

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, 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 August 11, 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: 346 lines

Form 13F Information Table Value Total: 1,470,473
(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>
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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	VALUE	SHRS OR SH/	PUT/	INVESTMENT	OTHER	SOLE
SHARED NONE	OF CLASS	CUSIP	(x\$1000)	PRN AMT	PRN CALL	DISCRETION MANAGERS	SOLE
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3M CO COM	COM	88579Y101	30,575	387,075	SH	Sole	01 387,075
ABB LTD SPONSORED ADR	SPONSORED ADR	000375204	3,989	230,872	SH	Sole	01 230,872
ABBOTT LABS COM	COM	002824100	12,337	263,726	SH	Sole	01 263,726
ABERCROMBIE & FITCH CO CL A	CL A	002896207	2,853	92,956	SH	Sole	01 92,956
ADVANCE AUTO PARTS INC COM	COM	00751Y106	6	114	SH	Sole	01 114
AEGON N V NY REGISTRY SH	ADR	007924103	4	788	SH	Sole	01 788
AES CORP COM	COM	00130H105	6,594	713,686	SH	Sole	01 713,686
AFFILIATED MANAGERS GROUP COM	COM	008252108	5,635	92,730	SH	Sole	01 92,730
AIR PRODS & CHEMS INC COM	COM	009158106	5,571	85,960	SH	Sole	01 85,960
ALBEMARLE CORP COM	COM	012653101	4,232	106,577	SH	Sole	01 106,577
ALCATEL- LUCENT SPONSORED ADR	SPONSORED ADR	013904305	4	1,520	SH	Sole	01 1,520
ALEXANDER & BALDWIN INC COM	COM	014482103	1,106	37,130	SH	Sole	01 37,130
ALLEGHENY ENERGY INC COM	COM	017361106	1,009	48,768	SH	Sole	01 48,768
ALTERA CORP COM	COM	021441100	1,497	60,358	SH	Sole	01 60,358
AMEDISYS INC COM	COM	023436108	4,411	100,289	SH	Sole	01 100,289
AMERICA MOVIL SAB DE CV SPON ADR L	ADR	02364W105	2,006	42,225	SH	Sole	01 42,225
AMERICAN ELEC PWR INC COM	COM	025537101	3,267	101,147	SH	Sole	01 101,147
AMERICAN EXPRESS CO COM	COM	025816109	0	2	SH	Sole	01 2
AMERICAN MED SYS HLDGS INC COM	COM	02744M108	1,345	60,810	SH	Sole	01 60,810
ANHEUSER BUSCH INBEV SA/NV	SPONSORED ADR	03524A108	4,454	92,776	SH	Sole	01 92,776
ARKANSAS BEST CORP DEL COM	COM	040790107	1,087	52,378	SH	Sole	01 52,378
ASML HOLDING N V NY REG SHS	COM	N07059186	3,946	143,664	SH	Sole	01 143,664
ASSOCIATED BANC CORP COM	COM	045487105	1,311	106,964	SH	Sole	01 106,964
ASSURED GUARANTY LTD COM	COM	G0585R106	1,005	75,713	SH	Sole	01 75,713
ASTRAZENECA PLC SPONSORED ADR	SPONSORED ADR	046353108	10	210	SH	Sole	01 210

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

NAME OF ISSUER	TITLE	VALUE	SHRS OR SH/	PUT/	INVESTMENT	OTHER	SOLE
SHARED NONE	OF CLASS	CUSIP	(x\$1000)	PRN AMT	PRN CALL	DISCRETION MANAGERS	SOLE
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AUTOLIV INC COM	COM	052800109	6,326	132,196	SH	Sole	01 132,196
AUTOMATIC DATA PROCESSING IN COM	COM	053015103	8,449	209,870	SH	Sole	01 209,870
BAIDU INC SPON ADR REP A	ADR	056752108	2,585	37,964	SH	Sole	01 37,964
BANCO SANTANDER SA ADR	ADR	05964H105	4,765	453,806	SH	Sole	01 453,806
BANK OF AMERICA CORPORATION COM	COM	060505104	4,393	305,736	SH	Sole	01 305,736
BARCLAYS PLC ADR	ADR	06738E204	5	285	SH	Sole	01 285
BAXTER INTL INC COM	COM	071813109	9,865	242,733	SH	Sole	01 242,733
BE AEROSPACE INC COM	COM	073302101	3,472	136,539	SH	Sole	01 136,539
BECTON DICKINSON & CO COM	COM	075887109	6,365	94,131	SH	Sole	01 94,131
BHP BILLITON LTD SPONSORED ADR	ADR	088606108	3,802	61,325	SH	Sole	01 61,325
BJS WHOLESALE CLUB INC COM	COM	05548J106	3	73	SH	Sole	01 73
BLACKROCK ENH CAP & INC FD I COM	COM	09256A109	1,517	108,937	SH	Sole	01 108,937
BLACKROCK INTL GRWTH & INC T COM	COM	092524107	2,446	278,576	SH	Sole	01 278,576
BLOUNT INTL INC NEW COM	COM	095180105	1,460	142,172	SH	Sole	01 142,172
BOK FINL CORP COM NEW	COM	05561Q201	7,021	147,896	SH	Sole	01 147,896
BP PLC SPONSORED ADR	SPONSORED ADR	055622104	2	80	SH	Sole	01 80
BRITISH AMERN TOB PLC SPONSORED	SPONSORED ADR	110448107	4,484	70,842	SH	Sole	01 70,842
BUCYRUS INTL INC NEW COM	COM	118759109	2,218	46,738	SH	Sole	01 46,738
CACI INTL INC CL A	CL A	127190304	936	22,044	SH	Sole	01 22,044
CANON INC ADR	ADR	138006309	8	205	SH	Sole	01 205
CAPSTEAD MTG CORP COM NO PAR	COM	14067E506	926	83,717	SH	Sole	01 83,717
CARDINAL HEALTH INC COM	COM	14149Y108	1,476	43,916	SH	Sole	01 43,916
CELANESE CORP DEL COM SER A	COM	150870103	4	147	SH	Sole	01 147
CEMEX SAB DE CV SPON ADR NEW	SPONSORED ADR	151290889	4	431	SH	Sole	01 431
CENTRAIS ELETRICAS BRASILEIR	SPONSORED ADR	15234Q207	7	550	SH	Sole	01 550
CENTURY ALUM CO COM	COM	156431108	626	70,853	SH	Sole	01 70,853
CERNER CORP COM	COM	156782104	6,167	81,260	SH	Sole	01 81,260
CF INDS HLDGS INC COM	COM	125269100	0	2	SH	Sole	01 2

