

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, 2010

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: 2,018,726
(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 (x\$1000)	SHRS OR PRN AMT	SH/ PRN CALL	PUT/ DISCRETION	INVESTMENT	OTHER MANAGERS	SOLE
3M CO COM	COM	88579Y101	27,088	324,136	SH		Sole	01	324,136
ABB LTD SPONSORED ADR	SPONSORED ADR	000375204	3,842	175,893	SH		Sole	01	175,893
ABBOTT LABS COM	COM	002824100	14,540	276,000	SH		Sole	01	276,000
ABERCROMBIE & FITCH CO CL A	CL A	002896207	4,511	98,835	SH		Sole	01	98,835
ADAPTEC INC COM	COM	00651F108	429	131,274	SH		Sole	01	131,274
ADVANCE AUTO PARTS INC COM	COM	00751Y106	5	114	SH		Sole	01	114
AES CORP COM	COM	00130H105	8,186	744,161	SH		Sole	01	744,161
AFFILIATED MANAGERS GROUP COM	COM	008252108	7,875	99,683	SH		Sole	01	99,683
AGRIUM INC COM	COM	008916108	1,733	24,541	SH		Sole	01	24,541
AIR PRODS & CHEMS INC COM	COM	009158106	6,580	88,983	SH		Sole	01	88,983
ALBEMARLE CORP COM	COM	012653101	4,891	114,742	SH		Sole	01	114,742
ALEXANDER & BALDWIN INC COM	COM	014482103	1,289	39,015	SH		Sole	01	39,015
ALLEGHENY ENERGY INC COM	COM	017361106	1,204	52,334	SH		Sole	01	52,334
ALTERA CORP COM	COM	021441100	4,765	196,092	SH		Sole	01	196,092
AMEDISYS INC COM	COM	023436108	5,909	107,009	SH		Sole	01	107,009
AMERICA MOVIL SAB DE CV SPON ADR	ADR	02364W105	2,143	42,572	SH		Sole	01	42,572
AMERICAN ELEC PWR INC COM	COM	025537101	3,784	110,710	SH		Sole	01	110,710
AMERICAN EXPRESS CO COM	COM	025816109	0	2	SH		Sole	01	2
AMERICAN MED SYS HLDGS INC COM	COM	02744M108	1,175	63,237	SH		Sole	01	63,237
ANHEUSER BUSCH INBEV SA/NV	SPONSORED ADR	03524A108	3,666	72,660	SH		Sole	01	72,660
ARKANSAS BEST CORP DEL COM	COM	040790107	1,637	54,787	SH		Sole	01	54,787
ASML HOLDING N V NY REG SHS	COM	N07059186	3,922	110,788	SH		Sole	01	110,788
ASSOCIATED BANC CORP COM	COM	045487105	1,542	112,064	SH		Sole	01	112,064
ASSURED GUARANTY LTD COM	COM	G0585R106	1,764	80,277	SH		Sole	01	80,277
AUTOLIV INC COM	COM	052800109	5,934	115,152	SH		Sole	01	115,152

