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GENWORTH FINANCIAL INC
Form 13F-HR
February 12, 2009

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

Form 13F

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: December 31, 2008

Check here if Amendment ; 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 12, 2009 |
| ----- | ----- | ----- |
| [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: 333 lines
 Form 13F Information Table Value Total: 1,443,846
 (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. (formerly known as Genworth Asset 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/ CALL | INVEST DISCRE |
| ----- | ----- | ----- | ----- | ----- | ----- | ----- |
| 3M CO COM | COM | 88579Y101 | 19,189 | 333,487 | SH | Sol |
| ABB LTD SPONSORED ADR | SPONSORED ADR | 000375204 | 12,277 | 817,905 | SH | Sol |
| ADAPTEC INC COM | COM | 00651F108 | 4,564 | 1,383,156 | SH | Sol |
| ADVANCE AUTO PARTS INC COM | COM | 00751Y106 | 4 | 114 | SH | Sol |
| ADVENT SOFTWARE INC COM | COM | 007974108 | 1 | 65 | SH | Sol |
| AES CORP COM | COM | 00130H105 | 6,240 | 757,224 | SH | Sol |
| AFLAC INC COM | COM | 001055102 | 27,072 | 590,572 | SH | Sol |
| AGILENT TECHNOLOGIES INC COM | COM | 00846U101 | 2,350 | 150,343 | SH | Sol |
| AIR PRODS & CHEMS INC COM | COM | 009158106 | 5 | 100 | SH | Sol |
| ALBEMARLE CORP COM | COM | 012653101 | 1,646 | 73,817 | SH | Sol |
| ALBERTO CULVER CO NEW COM | COM | 013078100 | 178 | 7,279 | SH | Sol |
| ALKERMES INC COM | COM | 01642T108 | 1 | 50 | SH | Sol |
| ALLEGHENY ENERGY INC COM | COM | 017361106 | 3,392 | 100,163 | SH | Sol |
| ALTRIA GROUP INC COM | COM | 02209S103 | 1,621 | 107,642 | SH | Sol |
| AMBAC FINL GROUP INC COM | COM | 023139108 | 643 | 494,353 | SH | Sol |
| AMERICA MOVIL SAB DE CV SPON ADR L | ADR | 02364W105 | 1,637 | 52,835 | SH | Sol |
| AMERICAN ELEC PWR INC COM | COM | 025537101 | 5,383 | 161,734 | SH | Sol |
| AMERICAN EXPRESS CO COM | COM | 025816109 | 3,181 | 171,483 | SH | Sol |
| AMERICAN INTL GROUP INC COM | COM | 026874107 | 0 | 2 | SH | Sol |
| AMERICAN WOODMARK CORP COM | COM | 030506109 | 2,664 | 146,138 | SH | Sol |
| ANADARKO PETE CORP COM | COM | 032511107 | 2,007 | 52,055 | SH | Sol |
| ANSYS INC COM | COM | 03662Q105 | 2,674 | 95,871 | SH | Sol |
| ARKANSAS BEST CORP DEL COM | COM | 040790107 | 3,171 | 105,326 | SH | Sol |
| ASSURED GUARANTY LTD COM | COM | G0585R106 | 152 | 13,320 | SH | Sol |
| ASTRAZENECA PLC SPONSORED ADR | SPONSORED ADR | 046353108 | 23,881 | 582,036 | SH | Sol |
| AUTODESK INC COM | COM | 052769106 | 2 | 85 | SH | Sol |
| AUTOMATIC DATA PROCESSING IN COM | COM | 053015103 | 11,921 | 303,028 | SH | Sol |
| AXA SPONSORED ADR | SPONSORED ADR | 054536107 | 12,869 | 572,733 | SH | Sol |

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|-----------------------------------|---------------|-----------|--------|---------|----|-----|
| AXCELIS TECHNOLOGIES INC COM | COM | 054540109 | 357 | 699,273 | SH | Sol |
| BAKER HUGHES INC COM | COM | 057224107 | 1 | 29 | SH | Sol |
| BANCO BRADESCO S A SP ADR PFD NEW | SPONSORED ADR | 059460303 | 1,437 | 145,544 | SH | Sol |
| BANK OF NEW YORK MELLON CORP COM | COM | 064058100 | 3,265 | 115,240 | SH | Sol |
| BARD C R INC COM | COM | 067383109 | 8,372 | 99,360 | SH | Sol |
