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GENWORTH FINANCIAL INC  
Form 13F-HR/A  
November 04, 2010

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

Form 13F

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: June 30, 2009

Check here if Amendment [X]; Amendment Number: 1  
This Amendment (Check only one.): [X] 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 November 4, 2010

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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

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Report Summary:

Number of Other Included Managers: 1

Form 13F Information Table Entry Total: 394 lines

Form 13F Information Table Value Total: 1,705,008  
(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/ PUT/ PRN AMT	INVESTMENT DISCRETION
3M CO COM	COM	88579Y101	18,211	303,006 SH	Sole
AAR CORP COM	COM	000361105	1	73 SH	Sole
ABB LTD SPONSORED ADR	SPONSORED ADR	000375204	2,490	157,809 SH	Sole
ADAPTEC INC COM	COM	00651F108	428	161,566 SH	Sole
ADVANCE AUTO PARTS INC COM	COM	00751Y106	5	114 SH	Sole
AES CORP COM	COM	00130H105	10,500	904,394 SH	Sole
AGRIUM INC COM	COM	008916108	2,723	68,251 SH	Sole
AIR PRODS & CHEMS INC COM	COM	009158106	6	100 SH	Sole
AIRGAS INC COM	COM	009363102	4,739	116,933 SH	Sole
ALBEMARLE CORP COM	COM	012653101	2,449	95,762 SH	Sole
ALCOA INC COM	COM	013817101	1	92 SH	Sole
ALCON INC COM SHS	COM	H01301102	2,922	25,167 SH	Sole
ALEXANDER & BALDWIN INC COM	COM	014482103	100	4,279 SH	Sole
ALLEGHENY ENERGY INC COM	COM	017361106	2,709	105,625 SH	Sole
ALLSTATE CORP COM	COM	020002101	1	29 SH	Sole
ALTERA CORP COM	COM	021441100	2,395	147,041 SH	Sole
ALTRIA GROUP INC COM	COM	02209S103	4	272 SH	Sole
AMDOCS LTD ORD	COM	G02602103	1	49 SH	Sole
AMERICA MOVIL SAB DE CV SPON ADR L	ADR	02364W105	1,437	37,110 SH	Sole
AMERICAN EAGLE OUTFITTERS NE COM	COM	02553E106	1	67 SH	Sole
AMERICAN ELEC PWR INC COM	COM	025537101	4,748	164,339 SH	Sole
AMERICAN EXPRESS CO COM	COM	025816109	5	230 SH	Sole
AMERICAN TOWER CORP CL A	CL A	029912201	1	37 SH	Sole
AMGEN INC COM	COM	031162100	18	342 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 SH/ PRN AMT	PUT/ CALL	INVESTMENT DISCRETION
ANADARKO PETE CORP COM	COM	032511107	2,929	64,529 SH		Sole
ANSYS INC COM	COM	03662Q105	9,957	319,540 SH		Sole
APACHE CORP COM	COM	037411105	1	13 SH		Sole
ARKANSAS BEST CORP DEL COM	COM	040790107	234	8,896 SH		Sole
ASSURED GUARANTY LTD COM	COM	G0585R106	347	28,065 SH		Sole
AT&T INC COM	COM	00206R102	2	98 SH		Sole
AU Optronics Corp Sponsored ADR	ADR	002255107	5	524 SH		Sole
AUTOMATIC DATA PROCESSING INC COM	COM	053015103	7,969	224,866 SH		Sole
AVNET INC COM	COM	053807103	0	16 SH		Sole
AXA Sponsored ADR	SPONSORED ADR	054536107	6,601	348,180 SH		Sole
BAIDU INC SPON ADR REP A	ADR	056752108	2,548	8,463 SH		Sole
BALDOR ELEC CO COM	COM	057741100	0	20 SH		Sole
BANCO BRADESCO S A SP ADR PFD NEW	SPONSORED ADR	059460303	1,585	107,279 SH		Sole
BANK OF AMERICA CORPORATION COM	COM	060505104	2,233	169,137 SH		Sole
BANK OF NEW YORK MELLON CORP COM	COM	064058100	3,124	106,593 SH		Sole
BARD C R INC COM	COM	067383109	3,824	51,365 SH		Sole
BAXTER INTL INC COM	COM	071813109	13,146	248,229 SH		Sole
BECTON DICKINSON & CO COM	COM	075887109	7,214	101,163 SH		Sole
BHP BILLITON LTD SPONSORED ADR	ADR	088606108	2,261	41,317 SH		Sole
BJS WHOLESALE CLUB INC COM	COM	05548J106	2	73 SH		Sole
BLACKROCK ENH CAP & INC FD I COM	COM	09256A109	519	39,885 SH		Sole
BLACKROCK INTL GRWTH & INC T COM	COM	092524107	2,145	210,282 SH		Sole
BLACKROCK MUNIHOLDINGS N Y I COM	COM	09255C106	0	13 SH		Sole
BLACKROCK MUNIYIELD CALIF IN COM	COM	09254N103	0	27 SH		Sole
BOEING CO COM	COM	097023105	4,328	101,844 SH		Sole
BOWNE & CO INC COM	COM	103043105	310	47,578 SH		Sole
BP PLC SPONSORED ADR	ADR	055622104	1,888	39,603 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 SH/ PRN AMT	PUT/ CALL	INVESTMENT DISCRETION
BRISTOL MYERS SQUIBB CO COM	COM	110122108	4,826	237,613 SH		Sole
BRITISH AMERN TOB PLC SPONSORED ADR	SPONSORED ADR	110448107	1,735	31,101 SH		Sole
BURLINGTON NORTHN SANTA FE C COM	COM	12189T104	5,136	69,841 SH		Sole
CABOT MICROELECTRONICS CORP COM	COM	12709P103	1	29 SH		Sole
CADENCE DESIGN SYSTEM INC COM	COM	127387108	0	65 SH		Sole
CARNIVAL CORP PAIRED CTF	CTF	143658300	1	35 SH		Sole
CATERPILLAR INC DEL COM	COM	149123101	1	23 SH		Sole
CELANESE CORP DEL COM SER A	COM	150870103	3	147 SH		Sole
CEPHALON INC COM	COM	156708109	6,482	114,418 SH		Sole
CHATTEM INC COM	COM	162456107	7,452	109,429 SH		Sole
CHEVRON CORP NEW COM	COM	166764100	2	33 SH		Sole
CHINA LIFE INS CO LTD SPON ADR REP H	SPONSORED ADR	16939P106	1,939	34,979 SH		Sole
CHINA MOBILE LIMITED SPONSORED ADR	ADR	16941M109	2,966	59,227 SH		Sole
CIMAREX ENERGY CO COM	COM	171798101	1	26 SH		Sole
CISCO SYS INC COM	COM	17275R102	8,804	472,068 SH		Sole
CLOROX CO DEL COM	COM	189054109	7	128 SH		Sole
CMS ENERGY CORP COM	COM	125896100	4,090	338,552 SH		Sole
CNOOC LTD SPONSORED ADR	SPONSORED ADR	126132109	1,422	11,561 SH		Sole

