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, 2008

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	November 12, 2008
[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: 324 lines

Form 13F Information Table Value Total: 1,844,286 (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.

<TABLE>

<CAPTION>

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5			COLUMN 6	COLUMN 7	COLUMN 8		
									VOTING AUTHORITY		
			VALUE	SHRS OR	SH/	PUT/	INVESTMENT	OTHER			
NAME OF ISSUER	TITLE OF CLASS	CUSIP	(x$1000)	PRN AMT	PRN	CALL	DISCRETION	MANAGERS	SOLE	SHARED	NONE
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3M CO COM	COM	88579Y101	30,708	449,534	SH		Sole	01	449,534		
ABB LTD SPONSORED ADR	SPONSORED ADR	000375204	13,647	703,473	SH		Sole	01	703,473		
ABRAXIS BIOSCIENCE INC NEW COM	COM	00383Y102	1	17	SH		Sole	01	17		
ADAPTEC INC COM	COM	00651F108	5,432	1,656,003	SH		Sole	01	1,656,003		
ADVANCE AUTO PARTS INC COM	COM	00751Y106	42	1,053	SH		Sole	01	1,053		
AES CORP COM	COM	00130H105	9,538	815,952	SH		Sole	01	815,952		
AFLAC INC COM	COM	001055102	39,969	680,327	SH		Sole	01	680,327		
AGILENT TECHNOLOGIES INC COM	COM	00846U101	12,883	434,350	SH		Sole	01	434,350		
ALBEMARLE CORP COM	COM	012653101	2,758	89,442	SH		Sole	01	89,442		
ALCOA INC COM	COM	013817101	2,668	118,137	SH		Sole	01	118,137		
ALLEGHENY ENERGY INC COM	COM	017361106	4,205	114,357	SH		Sole	01	114,357		
ALLERGAN INC COM	COM	018490102	5	103	SH		Sole	01	103		
ALLIANCE NEW YORK MUN INC FD COM	COM	018714105	145	13,159	SH		Sole	01	13,159		
ALTRIA GROUP INC COM	COM	02209S103	2,534	127,726	SH		Sole	01	127,726		
AMAZON COM INC COM	COM	023135106	4	56	SH		Sole	01	56		
AMBAC FINL GROUP INC COM	COM	023139108	1,607	689,521	SH		Sole	01	689,521		
AMERICA MOVIL SAB DE CV SPON ADR L SHS	ADR	02364W105	2,952	63,668	SH		Sole	01	63,668		
AMERICAN ELEC PWR INC COM	COM	025537101	9,845	265,866	SH		Sole	01	265,866		
AMERICAN EXPRESS CO COM	COM	025816109	7,629	215,336	SH		Sole	01	215,336		
AMERICAN INTL GROUP INC COM	COM	026874107	1	381	SH		Sole	01	381		
AMERICAN WOODMARK CORP COM	COM	030506109	3,950	175,962	SH		Sole	01	175,962		
ANGLO AMERN PLC ADR NEW	ADR	03485P201	2	134	SH		Sole	01	134		
ANHEUSER BUSCH COS INC COM	COM	035229103	13,225	203,840	SH		Sole	01	203,840		
ANSYS INC COM	COM	03662Q105	4,369	115,377	SH		Sole	01	115,377		
APPLE INC COM	COM	037833100	5	46	SH		Sole	01	46		
ARKANSAS BEST CORP DEL COM	COM	040790107	4,048	120,166	SH		Sole	01	120,166		
ASTRAZENECA PLC SPONSORED ADR	SPONSORED ADR	046353108	27,660	630,354	SH		Sole	01	630,354		
AUTOMATIC DATA PROCESSING IN COM	COM	053015103	14,548	340,298	SH		Sole	01	340,298		
AXA SPONSORED ADR	SPONSORED ADR	054536107	20,355	623,247	SH		Sole	01	623,247		
AXCELIS TECHNOLOGIES INC COM	COM	054540109	1,365	802,705	SH		Sole	01	802,705		
BANCO BRADESCO S A SP ADR PFD NEW	SPONSORED ADR	059460303	2,729	169,478	SH		Sole	01	169,478		
BANK OF NEW YORK MELLON CORP COM	COM	064058100	3,507	107,628	SH		Sole	01	107,628		
BARCLAYS BK PLC DJAIG CMDT ETN	CMDT	06738C778	1	26	SH		Sole	01	26		
BARD C R INC COM	COM	067383109	11,284	118,941	SH		Sole	01	118,941		
BARNES GROUP INC COM	COM	067806109	268	13,248	SH		Sole	01	13,248		
BAXTER INTL INC COM	COM	071813109	12,272	186,995	SH		Sole	01			

