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GENWORTH FINANCIAL INC
Form 13F-HR
May 05, 2010

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:

/s/ Patricia Merrill Richmond, VA May 5, 2010

[Signature] [City, State] [Date]

Report Type (Check only one.):

[X] 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

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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 NAME OF ISSUER | COLUMN 2 TITLE OF CLASS | COLUMN 3 CUSIP | COLUMN 4 VALUE (x\$1000) | COLUMN 5 SHRS OR SH/ PRN AMT | COLUMN 6 PUT/ CALL | COLUMN 7 INVESTMENT DISCRETION | COLUMN 8 OT MAN |
|---------------------------------|-------------------------------|-------------------|--------------------------------|------------------------------------|--------------------------|--------------------------------------|-----------------------|
| 3M CO COM | COM | 88579Y101 | 27,088 | 324,136 SH | | Sole | |
| ABB LTD SPONSORED ADR | SPONSORED ADR | 000375204 | 3,842 | 175,893 SH | | Sole | |
| ABBOTT LABS COM | COM | 002824100 | 14,540 | 276,000 SH | | Sole | |
| ABERCROMBIE & FITCH CO CL A | CL A | 002896207 | 4,511 | 98,835 SH | | Sole | |
| ADAPTEC INC COM | COM | 00651F108 | 429 | 131,274 SH | | Sole | |
| ADVANCE AUTO PARTS INC COM | COM | 00751Y106 | 5 | 114 SH | | Sole | |
| AES CORP COM | COM | 00130H105 | 8,186 | 744,161 SH | | Sole | |
| AFFILIATED MANAGERS GROUP COM | COM | 008252108 | 7,875 | 99,683 SH | | Sole | |
| AGRIUM INC COM | COM | 008916108 | 1,733 | 24,541 SH | | Sole | |
| AIR PRODS & CHEMS INC COM | COM | 009158106 | 6,580 | 88,983 SH | | Sole | |
| ALBEMARLE CORP COM | COM | 012653101 | 4,891 | 114,742 SH | | Sole | |
| ALEXANDER & BALDWIN INC COM | COM | 014482103 | 1,289 | 39,015 SH | | Sole | |
| ALLEGHENY ENERGY INC COM | COM | 017361106 | 1,204 | 52,334 SH | | Sole | |
| ALTERA CORP COM | COM | 021441100 | 4,765 | 196,092 SH | | Sole | |
| AMEDISYS INC COM | COM | 023436108 | 5,909 | 107,009 SH | | Sole | |
| AMERICA MOVIL SAB DE CV SPON AD | ADR | 02364W105 | 2,143 | 42,572 SH | | Sole | |
| AMERICAN ELEC PWR INC COM | COM | 025537101 | 3,784 | 110,710 SH | | Sole | |
| AMERICAN EXPRESS CO COM | COM | 025816109 | 0 | 2 SH | | Sole | |
| AMERICAN MED SYS HLDGS INC COM | COM | 02744M108 | 1,175 | 63,237 SH | | Sole | |
| ANHEUSER BUSCH INBEV SA/NV | SPONSORED ADR | 03524A108 | 3,666 | 72,660 SH | | Sole | |
| ARKANSAS BEST CORP DEL COM | COM | 040790107 | 1,637 | 54,787 SH | | Sole | |
| ASML HOLDING N V NY REG SHS | COM | N07059186 | 3,922 | 110,788 SH | | Sole | |
| ASSOCIATED BANC CORP COM | COM | 045487105 | 1,542 | 112,064 SH | | Sole | |
| ASSURED GUARANTY LTD COM | COM | G0585R106 | 1,764 | 80,277 SH | | Sole | |
| AUTOLIV INC COM | COM | 052800109 | 5,934 | 115,152 SH | | Sole | |

