

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, 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: 371 lines

Form 13F Information Table Value Total: 1564,131
(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 SH/ PRN AMT | PUT/ PRN CALL | INVESTMENT DISCRETION | OTHER MANAGERS | SOLE |
|--------------------------------|---------------|-----------|--------------------|------------------------|------------------|--------------------------|-------------------|---------|
| SHARED NONE | | | | | | | | |
| <S> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> |
| 3M CO COM | COM | 88579Y101 | 30,575 | 387,075 SH | | Sole | 01 | 387,075 |
| ABB LTD SPONSORED ADR | SPONSORED ADR | 000375204 | 3,989 | 230,872 SH | | Sole | 01 | 230,872 |
| ABBOTT LABS COM | COM | 002824100 | 12,337 | 263,726 SH | | Sole | 01 | 263,726 |
| ABERCROMBIE & FITCH CO CL A | CL A | 002896207 | 2,853 | 92,956 SH | | Sole | 01 | 92,956 |
| ADVANCE AUTO PARTS INC COM | COM | 00751Y106 | 6 | 114 SH | | Sole | 01 | 114 |
| AEGON N V NY REGISTRY SH | ADR | 007924103 | 4 | 788 SH | | Sole | 01 | 788 |
| AES CORP COM | COM | 00130H105 | 6,594 | 713,686 SH | | Sole | 01 | 713,686 |
| AFFILIATED MANAGERS GROUP COM | COM | 008252108 | 5,635 | 92,730 SH | | Sole | 01 | 92,730 |
| AIR PRODS & CHEMS INC COM | COM | 009158106 | 5,571 | 85,960 SH | | Sole | 01 | 85,960 |
| ALBEMARLE CORP COM | COM | 012653101 | 4,232 | 106,577 SH | | Sole | 01 | 106,577 |
| ALCATEL- LUCENT SPONSORED ADR | SPONSORED ADR | 013904305 | 4 | 1,520 SH | | Sole | 01 | 1,520 |
| ALEXANDER & BALDWIN INC COM | COM | 014482103 | 1,106 | 37,130 SH | | Sole | 01 | 37,130 |
| ALLEGHENY ENERGY INC COM | COM | 017361106 | 1,009 | 48,768 SH | | Sole | 01 | 48,768 |
| ALTERA CORP COM | COM | 021441100 | 1,497 | 60,358 SH | | Sole | 01 | 60,358 |
| AMEDISYS INC COM | COM | 023436108 | 4,411 | 100,289 SH | | Sole | 01 | 100,289 |
| AMERICA MOVIL SAB DE CV SPON | ADR | 02364W105 | 2,006 | 42,225 SH | | Sole | 01 | 42,225 |
| AMERICAN ELEC PWR INC COM | COM | 025537101 | 3,267 | 101,147 SH | | Sole | 01 | 101,147 |
| AMERICAN EXPRESS CO COM | COM | 025816109 | 0 | 2 SH | | Sole | 01 | 2 |
| AMERICAN MED SYS HLDGS INC COM | COM | 02744M108 | 1,345 | 60,810 SH | | Sole | 01 | 60,810 |
| ANHEUSER BUSCH INBEV SA/NV SP | SPONSORED ADR | 03524A108 | 4,454 | 92,776 SH | | Sole | 01 | 92,776 |
| ARKANSAS BEST CORP DEL COM | COM | 040790107 | 1,087 | 52,378 SH | | Sole | 01 | 52,378 |
| ASML HOLDING N V NY REG SHS | COM | N07059186 | 3,946 | 143,664 SH | | Sole | 01 | 143,664 |
| ASSOCIATED BANC CORP COM | COM | 045487105 | 1,311 | 106,964 SH | | Sole | 01 | 106,964 |
| ASSURED GUARANTY LTD COM | COM | G0585R106 | 1,005 | 75,713 SH | | Sole | 01 | 75,713 |

<TABLE>
<CAPTION>
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 SH/ PRN AMT | PUT/ PRN CALL | INVESTMENT DISCRETION | OTHER MANAGERS | SOLE |
|----------------------------------|---------------|-----------|--------------------|------------------------|------------------|--------------------------|-------------------|---------|
| SHARED NONE | | | | | | | | |
| <S> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> |
| ASTRAZENECA PLC SPONSORED ADR | SPONSORED ADR | 046353108 | 10 | 210 SH | | Sole | 01 | 210 |
| AUTOLIV INC COM | COM | 052800109 | 6,326 | 132,196 SH | | Sole | 01 | 132,196 |
| AUTOMATIC DATA PROCESSING IN | COM | 053015103 | 8,449 | 209,870 SH | | Sole | 01 | 209,870 |
| BAIDU INC SPON ADR REP A | ADR | 056752108 | 2,585 | 37,964 SH | | Sole | 01 | 37,964 |
| BANCO SANTANDER SA ADR | ADR | 05964H105 | 4,765 | 453,806 SH | | Sole | 01 | 453,806 |
| BANK OF AMERICA CORPORATION | COM | 060505104 | 4,393 | 305,736 SH | | Sole | 01 | 305,736 |
| BARCLAYS PLC ADR | ADR | 06738E204 | 5 | 285 SH | | Sole | 01 | 285 |
| BAXTER INTL INC COM | COM | 071813109 | 9,865 | 242,733 SH | | Sole | 01 | 242,733 |
| BE AEROSPACE INC COM | COM | 073302101 | 3,472 | 136,539 SH | | Sole | 01 | 136,539 |
| BECTON DICKINSON & CO COM | COM | 075887109 | 6,365 | 94,131 SH | | Sole | 01 | 94,131 |
| BHP BILLITON LTD SPONSORED ADR | ADR | 088606108 | 3,802 | 61,325 SH | | Sole | 01 | 61,325 |
| BJS WHOLESALE CLUB INC COM | COM | 05548J106 | 3 | 73 SH | | Sole | 01 | 73 |
| BLACKROCK ENH CAP & INC FD I COM | COM | 09256A109 | 1,517 | 108,937 SH | | Sole | 01 | 108,937 |
| BLACKROCK INTL GRWTH & INC T | COM | 092524107 | 2,446 | 278,576 SH | | Sole | 01 | 278,576 |
| BLOUNT INTL INC NEW COM | COM | 095180105 | 1,460 | 142,172 SH | | Sole | 01 | 142,172 |
| BOK FINL CORP COM NEW | COM | 05561Q201 | 7,021 | 147,896 SH | | Sole | 01 | 147,896 |
| BP PLC SPONSORED ADR | SPONSORED ADR | 055622104 | 2 | 80 SH | | Sole | 01 | 80 |
| BRITISH AMERN TOB PLC SPONSOR | SPONSORED ADR | 110448107 | 4,484 | 70,842 SH | | Sole | 01 | 70,842 |
| BUCYRUS INTL INC NEW COM | COM | 118759109 | 2,218 | 46,738 SH | | Sole | 01 | 46,738 |
| CACI INTL INC CL A | CL A | 127190304 | 936 | 22,044 SH | | Sole | 01 | 22,044 |
| CANON INC ADR | ADR | 138006309 | 8 | 205 SH | | Sole | 01 | 205 |
| CAPSTEAD MTG CORP COM NO PAR | COM | 14067E506 | 926 | 83,717 SH | | Sole | 01 | 83,717 |
| CARDINAL HEALTH INC COM | COM | 14149Y108 | 1,476 | 43,916 SH | | Sole | 01 | 43,916 |
| CELANESE CORP DEL COM SER A | COM | 150870103 | 4 | 147 SH | | Sole | 01 | 147 |
| CEMEX SAB DE CV SPON ADR NEW | SPONSORED ADR | 151290889 | 4 | 431 SH | | Sole | 01 | 431 |
| CENTRAIS ELETRICAS BRASILEIR | SPONSORED ADR | 15234Q207 | 7 | 550 SH | | Sole | 01 | 550 |
| CENTURY ALUM CO COM | COM | 156431108 | 626 | 70,853 SH | | Sole | 01 | 70,853 |
| CERNER CORP COM | COM | 156782104 | 6,167 | 81,260 SH | | Sole | 01 | 81,260 |

