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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.):

[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: 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 | INVESTME DISCRETI |
| ----- | ----- | ----- | ----- | ----- | ----- | |
| 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 SPONSOREDADR | SPONSORED 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 SPONSORED | COM SPONSORED | 03834A103 | 1,053 | 42,806 | SH | Sole |
| ARM HLDGS PLC 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 DISCRETI | |
| 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 TOTUSBDF 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 INDUSTRIAL | 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 IBOXX 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/ PUT/ PRN CALL | INVESTMENT DISCRETION |
|--|----------------|-----------|-----------------|-----------------|-------------------|-----------------------|
| 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/ CALL INVESTMENT 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 |