

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

Form 13F

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: June 30, 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:

/s/ Patricia Merrill Richmond, VA August 11, 2009
- ----- [City, State] [Date]
 [Signature]

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: 343 lines

Form 13F Information Table Value Total: 1,625,036
(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>

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

AUTHORITY

VOTING

CO COM	COM	194162103	17,150	242,440	SH	Sole	01	242,440
COMCAST CORP NEW CL A	CL A	20030N101	4,515	312,257	SH	Sole	01	312,257
COMERICA INC COM COMPANHIA DE BEBIDAS DAS AME SPON	COM	200340107	159	7,505	SH	Sole	01	7,505
COMPANHIA SIDERURGICA NACION SPON	ADR	20441W203	131	2,015	SH	Sole	01	2,015
COMPANIA CERVECERIAS UNIDAS	SPONSORED ADR	204429104	1,468	41,933	SH	Sole	01	41,933

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

AUTHORITY VOTING

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

<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
CONOCOPHILLIPS COM	COM	20825C104	2	44	SH	Sole	01	44	
CONSECO INC DBCV 3.500% 9/3 ADDED	PFD	208464BH9	1	2,000	SH	Sole	01	2,000	
CORE LABORATORIES N V COM	COM	N22717107	6,810	78,145	SH	Sole	01	78,145	
COVIDIEN PLC SHS ADDED	COM	G2554F105	4,554	121,634	SH	Sole	01	121,634	
CREDIT SUISSE GROUP SPONSORED ADR	ADR	225401108	1,446	31,613	SH	Sole	01	31,613	
CSS INDS INC COM	COM	125906107	6	314	SH	Sole	01	314	
CTRIIP COM INTL LTD ADR	SPONSORED ADR	22943F100	2,177	47,027	SH	Sole	01	47,027	
DANAHER CORP DEL COM	COM	235851102	7	116	SH	Sole	01	116	
DARDEN RESTAURANTS INC COM	COM	237194105	1	33	SH	Sole	01	33	
DELTA AIR LINES INC.	COM	247361702	71	12,233	SH	Sole	01	12,233	
DEVON ENERGY CORP NEW COM	COM	25179M103	2,137	39,202	SH	Sole	01	39,202	
DIAMOND OFFSHORE DRILLING IN COM	COM	25271C102	10,661	128,364	SH	Sole	01	128,364	
DISCOVER FINL SVCS COM	COM	254709108	1	74	SH	Sole	01	74	
DOLLAR THRIFTY AUTOMOTIVE GP COM	COM	256743105	882	63,237	SH	Sole	01	63,237	
DOW CHEM CO COM	COM	260543103	5	313	SH	Sole	01	313	
DR REDDYS LABS LTD ADR	ADR	256135203	2,253	132,905	SH	Sole	01	132,905	
DU PONT E I DE NEMOURS & CO COM	COM	263534109	1	25	SH	Sole	01	25	
DUKE ENERGY CORP NEW COM	COM	26441C105	847	58,084	SH	Sole	01	58,084	
DUKE REALTY CORP COM NEW	COM	264411505	0	33	SH	Sole	01	33	
E M C CORP MASS COM	COM	268648102	3,318	253,305	SH	Sole	01	253,305	
EATON VANCE CORP COM NON VTG	COM	278265103	3,860	144,292	SH	Sole	01	144,292	
EATON VANCE INS MUN BD FD COM	COM	27827X101	0	1	SH	Sole	01	1	
EATON VANCE TAX MNG GBL DV E COM	COM	27829F108	6,181	572,852	SH	Sole	01	572,852	
EATON VANCE TX MGD DIV EQ IN COM	COM	27828N102	3,550	302,157	SH	Sole	01	302,157	
EATON VANCE TXMGD GL BUYWR O COM	COM	27829C105	2,623	219,135	SH	Sole	01	219,135	
EDISON INTL COM	COM	281020107	1	25	SH	Sole	01	25	
ELECTRO RENT CORP COM	COM	285218103	8	804	SH	Sole	01	804	
EMERSON ELEC CO COM	COM	291011104	8,687	268,111	SH	Sole	01	268,111	

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COLUMN 1	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									