186,995
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COLUMN 1 NAME OF ISSUER	COLUMN 2 TITLE OF CLASS	COLUMN 3 CUSIP	COLUMN 4 VALUE (x$1000)	COLUMN 5 SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	COLUMN 6 INVESTMENT DISCRETION	COLUMN 7 OTHER MANAGERS	COLUMN 8 VOTING AUTHORITY SOLE	SHARED	NONE
BECTON DICKINSON & CO COM	COM	075887109	26,291	327,574	SH		Sole	01	327,574		
BHP BILLITON LTD SPONSORED ADR	ADR	088606108	12,816	246,504	SH		Sole	01	246,504		
BIOTECH HOLDRS TR DEPOSTRY RCPTS	TR DEPOSTR RCPT	09067D201	6	33	SH		Sole	01	33		
BJS WHOLESALE CLUB INC COM	COM	05548J106	34	884	SH		Sole	01	884		
BLACKROCK FL INS MUN INC TR COM	COM	09250G102	11	1,017	SH		Sole	01	1,017		
BLACKROCK FLA MUN 2020 TERM COM SHS	COM SHS	09250M109	11	1,026	SH		Sole	01	1,026		
BLACKROCK MUNI N Y INTER DUR COM	COM	09255F109	222	21,690	SH		Sole	01	21,690		
BLACKROCK MUNIHOLDINGS N Y I COM	COM	09255C106	151	14,782	SH		Sole	01	14,782		
BLACKROCK MUNIYIELD CALIF FD COM	COM	09254M105	1,023	98,299	SH		Sole	01	98,299		
BLACKROCK MUNIYIELD CALIF IN COM	COM	09254N103	1,070	103,352	SH		Sole	01	103,352		
BLACKROCK MUNIYIELD FLA INC COM	COM	09254R104	6	567	SH		Sole	01	567		
BLACKROCK NY MUN INCOME TR I COM	COM	09249R102	236	21,342	SH		Sole	01	21,342		
BLDRS INDEX FDS TR DEV MK 100 ADR	ADR	09348R201	3,347	150,203	SH		Sole	01	150,203		
BLDRS INDEX FDS TR EMER MK 50 ADR	ADR	09348R300	215	5,699	SH		Sole	01	5,699		
BOWNE & CO INC COM	COM	103043105	2,971	257,266	SH		Sole	01	257,266		
BRISTOL MYERS SQUIBB CO COM	COM	110122108	11,186	536,518	SH		Sole	01	536,518		
BRITISH AMERN TOB PLC SPONSORED ADR	SPONSORED ADR	110448107	7,850	126,608	SH		Sole	01	126,608		
BROADCOM CORP CL A	CL A	111320107	3	175	SH		Sole	01	175		
BUCYRUS INTL INC NEW COM	COM	118759109	170	3,806	SH		Sole	01	3,806		
BURLINGTON NORTHN SANTA FE C COM	COM	12189T104	11,319	122,457	SH		Sole	01	122,457		
CELANESE CORP DEL COM SER A	COM	150870103	39	1,385	SH		Sole	01	1,385		
CERNER CORP COM	COM	156782104	3	63	SH		Sole	01	63		
CGG VERITAS SPONSORED ADR	SPONSORED ADR	204386106	6,288	197,812	SH		Sole	01	197,812		
CHARLES RIV LABS INTL INC COM	COM	159864107	267	4,814	SH		Sole	01	4,814		
CHATTEM INC COM	COM	162456107	5,645	72,204	SH		Sole	01	72,204		
CHINA LIFE INS CO LTD SPON ADR REP H	SPONSORED ADR	16939P106	529	9,511	SH		Sole	01	9,511		
CHINA MOBILE LIMITED SPONSORED ADR	ADR	16941M109	10,444	208,551	SH		Sole	01	208,551		
CIMAREX ENERGY CO COM	COM	171798101	1	26	SH		Sole	01	26		
CISCO SYS INC COM	COM	17275R102	10,278	455,569	SH		Sole	01	455,569		
CITIGROUP INC COM	COM	172967101	1,594	77,695	SH		Sole	01	77,695		
CLAYMORE EXCHANGE TRADED FD BNY BRI&CP	ETF	18383M100	108	3,116	SH		Sole	01	3,116		
CME GROUP INC COM	COM	12572Q105	4	11	SH		Sole	01	11		

