

GENWORTH FINANCIAL INC

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

Filed 02/08/11 for the Period Ending 12/31/10

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: December 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>February 8, 2011</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: 343 lines

Form 13F Information Table Value Total: 2,440,049

(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	17,648	204,501	SH		Sole	01	204,501		
ABB LTD SPONSORED ADR	SPONSORED ADR	000375204	3,780	168,383	SH		Sole	01	168,383		
ABBOTT LABS COM	COM	002824100	11,351	236,928	SH		Sole	01	236,928		
ABERCROMBIE & FITCH CO CL A	CL A	002896207	5,005	86,850	SH		Sole	01	86,850		
AES CORP COM	COM	00130H105	7,188	590,139	SH		Sole	01	590,139		
AFFILIATED MANAGERS GROUP COM	COM	008252108	6,669	67,212	SH		Sole	01	67,212		
AIR PRODS & CHEMS INC COM	COM	009158106	5,903	64,907	SH		Sole	01	64,907		
ALBEMARLE CORP COM	COM	012653101	6,014	107,816	SH		Sole	01	107,816		
ALEXANDER & BALDWIN INC COM	COM	014482103	1,222	30,527	SH		Sole	01	30,527		
ALLEGHENY ENERGY INC COM	COM	017361106	467	19,256	SH		Sole	01	19,256		
ALTERA CORP COM	COM	021441100	1,796	50,480	SH		Sole	01	50,480		
AMEDISYS INC COM	COM	023436108	1,044	31,173	SH		Sole	01	31,173		
AMERICA MOVIL SAB DE CV SPON ADR L	ADR	02364W105	1,968	34,321	SH		Sole	01	34,321		
AMERICAN ELEC PWR INC COM	COM	025537101	2,181	60,623	SH		Sole	01	60,623		
AMERICAN EXPRESS CO COM	COM	025816109	0	2	SH		Sole	01	2		
AMERICAN MED SYS HLDGS INC COM	COM	02744M108	948	50,250	SH		Sole	01	50,250		
ANHEUSER BUSCH INBEV SA/NV SPON	SPONSORED ADR	03524A108	3,889	68,113	SH		Sole	01	68,113		
APPLE INC COM	COM	037833100	2,953	9,156	SH		Sole	01	9,156		
ARKANSAS BEST CORP DEL COM	COM	040790107	1,187	43,296	SH		Sole	01	43,296		
ASML HOLDING N V NY REG SHS	COM	N07059186	4,020	104,859	SH		Sole	01	104,859		
ASSOCIATED BANC CORP COM	COM	045487105	1,341	88,539	SH		Sole	01	88,539		
ASSURED GUARANTY LTD COM	COM	G0585R106	1,106	62,490	SH		Sole	01	62,490		
AUTOLIV INC COM	COM	052800109	5,040	63,844	SH		Sole	01	63,844		
AUTOMATIC DATA PROCESSING IN COM	COM	053015103	4,658	100,645	SH		Sole	01	100,645		
BAIDU INC SPON ADR REP A	ADR	056752108	2,976	30,829	SH		Sole	01	30,829		

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
BANCO SANTANDER SA ADR	ADR	05964H105	3,748	351,957	SH	Sole	01	351,957	
BARCLAYS BK PLC 10 YR TREAS BEAR	ETF	06740L451	16,891	323,774	SH	Sole	01	323,774	
BARCLAYS PLC ADR	ADR	06738E204	3,392	205,345	SH	Sole	01	205,345	
BAXTER INTL INC COM	COM	071813109	10,326	203,990	SH	Sole	01	203,990	
BCE INC.	COM	05534B760	4,497	126,000	SH	Sole		126,000	
BE AEROSPACE INC COM	COM	073302101	4,425	119,508	SH	Sole	01	119,508	
BECTON DICKINSON & CO COM	COM	075887109	3,831	45,332	SH	Sole	01	45,332	
BHP BILLITON LTD SPONSORED ADR	ADR	088606108	4,155	44,718	SH	Sole	01	44,718	
BIO RAD LABS INC CL A	CL A	090572207	4,106	39,533	SH	Sole	01	39,533	
BLOUNT INTL INC NEW COM	COM	095180105	1,854	117,621	SH	Sole	01	117,621	
BOK FINL CORP COM NEW	COM	05561Q201	6,486	121,467	SH	Sole	01	121,467	
BRISTOW GROUP INC COM	COM	110394103	356	7,525	SH	Sole	01	7,525	
BRITISH AMERN TOB PLC SPONSORED	SPONSORED ADR	110448107	4,027	51,826	SH	Sole	01	51,826	
BROOKFIELD ASSET MANAGEMENT INC.	COM	112585104	3,789	113,100	SH	Sole		113,100	
BUCYRUS INTL INC NEW COM	COM	118759109	1,346	15,058	SH	Sole	01	15,058	
CACI INTL INC CL A	CL A	127190304	969	18,152	SH	Sole	01	18,152	
CANADIAN NATIONAL RAILWAY COMPANY	COM	136375102	2,923	43,700	SH	Sole		43,700	
CANADIAN PACIFIC RAILWAY LTD	COM	13645T100	1,141	17,500	SH	Sole		17,500	
CAPSTEAD MTG CORP COM NO PAR	COM	14067E506	872	69,271	SH	Sole	01	69,271	
CARDINAL HEALTH INC COM	COM	14149Y108	1,340	34,979	SH	Sole	01	34,979	
CATERPILLAR INC DEL COM	COM	149123101	5,697	60,824	SH	Sole	01	60,824	
CENOVUS ENERGY INC.	COM	15135U109	2,927	87,500	SH	Sole		87,500	
CENTURY ALUM CO COM	COM	156431108	910	58,580	SH	Sole	01	58,580	
CERNER CORP COM	COM	156782104	6,325	66,760	SH	Sole	01	66,760	
CHESAPEAKE ENERGY CORP COM	COM	165167107	4,947	190,931	SH	Sole	01	190,931	
CHICOS FAS INC COM	COM	168615102	794	65,989	SH	Sole	01	65,989	
CHINA LIFE INS CO LTD SPON ADR REP H	SPONSORED ADR	16939P106	1,374	22,459	SH	Sole	01	22,459	
CISCO SYS INC COM	COM	17275R102	3,600	177,937	SH	Sole	01	177,937	