<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
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ENTERGY CORP NEW COM	COM	29364G103	3,305	42,638	SH		Sole	01	42,638
ERICSSON L M TEL CO ADR B SEK 10	ADR	294821608	3,056	312,519	SH		Sole	01	312,519
EVERGREEN GBL DIVID OPP FUND COM	COM	30024H101	511	56,280	SH		Sole	01	56,280
EXELON CORP COM	COM	30161N101	4,006	78,221	SH		Sole	01	78,221
EXXON MOBIL CORP COM	COM	30231G102	10,372	148,358	SH		Sole	01	148,358
FACTSET RESH SYS INC COM	COM	303075105	11,301	226,611	SH		Sole	01	226,611
FAIRPOINT COMMUNICATIONS	COM	305560104	0	15	SH		Sole		15
FAMILY DLR STORES INC COM	COM	307000109	10	340	SH		Sole	01	340
FASTENAL CO COM	COM	311900104	7,729	233,017	SH		Sole	01	233,017
FIFTH STREET FINANCE CORP	COM	31678A103	14,793	1,473,379	SH		Sole		1,473,379
FIRST SOLAR INC COM	COM	336433107	32	200	SH		Sole	01	200
FIRSTENERGY CORP COM	COM	337932107	629	16,236	SH		Sole	01	16,236
FOREST LABS INC COM	COM	345838106	2	83	SH		Sole	01	83
FPL GROUP INC COM	COM	302571104	452	7,950	SH		Sole	01	7,950
FRANCE TELECOM SPONSORED ADR	ADR	35177Q105	1,520	66,658	SH		Sole	01	66,658
FRESENIUS KABI PHARMACEUTHLD RIGHT	RIGHT	35802M115	0	2	SH		Sole	01	2
FRESENIUS MED CARE AG&CO KGA	SPONSORED ADR	358029106	1,119	24,876	SH		Sole	01	24,876
GAMESTOP CORP NEW CL A	CL A	36467W109	6,493	294,999	SH		Sole	01	294,999
GENERAL DYNAMICS CORP COM	COM	369550108	11,801	213,047	SH		Sole	01	213,047
GENERAL ELECTRIC CO COM	COM	369604103	2	129	SH		Sole	01	129
GILEAD SCIENCES INC COM	COM	375558103	5	100	SH		Sole	01	100
GROUPE CGI INC CL A SUB VTG	CL A SUB VTG	39945C109	2,910	328,127	SH		Sole	01	328,127
GRUPO TELEVISA SA DE CV SP ADR REP	SPONSORED ADR	40049J206	1,230	72,364	SH		Sole	01	72,364
HALLIBURTON CO COM	COM	406216101	5,476	264,529	SH		Sole	01	264,529
HANSEN NAT CORP COM	COM	411310105	4,357	141,189	SH		Sole	01	141,189
HARSCO CORP COM	COM	415864107	1	47	SH		Sole	01	47
HARTFORD FINL SVCS GROUP INC COM	COM	416515104	0	33	SH		Sole	01	33
HDFC BANK LTD ADR REPS 3 SHS	ADR	40415F101	3,627	35,169	SH		Sole	01	35,169

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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									

<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
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HEWLETT PACKARD CO COM	COM	428236103	8,543	221,034	SH		Sole	01	221,034

