

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, 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

[Signature] Richmond, VA February 10, 2010
[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: 259 lines

Form 13F Information Table Value Total: 1,241,397
(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 8 COLUMN 1 COLUMN 2 COLUMN 3 COLUMN 4 COLUMN 5 COLUMN 6 COLUMN 7

VOTING AUTHORITY

NAME OF ISSUER SHARED NONE	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ INVESTMENT	DISCRETION	OTHER MANAGERS	SOLE
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
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3M CO COM	COM	88579Y101	24,135	291,939	SH	Sole	01	291,939
ABB LTD SPONSORED ADR	SPONSORED ADR	000375204	2,581	135,129	SH	Sole	01	135,129
ACUITY BRANDS INC COM	COM	00508Y102	4,012	112,564	SH	Sole	01	112,564
ADAPTEC INC COM	COM	00651F108	450	134,351	SH	Sole	01	134,351
ADVANCE AUTO PARTS INC COM	COM	00751Y106	5	114	SH	Sole	01	114
AES CORP COM	COM	00130H105	9,548	717,332	SH	Sole	01	717,332
AFFILIATED MANAGERS GROUP COM	COM	008252108	4,791	71,142	SH	Sole	01	71,142
AGRIUM INC COM	COM	008916108	3,574	58,119	SH	Sole	01	58,119
AIRGAS INC COM	COM	009363102	4,832	101,516	SH	Sole	01	101,516
ALBEMARLE CORP COM	COM	012653101	3,063	84,226	SH	Sole	01	84,226
ALEXANDER & BALDWIN INC COM	COM	014482103	336	9,805	SH	Sole	01	9,805
ALLEGHENY ENERGY INC COM	COM	017361106	1,750	74,534	SH	Sole	01	74,534
ALTERA CORP COM	COM	021441100	2,929	129,418	SH	Sole	01	129,418
AMERICA MOVIL SAB DE CV SPON ADR	ADR	02364W105	1,318	28,049	SH	Sole	01	28,049
AMERICAN ELEC PWR INC COM	COM	025537101	4,605	132,359	SH	Sole	01	132,359
AMERICAN EXPRESS CO COM	COM	025816109	0	2	SH	Sole	01	2
ANADARKO PETE CORP COM	COM	032511107	8	122	SH	Sole	01	122
ANSYS INC COM	COM	03662Q105	12,117	278,804	SH	Sole	01	278,804
ARKANSAS BEST CORP DEL COM	COM	040790107	317	10,784	SH	Sole	01	10,784
ASSOCIATED BANC CORP COM	COM	045487105	235	21,352	SH	Sole	01	21,352
ASSURED GUARANTY LTD COM	COM	G0585R106	506	23,270	SH	Sole	01	23,270
AUTOLIV INC COM	COM	052800109	726	16,754	SH	Sole	01	16,754
AUTOMATIC DATA PROCESSING IN COM	COM	053015103	7,096	165,708	SH	Sole	01	165,708
AXA SPONSORED ADR	SPONSORED ADR	054536107	7,062	298,226	SH	Sole	01	298,226