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| COLUMN 1 | COLUMN 2 | COLUMN 3 | COLUMN 4 | COLUMN 5 | COLUMN 6 | COLUMN 7 |
|----------------------------------|----------------|-----------|-----------------|-------------|---------------|-----------------------|
| NAME OF ISSUER | TITLE OF CLASS | CUSIP | VALUE (x\$1000) | SHRS OR PRN | SH/ PUT/ CALL | INVESTMENT DISCRETION |
| AUTOMATIC DATA PROCESSING IN | COM | 053015103 | 10,209 | 229,568 | SH | Sole |
| AXA SPONSORED ADR | SPONSORED ADR | 054536107 | 4,992 | 226,496 | SH | Sole |
| BAIDU INC SPON ADR REP A | ADR | 056752108 | 2,392 | 4,007 | SH | Sole |
| BANCO SANTANDER SA ADR | ADR | 05964H105 | 3,628 | 273,367 | SH | Sole |
| BANK OF AMERICA CORPORATION | COM | 060505104 | 5,957 | 333,712 | SH | Sole |
| BAXTER INTL INC COM | COM | 071813109 | 14,764 | 253,672 | SH | Sole |
| BE AEROSPACE INC COM | COM | 073302101 | 4,403 | 145,017 | SH | Sole |
| BECTON DICKINSON & CO COM | COM | 075887109 | 8,089 | 102,746 | SH | Sole |
| BHP BILLITON LTD SPONSORED ADR | ADR | 088606108 | 3,827 | 47,645 | SH | Sole |
| BJS WHOLESALE CLUB INC COM | COM | 05548J106 | 3 | 73 | SH | Sole |
| BLACKROCK ENH CAP & INC FD I COM | COM | 09256A109 | 2,417 | 153,922 | SH | Sole |
| BLACKROCK INTL GRWTH & INC T | COM | 092524107 | 4,548 | 396,153 | SH | Sole |
| BLOUNT INTL INC NEW COM | COM | 095180105 | 1,544 | 149,034 | SH | Sole |
| BOK FINL CORP COM NEW | COM | 05561Q201 | 8,319 | 158,631 | SH | Sole |
| BRITISH AMERN TOB PLC SPONSORE | SPONSORED ADR | 110448107 | 3,806 | 55,243 | SH | Sole |
| BUCYRUS INTL INC NEW COM | COM | 118759109 | 3,297 | 49,964 | SH | Sole |
| CACI INTL INC CL A | CL A | 127190304 | 1,119 | 22,912 | SH | Sole |
| CAPSTEAD MTG CORP COM NO PAR | COM | 14067E506 | 1,041 | 87,025 | SH | Sole |
| CARDINAL HEALTH INC COM | COM | 14149Y108 | 1,663 | 46,146 | SH | Sole |
| CELANESE CORP DEL COM SER A | COM | 150870103 | 5 | 147 | SH | Sole |
| CENTURY ALUM CO COM | COM | 156431108 | 1,013 | 73,647 | SH | Sole |
| CERNER CORP COM | COM | 156782104 | 7,384 | 86,937 | SH | Sole |
| CHESAPEAKE ENERGY CORP COM | COM | 165167107 | 5,656 | 239,236 | SH | Sole |
| CHICOS FAS INC COM | COM | 168615102 | 4,395 | 304,755 | SH | Sole |
| CHINA LIFE INS CO LTD SPON ADR | SPONSORED ADR | 16939P106 | 2,099 | 29,140 | SH | Sole |
| CIMAREX ENERGY CO COM | COM | 171798101 | 2 | 26 | SH | Sole |
| CISCO SYS INC COM | COM | 17275R102 | 6,586 | 253,013 | SH | Sole |
| CMS ENERGY CORP COM | COM | 125896100 | 4,346 | 281,095 | SH | Sole |

| COLUMN 1 | COLUMN 2 | COLUMN 3 | COLUMN 4 | COLUMN 5 | COLUMN 6 | COLUMN 7 |
|----------------------------------|----------------|-----------|-----------------|-------------|---------------|-----------------------|
| NAME OF ISSUER | TITLE OF CLASS | CUSIP | VALUE (x\$1000) | SHRS OR PRN | SH/ PUT/ CALL | INVESTMENT DISCRETION |
| COCA COLA CO COM | COM | 191216100 | 4,856 | 88,295 | SH | Sole |
| COGNIZANT TECHNOLOGY SOLUTIO | CL A | 192446102 | 5,358 | 105,102 | SH | Sole |
| COINSTAR INC COM | COM | 19259P300 | 1,216 | 37,425 | SH | Sole |
| COLGATE PALMOLIVE CO COM | COM | 194162103 | 18,501 | 217,000 | SH | Sole |
| COMERICA INC COM | COM | 200340107 | 1,491 | 39,197 | SH | Sole |
| COMTECH TELECOMMUNICATIONS C | COM | 205826209 | 1,142 | 35,661 | SH | Sole |
| CONSTELLATION ENERGY GROUP | COM | 210371100 | 1,061 | 30,227 | SH | Sole |
| COOPER COS INC COM NEW | COM | 216648402 | 1,240 | 31,881 | SH | Sole |
| CORE LABORATORIES N V COM | COM | N22717107 | 3,106 | 23,744 | SH | Sole |
| CORNING INC COM | COM | 219350105 | 9,545 | 472,294 | SH | Sole |
| COVIDIEN PLC SHS | COM | G2554F105 | 6,914 | 137,512 | SH | Sole |
| CTRIIP COM INTL LTD AMERICAN DEP | SPONSORED ADR | 22943F100 | 2,233 | 56,957 | SH | Sole |
| DANAHER CORP DEL COM | COM | 235851102 | 3,651 | 45,683 | SH | Sole |
| DECKERS OUTDOOR CORP COM | COM | 243537107 | 1,279 | 9,268 | SH | Sole |
| DEL MONTE FOODS CO COM | COM | 24522P103 | 764 | 52,317 | SH | Sole |
| DELTA AIR LINES INC. | COM | 247361702 | 178 | 12,233 | SH | Sole |

