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, 2009

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: 1,813,548

(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 24,833 336,494 SH Sole 01 336,494

ABB LTD SPONSORED ADR SPONSORED ADR 000375204 2,936 146,501 SH Sole 01 146,501

ACE LTD SHS COM H0023R105 2 32 SH Sole 01 32

ADAPTEC INC COM COM 00651F108 494 147,962 SH Sole 01 147,962

ADVANCE AUTO PARTS INC COM COM 00751Y106 4 114 SH Sole 01 114

AEROVIRONMENT INC COM COM 008073108 1 29 SH Sole 01 29

AES CORP COM COM 00130H105 11,706 789,902 SH Sole 01 789,902

AGRIUM INC COM COM 008916108 3,149 63,254 SH Sole 01 63,254

AIRGAS INC COM COM 009363102 5,275 109,050 SH Sole 01 109,050

ALBEMARLE CORP COM COM 012653101 3,194 92,314 SH Sole 01 92,314

ALEXANDER & BALDWIN INC COM COM 014482103 344 10,718 SH Sole 01 10,718

ALLEGHENY ENERGY INC COM COM 017361106 2,230 84,103 SH Sole 01 84,103

ALLIANCE DATA SYSTEMS CORP COM COM 018581108 2 29 SH Sole 01 29

ALTERA CORP COM COM 021441100 2,909 141,813 SH Sole 01 141,813

AMERICA MOVIL SAB DE CV SPON ADR ADR 02364W105 1,315 29,994 SH Sole 01 29,994

AMERICAN ELEC PWR INC COM COM 025537101 4,711 152,001 SH Sole 01 152,001

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

ANADARKO PETE CORP COM COM 032511107 2,163 34,474 SH Sole 01 34,474

ANSYS INC COM COM 03662Q105 11,280 301,448 SH Sole 01 301,448

AQUA AMERICA INC COM COM 03836W103 2 106 SH Sole 01 106

ARKANSAS BEST CORP DEL COM COM 040790107 244 8,148 SH Sole 01 8,148

ASSOCIATED BANC CORP COM COM 045487105 159 13,934 SH Sole 01 13,934

ASSURED GUARANTY LTD COM COM G0585R106 499 25,686 SH Sole 01 25,686

AUTOLIV INC COM COM 052800109 617 18,371 SH Sole 01 18,371

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AUTOMATIC DATA PROCESSING IN COM 053015103 8,368 212,917 SH Sole 01 212,917

