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Report Summary:

Number of Other Included Managers: 1

Form 13F Information Table Entry Total: 371 lines

Form 13F Information Table Value Total: 1564,131  
(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<br>NAME OF ISSUER     | COLUMN 2<br>TITLE<br>OF CLASS | COLUMN 3<br>CUSIP | COLUMN 4<br>VALUE<br>(x\$1000) | COLUMN 5<br>SHRS OR SH/<br>PRN AMT | COLUMN 6<br>PUT/<br>CALL | INVESTMENT<br>DISCRETION |
|--------------------------------|-------------------------------|-------------------|--------------------------------|------------------------------------|--------------------------|--------------------------|
| 3M CO COM                      | COM                           | 88579Y101         | 30,575                         | 387,075 SH                         |                          | Sole                     |
| ABB LTD SPONSORED ADR          | SPONSORED ADR                 | 000375204         | 3,989                          | 230,872 SH                         |                          | Sole                     |
| ABBOTT LABS COM                | COM                           | 002824100         | 12,337                         | 263,726 SH                         |                          | Sole                     |
| ABERCROMBIE & FITCH CO CL A    | CL A                          | 002896207         | 2,853                          | 92,956 SH                          |                          | Sole                     |
| ADVANCE AUTO PARTS INC COM     | COM                           | 00751Y106         | 6                              | 114 SH                             |                          | Sole                     |
| AEGON N V NY REGISTRY SH       | ADR                           | 007924103         | 4                              | 788 SH                             |                          | Sole                     |
| AES CORP COM                   | COM                           | 00130H105         | 6,594                          | 713,686 SH                         |                          | Sole                     |
| AFFILIATED MANAGERS GROUP COM  | COM                           | 008252108         | 5,635                          | 92,730 SH                          |                          | Sole                     |
| AIR PRODS & CHEMS INC COM      | COM                           | 009158106         | 5,571                          | 85,960 SH                          |                          | Sole                     |
| ALBEMARLE CORP COM             | COM                           | 012653101         | 4,232                          | 106,577 SH                         |                          | Sole                     |
| ALCATEL- LUCENT SPONSORED ADR  | SPONSORED ADR                 | 013904305         | 4                              | 1,520 SH                           |                          | Sole                     |
| ALEXANDER & BALDWIN INC COM    | COM                           | 014482103         | 1,106                          | 37,130 SH                          |                          | Sole                     |
| ALLEGHENY ENERGY INC COM       | COM                           | 017361106         | 1,009                          | 48,768 SH                          |                          | Sole                     |
| ALTERA CORP COM                | COM                           | 021441100         | 1,497                          | 60,358 SH                          |                          | Sole                     |
| AMEDISYS INC COM               | COM                           | 023436108         | 4,411                          | 100,289 SH                         |                          | Sole                     |
| AMERICA MOVIL SAB DE CV SPON   | ADR                           | 02364W105         | 2,006                          | 42,225 SH                          |                          | Sole                     |
| AMERICAN ELEC PWR INC COM      | COM                           | 025537101         | 3,267                          | 101,147 SH                         |                          | Sole                     |
| AMERICAN EXPRESS CO COM        | COM                           | 025816109         | 0                              | 2 SH                               |                          | Sole                     |
| AMERICAN MED SYS HLDGS INC COM | COM                           | 02744M108         | 1,345                          | 60,810 SH                          |                          | Sole                     |
| ANHEUSER BUSCH INBEV SA/NV SP  | SPONSORED ADR                 | 03524A108         | 4,454                          | 92,776 SH                          |                          | Sole                     |
| ARKANSAS BEST CORP DEL COM     | COM                           | 040790107         | 1,087                          | 52,378 SH                          |                          | Sole                     |
| ASML HOLDING N V NY REG SHS    | COM                           | N07059186         | 3,946                          | 143,664 SH                         |                          | Sole                     |
| ASSOCIATED BANC CORP COM       | COM                           | 045487105         | 1,311                          | 106,964 SH                         |                          | Sole                     |
| ASSURED GUARANTY LTD COM       | COM                           | G0585R106         | 1,005                          | 75,713 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 PRN | SH/ AMT | PUT/ CALL | INVESTMENT DISCRETION |
|----------------------------------|----------------|-----------|-----------------|-------------|---------|-----------|-----------------------|
| ASTRAZENECA PLC SPONSORED ADR    | SPONSORED ADR  | 046353108 | 10              | 210         | SH      |           | Sole                  |
| AUTOLIV INC COM                  | COM            | 052800109 | 6,326           | 132,196     | SH      |           | Sole                  |
| AUTOMATIC DATA PROCESSING IN     | COM            | 053015103 | 8,449           | 209,870     | SH      |           | Sole                  |
| BAIDU INC SPON ADR REP A         | ADR            | 056752108 | 2,585           | 37,964      | SH      |           | Sole                  |
| BANCO SANTANDER SA ADR           | ADR            | 05964H105 | 4,765           | 453,806     | SH      |           | Sole                  |