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|----------------------------------|-----|-----------|--------|-----------|----|------|
| DISCOVER FINL SVCS COM | COM | 254709108 | 1,587 | 106,502 | SH | Sole |
| DOLLAR TREE INC COM | COM | 256746108 | 1,672 | 28,232 | SH | Sole |
| DU PONT E I DE NEMOURS & CO COM | COM | 263534109 | 5,717 | 153,529 | SH | Sole |
| E M C CORP MASS COM | COM | 268648102 | 14,159 | 784,893 | SH | Sole |
| EAST WEST BANCORP INC COM | COM | 27579R104 | 1,387 | 79,597 | SH | Sole |
| EATON VANCE TAX MNG GBL DV E | COM | 27829F108 | 15,915 | 1,317,489 | SH | Sole |
| EATON VANCE TX MGD DIV EQ IN COM | COM | 27828N102 | 9,227 | 693,782 | SH | Sole |
| EATON VANCE TXMGD GL BUYWR | COM | 27829C105 | 7,158 | 534,542 | SH | Sole |
| EBAY INC COM | COM | 278642103 | 8,961 | 332,290 | SH | Sole |
| EMERSON ELEC CO COM | COM | 291011104 | 5,399 | 107,244 | SH | Sole |
| EMULEX CORP COM NEW | COM | 292475209 | 858 | 64,642 | SH | Sole |
| ENTERGY CORP NEW COM | COM | 29364G103 | 2,236 | 27,489 | SH | Sole |

| COLUMN 1 | COLUMN 2 | COLUMN 3 | COLUMN 4 | COLUMN 5 | COLUMN 6 | COLUMN 7 |
|---------------------------------|----------------|-----------|-----------------|-------------|---------------|-----------------------|
| NAME OF ISSUER | TITLE OF CLASS | CUSIP | VALUE (x\$1000) | SHRS OR PRN | SH/ PUT/ CALL | INVESTMENT DISCRETION |
| ESTERLINE TECHNOLOGIES CORP | COM | 297425100 | 1,096 | 22,174 | SH | Sole |
| EVERGREEN GBL DIVID OPP FUND | COM | 30024H101 | 2,722 | 262,270 | SH | Sole |
| EXELON CORP COM | COM | 30161N101 | 1,604 | 36,613 | SH | Sole |
| EXXON MOBIL CORP COM | COM | 30231G102 | 0 | 3 | SH | Sole |
| EZCORP INC CL A NON VTG | COM | 302301106 | 956 | 46,423 | SH | Sole |
| FACET BIOTECH CORP SHS | COM | 30303Q103 | 0 | 10 | SH | Sole |
| FEDERAL MOGUL CORP COM | COM | 313549404 | 2,899 | 157,875 | SH | Sole |
| FPL GROUP INC COM | COM | 302571104 | 606 | 12,541 | SH | Sole |
| FRESENIUS MED CARE AG&CO KGA | SPONSORED ADR | 358029106 | 1,061 | 18,900 | SH | Sole |
| GENERAL DYNAMICS CORP COM | COM | 369550108 | 16,916 | 219,115 | SH | Sole |
| GEO GROUP INC COM | COM | 36159R103 | 1,093 | 55,171 | SH | Sole |
| GILEAD SCIENCES INC COM | COM | 375558103 | 6,425 | 141,296 | SH | Sole |
| GRAINGER W W INC COM | COM | 384802104 | 10,517 | 97,267 | SH | Sole |
| GROUPE CGI INC CL A SUB VTG | CL A SUB VTG | 39945C109 | 5,680 | 380,921 | SH | Sole |
| GULF ISLAND FABRICATION INC COM | COM | 402307102 | 1,702 | 78,268 | SH | Sole |
| HALLIBURTON CO COM | COM | 406216101 | 5,550 | 184,206 | SH | Sole |
| HARSCO CORP COM | COM | 415864107 | 2 | 47 | SH | Sole |
| HEWLETT PACKARD CO COM | COM | 428236103 | 9,281 | 174,612 | SH | Sole |
| HOLOGIC INC. | COM | 436440101 | 179 | 9,632 | SH | Sole |
| HONDA MOTOR LTD AMERN SHS | COM | 438128308 | 3,723 | 105,487 | SH | Sole |
| HONEYWELL INTL INC COM | COM | 438516106 | 5,954 | 131,524 | SH | Sole |
| HSBC HLDGS PLC SPON ADR NEW | SPONSORED ADR | 404280406 | 3,570 | 70,429 | SH | Sole |
| ICICI BK LTD ADR | ADR | 45104G104 | 2,091 | 48,976 | SH | Sole |
| ILLINOIS TOOL WKS INC COM | COM | 452308109 | 8,964 | 189,264 | SH | Sole |
| INFORMATICA CORP COM | COM | 45666Q102 | 4,004 | 148,902 | SH | Sole |
| INFOSYS TECHNOLOGIES LTD SPON | SPONSORED ADR | 456788108 | 2,013 | 34,221 | SH | Sole |
| INGERSOLL- RAND PLC SHS | COM | G47791101 | 9,977 | 286,118 | SH | Sole |
| INTEL CORP COM | COM | 458140100 | 6,456 | 289,626 | SH | Sole |