<TABLE>

<CAPTION>

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

VOTING AUTHORITY

NAME OF ISSUER SHARED NONE	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ INVESTMENT	DISCRETION	OTHER MANAGERS	SOLE
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BAIDU INC SPON ADR REP A	ADR	056752108	3,128	7,607	SH	Sole	01	7,607
BANCO BRADESCO S A SP ADR PFD NE	SPONSORED ADR	059460303	1,899	86,811	SH	Sole	01	86,811
BANK OF AMERICA CORPORATION COM	COM	060505104	2,642	175,403	SH	Sole	01	175,403
BARD C R INC COM	COM	067383109	3,489	44,789	SH	Sole	01	44,789
BAXTER INTL INC COM	COM	071813109	12,482	212,711	SH	Sole	01	212,711
BECTON DICKINSON & CO COM	COM	075887109	5,863	74,351	SH	Sole	01	74,351
BHP BILLITON LTD SPONSORED ADR	ADR	088606108	2,707	35,352	SH	Sole	01	35,352
BJS WHOLESALE CLUB INC COM	COM	05548J106	2	73	SH	Sole	01	73
BLACKROCK ENH CAP & INC FD I COM	COM	09256A109	2,604	167,216	SH	Sole	01	167,216
BLACKROCK INTL GRWTH & INC T COM	COM	092524107	6,022	520,899	SH	Sole	01	520,899
BOEING CO COM	COM	097023105	4,820	89,044	SH	Sole	01	89,044
BOWNE & CO INC COM	COM	103043105	211	31,556	SH	Sole	01	31,556
BP PLC SPONSORED ADR	ADR	055622104	1,942	33,504	SH	Sole	01	33,504
BRISTOL MYERS SQUIBB CO COM	COM	110122108	5,232	207,219	SH	Sole	01	207,219
BRITISH AMERN TOB PLC SPONSORED	SPONSORED ADR	110448107	1,717	26,550	SH	Sole	01	26,550
BUCYRUS INTL INC NEW COM	COM	118759109	2,618	46,437	SH	Sole	01	46,437
BURLINGTON NORTHN SANTA FE C COM	COM	12189T104	1	9	SH	Sole	01	9
CARDINAL HEALTH INC COM	COM	14149Y108	352	10,911	SH	Sole	01	10,911
CELANESE CORP DEL COM SER A	COM	150870103	5	147	SH	Sole	01	147
CEPHALON INC COM	COM	156708109	3,714	59,500	SH	Sole	01	59,500
CERNER CORP COM	COM	156782104	3,045	36,936	SH	Sole	01	36,936
CHATTEM INC COM	COM	162456107	5,466	58,584	SH	Sole	01	58,584
CHEVRON CORP NEW COM	COM	166764100	2,867	37,240	SH	Sole	01	37,240
CHICOS FAS INC COM	COM	168615102	2,990	212,820	SH	Sole	01	212,820
CHINA LIFE INS CO LTD SPON ADR REP	SPONSORED ADR	16939P106	2,014	27,464	SH	Sole	01	27,464
CHINA MOBILE LIMITED SPONSORED	ADR	16941M109	2,182	46,990	SH	Sole	01	46,990
CHUBB CORP COM	COM	171232101	3,413	69,407	SH	Sole	01	69,407

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COLUMN 8						
VOTING AUTHORITY	TITLE	VALUE	SHRS OR	SH/ PUT/ INVESTMENT	OTHER	-----
NAME OF ISSUER	OF CLASS	CUSIP	(x\$1000)	PRN AMT	PRN CALL DISCRETION MANAGERS	SOLE
SHARED NONE						
<S>	<C>	<C>	<C>	<C>	<C>	<C>
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CHURCH & DWIGHT INC COM	COM	171340102	2,577	42,630 SH	Sole	01 42,630
CIMAREX ENERGY CO COM	COM	171798101	1	26 SH	Sole	01 26
CISCO SYS INC COM	COM	17275R102	6,086	254,212 SH	Sole	01 254,212
CMS ENERGY CORP COM	COM	125896100	5,246	334,984 SH	Sole	01 334,984
CNOOC LTD SPONSORED ADR	SPONSORED ADR	126132109	1,386	8,916 SH	Sole	01 8,916
COCA COLA CO COM	COM	191216100	8,129	142,610 SH	Sole	01 142,610
COCA COLA FEMSA S A B DE C V SPON	ADR	191241108	2,328	35,425 SH	Sole	01 35,425
COGNIZANT TECHNOLOGY SOLUTIO CL	CL A	192446102	12,609	278,157 SH	Sole	01 278,157
COLGATE PALMOLIVE CO COM	COM	194162103	15,546	189,245 SH	Sole	01 189,245
COMCAST CORP NEW CL A	CL A	20030N101	4,602	272,934 SH	Sole	01 272,934
COMERICA INC COM	COM	200340107	185	6,261 SH	Sole	01 6,261
COMPANHIA SIDERURGICA NACION SPO	ADR	20440W105	1,727	54,078 SH	Sole	01 54,078
COMPANIA CERVECERIAS UNIDAS SPON	SPONSORED ADR	204429104	1,282	32,860 SH	Sole	01 32,860
CORE LABORATORIES N V COM	COM	N22717107	8,031	67,990 SH	Sole	01 67,990
CORNING INC COM	COM	219350105	3,988	206,544 SH	Sole	01 206,544
COVIDIEN PLC SHS	COM	G2554F105	5,096	106,405 SH	Sole	01 106,405
CTRIIP COM INTL LTD ADR	SPONSORED ADR	22943F100	3,032	42,195 SH	Sole	01 42,195
CVS CAREMARK CORPORATION COM	COM	126650100	2,942	91,334 SH	Sole	01 91,334
DANAHER CORP DEL COM	COM	235851102	3,886	51,674 SH	Sole	01 51,674
DELTA AIR LINES INC.	COM	247361702	139	12,233 SH	Sole	12,233
DELUXE CORP COM	COM	248019101	266	17,954 SH	Sole	01 17,954
DIAMOND OFFSHORE DRILLING IN COM	COM	25271C102	10,478	106,462 SH	Sole	01 106,462
DR REDDYS LABS LTD ADR	ADR	256135203	2,705	111,739 SH	Sole	01 111,739
E M C CORP MASS COM	COM	268648102	3,977	227,645 SH	Sole	01 227,645
EATON VANCE TAX MNG GBL DV E COM	COM	27829F108	19,948	1,617,876 SH	Sole	1,617,876
EATON VANCE TX MGD DIV EQ IN COM	COM	27828N102	11,208	853,646 SH	Sole	01 853,646
EATON VANCE TXMGD GL BUYWR	COM	27829C105	8,546	615,237 SH	Sole	01 615,237

