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, 2005

Check here if Amendment [X]; Amendment Number: 01

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, Virginia December 29, 2005

------------------------ ------------------------ ------------------------

[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

Report Summary:

Number of Other Included Managers: 1

Form 13F Information Table Entry Total: 518 lines

Form 13F Information Table Value Total: 1,533,122

(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.

[If there are no entries in this list, state "NONE" and omit the column

headings and list entries.]

No. Form 13F File Number Name

01 28-11546 GE Private Asset Management, Inc.

[Repeat as necessary.]

FORM 13F INFORMATION TABLE

COLUMN 1 COLUMN 2 COLUMN 3 COLUMN 4 COLUMN 5 COLUMN 6 COLUMN 7 COLUMN 8

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VOTING AUTHORITY

VALUE SHRS OR SH/ PUT/ INVESTMENT OTHER -------------------

NAME OF ISSUER TITLE OF CLASS CUSIP (x$1000) PRN AMT PRN CALL DISCRETION MANAGERS SOLE SHARED NONE

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3M CO COM 88579Y101 4,964 67,672 SH Sole 01 67,672

ABBEY NATL PLC ADR PRF B7.375 002920700 451 16,908 SH Sole 01 16,908

ACCENTURE LTD BERMUDA CL A G1150G111 3,735 146,713 SH Sole 01 146,713

ACCO BRANDS CORP COM 00081T108 112 3,976 SH Sole 01 3,976

ACE LTD ORD G0070K103 3,745 79,564 SH Sole 01 79,564

ACM MANAGED INCOME FD INC COM 000919100 2,805 774,789 SH Sole 01 774,789

ADVANCE AUTO PARTS INC COM 00751Y106 502 12,979 SH Sole 01 12,979

ADVANCED MICRO DEVICES INC COM 007903107 6,754 267,998 SH Sole 01 267,998

AEROPOSTALE COM 007865108 306 14,422 SH Sole 01 14,422

AES CORP COM 00130H105 11,043 672,094 SH Sole 01 672,094

AFFILIATED COMPUTER SERVICES CL A 008190100 2,259 41,368 SH Sole 01 41,368

AFFILIATED MANAGERS GROUP COM 008252108 8,274 114,244 SH Sole 01 114,244

AFLAC INC COM 001055102 11,250 248,337 SH Sole 01 248,337

AGCO CORP COM 001084102 5,102 280,356 SH Sole 01 280,356

AGILENT TECHNOLOGIES INC COM 00846U101 1 38 SH Sole 01 38

AGL RES INC COM 001204106 152 4,101 SH Sole 01 4,101

AGNICO EAGLE MINES LTD COM 008474108 1 100 SH Sole 01 100

ALCAN INC COM 013716105 2,901 91,426 SH Sole 01 91,426

ALCATEL SPONSORED ADR 013904305 465 34,636 SH Sole 01 34,636

ALLEGHENY TECHNOLOGIES INC COM 01741R102 1,692 54,610 SH Sole 01 54,610

ALLERGAN INC COM 018490102 2,696 29,431 SH Sole 01 29,431

ALLIANCE WORLD DLR GV FD II COM 01879R106 3,757 298,423 SH Sole 01 298,423

ALLIANCE WORLD DLR GV FD INC COM 018796102 159 12,626 SH Sole 01 12,626

ALLIANZ AKTIENGESELLSCHAFT SP ADR 1/10 SH 018805101 3,220 238,370 SH Sole 01 238,370

COLUMN 1 COLUMN 2 COLUMN 3 COLUMN 4 COLUMN 5 COLUMN 6 COLUMN 7 COLUMN 8

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ALTERA CORP COM 021441100 4,259 222,874 SH Sole 01 222,874

ALTRIA GROUP INC COM 02209S103 10,716 145,378 SH Sole 01 145,378

AMB PROPERTY CORP COM 00163T109 3,244 72,239 SH Sole 01 72,239

AMBAC FINL GROUP INC COM 023139108 5,014 69,579 SH Sole 01 69,579

AMCOR LTD ADR NEW 02341R302 2,389 117,103 SH Sole 01 117,103

AMERICAN AXLE & MFG HLDGS IN COM 024061103 4 170 SH Sole 01 170

AMERICAN CAPITAL STRATEGIES COM 024937104 433 11,818 SH Sole 01 11,818

AMERICAN EXPRESS CO COM 025816109 4,158 72,397 SH Sole 01 72,397

AMERICAN INTL GROUP INC COM 026874107 9,668 156,042 SH Sole 01 156,042

AMGEN INC COM 031162100 2,931 36,784 SH Sole 01 36,784

ANALOG DEVICES INC COM 032654105 4,200 113,094 SH Sole 01 113,094

ANGLOGOLD ASHANTI LTD SPONSORED ADR 035128206 3,646 85,901 SH Sole 01 85,901

ANHEUSER BUSCH COS INC COM 035229103 6,487 150,713 SH Sole 01 150,713

ANTEON INTL CORP COM 03674E108 5,973 139,675 SH Sole 01 139,675

APOLLO GROUP INC CL A 037604105 8,419 126,811 SH Sole 01 126,811

APPLIED MATLS INC COM 038222105 4,139 244,071 SH Sole 01 244,071

AQUILA INC COM 03840P102 201 50,790 SH Sole 01 50,790

ARCHSTONE SMITH TR COM 039583109 4,575 114,741 SH Sole 01 114,741

ARMOR HOLDINGS INC COM 042260109 1,727 40,160 SH Sole 01 40,160

ASA BERMUDA LIMITED COM G3156P103 5,466 116,813 SH Sole 01 116,813

ASIA PAC FD INC COM 044901106 2,337 144,151 SH Sole 01 144,151

ASIA TIGERS FD INC COM 04516T105 570 41,377 SH Sole 01 41,377

ASTA FDG INC COM 046220109 1,976 65,070 SH Sole 01 65,070

ASTORIA FINL CORP COM 046265104 1 45 SH Sole 01 45

ASTRAZENECA PLC SPONSORED ADR 046353108 1,587 33,684 SH Sole 01 33,684

AT&T CORP COM NEW 001957505 5,446 275,067 SH Sole 01 275,067

AUTOLIV INC COM 052800109 2,430 55,867 SH Sole 01 55,867

AVALONBAY CMNTYS INC COM 053484101 4,821 56,254 SH Sole 01 56,254

AVAYA INC COM 53499109 1,484 150,000 SH Sole 150,000

AVON PRODS INC COM 054303102 478 17,719 SH Sole 01 17,719

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BANK OF AMERICA CORPORATION COM 060505104 7,010 166,505 SH Sole 01 166,505