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/ PRN CALL	INVESTMENT DISCRETION	OTHER MANAGERS	VOTING AUTHORITY	
								SOLE	SHARED NONE
CMS ENERGY CORP COM	COM	125896100	3,331	179,084	SH		Sole	01	179,084
COCA COLA CO COM	COM	191216100	5,139	78,130	SH		Sole	01	78,130
COGNIZANT TECHNOLOGY SOLUTIO CL A	CL A	192446102	2,286	31,189	SH		Sole	01	31,189
COINSTAR INC COM	COM	19259P300	1,676	29,694	SH		Sole	01	29,694
COLGATE PALMOLIVE CO COM	COM	194162103	6,559	81,615	SH		Sole	01	81,615
COMERICA INC COM	COM	200340107	1,308	30,974	SH		Sole	01	30,974
COMTECH TELECOMMUNICATIONS C COM	COM	205826209	782	28,178	SH		Sole	01	28,178
CONSTELLATION ENERGY GROUP I COM	COM	210371100	699	22,828	SH		Sole	01	22,828
COOPER COS INC COM NEW	COM	216648402	1,443	25,605	SH		Sole	01	25,605
CORNING INC COM	COM	219350105	11,789	610,171	SH		Sole	01	610,171
COVIDIEN PLC SHS	COM	G2554F105	4,937	108,134	SH		Sole	01	108,134
CTRIIP COM INTL LTD AMERICAN DEP SHS	SPONSORED ADR	22943F100	1,860	45,973	SH		Sole	01	45,973
DANAHER CORP DEL COM	COM	235851102	8,632	182,989	SH		Sole	01	182,989
DARDEN RESTAURANTS INC COM	COM	237194105	1,938	41,723	SH		Sole	01	41,723
DECKERS OUTDOOR CORP COM	COM	243537107	1,711	21,455	SH		Sole	01	21,455
DEL MONTE FOODS CO COM	COM	24522P103	791	42,069	SH		Sole	01	42,069
DELTA AIR LINES INC.	COM	247361702	169	13,451	SH		Sole	01	13,451
DEVON ENERGY CORP NEW COM	COM	25179M103	7,270	92,605	SH		Sole	01	92,605
DISCOVER FINL SVCS COM	COM	254709108	1,553	83,818	SH		Sole	01	83,818
DOLBY LABORATORIES INC COM	COM	25659T107	3,182	47,710	SH		Sole	01	47,710
DOLLAR TREE INC COM	COM	256746108	1,925	34,320	SH		Sole	01	34,320
DTE ENERGY CO COM	COM	233331107	1,018	22,463	SH		Sole	01	22,463
DU PONT E I DE NEMOURS & CO COM	COM	263534109	3,026	60,665	SH		Sole	01	60,665
E M C CORP MASS COM	COM	268648102	5,938	259,320	SH		Sole	01	259,320
EAST WEST BANCORP INC COM	COM	27579R104	1,238	63,312	SH		Sole	01	63,312
EBAY INC COM	COM	278642103	7,597	272,980	SH		Sole	01	272,980
EMERSON ELEC CO COM	COM	291011104	4,937	86,354	SH		Sole	01	86,354
EMULEX CORP COM NEW	COM	292475209	597	51,239	SH		Sole	01	51,239

