

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, 2010

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 May 5, 2010

[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: 254 lines
Form 13F Information Table Value Total: 1,145,335
(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.

<TABLE>
<CAPTION>
COLUMN 1 COLUMN 2 COLUMN 3 COLUMN 4 COLUMN 5 COLUMN 6 COLUMN 7
COLUMN 8

AUTHORITY

VOTING

----- NAME OF ISSUER SHARED NONE -----	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN CALL	PUT/ DISCRETION	INVESTMENT MANAGERS	OTHER SOLE	-----
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3M CO COM	COM	88579Y101	27,088	324,136	SH		Sole	01	324,136
ABB LTD SPONSORED ADR	SPONSORED ADR	000375204	3,842	175,893	SH		Sole	01	175,893
ABBOTT LABS COM	COM	002824100	14,540	276,000	SH		Sole	01	276,000
ABERCROMBIE & FITCH CO CL A	CL A	002896207	4,511	98,835	SH		Sole	01	98,835
ADAPTEC INC COM	COM	00651F108	429	131,274	SH		Sole	01	131,274
ADVANCE AUTO PARTS INC COM	COM	00751Y106	5	114	SH		Sole	01	114
AES CORP COM	COM	00130H105	8,186	744,161	SH		Sole	01	744,161
AFFILIATED MANAGERS GROUP COM	COM	008252108	7,875	99,683	SH		Sole	01	99,683
AGRIUM INC COM	COM	008916108	1,733	24,541	SH		Sole	01	24,541
AIR PRODS & CHEMS INC COM	COM	009158106	6,580	88,983	SH		Sole	01	88,983
ALBEMARLE CORP COM	COM	012653101	4,891	114,742	SH		Sole	01	114,742
ALEXANDER & BALDWIN INC COM	COM	014482103	1,289	39,015	SH		Sole	01	39,015
ALLEGHENY ENERGY INC COM	COM	017361106	1,204	52,334	SH		Sole	01	52,334
ALTERA CORP COM	COM	021441100	4,765	196,092	SH		Sole	01	196,092
AMEDISYS INC COM	COM	023436108	5,909	107,009	SH		Sole	01	107,009
AMERICA MOVIL SAB DE CV SPON AD	ADR	02364W105	2,143	42,572	SH		Sole	01	42,572
AMERICAN ELEC PWR INC COM	COM	025537101	3,784	110,710	SH		Sole	01	110,710
AMERICAN EXPRESS CO COM	COM	025816109	0	2	SH		Sole	01	2
AMERICAN MED SYS HLDGS INC COM	COM	02744M108	1,175	63,237	SH		Sole	01	63,237
ANHEUSER BUSCH INBEV SA/NV	SPONSORED ADR	03524A108	3,666	72,660	SH		Sole	01	72,660
ARKANSAS BEST CORP DEL COM	COM	040790107	1,637	54,787	SH		Sole	01	54,787
ASML HOLDING N V NY REG SHS	COM	N07059186	3,922	110,788	SH		Sole	01	110,788
ASSOCIATED BANC CORP COM	COM	045487105	1,542	112,064	SH		Sole	01	112,064
ASSURED GUARANTY LTD COM	COM	G0585R106	1,764	80,277	SH		Sole	01	80,277
AUTOLIV INC COM	COM	052800109	5,934	115,152	SH		Sole	01	115,152

