

OMB APPROVAL	
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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * <u>GE FINANCIAL ASSURANCE HOLDINGS INC</u> _____ (Last) (First) (Middle) <u>6604 WEST BROAD STREET</u> _____ (Street) <u>RICHMOND VA 23230</u> _____ (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>05/24/2004</u>	3. Issuer Name and Ticker or Trading Symbol <u>GENWORTH FINANCIAL INC [GNW]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <input type="checkbox"/>	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person <input checked="" type="checkbox"/>

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class B Common Stock	344,528,145	D ⁽¹⁾	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

1. Name and Address of Reporting Person * <u>GE FINANCIAL ASSURANCE HOLDINGS INC</u> _____ (Last) (First) (Middle) <u>6604 WEST BROAD STREET</u> _____ (Street) <u>RICHMOND VA 23230</u> _____ (City) (State) (Zip)
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1. Name and Address of Reporting Person * <u>GENERAL ELECTRIC CO</u> _____ (Last) (First) (Middle) <u>3135 EASTON TURNPIKE</u> _____ (Street) <u>FAIRFIELD CT 06828</u> _____ (City) (State) (Zip)

1. Name and Address of Reporting Person * <u>GENERAL ELECTRIC CAPITAL SERVICES INC/CT</u> _____ (Last) (First) (Middle) <u>260 LONG RIDGE ROAD</u> _____ (Street) <u>STAMFORD CT 06927</u> _____ (City) (State) (Zip)
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1. Name and Address of Reporting Person *

GENERAL ELECTRIC CAPITAL CORP

(Last) (First) (Middle)

260 LONG RIDGE ROAD

(Street)

STAMFORD CT 06927

(City) (State) (Zip)

1. Name and Address of Reporting Person *

GEI, Inc.

(Last) (First) (Middle)

6604 WEST BROAD STREET

(Street)

RICHMOND VA 23230

(City) (State) (Zip)

Explanation of Responses:

1. GE Financial Assurance Holdings, Inc. is a subsidiary of GEI, Inc., which is a subsidiary of General Electric Capital Corporation, which is a subsidiary of General Electric Capital Services, Inc., which is a subsidiary of General Electric Company. GEI, Inc., General Electric Capital Corporation, General Electric Capital Services, Inc. and General Electric Company disclaim beneficial ownership of all shares owned by GE Financial Assurance Holdings, Inc.

Remarks:

See Exhibits 24 and 99.1

Briggs Tobin, Attorney-in-Fact

05/24/2004

** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

POWER OF ATTORNEY

The undersigned, General Electric Company, a New York corporation (hereinafter referred to as the "Corporation"), does hereby make, constitute and appoint each of Briggs Tobin, Dan Janki and Paul Aaron as the Corporation's true and lawful agent and attorney-in-fact (hereinafter referred to as the "Attorney") to act either together or alone in the name and on behalf of the Corporation for and with respect to the matters hereinafter described.

Each Attorney shall have the power and authority to execute and deliver any Schedule 13D, Schedule 13G or Forms 3, 4 and 5 or any amendments thereto required to be filed with the Securities and Exchange Commission under the Securities Exchange Act of 1934 on behalf of the Corporation with regard to any securities owned by General Electric Capital Services, Inc., General Electric Capital Corporation, GEI, Inc. and GE Financial Assurance Holdings, Inc. or any of their subsidiaries.

And, in connection with the foregoing, to execute and deliver all documents, acknowledgments, consents and other agreements and to take such further action as may be necessary or convenient for the Corporation in order to more effectively carry out the intent and purpose of the foregoing.

Agreements, commitments, documents, instruments and other writings executed by the Attorney in accordance with the terms hereof shall be binding upon the Corporation without attestation and without affixation of the seal of the Corporation. The Power of Attorney conferred hereby shall not be delegable by any Attorney. The Attorney shall serve without compensation for acting in the capacity of agent and attorney-in-fact hereunder.

IN WITNESS WHEREOF, the Corporation has caused this Power of Attorney to be executed, attested and its corporate seal to be affixed pursuant to authority granted by the Corporation's board of directors, as of the 21st day of May, 2004.

General Electric Company

(Corporate Seal)

By: /s/ Dennis D. Dammerman _____

Name: Dennis. D Dammerman

Title: Director

Attest:

/s/ Eliza W. Fraser _____

Eliza W. Fraser, Attesting Secretary



POWER OF ATTORNEY

The undersigned, General Electric Capital Services, Inc., a Delaware corporation (hereinafter referred to as the "Corporation"), does hereby make, constitute and appoint each of Briggs Tobin, Dan Janki and Paul Aaron as the Corporation's true and lawful agent and attorney-in-fact (hereinafter referred to as the "Attorney") to act either together or alone in the name and on behalf of the Corporation for and with respect to the matters hereinafter described.

Each Attorney shall have the power and authority to execute and deliver any Schedule 13D, Schedule 13G or Forms 3, 4 and 5 or any amendments thereto required to be filed with the Securities and Exchange Commission under the Securities Exchange Act of 1934 on behalf of the Corporation with regard to any securities owned by General Electric Capital Corporation, GEI, Inc., GE Financial Assurance Holdings, Inc. or any of their subsidiaries.

