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GENWORTH FINANCIAL INC
Form 13F-HR
November 06, 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: September 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
----- Richmond, VA November 6, 2009
[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: 292 lines

| | |
|----------------------------------|-------------|
| Form 13F Information Table Value | 1,434,233 |
| Total: | (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. |

| NAME OF ISSUER | TITLE OF CLASS | CUSIP | VALUE (x\$1000) | SHRS OR SH/ PRN AMT | PUT/ CALL | INVESTMENT DISCRETION | OTHER MANAGERS | VOT SOLE |
|--------------------------------|-------------------|-----------|--------------------|------------------------|--------------|--------------------------|-------------------|-------------|
| 3M CO COM | COM | 88579Y101 | 24,833 | 336,494 SH | | Sole | 01 | 336,494 |
| ABB LTD SPONSORED ADR | SPONSORED ADR | 000375204 | 2,936 | 146,501 SH | | Sole | 01 | 146,501 |
| ACE LTD SHS | COM | H0023R105 | 2 | 32 SH | | Sole | 01 | 32 |
| ADAPTEC INC COM | COM | 00651F108 | 494 | 147,962 SH | | Sole | 01 | 147,962 |
| ADVANCE AUTO PARTS INC COM | COM | 00751Y106 | 4 | 114 SH | | Sole | 01 | 114 |
| AEROVIRONMENT INC COM | COM | 008073108 | 1 | 29 SH | | Sole | 01 | 29 |
| AES CORP COM | COM | 00130H105 | 11,706 | 789,902 SH | | Sole | 01 | 789,902 |
| AGRIUM INC COM | COM | 008916108 | 3,149 | 63,254 SH | | Sole | 01 | 63,254 |
| AIRGAS INC COM | COM | 009363102 | 5,275 | 109,050 SH | | Sole | 01 | 109,050 |
| ALBEMARLE CORP COM | COM | 012653101 | 3,194 | 92,314 SH | | Sole | 01 | 92,314 |
| ALEXANDER & BALDWIN INC COM | COM | 014482103 | 344 | 10,718 SH | | Sole | 01 | 10,718 |
| ALLEGHENY ENERGY INC COM | COM | 017361106 | 2,230 | 84,103 SH | | Sole | 01 | 84,103 |
| ALLIANCE DATA SYSTEMS CORP | COM | 018581108 | 2 | 29 SH | | Sole | 01 | 29 |
| ALTERA CORP COM | COM | 021441100 | 2,909 | 141,813 SH | | Sole | 01 | 141,813 |
| AMERICA MOVIL SAB DE CV SPO | ADR | 02364W105 | 1,315 | 29,994 SH | | Sole | 01 | 29,994 |
| AMERICAN ELEC PWR INC COM | COM | 025537101 | 4,711 | 152,001 SH | | Sole | 01 | 152,001 |
| AMERICAN EXPRESS CO COM | COM | 025816109 | 0 | 2 SH | | Sole | 01 | 2 |
| ANADARKO PETE CORP COM | COM | 032511107 | 2,163 | 34,474 SH | | Sole | 01 | 34,474 |
| ANSYS INC COM | COM | 03662Q105 | 11,280 | 301,448 SH | | Sole | 01 | 301,448 |

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|---|-----|-----------|-------|---------|----|------|----|---------|
| AQUA AMERICA INC COM | COM | 03836W103 | 2 | 106 | SH | Sole | 01 | 106 |
| ARKANSAS BEST CORP DEL COM | COM | 040790107 | 244 | 8,148 | SH | Sole | 01 | 8,148 |
| ASSOCIATED BANC CORP COM | COM | 045487105 | 159 | 13,934 | SH | Sole | 01 | 13,934 |
| ASSURED GUARANTY LTD COM | COM | G0585R106 | 499 | 25,686 | SH | Sole | 01 | 25,686 |
| AUTOLIV INC COM AUTOMATIC DATA PROCESSING I | COM | 052800109 | 617 | 18,371 | SH | Sole | 01 | 18,371 |
| | COM | 053015103 | 8,368 | 212,917 | SH | Sole | 01 | 212,917 |

