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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, 2010

Check here if Amendment ; Amendment Number: 1

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 4, 2010

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[Signature]

[City, State]

[Date]

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

FORM 13F SUMMARY PAGE

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Report Summary:

Number of Other Included Managers: 1

Form 13F Information Table Entry Total: 371 lines

Form 13F Information Table Value Total: 1564,131  
(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	30,575	387,075 SH	Sole
ABB LTD SPONSORED ADR	SPONSORED ADR	000375204	3,989	230,872 SH	Sole
ABBOTT LABS COM	COM	002824100	12,337	263,726 SH	Sole
ABERCROMBIE & FITCH CO CL A	CL A	002896207	2,853	92,956 SH	Sole
ADVANCE AUTO PARTS INC COM	COM	00751Y106	6	114 SH	Sole
AEGON N V NY REGISTRY SH	ADR	007924103	4	788 SH	Sole
AES CORP COM	COM	00130H105	6,594	713,686 SH	Sole
AFFILIATED MANAGERS GROUP COM	COM	008252108	5,635	92,730 SH	Sole
AIR PRODS & CHEMS INC COM	COM	009158106	5,571	85,960 SH	Sole
ALBEMARLE CORP COM	COM	012653101	4,232	106,577 SH	Sole
ALCATEL- LUCENT SPONSORED ADR	SPONSORED ADR	013904305	4	1,520 SH	Sole
ALEXANDER & BALDWIN INC COM	COM	014482103	1,106	37,130 SH	Sole
ALLEGHENY ENERGY INC COM	COM	017361106	1,009	48,768 SH	Sole
ALTERA CORP COM	COM	021441100	1,497	60,358 SH	Sole
AMEDISYS INC COM	COM	023436108	4,411	100,289 SH	Sole
AMERICA MOVIL SAB DE CV SPON	ADR	02364W105	2,006	42,225 SH	Sole
AMERICAN ELEC PWR INC COM	COM	025537101	3,267	101,147 SH	Sole
AMERICAN EXPRESS CO COM	COM	025816109	0	2 SH	Sole
AMERICAN MED SYS HLDGS INC COM	COM	02744M108	1,345	60,810 SH	Sole
ANHEUSER BUSCH INBEV SA/NV SP	SPONSORED ADR	03524A108	4,454	92,776 SH	Sole
ARKANSAS BEST CORP DEL COM	COM	040790107	1,087	52,378 SH	Sole
ASML HOLDING N V NY REG SHS	COM	N07059186	3,946	143,664 SH	Sole
ASSOCIATED BANC CORP COM	COM	045487105	1,311	106,964 SH	Sole
ASSURED GUARANTY LTD COM	COM	G0585R106	1,005	75,713 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	SH/ AMT	PUT/ PRN	CALL	INVESTMENT DISCRETION
ASTRAZENECA PLC SPONSORED ADR	SPONSORED ADR	046353108	10	210	SH			Sole
AUTOLIV INC COM	COM	052800109	6,326	132,196	SH			Sole
AUTOMATIC DATA PROCESSING IN	COM	053015103	8,449	209,870	SH			Sole
BAIDU INC SPON ADR REP A	ADR	056752108	2,585	37,964	SH			Sole
BANCO SANTANDER SA ADR	ADR	05964H105	4,765	453,806	SH			Sole
BANK OF AMERICA CORPORATION	COM	060505104	4,393	305,736	SH			Sole
BARCLAYS PLC ADR	ADR	06738E204	5	285	SH			Sole
BAXTER INTL INC COM	COM	071813109	9,865	242,733	SH			Sole
BE AEROSPACE INC COM	COM	073302101	3,472	136,539	SH			Sole
BECTON DICKINSON & CO COM	COM	075887109	6,365	94,131	SH			Sole
BHP BILLITON LTD SPONSORED ADR	ADR	088606108	3,802	61,325	SH			Sole
BJS WHOLESALE CLUB INC COM	COM	05548J106	3	73	SH			Sole
BLACKROCK ENH CAP & INC FD I COM	COM	09256A109	1,517	108,937	SH			Sole
BLACKROCK INTL GRWTH & INC T	COM	092524107	2,446	278,576	SH			Sole
BLOUNT INTL INC NEW COM	COM	095180105	1,460	142,172	SH			Sole
BOK FINL CORP COM NEW	COM	05561Q201	7,021	147,896	SH			Sole
BP PLC SPONSORED ADR	SPONSORED ADR	055622104	2	80	SH			Sole
BRITISH AMERN TOB PLC SPONSOR	SPONSORED ADR	110448107	4,484	70,842	SH			Sole
BUCYRUS INTL INC NEW COM	COM	118759109	2,218	46,738	SH			Sole
CACI INTL INC CL A	CL A	127190304	936	22,044	SH			Sole
CANON INC ADR	ADR	138006309	8	205	SH			Sole
CAPSTEAD MTG CORP COM NO PAR	COM	14067E506	926	83,717	SH			Sole
CARDINAL HEALTH INC COM	COM	14149Y108	1,476	43,916	SH			Sole
CELANESE CORP DEL COM SER A	COM	150870103	4	147	SH			Sole
CEMEX SAB DE CV SPON ADR NEW	SPONSORED ADR	151290889	4	431	SH			Sole
CENTRAIS ELETRICAS BRASILEIR	SPONSORED ADR	15234Q207	7	550	SH			Sole
CENTURY ALUM CO COM	COM	156431108	626	70,853	SH			Sole
CERNER CORP COM	COM	156782104	6,167	81,260	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	SH/ AMT	PUT/ PRN	CALL	INVESTMENT DISCRETION
CF INDS HLDGS INC COM	COM	125269100	0	2	SH			Sole
CHESAPEAKE ENERGY CORP COM	COM	165167107	4,848	231,413	SH			Sole
CHICOS FAS INC COM	COM	168615102	2,126	215,166	SH			Sole
CHINA LIFE INS CO LTD SPON ADR	SPONSORED ADR	16939P106	1,882	28,864	SH			Sole
CIMAREX ENERGY CO COM	COM	171798101	2	26	SH			Sole
CISCO SYS INC COM	COM	17275R102	5,210	244,487	SH			Sole
CMS ENERGY CORP COM	COM	125896100	3,779	257,983	SH			Sole
COCA COLA CO COM	COM	191216100	4,266	85,114	SH			Sole
COGNIZANT TECHNOLOGY SOLUTIO	CL A	192446102	4,929	98,458	SH			Sole
COINSTAR INC COM	COM	19259P300	1,546	35,970	SH			Sole
COLGATE PALMOLIVE CO COM	COM	194162103	15,916	202,080	SH			Sole
COMERICA INC COM	COM	200340107	1,378	37,422	SH			Sole
COMTECH TELECOMMUNICATIONS	COM	205826209	1,025	34,263	SH			Sole
CONSTELLATION ENERGY GROUP I	COM	210371100	920	28,530	SH			Sole
COOPER COS INC COM NEW	COM	216648402	1,216	30,558	SH			Sole
CORE LABORATORIES N V COM	COM	N22717107	3,224	21,844	SH			Sole
CORNING INC COM	COM	219350105	7,415	459,144	SH			Sole