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VOTING AUTHORITY	TITLE	VALUE	SHRS OR	SH/ PUT/ INVESTMENT	OTHER	-----
NAME OF ISSUER	OF CLASS	CUSIP	(x\$1000)	PRN AMT	PRN CALL DISCRETION MANAGERS	SOLE
SHARED NONE						
<S>	<C>	<C>	<C>	<C>	<C>	<C>
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EMERSON ELEC CO COM	COM	291011104	6,168	144,784 SH	Sole	01 144,784
ENTERGY CORP NEW COM	COM	29364G103	2,786	34,036 SH	Sole	01 34,036
ERICSSON L M TEL CO ADR B SEK 10	ADR	294821608	1,994	216,938 SH	Sole	01 216,938
EVERGREEN GBL DIVID OPP FUND COM	COM	30024H101	2,730	266,555 SH	Sole	01 266,555
EXELON CORP COM	COM	30161N101	3,151	64,481 SH	Sole	01 64,481
EXXON MOBIL CORP COM	COM	30231G102	8,935	131,037 SH	Sole	01 131,037
FACTSET RESH SYS INC COM	COM	303075105	10,091	153,202 SH	Sole	01 153,202
FAIRPOINT COMMUNICATIONS	COM	305560104	0	15 SH	Sole	15
FASTENAL CO COM	COM	311900104	6,326	151,926 SH	Sole	01 151,926
FIFTH STREET FINANCE CORP	COM	31678A103	242	22,500 SH	Sole	22,500
FIRSTENERGY CORP COM	COM	337932107	1,423	30,632 SH	Sole	01 30,632
FPL GROUP INC COM	COM	302571104	352	6,668 SH	Sole	01 6,668
FRANCE TELECOM SPONSORED ADR	ADR	35177Q105	1,185	46,953 SH	Sole	01 46,953
FRESENIUS MED CARE AG&CO KGA	SPONSORED ADR	358029106	1,095	20,653 SH	Sole	01 20,653
GAMESTOP CORP NEW CL A	CL A	36467W109	3,856	175,742 SH	Sole	01 175,742
GENERAL DYNAMICS CORP COM	COM	369550108	11,467	168,215 SH	Sole	01 168,215
GILEAD SCIENCES INC COM	COM	375558103	5,070	117,182 SH	Sole	01 117,182
GRAINGER W W INC COM	COM	384802104	6,870	70,947 SH	Sole	01 70,947
GROUPE CGI INC CL A SUB VTG	CL A SUB VTG	39945C109	3,902	287,787 SH	Sole	01 287,787
GRUPO TELEvisa SA DE CV SP ADR REP	SPONSORED ADR	40049J206	1,350	65,017 SH	Sole	01 65,017
HALLIBURTON CO COM	COM	406216101	6,963	231,396 SH	Sole	01 231,396
HANSEN NAT CORP COM	COM	411310105	3,193	83,163 SH	Sole	01 83,163
HARSCO CORP COM	COM	415864107	2	47 SH	Sole	01 47
HDFC BANK LTD ADR REPS 3 SHS	ADR	40415F101	3,781	29,063 SH	Sole	01 29,063
HEWLETT PACKARD CO COM	COM	428236103	10,311	200,177 SH	Sole	01 200,177
HOLOGIC INC.	COM	436440101	140	9,632 SH	Sole	9,632
HUDSON CITY BANCORP COM	COM	443683107	4,568	332,734 SH	Sole	01 332,734

