

GENWORTH FINANCIAL INC

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

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

| | |
|-------------|--|
| 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: March 31, 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> |
| ----- | ----- | ----- |
| <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: 344 lines

Form 13F Information Table Value Total: 2,018,726

(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 | 27,088 | 324,136 | SH | Sole | 01 | 324,136 | |
| ABB LTD SPONSORED ADR | SPONSORED ADR | 000375204 | 3,842 | 175,893 | SH | Sole | 01 | 175,893 | |
| ABBOTT LABS COM | COM | 002824100 | 14,540 | 276,000 | SH | Sole | 01 | 276,000 | |
| ABERCROMBIE & FITCH CO CL A | CL A | 002896207 | 4,511 | 98,835 | SH | Sole | 01 | 98,835 | |
| ADAPTEC INC COM | COM | 00651F108 | 429 | 131,274 | SH | Sole | 01 | 131,274 | |
| ADVANCE AUTO PARTS INC COM | COM | 00751Y106 | 5 | 114 | SH | Sole | 01 | 114 | |
| AES CORP COM | COM | 00130H105 | 8,186 | 744,161 | SH | Sole | 01 | 744,161 | |
| AFFILIATED MANAGERS GROUP COM | COM | 008252108 | 7,875 | 99,683 | SH | Sole | 01 | 99,683 | |
| AGRIUM INC COM | COM | 008916108 | 1,733 | 24,541 | SH | Sole | 01 | 24,541 | |
| AIR PRODS & CHEMS INC COM | COM | 009158106 | 6,580 | 88,983 | SH | Sole | 01 | 88,983 | |
| ALBEMARLE CORP COM | COM | 012653101 | 4,891 | 114,742 | SH | Sole | 01 | 114,742 | |
| ALEXANDER & BALDWIN INC COM | COM | 014482103 | 1,289 | 39,015 | SH | Sole | 01 | 39,015 | |
| ALLEGHENY ENERGY INC COM | COM | 017361106 | 1,204 | 52,334 | SH | Sole | 01 | 52,334 | |
| ALTERA CORP COM | COM | 021441100 | 4,765 | 196,092 | SH | Sole | 01 | 196,092 | |
| AMEDISYS INC COM | COM | 023436108 | 5,909 | 107,009 | SH | Sole | 01 | 107,009 | |
| AMERICA MOVIL SAB DE CV SPON ADR | ADR | 02364W105 | 2,143 | 42,572 | SH | Sole | 01 | 42,572 | |
| AMERICAN ELEC PWR INC COM | COM | 025537101 | 3,784 | 110,710 | SH | Sole | 01 | 110,710 | |
| AMERICAN EXPRESS CO COM | COM | 025816109 | 0 | 2 | SH | Sole | 01 | 2 | |
| AMERICAN MED SYS HLDGS INC COM | COM | 02744M108 | 1,175 | 63,237 | SH | Sole | 01 | 63,237 | |
| ANHEUSER BUSCH INBEV SA/NV | SPONSORED ADR | 03524A108 | 3,666 | 72,660 | SH | Sole | 01 | 72,660 | |
| ARKANSAS BEST CORP DEL COM | COM | 040790107 | 1,637 | 54,787 | SH | Sole | 01 | 54,787 | |
| ASML HOLDING N V NY REG SHS | COM | N07059186 | 3,922 | 110,788 | SH | Sole | 01 | 110,788 | |
| ASSOCIATED BANC CORP COM | COM | 045487105 | 1,542 | 112,064 | SH | Sole | 01 | 112,064 | |
| ASSURED GUARANTY LTD COM | COM | G0585R106 | 1,764 | 80,277 | SH | Sole | 01 | 80,277 | |
| AUTOLIV INC COM | COM | 052800109 | 5,934 | 115,152 | SH | Sole | 01 | 115,152 | |

| 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 |
| AUTOMATIC DATA PROCESSING IN | COM | 053015103 | 10,209 | 229,568 | SH | Sole | 01 | 229,568 | |
| AXA SPONSORED ADR | SPONSORED ADR | 054536107 | 4,992 | 226,496 | SH | Sole | 01 | 226,496 | |
| BAIDU INC SPON ADR REP A | ADR | 056752108 | 2,392 | 4,007 | SH | Sole | 01 | 4,007 | |
| BANCO SANTANDER SA ADR | ADR | 05964H105 | 3,628 | 273,367 | SH | Sole | 01 | 273,367 | |
| BANK OF AMERICA CORPORATION | COM | 060505104 | 5,957 | 333,712 | SH | Sole | 01 | 333,712 | |
| BAXTER INTL INC COM | COM | 071813109 | 14,764 | 253,672 | SH | Sole | 01 | 253,672 | |
| BE AEROSPACE INC COM | COM | 073302101 | 4,403 | 145,017 | SH | Sole | 01 | 145,017 | |
| BECTON DICKINSON & CO COM | COM | 075887109 | 8,089 | 102,746 | SH | Sole | 01 | 102,746 | |
| BHP BILLITON LTD SPONSORED ADR | ADR | 088606108 | 3,827 | 47,645 | SH | Sole | 01 | 47,645 | |
| BJS WHOLESALE CLUB INC COM | COM | 05548J106 | 3 | 73 | SH | Sole | 01 | 73 | |
| BLACKROCK ENH CAP & INC FD I COM | COM | 09256A109 | 2,417 | 153,922 | SH | Sole | 01 | 153,922 | |
| BLACKROCK INTL GRWTH & INC T COM | COM | 092524107 | 4,548 | 396,153 | SH | Sole | 01 | 396,153 | |
| BLOUNT INTL INC NEW COM | COM | 095180105 | 1,544 | 149,034 | SH | Sole | 01 | 149,034 | |
| BOK FINL CORP COM NEW | COM | 05561Q201 | 8,319 | 158,631 | SH | Sole | 01 | 158,631 | |
| BRITISH AMERN TOB PLC SPONSORED | SPONSORED ADR | 110448107 | 3,806 | 55,243 | SH | Sole | 01 | 55,243 | |
| BUCYRUS INTL INC NEW COM | COM | 118759109 | 3,297 | 49,964 | SH | Sole | 01 | 49,964 | |
| CACI INTL INC CL A | CL A | 127190304 | 1,119 | 22,912 | SH | Sole | 01 | 22,912 | |
| CAPSTEAD MTG CORP COM NO PAR | COM | 14067E506 | 1,041 | 87,025 | SH | Sole | 01 | 87,025 | |
| CARDINAL HEALTH INC COM | COM | 14149Y108 | 1,663 | 46,146 | SH | Sole | 01 | 46,146 | |
| CELANESE CORP DEL COM SER A | COM | 150870103 | 5 | 147 | SH | Sole | 01 | 147 | |
| CENTURY ALUM CO COM | COM | 156431108 | 1,013 | 73,647 | SH | Sole | 01 | 73,647 | |
| CERNER CORP COM | COM | 156782104 | 7,384 | 86,937 | SH | Sole | 01 | 86,937 | |
| CHESAPEAKE ENERGY CORP COM | COM | 165167107 | 5,656 | 239,236 | SH | Sole | 01 | 239,236 | |
| CHICOS FAS INC COM | COM | 168615102 | 4,395 | 304,755 | SH | Sole | 01 | 304,755 | |
| CHINA LIFE INS CO LTD SPON ADR REP | SPONSORED ADR | 16939P106 | 2,099 | 29,140 | SH | Sole | 01 | 29,140 | |
| CIMAREX ENERGY CO COM | COM | 171798101 | 2 | 26 | SH | Sole | 01 | 26 | |
| CISCO SYS INC COM | COM | 17275R102 | 6,586 | 253,013 | SH | Sole | 01 | 253,013 | |

