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GENWORTH FINANCIAL INC
Form 13F-HR
February 08, 2011

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, 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 February 8, 2011

[Signature] [City, State] [Date]

Report Type (Check only one.):

☒ 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

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FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 1

Form 13F Information Table Entry Total: 343 lines

Form 13F Information Table Value Total: 2,440,049
(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/ PUT/ INVEST DISCRE
3M CO COM	COM	88579Y101	17,648	204,501 SH	So
ABB LTD SPONSORED ADR	SPONSORED ADR	000375204	3,780	168,383 SH	So
ABBOTT LABS COM	COM	002824100	11,351	236,928 SH	So
ABERCROMBIE & FITCH CO CL A	CL A	002896207	5,005	86,850 SH	So
AES CORP COM	COM	00130H105	7,188	590,139 SH	So
AFFILIATED MANAGERS GROUP COM	COM	008252108	6,669	67,212 SH	So
AIR PRODS & CHEMS INC COM	COM	009158106	5,903	64,907 SH	So
ALBEMARLE CORP COM	COM	012653101	6,014	107,816 SH	So
ALEXANDER & BALDWIN INC COM	COM	014482103	1,222	30,527 SH	So
ALLEGHENY ENERGY INC COM	COM	017361106	467	19,256 SH	So
ALTERA CORP COM	COM	021441100	1,796	50,480 SH	So
AMEDISYS INC COM	COM	023436108	1,044	31,173 SH	So
AMERICA MOVIL SAB DE CV SPON ADR L	ADR	02364W105	1,968	34,321 SH	So
AMERICAN ELEC PWR INC COM	COM	025537101	2,181	60,623 SH	So
AMERICAN EXPRESS CO COM	COM	025816109	0	2 SH	So
AMERICAN MED SYS HLDGS INC COM	COM	02744M108	948	50,250 SH	So
ANHEUSER BUSCH INBEV SA/NV SPON	SPONSORED ADR	03524A108	3,889	68,113 SH	So
APPLE INC COM	COM	037833100	2,953	9,156 SH	So
ARKANSAS BEST CORP DEL COM	COM	040790107	1,187	43,296 SH	So
ASML HOLDING N V NY REG SHS	COM	N07059186	4,020	104,859 SH	So
ASSOCIATED BANC CORP COM	COM	045487105	1,341	88,539 SH	So
ASSURED GUARANTY LTD COM	COM	G0585R106	1,106	62,490 SH	So
AUTOLIV INC COM	COM	052800109	5,040	63,844 SH	So
AUTOMATIC DATA PROCESSING IN COM	COM	053015103	4,658	100,645 SH	So
BAIDU INC SPON ADR REP A	ADR	056752108	2,976	30,829 SH	So

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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/ PRN CALL
-----	-----	-----	-----	-----	-----
BANCO SANTANDER SA ADR	ADR	05964H105	3,748	351,957	SH
BARCLAYS BK PLC 10 YR TREAS BEAR	ETF	06740L451	16,891	323,774	SH
BARCLAYS PLC ADR	ADR	06738E204	3,392	205,345	SH
BAXTER INTL INC COM	COM	071813109	10,326	203,990	SH
BCE INC.	COM	05534B760	4,497	126,000	SH
BE AEROSPACE INC COM	COM	073302101	4,425	119,508	SH
BECTON DICKINSON & CO COM	COM	075887109	3,831	45,332	SH
BHP BILLITON LTD SPONSORED ADR	ADR	088606108	4,155	44,718	SH
BIO RAD LABS INC CL A	CL A	090572207	4,106	39,533	SH
BLOUNT INTL INC NEW COM	COM	095180105	1,854	117,621	SH
BOK FINL CORP COM NEW	COM	05561Q201	6,486	121,467	SH
BRISTOW GROUP INC COM	COM	110394103	356	7,525	SH
BRITISH AMERN TOB PLC SPONSORED	SPONSORED ADR	110448107	4,027	51,826	SH
BROOKFIELD ASSET MANAGEMENT INC.	COM	112585104	3,789	113,100	SH
BUCYRUS INTL INC NEW COM	COM	118759109	1,346	15,058	SH
CACI INTL INC CL A	CL A	127190304	969	18,152	SH
CANADIAN NATIONAL RAILWAY COMPANY	COM	136375102	2,923	43,700	SH
CANADIAN PACIFIC RAILWAY LTD	COM	13645T100	1,141	17,500	SH
CAPSTEAD MTG CORP COM NO PAR	COM	14067E506	872	69,271	SH
CARDINAL HEALTH INC COM	COM	14149Y108	1,340	34,979	SH
CATERPILLAR INC DEL COM	COM	149123101	5,697	60,824	SH
CENOVUS ENERGY INC.	COM	15135U109	2,927	87,500	SH
CENTURY ALUM CO COM	COM	156431108	910	58,580	SH
CERNER CORP COM	COM	156782104	6,325	66,760	SH
CHESAPEAKE ENERGY CORP COM	COM	165167107	4,947	190,931	SH
CHICOS FAS INC COM	COM	168615102	794	65,989	SH
CHINA LIFE INS CO LTD SPON ADR REP H	SPONSORED ADR	16939P106	1,374	22,459	SH
CISCO SYS INC COM	COM	17275R102	3,600	177,937	SH

