

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form 13F

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: June 30, 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: 394 lines

Form 13F Information Table Value Total: 1,705,008
(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	TITLE	VALUE	SHRS OR SH/	PUT/	INVESTMENT	OTHER	SOLE
SHARED NONE	OF CLASS	CUSIP	(x\$1000)	PRN AMT	PRN CALL	DISCRETION MANAGERS	
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
<C>	<C>						
3M CO COM	COM	88579Y101	18,211	303,006	SH	Sole	01 303,006
AAR CORP COM	COM	000361105	1	73	SH	Sole	01 73
ABB LTD SPONSORED ADR	SPONSORED ADR	000375204	2,490	157,809	SH	Sole	01 157,809
ADAPTEC INC COM	COM	00651F108	428	161,566	SH	Sole	01 161,566
ADVANCE AUTO PARTS INC COM	COM	00751Y106	5	114	SH	Sole	01 114
AES CORP COM	COM	00130H105	10,500	904,394	SH	Sole	01 904,394
AGRIUM INC COM	COM	008916108	2,723	68,251	SH	Sole	01 68,251
AIR PRODS & CHEMS INC COM	COM	009158106	6	100	SH	Sole	01 100
AIRGAS INC COM	COM	009363102	4,739	116,933	SH	Sole	01 116,933
ALBEMARLE CORP COM	COM	012653101	2,449	95,762	SH	Sole	01 95,762
ALCOA INC COM	COM	013817101	1	92	SH	Sole	01 92
ALCON INC COM SHS	COM	H01301102	2,922	25,167	SH	Sole	01 25,167
ALEXANDER & BALDWIN INC COM	COM	014482103	100	4,279	SH	Sole	01 4,279
ALLEGHENY ENERGY INC COM	COM	017361106	2,709	105,625	SH	Sole	01 105,625
ALLSTATE CORP COM	COM	020002101	1	29	SH	Sole	01 29
ALTERA CORP COM	COM	021441100	2,395	147,041	SH	Sole	01 147,041
ALTRIA GROUP INC COM	COM	02209S103	4	272	SH	Sole	01 272
AMDOCS LTD ORD	COM	G02602103	1	49	SH	Sole	01 49
AMERICA MOVIL SAB DE CV SPON ADR L	ADR	02364W105	1,437	37,110	SH	Sole	01 37,110
AMERICAN EAGLE OUTFITTERS NE COM	COM	02553E106	1	67	SH	Sole	01 67
AMERICAN ELEC PWR INC COM	COM	025537101	4,748	164,339	SH	Sole	01 164,339
AMERICAN EXPRESS CO COM	COM	025816109	5	230	SH	Sole	01 230
AMERICAN TOWER CORP CL A	CL A	029912201	1	37	SH	Sole	01 37
AMGEN INC COM	COM	031162100	18	342	SH	Sole	01 342

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

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	
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
<C>	<C>						
ANADARKO PETE CORP COM	COM	032511107	2,929	64,529	SH	Sole	01 64,529
ANSYS INC COM	COM	03662Q105	9,957	319,540	SH	Sole	01 319,540
APACHE CORP COM	COM	037411105	1	13	SH	Sole	01 13
ARKANSAS BEST CORP DEL COM	COM	040790107	234	8,896	SH	Sole	01 8,896
ASSURED GUARANTY LTD COM	COM	G0585R106	347	28,065	SH	Sole	01 28,065
AT&T INC COM	COM	00206R102	2	98	SH	Sole	01 98
AU OPTRONICS CORP SPONSORED ADR	ADR	002255107	5	524	SH	Sole	01 524
AUTOMATIC DATA PROCESSING IN COM	COM	053015103	7,969	224,866	SH	Sole	01 224,866
AVNET INC COM	COM	053807103	0	16	SH	Sole	01 16
AXA SPONSORED ADR	SPONSORED ADR	054536107	6,601	348,180	SH	Sole	01 348,180
BAIDU INC SPON ADR REP A	ADR	056752108	2,548	8,463	SH	Sole	01 8,463
BALDOR ELEC CO COM	COM	057741100	0	20	SH	Sole	01 20
BANCO BRADESCO S A SP ADR PFD NEW	SPONSORED ADR	059460303	1,585	107,279	SH	Sole	01 107,279
BANK OF AMERICA CORPORATION COM	COM	060505104	2,233	169,137	SH	Sole	01 169,137
BANK OF NEW YORK MELLON CORP COM	COM	064058100	3,124	106,593	SH	Sole	01 106,593
BARD C R INC COM	COM	067383109	3,824	51,365	SH	Sole	01 51,365
BAXTER INTL INC COM	COM	071813109	13,146	248,229	SH	Sole	01 248,229
BECTON DICKINSON & CO COM	COM	075887109	7,214	101,163	SH	Sole	01 101,163
BHP BILLITON LTD SPONSORED ADR	ADR	088606108	2,261	41,317	SH	Sole	01 41,317
BJS WHOLESALE CLUB INC COM	COM	05548J106	2	73	SH	Sole	01 73
BLACKROCK ENH CAP & INC FD I COM	COM	09256A109	519	39,885	SH	Sole	01 39,885
BLACKROCK INTL GRWTH & INC T COM	COM	092524107	2,145	210,282	SH	Sole	01 210,282
BLACKROCK MUNIHOLDINGS N Y I COM	COM	09255C106	0	13	SH	Sole	01 13
BLACKROCK MUNIYIELD CALIF IN COM	COM	09254N103	0	27	SH	Sole	01 27
BOEING CO COM	COM	097023105	4,328	101,844	SH	Sole	01 101,844
BOWNE & CO INC COM	COM	103043105	310	47,578	SH	Sole	01 47,578
BP PLC SPONSORED ADR	ADR	055622104	1,888	39,603	SH	Sole	01 39,603