<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 SHARED NONE -----	OF CLASS	CUSIP	(x\$1000)	PRN AMT	PRN CALL	DISCRETION	MANAGERS	SOLE	-----
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AUTOMATIC DATA PROCESSING IN	COM	053015103	10,209	229,568	SH		Sole	01	229,568
AXA SPONSORED ADR	SPONSORED ADR	054536107	4,992	226,496	SH		Sole	01	226,496
BAIDU INC SPON ADR REP A	ADR	056752108	2,392	4,007	SH		Sole	01	4,007
BANCO SANTANDER SA ADR	ADR	05964H105	3,628	273,367	SH		Sole	01	273,367
BANK OF AMERICA CORPORATION	COM	060505104	5,957	333,712	SH		Sole	01	333,712
BAXTER INTL INC COM	COM	071813109	14,764	253,672	SH		Sole	01	253,672
BE AEROSPACE INC COM	COM	073302101	4,403	145,017	SH		Sole	01	145,017
BECTON DICKINSON & CO COM	COM	075887109	8,089	102,746	SH		Sole	01	102,746
BHP BILLITON LTD SPONSORED ADR	ADR	088606108	3,827	47,645	SH		Sole	01	47,645
BJS WHOLESALE CLUB INC COM	COM	05548J106	3	73	SH		Sole	01	73
BLACKROCK ENH CAP & INC FD I COM	COM	09256A109	2,417	153,922	SH		Sole	01	153,922
BLACKROCK INTL GRWTH & INC T	COM	092524107	4,548	396,153	SH		Sole	01	396,153
BLOUNT INTL INC NEW COM	COM	095180105	1,544	149,034	SH		Sole	01	149,034
BOK FINL CORP COM NEW	COM	05561Q201	8,319	158,631	SH		Sole	01	158,631
BRITISH AMERN TOB PLC SPONSORE	SPONSORED ADR	110448107	3,806	55,243	SH		Sole	01	55,243
BUCYRUS INTL INC NEW COM	COM	118759109	3,297	49,964	SH		Sole	01	49,964
CACI INTL INC CL A	CL A	127190304	1,119	22,912	SH		Sole	01	22,912
CAPSTEAD MTG CORP COM NO PAR	COM	14067E506	1,041	87,025	SH		Sole	01	87,025
CARDINAL HEALTH INC COM	COM	14149Y108	1,663	46,146	SH		Sole	01	46,146
CELANESE CORP DEL COM SER A	COM	150870103	5	147	SH		Sole	01	147
CENTURY ALUM CO COM	COM	156431108	1,013	73,647	SH		Sole	01	73,647
CERNER CORP COM	COM	156782104	7,384	86,937	SH		Sole	01	86,937
CHESAPEAKE ENERGY CORP COM	COM	165167107	5,656	239,236	SH		Sole	01	239,236
CHICOS FAS INC COM	COM	168615102	4,395	304,755	SH		Sole	01	304,755
CHINA LIFE INS CO LTD SPON ADR	SPONSORED ADR	16939P106	2,099	29,140	SH		Sole	01	29,140
CIMAREX ENERGY CO COM	COM	171798101	2	26	SH		Sole	01	26
CISCO SYS INC COM	COM	17275R102	6,586	253,013	SH		Sole	01	253,013
CMS ENERGY CORP COM	COM	125896100	4,346	281,095	SH		Sole	01	281,095

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NAME OF ISSUER	OF CLASS	CUSIP	(x\$1000)	PRN AMT	PRN CALL DISCRETION MANAGERS	SOLE
COCA COLA CO COM	COM	191216100	4,856	88,295 SH	Sole	88,295
COGNIZANT TECHNOLOGY SOLUTIO	CL A	192446102	5,358	105,102 SH	Sole	105,102
COINSTAR INC COM	COM	19259P300	1,216	37,425 SH	Sole	37,425
COLGATE PALMOLIVE CO COM	COM	194162103	18,501	217,000 SH	Sole	217,000
COMERICA INC COM	COM	200340107	1,491	39,197 SH	Sole	39,197
COMTECH TELECOMMUNICATIONS C	COM	205826209	1,142	35,661 SH	Sole	35,661
CONSTELLATION ENERGY GROUP	COM	210371100	1,061	30,227 SH	Sole	30,227
COOPER COS INC COM NEW	COM	216648402	1,240	31,881 SH	Sole	31,881
CORE LABORATORIES N V COM	COM	N22717107	3,106	23,744 SH	Sole	23,744
CORNING INC COM	COM	219350105	9,545	472,294 SH	Sole	472,294
COVIDIEN PLC SHS	COM	G2554F105	6,914	137,512 SH	Sole	137,512
CTRIIP COM INTL LTD AMERICAN DEP	SPONSORED ADR	22943F100	2,233	56,957 SH	Sole	56,957
DANAHER CORP DEL COM	COM	235851102	3,651	45,683 SH	Sole	45,683
DECKERS OUTDOOR CORP COM	COM	243537107	1,279	9,268 SH	Sole	9,268
DEL MONTE FOODS CO COM	COM	24522P103	764	52,317 SH	Sole	52,317
DELTA AIR LINES INC.	COM	247361702	178	12,233 SH	Sole	12,233
DISCOVER FINL SVCS COM	COM	254709108	1,587	106,502 SH	Sole	106,502
DOLLAR TREE INC COM	COM	256746108	1,672	28,232 SH	Sole	28,232
DU PONT E I DE NEMOURS & CO COM	COM	263534109	5,717	153,529 SH	Sole	153,529
E M C CORP MASS COM	COM	268648402	14,159	784,893 SH	Sole	784,893
EAST WEST BANCORP INC COM	COM	27579R104	1,387	79,597 SH	Sole	79,597
EATON VANCE TAX MNG GBL DV E	COM	27829F108	15,915	1,317,489 SH	Sole	1,317,489
EATON VANCE TX MGD DIV EQ IN COM	COM	27828N102	9,227	693,782 SH	Sole	693,782
EATON VANCE TXMGD GL BUYWR	COM	27829C105	7,158	534,542 SH	Sole	534,542
EBAY INC COM	COM	278642103	8,961	332,290 SH	Sole	332,290
EMERSON ELEC CO COM	COM	291011104	5,399	107,244 SH	Sole	107,244
EMULEX CORP COM NEW	COM	292475209	858	64,642 SH	Sole	64,642
ENTERGY CORP NEW COM	COM	29364G103	2,236	27,489 SH	Sole	27,489