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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	OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN CALL	PUT/ DISCRETION	INVESTMENT	OTHER MANAGERS	SOLE
AUTOMATIC DATA PROCESSING IN	COM	053015103	10,209	229,568	SH		Sole	01	229,568
AXA SPONSORED ADR	SPONSORED ADR	054536107	4,992	226,496	SH		Sole	01	226,496
BAIDU INC SPON ADR REP A	ADR	056752108	2,392	4,007	SH		Sole	01	4,007
BANCO SANTANDER SA ADR	ADR	05964H105	3,628	273,367	SH		Sole	01	273,367
BANK OF AMERICA CORPORATION	COM	060505104	5,957	333,712	SH		Sole	01	333,712
BAXTER INTL INC COM	COM	071813109	14,764	253,672	SH		Sole	01	253,672
BE AEROSPACE INC COM	COM	073302101	4,403	145,017	SH		Sole	01	145,017
BECTON DICKINSON & CO COM	COM	075887109	8,089	102,746	SH		Sole	01	102,746
BHP BILLITON LTD SPONSORED ADR	ADR	088606108	3,827	47,645	SH		Sole	01	47,645
BJS WHOLESALE CLUB INC COM	COM	05548J106	3	73	SH		Sole	01	73
BLACKROCK ENH CAP & INC FD I COM	COM	09256A109	2,417	153,922	SH		Sole	01	153,922
BLACKROCK INTL GRWTH & INC T COM	COM	092524107	4,548	396,153	SH		Sole	01	396,153
BLOUNT INTL INC NEW COM	COM	095180105	1,544	149,034	SH		Sole	01	149,034
BOK FINL CORP COM NEW	COM	05561Q201	8,319	158,631	SH		Sole	01	158,631
BRITISH AMERN TOB PLC SPONSORED	SPONSORED ADR	110448107	3,806	55,243	SH		Sole	01	55,243
BUCYRUS INTL INC NEW COM	COM	075879109	3,297	49,964	SH		Sole	01	49,964
CACI INTL INC CL A	CL A	127190304	1,119	22,912	SH		Sole	01	22,912
CAPSTEAD MTG CORP COM NO PAR	COM	14067E506	1,041	87,025	SH		Sole	01	87,025
CARDINAL HEALTH INC COM	COM	14149Y108	1,663	46,146	SH		Sole	01	46,146
CELANESE CORP DEL COM SER A	COM	150870103	5	147	SH		Sole	01	147
CENTURY ALUM CO COM	COM	156431108	1,013	73,647	SH		Sole	01	73,647
CERNER CORP COM	COM	156782104	7,384	86,937	SH		Sole	01	86,937
CHESAPEAKE ENERGY CORP COM	COM	165167107	5,656	239,236	SH		Sole	01	239,236
CHICOS FAS INC COM	COM	168615102	4,395	304,755	SH		Sole	01	304,755
CHINA LIFE INS CO LTD SPON ADR REP	SPONSORED ADR	16939P106	2,099	29,140	SH		Sole	01	29,140
CIMAREX ENERGY CO COM	COM	171798101	2	26	SH		Sole	01	26
CISCO SYS INC COM	COM	17275R102	6,586	253,013	SH		Sole	01	253,013

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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/ INVESTMENT	DISCRETION	OTHER MANAGERS	SOLE
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
CMS ENERGY CORP COM 281,095	COM	125896100	4,346	281,095 SH		Sole	01	
COCA COLA CO COM 88,295	COM	191216100	4,856	88,295 SH		Sole	01	
COGNIZANT TECHNOLOGY SOLUTIO COINSTAR INC COM 37,425	CL A COM	192446102 19259P300	5,358 1,216	105,102 SH 37,425 SH		Sole Sole	01 01	105,102
COLGATE PALMOLIVE CO COM 217,000	COM	194162103	18,501	217,000 SH		Sole	01	
COMERICA INC COM 39,197	COM	200340107	1,491	39,197 SH		Sole	01	
COMTECH TELECOMMUNICATIONS 35,661	COM	205826209	1,142	35,661 SH		Sole	01	
CONSTELLATION ENERGY GROUP I 30,227	COM	210371100	1,061	30,227 SH		Sole	01	
COOPER COS INC COM NEW 31,881	COM	216648402	1,240	31,881 SH		Sole	01	
CORE LABORATORIES N V COM 23,744	COM	N22717107	3,106	23,744 SH		Sole	01	
CORNING INC COM 472,294	COM	219350105	9,545	472,294 SH		Sole	01	
COVIDIEN PLC SHS 137,512	COM	G2554F105	6,914	137,512 SH		Sole	01	
CTRIIP COM INTL LTD AMERICAN DEP DANAHER CORP DEL COM 45,683	SPONSORED ADR COM	22943F100 235851102	2,233 3,651	56,957 SH 45,683 SH		Sole Sole	01 01	56,957
DECKERS OUTDOOR CORP COM 9,268	COM	243537107	1,279	9,268 SH		Sole	01	
DEL MONTE FOODS CO COM 52,317	COM	24522P103	764	52,317 SH		Sole	01	
DELTA AIR LINES INC. 12,233	COM	247361702	178	12,233 SH		Sole		
DISCOVER FINL SVCS COM 106,502	COM	254709108	1,587	106,502 SH		Sole	01	
DOLLAR TREE INC COM 28,232	COM	256746108	1,672	28,232 SH		Sole	01	
DU PONT E I DE NEMOURS & CO COM E M C CORP MASS COM 784,893	COM COM	263534109 268648102	5,717 14,159	153,529 SH 784,893 SH		Sole Sole	01 01	153,529
EAST WEST BANCORP INC COM 79,597	COM	27579R104	1,387	79,597 SH		Sole	01	
EATON VANCE TAX MNG GBL DV E EATON VANCE TX MGD DIV EQ IN COM EATON VANCE TXMGD GL BUYWR 534,542	COM COM COM	27829F108 27828N102 27829C105	15,915 9,227 7,158	1,317,489 SH 693,782 SH 534,542 SH		Sole Sole Sole	01 01 01	1,317,489 693,782
EBAY INC COM 332,290	COM	278642103	8,961	332,290 SH		Sole	01	
EMERSON ELEC CO COM 107,244	COM	291011104	5,399	107,244 SH		Sole	01	
EMULEX CORP COM NEW 64,642	COM	292475209	858	64,642 SH		Sole	01	