| BANK OF AMERICA CORPORATION      | COM            | 060505104 | 4,393           | 305,736     | SH      |           | Sole                  |
| BARCLAYS PLC ADR                 | ADR            | 06738E204 | 5               | 285         | SH      |           | Sole                  |
| BAXTER INTL INC COM              | COM            | 071813109 | 9,865           | 242,733     | SH      |           | Sole                  |
| BE AEROSPACE INC COM             | COM            | 073302101 | 3,472           | 136,539     | SH      |           | Sole                  |
| BECTON DICKINSON & CO COM        | COM            | 075887109 | 6,365           | 94,131      | SH      |           | Sole                  |
| BHP BILLITON LTD SPONSORED ADR   | ADR            | 088606108 | 3,802           | 61,325      | SH      |           | Sole                  |
| BJS WHOLESALE CLUB INC COM       | COM            | 05548J106 | 3               | 73          | SH      |           | Sole                  |
| BLACKROCK ENH CAP & INC FD I COM | COM            | 09256A109 | 1,517           | 108,937     | SH      |           | Sole                  |
| BLACKROCK INTL GRWTH & INC T     | COM            | 092524107 | 2,446           | 278,576     | SH      |           | Sole                  |
| BLOUNT INTL INC NEW COM          | COM            | 095180105 | 1,460           | 142,172     | SH      |           | Sole                  |
| BOK FINL CORP COM NEW            | COM            | 05561Q201 | 7,021           | 147,896     | SH      |           | Sole                  |
| BP PLC SPONSORED ADR             | SPONSORED ADR  | 055622104 | 2               | 80          | SH      |           | Sole                  |
| BRITISH AMERN TOB PLC SPONSOR    | SPONSORED ADR  | 110448107 | 4,484           | 70,842      | SH      |           | Sole                  |
| BUCYRUS INTL INC NEW COM         | COM            | 118759109 | 2,218           | 46,738      | SH      |           | Sole                  |
| CACI INTL INC CL A               | CL A           | 127190304 | 936             | 22,044      | SH      |           | Sole                  |
| CANON INC ADR                    | ADR            | 138006309 | 8               | 205         | SH      |           | Sole                  |
| CAPSTEAD MTG CORP COM NO PAR     | COM            | 14067E506 | 926             | 83,717      | SH      |           | Sole                  |
| CARDINAL HEALTH INC COM          | COM            | 14149Y108 | 1,476           | 43,916      | SH      |           | Sole                  |
| CELANESE CORP DEL COM SER A      | COM            | 150870103 | 4               | 147         | SH      |           | Sole                  |
| CEMEX SAB DE CV SPON ADR NEW     | SPONSORED ADR  | 151290889 | 4               | 431         | SH      |           | Sole                  |
| CENTRAIS ELETRICAS BRASILEIR     | SPONSORED ADR  | 15234Q207 | 7               | 550         | SH      |           | Sole                  |
| CENTURY ALUM CO COM              | COM            | 156431108 | 626             | 70,853      | SH      |           | Sole                  |
| CERNER CORP COM                  | COM            | 156782104 | 6,167           | 81,260      | 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 | SH/ AMT  | PUT/ CALL | INVESTMENT DISCRETION |
| CF INDS HLDGS INC COM          | COM            | 125269100 | 0               | 2           | SH       |           | Sole                  |
| CHESAPEAKE ENERGY CORP COM     | COM            | 165167107 | 4,848           | 231,413     | SH       |           | Sole                  |
| CHICOS FAS INC COM             | COM            | 168615102 | 2,126           | 215,166     | SH       |           | Sole                  |
| CHINA LIFE INS CO LTD SPON ADR | SPONSORED ADR  | 16939P106 | 1,882           | 28,864      | SH       |           | Sole                  |
| CIMAREX ENERGY CO COM          | COM            | 171798101 | 2               | 26          | SH       |           | Sole                  |
| CISCO SYS INC COM              | COM            | 17275R102 | 5,210           | 244,487     | SH       |           | Sole                  |
| CMS ENERGY CORP COM            | COM            | 125896100 | 3,779           | 257,983     | SH       |           | Sole                  |
| COCA COLA CO COM               | COM            | 191216100 | 4,266           | 85,114      | SH       |           | Sole                  |
| COGNIZANT TECHNOLOGY SOLUTIO   | CL A           | 192446102 | 4,929           | 98,458      | SH       |           | Sole                  |
| COINSTAR INC COM               | COM            | 19259P300 | 1,546           | 35,970      | SH       |           | Sole                  |
| COLGATE PALMOLIVE CO COM       | COM            | 194162103 | 15,916          | 202,080     | SH       |           | Sole                  |
| COMERICA INC COM               | COM            | 200340107 | 1,378           | 37,422      | SH       |           | Sole                  |
| COMTECH TELECOMMUNICATIONS     | COM            | 205826209 | 1,025           | 34,263      | SH       |           | Sole                  |
| CONSTELLATION ENERGY GROUP I   | COM            | 210371100 | 920             | 28,530      | SH       |           | Sole                  |
| COOPER COS INC COM NEW         | COM            | 216648402 | 1,216           | 30,558      | SH       |           | Sole                  |
| CORE LABORATORIES N V COM      | COM            | N22717107 | 3,224           | 21,844      | SH       |           | Sole                  |
| CORNING INC COM                | COM            | 219350105 | 7,415           | 459,144     | SH       |           | Sole                  |

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|                                  |               |           |       |         |    |      |
|----------------------------------|---------------|-----------|-------|---------|----|------|
| COVIDIEN PLC SHS                 | COM           | G2554F105 | 5,343 | 132,973 | SH | Sole |
| CTRIIP COM INTL LTD AMERICAN DEP | SPONSORED ADR | 22943F100 | 2,122 | 56,485  | SH | Sole |
| DANAHER CORP DEL COM             | COM           | 235851102 | 3,046 | 82,045  | SH | Sole |
| DECKERS OUTDOOR CORP COM         | COM           | 243537107 | 1,271 | 8,896   | SH | Sole |
| DEL MONTE FOODS CO COM           | COM           | 24522P103 | 723   | 50,226  | SH | Sole |
| DELTA AIR LINES INC.             | COM           | 247361702 | 144   | 12,233  | SH | Sole |
