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GENWORTH FINANCIAL INC  
Form 13F-HR/A  
November 04, 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: September 30, 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:

/s/ Patricia Merrill Richmond, VA November 4, 2010  
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[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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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR SH/ PRN AMT	PUT/ CALL	INVESTMENT DISCRETION
APPLE INC COM	COM	037833100	5	46 SH		Sole
ARKANSAS BEST CORP DEL COM	COM	040790107	4,048	120,166 SH		Sole
ASTRAZENECA PLC SPONSORED ADR	SPONSORED ADR	046353108	27,660	630,354 SH		Sole
AUTOMATIC DATA PROCESSING IN COM	COM	053015103	14,548	340,298 SH		Sole
AXA SPONSORED ADR	SPONSORED ADR	054536107	20,355	623,247 SH		Sole
AXCELIS TECHNOLOGIES INC COM	COM	054540109	1,365	802,705 SH		Sole
BANCO BRADESCO S A SP ADR PFD	SPONSORED ADR	059460303	2,729	169,478 SH		Sole
BANK OF NEW YORK MELLON CORP	COM	064058100	3,507	107,628 SH		Sole
BARCLAYS BK PLC DJAIG CMDT ETN	CMDT	06738C778	1	26 SH		Sole
BARD C R INC COM	COM	067383109	11,284	118,941 SH		Sole
BARNES GROUP INC COM	COM	067806109	268	13,248 SH		Sole
BAXTER INTL INC COM	COM	071813109	12,272	186,995 SH		Sole
BECTON DICKINSON & CO COM	COM	075887109	26,291	327,574 SH		Sole
BHP BILLITON LTD SPONSORED ADR	ADR	088606108	12,816	246,504 SH		Sole
BIOTECH HOLDRS TR DEPOSTRY RCPTS	TR DEPOSTR	09067D201	6	33 SH		Sole
BJS WHOLESALE CLUB INC COM	COM	05548J106	34	884 SH		Sole
BLACKROCK FL INS MUN INC TR COM	COM	09250G102	11	1,017 SH		Sole
BLACKROCK FLA MUN 2020 TERM COM	COM SHS	09250M109	11	1,026 SH		Sole
BLACKROCK MUNI N Y INTER DUR COM	COM	09255F109	222	21,690 SH		Sole
BLACKROCK MUNIHOLDINGS N Y I COM	COM	09255C106	151	14,782 SH		Sole
BLACKROCK MUNIYIELD CALIF FD COM	COM	09254M105	1,023	98,299 SH		Sole
BLACKROCK MUNIYIELD CALIF IN COM	COM	09254N103	1,070	103,352 SH		Sole
BLACKROCK MUNIYIELD FLA INC COM	COM	09254R104	6	567 SH		Sole
BLACKROCK NY MUN INCOME TR I COM	COM	09249R102	236	21,342 SH		Sole
BLDRS INDEX FDS TR DEV MK 100 ADR	ADR	09348R201	3,347	150,203 SH		Sole
BLDRS INDEX FDS TR EMER MK 50 ADR	ADR	09348R300	215	5,699 SH		Sole
BOWNE & CO INC COM	COM	103043105	2,971	257,266 SH		Sole

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR SH/ PRN AMT	PUT/ CALL	INVESTMENT DISCRETION
BRISTOL MYERS SQUIBB CO COM	COM	110122108	11,186	536,518 SH		Sole
BRITISH AMERN TOB PLC SPONSORED	SPONSORED ADR	110448107	7,850	126,608 SH		Sole
BROADCOM CORP CL A	CL A	111320107	3	175 SH		Sole
BUCYRUS INTL INC NEW COM	COM	118759109	170	3,806 SH		Sole
BURLINGTON NORTHN SANTA FE C COM	COM	12189T104	11,319	122,457 SH		Sole
CELANESE CORP DEL COM SER A	COM	150870103	39	1,385 SH		Sole
CERNER CORP COM	COM	156782104	3	63 SH		Sole
CGG VERITAS SPONSORED ADR	SPONSORED ADR	204386106	6,288	197,812 SH		Sole
CHARLES RIV LABS INTL INC COM	COM	159864107	267	4,814 SH		Sole
CHATTEM INC COM	COM	162456107	5,645	72,204 SH		Sole
CHINA LIFE INS CO LTD SPON ADR REP	SPONSORED ADR	16939P106	529	9,511 SH		Sole
CHINA MOBILE LIMITED SPONSORED	ADR	16941M109	10,444	208,551 SH		Sole
CIMAREX ENERGY CO COM	COM	171798101	1	26 SH		Sole
CISCO SYS INC COM	COM	17275R102	10,278	455,569 SH		Sole
CITIGROUP INC COM	COM	172967101	1,594	77,695 SH		Sole
CLAYMORE EXCHANGE TRADED FD BNY	ETF	18383M100	108	3,116 SH		Sole
CME GROUP INC COM	COM	12572Q105	4	11 SH		Sole
CMS ENERGY CORP COM	COM	125896100	4,277	343,002 SH		Sole