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COLUMN 8

VOTING AUTHORITY

NAME OF ISSUER SHARED NONE	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ INVESTMENT	DISCRETION	OTHER MANAGERS	SOLE
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
ENTERGY CORP NEW COM	COM	29364G103	2,236	27,489 SH		Sole	01	27,489
ESTERLINE TECHNOLOGIES CORP	COM	297425100	1,096	22,174 SH		Sole	01	22,174
EVERGREEN GBL DIVID OPP FUND	COM	30024H101	2,722	262,270 SH		Sole	01	262,270
EXELON CORP COM	COM	30161N101	1,604	36,613 SH		Sole	01	36,613
EXXON MOBIL CORP COM	COM	30231G102	0	3 SH		Sole	01	3
EZCORP INC CL A NON VTG	COM	302301106	956	46,423 SH		Sole	01	46,423
FACET BIOTECH CORP SHS	COM	30303Q103	0	10 SH		Sole	01	10
FEDERAL MOGUL CORP COM	COM	313549404	2,899	157,875 SH		Sole	01	157,875

FPL GROUP INC COM	COM	302571104	606	12,541	SH	Sole	01	12,541
FRESENIUS MED CARE AG&CO KGA	SPONSORED ADR	358029106	1,061	18,900	SH	Sole	01	18,900
GENERAL DYNAMICS CORP COM	COM	369550108	16,916	219,115	SH	Sole	01	219,115
GEO GROUP INC COM	COM	36159R103	1,093	55,171	SH	Sole	01	55,171
GILEAD SCIENCES INC COM	COM	375558103	6,425	141,296	SH	Sole	01	141,296
GRAINGER W W INC COM	COM	384802104	10,517	97,267	SH	Sole	01	97,267
GROUPE CGI INC CL A SUB VTG	CL A SUB VTG	39945C109	5,680	380,921	SH	Sole	01	380,921
GULF ISLAND FABRICATION INC COM	COM	402307102	1,702	78,268	SH	Sole	01	78,268
HALLIBURTON CO COM	COM	406216101	5,550	184,206	SH	Sole	01	184,206
HARSCO CORP COM	COM	415864107	2	47	SH	Sole	01	47
HEWLETT PACKARD CO COM	COM	428236103	9,281	174,612	SH	Sole	01	174,612
HOLOGIC INC.	COM	436440101	179	9,632	SH	Sole		9,632
HONDA MOTOR LTD AMERN SHS	COM	438128308	3,723	105,487	SH	Sole	01	105,487
HONEYWELL INTL INC COM	COM	438516106	5,954	131,524	SH	Sole	01	131,524
HSBC HLDGS PLC SPON ADR NEW	SPONSORED ADR	404280406	3,570	70,429	SH	Sole	01	70,429
ICICI BK LTD ADR	ADR	45104G104	2,091	48,976	SH	Sole	01	48,976
ILLINOIS TOOL WKS INC COM	COM	452308109	8,964	189,264	SH	Sole	01	189,264
INFORMATICA CORP COM	COM	45666Q102	4,004	148,902	SH	Sole	01	148,902
INFOSYS TECHNOLOGIES LTD	SPONSORED ADR	456788108	2,013	34,221	SH	Sole	01	34,221