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COCA COLA CO COM	COM	191216100	8,220	171,292	SH	Sole
COCA COLA ENTERPRISES INC COM	COM	191219104	1	87	SH	Sole
COCA COLA FEMSA S A B DE C V SPON ADR	ADR	191241108	1,745	43,500	SH	Sole
COGNIZANT TECHNOLOGY SOLUTIO CL A	CL A	192446102	8,564	320,737	SH	Sole
COLGATE PALMOLIVE CO COM	COM	194162103	17,150	242,440	SH	Sole
COMCAST CORP NEW CL A	CL A	20030N101	4,515	312,257	SH	Sole
COMERICA INC COM	COM	200340107	159	7,505	SH	Sole
COMPANHIA DE BEBIDAS DAS AME SPON	ADR	20441W203	131	2,015	SH	Sole
COMPANHIA SIDERURGICA NACION SPON	ADR	20440W105	1,346	60,238	SH	Sole

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ CALL	INVESTMENT DISCRETION
COMPANIA CERVECERIAS UNIDAS SPONS	SPONSORED ADR	204429104	1,468	41,933	SH	Sole
CONOCOPHILLIPS COM	COM	20825C104	2	44	SH	Sole
CONSECO INC DBCV 3.500% 9/3 ADDED	PFD	208464BH9	1	2,000	SH	Sole
CORE LABORATORIES N V COM	COM	N22717107	6,810	78,145	SH	Sole
COVIDIEN PLC SHS ADDED	COM	G2554F105	4,554	121,634	SH	Sole
CREDIT SUISSE GROUP SPONSORED ADR	ADR	225401108	1,446	31,613	SH	Sole
CSS INDS INC COM	COM	125906107	6	314	SH	Sole
CTRIIP COM INTL LTD ADR	SPONSORED ADR	22943F100	2,177	47,027	SH	Sole
DANAHER CORP DEL COM	COM	235851102	7	116	SH	Sole
DARDEN RESTAURANTS INC COM	COM	237194105	1	33	SH	Sole
DELTA AIR LINES INC.	COM	247361702	71	12,233	SH	Sole
DEVON ENERGY CORP NEW COM	COM	25179M103	2,137	39,202	SH	Sole
DIAMOND OFFSHORE DRILLING IN COM	COM	25271C102	10,661	128,364	SH	Sole
DIAMONDS TR UNIT SER 1	ETF	252787106	35	414	SH	Sole
DISCOVER FINL SVCS COM	COM	254709108	1	74	SH	Sole
DOLLAR THRIFTY AUTOMOTIVE GP COM	COM	256743105	882	63,237	SH	Sole
DOW CHEM CO COM	COM	260543103	5	313	SH	Sole
DR REDDYS LABS LTD ADR	ADR	256135203	2,253	132,905	SH	Sole
DU PONT E I DE NEMOURS & CO COM	COM	263534109	1	25	SH	Sole
DUKE ENERGY CORP NEW COM	COM	26441C105	847	58,084	SH	Sole
DUKE REALTY CORP COM NEW	COM	264411505	0	33	SH	Sole
E M C CORP MASS COM	COM	268648102	3,318	253,305	SH	Sole
EATON VANCE CORP COM NON VTG	COM	278265103	3,860	144,292	SH	Sole
EATON VANCE INS MUN BD FD COM	COM	27827X101	0	1	SH	Sole
EATON VANCE TAX MNG GBL DV E COM	COM	27829F108	6,181	572,852	SH	Sole
EATON VANCE TX MGD DIV EQ IN COM	COM	27828N102	3,550	302,157	SH	Sole
EATON VANCE TXMGD GL BUYWR O COM	COM	27829C105	2,623	219,135	SH	Sole