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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	VALUE	SHRS OR	SH/ PUT/	INVESTMENT	OTHER	-----
SHARED NONE	OF CLASS	CUSIP	(x\$1000)	PRN AMT	PRN CALL DISCRETION	MANAGERS	SOLE
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IHS INC CL A	CL A	451734107	10,654	194,378 SH		Sole	01 194,378
ILLINOIS TOOL WKS INC COM	COM	452308109	6,574	136,991 SH		Sole	01 136,991
IMMUCOR INC COM	COM	452526106	2,834	139,996 SH		Sole	01 139,996
INGERSOLL-RAND PLC SHS	COM	G47791101	4,836	135,323 SH		Sole	01 135,323
INTERNATIONAL BUSINESS MACHS COM	COM	459200101	21,135	161,456 SH		Sole	01 161,456
INTUIT COM	COM	461202103	5,485	178,503 SH		Sole	01 178,503
ISHARES TR AGENCY BD FD	ETF	464288166	137	1,277 SH		Sole	01 1,277
ISHARES TR BARCLYS 10-20YR	ETF	464288653	7	70 SH		Sole	01 70
ISHARES TR BARCLYS 1-3YR CR	ETF	464288646	1,062	10,216 SH		Sole	01 10,216
ISHARES TR BARCLYS CR BD	ETF	464288620	2	20 SH		Sole	01 20
ISHARES TR BARCLYS INTER CR	ETF	464288638	2	20 SH		Sole	01 20
ISHARES TR BARCLYS MBS BD	ETF	464288588	4,795	45,244 SH		Sole	01 45,244
ISHARES TR INDEX BARCLYS 1-3 YR	ETF	464287457	1,187	14,304 SH		Sole	01 14,304
ISHARES TR INDEX BARCLYS 7-10 YR	ETF	464287440	3,881	43,798 SH		Sole	01 43,798
ISHARES TR INDEX BARCLYS TIPS BD	ETF	464287176	6,302	60,653 SH		Sole	01 60,653
ISHARES TR INDEX DJ US INDEX FD	ETF	464287846	4	65 SH		Sole	01 65
ISHARES TR INDEX IBOX INV CPBD	ETF	464287242	58,061	557,471 SH		Sole	01 557,471
ISHARES TR INDEX MSCI EAFE IDX	ETF	464287465	16,112	291,465 SH		Sole	01 291,465
ISHARES TR INDEX MSCI EMERG MKT	ETF	464287234	59,290	1,428,672 SH		Sole	01 1,428,672
ISHARES TR INDEX RUSSELL 1000	ETF	464287622	10,000	163,108 SH		Sole	01 163,108
ISHARES TR INDEX RUSSELL MCP GR	ETF	464287481	21,184	467,224 SH		Sole	01 467,224
ISHARES TR INDEX RUSSELL1000GRW	ETF	464287614	29	577 SH		Sole	01 577
ISHARES TR INDEX RUSSELL1000VAL	ETF	464287598	964	16,802 SH		Sole	01 16,802
ISHARES TR INDEX S&P 500 INDEX	ETF	464287200	90,806	812,143 SH		Sole	01 812,143
ISHARES TR INDEX S&P500 GRW	ETF	464287309	76,475	1,318,760 SH		Sole	01 1,318,760
ISHARES TR MSCI ACWI INDX	ETF	464288257	513	12,127 SH		Sole	01 12,127
ISHARES TR MSCI GRW IDX	ETF	464288885	948	17,201 SH		Sole	01 17,201

