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: March 31, 2010

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
[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

Report Summary:

Number of Other Included Managers: 1

Form 13F Information Table Entry Total: 344 lines

Form 13F Information Table Value Total: 2,018,726 (thousands)

List of Other Included Managers:

Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional investment managers with respect to which this report is filed, other than the manager filing this report.

No.	Form 13F File Number	Name
01	28-11546	Genworth Financial Wealth Management, Inc.

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5			COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMEN DISCRETIO
3M CO COM	COM	88579Y101	27,088	324,136	SH		Sole
ABB LTD SPONSORED ADR	SPONSORED ADR	000375204	3,842	175,893	SH		Sole
ABBOTT LABS COM	COM	002824100	14,540	276,000	SH		Sole
ABERCROMBIE & FITCH CO CL A	CL A	002896207	4,511	98,835	SH		Sole
ADAPTEC INC COM	COM	00651F108	429	131,274	SH		Sole
ADVANCE AUTO PARTS INC COM	COM	00751Y106	5	114	SH		Sole
AES CORP COM	COM	00130H105	8,186	744,161	SH		Sole
AFFILIATED MANAGERS GROUP COM	COM	008252108	7,875	99,683	SH		Sole
AGRIUM INC COM	COM	008916108	1,733	24,541	SH		Sole
AIR PRODS & CHEMS INC COM	COM	009158106	6,580	88,983	SH		Sole
ALBEMARLE CORP COM	COM	012653101	4,891	114,742	SH		Sole
ALEXANDER & BALDWIN INC COM	COM	014482103	1,289	39,015	SH		Sole
ALLEGHENY ENERGY INC COM	COM	017361106	1,204	52,334	SH		Sole
ALTERA CORP COM	COM	021441100	4,765	196,092	SH		Sole
AMEDISYS INC COM	COM	023436108	5,909	107,009	SH		Sole
AMERICA MOVIL SAB DE CV SPON ADR	ADR	02364W105	2,143	42,572	SH		Sole
AMERICAN ELEC PWR INC COM	COM	025537101	3,784	110,710	SH		Sole
AMERICAN EXPRESS CO COM	COM	025816109	0	2	SH		Sole
AMERICAN MED SYS HLDGS INC COM	COM	02744M108	1,175	63,237	SH		Sole
ANHEUSER BUSCH INBEV SA/NV	SPONSORED ADR	03524A108	3,666	72,660	SH		Sole
ARKANSAS BEST CORP DEL COM	COM	040790107	1,637	54,787	SH		Sole
ASML HOLDING N V NY REG SHS	COM	N07059186	3,922	110,788	SH		Sole
ASSOCIATED BANC CORP COM	COM	045487105	1,542	112,064	SH		Sole
ASSURED GUARANTY LTD COM	COM	G0585R106	1,764	80,277	SH		Sole
AUTOLIV INC COM	COM	052800109	5,934	115,152	SH		Sole

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5			COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMEN DISCRETIO
AUTOMATIC DATA PROCESSING IN	COM	053015103	10,209	229,568	SH		Sole
AXA SPONSORED ADR	SPONSORED ADR	054536107	4,992	226,496	SH		Sole
BAIDU INC SPON ADR REP A	ADR	056752108	2,392	4,007	SH		Sole
BANCO SANTANDER SA ADR	ADR	05964H105	3,628	273,367	SH		Sole
BANK OF AMERICA CORPORATION	COM	060505104	5,957	333,712	SH		Sole
BAXTER INTL INC COM	COM	071813109	14,764	253,672	SH		Sole
BE AEROSPACE INC COM	COM	073302101	4,403	145,017	SH		Sole
BECTON DICKINSON & CO COM	COM	075887109	8,089	102,746	SH		Sole
BHP BILLITON LTD SPONSORED ADR	ADR	088606108	3,827	47,645	SH		Sole
BJS WHOLESALE CLUB INC COM	COM	05548J106	3	73	SH		Sole
BLACKROCK ENH CAP & INC FD I COM	COM	09256A109	2,417	153,922	SH		Sole
BLACKROCK INTL GRWTH & INC T COM	COM	092524107	4,548	396,153	SH		Sole
BLOUNT INTL INC NEW COM	COM	095180105	1,544	149,034	SH		Sole
BOK FINL CORP COM NEW	COM	05561Q201	8,319	158,631	SH		Sole
BRITISH AMERN TOB PLC SPONSORED	SPONSORED ADR	110448107	3,806	55,243	SH		Sole
BUCYRUS INTL INC NEW COM	COM	118759109	3,297	49,964	SH		Sole
CACI INTL INC CL A	CL A	127190304	1,119	22,912	SH		Sole
CAPSTEAD MTG CORP COM NO PAR	COM	14067E506	1,041	87,025	SH		Sole
CARDINAL HEALTH INC COM	COM	14149Y108	1,663	46,146	SH		Sole
CELANESE CORP DEL COM SER A	COM	150870103	5	147	SH		Sole
CENTURY ALUM CO COM	COM	156431108	1,013	73,647	SH		Sole
CERNER CORP COM	COM	156782104	7,384	86,937	SH		Sole
CHESAPEAKE ENERGY CORP COM	COM	165167107	5,656	239,236	SH		Sole
CHICOS FAS INC COM	COM	168615102	4,395	304,755	SH		Sole
CHINA LIFE INS CO LTD SPON ADR REP	SPONSORED ADR	16939P106	2,099	29,140	SH		Sole
CIMAREX ENERGY CO COM	COM	171798101	2	26	SH		Sole
CISCO SYS INC COM	COM	17275R102	6,586	253,013	SH		Sole