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AUTHORITY	TITLE	VALUE	SHRS OR	SH/ PUT/ INVESTMENT	OTHER	VOTING
NAME OF ISSUER	OF CLASS	CUSIP	(x\$1000)	PRN AMT	PRN CALL DISCRETION MANAGERS	SOLE
ESTERLINE TECHNOLOGIES CORP	COM	297425100	1,096	22,174 SH	Sole	22,174
EVERGREEN GBL DIVID OPP FUND	COM	30024H101	2,722	262,270 SH	Sole	262,270
EXELON CORP COM	COM	30161N101	1,604	36,613 SH	Sole	36,613
EXXON MOBIL CORP COM	COM	30231G102	0	3 SH	Sole	3
EZCORP INC CL A NON VTG	COM	302301106	956	46,423 SH	Sole	46,423
FACET BIOTECH CORP SHS	COM	30303Q103	0	10 SH	Sole	10
FEDERAL MOGUL CORP COM	COM	313549404	2,899	157,875 SH	Sole	157,875
FPL GROUP INC COM	COM	302571104	606	12,541 SH	Sole	12,541
FRESENIUS MED CARE AG&CO KGA	SPONSORED ADR	358029106	1,061	18,900 SH	Sole	18,900
GENERAL DYNAMICS CORP COM	COM	369550108	16,916	219,115 SH	Sole	219,115
GEO GROUP INC COM	COM	36159R103	1,093	55,171 SH	Sole	55,171
GILEAD SCIENCES INC COM	COM	375558103	6,425	141,296 SH	Sole	141,296
GRAINGER W W INC COM	COM	384802104	10,517	97,267 SH	Sole	97,267
GROUPE CGI INC CL A SUB VTG	CL A SUB VTG	39945C109	5,680	380,921 SH	Sole	380,921
GULF ISLAND FABRICATION INC COM	COM	402307102	1,702	78,268 SH	Sole	78,268
HALLIBURTON CO COM	COM	406216101	5,550	184,206 SH	Sole	184,206
HARSCO CORP COM	COM	415864107	2	47 SH	Sole	47
HEWLETT PACKARD CO COM	COM	428236103	9,281	174,612 SH	Sole	174,612
HOLOGIC INC.	COM	436440101	179	9,632 SH	Sole	9,632
HONDA MOTOR LTD AMERN SHS	COM	438128308	3,723	105,487 SH	Sole	105,487
HONEYWELL INTL INC COM	COM	438516106	5,954	131,524 SH	Sole	131,524
HSBC HLDGS PLC SPON ADR NEW	SPONSORED ADR	404280406	3,570	70,429 SH	Sole	70,429
ICICI BK LTD ADR	ADR	45104G104	2,091	48,976 SH	Sole	48,976
ILLINOIS TOOL WKS INC COM	COM	452308109	8,964	189,264 SH	Sole	189,264
INFORMATICA CORP COM	COM	45666Q102	4,004	148,902 SH	Sole	148,902
INFOSYS TECHNOLOGIES LTD SPON	SPONSORED ADR	456788108	2,013	34,221 SH	Sole	34,221
INGERSOLL- RAND PLC SHS	COM	G47791101	9,977	286,118 SH	Sole	286,118
INTEL CORP COM	COM	458140100	6,456	289,626 SH	Sole	289,626

