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GENWORTH FINANCIAL INC
Form 13F-HR
August 01, 2006

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

Form 13F

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: June 30, 2006

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

August 1, 2006

[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: 565 lines

Form 13F Information Table Value Total: 1,902,890
(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. (Formerly known as GE Private Asset Management, Inc.)
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FORM 13F INFORMATION TABLE

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	CALL	INVESTMENT DISCRETION	OTHER MANAGERS
3M Company	COM	88579Y101	15,891	196,745 SH		Sole	01
40/86 Strategic Income Fund	SH BEN INT	349739102	1,882	208,166 SH		Sole	01
ABB Ltd ADR	SPONSORED ADR	000375204	9,027	696,544 SH		Sole	01
Abbey National Ser B	ADR PRF B7.375	002920700	339	12,951 SH		Sole	01
Ace Ltd Ord Shs	COM	G0070K103	5	102 SH		Sole	01
Advanced Micro Device	ADR	007903107	1	51 SH		Sole	01
AES Corporation	COM	00130H105	10,509	569,588 SH		Sole	01
Affiliated Computer Svcs Inc Cl A	CL A	008190100	4,487	86,949 SH		Sole	01
Affiliated Managers Group	COM	008252108	6,284	72,327 SH		Sole	01
Aflac Inc	COM	001055102	28,083	605,885 SH		Sole	01
AGCO Corporation	ADR	001084102	2	66 SH		Sole	01
Agilent Technologies	COM	00846U101	2,386	75,602 SH		Sole	01
Airgas Inc.	COM	009363102	2,505	67,241 SH		Sole	01
Akzo Nobel NV	SPONSORED ADR	010199305	3,334	62,011 SH		Sole	01
Alcan Aluminium Ltd	ADR	013716105	0	8 SH		Sole	01
Alcatel Alsthom SA	SPONSORED ADR	013904305	4,407	349,487 SH		Sole	01
Allegheny Tech New	COM	01741R102	141	2,035 SH		Sole	01
Allergan Inc	COM	018490102	1,955	18,229 SH		Sole	01
Allianz AG	ADR	018805101	1	54 SH		Sole	01
Allstate Corporation	COM	020002101	5,494	100,384 SH		Sole	01
Altera Corp	ADR NEW	021441100	1	43 SH		Sole	01
Altria Group Inc	COM	02209S103	17,871	243,379 SH		Sole	01
AMB Property Corp.	COM	00163T109	485	9,604 SH		Sole	01
AMBAC Financial Group	COM	023139108	9,753	120,264 SH		Sole	01
Amtcor Limited	ADR NEW	02341R302	306	15,416 SH		Sole	01
Amdocs Limited	ORD	G02602103	290	7,922 SH		Sole	01
Amer Coml Lines Inc	COM	025195207	3,646	60,511 SH		Sole	01

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American Capital Strategies Ltd	COM	024937104	8,444	252,211	SH	Sole	01
American Equity Inv Life Holding Co	COM	025676206	511	47,923	SH	Sole	01
American Express Co	COM	025816109	15,656	294,170	SH	Sole	01
American Finl Group Inc Corp Bond	ADR PRF B7.375	025932AD6	1	2,000	SH	Sole	01
American International Group Inc	COM	026874107	18,260	309,221	SH	Sole	01
Ameriprise Financial Inc	COM	03076C106	10,098	226,065	SH	Sole	01
Amgen Inc	COM	031162100	7,438	114,032	SH	Sole	01

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	CALL	INVESTMENT DISCRETION	OTHER MANAGERS
AmSouth Bankcorp	COM	032165102	0	10	SH	Sole	01
Analog Devices Inc	CA INSD MUN TR	032654105	1	22	SH	Sole	01
AngloGold Ashanti ADR	SPONSORED ADR	035128206	4,178	86,832	SH	Sole	01
Anheuser- Busch Co	COM	035229103	10,559	231,611	SH	Sole	01
Ansys, Inc	COM	03662Q105	427	8,926	SH	Sole	01
Aon Corporation	COM	037389103	3,793	108,944	SH	Sole	01
Apollo Group Inc	CL A	037604105	2,141	41,428	SH	Sole	01
Apple Computers	COM	037833100	957	16,714	SH	Sole	01
Applied Materials	CAROLNA GP STK	038222105	1	47	SH	Sole	01
Aquila, Inc.	COM	03840P102	261	61,952	SH	Sole	01
Archstone- Smith Trust	COM	039583109	9,629	189,291	SH	Sole	01
Arkansas Best Corp Del	COM	040790107	611	12,170	SH	Sole	01
Armor Holdings Inc	COM	042260109	2,947	53,757	SH	Sole	01
ASA Limited	COM	G3156P103	2,636	41,283	SH	Sole	01
Asia Pacific Fund Closed	COM	044901106	4,437	234,758	SH	Sole	01
ASM Lithography Holding	Y SHS	N07059111	6,940	343,244	SH	Sole	01
Asta Funding Inc	COM	046220109	407	10,892	SH	Sole	01
AstraZeneca PLC	SPONSORED ADR	046353108	439	7,336	SH	Sole	01
AT & T Inc new	COM	00206R102	246	8,818	SH	Sole	01
Autoliv Inc.	COM	052800109	388	6,862	SH	Sole	01
AvalonBay Communities, Inc.	COM	053484101	10,011	90,499	SH	Sole	01
Avista Corporation	CL A	05379B107	179	7,854	SH	Sole	01
Avon Products Inc	CL A	054303102	4	119	SH	Sole	01
AXA UAP Spons ADR	SPONSORED ADR	054536107	7,464	227,697	SH	Sole	01
Bancroft Fund Ltd	COM	059695106	1,146	62,164	SH	Sole	01
Bank of America Corp	COM	060505104	8,452	175,707	SH	Sole	01
Baxter International Inc.	COM	071813109	9,713	264,230	SH	Sole	01
Beazer Homes USA, Inc.	COM	07556Q105	596	12,992	SH	Sole	01
Becton Dickinson &Co	CL A	075887109	5	81	SH	Sole	01
Bed Bath & Beyond	COM	075896100	1,115	33,602	SH	Sole	01
BellSouth Corp	COM	079860102	4	111	SH	Sole	01
BHP Billiton Limited	CL A	088606108	1	26	SH	Sole	01
Biogen Idec	COM	09062X103	4,509	97,346	SH	Sole	01
Black Hills Corp	COM	092113109	2,650	77,180	SH	Sole	01
Blackrock Fl Ins Muni Inc Tr	COM	09250G102	137	10,439	SH	Sole	01
Blackrock Florida Mu ni 2020 Term Trust	COM SHS	09250M109	137	10,455	SH	Sole	01

