

LML PAYMENT SYSTEMS INC
Form SC 13D/A
January 22, 2013

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

**SCHEDULE 13D
(Amendment No. 1)**

Under the Securities Exchange Act of 1934

LML Payment Systems Inc.

(Name of Issuer)

COMMON STOCK

(Title of Class of Securities)

50208P109

(CUSIP Number)

Ryan G. Miest, Esq.

Fredrikson & Byron, P.A.

200 South Sixth Street

Minneapolis, Minnesota 55402

(612) 492-7393

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

January 10, 2013

(Date of Event Which Requires Filing of this Statement)

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If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 50208P109

1. Names of Reporting Persons
Digital River, Inc.
- I.R.S. Identification No. of Above Person
41-1901640
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
3. SEC Use Only
4. Source of Funds (See Instructions)
WC
5. Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)
6. Citizenship or Place of Organization
DELAWARE
- | | | |
|---|-----|--|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 7. | Sole Voting Power
0 |
| | 8. | Shared Voting Power
28,246,684 |
| | 9. | Sole Dispositive Power
0 |
| | 10. | Shared Dispositive Power
28,246,684 |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
28,246,684
12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13. Percent of Class Represented by Amount in Row (11)
100%
14. Type of Reporting Person (See Instructions)
CO

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CUSIP No. 90335C100

1. Names of Reporting Persons
LML Acquisition Corp.
- I.R.S. Identification No. of Above Person
- BN: 80211 9107 (Canada)
2. Check the Appropriate Box if a Member of a Group (See Instructions)
- | | |
|-----|----------------------------------|
| (a) | <input type="radio"/> |
| (b) | <input checked="" type="radio"/> |
3. SEC Use Only
4. Source of Funds (See Instructions)
WC
5. Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)
6. Citizenship or Place of Organization
BRITISH COLUMBIA, CANADA
- | | | |
|-----|--------------------------|------------|
| 7. | Sole Voting Power | 0 |
| 8. | Shared Voting Power | 28,246,684 |
| 9. | Sole Dispositive Power | 0 |
| 10. | Shared Dispositive Power | 28,246,684 |
- Number of Shares Beneficially Owned by Each Reporting Person With
11. Aggregate Amount Beneficially Owned by Each Reporting Person
28,246,684
12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13. Percent of Class Represented by Amount in Row (11)
100%
14. Type of Reporting Person (See Instructions)
CO

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This Amendment No. 1 (this Amendment) amends the Statement on Schedule 13D originally filed on October 1, 2012 (the Original Filing), by Digital River, Inc., a Delaware corporation (Digital River) and LML Acquisition Corp., a wholly-owned indirect subsidiary of Digital River (Acquisition Sub). Unless otherwise indicated, all capitalized terms used herein have the meanings ascribed to them in the Original Filing. Unless specifically amended or modified hereby, the disclosure set forth in the Original Filing shall remain unchanged.

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 of the Original Filing is hereby amended to add the following:

Item 4 is incorporated by reference herein.

Item 4. Purpose of Transaction.

Item 4 of the Original Filing is hereby amended to add the following:

Consummation of Plan of Arrangement

On January 10, 2013 (the Closing Date), Digital River completed its acquisition of LML Payment Systems Inc., a corporation existing under the laws of British Columbia, Canada (LML). As previously announced, on September 21, 2012, Digital River entered into an Arrangement Agreement (the Arrangement Agreement), by and among Digital River, Acquisition Sub and LML, pursuant to which Digital River, through Acquisition Sub, agreed to acquire all of the issued and outstanding equity of LML (the Arrangement). On the Closing Date, the Arrangement was consummated by way of a statutory plan of arrangement under British Columbia law (the Plan of Arrangement), and LML became a wholly-owned indirect subsidiary of Digital River.

Pursuant to the Arrangement Agreement and the Plan of Arrangement, on the Closing Date, (i) each share of LML common stock issued and outstanding immediately prior to the closing, a total of 28,246,684 shares, was acquired by Acquisition Sub for US\$3.45 in cash (the Per-Share Consideration) and (ii) all outstanding options and warrants to acquire shares of LML common stock were cancelled in exchange for a cash amount equal to the amount, if any, by which the number of common shares underlying such option or warrant, multiplied by the Per-Share Consideration, exceeded the aggregate exercise price payable under the option or warrant to acquire the common shares underlying the option or warrant. The total consideration for the shares of LML acquired by Acquisition Sub and the cancellation of the outstanding options and warrants was approximately \$102.8 million, which consideration was funded with cash on hand.

