

# GENWORTH FINANCIAL INC

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

Filed 11/04/10 for the Period Ending 06/30/09

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: June 30, 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>
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<i>[Signature]</i>	<i>[City, State]</i>	<i>[Date]</i>

**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: 394 lines

Form 13F Information Table Value Total: 1,705,008

(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	CUSIP	VALUE	SHRS OR	SH/	PUT/	INVESTMENT	OTHER	VOTING AUTHORITY	
	OF CLASS		(x\$1000)	PRN	AMT	PRN	CALL	DISCRETION	MANAGERS	SOLE
3M CO COM	COM	88579Y101	18,211	303,006	SH		Sole	01	303,006	
AAR CORP COM	COM	000361105	1	73	SH		Sole	01	73	
ABB LTD SPONSORED ADR	SPONSORED ADR	000375204	2,490	157,809	SH		Sole	01	157,809	
ADAPTEC INC COM	COM	00651F108	428	161,566	SH		Sole	01	161,566	
ADVANCE AUTO PARTS INC COM	COM	00751Y106	5	114	SH		Sole	01	114	
AES CORP COM	COM	00130H105	10,500	904,394	SH		Sole	01	904,394	
AGRIUM INC COM	COM	008916108	2,723	68,251	SH		Sole	01	68,251	
AIR PRODS & CHEMS INC COM	COM	009158106	6	100	SH		Sole	01	100	
AIRGAS INC COM	COM	009363102	4,739	116,933	SH		Sole	01	116,933	
ALBEMARLE CORP COM	COM	012653101	2,449	95,762	SH		Sole	01	95,762	
ALCOA INC COM	COM	013817101	1	92	SH		Sole	01	92	
ALCON INC COM SHS	COM	H01301102	2,922	25,167	SH		Sole	01	25,167	
ALEXANDER & BALDWIN INC COM	COM	014482103	100	4,279	SH		Sole	01	4,279	
ALLEGHENY ENERGY INC COM	COM	017361106	2,709	105,625	SH		Sole	01	105,625	
ALLSTATE CORP COM	COM	020002101	1	29	SH		Sole	01	29	
ALTERA CORP COM	COM	021441100	2,395	147,041	SH		Sole	01	147,041	
ALTRIA GROUP INC COM	COM	02209S103	4	272	SH		Sole	01	272	
AMDOCS LTD ORD	COM	G02602103	1	49	SH		Sole	01	49	
AMERICA MOVIL SAB DE CV SPON ADR L	ADR	02364W105	1,437	37,110	SH		Sole	01	37,110	
AMERICAN EAGLE OUTFITTERS NE COM	COM	02553E106	1	67	SH		Sole	01	67	
AMERICAN ELEC PWR INC COM	COM	025537101	4,748	164,339	SH		Sole	01	164,339	
AMERICAN EXPRESS CO COM	COM	025816109	5	230	SH		Sole	01	230	
AMERICAN TOWER CORP CL A	CL A	029912201	1	37	SH		Sole	01	37	
AMGEN INC COM	COM	031162100	18	342	SH		Sole	01	342	

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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
ANADARKO PETE CORP COM	COM	032511107	2,929	64,529	SH	Sole	01	64,529	
ANSYS INC COM	COM	03662Q105	9,957	319,540	SH	Sole	01	319,540	
APACHE CORP COM	COM	037411105	1	13	SH	Sole	01	13	
ARKANSAS BEST CORP DEL COM	COM	040790107	234	8,896	SH	Sole	01	8,896	
ASSURED GUARANTY LTD COM	COM	G0585R106	347	28,065	SH	Sole	01	28,065	
AT&T INC COM	COM	00206R102	2	98	SH	Sole	01	98	
AU OPTRONICS CORP SPONSORED ADR	ADR	002255107	5	524	SH	Sole	01	524	
AUTOMATIC DATA PROCESSING IN COM	COM	053015103	7,969	224,866	SH	Sole	01	224,866	
AVNET INC COM	COM	053807103	0	16	SH	Sole	01	16	
AXA SPONSORED ADR	SPONSORED ADR	054536107	6,601	348,180	SH	Sole	01	348,180	
BAIDU INC SPON ADR REP A	ADR	056752108	2,548	8,463	SH	Sole	01	8,463	
BALDOR ELEC CO COM	COM	057741100	0	20	SH	Sole	01	20	
BANCO BRADESCO S A SP ADR PFD NEW	SPONSORED ADR	059460303	1,585	107,279	SH	Sole	01	107,279	
BANK OF AMERICA CORPORATION COM	COM	060505104	2,233	169,137	SH	Sole	01	169,137	
BANK OF NEW YORK MELLON CORP COM	COM	064058100	3,124	106,593	SH	Sole	01	106,593	
BARD C R INC COM	COM	067383109	3,824	51,365	SH	Sole	01	51,365	
BAXTER INTL INC COM	COM	071813109	13,146	248,229	SH	Sole	01	248,229	
BECTON DICKINSON & CO COM	COM	075887109	7,214	101,163	SH	Sole	01	101,163	
BHP BILLITON LTD SPONSORED ADR	ADR	088606108	2,261	41,317	SH	Sole	01	41,317	
BJS WHOLESALE CLUB INC COM	COM	05548J106	2	73	SH	Sole	01	73	
BLACKROCK ENH CAP & INC FD I COM	COM	09256A109	519	39,885	SH	Sole	01	39,885	
BLACKROCK INTL GRWTH & INC T COM	COM	092524107	2,145	210,282	SH	Sole	01	210,282	
BLACKROCK MUNIHOLDINGS N Y I COM	COM	09255C106	0	13	SH	Sole	01	13	
BLACKROCK MUNIYIELD CALIF IN COM	COM	09254N103	0	27	SH	Sole	01	27	
BOEING CO COM	COM	097023105	4,328	101,844	SH	Sole	01	101,844	
BOWNE & CO INC COM	COM	103043105	310	47,578	SH	Sole	01	47,578	
BP PLC SPONSORED ADR	ADR	055622104	1,888	39,603	SH	Sole	01	39,603	

