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GENWORTH FINANCIAL INC  
Form 13F-HR  
August 11, 2009

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 ; 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 ----- [Signature]	Richmond, VA [City, State]	August 11, 2009 [Date]
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Report Type (Check only one.):

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

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

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

List of Other Managers Reporting for this Manager: NONE

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FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 1

Form 13F Information Table Entry Total: 343 lines

Form 13F Information Table Value Total: 1,625,036  
(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 Asset Management, Inc.

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
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	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

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AMERICAN EXPRESS CO COM	COM	025816109	5	230	SH		Sole	0
AMERICAN TOWER CORP CL A	CL A	029912201	1	37	SH		Sole	0
AMGEN INC COM	COM	031162100	18	342	SH		Sole	0

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COLUMN 7	COLUMN 8	COLUMN 9
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION	OT MANA
ANADARKO PETE CORP COM	COM	032511107	2,929	64,529	SH		Sole	0
ANSYS INC COM	COM	03662Q105	9,957	319,540	SH		Sole	0
APACHE CORP COM	COM	037411105	1	13	SH		Sole	0
ARKANSAS BEST CORP DEL COM	COM	040790107	234	8,896	SH		Sole	0
ASSURED GUARANTY LTD COM	COM	G0585R106	347	28,065	SH		Sole	0
AT&T INC COM	COM	00206R102	2	98	SH		Sole	0
AU OPTRONICS CORP SPONSORED ADR	ADR	002255107	5	524	SH		Sole	0
AUTOMATIC DATA PROCESSING IN COM	COM	053015103	7,969	224,866	SH		Sole	0
AVNET INC COM	COM	053807103	0	16	SH		Sole	0
AXA SPONSORED ADR	SPONSORED ADR	054536107	6,601	348,180	SH		Sole	0
BAIDU INC SPON ADR REP A	ADR	056752108	2,548	8,463	SH		Sole	0
BALDOR ELEC CO COM	COM	057741100	0	20	SH		Sole	0
BANCO BRADESCO S A SP ADR PFD NEW	SPONSORED ADR	059460303	1,585	107,279	SH		Sole	0
BANK OF AMERICA CORPORATION COM	COM	060505104	2,233	169,137	SH		Sole	0
BANK OF NEW YORK MELLON CORP COM	COM	064058100	3,124	106,593	SH		Sole	0
BARD C R INC COM	COM	067383109	3,824	51,365	SH		Sole	0
BAXTER INTL INC COM	COM	071813109	13,146	248,229	SH		Sole	0
BECTON DICKINSON & CO COM	COM	075887109	7,214	101,163	SH		Sole	0
BHP BILLITON LTD SPONSORED ADR	ADR	088606108	2,261	41,317	SH		Sole	0
BJS WHOLESALE CLUB INC COM	COM	05548J106	2	73	SH		Sole	0
BLACKROCK ENH CAP & INC FD I COM	COM	09256A109	519	39,885	SH		Sole	0
BLACKROCK INTL GRWTH & INC T COM	COM	092524107	2,145	210,282	SH		Sole	0
BLACKROCK MUNI HOLDINGS N Y I COM	COM	09255C106	0	13	SH		Sole	0
BLACKROCK MUNIYIELD CALIF IN COM	COM	09254N103	0	27	SH		Sole	0
BOEING CO COM	COM	097023105	4,328	101,844	SH		Sole	0