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CNOOC LTD SPONSORED ADR	SPONSORED ADR	126132109	2,912	25,426	SH	Sole
COCA COLA FEMSA S A B DE C V SPON	ADR	191241108	434	8,603	SH	Sole
COGNIZANT TECHNOLOGY SOLUTIO CL	CL A	192446102	3,896	170,666	SH	Sole
COLGATE PALMOLIVE CO COM	COM	194162103	16,867	223,844	SH	Sole
COMCAST CORP NEW CL A	CL A	20030N101	11,174	569,212	SH	Sole
COMCAST CORP NEW CL A SPL	SPL	20030N200	5,343	270,950	SH	Sole
COMPANHIA VALE DO RIO DOCE	SPONSORED ADR	204412209	2,131	111,261	SH	Sole
COMPANIA CERVECERIAS UNIDAS	SPONSORED ADR	204429104	2,631	81,947	SH	Sole
CONAGRA FOODS INC COM	COM	205887102	9,805	503,867	SH	Sole

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ CALL	INVESTMENT DISCRETION
CORE LABORATORIES N V COM	COM	N22717107	3,305	32,618	SH	Sole
CORNING INC COM	COM	219350105	4,208	269,025	SH	Sole
COSTCO WHSL CORP NEW COM	COM	22160K105	7	106	SH	Sole
COVIDIEN LTD COM	COM	G2552X108	13,443	250,052	SH	Sole
CTRIIP COM INTL LTD ADR	SPONSORED ADR	22943F100	2,561	66,338	SH	Sole
DELTA AIR LINES INC.	COM	247361702	85	11466	SH	Sole
DENTSPLY INTL INC NEW COM	COM	249030107	13,330	355,082	SH	Sole
DEVON ENERGY CORP NEW COM	COM	25179M103	16	177	SH	Sole
DIAMOND OFFSHORE DRILLING IN COM	COM	25271C102	5,700	55,311	SH	Sole
DICKS SPORTING GOODS INC COM	COM	253393102	1,628	83,128	SH	Sole
DOLBY LABORATORIES INC COM	COM	25659T107	3,345	95,048	SH	Sole
DOLLAR THRIFTY AUTOMOTIVE GP COM	COM	256743105	42	21,599	SH	Sole
DPL INC COM	COM	233293109	765	30,832	SH	Sole
DU PONT E I DE NEMOURS & CO COM	COM	263534109	9,561	237,253	SH	Sole
E M C CORP MASS COM	COM	268648102	3,699	309,262	SH	Sole
EAST WEST BANCORP INC COM	COM	27579R104	2,867	209,304	SH	Sole
EATON VANCE FLTING RATE INC COM	COM	278279104	2,217	197,416	SH	Sole
EATON VANCE INS FL PLUS MUN COM	COM	27828E102	6	557	SH	Sole
EATON VANCE NATL MUN INCOME SH	SH BEEN INT	27829D103	11	997	SH	Sole
EATON VANCE SR FLTING RTE TR COM	COM	27828Q105	2,190	200,903	SH	Sole
EATON VANCE TX MNG BY WRT OP COM	COM	27828Y108	2,959	247,229	SH	Sole
EATON VANCE TXMGD GL BUYWR O	COM	27829C105	2,886	248,755	SH	Sole
EMERSON ELEC CO COM	COM	291011104	20,177	494,667	SH	Sole
ENTERGY CORP NEW COM	COM	29364G103	4,430	49,766	SH	Sole
ERICSSON L M TEL CO ADR B SEK 10	ADR	294821608	11,285	1,196,696	SH	Sole
EXELON CORP COM	COM	30161N101	11,005	175,735	SH	Sole
EXPEDITORS INTL WASH INC COM	COM	302130109	326	9,343	SH	Sole