| BAXTER INTL INC COM | COM | 071813109 | 10,605 | 197,885 | SH | Sol |
| BECTON DICKINSON & CO COM | COM | 075887109 | 19,118 | 279,537 | SH | Sol |
| BHP BILLITON LTD SPONSORED ADR | ADR | 088606108 | 12,138 | 282,938 | SH | Sol |
| BIOGEN IDEC INC COM | COM | 09062X103 | 4 | 75 | SH | Sol |
| BIOTECH HOLDRS TR DEPOSTRY RCPTS | TR DEPOSTR | 09067D201 | 6 | 33 | SH | Sol |
| BJS WHOLESALE CLUB INC COM | COM | 05548J106 | 3 | 73 | SH | Sol |
| BLACKROCK MUNIHOLDINGS N Y I COM | COM | 09255C106 | 0 | 6 | SH | Sol |

| 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/ PRN | PUT/ CALL |
| BLACKROCK MUNIYIELD CALIF IN COM | COM | 09254N103 | 0 | 32 | SH | Sol |
| BLDRS INDEX FDS TR DEV MK 100 ADR | ADR | 09348R201 | 3,527 | 203,750 | SH | Sol |
| BLDRS INDEX FDS TR EMER MK 50 ADR | ADR | 09348R300 | 24 | 868 | SH | Sol |
| BOWNE & CO INC COM | COM | 103043105 | 1,305 | 221,970 | SH | Sol |
| BP PLC SPONSORED ADR | ADR | 055622104 | 5,865 | 125,474 | SH | Sol |
| BRISTOL MYERS SQUIBB CO COM | COM | 110122108 | 11,867 | 510,391 | SH | Sol |
| BRITISH AMERN TOB PLC SPONSORED ADR | SPONSORED ADR | 110448107 | 11,863 | 223,373 | SH | Sol |
| BURLINGTON NORTHN SANTA FE C COM | COM | 12189T104 | 7,642 | 100,937 | SH | Sol |
| CABLEVISION SYS CORP CL A NY CABLVS | COM | 12686C109 | 2 | 97 | SH | Sol |
| CELANESE CORP DEL COM SER A | COM | 150870103 | 2 | 147 | SH | Sol |
| CEPHALON INC COM | COM | 156708109 | 250 | 3,248 | SH | Sol |
| CHARMING SHOPPES INC COM | COM | 161133103 | 0 | 65 | SH | Sol |
| CHATTEM INC COM | COM | 162456107 | 4,198 | 58,686 | SH | Sol |
| CHINA LIFE INS CO LTD SPON ADR REP H | SPONSORED ADR | 16939P106 | 282 | 6,077 | SH | Sol |
| CHINA MOBILE LIMITED SPONSORED ADR | ADR | 16941M109 | 10,395 | 204,429 | SH | Sol |
| CIMAREX ENERGY CO COM | COM | 171798101 | 1 | 26 | SH | Sol |
| CIRRUS LOGIC INC COM | COM | 172755100 | 0 | 60 | SH | Sol |
| CISCO SYS INC COM | COM | 17275R102 | 8,550 | 524,554 | SH | Sol |
| CMS ENERGY CORP COM | COM | 125896100 | 3,775 | 373,411 | SH | Sol |
| CNOOC LTD SPONSORED ADR | SPONSORED ADR | 126132109 | 2,142 | 22,489 | SH | Sol |
| COCA COLA FEMSA S A B DE C V SPON ADR | ADR | 191241108 | 373 | 8,570 | SH | Sol |
| COGNIZANT TECHNOLOGY SOLUTIO CL A | CL A | 192446102 | 2,539 | 140,609 | SH | Sol |
| COLGATE PALMOLIVE CO COM | COM | 194162103 | 21,097 | 307,812 | SH | Sol |
| COMCAST CORP NEW CL A | CL A | 20030N101 | 7,907 | 468,411 | SH | Sol |
| COMCAST CORP NEW CL A SPL | SPL | 20030N200 | 2,737 | 169,448 | SH | Sol |
| COMERICA INC COM | COM | 200340107 | 70 | 3,529 | SH | Sol |
| COMPANHIA DE BEBIDAS DAS AME SPON | ADR | 20441W203 | 198 | 4,460 | SH | Sol |
| COMPANHIA VALE DO RIO DOCE | SPONSORED ADR | 204412209 | 1,172 | 96,768 | SH | Sol |
| COMPANIA CERVECERIAS UNIDAS | SPONSORED ADR | 204429104 | 1,802 | 68,638 | SH | Sol |
| CONAGRA FOODS INC COM | COM | 205887102 | 6,699 | 406,001 | SH | Sol |
| CORE LABORATORIES N V COM | COM | N22717107 | 1,602 | 26,765 | SH | Sol |
| CORNING INC COM | COM | 219350105 | 2,125 | 223,030 | SH | Sol |
| COVIDIEN LTD COM | COM | G2552X108 | 7,450 | 205,584 | SH | Sol |
| CREDIT SUISSE GROUP SPONSORED ADR | ADR | 225401108 | 2,081 | 73,634 | SH | Sol |
| CREE INC COM | COM | 225447101 | 1 | 70 | SH | Sol |