HEXCEL CORP NEW COM	COM	428291108	2,766	290,252	SH	Sole	01	290,252
HOLOGIC INC COM	COM	436440101	1	44	SH	Sole	01	44
HOLOGIC INC.	COM	436440101	137	9,632	SH	Sole		9,632
HUDSON CITY								
BANCORP COM	COM	443683107	5,079	382,158	SH	Sole	01	382,158
ICT GROUP INC COM	COM	44929Y101	0	46	SH	Sole	01	46
IHS INC CL A	CL A	451734107	15,408	308,964	SH	Sole	01	308,964
ILLINOIS TOOL WKS								
INC COM	COM	452308109	6,941	185,885	SH	Sole	01	185,885
IMMUCOR INC COM	COM	452526106	2,229	162,022	SH	Sole	01	162,022
ING GLOBAL EQTY								
DIV & PREM O COM	COM	45684E107	55	4,700	SH	Sole	01	4,700
ING GROEP N V								
SPONSORED ADR	ADR	456837103	12	1,200	SH	Sole	01	1,200
INGERSOLL-RAND								
COMPANY LTD CL A	CL A	G4776G101	4,230	202,415	SH	Sole	01	202,415
INTEL CORP COM	COM	458140100	1	75	SH	Sole	01	75
INTERNATIONAL								
BUSINESS MACHS								
COM	COM	459200101	17,558	168,150	SH	Sole	01	168,150
INTUIT COM	COM	461202103	5,768	204,606	SH	Sole	01	204,606
ISHARES TR BARCLYS								
10-20YR	ETF	464288653	9	86	SH	Sole	01	86
ISHARES TR BARCLYS								
1-3 YR	ETF	464287457	417	4,978	SH	Sole	01	4,978
ISHARES TR BARCLYS								
1-3YR CR	ETF	464288646	262	2,545	SH	Sole	01	2,545
ISHARES TR BARCLYS								
3-7 YR	ETF	464288661	6	56	SH	Sole	01	56
ISHARES TR BARCLYS								
7-10 YR	ETF	464287440	4,524	49,893	SH	Sole	01	49,893
ISHARES TR BARCLYS								
MBS BD	ETF	464288588	7,488	71,122	SH	Sole	01	71,122
ISHARES TR BARCLYS								
SH TREA	ETF	464288679	294,196	2,668,933	SH	Sole	01	2,668,933
ISHARES TR BARCLYS								
TIPS BD	ETF	464287176	5,526	54,373	SH	Sole	01	54,373
ISHARES TR DJ US								
INDEX FD	ETF	464287846	28	625	SH	Sole	01	625
ISHARES TR IBOXX								
INV CPBD	ETF	464287242	175,542	1,750,518	SH	Sole	01	1,750,518
ISHARES TR MSCI								
EAFE IDX	ETF	464287465	17,768	387,872	SH	Sole	01	387,872
ISHARES TR MSCI								
EMERG MKT	ETF	464287234	31,777	985,936	SH	Sole	01	985,936
ISHARES TR MSCI								
GRW IDX	ETF	464288885	590	12,764	SH	Sole	01	12,764

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COLUMN 8									
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ISHARES TR MSCI VAL IDX	ETF	464288877	635	15,052	SH		Sole	01	15,052
ISHARES TR RUSL 2000 VALU	ETF	464287630	7	155	SH		Sole	01	155
ISHARES TR RUSSELL 1000	ETF	464287622	7,172	141,577	SH		Sole	01	141,577
ISHARES TR RUSSELL MCP GR	ETF	464287481	18,426	505,508	SH		Sole	01	505,508
ISHARES TR RUSSELL MCP VL	ETF	464287473	4	131	SH		Sole	01	131
ISHARES TR RUSSELL1000GRW	ETF	464287614	2	58	SH		Sole	01	58
ISHARES TR RUSSELL1000VAL	ETF	464287598	389	8,181	SH		Sole	01	8,181
ISHARES TR S&P 500 INDEX	ETF	464287200	84,533	915,352	SH		Sole	01	915,352
ISHARES TR S&P GBL ENER	ETF	464287341	15,527	505,780	SH		Sole	01	505,780
ISHARES TR S&P GL UTILITI	ETF	464288711	18,248	430,881	SH		Sole	01	430,881