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/ PRN CALL
-----	-----	-----	-----	-----	-----
CMS ENERGY CORP COM	COM	125896100	3,331	179,084	SH
COCA COLA CO COM	COM	191216100	5,139	78,130	SH
COGNIZANT TECHNOLOGY SOLUTIO CL A	CL A	192446102	2,286	31,189	SH
COINSTAR INC COM	COM	19259P300	1,676	29,694	SH
COLGATE PALMOLIVE CO COM	COM	194162103	6,559	81,615	SH
COMERICA INC COM	COM	200340107	1,308	30,974	SH
COMTECH TELECOMMUNICATIONS C COM	COM	205826209	782	28,178	SH
CONSTELLATION ENERGY GROUP I COM	COM	210371100	699	22,828	SH
COOPER COS INC COM NEW	COM	216648402	1,443	25,605	SH
CORNING INC COM	COM	219350105	11,789	610,171	SH
COVIDIEN PLC SHS	COM	G2554F105	4,937	108,134	SH

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CTRIP COM INTL LTD AMERICAN DEP SHS	SPONSORED ADR	22943F100	1,860	45,973	SH	So
DANAHER CORP DEL COM	COM	235851102	8,632	182,989	SH	So
DARDEN RESTAURANTS INC COM	COM	237194105	1,938	41,723	SH	So
DECKERS OUTDOOR CORP COM	COM	243537107	1,711	21,455	SH	So
DEL MONTE FOODS CO COM	COM	24522P103	791	42,069	SH	So
DELTA AIR LINES INC.	COM	247361702	169	13,451	SH	So
DEVON ENERGY CORP NEW COM	COM	25179M103	7,270	92,605	SH	So
DISCOVER FINL SVCS COM	COM	254709108	1,553	83,818	SH	So
DOLBY LABORATORIES INC COM	COM	25659T107	3,182	47,710	SH	So
DOLLAR TREE INC COM	COM	256746108	1,925	34,320	SH	So
DTE ENERGY CO COM	COM	233331107	1,018	22,463	SH	So
DU PONT E I DE NEMOURS & CO COM	COM	263534109	3,026	60,665	SH	So
E M C CORP MASS COM	COM	268648102	5,938	259,320	SH	So
EAST WEST BANCORP INC COM	COM	27579R104	1,238	63,312	SH	So
EBAY INC COM	COM	278642103	7,597	272,980	SH	So
EMERSON ELEC CO COM	COM	291011104	4,937	86,354	SH	So
EMULEX CORP COM NEW	COM	292475209	597	51,239	SH	So