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COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COLUMN 7	VOTING		
COLUMN 8									
AUTHORITY	TITLE	VALUE	SHRS OR	SH/ PUT/	INVESTMENT	OTHER	-----		
NAME OF ISSUER	OF CLASS	CUSIP	(x\$1000)	PRN AMT	PRN CALL	DISCRETION	MANAGERS	SOLE	
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INTERNATIONAL BUSINESS MACHS	COM	459200101	33,701	262,773 SH		Sole	01	262,773	
ISHARES TR AGENCY BD FD	ETF	464288166	136	1,258 SH		Sole	01	1,258	
ISHARES TR BARCLYS 1-3YR CR	ETF	464288646	1,244	11,890 SH		Sole	01	11,890	
ISHARES TR DJ INTL SEL DIVD	ETF	464288448	743	23,521 SH		Sole	01	23,521	
ISHARES TR INDEX BARCLYS 1-3 YR	ETF	464287457	1,147	13,760 SH		Sole	01	13,760	
ISHARES TR INDEX BARCLYS 7-10 YR	ETF	464287440	4,028	45,004 SH		Sole	01	45,004	
ISHARES TR INDEX BARCLYS TIPS BD	ETF	464287176	6,462	62,195 SH		Sole	01	62,195	
ISHARES TR INDEX DJ SEL DIV INX	ETF	464287168	744	16,176 SH		Sole	01	16,176	
ISHARES TR INDEX MSCI EMERG MKT	ETF	464287234	53,950	1,280,795 SH		Sole	01	1,280,795	
ISHARES TR INDEX RUSL 3000 VALU	ETF	464287663	400	5,000 SH		Sole	01	5,000	
ISHARES TR INDEX RUSSELL 1000	ETF	464287622	8,076	124,984 SH		Sole	01	124,984	
ISHARES TR INDEX RUSSELL MCP GR	ETF	464287481	11,848	244,197 SH		Sole	01	244,197	
ISHARES TR INDEX RUSSELL1000GRW	ETF	464287614	471	9,073 SH		Sole	01	9,073	
ISHARES TR INDEX RUSSELL1000VAL	ETF	464287598	7,272	119,078 SH		Sole	01	119,078	
ISHARES TR INDEX S&P500 GRW	ETF	464287309	5,713	95,340 SH		Sole	01	95,340	
ISHARES TR MSCI GRW IDX	ETF	464288885	14,712	259,745 SH		Sole	01	259,745	
ISHARES TR MSCI GL IDX	ETF	464288877	14,688	289,998 SH		Sole	01	289,998	
ISHARES TR S&P GL UTILITI	ETF	464288711	13,381	292,875 SH		Sole	01	292,875	
ISHARES TR US PFD STK IDX	ETF	464288687	2,107	54,417 SH		Sole	01	54,417	
ITAU UNIBANCO HLDG SA SPON ADR	SPONSORED ADR	465562106	2,176	98,935 SH		Sole	01	98,935	
ITT CORP NEW COM	COM	450911102	7,017	130,881 SH		Sole	01	130,881	
JACK IN THE BOX INC COM	COM	466367109	2	73 SH		Sole	01	73	
JAKKS PAC INC COM	COM	47012E106	1,542	117,910 SH		Sole	01	117,910	
JARDEN CORP COM	COM	471109108	1,428	42,887 SH		Sole	01	42,887	
JOHNSON & JOHNSON COM	COM	478160104	10,148	155,639 SH		Sole	01	155,639	
JPMORGAN CHASE & CO COM	COM	46625H100	12,227	273,218 SH		Sole	01	273,218	
KANSAS CITY SOUTHERN COM NEW	COM	485170302	2	51 SH		Sole	01	51	
KEYCORP NEW COM	COM	493267108	1,499	193,410 SH		Sole	01	193,410	