ADR	ADR	670100205	1,701	31,228	SH	Sole	01	31,228
NRG ENERGY INC COM	COM	629377508	1,492	57,491	SH	Sole	01	57,491

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COLUMN 8

AUTHORITY VOTING

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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NSTAR COM	COM	67019E107	2	69	SH	Sole	01	69	
NTELOS HLDGS CORP COM	COM	67020Q107	3	189	SH	Sole	01	189	
NTT DOCOMO INC SPONS ADR	ADR	62942M201	1,438	98,800	SH	Sole	01	98,800	
NUVEEN EQTY PRM OPPORTUNITYF COM	COM	6706EM102	2,082	188,938	SH	Sole	01	188,938	
NUVEEN INSD DIVID ADVANTAGE COM	COM	67071L106	1	82	SH	Sole	01	82	
NV ENERGY INC COM	COM	67073Y106	168	15,608	SH	Sole	01	15,608	
NYSE EURONEXT COM	COM	629491101	0	16	SH	Sole	01	16	
O REILLY AUTOMOTIVE INC COM	COM	686091109	11,675	306,589	SH	Sole	01	306,589	
OCEANEERING INTL INC COM	COM	675232102	6,113	135,239	SH	Sole	01	135,239	
OLD NATL BANCORP IND COM	COM	680033107	0	33	SH	Sole	01	33	
OLD REP INTL CORP COM	COM	680223104	167	16,919	SH	Sole	01	16,919	
OMNICARE INC COM	COM	681904108	0	12	SH	Sole	01	12	
ORACLE CORP COM	COM	68389X105	11,348	529,770	SH	Sole	01	529,770	
PT TELEKOMUNIKASI INDONESIA SPONSO	ADR	715684106	1,560	52,032	SH	Sole	01	52,032	
PACCAR INC COM	COM	693718108	7,179	221,369	SH	Sole	01	221,369	
PALL CORP COM	COM	696429307	5,106	192,229	SH	Sole	01	192,229	
PEPCO HOLDINGS INC COM	COM	713291102	1	46	SH	Sole	01	46	
PEPSICO INC COM	COM	713448108	12,954	235,698	SH	Sole	01	235,698	
PETROLEO BRASILEIRO SA PETRO	SPONSORED ADR	71654V408	230	5,606	SH	Sole	01	5,606	
PFIZER INC COM	COM	717081103	10	649	SH	Sole	01	649	
PG&E CORP COM	COM	69331C108	4,034	104,944	SH	Sole	01	104,944	
PHILIP MORRIS INTL INC COM	COM	718172109	10,073	230,922	SH	Sole	01	230,922	
PHILIPPINE LONG DISTANCE TEL SPONSO	ADR	718252604	1,203	24,202	SH	Sole	01	24,202	
PHILLIPS VAN HEUSEN CORP COM	COM	718592108	1	42	SH	Sole	01	42	
PITNEY BOWES INC COM	COM	724479100	1	39	SH	Sole	01	39	
PNC FINL SVCS GROUP INC COM	COM	693475105	86	2,224	SH	Sole	01	2,224	
POSCO SPONSORED ADR	ADR	693483109	245	2,962	SH	Sole	01	2,962	
POTASH CORP SASK INC COM	COM	73755L107	28	300	SH	Sole	01	300	

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<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
POWERSHS DB MULTI									
SECT COMM	ETF	73936B408	14	545	SH	Sole	01	545	
PPL CORP COM	COM	69351T106	3,460	104,970	SH	Sole	01	104,970	
PRAXAIR INC COM	COM	74005P104	8,678	122,098	SH	Sole	01	122,098	
PROCTER & GAMBLE CO COM	COM	742718109	23,426	458,441	SH	Sole	01	458,441	
PRUDENTIAL FINL INC COM	COM	744320102	1	27	SH	Sole	01	27	
PUBLIC SVC ENTERPRISE GROUP COM	COM	744573106	870	26,675	SH	Sole	01	26,675	
QUEST DIAGNOSTICS INC COM	COM	74834L100	3,721	65,946	SH	Sole	01	65,946	
QWEST COMMUNICATIONS INTL IN COM	COM	749121109	3	717	SH	Sole	01	717	
REINSURANCE GROUP AMER INC COM	COM	759351604	0	8	SH	Sole	01	8	
RESEARCH IN MOTION LTD COM	COM	760975102	2,147	30,195	SH	Sole	01	30,195	
RESMED INC COM	COM	761152107	4,186	102,782	SH	Sole	01	102,782	
RITE AID CORP COM	COM	767754104	6	4,300	SH	Sole	01	4,300	
ROCKWELL AUTOMATION INC COM	COM	773903109	7	216	SH	Sole	01	216	
ROPER INDS INC NEW COM	COM	776696106	6,992	154,317	SH	Sole	01	154,317	
ROYAL CARIBBEAN CRUISES LTD COM	COM	V7780T103	133	9,800	SH	Sole	01	9,800	
SAFWAY INC COM NEW	COM	786514208	1	57	SH	Sole	01	57	
SARA LEE CORP COM	COM	803111103	2,848	291,806	SH	Sole	01	291,806	
SCHERING PLOUGH CORP COM	COM	806605101	3	120	SH	Sole	01	120	
SCHLUMBERGER LTD COM	COM	806857108	5	100	SH	Sole	01	100	
SCHNITZER STL INDS CL A	CL A	806882106	1	16	SH	Sole	01	16	
SEI INVESTMENTS CO COM	COM	784117103	29	1,600	SH	Sole	01	1,600	
SELECT SECTOR SPDR TR SBI INT-ENER	ETF	81369Y506	15,440	321,322	SH	Sole	01	321,322	
SEMPRA ENERGY COM	COM	816851109	5	106	SH	Sole	01	106	
SINGAPORE FD INC COM	COM	82929L109	0	25	SH	Sole	01	25	
SKECHERS U S A INC CL A	CL A	830566105	0	25	SH	Sole	01	25	
SMITHFIELD FOODS INC COM	COM	832248108	348	24,927	SH	Sole	01	24,927	
SNAP ON INC COM	COM	833034101	2	55	SH	Sole	01	55	
SOUTHERN CO COM	COM	842587107	885	28,399	SH	Sole	01	28,399	

