

GENWORTH FINANCIAL INC

FORM 13F-HR (Form 13F Holdings Report)

Filed 08/08/08 for the Period Ending 06/30/08

Address	6620 WEST BROAD STREET RICHMOND, VA 23230
Telephone	804-281-6000
CIK	0001276520
Symbol	GNW
SIC Code	6311 - Life Insurance
Industry	Insurance (Life)
Sector	Financial
Fiscal Year	12/31

**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, 2008

Check here if Amendment ; Amendment Number:
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:

<i>/s/ Patricia Merrill</i> ----- <i>[Signature]</i>	<i>Richmond, VA</i> <i>[City, State]</i>	<i>August 08, 2008</i> <i>[Date]</i>
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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: 413 lines

Form 13F Information Table Value Total: 2,163,325

(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 Asset Management, Inc.

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COLUMN 7	COLUMN 8 VOTING AUTHORITY				
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION	OTHER MANAGERS	SOLE	SHARED	NONE
3M CO COM	COM	88579Y101	29,516	424,135	SH		Sole	01	424,135		
ABB LTD SPONSORED ADR	SPONSORED ADR	000375204	24,097	850,870	SH		Sole	01	850,870		
ABRAXIS BIOSCIENCE INC NEW COM	COM	00383Y102	1	17	SH		Sole	01		17	
ACTUANT CORP CL A NEW	NEW	00508X203	5	148	SH		Sole	01		148	
ADAPTEC INC COM	COM	00651F108	9,926	3,101,833	SH		Sole	01	3,101,833		
ADOBE SYS INC COM	COM	00724F101	3	84	SH		Sole	01		84	
ADVANCE AUTO PARTS INC COM	COM	00751Y106	830	21,380	SH		Sole	01		21,380	
AES CORP COM	COM	00130H105	19,631	1,021,921	SH		Sole	01	1,021,921		
AFLAC INC COM	COM	001055102	41,371	658,773	SH		Sole	01		658,773	
AGILENT TECHNOLOGIES INC COM	COM	00846U101	22,325	628,158	SH		Sole	01		628,158	
ALBEMARLE CORP COM	COM	012653101	4,368	109,452	SH		Sole	01		109,452	
ALCOA INC COM	COM	013817101	229	6,441	SH		Sole	01		6,441	
ALLEGHENY ENERGY INC COM	COM	017361106	6,915	138,003	SH		Sole	01		138,003	
ALLERGAN INC COM	COM	018490102	5	103	SH		Sole	01		103	
ALLIANCE NEW YORK MUN INC FD COM	COM	018714105	184	13,545	SH		Sole	01		13,545	
ALLIANCE RES PARTNER L P UT LTD PART	PART	01877R108	28	500	SH		Sole	01		500	
ALLIED CAP CORP NEW COM	COM	01903Q108	10	700	SH		Sole	01		700	
ALPINE GLOBAL PREMIER PPTY COM SBI	COM	02083A103	23	2,134	SH		Sole	01		2,134	
ALTRIA GROUP INC COM	COM	02209S103	3,203	155,771	SH		Sole	01		155,771	
AMAZON COM INC COM	COM	023135106	7	91	SH		Sole	01		91	
AMBAC FINL GROUP INC COM	COM	023139108	1,493	1,114,395	SH		Sole	01	1,114,395		
AMERICA MOVIL SAB DE CV SPON	ADR	02364W105	3,362	63,743	SH		Sole	01		63,743	
AMERICAN ELEC PWR INC COM	COM	025537101	14,437	358,870	SH		Sole	01		358,870	
AMERICAN EXPRESS CO COM	COM	025816109	9,848	261,438	SH		Sole	01		261,438	
AMERICAN INTL GROUP INC COM	COM	026874107	9,377	354,388	SH		Sole	01		354,388	
AMERICAN WOODMARK CORP COM	COM	030506109	4,574	216,456	SH		Sole	01		216,456	
AMERISAFE INC COM	COM	03071H100	6	354	SH		Sole	01		354	
ANADARKO PETE CORP COM	COM	032511107	62	835	SH		Sole	01		835	
ANGLO AMERN PLC ADR NEW	ADR	03485P201	5	134	SH		Sole	01		134	
ANHEUSER BUSCH COS INC COM	COM	035229103	17,930	288,629	SH		Sole	01		288,629	
ANSYS INC COM	COM	03662Q105	6,682	141,800	SH		Sole	01		141,800	
APP PHARMACEUTICALS INC COM	COM	00202H108	1	89	SH		Sole	01		89	
APPLE INC COM	COM	037833100	15	91	SH		Sole	01		91	
AQUILA INC COM	COM	03840P102	435	115,430	SH		Sole	01		115,430	
ARKANSAS BEST CORP DEL COM	COM	040790107	5,386	147,002	SH		Sole	01		147,002	

