

GENWORTH FINANCIAL INC

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

Filed 11/04/10 for the Period Ending 03/31/09

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: March 31, 2009

Check here if Amendment [X]; Amendment Number: 1
This Amendment (Check only one.): [X] 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>Richmond, VA</i>	<i>November 4, 2010</i>

[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: 308 lines

Form 13F Information Table Value Total: 1,700,446

(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.

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COLUMN 7	COLUMN 8		
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN	SH/ PUT/ CALL	INVESTMENT DISCRETION	OTHER MANAGERS	VOTING AUTHORITY	
								SOLE	SHARED NONE
3M CO COM	COM	88579Y101	15,843	318,647	SH		Sole	01	318,647
ABB LTD SPONSORED ADR	SPONSORED ADR	000375204	2,383	170,944	SH		Sole	01	170,944
ADAPTEC INC COM	COM	00651F108	203	84,565	SH		Sole	01	84,565
ADVANCE AUTO PARTS INC COM	COM	00751Y106	5	114	SH		Sole	01	114
AES CORP COM	COM	00130H105	4,807	827,401	SH		Sole	01	827,401
AGRIUM INC COM	COM	008916108	3,255	90,945	SH		Sole	01	90,945
AIR PRODS & CHEMS INC COM	COM	009158106	6	100	SH		Sole	01	100
AIRGAS INC COM	COM	009363102	4,362	129,019	SH		Sole	01	129,019
ALBERTO CULVER CO NEW COM	COM	013078100	128	5,665	SH		Sole	01	5,665
ALLEGHENY ENERGY INC COM	COM	017361106	1,947	84,016	SH		Sole	01	84,016
ALTRIA GROUP INC COM	COM	02209S103	3	200	SH		Sole	01	200
AMERICA MOVIL SAB DE CV SPON ADR L	ADR	02364W105	1,058	39,063	SH		Sole	01	39,063
AMERICAN ELEC PWR INC COM	COM	025537101	2,365	93,622	SH		Sole	01	93,622
AMERICAN EXPRESS CO COM	COM	025816109	0	3	SH		Sole	01	3
ANADARKO PETE CORP COM	COM	032511107	1,624	41,749	SH		Sole	01	41,749
ANSYS INC COM	COM	03662Q105	5,885	234,461	SH		Sole	01	234,461
ARKANSAS BEST CORP DEL COM	COM	040790107	89	4,666	SH		Sole	01	4,666
ASSURED GUARANTY LTD COM	COM	G0585R106	99	14,629	SH		Sole	01	14,629
AUTOMATIC DATA PROCESSING IN COM	COM	053015103	8,004	227,646	SH		Sole	01	227,646
AXA SPONSORED ADR	SPONSORED ADR	054536107	4,934	411,889	SH		Sole	01	411,889
AXCELIS TECHNOLOGIES INC COM	COM	054540109	46	119,929	SH		Sole	01	119,929
BAIDU INC SPON ADR REP A	ADR	056752108	1,610	9,116	SH		Sole	01	9,116
BANCO BRADESCO S A SP ADR PFD NEW	SPONSORED ADR	059460303	1,123	113,442	SH		Sole	01	113,442
BANK OF NEW YORK MELLON CORP COM	COM	064058100	3,652	129,267	SH		Sole	01	129,267

