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 [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

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

 [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: 344 lines

Form 13F Information Table Value Total: 2,018,726

 (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

 VOTING AUTHORITY

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

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

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3M CO COM COM 88579Y101 27,088 324,136 SH Sole 01 324,136

ABB LTD SPONSORED ADR SPONSORED ADR 000375204 3,842 175,893 SH Sole 01 175,893

ABBOTT LABS COM COM 002824100 14,540 276,000 SH Sole 01 276,000

ABERCROMBIE & FITCH CO CL A CL A 002896207 4,511 98,835 SH Sole 01 98,835

ADAPTEC INC COM COM 00651F108 429 131,274 SH Sole 01 131,274

ADVANCE AUTO PARTS INC COM COM 00751Y106 5 114 SH Sole 01 114

AES CORP COM COM 00130H105 8,186 744,161 SH Sole 01 744,161

AFFILIATED MANAGERS GROUP COM COM 008252108 7,875 99,683 SH Sole 01 99,683

AGRIUM INC COM COM 008916108 1,733 24,541 SH Sole 01 24,541

AIR PRODS & CHEMS INC COM COM 009158106 6,580 88,983 SH Sole 01 88,983

ALBEMARLE CORP COM COM 012653101 4,891 114,742 SH Sole 01 114,742

ALEXANDER & BALDWIN INC COM COM 014482103 1,289 39,015 SH Sole 01 39,015

ALLEGHENY ENERGY INC COM COM 017361106 1,204 52,334 SH Sole 01 52,334

ALTERA CORP COM COM 021441100 4,765 196,092 SH Sole 01 196,092

AMEDISYS INC COM COM 023436108 5,909 107,009 SH Sole 01 107,009

AMERICA MOVIL SAB DE CV SPON ADR ADR 02364W105 2,143 42,572 SH Sole 01 42,572

AMERICAN ELEC PWR INC COM COM 025537101 3,784 110,710 SH Sole 01 110,710

AMERICAN EXPRESS CO COM COM 025816109 0 2 SH Sole 01 2

AMERICAN MED SYS HLDGS INC COM COM 02744M108 1,175 63,237 SH Sole 01 63,237

ANHEUSER BUSCH INBEV SA/NV SPONSORED ADR 03524A108 3,666 72,660 SH Sole 01 72,660

ARKANSAS BEST CORP DEL COM COM 040790107 1,637 54,787 SH Sole 01 54,787

ASML HOLDING N V NY REG SHS COM N07059186 3,922 110,788 SH Sole 01 110,788

ASSOCIATED BANC CORP COM COM 045487105 1,542 112,064 SH Sole 01 112,064

ASSURED GUARANTY LTD COM COM G0585R106 1,764 80,277 SH Sole 01 80,277

AUTOLIV INC COM COM 052800109 5,934 115,152 SH Sole 01 115,152

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

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AUTOMATIC DATA PROCESSING IN COM 053015103 10,209 229,568 SH Sole 01 229,568