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COVIDIEN PLC SHS	COM	G2554F105	5,343	132,973	SH	Sole
CTRIIP COM INTL LTD AMERICAN DEP	SPONSORED ADR	22943F100	2,122	56,485	SH	Sole
DANAHER CORP DEL COM	COM	235851102	3,046	82,045	SH	Sole
DECKERS OUTDOOR CORP COM	COM	243537107	1,271	8,896	SH	Sole
DEL MONTE FOODS CO COM	COM	24522P103	723	50,226	SH	Sole
DELTA AIR LINES INC.	COM	247361702	144	12,233	SH	Sole
DEUTSCHE BANK AG NAMEN AKT	COM	D18190898	1	15	SH	Sole
DEUTSCHE TELEKOM AG SPONSO	SPONSORED ADR	251566105	10	875	SH	Sole
DISCOVER FINL SVCS COM	COM	254709108	1,419	101,513	SH	Sole
DOLLAR TREE INC COM	COM	256746108	1,687	40,531	SH	Sole

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR SH/ PRN AMT	PUT/ CALL	INVESTMENT DISCRETIO
DU PONT E I DE NEMOURS & CO COM	COM	263534109	4,889	141,348	SH	Sole
E M C CORP MASS COM	COM	268648102	13,498	737,603	SH	Sole
EAST WEST BANCORP INC COM	COM	27579R104	1,167	76,551	SH	Sole
EATON VANCE TAX MNG GBL DV E	COM	27829F108	8,828	923,457	SH	Sole
EATON VANCE TX MGD DIV EQ IN COM	COM	27828N102	5,275	487,049	SH	Sole
EATON VANCE TXMGD GL BUYWR	COM	27829C105	4,404	392,842	SH	Sole
EBAY INC COM	COM	278642103	6,151	313,657	SH	Sole
EMERSON ELEC CO COM	COM	291011104	4,519	103,431	SH	Sole
EMULEX CORP COM NEW	COM	292475209	571	62,170	SH	Sole
ENI S P A SPONSORED ADR	SPONSORED ADR	26874R108	8	230	SH	Sole
ENTERGY CORP NEW COM	COM	29364G103	1,811	25,287	SH	Sole
ERICSSON L M TEL CO ADR B SEK 10	ADR	294821608	8	695	SH	Sole
ESTERLINE TECHNOLOGIES CORP	COM	297425100	1,013	21,345	SH	Sole
EVERGREEN GBL DIVID OPP FUND	COM	30024H101	1,814	203,408	SH	Sole
EXELON CORP COM	COM	30161N101	1,279	33,688	SH	Sole
EXXON MOBIL CORP COM	COM	30231G102	5,247	91,936	SH	Sole
EZCORP INC CL A NON VTG	COM	302301106	828	44,632	SH	Sole
FEDERAL MOGUL CORP COM	COM	313549404	1,260	96,798	SH	Sole
FLEXTRONICS INTL LTD ORD	COM	Y2573F102	2	440	SH	Sole
FRANCE TELECOM SPONSORED ADR	SPONSORED ADR	35177Q105	7	376	SH	Sole
FRESENIUS MED CARE AG&CO KGA	SPONSORED ADR	358029106	942	17,552	SH	Sole
GENERAL DYNAMICS CORP COM	COM	369550108	12,005	205,001	SH	Sole
GEO GROUP INC COM	COM	36159R103	1,101	53,059	SH	Sole
GILEAD SCIENCES INC COM	COM	375558103	4,684	136,652	SH	Sole
GLAXOSMITHKLINE PLC SPONSORED	SPONSORED ADR	37733W105	8	235	SH	Sole
GRAINGER W W INC COM	COM	384802104	8,855	89,037	SH	Sole
GROUPE CGI INC CL A SUB VTG	CL A SUB VTG	39945C109	6,517	436,503	SH	Sole
GULF ISLAND FABRICATION INC COM	COM	402307102	1,158	74,608	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 DISCRETIO

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HALLIBURTON CO COM	COM	406216101	4,374	178,155	SH	Sole
HARSCO CORP COM	COM	415864107	1	47	SH	Sole
HEWLETT PACKARD CO COM	COM	428236103	6,946	160,495	SH	Sole
HOLOGIC INC.	COM	436440101	134	9,632	SH	Sole
HONDA MOTOR LTD AMERN SHS	COM	438128308	3,930	136,687	SH	Sole
HONEYWELL INTL INC COM	COM	438516106	2	53	SH	Sole
HSBC HLDGS PLC SPON ADR NEW	SPONSORED ADR	404280406	4,248	93,189	SH	Sole
HUNT J B TRANS SVCS INC COM	COM	445658107	2,962	90,656	SH	Sole
IBERIABANK CORP COM	COM	450828108	1,833	35,611	SH	Sole
ICICI BK LTD ADR	ADR	45104G104	1,755	48,572	SH	Sole
ILLINOIS TOOL WKS INC COM	COM	452308109	7,142	173,008	SH	Sole
INFORMATICA CORP COM	COM	45666Q102	3,350	140,293	SH	Sole
INFOSYS TECHNOLOGIES LTD	SPONSORED ADR	456788108	2,033	33,932	SH	Sole
INGERSOLL- RAND PLC SHS	COM	G47791101	6,363	184,481	SH	Sole
INTEL CORP COM	COM	458140100	5,213	268,028	SH	Sole
INTERNATIONAL BUSINESS MACHS	COM	459200101	30,619	247,969	SH	Sole
ISHARES INC MSCI AUSTRALIA	ETF	464286103	1,275	67,200	SH	Sole
ISHARES INC MSCI FRANCE	ETF	464286707	1,282	65,525	SH	Sole
ISHARES INC MSCI GERMAN	ETF	464286806	1,285	68,665	SH	Sole
ISHARES INC MSCI HONG KONG	ETF	464286871	644	43,615	SH	Sole
ISHARES INC MSCI JAPAN	ETF	464286848	3,238	351,967	SH	Sole
ISHARES INC MSCI NETHR INVES	ETF	464286814	639	37,361	SH	Sole
ISHARES INC MSCI SINGAPORE	ETF	464286673	659	58,621	SH	Sole
ISHARES INC MSCI SPAIN	ETF	464286764	645	20,267	SH	Sole
ISHARES INC MSCI SWEDEN	ETF	464286756	646	28,289	SH	Sole
ISHARES INC MSCI SWITZERLD	ETF	464286749	1,300	65,015	SH	Sole
ISHARES INC MSCI UTD KINGD	ETF	464286699	3,169	235,767	SH	Sole

