GENWORTH FINANCIAL INC
Form 13F-HR
November 12, 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: September 30, 2010

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 12, 2010
[Signature]	[City, State]	[Date]

Report Type (Check only one.):

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

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

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

List of Other Managers Reporting for this Manager: NONE

FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 1

Form 13F Information Table Entry Total: 314 lines

Form 13F Information Table Value Total: 2,169,234 (thousands)

List of Other Included Managers:

Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional investment managers with respect to which this report is filed, other than the manager filing this report.

No.	Form 13F File Number	Name
01	28-11546	Genworth Financial Wealth Management, Inc.

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5			COLUMN 6
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	23,165	267,150	SH		Sole
ABB LTD SPONSORED ADR	SPONSORED ADR	000375204	3,866	183,070	SH		Sole
ABBOTT LABS COM	COM	002824100	13,560	259,578	SH		Sole
ABERCROMBIE & FITCH CO CL A	CL A	002896207	3,257	82,845	SH		Sole
AES CORP COM	COM	00130H105	7,189	633,406	SH		Sole
AFFILIATED MANAGERS GROUP COM	COM	008252108	6,445	82,621	SH		Sole
AIR PRODS & CHEMS INC COM	COM	009158106	6,352	76,697	SH		Sole
ALBEMARLE CORP COM	COM	012653101	5,467	116,800	SH		Sole
ALEXANDER & BALDWIN INC COM	COM	014482103	1,148	32,941	SH		Sole
ALLEGHENY ENERGY INC COM	COM	017361106	1,083	44,180	SH		Sole
ALTERA CORP COM	COM	021441100	1,622	53,771	SH		Sole
AMEDISYS INC COM	COM	023436108	817	34,313	SH		Sole
AMERICA MOVIL SAB DE CV SPON	ADR	02364W105	1,936	36,307	SH		Sole
AMERICAN ELEC PWR INC COM	COM	025537101	3,282	90,598	SH		Sole
AMERICAN EXPRESS CO COM	COM	025816109	0	2	SH		Sole
AMERICAN MED SYS HLDGS INC COM	COM	02744M108	1,060	54,125	SH		Sole
ANHEUSER BUSCH INBEV SA/NV	SPONSORED ADR	03524A108	4,343	73,915	SH		Sole
ARKANSAS BEST CORP DEL COM	COM	040790107	1,132	46,715	SH		Sole
ASML HOLDING N V NY REG SHS	COM	N07059186	3,386	113,906	SH		Sole
ASSOCIATED BANC CORP COM	COM	045487105	1,257	95,309	SH		Sole
ASSURED GUARANTY LTD COM	COM	G0585R106	1,160	67,797	SH		Sole
AUTOLIV INC COM	COM	052800109	7,021	107,472	SH		Sole
AUTOMATIC DATA PROCESSING IN	COM	053015103	7,628	181,501	SH		Sole
BAIDU INC SPON ADR REP A	ADR	056752108	3,348	32,627	SH		Sole
