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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: September 30, 2009

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

[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: 344 lines

Form 13F Information Table Value Total: 1,813,548
(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 NAME OF ISSUER	COLUMN 2 TITLE OF CLASS	COLUMN 3 CUSIP	COLUMN 4 VALUE (x\$1000)	COLUMN 5 SHRS OR SH/ PRN AMT	COLUMN 6 PUT/ CALL	INVESTMENT DISCRETION
3M CO COM	COM	88579Y101	24,833	336,494 SH		Sole
ABB LTD SPONSORED ADR	SPONSORED ADR	000375204	2,936	146,501 SH		Sole
ACE LTD SHS	COM	H0023R105	2	32 SH		Sole
ADAPTEC INC COM	COM	00651F108	494	147,962 SH		Sole
ADVANCE AUTO PARTS INC COM	COM	00751Y106	4	114 SH		Sole
AEROVIRONMENT INC COM	COM	008073108	1	29 SH		Sole
AES CORP COM	COM	00130H105	11,706	789,902 SH		Sole
AGRIUM INC COM	COM	008916108	3,149	63,254 SH		Sole
AIRGAS INC COM	COM	009363102	5,275	109,050 SH		Sole
ALBEMARLE CORP COM	COM	012653101	3,194	92,314 SH		Sole
ALEXANDER & BALDWIN INC COM	COM	014482103	344	10,718 SH		Sole
ALLEGHENY ENERGY INC COM	COM	017361106	2,230	84,103 SH		Sole
ALLIANCE DATA SYSTEMS CORP COM	COM	018581108	2	29 SH		Sole
ALTERA CORP COM	COM	021441100	2,909	141,813 SH		Sole
AMERICA MOVIL SAB DE CV SPON ADR	ADR	02364W105	1,315	29,994 SH		Sole
AMERICAN ELEC PWR INC COM	COM	025537101	4,711	152,001 SH		Sole
AMERICAN EXPRESS CO COM	COM	025816109	0	2 SH		Sole
ANADARKO PETE CORP COM	COM	032511107	2,163	34,474 SH		Sole
ANSYS INC COM	COM	03662Q105	11,280	301,448 SH		Sole
AQUA AMERICA INC COM	COM	03836W103	2	106 SH		Sole
ARKANSAS BEST CORP DEL COM	COM	040790107	244	8,148 SH		Sole
ASSOCIATED BANC CORP COM	COM	045487105	159	13,934 SH		Sole
ASSURED GUARANTY LTD COM	COM	G0585R106	499	25,686 SH		Sole
AUTOLIV INC COM	COM	052800109	617	18,371 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/ CALL	INVESTMENT DISCRETION
AUTOMATIC DATA PROCESSING IN	COM	053015103	8,368	212,917	SH		Sole
AXA SPONSORED ADR	SPONSORED ADR	054536107	8,742	323,182	SH		Sole
BAIDU INC SPON ADR REP A	ADR	056752108	3,153	8,064	SH		Sole
BANCO BRADESCO S A SP ADR PFD	SPONSORED ADR	059460303	1,838	92,422	SH		Sole
BANK OF AMERICA CORPORATION	COM	060505104	2,633	155,597	SH		Sole
BARD C R INC COM	COM	067383109	3,781	48,101	SH		Sole
BAXTER INTL INC COM	COM	071813109	13,435	235,653	SH		Sole
BECTON DICKINSON & CO COM	COM	075887109	6,683	95,808	SH		Sole
BHP BILLITON LTD SPONSORED ADR	ADR	088606108	2,528	38,293	SH		Sole
BJS WHOLESALE CLUB INC COM	COM	05548J106	3	73	SH		Sole
BLACKROCK ENH CAP & INC FD I COM	COM	09256A109	2,612	178,061	SH		Sole
BLACKROCK INTL GRWTH & INC T COM	COM	092524107	6,596	555,182	SH		Sole
BOEING CO COM	COM	097023105	5,179	95,635	SH		Sole
BOWNE & CO INC COM	COM	103043105	337	43,809	SH		Sole
BP PLC SPONSORED ADR	ADR	055622104	1,936	36,372	SH		Sole