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/ PUT/ CALL	INVESTMENT DISCRETION	OTH MANA
ISHARES TR AGENCY BD FD	ETF	464288166	2,753	24,960	SH	Sole	0
ISHARES TR BARCLYS 1-3YR CR	ETF	464288646	7,848	75,530	SH	Sole	0
ISHARES TR BARCLYS CR BD	ETF	464288620	13,977	133,953	SH	Sole	0
ISHARES TR BARCLYS MBS BD	ETF	464288588	20,394	186,365	SH	Sole	0
ISHARES TR BARCLYS SH TREA	ETF	464288679	3,992	36,215	SH	Sole	0
ISHARES TR DJ INTL SEL DIVD	ETF	464288448	599	22,837	SH	Sole	0
ISHARES TR DJ MED DEVICES	ETF	464288810	939	17,580	SH	Sole	0
ISHARES TR DJ OIL EQUIP	ETF	464288844	353	9,471	SH	Sole	0
ISHARES TR DJ REGIONAL BK	ETF	464288778	1,049	47,905	SH	Sole	0
ISHARES TR INDEX BARCLY USAGG B	ETF	464287226	50,504	470,896	SH	Sole	0
ISHARES TR INDEX BARCLYS 1-3 YR	ETF	464287457	44,299	526,618	SH	Sole	0
ISHARES TR INDEX BARCLYS 20+ YR	ETF	464287432	6,203	60,968	SH	Sole	0
ISHARES TR INDEX BARCLYS 7-10 YR	ETF	464287440	16,381	171,224	SH	Sole	0
ISHARES TR INDEX BARCLYS TIPS BD	ETF	464287176	12,239	114,481	SH	Sole	0
ISHARES TR INDEX DJ SEL DIV INX	ETF	464287168	666	15,695	SH	Sole	0
ISHARES TR INDEX DJ US TECH SEC	ETF	464287721	5,686	110,189	SH	Sole	0
ISHARES TR INDEX DJ US TELECOMM	ETF	464287713	1,060	56,813	SH	Sole	0
ISHARES TR INDEX IBOXX INV CPBD	ETF	464287242	3,894	35,899	SH	Sole	0
ISHARES TR INDEX MSCI EAFE IDX	ETF	464287465	24,452	525,728	SH	Sole	0
ISHARES TR INDEX MSCI EMERG MKT	ETF	464287234	44,123	1,182,283	SH	Sole	0
ISHARES TR INDEX RUSL 2000 GROW	ETF	464287648	569	8,549	SH	Sole	0
ISHARES TR INDEX RUSL 2000 VALU	ETF	464287630	619	10,844	SH	Sole	0
ISHARES TR INDEX RUSL 3000 VALU	ETF	464287663	325	4,567	SH	Sole	0

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ISHARES TR INDEX RUSSELL 1000	ETF	464287622	6,700	117,264 SH	Sole	0
ISHARES TR INDEX RUSSELL 2000	ETF	464287655	8,331	136,312 SH	Sole	0
ISHARES TR INDEX RUSSELL MCP GR	ETF	464287481	10,191	233,197 SH	Sole	0
ISHARES TR INDEX RUSSELL1000GRW	ETF	464287614	376	8,212 SH	Sole	0
ISHARES TR INDEX RUSSELL1000VAL	ETF	464287598	6,173	113,866 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 SH/ PRN AMT PRN	PUT/ CALL DISCRETION
ISHARES TR INDEX S&P 100 IDX FD	ETF	464287101	583	12,428 SH	Sole
ISHARES TR INDEX S&P 500 INDEX	ETF	464287200	3,156	30,503 SH	Sole
ISHARES TR INDEX S&P 500 VALUE	ETF	464287408	575	11,573 SH	Sole
ISHARES TR INDEX S&P LTN AM 40	ETF	464287390	1	28 SH	Sole
ISHARES TR INDEX S&P MC 400 GRW	ETF	464287606	288	3,751 SH	Sole
ISHARES TR INDEX S&P MIDCAP 400	ETF	464287507	1,581	22,233 SH	Sole
ISHARES TR INDEX S&P MIDCP VALU	ETF	464287705	288	4,487 SH	Sole
ISHARES TR INDEX S&P NA MULTIMD	ETF	464287531	104	4,232 SH	Sole
ISHARES TR INDEX S&P SMLCP GROW	ETF	464287887	51	902 SH	Sole
ISHARES TR INDEX S&P SMLCP VALU	ETF	464287879	53	922 SH	Sole
ISHARES TR INDEX S&P500 GRW	ETF	464287309	7,185	135,718 SH	Sole
ISHARES TR MSCI GRW IDX	ETF	464288885	26,828	558,111 SH	Sole
ISHARES TR MSCI VAL IDX	ETF	464288877	25,625	621,506 SH	Sole
ISHARES TR S&P CAL AMTFR MN	ETF	464288356	3	30 SH	Sole
ISHARES TR S&P GL UTILITI	ETF	464288711	10,935	274,684 SH	Sole
ISHARES TR S&P NTL AMTFREE	ETF	464288414	4,676	44,951 SH	Sole
ISHARES TR SMLL CORE INDX	ETF	464288505	26	368 SH	Sole
ISHARES TR SMLL GRWTH IDX	ETF	464288604	51	809 SH	Sole
ISHARES TR SMLL VAL INDX	ETF	464288703	51	771 SH	Sole
ISHARES TR US PFD STK IDX	ETF	464288687	1,985	53,566 SH	Sole
ITAU UNIBANCO HLDG SA SPON ADR	SPONSORED ADR	465562106	1,767	98,133 SH	Sole
ITT CORP NEW COM	COM	450911102	5,685	126,549 SH	Sole
JACK IN THE BOX INC COM	COM	466367109	1	73 SH	Sole
JAKKS PAC INC COM	COM	47012E106	1,619	112,620 SH	Sole
JARDEN CORP COM	COM	471109108	1,094	40,721 SH	Sole
JOHNSON & JOHNSON COM	COM	478160104	8,808	149,131 SH	Sole
JPMORGAN CHASE & CO COM	COM	46625H100	9,491	259,255 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 PRN	PUT/ CALL DISCRETION
KANSAS CITY SOUTHERN COM NEW	COM	485170302	2	51 SH	Sole
KEYCORP NEW COM	COM	493267108	1,421	184,728 SH	Sole
KNIGHT TRANSN INC COM	COM	499064103	1,019	50,322 SH	Sole
KOREA ELECTRIC PWR SPONSORED	SPONSORED ADR	500631106	5	380 SH	Sole
KRAFT FOODS INC CL A	CL A	50075N104	11,115	396,973 SH	Sole
K-SWISS INC CL A	CL A	482686102	100	8,937 SH	Sole