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ASTA FDG INC COM	COM	046220109	1	104	SH		Sole	01	104		
ASTRAZENECA PLC	SPONSORED ADR	046353108	25,069	589,433	SH		Sole	01	589,433		
ATHEROS COMMUNICATIONS INC COM	COM	04743P108	4	136	SH		Sole	01	136		
AU OPTRONICS CORP	SPONSORED ADR	002255107	33	2,053	SH		Sole	01	2,053		
AUTOMATIC DATA PROCESSING IN COM	COM	053015103	8,323	198,646	SH		Sole	01	198,646		
AXA SPONSORED ADR	SPONSORED ADR	054536107	18,145	616,767	SH		Sole	01	616,767		
AXCELIS TECHNOLOGIES INC COM	COM	054540109	7,993	1,637,881	SH		Sole	01	1,637,881		
BAIDU COM INC SPON ADR REP A	ADR	056752108	6	18	SH		Sole	01	18		
BANCO BRADESCO S A SP ADR PFD NEW	SPONSORED ADR	059460303	3,928	191,961	SH		Sole	01	191,961		
BANK OF NEW YORK MELLON CORP COM	COM	064058100	4,564	120,638	SH		Sole	01	120,638		
BARCLAYS BANK PLC ADS7.75%PFD S4	PFD	06739H511	940	41,504	SH		Sole	01	41,504		
BARD C R INC COM	COM	067383109	12,722	144,655	SH		Sole	01	144,655		
BARNES GROUP INC COM	COM	067806109	377	16,338	SH		Sole	01	16,338		
BAXTER INTL INC COM	COM	071813109	13,955	218,256	SH		Sole	01	218,256		
BECTON DICKINSON & CO COM	COM	075887109	22,264	273,848	SH		Sole	01	273,848		
BHP BILLITON LTD SPONSORED ADR	ADR	088606108	25,564	300,088	SH		Sole	01	300,088		
BIOTECH HOLDRS	TR DEPOSTR RCPTS	09067D201	6	33	SH		Sole	01	33		
BJS WHOLESALE CLUB INC COM	COM	05548J106	552	14,269	SH		Sole	01	14,269		
BLACKROCK FL INS MUN INC TR COM	COM	09250G102	12	963	SH		Sole	01	963		
BLACKROCK FLA MUN 2020 TERM COM SHS	COM SHS	09250M109	12	972	SH		Sole	01	972		
BLACKROCK INC COM	COM	09247X101	4	20	SH		Sole	01	20		
BLACKROCK MUNI N Y INTER DUR COM	COM	09255F109	283	23,232	SH		Sole	01	23,232		
BLACKROCK MUNIHOLDINGS N Y I COM	COM	09255C106	193	15,779	SH		Sole	01	15,779		
BLACKROCK MUNIYIELD CALIF FD COM	COM	09254M105	1,306	100,422	SH		Sole	01	100,422		
BLACKROCK MUNIYIELD CALIF IN COM	COM	09254N103	1,308	105,585	SH		Sole	01	105,585		
BLACKROCK MUNIYIELD FLA INC COM	COM	09254R104	6	537	SH		Sole	01	537		
BLACKROCK MUNIYIELD QUALITY COM	COM	09254G108	7	677	SH		Sole	01	677		
BLACKROCK MUNIYIELD INSD FD I COM	COM	09254E103	2	197	SH		Sole	01	197		
BLACKROCK NY MUN INCOME TR I COM	COM	09249R102	309	22,860	SH		Sole	01	22,860		
BLUE COAT SYSTEMS INC COM NEW	COM	09534T508	2	152	SH		Sole	01	152		
BOEING CO COM	COM	097023105	7	105	SH		Sole	01	105		
BORGWARNER INC COM	COM	099724106	5	116	SH		Sole	01	116		
BOWNE & CO INC COM	COM	103043105	3,713	291,234	SH		Sole	01	291,234		
BRISTOL MYERS SQUIBB CO COM	COM	110122108	12,569	612,222	SH		Sole	01	612,222		
BRITISH AMERN TOB PLC	SPONSORED ADR	110448107	10,684	154,287	SH		Sole	01	154,287		
BROADCOM CORP CL A	CL A	111320107	5	175	SH		Sole	01	175		
BUCYRUS INTL INC NEW COM	COM	118759109	344	4,708	SH		Sole	01	4,708		
BUILD A BEAR WORKSHOP COM	COM	120076104	1	199	SH		Sole	01	199		
BURLINGTON NORTHN SANTA FE C COM	COM	12189T104	14,871	148,876	SH		Sole	01	148,876		
CATERPILLAR INC DEL COM	COM	149123101	5	65	SH		Sole	01	65		

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CELANESE CORP DEL COM SER A	COM	150870103	895	19,609	SH		Sole	01	19,609		
CENTENE CORP DEL COM	COM	15135B101	3	202	SH		Sole	01	202		
CERNER CORP COM	COM	156782104	3	63	SH		Sole	01	63		
CGG VERITAS	SPONSORED ADR	204386106	7,303	154,699	SH		Sole	01	154,699		
CHARLES RIV LABS INTL INC COM	COM	159864107	379	5,933	SH		Sole	01	5,933		
CHATTEM INC COM	COM	162456107	5,769	88,678	SH		Sole	01	88,678		
CHINA LIFE INS CO LTD SPON ADR REP H	SPONSORED ADR	16939P106	50	962	SH		Sole	01	962		
CHINA MOBILE LIMITED SPONSORED ADR	ADR	16941M109	11,712	174,930	SH		Sole	01	174,930		
CIMAREX ENERGY CO COM	COM	171798101	335	4,809	SH		Sole	01	4,809		
CISCO SYS INC COM	COM	17275R102	12,841	552,085	SH		Sole	01	552,085		
CITIGROUP INC COM	COM	172967101	2,062	123,026	SH		Sole	01	123,026		
CLEVELAND CLIFFS INC COM	COM	185896107	9	72	SH		Sole	01	72		
CME GROUP INC COM	COM	12572Q105	7	19	SH		Sole	01	19		
CMS ENERGY CORP COM	COM	125896100	6,912	463,878	SH		Sole	01	463,878		
CNOOC LTD SPONSORED ADR	SPONSORED ADR	126132109	4,817	27,756	SH		Sole	01	27,756		
COCA COLA FEMSA S A B DE C V SPON	ADR	191241108	47	827	SH		Sole	01	827		
COGNIZANT TECHNOLOGY SOLUTIO CL A	CL A	192446102	6,793	208,943	SH		Sole	01	208,943		
COHEN & STEERS SELECT UTIL F COM	COM	19248A109	15	597	SH		Sole	01	597		
COLGATE PALMOLIVE CO COM	COM	194162103	8,981	129,968	SH		Sole	01	129,968		
COLLECTIVE BRANDS INC COM	COM	19421W100	2	197	SH		Sole	01	197		
COLUMBUS MCKINNON CORP N Y COM	COM	199333105	3	142	SH		Sole	01	142		
COMCAST CORP NEW CL A	CL A	20030N101	13,084	689,715	SH		Sole	01	689,715		
COMCAST CORP NEW CL A SPL	SPL	20030N200	4,301	229,290	SH		Sole	01	229,290		
COMPANHIA VALE DO RIO DOCE	SPONSORED ADR	204412209	4,390	122,561	SH		Sole	01	122,561		
COMPANIA CERVECERIAS UNIDAS	SPONSORED ADR	204429104	2,568	88,074	SH		Sole	01	88,074		
COMPUCREDIT CORP COM COMTECH	COM	20478N100	1	225	SH		Sole	01	225		
TELECOMMUNICATIONS	COM NEW	205826209	5	100	SH		Sole	01	100		
CONAGRA FOODS INC COM	COM	205887102	11,772	610,570	SH		Sole	01	610,570		
CONSECO INC DBCV 3.500% 9/3	DBCV	208464BH9	2	2,000	SH		Sole	01	2,000		
CORE LABORATORIES N V COM	COM	N22717107	5,700	40,039	SH		Sole	01	40,039		
CORUS BANKSHARES INC COM	COM	220873103	1	281	SH		Sole	01	281		
COSTCO WHSL CORP NEW COM	COM	22160K105	18	257	SH		Sole	01	257		
COVIDIEN LTD COM	COM	G2552X108	14,559	304,003	SH		Sole	01	304,003		
CTRIIP COM INTL LTD ADR	SPONSORED ADR	22943F100	3,689	80,591	SH		Sole	01	80,591		
D R HORTON INC COM	COM	23331A109	4	396	SH		Sole	01	396		
DAIMLER AG REG SHS	SHS	D1668R123	3	44	SH		Sole	01	44		
DELTA AIR LINES INC	COM	247361702	65	11,466	SH		Sole		11,466		
DENTSPLY INTL INC NEW COM	COM	249030107	15,868	431,191	SH		Sole	01	431,191		
DEVON ENERGY CORP NEW COM	COM	25179M103	35	289	SH		Sole	01	289		
DIAMOND OFFSHORE DRILLING IN COM	COM	25271C102	12,768	91,766	SH		Sole	01	91,766		