CMS ENERGY CORP COM	COM	125896100	4,277	343,002	SH		Sole	01	343,002		
CNOOC LTD SPONSORED ADR	SPONSORED ADR	126132109	2,912	25,426	SH		Sole	01	25,426		
COCA COLA FEMSA S A B DE C V SPON ADR	ADR	191241108	434	8,603	SH		Sole	01	8,603		
COGNIZANT TECHNOLOGY SOLUTIO CL A	CL A	192446102	3,896	170,666	SH		Sole	01	170,666		
COLGATE PALMOLIVE CO COM	COM	194162103	16,867	223,844	SH		Sole	01	223,844		
COMCAST CORP NEW CL A	CL A	20030N101	11,174	569,212	SH		Sole	01	569,212		
COMCAST CORP NEW CL A SPL	SPL	20030N200	5,343	270,950	SH		Sole	01	270,950		
COMPANHIA VALE DO RIO DOCE	SPONSORED ADR	204412209	2,131	111,261	SH		Sole	01	111,261		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	(x$1000)	PRN AMT	PRN	CALL	DISCRETION	MANAGERS	SOLE	SHARED	NONE
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COMPANIA CER VECERIAS UNIDAS	SPONSORED ADR	204429104	2,631	81,947	SH		Sole	01	81,947		
CONAGRA FOODS INC COM	COM	205887102	9,805	503,867	SH		Sole	01	503,867		
CORE LABORATORIES N V COM	COM	N22717107	3,305	32,618	SH		Sole	01	32,618		
CORNING INC COM	COM	219350105	4,208	269,025	SH		Sole	01	269,025		
COSTCO WHSL CORP NEW COM	COM	22160K105	7	106	SH		Sole	01	106		
COVIDIEN LTD COM	COM	G2552X108	13,443	250,052	SH		Sole	01	250,052		
CTRIP COM INTL LTD ADR	SPONSORED ADR	22943F100	2,561	66,338	SH		Sole	01	66,338		
DELTA AIR LINES INC.	COM	247361702	85	11,466	SH		Sole		11,466		
DENTSPLY INTL INC NEW COM	COM	249030107	13,330	355,082	SH		Sole	01	355,082		
DEVON ENERGY CORP NEW COM	COM	25179M103	16	177	SH		Sole	01	177		
DIAMOND OFFSHORE DRILLING IN COM	COM	25271C102	5,700	55,311	SH		Sole	01	55,311		
DICKS SPORTING GOODS INC COM	COM	253393102	1,628	83,128	SH		Sole	01	83,128		
DOLBY LABORATORIES INC COM	COM	25659T107	3,345	95,048	SH		Sole	01	95,048		
DOLLAR THRIFTY AUTOMOTIVE GP COM	COM	256743105	42	21,599	SH		Sole	01	21,599		
DPL INC COM	COM	233293109	765	30,832	SH		Sole	01	30,832		
DU PONT E I DE NEMOURS & CO COM	COM	263534109	9,561	237,253	SH		Sole	01	237,253		
E M C CORP MASS COM	COM	268648102	3,699	309,262	SH		Sole	01	309,262		
EAST WEST BANCORP INC COM	COM	27579R104	2,867	209,304	SH		Sole	01	209,304		
EATON VANCE FLTING RATE INC COM	COM	278279104	2,217	197,416	SH		Sole	01	197,416		
EATON VANCE INS FL PLUS MUN COM	COM	27828E102	6	557	SH		Sole	01	557		
EATON VANCE NATL MUN INCOME SH BEN INT	SH BEEN INT	27829D103	11	997	SH		Sole	01	997		
EATON VANCE SR FLTNG RTE TR COM	COM	27828Q105	2,190	200,903	SH		Sole	01	200,903		
EATON VANCE TX MNG BY WRT OP COM	COM	27828Y108	2,959	247,229	SH		Sole	01	247,229		
EATON VANCE TXMGD GL BUYWR O COM	COM	27829C105	2,886	248,755	SH		Sole	01	248,755		
EMERSON ELEC CO COM	COM	291011104	20,177	494,667	SH		Sole	01			

494,667

ENTERGY CORP NEW COM	COM	29364G103	4,430	49,766	SH		Sole	01	49,766
ERICSSON L M TEL CO ADR B SEK 10	ADR	294821608	11,285	1,196,696	SH		Sole	01	1,196,696
EXELON CORP COM	COM	30161N101	11,005	175,735	SH		Sole	01	175,735
EXPEDITORS INTL WASH INC COM	COM	302130109	326	9,343	SH		Sole	01	9,343
EXPRESSJET HOLDINGS INC CL A	CL A	30218U108	409	2,153,205	SH		Sole	01	2,153,205
EXXON MOBIL CORP COM	COM	30231G102	22,546	290,314	SH		Sole	01	290,314
FACTSET RESH SYS INC COM	COM	303075105	2,352	45,011	SH		Sole	01	45,011
FAIRPOINT COMMUNICATIONS	COM	305560104	0	15	SH		Sole		15
FASTENAL CO COM	COM	311900104	2,480	50,214	SH		Sole	01	50,214
FEDERAL HOME LN MTG CORP COM	COM	313400301	283	165,283	SH		Sole	01	165,283
FIFTH STREET FINANCE CORP	COM	31678A103	14,807	1,473,379	SH		Sole		1,473,379
FIRST NIAGARA FINL GP INC COM	COM	33582V108	19	1,216	SH		Sole	01	1,216
FIRST TR EXCHANGE TRADED FD UTILITIES ALPH	ETF	33734X184	350	23,240	SH		Sole	01	23,240
FIRST TR/FOUR CRNRS SR FLOAT COM	COM	33733U108	2,152	205,963	SH		Sole	01	205,963
FIRSTENERGY CORP COM	COM	337932107	1,670	24,933	SH		Sole	01	24,933

