

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

Form 13F

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: September 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: 344 lines

Form 13F Information Table Value Total: 1,813,548  
(thousands)

List of Other Included Managers:

Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional investment managers with respect to which this report is filed, other than the manager filing this report.

No.	Form 13F File Number	Name
01	28-11546	Genworth Financial Wealth Management, Inc.

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

VOTING AUTHORITY

NAME OF ISSUER	OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN CALL	PUT/ DISCRETION	INVESTMENT MANAGERS	OTHER	SOLE
SHARED NONE									
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3M CO COM	COM	88579Y101	24,833	336,494	SH		Sole	01	336,494
ABB LTD SPONSORED ADR	SPONSORED ADR	000375204	2,936	146,501	SH		Sole	01	146,501
ACE LTD SHS	COM	H0023R105	2	32	SH		Sole	01	32
ADAPTEC INC COM	COM	00651F108	494	147,962	SH		Sole	01	147,962
ADVANCE AUTO PARTS INC COM	COM	00751Y106	4	114	SH		Sole	01	114
AEROVIRONMENT INC COM	COM	008073108	1	29	SH		Sole	01	29
AES CORP COM	COM	00130H105	11,706	789,902	SH		Sole	01	789,902
AGRIUM INC COM	COM	008916108	3,149	63,254	SH		Sole	01	63,254
AIRGAS INC COM	COM	009363102	5,275	109,050	SH		Sole	01	109,050
ALBEMARLE CORP COM	COM	012653101	3,194	92,314	SH		Sole	01	92,314
ALEXANDER & BALDWIN INC COM	COM	014482103	344	10,718	SH		Sole	01	10,718
ALLEGHENY ENERGY INC COM	COM	017361106	2,230	84,103	SH		Sole	01	84,103
ALLIANCE DATA SYSTEMS CORP COM	COM	018581108	2	29	SH		Sole	01	29
ALTERA CORP COM	COM	021441100	2,909	141,813	SH		Sole	01	141,813
AMERICA MOVIL SAB DE CV SPON ADR	ADR	02364W105	1,315	29,994	SH		Sole	01	29,994
AMERICAN ELEC PWR INC COM	COM	025537101	4,711	152,001	SH		Sole	01	152,001
AMERICAN EXPRESS CO COM	COM	025816109	0	2	SH		Sole	01	2
ANADARKO PETE CORP COM	COM	032511107	2,163	34,474	SH		Sole	01	34,474
ANSYS INC COM	COM	03662Q105	11,280	301,448	SH		Sole	01	301,448
AQUA AMERICA INC COM	COM	03836W103	2	106	SH		Sole	01	106
ARKANSAS BEST CORP DEL COM	COM	040790107	244	8,148	SH		Sole	01	8,148
ASSOCIATED BANC CORP COM	COM	045487105	159	13,934	SH		Sole	01	13,934
ASSURED GUARANTY LTD COM	COM	G0585R106	499	25,686	SH		Sole	01	25,686
AUTOLIV INC COM	COM	052800109	617	18,371	SH		Sole	01	18,371

