECTRIC CO COM COM 369604103 2,353 112,097 SH Sole 01 112,097

GENTEX CORP COM COM 371901109 1,370 72,686 SH Sole 01 72,686

GILEAD SCIENCES INC COM COM 375558103 2,898 39,454 SH Sole 01 39,454

GOLAR LNG LTD BERMUDA SHS COM G9456A100 1 26 SH Sole 01 26

GOLDCORP INC COM 380956409 188 5,132 SH Sole 5,132

GRAINGER W W INC COM COM 384802104 347 1,713 SH Sole 01 1,713

GREAT PLAINS ENERGY INC COM COM 391164100 1,419 69,891 SH Sole 01 69,891

GRIFOLS S A SP ADR REP B NVT SPONSORED ADR 398438408 1,813 69,924 SH Sole 01 69,924

GROUPE CGI INC CL A SUB VTG CL A 39945C109 2,267 97,992 SH Sole 01 97,992

GT ADVANCED TECHNOLOGIES INC COM COM 36191U106 209 69,091 SH Sole 01 69,091

GULFPORT ENERGY CORP COM NEW COM 402635304 146 3,808 SH Sole 01 3,808

 COLUMN 1 COLUMN 2 COLUMN 3 COLUMN 4 COLUMN 5 COLUMN 6 COLUMN 7 COLUMN 8

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NAME OF ISSUER OF CLASS CUSIP (x$1000) PRN AMT PRN CALL DISCRETION MANAGERS SOLE SHARED NONE

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HALLIBURTON CO COM COM 406216101 2,403 69,279 SH Sole 01 69,279