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ CALL	INVESTMENT DISCRETION
EDISON INTL COM	COM	281020107	1	25	SH	Sole
ELECTRO RENT CORP COM	COM	285218103	8	804	SH	Sole

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EMERSON ELEC CO COM	COM	291011104	8,687	268,111	SH	Sole
ENTERGY CORP NEW COM	COM	29364G103	3,305	42,638	SH	Sole
ERICSSON L M TEL CO ADR B SEK 10	ADR	294821608	3,056	312,519	SH	Sole
EVERGREEN GBL DIVID OPP FUND COM	COM	30024H101	511	56,280	SH	Sole
EXELON CORP COM	COM	30161N101	4,006	78,221	SH	Sole
EXXON MOBIL CORP COM	COM	30231G102	10,372	148,358	SH	Sole
FACTSET RESH SYS INC COM	COM	303075105	11,301	226,611	SH	Sole
FAIRPOINT COMMUNICATIONS	COM	305560104	0	15	SH	Sole
FAMILY DLR STORES INC COM	COM	307000109	10	340	SH	Sole
FASTENAL CO COM	COM	311900104	7,729	233,017	SH	Sole
FIFTH STREET FINANCE CORP	COM	31678A103	14,793	1,473,379	SH	Sole
FIRST SOLAR INC COM	COM	336433107	32	200	SH	Sole
FIRSTENERGY CORP COM	COM	337932107	629	16,236	SH	Sole
FOREST LABS INC COM	COM	345838106	2	83	SH	Sole
FPL GROUP INC COM	COM	302571104	452	7,950	SH	Sole
FRANCE TELECOM SPONSORED ADR	ADR	35177Q105	1,520	66,658	SH	Sole
FRESENIUS KABI PHARMACEUTHLD RIGHT	RIGHT	35802M115	0	2	SH	Sole
FRESENIUS MED CARE AG&CO KGA	SPONSORED ADR	358029106	1,119	24,876	SH	Sole
GAMESTOP CORP NEW CL A	CL A	36467W109	6,493	294,999	SH	Sole
GENERAL DYNAMICS CORP COM	COM	369550108	11,801	213,047	SH	Sole
GENERAL ELECTRIC CO COM	COM	369604103	2	129	SH	Sole
GILEAD SCIENCES INC COM	COM	375558103	5	100	SH	Sole
GROUPE CGI INC CL A SUB VTG	CL A SUB VTG	39945C109	2,910	328,127	SH	Sole
GRUPO TELEVISIA SA DE CV SP ADR REP	SPONSORED ADR	40049J206	1,230	72,364	SH	Sole
HALLIBURTON CO COM	COM	406216101	5,476	264,529	SH	Sole

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	C
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR SH/ PRN AMT	PUT/ CALL	INVESTMENT DISCRETION
HANSEN NAT CORP COM	COM	411310105	4,357	141,189	SH	Sole
HARSCO CORP COM	COM	415864107	1	47	SH	Sole
HARTFORD FINL SVCS GROUP INC COM	COM	416515104	0	33	SH	Sole
HDFC BANK LTD ADR REPS 3 SHS	ADR	40415F101	3,627	35,169	SH	Sole
HEWLETT PACKARD CO COM	COM	428236103	8,543	221,034	SH	Sole
HEXCEL CORP NEW COM	COM	428291108	2,766	290,252	SH	Sole
HOLOGIC INC COM	COM	436440101	1	44	SH	Sole
HOLOGIC INC.	COM	436440101	137	9,632	SH	Sole
HUDSON CITY BANCORP COM	COM	443683107	5,079	382,158	SH	Sole
ICT GROUP INC COM	COM	44929Y101	0	46	SH	Sole
IHS INC CL A	CL A	451734107	15,408	308,964	SH	Sole
ILLINOIS TOOL WKS INC COM	COM	452308109	6,941	185,885	SH	Sole
IMMUCOR INC COM	COM	452526106	2,229	162,022	SH	Sole
ING GLOBAL EQTY DIV & PREM O COM	COM	45684E107	55	4,700	SH	Sole
ING GROEP N V SPONSORED ADR	ADR	456837103	12	1,200	SH	Sole
INGERSOLL-RAND COMPANY LTD CL A	CL A	G4776G101	4,230	202,415	SH	Sole
INTEL CORP COM	COM	458140100	1	75	SH	Sole
INTERNATIONAL BUSINESS MACHS COM	COM	459200101	17,558	168,150	SH	Sole
INTUIT COM	COM	461202103	5,768	204,606	SH	Sole
ISHARES INC MSCI PAC J IDX	ETF	464286665	714	22,559	SH	Sole
ISHARES S&P GSCI COMMODITY I UNIT BEN	ETF	46428R107	44	1,470	SH	Sole
ISHARES TR AGENCY BD FD	ETF	464288166	724	6,737	SH	Sole
ISHARES TR BARCLYS 10-20YR	ETF	464288653	18	163	SH	Sole
ISHARES TR BARCLYS 1-3 YR	ETF	464287457	2,713	32,415	SH	Sole
ISHARES TR BARCLYS 1-3YR CR	ETF	464288646	506	4,911	SH	Sole

