

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

Form 13F

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: December 31, 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      February 12, 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).)

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: 333 lines  
Form 13F Information Table Value Total: 1,443,846  
(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. (formerly known as Genworth Asset Management, Inc.)

VOTING AUTHORITY

NAME OF ISSUER SOLE SHARED NONE	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION	OTHER MANAGERS	----
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3M CO COM 333,487	COM	88579Y101	19,189	333,487	SH		Sole	01	
ABB LTD SPONSORED ADR 817,905	SPONSORED ADR	000375204	12,277	817,905	SH		Sole	01	
ADAPTEC INC COM 1,383,156	COM	00651F108	4,564	1,383,156	SH		Sole	01	
ADVANCE AUTO PARTS INC COM 114	COM	00751Y106	4	114	SH		Sole	01	
ADVENT SOFTWARE INC COM 65	COM	007974108	1	65	SH		Sole	01	
AES CORP COM 757,224	COM	00130H105	6,240	757,224	SH		Sole	01	
AFLAC INC COM 590,572	COM	001055102	27,072	590,572	SH		Sole	01	
AGILENT TECHNOLOGIES INC COM 150,343	COM	00846U101	2,350	150,343	SH		Sole	01	
AIR PRODS & CHEMS INC COM 100	COM	009158106	5	100	SH		Sole	01	
ALBEMARLE CORP COM 73,817	COM	012653101	1,646	73,817	SH		Sole	01	
ALBERTO CULVER CO NEW COM 7,279	COM	013078100	178	7,279	SH		Sole	01	
ALKERMES INC COM 50	COM	01642T108	1	50	SH		Sole	01	
ALLEGHENY ENERGY INC COM 100,163	COM	017361106	3,392	100,163	SH		Sole	01	
ALTRIA GROUP INC COM 107,642	COM	02209S103	1,621	107,642	SH		Sole	01	
AMBAC FINL GROUP INC COM 494,353	COM	023139108	643	494,353	SH		Sole	01	
AMERICA MOVIL SAB DE CV SPON ADR L 52,835	ADR	02364W105	1,637	52,835	SH		Sole	01	
AMERICAN ELEC PWR INC COM 161,734	COM	025537101	5,383	161,734	SH		Sole	01	
AMERICAN EXPRESS CO COM 171,483	COM	025816109	3,181	171,483	SH		Sole	01	
AMERICAN INTL GROUP INC COM 2	COM	026874107	0	2	SH		Sole	01	
AMERICAN WOODMARK CORP COM 146,138	COM	030506109	2,664	146,138	SH		Sole	01	
ANADARKO PETE CORP COM 52,055	COM	032511107	2,007	52,055	SH		Sole	01	
ANSYS INC COM 95,871	COM	03662Q105	2,674	95,871	SH		Sole	01	
ARKANSAS BEST CORP DEL COM 105,326	COM	040790107	3,171	105,326	SH		Sole	01	
ASSURED GUARANTY LTD COM 13,320	COM	G0585R106	152	13,320	SH		Sole	01	
ASTRAZENECA PLC SPONSORED ADR 582,036	SPONSORED ADR	046353108	23,881	582,036	SH		Sole	01	
AUTODESK INC COM 85	COM	052769106	2	85	SH		Sole	01	
AUTOMATIC DATA PROCESSING IN COM 303,028	COM	053015103	11,921	303,028	SH		Sole	01	
AXA SPONSORED ADR 572,733	SPONSORED ADR	054536107	12,869	572,733	SH		Sole	01	
AXCELIS TECHNOLOGIES INC COM 699,273	COM	054540109	357	699,273	SH		Sole	01	
BAKER HUGHES INC COM 29	COM	057224107	1	29	SH		Sole	01	
BANCO BRADESCO S A SP ADR PFD NEW 145,544	SPONSORED ADR	059460303	1,437	145,544	SH		Sole	01	
BANK OF NEW YORK MELLON CORP COM 115,240	COM	064058100	3,265	115,240	SH		Sole	01	
BARD C R INC COM 99,360	COM	067383109	8,372	99,360	SH		Sole	01	
BAXTER INTL INC COM 197,885	COM	071813109	10,605	197,885	SH		Sole	01	
BECTON DICKINSON & CO COM 279,537	COM	075887109	19,118	279,537	SH		Sole	01	
BHP BILLITON LTD SPONSORED ADR 282,938	ADR	088606108	12,138	282,938	SH		Sole	01	
BIOGEN IDEC INC COM 75	COM	09062X103	4	75	SH		Sole	01	