BRISTOL MYERS SQUIBB CO COM	COM	110122108	5,001	222,068	SH		Sole
BRITISH AMERN TOB PLC SPONSORED	SPONSORED ADR	110448107	1,822	28,814	SH		Sole
BURLINGTON NORTHN SANTA FE C	COM	12189T104	5,220	65,391	SH		Sole
C H ROBINSON WORLDWIDE INC COM	COM	12541W209	2	27	SH		Sole
CAPELLA EDUCATION COMPANY COM	COM	139594105	1	20	SH		Sole
CAVIUM NETWORKS INC COM	COM	14965A101	1	66	SH		Sole
CELANESE CORP DEL COM SER A	COM	150870103	4	147	SH		Sole
CEPHALON INC COM	COM	156708109	6,296	108,097	SH		Sole
CF INDS HLDGS INC COM	COM	125269100	1	13	SH		Sole
CHATTEM INC COM	COM	162456107	6,855	103,221	SH		Sole
CHEVRON CORP NEW COM	COM	166764100	3,712	52,698	SH		Sole
CHINA LIFE INS CO LTD SPON ADR REP	SPONSORED ADR	16939P106	1,924	29,276	SH		Sole
CHINA MOBILE LIMITED SPONSORED	ADR	16941M109	2,489	50,685	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/ CALL	INVESTMENT DISCRETION
CHIPOTLE MEXICAN GRILL INC CL B	CL B	169656204	1	13	SH		Sole
CHUBB CORP COM	COM	171232101	2,970	58,907	SH		Sole
CIMAREX ENERGY CO COM	COM	171798101	1	26	SH		Sole
CISCO SYS INC COM	COM	17275R102	6,424	272,912	SH		Sole
CITIZENS BANKING CORPORATION	COM	174420109	1,071	1,355,895	SH		Sole
CLEAN HARBORS INC COM	COM	184496107	2	35	SH		Sole
CLEARWIRE CORP NEW CL A	CL A	18538Q105	2	189	SH		Sole
CMS ENERGY CORP COM	COM	125896100	4,228	315,505	SH		Sole
CNOOC LTD SPONSORED ADR	SPONSORED ADR	126132109	1,279	9,442	SH		Sole
COCA COLA CO COM	COM	191216100	8,636	160,825	SH		Sole
COCA COLA FEMSA S A B DE C V SPON	ADR	191241108	1,819	37,812	SH		Sole
COGNIZANT TECHNOLOGY SOLUTIO CL	CL A	192446102	11,744	303,765	SH		Sole
COLGATE PALMOLIVE CO COM	COM	194162103	17,338	227,296	SH		Sole
COMCAST CORP NEW CL A	CL A	20030N101	4,951	293,280	SH		Sole
COMERICA INC COM	COM	200340107	205	6,894	SH		Sole
COMPANHIA SIDERURGICA NACION	ADR	20440W105	1,764	57,659	SH		Sole
COMPANIA CERVECERIAS UNIDAS	SPONSORED ADR	204429104	1,201	35,053	SH		Sole

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CONCUR TECHNOLOGIES INC COM	COM	206708109	1	28 SH	Sole
CONSECO INC DBCV 3.500% 9/3	PFD	208464BH9	2	2,000 SH	Sole
CONTANGO OIL & GAS COMPANY COM	COM	21075N204	1	17 SH	Sole
CORE LABORATORIES N V COM	COM	N22717107	7,588	73,607 SH	Sole
COVIDIEN PLC SHS	COM	G2554F105	4,951	114,454 SH	Sole
CRIP COM INTL LTD ADR	SPONSORED ADR	22943F100	2,648	45,039 SH	Sole
CUMMINS INC COM	COM	231021106	1	21 SH	Sole
CURRENCYSHARES CDN DLR TR CDN	ETF	23129X105	5	50 SH	Sole
CURRENCYSHARES EURO TR EURO	ETF	23130C108	6	40 SH	Sole
DELTA AIR LINES INC.	COM	247361702	110	12,233 SH	Sole
DELUXE CORP COM	COM	248019101	339	19,821 SH	Sole

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COLUMN 7
NAME OF ISSUER	TITLE OF CLASS	VALUE CUSIP	SHRS OR (x\$1000) PRN AMT	SH/ PUT/ INVESTMENT DISCRETION	MANA	OTH
DIAMOND OFFSHORE DRILLING IN COM	COM	25271C102	11,597	121,404 SH	Sole	0
DIAMONDS TR UNIT SER 1	ETF	252787106	2,895	29,818 SH	Sole	0