AXA SPONSORED ADR SPONSORED ADR 054536107 8,742 323,182 SH Sole 01 323,182

BAIDU INC SPON ADR REP A ADR 056752108 3,153 8,064 SH Sole 01 8,064

BANCO BRADESCO S A SP ADR PFD SPONSORED ADR 059460303 1,838 92,422 SH Sole 01 92,422

BANK OF AMERICA CORPORATION COM 060505104 2,633 155,597 SH Sole 01 155,597

BARD C R INC COM COM 067383109 3,781 48,101 SH Sole 01 48,101

BAXTER INTL INC COM COM 071813109 13,435 235,653 SH Sole 01 235,653

BECTON DICKINSON & CO COM COM 075887109 6,683 95,808 SH Sole 01 95,808

BHP BILLITON LTD SPONSORED ADR ADR 088606108 2,528 38,293 SH Sole 01 38,293

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

BLACKROCK ENH CAP & INC FD I COM COM 09256A109 2,612 178,061 SH Sole 01 178,061

BLACKROCK INTL GRWTH & INC T COM COM 092524107 6,596 555,182 SH Sole 01 555,182

BOEING CO COM COM 097023105 5,179 95,635 SH Sole 01 95,635

BOWNE & CO INC COM COM 103043105 337 43,809 SH Sole 01 43,809

BP PLC SPONSORED ADR ADR 055622104 1,936 36,372 SH Sole 01 36,372

BRISTOL MYERS SQUIBB CO COM COM 110122108 5,001 222,068 SH Sole 01 222,068

BRITISH AMERN TOB PLC SPONSORED SPONSORED ADR 110448107 1,822 28,814 SH Sole 01 28,814

BURLINGTON NORTHN SANTA FE C COM 12189T104 5,220 65,391 SH Sole 01 65,391

C H ROBINSON WORLDWIDE INC COM COM 12541W209 2 27 SH Sole 01 27

CAPELLA EDUCATION COMPANY COM COM 139594105 1 20 SH Sole 01 20

CAVIUM NETWORKS INC COM COM 14965A101 1 66 SH Sole 01 66

CELANESE CORP DEL COM SER A COM 150870103 4 147 SH Sole 01 147

CEPHALON INC COM COM 156708109 6,296 108,097 SH Sole 01 108,097

CF INDS HLDGS INC COM COM 125269100 1 13 SH Sole 01 13

CHATTEM INC COM COM 162456107 6,855 103,221 SH Sole 01 103,221

CHEVRON CORP NEW COM COM 166764100 3,712 52,698 SH Sole 01 52,698

CHINA LIFE INS CO LTD SPON ADR REP SPONSORED ADR 16939P106 1,924 29,276 SH Sole 01 29,276

CHINA MOBILE LIMITED SPONSORED ADR 16941M109 2,489 50,685 SH Sole 01 50,685

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

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CHIPOTLE MEXICAN GRILL INC CL B CL B 169656204 1 13 SH Sole 01 13

CHUBB CORP COM COM 171232101 2,970 58,907 SH Sole 01 58,907

CIMAREX ENERGY CO COM COM 171798101 1 26 SH Sole 01 26

CISCO SYS INC COM COM 17275R102 6,424 272,912 SH Sole 01 272,912

CITIZENS BANKING CORPORATION COM 174420109 1,071 1,355,895 SH Sole 1,355,895

CLEAN HARBORS INC COM COM 184496107 2 35 SH Sole 01 35

CLEARWIRE CORP NEW CL A CL A 18538Q105 2 189 SH Sole 01 189

CMS ENERGY CORP COM COM 125896100 4,228 315,505 SH Sole 01 315,505

CNOOC LTD SPONSORED ADR SPONSORED ADR 126132109 1,279 9,442 SH Sole 01 9,442

COCA COLA CO COM COM 191216100 8,636 160,825 SH Sole 01 160,825

COCA COLA FEMSA S A B DE C V SPON ADR 191241108 1,819 37,812 SH Sole 01 37,812

COGNIZANT TECHNOLOGY SOLUTIO CL CL A 192446102 11,744 303,765 SH Sole 01 303,765

COLGATE PALMOLIVE CO COM COM 194162103 17,338 227,296 SH Sole 01 227,296

COMCAST CORP NEW CL A CL A 20030N101 4,951 293,280 SH Sole 01 293,280

COMERICA INC COM COM 200340107 205 6,894 SH Sole 01 6,894

COMPANHIA SIDERURGICA NACION ADR 20440W105 1,764 57,659 SH Sole 01 57,659

COMPANIA CERVECERIAS UNIDAS SPONSORED ADR 204429104 1,201 35,053 SH Sole 01 35,053

CONCUR TECHNOLOGIES INC COM COM 206708109 1 28 SH Sole 01 28

CONSECO INC DBCV 3.500% 9/3 PFD 208464BH9 2 2,000 SH Sole 01 2,000

CONTANGO OIL & GAS COMPANY COM COM 21075N204 1 17 SH Sole 01 17

CORE LABORATORIES N V COM COM N22717107 7,588 73,607 SH Sole 01 73,607

COVIDIEN PLC SHS COM G2554F105 4,951 114,454 SH Sole 01 114,454

CTRIP COM INTL LTD ADR SPONSORED ADR 22943F100 2,648 45,039 SH Sole 01 45,039

CUMMINS INC COM COM 231021106 1 21 SH Sole 01 21

CURRENCYSHARES CDN DLR TR CDN ETF 23129X105 5 50 SH Sole 01 50

CURRENCYSHARES EURO TR EURO ETF 23130C108 6 40 SH Sole 01 40

DELTA AIR LINES INC. COM 247361702 110 12,233 SH Sole 12,233

DELUXE CORP COM COM 248019101 339 19,821 SH Sole 01 19,821

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

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DIAMOND OFFSHORE DRILLING IN COM COM 25271C102 11,597 121,404 SH Sole 01 121,404