BIOTECH HOLDERS TR DEPOSTRY RCPTS 33	TR DEPOSTR	09067D201	6	33 SH	Sole	01
BJS WHOLESALE CLUB INC COM 73	COM	05548J106	3	73 SH	Sole	01
BLACKROCK MUNIHOLDINGS N Y I COM 6	COM	09255C106	0	6 SH	Sole	01

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COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COLUMN 7			
COLUMN 8									
VOTING AUTHORITY									
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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ INVESTMENT DISCRETION	OTHER MANAGERS	-----		
SOLE SHARED NONE									
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BLACKROCK MUNIYIELD CALIF IN COM 32	COM	09254N103	0	32 SH	Sole	01			
BLDRS INDEX FDS TR DEV MK 100 ADR 203,750	ADR	09348R201	3,527	203,750 SH	Sole	01			
BLDRS INDEX FDS TR EMER MK 50 ADR 868	ADR	09348R300	24	868 SH	Sole	01			
BOWNE & CO INC COM 221,970	COM	103043105	1,305	221,970 SH	Sole	01			
BP PLC SPONSORED ADR 125,474	ADR	055622104	5,865	125,474 SH	Sole	01			
BRISTOL MYERS SQUIBB CO COM 510,391	COM	110122108	11,867	510,391 SH	Sole	01			
BRITISH AMERN TOB PLC SPONSORED ADR 223,373	SPONSORED ADR	110448107	11,863	223,373 SH	Sole	01			
BURLINGTON NORTHN SANTA FE C COM 100,937	COM	12189T104	7,642	100,937 SH	Sole	01			
CABLEVISION SYS CORP CL A NY CABLVS 97	COM	12686C109	2	97 SH	Sole	01			
CELANESE CORP DEL COM SER A 147	COM	150870103	2	147 SH	Sole	01			
CEPHALON INC COM 3,248	COM	156708109	250	3,248 SH	Sole	01			
CHARMING SHOPPES INC COM 65	COM	161133103	0	65 SH	Sole	01			
CHATTEM INC COM 58,686	COM	162456107	4,198	58,686 SH	Sole	01			
CHINA LIFE INS CO LTD SPON ADR REP H 6,077	SPONSORED ADR	16939P106	282	6,077 SH	Sole	01			
CHINA MOBILE LIMITED SPONSORED ADR 204,429	ADR	16941M109	10,395	204,429 SH	Sole	01			
CIMAREX ENERGY CO COM 26	COM	171798101	1	26 SH	Sole	01			
CIRRUS LOGIC INC COM 60	COM	172755100	0	60 SH	Sole	01			
CISCO SYS INC COM 524,554	COM	17275R102	8,550	524,554 SH	Sole	01			
CMS ENERGY CORP COM 373,411	COM	125896100	3,775	373,411 SH	Sole	01			
CNOOC LTD SPONSORED ADR 22,489	SPONSORED ADR	126132109	2,142	22,489 SH	Sole	01			
COCA COLA FEMSA S A B DE C V SPON ADR 8,570	ADR	191241108	373	8,570 SH	Sole	01			
COGNIZANT TECHNOLOGY SOLUTIO CL A 140,609	CL A	192446102	2,539	140,609 SH	Sole	01			
COLGATE PALMOLIVE CO COM 307,812	COM	194162103	21,097	307,812 SH	Sole	01			
COMCAST CORP NEW CL A 468,411	CL A	20030N101	7,907	468,411 SH	Sole	01			
COMCAST CORP NEW CL A SPL 169,448	SPL	20030N200	2,737	169,448 SH	Sole	01			
COMERICA INC COM 3,529	COM	200340107	70	3,529 SH	Sole	01			
COMPANHIA DE BEBIDAS DAS AME SPON 4,460	ADR	20441W203	198	4,460 SH	Sole	01			
COMPANHIA VALE DO RIO DOCE 96,768	SPONSORED ADR	204412209	1,172	96,768 SH	Sole	01			
COMPANIA CERVECERIAS UNIDAS 68,638	SPONSORED ADR	204429104	1,802	68,638 SH	Sole	01			
CONAGRA FOODS INC COM 406,001	COM	205887102	6,699	406,001 SH	Sole	01			
CORE LABORATORIES N V COM	COM	N22717107	1,602	26,765 SH	Sole	01			