<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

<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
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INGERSOLL-RAND PLC SHS	COM	G47791101	9,977	286,118	SH	Sole	01 286,118
INTEL CORP COM	COM	458140100	6,456	289,626	SH	Sole	01 289,626
INTERNATIONAL BUSINESS MACHS	COM	459200101	33,701	262,773	SH	Sole	01 262,773
ISHARES INC MSCI AUSTRALIA	ETF	464286103	18	734	SH	Sole	01 734
ISHARES INC MSCI FRANCE	ETF	464286707	36	1,426	SH	Sole	01 1,426
ISHARES INC MSCI GERMANY	ETF	464286806	36	1,636	SH	Sole	01 1,636
ISHARES INC MSCI HONG KONG	ETF	464286871	12	719	SH	Sole	01 719
ISHARES INC MSCI ITALY	ETF	464286855	12	653	SH	Sole	01 653
ISHARES INC MSCI JAPAN	ETF	464286848	59	5,619	SH	Sole	01 5,619
ISHARES INC MSCI NETHR INVES	ETF	464286814	12	586	SH	Sole	01 586
ISHARES INC MSCI SINGAPORE	ETF	464286673	12	1,016	SH	Sole	01 1,016
ISHARES INC MSCI SPAIN	ETF	464286764	12	280	SH	Sole	01 280
ISHARES INC MSCI SWEDEN	ETF	464286756	12	467	SH	Sole	01 467
ISHARES INC MSCI SWITZERLD	ETF	464286749	24	1,038	SH	Sole	01 1,038
ISHARES INC MSCI UTD KINGD	ETF	464286699	54	3,301	SH	Sole	01 3,301
ISHARES S&P GSCI COMMODITY I UNIT	ETF	46428R107	1,003	32,200	SH	Sole	01 32,200
ISHARES TR AGENCY BD FD	ETF	464288166	2,353	21,746	SH	Sole	01 21,746
ISHARES TR BARCLYS 10-20YR	ETF	464288653	483	4,486	SH	Sole	01 4,486
ISHARES TR BARCLYS 1-3YR CR	ETF	464288646	2,289	21,881	SH	Sole	01 21,881
ISHARES TR BARCLYS 3-7 YR	ETF	464288661	2,511	22,588	SH	Sole	01 22,588
ISHARES TR BARCLYS CR BD	ETF	464288620	12,237	119,641	SH	Sole	01 119,641
ISHARES TR BARCLYS MBS BD	ETF	464288588	16,230	151,608	SH	Sole	01 151,608
ISHARES TR BARCLYS SH TREA	ETF	464288679	529	4,804	SH	Sole	01 4,804
ISHARES TR DJ AEROSPACE	ETF	464288760	12,383	214,091	SH	Sole	01 214,091
ISHARES TR DJ INTL SEL DIVD	ETF	464288448	743	23,521	SH	Sole	01 23,521
ISHARES TR DJ MED DEVICES	ETF	464288810	609	10,426	SH	Sole	01 10,426
ISHARES TR EPRA/NAR DEV R/E	ETF	464288489	1,152	39,851	SH	Sole	01 39,851
ISHARES TR INDEX BARCLY USAGG B	ETF	464287226	43,866	420,976	SH	Sole	01 420,976

<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

<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
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ISHARES TR INDEX BARCLYS 1-3 YR	ETF	464287457	15,539	186,390	SH	Sole	01 186,390
ISHARES TR INDEX BARCLYS 20+ YR	ETF	464287432	4,629	51,720	SH	Sole	01 51,720
ISHARES TR INDEX BARCLYS 7-10 YR	ETF	464287440	13,870	154,973	SH	Sole	01 154,973
ISHARES TR INDEX BARCLYS TIPS BD	ETF	464287176	12,149	116,934	SH	Sole	01 116,934
ISHARES TR INDEX DJ SEL DIV INX	ETF	464287168	744	16,176	SH	Sole	01 16,176

ISHARES TR INDEX DJ US FINL SEC	ETF	464287788	27,328	479,015	SH	Sole	01	479,015
ISHARES TR INDEX DJ US REAL EST	ETF	464287739	49,664	997,676	SH	Sole	01	997,676
ISHARES TR INDEX DJ US TECH SEC	ETF	464287721	5,180	88,715	SH	Sole	01	88,715
ISHARES TR INDEX DJ US TELECOMM	ETF	464287713	802	40,063	SH	Sole	01	40,063
ISHARES TR INDEX IBOXX INV CPBD	ETF	464287242	3,473	32,831	SH	Sole	01	32,831
ISHARES TR INDEX MSCI EAFE IDX	ETF	464287465	6,472	115,613	SH	Sole	01	115,613
ISHARES TR INDEX MSCI EMERG MKT	ETF	464287234	53,950	1,280,795	SH	Sole	01	1,280,795
ISHARES TR INDEX RUSL 2000 GROW	ETF	464287648	296	4,048	SH	Sole	01	4,048
ISHARES TR INDEX RUSL 2000 VALU	ETF	464287630	96	1,502	SH	Sole	01	1,502
ISHARES TR INDEX RUSL 3000 VALU	ETF	464287663	400	5,000	SH	Sole	01	5,000
ISHARES TR INDEX RUSSELL 1000	ETF	464287622	8,076	124,984	SH	Sole	01	124,984
ISHARES TR INDEX RUSSELL 2000	ETF	464287655	7,093	104,612	SH	Sole	01	104,612
ISHARES TR INDEX RUSSELL MCP GR	ETF	464287481	11,848	244,197	SH	Sole	01	244,197
ISHARES TR INDEX RUSSELL1000GRW	ETF	464287614	471	9,073	SH	Sole	01	9,073
ISHARES TR INDEX RUSSELL1000VAL	ETF	464287598	7,272	119,078	SH	Sole	01	119,078
ISHARES TR INDEX S&P 500 INDEX	ETF	464287200	1,356	11,558	SH	Sole	01	11,558
ISHARES TR INDEX S&P MC 400 GRW	ETF	464287606	64,807	763,875	SH	Sole	01	763,875
ISHARES TR INDEX S&P MIDCAP 400	ETF	464287507	48,187	612,291	SH	Sole	01	612,291
ISHARES TR INDEX S&P SMLCP GROW	ETF	464287887	19	312	SH	Sole	01	312
ISHARES TR INDEX S&P SMLCP VALU	ETF	464287879	36	563	SH	Sole	01	563
ISHARES TR INDEX S&P500 GRW	ETF	464287309	5,930	98,969	SH	Sole	01	98,969
ISHARES TR INDEX TRANSP AVE IDX	ETF	464287192	323	4,086	SH	Sole	01	4,086