BANCO SANTANDER SA ADR	ADR	05964H105	4,685	370,026	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
BARCLAYS PLC ADR	ADR	06738E204	4,251	225,536	SH		Sole
BAXTER INTL INC COM	COM	071813109	10,231	214,448	SH		Sole
BE AEROSPACE INC COM	COM	073302101	3,905	128,821	SH		Sole
BECTON DICKINSON & CO COM	COM	075887109	6,007	81,060	SH		Sole
BHP BILLITON LTD SPONSORED ADR	ADR	088606108	3,714	48,665	SH		Sole
BIO RAD LABS INC CL A	CL A	090572207	3,918	43,285	SH		Sole
BLOUNT INTL INC NEW COM	COM	095180105	1,612	126,654	SH		Sole
BOK FINL CORP COM NEW	COM	05561Q201	5,955	131,956	SH		Sole
BRISTOW GROUP INC COM	COM	110394103	301	8,345	SH		Sole
BRITISH AMERN TOB PLC SPONS	SPONSORED ADR	110448107	4,215	56,424	SH		Sole
BUCYRUS INTL INC NEW COM	COM	118759109	5,218	75,240	SH		Sole
CACI INTL INC CL A	CL A	127190304	885	19,559	SH		Sole
CAPSTEAD MTG CORP COM NO PAR	COM	14067E506	810	74,526	SH		Sole
CARDINAL HEALTH INC COM	COM	14149Y108	1,246	37,703	SH		Sole
CATERPILLAR INC DEL COM	COM	149123101	8,532	108,439	SH		Sole
CENTURY ALUM CO COM	COM	156431108	830	63,043	SH		Sole
CERNER CORP COM	COM	156782104	6,083	72,422	SH		Sole
CHESAPEAKE ENERGY CORP COM	COM	165167107	4,585	202,432	SH		Sole
CHICOS FAS INC COM	COM	168615102	741	70,460	SH		Sole
CHINA LIFE INS CO LTD SPON ADR	SPONSORED ADR	16939P106	1,476	24,808	SH		Sole
CISCO SYS INC COM	COM	17275R102	4,775	218,058	SH		Sole
CMS ENERGY CORP COM	COM	125896100	4,190	232,509	SH		Sole
COCA COLA CO COM	COM	191216100	4,853	82,934	SH		Sole
COGNIZANT TECHNOLOGY SOLUTIO	CL A	192446102	5,654	87,702	SH		Sole
COINSTAR INC COM	COM	19259P300	1,374	31,971	SH		Sole
COLGATE PALMOLIVE CO COM	COM	194162103	6,549	85,203	SH		Sole
COMERICA INC COM	COM	200340107	1,237	33,301	SH		Sole
COMTECH TELECOMMUNICATIONS C	COM	205826209	833	30,461	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
CONSTELLATION ENERGY GROUP I	COM	210371100	840	26,049	SH		Sole
COOPER COS INC COM NEW	COM	216648402	1,265	27,378	SH		Sole
CORE LABORATORIES N V COM	COM	N22717107	0	5	SH		Sole
CORNING INC COM	COM	219350105	7,451	407,610	SH		Sole
COVIDIEN PLC SHS	COM	G2554F105	4,675	116,312	SH		Sole
CTRIP COM INTL LTD AMERICAN DEP	SPONSORED ADR	22943F100	2,320	48,581	SH		Sole
DANAHER CORP DEL COM	COM	235851102	7,951	195,779	SH		Sole
DARDEN RESTAURANTS INC COM	COM	237194105	1,713	40,040	SH		Sole
DECKERS OUTDOOR CORP COM	COM	243537107	1,159	23,197	SH		Sole
DEL MONTE FOODS CO COM	COM	24522P103	590	44,994	SH		Sole
DELTA AIR LINES INC.	COM	247361702	143	12,233	SH		Sole