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

VOTING AUTHORITY

NAME OF ISSUER	TITLE	VALUE	SHRS OR SH/	PUT/	INVESTMENT	OTHER	SOLE
SHARED NONE	OF CLASS	(x\$1000)	PRN AMT	PRN CALL	DISCRETION	MANAGERS	
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
BRISTOL MYERS SQUIBB CO COM	COM	110122108	4,826	237,613 SH	Sole	01	237,613
BRITISH AMERN TOB PLC SPONSORED ADR	SPONSORED ADR	110448107	1,735	31,101 SH	Sole	01	31,101
BURLINGTON NORTHN SANTA FE C COM	COM	12189T104	5,136	69,841 SH	Sole	01	69,841
CABOT MICROELECTRONICS CORP COM	COM	12709P103	1	29 SH	Sole	01	29
CADENCE DESIGN SYSTEM INC COM	COM	127387108	0	65 SH	Sole	01	65
CARNIVAL CORP PAIRED CTF	CTF	143658300	1	35 SH	Sole	01	35
CATERPILLAR INC DEL COM	COM	149123101	1	23 SH	Sole	01	23
CELANESE CORP DEL COM SER A	COM	150870103	3	147 SH	Sole	01	147
CEPHALON INC COM	COM	156708109	6,482	114,418 SH	Sole	01	114,418
CHATTEM INC COM	COM	162456107	7,452	109,429 SH	Sole	01	109,429
CHEVRON CORP NEW COM	COM	166764100	2	33 SH	Sole	01	33
CHINA LIFE INS CO LTD SPON ADR REP H	SPONSORED ADR	16939P106	1,939	34,979 SH	Sole	01	34,979
CHINA MOBILE LIMITED SPONSORED ADR	ADR	16941M109	2,966	59,227 SH	Sole	01	59,227
CIMAREX ENERGY CO COM	COM	171798101	1	26 SH	Sole	01	26
CISCO SYS INC COM	COM	17275R102	8,804	472,068 SH	Sole	01	472,068
CLOROX CO DEL COM	COM	189054109	7	128 SH	Sole	01	128
CMS ENERGY CORP COM	COM	125896100	4,090	338,552 SH	Sole	01	338,552
CNOOC LTD SPONSORED ADR	SPONSORED ADR	126132109	1,422	11,561 SH	Sole	01	11,561
COCA COLA CO COM	COM	191216100	8,220	171,292 SH	Sole	01	171,292
COCA COLA ENTERPRISES INC COM	COM	191219104	1	87 SH	Sole	01	87
COCA COLA FEMSA S A B DE C V SPON ADR	ADR	191241108	1,745	43,500 SH	Sole	01	43,500
COGNIZANT TECHNOLOGY SOLUTIO CL A	CL A	192446102	8,564	320,737 SH	Sole	01	320,737
COLGATE PALMOLIVE CO COM	COM	194162103	17,150	242,440 SH	Sole	01	242,440
COMCAST CORP NEW CL A	CL A	20030N101	4,515	312,257 SH	Sole	01	312,257
COMERICA INC COM	COM	200340107	159	7,505 SH	Sole	01	7,505
COMPANHIA DE BEBIDAS DAS AME SPON	ADR	20441W203	131	2,015 SH	Sole	01	2,015
COMPANHIA SIDERURGICA NACION SPON	ADR	20440W105	1,346	60,238 SH	Sole	01	60,238