DIAMONDS TR UNIT SER 1 ETF 252787106 2,895 29,818 SH Sole 01 29,818

DOLLAR THRIFTY AUTOMOTIVE GP COM 256743105 304 12,381 SH Sole 01 12,381

DPL INC COM COM 233293109 478 18,316 SH Sole 01 18,316

DR REDDYS LABS LTD ADR ADR 256135203 2,319 118,944 SH Sole 01 118,944

DREAMWORKS ANIMATION SKG INC CL CL A 26153C103 1 25 SH Sole 01 25

DUKE ENERGY CORP NEW COM COM 26441C105 859 54,601 SH Sole 01 54,601

E M C CORP MASS COM COM 268648102 3,979 233,534 SH Sole 01 233,534

EATON VANCE CORP COM NON VTG COM 278265103 3,891 139,017 SH Sole 01 139,017

EATON VANCE TAX MNG GBL DV E COM 27829F108 21,122 1,722,815 SH Sole 01 1,722,815

EATON VANCE TX MGD DIV EQ IN COM COM 27828N102 11,635 909,013 SH Sole 01 909,013

EATON VANCE TXMGD GL BUYWR COM 27829C105 9,079 660,256 SH Sole 01 660,256

EHEALTH INC COM COM 28238P109 1 68 SH Sole 01 68

ELECTRONIC ARTS INC COM COM 285512109 1 53 SH Sole 01 53

EMERSON ELEC CO COM COM 291011104 6,229 155,409 SH Sole 01 155,409

ENTERGY CORP NEW COM COM 29364G103 3,127 39,152 SH Sole 01 39,152

ERICSSON L M TEL CO ADR B SEK 10 ADR 294821608 2,346 234,146 SH Sole 01 234,146

EVERGREEN GBL DIVID OPP FUND COM 30024H101 2,547 249,686 SH Sole 01 249,686

EXELON CORP COM COM 30161N101 3,617 72,900 SH Sole 01 72,900

EXPEDITORS INTL WASH INC COM COM 302130109 2 44 SH Sole 01 44

EXXON MOBIL CORP COM COM 30231G102 9,735 141,885 SH Sole 01 141,885

FACTSET RESH SYS INC COM COM 303075105 14,164 213,832 SH Sole 01 213,832

FAIRPOINT COMMUNICATIONS COM 305560104 0 15 SH Sole 15

FASTENAL CO COM COM 311900104 8,478 219,060 SH Sole 01 219,060

FIFTH STREET FINANCE CORP COM 31678A103 16,104 1,473,379 SH Sole 1,473,379

FIRSTENERGY CORP COM COM 337932107 1,626 35,570 SH Sole 01 35,570

FPL GROUP INC COM COM 302571104 402 7,275 SH Sole 01 7,275

FRANCE TELECOM SPONSORED ADR ADR 35177Q105 1,665 61,868 SH Sole 01 61,868

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

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FRESENIUS MED CARE AG&CO KGA SPONSORED ADR 358029106 1,129 22,695 SH Sole 01 22,695