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5			COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMEN DISCRETIO
CMS ENERGY CORP COM	COM	125896100	4,346	281,095	SH		Sole
COCA COLA CO COM	COM	191216100	4,856	88,295	SH		Sole
COGNIZANT TECHNOLOGY SOLUTIO	CL A	192446102	5,358	105,102	SH		Sole
COINSTAR INC COM	COM	19259P300	1,216	37,425	SH		Sole
COLGATE PALMOLIVE CO COM	COM	194162103	18,501	217,000	SH		Sole
COMERICA INC COM	COM	200340107	1,491	39,197	SH		Sole
COMTECH TELECOMMUNICATIONS	COM	205826209	1,142	35,661	SH		Sole
CONSTELLATION ENERGY GROUP I	COM	210371100	1,061	30,227	SH		Sole
COOPER COS INC COM NEW	COM	216648402	1,240	31,881	SH		Sole
CORE LABORATORIES N V COM	COM	N22717107	3,106	23,744	SH		Sole
CORNING INC COM	COM	219350105	9,545	472,294	SH		Sole
COVIDIEN PLC SHS	COM	G2554F105	6,914	137,512	SH		Sole
CTRIP COM INTL LTD AMERICAN DEP	SPONSORED ADR	22943F100	2,233	56,957	SH		Sole
DANAHER CORP DEL COM	COM	235851102	3,651	45,683	SH		Sole
DECKERS OUTDOOR CORP COM	COM	243537107	1,279	9,268	SH		Sole
DEL MONTE FOODS CO COM	COM	24522P103	764	52,317	SH		Sole
DELTA AIR LINES INC.	COM	247361702	178	12,233	SH		Sole

DISCOVER FINL SVCS COM	COM	254709108	1,587	106,502	SH		Sole
DOLLAR TREE INC COM	COM	256746108	1,672	28,232	SH		Sole
DU PONT E I DE NEMOURS & CO COM	COM	263534109	5,717	153,529	SH		Sole
E M C CORP MASS COM	COM	268648102	14,159	784,893	SH		Sole
EAST WEST BANCORP INC COM	COM	27579R104	1,387	79,597	SH		Sole
EATON VANCE TAX MNG GBL DV E	COM	27829F108	15,915	1,317,489	SH		Sole
EATON VANCE TX MGD DIV EQ IN COM	COM	27828N102	9,227	693,782	SH		Sole
EATON VANCE TXMGD GL BUYWR	COM	27829C105	7,158	534,542	SH		Sole
EBAY INC COM	COM	278642103	8,961	332,290	SH		Sole
EMERSON ELEC CO COM	COM	291011104	5,399	107,244	SH		Sole
EMULEX CORP COM NEW	COM	292475209	858	64,642	SH		Sole

