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GENWORTH FINANCIAL INC

Form 13F-HR

November 06, 2009

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 [] ; Amendment Number:

This Amendment (Check only one.): [] is a restatement.
[] adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: Genworth Financial, Inc.
Address: 6620 West Broad Street
Richmond, Virginia 23230

Form 13F File Number: 28-11523

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: Patricia Merrill
Title: Senior Counsel
Phone: (804) 662-2711

Signature, Place, and Date of Signing:

/s/ Patricia Merrill

[Signature]

Richmond, VA

[City, State]

November 6, 2009

[Date]

Report Type (Check only one.):

[X] 13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.)

[] 13F NOTICE. (Check here if no holdings reported are in this report, and all holdings are reported by other reporting manager(s).)

[] 13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

List of Other Managers Reporting for this Manager: NONE

FORM 13F SUMMARY PAGE

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Report Summary:

Number of Other Included Managers: 1

Form 13F Information Table Entry Total: 292 lines

Form 13F Information Table Value 1,434,233
Total:
(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 Asset Management, Inc.

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COLUMN 7	VOT	
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR SH/ PRN AMT	PUT/ CALL	INVESTMENT DISCRETION	OTHER MANAGERS	SOLE
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	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 SPO	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

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

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5		COLUMN 6	COLUMN 7	VOT
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ CALL	INVESTMENT DISCRETION	OTHER MANAGERS	----- SOLE
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	SPONSORED ADR	059460303	1,838	92,422	SH	Sole	01	92,422
BANK OF AMERICA CORP	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	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	09256A109	2,612	178,061	SH	Sole	01	178,061
BLACKROCK INTL GRWTH & INC T	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 SPO	SPONSORED ADR	110448107	1,822	28,814	SH	Sole	01	28,814
BURLINGTON NORTHN SANTA FE	COM	12189T104	5,220	65,391	SH	Sole	01	65,391
C H ROBINSON WORLDWIDE INC	COM	12541W209	2	27	SH	Sole	01	27
CAPELLA EDUCATION COMPANY	COM	139594105	1	20	SH	Sole	01	20
CAVIUM NETWORKS INC COM	COM	14965A101	1	66	SH	Sole	01	66
CELANESE CORP DEL								

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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	SPONSORED ADR	16939P106	1,924	29,276 SH	Sole	01	29,276
CHINA MOBILE							
LIMITED SPONS	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	
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ PRN CALL	INVESTMENT DISCRETION	OTHER MANAGERS
CHIPOTLE MEXICAN							
GRILL INC CL	CL B	169656204	1	13 SH		Sole	01
CHUBB CORP COM	COM	171232101	2,970	58,907 SH		Sole	01
CIMAREX ENERGY							
CO COM	COM	171798101	1	26 SH		Sole	01
CISCO SYS INC COM	COM	17275R102	6,424	272,912 SH		Sole	01
CITIZENS BANKING							
CORP	COM	174420109	1,071	1,355,895 SH		Sole	
CLEAN HARBORS INC							
COM	COM	184496107	2	35 SH		Sole	01
CLEARWIRE CORP							
NEW CL A	CL A	18538Q105	2	189 SH		Sole	01
CMS ENERGY CORP							
COM	COM	125896100	4,228	315,505 SH		Sole	01
CNOOC LTD							
SPONSORED ADR	SPONSORED ADR	126132109	1,279	9,442 SH		Sole	01
COCA COLA CO COM	COM	191216100	8,636	160,825 SH		Sole	01
COCA COLA FEMSA S							
A B DE C V	ADR	191241108	1,819	37,812 SH		Sole	01
COGNIZANT							
TECHNOLOGY							
SOLU	CL A	192446102	11,744	303,765 SH		Sole	01
COLGATE							
PALMOLIVE CO							
COM	COM	194162103	17,338	227,296 SH		Sole	01
COMCAST CORP NEW							
CL A	CL A	20030N101	4,951	293,280 SH		Sole	01
COMERICA INC COM	COM	200340107	205	6,894 SH		Sole	01
COMPANHIA							
SIDERURGICA NAC	ADR	20440W105	1,764	57,659 SH		Sole	01
COMPANIA							
CERVECERIAS							
UNIDA	SPONSORED ADR	204429104	1,201	35,053 SH		Sole	01
CONCUR							
TECHNOLOGIES							
INC	COM	206708109	1	28 SH		Sole	01
CONSECO INC DBCV							
3.500% 9/3	PFD	208464BH9	2	2,000 SH		Sole	01
CONTANGO OIL &							