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
ENBRIDGE INC.	COM	29250N105	4,632	81,600	SH		Sole	81,600	
ENCANA CORP.	COM	292505104	2,327	79,400	SH		Sole	79,400	
ENTERGY CORP NEW COM	COM	29364G103	1,860	26,263	SH		Sole	01	26,263
ESTERLINE TECHNOLOGIES CORP COM	COM	297425100	1,207	17,600	SH		Sole	01	17,600
EXELON CORP COM	COM	30161N101	1,171	28,133	SH		Sole	01	28,133
EXXON MOBIL CORP COM	COM	30231G102	3,211	43,918	SH		Sole	01	43,918
EZCORP INC CL A NON VTG	COM	302301106	1,000	36,851	SH		Sole	01	36,851
FRESENIUS MED CARE AG&CO KGA SPON	SPONSORED ADR	358029106	810	14,039	SH		Sole	01	14,039
FRONTIER COMMUNICATIONS CORP.	COM	35906A108	2	199	SH		Sole		199
GENERAL DYNAMICS CORP COM	COM	369550108	8,566	120,713	SH		Sole	01	120,713
GENTEX CORP COM	COM	371901109	2,042	69,071	SH		Sole	01	69,071
GEO GROUP INC COM	COM	36159R103	1,080	43,788	SH		Sole	01	43,788
GILEAD SCIENCES INC COM	COM	375558103	3,615	99,747	SH		Sole	01	99,747
GRAINGER W W INC COM	COM	384802104	5,955	43,115	SH		Sole	01	43,115
GROUPE CGI INC CL A SUB VTG	CL A SUB VTG	39945C109	5,645	327,068	SH		Sole	01	327,068
GULF ISLAND FABRICATION INC COM	COM	402307102	1,733	61,510	SH		Sole	01	61,510
HALLIBURTON CO COM	COM	406216101	5,995	146,828	SH		Sole	01	146,828
HEWLETT PACKARD CO COM	COM	428236103	3,322	78,902	SH		Sole	01	78,902
HMS HLDGS CORP COM	COM	40425J101	2,405	37,137	SH		Sole	01	37,137
HOLOGIC INC.	COM	436440101	181	9,632	SH		Sole		9,632
HONDA MOTOR LTD AMERN SHS	COM	438128308	3,950	100,012	SH		Sole	01	100,012
HSBC HLDGS PLC SPON ADR NEW	SPONSORED ADR	404280406	3,466	67,909	SH		Sole	01	67,909
ICICI BK LTD ADR	ADR	45104G104	2,000	39,504	SH		Sole	01	39,504
ILLINOIS TOOL WKS INC COM	COM	452308109	4,454	83,406	SH		Sole	01	83,406
INFORMATICA CORP COM	COM	45666Q102	2,571	58,387	SH		Sole	01	58,387
INFOSYS TECHNOLOGIES LTD SPONS	SPONSORED ADR	456788108	2,098	27,577	SH		Sole	01	27,577
INTEL CORP COM	COM	458140100	4,253	202,239	SH		Sole	01	202,239
INTERNATIONAL BUSINESS MACHS COM	COM	459200101	19,097	130,121	SH		Sole	01	130,121

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	
ISHARES INC MSCI AUSTRALIA	ETF	464286103	2,659	104,526	SH		Sole	01	104,526	
ISHARES INC MSCI FRANCE	ETF	464286707	426	17,429	SH		Sole	01	17,429	
ISHARES INC MSCI GERMANY	ETF	464286806	427	17,818	SH		Sole	01	17,818	
ISHARES INC MSCI HONG KONG	ETF	464286871	315	16,666	SH		Sole	01	16,666	
ISHARES INC MSCI JAPAN	ETF	464286848	1,063	97,408	SH		Sole	01	97,408	
ISHARES INC MSCI NETHR INVES	ETF	464286814	215	10,176	SH		Sole	01	10,176	
ISHARES INC MSCI SINGAPORE	ETF	464286673	319	23,051	SH		Sole	01	23,051	
ISHARES INC MSCI SPAIN	ETF	464286764	214	5,827	SH		Sole	01	5,827	
ISHARES INC MSCI SWEDEN	ETF	464286756	213	6,831	SH		Sole	01	6,831	
ISHARES INC MSCI SWITZERLD	ETF	464286749	426	16,996	SH		Sole	01	16,996	
ISHARES INC MSCI UTD KINGD	ETF	464286699	1,069	61,560	SH		Sole	01	61,560	
ISHARES TR AGENCY BD FD	ETF	464288166	4,855	44,328	SH		Sole	01	44,328	
ISHARES TR BARCLY USAGG B	ETF	464287226	51,196	484,122	SH		Sole	01	484,122	
ISHARES TR BARCLYS 1-3 YR	ETF	464287457	20,769	247,314	SH		Sole	01	247,314	
ISHARES TR BARCLYS 1-3YR CR	ETF	464288646	10,336	99,117	SH		Sole	01	99,117	
ISHARES TR BARCLYS 20+ YR	ETF	464287432	7,188	76,368	SH		Sole	01	76,368	
ISHARES TR BARCLYS 3-7 YR	ETF	464288661	7,389	64,448	SH		Sole	01	64,448	
ISHARES TR BARCLYS 7-10 YR	ETF	464287440	15,685	167,186	SH		Sole	01	167,186	
ISHARES TR BARCLYS CR BD	ETF	464288620	18,840	180,923	SH		Sole	01	180,923	
ISHARES TR BARCLYS MBS BD	ETF	464288588	21,182	200,626	SH		Sole	01	200,626	
ISHARES TR BARCLYS SH TREA	ETF	464288679	493	4,470	SH		Sole	01	4,470	
ISHARES TR BARCLYS TIPS BD	ETF	464287176	12,975	120,675	SH		Sole	01	120,675	
ISHARES TR DJ INTL SEL DIVD	ETF	464288448	687	20,417	SH		Sole	01	20,417	
ISHARES TR DJ SEL DIV INX	ETF	464287168	699	14,026	SH		Sole	01	14,026	
ISHARES TR DJ US INDEX FD	ETF	464287846	2	26	SH		Sole	01	26	
ISHARES TR DJ US TECH SEC	ETF	464287721	11,175	173,580	SH		Sole	01	173,580	
ISHARES TR DJ US TELECOMM	ETF	464287713	1,675	71,655	SH		Sole	01	71,655	
ISHARES TR IBOXX INV CPBD	ETF	464287242	4,183	38,570	SH		Sole	01	38,570	