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COLUMN 7	COLUMN 8			
	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION	OTHER MANAGERS	VOTING AUTHORITY	
NAME OF ISSUER									SOLE	SHARED NONE
BARD C R INC COM	COM	067383109	4,424	55,498	SH		Sole	01	55,498	
BAXTER INTL INC COM	COM	071813109	12,832	250,533	SH		Sole	01	250,533	
BECTON DICKINSON & CO COM	COM	075887109	6,858	101,987	SH		Sole	01	101,987	
BHP BILLITON LTD SPONSORED ADR	ADR	088606108	2,010	45,066	SH		Sole	01	45,066	
BJS WHOLESALE CLUB INC COM	COM	05548J106	2	73	SH		Sole	01	73	
BLACKROCK MUNIHOLDINGS N Y I COM	COM	09255C106	0	11	SH		Sole	01	11	
BLACKROCK MUNIYIELD CALIF IN COM	COM	09254N103	0	30	SH		Sole	01	30	
BOEING CO COM	COM	097023105	3,902	109,659	SH		Sole	01	109,659	
BOWNE & CO INC COM	COM	103043105	79	24,620	SH		Sole	01	24,620	
BP PLC SPONSORED ADR	ADR	055622104	1,715	42,768	SH		Sole	01	42,768	
BRISTOL MYERS SQUIBB CO COM	COM	110122108	8,499	387,746	SH		Sole	01	387,746	
BRITISH AMERN TOB PLC SPONSORED ADR	SPONSORED ADR	110448107	1,559	33,892	SH		Sole	01	33,892	
BURLINGTON NORTHN SANTA FE C COM	COM	12189T104	4,530	75,316	SH		Sole	01	75,316	
CELANESE CORP DEL COM SER A	COM	150870103	2	147	SH		Sole	01	147	
CEPHALON INC COM	COM	156708109	5,242	76,972	SH		Sole	01	76,972	
CHATTEM INC COM	COM	162456107	4,253	75,876	SH		Sole	01	75,876	
CHINA LIFE INS CO LTD SPON ADR REP H	SPONSORED ADR	16939P106	1,821	36,975	SH		Sole	01	36,975	
CHINA MOBILE LIMITED SPONSORED ADR	ADR	16941M109	2,769	63,624	SH		Sole	01	63,624	
CIMAREX ENERGY CO COM	COM	171798101	0	26	SH		Sole	01	26	
CISCO SYS INC COM	COM	17275R102	7,429	442,994	SH		Sole	01	442,994	
CMS ENERGY CORP COM	COM	125896100	3,162	267,082	SH		Sole	01	267,082	
CNOOC LTD SPONSORED ADR	SPONSORED ADR	126132109	1,233	12,255	SH		Sole	01	12,255	
COCA COLA CO COM	COM	191216100	7,560	172,021	SH		Sole	01	172,021	
COCA COLA FEMSA S A B DE C V SPON ADR	ADR	191241108	1,570	46,098	SH		Sole	01	46,098	
COGNIZANT TECHNOLOGY SOLUTIO CL A	CL A	192446102	3,999	192,367	SH		Sole	01	192,367	
COLGATE PALMOLIVE CO COM	COM	194162103	14,464	245,235	SH		Sole	01	245,235	
COMCAST CORP NEW CL A	CL A	20030N101	4,579	335,674	SH		Sole	01	335,674	

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COLUMN 7	COLUMN 8			
NAME OF ISSUER	TITLE	CUSIP	VALUE	SHRS OR	SH/	PUT/	INVESTMENT	OTHER	VOTING AUTHORITY	
	OF CLASS		(x\$1000)	PRN	AMT	PRN	CALL	DISCRETION	MANAGERS	SOLE
COMCAST CORP NEW CL A SPL	SPL	20030N200	1,761	136,854	SH		Sole	01	136,854	
COMERICA INC COM	COM	200340107	51	2,798	SH		Sole	01	2,798	
COMPANHIA DE BEBIDAS DAS AME SPON	ADR	20441W203	93	1,949	SH		Sole	01	1,949	
COMPANHIA SIDERURGICA NACION SPONS	ADR	20440W105	956	64,412	SH		Sole	01	64,412	
COMPANHIA VALE DO RIO DOCE SPONSO	SPONSORED ADR	204412209	1,390	104,524	SH		Sole	01	104,524	
COMPANIA CERVECERIAS UNIDAS SPONSO	SPONSORED ADR	204429104	1,244	44,279	SH		Sole	01	44,279	
CORE LABORATORIES N V COM	COM	N22717107	4,212	57,575	SH		Sole	01	57,575	
CORNING INC COM	COM	219350105	2,500	188,419	SH		Sole	01	188,419	
COVIDIEN LTD COM	COM	G2552X108	4,344	130,680	SH		Sole	01	130,680	
CREDIT SUISSE GROUP SPONSORED ADR	ADR	225401108	1,828	59,961	SH		Sole	01	59,961	
CTRIIP COM INTL LTD ADR	SPONSORED ADR	22943F100	1,378	50,286	SH		Sole	01	50,286	
CVS CAREMARK CORPORATION COM	COM	126650100	1,481	53,878	SH		Sole	01	53,878	
DELTA AIR LINES INC.	COM	247361702	65	11,466	SH		Sole		11,466	
DEVON ENERGY CORP NEW COM	COM	25179M103	1,629	36,443	SH		Sole	01	36,443	
DIAMOND OFFSHORE DRILLING IN COM	COM	25271C102	8,238	131,055	SH		Sole	01	131,055	
DIAMONDS TR UNIT SER 1	ETF	252787106	13	176	SH		Sole	01	176	
DOLLAR THRIFTY AUTOMOTIVE GP COM	COM	256743105	37	32,166	SH		Sole	01	32,166	
DR REDDYS LABS LTD ADR	ADR	256135203	1,333	141,007	SH		Sole	01	141,007	
E M C CORP MASS COM	COM	268648102	1,383	121,288	SH		Sole	01	121,288	
EATON VANCE CORP COM NON VTG	COM	278265103	182	7,964	SH		Sole	01	7,964	
EATON VANCE INS MUN BD FD COM	COM	27827X101	0	1	SH		Sole	01	1	
EATON VANCE TX MNG BY WRT OP COM	COM	27828Y108	1,660	157,330	SH		Sole	01	157,330	
EATON VANCE TXMGD GL BUYWR O COM	COM	27829C105	1,514	160,399	SH		Sole	01	160,399	
EMERSON ELEC CO COM	COM	291011104	6,810	238,275	SH		Sole	01	238,275	
ENERGY CORP NEW COM	COM	29364G103	2,028	29,789	SH		Sole	01	29,789	
ERICSSON L M TEL CO ADR B SEK 10	ADR	294821608	3,303	408,340	SH		Sole	01	408,340	
EXELON CORP COM	COM	30161N101	2,599	57,258	SH		Sole	01	57,258	