| DEUTSCHE BANK AG NAMEN AKT       | COM           | D18190898 | 1     | 15      | SH | Sole |
| DEUTSCHE TELEKOM AG SPONSO       | SPONSORED ADR | 251566105 | 10    | 875     | SH | Sole |
| DISCOVER FINL SVCS COM           | COM           | 254709108 | 1,419 | 101,513 | SH | Sole |
| DOLLAR TREE INC COM              | COM           | 256746108 | 1,687 | 40,531  | 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 DISCRETIO |
| DU PONT E I DE NEMOURS & CO COM  | COM            | 263534109 | 4,889           | 141,348             | SH Sole             |
| E M C CORP MASS COM              | COM            | 268648102 | 13,498          | 737,603             | SH Sole             |
| EAST WEST BANCORP INC COM        | COM            | 27579R104 | 1,167           | 76,551              | SH Sole             |
| EATON VANCE TAX MNG GBL DV E     | COM            | 27829F108 | 8,828           | 923,457             | SH Sole             |
| EATON VANCE TX MGD DIV EQ IN COM | COM            | 27828N102 | 5,275           | 487,049             | SH Sole             |
| EATON VANCE TXMGD GL BUYWR       | COM            | 27829C105 | 4,404           | 392,842             | SH Sole             |
| EBAY INC COM                     | COM            | 278642103 | 6,151           | 313,657             | SH Sole             |
| EMERSON ELEC CO COM              | COM            | 291011104 | 4,519           | 103,431             | SH Sole             |
| EMULEX CORP COM NEW              | COM            | 292475209 | 571             | 62,170              | SH Sole             |
| ENI S P A SPONSORED ADR          | SPONSORED ADR  | 26874R108 | 8               | 230                 | SH Sole             |
| ENTERGY CORP NEW COM             | COM            | 29364G103 | 1,811           | 25,287              | SH Sole             |
| ERICSSON L M TEL CO ADR B SEK 10 | ADR            | 294821608 | 8               | 695                 | SH Sole             |
| ESTERLINE TECHNOLOGIES CORP      | COM            | 297425100 | 1,013           | 21,345              | SH Sole             |
| EVERGREEN GBL DIVID OPP FUND     | COM            | 30024H101 | 1,814           | 203,408             | SH Sole             |
| EXELON CORP COM                  | COM            | 30161N101 | 1,279           | 33,688              | SH Sole             |
| EXXON MOBIL CORP COM             | COM            | 30231G102 | 5,247           | 91,936              | SH Sole             |
| EZCORP INC CL A NON VTG          | COM            | 302301106 | 828             | 44,632              | SH Sole             |
| FEDERAL MOGUL CORP COM           | COM            | 313549404 | 1,260           | 96,798              | SH Sole             |
| FLEXTRONICS INTL LTD ORD         | COM            | Y2573F102 | 2               | 440                 | SH Sole             |
| FRANCE TELECOM SPONSORED ADR     | SPONSORED ADR  | 35177Q105 | 7               | 376                 | SH Sole             |
| FRESENIUS MED CARE AG&CO KGA     | SPONSORED ADR  | 358029106 | 942             | 17,552              | SH Sole             |
| GENERAL DYNAMICS CORP COM        | COM            | 369550108 | 12,005          | 205,001             | SH Sole             |
| GEO GROUP INC COM                | COM            | 36159R103 | 1,101           | 53,059              | SH Sole             |
| GILEAD SCIENCES INC COM          | COM            | 375558103 | 4,684           | 136,652             | SH Sole             |
| GLAXOSMITHKLINE PLC SPONSORED    | SPONSORED ADR  | 37733W105 | 8               | 235                 | SH Sole             |
| GRAINGER W W INC COM             | COM            | 384802104 | 8,855           | 89,037              | SH Sole             |
| GROUPE CGI INC CL A SUB VTG      | CL A SUB VTG   | 39945C109 | 6,517           | 436,503             | SH Sole             |
| GULF ISLAND FABRICATION INC COM  | COM            | 402307102 | 1,158           | 74,608              | 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 DISCRETIO |

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|                              |               |           |        |         |    |      |
|------------------------------|---------------|-----------|--------|---------|----|------|
| HALLIBURTON CO COM           | COM           | 406216101 | 4,374  | 178,155 | SH | Sole |
| HARSCO CORP COM              | COM           | 415864107 | 1      | 47      | SH | Sole |
| HEWLETT PACKARD CO COM       | COM           | 428236103 | 6,946  | 160,495 | SH | Sole |
| HOLOGIC INC.                 | COM           | 436440101 | 134    | 9,632   | SH | Sole |
| HONDA MOTOR LTD AMERN SHS    | COM           | 438128308 | 3,930  | 136,687 | SH | Sole |
| HONEYWELL INTL INC COM       | COM           | 438516106 | 2      | 53      | SH | Sole |
| HSBC HLDGS PLC SPON ADR NEW  | SPONSORED ADR | 404280406 | 4,248  | 93,189  | SH | Sole |
| HUNT J B TRANS SVCS INC COM  | COM           | 445658107 | 2,962  | 90,656  | SH | Sole |
| IBERIABANK CORP COM          | COM           | 450828108 | 1,833  | 35,611  | SH | Sole |
| ICICI BK LTD ADR             | ADR           | 45104G104 | 1,755  | 48,572  | SH | Sole |
| ILLINOIS TOOL WKS INC COM    | COM           | 452308109 | 7,142  | 173,008 | SH | Sole |
| INFORMATICA CORP COM         | COM           | 45666Q102 | 3,350  | 140,293 | SH | Sole |
| INFOSYS TECHNOLOGIES LTD     | SPONSORED ADR | 456788108 | 2,033  | 33,932  | SH | Sole |
| INGERSOLL- RAND PLC SHS      | COM           | G47791101 | 6,363  | 184,481 | SH | Sole |
| INTEL CORP COM               | COM           | 458140100 | 5,213  | 268,028 | SH | Sole |
| INTERNATIONAL BUSINESS MACHS | COM           | 459200101 | 30,619 | 247,969 | SH | Sole |
| ISHARES INC MSCI AUSTRALIA   | ETF           | 464286103 | 1,275  | 67,200  | SH | Sole |
| ISHARES INC MSCI FRANCE      | ETF           | 464286707 | 1,282  | 65,525  | SH | Sole |
| ISHARES INC MSCI GERMAN      | ETF           | 464286806 | 1,285  | 68,665  | SH | Sole |
| ISHARES INC MSCI HONG KONG   | ETF           | 464286871 | 644    | 43,615  | SH | Sole |
| ISHARES INC MSCI JAPAN       | ETF           | 464286848 | 3,238  | 351,967 | SH | Sole |
| ISHARES INC MSCI NETHR INVES | ETF           | 464286814 | 639    | 37,361  | SH | Sole |
| ISHARES INC MSCI SINGAPORE   | ETF           | 464286673 | 659    | 58,621  | SH | Sole |
| ISHARES INC MSCI SPAIN       | ETF           | 464286764 | 645    | 20,267  | SH | Sole |
| ISHARES INC MSCI SWEDEN      | ETF           | 464286756 | 646    | 28,289  | SH | Sole |
| ISHARES INC MSCI SWITZERLD   | ETF           | 464286749 | 1,300  | 65,015  | SH | Sole |