BANK NEW YORK INC COM 064057102 5,061 172,090 SH Sole 01 172,090

BAXTER INTL INC COM 071813109 5,730 143,706 SH Sole 01 143,706

BEAZER HOMES USA INC COM 07556Q105 1,695 28,885 SH Sole 01 28,885

BECTON DICKINSON & CO COM 075887109 641 12,222 SH Sole 01 12,222

BED BATH & BEYOND INC COM 075896100 6,953 173,035 SH Sole 01 173,035

BHP BILLITON LTD SPONSORED ADR 088606108 4,833 141,400 SH Sole 01 141,400

BIOGEN IDEC INC COM 09062X103 3,520 89,157 SH Sole 01 89,157

BIOSITE INC COM 090945106 857 13,847 SH Sole 01 13,847

BJ SVCS CO COM 055482103 1 34 SH Sole 01 34

BLACKROCK CA MUN INCOME TR I COM 09249S100 16 1,139 SH Sole 01 1,139

BLACKROCK FL MUNICIPAL BOND COM 09249K107 93 5,820 SH Sole 01 5,820

BLACKROCK FLA MUN 2020 TERM COM SHS 09250M109 90 6,455 SH Sole 01 6,455

BLACKROCK NY MUN INCOME TR I COM 09249R102 365 26,615 SH Sole 01 26,615

BLOCK H & R INC COM 093671105 3,681 153,498 SH Sole 01 153,498

BOSTON PROPERTIES INC COM 101121101 5,184 73,115 SH Sole 01 73,115

BP PLC SPONSORED ADR 055622104 4,114 58,063 SH Sole 01 58,063

BRANDYWINE RLTY TR SH BEN INT NEW 105368203 710 22,851 SH Sole 01 22,851

BRISTOL MYERS SQUIBB CO COM 110122108 2,577 107,120 SH Sole 01 107,120

BROOKFIELD PPTYS CORP COM 112900105 3,819 129,587 SH Sole 01 129,587

C D W CORP COM 12512N105 392 6,648 SH Sole 01 6,648

CAL DIVE INTL INC COM 127914109 1,535 24,215 SH Sole 01 24,215

CAMBIOR INC COM 13201L103 1 500 SH Sole 01 500

CAMDEN PPTY TR SH BEN INT 133131102 3,779 67,791 SH Sole 01 67,791

CANADIAN PAC RY LTD COM 13645T100 6,468 150,554 SH Sole 01 150,554

CANON INC ADR 138006309 7,600 140,070 SH Sole 01 140,070

CAPITAL ONE FINL CORP COM 14040H105 4,426 55,659 SH Sole 01 55,659

CB RICHARD ELLIS GROUP INC CL A 12497T101 1,070 21,756 SH Sole 01 21,756

CENDANT CORP COM 151313103 2,361 114,367 SH Sole 01 114,367

CENTERPOINT ENERGY INC COM 15189T107 4,372 293,987 SH Sole 01 293,987

COLUMN 1 COLUMN 2 COLUMN 3 COLUMN 4 COLUMN 5 COLUMN 6 COLUMN 7 COLUMN 8

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CENTURY ALUM CO COM 156431108 1,267 56,362 SH Sole 01 56,362

CENTURYTEL INC COM 156700106 2,754 78,720 SH Sole 01 78,720

CHARMING SHOPPES INC COM 161133103 752 70,463 SH Sole 01 70,463

CHECK POINT SOFTWARE TECH LT ORD M22465104 1,022 42,028 SH Sole 01 42,028

CHESAPEAKE ENERGY CORP COM 165167107 13,745 359,344 SH Sole 01 359,344

CHICAGO MERCANTILE HLDGS INC CL A 167760107 2,288 6,782 SH Sole 01 6,782

CHINA MOBILE HONG KONG LTD SPONSORED ADR 16941M109 10 396 SH Sole 01 396

CHINA TELECOM CORP LTD SPON ADR H SHS 169426103 2,068 54,860 SH Sole 01 54,860

CHUNGHWA TELECOM CO LTD SPONSORED ADR 17133Q205 1,724 93,128 SH Sole 01 93,128

CIGNA CORP COM 125509109 8,945 75,894 SH Sole 01 75,894

CIMAREX ENERGY CO COM 171798101 1,516 33,436 SH Sole 01 33,436

CINERGY CORP COM 172474108 485 10,912 SH Sole 01 10,912

CISCO SYS INC COM 17275R102 8,055 449,498 SH Sole 01 449,498

CITIGROUP INC COM 172967101 10,642 233,777 SH Sole 01 233,777

CITRIX SYS INC COM 177376100 1 53 SH Sole 01 53

CITY NATL CORP COM 178566105 23 331 SH Sole 01 331

CLEAR CHANNEL COMMUNICATIONS COM 184502102 5,457 165,925 SH Sole 01 165,925

CMS ENERGY CORP COM 125896100 52 3,191 SH Sole 01 3,191

CNOOC LTD SPONSORED ADR 126132109 1,601 22,175 SH Sole 01 22,175

COCA COLA CO COM 191216100 4,229 97,906 SH Sole 01 97,906

COCA-COLA FEMSA S A DE C V SPON ADR REP L 191241108 2,188 81,905 SH Sole 01 81,905

COHEN & STEERS REIT & UTIL I COM 19247Y108 453 23,652 SH Sole 01 23,652

COLDWATER CREEK INC COM 193068103 359 14,226 SH Sole 01 14,226

COLGATE PALMOLIVE CO COM 194162103 2,996 56,752 SH Sole 01 56,752

COLONIAL BANCGROUP INC COM 195493309 2,325 103,807 SH Sole 01 103,807

COMCAST CORP NEW CL A 20030N101 6,717 228,610 SH Sole 01 228,610

COMMERCE BANCORP INC NJ COM 200519106 276 8,993 SH Sole 01 8,993

COMMUNITY HEALTH SYS INC NEW COM 203668108 4 110 SH Sole 01 110

COMPANHIA BRASILEIRA DE DIST SPON ADR PFD 20440T201 2,463 85,317 SH Sole 01 85,317

COMPANHIA VALE DO RIO DOCE SPONSORED ADR 204412209 629 14,340 SH Sole 01 14,340

COLUMN 1 COLUMN 2 COLUMN 3 COLUMN 4 COLUMN 5 COLUMN 6 COLUMN 7 COLUMN 8

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COMPANIA DE MINAS BUENAVENTU SPONSORED ADR 204448104 432 13,900 SH Sole 01 13,900

