

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, 2009

Check here if Amendment ; Amendment Number: 1

This Amendment (Check only one.):  is a restatement.  
 adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: Genworth Financial, Inc.  
Address: 6620 West Broad Street  
Richmond, Virginia 23230

Form 13F File Number: 28-11523

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: Patricia Merrill  
Title: Senior Counsel  
Phone: (804) 662-2711

Signature, Place, and Date of Signing:

/s/ Patricia Merrill                      Richmond, VA                      November 4, 2010  
-----  
[Signature]                                      [City, State]                      [Date]

Report Type (Check only one.):

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: 308 lines

Form 13F Information Table Value Total: 1,700,446  
(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                     | OF CLASS      | CUSIP     | VALUE<br>(x\$1000) | SHRS OR<br>PRN AMT | SH/<br>PRN CALL | PUT/<br>DISCRETION | INVESTMENT<br>MANAGERS | OTHER | SOLE    |
|------------------------------------|---------------|-----------|--------------------|--------------------|-----------------|--------------------|------------------------|-------|---------|
| SHARED NONE                        |               |           |                    |                    |                 |                    |                        |       |         |
| <S>                                | <C>           | <C>       | <C>                | <C>                | <C>             | <C>                | <C>                    | <C>   | <C>     |
| 3M CO COM                          | COM           | 88579Y101 | 15,843             | 318,647            | SH              |                    | Sole                   | 01    | 318,647 |
| ABB LTD SPONSORED ADR              | SPONSORED ADR | 000375204 | 2,383              | 170,944            | SH              |                    | Sole                   | 01    | 170,944 |
| ADAPTEC INC COM                    | COM           | 00651F108 | 203                | 84,565             | SH              |                    | Sole                   | 01    | 84,565  |
| ADVANCE AUTO PARTS INC COM         | COM           | 00751Y106 | 5                  | 114                | SH              |                    | Sole                   | 01    | 114     |
| AES CORP COM                       | COM           | 00130H105 | 4,807              | 827,401            | SH              |                    | Sole                   | 01    | 827,401 |
| AGRIUM INC COM                     | COM           | 008916108 | 3,255              | 90,945             | SH              |                    | Sole                   | 01    | 90,945  |
| AIR PRODS & CHEMS INC COM          | COM           | 009158106 | 6                  | 100                | SH              |                    | Sole                   | 01    | 100     |
| AIRGAS INC COM                     | COM           | 009363102 | 4,362              | 129,019            | SH              |                    | Sole                   | 01    | 129,019 |
| ALBERTO CULVER CO NEW COM          | COM           | 013078100 | 128                | 5,665              | SH              |                    | Sole                   | 01    | 5,665   |
| ALLEGHENY ENERGY INC COM           | COM           | 017361106 | 1,947              | 84,016             | SH              |                    | Sole                   | 01    | 84,016  |
| ALTRIA GROUP INC COM               | COM           | 02209S103 | 3                  | 200                | SH              |                    | Sole                   | 01    | 200     |
| AMERICA MOVIL SAB DE CV SPON ADR L | ADR           | 02364W105 | 1,058              | 39,063             | SH              |                    | Sole                   | 01    | 39,063  |
| AMERICAN ELEC PWR INC COM          | COM           | 025537101 | 2,365              | 93,622             | SH              |                    | Sole                   | 01    | 93,622  |
| AMERICAN EXPRESS CO COM            | COM           | 025816109 | 0                  | 3                  | SH              |                    | Sole                   | 01    | 3       |
| ANADARKO PETE CORP COM             | COM           | 032511107 | 1,624              | 41,749             | SH              |                    | Sole                   | 01    | 41,749  |
| ANSYS INC COM                      | COM           | 03662Q105 | 5,885              | 234,461            | SH              |                    | Sole                   | 01    | 234,461 |
| ARKANSAS BEST CORP DEL COM         | COM           | 040790107 | 89                 | 4,666              | SH              |                    | Sole                   | 01    | 4,666   |
| ASSURED GUARANTY LTD COM           | COM           | G0585R106 | 99                 | 14,629             | SH              |                    | Sole                   | 01    | 14,629  |
| AUTOMATIC DATA PROCESSING IN COM   | COM           | 053015103 | 8,004              | 227,646            | SH              |                    | Sole                   | 01    | 227,646 |
| AXA SPONSORED ADR                  | SPONSORED ADR | 054536107 | 4,934              | 411,889            | SH              |                    | Sole                   | 01    | 411,889 |
| AXCELIS TECHNOLOGIES INC COM       | COM           | 054540109 | 46                 | 119,929            | SH              |                    | Sole                   | 01    | 119,929 |
| BAIDU INC SPON ADR REP A           | ADR           | 056752108 | 1,610              | 9,116              | SH              |                    | Sole                   | 01    | 9,116   |
| BANCO BRADESCO S A SP ADR PFD NEW  | SPONSORED ADR | 059460303 | 1,123              | 113,442            | SH              |                    | Sole                   | 01    | 113,442 |
| BANK OF NEW YORK MELLON CORP COM   | COM           | 064058100 | 3,652              | 129,267            | SH              |                    | Sole                   | 01    | 129,267 |