FIFTH STREET FINANCE CORP 1,473,379	COM	31678A103	11,124	1,473,379	SH	Sole	
FIRST SOLAR INC COM 200	COM	336433107	28	200	SH	Sole	01
FIRST TR EXCHANGE TRADED FD UTILITIES 1,757	ETF	33734X184	23	1,757	SH	Sole	01
FIRSTENERGY CORP COM 23,509	COM	337932107	1,142	23,509	SH	Sole	01
FOREST LABS INC COM 100	COM	345838106	3	100	SH	Sole	01
FPL GROUP INC COM 81	COM	302571104	4	81	SH	Sole	01
FRESENIUS KABI PHARMACEUTHLD RIGHT 2	RIGHT	35802M115	0	2	SH	Sole	01
FRESENIUS MED CARE AG&CO KGA 48,106	SPONSORED ADR	358029106	2,270	48,106	SH	Sole	01
GENERAL DYNAMICS CORP COM 276,031	COM	369550108	15,897	276,031	SH	Sole	01
GENERAL ELECTRIC CO COM 310,346	COM	369604103	5,028	310,346	SH	Sole	01
GENERAL GROWTH PPTYS INC COM 44	COM	370021107	0	44	SH	Sole	01
GENERAL MLS INC COM 168,431	COM	370334104	10,232	168,431	SH	Sole	01
GENZYME CORP COM 80	COM	372917104	5	80	SH	Sole	01
GILEAD SCIENCES INC COM 100	COM	375558103	5	100	SH	Sole	01
GREAT PLAINS ENERGY INC COM 7,593	COM	391164100	147	7,593	SH	Sole	01
GREIF INC CL A 5,060	CL A	397624107	169	5,060	SH	Sole	01
GROUPE CGI INC CL A SUB VTG 1,940,320	CL A SUB VTG	39945C109	15,134	1,940,320	SH	Sole	01
GRUPO TELEVISIA SA DE CV SP ADR REP 76,934	SPONSORED ADR	40049J206	1,149	76,934	SH	Sole	01
HALLIBURTON CO COM 232,515	COM	406216101	4,227	232,515	SH	Sole	01
HANSEN NAT CORP COM 69,223	COM	411310105	2,321	69,223	SH	Sole	01
HARRIS CORP DEL COM 44,166	COM	413875105	1,681	44,166	SH	Sole	01
HARSCO CORP COM 47	COM	415864107	1	47	SH	Sole	01
HEWLETT PACKARD CO COM 168,571	COM	428236103	6,117	168,571	SH	Sole	01
HOLOGIC INC. 9,632	COM	436440101	126	9,632	SH	Sole	
ICICI BK LTD ADR 62,057	SPONSORED ADR	45104G104	1,195	62,057	SH	Sole	01
IHS INC CL A 309,447	CL A	451734107	11,580	309,447	SH	Sole	01

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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 SOLE    SHARED NONE -----	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ PRN CALL	INVESTMENT DISCRETION	OTHER MANAGERS	----	
								<C>	<C>
ILLINOIS TOOL WKS INC COM 243,767	COM	452308109	8,544	243,767	SH	Sole	01		
IMMUCOR INC COM 8,523	COM	452526106	227	8,523	SH	Sole	01		
INFOSYS TECHNOLOGIES LTD SPONSORED 72,324	SPONSORED ADR	456788108	1,777	72,324	SH	Sole	01		
ING GLOBAL EQTY DIV & PREM O COM 216,723	COM	45684E107	2,109	216,723	SH	Sole	01		
ING GROEP N V SPONSORED ADR 621,165	SPONSORED ADR	456837103	6,895	621,165	SH	Sole	01		
INGERSOLL-RAND COMPANY LTD CL A 133,337	CL A	G4776G101	2,313	133,337	SH	Sole	01		
INTERNATIONAL BUSINESS MACHS COM 79,532	COM	459200101	6,693	79,532	SH	Sole	01		
INTERNATIONAL FLAVORS&FRAGRA COM	COM	459506101	6,221	209,331	SH	Sole	01		