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ISHARES TR BARCLYS 20+ YR	ETF	464287432	928	9,812 SH	Sole
ISHARES TR BARCLYS 3-7 YR	ETF	464288661	643	5,802 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/ INVESTMENT DISCRETION	OTHER MANA
ISHARES TR BARCLYS 7-10 YR	ETF	464287440	7,242	79,871 SH	Sole	0
ISHARES TR BARCLYS CR BD	ETF	464288620	2,063	21,072 SH	Sole	0
ISHARES TR BARCLYS MBS BD	ETF	464288588	10,721	101,836 SH	Sole	0
ISHARES TR BARCLYS SH TREA	ETF	464288679	294,575	2,672,370 SH	Sole	0
ISHARES TR BARCLYS TIPS BD	ETF	464287176	6,448	63,441 SH	Sole	0
ISHARES TR BARCLYS US AGG B	ETF	464287226	4,280	41,901 SH	Sole	0
ISHARES TR DJ MED DEVICES	ETF	464288810	1	29 SH	Sole	0
ISHARES TR DJ US INDEX FD	ETF	464287846	28	625 SH	Sole	0
ISHARES TR DJ US REAL EST	ETF	464287739	4	109 SH	Sole	0
ISHARES TR DJ US TECH SEC	ETF	464287721	953	21,425 SH	Sole	0
ISHARES TR DJ US TELECOMM	ETF	464287713	187	10,522 SH	Sole	0
ISHARES TR IBOXX INV CPBD	ETF	464287242	176,037	1,755,450 SH	Sole	0
ISHARES TR MSCI EAFE IDX	ETF	464287465	17,817	388,934 SH	Sole	0
ISHARES TR MSCI EMERG MKT	ETF	464287234	31,777	985,936 SH	Sole	0
ISHARES TR MSCI GRW IDX	ETF	464288885	590	12,764 SH	Sole	0
ISHARES TR MSCI VAL IDX	ETF	464288877	635	15,052 SH	Sole	0
ISHARES TR NYSE COMP INDX	ETF	464287143	2	31 SH	Sole	0
ISHARES TR RUSL 2000 VALU	ETF	464287630	7	155 SH	Sole	0
ISHARES TR RUSL 3000 VALU	ETF	464287663	20	325 SH	Sole	0
ISHARES TR RUSSELL 1000	ETF	464287622	7,172	141,577 SH	Sole	0
ISHARES TR RUSSELL 2000	ETF	464287655	1,285	25,147 SH	Sole	0
ISHARES TR RUSSELL MCP GR	ETF	464287481	18,482	507,044 SH	Sole	0
ISHARES TR RUSSELL MCP VL	ETF	464287473	4	131 SH	Sole	0
ISHARES TR RUSSELL1000GRW	ETF	464287614	2	58 SH	Sole	0
ISHARES TR RUSSELL1000VAL	ETF	464287598	389	8,181 SH	Sole	0
ISHARES TR S&P 500 INDEX	ETF	464287200	84,752	917,727 SH	Sole	0
ISHARES TR S&P GBL ENER	ETF	464287341	15,527	505,780 SH	Sole	0

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/ INVESTMENT DISCRETION	OTHER MANA
ISHARES TR S&P GL UTILITI	ETF	464288711	18,248	430,881 SH	Sole	0
ISHARES TR S&P LTN AM 40	ETF	464287390	12	358 SH	Sole	0
ISHARES TR S&P MIDCP VALU	ETF	464287705	11	210 SH	Sole	0
ISHARES TR S&P NATL MUN B	ETF	464288414	1,682	16,874 SH	Sole	0
ISHARES TR S&P SMLCAP 600	ETF	464287804	18	399 SH	Sole	0
ISHARES TR S&P SMLCP VALU	ETF	464287879	17	354 SH	Sole	0
ISHARES TR S&P/TOPIX 150	ETF	464287382	153	3,779 SH	Sole	0
ISHARES TR S&P500 GRW	ETF	464287309	92,127	1,928,556 SH	Sole	0
ISHARES TR US PFD STK IDX	ETF	464288687	1,155	35,943 SH	Sole	0

