

GENWORTH FINANCIAL INC

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

Filed 02/12/09 for the Period Ending 12/31/08

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

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form 13F

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: December 31, 2008

Check here if Amendment ; **Amendment Number:** This Amendment (Check only one.): is a restatement.
 adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: Genworth Financial, Inc.
Address: 6620 West Broad Street
Richmond, Virginia 23230

Form 13F File Number: 28-11523

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: Patricia Merrill
Title: Senior Counsel
Phone: (804) 662-2711

Signature, Place, and Date of Signing:

<i>/s/ Patricia Merrill</i>	<i>Richmond, VA</i>	<i>February 12, 2009</i>
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[Signature]	[City, State]	[Date]

Report Type (Check only one.):

13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.)

13F NOTICE. (Check here if no holdings reported are in this report, and all holdings are reported by other reporting manager(s).)

13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

List of Other Managers Reporting for this Manager: NONE

FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 1
Form 13F Information Table Entry Total: 333 lines
Form 13F Information Table Value Total: 1,443,846
(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. (formerly known as Genworth Asset 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	19,189	333,487	SH	Sole	01	333,487	
ABB LTD SPONSORED ADR	SPONSORED ADR	000375204	12,277	817,905	SH	Sole	01	817,905	
ADAPTEC INC COM	COM	00651F108	4,564	1,383,156	SH	Sole	01	1,383,156	
ADVANCE AUTO PARTS INC COM	COM	00751Y106	4	114	SH	Sole	01	114	
ADVENT SOFTWARE INC COM	COM	007974108	1	65	SH	Sole	01	65	
AES CORP COM	COM	00130H105	6,240	757,224	SH	Sole	01	757,224	
AFLAC INC COM	COM	001055102	27,072	590,572	SH	Sole	01	590,572	
AGILENT TECHNOLOGIES INC COM	COM	00846U101	2,350	150,343	SH	Sole	01	150,343	
AIR PRODS & CHEMS INC COM	COM	009158106	5	100	SH	Sole	01	100	
ALBEMARLE CORP COM	COM	012653101	1,646	73,817	SH	Sole	01	73,817	
ALBERTO CULVER CO NEW COM	COM	013078100	178	7,279	SH	Sole	01	7,279	
ALKERMES INC COM	COM	01642T108	1	50	SH	Sole	01	50	
ALLEGHENY ENERGY INC COM	COM	017361106	3,392	100,163	SH	Sole	01	100,163	
ALTRIA GROUP INC COM	COM	02209S103	1,621	107,642	SH	Sole	01	107,642	
AMBAC FINL GROUP INC COM	COM	023139108	643	494,353	SH	Sole	01	494,353	
AMERICA MOVIL SAB DE CV SPON ADR L	ADR	02364W105	1,637	52,835	SH	Sole	01	52,835	
AMERICAN ELEC PWR INC COM	COM	025537101	5,383	161,734	SH	Sole	01	161,734	
AMERICAN EXPRESS CO COM	COM	025816109	3,181	171,483	SH	Sole	01	171,483	
AMERICAN INTL GROUP INC COM	COM	026874107	0	2	SH	Sole	01	2	
AMERICAN WOODMARK CORP COM	COM	030506109	2,664	146,138	SH	Sole	01	146,138	
ANADARKO PETE CORP COM	COM	032511107	2,007	52,055	SH	Sole	01	52,055	
ANSYS INC COM	COM	03662Q105	2,674	95,871	SH	Sole	01	95,871	
ARKANSAS BEST CORP DEL COM	COM	040790107	3,171	105,326	SH	Sole	01	105,326	
ASSURED GUARANTY LTD COM	COM	G0585R106	152	13,320	SH	Sole	01	13,320	
ASTRAZENECA PLC SPONSORED ADR	SPONSORED ADR	046353108	23,881	582,036	SH	Sole	01	582,036	
AUTODESK INC COM	COM	052769106	2	85	SH	Sole	01	85	
AUTOMATIC DATA PROCESSING IN COM	COM	053015103	11,921	303,028	SH	Sole	01	303,028	
AXA SPONSORED ADR	SPONSORED ADR	054536107	12,869	572,733	SH	Sole	01	572,733	
AXCELIS TECHNOLOGIES INC COM	COM	054540109	357	699,273	SH	Sole	01	699,273	
BAKER HUGHES INC COM	COM	057224107	1	29	SH	Sole	01	29	
BANCO BRADESCO S A SP ADR PFD NEW	SPONSORED ADR	059460303	1,437	145,544	SH	Sole	01	145,544	
BANK OF NEW YORK MELLON CORP COM	COM	064058100	3,265	115,240	SH	Sole	01	115,240	
BARD C R INC COM	COM	067383109	8,372	99,360	SH	Sole	01	99,360	
BAXTER INTL INC COM	COM	071813109	10,605	197,885	SH	Sole	01	197,885	
BECTON DICKINSON & CO COM	COM	075887109	19,118	279,537	SH	Sole	01	279,537	
BHP BILLITON LTD SPONSORED ADR	ADR	088606108	12,138	282,938	SH	Sole	01	282,938	
BIOGEN IDEC INC COM	COM	09062X103	4	75	SH	Sole	01	75	
BIOTECH HOLDERS TR DEPOSTRY RCPTS	TR DEPOSTR	09067D201	6	33	SH	Sole	01	33	
BJS WHOLESALE CLUB INC COM	COM	05548J106	3	73	SH	Sole	01	73	
BLACKROCK MUNIHOLDINGS N Y I COM	COM	09255C106	0	6	SH	Sole	01	6	