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COLUMN 8									
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NAME OF ISSUER	OF CLASS	CUSIP	(x\$1000)	PRN AMT	PRN CALL	DISCRETION	MANAGERS	SOLE	
SHARED NONE	-----								
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KNIGHT TRANSN INC COM	COM	499064103	1,104	52,331 SH		Sole	01	52,331	
KRAFT FOODS INC CL A	CL A	50075N104	12,673	419,088 SH		Sole	01	419,088	
K-SWISS INC CL A	CL A	482686102	101	9,639 SH		Sole	01	9,639	
KUBOTA CORP ADR	ADR	501173207	1,023	22,448 SH		Sole	01	22,448	
LEAR CORP COM NEW	COM	521865204	833	10,504 SH		Sole	01	10,504	
LHC GROUP INC COM	COM	50187A107	1,266	37,744 SH		Sole	01	37,744	
LIFE TECHNOLOGIES CORP COM	COM	53217V109	4	74 SH		Sole	01	74	
LINCOLN EDL SVCS CORP COM	COM	533535100	1,139	45,010 SH		Sole	01	45,010	
LKQ CORP COM	COM	501889208	4,994	246,009 SH		Sole	01	246,009	
LOEWS CORP COM	COM	540424108	5,952	159,650 SH		Sole	01	159,650	
LORILLARD INC COM	COM	544147101	3	45 SH		Sole	01	45	
LOWES COS INC COM	COM	548661107	23,234	958,489 SH		Sole	01	958,489	
M/I HOMES INC COM	COM	55305B101	1,310	89,406 SH		Sole	01	89,406	
MAIDEN HOLDINGS LTD SHS	COM	G5753U112	1,180	159,739 SH		Sole	01	159,739	
MAKITA CORP ADR NEW	ADR	560877300	1,231	37,137 SH		Sole	01	37,137	
MARINEMAX INC COM	COM	567908108	153	14,175 SH		Sole	01	14,175	
MARSHALL & ILSLEY CORP NEW COM	COM	571837103	1,454	180,629 SH		Sole	01	180,629	
MASTERCARD INC CL A	CL A	57636Q104	9,263	36,470 SH		Sole	01	36,470	
MBIA INC COM	COM	55262C100	138	21,942 SH		Sole	01	21,942	
MCDONALDS CORP COM	COM	580135101	8,785	131,673 SH		Sole	01	131,673	
MECHEL OAO SPONSORED ADR	ADR	583840103	2,274	80,015 SH		Sole	01	80,015	
MERCK & CO INC NEW COM	COM	58933Y105	5,347	143,161 SH		Sole	01	143,161	
MICROSOFT CORP COM	COM	594918104	6,600	225,350 SH		Sole	01	225,350	
MITSUBISHI UFJ FINL GROUP IN	SPONSORED ADR	606822104	768	146,854 SH		Sole	01	146,854	
NALCO HOLDING COMPANY COM	COM	62985Q101	8,419	346,049 SH		Sole	01	346,049	

NATIONAL GRID PLC SPON ADR NEW	SPONSORED ADR	636274300	3,092	63,419	SH	Sole	01	63,419
NEW YORK CMNTY BANCORP INC	COM	649445103	3	193	SH	Sole	01	193
NEWTEK BUSINESS SERVICES INC.	COM	652526104	183	146,141	SH	Sole		146,141