DEVON ENERGY CORP NEW COM	COM	25179M103	3,585	55,371	SH		Sole
DISCOVER FINL SVCS COM	COM	254709108	1,507	90,323	SH		Sole
DOLLAR TREE INC COM	COM	256746108	1,780	36,504	SH		Sole
DRIL-QUIP INC COM	COM	262037104	2,078	33,451	SH		Sole
E M C CORP MASS COM	COM	268648102	6,238	307,157	SH		Sole
EAST WEST BANCORP INC COM	COM	27579R104	1,109	68,145	SH		Sole
EBAY INC COM	COM	278642103	7,420	304,086	SH		Sole
EMERSON ELEC CO COM	COM	291011104	4,848	92,071	SH		Sole
EMULEX CORP COM NEW	COM	292475209	578	55,364	SH		Sole
ENTERGY CORP NEW COM	COM	29364G103	1,787	23,347	SH		Sole
ESTERLINE TECHNOLOGIES CORP	COM	297425100	1,086	18,975	SH		Sole
EXELON CORP COM	COM	30161N101	1,341	31,490	SH		Sole
EXXON MOBIL CORP COM	COM	30231G102	2,848	46,090	SH		Sole
EZCORP INC CL A NON VTG	COM	302301106	796	39,713	SH		Sole
FRESENIUS MED CARE AG&CO KGA	SPONSORED ADR	358029106	961	15,562	SH		Sole
FRONTIER COMMUNICATIONS CORP.	COM	35906A108	2	199	SH		Sole
GENERAL DYNAMICS CORP COM	COM	369550108	11,272	179,459	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
GEO GROUP INC COM	COM	36159R103	1,102	47,196	SH		Sole
GILEAD SCIENCES INC COM	COM	375558103	4,340	121,866	SH		Sole
GRAINGER W W INC COM	COM	384802104	9,130	76,648	SH		Sole
GROUPE CGI INC CL A SUB VTG	CL A SUB VTG	39945C109	5,348	355,805	SH		Sole
GULF ISLAND FABRICATION INC COM	COM	402307102	1,206	66,241	SH		Sole
HALLIBURTON CO COM	COM	406216101	5,146	155,619	SH		Sole
HEWLETT PACKARD CO COM	COM	428236103	6,047	143,746	SH		Sole
HOLOGIC INC.	COM	436440101	154	9,632	SH		Sole
HONDA MOTOR LTD AMERN SHS	COM	438128308	3,867	108,665	SH		Sole
HSBC HLDGS PLC SPON ADR NEW	SPONSORED ADR	404280406	3,732	73,772	SH		Sole
HUNT J B TRANS SVCS INC COM	COM	445658107	2,814	81,083	SH		Sole
IBERIABANK CORP COM	COM	450828108	0	7	SH		Sole
ICICI BK LTD ADR	ADR	45104G104	2,082	41,764	SH		Sole
ILLINOIS TOOL WKS INC COM	COM	452308109	7,028	149,460	SH		Sole
INFORMATICA CORP COM	COM	45666Q102	4,804	125,070	SH		Sole
INFOSYS TECHNOLOGIES LTD	SPONSORED ADR	456788108	1,963	29,162	SH		Sole
INGERSOLL-RAND PLC SHS	COM	G47791101	5,496	153,918	SH		Sole
INTEL CORP COM	COM	458140100	4,281	222,967	SH		Sole
INTERNATIONAL BUSINESS MACHS	COM	459200101	28,758	214,386	SH		Sole
ISHARES INC MSCI AUSTRALIA	ETF	464286103	12,903	543,525	SH		Sole
ISHARES INC MSCI FRANCE	ETF	464286707	359	14,975	SH		Sole
ISHARES INC MSCI GERMAN	ETF	464286806	362	16,446	SH		Sole
ISHARES INC MSCI HONG KONG	ETF	464286871	13,123	723,413	SH		Sole
ISHARES INC MSCI JAPAN	ETF	464286848	901	91,189	SH		Sole
ISHARES INC MSCI MALAYSIA	ETF	464286830	6,199	451,129	SH		Sole
ISHARES INC MSCI NETHR INVES	ETF	464286814	180	8,857	SH		Sole