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								SOLE	SHARED NONE
BLACKROCK MUNIYIELD CALIF IN COM	COM	09254N103	0	32	SH	Sole	01	32	
BLDRS INDEX FDS TR DEV MK 100 ADR	ADR	09348R201	3,527	203,750	SH	Sole	01	203,750	
BLDRS INDEX FDS TR EMER MK 50 ADR	ADR	09348R300	24	868	SH	Sole	01	868	
BOWNE & CO INC COM	COM	103043105	1,305	221,970	SH	Sole	01	221,970	
BP PLC SPONSORED ADR	ADR	055622104	5,865	125,474	SH	Sole	01	125,474	
BRISTOL MYERS SQUIBB CO COM	COM	110122108	11,867	510,391	SH	Sole	01	510,391	
BRITISH AMERN TOB PLC SPONSORED ADR	SPONSORED ADR	110448107	11,863	223,373	SH	Sole	01	223,373	
BURLINGTON NORTHN SANTA FE C COM	COM	12189T104	7,642	100,937	SH	Sole	01	100,937	
CABLEVISION SYS CORP CL A NY CABLVS	COM	12686C109	2	97	SH	Sole	01	97	
CELANESE CORP DEL COM SER A	COM	150870103	2	147	SH	Sole	01	147	
CEPHALON INC COM	COM	156708109	250	3,248	SH	Sole	01	3,248	
CHARMING SHOPPES INC COM	COM	161133103	0	65	SH	Sole	01	65	
CHATTEM INC COM	COM	162456107	4,198	58,686	SH	Sole	01	58,686	
CHINA LIFE INS CO LTD SPON ADR REP H	SPONSORED ADR	16939P106	282	6,077	SH	Sole	01	6,077	
CHINA MOBILE LIMITED SPONSORED ADR	ADR	16941M109	10,395	204,429	SH	Sole	01	204,429	
CIMAREX ENERGY CO COM	COM	171798101	1	26	SH	Sole	01	26	
CIRRUS LOGIC INC COM	COM	172755100	0	60	SH	Sole	01	60	
CISCO SYS INC COM	COM	17275R102	8,550	524,554	SH	Sole	01	524,554	
CMS ENERGY CORP COM	COM	125896100	3,775	373,411	SH	Sole	01	373,411	
CNOOC LTD SPONSORED ADR	SPONSORED ADR	126132109	2,142	22,489	SH	Sole	01	22,489	
COCA COLA FEMSA S A B DE C V SPON ADR	ADR	191241108	373	8,570	SH	Sole	01	8,570	
COGNIZANT TECHNOLOGY SOLUTIO CL A	CL A	192446102	2,539	140,609	SH	Sole	01	140,609	
COLGATE PALMOLIVE CO COM	COM	194162103	21,097	307,812	SH	Sole	01	307,812	
COMCAST CORP NEW CL A	CL A	20030N101	7,907	468,411	SH	Sole	01	468,411	
COMCAST CORP NEW CL A SPL	SPL	20030N200	2,737	169,448	SH	Sole	01	169,448	
COMERICA INC COM	COM	200340107	70	3,529	SH	Sole	01	3,529	
COMPANHIA DE BEBIDAS DAS AME SPON	ADR	20441W203	198	4,460	SH	Sole	01	4,460	
COMPANHIA VALE DO RIO DOCE	SPONSORED ADR	204412209	1,172	96,768	SH	Sole	01	96,768	
COMPANIA CERVECERIAS UNIDAS	SPONSORED ADR	204429104	1,802	68,638	SH	Sole	01	68,638	
CONAGRA FOODS INC COM	COM	205887102	6,699	406,001	SH	Sole	01	406,001	
CORE LABORATORIES N V COM	COM	N22717107	1,602	26,765	SH	Sole	01	26,765	
CORNING INC COM	COM	219350105	2,125	223,030	SH	Sole	01	223,030	
COVIDIEN LTD COM	COM	G2552X108	7,450	205,584	SH	Sole	01	205,584	
CREDIT SUISSE GROUP SPONSORED ADR	ADR	225401108	2,081	73,634	SH	Sole	01	73,634	
CREE INC COM	COM	225447101	1	70	SH	Sole	01	70	
CTRIIP COM INTL LTD ADR	SPONSORED ADR	22943F100	1,225	51,477	SH	Sole	01	51,477	
DELTA AIR LINES INC.	COM	247361702	131	11,466	SH	Sole	01	11,466	
DENTSPLY INTL INC NEW COM	COM	249030107	8,118	287,461	SH	Sole	01	287,461	
DEVON ENERGY CORP NEW COM	COM	25179M103	2,984	45,405	SH	Sole	01	45,405	
DIAMOND OFFSHORE DRILLING IN COM	COM	25271C102	3,274	55,541	SH	Sole	01	55,541	
DICKS SPORTING GOODS INC COM	COM	253393102	975	69,120	SH	Sole	01	69,120	
DISCOVERY COMMUNICATNS NEW COM SER	COM	25470F104	0	7	SH	Sole	01	7	
DISCOVERY COMMUNICATNS NEW COM SER	COM	25470F302	0	7	SH	Sole	01	7	
DOLBY LABORATORIES INC COM	COM	25659T107	2,585	78,902	SH	Sole	01	78,902	
DOLLAR THRIFTY AUTOMOTIVE GP COM	COM	256743105	20	18,710	SH	Sole	01	18,710	