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									SOLE	SHARED NONE
BRISTOL MYERS SQUIBB CO COM	COM	110122108	4,826	237,613	SH		Sole	01	237,613	
BRITISH AMERN TOB PLC SPONSORED ADR	SPONSORED ADR	110448107	1,735	31,101	SH		Sole	01	31,101	
BURLINGTON NORTHN SANTA FE C COM	COM	12189T104	5,136	69,841	SH		Sole	01	69,841	
CABOT MICROELECTRONICS CORP COM	COM	12709P103	1	29	SH		Sole	01	29	
CADENCE DESIGN SYSTEM INC COM	COM	127387108	0	65	SH		Sole	01	65	
CARNIVAL CORP PAIRED CTF	CTF	143658300	1	35	SH		Sole	01	35	
CATERPILLAR INC DEL COM	COM	149123101	1	23	SH		Sole	01	23	
CELANESE CORP DEL COM SER A	COM	150870103	3	147	SH		Sole	01	147	
CEPHALON INC COM	COM	156708109	6,482	114,418	SH		Sole	01	114,418	
CHATTEM INC COM	COM	162456107	7,452	109,429	SH		Sole	01	109,429	
CHEVRON CORP NEW COM	COM	166764100	2	33	SH		Sole	01	33	
CHINA LIFE INS CO LTD SPON ADR REP H	SPONSORED ADR	16939P106	1,939	34,979	SH		Sole	01	34,979	
CHINA MOBILE LIMITED SPONSORED ADR	ADR	16941M109	2,966	59,227	SH		Sole	01	59,227	
CIMAREX ENERGY CO COM	COM	171798101	1	26	SH		Sole	01	26	
CISCO SYS INC COM	COM	17275R102	8,804	472,068	SH		Sole	01	472,068	
CLOROX CO DEL COM	COM	189054109	7	128	SH		Sole	01	128	
CMS ENERGY CORP COM	COM	125896100	4,090	338,552	SH		Sole	01	338,552	
CNOOC LTD SPONSORED ADR	SPONSORED ADR	126132109	1,422	11,561	SH		Sole	01	11,561	
COCA COLA CO COM	COM	191216100	8,220	171,292	SH		Sole	01	171,292	
COCA COLA ENTERPRISES INC COM	COM	191219104	1	87	SH		Sole	01	87	
COCA COLA FEMSA S A B DE C V SPON ADR	ADR	191241108	1,745	43,500	SH		Sole	01	43,500	
COGNIZANT TECHNOLOGY SOLUTIO CL A	CL A	192446102	8,564	320,737	SH		Sole	01	320,737	
COLGATE PALMOLIVE CO COM	COM	194162103	17,150	242,440	SH		Sole	01	242,440	
COMCAST CORP NEW CL A	CL A	20030N101	4,515	312,257	SH		Sole	01	312,257	
COMERICA INC COM	COM	200340107	159	7,505	SH		Sole	01	7,505	
COMPANHIA DE BEBIDAS DAS AME SPON	ADR	20441W203	131	2,015	SH		Sole	01	2,015	
COMPANHIA SIDERURGICA NACION SPON	ADR	20440W105	1,346	60,238	SH		Sole	01	60,238	

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	TITLE		VALUE	SHRS OR SH/	PUT/ INVESTMENT	OTHER	VOTING AUTHORITY
NAME OF ISSUER	OF CLASS	CUSIP	(x\$1000)	PRN AMT PRN	CALL DISCRETION	MANAGERS	SOLE SHARED NONE
COMPANIA CERVECERIAS UNIDAS SPONS	SPONSORED ADR	204429104	1,468	41,933 SH		01	41,933
CONOCOPHILLIPS COM	COM	20825C104	2	44 SH		01	44
CONSECO INC DBCV 3.500% 9/3 ADDED	PFD	208464BH9	1	2,000 SH		01	2,000
CORE LABORATORIES N V COM	COM	N22717107	6,810	78,145 SH		01	78,145
COVIDIEN PLC SHS ADDED	COM	G2554F105	4,554	121,634 SH		01	121,634
CREDIT SUISSE GROUP SPONSORED ADR	ADR	225401108	1,446	31,613 SH		01	31,613
CSS INDS INC COM	COM	125906107	6	314 SH		01	314
CTRIP COM INTL LTD ADR	SPONSORED ADR	22943F100	2,177	47,027 SH		01	47,027
DANAHER CORP DEL COM	COM	235851102	7	116 SH		01	116
DARDEN RESTAURANTS INC COM	COM	237194105	1	33 SH		01	33
DELTA AIR LINES INC.	COM	247361702	71	12,233 SH			12,233
DEVON ENERGY CORP NEW COM	COM	25179M103	2,137	39,202 SH		01	39,202
DIAMOND OFFSHORE DRILLING IN COM	COM	25271C102	10,661	128,364 SH		01	128,364
DIAMONDS TR UNIT SER 1	ETF	252787106	35	414 SH		01	414
DISCOVER FINL SVCS COM	COM	254709108	1	74 SH		01	74
DOLLAR THRIFTY AUTOMOTIVE GP COM	COM	256743105	882	63,237 SH		01	63,237
DOW CHEM CO COM	COM	260543103	5	313 SH		01	313
DR REDDYS LABS LTD ADR	ADR	256135203	2,253	132,905 SH		01	132,905
DU PONT E I DE NEMOURS & CO COM	COM	263534109	1	25 SH		01	25
DUKE ENERGY CORP NEW COM	COM	26441C105	847	58,084 SH		01	58,084
DUKE REALTY CORP COM NEW	COM	264411505	0	33 SH		01	33
E M C CORP MASS COM	COM	268648102	3,318	253,305 SH		01	253,305
EATON VANCE CORP COM NON VTG	COM	278265103	3,860	144,292 SH		01	144,292
EATON VANCE INS MUN BD FD COM	COM	27827X101	0	1 SH		01	1
EATON VANCE TAX MNG GBL DV E COM	COM	27829F108	6,181	572,852 SH		01	572,852
EATON VANCE TX MGD DIV EQ IN COM	COM	27828N102	3,550	302,157 SH		01	302,157
EATON VANCE TXMGD GL BUYWR O COM	COM	27829C105	2,623	219,135 SH		01	219,135