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
ISHARES TR JPMORGAN USD	ETF	464288281	1,125	10,506	SH	Sole	01	10,506	
ISHARES TR MSCI ACWI INDX	ETF	464288257	1,007	21,521	SH	Sole	01	21,521	
ISHARES TR MSCI EAFE IDX	ETF	464287465	19,335	332,107	SH	Sole	01	332,107	
ISHARES TR MSCI EMERG MKT	ETF	464287234	47,813	1,003,598	SH	Sole	01	1,003,598	
ISHARES TR MSCI GRW IDX	ETF	464288885	17,696	289,740	SH	Sole	01	289,740	
ISHARES TR MSCI SMALL CAP	ETF	464288273	152	3,595	SH	Sole	01	3,595	
ISHARES TR MSCI VAL IDX	ETF	464288877	16,722	329,367	SH	Sole	01	329,367	
ISHARES TR RUSL 2000 GROW	ETF	464287648	2,083	23,824	SH	Sole	01	23,824	
ISHARES TR RUSL 2000 VALU	ETF	464287630	2,085	29,332	SH	Sole	01	29,332	
ISHARES TR RUSL 3000 VALU	ETF	464287663	348	4,084	SH	Sole	01	4,084	
ISHARES TR RUSSELL 1000	ETF	464287622	7,161	102,511	SH	Sole	01	102,511	
ISHARES TR RUSSELL 2000	ETF	464287655	193,786	2,476,815	SH	Sole	01	2,476,815	
ISHARES TR RUSSELL MCP GR	ETF	464287481	11,692	206,541	SH	Sole	01	206,541	
ISHARES TR RUSSELL1000GRW	ETF	464287614	307	5,359	SH	Sole	01	5,359	
ISHARES TR RUSSELL1000VAL	ETF	464287598	6,659	102,653	SH	Sole	01	102,653	
ISHARES TR S&P 500 INDX	ETF	464287200	10,834	85,812	SH	Sole	01	85,812	
ISHARES TR S&P 500 VALUE	ETF	464287408	1,429	23,980	SH	Sole	01	23,980	
ISHARES TR S&P CAL AMTFR MN	ETF	464288356	8	80	SH	Sole	01	80	
ISHARES TR S&P GL UTILITI	ETF	464288711	10,877	241,279	SH	Sole	01	241,279	
ISHARES TR S&P GLB MTRLS	ETF	464288695	2,274	31,039	SH	Sole	01	31,039	
ISHARES TR S&P LTN AM 40	ETF	464287390	2,394	44,444	SH	Sole	01	44,444	
ISHARES TR S&P MC 400 GRW	ETF	464287606	926	9,191	SH	Sole	01	9,191	
ISHARES TR S&P MIDCAP 400	ETF	464287507	5,203	57,375	SH	Sole	01	57,375	
ISHARES TR S&P MIDCP VALU	ETF	464287705	925	11,645	SH	Sole	01	11,645	
ISHARES TR S&P NA MULTIMD	ETF	464287531	701	20,906	SH	Sole	01	20,906	
ISHARES TR S&P NTL AMTFREE	ETF	464288414	4,472	45,085	SH	Sole	01	45,085	
ISHARES TR S&P SMLCP GROW	ETF	464287887	193	2,657	SH	Sole	01	2,657	
ISHARES TR S&P SMLCP VALU	ETF	464287879	193	2,679	SH	Sole	01	2,679	