DOLLAR THRIFTY AUTOMOTIVE GP	COM	256743105	304	12,381 SH	Sole	0
DPL INC COM	COM	233293109	478	18,316 SH	Sole	0
DR REDDYS LABS LTD ADR	ADR	256135203	2,319	118,944 SH	Sole	0
DREAMWORKS ANIMATION SKG INC CL	CL A	26153C103	1	25 SH	Sole	0
DUKE ENERGY CORP NEW COM	COM	26441C105	859	54,601 SH	Sole	0
E M C CORP MASS COM	COM	268648102	3,979	233,534 SH	Sole	0
EATON VANCE CORP COM NON VTG	COM	278265103	3,891	139,017 SH	Sole	0
EATON VANCE TAX MNG GBL DV E	COM	27829F108	21,122	1,722,815 SH	Sole	0
EATON VANCE TX MGD DIV EQ IN COM	COM	27828N102	11,635	909,013 SH	Sole	0
EATON VANCE TXMGD GL BUYWR	COM	27829C105	9,079	660,256 SH	Sole	0
EHEALTH INC COM	COM	28238P109	1	68 SH	Sole	0
ELECTRONIC ARTS INC COM	COM	285512109	1	53 SH	Sole	0
EMERSON ELEC CO COM	COM	291011104	6,229	155,409 SH	Sole	0
ENTERGY CORP NEW COM	COM	29364G103	3,127	39,152 SH	Sole	0
ERICSSON L M TEL CO ADR B SEK 10	ADR	294821608	2,346	234,146 SH	Sole	0
EVERGREEN GBL DIVID OPP FUND	COM	30024H101	2,547	249,686 SH	Sole	0
EXELON CORP COM	COM	30161N101	3,617	72,900 SH	Sole	0
EXPEDITORS INTL WASH INC COM	COM	302130109	2	44 SH	Sole	0
EXXON MOBIL CORP COM	COM	30231G102	9,735	141,885 SH	Sole	0
FACTSET RESH SYS INC COM	COM	303075105	14,164	213,832 SH	Sole	0
FAIRPOINT COMMUNICATIONS	COM	305560104	0	15 SH	Sole	0
FASTENAL CO COM	COM	311900104	8,478	219,060 SH	Sole	0
FIFTH STREET FINANCE CORP	COM	31678A103	16,104	1,473,379 SH	Sole	0
FIRSTENERGY CORP COM	COM	337932107	1,626	35,570 SH	Sole	0
FPL GROUP INC COM	COM	302571104	402	7,275 SH	Sole	0
FRANCE TELECOM SPONSORED ADR	ADR	35177Q105	1,665	61,868 SH	Sole	0

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COLUMN 7
NAME OF ISSUER	TITLE OF CLASS	VALUE CUSIP	SHRS OR (x\$1000) PRN AMT	SH/ PUT/ INVESTMENT DISCRETION	MANA	OTH

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FRESENIUS MED CARE AG&CO KGA	SPONSORED ADR	358029106	1,129	22,695	SH	Sole
GAMESTOP CORP NEW CL A	CL A	36467W109	7,357	277,921	SH	Sole
GENERAL DYNAMICS CORP COM	COM	369550108	12,981	200,946	SH	Sole
GENZYME CORP COM	COM	372917104	2	33	SH	Sole
GRAINGER W W INC COM	COM	384802104	8,071	90,317	SH	Sole
GROUPE CGI INC CL A SUB VTG	CL A SUB VTG	39945C109	3,582	306,416	SH	Sole
GRUPO TELEVISIA SA DE CV SP ADR	SPONSORED ADR	40049J206	1,288	69,272	SH	Sole
GUESS INC COM	COM	401617105	1	34	SH	Sole
HALLIBURTON CO COM	COM	406216101	6,738	248,449	SH	Sole
HANSEN NAT CORP COM	COM	411310105	4,889	133,070	SH	Sole
HARSCO CORP COM	COM	415864107	2	47	SH	Sole
HDFC BANK LTD ADR REPS 3 SHS	ADR	40415F101	3,664	30,953	SH	Sole
HEWLETT PACKARD CO COM	COM	428236103	10,089	213,713	SH	Sole
HEXCEL CORP NEW COM	COM	428291108	3,234	282,710	SH	Sole
HOLOGIC INC.	COM	436440101	157	9,632	SH	Sole
HUDSON CITY BANCORP COM	COM	443683107	4,687	356,422	SH	Sole
HUMAN GENOME SCIENCES INC COM	COM	444903108	2	80	SH	Sole
IHS INC CL A	CL A	451734107	14,866	290,745	SH	Sole