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Blackrock NY Muni In come Trust II	COM	09249R102	805	59,174	SH	Sole	01
Block H&R Inc	COM	093671105	2,020	84,642	SH	Sole	01
Boston Properties, Inc.	COM	101121101	10,706	118,429	SH	Sole	01
Boyd Gaming Corp	CL A	103304101	732	18,143	SH	Sole	01

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 MANAGERS
BP PLC	CL A	055622104	4	54	SH	Sole	01
Brandywine Realty Trust	SH BEN INT NEW	105368203	775	24,088	SH	Sole	01
Bristol Myers- Squibb	COM	110122108	3,001	116,047	SH	Sole	01
British American Tobacco	SPONSORED ADR	110448107	8,454	166,707	SH	Sole	01
Bronco Drilling Co	COM	112211107	208	9,944	SH	Sole	01
Brookfield PPTYS	COM	112900105	2,007	62,378	SH	Sole	01
Cadence Design Sys	COM	127387108	2,757	161,033	SH	Sole	01
Camden Property Trust	SH BEN INT	133131102	1,975	26,850	SH	Sole	01
Canadian Pacific Railway	COM	13645T100	12,290	240,317	SH	Sole	01
Canon Inc ADR	ADR	138006309	13,366	182,422	SH	Sole	01
Capital One Fincl	CL A	14040H105	348	4,073	SH	Sole	01
Caremark Rx Inc.	COM	141705103	13	263	SH	Sole	01
Carnival Corp	CL A	143658300	2	48	SH	Sole	01
Carpenter Technology Corporation	COM	144285103	4,354	37,699	SH	Sole	01
Castle Convertible Fund	COM	148443104	626	27,313	SH	Sole	01
CB Richard Ellis	CL A	12497T101	5	186	SH	Sole	01
Centene Corp Del	COM	15135B101	635	26,969	SH	Sole	01
CenterPoint Energy	CL A	15189T107	1	63	SH	Sole	01
Century Aluminum Co	COM	156431108	633	17,730	SH	Sole	01
Centurytel Inc	COM	156700106	3,166	85,222	SH	Sole	01
Charming Shoppes Inc	CL A	161133103	349	31,060	SH	Sole	01
Check Point Software Tech	COM	M22465104	0	17	SH	Sole	01
Chesapeake Energy Corporation	CL A	165167107	3	84	SH	Sole	01
Chicago Mercantile Exchange Holdings	CL A	167760107	3,932	8,006	SH	Sole	01
China Life Insurance Co Ltd ADR	SPON ADR REP H	16939P106	6,592	104,141	SH	Sole	01
China Petroleum and Chemical Corp	SPON ADR H SHS	16941R108	3,997	69,822	SH	Sole	01
China Telecom Corp ADR H Shares	CL A SUB VTG	169426103	1	18	SH	Sole	01
Chubb Corporation	CL B	171232101	2	50	SH	Sole	01
Chung HWA Telecom Co Ltd	CL B	17133Q205	1	31	SH	Sole	01
CIGNA Corporation	COM	125509109	10,986	111,521	SH	Sole	01
Cimarex Energy Co	CL B	171798101	265	6,162	SH	Sole	01
Cisco Systems Inc	COM	17275R102	1,358	69,538	SH	Sole	01
CIT Group Inc.	COM	125581108	8,008	153,142	SH	Sole	01
Citigroup Inc	COM	172967101	7,728	160,176	SH	Sole	01
Clear Channel Communications	CL B	184502102	1	22	SH	Sole	01
CMS Energy Corp	COM	125896100	813	62,844	SH	Sole	01
CNOOC Limited	SPONSORED ADR	126132109	4,225	52,558	SH	Sole	01
Coca Cola Femsa ADR	CL B NEW	191241108	1	28	SH	Sole	01

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Coca-Cola Company	COM	191216100	1	19 SH	Sole	01
Cohen & Steers Sel Utility Fund	COM	19248A109	1,239	59,954 SH	Sole	01

