

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

Form 13F

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: December 31, 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: 331 lines

Form 13F Information Table Value Total: 1,893,046  
(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>
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3M CO COM	COM	88579Y101	24,135	291,939	SH	Sole	291,939
ABB LTD SPONSORED ADR	SPONSORED ADR	000375204	2,581	135,129	SH	Sole	135,129
ACUITY BRANDS INC COM	COM	00508Y102	4,012	112,564	SH	Sole	112,564
ADAPTEC INC COM	COM	00651F108	450	134,351	SH	Sole	134,351
ADVANCE AUTO PARTS INC COM	COM	00751Y106	5	114	SH	Sole	114
AES CORP COM	COM	00130H105	9,548	717,332	SH	Sole	717,332
AFFILIATED MANAGERS GROUP COM	COM	008252108	4,791	71,142	SH	Sole	71,142
AGRIUM INC COM	COM	008916108	3,574	58,119	SH	Sole	58,119
AIRGAS INC COM	COM	009363102	4,832	101,516	SH	Sole	101,516
ALBEMARLE CORP COM	COM	012653101	3,063	84,226	SH	Sole	84,226
ALEXANDER & BALDWIN INC COM	COM	014482103	336	9,805	SH	Sole	9,805
ALLEGHENY ENERGY INC COM	COM	017361106	1,750	74,534	SH	Sole	74,534
ALTERA CORP COM	COM	021441100	2,929	129,418	SH	Sole	129,418
AMERICA MOVIL SAB DE CV SPON ADR	ADR	02364W105	1,318	28,049	SH	Sole	28,049
AMERICAN ELEC PWR INC COM	COM	025537101	4,605	132,359	SH	Sole	132,359
AMERICAN EXPRESS CO COM	COM	025816109	0	2	SH	Sole	2
ANADARKO PETE CORP COM	COM	032511107	8	122	SH	Sole	122
ANSYS INC COM	COM	03662Q105	12,117	278,804	SH	Sole	278,804
ARKANSAS BEST CORP DEL COM	COM	040790107	317	10,784	SH	Sole	10,784
ASSOCIATED BANC CORP COM	COM	045487105	235	21,352	SH	Sole	21,352
ASSURED GUARANTY LTD COM	COM	G0585R106	506	23,270	SH	Sole	23,270
AUTOLIV INC COM	COM	052800109	726	16,754	SH	Sole	16,754
AUTOMATIC DATA PROCESSING IN	COM	053015103	7,096	165,708	SH	Sole	165,708
AXA SPONSORED ADR	SPONSORED ADR	054536107	7,062	298,226	SH	Sole	298,226
BAIDU INC SPON ADR REP A	ADR	056752108	3,128	7,607	SH	Sole	7,607

<TABLE>  
<CAPTION>

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COLUMN 7	COLUMN 8
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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>
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BANCO BRADESCO S A SP ADR PFD	SPONSORED ADR	059460303	1,899	86,811	SH	Sole	86,811
BANK OF AMERICA CORPORATION	COM	060505104	2,642	175,403	SH	Sole	175,403
BARD C R INC COM	COM	067383109	3,489	44,789	SH	Sole	44,789
BAXTER INTL INC COM	COM	071813109	12,482	212,711	SH	Sole	212,711
BECTON DICKINSON & CO COM	COM	075887109	5,863	74,351	SH	Sole	74,351
BHP BILLITON LTD SPONSORED ADR	ADR	088606108	2,707	35,352	SH	Sole	35,352
BJS WHOLESALE CLUB INC COM	COM	05548J106	2	73	SH	Sole	73
BLACKROCK ENH CAP & INC FD I COM	COM	09256A109	2,604	167,216	SH	Sole	167,216
BLACKROCK INTL GRWTH & INC T COM	COM	092524107	6,022	520,899	SH	Sole	520,899
BOEING CO COM	COM	097023105	4,820	89,044	SH	Sole	89,044
BOWNE & CO INC COM	COM	103043105	211	31,556	SH	Sole	31,556
BP PLC SPONSORED ADR	ADR	055622104	1,942	33,504	SH	Sole	33,504
BRISTOL MYERS SQUIBB CO COM	COM	110122108	5,232	207,219	SH	Sole	207,219
BRITISH AMERN TOB PLC SPONSORED	SPONSORED ADR	110448107	1,717	26,550	SH	Sole	26,550
BUCYRUS INTL INC NEW COM	COM	118759109	2,618	46,437	SH	Sole	46,437
BURLINGTON NORTHN SANTA FE C	COM	12189T104	1	9	SH	Sole	9
CARDINAL HEALTH INC COM	COM	14149Y108	352	10,911	SH	Sole	10,911
CELANESE CORP DEL COM SER A	COM	150870103	5	147	SH	Sole	147
CEPHALON INC COM	COM	156708109	3,714	59,500	SH	Sole	59,500
CERNER CORP COM	COM	156782104	3,045	36,936	SH	Sole	36,936
CHATTEM INC COM	COM	162456107	5,466	58,584	SH	Sole	58,584
CHEVRON CORP NEW COM	COM	166764100	2,867	37,240	SH	Sole	37,240
CHICOS FAS INC COM	COM	168615102	2,990	212,820	SH	Sole	212,820
CHINA LIFE INS CO LTD SPON ADR REP	SPONSORED ADR	16939P106	2,014	27,464	SH	Sole	27,464
CHINA MOBILE LIMITED SPONSORED	ADR	16941M109	2,182	46,990	SH	Sole	46,990
CHUBB CORP COM	COM	171232101	3,413	69,407	SH	Sole	69,407
CHURCH & DWIGHT INC COM	COM	171340102	2,577	42,630	SH	Sole	42,630
CIMAREX ENERGY CO COM	COM	171798101	1	26	SH	Sole	26