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COLUMN 7	COLUMN 8		
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ CALL	INVESTMENT DISCRETION	OTHER MANAGERS	VOTING AUTHORITY	
								SOLE	SHARED NONE
EXXON MOBIL CORP COM	COM	30231G102	8,977	131,819	SH		Sole	01	131,819
FACTSET RESH SYS INC COM	COM	303075105	8,064	161,312	SH		Sole	01	161,312
FAIRPOINT COMMUNICATIONS	COM	305560104	0	15	SH		Sole		15
FASTENAL CO COM	COM	311900104	6,168	191,806	SH		Sole	01	191,806
FIFTH STREET FINANCE CORP	COM	31678A103	11,404	1,473,379	SH		Sole		1,473,379
FIRST HORIZON NATL CORP COM	COM	320517105	1	113	SH		Sole	01	113
FIRST SOLAR INC COM	COM	336433107	27	200	SH		Sole	01	200
FIRST TR EXCHANGE TRADED FD UTILITIES	ETF	33734X184	120	10,316	SH		Sole	01	10,316
FIRSTENERGY CORP COM	COM	337932107	377	9,774	SH		Sole	01	9,774
FPL GROUP INC COM	COM	302571104	444	8,757	SH		Sole	01	8,757
FRANCE TELECOM SPONSORED ADR	ADR	35177Q105	1,963	86,637	SH		Sole	01	86,637
FRESENIUS KABI PHARMACEUTHLD RIGHT	RIGHT	35802M115	0	2	SH		Sole	01	2
FRESENIUS MED CARE AG&CO KGA	SPONSORED ADR	358029106	1,497	38,678	SH		Sole	01	38,678
GAMESTOP CORP NEW CL A	CL A	36467W109	6,277	224,031	SH		Sole	01	224,031
GENERAL DYNAMICS CORP COM	COM	369550108	7,810	187,796	SH		Sole	01	187,796
GENERAL ELECTRIC CO COM	COM	369604103	554	54,784	SH		Sole	01	54,784
GILEAD SCIENCES INC COM	COM	375558103	5	100	SH		Sole	01	100
GROUPE CGI INC CL A SUB VTG	CL A SUB VTG	39945C109	3,536	442,049	SH		Sole	01	442,049
GRUPO TELEVISIA SA DE CV SP ADR REP	SPONSORED ADR	40049J206	1,055	77,377	SH		Sole	01	77,377
HALLIBURTON CO COM	COM	406216101	4,401	284,488	SH		Sole	01	284,488
HANSEN NAT CORP COM	COM	411310105	3,724	103,439	SH		Sole	01	103,439
HARRIS CORP DEL COM	COM	413875105	1,030	35,577	SH		Sole	01	35,577
HARSCO CORP COM	COM	415864107	1	47	SH		Sole	01	47
HDFC BANK LTD ADR REPS 3 SHS	ADR	40415F101	2,276	37,348	SH		Sole	01	37,348
HEWLETT PACKARD CO COM	COM	428236103	6,077	189,552	SH		Sole	01	189,552
HOLOGIC INC.	COM	436440101	126	9,632	SH		Sole		9,632
HUDSON CITY BANCORP COM	COM	443683107	4,817	412,033	SH		Sole	01	412,033

