

GENWORTH FINANCIAL INC

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

Filed 11/04/10 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 [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: 373 lines

Form 13F Information Table Value Total: 1,469,273

(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
NAME OF ISSUER	OF CLASS	(x\$1000)	PRN AMT	PRN	CALL	DISCRETION	MANAGERS
		CUSIP					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

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 PRN	OR AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION	OTHER MANAGERS	VOTING AUTHORITY	
										SOLE	SHARED NONE
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	
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	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	

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	OF CLASS		(x\$1000)	PRN	AMT	PRN	CALL	DISCRETION	MANAGERS	SOLE
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	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		11,466	
DENTSPLY INTL INC NEW COM	COM	249030107	8,118	287,461	SH		Sole	01	287,461	

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	OF CLASS		(x\$1000)	PRN AMT	PRN	CALL		DISCRETION	MANAGERS	SOLE	SHARED
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	COM	25470F104	0		7 SH		Sole	01			7
DISCOVERY COMMUNICATNS NEW COM	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
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
ENTERGY 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				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				1,473,379

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								SOLE	SHARED NONE
FIRST SOLAR INC COM	COM	336433107	28	200	SH		Sole	01	200
FIRST TR EXCHANGE TRADED FD UTILITIE	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 PPTYS 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 TELEVISA 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		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
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

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									SOLE	SHARED	NONE
INFOSYS TECHNOLOGIES LTD	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	25,715	303,749	SH		Sole	01	303,749		
ISHARES TR BARCLYS 1-3YR CR	ETF	464288646	665	6,598	SH		Sole	01	6,598		
ISHARES TR BARCLYS 20+ YR	ETF	464287432	714	5,983	SH		Sole	01	5,983		
ISHARES TR BARCLYS 3-7 YR	ETF	464288661	16,524	142,989	SH		Sole	01	142,989		
ISHARES TR BARCLYS 7-10 YR	ETF	464287440	647	6,568	SH		Sole	01	6,568		
ISHARES TR BARCLYS CR BD	ETF	464288620	56	586	SH		Sole	01	586		
ISHARES TR BARCLYS INTER CR	ETF	464288638	9,783	102,216	SH		Sole	01	102,216		
ISHARES TR BARCLYS MBS BD	ETF	464288588	754	7,185	SH		Sole	01	7,185		
ISHARES TR BARCLYS SH TREA	ETF	464288679	8,129	73,639	SH		Sole	01	73,639		
ISHARES TR BARCLYS TIPS BD	ETF	464287176	6,723	67,749	SH		Sole	01	67,749		
ISHARES TR BARCLYS US AGG B	ETF	464287226	109	1,047	SH		Sole	01	1,047		
ISHARES TR DJ HEALTH CARE	ETF	464288828	2	49	SH		Sole	01	49		
ISHARES TR DJ US INDEX FD	ETF	464287846	2,947	66,845	SH		Sole	01	66,845		
ISHARES TR DJ US TECH SEC	ETF	464287721	25	698	SH		Sole	01	698		
ISHARES TR DJ US TELECOMM	ETF	464287713	5	319	SH		Sole	01	319		
ISHARES TR IBOXX INV CPBD	ETF	464287242	340	3,347	SH		Sole	01	3,347		
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		

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								SOLE	SHARED	NONE
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 NYSE COMP INDX	ETF	464287143	14	263	SH	Sole	01	263		
ISHARES TR RUSL 2000 VALU	ETF	464287630	20	414	SH	Sole	01	414		
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 3000	ETF	464287689	3	65	SH	Sole	01	65		
ISHARES TR RUSSELL MCP GR	ETF	464287481	6	188	SH	Sole	01	188		
ISHARES TR RUSSELL MCP VL	ETF	464287473	11,331	398,408	SH	Sole	01	398,408		
ISHARES TR RUSSELL MIDCAP	ETF	464287499	122	2,050	SH	Sole	01	2,050		
ISHARES TR RUSSELL1000GRW	ETF	464287614	1,664	44,896	SH	Sole	01	44,896		
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	119	1,322	SH	Sole	01	1,322		
ISHARES TR S&P 500 VALUE	ETF	464287408	83	1,829	SH	Sole	01	1,829		
ISHARES TR S&P DEV EX-US	ETF	464288422	1,090	46,029	SH	Sole	01	46,029		
ISHARES TR S&P EURO PLUS	ETF	464287861	26	832	SH	Sole	01	832		
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&P LTN AM 40	ETF	464287390	12	475	SH	Sole	01	475		
ISHARES TR S&P MIDCP VALU	ETF	464287705	5	98	SH	Sole	01	98		
ISHARES TR S&P NATL MUN B	ETF	464288414	705	7,083	SH	Sole	01	7,083		
ISHARES TR S&P SMLCP VALU	ETF	464287879	6	117	SH	Sole	01	117		
ISHARES TR S&P500 GRW	ETF	464287309	68,203	1,517,980	SH	Sole	01	1,517,980		

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 NONE
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	
KANSAS CITY SOUTHERN COM NEW	COM	485170302	1	51	SH		Sole	01	51	
KB FINANCIAL GROUP INC SPONSORED	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	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	COM	53071M302	0	53	SH		Sole	01	53	
LIBERTY MEDIA CORP NEW ENT COM SER	COM	53071M500	2	124	SH		Sole	01	124	
LIBERTY MEDIA CORP NEW INT COM SER	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	

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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
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	588	6,057	SH		Sole	01	6,057
MITSUBISHI UFJ FINL GROUP IN SPONSOR	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
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