| 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 |
| CMS ENERGY CORP COM | COM | 125896100 | 4,346 | 281,095 | SH | | Sole | 01 | 281,095 |
| COCA COLA CO COM | COM | 191216100 | 4,856 | 88,295 | SH | | Sole | 01 | 88,295 |
| COGNIZANT TECHNOLOGY SOLUTIO | CL A | 192446102 | 5,358 | 105,102 | SH | | Sole | 01 | 105,102 |
| COINSTAR INC COM | COM | 19259P300 | 1,216 | 37,425 | SH | | Sole | 01 | 37,425 |
| COLGATE PALMOLIVE CO COM | COM | 194162103 | 18,501 | 217,000 | SH | | Sole | 01 | 217,000 |
| COMERICA INC COM | COM | 200340107 | 1,491 | 39,197 | SH | | Sole | 01 | 39,197 |
| COMTECH TELECOMMUNICATIONS | COM | 205826209 | 1,142 | 35,661 | SH | | Sole | 01 | 35,661 |
| CONSTELLATION ENERGY GROUP I | COM | 210371100 | 1,061 | 30,227 | SH | | Sole | 01 | 30,227 |
| COOPER COS INC COM NEW | COM | 216648402 | 1,240 | 31,881 | SH | | Sole | 01 | 31,881 |
| CORE LABORATORIES N V COM | COM | N22717107 | 3,106 | 23,744 | SH | | Sole | 01 | 23,744 |
| CORNING INC COM | COM | 219350105 | 9,545 | 472,294 | SH | | Sole | 01 | 472,294 |
| COVIDIEN PLC SHS | COM | G2554F105 | 6,914 | 137,512 | SH | | Sole | 01 | 137,512 |
| CTRIIP COM INTL LTD AMERICAN DEP | SPONSORED ADR | 22943F100 | 2,233 | 56,957 | SH | | Sole | 01 | 56,957 |
| DANAHER CORP DEL COM | COM | 235851102 | 3,651 | 45,683 | SH | | Sole | 01 | 45,683 |
| DECKERS OUTDOOR CORP COM | COM | 243537107 | 1,279 | 9,268 | SH | | Sole | 01 | 9,268 |
| DEL MONTE FOODS CO COM | COM | 24522P103 | 764 | 52,317 | SH | | Sole | 01 | 52,317 |
| DELTA AIR LINES INC. | COM | 247361702 | 178 | 12,233 | SH | | Sole | | 12,233 |
| DISCOVER FINL SVCS COM | COM | 254709108 | 1,587 | 106,502 | SH | | Sole | 01 | 106,502 |
| DOLLAR TREE INC COM | COM | 256746108 | 1,672 | 28,232 | SH | | Sole | 01 | 28,232 |
| DU PONT E I DE NEMOURS & CO COM | COM | 263534109 | 5,717 | 153,529 | SH | | Sole | 01 | 153,529 |
| E M C CORP MASS COM | COM | 268648102 | 14,159 | 784,893 | SH | | Sole | 01 | 784,893 |
| EAST WEST BANCORP INC COM | COM | 27579R104 | 1,387 | 79,597 | SH | | Sole | 01 | 79,597 |
| EATON VANCE TAX MNG GBL DV E | COM | 27829F108 | 15,915 | 1,317,489 | SH | | Sole | 01 | 1,317,489 |
| EATON VANCE TX MGD DIV EQ IN COM | COM | 27828N102 | 9,227 | 693,782 | SH | | Sole | 01 | 693,782 |
| EATON VANCE TXMGD GL BUYWR | COM | 27829C105 | 7,158 | 534,542 | SH | | Sole | 01 | 534,542 |
| EBAY INC COM | COM | 278642103 | 8,961 | 332,290 | SH | | Sole | 01 | 332,290 |
| EMERSON ELEC CO COM | COM | 291011104 | 5,399 | 107,244 | SH | | Sole | 01 | 107,244 |
| EMULEX CORP COM NEW | COM | 292475209 | 858 | 64,642 | SH | | Sole | 01 | 64,642 |