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								SOLE	SHARED NONE
EDISON INTL COM	COM	281020107	1	25	SH	Sole	01	25	
ELECTRO RENT CORP COM	COM	285218103	8	804	SH	Sole	01	804	
EMERSON ELEC CO COM	COM	291011104	8,687	268,111	SH	Sole	01	268,111	
ENTERGY CORP NEW COM	COM	29364G103	3,305	42,638	SH	Sole	01	42,638	
ERICSSON L M TEL CO ADR B SEK 10	ADR	294821608	3,056	312,519	SH	Sole	01	312,519	
EVERGREEN GBL DIVID OPP FUND COM	COM	30024H101	511	56,280	SH	Sole	01	56,280	
EXELON CORP COM	COM	30161N101	4,006	78,221	SH	Sole	01	78,221	
EXXON MOBIL CORP COM	COM	30231G102	10,372	148,358	SH	Sole	01	148,358	
FACTSET RESH SYS INC COM	COM	303075105	11,301	226,611	SH	Sole	01	226,611	
FAIRPOINT COMMUNICATIONS	COM	305560104	0	15	SH	Sole		15	
FAMILY DLR STORES INC COM	COM	307000109	10	340	SH	Sole	01	340	
FASTENAL CO COM	COM	311900104	7,729	233,017	SH	Sole	01	233,017	
FIFTH STREET FINANCE CORP	COM	31678A103	14,793	1,473,379	SH	Sole		1,473,379	
FIRST SOLAR INC COM	COM	336433107	32	200	SH	Sole	01	200	
FIRSTENERGY CORP COM	COM	337932107	629	16,236	SH	Sole	01	16,236	
FOREST LABS INC COM	COM	345838106	2	83	SH	Sole	01	83	
FPL GROUP INC COM	COM	302571104	452	7,950	SH	Sole	01	7,950	
FRANCE TELECOM SPONSORED ADR	ADR	35177Q105	1,520	66,658	SH	Sole	01	66,658	
FRESENIUS KABI PHARMACEUTHLD RIGHT	RIGHT	35802M115	0	2	SH	Sole	01	2	
FRESENIUS MED CARE AG&CO KGA	SPONSORED ADR	358029106	1,119	24,876	SH	Sole	01	24,876	
GAMESTOP CORP NEW CL A	CL A	36467W109	6,493	294,999	SH	Sole	01	294,999	
GENERAL DYNAMICS CORP COM	COM	369550108	11,801	213,047	SH	Sole	01	213,047	
GENERAL ELECTRIC CO COM	COM	369604103	2	129	SH	Sole	01	129	
GILEAD SCIENCES INC COM	COM	375558103	5	100	SH	Sole	01	100	
GROUPE CGI INC CL A SUB VTG	CL A SUB VTG	39945C109	2,910	328,127	SH	Sole	01	328,127	
GRUPO TELEVISIA SA DE CV SP ADR REP	SPONSORED ADR	40049J206	1,230	72,364	SH	Sole	01	72,364	
HALLIBURTON CO COM	COM	406216101	5,476	264,529	SH	Sole	01	264,529	