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KT CORP SPONSORED ADR	SPONSORED ADR	48268K101	3	180	SH	Sole
KUBOTA CORP ADR	ADR	501173207	803	20,902	SH	Sole
LEAR CORP COM NEW	COM	521865204	664	10,028	SH	Sole
LHC GROUP INC COM	COM	50187A107	1,007	36,302	SH	Sole
LIFE TECHNOLOGIES CORP COM	COM	53217V109	3	74	SH	Sole
LINCOLN EDL SVCS CORP COM	COM	533535100	891	43,271	SH	Sole
LKQ CORP COM	COM	501889208	4,442	230,415	SH	Sole
LOEWS CORP COM	COM	540424108	5,144	154,433	SH	Sole
LORILLARD INC COM	COM	544147101	3	45	SH	Sole
LOWES COS INC COM	COM	548661107	19,313	945,806	SH	Sole
M/I HOMES INC COM	COM	55305B101	821	85,135	SH	Sole
MAIDEN HOLDINGS LTD SHS	COM	G5753U112	1,010	153,751	SH	Sole
MAKITA CORP ADR NEW	ADR	560877300	921	34,530	SH	Sole
MARINEMAX INC COM	COM	567908108	89	12,776	SH	Sole
MARSHALL & ILSLEY CORP NEW COM	COM	571837103	1,239	172,585	SH	Sole
MASTERCARD INC CL A	CL A	57636Q104	6,832	34,240	SH	Sole
MBIA INC COM	COM	55262C100	114	20,365	SH	Sole
MCDONALDS CORP COM	COM	580135101	8,257	125,357	SH	Sole
MECHEL OAO SPONSORED ADR	ADR	583840103	1,440	79,356	SH	Sole
MERCK & CO INC NEW COM	COM	58933Y105	5,545	158,568	SH	Sole
MICROSOFT CORP COM	COM	594918104	5,016	218,008	SH	Sole
MITSUBISHI UFJ FINL GROUP IN	SPONSORED ADR	606822104	5	1,120	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
MIZUHO FINL GROUP INC SPONSOR	SPONSORED ADR	60687Y109	4	1,220	SH	Sole
NALCO HOLDING COMPANY COM	COM	62985Q101	6,703	327,621	SH	Sole
NATIONAL GRID PLC SPON ADR NEW	SPONSORED ADR	636274300	1,999	54,269	SH	Sole
NEW YORK CMNTY BANCORP INC	COM	649445103	3	193	SH	Sole
NEWTEK BUSINESS SERVICES INC.	COM	652526104	194	146,141	SH	Sole
NEXTERA ENERGY INC COM ADDED	COM	65339F101	574	11,770	SH	Sole
NIPPON TELEG & TEL CORP	SPONSORED ADR	654624105	10	500	SH	Sole
NOKIA CORP SPONSORED ADR	SPONSORED ADR	654902204	6	685	SH	Sole
NORTHEAST UTILS COM	COM	664397106	4	138	SH	Sole
NORTHERN TR CORP COM	COM	665859104	5,402	115,674	SH	Sole
NOVARTIS A G SPONSORED ADR	SPONSORED ADR	66987V109	2,489	51,504	SH	Sole
NOVO-NORDISK A S ADR	ADR	670100205	5,064	62,501	SH	Sole
NRG ENERGY INC COM NEW	COM	629377508	246	11,615	SH	Sole
NSTAR COM	COM	67019E107	2	69	SH	Sole
NTELOS HLDGS CORP COM	COM	67020Q107	3	189	SH	Sole
NTT DOCOMO INC SPONS ADR	ADR	62942M201	4,616	306,100	SH	Sole
NUVEEN EQTY PRM OPPORTUNITY	COM	6706EM102	3,830	317,551	SH	Sole
OCEANEERING INTL INC COM	COM	675232102	1,050	23,378	SH	Sole
OLD REP INTL CORP COM	COM	680223104	1,349	111,249	SH	Sole
ORACLE CORP COM	COM	68389X105	7,353	342,657	SH	Sole
PARKER HANNIFIN CORP COM	COM	701094104	5,746	103,611	SH	Sole
PENN VA CORP COM	COM	707882106	1,024	50,943	SH	Sole
PETROLEO BRASILEIRO SA PETRO SP	SPONSORED ADR	71654V101	1	30	SH	Sole