COMPUTER SCIENCES CORP COM 205363104 2,642 55,853 SH Sole 01 55,853

CONSTELLATION ENERGY GROUP I COM 210371100 1,150 18,671 SH Sole 01 18,671

COOPER CAMERON CORP COM 216640102 4,444 60,108 SH Sole 01 60,108

COSTCO WHSL CORP NEW COM 22160K105 3,885 90,156 SH Sole 01 90,156

COVENTRY HEALTH CARE INC COM 222862104 9,323 108,385 SH Sole 01 108,385

CV THERAPEUTICS INC COM 126667104 1,001 37,431 SH Sole 01 37,431

CVS CORP COM 126650100 5,825 200,791 SH Sole 01 200,791

CYTYC CORP COM 232946103 247 9,262 SH Sole 9,262

DANAHER CORP DEL COM 235851102 4,622 85,866 SH Sole 01 85,866

DEAN FOODS CO NEW COM 242370104 1,624 41,786 SH Sole 01 41,786

DECKERS OUTDOOR CORP COM 243537107 15 638 SH Sole 01 638

DELL INC COM 24702R101 4,008 117,186 SH Sole 01 117,186

DELUXE CORP COM 248019101 6,152 153,187 SH Sole 01 153,187

DENTSPLY INTL INC NEW COM 249030107 3,414 63,192 SH Sole 01 63,192

DEUTSCHE BANK AG NAMEN ORD D18190898 4,687 50,114 SH Sole 01 50,114

DEUTSCHE TELEKOM AG SPONSORED ADR 251566105 3,736 204,826 SH Sole 01 204,826

DEVELOPERS DIVERSIFIED RLTY COM 251591103 4,331 92,731 SH Sole 01 92,731

DIGITAL RIV INC COM 25388B104 520 14,913 SH Sole 01 14,913

DIRECTV GROUP INC COM 25459L106 4,600 307,082 SH Sole 01 307,082

DISNEY WALT CO COM DISNEY 254687106 4,741 196,483 SH Sole 01 196,483

DOMINION RES INC VA NEW COM 25746U109 1,376 15,969 SH Sole 01 15,969

DORAL FINL CORP COM 25811P100 1,767 135,163 SH Sole 01 135,163

DOW CHEM CO COM 260543103 5,135 123,222 SH Sole 01 123,222

DPL INC COM 233293109 143 5,140 SH Sole 01 5,140

DUKE ENERGY CORP COM 264399106 1,013 34,739 SH Sole 01 34,739

DUN & BRADSTREET CORP DEL NE COM 26483E100 5,905 89,643 SH Sole 01 89,643

E M C CORP MASS COM 268648102 3,536 273,256 SH Sole 01 273,256

E ON AG SPONSORED ADR 268780103 4,508 146,612 SH Sole 01 146,612

E TRADE FINANCIAL CORP COM 269246104 7,010 398,318 SH Sole 01 398,318

COLUMN 1 COLUMN 2 COLUMN 3 COLUMN 4 COLUMN 5 COLUMN 6 COLUMN 7 COLUMN 8

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EAST WEST BANCORP INC COM 27579R104 341 10,030 SH Sole 01 10,030

EASTMAN KODAK CO COM 277461109 1,845 75,838 SH Sole 01 75,838

EBAY INC COM 278642103 10,804 262,222 SH Sole 01 262,222

EDISON INTL COM 281020107 1,523 32,202 SH Sole 01 32,202

EDP ENERGIAS DE PORTUGAL S A SPONSORED ADR 268353109 156 5,594 SH Sole 01 5,594

EL PASO ELEC CO COM NEW 283677854 65 3,132 SH Sole 01 3,132

EMERGING MKTS TELECOMNC FD N COM 290890102 102 9,096 SH Sole 01 9,096

EMULEX CORP COM NEW 292475209 1,102 54,505 SH Sole 01 54,505

ENEL SOCIETA PER AZIONI ADR 29265W108 452 10,535 SH Sole 01 10,535

ENERGY PARTNERS LTD COM 29270U105 1,903 60,963 SH Sole 01 60,963

ENTERGY CORP NEW COM 29364G103 6,979 93,906 SH Sole 01 93,906

EOG RES INC COM 26875P101 3 40 SH Sole 01 40

EPICOR SOFTWARE CORP COM 29426L108 1,026 78,898 SH Sole 01 78,898

EQUIFAX INC COM 294429105 6,238 178,543 SH Sole 01 178,543

EQUITY RESIDENTIAL SH BEN INT 29476L107 4,397 116,182 SH Sole 01 116,182

EURONET WORLDWIDE INC COM 298736109 2,113 71,421 SH Sole 01 71,421

EVEREST RE GROUP LTD COM G3223R108 6,401 65,378 SH Sole 01 65,378

EVERGREEN MANAGED INCOME FD COM SHS 30024Y104 3,017 179,568 SH Sole 01 179,568

EXELON CORP COM 30161N101 2,351 43,992 SH Sole 01 43,992

EXPEDITORS INTL WASH INC COM 302130109 4,562 80,342 SH Sole 01 80,342

EXPRESS SCRIPTS INC COM 302182100 518 8,334 SH Sole 01 8,334

EXXON MOBIL CORP COM 30231G102 19,350 304,532 SH Sole 01 304,532

FACTSET RESH SYS INC COM 303075105 18 523 SH Sole 01 523

FASTENAL CO COM 311900104 425 6,957 SH Sole 01 6,957

FEDERAL NATL MTG ASSN COM 313586109 2,158 48,153 SH Sole 01 48,153

FEDERAL REALTY INVT TR SH BEN INT NEW 313747206 2,628 43,126 SH Sole 01 43,126

FIFTH THIRD BANCORP COM 316773100 1,262 34,349 SH Sole 01 34,349

FIRST DATA CORP COM 319963104 4,706 117,642 SH Sole 01 117,642

FISERV INC COM 337738108 5,627 122,671 SH Sole 01 122,671

FORT DEARBORN INCOME SECS IN COM 347200107 1,633 110,766 SH Sole 01 110,766

COLUMN 1 COLUMN 2 COLUMN 3 COLUMN 4 COLUMN 5 COLUMN 6 COLUMN 7 COLUMN 8

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FORTUNE BRANDS INC COM 349631101 5,252 64,581 SH Sole 01 64,581