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COLUMN 8 VOTING
AUTHORITY -----

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SPDR GOLD TRUST GOLD SHS	ETF	78463V107	24	259	SH		Sole	01	259
ST MARY LD & EXPL CO COM	COM	792228108	1	31	SH		Sole	01	31
STANLEY WKS COM	COM	854616109	1	25	SH		Sole	01	25
STATE STR CORP COM	COM	857477103	9	188	SH		Sole	01	188
STERICYCLE INC COM	COM	858912108	5,591	108,503	SH		Sole	01	108,503
STEWART INFORMATION SVCS COR COM	COM	860372101	184	12,916	SH		Sole	01	12,916
STRYKER CORP COM	COM	863667101	11,283	283,925	SH		Sole	01	283,925
SUNCOR ENERGY INC COM	COM	867229106	6	200	SH		Sole	01	200
SUPERVALU INC COM	COM	868536103	1	49	SH		Sole	01	49
SYBASE INC COM	COM	871130100	8,804	280,924	SH		Sole	01	280,924

SYMANTEC CORP COM	COM	871503108	4,225	271,158	SH	Sole	01	271,158
SYMMETRICOM INC COM	COM	871543104	1	131	SH	Sole	01	131
SYNGENTA AG								
SPONSORED ADR	ADR	87160A100	1,873	40,256	SH	Sole	01	40,256
SYSCO CORP COM	COM	871829107	8	350	SH	Sole	01	350
TAIWAN								
SEMICONDUCTOR								
MFG LTD	SPONSORED ADR	874039100	1,872	198,970	SH	Sole	01	198,970
TARGET CORP COM	COM	87612E106	13,301	337,000	SH	Sole	01	337,000
TENARIS S A								
SPONSORED ADR	ADR	88031M109	57	2,091	SH	Sole	01	2,091
TERADYNE INC COM	COM	880770102	0	66	SH	Sole	01	66
TERRA INDS INC COM	COM	880915103	1	26	SH	Sole	01	26
TEVA								
PHARMACEUTICAL								
INDS LTD ADR	ADR	881624209	213	4,326	SH	Sole	01	4,326
THQ INC COM NEW	COM	872443403	0	65	SH	Sole	01	65
TIDEWATER INC COM	COM	886423102	1	29	SH	Sole	01	29
TIME WARNER CABLE								
INC COM	COM	88732J207	0	6	SH	Sole	01	6
TIME WARNER INC								
COM NEW ADDED	COM	887317303	1	24	SH	Sole	01	24
TOTAL S A								
SPONSORED ADR	SPONSORED ADR	89151E109	4,571	84,292	SH	Sole	01	84,292
TOYOTA MOTOR CORP	SPONSORED ADR	892331307	2,924	38,710	SH	Sole	01	38,710
SP ADR REP2COM	SPONSORED ADR	892331307	2,924	38,710	SH	Sole	01	38,710
TRACTOR SUPPLY CO								
COM	COM	892356106	2,044	49,457	SH	Sole	01	49,457
TRANSOCEAN LTD REG								
SHS	COM	H8817H100	3,388	45,600	SH	Sole	01	45,600

