

# GENWORTH FINANCIAL INC

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

Filed 05/05/10 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 ; 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>May 5, 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: 254 lines

Form 13F Information Table Value Total: 1,145,335

(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		
	TITLE		VALUE	SHRS OR SH/	PUT/	INVESTMENT	OTHER	VOTING AUTHORITY	
NAME OF ISSUER	OF CLASS	CUSIP	(x\$1000)	PRN AMT PRN	CALL	DISCRETION	MANAGERS	SOLE	SHARED NONE
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 AD	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		
	TITLE		VALUE	SHRS OR SH/	PUT/	INVESTMENT	OTHER	VOTING AUTHORITY	
NAME OF ISSUER	OF CLASS	CUSIP	(x\$1000)	PRN AMT PRN	CALL	DISCRETION	MANAGERS	SOLE	SHARED NONE
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	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 SPONSORE	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	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	
CMS ENERGY CORP COM	COM	125896100	4,346	281,095 SH		Sole	01	281,095	

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								SOLE	SHARED	NONE
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 C	COM	205826209	1,142	35,661	SH	Sole	01	35,661		
CONSTELLATION ENERGY GROUP	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		
ENTERGY CORP NEW COM	COM	29364G103	2,236	27,489	SH	Sole	01	27,489		

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									SOLE	SHARED NONE
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 SPON	SPONSORED ADR	456788108	2,013	34,221	SH		Sole	01	34,221	
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	

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								SOLE	SHARED	NONE	
INTERNATIONAL BUSINESS MACHS	COM	459200101	33,701	262,773	SH		Sole	01	262,773		
ISHARES TR AGENCY BD FD	ETF	464288166	136	1,258	SH		Sole	01	1,258		
ISHARES TR BARCLYS 1-3YR CR	ETF	464288646	1,244	11,890	SH		Sole	01	11,890		
ISHARES TR DJ INTL SEL DIVD	ETF	464288448	743	23,521	SH		Sole	01	23,521		
ISHARES TR INDEX BARCLYS 1-3 YR	ETF	464287457	1,147	13,760	SH		Sole	01	13,760		
ISHARES TR INDEX BARCLYS 7-10 YR	ETF	464287440	4,028	45,004	SH		Sole	01	45,004		
ISHARES TR INDEX BARCLYS TIPS BD	ETF	464287176	6,462	62,195	SH		Sole	01	62,195		
ISHARES TR INDEX DJ SEL DIV INX	ETF	464287168	744	16,176	SH		Sole	01	16,176		
ISHARES TR INDEX MSCI EMERG MKT	ETF	464287234	53,950	1,280,795	SH		Sole	01	1,280,795		
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 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&P500 GRW	ETF	464287309	5,713	95,340	SH		Sole	01	95,340		
ISHARES TR MSCI GRW IDX	ETF	464288885	14,712	259,745	SH		Sole	01	259,745		
ISHARES TR MSCI VAL IDX	ETF	464288877	14,688	289,998	SH		Sole	01	289,998		
ISHARES TR S&P GL UTILITI	ETF	464288711	13,381	292,875	SH		Sole	01	292,875		
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		



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								SOLE	SHARED NONE
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	
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	649445103	3	193	SH	Sole	01	193	
NEWTEK BUSINESS SERVICES INC.	COM	652526104	183	146,141	SH	Sole		146,141	

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NAME OF ISSUER	TITLE	CUSIP	VALUE	SHRS OR SH/	PUT/	INVESTMENT	OTHER	VOTING AUTHORITY	
	OF CLASS		(x\$1000)	PRN	CALL	DISCRETION	MANAGERS	SOLE	SHARED NONE
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 OPPORTUNITYF	COM	6706EM102	5,564	415,543	SH	Sole	01	415,543	
OCEANERING 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	
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	
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	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	

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COLUMN 7	COLUMN 8		
	TITLE		VALUE	SHRS OR SH/	PUT/	INVESTMENT	OTHER	VOTING AUTHORITY	
NAME OF ISSUER	OF CLASS	CUSIP	(x\$1000)	PRN AMT PRN	CALL	DISCRETION	MANAGERS	SOLE	SHARED NONE
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	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	
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	
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	881624209	2,199	34,862 SH		Sole	01	34,862	

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COLUMN 7	COLUMN 8				
							VOTING AUTHORITY				
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION	OTHER MANAGERS	SOLE	SHARED	NONE
TOTAL S A SPONSORED ADR	SPONSORED ADR	89151E109	4,815	82,985	SH		Sole	01	82,985		
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 SH	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		
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		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR SH/ PRN AMT PRN	PUT/ CALL	INVESTMENT DISCRETION	OTHER MANAGERS	VOTING AUTHORITY	
								SOLE	SHARED NONE
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	