| COLUMN 1 | COLUMN 2 | COLUMN 3 | COLUMN 4 | COLUMN 5 | COLUMN 6 | COLUMN 7 | VOT | |
|---------------------------------|-------------------|-----------|--------------------|------------------------|--------------|--------------------------|-------------------|---------------|
| NAME OF ISSUER | TITLE OF CLASS | CUSIP | VALUE (x\$1000) | SHRS OR SH/ PRN AMT | PUT/ CALL | INVESTMENT DISCRETION | OTHER MANAGERS | ----- SOLE |
| AXA SPONSORED ADR | SPONSORED ADR | 054536107 | 8,742 | 323,182 | SH | Sole | 01 | 323,182 |
| BAIDU INC SPON ADR REP A | ADR | 056752108 | 3,153 | 8,064 | SH | Sole | 01 | 8,064 |
| BANCO BRADESCO S A SP ADR | SPONSORED ADR | 059460303 | 1,838 | 92,422 | SH | Sole | 01 | 92,422 |
| BANK OF AMERICA CORP | COM | 060505104 | 2,633 | 155,597 | SH | Sole | 01 | 155,597 |
| BARD C R INC COM | COM | 067383109 | 3,781 | 48,101 | SH | Sole | 01 | 48,101 |
| BAXTER INTL INC COM | COM | 071813109 | 13,435 | 235,653 | SH | Sole | 01 | 235,653 |
| BECTON DICKINSON & CO COM | COM | 075887109 | 6,683 | 95,808 | SH | Sole | 01 | 95,808 |
| BHP BILLITON LTD SPONSORED | ADR | 088606108 | 2,528 | 38,293 | SH | Sole | 01 | 38,293 |
| BJS WHOLESALE CLUB INC COM | COM | 05548J106 | 3 | 73 | SH | Sole | 01 | 73 |
| BLACKROCK ENH CAP & INC FD I | COM | 09256A109 | 2,612 | 178,061 | SH | Sole | 01 | 178,061 |
| BLACKROCK INTL GRWTH & INC T | COM | 092524107 | 6,596 | 555,182 | SH | Sole | 01 | 555,182 |
| BOEING CO COM | COM | 097023105 | 5,179 | 95,635 | SH | Sole | 01 | 95,635 |
| BOWNE & CO INC COM | COM | 103043105 | 337 | 43,809 | SH | Sole | 01 | 43,809 |
| BP PLC SPONSORED ADR | ADR | 055622104 | 1,936 | 36,372 | SH | Sole | 01 | 36,372 |
| BRISTOL MYERS SQUIBB CO COM | COM | 110122108 | 5,001 | 222,068 | SH | Sole | 01 | 222,068 |
| BRITISH AMERN TOB PLC SPO | SPONSORED ADR | 110448107 | 1,822 | 28,814 | SH | Sole | 01 | 28,814 |
| BURLINGTON NORTHN SANTA FE | COM | 12189T104 | 5,220 | 65,391 | SH | Sole | 01 | 65,391 |
| C H ROBINSON WORLDWIDE INC | COM | 12541W209 | 2 | 27 | SH | Sole | 01 | 27 |
| CAPELLA EDUCATION COMPANY | COM | 139594105 | 1 | 20 | SH | Sole | 01 | 20 |
| CAVIUM NETWORKS INC COM | COM | 14965A101 | 1 | 66 | SH | Sole | 01 | 66 |
| CELANESE CORP DEL | | | | | | | | |

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|-------------------------------|---------------|-----------|-------|------------|------|----|---------|
| COM SER A | COM | 150870103 | 4 | 147 SH | Sole | 01 | 147 |
| CEPHALON INC COM | COM | 156708109 | 6,296 | 108,097 SH | Sole | 01 | 108,097 |
| CF INDS HLDGS INC COM | COM | 125269100 | 1 | 13 SH | Sole | 01 | 13 |
| CHATTEM INC COM | COM | 162456107 | 6,855 | 103,221 SH | Sole | 01 | 103,221 |
| CHEVRON CORP NEW COM | COM | 166764100 | 3,712 | 52,698 SH | Sole | 01 | 52,698 |
| CHINA LIFE INS CO LTD SPON | SPONSORED ADR | 16939P106 | 1,924 | 29,276 SH | Sole | 01 | 29,276 |
| CHINA MOBILE LIMITED SPONS | ADR | 16941M109 | 2,489 | 50,685 SH | Sole | 01 | 50,685 |

| 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 | OTHER MANAGERS |
| ----- | ----- | ----- | ----- | ----- | ----- | ----- | ----- |
| CHIPOTLE MEXICAN GRILL INC CL | CL B | 169656204 | 1 | 13 SH | | Sole | 01 |
| CHUBB CORP COM | COM | 171232101 | 2,970 | 58,907 SH | | Sole | 01 |
| CIMAREX ENERGY CO COM | COM | 171798101 | 1 | 26 SH | | Sole | 01 |
| CISCO SYS INC COM | COM | 17275R102 | 6,424 | 272,912 SH | | Sole | 01 |
| CITIZENS BANKING CORP | COM | 174420109 | 1,071 | 1,355,895 SH | | Sole | 1,355 |
| CLEAN HARBORS INC COM | COM | 184496107 | 2 | 35 SH | | Sole | 01 |
| CLEARWIRE CORP NEW CL A | CL A | 18538Q105 | 2 | 189 SH | | Sole | 01 |
| CMS ENERGY CORP COM | COM | 125896100 | 4,228 | 315,505 SH | | Sole | 01 |
| CNOOC LTD SPONSORED ADR | SPONSORED ADR | 126132109 | 1,279 | 9,442 SH | | Sole | 01 |
| COCA COLA CO COM | COM | 191216100 | 8,636 | 160,825 SH | | Sole | 01 |
| COCA COLA FEMSA S A B DE C V | ADR | 191241108 | 1,819 | 37,812 SH | | Sole | 01 |
| COGNIZANT TECHNOLOGY SOLU | CL A | 192446102 | 11,744 | 303,765 SH | | Sole | 01 |
| COLGATE PALMOLIVE CO COM | COM | 194162103 | 17,338 | 227,296 SH | | Sole | 01 |
| COMCAST CORP NEW CL A | CL A | 20030N101 | 4,951 | 293,280 SH | | Sole | 01 |
| COMERICA INC COM | COM | 200340107 | 205 | 6,894 SH | | Sole | 01 |
| COMPANHIA SIDERURGICA NAC COMPANIA | ADR | 20440W105 | 1,764 | 57,659 SH | | Sole | 01 |
| CERVECERIAS UNIDA | SPONSORED ADR | 204429104 | 1,201 | 35,053 SH | | Sole | 01 |
| CONCUR TECHNOLOGIES INC | COM | 206708109 | 1 | 28 SH | | Sole | 01 |
| CONSECO INC DBCV 3.500% 9/3 | PFD | 208464BH9 | 2 | 2,000 SH | | Sole | 01 |
| CONTANGO OIL & | | | | | | | |

