

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, 2008

Check here if Amendment [X]; Amendment Number: 1
This Amendment (Check only one.): [X] 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 4, 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: 373 lines

Form 13F Information Table Value Total: 1,469,273
(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

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>
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3M CO COM 333,487	COM	88579Y101	19,189	333,487 SH		Sole	01
ABB LTD SPONSORED ADR ADAPTEC INC COM 1,383,156	SPONSORED ADR COM	000375204 00651F108	12,277 4,564	817,905 SH 1,383,156 SH		Sole Sole	01 01
817,905							
ADVANCE AUTO PARTS INC COM 114	COM	00751Y106	4	114 SH		Sole	01
ADVENT SOFTWARE INC COM 65	COM	007974108	1	65 SH		Sole	01
AES CORP COM 757,224	COM	00130H105	6,240	757,224 SH		Sole	01
AFLAC INC COM 590,572	COM	001055102	27,072	590,572 SH		Sole	01
AGILENT TECHNOLOGIES INC COM AIR PRODS & CHEMS INC COM 100	COM COM	00846U101 009158106	2,350 5	150,343 SH 100 SH		Sole Sole	01 01
150,343							
ALBEMARLE CORP COM 73,817	COM	012653101	1,646	73,817 SH		Sole	01
ALBERTO CULVER CO NEW COM 7,279	COM	013078100	178	7,279 SH		Sole	01
ALKERMES INC COM 50	COM	01642T108	1	50 SH		Sole	01
ALLEGHENY ENERGY INC COM 100,163	COM	017361106	3,392	100,163 SH		Sole	01
ALTRIA GROUP INC COM 107,642	COM	02209S103	1,621	107,642 SH		Sole	01
AMBAC FINL GROUP INC COM 494,353	COM	023139108	643	494,353 SH		Sole	01
AMERICA MOVIL SAB DE CV SPON ADR L 52,835	ADR	02364W105	1,637	52,835 SH		Sole	01
AMERICAN ELEC PWR INC COM AMERICAN EXPRESS CO COM	COM COM	025537101 025816109	5,383 3,181	161,734 SH 171,483 SH		Sole Sole	01 01
171,483							
AMERICAN INTL GROUP INC COM 2	COM	026874107	0	2 SH		Sole	01
AMERICAN WOODMARK CORP COM ANADARKO PETE CORP COM 52,055	COM COM	030506109 032511107	2,664 2,007	146,138 SH 52,055 SH		Sole Sole	01 01
146,138							
ANSYS INC COM 95,871	COM	03662Q105	2,674	95,871 SH		Sole	01
ARKANSAS BEST CORP DEL COM ASSURED GUARANTY LTD COM 13,320	COM COM	040790107 G0585R106	3,171 152	105,326 SH 13,320 SH		Sole Sole	01 01
105,326							

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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
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
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ASTRAZENECA PLC SPONSORED ADR AUTODESK INC COM	SPONSORED ADR COM	046353108 052769106	23,881 2	582,036 SH 85 SH		Sole Sole	01 01
85							
AUTOMATIC DATA PROCESSING IN COM AXA SPONSORED ADR	COM SPONSORED ADR	053015103 054536107	11,921 12,869	303,028 SH 572,733 SH		Sole Sole	01 01
572,733							
AXCELIS TECHNOLOGIES INC COM BAKER HUGHES INC COM	COM COM	054540109 057224107	357 1	699,273 SH 29 SH		Sole Sole	01 01
699,273							
29							
BANCO BRADESCO S A SP ADR PFD NEW BANK OF NEW YORK MELLON CORP COM	SPONSORED ADR COM	059460303 064058100	1,437 3,265	145,544 SH 115,240 SH		Sole Sole	01 01
145,544							
115,240							
BARD C R INC COM BAXTER INTL INC COM	COM COM	067383109 071813109	8,372 10,605	99,360 SH 197,885 SH		Sole Sole	01 01
99,360							
197,885							
BECTON DICKINSON & CO COM BHP BILLITON LTD SPONSORED ADR	COM ADR	075887109 088606108	19,118 12,138	279,537 SH 282,938 SH		Sole Sole	01 01
279,537							
282,938							
BIOGEN IDEC INC COM BIOTECH HOLDERS TR DEPOSTRY RCPTS	COM TR DEPOSTR	09062X103 09067D201	4 6	75 SH 33 SH		Sole Sole	01 01
75							
33							
BJS WHOLESALE CLUB INC COM BLACKROCK MUNIHOLDINGS N Y I COM	COM COM	05548J106 09255C106	3 0	73 SH 6 SH		Sole Sole	01 01
73							
6							
BLACKROCK MUNIYIELD CALIF IN COM BLDRS INDEX FDS TR DEV MK 100 ADR	COM ADR	09254N103 09348R201	0 3,527	32 SH 203,750 SH		Sole Sole	01 01
32							
203,750							

BLDRS INDEX FDS TR EMER MK 50 ADR	ADR	09348R300	24	868	SH	Sole	01	868
BOWNE & CO INC COM	COM	103043105	1,305	221,970	SH	Sole	01	221,970
BP PLC SPONSORED ADR	ADR	055622104	5,865	125,474	SH	Sole	01	125,474
BRISTOL MYERS SQUIBB CO COM	COM	110122108	11,867	510,391	SH	Sole	01	510,391
BRITISH AMERN TOB PLC SPONSORED	SPONSORED ADR	110448107	11,863	223,373	SH	Sole	01	223,373
BURLINGTON NORTHN SANTA FE C COM	COM	12189T104	7,642	100,937	SH	Sole	01	100,937
CABLEVISION SYS CORP CL A NY CABLVS	COM	12686C109	2	97	SH	Sole	01	97
CELANESE CORP DEL COM SER A	COM	150870103	2	147	SH	Sole	01	147
CEPHALON INC COM	COM	156708109	250	3,248	SH	Sole	01	3,248