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

NAME OF ISSUER SHARED NONE	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ CALL	INVESTMENT DISCRETION	OTHER MANAGERS	SOLE
CISCO SYS INC COM 254,212	COM	17275R102	6,086	254,212	SH	Sole	01	
CMS ENERGY CORP COM 334,984	COM	125896100	5,246	334,984	SH	Sole	01	
CNOOC LTD SPONSORED ADR 8,916	SPONSORED ADR	126132109	1,386	8,916	SH	Sole	01	
COCA COLA CO COM 142,610	COM	191216100	8,129	142,610	SH	Sole	01	
COCA COLA FEMSA S A B DE C V SPON 35,425	ADR	191241108	2,328	35,425	SH	Sole	01	
COGNIZANT TECHNOLOGY SOLUTIO CL 189,245	CL A	192446102	12,609	278,157	SH	Sole	01	278,157
COLGATE PALMOLIVE CO COM 189,245	COM	194162103	15,546	189,245	SH	Sole	01	
COMCAST CORP NEW CL A 272,934	CL A	20030N101	4,602	272,934	SH	Sole	01	
COMERICA INC COM 6,261	COM	200340107	185	6,261	SH	Sole	01	
COMPANHIA SIDERURGICA NACION 54,078	SPONSORED ADR	20440W105	1,727	54,078	SH	Sole	01	
COMPANIA CERVECERIAS UNIDAS 32,860	SPONSORED ADR	204429104	1,282	32,860	SH	Sole	01	
CORE LABORATORIES N V COM 67,990	COM	N22717107	8,031	67,990	SH	Sole	01	
CORNING INC COM 206,544	COM	219350105	3,988	206,544	SH	Sole	01	
COVIDIEN PLC SHS 106,405	COM	G2554F105	5,096	106,405	SH	Sole	01	
CTRIP COM INTL LTD ADR 42,195	SPONSORED ADR	22943F100	3,032	42,195	SH	Sole	01	
CVS CAREMARK CORPORATION COM 91,334	COM	126650100	2,942	91,334	SH	Sole	01	
DANAHER CORP DEL COM 51,674	COM	235851102	3,886	51,674	SH	Sole	01	
DELTA AIR LINES INC. 12,233	COM	247361702	139	12,233	SH	Sole		
DELUXE CORP COM 17,954	COM	248019101	266	17,954	SH	Sole	01	
DIAMOND OFFSHORE DRILLING IN COM 111,739	COM	25271C102	10,478	106,462	SH	Sole	01	106,462
DIAMONDS TR UNIT SER 1 111,739	ETF	252787106	100,543	966,108	SH	Sole	01	966,108
DR REDDYS LABS LTD ADR 111,739	ADR	256135203	2,705	111,739	SH	Sole	01	
E M C CORP MASS COM 227,645	COM	268648102	3,977	227,645	SH	Sole	01	
EATON VANCE TAX MNG GBL DV E 615,237	COM	27829F108	19,948	1,617,876	SH	Sole	01	1,617,876
EATON VANCE TX MGD DIV EQ IN COM 615,237	COM	27828N102	11,208	853,646	SH	Sole	01	853,646
EATON VANCE TXMGD GL BUYWR 144,784	COM	27829C105	8,546	615,237	SH	Sole	01	
EMERSON ELEC CO COM 144,784	COM	291011104	6,168	144,784	SH	Sole	01	
ENTERGY CORP NEW COM 34,036	COM	29364G103	2,786	34,036	SH	Sole	01	

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<CAPTION>

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

VOTING AUTHORITY

NAME OF ISSUER SHARED NONE	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ CALL	INVESTMENT DISCRETION	OTHER MANAGERS	SOLE
ERICSSON L M TEL CO ADR B SEK 10	ADR	294821608	1,994	216,938	SH	Sole	01	216,938
EVERGREEN GBL DIVID OPP FUND	COM	30024H101	2,730	266,555	SH	Sole	01	266,555
EXELON CORP COM	COM	30161N101	3,151	64,481	SH	Sole	01	64,481
EXXON MOBIL CORP COM	COM	30231G102	8,935	131,037	SH	Sole	01	131,037
FACTSET RESH SYS INC COM	COM	303075105	10,091	153,202	SH	Sole	01	153,202
FAIRPOINT COMMUNICATIONS	COM	305560104	0	15	SH	Sole		15
FASTENAL CO COM	COM	311900104	6,326	151,926	SH	Sole	01	151,926