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5			COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION
ENTERGY CORP NEW COM	COM	29364G103	2,236	27,489	SH		Sole
ESTERLINE TECHNOLOGIES CORP	COM	297425100	1,096	22,174	SH		Sole
EVERGREEN GBL DIVID OPP FUND	COM	30024H101	2,722	262,270	SH		Sole
EXELON CORP COM	COM	30161N101	1,604	36,613	SH		Sole
EXXON MOBIL CORP COM	COM	30231G102	0	3	SH		Sole
EZCORP INC CL A NON VTG	COM	302301106	956	46,423	SH		Sole
FACET BIOTECH CORP SHS	COM	30303Q103	0	10	SH		Sole
FEDERAL MOGUL CORP COM	COM	313549404	2,899	157,875	SH		Sole
FPL GROUP INC COM	COM	302571104	606	12,541	SH		Sole
FRESENIUS MED CARE AG&CO KGA	SPONSORED ADR	358029106	1,061	18,900	SH		Sole
GENERAL DYNAMICS CORP COM	COM	369550108	16,916	219,115	SH		Sole
GEO GROUP INC COM	COM	36159R103	1,093	55,171	SH		Sole
GILEAD SCIENCES INC COM	COM	375558103	6,425	141,296	SH		Sole
GRAINGER W W INC COM	COM	384802104	10,517	97,267	SH		Sole
GROUPE CGI INC CL A SUB VTG	CL A SUB VTG	39945C109	5,680	380,921	SH		Sole
GULF ISLAND FABRICATION INC COM	COM	402307102	1,702	78,268	SH		Sole
HALLIBURTON CO COM	COM	406216101	5,550	184,206	SH		Sole
HARSCO CORP COM	COM	415864107	2	47	SH		Sole
HEWLETT PACKARD CO COM	COM	428236103	9,281	174,612	SH		Sole
HOLOGIC INC.	COM	436440101	179	9,632	SH		Sole
HONDA MOTOR LTD AMERN SHS	COM	438128308	3,723	105,487	SH		Sole
HONEYWELL INTL INC COM	COM	438516106	5,954	131,524	SH		Sole
HSBC HLDGS PLC SPON ADR NEW	SPONSORED ADR	404280406	3,570	70,429	SH		Sole
ICICI BK LTD ADR	ADR	45104G104	2,091	48,976	SH		Sole
ILLINOIS TOOL WKS INC COM	COM	452308109	8,964	189,264	SH		Sole
INFORMATICA CORP COM	COM	45666Q102	4,004	148,902	SH		Sole
INFOSYS TECHNOLOGIES LTD	SPONSORED ADR	456788108	2,013	34,221	SH		Sole

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5			COLUMN 6	COLUMN
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION	OTHER MANAGE

INGERSOLL-RAND PLC SHS	COM	G47791101	9,977	286,118	SH		Sole	01
INTEL CORP COM	COM	458140100	6,456	289,626	SH		Sole	01
INTERNATIONAL BUSINESS MACHS	COM	459200101	33,701	262,773	SH		Sole	01
ISHARES INC MSCI AUSTRALIA	ETF	464286103	18	734	SH		Sole	01
ISHARES INC MSCI FRANCE	ETF	464286707	36	1,426	SH		Sole	01
ISHARES INC MSCI GERMAN	ETF	464286806	36	1,636	SH		Sole	01
ISHARES INC MSCI HONG KONG	ETF	464286871	12	719	SH		Sole	01
ISHARES INC MSCI ITALY	ETF	464286855	12	653	SH		Sole	01
ISHARES INC MSCI JAPAN	ETF	464286848	59	5,619	SH		Sole	01
ISHARES INC MSCI NETHR INVES	ETF	464286814	12	586	SH		Sole	01
ISHARES INC MSCI SINGAPORE	ETF	464286673	12	1,016	SH		Sole	01
ISHARES INC MSCI SPAIN	ETF	464286764	12	280	SH		Sole	01
ISHARES INC MSCI SWEDEN	ETF	464286756	12	467	SH		Sole	01
ISHARES INC MSCI SWITZERLD	ETF	464286749	24	1,038	SH		Sole	01
ISHARES INC MSCI UTD KINGD	ETF	464286699	54	3,301	SH		Sole	01
ISHARES S&P GSCI COMMODITY I UNIT	ETF	46428R107	1,003	32,200	SH		Sole	01
ISHARES TR AGENCY BD FD	ETF	464288166	2,353	21,746	SH		Sole	01
ISHARES TR BARCLYS 10-20YR	ETF	464288653	483	4,486	SH		Sole	01
ISHARES TR BARCLYS 1-3YR CR	ETF	464288646	2,289	21,881	SH		Sole	01
ISHARES TR BARCLYS 3-7 YR	ETF	464288661	2,511	22,588	SH		Sole	01
ISHARES TR BARCLYS CR BD	ETF	464288620	12,237	119,641	SH		Sole	01
ISHARES TR BARCLYS MBS BD	ETF	464288588	16,230	151,608	SH		Sole	01
ISHARES TR BARCLYS SH TREA	ETF	464288679	529	4,804	SH		Sole	01
ISHARES TR DJ AEROSPACE	ETF	464288760	12,383	214,091	SH		Sole	01
ISHARES TR DJ INTL SEL DIVD	ETF	464288448	743	23,521	SH		Sole	01
ISHARES TR DJ MED DEVICES	ETF	464288810	609	10,426	SH		Sole	01
ISHARES TR EPRA/NAR DEV R/E	ETF	464288489	1,152	39,851	SH		Sole	01
ISHARES TR INDEX BARCLY USAGG B	ETF	464287226	43,866	420,976	SH		Sole	01