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CHESAPEAKE ENERGY CORP COM	COM	165167107	4,848	231,413	SH	Sole	01	231,413
CHICOS FAS INC COM	COM	168615102	2,126	215,166	SH	Sole	01	215,166
CHINA LIFE INS CO LTD SPON ADR REP H	SPONSORED ADR	16939P106	1,882	28,864	SH	Sole	01	28,864
CIMAREX ENERGY CO COM	COM	171798101	2	26	SH	Sole	01	26
CISCO SYS INC COM	COM	17275R102	5,210	244,487	SH	Sole	01	244,487
CMS ENERGY CORP COM	COM	125896100	3,779	257,983	SH	Sole	01	257,983
COCA COLA CO COM	COM	191216100	4,266	85,114	SH	Sole	01	85,114
COGNIZANT TECHNOLOGY SOLUTIO CL A	CL A	192446102	4,929	98,458	SH	Sole	01	98,458
COINSTAR INC COM	COM	19259P300	1,546	35,970	SH	Sole	01	35,970
COLGATE PALMOLIVE CO COM	COM	194162103	15,916	202,080	SH	Sole	01	202,080
COMERICA INC COM	COM	200340107	1,378	37,422	SH	Sole	01	37,422
COMTECH TELECOMMUNICATIONS C COM	COM	205826209	1,025	34,263	SH	Sole	01	34,263
CONSTELLATION ENERGY GROUP I COM	COM	210371100	920	28,530	SH	Sole	01	28,530
COOPER COS INC COM NEW	COM	216648402	1,216	30,558	SH	Sole	01	30,558
CORE LABORATORIES N V COM	COM	N22717107	3,224	21,844	SH	Sole	01	21,844
CORNING INC COM	COM	219350105	7,415	459,144	SH	Sole	01	459,144
COVIDIEN PLC SHS	COM	G2554F105	5,343	132,973	SH	Sole	01	132,973
CTRIIP COM INTL LTD AMERICAN DEP SHS	SPONSORED ADR	22943F100	2,122	56,485	SH	Sole	01	56,485
DANAHER CORP DEL COM	COM	235851102	3,046	82,045	SH	Sole	01	82,045
DECKERS OUTDOOR CORP COM	COM	243537107	1,271	8,896	SH	Sole	01	8,896
DEL MONTE FOODS CO COM	COM	24522P103	723	50,226	SH	Sole	01	50,226
DELTA AIR LINES INC.	COM	247361702	144	12,233	SH	Sole	01	12,233
DEUTSCHE BANK AG NAMEN AKT	COM	D18190898	1	15	SH	Sole	01	15
DEUTSCHE TELEKOM AG SPONSORED	SPONSORED ADR	251566105	10	875	SH	Sole	01	875
DISCOVER FINL SVCS COM	COM	254709108	1,419	101,513	SH	Sole	01	101,513
DOLLAR TREE INC COM	COM	256746108	1,687	40,531	SH	Sole	01	40,531
DU PONT E I DE NEMOURS & CO COM	COM	263534109	4,889	141,348	SH	Sole	01	141,348
E M C CORP MASS COM	COM	268648102	13,498	737,603	SH	Sole	01	737,603