<TABLE>  
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COLUMN 8

VOTING AUTHORITY

| NAME OF ISSUER                        | OF CLASS      | CUSIP     | VALUE<br>(x\$1000) | SHRS OR<br>PRN AMT | SH/<br>PRN CALL | PUT/<br>DISCRETION | INVESTMENT<br>MANAGERS | OTHER | SOLE    |
|---------------------------------------|---------------|-----------|--------------------|--------------------|-----------------|--------------------|------------------------|-------|---------|
| SHARED NONE                           |               |           |                    |                    |                 |                    |                        |       |         |
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| BARD C R INC COM                      | COM           | 067383109 | 4,424              | 55,498             | SH              |                    | Sole                   | 01    | 55,498  |
| BAXTER INTL INC COM                   | COM           | 071813109 | 12,832             | 250,533            | SH              |                    | Sole                   | 01    | 250,533 |
| BECTON DICKINSON & CO COM             | COM           | 075887109 | 6,858              | 101,987            | SH              |                    | Sole                   | 01    | 101,987 |
| BHP BILLITON LTD SPONSORED ADR        | ADR           | 088606108 | 2,010              | 45,066             | SH              |                    | Sole                   | 01    | 45,066  |
| BJS WHOLESALE CLUB INC COM            | COM           | 05548J106 | 2                  | 73                 | SH              |                    | Sole                   | 01    | 73      |
| BLACKROCK MUNIHOLDINGS N Y I COM      | COM           | 09255C106 | 0                  | 11                 | SH              |                    | Sole                   | 01    | 11      |
| BLACKROCK MUNIYIELD CALIF IN COM      | COM           | 09254N103 | 0                  | 30                 | SH              |                    | Sole                   | 01    | 30      |
| BOEING CO COM                         | COM           | 097023105 | 3,902              | 109,659            | SH              |                    | Sole                   | 01    | 109,659 |
| BOWNE & CO INC COM                    | COM           | 103043105 | 79                 | 24,620             | SH              |                    | Sole                   | 01    | 24,620  |
| BP PLC SPONSORED ADR                  | ADR           | 055622104 | 1,715              | 42,768             | SH              |                    | Sole                   | 01    | 42,768  |
| BRISTOL MYERS SQUIBB CO COM           | COM           | 110122108 | 8,499              | 387,746            | SH              |                    | Sole                   | 01    | 387,746 |
| BRITISH AMERN TOB PLC SPONSORED ADR   | SPONSORED ADR | 110448107 | 1,559              | 33,892             | SH              |                    | Sole                   | 01    | 33,892  |
| BURLINGTON NORTN SANTA FE C COM       | COM           | 12189T104 | 4,530              | 75,316             | SH              |                    | Sole                   | 01    | 75,316  |
| CELANESE CORP DEL COM SER A           | COM           | 150870103 | 2                  | 147                | SH              |                    | Sole                   | 01    | 147     |
| CEPHALON INC COM                      | COM           | 156708109 | 5,242              | 76,972             | SH              |                    | Sole                   | 01    | 76,972  |
| CHATTEM INC COM                       | COM           | 162456107 | 4,253              | 75,876             | SH              |                    | Sole                   | 01    | 75,876  |
| CHINA LIFE INS CO LTD SPON ADR REP H  | SPONSORED ADR | 16939P106 | 1,821              | 36,975             | SH              |                    | Sole                   | 01    | 36,975  |
| CHINA MOBILE LIMITED SPONSORED ADR    | ADR           | 16941M109 | 2,769              | 63,624             | SH              |                    | Sole                   | 01    | 63,624  |
| CIMAREX ENERGY CO COM                 | COM           | 171798101 | 0                  | 26                 | SH              |                    | Sole                   | 01    | 26      |
| CISCO SYS INC COM                     | COM           | 17275R102 | 7,429              | 442,994            | SH              |                    | Sole                   | 01    | 442,994 |
| CMS ENERGY CORP COM                   | COM           | 125896100 | 3,162              | 267,082            | SH              |                    | Sole                   | 01    | 267,082 |
| CNOOC LTD SPONSORED ADR               | SPONSORED ADR | 126132109 | 1,233              | 12,255             | SH              |                    | Sole                   | 01    | 12,255  |
| COCA COLA CO COM                      | COM           | 191216100 | 7,560              | 172,021            | SH              |                    | Sole                   | 01    | 172,021 |
| COCA COLA FEMSA S A B DE C V SPON ADR | ADR           | 191241108 | 1,570              | 46,098             | SH              |                    | Sole                   | 01    | 46,098  |
| COGNIZANT TECHNOLOGY SOLUTIO CL A     | CL A          | 192446102 | 3,999              | 192,367            | SH              |                    | Sole                   | 01    | 192,367 |
| COLGATE PALMOLIVE CO COM              | COM           | 194162103 | 14,464             | 245,235            | SH              |                    | Sole                   | 01    | 245,235 |
| COMCAST CORP NEW CL A                 | CL A          | 20030N101 | 4,579              | 335,674            | SH              |                    | Sole                   | 01    | 335,674 |

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COLUMN 8

VOTING AUTHORITY

| NAME OF ISSUER<br>SHARED NONE      | TITLE<br>OF CLASS | CUSIP     | VALUE<br>(x\$1000) | SHRS OR<br>PRN AMT | SH/<br>PUT/<br>CALL | INVESTMENT<br>DISCRETION | OTHER<br>MANAGERS | SOLE    |
|------------------------------------|-------------------|-----------|--------------------|--------------------|---------------------|--------------------------|-------------------|---------|
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| <C>                                | <C>               |           |                    |                    |                     |                          |                   |         |
| COMCAST CORP NEW CL A SPL          | SPL               | 20030N200 | 1,761              | 136,854            | SH                  | Sole                     | 01                | 136,854 |
| COMERICA INC COM                   | COM               | 200340107 | 51                 | 2,798              | SH                  | Sole                     | 01                | 2,798   |
| COMPANHIA DE BEBIDAS DAS AME SPON  | ADR               | 20441W203 | 93                 | 1,949              | SH                  | Sole                     | 01                | 1,949   |
| COMPANHIA SIDERURGICA NACION SPONS | ADR               | 20440W105 | 956                | 64,412             | SH                  | Sole                     | 01                | 64,412  |
| COMPANHIA VALE DO RIO DOCE SPONSO  | SPONSORED ADR     | 204412209 | 1,390              | 104,524            | SH                  | Sole                     | 01                | 104,524 |
| COMPANIA CERVECERIAS UNIDAS SPONSO | SPONSORED ADR     | 204429104 | 1,244              | 44,279             | SH                  | Sole                     | 01                | 44,279  |
| CORE LABORATORIES N V COM          | COM               | N22717107 | 4,212              | 57,575             | SH                  | Sole                     | 01                | 57,575  |
| CORNING INC COM                    | COM               | 219350105 | 2,500              | 188,419            | SH                  | Sole                     | 01                | 188,419 |
| COVIDIEN LTD COM                   | COM               | G2552X108 | 4,344              | 130,680            | SH                  | Sole                     | 01                | 130,680 |
| CREDIT SUISSE GROUP SPONSORED ADR  | ADR               | 225401108 | 1,828              | 59,961             | SH                  | Sole                     | 01                | 59,961  |
| CTRIIP COM INTL LTD ADR            | SPONSORED ADR     | 22943F100 | 1,378              | 50,286             | SH                  | Sole                     | 01                | 50,286  |
| CVS CAREMARK CORPORATION COM       | COM               | 126650100 | 1,481              | 53,878             | SH                  | Sole                     | 01                | 53,878  |
| DELTA AIR LINES INC.               | COM               | 247361702 | 65                 | 11,466             | SH                  | Sole                     | 01                | 11,466  |
| DEVON ENERGY CORP NEW COM          | COM               | 25179M103 | 1,629              | 36,443             | SH                  | Sole                     | 01                | 36,443  |
| DIAMOND OFFSHORE DRILLING IN COM   | COM               | 25271C102 | 8,238              | 131,055            | SH                  | Sole                     | 01                | 131,055 |
| DIAMONDS TR UNIT SER 1             | ETF               | 252787106 | 13                 | 176                | SH                  | Sole                     | 01                | 176     |
| DOLLAR THRIFTY AUTOMOTIVE GP COM   | COM               | 256743105 | 37                 | 32,166             | SH                  | Sole                     | 01                | 32,166  |
| DR REDDYS LABS LTD ADR             | ADR               | 256135203 | 1,333              | 141,007            | SH                  | Sole                     | 01                | 141,007 |
| E M C CORP MASS COM                | COM               | 268648102 | 1,383              | 121,288            | SH                  | Sole                     | 01                | 121,288 |
| EATON VANCE CORP COM NON VTG       | COM               | 278265103 | 182                | 7,964              | SH                  | Sole                     | 01                | 7,964   |
| 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 | 1,660              | 157,330            | SH                  | Sole                     | 01                | 157,330 |
| EATON VANCE TXMGD GL BUYWR O COM   | COM               | 27829C105 | 1,514              | 160,399            | SH                  | Sole                     | 01                | 160,399 |
| EMERSON ELEC CO COM                | COM               | 291011104 | 6,810              | 238,275            | SH                  | Sole                     | 01                | 238,275 |
| ENTERGY CORP NEW COM               | COM               | 29364G103 | 2,028              | 29,789             | SH                  | Sole                     | 01                | 29,789  |
| ERICSSON L M TEL CO ADR B SEK 10   | ADR               | 294821608 | 3,303              | 408,340            | SH                  | Sole                     | 01                | 408,340 |
| EXELON CORP COM                    | COM               | 30161N101 | 2,599              | 57,258             | SH                  | Sole                     | 01                | 57,258  |