| 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 |
| ENTERGY CORP NEW COM | COM | 29364G103 | 2,236 | 27,489 | SH | | Sole | 01 | 27,489 | | |
| ESTERLINE TECHNOLOGIES CORP | COM | 297425100 | 1,096 | 22,174 | SH | | Sole | 01 | 22,174 | | |
| EVERGREEN GBL DIVID OPP FUND | COM | 30024H101 | 2,722 | 262,270 | SH | | Sole | 01 | 262,270 | | |
| EXELON CORP COM | COM | 30161N101 | 1,604 | 36,613 | SH | | Sole | 01 | 36,613 | | |
| EXXON MOBIL CORP COM | COM | 30231G102 | 0 | 3 | SH | | Sole | 01 | 3 | | |
| EZCORP INC CL A NON VTG | COM | 302301106 | 956 | 46,423 | SH | | Sole | 01 | 46,423 | | |
| FACET BIOTECH CORP SHS | COM | 30303Q103 | 0 | 10 | SH | | Sole | 01 | 10 | | |
| FEDERAL MOGUL CORP COM | COM | 313549404 | 2,899 | 157,875 | SH | | Sole | 01 | 157,875 | | |
| FPL GROUP INC COM | COM | 302571104 | 606 | 12,541 | SH | | Sole | 01 | 12,541 | | |
| FRESENIUS MED CARE AG&CO KGA | SPONSORED ADR | 358029106 | 1,061 | 18,900 | SH | | Sole | 01 | 18,900 | | |
| GENERAL DYNAMICS CORP COM | COM | 369550108 | 16,916 | 219,115 | SH | | Sole | 01 | 219,115 | | |
| GEO GROUP INC COM | COM | 36159R103 | 1,093 | 55,171 | SH | | Sole | 01 | 55,171 | | |
| GILEAD SCIENCES INC COM | COM | 375558103 | 6,425 | 141,296 | SH | | Sole | 01 | 141,296 | | |
| GRAINGER W W INC COM | COM | 384802104 | 10,517 | 97,267 | SH | | Sole | 01 | 97,267 | | |
| GROUPE CGI INC CL A SUB VTG | CL A SUB VTG | 39945C109 | 5,680 | 380,921 | SH | | Sole | 01 | 380,921 | | |
| GULF ISLAND FABRICATION INC COM | COM | 402307102 | 1,702 | 78,268 | SH | | Sole | 01 | 78,268 | | |
| HALLIBURTON CO COM | COM | 406216101 | 5,550 | 184,206 | SH | | Sole | 01 | 184,206 | | |
| HARSCO CORP COM | COM | 415864107 | 2 | 47 | SH | | Sole | 01 | 47 | | |
| HEWLETT PACKARD CO COM | COM | 428236103 | 9,281 | 174,612 | SH | | Sole | 01 | 174,612 | | |
| HOLOGIC INC. | COM | 436440101 | 179 | 9,632 | SH | | Sole | | 9,632 | | |
| HONDA MOTOR LTD AMERN SHS | COM | 438128308 | 3,723 | 105,487 | SH | | Sole | 01 | 105,487 | | |
| HONEYWELL INTL INC COM | COM | 438516106 | 5,954 | 131,524 | SH | | Sole | 01 | 131,524 | | |
| HSBC HLDGS PLC SPON ADR NEW | SPONSORED ADR | 404280406 | 3,570 | 70,429 | SH | | Sole | 01 | 70,429 | | |
| ICICI BK LTD ADR | ADR | 45104G104 | 2,091 | 48,976 | SH | | Sole | 01 | 48,976 | | |
| ILLINOIS TOOL WKS INC COM | COM | 452308109 | 8,964 | 189,264 | SH | | Sole | 01 | 189,264 | | |
| INFORMATICA CORP COM | COM | 45666Q102 | 4,004 | 148,902 | SH | | Sole | 01 | 148,902 | | |
| INFOSYS TECHNOLOGIES LTD | SPONSORED ADR | 456788108 | 2,013 | 34,221 | SH | | Sole | 01 | 34,221 | | |

| 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 |
| INGERSOLL-RAND PLC SHS | COM | G47791101 | 9,977 | 286,118 | SH | | Sole | 01 | 286,118 | | |
| INTEL CORP COM | COM | 458140100 | 6,456 | 289,626 | SH | | Sole | 01 | 289,626 | | |
| INTERNATIONAL BUSINESS MACHS | COM | 459200101 | 33,701 | 262,773 | SH | | Sole | 01 | 262,773 | | |
| ISHARES INC MSCI AUSTRALIA | ETF | 464286103 | 18 | 734 | SH | | Sole | 01 | 734 | | |
| ISHARES INC MSCI FRANCE | ETF | 464286707 | 36 | 1,426 | SH | | Sole | 01 | 1,426 | | |
| ISHARES INC MSCI GERMANY | ETF | 464286806 | 36 | 1,636 | SH | | Sole | 01 | 1,636 | | |
| ISHARES INC MSCI HONG KONG | ETF | 464286871 | 12 | 719 | SH | | Sole | 01 | 719 | | |
| ISHARES INC MSCI ITALY | ETF | 464286855 | 12 | 653 | SH | | Sole | 01 | 653 | | |
| ISHARES INC MSCI JAPAN | ETF | 464286848 | 59 | 5,619 | SH | | Sole | 01 | 5,619 | | |
| ISHARES INC MSCI NETHR INVES | ETF | 464286814 | 12 | 586 | SH | | Sole | 01 | 586 | | |
| ISHARES INC MSCI SINGAPORE | ETF | 464286673 | 12 | 1,016 | SH | | Sole | 01 | 1,016 | | |
| ISHARES INC MSCI SPAIN | ETF | 464286764 | 12 | 280 | SH | | Sole | 01 | 280 | | |
| ISHARES INC MSCI SWEDEN | ETF | 464286756 | 12 | 467 | SH | | Sole | 01 | 467 | | |
| ISHARES INC MSCI SWITZERLD | ETF | 464286749 | 24 | 1,038 | SH | | Sole | 01 | 1,038 | | |
| ISHARES INC MSCI UTD KINGD | ETF | 464286699 | 54 | 3,301 | SH | | Sole | 01 | 3,301 | | |
| ISHARES S&P GSCI COMMODITY I UNIT | ETF | 464288107 | 1,003 | 32,200 | SH | | Sole | 01 | 32,200 | | |
| ISHARES TR AGENCY BD FD | ETF | 464288166 | 2,353 | 21,746 | SH | | Sole | 01 | 21,746 | | |
| ISHARES TR BARCLYS 10-20YR | ETF | 464288653 | 483 | 4,486 | SH | | Sole | 01 | 4,486 | | |
| ISHARES TR BARCLYS 1-3YR CR | ETF | 464288646 | 2,289 | 21,881 | SH | | Sole | 01 | 21,881 | | |
| ISHARES TR BARCLYS 3-7 YR | ETF | 464288661 | 2,511 | 22,588 | SH | | Sole | 01 | 22,588 | | |
| ISHARES TR BARCLYS CR BD | ETF | 464288620 | 12,237 | 119,641 | SH | | Sole | 01 | 119,641 | | |
| ISHARES TR BARCLYS MBS BD | ETF | 464288588 | 16,230 | 151,608 | SH | | Sole | 01 | 151,608 | | |
| ISHARES TR BARCLYS SH TREA | ETF | 464288679 | 529 | 4,804 | SH | | Sole | 01 | 4,804 | | |
| ISHARES TR DJ AEROSPACE | ETF | 464288760 | 12,383 | 214,091 | SH | | Sole | 01 | 214,091 | | |
| ISHARES TR DJ INTL SEL DIVD | ETF | 464288448 | 743 | 23,521 | SH | | Sole | 01 | 23,521 | | |
| ISHARES TR DJ MED DEVICES | ETF | 464288810 | 609 | 10,426 | SH | | Sole | 01 | 10,426 | | |
| ISHARES TR EPRA/NAR DEV R/E | ETF | 464288489 | 1,152 | 39,851 | SH | | Sole | 01 | 39,851 | | |
| ISHARES TR INDEX BARCLY USAGG B | ETF | 464287226 | 43,866 | 420,976 | SH | | Sole | 01 | 420,976 | | |