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									SOLE	SHARED	NONE
DPL INC COM	COM	233293109	594	25,994	SH		Sole	01	25,994		
DR REDDYS LABS LTD ADR	ADR	256135203	184	18,767	SH		Sole	01	18,767		
DU PONT E I DE NEMOURS & CO COM	COM	263534109	4,793	189,465	SH		Sole	01	189,465		
E M C CORP MASS COM	COM	268648102	2,260	215,824	SH		Sole	01	215,824		
EAST WEST BANCORP INC COM	COM	27579R104	2,782	174,197	SH		Sole	01	174,197		
EATON VANCE INS MUN BD FD COM	COM	27827X101	0	1	SH		Sole	01	1		
EATON VANCE TX MNG BY WRT OP COM	COM	27828Y108	2,202	215,922	SH		Sole	01	215,922		
EATON VANCE TXMGD GL BUYWR O COM	COM	27829C105	2,177	215,086	SH		Sole	01	215,086		
EMERSON ELEC CO COM	COM	291011104	16,021	437,625	SH		Sole	01	437,625		
ENERGY CORP NEW COM	COM	29364G103	4,191	50,410	SH		Sole	01	50,410		
ERICSSON L M TEL CO ADR B SEK 10	ADR	294821608	6,273	803,220	SH		Sole	01	803,220		
EXELON CORP COM	COM	30161N101	4,967	89,313	SH		Sole	01	89,313		
EXPEDITORS INTL WASH INC COM	COM	302130109	257	7,711	SH		Sole	01	7,711		
EXPRESSJET HOLDINGS INC COM NEW	COM	30218U306	286	168,241	SH		Sole	01	168,241		
EXXON MOBIL CORP COM	COM	30231G102	20,109	251,902	SH		Sole	01	251,902		
FACTSET RESH SYS INC COM	COM	303075105	1,654	37,392	SH		Sole	01	37,392		
FAIRPOINT COMMUNICATIONS	COM	305560104	0	15	SH		Sole	01	15		
FASTENAL CO COM	COM	311900104	1,452	41,666	SH		Sole	01	41,666		
FEDERAL HOME LN MTG CORP COM	COM	313400301	86	117,560	SH		Sole	01	117,560		
FIFTH STREET FINANCE CORP	COM	31678A103	11,124	1,473,379	SH		Sole	01	1,473,379		
FIRST SOLAR INC COM	COM	336433107	28	200	SH		Sole	01	200		
FIRST TR EXCHANGE TRADED FD UTILITIES	ETF	33734X184	23	1,757	SH		Sole	01	1,757		
FIRSTENERGY CORP COM	COM	337932107	1,142	23,509	SH		Sole	01	23,509		
FOREST LABS INC COM	COM	345838106	3	100	SH		Sole	01	100		
FPL GROUP INC COM	COM	302571104	4	81	SH		Sole	01	81		
FRESENIUS KABI PHARMACEUTHLD RIGHT	RIGHT	35802M115	0	2	SH		Sole	01	2		
FRESENIUS MED CARE AG&CO KGA	SPONSORED ADR	358029106	2,270	48,106	SH		Sole	01	48,106		
GENERAL DYNAMICS CORP COM	COM	369550108	15,897	276,031	SH		Sole	01	276,031		
GENERAL ELECTRIC CO COM	COM	369604103	5,028	310,346	SH		Sole	01	310,346		
GENERAL GROWTH PPTY INC COM	COM	370021107	0	44	SH		Sole	01	44		
GENERAL MLS INC COM	COM	370334104	10,232	168,431	SH		Sole	01	168,431		
GENZYME CORP COM	COM	372917104	5	80	SH		Sole	01	80		
GILEAD SCIENCES INC COM	COM	375558103	5	100	SH		Sole	01	100		
GREAT PLAINS ENERGY INC COM	COM	391164100	147	7,593	SH		Sole	01	7,593		
GREIF INC CL A	CL A	397624107	169	5,060	SH		Sole	01	5,060		
GROUPE CGI INC CL A SUB VTG	CL A SUB VTG	39945C109	15,134	1,940,320	SH		Sole	01	1,940,320		
GRUPO TELEVIS SA DE CV SP ADR REP	SPONSORED ADR	40049J206	1,149	76,934	SH		Sole	01	76,934		
HALLIBURTON CO COM	COM	406216101	4,227	232,515	SH		Sole	01	232,515		
HANSEN NAT CORP COM	COM	411310105	2,321	69,223	SH		Sole	01	69,223		
HARRIS CORP DEL COM	COM	413875105	1,681	44,166	SH		Sole	01	44,166		
HARSCO CORP COM	COM	415864107	1	47	SH		Sole	01	47		
HEWLETT PACKARD CO COM	COM	428236103	6,117	168,571	SH		Sole	01	168,571		
HOLOGIC INC.	COM	436440101	126	9,632	SH		Sole	01	9,632		
ICICI BK LTD ADR	SPONSORED ADR	45104G104	1,195	62,057	SH		Sole	01	62,057		
IHS INC CL A	CL A	451734107	11,580	309,447	SH		Sole	01	309,447		