FPL GROUP INC COM 302571104 976 20,501 SH Sole 01 20,501

FREEPORT- MCMORAN COPPER & GO CL B 35671D857 8,669 178,404 SH Sole 01 178,404

FREMONT GEN CORP COM 357288109 1,369 62,729 SH Sole 01 62,729

GENENTECH INC COM NEW 368710406 7,118 84,528 SH Sole 01 84,528

GENERAL ELEC CO COM 369604103 3 100 SH Sole 01 100

GENERAL GROWTH PPTYS INC COM 370021107 927 20,629 SH Sole 01 20,629

GENLYTE GROUP INC COM 372302109 6,595 137,168 SH Sole 01 137,168

GENTEX CORP COM 371901109 195 11,212 SH Sole 01 11,212

GENZYME CORP COM 372917104 3,987 55,654 SH Sole 01 55,654

GOLDEN WEST FINL CORP DEL COM 381317106 4,346 73,184 SH Sole 01 73,184

GOOGLE INC CL A 38259P508 6,891 21,776 SH Sole 01 21,776

GREATER CHINA FD INC COM 39167B102 2,569 153,584 SH Sole 01 153,584

GRIFFON CORP COM 398433102 1,444 58,683 SH Sole 01 58,683

GROUPE CGI INC CL A SUB VTG 39945C109 2,710 369,246 SH Sole 01 369,246

GUILFORD PHARMACEUTICALS INC COM 401829106 917 251,306 SH Sole 01 251,306

GUITAR CTR MGMT INC COM 402040109 15 278 SH Sole 01 278

HALLIBURTON CO COM 406216101 9,854 143,817 SH Sole 01 143,817

HANCOCK JOHN PATRIOT SELCT D COM 41013U102 1,453 109,438 SH Sole 01 109,438

HANDLEMAN CO DEL COM 410252100 810 64,124 SH Sole 01 64,124

HARLEY DAVIDSON INC COM 412822108 8,575 177,024 SH Sole 01 177,024

HARMAN INTL INDS INC COM 413086109 3,421 33,454 SH Sole 01 33,454

HARTFORD FINL SVCS GROUP INC COM 416515104 3,635 47,110 SH Sole 01 47,110

HEALTH MGMT ASSOC INC NEW CL A 421933102 304 12,947 SH Sole 01 12,947

HEALTHCARE RLTY TR COM 421946104 1,529 38,101 SH Sole 01 38,101

HEARST-ARGYLE TELEVISION INC COM 422317107 6 221 SH Sole 01 221

HELEN OF TROY CORP LTD COM G4388N106 1,359 65,824 SH Sole 01 65,824

HERLEY INDS INC DEL COM 427398102 1 55 SH Sole 01 55

HEWLETT PACKARD CO COM 428236103 2,321 79,494 SH Sole 01 79,494

HIGH INCOME OPPORTUNITY FD I COM 42967Q105 436 69,290 SH Sole 01 69,290

COLUMN 1 COLUMN 2 COLUMN 3 COLUMN 4 COLUMN 5 COLUMN 6 COLUMN 7 COLUMN 8

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HIGHWOODS PPTYS INC COM 431284108 2,285 77,442 SH Sole 01 77,442

HILLENBRAND INDS INC COM 431573104 2,074 44,090 SH Sole 01 44,090

HILTON HOTELS CORP COM 432848109 3,506 157,073 SH Sole 01 157,073

HOME DEPOT INC COM 437076102 6,463 169,443 SH Sole 01 169,443

HONDA MOTOR LTD AMERN SHS 438128308 4,813 169,469 SH Sole 01 169,469

HOST MARRIOTT CORP NEW COM 44107P104 3,137 185,610 SH Sole 01 185,610

HUNTINGTON BANCSHARES INC COM 446150104 2,327 103,561 SH Sole 01 103,561

HUTCHINSON TECHNOLOGY INC COM 448407106 4,354 166,693 SH Sole 01 166,693

IDT CORP COM 448947101 781 63,509 SH Sole 01 63,509

IMPERIAL TOBACCO GROUP PLC SPONSORED ADR 453142101 5,863 100,826 SH Sole 01 100,826

IMS HEALTH INC COM 449934108 5,431 215,756 SH Sole 01 215,756

INDYMAC BANCORP INC COM 456607100 6,575 166,118 SH Sole 01 166,118

ING CLARION GLB RE EST INCM COM 44982G104 3,444 218,105 SH Sole 01 218,105

ING GROUP N V SPONSORED ADR 456837103 11,569 388,359 SH Sole 01 388,359

INSURED MUN INCOME FD COM 45809F104 1,829 138,897 SH Sole 01 138,897

INTEGRATED DEVICE TECHNOLOGY COM 458118106 5,603 521,665 SH Sole 01 521,665

INTEL CORP COM 458140100 13,841 561,503 SH Sole 01 561,503

INTERNATIONAL FLAVORS&FRAGRA COM 459506101 2,291 64,285 SH Sole 01 64,285

INTERNATIONAL PWR PLC SPONSORED ADR 46018M104 343 7,654 SH Sole 01 7,654

INVESTMENT GRADE MUN INCOME COM 461368102 1,811 134,756 SH Sole 01 134,756

INVESTORS FINL SERVICES CORP COM 461915100 229 6,971 SH Sole 01 6,971

INVITROGEN CORP COM 46185R100 299 3,980 SH Sole 01 3,980

IRON MTN INC COM 462846106 1,286 35,049 SH Sole 01 35,049

ISHARES INC MSCI JAPAN 464286848 10,446 856,936 SH Sole 01 856,936

ISHARES TR GS CORP BD FD 464287242 11 100 SH Sole 01 100

ISHARES TR RUSSELL 2000 464287655 3 45 SH Sole 01 45

ISHARES TR S&P500/BAR GRW 464287309 7 115 SH Sole 01 115

ISHARES TR S&P500/BAR VAL 464287408 3 51 SH Sole 01 51

ISHARES TR 7-10 YR TRS BD 464287440 7 80 SH Sole 01 80

ISHARES TR 1-3 YR TRS BD 464287457 7 85 SH Sole 01 85

COLUMN 1 COLUMN 2 COLUMN 3 COLUMN 4 COLUMN 5 COLUMN 6 COLUMN 7 COLUMN 8

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ISHARES TR MSCI EAFE IDX 464287465 67 1,146 SH Sole 01 1,146

IVAX CORP COM 465823102 7 251 SH Sole 01 251

J F CHINA REGION FD INC COM 46614T107 2,714 197,553 SH Sole 01 197,553

JABIL CIRCUIT INC COM 466313103 5,830 188,567 SH Sole 01 188,567

JAPAN EQUITY FD INC COM 471057109 200 23,153 SH Sole 01 23,153

JAPAN SMALLER CAPTLZTN FD IN COM 47109U104 1 80 SH Sole 01 80

JEFFERSON PILOT CORP COM 475070108 3,271 63,918 SH Sole 01 63,918

JOHNSON & JOHNSON COM 478160104 13,025 205,825 SH Sole 01 205,825

JOHNSON CTLS INC COM 478366107 6,971 112,341 SH Sole 01 112,341

JPMORGAN & CHASE & CO COM 46625H100 4,502 132,690 SH Sole 01 132,690

KENSEY NASH CORP COM 490057106 1,224 39,930 SH Sole 01 39,930

KERR MCGEE CORP COM 492386107 3,981 40,998 SH Sole 01 40,998

KILROY RLTY CORP COM 49427F108 616 10,990 SH Sole 01 10,990

KIMBERLY CLARK CORP COM 494368103 4,672 78,478 SH Sole 01 78,478

KKR FINL CORP COM 482476306 1,982 89,106 SH Sole 01 89,106

KLA-TENCOR CORP COM 482480100 4,405 90,335 SH Sole 01 90,335

KNIGHT CAPITAL GROUP INC CL A 499005106 0 25 SH Sole 01 25

KNIGHT TRANSN INC COM 499064103 317 13,027 SH Sole 01 13,027

KOHLS CORP COM 500255104 6,767 134,856 SH Sole 01 134,856

KOMAG INC COM NEW 500453204 1,230 38,486 SH Sole 01 38,486

KOOKMIN BK NEW SPONSORED ADR 50049M109 699 11,795 SH Sole 01 11,795

KOREA EQUITY FD INC COM 50063B104 587 69,512 SH Sole 01 69,512

KOREA FD COM 500634100 588 17,642 SH Sole 01 17,642

L-3 COMMUNICATIONS HLDGS INC COM 502424104 5,371 67,921 SH Sole 01 67,921

LAFARGE COPPEE S A SPON ADR NEW 505861401 2,933 132,525 SH Sole 01 132,525

LAUREATE EDUCATION INC COM 518613104 4,474 91,358 SH Sole 01 91,358

LG PHILIP LCD CO LTD SPONS ADR REP 50186V102 827 40,234 SH Sole 01 40,234

LIBERTY GLOBAL INC COM SER A ADDED 530555101 1 23 SH Sole 01 23

LIBERTY GLOBAL INC COM SER C ADDED 530555309 1 23 SH Sole 01 23

LIBERTY PPTY TR SH BEN INT 531172104 4,400 103,430 SH Sole 01 103,430

COLUMN 1 COLUMN 2 COLUMN 3 COLUMN 4 COLUMN 5 COLUMN 6 COLUMN 7 COLUMN 8

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VOTING AUTHORITY

VALUE SHRS OR SH/ PUT/ INVESTMENT OTHER ---------------------

NAME OF ISSUER TITLE OF CLASS CUSIP (x$1000) PRN AMT PRN CALL DISCRETION MANAGERS SOLE SHARED NONE

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LINCOLN NATL CORP IND COM 534187109 2,943 56,574 SH Sole 01 56,574