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

VOTING AUTHORITY

| NAME OF ISSUER<br>SHARED NONE      | TITLE<br>OF CLASS | CUSIP     | VALUE<br>(x\$1000) | SHRS OR<br>PRN AMT | SH/<br>PUT/<br>CALL | INVESTMENT<br>DISCRETION | OTHER<br>MANAGERS | SOLE   |
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| EXXON MOBIL CORP COM               | COM               | 30231G102 | 8,977              | 131,819            | SH                  | Sole                     | 01                |        |
| 131,819                            |                   |           |                    |                    |                     |                          |                   |        |
| FACTSET RESH SYS INC COM           | COM               | 303075105 | 8,064              | 161,312            | SH                  | Sole                     | 01                |        |
| 161,312                            |                   |           |                    |                    |                     |                          |                   |        |
| FAIRPOINT COMMUNICATIONS           | COM               | 305560104 | 0                  | 15                 | SH                  | Sole                     |                   |        |
| 15                                 |                   |           |                    |                    |                     |                          |                   |        |
| FASTENAL CO COM                    | COM               | 311900104 | 6,168              | 191,806            | SH                  | Sole                     | 01                |        |
| 191,806                            |                   |           |                    |                    |                     |                          |                   |        |
| FIFTH STREET FINANCE CORP          | COM               | 31678A103 | 11,404             | 1,473,379          | SH                  | Sole                     |                   |        |
| 1,473,379                          |                   |           |                    |                    |                     |                          |                   |        |
| FIRST HORIZON NATL CORP COM        | COM               | 320517105 | 1                  | 113                | SH                  | Sole                     | 01                |        |
| 113                                |                   |           |                    |                    |                     |                          |                   |        |
| FIRST SOLAR INC COM                | COM               | 336433107 | 27                 | 200                | SH                  | Sole                     | 01                |        |
| 200                                |                   |           |                    |                    |                     |                          |                   |        |
| FIRST TR EXCHANGE TRADED FD        |                   |           |                    |                    |                     |                          |                   |        |
| UTILITIES                          | ETF               | 33734X184 | 120                | 10,316             | SH                  | Sole                     | 01                |        |
| 10,316                             |                   |           |                    |                    |                     |                          |                   |        |
| FIRSTENERGY CORP COM               | COM               | 337932107 | 377                | 9,774              | SH                  | Sole                     | 01                |        |
| 9,774                              |                   |           |                    |                    |                     |                          |                   |        |
| FPL GROUP INC COM                  | COM               | 302571104 | 444                | 8,757              | SH                  | Sole                     | 01                |        |
| 8,757                              |                   |           |                    |                    |                     |                          |                   |        |
| FRANCE TELECOM SPONSORED ADR       | ADR               | 35177Q105 | 1,963              | 86,637             | SH                  | Sole                     | 01                |        |
| 86,637                             |                   |           |                    |                    |                     |                          |                   |        |
| FRESENIUS KABI PHARMACEUTHLD RIGHT | RIGHT             | 35802M115 | 0                  | 2                  | SH                  | Sole                     | 01                |        |
| 2                                  |                   |           |                    |                    |                     |                          |                   |        |
| FRESENIUS MED CARE AG&CO KGA       | SPONSORED ADR     | 358029106 | 1,497              | 38,678             | SH                  | Sole                     | 01                | 38,678 |
| GAMESTOP CORP NEW CL A             | CL A              | 36467W109 | 6,277              | 224,031            | SH                  | Sole                     | 01                |        |
| 224,031                            |                   |           |                    |                    |                     |                          |                   |        |
| GENERAL DYNAMICS CORP COM          | COM               | 369550108 | 7,810              | 187,796            | SH                  | Sole                     | 01                |        |
| 187,796                            |                   |           |                    |                    |                     |                          |                   |        |
| GENERAL ELECTRIC CO COM            | COM               | 369604103 | 554                | 54,784             | SH                  | Sole                     | 01                |        |
| 54,784                             |                   |           |                    |                    |                     |                          |                   |        |
| GILEAD SCIENCES INC COM            | COM               | 375558103 | 5                  | 100                | SH                  | Sole                     | 01                |        |

|                                     |               |           |       |         |    |      |    |         |  |
|-------------------------------------|---------------|-----------|-------|---------|----|------|----|---------|--|
| 100                                 |               |           |       |         |    |      |    |         |  |
| GROUPE CGI INC CL A SUB VTG         | CL A SUB VTG  | 39945C109 | 3,536 | 442,049 | SH | Sole | 01 | 442,049 |  |
| GRUPO TELEVISIA SA DE CV SP ADR REP | SPONSORED ADR | 40049J206 | 1,055 | 77,377  | SH | Sole | 01 | 77,377  |  |
| HALLIBURTON CO COM                  | COM           | 406216101 | 4,401 | 284,488 | SH | Sole | 01 |         |  |
| 284,488                             |               |           |       |         |    |      |    |         |  |
| HANSEN NAT CORP COM                 | COM           | 411310105 | 3,724 | 103,439 | SH | Sole | 01 |         |  |
| 103,439                             |               |           |       |         |    |      |    |         |  |
| HARRIS CORP DEL COM                 | COM           | 413875105 | 1,030 | 35,577  | SH | Sole | 01 |         |  |
| 35,577                              |               |           |       |         |    |      |    |         |  |
| HARSCO CORP COM                     | COM           | 415864107 | 1     | 47      | SH | Sole | 01 |         |  |
| 47                                  |               |           |       |         |    |      |    |         |  |
| HDFC BANK LTD ADR REPS 3 SHS        | ADR           | 40415F101 | 2,276 | 37,348  | SH | Sole | 01 |         |  |
| 37,348                              |               |           |       |         |    |      |    |         |  |
| HEWLETT PACKARD CO COM              | COM           | 428236103 | 6,077 | 189,552 | SH | Sole | 01 |         |  |
| 189,552                             |               |           |       |         |    |      |    |         |  |
| HOLOGIC INC.                        | COM           | 436440101 | 126   | 9,632   | SH | Sole |    |         |  |
| 9,632                               |               |           |       |         |    |      |    |         |  |
| HUDSON CITY BANCORP COM             | COM           | 443683107 | 4,817 | 412,033 | SH | Sole | 01 |         |  |
| 412,033                             |               |           |       |         |    |      |    |         |  |