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5			COLUMN 6	COLU
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION	OTH MANA
ISHARES TR INDEX BARCLYS 1-3 YR	ETF	464287457	15,539	186,390	SH		Sole	0
ISHARES TR INDEX BARCLYS 20+ YR	ETF	464287432	4,629	51,720	SH		Sole	0
ISHARES TR INDEX BARCLYS 7-10 YR	ETF	464287440	13,870	154,973	SH		Sole	0
ISHARES TR INDEX BARCLYS TIPS BD	ETF	464287176	12,149	116,934	SH		Sole	0
ISHARES TR INDEX DJ SEL DIV INX	ETF	464287168	744	16,176	SH		Sole	0
ISHARES TR INDEX DJ US FINL SEC	ETF	464287788	27,328	479,015	SH		Sole	0
ISHARES TR INDEX DJ US REAL EST	ETF	464287739	49,664	997,676	SH		Sole	0
ISHARES TR INDEX DJ US TECH SEC	ETF	464287721	5,180	88,715	SH		Sole	0
ISHARES TR INDEX DJ US TELECOMM	ETF	464287713	802	40,063	SH		Sole	0
ISHARES TR INDEX IBOXX INV CPBD	ETF	464287242	3,473	32,831	SH		Sole	0
ISHARES TR INDEX MSCI EAFE IDX	ETF	464287465	6,472	115,613	SH		Sole	0
ISHARES TR INDEX MSCI EMERG MKT	ETF	464287234	53,950	1,280,795	SH		Sole	0
ISHARES TR INDEX RUSL 2000 GROW	ETF	464287648	296	4,048	SH		Sole	0
ISHARES TR INDEX RUSL 2000 VALU	ETF	464287630	96	1,502	SH		Sole	0
ISHARES TR INDEX RUSL 3000 VALU	ETF	464287663	400	5,000	SH		Sole	0
ISHARES TR INDEX RUSSELL 1000	ETF	464287622	8,076	124,984	SH		Sole	0
ISHARES TR INDEX RUSSELL 2000	ETF	464287655	7,093	104,612	SH		Sole	0
ISHARES TR INDEX RUSSELL MCP GR	ETF	464287481	11,848	244,197	SH		Sole	0
ISHARES TR INDEX RUSSELL1000GRW	ETF	464287614	471	9,073	SH		Sole	0
ISHARES TR INDEX RUSSELL1000VAL	ETF	464287598	7,272	119,078	SH		Sole	0
ISHARES TR INDEX S&P 500 INDEX	ETF	464287200	1,356	11,558	SH		Sole	0
ISHARES TR INDEX S&P MC 400 GRW	ETF	464287606	64,807	763,875	SH		Sole	0