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

NAME OF ISSUER	OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN CALL	PUT/ DISCRETION	INVESTMENT MANAGERS	OTHER	SOLE
SHARED NONE									
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AUTOMATIC DATA PROCESSING IN	COM	053015103	8,368	212,917	SH		Sole	01	212,917
AXA SPONSORED ADR	SPONSORED ADR	054536107	8,742	323,182	SH		Sole	01	323,182
BAIDU INC SPON ADR REP A	ADR	056752108	3,153	8,064	SH		Sole	01	8,064
BANCO BRADESCO S A SP ADR PFD	SPONSORED ADR	059460303	1,838	92,422	SH		Sole	01	92,422
BANK OF AMERICA CORPORATION	COM	060505104	2,633	155,597	SH		Sole	01	155,597
BARD C R INC COM	COM	067383109	3,781	48,101	SH		Sole	01	48,101
BAXTER INTL INC COM	COM	071813109	13,435	235,653	SH		Sole	01	235,653
BECTON DICKINSON & CO COM	COM	075887109	6,683	95,808	SH		Sole	01	95,808
BHP BILLITON LTD SPONSORED ADR	ADR	088606108	2,528	38,293	SH		Sole	01	38,293
BJS WHOLESALE CLUB INC COM	COM	05548J106	3	73	SH		Sole	01	73
BLACKROCK ENH CAP & INC FD I COM	COM	09256A109	2,612	178,061	SH		Sole	01	178,061
BLACKROCK INTL GRWTH & INC T COM	COM	092524107	6,596	555,182	SH		Sole	01	555,182
BOEING CO COM	COM	097023105	5,179	95,635	SH		Sole	01	95,635
BOWNE & CO INC COM	COM	103043105	337	43,809	SH		Sole	01	43,809
BP PLC SPONSORED ADR	ADR	055622104	1,936	36,372	SH		Sole	01	36,372
BRISTOL MYERS SQUIBB CO COM	COM	110122108	5,001	222,068	SH		Sole	01	222,068
BRITISH AMERN TOB SPONSORED	SPONSORED ADR	110448107	1,822	28,814	SH		Sole	01	28,814
BURLINGTON NORTHN SANTA FE C	COM	12189T104	5,220	65,391	SH		Sole	01	65,391
C H ROBINSON WORLDWIDE INC COM	COM	12541W209	2	27	SH		Sole	01	27
CAPELLA EDUCATION COMPANY COM	COM	139594105	1	20	SH		Sole	01	20
CAVIUM NETWORKS INC COM	COM	14965A101	1	66	SH		Sole	01	66
CELANESE CORP DEL COM SER A	COM	150870103	4	147	SH		Sole	01	147
CEPHALON INC COM	COM	156708109	6,296	108,097	SH		Sole	01	108,097
CF INDS HLDGS INC COM	COM	125269100	1	13	SH		Sole	01	13
CHATTEM INC COM	COM	162456107	6,855	103,221	SH		Sole	01	103,221
CHEVRON CORP NEW COM	COM	166764100	3,712	52,698	SH		Sole	01	52,698
CHINA LIFE INS CO LTD SPON ADR REP	SPONSORED ADR	16939P106	1,924	29,276	SH		Sole	01	29,276
CHINA MOBILE LIMITED SPONSORED	ADR	16941M109	2,489	50,685	SH		Sole	01	50,685