<TABLE>  
<CAPTION>

| 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   |
| SHARED NONE                      |          |           |           |           |            |                     |        |
| <S>                              | <C>      | <C>       | <C>       | <C>       | <C>        | <C>                 | <C>    |
| IHS INC CL A                     | CL A     | 451734107 | 12,225    | 296,858   | SH         | Sole                | 01     |
| ILLINOIS TOOL WKS INC COM        | COM      | 452308109 | 5,786     | 187,565   | SH         | Sole                | 01     |
| IMMUCOR INC COM                  | COM      | 452526106 | 4,561     | 181,371   | SH         | Sole                | 01     |
| ING GLOBAL EQTY DIV & PREM O COM | COM      | 45684E107 | 1,504     | 163,133   | SH         | Sole                | 01     |
| INGERSOLL-RAND COMPANY LTD CL A  | CL A     | G4776G101 | 1,531     | 110,918   | SH         | Sole                | 01     |
| INTERNATIONAL BUSINESS MACHS COM | COM      | 459200101 | 12,886    | 132,997   | SH         | Sole                | 01     |
| INTUIT COM                       | COM      | 461202103 | 5,943     | 220,106   | SH         | Sole                | 01     |
| ISHARES COMEX GOLD TR ISHARES    | ETF      | 464285105 | 5         | 52        | SH         | Sole                | 01     |
| ISHARES TR AGENCY BD FD          | ETF      | 464288166 | 95        | 880       | SH         | Sole                | 01     |
| ISHARES TR BARCLYS 10-20YR       | ETF      | 464288653 | 43        | 370       | SH         | Sole                | 01     |
| ISHARES TR BARCLYS 1-3 YR        | ETF      | 464287457 | 325,540   | 3,860,769 | SH         | Sole                | 01     |
| ISHARES TR BARCLYS 1-3YR CR      | ETF      | 464288646 | 552       | 5,585     | SH         | Sole                | 01     |
| ISHARES TR BARCLYS 20+ YR        | ETF      | 464287432 | 669       | 6,330     | SH         | Sole                | 01     |
| ISHARES TR BARCLYS 3-7 YR        | ETF      | 464288661 | 4,735     | 41,225    | SH         | Sole                | 01     |
| ISHARES TR BARCLYS 7-10 YR       | ETF      | 464287440 | 1,680     | 17,390    | SH         | Sole                | 01     |
| ISHARES TR BARCLYS CR BD         | ETF      | 464288620 | 573       | 6,287     | SH         | Sole                | 01     |
| ISHARES TR BARCLYS INTER CR      | ETF      | 464288638 | 6,768     | 71,892    | SH         | Sole                | 01     |
| ISHARES TR BARCLYS MBS BD        | ETF      | 464288588 | 6,768     | 63,887    | SH         | Sole                | 01     |
| ISHARES TR BARCLYS SH TREA       | ETF      | 464288679 | 209,483   | 1,899,381 | SH         | Sole                | 01     |
| ISHARES TR BARCLYS TIPS BD       | ETF      | 464287176 | 5,897     | 57,394    | SH         | Sole                | 01     |
| ISHARES TR BARCLYS US AGG B      | ETF      | 464287226 | 830       | 8,181     | SH         | Sole                | 01     |
| ISHARES TR DJ US INDEX FD        | ETF      | 464287846 | 18        | 469       | SH         | Sole                | 01     |
| ISHARES TR DJ US TECH SEC        | ETF      | 464287721 | 234       | 6,311     | SH         | Sole                | 01     |
| ISHARES TR DJ US TELECOMM        | ETF      | 464287713 | 61        | 3,823     | SH         | Sole                | 01     |
| ISHARES TR DJ US UTILS           | ETF      | 464287697 | 0         | 7         | SH         | Sole                | 01     |
| ISHARES TR IBOXX INV CPBD        | ETF      | 464287242 | 203,375   | 2,160,809 | SH         | Sole                | 01     |
| ISHARES TR LRGE CORE INDX        | ETF      | 464287127 | 1,342     | 29,169    | SH         | Sole                | 01     |

<TABLE>  
<CAPTION>

| 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   |
| SHARED NONE               |          |           |           |          |            |                     |        |
| <S>                       | <C>      | <C>       | <C>       | <C>      | <C>        | <C>                 | <C>    |
| ISHARES TR LRGE GRW INDX  | ETF      | 464287119 | 1,794     | 43,754   | SH         | Sole                | 01     |
| ISHARES TR MSCI ACWI INDX | ETF      | 464288257 | 74        | 2,599    | SH         | Sole                | 01     |
| ISHARES TR MSCI EAFE IDX  | ETF      | 464287465 | 15,608    | 415,225  | SH         | Sole                | 01     |
| ISHARES TR MSCI EMERG MKT | ETF      | 464287234 | 12,728    | 513,016  | SH         | Sole                | 01     |
| ISHARES TR MSCI SMALL CAP | ETF      | 464288273 | 26        | 1,139    | SH         | Sole                | 01     |