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	(x$1000)	PRN AMT	PRN	CALL	DISCRETION	MANAGERS	SOLE	SHARED	NONE
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FMC TECHNOLOGIES INC COM	COM	30249U101	3	62	SH		Sole	01	62		
FRESENIUS KABI PHARMACEUTHLD RIGHT	RIGHT	35802M115	0	73	SH		Sole	01	73		
FRESENIUS MED CARE AG&CO KGA SPONSORED	SPONSORED ADR	358029106	4,288	82,560	SH		Sole	01	82,560		
GAMESTOP CORP NEW CL A	CORP NEW	36467W109	192	5,612	SH		Sole	01	5,612		
GENENTECH INC COM NEW	COM NEW	368710406	4	50	SH		Sole	01	50		
GENERAL DYNAMICS CORP COM	COM	369550108	24,186	328,530	SH		Sole	01	328,530		
GENERAL ELECTRIC CO COM	COM	369604103	9,907	388,492	SH		Sole	01	388,492		
GENERAL MLS INC COM	COM	370334104	13,818	201,075	SH		Sole	01	201,075		
GENZYME CORP COM	COM	372917104	8	101	SH		Sole	01	101		
GOODRICH CORP COM	COM	382388106	15	356	SH		Sole	01	356		
GOOGLE INC CL A	CL A	38259P508	6	18	SH		Sole	01	18		
GREAT PLAINS ENERGY INC COM	COM	391164100	181	8,132	SH		Sole	01	8,132		
GREIF INC CL A	CL A	397624107	401	6,114	SH		Sole	01	6,114		
GROUPE CGI INC CL A SUB VTG	CL A SUB VTG	39945C109	18,482	2,090,691	SH		Sole	01	2,090,691		
GRUPO TELEVISA SA DE CV SP ADR REP ORD	SPONSORED ADR	40049J206	2,131	97,455	SH		Sole	01	97,455		
HALLIBURTON CO COM	COM	406216101	9,480	292,676	SH		Sole	01	292,676		
HANSEN NAT CORP COM	COM	411310105	2,516	83,183	SH		Sole	01			

									83,183		
HARRIS CORP DEL COM	COM	413875105	2,542	55,012	SH		Sole	01	55,012		
HARSCO CORP COM	COM	415864107	23	616	SH		Sole	01	616		
HOLOGIC INC.	COM	436440101	186	9,632	SH		Sole		9,632		
ICICI BK LTD ADR	SPONSORED ADR	45104G104	1,888	80,262	SH		Sole	01	80,262		
IDEARC INC.	COM	451663108	0	41	SH		Sole		41		
IHS INC CL A	CL A	451734107	16,426	344,790	SH		Sole	01	344,790		
ILLINOIS TOOL WKS INC COM	COM	452308109	12,306	276,847	SH		Sole	01	276,847		
INFOSYS TECHNOLOGIES LTD SPONSORED	SPONSORED ADR	456788108	3,068	92,101	SH		Sole	01	92,101		
ING GLOBAL EQTY DIV & PREM O COM	COM	45684E107	2,777	250,196	SH		Sole	01	250,196		
ING GROEP N V SPONSORED ADR	SPONSORED ADR	456837103	11,153	521,181	SH		Sole	01	521,181		
ING PRIME RATE TR SH BEN INT	SH BEEN INT	44977W106	2,206	508,373	SH		Sole	01	508,373		
INGERSOLL-RAND COMPANY LTD CL A	CL A	G4776G101	5,373	172,364	SH		Sole	01	172,364		
INTERCONTINENTALEXCHANGE INC COM	COM	45865V100	3	41	SH		Sole	01	41		
INTERNATIONAL BUSINESS MACHS COM	COM	459200101	11,509	98,397	SH		Sole	01	98,397		
INTERNATIONAL FLAVORS&FRAGRA COM	COM	459506101	10,186	258,135	SH		Sole	01	258,135		
INTUITIVE SURGICAL INC COM NEW	COM	46120E602	4	17	SH		Sole	01	17		
INVITROGEN CORP COM	COM	46185R100	34	900	SH		Sole	01	900		
IRON MTN INC COM	COM	462846106	2	102	SH		Sole	01	102		
ISHARES INC MSCI BRIC INDX	ETF	464286657	122	3,507	SH		Sole	01	3,507		
ISHARES TR 1-3 YR TRS BD	ETF	464287457	11,349	135,822	SH		Sole	01	135,822		
ISHARES TR DJ US UTILS	ETF	464287697	144	1,830	SH		Sole	01	1,830		
ISHARES TR LEHMAN 3-7 YR	ETF	464288661	9	86	SH		Sole	01	86		
ISHARES TR LEHMAN AGG BND	ETF	464287226	5	49	SH		Sole	01	49		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	(x$1000)	PRN AMT	PRN	CALL	DISCRETION	MANAGERS	SOLE	SHARED	NONE
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ISHARES TR LEHMAN SH TREA	ETF	464288679	5,177	46,939	SH		Sole	01	46,939		
ISHARES TR MSCI ACWI EX	ETF	464288240	3,404	85,300	SH		Sole	01	85,300		
ISHARES TR MSCI ACWI INDX	ETF	464288257	651	15,761	SH		Sole	01	15,761		
ISHARES TR MSCI EAFE IDX	ETF	464287465	12,107	215,047	SH		Sole	01	215,047		
ISHARES TR MSCI EMERG MKT	ETF	464287234	758	22,175	SH		Sole	01	22,175		
ISHARES TR MSCI GRW IDX	ETF	464288885	8,826	155,942	SH		Sole	01	155,942		
ISHARES TR MSCI VAL IDX	ETF	464288877	9,356	185,486	SH		Sole	01	185,486		
ISHARES TR RUSSELL 1000	ETF	464287622	15,437	242,876	SH		Sole	01	242,876		
ISHARES TR RUSSELL MCP VL	ETF	464287473	20,188	514,879	SH		Sole	01	514,879		
ISHARES TR RUSSELL1000GRW	ETF	464287614	543	11,186	SH		Sole	01	11,186		