LINEAR TECHNOLOGY CORP COM 535678106 4,884 129,927 SH Sole 01 129,927

LOEWS CORP CAROLNA GP STK 540424207 941 23,735 SH Sole 01 23,735

LOWES COS INC COM 548661107 9,835 152,716 SH Sole 01 152,716

LUCENT TECHNOLOGIES INC COM 549463107 3,520 1,082,986 SH Sole 01 1,082,986

M/I HOMES INC COM 55305B101 1,642 30,256 SH Sole 01 30,256

MACERICH CO COM 554382101 2,015 31,028 SH Sole 01 31,028

MAGYAR TELEKOM LTD SPONSORED ADR 559776109 1,746 67,864 SH Sole 01 67,864

MANAGED HIGH INCOME PORTFOL COM 56166C105 1,482 237,558 SH Sole 01 237,558

MANPOWER INC COM 56418H100 3,846 86,630 SH Sole 01 86,630

MATTEL INC COM 577081102 4,349 260,730 SH Sole 01 260,730

MAVERICK TUBE CORP COM 577914104 1,458 48,606 SH Sole 01 48,606

MAXIM INTEGRATED PRODS INC COM 57772K101 4,469 104,790 SH Sole 01 104,790

MBIA CAP CLAYMORE MNG DUR IN COM 55266X100 808 62,333 SH Sole 01 62,333

MBIA INC COM 55262C100 7,451 122,907 SH Sole 01 122,907

MBNA CORP COM 55262L100 219 8,884 SH Sole 01 8,884

MCAFEE INC COM 579064106 1,266 40,280 SH Sole 01 40,280

MCCORMICK & CO INC COM NON VTG 579780206 3 100 SH Sole 01 100

MCDONALDS CORP COM 580135101 5,969 178,234 SH Sole 01 178,234

MCG CAPITAL CORP COM 58047P107 3 207 SH Sole 01 207

MEDAREX INC COM 583916101 1,215 127,633 SH Sole 01 127,633

MEDICINES CO COM 584688105 387 16,829 SH Sole 01 16,829

MEDTRONIC INC COM 585055106 8,318 155,125 SH Sole 01 155,125

MENTOR GRAPHICS CORP COM 587200106 231 26,846 SH Sole 01 26,846

MERCANTILE BANKSHARES CORP COM 587405101 9 175 SH Sole 01 175

MERCK & CO INC COM 589331107 7,820 287,406 SH Sole 01 287,406

METHANEX CORP COM 59151K108 6,423 431,929 SH Sole 01 431,929

MICROCHIP TECHNOLOGY INC COM 595017104 407 13,504 SH Sole 01 13,504

MICROSOFT CORP COM 594918104 9,886 384,219 SH Sole 01 384,219

MILLEA HOLDINGS INC ADR 60032R106 14 173 SH Sole 01 173

COLUMN 1 COLUMN 2 COLUMN 3 COLUMN 4 COLUMN 5 COLUMN 6 COLUMN 7 COLUMN 8

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VOTING AUTHORITY

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MITSUBISHI TOKYO FINL GROUP SPONSORED ADR 606816106 10,473 803,775 SH Sole 01 803,775

MOBILE TELESYSTEMS OJSC SPONSORED ADR 607409109 2,713 66,686 SH Sole 01 66,686

MONTPELIER RE HOLDINGS LTD SHS G62185106 146 5,720 SH Sole 5,720

MOODYS CORP COM 615369105 2,911 56,985 SH Sole 01 56,985

MORGAN STANLEY CA INSD MUN TR 61745P502 16 1,177 SH Sole 01 1,177

MORGAN STANLEY INSD CA MUN 61745P825 16 1,123 SH Sole 01 1,123

MORGAN STANLEY N Y QULTY MUN 61745P528 367 26,496 SH Sole 01 26,496

MORGAN STANLEY ASIA PAC FD I COM 61744U106 2,367 160,778 SH Sole 01 160,778

MORGAN STANLEY EMER MKTS DEB COM 61744H105 1,116 107,650 SH Sole 01 107,650

MRV COMMUNICATIONS INC COM 553477100 1 500 SH Sole 01 500

MUNICIPAL ADVANTAGE FD INC COM 626189104 1,011 79,268 SH Sole 01 79,268

MUNICIPAL MTG & EQUITY L L C GROWTH SHS 62624B101 2 99 SH Sole 01 99

MUNIYIELD CALIF FD INC COM 626296107 16 1,169 SH Sole 01 1,169

NASB FINL INC COM 628968109 590 14,740 SH Sole 01 14,740

NATIONAL BK GREECE S A SPONSORED ADR 633643408 4,690 590,695 SH Sole 01 590,695

NATIONAL GRID TRANSCO PLC SPON ADR NEW 636274300 657 13,988 SH Sole 01 13,988

NATIONAL SEMICONDUCTOR CORP COM 637640103 6,249 238,519 SH Sole 01 238,519

NATIONWIDE FINL SVCS INC CL A 638612101 2,834 70,772 SH Sole 01 70,772

NEKTAR THERAPEUTICS COM 640268108 1,050 61,933 SH Sole 01 61,933

NETGEAR INC COM 64111Q104 1,513 62,887 SH Sole 01 62,887

NETWORK APPLIANCE INC COM 64120L104 3,420 144,068 SH Sole 01 144,068

NEUBERGER BERMAN INCOME OPP COM SHS 64126L108 449 30,318 SH Sole 01 30,318

NEW CENTURY FINANCIAL CORP M COM 6435EV108 867 23,908 SH Sole 01 23,908

NEWFIELD EXPL CO COM 651290108 4,228 86,105 SH Sole 01 86,105

NEWS CORP CL B 65248E203 11,104 672,992 SH Sole 01 672,992

NEWTEK BUSINESS SVCS INC COM 652526104 159 70,750 SH Sole 70750

NII HLDGS INC CL B NEW 62913F201 3,120 36,949 SH Sole 01 36,949

NIKE INC CL B 654106103 604 7,394 SH Sole 01 7,394

NIPPON TELEG & TEL CORP SPONSORED ADR 654624105 3,155 127,125 SH Sole 01 127,125

NISOURCE INC COM 65473P105 3,470 143,100 SH Sole 01 143,100

COLUMN 1 COLUMN 2 COLUMN 3 COLUMN 4 COLUMN 5 COLUMN 6 COLUMN 7 COLUMN 8

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NOKIA CORP SPONSORED ADR 654902204 5,741 339,505 SH Sole 01 339,505