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									SOLE	SHARED	NONE
ILLINOIS TOOL WKS INC COM	COM	452308109	8,544	243,767	SH		Sole	01	243,767		
IMMUCOR INC COM	COM	452526106	227	8,523	SH		Sole	01	8,523		
INFOSYS TECHNOLOGIES LTD SPONSORED	SPONSORED ADR	456788108	1,777	72,324	SH		Sole	01	72,324		
ING GLOBAL EQTY DIV & PREM O COM	COM	45684E107	2,109	216,723	SH		Sole	01	216,723		
ING GROEP N V SPONSORED ADR	SPONSORED ADR	456837103	6,895	621,165	SH		Sole	01	621,165		
INGERSOLL-RAND COMPANY LTD CL A	CL A	G4776G101	2,313	133,337	SH		Sole	01	133,337		
INTERNATIONAL BUSINESS MACHS COM	COM	459200101	6,693	79,532	SH		Sole	01	79,532		
INTERNATIONAL FLAVORS&FRAGRA COM	COM	459506101	6,221	209,331	SH		Sole	01	209,331		
ISHARES TR BARCLYS 10-20YR	ETF	464288653	9	70	SH		Sole	01	70		
ISHARES TR BARCLYS 1-3 YR	ETF	464287457	25,437	300,464	SH		Sole	01	300,464		
ISHARES TR BARCLYS 1-3YR CR	ETF	464288646	530	5,259	SH		Sole	01	5,259		
ISHARES TR BARCLYS 20+ YR	ETF	464287432	11	88	SH		Sole	01	88		
ISHARES TR BARCLYS 3-7 YR	ETF	464288661	16,524	142,989	SH		Sole	01	142,989		
ISHARES TR BARCLYS INTER CR	ETF	464288638	9,783	102,216	SH		Sole	01	102,216		
ISHARES TR BARCLYS SH TREA	ETF	464288679	7,947	71,990	SH		Sole	01	71,990		
ISHARES TR BARCLYS TIPS BD	ETF	464287176	5,852	58,966	SH		Sole	01	58,966		
ISHARES TR DJ US INDEX FD	ETF	464287846	2,947	66,845	SH		Sole	01	66,845		
ISHARES TR LRGE CORE INDX	ETF	464287127	1	17	SH		Sole	01	17		
ISHARES TR MSCI ACWI EX	ETF	464288240	3,073	100,030	SH		Sole	01	100,030		
ISHARES TR MSCI ACWI INDX	ETF	464288257	9,283	286,324	SH		Sole	01	286,324		
ISHARES TR MSCI EAFE IDX	ETF	464287465	4,835	107,788	SH		Sole	01	107,788		
ISHARES TR MSCI EMERG MKT	ETF	464287234	893	35,755	SH		Sole	01	35,755		
ISHARES TR MSCI GRW IDX	ETF	464288885	9,546	210,039	SH		Sole	01	210,039		
ISHARES TR MSCI SMALL CAP	ETF	464288273	4,501	175,052	SH		Sole	01	175,052		
ISHARES TR MSCI VAL IDX	ETF	464288877	7,221	178,069	SH		Sole	01	178,069		
ISHARES TR RUSL 3000 VALU	ETF	464287663	353	5,455	SH		Sole	01	5,455		
ISHARES TR RUSSELL 1000	ETF	464287622	12,450	254,759	SH		Sole	01	254,759		
ISHARES TR RUSSELL MCP VL	ETF	464287473	11,331	398,408	SH		Sole	01	398,408		
ISHARES TR RUSSELL MIDCAP	ETF	464287499	109	1,825	SH		Sole	01	1,825		
ISHARES TR RUSSELL1000GRW	ETF	464287614	1,652	44,572	SH		Sole	01	44,572		
ISHARES TR RUSSELL1000VAL	ETF	464287598	3,999	80,757	SH		Sole	01	80,757		
ISHARES TR S&P 100 IDX FD	ETF	464287101	1,617	37,419	SH		Sole	01	37,419		
ISHARES TR S&P 500 INDEX	ETF	464287200	1	16	SH		Sole	01	16		
ISHARES TR S&P DEV EX-US	ETF	464288422	1,090	46,029	SH		Sole	01	46,029		
ISHARES TR S&P GBL ENER	ETF	464287341	13,622	465,542	SH		Sole	01	465,542		
ISHARES TR S&P GL UTILITI	ETF	464288711	22,800	485,929	SH		Sole	01	485,929		
ISHARES TR S&P GLB100INDX	ETF	464287572	6,183	123,307	SH		Sole	01	123,307		
ISHARES TR S&P500 GRW	ETF	464287309	68,203	1,517,980	SH		Sole	01	1,517,980		
ISHARES TR US PFD STK IDX	ETF	464288687	3,007	102,959	SH		Sole	01	102,959		
JABIL CIRCUIT INC COM	COM	466313103	1,440	213,338	SH		Sole	01	213,338		
JACK IN THE BOX INC COM	COM	466367109	2	73	SH		Sole	01	73		
JAKKS PAC INC COM	COM	47012E106	184	8,900	SH		Sole	01	8,900		
JARDEN CORP COM	COM	471109108	126	10,956	SH		Sole	01	10,956		
JOHNSON & JOHNSON COM	COM	478160104	12,781	213,617	SH		Sole	01	213,617		
JPMORGAN & CHASE & CO COM	COM	46625H100	5,689	180,438	SH		Sole	01	180,438		