| COLUMN 1 | COLUMN 2 | COLUMN 3 | COLUMN 4 | COLUMN 5 | COLUMN 6 | COLUMN 7 |
|----------------|----------------|----------|-----------------|-------------|---------------|-----------------------|
| NAME OF ISSUER | TITLE OF CLASS | CUSIP | VALUE (x\$1000) | SHRS OR PRN | SH/ PUT/ CALL | INVESTMENT DISCRETION |

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|----------------------------------|---------------|-----------|--------|-----------|----|------|
| INTERNATIONAL BUSINESS MACHS | COM | 459200101 | 33,701 | 262,773 | SH | Sole |
| ISHARES TR AGENCY BD FD | ETF | 464288166 | 136 | 1,258 | SH | Sole |
| ISHARES TR BARCLYS 1-3YR CR | ETF | 464288646 | 1,244 | 11,890 | SH | Sole |
| ISHARES TR DJ INTL SEL DIVD | ETF | 464288448 | 743 | 23,521 | SH | Sole |
| ISHARES TR INDEX BARCLYS 1-3 YR | ETF | 464287457 | 1,147 | 13,760 | SH | Sole |
| ISHARES TR INDEX BARCLYS 7-10 YR | ETF | 464287440 | 4,028 | 45,004 | SH | Sole |
| ISHARES TR INDEX BARCLYS TIPS BD | ETF | 464287176 | 6,462 | 62,195 | SH | Sole |
| ISHARES TR INDEX DJ SEL DIV INX | ETF | 464287168 | 744 | 16,176 | SH | Sole |
| ISHARES TR INDEX MSCI EMERG MKT | ETF | 464287234 | 53,950 | 1,280,795 | SH | Sole |
| ISHARES TR INDEX RUSL 3000 VALU | ETF | 464287663 | 400 | 5,000 | SH | Sole |
| ISHARES TR INDEX RUSSELL 1000 | ETF | 464287622 | 8,076 | 124,984 | SH | Sole |
| ISHARES TR INDEX RUSSELL MCP GR | ETF | 464287481 | 11,848 | 244,197 | SH | Sole |
| ISHARES TR INDEX RUSSELL1000GRW | ETF | 464287614 | 471 | 9,073 | SH | Sole |
| ISHARES TR INDEX RUSSELL1000VAL | ETF | 464287598 | 7,272 | 119,078 | SH | Sole |
| ISHARES TR INDEX S&P500 GRW | ETF | 464287309 | 5,713 | 95,340 | SH | Sole |
| ISHARES TR MSCI GRW IDX | ETF | 464288885 | 14,712 | 259,745 | SH | Sole |
| ISHARES TR MSCI VAL IDX | ETF | 464288877 | 14,688 | 289,998 | SH | Sole |
| ISHARES TR S&P GL UTILITI | ETF | 464288711 | 13,381 | 292,875 | SH | Sole |
| ISHARES TR US PFD STK IDX | ETF | 464288687 | 2,107 | 54,417 | SH | Sole |
| ITAU UNIBANCO HLDG SA SPON ADR | SPONSORED ADR | 465562106 | 2,176 | 98,935 | SH | Sole |
| ITT CORP NEW COM | COM | 450911102 | 7,017 | 130,881 | SH | Sole |
| JACK IN THE BOX INC COM | COM | 466367109 | 2 | 73 | SH | Sole |
| JAKKS PAC INC COM | COM | 47012E106 | 1,542 | 117,910 | SH | Sole |
| JARDEN CORP COM | COM | 471109108 | 1,428 | 42,887 | SH | Sole |
| JOHNSON & JOHNSON COM | COM | 478160104 | 10,148 | 155,639 | SH | Sole |
| JPMORGAN CHASE & CO COM | COM | 46625H100 | 12,227 | 273,218 | SH | Sole |
| KANSAS CITY SOUTHERN COM NEW | COM | 485170302 | 2 | 51 | SH | Sole |
| KEYCORP NEW COM | COM | 493267108 | 1,499 | 193,410 | SH | Sole |