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BOWNE & CO INC COM	COM	103043105	310	47,578	SH		Sole	0
BP PLC SPONSORED ADR	ADR	055622104	1,888	39,603	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/ PRN	PUT/ CALL	INVESTMENT DISCRETION	OT MANA
BRISTOL MYERS SQUIBB CO COM	COM	110122108	4,826	237,613	SH		Sole	0
BRITISH AMERN TOB PLC SPONSORED	SPONSORED ADR	110448107	1,735	31,101	SH		Sole	0
BURLINGTON NORTHN SANTA FE C COM	COM	12189T104	5,136	69,841	SH		Sole	0
CABOT MICROELECTRONICS CORP COM	COM	12709P103	1	29	SH		Sole	0
CADENCE DESIGN SYSTEM INC COM	COM	127387108	0	65	SH		Sole	0
CARNIVAL CORP PAIRED CTF	CTF	143658300	1	35	SH		Sole	0
CATERPILLAR INC DEL COM	COM	149123101	1	23	SH		Sole	0
CELANESE CORP DEL COM SER A	COM	150870103	3	147	SH		Sole	0
CEPHALON INC COM	COM	156708109	6,482	114,418	SH		Sole	0
CHATTEM INC COM	COM	162456107	7,452	109,429	SH		Sole	0
CHEVRON CORP NEW COM	COM	166764100	2	33	SH		Sole	0
CHINA LIFE INS CO LTD SPON ADR REP	SPONSORED ADR	16939P106	1,939	34,979	SH		Sole	0
CHINA MOBILE LIMITED SPONSORED ADR	ADR	16941M109	2,966	59,227	SH		Sole	0
CIMAREX ENERGY CO COM	COM	171798101	1	26	SH		Sole	0
CISCO SYS INC COM	COM	17275R102	8,804	472,068	SH		Sole	0
CLOROX CO DEL COM	COM	189054109	7	128	SH		Sole	0
CMS ENERGY CORP COM	COM	125896100	4,090	338,552	SH		Sole	0
CNOOC LTD SPONSORED ADR	SPONSORED ADR	126132109	1,422	11,561	SH		Sole	0
COCA COLA CO COM	COM	191216100	8,220	171,292	SH		Sole	0
COCA COLA ENTERPRISES INC COM	COM	191219104	1	87	SH		Sole	0
COCA COLA FEMSA S A B DE C V SPON	ADR	191241108	1,745	43,500	SH		Sole	0
COGNIZANT TECHNOLOGY SOLUTIO CL A	CL A	192446102	8,564	320,737	SH		Sole	0
COLGATE PALMOLIVE CO COM	COM	194162103	17,150	242,440	SH		Sole	0
COMCAST CORP NEW CL A	CL A	20030N101	4,515	312,257	SH		Sole	0

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COMERICA INC COM	COM	200340107	159	7,505	SH	Sole	0
COMPANHIA DE BEBIDAS DAS AME SPON	ADR	20441W203	131	2,015	SH	Sole	0
COMPANHIA SIDERURGICA NACION SPON	ADR	20440W105	1,346	60,238	SH	Sole	0
COMPANIA CERVECERIAS UNIDAS	SPONSORED ADR	204429104	1,468	41,933	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/ PRN	PUT/ CALL	INVESTMENT DISCRETION	OT MANA
CONOCOPHILLIPS COM	COM	20825C104	2	44	SH		Sole	0
CONSECO INC DBCV 3.500% 9/3 ADDED	PFDD	208464BH9	1	2,000	SH		Sole	0
CORE LABORATORIES N V COM	COM	N22717107	6,810	78,145	SH		Sole	0
COVIDIEN PLC SHS ADDED	COM	G2554F105	4,554	121,634	SH		Sole	0
CREDIT SUISSE GROUP SPONSORED ADR	ADR	225401108	1,446	31,613	SH		Sole	0
CSS INDS INC COM	COM	125906107	6	314	SH		Sole	0
CTRIIP COM INTL LTD ADR	SPONSORED ADR	22943F100	2,177	47,027	SH		Sole	0
DANAHER CORP DEL COM	COM	235851102	7	116	SH		Sole	0
DARDEN RESTAURANTS INC COM	COM	237194105	1	33	SH		Sole	0
DELTA AIR LINES INC.	COM	247361702	71	12,233	SH		Sole	
DEVON ENERGY CORP NEW COM	COM	25179M103	2,137	39,202	SH		Sole	0
DIAMOND OFFSHORE DRILLING IN COM	COM	25271C102	10,661	128,364	SH		Sole	0
DISCOVER FINL SVCS COM	COM	254709108	1	74	SH		Sole	0
DOLLAR THRIFTY AUTOMOTIVE GP COM	COM	256743105	882	63,237	SH		Sole	0
DOW CHEM CO COM	COM	260543103	5	313	SH		Sole	0
DR REDDYS LABS LTD ADR	ADR	256135203	2,253	132,905	SH		Sole	0
DU PONT E I DE NEMOURS & CO COM	COM	263534109	1	25	SH		Sole	0
DUKE ENERGY CORP NEW COM	COM	26441C105	847	58,084	SH		Sole	0
DUKE REALTY CORP COM NEW	COM	264411505	0	33	SH		Sole	0
E M C CORP MASS COM	COM	268648102	3,318	253,305	SH		Sole	0
EATON VANCE CORP COM NON VTG	COM	278265103	3,860	144,292	SH		Sole	0