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CHIPOTLE MEXICAN GRILL INC CL B 13	CL B	169656204	1	13	SH	Sole	01	
CHUBB CORP COM 58,907	COM	171232101	2,970	58,907	SH	Sole	01	
CIMAREX ENERGY CO COM 26	COM	171798101	1	26	SH	Sole	01	
CISCO SYS INC COM 272,912	COM	17275R102	6,424	272,912	SH	Sole	01	
CITIZENS BANKING CORPORATION 1,355,895	COM	174420109	1,071	1,355,895	SH	Sole		
CLEAN HARBORS INC COM 35	COM	184496107	2	35	SH	Sole	01	
CLEARWIRE CORP NEW CL A 189	CL A	18538Q105	2	189	SH	Sole	01	
CMS ENERGY CORP COM 315,505	COM	125896100	4,228	315,505	SH	Sole	01	
CNOOC LTD SPONSORED ADR 9,442	SPONSORED ADR	126132109	1,279	9,442	SH	Sole	01	
COCA COLA CO COM 160,825	COM	191216100	8,636	160,825	SH	Sole	01	
COCA COLA FEMSA S A B DE C V SPON 37,812	ADR	191241108	1,819	37,812	SH	Sole	01	
COGNIZANT TECHNOLOGY SOLUTIO CL COLGATE PALMOLIVE CO COM 227,296	CL A COM	192446102 194162103	11,744 17,338	303,765 227,296	SH SH	Sole Sole	01 01	303,765
COMCAST CORP NEW CL A 293,280	CL A	20030N101	4,951	293,280	SH	Sole	01	
COMERICA INC COM 6,894	COM	200340107	205	6,894	SH	Sole	01	
COMPANHIA SIDERURGICA NACION 57,659	ADR	20440W105	1,764	57,659	SH	Sole	01	
COMPANIA CERVECERIAS UNIDAS 35,053	SPONSORED ADR	204429104	1,201	35,053	SH	Sole	01	
CONCUR TECHNOLOGIES INC COM 28	COM	206708109	1	28	SH	Sole	01	
CONSECO INC DBCV 3.500% 9/3 2,000	PFD	208464BH9	2	2,000	SH	Sole	01	
CONTANGO OIL & GAS COMPANY COM 17	COM	21075N204	1	17	SH	Sole	01	
CORE LABORATORIES N V COM 73,607	COM	N22717107	7,588	73,607	SH	Sole	01	
COVIDIEN PLC SHS 114,454	COM	G2554F105	4,951	114,454	SH	Sole	01	
CTRIIP COM INTL LTD ADR 45,039	SPONSORED ADR	22943F100	2,648	45,039	SH	Sole	01	
CUMMINS INC COM 21	COM	231021106	1	21	SH	Sole	01	
CURRENCYSHARES CDN DLR TR CDN 50	ETF	23129X105	5	50	SH	Sole	01	
CURRENCYSHARES EURO TR EURO 40	ETF	23130C108	6	40	SH	Sole	01	
DELTA AIR LINES INC. 12,233	COM	247361702	110	12,233	SH	Sole		
DELUXE CORP COM 19,821	COM	248019101	339	19,821	SH	Sole	01	

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DIAMOND OFFSHORE DRILLING IN COM DIAMONDS TR UNIT SER 1	COM ETF	25271C102 252787106	11,597 2,895	121,404 29,818	SH SH	Sole Sole	01 01	121,404 29,818
DOLLAR THRIFTY AUTOMOTIVE GP DPL INC COM	COM COM	256743105 233293109	304 478	12,381 18,316	SH SH	Sole Sole	01 01	12,381 18,316





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MEDIVATION INC COM	COM	58501N101	0	16	SH	Sole	01	16	
MERCADOLIBRE INC COM	COM	58733R102	2	61	SH	Sole	01	61	
MICROSOFT CORP COM	COM	594918104	5,959	231,701	SH	Sole	01	231,701	
MIDCAP SPDR TR UNIT SER 1	ETF	595635103	106	844	SH	Sole	01	844	
MITSUBISHI UFJ FINL GROUP IN SP	SPONSORED ADR	606822104	5,186	971,120	SH	Sole	01	971,120	
MSCI INC CL A	CL A	55354G100	1	39	SH	Sole	01	39	
MYLAN INC COM	COM	628530107	3	168	SH	Sole	01	168	
NATIONAL BK GREECE S A SPON	ADR	633643408	985	136,651	SH	Sole	01	136,651	
NATIONAL GRID PLC SPON ADR NEW	SPONSORED ADR	636274300	5,375	110,255	SH	Sole	01	110,255	
NATIONAL OILWELL VARCO INC COM	COM	637071101	2	45	SH	Sole	01	45	
NET SERVICOS DE COMUNICACAO	ADR	64109T201	1,879	163,069	SH	Sole	01	163,069	
NEW YORK CMNTY BANCORP INC COM	COM	649445103	2	193	SH	Sole	01	193	
NEWTEK BUSINESS SERVICES INC.	COM	652526104	89	146,141	SH	Sole		146,141	
NIKE INC CL B	CL B	654106103	10,887	168,268	SH	Sole	01	168,268	
NORTHEAST UTILS COM	COM	664397106	3	138	SH	Sole	01	138	
NORTHERN TR CORP COM	COM	665859104	4,285	73,671	SH	Sole	01	73,671	
NOVARTIS A G SPONSORED ADR	SPONSORED ADR	66987V109	3,350	66,495	SH	Sole	01	66,495	
NOVO-NORDISK A S ADR	ADR	670100205	1,821	28,927	SH	Sole	01	28,927	
NRG ENERGY INC COM NEW	COM	629377508	1,508	53,499	SH	Sole	01	53,499	
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	1,453	91,644	SH	Sole	01	91,644	
NUANCE COMMUNICATIONS INC COM	COM	67020Y100	1	61	SH	Sole	01	61	
NUVEEN EQTY PRM OPPORTUNITYF	COM	6706EM102	6,313	505,860	SH	Sole	01	505,860	
O REILLY AUTOMOTIVE INC COM	COM	686091109	10,435	288,727	SH	Sole	01	288,727	
OCEANEERING INTL INC COM	COM	675232102	7,251	127,773	SH	Sole	01	127,773	
OLD REP INTL CORP COM	COM	680223104	189	15,502	SH	Sole	01	15,502	
ORACLE CORP COM	COM	68389X105	10,420	500,006	SH	Sole	01	500,006	