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	OF CLASS		(x\$1000)	PRN	AMT	PRN	CALL	DISCRETION	MANAGERS	SOLE
HANSEN NAT CORP COM	COM	411310105	4,357	141,189	SH		Sole	01	141,189	
HARSCO CORP COM	COM	415864107	1	47	SH		Sole	01	47	
HARTFORD FINL SVCS GROUP INC COM	COM	416515104	0	33	SH		Sole	01	33	
HDFC BANK LTD ADR REPS 3 SHS	ADR	40415F101	3,627	35,169	SH		Sole	01	35,169	
HEWLETT PACKARD CO COM	COM	428236103	8,543	221,034	SH		Sole	01	221,034	
HEXCEL CORP NEW COM	COM	428291108	2,766	290,252	SH		Sole	01	290,252	
HOLOGIC INC COM	COM	436440101	1	44	SH		Sole	01	44	
HOLOGIC INC.	COM	436440101	137	9,632	SH		Sole		9,632	
HUDSON CITY BANCORP COM	COM	443683107	5,079	382,158	SH		Sole	01	382,158	
ICT GROUP INC COM	COM	44929Y101	0	46	SH		Sole	01	46	
IHS INC CL A	CL A	451734107	15,408	308,964	SH		Sole	01	308,964	
ILLINOIS TOOL WKS INC COM	COM	452308109	6,941	185,885	SH		Sole	01	185,885	
IMMUCOR INC COM	COM	452526106	2,229	162,022	SH		Sole	01	162,022	
ING GLOBAL EQTY DIV & PREM O COM	COM	45684E107	55	4,700	SH		Sole	01	4,700	
ING GROEP N V SPONSORED ADR	ADR	456837103	12	1,200	SH		Sole	01	1,200	
INGERSOLL-RAND COMPANY LTD CL A	CL A	G4776G101	4,230	202,415	SH		Sole	01	202,415	
INTEL CORP COM	COM	458140100	1	75	SH		Sole	01	75	
INTERNATIONAL BUSINESS MACHS COM	COM	459200101	17,558	168,150	SH		Sole	01	168,150	
INTUIT COM	COM	461202103	5,768	204,606	SH		Sole	01	204,606	
ISHARES INC MSCI PAC J IDX	ETF	464286665	714	22,559	SH		Sole	01	22,559	
ISHARES S&P GSCI COMMODITY I UNIT BEN	ETF	46428R107	44	1,470	SH		Sole	01	1,470	
ISHARES TR AGENCY BD FD	ETF	464288166	724	6,737	SH		Sole	01	6,737	
ISHARES TR BARCLYS 10-20YR	ETF	464288653	18	163	SH		Sole	01	163	
ISHARES TR BARCLYS 1-3 YR	ETF	464287457	2,713	32,415	SH		Sole	01	32,415	
ISHARES TR BARCLYS 1-3YR CR	ETF	464288646	506	4,911	SH		Sole	01	4,911	
ISHARES TR BARCLYS 20+ YR	ETF	464287432	928	9,812	SH		Sole	01	9,812	
ISHARES TR BARCLYS 3-7 YR	ETF	464288661	643	5,802	SH		Sole	01	5,802	

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								SOLE	SHARED NONE
ISHARES TR BARCLYS 7-10 YR	ETF	464287440	7,242	79,871	SH	Sole	01	79,871	
ISHARES TR BARCLYS CR BD	ETF	464288620	2,063	21,072	SH	Sole	01	21,072	
ISHARES TR BARCLYS MBS BD	ETF	464288588	10,721	101,836	SH	Sole	01	101,836	
ISHARES TR BARCLYS SH TREA	ETF	464288679	294,575	2,672,370	SH	Sole	01	2,672,370	
ISHARES TR BARCLYS TIPS BD	ETF	464287176	6,448	63,441	SH	Sole	01	63,441	
ISHARES TR BARCLYS US AGG B	ETF	464287226	4,280	41,901	SH	Sole	01	41,901	
ISHARES TR DJ MED DEVICES	ETF	464288810	1	29	SH	Sole	01	29	
ISHARES TR DJ US INDEX FD	ETF	464287846	28	625	SH	Sole	01	625	
ISHARES TR DJ US REAL EST	ETF	464287739	4	109	SH	Sole	01	109	
ISHARES TR DJ US TECH SEC	ETF	464287721	953	21,425	SH	Sole	01	21,425	
ISHARES TR DJ US TELECOMM	ETF	464287713	187	10,522	SH	Sole	01	10,522	
ISHARES TR IBOXX INV CPBD	ETF	464287242	176,037	1,755,450	SH	Sole	01	1,755,450	
ISHARES TR MSCI EAFE IDX	ETF	464287465	17,817	388,934	SH	Sole	01	388,934	
ISHARES TR MSCI EMERG MKT	ETF	464287234	31,777	985,936	SH	Sole	01	985,936	
ISHARES TR MSCI GRW IDX	ETF	464288885	590	12,764	SH	Sole	01	12,764	
ISHARES TR MSCI VAL IDX	ETF	464288877	635	15,052	SH	Sole	01	15,052	
ISHARES TR NYSE COMP INDX	ETF	464287143	2	31	SH	Sole	01	31	
ISHARES TR RUSL 2000 VALU	ETF	464287630	7	155	SH	Sole	01	155	
ISHARES TR RUSL 3000 VALU	ETF	464287663	20	325	SH	Sole	01	325	
ISHARES TR RUSSELL 1000	ETF	464287622	7,172	141,577	SH	Sole	01	141,577	
ISHARES TR RUSSELL 2000	ETF	464287655	1,285	25,147	SH	Sole	01	25,147	
ISHARES TR RUSSELL MCP GR	ETF	464287481	18,482	507,044	SH	Sole	01	507,044	
ISHARES TR RUSSELL MCP VL	ETF	464287473	4	131	SH	Sole	01	131	
ISHARES TR RUSSELL1000GRW	ETF	464287614	2	58	SH	Sole	01	58	
ISHARES TR RUSSELL1000VAL	ETF	464287598	389	8,181	SH	Sole	01	8,181	
ISHARES TR S&P 500 INDEX	ETF	464287200	84,752	917,727	SH	Sole	01	917,727	
ISHARES TR S&P GBL ENER	ETF	464287341	15,527	505,780	SH	Sole	01	505,780	