HANGER INC COM NEW COM 41043F208 780 28,500 SH Sole 01 28,500

HDFC BANK LTD ADR REPS 3 SHS ADR 40415F101 1,246 30,592 SH Sole 01 30,592

HEINZ H J CO COM COM 423074103 2,456 42,584 SH Sole 01 42,584

HELEN OF TROY CORP LTD COM COM G4388N106 591 17,698 SH Sole 01 17,698

HESS CORP COM COM 42809H107 2,031 38,349 SH Sole 01 38,349

HMS HLDGS CORP COM COM 40425J101 2,834 109,331 SH Sole 01 109,331

HOSPIRA INC COM COM 441060100 1,844 59,023 SH Sole 01 59,023

ILLINOIS TOOL WKS INC COM COM 452308109 292 4,807 SH Sole 01 4,807

IMAX CORP COM COM 45245E109 846 37,625 SH Sole 01 37,625

INSIGHT ENTERPRISES INC COM COM 45765U103 508 29,248 SH Sole 01 29,248

INSPERITY INC COM COM 45778Q107 675 20,744 SH Sole 01 20,744

INTERCONTINENTAL HTLS GRP PL SPON

 ADR NEW 12 ADDED SPONSORED ADR 45857P400 1,629 58,552 SH Sole 01 58,552

INTERFACE, INC. COM 85472N109 2,639 65,815 SH Sole 65,815

INTERNATIONAL BUSINESS MACHS COM COM 459200101 8,099 42,280 SH Sole 01 42,280

INTERXION HOLDING N.V SHS COM N47279109 841 35,398 SH Sole 01 35,398

ISHARES INC MSCI CDA INDEX ETF 464286509 15,646 550,916 SH Sole 01 550,916

ISHARES INC MSCI CHILE INVES ETF 464286640 4,988 78,873 SH Sole 01 78,873

ISHARES INC MSCI JAPAN ETF 464286848 24,347 2,497,104 SH Sole 01 2,497,104

ISHARES INC MSCI PAC J IDX ETF 464286665 7,000 148,490 SH Sole 01 148,490

ISHARES INC MSCI SWITZERLD ETF 464286749 12,113 451,981 SH Sole 01 451,981

ISHARES TR AGENCY BD FD ETF 464288166 16,588 146,410 SH Sole 01 146,410

ISHARES TR BARCLYS 10-20YR ETF 464288653 332 2,461 SH Sole 01 2,461

ISHARES TR BARCLYS 1-3 YR ETF 464287457 18,961 224,607 SH Sole 01 224,607

ISHARES TR BARCLYS 1-3YR CR ETF 464288646 10,363 98,247 SH Sole 01 98,247

ISHARES TR BARCLYS 20+ YR ETF 464287432 58,453 482,367 SH Sole 01 482,367

ISHARES TR BARCLYS 3-7 YR ETF 464288661 1,918 15,564 SH Sole 01 15,564

ISHARES TR BARCLYS 7-10 YR ETF 464287440 42,189 392,494 SH Sole 01 392,494

ISHARES TR BARCLYS CR BD ETF 464288620 78,625 694,816 SH Sole 01 694,816

ISHARES TR BARCLYS MBS BD ETF 464288588 49,982 462,836 SH Sole 01 462,836

ISHARES TR BARCLYS SH TREA ETF 464288679 15,693 142,325 SH Sole 01 142,325

ISHARES TR BARCLYS TIPS BD ETF 464287176 37,731 310,770 SH Sole 01 310,770

ISHARES TR BRC 0-5 YR TIP ETF 46429B747 7,297 70,793 SH Sole 01 70,793

ISHARES TR CORE S&P MCP ETF ETF 464287507 49 483 SH Sole 01 483

ISHARES TR CORE S&P500 ETF ETF 464287200 3 18 SH Sole 01 18

ISHARES TR CORE TOTUSBD ETF ETF 464287226 43,665 393,096 SH Sole 01 393,096

ISHARES TR DJ HOME CONSTN ETF 464288752 64,262 3,036,978 SH Sole 01 3,036,978

ISHARES TR DJ INTL SEL DIVD ETF 464288448 2,648 78,633 SH Sole 01 78,633

ISHARES TR DJ SEL DIV INX ETF 464287168 5,204 90,918 SH Sole 01 90,918

ISHARES TR DJ US ENERGY ETF 464287796 11,121 272,295 SH Sole 01 272,295

ISHARES TR DJ US FINL SEC ETF 464287788 11,532 189,990 SH Sole 01 189,990

ISHARES TR DJ US HEALTHCR ETF 464287762 11,566 138,504 SH Sole 01 138,504

ISHARES TR DJ US INDUSTRL ETF 464287754 11,636 158,677 SH Sole 01 158,677

ISHARES TR DJ US REAL EST ETF 464287739 141,534 2,188,551 SH Sole 01 2,188,551

ISHARES TR DJ US TECH SEC ETF 464287721 9,949 140,685 SH Sole 01 140,685

ISHARES TR DJ US TELECOMM ETF 464287713 1,993 82,137 SH Sole 01 82,137

ISHARES TR DJ US UTILS ETF 464287697 11,529 133,495 SH Sole 01 133,495

ISHARES TR FLTG RATE NT ETF 46429B655 24,610 486,462 SH Sole 01 486,462

ISHARES TR HIGH YLD CORP ETF 464288513 20,028 214,552 SH Sole 01 214,552

 COLUMN 1 COLUMN 2 COLUMN 3 COLUMN 4 COLUMN 5 COLUMN 6 COLUMN 7 COLUMN 8

 VOTING AUTHORITY

 TITLE VALUE SHRS OR SH/ PUT/ INVESTMENT OTHER ----------------------

NAME OF ISSUER OF CLASS CUSIP (x$1000) PRN AMT PRN CALL DISCRETION MANAGERS SOLE SHARED NONE

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ISHARES TR IBOXX INV CPBD ETF 464287242 13,712 113,331 SH Sole 01 113,331