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
ISHARES TR S&P500 GRW	ETF	464287309	5,886	89,662	SH	Sole	01	89,662	
ISHARES TR S&PCITII1-3YRTB	ETF	464288125	6	60	SH	Sole	01	60	
ISHARES TR SMLL CORE INDX	ETF	464288505	97	1,084	SH	Sole	01	1,084	
ISHARES TR SMLL GRWTH INDX	ETF	464288604	193	2,286	SH	Sole	01	2,286	
ISHARES TR SMLL VAL INDX	ETF	464288703	194	2,342	SH	Sole	01	2,342	
ISHARES TR US PFD STK INDX	ETF	464288687	638	16,454	SH	Sole	01	16,454	
ITAU UNIBANCO HLDG SA SPON ADR REP	SPONSORED ADR	465562106	1,918	79,896	SH	Sole	01	79,896	
ITT CORP NEW COM	COM	450911102	5,411	103,846	SH	Sole	01	103,846	
JAKKS PAC INC COM	COM	47012E106	1,699	93,242	SH	Sole	01	93,242	
JARDEN CORP COM	COM	471109108	969	31,398	SH	Sole	01	31,398	
JOHNSON & JOHNSON COM	COM	478160104	4,451	71,971	SH	Sole	01	71,971	
JPMORGAN CHASE & CO COM	COM	46625H100	12,848	302,876	SH	Sole	01	302,876	
KEYCORP NEW COM	COM	493267108	1,356	153,261	SH	Sole	01	153,261	
KNIGHT TRANSN INC COM	COM	499064103	789	41,505	SH	Sole	01	41,505	
KRAFT FOODS INC CL A	CL A	50075N104	5,935	188,366	SH	Sole	01	188,366	
KUBOTA CORP ADR	ADR	501173207	799	16,776	SH	Sole	01	16,776	
LEAR CORP COM NEW	COM	521865204	827	8,379	SH	Sole	01	8,379	
LHC GROUP INC COM	COM	50187A107	889	29,630	SH	Sole	01	29,630	
LINCOLN EDL SVCS CORP COM	COM	533535100	542	34,948	SH	Sole	01	34,948	
LKQ CORP COM	COM	501889208	4,301	189,300	SH	Sole	01	189,300	
LOCKHEED MARTIN CORP COM	COM	539830109	4,420	63,222	SH	Sole	01	63,222	
LOEWS CORP COM	COM	540424108	4,959	127,451	SH	Sole	01	127,451	
LOWES COS INC COM	COM	548661107	15,481	617,278	SH	Sole	01	617,278	
M/I HOMES INC COM	COM	55305B101	1,155	75,116	SH	Sole	01	75,116	
MADDEN STEVEN LTD COM	COM	556269108	2,091	50,118	SH	Sole	01	50,118	
MAIDEN HOLDINGS LTD SHS	COM	G5753U112	1,001	127,358	SH	Sole	01	127,358	
MAKITA CORP ADR NEW	ADR	560877300	1,131	27,603	SH	Sole	01	27,603	
MARINEMAX INC COM	COM	567908108	315	33,732	SH	Sole	01	33,732	

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
MARKET VECTORS ETF TR AGRIBUS ETF	ETF	57060U605	1,355	25,314	SH		Sole	01	25,314
MARKET VECTORS ETF TR COAL ETF	ETF	57060U837	2,342	49,575	SH		Sole	01	49,575
MARSHALL & ILSLEY CORP NEW COM	COM	571837103	982	141,963	SH		Sole	01	141,963
MASTERCARD INC CL A	CL A	57636Q104	6,302	28,122	SH		Sole	01	28,122
MBIA INC COM	COM	55262C100	188	15,700	SH		Sole	01	15,700
MCDONALDS CORP COM	COM	580135101	7,989	104,072	SH		Sole	01	104,072
MECHEL OAO SPONSORED ADR	ADR	583840103	1,882	64,377	SH		Sole	01	64,377
MERCK & CO INC NEW COM	COM	58933Y105	4,309	119,563	SH		Sole	01	119,563
METLIFE INC COM	COM	59156R108	4,507	101,415	SH		Sole	01	101,415
MICROSOFT CORP COM	COM	594918104	4,522	162,036	SH		Sole	01	162,036
MOTRICITY INC COM	COM	620107102	2,179	117,349	SH		Sole	01	117,349
NALCO HOLDING COMPANY COM	COM	62985Q101	8,422	263,673	SH		Sole	01	263,673
NATIONAL GRID PLC SPON ADR NEW	SPONSORED ADR	636274300	2,063	46,475	SH		Sole	01	46,475
NEWTEK BUSINESS SERVICES INC.	COM	652526104	251	146,141	SH		Sole		146,141
NEXTERA ENERGY INC COM	COM	65339F101	519	9,982	SH		Sole	01	9,982
NORTHERN TR CORP COM	COM	665859104	4,837	87,287	SH		Sole	01	87,287
NOVARTIS A G SPONSORED ADR	SPONSORED ADR	66987V109	1,859	31,528	SH		Sole	01	31,528
NOVO-NORDISK A S ADR	ADR	670100205	5,127	45,548	SH		Sole	01	45,548
NRG ENERGY INC COM NEW	COM	629377508	192	9,849	SH		Sole	01	9,849
NTT DOCOMO INC SPONS ADR	ADR	62942M201	3,940	226,199	SH		Sole	01	226,199
OCCIDENTAL PETE CORP DEL COM	COM	674599105	4,124	42,037	SH		Sole	01	42,037
OCEANEERING INTL INC COM	COM	675232102	1,438	19,529	SH		Sole	01	19,529
OLD REP INTL CORP COM	COM	680223104	1,262	92,565	SH		Sole	01	92,565
OMNICOM GROUP INC COM	COM	681919106	4,655	101,634	SH		Sole	01	101,634
ORACLE CORP COM	COM	68389X105	9,114	291,197	SH		Sole	01	291,197
PARKER HANNIFIN CORP COM	COM	701094104	7,377	85,485	SH		Sole	01	85,485
PENN VA CORP COM	COM	707882106	694	41,282	SH		Sole	01	41,282
PETROLEO BRASILEIRO SA PETRO	SPONSORED ADR	71654V408	1,271	33,595	SH		Sole	01	33,595