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NAME OF ISSUER	TITLE	VALUE	SHRS OR	SH/	PUT/	INVESTMENT	OTHER	VOTING AUTHORITY	
	OF CLASS	CUSIP	(x\$1000)	PRN	CALL	DISCRETION	MANAGERS	SOLE	SHARED NONE
ISHARES TR S&P GL UTILITI	ETF	464288711	18,248	430,881	SH	Sole	01	430,881	
ISHARES TR S&P LTN AM 40	ETF	464287390	12	358	SH	Sole	01	358	
ISHARES TR S&P MIDCP VALU	ETF	464287705	11	210	SH	Sole	01	210	
ISHARES TR S&P NATL MUN B	ETF	464288414	1,682	16,874	SH	Sole	01	16,874	
ISHARES TR S&P SMLCAP 600	ETF	464287804	18	399	SH	Sole	01	399	
ISHARES TR S&P SMLCP VALU	ETF	464287879	17	354	SH	Sole	01	354	
ISHARES TR S&P/TOPIX 150	ETF	464287382	153	3,779	SH	Sole	01	3,779	
ISHARES TR S&P500 GRW	ETF	464287309	92,127	1,928,556	SH	Sole	01	1,928,556	
ISHARES TR US PFD STK IDX	ETF	464288687	1,155	35,943	SH	Sole	01	35,943	
JACK IN THE BOX INC COM	COM	466367109	50	2,248	SH	Sole	01	2,248	
JAKKS PAC INC COM	COM	47012E106	173	13,456	SH	Sole	01	13,456	
JARDEN CORP COM	COM	471109108	311	16,593	SH	Sole	01	16,593	
JOHNSON & JOHNSON COM	COM	478160104	12,362	217,633	SH	Sole	01	217,633	
JOY GLOBAL INC COM	COM	481165108	1	22	SH	Sole	01	22	
JPMORGAN CHASE & CO COM	COM	46625H100	7,176	210,381	SH	Sole	01	210,381	
KANSAS CITY SOUTHERN COM NEW	COM	485170302	1	51	SH	Sole	01	51	
KEYCORP NEW COM	COM	493267108	115	21,889	SH	Sole	01	21,889	
KRAFT FOODS INC CL A	CL A	50075N104	4,700	185,483	SH	Sole	01	185,483	
K-SWISS INC CL A	CL A	482686102	101	11,866	SH	Sole	01	11,866	
LANDAUER INC COM	COM	51476K103	9	148	SH	Sole	01	148	
LAZARD LTD SHS A	COM	G54050102	0	16	SH	Sole	01	16	
LEGG MASON INC COM	COM	524901105	1	40	SH	Sole	01	40	
LIFE TECHNOLOGIES CORP COM	COM	53217V109	3	74	SH	Sole	01	74	
LIMITED BRANDS INC COM	COM	532716107	6	466	SH	Sole	01	466	
LKQ CORP COM	COM	501889208	8,486	515,844	SH	Sole	01	515,844	
LOCKHEED MARTIN CORP COM	COM	539830109	6	72	SH	Sole	01	72	
LORILLARD INC COM	COM	544147101	3	45	SH	Sole	01	45	

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								SOLE	SHARED NONE
LOWES COS INC COM	COM	548661107	13,157	677,857	SH		Sole	01	677,857
LUBRIZOL CORP COM	COM	549271104	1	26	SH		Sole	01	26
MANPOWER INC COM	COM	56418H100	1	13	SH		Sole	01	13
MARINEMAX INC COM	COM	567908108	253	73,589	SH		Sole	01	73,589
MARSH & MCLENNAN COS INC COM	COM	571748102	7	340	SH		Sole	01	340
MARSHALL & ILSLEY CORP NEW COM	COM	571837103	58	12,039	SH		Sole	01	12,039
MASTERCARD INC CL A	CL A	57636Q104	8,962	53,567	SH		Sole	01	53,567
MATTEL INC COM	COM	577081102	1	36	SH		Sole	01	36
MBIA INC COM	COM	55262C100	117	27,004	SH		Sole	01	27,004
MCDONALDS CORP COM	COM	580135101	12,228	212,699	SH		Sole	01	212,699
METLIFE INC COM	COM	59156R108	1	27	SH		Sole	01	27
MICROSOFT CORP COM	COM	594918104	5,892	247,876	SH		Sole	01	247,876
MIDCAP SPDR TR UNIT SER 1	UIT	595635103	44	422	SH		Sole	01	422
MITSUBISHI UFJ FINL GROUP IN	SPONSORED ADR	606822104	6,424	1,046,181	SH		Sole	01	1,046,181
NABORS INDUSTRIES LTD SHS	COM	G6359F103	2	109	SH		Sole	01	109
NATIONAL GRID PLC SPON ADR NEW	SPONSORED ADR	636274300	5,249	116,048	SH		Sole	01	116,048
NET SERVICOS DE COMUNICACAO SPONSD	ADR	64109T201	1,763	180,046	SH		Sole	01	180,046
NEW YORK CMNTY BANCORP INC COM	COM	649445103	3	258	SH		Sole	01	258
NEWTEK BUSINESS SERVICES INC.	COM	652526104	70	146,141	SH		Sole		146,141
NIKE INC CL B	CL B	654106103	9,423	181,982	SH		Sole	01	181,982
NORTHEAST UTILS COM	COM	664397106	3	138	SH		Sole	01	138
NORTHERN TR CORP COM	COM	665859104	4,224	78,692	SH		Sole	01	78,692
NOVARTIS A G SPONSORED ADR	SPONSORED ADR	66987V109	2,925	71,716	SH		Sole	01	71,716
NOVO-NORDISK A S ADR	ADR	670100205	1,701	31,228	SH		Sole	01	31,228
NRG ENERGY INC COM NEW	COM	629377508	1,492	57,491	SH		Sole	01	57,491
NSTAR COM	COM	67019E107	2	69	SH		Sole	01	69
NTELOS HLDGS CORP COM	COM	67020Q107	3	189	SH		Sole	01	189