| COLUMN 1 | COLUMN 2 | COLUMN 3 | COLUMN 4 | COLUMN 5 | COLUMN 6 | COLUMN 7 |
|--------------------------------|----------------|-----------|-----------------|-------------------------------------|---------------|-----------------------|
| NAME OF ISSUER | TITLE OF CLASS | CUSIP | VALUE (x\$1000) | SHRS OR SH/ PUT/ INVESTMENT PRN AMT | SH/ PUT/ CALL | INVESTMENT DISCRETION |
| KNIGHT TRANSN INC COM | COM | 499064103 | 1,104 | 52,331 | SH | Sole |
| KRAFT FOODS INC CL A | CL A | 50075N104 | 12,673 | 419,088 | SH | Sole |
| K-SWISS INC CL A | CL A | 482686102 | 101 | 9,639 | SH | Sole |
| KUBOTA CORP ADR | ADR | 501173207 | 1,023 | 22,448 | SH | Sole |
| LEAR CORP COM NEW | COM | 521865204 | 833 | 10,504 | SH | Sole |
| LHC GROUP INC COM | COM | 50187A107 | 1,266 | 37,744 | SH | Sole |
| LIFE TECHNOLOGIES CORP COM | COM | 53217V109 | 4 | 74 | SH | Sole |
| LINCOLN EDL SVCS CORP COM | COM | 533535100 | 1,139 | 45,010 | SH | Sole |
| LKQ CORP COM | COM | 501889208 | 4,994 | 246,009 | SH | Sole |
| LOEWS CORP COM | COM | 540424108 | 5,952 | 159,650 | SH | Sole |
| LORILLARD INC COM | COM | 544147101 | 3 | 45 | SH | Sole |
| LOWES COS INC COM | COM | 548661107 | 23,234 | 958,489 | SH | Sole |
| M/I HOMES INC COM | COM | 55305B101 | 1,310 | 89,406 | SH | Sole |
| MAIDEN HOLDINGS LTD SHS | COM | G5753U112 | 1,180 | 159,739 | SH | Sole |
| MAKITA CORP ADR NEW | ADR | 560877300 | 1,231 | 37,137 | SH | Sole |
| MARINEMAX INC COM | COM | 567908108 | 153 | 14,175 | SH | Sole |
| MARSHALL & ILSLEY CORP NEW COM | COM | 571837103 | 1,454 | 180,629 | SH | Sole |
| MASTERCARD INC CL A | CL A | 57636Q104 | 9,263 | 36,470 | SH | Sole |
| MBIA INC COM | COM | 55262C100 | 138 | 21,942 | SH | Sole |
| MCDONALDS CORP COM | COM | 580135101 | 8,785 | 131,673 | SH | Sole |