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GAS COMPANY	COM	21075N204	1	17 SH	Sole	01	
CORE LABORATORIES							
N V COM	COM	N22717107	7,588	73,607 SH	Sole	01	7
COVIDIEN PLC SHS	COM	G2554F105	4,951	114,454 SH	Sole	01	11
CTRIIP COM INTL LTD							
ADR	SPONSORED ADR	22943F100	2,648	45,039 SH	Sole	01	4
CUMMINS INC COM	COM	231021106	1	21 SH	Sole	01	
CURRENCYSHARES							
CDN DLR TR	ETF	23129X105	5	50 SH	Sole	01	
CURRENCYSHARES							
EURO TR	ETF	23130C108	6	40 SH	Sole	01	
DELTA AIR LINES INC	COM	247361702	110	12,233 SH	Sole		1
DELUXE CORP COM	COM	248019101	339	19,821 SH	Sole	01	1

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5			COLUMN 6	COLUMN 7	VOT
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ PRN CALL	INVESTMENT DISCRETION	OTHER MANAGERS	----- SOLE	
DIAMOND									
OFFSHORE									
DRILLING	COM	25271C102	11,597	121,404	SH	Sole	01	121,4	
DOLLAR THRIFTY									
AUTOMOTIVE	COM	256743105	304	12,381	SH	Sole	01	12,3	
DPL INC COM	COM	233293109	478	18,316	SH	Sole	01	18,3	
DR REDDYS LABS									
LTD ADR	ADR	256135203	2,319	118,944	SH	Sole	01	118,9	
DREAMWORKS									
ANIMATION SKG	CL A	26153C103	1	25	SH	Sole	01		
DUKE ENERGY									
CORP NEW COM	COM	26441C105	859	54,601	SH	Sole	01	54,6	
E M C CORP MASS									
COM	COM	268648102	3,979	233,534	SH	Sole	01	233,5	
EATON VANCE									
CORP COM NON	COM	278265103	3,891	139,017	SH	Sole	01	139,0	
EATON VANCE									
TAX MNG GBL									
DV	COM	27829F108	21,122	1,722,815	SH	Sole	01	1,722,8	
EATON VANCE TX									
MGD DIV EQ IN	COM	27828N102	11,635	909,013	SH	Sole	01	909,0	
EATON VANCE									
TXMGD GL BUY	COM	27829C105	9,079	660,256	SH	Sole	01	660,2	
EHEALTH INC COM	COM	28238P109	1	68	SH	Sole	01		
ELECTRONIC ARTS									
INC COM	COM	285512109	1	53	SH	Sole	01		
EMERSON ELEC CO									
COM	COM	291011104	6,229	155,409	SH	Sole	01	155,4	
ENTERGY CORP									
NEW COM	COM	29364G103	3,127	39,152	SH	Sole	01	39,1	
ERICSSON L M TEL									
CO ADR B	ADR	294821608	2,346	234,146	SH	Sole	01	234,1	
EVERGREEN GBL									
DIVID OPP FUN	COM	30024H101	2,547	249,686	SH	Sole	01	249,6	
EXELON CORP									
COM	COM	30161N101	3,617	72,900	SH	Sole	01	72,9	
EXPEDITORS INTL									