ISHARES INC MSCI SINGAPORE	ETF	464286673	6,586	498,196	SH		Sole
ISHARES INC MSCI SPAIN	ETF	464286764	180	4,427	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 INC MSCI SWEDEN	ETF	464286756	181	6,257	SH		Sole
ISHARES INC MSCI SWITZERLD	ETF	464286749	360	15,768	SH		Sole
ISHARES INC MSCI UTD KINGD	ETF	464286699	897	54,813	SH		Sole
ISHARES SILVER TRUST ISHARES	ETF	46428Q109	19,317	906,477	SH		Sole
ISHARES TR AGENCY BD FD	ETF	464288166	3,980	35,724	SH		Sole
ISHARES TR BARCLY USAGG B	ETF	464287226	60,871	560,252	SH		Sole
ISHARES TR BARCLYS 1-3 YR	ETF	464287457	19,074	226,074	SH		Sole
ISHARES TR BARCLYS 1-3YR CR	ETF	464288646	9,747	92,790	SH		Sole
ISHARES TR BARCLYS 20+ YR	ETF	464287432	6,771	64,173	SH		Sole
ISHARES TR BARCLYS 7-10 YR	ETF	464287440	29,127	294,184	SH		Sole
ISHARES TR BARCLYS CR BD	ETF	464288620	17,804	165,023	SH		Sole
ISHARES TR BARCLYS MBS BD	ETF	464288588	25,095	229,956	SH		Sole
ISHARES TR BARCLYS SH TREA	ETF	464288679	460	4,170	SH		Sole
ISHARES TR BARCLYS TIPS BD	ETF	464287176	12,078	110,749	SH		Sole
ISHARES TR DJ INTL SEL DIVD	ETF	464288448	673	21,172	SH		Sole
ISHARES TR DJ SEL DIV INX	ETF	464287168	682	14,565	SH		Sole
ISHARES TR DJ US BAS MATL	ETF	464287838	5,243	81,176	SH		Sole
ISHARES TR DJ US TECH SEC	ETF	464287721	7,028	121,489	SH		Sole
ISHARES TR DJ US TELECOMM	ETF	464287713	1,747	80,166	SH		Sole
ISHARES TR IBOXX INV CPBD	ETF	464287242	4,236	37,455	SH		Sole
ISHARES TR JPMORGAN USD	ETF	464288281	999	8,976	SH		Sole
ISHARES TR MSCI EAFE IDX	ETF	464287465	122,256	2,226,074	SH		Sole
ISHARES TR MSCI EMERG MKT	ETF	464287234	83,030	1,854,583	SH		Sole
ISHARES TR MSCI GRW IDX	ETF	464288885	17,225	303,849	SH		Sole
ISHARES TR MSCI VAL IDX	ETF	464288877	17,022	349,810	SH		Sole
ISHARES TR RUSL 2000 GROW	ETF	464287648	485	6,492	SH		Sole
ISHARES TR RUSL 2000 VALU	ETF	464287630	1,432	23,101	SH		Sole
ISHARES TR RUSL 3000 VALU	ETF	464287663	349	4,506	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 RUSSELL 1000	ETF	464287622	6,959	110,199	SH		Sole
ISHARES TR RUSSELL 2000	ETF	464287655	42,236	625,718	SH		Sole
ISHARES TR RUSSELL MCP GR	ETF	464287481	10,957	219,936	SH		Sole
ISHARES TR RUSSELL1000GRW	ETF	464287614	342	6,665	SH		Sole
ISHARES TR RUSSELL1000VAL	ETF	464287598	6,312	106,998	SH		Sole
ISHARES TR S&P 500 INDEX	ETF	464287200	5,769	50,389	SH		Sole
ISHARES TR S&P 500 VALUE	ETF	464287408	1,256	23,151	SH		Sole
ISHARES TR S&P CAL AMTFR MN	ETF	464288356	9	80	SH		Sole
ISHARES TR S&P GL UTILITI	ETF	464288711	11,622	257,584	SH		Sole
ISHARES TR S&P MIDCAP 400	ETF	464287507	3,027	37,798	SH		Sole
ISHARES TR S&P MIDCP VALU	ETF	464287705	755	10,615	SH		Sole
ISHARES TR S&P NA MULTIMD	ETF	464287531	164	5,527	SH		Sole