| 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 |
| ISHARES | TR | INDEX | BARCLYS 1-3 YR | ETF | 464287457 | 15,539 | 186,390 | SH | | Sole | 01 | 186,390 |
| ISHARES | TR | INDEX | BARCLYS 20+ YR | ETF | 464287432 | 4,629 | 51,720 | SH | | Sole | 01 | 51,720 |
| ISHARES | TR | INDEX | BARCLYS 7-10 YR | ETF | 464287440 | 13,870 | 154,973 | SH | | Sole | 01 | 154,973 |
| ISHARES | TR | INDEX | BARCLYS TIPS BD | ETF | 464287176 | 12,149 | 116,934 | SH | | Sole | 01 | 116,934 |
| ISHARES | TR | INDEX | DJ SEL DIV INX | ETF | 464287168 | 744 | 16,176 | SH | | Sole | 01 | 16,176 |
| ISHARES | TR | INDEX | DJ US FINL SEC | ETF | 464287788 | 27,328 | 479,015 | SH | | Sole | 01 | 479,015 |
| ISHARES | TR | INDEX | DJ US REAL EST | ETF | 464287739 | 49,664 | 997,676 | SH | | Sole | 01 | 997,676 |
| ISHARES | TR | INDEX | DJ US TECH SEC | ETF | 464287721 | 5,180 | 88,715 | SH | | Sole | 01 | 88,715 |
| ISHARES | TR | INDEX | DJ US TELECOMM | ETF | 464287713 | 802 | 40,063 | SH | | Sole | 01 | 40,063 |
| ISHARES | TR | INDEX | IBOXX INV CPBD | ETF | 464287242 | 3,473 | 32,831 | SH | | Sole | 01 | 32,831 |
| ISHARES | TR | INDEX | MSCI EAFE IDX | ETF | 464287465 | 6,472 | 115,613 | SH | | Sole | 01 | 115,613 |
| ISHARES | TR | INDEX | MSCI EMERG MKT | ETF | 464287234 | 53,950 | 1,280,795 | SH | | Sole | 01 | 1,280,795 |
| ISHARES | TR | INDEX | RUSL 2000 GROW | ETF | 464287648 | 296 | 4,048 | SH | | Sole | 01 | 4,048 |
| ISHARES | TR | INDEX | RUSL 2000 VALU | ETF | 464287630 | 96 | 1,502 | SH | | Sole | 01 | 1,502 |
| ISHARES | TR | INDEX | RUSL 3000 VALU | ETF | 464287663 | 400 | 5,000 | SH | | Sole | 01 | 5,000 |
| ISHARES | TR | INDEX | RUSSELL 1000 | ETF | 464287622 | 8,076 | 124,984 | SH | | Sole | 01 | 124,984 |
| ISHARES | TR | INDEX | RUSSELL 2000 | ETF | 464287655 | 7,093 | 104,612 | SH | | Sole | 01 | 104,612 |
| ISHARES | TR | INDEX | RUSSELL MCP GR | ETF | 464287481 | 11,848 | 244,197 | SH | | Sole | 01 | 244,197 |
| ISHARES | TR | INDEX | RUSSELL1000GRW | ETF | 464287614 | 471 | 9,073 | SH | | Sole | 01 | 9,073 |
| ISHARES | TR | INDEX | RUSSELL1000VAL | ETF | 464287598 | 7,272 | 119,078 | SH | | Sole | 01 | 119,078 |
| ISHARES | TR | INDEX | S&P 500 INDEX | ETF | 464287200 | 1,356 | 11,558 | SH | | Sole | 01 | 11,558 |
| ISHARES | TR | INDEX | S&P MC 400 GRW | ETF | 464287606 | 64,807 | 763,875 | SH | | Sole | 01 | 763,875 |
| ISHARES | TR | INDEX | S&P MIDCAP 400 | ETF | 464287507 | 48,187 | 612,291 | SH | | Sole | 01 | 612,291 |
| ISHARES | TR | INDEX | S&P SMLCP GROW | ETF | 464287887 | 19 | 312 | SH | | Sole | 01 | 312 |
| ISHARES | TR | INDEX | S&P SMLCP VALU | ETF | 464287879 | 36 | 563 | SH | | Sole | 01 | 563 |
| ISHARES | TR | INDEX | S&P500 GRW | ETF | 464287309 | 5,930 | 98,969 | SH | | Sole | 01 | 98,969 |
| ISHARES | TR | INDEX | TRANSP AVE IDX | ETF | 464287192 | 323 | 4,086 | SH | | Sole | 01 | 4,086 |