ILLINOIS TOOL WKS INC COM	COM	452308109	7,515	175,952	SH	Sole
IMMUCOR INC COM	COM	452526106	2,676	151,177	SH	Sole
INGERSOLL-RAND PLC SHS ADDED	COM	G47791101	4,082	133,095	SH	Sole
INTERCONTINENTALEXCHANGE INC	COM	45865V100	1	12	SH	Sole
INTERMUNE INC COM	COM	45884X103	0	30	SH	Sole
INTERNATIONAL BUSINESS MACHS	COM	459200101	22,621	189,119	SH	Sole
INTUIT COM	COM	461202103	5,460	191,596	SH	Sole
INTUITIVE SURGICAL INC COM NEW	COM	46120E602	2	9	SH	Sole
ISHARES INC MSCI PAC J IDX	ETF	464286665	1,453	35,844	SH	Sole
ISHARES S&P GSCI COMMODITY I UNIT	ETF	46428R107	470	15,824	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 PRN AMT	SH/ PUT/ CALL	INVESTMENT DISCRETION
ISHARES TR AGENCY BD FD	ETF	464288166	1,384	12,721	SH	Sole
ISHARES TR BARCLYS 10-20YR	ETF	464288653	23	207	SH	Sole
ISHARES TR BARCLYS 1-3YR CR	ETF	464288646	1,069	10,242	SH	Sole
ISHARES TR BARCLYS 3-7 YR	ETF	464288661	1,388	12,342	SH	Sole
ISHARES TR BARCLYS CR BD	ETF	464288620	7,607	74,146	SH	Sole
ISHARES TR BARCLYS INTER CR	ETF	464288638	2	20	SH	Sole
ISHARES TR BARCLYS MBS BD	ETF	464288588	14,298	133,891	SH	Sole
ISHARES TR BARCLYS SH TREA	ETF	464288679	650	5,903	SH	Sole
ISHARES TR DJ MED DEVICES	ETF	464288810	6	129	SH	Sole
ISHARES TR INDEX BARCLY USAGG B	ETF	464287226	19,332	184,254	SH	Sole
ISHARES TR INDEX BARCLYS 1-3 YR	ETF	464287457	6,205	73,861	SH	Sole
ISHARES TR INDEX BARCLYS 20+ YR	ETF	464287432	2,885	29,240	SH	Sole
ISHARES TR INDEX BARCLYS 7-10 YR	ETF	464287440	10,802	116,942	SH	Sole
ISHARES TR INDEX BARCLYS TIPS BD	ETF	464287176	8,563	83,235	SH	Sole
ISHARES TR INDEX DJ US TECH SEC	ETF	464287721	2,787	53,647	SH	Sole
ISHARES TR INDEX DJ US TELECOMM	ETF	464287713	295	15,656	SH	Sole
ISHARES TR INDEX IBOXX INV CPBD	ETF	464287242	129,065	1,209,834	SH	Sole
ISHARES TR INDEX MSCI EAFE IDX	ETF	464287465	41,195	753,384	SH	Sole
ISHARES TR INDEX MSCI EMERG MKT	ETF	464287234	43,927	1,128,941	SH	Sole
ISHARES TR INDEX RUSSELL 1000	ETF	464287622	8,664	149,121	SH	Sole
ISHARES TR INDEX RUSSELL 2000	ETF	464287655	3,463	57,489	SH	Sole

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ISHARES TR INDEX RUSSELL MCP GR	ETF	464287481	22,730	534,448 SH	Sole	0
ISHARES TR INDEX RUSSELL1000GRW	ETF	464287614	32,414	699,942 SH	Sole	0
ISHARES TR INDEX RUSSELL1000VAL	ETF	464287598	416	7,495 SH	Sole	0
ISHARES TR INDEX S&P 500 INDEX	ETF	464287200	92,090	868,689 SH	Sole	0
ISHARES TR INDEX S&P GBL ENER	ETF	464287341	17,115	501,898 SH	Sole	0
ISHARES TR INDEX S&P LTN AM 40	ETF	464287390	35	827 SH	Sole	0
ISHARES TR INDEX S&P500 GRW	ETF	464287309	102,479	1,898,107 SH	Sole	0

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COLUMN 7
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR SH/ PUT/ INVESTMENT DISCRETION	PRN AMT PRN CALL	OTHER MANAGE
ISHARES TR MSCI GRW IDX	ETF	464288885	635	11,905 SH		Sole 01
ISHARES TR MSCI VAL IDX	ETF	464288877	638	12,454 SH		Sole 01