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DICKS SPORTING GOODS INC COM	COM	253393102	1,809	102,001	SH		Sole	01	102,001		
DISCOVER FINL SVCS COM	COM	254709108	0	5	SH		Sole	01	5		
DISNEY WALT CO COM DISNEY	COM	254687106	5	146	SH		Sole	01	146		
DOLBY LABORATORIES INC COM	COM	25659T107	4,692	116,436	SH		Sole	01	116,436		
DOLLAR THRIFTY AUTOMOTIVE GP COM	COM	256743105	1,001	105,953	SH		Sole	01	105,953		
DONALDSON INC COM	COM	257651109	3	61	SH		Sole	01	61		
DPL INC COM	COM	233293109	1,005	38,109	SH		Sole	01	38,109		
DU PONT E I DE NEMOURS & CO COM	COM	263534109	11,678	272,279	SH		Sole	01	272,279		
DUKE ENERGY CORP NEW COM	COM	26441C105	1	78	SH		Sole	01	78		
DUKE REALTY CORP COM NEW	COM	264411505	2	100	SH		Sole	01	100		
DWS GLOBAL COMMODITIES STK F COM	COM	23338Y100	15	743	SH		Sole	01	743		
DWS RREEF REAL ESTATE FD II COM	COM	23338X102	23	2,003	SH		Sole	01	2,003		
E M C CORP MASS COM	COM	268648102	3,370	229,409	SH		Sole	01	229,409		
EAST WEST BANCORP INC COM	COM	27579R104	1,805	255,674	SH		Sole	01	255,674		
EATON VANCE ENHANCED EQ INC COM	COM	278274105	13	755	SH		Sole	01	755		
EATON VANCE FLTNG RATE INC COM	COM	278279104	1,934	133,293	SH		Sole	01	133,293		
EATON VANCE INS FL PLUS MUN COM	COM	27828E102	7	528	SH		Sole	01	528		
EATON VANCE SH TM DR DIVR IN COM	COM	27828V104	6	415	SH		Sole	01	415		
EATON VANCE SR FLTNG RTE TR COM	COM	27828Q105	1,931	135,020	SH		Sole	01	135,020		
EATON VANCE TX MNG BY WRT OP COM	COM	27828Y108	4,237	258,835	SH		Sole	01	258,835		
EATON VANCE TXMGD GL BUYWR O COM	COM	27829C105	4,002	256,507	SH		Sole	01	256,507		
ECOLAB INC COM	COM	278865100	3	63	SH		Sole	01	63		
ELECTRONIC ARTS INC COM	COM	285512109	3	59	SH		Sole	01	59		
EMERSON ELEC CO COM	COM	291011104	28,852	583,465	SH		Sole	01	583,465		
ENTERGY CORP NEW COM	COM	29364G103	8,373	69,493	SH		Sole	01	69,493		
ESTERLINE TECHNOLOGIES CORP COM	COM	297425100	4	88	SH		Sole	01	88		
EXELON CORP COM	COM	30161N101	16,155	179,578	SH		Sole	01	179,578		
EXPEDITORS INTL WASH INC COM	COM	302130109	498	11,592	SH		Sole	01	11,592		
EXPRESSJET HOLDINGS INC CL A	CL A	30218U108	1,451	2,638,614	SH		Sole	01	2,638,614		
EXXON MOBIL CORP COM	COM	30231G102	29,841	338,606	SH		Sole	01	338,606		
FACTSET RESH SYS INC COM	COM	303075105	3,116	55,283	SH		Sole	01	55,283		
FAIRPOINT COMMUNICATIONS FASTENAL CO COM	COM	305560104	0	15	SH		Sole	01	15		
FEDERAL HOME LN MTG CORP COM	COM	313400301	4,428	270,023	SH		Sole	01	270,023		
FELCOR LODGING TR INC COM	COM	31430F101	3	324	SH		Sole	01	324		
FIFTH STREET FINANCE CORP	COM	31678A103	15,161	1,473,379	SH		Sole		1,473,379		
FIRST NIAGARA FINL GP INC COM	COM	33582V108	16	1,216	SH		Sole	01	1,216		
FIRST TR/FOUR CRNRS SR FLOAT COM	COM	33733U108	1,975	139,088	SH		Sole	01	139,088		
FIRSTENERGY CORP COM	COM	337932107	2,347	28,513	SH		Sole	01	28,513		
FMC TECHNOLOGIES INC COM	COM	30249U101	5	62	SH		Sole	01	62		