| 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 MSCI GRW IDX | ETF | 464288885 | 14,879 | 262,688 | SH | | Sole | 01 | 262,688 | |
| ISHARES TR MSCI VAL IDX | ETF | 464288877 | 14,807 | 292,342 | SH | | Sole | 01 | 292,342 | |
| ISHARES TR S&P GL UTILITI | ETF | 464288711 | 13,381 | 292,875 | SH | | Sole | 01 | 292,875 | |
| ISHARES TR S&P NTL AMTFREE | ETF | 464288414 | 4,393 | 42,529 | SH | | Sole | 01 | 42,529 | |
| ISHARES TR SMLL GRWTH IDX | ETF | 464288604 | 29 | 410 | SH | | Sole | 01 | 410 | |
| ISHARES TR SMLL VAL INDX | ETF | 464288703 | 19 | 258 | SH | | Sole | 01 | 258 | |
| ISHARES TR US PFD STK IDX | ETF | 464288687 | 2,107 | 54,417 | SH | | Sole | 01 | 54,417 | |
| ITAU UNIBANCO HLDG SA SPON ADR | SPONSORED ADR | 465562106 | 2,176 | 98,935 | SH | | Sole | 01 | 98,935 | |
| ITT CORP NEW COM | COM | 450911102 | 7,017 | 130,881 | SH | | Sole | 01 | 130,881 | |
| JACK IN THE BOX INC COM | COM | 466367109 | 2 | 73 | SH | | Sole | 01 | 73 | |
| JAKKS PAC INC COM | COM | 47012E106 | 1,542 | 117,910 | SH | | Sole | 01 | 117,910 | |
| JARDEN CORP COM | COM | 471109108 | 1,428 | 42,887 | SH | | Sole | 01 | 42,887 | |
| JOHNSON & JOHNSON COM | COM | 478160104 | 10,148 | 155,639 | SH | | Sole | 01 | 155,639 | |
| JPMORGAN CHASE & CO COM | COM | 46625H100 | 12,227 | 273,218 | SH | | Sole | 01 | 273,218 | |
| KANSAS CITY SOUTHERN COM NEW | COM | 485170302 | 2 | 51 | SH | | Sole | 01 | 51 | |
| KEYCORP NEW COM | COM | 493267108 | 1,499 | 193,410 | SH | | Sole | 01 | 193,410 | |
| KNIGHT TRANSN INC COM | COM | 499064103 | 1,104 | 52,331 | SH | | Sole | 01 | 52,331 | |
| KRAFT FOODS INC CL A | CL A | 50075N104 | 12,673 | 419,088 | SH | | Sole | 01 | 419,088 | |
| K-SWISS INC CL A | CL A | 482686102 | 101 | 9,639 | SH | | Sole | 01 | 9,639 | |
| KUBOTA CORP ADR | ADR | 501173207 | 1,023 | 22,448 | SH | | Sole | 01 | 22,448 | |
| LEAR CORP COM NEW | COM | 521865204 | 833 | 10,504 | SH | | Sole | 01 | 10,504 | |
| LHC GROUP INC COM | COM | 50187A107 | 1,266 | 37,744 | SH | | Sole | 01 | 37,744 | |
| LIFE TECHNOLOGIES CORP COM | COM | 53217V109 | 4 | 74 | SH | | Sole | 01 | 74 | |
| LINCOLN EDL SVCS CORP COM | COM | 533535100 | 1,139 | 45,010 | SH | | Sole | 01 | 45,010 | |
| LKQ CORP COM | COM | 501889208 | 4,994 | 246,009 | SH | | Sole | 01 | 246,009 | |
| LOEWS CORP COM | COM | 540424108 | 5,952 | 159,650 | SH | | Sole | 01 | 159,650 | |
| LORILLARD INC COM | COM | 544147101 | 3 | 45 | SH | | Sole | 01 | 45 | |
| LOWES COS INC COM | COM | 548661107 | 23,234 | 958,489 | SH | | Sole | 01 | 958,489 | |

| 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 |
| M/I HOMES INC COM | COM | 55305B101 | 1,310 | 89,406 | SH | Sole | 01 | 89,406 | |
| MAIDEN HOLDINGS LTD SHS | COM | G5753U112 | 1,180 | 159,739 | SH | Sole | 01 | 159,739 | |
| MAKITA CORP ADR NEW | ADR | 560877300 | 1,231 | 37,137 | SH | Sole | 01 | 37,137 | |
| MARINEMAX INC COM | COM | 567908108 | 153 | 14,175 | SH | Sole | 01 | 14,175 | |
| MARSHALL & ILSLEY CORP NEW COM | COM | 571837103 | 1,454 | 180,629 | SH | Sole | 01 | 180,629 | |
| MASTERCARD INC CL A | CL A | 57636Q104 | 9,263 | 36,470 | SH | Sole | 01 | 36,470 | |
| MBIA INC COM | COM | 55262C100 | 138 | 21,942 | SH | Sole | 01 | 21,942 | |
| MCDONALDS CORP COM | COM | 580135101 | 8,785 | 131,673 | SH | Sole | 01 | 131,673 | |
| MECHEL OAO SPONSORED ADR | ADR | 583840103 | 2,274 | 80,015 | SH | Sole | 01 | 80,015 | |
| MERCK & CO INC NEW COM | COM | 58933Y105 | 5,347 | 143,161 | SH | Sole | 01 | 143,161 | |
| MICROSOFT CORP COM | COM | 594918104 | 6,600 | 225,350 | SH | Sole | 01 | 225,350 | |
| MITSUBISHI UFJ FINL GROUP IN | SPONSORED ADR | 606822104 | 768 | 146,854 | SH | Sole | 01 | 146,854 | |
| NALCO HOLDING COMPANY COM | COM | 62985Q101 | 8,419 | 346,049 | SH | Sole | 01 | 346,049 | |
| NATIONAL GRID PLC SPON ADR NEW | SPONSORED ADR | 636274300 | 3,092 | 63,419 | SH | Sole | 01 | 63,419 | |
| NEW YORK CMNTY BANCORP INC COM | COM | 649445103 | 3 | 193 | SH | Sole | 01 | 193 | |
| NEWTEK BUSINESS SERVICES INC. | COM | 652526104 | 183 | 146,141 | SH | Sole | | 146,141 | |
| NORTHEAST UTILS COM | COM | 664397106 | 4 | 138 | SH | Sole | 01 | 138 | |
| NORTHERN TR CORP COM | COM | 665859104 | 6,611 | 119,641 | SH | Sole | 01 | 119,641 | |
| NOVARTIS A G SPONSORED ADR | SPONSORED ADR | 66987V109 | 1,362 | 25,176 | SH | Sole | 01 | 25,176 | |
| NOVO-NORDISK A S ADR | ADR | 670100205 | 3,740 | 48,496 | SH | Sole | 01 | 48,496 | |
| NRG ENERGY INC COM NEW | COM | 629377508 | 588 | 28,128 | SH | Sole | 01 | 28,128 | |
| 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 | 3,660 | 240,783 | SH | Sole | 01 | 240,783 | |
| NUVEEN EQTY PRM OPPORTUNITY | COM | 6706EM102 | 5,564 | 415,543 | SH | Sole | 01 | 415,543 | |
| OCEANEERING INTL INC COM | COM | 675232102 | 1,538 | 24,227 | SH | Sole | 01 | 24,227 | |
| OLD REP INTL CORP COM | COM | 680223104 | 1,474 | 116,251 | SH | Sole | 01 | 116,251 | |