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 MANAGERS
Coldwater Creek Inc	COM	193068103	1,025	38,302 SH		Sole	01
Colgate- Palmolive Company	COM	194162103	23	391 SH		Sole	01
Colonial BancGroup Inc	COM	195493309	4,444	173,047 SH		Sole	01
Comcast Corp Class A	CL A	20030N101	19,682	601,159 SH		Sole	01
Commercial Vehicle Group Inc	COM	202608105	745	36,003 SH		Sole	01
Companhia Brasileira De Dist ADR	COM	20440T201	1	29 SH		Sole	01
Compania Cervecerias Unidas ADR	SPONSORED ADR	204429104	3,518	159,252 SH		Sole	01
Compania de Minas Buenaventu ADR B Shs	SPONSORED ADR	204448104	4,099	150,267 SH		Sole	01
Computer Sciences	COM	205363104	2,956	60,883 SH		Sole	01
Comtech Telecom Corp	COM NEW	205826209	5,539	189,224 SH		Sole	01
ConAgra Inc.	COM	205887102	10,083	456,047 SH		Sole	01
Constellation Energy	COM	210371100	996	18,266 SH		Sole	01
Costco Wholesale Corp New	COM	22160K105	1	13 SH		Sole	01
Coventry Health Care Inc.	COM	222862104	4,090	74,448 SH		Sole	01
CV Therapeutics, Inc.	COM	126667104	382	27,309 SH		Sole	01
CVS Corporation	COM	126650100	8,965	292,035 SH		Sole	01
CYTYC Corp	COM	232946103	235	9,262 SH		Sole	01
Dade Behring Hldgs Inc	COM	23342J206	8	189 SH		Sole	01
Danaher Corporation	COM	235851102	14,815	230,329 SH		Sole	01
Deckers Outdoor Corp	COM	243537107	534	13,842 SH		Sole	01
Dell, Inc (New)	COM	24702R101	281	11,478 SH		Sole	01
Deluxe Corporation	COM	248019101	3,703	211,852 SH		Sole	01
Dentsply Intl Inc	COM	249030107	10,772	177,763 SH		Sole	01
Deutsche Bank AG	ORD	D18190898	5,248	46,652 SH		Sole	01
Deutsche Telekom AG	COM	251566105	0	24 SH		Sole	01
Developers Diversified Rlty	COM	251591103	1,995	38,228 SH		Sole	01
Diamond Offshore Drilling	COM	25271C102	12,294	146,476 SH		Sole	01
Direct General Corp	COM	25456W204	5	318 SH		Sole	01
Directv Group Inc	COM	25459L106	1	43 SH		Sole	01
Disney Walt Co	COM DISNEY	254687106	17,115	570,516 SH		Sole	01
Dominion Resources	COM	25746U109	1,255	16,783 SH		Sole	01
Doral Financial Corporation	COM	25811P100	345	53,800 SH		Sole	01
Dow Chemical Company	COM	260543103	4,542	116,368 SH		Sole	01
DPL Inc	COM	233293109	338	12,610 SH		Sole	01
DST Systems Inc Del Conv Bond	COM	233326AD9	1	1,000 SH		Sole	01
Duke Energy Corp New	COM	26441C105	1,304	44,405 SH		Sole	01
Dun & Bradstreet Corp	COM	26483E100	1	13 SH		Sole	01
Dupont De Nemours	COM	263534109	17,734	426,301 SH		Sole	01
DWS Global High Inc Fund							

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Inc	COM ADDED	23338W104	6,298	825,407 SH	Sole	01	8
E*Trade Group Inc	COM	269246104	9,689	424,600 SH	Sole	01	4

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/ INVESTMENT PRN AMT PRN CALL DISCRETION	OTHER MANAGERS	
E.ON AG	SPONSORED ADR	268780103	1,269	33,077 SH	Sole	01
East West Bankcorp Inc	COM	27579R104	1,246	32,864 SH	Sole	01
Eastman Chemical Co	COM	277432100	1,086	20,114 SH	Sole	01
Eastman Kodak Co	COM	277461109	1,969	82,801 SH	Sole	01
Eaton Corporation	COM	278058102	5,602	74,303 SH	Sole	01
Eaton Vance FL Muni Inc Tr	SH BEN INT	27826B100	135	10,083 SH	Sole	01
eBay Inc	COM	278642103	8,423	287,562 SH	Sole	01
Edison International	COM	281020107	788	20,216 SH	Sole	01
EDP Energias de Portugal SASA	SPONSORED ADR	268353109	238	6,050 SH	Sole	01
Embarq Corp	COM	29078E105	1	16 SH	Sole	01
Embraer- Empresa Brasileir	SP ADR PFD SHS	29081M102	4,121	113,002 SH	Sole	01
EMC Corporation	COM	268648102	3,297	300,529 SH	Sole	01
Emerson Electric Co	COM	291011104	17	203 SH	Sole	01
Emulex Corporation	COM	292475209	2	125 SH	Sole	01
Endo Pharmaceuticals Holdings Inc	COM	29264F205	6,744	204,473 SH	Sole	01
Enel Sociata Per Azioni	ADR	29265W108	488	11,355 SH	Sole	01
Energy Partners Ltd	COM	29270U105	231	12,167 SH	Sole	01
ENI S.P.A.	SPONSORED ADR	26874R108	56	948 SH	Sole	01
Ensco International Inc	COM	26874Q100	1	22 SH	Sole	01
Entergy Corporation	COM	29364G103	9,595	135,621 SH	Sole	01
Epicor Software Corp	COM	29426L108	3	292 SH	Sole	01
Equifax Incorporated	COM	294429105	12,765	371,729 SH	Sole	01
Equity Residential Property Trust	SH BEN INT	29476L107	9,452	211,307 SH	Sole	01
Euronet Worldwide, Inc.	COM	298736109	7,116	185,468 SH	Sole	01
Everest Re Group Ltd	COM	G3223R108	1	15 SH	Sole	01
Exelon Corporation	COM	30161N101	2,512	44,200 SH	Sole	01
Expedia Inc	COM	30212P105	0	1 SH	Sole	01
Expeditors Int'l of Washington, Inc.	COM	302130109	1,786	31,892 SH	Sole	01
Express Scripts Inc	COM	302182100	7,564	105,431 SH	Sole	01
Exxon Mobil Corp	COM	30231G102	25,428	414,475 SH	Sole	01
FactSet Research Systems	COM	303075105	1,423	30,087 SH	Sole	01
Fastenal Company	COM	311900104	591	14,674 SH	Sole	01
Federal National Mortgage Association	COM	313586109	2	41 SH	Sole	01
Federal Realty Investment Trust	SH BEN INT NEW	313747206	685	9,781 SH	Sole	01
Federated Department Stores Inc Del	COM	31410H101	1	34 SH	Sole	01
Fidelity National Financial	COM	316326107	9,511	244,192 SH	Sole	01
Fifth Third Bancorp	COM	316773100	9	238 SH	Sole	01
First Data Corp	COM	319963104	4,269	94,782 SH	Sole	01

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FirstEnergy Corp	COM	337932107	590	10,891 SH	Sole	01
Fiserv Inc	COM	337738108	8,368	184,486 SH	Sole	01