ISHARES TR S&P NTL AMTFREE	ETF	464288414	4,557	42,682	SH		Sole
ISHARES TR S&P SMLCP GROW	ETF	464287887	97	1,550	SH		Sole
ISHARES TR S&P SMLCP VALU	ETF	464287879	97	1,562	SH		Sole
ISHARES TR S&P500 GRW	ETF	464287309	7,033	118,453	SH		Sole
ISHARES TR SMLL CORE INDX	ETF	464288505	49	631	SH		Sole
ISHARES TR SMLL GRWTH IDX	ETF	464288604	97	1,345	SH		Sole
ISHARES TR SMLL VAL INDX	ETF	464288703	97	1,333	SH		Sole
ISHARES TR US PFD STK IDX	ETF	464288687	679	17,070	SH		Sole
ITAU UNIBANCO HLDG SA SPON	SPONSORED ADR	465562106	2,043	84,506	SH		Sole
ITT CORP NEW COM	COM	450911102	5,184	110,705	SH		Sole
JAKKS PAC INC COM	COM	47012E106	1,771	100,413	SH		Sole
JARDEN CORP COM	COM	471109108	1,055	33,891	SH		Sole
JOHNSON & JOHNSON COM	COM	478160104	8,007	129,227	SH		Sole
JPMORGAN CHASE & CO COM	COM	46625H100	9,600	252,245	SH		Sole
KEYCORP NEW COM	COM	493267108	1,312	164,776	SH		Sole
KNIGHT TRANSN INC COM	COM	499064103	865	44,749	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
KRAFT FOODS INC CL A	CL A	50075N104	10,542	341,611	SH		Sole
KUBOTA CORP ADR	ADR	501173207	853	18,525	SH		Sole
LEAR CORP COM NEW	COM	521865204	709	8,979	SH		Sole
LHC GROUP INC COM	COM	50187A107	749	32,292	SH		Sole
LINCOLN EDL SVCS CORP COM	COM	533535100	555	38,506	SH		Sole
LKQ CORP COM	COM	501889208	4,280	205,759	SH		Sole
LOEWS CORP COM	COM	540424108	5,118	135,033	SH		Sole
LOWES COS INC COM	COM	548661107	18,477	828,958	SH		Sole
M/I HOMES INC COM	COM	55305B101	785	75,673	SH		Sole
MADDEN STEVEN LTD COM	COM	556269108	1,844	44,903	SH		Sole
MAIDEN HOLDINGS LTD SHS	COM	G5753U112	1,042	136,971	SH		Sole
MAKITA CORP ADR NEW	ADR	560877300	978	30,633	SH		Sole
MARINEMAX INC COM	COM	567908108	80	11,359	SH		Sole
MARSHALL & ILSLEY CORP NEW COM	COM	571837103	1,084	154,026	SH		Sole
MASTERCARD INC CL A	CL A	57636Q104	6,787	30,301	SH		Sole
MBIA INC COM	COM	55262C100	176	17,560	SH		Sole
MCDONALDS CORP COM	COM	580135101	8,244	110,638	SH		Sole
MECHEL OAO SPONSORED ADR	ADR	583840103	1,702	68,344	SH		Sole
MERCK & CO INC NEW COM	COM	58933Y105	4,878	132,520	SH		Sole
METLIFE INC COM	COM	59156R108	4,242	110,337	SH		Sole
MICROSOFT CORP COM	COM	594918104	4,769	194,713	SH		Sole
NALCO HOLDING COMPANY COM	COM	62985Q101	7,370	292,335	SH		Sole
NATIONAL GRID PLC SPON ADR NEW	SPONSORED ADR	636274300	2,176	50,914	SH		Sole
NEWTEK BUSINESS SERVICES INC.	COM	652526104	202	146,141	SH		Sole
NEXTERA ENERGY INC COM	COM	65339F101	587	10,791	SH		Sole
NORTHERN TR CORP COM	COM	665859104	4,978	103,199	SH		Sole
NOVARTIS A G SPONSORED ADR	SPONSORED ADR	66987V109	2,085	36,149	SH		Sole
NOVO-NORDISK A S ADR	ADR	670100205	4,882	49,596	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