GAMESTOP CORP NEW CL A CL A 36467W109 7,357 277,921 SH Sole 01 277,921

GENERAL DYNAMICS CORP COM COM 369550108 12,981 200,946 SH Sole 01 200,946

GENZYME CORP COM COM 372917104 2 33 SH Sole 01 33

GRAINGER W W INC COM COM 384802104 8,071 90,317 SH Sole 01 90,317

GROUPE CGI INC CL A SUB VTG CL A SUB VTG 39945C109 3,582 306,416 SH Sole 01 306,416

GRUPO TELEVISA SA DE CV SP ADR SPONSORED ADR 40049J206 1,288 69,272 SH Sole 01 69,272

GUESS INC COM COM 401617105 1 34 SH Sole 01 34

HALLIBURTON CO COM COM 406216101 6,738 248,449 SH Sole 01 248,449

HANSEN NAT CORP COM COM 411310105 4,889 133,070 SH Sole 01 133,070

HARSCO CORP COM COM 415864107 2 47 SH Sole 01 47

HDFC BANK LTD ADR REPS 3 SHS ADR 40415F101 3,664 30,953 SH Sole 01 30,953

HEWLETT PACKARD CO COM COM 428236103 10,089 213,713 SH Sole 01 213,713

HEXCEL CORP NEW COM COM 428291108 3,234 282,710 SH Sole 01 282,710

HOLOGIC INC. COM 436440101 157 9,632 SH Sole 9,632

HUDSON CITY BANCORP COM COM 443683107 4,687 356,422 SH Sole 01 356,422

HUMAN GENOME SCIENCES INC COM COM 444903108 2 80 SH Sole 01 80

IHS INC CL A CL A 451734107 14,866 290,745 SH Sole 01 290,745

ILLINOIS TOOL WKS INC COM COM 452308109 7,515 175,952 SH Sole 01 175,952

IMMUCOR INC COM COM 452526106 2,676 151,177 SH Sole 01 151,177

INGERSOLL-RAND PLC SHS ADDED COM G47791101 4,082 133,095 SH Sole 01 133,095

INTERCONTINENTALEXCHANGE INC COM 45865V100 1 12 SH Sole 01 12

INTERMUNE INC COM COM 45884X103 0 30 SH Sole 01 30

INTERNATIONAL BUSINESS MACHS COM 459200101 22,621 189,119 SH Sole 01 189,119

INTUIT COM COM 461202103 5,460 191,596 SH Sole 01 191,596

INTUITIVE SURGICAL INC COM NEW COM 46120E602 2 9 SH Sole 01 9

ISHARES INC MSCI PAC J IDX ETF 464286665 1,453 35,844 SH Sole 01 35,844

ISHARES S&P GSCI COMMODITY I UNIT ETF 46428R107 470 15,824 SH Sole 01 15,824

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

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ISHARES TR AGENCY BD FD ETF 464288166 1,384 12,721 SH Sole 01 12,721

ISHARES TR BARCLYS 10-20YR ETF 464288653 23 207 SH Sole 01 207

ISHARES TR BARCLYS 1-3YR CR ETF 464288646 1,069 10,242 SH Sole 01 10,242

ISHARES TR BARCLYS 3-7 YR ETF 464288661 1,388 12,342 SH Sole 01 12,342

ISHARES TR BARCLYS CR BD ETF 464288620 7,607 74,146 SH Sole 01 74,146

ISHARES TR BARCLYS INTER CR ETF 464288638 2 20 SH Sole 01 20

ISHARES TR BARCLYS MBS BD ETF 464288588 14,298 133,891 SH Sole 01 133,891

ISHARES TR BARCLYS SH TREA ETF 464288679 650 5,903 SH Sole 01 5,903

ISHARES TR DJ MED DEVICES ETF 464288810 6 129 SH Sole 01 129

ISHARES TR INDEX BARCLY USAGG B ETF 464287226 19,332 184,254 SH Sole 01 184,254

ISHARES TR INDEX BARCLYS 1-3 YR ETF 464287457 6,205 73,861 SH Sole 01 73,861

ISHARES TR INDEX BARCLYS 20+ YR ETF 464287432 2,885 29,240 SH Sole 01 29,240

ISHARES TR INDEX BARCLYS 7-10 YR ETF 464287440 10,802 116,942 SH Sole 01 116,942

ISHARES TR INDEX BARCLYS TIPS BD ETF 464287176 8,563 83,235 SH Sole 01 83,235

ISHARES TR INDEX DJ US TECH SEC ETF 464287721 2,787 53,647 SH Sole 01 53,647

ISHARES TR INDEX DJ US TELECOMM ETF 464287713 295 15,656 SH Sole 01 15,656

ISHARES TR INDEX IBOXX INV CPBD ETF 464287242 129,065 1,209,834 SH Sole 01 1,209,834

ISHARES TR INDEX MSCI EAFE IDX ETF 464287465 41,195 753,384 SH Sole 01 753,384

ISHARES TR INDEX MSCI EMERG MKT ETF 464287234 43,927 1,128,941 SH Sole 01 1,128,941

ISHARES TR INDEX RUSSELL 1000 ETF 464287622 8,664 149,121 SH Sole 01 149,121

ISHARES TR INDEX RUSSELL 2000 ETF 464287655 3,463 57,489 SH Sole 01 57,489

ISHARES TR INDEX RUSSELL MCP GR ETF 464287481 22,730 534,448 SH Sole 01 534,448

ISHARES TR INDEX RUSSELL1000GRW ETF 464287614 32,414 699,942 SH Sole 01 699,942

ISHARES TR INDEX RUSSELL1000VAL ETF 464287598 416 7,495 SH Sole 01 7,495

ISHARES TR INDEX S&P 500 INDEX ETF 464287200 92,090 868,689 SH Sole 01 868,689

ISHARES TR INDEX S&P GBL ENER ETF 464287341 17,115 501,898 SH Sole 01 501,898

ISHARES TR INDEX S&P LTN AM 40 ETF 464287390 35 827 SH Sole 01 827

ISHARES TR INDEX S&P500 GRW ETF 464287309 102,479 1,898,107 SH Sole 01 1,898,107

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 635 11,905 SH Sole 01 11,905