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|---------------------|---------------|-----------|-------|------------|------|----|----|
| GAS COMPANY | COM | 21075N204 | 1 | 17 SH | Sole | 01 | |
| CORE LABORATORIES | | | | | | | |
| N V COM | COM | N22717107 | 7,588 | 73,607 SH | Sole | 01 | 7 |
| COVIDIEN PLC SHS | COM | G2554F105 | 4,951 | 114,454 SH | Sole | 01 | 11 |
| CTRIP COM INTL LTD | | | | | | | |
| ADR | SPONSORED ADR | 22943F100 | 2,648 | 45,039 SH | Sole | 01 | 4 |
| CUMMINS INC COM | COM | 231021106 | 1 | 21 SH | Sole | 01 | |
| CURRENCYSHARES | | | | | | | |
| CDN DLR TR | ETF | 23129X105 | 5 | 50 SH | Sole | 01 | |
| CURRENCYSHARES | | | | | | | |
| EURO TR | ETF | 23130C108 | 6 | 40 SH | Sole | 01 | |
| DELTA AIR LINES INC | COM | 247361702 | 110 | 12,233 SH | Sole | | 1 |
| DELUXE CORP COM | COM | 248019101 | 339 | 19,821 SH | Sole | 01 | 1 |

| COLUMN 1 | COLUMN 2 | COLUMN 3 | COLUMN 4 | COLUMN 5 | COLUMN 6 | COLUMN 7 | VOT |
|------------------|----------------|-----------|-----------------|-----------------|--------------------------------|----------------|---------|
| NAME OF ISSUER | TITLE OF CLASS | CUSIP | VALUE (x\$1000) | SHRS OR PRN AMT | SH/ PUT/ INVESTMENT DISCRETION | OTHER MANAGERS | SOLE |
| DIAMOND | | | | | | | |
| OFFSHORE | | | | | | | |
| DRILLING | COM | 25271C102 | 11,597 | 121,404 SH | Sole | 01 | 121,4 |
| DOLLAR THRIFTY | | | | | | | |
| AUTOMOTIVE | COM | 256743105 | 304 | 12,381 SH | Sole | 01 | 12,3 |
| DPL INC COM | COM | 233293109 | 478 | 18,316 SH | Sole | 01 | 18,3 |
| DR REDDYS LABS | | | | | | | |
| LTD ADR | ADR | 256135203 | 2,319 | 118,944 SH | Sole | 01 | 118,9 |
| DREAMWORKS | | | | | | | |
| ANIMATION SKG | CL A | 26153C103 | 1 | 25 SH | Sole | 01 | |
| DUKE ENERGY | | | | | | | |
| CORP NEW COM | COM | 26441C105 | 859 | 54,601 SH | Sole | 01 | 54,6 |
| E M C CORP MASS | | | | | | | |
| COM | COM | 268648102 | 3,979 | 233,534 SH | Sole | 01 | 233,5 |
| EATON VANCE | | | | | | | |
| CORP COM NON | COM | 278265103 | 3,891 | 139,017 SH | Sole | 01 | 139,0 |
| EATON VANCE | | | | | | | |
| TAX MNG GBL | | | | | | | |
| DV | COM | 27829F108 | 21,122 | 1,722,815 SH | Sole | 01 | 1,722,8 |
| EATON VANCE TX | | | | | | | |
| MGD DIV EQ IN | COM | 27828N102 | 11,635 | 909,013 SH | Sole | 01 | 909,0 |
| EATON VANCE | | | | | | | |
| TXMGD GL BUY | COM | 27829C105 | 9,079 | 660,256 SH | Sole | 01 | 660,2 |
| EHEALTH INC COM | COM | 28238P109 | 1 | 68 SH | Sole | 01 | |
| ELECTRONIC ARTS | | | | | | | |
| INC COM | COM | 285512109 | 1 | 53 SH | Sole | 01 | |
| EMERSON ELEC CO | | | | | | | |
| COM | COM | 291011104 | 6,229 | 155,409 SH | Sole | 01 | 155,4 |
| ENTERGY CORP | | | | | | | |
| NEW COM | COM | 29364G103 | 3,127 | 39,152 SH | Sole | 01 | 39,1 |
| ERICSSON L M TEL | | | | | | | |
| CO ADR B | ADR | 294821608 | 2,346 | 234,146 SH | Sole | 01 | 234,1 |
| EVERGREEN GBL | | | | | | | |
| DIVID OPP FUN | COM | 30024H101 | 2,547 | 249,686 SH | Sole | 01 | 249,6 |
| EXELON CORP | | | | | | | |
| COM | COM | 30161N101 | 3,617 | 72,900 SH | Sole | 01 | 72,9 |
| EXPEDITORS INTL | | | | | | | |

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|------------------|---------------|-----------|--------|-----------|----|------|----|---------|
| WASH INC | COM | 302130109 | 2 | 44 | SH | Sole | 01 | |
| EXXON MOBIL | | | | | | | | |
| CORP COM | COM | 30231G102 | 9,735 | 141,885 | SH | Sole | 01 | 141,8 |
| FACTSET RESH SYS | | | | | | | | |
| INC COM | COM | 303075105 | 14,164 | 213,832 | SH | Sole | 01 | 213,8 |
| FAIRPOINT | | | | | | | | |
| COMMUNICATIONS | COM | 305560104 | 0 | 15 | SH | Sole | | |
| FASTENAL CO COM | COM | 311900104 | 8,478 | 219,060 | SH | Sole | 01 | 219,0 |
| FIFTH STREET | | | | | | | | |
| FINANCE CORP | COM | 31678A103 | 16,104 | 1,473,379 | SH | Sole | | 1,473,3 |
| FIRSTENERGY | | | | | | | | |
| CORP COM | COM | 337932107 | 1,626 | 35,570 | SH | Sole | 01 | 35,5 |
| FPL GROUP INC | | | | | | | | |
| COM | COM | 302571104 | 402 | 7,275 | SH | Sole | 01 | 7,2 |
| FRANCE TELECOM | | | | | | | | |
| SPONSORED | ADR | 35177Q105 | 1,665 | 61,868 | SH | Sole | 01 | 61,8 |
| FRESENIUS MED | | | | | | | | |
| CARE AG&CO | SPONSORED ADR | 358029106 | 1,129 | 22,695 | SH | Sole | 01 | 22,6 |