FIFTH STREET FINANCE CORP	COM	31678A103	242	22,500	SH	Sole		22,500
FIRSTENERGY CORP COM	COM	337932107	1,423	30,632	SH	Sole	01	30,632
FPL GROUP INC COM	COM	302571104	352	6,668	SH	Sole	01	6,668
FRANCE TELECOM SPONSORED ADR	ADR	35177Q105	1,185	46,953	SH	Sole	01	46,953
FRESENIUS MED CARE AG&CO KGA	SPONSORED ADR	358029106	1,095	20,653	SH	Sole	01	20,653
GAMESTOP CORP NEW CL A	CL A	36467W109	3,856	175,742	SH	Sole	01	175,742
GENERAL DYNAMICS CORP COM	COM	369550108	11,467	168,215	SH	Sole	01	168,215
GILEAD SCIENCES INC COM	COM	375558103	5,070	117,182	SH	Sole	01	117,182
GRAINGER W W INC COM	COM	384802104	6,870	70,947	SH	Sole	01	70,947
GROUPE CGI INC CL A SUB VTG	CL A SUB VTG	39945C109	3,902	287,787	SH	Sole	01	287,787
GRUPO TELEVISIA SA DE CV SP ADR	SPONSORED ADR	40049J206	1,350	65,017	SH	Sole	01	65,017
HALLIBURTON CO COM	COM	406216101	6,963	231,396	SH	Sole	01	231,396
HANSEN NAT CORP COM	COM	411310105	3,193	83,163	SH	Sole	01	83,163
HARSCO CORP COM	COM	415864107	2	47	SH	Sole	01	47
HDFC BANK LTD ADR REPS 3 SHS	ADR	40415F101	3,781	29,063	SH	Sole	01	29,063
HEWLETT PACKARD CO COM	COM	428236103	10,311	200,177	SH	Sole	01	200,177
HOLOGIC INC.	COM	436440101	140	9,632	SH	Sole		9,632
HUDSON CITY BANCORP COM	COM	443683107	4,568	332,734	SH	Sole	01	332,734
IHS INC CL A	CL A	451734107	10,654	194,378	SH	Sole	01	194,378
ILLINOIS TOOL WKS INC COM	COM	452308109	6,574	136,991	SH	Sole	01	136,991
IMMUCOR INC COM	COM	452526106	2,834	139,996	SH	Sole	01	139,996

<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		
NAME OF ISSUER	OF CLASS	CUSIP	(x\$1000)	PRN AMT	PRN CALL DISCRETION MANAGERS	SOLE	SHARED	
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INGERSOLL-RAND PLC SHS	COM	G47791101	4,836	135,323	SH	Sole	01	135,323
INTERNATIONAL BUSINESS MACHS	COM	459200101	21,135	161,456	SH	Sole	01	161,456
INTUIT COM	COM	461202103	5,485	178,503	SH	Sole	01	178,503
ISHARES INC MSCI AUSTRALIA	ETF	464286103	1	40	SH	Sole	01	40
ISHARES INC MSCI FRANCE	ETF	464286707	1	47	SH	Sole	01	47
ISHARES INC MSCI GERMANY	ETF	464286806	1	48	SH	Sole	01	48
ISHARES INC MSCI JAPAN	ETF	464286848	2	250	SH	Sole	01	250
ISHARES INC MSCI NETHR INVES	ETF	464286814	1	30	SH	Sole	01	30
ISHARES INC MSCI SINGAPORE	ETF	464286673	1	53	SH	Sole	01	53
ISHARES INC MSCI SPAIN	ETF	464286764	1	13	SH	Sole	01	13
ISHARES INC MSCI SWEDEN	ETF	464286756	1	26	SH	Sole	01	26
ISHARES INC MSCI SWITZERLD	ETF	464286749	1	55	SH	Sole	01	55
ISHARES INC MSCI UTD KINGD	ETF	464286699	3	170	SH	Sole	01	170
ISHARES S&P GSCI COMMODITY I UNIT	ETF	46428R107	758	23,827	SH	Sole	01	23,827
ISHARES TR AGENCY BD FD	ETF	464288166	1,843	17,134	SH	Sole	01	17,134
ISHARES TR BARCLYS 10-20YR	ETF	464288653	401	3,767	SH	Sole	01	3,767
ISHARES TR BARCLYS 1-3YR CR	ETF	464288646	1,870	17,988	SH	Sole	01	17,988
ISHARES TR BARCLYS 3-7 YR	ETF	464288661	1,876	17,028	SH	Sole	01	17,028
ISHARES TR BARCLYS CR BD	ETF	464288620	10,355	103,008	SH	Sole	01	103,008
ISHARES TR BARCLYS INTER CR	ETF	464288638	2	20	SH	Sole	01	20
ISHARES TR BARCLYS MBS BD	ETF	464288588	17,264	162,902	SH	Sole	01	162,902
ISHARES TR BARCLYS SH TREA	ETF	464288679	441	3,999	SH	Sole	01	3,999
ISHARES TR DJ MED DEVICES	ETF	464288810	350	6,614	SH	Sole	01	6,614
ISHARES TR DJ OIL EQUIP	ETF	464288844	508	11,798	SH	Sole	01	11,798
ISHARES TR EPRA/NAR DEV R/E	ETF	464288489	738	25,533	SH	Sole	01	25,533
ISHARES TR INDEX BARCLY USAGG B	ETF	464287226	32,815	318,007	SH	Sole	01	318,007
ISHARES TR INDEX BARCLYS 1-3 YR	ETF	464287457	13,150	158,505	SH	Sole	01	158,505
ISHARES TR INDEX BARCLYS 20+ YR	ETF	464287432	3,656	40,675	SH	Sole	01	40,675