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FORDING CDN COAL TR UNIT	UNIT	345425102	57	600	SH		Sole	01	600		
FRESENIUS MED CARE AG&CO KGA	SPONSORED ADR	358029106	4,139	75,398	SH		Sole	01	75,398		
GENENTECH INC COM NEW	COM NEW	368710406	4	50	SH		Sole	01	50		
GENERAL DYNAMICS CORP COM	COM	369550108	23,354	277,365	SH		Sole	01	277,365		
GENERAL ELECTRIC CO COM	COM	369604103	11,330	424,493	SH		Sole	01	424,493		
GENERAL MLS INC COM	COM	370334104	14,826	243,961	SH		Sole	01	243,961		
GENZYME CORP COM	COM	372917104	7	101	SH		Sole	01	101		
GLAXOSMITHKLINE PLC	SPONSORED ADR	37733W105	2	34	SH		Sole	01	34		
GOODRICH CORP COM	COM	382388106	17	356	SH		Sole	01	356		
GOOGLE INC CL A	CL A	38259P508	14	26	SH		Sole	01	26		
GRAINGER W W INC COM	COM	384802104	5	65	SH		Sole	01	65		
GREIF INC CL A	CL A	397624107	487	7,603	SH		Sole	01	7,603		
GREY WOLF INC COM	COM	397888108	704	77,990	SH		Sole	01	77,990		
GRIFFON CORP COM	COM	398433102	1,566	178,804	SH		Sole	01	178,804		
GROUPE CGI INC CL A SUB VTG	CL A SUB VTG	39945C109	19,626	1,968,543	SH		Sole	01	1,968,543		
GRUPO TELEVISIA SA DE CV	SPONSORED ADR	40049J206	2,798	118,470	SH		Sole	01	118,470		
GSI COMMERCE INC COM	COM	36238G102	3	195	SH		Sole	01	195		
GULFPORT ENERGY CORP COM NEW	COM	402635304	5	291	SH		Sole	01	291		
HALLIBURTON CO COM	COM	406216101	18,837	354,939	SH		Sole	01	354,939		
HANCOCK JOHN TAX-ADV DIV INC COM	COM	41013V100	0	17	SH		Sole	01	17		
HANSEN NAT CORP COM	COM	411310105	2,935	101,829	SH		Sole	01	101,829		
HARSCO CORP COM	COM	415864107	504	9,264	SH		Sole	01	9,264		
HEWLETT PACKARD CO COM	COM	428236103	4	96	SH		Sole	01	96		
HOLOGIC INC	COM	436440101	210	9,632	SH		Sole	01	9,632		
HOLOGIC INC COM	COM	436440101	2	78	SH		Sole	01	78		
HOME DEPOT INC COM	COM	437076102	9	393	SH		Sole	01	393		
HSBC HLDGS PLC ADR A 1/40PF A	SPONSORED ADR	404280604	925	44,957	SH		Sole	01	44,957		
ICICI BK LTD ADR	SPONSORED ADR	45104G104	2,846	98,951	SH		Sole	01	98,951		
IDEARC INC	COM	451663108	0	41	SH		Sole	01	41		
IHS INC CL A	CL A	451734107	27,884	400,636	SH		Sole	01	400,636		
ILLINOIS TOOL WKS INC COM	COM	452308109	7,787	163,908	SH		Sole	01	163,908		
INFORMATICA CORP COM	COM	45666Q102	4	234	SH		Sole	01	234		
INFOSYS TECHNOLOGIES LTD	SPONSORED ADR	456788108	4,864	111,924	SH		Sole	01	111,924		
ING GLOBAL EQTY DIV & PREM O COM	COM	45684E107	4,041	255,259	SH		Sole	01	255,259		
ING GROEP N V SPONSORED ADR	SPONSORED ADR	456837103	19,487	617,651	SH		Sole	01	617,651		
ING PRIME RATE TR SH BEN INT	SH BEEN INT	44977W106	1,952	340,650	SH		Sole	01	340,650		
INGERSOLL-RAND COMPANY LTD CL A	CL A	G4776G101	4,059	108,453	SH		Sole	01	108,453		
INTEL CORP COM	COM	458140100	4	163	SH		Sole	01	163		
INTERCONTINENTALEXCHANGE INC COM	COM	45865V100	5	41	SH		Sole	01	41		
INTERNATIONAL BUSINESS MACHS COM	COM	459200101	14,191	119,723	SH		Sole	01	119,723		