<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> | | | | | | |
| CF INDS HLDGS INC COM | COM | 125269100 | 0 | 2 | SH | Sole | 01 2 |
| CHESAPEAKE ENERGY CORP COM | COM | 165167107 | 4,848 | 231,413 | SH | Sole | 01 231,413 |
| CHICOS FAS INC COM | COM | 168615102 | 2,126 | 215,166 | SH | Sole | 01 215,166 |
| CHINA LIFE INS CO LTD SPON ADR | SPONSORED ADR | 16939P106 | 1,882 | 28,864 | SH | Sole | 01 28,864 |
| CIMAREX ENERGY CO COM | COM | 171798101 | 2 | 26 | SH | Sole | 01 26 |
| CISCO SYS INC COM | COM | 17275R102 | 5,210 | 244,487 | SH | Sole | 01 244,487 |
| CMS ENERGY CORP COM | COM | 125896100 | 3,779 | 257,983 | SH | Sole | 01 257,983 |
| COCA COLA CO COM | COM | 191216100 | 4,266 | 85,114 | SH | Sole | 01 85,114 |
| COGNIZANT TECHNOLOGY SOLUTIO | CL A | 192446102 | 4,929 | 98,458 | SH | Sole | 01 98,458 |
| COINSTAR INC COM | COM | 19259P300 | 1,546 | 35,970 | SH | Sole | 01 35,970 |
| COLGATE PALMOLIVE CO COM | COM | 194162103 | 15,916 | 202,080 | SH | Sole | 01 202,080 |
| COMERICA INC COM | COM | 200340107 | 1,378 | 37,422 | SH | Sole | 01 37,422 |
| COMTECH TELECOMMUNICATIONS | COM | 205826209 | 1,025 | 34,263 | SH | Sole | 01 34,263 |
| CONSTELLATION ENERGY GROUP I | COM | 210371100 | 920 | 28,530 | SH | Sole | 01 28,530 |
| COOPER COS INC COM NEW | COM | 216648402 | 1,216 | 30,558 | SH | Sole | 01 30,558 |
| CORE LABORATORIES N V COM | COM | N22717107 | 3,224 | 21,844 | SH | Sole | 01 21,844 |
| CORNING INC COM | COM | 219350105 | 7,415 | 459,144 | SH | Sole | 01 459,144 |
| COVIDIEN PLC SHS | COM | G2554F105 | 5,343 | 132,973 | SH | Sole | 01 132,973 |
| CTRIIP COM INTL LTD AMERICAN DEP | SPONSORED ADR | 22943F100 | 2,122 | 56,485 | SH | Sole | 01 56,485 |
| DANAHER CORP DEL COM | COM | 235851102 | 3,046 | 82,045 | SH | Sole | 01 82,045 |
| DECKERS OUTDOOR CORP COM | COM | 243537107 | 1,271 | 8,896 | SH | Sole | 01 8,896 |
| DEL MONTE FOODS CO COM | COM | 24522P103 | 723 | 50,226 | SH | Sole | 01 50,226 |
| DELTA AIR LINES INC. | COM | 247361702 | 144 | 12,233 | SH | Sole | 01 12,233 |
| DEUTSCHE BANK AG NAMEN AKT | COM | D18190898 | 1 | 15 | SH | Sole | 01 15 |
| DEUTSCHE TELEKOM AG SPONSO | SPONSORED ADR | 251566105 | 10 | 875 | SH | Sole | 01 875 |
| DISCOVER FINL SVCS COM | COM | 254709108 | 1,419 | 101,513 | SH | Sole | 01 101,513 |
| DOLLAR TREE INC COM | COM | 256746108 | 1,687 | 40,531 | SH | Sole | 01 40,531 |

</TABLE>

<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> | | | | | | |
| DU PONT E I DE NEMOURS & CO COM | COM | 263534109 | 4,889 | 141,348 | SH | Sole | 01 141,348 |
| E M C CORP MASS COM | COM | 268648102 | 13,498 | 737,603 | SH | Sole | 01 737,603 |
| EAST WEST BANCORP INC COM | COM | 27579R104 | 1,167 | 76,551 | SH | Sole | 01 76,551 |
| EATON VANCE TAX MNG GBL DV E | COM | 27829F108 | 8,828 | 923,457 | SH | Sole | 01 923,457 |
| EATON VANCE TX MGD DIV EQ IN COM | COM | 27828N102 | 5,275 | 487,049 | SH | Sole | 01 487,049 |
| EATON VANCE TXMGD GL BUYWR | COM | 27829C105 | 4,404 | 392,842 | SH | Sole | 01 392,842 |
| EBAY INC COM | COM | 278642103 | 6,151 | 313,657 | SH | Sole | 01 313,657 |
| EMERSON ELEC CO COM | COM | 291011104 | 4,519 | 103,431 | SH | Sole | 01 103,431 |
| EMULEX CORP COM NEW | COM | 292475209 | 571 | 62,170 | SH | Sole | 01 62,170 |
| ENI S P A SPONSORED ADR | SPONSORED ADR | 26874R108 | 8 | 230 | SH | Sole | 01 230 |
| ENERGY CORP NEW COM | COM | 29364G103 | 1,811 | 25,287 | SH | Sole | 01 25,287 |
| ERICSSON L M TEL CO ADR B SEK 10 | ADR | 294821608 | 8 | 695 | SH | Sole | 01 695 |
| ESTERLINE TECHNOLOGIES CORP | COM | 297425100 | 1,013 | 21,345 | SH | Sole | 01 21,345 |
| EVERGREEN GBL DIVID OPP FUND | COM | 30024H101 | 1,814 | 203,408 | SH | Sole | 01 203,408 |
| EXELON CORP COM | COM | 30161N101 | 1,279 | 33,688 | SH | Sole | 01 33,688 |
| EXXON MOBIL CORP COM | COM | 30231G102 | 5,247 | 91,936 | SH | Sole | 01 91,936 |
| EZCORP INC CL A NON VTG | COM | 302301106 | 828 | 44,632 | SH | Sole | 01 44,632 |
| FEDERAL MOGUL CORP COM | COM | 313549404 | 1,260 | 96,798 | SH | Sole | 01 96,798 |
| FLEXTRONICS INTL LTD ORD | COM | Y2573F102 | 2 | 440 | SH | Sole | 01 440 |
| FRANCE TELECOM SPONSORED ADR | SPONSORED ADR | 35177Q105 | 7 | 376 | SH | Sole | 01 376 |
| FRESENIUS MED CARE AG&CO KGA | SPONSORED ADR | 358029106 | 942 | 17,552 | SH | Sole | 01 17,552 |
| GENERAL DYNAMICS CORP COM | COM | 369550108 | 12,005 | 205,001 | SH | Sole | 01 205,001 |
| GEO GROUP INC COM | COM | 36159R103 | 1,101 | 53,059 | SH | Sole | 01 53,059 |
| GILEAD SCIENCES INC COM | COM | 375558103 | 4,684 | 136,652 | SH | Sole | 01 136,652 |
| GLAXOSMITHKLINE PLC SPONSORED | SPONSORED ADR | 37733W105 | 8 | 235 | SH | Sole | 01 235 |
| GRAINGER W W INC COM | COM | 384802104 | 8,855 | 89,037 | SH | Sole | 01 89,037 |
| GROUPE CGI INC CL A SUB VTG | CL A SUB VTG | 39945C109 | 6,517 | 436,503 | SH | Sole | 01 436,503 |
| GULF ISLAND FABRICATION INC COM | COM | 402307102 | 1,158 | 74,608 | SH | Sole | 01 74,608 |