| ISHARES INC MSCI UTD KINGD   | ETF           | 464286699 | 3,169  | 235,767 | SH | Sole |

| COLUMN 1                         | COLUMN 2       | COLUMN 3  | COLUMN 4        | COLUMN 5        | COLUMN 6      | COLUM                 |          |
|----------------------------------|----------------|-----------|-----------------|-----------------|---------------|-----------------------|----------|
| NAME OF ISSUER                   | TITLE OF CLASS | CUSIP     | VALUE (x\$1000) | SHRS OR PRN AMT | SH/ PUT/ CALL | INVESTMENT DISCRETION | OTH MANA |
| ISHARES TR AGENCY BD FD          | ETF            | 464288166 | 2,753           | 24,960          | SH            | Sole                  | 0        |
| ISHARES TR BARCLYS 1-3YR CR      | ETF            | 464288646 | 7,848           | 75,530          | SH            | Sole                  | 0        |
| ISHARES TR BARCLYS CR BD         | ETF            | 464288620 | 13,977          | 133,953         | SH            | Sole                  | 0        |
| ISHARES TR BARCLYS MBS BD        | ETF            | 464288588 | 20,394          | 186,365         | SH            | Sole                  | 0        |
| ISHARES TR BARCLYS SH TREA       | ETF            | 464288679 | 3,992           | 36,215          | SH            | Sole                  | 0        |
| ISHARES TR DJ INTL SEL DIVD      | ETF            | 464288448 | 599             | 22,837          | SH            | Sole                  | 0        |
| ISHARES TR DJ MED DEVICES        | ETF            | 464288810 | 939             | 17,580          | SH            | Sole                  | 0        |
| ISHARES TR DJ OIL EQUIP          | ETF            | 464288844 | 353             | 9,471           | SH            | Sole                  | 0        |
| ISHARES TR DJ REGIONAL BK        | ETF            | 464288778 | 1,049           | 47,905          | SH            | Sole                  | 0        |
| ISHARES TR INDEX BARCLY USAGG B  | ETF            | 464287226 | 50,504          | 470,896         | SH            | Sole                  | 0        |
| ISHARES TR INDEX BARCLYS 1-3 YR  | ETF            | 464287457 | 44,299          | 526,618         | SH            | Sole                  | 0        |
| ISHARES TR INDEX BARCLYS 20+ YR  | ETF            | 464287432 | 6,203           | 60,968          | SH            | Sole                  | 0        |
| ISHARES TR INDEX BARCLYS 7-10 YR | ETF            | 464287440 | 16,381          | 171,224         | SH            | Sole                  | 0        |
| ISHARES TR INDEX BARCLYS TIPS BD | ETF            | 464287176 | 12,239          | 114,481         | SH            | Sole                  | 0        |
| ISHARES TR INDEX DJ SEL DIV INX  | ETF            | 464287168 | 666             | 15,695          | SH            | Sole                  | 0        |
| ISHARES TR INDEX DJ US TECH SEC  | ETF            | 464287721 | 5,686           | 110,189         | SH            | Sole                  | 0        |
| ISHARES TR INDEX DJ US TELECOMM  | ETF            | 464287713 | 1,060           | 56,813          | SH            | Sole                  | 0        |
| ISHARES TR INDEX IBOXX INV CPBD  | ETF            | 464287242 | 3,894           | 35,899          | SH            | Sole                  | 0        |
| ISHARES TR INDEX MSCI EAFE IDX   | ETF            | 464287465 | 24,452          | 525,728         | SH            | Sole                  | 0        |
| ISHARES TR INDEX MSCI EMERG MKT  | ETF            | 464287234 | 44,123          | 1,182,283       | SH            | Sole                  | 0        |
| ISHARES TR INDEX RUSL 2000 GROW  | ETF            | 464287648 | 569             | 8,549           | SH            | Sole                  | 0        |
| ISHARES TR INDEX RUSL 2000 VALU  | ETF            | 464287630 | 619             | 10,844          | SH            | Sole                  | 0        |
| ISHARES TR INDEX RUSL 3000 VALU  | ETF            | 464287663 | 325             | 4,567           | SH            | Sole                  | 0        |

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|                                 |     |           |        |            |      |   |
|---------------------------------|-----|-----------|--------|------------|------|---|
| ISHARES TR INDEX RUSSELL 1000   | ETF | 464287622 | 6,700  | 117,264 SH | Sole | 0 |
| ISHARES TR INDEX RUSSELL 2000   | ETF | 464287655 | 8,331  | 136,312 SH | Sole | 0 |
| ISHARES TR INDEX RUSSELL MCP GR | ETF | 464287481 | 10,191 | 233,197 SH | Sole | 0 |
| ISHARES TR INDEX RUSSELL1000GRW | ETF | 464287614 | 376    | 8,212 SH   | Sole | 0 |
| ISHARES TR INDEX RUSSELL1000VAL | ETF | 464287598 | 6,173  | 113,866 SH | Sole | 0 |

| 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 PRN | PUT/ CALL | INVESTMENT DISCRETION |
| ISHARES TR INDEX S&P 100 IDX FD | ETF            | 464287101 | 583             | 12,428 SH               |           | Sole                  |
| ISHARES TR INDEX S&P 500 INDEX  | ETF            | 464287200 | 3,156           | 30,503 SH               |           | Sole                  |
| ISHARES TR INDEX S&P 500 VALUE  | ETF            | 464287408 | 575             | 11,573 SH               |           | Sole                  |
| ISHARES TR INDEX S&P LTN AM 40  | ETF            | 464287390 | 1               | 28 SH                   |           | Sole                  |
| ISHARES TR INDEX S&P MC 400 GRW | ETF            | 464287606 | 288             | 3,751 SH                |           | Sole                  |
| ISHARES TR INDEX S&P MIDCAP 400 | ETF            | 464287507 | 1,581           | 22,233 SH               |           | Sole                  |
| ISHARES TR INDEX S&P MIDCP VALU | ETF            | 464287705 | 288             | 4,487 SH                |           | Sole                  |
| ISHARES TR INDEX S&P NA MULTIMD | ETF            | 464287531 | 104             | 4,232 SH                |           | Sole                  |
| ISHARES TR INDEX S&P SMLCP GROW | ETF            | 464287887 | 51              | 902 SH                  |           | Sole                  |
| ISHARES TR INDEX S&P SMLCP VALU | ETF            | 464287879 | 53              | 922 SH                  |           | Sole                  |
| ISHARES TR INDEX S&P500 GRW     | ETF            | 464287309 | 7,185           | 135,718 SH              |           | Sole                  |
| ISHARES TR MSCI GRW IDX         | ETF            | 464288885 | 26,828          | 558,111 SH              |           | Sole                  |