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COLUMN 7	COLUMN 8 VOTING AUTHORITY				
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION	OTHER MANAGERS	SOLE	SHARED	NONE
INTERNATIONAL											
FLAVORS&FRAGRA COM	COM	459506101	12,244	313,464	SH		Sole	01	313,464		
INTUITIVE SURGICAL INC											
COM NEW	COM	46120E602	5	17	SH		Sole	01	17		
INVENTIV HEALTH INC COM	COM	46122E105	3	109	SH		Sole	01	109		
INVTROGEN CORP COM	COM	46185R100	564	14,362	SH		Sole	01	14,362		
IRON MTN INC COM	COM	462846106	3	102	SH		Sole	01	102		
ISHARES INC MSCI											
MALAYSIA	MSCI MALAYSIA	464286830	14	1,315	SH		Sole	01	1,315		
ISHARES INC MSCI S KOREA	MSCI S KOREA	464286772	40	776	SH		Sole	01	776		
ISHARES INC MSCI											
SINGAPORE	MSCI SINGAPORE	464286673	15	1,203	SH		Sole	01	1,203		
ISHARES INC MSCI TAIWAN	MSCI TAIWAN	464286731	32	2,275	SH		Sole	01	2,275		
ISHARES TR 1-3 YR TRS BD	ETF	464287457	12,204	147,226	SH		Sole	01	147,226		
ISHARES TR 20+ YR TRS BD	ETF	464287432	78	843	SH		Sole	01	843		
ISHARES TR DJ US REAL											
EST	REAL EST	464287739	60	987	SH		Sole	01	987		
ISHARES TR LEHMAN 3-7 YR	ETF	464288661	76	714	SH		Sole	01	714		
ISHARES TR LEHMAN SH											
TREA	TREA	464288679	17,791	161,544	SH		Sole	01	161,544		
ISHARES TR MSCI EAFE IDX	ETF	464287465	16,449	239,533	SH		Sole	01	239,533		
ISHARES TR MSCI EMERG											
MKT	MSCI EMERG MKT	464287234	594	4,378	SH		Sole	01	4,378		
ISHARES TR MSCI GRW IDX	ETF	464288885	5,538	78,416	SH		Sole	01	78,416		
ISHARES TR MSCI VAL IDX	ETF	464288877	4,273	70,149	SH		Sole	01	70,149		
ISHARES TR RUSL 3000											
VALU	ETF	464287663	11	120	SH		Sole	01	120		
ISHARES TR RUSSELL 1000	ETF	464287622	13,580	192,733	SH		Sole	01	192,733		
ISHARES TR RUSSELL MCP											
VL	MCP VL	464287473	16	121	SH		Sole	01	121		
ISHARES TR											
RUSSELL1000GRW	ETF	464287614	802	14,526	SH		Sole	01	14,526		
ISHARES TR											
RUSSELL1000VAL	ETF	464287598	1,019	14,754	SH		Sole	01	14,754		
ISHARES TR S&P CALI ETF	ETF	464288356	95	928	SH		Sole	01	928		
ISHARES TR S&P GBL ENER	S&P GBL ENER	464287341	17,474	114,506	SH		Sole	01	114,506		
ISHARES TR S&P GL											
UTILITI	ETF	464288711	20,784	320,792	SH		Sole	01	320,792		
ISHARES TR S&P NATL											
MUN B	ETF	464288414	25	250	SH		Sole	01	250		
ISHARES TR S&P NY MUN											
ETF	ETF	464288323	18	184	SH		Sole	01	184		
ISHARES TR S&P500 GRW	S&P GRW	464287309	34,714	543,851	SH		Sole	01	543,851		
ISHARES TR US PFD STK											
IDX	ETF	464288687	5,674	141,473	SH		Sole	01	141,473		
ISHARES TR US TIPS BD FD	TIPS	464287176	78	724	SH		Sole	01	724		
JABIL CIRCUIT INC COM	COM	466313103	5,164	314,684	SH		Sole	01	314,684		
JACK IN THE BOX INC COM	COM	466367109	339	15,133	SH		Sole	01	15,133		
JACOBS ENGR GROUP INC											
DEL COM	COM	469814107	5	58	SH		Sole	01	58		
JAKKS PAC INC COM	COM	47012E106	3,214	147,110	SH		Sole	01	147,110		
JARDEN CORP COM	COM	471109108	548	30,020	SH		Sole	01	30,020		
JOHNSON & JOHNSON COM	COM	478160104	9,200	142,989	SH		Sole	01	142,989		
JOHNSON CTLS INC COM	COM	478366107	4	150	SH		Sole	01	150		
JOS A BANK CLOTHIERS INC											
COM	COM	480838101	3	106	SH		Sole	01	106		
JP MORGAN CHASE & CO COM	COM	46625H100	9,195	268,010	SH		Sole	01	268,010		