</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 | SOLE |
| <S> | <C> | <C> | <C> | <C> | <C> | <C> | <C> |
| <C> | <C> | | | | | | |
| HALLIBURTON CO COM | COM | 406216101 | 4,374 | 178,155 | SH | Sole | 01 178,155 |
| HARSCO CORP COM | COM | 415864107 | 1 | 47 | SH | Sole | 01 47 |
| HEWLETT PACKARD CO COM | COM | 428236103 | 6,946 | 160,495 | SH | Sole | 01 160,495 |
| HOLOGIC INC. | COM | 436440101 | 134 | 9,632 | SH | Sole | 9,632 |
| HONDA MOTOR LTD AMERN SHS | COM | 438128308 | 3,930 | 136,687 | SH | Sole | 01 136,687 |
| HONEYWELL INTL INC COM | COM | 438516106 | 2 | 53 | SH | Sole | 01 53 |
| HSBC HLDGS PLC SPON ADR NEW | SPONSORED ADR | 404280406 | 4,248 | 93,189 | SH | Sole | 01 93,189 |
| HUNT J B TRANS SVCS INC COM | COM | 445658107 | 2,962 | 90,656 | SH | Sole | 01 90,656 |
| IBERIABANK CORP COM | COM | 450828108 | 1,833 | 35,611 | SH | Sole | 01 35,611 |
| ICICI BK LTD ADR | ADR | 45104G104 | 1,755 | 48,572 | SH | Sole | 01 48,572 |
| ILLINOIS TOOL WKS INC COM | COM | 452308109 | 7,142 | 173,008 | SH | Sole | 01 173,008 |
| INFORMATICA CORP COM | COM | 45666Q102 | 3,350 | 140,293 | SH | Sole | 01 140,293 |
| INFOSYS TECHNOLOGIES LTD | SPONSORED ADR | 456788108 | 2,033 | 33,932 | SH | Sole | 01 33,932 |
| INGERSOLL- RAND PLC SHS | COM | G47791101 | 6,363 | 184,481 | SH | Sole | 01 184,481 |
| INTEL CORP COM | COM | 458140100 | 5,213 | 268,028 | SH | Sole | 01 268,028 |
| INTERNATIONAL BUSINESS MACHS | COM | 459200101 | 30,619 | 247,969 | SH | Sole | 01 247,969 |
| ISHARES INC MSCI AUSTRALIA | ETF | 464286103 | 1,275 | 67,200 | SH | Sole | 01 67,200 |
| ISHARES INC MSCI FRANCE | ETF | 464286707 | 1,282 | 65,525 | SH | Sole | 01 65,525 |
| ISHARES INC MSCI GERMANY | ETF | 464286806 | 1,285 | 68,665 | SH | Sole | 01 68,665 |
| ISHARES INC MSCI HONG KONG | ETF | 464286871 | 644 | 43,615 | SH | Sole | 01 43,615 |
| ISHARES INC MSCI JAPAN | ETF | 464286848 | 3,238 | 351,967 | SH | Sole | 01 351,967 |
| ISHARES INC MSCI NETHR INVES | ETF | 464286814 | 639 | 37,361 | SH | Sole | 01 37,361 |
| ISHARES INC MSCI SINGAPORE | ETF | 464286673 | 659 | 58,621 | SH | Sole | 01 58,621 |
| ISHARES INC MSCI SPAIN | ETF | 464286764 | 645 | 20,267 | SH | Sole | 01 20,267 |
| ISHARES INC MSCI SWEDEN | ETF | 464286756 | 646 | 28,289 | SH | Sole | 01 28,289 |
| ISHARES INC MSCI SWITZERLD | ETF | 464286749 | 1,300 | 65,015 | SH | Sole | 01 65,015 |
| ISHARES INC MSCI UTD KINGD | ETF | 464286699 | 3,169 | 235,767 | SH | Sole | 01 235,767 |