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/ INVESTMENT DISCRETION	OTHER MANAGERS
Fortune Brands Inc	COM	349631101	1	9 SH	Sole	01
FPL Group Inc	COM	302571104	1,018	24,611 SH	Sole	01
Freeport McMoran Copper & Gold Stk B	CL B	35671D857	10,645	192,118 SH	Sole	01
Fremont General Corp	COM	357288109	4,528	243,955 SH	Sole	01
Gallager Arthur J & Co.	COM	363576109	2	94 SH	Sole	01
Genentech Inc	COM NEW	368710406	3,153	38,545 SH	Sole	01
General Growth Properties Inc.	COM	370021107	6,423	142,539 SH	Sole	01
Genesis Microchip Inc.	COM	37184C103	101	8,738 SH	Sole	01
Genlyte Group Inc.	COM	372302109	5,324	73,507 SH	Sole	01
Genzyme Corp	COM	372917104	2,248	36,825 SH	Sole	01
Gilead Sciences Inc	COM	375558103	7,903	133,587 SH	Sole	01
Golden West Financial	COM	381317106	6,064	81,730 SH	Sole	01
Goldman Sachs Group	COM	38141G104	2	10 SH	Sole	01
Google Inc Class A	CL A	38259P508	4,651	11,091 SH	Sole	01
Grant Prideco, Inc	COM	38821G101	6,098	136,266 SH	Sole	01
Greater China Fund Closed End	COM	39167B102	4,774	267,010 SH	Sole	01
Griffon Corporation	COM	398433102	3	133 SH	Sole	01
Group CGI Inc	CL A SUB VTG	39945C109	9,345	1,512,152 SH	Sole	01
Grupo Televisa SA DE CV ADR	ADR REP ORD	40049J206	574	29,701 SH	Sole	01
Halliburton Company	COM	406216101	7,838	105,618 SH	Sole	01
Hancock John Patriot Select Div'd Trust	COM	41013U102	3	223 SH	Sole	01
Harley Davidson Inc	COM	412822108	6,118	111,458 SH	Sole	01
Harman Intl Indust	COM	413086109	1	6 SH	Sole	01
Hartford Financial Services Group	COM	416515104	1	10 SH	Sole	01
Healthcare Realty Trust Inc	COM	421946104	622	19,521 SH	Sole	01
Helen of Troy Limited	COM	44388N106	644	34,996 SH	Sole	01
Hewlett- Packard Co	COM	428236103	1	17 SH	Sole	01
Highwoods Properties Inc.	COM	431284108	784	21,660 SH	Sole	01
Hilb, Rogal & Hamilton Co	COM	431294107	740	19,850 SH	Sole	01
Hillenbrand Industries	COM	431573104	2,322	47,882 SH	Sole	01
Hilton Hotel Corp	COM	432848109	2,084	73,674 SH	Sole	01
Hitachi Ltd	COM	433578507	130	1,968 SH	Sole	01
Home Depot Inc	COM	437076102	9,871	275,794 SH	Sole	01
Honda Motor Co Ltd	COM	438128308	1	19 SH	Sole	01
Host Hotels & Resort Inc	COM	44107P104	9,489	433,885 SH	Sole	01
Hubbell Inc	CL B	443510201	1,791	37,593 SH	Sole	01
Huntington Bancshares	COM	446150104	2,656	112,649 SH	Sole	01
Hutchinson Technology	COM	448407106	3,925	181,476 SH	Sole	01
IAC Interactive-New	COM	44919P300	0	1 SH	Sole	01
ICICI Bank LTD	SPONSORED ADR	45104G104	545	23,028 SH	Sole	01

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR SH/ PUT/ INVESTMENT DISCRETION	PRN AMT PRN CALL	OTHER MANAGERS
IDT Corporation	COM	448947101	93	7,028 SH		Sole 01
Illinois Tool Works	COM	452308109	3,552	74,784 SH		Sole 01
Imation Corp	COM	45245A107	2,495	60,786 SH		Sole 01
Imperial Tobacco Group PLC	SPONSORED ADR	453142101	473	7,663 SH		Sole 01
IMS Health Inc	COM	449934108	1	30 SH		Sole 01
IndyMac Bancorp Inc	COM	456607100	7,438	162,215 SH		Sole 01
ING Clarion Global Real Estate Inc Fund	COM	44982G104	5,833	326,397 SH		Sole 01
ING Groep N.V.	SPONSORED ADR	456837103	12,751	324,277 SH		Sole 01
Innovative Solutions & Support Inc	COM	45769N105	3	236 SH		Sole 01
Insured Muni Income Fund	COM	45809F104	2,569	206,042 SH		Sole 01
Integrated Device Technology	COM	458118106	1	98 SH		Sole 01
Intel Corp	COM	458140100	1	65 SH		Sole 01
Intercontinental Exchange	COM	45865V100	427	7,368 SH		Sole 01
Interline Brands Inc	COM	458743101	294	12,579 SH		Sole 01
International Business Machs	COM	459200101	16,328	212,549 SH		Sole 01
International Power PLC	SPONSORED ADR	46018M104	438	8,213 SH		Sole 01
Int'l Flavors and Fragrances	COM	459506101	5,887	167,042 SH		Sole 01
Intuitive Surgical Inc	COM	46120E602	622	5,412 SH		Sole 01
Invest Gr Muni	COM	461368102	2,566	199,572 SH		Sole 01
Iron Mountain Inc	COM	462846106	802	21,453 SH		Sole 01
ISHARES Inc MSCI Japan Index	MSCI JAPAN	464286848	9,553	700,359 SH		Sole 01
ISHARES Silver Trust	COM	46428Q109	1,500	13,470 SH		Sole 01
ISHARES Tr Dow Jones Select Dividend Indx	COM	464287168	5	84 SH		Sole 01
ISHARES Tr Dow Jones US Utils Sector Index	COM	464287697	1	10 SH		Sole 01
ISHARES Tr Midcap Value	COM	464287473	0	3 SH		Sole 01
ISHARES TR MSCI EAFE Index Fund	TR UNIT	464287465	18	279 SH		Sole 01
ISHARES Tr Russell 2000 Index	COM	464287655	3	35 SH		Sole 01
ISHARES Tr Russell 2000 Value Index	COM	464287630	10	137 SH		Sole 01
ISHARES Tr S&P 500 Barra Growth Index	TR UNIT	464287309	10	170 SH		Sole 01
ISHARES Tr S&P 500 Barra Value Index	COM	464287408	36	519 SH		Sole 01
J2 Global Communications	COM	46626E205	371	11,876 SH		Sole 01
Jabil Circuit Inc	COM	466313103	960	37,514 SH		Sole 01
Jakks Pacific Inc	COM	47012E106	3	138 SH		Sole 01
JF China Region Fund Closed end	COM	46614T107	4,462	280,797 SH		Sole 01
Johnson & Johnson	COM	478160104	14,347	239,438 SH		Sole 01
Johnson Controls Inc	COM	478366107	6	78 SH		Sole 01