| 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 MANAGER |
| GAMESTOP CORP NEW CL A | CL A | 36467W109 | 7,357 | 277,921 | SH | Sole | 01 |
| GENERAL DYNAMICS CORP | | | | | | | |
| COM | COM | 369550108 | 12,981 | 200,946 | SH | Sole | 01 |
| GENZYME CORP COM | COM | 372917104 | 2 | 33 | SH | Sole | 01 |
| GRAINGER W W INC COM | COM | 384802104 | 8,071 | 90,317 | SH | Sole | 01 |
| GROUPE CGI INC CL A SUB VTG | CL A SUB VTG | 39945C109 | 3,582 | 306,416 | SH | Sole | 01 |
| GRUPO TELEVISIA SA DE CV SP | SPONSORED ADR | 40049J206 | 1,288 | 69,272 | SH | Sole | 01 |
| GUESS INC COM | COM | 401617105 | 1 | 34 | SH | Sole | 01 |
| HALLIBURTON CO COM | COM | 406216101 | 6,738 | 248,449 | SH | Sole | 01 |
| HANSEN NAT CORP COM | COM | 411310105 | 4,889 | 133,070 | SH | Sole | 01 |
| HARSCO CORP COM | COM | 415864107 | 2 | 47 | SH | Sole | 01 |
| HDFC BANK LTD ADR REPS 3 | | | | | | | |
| SHS | ADR | 40415F101 | 3,664 | 30,953 | SH | Sole | 01 |
| HEWLETT PACKARD CO COM | COM | 428236103 | 10,089 | 213,713 | SH | Sole | 01 |
| HEXCEL CORP NEW COM | COM | 428291108 | 3,234 | 282,710 | SH | Sole | 01 |
| HOLOGIC INC. | COM | 436440101 | 157 | 9,632 | SH | Sole | |
| HUDSON CITY BANCORP COM | COM | 443683107 | 4,687 | 356,422 | SH | Sole | 01 |
| HUMAN GENOME SCIENCES INC | COM | 444903108 | 2 | 80 | SH | Sole | 01 |
| IHS INC CL A | CL A | 451734107 | 14,866 | 290,745 | SH | Sole | 01 |
| ILLINOIS TOOL WKS INC COM | COM | 452308109 | 7,515 | 175,952 | SH | Sole | 01 |
| IMMUCOR INC COM | COM | 452526106 | 2,676 | 151,177 | SH | Sole | 01 |
| INGERSOLL-RAND PLC SHS | COM | G47791101 | 4,082 | 133,095 | SH | Sole | 01 |
| INTERCONTINENTALEXCHANGE | COM | 45865V100 | 1 | 12 | SH | Sole | 01 |
| INTERMUNE INC COM | COM | 45884X103 | 0 | 30 | SH | Sole | 01 |
| INTERNATIONAL BUSINESS | | | | | | | |
| MAC | COM | 459200101 | 22,621 | 189,119 | SH | Sole | 01 |
| INTUIT COM | COM | 461202103 | 5,460 | 191,596 | SH | Sole | 01 |
| INTUITIVE SURGICAL INC COM | | | | | | | |
| N | COM | 46120E602 | 2 | 9 | SH | Sole | 01 |
| ISHARES TR BARCLYS 10-20YR | ETF | 464288653 | 10 | 86 | SH | Sole | 01 |
| ISHARES TR BARCLYS 1-3YR CR | ETF | 464288646 | 209 | 2,001 | SH | Sole | 01 |
| ISHARES TR BARCLYS CR BD | ETF | 464288620 | 2 | 20 | SH | Sole | 01 |