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|--------------------------------|---------------|-----------|-------|---------|----|------|
| MECHEL OAO SPONSORED ADR | ADR | 583840103 | 2,274 | 80,015 | SH | Sole |
| MERCK & CO INC NEW COM | COM | 58933Y105 | 5,347 | 143,161 | SH | Sole |
| MICROSOFT CORP COM | COM | 594918104 | 6,600 | 225,350 | SH | Sole |
| MITSUBISHI UFJ FINL GROUP IN | SPONSORED ADR | 606822104 | 768 | 146,854 | SH | Sole |
| NALCO HOLDING COMPANY COM | COM | 62985Q101 | 8,419 | 346,049 | SH | Sole |
| NATIONAL GRID PLC SPON ADR NEW | SPONSORED ADR | 636274300 | 3,092 | 63,419 | SH | Sole |
| NEW YORK CMNTY BANCORP INC | COM | 649445103 | 3 | 193 | SH | Sole |
| NEWTEK BUSINESS SERVICES INC. | COM | 652526104 | 183 | 146,141 | SH | Sole |

| COLUMN 1 | COLUMN 2 | COLUMN 3 | COLUMN 4 | COLUMN 5 | COLUMN 6 | COLUMN 7 |
|--------------------------------|----------------|-----------|-----------------|---------------------|----------|---------------------------------|
| NAME OF ISSUER | TITLE OF CLASS | CUSIP | VALUE (x\$1000) | SHRS OR SH/ PRN AMT | SH/ PRN | PUT/ INVESTMENT CALL DISCRETION |
| NORTHEAST UTILS COM | COM | 664397106 | 4 | 138 | SH | Sole |
| NORTHERN TR CORP COM | COM | 665859104 | 6,611 | 119,641 | SH | Sole |
| NOVARTIS A G SPONSORED ADR | SPONSORED ADR | 66987V109 | 1,362 | 25,176 | SH | Sole |
| NOVO- NORDISK A S ADR | ADR | 670100205 | 3,740 | 48,496 | SH | Sole |
| NRG ENERGY INC COM NEW | COM | 629377508 | 588 | 28,128 | SH | Sole |
| NSTAR COM | COM | 67019E107 | 2 | 69 | SH | Sole |
| NTELOS HLDGS CORP COM | COM | 67020Q107 | 3 | 189 | SH | Sole |
| NTT DOCOMO INC SPONS ADR | ADR | 62942M201 | 3,660 | 240,783 | SH | Sole |
| NUVEEN EQTY PRM OPPORTUNITYF | COM | 6706EM102 | 5,564 | 415,543 | SH | Sole |
| OCEANEERING INTL INC COM | COM | 675232102 | 1,538 | 24,227 | SH | Sole |
| OLD REP INTL CORP COM | COM | 680223104 | 1,474 | 116,251 | SH | Sole |
| ORACLE CORP COM | COM | 68389X105 | 9,375 | 364,639 | SH | Sole |
| PARKER HANNIFIN CORP COM | COM | 701094104 | 6,940 | 107,203 | SH | Sole |
| PENN VA CORP COM | COM | 707882106 | 1,299 | 53,005 | SH | Sole |
| PETROLEO BRASILEIRO SA PETRO | SPONSORED ADR | 71654V408 | 1,964 | 44,127 | SH | Sole |
| PFIZER INC COM | COM | 717081103 | 4,662 | 271,832 | SH | Sole |
| PG&E CORP COM | COM | 69331C108 | 2,931 | 69,103 | SH | Sole |
| PHILIP MORRIS INTL INC COM | COM | 718172109 | 9,059 | 173,685 | SH | Sole |
| PLAINS EXPL& PRODTN CO COM | COM | 726505100 | 4,559 | 152,002 | SH | Sole |
| POSCO SPONSORED ADR | ADR | 693483109 | 1,984 | 16,959 | SH | Sole |
| POTASH CORP SASK INC COM | COM | 73755L107 | 3,638 | 30,483 | SH | Sole |
| PPL CORP COM | COM | 69351T106 | 2,300 | 82,993 | SH | Sole |
| PRAXAIR INC COM | COM | 74005P104 | 10,312 | 124,236 | SH | Sole |
| PROCTER & GAMBLE CO COM | COM | 742718109 | 21,631 | 341,889 | SH | Sole |
| PUBLIC SVC ENTERPRISE GROUP | COM | 744573106 | 424 | 14,366 | SH | Sole |
| QUEST DIAGNOSTICS INC COM | COM | 74834L100 | 3,477 | 59,654 | SH | Sole |
| REGIONS FINANCIAL CORP NEW COM | COM | 7591EP100 | 1,285 | 163,688 | SH | Sole |
| RESMED INC COM | COM | 761152107 | 2,056 | 32,309 | SH | Sole |