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VOTING AUTHORITY							
NAME OF ISSUER	TITLE	VALUE	SHRS OR	SH/ PUT/	INVESTMENT	OTHER	-----
SHARED NONE	OF CLASS	CUSIP	(x\$1000)	PRN AMT	PRN CALL DISCRETION	MANAGERS	SOLE
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
ISHARES TR MSCI SMALL CAP	ETF	464288273	57	1,597 SH		Sole	01 1,597
ISHARES TR MSCI VL IDX	ETF	464288877	575	11,431 SH		Sole	01 11,431
ISHARES TR S&P GL UTILITI	ETF	464288711	15,679	326,711 SH		Sole	01 326,711
ISHARES TR S&PCITI1-3YRTB	ETF	464288125	37	359 SH		Sole	01 359
ISHARES TR US PFD STK IDX	ETF	464288687	1,305	35,558 SH		Sole	01 35,558
JACK IN THE BOX INC COM	COM	466367109	1	73 SH		Sole	01 73
JAKKS PAC INC COM	COM	47012E106	234	19,314 SH		Sole	01 19,314
JARDEN CORP COM	COM	471109108	426	13,785 SH		Sole	01 13,785
JOHNSON & JOHNSON COM	COM	478160104	6,994	108,590 SH		Sole	01 108,590
JPMORGAN CHASE & CO COM	COM	46625H100	7,657	183,752 SH		Sole	01 183,752
KANSAS CITY SOUTHERN COM NEW	COM	485170302	2	51 SH		Sole	01 51
KEYCORP NEW COM	COM	493267108	188	33,948 SH		Sole	01 33,948
KRAFT FOODS INC CL A	CL A	50075N104	4,406	162,117 SH		Sole	01 162,117
K-SWISS INC CL A	CL A	482686102	97	9,762 SH		Sole	01 9,762
LIFE TECHNOLOGIES CORP COM	COM	53217V109	4	74 SH		Sole	01 74
LKQ CORP COM	COM	501889208	8,830	450,754 SH		Sole	01 450,754
LOCKHEED MARTIN CORP COM	COM	539830109	2,046	27,152 SH		Sole	01 27,152
LORILLARD INC COM	COM	544147101	4	45 SH		Sole	01 45
LOWES COS INC COM	COM	548661107	12,596	538,522 SH		Sole	01 538,522
MAKITA CORP ADR NEW	ADR	560877300	1,435	40,720 SH		Sole	01 40,720
MARINEMAX INC COM	COM	567908108	445	48,434 SH		Sole	01 48,434
MARSHALL & ILSLEY CORP NEW COM	COM	571837103	162	29,771 SH		Sole	01 29,771
MASTERCARD INC CL A	CL A	57636Q104	11,420	44,613 SH		Sole	01 44,613

MBIA INC COM	COM	55262C100	87	21,961	SH	Sole	01	21,961
MCDONALDS CORP COM	COM	580135101	8,265	132,364	SH	Sole	01	132,364
MICROSOFT CORP COM	COM	594918104	6,581	215,911	SH	Sole	01	215,911
MIDCAP SPDR TR UNIT SER 1	ETF	595635103	235	1,781	SH	Sole	01	1,781
MITSUBISHI UFJ FINL GROUP IN	SPONSORED ADR	606822104	4,407	895,741	SH	Sole	01	895,741