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5		COLUMN 6	COLUMN 7	COLUMN 8		
NAME OF ISSUER	TITLE	CUSIP	VALUE	SHRS OR	SH/	PUT/	INVESTMENT	OTHER	VOTING AUTHORITY	
	OF CLASS		(x\$1000)	PRN	PRN	CALL	DISCRETION	MANAGERS	SOLE	SHARED NONE
IHS INC CL A	CL A	451734107	12,225	296,858	SH		Sole	01	296,858	
ILLINOIS TOOL WKS INC COM	COM	452308109	5,786	187,565	SH		Sole	01	187,565	
IMMUCOR INC COM	COM	452526106	4,561	181,371	SH		Sole	01	181,371	
ING GLOBAL EQTY DIV & PREM O COM	COM	45684E107	1,504	163,133	SH		Sole	01	163,133	
INGERSOLL-RAND COMPANY LTD CL A	CL A	G4776G101	1,531	110,918	SH		Sole	01	110,918	
INTERNATIONAL BUSINESS MACHS COM	COM	459200101	12,886	132,997	SH		Sole	01	132,997	
INTUIT COM	COM	461202103	5,943	220,106	SH		Sole	01	220,106	
ISHARES COMEX GOLD TR ISHARES	ETF	464285105	5	52	SH		Sole	01	52	
ISHARES TR AGENCY BD FD	ETF	464288166	95	880	SH		Sole	01	880	
ISHARES TR BARCLYS 10-20YR	ETF	464288653	43	370	SH		Sole	01	370	
ISHARES TR BARCLYS 1-3 YR	ETF	464287457	325,540	3,860,769	SH		Sole	01	3,860,769	
ISHARES TR BARCLYS 1-3YR CR	ETF	464288646	552	5,585	SH		Sole	01	5,585	
ISHARES TR BARCLYS 20+ YR	ETF	464287432	669	6,330	SH		Sole	01	6,330	
ISHARES TR BARCLYS 3-7 YR	ETF	464288661	4,735	41,225	SH		Sole	01	41,225	
ISHARES TR BARCLYS 7-10 YR	ETF	464287440	1,680	17,390	SH		Sole	01	17,390	
ISHARES TR BARCLYS CR BD	ETF	464288620	573	6,287	SH		Sole	01	6,287	
ISHARES TR BARCLYS INTER CR	ETF	464288638	6,768	71,892	SH		Sole	01	71,892	
ISHARES TR BARCLYS MBS BD	ETF	464288588	6,768	63,887	SH		Sole	01	63,887	
ISHARES TR BARCLYS SH TREA	ETF	464288679	209,483	1,899,381	SH		Sole	01	1,899,381	
ISHARES TR BARCLYS TIPS BD	ETF	464287176	5,897	57,394	SH		Sole	01	57,394	
ISHARES TR BARCLYS US AGG B	ETF	464287226	830	8,181	SH		Sole	01	8,181	
ISHARES TR DJ US INDEX FD	ETF	464287846	18	469	SH		Sole	01	469	
ISHARES TR DJ US TECH SEC	ETF	464287721	234	6,311	SH		Sole	01	6,311	
ISHARES TR DJ US TELECOMM	ETF	464287713	61	3,823	SH		Sole	01	3,823	
ISHARES TR DJ US UTILS	ETF	464287697	0	7	SH		Sole	01	7	
ISHARES TR IBOXX INV CPBD	ETF	464287242	203,375	2,160,809	SH		Sole	01	2,160,809	
ISHARES TR LRGE CORE INDX	ETF	464287127	1,342	29,169	SH		Sole	01	29,169	

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COLUMN 7	COLUMN 8			
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION	OTHER MANAGERS	VOTING AUTHORITY	
									SOLE	SHARED NONE
ISHARES TR LRGE GRW INDX	ETF	464287119	1,794	43,754	SH		Sole	01	43,754	
ISHARES TR MSCI ACWI INDX	ETF	464288257	74	2,599	SH		Sole	01	2,599	
ISHARES TR MSCI EAFE IDX	ETF	464287465	15,608	415,225	SH		Sole	01	415,225	
ISHARES TR MSCI EMERG MKT	ETF	464287234	12,728	513,016	SH		Sole	01	513,016	
ISHARES TR MSCI SMALL CAP	ETF	464288273	26	1,139	SH		Sole	01	1,139	
ISHARES TR RUSL 2000 GROW	ETF	464287648	25	541	SH		Sole	01	541	
ISHARES TR RUSL 2000 VALU	ETF	464287630	55	1,392	SH		Sole	01	1,392	
ISHARES TR RUSSELL 1000	ETF	464287622	5,225	120,805	SH		Sole	01	120,805	
ISHARES TR RUSSELL MCP GR	ETF	464287481	49	1,637	SH		Sole	01	1,637	
ISHARES TR RUSSELL MCP VL	ETF	464287473	7,956	332,190	SH		Sole	01	332,190	
ISHARES TR RUSSELL1000GRW	ETF	464287614	2,353	67,080	SH		Sole	01	67,080	
ISHARES TR RUSSELL1000VAL	ETF	464287598	229	5,629	SH		Sole	01	5,629	
ISHARES TR S&P 100 IDX FD	ETF	464287101	1,626	43,101	SH		Sole	01	43,101	
ISHARES TR S&P 500 INDEX	ETF	464287200	78,920	991,202	SH		Sole	01	991,202	
ISHARES TR S&P GBL ENER	ETF	464287341	1	30	SH		Sole	01	30	
ISHARES TR S&P GL UTILITI	ETF	464288711	14,725	386,572	SH		Sole	01	386,572	
ISHARES TR S&P GLB100INDX	ETF	464287572	275	6,516	SH		Sole	01	6,516	
ISHARES TR S&P LTN AM 40	ETF	464287390	41	1,594	SH		Sole	01	1,594	
ISHARES TR S&P MIDCP VALU	ETF	464287705	3	73	SH		Sole	01	73	
ISHARES TR S&P NATL MUN B	ETF	464288414	1,292	12,962	SH		Sole	01	12,962	
ISHARES TR S&P500 GRW	ETF	464287309	70,401	1,681,831	SH		Sole	01	1,681,831	
ISHARES TR US PFD STK IDX	ETF	464288687	819	35,943	SH		Sole	01	35,943	
JACK IN THE BOX INC COM	COM	466367109	2	73	SH		Sole	01	73	
JAKKS PAC INC COM	COM	47012E106	87	7,049	SH		Sole	01	7,049	
JARDEN CORP COM	COM	471109108	110	8,709	SH		Sole	01	8,709	
JOHNSON & JOHNSON COM	COM	478160104	5,525	105,045	SH		Sole	01	105,045	
JPMORGAN CHASE & CO COM	COM	46625H100	6,003	225,839	SH		Sole	01	225,839	