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JACK IN THE BOX INC COM	COM	466367109	50	2,248	SH	Sole	0
JAKKS PAC INC COM	COM	47012E106	173	13,456	SH	Sole	0
JARDEN CORP COM	COM	471109108	311	16,593	SH	Sole	0
JOHNSON & JOHNSON COM	COM	478160104	12,362	217,633	SH	Sole	0
JOY GLOBAL INC COM	COM	481165108	1	22	SH	Sole	0
JPMORGAN CHASE & CO COM	COM	46625H100	7,176	210,381	SH	Sole	0
KANSAS CITY SOUTHERN COM NEW	COM	485170302	1	51	SH	Sole	0
KEYCORP NEW COM	COM	493267108	115	21,889	SH	Sole	0
KRAFT FOODS INC CL A	CL A	50075N104	4,700	185,483	SH	Sole	0
K-SWISS INC CL A	CL A	482686102	101	11,866	SH	Sole	0
LANDAUER INC COM	COM	51476K103	9	148	SH	Sole	0
LAZARD LTD SHS A	COM	G54050102	0	16	SH	Sole	0
LEGG MASON INC COM	COM	524901105	1	40	SH	Sole	0
LIFE TECHNOLOGIES CORP COM	COM	53217V109	3	74	SH	Sole	0
LIMITED BRANDS INC COM	COM	532716107	6	466	SH	Sole	0
LKQ CORP COM	COM	501889208	8,486	515,844	SH	Sole	0
LOCKHEED MARTIN CORP COM	COM	539830109	6	72	SH	Sole	0
LORILLARD INC COM	COM	544147101	3	45	SH	Sole	0

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 DISCRETIO
LOWES COS INC COM	COM	548661107	13,157	677,857	SH Sole
LUBRIZOL CORP COM	COM	549271104	1	26	SH Sole
MANPOWER INC COM	COM	56418H100	1	13	SH Sole
MARINEMAX INC COM	COM	567908108	253	73,589	SH Sole
MARSH & MCLENNAN COS INC COM	COM	571748102	7	340	SH Sole
MARSHALL & ILSLEY CORP NEW COM	COM	571837103	58	12,039	SH Sole
MASTERCARD INC CL A	CL A	57636Q104	8,962	53,567	SH Sole
MATTEL INC COM	COM	577081102	1	36	SH Sole
MBIA INC COM	COM	55262C100	117	27,004	SH Sole
MCDONALDS CORP COM	COM	580135101	12,228	212,699	SH Sole
METLIFE INC COM	COM	59156R108	1	27	SH Sole
MICROSOFT CORP COM	COM	594918104	5,892	247,876	SH Sole
MIDCAP SPDR TR UNIT SER 1	UIT	595635103	44	422	SH Sole
MITSUBISHI UFJ FINL GROUP IN	SPONSORED ADR	606822104	6,424	1,046,181	SH Sole
NABORS INDUSTRIES LTD SHS	COM	G6359F103	2	109	SH Sole
NATIONAL GRID PLC SPON ADR NEW	SPONSORED ADR	636274300	5,249	116,048	SH Sole
NET SERVICOS DE COMUNICACAO SPONSD	ADR	64109T201	1,763	180,046	SH Sole
NEW YORK CMNTY BANCORP INC COM	COM	649445103	3	258	SH Sole
NEWTEK BUSINESS SERVICES INC.	COM	652526104	70	146,141	SH Sole
NIKE INC CL B	CL B	654106103	9,423	181,982	SH Sole
NORTHEAST UTILS COM	COM	664397106	3	138	SH Sole
NORTHERN TR CORP COM	COM	665859104	4,224	78,692	SH Sole
NOVARTIS A G SPONSORED ADR	SPONSORED ADR	66987V109	2,925	71,716	SH Sole
NOVO-NORDISK A S ADR	ADR	670100205	1,701	31,228	SH Sole
NRG ENERGY INC COM NEW	COM	629377508	1,492	57,491	SH Sole
NSTAR COM	COM	67019E107	2	69	SH Sole
NTELOS HLDGS CORP COM	COM	67020Q107	3	189	SH Sole

