

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, 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 November 6, 2009
[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: 292 lines

Form 13F Information Table Value 1,434,233
Total:
(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
TITLE	VALUE	SHRS OR SH/	PUT/	INVESTMENT	OTHER	-----	VOTING AUTHORITY

NAME OF ISSUER	OF CLASS	CUSIP	(x\$1000)	PRN AMT	PRN CALL	DISCRETION	MANAGERS	SOLE	SHARED	NONE
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3M CO COM	COM	88579Y101	24,833	336,494	SH		Sole	01	336,494	
ABB LTD SPONSORED ADR	SPONSORED ADR	000375204	2,936	146,501	SH		Sole	01	146,501	
ACE LTD SHS	COM	H0023R105	2	32	SH		Sole	01	32	
ADAPTEC INC COM	COM	00651F108	494	147,962	SH		Sole	01	147,962	
ADVANCE AUTO PARTS INC COM	COM	00751Y106	4	114	SH		Sole	01	114	
AEROVIRONMENT INC COM	COM	008073108	1	29	SH		Sole	01	29	
AES CORP COM	COM	00130H105	11,706	789,902	SH		Sole	01	789,902	
AGRIUM INC COM	COM	008916108	3,149	63,254	SH		Sole	01	63,254	
AIRGAS INC COM	COM	009363102	5,275	109,050	SH		Sole	01	109,050	
ALBEMARLE CORP COM	COM	012653101	3,194	92,314	SH		Sole	01	92,314	
ALEXANDER & BALDWIN INC COM	COM	014482103	344	10,718	SH		Sole	01	10,718	
ALLEGHENY ENERGY INC COM	COM	017361106	2,230	84,103	SH		Sole	01	84,103	
ALLIANCE DATA SYSTEMS CORP	COM	018581108	2	29	SH		Sole	01	29	
ALTERA CORP COM	COM	021441100	2,909	141,813	SH		Sole	01	141,813	
AMERICA MOVIL SAB DE CV SPO	ADR	02364W105	1,315	29,994	SH		Sole	01	29,994	
AMERICAN ELEC PWR INC COM	COM	025537101	4,711	152,001	SH		Sole	01	152,001	
AMERICAN EXPRESS CO COM	COM	025816109	0	2	SH		Sole	01	2	
ANADARKO PETE CORP COM	COM	032511107	2,163	34,474	SH		Sole	01	34,474	
ANSYS INC COM	COM	03662Q105	11,280	301,448	SH		Sole	01	301,448	
AQUA AMERICA INC COM	COM	03836W103	2	106	SH		Sole	01	106	
ARKANSAS BEST CORP DEL COM	COM	040790107	244	8,148	SH		Sole	01	8,148	
ASSOCIATED BANC CORP COM	COM	045487105	159	13,934	SH		Sole	01	13,934	
ASSURED GUARANTY LTD COM	COM	G0585R106	499	25,686	SH		Sole	01	25,686	
AUTOLIV INC COM	COM	052800109	617	18,371	SH		Sole	01	18,371	
AUTOMATIC DATA PROCESSING I	COM	053015103	8,368	212,917	SH		Sole	01	212,917	