ISHARES TR JPMORGAN USD ETF 464288281 19,512 158,902 SH Sole 01 158,902

ISHARES TR LRGE GRW INDX ETF 464287119 757 9,900 SH Sole 01 9,900

ISHARES TR MSCI ACWI EX ETF 464288240 18,789 448,648 SH Sole 01 448,648

ISHARES TR MSCI ACWI INDX ETF 464288257 4,910 102,123 SH Sole 01 102,123

ISHARES TR MSCI EAFE INDEX ETF 464287465 55,771 980,840 SH Sole 01 980,840

ISHARES TR MSCI EMERG MKT ETF 464287234 74,276 1,674,762 SH Sole 01 1,674,762

ISHARES TR MSCI GRW IDX ETF 464288885 4,639 77,261 SH Sole 01 77,261

ISHARES TR MSCI SMALL CAP ETF 464288273 2 49 SH Sole 01 49

ISHARES TR MSCI VAL IDX ETF 464288877 4,628 95,148 SH Sole 01 95,148

ISHARES TR RUSL 2000 GROW ETF 464287648 19 201 SH Sole 01 201

ISHARES TR RUSL 2000 VALU ETF 464287630 80 1,054 SH Sole 01 1,054

ISHARES TR RUSSELL 1000 ETF 464287622 589 7,443 SH Sole 01 7,443

ISHARES TR RUSSELL 2000 ETF 464287655 48 575 SH Sole 01 575

ISHARES TR RUSSELL1000GRW ETF 464287614 226 3,448 SH Sole 01 3,448

ISHARES TR RUSSELL1000VAL ETF 464287598 3,364 46,193 SH Sole 01 46,193

ISHARES TR S&P 500 VALUE ETF 464287408 20 294 SH Sole 01 294

ISHARES TR S&P CAL AMTFR MN ETF 464288356 17 150 SH Sole 01 150

ISHARES TR S&P GL UTILITI ETF 464288711 2,901 70,369 SH Sole 01 70,369

ISHARES TR S&P GLO INFRAS ETF 464288372 5,357 150,016 SH Sole 01 150,016

ISHARES TR S&P INDIA 50 ETF 464289529 1,251 50,207 SH Sole 01 50,207

ISHARES TR S&P MC 400 GRW ETF 464287606 20 172 SH Sole 01 172

ISHARES TR S&P MIDCP VALU ETF 464287705 10 115 SH Sole 01 115

ISHARES TR S&P NTL AMTFREE ETF 464288414 5,119 46,266 SH Sole 01 46,266

ISHARES TR S&P500 GRW ETF 464287309 57 751 SH Sole 01 751

ISHARES TR US PFD STK IDX ETF 464288687 3,627 91,544 SH Sole 01 91,544

ITC HLDGS CORP COM COM 465685105 249 3,235 SH Sole 01 3,235

JOHNSON & JOHNSON COM COM 478160104 358 5,105 SH Sole 01 5,105

JOHNSON CTLS INC COM COM 478366107 375 12,216 SH Sole 01 12,216

JOY GLOBAL INC COM COM 481165108 1,896 29,726 SH Sole 01 29,726

JPMORGAN CHASE & CO COM COM 46625H100 4,748 107,986 SH Sole 01 107,986

KELLY SVCS INC CL A CL A 488152208 649 41,239 SH Sole 01 41,239

KLA-TENCOR CORP COM COM 482480100 672 14,060 SH Sole 01 14,060

KONINKLIJKE PHILIPS ELECTRS NY REG

 SH NEW COM 500472303 754 28,419 SH Sole 01 28,419

KOPPERS HOLDINGS INC COM COM 50060P106 622 16,299 SH Sole 01 16,299

LAKELAND FINL CORP COM COM 511656100 617 23,891 SH Sole 01 23,891

LENNAR CORP CL A CL A 526057104 3,153 81,543 SH Sole 01 81,543

LKQ CORP COM COM 501889208 3,644 172,680 SH Sole 01 172,680

LTC PPTYS INC COM COM 502175102 610 17,332 SH Sole 01 17,332

LUXOTTICA GROUP S P A SPONSORED ADR ADR 55068R202 1 27 SH Sole 01 27

MADDEN STEVEN LTD COM COM 556269108 2 39 SH Sole 01 39

MAGNA INTERNATIONAL INC. COM 559222401 3,569 71,350 SH Sole 71,350

MAINSOURCE FINANCIAL GP INC COM COM 56062Y102 87 6,893 SH Sole 01 6,893

MARKET VECTORS ETF TR MV STEEL INDEX ETF 57060U308 5,595 114,920 SH Sole 01 114,920

MARKET VECTORS ETF TR UNCVTL OIL GAS ETF 57060U159 2,989 131,323 SH Sole 01 131,323

MARSH & MCLENNAN COS INC COM COM 571748102 5,960 172,892 SH Sole 01 172,892

MCDONALDS CORP COM COM 580135101 7,816 88,604 SH Sole 01 88,604

 COLUMN 1 COLUMN 2 COLUMN 3 COLUMN 4 COLUMN 5 COLUMN 6 COLUMN 7 COLUMN 8

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MEDASSETS INC COM COM 584045108 813 48,491 SH Sole 01 48,491