ISHARES TR S&P GL UTILITI	ETF	464288711	20,203	427,750 SH		Sole 01
ISHARES TR S&P NTL AMTFREE	ETF	464288414	2,869	27,113 SH		Sole 01
ISHARES TR US PFD STK IDX	ETF	464288687	1,294	35,673 SH		Sole 01
ISIS PHARMACEUTICALS INC COM	COM	464330109	1	39 SH		Sole 01
JACK IN THE BOX INC COM	COM	466367109	1	73 SH		Sole 01
JAKKS PAC INC COM	COM	47012E106	308	21,474 SH		Sole 01
JARDEN CORP COM	COM	471109108	427	15,222 SH		Sole 01
JOHNSON & JOHNSON COM	COM	478160104	8,625	141,643 SH		Sole 01
JPMORGAN CHASE & CO COM	COM	46625H100	8,644	197,268 SH		Sole 01
K12 INC COM	COM	48273U102	1	78 SH		Sole 01
KANSAS CITY SOUTHERN COM NEW	COM	485170302	1	51 SH		Sole 01
KEYCORP NEW COM	COM	493267108	130	19,962 SH		Sole 01
KRAFT FOODS INC CL A	CL A	50075N104	4,574	174,098 SH		Sole 01
K-SWISS INC CL A	CL A	482686102	95	10,855 SH		Sole 01
LIFE TECHNOLOGIES CORP COM	COM	53217V109	3	74 SH		Sole 01
LKQ CORP COM	COM	501889208	9,020	486,540 SH		Sole 01
LOCKHEED MARTIN CORP COM	COM	539830109	2,878	36,864 SH		Sole 01
LORILLARD INC COM	COM	544147101	3	45 SH		Sole 01
LOWES COS INC COM	COM	548661107	13,369	638,426 SH		Sole 01
MAKITA CORP ADR NEW	ADR	560877300	933	29,564 SH		Sole 01
MARINEMAX INC COM	COM	567908108	526	67,397 SH		Sole 01
MARSHALL & ILSLEY CORP NEW COM	COM	571837103	264	32,750 SH		Sole 01
MASIMO CORP COM	COM	574795100	1	35 SH		Sole 01
MASTERCARD INC CL A	CL A	57636Q104	10,142	50,170 SH		Sole 01
MBIA INC COM	COM	55262C100	192	24,724 SH		Sole 01
MCDONALDS CORP COM	COM	580135101	11,661	204,320 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 SH/ PUT/ INVESTMENT DISCRETION	PRN AMT PRN CALL	
MEDIVATION INC COM	COM	58501N101	0	16 SH		Sole
MERCADOLIBRE INC COM	COM	58733R102	2	61 SH		Sole
MICROSOFT CORP COM	COM	594918104	5,959	231,701 SH		Sole

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MIDCAP SPDR TR UNIT SER 1	ETF	595635103	106	844	SH	Sole
MITSUBISHI UFJ FINL GROUP IN SP	SPONSORED ADR	606822104	5,186	971,120	SH	Sole
MSCI INC CL A	CL A	55354G100	1	39	SH	Sole
MYLAN INC COM	COM	628530107	3	168	SH	Sole
NATIONAL BK GREECE S A SPON	ADR	633643408	985	136,651	SH	Sole
NATIONAL GRID PLC SPON ADR NEW	SPONSORED ADR	636274300	5,375	110,255	SH	Sole
NATIONAL OILWELL VARCO INC COM	COM	637071101	2	45	SH	Sole
NET SERVICOS DE COMUNICACAO	ADR	64109T201	1,879	163,069	SH	Sole
NEW YORK CMNTY BANCORP INC COM	COM	649445103	2	193	SH	Sole
NEWTEK BUSINESS SERVICES INC.	COM	652526104	89	146,141	SH	Sole
NIKE INC CL B	CL B	654106103	10,887	168,268	SH	Sole
NORTHEAST UTILS COM	COM	664397106	3	138	SH	Sole
NORTHERN TR CORP COM	COM	665859104	4,285	73,671	SH	Sole
NOVARTIS A G SPONSORED ADR	SPONSORED ADR	66987V109	3,350	66,495	SH	Sole
NOVO-NORDISK A S ADR	ADR	670100205	1,821	28,927	SH	Sole
NRG ENERGY INC COM NEW	COM	629377508	1,508	53,499	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	1,453	91,644	SH	Sole
NUANCE COMMUNICATIONS INC COM	COM	67020Y100	1	61	SH	Sole