ISHARES TR MSCI VAL IDX ETF 464288877 638 12,454 SH Sole 01 12,454

ISHARES TR S&P GL UTILITI ETF 464288711 20,203 427,750 SH Sole 01 427,750

ISHARES TR S&P NTL AMTFREE ETF 464288414 2,869 27,113 SH Sole 01 27,113

ISHARES TR US PFD STK IDX ETF 464288687 1,294 35,673 SH Sole 01 35,673

ISIS PHARMACEUTICALS INC COM COM 464330109 1 39 SH Sole 01 39

JACK IN THE BOX INC COM COM 466367109 1 73 SH Sole 01 73

JAKKS PAC INC COM COM 47012E106 308 21,474 SH Sole 01 21,474

JARDEN CORP COM COM 471109108 427 15,222 SH Sole 01 15,222

JOHNSON & JOHNSON COM COM 478160104 8,625 141,643 SH Sole 01 141,643

JPMORGAN CHASE & CO COM COM 46625H100 8,644 197,268 SH Sole 01 197,268

K12 INC COM COM 48273U102 1 78 SH Sole 01 78

KANSAS CITY SOUTHERN COM NEW COM 485170302 1 51 SH Sole 01 51

KEYCORP NEW COM COM 493267108 130 19,962 SH Sole 01 19,962

KRAFT FOODS INC CL A CL A 50075N104 4,574 174,098 SH Sole 01 174,098

K-SWISS INC CL A CL A 482686102 95 10,855 SH Sole 01 10,855

LIFE TECHNOLOGIES CORP COM COM 53217V109 3 74 SH Sole 01 74

LKQ CORP COM COM 501889208 9,020 486,540 SH Sole 01 486,540

LOCKHEED MARTIN CORP COM COM 539830109 2,878 36,864 SH Sole 01 36,864

LORILLARD INC COM COM 544147101 3 45 SH Sole 01 45

LOWES COS INC COM COM 548661107 13,369 638,426 SH Sole 01 638,426

MAKITA CORP ADR NEW ADR 560877300 933 29,564 SH Sole 01 29,564

MARINEMAX INC COM COM 567908108 526 67,397 SH Sole 01 67,397

MARSHALL & ILSLEY CORP NEW COM COM 571837103 264 32,750 SH Sole 01 32,750

MASIMO CORP COM COM 574795100 1 35 SH Sole 01 35

MASTERCARD INC CL A CL A 57636Q104 10,142 50,170 SH Sole 01 50,170

MBIA INC COM COM 55262C100 192 24,724 SH Sole 01 24,724

MCDONALDS CORP COM COM 580135101 11,661 204,320 SH Sole 01 204,320

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MEDIVATION INC COM COM 58501N101 0 16 SH Sole 01 16

MERCADOLIBRE INC COM COM 58733R102 2 61 SH Sole 01 61

MICROSOFT CORP COM COM 594918104 5,959 231,701 SH Sole 01 231,701

MIDCAP SPDR TR UNIT SER 1 ETF 595635103 106 844 SH Sole 01 844

MITSUBISHI UFJ FINL GROUP IN SP SPONSORED ADR 606822104 5,186 971,120 SH Sole 01 971,120

MSCI INC CL A CL A 55354G100 1 39 SH Sole 01 39

MYLAN INC COM COM 628530107 3 168 SH Sole 01 168

NATIONAL BK GREECE S A SPON ADR 633643408 985 136,651 SH Sole 01 136,651

NATIONAL GRID PLC SPON ADR NEW SPONSORED ADR 636274300 5,375 110,255 SH Sole 01 110,255

NATIONAL OILWELL VARCO INC COM COM 637071101 2 45 SH Sole 01 45

NET SERVICOS DE COMUNICACAO ADR 64109T201 1,879 163,069 SH Sole 01 163,069

NEW YORK CMNTY BANCORP INC COM COM 649445103 2 193 SH Sole 01 193

NEWTEK BUSINESS SERVICES INC. COM 652526104 89 146,141 SH Sole 146,141

NIKE INC CL B CL B 654106103 10,887 168,268 SH Sole 01 168,268

NORTHEAST UTILS COM COM 664397106 3 138 SH Sole 01 138

NORTHERN TR CORP COM COM 665859104 4,285 73,671 SH Sole 01 73,671

NOVARTIS A G SPONSORED ADR SPONSORED ADR 66987V109 3,350 66,495 SH Sole 01 66,495

NOVO-NORDISK A S ADR ADR 670100205 1,821 28,927 SH Sole 01 28,927

NRG ENERGY INC COM NEW COM 629377508 1,508 53,499 SH Sole 01 53,499

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 1,453 91,644 SH Sole 01 91,644

