GENWORTH FINANCIAL INC
Form 13F-HR
February 10, 2010

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form 13F

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: December 31, 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] February 10, 2010 [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: 259 lines

Form 13F Information Table Value Total: 1,241,397
(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
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION
3M CO COM	COM	88579Y101	24,135	291,939	SH		Sole
ABB LTD SPONSORED ADR	SPONSORED ADR	000375204	2,581	135,129	SH		Sole
ACUITY BRANDS INC COM	COM	00508Y102	4,012	112,564	SH		Sole
ADAPTEC INC COM	COM	00651F108	450	134,351	SH		Sole
ADVANCE AUTO PARTS INC COM	COM	00751Y106	5	114	SH		Sole
AES CORP COM	COM	00130H105	9,548	717,332	SH		Sole
AFFILIATED MANAGERS GROUP COM	COM	008252108	4,791	71,142	SH		Sole
AGRIUM INC COM	COM	008916108	3,574	58,119	SH		Sole
AIRGAS INC COM	COM	009363102	4,832	101,516	SH		Sole
ALBEMARLE CORP COM	COM	012653101	3,063	84,226	SH		Sole
ALEXANDER & BALDWIN INC COM	COM	014482103	336	9,805	SH		Sole
ALLEGHENY ENERGY INC COM	COM	017361106	1,750	74,534	SH		Sole
ALTERA CORP COM	COM	021441100	2,929	129,418	SH		Sole
AMERICA MOVIL SAB DE CV SPON ADR	ADR	02364W105	1,318	28,049	SH		Sole
AMERICAN ELEC PWR INC COM	COM	025537101	4,605	132,359	SH		Sole
AMERICAN EXPRESS CO COM	COM	025816109	0	2	SH		Sole
ANADARKO PETE CORP COM	COM	032511107	8	122	SH		Sole
ANSYS INC COM	COM	03662Q105	12,117	278,804	SH		Sole
ARKANSAS BEST CORP DEL COM	COM	040790107	317	10,784	SH		Sole
ASSOCIATED BANC CORP COM	COM	045487105	235	21,352	SH		Sole
ASSURED GUARANTY LTD COM	COM	G0585R106	506	23,270	SH		Sole
AUTOLIV INC COM	COM	052800109	726	16,754	SH		Sole
AUTOMATIC DATA PROCESSING IN COM	COM	053015103	7,096	165,708	SH		Sole
AXA SPONSORED ADR	SPONSORED ADR	054536107	7,062	298,226	SH		Sole

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5			COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION
BAIDU INC SPON ADR REP A	ADR	056752108	3,128	7,607	SH		Sole
BANCO BRADESCO S A SP ADR PFD NE	SPONSORED ADR	059460303	1,899	86,811	SH		Sole
BANK OF AMERICA CORPORATION COM	COM	060505104	2,642	175,403	SH		Sole
BARD C R INC COM	COM	067383109	3,489	44,789	SH		Sole
BAXTER INTL INC COM	COM	071813109	12,482	212,711	SH		Sole
BECTON DICKINSON & CO COM	COM	075887109	5,863	74,351	SH		Sole
BHP BILLITON LTD SPONSORED ADR	ADR	088606108	2,707	35,352	SH		Sole
BJS WHOLESALE CLUB INC COM	COM	05548J106	2	73	SH		Sole
BLACKROCK ENH CAP & INC FD I COM	COM	09256A109	2,604	167,216	SH		Sole
BLACKROCK INTL GRWTH & INC T COM	COM	092524107	6,022	520,899	SH		Sole
BOEING CO COM	COM	097023105	4,820	89,044	SH		Sole
BOWNE & CO INC COM	COM	103043105	211	31,556	SH		Sole
BP PLC SPONSORED ADR	ADR	055622104	1,942	33,504	SH		Sole
BRISTOL MYERS SQUIBB CO COM	COM	110122108	5,232	207,219	SH		Sole
BRITISH AMERN TOB PLC SPONSORED	SPONSORED ADR	110448107	1,717	26,550	SH		Sole
BUCYRUS INTL INC NEW COM	COM	118759109	2,618	46,437	SH		Sole
BURLINGTON NORTHN SANTA FE C COM	COM	12189T104	1	9	SH		Sole
CARDINAL HEALTH INC COM	COM	14149Y108	352	10,911	SH		Sole
CELANESE CORP DEL COM SER A	COM	150870103	5	147	SH		Sole
CEPHALON INC COM	COM	156708109	3,714	59,500	SH		Sole
CERNER CORP COM	COM	156782104	3,045	36,936	SH		Sole
CHATTEM INC COM	COM	162456107	5,466	58,584	SH		Sole
CHEVRON CORP NEW COM	COM	166764100	2,867	37,240	SH		Sole
CHICOS FAS INC COM	COM	168615102	2,990	212,820	SH		Sole
CHINA LIFE INS CO LTD SPON ADR REP	SPONSORED ADR	16939P106	2,014	27,464	SH		Sole
CHINA MOBILE LIMITED SPONSORED	ADR	16941M109	2,182	46,990	SH		Sole
CHUBB CORP COM	COM	171232101	3,413	69,407	SH		Sole