MEDICAL PPTYS TRUST INC COM COM 58463J304 710 59,324 SH Sole 01 59,324

MEDTRONIC INC COM COM 585055106 2,282 55,627 SH Sole 01 55,627

MELCO CROWN ENTMT LTD ADR ADR 585464100 2,018 119,843 SH Sole 01 119,843

MICROSOFT CORP COM COM 594918104 8,317 311,398 SH Sole 01 311,398

MTS SYS CORP COM COM 553777103 624 12,261 SH Sole 01 12,261

MYR GROUP INC DEL COM COM 55405W104 85 3,835 SH Sole 01 3,835

NATIONAL GRID PLC SPON ADR NEW SPONSORED ADR 636274300 3,616 62,952 SH Sole 01 62,952

NATIONAL OILWELL VARCO INC COM COM 637071101 2,546 37,256 SH Sole 01 37,256

NEWTEK BUSINESS SERVICES INC. COM 652526104 56 30,000 SH Sole 30,000

NEXTERA ENERGY INC COM COM 65339F101 2,692 38,909 SH Sole 01 38,909

NISOURCE INC COM COM 65473P105 679 27,291 SH Sole 01 27,291

NOKIA CORP SPONSORED ADR SPONSORED ADR 654902204 1,140 288,555 SH Sole 01 288,555

NORDSTROM INC COM COM 655664100 2,787 52,093 SH Sole 01 52,093

NOVO-NORDISK A S ADR SPONSORED ADR 670100205 673 4,122 SH Sole 01 4,122

NRG ENERGY INC COM NEW COM 629377508 127 5,533 SH Sole 01 5,533

NV ENERGY INC COM COM 67073Y106 501 27,596 SH Sole 01 27,596

OCCIDENTAL PETE CORP DEL COM COM 674599105 3,331 43,486 SH Sole 01 43,486

OPEN TEXT CORP COM COM 683715106 1,122 20,078 SH Sole 01 20,078

ORACLE CORP COM COM 68389X105 5,671 170,213 SH Sole 01 170,213

ORIX CORP SPONSORED ADR SPONSORED ADR 686330101 573 10,120 SH Sole 01 10,120

PACWEST BANCORP DEL COM COM 695263103 84 3,373 SH Sole 01 3,373

PENNEY J C INC COM COM 708160106 1,227 62,271 SH Sole 01 62,271

PERRIGO CO COM COM 714290103 1,794 17,242 SH Sole 01 17,242

PETROLEO BRASILEIRO SA PETRO

 SPONSORED ADR SPONSORED ADR 71654V408 0 2 SH Sole 01 2

PFIZER INC COM COM 717081103 3,321 132,426 SH Sole 01 132,426

PG&E CORP COM COM 69331C108 2,241 55,775 SH Sole 01 55,775

PHILIP MORRIS INTL INC COM COM 718172109 6,958 83,186 SH Sole 01 83,186

PHILIPPINE LONG DISTANCE TEL

 SPONSORED ADR SPONSORED ADR 718252604 1,030 16,803 SH Sole 01 16,803

PIMCO ETF TR 1-5 US TIP IDX ETF 72201R205 172 3,187 SH Sole 01 3,187

PIONEER NAT RES CO COM COM 723787107 4,085 38,325 SH Sole 01 38,325

POLARIS INDS INC COM COM 731068102 1,875 22,280 SH Sole 01 22,280

POWERSHARES ETF TRUST DYN PHRMA PORT ETF 73935X799 2,066 59,836 SH Sole 01 59,836

POWERSHARES ETF TRUST ENERGY SEC POR ETF 73935X385 2,046 47,713 SH Sole 01 47,713

POWERSHARES ETF TRUST II INTL CORP

 BOND ETF 73936Q835 1,201 40,545 SH Sole 01 40,545

POWERSHARES ETF TRUST II SENIOR LN

 PORT ETF 73936Q769 2,550 102,085 SH Sole 01 102,085

POWERSHARES ETF TRUST ZACKS MC PRTFL ETF 73935X740 32 2,663 SH Sole 01 2,663

POWERSHARES GLOBAL ETF TRUST ASIA

 PAC EX-JP ETF 73936T854 2,791 48,825 SH Sole 01 48,825

POWERSHARES GLOBAL ETF TRUST I-30

 LAD TREAS ETF 73936T524 559 17,139 SH Sole 01 17,139

POWERSHARES GLOBAL ETF TRUST INSUR

 NATL MUN ETF 73936T474 9,616 373,449 SH Sole 01 373,449

 COLUMN 1 COLUMN 2 COLUMN 3 COLUMN 4 COLUMN 5 COLUMN 6 COLUMN 7 COLUMN 8

 VOTING AUTHORITY

 TITLE VALUE SHRS OR SH/ PUT/ INVESTMENT OTHER ----------------------

NAME OF ISSUER OF CLASS CUSIP (x$1000) PRN AMT PRN CALL DISCRETION MANAGERS SOLE SHARED NONE

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POWERSHS DB MULTI SECT COMM DB BASE