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	INVEST DISCRE
ENBRIDGE INC.	COM	29250N105	4,632	81,600	SH	So
ENCANA CORP.	COM	292505104	2,327	79,400	SH	So
ENTERGY CORP NEW COM	COM	29364G103	1,860	26,263	SH	So
ESTERLINE TECHNOLOGIES CORP COM	COM	297425100	1,207	17,600	SH	So
EXELON CORP COM	COM	30161N101	1,171	28,133	SH	So
EXXON MOBIL CORP COM	COM	30231G102	3,211	43,918	SH	So
EZCORP INC CL A NON VTG	COM	302301106	1,000	36,851	SH	So
FRESENIUS MED CARE AG&CO KGA SPON	SPONSORED ADR	358029106	810	14,039	SH	So
FRONTIER COMMUNICATIONS CORP.	COM	35906A108	2	199	SH	So
GENERAL DYNAMICS CORP COM	COM	369550108	8,566	120,713	SH	So
GENTEX CORP COM	COM	371901109	2,042	69,071	SH	So
GEO GROUP INC COM	COM	36159R103	1,080	43,788	SH	So
GILEAD SCIENCES INC COM	COM	375558103	3,615	99,747	SH	So
GRAINGER W W INC COM	COM	384802104	5,955	43,115	SH	So
GROUPE CGI INC CL A SUB VTG	CL A SUB VTG	39945C109	5,645	327,068	SH	So
GULF ISLAND FABRICATION INC COM	COM	402307102	1,733	61,510	SH	So
HALLIBURTON CO COM	COM	406216101	5,995	146,828	SH	So
HEWLETT PACKARD CO COM	COM	428236103	3,322	78,902	SH	So
HMS HLDGS CORP COM	COM	40425J101	2,405	37,137	SH	So
HOLOGIC INC.	COM	436440101	181	9,632	SH	So
HONDA MOTOR LTD AMERN SHS	COM	438128308	3,950	100,012	SH	So
HSBC HLDGS PLC SPON ADR NEW	SPONSORED ADR	404280406	3,466	67,909	SH	So
ICICI BK LTD ADR	ADR	45104G104	2,000	39,504	SH	So
ILLINOIS TOOL WKS INC COM	COM	452308109	4,454	83,406	SH	So
INFORMATICA CORP COM	COM	45666Q102	2,571	58,387	SH	So
INFOSYS TECHNOLOGIES LTD SPONS	SPONSORED ADR	456788108	2,098	27,577	SH	So
INTEL CORP COM	COM	458140100	4,253	202,239	SH	So
INTERNATIONAL BUSINESS MACHS COM	COM	459200101	19,097	130,121	SH	So

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ INVEST DISCRE
-----	-----	-----	-----	-----	-----
ISHARES INC MSCI AUSTRALIA	ETF	464286103	2,659	104,526 SH	So
ISHARES INC MSCI FRANCE	ETF	464286707	426	17,429 SH	So
ISHARES INC MSCI GERMANY	ETF	464286806	427	17,818 SH	So
ISHARES INC MSCI HONG KONG	ETF	464286871	315	16,666 SH	So
ISHARES INC MSCI JAPAN	ETF	464286848	1,063	97,408 SH	So
ISHARES INC MSCI NETHR INVES	ETF	464286814	215	10,176 SH	So
ISHARES INC MSCI SINGAPORE	ETF	464286673	319	23,051 SH	So
ISHARES INC MSCI SPAIN	ETF	464286764	214	5,827 SH	So
ISHARES INC MSCI SWEDEN	ETF	464286756	213	6,831 SH	So
ISHARES INC MSCI SWITZERLD	ETF	464286749	426	16,996 SH	So
ISHARES INC MSCI UTD KINGD	ETF	464286699	1,069	61,560 SH	So
ISHARES TR AGENCY BD FD	ETF	464288166	4,855	44,328 SH	So
ISHARES TR BARCLY USAGG B	ETF	464287226	51,196	484,122 SH	So
ISHARES TR BARCLYS 1-3 YR	ETF	464287457	20,769	247,314 SH	So
ISHARES TR BARCLYS 1-3YR CR	ETF	464288646	10,336	99,117 SH	So
ISHARES TR BARCLYS 20+ YR	ETF	464287432	7,188	76,368 SH	So
ISHARES TR BARCLYS 3-7 YR	ETF	464288661	7,389	64,448 SH	So
ISHARES TR BARCLYS 7-10 YR	ETF	464287440	15,685	167,186 SH	So
ISHARES TR BARCLYS CR BD	ETF	464288620	18,840	180,923 SH	So
ISHARES TR BARCLYS MBS BD	ETF	464288588	21,182	200,626 SH	So
ISHARES TR BARCLYS SH TREA	ETF	464288679	493	4,470 SH	So
ISHARES TR BARCLYS TIPS BD	ETF	464287176	12,975	120,675 SH	So
ISHARES TR DJ INTL SEL DIVD	ETF	464288448	687	20,417 SH	So
ISHARES TR DJ SEL DIV INX	ETF	464287168	699	14,026 SH	So
ISHARES TR DJ US INDEX FD	ETF	464287846	2	26 SH	So
ISHARES TR DJ US TECH SEC	ETF	464287721	11,175	173,580 SH	So
ISHARES TR DJ US TELECOMM	ETF	464287713	1,675	71,655 SH	So
ISHARES TR IBOXX INV CPBD	ETF	464287242	4,183	38,570 SH	So

