

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:

<TABLE>  
<CAPTION>  
/s/ Patricia Merrill Richmond, VA May 13, 2009  
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<S> <C> <C>  
[Signature] [City, State] [Date]  
</TABLE>

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:

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Number of Other Included Managers: 1  
Form 13F Information Table Entry Total: 267 lines  
Form 13F Information Table Value Total: 1,660,025  
(thousands)  
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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.

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No. Form 13F File Number Name  
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<C> <C> <S>  
01 28-11546 Genworth Financial Asset Management, Inc.

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COLUMN 1  
COLUMN 8

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

AUTHORITY

VOTING

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN	SH/ AMT	PUT/ PRN	INVESTMENT DISCRETION	OTHER MANAGERS	SOLE
3M CO COM	COM	88579Y101	15,843	318,647	SH		Sole	01	318,647
ABB LTD SPONSORED ADR	SPONSORED ADR	000375204	2,383	170,944	SH		Sole	01	170,944
ADAPTEC INC COM	COM	00651F108	203	84,565	SH		Sole	01	84,565
ADVANCE AUTO PARTS INC COM	COM	00751Y106	5	114	SH		Sole	01	114
AES CORP COM	COM	00130H105	4,807	827,401	SH		Sole	01	827,401
AGRIUM INC COM	COM	008916108	3,255	90,945	SH		Sole	01	90,945
AIR PRODS & CHEMS INC COM	COM	009158106	6	100	SH		Sole	01	100
AIRGAS INC COM	COM	009363102	4,362	129,019	SH		Sole	01	129,019
ALBERTO CULVER CO NEW COM	COM	013078100	128	5,665	SH		Sole	01	5,665
ALLEGHENY ENERGY INC COM	COM	017361106	1,947	84,016	SH		Sole	01	84,016
ALTRIA GROUP INC COM	COM	02209S103	3	200	SH		Sole	01	200
AMERICA MOVIL SAB DE CV SPON	ADR	02364W105	1,058	39,063	SH		Sole	01	39,063
AMERICAN ELEC PWR INC COM	COM	025537101	2,365	93,622	SH		Sole	01	93,622
AMERICAN EXPRESS CO COM	COM	025816109	0	3	SH		Sole	01	3
ANADARKO PETE CORP COM	COM	032511107	1,624	41,749	SH		Sole	01	41,749
ANSYS INC COM	COM	03662Q105	5,885	234,461	SH		Sole	01	234,461
ARKANSAS BEST CORP DEL COM	COM	040790107	89	4,666	SH		Sole	01	4,666
ASSURED GUARANTY LTD COM	COM	G0585R106	99	14,629	SH		Sole	01	14,629
AUTOMATIC DATA PROCESSING IN	COM	053015103	8,004	227,646	SH		Sole	01	227,646
AXA SPONSORED ADR	SPONSORED ADR	054536107	4,934	411,889	SH		Sole	01	411,889
AXCELIS TECHNOLOGIES INC COM	COM	054540109	46	119,929	SH		Sole	01	119,929
BAIDU INC SPON ADR REP A	ADR	056752108	1,610	9,116	SH		Sole	01	9,116
BANCO BRADESCO S A SP ADR PFD	SPONSORED ADR	059460303	1,123	113,442	SH		Sole	01	113,442
BANK OF NEW YORK MELLON CORP	COM	064058100	3,652	129,267	SH		Sole	01	129,267