 METALS ETF 73936B705 314 16,265 SH Sole 01 16,265

POWERSHS DB MULTI SECT COMM DB

 ENERGY FUND ETF 73936B101 715 25,587 SH Sole 01 25,587

POWERSHS DB MULTI SECT COMM DB GOLD

 FUND ETF 73936B606 1,216 21,200 SH Sole 01 21,200

POWERSHS DB MULTI SECT COMM DB PREC

 MTLS ETF 73936B200 2,592 45,406 SH Sole 01 45,406

POWERSHS DB MULTI SECT COMM PS DB

 AGRICUL FD ETF 73936B408 2,415 86,418 SH Sole 01 86,418

PPL CORP COM COM 69351T106 2,990 104,447 SH Sole 01 104,447

PRAXAIR INC COM COM 74005P104 2,828 25,842 SH Sole 01 25,842

PRETIUM RES INC COM COM 74139C102 959 72,596 SH Sole 01 72,596

PRIVATEBANCORP INC COM COM 742962103 1,075 70,190 SH Sole 01 70,190

PROCTER & GAMBLE CO COM COM 742718109 5,561 81,907 SH Sole 01 81,907

PROSHARES TR PSHS ULPROSH NEW ETF 74348A632 0 5 SH Sole 01 5

PRUDENTIAL FINL INC COM COM 744320102 5 100 SH Sole 01 100

PRUDENTIAL PLC ADR ADR 74435K204 1,426 49,935 SH Sole 01 49,935

QUAKER CHEM CORP COM COM 747316107 800 14,859 SH Sole 01 14,859

QUALCOMM INC COM COM 747525103 3,537 57,185 SH Sole 01 57,185

RALCORP HLDGS INC NEW COM COM 751028101 0 4 SH Sole 01 4

RAMCO-GERSHENSON PPTYS TR COM SH BEN

 INT COM 751452202 600 45,096 SH Sole 01 45,096

RED HAT INC COM COM 756577102 1 10 SH Sole 01 10

RITCHIE BROS AUCTIONEERS INC COM 767744105 4,089 195,733 SH Sole 195,733

ROCKWOOD HLDGS INC COM COM 774415103 1,702 34,406 SH Sole 01 34,406

ROGERS COMMUNICATIONS INC. COM 775109200 13,612 299,034 SH Sole 299,034

ROPER INDS INC NEW COM COM 776696106 4,256 38,178 SH Sole 01 38,178

ROSS STORES INC COM COM 778296103 2,959 54,708 SH Sole 01 54,708

ROYAL BANK OF CANADA COM 780087102 5,492 91,074 SH Sole 91,074

ROYAL DUTCH SHELL PLC SPONS ADR A SPONSORED ADR 780259206 738 10,704 SH Sole 01 10,704

RYDEX ETF TRUST GUG S&P500 EQ WT ETF 78355W106 43,355 813,103 SH Sole 01 813,103

SANOFI SPONSORED ADR ADR 80105N105 391 8,252 SH Sole 01 8,252

SAP AG SPON ADR SPONSORED ADR 803054204 1,629 20,263 SH Sole 01 20,263

SASOL LTD SPONSORED ADR SPONSORED ADR 803866300 936 21,631 SH Sole 01 21,631

SCBT FINANCIAL CORP COM COM 78401V102 96 2,401 SH Sole 01 2,401

SCHLUMBERGER LTD COM COM 806857108 1,855 26,766 SH Sole 01 26,766

SELECT SECTOR SPDR TR SBI CONS DISCR ETF 81369Y407 15,672 330,360 SH Sole 01 330,360

SELECT SECTOR SPDR TR SBI CONS STPLS ETF 81369Y308 15,464 443,103 SH Sole 01 443,103

SELECT SECTOR SPDR TR SBI HEALTHCARE ETF 81369Y209 3,573 89,592 SH Sole 01 89,592

SELECT SECTOR SPDR TR SBI INT-ENERGY ETF 81369Y506 3,804 53,261 SH Sole 01 53,261

SELECT SECTOR SPDR TR SBI INT-FINL ETF 81369Y605 33,498 2,043,817 SH Sole 01 2,043,817

SELECT SECTOR SPDR TR SBI INT-INDS ETF 81369Y704 29,536 779,311 SH Sole 01 779,311

 COLUMN 1 COLUMN 2 COLUMN 3 COLUMN 4 COLUMN 5 COLUMN 6 COLUMN 7 COLUMN 8

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SELECT SECTOR SPDR TR SBI INT-UTILS ETF 81369Y886 2,933 83,987 SH Sole 01 83,987