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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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P T TELEKOMUNIKASI INDONESIA 49,788	ADR	715684106	1,777	49,788	SH	Sole	01		
PACCAR INC COM 134,605	COM	693718108	5,076	134,605	SH	Sole	01		
PALL CORP COM 179,539	COM	696429307	5,796	179,539	SH	Sole	01		
PEOPLES UNITED FINANCIAL INC COM 50	COM	712704105	1	50	SH	Sole	01		
PEPSICO INC COM 80,948	COM	713448108	4,748	80,948	SH	Sole	01		
PETROLEO BRASILEIRO SA PETRO 36	SPONSORED ADR	71654V408	2	36	SH	Sole	01		
PFIZER INC COM 219,576	COM	717081103	3,634	219,576	SH	Sole	01		
PG&E CORP COM 97,745	COM	69331C108	3,958	97,745	SH	Sole	01		
PHILIP MORRIS INTL INC COM 219,515	COM	718172109	10,699	219,515	SH	Sole	01		
PHILIPPINE LONG DISTANCE TEL 23,113	ADR	718252604	1,188	23,113	SH	Sole	01		
PNC FINL SVCS GROUP INC COM 2,036	COM	693475105	99	2,036	SH	Sole	01		
POWERSHARES DB G10 CURCY HAR 539	ETF	73935Y102	12	539	SH	Sole	01		
POWERSHARES GLOBAL ETF TRUST 110,828	ETF	73936T474	2,693	110,828	SH	Sole	01		
POWERSHARES QQQ TRUST UNIT SER PPL CORP COM	ETF	73935A104	53,718	1,271,437	SH	Sole	01	1,271,437	
104,756	COM	69351T106	3,178	104,756	SH	Sole	01		
PRAXAIR INC COM 115,607	COM	74005P104	9,444	115,607	SH	Sole	01		
PROCTER & GAMBLE CO COM 317,489	COM	742718109	18,389	317,489	SH	Sole	01		
PUBLIC SVC ENTERPRISE GROUP COM 24,600	COM	744573106	773	24,600	SH	Sole	01		

QUANTA SVCS INC COM 78	COM	74762E102	2	78 SH	Sole	01
QUEST DIAGNOSTICS INC COM 63,453	COM	74834L100	3,312	63,453 SH	Sole	01
RALCORP HLDGS INC NEW COM 40,710	COM	751028101	2,380	40,710 SH	Sole	01
RESEARCH IN MOTION LTD COM 27,979	COM	760975102	1,892	27,979 SH	Sole	01
RESMED INC COM 95,878	COM	761152107	4,334	95,878 SH	Sole	01
RESOURCES CONNECTION INC COM 76	COM	76122Q105	1	76 SH	Sole	01
ROCKWELL AUTOMATION INC COM 45	COM	773903109	2	45 SH	Sole	01
ROPER INDS INC NEW COM 146,139	COM	776696106	7,450	146,139 SH	Sole	01
ROYAL CARIBBEAN CRUISES LTD COM 8,969	COM	V7780T103	216	8,969 SH	Sole	01
SALESFORCE COM INC COM 43	COM	79466L302	2	43 SH	Sole	01