| ISHARES TR MSCI VAL IDX         | ETF            | 464288877 | 25,625          | 621,506 SH              |           | Sole                  |
| ISHARES TR S&P CAL AMTFR MN     | ETF            | 464288356 | 3               | 30 SH                   |           | Sole                  |
| ISHARES TR S&P GL UTILITI       | ETF            | 464288711 | 10,935          | 274,684 SH              |           | Sole                  |
| ISHARES TR S&P NTL AMTFREE      | ETF            | 464288414 | 4,676           | 44,951 SH               |           | Sole                  |
| ISHARES TR SMLL CORE INDX       | ETF            | 464288505 | 26              | 368 SH                  |           | Sole                  |
| ISHARES TR SMLL GRWTH IDX       | ETF            | 464288604 | 51              | 809 SH                  |           | Sole                  |
| ISHARES TR SMLL VAL INDX        | ETF            | 464288703 | 51              | 771 SH                  |           | Sole                  |
| ISHARES TR US PFD STK IDX       | ETF            | 464288687 | 1,985           | 53,566 SH               |           | Sole                  |
| ITAU UNIBANCO HLDG SA SPON ADR  | SPONSORED ADR  | 465562106 | 1,767           | 98,133 SH               |           | Sole                  |
| ITT CORP NEW COM                | COM            | 450911102 | 5,685           | 126,549 SH              |           | Sole                  |
| JACK IN THE BOX INC COM         | COM            | 466367109 | 1               | 73 SH                   |           | Sole                  |
| JAKKS PAC INC COM               | COM            | 47012E106 | 1,619           | 112,620 SH              |           | Sole                  |
| JARDEN CORP COM                 | COM            | 471109108 | 1,094           | 40,721 SH               |           | Sole                  |
| JOHNSON & JOHNSON COM           | COM            | 478160104 | 8,808           | 149,131 SH              |           | Sole                  |
| JPMORGAN CHASE & CO COM         | COM            | 46625H100 | 9,491           | 259,255 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 PRN | PUT/ CALL | INVESTMENT DISCRETION |
| KANSAS CITY SOUTHERN COM NEW | COM            | 485170302 | 2               | 51 SH                   |           | Sole                  |
| KEYCORP NEW COM              | COM            | 493267108 | 1,421           | 184,728 SH              |           | Sole                  |
| KNIGHT TRANSN INC COM        | COM            | 499064103 | 1,019           | 50,322 SH               |           | Sole                  |
| KOREA ELECTRIC PWR SPONSORED | SPONSORED ADR  | 500631106 | 5               | 380 SH                  |           | Sole                  |
| KRAFT FOODS INC CL A         | CL A           | 50075N104 | 11,115          | 396,973 SH              |           | Sole                  |
| K-SWISS INC CL A             | CL A           | 482686102 | 100             | 8,937 SH                |           | Sole                  |

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|                                |               |           |        |         |    |      |
|--------------------------------|---------------|-----------|--------|---------|----|------|
| KT CORP SPONSORED ADR          | SPONSORED ADR | 48268K101 | 3      | 180     | SH | Sole |
| KUBOTA CORP ADR                | ADR           | 501173207 | 803    | 20,902  | SH | Sole |
| LEAR CORP COM NEW              | COM           | 521865204 | 664    | 10,028  | SH | Sole |
| LHC GROUP INC COM              | COM           | 50187A107 | 1,007  | 36,302  | SH | Sole |
| LIFE TECHNOLOGIES CORP COM     | COM           | 53217V109 | 3      | 74      | SH | Sole |
| LINCOLN EDL SVCS CORP COM      | COM           | 533535100 | 891    | 43,271  | SH | Sole |
| LKQ CORP COM                   | COM           | 501889208 | 4,442  | 230,415 | SH | Sole |
| LOEWS CORP COM                 | COM           | 540424108 | 5,144  | 154,433 | SH | Sole |
| LORILLARD INC COM              | COM           | 544147101 | 3      | 45      | SH | Sole |
| LOWES COS INC COM              | COM           | 548661107 | 19,313 | 945,806 | SH | Sole |
| M/I HOMES INC COM              | COM           | 55305B101 | 821    | 85,135  | SH | Sole |
| MAIDEN HOLDINGS LTD SHS        | COM           | G5753U112 | 1,010  | 153,751 | SH | Sole |
| MAKITA CORP ADR NEW            | ADR           | 560877300 | 921    | 34,530  | SH | Sole |
| MARINEMAX INC COM              | COM           | 567908108 | 89     | 12,776  | SH | Sole |
| MARSHALL & ILSLEY CORP NEW COM | COM           | 571837103 | 1,239  | 172,585 | SH | Sole |
| MASTERCARD INC CL A            | CL A          | 57636Q104 | 6,832  | 34,240  | SH | Sole |
| MBIA INC COM                   | COM           | 55262C100 | 114    | 20,365  | SH | Sole |
| MCDONALDS CORP COM             | COM           | 580135101 | 8,257  | 125,357 | SH | Sole |
| MECHEL OAO SPONSORED ADR       | ADR           | 583840103 | 1,440  | 79,356  | SH | Sole |
| MERCK & CO INC NEW COM         | COM           | 58933Y105 | 5,545  | 158,568 | SH | Sole |
| MICROSOFT CORP COM             | COM           | 594918104 | 5,016  | 218,008 | SH | Sole |
| MITSUBISHI UFJ FINL GROUP IN   | SPONSORED ADR | 606822104 | 5      | 1,120   | 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 |
| MIZUHO FINL GROUP INC SPONSOR   | SPONSORED ADR  | 60687Y109 | 4               | 1,220               | SH        | Sole                  |
| NALCO HOLDING COMPANY COM       | COM            | 62985Q101 | 6,703           | 327,621             | SH        | Sole                  |
| NATIONAL GRID PLC SPON ADR NEW  | SPONSORED ADR  | 636274300 | 1,999           | 54,269              | SH        | Sole                  |
| NEW YORK CMNTY BANCORP INC      | COM            | 649445103 | 3               | 193                 | SH        | Sole                  |
| NEWTEK BUSINESS SERVICES INC.   | COM            | 652526104 | 194             | 146,141             | SH        | Sole                  |
| NEXTERA ENERGY INC COM ADDED    | COM            | 65339F101 | 574             | 11,770              | SH        | Sole                  |
| NIPPON TELEG & TEL CORP         | SPONSORED ADR  | 654624105 | 10              | 500                 | SH        | Sole                  |
| NOKIA CORP SPONSORED ADR        | SPONSORED ADR  | 654902204 | 6               | 685                 | SH        | Sole                  |
| NORTHEAST UTILS COM             | COM            | 664397106 | 4               | 138                 | SH        | Sole                  |