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WASH INC	COM	302130109	2	44	SH	Sole	01	
EXXON MOBIL								
CORP COM	COM	30231G102	9,735	141,885	SH	Sole	01	141,8
FACTSET RESH SYS								
INC COM	COM	303075105	14,164	213,832	SH	Sole	01	213,8
FAIRPOINT								
COMMUNICATIONS	COM	305560104	0	15	SH	Sole		
FASTENAL CO COM	COM	311900104	8,478	219,060	SH	Sole	01	219,0
FIFTH STREET								
FINANCE CORP	COM	31678A103	16,104	1,473,379	SH	Sole		1,473,3
FIRSTENERGY								
CORP COM	COM	337932107	1,626	35,570	SH	Sole	01	35,5
FPL GROUP INC								
COM	COM	302571104	402	7,275	SH	Sole	01	7,2
FRANCE TELECOM								
SPONSORED	ADR	35177Q105	1,665	61,868	SH	Sole	01	61,8
FRESENIUS MED								
CARE AG&CO	SPONSORED ADR	358029106	1,129	22,695	SH	Sole	01	22,6

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COLUMN 7
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR SH/ PUT/ PRN AMT	INVESTMENT DISCRETION	OTHER MANAGER
-----	-----	-----	-----	-----	-----	-----
GAMESTOP CORP NEW CL A	CL A	36467W109	7,357	277,921 SH	Sole	01
GENERAL DYNAMICS CORP						
COM	COM	369550108	12,981	200,946 SH	Sole	01
GENZYME CORP COM	COM	372917104	2	33 SH	Sole	01
GRAINGER W W INC COM	COM	384802104	8,071	90,317 SH	Sole	01
GROUPE CGI INC CL A SUB VTG	CL A SUB VTG	39945C109	3,582	306,416 SH	Sole	01
GRUPO TELEVISA SA DE CV SP	SPONSORED ADR	40049J206	1,288	69,272 SH	Sole	01
GUESS INC COM	COM	401617105	1	34 SH	Sole	01
HALLIBURTON CO COM	COM	406216101	6,738	248,449 SH	Sole	01
HANSEN NAT CORP COM	COM	411310105	4,889	133,070 SH	Sole	01
HARSCO CORP COM	COM	415864107	2	47 SH	Sole	01
HDFC BANK LTD ADR REPS 3						
SHS	ADR	40415F101	3,664	30,953 SH	Sole	01
HEWLETT PACKARD CO COM	COM	428236103	10,089	213,713 SH	Sole	01
HEXCEL CORP NEW COM	COM	428291108	3,234	282,710 SH	Sole	01
HOLOGIC INC.	COM	436440101	157	9,632 SH	Sole	
HUDSON CITY BANCORP COM	COM	443683107	4,687	356,422 SH	Sole	01
HUMAN GENOME SCIENCES INC	COM	444903108	2	80 SH	Sole	01
IHS INC CL A	CL A	451734107	14,866	290,745 SH	Sole	01
ILLINOIS TOOL WKS INC COM	COM	452308109	7,515	175,952 SH	Sole	01
IMMUCOR INC COM	COM	452526106	2,676	151,177 SH	Sole	01
INGERSOLL-RAND PLC SHS	COM	G47791101	4,082	133,095 SH	Sole	01
INTERCONTINENTALEXCHANGE	COM	45865V100	1	12 SH	Sole	01
INTERMUNE INC COM	COM	45884X103	0	30 SH	Sole	01
INTERNATIONAL BUSINESS						
MAC	COM	459200101	22,621	189,119 SH	Sole	01
INTUIT COM	COM	461202103	5,460	191,596 SH	Sole	01
INTUITIVE SURGICAL INC COM						
N	COM	46120E602	2	9 SH	Sole	01
ISHARES TR BARCLYS 10-20YR	ETF	464288653	10	86 SH	Sole	01
ISHARES TR BARCLYS 1-3YR CR	ETF	464288646	209	2,001 SH	Sole	01
ISHARES TR BARCLYS CR BD	ETF	464288620	2	20 SH	Sole	01