And, in connection with the foregoing, to execute and deliver all documents, acknowledgments, consents and other agreements and to take such further action as may be necessary or convenient for the Corporation in order to more effectively carry out the intent and purpose of the foregoing.

Agreements, commitments, documents, instruments and other writings executed by the Attorney in accordance with the terms hereof shall be binding upon the Corporation without attestation and without affixation of the seal of the Corporation. The Power of Attorney conferred hereby shall not be delegable by any Attorney. The Attorney shall serve without compensation for acting in the capacity of agent and attorney-in-fact hereunder.

IN WITNESS WHEREOF, the Corporation has caused this Power of Attorney to be executed, attested and its corporate seal to be affixed pursuant to authority granted by the Corporation's board of directors, as of the 21st day of May, 2004.

General Electric Capital Services, Inc.

(Corporate Seal)

By: /s/ James A. Parke

Name: James A. Parke

Title: Director

Attest:

/s/ Brian T. McAnaney

Brian T. McAnaney, Attesting Secretary

POWER OF ATTORNEY

The undersigned, GE Financial Assurance Holdings, Inc., a Delaware corporation (hereinafter referred to as the "Corporation"), does hereby make, constitute and appoint each of Briggs Tobin, Dan Janki and Paul Aaron as the Corporation's true and lawful agent and attorney-in-fact (hereinafter referred to as the "Attorney") to act either together or alone in the name and on behalf of the Corporation for and with respect to the matters hereinafter described.

Each Attorney shall have the power and authority to execute and deliver any Schedule 13D, Schedule 13G or Forms 3, 4 and 5 or any amendments thereto required to be filed with the Securities and Exchange Commission under the Securities Exchange Act of 1934 on behalf of the Corporation.

And, in connection with the foregoing, to execute and deliver all documents, acknowledgments, consents and other agreements and to take such further action as may be necessary or convenient for the Corporation in order to more effectively carry out the intent and purpose of the foregoing.

Agreements, commitments, documents, instruments and other writings executed by the Attorney in accordance with the terms hereof shall be binding upon the Corporation without attestation and without affixation of the seal of the Corporation. The Power of Attorney conferred hereby shall not be delegable by any Attorney. The Attorney shall serve without compensation for acting in the capacity of agent and attorney-in-fact hereunder.

IN WITNESS WHEREOF, the Corporation has caused this Power of Attorney to be executed, attested and its corporate seal to be affixed pursuant to authority granted by the Corporation's board of directors, as of the 21st day of May, 2004.

GE Financial Assurance Holdings, Inc.

By: /s/ Kathryn A. Cassidy

Name: Kathryn A. Cassidy

Title: Senior Vice President and Treasurer

Joint Filer Information

Name of Joint Filer: GEI, Inc.

Address of Joint Filer: 6604 West Broad Street
Richmond, Virginia 23230

Relationship of Joint Filer to Issuer: 10% Owner

Issuer Name and Ticker or Trading Symbol: Genworth Financial, Inc. (GNW)

Date of Event Requiring
Statement (Month/Day/Year): 5/24/2004

Designated Filer: GE Financial Assurance Holdings, Inc.

Signature:

GEI, Inc.

/s/ Briggs TobinName: Briggs Tobin
Title: Attorney-in-factMay 24, 2004
DateJoint Filer Information

Name of Joint Filer: General Electric Capital Corporation

Address of Joint Filer: 260 Long Ridge Road
Stamford, CT 06927

Relationship of Joint Filer to Issuer: 10% Owner

Issuer Name and Ticker or Trading Symbol: Genworth Financial, Inc. (GNW)

Date of Event Requiring
Statement (Month/Day/Year): 5/24/2004

Designated Filer: GE Financial Assurance Holdings, Inc.

Signature:

General Electric Capital Corporation

/s/ Briggs TobinName: Briggs Tobin
Title: Attorney-in-factMay 24, 2004
DateJoint Filer Information

Name of Joint Filer: General Electric Capital Services, Inc.

Address of Joint Filer: 260 Long Ridge Road
Stamford, CT 06927

Relationship of Joint Filer to Issuer: 10% Owner

Issuer Name and Ticker or Trading Symbol: Genworth Financial, Inc. (GNW)

Date of Event Requiring
Statement (Month/Day/Year):

5/24/2004

Designated Filer:

GE Financial Assurance Holdings, Inc.

Signature:

General Electric Capital Services, Inc.

/s/ Briggs Tobin

Name: Briggs Tobin
Title: Attorney-in-fact

May 24, 2004

Date

Joint Filer Information

Name of Joint Filer:

General Electric Company

Address of Joint Filer:

3135 Easton Turnpike
Fairfield, CT 06828

Relationship of Joint Filer to Issuer:

10% Owner

Issuer Name and Ticker or Trading Symbol:

Genworth Financial, Inc. (GNW)

Date of Event Requiring
Statement (Month/Day/Year):

5/24/2004

Designated Filer:

GE Financial Assurance Holdings, Inc.

Signature:

General Electric Company

/s/ Briggs Tobin

Name: Briggs Tobin
Title: Attorney-in-fact

May 24, 2004

Date
