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GENWORTH FINANCIAL INC
Form 13F-HR
May 13, 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: March 31, 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 May 13, 2009

[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).)

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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: 267 lines
 Form 13F Information Table Value Total: 1,660,025
 (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	
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR SH/ PRN AMT	PUT/ PRN CALL	INVESTMENT DISCRETION

3M CO COM	COM	88579Y101	15,843	318,647 SH		Sole
ABB LTD SPONSORED ADR	SPONSORED ADR	000375204	2,383	170,944 SH		Sole
ADAPTEC INC COM	COM	00651F108	203	84,565 SH		Sole
ADVANCE AUTO PARTS INC COM	COM	00751Y106	5	114 SH		Sole
AES CORP COM	COM	00130H105	4,807	827,401 SH		Sole
AGRIUM INC COM	COM	008916108	3,255	90,945 SH		Sole
AIR PRODS & CHEMS INC COM	COM	009158106	6	100 SH		Sole
AIRGAS INC COM	COM	009363102	4,362	129,019 SH		Sole
ALBERTO CULVER CO NEW COM	COM	013078100	128	5,665 SH		Sole
ALLEGHENY ENERGY INC COM	COM	017361106	1,947	84,016 SH		Sole
ALTRIA GROUP INC COM	COM	02209S103	3	200 SH		Sole
AMERICA MOVIL SAB DE CV SPON	ADR	02364W105	1,058	39,063 SH		Sole
AMERICAN ELEC PWR INC COM	COM	025537101	2,365	93,622 SH		Sole
AMERICAN EXPRESS CO COM	COM	025816109	0	3 SH		Sole
ANADARKO PETE CORP COM	COM	032511107	1,624	41,749 SH		Sole
ANSYS INC COM	COM	03662Q105	5,885	234,461 SH		Sole
ARKANSAS BEST CORP DEL COM	COM	040790107	89	4,666 SH		Sole
ASSURED GUARANTY LTD COM	COM	G0585R106	99	14,629 SH		Sole
AUTOMATIC DATA PROCESSING IN	COM	053015103	8,004	227,646 SH		Sole
AXA SPONSORED ADR	SPONSORED ADR	054536107	4,934	411,889 SH		Sole
AXCELIS TECHNOLOGIES INC COM	COM	054540109	46	119,929 SH		Sole
BAIDU INC SPON ADR REP A	ADR	056752108	1,610	9,116 SH		Sole

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BANCO BRADESCO S A SP ADR PFD	SPONSORED ADR	059460303	1,123	113,442	SH	Sole
BANK OF NEW YORK MELLON CORP	COM	064058100	3,652	129,267	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
BARD C R INC COM	COM	067383109	4,424	55,498	SH	Sole
BAXTER INTL INC COM	COM	071813109	12,832	250,533	SH	Sole
BECTON DICKINSON & CO COM	COM	075887109	6,858	101,987	SH	Sole
BHP BILLITON LTD SPONSORED ADR	ADR	088606108	2,010	45,066	SH	Sole
BJS WHOLESALE CLUB INC COM	COM	05548J106	2	73	SH	Sole
BLACKROCK MUNIHOLDINGS N Y I	COM	09255C106	0	11	SH	Sole
BLACKROCK MUNIYIELD CALIF IN COM	COM	09254N103	0	30	SH	Sole
BOEING CO COM	COM	097023105	3,902	109,659	SH	Sole
BOWNE & CO INC COM	COM	103043105	79	24,620	SH	Sole
BP PLC SPONSORED ADR	ADR	055622104	1,715	42,768	SH	Sole
BRISTOL MYERS SQUIBB CO COM	COM	110122108	8,499	387,746	SH	Sole
BRITISH AMERN TOB PLC	SPONSORED ADR	110448107	1,559	33,892	SH	Sole
BURLINGTON NORTHN SANTA FE C	COM	12189T104	4,530	75,316	SH	Sole
CELANESE CORP DEL COM SER A	COM	150870103	2	147	SH	Sole
CEPHALON INC COM	COM	156708109	5,242	76,972	SH	Sole
CHATTEM INC COM	COM	162456107	4,253	75,876	SH	Sole
CHINA LIFE INS CO LTD SPON ADR	SPONSORED ADR	16939P106	1,821	36,975	SH	Sole
CHINA MOBILE LIMITED SPONSORED	ADR	16941M109	2,769	63,624	SH	Sole
CIMAREX ENERGY CO COM	COM	171798101	0	26	SH	Sole
CISCO SYS INC COM	COM	17275R102	7,429	442,994	SH	Sole
CMS ENERGY CORP COM	COM	125896100	3,162	267,082	SH	Sole
CNOOC LTD SPONSORED ADR	SPONSORED ADR	126132109	1,233	12,255	SH	Sole
COCA COLA CO COM	COM	191216100	7,560	172,021	SH	Sole
COCA COLA FEMSA S A B DE C V SPO	ADR	191241108	1,570	46,098	SH	Sole
COGNIZANT TECHNOLOGY SOLUTIO	CL A	192446102	3,999	192,367	SH	Sole
COLGATE PALMOLIVE CO COM	COM	194162103	14,464	245,235	SH	Sole
COMCAST CORP NEW CL A	CL A	20030N101	4,579	335,674	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
COMCAST CORP NEW CL A SPL	SPL	20030N200	1,761	136,854	SH	Sole
COMERICA INC COM	COM	200340107	51	2,798	SH	Sole
COMPANHIA DE BEBIDAS DAS AME	ADR	20441W203	93	1,949	SH	Sole
COMPANHIA SIDERURGICA NACION	SPONSORED ADR	20440W105	956	64,412	SH	Sole
COMPANHIA VALE DO RIO DOCE	SPONSORED ADR	204412209	1,390	104,524	SH	Sole
COMPANIA CERVECERIAS UNIDAS	SPONSORED ADR	204429104	1,244	44,279	SH	Sole
CORE LABORATORIES N V COM	COM	N22717107	4,212	57,575	SH	Sole
CORNING INC COM	COM	219350105	2,500	188,419	SH	Sole
COVIDIEN LTD COM	COM	G2552X108	4,344	130,680	SH	Sole