<TABLE>

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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 SH/ PRN AMT	PUT/ PRN CALL	INVESTMENT DISCRETION	OTHER MANAGERS	SOLE	SHARED	NONE
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
AXA SPONSORED ADR	SPONSORED ADR	054536107	8,742	323,182	SH		Sole	01	323,182	
BAIDU INC SPON ADR REP A	ADR	056752108	3,153	8,064	SH		Sole	01	8,064	
BANCO BRADESCO S A SP ADR	SPONSORED ADR	059460303	1,838	92,422	SH		Sole	01	92,422	
BANK OF AMERICA CORP	COM	060505104	2,633	155,597	SH		Sole	01	155,597	
BARD C R INC COM	COM	067383109	3,781	48,101	SH		Sole	01	48,101	
BAXTER INTL INC COM	COM	071813109	13,435	235,653	SH		Sole	01	235,653	
BECTON DICKINSON & CO COM	COM	075887109	6,683	95,808	SH		Sole	01	95,808	
BHP BILLITON LTD SPONSORED	ADR	088606108	2,528	38,293	SH		Sole	01	38,293	
BJS WHOLESALE CLUB INC COM	COM	05548J106	3	73	SH		Sole	01	73	
BLACKROCK ENH CAP & INC FD I	COM	09256A109	2,612	178,061	SH		Sole	01	178,061	
BLACKROCK INTL GRWTH & INC T	COM	092524107	6,596	555,182	SH		Sole	01	555,182	
BOEING CO COM	COM	097023105	5,179	95,635	SH		Sole	01	95,635	
BOWNE & CO INC COM	COM	103043105	337	43,809	SH		Sole	01	43,809	
BP PLC SPONSORED ADR	ADR	055622104	1,936	36,372	SH		Sole	01	36,372	
BRISTOL MYERS SQUIBB CO COM	COM	110122108	5,001	222,068	SH		Sole	01	222,068	
BRITISH AMERN TOB PLC SPO	SPONSORED ADR	110448107	1,822	28,814	SH		Sole	01	28,814	

BURLINGTON NORTHN SANTA FE	COM	12189T104	5,220	65,391 SH	Sole	01	65,391
C H ROBINSON WORLDWIDE INC	COM	12541W209	2	27 SH	Sole	01	27
CAPELLA EDUCATION COMPANY	COM	139594105	1	20 SH	Sole	01	20
CAVIUM NETWORKS INC COM	COM	14965A101	1	66 SH	Sole	01	66
CELANESE CORP DEL COM SER A	COM	150870103	4	147 SH	Sole	01	147
CEPHALON INC COM	COM	156708109	6,296	108,097 SH	Sole	01	108,097
CF INDS HLDGS INC COM	COM	125269100	1	13 SH	Sole	01	13
CHATTEM INC COM	COM	162456107	6,855	103,221 SH	Sole	01	103,221
CHEVRON CORP NEW COM	COM	166764100	3,712	52,698 SH	Sole	01	52,698
CHINA LIFE INS CO LTD SPON	SPONSORED ADR	16939P106	1,924	29,276 SH	Sole	01	29,276
CHINA MOBILE LIMITED SPONS	ADR	16941M109	2,489	50,685 SH	Sole	01	50,685

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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	COLUMN 6 SH/ PUT/ PRN CALL	COLUMN 7 INVESTMENT DISCRETION	COLUMN 8 OTHER MANAGERS	COLUMN 8 VOTING AUTHORITY		
								SOLE	SHARED	NONE
--										
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CHIPOTLE MEXICAN GRILL INC CL	CL B	169656204	1	13 SH		Sole	01	13		
CHUBB CORP COM	COM	171232101	2,970	58,907 SH		Sole	01	58,907		
CIMAREX ENERGY CO COM	COM	171798101	1	26 SH		Sole	01	26		
CISCO SYS INC COM	COM	17275R102	6,424	272,912 SH		Sole	01	272,912		
CITIZENS BANKING CORP	COM	174420109	1,071	1,355,895 SH		Sole		1,355,895		
CLEAN HARBORS INC COM	COM	184496107	2	35 SH		Sole	01	35		
CLEARWIRE CORP NEW CL A	CL A	18538Q105	2	189 SH		Sole	01	189		
CMS ENERGY CORP COM	COM	125896100	4,228	315,505 SH		Sole	01	315,505		
CNOOC LTD SPONSORED ADR	SPONSORED ADR	126132109	1,279	9,442 SH		Sole	01	9,442		
COCA COLA CO COM	COM	191216100	8,636	160,825 SH		Sole	01	160,825		
COCA COLA FEMSA S A B DE C V	ADR	191241108	1,819	37,812 SH		Sole	01	37,812		
COGNIZANT TECHNOLOGY SOLU	CL A	192446102	11,744	303,765 SH		Sole	01	303,765		
COLGATE PALMOLIVE CO COM	COM	194162103	17,338	227,296 SH		Sole	01	227,296		
COMCAST CORP NEW CL A	CL A	20030N101	4,951	293,280 SH		Sole	01	293,280		
COMERICA INC COM	COM	200340107	205	6,894 SH		Sole	01	6,894		
COMPANHIA SIDERURGICA NAC	ADR	20440W105	1,764	57,659 SH		Sole	01	57,659		
COMPANIA CERVECERIAS UNIDA	SPONSORED ADR	204429104	1,201	35,053 SH		Sole	01	35,053		
CONCUR TECHNOLOGIES INC	COM	206708109	1	28 SH		Sole	01	28		
CONSECO INC DBCV 3.500% 9/3	PFD	208464BH9	2	2,000 SH		Sole	01	2,000		
CONTANGO OIL & GAS COMPANY	COM	21075N204	1	17 SH		Sole	01	17		
CORE LABORATORIES N V COM	COM	N22717107	7,588	73,607 SH		Sole	01	73,607		
COVIDIEN PLC SHS	COM	G2554F105	4,951	114,454 SH		Sole	01	114,454		
CTRIIP COM INTL LTD ADR	SPONSORED ADR	22943F100	2,648	45,039 SH		Sole	01	45,039		
CUMMINS INC COM	COM	231021106	1	21 SH		Sole	01	21		
CURRENCYSHARES CDN DLR TR	ETF	23129X105	5	50 SH		Sole	01	50		
CURRENCYSHARES EURO TR	ETF	23130C108	6	40 SH		Sole	01	40		
DELTA AIR LINES INC	COM	247361702	110	12,233 SH		Sole		12,233		
DELUXE CORP COM	COM	248019101	339	19,821 SH		Sole	01	19,821		