<TABLE>
<CAPTION>

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

VOTING AUTHORITY

NAME OF ISSUER	TITLE	VALUE	SHRS OR SH/	PUT/	INVESTMENT	OTHER	SOLE
SHARED NONE	OF CLASS	(x\$1000)	PRN AMT	PRN CALL	DISCRETION	MANAGERS	
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
COMPANIA CERVECERIAS UNIDAS SPONS	SPONSORED ADR	204429104	1,468	41,933 SH	Sole	01	41,933
CONOCOPHILLIPS COM	COM	20825C104	2	44 SH	Sole	01	44
CONSECO INC DBCV 3.500% 9/3 ADDED	PFD	208464BH9	1	2,000 SH	Sole	01	2,000
CORE LABORATORIES N V COM	COM	N22717107	6,810	78,145 SH	Sole	01	78,145
COVIDIEN PLC SHS ADDED	COM	G2554F105	4,554	121,634 SH	Sole	01	121,634
CREDIT SUISSE GROUP SPONSORED ADR	ADR	225401108	1,446	31,613 SH	Sole	01	31,613
CSS INDS INC COM	COM	125906107	6	314 SH	Sole	01	314
CTRIIP COM INTL LTD ADR	SPONSORED ADR	22943F100	2,177	47,027 SH	Sole	01	47,027
DANAHER CORP DEL COM	COM	235851102	7	116 SH	Sole	01	116
DARDEN RESTAURANTS INC COM	COM	237194105	1	33 SH	Sole	01	33
DELTA AIR LINES INC.	COM	247361702	71	12,233 SH	Sole	01	12,233
DEVON ENERGY CORP NEW COM	COM	25179M103	2,137	39,202 SH	Sole	01	39,202
DIAMOND OFFSHORE DRILLING IN COM	COM	25271C102	10,661	128,364 SH	Sole	01	128,364
DIAMONDS TR UNIT SER 1	ETF	252787106	35	414 SH	Sole	01	414
DISCOVER FINL SVCS COM	COM	254709108	1	74 SH	Sole	01	74
DOLLAR THRIFTY AUTOMOTIVE GP COM	COM	256743105	882	63,237 SH	Sole	01	63,237
DOW CHEM CO COM	COM	260543103	5	313 SH	Sole	01	313
DR REDDYS LABS LTD ADR	ADR	256135203	2,253	132,905 SH	Sole	01	132,905
DU PONT E I DE NEMOURS & CO COM	COM	263534109	1	25 SH	Sole	01	25
DUKE ENERGY CORP NEW COM	COM	26441C105	847	58,084 SH	Sole	01	58,084
DUKE REALTY CORP COM NEW	COM	264411505	0	33 SH	Sole	01	33
E M C CORP MASS COM	COM	268648102	3,318	253,305 SH	Sole	01	253,305
EATON VANCE CORP COM NON VTG	COM	278265103	3,860	144,292 SH	Sole	01	144,292
EATON VANCE INS MUN BD FD COM	COM	27827X101	0	1 SH	Sole	01	1
EATON VANCE TAX MNG GBL DV E COM	COM	27829F108	6,181	572,852 SH	Sole	01	572,852
EATON VANCE TX MGD DIV EQ IN COM	COM	27828N102	3,550	302,157 SH	Sole	01	302,157
EATON VANCE TXMGD GL BUYWR O COM	COM	27829C105	2,623	219,135 SH	Sole	01	219,135

<TABLE>
<CAPTION>

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

VOTING AUTHORITY

NAME OF ISSUER SHARED NONE	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN CALL	PUT/ DISCRETION	INVESTMENT MANAGERS	OTHER	SOLE
EDISON INTL COM 25	COM	281020107	1	25	SH		Sole	01	
ELECTRO RENT CORP COM 804	COM	285218103	8	804	SH		Sole	01	
EMERSON ELEC CO COM 268,111	COM	291011104	8,687	268,111	SH		Sole	01	
ENTERGY CORP NEW COM 42,638	COM	29364G103	3,305	42,638	SH		Sole	01	
ERICSSON L M TEL CO ADR B SEK 10	ADR	294821608	3,056	312,519	SH		Sole	01	312,519
EVERGREEN GBL DIVID OPP FUND COM 56,280	COM	30024H101	511	56,280	SH		Sole	01	
EXELON CORP COM 78,221	COM	30161N101	4,006	78,221	SH		Sole	01	
EXXON MOBIL CORP COM 148,358	COM	30231G102	10,372	148,358	SH		Sole	01	
FACTSET RESH SYS INC COM 226,611	COM	303075105	11,301	226,611	SH		Sole	01	
FAIRPOINT COMMUNICATIONS 15	COM	305560104	0	15	SH		Sole	01	
FAMILY DLR STORES INC COM 340	COM	307000109	10	340	SH		Sole	01	
FASTENAL CO COM 233,017	COM	311900104	7,729	233,017	SH		Sole	01	
FIFTH STREET FINANCE CORP 1,473,379	COM	31678A103	14,793	1,473,379	SH		Sole	01	
FIRST SOLAR INC COM 200	COM	336433107	32	200	SH		Sole	01	
FIRSTENERGY CORP COM 16,236	COM	337932107	629	16,236	SH		Sole	01	
FOREST LABS INC COM 83	COM	345838106	2	83	SH		Sole	01	
FPL GROUP INC COM 7,950	COM	302571104	452	7,950	SH		Sole	01	
FRANCE TELECOM SPONSORED ADR 66,658	ADR	35177Q105	1,520	66,658	SH		Sole	01	
FRESENIUS KABI PHARMACEUTHLD RIGHT 2	RIGHT	35802M115	0	2	SH		Sole	01	
FRESENIUS MED CARE AG&CO KGA	SPONSORED ADR	358029106	1,119	24,876	SH		Sole	01	24,876
GAMESTOP CORP NEW CL A 294,999	CL A	36467W109	6,493	294,999	SH		Sole	01	
GENERAL DYNAMICS CORP COM 213,047	COM	369550108	11,801	213,047	SH		Sole	01	
GENERAL ELECTRIC CO COM 129	COM	369604103	2	129	SH		Sole	01	
GILEAD SCIENCES INC COM 100	COM	375558103	5	100	SH		Sole	01	
GROUPE CGI INC CL A SUB VTG	CL A SUB VTG	39945C109	2,910	328,127	SH		Sole	01	328,127
GRUPO TELEVISIA SA DE CV SP ADR REP	SPONSORED ADR	40049J206	1,230	72,364	SH		Sole	01	72,364
HALLIBURTON CO COM 264,529	COM	406216101	5,476	264,529	SH		Sole	01	