ISHARES TR RUSSELL1000VAL	ETF	464287598	760	11,889	SH	Sole	01	11,889
ISHARES TR S&P 500 INDEX	ETF	464287200	4	36	SH	Sole	01	36
ISHARES TR S&P CALI ETF	ETF	464288356	92	913	SH	Sole	01	913
ISHARES TR S&P GBL ENER	ETF	464287341	17,282	458,297	SH	Sole	01	458,297
ISHARES TR S&P GL UTILITI	ETF	464288711	25,693	477,035	SH	Sole	01	477,035
ISHARES TR S&P GLB100INDX	ETF	464287572	709	11,410	SH	Sole	01	11,410
ISHARES TR S&P MIDCAP 400	ETF	464287507	1	14	SH	Sole	01	14
ISHARES TR S&P NATL MUN B	ETF	464288414	1	9	SH	Sole	01	9
ISHARES TR S&P NY MUN ETF	ETF	464288323	21	205	SH	Sole	01	205
ISHARES TR S&P SMLCAP 600	ETF	464287804	1	19	SH	Sole	01	19
ISHARES TR S&P500 GRW	ETF	464287309	81,695	1,438,793	SH	Sole	01	1,438,793
ISHARES TR US PFD STK IDX	ETF	464288687	3,157	111,153	SH	Sole	01	111,153
ISHARES TR US TIPS BD FD	ETF	464287176	188	1,860	SH	Sole	01	1,860
JABIL CIRCUIT INC COM	COM	466313103	2,461	257,923	SH	Sole	01	257,923
JACK IN THE BOX INC COM	COM	466367109	37	1,737	SH	Sole	01	1,737
JAKKS PAC INC COM	COM	47012E106	556	22,302	SH	Sole	01	22,302
JARDEN CORP COM	COM	471109108	147	6,268	SH	Sole	01	6,268
JOHN BEAN TECHNOLOGIES CORP COM ADDED	COM	477839104	0	13	SH	Sole	01	13
JOHNSON & JOHNSON COM	COM	478160104	16,882	243,680	SH	Sole	01	243,680
JPMORGAN & CHASE & CO COM	COM	46625H100	10,313	220,828	SH	Sole	01	220,828
KANSAS CITY SOUTHERN COM NEW	COM	485170302	2	51	SH	Sole	01	51
KONINKLIJKE PHILIPS ELECTRS NY REG SH	NEW	500472303	16,288	597,708	SH	Sole	01	597,708
K-SWISS INC CL A	CL A	482686102	4,444	255,414	SH	Sole	01	255,414
LAS VEGAS SANDS CORP COM	COM	517834107	1	37	SH	Sole	01	37
LEAR CORP COM	COM	521865105	1,798	171,205	SH	Sole	01	171,205
LIFE TIME FITNESS INC COM	COM	53217R207	243	7,765	SH	Sole	01	7,765
LKQ CORP COM	COM	501889208	1,958	115,388	SH	Sole	01	115,388
LORILLARD INC COM	COM	544147101	30	415	SH	Sole	01	415
LOWES COS INC COM	COM	548661107	28,364	1,197,308	SH	Sole	01	1,197,308
M/I HOMES INC COM	COM	55305B101	5,166	226,787	SH	Sole	01	226,787

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COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5			COLUMN 6	COLUMN 7	COLUMN 8		
									VOTING AUTHORITY		
			VALUE	SHRS OR	SH/	PUT/	INVESTMENT	OTHER			
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MARINEMAX INC COM	COM	567908108	2,784	385,039	SH		Sole	01	385,039		
MARKET VECTORS ETF TR AGRIBUS ETF	ETF	57060U605	0	6	SH		Sole	01	6		
MARSHALL & ILSLEY CORP NEW COM	COM	571837103	305	15,122	SH		Sole	01			