NORDSON CORP COM 655663102 2,109 55,447 SH Sole 01 55,447

NORTHROP GRUMMAN CORP COM 666807102 5,937 109,229 SH Sole 01 109,229

NOVARTIS A G SPONSORED ADR 66987V109 4,006 78,543 SH Sole 01 78,543

NOVELIS INC COM 67000X106 0 1 SH Sole 01 1

NOVO-NORDISK A S ADR 670100205 4,177 84,250 SH Sole 01 84,250

NRG ENERGY INC COM NEW 629377508 912 21,412 SH Sole 01 21,412

NUVEEN INS NY TX FR ADV MUN COM 670656107 372 26,553 SH Sole 01 26,553

NUVEEN NY QUALITY INCM MUN F COM 670986108 366 25,220 SH Sole 01 25,220

O REILLY AUTOMOTIVE INC COM 686091109 415 14,712 SH Sole 01 14,712

OLD REP INTL CORP COM 680223104 1,854 69,518 SH Sole 01 69,518

OMI CORP NEW COM Y6476W104 7,670 429,234 SH Sole 01 429,234

OMNICARE INC COM 681904108 506 8,997 SH Sole 01 8,997

ONEOK INC NEW COM 682680103 2,528 74,307 SH Sole 01 74,307

OPTION CARE INC COM 683948103 5,209 355,825 SH Sole 01 355,825

ORACLE CORP COM 68389X105 3,494 281,746 SH Sole 01 281,746

ORIX CORP SPONSORED ADR 686330101 4,523 49,924 SH Sole 01 49,924

ORTHOFIX INTL N V COM N6748L102 1,442 33,084 SH Sole 01 33,084

OVERSEAS SHIPHOLDING GROUP I COM 690368105 3,760 64,455 SH Sole 01 64,455

PACER INTL INC TENN COM 69373H106 2,948 111,847 SH Sole 01 111,847

PALL CORP COM 696429307 4,004 145,593 SH Sole 01 145,593

PAR PHARMACEUTICAL COS INC COM 69888P106 154 5,801 SH Sole 01 5,801

PATTERSON COMPANIES INC COM 703395103 1,719 42,950 SH Sole 01 42,950

PCCW LTD SPONS ADR NEW 70454G207 0 60 SH Sole 01 60

PEPSICO INC COM 713448108 5,318 93,778 SH Sole 01 93,778

PERKINELMER INC COM 714046109 354 17,365 SH Sole 01 17,365

PETROFUND ENERGY TRUST TR UNIT 71648W108 1,320 67,201 SH Sole 01 67,201

PETROKAZAKHSTAN INC COM 71649P102 3 59 SH Sole 01 59

PETROLEO BRASILEIRO SA PETRO SPONSORED ADR 71654V408 2,756 38,554 SH Sole 01 38,554

PETSMART INC COM 716768106 239 10,963 SH Sole 01 10,963

COLUMN 1 COLUMN 2 COLUMN 3 COLUMN 4 COLUMN 5 COLUMN 6 COLUMN 7 COLUMN 8

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VOTING AUTHORITY

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PFIZER INC COM 717081103 15,488 620,284 SH Sole 01 620,284

PG&E CORP COM 69331C108 4,590 116,949 SH Sole 01 116,949

PHARMACEUTICAL HLDRS TR DEPOSITRY RCPT 71712A206 6 91 SH Sole 01 91

PHILIPPINE LONG DISTANCE TEL SPONSORED ADR 718252604 407 13,359 SH Sole 01 13,359

PHILLIPS VAN HEUSEN CORP COM 718592108 1,433 46,203 SH Sole 01 46,203

PIONEER CORP JAPAN SPONSORED ADR 723646105 1,068 75,034 SH Sole 01 75,034

PLANTRONICS INC NEW COM 727493108 283 9,187 SH Sole 01 9,187

PLATINUM UNDERWRITER HLDGS L COM G7127P100 1,160 38,820 SH Sole 01 38,820

PLUM CREEK TIMBER CO INC COM 729251108 1,839 48,508 SH Sole 01 48,508

PNM RES INC COM 69349H107 1,792 62,508 SH Sole 01 62,508

POSCO SPONSORED ADR 693483109 3,560 62,950 SH Sole 01 62,950

PPL CORP COM 69351T106 1,338 41,375 SH Sole 01 41,375

PRAECIS PHARMACEUTICALS INC COM 739421105 4 8,354 SH Sole 01 8,354

PRENTISS PPTYS TR SH BEN INT 740706106 2,891 71,205 SH Sole 01 71,205

PRICE T ROWE GROUP INC COM 74144T108 3,349 51,294 SH Sole 01 51,294

PROCTER & GAMBLE CO COM 742718109 11,685 196,525 SH Sole 01 196,525

PROLOGIS SH BEN INT 743410102 3,267 73,728 SH Sole 01 73,728

PROVIDIAN FINL CORP COM 74406A102 2,404 135,964 SH Sole 01 135,964

PUBLIC STORAGE INC COM 74460D109 3,843 57,365 SH Sole 01 57,365

PUBLIC SVC ENTERPRISE GROUP COM 744573106 706 10,969 SH Sole 01 10,969

PUTNAM CALIF INVT GRADE MUN SH BEN INT 746446103 16 1,181 SH Sole 01 1,181

PUTNAM MANAGED HIGH YIELD TR SH BEN INT 746819101 3,537 436,166 SH Sole 01 436,166

PUTNAM PREMIER INCOME TR SH BEN INT 746853100 2,066 331,114 SH Sole 01 331,114

PUTNAM TAX FREE HEALTH CARE SH BEN INT 746920107 1,803 148,510 SH Sole 01 148,510

QUALCOMM INC COM 747525103 8,739 195,279 SH Sole 01 195,279

QUEST DIAGNOSTICS INC COM 74834L100 5,186 102,620 SH Sole 01 102,620

QUILMES INDL QUINSA SOCIETE SP ADR CL B 74838Y207 802 25,638 SH Sole 01 25,638

R & G FINANCIAL CORP CL B 749136107 1,144 83,223 SH Sole 01 83,223

RADIAN GROUP INC COM 750236101 5,895 111,015 SH Sole 01 111,015

RADWARE LTD ORD M81873107 493 25,900 SH Sole 01 25,900

COLUMN 1 COLUMN 2 COLUMN 3 COLUMN 4 COLUMN 5 COLUMN 6 COLUMN 7 COLUMN 8

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REEBOK INTL LTD COM 758110100 7,479 132,215 SH Sole 01 132,215