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SHARED NONE								
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
<C>								
NORTHEAST UTILS COM	COM	664397106	4	138	SH	Sole	01	138
NORTHERN TR CORP COM	COM	665859104	6,611	119,641	SH	Sole	01	119,641
NOVARTIS A G SPONSORED ADR	SPONSORED ADR	66987V109	1,362	25,176	SH	Sole	01	25,176
NOVO- NORDISK A S ADR	ADR	670100205	3,740	48,496	SH	Sole	01	48,496
NRG ENERGY INC COM NEW	COM	629377508	588	28,128	SH	Sole	01	28,128
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	3,660	240,783	SH	Sole	01	240,783
NUVEEN EQTY PRM OPPORTUNITYF	COM	6706EM102	5,564	415,543	SH	Sole	01	415,543
OCEANEERING INTL INC COM	COM	675232102	1,538	24,227	SH	Sole	01	24,227
OLD REP INTL CORP COM	COM	680223104	1,474	116,251	SH	Sole	01	116,251
ORACLE CORP COM	COM	68389X105	9,375	364,639	SH	Sole	01	364,639
PARKER HANNIFIN CORP COM	COM	701094104	6,940	107,203	SH	Sole	01	107,203
PENN VA CORP COM	COM	707882106	1,299	53,005	SH	Sole	01	53,005
PETROLEO BRASILEIRO SA PETRO	SPONSORED ADR	71654V408	1,964	44,127	SH	Sole	01	44,127
PFIZER INC COM	COM	717081103	4,662	271,832	SH	Sole	01	271,832
PG&E CORP COM	COM	69331C108	2,931	69,103	SH	Sole	01	69,103
PHILIP MORRIS INTL INC COM	COM	718172109	9,059	173,685	SH	Sole	01	173,685
PLAINS EXPL& PRODTN CO COM	COM	726505100	4,559	152,002	SH	Sole	01	152,002
POSCO SPONSORED ADR	ADR	693483109	1,984	16,959	SH	Sole	01	16,959
POTASH CORP SASK INC COM	COM	73755L107	3,638	30,483	SH	Sole	01	30,483
PPL CORP COM	COM	69351T106	2,300	82,993	SH	Sole	01	82,993
PRAXAIR INC COM	COM	74005P104	10,312	124,236	SH	Sole	01	124,236
PROCTER & GAMBLE CO COM	COM	742718109	21,631	341,889	SH	Sole	01	341,889
PUBLIC SVC ENTERPRISE GROUP	COM	744573106	424	14,366	SH	Sole	01	14,366
QUEST DIAGNOSTICS INC COM	COM	74834L100	3,477	59,654	SH	Sole	01	59,654
REGIONS FINANCIAL CORP NEW COM	COM	7591EP100	1,285	163,688	SH	Sole	01	163,688
RESMED INC COM	COM	761152107	2,056	32,309	SH	Sole	01	32,309

<TABLE>
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COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COLUMN 7	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
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ROSETTA RESOURCES INC COM	COM	777779307	5,970	253,492	SH	Sole	01	253,492
ROSS STORES INC COM	COM	778296103	2,441	45,647	SH	Sole	01	45,647
ROVI CORP COM	COM	779376102	8,068	217,287	SH	Sole	01	217,287
ROYAL CARIBBEAN CRUISES LTD	COM	V7780T103	262	7,955	SH	Sole	01	7,955
SALESFORCE COM INC COM	COM	79466L302	3,843	51,613	SH	Sole	01	51,613
SANOFI AVENTIS SPONSORED ADR	ADR	80105N105	3,767	100,843	SH	Sole	01	100,843
SARA LEE CORP COM	COM	803111103	7,578	544,017	SH	Sole	01	544,017
SEATTLE GENETICS INC COM	COM	812578102	1,010	84,550	SH	Sole	01	84,550
SEMPRA ENERGY COM	COM	816851109	556	11,140	SH	Sole	01	11,140
SINGAPORE FD INC COM	COM	82929L109	0	22	SH	Sole	01	22
SMITHFIELD FOODS INC COM	COM	832248108	1,556	75,022	SH	Sole	01	75,022
SNAP ON INC COM	COM	833034101	2	40	SH	Sole	01	40
SOCIEDAD QUIMICA MINERA DE C	SPONSORED ADR	833635105	2,035	54,414	SH	Sole	01	54,414
SOLERA HOLDINGS INC COM	COM	83421A104	5,369	138,921	SH	Sole	01	138,921
SOUTHERN CO COM	COM	842587107	743	22,409	SH	Sole	01	22,409
ST MARY LD & EXPL CO COM	COM	792228108	1	31	SH	Sole	01	31
STERICYCLE INC COM	COM	858912108	1,180	21,655	SH	Sole	01	21,655
STEWART INFORMATION SVCS COR	COM	860372101	145	10,491	SH	Sole	01	10,491
STRYKER CORP COM	COM	863667101	12,280	214,607	SH	Sole	01	214,607
SUNTRUST BKS INC COM	COM	867914103	171	6,386	SH	Sole	01	6,386