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CREDIT SUISSE GROUP SPONSORED	ADR	225401108	1,828	59,961	SH	Sole
CTRIIP COM INTL LTD ADR	SPONSORED ADR	22943F100	1,378	50,286	SH	Sole
CVS CAREMARK CORPORATION COM	COM	126650100	1,481	53,878	SH	Sole
DELTA AIR LINES INC.	COM	247361702	65	11,466	SH	Sole
DEVON ENERGY CORP NEW COM	COM	25179M103	1,629	36,443	SH	Sole
DIAMOND OFFSHORE DRILLING IN	COM	25271C102	8,238	131,055	SH	Sole
DOLLAR THRIFTY AUTOMOTIVE GP	COM	256743105	37	32,166	SH	Sole
DR REDDYS LABS LTD ADR	ADR	256135203	1,333	141,007	SH	Sole
E M C CORP MASS COM	COM	268648102	1,383	121,288	SH	Sole
EATON VANCE CORP COM NON VTG	COM	278265103	182	7,964	SH	Sole
EATON VANCE INS MUN BD FD COM	COM	27827X101	0	1	SH	Sole
EATON VANCE TX MNG BY WRT OP	COM	27828Y108	1,660	157,330	SH	Sole
EATON VANCE TXMGD GL BUYWR OP	COM	27829C105	1,514	160,399	SH	Sole
EMERSON ELEC CO COM	COM	291011104	6,810	238,275	SH	Sole
ENERGY CORP NEW COM	COM	29364G103	2,028	29,789	SH	Sole
ERICSSON L M TEL CO ADR B SEK 10	ADR	294821608	3,303	408,340	SH	Sole
EXELON CORP COM	COM	30161N101	2,599	57,258	SH	Sole
EXXON MOBIL CORP COM	COM	30231G102	8,977	131,819	SH	Sole