Other than as set forth in Item 4 to this Amendment, Item 4 to the Original Filing or in the Arrangement Agreement or Plan of Arrangement, neither Digital River nor Acquisition Sub, nor, to Digital River's or Acquisition Sub's knowledge, any of the persons listed on Schedule A attached to the Original Filing, have any plan or proposals that relate to, or may result in, any of the matters listed in Items 4(a) (i) of Schedule 13D or any similar matter.

A copy of the Arrangement Agreement (including the Plan of Arrangement) was filed as Exhibit 2.1 to Digital River's Current Report on Form 8-K filed with the United States Securities and Exchange Commission on September 24, 2012, and is incorporated herein by reference.

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The foregoing description of the Arrangement Agreement and Plan of Arrangement is qualified in its entirety by reference to such exhibit.

Item 5. Interest in Securities of the Issuer.

Item 5 of the Original Filing is hereby amended and restated in its entirety as follows:

(a)-(b) As of the date hereof, Digital River and Acquisition Sub are the beneficial owner of 28,246,684 Shares, representing 100% of the outstanding Shares of LML. Digital River and Acquisition Sub have the shared power to vote and dispose of all of the outstanding Shares.

(c) Other than as described in this Amendment, neither Digital River nor Acquisition Sub, nor, to Digital River's or Acquisition Sub's knowledge, any of the persons listed on Schedule A attached to the Original Filing, has effected any transaction in Shares during the past 60 days.

(d) To Digital River's and Acquisition Sub's knowledge, no person other than Digital River and Acquisition Sub has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Shares covered by this Amendment.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

Item 6 of the Original Filing is hereby amended to add the following:

The response to Item 4 above is hereby incorporated by reference in its entirety into this Item 6.

Item 7. Material to be Filed as Exhibits.

Item 7 of the Original Filing is hereby amended to add the following:

Exhibit 13	Joint Press Release regarding shareholder approval dated January 7, 2013 (incorporated by reference to Exhibit 99.1 to Digital River's Current Report on Form 8-K filed on January 7, 2013).
Exhibit 14	Joint Press Release regarding consummation of the acquisition of LML Payment Systems Inc. by Digital River, Inc. dated January 10, 2013 (incorporated by reference to Exhibit 99.1 to Digital River's Current Report on Form 8-K filed on January 10, 2013).

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: January 10, 2013

DIGITAL RIVER, INC.

By: /s/ Stefan B. Schulz
Name: Stefan B. Schulz
Title: Chief Financial Officer

LML ACQUISITION CORP.

By: /s/ Stefan B. Schulz
Name: Stefan B. Schulz
Title: Chief Financial Officer

6

e in the event an underlying investment suffers a credit event or the right to terminate the contract in the event certain investment guidelines are materially breached and not cured.

(f) Notes Receivable from Participants

Notes receivable from participants equal the outstanding principal balance plus accrued interest.

(g) Benefits

Benefit payments to participants are recorded when paid.

(h) Expenses

Substantially all expenses related to the administration of the Plan are paid by the Company, with the exception of the Plan's loan and qualified domestic relations order fees, which are paid from participants' accounts.

(3) Investments, at Fair Value

(a) Fair Value Measurements

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants on the measurement date.

Fair value measurements are based upon observable and unobservable inputs. Observable inputs reflect market data obtained from independent sources, while unobservable inputs reflect our view of market assumptions in the absence of observable market information. The Plan utilizes valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs. All assets carried at fair value are classified and disclosed in one of the following three categories:

Level 1 Quoted prices for identical instruments in active markets.

Level 2 Quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; and model-derived valuations whose inputs are observable or whose significant value drivers are observable.

Level 3 Instruments whose significant value drivers are unobservable.

Level 1 primarily consists of financial instruments whose value is based on quoted market prices such as exchange-traded equity securities and actively traded mutual fund investments. Financial instruments in this category include shares of a short-term fund managed by The Bank of New York Mellon.