<TABLE>
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COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COLUMN 7	COLUMN 8
VOTING AUTHORITY							
	TITLE		VALUE	SHRS OR	SH/ PUT/	INVESTMENT	OTHER
NAME OF ISSUER	OF CLASS	CUSIP	(x\$1000)	PRN AMT	PRN CALL	DISCRETION	MANAGERS
SHARED NONE							SOLE
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
<C>	<C>						
NATIONAL GRID PLC SPON ADR NEW	SPONSORED ADR	636274300	5,429	99,827	SH	Sole	01
NET SERVICOS DE COMUNICACAO SPO	ADR	64109T201	2,073	153,243	SH	Sole	01
NEW YORK CMNTY BANCORP INC COM	COM	649445103	3	193	SH	Sole	01
NEWTEK BUSINESS SERVICES INC.	COM	652526104	143	146,141	SH	Sole	01
NIKE INC CL B	CL B	654106103	9,793	148,222	SH	Sole	01
NORTHEAST UTILS COM	COM	664397106	4	138	SH	Sole	01
NORTHERN TR CORP COM	COM	665859104	5,152	98,326	SH	Sole	01
NOVARTIS A G SPONSORED ADR	SPONSORED ADR	66987V109	3,324	61,067	SH	Sole	01
NOVO-NORDISK A S ADR	ADR	670100205	1,703	26,668	SH	Sole	01
NRG ENERGY INC COM NEW	COM	629377508	1,129	47,816	SH	Sole	01
NSTAR COM	COM	67019E107	3	69	SH	Sole	01
NTELOS HLDGS CORP COM	COM	67020Q107	3	189	SH	Sole	01
NTT DOCOMO INC SPONS ADR	ADR	62942M201	1,181	84,493	SH	Sole	01
NUVEEN EQTY PRM OPPORTUNITYF	COM	6706EM102	6,971	528,087	SH	Sole	01
O REILLY AUTOMOTIVE INC COM	COM	686091109	7,024	184,255	SH	Sole	01
OCEANEERING INTL INC COM	COM	675232102	6,897	117,865	SH	Sole	01
OLD REP INTL CORP COM	COM	680223104	141	14,029	SH	Sole	01
ORACLE CORP COM	COM	68389X105	10,774	439,220	SH	Sole	01
P T TELEKOMUNIKASI INDONESIA SPON	ADR	715684106	1,866	46,710	SH	Sole	01
PACCAR INC COM	COM	693718108	4,552	125,510	SH	Sole	01
PALL CORP COM	COM	696429307	6,058	167,355	SH	Sole	01
PEPSICO INC COM	COM	713448108	4,580	75,321	SH	Sole	01
PETROLEO BRASILEIRO SA PETRO	SPONSORED ADR	71654V408	2	34	SH	Sole	01
PFIZER INC COM	COM	717081103	2,637	144,997	SH	Sole	01
PG&E CORP COM	COM	69331C108	3,849	86,199	SH	Sole	01
PHILIP MORRIS INTL INC COM	COM	718172109	9,841	204,206	SH	Sole	01
PHILIPPINE LONG DISTANCE TEL SPON	ADR	718252604	1,230	21,703	SH	Sole	01
PINNACLE WEST CAP CORP COM	COM	723484101	1	36	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							
	TITLE		VALUE	SHRS OR	SH/ PUT/	INVESTMENT	OTHER
NAME OF ISSUER	OF CLASS	CUSIP	(x\$1000)	PRN AMT	PRN CALL	DISCRETION	MANAGERS
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PLAINS EXPL& PRODTN CO COM	COM	726505100	2,176	78,671	SH	Sole	01
POWERSHARES ETF TRUST ZACKS MC	ETF	73935X740	50	5,056	SH	Sole	01
POWERSHARES GLOBAL ETF FD S&P 500	ETF	73936G308	19	872	SH	Sole	01
POWERSHARES GLOBAL ETF TRUST INSU	ETF	73936T474	73	3,070	SH	Sole	01
POWERSHARES GLOBAL ETF TRUST SOVE	ETF	73936T573	450	17,643	SH	Sole	01
PPL CORP COM	COM	69351T106	3,169	98,081	SH	Sole	01
PRAXAIR INC COM	COM	74005P104	7,210	89,772	SH	Sole	01
PROCTER & GAMBLE CO COM	COM	742718109	16,566	273,235	SH	Sole	01
PUBLIC SVC ENTERPRISE GROUP COM	COM	744573106	752	22,606	SH	Sole	01
QUEST DIAGNOSTICS INC COM	COM	74834L100	3,494	57,867	SH	Sole	01
RALCORP HLDGS INC NEW COM	COM	751028101	2,224	37,252	SH	Sole	01
RESEARCH IN MOTION LTD COM	COM	760975102	1,743	25,811	SH	Sole	01
RESMED INC COM	COM	761152107	4,662	89,196	SH	Sole	01
ROPER INDS INC NEW COM	COM	776696106	7,051	134,636	SH	Sole	01
ROSS STORES INC COM	COM	778296103	1,866	43,694	SH	Sole	01
ROVI CORP COM	COM	779376102	3,392	106,425	SH	Sole	01

ROYAL CARIBBEAN CRUISES LTD COM	COM	V7780T103	205	8,112	SH	Sole	01	8,112
SALESFORCE COM INC COM	COM	79466L302	3,658	49,583	SH	Sole	01	49,583
SARA LEE CORP COM	COM	803111103	4,054	332,863	SH	Sole	01	332,863
SINGAPORE FD INC COM	COM	82929L109	0	23	SH	Sole	01	23
SMITHFIELD FOODS INC COM	COM	832248108	314	20,678	SH	Sole	01	20,678
SNAP ON INC COM	COM	833034101	2	40	SH	Sole	01	40
SOUTHERN CO COM	COM	842587107	780	23,398	SH	Sole	01	23,398
SPDR INDEX SHS FDS DJ INTL RL ETF	ETF	78463X863	180	5,168	SH	Sole	01	5,168
SPDR SERIES TRUST BRCLYS 1-3MT ETF	ETF	78464A680	41	895	SH	Sole	01	895
ST MARY LD & EXPL CO COM	COM	792228108	1	31	SH	Sole	01	31
STERICYCLE INC COM	COM	858912108	5,192	94,108	SH	Sole	01	94,108
STEWART INFORMATION SVCS COR	COM	860372101	118	10,465	SH	Sole	01	10,465