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	C
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ CALL	INVESTMENT DISCRETION M
FACTSET RESH SYS INC COM	COM	303075105	8,064	161,312	SH	Sole
FAIRPOINT COMMUNICATIONS	COM	305560104	0	15	SH	Sole
FASTENAL CO COM	COM	311900104	6,168	191,806	SH	Sole
FIFTH STREET FINANCE CORP	COM	31678A103	11,404	1,473,379	SH	Sole
FIRST HORIZON NATL CORP COM	COM	320517105	1	113	SH	Sole
FIRST SOLAR INC COM	COM	336433107	27	200	SH	Sole
FIRST TR EXCHANGE TRADED FD UTIL	ETF	33734X184	120	10,316	SH	Sole
FIRSTENERGY CORP COM	COM	337932107	377	9,774	SH	Sole
FPL GROUP INC COM	COM	302571104	444	8,757	SH	Sole
FRANCE TELECOM SPONSORED ADR	ADR	35177Q105	1,963	86,637	SH	Sole
FRESENIUS KABI PHARMACEUTHLD	RIGHT	35802M115	0	2	SH	Sole
FRESENIUS MED CARE AG&CO KGA	SPONSORED ADR	358029106	1,497	38,678	SH	Sole
GAMESTOP CORP NEW CL A	CL A	36467W109	6,277	224,031	SH	Sole
GENERAL DYNAMICS CORP COM	COM	369550108	7,810	187,796	SH	Sole
GENERAL ELECTRIC CO COM	COM	369604103	554	54,784	SH	Sole
GILEAD SCIENCES INC COM	COM	375558103	5	100	SH	Sole
GROUPE CGI INC CL A SUB VTG	CL A SUB VTG	39945C109	3,536	442,049	SH	Sole
GRUPO TELEVISIA SA DE CV REP	SPONSORED ADR	40049J206	1,055	77,377	SH	Sole
HALLIBURTON CO COM	COM	406216101	4,401	284,488	SH	Sole
HANSEN NAT CORP COM	COM	411310105	3,724	103,439	SH	Sole
HARRIS CORP DEL COM	COM	413875105	1,030	35,577	SH	Sole
HARSCO CORP COM	COM	415864107	1	47	SH	Sole
HDFC BANK LTD ADR REPS 3 SHS	ADR	40415F101	2,276	37,348	SH	Sole
HEWLETT PACKARD CO COM	COM	428236103	6,077	189,552	SH	Sole
HOLOGIC INC.	COM	436440101	126	9,632	SH	Sole
HUDSON CITY BANCORP COM	COM	443683107	4,817	412,033	SH	Sole
IHS INC CL A	CL A	451734107	12,225	296,858	SH	Sole

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COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ CALL	INVESTMENT DISCRETION
ILLINOIS TOOL WKS INC COM	COM	452308109	5,786	187,565	SH	Sole
IMMUCOR INC COM	COM	452526106	4,561	181,371	SH	Sole
ING GLOBAL EQTY DIV & PREM O COM	COM	45684E107	1,504	163,133	SH	Sole
INGERSOLL-RAND COMPANY LTD CL A	CL A	G4776G101	1,531	110,918	SH	Sole
INTERNATIONAL BUSINESS MACHS	COM	459200101	12,886	132,997	SH	Sole
INTUIT COM	COM	461202103	5,943	220,106	SH	Sole
ISHARES COMEX GOLD TR ISHARES	ETF	464285105	5	52	SH	Sole
ISHARES TR BARCLYS 10-20YR	ETF	464288653	16	135	SH	Sole
ISHARES TR BARCLYS 1-3 YR	ETF	464287457	324,648	3,850,191	SH	Sole
ISHARES TR BARCLYS 1-3YR CR	ETF	464288646	532	5,381	SH	Sole
ISHARES TR BARCLYS 3-7 YR	ETF	464288661	4,687	40,807	SH	Sole
ISHARES TR BARCLYS INTER CR	ETF	464288638	6,768	71,892	SH	Sole
ISHARES TR BARCLYS MBS BD	ETF	464288588	5,176	48,855	SH	Sole
ISHARES TR BARCLYS SH TREA	ETF	464288679	209,234	1,897,124	SH	Sole
ISHARES TR BARCLYS TIPS BD	ETF	464287176	5,411	52,660	SH	Sole
ISHARES TR DJ US INDEX FD	ETF	464287846	18	469	SH	Sole
ISHARES TR DJ US UTILS	ETF	464287697	0	7	SH	Sole
ISHARES TR IBOXX INV CPBD	ETF	464287242	203,061	2,157,474	SH	Sole
ISHARES TR LRGE CORE INDX	ETF	464287127	1,342	29,169	SH	Sole
ISHARES TR LRGE GRW INDX	ETF	464287119	1,794	43,754	SH	Sole
ISHARES TR MSCI ACWI INDX	ETF	464288257	74	2,599	SH	Sole
ISHARES TR MSCI EAFE IDX	ETF	464287465	15,608	415,225	SH	Sole
ISHARES TR MSCI EMERG MKT	ETF	464287234	12,728	513,016	SH	Sole
ISHARES TR MSCI SMALL CAP	ETF	464288273	26	1,139	SH	Sole
ISHARES TR RUSSELL 1000	ETF	464287622	5,225	120,805	SH	Sole
ISHARES TR RUSSELL MCP GR	ETF	464287481	49	1,637	SH	Sole
ISHARES TR RUSSELL MCP VL	ETF	464287473	7,956	332,190	SH	Sole