| NORTHERN TR CORP COM            | COM            | 665859104 | 5,402           | 115,674             | SH        | Sole                  |
| NOVARTIS A G SPONSORED ADR      | SPONSORED ADR  | 66987V109 | 2,489           | 51,504              | SH        | Sole                  |
| NOVO-NORDISK A S ADR            | ADR            | 670100205 | 5,064           | 62,501              | SH        | Sole                  |
| NRG ENERGY INC COM NEW          | COM            | 629377508 | 246             | 11,615              | SH        | Sole                  |
| NSTAR COM                       | COM            | 67019E107 | 2               | 69                  | SH        | Sole                  |
| NTELOS HLDGS CORP COM           | COM            | 67020Q107 | 3               | 189                 | SH        | Sole                  |
| NTT DOCOMO INC SPONS ADR        | ADR            | 62942M201 | 4,616           | 306,100             | SH        | Sole                  |
| NUVEEN EQTY PRM OPPORTUNITY     | COM            | 6706EM102 | 3,830           | 317,551             | SH        | Sole                  |
| OCEANEERING INTL INC COM        | COM            | 675232102 | 1,050           | 23,378              | SH        | Sole                  |
| OLD REP INTL CORP COM           | COM            | 680223104 | 1,349           | 111,249             | SH        | Sole                  |
| ORACLE CORP COM                 | COM            | 68389X105 | 7,353           | 342,657             | SH        | Sole                  |
| PARKER HANNIFIN CORP COM        | COM            | 701094104 | 5,746           | 103,611             | SH        | Sole                  |
| PENN VA CORP COM                | COM            | 707882106 | 1,024           | 50,943              | SH        | Sole                  |
| PETROLEO BRASILEIRO SA PETRO SP | SPONSORED ADR  | 71654V101 | 1               | 30                  | SH        | Sole                  |
| PETROLEO BRASILEIRO SA PETRO    | SPONSORED ADR  | 71654V408 | 1,501           | 43,747              | SH        | Sole                  |
| PFIZER INC COM                  | COM            | 717081103 | 3,552           | 249,107             | SH        | Sole                  |
| PG&E CORP COM                   | COM            | 69331C108 | 2,621           | 63,774              | SH        | Sole                  |
| PHILIP MORRIS INTL INC COM      | COM            | 718172109 | 7,407           | 161,581             | 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 SH/ PUT/ CALL | INVESTMENT DISCRETION |
| PIMCO ETF TR ENHAN SHRT MAT    | ETF            | 72201R833 | 93,275          | 929,421 SH            | Sole                  |
| PLAINS EXPL& PRODTN CO COM     | COM            | 726505100 | 3,832           | 185,910 SH            | Sole                  |
| PORTUGAL TELECOM SGPS S A      | SPONSORED ADR  | 737273102 | 5               | 533 SH                | Sole                  |
| POSCO SPONSORED ADR            | ADR            | 693483109 | 1,583           | 16,788 SH             | Sole                  |
| POTASH CORP SASK INC COM       | COM            | 73755L107 | 3,414           | 39,582 SH             | Sole                  |
| POWERSHARES GLOBAL ETF TRUST   | ETF            | 73936T474 | 4,350           | 181,849 SH            | Sole                  |
| POWERSHARES QQQ TRUST UNIT     | ETF            | 73935A104 | 1               | 19 SH                 | Sole                  |
| PPL CORP COM                   | COM            | 69351T106 | 1,918           | 76,860 SH             | Sole                  |
| PRAXAIR INC COM                | COM            | 74005P104 | 8,640           | 113,705 SH            | Sole                  |
| PROCTER & GAMBLE CO COM        | COM            | 742718109 | 19,331          | 322,292 SH            | Sole                  |
| PUBLIC SVC ENTERPRISE GROUP    | COM            | 744573106 | 422             | 13,480 SH             | Sole                  |
| QUEST DIAGNOSTICS INC COM      | COM            | 74834L100 | 2,727           | 54,800 SH             | Sole                  |
| RALCORP HLDGS INC NEW COM      | COM            | 751028101 | 4,879           | 89,028 SH             | Sole                  |
| REGIONS FINANCIAL CORP NEW COM | COM            | 7591EP100 | 1,035           | 157,249 SH            | Sole                  |
| RESMED INC COM                 | COM            | 761152107 | 1,894           | 31,150 SH             | Sole                  |
| ROSETTA RESOURCES INC COM      | COM            | 777779307 | 4,701           | 237,282 SH            | Sole                  |
| ROSS STORES INC COM            | COM            | 778296103 | 0               | 5 SH                  | Sole                  |
| ROVI CORP COM                  | COM            | 779376102 | 7,740           | 204,159 SH            | Sole                  |
| ROYAL CARIBBEAN CRUISES LTD    | COM            | V7780T103 | 168             | 7,380 SH              | Sole                  |
| SALESFORCE COM INC COM         | COM            | 79466L302 | 4,070           | 47,428 SH             | Sole                  |
| SANOFI AVENTIS SPONSORED ADR   | ADR            | 80105N105 | 5,028           | 167,280 SH            | Sole                  |
| SARA LEE CORP COM              | COM            | 803111103 | 1               | 87 SH                 | Sole                  |
| SEATTLE GENETICS INC COM       | COM            | 812578102 | 975             | 81,355 SH             | Sole                  |
| SELECT SECTOR SPDR TR SBI CONS | ETF            | 81369Y407 | 2,692           | 92,400 SH             | Sole                  |
| SELECT SECTOR SPDR TR SBI CONS | ETF            | 81369Y308 | 1,995           | 78,222 SH             | Sole                  |
| SELECT SECTOR SPDR TR SBI HEA  | ETF            | 81369Y209 | 2,709           | 96,051 SH             | Sole                  |
| SELECT SECTOR SPDR TR SBI INT  | ETF            | 81369Y506 | 2,581           | 51,954 SH             | Sole                  |
| SELECT SECTOR SPDR TR SBI INT  | ETF            | 81369Y605 | 2,301           | 166,654 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/ CALL | INVESTMENT DISCRETION |
| SELECT SECTOR SPDR TR SBI INT    | ETF            | 81369Y704 | 3,799           | 138,495 SH            | Sole                  |
| SELECT SECTOR SPDR TR SBI INT-UT | ETF            | 81369Y886 | 114             | 4,022 SH              | Sole                  |