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5			COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION
CHURCH & DWIGHT INC COM	COM	171340102	2,577	42,630	SH		Sole
CIMAREX ENERGY CO COM	COM	171798101	1	26	SH		Sole
CISCO SYS INC COM	COM	17275R102	6,086	254,212	SH		Sole
CMS ENERGY CORP COM	COM	125896100	5,246	334,984	SH		Sole
CNOOC LTD SPONSORED ADR	SPONSORED ADR	126132109	1,386	8,916	SH		Sole
COCA COLA CO COM	COM	191216100	8,129	142,610	SH		Sole
COCA COLA FEMSA S A B DE C V SPON	ADR	191241108	2,328	35,425	SH		Sole
COGNIZANT TECHNOLOGY SOLUTIO CL	CL A	192446102	12,609	278,157	SH		Sole
COLGATE PALMOLIVE CO COM	COM	194162103	15,546	189,245	SH		Sole
COMCAST CORP NEW CL A	CL A	20030N101	4,602	272,934	SH		Sole
COMERICA INC COM	COM	200340107	185	6,261	SH		Sole
COMPANHIA SIDERURGICA NACION SPO	ADR	20440W105	1,727	54,078	SH		Sole
COMPANIA CERVECERIAS UNIDAS SPON	SPONSORED ADR	204429104	1,282	32,860	SH		Sole
CORE LABORATORIES N V COM	COM	N22717107	8,031	67,990	SH		Sole

CORNING INC COM	COM	219350105	3,988	206,544	SH		Sole
COVIDIEN PLC SHS	COM	G2554F105	5,096	106,405	SH		Sole
CTRIP COM INTL LTD ADR	SPONSORED ADR	22943F100	3,032	42,195	SH		Sole
CVS CAREMARK CORPORATION COM	COM	126650100	2,942	91,334	SH		Sole
DANAHER CORP DEL COM	COM	235851102	3,886	51,674	SH		Sole
DELTA AIR LINES INC.	COM	247361702	139	12,233	SH		Sole
DELUXE CORP COM	COM	248019101	266	17,954	SH		Sole
DIAMOND OFFSHORE DRILLING IN COM	COM	25271C102	10,478	106,462	SH		Sole
DR REDDYS LABS LTD ADR	ADR	256135203	2,705	111,739	SH		Sole
E M C CORP MASS COM	COM	268648102	3,977	227,645	SH		Sole
EATON VANCE TAX MNG GBL DV E COM	COM	27829F108	19,948	1,617,876	SH		Sole
EATON VANCE TX MGD DIV EQ IN COM	COM	27828N102	11,208	853,646	SH		Sole
EATON VANCE TXMGD GL BUYWR	COM	27829C105	8,546	615,237	SH		Sole