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COLUMN 8

VOTING AUTHORITY

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
CHARMING SHOPPES INC COM	COM	161133103	0	65	SH	Sole	01	65
CHATTEM INC COM	COM	162456107	4,198	58,686	SH	Sole	01	58,686
CHINA LIFE INS CO LTD SPON ADR REP H	SPONSORED ADR	16939P106	282	6,077	SH	Sole	01	6,077
CHINA MOBILE LIMITED SPONSORED ADR	ADR	16941M109	10,395	204,429	SH	Sole	01	204,429
CIMAREX ENERGY CO COM	COM	171798101	1	26	SH	Sole	01	26
CIRRUS LOGIC INC COM	COM	172755100	0	60	SH	Sole	01	60
CISCO SYS INC COM	COM	17275R102	8,550	524,554	SH	Sole	01	524,554
CMS ENERGY CORP COM	COM	125896100	3,775	373,411	SH	Sole	01	373,411
CNOOC LTD SPONSORED ADR	SPONSORED ADR	126132109	2,142	22,489	SH	Sole	01	22,489
COCA COLA FEMSA S A B DE C V SPON	ADR	191241108	373	8,570	SH	Sole	01	8,570
COGNIZANT TECHNOLOGY SOLUTIO CL A	CL A	192446102	2,539	140,609	SH	Sole	01	140,609
COLGATE PALMOLIVE CO COM	COM	194162103	21,097	307,812	SH	Sole	01	307,812
COMCAST CORP NEW CL A	CL A	20030N101	7,907	468,411	SH	Sole	01	468,411
COMCAST CORP NEW CL A SPL	SPL	20030N200	2,737	169,448	SH	Sole	01	169,448
COMERICA INC COM	COM	200340107	70	3,529	SH	Sole	01	3,529
COMPANHIA DE BEBIDAS DAS AME SPON	ADR	20441W203	198	4,460	SH	Sole	01	4,460
COMPANHIA VALE DO RIO DOCE	SPONSORED ADR	204412209	1,172	96,768	SH	Sole	01	96,768
COMPANIA CERVECERIAS UNIDAS	SPONSORED ADR	204429104	1,802	68,638	SH	Sole	01	68,638
CONAGRA FOODS INC COM	COM	205887102	6,699	406,001	SH	Sole	01	406,001
CORE LABORATORIES N V COM	COM	N22717107	1,602	26,765	SH	Sole	01	26,765
CORNING INC COM	COM	219350105	2,125	223,030	SH	Sole	01	223,030
COVIDIEN LTD COM	COM	G2552X108	7,450	205,584	SH	Sole	01	205,584
CREDIT SUISSE GROUP SPONSORED ADR	ADR	225401108	2,081	73,634	SH	Sole	01	73,634
CREE INC COM	COM	225447101	1	70	SH	Sole	01	70
CTRIIP COM INTL LTD ADR	SPONSORED ADR	22943F100	1,225	51,477	SH	Sole	01	51,477
DELTA AIR LINES INC.	COM	247361702	131	11,466	SH	Sole	01	11,466
DENTSPLY INTL INC NEW COM	COM	249030107	8,118	287,461	SH	Sole	01	287,461

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COLUMN 8

VOTING AUTHORITY

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	SHARED
DEVON ENERGY CORP NEW COM	COM	25179M103	2,984	45,405	SH	Sole	01	45,405	
DIAMOND OFFSHORE DRILLING IN COM	COM	25271C102	3,274	55,541	SH	Sole	01	55,541	
DICKS SPORTING GOODS INC COM	COM	253393102	975	69,120	SH	Sole	01	69,120	
DISCOVERY COMMUNICATNS NEW COM	COM	25470F104	0	7	SH	Sole	01	7	
DISCOVERY COMMUNICATNS NEW COM	COM	25470F302	0	7	SH	Sole	01	7	
DOLBY LABORATORIES INC COM	COM	25659T107	2,585	78,902	SH	Sole	01	78,902	
DOLLAR THRIFTY AUTOMOTIVE GP COM	COM	256743105	20	18,710	SH	Sole	01	18,710	
DPL INC COM	COM	233293109	594	25,994	SH	Sole	01	25,994	
DR REDDYS LABS LTD ADR	ADR	256135203	184	18,767	SH	Sole	01	18,767	
DU PONT E I DE NEMOURS & CO COM	COM	263534109	4,793	189,465	SH	Sole	01	189,465	
E M C CORP MASS COM	COM	268648102	2,260	215,824	SH	Sole	01	215,824	
EAST WEST BANCORP INC COM	COM	27579R104	2,782	174,197	SH	Sole	01	174,197	
EATON VANCE INS MUN BD FD COM	COM	27827X101	0	1	SH	Sole	01	1	
EATON VANCE TX MNG BY WRT OP COM	COM	27828Y108	2,202	215,922	SH	Sole	01	215,922	
EATON VANCE TXMGD GL BUYWR O COM	COM	27829C105	2,177	215,086	SH	Sole	01	215,086	