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COLUMN 1  
COLUMN 8

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AUTHORITY

VOTING

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN	SH/ AMT	PUT/ PRN	INVESTMENT DISCRETION	OTHER MANAGERS	SOLE
BARD C R INC COM	COM	067383109	4,424	55,498	SH		Sole	01	55,498
BAXTER INTL INC COM	COM	071813109	12,832	250,533	SH		Sole	01	250,533
BECTON DICKINSON & CO COM	COM	075887109	6,858	101,987	SH		Sole	01	101,987
BHP BILLITON LTD SPONSORED ADR	ADR	088606108	2,010	45,066	SH		Sole	01	45,066
BJS WHOLESALE CLUB INC COM	COM	05548J106	2	73	SH		Sole	01	73
BLACKROCK MUNIHOLDINGS N Y I	COM	09255C106	0	11	SH		Sole	01	11
BLACKROCK MUNIYIELD CALIF IN COM	COM	09254N103	0	30	SH		Sole	01	30
BOEING CO COM	COM	097023105	3,902	109,659	SH		Sole	01	109,659
BOWNE & CO INC COM	COM	103043105	79	24,620	SH		Sole	01	24,620
BP PLC SPONSORED ADR	ADR	055622104	1,715	42,768	SH		Sole	01	42,768
BRISTOL MYERS SQUIBB CO COM	COM	110122108	8,499	387,746	SH		Sole	01	387,746
BRITISH AMERN TOB PLC	SPONSORED ADR	110448107	1,559	33,892	SH		Sole	01	33,892
BURLINGTON NORTHN SANTA FE C	COM	12189T104	4,530	75,316	SH		Sole	01	75,316
CELANESE CORP DEL COM SER A	COM	150870103	2	147	SH		Sole	01	147
CEPHALON INC COM	COM	156708109	5,242	76,972	SH		Sole	01	76,972
CHATTEM INC COM	COM	162456107	4,253	75,876	SH		Sole	01	75,876
CHINA LIFE INS CO LTD SPON ADR	SPONSORED ADR	16939P106	1,821	36,975	SH		Sole	01	36,975
CHINA MOBILE LIMITED SPONSORED	ADR	16941M109	2,769	63,624	SH		Sole	01	63,624
CIMAREX ENERGY CO COM	COM	171798101	0	26	SH		Sole	01	26
CISCO SYS INC COM	COM	17275R102	7,429	442,994	SH		Sole	01	442,994
CMS ENERGY CORP COM	COM	125896100	3,162	267,082	SH		Sole	01	267,082
CNOOC LTD SPONSORED ADR	SPONSORED ADR	126132109	1,233	12,255	SH		Sole	01	12,255
COCA COLA CO COM	COM	191216100	7,560	172,021	SH		Sole	01	172,021
COCA COLA FEMSA S A B DE C V SPO	ADR	191241108	1,570	46,098	SH		Sole	01	46,098
COGNIZANT TECHNOLOGY SOLUTIO	CL A	192446102	3,999	192,367	SH		Sole	01	192,367
COLGATE PALMOLIVE CO COM	COM	194162103	14,464	245,235	SH		Sole	01	245,235
COMCAST CORP NEW CL A	CL A	20030N101	4,579	335,674	SH		Sole	01	335,674