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AUTHORITY	TITLE	VALUE	SHRS OR SH/	PUT/	INVESTMENT	OTHER	VOTING
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NAME OF ISSUER	OF CLASS	CUSIP	(x\$1000)	PRN AMT	PRN CALL	DISCRETION MANAGERS	SOLE SHARED
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SARA LEE CORP COM	COM	803111103	2,983	267,729 SH		Sole	01 267,729
SELECT SECTOR SPDR TR SBI CONS	ETF	81369Y407	928	33,780 SH		Sole	01 33,780
SELECT SECTOR SPDR TR SBI CONS	ETF	81369Y308	1,319	51,791 SH		Sole	01 51,791
SELECT SECTOR SPDR TR SBI	ETF	81369Y209	1,945	67,857 SH		Sole	01 67,857
SELECT SECTOR SPDR TR SBI INT	ETF	81369Y506	18,420	341,615 SH		Sole	01 341,615
SELECT SECTOR SPDR TR SBI INT-FINL	ETF	81369Y605	1,471	98,476 SH		Sole	01 98,476
SELECT SECTOR SPDR TR SBI INT	ETF	81369Y704	23,147	878,792 SH		Sole	01 878,792
SELECT SECTOR SPDR TR SBI INT-TE	ETF	81369Y803	20,575	985,879 SH		Sole	01 985,879
SELECT SECTOR SPDR TR SBI INT-UTI	ETF	81369Y886	347	11,818 SH		Sole	01 11,818
SELECT SECTOR SPDR TR SBI MATER	ETF	81369Y100	287	9,266 SH		Sole	01 9,266
SHAW GROUP INC COM	COM	820280105	1	31 SH		Sole	01 31
SIGNATURE BK NEW YORK N Y COM	COM	82669G104	2	57 SH		Sole	01 57
SINGAPORE FD INC COM	COM	82929L109	0	23 SH		Sole	01 23
SMITH INTL INC COM	COM	832110100	2	58 SH		Sole	01 58
SMITHFIELD FOODS INC COM	COM	832248108	315	22,844 SH		Sole	01 22,844
SNAP ON INC COM	COM	833034101	1	40 SH		Sole	01 40
SOUTHERN CO COM	COM	842587107	859	27,108 SH		Sole	01 27,108
SPDR GOLD TRUST GOLD SHS	ETF	78463V107	5,811	58,786 SH		Sole	01 58,786
SPDR INDEX SHS FDS ASIA PACIF ETF	ETF	78463X301	515	7,404 SH		Sole	01 7,404
SPDR INDEX SHS FDS DJ INTL RL ETF	ETF	78463X863	1,478	41,821 SH		Sole	01 41,821
SPDR INDEX SHS FDS EMERG MKTS	ETF	78463X509	1,146	19,294 SH		Sole	01 19,294
SPDR INDEX SHS FDS S&P INTL SMLCP	ETF	78463X871	1,835	71,667 SH		Sole	01 71,667
SPDR INDEX SHS FDS S&P WRLD EX	ETF	78463X889	2,804	118,198 SH		Sole	01 118,198
SPDR SERIES TRUST BARCL CAP TIPS	ETF	78464A656	454	8,943 SH		Sole	01 8,943
SPDR SERIES TRUST BRCLYS AGG ETF	ETF	78464A649	2,744	48,829 SH		Sole	01 48,829
SPDR SERIES TRUST BRCLYS INTL ETF	ETF	78464A516	424	7,257 SH		Sole	01 7,257
SPDR SERIES TRUST BRCLYS MUNI	ETF	78464A458	4,836	208,051 SH		Sole	01 208,051
SPDR SERIES TRUST BRCLYS SHRT	ETF	78464A425	960	39,907 SH		Sole	01 39,907