<TABLE>

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

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 | SOLE |
| <S> | <C> | <C> | <C> | <C> | <C> | <C> | <C> |
| <C> | | | | | | | |
| ISHARES TR AGENCY BD FD | ETF | 464288166 | 2,753 | 24,960 | SH | Sole | 01 24,960 |
| ISHARES TR BARCLYS 1-3YR CR | ETF | 464288646 | 7,848 | 75,530 | SH | Sole | 01 75,530 |
| ISHARES TR BARCLYS CR BD | ETF | 464288620 | 13,977 | 133,953 | SH | Sole | 01 133,953 |
| ISHARES TR BARCLYS MBS BD | ETF | 464288588 | 20,394 | 186,365 | SH | Sole | 01 186,365 |
| ISHARES TR BARCLYS SH TREA | ETF | 464288679 | 3,992 | 36,215 | SH | Sole | 01 36,215 |
| ISHARES TR DJ INTL SEL DIVD | ETF | 464288448 | 599 | 22,837 | SH | Sole | 01 22,837 |
| ISHARES TR DJ MED DEVICES | ETF | 464288810 | 939 | 17,580 | SH | Sole | 01 17,580 |
| ISHARES TR DJ OIL EQUIP | ETF | 464288844 | 353 | 9,471 | SH | Sole | 01 9,471 |
| ISHARES TR DJ REGIONAL BK | ETF | 464288778 | 1,049 | 47,905 | SH | Sole | 01 47,905 |
| ISHARES TR INDEX BARCLY USAGG B | ETF | 464287226 | 50,504 | 470,896 | SH | Sole | 01 470,896 |
| ISHARES TR INDEX BARCLYS 1-3 YR | ETF | 464287457 | 44,299 | 526,618 | SH | Sole | 01 526,618 |
| ISHARES TR INDEX BARCLYS 20+ YR | ETF | 464287432 | 6,203 | 60,968 | SH | Sole | 01 60,968 |
| ISHARES TR INDEX BARCLYS 7-10 YR | ETF | 464287440 | 16,381 | 171,224 | SH | Sole | 01 171,224 |
| ISHARES TR INDEX BARCLYS TIPS BD | ETF | 464287176 | 12,239 | 114,481 | SH | Sole | 01 114,481 |
| ISHARES TR INDEX DJ SEL DIV INX | ETF | 464287168 | 666 | 15,695 | SH | Sole | 01 15,695 |
| ISHARES TR INDEX DJ US TECH SEC | ETF | 464287721 | 5,686 | 110,189 | SH | Sole | 01 110,189 |
| ISHARES TR INDEX DJ US TELECOMM | ETF | 464287713 | 1,060 | 56,813 | SH | Sole | 01 56,813 |
| ISHARES TR INDEX IBOXX INV CPBD | ETF | 464287242 | 3,894 | 35,899 | SH | Sole | 01 35,899 |
| ISHARES TR INDEX MSCI EAFE IDX | ETF | 464287465 | 24,452 | 525,728 | SH | Sole | 01 525,728 |
| ISHARES TR INDEX MSCI EMERG MKT | ETF | 464287234 | 44,123 | 1,182,283 | SH | Sole | 01 1,182,283 |
| ISHARES TR INDEX RUSL 2000 GROW | ETF | 464287648 | 569 | 8,549 | SH | Sole | 01 8,549 |
| ISHARES TR INDEX RUSL 2000 VALU | ETF | 464287630 | 619 | 10,844 | SH | Sole | 01 10,844 |
| ISHARES TR INDEX RUSL 3000 VALU | ETF | 464287663 | 325 | 4,567 | SH | Sole | 01 4,567 |
| ISHARES TR INDEX RUSSELL 1000 | ETF | 464287622 | 6,700 | 117,264 | SH | Sole | 01 117,264 |
| ISHARES TR INDEX RUSSELL 2000 | ETF | 464287655 | 8,331 | 136,312 | SH | Sole | 01 136,312 |
| ISHARES TR INDEX RUSSELL MCP GR | ETF | 464287481 | 10,191 | 233,197 | SH | Sole | 01 233,197 |
| ISHARES TR INDEX RUSSELL1000GRW | ETF | 464287614 | 376 | 8,212 | SH | Sole | 01 8,212 |
| ISHARES TR INDEX RUSSELL1000VAL | ETF | 464287598 | 6,173 | 113,866 | SH | Sole | 01 113,866 |

</TABLE>

<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 | ----- |
|---------------------------------|---------------|-----------|-------------|---------|------------|------------|------------|
| SHARED NONE | OF CLASS | CUSIP | (x\$1000) | PRN AMT | PRN CALL | DISCRETION | MANAGERS |
| ----- | ----- | ----- | ----- | ----- | ----- | ----- | SOLE |
| <S> | <C> | <C> | <C> | <C> | <C> | <C> | <C> |
| <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> |
| ISHARES TR INDEX S&P 100 IDX FD | ETF | 464287101 | 583 | 12,428 | SH | Sole | 01 12,428 |
| ISHARES TR INDEX S&P 500 INDEX | ETF | 464287200 | 3,156 | 30,503 | SH | Sole | 01 30,503 |
| ISHARES TR INDEX S&P 500 VALUE | ETF | 464287408 | 575 | 11,573 | SH | Sole | 01 11,573 |
| ISHARES TR INDEX S&P LTN AM 40 | ETF | 464287390 | 1 | 28 | SH | Sole | 01 28 |
| ISHARES TR INDEX S&P MC 400 GRW | ETF | 464287606 | 288 | 3,751 | SH | Sole | 01 3,751 |
| ISHARES TR INDEX S&P MIDCAP 400 | ETF | 464287507 | 1,581 | 22,233 | SH | Sole | 01 22,233 |
| ISHARES TR INDEX S&P MIDCP VALU | ETF | 464287705 | 288 | 4,487 | SH | Sole | 01 4,487 |
| ISHARES TR INDEX S&P NA MULTIMD | ETF | 464287531 | 104 | 4,232 | SH | Sole | 01 4,232 |
| ISHARES TR INDEX S&P SMLCP GROW | ETF | 464287887 | 51 | 902 | SH | Sole | 01 902 |
| ISHARES TR INDEX S&P SMLCP VALU | ETF | 464287879 | 53 | 922 | SH | Sole | 01 922 |
| ISHARES TR INDEX S&P500 GRW | ETF | 464287309 | 7,185 | 135,718 | SH | Sole | 01 135,718 |
| ISHARES TR MSCI GRW IDX | ETF | 464288885 | 26,828 | 558,111 | SH | Sole | 01 558,111 |
| ISHARES TR MSCI VAL IDX | ETF | 464288877 | 25,625 | 621,506 | SH | Sole | 01 621,506 |
| ISHARES TR S&P CAL AMTFR MN | ETF | 464288356 | 3 | 30 | SH | Sole | 01 30 |
| ISHARES TR S&P GL UTILITI | ETF | 464288711 | 10,935 | 274,684 | SH | Sole | 01 274,684 |
| ISHARES TR S&P NTL AMTFREE | ETF | 464288414 | 4,676 | 44,951 | SH | Sole | 01 44,951 |
| ISHARES TR SMLL CORE INDX | ETF | 464288505 | 26 | 368 | SH | Sole | 01 368 |
| ISHARES TR SMLL GRWTH IDX | ETF | 464288604 | 51 | 809 | SH | Sole | 01 809 |
| ISHARES TR SMLL VAL INDX | ETF | 464288703 | 51 | 771 | SH | Sole | 01 771 |
| ISHARES TR US PFD STK IDX | ETF | 464288687 | 1,985 | 53,566 | SH | Sole | 01 53,566 |
| ITAU UNIBANCO HLDG SA SPON ADR | SPONSORED ADR | 465562106 | 1,767 | 98,133 | SH | Sole | 01 98,133 |
| ITT CORP NEW COM | COM | 450911102 | 5,685 | 126,549 | SH | Sole | 01 126,549 |
| JACK IN THE BOX INC COM | COM | 466367109 | 1 | 73 | SH | Sole | 01 73 |
| JAKKS PAC INC COM | COM | 47012E106 | 1,619 | 112,620 | SH | Sole | 01 112,620 |
| JARDEN CORP COM | COM | 471109108 | 1,094 | 40,721 | SH | Sole | 01 40,721 |
| JOHNSON & JOHNSON COM | COM | 478160104 | 8,808 | 149,131 | SH | Sole | 01 149,131 |
| JPMORGAN CHASE & CO COM | COM | 46625H100 | 9,491 | 259,255 | SH | Sole | 01 259,255 |