PETROLEO BRASILEIRO SA PETRO	SPONSORED ADR	71654V408	1,501	43,747	SH	Sole
PFIZER INC COM	COM	717081103	3,552	249,107	SH	Sole
PG&E CORP COM	COM	69331C108	2,621	63,774	SH	Sole
PHILIP MORRIS INTL INC COM	COM	718172109	7,407	161,581	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 SH/ PRN AMT	PUT/ CALL	INVESTMENT DISCRETION
PIMCO ETF TR ENHAN SHRT MAT	ETF	72201R833	93,275	929,421 SH		Sole
PLAINS EXPL& PRODTN CO COM	COM	726505100	3,832	185,910 SH		Sole
PORTUGAL TELECOM SGPS S A	SPONSORED ADR	737273102	5	533 SH		Sole
POSCO SPONSORED ADR	ADR	693483109	1,583	16,788 SH		Sole
POTASH CORP SASK INC COM	COM	73755L107	3,414	39,582 SH		Sole
POWERSHARES GLOBAL ETF TRUST	ETF	73936T474	4,350	181,849 SH		Sole
POWERSHARES QQQ TRUST UNIT	ETF	73935A104	1	19 SH		Sole
PPL CORP COM	COM	69351T106	1,918	76,860 SH		Sole
PRAXAIR INC COM	COM	74005P104	8,640	113,705 SH		Sole
PROCTER & GAMBLE CO COM	COM	742718109	19,331	322,292 SH		Sole
PUBLIC SVC ENTERPRISE GROUP	COM	744573106	422	13,480 SH		Sole
QUEST DIAGNOSTICS INC COM	COM	74834L100	2,727	54,800 SH		Sole
RALCORP HLDGS INC NEW COM	COM	751028101	4,879	89,028 SH		Sole
REGIONS FINANCIAL CORP NEW COM	COM	7591EP100	1,035	157,249 SH		Sole
RESMED INC COM	COM	761152107	1,894	31,150 SH		Sole
ROSETTA RESOURCES INC COM	COM	777779307	4,701	237,282 SH		Sole
ROSS STORES INC COM	COM	778296103	0	5 SH		Sole
ROVI CORP COM	COM	779376102	7,740	204,159 SH		Sole
ROYAL CARIBBEAN CRUISES LTD	COM	V7780T103	168	7,380 SH		Sole
SALESFORCE COM INC COM	COM	79466L302	4,070	47,428 SH		Sole
SANOFI AVENTIS SPONSORED ADR	ADR	80105N105	5,028	167,280 SH		Sole
SARA LEE CORP COM	COM	803111103	1	87 SH		Sole
SEATTLE GENETICS INC COM	COM	812578102	975	81,355 SH		Sole
SELECT SECTOR SPDR TR SBI CONS	ETF	81369Y407	2,692	92,400 SH		Sole
SELECT SECTOR SPDR TR SBI CONS	ETF	81369Y308	1,995	78,222 SH		Sole
SELECT SECTOR SPDR TR SBI HEA	ETF	81369Y209	2,709	96,051 SH		Sole
SELECT SECTOR SPDR TR SBI INT	ETF	81369Y506	2,581	51,954 SH		Sole
SELECT SECTOR SPDR TR SBI INT	ETF	81369Y605	2,301	166,654 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
SELECT SECTOR SPDR TR SBI INT	ETF	81369Y704	3,799	138,495 SH		Sole
SELECT SECTOR SPDR TR SBI INT-UT	ETF	81369Y886	114	4,022 SH		Sole
SELECT SECTOR SPDR TR SBI MATR	ETF	81369Y100	823	29,008 SH		Sole
SEMPRA ENERGY COM	COM	816851109	467	9,975 SH		Sole
SINGAPORE FD INC COM	COM	82929L109	0	23 SH		Sole
SK TELECOM LTD SPONSORED ADR	SPONSORED ADR	78440P108	6	400 SH		Sole
SM ENERGY CO COM ADDED	COM	78454L100	1	31 SH		Sole
SMITHFIELD FOODS INC COM	COM	832248108	1,063	71,317 SH		Sole
SNAP ON INC COM	COM	833034101	2	40 SH		Sole
SOCIEDAD QUIMICA MINERA DE C	SPONSORED ADR	833635105	1,760	53,966 SH		Sole
SOLERA HOLDINGS INC COM	COM	83421A104	4,854	134,098 SH		Sole