AXA SPONSORED ADR SPONSORED ADR 054536107 4,992 226,496 SH Sole 01 226,496

BAIDU INC SPON ADR REP A ADR 056752108 2,392 4,007 SH Sole 01 4,007

BANCO SANTANDER SA ADR ADR 05964H105 3,628 273,367 SH Sole 01 273,367

BANK OF AMERICA CORPORATION COM 060505104 5,957 333,712 SH Sole 01 333,712

BAXTER INTL INC COM COM 071813109 14,764 253,672 SH Sole 01 253,672

BE AEROSPACE INC COM COM 073302101 4,403 145,017 SH Sole 01 145,017

BECTON DICKINSON & CO COM COM 075887109 8,089 102,746 SH Sole 01 102,746

BHP BILLITON LTD SPONSORED ADR ADR 088606108 3,827 47,645 SH Sole 01 47,645

BJS WHOLESALE CLUB INC COM COM 05548J106 3 73 SH Sole 01 73

BLACKROCK ENH CAP & INC FD I COM COM 09256A109 2,417 153,922 SH Sole 01 153,922

BLACKROCK INTL GRWTH & INC T COM COM 092524107 4,548 396,153 SH Sole 01 396,153

BLOUNT INTL INC NEW COM COM 095180105 1,544 149,034 SH Sole 01 149,034

BOK FINL CORP COM NEW COM 05561Q201 8,319 158,631 SH Sole 01 158,631

BRITISH AMERN TOB PLC SPONSORED SPONSORED ADR 110448107 3,806 55,243 SH Sole 01 55,243

BUCYRUS INTL INC NEW COM COM 118759109 3,297 49,964 SH Sole 01 49,964

CACI INTL INC CL A CL A 127190304 1,119 22,912 SH Sole 01 22,912

CAPSTEAD MTG CORP COM NO PAR COM 14067E506 1,041 87,025 SH Sole 01 87,025

CARDINAL HEALTH INC COM COM 14149Y108 1,663 46,146 SH Sole 01 46,146

CELANESE CORP DEL COM SER A COM 150870103 5 147 SH Sole 01 147

CENTURY ALUM CO COM COM 156431108 1,013 73,647 SH Sole 01 73,647

CERNER CORP COM COM 156782104 7,384 86,937 SH Sole 01 86,937

CHESAPEAKE ENERGY CORP COM COM 165167107 5,656 239,236 SH Sole 01 239,236

CHICOS FAS INC COM COM 168615102 4,395 304,755 SH Sole 01 304,755

CHINA LIFE INS CO LTD SPON ADR REP SPONSORED ADR 16939P106 2,099 29,140 SH Sole 01 29,140

CIMAREX ENERGY CO COM COM 171798101 2 26 SH Sole 01 26

CISCO SYS INC COM COM 17275R102 6,586 253,013 SH Sole 01 253,013

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

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CMS ENERGY CORP COM COM 125896100 4,346 281,095 SH Sole 01 281,095

COCA COLA CO COM COM 191216100 4,856 88,295 SH Sole 01 88,295

COGNIZANT TECHNOLOGY SOLUTIO CL A 192446102 5,358 105,102 SH Sole 01 105,102

COINSTAR INC COM COM 19259P300 1,216 37,425 SH Sole 01 37,425

COLGATE PALMOLIVE CO COM COM 194162103 18,501 217,000 SH Sole 01 217,000

COMERICA INC COM COM 200340107 1,491 39,197 SH Sole 01 39,197

COMTECH TELECOMMUNICATIONS COM 205826209 1,142 35,661 SH Sole 01 35,661

CONSTELLATION ENERGY GROUP I COM 210371100 1,061 30,227 SH Sole 01 30,227

COOPER COS INC COM NEW COM 216648402 1,240 31,881 SH Sole 01 31,881

CORE LABORATORIES N V COM COM N22717107 3,106 23,744 SH Sole 01 23,744

CORNING INC COM COM 219350105 9,545 472,294 SH Sole 01 472,294

COVIDIEN PLC SHS COM G2554F105 6,914 137,512 SH Sole 01 137,512

CTRIP COM INTL LTD AMERICAN DEP SPONSORED ADR 22943F100 2,233 56,957 SH Sole 01 56,957

DANAHER CORP DEL COM COM 235851102 3,651 45,683 SH Sole 01 45,683

DECKERS OUTDOOR CORP COM COM 243537107 1,279 9,268 SH Sole 01 9,268

DEL MONTE FOODS CO COM COM 24522P103 764 52,317 SH Sole 01 52,317

DELTA AIR LINES INC. COM 247361702 178 12,233 SH Sole 12,233

DISCOVER FINL SVCS COM COM 254709108 1,587 106,502 SH Sole 01 106,502

DOLLAR TREE INC COM COM 256746108 1,672 28,232 SH Sole 01 28,232

DU PONT E I DE NEMOURS & CO COM COM 263534109 5,717 153,529 SH Sole 01 153,529

E M C CORP MASS COM COM 268648102 14,159 784,893 SH Sole 01 784,893

EAST WEST BANCORP INC COM COM 27579R104 1,387 79,597 SH Sole 01 79,597

EATON VANCE TAX MNG GBL DV E COM 27829F108 15,915 1,317,489 SH Sole 01 1,317,489

EATON VANCE TX MGD DIV EQ IN COM COM 27828N102 9,227 693,782 SH Sole 01 693,782

EATON VANCE TXMGD GL BUYWR COM 27829C105 7,158 534,542 SH Sole 01 534,542

EBAY INC COM COM 278642103 8,961 332,290 SH Sole 01 332,290

EMERSON ELEC CO COM COM 291011104 5,399 107,244 SH Sole 01 107,244

EMULEX CORP COM NEW COM 292475209 858 64,642 SH Sole 01 64,642

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

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ENTERGY CORP NEW COM COM 29364G103 2,236 27,489 SH Sole 01 27,489