209,331								
ISHARES TR BARCLYS 10-20YR	ETF	464288653	9	70	SH	Sole	01	
70								
ISHARES TR BARCLYS 1-3 YR	ETF	464287457	25,437	300,464	SH	Sole	01	
300,464								
ISHARES TR BARCLYS 1-3YR CR	ETF	464288646	530	5,259	SH	Sole	01	
5,259								
ISHARES TR BARCLYS 20+ YR	ETF	464287432	11	88	SH	Sole	01	
88								
ISHARES TR BARCLYS 3-7 YR	ETF	464288661	16,524	142,989	SH	Sole	01	
142,989								
ISHARES TR BARCLYS INTER CR	ETF	464288638	9,783	102,216	SH	Sole	01	
102,216								
ISHARES TR BARCLYS SH TREA	ETF	464288679	7,947	71,990	SH	Sole	01	
71,990								
ISHARES TR BARCLYS TIPS BD	ETF	464287176	5,852	58,966	SH	Sole	01	
58,966								
ISHARES TR DJ US INDEX FD	ETF	464287846	2,947	66,845	SH	Sole	01	
66,845								
ISHARES TR LRGE CORE INDX	ETF	464287127	1	17	SH	Sole	01	
17								
ISHARES TR MSCI ACWI EX	ETF	464288240	3,073	100,030	SH	Sole	01	
100,030								
ISHARES TR MSCI ACWI INDX	ETF	464288257	9,283	286,324	SH	Sole	01	
286,324								
ISHARES TR MSCI EAFE IDX	ETF	464287465	4,835	107,788	SH	Sole	01	
107,788								
ISHARES TR MSCI EMERG MKT	ETF	464287234	893	35,755	SH	Sole	01	
35,755								
ISHARES TR MSCI GRW IDX	ETF	464288885	9,546	210,039	SH	Sole	01	
210,039								
ISHARES TR MSCI SMALL CAP	ETF	464288273	4,501	175,052	SH	Sole	01	
175,052								
ISHARES TR MSCI VAL IDX	ETF	464288877	7,221	178,069	SH	Sole	01	
178,069								
ISHARES TR RUSL 3000 VALU	ETF	464287663	353	5,455	SH	Sole	01	
5,455								
ISHARES TR RUSSELL 1000	ETF	464287622	12,450	254,759	SH	Sole	01	
254,759								
ISHARES TR RUSSELL MCP VL	ETF	464287473	11,331	398,408	SH	Sole	01	
398,408								
ISHARES TR RUSSELL MIDCAP	ETF	464287499	109	1,825	SH	Sole	01	
1,825								
ISHARES TR RUSSELL1000GRW	ETF	464287614	1,652	44,572	SH	Sole	01	
44,572								
ISHARES TR RUSSELL1000VAL	ETF	464287598	3,999	80,757	SH	Sole	01	
80,757								
ISHARES TR S&P 100 IDX FD	ETF	464287101	1,617	37,419	SH	Sole	01	
37,419								
ISHARES TR S&P 500 INDEX	ETF	464287200	1	16	SH	Sole	01	
16								
ISHARES TR S&P DEV EX-US	ETF	464288422	1,090	46,029	SH	Sole	01	
46,029								
ISHARES TR S&P GBL ENER	ETF	464287341	13,622	465,542	SH	Sole	01	
465,542								
ISHARES TR S&P GL UTILITI	ETF	464288711	22,800	485,929	SH	Sole	01	
485,929								
ISHARES TR S&P GLB100INDX	ETF	464287572	6,183	123,307	SH	Sole	01	
123,307								
ISHARES TR S&P500 GRW	ETF	464287309	68,203	1,517,980	SH	Sole	01	
1,517,980								
ISHARES TR US PFD STK IDX	ETF	464288687	3,007	102,959	SH	Sole	01	
102,959								
JABIL CIRCUIT INC COM	COM	466313103	1,440	213,338	SH	Sole	01	
213,338								
JACK IN THE BOX INC COM	COM	466367109	2	73	SH	Sole	01	
73								
JAKKS PAC INC COM	COM	47012E106	184	8,900	SH	Sole	01	
8,900								
JARDEN CORP COM	COM	471109108	126	10,956	SH	Sole	01	
10,956								
JOHNSON & JOHNSON COM	COM	478160104	12,781	213,617	SH	Sole	01	
213,617								
JPMORGAN & CHASE & CO COM	COM	46625H100	5,689	180,438	SH	Sole	01	
180,438								