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NTT DOCOMO INC SPONS ADR	ADR	62942M201	1,438	98,800	SH		01	98,800
NUVEEN EQTY PRM OPPORTUNITYF COM	COM	6706EM102	2,082	188,938	SH		01	188,938
NUVEEN INSD DIVID ADVANTAGE COM	COM	67071L106	1	82	SH		01	82
NV ENERGY INC COM	COM	67073Y106	168	15,608	SH		01	15,608
NYSE EURONEXT COM	COM	629491101	0	16	SH		01	16
O REILLY AUTOMOTIVE INC COM	COM	686091109	11,675	306,589	SH		01	306,589
OCEANEERING INTL INC COM	COM	675232102	6,113	135,239	SH		01	135,239
OLD NATL BANCORP IND COM	COM	680033107	0	33	SH		01	33
OLD REP INTL CORP COM	COM	680223104	167	16,919	SH		01	16,919
OMNICARE INC COM	COM	681904108	0	12	SH		01	12
ORACLE CORP COM	COM	68389X105	11,348	529,770	SH		01	529,770
P T TELEKOMUNIKASI INDONESIA SPONSO	ADR	715684106	1,560	52,032	SH		01	52,032
PACCAR INC COM	COM	693718108	7,179	221,369	SH		01	221,369
PALL CORP COM	COM	696429307	5,106	192,229	SH		01	192,229
PEPCO HOLDINGS INC COM	COM	713291102	1	46	SH		01	46
PEPSICO INC COM	COM	713448108	12,954	235,698	SH		01	235,698
PETROLEO BRASILEIRO SA PETRO	SPONSORED ADR	71654V408	230	5,606	SH		01	5,606
PFIZER INC COM	COM	717081103	10	649	SH		01	649
PG&E CORP COM	COM	69331C108	4,034	104,944	SH		01	104,944
PHILIP MORRIS INTL INC COM	COM	718172109	10,073	230,922	SH		01	230,922
PHILIPPINE LONG DISTANCE TEL SPONSO	ADR	718252604	1,203	24,202	SH		01	24,202
PHILLIPS VAN HEUSEN CORP COM	COM	718592108	1	42	SH		01	42
PITNEY BOWES INC COM	COM	724479100	1	39	SH		01	39
PNC FINL SVCS GROUP INC COM	COM	693475105	86	2,224	SH		01	2,224
POSCO SPONSORED ADR	ADR	693483109	245	2,962	SH		01	2,962
POTASH CORP SASK INC COM	COM	73755L107	28	300	SH		01	300
POWERSHARES DB G10 CURCY HAR COM	ETF	73935Y102	12	539	SH		01	539

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POWERSHARES GLOBAL ETF TRUST INSUR	ETF	73936T474	2,422	108,192	SH		Sole	01	108,192
POWERSHS DB MULTI SECT COMM DB AGRI	ETF	73936B408	14	545	SH		Sole	01	545
PPL CORP COM	COM	69351T106	3,460	104,970	SH		Sole	01	104,970
PRAXAIR INC COM	COM	74005P104	8,678	122,098	SH		Sole	01	122,098
PROCTER & GAMBLE CO COM	COM	742718109	23,426	458,441	SH		Sole	01	458,441
PRUDENTIAL FINL INC COM	COM	744320102	1	27	SH		Sole	01	27
PUBLIC SVC ENTERPRISE GROUP COM	COM	744573106	870	26,675	SH		Sole	01	26,675
QUEST DIAGNOSTICS INC COM	COM	74834L100	3,721	65,946	SH		Sole	01	65,946
QWEST COMMUNICATIONS INTL IN COM	COM	749121109	3	717	SH		Sole	01	717
REINSURANCE GROUP AMER INC COM NEW	COM	759351604	0	8	SH		Sole	01	8
RESEARCH IN MOTION LTD COM	COM	760975102	2,147	30,195	SH		Sole	01	30,195
RESMED INC COM	COM	761152107	4,186	102,782	SH		Sole	01	102,782
RITE AID CORP COM	COM	767754104	6	4,300	SH		Sole	01	4,300
ROCKWELL AUTOMATION INC COM	COM	773903109	7	216	SH		Sole	01	216
ROPER INDS INC NEW COM	COM	776696106	6,992	154,317	SH		Sole	01	154,317
ROYAL CARIBBEAN CRUISES LTD COM	COM	V7780T103	133	9,800	SH		Sole	01	9,800
SAFEWAY INC COM NEW	COM	786514208	1	57	SH		Sole	01	57
SARA LEE CORP COM	COM	803111103	2,848	291,806	SH		Sole	01	291,806
SCHERING PLOUGH CORP COM	COM	806605101	3	120	SH		Sole	01	120
SCHLUMBERGER LTD COM	COM	806857108	5	100	SH		Sole	01	100
SCHNITZER STL INDS CL A	CL A	806882106	1	16	SH		Sole	01	16
SEI INVESTMENTS CO COM	COM	784117103	29	1,600	SH		Sole	01	1,600
SELECT SECTOR SPDR TR SBI CONS DISCR	ETF	81369Y407	455	19,712	SH		Sole	01	19,712
SELECT SECTOR SPDR TR SBI CONS STPLS	ETF	81369Y308	537	23,375	SH		Sole	01	23,375
SELECT SECTOR SPDR TR SBI HEALTHCA	ETF	81369Y209	708	26,913	SH		Sole	01	26,913
SELECT SECTOR SPDR TR SBI INT-ENERGY	ETF	81369Y506	16,003	333,047	SH		Sole	01	333,047
SELECT SECTOR SPDR TR SBI INT-FINL	ETF	81369Y605	482	40,352	SH		Sole	01	40,352