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| COLUMN 1 | COLUMN 2 | COLUMN 3 | COLUMN 4 | COLUMN 5 | COLUMN 6 | COLUMN 7 | C | |
|----------------------------------|-------------------|-----------|--------------------|--------------------|---------------------|--------------------------|-------------------|----------------|
| NAME OF ISSUER | TITLE OF CLASS | CUSIP | VALUE (x\$1000) | SHRS OR PRN AMT | SH/ PUT/ CALL | INVESTMENT DISCRETION | OTHER MANAGERS | VOTING SOLE |
| ISHARES TR BARCLYS INTER CR | ETF | 464288638 | 2 | 20 | SH | Sole | 01 | 20 |
| ISHARES TR BARCLYS MBS BD | ETF | 464288588 | 6,980 | 65,361 | SH | Sole | 01 | 65,361 |
| ISHARES TR BARCLYS SH TREA | ETF | 464288679 | 204 | 1,849 | SH | Sole | 01 | 1,849 |
| ISHARES TR INDEX BARCLYS 1-3 | ETF | 464287457 | 404 | 4,811 | SH | Sole | 01 | 4,811 |
| ISHARES TR INDEX BARCLYS 7-10 | ETF | 464287440 | 4,290 | 46,443 | SH | Sole | 01 | 46,443 |
| ISHARES TR INDEX BARCLYS TIP | ETF | 464287176 | 5,023 | 48,824 | SH | Sole | 01 | 48,824 |
| ISHARES TR INDEX IBOXX INV C | ETF | 464287242 | 126,864 | 1,189,197 | SH | Sole | 01 | 1,189,197 |
| ISHARES TR INDEX MSCI EAFE | ETF | 464287465 | 19,900 | 363,927 | SH | Sole | 01 | 363,927 |
| ISHARES TR INDEX MSCI EMERG | ETF | 464287234 | 43,927 | 1,128,941 | SH | Sole | 01 | 1,128,941 |
| ISHARES TR INDEX RUSSELL1000 | ETF | 464287622 | 8,664 | 149,121 | SH | Sole | 01 | 149,121 |
| ISHARES TR INDEX RUSSELL | ETF | 464287481 | 22,730 | 534,448 | SH | Sole | 01 | 534,448 |
| ISHARES TR INDEX RUSSELL1000 | ETF | 464287598 | 416 | 7,495 | SH | Sole | 01 | 7,495 |
| ISHARES TR INDEX S&P 500 INDE | ETF | 464287200 | 92,016 | 867,998 | SH | Sole | 01 | 867,998 |
| ISHARES TR INDEX S&P GBL ENE | ETF | 464287341 | 17,115 | 501,898 | SH | Sole | 01 | 501,898 |
| ISHARES TR INDEX S&P500 GRW | ETF | 464287309 | 102,479 | 1,898,107 | SH | Sole | 01 | 1,898,107 |
| ISHARES TR MSCI GRW IDX | ETF | 464288885 | 635 | 11,905 | SH | Sole | 01 | 11,905 |
| ISHARES TR MSCI VAL IDX | ETF | 464288877 | 638 | 12,454 | SH | Sole | 01 | 12,454 |
| ISHARES TR S&P GL UTILITI | ETF | 464288711 | 20,203 | 427,750 | SH | Sole | 01 | 427,750 |
| ISHARES TR US PFD STK IDX | ETF | 464288687 | 1,294 | 35,673 | SH | Sole | 01 | 35,673 |
| ISIS PHARMACEUTICALS INC | COM | 464330109 | 1 | 39 | SH | Sole | 01 | 39 |
| JACK IN THE BOX INC COM | COM | 466367109 | 1 | 73 | SH | Sole | 01 | 73 |
| JAKKS PAC INC COM | COM | 47012E106 | 308 | 21,474 | SH | Sole | 01 | 21,474 |
| JARDEN CORP COM | COM | 471109108 | 427 | 15,222 | SH | Sole | 01 | 15,222 |
| JOHNSON & JOHNSON COM | COM | 478160104 | 8,625 | 141,643 | SH | Sole | 01 | 141,643 |
| JPMORGAN CHASE & CO COM | COM | 46625H100 | 8,644 | 197,268 | SH | Sole | 01 | 197,268 |
| K12 INC COM | COM | 48273U102 | 1 | 78 | SH | Sole | 01 | 78 |

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|-----------------|-----|-----------|-----|-----------|------|----|--------|--|--|
| KANSAS CITY | | | | | | | | | |
| SOUTHERN COM | COM | 485170302 | 1 | 51 SH | Sole | 01 | 51 | | |
| KEYCORP NEW COM | COM | 493267108 | 130 | 19,962 SH | Sole | 01 | 19,962 | | |

| COLUMN 1 | COLUMN 2 | COLUMN 3 | COLUMN 4 | COLUMN 5 | COLUMN 6 | COLUMN 7 | COLUMN 8 | COLUMN 9 | COLUMN 10 |
|--------------------------------------|----------------|-----------|-----------------|---------------------|-----------|-----------------------|----------------|----------|-----------|
| NAME OF ISSUER | TITLE OF CLASS | CUSIP | VALUE (x\$1000) | SHRS OR SH/ PRN AMT | PUT/ CALL | INVESTMENT DISCRETION | OTHER MANAGERS | SOLE | VOTING SH |
| KRAFT FOODS INC CL A | CL A | 50075N104 | 4,574 | 174,098 SH | | Sole | 01 | 174,098 | |
| K-SWISS INC CL A | CL A | 482686102 | 95 | 10,855 SH | | Sole | 01 | 10,855 | |
| LIFE TECHNOLOGIES CORP COM | COM | 53217V109 | 3 | 74 SH | | Sole | 01 | 74 | |
| LKQ CORP COM | COM | 501889208 | 9,020 | 486,540 SH | | Sole | 01 | 486,540 | |
| LOCKHEED MARTIN CORP COM | COM | 539830109 | 2,878 | 36,864 SH | | Sole | 01 | 36,864 | |
| LORILLARD INC COM | COM | 544147101 | 3 | 45 SH | | Sole | 01 | 45 | |
| LOWES COS INC COM | COM | 548661107 | 13,369 | 638,426 SH | | Sole | 01 | 638,426 | |
| MAKITA CORP ADR NEW | ADR | 560877300 | 933 | 29,564 SH | | Sole | 01 | 29,564 | |
| MARINEMAX INC COM | COM | 567908108 | 526 | 67,397 SH | | Sole | 01 | 67,397 | |
| MARSHALL & ILSLEY CORP NEW | COM | 571837103 | 264 | 32,750 SH | | Sole | 01 | 32,750 | |
| MASIMO CORP COM | COM | 574795100 | 1 | 35 SH | | Sole | 01 | 35 | |
| MASTERCARD INC CL A | CL A | 57636Q104 | 10,142 | 50,170 SH | | Sole | 01 | 50,170 | |
| MBIA INC COM | COM | 55262C100 | 192 | 24,724 SH | | Sole | 01 | 24,724 | |
| MCDONALDS CORP COM | COM | 580135101 | 11,661 | 204,320 SH | | Sole | 01 | 204,320 | |
| MEDIVATION INC COM | COM | 58501N101 | 0 | 16 SH | | Sole | 01 | 16 | |
| MERCADOLIBRE INC COM | COM | 58733R102 | 2 | 61 SH | | Sole | 01 | 61 | |
| MICROSOFT CORP COM | COM | 594918104 | 5,959 | 231,701 SH | | Sole | 01 | 231,701 | |
| MITSUBISHI UFJ FINL GROUP IN S | SPONSORED ADR | 606822104 | 5,186 | 971,120 SH | | Sole | 01 | 971,120 | |
| MSCI INC CL A | CL A | 55354G100 | 1 | 39 SH | | Sole | 01 | 39 | |
| MYLAN INC COM | COM | 628530107 | 3 | 168 SH | | Sole | 01 | 168 | |
| NATIONAL BK GREECE S A SPON | ADR | 633643408 | 985 | 136,651 SH | | Sole | 01 | 136,651 | |
| NATIONAL GRID PLC SPON ADR | SPONSORED ADR | 636274300 | 5,375 | 110,255 SH | | Sole | 01 | 110,255 | |