Level 2 includes those financial instruments that are valued using industry-standard pricing methodologies, models or other valuation methodologies. These models are primarily industry-standard models that consider various inputs, such as interest rate, credit spread and foreign exchange rates for the underlying financial instruments. All significant inputs are observable, or derived from observable, information in the marketplace or are supported by observable levels at which transactions are executed in the marketplace. Financial instruments in this category primarily include: certain public and private corporate fixed maturity and equity securities; government or agency securities; certain mortgage-backed and asset-backed securities; securities held as collateral; and certain non-exchange-traded derivatives.

Genworth Financial, Inc. Retirement and Savings Plan

Notes to Financial Statements

December 31, 2015 and 2014

Level 3 is comprised of financial instruments whose fair value is estimated based on industry-standard pricing methodologies and internally developed models utilizing significant inputs not based on, nor corroborated by, readily available market information. In limited instances, this category may also utilize non-binding broker quotes. This category primarily consists of certain less liquid fixed maturity, equity and trading securities and certain derivative instruments where the significant valuation inputs cannot be corroborated with market observable data. The Plan had no Level 3 assets as of December 31, 2015 or 2014.

The assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment, and considers factors specific to the asset, such as the relative impact on the fair value as a result of including a particular input. The Plan reviews the fair value hierarchy classifications each reporting period. Changes in the observability of the valuation attributes may result in a reclassification of certain financial assets. Such reclassifications are reported as transfers in and out of each level at the beginning fair value for the reporting period in which the changes occur. There were no transfers between levels during the years ended December 31, 2015 or 2014. See note 2(d) for additional information related to fair value measurements.

(b) Valuation Methodologies

The following is a description of the valuation techniques and inputs used to determine fair value by class of instrument.

Common stock: Common stock is valued at the closing price reported in the active market in which the individual securities are traded.

Registered investment companies: Mutual funds which are valued at the net asset value (NAV) on a market exchange. Each fund's NAV is calculated as of the close of business of the NYSE and National Association of Securities Dealers Automated Quotations.

Common/collective trust funds: There are no readily available market quotations for a fund. The funds are valued at the NAV as determined by using estimated fair value of the underlying assets held in the fund. NAV is used as a practical expedient for fair value.

Separate account funds: These funds are valued based on the fair value of the underlying investments. The underlying investments consist of marketable securities and were valued based upon the closing price reported in the active market in which the individual securities are traded.

Group variable annuity: The ClearCourseSM group variable annuity is valued daily by GLAIC (see note 6) using the quoted market price of the underlying mutual fund (Vanguard Balanced Institutional Index Fund) less the applicable ClearCourseSM asset charge.

The preceding methods described may produce fair value calculations that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate

and consistent with other market participants, the use of different methodologies and assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

Genworth Financial, Inc. Retirement and Savings Plan

Notes to Financial Statements

December 31, 2015 and 2014

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31 2015 and 2014. Classification within the fair value hierarchy table is based upon the lowest level of any input that is significant to the fair value measurement.

	2015				
	Total	Level 1	Level 2	Level 3	NAV ⁽¹⁾
Investments:					
Short-term investments	\$ 1,455,054	\$ 1,455,054			\$
Mutual funds					
Money market funds	9,265,095	9,265,095			
Bond funds	21,099,381	21,099,381			
Balanced funds	22,406,240	22,406,240			
Growth funds	53,674,041	53,674,041			
Value funds	18,794,956	18,794,956			
Foreign blend funds	31,251,748	31,251,748			
Common/collective trust funds					
Stable value funds	23,988,053				23,988,053
Target maturity funds	294,967,864				294,967,864
Blend funds	34,585,292				34,585,292
Separate account funds					
Short-term investments	2,093,168	2,093,168			
Small-cap equity securities	22,730,238	22,730,238			
Group variable annuity					
Balanced funds	21,050,532				21,050,532
Common stock of Genworth Financial, Inc.	7,345,194	7,345,194			
	\$ 564,706,856	\$ 190,115,115			\$ 374,591,741

	2014				
	Total	Level 1	Level 2	Level 3	NAV ⁽¹⁾
Investments:					
Short-term investments	\$ 418,995	\$ 418,995			\$
Mutual funds					
Money market funds	9,574,783	9,574,783			
Bond funds	20,921,234	20,921,234			