| CTRIIP COM INTL LTD ADR | SPONSORED ADR | 22943F100 | 1,225 | 51,477 | SH | Sol |
| DELTA AIR LINES INC. | COM | 247361702 | 131 | 11,466 | SH | Sol |

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|------------------------------------|-----|-----------|-------|---------|----|-----|
| DENTSPLY INTL INC NEW COM | COM | 249030107 | 8,118 | 287,461 | SH | Sol |
| DEVON ENERGY CORP NEW COM | COM | 25179M103 | 2,984 | 45,405 | SH | Sol |
| DIAMOND OFFSHORE DRILLING IN COM | COM | 25271C102 | 3,274 | 55,541 | SH | Sol |
| DICKS SPORTING GOODS INC COM | COM | 253393102 | 975 | 69,120 | SH | Sol |
| DISCOVERY COMMUNICATNS NEW COM SER | COM | 25470F104 | 0 | 7 | SH | Sol |
| DISCOVERY COMMUNICATNS NEW COM SER | COM | 25470F302 | 0 | 7 | SH | Sol |
| DOLBY LABORATORIES INC COM | COM | 25659T107 | 2,585 | 78,902 | SH | Sol |
| DOLLAR THRIFTY AUTOMOTIVE GP COM | COM | 256743105 | 20 | 18,710 | SH | Sol |

| 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/ PRN | PUT/ CALL |
| DPL INC COM | COM | 233293109 | 594 | 25,994 | SH | Sol |
| DR REDDYS LABS LTD ADR | ADR | 256135203 | 184 | 18,767 | SH | Sol |
| DU PONT E I DE NEMOURS & CO COM | COM | 263534109 | 4,793 | 189,465 | SH | Sol |
| E M C CORP MASS COM | COM | 268648102 | 2,260 | 215,824 | SH | Sol |
| EAST WEST BANCORP INC COM | COM | 27579R104 | 2,782 | 174,197 | SH | Sol |
| EATON VANCE INS MUN BD FD COM | COM | 27827X101 | 0 | 1 | SH | Sol |
| EATON VANCE TX MNG BY WRT OP COM | COM | 27828Y108 | 2,202 | 215,922 | SH | Sol |
| EATON VANCE TXMGD GL BUYWR O COM | COM | 27829C105 | 2,177 | 215,086 | SH | Sol |
| EMERSON ELEC CO COM | COM | 291011104 | 16,021 | 437,625 | SH | Sol |
| ENERGY CORP NEW COM | COM | 29364G103 | 4,191 | 50,410 | SH | Sol |
| ERICSSON L M TEL CO ADR B SEK 10 | ADR | 294821608 | 6,273 | 803,220 | SH | Sol |
| EXELON CORP COM | COM | 30161N101 | 4,967 | 89,313 | SH | Sol |
| EXPEDITORS INTL WASH INC COM | COM | 302130109 | 257 | 7,711 | SH | Sol |
| EXPRESSJET HOLDINGS INC COM NEW | COM | 30218U306 | 286 | 168,241 | SH | Sol |
| EXXON MOBIL CORP COM | COM | 30231G102 | 20,109 | 251,902 | SH | Sol |
| FACTSET RESH SYS INC COM | COM | 303075105 | 1,654 | 37,392 | SH | Sol |
| FAIRPOINT COMMUNICATIONS | COM | 305560104 | 0 | 15 | SH | Sol |
| FASTENAL CO COM | COM | 311900104 | 1,452 | 41,666 | SH | Sol |
| FEDERAL HOME LN MTG CORP COM | COM | 313400301 | 86 | 117,560 | SH | Sol |
| FIFTH STREET FINANCE CORP | COM | 31678A103 | 11,124 | 1,473,379 | SH | Sol |
| FIRST SOLAR INC COM | COM | 336433107 | 28 | 200 | SH | Sol |
| FIRST TR EXCHANGE TRADED FD UTILITIES | ETF | 33734X184 | 23 | 1,757 | SH | Sol |
| FIRSTENERGY CORP COM | COM | 337932107 | 1,142 | 23,509 | SH | Sol |
| FOREST LABS INC COM | COM | 345838106 | 3 | 100 | SH | Sol |
| FPL GROUP INC COM | COM | 302571104 | 4 | 81 | SH | Sol |
| FRESENIUS KABI PHARMACEUTHLD RIGHT | RIGHT | 35802M115 | 0 | 2 | SH | Sol |
| FRESENIUS MED CARE AG&CO KGA | SPONSORED ADR | 358029106 | 2,270 | 48,106 | SH | Sol |
| GENERAL DYNAMICS CORP COM | COM | 369550108 | 15,897 | 276,031 | SH | Sol |
| GENERAL ELECTRIC CO COM | COM | 369604103 | 5,028 | 310,346 | SH | Sol |
| GENERAL GROWTH PPTYS INC COM | COM | 370021107 | 0 | 44 | SH | Sol |
| GENERAL MLS INC COM | COM | 370334104 | 10,232 | 168,431 | SH | Sol |