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SHARED NONE								
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COMCAST CORP NEW CL A SPL	SPL	20030N200	1,761	136,854	SH	Sole	01	136,854
COMERICA INC COM	COM	200340107	51	2,798	SH	Sole	01	2,798
COMPANHIA DE BEBIDAS DAS AME	ADR	20441W203	93	1,949	SH	Sole	01	1,949
COMPANHIA SIDERURGICA NACION	SPONSORED ADR	20440W105	956	64,412	SH	Sole	01	64,412
COMPANHIA VALE DO RIO DOCE	SPONSORED ADR	204412209	1,390	104,524	SH	Sole	01	104,524
COMPANIA CERVECERIAS UNIDAS	SPONSORED ADR	204429104	1,244	44,279	SH	Sole	01	44,279
CORE LABORATORIES N V COM	COM	N22717107	4,212	57,575	SH	Sole	01	57,575
CORNING INC COM	COM	219350105	2,500	188,419	SH	Sole	01	188,419
COVIDIEN LTD COM	COM	G2552X108	4,344	130,680	SH	Sole	01	130,680
CREDIT SUISSE GROUP SPONSORED	ADR	225401108	1,828	59,961	SH	Sole	01	59,961
CTRIIP COM INTL LTD ADR	SPONSORED ADR	22943F100	1,378	50,286	SH	Sole	01	50,286
CVS CAREMARK CORPORATION COM	COM	126650100	1,481	53,878	SH	Sole	01	53,878
DELTA AIR LINES INC.	COM	247361702	65	11,466	SH	Sole	01	11,466
DEVON ENERGY CORP NEW COM	COM	25179M103	1,629	36,443	SH	Sole	01	36,443
DIAMOND OFFSHORE DRILLING IN	COM	25271C102	8,238	131,055	SH	Sole	01	131,055
DOLLAR THRIFTY AUTOMOTIVE GP	COM	256743105	37	32,166	SH	Sole	01	32,166
DR REDDYS LABS LTD ADR	ADR	256135203	1,333	141,007	SH	Sole	01	141,007
E M C CORP MASS COM	COM	268648102	1,383	121,288	SH	Sole	01	121,288
EATON VANCE CORP COM NON VTG	COM	278265103	182	7,964	SH	Sole	01	7,964
EATON VANCE INS MUN BD FD COM	COM	27827X101	0	1	SH	Sole	01	1
EATON VANCE TX MNG BY WRT OP	COM	27828Y108	1,660	157,330	SH	Sole	01	157,330
EATON VANCE TXMGD GL BUYWR OP	COM	27829C105	1,514	160,399	SH	Sole	01	160,399
EMERSON ELEC CO COM	COM	291011104	6,810	238,275	SH	Sole	01	238,275
ENTERGY CORP NEW COM	COM	29364G103	2,028	29,789	SH	Sole	01	29,789
ERICSSON L M TEL CO ADR B SEK 10	ADR	294821608	3,303	408,340	SH	Sole	01	408,340
EXELON CORP COM	COM	30161N101	2,599	57,258	SH	Sole	01	57,258
EXXON MOBIL CORP COM	COM	30231G102	8,977	131,819	SH	Sole	01	131,819

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FACTSET RESH SYS INC COM	COM	303075105	8,064	161,312	SH	Sole	01	161,312
FAIRPOINT COMMUNICATIONS	COM	305560104	0	15	SH	Sole	01	15
FASTENAL CO COM	COM	311900104	6,168	191,806	SH	Sole	01	191,806
FIFTH STREET FINANCE CORP	COM	31678A103	11,404	1,473,379	SH	Sole	01	1,473,379
FIRST HORIZON NATL CORP COM	COM	320517105	1	113	SH	Sole	01	113
FIRST SOLAR INC COM	COM	336433107	27	200	SH	Sole	01	200
FIRST TR EXCHANGE TRADED FD UTIL	ETF	33734X184	120	10,316	SH	Sole	01	10,316
FIRSTENERGY CORP COM	COM	337932107	377	9,774	SH	Sole	01	9,774
FPL GROUP INC COM	COM	302571104	444	8,757	SH	Sole	01	8,757
FRANCE TELECOM SPONSORED ADR	ADR	35177Q105	1,963	86,637	SH	Sole	01	86,637
FRESENIUS KABI PHARMACEUTHLD RIGHT	RIGHT	35802M115	0	2	SH	Sole	01	2
FRESENIUS MED CARE AG&CO KGA	SPONSORED ADR	358029106	1,497	38,678	SH	Sole	01	38,678
GAMESTOP CORP NEW CL A	CL A	36467W109	6,277	224,031	SH	Sole	01	224,031
GENERAL DYNAMICS CORP COM	COM	369550108	7,810	187,796	SH	Sole	01	187,796
GENERAL ELECTRIC CO COM	COM	369604103	554	54,784	SH	Sole	01	54,784
GILEAD SCIENCES INC COM	COM	375558103	5	100	SH	Sole	01	100
GROUPE CGI INC CL A SUB VTG	CL A SUB VTG	39945C109	3,536	442,049	SH	Sole	01	442,049
GRUPO TELEVISIA SA DE CV REP	SPONSORED ADR	40049J206	1,055	77,377	SH	Sole	01	77,377
HALLIBURTON CO COM	COM	406216101	4,401	284,488	SH	Sole	01	284,488
HANSEN NAT CORP COM	COM	411310105	3,724	103,439	SH	Sole	01	103,439
HARRIS CORP DEL COM	COM	413875105	1,030	35,577	SH	Sole	01	35,577
HARSCO CORP COM	COM	415864107	1	47	SH	Sole	01	47