|                           |     |           |        |           |    |      |    |           |
|---------------------------|-----|-----------|--------|-----------|----|------|----|-----------|
| ISHARES TR RUSL 2000 GROW | ETF | 464287648 | 25     | 541       | SH | Sole | 01 | 541       |
| ISHARES TR RUSL 2000 VALU | ETF | 464287630 | 55     | 1,392     | SH | Sole | 01 | 1,392     |
| ISHARES TR RUSSELL 1000   | ETF | 464287622 | 5,225  | 120,805   | SH | Sole | 01 | 120,805   |
| ISHARES TR RUSSELL MCP GR | ETF | 464287481 | 49     | 1,637     | SH | Sole | 01 | 1,637     |
| ISHARES TR RUSSELL MCP VL | ETF | 464287473 | 7,956  | 332,190   | SH | Sole | 01 | 332,190   |
| ISHARES TR RUSSELL1000GRW | ETF | 464287614 | 2,353  | 67,080    | SH | Sole | 01 | 67,080    |
| ISHARES TR RUSSELL1000VAL | ETF | 464287598 | 229    | 5,629     | SH | Sole | 01 | 5,629     |
| ISHARES TR S&P 100 IDX FD | ETF | 464287101 | 1,626  | 43,101    | SH | Sole | 01 | 43,101    |
| ISHARES TR S&P 500 INDEX  | ETF | 464287200 | 78,920 | 991,202   | SH | Sole | 01 | 991,202   |
| ISHARES TR S&P GBL ENER   | ETF | 464287341 | 1      | 30        | SH | Sole | 01 | 30        |
| ISHARES TR S&P GL UTILITI | ETF | 464288711 | 14,725 | 386,572   | SH | Sole | 01 | 386,572   |
| ISHARES TR S&P GLB100INDX | ETF | 464287572 | 275    | 6,516     | SH | Sole | 01 | 6,516     |
| ISHARES TR S&P LTN AM 40  | ETF | 464287390 | 41     | 1,594     | SH | Sole | 01 | 1,594     |
| ISHARES TR S&P MIDCP VALU | ETF | 464287705 | 3      | 73        | SH | Sole | 01 | 73        |
| ISHARES TR S&P NATL MUN B | ETF | 464288414 | 1,292  | 12,962    | SH | Sole | 01 | 12,962    |
| ISHARES TR S&P500 GRW     | ETF | 464287309 | 70,401 | 1,681,831 | SH | Sole | 01 | 1,681,831 |
| ISHARES TR US PFD STK IDX | ETF | 464288687 | 819    | 35,943    | SH | Sole | 01 | 35,943    |
| JACK IN THE BOX INC COM   | COM | 466367109 | 2      | 73        | SH | Sole | 01 | 73        |
| JAKKS PAC INC COM         | COM | 47012E106 | 87     | 7,049     | SH | Sole | 01 | 7,049     |
| JARDEN CORP COM           | COM | 471109108 | 110    | 8,709     | SH | Sole | 01 | 8,709     |
| JOHNSON & JOHNSON COM     | COM | 478160104 | 5,525  | 105,045   | SH | Sole | 01 | 105,045   |
| JPMORGAN CHASE & CO COM   | COM | 46625H100 | 6,003  | 225,839   | SH | Sole | 01 | 225,839   |

<TABLE>  
<CAPTION>

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>      |
| KANSAS CITY SOUTHERN COM NEW<br>51                   | COM           | 485170302 | 1         | 51        | SH         | Sole       | 01       |
| KEYCORP NEW COM<br>7,506                             | COM           | 493267108 | 59        | 7,506     | SH         | Sole       | 01       |
| KRAFT FOODS INC CL A<br>199,357                      | CL A          | 50075N104 | 4,444     | 199,357   | SH         | Sole       | 01       |
| K-SWISS INC CL A<br>6,247                            | CL A          | 482686102 | 53        | 6,247     | SH         | Sole       | 01       |
| LEAR CORP COM<br>14,803                              | COM           | 521865105 | 11        | 14,803    | SH         | Sole       | 01       |
| LIFE TECHNOLOGIES CORP COM<br>74                     | COM           | 53217V109 | 2         | 74        | SH         | Sole       | 01       |
| LKQ CORP COM<br>380,028                              | COM           | 501889208 | 5,423     | 380,028   | SH         | Sole       | 01       |
| LORILLARD INC COM<br>45                              | COM           | 544147101 | 3         | 45        | SH         | Sole       | 01       |
| LOWES COS INC COM<br>606,212                         | COM           | 548661107 | 11,063    | 606,212   | SH         | Sole       | 01       |
| MARINEMAX INC COM<br>38,419                          | COM           | 567908108 | 75        | 38,419    | SH         | Sole       | 01       |
| MARSHALL & ILSLEY CORP NEW COM<br>6,266              | COM           | 571837103 | 35        | 6,266     | SH         | Sole       | 01       |
| MASTERCARD INC CL A<br>54,866                        | CL A          | 57636Q104 | 9,189     | 54,866    | SH         | Sole       | 01       |
| MBIA INC COM<br>14,217                               | COM           | 55262C100 | 65        | 14,217    | SH         | Sole       | 01       |
| MCDONALDS CORP COM<br>143,265                        | COM           | 580135101 | 7,818     | 143,265   | SH         | Sole       | 01       |
| MICROSOFT CORP COM<br>266,095                        | COM           | 594918104 | 4,888     | 266,095   | SH         | Sole       | 01       |
| MIDCAP SPDR TR UNIT SER 1<br>207                     | UIT           | 595635103 | 18        | 207       | SH         | Sole       | 01       |
| MITSUBISHI UFJ FINL GROUP IN<br>SPONSOR<br>1,237,664 | SPONSORED ADR | 606822104 | 6,089     | 1,237,664 | SH         | Sole       | 01       |
| NATIONAL GRID PLC SPON ADR NEW                       | SPONSORED ADR | 636274300 | 4,602     | 119,105   | SH         | Sole       | 01       |
| NET SERVICOS DE COMUNICACAO SPONSO                   | ADR           | 64109T201 | 1,387     | 191,375   | SH         | Sole       | 01       |
| NEW YORK CMNTY BANCORP INC COM<br>193                | COM           | 649445103 | 2         | 193       | SH         | Sole       | 01       |
| NEWTEK BUSINESS SERVICES INC.<br>146,141             | COM           | 652526104 | 54        | 146,141   | SH         | Sole       |          |
| NFJ DIVID INT & PREM STRTGY COM SHS                  | COM           | 65337H109 | 1,209     | 120,945   | SH         | Sole       | 01       |
| NIKE INC CL B<br>184,159                             | CL B          | 654106103 | 8,635     | 184,159   | SH         | Sole       | 01       |
| NORTHEAST UTILS COM<br>138                           | COM           | 664397106 | 3         | 138       | SH         | Sole       | 01       |

|                                      |               |           |       |            |      |    |
|--------------------------------------|---------------|-----------|-------|------------|------|----|
| NORTHERN TR CORP COM<br>110,082      | COM           | 665859104 | 6,585 | 110,082 SH | Sole | 01 |
| NOVARTIS A G SPONSORED ADR<br>97,826 | SPONSORED ADR | 66987V109 | 3,701 | 97,826 SH  | Sole | 01 |
| NOVO-NORDISK A S ADR<br>34,035       | ADR           | 670100205 | 1,633 | 34,035 SH  | Sole | 01 |