NRG ENERGY INC COM NEW	COM	629377508	222	10,648	SH		Sole
NTT DOCOMO INC SPONS ADR	ADR	62942M201	4,106	245,546	SH		Sole
OCEANEERING INTL INC COM	COM	675232102	1,119	20,780	SH		Sole
OLD REP INTL CORP COM	COM	680223104	1,376	99,335	SH		Sole
ORACLE CORP COM	COM	68389X105	8,175	304,469	SH		Sole
PARKER HANNIFIN CORP COM	COM	701094104	6,349	90,616	SH		Sole
PENN VA CORP COM	COM	707882106	727	45,328	SH		Sole
PETROLEO BRASILEIRO SA PETRO	SPONSORED ADR	71654V408	1,364	37,608	SH		Sole
PFIZER INC COM	COM	717081103	5,519	321,404	SH		Sole
PG&E CORP COM	COM	69331C108	2,612	57,513	SH		Sole
PHILIP MORRIS INTL INC COM	COM	718172109	7,984	142,522	SH		Sole
PLAINS EXPL& PRODTN CO COM	COM	726505100	5,480	205,467	SH		Sole
POSCO SPONSORED ADR	ADR	693483109	1,642	14,407	SH		Sole
POWERSHARES GLOBAL ETF TRUST	ETF	73936T474	6,264	254,750	SH		Sole
POWERSHARES QQQ TRUST UNIT	ETF	73935A104	186,471	3,800,103	SH		Sole
POWERSHS DB US DOLLAR INDEX DO	ETF	73936D107	214	9,354	SH		Sole
PPL CORP COM	COM	69351T106	1,895	69,574	SH		Sole
PRAXAIR INC COM	COM	74005P104	8,853	98,083	SH		Sole
PROCTER & GAMBLE CO COM	COM	742718109	16,979	283,124	SH		Sole
PUBLIC SVC ENTERPRISE GROUP	COM	744573106	409	12,363	SH		Sole
RALCORP HLDGS INC NEW COM	COM	751028101	4,460	76,269	SH		Sole
REGIONS FINANCIAL CORP NEW COM	COM	7591EP100	1,027	141,207	SH		Sole
RESMED INC COM	COM	761152107	1,835	55,925	SH		Sole
ROSETTA RESOURCES INC COM	COM	777779307	4,983	212,142	SH		Sole
ROVI CORP COM	COM	779376102	8,082	160,320	SH		Sole
ROYAL CARIBBEAN CRUISES LTD	COM	V7780T103	200	6,348	SH		Sole
SALESFORCE COM INC COM	COM	79466L302	4,723	42,244	SH		Sole
SANOFI AVENTIS SPONSORED ADR	ADR	80105N105	4,520	135,944	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
SEATTLE GENETICS INC COM	COM	812578102	1,124	72,394	SH		Sole
SELECT SECTOR SPDR TR SBI CONS	ETF	81369Y407	3,216	96,255	SH		Sole
SELECT SECTOR SPDR TR SBI CONS	ETF	81369Y308	3,504	125,670	SH		Sole
SELECT SECTOR SPDR TR SBI HEALT	ETF	81369Y209	4,763	156,229	SH		Sole
SELECT SECTOR SPDR TR SBI INT-EN	ETF	81369Y506	3,682	65,672	SH		Sole
SELECT SECTOR SPDR TR SBI INT-FIN	ETF	81369Y605	3,254	226,828	SH		Sole
SELECT SECTOR SPDR TR SBI INT-IN	ETF	81369Y704	5,500	175,834	SH		Sole
SELECT SECTOR SPDR TR SBI INT-UTI	ETF	81369Y886	2,338	74,506	SH		Sole
SELECT SECTOR SPDR TR SBI MATER	ETF	81369Y100	955	29,138	SH		Sole
SEMPRA ENERGY COM	COM	816851109	508	9,443	SH		Sole
SINGAPORE FD INC COM	COM	82929L109	0	14	SH		Sole
SMITHFIELD FOODS INC COM	COM	832248108	1,066	63,344	SH		Sole
SOCIEDAD QUIMICA MINERA DE C	SPONSORED ADR	833635105	2,240	46,430	SH		Sole