</TABLE>

<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 | ----- |
|--------------------------------|---------------|-----------|-------------|---------|------------|------------|------------|
| SHARED NONE | OF CLASS | CUSIP | (x\$1000) | PRN AMT | PRN CALL | DISCRETION | MANAGERS |
| ----- | ----- | ----- | ----- | ----- | ----- | ----- | SOLE |
| <S> | <C> | <C> | <C> | <C> | <C> | <C> | <C> |
| <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> |
| KANSAS CITY SOUTHERN COM NEW | COM | 485170302 | 2 | 51 | SH | Sole | 01 51 |
| KEYCORP NEW COM | COM | 493267108 | 1,421 | 184,728 | SH | Sole | 01 184,728 |
| KNIGHT TRANSN INC COM | COM | 499064103 | 1,019 | 50,322 | SH | Sole | 01 50,322 |
| KOREA ELECTRIC PWR SPONSORED | SPONSORED ADR | 500631106 | 5 | 380 | SH | Sole | 01 380 |
| KRAFT FOODS INC CL A | CL A | 50075N104 | 11,115 | 396,973 | SH | Sole | 01 396,973 |
| K-SWISS INC CL A | CL A | 482686102 | 100 | 8,937 | SH | Sole | 01 8,937 |
| KT CORP SPONSORED ADR | SPONSORED ADR | 48268K101 | 3 | 180 | SH | Sole | 01 180 |
| KUBOTA CORP ADR | ADR | 501173207 | 803 | 20,902 | SH | Sole | 01 20,902 |
| LEAR CORP COM NEW | COM | 521865204 | 664 | 10,028 | SH | Sole | 01 10,028 |
| LHC GROUP INC COM | COM | 50187A107 | 1,007 | 36,302 | SH | Sole | 01 36,302 |
| LIFE TECHNOLOGIES CORP COM | COM | 53217V109 | 3 | 74 | SH | Sole | 01 74 |
| LINCOLN EDL SVCS CORP COM | COM | 533535100 | 891 | 43,271 | SH | Sole | 01 43,271 |
| LKQ CORP COM | COM | 501889208 | 4,442 | 230,415 | SH | Sole | 01 230,415 |
| LOEWS CORP COM | COM | 540424108 | 5,144 | 154,433 | SH | Sole | 01 154,433 |
| LORILLARD INC COM | COM | 544147101 | 3 | 45 | SH | Sole | 01 45 |
| LOWES COS INC COM | COM | 548661107 | 19,313 | 945,806 | SH | Sole | 01 945,806 |
| M/I HOMES INC COM | COM | 55305B101 | 821 | 85,135 | SH | Sole | 01 85,135 |
| MAIDEN HOLDINGS LTD SHS | COM | G5753U112 | 1,010 | 153,751 | SH | Sole | 01 153,751 |
| MAKITA CORP ADR NEW | ADR | 560877300 | 921 | 34,530 | SH | Sole | 01 34,530 |
| MARINEMAX INC COM | COM | 567908108 | 89 | 12,776 | SH | Sole | 01 12,776 |
| MARSHALL & ILSLEY CORP NEW COM | COM | 571837103 | 1,239 | 172,585 | SH | Sole | 01 172,585 |
| MASTERCARD INC CL A | CL A | 57636Q104 | 6,832 | 34,240 | SH | Sole | 01 34,240 |
| MBIA INC COM | COM | 55262C100 | 114 | 20,365 | SH | Sole | 01 20,365 |
| MCDONALDS CORP COM | COM | 580135101 | 8,257 | 125,357 | SH | Sole | 01 125,357 |

| | | | | | | | | |
|------------------------------|---------------|-----------|-------|---------|----|------|----|---------|
| MECHEL OAO SPONSORED ADR | ADR | 583840103 | 1,440 | 79,356 | SH | Sole | 01 | 79,356 |
| MERCK & CO INC NEW COM | COM | 58933Y105 | 5,545 | 158,568 | SH | Sole | 01 | 158,568 |
| MICROSOFT CORP COM | COM | 594918104 | 5,016 | 218,008 | SH | Sole | 01 | 218,008 |
| mitsubishi UFJ FINL GROUP IN | SPONSORED ADR | 606822104 | 5 | 1,120 | SH | Sole | 01 | 1,120 |

<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 | (x\$1000) | PRN AMT | PRN CALL | DISCRETION | MANAGERS | SOLE |
|----------------|----------|-------|-----------|---------|----------|------------|----------|------|
| SHARED NONE | | | | | | | | |

| <S> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> |
|---------------------------------|---------------|-----------|-------|---------|-----|------|-----|---------|
| MIZUHO FINL GROUP INC SPONSOR | SPONSORED ADR | 60687Y109 | 4 | 1,220 | SH | Sole | 01 | 1,220 |
| NALCO HOLDING COMPANY COM | COM | 62985Q101 | 6,703 | 327,621 | SH | Sole | 01 | 327,621 |
| NATIONAL GRID PLC SPON ADR NEW | SPONSORED ADR | 636274300 | 1,999 | 54,269 | SH | Sole | 01 | 54,269 |
| NEW YORK CMNTY BANCORP INC | COM | 649445103 | 3 | 193 | SH | Sole | 01 | 193 |
| NEWTEK BUSINESS SERVICES INC. | COM | 652526104 | 194 | 146,141 | SH | Sole | | 146,141 |
| NEXTERA ENERGY INC COM ADDED | COM | 65339F101 | 574 | 11,770 | SH | Sole | 01 | 11,770 |
| NIPPON TELEG & TEL CORP | SPONSORED ADR | 654624105 | 10 | 500 | SH | Sole | 01 | 500 |
| NOKIA CORP SPONSORED ADR | SPONSORED ADR | 654902204 | 6 | 685 | SH | Sole | 01 | 685 |
| NORTHEAST UTILS COM | COM | 664397106 | 4 | 138 | SH | Sole | 01 | 138 |
| NORTHERN TR CORP COM | COM | 665859104 | 5,402 | 115,674 | SH | Sole | 01 | 115,674 |
| NOVARTIS A G SPONSORED ADR | SPONSORED ADR | 66987V109 | 2,489 | 51,504 | SH | Sole | 01 | 51,504 |
| NOVO-NORDISK A S ADR | ADR | 670100205 | 5,064 | 62,501 | SH | Sole | 01 | 62,501 |
| NRG ENERGY INC COM NEW | COM | 629377508 | 246 | 11,615 | SH | Sole | 01 | 11,615 |
| 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 | 4,616 | 306,100 | SH | Sole | 01 | 306,100 |
| NUVEEN EQTY PRM OPPORTUNITY | COM | 6706EM102 | 3,830 | 317,551 | SH | Sole | 01 | 317,551 |
| OCEANEERING INTL INC COM | COM | 675232102 | 1,050 | 23,378 | SH | Sole | 01 | 23,378 |
| OLD REP INTL CORP COM | COM | 680223104 | 1,349 | 111,249 | SH | Sole | 01 | 111,249 |
| ORACLE CORP COM | COM | 68389X105 | 7,353 | 342,657 | SH | Sole | 01 | 342,657 |
| PARKER HANNIFIN CORP COM | COM | 701094104 | 5,746 | 103,611 | SH | Sole | 01 | 103,611 |
| PENN VA CORP COM | COM | 707882106 | 1,024 | 50,943 | SH | Sole | 01 | 50,943 |
| PETROLEO BRASILEIRO SA PETRO SP | SPONSORED ADR | 71654V101 | 1 | 30 | SH | Sole | 01 | 30 |
| PETROLEO BRASILEIRO SA PETRO | SPONSORED ADR | 71654V408 | 1,501 | 43,747 | SH | Sole | 01 | 43,747 |
| PFIZER INC COM | COM | 717081103 | 3,552 | 249,107 | SH | Sole | 01 | 249,107 |
| PG&E CORP COM | COM | 69331C108 | 2,621 | 63,774 | SH | Sole | 01 | 63,774 |
| PHILIP MORRIS INTL INC COM | COM | 718172109 | 7,407 | 161,581 | SH | Sole | 01 | 161,581 |