<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/ PRN CALL	PUT/ DISCRETION	INVESTMENT MANAGERS	OTHER	SOLE
HANSEN NAT CORP COM	COM	411310105	4,357	141,189	SH		Sole	01	141,189
HARSCO CORP COM	COM	415864107	1	47	SH		Sole	01	47
HARTFORD FINL SVCS GROUP INC COM	COM	416515104	0	33	SH		Sole	01	33
HDFC BANK LTD ADR REPS 3 SHS	ADR	40415F101	3,627	35,169	SH		Sole	01	35,169
HEWLETT PACKARD CO COM	COM	428236103	8,543	221,034	SH		Sole	01	221,034
HEXCEL CORP NEW COM	COM	428291108	2,766	290,252	SH		Sole	01	290,252
HOLOGIC INC COM	COM	436440101	1	44	SH		Sole	01	44

HOLOGIC INC.	COM	436440101	137	9,632	SH	Sole		9,632
HUDSON CITY BANCORP COM	COM	443683107	5,079	382,158	SH	Sole	01	382,158
ICT GROUP INC COM	COM	44929Y101	0	46	SH	Sole	01	46
IHS INC CL A	CL A	451734107	15,408	308,964	SH	Sole	01	308,964
ILLINOIS TOOL WKS INC COM	COM	452308109	6,941	185,885	SH	Sole	01	185,885
IMMUCOR INC COM	COM	452526106	2,229	162,022	SH	Sole	01	162,022
ING GLOBAL EQTY DIV & PREM O COM	COM	45684E107	55	4,700	SH	Sole	01	4,700
ING GROEP N V SPONSORED ADR	ADR	456837103	12	1,200	SH	Sole	01	1,200
INGERSOLL-RAND COMPANY LTD CL A	CL A	G4776G101	4,230	202,415	SH	Sole	01	202,415
INTEL CORP COM	COM	458140100	1	75	SH	Sole	01	75
INTERNATIONAL BUSINESS MACHS COM	COM	459200101	17,558	168,150	SH	Sole	01	168,150
INTUIT COM	COM	461202103	5,768	204,606	SH	Sole	01	204,606
ISHARES INC MSCI PAC J IDX	ETF	464286665	714	22,559	SH	Sole	01	22,559
ISHARES S&P GSCI COMMODITY I UNIT BEN	ETF	46428R107	44	1,470	SH	Sole	01	1,470
ISHARES TR AGENCY BD FD	ETF	464288166	724	6,737	SH	Sole	01	6,737
ISHARES TR BARCLYS 10-20YR	ETF	464288653	18	163	SH	Sole	01	163
ISHARES TR BARCLYS 1-3 YR	ETF	464287457	2,713	32,415	SH	Sole	01	32,415
ISHARES TR BARCLYS 1-3YR CR	ETF	464288646	506	4,911	SH	Sole	01	4,911
ISHARES TR BARCLYS 20+ YR	ETF	464287432	928	9,812	SH	Sole	01	9,812
ISHARES TR BARCLYS 3-7 YR	ETF	464288661	643	5,802	SH	Sole	01	5,802