| 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 |
| ORACLE CORP COM | COM | 68389X105 | 9,375 | 364,639 | SH | | Sole | 01 | 364,639 |
| PARKER HANNIFIN CORP COM | COM | 701094104 | 6,940 | 107,203 | SH | | Sole | 01 | 107,203 |
| PENN VA CORP COM | COM | 707882106 | 1,299 | 53,005 | SH | | Sole | 01 | 53,005 |
| PETROLEO BRASILEIRO SA PETRO | SPONSORED ADR | 71654V408 | 1,964 | 44,127 | SH | | Sole | 01 | 44,127 |
| PFIZER INC COM | COM | 717081103 | 4,662 | 271,832 | SH | | Sole | 01 | 271,832 |
| PG&E CORP COM | COM | 69331C108 | 2,931 | 69,103 | SH | | Sole | 01 | 69,103 |
| PHILIP MORRIS INTL INC COM | COM | 718172109 | 9,059 | 173,685 | SH | | Sole | 01 | 173,685 |
| PLAINS EXPL& PRODTN CO COM | COM | 726505100 | 4,559 | 152,002 | SH | | Sole | 01 | 152,002 |
| POSCO SPONSORED ADR | ADR | 693483109 | 1,984 | 16,959 | SH | | Sole | 01 | 16,959 |
| POTASH CORP SASK INC COM | COM | 73755L107 | 3,638 | 30,483 | SH | | Sole | 01 | 30,483 |
| POWERSHARES GLOBAL ETF TRUST | ETF | 73936T474 | 4,106 | 173,231 | SH | | Sole | 01 | 173,231 |
| POWERSHARES QQQ TRUST UNIT SER | ETF | 73935A104 | 54,999 | 1,142,011 | SH | | Sole | 01 | 1,142,011 |
| PPL CORP COM | COM | 69351T106 | 2,300 | 82,993 | SH | | Sole | 01 | 82,993 |
| PRAXAIR INC COM | COM | 74005P104 | 10,312 | 124,236 | SH | | Sole | 01 | 124,236 |
| PROCTER & GAMBLE CO COM | COM | 742718109 | 21,631 | 341,889 | SH | | Sole | 01 | 341,889 |
| PUBLIC SVC ENTERPRISE GROUP COM | COM | 744573106 | 424 | 14,366 | SH | | Sole | 01 | 14,366 |
| QUEST DIAGNOSTICS INC COM | COM | 74834L100 | 3,477 | 59,654 | SH | | Sole | 01 | 59,654 |
| REGIONS FINANCIAL CORP NEW COM | COM | 7591EP100 | 1,285 | 163,688 | SH | | Sole | 01 | 163,688 |
| RESMED INC COM | COM | 761152107 | 2,056 | 32,309 | SH | | Sole | 01 | 32,309 |
| ROSETTA RESOURCES INC COM | COM | 777779307 | 5,970 | 253,492 | SH | | Sole | 01 | 253,492 |
| ROSS STORES INC COM | COM | 778296103 | 2,441 | 45,647 | SH | | Sole | 01 | 45,647 |
| ROVI CORP COM | COM | 779376102 | 8,068 | 217,287 | SH | | Sole | 01 | 217,287 |
| ROYAL CARIBBEAN CRUISES LTD COM | COM | V7780T103 | 262 | 7,955 | SH | | Sole | 01 | 7,955 |
| SALESFORCE COM INC COM | COM | 79466L302 | 3,843 | 51,613 | SH | | Sole | 01 | 51,613 |
| SANOFI AVENTIS SPONSORED ADR | ADR | 80105N105 | 3,767 | 100,843 | SH | | Sole | 01 | 100,843 |
| SARA LEE CORP COM | COM | 803111103 | 7,578 | 544,017 | SH | | Sole | 01 | 544,017 |
| SEATTLE GENETICS INC COM | COM | 812578102 | 1,010 | 84,550 | SH | | Sole | 01 | 84,550 |
| SELECT SECTOR SPDR TR SBI CONS | ETF | 81369Y407 | 54,658 | 1,664,362 | SH | | Sole | 01 | 1,664,362 |