ESTERLINE TECHNOLOGIES CORP COM 297425100 1,096 22,174 SH Sole 01 22,174

EVERGREEN GBL DIVID OPP FUND COM 30024H101 2,722 262,270 SH Sole 01 262,270

EXELON CORP COM COM 30161N101 1,604 36,613 SH Sole 01 36,613

EXXON MOBIL CORP COM COM 30231G102 0 3 SH Sole 01 3

EZCORP INC CL A NON VTG COM 302301106 956 46,423 SH Sole 01 46,423

FACET BIOTECH CORP SHS COM 30303Q103 0 10 SH Sole 01 10

FEDERAL MOGUL CORP COM COM 313549404 2,899 157,875 SH Sole 01 157,875

FPL GROUP INC COM COM 302571104 606 12,541 SH Sole 01 12,541

FRESENIUS MED CARE AG&CO KGA SPONSORED ADR 358029106 1,061 18,900 SH Sole 01 18,900

GENERAL DYNAMICS CORP COM COM 369550108 16,916 219,115 SH Sole 01 219,115

GEO GROUP INC COM COM 36159R103 1,093 55,171 SH Sole 01 55,171

GILEAD SCIENCES INC COM COM 375558103 6,425 141,296 SH Sole 01 141,296

GRAINGER W W INC COM COM 384802104 10,517 97,267 SH Sole 01 97,267

GROUPE CGI INC CL A SUB VTG CL A SUB VTG 39945C109 5,680 380,921 SH Sole 01 380,921

GULF ISLAND FABRICATION INC COM COM 402307102 1,702 78,268 SH Sole 01 78,268

HALLIBURTON CO COM COM 406216101 5,550 184,206 SH Sole 01 184,206

HARSCO CORP COM COM 415864107 2 47 SH Sole 01 47

HEWLETT PACKARD CO COM COM 428236103 9,281 174,612 SH Sole 01 174,612

HOLOGIC INC. COM 436440101 179 9,632 SH Sole 9,632

HONDA MOTOR LTD AMERN SHS COM 438128308 3,723 105,487 SH Sole 01 105,487

HONEYWELL INTL INC COM COM 438516106 5,954 131,524 SH Sole 01 131,524

HSBC HLDGS PLC SPON ADR NEW SPONSORED ADR 404280406 3,570 70,429 SH Sole 01 70,429

ICICI BK LTD ADR ADR 45104G104 2,091 48,976 SH Sole 01 48,976

ILLINOIS TOOL WKS INC COM COM 452308109 8,964 189,264 SH Sole 01 189,264

INFORMATICA CORP COM COM 45666Q102 4,004 148,902 SH Sole 01 148,902

INFOSYS TECHNOLOGIES LTD SPONSORED ADR 456788108 2,013 34,221 SH Sole 01 34,221

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

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INGERSOLL-RAND PLC SHS COM G47791101 9,977 286,118 SH Sole 01 286,118

INTEL CORP COM COM 458140100 6,456 289,626 SH Sole 01 289,626

INTERNATIONAL BUSINESS MACHS COM 459200101 33,701 262,773 SH Sole 01 262,773

ISHARES INC MSCI AUSTRALIA ETF 464286103 18 734 SH Sole 01 734

ISHARES INC MSCI FRANCE ETF 464286707 36 1,426 SH Sole 01 1,426

ISHARES INC MSCI GERMAN ETF 464286806 36 1,636 SH Sole 01 1,636

ISHARES INC MSCI HONG KONG ETF 464286871 12 719 SH Sole 01 719

ISHARES INC MSCI ITALY ETF 464286855 12 653 SH Sole 01 653

ISHARES INC MSCI JAPAN ETF 464286848 59 5,619 SH Sole 01 5,619

ISHARES INC MSCI NETHR INVES ETF 464286814 12 586 SH Sole 01 586

ISHARES INC MSCI SINGAPORE ETF 464286673 12 1,016 SH Sole 01 1,016

ISHARES INC MSCI SPAIN ETF 464286764 12 280 SH Sole 01 280

ISHARES INC MSCI SWEDEN ETF 464286756 12 467 SH Sole 01 467

ISHARES INC MSCI SWITZERLD ETF 464286749 24 1,038 SH Sole 01 1,038

ISHARES INC MSCI UTD KINGD ETF 464286699 54 3,301 SH Sole 01 3,301

ISHARES S&P GSCI COMMODITY I UNIT ETF 46428R107 1,003 32,200 SH Sole 01 32,200

ISHARES TR AGENCY BD FD ETF 464288166 2,353 21,746 SH Sole 01 21,746

ISHARES TR BARCLYS 10-20YR ETF 464288653 483 4,486 SH Sole 01 4,486

ISHARES TR BARCLYS 1-3YR CR ETF 464288646 2,289 21,881 SH Sole 01 21,881

ISHARES TR BARCLYS 3-7 YR ETF 464288661 2,511 22,588 SH Sole 01 22,588

ISHARES TR BARCLYS CR BD ETF 464288620 12,237 119,641 SH Sole 01 119,641

ISHARES TR BARCLYS MBS BD ETF 464288588 16,230 151,608 SH Sole 01 151,608

ISHARES TR BARCLYS SH TREA ETF 464288679 529 4,804 SH Sole 01 4,804

ISHARES TR DJ AEROSPACE ETF 464288760 12,383 214,091 SH Sole 01 214,091

ISHARES TR DJ INTL SEL DIVD ETF 464288448 743 23,521 SH Sole 01 23,521

ISHARES TR DJ MED DEVICES ETF 464288810 609 10,426 SH Sole 01 10,426

ISHARES TR EPRA/NAR DEV R/E ETF 464288489 1,152 39,851 SH Sole 01 39,851

ISHARES TR INDEX BARCLY USAGG B ETF 464287226 43,866 420,976 SH Sole 01 420,976

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

 VOTING AUTHORITY

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

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ISHARES TR INDEX BARCLYS 1-3 YR ETF 464287457 15,539 186,390 SH Sole 01 186,390