<TABLE>
<CAPTION>

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COLUMN 7	VOTING	
COLUMN 8								
AUTHORITY	TITLE	VALUE	SHRS OR	SH/ PUT/	INVESTMENT	OTHER	-----	
NAME OF ISSUER	OF CLASS	CUSIP	(x\$1000)	PRN AMT	PRN CALL DISCRETION	MANAGERS	SOLE	
SHARED NONE								
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	
<C>								
ISHARES TR BARCLYS 7-10 YR	ETF	464287440	7,242	79,871	SH	Sole	01	79,871
ISHARES TR BARCLYS CR BD	ETF	464288620	2,063	21,072	SH	Sole	01	21,072
ISHARES TR BARCLYS MBS BD	ETF	464288588	10,721	101,836	SH	Sole	01	101,836
ISHARES TR BARCLYS SH TREA	ETF	464288679	294,575	2,672,370	SH	Sole	01	2,672,370
ISHARES TR BARCLYS TIPS BD	ETF	464287176	6,448	63,441	SH	Sole	01	63,441
ISHARES TR BARCLYS US AGG B	ETF	464287226	4,280	41,901	SH	Sole	01	41,901
ISHARES TR DJ MED DEVICES	ETF	464288810	1	29	SH	Sole	01	29
ISHARES TR DJ US INDEX FD	ETF	464287846	28	625	SH	Sole	01	625
ISHARES TR DJ US REAL EST	ETF	464287739	4	109	SH	Sole	01	109
ISHARES TR DJ US TECH SEC	ETF	464287721	953	21,425	SH	Sole	01	21,425
ISHARES TR DJ US TELECOMM	ETF	464287713	187	10,522	SH	Sole	01	10,522
ISHARES TR IBOXX INV CPBD	ETF	464287242	176,037	1,755,450	SH	Sole	01	1,755,450
ISHARES TR MSCI EAFE IDX	ETF	464287465	17,817	388,934	SH	Sole	01	388,934
ISHARES TR MSCI EMERG MKT	ETF	464287234	31,777	985,936	SH	Sole	01	985,936
ISHARES TR MSCI GRW IDX	ETF	464288885	590	12,764	SH	Sole	01	12,764
ISHARES TR MSCI VAL IDX	ETF	464288877	635	15,052	SH	Sole	01	15,052
ISHARES TR NYSE COMP INDX	ETF	464287143	2	31	SH	Sole	01	31
ISHARES TR RUSL 2000 VALU	ETF	464287630	7	155	SH	Sole	01	155
ISHARES TR RUSL 3000 VALU	ETF	464287663	20	325	SH	Sole	01	325
ISHARES TR RUSSELL 1000	ETF	464287622	7,172	141,577	SH	Sole	01	141,577
ISHARES TR RUSSELL 2000	ETF	464287655	1,285	25,147	SH	Sole	01	25,147
ISHARES TR RUSSELL MCP GR	ETF	464287481	18,482	507,044	SH	Sole	01	507,044
ISHARES TR RUSSELL MCP VL	ETF	464287473	4	131	SH	Sole	01	131
ISHARES TR RUSSELL1000GRW	ETF	464287614	2	58	SH	Sole	01	58
ISHARES TR RUSSELL1000VAL	ETF	464287598	389	8,181	SH	Sole	01	8,181
ISHARES TR S&P 500 INDEX	ETF	464287200	84,752	917,727	SH	Sole	01	917,727
ISHARES TR S&P GBL ENER	ETF	464287341	15,527	505,780	SH	Sole	01	505,780

<TABLE>
<CAPTION>

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COLUMN 7	VOTING	
COLUMN 8								
AUTHORITY	TITLE	VALUE	SHRS OR	SH/ PUT/	INVESTMENT	OTHER	-----	
NAME OF ISSUER	OF CLASS	CUSIP	(x\$1000)	PRN AMT	PRN CALL DISCRETION	MANAGERS	SOLE	
SHARED NONE								
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	
<C>								
ISHARES TR S&P GL UTILITI	ETF	464288711	18,248	430,881	SH	Sole	01	430,881
ISHARES TR S&P LTN AM 40	ETF	464287390	12	358	SH	Sole	01	358
ISHARES TR S&P MIDCP VALU	ETF	464287705	11	210	SH	Sole	01	210
ISHARES TR S&P NATL MUN B	ETF	464288414	1,682	16,874	SH	Sole	01	16,874

NRG ENERGY INC COM NEW 57,491	COM	629377508	1,492	57,491 SH	Sole	01
NSTAR COM 69	COM	67019E107	2	69 SH	Sole	01
NTELOS HLDGS CORP COM 189	COM	67020Q107	3	189 SH	Sole	01

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COLUMN 7	COLUMN 8
VOTING AUTHORITY							
NAME OF ISSUER	TITLE	VALUE	SHRS OR SH/	PUT/	INVESTMENT	OTHER	-----
SHARED NONE	OF CLASS	CUSIP	(x\$1000)	PRN AMT	PRN CALL	DISCRETION MANAGERS	SOLE
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
NTT DOCOMO INC SPONS ADR	ADR	62942M201	1,438	98,800 SH		Sole	01 98,800
NUVEEN EQTY PRM OPPORTUNITYF COM	COM	6706EM102	2,082	188,938 SH		Sole	01 188,938
NUVEEN INSD DIVID ADVANTAGE COM	COM	67071L106	1	82 SH		Sole	01 82
NV ENERGY INC COM	COM	67073Y106	168	15,608 SH		Sole	01 15,608
NYSE EURONEXT COM	COM	629491101	0	16 SH		Sole	01 16
O REILLY AUTOMOTIVE INC COM	COM	686091109	11,675	306,589 SH		Sole	01 306,589
OCEANEERING INTL INC COM	COM	675232102	6,113	135,239 SH		Sole	01 135,239
OLD NATL BANCORP IND COM	COM	680033107	0	33 SH		Sole	01 33
OLD REP INTL CORP COM	COM	680223104	167	16,919 SH		Sole	01 16,919
OMNICARE INC COM	COM	681904108	0	12 SH		Sole	01 12
ORACLE CORP COM	COM	68389X105	11,348	529,770 SH		Sole	01 529,770
P T TELEKOMUNIKASI INDONESIA SPONSO	ADR	715684106	1,560	52,032 SH		Sole	01 52,032
PACCAR INC COM	COM	693718108	7,179	221,369 SH		Sole	01 221,369
PALL CORP COM	COM	696429307	5,106	192,229 SH		Sole	01 192,229
PEPCO HOLDINGS INC COM	COM	713291102	1	46 SH		Sole	01 46
PEPSICO INC COM	COM	713448108	12,954	235,698 SH		Sole	01 235,698
PETROLEO BRASILEIRO SA PETRO	SPONSORED ADR	71654V408	230	5,606 SH		Sole	01 5,606
PFIZER INC COM	COM	717081103	10	649 SH		Sole	01 649
PG&E CORP COM	COM	69331C108	4,034	104,944 SH		Sole	01 104,944
PHILIP MORRIS INTL INC COM	COM	718172109	10,073	230,922 SH		Sole	01 230,922
PHILIPPINE LONG DISTANCE TEL SPONSO	ADR	718252604	1,203	24,202 SH		Sole	01 24,202
PHILLIPS VAN HEUSEN CORP COM	COM	718592108	1	42 SH		Sole	01 42
PITNEY BOWES INC COM	COM	724479100	1	39 SH		Sole	01 39
PNC FINL SVCS GROUP INC COM	COM	693475105	86	2,224 SH		Sole	01 2,224
POSCO SPONSORED ADR	ADR	693483109	245	2,962 SH		Sole	01 2,962
POTASH CORP SASK INC COM	COM	73755L107	28	300 SH		Sole	01 300
POWERSHARES DB G10 CURCY HAR COM	ETF	73935Y102	12	539 SH		Sole	01 539