NUVEEN EQTY PRM OPPORTUNITYF	COM	6706EM102	6,313	505,860	SH	Sole
O REILLY AUTOMOTIVE INC COM	COM	686091109	10,435	288,727	SH	Sole
OCEANEERING INTL INC COM	COM	675232102	7,251	127,773	SH	Sole
OLD REP INTL CORP COM	COM	680223104	189	15,502	SH	Sole
ORACLE CORP COM	COM	68389X105	10,420	500,006	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
P T TELEKOMUNIKASI INDONESIA	ADR	715684106	1,777	49,788	SH	Sole
PACCAR INC COM	COM	693718108	5,076	134,605	SH	Sole
PALL CORP COM	COM	696429307	5,796	179,539	SH	Sole
PEOPLES UNITED FINANCIAL INC COM	COM	712704105	1	50	SH	Sole
PEPSICO INC COM	COM	713448108	4,748	80,948	SH	Sole
PETROLEO BRASILEIRO SA PETRO	SPONSORED ADR	71654V408	2	36	SH	Sole
PFIZER INC COM	COM	717081103	3,634	219,576	SH	Sole
PG&E CORP COM	COM	69331C108	3,958	97,745	SH	Sole
PHILIP MORRIS INTL INC COM	COM	718172109	10,699	219,515	SH	Sole
PHILIPPINE LONG DISTANCE TEL	ADR	718252604	1,188	23,113	SH	Sole
PNC FINL SVCS GROUP INC COM	COM	693475105	99	2,036	SH	Sole
POWERSHARES DB G10 CURCY HAR	ETF	73935Y102	12	539	SH	Sole
POWERSHARES GLOBAL ETF TRUST	ETF	73936T474	2,693	110,828	SH	Sole
POWERSHARES QQQ TRUST UNIT SER	ETF	73935A104	53,718	1,271,437	SH	Sole
PPL CORP COM	COM	69351T106	3,178	104,756	SH	Sole
PRAXAIR INC COM	COM	74005P104	9,444	115,607	SH	Sole
PROCTER & GAMBLE CO COM	COM	742718109	18,389	317,489	SH	Sole
PUBLIC SVC ENTERPRISE GROUP COM	COM	744573106	773	24,600	SH	Sole
QUANTA SVCS INC COM	COM	74762E102	2	78	SH	Sole
QUEST DIAGNOSTICS INC COM	COM	74834L100	3,312	63,453	SH	Sole
RALCORP HLDGS INC NEW COM	COM	751028101	2,380	40,710	SH	Sole
RESEARCH IN MOTION LTD COM	COM	760975102	1,892	27,979	SH	Sole
RESMED INC COM	COM	761152107	4,334	95,878	SH	Sole
RESOURCES CONNECTION INC COM	COM	76122Q105	1	76	SH	Sole
ROCKWELL AUTOMATION INC COM	COM	773903109	2	45	SH	Sole

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ROPER INDS INC NEW COM	COM	776696106	7,450	146,139 SH	Sole
ROYAL CARIBBEAN CRUISES LTD COM	COM	V7780T103	216	8,969 SH	Sole
SALESFORCE COM INC COM	COM	79466L302	2	43 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/ PUT/ INVESTMENT DISCRETION	PRN AMT PRN CALL	OTHER MANAGE
SARA LEE CORP COM	COM	803111103	2,983	267,729 SH		Sole 01
SELECT SECTOR SPDR TR SBI CONS	ETF	81369Y407	928	33,780 SH		Sole 01
SELECT SECTOR SPDR TR SBI CONS	ETF	81369Y308	1,319	51,791 SH		Sole 01
SELECT SECTOR SPDR TR SBI	ETF	81369Y209	1,945	67,857 SH		Sole 01
SELECT SECTOR SPDR TR SBI INT	ETF	81369Y506	18,420	341,615 SH		Sole 01
SELECT SECTOR SPDR TR SBI INT-FINL	ETF	81369Y605	1,471	98,476 SH		Sole 01
SELECT SECTOR SPDR TR SBI INT	ETF	81369Y704	23,147	878,792 SH		Sole 01
SELECT SECTOR SPDR TR SBI INT-TE	ETF	81369Y803	20,575	985,879 SH		Sole 01
SELECT SECTOR SPDR TR SBI INT-UTI	ETF	81369Y886	347	11,818 SH		Sole 01
SELECT SECTOR SPDR TR SBI MATER	ETF	81369Y100	287	9,266 SH		Sole 01