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									SOLE	SHARED NONE
KANSAS CITY SOUTHERN COM NEW	COM	485170302	1	51	SH		Sole	01	51	
KB FINANCIAL GROUP INC SPONSORED ADR	ADR	48241A105	1,376	52,527	SH		Sole	01	52,527	
KELLOGG CO COM	COM	487836108	2	51	SH		Sole	01	51	
KEYCORP NEW COM	COM	493267108	81	9,497	SH		Sole	01	9,497	
KONINKLIJKE PHILIPS ELECTRS NY REG SH NEW	NEW	500472303	10,923	549,744	SH		Sole	01	549,744	
KRAFT FOODS INC CL A	CL A	50075N104	6,016	224,055	SH		Sole	01	224,055	
K-SWISS INC CL A	CL A	482686102	2,494	218,734	SH		Sole	01	218,734	
L-3 COMMUNICATIONS HLDGS INC COM	COM	502424104	3	45	SH		Sole	01	45	
LEAR CORP COM	COM	521865105	186	131,596	SH		Sole	01	131,596	
LIBERTY GLOBAL INC COM SER A	COM	530555101	0	2	SH		Sole	01	2	
LIBERTY GLOBAL INC COM SER C	COM	530555309	0	2	SH		Sole	01	2	
LIBERTY MEDIA CORP NEW CAP COM SER A	COM	53071M302	0	53	SH		Sole	01	53	
LIBERTY MEDIA CORP NEW ENT COM SER A	COM	53071M500	2	124	SH		Sole	01	124	
LIBERTY MEDIA CORP NEW INT COM SER A	COM	53071M104	1	161	SH		Sole	01	161	
LIFE TECHNOLOGIES CORP COM ADDED	COM	53217V109	2	74	SH		Sole	01	74	
LKQ CORP COM	COM	501889208	1,114	95,554	SH		Sole	01	95,554	
LORILLARD INC COM	COM	544147101	3	45	SH		Sole	01	45	
LOWES COS INC COM	COM	548661107	22,043	1,024,307	SH		Sole	01	1,024,307	
M/I HOMES INC COM	COM	55305B101	1,942	184,233	SH		Sole	01	184,233	
MARINEMAX INC COM	COM	567908108	1,061	312,891	SH		Sole	01	312,891	
MARSHALL & ILSLEY CORP NEW COM	COM	571837103	108	7,908	SH		Sole	01	7,908	
MBIA INC COM	COM	55262C100	1,111	272,984	SH		Sole	01	272,984	
MCDONALDS CORP COM	COM	580135101	16,818	270,433	SH		Sole	01	270,433	
MEMC ELECTR MATLS INC COM	COM	552715104	2,764	193,531	SH		Sole	01	193,531	
MICROSOFT CORP COM	COM	594918104	6,149	316,309	SH		Sole	01	316,309	
MIDCAP SPDR TR UNIT SER 1	UIT	595635103	581	5,980	SH		Sole	01	5,980	
MITSUBISHI UFJ FINL GROUP	SPONSORED ADR	606822104	15,126	2,435,826	SH		Sole	01	2,435,826	
NALCO HOLDING COMPANY COM	COM	62985Q101	6,658	576,957	SH		Sole	01	576,957	
NATIONAL CITY CORP COM	COM	635405103	72	39,788	SH		Sole	01	39,788	
NATIONAL GRID PLC SPON ADR NEW	SPONSORED ADR	636274300	17,282	342,493	SH		Sole	01	342,493	
NATIONAL OILWELL VARCO INC COM	COM	637071101	0	13	SH		Sole	01	13	
NEW YORK CMNTY BANCORP INC COM	COM	649445103	2	193	SH		Sole	01	193	
NEWS CORP CL A	CL A	65248E104	3,059	336,555	SH		Sole	01	336,555	
NEWTEK BUSINESS SERVICES INC.	COM	652526104	32	146,141	SH		Sole	01	146,141	
NFJ DIVID INT & PREM STRTGY COM SHS	COM	65337H109	2,029	156,679	SH		Sole	01	156,679	
NIKE INC CL B	CL B	654106103	12,515	245,400	SH		Sole	01	245,400	
NOKIA CORP SPONSORED ADR	SPONSORED ADR	654902204	3,750	240,394	SH		Sole	01	240,394	
NORTHEAST UTILS COM	COM	664397106	3	138	SH		Sole	01	138	
NORTHERN TR CORP COM	COM	665859104	1,635	31,367	SH		Sole	01	31,367	
NOVARTIS A G SPONSORED ADR	SPONSORED ADR	66987V109	29,001	582,825	SH		Sole	01	582,825	
NOVO-NORDISK A S ADR	ADR	670100205	6,929	134,840	SH		Sole	01	134,840	
NRG ENERGY INC COM NEW	COM	629377508	3,261	139,795	SH		Sole	01	139,795	
NSTAR COM	COM	67019E107	3	69	SH		Sole	01	69	
NTELOS HLDGS CORP COM	COM	67020Q107	5	189	SH		Sole	01	189	
NTT DOCOMO INC SPONS ADR	ADR	62942M201	8,559	436,245	SH		Sole	01	436,245	