EMERSON ELEC CO COM	COM	291011104	16,021	437,625 SH	Sole	01	437,625
ENTERGY CORP NEW COM	COM	29364G103	4,191	50,410 SH	Sole	01	50,410
ERICSSON L M TEL CO ADR B SEK 10	ADR	294821608	6,273	803,220 SH	Sole	01	803,220
EXELON CORP COM	COM	30161N101	4,967	89,313 SH	Sole	01	89,313
EXPEDITORS INTL WASH INC COM	COM	302130109	257	7,711 SH	Sole	01	7,711
EXPRESSJET HOLDINGS INC COM NEW	COM	30218U306	286	168,241 SH	Sole	01	168,241
EXXON MOBIL CORP COM	COM	30231G102	20,109	251,902 SH	Sole	01	251,902
FACTSET RESH SYS INC COM	COM	303075105	1,654	37,392 SH	Sole	01	37,392
FAIRPOINT COMMUNICATIONS	COM	305560104	0	15 SH	Sole		15
FASTENAL CO COM	COM	311900104	1,452	41,666 SH	Sole	01	41,666
FEDERAL HOME LN MTG CORP COM	COM	313400301	86	117,560 SH	Sole	01	117,560
FIFTH STREET FINANCE CORP	COM	31678A103	11,124	1,473,379 SH	Sole		1,473,379

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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>
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FIRST SOLAR INC COM	COM	336433107	28	200 SH		Sole	01
200							
FIRST TR EXCHANGE TRADED FD							
UTILITIE	ETF	33734X184	23	1,757 SH		Sole	01
1,757							
FIRSTENERGY CORP COM	COM	337932107	1,142	23,509 SH		Sole	01
23,509							
FOREST LABS INC COM	COM	345838106	3	100 SH		Sole	01
100							
FPL GROUP INC COM	COM	302571104	4	81 SH		Sole	01
81							
FRESENIUS KABI PHARMACEUTHLD RIGHT	RIGHT	35802M115	0	2 SH		Sole	01
2							
FRESENIUS MED CARE AG&CO KGA	SPONSORED ADR	358029106	2,270	48,106 SH		Sole	01
GENERAL DYNAMICS CORP COM	COM	369550108	15,897	276,031 SH		Sole	01
276,031							
GENERAL ELECTRIC CO COM	COM	369604103	5,028	310,346 SH		Sole	01
310,346							
GENERAL GROWTH PPTYS INC COM	COM	370021107	0	44 SH		Sole	01
44							
GENERAL MLS INC COM	COM	370334104	10,232	168,431 SH		Sole	01
168,431							
GENZYME CORP COM	COM	372917104	5	80 SH		Sole	01
80							
GILEAD SCIENCES INC COM	COM	375558103	5	100 SH		Sole	01
100							
GREAT PLAINS ENERGY INC COM	COM	391164100	147	7,593 SH		Sole	01
7,593							
GREIF INC CL A	CL A	397624107	169	5,060 SH		Sole	01
5,060							
GROUPE CGI INC CL A SUB VTG	CL A SUB VTG	39945C109	15,134	1,940,320 SH		Sole	01
GRUPO TELEVISIA SA DE CV SP ADR REP	SPONSORED ADR	40049J206	1,149	76,934 SH		Sole	01
HALLIBURTON CO COM	COM	406216101	4,227	232,515 SH		Sole	01
232,515							
HANSEN NAT CORP COM	COM	411310105	2,321	69,223 SH		Sole	01
69,223							
HARRIS CORP DEL COM	COM	413875105	1,681	44,166 SH		Sole	01
44,166							
HARSCO CORP COM	COM	415864107	1	47 SH		Sole	01
47							
HEWLETT PACKARD CO COM	COM	428236103	6,117	168,571 SH		Sole	01
168,571							
HOLOGIC INC.	COM	436440101	126	9,632 SH		Sole	
9,632							
ICICI BK LTD ADR	SPONSORED ADR	45104G104	1,195	62,057 SH		Sole	01
62,057							
IHS INC CL A	CL A	451734107	11,580	309,447 SH		Sole	01
309,447							
ILLINOIS TOOL WKS INC COM	COM	452308109	8,544	243,767 SH		Sole	01
IMMUCOR INC COM	COM	452526106	227	8,523 SH		Sole	01
8,523							243,767