NUANCE COMMUNICATIONS INC COM COM 67020Y100 1 61 SH Sole 01 61

NUVEEN EQTY PRM OPPORTUNITYF COM 6706EM102 6,313 505,860 SH Sole 01 505,860

O REILLY AUTOMOTIVE INC COM COM 686091109 10,435 288,727 SH Sole 01 288,727

OCEANEERING INTL INC COM COM 675232102 7,251 127,773 SH Sole 01 127,773

OLD REP INTL CORP COM COM 680223104 189 15,502 SH Sole 01 15,502

ORACLE CORP COM COM 68389X105 10,420 500,006 SH Sole 01 500,006

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P T TELEKOMUNIKASI INDONESIA ADR 715684106 1,777 49,788 SH Sole 01 49,788

PACCAR INC COM COM 693718108 5,076 134,605 SH Sole 01 134,605

PALL CORP COM COM 696429307 5,796 179,539 SH Sole 01 179,539

PEOPLES UNITED FINANCIAL INC COM COM 712704105 1 50 SH Sole 01 50

PEPSICO INC COM COM 713448108 4,748 80,948 SH Sole 01 80,948

PETROLEO BRASILEIRO SA PETRO SPONSORED ADR 71654V408 2 36 SH Sole 01 36

PFIZER INC COM COM 717081103 3,634 219,576 SH Sole 01 219,576

PG&E CORP COM COM 69331C108 3,958 97,745 SH Sole 01 97,745

PHILIP MORRIS INTL INC COM COM 718172109 10,699 219,515 SH Sole 01 219,515

PHILIPPINE LONG DISTANCE TEL ADR 718252604 1,188 23,113 SH Sole 01 23,113

PNC FINL SVCS GROUP INC COM COM 693475105 99 2,036 SH Sole 01 2,036

POWERSHARES DB G10 CURCY HAR ETF 73935Y102 12 539 SH Sole 01 539

POWERSHARES GLOBAL ETF TRUST ETF 73936T474 2,693 110,828 SH Sole 01 110,828

POWERSHARES QQQ TRUST UNIT SER ETF 73935A104 53,718 1,271,437 SH Sole 01 1,271,437

PPL CORP COM COM 69351T106 3,178 104,756 SH Sole 01 104,756

PRAXAIR INC COM COM 74005P104 9,444 115,607 SH Sole 01 115,607

PROCTER & GAMBLE CO COM COM 742718109 18,389 317,489 SH Sole 01 317,489

PUBLIC SVC ENTERPRISE GROUP COM COM 744573106 773 24,600 SH Sole 01 24,600

QUANTA SVCS INC COM COM 74762E102 2 78 SH Sole 01 78

QUEST DIAGNOSTICS INC COM COM 74834L100 3,312 63,453 SH Sole 01 63,453

RALCORP HLDGS INC NEW COM COM 751028101 2,380 40,710 SH Sole 01 40,710

RESEARCH IN MOTION LTD COM COM 760975102 1,892 27,979 SH Sole 01 27,979

RESMED INC COM COM 761152107 4,334 95,878 SH Sole 01 95,878

RESOURCES CONNECTION INC COM COM 76122Q105 1 76 SH Sole 01 76

ROCKWELL AUTOMATION INC COM COM 773903109 2 45 SH Sole 01 45

ROPER INDS INC NEW COM COM 776696106 7,450 146,139 SH Sole 01 146,139

ROYAL CARIBBEAN CRUISES LTD COM COM V7780T103 216 8,969 SH Sole 01 8,969

SALESFORCE COM INC COM COM 79466L302 2 43 SH Sole 01 43

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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SARA LEE CORP COM COM 803111103 2,983 267,729 SH Sole 01 267,729