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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	INVESTMENT DISCRETION
NTT DOCOMO INC SPONS ADR	ADR	62942M201	1,438	98,800	SH	Sole
NUVEEN EQTY PRM OPPORTUNITYF COM	COM	6706EM102	2,082	188,938	SH	Sole
NUVEEN INSD DIVID ADVANTAGE COM	COM	67071L106	1	82	SH	Sole
NV ENERGY INC COM	COM	67073Y106	168	15,608	SH	Sole
NYSE EURONEXT COM	COM	629491101	0	16	SH	Sole
O REILLY AUTOMOTIVE INC COM	COM	686091109	11,675	306,589	SH	Sole
OCEANEERING INTL INC COM	COM	675232102	6,113	135,239	SH	Sole
OLD NATL BANCORP IND COM	COM	680033107	0	33	SH	Sole
OLD REP INTL CORP COM	COM	680223104	167	16,919	SH	Sole
OMNICARE INC COM	COM	681904108	0	12	SH	Sole
ORACLE CORP COM	COM	68389X105	11,348	529,770	SH	Sole
P T TELEKOMUNIKASI INDONESIA SPONSO	ADR	715684106	1,560	52,032	SH	Sole
PACCAR INC COM	COM	693718108	7,179	221,369	SH	Sole
PALL CORP COM	COM	696429307	5,106	192,229	SH	Sole
PEPCO HOLDINGS INC COM	COM	713291102	1	46	SH	Sole
PEPSICO INC COM	COM	713448108	12,954	235,698	SH	Sole
PETROLEO BRASILEIRO SA PETRO	SPONSORED ADR	71654V408	230	5,606	SH	Sole
PFIZER INC COM	COM	717081103	10	649	SH	Sole
PG&E CORP COM	COM	69331C108	4,034	104,944	SH	Sole
PHILIP MORRIS INTL INC COM	COM	718172109	10,073	230,922	SH	Sole
PHILIPPINE LONG DISTANCE TEL SPONSO	ADR	718252604	1,203	24,202	SH	Sole
PHILLIPS VAN HEUSEN CORP COM	COM	718592108	1	42	SH	Sole
PITNEY BOWES INC COM	COM	724479100	1	39	SH	Sole
PNC FINL SVCS GROUP INC COM	COM	693475105	86	2,224	SH	Sole
POSCO SPONSORED ADR	ADR	693483109	245	2,962	SH	Sole
POTASH CORP SASK INC COM	COM	73755L107	28	300	SH	Sole
POWERSHARES DB G10 CURCY HAR COM	ETF	73935Y102	12	539	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/ CALL	INVESTMENT DISCRETION
POWERSHARES GLOBAL ETF TRUST INSUR	ETF	73936T474	2,422	108,192	SH	Sole
POWERSHS DB MULTI SECT COMM DB AGRI	ETF	73936B408	14	545	SH	Sole
PPL CORP COM	COM	69351T106	3,460	104,970	SH	Sole
PRAXAIR INC COM	COM	74005P104	8,678	122,098	SH	Sole
PROCTER & GAMBLE CO COM	COM	742718109	23,426	458,441	SH	Sole
PRUDENTIAL FINL INC COM	COM	744320102	1	27	SH	Sole
PUBLIC SVC ENTERPRISE GROUP COM	COM	744573106	870	26,675	SH	Sole
QUEST DIAGNOSTICS INC COM	COM	74834L100	3,721	65,946	SH	Sole
QWEST COMMUNICATIONS INTL IN COM	COM	749121109	3	717	SH	Sole
REINSURANCE GROUP AMER INC COM NEW	COM	759351604	0	8	SH	Sole
RESEARCH IN MOTION LTD COM	COM	760975102	2,147	30,195	SH	Sole
RESMED INC COM	COM	761152107	4,186	102,782	SH	Sole
RITE AID CORP COM	COM	767754104	6	4,300	SH	Sole
ROCKWELL AUTOMATION INC COM	COM	773903109	7	216	SH	Sole
ROPER INDS INC NEW COM	COM	776696106	6,992	154,317	SH	Sole