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EAST WEST BANCORP INC COM	COM	27579R104	1,167	76,551	SH	Sole	01	76,551
EATON VANCE TAX MNG GBL DV E COM	COM	27829F108	8,828	923,457	SH	Sole	01	923,457
EATON VANCE TX MGD DIV EQ IN COM	COM	27828N102	5,275	487,049	SH	Sole	01	487,049
EATON VANCE TXMGD GL BUYWR O COM	COM	27829C105	4,404	392,842	SH	Sole	01	392,842
EBAY INC COM	COM	278642103	6,151	313,657	SH	Sole	01	313,657
EMERSON ELEC CO COM	COM	291011104	4,519	103,431	SH	Sole	01	103,431
EMULEX CORP COM NEW	COM	292475209	571	62,170	SH	Sole	01	62,170
ENI S P A SPONSORED ADR	SPONSORED ADR	26874R108	8	230	SH	Sole	01	230
ENTERGY CORP NEW COM	COM	29364G103	1,811	25,287	SH	Sole	01	25,287
ERICSSON L M TEL CO ADR B SEK 10	ADR	294821608	8	695	SH	Sole	01	695
ESTERLINE TECHNOLOGIES CORP COM	COM	297425100	1,013	21,345	SH	Sole	01	21,345
EVERGREEN GBL DIVID OPP FUND COM	COM	30024H101	1,814	203,408	SH	Sole	01	203,408
EXELON CORP COM	COM	30161N101	1,279	33,688	SH	Sole	01	33,688
EXXON MOBIL CORP COM	COM	30231G102	5,247	91,936	SH	Sole	01	91,936
EZCORP INC CL A NON VTG	COM	302301106	828	44,632	SH	Sole	01	44,632
FEDERAL MOGUL CORP COM	COM	313549404	1,260	96,798	SH	Sole	01	96,798
FLEXTRONICS INTL LTD ORD	COM	Y2573F102	2	440	SH	Sole	01	440
FRANCE TELECOM SPONSORED ADR	SPONSORED ADR	35177Q105	7	376	SH	Sole	01	376
FRESENIUS MED CARE AG&CO KGA	SPONSORED ADR	358029106	942	17,552	SH	Sole	01	17,552
GENERAL DYNAMICS CORP COM	COM	369550108	12,005	205,001	SH	Sole	01	205,001
GEO GROUP INC COM	COM	36159R103	1,101	53,059	SH	Sole	01	53,059
GILEAD SCIENCES INC COM	COM	375558103	4,684	136,652	SH	Sole	01	136,652
GLAXOSMITHKLINE PLC SPONSORED ADR	SPONSORED ADR	37733W105	8	235	SH	Sole	01	235
GRAINGER W W INC COM	COM	384802104	8,855	89,037	SH	Sole	01	89,037
GROUPE CGI INC CL A SUB VTG	CL A SUB VTG	39945C109	6,517	436,503	SH	Sole	01	436,503
GULF ISLAND FABRICATION INC COM	COM	402307102	1,158	74,608	SH	Sole	01	74,608
HALLIBURTON CO COM	COM	406216101	4,374	178,155	SH	Sole	01	178,155
HARSCO CORP COM	COM	415864107	1	47	SH	Sole	01	47

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COLUMN 8										
AUTHORITY	TITLE	VALUE	SHRS OR SH/	PUT/	INVESTMENT	OTHER	-----			
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HEWLETT PACKARD CO COM	COM	428236103	6,946	160,495	SH	Sole	01	160,495		
HOLOGIC INC.	COM	436440101	134	9,632	SH	Sole		9,632		
HONDA MOTOR LTD AMERN SHS	COM	438128308	3,930	136,687	SH	Sole	01	136,687		
HONEYWELL INTL INC COM	COM	438516106	2	53	SH	Sole	01	53		
HSBC HLDGS PLC SPON ADR NEW	SPONSORED ADR	404280406	4,248	93,189	SH	Sole	01	93,189		
HUNT J B TRANS SVCS INC COM	COM	445658107	2,962	90,656	SH	Sole	01	90,656		
IBERIABANK CORP COM	COM	450828108	1,833	35,611	SH	Sole	01	35,611		
ICICI BK LTD ADR	ADR	45104G104	1,755	48,572	SH	Sole	01	48,572		
ILLINOIS TOOL WKS INC COM	COM	452308109	7,142	173,008	SH	Sole	01	173,008		
INFORMATICA CORP COM	COM	45666Q102	3,350	140,293	SH	Sole	01	140,293		
INFOSYS TECHNOLOGIES LTD	SPONSORED ADR	456788108	2,033	33,932	SH	Sole	01	33,932		
INGERSOLL- RAND PLC SHS	COM	G47791101	6,363	184,481	SH	Sole	01	184,481		
INTEL CORP COM	COM	458140100	5,213	268,028	SH	Sole	01	268,028		
INTERNATIONAL BUSINESS MACHS COM	COM	459200101	30,619	247,969	SH	Sole	01	247,969		
ISHARES TR AGENCY BD FD	ETF	464288166	2,753	24,960	SH	Sole	01	24,960		
ISHARES TR BARCLYS 1-3YR CR	ETF	464288646	7,848	75,530	SH	Sole	01	75,530		
ISHARES TR BARCLYS CR BD	ETF	464288620	13,977	133,953	SH	Sole	01	133,953		
ISHARES TR BARCLYS MBS BD	ETF	464288588	20,394	186,365	SH	Sole	01	186,365		
ISHARES TR BARCLYS SH TREA	ETF	464288679	3,992	36,215	SH	Sole	01	36,215		
ISHARES TR DJ INTL SEL DIVD	ETF	464288448	599	22,837	SH	Sole	01	22,837		
ISHARES TR DJ MED DEVICES	ETF	464288810	939	17,580	SH	Sole	01	17,580		
ISHARES TR DJ OIL EQUIP	ETF	464288844	353	9,471	SH	Sole	01	9,471		
ISHARES TR DJ REGIONAL BK	ETF	464288778	1,049	47,905	SH	Sole	01	47,905		
ISHARES TR INDEX BARCLY USAGG B	ETF	464287226	43,614	406,655	SH	Sole	01	406,655		
ISHARES TR INDEX BARCLYS 1-3 YR	ETF	464287457	44,299	526,618	SH	Sole	01	526,618		
ISHARES TR INDEX BARCLYS 20+ YR	ETF	464287432	6,203	60,968	SH	Sole	01	60,968		
ISHARES TR INDEX BARCLYS 7-10 YR	ETF	464287440	16,381	171,224	SH	Sole	01	171,224		
ISHARES TR INDEX BARCLYS TIPS BD	ETF	464287176	12,239	114,481	SH	Sole	01	114,481		