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SELECT SECTOR SPDR TR SBI INT-INDS	ETF	81369Y704	406	18,507	SH		Sole	01	18,507	
SELECT SECTOR SPDR TR SBI INT-UTILS	ETF	81369Y886	176	6,316	SH		Sole	01	6,316	
SELECT SECTOR SPDR TR SBI MATERIALS	ETF	81369Y100	32	1,230	SH		Sole	01	1,230	
SEMPRA ENERGY COM	COM	816851109	5	106	SH		Sole	01	106	
SINGAPORE FD INC COM	COM	82929L109	0	25	SH		Sole	01	25	
SKECHERS U S A INC CL A	CL A	830566105	0	25	SH		Sole	01	25	
SMITHFIELD FOODS INC COM	COM	832248108	348	24,927	SH		Sole	01	24,927	
SNAP ON INC COM	COM	833034101	2	55	SH		Sole	01	55	
SOUTHERN CO COM	COM	842587107	885	28,399	SH		Sole	01	28,399	
SPDR GOLD TRUST GOLD SHS	ETF	78463V107	192	2,105	SH		Sole	01	2,105	
SPDR INDEX SHS FDS DJ INTL RL ETF	ETF	78463X863	802	27,916	SH		Sole	01	27,916	
SPDR INDEX SHS FDS EMERG MKTS ETF	ETF	78463X509	840	16,792	SH		Sole	01	16,792	
SPDR INDEX SHS FDS S&P INTL SMLCP	ETF	78463X871	750	35,375	SH		Sole	01	35,375	
SPDR INDEX SHS FDS S&P WRLD EX US	ETF	78463X889	1,017	51,445	SH		Sole	01	51,445	
SPDR SERIES TRUST BARCL CAP TIPS	ETF	78464A656	236	4,751	SH		Sole	01	4,751	
SPDR SERIES TRUST BRCLYS AGG ETF	ETF	78464A649	1,448	26,443	SH		Sole	01	26,443	
SPDR SERIES TRUST BRCLYS INTL ETF	ETF	78464A516	400	7,327	SH		Sole	01	7,327	
SPDR SERIES TRUST BRCLYS MUNI ETF	ETF	78464A458	2,605	118,283	SH		Sole	01	118,283	
SPDR SERIES TRUST BRCLYS SHRT ETF	ETF	78464A425	437	18,425	SH		Sole	01	18,425	
SPDR SERIES TRUST BRCLYS YLD ETF	ETF	78464A417	977	27,752	SH		Sole	01	27,752	
SPDR SERIES TRUST DB INT GVT ETF	ETF	78464A490	141	2,690	SH		Sole	01	2,690	
SPDR SERIES TRUST DJ LRG VALUE ETF	ETF	78464A508	59	1,215	SH		Sole	01	1,215	
SPDR SERIES TRUST DJ REIT ETF	ETF	78464A607	2,430	71,588	SH		Sole	01	71,588	
SPDR SERIES TRUST DJ SML CAP ETF	ETF	78464A813	349	8,442	SH		Sole	01	8,442	
SPDR SERIES TRUST DJ TTL MKT ETF	ETF	78464A805	55	812	SH		Sole	01	812	
SPDR TR UNIT SER 1	ETF	78462F103	6,260	68,078	SH		Sole	01	68,078	
ST MARY LD & EXPL CO COM	COM	792228108	1	31	SH		Sole	01	31	

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STANLEY WKS COM	COM	854616109	1	25	SH	Sole	01	25	
STATE STR CORP COM	COM	857477103	9	188	SH	Sole	01	188	
STERICYCLE INC COM	COM	858912108	5,591	108,503	SH	Sole	01	108,503	
STEWART INFORMATION SVCS COR COM	COM	860372101	184	12,916	SH	Sole	01	12,916	
STRYKER CORP COM	COM	863667101	11,283	283,925	SH	Sole	01	283,925	
SUNCOR ENERGY INC COM	COM	867229106	6	200	SH	Sole	01	200	
SUPERVALU INC COM	COM	868536103	1	49	SH	Sole	01	49	
SYBASE INC COM	COM	871130100	8,804	280,924	SH	Sole	01	280,924	
SYMANTEC CORP COM	COM	871503108	4,225	271,158	SH	Sole	01	271,158	
SYMMETRICOM INC COM	COM	871543104	1	131	SH	Sole	01	131	
SYNGENTA AG SPONSORED ADR	ADR	87160A100	1,873	40,256	SH	Sole	01	40,256	
SYSCO CORP COM	COM	871829107	8	350	SH	Sole	01	350	
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	1,872	198,970	SH	Sole	01	198,970	
TARGET CORP COM	COM	87612E106	13,301	337,000	SH	Sole	01	337,000	
TENARIS S A SPONSORED ADR	ADR	88031M109	57	2,091	SH	Sole	01	2,091	
TERADYNE INC COM	COM	880770102	0	66	SH	Sole	01	66	
TERRA INDS INC COM	COM	880915103	1	26	SH	Sole	01	26	
TEVA PHARMACEUTICAL INDS LTD ADR	ADR	881624209	213	4,326	SH	Sole	01	4,326	
THQ INC COM NEW	COM	872443403	0	65	SH	Sole	01	65	
TIDEWATER INC COM	COM	886423102	1	29	SH	Sole	01	29	
TIME WARNER CABLE INC COM	COM	88732J207	0	6	SH	Sole	01	6	
TIME WARNER INC COM NEW ADDED	COM	887317303	1	24	SH	Sole	01	24	
TOTAL S A SPONSORED ADR	SPONSORED ADR	89151E109	4,571	84,292	SH	Sole	01	84,292	
TOYOTA MOTOR CORP SP ADR REP2COM	SPONSORED ADR	892331307	2,924	38,710	SH	Sole	01	38,710	
TRACTOR SUPPLY CO COM	COM	892356106	2,044	49,457	SH	Sole	01	49,457	
TRANSOCEAN LTD REG SHS	COM	H8817H100	3,388	45,600	SH	Sole	01	45,600	
TRAVELERS COMPANIES INC COM	COM	89417E109	1	23	SH	Sole	01	23	