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ INVEST DISCRE
-----	-----	-----	-----	-----	-----
ISHARES TR JPMORGAN USD	ETF	464288281	1,125	10,506 SH	So
ISHARES TR MSCI ACWI INDX	ETF	464288257	1,007	21,521 SH	So
ISHARES TR MSCI EAFE IDX	ETF	464287465	19,335	332,107 SH	So
ISHARES TR MSCI EMERG MKT	ETF	464287234	47,813	1,003,598 SH	So
ISHARES TR MSCI GRW IDX	ETF	464288885	17,696	289,740 SH	So
ISHARES TR MSCI SMALL CAP	ETF	464288273	152	3,595 SH	So
ISHARES TR MSCI VAL IDX	ETF	464288877	16,722	329,367 SH	So
ISHARES TR RUSL 2000 GROW	ETF	464287648	2,083	23,824 SH	So
ISHARES TR RUSL 2000 VALU	ETF	464287630	2,085	29,332 SH	So
ISHARES TR RUSL 3000 VALU	ETF	464287663	348	4,084 SH	So
ISHARES TR RUSSELL 1000	ETF	464287622	7,161	102,511 SH	So
ISHARES TR RUSSELL 2000	ETF	464287655	193,786	2,476,815 SH	So

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ISHARES TR RUSSELL MCP GR	ETF	464287481	11,692	206,541	SH	So
ISHARES TR RUSSELL1000GRW	ETF	464287614	307	5,359	SH	So
ISHARES TR RUSSELL1000VAL	ETF	464287598	6,659	102,653	SH	So
ISHARES TR S&P 500 INDEX	ETF	464287200	10,834	85,812	SH	So
ISHARES TR S&P 500 VALUE	ETF	464287408	1,429	23,980	SH	So
ISHARES TR S&P CAL AMTFR MN	ETF	464288356	8	80	SH	So
ISHARES TR S&P GL UTILITI	ETF	464288711	10,877	241,279	SH	So
ISHARES TR S&P GLB MTRLS	ETF	464288695	2,274	31,039	SH	So
ISHARES TR S&P LTN AM 40	ETF	464287390	2,394	44,444	SH	So
ISHARES TR S&P MC 400 GRW	ETF	464287606	926	9,191	SH	So
ISHARES TR S&P MIDCAP 400	ETF	464287507	5,203	57,375	SH	So
ISHARES TR S&P MIDCP VALU	ETF	464287705	925	11,645	SH	So
ISHARES TR S&P NA MULTIMD	ETF	464287531	701	20,906	SH	So
ISHARES TR S&P NTL AMTFREE	ETF	464288414	4,472	45,085	SH	So
ISHARES TR S&P SMLCP GROW	ETF	464287887	193	2,657	SH	So
ISHARES TR S&P SMLCP VALU	ETF	464287879	193	2,679	SH	So