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SPDR SERIES TRUST BRCLYS YLD ETF	ETF	78464A417	3,268	84,899 SH		Sole	01 84,899
SPDR SERIES TRUST DB INT GVT ETF	ETF	78464A490	266	4,729 SH		Sole	01 4,729
SPDR SERIES TRUST DJ REIT ETF	ETF	78464A607	2,826	62,054 SH		Sole	01 62,054
SPDR SERIES TRUST DJ SML CAP ETF	ETF	78464A813	503	9,993 SH		Sole	01 9,993

SPDR SERIES TRUST DJ SML GRWTH	ETF	78464A201	35	435	SH	Sole	01	435
SPDR SERIES TRUST DJ SML VALUE	ETF	78464A300	22	396	SH	Sole	01	396
SPDR SERIES TRUST S&P RETAIL ETF	ETF	78464A714	9,658	282,990	SH	Sole	01	282,990
SPDR TR UNIT SER 1	ETF	78462F103	50,671	479,885	SH	Sole	01	479,885
SPIRIT AEROSYSTEMS HLDGS INC COM	CL A	848574109	1	74	SH	Sole	01	74
ST MARY LD & EXPL CO COM	COM	792228108	1	31	SH	Sole	01	31
STERICYCLE INC COM	COM	858912108	4,900	101,146	SH	Sole	01	101,146
STEWART INFORMATION SVCS COR	COM	860372101	146	11,832	SH	Sole	01	11,832
STRAYER ED INC COM	COM	863236105	3	12	SH	Sole	01	12
STRYKER CORP COM	COM	863667101	13,155	289,562	SH	Sole	01	289,562
SYBASE INC COM	COM	871130100	10,191	261,974	SH	Sole	01	261,974
SYMANTEC CORP COM	COM	871503108	4,195	254,687	SH	Sole	01	254,687
SYNGENTA AG SPONSORED ADR	ADR	87160A100	1,715	37,313	SH	Sole	01	37,313
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	1,741	158,883	SH	Sole	01	158,883
TARGET CORP COM	COM	87612E106	14,815	317,371	SH	Sole	01	317,371
TERRA INDS INC COM	COM	880915103	1	26	SH	Sole	01	26
THERMO FISHER SCIENTIFIC INC COM	COM	883556102	2,132	48,822	SH	Sole	01	48,822
THORATEC CORP COM NEW	COM	885175307	2	50	SH	Sole	01	50
TOTAL S A SPONSORED ADR	SPONSORED ADR	89151E109	4,625	78,039	SH	Sole	01	78,039
TOWER GROUP INC COM	COM	891777104	1	50	SH	Sole	01	50
TOYOTA MOTOR CORP SP ADR RE	SPONSORED ADR	892331307	2,292	29,166	SH	Sole	01	29,166
TRACTOR SUPPLY CO COM	COM	892356106	2,306	47,618	SH	Sole	01	47,618
TRANSOCEAN LTD REG SHS	COM	H8817H100	3,609	42,190	SH	Sole	01	42,190
TUPPERWARE BRANDS CORP COM	COM	899896104	4,669	116,954	SH	Sole	01	116,954

