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GENWORTH FINANCIAL INC  
Form 13F-HR/A  
November 04, 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, 2008

Check here if Amendment [ X ]; Amendment Number: 1  
This Amendment (Check only one.): [X] 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 4, 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

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Report Summary:

Number of Other Included Managers: 1

Form 13F Information Table Entry Total: 373 lines

Form 13F Information Table Value Total: 1,469,273  
(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 NAME OF ISSUER	COLUMN 2 TITLE OF CLASS	COLUMN 3 CUSIP	COLUMN 4 VALUE (x\$1000)	COLUMN 5 SHRS OR PRN AMT	COLUMN 6 SH/ PUT/ CALL	INVESTMENT DISCRETION
3M CO COM	COM	88579Y101	19,189	333,487	SH	Sole
ABB LTD SPONSORED ADR	SPONSORED ADR	000375204	12,277	817,905	SH	Sole
ADAPTEC INC COM	COM	00651F108	4,564	1,383,156	SH	Sole
ADVANCE AUTO PARTS INC COM	COM	00751Y106	4	114	SH	Sole
ADVENT SOFTWARE INC COM	COM	007974108	1	65	SH	Sole
AES CORP COM	COM	00130H105	6,240	757,224	SH	Sole
AFLAC INC COM	COM	001055102	27,072	590,572	SH	Sole
AGILENT TECHNOLOGIES INC COM	COM	00846U101	2,350	150,343	SH	Sole
AIR PRODS & CHEMS INC COM	COM	009158106	5	100	SH	Sole
ALBEMARLE CORP COM	COM	012653101	1,646	73,817	SH	Sole
ALBERTO CULVER CO NEW COM	COM	013078100	178	7,279	SH	Sole
ALKERMES INC COM	COM	01642T108	1	50	SH	Sole
ALLEGHENY ENERGY INC COM	COM	017361106	3,392	100,163	SH	Sole
ALTRIA GROUP INC COM	COM	02209S103	1,621	107,642	SH	Sole
AMBAC FINL GROUP INC COM	COM	023139108	643	494,353	SH	Sole
AMERICA MOVIL SAB DE CV SPON ADR L	ADR	02364W105	1,637	52,835	SH	Sole
AMERICAN ELEC PWR INC COM	COM	025537101	5,383	161,734	SH	Sole
AMERICAN EXPRESS CO COM	COM	025816109	3,181	171,483	SH	Sole
AMERICAN INTL GROUP INC COM	COM	026874107	0	2	SH	Sole
AMERICAN WOODMARK CORP COM	COM	030506109	2,664	146,138	SH	Sole
ANADARKO PETE CORP COM	COM	032511107	2,007	52,055	SH	Sole
ANSYS INC COM	COM	03662Q105	2,674	95,871	SH	Sole
ARKANSAS BEST CORP DEL COM	COM	040790107	3,171	105,326	SH	Sole
ASSURED GUARANTY LTD COM	COM	G0585R106	152	13,320	SH	Sole