<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 | (x\$1000) | PRN AMT | PRN CALL | DISCRETION | MANAGERS | SOLE |
|----------------|----------|-------|-----------|---------|----------|------------|----------|------|
| SHARED NONE | | | | | | | | |

| <S> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> |
|--------------------------------|---------------|-----------|--------|---------|-----|------|-----|---------|
| PIMCO ETF TR ENHAN SHRT MAT | ETF | 72201R833 | 93,275 | 929,421 | SH | Sole | 01 | 929,421 |
| PLAINS EXPL& PRODTN CO COM | COM | 726505100 | 3,832 | 185,910 | SH | Sole | 01 | 185,910 |
| PORTUGAL TELECOM SGPS S A | SPONSORED ADR | 737273102 | 5 | 533 | SH | Sole | 01 | 533 |
| POSCO SPONSORED ADR | ADR | 693483109 | 1,583 | 16,788 | SH | Sole | 01 | 16,788 |
| POTASH CORP SASK INC COM | COM | 73755L107 | 3,414 | 39,582 | SH | Sole | 01 | 39,582 |
| POWERSHARES GLOBAL ETF TRUST | ETF | 73936T474 | 4,350 | 181,849 | SH | Sole | 01 | 181,849 |
| POWERSHARES QQQ TRUST UNIT | ETF | 73935A104 | 1 | 19 | SH | Sole | 01 | 19 |
| PPL CORP COM | COM | 69351T106 | 1,918 | 76,860 | SH | Sole | 01 | 76,860 |
| PRAXAIR INC COM | COM | 74005P104 | 8,640 | 113,705 | SH | Sole | 01 | 113,705 |
| PROCTER & GAMBLE CO COM | COM | 742718109 | 19,331 | 322,292 | SH | Sole | 01 | 322,292 |
| PUBLIC SVC ENTERPRISE GROUP | COM | 744573106 | 422 | 13,480 | SH | Sole | 01 | 13,480 |
| QUEST DIAGNOSTICS INC COM | COM | 74834L100 | 2,727 | 54,800 | SH | Sole | 01 | 54,800 |
| RALCORP HLDGS INC NEW COM | COM | 751028101 | 4,879 | 89,028 | SH | Sole | 01 | 89,028 |
| REGIONS FINANCIAL CORP NEW COM | COM | 7591EP100 | 1,035 | 157,249 | SH | Sole | 01 | 157,249 |
| RESMED INC COM | COM | 761152107 | 1,894 | 31,150 | SH | Sole | 01 | 31,150 |
| ROSETTA RESOURCES INC COM | COM | 777779307 | 4,701 | 237,282 | SH | Sole | 01 | 237,282 |
| ROSS STORES INC COM | COM | 778296103 | 0 | 5 | SH | Sole | 01 | 5 |
| ROVI CORP COM | COM | 779376102 | 7,740 | 204,159 | SH | Sole | 01 | 204,159 |
| ROYAL CARIBBEAN CRUISES LTD | COM | V7780T103 | 168 | 7,380 | SH | Sole | 01 | 7,380 |
| SALESFORCE COM INC COM | COM | 79466L302 | 4,070 | 47,428 | SH | Sole | 01 | 47,428 |

| | | | | | | | | |
|--------------------------------|-----|-----------|-------|---------|----|------|----|---------|
| SANOVI AVENTIS SPONSORED ADR | ADR | 80105N105 | 5,028 | 167,280 | SH | Sole | 01 | 167,280 |
| SARA LEE CORP COM | COM | 803111103 | 1 | 87 | SH | Sole | 01 | 87 |
| SEATTLE GENETICS INC COM | COM | 812578102 | 975 | 81,355 | SH | Sole | 01 | 81,355 |
| SELECT SECTOR SPDR TR SBI CONS | ETF | 81369Y407 | 2,692 | 92,400 | SH | Sole | 01 | 92,400 |
| SELECT SECTOR SPDR TR SBI CONS | ETF | 81369Y308 | 1,995 | 78,222 | SH | Sole | 01 | 78,222 |
| SELECT SECTOR SPDR TR SBI HEA | ETF | 81369Y209 | 2,709 | 96,051 | SH | Sole | 01 | 96,051 |
| SELECT SECTOR SPDR TR SBI INT | ETF | 81369Y506 | 2,581 | 51,954 | SH | Sole | 01 | 51,954 |
| SELECT SECTOR SPDR TR SBI INT | ETF | 81369Y605 | 2,301 | 166,654 | SH | Sole | 01 | 166,654 |