								15,122
MBIA INC COM	COM	55262C100	4,195	352,516	SH	Sole	01	352,516
MCDONALDS CORP COM	COM	580135101	17,934	290,667	SH	Sole	01	290,667
MEMC ELECTR MATLS INC COM	COM	552715104	4,165	147,380	SH	Sole	01	147,380
MICROSOFT CORP COM	COM	594918104	10,564	395,821	SH	Sole	01	395,821
MITSUBISHI UFJ FINL GROUP IN SPONSORED	SPONSORED ADR	606822104	22,935	2,624,088	SH	Sole	01	2,624,088
MOODYS CORP COM	COM	615369105	4	117	SH	Sole	01	117
MORGAN STANLEY CA INSD MUN TR	MUN	61745P502	1,030	95,769	SH	Sole	01	95,769
MORGAN STANLEY INSD CA MUN	MUN	61745P825	1,181	96,260	SH	Sole	01	96,260
MORGAN STANLEY N Y QULTY MUN	MUN	61745P528	231	21,818	SH	Sole	01	21,818
NALCO HOLDING COMPANY COM	COM	62985Q101	9,281	500,615	SH	Sole	01	500,615
NATIONAL GRID PLC SPON ADR NEW	SPONSORED ADR	636274300	24,104	375,339	SH	Sole	01	375,339
NATIONAL OILWELL VARCO INC COM	COM	637071101	5	92	SH	Sole	01	92
NEUBERGER BERMAN CA INT MUN COM	COM	64123C101	1,116	95,417	SH	Sole	01	95,417
NEW YORK CMNTY BANCORP INC COM	COM	649445103	28	1,642	SH	Sole	01	1,642
NEWS CORP CL A	CL A	65248E104	4,800	400,374	SH	Sole	01	400,374
NEWTEK BUSINESS SERVICES INC.	COM	652526104	74	146,141	SH	Sole		146,141
NFJ DIVID INT & PREM STRTGY COM SHS	COM	65337H109	2,963	181,913	SH	Sole	01	181,913
NIKE INC CL B	CL B	654106103	19,041	284,613	SH	Sole	01	284,613
NISSAN MOTORS SPONSORED ADR	SPONSORED ADR	654744408	5	402	SH	Sole	01	402
NOKIA CORP SPONSORED ADR	SPONSORED ADR	654902204	12,065	646,933	SH	Sole	01	646,933
NORTHEAST UTILS COM	COM	664397106	40	1,544	SH	Sole	01	1,544
NOVARTIS A G SPONSORED ADR	SPONSORED ADR	66987V109	25,611	484,689	SH	Sole	01	484,689
NRG ENERGY INC COM NEW	COM	629377508	6,878	277,904	SH	Sole	01	277,904
NSTAR COM	COM	67019E107	29	873	SH	Sole	01	873
NTELOS HLDGS CORP COM	COM	67020Q107	49	1,818	SH	Sole	01	1,818
NUVEEN EQTY PRM OPPORTUNITYF COM	COM	6706EM102	3,308	254,235	SH	Sole	01	254,235
NUVEEN FLA QUALITY INCOME MU COM	COM	670978105	10	997	SH	Sole	01	997
NUVEEN FLOATING RATE INCOME COM	COM	67072T108	2,068	269,576	SH	Sole	01	269,576
NUVEEN INSD CA PREM INCOME 2 COM	COM	67061U108	196	18,913	SH	Sole	01	18,913
NUVEEN INSD DIVID ADVANTAGE COM	COM	67071L106	2	175	SH	Sole	01	175
NUVEEN INSD FLA PREM INCOME COM	COM	67101V108	2	153	SH	Sole	01	153
OCEANEERING INTL INC COM	COM	675232102	241	4,526	SH	Sole	01	4,526
OLD REP INTL CORP COM	COM	680223104	3,787	297,012	SH	Sole	01	297,012
OPEN JT STK CO-VIMPEL COMMUN SPONSORED	ADR	68370R109	2,261	111,386	SH	Sole	01	111,386
ORACLE CORP COM	COM	68389X105	24,960	1,228,931	SH	Sole	01	1,228,931
PACCAR INC COM	COM	693718108	8,891	232,816	SH	Sole	01	232,816
PALL CORP COM	COM	696429307	19,287	560,845	SH	Sole	01	560,845