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COLUMN 7	COLUMN 8		
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ CALL	INVESTMENT DISCRETION	OTHER MANAGERS	VOTING AUTHORITY	
								SOLE	SHARED NONE
KANSAS CITY SOUTHERN COM NEW	COM	485170302	1	51	SH		Sole	01	51
KEYCORP NEW COM	COM	493267108	59	7,506	SH		Sole	01	7,506
KRAFT FOODS INC CL A	CL A	50075N104	4,444	199,357	SH		Sole	01	199,357
K-SWISS INC CL A	CL A	482686102	53	6,247	SH		Sole	01	6,247
LEAR CORP COM	COM	521865105	11	14,803	SH		Sole	01	14,803
LIFE TECHNOLOGIES CORP COM	COM	53217V109	2	74	SH		Sole	01	74
LKQ CORP COM	COM	501889208	5,423	380,028	SH		Sole	01	380,028
LORILLARD INC COM	COM	544147101	3	45	SH		Sole	01	45
LOWES COS INC COM	COM	548661107	11,063	606,212	SH		Sole	01	606,212
MARINEMAX INC COM	COM	567908108	75	38,419	SH		Sole	01	38,419
MARSHALL & ILSLEY CORP NEW COM	COM	571837103	35	6,266	SH		Sole	01	6,266
MASTERCARD INC CL A	CL A	57636Q104	9,189	54,866	SH		Sole	01	54,866
MBIA INC COM	COM	55262C100	65	14,217	SH		Sole	01	14,217
MCDONALDS CORP COM	COM	580135101	7,818	143,265	SH		Sole	01	143,265
MICROSOFT CORP COM	COM	594918104	4,888	266,095	SH		Sole	01	266,095
MIDCAP SPDR TR UNIT SER 1	UIT	595635103	18	207	SH		Sole	01	207
MITSUBISHI UFJ FINL GROUP IN SPONSOR	SPONSORED ADR	606822104	6,089	1,237,664	SH		Sole	01	1,237,664
NATIONAL GRID PLC SPON ADR NEW	SPONSORED ADR	636274300	4,602	119,105	SH		Sole	01	119,105
NET SERVICOS DE COMUNICACAO SPONSO	ADR	64109T201	1,387	191,375	SH		Sole	01	191,375
NEW YORK CMNTY BANCORP INC COM	COM	649445103	2	193	SH		Sole	01	193
NEWTEK BUSINESS SERVICES INC.	COM	652526104	54	146,141	SH		Sole		146,141
NFJ DIVID INT & PREM STRTGY COM SHS	COM	65337H109	1,209	120,945	SH		Sole	01	120,945
NIKE INC CL B	CL B	654106103	8,635	184,159	SH		Sole	01	184,159
NORTHEAST UTILS COM	COM	664397106	3	138	SH		Sole	01	138
NORTHERN TR CORP COM	COM	665859104	6,585	110,082	SH		Sole	01	110,082
NOVARTIS A G SPONSORED ADR	SPONSORED ADR	66987V109	3,701	97,826	SH		Sole	01	97,826
NOVO-NORDISK A S ADR	ADR	670100205	1,633	34,035	SH		Sole	01	34,035