<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>

ISHARES TR MSCI GRW IDX	ETF	464288885	14,879	262,688	SH	Sole	01	262,688
ISHARES TR MSCI VAL IDX	ETF	464288877	14,807	292,342	SH	Sole	01	292,342
ISHARES TR S&P GL UTILITI	ETF	464288711	13,381	292,875	SH	Sole	01	292,875
ISHARES TR S&P NTL AMTFREE	ETF	464288414	4,393	42,529	SH	Sole	01	42,529
ISHARES TR SMLL GRWTH IDX	ETF	464288604	29	410	SH	Sole	01	410
ISHARES TR SMLL VAL INDX	ETF	464288703	19	258	SH	Sole	01	258
ISHARES TR US PFD STK IDX	ETF	464288687	2,107	54,417	SH	Sole	01	54,417
ITAU UNIBANCO HLDG SA SPON ADR	SPONSORED ADR	465562106	2,176	98,935	SH	Sole	01	98,935
ITT CORP NEW COM	COM	450911102	7,017	130,881	SH	Sole	01	130,881
JACK IN THE BOX INC COM	COM	466367109	2	73	SH	Sole	01	73
JAKKS PAC INC COM	COM	47012E106	1,542	117,910	SH	Sole	01	117,910
JARDEN CORP COM	COM	471109108	1,428	42,887	SH	Sole	01	42,887
JOHNSON & JOHNSON COM	COM	478160104	10,148	155,639	SH	Sole	01	155,639
JPMORGAN CHASE & CO COM	COM	46625H100	12,227	273,218	SH	Sole	01	273,218
KANSAS CITY SOUTHERN COM NEW	COM	485170302	2	51	SH	Sole	01	51
KEYCORP NEW COM	COM	493267108	1,499	193,410	SH	Sole	01	193,410
KNIGHT TRANSN INC COM	COM	499064103	1,104	52,331	SH	Sole	01	52,331
KRAFT FOODS INC CL A	CL A	50075N104	12,673	419,088	SH	Sole	01	419,088
K-SWISS INC CL A	CL A	482686102	101	9,639	SH	Sole	01	9,639
KUBOTA CORP ADR	ADR	501173207	1,023	22,448	SH	Sole	01	22,448
LEAR CORP COM NEW	COM	521865204	833	10,504	SH	Sole	01	10,504
LHC GROUP INC COM	COM	50187A107	1,266	37,744	SH	Sole	01	37,744
LIFE TECHNOLOGIES CORP COM	COM	53217V109	4	74	SH	Sole	01	74
LINCOLN EDL SVCS CORP COM	COM	533535100	1,139	45,010	SH	Sole	01	45,010
LKQ CORP COM	COM	501889208	4,994	246,009	SH	Sole	01	246,009
LOEWS CORP COM	COM	540424108	5,952	159,650	SH	Sole	01	159,650
LORILLARD INC COM	COM	544147101	3	45	SH	Sole	01	45
LOWES COS INC COM	COM	548661107	23,234	958,489	SH	Sole	01	958,489

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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