| COLUMN 1                            | COLUMN 2      | COLUMN 3  | COLUMN 4                                       | COLUMN 5   | COLUMN 6 | COLUMN 7   |
|-------------------------------------|---------------|-----------|--|------------|----------|------------|
| COLUMN 8                            | TITLE         | VALUE     | SHRS OR SH/ PUT/ INVESTMENT                    | OTHER      | VOTING   |            |
| NAME OF ISSUER                      | OF CLASS      | CUSIP     | (x\$1000) PRN AMT PRN CALL DISCRETION MANAGERS | SOLE       |          |            |
| SHARED NONE                         |               |           |  |            |          |            |
| <S>                                 | <C>           | <C>       | <C>  | <C>        | <C>      | <C>        |
| <C>                                 | <C>           |           |  |            |          |            |
| NRG ENERGY INC COM NEW              | COM           | 629377508 | 1,449  | 82,348 SH  | Sole     | 01 82,348  |
| NSTAR COM                           | COM           | 67019E107 | 2  | 69 SH      | Sole     | 01 69      |
| NTELOS HLDGS CORP COM               | COM           | 67020Q107 | 3  | 189 SH     | Sole     | 01 189     |
| NTT DOCOMO INC SPONS ADR            | ADR           | 62942M201 | 1,463  | 107,168 SH | Sole     | 01 107,168 |
| NUVEEN EQTY PRM OPPORTUNITYF COM    | COM           | 6706EM102 | 1,632  | 160,761 SH | Sole     | 01 160,761 |
| NUVEEN INSD DIVID ADVANTAGE COM     | COM           | 67071L106 | 1  | 96 SH      | Sole     | 01 96      |
| NV ENERGY INC COM                   | COM           | 67073Y106 | 92   | 9,843 SH   | Sole     | 01 9,843   |
| O REILLY AUTOMOTIVE INC COM         | COM           | 686091109 | 8,177  | 233,574 SH | Sole     | 01 233,574 |
| OCEANEERING INTL INC COM            | COM           | 675232102 | 3,410  | 92,477 SH  | Sole     | 01 92,477  |
| OLD REP INTL CORP COM               | COM           | 680223104 | 96   | 8,858 SH   | Sole     | 01 8,858   |
| ORACLE CORP COM                     | COM           | 68389X105 | 9,415  | 521,029 SH | Sole     | 01 521,029 |
| P T TELEKOMUNIKASI INDONESIA SPONSO | ADR           | 715684106 | 1,430  | 55,661 SH  | Sole     | 01 55,661  |
| PACCAR INC COM                      | COM           | 693718108 | 6,207  | 240,950 SH | Sole     | 01 240,950 |
| PALL CORP COM                       | COM           | 696429307 | 5,808  | 284,302 SH | Sole     | 01 284,302 |
| PAR PHARMACEUTICAL COS INC COM      | COM           | 69888P106 | 102  | 10,792 SH  | Sole     | 01 10,792  |
| PEPSICO INC COM                     | COM           | 713448108 | 12,593   | 244,610 SH | Sole     | 01 244,610 |
| PETROLEO BRASILEIRO SA PETRO        | SPONSORED ADR | 71654V408 | 164  | 5,366 SH   | Sole     | 01 5,366   |
| PG&E CORP COM                       | COM           | 69331C108 | 3,204  | 83,837 SH  | Sole     | 01 83,837  |
| PHILIP MORRIS INTL INC COM          | COM           | 718172109 | 8,018  | 225,358 SH | Sole     | 01 225,358 |
| PHILIPPINE LONG DISTANCE TEL SPONSO | ADR           | 718252604 | 1,144  | 25,930 SH  | Sole     | 01 25,930  |
| PNC FINL SVCS GROUP INC COM         | COM           | 693475105 | 34   | 1,168 SH   | Sole     | 01 1,168   |
| POPULAR INC COM                     | COM           | 733174106 | 35   | 16,267 SH  | Sole     | 01 16,267  |
| POSCO SPONSORED ADR                 | ADR           | 693483109 | 190  | 2,845 SH   | Sole     | 01 2,845   |
| POTASH CORP SASK INC COM            | COM           | 73755L107 | 24   | 300 SH     | Sole     | 01 300     |
| POWERSHARES DB G10 CURCY HAR COM    | ETF           | 73935Y102 | 11   | 539 SH     | Sole     | 01 539     |
| POWERSHARES ETF TRUST DYN UTIL      | ETF           | 73935X591 | 228  | 17,401 SH  | Sole     | 01 17,401  |
| POWERSHARES ETF TRUST DYNM LRG CP   | ETF           | 73935X609 | 696  | 67,064 SH  | Sole     | 01 67,064  |

| COLUMN 1                             | COLUMN 2 | COLUMN 3  | COLUMN 4                                       | COLUMN 5   | COLUMN 6 | COLUMN 7   |
|--------------------------------------|----------|-----------|--|------------|----------|------------|
| COLUMN 8                             | TITLE    | VALUE     | SHRS OR SH/ PUT/ INVESTMENT                    | OTHER      | VOTING   |            |
| NAME OF ISSUER                       | OF CLASS | CUSIP     | (x\$1000) PRN AMT PRN CALL DISCRETION MANAGERS | SOLE       |          |            |
| SHARED NONE                          |          |           |  |            |          |            |
| <S>                                  | <C>      | <C>       | <C>  | <C>        | <C>      | <C>        |
| <C>                                  | <C>      |           |  |            |          |            |
| POWERSHARES ETF TRUST ZACKS MC       | ETF      | 73935X740 | 8  | 1,176 SH   | Sole     | 01 1,176   |
| POWERSHARES GLOBAL ETF TRUST INSUR   | ETF      | 73936T474 | 1,700  | 77,365 SH  | Sole     | 01 77,365  |
| POWERSH DB MULTI SECT COMM DB AGR    | ETF      | 73936B408 | 7,672  | 313,266 SH | Sole     | 01 313,266 |
| PPL CORP COM                         | COM      | 69351T106 | 2,359  | 82,159 SH  | Sole     | 01 82,159  |
| PRAXAIR INC COM                      | COM      | 74005P104 | 8,366  | 124,323 SH | Sole     | 01 124,323 |
| PROCTER & GAMBLE CO COM              | COM      | 742718109 | 19,128   | 406,201 SH | Sole     | 01 406,201 |
| PUBLIC SVC ENTERPRISE GROUP COM      | COM      | 744573106 | 858  | 29,131 SH  | Sole     | 01 29,131  |
| QUEST DIAGNOSTICS INC COM            | COM      | 74834L100 | 176  | 3,701 SH   | Sole     | 01 3,701   |
| RESEARCH IN MOTION LTD COM           | COM      | 760975102 | 1,420  | 32,931 SH  | Sole     | 01 32,931  |
| RESMED INC COM                       | COM      | 761152107 | 3,919  | 110,893 SH | Sole     | 01 110,893 |
| ROPER INDS INC NEW COM               | COM      | 776696106 | 3,793  | 89,352 SH  | Sole     | 01 89,352  |
| ROYAL CARIBBEAN CRUISES LTD COM      | COM      | V7780T103 | 41   | 5,162 SH   | Sole     | 01 5,162   |
| RYDEX ETF TRUST TOP 50 ETF           | ETF      | 78355W205 | 558  | 8,937 SH   | Sole     | 01 8,937   |
| SARA LEE CORP COM                    | COM      | 803111103 | 1,730  | 214,079 SH | Sole     | 01 214,079 |
| SCHLUMBERGER LTD COM                 | COM      | 806857108 | 4  | 100 SH     | Sole     | 01 100     |
| SELECT SECTOR SPDR TR SBI CONS DISCR | ETF      | 81369Y407 | 120  | 6,110 SH   | Sole     | 01 6,110   |
| SELECT SECTOR SPDR TR SBI CONS STPLS | ETF      | 81369Y308 | 187  | 8,857 SH   | Sole     | 01 8,857   |
| SELECT SECTOR SPDR TR SBI HEALTHCA   | ETF      | 81369Y209 | 254  | 10,510 SH  | Sole     | 01 10,510  |