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COLUMN 1  
COLUMN 8

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

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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KANSAS CITY SOUTHERN COM NEW 51	COM	485170302	1	51	SH		Sole	01	
KB FINANCIAL GROUP INC SPONSORED ADR 52,527	ADR	48241A105	1,376	52,527	SH		Sole	01	
KELLOGG CO COM 51	COM	487836108	2	51	SH		Sole	01	
KEYCORP NEW COM 9,497	COM	493267108	81	9,497	SH		Sole	01	
KONINKLIJKE PHILIPS ELECTRS NY REG SH NEW 549,744	NEW	500472303	10,923	549,744	SH		Sole	01	
KRAFT FOODS INC CL A 224,055	CL A	50075N104	6,016	224,055	SH		Sole	01	
K-SWISS INC CL A 218,734	CL A	482686102	2,494	218,734	SH		Sole	01	
L-3 COMMUNICATIONS HLDGS INC COM 45	COM	502424104	3	45	SH		Sole	01	
LEAR CORP COM 131,596	COM	521865105	186	131,596	SH		Sole	01	
LIBERTY GLOBAL INC COM SER A 2	COM	530555101	0	2	SH		Sole	01	
LIBERTY GLOBAL INC COM SER C 2	COM	530555309	0	2	SH		Sole	01	
LIBERTY MEDIA CORP NEW CAP COM SER A 53	COM	53071M302	0	53	SH		Sole	01	
LIBERTY MEDIA CORP NEW ENT COM SER A 124	COM	53071M500	2	124	SH		Sole	01	
LIBERTY MEDIA CORP NEW INT COM SER A 161	COM	53071M104	1	161	SH		Sole	01	
LIFE TECHNOLOGIES CORP COM ADDED 74	COM	53217V109	2	74	SH		Sole	01	
LKQ CORP COM 95,554	COM	501889208	1,114	95,554	SH		Sole	01	
LORILLARD INC COM 45	COM	544147101	3	45	SH		Sole	01	
LOWES COS INC COM 1,024,307	COM	548661107	22,043	1,024,307	SH		Sole	01	
M/I HOMES INC COM 184,233	COM	55305B101	1,942	184,233	SH		Sole	01	
MARINEMAX INC COM 312,891	COM	567908108	1,061	312,891	SH		Sole	01	
MARSHALL & ILSLEY CORP NEW COM 7,908	COM	571837103	108	7,908	SH		Sole	01	
MBIA INC COM 272,984	COM	55262C100	1,111	272,984	SH		Sole	01	
MCDONALDS CORP COM 270,433	COM	580135101	16,818	270,433	SH		Sole	01	
MEMC ELECTR MATLS INC COM 193,531	COM	552715104	2,764	193,531	SH		Sole	01	
MICROSOFT CORP COM 316,309	COM	594918104	6,149	316,309	SH		Sole	01	
MIDCAP SPDR TR UNIT SER 1 5,980	UIT	595635103	581	5,980	SH		Sole	01	
MITSUBISHI UFJ FINL GROUP 2,435,826	SPONSORED ADR	606822104	15,126	2,435,826	SH		Sole	01	
NALCO HOLDING COMPANY COM 576,957	COM	62985Q101	6,658	576,957	SH		Sole	01	
NATIONAL CITY CORP COM 39,788	COM	635405103	72	39,788	SH		Sole	01	
NATIONAL GRID PLC SPON ADR NEW 342,493	SPONSORED ADR	636274300	17,282	342,493	SH		Sole	01	
NATIONAL OILWELL VARCO INC COM 13	COM	637071101	0	13	SH		Sole	01	
NEW YORK CMNTY BANCORP INC COM 193	COM	649445103	2	193	SH		Sole	01	
NEWS CORP CL A 336,555	CL A	65248E104	3,059	336,555	SH		Sole	01	
NEWTEK BUSINESS SERVICES INC. 146,141	COM	652526104	32	146,141	SH		Sole	01	
NFJ DIVID INT & PREM STRTGY COM SHS 156,679	COM	65337H109	2,029	156,679	SH		Sole	01	
NIKE INC CL B 245,400	CL B	654106103	12,515	245,400	SH		Sole	01	
NOKIA CORP SPONSORED ADR 240,394	SPONSORED ADR	654902204	3,750	240,394	SH		Sole	01	
NORTHEAST UTILS COM 138	COM	664397106	3	138	SH		Sole	01	
NORTHERN TR CORP COM	COM	665859104	1,635	31,367	SH		Sole	01	

31,367 NOVARTIS A G SPONSORED ADR 582,825	SPONSORED ADR	66987V109	29,001	582,825	SH	Sole	01
NOVO-NORDISK A S ADR 134,840	ADR	670100205	6,929	134,840	SH	Sole	01
NRG ENERGY INC COM NEW 139,795	COM	629377508	3,261	139,795	SH	Sole	01
NSTAR COM 69	COM	67019E107	3	69	SH	Sole	01
NTELOS HLDGS CORP COM 189	COM	67020Q107	5	189	SH	Sole	01
NTT DOCOMO INC SPONS ADR 436,245	ADR	62942M201	8,559	436,245	SH	Sole	01