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	INVEST DISCRE
ISHARES TR S&P500 GRW	ETF	464287309	5,886	89,662	SH	So
ISHARES TR S&PCIT11-3YRTB	ETF	464288125	6	60	SH	So
ISHARES TR SMLL CORE INDX	ETF	464288505	97	1,084	SH	So
ISHARES TR SMLL GRWTH IDX	ETF	464288604	193	2,286	SH	So
ISHARES TR SMLL VAL INDX	ETF	464288703	194	2,342	SH	So
ISHARES TR US PFD STK IDX	ETF	464288687	638	16,454	SH	So
ITAU UNIBANCO HLDG SA SPON ADR REP	SPONSORED ADR	465562106	1,918	79,896	SH	So
ITT CORP NEW COM	COM	450911102	5,411	103,846	SH	So
JAKKS PAC INC COM	COM	47012E106	1,699	93,242	SH	So
JARDEN CORP COM	COM	471109108	969	31,398	SH	So
JOHNSON & JOHNSON COM	COM	478160104	4,451	71,971	SH	So
JPMORGAN CHASE & CO COM	COM	46625H100	12,848	302,876	SH	So
KEYCORP NEW COM	COM	493267108	1,356	153,261	SH	So
KNIGHT TRANSN INC COM	COM	499064103	789	41,505	SH	So
KRAFT FOODS INC CL A	CL A	50075N104	5,935	188,366	SH	So
KUBOTA CORP ADR	ADR	501173207	799	16,776	SH	So
LEAR CORP COM NEW	COM	521865204	827	8,379	SH	So
LHC GROUP INC COM	COM	50187A107	889	29,630	SH	So
LINCOLN EDL SVCS CORP COM	COM	533535100	542	34,948	SH	So
LKQ CORP COM	COM	501889208	4,301	189,300	SH	So
LOCKHEED MARTIN CORP COM	COM	539830109	4,420	63,222	SH	So
LOEWS CORP COM	COM	540424108	4,959	127,451	SH	So
LOWES COS INC COM	COM	548661107	15,481	617,278	SH	So
M/I HOMES INC COM	COM	55305B101	1,155	75,116	SH	So
MADDEN STEVEN LTD COM	COM	556269108	2,091	50,118	SH	So
MAIDEN HOLDINGS LTD SHS	COM	G5753U112	1,001	127,358	SH	So
MAKITA CORP ADR NEW	ADR	560877300	1,131	27,603	SH	So
MARINEMAX INC COM	COM	567908108	315	33,732	SH	So

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-----	-----	-----	-----	-----	-----
MARKET VECTORS ETF TR AGRIBUS ETF	ETF	57060U605	1,355	25,314	SH
MARKET VECTORS ETF TR COAL ETF	ETF	57060U837	2,342	49,575	SH
MARSHALL & ILSLEY CORP NEW COM	COM	571837103	982	141,963	SH
MASTERCARD INC CL A	CL A	57636Q104	6,302	28,122	SH
MBIA INC COM	COM	55262C100	188	15,700	SH
MCDONALDS CORP COM	COM	580135101	7,989	104,072	SH
MECHEL OAO SPONSORED ADR	ADR	583840103	1,882	64,377	SH
MERCK & CO INC NEW COM	COM	58933Y105	4,309	119,563	SH
METLIFE INC COM	COM	59156R108	4,507	101,415	SH
MICROSOFT CORP COM	COM	594918104	4,522	162,036	SH
MOTRICITY INC COM	COM	620107102	2,179	117,349	SH
NALCO HOLDING COMPANY COM	COM	62985Q101	8,422	263,673	SH
NATIONAL GRID PLC SPON ADR NEW	SPONSORED ADR	636274300	2,063	46,475	SH
NEWTEK BUSINESS SERVICES INC.	COM	652526104	251	146,141	SH
NEXTERA ENERGY INC COM	COM	65339F101	519	9,982	SH
NORTHERN TR CORP COM	COM	665859104	4,837	87,287	SH
NOVARTIS A G SPONSORED ADR	SPONSORED ADR	66987V109	1,859	31,528	SH
NOVO-NORDISK A S ADR	ADR	670100205	5,127	45,548	SH
NRG ENERGY INC COM NEW	COM	629377508	192	9,849	SH
NTT DOCOMO INC SPONS ADR	ADR	62942M201	3,940	226,199	SH
OCCIDENTAL PETE CORP DEL COM	COM	674599105	4,124	42,037	SH
OCEANEERING INTL INC COM	COM	675232102	1,438	19,529	SH
OLD REP INTL CORP COM	COM	680223104	1,262	92,565	SH
OMNICOM GROUP INC COM	COM	681919106	4,655	101,634	SH
ORACLE CORP COM	COM	68389X105	9,114	291,197	SH
PARKER HANNIFIN CORP COM	COM	701094104	7,377	85,485	SH
PENN VA CORP COM	COM	707882106	694	41,282	SH
PETROLEO BRASILEIRO SA PETRO	SPONSORED ADR	71654V408	1,271	33,595	SH