| GENZYME CORP COM | COM | 372917104 | 5 | 80 | SH | Sol |
| GILEAD SCIENCES INC COM | COM | 375558103 | 5 | 100 | SH | Sol |
| GREAT PLAINS ENERGY INC COM | COM | 391164100 | 147 | 7,593 | SH | Sol |
| GREIF INC CL A | CL A | 397624107 | 169 | 5,060 | SH | Sol |
| GROUPE CGI INC CL A SUB VTG | CL A SUB VTG | 39945C109 | 15,134 | 1,940,320 | SH | Sol |
| GRUPO TELEVISIA SA DE CV SP ADR REP | SPONSORED ADR | 40049J206 | 1,149 | 76,934 | SH | Sol |
| HALLIBURTON CO COM | COM | 406216101 | 4,227 | 232,515 | SH | Sol |
| HANSEN NAT CORP COM | COM | 411310105 | 2,321 | 69,223 | SH | Sol |
| HARRIS CORP DEL COM | COM | 413875105 | 1,681 | 44,166 | SH | Sol |
| HARSCO CORP COM | COM | 415864107 | 1 | 47 | SH | Sol |

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|------------------------|---------------|-----------|--------|---------|----|-----|
| HEWLETT PACKARD CO COM | COM | 428236103 | 6,117 | 168,571 | SH | Sol |
| HOLOGIC INC. | COM | 436440101 | 126 | 9,632 | SH | Sol |
| ICICI BK LTD ADR | SPONSORED ADR | 45104G104 | 1,195 | 62,057 | SH | Sol |
| IHS INC CL A | CL A | 451734107 | 11,580 | 309,447 | SH | Sol |

| 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/ PRN | PUT/ CALL |
| ----- | ----- | ----- | ----- | ----- | ----- | ----- |
| ILLINOIS TOOL WKS INC COM | COM | 452308109 | 8,544 | 243,767 | SH | Sol |
| IMMUCOR INC COM | COM | 452526106 | 227 | 8,523 | SH | Sol |
| INFOSYS TECHNOLOGIES LTD SPONSORED | SPONSORED ADR | 456788108 | 1,777 | 72,324 | SH | Sol |
| ING GLOBAL EQTY DIV & PREM O COM | COM | 45684E107 | 2,109 | 216,723 | SH | Sol |
| ING GROEP N V SPONSORED ADR | SPONSORED ADR | 456837103 | 6,895 | 621,165 | SH | Sol |
| INGERSOLL-RAND COMPANY LTD CL A | CL A | G4776G101 | 2,313 | 133,337 | SH | Sol |
| INTERNATIONAL BUSINESS MACHS COM | COM | 459200101 | 6,693 | 79,532 | SH | Sol |
| INTERNATIONAL FLAVORS&FRAGRA COM | COM | 459506101 | 6,221 | 209,331 | SH | Sol |
| ISHARES TR BARCLYS 10-20YR | ETF | 464288653 | 9 | 70 | SH | Sol |
| ISHARES TR BARCLYS 1-3 YR | ETF | 464287457 | 25,437 | 300,464 | SH | Sol |
| ISHARES TR BARCLYS 1-3YR CR | ETF | 464288646 | 530 | 5,259 | SH | Sol |
| ISHARES TR BARCLYS 20+ YR | ETF | 464287432 | 11 | 88 | SH | Sol |
| ISHARES TR BARCLYS 3-7 YR | ETF | 464288661 | 16,524 | 142,989 | SH | Sol |
| ISHARES TR BARCLYS INTER CR | ETF | 464288638 | 9,783 | 102,216 | SH | Sol |
| ISHARES TR BARCLYS SH TREA | ETF | 464288679 | 7,947 | 71,990 | SH | Sol |
| ISHARES TR BARCLYS TIPS BD | ETF | 464287176 | 5,852 | 58,966 | SH | Sol |
| ISHARES TR DJ US INDEX FD | ETF | 464287846 | 2,947 | 66,845 | SH | Sol |
| ISHARES TR LRGE CORE INDX | ETF | 464287127 | 1 | 17 | SH | Sol |
| ISHARES TR MSCI ACWI EX | ETF | 464288240 | 3,073 | 100,030 | SH | Sol |
| ISHARES TR MSCI ACWI INDX | ETF | 464288257 | 9,283 | 286,324 | SH | Sol |
| ISHARES TR MSCI EAFE IDX | ETF | 464287465 | 4,835 | 107,788 | SH | Sol |
| ISHARES TR MSCI EMERG MKT | ETF | 464287234 | 893 | 35,755 | SH | Sol |
| ISHARES TR MSCI GRW IDX | ETF | 464288885 | 9,546 | 210,039 | SH | Sol |
| ISHARES TR MSCI SMALL CAP | ETF | 464288273 | 4,501 | 175,052 | SH | Sol |
| ISHARES TR MSCI VAL IDX | ETF | 464288877 | 7,221 | 178,069 | SH | Sol |
| ISHARES TR RUSL 3000 VALU | ETF | 464287663 | 353 | 5,455 | SH | Sol |