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/ PRN CALL	INVESTMENT DISCRETION	OTHER MANAGERS	VOTING AUTHORITY	
								SOLE	SHARED NONE
PFIZER INC COM	COM	717081103	5,507	314,497	SH		Sole	01	314,497
PG&E CORP COM	COM	69331C108	2,492	52,099	SH		Sole	01	52,099
PHILIP MORRIS INTL INC COM	COM	718172109	7,870	134,468	SH		Sole	01	134,468
POSCO SPONSORED ADR	ADR	693483109	1,402	13,018	SH		Sole	01	13,018
POWERSHARES ETF TRUST DYN PHRMA	ETF	73935X799	1,434	60,678	SH		Sole	01	60,678
POWERSHARES ETF TRUST ENERGY SEC	ETF	73935X385	2,623	70,114	SH		Sole	01	70,114
POWERSHARES ETF TRUST GOLDEN DRG	ETF	73935X401	2,344	87,995	SH		Sole	01	87,995
POWERSHARES ETF TRUST TECH SECT	ETF	73935X344	1,428	55,700	SH		Sole	01	55,700
POWERSHARES ETF TRUST ZACKS MC	ETF	73935X740	33	2,708	SH		Sole	01	2,708
POWERSHARES GLOBAL ETF TRUST IN	ETF	73936T474	6,294	279,256	SH		Sole	01	279,256
PPL CORP COM	COM	69351T106	1,620	61,569	SH		Sole	01	61,569
PRAXAIR INC COM	COM	74005P104	5,222	54,697	SH		Sole	01	54,697
PROCTER & GAMBLE CO COM	COM	742718109	13,537	210,436	SH		Sole	01	210,436
PUBLIC SVC ENTERPRISE GROUP COM	COM	744573106	364	11,446	SH		Sole	01	11,446
RALCORP HLDGS INC NEW COM	COM	751028101	4,590	70,608	SH		Sole	01	70,608
REGIONS FINANCIAL CORP NEW COM	COM	7591EP100	915	130,785	SH		Sole	01	130,785
RESMED INC COM	COM	761152107	1,812	52,321	SH		Sole	01	52,321
REVENUESHARES ETF TR MID CAP FD	ETF	761396209	1,386	46,960	SH		Sole	01	46,960
ROGERS COMMUNICATIONS INC.	COM	775109200	4,346	124,700	SH		Sole	01	124,700
ROSETTA RESOURCES INC COM	COM	777779307	5,811	154,386	SH		Sole	01	154,386
ROVI CORP COM	COM	779376102	9,232	148,887	SH		Sole	01	148,887
RYDEX ETF TRUST S&P 500 EQ TRD	ETF	78355W106	154,120	3,257,668	SH		Sole	01	3,257,668
SALESFORCE COM INC COM	COM	79466L302	5,079	38,474	SH		Sole	01	38,474
SANOFI AVENTIS SPONSORED ADR	ADR	80105N105	4,256	132,054	SH		Sole	01	132,054
SARA LEE CORP COM	COM	803111103	7,850	448,289	SH		Sole	01	448,289
SEATTLE GENETICS INC COM	COM	812578102	1,006	67,268	SH		Sole	01	67,268
SELECT SECTOR SPDR TR SBI CONS	ETF	81369Y407	88,979	2,378,472	SH		Sole	01	2,378,472
SELECT SECTOR SPDR TR SBI CONS	ETF	81369Y308	4,524	154,366	SH		Sole	01	154,366