SELECT SECTOR SPDR TR SBI CONS ETF 81369Y407 928 33,780 SH Sole 01 33,780

SELECT SECTOR SPDR TR SBI CONS ETF 81369Y308 1,319 51,791 SH Sole 01 51,791

SELECT SECTOR SPDR TR SBI ETF 81369Y209 1,945 67,857 SH Sole 01 67,857

SELECT SECTOR SPDR TR SBI INT ETF 81369Y506 18,420 341,615 SH Sole 01 341,615

SELECT SECTOR SPDR TR SBI INT-FINL ETF 81369Y605 1,471 98,476 SH Sole 01 98,476

SELECT SECTOR SPDR TR SBI INT ETF 81369Y704 23,147 878,792 SH Sole 01 878,792

SELECT SECTOR SPDR TR SBI INT-TE ETF 81369Y803 20,575 985,879 SH Sole 01 985,879

SELECT SECTOR SPDR TR SBI INT-UTI ETF 81369Y886 347 11,818 SH Sole 01 11,818

SELECT SECTOR SPDR TR SBI MATER ETF 81369Y100 287 9,266 SH Sole 01 9,266

SHAW GROUP INC COM COM 820280105 1 31 SH Sole 01 31

SIGNATURE BK NEW YORK N Y COM COM 82669G104 2 57 SH Sole 01 57

SINGAPORE FD INC COM COM 82929L109 0 23 SH Sole 01 23

SMITH INTL INC COM COM 832110100 2 58 SH Sole 01 58

SMITHFIELD FOODS INC COM COM 832248108 315 22,844 SH Sole 01 22,844

SNAP ON INC COM COM 833034101 1 40 SH Sole 01 40

SOUTHERN CO COM COM 842587107 859 27,108 SH Sole 01 27,108

SPDR GOLD TRUST GOLD SHS ETF 78463V107 5,811 58,786 SH Sole 01 58,786

SPDR INDEX SHS FDS ASIA PACIF ETF ETF 78463X301 515 7,404 SH Sole 01 7,404

SPDR INDEX SHS FDS DJ INTL RL ETF ETF 78463X863 1,478 41,821 SH Sole 01 41,821

SPDR INDEX SHS FDS EMERG MKTS ETF 78463X509 1,146 19,294 SH Sole 01 19,294

SPDR INDEX SHS FDS S&P INTL SMLCP ETF 78463X871 1,835 71,667 SH Sole 01 71,667

SPDR INDEX SHS FDS S&P WRLD EX ETF 78463X889 2,804 118,198 SH Sole 01 118,198

SPDR SERIES TRUST BARCL CAP TIPS ETF 78464A656 454 8,943 SH Sole 01 8,943

SPDR SERIES TRUST BRCLYS AGG ETF ETF 78464A649 2,744 48,829 SH Sole 01 48,829

SPDR SERIES TRUST BRCLYS INTL ETF ETF 78464A516 424 7,257 SH Sole 01 7,257

SPDR SERIES TRUST BRCLYS MUNI ETF 78464A458 4,836 208,051 SH Sole 01 208,051

SPDR SERIES TRUST BRCLYS SHRT ETF 78464A425 960 39,907 SH Sole 01 39,907

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

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SPDR SERIES TRUST BRCLYS YLD ETF ETF 78464A417 3,268 84,899 SH Sole 01 84,899