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COLUMN 1 NAME OF ISSUER	COLUMN 2 TITLE OF CLASS	COLUMN 3 CUSIP	COLUMN 4 VALUE (x\$1000)	COLUMN 5		COLUMN 6 INVESTMENT DISCRETION	COLUMN 7 OTHER MANAGERS	COLUMN 8 VOTING AUTHORITY		
				SHRS OR PRN	SH/ PUT/ CALL			SOLE	SHARED	NONE
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DIAMOND OFFSHORE DRILLING	COM	25271C102	11,597	121,404	SH	Sole	01	121,404		
DOLLAR THRIFTY AUTOMOTIVE	COM	256743105	304	12,381	SH	Sole	01	12,381		
DPL INC COM	COM	233293109	478	18,316	SH	Sole	01	18,316		
DR REDDYS LABS LTD ADR	ADR	256135203	2,319	118,944	SH	Sole	01	118,944		
DREAMWORKS ANIMATION SKG	CL A	26153C103	1	25	SH	Sole	01	25		
DUKE ENERGY CORP NEW COM	COM	26441C105	859	54,601	SH	Sole	01	54,601		
E M C CORP MASS COM	COM	268648102	3,979	233,534	SH	Sole	01	233,534		
EATON VANCE CORP COM NON	COM	278265103	3,891	139,017	SH	Sole	01	139,017		
EATON VANCE TAX MNG GBL DV	COM	27829F108	21,122	1,722,815	SH	Sole	01	1,722,815		
EATON VANCE TX MGD DIV EQ IN	COM	27828N102	11,635	909,013	SH	Sole	01	909,013		
EATON VANCE TXMGD GL BUY	COM	27829C105	9,079	660,256	SH	Sole	01	660,256		
EHEALTH INC COM	COM	28238P109	1	68	SH	Sole	01	68		
ELECTRONIC ARTS INC COM	COM	285512109	1	53	SH	Sole	01	53		
EMERSON ELEC CO COM	COM	291011104	6,229	155,409	SH	Sole	01	155,409		
ENTERGY CORP NEW COM	COM	29364G103	3,127	39,152	SH	Sole	01	39,152		
ERICSSON L M TEL CO ADR B	ADR	294821608	2,346	234,146	SH	Sole	01	234,146		
EVERGREEN GBL DIVID OPP FUN	COM	30024H101	2,547	249,686	SH	Sole	01	249,686		
EXELON CORP COM	COM	30161N101	3,617	72,900	SH	Sole	01	72,900		
EXPEDITORS INTL WASH INC	COM	302130109	2	44	SH	Sole	01	44		
EXXON MOBIL CORP COM	COM	30231G102	9,735	141,885	SH	Sole	01	141,885		
FACTSET RESH SYS INC COM	COM	303075105	14,164	213,832	SH	Sole	01	213,832		
FAIRPOINT COMMUNICATIONS	COM	305560104	0	15	SH	Sole		15		
FASTENAL CO COM	COM	311900104	8,478	219,060	SH	Sole	01	219,060		
FIFTH STREET FINANCE CORP	COM	31678A103	16,104	1,473,379	SH	Sole		1,473,379		
FIRSTENERGY CORP COM	COM	337932107	1,626	35,570	SH	Sole	01	35,570		
FPL GROUP INC COM	COM	302571104	402	7,275	SH	Sole	01	7,275		
FRANCE TELECOM SPONSORED	ADR	35177Q105	1,665	61,868	SH	Sole	01	61,868		
FRESENIUS MED CARE AG&CO	SPONSORED ADR	358029106	1,129	22,695	SH	Sole	01	22,695		