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/ PRN CALL
-----	-----	-----	-----	-----	-----
PFIZER INC COM	COM	717081103	5,507	314,497	SH
PG&E CORP COM	COM	69331C108	2,492	52,099	SH
PHILIP MORRIS INTL INC COM	COM	718172109	7,870	134,468	SH
POSCO SPONSORED ADR	ADR	693483109	1,402	13,018	SH
POWERSHARES ETF TRUST DYN PHRMA	ETF	73935X799	1,434	60,678	SH
POWERSHARES ETF TRUST ENERGY SEC	ETF	73935X385	2,623	70,114	SH
POWERSHARES ETF TRUST GOLDEN DRG	ETF	73935X401	2,344	87,995	SH
POWERSHARES ETF TRUST TECH SECT	ETF	73935X344	1,428	55,700	SH
POWERSHARES ETF TRUST ZACKS MC	ETF	73935X740	33	2,708	SH
POWERSHARES GLOBAL ETF TRUST IN	ETF	73936T474	6,294	279,256	SH
PPL CORP COM	COM	69351T106	1,620	61,569	SH
PRAXAIR INC COM	COM	74005P104	5,222	54,697	SH
PROCTER & GAMBLE CO COM	COM	742718109	13,537	210,436	SH

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PUBLIC SVC ENTERPRISE GROUP COM	COM	744573106	364	11,446	SH	So
RALCORP HLDGS INC NEW COM	COM	751028101	4,590	70,608	SH	So
REGIONS FINANCIAL CORP NEW COM	COM	7591EP100	915	130,785	SH	So
RESMED INC COM	COM	761152107	1,812	52,321	SH	So
REVENUESHARES ETF TR MID CAP FD	ETF	761396209	1,386	46,960	SH	So
ROGERS COMMUNICATIONS INC.	COM	775109200	4,346	124,700	SH	So
ROSETTA RESOURCES INC COM	COM	777779307	5,811	154,386	SH	So
ROVI CORP COM	COM	779376102	9,232	148,887	SH	So
RYDEX ETF TRUST S&P 500 EQ TRD	ETF	78355W106	154,120	3,257,668	SH	So
SALESFORCE COM INC COM	COM	79466L302	5,079	38,474	SH	So
SANOFI AVENTIS SPONSORED ADR	ADR	80105N105	4,256	132,054	SH	So
SARA LEE CORP COM	COM	803111103	7,850	448,289	SH	So
SEATTLE GENETICS INC COM	COM	812578102	1,006	67,268	SH	So
SELECT SECTOR SPDR TR SBI CONS	ETF	81369Y407	88,979	2,378,472	SH	So
SELECT SECTOR SPDR TR SBI CONS	ETF	81369Y308	4,524	154,366	SH	So