REGENCY CTRS CORP COM 758849103 3,556 61,899 SH Sole 01 61,899

REPUBLIC SVCS INC COM 760759100 3,123 88,506 SH Sole 01 88,506

REYNOLDS AMERICAN INC COM 761713106 3,650 43,963 SH Sole 01 43,963

RINKER GROUP LTD SPONSORED ADR 76687M101 5,485 86,235 SH Sole 01 86,235

RIO TINTO PLC SPONSORED ADR 767204100 4,512 27,463 SH Sole 01 27,463

ROHM & HAAS CO COM 775371107 3,836 93,267 SH Sole 01 93,267

ROPER INDS INC NEW COM 776696106 347 8,827 SH Sole 01 8,827

ROYAL & SUN ALLIANCE INS SPON ADR NEW 78004V202 7,928 916,587 SH Sole 01 916,587

ROYAL BK SCOTLAND GROUP PLC SP ADR PREF M 780097796 384 15,088 SH Sole 01 15,088

ROYAL DUTCH SHELL PLC SPONS ADR A 780259206 7 100 SH Sole 01 100

ROYCE MICRO-CAP TR INC COM 780915104 1 95 SH Sole 01 95

RUDDICK CORP COM 781258108 1,615 70,074 SH Sole 01 70,074

RYLAND GROUP INC COM 783764103 7,410 108,298 SH Sole 01 108,298

SAFENET INC COM 78645R107 1,311 36,116 SH Sole 01 36,116

SALOMON BR EMRG MKT FLT RTE COM 794912105 983 75,772 SH Sole 01 75,772

SALOMON BR EMRG MKTS INC II. COM 794910109 1,032 75,949 SH Sole 01 75,949

SALOMON BROS EMERG MKT DEBT COM 79550E107 1,258 67,809 SH Sole 01 67,809

SALOMON BROS HIGH INCOME FD COM 79547Q106 443 47,026 SH Sole 01 47,026

SANDERSON FARMS INC COM 800013104 7,110 191,337 SH Sole 01 191,337

SANDISK CORP COM 80004C101 10,055 208,438 SH Sole 01 208,438

SANOFI AVENTIS SPONSORED ADR 80105N105 4,859 116,953 SH Sole 01 116,953

SAP AKTIENGESELLSCHAFT SPONSORED ADR 803054204 3,534 81,559 SH Sole 01 81,559

SAPPI LTD SPON ADR NEW 803069202 219 18,610 SH Sole 01 18,610

SATYAM COMPUTER SERVICES LTD ADR 804098101 688 22,762 SH Sole 01 22,762

SBC COMMUNICATIONS INC COM 78387G103 900 37,554 SH Sole 01 37,554

SCHERING A G SPONSORED ADR 806585204 3,006 47,412 SH Sole 01 47,412

SCOTTISH PWR PLC SPON ADR FINAL 81013T705 3,507 87,160 SH Sole 01 87,160

SCP POOL CORP COM 784028102 357 10,220 SH Sole 01 10,220

SCUDDER GLOBAL HIGH INCOME F COM 81115E101 2,707 331,341 SH Sole 01 331,341

COLUMN 1 COLUMN 2 COLUMN 3 COLUMN 4 COLUMN 5 COLUMN 6 COLUMN 7 COLUMN 8

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VOTING AUTHORITY

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SCUDDER NEW ASIA FD INC COM 811183102 2,149 112,952 SH Sole 01 112,952

SEA CONTAINERS LTD CL A 811371707 769 65,605 SH Sole 01 65,605

SEALED AIR CORP NEW COM 81211K100 5,326 112,229 SH Sole 01 112,229

SEI INVESTMENTS CO COM 784117103 2,844 75,676 SH Sole 01 75,676

SELIGMAN QUALITY MUN FD INC COM 816343107 815 64,814 SH Sole 01 64,814

SEMCO ENERGY INC COM 78412D109 150 22,753 SH Sole 01 22,753

SHERWIN WILLIAMS CO COM 824348106 5,570 126,380 SH Sole 01 126,380

SHIRE PHARMACEUTICALS GRP PL SPONSORED ADR 82481R106 5,504 148,803 SH Sole 01 148,803

SHOPKO STORES INC COM 824911101 6,616 259,232 SH Sole 01 259,232

SIEMENS A G SPONSORED ADR 826197501 4,035 52,184 SH Sole 01 52,184

SIERRA PAC RES NEW COM 826428104 1,192 80,264 SH Sole 01 80,264

SIGMA ALDRICH CORP COM 826552101 5,403 84,340 SH Sole 01 84,340

SIMON PPTY GROUP INC NEW COM 828806109 7,099 95,781 SH Sole 01 95,781

SINGAPORE FD INC COM 82929L109 2,280 242,772 SH Sole 01 242,772

SMITH INTL INC COM 832110100 227 6,800 SH Sole 01 6,800

SONY CORP ADR NEW 835699307 3,172 95,573 SH Sole 01 95,573

SOUTHERN CO COM 842587107 284 7,928 SH Sole 01 7,928

SOUTHERN PERU COPPER CORP COM 843611104 1,921 34,330 SH Sole 01 34,330

SOUTHERN UN CO NEW COM 844030106 302 11,700 SH Sole 01 11,700

SPDR TR UNIT SER 1 78462F103 77 625 SH Sole 01 625

SPRINT NEXTEL CORP COM FON 852061100 5 190 SH Sole 01 190

ST PAUL TRAVELERS INC COM 792860108 288 6,414 SH Sole 01 6,414

STANLEY FURNITURE INC COM NEW 854305208 1,533 58,538 SH Sole 01 58,538

STAPLES INC COM 855030102 3,345 156,911 SH Sole 01 156,911

STARBUCKS CORP COM 855244109 5,396 107,706 SH Sole 01 107,706

STARWOOD HOTELS&RESORTS WRLD PAIRED CTF 85590A203 2,371 41,471 SH Sole 01 41,471

STERICYCLE INC COM 858912108 359 6,284 SH Sole 01 6,284

STRYKER CORP COM 863667101 6,484 131,174 SH Sole 01 131,174

SUPERIOR INDS INTL INC COM 868168105 1,133 52,649 SH Sole 01 52,649

SYMMETRY MED INC COM 871546206 1,664 70,212 SH Sole 01 70,212

COLUMN 1 COLUMN 2 COLUMN 3 COLUMN 4 COLUMN 5 COLUMN 6 COLUMN 7 COLUMN 8

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SYNAPTICS INC COM 87157D109 1,188 63,180 SH Sole 01 63,180