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ CALL	INVESTMENT DISCRETION
EXPRESSJET HOLDINGS INC CL A	CL A	30218U108	409	2,153,205	SH	Sole
EXXON MOBIL CORP COM	COM	30231G102	22,546	290,314	SH	Sole

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FACTSET RESH SYS INC COM	COM	303075105	2,352	45,011 SH	Sole
FAIRPOINT COMMUNICATIONS	COM	305560104	0	15 SH	Sole
FASTENAL CO COM	COM	311900104	2,480	50,214 SH	Sole
FEDERAL HOME LN MTG CORP COM	COM	313400301	283	165,283 SH	Sole
FIFTH STREET FINANCE CORP	COM	31678A103	14,807	147,3379 SH	Sole
FIRST NIAGARA FINL GP INC COM	COM	33582V108	19	1,216 SH	Sole
FIRST TR EXCHANGE TRADED FD UTILIT	ETF	33734X184	350	23,240 SH	Sole
FIRST TR/FOUR CRNRS SR FLOAT COM	COM	33733U108	2,152	205,963 SH	Sole
FIRSTENERGY CORP COM	COM	337932107	1,670	24,933 SH	Sole
FMC TECHNOLOGIES INC COM	COM	30249U101	3	62 SH	Sole
FRESENIUS KABI PHARMACEUTHLD	RIGHT	35802M115	0	73 SH	Sole
FRESENIUS MED CARE AG&CO KGA	SPONSORED ADR	358029106	4,288	82,560 SH	Sole
GAMESTOP CORP NEW CL A	CORP NEW	36467W109	192	5,612 SH	Sole
GENENTECH INC COM NEW	COM NEW	368710406	4	50 SH	Sole
GENERAL DYNAMICS CORP COM	COM	369550108	24,186	328,530 SH	Sole
GENERAL ELECTRIC CO COM	COM	369604103	9,907	388,492 SH	Sole
GENERAL MLS INC COM	COM	370334104	13,818	201,075 SH	Sole
GENZYME CORP COM	COM	372917104	8	101 SH	Sole
GOODRICH CORP COM	COM	382388106	15	356 SH	Sole
GOOGLE INC CL A	CL A	38259P508	6	18 SH	Sole
GREAT PLAINS ENERGY INC COM	COM	391164100	181	8,132 SH	Sole
GREIF INC CL A	CL A	397624107	401	6,114 SH	Sole
GROUPE CGI INC CL A SUB VTG	CL A SUB VTG	39945C109	18,482	2,090,691 SH	Sole
GRUPO TELEVISIA SA DE CV SP ADR REP	SPONSORED ADR	40049J206	2,131	97,455 SH	Sole
HALLIBURTON CO COM	COM	406216101	9,480	292,676 SH	Sole

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	CO	
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR SH/ PRN AMT	PUT/ CALL	INVESTMENT DISCRETION	MA
HANSEN NAT CORP COM	COM	411310105	2,516	83,183 SH		Sole	
HARRIS CORP DEL COM	COM	413875105	2,542	55,012 SH		Sole	
HARSCO CORP COM	COM	415864107	23	616 SH		Sole	
HOLOGIC INC.	COM	436440101	186	9632 SH		Sole	
ICICI BK LTD ADR	SPONSORED ADR	45104G104	1,888	80,262 SH		Sole	
IDEARC INC.	COM	451663108	0	41 SH		Sole	
IHS INC CL A	CL A	451734107	16,426	344,790 SH		Sole	
ILLINOIS TOOL WKS INC COM	COM	452308109	12,306	276,847 SH		Sole	
INFOSYS TECHNOLOGIES LTD	SPONSORED ADR	456788108	3,068	92,101 SH		Sole	
ING GLOBAL EQTY DIV & PREM O COM	COM	45684E107	2,777	250,196 SH		Sole	
ING GROEP N V SPONSORED ADR	SPONSORED ADR	456837103	11,153	521,181 SH		Sole	
ING PRIME RATE TR SH BEN INT	SH BEEN INT	44977W106	2,206	508,373 SH		Sole	
INGERSOLL-RAND COMPANY LTD CL A	CL A	G4776G101	5,373	172,364 SH		Sole	
INTERCONTINENTALEXCHANGE INC	COM	45865V100	3	41 SH		Sole	
INTERNATIONAL BUSINESS MACHS COM	COM	459200101	11,509	98,397 SH		Sole	
INTERNATIONAL FLAVORS&FRAGRA	COM	459506101	10,186	258,135 SH		Sole	
INTUITIVE SURGICAL INC COM NEW	COM	46120E602	4	17 SH		Sole	
INVITROGEN CORP COM	COM	46185R100	34	900 SH		Sole	
IRON MTN INC COM	COM	462846106	2	102 SH		Sole	
ISHARES INC MSCI BRIC INDX	ETF	464286657	122	3,507 SH		Sole	
ISHARES TR 1-3 YR TRS BD	ETF	464287457	11,482	137,413 SH		Sole	
ISHARES TR 20+ YR TRS BD	ETF	464287432	257	2,710 SH		Sole	
ISHARES TR 7-10 YR TRS BD	ETF	464287440	168	1,884 SH		Sole	

