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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  
----- Richmond, VA November 6, 2009  
[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

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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 PRN	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 AUTOMATIC DATA PROCESSING I	COM	052800109	617	18,371	SH	Sole	01	18,371
	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 SH/ PRN AMT	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	1,355
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 COMPANIA	ADR	20440W105	1,764	57,659 SH		Sole	01
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
CTRIP 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/ 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/ PRN AMT	PUT/ CALL	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 TELEVISIA 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	
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ CALL	INVESTMENT DISCRETION	OTHER MANAGERS	VOTING 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	COLUMN 9	COLUMN 10
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR SH/ PRN AMT	PUT/ CALL	INVESTMENT DISCRETION	OTHER MANAGERS	SOLE	VOTING SH
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	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	
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	
MITSUBISHI UFJ FINL GROUP IN S	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	SPONSORED ADR	636274300	5,375	110,255 SH		Sole	01	110,255	



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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	CO	
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ CALL	INVESTMENT DISCRETION	OTHER MANAGERS	VOTING SOLE
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	COLUMN 9	COLUMN 10
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN	SH/AMT	PUT/CALL	INVESTMENT DISCRETION	OTHER MANAGERS	SOLE VOTING
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	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	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 STEWART	COM	858912108	4,900	101,146 SH	Sole	01	101,146
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/ PRN AMT PRN	PUT/ CALL	INVESTMENT DISCRETION	OTHER MANAGERS	----- SOLE
SYMANTEC CORP COM	COM	871503108	4,195	254,687 SH		Sole	01	254,687
SYNGENTA AG SPONSORED ADR TAIWAN	ADR	87160A100	1,715	37,313 SH		Sole	01	37,313
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 PRN	PUT/ CALL	INVESTMENT DISCRETION	OTHER MANAGERS	SOLE VOTING A SHA
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