| 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 |
| SELECT SECTOR SPDR TR SBI CONS | ETF | 81369Y308 | 1,744 | 62,429 | SH | | Sole | 01 | 62,429 |
| SELECT SECTOR SPDR TR SBI HEALTH | ETF | 81369Y209 | 3,774 | 117,471 | SH | | Sole | 01 | 117,471 |
| SELECT SECTOR SPDR TR SBI INT-ENE | ETF | 81369Y506 | 2,437 | 42,362 | SH | | Sole | 01 | 42,362 |
| SELECT SECTOR SPDR TR SBI INT-FINL | ETF | 81369Y605 | 1,425 | 89,362 | SH | | Sole | 01 | 89,362 |
| SELECT SECTOR SPDR TR SBI INT-IN | ETF | 81369Y704 | 39,217 | 1,255,361 | SH | | Sole | 01 | 1,255,361 |
| SELECT SECTOR SPDR TR SBI INT-UTI | ETF | 81369Y886 | 517 | 17,416 | SH | | Sole | 01 | 17,416 |
| SELECT SECTOR SPDR TR SBI MATER | ETF | 81369Y100 | 310 | 9,133 | SH | | Sole | 01 | 9,133 |
| SEMPRA ENERGY COM | COM | 816851109 | 556 | 11,140 | SH | | Sole | 01 | 11,140 |
| SINGAPORE FD INC COM | COM | 82929L109 | 0 | 22 | SH | | Sole | 01 | 22 |
| SMITHFIELD FOODS INC COM | COM | 832248108 | 1,556 | 75,022 | SH | | Sole | 01 | 75,022 |
| SNAP ON INC COM | COM | 833034101 | 2 | 40 | SH | | Sole | 01 | 40 |
| SOCIEDAD QUIMICA MINERA DE C | SPONSORED ADR | 833635105 | 2,035 | 54,414 | SH | | Sole | 01 | 54,414 |
| SOLERA HOLDINGS INC COM | COM | 83421A104 | 5,369 | 138,921 | SH | | Sole | 01 | 138,921 |
| SOUTHERN CO COM | COM | 842587107 | 743 | 22,409 | SH | | Sole | 01 | 22,409 |
| SPDR DOW JONES INDL AVRG ETF UT | ETF | 78467X109 | 27,454 | 252,775 | SH | | Sole | 01 | 252,775 |
| SPDR GOLD TRUST GOLD SHS | ETF | 78463V107 | 2,183 | 20,033 | SH | | Sole | 01 | 20,033 |
| SPDR INDEX SHS FDS ASIA PACIF ETF | ETF | 78463X301 | 3,151 | 41,890 | SH | | Sole | 01 | 41,890 |
| SPDR INDEX SHS FDS DJ INTL RL ETF | ETF | 78463X863 | 2,154 | 61,403 | SH | | Sole | 01 | 61,403 |
| SPDR INDEX SHS FDS EMERG MKTS | ETF | 78463X509 | 3,367 | 51,261 | SH | | Sole | 01 | 51,261 |
| SPDR INDEX SHS FDS INTL INDS ETF | ETF | 78463X673 | 305 | 12,132 | SH | | Sole | 01 | 12,132 |
| SPDR INDEX SHS FDS S&P INTL ETF | ETF | 78463X772 | 1,541 | 28,490 | SH | | Sole | 01 | 28,490 |
| SPDR INDEX SHS FDS S&P INTL SMLCP | ETF | 78463X871 | 3,822 | 142,917 | SH | | Sole | 01 | 142,917 |
| SPDR INDEX SHS FDS S&P WRLD EX | ETF | 78463X889 | 9,615 | 396,496 | SH | | Sole | 01 | 396,496 |
| SPDR S&P 500 ETF TR UNIT SER 1 S&P | ETF | 78462F103 | 29,511 | 252,230 | SH | | Sole | 01 | 252,230 |
| SPDR S&P MIDCAP 400 ETF TR UTSER1 | ETF | 78467Y107 | 60,466 | 422,367 | SH | | Sole | 01 | 422,367 |
| SPDR SERIES TRUST BARC CAPTL ETF | ETF | 78464A474 | 1,667 | 55,459 | SH | | Sole | 01 | 55,459 |
| SPDR SERIES TRUST BARCL CAP TIPS | ETF | 78464A656 | 716 | 13,975 | SH | | Sole | 01 | 13,975 |

| 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 |
| SPDR SERIES TRUST BRCLYS 1-3MT | ETF | 78464A680 | 3,530 | 76,964 | SH | | Sole | 01 | 76,964 |
| SPDR SERIES TRUST BRCLYS AGG ETF | ETF | 78464A649 | 8,358 | 151,458 | SH | | Sole | 01 | 151,458 |
| SPDR SERIES TRUST BRCLYS INTL ETF | ETF | 78464A516 | 641 | 11,459 | SH | | Sole | 01 | 11,459 |
| SPDR SERIES TRUST BRCLYS MUNI | ETF | 78464A458 | 9,677 | 426,106 | SH | | Sole | 01 | 426,106 |
| SPDR SERIES TRUST BRCLYS SHRT | ETF | 78464A425 | 1,687 | 70,411 | SH | | Sole | 01 | 70,411 |
| SPDR SERIES TRUST BRCLYS YLD ETF | ETF | 78464A417 | 5,884 | 147,881 | SH | | Sole | 01 | 147,881 |
| SPDR SERIES TRUST DB INT GVT ETF | ETF | 78464A490 | 753 | 13,586 | SH | | Sole | 01 | 13,586 |
| SPDR SERIES TRUST DJ REIT ETF | ETF | 78464A607 | 4,885 | 90,874 | SH | | Sole | 01 | 90,874 |
| SPDR SERIES TRUST DJ SML CAP ETF | ETF | 78464A813 | 415 | 7,202 | SH | | Sole | 01 | 7,202 |
| SPDR SERIES TRUST DJ SML GRWTH | ETF | 78464A201 | 29 | 315 | SH | | Sole | 01 | 315 |
| SPDR SERIES TRUST S&P DIVID ETF | ETF | 78464A763 | 11,798 | 239,254 | SH | | Sole | 01 | 239,254 |
| SPDR SERIES TRUST S&P METALS | ETF | 78464A755 | 21 | 372 | SH | | Sole | 01 | 372 |
| SPDR SERIES TRUST S&P RETAIL ETF | ETF | 78464A714 | 73,813 | 1,787,249 | SH | | Sole | 01 | 1,787,249 |
| SPDR SERIES TRUST SPDR KBW INS | ETF | 78464A789 | 762 | 18,464 | SH | | Sole | 01 | 18,464 |
| ST MARY LD & EXPL CO COM | COM | 792228108 | 1 | 31 | SH | | Sole | 01 | 31 |
| STERICYCLE INC COM | COM | 858912108 | 1,180 | 21,655 | SH | | Sole | 01 | 21,655 |
| STEWART INFORMATION SVCS COR | COM | 860372101 | 145 | 10,491 | SH | | Sole | 01 | 10,491 |
| STRYKER CORP COM | COM | 863667101 | 12,280 | 214,607 | SH | | Sole | 01 | 214,607 |
| SUNTRUST BKS INC COM | COM | 867914103 | 171 | 6,386 | SH | | Sole | 01 | 6,386 |
| SYBASE INC COM | COM | 871130100 | 9,101 | 195,213 | SH | | Sole | 01 | 195,213 |
| SYMANTEC CORP COM | COM | 871503108 | 5,950 | 351,504 | SH | | Sole | 01 | 351,504 |
| TALEO CORP CL A | CL A | 87424N104 | 1,023 | 39,482 | SH | | Sole | 01 | 39,482 |
| TARGACEPT INC COM | COM | 87611R306 | 1,077 | 54,787 | SH | | Sole | 01 | 54,787 |
| TARGET CORP COM | COM | 87612E106 | 16,476 | 313,239 | SH | | Sole | 01 | 313,239 |
| TERRA INDS INC COM | COM | 880915103 | 1 | 26 | SH | | Sole | 01 | 26 |
| TESSERA TECHNOLOGIES INC COM | COM | 88164L100 | 1,048 | 51,654 | SH | | Sole | 01 | 51,654 |
| TEVA PHARMACEUTICAL INDS LTD ADR | ADR | 881624209 | 2,199 | 34,862 | SH | | Sole | 01 | 34,862 |
| TOTAL S A SPONSORED ADR | SPONSORED ADR | 89151E109 | 4,815 | 82,985 | SH | | Sole | 01 | 82,985 |