ISHARES TR INDEX S&P MIDCAP 400	ETF	464287507	48,187	612,291	SH		Sole	0
ISHARES TR INDEX S&P SMLCP GROW	ETF	464287887	19	312	SH		Sole	0
ISHARES TR INDEX S&P SMLCP VALU	ETF	464287879	36	563	SH		Sole	0
ISHARES TR INDEX S&P500 GRW	ETF	464287309	5,930	98,969	SH		Sole	0
ISHARES TR INDEX TRANSP AVE IDX	ETF	464287192	323	4,086	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/ PRN	PUT/ CALL	INVESTMENT DISCRETION
ISHARES TR MSCI GRW IDX	ETF	464288885	14,879	262,688	SH		Sole
ISHARES TR MSCI VAL IDX	ETF	464288877	14,807	292,342	SH		Sole
ISHARES TR S&P GL UTILITI	ETF	464288711	13,381	292,875	SH		Sole
ISHARES TR S&P NTL AMTFREE	ETF	464288414	4,393	42,529	SH		Sole
ISHARES TR SMLL GRWTH IDX	ETF	464288604	29	410	SH		Sole
ISHARES TR SMLL VAL INDX	ETF	464288703	19	258	SH		Sole
ISHARES TR US PFD STK IDX	ETF	464288687	2,107	54,417	SH		Sole
ITAU UNIBANCO HLDG SA SPON ADR	SPONSORED ADR	465562106	2,176	98,935	SH		Sole
ITT CORP NEW COM	COM	450911102	7,017	130,881	SH		Sole
JACK IN THE BOX INC COM	COM	466367109	2	73	SH		Sole
JAKKS PAC INC COM	COM	47012E106	1,542	117,910	SH		Sole
JARDEN CORP COM	COM	471109108	1,428	42,887	SH		Sole
JOHNSON & JOHNSON COM	COM	478160104	10,148	155,639	SH		Sole
JPMORGAN CHASE & CO COM	COM	46625H100	12,227	273,218	SH		Sole
KANSAS CITY SOUTHERN COM NEW	COM	485170302	2	51	SH		Sole
KEYCORP NEW COM	COM	493267108	1,499	193,410	SH		Sole
KNIGHT TRANSN INC COM	COM	499064103	1,104	52,331	SH		Sole
KRAFT FOODS INC CL A	CL A	50075N104	12,673	419,088	SH		Sole
K-SWISS INC CL A	CL A	482686102	101	9,639	SH		Sole
KUBOTA CORP ADR	ADR	501173207	1,023	22,448	SH		Sole
LEAR CORP COM NEW	COM	521865204	833	10,504	SH		Sole
LHC GROUP INC COM	COM	50187A107	1,266	37,744	SH		Sole
LIFE TECHNOLOGIES CORP COM	COM	53217V109	4	74	SH		Sole
LINCOLN EDL SVCS CORP COM	COM	533535100	1,139	45,010	SH		Sole
LKQ CORP COM	COM	501889208	4,994	246,009	SH		Sole
LOEWS CORP COM	COM	540424108	5,952	159,650	SH		Sole
LORILLARD INC COM	COM	544147101	3	45	SH		Sole
LOWES COS INC COM	COM	548661107	23,234	958,489	SH		Sole

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5			COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION
M/I HOMES INC COM	COM	55305B101	1,310	89,406	SH		Sole
MAIDEN HOLDINGS LTD SHS	COM	G5753U112	1,180	159,739	SH		Sole
MAKITA CORP ADR NEW	ADR	560877300	1,231	37,137	SH		Sole
MARINEMAX INC COM	COM	567908108	153	14,175	SH		Sole
MARSHALL & ILSLEY CORP NEW COM	COM	571837103	1,454	180,629	SH		Sole

MASTERCARD INC CL A	CL A	57636Q104	9,263	36,470	SH		Sole
MBIA INC COM	COM	55262C100	138	21,942	SH		Sole
MCDONALDS CORP COM	COM	580135101	8,785	131,673	SH		Sole
MECHEL OAO SPONSORED ADR	ADR	583840103	2,274	80,015	SH		Sole
MERCK & CO INC NEW COM	COM	58933Y105	5,347	143,161	SH		Sole
MICROSOFT CORP COM	COM	594918104	6,600	225,350	SH		Sole
MITSUBISHI UFJ FINL GROUP IN	SPONSORED ADR	606822104	768	146,854	SH		Sole
NALCO HOLDING COMPANY COM	COM	62985Q101	8,419	346,049	SH		Sole
NATIONAL GRID PLC SPON ADR NEW	SPONSORED ADR	636274300	3,092	63,419	SH		Sole
NEW YORK CMNTY BANCORP INC COM	COM	649445103	3	193	SH		Sole
NEWTEK BUSINESS SERVICES INC.	COM	652526104	183	146,141	SH		Sole
NORTHEAST UTILS COM	COM	664397106	4	138	SH		Sole
NORTHERN TR CORP COM	COM	665859104	6,611	119,641	SH		Sole
NOVARTIS A G SPONSORED ADR	SPONSORED ADR	66987V109	1,362	25,176	SH		Sole
NOVO-NORDISK A S ADR	ADR	670100205	3,740	48,496	SH		Sole
NRG ENERGY INC COM NEW	COM	629377508	588	28,128	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	3,660	240,783	SH		Sole
NUVEEN EQTY PRM OPPORTUNITY	COM	6706EM102	5,564	415,543	SH		Sole
OCEANEERING INTL INC COM	COM	675232102	1,538	24,227	SH		Sole
OLD REP INTL CORP COM	COM	680223104	1,474	116,251	SH		Sole