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SONY CORP ADR NEW	ADR	835699307	6	220	SH	Sole
SOUTHERN CO COM	COM	842587107	666	19,999	SH	Sole
SPDR GOLD TRUST GOLD SHS	ETF	78463V107	2,652	21,798	SH	Sole
SPDR INDEX SHS FDS ASIA PACIF ETF	ETF	78463X301	2,090	29,772	SH	Sole
SPDR INDEX SHS FDS DJ INTL RL ETF	ETF	78463X863	2,376	76,238	SH	Sole
SPDR INDEX SHS FDS EMERG MKTS	ETF	78463X509	3,937	67,048	SH	Sole
SPDR INDEX SHS FDS INTL INDS ETF	ETF	78463X673	117	5,359	SH	Sole
SPDR INDEX SHS FDS S&P INTL SML	ETF	78463X871	4,155	175,830	SH	Sole
SPDR INDEX SHS FDS S&P WRLD EX	ETF	78463X889	11,248	547,076	SH	Sole
SPDR S&P 500 ETF TR UNIT SER 1 S&P	ETF	78462F103	28,039	271,641	SH	Sole
SPDR S&P MIDCAP 400 ETF TR UTSE	ETF	78467Y107	1,722	13,331	SH	Sole
SPDR SERIES TRUST BARC CAPTL	ETF	78464A474	2,702	90,019	SH	Sole
SPDR SERIES TRUST BARCL CAP TIPS	ETF	78464A656	938	17,784	SH	Sole
SPDR SERIES TRUST BRCLYS 1-3MT	ETF	78464A680	12,081	263,384	SH	Sole
SPDR SERIES TRUST BRCLYS AGG	ETF	78464A649	10,948	193,367	SH	Sole
SPDR SERIES TRUST BRCLYS INTL	ETF	78464A516	724	13,468	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
SPDR SERIES TRUST BRCLYS YLD	ETF	78464A417	4,819	127,395	SH	Sole
SPDR SERIES TRUST DB INT GVT ETF	ETF	78464A490	934	18,002	SH	Sole
SPDR SERIES TRUST DJ REIT ETF	ETF	78464A607	5,241	102,742	SH	Sole
SPDR SERIES TRUST DJ SML CAP ETF	ETF	78464A813	1,634	31,651	SH	Sole
SPDR SERIES TRUST DJ SML GRWTH	ETF	78464A201	53	636	SH	Sole
SPDR SERIES TRUST DJ SML VALUE	ETF	78464A300	51	917	SH	Sole
SPDR SERIES TRUST NUVN BR SHT	ETF	78464A425	4,674	193,955	SH	Sole
SPDR SERIES TRUST NUVN BRCLY	ETF	78464A458	8,074	351,978	SH	Sole
SPDR SERIES TRUST S&P DIVID ETF	ETF	78464A763	2,848	63,095	SH	Sole
SPDR SERIES TRUST SPDR KBW INS	ETF	78464A789	964	27,338	SH	Sole
STERICYCLE INC COM	COM	858912108	1,371	20,902	SH	Sole
STEWART INFORMATION SVCS COR	COM	860372101	88	9,728	SH	Sole
STMICROELECTRONICS N V NY REGIS	COM	861012102	7	825	SH	Sole
STRYKER CORP COM	COM	863667101	8,284	165,485	SH	Sole
SUNTRUST BKS INC COM	COM	867914103	138	5,929	SH	Sole
SYBASE INC COM	COM	871130100	12,164	188,121	SH	Sole
SYMANTEC CORP COM	COM	871503108	4,721	340,144	SH	Sole
TALEO CORP CL A	CL A	87424N104	922	37,976	SH	Sole
TARGACEPT INC COM	COM	87611R306	1,018	52,686	SH	Sole
TARGET CORP COM	COM	87612E106	14,410	293,063	SH	Sole
TELECOM CORP NEW ZEALAND LTD	SPONSORED ADR	879278208	1	206	SH	Sole
TELECOM ITALIA S P A NEW SPON	SPONSORED ADR	87927Y102	8	715	SH	Sole
TELEFONICA S A SPONSORED ADR	SPONSORED ADR	879382208	3	52	SH	Sole
TELEFONOS DE MEXICO S A B SPON	SPONSORED ADR	879403780	2	175	SH	Sole
TESSERA TECHNOLOGIES INC COM	COM	88164L100	797	49,662	SH	Sole
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	1,797	34,572	SH	Sole
TOMKINS PLC SPONSORED ADR	SPONSORED ADR	890030208	3	245	SH	Sole
TOTAL S A SPONSORED ADR	SPONSORED ADR	89151E109	4,914	110,081	SH	Sole