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M/I HOMES INC COM	COM	55305B101	1,310	89,406	SH	Sole	01	89,406
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MAIDEN HOLDINGS LTD SHS	COM	G5753U112	1,180	159,739	SH	Sole	01	159,739
MAKITA CORP ADR NEW	ADR	560877300	1,231	37,137	SH	Sole	01	37,137
MARINEMAX INC COM	COM	567908108	153	14,175	SH	Sole	01	14,175
MARSHALL & ILSLEY CORP NEW COM	COM	571837103	1,454	180,629	SH	Sole	01	180,629
MASTERCARD INC CL A	CL A	57636Q104	9,263	36,470	SH	Sole	01	36,470
MBIA INC COM	COM	55262C100	138	21,942	SH	Sole	01	21,942
MCDONALDS CORP COM	COM	580135101	8,785	131,673	SH	Sole	01	131,673
MECHEL OAO SPONSORED ADR	ADR	583840103	2,274	80,015	SH	Sole	01	80,015
MERCK & CO INC NEW COM	COM	58933Y105	5,347	143,161	SH	Sole	01	143,161
MICROSOFT CORP COM	COM	594918104	6,600	225,350	SH	Sole	01	225,350
MITSUBISHI UFJ FINL GROUP IN	SPONSORED ADR	606822104	768	146,854	SH	Sole	01	146,854
NALCO HOLDING COMPANY COM	COM	62985Q101	8,419	346,049	SH	Sole	01	346,049
NATIONAL GRID PLC SPON ADR NEW	SPONSORED ADR	636274300	3,092	63,419	SH	Sole	01	63,419
NEW YORK CMNTY BANCORP INC COM	COM	649445103	3	193	SH	Sole	01	193
NEWTEK BUSINESS SERVICES INC.	COM	652526104	183	146,141	SH	Sole		146,141
NORTHEAST UTILS COM	COM	664397106	4	138	SH	Sole	01	138
NORTHERN TR CORP COM	COM	665859104	6,611	119,641	SH	Sole	01	119,641
NOVARTIS A G SPONSORED ADR	SPONSORED ADR	66987V109	1,362	25,176	SH	Sole	01	25,176
NOVO-NORDISK A S ADR	ADR	670100205	3,740	48,496	SH	Sole	01	48,496
NRG ENERGY INC COM NEW	COM	629377508	588	28,128	SH	Sole	01	28,128
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	3,660	240,783	SH	Sole	01	240,783
NUVEEN EQTY PRM OPPORTUNITY	COM	6706EM102	5,564	415,543	SH	Sole	01	415,543
OCEANEERING INTL INC COM	COM	675232102	1,538	24,227	SH	Sole	01	24,227
OLD REP INTL CORP COM	COM	680223104	1,474	116,251	SH	Sole	01	116,251

<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
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ORACLE CORP COM	COM	68389X105	9,375	364,639	SH	Sole	01
364,639							
PARKER HANNIFIN CORP COM	COM	701094104	6,940	107,203	SH	Sole	01
107,203							
PENN VA CORP COM	COM	707882106	1,299	53,005	SH	Sole	01
53,005							
PETROLEO BRASILEIRO SA PETRO	SPONSORED ADR	71654V408	1,964	44,127	SH	Sole	01
PFIZER INC COM	COM	717081103	4,662	271,832	SH	Sole	01
271,832							44,127
PG&E CORP COM	COM	69331C108	2,931	69,103	SH	Sole	01
69,103							
PHILIP MORRIS INTL INC COM	COM	718172109	9,059	173,685	SH	Sole	01
173,685							
PLAINS EXPL& PRODTN CO COM	COM	726505100	4,559	152,002	SH	Sole	01
152,002							
POSCO SPONSORED ADR	ADR	693483109	1,984	16,959	SH	Sole	01
16,959							
POTASH CORP SASK INC COM	COM	73755L107	3,638	30,483	SH	Sole	01
30,483							
POWERSHARES GLOBAL ETF TRUST	ETF	73936T474	4,106	173,231	SH	Sole	01
173,231							
POWERSHARES QQQ TRUST UNIT SER	ETF	73935A104	54,999	1,142,011	SH	Sole	01
PPL CORP COM	COM	69351T106	2,300	82,993	SH	Sole	01
82,993							1,142,011
PRAXAIR INC COM	COM	74005P104	10,312	124,236	SH	Sole	01
124,236							
PROCTER & GAMBLE CO COM	COM	742718109	21,631	341,889	SH	Sole	01
341,889							
PUBLIC SVC ENTERPRISE GROUP COM	COM	744573106	424	14,366	SH	Sole	01
14,366							
QUEST DIAGNOSTICS INC COM	COM	74834L100	3,477	59,654	SH	Sole	01
59,654							
REGIONS FINANCIAL CORP NEW COM	COM	7591EP100	1,285	163,688	SH	Sole	01
RESMED INC COM	COM	761152107	2,056	32,309	SH	Sole	01
32,309							163,688
ROSETTA RESOURCES INC COM	COM	777779307	5,970	253,492	SH	Sole	01
253,492							
ROSS STORES INC COM	COM	778296103	2,441	45,647	SH	Sole	01
45,647							
ROVI CORP COM	COM	779376102	8,068	217,287	SH	Sole	01
217,287							
ROYAL CARIBBEAN CRUISES LTD COM	COM	V7780T103	262	7,955	SH	Sole	01