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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 SOLE    SHARED NONE	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ INVESTMENT DISCRETION	OTHER MANAGERS	----
<S>	<C>	<C>	<C>	<C>	<C> <C>	<C>	<C> <C>
NUVEEN EQTY PRM OPPORTUNITYF COM 219,912	COM	6706EM102	2,349	219,912	SH	Sole	01
NUVEEN INSD DIVID ADVANTAGE COM 125	COM	67071L106	1	125	SH	Sole	01
O REILLY AUTOMOTIVE INC COM 5,414	COM	686091109	166	5,414	SH	Sole	01
OCEANEERING INTL INC COM 3,735	COM	675232102	109	3,735	SH	Sole	01
OLD REP INTL CORP COM 257,728	COM	680223104	3,072	257,728	SH	Sole	01
OMNICOM GROUP INC COM 41	COM	681919106	1	41	SH	Sole	01
OPEN JT STK CO-VIMPEL COMMUN 88,492	SPONSORED ADR	68370R109	634	88,492	SH	Sole	01
ORACLE CORP COM 1,024,140	COM	68389X105	18,158	1,024,140	SH	Sole	01
PACCAR INC COM 163,488	COM	693718108	4,676	163,488	SH	Sole	01
PALL CORP COM 501,611	COM	696429307	14,261	501,611	SH	Sole	01
PAR PHARMACEUTICAL COS INC COM 13,586	COM	69888P106	182	13,586	SH	Sole	01
PEPSICO INC COM 335,894	COM	713448108	18,397	335,894	SH	Sole	01
PETROLEO BRASILEIRO SA PETRO 217,079	SPONSORED ADR	71654V408	5,316	217,079	SH	Sole	01
PG&E CORP COM 121,082	COM	69331C108	4,687	121,082	SH	Sole	01
PHARMACEUTICAL PROD DEV INC COM 104,839	COM	717124101	3,041	104,839	SH	Sole	01
PHILIP MORRIS INTL INC COM 287,428	COM	718172109	12,506	287,428	SH	Sole	01
POPULAR INC COM 306,151	COM	733174106	1,580	306,151	SH	Sole	01
POSCO SPONSORED ADR 27,771	ADR	693483109	2,090	27,771	SH	Sole	01
POTASH CORP SASK INC COM 300	COM	73755L107	22	300	SH	Sole	01
POWERSHARES ETF TRUST DYNM LRG CP 118,926	ETF	73935X609	1,280	118,926	SH	Sole	01
POWERSHARES ETF TRUST ZACKS MC PRT 56,268	ETF	73935X740	497	56,268	SH	Sole	01
POWERSHARES GLOBAL ETF TRUST AGG 5,854	ETF	73936T565	73	5,854	SH	Sole	01
POWERSHARES GLOBAL ETF TRUST DEV INL 289,625	ETF	73936T805	3,379	289,625	SH	Sole	01
POWERSHARES GLOBAL ETF TRUST DEV MK 112,501	ETF	73936T789	3,197	112,501	SH	Sole	01
POWERSHARES GLOBAL ETF TRUST EMER 3,696	ETF	73936T763	51	3,696	SH	Sole	01
POWERSHARES GLOBAL ETF TRUST INSUR 47,143	ETF	73936T474	998	47,143	SH	Sole	01
POWERSHS DB MULTI SECT COMM DB ENE 22,422	ETF	73936B101	450	22,422	SH	Sole	01



PPL CORP COM 115,706	COM	69351T106	3,551	115,706 SH	Sole	01
PRAXAIR INC COM 162,197	COM	74005P104	9,628	162,197 SH	Sole	01
PROCTER & GAMBLE CO COM 623,551	COM	742718109	38,548	623,551 SH	Sole	01
PROSHARES TR PSHS CONSMR SVCS 219,959	SVCS	74347R636	18,648	219,959 SH	Sole	01
PROSHARES TR PSHS ULTRA FINL 1,000	PRO	74347R743	6	1,000 SH	Sole	01
PUBLIC SVC ENTERPRISE GROUP COM 29,400	COM	744573106	858	29,400 SH	Sole	01
QUEST DIAGNOSTICS INC COM 4,784	COM	74834L100	248	4,784 SH	Sole	01
RESEARCH IN MOTION LTD COM 73,844	COM	760975102	2,997	73,844 SH	Sole	01
ROPER INDS INC NEW COM 67,250	COM	776696106	2,919	67,250 SH	Sole	01
ROYAL CARIBBEAN CRUISES LTD COM 6,525	COM	V7780T103	90	6,525 SH	Sole	01
RYDEX ETF TRUST S&P 500 EQ TRD 74,787	ETF	78355W106	2,079	74,787 SH	Sole	01
SANDISK CORP COM 55	COM	80004C101	1	55 SH	Sole	01
SARA LEE CORP COM 265,088	COM	803111103	2,595	265,088 SH	Sole	01
SATYAM COMPUTER SERVICES LTD ADR 8,008	ADR	804098101	72	8,008 SH	Sole	01
SCHEIN HENRY INC COM 67,210	COM	806407102	2,466	67,210 SH	Sole	01
SCHERING PLOUGH CORP COM 63,434	COM	806605101	1,080	63,434 SH	Sole	01
SCHLUMBERGER LTD COM 134	COM	806857108	6	134 SH	Sole	01
SEAGATE TECHNOLOGY SHS 77	COM	G7945J104	0	77 SH	Sole	01