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COLUMN 7	COLUMN 8		
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ CALL	INVESTMENT DISCRETION	OTHER MANAGERS	VOTING AUTHORITY	
								SOLE	SHARED NONE
NRG ENERGY INC COM NEW	COM	629377508	1,449	82,348	SH	Sole	01	82,348	
NSTAR COM	COM	67019E107	2	69	SH	Sole	01	69	
NTELOS HLDGS CORP COM	COM	67020Q107	3	189	SH	Sole	01	189	
NTT DOCOMO INC SPONS ADR	ADR	62942M201	1,463	107,168	SH	Sole	01	107,168	
NUVEEN EQTY PRM OPPORTUNITYF COM	COM	6706EM102	1,632	160,761	SH	Sole	01	160,761	
NUVEEN INSD DIVID ADVANTAGE COM	COM	67071L106	1	96	SH	Sole	01	96	
NV ENERGY INC COM	COM	67073Y106	92	9,843	SH	Sole	01	9,843	
O REILLY AUTOMOTIVE INC COM	COM	686091109	8,177	233,574	SH	Sole	01	233,574	
OCEANEERING INTL INC COM	COM	675232102	3,410	92,477	SH	Sole	01	92,477	
OLD REP INTL CORP COM	COM	680223104	96	8,858	SH	Sole	01	8,858	
ORACLE CORP COM	COM	68389X105	9,415	521,029	SH	Sole	01	521,029	
P T TELEKOMUNIKASI INDONESIA SPONSO	ADR	715684106	1,430	55,661	SH	Sole	01	55,661	
PACCAR INC COM	COM	693718108	6,207	240,950	SH	Sole	01	240,950	
PALL CORP COM	COM	696429307	5,808	284,302	SH	Sole	01	284,302	
PAR PHARMACEUTICAL COS INC COM	COM	69888P106	102	10,792	SH	Sole	01	10,792	
PEPSICO INC COM	COM	713448108	12,593	244,610	SH	Sole	01	244,610	
PETROLEO BRASILEIRO SA PETRO	SPONSORED ADR	71654V408	164	5,366	SH	Sole	01	5,366	
PG&E CORP COM	COM	69331C108	3,204	83,837	SH	Sole	01	83,837	
PHILIP MORRIS INTL INC COM	COM	718172109	8,018	225,358	SH	Sole	01	225,358	
PHILIPPINE LONG DISTANCE TEL SPONSO	ADR	718252604	1,144	25,930	SH	Sole	01	25,930	
PNC FINL SVCS GROUP INC COM	COM	693475105	34	1,168	SH	Sole	01	1,168	
POPULAR INC COM	COM	733174106	35	16,267	SH	Sole	01	16,267	
POSCO SPONSORED ADR	ADR	693483109	190	2,845	SH	Sole	01	2,845	
POTASH CORP SASK INC COM	COM	73755L107	24	300	SH	Sole	01	300	
POWERSHARES DB G10 CURCY HAR COM	ETF	73935Y102	11	539	SH	Sole	01	539	
POWERSHARES ETF TRUST DYN UTIL	ETF	73935X591	228	17,401	SH	Sole	01	17,401	
POWERSHARES ETF TRUST DYNM LRG CP	ETF	73935X609	696	67,064	SH	Sole	01	67,064	

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COLUMN 7	COLUMN 8			
NAME OF ISSUER	TITLE		VALUE	SHRS OR SH/	PUT/	INVESTMENT	OTHER	VOTING AUTHORITY		
	OF CLASS	CUSIP	(x\$1000)	PRN AMT	PRN	DISCRETION	MANAGERS	SOLE	SHARED	NONE
POWERSHARES ETF TRUST ZACKS MC	ETF	73935X740	8	1,176	SH		Sole	01		1,176
POWERSHARES GLOBAL ETF TRUST INSUR	ETF	73936T474	1,700	77,365	SH		Sole	01		77,365
POWERSHS DB MULTI SECT COMM DB AGR	ETF	73936B408	7,672	313,266	SH		Sole	01		313,266
PPL CORP COM	COM	69351T106	2,359	82,159	SH		Sole	01		82,159
PRAXAIR INC COM	COM	74005P104	8,366	124,323	SH		Sole	01		124,323
PROCTER & GAMBLE CO COM	COM	742718109	19,128	406,201	SH		Sole	01		406,201
PUBLIC SVC ENTERPRISE GROUP COM	COM	744573106	858	29,131	SH		Sole	01		29,131
QUEST DIAGNOSTICS INC COM	COM	74834L100	176	3,701	SH		Sole	01		3,701
RESEARCH IN MOTION LTD COM	COM	760975102	1,420	32,931	SH		Sole	01		32,931
RESMED INC COM	COM	761152107	3,919	110,893	SH		Sole	01		110,893
ROPER INDS INC NEW COM	COM	776696106	3,793	89,352	SH		Sole	01		89,352
ROYAL CARIBBEAN CRUISES LTD COM	COM	V7780T103	41	5,162	SH		Sole	01		5,162
RYDEX ETF TRUST TOP 50 ETF	ETF	78355W205	558	8,937	SH		Sole	01		8,937
SARA LEE CORP COM	COM	803111103	1,730	214,079	SH		Sole	01		214,079
SCHLUMBERGER LTD COM	COM	806857108	4	100	SH		Sole	01		100
SELECT SECTOR SPDR TR SBI CONS DISCR	ETF	81369Y407	120	6,110	SH		Sole	01		6,110
SELECT SECTOR SPDR TR SBI CONS STPLS	ETF	81369Y308	187	8,857	SH		Sole	01		8,857
SELECT SECTOR SPDR TR SBI HEALTHCA	ETF	81369Y209	254	10,510	SH		Sole	01		10,510
SELECT SECTOR SPDR TR SBI INT-ENERGY	ETF	81369Y506	182	4,294	SH		Sole	01		4,294
SELECT SECTOR SPDR TR SBI INT-FINL	ETF	81369Y605	113	12,869	SH		Sole	01		12,869
SELECT SECTOR SPDR TR SBI INT-INDS	ETF	81369Y704	140	7,619	SH		Sole	01		7,619
SELECT SECTOR SPDR TR SBI INT-TECH	ETF	81369Y803	28	1,824	SH		Sole	01		1,824
SELECT SECTOR SPDR TR SBI INT-UTILS	COM	81369Y886	503	19,672	SH		Sole	01		19,672
SELECT SECTOR SPDR TR SBI MATERIALS	ETF	81369Y100	14	615	SH		Sole	01		615
SEMPRA ENERGY COM	COM	816851109	328	7,093	SH		Sole	01		7,093
SINGAPORE FD INC COM	COM	82929L109	0	26	SH		Sole	01		26
SMITHFIELD FOODS INC COM	COM	832248108	114	12,051	SH		Sole	01		12,051