ISHARES TR INDEX BARCLYS 20+ YR ETF 464287432 4,629 51,720 SH Sole 01 51,720

ISHARES TR INDEX BARCLYS 7-10 YR ETF 464287440 13,870 154,973 SH Sole 01 154,973

ISHARES TR INDEX BARCLYS TIPS BD ETF 464287176 12,149 116,934 SH Sole 01 116,934

ISHARES TR INDEX DJ SEL DIV INX ETF 464287168 744 16,176 SH Sole 01 16,176

ISHARES TR INDEX DJ US FINL SEC ETF 464287788 27,328 479,015 SH Sole 01 479,015

ISHARES TR INDEX DJ US REAL EST ETF 464287739 49,664 997,676 SH Sole 01 997,676

ISHARES TR INDEX DJ US TECH SEC ETF 464287721 5,180 88,715 SH Sole 01 88,715

ISHARES TR INDEX DJ US TELECOMM ETF 464287713 802 40,063 SH Sole 01 40,063

ISHARES TR INDEX IBOXX INV CPBD ETF 464287242 3,473 32,831 SH Sole 01 32,831

ISHARES TR INDEX MSCI EAFE IDX ETF 464287465 6,472 115,613 SH Sole 01 115,613

ISHARES TR INDEX MSCI EMERG MKT ETF 464287234 53,950 1,280,795 SH Sole 01 1,280,795

ISHARES TR INDEX RUSL 2000 GROW ETF 464287648 296 4,048 SH Sole 01 4,048

ISHARES TR INDEX RUSL 2000 VALU ETF 464287630 96 1,502 SH Sole 01 1,502

ISHARES TR INDEX RUSL 3000 VALU ETF 464287663 400 5,000 SH Sole 01 5,000

ISHARES TR INDEX RUSSELL 1000 ETF 464287622 8,076 124,984 SH Sole 01 124,984

ISHARES TR INDEX RUSSELL 2000 ETF 464287655 7,093 104,612 SH Sole 01 104,612

ISHARES TR INDEX RUSSELL MCP GR ETF 464287481 11,848 244,197 SH Sole 01 244,197

ISHARES TR INDEX RUSSELL1000GRW ETF 464287614 471 9,073 SH Sole 01 9,073

ISHARES TR INDEX RUSSELL1000VAL ETF 464287598 7,272 119,078 SH Sole 01 119,078

ISHARES TR INDEX S&P 500 INDEX ETF 464287200 1,356 11,558 SH Sole 01 11,558

ISHARES TR INDEX S&P MC 400 GRW ETF 464287606 64,807 763,875 SH Sole 01 763,875

ISHARES TR INDEX S&P MIDCAP 400 ETF 464287507 48,187 612,291 SH Sole 01 612,291

ISHARES TR INDEX S&P SMLCP GROW ETF 464287887 19 312 SH Sole 01 312

ISHARES TR INDEX S&P SMLCP VALU ETF 464287879 36 563 SH Sole 01 563

ISHARES TR INDEX S&P500 GRW ETF 464287309 5,930 98,969 SH Sole 01 98,969

ISHARES TR INDEX TRANSP AVE IDX ETF 464287192 323 4,086 SH Sole 01 4,086

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

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ISHARES TR MSCI GRW IDX ETF 464288885 14,879 262,688 SH Sole 01 262,688