<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		
NAME OF ISSUER	OF CLASS	CUSIP	(x\$1000)	PRN AMT	PRN CALL DISCRETION MANAGERS	SOLE	SHARED	
SHARED NONE								
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	
<C>								
ISHARES TR INDEX BARCLYS 7-10 YR	ETF	464287440	12,010	135,558	SH	Sole	01	135,558
ISHARES TR INDEX BARCLYS TIPS BD	ETF	464287176	10,900	104,908	SH	Sole	01	104,908
ISHARES TR INDEX DJ SEL DIV INX	ETF	464287168	22,542	513,359	SH	Sole	01	513,359

ISHARES TR INDEX DJ US INDEX FD	ETF	464287846	4	65	SH	Sole	01	65
ISHARES TR INDEX DJ US TECH SEC	ETF	464287721	4,033	70,093	SH	Sole	01	70,093
ISHARES TR INDEX DJ US TELECOMM	ETF	464287713	534	26,656	SH	Sole	01	26,656
ISHARES TR INDEX IBOXX INV CPBD	ETF	464287242	60,775	583,531	SH	Sole	01	583,531
ISHARES TR INDEX MSCI EAFE IDX	ETF	464287465	19,645	355,365	SH	Sole	01	355,365
ISHARES TR INDEX MSCI EMERG MKT	ETF	464287234	59,290	1,428,672	SH	Sole	01	1,428,672
ISHARES TR INDEX RUSL 2000 GROW	ETF	464287648	1,835	26,955	SH	Sole	01	26,955
ISHARES TR INDEX RUSL 2000 VALU	ETF	464287630	5	82	SH	Sole	01	82
ISHARES TR INDEX RUSSELL 1000	ETF	464287622	10,000	163,108	SH	Sole	01	163,108
ISHARES TR INDEX RUSSELL 2000	ETF	464287655	5,253	84,124	SH	Sole	01	84,124
ISHARES TR INDEX RUSSELL MCP GR	ETF	464287481	59,088	1,303,220	SH	Sole	01	1,303,220
ISHARES TR INDEX RUSSELL1000GRW	ETF	464287614	29	577	SH	Sole	01	577
ISHARES TR INDEX RUSSELL1000VAL	ETF	464287598	964	16,802	SH	Sole	01	16,802
ISHARES TR INDEX S&P 500 INDEX	ETF	464287200	90,906	813,040	SH	Sole	01	813,040
ISHARES TR INDEX S&P MC 400 GRW	ETF	464287606	15	198	SH	Sole	01	198
ISHARES TR INDEX S&P MIDCAP 400	ETF	464287507	51	710	SH	Sole	01	710
ISHARES TR INDEX S&P SMLCP GROW	ETF	464287887	2	42	SH	Sole	01	42
ISHARES TR INDEX S&P SMLCP VALU	ETF	464287879	0	8	SH	Sole	01	8
ISHARES TR INDEX S&P500 GRW	ETF	464287309	76,489	1,319,005	SH	Sole	01	1,319,005
ISHARES TR INDEX TRANSP AVE IDX	ETF	464287192	34,454	466,728	SH	Sole	01	466,728
ISHARES TR MSCI ACWI INDX	ETF	464288257	513	12,127	SH	Sole	01	12,127
ISHARES TR MSCI GRW IDX	ETF	464288885	959	17,403	SH	Sole	01	17,403
ISHARES TR MSCI SMALL CAP	ETF	464288273	57	1,597	SH	Sole	01	1,597
ISHARES TR MSCI VAL IDX	ETF	464288877	582	11,552	SH	Sole	01	11,552
ISHARES TR S&P GL UTILITI	ETF	464288711	15,679	326,711	SH	Sole	01	326,711

<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	SOLE
ISHARES TR S&P NTL AMTFREE	ETF	464288414	3,689	35,901	SH	Sole	01 35,901
ISHARES TR S&PCITI1-3YRTB	ETF	464288125	37	359	SH	Sole	01 359
ISHARES TR SMLL GRWTH IDX	ETF	464288604	2	37	SH	Sole	01 37
ISHARES TR SMLL VAL INDX	ETF	464288703	1	14	SH	Sole	01 14
ISHARES TR US PFD STK IDX	ETF	464288687	1,305	35,558	SH	Sole	01 35,558
JACK IN THE BOX INC COM	COM	466367109	1	73	SH	Sole	01 73
JAKKS PAC INC COM	COM	47012E106	234	19,314	SH	Sole	01 19,314
JARDEN CORP COM	COM	471109108	426	13,785	SH	Sole	01 13,785
JOHNSON & JOHNSON COM	COM	478160104	6,994	108,590	SH	Sole	01 108,590
JPMORGAN CHASE & CO COM	COM	46625H100	7,657	183,752	SH	Sole	01 183,752
KANSAS CITY SOUTHERN COM NEW	COM	485170302	2	51	SH	Sole	01 51
KEYCORP NEW COM	COM	493267108	188	33,948	SH	Sole	01 33,948
KRAFT FOODS INC CL A	CL A	50075N104	4,406	162,117	SH	Sole	01 162,117
K-SWISS INC CL A	CL A	482686102	97	9,762	SH	Sole	01 9,762
LIFE TECHNOLOGIES CORP COM	COM	53217V109	4	74	SH	Sole	01 74
LKQ CORP COM	COM	501889208	8,830	450,754	SH	Sole	01 450,754
LOCKHEED MARTIN CORP COM	COM	539830109	2,046	27,152	SH	Sole	01 27,152
LORILLARD INC COM	COM	544147101	4	45	SH	Sole	01 45
LOWES COS INC COM	COM	548661107	12,596	538,522	SH	Sole	01 538,522
MAKITA CORP ADR NEW	ADR	560877300	1,435	40,720	SH	Sole	01 40,720
MARINEMAX INC COM	COM	567908108	445	48,434	SH	Sole	01 48,434
MARSHALL & ILSLEY CORP NEW COM	COM	571837103	162	29,771	SH	Sole	01 29,771
MASTERCARD INC CL A	CL A	57636Q104	11,420	44,613	SH	Sole	01 44,613
MBIA INC COM	COM	55262C100	87	21,961	SH	Sole	01 21,961
MCDONALDS CORP COM	COM	580135101	8,265	132,364	SH	Sole	01 132,364
MICROSOFT CORP COM	COM	594918104	6,581	215,911	SH	Sole	01 215,911
MIDCAP SPDR TR UNIT SER 1	ETF	595635103	448	3,404	SH	Sole	01 3,404
mitsubishi UFJ FINL GROUP IN	SPONSORED ADR	606822104	4,407	895,741	SH	Sole	01 895,741