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KAISER ALUMINUM CORP COM PAR \$0.01	COM	483007704	4	72	SH		Sole	01	72		
KANSAS CITY SOUTHERN COM NEW	COM	485170302	417	9,481	SH		Sole	01	9,481		
KAYNE ANDERSON ENRGY TTL RT COM	COM	48660P104	28	956	SH		Sole	01	956		
KENEXA CORP COM	COM	488879107	4	224	SH		Sole	01	224		
KENNAMETAL INC COM	COM	489170100	5	143	SH		Sole	01	143		
KONINKLIJKE PHILLIPS ELECTRS NY REG	NEW	500472303	18,982	561,609	SH		Sole	01	561,609		
KOOKMIN BK NEW SPONSORED ADR	SPONSORED ADR	50049M109	4,024	68,775	SH		Sole	01	68,775		
KRAFT FOODS INC CL A	CL A	50075N104	2	57	SH		Sole	01	57		
KSW INC COM	COM	48268R106	15	3,150	SH		Sole	01	3,150		
K-SWISS INC CL A	CL A	482686102	4,582	311,716	SH		Sole	01	311,716		
LAS VEGAS SANDS CORP COM	COM	517834107	2	37	SH		Sole	01	37		
LEAR CORP COM	COM	521865105	4,537	319,954	SH		Sole	01	319,954		
LIFE TIME FITNESS INC COM	COM	53217R207	288	9,760	SH		Sole	01	9,760		
LKQ CORP COM	COM	501889208	3,078	170,316	SH		Sole	01	170,316		
LORILLARD INC COM ADDED	COM	544147101	55	802	SH		Sole	01	802		
LOWES COS INC COM	COM	548661107	21,280	1,025,560	SH		Sole	01	1,025,560		
M/I HOMES INC COM	COM	55305B101	4,354	276,816	SH		Sole	01	276,816		
MACQUARIE GLBL INFRA TOTL RE COM	COM	55608D101	3	143	SH		Sole	01	143		
MARINEMAX INC COM	COM	567908108	4,844	675,662	SH		Sole	01	675,662		
MARKET VECTORS ETF TR AGRIBUS ETF	ETF	57060U605	50,783	819,737	SH		Sole	01	819,737		
MATRIX SVC CO COM	COM	576853105	3	121	SH		Sole	01	121		
MBIA INC COM	COM	55262C100	2,550	580,964	SH		Sole	01	580,964		
MCDONALDS CORP COM	COM	580135101	18,943	336,952	SH		Sole	01	336,952		
MEDAREX INC COM	COM	583916101	3	452	SH		Sole	01	452		
MEDICINES CO COM	COM	584688105	5	231	SH		Sole	01	231		
MEMC ELECTR MATLS INC COM	COM	552715104	10,149	164,918	SH		Sole	01	164,918		
MERCK & CO INC COM	COM	589331107	2	50	SH		Sole	01	50		
MICROSOFT CORP COM	COM	594918104	13,214	480,352	SH		Sole	01	480,352		
MINIATUBA INC GROUP IN	SPONSORED ADR	606822104	26,717	3,036,036	SH		Sole	01	3,036,036		
MONSANTO CO NEW COM	COM	61166W101	4	28	SH		Sole	01	28		
MOODYS CORP COM	COM	615369105	4	117	SH		Sole	01	117		
MORGAN STANLEY CA INSD MUN TR	CA INSD MUN TR	61745P502	1,272	97,835	SH		Sole	01	97,835		
MORGAN STANLEY COM NEW	COM	617446448	0	10	SH		Sole	01	10		
MORGAN STANLEY INSD CA MUN	INSD CA MUN	61745P825	1,299	98,340	SH		Sole	01	98,340		
MORGAN STANLEY N Y QULTY MUN	N Y QULTY MUN	61745P528	294	23,366	SH		Sole	01	23,366		
NALCO HOLDING COMPANY COM	COM	62985Q101	12,429	587,636	SH		Sole	01	587,636		
NATIONAL FINL PARTNERS CORP COM	COM	63607P208	4	205	SH		Sole	01	205		
NATIONAL GRID PLC SPON ADR NEW	SPONSORED ADR	636274300	25,025	379,335	SH		Sole	01	379,335		
NATIONAL OILWELL VARCO INC COM	COM	637071101	8	92	SH		Sole	01	92		
NAVIGANT CONSULTING INC COM	COM	63935N107	7	361	SH		Sole	01	361		

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NEUBERGER BERMAN CA INT MUN COM	COM	64123C101	1,239	97,476	SH		Sole	01	97,476		
NEW YORK CMNTY BANCORP INC COM	COM	649445103	677	37,938	SH		Sole	01	37,938		
NEWS CORP CL A	CL A	65248E104	7,314	486,329	SH		Sole	01	486,329		
NEWTEK BUSINESS SERVICES INC	COM	652526104	148	146,141	SH		Sole		146,141		
NFJ DIVID INT & PREM STRTGY COM SHS	COM	65337H109	3,954	186,077	SH		Sole	01	186,077		
NIKE INC CL B	CL B	654106103	20,393	342,103	SH		Sole	01	342,103		
NISSAN MOTORS SPONSORED ADR	SPONSORED ADR	654744408	10	589	SH		Sole	01	589		
NOKIA CORP SPONSORED ADR	SPONSORED ADR	654902204	12,965	529,201	SH		Sole	01	529,201		
NORDSTROM INC COM	COM	655664100	3	91	SH		Sole	01	91		
NORTHEAST UTILS COM	COM	664397106	685	26,818	SH		Sole	01	26,818		
NOVARTIS A G SPONSORED ADR	SPONSORED ADR	66987V109	24,991	454,059	SH		Sole	01	454,059		
NRG ENERGY INC COM NEW	COM	629377508	13,689	319,092	SH		Sole	01	319,092		
NSTAR COM	COM	67019E107	459	13,560	SH		Sole	01	13,560		
NTELOS HLDGS CORP COM	COM	67020Q107	898	35,380	SH		Sole	01	35,380		
NUVEEN EQTY PRM OPPORTUNITYF COM	COM	6706EM102	4,088	266,292	SH		Sole	01	266,292		
NUVEEN FLA QUALITY INCOME MU COM	COM	670978105	12	945	SH		Sole	01	945		
NUVEEN FLOATING RATE INCOME COM	COM	67072T108	1,957	181,176	SH		Sole	01	181,176		
NUVEEN INSD CA PREM INCOME 2 COM	COM	67061U108	244	19,278	SH		Sole	01	19,278		
NUVEEN INSD DIVID ADVANTAGE COM	COM	67071L106	2	192	SH		Sole	01	192		
NUVEEN INSD FLA PREM INCOME COM	COM	67101V108	2	145	SH		Sole	01	145		
NVIDIA CORP COM	COM	67066G104	2	100	SH		Sole	01	100		
OLD REP INTL CORP COM	COM	680223104	4,296	362,819	SH		Sole	01	362,819		
OMRIX BIOPHARMACEUTICALS INC COM	COM	681989109	4	247	SH		Sole	01	247		
OPEN JT STK CO-VIMPEL COMMUN	SPONSORED ADR	68370R109	3,652	123,035	SH		Sole	01	123,035		
ORACLE CORP COM	COM	68389X105	31,316	1,491,239	SH		Sole	01	1,491,239		
OYO GEOSPACE CORP COM	COM	671074102	6	107	SH		Sole	01	107		
PACCAR INC COM	COM	693718108	10,918	261,019	SH		Sole	01	261,019		
PALL CORP COM	COM	696429307	26,025	655,882	SH		Sole	01	655,882		
PEPSICO INC COM	COM	713448108	21,308	335,085	SH		Sole	01	335,085		
PERFICIENT INC COM	COM	71375U101	4	444	SH		Sole	01	444		
PETROLEO BRASILEIRO SA PETRO	SPONSORED ADR	71654V408	31,518	444,979	SH		Sole	01	444,979		
PETROQUEST ENERGY INC COM	COM	716748108	7	274	SH		Sole	01	274		
PG&E CORP COM	COM	69331C108	6,634	167,148	SH		Sole	01	167,148		
PHARMACEUTICAL PROD DEV INC COM	COM	717124101	7,249	168,980	SH		Sole	01	168,980		
PHILIP MORRIS INTL INC COM ADDED	COM	718172109	17,869	361,796	SH		Sole	01	361,796		
PIKE ELEC CORP COM	COM	721283109	3	200	SH		Sole	01	200		
PIONEER MUN & EQUITY INCOME COM	COM	723761102	7	585	SH		Sole	01	585		
PLUM CREEK TIMBER CO INC COM	COM	729251108	3	75	SH		Sole	01	75		
POPULAR INC COM	COM	733174106	4,729	717,610	SH		Sole	01	717,610		
PORTFOLIO RECOVERY ASSOCS IN COM	COM	73640Q105	3	93	SH		Sole	01	93		