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JP Morgan Chase & Co	COM	46625H100	15,211	362,165	SH	Sole	01	3
Kerr McGee Corp	COM	492386107	14	206	SH	Sole	01	
Kilroy Realty Corp.	COM	49427F108	390	5,402	SH	Sole	01	
Kimberly-Clark Corp	COM	494368103	1	21	SH	Sole	01	

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/ CALL	INVESTMENT DISCRETION	OTHER MANAGER
King Pharmaceuticals	COM	495582108	3,438	202,207	SH	Sole	01
KLA-Tencor Corp	COM	482480100	1	17	SH	Sole	01
Knight Transportation	COM	499064103	826	40,871	SH	Sole	01
Kohl's Corporation	COM	500255104	10,763	182,045	SH	Sole	01
Komag Inc	COM NEW	500453204	730	15,816	SH	Sole	01
Kookmin Bank ADR	SPONSORED ADR	50049M109	13,486	162,361	SH	Sole	01
Korea Equity Fund Closed End	COM	50063B104	4,202	407,982	SH	Sole	01
Korea Fund Closed End	COM	500634100	4,108	113,074	SH	Sole	01
L-3 Communications Holdings Inc	COM	502424104	4,568	60,565	SH	Sole	01
Laboratory Corp of America	COM NEW	50540R409	4,987	80,143	SH	Sole	01
Lafarge ADR	COM	505861401	0	15	SH	Sole	01
Lamson & Sessions Co	COM	513696104	658	23,187	SH	Sole	01
Lennar Corp	CL A	526057104	5,844	131,702	SH	Sole	01
LG Philips LCD Co	SPONS ADR REP	50186V102	767	42,354	SH	Sole	01
Liberty Global Inc Ser C	COM	530555309	0	3	SH	Sole	01
Liberty Media Hldg Corp Cap Com Ser A	COM	53071M302	2	19	SH	Sole	01
Liberty Media Hldg Corp Interactive Com	COM	53071M104	0	19	SH	Sole	01
Liberty Property Trust	SH BEN INT	531172104	2,089	47,260	SH	Sole	01
Linear Technology Corp	COM	535678106	1	20	SH	Sole	01
Lockheed Martin Corp	COM	539830109	4,829	67,314	SH	Sole	01
Loews Corp Carolina Group	CAROLNA GP STK	540424207	2,592	50,465	SH	Sole	01
Loews Corporation	COM	540424108	1	24	SH	Sole	01
Lone Star Technologies	COM	542312103	209	3,860	SH	Sole	01
Lowe's Companies Inc	COM	548661107	10,311	169,949	SH	Sole	01
Lucent Technologies	COM	549463107	2,873	1,187,298	SH	Sole	01
Macerich Company	COM	554382101	0	6	SH	Sole	01
Mack-Cali Realty Corp.	COM	554489104	600	13,066	SH	Sole	01
Madden Steven Ltd	COM	556269108	2	69	SH	Sole	01
Magyar Telekom Telecommunications PLC	COM	559776109	0	23	SH	Sole	01
Managed High Income	COM	56166C105	1,908	324,479	SH	Sole	01
Manpower Inc.	COM	56418H100	1	17	SH	Sole	01
Marriott Intl Inc	COM	571903202	4	104	SH	Sole	01
Marvell Technology Group	ORD	G5876H105	5,394	121,672	SH	Sole	01
Mattel Inc	COM	577081102	1	37	SH	Sole	01
Maverick Tube Corp	COM	577914104	833	13,186	SH	Sole	01
Maxim Integrated Products	COM	57772K101	1	20	SH	Sole	01
MBIA Incorporated	COM	55262C100	5,791	98,902	SH	Sole	01
MBIA/Claymore Manage d Duration Muni	COM	55266X100	2,466	204,117	SH	Sole	01
McDonalds Corp	COM	580135101	15,563	463,174	SH	Sole	01