ISHARES TR MSCI VAL IDX ETF 464288877 14,807 292,342 SH Sole 01 292,342

ISHARES TR S&P GL UTILITI ETF 464288711 13,381 292,875 SH Sole 01 292,875

ISHARES TR S&P NTL AMTFREE ETF 464288414 4,393 42,529 SH Sole 01 42,529

ISHARES TR SMLL GRWTH IDX ETF 464288604 29 410 SH Sole 01 410

ISHARES TR SMLL VAL INDX ETF 464288703 19 258 SH Sole 01 258

ISHARES TR US PFD STK IDX ETF 464288687 2,107 54,417 SH Sole 01 54,417

ITAU UNIBANCO HLDG SA SPON ADR SPONSORED ADR 465562106 2,176 98,935 SH Sole 01 98,935

ITT CORP NEW COM COM 450911102 7,017 130,881 SH Sole 01 130,881

JACK IN THE BOX INC COM COM 466367109 2 73 SH Sole 01 73

JAKKS PAC INC COM COM 47012E106 1,542 117,910 SH Sole 01 117,910

JARDEN CORP COM COM 471109108 1,428 42,887 SH Sole 01 42,887

JOHNSON & JOHNSON COM COM 478160104 10,148 155,639 SH Sole 01 155,639

JPMORGAN CHASE & CO COM COM 46625H100 12,227 273,218 SH Sole 01 273,218

KANSAS CITY SOUTHERN COM NEW COM 485170302 2 51 SH Sole 01 51

KEYCORP NEW COM COM 493267108 1,499 193,410 SH Sole 01 193,410

KNIGHT TRANSN INC COM COM 499064103 1,104 52,331 SH Sole 01 52,331

KRAFT FOODS INC CL A CL A 50075N104 12,673 419,088 SH Sole 01 419,088

K-SWISS INC CL A CL A 482686102 101 9,639 SH Sole 01 9,639

KUBOTA CORP ADR ADR 501173207 1,023 22,448 SH Sole 01 22,448

LEAR CORP COM NEW COM 521865204 833 10,504 SH Sole 01 10,504

LHC GROUP INC COM COM 50187A107 1,266 37,744 SH Sole 01 37,744

LIFE TECHNOLOGIES CORP COM COM 53217V109 4 74 SH Sole 01 74

LINCOLN EDL SVCS CORP COM COM 533535100 1,139 45,010 SH Sole 01 45,010

LKQ CORP COM COM 501889208 4,994 246,009 SH Sole 01 246,009

LOEWS CORP COM COM 540424108 5,952 159,650 SH Sole 01 159,650

LORILLARD INC COM COM 544147101 3 45 SH Sole 01 45

LOWES COS INC COM COM 548661107 23,234 958,489 SH Sole 01 958,489

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

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M/I HOMES INC COM COM 55305B101 1,310 89,406 SH Sole 01 89,406

MAIDEN HOLDINGS LTD SHS COM G5753U112 1,180 159,739 SH Sole 01 159,739

MAKITA CORP ADR NEW ADR 560877300 1,231 37,137 SH Sole 01 37,137

MARINEMAX INC COM COM 567908108 153 14,175 SH Sole 01 14,175

MARSHALL & ILSLEY CORP NEW COM COM 571837103 1,454 180,629 SH Sole 01 180,629

MASTERCARD INC CL A CL A 57636Q104 9,263 36,470 SH Sole 01 36,470

MBIA INC COM COM 55262C100 138 21,942 SH Sole 01 21,942

MCDONALDS CORP COM COM 580135101 8,785 131,673 SH Sole 01 131,673

MECHEL OAO SPONSORED ADR ADR 583840103 2,274 80,015 SH Sole 01 80,015

MERCK & CO INC NEW COM COM 58933Y105 5,347 143,161 SH Sole 01 143,161

MICROSOFT CORP COM COM 594918104 6,600 225,350 SH Sole 01 225,350

MITSUBISHI UFJ FINL GROUP IN SPONSORED ADR 606822104 768 146,854 SH Sole 01 146,854

NALCO HOLDING COMPANY COM COM 62985Q101 8,419 346,049 SH Sole 01 346,049

NATIONAL GRID PLC SPON ADR NEW SPONSORED ADR 636274300 3,092 63,419 SH Sole 01 63,419

NEW YORK CMNTY BANCORP INC COM COM 649445103 3 193 SH Sole 01 193

NEWTEK BUSINESS SERVICES INC. COM 652526104 183 146,141 SH Sole 146,141

NORTHEAST UTILS COM COM 664397106 4 138 SH Sole 01 138

NORTHERN TR CORP COM COM 665859104 6,611 119,641 SH Sole 01 119,641

NOVARTIS A G SPONSORED ADR SPONSORED ADR 66987V109 1,362 25,176 SH Sole 01 25,176

NOVO-NORDISK A S ADR ADR 670100205 3,740 48,496 SH Sole 01 48,496

NRG ENERGY INC COM NEW COM 629377508 588 28,128 SH Sole 01 28,128

NSTAR COM COM 67019E107 2 69 SH Sole 01 69

NTELOS HLDGS CORP COM COM 67020Q107 3 189 SH Sole 01 189

NTT DOCOMO INC SPONS ADR ADR 62942M201 3,660 240,783 SH Sole 01 240,783

NUVEEN EQTY PRM OPPORTUNITY COM 6706EM102 5,564 415,543 SH Sole 01 415,543

OCEANEERING INTL INC COM COM 675232102 1,538 24,227 SH Sole 01 24,227

OLD REP INTL CORP COM COM 680223104 1,474 116,251 SH Sole 01 116,251

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

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ORACLE CORP COM COM 68389X105 9,375 364,639 SH Sole 01 364,639