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ISHARES TR INDEX DJ SEL DIV INX	ETF	464287168	666	15,695	SH	Sole	01	15,695		
ISHARES TR INDEX DJ US TECH SEC	ETF	464287721	5,686	110,189	SH	Sole	01	110,189		
ISHARES TR INDEX DJ US TELECOMM	ETF	464287713	1,060	56,813	SH	Sole	01	56,813		
ISHARES TR INDEX IBOXX INV CPBD	ETF	464287242	3,894	35,899	SH	Sole	01	35,899		
ISHARES TR INDEX MSCI EAFE IDX	ETF	464287465	5,968	128,322	SH	Sole	01	128,322		
ISHARES TR INDEX MSCI EMERG MKT	ETF	464287234	44,123	1,182,283	SH	Sole	01	1,182,283		
ISHARES TR INDEX RUSL 3000 VALU	ETF	464287663	325	4,567	SH	Sole	01	4,567		
ISHARES TR INDEX RUSSELL 1000	ETF	464287622	6,700	117,264	SH	Sole	01	117,264		
ISHARES TR INDEX RUSSELL 2000	ETF	464287655	5,477	89,623	SH	Sole	01	89,623		
ISHARES TR INDEX RUSSELL MCP GR	ETF	464287481	10,191	233,197	SH	Sole	01	233,197		
ISHARES TR INDEX RUSSELL1000GRW	ETF	464287614	376	8,212	SH	Sole	01	8,212		
ISHARES TR INDEX RUSSELL1000VAL	ETF	464287598	6,173	113,866	SH	Sole	01	113,866		
ISHARES TR INDEX S&P 100 IDX FD	ETF	464287101	583	12,428	SH	Sole	01	12,428		
ISHARES TR INDEX S&P LTN AM 40	ETF	464287390	1	28	SH	Sole	01	28		
ISHARES TR INDEX S&P NA MULTIMD	ETF	464287531	104	4,232	SH	Sole	01	4,232		
ISHARES TR INDEX S&P SMLCP VALU	ETF	464287879	2	29	SH	Sole	01	29		
ISHARES TR INDEX S&P500 GRW	ETF	464287309	6,610	124,855	SH	Sole	01	124,855		
ISHARES TR MSCI GRW IDX	ETF	464288885	17,876	371,868	SH	Sole	01	371,868		
ISHARES TR MSCI VAL IDX	ETF	464288877	17,907	434,318	SH	Sole	01	434,318		
ISHARES TR S&P CAL AMTFR MN	ETF	464288356	3	30	SH	Sole	01	30		
ISHARES TR S&P GL UTILITI	ETF	464288711	10,935	274,684	SH	Sole	01	274,684		
ISHARES TR S&P NTL AMTFREE	ETF	464288414	4,676	44,951	SH	Sole	01	44,951		
ISHARES TR US PFD STK IDX	ETF	464288687	1,985	53,566	SH	Sole	01	53,566		
ITAU UNIBANCO HLDG SA SPON ADR REP	SPONSORED ADR	465562106	1,767	98,133	SH	Sole	01	98,133		
ITT CORP NEW COM	COM	450911102	5,685	126,549	SH	Sole	01	126,549		

JACK IN THE BOX INC COM	COM	466367109	1	73 SH	Sole	01	73
JAKKS PAC INC COM	COM	47012E106	1,619	112,620 SH	Sole	01	112,620
JARDEN CORP COM	COM	471109108	1,094	40,721 SH	Sole	01	40,721