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COLUMN 7	COLUMN 8
VOTING AUTHORITY							
NAME OF ISSUER	TITLE	VALUE	SHRS OR SH/	PUT/	INVESTMENT	OTHER	-----
SHARED NONE	OF CLASS	CUSIP	(x\$1000)	PRN AMT	PRN CALL	DISCRETION MANAGERS	SOLE
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
POWERSHARES GLOBAL ETF TRUST INSUR	ETF	73936T474	2,422	108,192 SH		Sole	01 108,192
POWERSHS DB MULTI SECT COMM DB AGR	ETF	73936B408	14	545 SH		Sole	01 545
PPL CORP COM	COM	69351T106	3,460	104,970 SH		Sole	01 104,970
PRAXAIR INC COM	COM	74005P104	8,678	122,098 SH		Sole	01 122,098
PROCTER & GAMBLE CO COM	COM	742718109	23,426	458,441 SH		Sole	01 458,441
PRUDENTIAL FINL INC COM	COM	744320102	1	27 SH		Sole	01 27
PUBLIC SVC ENTERPRISE GROUP COM	COM	744573106	870	26,675 SH		Sole	01 26,675
QUEST DIAGNOSTICS INC COM	COM	74834L100	3,721	65,946 SH		Sole	01 65,946
QWEST COMMUNICATIONS INTL IN COM	COM	749121109	3	717 SH		Sole	01 717
REINSURANCE GROUP AMER INC COM NEW	COM	759351604	0	8 SH		Sole	01 8
RESEARCH IN MOTION LTD COM	COM	760975102	2,147	30,195 SH		Sole	01 30,195
RESMED INC COM	COM	761152107	4,186	102,782 SH		Sole	01 102,782
RITE AID CORP COM	COM	767754104	6	4,300 SH		Sole	01 4,300
ROCKWELL AUTOMATION INC COM	COM	773903109	7	216 SH		Sole	01 216
ROPER INDS INC NEW COM	COM	776696106	6,992	154,317 SH		Sole	01 154,317
ROYAL CARIBBEAN CRUISES LTD COM	COM	V7780T103	133	9,800 SH		Sole	01 9,800
SAFEWAY INC COM NEW	COM	786514208	1	57 SH		Sole	01 57

SARA LEE CORP COM	COM	803111103	2,848	291,806	SH	Sole	01	291,806
SCHERING PLOUGH CORP COM	COM	806605101	3	120	SH	Sole	01	120
SCHLUMBERGER LTD COM	COM	806857108	5	100	SH	Sole	01	100
SCHNITZER STL INDS CL A	CL A	806882106	1	16	SH	Sole	01	16
SEI INVESTMENTS CO COM	COM	784117103	29	1,600	SH	Sole	01	1,600
SELECT SECTOR SPDR TR SBI CONS DISCR	ETF	81369Y407	455	19,712	SH	Sole	01	19,712
SELECT SECTOR SPDR TR SBI CONS STPLS	ETF	81369Y308	537	23,375	SH	Sole	01	23,375
SELECT SECTOR SPDR TR SBI HEALTHCA	ETF	81369Y209	708	26,913	SH	Sole	01	26,913
SELECT SECTOR SPDR TR SBI INT-ENERGY	ETF	81369Y506	16,003	333,047	SH	Sole	01	333,047
SELECT SECTOR SPDR TR SBI INT-FINL	ETF	81369Y605	482	40,352	SH	Sole	01	40,352