| COLUMN 1 | COLUMN 2 | COLUMN 3 | COLUMN 4 | COLUMN 5 | COLUMN 6 | COLUMN 7 |
|---------------------------|----------------|-----------|-----------------|---------------------|----------|---------------------------------|
| NAME OF ISSUER | TITLE OF CLASS | CUSIP | VALUE (x\$1000) | SHRS OR SH/ PRN AMT | SH/ PRN | PUT/ INVESTMENT CALL DISCRETION |
| ROSETTA RESOURCES INC COM | COM | 777779307 | 5,970 | 253,492 | SH | Sole |
| ROSS STORES INC COM | COM | 778296103 | 2,441 | 45,647 | SH | Sole |

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|------------------------------|---------------|-----------|--------|---------|----|------|
| ROVI CORP COM | COM | 779376102 | 8,068 | 217,287 | SH | Sole |
| ROYAL CARIBBEAN CRUISES LTD | COM | V7780T103 | 262 | 7,955 | SH | Sole |
| SALESFORCE COM INC COM | COM | 79466L302 | 3,843 | 51,613 | SH | Sole |
| SANOFI AVENTIS SPONSORED ADR | ADR | 80105N105 | 3,767 | 100,843 | SH | Sole |
| SARA LEE CORP COM | COM | 803111103 | 7,578 | 544,017 | SH | Sole |
| SEATTLE GENETICS INC COM | COM | 812578102 | 1,010 | 84,550 | SH | Sole |
| SEMPRA ENERGY COM | COM | 816851109 | 556 | 11,140 | SH | Sole |
| SINGAPORE FD INC COM | COM | 82929L109 | 0 | 22 | SH | Sole |
| SMITHFIELD FOODS INC COM | COM | 832248108 | 1,556 | 75,022 | SH | Sole |
| SNAP ON INC COM | COM | 833034101 | 2 | 40 | SH | Sole |
| SOCIEDAD QUIMICA MINERA DE C | SPONSORED ADR | 833635105 | 2,035 | 54,414 | SH | Sole |
| SOLERA HOLDINGS INC COM | COM | 83421A104 | 5,369 | 138,921 | SH | Sole |
| SOUTHERN CO COM | COM | 842587107 | 743 | 22,409 | SH | Sole |
| ST MARY LD & EXPL CO COM | COM | 792228108 | 1 | 31 | SH | Sole |
| STERICYCLE INC COM | COM | 858912108 | 1,180 | 21,655 | SH | Sole |
| STEWART INFORMATION SVCS COR | COM | 860372101 | 145 | 10,491 | SH | Sole |
| STRYKER CORP COM | COM | 863667101 | 12,280 | 214,607 | SH | Sole |
| SUNTRUST BKS INC COM | COM | 867914103 | 171 | 6,386 | SH | Sole |
| SYBASE INC COM | COM | 871130100 | 9,101 | 195,213 | SH | Sole |
| SYMANTEC CORP COM | COM | 871503108 | 5,950 | 351,504 | SH | Sole |
| TALEO CORP CL A | CL A | 87424N104 | 1,023 | 39,482 | SH | Sole |
| TARGACEPT INC COM | COM | 87611R306 | 1,077 | 54,787 | SH | Sole |
| TARGET CORP COM | COM | 87612E106 | 16,476 | 313,239 | SH | Sole |
| TERRA INDS INC COM | COM | 880915103 | 1 | 26 | SH | Sole |
| TESSERA TECHNOLOGIES INC COM | COM | 88164L100 | 1,048 | 51,654 | SH | Sole |
| TEVA PHARMACEUTICAL INDS LTD | ADR | 881624209 | 2,199 | 34,862 | SH | Sole |