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COLUMN 1 AUTHORITY	COLUMN 2 TITLE OF CLASS	COLUMN 3 CUSIP	COLUMN 4 VALUE (x\$1000)	COLUMN 5		COLUMN 6 INVESTMENT DISCRETION	COLUMN 7 OTHER MANAGERS	COLUMN 8 VOTING		
				SHRS OR PRN	SH/ PUT/ CALL			SOLE	SHARED	NONE
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<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
GAMESTOP CORP NEW CL A	CL A	36467W109	7,357	277,921	SH	Sole	01	277,921		
GENERAL DYNAMICS CORP COM	COM	369550108	12,981	200,946	SH	Sole	01	200,946		
GENZYME CORP COM	COM	372917104	2	33	SH	Sole	01	33		

COM	COM	478160104	8,625	141,643	SH	Sole	01	141,643
JPMORGAN CHASE & CO COM	COM	46625H100	8,644	197,268	SH	Sole	01	197,268
K12 INC COM	COM	48273U102	1	78	SH	Sole	01	78
KANSAS CITY SOUTHERN COM	COM	485170302	1	51	SH	Sole	01	51
KEYCORP NEW COM	COM	493267108	130	19,962	SH	Sole	01	19,962

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COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COLUMN 7	COLUMN 8				
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION	OTHER MANAGERS	VOTING AUTHORITY		
									SOLE	SHARED	NONE
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KRAFT FOODS INC CL A	CL A	50075N104	4,574	174,098	SH		Sole	01	174,098		
K-SWISS INC CL A	CL A	482686102	95	10,855	SH		Sole	01	10,855		
LIFE TECHNOLOGIES CORP COM	COM	53217V109	3	74	SH		Sole	01	74		
LKQ CORP COM	COM	501889208	9,020	486,540	SH		Sole	01	486,540		
LOCKHEED MARTIN CORP COM	COM	539830109	2,878	36,864	SH		Sole	01	36,864		
LORILLARD INC COM	COM	544147101	3	45	SH		Sole	01	45		
LOWES COS INC COM	COM	548661107	13,369	638,426	SH		Sole	01	638,426		
MAKITA CORP ADR NEW	ADR	560877300	933	29,564	SH		Sole	01	29,564		
MARINEMAX INC COM	COM	567908108	526	67,397	SH		Sole	01	67,397		
MARSHALL & ILLSLEY CORP NEW	COM	571837103	264	32,750	SH		Sole	01	32,750		
MASIMO CORP COM	COM	574795100	1	35	SH		Sole	01	35		
MASTERCARD INC CL A	CL A	57636Q104	10,142	50,170	SH		Sole	01	50,170		
MBIA INC COM	COM	55262C100	192	24,724	SH		Sole	01	24,724		
MCDONALDS CORP COM	COM	580135101	11,661	204,320	SH		Sole	01	204,320		
MEDIVATION INC COM	COM	58501N101	0	16	SH		Sole	01	16		
MERCADOLIBRE INC COM	COM	58733R102	2	61	SH		Sole	01	61		
MICROSOFT CORP COM	COM	594918104	5,959	231,701	SH		Sole	01	231,701		
MITSUBISHI UFJ FINL GROUP IN S	SPONSORED ADR	606822104	5,186	971,120	SH		Sole	01	971,120		
MSCI INC CL A	CL A	55354G100	1	39	SH		Sole	01	39		
MYLAN INC COM	COM	628530107	3	168	SH		Sole	01	168		
NATIONAL BK GREECE S A SPON	ADR	633643408	985	136,651	SH		Sole	01	136,651		
NATIONAL GRID PLC SPON ADR	SPONSORED ADR	636274300	5,375	110,255	SH		Sole	01	110,255		
NATIONAL OILWELL VARCO INC	COM	637071101	2	45	SH		Sole	01	45		
NET SERVICOS DE COMUNICAC	ADR	64109T201	1,879	163,069	SH		Sole	01	163,069		
NEW YORK CMNTY BANCORP INC	COM	649445103	2	193	SH		Sole	01	193		
NEWTEK BUSINESS SERVICES IN	COM	652526104	89	146,141	SH		Sole		146,141		
NIKE INC CL B	CL B	654106103	10,887	168,268	SH		Sole	01	168,268		
NORTHEAST UTILS COM	COM	664397106	3	138	SH		Sole	01	138		