COLUMN 1

COLUMN 2

COLUMN 3 COLUMN 4

COLUMN 5

COLUMN 6

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR SH/ PRN AMT	PUT/ CALL	INVESTMENT DISCRETION
ASTRAZENECA PLC SPONSORED ADR	SPONSORED ADR	046353108	23,881	582,036 SH		Sole
AUTODESK INC COM	COM	052769106	2	85 SH		Sole
AUTOMATIC DATA PROCESSING IN COM	COM	053015103	11,921	303,028 SH		Sole
AXA SPONSORED ADR	SPONSORED ADR	054536107	12,869	572,733 SH		Sole
AXCELIS TECHNOLOGIES INC COM	COM	054540109	357	699,273 SH		Sole
BAKER HUGHES INC COM	COM	057224107	1	29 SH		Sole
BANCO BRADESCO S A SP ADR PFD NEW	SPONSORED ADR	059460303	1,437	145,544 SH		Sole
BANK OF NEW YORK MELLON CORP COM	COM	064058100	3,265	115,240 SH		Sole
BARD C R INC COM	COM	067383109	8,372	99,360 SH		Sole
BAXTER INTL INC COM	COM	071813109	10,605	197,885 SH		Sole
BECTON DICKINSON & CO COM	COM	075887109	19,118	279,537 SH		Sole
BHP BILLITON LTD SPONSORED ADR	ADR	088606108	12,138	282,938 SH		Sole
BIOGEN IDEC INC COM	COM	09062X103	4	75 SH		Sole
BIOTECH HOLDRS TR DEPOSTRY RCPTS	TR DEPOSTR	09067D201	6	33 SH		Sole
BJS WHOLESALE CLUB INC COM	COM	05548J106	3	73 SH		Sole
BLACKROCK MUNIHOLDINGS N Y I COM	COM	09255C106	0	6 SH		Sole
BLACKROCK MUNIYIELD CALIF IN COM	COM	09254N103	0	32 SH		Sole
BLDRS INDEX FDS TR DEV MK 100 ADR	ADR	09348R201	3,527	203,750 SH		Sole
BLDRS INDEX FDS TR EMER MK 50 ADR	ADR	09348R300	24	868 SH		Sole
BOWNE & CO INC COM	COM	103043105	1,305	221,970 SH		Sole
BP PLC SPONSORED ADR	ADR	055622104	5,865	125,474 SH		Sole
BRISTOL MYERS SQUIBB CO COM	COM	110122108	11,867	510,391 SH		Sole
BRITISH AMERN TOB PLC SPONSORED	SPONSORED ADR	110448107	11,863	223,373 SH		Sole
BURLINGTON NORTHN SANTA FE C COM	COM	12189T104	7,642	100,937 SH		Sole
CABLEVISION SYS CORP CL A NY CABLVS	COM	12686C109	2	97 SH		Sole
CELANESE CORP DEL COM SER A	COM	150870103	2	147 SH		Sole
CEPHALON INC COM	COM	156708109	250	3,248 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 SH/ PRN AMT	PUT/ CALL	INVESTMENT DISCRETION
CHARMING SHOPPES INC COM	COM	161133103	0	65 SH		Sole
CHATTEM INC COM	COM	162456107	4,198	58,686 SH		Sole
CHINA LIFE INS CO LTD SPON ADR REP H	SPONSORED ADR	16939P106	282	6,077 SH		Sole
CHINA MOBILE LIMITED SPONSORED ADR	ADR	16941M109	10,395	204,429 SH		Sole
CIMAREX ENERGY CO COM	COM	171798101	1	26 SH		Sole
CIRRUS LOGIC INC COM	COM	172755100	0	60 SH		Sole
CISCO SYS INC COM	COM	17275R102	8,550	524,554 SH		Sole
CMS ENERGY CORP COM	COM	125896100	3,775	373,411 SH		Sole
CNOOC LTD SPONSORED ADR	SPONSORED ADR	126132109	2,142	22,489 SH		Sole
COCA COLA FEMSA S A B DE C V SPON	ADR	191241108	373	8,570 SH		Sole
COGNIZANT TECHNOLOGY SOLUTIO CL A	CL A	192446102	2,539	140,609 SH		Sole
COLGATE PALMOLIVE CO COM	COM	194162103	21,097	307,812 SH		Sole
COMCAST CORP NEW CL A	CL A	20030N101	7,907	468,411 SH		Sole
COMCAST CORP NEW CL A SPL	SPL	20030N200	2,737	169,448 SH		Sole
COMERICA INC COM	COM	200340107	70	3,529 SH		Sole
COMPANHIA DE BEBIDAS DAS AME SPON	ADR	20441W203	198	4,460 SH		Sole
COMPANHIA VALE DO RIO DOCE	SPONSORED ADR	204412209	1,172	96,768 SH		Sole
COMPANIA CERVECERIAS UNIDAS	SPONSORED ADR	204429104	1,802	68,638 SH		Sole