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COLUMN 1 COLUMN 2 COLUMN 3 COLUMN 4 COLUMN 5 COLUMN 6 COLUMN 7

COLUMN 8

VOTING AUTHORITY

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION	OTHER MANAGERS	SOLE	SHARED	NONE
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PAR PHARMACEUTICAL COS INC COM	COM	69888P106	192	15,594	SH		Sole	01	15,594		
PEPSICO INC COM	COM	713448108	27,998	392,839	SH		Sole	01	392,839		
PETROLEO BRASILEIRO SA PETRO SPONSORED	SPONSORED ADR	71654V408	16,163	367,761	SH		Sole	01	367,761		
PG&E CORP COM	COM	69331C108	5,175	138,189	SH		Sole	01	138,189		
PHARMACEUTICAL PROD DEV INC COM	COM	717124101	5,713	138,169	SH		Sole	01	138,169		
PHILIP MORRIS INTL INC COM	COM	718172109	14,936	310,524	SH		Sole	01	310,524		
POPULAR INC COM	COM	733174106	3,405	410,777	SH		Sole	01	410,777		
POSCO SPONSORED ADR	ADR	693483109	2,920	31,277	SH		Sole	01	31,277		
POWERSHARES ETF TRUST II DWA DEVEL MKTS	ETF	73936Q108	502	30,789	SH		Sole	01	30,789		
POWERSHARES ETF TRUST II DWA EMRG MKTS	ETF	73936Q207	106	7,728	SH		Sole	01	7,728		
POWERSHARES GLOBAL ETF TRUST EMER MRKT	ETF	73936T763	64	3,502	SH		Sole	01	3,502		
POWERSHS DB MULTI SECT COMM DB AGRICULT	ETF	73936B408	35,847	1,186,587	SH		Sole	01	1,186,587		
PPL CORP COM	COM	69351T106	4,111	111,039	SH		Sole	01	111,039		
PRAXAIR INC COM	COM	74005P104	13,321	185,685	SH		Sole	01	185,685		
PROCTER & GAMBLE CO COM	COM	742718109	50,801	728,960	SH		Sole	01	728,960		
PROSHARES TR CONSUMR SVCS	SVCS	74347R636	31,263	309,837	SH		Sole	01	309,837		
PROSHARES TR ULTRA FINL PRO	PRO	74347R743	18	1,000	SH		Sole	01	1,000		
PROSHARES TR ULTRASHRT FINL	TR	74347R628	0	2	SH		Sole	01	2		
PUBLIC SVC ENTERPRISE GROUP COM	COM	744573106	1,146	34,945	SH		Sole	01	34,945		
RAYMOND JAMES FINANCIAL INC COM	COM	754730109	32	967	SH		Sole	01	967		
RESEARCH IN MOTION LTD COM	COM	760975102	15,514	227,152	SH		Sole	01	227,152		
ROPER INDS INC NEW COM	COM	776696106	4,766	83,676	SH		Sole	01	83,676		
SALESFORCE COM INC COM	COM	79466L302	4	84	SH		Sole	01	84		
SARA LEE CORP COM	COM	803111103	5,315	420,843	SH		Sole	01	420,843		
SATYAM COMPUTER SERVICES LTD ADR	ADR	804098101	206	12,761	SH		Sole	01	12,761		
SCHEIN HENRY INC COM	COM	806407102	3,679	68,341	SH		Sole	01	68,341		
SCHLUMBERGER LTD COM	COM	806857108	5	69	SH		Sole	01	69		
SELECT SECTOR SPDR TR SBI INT-UTILS	COM	81369Y886	3,913	117,757	SH		Sole	01	117,757		
SEMPRA ENERGY COM	COM	816851109	2,222	44,019	SH		Sole	01	44,019		
SIEMENS A G SPONSORED ADR	SPONSORED ADR	826197501	3,621	38,564	SH		Sole	01	38,564		
SINGAPORE FD INC COM	COM	82929L109	0	40	SH		Sole	01	40		
SMITH INTL INC COM	COM	832110100	244	4,163	SH		Sole	01	4,163		
SMITHFIELD FOODS INC COM	COM	832248108	137	8,644	SH		Sole	01	8,644		
SNAP ON INC COM	COM	833034101	2	40	SH		Sole	01	40		

SONIC CORP COM	COM	835451105	1,356	93,056	SH		Sole	01	93,056		
SPDR INDEX SHS FDS EMERG MKTS ETF	ETF	78463X509	115	2,240	SH		Sole	01	2,240		
SPDR INDEX SHS FDS MSCI ACWI EXUS	MSCI ACWI EXUS	78463X848	2,690	90,121	SH		Sole	01	90,121		
SPDR INDEX SHS FDS S&P BRIC 40ETF	ETF	78463X798	211	10,327	SH		Sole	01	10,327		
SPDR SERIES TRUST DJ GLB TITANS	TITANS	78464A706	3,064	51,076	SH		Sole	01	51,076		
ST MARY LD & EXPL CO COM	COM	792228108	26	734	SH		Sole	01	734		