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ROYAL CARIBBEAN CRUISES LTD COM	COM	V7780T103	133	9,800	SH	Sole
SAFEWAY INC COM NEW	COM	786514208	1	57	SH	Sole
SARA LEE CORP COM	COM	803111103	2,848	291,806	SH	Sole
SCHERING PLOUGH CORP COM	COM	806605101	3	120	SH	Sole
SCHLUMBERGER LTD COM	COM	806857108	5	100	SH	Sole
SCHNITZER STL INDS CL A	CL A	806882106	1	16	SH	Sole
SEI INVESTMENTS CO COM	COM	784117103	29	1,600	SH	Sole
SELECT SECTOR SPDR TR SBI CONS DISCR	ETF	81369Y407	455	19,712	SH	Sole
SELECT SECTOR SPDR TR SBI CONS STPLS	ETF	81369Y308	537	23,375	SH	Sole
SELECT SECTOR SPDR TR SBI HEALTHCA	ETF	81369Y209	708	26,913	SH	Sole
SELECT SECTOR SPDR TR SBI INT-ENERGY	ETF	81369Y506	16,003	333,047	SH	Sole
SELECT SECTOR SPDR TR SBI INT-FINL	ETF	81369Y605	482	40,352	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 SH/ PRN AMT	PUT/ INVESTMENT DISCRETION
SELECT SECTOR SPDR TR SBI INT-INDS	ETF	81369Y704	406	18,507 SH	Sole
SELECT SECTOR SPDR TR SBI INT-UTILS	ETF	81369Y886	176	6,316 SH	Sole
SELECT SECTOR SPDR TR SBI MATERIALS	ETF	81369Y100	32	1,230 SH	Sole
SEMPRA ENERGY COM	COM	816851109	5	106 SH	Sole
SINGAPORE FD INC COM	COM	82929L109	0	25 SH	Sole
SKECHERS U S A INC CL A	CL A	830566105	0	25 SH	Sole
SMITHFIELD FOODS INC COM	COM	832248108	348	24,927 SH	Sole
SNAP ON INC COM	COM	833034101	2	55 SH	Sole
SOUTHERN CO COM	COM	842587107	885	28,399 SH	Sole
SPDR GOLD TRUST GOLD SHS	ETF	78463V107	192	2,105 SH	Sole
SPDR INDEX SHS FDS DJ INTL RL ETF	ETF	78463X863	802	27,916 SH	Sole
SPDR INDEX SHS FDS EMERG MKTS ETF	ETF	78463X509	840	16,792 SH	Sole
SPDR INDEX SHS FDS S&P INTL SMLCP	ETF	78463X871	750	35,375 SH	Sole
SPDR INDEX SHS FDS S&P WRLD EX US	ETF	78463X889	1,017	51,445 SH	Sole
SPDR SERIES TRUST BARCL CAP TIPS	ETF	78464A656	236	4,751 SH	Sole
SPDR SERIES TRUST BRCLYS AGG ETF	ETF	78464A649	1,448	26,443 SH	Sole
SPDR SERIES TRUST BRCLYS INTL ETF	ETF	78464A516	400	7,327 SH	Sole
SPDR SERIES TRUST BRCLYS MUNI ETF	ETF	78464A458	2,605	118,283 SH	Sole
SPDR SERIES TRUST BRCLYS SHRT ETF	ETF	78464A425	437	18,425 SH	Sole
SPDR SERIES TRUST BRCLYS YLD ETF	ETF	78464A417	977	27,752 SH	Sole
SPDR SERIES TRUST DB INT GVT ETF	ETF	78464A490	141	2,690 SH	Sole
SPDR SERIES TRUST DJ LRG VALUE ETF	ETF	78464A508	59	1,215 SH	Sole
SPDR SERIES TRUST DJ REIT ETF	ETF	78464A607	2,430	71,588 SH	Sole
SPDR SERIES TRUST DJ SML CAP ETF	ETF	78464A813	349	8,442 SH	Sole
SPDR SERIES TRUST DJ TTL MKT ETF	ETF	78464A805	55	812 SH	Sole
SPDR TR UNIT SER 1	ETF	78462F103	6,260	68,078 SH	Sole
ST MARY LD & EXPL CO COM	COM	792228108	1	31 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 SH/ PRN AMT	PUT/ INVESTMENT DISCRETION

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STANLEY WKS COM	COM	854616109	1	25	SH	Sole
STATE STR CORP COM	COM	857477103	9	188	SH	Sole
STERICYCLE INC COM	COM	858912108	5,591	108,503	SH	Sole
STEWART INFORMATION SVCS COR COM	COM	860372101	184	12,916	SH	Sole
STRYKER CORP COM	COM	863667101	11,283	283,925	SH	Sole
SUNCOR ENERGY INC COM	COM	867229106	6	200	SH	Sole
SUPERVALU INC COM	COM	868536103	1	49	SH	Sole
SYBASE INC COM	COM	871130100	8,804	280,924	SH	Sole
SYMANTEC CORP COM	COM	871503108	4,225	271,158	SH	Sole
SYMMETRICOM INC COM	COM	871543104	1	131	SH	Sole
SYNGENTA AG SPONSORED ADR	ADR	87160A100	1,873	40,256	SH	Sole
SYSCO CORP COM	COM	871829107	8	350	SH	Sole
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	1,872	198,970	SH	Sole
TARGET CORP COM	COM	87612E106	13,301	337,000	SH	Sole
TENARIS S A SPONSORED ADR	ADR	88031M109	57	2,091	SH	Sole
TERADYNE INC COM	COM	880770102	0	66	SH	Sole
TERRA INDS INC COM	COM	880915103	1	26	SH	Sole
TEVA PHARMACEUTICAL INDS LTD ADR	ADR	881624209	213	4,326	SH	Sole
THQ INC COM NEW	COM	872443403	0	65	SH	Sole
TIDEWATER INC COM	COM	886423102	1	29	SH	Sole
TIME WARNER CABLE INC COM	COM	88732J207	0	6	SH	Sole
TIME WARNER INC COM NEW ADDED	COM	887317303	1	24	SH	Sole
TOTAL S A SPONSORED ADR	SPONSORED ADR	89151E109	4,571	84,292	SH	Sole
TOYOTA MOTOR CORP SP ADR REP2COM	SPONSORED ADR	892331307	2,924	38,710	SH	Sole
TRACTOR SUPPLY CO COM	COM	892356106	2,044	49,457	SH	Sole
TRANSOCEAN LTD REG SHS	COM	H8817H100	3,388	45,600	SH	Sole
TRAVELERS COMPANIES INC COM	COM	89417E109	1	23	SH	Sole