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CONAGRA FOODS INC COM	COM	205887102	6,699	406,001	SH	Sole
CORE LABORATORIES N V COM	COM	N22717107	1,602	26,765	SH	Sole
CORNING INC COM	COM	219350105	2,125	223,030	SH	Sole
COVIDIEN LTD COM	COM	G2552X108	7,450	205,584	SH	Sole
CREDIT SUISSE GROUP SPONSORED ADR	ADR	225401108	2,081	73,634	SH	Sole
CREE INC COM	COM	225447101	1	70	SH	Sole
CTRIIP COM INTL LTD ADR	SPONSORED ADR	22943F100	1,225	51,477	SH	Sole
DELTA AIR LINES INC.	COM	247361702	131	11,466	SH	Sole
DENTSPLY INTL INC NEW COM	COM	249030107	8,118	287,461	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 AMT	SH/ PUT/ INVESTMENT DISCRETION	OTHER MANAG
DEVON ENERGY CORP NEW COM	COM	25179M103	2,984	45,405	SH	Sole 01
DIAMOND OFFSHORE DRILLING IN COM	COM	25271C102	3,274	55,541	SH	Sole 01
DICKS SPORTING GOODS INC COM	COM	253393102	975	69,120	SH	Sole 01
DISCOVERY COMMUNICATNS NEW COM	COM	25470F104	0	7	SH	Sole 01
DISCOVERY COMMUNICATNS NEW COM	COM	25470F302	0	7	SH	Sole 01
DOLBY LABORATORIES INC COM	COM	25659T107	2,585	78,902	SH	Sole 01
DOLLAR THRIFTY AUTOMOTIVE GP COM	COM	256743105	20	18,710	SH	Sole 01
DPL INC COM	COM	233293109	594	25,994	SH	Sole 01
DR REDDYS LABS LTD ADR	ADR	256135203	184	18,767	SH	Sole 01
DU PONT E I DE NEMOURS & CO COM	COM	263534109	4,793	189,465	SH	Sole 01
E M C CORP MASS COM	COM	268648102	2,260	215,824	SH	Sole 01
EAST WEST BANCORP INC COM	COM	27579R104	2,782	174,197	SH	Sole 01
EATON VANCE INS MUN BD FD COM	COM	27827X101	0	1	SH	Sole 01
EATON VANCE TX MNG BY WRT OP COM	COM	27828Y108	2,202	215,922	SH	Sole 01
EATON VANCE TXMGD GL BUYWR O COM	COM	27829C105	2,177	215,086	SH	Sole 01
EMERSON ELEC CO COM	COM	291011104	16,021	437,625	SH	Sole 01
ENTERGY CORP NEW COM	COM	29364G103	4,191	50,410	SH	Sole 01
ERICSSON L M TEL CO ADR B SEK 10	ADR	294821608	6,273	803,220	SH	Sole 01
EXELON CORP COM	COM	30161N101	4,967	89,313	SH	Sole 01
EXPEDITORS INTL WASH INC COM	COM	302130109	257	7,711	SH	Sole 01
EXPRESSJET HOLDINGS INC COM NEW	COM	30218U306	286	168,241	SH	Sole 01
EXXON MOBIL CORP COM	COM	30231G102	20,109	251,902	SH	Sole 01
FACTSET RESH SYS INC COM	COM	303075105	1,654	37,392	SH	Sole 01
FAIRPOINT COMMUNICATIONS	COM	305560104	0	15	SH	Sole 01
FASTENAL CO COM	COM	311900104	1,452	41,666	SH	Sole 01
FEDERAL HOME LN MTG CORP COM	COM	313400301	86	117,560	SH	Sole 01
FIFTH STREET FINANCE CORP	COM	31678A103	11,124	1,473,379	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 MANAG
FIRST SOLAR INC COM	COM	336433107	28	200	SH	Sole
FIRST TR EXCHANGE TRADED FD						

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UTILITIE	ETF	33734X184	23	1,757	SH	Sole
FIRSTENERGY CORP COM	COM	337932107	1,142	23,509	SH	Sole
FOREST LABS INC COM	COM	345838106	3	100	SH	Sole
FPL GROUP INC COM	COM	302571104	4	81	SH	Sole
FRESENIUS KABI PHARMACEUTHLD RIGHT	RIGHT	35802M115	0	2	SH	Sole
FRESENIUS MED CARE AG&CO KGA	SPONSORED ADR	358029106	2,270	48,106	SH	Sole
GENERAL DYNAMICS CORP COM	COM	369550108	15,897	276,031	SH	Sole
GENERAL ELECTRIC CO COM	COM	369604103	5,028	310,346	SH	Sole
GENERAL GROWTH PPTYS INC COM	COM	370021107	0	44	SH	Sole
GENERAL MLS INC COM	COM	370334104	10,232	168,431	SH	Sole
GENZYME CORP COM	COM	372917104	5	80	SH	Sole
GILEAD SCIENCES INC COM	COM	375558103	5	100	SH	Sole
GREAT PLAINS ENERGY INC COM	COM	391164100	147	7,593	SH	Sole
GREIF INC CL A	CL A	397624107	169	5,060	SH	Sole
GROUPE CGI INC CL A SUB VTG	CL A SUB VTG	39945C109	15,134	1,940,320	SH	Sole
GRUPO TELEVISA SA DE CV SP ADR REP	SPONSORED ADR	40049J206	1,149	76,934	SH	Sole
HALLIBURTON CO COM	COM	406216101	4,227	232,515	SH	Sole
HANSEN NAT CORP COM	COM	411310105	2,321	69,223	SH	Sole
HARRIS CORP DEL COM	COM	413875105	1,681	44,166	SH	Sole
HARSCO CORP COM	COM	415864107	1	47	SH	Sole
HEWLETT PACKARD CO COM	COM	428236103	6,117	168,571	SH	Sole
HOLOGIC INC.	COM	436440101	126	9,632	SH	Sole
ICICI BK LTD ADR	SPONSORED ADR	45104G104	1,195	62,057	SH	Sole
IHS INC CL A	CL A	451734107	11,580	309,447	SH	Sole
ILLINOIS TOOL WKS INC COM	COM	452308109	8,544	243,767	SH	Sole
IMMUCOR INC COM	COM	452526106	227	8,523	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 SH/ PRN AMT	PUT/ CALL DISCRETION
INFOSYS TECHNOLOGIES LTD	SPONSORED ADR	456788108	1,777	72,324 SH	Sole
ING GLOBAL EQTY DIV & PREM O COM	COM	45684E107	2,109	216,723 SH	Sole
ING GROEP N V SPONSORED ADR	SPONSORED ADR	456837103	6,895	621,165 SH	Sole
INGERSOLL-RAND COMPANY LTD CL A	CL A	G4776G101	2,313	133,337 SH	Sole
INTERNATIONAL BUSINESS MACHS COM	COM	459200101	6,693	79,532 SH	Sole
INTERNATIONAL FLAVORS&FRAGRA COM	COM	459506101	6,221	209,331 SH	Sole
ISHARES TR BARCLYS 10-20YR	ETF	464288653	9	70 SH	Sole
ISHARES TR BARCLYS 1-3 YR	ETF	464287457	25,715	303,749 SH	Sole
ISHARES TR BARCLYS 1-3YR CR	ETF	464288646	665	6,598 SH	Sole
ISHARES TR BARCLYS 20+ YR	ETF	464287432	714	5,983 SH	Sole
ISHARES TR BARCLYS 3-7 YR	ETF	464288661	16,524	142,989 SH	Sole
ISHARES TR BARCLYS 7-10 YR	ETF	464287440	647	6,568 SH	Sole
ISHARES TR BARCLYS CR BD	ETF	464288620	56	586 SH	Sole
ISHARES TR BARCLYS INTER CR	ETF	464288638	9,783	102,216 SH	Sole
ISHARES TR BARCLYS MBS BD	ETF	464288588	754	7,185 SH	Sole
ISHARES TR BARCLYS SH TREA	ETF	464288679	8,129	73,639 SH	Sole
ISHARES TR BARCLYS TIPS BD	ETF	464287176	6,723	67,749 SH	Sole
ISHARES TR BARCLYS US AGG B	ETF	464287226	109	1,047 SH	Sole
ISHARES TR DJ HEALTH CARE	ETF	464288828	2	49 SH	Sole
ISHARES TR DJ US INDEX FD	ETF	464287846	2,947	66,845 SH	Sole
ISHARES TR DJ US TECH SEC	ETF	464287721	25	698 SH	Sole
ISHARES TR DJ US TELECOMM	ETF	464287713	5	319 SH	Sole
ISHARES TR IBOXX INV CPBD	ETF	464287242	340	3,347 SH	Sole
ISHARES TR LRGE CORE INDX	ETF	464287127	1	17 SH	Sole