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ISHARES TR DJ HEALTH CARE	ETF	464288828	1	22 SH	Sole
ISHARES TR DJ US TECH SEC	ETF	464287721	8	177 SH	Sole
ISHARES TR DJ US TELECOMM	ETF	464287713	2	81 SH	Sole
ISHARES TR DJ US UTILS	ETF	464287697	144	1,830 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	PUT/ CALL	INVESTMENT DISCRETION	OTHER MANAGER
ISHARES TR IBOXX INV CPBD	ETF	464287242	116	1,296 SH		Sole	01
ISHARES TR LEHMAN 1-3 YR	ETF	464288646	78	797 SH		Sole	01
ISHARES TR LEHMAN 3-7 YR	ETF	464288661	9	86 SH		Sole	01
ISHARES TR LEHMAN AGG BND	ETF	464287226	57	580 SH		Sole	01
ISHARES TR LEHMAN CR BD	ETF	464288620	26	285 SH		Sole	01
ISHARES TR LEHMAN SH TREA	ETF	464288679	5,177	46,939 SH		Sole	01
ISHARES TR MBS FIXED BDFD	ETF	464288588	233	2,282 SH		Sole	01
ISHARES TR MSCI ACWI EX	ETF	464288240	3,404	85,300 SH		Sole	01
ISHARES TR MSCI ACWI INDX	ETF	464288257	651	15,761 SH		Sole	01
ISHARES TR MSCI EAFE IDX	ETF	464287465	12,293	218,348 SH		Sole	01
ISHARES TR MSCI EMERG MKT	ETF	464287234	791	23,146 SH		Sole	01
ISHARES TR MSCI GRW IDX	ETF	464288885	8,826	155,942 SH		Sole	01
ISHARES TR MSCI VAL IDX	ETF	464288877	9,356	185,486 SH		Sole	01
ISHARES TR NYSE COMP INDX	ETF	464287143	6	94 SH		Sole	01
ISHARES TR RUSSELL 1000	ETF	464287622	15,437	242,876 SH		Sole	01
ISHARES TR RUSSELL MCP GR	ETF	464287481	4	87 SH		Sole	01
ISHARES TR RUSSELL MCP VL	ETF	464287473	20,188	514,879 SH		Sole	01
ISHARES TR RUSSELL MIDCAP	ETF	464287499	2	28 SH		Sole	01
ISHARES TR RUSSELL1000GRW	ETF	464287614	543	11,186 SH		Sole	01
ISHARES TR RUSSELL1000VAL	ETF	464287598	760	11,889 SH		Sole	01
ISHARES TR S&P 500 INDEX	ETF	464287200	79	676 SH		Sole	01
ISHARES TR S&P CALI ETF	ETF	464288356	92	913 SH		Sole	01
ISHARES TR S&P EURO PLUS	ETF	464287861	5	121 SH		Sole	01
ISHARES TR S&P GBL ENER	ETF	464287341	17,282	458,297 SH		Sole	01
ISHARES TR S&P GL UTILITI	ETF	464288711	25,693	477,035 SH		Sole	01
ISHARES TR S&P GLB100INDX	ETF	464287572	709	11,410 SH		Sole	01
ISHARES TR S&P MIDCAP 400	ETF	464287507	1	14 SH		Sole	01