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	C
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR SH/ PRN AMT	PUT/ CALL	INVESTMENT DISCRETION M
TUPPERWARE BRANDS CORP COM	COM	899896104	1	43	SH	Sole
TYSON FOODS INC CL A	CL A	902494103	1	98	SH	Sole
UAL CORP.	COM	902549807	8	2,409	SH	Sole
UNISOURCE ENERGY CORP COM	COM	909205106	619	23,323	SH	Sole
UNITED BANKSHARES INC WEST V COM	COM	909907107	0	24	SH	Sole
UNITED TECHNOLOGIES CORP COM	COM	913017109	9,617	185,092	SH	Sole
UNITEDHEALTH GROUP INC COM	COM	91324P102	3	104	SH	Sole
UNIVERSAL CORP VA COM	COM	913456109	243	7,330	SH	Sole
UNUM GROUP COM	COM	91529Y106	3	213	SH	Sole
US BANCORP DEL COM NEW	COM	902973304	1	33	SH	Sole
V F CORP COM	COM	918204108	1	16	SH	Sole
VALE S A ADR ADDED	ADR	91912E105	1,741	98,746	SH	Sole
VANGUARD INDEX FDS GROWTH ETF	ETF	922908736	5,880	135,603	SH	Sole
VANGUARD INDEX FDS LARGE CAP ETF	ETF	922908637	0	9	SH	Sole
VANGUARD INDEX FDS SM CP VAL ETF	ETF	922908611	1,199	27,809	SH	Sole
VANGUARD INDEX FDS SML CP GRW ETF	ETF	922908595	2,311	48,147	SH	Sole
VANGUARD INDEX FDS VALUE ETF	ETF	922908744	8,159	206,293	SH	Sole
VANGUARD INTL EQUITY INDEX F EMR MKT	ETF	922042858	3,200	100,566	SH	Sole
VANGUARD INTL EQUITY INDEX F EURPEAN	ETF	922042874	4,589	113,935	SH	Sole
VANGUARD INTL EQUITY INDEX F PACIFIC	ETF	922042866	2,973	64,300	SH	Sole
VANGUARD TAX-MANAGED FD EUROPE	ETF	921943858	2,471	86,536	SH	Sole
VANGUARD WORLD FDS ENERGY ETF	ETF	92204A306	15,531	221,971	SH	Sole

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VANGUARD WORLD FDS HEALTH CAR ETF	ETF	92204A504	10	210 SH	Sole
VANGUARD WORLD FDS INDUSTRIAL ETF	ETF	92204A603	8	190 SH	Sole
VERIZON COMMUNICATIONS INC.	COM	92343V104	26	832 SH	Sole
VIACOM INC NEW CL B	CL B	92553P201	1	45 SH	Sole
VISHAY INTERTECHNOLOGY INC COM	COM	928298108	0	49 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 SH/ PRN AMT	PUT/ CALL	INVESTMENT DISCRETION	OTHER MANAGE
VODAFONE GROUP PLC NEW SPONS ADR	ADR	92857W209	5,451	279,661 SH		Sole	01
VULCAN MATLS CO COM	COM	929160109	4,546	105,476 SH		Sole	01
WAL MART STORES INC COM	COM	931142103	7,692	158,804 SH		Sole	01
WALGREEN CO COM	COM	931422109	15,858	539,398 SH		Sole	01
WALTER ENERGY INC COM	COM	93317Q105	1	35 SH		Sole	01
WALTER INVT MGMT CORP COM ADDED	COM	93317W102	0	13 SH		Sole	01
WASHINGTON FED INC COM	COM	938824109	2	132 SH		Sole	01
WATERS CORP COM	COM	941848103	10,950	212,737 SH		Sole	01
WELLS FARGO & CO NEW COM	COM	949746101	2	94 SH		Sole	01
WESTERN UN CO COM	COM	959802109	2,953	180,089 SH		Sole	01
WILLIAMS COS INC DEL COM	COM	969457100	2,205	141,241 SH		Sole	01
WINDSTREAM CORP COM	COM	97381W104	1	100 SH		Sole	01
WISDOMTREE TRUST SMALLCAP DIVID	COM	97717W604	7	220 SH		Sole	01
WYETH COM	COM	983024100	2,276	50,148 SH		Sole	01
WYNDHAM WORLDWIDE CORP COM	COM	98310W108	1	90 SH		Sole	01
XL CAP LTD CL A	CL A	G98255105	398	34,706 SH		Sole	01
XTO ENERGY INC COM	COM	98385X106	1	33 SH		Sole	01
YAHOO INC COM	COM	984332106	5,754	367,408 SH		Sole	01
YUM BRANDS INC COM	COM	988498101	5,199	155,951 SH		Sole	01