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EATON VANCE INS MUN BD FD COM	COM	27827X101	0	1	SH	Sole	0
EATON VANCE TAX MNG GBL DV E COM	COM	27829F108	6,181	572,852	SH	Sole	0
EATON VANCE TX MGD DIV EQ IN COM	COM	27828N102	3,550	302,157	SH	Sole	0
EATON VANCE TXMGD GL BUYWR O COM	COM	27829C105	2,623	219,135	SH	Sole	0
EDISON INTL COM	COM	281020107	1	25	SH	Sole	0
ELECTRO RENT CORP COM	COM	285218103	8	804	SH	Sole	0
EMERSON ELEC CO COM	COM	291011104	8,687	268,111	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/ PRN	PUT/ CALL	INVESTMENT DISCRETION	OT MANA
ENTERGY CORP NEW COM	COM	29364G103	3,305	42,638	SH		Sole	0
ERICSSON L M TEL CO ADR B SEK 10	ADR	294821608	3,056	312,519	SH		Sole	0
EVERGREEN GBL DIVID OPP FUND COM	COM	30024H101	511	56,280	SH		Sole	0
EXELON CORP COM	COM	30161N101	4,006	78,221	SH		Sole	0
EXXON MOBIL CORP COM	COM	30231G102	10,372	148,358	SH		Sole	0
FACTSET RESH SYS INC COM	COM	303075105	11,301	226,611	SH		Sole	0
FAIRPOINT COMMUNICATIONS COM	COM	305560104	0	15	SH		Sole	
FAMILY DLR STORES INC COM	COM	307000109	10	340	SH		Sole	0
FASTENAL CO COM	COM	311900104	7,729	233,017	SH		Sole	0
FIFTH STREET FINANCE CORP	COM	31678A103	14,793	1,473,379	SH		Sole	0
FIRST SOLAR INC COM	COM	336433107	32	200	SH		Sole	0
FIRSTENERGY CORP COM	COM	337932107	629	16,236	SH		Sole	0
FOREST LABS INC COM	COM	345838106	2	83	SH		Sole	0
FPL GROUP INC COM	COM	302571104	452	7,950	SH		Sole	0
FRANCE TELECOM SPONSORED ADR	ADR	35177Q105	1,520	66,658	SH		Sole	0
FRESENIUS KABI PHARMACEUTHLD RIGHT	RIGHT	35802M115	0	2	SH		Sole	0
FRESENIUS MED CARE AG&CO KGA	SPONSORED ADR	358029106	1,119	24,876	SH		Sole	0
GAMESTOP CORP NEW CL A	CL A	36467W109	6,493	294,999	SH		Sole	0
GENERAL DYNAMICS CORP COM	COM	369550108	11,801	213,047	SH		Sole	0
GENERAL ELECTRIC CO COM	COM	369604103	2	129	SH		Sole	0

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GILEAD SCIENCES INC COM	COM	375558103	5	100	SH		Sole	0
GRUPE CGI INC CL A SUB VTG	CL A SUB VTG	39945C109	2,910	328,127	SH		Sole	0
GRUPO TELEVISIA SA DE CV SP ADR REP	SPONSORED ADR	40049J206	1,230	72,364	SH		Sole	0
HALLIBURTON CO COM	COM	406216101	5,476	264,529	SH		Sole	0
HANSEN NAT CORP COM	COM	411310105	4,357	141,189	SH		Sole	0
HARSCO CORP COM	COM	415864107	1	47	SH		Sole	0
HARTFORD FINL SVCS GROUP INC COM	COM	416515104	0	33	SH		Sole	0
HDFC BANK LTD ADR REPS 3 SHS	ADR	40415F101	3,627	35,169	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/ PRN	PUT/ CALL	INVESTMENT DISCRETION	OT MANA
HEWLETT PACKARD CO COM	COM	428236103	8,543	221,034	SH		Sole	0
HEXCEL CORP NEW COM	COM	428291108	2,766	290,252	SH		Sole	0
HOLOGIC INC COM	COM	436440101	1	44	SH		Sole	0
HOLOGIC INC.	COM	436440101	137	9,632	SH		Sole	0
HUDSON CITY BANCORP COM	COM	443683107	5,079	382,158	SH		Sole	0
ICT GROUP INC COM	COM	44929Y101	0	46	SH		Sole	0
IHS INC CL A	CL A	451734107	15,408	308,964	SH		Sole	0
ILLINOIS TOOL WKS INC COM	COM	452308109	6,941	185,885	SH		Sole	0
IMMUCOR INC COM	COM	452526106	2,229	162,022	SH		Sole	0
ING GLOBAL EQTY DIV & PREM O COM	COM	45684E107	55	4,700	SH		Sole	0
ING GROEP N V SPONSORED ADR	ADR	456837103	12	1,200	SH		Sole	0
INGERSOLL-RAND COMPANY LTD CL A	CL A	G4776G101	4,230	202,415	SH		Sole	0
INTEL CORP COM	COM	458140100	1	75	SH		Sole	0
INTERNATIONAL BUSINESS MACHS COM	COM	459200101	17,558	168,150	SH		Sole	0
INTUIT COM	COM	461202103	5,768	204,606	SH		Sole	0
ISHARES TR BARCLYS 10-20YR	ETF	464288653	9	86	SH		Sole	0
ISHARES TR BARCLYS 1-3 YR	ETF	464287457	417	4,978	SH		Sole	0
ISHARES TR BARCLYS 1-3YR CR	ETF	464288646	262	2,545	SH		Sole	0
ISHARES TR BARCLYS 3-7 YR	ETF	464288661	6	56	SH		Sole	0
ISHARES TR BARCLYS 7-10 YR	ETF	464287440	4,524	49,893	SH		Sole	0
ISHARES TR BARCLYS MBS BD	ETF	464288588	7,488	71,122	SH		Sole	0
ISHARES TR BARCLYS								