<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	SOLE
ISHARES TR S&P NTL AMTFREE	ETF	464288414	3,689	35,901	SH	Sole	01 35,901
ISHARES TR S&PCITI1-3YRTB	ETF	464288125	37	359	SH	Sole	01 359
ISHARES TR SMLL GRWTH IDX	ETF	464288604	2	37	SH	Sole	01 37
ISHARES TR SMLL VAL INDX	ETF	464288703	1	14	SH	Sole	01 14
ISHARES TR US PFD STK IDX	ETF	464288687	1,305	35,558	SH	Sole	01 35,558
JACK IN THE BOX INC COM	COM	466367109	1	73	SH	Sole	01 73
JAKKS PAC INC COM	COM	47012E106	234	19,314	SH	Sole	01 19,314
JARDEN CORP COM	COM	471109108	426	13,785	SH	Sole	01 13,785
JOHNSON & JOHNSON COM	COM	478160104	6,994	108,590	SH	Sole	01 108,590
JPMORGAN CHASE & CO COM	COM	46625H100	7,657	183,752	SH	Sole	01 183,752
KANSAS CITY SOUTHERN COM NEW	COM	485170302	2	51	SH	Sole	01 51
KEYCORP NEW COM	COM	493267108	188	33,948	SH	Sole	01 33,948
KRAFT FOODS INC CL A	CL A	50075N104	4,406	162,117	SH	Sole	01 162,117
K-SWISS INC CL A	CL A	482686102	97	9,762	SH	Sole	01 9,762
LIFE TECHNOLOGIES CORP COM	COM	53217V109	4	74	SH	Sole	01 74
LKQ CORP COM	COM	501889208	8,830	450,754	SH	Sole	01 450,754
LOCKHEED MARTIN CORP COM	COM	539830109	2,046	27,152	SH	Sole	01 27,152
LORILLARD INC COM	COM	544147101	4	45	SH	Sole	01 45
LOWES COS INC COM	COM	548661107	12,596	538,522	SH	Sole	01 538,522
MAKITA CORP ADR NEW	ADR	560877300	1,435	40,720	SH	Sole	01 40,720
MARINEMAX INC COM	COM	567908108	445	48,434	SH	Sole	01 48,434
MARSHALL & ILSLEY CORP NEW COM	COM	571837103	162	29,771	SH	Sole	01 29,771
MASTERCARD INC CL A	CL A	57636Q104	11,420	44,613	SH	Sole	01 44,613
MBIA INC COM	COM	55262C100	87	21,961	SH	Sole	01 21,961
MCDONALDS CORP COM	COM	580135101	8,265	132,364	SH	Sole	01 132,364
MICROSOFT CORP COM	COM	594918104	6,581	215,911	SH	Sole	01 215,911
MIDCAP SPDR TR UNIT SER 1	ETF	595635103	448	3,404	SH	Sole	01 3,404
mitsubishi UFJ FINL GROUP IN	SPONSORED ADR	606822104	4,407	895,741	SH	Sole	01 895,741