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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/ INVESTMENT DISCRETION	OTHER MANAGERS	
MDC Holdings Inc	COM	552676108	6,636	127,787 SH	Sole	01
Medarex Inc	COM	583916101	489	50,934 SH	Sole	01
Medicines Company	COM	584688105	622	31,828 SH	Sole	01
Medtronic Inc	COM	585055106	8,184	174,415 SH	Sole	01
Merck & Co.	COM	589331107	3,800	104,313 SH	Sole	01
Merge Technologies Inc	COM	589981109	520	42,226 SH	Sole	01
Methanex Corporation	COM	59151K108	5,808	274,217 SH	Sole	01
MGI Pharma Inc	COM	552880106	135	6,290 SH	Sole	01
Microchip Technology Inc	COM	595017104	1,274	37,967 SH	Sole	01
Micron Technology	COM	595112103	12,293	816,252 SH	Sole	01
Microsoft Corp.	COM	594918104	2,945	126,379 SH	Sole	01
Mitsubishi UFJ Fin Group	SPONSORED ADR					
	ADDED	606822104	12,356	885,764 SH	Sole	01
MKS Instruments, Inc	COM	55306N104	457	22,709 SH	Sole	01
Mobile Telesystems OJSC	COM	607409109	605	20,536 SH	Sole	01
Moody's Corporation	COM	615369105	1,882	34,553 SH	Sole	01
Morgan Stanley	COM	617446448	6,377	100,889 SH	Sole	01
Morgan Stanley Asia Pacific Fund Clsdend	COM	61744U106	4,046	256,905 SH	Sole	01
Morgan Stanley CA Insured Muni Inc	CA INSD MUN TR	61745P502	236	17,028 SH	Sole	01
Morgan Stanley CA Muni Sec	INSD CA MUN	61745P825	233	17,196 SH	Sole	01
Morgan Stanley NY Qual Muni Sec	N Y QULTY MUN	61745P528	815	60,123 SH	Sole	01
Multi Fineline Elect ronix Inc	COM	62541B101	419	12,610 SH	Sole	01
Muni NY Intermediate Duration Fund	COM	62618T100	786	60,949 SH	Sole	01
Municipal Advantge Fund	COM	626189104	2,529	209,865 SH	Sole	01
MuniYield Calif Inc Common Stock	COM	626296107	226	17,586 SH	Sole	01
NASB Financial Inc	COM	628968109	46	1,372 SH	Sole	01
National Bank Of Greece	COM	633643408	22	2,719 SH	Sole	01
National Grid New Transco PLC	SPON ADR NEW	636274300	867	16,029 SH	Sole	01
National Semiconductor	COM	637640103	1	45 SH	Sole	01
Nationwide Fncl Svcs	CL A	638612101	3,388	76,862 SH	Sole	01
Nektar Therapeutics	COM	640268108	612	33,346 SH	Sole	01
Nelnet Inc.	CL A	64031N108	1,317	32,475 SH	Sole	01
Neoware Inc.	COM	64065P102	366	29,794 SH	Sole	01
NESS TECHNOLOGIES INC	COM	64104X108	65	6,000 SH	Sole	01
Netgear Inc	COM	64111Q104	725	33,509 SH	Sole	01
Network Appliance	COM	64120L104	9,123	258,445 SH	Sole	01
Neuberger Berman CA Inter Muni Fund	COM	64123C101	235	17,153 SH	Sole	01
Neuberger Berman Inc ome Opportunity	COM SHS	64126L108	1,979	130,630 SH	Sole	01
Neuberger Berman Rlty Income Fd Inc	COM	64126G109	1,272	63,750 SH	Sole	01

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Newfield Exploration Co.	COM	651290108	5,212	106,493 SH	Sole	01
News Corp Ltd Class B New	CL B	65248E203	5,617	278,322 SH	Sole	01
Newtek Business Services Inc	COM	652526104	261	156,111 SH	Sole	

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 MANAGERS
NICE Systems LTD ADR	SPONSORED ADR	653656108	3,816	135,623 SH		Sole	01
NII Holdings Inc. Cl B	CL B NEW	62913F201	13,318	236,222 SH		Sole	01
Nike, Inc.	CL B	654106103	5,729	70,725 SH		Sole	01
Nippon Telephone	COM	654624105	1	23 SH		Sole	01
NiSource Inc	COM	65473P105	1	31 SH		Sole	01
Nissan Motor Ltd ADR	SPONSORED ADR	654744408	11,199	509,504 SH		Sole	01
Nokia Corporation	SPONSORED ADR	654902204	12,283	606,287 SH		Sole	01
Northrop Grumman Cor	COM	666807102	4	65 SH		Sole	01
Novartis AG	SPONSORED ADR	66987V109	17,475	324,099 SH		Sole	01
Novo-Nordisk A/S	COM	670100205	1	10 SH		Sole	01
NRG Energy Inc	COM NEW	629377508	1,043	21,639 SH		Sole	01
Nucor Corporation	COM	670346105	0	6 SH		Sole	01
Nuveen Fl Qual Inc Muni Tr	COM	670978105	132	10,116 SH		Sole	01
Old Republic Int'l	COM	680223104	1,286	60,169 SH		Sole	01
OMI Corp.	COM	Y6476W104	885	40,889 SH		Sole	01
Omnicare Inc	COM	681904108	936	19,737 SH		Sole	01
Oneok Inc	COM	682680103	1,345	39,524 SH		Sole	01
Option Care, Inc.	COM	683948103	2	140 SH		Sole	01
Oracle Corporation	COM	68389X105	11,277	778,227 SH		Sole	01
O'Reilly Automotive, Inc.	COM	686091109	1,264	40,526 SH		Sole	01
Orix Corp	SPONSORED ADR	686330101	7,317	59,860 SH		Sole	01
Orthofix Intl N.V.	COM	N6748L102	533	13,977 SH		Sole	01
Overseas Shipholding Group Inc	COM	690368105	12,424	210,040 SH		Sole	01
Pacer International Inc.	COM	69373H106	488	14,976 SH		Sole	01
Pall Corporation	COM	696429307	11,779	420,691 SH		Sole	01
Palm Inc	COM	696643105	0	29 SH		Sole	01
Pan Pacific Retail Prop	COM	69806L104	499	7,190 SH		Sole	01
Parlux Frangrances Inc	COM	701645103	359	37,085 SH		Sole	01
Patterson Cos Inc	COM	703395103	805	23,057 SH		Sole	01
Pearson Plc ADR	COM	705015105	2	140 SH		Sole	01
PepsiCo Inc	COM	713448108	10,144	168,959 SH		Sole	01
Petrofund Energy Trust	COM	71648W108	180	7,214 SH		Sole	01
Petroleo Brasileiro	SPONSORED ADR	71654V408	5,878	65,819 SH		Sole	01
PetroQuest Energy Inc	COM	716748108	436	35,538 SH		Sole	01
Pfizer Inc	COM	717081103	19,375	825,524 SH		Sole	01
PG&E Corporation	COM	69331C108	1,976	50,304 SH		Sole	01
Pharmaceutical Holders Tr	COM	71712A206	6	91 SH		Sole	01
Pharmaceutical Product Development	COM	717124101	4	120 SH		Sole	01
Philippine Long Distance Telephone Co	SPONSORED ADR	718252604	5,733	166,089 SH		Sole	01
Phillips-Van Heusen Corp	COM	718592108	3,726	97,629 SH		Sole	01