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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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<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
INFOSYS TECHNOLOGIES LTD	SPONSORED ADR	456788108	1,777	72,324	SH	Sole	01	72,324
ING GLOBAL EQTY DIV & PREM O COM	COM	45684E107	2,109	216,723	SH	Sole	01	216,723
ING GROEP N V SPONSORED ADR	SPONSORED ADR	456837103	6,895	621,165	SH	Sole	01	621,165
INGERSOLL-RAND COMPANY LTD CL A	CL A	G4776G101	2,313	133,337	SH	Sole	01	133,337
INTERNATIONAL BUSINESS MACHS COM	COM	459200101	6,693	79,532	SH	Sole	01	79,532
INTERNATIONAL FLAVORS&FRAGRA COM	COM	459506101	6,221	209,331	SH	Sole	01	209,331
ISHARES TR BARCLYS 10-20YR	ETF	464288653	9	70	SH	Sole	01	70
ISHARES TR BARCLYS 1-3 YR	ETF	464287457	25,715	303,749	SH	Sole	01	303,749
ISHARES TR BARCLYS 1-3YR CR	ETF	464288646	665	6,598	SH	Sole	01	6,598
ISHARES TR BARCLYS 20+ YR	ETF	464287432	714	5,983	SH	Sole	01	5,983
ISHARES TR BARCLYS 3-7 YR	ETF	464288661	16,524	142,989	SH	Sole	01	142,989
ISHARES TR BARCLYS 7-10 YR	ETF	464287440	647	6,568	SH	Sole	01	6,568
ISHARES TR BARCLYS CR BD	ETF	464288620	56	586	SH	Sole	01	586
ISHARES TR BARCLYS INTER CR	ETF	464288638	9,783	102,216	SH	Sole	01	102,216
ISHARES TR BARCLYS MBS BD	ETF	464288588	754	7,185	SH	Sole	01	7,185
ISHARES TR BARCLYS SH TREA	ETF	464288679	8,129	73,639	SH	Sole	01	73,639
ISHARES TR BARCLYS TIPS BD	ETF	464287176	6,723	67,749	SH	Sole	01	67,749
ISHARES TR BARCLYS US AGG B	ETF	464287226	109	1,047	SH	Sole	01	1,047
ISHARES TR DJ HEALTH CARE	ETF	464288828	2	49	SH	Sole	01	49
ISHARES TR DJ US INDEX FD	ETF	464287846	2,947	66,845	SH	Sole	01	66,845
ISHARES TR DJ US TECH SEC	ETF	464287721	25	698	SH	Sole	01	698
ISHARES TR DJ US TELECOMM	ETF	464287713	5	319	SH	Sole	01	319
ISHARES TR IBOXX INV CPBD	ETF	464287242	340	3,347	SH	Sole	01	3,347
ISHARES TR LRGE CORE INDX	ETF	464287127	1	17	SH	Sole	01	17
ISHARES TR MSCI ACWI EX	ETF	464288240	3,073	100,030	SH	Sole	01	100,030
ISHARES TR MSCI ACWI INDX	ETF	464288257	9,283	286,324	SH	Sole	01	286,324
ISHARES TR MSCI EAFE IDX	ETF	464287465	4,835	107,788	SH	Sole	01	107,788

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 VOTING

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NONE	OF CLASS	CUSIP	(x\$1000)	PRN AMT	PRN CALL	DISCRETION	MANAGERS	SOLE SHARED
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<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
ISHARES TR MSCI EMERG MKT	ETF	464287234	893	35,755	SH	Sole	01	35,755
ISHARES TR MSCI GRW IDX	ETF	464288885	9,546	210,039	SH	Sole	01	210,039
ISHARES TR MSCI SMALL CAP	ETF	464288273	4,501	175,052	SH	Sole	01	175,052
ISHARES TR MSCI VAL IDX	ETF	464288877	7,221	178,069	SH	Sole	01	178,069
ISHARES TR NYSE COMP INDX	ETF	464287143	14	263	SH	Sole	01	263
ISHARES TR RUSL 2000 VALU	ETF	464287630	20	414	SH	Sole	01	414
ISHARES TR RUSL 3000 VALU	ETF	464287663	353	5,455	SH	Sole	01	5,455
ISHARES TR RUSSELL 1000	ETF	464287622	12,450	254,759	SH	Sole	01	254,759
ISHARES TR RUSSELL 3000	ETF	464287689	3	65	SH	Sole	01	65
ISHARES TR RUSSELL MCP GR	ETF	464287481	6	188	SH	Sole	01	188
ISHARES TR RUSSELL MCP VL	ETF	464287473	11,331	398,408	SH	Sole	01	398,408
ISHARES TR RUSSELL MIDCAP	ETF	464287499	122	2,050	SH	Sole	01	2,050
ISHARES TR RUSSELL1000GRW	ETF	464287614	1,664	44,896	SH	Sole	01	44,896
ISHARES TR RUSSELL1000VAL	ETF	464287598	3,999	80,757	SH	Sole	01	80,757
ISHARES TR S&P 100 IDX FD	ETF	464287101	1,617	37,419	SH	Sole	01	37,419
ISHARES TR S&P 500 INDEX	ETF	464287200	119	1,322	SH	Sole	01	1,322
ISHARES TR S&P 500 VALUE	ETF	464287408	83	1,829	SH	Sole	01	1,829
ISHARES TR S&P DEV EX-US	ETF	464288422	1,090	46,029	SH	Sole	01	46,029
ISHARES TR S&P EURO PLUS	ETF	464287861	26	832	SH	Sole	01	832
ISHARES TR S&P GBL ENER	ETF	464287341	13,622	465,542	SH	Sole	01	465,542
ISHARES TR S&P GL UTILITI	ETF	464288711	22,800	485,929	SH	Sole	01	485,929
ISHARES TR S&P GLB100INDX	ETF	464287572	6,183	123,307	SH	Sole	01	123,307
ISHARES TR S&P LTN AM 40	ETF	464287390	12	475	SH	Sole	01	475
ISHARES TR S&P MIDCP VALU	ETF	464287705	5	98	SH	Sole	01	98
ISHARES TR S&P NATL MUN B	ETF	464288414	705	7,083	SH	Sole	01	7,083
ISHARES TR S&P SMLCP VALU	ETF	464287879	6	117	SH	Sole	01	117
ISHARES TR S&P500 GRW	ETF	464287309	68,203	1,517,980	SH	Sole	01	1,517,980