SOLERA HOLDINGS INC COM	COM	83421A104	8,433	190,973	SH			Sole
SOUTHERN CO COM	COM	842587107	685	18,397	SH			Sole
SPDR GOLD TRUST GOLD SHS	ETF	78463V107	27,678	216,385	SH			Sole
SPDR INDEX SHS FDS ASIA PACIF ETF	ETF	78463X301	1,973	23,771	SH			Sole
SPDR INDEX SHS FDS DJ INTL RL ETF	ETF	78463X863	2,232	57,981	SH			Sole
SPDR INDEX SHS FDS EMERG MKTS	ETF	78463X509	4,778	68,372	SH			Sole
SPDR INDEX SHS FDS INTL INDS ETF	ETF	78463X673	165	6,424	SH			Sole
SPDR INDEX SHS FDS S&P INTL SMLC	ETF	78463X871	2,320	83,050	SH			Sole
SPDR INDEX SHS FDS S&P WRLD EX	ETF	78463X889	11,934	494,366	SH			Sole
SPDR S&P 500 ETF TR TR UNIT	ETF	78462F103	215,930	1,891,961	SH			Sole
SPDR S&P MIDCAP 400 ETF TR UTSE	ETF	78467Y107	74,614	512,495	SH			Sole
SPDR SERIES TRUST BARC CAPTL	ETF	78464A474	1,649	54,185	SH			Sole
SPDR SERIES TRUST BARCL CAP TIPS	ETF	78464A656	891	16,507	SH			Sole
SPDR SERIES TRUST BRCLYS 1-3MT	ETF	78464A680	14,217	310,068	SH			Sole
SPDR SERIES TRUST BRCLYS AGG	ETF	78464A649	13,651	236,307	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
SPDR SERIES TRUST BRCLYS INTL	ETF	78464A516	754	12,577	SH		Sole
SPDR SERIES TRUST BRCLYS YLD	ETF	78464A417	9,659	241,419	SH		Sole
SPDR SERIES TRUST DB INT GVT ETF	ETF	78464A490	550	9,366	SH		Sole
SPDR SERIES TRUST DJ REIT ETF	ETF	78464A607	6,029	105,141	SH		Sole
SPDR SERIES TRUST DJ SML CAP ETF	ETF	78464A813	3,108	54,069	SH		Sole
SPDR SERIES TRUST DJ SML GRWTH	ETF	78464A201	97	1,042	SH		Sole
SPDR SERIES TRUST DJ SML VALUE	ETF	78464A300	98	1,593	SH		Sole
SPDR SERIES TRUST NUVN BR SHT	ETF	78464A425	6,830	280,852	SH		Sole
SPDR SERIES TRUST NUVN BRCLY	ETF	78464A458	9,011	382,626	SH		Sole
SPDR SERIES TRUST S&P DIVID ETF	ETF	78464A763	5,454	108,689	SH		Sole
SPDR SERIES TRUST SPDR KBW INS	ETF	78464A789	1,193	30,219	SH		Sole
STERICYCLE INC COM	COM	858912108	1,293	18,608	SH		Sole
STEWART INFORMATION SVCS COR	COM	860372101	95	8,356	SH		Sole
STRYKER CORP COM	COM	863667101	7,163	143,119	SH		Sole
SUNTRUST BKS INC COM	COM	867914103	132	5,102	SH		Sole
SXC HEALTH SOLUTIONS CORP COM	COM	78505P100	2,388	65,489	SH		Sole
SYMANTEC CORP COM	COM	871503108	4,506	297,835	SH		Sole
TALEO CORP CL A	CL A	87424N104	979	33,774	SH		Sole
TARGACEPT INC COM	COM	87611R306	1,047	46,856	SH		Sole
TARGET CORP COM	COM	87612E106	13,711	256,574	SH		Sole
TESSERA TECHNOLOGIES INC COM	COM	88164L100	817	44,157	SH		Sole
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	1,568	29,716	SH		Sole
THERMO FISHER SCIENTIFIC INC COM	COM	883556102	4,719	98,550	SH		Sole
TOTAL S A SPONSORED ADR	SPONSORED ADR	89151E109	4,617	89,480	SH		Sole
TOWER GROUP INC COM	COM	891777104	1,024	43,852	SH		Sole
TOYOTA MOTOR CORP SP ADR REP2	COM	892331307	4,718	65,919	SH		Sole
TREEHOUSE FOODS INC COM	COM	89469A104	4,944	107,250	SH		Sole
TRIUMPH GROUP INC NEW COM	COM	896818101	2,120	28,423	SH		Sole