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 HEALTH	ETF	81369Y209	4,718	149,768	SH		Sole	01	149,768
SELECT SECTOR SPDR TR SBI INT-ENER	ETF	81369Y506	88,128	1,291,257	SH		Sole	01	1,291,257
SELECT SECTOR SPDR TR SBI INT-FINL	ETF	81369Y605	4,777	299,517	SH		Sole	01	299,517
SELECT SECTOR SPDR TR SBI INT-INDS	ETF	81369Y704	103,196	2,959,463	SH		Sole	01	2,959,463
SELECT SECTOR SPDR TR SBI INT-UTILS	ETF	81369Y886	2,370	75,614	SH		Sole	01	75,614
SELECT SECTOR SPDR TR SBI MATERIALS	ETF	81369Y100	1,759	45,807	SH		Sole	01	45,807
SEMPRA ENERGY COM	COM	816851109	834	15,899	SH		Sole	01	15,899
SHAW COMMUNICATOINS INC.	COM	82028K200	3,694	171,700	SH		Sole		171,700
SINGAPORE FD INC COM	COM	82929L109	0	12	SH		Sole	01	12
SMITHFIELD FOODS INC COM	COM	832248108	1,210	58,649	SH		Sole	01	58,649
SOCIEDAD QUIMICA MINERA DE C SPON	SPONSORED ADR	833635105	2,565	43,903	SH		Sole	01	43,903
SOLERA HOLDINGS INC COM	COM	83421A104	8,892	173,266	SH		Sole	01	173,266
SOUTHERN CO COM	COM	842587107	644	16,840	SH		Sole	01	16,840
SPDR GOLD TRUST GOLD SHS	ETF	78463V107	2,811	20,262	SH		Sole	01	20,262
SPDR INDEX SHS FDS ASIA PACIF ETF	ETF	78463X301	2,265	26,722	SH		Sole	01	26,722
SPDR INDEX SHS FDS DJ INTL RL ETF	ETF	78463X863	3,210	82,462	SH		Sole	01	82,462
SPDR INDEX SHS FDS EMERG MKTS ETF	ETF	78463X509	7,410	99,638	SH		Sole	01	99,638
SPDR INDEX SHS FDS INTL INDS ETF	ETF	78463X673	202	7,126	SH		Sole	01	7,126
SPDR INDEX SHS FDS S&P INTL SMLCP	ETF	78463X871	3,109	100,804	SH		Sole	01	100,804
SPDR INDEX SHS FDS S&P WRLD EX US	ETF	78463X889	15,958	614,956	SH		Sole	01	614,956
SPDR S&P 500 ETF TR TR UNIT	ETF	78462F103	45,201	359,453	SH		Sole	01	359,453
SPDR S&P MIDCAP 400 ETF TR UTSER1	ETF	78467Y107	182,619	1,108,932	SH		Sole	01	1,108,932
SPDR SERIES TRUST BARCL CAP TIPS	ETF	78464A656	238	4,485	SH		Sole	01	4,485
SPDR SERIES TRUST BRCLYS 1-3MT ETF	ETF	78464A680	9,540	208,071	SH		Sole	01	208,071
SPDR SERIES TRUST BRCLYS AGG ETF	ETF	78464A649	16,877	303,762	SH		Sole	01	303,762
SPDR SERIES TRUST BRCLYS INTL ETF	ETF	78464A516	914	15,634	SH		Sole	01	15,634
SPDR SERIES TRUST BRCLYS YLD ETF	ETF	78464A417	12,546	315,937	SH		Sole	01	315,937
SPDR SERIES TRUST DB INT GVT ETF	ETF	78464A490	1,796	30,901	SH		Sole	01	30,901

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/ PRN CALL	INVESTMENT DISCRETION	OTHER MANAGERS	VOTING AUTHORITY	
								SOLE	SHARED NONE
SPDR SERIES TRUST DJ REIT ETF	ETF	78464A607	8,784	143,958	SH	Sole	01	143,958	
SPDR SERIES TRUST DJ SML CAP ETF	ETF	78464A813	5,438	82,392	SH	Sole	01	82,392	
SPDR SERIES TRUST DJ SML GRWTH ETF	ETF	78464A201	192	1,762	SH	Sole	01	1,762	
SPDR SERIES TRUST DJ SML VALUE ETF	ETF	78464A300	193	2,793	SH	Sole	01	2,793	
SPDR SERIES TRUST NUVN BR SHT MUNI	ETF	78464A425	7,792	327,256	SH	Sole	01	327,256	
SPDR SERIES TRUST NUVN BRCLY MUNI	ETF	78464A458	9,324	431,048	SH	Sole	01	431,048	
SPDR SERIES TRUST S&P DIVID ETF	ETF	78464A763	7,008	134,816	SH	Sole	01	134,816	
SPDR SERIES TRUST S&P HOMEBUILD	ETF	78464A888	1,471	84,563	SH	Sole	01	84,563	
SPDR SERIES TRUST S&P RETAIL ETF	ETF	78464A714	77,725	1,607,218	SH	Sole	01	1,607,218	
STERICYCLE INC COM	COM	858912108	1,414	17,477	SH	Sole	01	17,477	
STEWART INFORMATION SVCS COR COM	COM	860372101	85	7,409	SH	Sole	01	7,409	
STRYKER CORP COM	COM	863667101	4,283	79,757	SH	Sole	01	79,757	
SUNTRUST BKS INC COM	COM	867914103	136	4,606	SH	Sole	01	4,606	
SXC HEALTH SOLUTIONS CORP COM	COM	78505P100	2,648	61,780	SH	Sole	01	61,780	
SYMANTEC CORP COM	COM	871503108	4,701	280,832	SH	Sole	01	280,832	
TALEO CORP CL A	CL A	87424N104	866	31,325	SH	Sole	01	31,325	
TARGACEPT INC COM	COM	87611R306	1,152	43,472	SH	Sole	01	43,472	
TARGET CORP COM	COM	87612E106	10,500	174,626	SH	Sole	01	174,626	
TELEFONICA S A SPONSORED ADR	SPONSORED ADR	879382208	867	12,677	SH	Sole	01	12,677	
TELUS CORP.	COM	87971M202	2,845	64,900	SH	Sole	01	64,900	
TESSERA TECHNOLOGIES INC COM	COM	88164L100	908	41,008	SH	Sole	01	41,008	
TEVA PHARMACEUTICAL INDS LTD ADR	ADR	881624209	1,391	26,691	SH	Sole	01	26,691	
TOTAL S A SPONSORED ADR	SPONSORED ADR	89151E109	4,596	85,938	SH	Sole	01	85,938	
TOWER GROUP INC COM	COM	891777104	1,043	40,723	SH	Sole	01	40,723	
TOYOTA MOTOR CORP SP ADR REP2COM	COM	892331307	5,088	64,703	SH	Sole	01	64,703	
TRANSCANADA CORPORATION	COM	89353D107	4,069	106,300	SH	Sole	01	106,300	
TREEHOUSE FOODS INC COM	COM	89469A104	5,054	98,931	SH	Sole	01	98,931	
TRIUMPH GROUP INC NEW COM	COM	896818101	6,095	68,169	SH	Sole	01	68,169	