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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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ISHARES TR US PFD STK IDX	ETF	464288687	3,007	102,959 SH		Sole	01 102,959
JABIL CIRCUIT INC COM	COM	466313103	1,440	213,338 SH		Sole	01 213,338
JACK IN THE BOX INC COM	COM	466367109	2	73 SH		Sole	01 73
JAKKS PAC INC COM	COM	47012E106	184	8,900 SH		Sole	01 8,900
JARDEN CORP COM	COM	471109108	126	10,956 SH		Sole	01 10,956
JOHNSON & JOHNSON COM	COM	478160104	12,781	213,617 SH		Sole	01 213,617
JPMORGAN & CHASE & CO COM	COM	46625H100	5,689	180,438 SH		Sole	01 180,438
KANSAS CITY SOUTHERN COM NEW	COM	485170302	1	51 SH		Sole	01 51
KB FINANCIAL GROUP INC SPONSORED	ADR	48241A105	1,376	52,527 SH		Sole	01 52,527
KELLOGG CO COM	COM	487836108	2	51 SH		Sole	01 51
KEYCORP NEW COM	COM	493267108	81	9,497 SH		Sole	01 9,497
KONINKLIJKE PHILIPS ELECTRS NY REG	NEW	500472303	10,923	549,744 SH		Sole	01 549,744
KRAFT FOODS INC CL A	CL A	50075N104	6,016	224,055 SH		Sole	01 224,055
K-SWISS INC CL A	CL A	482686102	2,494	218,734 SH		Sole	01 218,734
L-3 COMMUNICATIONS HLDGS INC COM	COM	502424104	3	45 SH		Sole	01 45
LEAR CORP COM	COM	521865105	186	131,596 SH		Sole	01 131,596
LIBERTY GLOBAL INC COM SER A	COM	530555101	0	2 SH		Sole	01 2
LIBERTY GLOBAL INC COM SER C	COM	530555309	0	2 SH		Sole	01 2
LIBERTY MEDIA CORP NEW CAP COM SER	COM	53071M302	0	53 SH		Sole	01 53
LIBERTY MEDIA CORP NEW ENT COM SER	COM	53071M500	2	124 SH		Sole	01 124
LIBERTY MEDIA CORP NEW INT COM SER	COM	53071M104	1	161 SH		Sole	01 161
LIFE TECHNOLOGIES CORP COM ADDED	COM	53217V109	2	74 SH		Sole	01 74
LKQ CORP COM	COM	501889208	1,114	95,554 SH		Sole	01 95,554
LORILLARD INC COM	COM	544147101	3	45 SH		Sole	01 45
LOWES COS INC COM	COM	548661107	22,043	1,024,307 SH		Sole	01 1,024,307
M/I HOMES INC COM	COM	55305B101	1,942	184,233 SH		Sole	01 184,233
MARINEMAX INC COM	COM	567908108	1,061	312,891 SH		Sole	01 312,891

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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MARSHALL & ILSLEY CORP NEW COM	COM	571837103	108	7,908 SH		Sole	01
7,908							
MBIA INC COM	COM	55262C100	1,111	272,984 SH		Sole	01
272,984							
MCDONALDS CORP COM	COM	580135101	16,818	270,433 SH		Sole	01
270,433							
MEMC ELECTR MATLS INC COM	COM	552715104	2,764	193,531 SH		Sole	01
193,531							
MICROSOFT CORP COM	COM	594918104	6,149	316,309 SH		Sole	01
316,309							
MIDCAP SPDR TR UNIT SER 1	UIT	595635103	588	6,057 SH		Sole	01
6,057							
mitsubishi UFJ FINL GROUP IN	SPONSORED ADR	606822104	15,126	2,435,826 SH		Sole	01
SPONSOR							
2,435,826							
NALCO HOLDING COMPANY COM	COM	62985Q101	6,658	576,957 SH		Sole	01 576,957
NATIONAL CITY CORP COM	COM	635405103	72	39,788 SH		Sole	01
39,788							
NATIONAL GRID PLC SPON ADR NEW	SPONSORED ADR	636274300	17,282	342,493 SH		Sole	01 342,493
NATIONAL OILWELL VARCO INC COM	COM	637071101	0	13 SH		Sole	01
13							
NEW YORK CMNTY BANCORP INC COM	COM	649445103	2	193 SH		Sole	01
193							
NEWS CORP CL A	CL A	65248E104	3,059	336,555 SH		Sole	01
336,555							
NEWTEK BUSINESS SERVICES INC.	COM	652526104	32	146,141 SH		Sole	

146,141								
NFJ DIVID INT & PREM STRTGY COM SHS	COM	65337H109	2,029	156,679 SH	Sole	01	156,679	
NIKE INC CL B	CL B	654106103	12,515	245,400 SH	Sole	01		
245,400								
NOKIA CORP SPONSORED ADR	SPONSORED ADR	654902204	3,750	240,394 SH	Sole	01	240,394	
NORTHEAST UTILS COM	COM	664397106	3	138 SH	Sole	01		
138								
NORTHERN TR CORP COM	COM	665859104	1,635	31,367 SH	Sole	01		
31,367								
NOVARTIS A G SPONSORED ADR	SPONSORED ADR	66987V109	29,001	582,825 SH	Sole	01	582,825	
NOVO-NORDISK A S ADR	ADR	670100205	6,929	134,840 SH	Sole	01		
134,840								
NRG ENERGY INC COM NEW	COM	629377508	3,261	139,795 SH	Sole	01		
139,795								
NSTAR COM	COM	67019E107	3	69 SH	Sole	01		
69								
NTELOS HLDGS CORP COM	COM	67020Q107	5	189 SH	Sole	01		
189								
NTT DOCOMO INC SPONS ADR	ADR	62942M201	8,559	436,245 SH	Sole	01		
436,245								
NUVEEN EQTY PRM OPPORTUNITYF COM	COM	6706EM102	2,349	219,912 SH	Sole	01	219,912	
NUVEEN INSD DIVID ADVANTAGE COM	COM	67071L106	1	125 SH	Sole	01		
125								