HDFC BANK LTD ADR REPS 3 SHS	ADR	40415F101	2,276	37,348 SH	Sole	01	37,348
HEWLETT PACKARD CO COM	COM	428236103	6,077	189,552 SH	Sole	01	189,552
HOLOGIC INC.	COM	436440101	126	9,632 SH	Sole		9,632
HUDSON CITY BANCORP COM	COM	443683107	4,817	412,033 SH	Sole	01	412,033
IHS INC CL A	CL A	451734107	12,225	296,858 SH	Sole	01	296,858

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COLUMN 8

AUTHORITY

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	(x\$1000)	PRN AMT	PRN CALL	DISCRETION MANAGERS	SOLE
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ILLINOIS TOOL WKS INC COM	COM	452308109	5,786	187,565 SH		Sole	01 187,565
IMMUCOR INC COM	COM	452526106	4,561	181,371 SH		Sole	01 181,371
ING GLOBAL EQTY DIV & PREM O COM	COM	45684E107	1,504	163,133 SH		Sole	01 163,133
INGERSOLL-RAND COMPANY LTD CL A	CL A	G4776G101	1,531	110,918 SH		Sole	01 110,918
INTERNATIONAL BUSINESS MACHS	COM	459200101	12,886	132,997 SH		Sole	01 132,997
INTUIT COM	COM	461202103	5,943	220,106 SH		Sole	01 220,106
ISHARES COMEX GOLD TR ISHARES	ETF	464285105	5	52 SH		Sole	01 52
ISHARES TR BARCLYS 10-20YR	ETF	464288653	16	135 SH		Sole	01 135
ISHARES TR BARCLYS 1-3 YR	ETF	464287457	324,648	3,850,191 SH		Sole	01 3,850,191
ISHARES TR BARCLYS 1-3YR CR	ETF	464288646	532	5,381 SH		Sole	01 5,381
ISHARES TR BARCLYS 3-7 YR	ETF	464288661	4,687	40,807 SH		Sole	01 40,807
ISHARES TR BARCLYS INTER CR	ETF	464288638	6,768	71,892 SH		Sole	01 71,892
ISHARES TR BARCLYS MBS BD	ETF	464288588	5,176	48,855 SH		Sole	01 48,855
ISHARES TR BARCLYS SH TREA	ETF	464288679	209,234	1,897,124 SH		Sole	01 1,897,124
ISHARES TR BARCLYS TIPS BD	ETF	464287176	5,411	52,660 SH		Sole	01 52,660
ISHARES TR DJ US INDEX FD	ETF	464287846	18	469 SH		Sole	01 469
ISHARES TR DJ US UTILS	ETF	464287697	0	7 SH		Sole	01 7
ISHARES TR IBOXX INV CPBD	ETF	464287242	203,061	2,157,474 SH		Sole	01 2,157,474
ISHARES TR LRGE CORE INDX	ETF	464287127	1,342	29,169 SH		Sole	01 29,169
ISHARES TR LRGE GRW INDX	ETF	464287119	1,794	43,754 SH		Sole	01 43,754
ISHARES TR MSCI ACWI INDX	ETF	464288257	74	2,599 SH		Sole	01 2,599
ISHARES TR MSCI EAFE IDX	ETF	464287465	15,608	415,225 SH		Sole	01 415,225
ISHARES TR MSCI EMERG MKT	ETF	464287234	12,728	513,016 SH		Sole	01 513,016
ISHARES TR MSCI SMALL CAP	ETF	464288273	26	1,139 SH		Sole	01 1,139
ISHARES TR RUSSELL 1000	ETF	464287622	5,225	120,805 SH		Sole	01 120,805
ISHARES TR RUSSELL MCP GR	ETF	464287481	49	1,637 SH		Sole	01 1,637
ISHARES TR RUSSELL MCP VL	ETF	464287473	7,956	332,190 SH		Sole	01 332,190