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JOHNSON & JOHNSON COM	COM	478160104	8,808	149,131 SH	Sole	01	149,131
JPMORGAN CHASE & CO COM	COM	46625H100	9,491	259,255 SH	Sole	01	259,255
KANSAS CITY SOUTHERN COM NEW	COM	485170302	2	51 SH	Sole	01	51
KEYCORP NEW COM	COM	493267108	1,421	184,728 SH	Sole	01	184,728
KNIGHT TRANSN INC COM	COM	499064103	1,019	50,322 SH	Sole	01	50,322
KOREA ELECTRIC PWR SPONSORED ADR	SPONSORED ADR	500631106	5	380 SH	Sole	01	380
KRAFT FOODS INC CL A	CL A	50075N104	11,115	396,973 SH	Sole	01	396,973
K-SWISS INC CL A	CL A	482686102	100	8,937 SH	Sole	01	8,937
KT CORP SPONSORED ADR	SPONSORED ADR	48268K101	3	180 SH	Sole	01	180
KUBOTA CORP ADR	ADR	501173207	803	20,902 SH	Sole	01	20,902
LEAR CORP COM NEW	COM	521865204	664	10,028 SH	Sole	01	10,028
LHC GROUP INC COM	COM	50187A107	1,007	36,302 SH	Sole	01	36,302
LIFE TECHNOLOGIES CORP COM	COM	53217V109	3	74 SH	Sole	01	74
LINCOLN EDL SVCS CORP COM	COM	533535100	891	43,271 SH	Sole	01	43,271
LKQ CORP COM	COM	501889208	4,442	230,415 SH	Sole	01	230,415
LOEWS CORP COM	COM	540424108	5,144	154,433 SH	Sole	01	154,433
LORILLARD INC COM	COM	544147101	3	45 SH	Sole	01	45
LOWES COS INC COM	COM	548661107	19,313	945,806 SH	Sole	01	945,806
M/I HOMES INC COM	COM	55305B101	821	85,135 SH	Sole	01	85,135
MAIDEN HOLDINGS LTD SHS	COM	G5753U112	1,010	153,751 SH	Sole	01	153,751
MAKITA CORP ADR NEW	ADR	560877300	921	34,530 SH	Sole	01	34,530
MARINEMAX INC COM	COM	567908108	89	12,776 SH	Sole	01	12,776
MARSHALL & ILSLEY CORP NEW COM	COM	571837103	1,239	172,585 SH	Sole	01	172,585
MASTERCARD INC CL A	CL A	57636Q104	6,832	34,240 SH	Sole	01	34,240
MBIA INC COM	COM	55262C100	114	20,365 SH	Sole	01	20,365
MCDONALDS CORP COM	COM	580135101	8,257	125,357 SH	Sole	01	125,357
MECHEL OAO SPONSORED ADR	ADR	583840103	1,440	79,356 SH	Sole	01	79,356
MERCK & CO INC NEW COM	COM	58933Y105	5,545	158,568 SH	Sole	01	158,568

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COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COLUMN 7	VOTING
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							
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MICROSOFT CORP COM	COM	594918104	5,016	218,008 SH	Sole	01	218,008
MITSUBISHI UFJ FINL GROUP IN	SPONSORED ADR	606822104	5	1,120 SH	Sole	01	1,120
MIZUHO FINL GROUP INC	SPONSORED ADR	60687Y109	4	1,220 SH	Sole	01	1,220
NALCO HOLDING COMPANY COM	COM	62985Q101	6,703	327,621 SH	Sole	01	327,621
NATIONAL GRID PLC SPON ADR NEW	SPONSORED ADR	636274300	1,999	54,269 SH	Sole	01	54,269
NEW YORK CMNTY BANCORP INC COM	COM	649445103	3	193 SH	Sole	01	193
NEWTEK BUSINESS SERVICES INC.	COM	652526104	194	146,141 SH	Sole		146,141
NEXTERA ENERGY INC COM ADDED	COM	65339F101	574	11,770 SH	Sole	01	11,770
NIPPON TELEG & TEL CORP SPONSORED	SPONSORED ADR	654624105	10	500 SH	Sole	01	500
NOKIA CORP SPONSORED ADR	SPONSORED ADR	654902204	6	685 SH	Sole	01	685
NORTHEAST UTILS COM	COM	664397106	4	138 SH	Sole	01	138
NORTHERN TR CORP COM	COM	665859104	5,402	115,674 SH	Sole	01	115,674
NOVARTIS A G SPONSORED ADR	SPONSORED ADR	66987V109	2,489	51,504 SH	Sole	01	51,504
NOVO- NORDISK A S ADR	ADR	670100205	5,064	62,501 SH	Sole	01	62,501
NRG ENERGY INC COM NEW	COM	629377508	246	11,615 SH	Sole	01	11,615
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	4,616	306,100 SH	Sole	01	306,100
NUVEEN EQTY PRM OPPORTUNITYF COM	COM	6706EM102	3,830	317,551 SH	Sole	01	317,551
OCEANEERING INTL INC COM	COM	675232102	1,050	23,378 SH	Sole	01	23,378

OLD REP INTL CORP COM	COM	680223104	1,349	111,249	SH	Sole	01	111,249
ORACLE CORP COM	COM	68389X105	7,353	342,657	SH	Sole	01	342,657
PARKER HANNIFIN CORP COM	COM	701094104	5,746	103,611	SH	Sole	01	103,611
PENN VA CORP COM	COM	707882106	1,024	50,943	SH	Sole	01	50,943
PETROLEO BRASILEIRO SA PETRO	SPONSORED ADR	71654V408	1,501	43,747	SH	Sole	01	43,747
PETROLEO BRASILEIRO SA PETRO NON	SPONSORED ADR	71654V101	1	30	SH	Sole	01	30
PFIZER INC COM	COM	717081103	3,552	249,107	SH	Sole	01	249,107
PG&E CORP COM	COM	69331C108	2,621	63,774	SH	Sole	01	63,774