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COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5			COLUMN 6	COLUMN 7	C
	TITLE		VALUE	SHRS OR	SH/	PUT/	INVESTMENT	OTHER	VOTING
NAME OF ISSUER	OF CLASS	CUSIP	(x\$1000)	PRN AMT	PRN	CALL	DISCRETION	MANAGERS	----- SOLE
ISHARES TR BARCLYS INTER CR	ETF	464288638	2	20	SH		Sole	01	20
ISHARES TR BARCLYS MBS BD	ETF	464288588	6,980	65,361	SH		Sole	01	65,361
ISHARES TR BARCLYS SH TREA	ETF	464288679	204	1,849	SH		Sole	01	1,849
ISHARES TR INDEX BARCLYS 1-3	ETF	464287457	404	4,811	SH		Sole	01	4,811
ISHARES TR INDEX BARCLYS 7-10	ETF	464287440	4,290	46,443	SH		Sole	01	46,443
ISHARES TR INDEX BARCLYS TIP	ETF	464287176	5,023	48,824	SH		Sole	01	48,824
ISHARES TR INDEX IBOXX INV C	ETF	464287242	126,864	1,189,197	SH		Sole	01	1,189,197
ISHARES TR INDEX MSCI EAFE	ETF	464287465	19,900	363,927	SH		Sole	01	363,927
ISHARES TR INDEX MSCI EMERG	ETF	464287234	43,927	1,128,941	SH		Sole	01	1,128,941
ISHARES TR INDEX RUSSELL1000	ETF	464287622	8,664	149,121	SH		Sole	01	149,121
ISHARES TR INDEX RUSSELL	ETF	464287481	22,730	534,448	SH		Sole	01	534,448
ISHARES TR INDEX RUSSELL1000	ETF	464287598	416	7,495	SH		Sole	01	7,495
ISHARES TR INDEX S&P 500 INDE	ETF	464287200	92,016	867,998	SH		Sole	01	867,998
ISHARES TR INDEX S&P GBL ENE	ETF	464287341	17,115	501,898	SH		Sole	01	501,898
ISHARES TR INDEX S&P500 GRW	ETF	464287309	102,479	1,898,107	SH		Sole	01	1,898,107
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 US PFD STK IDX	ETF	464288687	1,294	35,673	SH		Sole	01	35,673
ISIS PHARMACEUTICALS INC	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

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KANSAS CITY									
SOUTHERN COM	COM	485170302	1	51 SH	Sole	01	51		
KEYCORP NEW COM	COM	493267108	130	19,962 SH	Sole	01	19,962		

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COLUMN 7	COLUMN 8
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR SH/ PRN AMT	PUT/ CALL	INVESTMENT DISCRETION	OTHER MANAGERS
KRAFT FOODS							
INC CL A	CL A	50075N104	4,574	174,098 SH		Sole	01
K-SWISS INC CL							
A	CL A	482686102	95	10,855 SH		Sole	01
LIFE							
TECHNOLOGIES							
CORP COM	COM	53217V109	3	74 SH		Sole	01
LKQ CORP COM	COM	501889208	9,020	486,540 SH		Sole	01
LOCKHEED							
MARTIN CORP							
COM	COM	539830109	2,878	36,864 SH		Sole	01
LORILLARD INC							
COM	COM	544147101	3	45 SH		Sole	01
LOWES COS INC							
COM	COM	548661107	13,369	638,426 SH		Sole	01
MAKITA CORP							
ADR NEW	ADR	560877300	933	29,564 SH		Sole	01
MARINEMAX							
INC COM	COM	567908108	526	67,397 SH		Sole	01
MARSHALL &							
ILSLEY CORP							
NEW	COM	571837103	264	32,750 SH		Sole	01
MASIMO CORP							
COM	COM	574795100	1	35 SH		Sole	01
MASTERCARD							
INC CL A	CL A	57636Q104	10,142	50,170 SH		Sole	01
MBIA INC COM	COM	55262C100	192	24,724 SH		Sole	01
MCDONALDS							
CORP COM	COM	580135101	11,661	204,320 SH		Sole	01
MEDIVATION							
INC COM	COM	58501N101	0	16 SH		Sole	01
MERCADOLIBRE							
INC COM	COM	58733R102	2	61 SH		Sole	01
MICROSOFT							
CORP COM	COM	594918104	5,959	231,701 SH		Sole	01
MITSUBISHI UFJ							
FINL GROUP							
IN S	SPONSORED ADR	606822104	5,186	971,120 SH		Sole	01
MSCI INC CL A	CL A	55354G100	1	39 SH		Sole	01
MYLAN INC							
COM	COM	628530107	3	168 SH		Sole	01
NATIONAL BK							
GREECE S A							
SPON	ADR	633643408	985	136,651 SH		Sole	01
NATIONAL GRID							
PLC SPON							
ADR	SPONSORED ADR	636274300	5,375	110,255 SH		Sole	01