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	PUT/ CALL	INVESTMENT DISCRETION
ISHARES TR S&P NATL MUN B	ETF	464288414	191	1,961 SH		Sole
ISHARES TR S&P NY MUN ETF	ETF	464288323	21	205 SH		Sole
ISHARES TR S&P SMLCAP 600	ETF	464287804	1	19 SH		Sole
ISHARES TR S&P500 GRW	ETF	464287309	81,695	1,438,793 SH		Sole
ISHARES TR US PFD STK IDX	ETF	464288687	3,157	111,153 SH		Sole
ISHARES TR US TIPS BD FD	ETF	464287176	491	4,848 SH		Sole
JABIL CIRCUIT INC COM	COM	466313103	2,461	257,923 SH		Sole

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JACK IN THE BOX INC COM	COM	466367109	37	1,737	SH	Sole
JAKKS PAC INC COM	COM	47012E106	556	22,302	SH	Sole
JARDEN CORP COM	COM	471109108	147	6,268	SH	Sole
JOHN BEAN TECHNOLOGIES CORP COM	COM	477839104	0	13	SH	Sole
JOHNSON & JOHNSON COM	COM	478160104	16,882	243,680	SH	Sole
JPMORGAN & CHASE & CO COM	COM	46625H100	10,313	220,828	SH	Sole
KANSAS CITY SOUTHERN COM NEW	COM	485170302	2	51	SH	Sole
KONINKLIJKE PHILIPS ELECTRS NY REG	NEW	500472303	16,288	597,708	SH	Sole
K-SWISS INC CL A	CL A	482686102	4,444	255,414	SH	Sole
LAS VEGAS SANDS CORP COM	COM	517834107	1	37	SH	Sole
LEAR CORP COM	COM	521865105	1,798	171,205	SH	Sole
LIFE TIME FITNESS INC COM	COM	53217R207	243	7,765	SH	Sole
LKQ CORP COM	COM	501889208	1,958	115,388	SH	Sole
LORILLARD INC COM	COM	544147101	30	415	SH	Sole
LOWES COS INC COM	COM	548661107	28,364	1,197,308	SH	Sole
M/I HOMES INC COM	COM	55305B101	5,166	226,787	SH	Sole
MARINEMAX INC COM	COM	567908108	2,784	385,039	SH	Sole
MARKET VECTORS ETF TR AGRIBUS ETF	ETF	57060U605	0	6	SH	Sole
MARSHALL & ILSLEY CORP NEW COM	COM	571837103	305	15,122	SH	Sole
MBIA INC COM	COM	55262C100	4,195	352,516	SH	Sole

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ CALL	INVESTMENT DISCRETION
MCDONALDS CORP COM	COM	580135101	17,934	290,667	SH	Sole
MEMC ELECTR MATLS INC COM	COM	552715104	4,165	147,380	SH	Sole
MICROSOFT CORP COM	COM	594918104	10,564	395,821	SH	Sole
MITSUBISHI UFJ FINL GROUP IN SPON	SPONSORED ADR	606822104	22,935	2,624,088	SH	Sole
MOODYS CORP COM	COM	615369105	4	117	SH	Sole
MORGAN STANLEY CA INSD MUN TR	MUN	61745P502	1,030	95,769	SH	Sole
MORGAN STANLEY INSD CA MUN	MUN	61745P825	1,181	96,260	SH	Sole
MORGAN STANLEY N Y QULTY MUN	MUN	61745P528	231	21,818	SH	Sole
NALCO HOLDING COMPANY COM	COM	62985Q101	9,281	500,615	SH	Sole
NATIONAL GRID PLC SPON ADR NEW	SPONSORED ADR	636274300	24,104	375,339	SH	Sole
NATIONAL OILWELL VARCO INC COM	COM	637071101	5	92	SH	Sole
NEUBERGER BERMAN CA INT MUN COM	COM	64123C101	1,116	95,417	SH	Sole
NEW YORK CMNTY BANCORP INC COM	COM	649445103	28	1,642	SH	Sole
NEWS CORP CL A	CL A	65248E104	4,800	400,374	SH	Sole
NEWTEK BUSINESS SERVICES INC.	COM	652526104	74	146,141	SH	Sole
NFJ DIVID INT & PREM STRTGY COM	COM	65337H109	2,963	181,913	SH	Sole
NIKE INC CL B	CL B	654106103	19,041	284,613	SH	Sole
NISSAN MOTORS SPONSORED ADR	SPONSORED ADR	654744408	5	402	SH	Sole
NOKIA CORP SPONSORED ADR	SPONSORED ADR	654902204	12,065	646,933	SH	Sole
NORTHEAST UTILS COM	COM	664397106	40	1,544	SH	Sole
NOVARTIS A G SPONSORED ADR	SPONSORED ADR	66987V109	25,611	484,689	SH	Sole
NRG ENERGY INC COM NEW	COM	629377508	6,878	277,904	SH	Sole
NSTAR COM	COM	67019E107	29	873	SH	Sole
NTELOS HLDGS CORP COM	COM	67020Q107	49	1,818	SH	Sole
NUVEEN EQTY PRM OPPORTUNITYF	COM	6706EM102	3,308	254,235	SH	Sole
NUVEEN FLA QUALITY INCOME MU COM	COM	670978105	10	997	SH	Sole
NUVEEN FLOATING RATE INCOME COM	COM	67072T108	2,068	269,576	SH	Sole