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STANDARD PAC CORP NEW COM	COM	85375C101	4,101	835,278	SH		Sole	01	835,278		
STAPLES INC COM	COM	855030102	2,891	128,503	SH		Sole	01	128,503		
STARBUCKS CORP COM	COM	855244109	4	273	SH		Sole	01	273		
STATE STR CORP COM	COM	857477103	19,088	335,577	SH		Sole	01	335,577		
STATOILHYDRO ASA SPONSORED ADR	SPONSORED ADR	85771P102	5,755	241,810	SH		Sole	01	241,810		
STERICYCLE INC COM	COM	858912108	517	8,775	SH		Sole	01	8,775		
STEWART INFORMATION SVCS COR COM	COM	860372101	4,518	151,854	SH		Sole	01	151,854		
STRYKER CORP COM	COM	863667101	4	69	SH		Sole	01	69		
SYMANTEC CORP COM	COM	871503108	12,778	652,587	SH		Sole	01	652,587		
SYNGENTA AG SPONSORED ADR	ADR	87160A100	20,266	478,882	SH		Sole	01	478,882		
TAIWAN SEMICONDUCTOR MFG LTD SPONSORED	SPONSORED ADR	874039100	3,902	416,409	SH		Sole	01	416,409		
TARGET CORP COM	COM	87612E106	24,898	507,612	SH		Sole	01	507,612		
TENARIS S A SPONSORED ADR	ADR	88031M109	110	2,953	SH		Sole	01	2,953		
TERADATA CORP DEL COM	COM	88076W103	19	968	SH		Sole	01	968		
TERRA INDS INC COM	COM	880915103	1	26	SH		Sole	01	26		
TEVA PHARMACEUTICAL INDS LTD ADR	ADR	881624209	3,721	81,263	SH		Sole	01	81,263		
TOMKINS PLC SPONSORED ADR	SPONSORED ADR	890030208	5	432	SH		Sole	01	432		
TOTAL S A SPONSORED ADR	SPONSORED ADR	89151E109	18,174	299,513	SH		Sole	01	299,513		
TOYOTA MOTOR CORP SP ADR REP2COM	SPONSORED ADR	892331307	18,263	212,858	SH		Sole	01	212,858		
TYCO ELECTRONICS LTD COM NEW	NEW	G9144P105	9,439	341,260	SH		Sole	01	341,260		
TYCO INTL LTD BERMUDA SHS	SHS	G9143X208	8,921	254,738	SH		Sole	01	254,738		
UAL CORP.	COM	902549807	21	2,409	SH		Sole		2,409		
UBS AG SHS NEW	NEW	H89231338	6,165	351,492	SH		Sole	01	351,492		
UNITED TECHNOLOGIES CORP COM	COM	913017109	14,565	242,502	SH		Sole	01	242,502		
UNUM GROUP COM	COM	91529Y106	40	1,579	SH		Sole	01	1,579		
VAN KAMPEN TR INVT GRADE N Y COM	COM	920931102	210	19,383	SH		Sole	01	19,383		
VANGUARD INTL EQUITY INDEX F ALLWRLD EX	INDEX	922042775	521	12,284	SH		Sole	01			

12,284

VANGUARD INTL EQUITY INDEX F EMR MKT ETF	ETF	922042858	0	8	SH		Sole	01	8		
VANGUARD INTL EQUITY INDEX F TT WRLD ST	ETF	922042742	949	22,054	SH		Sole	01	22,054		
VANGUARD WORLD FD MEGA CAP INDEX	INDEX	921910873	1,618	40,254	SH		Sole	01	40,254		
VANGUARD WORLD FDS UTILITIES ETF	ETF	92204A876	295	4,298	SH		Sole	01	4,298		
VARIAN MED SYS INC COM	COM	92220P105	434	7,604	SH		Sole	01	7,604		
VCA ANTECH INC COM	COM	918194101	3,216	109,113	SH		Sole	01	109,113		
VEOLIA ENVIRONNEMENT SPONSORED ADR	SPONSORED ADR	92334N103	5,501	133,254	SH		Sole	01	133,254		
VERIZON COMMUNICATIONS INC.	COM	92343V104	27	832	SH		Sole		832		
VODAFONE GROUP PLC NEW SPONS ADR NEW	ADR	92857W209	19,532	883,793	SH		Sole	01	883,793		
WABCO HLDGS INC COM	COM	92927K102	3,345	94,127	SH		Sole	01	94,127		
WAL MART STORES INC COM	COM	931142103	12,901	215,410	SH		Sole	01	215,410		
WALGREEN CO COM	COM	931422109	12,624	407,767	SH		Sole	01	407,767		
WALTER INDS INC COM	COM	93317Q105	2	35	SH		Sole	01	35		

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WASHINGTON FED INC COM	COM	938824109	2	132	SH		Sole	01	132		
WILLIAMS COS INC DEL COM	COM	969457100	7,204	304,612	SH		Sole	01	304,612		
WIMM BILL DANN FOODS OJSC SPONSORED ADR	ADR	97263M109	2,795	39,370	SH		Sole	01	39,370		
WISDOMTREE TRUST INTL UTILITIES	UTILITIES	97717W653	181	6,654	SH		Sole	01	6,654		
WRIGLEY WM JR CO COM	COM	982526105	16,909	212,961	SH		Sole	01	212,961		
WYETH COM	COM	983024100	9	251	SH		Sole	01	251		
YAHOO INC COM	COM	984332106	2	129	SH		Sole	01	129		
ZENITH NATL INS CORP COM	COM	989390109	45	1,238	SH		Sole	01	1,238		

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