<TABLE>  
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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
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NAME OF ISSUER	OF CLASS	CUSIP	(x\$1000)	PRN AMT	PRN CALL	DISCRETION MANAGERS	SOLE SHARED
NONE	---	---	---	---	---	---	---
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TYCO ELECTRONICS LTD SWITZER SHS	COM	H8912P106	7,679	344,641	SH	Sole	01 344,641
UAL CORP.	COM	902549807	22	2,409	SH	Sole	01 2,409
UBS AG SHS NEW	COM	H89231338	1,474	80,485	SH	Sole	01 80,485
ULTRA PETROLEUM CORP COM	COM	903914109	1	19	SH	Sole	01 19
UNISOURCE ENERGY CORP COM	COM	909205106	682	22,171	SH	Sole	01 22,171
UNITED TECHNOLOGIES CORP COM	COM	913017109	15,171	248,997	SH	Sole	01 248,997
UNIVERSAL CORP VA COM	COM	913456109	281	6,726	SH	Sole	01 6,726
UNUM GROUP COM	COM	91529Y106	5	213	SH	Sole	01 213
VALE S A ADR	ADR	91912E105	1,988	85,945	SH	Sole	01 85,945
VANGUARD INDEX FDS GROWTH ETF	ETF	922908736	10,123	205,415	SH	Sole	01 205,415
VANGUARD INDEX FDS LARGE CAP ETF	ETF	922908637	36	750	SH	Sole	01 750
VANGUARD INDEX FDS REIT ETF	ETF	922908553	16	378	SH	Sole	01 378
VANGUARD INDEX FDS SM CP VAL ETF	ETF	922908611	2,590	48,520	SH	Sole	01 48,520
VANGUARD INDEX FDS SML CP GRW	ETF	922908595	3,738	65,069	SH	Sole	01 65,069
VANGUARD INDEX FDS VALUE ETF	ETF	922908744	14,931	324,015	SH	Sole	01 324,015
VANGUARD INTL EQUITY INDEX F EMR	ETF	922042858	4,661	120,971	SH	Sole	01 120,971
VANGUARD INTL EQUITY INDEX F EUR	ETF	922042874	8,467	170,735	SH	Sole	01 170,735
VANGUARD INTL EQUITY INDEX F PACI	ETF	922042866	5,489	105,042	SH	Sole	01 105,042
VANGUARD TAX-MANAGED FD EUROPE	ETF	921943858	3,930	114,591	SH	Sole	01 114,591
VANGUARD WORLD FDS ENERGY ETF	ETF	92204A306	17,558	220,001	SH	Sole	01 220,001
VERIZON COMMUNICATIONS INC.	COM	92343V104	25	832	SH	Sole	01 832
VERTEX PHARMACEUTICALS INC COM	COM	92532F100	1	34	SH	Sole	01 34
VMWARE INC CL A COM	COM	928563402	3	64	SH	Sole	01 64
VODAFONE GROUP PLC NEW SPONS	ADR	92857W209	5,834	259,293	SH	Sole	01 259,293
VULCAN MATLS CO COM	COM	929160109	5,356	99,050	SH	Sole	01 99,050
WABTEC CORP COM	COM	929740108	1	24	SH	Sole	01 24
WAL MART STORES INC COM	COM	931142103	7,249	147,667	SH	Sole	01 147,667
WALGREEN CO COM	COM	931422109	15,738	420,008	SH	Sole	01 420,008

<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
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NONE	---	---	---	---	---	---	---
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WALTER ENERGY INC COM	COM	93317Q105	2	35	SH	Sole	01 35



WALTER INVT MGMT CORP COM	COM	93317W102	0	13	SH	Sole	01	13
WARNACO GROUP INC COM NEW	COM	934390402	4,371	99,652	SH	Sole	01	99,652
WASHINGTON FED INC COM	COM	938824109	2	132	SH	Sole	01	132
WATERS CORP COM	COM	941848103	11,038	197,609	SH	Sole	01	197,609
WESTERN UN CO COM	COM	959802109	3,368	178,038	SH	Sole	01	178,038
WILLIAMS COS INC DEL COM	COM	969457100	2,371	132,693	SH	Sole	01	132,693
WYNN RESORTS LTD COM	COM	983134107	1	20	SH	Sole	01	20
XENOPORT INC COM	COM	98411C100	0	15	SH	Sole	01	15
XL CAP LTD CL A	CL A	G98255105	555	31,793	SH	Sole	01	31,793
YAHOO INC COM	COM	984332106	6,146	345,104	SH	Sole	01	345,104
YUM BRANDS INC COM	COM	988498101	4,943	146,422	SH	Sole	01	146,422

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