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SH TREA	ETF	464288679	294,196	2,668,933	SH		Sole	0
ISHARES TR BARCLYS								
TIPS BD	ETF	464287176	5,526	54,373	SH		Sole	0
ISHARES TR DJ US								
INDEX FD	ETF	464287846	28	625	SH		Sole	0
ISHARES TR IBOXX								
INV CPBD	ETF	464287242	175,542	1,750,518	SH		Sole	0
ISHARES TR MSCI								
EAFE IDX	ETF	464287465	17,768	387,872	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

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/ PRN	PUT/ CALL	INVESTMENT DISCRETION	OT MANA
ISHARES TR MSCI VAL IDX	ETF	464288877	635	15,052	SH		Sole	0
ISHARES TR RUSL 2000 VALU	ETF	464287630	7	155	SH		Sole	0
ISHARES TR RUSSELL 1000	ETF	464287622	7,172	141,577	SH		Sole	0
ISHARES TR RUSSELL MCP GR	ETF	464287481	18,426	505,508	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	84,533	915,352	SH		Sole	0
ISHARES TR S&P GBL ENER	ETF	464287341	15,527	505,780	SH		Sole	0
ISHARES TR S&P GL UTILITI	ETF	464288711	18,248	430,881	SH		Sole	0
ISHARES TR S&P MIDCP VALU	ETF	464287705	11	210	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
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								



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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

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/ PRN	PUT/ CALL	INVESTMENT DISCRETION	OT MANA
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
LOWES COS INC COM	COM	548661107	13,157	677,857	SH		Sole	0
LUBRIZOL CORP COM	COM	549271104	1	26	SH		Sole	0
MANPOWER INC COM	COM	56418H100	1	13	SH		Sole	0
MARINEMAX INC COM	COM	567908108	253	73,589	SH		Sole	0
MARSH & MCLENNAN COS INC COM	COM	571748102	7	340	SH		Sole	0
MARSHALL & ILSLEY CORP NEW COM	COM	571837103	58	12,039	SH		Sole	0
MASTERCARD INC CL A	CL A	57636Q104	8,962	53,567	SH		Sole	0
MATTEL INC COM	COM	577081102	1	36	SH		Sole	0
MBIA INC COM	COM	55262C100	117	27,004	SH		Sole	0
MCDONALDS CORP COM	COM	580135101	12,228	212,699	SH		Sole	0
METLIFE INC COM	COM	59156R108	1	27	SH		Sole	0
MICROSOFT CORP COM	COM	594918104	5,892	247,876	SH		Sole	0
MIDCAP SPDR TR UNIT SER 1	UIT	595635103	0	1	SH		Sole	0
MITSUBISHI UFJ FINL GROUP IN	SPONSORED ADR	606822104	6,424	1,046,181	SH		Sole	0
NABORS INDUSTRIES LTD SHS	COM	G6359F103	2	109	SH		Sole	0
NATIONAL GRID PLC SPON ADR NEW	SPONSORED ADR	636274300	5,249	116,048	SH		Sole	0
NET SERVICOS DE COMUNICACAO SPONS	ADR	64109T201	1,763	180,046	SH		Sole	0
NEW YORK CMNTY BANCORP INC COM	COM	649445103	3	258	SH		Sole	0
NEWTEK BUSINESS SERVICES INC.	COM	652526104	70	146,141	SH		Sole	0
NIKE INC CL B	CL B	654106103	9,423	181,982	SH		Sole	0
NORTHEAST UTILS COM	COM	664397106	3	138	SH		Sole	0
NORTHERN TR CORP COM	COM	665859104	4,224	78,692	SH		Sole	0
NOVARTIS A G								