| COLUMN 1 | COLUMN 2 | COLUMN 3 | COLUMN 4 | COLUMN 5 | COLUMN 6 | COLUMN 7 |
|---------------------------------|----------------|-----------|-----------------|-----------------|---------------|-----------------------|
| NAME OF ISSUER | TITLE OF CLASS | CUSIP | VALUE (x\$1000) | SHRS OR PRN AMT | SH/ PUT/ CALL | INVESTMENT DISCRETION |
| TOTAL S A SPONSORED ADR | SPONSORED ADR | 89151E109 | 4,815 | 82,985 | SH | Sole |
| TOWER GROUP INC COM | COM | 891777104 | 1,137 | 51,287 | SH | Sole |
| TOYOTA MOTOR CORP SP ADR REP2 | COM | 892331307 | 3,943 | 49,036 | SH | Sole |
| TRANSOCEAN LTD REG SHS | COM | H8817H100 | 5,256 | 60,852 | SH | Sole |
| TREEHOUSE FOODS INC COM | COM | 89469A104 | 5,620 | 128,105 | SH | Sole |
| TUPPERWARE BRANDS CORP COM | COM | 899896104 | 9,145 | 189,642 | SH | Sole |
| TUTOR PERINI CORP COM | COM | 901109108 | 1,162 | 53,409 | SH | Sole |
| TYCO ELECTRONICS LTD SWITZER SH | COM | H8912P106 | 7,025 | 255,625 | SH | Sole |
| UAL CORP. | COM | 902549807 | 47 | 2,409 | SH | Sole |
| UBS AG SHS NEW | COM | H89231338 | 1,106 | 67,907 | SH | Sole |
| UGI CORP NEW COM | COM | 902681105 | 1,447 | 54,517 | SH | Sole |
| UNISOURCE ENERGY CORP COM | COM | 909205106 | 1,087 | 34,582 | SH | Sole |
| UNITED TECHNOLOGIES CORP COM | COM | 913017109 | 16,565 | 225,040 | SH | Sole |
| UNUM GROUP COM | COM | 91529Y106 | 5 | 213 | SH | Sole |
| USANA HEALTH SCIENCES INC COM | COM | 90328M107 | 931 | 29,639 | SH | Sole |
| VALE S A ADR | ADR | 91912E105 | 2,194 | 68,165 | SH | Sole |
| VERIZON COMMUNICATIONS INC. | COM | 92343V104 | 26 | 832 | SH | Sole |
| VIAD CORP COM NEW | COM | 92552R406 | 744 | 36,214 | SH | Sole |
| VISA INC COM CL A | CL A | 92826C839 | 6,662 | 73,181 | SH | Sole |
| VODAFONE GROUP PLC NEW SPONS | ADR | 92857W209 | 8,946 | 383,798 | SH | Sole |
| WAL MART STORES INC COM | COM | 931142103 | 7,616 | 136,971 | SH | Sole |
| WALGREEN CO COM | COM | 931422109 | 10,245 | 276,221 | SH | Sole |
| WALTER ENERGY INC COM | COM | 93317Q105 | 3 | 35 | SH | Sole |
| WALTER INVNT MGMT CORP COM | COM | 93317W102 | 0 | 13 | SH | Sole |

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| | | | | | | |
|----------------------------|---------------|-----------|-------|---------|----|------|
| WARNACO GROUP INC COM NEW | COM | 934390402 | 3,245 | 68,020 | SH | Sole |
| WASHINGTON FED INC COM | COM | 938824109 | 3 | 132 | SH | Sole |
| WATERS CORP COM | COM | 941848103 | 9,453 | 139,963 | SH | Sole |
| WESTPAC BKG CORP SPONSORED | SPONSORED ADR | 961214301 | 3,762 | 29,603 | SH | Sole |

| COLUMN 1 | COLUMN 2 | COLUMN 3 | COLUMN 4 | COLUMN 5 | COLUMN 6 | COL | |
|------------------------------|-------------------|-----------|--------------------|------------------------|------------------|--------------------------|-----------|
| NAME OF ISSUER | TITLE OF CLASS | CUSIP | VALUE (x\$1000) | SHRS OR SH/ PRN AMT | PUT/ PRN CALL | INVESTMENT DISCRETION | OT MAN |
| ----- | ----- | ----- | ----- | ----- | ----- | ----- | ----- |
| WILLIAMS COS INC DEL COM | COM | 969457100 | 2,125 | 91,973 | SH | Sole | |
| XL CAP LTD CL A | CL A | G98255105 | 1,542 | 81,579 | SH | Sole | |
| XTO ENERGY INC COM | COM | 98385X106 | 6,744 | 142,932 | SH | Sole | |
| YAHOO INC COM | COM | 984332106 | 7,031 | 425,320 | SH | Sole | |
| YANZHOU COAL MNG CO LTD SPON | SPONSORED ADR | 984846105 | 2,249 | 93,311 | SH | Sole | |