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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 MANAGERS
Pilgram Pride Corp	COM	721467108	4,497	174,316 SH		Sole	01
Platinum Underwriters Hldgs	COM	G7127P100	193	6,889 SH		Sole	01
Plum Creek Timber Co	COM	729251108	0	9 SH		Sole	01
PMI Group Inc	COM	69344M101	8,408	188,610 SH		Sole	01
Polaris Inds Inc	COM	731068102	3,542	81,812 SH		Sole	01
Pool Corp	COM	73278L105	1,338	30,678 SH		Sole	01
Portal Player Inc	COM	736187204	76	7,731 SH		Sole	01
Portfolio Recovery Associates Inc	COM	73640Q105	534	11,675 SH		Sole	01
POSCO ADR	COM	693483109	1	18 SH		Sole	01
PPL Corporation	COM	69351T106	1,094	33,868 SH		Sole	01
Price T.Rowe Group Inc	COM	74144T108	7,879	208,373 SH		Sole	01
Procter & Gamble Co	COM	742718109	6,757	121,521 SH		Sole	01
ProLogis Trust	SH BEN INT	743410102	10,474	200,952 SH		Sole	01
Prospect St High Inc Port	COM NEW	743586406	1,982	631,348 SH		Sole	01
Provident Energy Tru st	TR UNIT	74386K104	414	33,438 SH		Sole	01
Public Service Ent Group	COM	744573106	682	10,318 SH		Sole	01
Public Storage Inc	COM	74460D109	9,362	123,348 SH		Sole	01
Putnam CA Invest Grade Muni Trust	SH BEN INT	746446103	229	17,639 SH		Sole	01
Putnam Invest Gr Mun Tr	COM	746805100	2,357	249,990 SH		Sole	01
Putnam Managed Mun Income Tr	COM	746823103	2,583	360,245 SH		Sole	01
Putnam NY Inv Gr Muni Tr	SH BEN INT	746921105	779	68,480 SH		Sole	01
Putnam Tax-Free Health Care Fund	SH BEN INT	746920107	2,634	217,108 SH		Sole	01
Qualcomm Inc	COM	747525103	8,441	210,664 SH		Sole	01
Quest Diagnostics Inc	COM	74834L100	9,710	162,051 SH		Sole	01
Quilmes Industrial SA ADR	SP ADR CL B	74838Y207	95	1,940 SH		Sole	01
R&G Financial Corp	COM	749136107	166	19,361 SH		Sole	01
Radian Group Inc	COM	750236101	5,821	94,220 SH		Sole	01
Radware Ltd	ORD	M81873107	3,501	272,672 SH		Sole	01
Red Hat, Inc.	COM	756577102	1,091	46,632 SH		Sole	01
Regency Centers Corp.	COM	758849103	1,648	26,511 SH		Sole	01
Republic Services, Inc.	COM	760759100	3,886	96,337 SH		Sole	01
Reynolds Amern Inc	COM	761713106	1,168	10,129 SH		Sole	01
Rinker Group Limited	COM	76687M101	1	16 SH		Sole	01
Rio Tinto PLC-Gbp	SPONSORED ADR	767204100	7,899	37,667 SH		Sole	01
Roper Industries Inc	COM	776696106	750	16,051 SH		Sole	01
Royal & Sun Alliance Ins	COM	78004V202	3	212 SH		Sole	01
Royal BK of Scotland 6.40% Ser M Pref	SP ADR PREF M	780097796	278	11,565 SH		Sole	01
Ruth's Chris Steak House Inc	COM	783332109	280	13,732 SH		Sole	01
Ryland Group Inc	COM	783764103	3,321	76,218 SH		Sole	01
Safenet Inc	COM	78645R107	3,402	191,964 SH		Sole	01

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN	SH/ AMT PRN	PUT/ CALL	INVESTMENT DISCRETION	OTHER MANAGERS
Streettracks Gold Tr	GOLD SHS	863307104	2,400	39,195	SH		Sole	01
Stryker Corporation	COM	863667101	7,933	188,388	SH		Sole	01
Superior Industries Intl	COM	868168105	128	7,004	SH		Sole	01
Symantec Corp	COM	871503108	8,962	576,736	SH		Sole	01
Synaptics, Inc	COM	87157D109	179	8,352	SH		Sole	01
Taiwan Fund Inc	COM	874036106	274	17,513	SH		Sole	01
Taiwan Semiconductor Mfg Co Ltd Spr ADR	SPONSORED ADR	874039100	4,996	544,270	SH		Sole	01
Tata Motors Ltd ADR	COM	876568502	1	59	SH		Sole	01
Taubman Centers, Inc.	COM	876664103	1,538	37,610	SH		Sole	01
TD Banknorth Inc	COM	87235A101	9,046	307,173	SH		Sole	01
Technical Olympic USA Inc	COM	878483106	576	40,119	SH		Sole	01
Technip SA	SPONSORED ADR	878546209	6,277	113,882	SH		Sole	01
Tele Norte Leste	SPON ADR PFD	879246106	445	34,898	SH		Sole	01
Telecom Italia SPA ADR	COM	87927Y102	0	1	SH		Sole	01
Telefonica S.A.	COM	879382208	1	11	SH		Sole	01
Tellabs Inc	COM	879664100	3	213	SH		Sole	01
Telstra Corporation Ltd.	SPONSORED ADR	87969N204	8,920	651,086	SH		Sole	01
Templeton Dragon Fd	COM	88018T101	4,075	197,537	SH		Sole	01
Templeton Emerging Mrks Income Fund Inc	COM	880192109	10,805	900,379	SH		Sole	01
Tenaris SA ADR	COM	88031M109	2	45	SH		Sole	01
Tenneco Automotive Inc	COM	880349105	466	17,908	SH		Sole	01
Teva Pharmaceutical Indus	ADR	881624209	9,013	285,317	SH		Sole	01
Texas Instruments	COM	882508104	15,408	508,691	SH		Sole	01
Textron Inc	COM	883203101	4,298	46,628	SH		Sole	01
Thor Industries Inc	COM	885160101	5,939	122,574	SH		Sole	01
Time Warner Inc.	COM	887317105	13,718	792,924	SH		Sole	01
Torchmark Corp	COM	891027104	8,710	143,453	SH		Sole	01
Toro Company	COM	891092108	4,433	94,917	SH		Sole	01
TOTAL Fina S.A.	SPONSORED ADR	89151E109	8,996	137,305	SH		Sole	01
Toyota Motor Corp	COM	892331307	4	37	SH		Sole	01
Tractor Supply Co.	COM	892356106	1,133	20,502	SH		Sole	01
Trend Micro	COM	89486M206	1,434	42,302	SH		Sole	01
Tronox Inc Cl B sh	COM	897051207	1	51	SH		Sole	01
True Religion Appare l Inc	COM	89784N104	409	23,129	SH		Sole	01
Tupperware Corp.	COM	899896104	0	1	SH		Sole	01
Turkcell Iletisim Hizmet - ADR	SPON ADR	900111204	194	16,379	SH		Sole	01
TXU Corporation	COM	873168108	1,244	20,799	SH		Sole	01
Tyco Intl Ltd	COM	902124106	18,289	665,069	SH		Sole	01
Tyson Foods, Inc.	CL A	902494103	2,184	146,994	SH		Sole	01
UAL CORP	COM NEW	902549807	0	8,039	SH		Sole	