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|---------------------|------|-----------|--------|------------|--|------|----|---------|--|
| NATIONAL OILWELL | | | | | | | | | |
| VARCO INC | COM | 637071101 | 2 | 45 SH | | Sole | 01 | 45 | |
| NET SERVICOS DE | | | | | | | | | |
| COMUNICAC | ADR | 64109T201 | 1,879 | 163,069 SH | | Sole | 01 | 163,069 | |
| NEW YORK CMNTY | | | | | | | | | |
| BANCORP INC | COM | 649445103 | 2 | 193 SH | | Sole | 01 | 193 | |
| NEWTEK BUSINESS | | | | | | | | | |
| SERVICES IN | COM | 652526104 | 89 | 146,141 SH | | Sole | | 146,141 | |
| NIKE INC CL B | CL B | 654106103 | 10,887 | 168,268 SH | | Sole | 01 | 168,268 | |
| NORTHEAST UTILS COM | COM | 664397106 | 3 | 138 SH | | Sole | 01 | 138 | |

| 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/PUT/ CALL | INVESTMENT DISCRETION | OTHER MANAGERS | SOLE VOTING |
| NORTHERN TR | | | | | | | | |
| CORP COM | COM | 665859104 | 4,285 | 73,671 SH | | Sole | 01 | 73,671 |
| NOVARTIS A G | | | | | | | | |
| SPONSORED ADR | SPONSORED ADR | 66987V109 | 3,350 | 66,495 SH | | Sole | 01 | 66,495 |
| NOVO-NORDISK A | | | | | | | | |
| S ADR | ADR | 670100205 | 1,821 | 28,927 SH | | Sole | 01 | 28,927 |
| NRG ENERGY INC | | | | | | | | |
| COM NEW | COM | 629377508 | 1,508 | 53,499 SH | | Sole | 01 | 53,499 |
| NSTAR COM | COM | 67019E107 | 2 | 69 SH | | Sole | 01 | 69 |
| NTELOS HLDGS | | | | | | | | |
| CORP COM | COM | 67020Q107 | 3 | 189 SH | | Sole | 01 | 189 |
| NTT DOCOMO INC | | | | | | | | |
| SPONS ADR | ADR | 62942M201 | 1,453 | 91,644 SH | | Sole | 01 | 91,644 |
| NUANCE | | | | | | | | |
| COMMUNICATIONS | | | | | | | | |
| INC | COM | 67020Y100 | 1 | 61 SH | | Sole | 01 | 61 |
| NUVEEN EQTY | | | | | | | | |
| PRM OPPORTUNI | COM | 6706EM102 | 6,313 | 505,860 SH | | Sole | 01 | 505,860 |
| O REILLY | | | | | | | | |
| AUTOMOTIVE | | | | | | | | |
| INC COM | COM | 686091109 | 10,435 | 288,727 SH | | Sole | 01 | 288,727 |
| OCEANEERING | | | | | | | | |
| INTL INC COM | COM | 675232102 | 7,251 | 127,773 SH | | Sole | 01 | 127,773 |
| OLD REP INTL | | | | | | | | |
| CORP COM | COM | 680223104 | 189 | 15,502 SH | | Sole | 01 | 15,502 |
| ORACLE CORP | | | | | | | | |
| COM | COM | 68389X105 | 10,420 | 500,006 SH | | Sole | 01 | 500,006 |
| P T | | | | | | | | |
| TELEKOMUNIKASI | | | | | | | | |
| INDONESIA | ADR | 715684106 | 1,777 | 49,788 SH | | Sole | 01 | 49,788 |
| PACCAR INC COM | COM | 693718108 | 5,076 | 134,605 SH | | Sole | 01 | 134,605 |
| PALL CORP COM | COM | 696429307 | 5,796 | 179,539 SH | | Sole | 01 | 179,539 |
| PEOPLES UNITED | | | | | | | | |
| FINANCIAL INC | COM | 712704105 | 1 | 50 SH | | Sole | 01 | 50 |
| PEPSICO INC COM | COM | 713448108 | 4,748 | 80,948 SH | | Sole | 01 | 80,948 |

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|-----------------|---------------|-----------|--------|---------|----|------|----|---------|--|
| PETROLEO | | | | | | | | | |
| BRASILEIRO SA | | | | | | | | | |
| PETO | SPONSORED ADR | 71654V408 | 2 | 36 | SH | Sole | 01 | 36 | |
| PFIZER INC COM | COM | 717081103 | 3,634 | 219,576 | SH | Sole | 01 | 219,576 | |
| PG&E CORP COM | COM | 69331C108 | 3,958 | 97,745 | SH | Sole | 01 | 97,745 | |
| PHILIP MORRIS | | | | | | | | | |
| INTL INC COM | COM | 718172109 | 10,699 | 219,515 | SH | Sole | 01 | 219,515 | |
| PHILIPPINE LONG | | | | | | | | | |
| DISTANCE TEL | ADR | 718252604 | 1,188 | 23,113 | SH | Sole | 01 | 23,113 | |
| PNC FINL SVCS | | | | | | | | | |
| GROUP INC COM | COM | 693475105 | 99 | 2,036 | SH | Sole | 01 | 2,036 | |
| PPL CORP COM | COM | 69351T106 | 3,178 | 104,756 | SH | Sole | 01 | 104,756 | |
| PRAXAIR INC COM | COM | 74005P104 | 9,444 | 115,607 | SH | Sole | 01 | 115,607 | |
| PROCTER & | | | | | | | | | |
| GAMBLE CO | | | | | | | | | |
| COM | COM | 742718109 | 18,389 | 317,489 | SH | Sole | 01 | 317,489 | |
| PUBLIC SVC | | | | | | | | | |
| ENTERPRISE | | | | | | | | | |
| GROUP | COM | 744573106 | 773 | 24,600 | SH | Sole | 01 | 24,600 | |