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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	SOLE	
SHARED NONE	OF CLASS	(x\$1000)	PRN AMT	PRN CALL	DISCRETION	MANAGERS	SOLE	
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PHILIP MORRIS INTL INC COM	COM	718172109	7,407	161,581	SH	Sole	01	161,581
PIMCO ETF TR ENHAN SHRT MAT	ETF	72201R833	93,275	929,421	SH	Sole	01	929,421
PLAINS EXPL& PRODTN CO COM	COM	726505100	3,832	185,910	SH	Sole	01	185,910
PORTUGAL TELECOM SGPS S A	SPONSORED ADR	737273102	5	533	SH	Sole	01	533
POSCO SPONSORED ADR	ADR	693483109	1,583	16,788	SH	Sole	01	16,788
POTASH CORP SASK INC COM	COM	73755L107	3,414	39,582	SH	Sole	01	39,582
POWERSHARES GLOBAL ETF TRUST INS	ETF	73936T474	4,350	181,849	SH	Sole	01	181,849
POWERSHARES QQQ TRUST UNIT SER 1	ETF	73935A104	1	19	SH	Sole	01	19
PPL CORP COM	COM	69351T106	1,918	76,860	SH	Sole	01	76,860
PRAXAIR INC COM	COM	74005P104	8,640	113,705	SH	Sole	01	113,705
PROCTER & GAMBLE CO COM	COM	742718109	19,331	322,292	SH	Sole	01	322,292
PUBLIC SVC ENTERPRISE GROUP COM	COM	744573106	422	13,480	SH	Sole	01	13,480
QUEST DIAGNOSTICS INC COM	COM	74834L100	2,727	54,800	SH	Sole	01	54,800
RALCORP HLDGS INC NEW COM	COM	751028101	4,879	89,028	SH	Sole	01	89,028
REGIONS FINANCIAL CORP NEW COM	COM	7591EP100	1,035	157,249	SH	Sole	01	157,249
RESMED INC COM	COM	761152107	1,894	31,150	SH	Sole	01	31,150
ROSETTA RESOURCES INC COM	COM	777779307	4,701	237,282	SH	Sole	01	237,282
ROSS STORES INC COM	COM	778296103	0	5	SH	Sole	01	5
ROVI CORP COM	COM	779376102	7,740	204,159	SH	Sole	01	204,159
ROYAL CARIBBEAN CRUISES LTD COM	COM	V7780T103	168	7,380	SH	Sole	01	7,380
SALESFORCE COM INC COM	COM	79466L302	4,070	47,428	SH	Sole	01	47,428
SANOFI AVENTIS SPONSORED ADR	ADR	80105N105	5,028	167,280	SH	Sole	01	167,280
SARA LEE CORP COM	COM	803111103	1	87	SH	Sole	01	87
SEATTLE GENETICS INC COM	COM	812578102	975	81,355	SH	Sole	01	81,355
SELECT SECTOR SPDR TR SBI CONS DISC	ETF	81369Y407	2,692	92,400	SH	Sole	01	92,400
SELECT SECTOR SPDR TR SBI CONS STPL	ETF	81369Y308	1,995	78,222	SH	Sole	01	78,222
SELECT SECTOR SPDR TR SBI HEALTHC	ETF	81369Y209	2,709	96,051	SH	Sole	01	96,051
SELECT SECTOR SPDR TR SBI INT-ENERG	ETF	81369Y506	2,581	51,954	SH	Sole	01	51,954

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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	SOLE	
SHARED NONE	OF CLASS	(x\$1000)	PRN AMT	PRN CALL	DISCRETION	MANAGERS	SOLE	
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SELECT SECTOR SPDR TR SBI INT-FINL	ETF	81369Y605	2,301	166,654	SH	Sole	01	166,654
SELECT SECTOR SPDR TR SBI INT-INDS	ETF	81369Y704	3,799	138,495	SH	Sole	01	138,495
SELECT SECTOR SPDR TR SBI INT-UTILS	ETF	81369Y886	114	4,022	SH	Sole	01	4,022
SELECT SECTOR SPDR TR SBI MATERIALS	ETF	81369Y100	823	29,008	SH	Sole	01	29,008
SEMPRA ENERGY COM	COM	816851109	467	9,975	SH	Sole	01	9,975
SINGAPORE FD INC COM	COM	82929L109	0	23	SH	Sole	01	23
SK TELECOM LTD SPONSORED ADR	SPONSORED ADR	78440P108	6	400	SH	Sole	01	400
SM ENERGY CO COM ADDED	COM	78454L100	1	31	SH	Sole	01	31
SMITHFIELD FOODS INC COM	COM	832248108	1,063	71,317	SH	Sole	01	71,317
SNAP ON INC COM	COM	833034101	2	40	SH	Sole	01	40
SOCIEDAD QUIMICA MINERA DE C SER B	SPONSORED ADR	833635105	1,760	53,966	SH	Sole	01	53,966
SOLERA HOLDINGS INC COM	COM	83421A104	4,854	134,098	SH	Sole	01	134,098
SONY CORP ADR NEW	ADR	835699307	6	220	SH	Sole	01	220
SOUTHERN CO COM	COM	842587107	666	19,999	SH	Sole	01	19,999
SPDR GOLD TRUST GOLD SHS	ETF	78463V107	2,652	21,798	SH	Sole	01	21,798