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COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ CALL	INVESTMENT DISCRETION
NUVEEN INSD CA PREM INCOME 2 COM	COM	67061U108	196	18,913	SH	Sole
NUVEEN INSD DIVID ADVANTAGE COM	COM	67071L106	2	175	SH	Sole
NUVEEN INSD FLA PREM INCOME COM	COM	67101V108	2	153	SH	Sole
OCEANEERING INTL INC COM	COM	675232102	241	4,526	SH	Sole
OLD REP INTL CORP COM	COM	680223104	3,787	297,012	SH	Sole
OPEN JT STK CO-VIMPEL COMMUN	ADR	68370R109	2,261	111,386	SH	Sole
ORACLE CORP COM	COM	68389X105	24,960	1,228,931	SH	Sole
PACCAR INC COM	COM	693718108	8,891	232,816	SH	Sole
PALL CORP COM	COM	696429307	19,287	560,845	SH	Sole
PAR PHARMACEUTICAL COS INC COM	COM	69888P106	192	15,594	SH	Sole
PEPSICO INC COM	COM	713448108	27,998	392,839	SH	Sole
PETROLEO BRASILEIRO SA PETRO	SPONSORED ADR	71654V408	16,163	367,761	SH	Sole
PG&E CORP COM	COM	69331C108	5,175	138,189	SH	Sole
PHARMACEUTICAL PROD DEV INC COM	COM	717124101	5,713	138,169	SH	Sole
PHILIP MORRIS INTL INC COM	COM	718172109	14,936	310,524	SH	Sole
POPULAR INC COM	COM	733174106	3,405	410,777	SH	Sole
POSCO SPONSORED ADR	ADR	693483109	2,920	31,277	SH	Sole
POWERSHARES DB G10 CURCY HAR	ETF	73935Y102	153	6,318	SH	Sole
POWERSHARES ETF TRUST II DWA	ETF	73936Q108	502	30,789	SH	Sole
POWERSHARES ETF TRUST II DWA	ETF	73936Q207	106	7,728	SH	Sole
POWERSHARES GLOBAL ETF TRUST	ETF	73936T763	64	3,502	SH	Sole
POWERSHARES GLOBAL ETF TRUST	ETF	73936T474	166	7,592	SH	Sole
POWERSHS DB MULTI SECT COMM DB	ETF	73936B408	35,847	1,186,587	SH	Sole
PPL CORP COM	COM	69351T106	4,111	111,039	SH	Sole
PRAXAIR INC COM	COM	74005P104	13,321	185,685	SH	Sole
PROCTER & GAMBLE CO COM	COM	742718109	50,801	728,960	SH	Sole
PROSHARES TR CONSUMR SVCS	SVCS	74347R636	31,263	309,837	SH	Sole

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ CALL	INVESTMENT DISCRETION
PROSHARES TR ULTRA FINL PRO	PRO	74347R743	18	1,000	SH	Sole
PROSHARES TR ULTRASHRT FINL	TR	74347R628	0	2	SH	Sole
PUBLIC SVC ENTERPRISE GROUP COM	COM	744573106	1,146	34,945	SH	Sole
RAYMOND JAMES FINANCIAL INC COM	COM	754730109	32	967	SH	Sole
RESEARCH IN MOTION LTD COM	COM	760975102	15,514	227,152	SH	Sole
ROPER INDS INC NEW COM	COM	776696106	4,766	83,676	SH	Sole
SALESFORCE COM INC COM	COM	79466L302	4	84	SH	Sole
SARA LEE CORP COM	COM	803111103	5,315	420,843	SH	Sole
SATYAM COMPUTER SERVICES LTD ADR	ADR	804098101	206	12,761	SH	Sole
SCHEIN HENRY INC COM	COM	806407102	3,679	68,341	SH	Sole
SCHLUMBERGER LTD COM	COM	806857108	5	69	SH	Sole
SELECT SECTOR SPDR TR SBI CONS	ETF	81369Y407	4	154	SH	Sole
SELECT SECTOR SPDR TR SBI CONS	ETF	81369Y308	8	297	SH	Sole
SELECT SECTOR SPDR TR SBI	ETF	81369Y209	8	269	SH	Sole