| COLUMN 1 | COLUMN 2 | COLUMN 3 | COLUMN 4 | COLUMN 5 | COLUMN 6 | COLUMN 7 | COLUMN 8 | COLUMN 9 | COLUMN 10 |
|------------------------------|----------------|-----------|-----------------|-------------|----------|-----------|-----------------------|----------------|-----------|
| NAME OF ISSUER | TITLE OF CLASS | CUSIP | VALUE (x\$1000) | SHRS OR PRN | SH/AMT | PUT/ CALL | INVESTMENT DISCRETION | OTHER MANAGERS | SOLE |
| QUANTA SVCS INC COM | COM | 74762E102 | 2 | 78 | SH | | Sole | 01 | 78 |
| QUEST DIAGNOSTICS INC COM | COM | 74834L100 | 3,312 | 63,453 | SH | | Sole | 01 | 63,453 |
| RALCORP HLDGS INC NEW COM | COM | 751028101 | 2,380 | 40,710 | SH | | Sole | 01 | 40,710 |
| RESEARCH IN MOTION LTD COM | COM | 760975102 | 1,892 | 27,979 | SH | | Sole | 01 | 27,979 |
| RESMED INC COM | COM | 761152107 | 4,334 | 95,878 | SH | | Sole | 01 | 95,878 |
| RESOURCES CONNECTION INC | COM | 76122Q105 | 1 | 76 | SH | | Sole | 01 | 76 |
| ROCKWELL AUTOMATION INC | COM | 773903109 | 2 | 45 | SH | | Sole | 01 | 45 |
| ROPER INDS INC NEW COM | COM | 776696106 | 7,450 | 146,139 | SH | | Sole | 01 | 146,139 |
| ROYAL CARIBBEAN CRUISES LTD | COM | V7780T103 | 216 | 8,969 | SH | | Sole | 01 | 8,969 |
| SALESFORCE COM INC COM | COM | 79466L302 | 2 | 43 | SH | | Sole | 01 | 43 |
| SARA LEE CORP COM | COM | 803111103 | 2,983 | 267,729 | SH | | Sole | 01 | 267,729 |
| SELECT SECTOR SPDR TR SBI IN | ETF | 81369Y506 | 17,184 | 318,697 | SH | | Sole | 01 | 318,697 |
| SELECT SECTOR SPDR TR SBI IN | ETF | 81369Y605 | 4 | 236 | SH | | Sole | 01 | 236 |
| SHAW GROUP INC COM | COM | 820280105 | 1 | 31 | SH | | Sole | 01 | 31 |
| SIGNATURE BK NEW YORK N Y | COM | 82669G104 | 2 | 57 | SH | | Sole | 01 | 57 |
| SINGAPORE FD INC COM | COM | 82929L109 | 0 | 23 | SH | | Sole | 01 | 23 |
| SMITH INTL INC COM | COM | 832110100 | 2 | 58 | SH | | Sole | 01 | 58 |
| SMITHFIELD FOODS INC COM | COM | 832248108 | 315 | 22,844 | SH | | Sole | 01 | 22,844 |

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|--------------------------------|------|-----------|--------|------------|------|----|---------|
| SNAP ON INC COM | COM | 833034101 | 1 | 40 SH | Sole | 01 | 40 |
| SOUTHERN CO COM | COM | 842587107 | 859 | 27,108 SH | Sole | 01 | 27,108 |
| SPDR GOLD TRUST GOLD SHS | ETF | 78463V107 | 7 | 66 SH | Sole | 01 | 66 |
| SPIRIT AEROSYSTEMS HLDGS IN | CL A | 848574109 | 1 | 74 SH | Sole | 01 | 74 |
| ST MARY LD & EXPL CO COM | COM | 792228108 | 1 | 31 SH | Sole | 01 | 31 |
| STERICYCLE INC COM STEWART | COM | 858912108 | 4,900 | 101,146 SH | Sole | 01 | 101,146 |
| INFORMATION SVCS | COM | 860372101 | 146 | 11,832 SH | Sole | 01 | 11,832 |
| STRAYER ED INC COM | COM | 863236105 | 3 | 12 SH | Sole | 01 | 12 |
| STRYKER CORP COM | COM | 863667101 | 13,155 | 289,562 SH | Sole | 01 | 289,562 |
| SYBASE INC COM | COM | 871130100 | 10,191 | 261,974 SH | Sole | 01 | 261,974 |