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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 RUSSELL 1000GRW	ETF	464287614	2,353	67,080 SH		Sole	01 67,080
ISHARES TR RUSSELL 1000VAL	ETF	464287598	229	5,629 SH		Sole	01 5,629
ISHARES TR S&P 100 IDX FD	ETF	464287101	1,626	43,101 SH		Sole	01 43,101
ISHARES TR S&P 500 INDEX	ETF	464287200	78,536	986,387 SH		Sole	01 986,387
ISHARES TR S&P GBL ENER	ETF	464287341	1	30 SH		Sole	01 30
ISHARES TR S&P GL UTILITI	ETF	464288711	14,725	386,572 SH		Sole	01 386,572
ISHARES TR S&P GLB100INDX	ETF	464287572	275	6,516 SH		Sole	01 6,516
ISHARES TR S&P500 GRW	ETF	464287309	70,401	1,681,831 SH		Sole	01 1,681,831
ISHARES TR US PFD STK IDX	ETF	464288687	819	35,943 SH		Sole	01 35,943
JACK IN THE BOX INC COM	COM	466367109	2	73 SH		Sole	01 73
JAKKS PAC INC COM	COM	47012E106	87	7,049 SH		Sole	01 7,049
JARDEN CORP COM	COM	471109108	110	8,709 SH		Sole	01 8,709
JOHNSON & JOHNSON COM	COM	478160104	5,525	105,045 SH		Sole	01 105,045
JPMORGAN CHASE & CO COM	COM	46625H100	6,003	225,839 SH		Sole	01 225,839
KANSAS CITY SOUTHERN COM NEW	COM	485170302	1	51 SH		Sole	01 51
KEYCORP NEW COM	COM	493267108	59	7,506 SH		Sole	01 7,506
KRAFT FOODS INC CL A	CL A	50075N104	4,444	199,357 SH		Sole	01 199,357
K-SWISS INC CL A	CL A	482686102	53	6,247 SH		Sole	01 6,247
LEAR CORP COM	COM	521865105	11	14,803 SH		Sole	01 14,803

LIFE TECHNOLOGIES CORP COM	COM	53217V109	2	74 SH	Sole	01	74
LKQ CORP COM	COM	501889208	5,423	380,028 SH	Sole	01	380,028
LORILLARD INC COM	COM	544147101	3	45 SH	Sole	01	45
LOWES COS INC COM	COM	548661107	11,063	606,212 SH	Sole	01	606,212
MARINEMAX INC COM	COM	567908108	75	38,419 SH	Sole	01	38,419
MARSHALL & ILSLEY CORP NEW COM	COM	571837103	35	6,266 SH	Sole	01	6,266
MASTERCARD INC CL A	CL A	57636Q104	9,189	54,866 SH	Sole	01	54,866
MBIA INC COM	COM	55262C100	65	14,217 SH	Sole	01	14,217