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POSCO SPONSORED ADR	ADR	693483109	4,387	33,804	SH		Sole	01	33,804		
POWERSHS DB MULTI SECT COMM DB	ETF	73936B408	49,125	1,207,585	SH		Sole	01	1,207,585		
PPL CORP COM	COM	69351T106	8,211	157,085	SH		Sole	01	157,085		
PRAXAIR INC COM	COM	74005P104	10,234	108,591	SH		Sole	01	108,591		
PRECISION CASTPARTS CORP COM	COM	740189105	2	16	SH		Sole	01	16		
PRICE T ROWE GROUP INC COM	COM	74144T108	5	85	SH		Sole	01	85		
PROCTER & GAMBLE CO COM	COM	742718109	44,204	726,917	SH		Sole	01	726,917		
PROGRESS SOFTWARE CORP COM	COM	743312100	3	116	SH		Sole	01	116		
PROSHARES TR CONSUMR SVCS	SVCS	74347R636	41,233	403,062	SH		Sole	01	403,062		
PROSHARES TR ULTRA FINL PRO	PRO	74347R743	20	1,000	SH		Sole	01	1,000		
PROSHARES TR ULTRASHRT FINL	TR	74347R628	7,150	45,652	SH		Sole	01	45,652		
PUBLIC SVC ENTERPRISE GROUP COM	COM	744573106	1,989	43,306	SH		Sole	01	43,306		
QUALCOMM INC COM	COM	747525103	12	282	SH		Sole	01	282		
RAYMOND JAMES FINANCIAL INC COM	COM	754730109	26	967	SH		Sole	01	967		
REGAL BELOIT CORP COM	COM	758750103	5	117	SH		Sole	01	117		
RESEARCH IN MOTION LTD COM	COM	760975102	25,500	218,132	SH		Sole	01	218,132		
ROPER INDS INC NEW COM	COM	776696106	6,758	102,579	SH		Sole	01	102,579		
ROYAL BK SCOTLAND GROUP PLC SP ADR	SPONSORED ADR	780097739	790	42,441	SH		Sole	01	42,441		
SAFWAY INC COM NEW	COM	786514208	3,302	115,672	SH		Sole	01	115,672		
SALESFORCE COM INC COM	COM	79466L302	10	150	SH		Sole	01	150		
SARA LEE CORP COM	COM	803111103	3,851	314,345	SH		Sole	01	314,345		
SCHEIN HENRY INC COM	COM	806407102	4,318	83,729	SH		Sole	01	83,729		
SCHLUMBERGER LTD COM	COM	806857108	10	96	SH		Sole	01	96		
SCHWAB CHARLES CORP NEW COM	COM	808513105	2	107	SH		Sole	01	107		
SCIELE PHARMA INC COM	COM	808627103	4	183	SH		Sole	01	183		
SECURE COMPUTING CORP COM	COM	813705100	2	556	SH		Sole	01	556		
SELECT SECTOR SPDR TR SBI INT-UTILS	COM	81369Y886	5,737	140,946	SH		Sole	01	140,946		
SEMPRA ENERGY COM	COM	816851109	2,976	52,726	SH		Sole	01	52,726		
SIEMENS A G SPONSORED ADR	SPONSORED ADR	826197501	3,882	35,246	SH		Sole	01	35,246		
SIGMA ALDRICH CORP COM	COM	826552101	3	59	SH		Sole	01	59		
SIGMA DESIGNS INC COM	COM	826565103	1	95	SH		Sole	01	95		
SINGAPORE FD INC COM	COM	82929L109	1	49	SH		Sole	01	49		
SIRIUS SATELLITE RADIO INC COM	COM	82966U103	10	5,000	SH		Sole	01	5,000		
SMITH INTL INC COM	COM	832110100	434	5,220	SH		Sole	01	5,220		
SNAP ON INC COM	COM	833034101	385	7,396	SH		Sole	01	7,396		
SONIC CORP COM	COM	835451105	1,688	114,071	SH		Sole	01	114,071		
SPDR INDEX SHS FDS MSCI ACWI EXUS	MSCI ACWI EXUS	78463X848	1	33	SH		Sole	01	33		
SPECTRA ENERGY CORP COM	COM	847560109	1	39	SH		Sole	01	39		
ST MARY LD & EXPL CO COM	COM	792228108	413	6,393	SH		Sole	01	6,393		
STANDARD PAC CORP NEW COM	COM	85375C101	3,443	1,018,513	SH		Sole	01	1,018,513		