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								SOLE	SHARED	NONE
NUVEEN EQTY PRM OPPORTUNITYF COM	COM	6706EM102	2,349	219,912	SH	Sole	01	219,912		
NUVEEN INSD DIVID ADVANTAGE COM	COM	67071L106	1	125	SH	Sole	01	125		
O REILLY AUTOMOTIVE INC COM	COM	686091109	166	5,414	SH	Sole	01	5,414		
OCEANEERING INTL INC COM	COM	675232102	109	3,735	SH	Sole	01	3,735		
OLD REP INTL CORP COM	COM	680223104	3,072	257,728	SH	Sole	01	257,728		
OMNICOM GROUP INC COM	COM	681919106	1	41	SH	Sole	01	41		
OPEN JT STK CO-VIMPEL COMMUN	SPONSORED ADR	68370R109	634	88,492	SH	Sole	01	88,492		
ORACLE CORP COM	COM	68389X105	18,158	1,024,140	SH	Sole	01	1,024,140		
PACCAR INC COM	COM	693718108	4,676	163,488	SH	Sole	01	163,488		
PALL CORP COM	COM	696429307	14,261	501,611	SH	Sole	01	501,611		
PAR PHARMACEUTICAL COS INC COM	COM	69888P106	182	13,586	SH	Sole	01	13,586		
PEPSICO INC COM	COM	713448108	18,397	335,894	SH	Sole	01	335,894		
PETROLEO BRASILEIRO SA PETRO	SPONSORED ADR	71654V408	5,316	217,079	SH	Sole	01	217,079		
PG&E CORP COM	COM	69331C108	4,687	121,082	SH	Sole	01	121,082		
PHARMACEUTICAL PROD DEV INC COM	COM	717124101	3,041	104,839	SH	Sole	01	104,839		
PHILIP MORRIS INTL INC COM	COM	718172109	12,506	287,428	SH	Sole	01	287,428		
POPULAR INC COM	COM	733174106	1,580	306,151	SH	Sole	01	306,151		
POSCO SPONSORED ADR	ADR	693483109	2,090	27,771	SH	Sole	01	27,771		
POTASH CORP SASK INC COM	COM	73755L107	22	300	SH	Sole	01	300		
POWERSHARES ETF TRUST DYNM LRG CP	ETF	73935X609	1,280	118,926	SH	Sole	01	118,926		
POWERSHARES ETF TRUST ZACKS MC PRT	ETF	73935X740	497	56,268	SH	Sole	01	56,268		
POWERSHARES GLOBAL ETF TRUST AGG	ETF	73936T565	73	5,854	SH	Sole	01	5,854		
POWERSHARES GLOBAL ETF TRUST DEV INL	ETF	73936T805	3,379	289,625	SH	Sole	01	289,625		
POWERSHARES GLOBAL ETF TRUST DEV MK	ETF	73936T789	3,197	112,501	SH	Sole	01	112,501		
POWERSHARES GLOBAL ETF TRUST EMER	ETF	73936T763	51	3,696	SH	Sole	01	3,696		
POWERSHARES GLOBAL ETF TRUST INSUR	ETF	73936T474	998	47,143	SH	Sole	01	47,143		
POWERSHS DB MULTI SECT COMM DB ENE	ETF	73936B101	450	22,422	SH	Sole	01	22,422		
PPL CORP COM	COM	69351T106	3,551	115,706	SH	Sole	01	115,706		
PRAXAIR INC COM	COM	74005P104	9,628	162,197	SH	Sole	01	162,197		
PROCTER & GAMBLE CO COM	COM	742718109	38,548	623,551	SH	Sole	01	623,551		
PROSHARES TR PSHS CONSMR SVCS	SVCS	74347R636	18,648	219,959	SH	Sole	01	219,959		
PROSHARES TR PSHS ULTRA FINL	PRO	74347R743	6	1,000	SH	Sole	01	1,000		
PUBLIC SVC ENTERPRISE GROUP COM	COM	744573106	858	29,400	SH	Sole	01	29,400		
QUEST DIAGNOSTICS INC COM	COM	74834L100	248	4,784	SH	Sole	01	4,784		
RESEARCH IN MOTION LTD COM	COM	760975102	2,997	73,844	SH	Sole	01	73,844		
ROPER INDS INC NEW COM	COM	776696106	2,919	67,250	SH	Sole	01	67,250		
ROYAL CARIBBEAN CRUISES LTD COM	COM	V7780T103	90	6,525	SH	Sole	01	6,525		
RYDEX ETF TRUST S&P 500 EQ TRD	ETF	78355W106	2,079	74,787	SH	Sole	01	74,787		
SANDISK CORP COM	COM	80004C101	1	55	SH	Sole	01	55		
SARA LEE CORP COM	COM	803111103	2,595	265,088	SH	Sole	01	265,088		
SATYAM COMPUTER SERVICES LTD ADR	ADR	804098101	72	8,008	SH	Sole	01	8,008		
SCHEIN HENRY INC COM	COM	806407102	2,466	67,210	SH	Sole	01	67,210		
SCHERING PLOUGH CORP COM	COM	806605101	1,080	63,434	SH	Sole	01	63,434		
SCHLUMBERGER LTD COM	COM	806857108	6	134	SH	Sole	01	134		
SEAGATE TECHNOLOGY SHS	COM	G7945J104	0	77	SH	Sole	01	77		