COLUMN 1 NAME OF ISSUER	COLUMN 2 TITLE OF CLASS	COLUMN 3 CUSIP	COLUMN 4 VALUE (x$1000)	COLUMN 5 SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	COLUMN 6 INVESTMENT DISCRETION
TUPPERWARE BRANDS CORP COM	COM	899896104	7,106	155,295	SH		Sole
TUTOR PERINI CORP COM	COM	901109108	917	45,665	SH		Sole
TYCO ELECTRONICS LTD SWITZER	COM	H8912P106	6,321	216,317	SH		Sole
UBS AG SHS NEW	COM	H89231338	951	55,864	SH		Sole
UGI CORP NEW COM	COM	902681105	1,267	44,269	SH		Sole
UNILEVER N V N Y SHS NEW	ADR	904784709	1,430	47,855	SH		Sole
UNISOURCE ENERGY CORP COM	COM	909205106	987	29,529	SH		Sole
UNITED CONTINENTAL HOLDINGS INC.	COM	902549807	57	2,409	SH		Sole
UNITED TECHNOLOGIES CORP COM	COM	913017109	26,583	373,196	SH		Sole
USANA HEALTH SCIENCES INC COM	COM	90328M107	1,022	25,314	SH		Sole
VALE S A ADR	ADR	91912E105	1,820	58,188	SH		Sole
VANGUARD BD INDEX FD INC TOTAL	ETF	921937835	10,436	126,248	SH		Sole
VANGUARD INDEX FDS GROWTH ETF	ETF	922908736	18,789	341,777	SH		Sole
VANGUARD INDEX FDS LARGE CAP	ETF	922908637	2	29	SH		Sole
VANGUARD INDEX FDS SM CP VAL	ETF	922908611	4,526	75,820	SH		Sole
VANGUARD INDEX FDS SMALL CP ETF	ETF	922908751	195	3,067	SH		Sole
VANGUARD INDEX FDS SML CP GRW	ETF	922908595	7,584	113,552	SH		Sole
VANGUARD INDEX FDS VALUE ETF	ETF	922908744	28,029	575,537	SH		Sole
VANGUARD INTL EQUITY INDEX F EMR	ETF	922042858	11,929	262,410	SH		Sole
VANGUARD INTL EQUITY INDEX F EUR	ETF	922042874	12,691	260,488	SH		Sole
VANGUARD INTL EQUITY INDEX F	ETF	922042718	5,522	60,206	SH		Sole
VANGUARD INTL EQUITY INDEX F PAC	ETF	922042866	14,662	272,277	SH		Sole
VANGUARD TAX-MANAGED FD EURO	ETF	921943858	11,020	319,223	SH		Sole
VANGUARD WORLD FD MEGA CAP IND	ETF	921910873	1	15	SH		Sole
VERIZON COMMUNICATIONS INC.	COM	92343V104	27	832	SH		Sole
VIAD CORP COM NEW	COM	92552R406	601	31,096	SH		Sole
VISA INC COM CL A	CL A	92826C839	4,677	62,985	SH		Sole
VODAFONE GROUP PLC NEW SPONS	ADR	92857W209	9,939	400,615	SH		Sole

COLUMN 1 NAME OF ISSUER	COLUMN 2 TITLE OF CLASS	COLUMN 3 CUSIP	COLUMN 4 VALUE (x$1000)	COLUMN 5 SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	COLUMN 6 INVESTMENT DISCRETION
WAL MART STORES INC COM	COM	931142103	5,701	106,522	SH		Sole
WARNACO GROUP INC COM NEW	COM	934390402	2,983	58,348	SH		Sole
WATERS CORP COM	COM	941848103	8,283	117,024	SH		Sole
WESTPAC BKG CORP SPONSORED	SPONSORED ADR	961214301	3,406	30,327	SH		Sole
WILLIAMS COS INC DEL COM	COM	969457100	1,508	78,922	SH		Sole
WISDOMTREE TRUST INDIA ERNGS FD	ETF	97717W422	6,281	238,188	SH		Sole
XL GROUP PLC SHS ADDED	ADR	G98290102	1,499	69,189	SH		Sole
YAHOO INC COM	COM	984332106	5,109	360,559	SH		Sole
YANZHOU COAL MNG CO LTD SPON	SPONSORED ADR	984846105	1,942	79,689	SH		Sole