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5			COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION
EMERSON ELEC CO COM	COM	291011104	6,168	144,784	SH		Sole
ENTERGY CORP NEW COM	COM	29364G103	2,786	34,036	SH		Sole
ERICSSON L M TEL CO ADR B SEK 10	ADR	294821608	1,994	216,938	SH		Sole
EVERGREEN GBL DIVID OPP FUND COM	COM	30024H101	2,730	266,555	SH		Sole
EXELON CORP COM	COM	30161N101	3,151	64,481	SH		Sole
EXXON MOBIL CORP COM	COM	30231G102	8,935	131,037	SH		Sole
FACTSET RESH SYS INC COM	COM	303075105	10,091	153,202	SH		Sole
FAIRPOINT COMMUNICATIONS	COM	305560104	0	15	SH		Sole
FASTENAL CO COM	COM	311900104	6,326	151,926	SH		Sole
FIFTH STREET FINANCE CORP	COM	31678A103	242	22,500	SH		Sole
FIRSTENERGY CORP COM	COM	337932107	1,423	30,632	SH		Sole
FPL GROUP INC COM	COM	302571104	352	6,668	SH		Sole
FRANCE TELECOM SPONSORED ADR	ADR	35177Q105	1,185	46,953	SH		Sole
FRESENIUS MED CARE AG&CO KGA	SPONSORED ADR	358029106	1,095	20,653	SH		Sole
GAMESTOP CORP NEW CL A	Cl A	36467W109	3,856	175,742	SH		Sole
GENERAL DYNAMICS CORP COM	COM	369550108	11,467	168,215	SH		Sole
GILEAD SCIENCES INC COM	COM	375558103	5,070	117,182	SH		Sole
GRAINGER W W INC COM	COM	384802104	6,870	70,947	SH		Sole
GROUPE CGI INC CL A SUB VTG	CL A SUB VTG	39945C109	3,902	287,787	SH		Sole
GRUPO TELEVISA SA DE CV SP ADR REP	SPONSORED ADR	40049J206	1,350	65,017	SH		Sole
HALLIBURTON CO COM	COM	406216101	6,963	231,396	SH		Sole
HANSEN NAT CORP COM	COM	411310105	3,193	83,163	SH		Sole
HARSCO CORP COM	COM	415864107	2	47	SH		Sole
HDFC BANK LTD ADR REPS 3 SHS	ADR	40415F101	3,781	29,063	SH		Sole
HEWLETT PACKARD CO COM	COM	428236103	10,311	200,177	SH		Sole
HOLOGIC INC.	COM	436440101	140	9,632	SH		Sole
HUDSON CITY BANCORP COM	COM	443683107	4,568	332,734	SH		Sole

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION
IHS INC CL A	CL A	451734107	10,654	194,378	SH		Sole
ILLINOIS TOOL WKS INC COM	COM	452308109	6,574	136,991	SH		Sole
IMMUCOR INC COM	COM	452526106	2,834	139,996	SH		Sole
INGERSOLL-RAND PLC SHS	COM	G47791101	4,836	135,323	SH		Sole
INTERNATIONAL BUSINESS MACHS COM	COM	459200101	21,135	161,456	SH		Sole
INTUIT COM	COM	461202103	5,485	178,503	SH		Sole
ISHARES TR AGENCY BD FD	ETF	464288166	137	1,277	SH		Sole
ISHARES TR BARCLYS 10-20YR	ETF	464288653	7	70	SH		Sole
ISHARES TR BARCLYS 1-3YR CR	ETF	464288646	1,062	10,216	SH		Sole
ISHARES TR BARCLYS CR BD	ETF	464288620	2	20	SH		Sole
ISHARES TR BARCLYS INTER CR	ETF	464288638	2	20	SH		Sole
ISHARES TR BARCLYS MBS BD	ETF	464288588	4,795	45,244	SH		Sole
ISHARES TR INDEX BARCLYS 1-3 YR	ETF	464287457	1,187	14,304	SH		Sole
ISHARES TR INDEX BARCLYS 7-10 YR	ETF	464287440	3,881	43,798	SH		Sole
ISHARES TR INDEX BARCLYS TIPS BD	ETF	464287176	6,302	60,653	SH		Sole
ISHARES TR INDEX DJ US INDEX FD	ETF	464287846	4	65	SH		Sole
ISHARES TR INDEX IBOXX INV CPBD	ETF	464287242	58,061	557,471	SH		Sole
ISHARES TR INDEX MSCI EAFE IDX	ETF	464287465	16,112	291,465	SH		Sole
ISHARES TR INDEX MSCI EMERG MKT	ETF	464287234	59,290	1,428,672	SH		Sole
ISHARES TR INDEX RUSSELL 1000	ETF	464287622	10,000	163,108	SH		Sole
ISHARES TR INDEX RUSSELL MCP GR	ETF	464287481	21,184	467,224	SH		Sole
ISHARES TR INDEX RUSSELL1000GRW	ETF	464287614	29	577	SH		Sole
ISHARES TR INDEX RUSSELL1000VAL	ETF	464287598	964	16,802	SH		Sole
ISHARES TR INDEX S&P 500 INDEX	ETF	464287200	90,806	812,143	SH		Sole
ISHARES TR INDEX S&P500 GRW	ETF	464287309	76,475	1,318,760	SH		Sole
ISHARES TR MSCI ACWI INDX	ETF	464288257	513	12,127	SH		Sole
ISHARES TR MSCI GRW IDX	ETF	464288885	948	17,201	SH		Sole