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STARBUCKS CORP COM	COM	855244109	4	273	SH		Sole	01	273		
STATE STR CORP COM	COM	857477103	18,314	286,206	SH		Sole	01	286,206		
STATOILHYDRO ASA SPONSORED ADR	SPONSORED ADR	85771P102	11,178	299,039	SH		Sole	01	299,039		
STERICYCLE INC COM	COM	858912108	589	11,383	SH		Sole	01	11,383		
STEWART INFORMATION SVCS COR COM	COM	860372101	4,859	251,217	SH		Sole	01	251,217		
STRYKER CORP COM	COM	863667101	4	69	SH		Sole	01	69		
SYMANTEC CORP COM	COM	871503108	15,301	790,760	SH		Sole	01	790,760		
SYNAPTICS INC COM	COM	87157D109	7	180	SH		Sole	01	180		
SYNGENTA AG SPONSORED ADR	ADR	87160A100	29,712	459,224	SH		Sole	01	459,224		
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	4,656	426,782	SH		Sole	01	426,782		
TARGET CORP COM	COM	87612E106	19,631	422,266	SH		Sole	01	422,266		
TEMPLETON GLOBAL INCOME FD COM	COM	880198106	6	727	SH		Sole	01	727		
TERADATA CORP DEL COM	COM	88076W103	22	968	SH		Sole	01	968		
TERRA INDS INC COM	COM	880915103	236	4,780	SH		Sole	01	4,780		
TEVA PHARMACEUTICAL INDS LTD ADR	ADR	881624209	3,862	84,321	SH		Sole	01	84,321		
TOMKINS PLC SPONSORED ADR	SPONSORED ADR	890030208	8	633	SH		Sole	01	633		
TOTAL S A SPONSORED ADR	SPONSORED ADR	89151E109	24,223	284,076	SH		Sole	01	284,076		
TOYOTA MOTOR CORP SP ADR REP2COM	SPONSORED ADR	892331307	18,929	201,371	SH		Sole	01	201,371		
TRADESTATION GROUP INC COM	COM	89267P105	5	458	SH		Sole	01	458		
TREX INC COM	COM	89531P105	0	2	SH		Sole	01	2		
TRUE RELIGION APPAREL INC COM	COM	89784N104	6	243	SH		Sole	01	243		
TURKCELL ILETISIM HIZMETLERI	SPON ADR	900111204	6	382	SH		Sole	01	382		
TYCO ELECTRONICS LTD COM NEW	NEW	G9144P105	14,833	414,107	SH		Sole	01	414,107		
TYCO INTL LTD BERMUDA SHS	SHS	G9143X208	12,356	308,602	SH		Sole	01	308,602		
UAL CORP	COM	902549807	13	2,409	SH		Sole	01	2,409		
UBS AG SHS NEW	NEW	H89231338	8,839	427,855	SH		Sole	01	427,855		
UNITED MICROELECTRONICS CORP	ADR	910873405	0	1	SH		Sole	01	1		
UNITED TECHNOLOGIES CORP COM	COM	913017109	17,394	281,913	SH		Sole	01	281,913		
UNUM GROUP COM	COM	91529Y106	825	40,359	SH		Sole	01	40,359		
VAN KAMPEN SENIOR INCOME TR COM	COM	920961109	25	4,275	SH		Sole	01	4,275		
VAN KAMPEN TR INVT GRADE N Y COM	COM	920931102	288	20,762	SH		Sole	01	20,762		
VANGUARD INDEX FDS STK MRK ETF	ETF	922908769	15,758	245,869	SH		Sole	01	245,869		
VANGUARD TAX-MANAGED FD EUROPE PAC	ETF	921943858	2,704	62,996	SH		Sole	01	62,996		
VARIAN MED SYS INC COM	COM	92220P105	485	9,355	SH		Sole	01	9,355		
VCA ANTECH INC COM	COM	918194101	3,710	133,560	SH		Sole	01	133,560		
VEOLIA ENVIRONNEMENT SPONSORED ADR	SPONSORED ADR	92334N103	9,091	162,781	SH		Sole	01	162,781		
VERIZON COMMUNICATIONS INC	COM	92343V104	29	832	SH		Sole		832		
VERIZON COMMUNICATIONS INC COM	COM	92343V104	6	162	SH		Sole	01	162		
VODAFONE GROUP PLC NEW SPONS	ADR	92857W209	24,548	833,249	SH		Sole	01	833,249		
VULCAN MATLS CO COM	COM	929160109	16	267	SH		Sole	01	267		

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COLUMN 7	COLUMN 8				
							VOTING AUTHORITY				
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION	OTHER MANAGERS	SOLE	SHARED	NONE
WABCO HLDGS INC COM	COM	92927K102	7,267	156,418	SH		Sole	01	156,418		
WAL MART STORES INC COM	COM	931142103	14,672	261,076	SH		Sole	01	261,076		
WALGREEN CO COM	COM	931422109	7,799	239,906	SH		Sole	01	239,906		
WALTER INDS INC COM	COM	93317Q105	694	6,378	SH		Sole	01	6,378		
WASHINGTON FED INC COM	COM	938824109	751	41,510	SH		Sole	01	41,510		
WASHINGTON MUT INC COM	COM	939322103	2	341	SH		Sole	01	341		
WESCO INTL INC COM	COM	95082P105	6	138	SH		Sole	01	138		
WESTERN UN CO COM	COM	959802109	2	63	SH		Sole	01	63		
WGL HLDGS INC COM	COM	92924F106	2	50	SH		Sole	01	50		
WILLIAMS COS INC DEL COM	COM	969457100	8,243	204,487	SH		Sole	01	204,487		
WIMM BILL DANN FOODS OJSC	ADR	97263M109	4,293	40,797	SH		Sole	01	40,797		
WRIGLEY WM JR CO COM	COM	982526105	20,128	258,780	SH		Sole	01	258,780		
WYETH COM	COM	983024100	29	614	SH		Sole	01	614		
XTO ENERGY INC COM	COM	98385X106	47	687	SH		Sole	01	687		
YAHOO INC COM	COM	984332106	10	479	SH		Sole	01	479		
ZENITH NATL INS CORP COM	COM	989390109	44	1,238	SH		Sole	01	1,238		
ZIMMER HLDGS INC COM	COM	98956P102	9	137	SH		Sole	01	137		
ZUMIEZ INC COM	COM	989817101	193	11,641	SH		Sole	01	11,641		