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STRYKER CORP COM	COM	863667101	12,505	248,253	SH	Sole	01
SUNTRUST BKS INC COM	COM	867914103	131	6,434	SH	Sole	01
SYBASE INC COM	COM	871130100	10,182	234,609	SH	Sole	01
SYMANTEC CORP COM	COM	871503108	4,246	237,312	SH	Sole	01
SYNGENTA AG SPONSORED ADR	ADR	87160A100	1,940	34,468	SH	Sole	01
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	1,707	149,247	SH	Sole	01
TARGET CORP COM	COM	87612E106	13,017	269,116	SH	Sole	01
TERRA INDS INC COM	COM	880915103	1	26	SH	Sole	01
TOTAL S A SPONSORED ADR	SPONSORED ADR	89151E109	4,595	71,751	SH	Sole	01
TOYOTA MOTOR CORP SP ADR REP2C	SPONSORED ADR	892331307	2,257	26,815	SH	Sole	01
TRANSOCEAN LTD REG SHS	COM	H8817H100	3,210	38,773	SH	Sole	01
TUPPERWARE BRANDS CORP COM	COM	899896104	4,318	92,721	SH	Sole	01
TYCO ELECTRONICS LTD SWITZER SHS	COM	H8912P106	7,864	320,307	SH	Sole	01
UAL CORP.	COM	902549807	31	2,409	SH	Sole	01
UBS AG SHS NEW	COM	H89231338	1,156	74,537	SH	Sole	01
UGI CORP NEW COM	COM	902681105	462	19,097	SH	Sole	01
UNISOURCE ENERGY CORP COM	COM	909205106	613	19,037	SH	Sole	01
UNITED TECHNOLOGIES CORP COM	COM	913017109	13,062	188,181	SH	Sole	01
UNIVERSAL CORP VA COM	COM	913456109	277	6,081	SH	Sole	01
UNIVERSAL HLTH SVCS INC CL B	CL B	913903100	2,790	91,472	SH	Sole	01
UNUM GROUP COM	COM	91529Y106	4	213	SH	Sole	01
VALE S A ADR	ADR	91912E105	2,343	80,701	SH	Sole	01
VANGUARD INDEX FDS LARGE CAP ETF	ETF	922908637	199	3,936	SH	Sole	01
VANGUARD INDEX FDS SMALL CP ETF	ETF	922908751	4	70	SH	Sole	01
VANGUARD INDEX FDS VALUE ETF	ETF	922908744	36	756	SH	Sole	01
VANGUARD INTL EQUITY INDEX F EMR	ETF	922042858	9	210	SH	Sole	01
VANGUARD TAX-MANAGED FD EUROPE	ETF	921943858	37	1,078	SH	Sole	01
VANGUARD WORLD FD MEGA CAP IND	ETF	921910873	66	1,707	SH	Sole	01

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VERIZON COMMUNICATIONS INC.	COM	92343V104	28	832	SH	Sole	01
VODAFONE GROUP PLC NEW SPONS AD	ADR	92857W209	4,543	196,743	SH	Sole	01
VULCAN MATLS CO COM	COM	929160109	4,859	92,250	SH	Sole	01
WAL MART STORES INC COM	COM	931142103	7,773	145,433	SH	Sole	01
WALGREEN CO COM	COM	931422109	12,931	352,144	SH	Sole	01
WALTER ENERGY INC COM	COM	93317Q105	3	35	SH	Sole	01
WALTER INVT MGMT CORP COM	COM	93317W102	0	13	SH	Sole	01
WARNACO GROUP INC COM NEW	COM	934390402	3,260	77,268	SH	Sole	01
WASHINGTON FED INC COM	COM	938824109	3	132	SH	Sole	01

WATERS CORP COM	COM	941848103	11,317	182,656	SH	Sole	01	182,656
WILLIAMS COS INC DEL COM	COM	969457100	2,480	117,640	SH	Sole	01	117,640
WISDOMTREE TRUST INTL UTILITIES		97717W653	78	3,475	SH	Sole	01	3,475
XL CAP LTD CL A	CL A	G98255105	315	17,211	SH	Sole	01	17,211
YAHOO INC COM	COM	984332106	5,396	321,558	SH	Sole	01	321,558
YUM BRANDS INC COM	COM	988498101	4,770	136,413	SH	Sole	01	136,413

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