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SELECT SECTOR SPDR TR SBI INT-ENE	ETF	81369Y506	7	114	SH	Sole
SELECT SECTOR SPDR TR SBI INT-FINL	ETF	81369Y605	9	438	SH	Sole
SELECT SECTOR SPDR TR SBI INT-INDS	ETF	81369Y704	5	175	SH	Sole
SELECT SECTOR SPDR TR SBI INT-TECH	ETF	81369Y803	23	1,180	SH	Sole
SELECT SECTOR SPDR TR SBI INT-UTILS	ETF	81369Y886	3,916	117,843	SH	Sole
SELECT SECTOR SPDR TR SBI MATERI	ETF	81369Y100	12	349	SH	Sole
SEMPRA ENERGY COM	COM	816851109	2,222	44,019	SH	Sole
SIEMENS A G SPONSORED ADR	SPONSORED ADR	826197501	3,621	38,564	SH	Sole
SINGAPORE FD INC COM	COM	82929L109	0	40	SH	Sole
SMITH INTL INC COM	COM	832110100	244	4,163	SH	Sole
SMITHFIELD FOODS INC COM	COM	832248108	137	8,644	SH	Sole
SNAP ON INC COM	COM	833034101	2	40	SH	Sole
SONIC CORP COM	COM	835451105	1,356	93,056	SH	Sole

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR SH/ PRN AMT	PUT/ CALL	INVESTMENT DISCRETION
SPDR INDEX SHS FDS DJWS INTL REAL	ETF	78463X863	86	2,258	SH	Sole
SPDR INDEX SHS FDS EMERG MKTS ETF	ETF	78463X509	115	2,240	SH	Sole
SPDR INDEX SHS FDS MSCI ACWI EXUS	MSCI ACWI EXUS	78463X848	2,690	90,121	SH	Sole
SPDR INDEX SHS FDS S&P BRIC 40ETF	ETF	78463X798	211	10,327	SH	Sole
SPDR INDEX SHS FDS S&P INTL SMLCP	ETF	78463X871	227	9,292	SH	Sole
SPDR SERIES TRUST DJ GLB TITANS	TITANS	78464A706	3,064	51,076	SH	Sole
SPDR SERIES TRUST DJ WLSH REIT ETF	ETF	78464A607	280	4,148	SH	Sole
SPDR SERIES TRUST LEH MUN BD ETF	ETF	78464A458	324	15,690	SH	Sole
SPDR SERIES TRUST LEHMAN YLD ETF	ETF	78464A417	29	746	SH	Sole
SPDR SERIES TRUST LEHMN INTL ETF	ETF	78464A516	116	2,234	SH	Sole
SPDR SERIES TRUST SHRT TERM MUNI	ETF	78464A425	88	3,886	SH	Sole
SPDR TR UNIT SER 1	ETF	78462F103	37	319	SH	Sole
ST MARY LD & EXPL CO COM	COM	792228108	26	734	SH	Sole
STANDARD PAC CORP NEW COM	COM	85375C101	4,101	835,278	SH	Sole
STAPLES INC COM	COM	855030102	2,891	128,503	SH	Sole
STARBUCKS CORP COM	COM	855244109	4	273	SH	Sole
STATE STR CORP COM	COM	857477103	19,088	335,577	SH	Sole
STATOILHYDRO ASA SPONSORED ADR	SPONSORED ADR	85771P102	5,755	241,810	SH	Sole
STERICYCLE INC COM	COM	858912108	517	8,775	SH	Sole
STEWART INFORMATION SVCS COR	COM	860372101	4,518	151,854	SH	Sole
STRYKER CORP COM	COM	863667101	4	69	SH	Sole
SYMANTEC CORP COM	COM	871503108	12,778	652,587	SH	Sole
SYNGENTA AG SPONSORED ADR	ADR	87160A100	20,266	478,882	SH	Sole
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	3,902	416,409	SH	Sole
TARGET CORP COM	COM	87612E106	24,898	507,612	SH	Sole
TENARIS S A SPONSORED ADR	ADR	88031M109	110	2,953	SH	Sole
TERADATA CORP DEL COM	COM	88076W103	19	968	SH	Sole