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5			COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION
ISHARES TR MSCI SMALL CAP	ETF	464288273	57	1,597	SH		Sole
ISHARES TR MSCI VAL IDX	ETF	464288877	575	11,431	SH		Sole
ISHARES TR S&P GL UTILITI	ETF	464288711	15,679	326,711	SH		Sole
ISHARES TR S&PCITI1-3YRTB	ETF	464288125	37	359	SH		Sole
ISHARES TR US PFD STK IDX	ETF	464288687	1,305	35,558	SH		Sole
JACK IN THE BOX INC COM	COM	466367109	1	73	SH		Sole
JAKKS PAC INC COM	COM	47012E106	234	19,314	SH		Sole
JARDEN CORP COM	COM	471109108	426	13,785	SH		Sole
JOHNSON & JOHNSON COM	COM	478160104	6,994	108,590	SH		Sole
JPMORGAN CHASE & CO COM	COM	46625H100	7,657	183,752	SH		Sole
KANSAS CITY SOUTHERN COM NEW	COM	485170302	2	51	SH		Sole
KEYCORP NEW COM	COM	493267108	188	33,948	SH		Sole
KRAFT FOODS INC CL A	CL A	50075N104	4,406	162,117	SH		Sole
K-SWISS INC CL A	CL A	482686102	97	9,762	SH		Sole
LIFE TECHNOLOGIES CORP COM	COM	53217V109	4	74	SH		Sole
LKQ CORP COM	COM	501889208	8,830	450,754	SH		Sole
LOCKHEED MARTIN CORP COM	COM	539830109	2,046	27,152	SH		Sole
LORILLARD INC COM	COM	544147101	4	45	SH		Sole

LOWES COS INC COM	COM	548661107	12,596	538,522	SH		Sole
MAKITA CORP ADR NEW	ADR	560877300	1,435	40,720	SH		Sole
MARINEMAX INC COM	COM	567908108	445	48,434	SH		Sole
MARSHALL & ILSLEY CORP NEW COM	COM	571837103	162	29,771	SH		Sole
MASTERCARD INC CL A	CL A	57636Q104	11,420	44,613	SH		Sole
MBIA INC COM	COM	55262C100	87	21,961	SH		Sole
MCDONALDS CORP COM	COM	580135101	8,265	132,364	SH		Sole
MICROSOFT CORP COM	COM	594918104	6,581	215,911	SH		Sole
MIDCAP SPDR TR UNIT SER 1	ETF	595635103	235	1,781	SH		Sole
MITSUBISHI UFJ FINL GROUP IN	SPONSORED ADR	606822104	4,407	895,741	SH		Sole