| ISHARES TR RUSSELL 1000 | ETF | 464287622 | 12,450 | 254,759 | SH | Sol |
| ISHARES TR RUSSELL MCP VL | ETF | 464287473 | 11,331 | 398,408 | SH | Sol |
| ISHARES TR RUSSELL MIDCAP | ETF | 464287499 | 109 | 1,825 | SH | Sol |
| ISHARES TR RUSSELL1000GRW | ETF | 464287614 | 1,652 | 44,572 | SH | Sol |
| ISHARES TR RUSSELL1000VAL | ETF | 464287598 | 3,999 | 80,757 | SH | Sol |
| ISHARES TR S&P 100 IDX FD | ETF | 464287101 | 1,617 | 37,419 | SH | Sol |
| ISHARES TR S&P 500 INDEX | ETF | 464287200 | 1 | 16 | SH | Sol |
| ISHARES TR S&P DEV EX-US | ETF | 464288422 | 1,090 | 46,029 | SH | Sol |
| ISHARES TR S&P GBL ENER | ETF | 464287341 | 13,622 | 465,542 | SH | Sol |
| ISHARES TR S&P GL UTILITI | ETF | 464288711 | 22,800 | 485,929 | SH | Sol |
| ISHARES TR S&P GLB100INDX | ETF | 464287572 | 6,183 | 123,307 | SH | Sol |
| ISHARES TR S&P500 GRW | ETF | 464287309 | 68,203 | 1,517,980 | SH | Sol |
| ISHARES TR US PFD STK IDX | ETF | 464288687 | 3,007 | 102,959 | SH | Sol |
| JABIL CIRCUIT INC COM | COM | 466313103 | 1,440 | 213,338 | SH | Sol |
| JACK IN THE BOX INC COM | COM | 466367109 | 2 | 73 | SH | Sol |
| JAKKS PAC INC COM | COM | 47012E106 | 184 | 8,900 | SH | Sol |
| JARDEN CORP COM | COM | 471109108 | 126 | 10,956 | SH | Sol |
| JOHNSON & JOHNSON COM | COM | 478160104 | 12,781 | 213,617 | SH | Sol |
| JPMORGAN & CHASE & CO COM | COM | 46625H100 | 5,689 | 180,438 | SH | Sol |

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| COLUMN 1 | COLUMN 2 | COLUMN 3 | COLUMN 4 | COLUMN 5 | COLUMN 6 | |
|---------------------------------------|----------------|-----------|--------------------|--------------------|---------------------|------------------|
| NAME OF ISSUER | TITLE OF CLASS | CUSIP | VALUE (x\$1000) | SHRS OR PRN AMT | SH/ PUT/ CALL | INVEST DISCRE |
| KANSAS CITY SOUTHERN COM NEW | COM | 485170302 | 1 | 51 | SH | Sol |
| KB FINANCIAL GROUP INC SPONSORED ADR | ADR | 48241A105 | 1,376 | 52,527 | SH | Sol |
| KELLOGG CO COM | COM | 487836108 | 2 | 51 | SH | Sol |
| KEYCORP NEW COM | COM | 493267108 | 81 | 9,497 | SH | Sol |
| KONINKLIJKE PHILIPS ELECTRS NY REG SH | NEW | 500472303 | 10,923 | 549,744 | SH | Sol |
| KRAFT FOODS INC CL A | CL A | 50075N104 | 6,016 | 224,055 | SH | Sol |
| K-SWISS INC CL A | CL A | 482686102 | 2,494 | 218,734 | SH | Sol |
| L-3 COMMUNICATIONS HLDGS INC COM | COM | 502424104 | 3 | 45 | SH | Sol |
| LEAR CORP COM | COM | 521865105 | 186 | 131,596 | SH | Sol |
| LIBERTY GLOBAL INC COM SER A | COM | 530555101 | 0 | 2 | SH | Sol |
| LIBERTY GLOBAL INC COM SER C | COM | 530555309 | 0 | 2 | SH | Sol |
| LIBERTY MEDIA CORP NEW CAP COM SER A | COM | 53071M302 | 0 | 53 | SH | Sol |
| LIBERTY MEDIA CORP NEW ENT COM SER A | COM | 53071M500 | 2 | 124 | SH | Sol |
| LIBERTY MEDIA CORP NEW INT COM SER A | COM | 53071M104 | 1 | 161 | SH | Sol |
| LIFE TECHNOLOGIES CORP COM ADDED | COM | 53217V109 | 2 | 74 | SH | Sol |
| LKQ CORP COM | COM | 501889208 | 1,114 | 95,554 | SH | Sol |
| LORILLARD INC COM | COM | 544147101 | 3 | 45 | SH | Sol |
| LOWES COS INC COM | COM | 548661107 | 22,043 | 1,024,307 | SH | Sol |
| M/I HOMES INC COM | COM | 55305B101 | 1,942 | 184,233 | SH | Sol |
| MARINEMAX INC COM | COM | 567908108 | 1,061 | 312,891 | SH | Sol |
| MARSHALL & ILSLEY CORP NEW COM | COM | 571837103 | 108 | 7,908 | SH | Sol |