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NATIONAL GRID PLC SPON ADR NEW	SPONSORED ADR	636274300	5,429	99,827	SH	Sole	01	99,827	
NET SERVICOS DE COMUNICACAO	ADR	64109T201	2,073	153,243	SH	Sole	01	153,243	
NEW YORK CMNTY BANCORP INC COM	COM	649445103	3	193	SH	Sole	01	193	
NEWTEK BUSINESS SERVICES INC.	COM	652526104	143	146,141	SH	Sole	01	146,141	
NIKE INC CL B	CL B	654106103	9,793	148,222	SH	Sole	01	148,222	
NORTHEAST UTILS COM	COM	664397106	4	138	SH	Sole	01	138	
NORTHERN TR CORP COM	COM	665859104	5,152	98,326	SH	Sole	01	98,326	
NOVARTIS A G SPONSORED ADR	SPONSORED ADR	66987V109	3,324	61,067	SH	Sole	01	61,067	
NOVO-NORDISK A S ADR	ADR	670100205	1,703	26,668	SH	Sole	01	26,668	
NRG ENERGY INC COM NEW	COM	629377508	1,129	47,816	SH	Sole	01	47,816	
NSTAR COM	COM	67019E107	3	69	SH	Sole	01	69	
NTELOS HLDGS CORP COM	COM	67020Q107	3	189	SH	Sole	01	189	
NTT DOCOMO INC SPONS ADR	ADR	62942M201	1,181	84,493	SH	Sole	01	84,493	
NUVEEN EQTY PRM OPPORTUNITYF	COM	6706EM102	6,971	528,087	SH	Sole	01	528,087	
O REILLY AUTOMOTIVE INC COM	COM	686091109	7,024	184,255	SH	Sole	01	184,255	
OCEANEERING INTL INC COM	COM	675232102	6,897	117,865	SH	Sole	01	117,865	
OLD REP INTL CORP COM	COM	680223104	141	14,029	SH	Sole	01	14,029	
ORACLE CORP COM	COM	68389X105	10,774	439,220	SH	Sole	01	439,220	
P T TELEKOMUNIKASI INDONESIA SPO	ADR	715684106	1,866	46,710	SH	Sole	01	46,710	
PACCAR INC COM	COM	693718108	4,552	125,510	SH	Sole	01	125,510	
PALL CORP COM	COM	696429307	6,058	167,355	SH	Sole	01	167,355	
PEPSICO INC COM	COM	713448108	4,580	75,321	SH	Sole	01	75,321	
PETROLEO BRASILEIRO SA PETRO	SPONSORED ADR	71654V408	2	34	SH	Sole	01	34	
PFIZER INC COM	COM	717081103	2,637	144,997	SH	Sole	01	144,997	
PG&E CORP COM	COM	69331C108	3,849	86,199	SH	Sole	01	86,199	
PHILIP MORRIS INTL INC COM	COM	718172109	9,841	204,206	SH	Sole	01	204,206	
PHILIPPINE LONG DISTANCE TEL SPO	ADR	718252604	1,230	21,703	SH	Sole	01	21,703	
PINNACLE WEST CAP CORP COM	COM	723484101	1	36	SH	Sole	01	36	

<TABLE>  
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COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COLUMN 7	VOTING
AUTHORITY	TITLE	VALUE	SHRS OR	SH/ PUT/	INVESTMENT	OTHER	-----
NAME OF ISSUER	OF CLASS	CUSIP	(x\$1000)	PRN AMT	PRN CALL	DISCRETION MANAGERS	SOLE
SHARED NONE							

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PLAINS EXPL& PRODTN CO COM	COM	726505100	2,176	78,671	SH	Sole	01	78,671	
POWERSHARES DB G10 CURCY HAR	ETF	73935Y102	13	539	SH	Sole	01	539	
POWERSHARES ETF TRUST ZACKS MC	ETF	73935X740	50	5,056	SH	Sole	01	5,056	
POWERSHARES GLOBAL ETF FD S&P 5	ETF	73936G308	19	872	SH	Sole	01	872	
POWERSHARES GLOBAL ETF TRUST	ETF	73936T474	3,803	160,333	SH	Sole	01	160,333	
POWERSHARES GLOBAL ETF TRUST	ETF	73936T573	450	17,643	SH	Sole	01	17,643	
POWERSHARES QQQ TRUST UNIT SER	ETF	73935A104	57,005	1,246,016	SH	Sole	01	1,246,016	
PPL CORP COM	COM	69351T106	3,169	98,081	SH	Sole	01	98,081	
PRAXAIR INC COM	COM	74005P104	7,210	89,772	SH	Sole	01	89,772	
PROCTER & GAMBLE CO COM	COM	742718109	16,566	273,235	SH	Sole	01	273,235	
PUBLIC SVC ENTERPRISE GROUP COM	COM	744573106	752	22,606	SH	Sole	01	22,606	
QUEST DIAGNOSTICS INC COM	COM	74834L100	3,494	57,867	SH	Sole	01	57,867	
RALCORP HLDGS INC NEW COM	COM	751028101	2,224	37,252	SH	Sole	01	37,252	
RESEARCH IN MOTION LTD COM	COM	760975102	1,743	25,811	SH	Sole	01	25,811	
RESMED INC COM	COM	761152107	4,662	89,196	SH	Sole	01	89,196	
ROPER INDS INC NEW COM	COM	776696106	7,051	134,636	SH	Sole	01	134,636	
ROSS STORES INC COM	COM	778296103	1,866	43,694	SH	Sole	01	43,694	
ROVI CORP COM	COM	779376102	3,392	106,425	SH	Sole	01	106,425	
ROYAL CARIBBEAN CRUISES LTD COM	COM	V7780T103	205	8,112	SH	Sole	01	8,112	
RYDEX ETF TRUST S&P 500 EQ TRD	ETF	78355W106	34,989	885,127	SH	Sole	01	885,127	
SALESFORCE COM INC COM	COM	79466L302	3,658	49,583	SH	Sole	01	49,583	
SARA LEE CORP COM	COM	803111103	4,054	332,863	SH	Sole	01	332,863	
SELECT SECTOR SPDR TR SBI CONS	ETF	81369Y407	1,490	50,056	SH	Sole	01	50,056	
SELECT SECTOR SPDR TR SBI CONS	ETF	81369Y308	1,119	42,273	SH	Sole	01	42,273	
SELECT SECTOR SPDR TR SBI HEALTH	ETF	81369Y209	2,024	65,147	SH	Sole	01	65,147	
SELECT SECTOR SPDR TR SBI INT-ENG	ETF	81369Y506	1,514	26,548	SH	Sole	01	26,548	
SELECT SECTOR SPDR TR SBI INT-FINL	ETF	81369Y605	642	44,594	SH	Sole	01	44,594	
SELECT SECTOR SPDR TR SBI INT-IND	ETF	81369Y704	21,539	775,062	SH	Sole	01	775,062	