| 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 | SHARED |
| TOWER GROUP INC COM | COM | 891777104 | 1,137 | 51,287 | SH | | Sole | 01 | 51,287 | | |
| TOYOTA MOTOR CORP SP ADR REP2 | COM | 892331307 | 3,943 | 49,036 | SH | | Sole | 01 | 49,036 | | |
| TRANSOCEAN LTD REG SHS | COM | H8817H100 | 5,256 | 60,852 | SH | | Sole | 01 | 60,852 | | |
| TREEHOUSE FOODS INC COM | COM | 89469A104 | 5,620 | 128,105 | SH | | Sole | 01 | 128,105 | | |
| TUPPERWARE BRANDS CORP COM | COM | 899896104 | 9,145 | 189,642 | SH | | Sole | 01 | 189,642 | | |
| TUTOR PERINI CORP COM | COM | 901109108 | 1,162 | 53,409 | SH | | Sole | 01 | 53,409 | | |
| TYCO ELECTRONICS LTD SWITZER SHS | COM | H8912P106 | 7,025 | 255,625 | SH | | Sole | 01 | 255,625 | | |
| UAL CORP. | COM | 902549807 | 47 | 2,409 | SH | | Sole | | 2,409 | | |
| UBS AG SHS NEW | COM | H89231338 | 1,106 | 67,907 | SH | | Sole | 01 | 67,907 | | |
| UGI CORP NEW COM | COM | 902681105 | 1,447 | 54,517 | SH | | Sole | 01 | 54,517 | | |
| UNISOURCE ENERGY CORP COM | COM | 909205106 | 1,087 | 34,582 | SH | | Sole | 01 | 34,582 | | |
| UNITED TECHNOLOGIES CORP COM | COM | 913017109 | 16,565 | 225,040 | SH | | Sole | 01 | 225,040 | | |
| UNUM GROUP COM | COM | 91529Y106 | 5 | 213 | SH | | Sole | 01 | 213 | | |
| USANA HEALTH SCIENCES INC COM | COM | 90328M107 | 931 | 29,639 | SH | | Sole | 01 | 29,639 | | |
| VALE S A ADR | ADR | 91912E105 | 2,194 | 68,165 | SH | | Sole | 01 | 68,165 | | |
| VANGUARD BD INDEX FD INC TOTAL | ETF | 921937835 | 985 | 12,436 | SH | | Sole | 01 | 12,436 | | |
| VANGUARD INDEX FDS GROWTH ETF | ETF | 922908736 | 16,819 | 302,788 | SH | | Sole | 01 | 302,788 | | |
| VANGUARD INDEX FDS REIT ETF | ETF | 922908553 | 747 | 15,300 | SH | | Sole | 01 | 15,300 | | |
| VANGUARD INDEX FDS SM CP VAL ETF | ETF | 922908611 | 4,666 | 77,741 | SH | | Sole | 01 | 77,741 | | |
| VANGUARD INDEX FDS SMALL CP ETF | ETF | 922908751 | 48 | 762 | SH | | Sole | 01 | 762 | | |
| VANGUARD INDEX FDS SML CP GRW | ETF | 922908595 | 6,263 | 95,909 | SH | | Sole | 01 | 95,909 | | |
| VANGUARD INDEX FDS VALUE ETF | ETF | 922908744 | 24,960 | 494,545 | SH | | Sole | 01 | 494,545 | | |
| VANGUARD INTL EQUITY INDEX F EMR | ETF | 922042858 | 7,541 | 178,898 | SH | | Sole | 01 | 178,898 | | |
| VANGUARD INTL EQUITY INDEX F EURP | ETF | 922042874 | 14,366 | 298,488 | SH | | Sole | 01 | 298,488 | | |
| VANGUARD INTL EQUITY INDEX F FTSE | ETF | 922042718 | 1,601 | 18,724 | SH | | Sole | 01 | 18,724 | | |
| VANGUARD INTL EQUITY INDEX F PAC | ETF | 922042866 | 8,368 | 153,311 | SH | | Sole | 01 | 153,311 | | |
| VANGUARD TAX-MANAGED FD EUROPE | ETF | 921943858 | 6,445 | 186,154 | SH | | Sole | 01 | 186,154 | | |

| 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 | 26 | 832 | SH | | Sole | | 832 | |
| VIAD CORP COM NEW | COM | 92552R406 | 744 | 36,214 | SH | | Sole | 01 | 36,214 | |
| VISA INC COM CL A | CL A | 92826C839 | 6,662 | 73,181 | SH | | Sole | 01 | 73,181 | |
| VODAFONE GROUP PLC NEW SPONS | ADR | 92857W209 | 8,946 | 383,798 | SH | | Sole | 01 | 383,798 | |
| WAL MART STORES INC COM | COM | 931142103 | 7,616 | 136,971 | SH | | Sole | 01 | 136,971 | |
| WALGREEN CO COM | COM | 931422109 | 10,245 | 276,221 | SH | | Sole | 01 | 276,221 | |
| WALTER ENERGY INC COM | COM | 93317Q105 | 3 | 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 | 3,245 | 68,020 | SH | | Sole | 01 | 68,020 | |
| WASHINGTON FED INC COM | COM | 938824109 | 3 | 132 | SH | | Sole | 01 | 132 | |
| WATERS CORP COM | COM | 941848103 | 9,453 | 139,963 | SH | | Sole | 01 | 139,963 | |
| WESTPAC BKG CORP SPONSORED | SPONSORED ADR | 961214301 | 3,762 | 29,603 | SH | | Sole | 01 | 29,603 | |
| WILLIAMS COS INC DEL COM | COM | 969457100 | 2,125 | 91,973 | SH | | Sole | 01 | 91,973 | |
| XL CAP LTD CL A | CL A | G98255105 | 1,542 | 81,579 | SH | | Sole | 01 | 81,579 | |
| XTO ENERGY INC COM | COM | 98385X106 | 6,744 | 142,932 | SH | | Sole | 01 | 142,932 | |
| YAHOO INC COM | COM | 984332106 | 7,031 | 425,320 | SH | | Sole | 01 | 425,320 | |
| YANZHOU COAL MNG CO LTD SPON | SPONSORED ADR | 984846105 | 2,249 | 93,311 | SH | | Sole | 01 | 93,311 | |