| MBIA INC COM | COM | 55262C100 | 1,111 | 272,984 | SH | Sol |
| MCDONALDS CORP COM | COM | 580135101 | 16,818 | 270,433 | SH | Sol |
| MEMC ELECTR MATLS INC COM | COM | 552715104 | 2,764 | 193,531 | SH | Sol |
| MICROSOFT CORP COM | COM | 594918104 | 6,149 | 316,309 | SH | Sol |
| MIDCAP SPDR TR UNIT SER 1 | UIT | 595635103 | 581 | 5,980 | SH | Sol |
| MITSUBISHI UFJ FINL GROUP | SPONSORED ADR | 606822104 | 15,126 | 2,435,826 | SH | Sol |
| NALCO HOLDING COMPANY COM | COM | 62985Q101 | 6,658 | 576,957 | SH | Sol |
| NATIONAL CITY CORP COM | COM | 635405103 | 72 | 39,788 | SH | Sol |
| NATIONAL GRID PLC SPON ADR NEW | SPONSORED ADR | 636274300 | 17,282 | 342,493 | SH | Sol |
| NATIONAL OILWELL VARCO INC COM | COM | 637071101 | 0 | 13 | SH | Sol |
| NEW YORK CMNTY BANCORP INC COM | COM | 649445103 | 2 | 193 | SH | Sol |
| NEWS CORP CL A | CL A | 65248E104 | 3,059 | 336,555 | SH | Sol |
| NEWTEK BUSINESS SERVICES INC. | COM | 652526104 | 32 | 146,141 | SH | Sol |
| NFJ DIVID INT & PREM STRTGY COM SHS | COM | 65337H109 | 2,029 | 156,679 | SH | Sol |
| NIKE INC CL B | CL B | 654106103 | 12,515 | 245,400 | SH | Sol |
| NOKIA CORP SPONSORED ADR | SPONSORED ADR | 654902204 | 3,750 | 240,394 | SH | Sol |
| NORTHEAST UTILS COM | COM | 664397106 | 3 | 138 | SH | Sol |
| NORTHERN TR CORP COM | COM | 665859104 | 1,635 | 31,367 | SH | Sol |
| NOVARTIS A G SPONSORED ADR | SPONSORED ADR | 66987V109 | 29,001 | 582,825 | SH | Sol |
| NOVO-NORDISK A S ADR | ADR | 670100205 | 6,929 | 134,840 | SH | Sol |
| NRG ENERGY INC COM NEW | COM | 629377508 | 3,261 | 139,795 | SH | Sol |
| NSTAR COM | COM | 67019E107 | 3 | 69 | SH | Sol |
| NTELOS HLDGS CORP COM | COM | 67020Q107 | 5 | 189 | SH | Sol |
| NTT DOCOMO INC SPONS ADR | ADR | 62942M201 | 8,559 | 436,245 | SH | Sol |

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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/ PRN | PUT/ CALL | INVEST DISCRE |
| NUVEEN EQTY PRM OPPORTUNITYF COM | COM | 6706EM102 | 2,349 | 219,912 | SH | | Sol |
| NUVEEN INSD DIVID ADVANTAGE COM | COM | 67071L106 | 1 | 125 | SH | | Sol |
| O REILLY AUTOMOTIVE INC COM | COM | 686091109 | 166 | 5,414 | SH | | Sol |
| OCEANEERING INTL INC COM | COM | 675232102 | 109 | 3,735 | SH | | Sol |
| OLD REP INTL CORP COM | COM | 680223104 | 3,072 | 257,728 | SH | | Sol |
| OMNICOM GROUP INC COM | COM | 681919106 | 1 | 41 | SH | | Sol |
| OPEN JT STK CO-VIMPEL COMMUN | SPONSORED ADR | 68370R109 | 634 | 88,492 | SH | | Sol |
| ORACLE CORP COM | COM | 68389X105 | 18,158 | 1,024,140 | SH | | Sol |
| PACCAR INC COM | COM | 693718108 | 4,676 | 163,488 | SH | | Sol |
| PALL CORP COM | COM | 696429307 | 14,261 | 501,611 | SH | | Sol |
| PAR PHARMACEUTICAL COS INC COM | COM | 69888P106 | 182 | 13,586 | SH | | Sol |
| PEPSICO INC COM | COM | 713448108 | 18,397 | 335,894 | SH | | Sol |
| PETROLEO BRASILEIRO SA PETRO | SPONSORED ADR | 71654V408 | 5,316 | 217,079 | SH | | Sol |
| PG&E CORP COM | COM | 69331C108 | 4,687 | 121,082 | SH | | Sol |
| PHARMACEUTICAL PROD DEV INC COM | COM | 717124101 | 3,041 | 104,839 | SH | | Sol |
| PHILIP MORRIS INTL INC COM | COM | 718172109 | 12,506 | 287,428 | SH | | Sol |
| POPULAR INC COM | COM | 733174106 | 1,580 | 306,151 | SH | | Sol |
| POSCO SPONSORED ADR | ADR | 693483109 | 2,090 | 27,771 | SH | | Sol |