SPDR INDEX SHS FDS ASIA PACIF ETF	ETF	78463X301	2,090	29,772	SH	Sole	01	29,772
SPDR INDEX SHS FDS DJ INTL RL ETF	ETF	78463X863	2,376	76,238	SH	Sole	01	76,238
SPDR INDEX SHS FDS EMERG MKTS ETF	ETF	78463X509	3,937	67,048	SH	Sole	01	67,048
SPDR INDEX SHS FDS INTL INDS ETF	ETF	78463X673	117	5,359	SH	Sole	01	5,359
SPDR INDEX SHS FDS S&P INTL SMLCP	ETF	78463X871	4,155	175,830	SH	Sole	01	175,830
SPDR INDEX SHS FDS S&P WRLD EX US	ETF	78463X889	11,248	547,076	SH	Sole	01	547,076
SPDR S&P 500 ETF TR UNIT SER 1 S&P	ETF	78462F103	24,734	239,628	SH	Sole	01	239,628
SPDR S&P MIDCAP 400 ETF TR UTSER1 S&	ETF	78467Y107	1,722	13,331	SH	Sole	01	13,331
SPDR SERIES TRUST BARC CAPTL ETF	ETF	78464A474	2,702	90,019	SH	Sole	01	90,019
SPDR SERIES TRUST BARCL CAP TIPS	ETF	78464A656	938	17,784	SH	Sole	01	17,784
SPDR SERIES TRUST BRCLYS 1-3MT ETF	ETF	78464A680	12,081	263,384	SH	Sole	01	263,384
SPDR SERIES TRUST BRCLYS AGG ETF	ETF	78464A649	7,873	139,042	SH	Sole	01	139,042
SPDR SERIES TRUST BRCLYS INTL ETF	ETF	78464A516	724	13,468	SH	Sole	01	13,468

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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	SOLE	SHARED
SHARED NONE	OF CLASS	(x\$1000)	PRN AMT	PRN CALL	DISCRETION	MANAGERS	SOLE	SHARED
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SPDR SERIES TRUST BRCLYS YLD ETF	ETF	78464A417	4,819	127,395	SH	Sole	01	127,395
SPDR SERIES TRUST DB INT GVT ETF	ETF	78464A490	934	18,002	SH	Sole	01	18,002
SPDR SERIES TRUST DJ REIT ETF	ETF	78464A607	5,241	102,742	SH	Sole	01	102,742
SPDR SERIES TRUST DJ SML CAP ETF	ETF	78464A813	1,532	29,665	SH	Sole	01	29,665
SPDR SERIES TRUST DJ SML GRWTH ETF	ETF	78464A201	1	15	SH	Sole	01	15
SPDR SERIES TRUST NUVN BR SHT MUNI	ETF	78464A425	4,674	193,955	SH	Sole	01	193,955
SPDR SERIES TRUST NUVN BRCLY MUNI	ETF	78464A458	8,074	351,978	SH	Sole	01	351,978
SPDR SERIES TRUST S&P DIVID ETF	ETF	78464A763	2,848	63,095	SH	Sole	01	63,095
SPDR SERIES TRUST SPDR KBW INS ETF	ETF	78464A789	964	27,338	SH	Sole	01	27,338
STERICYCLE INC COM	COM	858912108	1,371	20,902	SH	Sole	01	20,902
STEWART INFORMATION SVCS COR COM	COM	860372101	88	9,728	SH	Sole	01	9,728
STMICROELECTRONICS N V NY REGISTRY	COM	861012102	7	825	SH	Sole	01	825
STRYKER CORP COM	COM	863667101	8,284	165,485	SH	Sole	01	165,485
SUNTRUST BKS INC COM	COM	867914103	138	5,929	SH	Sole	01	5,929
SYBASE INC COM	COM	871130100	12,164	188,121	SH	Sole	01	188,121
SYMANTEC CORP COM	COM	871503108	4,721	340,144	SH	Sole	01	340,144
TALEO CORP CL A	CL A	87424N104	922	37,976	SH	Sole	01	37,976
TARGACEPT INC COM	COM	87611R306	1,018	52,686	SH	Sole	01	52,686
TARGET CORP COM	COM	87612E106	14,410	293,063	SH	Sole	01	293,063
TELECOM CORP NEW ZEALAND LTD	SPONSORED ADR	879278208	1	206	SH	Sole	01	206
TELECOM ITALIA S P A NEW SPON ADR	SPONSORED ADR	87927Y102	8	715	SH	Sole	01	715
TELEFONICA S A SPONSORED ADR	SPONSORED ADR	879382208	3	52	SH	Sole	01	52
TELEFONOS DE MEXICO S A B ORD L	SPONSORED ADR	879403780	2	175	SH	Sole	01	175
TESSERA TECHNOLOGIES INC COM	COM	88164L100	797	49,662	SH	Sole	01	49,662
TEVA PHARMACEUTICAL INDS LTD ADR	ADR	881624209	1,797	34,572	SH	Sole	01	34,572
TOMKINS PLC SPONSORED ADR	SPONSORED ADR	890030208	3	245	SH	Sole	01	245
TOTAL S A SPONSORED ADR	SPONSORED ADR	89151E109	4,914	110,081	SH	Sole	01	110,081
TOWER GROUP INC COM	COM	891777104	1,062	49,312	SH	Sole	01	49,312