SYBASE INC COM	COM	871130100	9,101	195,213	SH	Sole	01	195,213
SYMANTEC CORP COM	COM	871503108	5,950	351,504	SH	Sole	01	351,504
TALEO CORP CL A	CL A	87424N104	1,023	39,482	SH	Sole	01	39,482
TARGACEPT INC COM	COM	87611R306	1,077	54,787	SH	Sole	01	54,787
TARGET CORP COM	COM	87612E106	16,476	313,239	SH	Sole	01	313,239
TERRA INDS INC COM	COM	880915103	1	26	SH	Sole	01	26
TESSERA TECHNOLOGIES INC COM	COM	88164L100	1,048	51,654	SH	Sole	01	51,654
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	2,199	34,862	SH	Sole	01	34,862

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COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COLUMN 7	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
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TOTAL S A SPONSORED ADR	SPONSORED ADR	89151E109	4,815	82,985	SH	Sole	01	82,985
TOWER GROUP INC COM	COM	891777104	1,137	51,287	SH	Sole	01	51,287
TOYOTA MOTOR CORP SP ADR REP2	COM	892331307	3,943	49,036	SH	Sole	01	49,036
TRANSOCEAN LTD REG SHS	COM	H8817H100	5,256	60,852	SH	Sole	01	60,852
TREEHOUSE FOODS INC COM	COM	89469A104	5,620	128,105	SH	Sole	01	128,105
TUPPERWARE BRANDS CORP COM	COM	899896104	9,145	189,642	SH	Sole	01	189,642
TUTOR PERINI CORP COM	COM	901109108	1,162	53,409	SH	Sole	01	53,409
TYCO ELECTRONICS LTD SWITZER SH	COM	H8912P106	7,025	255,625	SH	Sole	01	255,625
UAL CORP.	COM	902549807	47	2,409	SH	Sole		2,409
UBS AG SHS NEW	COM	H89231338	1,106	67,907	SH	Sole	01	67,907
UGI CORP NEW COM	COM	902681105	1,447	54,517	SH	Sole	01	54,517
UNISOURCE ENERGY CORP COM	COM	909205106	1,087	34,582	SH	Sole	01	34,582
UNITED TECHNOLOGIES CORP COM	COM	913017109	16,565	225,040	SH	Sole	01	225,040
UNUM GROUP COM	COM	91529Y106	5	213	SH	Sole	01	213
USANA HEALTH SCIENCES INC COM	COM	90328M107	931	29,639	SH	Sole	01	29,639
VALE S A ADR	ADR	91912E105	2,194	68,165	SH	Sole	01	68,165
VERIZON COMMUNICATIONS INC.	COM	92343V104	26	832	SH	Sole		832
VIAD CORP COM NEW	COM	92552R406	744	36,214	SH	Sole	01	36,214
VISA INC COM CL A	CL A	92826C839	6,662	73,181	SH	Sole	01	73,181
VODAFONE GROUP PLC NEW SPONS	ADR	92857W209	8,946	383,798	SH	Sole	01	383,798
WAL MART STORES INC COM	COM	931142103	7,616	136,971	SH	Sole	01	136,971
WALGREEN CO COM	COM	931422109	10,245	276,221	SH	Sole	01	276,221
WALTER ENERGY INC COM	COM	93317Q105	3	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	3,245	68,020	SH	Sole	01	68,020
WASHINGTON FED INC COM	COM	938824109	3	132	SH	Sole	01	132
WATERS CORP COM	COM	941848103	9,453	139,963	SH	Sole	01	139,963
WESTPAC BKG CORP SPONSORED	SPONSORED ADR	961214301	3,762	29,603	SH	Sole	01	29,603

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WILLIAMS COS INC DEL COM	COM	969457100	2,125	91,973	SH	Sole	01	91,973
XL CAP LTD CL A	CL A	G98255105	1,542	81,579	SH	Sole	01	81,579
XTO ENERGY INC COM	COM	98385X106	6,744	142,932	SH	Sole	01	142,932
YAHOO INC COM	COM	984332106	7,031	425,320	SH	Sole	01	425,320
YANZHOU COAL MNG CO LTD SPON	SPONSORED ADR	984846105	2,249	93,311	SH	Sole	01	93,311