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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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O REILLY AUTOMOTIVE INC COM	COM	686091109	166	5,414 SH		Sole	01
5,414							
OCEANEERING INTL INC COM	COM	675232102	109	3,735 SH		Sole	01
3,735							
OLD REP INTL CORP COM	COM	680223104	3,072	257,728 SH		Sole	01
257,728							
OMNICOM GROUP INC COM	COM	681919106	1	41 SH		Sole	01
41							
OPEN JT STK CO-VIMPEL COMMUN	ADR	68370R109	634	88,492 SH		Sole	01
88,492							
ORACLE CORP COM	COM	68389X105	18,158	1,024,140 SH		Sole	01
1,024,140							
PACCAR INC COM	COM	693718108	4,676	163,488 SH		Sole	01
163,488							
PALL CORP COM	COM	696429307	14,261	501,611 SH		Sole	01
501,611							
PAR PHARMACEUTICAL COS INC COM	COM	69888P106	182	13,586 SH		Sole	01
13,586							
PEPSICO INC COM	COM	713448108	18,397	335,894 SH		Sole	01
335,894							
PETROLEO BRASILEIRO SA PETRO SPON	SPONSORED ADR	71654V408	5,316	217,079 SH		Sole	01
PG&E CORP COM	COM	69331C108	4,687	121,082 SH		Sole	01
121,082							
PHARMACEUTICAL PROD DEV INC COM	COM	717124101	3,041	104,839 SH		Sole	01
PHILIP MORRIS INTL INC COM	COM	718172109	12,506	287,428 SH		Sole	01
287,428							
POPULAR INC COM	COM	733174106	1,580	306,151 SH		Sole	01
306,151							
POSCO SPONSORED ADR	ADR	693483109	2,090	27,771 SH		Sole	01
27,771							
POTASH CORP SASK INC COM	COM	73755L107	22	300 SH		Sole	01
300							
POWERSHARES DB G10 CURCY HAR COM	ETF	73935Y102	345	17,762 SH		Sole	01
17,762							
POWERSHARES ETF TRUST DYNM LRG CP	ETF	73935X609	1,280	118,926 SH		Sole	01
POWERSHARES ETF TRUST ZACKS MC	ETF	73935X740	497	56,268 SH		Sole	01
56,268							
POWERSHARES GLOBAL ETF TRUST AGG	ETF	73936T565	73	5,854 SH		Sole	01
5,854							
POWERSHARES GLOBAL ETF TRUST DEV	ETF	73936T805	3,379	289,625 SH		Sole	01
POWERSHARES GLOBAL ETF TRUST DEV	ETF	73936T789	3,197	112,501 SH		Sole	01
POWERSHARES GLOBAL ETF TRUST EMER	ETF	73936T763	51	3,696 SH		Sole	01
3,696							
POWERSHARES GLOBAL ETF TRUST	ETF	73936T474	1,890	89,234 SH		Sole	01
89,234							

POWERSHS DB MULTI SECT COMM DB 22,422	ETF	73936B101	450	22,422 SH	Sole	01
PPL CORP COM 115,706	COM	69351T106	3,551	115,706 SH	Sole	01

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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
SHARED NONE							SOLE
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PRAXAIR INC COM	COM	74005P104	9,628	162,197 SH		Sole	01 162,197
PROCTER & GAMBLE CO COM	COM	742718109	38,548	623,551 SH		Sole	01 623,551
PROSHARES TR PSHS CONSMR SVCS	SVCS	74347R636	18,648	219,959 SH		Sole	01 219,959
PROSHARES TR PSHS ULTRA FINL	PRO	74347R743	6	1,000 SH		Sole	01 1,000
PUBLIC SVC ENTERPRISE GROUP COM	COM	744573106	858	29,400 SH		Sole	01 29,400
QUEST DIAGNOSTICS INC COM	COM	74834L100	248	4,784 SH		Sole	01 4,784
RESEARCH IN MOTION LTD COM	COM	760975102	2,997	73,844 SH		Sole	01 73,844
ROPER INDS INC NEW COM	COM	776696106	2,919	67,250 SH		Sole	01 67,250
ROYAL CARIBBEAN CRUISES LTD COM	COM	V7780T103	90	6,525 SH		Sole	01 6,525
RYDEX ETF TRUST S&P 500 EQ TRD	ETF	78355W106	2,079	74,787 SH		Sole	01 74,787
SANDISK CORP COM	COM	80004C101	1	55 SH		Sole	01 55
SARA LEE CORP COM	COM	803111103	2,595	265,088 SH		Sole	01 265,088
SATYAM COMPUTER SERVICES LTD ADR	ADR	804098101	72	8,008 SH		Sole	01 8,008
SCHEIN HENRY INC COM	COM	806407102	2,466	67,210 SH		Sole	01 67,210
SCHERING PLOUGH CORP COM	COM	806605101	1,080	63,434 SH		Sole	01 63,434
SCHLUMBERGER LTD COM	COM	806857108	6	134 SH		Sole	01 134
SEAGATE TECHNOLOGY SHS	COM	G7945J104	0	77 SH		Sole	01 77
SELECT SECTOR SPDR TR SBI CONS	ETF	81369Y407	13	609 SH		Sole	01 609
SELECT SECTOR SPDR TR SBI CONS	ETF	81369Y308	25	1,059 SH		Sole	01 1,059
SELECT SECTOR SPDR TR SBI HEALTHC	ETF	81369Y209	27	1,008 SH		Sole	01 1,008
SELECT SECTOR SPDR TR SBI INT-ENER	ETF	81369Y506	24	501 SH		Sole	01 501
SELECT SECTOR SPDR TR SBI INT-FINL	ETF	81369Y605	24	1,931 SH		Sole	01 1,931
SELECT SECTOR SPDR TR SBI INT-INDS	ETF	81369Y704	16	704 SH		Sole	01 704
SELECT SECTOR SPDR TR SBI INT-UTILS	COM	81369Y886	1,760	60,617 SH		Sole	01 60,617
SELECT SECTOR SPDR TR SBI MATERIALS	ETF	81369Y100	5	232 SH		Sole	01 232
SEMPRA ENERGY COM	COM	816851109	1,186	27,816 SH		Sole	01 27,816
SINGAPORE FD INC COM	COM	82929L109	0	34 SH		Sole	01 34