<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> | <C> | | | | | | |
| SELECT SECTOR SPDR TR SBI INT | ETF | 81369Y704 | 3,799 | 138,495 | SH | Sole | 01 138,495 |
| SELECT SECTOR SPDR TR SBI INT-UT | ETF | 81369Y886 | 114 | 4,022 | SH | Sole | 01 4,022 |
| SELECT SECTOR SPDR TR SBI MATR | ETF | 81369Y100 | 823 | 29,008 | SH | Sole | 01 29,008 |
| SEMPRA ENERGY COM | COM | 816851109 | 467 | 9,975 | SH | Sole | 01 9,975 |
| SINGAPORE FD INC COM | COM | 82929L109 | 0 | 23 | SH | Sole | 01 23 |
| SK TELECOM LTD SPONSORED ADR | SPONSORED ADR | 78440P108 | 6 | 400 | SH | Sole | 01 400 |
| SM ENERGY CO COM ADDED | COM | 78454L100 | 1 | 31 | SH | Sole | 01 31 |
| SMITHFIELD FOODS INC COM | COM | 832248108 | 1,063 | 71,317 | SH | Sole | 01 71,317 |
| SNAP ON INC COM | COM | 833034101 | 2 | 40 | SH | Sole | 01 40 |
| SOCIEDAD QUIMICA MINERA DE C | SPONSORED ADR | 833635105 | 1,760 | 53,966 | SH | Sole | 01 53,966 |
| SOLERA HOLDINGS INC COM | COM | 83421A104 | 4,854 | 134,098 | SH | Sole | 01 134,098 |
| SONY CORP ADR NEW | ADR | 835699307 | 6 | 220 | SH | Sole | 01 220 |
| SOUTHERN CO COM | COM | 842587107 | 666 | 19,999 | SH | Sole | 01 19,999 |
| SPDR GOLD TRUST GOLD SHS | ETF | 78463V107 | 2,652 | 21,798 | SH | Sole | 01 21,798 |
| SPDR INDEX SHS FDS ASIA PACIF ETF | ETF | 78463X301 | 2,090 | 29,772 | SH | Sole | 01 29,772 |
| SPDR INDEX SHS FDS DJ INTL RL ETF | ETF | 78463X863 | 2,376 | 76,238 | SH | Sole | 01 76,238 |
| SPDR INDEX SHS FDS EMERG MKTS | ETF | 78463X509 | 3,937 | 67,048 | SH | Sole | 01 67,048 |
| SPDR INDEX SHS FDS INTL INDS ETF | ETF | 78463X673 | 117 | 5,359 | SH | Sole | 01 5,359 |
| SPDR INDEX SHS FDS S&P INTL SML | ETF | 78463X871 | 4,155 | 175,830 | SH | Sole | 01 175,830 |
| SPDR INDEX SHS FDS S&P WRLD EX | ETF | 78463X889 | 11,248 | 547,076 | SH | Sole | 01 547,076 |
| SPDR S&P 500 ETF TR UNIT SER 1 S&P | ETF | 78462F103 | 28,039 | 271,641 | SH | Sole | 01 271,641 |
| SPDR S&P MIDCAP 400 ETF TR UTSE | ETF | 78467Y107 | 1,722 | 13,331 | SH | Sole | 01 13,331 |
| SPDR SERIES TRUST BARC CAPTL | ETF | 78464A474 | 2,702 | 90,019 | SH | Sole | 01 90,019 |
| SPDR SERIES TRUST BARCL CAP TIPS | ETF | 78464A656 | 938 | 17,784 | SH | Sole | 01 17,784 |
| SPDR SERIES TRUST BRCLYS 1-3MT | ETF | 78464A680 | 12,081 | 263,384 | SH | Sole | 01 263,384 |
| SPDR SERIES TRUST BRCLYS AGG | ETF | 78464A649 | 10,948 | 193,367 | SH | Sole | 01 193,367 |
| SPDR SERIES TRUST BRCLYS INTL | ETF | 78464A516 | 724 | 13,468 | SH | Sole | 01 13,468 |

<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> | <C> | | | | | | |
| SPDR SERIES TRUST BRCLYS YLD | ETF | 78464A417 | 4,819 | 127,395 | SH | Sole | 01 127,395 |
| SPDR SERIES TRUST DB INT GVT ETF | ETF | 78464A490 | 934 | 18,002 | SH | Sole | 01 18,002 |
| SPDR SERIES TRUST DJ REIT ETF | ETF | 78464A607 | 5,241 | 102,742 | SH | Sole | 01 102,742 |
| SPDR SERIES TRUST DJ SML CAP ETF | ETF | 78464A813 | 1,634 | 31,651 | SH | Sole | 01 31,651 |
| SPDR SERIES TRUST DJ SML GRWTH | ETF | 78464A201 | 53 | 636 | SH | Sole | 01 636 |
| SPDR SERIES TRUST DJ SML VALUE | ETF | 78464A300 | 51 | 917 | SH | Sole | 01 917 |
| SPDR SERIES TRUST NUVN BR SHT | ETF | 78464A425 | 4,674 | 193,955 | SH | Sole | 01 193,955 |
| SPDR SERIES TRUST NUVN BRCLY | ETF | 78464A458 | 8,074 | 351,978 | SH | Sole | 01 351,978 |
| SPDR SERIES TRUST S&P DIVID ETF | ETF | 78464A763 | 2,848 | 63,095 | SH | Sole | 01 63,095 |
| SPDR SERIES TRUST SPDR KBW INS | ETF | 78464A789 | 964 | 27,338 | SH | Sole | 01 27,338 |
| STERICYCLE INC COM | COM | 858912108 | 1,371 | 20,902 | SH | Sole | 01 20,902 |
| STEWART INFORMATION SVCS COR | COM | 860372101 | 88 | 9,728 | SH | Sole | 01 9,728 |
| STMICROELECTRONICS N V NY REGIS | COM | 861012102 | 7 | 825 | SH | Sole | 01 825 |
| STRYKER CORP COM | COM | 863667101 | 8,284 | 165,485 | SH | Sole | 01 165,485 |
| SUNTRUST BKS INC COM | COM | 867914103 | 138 | 5,929 | SH | Sole | 01 5,929 |
| SYBASE INC COM | COM | 871130100 | 12,164 | 188,121 | SH | Sole | 01 188,121 |

| | | | | | | | | |
|--------------------------------|---------------|-----------|--------|---------|----|------|----|---------|
| SYMANTEC CORP COM | COM | 871503108 | 4,721 | 340,144 | SH | Sole | 01 | 340,144 |
| TALEO CORP CL A | CL A | 87424N104 | 922 | 37,976 | SH | Sole | 01 | 37,976 |
| TARGACEPT INC COM | COM | 87611R306 | 1,018 | 52,686 | SH | Sole | 01 | 52,686 |
| TARGET CORP COM | COM | 87612E106 | 14,410 | 293,063 | SH | Sole | 01 | 293,063 |
| TELECOM CORP NEW ZEALAND LTD | SPONSORED ADR | 879278208 | 1 | 206 | SH | Sole | 01 | 206 |
| TELECOM ITALIA S P A NEW SPON | SPONSORED ADR | 87927Y102 | 8 | 715 | SH | Sole | 01 | 715 |
| TELEFONICA S A SPONSORED ADR | SPONSORED ADR | 879382208 | 3 | 52 | SH | Sole | 01 | 52 |
| TELEFONOS DE MEXICO S A B SPON | SPONSORED ADR | 879403780 | 2 | 175 | SH | Sole | 01 | 175 |
| TESSERA TECHNOLOGIES INC COM | COM | 88164L100 | 797 | 49,662 | SH | Sole | 01 | 49,662 |
| TEVA PHARMACEUTICAL INDS LTD | ADR | 881624209 | 1,797 | 34,572 | SH | Sole | 01 | 34,572 |
| TOMKINS PLC SPONSORED ADR | SPONSORED ADR | 890030208 | 3 | 245 | SH | Sole | 01 | 245 |
| TOTAL S A SPONSORED ADR | SPONSORED ADR | 89151E109 | 4,914 | 110,081 | SH | Sole | 01 | 110,081 |