PARKER HANNIFIN CORP COM COM 701094104 6,940 107,203 SH Sole 01 107,203

PENN VA CORP COM COM 707882106 1,299 53,005 SH Sole 01 53,005

PETROLEO BRASILEIRO SA PETRO SPONSORED ADR 71654V408 1,964 44,127 SH Sole 01 44,127

PFIZER INC COM COM 717081103 4,662 271,832 SH Sole 01 271,832

PG&E CORP COM COM 69331C108 2,931 69,103 SH Sole 01 69,103

PHILIP MORRIS INTL INC COM COM 718172109 9,059 173,685 SH Sole 01 173,685

PLAINS EXPL& PRODTN CO COM COM 726505100 4,559 152,002 SH Sole 01 152,002

POSCO SPONSORED ADR ADR 693483109 1,984 16,959 SH Sole 01 16,959

POTASH CORP SASK INC COM COM 73755L107 3,638 30,483 SH Sole 01 30,483

POWERSHARES GLOBAL ETF TRUST ETF 73936T474 4,106 173,231 SH Sole 01 173,231

POWERSHARES QQQ TRUST UNIT SER ETF 73935A104 54,999 1,142,011 SH Sole 01 1,142,011

PPL CORP COM COM 69351T106 2,300 82,993 SH Sole 01 82,993

PRAXAIR INC COM COM 74005P104 10,312 124,236 SH Sole 01 124,236

PROCTER & GAMBLE CO COM COM 742718109 21,631 341,889 SH Sole 01 341,889

PUBLIC SVC ENTERPRISE GROUP COM COM 744573106 424 14,366 SH Sole 01 14,366

QUEST DIAGNOSTICS INC COM COM 74834L100 3,477 59,654 SH Sole 01 59,654

REGIONS FINANCIAL CORP NEW COM COM 7591EP100 1,285 163,688 SH Sole 01 163,688

RESMED INC COM COM 761152107 2,056 32,309 SH Sole 01 32,309

ROSETTA RESOURCES INC COM COM 777779307 5,970 253,492 SH Sole 01 253,492

ROSS STORES INC COM COM 778296103 2,441 45,647 SH Sole 01 45,647

ROVI CORP COM COM 779376102 8,068 217,287 SH Sole 01 217,287

ROYAL CARIBBEAN CRUISES LTD COM COM V7780T103 262 7,955 SH Sole 01 7,955

SALESFORCE COM INC COM COM 79466L302 3,843 51,613 SH Sole 01 51,613

SANOFI AVENTIS SPONSORED ADR ADR 80105N105 3,767 100,843 SH Sole 01 100,843

SARA LEE CORP COM COM 803111103 7,578 544,017 SH Sole 01 544,017

SEATTLE GENETICS INC COM COM 812578102 1,010 84,550 SH Sole 01 84,550

SELECT SECTOR SPDR TR SBI CONS ETF 81369Y407 54,658 1,664,362 SH Sole 01 1,664,362

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

 VOTING AUTHORITY

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

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

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SELECT SECTOR SPDR TR SBI CONS ETF 81369Y308 1,744 62,429 SH Sole 01 62,429