SYSCO CORP COM 871829107 2 48 SH Sole 01 48

TAIWAN FD INC COM 874036106 2,675 197,859 SH Sole 01 197,859

TAIWAN GREATER CHINA FD SH BEN INT 874037104 1,298 265,981 SH Sole 01 265,981

TAIWAN SEMICONDUCTOR MFG LTD SPONSORED ADR 874039100 3,904 474,911 SH Sole 01 474,911

TARGET CORP COM 87612E106 5 100 SH Sole 01 100

TATA MTRS LTD SPONSORED ADR 876568502 3,082 249,999 SH Sole 01 249,999

TAUBMAN CTRS INC COM 876664103 3,277 103,389 SH Sole 01 103,389

TECHNIP NEW SPONSORED ADR 878546209 4,735 79,642 SH Sole 01 79,642

TELE NORTE LESTE PART S A SPON ADR PFD 879246106 3,385 204,788 SH Sole 01 204,788

TELECOM ITALIA S P A NEW SPON ADR ORD 87927Y102 190 5,821 SH Sole 01 5,821

TELEFONICA S A SPONSORED ADR 879382208 3,062 62,084 SH Sole 01 62,084

TELEFONOS DE MEXICO S A SPON ADR ORD L 879403780 239 11,223 SH Sole 01 11,223

TELLABS INC COM 879664100 2,900 275,682 SH Sole 01 275,682

TEMPLETON DRAGON FD INC COM 88018T101 2,698 137,995 SH Sole 01 137,995

TENARIS S A SPONSORED ADR 88031M109 3,505 25,425 SH Sole 01 25,425

TEVA PHARMACEUTICAL INDS LTD ADR 881624209 4,988 149,250 SH Sole 01 149,250

TEXAS INSTRS INC COM 882508104 11,575 341,449 SH Sole 01 341,449

TEXTRON INC COM 883203101 7,004 97,660 SH Sole 01 97,660

TIME WARNER INC COM 887317105 5,496 303,458 SH Sole 01 303,458

TOTAL S A SPONSORED ADR 89151E109 7,016 51,660 SH Sole 01 51,660

TRACTOR SUPPLY CO COM 892356106 314 6,889 SH Sole 01 6,889

TREND MICRO INC SPONS ADR NEW 89486M206 2,183 68,132 SH Sole 01 68,132

TXU CORP COM 873168108 2,249 19,920 SH Sole 01 19,920

TYCO INTL LTD NEW COM 902124106 9,661 346,882 SH Sole 01 346,882

TYSON FOODS INC CL A 902494103 2,427 134,473 SH Sole 01 134,473

UBS AG NAMEN AKT H8920M855 3,561 41,652 SH Sole 01 41,652

UNITED DOMINION REALTY TR IN COM 910197102 588 24,823 SH Sole 01 24,823

UNITED FIRE & CAS CO COM 910331107 1,706 37,812 SH Sole 01 37,812

UNITED TECHNOLOGIES CORP COM 913017109 4,377 84,432 SH Sole 01 84,432

COLUMN 1 COLUMN 2 COLUMN 3 COLUMN 4 COLUMN 5 COLUMN 6 COLUMN 7 COLUMN 8

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UNITED UTILS PLC SPONSORED ADR 91311Q105 183 7,819 SH Sole 01 7,819

UNITEDHEALTH GROUP INC COM 91324P102 3,740 66,540 SH Sole 01 66,540

UNIVISION COMMUNICATIONS INC CL A 914906102 4,618 174,069 SH Sole 01 174,069

UNUMPROVIDENT CORP COM 91529Y106 4,177 203,752 SH Sole 01 203,752

US BANCORP DEL COM NEW 902973304 6,594 234,821 SH Sole 01 234,821

UST INC COM 902911106 4,287 102,415 SH Sole 01 102,415

UTSTARCOM INC COM 918076100 401 49,093 SH Sole 01 49,093

V F CORP COM 918204108 3,698 63,789 SH Sole 01 63,789

VAN KAMPEN CALIF MUN TR SH BEN INT 920910106 13 1,430 SH Sole 01 1,430

VAN KAMPEN CALIF VALUE MUN I COM 92112B107 16 1,043 SH Sole 01 1,043

VAN KAMPEN FLA QUALITY MUN T COM 920921103 89 6,109 SH Sole 01 6,109

VAN KAMPEN INCOME TR SH BEN INT 920957107 3,333 576,650 SH Sole 01 576,650

VAN KAMPEN MUN INCOME TR COM 920909108 982 111,966 SH Sole 01 111,966

VAN KAMPEN MUN TR SH BEN INT 920919107 1,825 127,001 SH Sole 01 127,001

VAN KAMPEN N Y QUALITY MUN T COM 920922101 364 24,239 SH Sole 01 24,239

VAN KAMPEN N Y VALUE MUN INC COM 92112Q104 362 24,445 SH Sole 01 24,445

VAN KAMPEN SELECT SECTOR MUN COM 92112M103 802 63,717 SH Sole 01 63,717

VAN KAMPEN STRATEGIC SECTOR COM 920943107 787 62,059 SH Sole 01 62,059

VAN KAMPEN TR INVT FLA MUNS COM 920932100 1,114 73,369 SH Sole 01 73,369

VAN KAMPEN TR INVT GRADE N Y COM 920931102 369 23,221 SH Sole 01 23,221

VARIAN MED SYS INC COM 92220P105 385 9,753 SH Sole 01 9,753

VERIZON COMMUNICATIONS COM 92343V104 2,170 66,372 SH Sole 01 66,372

VIACOM INC CL B 925524308 2,974 90,095 SH Sole 01 90,095

VODAFONE GROUP PLC NEW SPONSORED ADR 92857W100 11,904 458,386 SH Sole 01 458,386

VORNADO RLTY TR SH BEN INT 929042109 1,057 12,203 SH Sole 01 12,203

WABASH NATL CORP COM 929566107 734 37,335 SH Sole 01 37,335

WACHOVIA CORP 2ND NEW COM 929903102 5,861 123,165 SH Sole 01 123,165

WALGREEN CO COM 931422109 2,084 47,955 SH Sole 01 47,955

WATERS CORP COM 941848103 696 16,733 SH Sole 01 16,733

WATSON PHARMACEUTICALS INC COM 942683103 7,198 196,609 SH Sole 01 196,609

COLUMN 1 COLUMN 2 COLUMN 3 COLUMN 4 COLUMN 5 COLUMN 6 COLUMN 7 COLUMN 8

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VOTING AUTHORITY

VALUE SHRS OR SH/ PUT/ INVESTMENT OTHER -------------------

NAME OF ISSUER TITLE OF CLASS CUSIP (x$1000) PRN AMT PRN CALL DISCRETION MANAGERS SOLE SHARED NONE

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WESCO INTL INC COM 95082P105 2,996 88,467 SH Sole 01 88,467

WESTLAKE CHEM CORP COM 960413102 1,131 41,758 SH Sole 01 41,758

WHIRLPOOL CORP COM 963320106 3,737 49,323 SH Sole 01 49,323

WHOLE FOODS MKT INC COM 966837106 718 5,342 SH Sole 01 5,342

WILLIAMS COS INC DEL COM 969457100 559 22,304 SH Sole 01 22,304

WINNEBAGO INDS INC COM 974637100 5,229 180,503 SH Sole 01 180,503

WORLD ACCEP CORP DEL COM 981419104 1,539 60,552 SH Sole 01 60,552

WPP GROUP PLC SPON ADR NEW 929309300 4,245 83,045 SH Sole 01 83,045

WYETH COM 983024100 3,828 82,740 SH Sole 01 82,740

XCEL ENERGY INC COM 98389B100 2,929 149,373 SH Sole 01 149,373

XL CAP LTD CL A G98255105 217 3,189 SH Sole 01 3,189

YAHOO INC COM 984332106 4,372 129,203 SH Sole 01 129,203

YUM BRANDS INC COM 988498101 5,956 123,039 SH Sole 01 123,039

ZIMMER HLDGS INC COM 98956P102 1,832 26,596 SH Sole 01 26,596