<TABLE>
<CAPTION>

| COLUMN 1 | COLUMN 2 | COLUMN 3 | COLUMN 4 | COLUMN 5 | COLUMN 6 | COLUMN 7 | COLUMN 8 |
|----------------------------------|----------|-----------|-------------|----------|------------|---------------------|-------------|
| AUTHORITY | TITLE | VALUE | SHRS OR SH/ | PUT/ | INVESTMENT | OTHER | VOTING |
| --- | --- | --- | --- | --- | --- | --- | --- |
| NAME OF ISSUER | OF CLASS | CUSIP | (x\$1000) | PRN AMT | PRN CALL | DISCRETION MANAGERS | SOLE SHARED |
| NONE | --- | --- | --- | --- | --- | --- | --- |
| --- | --- | --- | --- | --- | --- | --- | --- |
| <S> | <C> | <C> | <C> | <C> | <C> | <C> | <C> |
| <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> |
| TOWER GROUP INC COM | COM | 891777104 | 1,062 | 49,312 | SH | Sole | 01 49,312 |
| TOYOTA MOTOR CORP SP ADR REP2C | COM | 892331307 | 5,573 | 81,272 | SH | Sole | 01 81,272 |
| TREEHOUSE FOODS INC COM | COM | 89469A104 | 5,495 | 120,342 | SH | Sole | 01 120,342 |
| TUPPERWARE BRANDS CORP COM | COM | 899896104 | 6,973 | 174,993 | SH | Sole | 01 174,993 |
| TUTOR PERINI CORP COM | COM | 901109108 | 846 | 51,359 | SH | Sole | 01 51,359 |
| TYCO ELECTRONICS LTD SWITZER | COM | H8912P106 | 6,278 | 247,372 | SH | Sole | 01 247,372 |
| UAL CORP. | COM | 902549807 | 23 | 832 | SH | Sole | 832 |
| UBS AG SHS NEW | COM | H89231338 | 837 | 63,324 | SH | Sole | 01 63,324 |
| UGI CORP NEW COM | COM | 902681105 | 1,260 | 49,546 | SH | Sole | 01 49,546 |
| UNILEVER N V N Y SHS NEW | ADR | 904784709 | 7 | 265 | SH | Sole | 01 265 |
| UNISOURCE ENERGY CORP COM | COM | 909205106 | 1,002 | 33,215 | SH | Sole | 01 33,215 |
| UNITED TECHNOLOGIES CORP COM | COM | 913017109 | 22,124 | 340,842 | SH | Sole | 01 340,842 |
| UNUM GROUP COM | COM | 91529Y106 | 5 | 213 | SH | Sole | 01 213 |
| USANA HEALTH SCIENCES INC COM | COM | 90328M107 | 1,040 | 28,470 | SH | Sole | 01 28,470 |
| VALE S A ADR | ADR | 91912E105 | 1,646 | 67,608 | SH | Sole | 01 67,608 |
| VANGUARD BD INDEX FD INC TOTAL | ETF | 921937835 | 3,220 | 39,564 | SH | Sole | 01 39,564 |
| VANGUARD INDEX FDS GROWTH ETF | ETF | 922908736 | 16,457 | 338,351 | SH | Sole | 01 338,351 |
| VANGUARD INDEX FDS MID CAP ETF | ETF | 922908629 | 580 | 9,881 | SH | Sole | 01 9,881 |
| VANGUARD INDEX FDS REIT ETF | ETF | 922908553 | 1 | 23 | SH | Sole | 01 23 |
| VANGUARD INDEX FDS SM CP VAL | ETF | 922908611 | 4,656 | 86,389 | SH | Sole | 01 86,389 |
| VANGUARD INDEX FDS SMALL CP ETF | ETF | 922908751 | 102 | 1,808 | SH | Sole | 01 1,808 |
| VANGUARD INDEX FDS SML CP GRW | ETF | 922908595 | 6,349 | 107,844 | SH | Sole | 01 107,844 |
| VANGUARD INDEX FDS VALUE ETF | ETF | 922908744 | 24,647 | 552,132 | SH | Sole | 01 552,132 |
| VANGUARD INTL EQUITY INDEX F EMR | ETF | 922042858 | 7,737 | 203,647 | SH | Sole | 01 203,647 |
| VANGUARD INTL EQUITY INDEX F | ETF | 922042874 | 13,175 | 327,817 | SH | Sole | 01 327,817 |
| VANGUARD INTL EQUITY INDEX F | ETF | 922042718 | 1,643 | 21,787 | SH | Sole | 01 21,787 |
| VANGUARD INTL EQUITY INDEX F | ETF | 922042866 | 10,185 | 214,148 | SH | Sole | 01 214,148 |

<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> | <C> | <C> | <C> | <C> | <C> | <C> | <C> |
| VANGUARD TAX-MANAGED FD EURO | ETF | 921943858 | 21,656 | 740,633 | SH | Sole | 01 740,633 |
| VERIZON COMMUNICATIONS INC. | COM | 92343V104 | 50 | 2,409 | SH | Sole | 2,409 |
| VIAD CORP COM NEW | COM | 92552R406 | 613 | 34,737 | SH | Sole | 01 34,737 |
| VISA INC COM CL A | CL A | 92826C839 | 5,003 | 70,707 | SH | Sole | 01 70,707 |
| VODAFONE GROUP PLC NEW SPONS | ADR | 92857W209 | 10,250 | 495,887 | SH | Sole | 01 495,887 |
| WAL MART STORES INC COM | COM | 931142103 | 6,159 | 128,127 | SH | Sole | 01 128,127 |
| WALGREEN CO COM | COM | 931422109 | 1 | 29 | SH | Sole | 01 29 |
| 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 | 2,169 | 60,028 | SH | Sole | 01 60,028 |
| WASHINGTON FED INC COM | COM | 938824109 | 2 | 132 | SH | Sole | 01 132 |
| WATERS CORP COM | COM | 941848103 | 8,377 | 129,474 | SH | Sole | 01 129,474 |
| WESTPAC BKG CORP SPONSORED | SPONSORED ADR | 961214301 | 3,396 | 38,343 | SH | Sole | 01 38,343 |

| | | | | | | | | |
|------------------------------|---------------|-----------|-------|---------|----|------|----|---------|
| WILLIAMS COS INC DEL COM | COM | 969457100 | 1,563 | 85,477 | SH | Sole | 01 | 85,477 |
| XL CAP LTD CL A | CL A | G98255105 | 1,249 | 77,996 | SH | Sole | 01 | 77,996 |
| YAHOO INC COM | COM | 984332106 | 5,697 | 411,646 | SH | Sole | 01 | 411,646 |
| YANZHOU COAL MNG CO LTD SPON | SPONSORED ADR | 984846105 | 1,772 | 92,557 | SH | Sole | 01 | 92,557 |

</TABLE>