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COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COLUMN 7	VOTING
AUTHORITY	TITLE	VALUE	SHRS OR	SH/ PUT/	INVESTMENT	OTHER	-----

NAME OF ISSUER SHARED NONE	OF CLASS	CUSIP	(x\$1000)	PRN AMT	PRN CALL	DISCRETION MANAGERS	SOLE
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SELECT SECTOR SPDR TR SBI INT-TEC	ETF	81369Y803	41,219	1,797,603	SH	Sole	01 1,797,603
SELECT SECTOR SPDR TR SBI INT-UTIL	ETF	81369Y886	39,876	1,285,509	SH	Sole	01 1,285,509
SELECT SECTOR SPDR TR SBI MATER	ETF	81369Y100	169	5,123	SH	Sole	01 5,123
SINGAPORE FD INC COM	COM	82929L109	0	23	SH	Sole	01 23
SMITHFIELD FOODS INC COM	COM	832248108	314	20,678	SH	Sole	01 20,678
SNAP ON INC COM	COM	833034101	2	40	SH	Sole	01 40
SOUTHERN CO COM	COM	842587107	780	23,398	SH	Sole	01 23,398
SPDR GOLD TRUST GOLD SHS	ETF	78463V107	985	9,183	SH	Sole	01 9,183
SPDR INDEX SHS FDS ASIA PACIF ETF	ETF	78463X301	2,065	27,832	SH	Sole	01 27,832
SPDR INDEX SHS FDS DJ INTL RL ETF	ETF	78463X863	2,462	70,551	SH	Sole	01 70,551
SPDR INDEX SHS FDS EMERG MKTS	ETF	78463X509	2,352	36,626	SH	Sole	01 36,626
SPDR INDEX SHS FDS INTL INDS ETF	ETF	78463X673	167	7,014	SH	Sole	01 7,014
SPDR INDEX SHS FDS S&P INTL ETF	ETF	78463X772	1,049	19,278	SH	Sole	01 19,278
SPDR INDEX SHS FDS S&P INTL SMLCP	ETF	78463X871	3,291	129,910	SH	Sole	01 129,910
SPDR INDEX SHS FDS S&P WRLD EX	ETF	78463X889	5,745	240,089	SH	Sole	01 240,089
SPDR SERIES TRUST BARCL CAP TIPS	ETF	78464A656	928	18,132	SH	Sole	01 18,132
SPDR SERIES TRUST BRCLYS 1-3MT	ETF	78464A680	218	4,742	SH	Sole	01 4,742
SPDR SERIES TRUST BRCLYS AGG ETF	ETF	78464A649	5,742	104,986	SH	Sole	01 104,986
SPDR SERIES TRUST BRCLYS INTL ETF	ETF	78464A516	540	9,510	SH	Sole	01 9,510
SPDR SERIES TRUST BRCLYS MUNI	ETF	78464A458	7,312	322,387	SH	Sole	01 322,387
SPDR SERIES TRUST BRCLYS SHRT	ETF	78464A425	1,185	49,333	SH	Sole	01 49,333
SPDR SERIES TRUST BRCLYS YLD ETF	ETF	78464A417	4,462	114,968	SH	Sole	01 114,968
SPDR SERIES TRUST DB INT GVT ETF	ETF	78464A490	535	9,573	SH	Sole	01 9,573
SPDR SERIES TRUST DJ REIT ETF	ETF	78464A607	4,362	88,631	SH	Sole	01 88,631
SPDR SERIES TRUST DJ SML CAP ETF	ETF	78464A813	1,091	20,769	SH	Sole	01 20,769
SPDR SERIES TRUST DJ SML GRWTH	ETF	78464A201	1	11	SH	Sole	01 11
SPDR SERIES TRUST S&P METALS	ETF	78464A755	488	9,461	SH	Sole	01 9,461
SPDR SERIES TRUST SPDR KBW INS	ETF	78464A789	481	13,869	SH	Sole	01 13,869