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ISHARES TR MSCI ACWI EX	ETF	464288240	3,073	100,030	SH	Sole
ISHARES TR MSCI ACWI INDX	ETF	464288257	9,283	286,324	SH	Sole
ISHARES TR MSCI EAFE IDX	ETF	464287465	4,835	107,788	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 AMT	SH/ PUT/ CALL	INVESTMENT DISCRETION	OTHER MANAG
ISHARES TR MSCI EMERG MKT	ETF	464287234	893	35,755	SH	Sole	01
ISHARES TR MSCI GRW IDX	ETF	464288885	9,546	210,039	SH	Sole	01
ISHARES TR MSCI SMALL CAP	ETF	464288273	4,501	175,052	SH	Sole	01
ISHARES TR MSCI VAL IDX	ETF	464288877	7,221	178,069	SH	Sole	01
ISHARES TR NYSE COMP INDX	ETF	464287143	14	263	SH	Sole	01
ISHARES TR RUSL 2000 VALU	ETF	464287630	20	414	SH	Sole	01
ISHARES TR RUSL 3000 VALU	ETF	464287663	353	5,455	SH	Sole	01
ISHARES TR RUSSELL 1000	ETF	464287622	12,450	254,759	SH	Sole	01
ISHARES TR RUSSELL 3000	ETF	464287689	3	65	SH	Sole	01
ISHARES TR RUSSELL MCP GR	ETF	464287481	6	188	SH	Sole	01
ISHARES TR RUSSELL MCP VL	ETF	464287473	11,331	398,408	SH	Sole	01
ISHARES TR RUSSELL MIDCAP	ETF	464287499	122	2,050	SH	Sole	01
ISHARES TR RUSSELL1000GRW	ETF	464287614	1,664	44,896	SH	Sole	01
ISHARES TR RUSSELL1000VAL	ETF	464287598	3,999	80,757	SH	Sole	01
ISHARES TR S&P 100 IDX FD	ETF	464287101	1,617	37,419	SH	Sole	01
ISHARES TR S&P 500 INDEX	ETF	464287200	119	1,322	SH	Sole	01
ISHARES TR S&P 500 VALUE	ETF	464287408	83	1,829	SH	Sole	01
ISHARES TR S&P DEV EX-US	ETF	464288422	1,090	46,029	SH	Sole	01
ISHARES TR S&P EURO PLUS	ETF	464287861	26	832	SH	Sole	01
ISHARES TR S&P GBL ENER	ETF	464287341	13,622	465,542	SH	Sole	01
ISHARES TR S&P GL UTILITI	ETF	464288711	22,800	485,929	SH	Sole	01
ISHARES TR S&P GLB100INDX	ETF	464287572	6,183	123,307	SH	Sole	01
ISHARES TR S&P LTN AM 40	ETF	464287390	12	475	SH	Sole	01
ISHARES TR S&P MIDCP VALU	ETF	464287705	5	98	SH	Sole	01
ISHARES TR S&P NATL MUN B	ETF	464288414	705	7,083	SH	Sole	01
ISHARES TR S&P SMLCP VALU	ETF	464287879	6	117	SH	Sole	01
ISHARES TR S&P500 GRW	ETF	464287309	68,203	1,517,980	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	M
ISHARES TR US PFD STK IDX	ETF	464288687	3,007	102,959	SH	Sole	
JABIL CIRCUIT INC COM	COM	466313103	1,440	213,338	SH	Sole	
JACK IN THE BOX INC COM	COM	466367109	2	73	SH	Sole	
JAKKS PAC INC COM	COM	47012E106	184	8,900	SH	Sole	
JARDEN CORP COM	COM	471109108	126	10,956	SH	Sole	
JOHNSON & JOHNSON COM	COM	478160104	12,781	213,617	SH	Sole	
JPMORGAN & CHASE & CO COM	COM	46625H100	5,689	180,438	SH	Sole	
KANSAS CITY SOUTHERN COM NEW	COM	485170302	1	51	SH	Sole	