SELECT SECTOR SPDR TR SBI MATERIALS ETF 81369Y100 11,745 312,878 SH Sole 01 312,878

SELECT SECTOR SPDR TR TECHNOLOGY ETF 81369Y803 1,236 42,841 SH Sole 01 42,841

SEMPRA ENERGY COM COM 816851109 1,569 22,118 SH Sole 01 22,118

SHAW COMMUNICATIONS INC CL B CONV CL B 82028K200 831 36,180 SH Sole 01 36,180

SHAW COMMUNICATIONS INC. COM 82028K200 11,836 515,045 SH Sole 515,045

SKYWORKS SOLUTIONS INC COM COM 83088M102 2,682 132,096 SH Sole 01 132,096

SOCIEDAD QUIMICA MINERA DE C SPON

 ADR SER B SPONSORED ADR 833635105 1,025 17,788 SH Sole 01 17,788

SODASTREAM INTERNATIONAL LTD USD SHS COM M9068E105 2,464 54,880 SH Sole 01 54,880

SONIC AUTOMOTIVE INC CL A CL A 83545G102 733 35,099 SH Sole 01 35,099

SOUTHERN CO COM COM 842587107 994 23,216 SH Sole 01 23,216

SPDR DOW JONES INDL AVRG ETF UT

 SER 1 ETF 78467X109 2 16 SH Sole 01 16

SPDR GOLD TRUST GOLD SHS ETF 78463V107 6,683 41,245 SH Sole 01 41,245

SPDR INDEX SHS FDS ASIA PACIF ETF ETF 78463X301 8,740 112,783 SH Sole 01 112,783

SPDR INDEX SHS FDS DJ INTL RL ETF ETF 78463X863 4,859 117,504 SH Sole 01 117,504

SPDR INDEX SHS FDS EMERG MKTS ETF ETF 78463X509 9,203 136,914 SH Sole 01 136,914

SPDR INDEX SHS FDS EURO STOXX 50 ETF 78463X202 9,995 288,385 SH Sole 01 288,385

SPDR INDEX SHS FDS S&P CHINA ETF ETF 78463X400 14,078 190,014 SH Sole 01 190,014

SPDR INDEX SHS FDS S&P INTL ETF ETF 78463X772 14,682 305,181 SH Sole 01 305,181

SPDR INDEX SHS FDS S&P INTL SMLCP ETF 78463X871 7,127 250,496 SH Sole 01 250,496

SPDR INDEX SHS FDS S&P WRLD EX US ETF 78463X889 32,695 1,290,773 SH Sole 01 1,290,773

SPDR S&P 500 ETF TR TR UNIT ETF 78462F103 168,932 1,186,241 SH Sole 01 1,186,241

SPDR S&P MIDCAP 400 ETF TR UTSER1

 S&PDCRP ETF 78467Y107 64,761 348,722 SH Sole 01 348,722

SPDR SER TR SHT TRM HGH YLD ETF 78468R408 3,831 125,392 SH Sole 01 125,392

SPDR SERIES TRUST BARCLYS TIPS ETF ETF 78464A656 12,239 201,572 SH Sole 01 201,572

SPDR SERIES TRUST BRC CNV SECS ETF ETF 78464A359 1,372 34,040 SH Sole 01 34,040

SPDR SERIES TRUST BRC HGH YLD BD ETF 78464A417 54,942 1,349,597 SH Sole 01 1,349,597

SPDR SERIES TRUST BRCLYS 1-3MT ETF ETF 78464A680 48,301 1,054,372 SH Sole 01 1,054,372

SPDR SERIES TRUST BRCLYS AGG ETF ETF 78464A649 41,456 705,389 SH Sole 01 705,389

SPDR SERIES TRUST BRCLYS INTL ETF ETF 78464A516 1,456 23,870 SH Sole 01 23,870

SPDR SERIES TRUST DB INT GVT ETF ETF 78464A490 1,302 20,496 SH Sole 01 20,496

SPDR SERIES TRUST DJ REIT ETF ETF 78464A607 18,033 247,134 SH Sole 01 247,134

SPDR SERIES TRUST NUVN BR SHT MUNI ETF 78464A425 16,427 675,727 SH Sole 01 675,727

 COLUMN 1 COLUMN 2 COLUMN 3 COLUMN 4 COLUMN 5 COLUMN 6 COLUMN 7 COLUMN 8

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SPDR SERIES TRUST NUVN BRCLY MUNI ETF 78464A458 14,231 587,094 SH Sole 01 587,094