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SELECT SECTOR SPDR TR SBI INT-UTILS	COM	81369Y886	1,750	60,295	SH	Sole	01	60,295		
SEMPRA ENERGY COM	COM	816851109	1,186	27,816	SH	Sole	01	27,816		
SINGAPORE FD INC COM	COM	82929L109	0	34	SH	Sole	01	34		
SMITHFIELD FOODS INC COM	COM	832248108	206	14,670	SH	Sole	01	14,670		
SNAP ON INC COM	COM	833034101	2	40	SH	Sole	01	40		
SONIC CORP COM	COM	835451105	943	77,492	SH	Sole	01	77,492		
SPDR INDEX SHS FDS DJWS INTL REAL	ETF	78463X863	2,244	82,882	SH	Sole	01	82,882		
SPDR INDEX SHS FDS EMERG MKTS ETF	ETF	78463X509	138	3,681	SH	Sole	01	3,681		
SPDR INDEX SHS FDS MSCI ACWI EXUS	MSCI ACWI EXUS	78463X848	3,567	152,964	SH	Sole	01	152,964		
SPDR INDEX SHS FDS S&P INTL SMLCP	ETF	78463X871	2,534	136,101	SH	Sole	01	136,101		
SPDR INDEX SHS FDS S&P WRLD EX US	ETF	78463X889	0	8	SH	Sole	01	8		
SPDR SERIES TRUST DJWS LARGE CAP	ETF	78464A854	3,286	79,051	SH	Sole	01	79,051		
SPDR SERIES TRUST DJWS LGCAP GRW	ETF	78464A409	0	3	SH	Sole	01	3		
SPDR SERIES TRUST DJWS SMALL CAP	ETF	78464A813	1,901	50,357	SH	Sole	01	50,357		
SPDR SERIES TRUST LEHMAN YLD ETF	ETF	78464A417	249	7,679	SH	Sole	01	7,679		
SPDR SERIES TRUST SPDR SR TR	ETF	78464A680	22,767	497,204	SH	Sole	01	497,204		
ST MARY LD & EXPL CO COM	COM	792228108	1	31	SH	Sole	01	31		
STANDARD PAC CORP NEW COM	COM	85375C101	1,208	678,587	SH	Sole	01	678,587		
STAPLES INC COM	COM	855030102	2,929	163,430	SH	Sole	01	163,430		
STATE STR CORP COM	COM	857477103	11,087	281,906	SH	Sole	01	281,906		
STEWART INFORMATION SVCS COR COM	COM	860372101	2,769	117,881	SH	Sole	01	117,881		
SVB FINL GROUP COM	COM	78486Q101	108	4,107	SH	Sole	01	4,107		
SYMANTEC CORP COM	COM	871503108	7,176	530,789	SH	Sole	01	530,789		
SYNGENTA AG SPONSORED ADR	ADR	87160A100	17,172	438,720	SH	Sole	01	438,720		
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	2,736	346,389	SH	Sole	01	346,389		
TARGET CORP COM	COM	87612E106	14,685	425,278	SH	Sole	01	425,278		
TENARIS S A SPONSORED ADR	ADR	88031M109	97	4,640	SH	Sole	01	4,640		
TERRA INDS INC COM	COM	880915103	0	26	SH	Sole	01	26		
TEVA PHARMACEUTICAL INDS LTD ADR	ADR	881624209	2,776	65,202	SH	Sole	01	65,202		
TORCHMARK CORP COM	COM	891027104	2	37	SH	Sole	01	37		
TOTAL S A SPONSORED ADR	SPONSORED ADR	89151E109	21,921	396,394	SH	Sole	01	396,394		
TOYOTA MOTOR CORP SP ADR REP2COM	SPONSORED ADR	892331307	9,528	145,596	SH	Sole	01	145,596		
TRACTOR SUPPLY CO COM	COM	892356106	129	3,574	SH	Sole	01	3,574		
TYCO ELECTRONICS LTD COM NEW	NEW	G9144P105	4,393	271,023	SH	Sole	01	271,023		
TYCO INTL LTD BERMUDA SHS	SHS	G9143X208	4,394	203,430	SH	Sole	01	203,430		
UAL CORP.	COM	902549807	27	2,409	SH	Sole	01	2,409		
UBS AG SHS NEW	NEW	H89231338	4,013	280,617	SH	Sole	01	280,617		
UNITED TECHNOLOGIES CORP COM	COM	913017109	12,895	240,584	SH	Sole	01	240,584		
UNITEDHEALTH GROUP INC COM	COM	91324P102	4	165	SH	Sole	01	165		
UNUM GROUP COM	COM	91529Y106	4	213	SH	Sole	01	213		
VANGUARD BD INDEX FD INC SHORT TRM	ETF	921937827	10,510	130,477	SH	Sole	01	130,477		
VANGUARD INDEX FDS LARGE CAP ETF	ETF	922908637	6,193	151,972	SH	Sole	01	151,972		
VANGUARD INDEX FDS SMALL CP ETF	ETF	922908751	247	5,818	SH	Sole	01	5,818		
VANGUARD INDEX FDS VALUE ETF	ETF	922908744	2,618	63,612	SH	Sole	01	63,612		
VANGUARD INTL EQUITY INDEX F ALLWRLD	INDEX	922042775	3,173	98,172	SH	Sole	01	98,172		