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COLUMN 7	COLUMN 8		
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ CALL	INVESTMENT DISCRETION	OTHER MANAGERS	VOTING AUTHORITY	
								SOLE	SHARED NONE
SNAP ON INC COM	COM	833034101	1	40	SH	Sole	01	40	
SPDR GOLD TRUST GOLD SHS	ETF	78463V107	13,566	150,264	SH	Sole	01	150,264	
SPDR INDEX SHS FDS DJWS INTL REAL	ETF	78463X863	437	19,824	SH	Sole	01	19,824	
SPDR INDEX SHS FDS EMERG MKTS ETF	ETF	78463X509	340	9,224	SH	Sole	01	9,224	
SPDR INDEX SHS FDS S&P INTL SMLCP	ETF	78463X871	388	24,114	SH	Sole	01	24,114	
SPDR INDEX SHS FDS S&P WRLD EX US	ETF	78463X889	566	35,709	SH	Sole	01	35,709	
SPDR SERIES TRUST BARCL CAP TIPS	ETF	78464A656	124	2,488	SH	Sole	01	2,488	
SPDR SERIES TRUST BRCLYS 1-3MT ETF	ETF	78464A680	52	1,136	SH	Sole	01	1,136	
SPDR SERIES TRUST BRCLYS AGG ETF	ETF	78464A649	830	15,182	SH	Sole	01	15,182	
SPDR SERIES TRUST BRCLYS INTL ETF	ETF	78464A516	247	4,822	SH	Sole	01	4,822	
SPDR SERIES TRUST BRCLYS MUNI ETF	ETF	78464A458	1,743	78,847	SH	Sole	01	78,847	
SPDR SERIES TRUST BRCLYS SHRT ETF	ETF	78464A425	310	13,023	SH	Sole	01	13,023	
SPDR SERIES TRUST BRCLYS YLD ETF	ETF	78464A417	579	19,652	SH	Sole	01	19,652	
SPDR SERIES TRUST DB INT GVT ETF	ETF	78464A490	74	1,590	SH	Sole	01	1,590	
SPDR SERIES TRUST DJ WLSH REIT ETF	ETF	78464A607	1,301	49,309	SH	Sole	01	49,309	
SPDR SERIES TRUST DJWS LGCAP GRW	ETF	78464A409	694	20,332	SH	Sole	01	20,332	
SPDR SERIES TRUST DJWS SMALL CAP	ETF	78464A813	117	3,554	SH	Sole	01	3,554	
SPDR TR UNIT SER 1	ETF	78462F103	2,867	36,057	SH	Sole	01	36,057	
ST MARY LD & EXPL CO COM	COM	792228108	0	31	SH	Sole	01	31	
STAPLES INC COM	COM	855030102	2,385	131,673	SH	Sole	01	131,673	
STERICYCLE INC COM	COM	858912108	5,738	120,210	SH	Sole	01	120,210	
STEWART INFORMATION SVCS COR COM	COM	860372101	133	6,796	SH	Sole	01	6,796	
STRYKER CORP COM	COM	863667101	8,387	246,397	SH	Sole	01	246,397	
SYBASE INC COM	COM	871130100	8,833	291,629	SH	Sole	01	291,629	
SYMANTEC CORP COM	COM	871503108	4,355	291,530	SH	Sole	01	291,530	
SYNGENTA AG SPONSORED ADR	ADR	87160A100	3,657	91,163	SH	Sole	01	91,163	
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	1,868	208,716	SH	Sole	01	208,716	