SHAW GROUP INC COM	COM	820280105	1	31 SH		Sole 01
SIGNATURE BK NEW YORK N Y COM	COM	82669G104	2	57 SH		Sole 01
SINGAPORE FD INC COM	COM	82929L109	0	23 SH		Sole 01
SMITH INTL INC COM	COM	832110100	2	58 SH		Sole 01
SMITHFIELD FOODS INC COM	COM	832248108	315	22,844 SH		Sole 01
SNAP ON INC COM	COM	833034101	1	40 SH		Sole 01
SOUTHERN CO COM	COM	842587107	859	27,108 SH		Sole 01
SPDR GOLD TRUST GOLD SHS	ETF	78463V107	5,811	58,786 SH		Sole 01
SPDR INDEX SHS FDS ASIA PACIF ETF	ETF	78463X301	515	7,404 SH		Sole 01
SPDR INDEX SHS FDS DJ INTL RL ETF	ETF	78463X863	1,478	41,821 SH		Sole 01
SPDR INDEX SHS FDS EMERG MKTS	ETF	78463X509	1,146	19,294 SH		Sole 01
SPDR INDEX SHS FDS S&P INTL SMLCP	ETF	78463X871	1,835	71,667 SH		Sole 01
SPDR INDEX SHS FDS S&P WRLD EX	ETF	78463X889	2,804	118,198 SH		Sole 01
SPDR SERIES TRUST BARCL CAP TIPS	ETF	78464A656	454	8,943 SH		Sole 01
SPDR SERIES TRUST BRCLYS AGG ETF	ETF	78464A649	2,744	48,829 SH		Sole 01
SPDR SERIES TRUST BRCLYS INTL ETF	ETF	78464A516	424	7,257 SH		Sole 01
SPDR SERIES TRUST BRCLYS MUNI	ETF	78464A458	4,836	208,051 SH		Sole 01
SPDR SERIES TRUST BRCLYS SHRT	ETF	78464A425	960	39,907 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/ PUT/ INVESTMENT DISCRETION	PRN AMT PRN CALL	OTHER MANAGE
SPDR SERIES TRUST BRCLYS YLD ETF	ETF	78464A417	3,268	84,899 SH		Sole
SPDR SERIES TRUST DB INT GVT ETF	ETF	78464A490	266	4,729 SH		Sole
SPDR SERIES TRUST DJ REIT ETF	ETF	78464A607	2,826	62,054 SH		Sole
SPDR SERIES TRUST DJ SML CAP ETF	ETF	78464A813	503	9,993 SH		Sole
SPDR SERIES TRUST DJ SML GRWTH	ETF	78464A201	35	435 SH		Sole
SPDR SERIES TRUST DJ SML VALUE	ETF	78464A300	22	396 SH		Sole
SPDR SERIES TRUST S&P RETAIL ETF	ETF	78464A714	9,658	282,990 SH		Sole

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SPDR TR UNIT SER 1	ETF	78462F103	50,671	479,885	SH	Sole
SPIRIT AEROSYSTEMS HLDGS INC COM	CL A	848574109	1	74	SH	Sole
ST MARY LD & EXPL CO COM	COM	792228108	1	31	SH	Sole
STERICYCLE INC COM	COM	858912108	4,900	101,146	SH	Sole
STEWART INFORMATION SVCS COR	COM	860372101	146	11,832	SH	Sole
STRAYER ED INC COM	COM	863236105	3	12	SH	Sole
STRYKER CORP COM	COM	863667101	13,155	289,562	SH	Sole
SYBASE INC COM	COM	871130100	10,191	261,974	SH	Sole
SYMANTEC CORP COM	COM	871503108	4,195	254,687	SH	Sole
SYNGENTA AG SPONSORED ADR	ADR	87160A100	1,715	37,313	SH	Sole
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	1,741	158,883	SH	Sole
TARGET CORP COM	COM	87612E106	14,815	317,371	SH	Sole
TERRA INDS INC COM	COM	880915103	1	26	SH	Sole
THERMO FISHER SCIENTIFIC INC COM	COM	883556102	2,132	48,822	SH	Sole
THORATEC CORP COM NEW	COM	885175307	2	50	SH	Sole
TOTAL S A SPONSORED ADR	SPONSORED ADR	89151E109	4,625	78,039	SH	Sole
TOWER GROUP INC COM	COM	891777104	1	50	SH	Sole
TOYOTA MOTOR CORP SP ADR RE	SPONSORED ADR	892331307	2,292	29,166	SH	Sole
TRACTOR SUPPLY CO COM	COM	892356106	2,306	47,618	SH	Sole