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KB FINANCIAL GROUP INC SPONSORED	ADR	48241A105	1,376	52,527	SH	Sole
KELLOGG CO COM	COM	487836108	2	51	SH	Sole
KEYCORP NEW COM	COM	493267108	81	9,497	SH	Sole
KONINKLIJKE PHILIPS ELECTRS NY REG	NEW	500472303	10,923	549,744	SH	Sole
KRAFT FOODS INC CL A	CL A	50075N104	6,016	224,055	SH	Sole
K-SWISS INC CL A	CL A	482686102	2,494	218,734	SH	Sole
L-3 COMMUNICATIONS HLDGS INC COM	COM	502424104	3	45	SH	Sole
LEAR CORP COM	COM	521865105	186	131,596	SH	Sole
LIBERTY GLOBAL INC COM SER A	COM	530555101	0	2	SH	Sole
LIBERTY GLOBAL INC COM SER C	COM	530555309	0	2	SH	Sole
LIBERTY MEDIA CORP NEW CAP COM SER	COM	53071M302	0	53	SH	Sole
LIBERTY MEDIA CORP NEW ENT COM SER	COM	53071M500	2	124	SH	Sole
LIBERTY MEDIA CORP NEW INT COM SER	COM	53071M104	1	161	SH	Sole
LIFE TECHNOLOGIES CORP COM ADDED	COM	53217V109	2	74	SH	Sole
LKQ CORP COM	COM	501889208	1,114	95,554	SH	Sole
LORILLARD INC COM	COM	544147101	3	45	SH	Sole
LOWES COS INC COM	COM	548661107	22,043	1,024,307	SH	Sole
M/I HOMES INC COM	COM	55305B101	1,942	184,233	SH	Sole
MARINEMAX INC COM	COM	567908108	1,061	312,891	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/ PUT/ CALL	INVESTMENT DISCRETION
MARSHALL & ILSLEY CORP NEW COM	COM	571837103	108	7,908	SH	Sole
MBIA INC COM	COM	55262C100	1,111	272,984	SH	Sole
MCDONALDS CORP COM	COM	580135101	16,818	270,433	SH	Sole
MEMC ELECTR MATLS INC COM	COM	552715104	2,764	193,531	SH	Sole
MICROSOFT CORP COM	COM	594918104	6,149	316,309	SH	Sole
MIDCAP SPDR TR UNIT SER 1	UIT	595635103	588	6,057	SH	Sole
MITSUBISHI UFJ FINL GROUP IN SPONSOR	SPONSORED ADR	606822104	15,126	2,435,826	SH	Sole
NALCO HOLDING COMPANY COM	COM	62985Q101	6,658	576,957	SH	Sole
NATIONAL CITY CORP COM	COM	635405103	72	39,788	SH	Sole
NATIONAL GRID PLC SPON ADR NEW	SPONSORED ADR	636274300	17,282	342,493	SH	Sole
NATIONAL OILWELL VARCO INC COM	COM	637071101	0	13	SH	Sole
NEW YORK CMNTY BANCORP INC COM	COM	649445103	2	193	SH	Sole
NEWS CORP CL A	CL A	65248E104	3,059	336,555	SH	Sole
NEWTEK BUSINESS SERVICES INC.	COM	652526104	32	146,141	SH	Sole
NFJ DIVID INT & PREM STRTGY COM SHS	COM	65337H109	2,029	156,679	SH	Sole
NIKE INC CL B	CL B	654106103	12,515	245,400	SH	Sole
NOKIA CORP SPONSORED ADR	SPONSORED ADR	654902204	3,750	240,394	SH	Sole
NORTHEAST UTILS COM	COM	664397106	3	138	SH	Sole
NORTHERN TR CORP COM	COM	665859104	1,635	31,367	SH	Sole
NOVARTIS A G SPONSORED ADR	SPONSORED ADR	66987V109	29,001	582,825	SH	Sole
NOVO-NORDISK A S ADR	ADR	670100205	6,929	134,840	SH	Sole
NRG ENERGY INC COM NEW	COM	629377508	3,261	139,795	SH	Sole
NSTAR COM	COM	67019E107	3	69	SH	Sole
NTELOS HLDGS CORP COM	COM	67020Q107	5	189	SH	Sole
NTT DOCOMO INC SPONS ADR	ADR	62942M201	8,559	436,245	SH	Sole
NUVEEN EQTY PRM OPPORTUNITYF COM	COM	6706EM102	2,349	219,912	SH	Sole
NUVEEN INSD DIVID ADVANTAGE COM	COM	67071L106	1	125	SH	Sole