|                                      |     |           |     |           |      |    |        |
|--------------------------------------|-----|-----------|-----|-----------|------|----|--------|
| SELECT SECTOR SPDR TR SBI INT-ENERGY | ETF | 81369Y506 | 182 | 4,294 SH  | Sole | 01 | 4,294  |
| SELECT SECTOR SPDR TR SBI INT-FINL   | ETF | 81369Y605 | 113 | 12,869 SH | Sole | 01 | 12,869 |
| SELECT SECTOR SPDR TR SBI INT-INDS   | ETF | 81369Y704 | 140 | 7,619 SH  | Sole | 01 | 7,619  |
| SELECT SECTOR SPDR TR SBI INT-TECH   | ETF | 81369Y803 | 28  | 1,824 SH  | Sole | 01 | 1,824  |
| SELECT SECTOR SPDR TR SBI INT-UTILS  | COM | 81369Y886 | 503 | 19,672 SH | Sole | 01 | 19,672 |
| SELECT SECTOR SPDR TR SBI MATERIALS  | ETF | 81369Y100 | 14  | 615 SH    | Sole | 01 | 615    |
| SEMPRA ENERGY COM                    | COM | 816851109 | 328 | 7,093 SH  | Sole | 01 | 7,093  |
| SINGAPORE FD INC COM                 | COM | 82929L109 | 0   | 26 SH     | Sole | 01 | 26     |
| SMITHFIELD FOODS INC COM             | COM | 832248108 | 114 | 12,051 SH | Sole | 01 | 12,051 |

</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 | SOLE       |
| SHARED NONE                        |               |             |           |            |          |                     |            |
| <S>                                | <C>           | <C>         | <C>       | <C>        | <C>      | <C>                 | <C>        |
| SNAP ON INC COM                    | COM           | 833034101   | 1         | 40 SH      |          | Sole                | 01 40      |
| SPDR GOLD TRUST GOLD SHS           | ETF           | 78463V107   | 13,566    | 150,264 SH |          | Sole                | 01 150,264 |
| SPDR INDEX SHS FDS DJWS INTL REAL  | ETF           | 78463X863   | 437       | 19,824 SH  |          | Sole                | 01 19,824  |
| SPDR INDEX SHS FDS EMERG MKTS ETF  | ETF           | 78463X509   | 340       | 9,224 SH   |          | Sole                | 01 9,224   |
| SPDR INDEX SHS FDS S&P INTL SMLCP  | ETF           | 78463X871   | 388       | 24,114 SH  |          | Sole                | 01 24,114  |
| SPDR INDEX SHS FDS S&P WRLD EX US  | ETF           | 78463X889   | 566       | 35,709 SH  |          | Sole                | 01 35,709  |
| SPDR SERIES TRUST BARCL CAP TIPS   | ETF           | 78464A656   | 124       | 2,488 SH   |          | Sole                | 01 2,488   |
| SPDR SERIES TRUST BRCLYS 1-3MT ETF | ETF           | 78464A680   | 52        | 1,136 SH   |          | Sole                | 01 1,136   |
| SPDR SERIES TRUST BRCLYS AGG ETF   | ETF           | 78464A649   | 830       | 15,182 SH  |          | Sole                | 01 15,182  |
| SPDR SERIES TRUST BRCLYS INTL ETF  | ETF           | 78464A516   | 247       | 4,822 SH   |          | Sole                | 01 4,822   |
| SPDR SERIES TRUST BRCLYS MUNI ETF  | ETF           | 78464A458   | 1,743     | 78,847 SH  |          | Sole                | 01 78,847  |
| SPDR SERIES TRUST BRCLYS SHRT ETF  | ETF           | 78464A425   | 310       | 13,023 SH  |          | Sole                | 01 13,023  |
| SPDR SERIES TRUST BRCLYS YLD ETF   | ETF           | 78464A417   | 579       | 19,652 SH  |          | Sole                | 01 19,652  |
| SPDR SERIES TRUST DB INT GVT ETF   | ETF           | 78464A490   | 74        | 1,590 SH   |          | Sole                | 01 1,590   |
| SPDR SERIES TRUST DJ WLSH REIT ETF | ETF           | 78464A607   | 1,301     | 49,309 SH  |          | Sole                | 01 49,309  |
| SPDR SERIES TRUST DJWS LGCAP GRW   | ETF           | 78464A409   | 694       | 20,332 SH  |          | Sole                | 01 20,332  |
| SPDR SERIES TRUST DJWS SMALL CAP   | ETF           | 78464A813   | 117       | 3,554 SH   |          | Sole                | 01 3,554   |
| SPDR TR UNIT SER 1                 | ETF           | 78462F103   | 2,867     | 36,057 SH  |          | Sole                | 01 36,057  |
| ST MARY LD & EXPL CO COM           | COM           | 792228108   | 0         | 31 SH      |          | Sole                | 01 31      |
| STAPLES INC COM                    | COM           | 855030102   | 2,385     | 131,673 SH |          | Sole                | 01 131,673 |
| STERICYCLE INC COM                 | COM           | 858912108   | 5,738     | 120,210 SH |          | Sole                | 01 120,210 |
| STEWART INFORMATION SVCS COR COM   | COM           | 860372101   | 133       | 6,796 SH   |          | Sole                | 01 6,796   |
| STRYKER CORP COM                   | COM           | 863667101   | 8,387     | 246,397 SH |          | Sole                | 01 246,397 |
| SYBASE INC COM                     | COM           | 871130100   | 8,833     | 291,629 SH |          | Sole                | 01 291,629 |
| SYMANTEC CORP COM                  | COM           | 871503108   | 4,355     | 291,530 SH |          | Sole                | 01 291,530 |
| SYNGENTA AG SPONSORED ADR          | ADR           | 87160A100   | 3,657     | 91,163 SH  |          | Sole                | 01 91,163  |
| TAIWAN SEMICONDUCTOR MFG LTD       | SPONSORED ADR | 874039100   | 1,868     | 208,716 SH |          | Sole                | 01 208,716 |