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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
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SMITHFIELD FOODS INC COM	COM	832248108	206	14,670 SH		Sole	01 14,670
SNAP ON INC COM	COM	833034101	2	40 SH		Sole	01 40
SONIC CORP COM	COM	835451105	943	77,492 SH		Sole	01 77,492
SPDR INDEX SHS FDS DJWS INTL REAL	ETF	78463X863	2,612	96,472 SH		Sole	01 96,472
SPDR INDEX SHS FDS EMERG MKTS ETF	ETF	78463X509	217	5,776 SH		Sole	01 5,776
SPDR INDEX SHS FDS MSCI ACWI EXUS	MSCI ACWI EXUS	78463X848	3,567	152,964 SH		Sole	01 152,964
SPDR INDEX SHS FDS S&P INTL SMLCP	ETF	78463X871	3,461	185,855 SH		Sole	01 185,855
SPDR INDEX SHS FDS S&P WRLD EX US	ETF	78463X889	245	13,061 SH		Sole	01 13,061
SPDR SERIES TRUST DJWS BARCL CAP TIPS	ETF	78464A656	64	1,363 SH		Sole	01 1,363
SPDR SERIES TRUST DB INT GVT ETF	ETF	78464A490	66	1,376 SH		Sole	01 1,376
SPDR SERIES TRUST DJ WLSH REIT ETF	ETF	78464A607	1,016	25,064 SH		Sole	01 25,064
SPDR SERIES TRUST DJWS LARGE CAP	ETF	78464A854	3,286	79,051 SH		Sole	01 79,051
SPDR SERIES TRUST DJWS LGCAP GRW	ETF	78464A409	0	3 SH		Sole	01 3
SPDR SERIES TRUST DJWS SMALL CAP	ETF	78464A813	1,946	51,540 SH		Sole	01 51,540
SPDR SERIES TRUST LEH AGGR BOND	ETF	78464A649	305	5,479 SH		Sole	01 5,479
SPDR SERIES TRUST LEH MUN BD ETF	ETF	78464A458	1,303	60,852 SH		Sole	01 60,852
SPDR SERIES TRUST LEHMAN YLD ETF	ETF	78464A417	563	17,370 SH		Sole	01 17,370
SPDR SERIES TRUST LEHMAN INTL ETF	ETF	78464A516	342	6,283 SH		Sole	01 6,283
SPDR SERIES TRUST SHRT TERM MUNI	ETF	78464A425	358	15,212 SH		Sole	01 15,212
SPDR SERIES TRUST SPDR SR TR	ETF	78464A680	22,767	497,204 SH		Sole	01 497,204

SPDR TR UNIT SER 1	ETF	78462F103	745	8,261	SH	Sole	01	8,261
ST MARY LD & EXPL CO COM	COM	792228108	1	31	SH	Sole	01	31
STANDARD PAC CORP NEW COM	COM	85375C101	1,208	678,587	SH	Sole	01	678,587
STAPLES INC COM	COM	855030102	2,929	163,430	SH	Sole	01	163,430
STATE STR CORP COM	COM	857477103	11,087	281,906	SH	Sole	01	281,906
STEWART INFORMATION SVCS COR COM	COM	860372101	2,769	117,881	SH	Sole	01	117,881
SVB FINL GROUP COM	COM	78486Q101	108	4,107	SH	Sole	01	4,107