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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	SOLE	SHARED
NONE	CLASS	(x\$1000)	PRN AMT	PRN CALL	DISCRETION	MANAGERS	SOLE	SHARED
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TOYOTA MOTOR CORP SP ADR REP2COM	COM	892331307	5,573	81,272	SH	Sole	01	81,272
TREEHOUSE FOODS INC COM	COM	89469A104	5,495	120,342	SH	Sole	01	120,342
TUPPERWARE BRANDS CORP COM	COM	899896104	6,973	174,993	SH	Sole	01	174,993
TUTOR PERINI CORP COM	COM	901109108	846	51,359	SH	Sole	01	51,359
TYCO ELECTRONICS LTD SWITZER SHS	COM	H8912P106	6,278	247,372	SH	Sole	01	247,372
UAL CORP.	COM	902549807	23	832	SH	Sole	01	832
UBS AG SHS NEW	COM	H89231338	837	63,324	SH	Sole	01	63,324
UGI CORP NEW COM	COM	902681105	1,260	49,546	SH	Sole	01	49,546
UNILEVER N V N Y SHS NEW	ADR	904784709	7	265	SH	Sole	01	265
UNISOURCE ENERGY CORP COM	COM	909205106	1,002	33,215	SH	Sole	01	33,215

UNITED TECHNOLOGIES CORP COM	COM	913017109	22,124	340,842	SH	Sole	01	340,842
UNUM GROUP COM	COM	91529Y106	5	213	SH	Sole	01	213
USANA HEALTH SCIENCES INC COM	COM	90328M107	1,040	28,470	SH	Sole	01	28,470
VALE S A ADR	ADR	91912E105	1,646	67,608	SH	Sole	01	67,608
VANGUARD INDEX FDS GROWTH ETF	ETF	922908736	16,457	338,351	SH	Sole	01	338,351
VANGUARD INDEX FDS MID CAP ETF	ETF	922908629	580	9,881	SH	Sole	01	9,881
VANGUARD INDEX FDS REIT ETF	ETF	922908553	1	23	SH	Sole	01	23
VANGUARD INDEX FDS SM CP VAL ETF	ETF	922908611	4,605	85,441	SH	Sole	01	85,441
VANGUARD INDEX FDS SML CP GRW ETF	ETF	922908595	6,298	106,973	SH	Sole	01	106,973
VANGUARD INDEX FDS VALUE ETF	ETF	922908744	24,647	552,132	SH	Sole	01	552,132
VANGUARD INTL EQUITY INDEX F EMR MK	ETF	922042858	7,737	203,647	SH	Sole	01	203,647
VANGUARD INTL EQUITY INDEX F EURPE	ETF	922042874	13,175	327,817	SH	Sole	01	327,817
VANGUARD INTL EQUITY INDEX F FTSE SM	ETF	922042718	1,643	21,787	SH	Sole	01	21,787
VANGUARD INTL EQUITY INDEX F PACIFIC	ETF	922042866	10,185	214,148	SH	Sole	01	214,148
VANGUARD TAX-MANAGED FD EUROPE	ETF	921943858	5,568	190,411	SH	Sole	01	190,411
VERIZON COMMUNICATIONS INC.	COM	92343V104	50	2,409	SH	Sole		2,409
VIAD CORP COM NEW	COM	92552R406	613	34,737	SH	Sole	01	34,737
VISA INC COM CL A	CL A	92826C839	5,003	70,707	SH	Sole	01	70,707

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	CALL	DISCRETION	MANAGERS	SOLE
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VODAFONE GROUP PLC NEW SPONS ADR	ADR	92857W209	10,250	495,887	SH	Sole	01	495,887
WAL MART STORES INC COM	COM	931142103	6,159	128,127	SH	Sole	01	128,127
WALGREEN CO COM	COM	931422109	1	29	SH	Sole	01	29
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	2,169	60,028	SH	Sole	01	60,028
WASHINGTON FED INC COM	COM	938824109	2	132	SH	Sole	01	132
WATERS CORP COM	COM	941848103	8,377	129,474	SH	Sole	01	129,474
WESTPAC BKG CORP SPONSORED ADR	SPONSORED ADR	961214301	3,396	38,343	SH	Sole	01	38,343
WILLIAMS COS INC DEL COM	COM	969457100	1,563	85,477	SH	Sole	01	85,477
XL CAP LTD CL A	CL A	G98255105	1,249	77,996	SH	Sole	01	77,996
YAHOO INC COM	COM	984332106	5,697	411,646	SH	Sole	01	411,646
YANZHOU COAL MNG CO LTD H SHS	SPONSORED ADR	984846105	1,772	92,557	SH	Sole	01	92,557