SPDR SERIES TRUST S&P 600 SML CAP ETF 78464A813 11,957 159,194 SH Sole 01 159,194

SPDR SERIES TRUST S&P DIVID ETF ETF 78464A763 19,097 328,358 SH Sole 01 328,358

SPDR SERIES TRUST S&P HOMEBUILD ETF 78464A888 1 56 SH Sole 01 56

SPDR SERIES TRUST SHRT INTL ETF ETF 78464A334 1,646 44,920 SH Sole 01 44,920

STRYKER CORP COM COM 863667101 253 4,612 SH Sole 01 4,612

SUN CMNTYS INC COM COM 866674104 501 12,562 SH Sole 01 12,562

SUNTRUST BKS INC COM COM 867914103 2,614 92,220 SH Sole 01 92,220

SUPERIOR ENERGY SVCS INC COM COM 868157108 1,560 75,277 SH Sole 01 75,277

SWIFT ENERGY CO COM COM 870738101 293 19,012 SH Sole 01 19,012

SYNGENTA AG SPONSORED ADR SPONSORED ADR 87160A100 903 11,172 SH Sole 01 11,172

SYNNEX CORP COM COM 87162W100 79 2,285 SH Sole 01 2,285

TAIWAN SEMICONDUCTOR MFG LTD

 SPONSORED ADR SPONSORED ADR 874039100 1,179 68,693 SH Sole 01 68,693

TAL INTL GROUP INC COM COM 874083108 621 17,057 SH Sole 01 17,057

TARGET CORP COM COM 87612E106 1 14 SH Sole 01 14

TATA MTRS LTD SPONSORED ADR SPONSORED ADR 876568502 1,141 39,735 SH Sole 01 39,735

TE CONNECTIVITY LTD REG SHS COM H84989104 2,313 62,314 SH Sole 01 62,314

TELUS CORPORATION COM 87971M202 11,914 182,902 SH Sole 182,902

TEVA PHARMACEUTICAL INDS LTD ADR ADR 881624209 1,798 48,154 SH Sole 01 48,154

THOMSON REUTERS CORPORATION COM 884903105 6,752 232,364 SH Sole 232,364

TIM HORTONS INC COM 88706M103 5,904 120,056 SH Sole 120,056

TIME WARNER INC COM NEW COM 887317303 2,970 62,087 SH Sole 01 62,087

TORONTO-DOMINION BANK/THE COM 891160509 5,601 66,418 SH Sole 66,418

TOYOTA MOTOR CORP SP ADR REP2COM COM 892331307 2,345 25,144 SH Sole 01 25,144

TRANSALTA CORPORATION COM 89346D107 1,518 99,628 SH Sole 99,628

TRANSCANADA CORPORATION COM 89353D107 4,562 96,407 SH Sole 96,407

TREEHOUSE FOODS INC COM COM 89469A104 2,982 57,200 SH Sole 01 57,200

TRIUMPH GROUP INC NEW COM COM 896818101 6,305 96,550 SH Sole 01 96,550

TUPPERWARE BRANDS CORP COM COM 899896104 3,136 48,919 SH Sole 01 48,919

UGI CORP NEW COM COM 902681105 1,925 58,840 SH Sole 01 58,840

UMPQUA HLDGS CORP COM COM 904214103 538 45,668 SH Sole 01 45,668

UNITED TECHNOLOGIES CORP COM COM 913017109 5,258 64,112 SH Sole 01 64,112

VANGUARD BD INDEX FD INC INTERMED

 TERM ETF 921937819 1,140 12,913 SH Sole 01 12,913

VANGUARD BD INDEX FD INC LONG TERM

 BOND ETF 921937793 5,238 55,798 SH Sole 01 55,798

VANGUARD BD INDEX FD INC SHORT TRM

 BOND ETF 921937827 33,918 418,794 SH Sole 01 418,794

VANGUARD BD INDEX FD INC TOTAL BND

 MRKT ETF 921937835 97,722 1,162,939 SH Sole 01 1,162,939

VANGUARD INDEX FDS GROWTH ETF ETF 922908736 33,296 467,770 SH Sole 01 467,770

VANGUARD INDEX FDS LARGE CAP ETF ETF 922908637 57 877 SH Sole 01 877

VANGUARD INDEX FDS REIT ETF ETF 922908553 7,205 109,495 SH Sole 01 109,495

VANGUARD INDEX FDS SM CP VAL ETF ETF 922908611 11,712 161,217 SH Sole 01 161,217

 COLUMN 1 COLUMN 2 COLUMN 3 COLUMN 4 COLUMN 5 COLUMN 6 COLUMN 7 COLUMN 8

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VANGUARD INDEX FDS SMALL CP ETF ETF 922908751 22 273 SH Sole 01 273