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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/ PUT/ CALL	INVESTMENT DISCRETION
O REILLY AUTOMOTIVE INC COM	COM	686091109	166	5,414	SH	Sole
OCEANEERING INTL INC COM	COM	675232102	109	3,735	SH	Sole
OLD REP INTL CORP COM	COM	680223104	3,072	257,728	SH	Sole
OMNICOM GROUP INC COM	COM	681919106	1	41	SH	Sole
OPEN JT STK CO-VIMPEL COMMUN	ADR	68370R109	634	88,492	SH	Sole
ORACLE CORP COM	COM	68389X105	18,158	1,024,140	SH	Sole
PACCAR INC COM	COM	693718108	4,676	163,488	SH	Sole
PALL CORP COM	COM	696429307	14,261	501,611	SH	Sole
PAR PHARMACEUTICAL COS INC COM	COM	69888P106	182	13,586	SH	Sole
PEPSICO INC COM	COM	713448108	18,397	335,894	SH	Sole
PETROLEO BRASILEIRO SA PETRO SPON	SPONSORED ADR	71654V408	5,316	217,079	SH	Sole
PG&E CORP COM	COM	69331C108	4,687	121,082	SH	Sole
PHARMACEUTICAL PROD DEV INC COM	COM	717124101	3,041	104,839	SH	Sole
PHILIP MORRIS INTL INC COM	COM	718172109	12,506	287,428	SH	Sole
POPULAR INC COM	COM	733174106	1,580	306,151	SH	Sole
POSCO SPONSORED ADR	ADR	693483109	2,090	27,771	SH	Sole
POTASH CORP SASK INC COM	COM	73755L107	22	300	SH	Sole
POWERSHARES DB G10 CURCY HAR COM	ETF	73935Y102	345	17,762	SH	Sole
POWERSHARES ETF TRUST DYNM LRG CP	ETF	73935X609	1,280	118,926	SH	Sole
POWERSHARES ETF TRUST ZACKS MC	ETF	73935X740	497	56,268	SH	Sole
POWERSHARES GLOBAL ETF TRUST AGG	ETF	73936T565	73	5,854	SH	Sole
POWERSHARES GLOBAL ETF TRUST DEV	ETF	73936T805	3,379	289,625	SH	Sole
POWERSHARES GLOBAL ETF TRUST DEV	ETF	73936T789	3,197	112,501	SH	Sole
POWERSHARES GLOBAL ETF TRUST EMER	ETF	73936T763	51	3,696	SH	Sole
POWERSHARES GLOBAL ETF TRUST	ETF	73936T474	1,890	89,234	SH	Sole
POWERSHS DB MULTI SECT COMM DB	ETF	73936B101	450	22,422	SH	Sole
PPL CORP COM	COM	69351T106	3,551	115,706	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/ PUT/ CALL	INVESTMENT DISCRETION
PRAXAIR INC COM	COM	74005P104	9,628	162,197	SH	Sole
PROCTER & GAMBLE CO COM	COM	742718109	38,548	623,551	SH	Sole
PROSHARES TR PSHS CONSMR SVCS	SVCS	74347R636	18,648	219,959	SH	Sole
PROSHARES TR PSHS ULTRA FINL	PRO	74347R743	6	1,000	SH	Sole
PUBLIC SVC ENTERPRISE GROUP COM	COM	744573106	858	29,400	SH	Sole
QUEST DIAGNOSTICS INC COM	COM	74834L100	248	4,784	SH	Sole
RESEARCH IN MOTION LTD COM	COM	760975102	2,997	73,844	SH	Sole
ROPER INDS INC NEW COM	COM	776696106	2,919	67,250	SH	Sole
ROYAL CARIBBEAN CRUISES LTD COM	COM	V7780T103	90	6,525	SH	Sole
RYDEX ETF TRUST S&P 500 EQ TRD	ETF	78355W106	2,079	74,787	SH	Sole
SANDISK CORP COM	COM	80004C101	1	55	SH	Sole
SARA LEE CORP COM	COM	803111103	2,595	265,088	SH	Sole
SATYAM COMPUTER SERVICES LTD ADR	ADR	804098101	72	8,008	SH	Sole
SCHEIN HENRY INC COM	COM	806407102	2,466	67,210	SH	Sole