| COLUMN 1 | COLUMN 2 | COLUMN 3 | COLUMN 4 | COLUMN 5 | COLUMN 6 | COLUMN 7 | C | |
|--|-------------------|-----------|--------------------|----------------------------|--------------|--------------------------|-------------------|---------------|
| NAME OF ISSUER | TITLE OF CLASS | CUSIP | VALUE (x\$1000) | SHRS OR SH/ PRN AMT PRN | PUT/ CALL | INVESTMENT DISCRETION | OTHER MANAGERS | ----- SOLE |
| SYMANTEC CORP COM | COM | 871503108 | 4,195 | 254,687 SH | | Sole | 01 | 254,687 |
| SYNGENTA AG SPONSORED ADR TAIWAN | ADR | 87160A100 | 1,715 | 37,313 SH | | Sole | 01 | 37,313 |
| SEMICONDUCTOR MFG | SPONSORED ADR | 874039100 | 1,741 | 158,883 SH | | Sole | 01 | 158,883 |
| TARGET CORP COM | COM | 87612E106 | 14,815 | 317,371 SH | | Sole | 01 | 317,371 |
| TERRA INDS INC COM | COM | 880915103 | 1 | 26 SH | | Sole | 01 | 26 |
| THERMO FISHER SCIENTIFIC INC | COM | 883556102 | 2,132 | 48,822 SH | | Sole | 01 | 48,822 |
| THORATEC CORP COM NEW | COM | 885175307 | 2 | 50 SH | | Sole | 01 | 50 |
| TOTAL S A SPONSORED ADR | SPONSORED ADR | 89151E109 | 4,625 | 78,039 SH | | Sole | 01 | 78,039 |
| TOWER GROUP INC COM | COM | 891777104 | 1 | 50 SH | | Sole | 01 | 50 |
| TOYOTA MOTOR CORP SP ADR | SPONSORED ADR | 892331307 | 2,292 | 29,166 SH | | Sole | 01 | 29,166 |
| TRACTOR SUPPLY CO COM | COM | 892356106 | 2,306 | 47,618 SH | | Sole | 01 | 47,618 |
| TRANSOCEAN LTD REG SHS | COM | H8817H100 | 3,609 | 42,190 SH | | Sole | 01 | 42,190 |
| TUPPERWARE BRANDS CORP | COM | 899896104 | 4,669 | 116,954 SH | | Sole | 01 | 116,954 |
| TYCO ELECTRONICS LTD SWITZE | COM | H8912P106 | 7,679 | 344,641 SH | | Sole | 01 | 344,641 |
| UAL CORP | COM | 902549807 | 22 | 2,409 SH | | Sole | | 2,409 |
| UBS AG SHS NEW | COM | H89231338 | 1,474 | 80,485 SH | | Sole | 01 | 80,485 |
| ULTRA PETROLEUM CORP COM | COM | 903914109 | 1 | 19 SH | | Sole | 01 | 19 |
| UNISOURCE ENERGY CORP COM | COM | 909205106 | 682 | 22,171 SH | | Sole | 01 | 22,171 |
| UNITED | | | | | | | | |

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|-----------------------------------|-----|-----------|--------|---------|----|------|----|---------|
| TECHNOLOGIES CORP | COM | 913017109 | 15,171 | 248,997 | SH | Sole | 01 | 248,997 |
| UNIVERSAL CORP VA COM | COM | 913456109 | 281 | 6,726 | SH | Sole | 01 | 6,726 |
| UNUM GROUP COM | COM | 91529Y106 | 5 | 213 | SH | Sole | 01 | 213 |
| VALE S A ADR | ADR | 91912E105 | 1,988 | 85,945 | SH | Sole | 01 | 85,945 |
| VANGUARD INDEX FDS LARGE | ETF | 922908637 | 36 | 750 | SH | Sole | 01 | 750 |
| VANGUARD WORLD FDS ENERGY | ETF | 92204A306 | 17,558 | 220,001 | SH | Sole | 01 | 220,001 |
| VERIZON COMMUNICATIONS INC. | COM | 92343V104 | 25 | 832 | SH | Sole | | 832 |
| VERTEX PHARMACEUTICALS INC | COM | 92532F100 | 1 | 34 | SH | Sole | 01 | 34 |
| VMWARE INC CL A COM | COM | 928563402 | 3 | 64 | SH | Sole | 01 | 64 |
| VODAFONE GROUP PLC NEW | ADR | 92857W209 | 5,834 | 259,293 | SH | Sole | 01 | 259,293 |

| 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 SH/ PRN AMT PRN | PUT/ CALL | INVESTMENT DISCRETION | OTHER MANAGERS | SOLE VOTING A SHA |
| VULCAN MATLS CO COM | COM | 929160109 | 5,356 | 99,050 | SH | Sole | 01 | 99,050 |
| WABTEC CORP COM | COM | 929740108 | 1 | 24 | SH | Sole | 01 | 24 |
| WAL MART STORES INC COM | COM | 931142103 | 7,249 | 147,667 | SH | Sole | 01 | 147,667 |
| WALGREEN CO COM | COM | 931422109 | 15,738 | 420,008 | SH | Sole | 01 | 420,008 |
| WALTER ENERGY INC COM | COM | 93317Q105 | 2 | 35 | SH | Sole | 01 | 35 |
| WALTER INVT MGMT CORP COM | COM | 93317W102 | 0 | 13 | SH | Sole | 01 | 13 |
| WARNACO GROUP INC COM NEW | COM | 934390402 | 4,371 | 99,652 | SH | Sole | 01 | 99,652 |
| WASHINGTON FED INC COM | COM | 938824109 | 2 | 132 | SH | Sole | 01 | 132 |
| WATERS CORP COM | COM | 941848103 | 11,038 | 197,609 | SH | Sole | 01 | 197,609 |
| WESTERN UN CO COM | COM | 959802109 | 3,368 | 178,038 | SH | Sole | 01 | 178,038 |
| WILLIAMS COS INC DEL COM | COM | 969457100 | 2,371 | 132,693 | SH | Sole | 01 | 132,693 |
| WYNN RESORTS LTD COM | COM | 983134107 | 1 | 20 | SH | Sole | 01 | 20 |
| XENOPORT INC COM | COM | 98411C100 | 0 | 15 | SH | Sole | 01 | 15 |
| XL CAP LTD CL A | CL A | G98255105 | 555 | 31,793 | SH | Sole | 01 | 31,793 |
| YAHOO INC COM | COM | 984332106 | 6,146 | 345,104 | SH | Sole | 01 | 345,104 |
| YUM BRANDS INC COM | COM | 988498101 | 4,943 | 146,422 | SH | Sole | 01 | 146,422 |