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<CAPTION>									
COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COLUMN 7	VOTING		
COLUMN 8	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	-----							
-----	-----	-----	-----	-----	-----	-----	-----	-----	-----
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
<C>	<C>	-----							
TRAVELERS									
COMPANIES INC COM	COM	89417E109	1	23	SH		Sole	01	23
TUPPERWARE BRANDS									
CORP COM	COM	899896104	1	43	SH		Sole	01	43
TYSON FOODS INC CL									
A	CL A	902494103	1	98	SH		Sole	01	98
UAL CORP.	COM	902549807	8	2,409	SH		Sole		2,409
UNISOURCE ENERGY									
CORP COM	COM	909205106	619	23,323	SH		Sole	01	23,323
UNITED BANKSHARES									
INC WEST V COM	COM	909907107	0	24	SH		Sole	01	24
UNITED									
TECHNOLOGIES									
CORP COM	COM	913017109	9,617	185,092	SH		Sole	01	185,092
UNITEDHEALTH GROUP									
INC COM	COM	91324P102	3	104	SH		Sole	01	104
UNIVERSAL CORP VA									
COM	COM	913456109	243	7,330	SH		Sole	01	7,330
UNUM GROUP COM	COM	91529Y106	3	213	SH		Sole	01	213
US BANCORP DEL COM									
NEW	COM	902973304	1	33	SH		Sole	01	33
V F CORP COM	COM	918204108	1	16	SH		Sole	01	16
VALE S A ADR ADDED	ADR	91912E105	1,741	98,746	SH		Sole	01	98,746
VANGUARD INDEX FDS									
LARGE CAP ETF	ETF	922908637	0	9	SH		Sole	01	9
VANGUARD INDEX FDS									
VALUE ETF	ETF	922908744	0	6	SH		Sole	01	6
VANGUARD WORLD FDS									
ENERGY ETF	ETF	92204A306	15,531	221,971	SH		Sole	01	221,971
VANGUARD WORLD FDS									
HEALTH CAR ETF	ETF	92204A504	10	210	SH		Sole	01	210
VANGUARD WORLD FDS									
INDUSTRIAL ETF	ETF	92204A603	8	190	SH		Sole	01	190
VERIZON									
COMMUNICATIONS									
INC.	COM	92343V104	26	832	SH		Sole		832
VIACOM INC NEW CL B	CL B	92553P201	1	45	SH		Sole	01	45

VISHAY									
INTERTECHNOLOGY									
INC COM	COM	928298108	0	49	SH	Sole	01	49	
VODAFONE GROUP PLC									
NEW SPONS ADR	ADR	92857W209	5,451	279,661	SH	Sole	01	279,661	
VULCAN MATLS CO COM	COM	929160109	4,546	105,476	SH	Sole	01	105,476	
WAL MART STORES									
INC COM	COM	931142103	7,692	158,804	SH	Sole	01	158,804	
WALGREEN CO COM	COM	931422109	15,858	539,398	SH	Sole	01	539,398	
WALTER ENERGY INC									
COM	COM	93317Q105	1	35	SH	Sole	01	35	
WALTER INVT MGMT									
CORP COM ADDED	COM	93317W102	0	13	SH	Sole	01	13	

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

<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
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WASHINGTON FED INC									
COM	COM	938824109	2	132	SH	Sole	01	132	
WATERS CORP COM	COM	941848103	10,950	212,737	SH	Sole	01	212,737	
WELLS FARGO & CO									
NEW COM	COM	949746101	2	94	SH	Sole	01	94	
WESTERN UN CO COM	COM	959802109	2,953	180,089	SH	Sole	01	180,089	
WILLIAMS COS INC									
DEL COM	COM	969457100	2,205	141,241	SH	Sole	01	141,241	
WINDSTREAM CORP COM	COM	97381W104	1	100	SH	Sole	01	100	
WISDOMTREE TRUST									
SMALLCAP DIVID	COM	97717W604	7	220	SH	Sole	01	220	
WYETH COM	COM	983024100	2,276	50,148	SH	Sole	01	50,148	
WYNDHAM WORLDWIDE									
CORP COM	COM	98310W108	1	90	SH	Sole	01	90	
XL CAP LTD CL A	CL A	G98255105	398	34,706	SH	Sole	01	34,706	
XTO ENERGY INC COM	COM	98385X106	1	33	SH	Sole	01	33	
YAHOO INC COM	COM	984332106	5,754	367,408	SH	Sole	01	367,408	
YUM BRANDS INC COM	COM	988498101	5,199	155,951	SH	Sole	01	155,951	

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