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TUPPERWARE BRANDS CORP COM	COM	899896104	1	43 SH		Sole	01			43
TYSON FOODS INC CL A	CL A	902494103	1	98 SH		Sole	01			98
UAL CORP.	COM	902549807	8	2,409 SH		Sole				2,409
UNISOURCE ENERGY CORP COM	COM	909205106	619	23,323 SH		Sole	01			23,323
UNITED BANKSHARES INC WEST V COM	COM	909907107	0	24 SH		Sole	01			24
UNITED TECHNOLOGIES CORP COM	COM	913017109	9,617	185,092 SH		Sole	01			185,092
UNITEDHEALTH GROUP INC COM	COM	91324P102	3	104 SH		Sole	01			104
UNIVERSAL CORP VA COM	COM	913456109	243	7,330 SH		Sole	01			7,330
UNUM GROUP COM	COM	91529Y106	3	213 SH		Sole	01			213
US BANCORP DEL COM NEW	COM	902973304	1	33 SH		Sole	01			33
V F CORP COM	COM	918204108	1	16 SH		Sole	01			16
VALE S A ADR ADDED	ADR	91912E105	1,741	98,746 SH		Sole	01			98,746
VANGUARD INDEX FDS GROWTH ETF	ETF	922908736	5,880	135,603 SH		Sole	01			135,603
VANGUARD INDEX FDS LARGE CAP ETF	ETF	922908637	0	9 SH		Sole	01			9
VANGUARD INDEX FDS SM CP VAL ETF	ETF	922908611	1,199	27,809 SH		Sole	01			27,809
VANGUARD INDEX FDS SML CP GRW ETF	ETF	922908595	2,311	48,147 SH		Sole	01			48,147
VANGUARD INDEX FDS VALUE ETF	ETF	922908744	8,159	206,293 SH		Sole	01			206,293
VANGUARD INTL EQUITY INDEX F EMR MKT	ETF	922042858	3,200	100,566 SH		Sole	01			100,566
VANGUARD INTL EQUITY INDEX F EUROPEAN	ETF	922042874	4,589	113,935 SH		Sole	01			113,935
VANGUARD INTL EQUITY INDEX F PACIFIC	ETF	922042866	2,973	64,300 SH		Sole	01			64,300
VANGUARD TAX-MANAGED FD EUROPE	ETF	921943858	2,471	86,536 SH		Sole	01			86,536
VANGUARD WORLD FDS ENERGY ETF	ETF	92204A306	15,531	221,971 SH		Sole	01			221,971
VANGUARD WORLD FDS HEALTH CAR ETF	ETF	92204A504	10	210 SH		Sole	01			210
VANGUARD WORLD FDS INDUSTRIAL ETF	ETF	92204A603	8	190 SH		Sole	01			190
VERIZON COMMUNICATIONS INC.	COM	92343V104	26	832 SH		Sole				832
VIACOM INC NEW CL B	CL B	92553P201	1	45 SH		Sole	01			45
VISHAY INTERTECHNOLOGY INC COM	COM	928298108	0	49 SH		Sole	01			49

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									SOLE	SHARED NONE
VODAFONE GROUP PLC NEW SPONS ADR	ADR	92857W209	5,451	279,661	SH		Sole	01	279,661	
VULCAN MATLS CO COM	COM	929160109	4,546	105,476	SH		Sole	01	105,476	
WAL MART STORES INC COM	COM	931142103	7,692	158,804	SH		Sole	01	158,804	
WALGREEN CO COM	COM	931422109	15,858	539,398	SH		Sole	01	539,398	
WALTER ENERGY INC COM	COM	93317Q105	1	35	SH		Sole	01	35	
WALTER INVT MGMT CORP COM ADDED	COM	93317W102	0	13	SH		Sole	01	13	
WASHINGTON FED INC COM	COM	938824109	2	132	SH		Sole	01	132	
WATERS CORP COM	COM	941848103	10,950	212,737	SH		Sole	01	212,737	
WELLS FARGO & CO NEW COM	COM	949746101	2	94	SH		Sole	01	94	
WESTERN UN CO COM	COM	959802109	2,953	180,089	SH		Sole	01	180,089	
WILLIAMS COS INC DEL COM	COM	969457100	2,205	141,241	SH		Sole	01	141,241	
WINDSTREAM CORP COM	COM	97381W104	1	100	SH		Sole	01	100	
WISDOMTREE TRUST SMALLCAP DIVID	COM	97717W604	7	220	SH		Sole	01	220	
WYETH COM	COM	983024100	2,276	50,148	SH		Sole	01	50,148	
WYNDHAM WORLDWIDE CORP COM	COM	98310W108	1	90	SH		Sole	01	90	
XL CAP LTD CL A	CL A	G98255105	398	34,706	SH		Sole	01	34,706	
XTO ENERGY INC COM	COM	98385X106	1	33	SH		Sole	01	33	
YAHOO INC COM	COM	984332106	5,754	367,408	SH		Sole	01	367,408	
YUM BRANDS INC COM	COM	988498101	5,199	155,951	SH		Sole	01	155,951	