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	INVEST DISCRE
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SELECT SECTOR SPDR TR SBI HEALTH	ETF	81369Y209	4,718	149,768	SH	So
SELECT SECTOR SPDR TR SBI INT-ENER	ETF	81369Y506	88,128	1,291,257	SH	So
SELECT SECTOR SPDR TR SBI INT-FINL	ETF	81369Y605	4,777	299,517	SH	So
SELECT SECTOR SPDR TR SBI INT-INDS	ETF	81369Y704	103,196	2,959,463	SH	So
SELECT SECTOR SPDR TR SBI INT-UTILS	ETF	81369Y886	2,370	75,614	SH	So
SELECT SECTOR SPDR TR SBI MATERIALS	ETF	81369Y100	1,759	45,807	SH	So
SEMPRA ENERGY COM	COM	816851109	834	15,899	SH	So
SHAW COMMUNICATOINS INC.	COM	82028K200	3,694	171,700	SH	So
SINGAPORE FD INC COM	COM	82929L109	0	12	SH	So
SMITHFIELD FOODS INC COM	COM	832248108	1,210	58,649	SH	So
SOCIEDAD QUIMICA MINERA DE C SPON	SPONSORED ADR	833635105	2,565	43,903	SH	So
SOLERA HOLDINGS INC COM	COM	83421A104	8,892	173,266	SH	So
SOUTHERN CO COM	COM	842587107	644	16,840	SH	So
SPDR GOLD TRUST GOLD SHS	ETF	78463V107	2,811	20,262	SH	So
SPDR INDEX SHS FDS ASIA PACIF ETF	ETF	78463X301	2,265	26,722	SH	So
SPDR INDEX SHS FDS DJ INTL RL ETF	ETF	78463X863	3,210	82,462	SH	So
SPDR INDEX SHS FDS EMERG MKTS ETF	ETF	78463X509	7,410	99,638	SH	So
SPDR INDEX SHS FDS INTL INDS ETF	ETF	78463X673	202	7,126	SH	So
SPDR INDEX SHS FDS S&P INTL SMLCP	ETF	78463X871	3,109	100,804	SH	So
SPDR INDEX SHS FDS S&P WRLD EX US	ETF	78463X889	15,958	614,956	SH	So
SPDR S&P 500 ETF TR TR UNIT	ETF	78462F103	45,201	359,453	SH	So
SPDR S&P MIDCAP 400 ETF TR UTSE1	ETF	78467Y107	182,619	1,108,932	SH	So
SPDR SERIES TRUST BARCL CAP TIPS	ETF	78464A656	238	4,485	SH	So
SPDR SERIES TRUST BRCLYS 1-3MT ETF	ETF	78464A680	9,540	208,071	SH	So
SPDR SERIES TRUST BRCLYS AGG ETF	ETF	78464A649	16,877	303,762	SH	So
SPDR SERIES TRUST BRCLYS INTL ETF	ETF	78464A516	914	15,634	SH	So
SPDR SERIES TRUST BRCLYS YLD ETF	ETF	78464A417	12,546	315,937	SH	So
SPDR SERIES TRUST DB INT GVT ETF	ETF	78464A490	1,796	30,901	SH	So

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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/ PRN CALL
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SPDR SERIES TRUST DJ REIT ETF	ETF	78464A607	8,784	143,958	SH
SPDR SERIES TRUST DJ SML CAP ETF	ETF	78464A813	5,438	82,392	SH
SPDR SERIES TRUST DJ SML GRWTH ETF	ETF	78464A201	192	1,762	SH
SPDR SERIES TRUST DJ SML VALUE ETF	ETF	78464A300	193	2,793	SH
SPDR SERIES TRUST NUVN BR SHT MUNI	ETF	78464A425	7,792	327,256	SH
SPDR SERIES TRUST NUVN BRCLY MUNI	ETF	78464A458	9,324	431,048	SH
SPDR SERIES TRUST S&P DIVID ETF	ETF	78464A763	7,008	134,816	SH
SPDR SERIES TRUST S&P HOMEBUILD	ETF	78464A888	1,471	84,563	SH
SPDR SERIES TRUST S&P RETAIL ETF	ETF	78464A714	77,725	1,607,218	SH
STERICYCLE INC COM	COM	858912108	1,414	17,477	SH
STEWART INFORMATION SVCS COR COM	COM	860372101	85	7,409	SH
STRYKER CORP COM	COM	863667101	4,283	79,757	SH
SUNTRUST BKS INC COM	COM	867914103	136	4,606	SH
SXC HEALTH SOLUTIONS CORP COM	COM	78505P100	2,648	61,780	SH
SYMANTEC CORP COM	COM	871503108	4,701	280,832	SH
TALEO CORP CL A	CL A	87424N104	866	31,325	SH
TARGACEPT INC COM	COM	87611R306	1,152	43,472	SH
TARGET CORP COM	COM	87612E106	10,500	174,626	SH
TELEFONICA S A SPONSORED ADR	SPONSORED ADR	879382208	867	12,677	SH
TELUS CORP.	COM	87971M202	2,845	64,900	SH
TESSERA TECHNOLOGIES INC COM	COM	88164L100	908	41,008	SH
TEVA PHARMACEUTICAL INDS LTD ADR	ADR	881624209	1,391	26,691	SH
TOTAL S A SPONSORED ADR	SPONSORED ADR	89151E109	4,596	85,938	SH
TOWER GROUP INC COM	COM	891777104	1,043	40,723	SH
TOYOTA MOTOR CORP SP ADR REP2COM	COM	892331307	5,088	64,703	SH
TRANSCANADA CORPORATION	COM	89353D107	4,069	106,300	SH
TREEHOUSE FOODS INC COM	COM	89469A104	5,054	98,931	SH
TRIUMPH GROUP INC NEW COM	COM	896818101	6,095	68,169	SH