VANGUARD INDEX FDS SML CP GRW ETF ETF 922908595 19,780 222,173 SH Sole 01 222,173

VANGUARD INDEX FDS TOTAL STK MKT ETF 922908769 2 28 SH Sole 01 28

VANGUARD INDEX FDS VALUE ETF ETF 922908744 37,042 629,961 SH Sole 01 629,961

VANGUARD INTL EQUITY INDEX F ALLWRLD

 EX US ETF 922042775 50,067 1,094,368 SH Sole 01 1,094,368

VANGUARD INTL EQUITY INDEX F FTSE

 SMCAP ETF ETF 922042718 11,795 129,767 SH Sole 01 129,767

VANGUARD INTL EQUITY INDEX F GLB EX

 US ETF ETF 922042676 2,763 50,210 SH Sole 01 50,210

VANGUARD INTL EQUITY INDEX F MSCI

 EMR MKT ETF ETF 922042858 33,178 745,067 SH Sole 01 745,067

VANGUARD INTL EQUITY INDEX F MSCI

 EUROPE ETF ETF 922042874 44,451 910,142 SH Sole 01 910,142

VANGUARD INTL EQUITY INDEX F MSCI

 PAC ETF ETF 922042866 21,268 398,361 SH Sole 01 398,361

VANGUARD SCOTTSDALE FDS INT-TERM

 CORP ETF 92206C870 24,684 281,583 SH Sole 01 281,583

VANGUARD SCOTTSDALE FDS MORTG-BACK

 SEC ETF 92206C771 10,809 207,070 SH Sole 01 207,070

VANGUARD TAX MANAGED INTL FD MSCI

 EAFE ETF ETF 921943858 9,746 276,627 SH Sole 01 276,627

VANGUARD WHITEHALL FDS INC HIGH DIV

 YLD ETF 921946406 6,694 135,569 SH Sole 01 135,569

VANGUARD WORLD FD EXTENDED DUR ETF 921910709 44 382 SH Sole 01 382

VANGUARD WORLD FD MEGA CAP INDEX ETF 921910873 58 1,197 SH Sole 01 1,197

VERISIGN INC COM COM 92343E102 1,454 37,447 SH Sole 01 37,447

VERIZON COMMUNICATIONS INC COM COM 92343V104 2,541 58,714 SH Sole 01 58,714

VISA INC COM CL A CL A 92826C839 2,382 15,713 SH Sole 01 15,713

WABTEC CORP COM COM 929740108 6,014 68,699 SH Sole 01 68,699

WATERS CORP COM COM 941848103 4,921 56,485 SH Sole 01 56,485

WILLIAMS COS INC DEL COM COM 969457100 3,167 96,720 SH Sole 01 96,720

WILLIAMS SONOMA INC COM COM 969904101 0 1 SH Sole 01 1

WISDOMTREE TRUST ASIA PAC EXJP FD ETF 97717W828 7,480 108,314 SH Sole 01 108,314

WISDOMTREE TRUST AUSTRALIA DIV FD ETF 97717W810 952 16,374 SH Sole 01 16,374

WISDOMTREE TRUST EMERG MKTS ETF ETF 97717W315 1,126 19,682 SH Sole 01 19,682

WISDOMTREE TRUST EQTY INC ETF ETF 97717W208 6,567 143,383 SH Sole 01 143,383

WISDOMTREE TRUST EUROPE SMCP DV ETF 97717W869 931 22,675 SH Sole 01 22,675

WISDOMTREE TRUST FUTRE STRAT FD ETF 97717W125 299 7,418 SH Sole 01 7,418

WISDOMTREE TRUST GLB EX US UTIL ETF 97717W653 46 2,483 SH Sole 01 2,483

WISDOMTREE TRUST JAPN HEDGE EQT ETF 97717W851 18,040 489,163 SH Sole 01 489,163

WISDOMTREE TRUST SMALLCAP DIVID ETF 97717W604 1,829 35,899 SH Sole 01 35,899

 COLUMN 1 COLUMN 2 COLUMN 3 COLUMN 4 COLUMN 5 COLUMN 6 COLUMN 7 COLUMN 8

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WPX ENERGY INC COM COM 98212B103 0 9 SH Sole 01 9

YAMANA GOLD INC COM 98462Y100 371 21,536 SH Sole 21,536

YUM BRANDS INC COM COM 988498101 5,815 87,576 SH Sole 01 87,576