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<CAPTION>

COLUMN 1 NAME OF ISSUER	COLUMN 2 TITLE OF CLASS	COLUMN 3 CUSIP	COLUMN 4 VALUE (x\$1000)	COLUMN 5 SHRS OR SH/ PRN AMT	COLUMN 6 SH/ PRN CALL	COLUMN 7 PUT/ INVESTMENT DISCRETION	COLUMN 8 OTHER MANAGERS	COLUMN 8 VOTING AUTHORITY		
								SOLE	SHARED	NONE
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
NORTHERN TR CORP COM	COM	665859104	4,285	73,671	SH		Sole	01	73,671	
NOVARTIS A G SPONSORED ADR	SPONSORED ADR	66987V109	3,350	66,495	SH		Sole	01	66,495	
NOVO-NORDISK A S ADR	ADR	670100205	1,821	28,927	SH		Sole	01	28,927	
NRG ENERGY INC COM NEW	COM	629377508	1,508	53,499	SH		Sole	01	53,499	
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	1,453	91,644	SH		Sole	01	91,644	
NUANCE COMMUNICATIONS INC	COM	67020Y100	1	61	SH		Sole	01	61	
NUVEEN EQTY PRM OPPORTUNI	COM	6706EM102	6,313	505,860	SH		Sole	01	505,860	
O REILLY AUTOMOTIVE INC COM	COM	686091109	10,435	288,727	SH		Sole	01	288,727	
OCEANEERING INTL INC COM	COM	675232102	7,251	127,773	SH		Sole	01	127,773	
OLD REP INTL CORP COM	COM	680223104	189	15,502	SH		Sole	01	15,502	
ORACLE CORP COM	COM	68389X105	10,420	500,006	SH		Sole	01	500,006	
P T TELEKOMUNIKASI INDONESIA	ADR	715684106	1,777	49,788	SH		Sole	01	49,788	
PACCAR INC COM	COM	693718108	5,076	134,605	SH		Sole	01	134,605	
PALL CORP COM	COM	696429307	5,796	179,539	SH		Sole	01	179,539	
PEOPLES UNITED FINANCIAL INC	COM	712704105	1	50	SH		Sole	01	50	
PEPSICO INC COM	COM	713448108	4,748	80,948	SH		Sole	01	80,948	
PETROLEO BRASILEIRO SA PETO	SPONSORED ADR	71654V408	2	36	SH		Sole	01	36	
PFIZER INC COM	COM	717081103	3,634	219,576	SH		Sole	01	219,576	
PG&E CORP COM	COM	69331C108	3,958	97,745	SH		Sole	01	97,745	
PHILIP MORRIS INTL INC COM	COM	718172109	10,699	219,515	SH		Sole	01	219,515	
PHILIPPINE LONG DISTANCE TEL	ADR	718252604	1,188	23,113	SH		Sole	01	23,113	
PNC FINL SVCS GROUP INC COM	COM	693475105	99	2,036	SH		Sole	01	2,036	
PPL CORP COM	COM	69351T106	3,178	104,756	SH		Sole	01	104,756	
PRAXAIR INC COM	COM	74005P104	9,444	115,607	SH		Sole	01	115,607	
PROCTER & GAMBLE CO COM	COM	742718109	18,389	317,489	SH		Sole	01	317,489	
PUBLIC SVC ENTERPRISE GROUP	COM	744573106	773	24,600	SH		Sole	01	24,600	