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5			COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION
NATIONAL GRID PLC SPON ADR NEW	SPONSORED ADR	636274300	5,429	99,827	SH		Sole
NET SERVICOS DE COMUNICACAO SPO	ADR	64109T201	2,073	153,243	SH		Sole
NEW YORK CMNTY BANCORP INC COM	COM	649445103	3	193	SH		Sole
NEWTEK BUSINESS SERVICES INC.	COM	652526104	143	146,141	SH		Sole
NIKE INC CL B	CL B	654106103	9,793	148,222	SH		Sole
NORTHEAST UTILS COM	COM	664397106	4	138	SH		Sole
NORTHERN TR CORP COM	COM	665859104	5,152	98,326	SH		Sole
NOVARTIS A G SPONSORED ADR	SPONSORED ADR	66987V109	3,324	61,067	SH		Sole
NOVO-NORDISK A S ADR	ADR	670100205	1,703	26,668	SH		Sole
NRG ENERGY INC COM NEW	COM	629377508	1,129	47,816	SH		Sole
NSTAR COM	COM	67019E107	3	69	SH		Sole
NTELOS HLDGS CORP COM	COM	67020Q107	3	189	SH		Sole
NTT DOCOMO INC SPONS ADR	ADR	62942M201	1,181	84,493	SH		Sole
NUVEEN EQTY PRM OPPORTUNITYF	COM	6706EM102	6,971	528,087	SH		Sole
O REILLY AUTOMOTIVE INC COM	COM	686091109	7,024	184,255	SH		Sole
OCEANEERING INTL INC COM	COM	675232102	6,897	117,865	SH		Sole
OLD REP INTL CORP COM	COM	680223104	141	14,029	SH		Sole
ORACLE CORP COM	COM	68389X105	10,774	439,220	SH		Sole
P T TELEKOMUNIKASI INDONESIA SPON	ADR	715684106	1,866	46,710	SH		Sole
PACCAR INC COM	COM	693718108	4,552	125,510	SH		Sole
PALL CORP COM	COM	696429307	6,058	167,355	SH		Sole
PEPSICO INC COM	COM	713448108	4,580	75,321	SH		Sole
PETROLEO BRASILEIRO SA PETRO	SPONSORED ADR	71654V408	2	34	SH		Sole
PFIZER INC COM	COM	717081103	2,637	144,997	SH		Sole
PG&E CORP COM	COM	69331C108	3,849	86,199	SH		Sole
PHILIP MORRIS INTL INC COM	COM	718172109	9,841	204,206	SH		Sole
PHILIPPINE LONG DISTANCE TEL SPON	ADR	718252604	1,230	21,703	SH		Sole
PINNACLE WEST CAP CORP COM	COM	723484101	1	36	SH		Sole

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION
PLAINS EXPL& PRODTN CO COM	COM	726505100	2,176	78,671	SH		Sole
POWERSHARES ETF TRUST ZACKS MC	ETF	73935X740	50	5,056	SH		Sole
POWERSHARES GLOBAL ETF FD S&P 500	ETF	73936G308	19	872	SH		Sole
POWERSHARES GLOBAL ETF TRUST INSU	ETF	73936T474	73	3,070	SH		Sole
POWERSHARES GLOBAL ETF TRUST SOVE	ETF	73936T573	450	17,643	SH		Sole
PPL CORP COM	COM	69351T106	3,169	98,081	SH		Sole
PRAXAIR INC COM	COM	74005P104	7,210	89,772	SH		Sole
PROCTER & GAMBLE CO COM	COM	742718109	16,566	273,235	SH		Sole
PUBLIC SVC ENTERPRISE GROUP COM	COM	744573106	752	22,606	SH		Sole
QUEST DIAGNOSTICS INC COM	COM	74834L100	3,494	57,867	SH		Sole
RALCORP HLDGS INC NEW COM	COM	751028101	2,224	37,252	SH		Sole
RESEARCH IN MOTION LTD COM	COM	760975102	1,743	25,811	SH		Sole
RESMED INC COM	COM	761152107	4,662	89,196	SH		Sole
ROPER INDS INC NEW COM	COM	776696106	7,051	134,636	SH		Sole
ROSS STORES INC COM	COM	778296103	1,866	43,694	SH		Sole
ROVI CORP COM	COM	779376102	3,392	106,425	SH		Sole
ROYAL CARIBBEAN CRUISES LTD COM	COM	V7780T103	205	8,112	SH		Sole
SALESFORCE COM INC COM	COM	79466L302	3,658	49,583	SH		Sole
SARA LEE CORP COM	COM	803111103	4,054	332,863	SH		Sole
SINGAPORE FD INC COM	COM	82929L109	0	23	SH		Sole
SMITHFIELD FOODS INC COM	COM	832248108	314	20,678	SH		Sole
SNAP ON INC COM	COM	833034101	2	40	SH		Sole
SOUTHERN CO COM	COM	842587107	780	23,398	SH		Sole
SPDR INDEX SHS FDS DJ INTL RL ETF	ETF	78463X863	180	5,168	SH		Sole
SPDR SERIES TRUST BRCLYS 1-3MT ETF	ETF	78464A680	41	895	SH		Sole
ST MARY LD & EXPL CO COM	COM	792228108	1	31	SH		Sole
STERICYCLE INC COM	COM	858912108	5,192	94,108	SH		Sole
STEWART INFORMATION SVCS COR	COM	860372101	118	10,465	SH		Sole