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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 SH/ PRN AMT	PUT/ CALL	INVESTMENT DISCRETION	OTHER MANAGE
TOWER GROUP INC COM	COM	891777104	1,062	49,312 SH		Sole	01
TOYOTA MOTOR CORP SP ADR REP2C	COM	892331307	5,573	81,272 SH		Sole	01
TREEHOUSE FOODS INC COM	COM	89469A104	5,495	120,342 SH		Sole	01
TUPPERWARE BRANDS CORP COM	COM	899896104	6,973	174,993 SH		Sole	01
TUTOR PERINI CORP COM	COM	901109108	846	51,359 SH		Sole	01
TYCO ELECTRONICS LTD SWITZER	COM	H8912P106	6,278	247,372 SH		Sole	01
UAL CORP.	COM	902549807	23	832 SH		Sole	01
UBS AG SHS NEW	COM	H89231338	837	63,324 SH		Sole	01
UGI CORP NEW COM	COM	902681105	1,260	49,546 SH		Sole	01
UNILEVER N V N Y SHS NEW	ADR	904784709	7	265 SH		Sole	01
UNISOURCE ENERGY CORP COM	COM	909205106	1,002	33,215 SH		Sole	01
UNITED TECHNOLOGIES CORP COM	COM	913017109	22,124	340,842 SH		Sole	01
UNUM GROUP COM	COM	91529Y106	5	213 SH		Sole	01
USANA HEALTH SCIENCES INC COM	COM	90328M107	1,040	28,470 SH		Sole	01
VALE S A ADR	ADR	91912E105	1,646	67,608 SH		Sole	01
VANGUARD BD INDEX FD INC TOTAL	ETF	921937835	3,220	39,564 SH		Sole	01
VANGUARD INDEX FDS GROWTH ETF	ETF	922908736	16,457	338,351 SH		Sole	01
VANGUARD INDEX FDS MID CAP ETF	ETF	922908629	580	9,881 SH		Sole	01
VANGUARD INDEX FDS REIT ETF	ETF	922908553	1	23 SH		Sole	01
VANGUARD INDEX FDS SM CP VAL	ETF	922908611	4,656	86,389 SH		Sole	01
VANGUARD INDEX FDS SMALL CP ETF	ETF	922908751	102	1,808 SH		Sole	01
VANGUARD INDEX FDS SML CP GRW	ETF	922908595	6,349	107,844 SH		Sole	01
VANGUARD INDEX FDS VALUE ETF	ETF	922908744	24,647	552,132 SH		Sole	01
VANGUARD INTL EQUITY INDEX F EMR	ETF	922042858	7,737	203,647 SH		Sole	01
VANGUARD INTL EQUITY INDEX F	ETF	922042874	13,175	327,817 SH		Sole	01
VANGUARD INTL EQUITY INDEX F	ETF	922042718	1,643	21,787 SH		Sole	01
VANGUARD INTL EQUITY INDEX F	ETF	922042866	10,185	214,148 SH		Sole	01