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SCHERING PLOUGH CORP COM	COM	806605101	1,080	63,434	SH	Sole
SCHLUMBERGER LTD COM	COM	806857108	6	134	SH	Sole
SEAGATE TECHNOLOGY SHS	COM	G7945J104	0	77	SH	Sole
SELECT SECTOR SPDR TR SBI CONS	ETF	81369Y407	13	609	SH	Sole
SELECT SECTOR SPDR TR SBI CONS	ETF	81369Y308	25	1,059	SH	Sole
SELECT SECTOR SPDR TR SBI HEALTHC	ETF	81369Y209	27	1,008	SH	Sole
SELECT SECTOR SPDR TR SBI INT-ENER	ETF	81369Y506	24	501	SH	Sole
SELECT SECTOR SPDR TR SBI INT-FINL	ETF	81369Y605	24	1,931	SH	Sole
SELECT SECTOR SPDR TR SBI INT-INDS	ETF	81369Y704	16	704	SH	Sole
SELECT SECTOR SPDR TR SBI INT-UTILS	COM	81369Y886	1,760	60,617	SH	Sole
SELECT SECTOR SPDR TR SBI MATERIALS	ETF	81369Y100	5	232	SH	Sole
SEMPRA ENERGY COM	COM	816851109	1,186	27,816	SH	Sole
SINGAPORE FD INC COM	COM	82929L109	0	34	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 SH/ PRN AMT	PUT/ CALL	INVESTMENT DISCRETION
SMITHFIELD FOODS INC COM	COM	832248108	206	14,670	SH	Sole
SNAP ON INC COM	COM	833034101	2	40	SH	Sole
SONIC CORP COM	COM	835451105	943	77,492	SH	Sole
SPDR INDEX SHS FDS DJWS INTL REAL	ETF	78463X863	2,612	96,472	SH	Sole
SPDR INDEX SHS FDS EMERG MKTS ETF	ETF	78463X509	217	5,776	SH	Sole
SPDR INDEX SHS FDS MSCI ACWI EXUS	MSCI ACWI EXUS	78463X848	3,567	152,964	SH	Sole
SPDR INDEX SHS FDS S&P INTL SMLCP	ETF	78463X871	3,461	185,855	SH	Sole
SPDR INDEX SHS FDS S&P WRLD EX US	ETF	78463X889	245	13,061	SH	Sole
SPDR SERIES TRUST BARCL CAP TIPS	ETF	78464A656	64	1,363	SH	Sole
SPDR SERIES TRUST DB INT GVT ETF	ETF	78464A490	66	1,376	SH	Sole
SPDR SERIES TRUST DJ WLSH REIT ETF	ETF	78464A607	1,016	25,064	SH	Sole
SPDR SERIES TRUST DJWS LARGE CAP	ETF	78464A854	3,286	79,051	SH	Sole
SPDR SERIES TRUST DJWS LGCAP GRW	ETF	78464A409	0	3	SH	Sole
SPDR SERIES TRUST DJWS SMALL CAP	ETF	78464A813	1,946	51,540	SH	Sole
SPDR SERIES TRUST LEH AGGR BOND	ETF	78464A649	305	5,479	SH	Sole
SPDR SERIES TRUST LEH MUN BD ETF	ETF	78464A458	1,303	60,852	SH	Sole
SPDR SERIES TRUST LEHMAN YLD ETF	ETF	78464A417	563	17,370	SH	Sole
SPDR SERIES TRUST LEHMN INTL ETF	ETF	78464A516	342	6,283	SH	Sole
SPDR SERIES TRUST SHRT TERM MUNI	ETF	78464A425	358	15,212	SH	Sole
SPDR SERIES TRUST SPDR SR TR	ETF	78464A680	22,767	497,204	SH	Sole
SPDR TR UNIT SER 1	ETF	78462F103	745	8,261	SH	Sole
ST MARY LD & EXPL CO COM	COM	792228108	1	31	SH	Sole
STANDARD PAC CORP NEW COM	COM	85375C101	1,208	678,587	SH	Sole
STAPLES INC COM	COM	855030102	2,929	163,430	SH	Sole
STATE STR CORP COM	COM	857477103	11,087	281,906	SH	Sole
STEWART INFORMATION SVCS COR COM	COM	860372101	2,769	117,881	SH	Sole
SVB FINL GROUP COM	COM	78486Q101	108	4,107	SH	Sole