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	SH/ AMT PRN	PUT/ CALL	INVESTMENT DISCRETION	OTHER MANAGERS
UBS AG	NAMEN AKT	H8920M855	7,697	70,161	SH		Sole	01
Unilever NV New York shs	COM	904784709	3	117	SH		Sole	01

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Unilever PLC	SPON ADR	904767704	97	4,321 SH	Sole	01
Unisource Energy Co	COM	909205106	289	9,290 SH	Sole	01
United Dominion Realty Trust Inc	COM	910197102	488	17,437 SH	Sole	01
United Microelectronics	SPONSORED ADR	910873207	5,752	1,849,558 SH	Sole	01
United Natural Foods Inc	COM	911163103	1	41 SH	Sole	01
United Technologies	COM	913017109	5,112	80,604 SH	Sole	01
United Utilities PLC ADR	SPONSORED ADR	91311Q105	201	8,461 SH	Sole	01
UnitedHealth Group	COM	91324P102	6,105	136,326 SH	Sole	01
Universal Health Svc Inc	CL B	913903100	3,999	79,560 SH	Sole	01
Univision Communicat	CL A	914906102	8,534	254,741 SH	Sole	01
UNUMProvident Corp	COM	91529Y106	685	37,762 SH	Sole	01
US Bancorp (New)	COM NEW	902973304	1,104	35,767 SH	Sole	01
UST Inc.	COM	902911106	1,177	26,054 SH	Sole	01
Van Kampen Inv Grade NY Muni	COM	920931102	767	53,565 SH	Sole	01
Van Kampen Trust for Inv FL Muni	COM	920932100	140	9,794 SH	Sole	01
Van Kampen Trust for Investm. Grade Muni	COM	920929106	2,543	178,615 SH	Sole	01
Varian Medical Systems	COM	92220P105	2,156	45,531 SH	Sole	01
VCA Antech Inc.	COM	918194101	1,452	45,463 SH	Sole	01
Veolia Envirnment	SPONSORED ADR	92334N103	7,609	147,112 SH	Sole	01
Verizon Communications	COM	92343V104	2,406	71,840 SH	Sole	01
VERIZON COMMUNICATIONS INC	COM	92343V104	28	832 SH	Sole	
VF Corporation	COM	918204108	9,742	143,433 SH	Sole	01
Viacom Corp Class B	COM	92553P201	4	100 SH	Sole	01
Vodafone Group PLC	SPONSORED ADR	92857W100	11,723	550,358 SH	Sole	01
Vornado Realty Trust	SH BEN INT	929042109	8,526	87,398 SH	Sole	01
Wabash National Corp	COM	929566107	114	7,415 SH	Sole	01
Wachovia Corporation 2nd	COM	929903102	813	15,041 SH	Sole	01
Walgreen Company	COM	931422109	1,801	40,161 SH	Sole	01
Walmart	COM	931142103	1	28 SH	Sole	01
Watson Pharmaceutic	COM	942683103	1,519	65,250 SH	Sole	01
Wells Fargo & Co New	COM	949746101	2,357	35,133 SH	Sole	01
WESCO International Inc	COM	95082P105	1,070	15,504 SH	Sole	01
Westlake Chemical Co	COM	960413102	2	82 SH	Sole	01
Whirlpool Corp	COM	963320106	5	64 SH	Sole	01
Whiting Petroleum Corp	COM	966387102	464	11,090 SH	Sole	01
Whole Foods Market, Inc.	COM	966837106	423	6,548 SH	Sole	01
Williams Companies	COM	969457100	481	20,591 SH	Sole	01
Winnebago Industries	COM	974637100	1	33 SH	Sole	01

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 PRN CALL	INVESTMENT DISCRETION	OTHER MANAGERS
World Acceptance Corp	COM	981419104	272	7,651 SH	Sole	01
WPP Group	SPON ADR 0905					
	ADDED	929309409	12,015	199,286 SH	Sole	01
Wrigley Wm. Jr. Co	COM	982526105	1	20 SH	Sole	01
WYETH	COM	983024100	5,202	117,132 SH	Sole	01
Xcel Energy Inc	COM	98389B100	3,073	160,195 SH	Sole	01
XL Capital Limited	COM	G98255105	3	51 SH	Sole	01

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Yahoo! Inc	COM	984332106	9,522	288,558	SH	Sole	01	2
Yum Brands Inc	COM	988498101	14,468	287,804	SH	Sole	01	2
Zenith National Insurance	COM	989390109	2,759	69,553	SH	Sole	01	
Zimmer Holdings Inc	COM	98956P102	914	16,123	SH	Sole	01	
Zoran Corporation	COM	98975F101	519	21,316	SH	Sole	01	