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<TABLE>  
<CAPTION>

| 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 | SOLE       |
| SHARED NONE                          |               |             |           |            |          |                     |            |
| <S>                                  | <C>           | <C>         | <C>       | <C>        | <C>      | <C>                 | <C>        |
| TARGET CORP COM                      | COM           | 87612E106   | 12,085    | 351,405 SH |          | Sole                | 01 351,405 |
| TENARIS S A SPONSORED ADR            | ADR           | 88031M109   | 41        | 2,040 SH   |          | Sole                | 01 2,040   |
| TERRA INDS INC COM                   | COM           | 880915103   | 1         | 26 SH      |          | Sole                | 01 26      |
| TEVA PHARMACEUTICAL INDS LTD ADR     | ADR           | 881624209   | 188       | 4,171 SH   |          | Sole                | 01 4,171   |
| TOTAL S A SPONSORED ADR              | SPONSORED ADR | 89151E109   | 5,067     | 103,279 SH |          | Sole                | 01 103,279 |
| TOYOTA MOTOR CORP SP ADR REP2COM     | SPONSORED ADR | 892331307   | 3,152     | 49,800 SH  |          | Sole                | 01 49,800  |
| TRACTOR SUPPLY CO COM                | COM           | 892356106   | 100       | 2,774 SH   |          | Sole                | 01 2,774   |
| TRANSOCEAN LTD REG SHS ADDED         |               | H8817H100   | 3,536     | 60,093 SH  |          | Sole                | 01 60,093  |
| TYCO ELECTRONICS LTD COM NEW         | NEW           | G9144P105   | 4,353     | 394,259 SH |          | Sole                | 01 394,259 |
| UAL CORP.                            | COM           | 902549807   | 11        | 2,409 SH   |          | Sole                | 01 2,409   |
| UBS AG SHS NEW                       | NEW           | H89231338   | 0         | 37 SH      |          | Sole                | 01 37      |
| UNITED CMNTY BKS BLAIRSVLE G CAP STK | CAP STK       | 90984P105   | 2         | 380 SH     |          | Sole                | 01 380     |
| UNITED TECHNOLOGIES CORP COM         | COM           | 913017109   | 6,918     | 160,958 SH |          | Sole                | 01 160,958 |
| UNUM GROUP COM                       | COM           | 91529Y106   | 3         | 213 SH     |          | Sole                | 01 213     |
| VANGUARD INDEX FDS GROWTH ETF        | ETF           | 922908736   | 4,219     | 112,925 SH |          | Sole                | 01 112,925 |

|                                       |       |           |       |            |      |    |         |
|---------------------------------------|-------|-----------|-------|------------|------|----|---------|
| VANGUARD INDEX FDS LARGE CAP ETF      | ETF   | 922908637 | 26    | 724 SH     | Sole | 01 | 724     |
| VANGUARD INDEX FDS M CAP VL IDXVIP    | ETF   | 922908512 | 18    | 632 SH     | Sole | 01 | 632     |
| VANGUARD INDEX FDS SM CP VAL ETF      | ETF   | 922908611 | 679   | 19,533 SH  | Sole | 01 | 19,533  |
| VANGUARD INDEX FDS SML CP GRW ETF     | ETF   | 922908595 | 1,332 | 34,498 SH  | Sole | 01 | 34,498  |
| VANGUARD INDEX FDS VALUE ETF          | ETF   | 922908744 | 4,863 | 143,607 SH | Sole | 01 | 143,607 |
| VANGUARD INTL EQUITY INDEX F EMR MKT  | ETF   | 922042858 | 1,758 | 74,620 SH  | Sole | 01 | 74,620  |
| VANGUARD INTL EQUITY INDEX F EUROPEAN | ETF   | 922042874 | 2,727 | 85,478 SH  | Sole | 01 | 85,478  |
| VANGUARD INTL EQUITY INDEX F PACIFIC  | ETF   | 922042866 | 1,703 | 45,268 SH  | Sole | 01 | 45,268  |
| VANGUARD INTL EQUITY INDEX F TT WRLD  | ETF   | 922042742 | 325   | 11,211 SH  | Sole | 01 | 11,211  |
| VANGUARD TAX-MANAGED FD EUROPE        | ETF   | 921943858 | 1,323 | 57,479 SH  | Sole | 01 | 57,479  |
| VANGUARD WORLD FD MEGA CAP INDEX      | INDEX | 921910873 | 20    | 707 SH     | Sole | 01 | 707     |
| VANGUARD WORLD FD MEGA GRWTH IND      | ETF   | 921910816 | 1     | 19 SH      | Sole | 01 | 19      |

</TABLE>

<TABLE>  
<CAPTION>

| COLUMN 1                         | COLUMN 2  | COLUMN 3  | COLUMN 4      | COLUMN 5   | COLUMN 6        | COLUMN 7 | COLUMN 8    |
|----------------------------------|-----------|-----------|---------------|------------|-----------------|----------|-------------|
| 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 SHARED |
| NONE                             |           |           |               |            |                 |          |             |
| <S>                              | <C>       | <C>       | <C>           | <C>        | <C>             | <C>      | <C>         |
| <C>                              |           |           |               |            |                 |          |             |
| VERIZON COMMUNICATIONS INC.      | COM       | 92343V104 | 25            | 832 SH     | Sole            |          | 832         |
| VODAFONE GROUP PLC NEW SPONS ADR | ADR       | 92857W209 | 6,441         | 369,765 SH | Sole            | 01       | 369,765     |
| VULCAN MATLS CO COM              | COM       | 929160109 | 5,028         | 113,535 SH | Sole            | 01       | 113,535     |
| WAL MART STORES INC COM          | COM       | 931142103 | 5,055         | 97,026 SH  | Sole            | 01       | 97,026      |
| WALGREEN CO COM                  | COM       | 931422109 | 12,001        | 462,294 SH | Sole            | 01       | 462,294     |
| 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 | 7,998         | 216,444 SH | Sole            | 01       | 216,444     |
| WILLIAMS COS INC DEL COM         | COM       | 969457100 | 1,288         | 113,210 SH | Sole            | 01       | 113,210     |
| WISDOMTREE TRUST INTL UTILITIES  | UTILITIES | 97717W653 | 4             | 202 SH     | Sole            | 01       | 202         |
| WYETH COM                        | COM       | 983024100 | 2,656         | 61,708 SH  | Sole            | 01       | 61,708      |
| XL CAP LTD CL A                  | CL A      | G98255105 | 99            | 18,160 SH  | Sole            | 01       | 18,160      |
| YAHOO INC COM                    | COM       | 984332106 | 5,061         | 395,106 SH | Sole            | 01       | 395,106     |
| YUM BRANDS INC COM               | COM       | 988498101 | 4,611         | 167,805 SH | Sole            | 01       | 167,805     |

</TABLE>