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VOTING AUTHORITY

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ PRN CALL	INVESTMENT DISCRETION	OTHER MANAGERS	----
SOLE    SHARED NONE								
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
SELECT SECTOR SPDR TR SBI INT-UTILS 60,295	COM	81369Y886	1,750	60,295 SH		Sole	01	
SEMPRA ENERGY COM 27,816	COM	816851109	1,186	27,816 SH		Sole	01	
SINGAPORE FD INC COM 34	COM	82929L109	0	34 SH		Sole	01	
SMITHFIELD FOODS INC COM 14,670	COM	832248108	206	14,670 SH		Sole	01	
SNAP ON INC COM 40	COM	833034101	2	40 SH		Sole	01	
SONIC CORP COM 77,492	COM	835451105	943	77,492 SH		Sole	01	
SPDR INDEX SHS FDS DJWS INTL REAL 82,882	ETF	78463X863	2,244	82,882 SH		Sole	01	
SPDR INDEX SHS FDS EMERG MKTS ETF 3,681	ETF	78463X509	138	3,681 SH		Sole	01	
SPDR INDEX SHS FDS MSCI ACWI EXUS 152,964	MSCI ACWI EXUS	78463X848	3,567	152,964 SH		Sole	01	
SPDR INDEX SHS FDS S&P INTL SMLCP 136,101	ETF	78463X871	2,534	136,101 SH		Sole	01	
SPDR INDEX SHS FDS S&P WRLD EX US 8	ETF	78463X889	0	8 SH		Sole	01	
SPDR SERIES TRUST DJWS LARGE CAP 79,051	ETF	78464A854	3,286	79,051 SH		Sole	01	
SPDR SERIES TRUST DJWS LGCAP GRW 3	ETF	78464A409	0	3 SH		Sole	01	
SPDR SERIES TRUST DJWS SMALL CAP 50,357	ETF	78464A813	1,901	50,357 SH		Sole	01	
SPDR SERIES TRUST LEHMAN YLD ETF 7,679	ETF	78464A417	249	7,679 SH		Sole	01	
SPDR SERIES TRUST SPDR SR TR	ETF	78464A680	22,767	497,204 SH		Sole	01	