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NATIONAL OILWELL									
VARCO INC	COM	637071101	2	45	SH	Sole	01	45	
NET SERVICOS DE									
COMUNICAC	ADR	64109T201	1,879	163,069	SH	Sole	01	163,069	
NEW YORK CMNTY									
BANCORP INC	COM	649445103	2	193	SH	Sole	01	193	
NEWTEK BUSINESS									
SERVICES IN	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	
COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COLUMN 7	COLUMN 8	COLUMN 9	COLUMN 10
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN	AMT SH/ PUT/ CALL	INVESTMENT DISCRETION	OTHER MANAGERS	SOLE	VOTING
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	67020Y100	1	61	SH	Sole	01	61	
NUVEEN EQTY									
PRM OPPORTUNI	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	
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	712704105	1	50	SH	Sole	01	50	
PEPSICO INC COM	COM	713448108	4,748	80,948	SH	Sole	01	80,948	

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PETROLEO									
BRASILEIRO SA									
PETO	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	
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	744573106	773	24,600	SH	Sole	01	24,600	

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5		COLUMN 6	COLUMN 7	COLUMN 8	
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN	SH/AMT	PUT/ CALL	INVESTMENT DISCRETION	OTHER MANAGERS	VOTING RIGHTS
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	76122Q105	1	76	SH		Sole	01	76
ROCKWELL AUTOMATION INC	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	V7780T103	216	8,969	SH		Sole	01	8,969
SALESFORCE COM INC	COM	79466L302	2	43	SH		Sole	01	43
SARA LEE CORP COM	COM	803111103	2,983	267,729	SH		Sole	01	267,729
SELECT SECTOR SPDR TR SBI IN	ETF	81369Y506	17,184	318,697	SH		Sole	01	318,697
SELECT SECTOR SPDR TR SBI IN	ETF	81369Y605	4	236	SH		Sole	01	236
SHAW GROUP INC COM	COM	820280105	1	31	SH		Sole	01	31
SIGNATURE BK NEW YORK N Y	COM	82669G104	2	57	SH		Sole	01	57
SINGAPORE FD INC	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

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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	7	66 SH	Sole	01	66
SPIRIT AEROSYSTEMS							
HLDGS IN	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	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

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COLUMN 7	C
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR SH/ PUT/ PRN AMT PRN CALL	INVESTMENT DISCRETION	OTHER MANAGERS	VOTI
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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	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	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	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	899896104	4,669	116,954 SH	Sole	01	116,954
TYCO ELECTRONICS							
LTD SWITZE	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							

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TECHNOLOGIES CORP	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 LARGE	ETF	922908637	36	750	SH	Sole	01	750
VANGUARD WORLD FDS ENERGY	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	92532F100	1	34	SH	Sole	01	34
VMWARE INC CL A COM	COM	928563402	3	64	SH	Sole	01	64
VODAFONE GROUP PLC NEW	ADR	92857W209	5,834	259,293	SH	Sole	01	259,293

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COLUMN 7	COLUMN 8	COLUMN 9
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR SH/ PRN AMT	PUT/ CALL	INVESTMENT DISCRETION	OTHER MANAGERS	VOTING A ----- SOLE
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
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