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/ PRN CALL
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TUPPERWARE BRANDS CORP COM	COM	899896104	6,961	146,028	SH
TUTOR PERINI CORP COM	COM	901109108	908	42,413	SH
TYCO ELECTRONICS LTD SWITZER SHS	COM	H8912P106	7,228	204,175	SH
UGI CORP NEW COM	COM	902681105	1,261	39,938	SH
UNILEVER N V N Y SHS NEW	ADR	904784709	1,373	43,712	SH
UNISOURCE ENERGY CORP COM	COM	909205106	982	27,399	SH
UNITED CONTINENTAL HOLDINGS INC.	COM	902549807	57	2,409	SH
UNITED TECHNOLOGIES CORP COM	COM	913017109	25,896	328,960	SH
USANA HEALTH SCIENCES INC COM	COM	90328M107	1,020	23,480	SH
VALE S A ADR	ADR	91912E105	1,903	55,034	SH
VANGUARD BD INDEX FD INC LONG TERM	ETF	921937793	4,509	57,014	SH
VANGUARD BD INDEX FD INC TOTAL BND	ETF	921937835	19,850	247,289	SH
VANGUARD INDEX FDS GROWTH ETF	ETF	922908736	21,986	357,969	SH

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VANGUARD INDEX FDS LARGE CAP ETF	ETF	922908637	1,119	19,431	SH	So
VANGUARD INDEX FDS SM CP VAL ETF	ETF	922908611	6,892	103,078	SH	So
VANGUARD INDEX FDS SMALL CP ETF	ETF	922908751	428	5,894	SH	So
VANGUARD INDEX FDS SML CP GRW ETF	ETF	922908595	8,632	110,604	SH	So
VANGUARD INDEX FDS VALUE ETF	ETF	922908744	29,486	552,901	SH	So
VANGUARD INTL EQUITY INDEX F EMR	ETF	922042858	13,955	289,857	SH	So
VANGUARD INTL EQUITY INDEX F EUR	ETF	922042874	16,551	337,152	SH	So
VANGUARD INTL EQUITY INDEX F FTSE	ETF	922042718	7,077	71,038	SH	So
VANGUARD INTL EQUITY INDEX F PACIFIC	ETF	922042866	16,458	288,542	SH	So
VANGUARD TAX-MANAGED FD EUROPE	ETF	921943858	13,052	361,060	SH	So
VANGUARD WORLD FD MEGA CAP INDEX	ETF	921910873	405	9,433	SH	So
VANGUARD WORLD FDS CONSUM DIS ETF	ETF	92204A108	1,447	23,921	SH	So
VERIZON COMMUNICATIONS INC.	COM	92343V104	30	832	SH	So
VIAD CORP COM NEW	COM	92552R406	740	29,056	SH	So
VISA INC COM CL A	CL A	92826C839	3,623	51,479	SH	So

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
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VODAFONE GROUP PLC NEW SPONS	ADR	92857W209	9,618	363,784	SH
WATERS CORP COM	COM	941848103	7,824	100,680	SH
WESTPAC BKG CORP SPONSORED ADR	SPONSORED ADR	961214301	3,163	27,630	SH
WILLIAMS COS INC DEL COM	COM	969457100	1,773	71,721	SH
WILLIAMS SONOMA INC COM	COM	969904101	3,253	91,157	SH
WISDOMTREE TRUST INTL UTILITIES	ETF	97717W653	233	11,556	SH
WOODBRIIDGE CO LTD	COM	884903105	3,319	88,500	SH
XL GROUP PLC SHS	ADR	G98290102	1,401	64,186	SH
YAHOO INC COM	COM	984332106	5,645	339,453	SH
YANZHOU COAL MNG CO LTD SPON ADR	SPONSORED ADR	984846105	2,305	75,339	SH