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SPONSORED ADR NOVO-NORDISK A S ADR	SPONSORED ADR ADR	66987V109 670100205	2,925 1,701	71,716 31,228	SH SH	Sole Sole	0 0
NRG ENERGY INC COM NEW	COM	629377508	1,492	57,491	SH	Sole	0

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5			COLUMN 6	COLUM
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION	OT MANA
NSTAR COM	COM	67019E107	2	69	SH		Sole	0
NTELOS HLDGS CORP COM	COM	67020Q107	3	189	SH		Sole	0
NTT DOCOMO INC SPONS ADR	ADR	62942M201	1,438	98,800	SH		Sole	0
NUVEEN EQTY PRM OPPORTUNITYF COM	COM	6706EM102	2,082	188,938	SH		Sole	0
NUVEEN INSD DIVID ADVANTAGE COM	COM	67071L106	1	82	SH		Sole	0
NV ENERGY INC COM	COM	67073Y106	168	15,608	SH		Sole	0
NYSE EURONEXT COM	COM	629491101	0	16	SH		Sole	0
O REILLY AUTOMOTIVE INC COM	COM	686091109	11,675	306,589	SH		Sole	0
OCEANEERING INTL INC COM	COM	675232102	6,113	135,239	SH		Sole	0
OLD NATL BANCORP IND COM	COM	680033107	0	33	SH		Sole	0
OLD REP INTL CORP COM	COM	680223104	167	16,919	SH		Sole	0
OMNICARE INC COM	COM	681904108	0	12	SH		Sole	0
ORACLE CORP COM	COM	68389X105	11,348	529,770	SH		Sole	0
PT TELEKOMUNIKASI INDONESIA SPONSO	ADR	715684106	1,560	52,032	SH		Sole	0
PACCAR INC COM	COM	693718108	7,179	221,369	SH		Sole	0
PALL CORP COM	COM	696429307	5,106	192,229	SH		Sole	0
PEPCO HOLDINGS INC COM	COM	713291102	1	46	SH		Sole	0
PEPSICO INC COM	COM	713448108	12,954	235,698	SH		Sole	0
PETROLEO BRASILEIRO SA PETRO	SPONSORED ADR	71654V408	230	5,606	SH		Sole	0
PFIZER INC COM	COM	717081103	10	649	SH		Sole	0
PG&E CORP COM	COM	69331C108	4,034	104,944	SH		Sole	0
PHILIP MORRIS INTL INC COM	COM	718172109	10,073	230,922	SH		Sole	0
PHILIPPINE LONG DISTANCE TEL SPONSO	ADR	718252604	1,203	24,202	SH		Sole	0
PHILLIPS VAN HEUSEN CORP COM	COM	718592108	1	42	SH		Sole	0
PITNEY BOWES INC COM	COM	724479100	1	39	SH		Sole	0
PNC FINL SVCS								