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SPDR SERIES TRUST BRCLYS 1-3MT 76,964	ETF	78464A680	3,530	76,964	SH		Sole	01		
SPDR SERIES TRUST BRCLYS AGG ETF	ETF	78464A649	8,358	151,458	SH		Sole	01	151,458	
SPDR SERIES TRUST BRCLYS INTL ETF 11,459	ETF	78464A516	641	11,459	SH		Sole	01		
SPDR SERIES TRUST BRCLYS MUNI 426,106	ETF	78464A458	9,677	426,106	SH		Sole	01		
SPDR SERIES TRUST BRCLYS SHRT 70,411	ETF	78464A425	1,687	70,411	SH		Sole	01		
SPDR SERIES TRUST BRCLYS YLD ETF	ETF	78464A417	5,884	147,881	SH		Sole	01	147,881	
SPDR SERIES TRUST DB INT GVT ETF 13,586	ETF	78464A490	753	13,586	SH		Sole	01		
SPDR SERIES TRUST DJ REIT ETF 90,874	ETF	78464A607	4,885	90,874	SH		Sole	01		
SPDR SERIES TRUST DJ SML CAP ETF 7,202	ETF	78464A813	415	7,202	SH		Sole	01		
SPDR SERIES TRUST DJ SML GRWTH 315	ETF	78464A201	29	315	SH		Sole	01		
SPDR SERIES TRUST S&P DIVID ETF	ETF	78464A763	11,798	239,254	SH		Sole	01	239,254	
SPDR SERIES TRUST S&P METALS 372	ETF	78464A755	21	372	SH		Sole	01		
SPDR SERIES TRUST S&P RETAIL ETF	ETF	78464A714	73,813	1,787,249	SH		Sole	01	1,787,249	
SPDR SERIES TRUST SPDR KBW INS 18,464	ETF	78464A789	762	18,464	SH		Sole	01		
ST MARY LD & EXPL CO COM 31	COM	792228108	1	31	SH		Sole	01		
STERICYCLE INC COM 21,655	COM	858912108	1,180	21,655	SH		Sole	01		
STEWART INFORMATION SVCS COR 10,491	COM	860372101	145	10,491	SH		Sole	01		
STRYKER CORP COM 214,607	COM	863667101	12,280	214,607	SH		Sole	01		
SUNTRUST BKS INC COM 6,386	COM	867914103	171	6,386	SH		Sole	01		
SYBASE INC COM 195,213	COM	871130100	9,101	195,213	SH		Sole	01		
SYMANTEC CORP COM 351,504	COM	871503108	5,950	351,504	SH		Sole	01		
TALEO CORP CL A 39,482	CL A	87424N104	1,023	39,482	SH		Sole	01		
TARGACEPT INC COM 54,787	COM	87611R306	1,077	54,787	SH		Sole	01		
TARGET CORP COM 313,239	COM	87612E106	16,476	313,239	SH		Sole	01		
TERRA INDS INC COM 26	COM	880915103	1	26	SH		Sole	01		
TESSERA TECHNOLOGIES INC COM 51,654	COM	88164L100	1,048	51,654	SH		Sole	01		
TEVA PHARMACEUTICAL INDS LTD ADR 34,862	ADR	881624209	2,199	34,862	SH		Sole	01		
TOTAL S A SPONSORED ADR 82,985	SPONSORED ADR	89151E109	4,815	82,985	SH		Sole	01		