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ CALL	INVESTMENT DISCRETION
ISHARES TR RUSSELL 1000GRW	ETF	464287614	2,353	67,080	SH	Sole
ISHARES TR RUSSELL 1000VAL	ETF	464287598	229	5,629	SH	Sole
ISHARES TR S&P 100 IDX FD	ETF	464287101	1,626	43,101	SH	Sole
ISHARES TR S&P 500 INDEX	ETF	464287200	78,536	986,387	SH	Sole
ISHARES TR S&P GBL ENER	ETF	464287341	1	30	SH	Sole
ISHARES TR S&P GL UTILITI	ETF	464288711	14,725	386,572	SH	Sole
ISHARES TR S&P GLB100INDX	ETF	464287572	275	6,516	SH	Sole
ISHARES TR S&P500 GRW	ETF	464287309	70,401	1,681,831	SH	Sole
ISHARES TR US PFD STK IDX	ETF	464288687	819	35,943	SH	Sole
JACK IN THE BOX INC COM	COM	466367109	2	73	SH	Sole
JAKKS PAC INC COM	COM	47012E106	87	7,049	SH	Sole
JARDEN CORP COM	COM	471109108	110	8,709	SH	Sole
JOHNSON & JOHNSON COM	COM	478160104	5,525	105,045	SH	Sole
JPMORGAN CHASE & CO COM	COM	46625H100	6,003	225,839	SH	Sole