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
TUPPERWARE BRANDS CORP COM	COM	899896104	6,961	146,028	SH		Sole	01	146,028		
TUTOR PERINI CORP COM	COM	901109108	908	42,413	SH		Sole	01	42,413		
TYCO ELECTRONICS LTD SWITZER SHS	COM	H8912P106	7,228	204,175	SH		Sole	01	204,175		
UGI CORP NEW COM	COM	902681105	1,261	39,938	SH		Sole	01	39,938		
UNILEVER N V N Y SHS NEW	ADR	904784709	1,373	43,712	SH		Sole	01	43,712		
UNISOURCE ENERGY CORP COM	COM	909205106	982	27,399	SH		Sole	01	27,399		
UNITED CONTINENTAL HOLDINGS INC.	COM	902549807	57	2,409	SH		Sole		2,409		
UNITED TECHNOLOGIES CORP COM	COM	913017109	25,896	328,960	SH		Sole	01	328,960		
USANA HEALTH SCIENCES INC COM	COM	90328M107	1,020	23,480	SH		Sole	01	23,480		
VALE S A ADR	ADR	91912E105	1,903	55,034	SH		Sole	01	55,034		
VANGUARD BD INDEX FD INC LONG TERM	ETF	921937793	4,509	57,014	SH		Sole	01	57,014		
VANGUARD BD INDEX FD INC TOTAL BND	ETF	921937835	19,850	247,289	SH		Sole	01	247,289		
VANGUARD INDEX FDS GROWTH ETF	ETF	922908736	21,986	357,969	SH		Sole	01	357,969		
VANGUARD INDEX FDS LARGE CAP ETF	ETF	922908637	1,119	19,431	SH		Sole	01	19,431		
VANGUARD INDEX FDS SM CP VAL ETF	ETF	922908611	6,892	103,078	SH		Sole	01	103,078		
VANGUARD INDEX FDS SMALL CP ETF	ETF	922908751	428	5,894	SH		Sole	01	5,894		
VANGUARD INDEX FDS SML CP GRW ETF	ETF	922908595	8,632	110,604	SH		Sole	01	110,604		
VANGUARD INDEX FDS VALUE ETF	ETF	922908744	29,486	552,901	SH		Sole	01	552,901		
VANGUARD INTL EQUITY INDEX F EMR	ETF	922042858	13,955	289,857	SH		Sole	01	289,857		
VANGUARD INTL EQUITY INDEX F EUR	ETF	922042874	16,551	337,152	SH		Sole	01	337,152		
VANGUARD INTL EQUITY INDEX F FTSE	ETF	922042718	7,077	71,038	SH		Sole	01	71,038		
VANGUARD INTL EQUITY INDEX F PACIFIC	ETF	922042866	16,458	288,542	SH		Sole	01	288,542		
VANGUARD TAX-MANAGED FD EUROPE	ETF	921943858	13,052	361,060	SH		Sole	01	361,060		
VANGUARD WORLD FD MEGA CAP INDEX	ETF	921910873	405	9,433	SH		Sole	01	9,433		
VANGUARD WORLD FDS CONSUM DIS ETF	ETF	92204A108	1,447	23,921	SH		Sole	01	23,921		
VERIZON COMMUNICATIONS INC.	COM	92343V104	30	832	SH		Sole		832		
VIAD CORP COM NEW	COM	92552R406	740	29,056	SH		Sole	01	29,056		
VISA INC COM CL A	CL A	92826C839	3,623	51,479	SH		Sole	01	51,479		

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
VODAFONE GROUP PLC NEW SPONS	ADR	92857W209	9,618	363,784	SH	Sole	01	363,784	
WATERS CORP COM	COM	941848103	7,824	100,680	SH	Sole	01	100,680	
WESTPAC BKG CORP SPONSORED ADR	SPONSORED ADR	961214301	3,163	27,630	SH	Sole	01	27,630	
WILLIAMS COS INC DEL COM	COM	969457100	1,773	71,721	SH	Sole	01	71,721	
WILLIAMS SONOMA INC COM	COM	969904101	3,253	91,157	SH	Sole	01	91,157	
WISDOMTREE TRUST INTL UTILITIES	ETF	97717W653	233	11,556	SH	Sole	01	11,556	
WOODBRIIDGE CO LTD	COM	884903105	3,319	88,500	SH	Sole		88,500	
XL GROUP PLC SHS	ADR	G98290102	1,401	64,186	SH	Sole	01	64,186	
YAHOO INC COM	COM	984332106	5,645	339,453	SH	Sole	01	339,453	
YANZHOU COAL MNG CO LTD SPON ADR	SPONSORED ADR	984846105	2,305	75,339	SH	Sole	01	75,339	