<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
SHARED NONE							SOLE
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
<C>	<C>						
SELECT SECTOR SPDR TR SBI INT-INDS	ETF	81369Y704	406	18,507	SH	Sole	01
SELECT SECTOR SPDR TR SBI INT-UTILS	ETF	81369Y886	176	6,316	SH	Sole	01
SELECT SECTOR SPDR TR SBI MATERIALS	ETF	81369Y100	32	1,230	SH	Sole	01
SEMPRA ENERGY COM	COM	816851109	5	106	SH	Sole	01
SINGAPORE FD INC COM	COM	82929L109	0	25	SH	Sole	01
SKECHERS U S A INC CL A	CL A	830566105	0	25	SH	Sole	01
SMITHFIELD FOODS INC COM	COM	832248108	348	24,927	SH	Sole	01
SNAP ON INC COM	COM	833034101	2	55	SH	Sole	01
SOUTHERN CO COM	COM	842587107	885	28,399	SH	Sole	01
SPDR GOLD TRUST GOLD SHS	ETF	78463V107	192	2,105	SH	Sole	01
SPDR INDEX SHS FDS DJ INTL RL ETF	ETF	78463X863	802	27,916	SH	Sole	01
SPDR INDEX SHS FDS EMERG MKTS ETF	ETF	78463X509	840	16,792	SH	Sole	01
SPDR INDEX SHS FDS S&P INTL SMLCP	ETF	78463X871	750	35,375	SH	Sole	01
SPDR INDEX SHS FDS S&P WRLD EX US	ETF	78463X889	1,017	51,445	SH	Sole	01
SPDR SERIES TRUST BRCL CAP TIPS	ETF	78464A656	236	4,751	SH	Sole	01
SPDR SERIES TRUST BRCLYS AGG ETF	ETF	78464A649	1,448	26,443	SH	Sole	01
SPDR SERIES TRUST BRCLYS INTL ETF	ETF	78464A516	400	7,327	SH	Sole	01
SPDR SERIES TRUST BRCLYS MUNI ETF	ETF	78464A458	2,605	118,283	SH	Sole	01
SPDR SERIES TRUST BRCLYS SHRT ETF	ETF	78464A425	437	18,425	SH	Sole	01
SPDR SERIES TRUST BRCLYS YLD ETF	ETF	78464A417	977	27,752	SH	Sole	01
SPDR SERIES TRUST DB INT GVT ETF	ETF	78464A490	141	2,690	SH	Sole	01
SPDR SERIES TRUST DJ LRG VALUE ETF	ETF	78464A508	59	1,215	SH	Sole	01
SPDR SERIES TRUST DJ REIT ETF	ETF	78464A607	2,430	71,588	SH	Sole	01
SPDR SERIES TRUST DJ SML CAP ETF	ETF	78464A813	349	8,442	SH	Sole	01
SPDR SERIES TRUST DJ TTL MKT ETF	ETF	78464A805	55	812	SH	Sole	01
SPDR TR UNIT SER 1	ETF	78462F103	6,260	68,078	SH	Sole	01
ST MARY LD & EXPL CO COM	COM	792228108	1	31	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
SHARED NONE							SOLE
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
<C>	<C>						
STANLEY WKS COM	COM	854616109	1	25	SH	Sole	01
STATE STR CORP COM	COM	857477103	9	188	SH	Sole	01
STERICYCLE INC COM	COM	858912108	5,591	108,503	SH	Sole	01
STEWART INFORMATION SVCS COR COM	COM	860372101	184	12,916	SH	Sole	01
STRYKER CORP COM	COM	863667101	11,283	283,925	SH	Sole	01
SUNCOR ENERGY INC COM	COM	867229106	6	200	SH	Sole	01
SUPERVALU INC COM	COM	868536103	1	49	SH	Sole	01
SYBASE INC COM	COM	871130100	8,804	280,924	SH	Sole	01
SYMANTEC CORP COM	COM	871503108	4,225	271,158	SH	Sole	01
SYMMETRICOM INC COM	COM	871543104	1	131	SH	Sole	01
SYNGENTA AG SPONSORED ADR	ADR	87160A100	1,873	40,256	SH	Sole	01
SYSCO CORP COM	COM	871829107	8	350	SH	Sole	01
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	1,872	198,970	SH	Sole	01
TARGET CORP COM	COM	87612E106	13,301	337,000	SH	Sole	01

TENARIS S A SPONSORED ADR	ADR	88031M109	57	2,091 SH	Sole	01	2,091
TERADYNE INC COM	COM	880770102	0	66 SH	Sole	01	66
TERRA INDS INC COM	COM	880915103	1	26 SH	Sole	01	26
TEVA PHARMACEUTICAL INDS LTD ADR	ADR	881624209	213	4,326 SH	Sole	01	4,326
THQ INC COM NEW	COM	872443403	0	65 SH	Sole	01	65
TIDEWATER INC COM	COM	886423102	1	29 SH	Sole	01	29
TIME WARNER CABLE INC COM	COM	88732J207	0	6 SH	Sole	01	6
TIME WARNER INC COM NEW ADDED	COM	887317303	1	24 SH	Sole	01	24
TOTAL S A SPONSORED ADR	SPONSORED ADR	89151E109	4,571	84,292 SH	Sole	01	84,292
TOYOTA MOTOR CORP SP ADR REP2COM	SPONSORED ADR	892331307	2,924	38,710 SH	Sole	01	38,710
TRACTOR SUPPLY CO COM	COM	892356106	2,044	49,457 SH	Sole	01	49,457
TRANSOCEAN LTD REG SHS	COM	H8817H100	3,388	45,600 SH	Sole	01	45,600
TRAVELERS COMPANIES INC COM	COM	89417E109	1	23 SH	Sole	01	23