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GROUP INC COM	COM	693475105	86	2,224	SH	Sole	0
POSCO SPONSORED ADR	ADR	693483109	245	2,962	SH	Sole	0
POTASH CORP SASK INC COM	COM	73755L107	28	300	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/ PRN	PUT/ CALL	INVESTMENT DISCRETION	OT MANA
POWERSHS DB MULTI SECT COMM	ETF	73936B408	14	545	SH		Sole	0
PPL CORP COM	COM	69351T106	3,460	104,970	SH		Sole	0
PRAXAIR INC COM	COM	74005P104	8,678	122,098	SH		Sole	0
PROCTER & GAMBLE CO COM	COM	742718109	23,426	458,441	SH		Sole	0
PRUDENTIAL FINL INC COM	COM	744320102	1	27	SH		Sole	0
PUBLIC SVC ENTERPRISE GROUP COM	COM	744573106	870	26,675	SH		Sole	0
QUEST DIAGNOSTICS INC COM	COM	74834L100	3,721	65,946	SH		Sole	0
QWEST COMMUNICATIONS INTL IN COM	COM	749121109	3	717	SH		Sole	0
REINSURANCE GROUP AMER INC COM	COM	759351604	0	8	SH		Sole	0
RESEARCH IN MOTION LTD COM	COM	760975102	2,147	30,195	SH		Sole	0
RESMED INC COM	COM	761152107	4,186	102,782	SH		Sole	0
RITE AID CORP COM	COM	767754104	6	4,300	SH		Sole	0
ROCKWELL AUTOMATION INC COM	COM	773903109	7	216	SH		Sole	0
ROPER INDS INC NEW COM	COM	776696106	6,992	154,317	SH		Sole	0
ROYAL CARIBBEAN CRUISES LTD COM	COM	V7780T103	133	9,800	SH		Sole	0
SAFeway INC COM NEW	COM	786514208	1	57	SH		Sole	0
SARA LEE CORP COM	COM	803111103	2,848	291,806	SH		Sole	0
SCHERING PLOUGH CORP COM	COM	806605101	3	120	SH		Sole	0
SCHLUMBERGER LTD COM	COM	806857108	5	100	SH		Sole	0
SCHNITZER STL INDS CL A	CL A	806882106	1	16	SH		Sole	0
SEI INVESTMENTS CO COM	COM	784117103	29	1,600	SH		Sole	0
SELECT SECTOR SPDR TR SBI INT-ENER	ETF	81369Y506	15,440	321,322	SH		Sole	0
SEMPRA ENERGY COM	COM	816851109	5	106	SH		Sole	0
SINGAPORE FD INC COM	COM	82929L109	0	25	SH		Sole	0
SKECHERS U S A INC								

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CL A	CL A	830566105	0	25	SH	Sole	0
SMITHFIELD FOODS							
INC COM	COM	832248108	348	24,927	SH	Sole	0
SNAP ON INC COM	COM	833034101	2	55	SH	Sole	0
SOUTHERN CO COM	COM	842587107	885	28,399	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/ PRN	PUT/ CALL	INVESTMENT DISCRETION	OT MANA
SPDR GOLD TRUST								
GOLD SHS	ETF	78463V107	24	259	SH		Sole	0
ST MARY LD & EXPL								
CO COM	COM	792228108	1	31	SH		Sole	0
STANLEY WKS COM	COM	854616109	1	25	SH		Sole	0
STATE STR CORP COM	COM	857477103	9	188	SH		Sole	0
STERICYCLE INC COM	COM	858912108	5,591	108,503	SH		Sole	0
STEWART								
INFORMATION SVCS								
COR COM	COM	860372101	184	12,916	SH		Sole	0
STRYKER CORP COM	COM	863667101	11,283	283,925	SH		Sole	0
SUNCOR ENERGY INC								
COM	COM	867229106	6	200	SH		Sole	0
SUPERVALU INC COM	COM	868536103	1	49	SH		Sole	0
SYBASE INC COM	COM	871130100	8,804	280,924	SH		Sole	0
SYMANTEC CORP COM	COM	871503108	4,225	271,158	SH		Sole	0
SYMMETRICOM INC COM	COM	871543104	1	131	SH		Sole	0
SYNGENTA AG								
SPONSORED ADR	ADR	87160A100	1,873	40,256	SH		Sole	0
SYSCO CORP COM	COM	871829107	8	350	SH		Sole	0
TAIWAN								
SEMICONDUCTOR								
MFG LTD	SPONSORED ADR	874039100	1,872	198,970	SH		Sole	0
TARGET CORP COM	COM	87612E106	13,301	337,000	SH		Sole	0
TENARIS S A								
SPONSORED ADR	ADR	88031M109	57	2,091	SH		Sole	0
TERADYNE INC COM	COM	880770102	0	66	SH		Sole	0
TERRA INDS INC COM	COM	880915103	1	26	SH		Sole	0
TEVA								
PHARMACEUTICAL								
INDS LTD ADR	ADR	881624209	213	4,326	SH		Sole	0
THQ INC COM NEW	COM	872443403	0	65	SH		Sole	0
TIDEWATER INC COM	COM	886423102	1	29	SH		Sole	0
TIME WARNER CABLE								
INC COM	COM	88732J207	0	6	SH		Sole	0
TIME WARNER INC								
COM NEW ADDED	COM	887317303	1	24	SH		Sole	0
TOTAL S A								
SPONSORED ADR	SPONSORED ADR	89151E109	4,571	84,292	SH		Sole	0
TOYOTA MOTOR CORP								
SP ADR REP2COM	SPONSORED ADR	892331307	2,924	38,710	SH		Sole	0
TRACTOR SUPPLY CO								
COM	COM	892356106	2,044	49,457	SH		Sole	0
TRANSOCEAN LTD REG								