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SHARED NONE								
<S>	<C>	<C>	<C>	<C>	<C> <C>	<C>	<C>	<C>
MCDONALDS CORP COM 143,265	COM	580135101	7,818	143,265 SH		Sole	01	
MICROSOFT CORP COM 266,095	COM	594918104	4,888	266,095 SH		Sole	01	
MIDCAP SPDR TR UNIT SER 1 29	UIT	595635103	3	29 SH		Sole	01	
MITSUBISHI UFJ FINL GROUP IN NATIONAL GRID PLC SPON ADR NEW	SPONSORED ADR	606822104	6,089	1,237,664 SH		Sole	01	1,237,664
NET SERVICOS DE COMUNICACAO	SPONSORED ADR	636274300	4,602	119,105 SH		Sole	01	119,105
NEW YORK CMNTY BANCORP INC 193	COM	64109T201	1,387	191,375 SH		Sole	01	191,375
NEWTEK BUSINESS SERVICES INC. 146,141	COM	649445103	2	193 SH		Sole	01	
NFJ DIVID INT & PREM STRTGY COM	COM	652526104	54	146,141 SH		Sole		
NIKE INC CL B 184,159	CL B	65337H109	1,209	120,945 SH		Sole	01	120,945
NORTHEAST UTILS COM 138	COM	654106103	8,635	184,159 SH		Sole	01	
NORTHERN TR CORP COM 110,082	COM	664397106	3	138 SH		Sole	01	
NOVARTIS A G SPONSORED ADR 97,826	SPONSORED ADR	665859104	6,585	110,082 SH		Sole	01	
NOVO-NORDISK A S ADR 34,035	ADR	66987V109	3,701	97,826 SH		Sole	01	
NRG ENERGY INC COM NEW 82,348	COM	670100205	1,633	34,035 SH		Sole	01	
NSTAR COM 69	COM	629377508	1,449	82,348 SH		Sole	01	
NTELOS HLDGS CORP COM 189	COM	67019E107	2	69 SH		Sole	01	
NTT DOCOMO INC SPONS ADR 107,168	ADR	67020Q107	3	189 SH		Sole	01	
NUVEEN EQTY PRM OPPORTUNITYF NUVEEN INSD DIVID ADVANTAGE COM	COM	62942M201	1,463	107,168 SH		Sole	01	
96	COM	6706EM102	1,632	160,761 SH		Sole	01	160,761
NV ENERGY INC COM 9,843	COM	67071L106	1	96 SH		Sole	01	
O REILLY AUTOMOTIVE INC COM 233,574	COM	67073Y106	92	9,843 SH		Sole	01	
OCEANEERING INTL INC COM 92,477	COM	686091109	8,177	233,574 SH		Sole	01	
OLD REP INTL CORP COM 8,858	COM	675232102	3,410	92,477 SH		Sole	01	
ORACLE CORP COM 521,029	COM	680223104	96	8,858 SH		Sole	01	
P T TELEKOMUNIKASI INDONESIA 55,661	SPONSORED ADR	68389X105	9,415	521,029 SH		Sole	01	
PACCAR INC COM 240,950	COM	715684106	1,430	55,661 SH		Sole	01	

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COLUMN 1 COLUMN 2 COLUMN 3 COLUMN 4 COLUMN 5 COLUMN 6 COLUMN 7  
COLUMN 8