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

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TERRA INDS INC COM	COM	880915103	1	26	SH	Sole
TEVA PHARMACEUTICAL INDS LTD ADR	ADR	881624209	3,721	81,263	SH	Sole
TOMKINS PLC SPONSORED ADR	SPONSORED ADR	890030208	5	432	SH	Sole
TOTAL S A SPONSORED ADR	SPONSORED ADR	89151E109	18,174	299,513	SH	Sole
TOYOTA MOTOR CORP SP ADR REP2C	SPONSORED ADR	892331307	18,263	212,858	SH	Sole
TYCO ELECTRONICS LTD COM NEW	NEW	G9144P105	9,439	341,260	SH	Sole
TYCO INTL LTD BERMUDA SHS	SHS	G9143X208	8,921	254,738	SH	Sole
UAL CORP.	COM	902549807	21	2409	SH	Sole
UBS AG SHS NEW	NEW	H89231338	6,165	351,492	SH	Sole
UNITED TECHNOLOGIES CORP COM	COM	913017109	14,565	242,502	SH	Sole
UNUM GROUP COM	COM	91529Y106	40	1,579	SH	Sole
VAN KAMPEN TR INVT GRADE N Y COM	COM	920931102	210	19,383	SH	Sole
VANGUARD INDEX FDS GROWTH ETF	ETF	922908736	415	7,954	SH	Sole
VANGUARD INDEX FDS SM CP VAL ETF	ETF	922908611	123	2,069	SH	Sole
VANGUARD INDEX FDS SML CP GRW	ETF	922908595	95	1,605	SH	Sole
VANGUARD INDEX FDS VALUE ETF	ETF	922908744	673	12,837	SH	Sole
VANGUARD INTL EQUITY INDEX F	INDEX	922042775	521	12,284	SH	Sole
VANGUARD INTL EQUITY INDEX F EMR	ETF	922042858	207	5,982	SH	Sole
VANGUARD INTL EQUITY INDEX F EURP	ETF	922042874	624	11,686	SH	Sole
VANGUARD INTL EQUITY INDEX F PACI	ETF	922042866	268	5,173	SH	Sole
VANGUARD INTL EQUITY INDEX F TT	ETF	922042742	949	22,054	SH	Sole
VANGUARD WORLD FD MEGA CAP IND	INDEX	921910873	1,618	40,254	SH	Sole
VANGUARD WORLD FDS UTILITIES ETF	ETF	92204A876	295	4,298	SH	Sole
VARIAN MED SYS INC COM	COM	92220P105	434	7,604	SH	Sole
VCA ANTECH INC COM	COM	918194101	3,216	109,113	SH	Sole
VEOLIA ENVIRONNEMENT SPONSORED	SPONSORED ADR	92334N103	5,501	133,254	SH	Sole
VERIZON COMMUNICATIONS INC.	COM	92343V104	27	832	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	OTHER MANAGE
VODAFONE GROUP PLC NEW SPONS	ADR	92857W209	19,532	883,793	SH	Sole	01
WABCO HLDGS INC COM	COM	92927K102	3,345	94,127	SH	Sole	01
WAL MART STORES INC COM	COM	931142103	12,901	215,410	SH	Sole	01
WALGREEN CO COM	COM	931422109	12,624	407,767	SH	Sole	01
WALTER INDS INC COM	COM	93317Q105	2	35	SH	Sole	01
WASHINGTON FED INC COM	COM	938824109	2	132	SH	Sole	01
WILLIAMS COS INC DEL COM	COM	969457100	7,204	304,612	SH	Sole	01
WIMM BILL DANN FOODS OJSC SPONSO	ADR	97263M109	2,795	39,370	SH	Sole	01
WISDOMTREE TRUST INTL UTILITIES	UTILITIES	97717W653	181	6,654	SH	Sole	01
WRIGLEY WM JR CO COM	COM	982526105	16,909	212,961	SH	Sole	01
WYETH COM	COM	983024100	9	251	SH	Sole	01
YAHOO INC COM	COM	984332106	2	129	SH	Sole	01
ZENITH NATL INS CORP COM	COM	989390109	45	1,238	SH	Sole	01