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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 SH/ PRN AMT	COLUMN 6 SH/ PRN CALL	COLUMN 7 PUT/ INVESTMENT DISCRETION	COLUMN 8 OTHER MANAGERS	COLUMN 8 VOTING AUTHORITY		
								SOLE	SHARED	NONE
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
QUANTA SVCS INC COM	COM	74762E102	2	78	SH		Sole	01	78	
QUEST DIAGNOSTICS INC COM	COM	74834L100	3,312	63,453	SH		Sole	01	63,453	
RALCORP HLDGS INC NEW COM	COM	751028101	2,380	40,710	SH		Sole	01	40,710	
RESEARCH IN MOTION LTD COM	COM	760975102	1,892	27,979	SH		Sole	01	27,979	
RESMED INC COM	COM	761152107	4,334	95,878	SH		Sole	01	95,878	
RESOURCES CONNECTION INC	COM	76122Q105	1	76	SH		Sole	01	76	
ROCKWELL AUTOMATION INC	COM	773903109	2	45	SH		Sole	01	45	
ROPER INDS INC NEW COM	COM	776696106	7,450	146,139	SH		Sole	01	146,139	

FDS LARGE VANGUARD WORLD	ETF	922908637	36	750	SH	Sole	01	750
FDS ENERGY VERIZON COMMUNICATIONS INC.	ETF	92204A306	17,558	220,001	SH	Sole	01	220,001
VERTEX PHARMACEUTICALS INC.	COM	92343V104	25	832	SH	Sole		832
VMWARE INC CL A COM	COM	92532F100	1	34	SH	Sole	01	34
VODAFONE GROUP PLC NEW	COM	928563402	3	64	SH	Sole	01	64
	ADR	92857W209	5,834	259,293	SH	Sole	01	259,293

<TABLE>
<CAPTION>

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COLUMN 7	COLUMN 8			
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN	OR SH/ PUT/ CALL	INVESTMENT DISCRETION	OTHER MANAGERS	VOTING AUTHORITY		
								SOLE	SHARED	NONE
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
VULCAN MATLS CO COM	COM	929160109	5,356	99,050	SH	Sole	01	99,050		
WABTEC CORP COM	COM	929740108	1	24	SH	Sole	01	24		
WAL MART STORES INC COM	COM	931142103	7,249	147,667	SH	Sole	01	147,667		
WALGREEN CO COM	COM	931422109	15,738	420,008	SH	Sole	01	420,008		
WALTER ENERGY INC COM	COM	93317Q105	2	35	SH	Sole	01	35		
WALTER INVT MGMT CORP COM	COM	93317W102	0	13	SH	Sole	01	13		
WARNACO GROUP INC COM NEW	COM	934390402	4,371	99,652	SH	Sole	01	99,652		
WASHINGTON FED INC COM	COM	938824109	2	132	SH	Sole	01	132		
WATERS CORP COM	COM	941848103	11,038	197,609	SH	Sole	01	197,609		
WESTERN UN CO COM	COM	959802109	3,368	178,038	SH	Sole	01	178,038		
WILLIAMS COS INC DEL COM	COM	969457100	2,371	132,693	SH	Sole	01	132,693		
WYNN RESORTS LTD COM	COM	983134107	1	20	SH	Sole	01	20		
XENOPORT INC COM	COM	98411C100	0	15	SH	Sole	01	15		
XL CAP LTD CL A	CL A	G98255105	555	31,793	SH	Sole	01	31,793		
YAHOO INC COM	COM	984332106	6,146	345,104	SH	Sole	01	345,104		
YUM BRANDS INC COM	COM	988498101	4,943	146,422	SH	Sole	01	146,422		

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