SPDR SERIES TRUST DB INT GVT ETF ETF 78464A490 266 4,729 SH Sole 01 4,729

SPDR SERIES TRUST DJ REIT ETF ETF 78464A607 2,826 62,054 SH Sole 01 62,054

SPDR SERIES TRUST DJ SML CAP ETF ETF 78464A813 503 9,993 SH Sole 01 9,993

SPDR SERIES TRUST DJ SML GRWTH ETF 78464A201 35 435 SH Sole 01 435

SPDR SERIES TRUST DJ SML VALUE ETF 78464A300 22 396 SH Sole 01 396

SPDR SERIES TRUST S&P RETAIL ETF ETF 78464A714 9,658 282,990 SH Sole 01 282,990

SPDR TR UNIT SER 1 ETF 78462F103 50,671 479,885 SH Sole 01 479,885

SPIRIT AEROSYSTEMS HLDGS INC COM CL A 848574109 1 74 SH Sole 01 74

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

STERICYCLE INC COM COM 858912108 4,900 101,146 SH Sole 01 101,146

STEWART INFORMATION SVCS COR COM 860372101 146 11,832 SH Sole 01 11,832

STRAYER ED INC COM COM 863236105 3 12 SH Sole 01 12

STRYKER CORP COM COM 863667101 13,155 289,562 SH Sole 01 289,562

SYBASE INC COM COM 871130100 10,191 261,974 SH Sole 01 261,974

SYMANTEC CORP COM COM 871503108 4,195 254,687 SH Sole 01 254,687

SYNGENTA AG SPONSORED ADR ADR 87160A100 1,715 37,313 SH Sole 01 37,313

TAIWAN SEMICONDUCTOR MFG LTD SPONSORED ADR 874039100 1,741 158,883 SH Sole 01 158,883

TARGET CORP COM COM 87612E106 14,815 317,371 SH Sole 01 317,371

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

THERMO FISHER SCIENTIFIC INC COM COM 883556102 2,132 48,822 SH Sole 01 48,822

THORATEC CORP COM NEW COM 885175307 2 50 SH Sole 01 50

TOTAL S A SPONSORED ADR SPONSORED ADR 89151E109 4,625 78,039 SH Sole 01 78,039

TOWER GROUP INC COM COM 891777104 1 50 SH Sole 01 50

TOYOTA MOTOR CORP SP ADR RE SPONSORED ADR 892331307 2,292 29,166 SH Sole 01 29,166

TRACTOR SUPPLY CO COM COM 892356106 2,306 47,618 SH Sole 01 47,618

TRANSOCEAN LTD REG SHS COM H8817H100 3,609 42,190 SH Sole 01 42,190

TUPPERWARE BRANDS CORP COM COM 899896104 4,669 116,954 SH Sole 01 116,954

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

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TYCO ELECTRONICS LTD SWITZER SHS COM H8912P106 7,679 344,641 SH Sole 01 344,641

UAL CORP. COM 902549807 22 2,409 SH Sole 2,409

UBS AG SHS NEW COM H89231338 1,474 80,485 SH Sole 01 80,485

ULTRA PETROLEUM CORP COM COM 903914109 1 19 SH Sole 01 19

UNISOURCE ENERGY CORP COM COM 909205106 682 22,171 SH Sole 01 22,171

UNITED TECHNOLOGIES CORP COM COM 913017109 15,171 248,997 SH Sole 01 248,997

UNIVERSAL CORP VA COM COM 913456109 281 6,726 SH Sole 01 6,726

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

VALE S A ADR ADR 91912E105 1,988 85,945 SH Sole 01 85,945

VANGUARD INDEX FDS GROWTH ETF ETF 922908736 10,123 205,415 SH Sole 01 205,415

VANGUARD INDEX FDS LARGE CAP ETF ETF 922908637 36 750 SH Sole 01 750

VANGUARD INDEX FDS REIT ETF ETF 922908553 16 378 SH Sole 01 378

VANGUARD INDEX FDS SM CP VAL ETF ETF 922908611 2,590 48,520 SH Sole 01 48,520

VANGUARD INDEX FDS SML CP GRW ETF 922908595 3,738 65,069 SH Sole 01 65,069

VANGUARD INDEX FDS VALUE ETF ETF 922908744 14,931 324,015 SH Sole 01 324,015

VANGUARD INTL EQUITY INDEX F EMR ETF 922042858 4,661 120,971 SH Sole 01 120,971

VANGUARD INTL EQUITY INDEX F EUR ETF 922042874 8,467 170,735 SH Sole 01 170,735

VANGUARD INTL EQUITY INDEX F PACI ETF 922042866 5,489 105,042 SH Sole 01 105,042

VANGUARD TAX-MANAGED FD EUROPE ETF 921943858 3,930 114,591 SH Sole 01 114,591

VANGUARD WORLD FDS ENERGY ETF ETF 92204A306 17,558 220,001 SH Sole 01 220,001

VERIZON COMMUNICATIONS INC. COM 92343V104 25 832 SH Sole 832

VERTEX PHARMACEUTICALS INC COM COM 92532F100 1 34 SH Sole 01 34

VMWARE INC CL A COM COM 928563402 3 64 SH Sole 01 64

VODAFONE GROUP PLC NEW SPONS ADR 92857W209 5,834 259,293 SH Sole 01 259,293

VULCAN MATLS CO COM COM 929160109 5,356 99,050 SH Sole 01 99,050

WABTEC CORP COM COM 929740108 1 24 SH Sole 01 24

WAL MART STORES INC COM COM 931142103 7,249 147,667 SH Sole 01 147,667

WALGREEN CO COM COM 931422109 15,738 420,008 SH Sole 01 420,008

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

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WALTER ENERGY INC COM COM 93317Q105 2 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 4,371 99,652 SH Sole 01 99,652

WASHINGTON FED INC COM COM 938824109 2 132 SH Sole 01 132

WATERS CORP COM COM 941848103 11,038 197,609 SH Sole 01 197,609

WESTERN UN CO COM COM 959802109 3,368 178,038 SH Sole 01 178,038

WILLIAMS COS INC DEL COM COM 969457100 2,371 132,693 SH Sole 01 132,693

WYNN RESORTS LTD COM COM 983134107 1 20 SH Sole 01 20

XENOPORT INC COM COM 98411C100 0 15 SH Sole 01 15

XL CAP LTD CL A CL A G98255105 555 31,793 SH Sole 01 31,793

YAHOO INC COM COM 984332106 6,146 345,104 SH Sole 01 345,104

YUM BRANDS INC COM COM 988498101 4,943 146,422 SH Sole 01 146,422