| SELECT SECTOR SPDR TR SBI MATR   | ETF            | 81369Y100 | 823             | 29,008 SH             | Sole                  |
| SEMPRA ENERGY COM                | COM            | 816851109 | 467             | 9,975 SH              | Sole                  |
| SINGAPORE FD INC COM             | COM            | 82929L109 | 0               | 23 SH                 | Sole                  |
| SK TELECOM LTD SPONSORED ADR     | SPONSORED ADR  | 78440P108 | 6               | 400 SH                | Sole                  |
| SM ENERGY CO COM ADDED           | COM            | 78454L100 | 1               | 31 SH                 | Sole                  |
| SMITHFIELD FOODS INC COM         | COM            | 832248108 | 1,063           | 71,317 SH             | Sole                  |
| SNAP ON INC COM                  | COM            | 833034101 | 2               | 40 SH                 | Sole                  |
| SOCIEDAD QUIMICA MINERA DE C     | SPONSORED ADR  | 833635105 | 1,760           | 53,966 SH             | Sole                  |
| SOLERA HOLDINGS INC COM          | COM            | 83421A104 | 4,854           | 134,098 SH            | Sole                  |



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|                                    |     |           |        |         |    |      |
|------------------------------------|-----|-----------|--------|---------|----|------|
| SONY CORP ADR NEW                  | ADR | 835699307 | 6      | 220     | SH | Sole |
| SOUTHERN CO COM                    | COM | 842587107 | 666    | 19,999  | SH | Sole |
| SPDR GOLD TRUST GOLD SHS           | ETF | 78463V107 | 2,652  | 21,798  | SH | Sole |
| SPDR INDEX SHS FDS ASIA PACIF ETF  | ETF | 78463X301 | 2,090  | 29,772  | SH | Sole |
| SPDR INDEX SHS FDS DJ INTL RL ETF  | ETF | 78463X863 | 2,376  | 76,238  | SH | Sole |
| SPDR INDEX SHS FDS EMERG MKTS      | ETF | 78463X509 | 3,937  | 67,048  | SH | Sole |
| SPDR INDEX SHS FDS INTL INDS ETF   | ETF | 78463X673 | 117    | 5,359   | SH | Sole |
| SPDR INDEX SHS FDS S&P INTL SML    | ETF | 78463X871 | 4,155  | 175,830 | SH | Sole |
| SPDR INDEX SHS FDS S&P WRLD EX     | ETF | 78463X889 | 11,248 | 547,076 | SH | Sole |
| SPDR S&P 500 ETF TR UNIT SER 1 S&P | ETF | 78462F103 | 28,039 | 271,641 | SH | Sole |
| SPDR S&P MIDCAP 400 ETF TR UTSE    | ETF | 78467Y107 | 1,722  | 13,331  | SH | Sole |
| SPDR SERIES TRUST BARC CAPTL       | ETF | 78464A474 | 2,702  | 90,019  | SH | Sole |
| SPDR SERIES TRUST BARCL CAP TIPS   | ETF | 78464A656 | 938    | 17,784  | SH | Sole |
| SPDR SERIES TRUST BRCLYS 1-3MT     | ETF | 78464A680 | 12,081 | 263,384 | SH | Sole |
| SPDR SERIES TRUST BRCLYS AGG       | ETF | 78464A649 | 10,948 | 193,367 | SH | Sole |
| SPDR SERIES TRUST BRCLYS INTL      | ETF | 78464A516 | 724    | 13,468  | 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/ CALL | INVESTMENT DISCRETIO |
| SPDR SERIES TRUST BRCLYS YLD     | ETF            | 78464A417 | 4,819           | 127,395 SH            | Sole                 |
| SPDR SERIES TRUST DB INT GVT ETF | ETF            | 78464A490 | 934             | 18,002 SH             | Sole                 |
| SPDR SERIES TRUST DJ REIT ETF    | ETF            | 78464A607 | 5,241           | 102,742 SH            | Sole                 |
| SPDR SERIES TRUST DJ SML CAP ETF | ETF            | 78464A813 | 1,634           | 31,651 SH             | Sole                 |
| SPDR SERIES TRUST DJ SML GRWTH   | ETF            | 78464A201 | 53              | 636 SH                | Sole                 |
| SPDR SERIES TRUST DJ SML VALUE   | ETF            | 78464A300 | 51              | 917 SH                | Sole                 |
| SPDR SERIES TRUST NUVN BR SHT    | ETF            | 78464A425 | 4,674           | 193,955 SH            | Sole                 |
| SPDR SERIES TRUST NUVN BRCLY     | ETF            | 78464A458 | 8,074           | 351,978 SH            | Sole                 |
| SPDR SERIES TRUST S&P DIVID ETF  | ETF            | 78464A763 | 2,848           | 63,095 SH             | Sole                 |
| SPDR SERIES TRUST SPDR KBW INS   | ETF            | 78464A789 | 964             | 27,338 SH             | Sole                 |
| STERICYCLE INC COM               | COM            | 858912108 | 1,371           | 20,902 SH             | Sole                 |
| STEWART INFORMATION SVCS COR     | COM            | 860372101 | 88              | 9,728 SH              | Sole                 |
| STMICROELECTRONICS N V NY REGIS  | COM            | 861012102 | 7               | 825 SH                | Sole                 |
| STRYKER CORP COM                 | COM            | 863667101 | 8,284           | 165,485 SH            | Sole                 |
| SUNTRUST BKS INC COM             | COM            | 867914103 | 138             | 5,929 SH              | Sole                 |
| SYBASE INC COM                   | COM            | 871130100 | 12,164          | 188,121 SH            | Sole                 |
| SYMANTEC CORP COM                | COM            | 871503108 | 4,721           | 340,144 SH            | Sole                 |
| TALEO CORP CL A                  | CL A           | 87424N104 | 922             | 37,976 SH             | Sole                 |
| TARGACEPT INC COM                | COM            | 87611R306 | 1,018           | 52,686 SH             | Sole                 |
| TARGET CORP COM                  | COM            | 87612E106 | 14,410          | 293,063 SH            | Sole                 |
| TELECOM CORP NEW ZEALAND LTD     | SPONSORED ADR  | 879278208 | 1               | 206 SH                | Sole                 |
| TELECOM ITALIA S P A NEW SPON    | SPONSORED ADR  | 87927Y102 | 8               | 715 SH                | Sole                 |
| TELEFONICA S A SPONSORED ADR     | SPONSORED ADR  | 879382208 | 3               | 52 SH                 | Sole                 |
| TELEFONOS DE MEXICO S A B SPON   | SPONSORED ADR  | 879403780 | 2               | 175 SH                | Sole                 |
| TESSERA TECHNOLOGIES INC COM     | COM            | 88164L100 | 797             | 49,662 SH             | Sole                 |
| TEVA PHARMACEUTICAL INDS LTD     | ADR            | 881624209 | 1,797           | 34,572 SH             | Sole                 |
| TOMKINS PLC SPONSORED ADR        | SPONSORED ADR  | 890030208 | 3               | 245 SH                | Sole                 |
| TOTAL S A SPONSORED ADR          | SPONSORED ADR  | 89151E109 | 4,914           | 110,081 SH            | Sole                 |

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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 PRN AMT | SH/ PUT/ CALL | INVESTMENT DISCRETION | OTHER MANAGE |