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COLUMN 7	COLUMN 8			
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION	OTHER MANAGERS	VOTING AUTHORITY	
									SOLE	SHARED NONE
TARGET CORP COM	COM	87612E106	12,085	351,405	SH		Sole	01	351,405	
TENARIS S A SPONSORED ADR	ADR	88031M109	41	2,040	SH		Sole	01	2,040	
TERRA INDS INC COM	COM	880915103	1	26	SH		Sole	01	26	
TEVA PHARMACEUTICAL INDS LTD ADR	ADR	881624209	188	4,171	SH		Sole	01	4,171	
TOTAL S A SPONSORED ADR	SPONSORED ADR	89151E109	5,067	103,279	SH		Sole	01	103,279	
TOYOTA MOTOR CORP SP ADR REP2COM	SPONSORED ADR	892331307	3,152	49,800	SH		Sole	01	49,800	
TRACTOR SUPPLY CO COM	COM	892356106	100	2,774	SH		Sole	01	2,774	
TRANSOCEAN LTD REG SHS ADDED		H8817H100	3,536	60,093	SH		Sole	01	60,093	
TYCO ELECTRONICS LTD COM NEW	NEW	G9144P105	4,353	394,259	SH		Sole	01	394,259	
UAL CORP.	COM	902549807	11	2,409	SH		Sole		2,409	
UBS AG SHS NEW	NEW	H89231338	0	37	SH		Sole	01	37	
UNITED CMNTY BKS BLAIRSVLE G CAP STK	CAP STK	90984P105	2	380	SH		Sole	01	380	
UNITED TECHNOLOGIES CORP COM	COM	913017109	6,918	160,958	SH		Sole	01	160,958	
UNUM GROUP COM	COM	91529Y106	3	213	SH		Sole	01	213	
VANGUARD INDEX FDS GROWTH ETF	ETF	922908736	4,219	112,925	SH		Sole	01	112,925	
VANGUARD INDEX FDS LARGE CAP ETF	ETF	922908637	26	724	SH		Sole	01	724	
VANGUARD INDEX FDS MCAP VL IDXVIP	ETF	922908512	18	632	SH		Sole	01	632	
VANGUARD INDEX FDS SM CP VAL ETF	ETF	922908611	679	19,533	SH		Sole	01	19,533	
VANGUARD INDEX FDS SML CP GRW ETF	ETF	922908595	1,332	34,498	SH		Sole	01	34,498	
VANGUARD INDEX FDS VALUE ETF	ETF	922908744	4,863	143,607	SH		Sole	01	143,607	
VANGUARD INTL EQUITY INDEX F EMR MKT	ETF	922042858	1,758	74,620	SH		Sole	01	74,620	
VANGUARD INTL EQUITY INDEX F EUROPEAN	ETF	922042874	2,727	85,478	SH		Sole	01	85,478	
VANGUARD INTL EQUITY INDEX F PACIFIC	ETF	922042866	1,703	45,268	SH		Sole	01	45,268	
VANGUARD INTL EQUITY INDEX F TT WRLD	ETF	922042742	325	11,211	SH		Sole	01	11,211	
VANGUARD TAX-MANAGED FD EUROPE	ETF	921943858	1,323	57,479	SH		Sole	01	57,479	
VANGUARD WORLD FD MEGA CAP INDEX	INDEX	921910873	20	707	SH		Sole	01	707	
VANGUARD WORLD FD MEGA GRWTH IND	ETF	921910816	1	19	SH		Sole	01	19	

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COLUMN 7	COLUMN 8				
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION	OTHER MANAGERS	VOTING AUTHORITY		
									SOLE	SHARED	NONE
VERIZON COMMUNICATIONS INC.	COM	92343V104	25	832	SH		Sole		832		
VODAFONE GROUP PLC NEW SPONS ADR	ADR	92857W209	6,441	369,765	SH		Sole	01	369,765		
VULCAN MATLS CO COM	COM	929160109	5,028	113,535	SH		Sole	01	113,535		
WAL MART STORES INC COM	COM	931142103	5,055	97,026	SH		Sole	01	97,026		
WALGREEN CO COM	COM	931422109	12,001	462,294	SH		Sole	01	462,294		
WALTER INDS INC COM	COM	93317Q105	1	35	SH		Sole	01	35		
WASHINGTON FED INC COM	COM	938824109	2	132	SH		Sole	01	132		
WATERS CORP COM	COM	941848103	7,998	216,444	SH		Sole	01	216,444		
WILLIAMS COS INC DEL COM	COM	969457100	1,288	113,210	SH		Sole	01	113,210		
WISDOMTREE TRUST INTL UTILITIES	UTILITIES	97717W653	4	202	SH		Sole	01	202		
WYETH COM	COM	983024100	2,656	61,708	SH		Sole	01	61,708		
XL CAP LTD CL A	CL A	G98255105	99	18,160	SH		Sole	01	18,160		
YAHOO INC COM	COM	984332106	5,061	395,106	SH		Sole	01	395,106		
YUM BRANDS INC COM	COM	988498101	4,611	167,805	SH		Sole	01	167,805		