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5			COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMEN DISCRETIO
ORACLE CORP COM	COM	68389X105	9,375	364,639	SH		Sole
PARKER HANNIFIN CORP COM	COM	701094104	6,940	107,203	SH		Sole
PENN VA CORP COM	COM	707882106	1,299	53,005	SH		Sole
PETROLEO BRASILEIRO SA PETRO	SPONSORED ADR	71654V408	1,964	44,127	SH		Sole
PFIZER INC COM	COM	717081103	4,662	271,832	SH		Sole
PG&E CORP COM	COM	69331C108	2,931	69,103	SH		Sole
PHILIP MORRIS INTL INC COM	COM	718172109	9,059	173,685	SH		Sole
PLAINS EXPL& PRODTN CO COM	COM	726505100	4,559	152,002	SH		Sole
POSCO SPONSORED ADR	ADR	693483109	1,984	16,959	SH		Sole
POTASH CORP SASK INC COM	COM	73755L107	3,638	30,483	SH		Sole
POWERSHARES GLOBAL ETF TRUST	ETF	73936T474	4,106	173,231	SH		Sole
POWERSHARES QQQ TRUST UNIT SER	ETF	73935A104	54,999	1,142,011	SH		Sole
PPL CORP COM	COM	69351T106	2,300	82,993	SH		Sole
PRAXAIR INC COM	COM	74005P104	10,312	124,236	SH		Sole
PROCTER & GAMBLE CO COM	COM	742718109	21,631	341,889	SH		Sole
PUBLIC SVC ENTERPRISE GROUP COM	COM	744573106	424	14,366	SH		Sole
QUEST DIAGNOSTICS INC COM	COM	74834L100	3,477	59,654	SH		Sole
REGIONS FINANCIAL CORP NEW COM	COM	7591EP100	1,285	163,688	SH		Sole
RESMED INC COM	COM	761152107	2,056	32,309	SH		Sole
ROSETTA RESOURCES INC COM	COM	777779307	5,970	253,492	SH		Sole
ROSS STORES INC COM	COM	778296103	2,441	45,647	SH		Sole
ROVI CORP COM	COM	779376102	8,068	217,287	SH		Sole
ROYAL CARIBBEAN CRUISES LTD COM	COM	V7780T103	262	7,955	SH		Sole
SALESFORCE COM INC COM	COM	79466L302	3,843	51,613	SH		Sole
SANOFI AVENTIS SPONSORED ADR	ADR	80105N105	3,767	100,843	SH		Sole
SARA LEE CORP COM	COM	803111103	7,578	544,017	SH		Sole
SEATTLE GENETICS INC COM	COM	812578102	1,010	84,550	SH		Sole
SELECT SECTOR SPDR TR SBI CONS	ETF	81369Y407	54,658	1,664,362	SH		Sole

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5			COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMEN DISCRETIO
SELECT SECTOR SPDR TR SBI CONS	ETF	81369Y308	1,744	62,429	SH		Sole
SELECT SECTOR SPDR TR SBI HEALTH	ETF	81369Y209	3,774	117,471	SH		Sole
SELECT SECTOR SPDR TR SBI INT-ENE	ETF	81369Y506	2,437	42,362	SH		Sole
SELECT SECTOR SPDR TR SBI INT-FINL	ETF	81369Y605	1,425	89,362	SH		Sole
SELECT SECTOR SPDR TR SBI INT-IN	ETF	81369Y704	39,217	1,255,361	SH		Sole
SELECT SECTOR SPDR TR SBI INT-UTI	ETF	81369Y886	517	17,416	SH		Sole
SELECT SECTOR SPDR TR SBI MATER	ETF	81369Y100	310	9,133	SH		Sole
SEMPRA ENERGY COM	COM	816851109	556	11,140	SH		Sole
SINGAPORE FD INC COM	COM	82929L109	0	22	SH		Sole
SMITHFIELD FOODS INC COM	COM	832248108	1,556	75,022	SH		Sole
SNAP ON INC COM	COM	833034101	2	40	SH		Sole
SOCIEDAD QUIMICA MINERA DE C	SPONSORED ADR	833635105	2,035	54,414	SH		Sole
SOLERA HOLDINGS INC COM	COM	83421A104	5,369	138,921	SH		Sole
SOUTHERN CO COM	COM	842587107	743	22,409	SH		Sole
SPDR DOW JONES INDL AVRG ETF UT	ETF	78467X109	27,454	252,775	SH		Sole
SPDR GOLD TRUST GOLD SHS	ETF	78463V107	2,183	20,033	SH		Sole
SPDR INDEX SHS FDS ASIA PACIF ETF	ETF	78463X301	3,151	41,890	SH		Sole
SPDR INDEX SHS FDS DJ INTL RL ETF	ETF	78463X863	2,154	61,403	SH		Sole
SPDR INDEX SHS FDS EMERG MKTS	ETF	78463X509	3,367	51,261	SH		Sole
SPDR INDEX SHS FDS INTL INDS ETF	ETF	78463X673	305	12,132	SH		Sole
SPDR INDEX SHS FDS S&P INTL ETF	ETF	78463X772	1,541	28,490	SH		Sole
SPDR INDEX SHS FDS S&P INTL SMLCP	ETF	78463X871	3,822	142,917	SH		Sole
SPDR INDEX SHS FDS S&P WRLD EX	ETF	78463X889	9,615	396,496	SH		Sole
SPDR S&P 500 ETF TR UNIT SER 1 S&P	ETF	78462F103	29,511	252,230	SH		Sole
SPDR S&P MIDCAP 400 ETF TR UTSER1	ETF	78467Y107	60,466	422,367	SH		Sole
SPDR SERIES TRUST BARC CAPTL ETF	ETF	78464A474	1,667	55,459	SH		Sole
SPDR SERIES TRUST BARCL CAP TIPS	ETF	78464A656	716	13,975	SH		Sole