SELECT SECTOR SPDR TR SBI HEALTH ETF 81369Y209 3,774 117,471 SH Sole 01 117,471

SELECT SECTOR SPDR TR SBI INT-ENE ETF 81369Y506 2,437 42,362 SH Sole 01 42,362

SELECT SECTOR SPDR TR SBI INT-FINL ETF 81369Y605 1,425 89,362 SH Sole 01 89,362

SELECT SECTOR SPDR TR SBI INT-IN ETF 81369Y704 39,217 1,255,361 SH Sole 01 1,255,361

SELECT SECTOR SPDR TR SBI INT-UTI ETF 81369Y886 517 17,416 SH Sole 01 17,416

SELECT SECTOR SPDR TR SBI MATER ETF 81369Y100 310 9,133 SH Sole 01 9,133

SEMPRA ENERGY COM COM 816851109 556 11,140 SH Sole 01 11,140

SINGAPORE FD INC COM COM 82929L109 0 22 SH Sole 01 22

SMITHFIELD FOODS INC COM COM 832248108 1,556 75,022 SH Sole 01 75,022

SNAP ON INC COM COM 833034101 2 40 SH Sole 01 40

SOCIEDAD QUIMICA MINERA DE C SPONSORED ADR 833635105 2,035 54,414 SH Sole 01 54,414

SOLERA HOLDINGS INC COM COM 83421A104 5,369 138,921 SH Sole 01 138,921

SOUTHERN CO COM COM 842587107 743 22,409 SH Sole 01 22,409

SPDR DOW JONES INDL AVRG ETF UT ETF 78467X109 27,454 252,775 SH Sole 01 252,775

SPDR GOLD TRUST GOLD SHS ETF 78463V107 2,183 20,033 SH Sole 01 20,033

SPDR INDEX SHS FDS ASIA PACIF ETF ETF 78463X301 3,151 41,890 SH Sole 01 41,890

SPDR INDEX SHS FDS DJ INTL RL ETF ETF 78463X863 2,154 61,403 SH Sole 01 61,403

SPDR INDEX SHS FDS EMERG MKTS ETF 78463X509 3,367 51,261 SH Sole 01 51,261

SPDR INDEX SHS FDS INTL INDS ETF ETF 78463X673 305 12,132 SH Sole 01 12,132

SPDR INDEX SHS FDS S&P INTL ETF ETF 78463X772 1,541 28,490 SH Sole 01 28,490

SPDR INDEX SHS FDS S&P INTL SMLCP ETF 78463X871 3,822 142,917 SH Sole 01 142,917

SPDR INDEX SHS FDS S&P WRLD EX ETF 78463X889 9,615 396,496 SH Sole 01 396,496

SPDR S&P 500 ETF TR UNIT SER 1 S&P ETF 78462F103 29,511 252,230 SH Sole 01 252,230

SPDR S&P MIDCAP 400 ETF TR UTSER1 ETF 78467Y107 60,466 422,367 SH Sole 01 422,367

SPDR SERIES TRUST BARC CAPTL ETF ETF 78464A474 1,667 55,459 SH Sole 01 55,459

SPDR SERIES TRUST BARCL CAP TIPS ETF 78464A656 716 13,975 SH Sole 01 13,975

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

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SPDR SERIES TRUST BRCLYS 1-3MT ETF 78464A680 3,530 76,964 SH Sole 01 76,964

SPDR SERIES TRUST BRCLYS AGG ETF ETF 78464A649 8,358 151,458 SH Sole 01 151,458

SPDR SERIES TRUST BRCLYS INTL ETF ETF 78464A516 641 11,459 SH Sole 01 11,459

SPDR SERIES TRUST BRCLYS MUNI ETF 78464A458 9,677 426,106 SH Sole 01 426,106

SPDR SERIES TRUST BRCLYS SHRT ETF 78464A425 1,687 70,411 SH Sole 01 70,411

SPDR SERIES TRUST BRCLYS YLD ETF ETF 78464A417 5,884 147,881 SH Sole 01 147,881

SPDR SERIES TRUST DB INT GVT ETF ETF 78464A490 753 13,586 SH Sole 01 13,586

SPDR SERIES TRUST DJ REIT ETF ETF 78464A607 4,885 90,874 SH Sole 01 90,874

SPDR SERIES TRUST DJ SML CAP ETF ETF 78464A813 415 7,202 SH Sole 01 7,202

SPDR SERIES TRUST DJ SML GRWTH ETF 78464A201 29 315 SH Sole 01 315

SPDR SERIES TRUST S&P DIVID ETF ETF 78464A763 11,798 239,254 SH Sole 01 239,254

SPDR SERIES TRUST S&P METALS ETF 78464A755 21 372 SH Sole 01 372

SPDR SERIES TRUST S&P RETAIL ETF ETF 78464A714 73,813 1,787,249 SH Sole 01 1,787,249

SPDR SERIES TRUST SPDR KBW INS ETF 78464A789 762 18,464 SH Sole 01 18,464

ST MARY LD & EXPL CO COM COM 792228108 1 31 SH Sole 01 31

STERICYCLE INC COM COM 858912108 1,180 21,655 SH Sole 01 21,655

STEWART INFORMATION SVCS COR COM 860372101 145 10,491 SH Sole 01 10,491

STRYKER CORP COM COM 863667101 12,280 214,607 SH Sole 01 214,607

SUNTRUST BKS INC COM COM 867914103 171 6,386 SH Sole 01 6,386

SYBASE INC COM COM 871130100 9,101 195,213 SH Sole 01 195,213

SYMANTEC CORP COM COM 871503108 5,950 351,504 SH Sole 01 351,504

TALEO CORP CL A CL A 87424N104 1,023 39,482 SH Sole 01 39,482

TARGACEPT INC COM COM 87611R306 1,077 54,787 SH Sole 01 54,787

TARGET CORP COM COM 87612E106 16,476 313,239 SH Sole 01 313,239

TERRA INDS INC COM COM 880915103 1 26 SH Sole 01 26

TESSERA TECHNOLOGIES INC COM COM 88164L100 1,048 51,654 SH Sole 01 51,654

TEVA PHARMACEUTICAL INDS LTD ADR ADR 881624209 2,199 34,862 SH Sole 01 34,862

TOTAL S A SPONSORED ADR SPONSORED ADR 89151E109 4,815 82,985 SH Sole 01 82,985

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

 VOTING AUTHORITY

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

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TOWER GROUP INC COM COM 891777104 1,137 51,287 SH Sole 01 51,287