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VANGUARD INTL EQUITY INDEX F EMR MKT	ETF	922042858	1,102	46,746	SH		Sole	01	46,746		
VANGUARD TAX-MANAGED FD EUROPE PAC	ETF	921943858	6,668	242,734	SH		Sole	01	242,734		
VANGUARD WORLD FD MEGA CAP INDEX	INDEX	921910873	3,013	95,625	SH		Sole	01	95,625		
VANGUARD WORLD FD MEGA GRWTH IND	ETF	921910816	2,082	66,072	SH		Sole	01	66,072		
VANGUARD WORLD FDS UTILITIES ETF	ETF	92204A876	38	615	SH		Sole	01	615		
VARIAN MED SYS INC COM	COM	92220P105	0	3	SH		Sole	01	3		
VCA ANTECH INC COM	COM	918194101	1,796	90,330	SH		Sole	01	90,330		
VEOLIA ENVIRONNEMENT SPONSORED ADR	SPONSORED ADR	92334N103	3,359	105,935	SH		Sole	01	105,935		
VERIZON COMMUNICATIONS INC.	COM	92343V104	28	832	SH		Sole	01	832		
VODAFONE GROUP PLC NEW SPONS ADR	ADR	92857W209	12,667	619,695	SH		Sole	01	619,695		
WAL MART STORES INC COM	COM	931142103	10,143	180,927	SH		Sole	01	180,927		
WALGREEN CO COM	COM	931422109	8,880	359,949	SH		Sole	01	359,949		
WALTER INDS INC COM	COM	93317Q105	1	35	SH		Sole	01	35		
WASHINGTON FED INC COM	COM	938824109	2	132	SH		Sole	01	132		
WATERS CORP COM	COM	941848103	4,777	130,350	SH		Sole	01	130,350		
WEATHERFORD INTERNATIONAL LT COM	COM	G95089101	3	280	SH		Sole	01	280		
WILLIAMS COS INC DEL COM	COM	969457100	1,230	84,923	SH		Sole	01	84,923		
WIMM BILL DANN FOODS OJSC SPONSORED	ADR	97263M109	673	25,597	SH		Sole	01	25,597		
WISDOMTREE TRUST INTL DV TOP100	ETF	97717W786	3,350	97,925	SH		Sole	01	97,925		
WISDOMTREE TRUST INTL UTILITIES	UTILITIES	97717W653	2,436	103,981	SH		Sole	01	103,981		
WISDOMTREE TRUST LARGE CAP DIVID	ETF	97717W307	0	7	SH		Sole	01	7		
WYETH COM	COM	983024100	3,685	98,228	SH		Sole	01	98,228		
XL CAP LTD CL A	CL A	G98255105	85	22,864	SH		Sole	01	22,864		