| TOWER GROUP INC COM              | COM            | 891777104 | 1,062           | 49,312          | SH            | Sole                  | 01           |
| TOYOTA MOTOR CORP SP ADR REP2C   | COM            | 892331307 | 5,573           | 81,272          | SH            | Sole                  | 01           |
| TREEHOUSE FOODS INC COM          | COM            | 89469A104 | 5,495           | 120,342         | SH            | Sole                  | 01           |
| TUPPERWARE BRANDS CORP COM       | COM            | 899896104 | 6,973           | 174,993         | SH            | Sole                  | 01           |
| TUTOR PERINI CORP COM            | COM            | 901109108 | 846             | 51,359          | SH            | Sole                  | 01           |
| TYCO ELECTRONICS LTD SWITZER     | COM            | H8912P106 | 6,278           | 247,372         | SH            | Sole                  | 01           |
| UAL CORP.                        | COM            | 902549807 | 23              | 832             | SH            | Sole                  | 01           |
| UBS AG SHS NEW                   | COM            | H89231338 | 837             | 63,324          | SH            | Sole                  | 01           |
| UGI CORP NEW COM                 | COM            | 902681105 | 1,260           | 49,546          | SH            | Sole                  | 01           |
| UNILEVER N V N Y SHS NEW         | ADR            | 904784709 | 7               | 265             | SH            | Sole                  | 01           |
| UNISOURCE ENERGY CORP COM        | COM            | 909205106 | 1,002           | 33,215          | SH            | Sole                  | 01           |
| UNITED TECHNOLOGIES CORP COM     | COM            | 913017109 | 22,124          | 340,842         | SH            | Sole                  | 01           |
| UNUM GROUP COM                   | COM            | 91529Y106 | 5               | 213             | SH            | Sole                  | 01           |
| USANA HEALTH SCIENCES INC COM    | COM            | 90328M107 | 1,040           | 28,470          | SH            | Sole                  | 01           |
| VALE S A ADR                     | ADR            | 91912E105 | 1,646           | 67,608          | SH            | Sole                  | 01           |
| VANGUARD BD INDEX FD INC TOTAL   | ETF            | 921937835 | 3,220           | 39,564          | SH            | Sole                  | 01           |
| VANGUARD INDEX FDS GROWTH ETF    | ETF            | 922908736 | 16,457          | 338,351         | SH            | Sole                  | 01           |
| VANGUARD INDEX FDS MID CAP ETF   | ETF            | 922908629 | 580             | 9,881           | SH            | Sole                  | 01           |
| VANGUARD INDEX FDS REIT ETF      | ETF            | 922908553 | 1               | 23              | SH            | Sole                  | 01           |
| VANGUARD INDEX FDS SM CP VAL     | ETF            | 922908611 | 4,656           | 86,389          | SH            | Sole                  | 01           |
| VANGUARD INDEX FDS SMALL CP ETF  | ETF            | 922908751 | 102             | 1,808           | SH            | Sole                  | 01           |
| VANGUARD INDEX FDS SML CP GRW    | ETF            | 922908595 | 6,349           | 107,844         | SH            | Sole                  | 01           |
| VANGUARD INDEX FDS VALUE ETF     | ETF            | 922908744 | 24,647          | 552,132         | SH            | Sole                  | 01           |
| VANGUARD INTL EQUITY INDEX F EMR | ETF            | 922042858 | 7,737           | 203,647         | SH            | Sole                  | 01           |
| VANGUARD INTL EQUITY INDEX F     | ETF            | 922042874 | 13,175          | 327,817         | SH            | Sole                  | 01           |
| VANGUARD INTL EQUITY INDEX F     | ETF            | 922042718 | 1,643           | 21,787          | SH            | Sole                  | 01           |
| VANGUARD INTL EQUITY INDEX F     | ETF            | 922042866 | 10,185          | 214,148         | 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 |
| VANGUARD TAX-MANAGED FD EURO | ETF            | 921943858 | 21,656          | 740,633         | SH            | Sole                  |
| VERIZON COMMUNICATIONS INC.  | COM            | 92343V104 | 50              | 2,409           | SH            | Sole                  |
| VIAD CORP COM NEW            | COM            | 92552R406 | 613             | 34,737          | SH            | Sole                  |
| VISA INC COM CL A            | CL A           | 92826C839 | 5,003           | 70,707          | SH            | Sole                  |
| VODAFONE GROUP PLC NEW SPONS | ADR            | 92857W209 | 10,250          | 495,887         | SH            | Sole                  |
| WAL MART STORES INC COM      | COM            | 931142103 | 6,159           | 128,127         | SH            | Sole                  |
| WALGREEN CO COM              | COM            | 931422109 | 1               | 29              | SH            | Sole                  |
| WALTER ENERGY INC COM        | COM            | 93317Q105 | 2               | 35              | SH            | Sole                  |
| WALTER INVT MGMT CORP COM    | COM            | 93317W102 | 0               | 13              | SH            | Sole                  |
| WARNACO GROUP INC COM NEW    | COM            | 934390402 | 2,169           | 60,028          | SH            | Sole                  |
| WASHINGTON FED INC COM       | COM            | 938824109 | 2               | 132             | SH            | Sole                  |
| WATERS CORP COM              | COM            | 941848103 | 8,377           | 129,474         | SH            | Sole                  |
| WESTPAC BKG CORP SPONSORED   | SPONSORED ADR  | 961214301 | 3,396           | 38,343          | SH            | Sole                  |
| WILLIAMS COS INC DEL COM     | COM            | 969457100 | 1,563           | 85,477          | SH            | Sole                  |
| XL CAP LTD CL A              | CL A           | G98255105 | 1,249           | 77,996          | SH            | Sole                  |
| YAHOO INC COM                | COM            | 984332106 | 5,697           | 411,646         | SH            | Sole                  |
| YANZHOU COAL MNG CO LTD SPON | SPONSORED ADR  | 984846105 | 1,772           | 92,557          | SH            | Sole                  |