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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/ PRN	PUT/ CALL	INVESTMENT DISCRETION	OT MANA
SHS	COM	H8817H100	3,388	45,600	SH		Sole	0
TRAVELERS COMPANIES INC	COM	89417E109	1	23	SH		Sole	0
TUPPERWARE BRANDS CORP	COM	899896104	1	43	SH		Sole	0
TYSON FOODS INC	CL A	902494103	1	98	SH		Sole	0
UAL CORP.	COM	902549807	8	2,409	SH		Sole	0
UNISOURCE ENERGY CORP	COM	909205106	619	23,323	SH		Sole	0
UNITED BANKSHARES INC	COM	909907107	0	24	SH		Sole	0
UNITED TECHNOLOGIES CORP	COM	913017109	9,617	185,092	SH		Sole	0
UNITEDHEALTH GROUP INC	COM	91324P102	3	104	SH		Sole	0
UNIVERSAL CORP	COM	913456109	243	7,330	SH		Sole	0
UNUM GROUP	COM	91529Y106	3	213	SH		Sole	0
US BANCORP DEL	COM	902973304	1	33	SH		Sole	0
V F CORP	COM	918204108	1	16	SH		Sole	0
VALE S A ADR	ADR	91912E105	1,741	98,746	SH		Sole	0
VANGUARD INDEX FDS	ETF	922908637	0	9	SH		Sole	0
VANGUARD INDEX FDS	ETF	922908744	0	6	SH		Sole	0
VANGUARD WORLD FDS	ETF	92204A306	15,531	221,971	SH		Sole	0
VANGUARD WORLD FDS	ETF	92204A504	10	210	SH		Sole	0
VANGUARD WORLD FDS	ETF	92204A603	8	190	SH		Sole	0
VERIZON COMMUNICATIONS INC.	COM	92343V104	26	832	SH		Sole	0
VIACOM INC	CL B	92553P201	1	45	SH		Sole	0
VISHAY INTERTECHNOLOGY INC	COM	928298108	0	49	SH		Sole	0
VODAFONE GROUP PLC	ADR	92857W209	5,451	279,661	SH		Sole	0
VULCAN MATLS CO	COM	929160109	4,546	105,476	SH		Sole	0
WAL MART STORES INC	COM	931142103	7,692	158,804	SH		Sole	0
WALGREEN CO	COM	931422109	15,858	539,398	SH		Sole	0
WALTER ENERGY INC	COM	93317Q105	1	35	SH		Sole	0

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WALTER INVT MGMT  
CORP COM ADDED COM 93317W102 0 13 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/ PRN	PUT/ CALL	INVESTMENT DISCRETION	OT MANA
WASHINGTON FED INC COM	COM	938824109	2	132	SH		Sole	0
WATERS CORP COM	COM	941848103	10,950	212,737	SH		Sole	0
WELLS FARGO & CO NEW COM	COM	949746101	2	94	SH		Sole	0
WESTERN UN CO COM	COM	959802109	2,953	180,089	SH		Sole	0
WILLIAMS COS INC DEL COM	COM	969457100	2,205	141,241	SH		Sole	0
WINDSTREAM CORP COM	COM	97381W104	1	100	SH		Sole	0
WISDOMTREE TRUST SMALLCAP DIVID	COM	97717W604	7	220	SH		Sole	0
WYETH COM	COM	983024100	2,276	50,148	SH		Sole	0
WYNDHAM WORLDWIDE CORP COM	COM	98310W108	1	90	SH		Sole	0
XL CAP LTD CL A	CL A	G98255105	398	34,706	SH		Sole	0
XTO ENERGY INC COM	COM	98385X106	1	33	SH		Sole	0
YAHOO INC COM	COM	984332106	5,754	367,408	SH		Sole	0
YUM BRANDS INC COM	COM	988498101	5,199	155,951	SH		Sole	0