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KANSAS CITY SOUTHERN COM NEW	COM	485170302	1	51 SH	Sole
KEYCORP NEW COM	COM	493267108	59	7,506 SH	Sole
KRAFT FOODS INC CL A	CL A	50075N104	4,444	199,357 SH	Sole
K-SWISS INC CL A	CL A	482686102	53	6,247 SH	Sole
LEAR CORP COM	COM	521865105	11	14,803 SH	Sole
LIFE TECHNOLOGIES CORP COM	COM	53217V109	2	74 SH	Sole
LKQ CORP COM	COM	501889208	5,423	380,028 SH	Sole
LORILLARD INC COM	COM	544147101	3	45 SH	Sole
LOWES COS INC COM	COM	548661107	11,063	606,212 SH	Sole
MARINEMAX INC COM	COM	567908108	75	38,419 SH	Sole
MARSHALL & ILSLEY CORP NEW COM	COM	571837103	35	6,266 SH	Sole
MASTERCARD INC CL A	CL A	57636Q104	9,189	54,866 SH	Sole
MBIA INC COM	COM	55262C100	65	14,217 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
MCDONALDS CORP COM	COM	580135101	7,818	143,265 SH	Sole	
MICROSOFT CORP COM	COM	594918104	4,888	266,095 SH	Sole	
MIDCAP SPDR TR UNIT SER 1	UIT	595635103	3	29 SH	Sole	
MITSUBISHI UFJ FINL GROUP IN	SPONSORED ADR	606822104	6,089	1,237,664 SH	Sole	
NATIONAL GRID PLC SPON ADR NEW	SPONSORED ADR	636274300	4,602	119,105 SH	Sole	
NET SERVICOS DE COMUNICACAO	SPONSORED ADR	64109T201	1,387	191,375 SH	Sole	
NEW YORK CMNTY BANCORP INC	COM	649445103	2	193 SH	Sole	
NEWTEK BUSINESS SERVICES INC.	COM	652526104	54	146,141 SH	Sole	
NFJ DIVID INT & PREM STRTGY COM	COM	65337H109	1,209	120,945 SH	Sole	
NIKE INC CL B	CL B	654106103	8,635	184,159 SH	Sole	
NORTHEAST UTILS COM	COM	664397106	3	138 SH	Sole	
NORTHERN TR CORP COM	COM	665859104	6,585	110,082 SH	Sole	
NOVARTIS A G SPONSORED ADR	SPONSORED ADR	66987V109	3,701	97,826 SH	Sole	
NOVO-NORDISK A S ADR	ADR	670100205	1,633	34,035 SH	Sole	
NRG ENERGY INC COM NEW	COM	629377508	1,449	82,348 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	1,463	107,168 SH	Sole	
NUVEEN EQTY PRM OPPORTUNITYF	COM	6706EM102	1,632	160,761 SH	Sole	
NUVEEN INSD DIVID ADVANTAGE COM	COM	67071L106	1	96 SH	Sole	
NV ENERGY INC COM	COM	67073Y106	92	9,843 SH	Sole	
O REILLY AUTOMOTIVE INC COM	COM	686091109	8,177	233,574 SH	Sole	
OCEANEERING INTL INC COM	COM	675232102	3,410	92,477 SH	Sole	
OLD REP INTL CORP COM	COM	680223104	96	8,858 SH	Sole	
ORACLE CORP COM	COM	68389X105	9,415	521,029 SH	Sole	
P T TELEKOMUNIKASI INDONESIA	SPONSORED ADR	715684106	1,430	55,661 SH	Sole	
PACCAR INC COM	COM	693718108	6,207	240,950 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 AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION
PALL CORP COM	COM	696429307	5,808	284,302	SH		Sole
PAR PHARMACEUTICAL COS INC COM	COM	69888P106	102	10,792	SH		Sole
PEPSICO INC COM	COM	713448108	12,593	244,610	SH		Sole
PETROLEO BRASILEIRO SA PETRO	SPONSORED ADR	71654V408	164	5,366	SH		Sole
PG&E CORP COM	COM	69331C108	3,204	83,837	SH		Sole
PHILIP MORRIS INTL INC COM	COM	718172109	8,018	225,358	SH		Sole
PHILIPPINE LONG DISTANCE TEL	SPONSORED ADR	718252604	1,144	25,930	SH		Sole
PNC FINL SVCS GROUP INC COM	COM	693475105	34	1,168	SH		Sole
POPULAR INC COM	COM	733174106	35	16,267	SH		Sole
POSCO SPONSORED ADR	ADR	693483109	190	2,845	SH		Sole
POTASH CORP SASK INC COM	COM	73755L107	24	300	SH		Sole
POWERSHARES ETF TRUST DYN UTIL	ETF	73935X591	228	17,401	SH		Sole
POWERSHARES ETF TRUST DYNM	ETF	73935X609	696	67,064	SH		Sole
POWERSHARES ETF TRUST ZACKS	ETF	73935X740	8	1,176	SH		Sole
POWERSHS DB MULTI SECT COMM DB	ETF	73936B408	7,672	313,266	SH		Sole
PPL CORP COM	COM	69351T106	2,359	82,159	SH		Sole
PRAXAIR INC COM	COM	74005P104	8,366	124,323	SH		Sole
PROCTER & GAMBLE CO COM	COM	742718109	19,128	406,201	SH		Sole
PUBLIC SVC ENTERPRISE GROUP	COM	744573106	858	29,131	SH		Sole
QUEST DIAGNOSTICS INC COM	COM	74834L100	176	3,701	SH		Sole
RESEARCH IN MOTION LTD COM	COM	760975102	1,420	32,931	SH		Sole
RESMED INC COM	COM	761152107	3,919	110,893	SH		Sole
ROPER INDS INC NEW COM	COM	776696106	3,793	89,352	SH		Sole
ROYAL CARIBBEAN CRUISES LTD	COM	V7780T103	41	5,162	SH		Sole
RYDEX ETF TRUST TOP 50 ETF	ETF	78355W205	558	8,937	SH		Sole
SARA LEE CORP COM	COM	803111103	1,730	214,079	SH		Sole
SCHLUMBERGER LTD COM	COM	806857108	4	100	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
SELECT SECTOR SPDR TR SBI							
INT-UTILS	COM	81369Y886	438	17,138	SH		Sole
SEMPRA ENERGY COM	COM	816851109	328	7,093	SH		Sole
SINGAPORE FD INC COM	COM	82929L109	0	26	SH		Sole
SMITHFIELD FOODS INC COM	COM	832248108	114	12,051	SH		Sole
SNAP ON INC COM	COM	833034101	1	40	SH		Sole
SPDR GOLD TRUST GOLD SHS	ETF	78463V107	13,443	148,899	SH		Sole
SPDR INDEX SHS FDS DJWS INTL REA	ETF	78463X863	12	530	SH		Sole
SPDR SERIES TRUST BRCLYS 1-3MT	ETF	78464A680	52	1,136	SH		Sole
SPDR SERIES TRUST DJWS LGCAP GR	ETF	78464A409	694	20,332	SH		Sole
ST MARY LD & EXPL CO COM	COM	792228108	0	31	SH		Sole
STAPLES INC COM	COM	855030102	2,385	131,673	SH		Sole
STERICYCLE INC COM	COM	858912108	5,738	120,210	SH		Sole
STEWART INFORMATION SVCS COR	COM	860372101	133	6,796	SH		Sole
STRYKER CORP COM	COM	863667101	8,387	246,397	SH		Sole
SYBASE INC COM	COM	871130100	8,833	291,629	SH		Sole
SYMANTEC CORP COM	COM	871503108	4,355	291,530	SH		Sole
SYNGENTA AG SPONSORED ADR	ADR	87160A100	3,657	91,163	SH		Sole
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED						