497,204	ST MARY LD & EXPL CO COM	COM	792228108	1	31 SH	Sole	01
31	STANDARD PAC CORP NEW COM	COM	85375C101	1,208	678,587 SH	Sole	01
678,587	STAPLES INC COM	COM	855030102	2,929	163,430 SH	Sole	01
163,430	STATE STR CORP COM	COM	857477103	11,087	281,906 SH	Sole	01
281,906	STEWART INFORMATION SVCS COR COM	COM	860372101	2,769	117,881 SH	Sole	01
117,881	SVB FINL GROUP COM	COM	78486Q101	108	4,107 SH	Sole	01
4,107	SYMANTEC CORP COM	COM	871503108	7,176	530,789 SH	Sole	01
530,789	SYNGENTA AG SPONSORED ADR	ADR	87160A100	17,172	438,720 SH	Sole	01
438,720	TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	2,736	346,389 SH	Sole	01
346,389	TARGET CORP COM	COM	87612E106	14,685	425,278 SH	Sole	01
425,278	TENARIS S A SPONSORED ADR	ADR	88031M109	97	4,640 SH	Sole	01
4,640	TERRA INDS INC COM	COM	880915103	0	26 SH	Sole	01
26	TEVA PHARMACEUTICAL INDS LTD ADR	ADR	881624209	2,776	65,202 SH	Sole	01
65,202	TORCHMARK CORP COM	COM	891027104	2	37 SH	Sole	01
37	TOTAL S A SPONSORED ADR	SPONSORED ADR	89151E109	21,921	396,394 SH	Sole	01
396,394	TOYOTA MOTOR CORP SP ADR REP2COM	SPONSORED ADR	892331307	9,528	145,596 SH	Sole	01
145,596	TRACTOR SUPPLY CO COM	COM	892356106	129	3,574 SH	Sole	01
3,574	TYCO ELECTRONICS LTD COM NEW	NEW	G9144P105	4,393	271,023 SH	Sole	01
271,023	TYCO INTL LTD BERMUDA SHS	SHS	G9143X208	4,394	203,430 SH	Sole	01
203,430	UAL CORP.	COM	902549807	27	2,409 SH	Sole	01
2,409	UBS AG SHS NEW	NEW	H89231338	4,013	280,617 SH	Sole	01
280,617	UNITED TECHNOLOGIES CORP COM	COM	913017109	12,895	240,584 SH	Sole	01
240,584	UNITEDHEALTH GROUP INC COM	COM	91324P102	4	165 SH	Sole	01
165	UNUM GROUP COM	COM	91529Y106	4	213 SH	Sole	01
213	VANGUARD BD INDEX FD INC SHORT TRM	ETF	921937827	10,510	130,477 SH	Sole	01
130,477	VANGUARD INDEX FDS LARGE CAP ETF	ETF	922908637	6,193	151,972 SH	Sole	01
151,972	VANGUARD INDEX FDS SMALL CP ETF	ETF	922908751	247	5,818 SH	Sole	01
5,818	VANGUARD INDEX FDS VALUE ETF	ETF	922908744	2,618	63,612 SH	Sole	01
63,612	VANGUARD INTL EQUITY INDEX F ALLWRLD	INDEX	922042775	3,173	98,172 SH	Sole	01
98,172							

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VANGUARD INTL EQUITY INDEX F EMR MKT	ETF	922042858	1,102	46,746 SH	Sole	01	
46,746							
VANGUARD TAX-MANAGED FD EUROPE PAC	ETF	921943858	6,668	242,734 SH	Sole	01	
242,734							
VANGUARD WORLD FD MEGA CAP INDEX	INDEX	921910873	3,013	95,625 SH	Sole	01	
95,625							
VANGUARD WORLD FD MEGA GRWTH IND	ETF	921910816	2,082	66,072 SH	Sole	01	
66,072							

VANGUARD WORLD FDS UTILITIES ETF 615	ETF	92204A876	38	615 SH	Sole	01
VARIAN MED SYS INC COM 3	COM	92220P105	0	3 SH	Sole	01
VCA ANTECH INC COM 90,330	COM	918194101	1,796	90,330 SH	Sole	01
VEOLIA ENVIRONNEMENT SPONSORED ADR 105,935	SPONSORED ADR	92334N103	3,359	105,935 SH	Sole	01
VERIZON COMMUNICATIONS INC. 832	COM	92343V104	28	832 SH	Sole	
VODAFONE GROUP PLC NEW SPONS ADR 619,695	ADR	92857W209	12,667	619,695 SH	Sole	01
WAL MART STORES INC COM 180,927	COM	931142103	10,143	180,927 SH	Sole	01
WALGREEN CO COM 359,949	COM	931422109	8,880	359,949 SH	Sole	01
WALTER INDS INC COM 35	COM	93317Q105	1	35 SH	Sole	01
WASHINGTON FED INC COM 132	COM	938824109	2	132 SH	Sole	01
WATERS CORP COM 130,350	COM	941848103	4,777	130,350 SH	Sole	01
WEATHERFORD INTERNATIONAL LT COM 280	COM	G95089101	3	280 SH	Sole	01
WILLIAMS COS INC DEL COM 84,923	COM	969457100	1,230	84,923 SH	Sole	01
WIMM BILL DANN FOODS OJSC SPONSORED 25,597	ADR	97263M109	673	25,597 SH	Sole	01
WISDOMTREE TRUST INTL DV TOP100 97,925	ETF	97717W786	3,350	97,925 SH	Sole	01
WISDOMTREE TRUST INTL UTILITIES 103,981	UTILITIES	97717W653	2,436	103,981 SH	Sole	01
WISDOMTREE TRUST LARGE CAP DIVID 7	ETF	97717W307	0	7 SH	Sole	01
WYETH COM 98,228	COM	983024100	3,685	98,228 SH	Sole	01
XL CAP LTD CL A 22,864	CL A	G98255105	85	22,864 SH	Sole	01

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