

GENWORTH FINANCIAL INC

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

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

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, 2010

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: 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.

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
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	

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								SOLE	SHARED NONE
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	

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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		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	

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	OF CLASS		(x\$1000)	PRN	AMT	PRN	CALL	DISCRETION	MANAGERS	SOLE
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	
ENTERGY 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	

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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
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	

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								SOLE	SHARED NONE
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	

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									SOLE	SHARED NONE
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 INDX	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 INDX	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	

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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
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	

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								SOLE	SHARED NONE
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	

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								SOLE	SHARED	NONE	
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		
SANOFI 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		

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	OF CLASS		(x\$1000)	PRN	AMT	PRN	CALL	DISCRETION	MANAGERS	SOLE
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	

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								SOLE	SHARED NONE
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	

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									SOLE	SHARED	NONE
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		

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	OF CLASS		(x\$1000)	PRN	AMT	PRN	CALL	DISCRETION	MANAGERS	SOLE	SHARED
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		