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COLUMN 1 COLUMN 8	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 SH/ PRN AMT	PUT/ PRN CALL	INVESTMENT DISCRETION MANAGERS	OTHER SOLE
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SYMANTEC CORP COM	COM	871503108	7,176	530,789	SH	Sole	01 530,789
SYNGENTA AG SPONSORED ADR	ADR	87160A100	17,172	438,720	SH	Sole	01 438,720
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	2,736	346,389	SH	Sole	01 346,389
TARGET CORP COM	COM	87612E106	14,685	425,278	SH	Sole	01 425,278
TENARIS S A SPONSORED ADR	ADR	88031M109	97	4,640	SH	Sole	01 4,640
TERRA INDS INC COM	COM	880915103	0	26	SH	Sole	01 26
TEVA PHARMACEUTICAL INDS LTD ADR	ADR	881624209	2,776	65,202	SH	Sole	01 65,202
TORCHMARK CORP COM	COM	891027104	2	37	SH	Sole	01 37
TOTAL S A SPONSORED ADR	SPONSORED ADR	89151E109	21,921	396,394	SH	Sole	01 396,394
TOYOTA MOTOR CORP SP ADR REP2COM	SPONSORED ADR	892331307	9,528	145,596	SH	Sole	01 145,596
TRACTOR SUPPLY CO COM	COM	892356106	129	3,574	SH	Sole	01 3,574
TYCO ELECTRONICS LTD COM NEW	NEW	G9144P105	4,393	271,023	SH	Sole	01 271,023
TYCO INTL LTD BERMUDA SHS	SHS	G9143X208	4,394	203,430	SH	Sole	01 203,430
UAL CORP.	COM	902549807	27	2,409	SH	Sole	01 2,409
UBS AG SHS NEW	NEW	H89231338	4,013	280,617	SH	Sole	01 280,617
UNITED TECHNOLOGIES CORP COM	COM	913017109	12,895	240,584	SH	Sole	01 240,584
UNITEDHEALTH GROUP INC COM	COM	91324P102	4	165	SH	Sole	01 165
UNUM GROUP COM	COM	91529Y106	4	213	SH	Sole	01 213
VANGUARD BD INDEX FD INC SHORT TRM	ETF	921937827	10,510	130,477	SH	Sole	01 130,477
VANGUARD INDEX FDS GROWTH ETF	ETF	922908736	2,079	52,629	SH	Sole	01 52,629
VANGUARD INDEX FDS LARGE CAP ETF	ETF	922908637	6,193	151,972	SH	Sole	01 151,972
VANGUARD INDEX FDS MCAP VL IDXVIP	ETF	922908512	9	287	SH	Sole	01 287
VANGUARD INDEX FDS SM CP VAL ETF	ETF	922908611	550	12,968	SH	Sole	01 12,968
VANGUARD INDEX FDS SMALL CP ETF	ETF	922908751	247	5,818	SH	Sole	01 5,818
VANGUARD INDEX FDS SML CP GRW ETF	ETF	922908595	551	13,094	SH	Sole	01 13,094
VANGUARD INDEX FDS VALUE ETF	ETF	922908744	5,750	139,687	SH	Sole	01 139,687
VANGUARD INTL EQUITY INDEX F ALLWR	INDEX	922042775	3,173	98,172	SH	Sole	01 98,172

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COLUMN 1 COLUMN 8	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COLUMN 7	
VOTING AUTHORITY							
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VANGUARD INTL EQUITY INDEX F EMR	ETF	922042858	2,349	99,657	SH	Sole	01 99,657
VANGUARD INTL EQUITY INDEX F EURPE	ETF	922042874	2,649	69,066	SH	Sole	01 69,066
VANGUARD INTL EQUITY INDEX F PACIFIC	ETF	922042866	1,155	26,351	SH	Sole	01 26,351
VANGUARD TAX-MANAGED FD EUROPE	ETF	921943858	8,028	292,237	SH	Sole	01 292,237
VANGUARD WORLD FD MEGA CAP INDEX	INDEX	921910873	3,013	95,625	SH	Sole	01 95,625
VANGUARD WORLD FD MEGA GRWTH IND	ETF	921910816	2,082	66,072	SH	Sole	01 66,072
VANGUARD WORLD FDS UTILITIES ETF	ETF	92204A876	38	615	SH	Sole	01 615
VARIAN MED SYS INC COM	COM	92220P105	0	3	SH	Sole	01 3
VCA ANTECH INC COM	COM	918194101	1,796	90,330	SH	Sole	01 90,330
VEOLIA ENVIRONNEMENT SPONSORED	SPONSORED ADR	92334N103	3,359	105,935	SH	Sole	01 105,935
VERIZON COMMUNICATIONS INC.	COM	92343V104	28	832	SH	Sole	01 832
VODAFONE GROUP PLC NEW SPONS	ADR	92857W209	12,667	619,695	SH	Sole	01 619,695
WAL MART STORES INC COM	COM	931142103	10,143	180,927	SH	Sole	01 180,927
WALGREEN CO COM	COM	931422109	8,880	359,949	SH	Sole	01 359,949
WALTER INDS INC COM	COM	93317Q105	1	35	SH	Sole	01 35
WASHINGTON FED INC COM	COM	938824109	2	132	SH	Sole	01 132
WATERS CORP COM	COM	941848103	4,777	130,350	SH	Sole	01 130,350

WEATHERFORD INTERNATIONAL LT COM	COM	G95089101	3	280	SH	Sole	01	280
WILLIAMS COS INC DEL COM	COM	969457100	1,230	84,923	SH	Sole	01	84,923
WIMM BILL DANN FOODS OJSC SPONSOR	ADR	97263M109	673	25,597	SH	Sole	01	25,597
WISDOMTREE TRUST INTL DV TOP100	ETF	97717W786	3,350	97,925	SH	Sole	01	97,925
WISDOMTREE TRUST INTL UTILITIES	UTILITIES	97717W653	2,436	103,981	SH	Sole	01	103,981
WISDOMTREE TRUST LARGE CAP DIVID	ETF	97717W307	0	7	SH	Sole	01	7
WYETH COM	COM	983024100	3,685	98,228	SH	Sole	01	98,228
XL CAP LTD CL A	CL A	G98255105	85	22,864	SH	Sole	01	22,864

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