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Balanced funds	20,383,206	20,383,206		
Growth funds	48,424,023	48,424,023		
Value funds	19,973,761	19,973,761		
Foreign blend funds	32,163,492	32,163,492		
Common/collective trust funds				
Stable value funds	22,048,300			22,048,300
Target maturity funds	298,430,647			298,430,647
Blend funds	33,220,349			33,220,349
Separate account funds				
Short-term investments	1,200,351	1,200,351		
Small-cap equity securities	26,841,554	26,841,554		
Group variable annuity				
Balanced funds	20,175,601			20,175,601
Common stock of Genworth Financial, Inc.	13,970,906	13,970,906		
	\$ 567,747,202	\$ 193,872,305	\$	\$ 373,874,897

- (1) Certain investments that are measured at fair value using the net asset value per share (or its equivalent) practical expedient have not been categorized in the fair value hierarchy. The fair value amounts presented in this table are intended to permit reconciliation of the fair value hierarchy to the amounts presented in the statements of net asset available for plan benefits.

Genworth Financial, Inc. Retirement and Savings Plan
Notes to Financial Statements**December 31, 2015 and 2014****(4) Nonparticipant-Directed Investment**

Information about the net assets available for plan benefits and changes in net assets available for plan benefits relating to the nonparticipant-directed investment was as follows:

	As of December 31,	
	2015	2014
Net assets available for plan benefits:		
Common/collective trust funds	\$ 151,181,740	\$ 152,667,689
Employer supplemental contributions receivable	12,610,648	12,925,935
Total	\$ 163,792,388	\$ 165,593,624

	Year ended December 31, 2015
Changes in net assets available for plan benefits:	
Net depreciation in fair value of common/collective trust funds	\$ (2,595,658)
Employer contributions	12,610,648
Benefits paid to participants	(11,816,226)
Net decrease	\$ (1,801,236)

(5) Risks and Uncertainties

The Plan investment options include various investment securities, which in general, are exposed to various risks, such as interest rate, credit and overall market volatility risk. It is reasonable to expect that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances.

The Plan's exposure to a concentration of credit risk is limited by the diversification of investments across the participant-directed fund elections. Additionally, the investments within each participant-directed fund election are further diversified into varied financial instruments, with the exception of the Genworth Common Stock Fund, which generally invests in a single security. Investment decisions are made, and the resulting risks are borne, exclusively by the Plan participants who make such decisions.

The value, liquidity and related income of the securities in which the Plan invests are sensitive to changes in economic conditions, including real estate value, delinquencies or defaults, or both, and may be adversely affected by shifts in

the market's perception of the issuers and changes in interest rates.

(6) Party-in-Interest Transactions

One investment option available to participants is the ClearCourseSM group variable annuity provided under the Plan. Each contribution into ClearCourseSM provides a guaranteed amount of retirement income to the participant. GLAIC offers the guaranteed amount of retirement income provided by this ClearCourseSM group variable annuity product. Fees paid by the Plan to GLAIC for the Plan years ended December 31, 2015 and 2014 were approximately \$199,000 and \$185,000, respectively.

Another investment in the Plan is an investment fund comprised primarily of shares of common stock issued by the Company. The Plan owned 1,969,221 and 1,643,636 shares of common stock of the Company as of December 31,

Genworth Financial, Inc. Retirement and Savings Plan

Notes to Financial Statements

December 31, 2015 and 2014

2015 and 2014, respectively. As of December 31, 2015 and 2014, the shares had a cost basis of \$11,871,000 and \$10,239,131, respectively, and a fair value of \$7,345,194 and \$13,970,906, respectively. During the year ended December 31, 2015, 425,658 shares of common stock of the Company were purchased at a total cost of \$2,253,285 and 100,073 shares were sold at a total cost of \$621,416.

Certain Plan investments are held by The Bank of New York Mellon. The Bank of New York Mellon is the Trustee as defined by the Plan and, therefore, is a party-in-interest.

(7) Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants would become 100% vested in the Company's contributions.

(8) Federal Income Tax Status

The Internal Revenue Service (IRS) has determined and informed the Company by a letter dated March 1, 2012 that the Plan and related trust are designed in accordance with applicable sections of the Code. This letter expires on January 31, 2017.

U.S. GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2015, there were no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits of the Plan for any tax periods in progress. The Plan administrator believes it is no longer subject to federal or state tax examinations of the Plan for years prior to 2012.

(9) Reconciliation of Financial Statements to Form 5500

As of December 31, 2014, investments in fully benefit-responsive contracts were recorded on the Form 5500 at fair value whereas contract value was utilized in the statement of net assets available for plan benefits and the related statement of changes in net assets available for plan benefits.