TOYOTA MOTOR CORP SP ADR REP2 COM 892331307 3,943 49,036 SH Sole 01 49,036

TRANSOCEAN LTD REG SHS COM H8817H100 5,256 60,852 SH Sole 01 60,852

TREEHOUSE FOODS INC COM COM 89469A104 5,620 128,105 SH Sole 01 128,105

TUPPERWARE BRANDS CORP COM COM 899896104 9,145 189,642 SH Sole 01 189,642

TUTOR PERINI CORP COM COM 901109108 1,162 53,409 SH Sole 01 53,409

TYCO ELECTRONICS LTD SWITZER SHS COM H8912P106 7,025 255,625 SH Sole 01 255,625

UAL CORP. COM 902549807 47 2,409 SH Sole 2,409

UBS AG SHS NEW COM H89231338 1,106 67,907 SH Sole 01 67,907

UGI CORP NEW COM COM 902681105 1,447 54,517 SH Sole 01 54,517

UNISOURCE ENERGY CORP COM COM 909205106 1,087 34,582 SH Sole 01 34,582

UNITED TECHNOLOGIES CORP COM COM 913017109 16,565 225,040 SH Sole 01 225,040

UNUM GROUP COM COM 91529Y106 5 213 SH Sole 01 213

USANA HEALTH SCIENCES INC COM COM 90328M107 931 29,639 SH Sole 01 29,639

VALE S A ADR ADR 91912E105 2,194 68,165 SH Sole 01 68,165

VANGUARD BD INDEX FD INC TOTAL ETF 921937835 985 12,436 SH Sole 01 12,436

VANGUARD INDEX FDS GROWTH ETF ETF 922908736 16,819 302,788 SH Sole 01 302,788

VANGUARD INDEX FDS REIT ETF ETF 922908553 747 15,300 SH Sole 01 15,300

VANGUARD INDEX FDS SM CP VAL ETF ETF 922908611 4,666 77,741 SH Sole 01 77,741

VANGUARD INDEX FDS SMALL CP ETF ETF 922908751 48 762 SH Sole 01 762

VANGUARD INDEX FDS SML CP GRW ETF 922908595 6,263 95,909 SH Sole 01 95,909

VANGUARD INDEX FDS VALUE ETF ETF 922908744 24,960 494,545 SH Sole 01 494,545

VANGUARD INTL EQUITY INDEX F EMR ETF 922042858 7,541 178,898 SH Sole 01 178,898

VANGUARD INTL EQUITY INDEX F EURP ETF 922042874 14,366 298,488 SH Sole 01 298,488

VANGUARD INTL EQUITY INDEX F FTSE ETF 922042718 1,601 18,724 SH Sole 01 18,724

VANGUARD INTL EQUITY INDEX F PAC ETF 922042866 8,368 153,311 SH Sole 01 153,311

VANGUARD TAX-MANAGED FD EUROPE ETF 921943858 6,445 186,154 SH Sole 01 186,154

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

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VERIZON COMMUNICATIONS INC. COM 92343V104 26 832 SH Sole 832

VIAD CORP COM NEW COM 92552R406 744 36,214 SH Sole 01 36,214

VISA INC COM CL A CL A 92826C839 6,662 73,181 SH Sole 01 73,181

VODAFONE GROUP PLC NEW SPONS ADR 92857W209 8,946 383,798 SH Sole 01 383,798

WAL MART STORES INC COM COM 931142103 7,616 136,971 SH Sole 01 136,971

WALGREEN CO COM COM 931422109 10,245 276,221 SH Sole 01 276,221

WALTER ENERGY INC COM COM 93317Q105 3 35 SH Sole 01 35

WALTER INVT MGMT CORP COM COM 93317W102 0 13 SH Sole 01 13

WARNACO GROUP INC COM NEW COM 934390402 3,245 68,020 SH Sole 01 68,020

WASHINGTON FED INC COM COM 938824109 3 132 SH Sole 01 132

WATERS CORP COM COM 941848103 9,453 139,963 SH Sole 01 139,963

WESTPAC BKG CORP SPONSORED SPONSORED ADR 961214301 3,762 29,603 SH Sole 01 29,603

WILLIAMS COS INC DEL COM COM 969457100 2,125 91,973 SH Sole 01 91,973

XL CAP LTD CL A CL A G98255105 1,542 81,579 SH Sole 01 81,579

XTO ENERGY INC COM COM 98385X106 6,744 142,932 SH Sole 01 142,932

YAHOO INC COM COM 984332106 7,031 425,320 SH Sole 01 425,320

YANZHOU COAL MNG CO LTD SPON SPONSORED ADR 984846105 2,249 93,311 SH Sole 01 93,311