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
VANGUARD TAX-MANAGED FD EURO	ETF	921943858	21,656	740,633 SH		Sole
VERIZON COMMUNICATIONS INC.	COM	92343V104	50	2,409 SH		Sole
VIAD CORP COM NEW	COM	92552R406	613	34,737 SH		Sole
VISA INC COM CL A	CL A	92826C839	5,003	70,707 SH		Sole
VODAFONE GROUP PLC NEW SPONS	ADR	92857W209	10,250	495,887 SH		Sole
WAL MART STORES INC COM	COM	931142103	6,159	128,127 SH		Sole
WALGREEN CO COM	COM	931422109	1	29 SH		Sole
WALTER ENERGY INC COM	COM	93317Q105	2	35 SH		Sole
WALTER INVT MGMT CORP COM	COM	93317W102	0	13 SH		Sole
WARNACO GROUP INC COM NEW	COM	934390402	2,169	60,028 SH		Sole
WASHINGTON FED INC COM	COM	938824109	2	132 SH		Sole
WATERS CORP COM	COM	941848103	8,377	129,474 SH		Sole
WESTPAC BKG CORP SPONSORED	SPONSORED ADR	961214301	3,396	38,343 SH		Sole
WILLIAMS COS INC DEL COM	COM	969457100	1,563	85,477 SH		Sole
XL CAP LTD CL A	CL A	G98255105	1,249	77,996 SH		Sole
YAHOO INC COM	COM	984332106	5,697	411,646 SH		Sole
YANZHOU COAL MNG CO LTD SPON	SPONSORED ADR	984846105	1,772	92,557 SH		Sole