The following is a reconciliation of total net investment loss per the financial statements to Form 5500 for the year ended December 31, 2015:

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Total net investment loss per the financial statements	\$ 12,568,371
Adjustment from contract value to fair value for fully benefit-responsive investment contracts	324,317
Total net investment loss per Form 5500	\$ 12,892,688

Supplemental Schedule I

Genworth Financial, Inc. Retirement and Savings Plan

Schedule H, Line 4i- Schedule of Assets (Held at End of Year)

December 31, 2015

Issue, borrower, lessor, or similar party	Description of investment including maturity date, number of shares or units, rate of interest, collateral and par or maturity value	Cost	Carrying Value
Investments:			
Bank of New York Mellon	1,455,054 shares of short-term investments	\$ 1,455,054	\$ 1,455,054
Investment Management Company	939,859 shares of American Balanced Fund	19,866,274	19,866,274
Investment Advisors	9,265,095 shares of BlackRock Money Market Fund	9,265,095	9,265,095
Capital Management, Inc.	501,569 shares of Buffalo Small Cap Fund	12,166,091	12,166,091
Dodge & Cox	1,587,613 shares of Dodge & Cox Income Fund	21,309,135	21,309,135
Investment Advisors	525,858 shares of Harbor International Fund	31,922,415	31,922,415
Investors, Inc	796,396 shares of Invesco Growth & Income Fund	18,007,518	18,007,518
Investment Associates, Inc.	1,551,449 shares of T. Rowe Price Inst. Large Cap Growth Fund	37,199,171	37,199,171
	Total mutual funds	149,735,699	149,735,699
Collective trust funds:			
Institutional Trust Company NA	2,187,641 units of BlackRock Equity Index Fund	28,559,368	28,559,368
Institutional Trust Company NA	1,588,532 units of BlackRock LifePath Index Retirement Fund	25,031,341	25,031,341
Institutional Trust Company NA	2,472,951 units of BlackRock LifePath Index 2020 Fund	38,642,974	38,642,974
Institutional Trust Company NA	2,265,734 units of BlackRock LifePath Index 2030 Fund	35,692,822	35,692,822
Institutional Trust Company NA	1,566,998 units of BlackRock LifePath Index 2040 Fund	24,784,226	24,784,226
Institutional Trust Company NA	798,883 units of BlackRock LifePath Index 2050 Fund	9,775,576	9,775,576
Institutional Trust Company NA	573,639 units of BlackRock LifePath Index Retirement Fund *	8,941,208	8,941,208
Institutional Trust Company NA	3,309,242 units of BlackRock LifePath Index 2020 Fund *	51,122,364	51,122,364
Institutional Trust Company NA	3,550,764 units of BlackRock LifePath Index 2030 Fund *	55,137,652	55,137,652
Institutional Trust Company NA	1,293,725 units of BlackRock LifePath Index 2040 Fund *	20,148,119	20,148,119
Institutional Trust Company NA	263,366 units of BlackRock LifePath Index 2050 Fund *	3,086,670	3,086,670
Investment Associates, Inc.	23,988,053 units of T. Rowe Price Stable Value Common Trust Fund	23,988,053	23,988,053
	Total common/collective trust funds	324,910,373	324,910,373
Count funds:			
Investors LLC	2,866,444 units of Cambiar Small Cap Value Portfolio	27,013,649	27,013,649
Variable annuity:			
Life and Annuity Insurance Company	1,463,635 units of ClearCourse SM Group Variable Annuity	12,889,136	12,889,136
Common stock:			
Genworth Financial, Inc.	1,969,221 shares of Genworth Financial, Inc. common stock	11,871,000	11,871,000
Loans payable from participants	1,739 loans to participants with interest rate of 5.25% and maturity		

dates through December 2020

* Non-participant directed.

** Party-in-interest as defined by ERISA, not a prohibited transaction.
See Accompanying Report of Independent Registered Public Accounting Firm

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

Genworth Financial, Inc. Retirement and Savings Plan

Date: June 27, 2016

By: /s/ Matthew D. Farney
Matthew D. Farney
Vice President and Controller (Principal
Accounting Officer)

Genworth Financial, Inc.

Exhibit Index

Exhibit Number	Description of Document
23	Consent of Independent Registered Public Accounting Firm