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN CALL	PUT/ CALL	INVESTMENT DISCRETION	OTHER MANAGERS	SOLE
SHARED NONE									
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PALL CORP COM	COM	696429307	5,808	284,302	SH		Sole	01	284,302
PAR PHARMACEUTICAL COS INC COM	COM	69888P106	102	10,792	SH		Sole	01	10,792
PEPSICO INC COM	COM	713448108	12,593	244,610	SH		Sole	01	244,610
PETROLEO BRASILEIRO SA PETRO	SPONSORED ADR	71654V408	164	5,366	SH		Sole	01	5,366
PG&E CORP COM	COM	69331C108	3,204	83,837	SH		Sole	01	83,837
PHILIP MORRIS INTL INC COM	COM	718172109	8,018	225,358	SH		Sole	01	225,358
PHILIPPINE LONG DISTANCE TEL	SPONSORED ADR	718252604	1,144	25,930	SH		Sole	01	25,930
PNC FINL SVCS GROUP INC COM	COM	693475105	34	1,168	SH		Sole	01	1,168
POPULAR INC COM	COM	733174106	35	16,267	SH		Sole	01	16,267
POSCO SPONSORED ADR	ADR	693483109	190	2,845	SH		Sole	01	2,845
POTASH CORP SASK INC COM	COM	73755L107	24	300	SH		Sole	01	300
POWERSHARES ETF TRUST DYN UTIL	ETF	73935X591	228	17,401	SH		Sole	01	17,401
POWERSHARES ETF TRUST DYNM	ETF	73935X609	696	67,064	SH		Sole	01	67,064
POWERSHARES ETF TRUST ZACKS	ETF	73935X740	8	1,176	SH		Sole	01	1,176
POWERSHS DB MULTI SECT COMM DB	ETF	73936B408	7,672	313,266	SH		Sole	01	313,266
PPL CORP COM	COM	69351T106	2,359	82,159	SH		Sole	01	82,159
PRAXAIR INC COM	COM	74005P104	8,366	124,323	SH		Sole	01	124,323
PROCTER & GAMBLE CO COM	COM	742718109	19,128	406,201	SH		Sole	01	406,201
PUBLIC SVC ENTERPRISE GROUP	COM	744573106	858	29,131	SH		Sole	01	29,131
QUEST DIAGNOSTICS INC COM	COM	74834L100	176	3,701	SH		Sole	01	3,701
RESEARCH IN MOTION LTD COM	COM	760975102	1,420	32,931	SH		Sole	01	32,931
RESMED INC COM	COM	761152107	3,919	110,893	SH		Sole	01	110,893
ROPER INDS INC NEW COM	COM	776696106	3,793	89,352	SH		Sole	01	89,352
ROYAL CARIBBEAN CRUISES LTD	COM	V7780T103	41	5,162	SH		Sole	01	5,162
RYDEX ETF TRUST TOP 50 ETF	ETF	78355W205	558	8,937	SH		Sole	01	8,937
SARA LEE CORP COM	COM	803111103	1,730	214,079	SH		Sole	01	214,079
SCHLUMBERGER LTD COM	COM	806857108	4	100	SH		Sole	01	100

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COLUMN 7	COLUMN 8
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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN CALL	PUT/ CALL	INVESTMENT DISCRETION	OTHER MANAGERS	SOLE
SHARED NONE									
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<C>									
SELECT SECTOR SPDR TR SBI									
INT-UTILS	COM	81369Y886	438	17,138	SH		Sole	01	17,138
SEMPRA ENERGY COM	COM	816851109	328	7,093	SH		Sole	01	7,093
SINGAPORE FD INC COM	COM	82929L109	0	26	SH		Sole	01	26
SMITHFIELD FOODS INC COM	COM	832248108	114	12,051	SH		Sole	01	12,051
SNAP ON INC COM	COM	833034101	1	40	SH		Sole	01	40
SPDR GOLD TRUST GOLD SHS	ETF	78463V107	13,443	148,899	SH		Sole	01	148,899
SPDR INDEX SHS FDS DJWS INTL REA	ETF	78463X863	12	530	SH		Sole	01	530
SPDR SERIES TRUST BRCLYS 1-3MT	ETF	78464A680	52	1,136	SH		Sole	01	1,136
SPDR SERIES TRUST DJWS LGCAP GR	ETF	78464A409	694	20,332	SH		Sole	01	20,332
ST MARY LD & EXPL CO COM	COM	792228108	0	31	SH		Sole	01	31
STAPLES INC COM	COM	855030102	2,385	131,673	SH		Sole	01	131,673
STERICYCLE INC COM	COM	858912108	5,738	120,210	SH		Sole	01	120,210
STEWART INFORMATION SVCS COR	COM	860372101	133	6,796	SH		Sole	01	6,796
STRYKER CORP COM	COM	863667101	8,387	246,397	SH		Sole	01	246,397
SYBASE INC COM	COM	871130100	8,833	291,629	SH		Sole	01	291,629
SYMANTEC CORP COM	COM	871503108	4,355	291,530	SH		Sole	01	291,530
SYNGENTA AG SPONSORED ADR	ADR	87160A100	3,657	91,163	SH		Sole	01	91,163
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED								
TARGET CORP COM	ADR	874039100	1,868	208,716	SH		Sole	01	208,716
TENARIS S A SPONSORED ADR	ADR	87612E106	12,085	351,405	SH		Sole	01	351,405
TENARIS S A SPONSORED ADR	ADR	88031M109	41	2,040	SH		Sole	01	2,040
TERRA INDS INC COM	COM	880915103	1	26	SH		Sole	01	26
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	188	4,171	SH		Sole	01	4,171
TOTAL S A SPONSORED ADR	SPONSORED								
TOYOTA MOTOR CORP SP ADR REP	ADR	89151E109	5,067	103,279	SH		Sole	01	103,279
TRACTOR SUPPLY CO COM	ADR	892331307	3,152	49,800	SH		Sole	01	49,800
TRACTOR SUPPLY CO COM	COM	892356106	100	2,774	SH		Sole	01	2,774
TRANSOCEAN LTD REG SHS ADDED	COM	H8817H100	3,536	60,093	SH		Sole	01	60,093
TYCO ELECTRONICS LTD COM NEW	NEW	G9144P105	4,353	394,259	SH		Sole	01	394,259