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TARGET CORP COM	ADR	874039100	1,868	208,716	SH	Sole
TENARIS S A SPONSORED ADR	COM	87612E106	12,085	351,405	SH	Sole
TERRA INDS INC COM	ADR	88031M109	41	2,040	SH	Sole
TEVA PHARMACEUTICAL INDS LTD	COM	880915103	1	26	SH	Sole
TOTAL S A SPONSORED ADR	ADR	881624209	188	4,171	SH	Sole
TOYOTA MOTOR CORP SP ADR REP	SPONSORED					
	ADR	89151E109	5,067	103,279	SH	Sole
	SPONSORED					
	ADR	892331307	3,152	49,800	SH	Sole
TRACTOR SUPPLY CO COM	COM	892356106	100	2,774	SH	Sole
TRANSOCEAN LTD REG SHS ADDED		H8817H100	3,536	60,093	SH	Sole
TYCO ELECTRONICS LTD COM NEW	NEW	G9144P105	4,353	394,259	SH	Sole

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COLUMN 7
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR SH/ PRN AMT	PUT/ CALL	INVESTMENT DISCRETION
UAL CORP.	COM	902549807	11	2,409	SH	Sole
UBS AG SHS NEW	NEW	H89231338	0	37	SH	Sole
UNITED CMNTY BKS BLAIRSVLE G	CAP STK	90984P105	2	380	SH	Sole
UNITED TECHNOLOGIES CORP COM	COM	913017109	6,918	160,958	SH	Sole
UNUM GROUP COM	COM	91529Y106	3	213	SH	Sole
VANGUARD INDEX FDS GROWTH ETF	ETF	922908736	631	16,884	SH	Sole
VANGUARD INDEX FDS LARGE CAP	ETF	922908637	26	724	SH	Sole
VANGUARD INDEX FDS VALUE ETF	ETF	922908744	5	158	SH	Sole
VANGUARD INTL EQUITY INDEX F EMR	ETF	922042858	0	19	SH	Sole
VANGUARD INTL EQUITY INDEX F TT	ETF	922042742	325	11,211	SH	Sole
VANGUARD TAX-MANAGED FD EUROP	ETF	921943858	11	458	SH	Sole
VANGUARD WORLD FD MEGA CAP GRWTH	INDEX	921910873	20	707	SH	Sole
VERIZON COMMUNICATIONS INC.	COM	92343V104	25	832	SH	Sole
VODAFONE GROUP PLC NEW SPONS	ADR	92857W209	6,441	369,765	SH	Sole
VULCAN MATLS CO COM	COM	929160109	5,028	113,535	SH	Sole
WAL MART STORES INC COM	COM	931142103	5,055	97,026	SH	Sole
WALGREEN CO COM	COM	931422109	12,001	462,294	SH	Sole
WALTER INDS INC COM	COM	93317Q105	1	35	SH	Sole
WASHINGTON FED INC COM	COM	938824109	2	132	SH	Sole
WATERS CORP COM	COM	941848103	7,998	216,444	SH	Sole
WILLIAMS COS INC DEL COM	COM	969457100	1,288	113,210	SH	Sole
WISDOMTREE TRUST INTL UTILITIES	UTILITIES	97717W653	4	202	SH	Sole
WYETH COM	COM	983024100	2,656	61,708	SH	Sole
XL CAP LTD CL A	CL A	G98255105	99	18,160	SH	Sole
YAHOO INC COM	COM	984332106	5,061	395,106	SH	Sole
YUM BRANDS INC COM	COM	988498101	4,611	167,805	SH	Sole