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5			COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMEN DISCRETIO
SPDR SERIES TRUST BRCLYS 1-3MT	ETF	78464A680	3,530	76,964	SH		Sole
SPDR SERIES TRUST BRCLYS AGG ETF	ETF	78464A649	8,358	151,458	SH		Sole
SPDR SERIES TRUST BRCLYS INTL ETF	ETF	78464A516	641	11,459	SH		Sole
SPDR SERIES TRUST BRCLYS MUNI	ETF	78464A458	9,677	426,106	SH		Sole
SPDR SERIES TRUST BRCLYS SHRT	ETF	78464A425	1,687	70,411	SH		Sole
SPDR SERIES TRUST BRCLYS YLD ETF	ETF	78464A417	5,884	147,881	SH		Sole
SPDR SERIES TRUST DB INT GVT ETF	ETF	78464A490	753	13,586	SH		Sole
SPDR SERIES TRUST DJ REIT ETF	ETF	78464A607	4,885	90,874	SH		Sole
SPDR SERIES TRUST DJ SML CAP ETF	ETF	78464A813	415	7,202	SH		Sole
SPDR SERIES TRUST DJ SML GRWTH	ETF	78464A201	29	315	SH		Sole
SPDR SERIES TRUST S&P DIVID ETF	ETF	78464A763	11,798	239,254	SH		Sole

SPDR SERIES TRUST S&P METALS	ETF	78464A755	21	372	SH	Sole
SPDR SERIES TRUST S&P RETAIL ETF	ETF	78464A714	73,813	1,787,249	SH	Sole
SPDR SERIES TRUST SPDR KBW INS	ETF	78464A789	762	18,464	SH	Sole
ST MARY LD & EXPL CO COM	COM	792228108	1	31	SH	Sole
STERICYCLE INC COM	COM	858912108	1,180	21,655	SH	Sole
STEWART INFORMATION SVCS COR	COM	860372101	145	10,491	SH	Sole
STRYKER CORP COM	COM	863667101	12,280	214,607	SH	Sole
SUNTRUST BKS INC COM	COM	867914103	171	6,386	SH	Sole
SYBASE INC COM	COM	871130100	9,101	195,213	SH	Sole
SYMANTEC CORP COM	COM	871503108	5,950	351,504	SH	Sole
TALEO CORP CL A	CL A	87424N104	1,023	39,482	SH	Sole
TARGACEPT INC COM	COM	87611R306	1,077	54,787	SH	Sole
TARGET CORP COM	COM	87612E106	16,476	313,239	SH	Sole
TERRA INDS INC COM	COM	880915103	1	26	SH	Sole
TESSERA TECHNOLOGIES INC COM	COM	88164L100	1,048	51,654	SH	Sole
TEVA PHARMACEUTICAL INDS LTD ADR	ADR	881624209	2,199	34,862	SH	Sole
TOTAL S A SPONSORED ADR	SPONSORED ADR	89151E109	4,815	82,985	SH	Sole