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<CAPTION>

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

VOTING AUTHORITY

NAME OF ISSUER SHARED NONE	OF CLASS	CUSIP	(x\$1000)	PRN AMT	PRN CALL	DISCRETION MANAGERS	SOLE
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<C>	<C>						
SPDR TR UNIT SER 1	ETF	78462F103	17,155	153,943	SH	Sole	01 153,943
ST MARY LD & EXPL CO COM	COM	792228108	1	31	SH	Sole	01 31
STERICYCLE INC COM	COM	858912108	5,192	94,108	SH	Sole	01 94,108
STEWART INFORMATION SVCS COR	COM	860372101	118	10,465	SH	Sole	01 10,465
STRYKER CORP COM	COM	863667101	12,505	248,253	SH	Sole	01 248,253
SUNTRUST BKS INC COM	COM	867914103	131	6,434	SH	Sole	01 6,434
SYBASE INC COM	COM	871130100	10,182	234,609	SH	Sole	01 234,609
SYMANTEC CORP COM	COM	871503108	4,246	237,312	SH	Sole	01 237,312
SYNGENTA AG SPONSORED ADR	ADR	87160A100	1,940	34,468	SH	Sole	01 34,468
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	1,707	149,247	SH	Sole	01 149,247
TARGET CORP COM	COM	87612E106	13,017	269,116	SH	Sole	01 269,116
TERRA INDS INC COM	COM	880915103	1	26	SH	Sole	01 26
TOTAL S A SPONSORED ADR	SPONSORED ADR	89151E109	4,595	71,751	SH	Sole	01 71,751
TOYOTA MOTOR CORP SP ADR REP2	SPONSORED ADR	892331307	2,257	26,815	SH	Sole	01 26,815
TRANSOCEAN LTD REG SHS	COM	H8817H100	3,210	38,773	SH	Sole	01 38,773
TUPPERWARE BRANDS CORP COM	COM	899896104	4,318	92,721	SH	Sole	01 92,721
TYCO ELECTRONICS LTD SWITZER SHS	COM	H8912P106	7,864	320,307	SH	Sole	01 320,307
UAL CORP.	COM	902549807	31	2,409	SH	Sole	01 2,409
UBS AG SHS NEW	COM	H89231338	1,156	74,537	SH	Sole	01 74,537
UGI CORP NEW COM	COM	902681105	462	19,097	SH	Sole	01 19,097
UNISOURCE ENERGY CORP COM	COM	909205106	613	19,037	SH	Sole	01 19,037
UNITED TECHNOLOGIES CORP COM	COM	913017109	13,062	188,181	SH	Sole	01 188,181
UNIVERSAL CORP VA COM	COM	913456109	277	6,081	SH	Sole	01 6,081
UNIVERSAL HLTH SVCS INC CL B	CL B	913903100	2,790	91,472	SH	Sole	01 91,472
UNUM GROUP COM	COM	91529Y106	4	213	SH	Sole	01 213
VALE S A ADR	ADR	91912E105	2,343	80,701	SH	Sole	01 80,701
VANGUARD BD INDEX FD INC TOTAL	ETF	921937835	23	292	SH	Sole	01 292
VANGUARD INDEX FDS GROWTH ETF	ETF	922908736	14,572	274,640	SH	Sole	01 274,640

</TABLE>

<CAPTION>

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COLUMN 7	COLUMN 8	COLUMN 9	COLUMN 10	COLUMN 11	
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											
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VANGUARD INDEX FDS LARGE CAP ETF	ETF	922908637	199	3,936	SH			Sole	01	3,936	
VANGUARD INDEX FDS REIT ETF	ETF	922908553	487	10,885	SH			Sole	01	10,885	
VANGUARD INDEX FDS SM CP VAL ETF	ETF	922908611	3,616	66,374	SH			Sole	01	66,374	
VANGUARD INDEX FDS SMALL CP ETF	ETF	922908751	6	112	SH			Sole	01	112	
VANGUARD INDEX FDS SML CP GRW	ETF	922908595	5,207	86,971	SH			Sole	01	86,971	
VANGUARD INDEX FDS VALUE ETF	ETF	922908744	21,028	440,385	SH			Sole	01	440,385	
VANGUARD INTL EQUITY INDEX F EMR	ETF	922042858	6,474	157,914	SH			Sole	01	157,914	
VANGUARD INTL EQUITY INDEX F	ETF	922042874	11,744	242,243	SH			Sole	01	242,243	
VANGUARD INTL EQUITY INDEX F PACI	ETF	922042866	6,407	124,839	SH			Sole	01	124,839	
VANGUARD TAX-MANAGED FD EUROPE	ETF	921943858	5,417	158,397	SH			Sole	01	158,397	
VANGUARD WORLD FD MEGA CAP	ETF	921910873	66	1,707	SH			Sole	01	1,707	
VERIZON COMMUNICATIONS INC.	COM	92343V104	28	832	SH			Sole		832	
VODAFONE GROUP PLC NEW SPONS	ADR	92857W209	4,543	196,743	SH			Sole	01	196,743	
VULCAN MATLS CO COM	COM	929160109	4,859	92,250	SH			Sole	01	92,250	
WAL MART STORES INC COM	COM	931142103	7,773	145,433	SH			Sole	01	145,433	
WALGREEN CO COM	COM	931422109	12,931	352,144	SH			Sole	01	352,144	
WALTER ENERGY INC COM	COM	93317Q105	3	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	3,260	77,268	SH			Sole	01	77,268	
WASHINGTON FED INC COM	COM	938824109	3	132	SH			Sole	01	132	
WATERS CORP COM	COM	941848103	11,317	182,656	SH			Sole	01	182,656	
WILLIAMS COS INC DEL COM	COM	969457100	2,480	117,640	SH			Sole	01	117,640	
WISDOMTREE TRUST INTL UTILITIES	UTILITIES	97717W653	78	3,475	SH			Sole	01	3,475	
XL CAP LTD CL A	CL A	G98255105	315	17,211	SH			Sole	01	17,211	
YAHOO INC COM	COM	984332106	5,396	321,558	SH			Sole	01	321,558	
YUM BRANDS INC COM	COM	988498101	4,770	136,413	SH			Sole	01	136,413	

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