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	TITLE	VALUE	SHRS OR	SH/	PUT/	INVESTMENT	OTHER
NAME OF ISSUER	OF CLASS	(x\$1000)	PRN AMT	PRN	CALL	DISCRETION	MANAGERS
		CUSIP					VOTING AUTHORITY
							SOLE SHARED NONE
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	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 SPON	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 DB G10 CURCY HAR COM	ETF	73935Y102	345	17,762	SH	Sole	01 17,762
POWERSHARES ETF TRUST DYNM LRG CP	ETF	73935X609	1,280	118,926	SH	Sole	01 118,926
POWERSHARES ETF TRUST ZACKS MC	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	ETF	73936T805	3,379	289,625	SH	Sole	01 289,625
POWERSHARES GLOBAL ETF TRUST DEV	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	ETF	73936T474	1,890	89,234	SH	Sole	01 89,234
POWERSHS DB MULTI SECT COMM DB	ETF	73936B101	450	22,422	SH	Sole	01 22,422
PPL CORP COM	COM	69351T106	3,551	115,706	SH	Sole	01 115,706

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	OF CLASS		(x\$1000)	PRN AMT	PRN	CALL	DISCRETION	MANAGERS	SOLE	SHARED	NONE
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		
SELECT SECTOR SPDR TR SBI CONS	ETF	81369Y407	13	609	SH		Sole	01	609		
SELECT SECTOR SPDR TR SBI CONS	ETF	81369Y308	25	1,059	SH		Sole	01	1,059		
SELECT SECTOR SPDR TR SBI HEALTHC	ETF	81369Y209	27	1,008	SH		Sole	01	1,008		
SELECT SECTOR SPDR TR SBI INT-ENER	ETF	81369Y506	24	501	SH		Sole	01	501		
SELECT SECTOR SPDR TR SBI INT-FINL	ETF	81369Y605	24	1,931	SH		Sole	01	1,931		
SELECT SECTOR SPDR TR SBI INT-INDS	ETF	81369Y704	16	704	SH		Sole	01	704		
SELECT SECTOR SPDR TR SBI INT-UTILS	COM	81369Y886	1,760	60,617	SH		Sole	01	60,617		
SELECT SECTOR SPDR TR SBI MATERIALS	ETF	81369Y100	5	232	SH		Sole	01	232		
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		

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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	2,612	96,472	SH	Sole	01	96,472	
SPDR INDEX SHS FDS EMERG MKTS ETF	ETF	78463X509	217	5,776	SH	Sole	01	5,776	
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	3,461	185,855	SH	Sole	01	185,855	
SPDR INDEX SHS FDS S&P WRLD EX US	ETF	78463X889	245	13,061	SH	Sole	01	13,061	
SPDR SERIES TRUST BARCL CAP TIPS	ETF	78464A656	64	1,363	SH	Sole	01	1,363	
SPDR SERIES TRUST DB INT GVT ETF	ETF	78464A490	66	1,376	SH	Sole	01	1,376	
SPDR SERIES TRUST DJ WLSH REIT ETF	ETF	78464A607	1,016	25,064	SH	Sole	01	25,064	
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	1,946	51,540	SH	Sole	01	51,540	
SPDR SERIES TRUST LEH AGGR BOND	ETF	78464A649	305	5,479	SH	Sole	01	5,479	
SPDR SERIES TRUST LEH MUN BD ETF	ETF	78464A458	1,303	60,852	SH	Sole	01	60,852	
SPDR SERIES TRUST LEHMAN YLD ETF	ETF	78464A417	563	17,370	SH	Sole	01	17,370	
SPDR SERIES TRUST LEHMN INTL ETF	ETF	78464A516	342	6,283	SH	Sole	01	6,283	
SPDR SERIES TRUST SHRT TERM MUNI	ETF	78464A425	358	15,212	SH	Sole	01	15,212	
SPDR SERIES TRUST SPDR SR TR	ETF	78464A680	22,767	497,204	SH	Sole	01	497,204	
SPDR TR UNIT SER 1	ETF	78462F103	745	8,261	SH	Sole	01	8,261	
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	

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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		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 GROWTH ETF	ETF	922908736	2,079	52,629	SH		Sole	01	52,629	
VANGUARD INDEX FDS LARGE CAP ETF	ETF	922908637	6,193	151,972	SH		Sole	01	151,972	
VANGUARD INDEX FDS MCAP VL IDXVIP	ETF	922908512	9	287	SH		Sole	01	287	
VANGUARD INDEX FDS SM CP VAL ETF	ETF	922908611	550	12,968	SH		Sole	01	12,968	
VANGUARD INDEX FDS SMALL CP ETF	ETF	922908751	247	5,818	SH		Sole	01	5,818	
VANGUARD INDEX FDS SML CP GRW ETF	ETF	922908595	551	13,094	SH		Sole	01	13,094	
VANGUARD INDEX FDS VALUE ETF	ETF	922908744	5,750	139,687	SH		Sole	01	139,687	
VANGUARD INTL EQUITY INDEX F ALLWR	INDEX	922042775	3,173	98,172	SH		Sole	01	98,172	

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								SOLE	SHARED NONE
VANGUARD INTL EQUITY INDEX F EMR	ETF	922042858	2,349	99,657	SH	Sole	01	99,657	
VANGUARD INTL EQUITY INDEX F EURPE	ETF	922042874	2,649	69,066	SH	Sole	01	69,066	
VANGUARD INTL EQUITY INDEX F PACIFIC	ETF	922042866	1,155	26,351	SH	Sole	01	26,351	
VANGUARD TAX-MANAGED FD EUROPE	ETF	921943858	8,028	292,237	SH	Sole	01	292,237	
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	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	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 SPONSOR	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	