| POTASH CORP SASK INC COM | COM | 73755L107 | 22 | 300 | SH | | Sol |
| POWERSHARES ETF TRUST DYNM LRG CP | ETF | 73935X609 | 1,280 | 118,926 | SH | | Sol |
| POWERSHARES ETF TRUST ZACKS MC PRT | ETF | 73935X740 | 497 | 56,268 | SH | | Sol |
| POWERSHARES GLOBAL ETF TRUST AGG | ETF | 73936T565 | 73 | 5,854 | SH | | Sol |
| POWERSHARES GLOBAL ETF TRUST DEV INL | ETF | 73936T805 | 3,379 | 289,625 | SH | | Sol |
| POWERSHARES GLOBAL ETF TRUST DEV MK | ETF | 73936T789 | 3,197 | 112,501 | SH | | Sol |
| POWERSHARES GLOBAL ETF TRUST EMER | ETF | 73936T763 | 51 | 3,696 | SH | | Sol |
| POWERSHARES GLOBAL ETF TRUST INSUR | ETF | 73936T474 | 998 | 47,143 | SH | | Sol |
| POWERSHS DB MULTI SECT COMM DB ENE | ETF | 73936B101 | 450 | 22,422 | SH | | Sol |
| PPL CORP COM | COM | 69351T106 | 3,551 | 115,706 | SH | | Sol |
| PRAXAIR INC COM | COM | 74005P104 | 9,628 | 162,197 | SH | | Sol |
| PROCTER & GAMBLE CO COM | COM | 742718109 | 38,548 | 623,551 | SH | | Sol |
| PROSHARES TR PSHS CONSMR SVCS | SVCS | 74347R636 | 18,648 | 219,959 | SH | | Sol |
| PROSHARES TR PSHS ULTRA FINL | PRO | 74347R743 | 6 | 1,000 | SH | | Sol |
| PUBLIC SVC ENTERPRISE GROUP COM | COM | 744573106 | 858 | 29,400 | SH | | Sol |
| QUEST DIAGNOSTICS INC COM | COM | 74834L100 | 248 | 4,784 | SH | | Sol |
| RESEARCH IN MOTION LTD COM | COM | 760975102 | 2,997 | 73,844 | SH | | Sol |
| ROPER INDS INC NEW COM | COM | 776696106 | 2,919 | 67,250 | SH | | Sol |
| ROYAL CARIBBEAN CRUISES LTD COM | COM | V7780T103 | 90 | 6,525 | SH | | Sol |
| RYDEX ETF TRUST S&P 500 EQ TRD | ETF | 78355W106 | 2,079 | 74,787 | SH | | Sol |
| SANDISK CORP COM | COM | 80004C101 | 1 | 55 | SH | | Sol |
| SARA LEE CORP COM | COM | 803111103 | 2,595 | 265,088 | SH | | Sol |
| SATYAM COMPUTER SERVICES LTD ADR | ADR | 804098101 | 72 | 8,008 | SH | | Sol |
| SCHEIN HENRY INC COM | COM | 806407102 | 2,466 | 67,210 | SH | | Sol |
| SCHERING PLOUGH CORP COM | COM | 806605101 | 1,080 | 63,434 | SH | | Sol |
| SCHLUMBERGER LTD COM | COM | 806857108 | 6 | 134 | SH | | Sol |
| SEAGATE TECHNOLOGY SHS | COM | G7945J104 | 0 | 77 | SH | | Sol |

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 AMT | SH/ PRN | PUT/ CALL | INVEST DISCRE |
|--------------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|------------------|
| SELECT SECTOR SPDR TR SBI INT-UTILS | COM | 81369Y886 | 1,750 | 60,295 | SH | | Sol |
| SEMPRA ENERGY COM | COM | 816851109 | 1,186 | 27,816 | SH | | Sol |
| SINGAPORE FD INC COM | COM | 82929L109 | 0 | 34 | SH | | Sol |
| SMITHFIELD FOODS INC COM | COM | 832248108 | 206 | 14,670 | SH | | Sol |
| SNAP ON INC COM | COM | 833034101 | 2 | 40 | SH | | Sol |
| SONIC CORP COM | COM | 835451105 | 943 | 77,492 | SH | | Sol |
| SPDR INDEX SHS FDS DJWS INTL REAL | ETF | 78463X863 | 2,244 | 82,882 | SH | | Sol |
| SPDR INDEX SHS FDS EMERG MKTS ETF | ETF | 78463X509 | 138 | 3,681 | SH | | Sol |
| SPDR INDEX SHS FDS MSCI ACWI EXUS | MSCI ACWI EXUS | 78463X848 | 3,567 | 152,964 | SH | | Sol |
| SPDR INDEX SHS FDS S&P INTL SMLCP | ETF | 78463X871 | 2,534 | 136,101 | SH | | Sol |
| SPDR INDEX SHS FDS S&P WRLD EX US | ETF | 78463X889 | 0 | 8 | SH | | Sol |
| SPDR SERIES TRUST DJWS LARGE CAP | ETF | 78464A854 | 3,286 | 79,051 | SH | | Sol |