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

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SYMANTEC CORP COM	COM	871503108	7,176	530,789	SH	Sole
SYNGENTA AG SPONSORED ADR	ADR	87160A100	17,172	438,720	SH	Sole
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	2,736	346,389	SH	Sole
TARGET CORP COM	COM	87612E106	14,685	425,278	SH	Sole
TENARIS S A SPONSORED ADR	ADR	88031M109	97	4,640	SH	Sole
TERRA INDS INC COM	COM	880915103	0	26	SH	Sole
TEVA PHARMACEUTICAL INDS LTD ADR	ADR	881624209	2,776	65,202	SH	Sole
TORCHMARK CORP COM	COM	891027104	2	37	SH	Sole
TOTAL S A SPONSORED ADR	SPONSORED ADR	89151E109	21,921	396,394	SH	Sole
TOYOTA MOTOR CORP SP ADR REP2COM	SPONSORED ADR	892331307	9,528	145,596	SH	Sole
TRACTOR SUPPLY CO COM	COM	892356106	129	3,574	SH	Sole
TYCO ELECTRONICS LTD COM NEW	NEW	G9144P105	4,393	271,023	SH	Sole
TYCO INTL LTD BERMUDA SHS	SHS	G9143X208	4,394	203,430	SH	Sole
UAL CORP.	COM	902549807	27	2,409	SH	Sole
UBS AG SHS NEW	NEW	H89231338	4,013	280,617	SH	Sole
UNITED TECHNOLOGIES CORP COM	COM	913017109	12,895	240,584	SH	Sole
UNITEDHEALTH GROUP INC COM	COM	91324P102	4	165	SH	Sole
UNUM GROUP COM	COM	91529Y106	4	213	SH	Sole
VANGUARD BD INDEX FD INC SHORT TRM	ETF	921937827	10,510	130,477	SH	Sole
VANGUARD INDEX FDS GROWTH ETF	ETF	922908736	2,079	52,629	SH	Sole
VANGUARD INDEX FDS LARGE CAP ETF	ETF	922908637	6,193	151,972	SH	Sole
VANGUARD INDEX FDS MCAP VL IDXVIP	ETF	922908512	9	287	SH	Sole
VANGUARD INDEX FDS SM CP VAL ETF	ETF	922908611	550	12,968	SH	Sole
VANGUARD INDEX FDS SMALL CP ETF	ETF	922908751	247	5,818	SH	Sole
VANGUARD INDEX FDS SML CP GRW ETF	ETF	922908595	551	13,094	SH	Sole
VANGUARD INDEX FDS VALUE ETF	ETF	922908744	5,750	139,687	SH	Sole
VANGUARD INTL EQUITY INDEX F ALLWR	INDEX	922042775	3,173	98,172	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 SH/ PUT/ PRN AMT	INVESTMENT DISCRETION
VANGUARD INTL EQUITY INDEX F EMR	ETF	922042858	2,349	99,657 SH	Sole
VANGUARD INTL EQUITY INDEX F EURPE	ETF	922042874	2,649	69,066 SH	Sole
VANGUARD INTL EQUITY INDEX F PACIFIC	ETF	922042866	1,155	26,351 SH	Sole
VANGUARD TAX-MANAGED FD EUROPE	ETF	921943858	8,028	292,237 SH	Sole
VANGUARD WORLD FD MEGA CAP INDEX	INDEX	921910873	3,013	95,625 SH	Sole
VANGUARD WORLD FD MEGA GRWTH IND	ETF	921910816	2,082	66,072 SH	Sole
VANGUARD WORLD FDS UTILITIES ETF	ETF	92204A876	38	615 SH	Sole
VARIAN MED SYS INC COM	COM	92220P105	0	3 SH	Sole
VCA ANTECH INC COM	COM	918194101	1,796	90,330 SH	Sole
VEOLIA ENVIRONNEMENT SPONSORED	SPONSORED ADR	92334N103	3,359	105,935 SH	Sole
VERIZON COMMUNICATIONS INC.	COM	92343V104	28	832 SH	Sole
VODAFONE GROUP PLC NEW SPONS	ADR	92857W209	12,667	619,695 SH	Sole
WAL MART STORES INC COM	COM	931142103	10,143	180,927 SH	Sole
WALGREEN CO COM	COM	931422109	8,880	359,949 SH	Sole
WALTER INDS INC COM	COM	93317Q105	1	35 SH	Sole
WASHINGTON FED INC COM	COM	938824109	2	132 SH	Sole
WATERS CORP COM	COM	941848103	4,777	130,350 SH	Sole
WEATHERFORD INTERNATIONAL LT COM	COM	G95089101	3	280 SH	Sole
WILLIAMS COS INC DEL COM	COM	969457100	1,230	84,923 SH	Sole
WIMM BILL DANN FOODS OJSC SPONSOR	ADR	97263M109	673	25,597 SH	Sole
WISDOMTREE TRUST INTL DV TOP100	ETF	97717W786	3,350	97,925 SH	Sole

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WISDOMTREE TRUST INTL UTILITIES	UTILITIES	97717W653	2,436	103,981	SH	Sole
WISDOMTREE TRUST LARGECAP DIVID	ETF	97717W307	0	7	SH	Sole
WYETH COM	COM	983024100	3,685	98,228	SH	Sole
XL CAP LTD CL A	CL A	G98255105	85	22,864	SH	Sole