<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>	<C>
TUPPERWARE BRANDS CORP COM	COM	899896104	1	43 SH		Sole	01	43
TYSON FOODS INC CL A	CL A	902494103	1	98 SH		Sole	01	98
UAL CORP.	COM	902549807	8	2,409 SH		Sole		2,409
UNISOURCE ENERGY CORP COM	COM	909205106	619	23,323 SH		Sole	01	23,323
UNITED BANKSHARES INC WEST V COM	COM	909907107	0	24 SH		Sole	01	24
UNITED TECHNOLOGIES CORP COM	COM	913017109	9,617	185,092 SH		Sole	01	185,092
UNITEDHEALTH GROUP INC COM	COM	91324P102	3	104 SH		Sole	01	104
UNIVERSAL CORP VA COM	COM	913456109	243	7,330 SH		Sole	01	7,330
UNUM GROUP COM	COM	91529Y106	3	213 SH		Sole	01	213
US BANCORP DEL COM NEW	COM	902973304	1	33 SH		Sole	01	33
V F CORP COM	COM	918204108	1	16 SH		Sole	01	16
VALE S A ADR ADDED	ADR	91912E105	1,741	98,746 SH		Sole	01	98,746
VANGUARD INDEX FDS GROWTH ETF	ETF	922908736	5,880	135,603 SH		Sole	01	135,603
VANGUARD INDEX FDS LARGE CAP ETF	ETF	922908637	0	9 SH		Sole	01	9
VANGUARD INDEX FDS SM CP VAL ETF	ETF	922908611	1,199	27,809 SH		Sole	01	27,809
VANGUARD INDEX FDS SML CP GRW ETF	ETF	922908595	2,311	48,147 SH		Sole	01	48,147
VANGUARD INDEX FDS VALUE ETF	ETF	922908744	8,159	206,293 SH		Sole	01	206,293
VANGUARD INTL EQUITY INDEX F EMR MKT	ETF	922042858	3,200	100,566 SH		Sole	01	100,566
VANGUARD INTL EQUITY INDEX F EUROPEAN	ETF	922042874	4,589	113,935 SH		Sole	01	113,935
VANGUARD INTL EQUITY INDEX F PACIFIC	ETF	922042866	2,973	64,300 SH		Sole	01	64,300
VANGUARD TAX-MANAGED FD EUROPE	ETF	921943858	2,471	86,536 SH		Sole	01	86,536
VANGUARD WORLD FDS ENERGY ETF	ETF	92204A306	15,531	221,971 SH		Sole	01	221,971
VANGUARD WORLD FDS HEALTH CAR ETF	ETF	92204A504	10	210 SH		Sole	01	210
VANGUARD WORLD FDS INDUSTRIAL ETF	ETF	92204A603	8	190 SH		Sole	01	190
VERIZON COMMUNICATIONS INC.	COM	92343V104	26	832 SH		Sole		832
VIACOM INC NEW CL B	CL B	92553P201	1	45 SH		Sole	01	45
VISHAY INTERTECHNOLOGY INC COM	COM	928298108	0	49 SH		Sole	01	49

<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>	<C>
VODAFONE GROUP PLC NEW SPONS ADR	ADR	92857W209	5,451	279,661 SH		Sole	01	279,661
VULCAN MATLS CO COM	COM	929160109	4,546	105,476 SH		Sole	01	105,476
WAL MART STORES INC COM	COM	931142103	7,692	158,804 SH		Sole	01	158,804
WALGREEN CO COM	COM	931422109	15,858	539,398 SH		Sole	01	539,398
WALTER ENERGY INC COM	COM	93317Q105	1	35 SH		Sole	01	35
WALTER INVT MGMT CORP COM ADDED	COM	93317W102	0	13 SH		Sole	01	13
WASHINGTON FED INC COM	COM	938824109	2	132 SH		Sole	01	132
WATERS CORP COM	COM	941848103	10,950	212,737 SH		Sole	01	212,737
WELLS FARGO & CO NEW COM	COM	949746101	2	94 SH		Sole	01	94
WESTERN UN CO COM	COM	959802109	2,953	180,089 SH		Sole	01	180,089
WILLIAMS COS INC DEL COM	COM	969457100	2,205	141,241 SH		Sole	01	141,241
WINDSTREAM CORP COM	COM	97381W104	1	100 SH		Sole	01	100

WISDOMTREE TRUST SMALLCAP DIVID	COM	97717W604	7	220	SH	Sole	01	220
WYETH COM	COM	983024100	2,276	50,148	SH	Sole	01	50,148
WYNDHAM WORLDWIDE CORP COM	COM	98310W108	1	90	SH	Sole	01	90
XL CAP LTD CL A	CL A	G98255105	398	34,706	SH	Sole	01	34,706
XTO ENERGY INC COM	COM	98385X106	1	33	SH	Sole	01	33
YAHOO INC COM	COM	984332106	5,754	367,408	SH	Sole	01	367,408
YUM BRANDS INC COM	COM	988498101	5,199	155,951	SH	Sole	01	155,951

</TABLE>