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5			COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION
STRYKER CORP COM	COM	863667101	12,505	248,253	SH		Sole
SUNTRUST BKS INC COM	COM	867914103	131	6,434	SH		Sole
SYBASE INC COM	COM	871130100	10,182	234,609	SH		Sole
SYMANTEC CORP COM	COM	871503108	4,246	237,312	SH		Sole
SYNGENTA AG SPONSORED ADR	ADR	87160A100	1,940	34,468	SH		Sole
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	1,707	149,247	SH		Sole
TARGET CORP COM	COM	87612E106	13,017	269,116	SH		Sole
TERRA INDS INC COM	COM	880915103	1	26	SH		Sole
TOTAL S A SPONSORED ADR	SPONSORED ADR	89151E109	4,595	71,751	SH		Sole
TOYOTA MOTOR CORP SP ADR REP2C	SPONSORED ADR	892331307	2,257	26,815	SH		Sole
TRANSOCEAN LTD REG SHS	COM	H8817H100	3,210	38,773	SH		Sole
TUPPERWARE BRANDS CORP COM	COM	899896104	4,318	92,721	SH		Sole
TYCO ELECTRONICS LTD SWITZER SHS	COM	H8912P106	7,864	320,307	SH		Sole
UAL CORP.	COM	902549807	31	2,409	SH		Sole
UBS AG SHS NEW	COM	H89231338	1,156	74,537	SH		Sole
UGI CORP NEW COM	COM	902681105	462	19,097	SH		Sole
UNISOURCE ENERGY CORP COM	COM	909205106	613	19,037	SH		Sole
UNITED TECHNOLOGIES CORP COM	COM	913017109	13,062	188,181	SH		Sole
UNIVERSAL CORP VA COM	COM	913456109	277	6,081	SH		Sole

UNIVERSAL HLTH SVCS INC CL B	CL B	913903100	2,790	91,472	SH	Sole
UNUM GROUP COM	COM	91529Y106	4	213	SH	Sole
VALE S A ADR	ADR	91912E105	2,343	80,701	SH	Sole
VANGUARD INDEX FDS LARGE CAP ETF	ETF	922908637	199	3,936	SH	Sole
VANGUARD INDEX FDS SMALL CP ETF	ETF	922908751	4	70	SH	Sole
VANGUARD INDEX FDS VALUE ETF	ETF	922908744	36	756	SH	Sole
VANGUARD INTL EQUITY INDEX F EMR	ETF	922042858	9	210	SH	Sole
VANGUARD TAX-MANAGED FD EUROPE	ETF	921943858	37	1,078	SH	Sole
VANGUARD WORLD FD MEGA CAP IND	ETF	921910873	66	1,707	SH	Sole

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5			COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION
VERIZON COMMUNICATIONS INC.	COM	92343V104	28	832	SH		Sole
VODAFONE GROUP PLC NEW SPONS AD	ADR	92857W209	4,543	196,743	SH		Sole
VULCAN MATLS CO COM	COM	929160109	4,859	92,250	SH		Sole
WAL MART STORES INC COM	COM	931142103	7,773	145,433	SH		Sole
WALGREEN CO COM	COM	931422109	12,931	352,144	SH		Sole
WALTER ENERGY INC COM	COM	93317Q105	3	35	SH		Sole
WALTER INVT MGMT CORP COM	COM	93317W102	0	13	SH		Sole
WARNACO GROUP INC COM NEW	COM	934390402	3,260	77,268	SH		Sole
WASHINGTON FED INC COM	COM	938824109	3	132	SH		Sole
WATERS CORP COM	COM	941848103	11,317	182,656	SH		Sole
WILLIAMS COS INC DEL COM	COM	969457100	2,480	117,640	SH		Sole
WISDOMTREE TRUST INTL UTILITIES		97717W653	78	3,475	SH		Sole
XL CAP LTD CL A	CL A	G98255105	315	17,211	SH		Sole
YAHOO INC COM	COM	984332106	5,396	321,558	SH		Sole
YUM BRANDS INC COM	COM	988498101	4,770	136,413	SH		Sole