<TABLE>  
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 COLUMN 1  
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COLUMN 2      COLUMN 3      COLUMN 4      COLUMN 5      COLUMN 6      COLUMN 7      COLUMN 8  
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NAME OF ISSUER SHARED NONE	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR SH/	PUT/	INVESTMENT	OTHER	SOLE
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UAL CORP.	COM	902549807	11	2,409 SH		Sole		2,409
UBS AG SHS NEW	NEW	H89231338	0	37 SH		Sole	01	37
UNITED CMNTY BKS BLAIRSVLE G	CAP STK	90984P105	2	380 SH		Sole	01	380
UNITED TECHNOLOGIES CORP COM	COM	913017109	6,918	160,958 SH		Sole	01	160,958
UNUM GROUP COM	COM	91529Y106	3	213 SH		Sole	01	213
VANGUARD INDEX FDS GROWTH ETF	ETF	922908736	631	16,884 SH		Sole	01	16,884
VANGUARD INDEX FDS LARGE CAP	ETF	922908637	26	724 SH		Sole	01	724
VANGUARD INDEX FDS VALUE ETF	ETF	922908744	5	158 SH		Sole	01	158
VANGUARD INTL EQUITY INDEX F EMR	ETF	922042858	0	19 SH		Sole	01	19
VANGUARD INTL EQUITY INDEX F TT	ETF	922042742	325	11,211 SH		Sole	01	11,211
VANGUARD TAX-MANAGED FD EUROP	ETF	921943858	11	458 SH		Sole	01	458
VANGUARD WORLD FD MEGA CAP	INDEX	921910873	20	707 SH		Sole	01	707
VANGUARD WORLD FD MEGA GRWTH	ETF	921910816	1	19 SH		Sole	01	19
VERIZON COMMUNICATIONS INC.	COM	92343V104	25	832 SH		Sole		832
VODAFONE GROUP PLC NEW SPONS	ADR	92857W209	6,441	369,765 SH		Sole	01	369,765
VULCAN MATLS CO COM	COM	929160109	5,028	113,535 SH		Sole	01	113,535
WAL MART STORES INC COM	COM	931142103	5,055	97,026 SH		Sole	01	97,026
WALGREEN CO COM	COM	931422109	12,001	462,294 SH		Sole	01	462,294
WALTER INDS INC COM	COM	93317Q105	1	35 SH		Sole	01	35
WASHINGTON FED INC COM	COM	938824109	2	132 SH		Sole	01	132
WATERS CORP COM	COM	941848103	7,998	216,444 SH		Sole	01	216,444
WILLIAMS COS INC DEL COM	COM	969457100	1,288	113,210 SH		Sole	01	113,210
WISDOMTREE TRUST INTL UTILITIES	UTILITIES	97717W653	4	202 SH		Sole	01	202
WYETH COM	COM	983024100	2,656	61,708 SH		Sole	01	61,708
XL CAP LTD CL A	CL A	G98255105	99	18,160 SH		Sole	01	18,160
YAHOO INC COM	COM	984332106	5,061	395,106 SH		Sole	01	395,106
YUM BRANDS INC COM	COM	988498101	4,611	167,805 SH		Sole	01	167,805

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