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5			COLUMN 6	COLUMN
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION	OTHER MANAGE
TOWER GROUP INC COM	COM	891777104	1,137	51,287	SH		Sole	01
TOYOTA MOTOR CORP SP ADR REP2	COM	892331307	3,943	49,036	SH		Sole	01
TRANSOCEAN LTD REG SHS	COM	H8817H100	5,256	60,852	SH		Sole	01
TREEHOUSE FOODS INC COM	COM	89469A104	5,620	128,105	SH		Sole	01
TUPPERWARE BRANDS CORP COM	COM	899896104	9,145	189,642	SH		Sole	01
TUTOR PERINI CORP COM	COM	901109108	1,162	53,409	SH		Sole	01
TYCO ELECTRONICS LTD SWITZER SHS	COM	H8912P106	7,025	255,625	SH		Sole	01
UAL CORP.	COM	902549807	47	2,409	SH		Sole	
UBS AG SHS NEW	COM	H89231338	1,106	67,907	SH		Sole	01
UGI CORP NEW COM	COM	902681105	1,447	54,517	SH		Sole	01
UNISOURCE ENERGY CORP COM	COM	909205106	1,087	34,582	SH		Sole	01
UNITED TECHNOLOGIES CORP COM	COM	913017109	16,565	225,040	SH		Sole	01
UNUM GROUP COM	COM	91529Y106	5	213	SH		Sole	01
USANA HEALTH SCIENCES INC COM	COM	90328M107	931	29,639	SH		Sole	01
VALE S A ADR	ADR	91912E105	2,194	68,165	SH		Sole	01
VANGUARD BD INDEX FD INC TOTAL	ETF	921937835	985	12,436	SH		Sole	01
VANGUARD INDEX FDS GROWTH ETF	ETF	922908736	16,819	302,788	SH		Sole	01
VANGUARD INDEX FDS REIT ETF	ETF	922908553	747	15,300	SH		Sole	01
VANGUARD INDEX FDS SM CP VAL ETF	ETF	922908611	4,666	77,741	SH		Sole	01
VANGUARD INDEX FDS SMALL CP ETF	ETF	922908751	48	762	SH		Sole	01
VANGUARD INDEX FDS SML CP GRW	ETF	922908595	6,263	95,909	SH		Sole	01
VANGUARD INDEX FDS VALUE ETF	ETF	922908744	24,960	494,545	SH		Sole	01
VANGUARD INTL EQUITY INDEX F EMR	ETF	922042858	7,541	178,898	SH		Sole	01
VANGUARD INTL EQUITY INDEX F EURP	ETF	922042874	14,366	298,488	SH		Sole	01
VANGUARD INTL EQUITY INDEX F FTSE	ETF	922042718	1,601	18,724	SH		Sole	01
VANGUARD INTL EQUITY INDEX F PAC	ETF	922042866	8,368	153,311	SH		Sole	01
VANGUARD TAX-MANAGED FD EUROPE	ETF	921943858	6,445	186,154	SH		Sole	01

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5			COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION
VERIZON COMMUNICATIONS INC.	COM	92343V104	26	832	SH		Sole
VIAD CORP COM NEW	COM	92552R406	744	36,214	SH		Sole
VISA INC COM CL A	CL A	92826C839	6,662	73,181	SH		Sole
VODAFONE GROUP PLC NEW SPONS	ADR	92857W209	8,946	383,798	SH		Sole
WAL MART STORES INC COM	COM	931142103	7,616	136,971	SH		Sole
WALGREEN CO COM	COM	931422109	10,245	276,221	SH		Sole
WALTER ENERGY INC COM	COM	93317Q105	3	35	SH		Sole
WALTER INVT MGMT CORP COM	COM	93317W102	0	13	SH		Sole
WARNACO GROUP INC COM NEW	COM	934390402	3,245	68,020	SH		Sole
WASHINGTON FED INC COM	COM	938824109	3	132	SH		Sole
WATERS CORP COM	COM	941848103	9,453	139,963	SH		Sole
WESTPAC BKG CORP SPONSORED	SPONSORED ADR	961214301	3,762	29,603	SH		Sole
WILLIAMS COS INC DEL COM	COM	969457100	2,125	91,973	SH		Sole
XL CAP LTD CL A	CL A	G98255105	1,542	81,579	SH		Sole
XTO ENERGY INC COM	COM	98385X106	6,744	142,932	SH		Sole
YAHOO INC COM	COM	984332106	7,031	425,320	SH		Sole
YANZHOU COAL MNG CO LTD SPON	SPONSORED ADR	984846105	2,249	93,311	SH		Sole