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TOWER GROUP INC COM	COM	891777104	1,137	51,287	SH		Sole	01	51,287	
TOYOTA MOTOR CORP SP ADR REP2	COM	892331307	3,943	49,036	SH		Sole	01	49,036	
TRANSOCEAN LTD REG SHS	COM	H8817H100	5,256	60,852	SH		Sole	01	60,852	
TREEHOUSE FOODS INC COM	COM	89469A104	5,620	128,105	SH		Sole	01	128,105	
TUPPERWARE BRANDS CORP COM	COM	899896104	9,145	189,642	SH		Sole	01	189,642	
TUTOR PERINI CORP COM	COM	901109108	1,162	53,409	SH		Sole	01	53,409	
TYCO ELECTRONICS LTD SWITZER SHS	COM	H8912P106	7,025	255,625	SH		Sole	01	255,625	
UAL CORP.	COM	902549807	47	2,409	SH		Sole		2,409	
UBS AG SHS NEW	COM	H89231338	1,106	67,907	SH		Sole	01	67,907	
UGI CORP NEW COM	COM	902681105	1,447	54,517	SH		Sole	01	54,517	
UNISOURCE ENERGY CORP COM	COM	909205106	1,087	34,582	SH		Sole	01	34,582	
UNITED TECHNOLOGIES CORP COM	COM	913017109	16,565	225,040	SH		Sole	01	225,040	
UNUM GROUP COM	COM	91529Y106	5	213	SH		Sole	01	213	
USANA HEALTH SCIENCES INC COM	COM	90328M107	931	29,639	SH		Sole	01	29,639	

VALE S A ADR	ADR	91912E105	2,194	68,165	SH	Sole	01	68,165
VANGUARD BD INDEX FD INC TOTAL	ETF	921937835	985	12,436	SH	Sole	01	12,436
VANGUARD INDEX FDS GROWTH ETF	ETF	922908736	16,819	302,788	SH	Sole	01	302,788
VANGUARD INDEX FDS REIT ETF	ETF	922908553	747	15,300	SH	Sole	01	15,300
VANGUARD INDEX FDS SM CP VAL ETF	ETF	922908611	4,666	77,741	SH	Sole	01	77,741
VANGUARD INDEX FDS SMALL CP ETF	ETF	922908751	48	762	SH	Sole	01	762
VANGUARD INDEX FDS SML CP GRW	ETF	922908595	6,263	95,909	SH	Sole	01	95,909
VANGUARD INDEX FDS VALUE ETF	ETF	922908744	24,960	494,545	SH	Sole	01	494,545
VANGUARD INTL EQUITY INDEX F EMR	ETF	922042858	7,541	178,898	SH	Sole	01	178,898
VANGUARD INTL EQUITY INDEX F EURP	ETF	922042874	14,366	298,488	SH	Sole	01	298,488
VANGUARD INTL EQUITY INDEX F FTSE	ETF	922042718	1,601	18,724	SH	Sole	01	18,724
VANGUARD INTL EQUITY INDEX F PAC	ETF	922042866	8,368	153,311	SH	Sole	01	153,311
VANGUARD TAX-MANAGED FD EUROPE	ETF	921943858	6,445	186,154	SH	Sole	01	186,154

<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	(x\$1000)	PRN AMT	PRN CALL	DISCRETION	MANAGERS	SOLE
SHARED NONE							
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
VERIZON COMMUNICATIONS INC.	COM	92343V104	26	832	SH	Sole	832
VIAD CORP COM NEW	COM	92552R406	744	36,214	SH	Sole	01 36,214
VISA INC COM CL A	CL A	92826C839	6,662	73,181	SH	Sole	01 73,181
VODAFONE GROUP PLC NEW SPONS	ADR	92857W209	8,946	383,798	SH	Sole	01 383,798
WAL MART STORES INC COM	COM	931142103	7,616	136,971	SH	Sole	01 136,971
WALGREEN CO COM	COM	931422109	10,245	276,221	SH	Sole	01 276,221
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	3,245	68,020	SH	Sole	01 68,020
WASHINGTON FED INC COM	COM	938824109	3	132	SH	Sole	01 132
WATERS CORP COM	COM	941848103	9,453	139,963	SH	Sole	01 139,963
WESTPAC BKG CORP SPONSORED	SPONSORED ADR	961214301	3,762	29,603	SH	Sole	01 29,603
WILLIAMS COS INC DEL COM	COM	969457100	2,125	91,973	SH	Sole	01 91,973
XL CAP LTD CL A	CL A	G98255105	1,542	81,579	SH	Sole	01 81,579
XTO ENERGY INC COM	COM	98385X106	6,744	142,932	SH	Sole	01 142,932
YAHOO INC COM	COM	984332106	7,031	425,320	SH	Sole	01 425,320
YANZHOU COAL MNG CO LTD SPON	SPONSORED ADR	984846105	2,249	93,311	SH	Sole	01 93,311

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