TRANSOCEAN LTD REG SHS	COM	H8817H100	3,609	42,190	SH	Sole
TUPPERWARE BRANDS CORP COM	COM	899896104	4,669	116,954	SH	Sole

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COLUMN 7
NAME OF ISSUER	TITLE OF CLASS	VALUE CUSIP	SHRS OR SH/ PUT/ INVESTMENT DISCRETION	PRN AMT PRN CALL	OTHER	MANAGE
TYCO ELECTRONICS LTD SWITZER SHS	COM	H8912P106	7,679	344,641	SH	Sole 01
UAL CORP.	COM	902549807	22	2,409	SH	Sole
UBS AG SHS NEW	COM	H89231338	1,474	80,485	SH	Sole 01
ULTRA PETROLEUM CORP COM	COM	903914109	1	19	SH	Sole 01
UNISOURCE ENERGY CORP COM	COM	909205106	682	22,171	SH	Sole 01
UNITED TECHNOLOGIES CORP COM	COM	913017109	15,171	248,997	SH	Sole 01
UNIVERSAL CORP VA COM	COM	913456109	281	6,726	SH	Sole 01
UNUM GROUP COM	COM	91529Y106	5	213	SH	Sole 01
VALE S A ADR	ADR	91912E105	1,988	85,945	SH	Sole 01
VANGUARD INDEX FDS GROWTH ETF	ETF	922908736	10,123	205,415	SH	Sole 01
VANGUARD INDEX FDS LARGE CAP ETF	ETF	922908637	36	750	SH	Sole 01
VANGUARD INDEX FDS REIT ETF	ETF	922908553	16	378	SH	Sole 01
VANGUARD INDEX FDS SM CP VAL ETF	ETF	922908611	2,590	48,520	SH	Sole 01
VANGUARD INDEX FDS SML CP GRW	ETF	922908595	3,738	65,069	SH	Sole 01
VANGUARD INDEX FDS VALUE ETF	ETF	922908744	14,931	324,015	SH	Sole 01
VANGUARD INTL EQUITY INDEX F EMR	ETF	922042858	4,661	120,971	SH	Sole 01
VANGUARD INTL EQUITY INDEX F EUR	ETF	922042874	8,467	170,735	SH	Sole 01
VANGUARD INTL EQUITY INDEX F PACI	ETF	922042866	5,489	105,042	SH	Sole 01
VANGUARD TAX-MANAGED FD EUROPE	ETF	921943858	3,930	114,591	SH	Sole 01
VANGUARD WORLD FDS ENERGY ETF	ETF	92204A306	17,558	220,001	SH	Sole 01
VERIZON COMMUNICATIONS INC.	COM	92343V104	25	832	SH	Sole
VERTEX PHARMACEUTICALS INC COM	COM	92532F100	1	34	SH	Sole 01
VMWARE INC CL A COM	COM	928563402	3	64	SH	Sole 01
VODAFONE GROUP PLC NEW SPONS	ADR	92857W209	5,834	259,293	SH	Sole 01
VULCAN MATLS CO COM	COM	929160109	5,356	99,050	SH	Sole 01
WABTEC CORP COM	COM	929740108	1	24	SH	Sole 01
WAL MART STORES INC COM	COM	931142103	7,249	147,667	SH	Sole 01
WALGREEN CO COM	COM	931422109	15,738	420,008	SH	Sole 01

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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 PRN	PUT/ CALL	INVESTMENT DISCRETION	OTHER MANAGE
WALTER ENERGY INC COM	COM	93317Q105	2	35 SH		Sole	01
WALTER INVT MGMT CORP COM	COM	93317W102	0	13 SH		Sole	01
WARNACO GROUP INC COM NEW	COM	934390402	4,371	99,652 SH		Sole	01
WASHINGTON FED INC COM	COM	938824109	2	132 SH		Sole	01
WATERS CORP COM	COM	941848103	11,038	197,609 SH		Sole	01
WESTERN UN CO COM	COM	959802109	3,368	178,038 SH		Sole	01
WILLIAMS COS INC DEL COM	COM	969457100	2,371	132,693 SH		Sole	01
WYNN RESORTS LTD COM	COM	983134107	1	20 SH		Sole	01
XENOPORT INC COM	COM	98411C100	0	15 SH		Sole	01
XL CAP LTD CL A	CL A	G98255105	555	31,793 SH		Sole	01
YAHOO INC COM	COM	984332106	6,146	345,104 SH		Sole	01
YUM BRANDS INC COM	COM	988498101	4,943	146,422 SH		Sole	01