| SPDR SERIES TRUST DJWS LGCAP GRW | ETF | 78464A409 | 0 | 3 | SH | | Sol |
| SPDR SERIES TRUST DJWS SMALL CAP | ETF | 78464A813 | 1,901 | 50,357 | SH | | Sol |
| SPDR SERIES TRUST LEHMAN YLD ETF | ETF | 78464A417 | 249 | 7,679 | SH | | Sol |
| SPDR SERIES TRUST SPDR SR TR | ETF | 78464A680 | 22,767 | 497,204 | SH | | Sol |
| ST MARY LD & EXPL CO COM | COM | 792228108 | 1 | 31 | SH | | Sol |
| STANDARD PAC CORP NEW COM | COM | 85375C101 | 1,208 | 678,587 | SH | | Sol |
| STAPLES INC COM | COM | 855030102 | 2,929 | 163,430 | SH | | Sol |
| STATE STR CORP COM | COM | 857477103 | 11,087 | 281,906 | SH | | Sol |
| STEWART INFORMATION SVCS COR COM | COM | 860372101 | 2,769 | 117,881 | SH | | Sol |
| SVB FINL GROUP COM | COM | 78486Q101 | 108 | 4,107 | SH | | Sol |
| SYMANTEC CORP COM | COM | 871503108 | 7,176 | 530,789 | SH | | Sol |
| SYNGENTA AG SPONSORED ADR | ADR | 87160A100 | 17,172 | 438,720 | SH | | Sol |
| TAIWAN SEMICONDUCTOR MFG LTD | SPONSORED ADR | 874039100 | 2,736 | 346,389 | SH | | Sol |
| TARGET CORP COM | COM | 87612E106 | 14,685 | 425,278 | SH | | Sol |
| TENARIS S A SPONSORED ADR | ADR | 88031M109 | 97 | 4,640 | SH | | Sol |
| TERRA INDS INC COM | COM | 880915103 | 0 | 26 | SH | | Sol |
| TEVA PHARMACEUTICAL INDS LTD ADR | ADR | 881624209 | 2,776 | 65,202 | SH | | Sol |
| TORCHMARK CORP COM | COM | 891027104 | 2 | 37 | SH | | Sol |
| TOTAL S A SPONSORED ADR | SPONSORED ADR | 89151E109 | 21,921 | 396,394 | SH | | Sol |
| TOYOTA MOTOR CORP SP ADR REP2COM | SPONSORED ADR | 892331307 | 9,528 | 145,596 | SH | | Sol |
| TRACTOR SUPPLY CO COM | COM | 892356106 | 129 | 3,574 | SH | | Sol |
| TYCO ELECTRONICS LTD COM NEW | NEW | G9144P105 | 4,393 | 271,023 | SH | | Sol |
| TYCO INTL LTD BERMUDA SHS | SHS | G9143X208 | 4,394 | 203,430 | SH | | Sol |
| UAL CORP. | COM | 902549807 | 27 | 2,409 | SH | | Sol |
| UBS AG SHS NEW | NEW | H89231338 | 4,013 | 280,617 | SH | | Sol |
| UNITED TECHNOLOGIES CORP COM | COM | 913017109 | 12,895 | 240,584 | SH | | Sol |
| UNITEDHEALTH GROUP INC COM | COM | 91324P102 | 4 | 165 | SH | | Sol |
| UNUM GROUP COM | COM | 91529Y106 | 4 | 213 | SH | | Sol |
| VANGUARD BD INDEX FD INC SHORT TRM | ETF | 921937827 | 10,510 | 130,477 | SH | | Sol |
| VANGUARD INDEX FDS LARGE CAP ETF | ETF | 922908637 | 6,193 | 151,972 | SH | | Sol |
| VANGUARD INDEX FDS SMALL CP ETF | ETF | 922908751 | 247 | 5,818 | SH | | Sol |
| VANGUARD INDEX FDS VALUE ETF | ETF | 922908744 | 2,618 | 63,612 | SH | | Sol |
| VANGUARD INTL EQUITY INDEX F ALLWRLD | INDEX | 922042775 | 3,173 | 98,172 | SH | | Sol |

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|--------------------------------------|---------------|-----------|--------|---------|----|-----|
| VANGUARD INTL EQUITY INDEX F EMR MKT | ETF | 922042858 | 1,102 | 46,746 | SH | Sol |
| VANGUARD TAX-MANAGED FD EUROPE PAC | ETF | 921943858 | 6,668 | 242,734 | SH | Sol |
| VANGUARD WORLD FD MEGA CAP INDEX | INDEX | 921910873 | 3,013 | 95,625 | SH | Sol |
| VANGUARD WORLD FD MEGA GRWTH IND | ETF | 921910816 | 2,082 | 66,072 | SH | Sol |
| VANGUARD WORLD FDS UTILITIES ETF | ETF | 92204A876 | 38 | 615 | SH | Sol |
| VARIAN MED SYS INC COM | COM | 92220P105 | 0 | 3 | SH | Sol |
| VCA ANTECH INC COM | COM | 918194101 | 1,796 | 90,330 | SH | Sol |
| VEOLIA ENVIRONNEMENT SPONSORED ADR | SPONSORED ADR | 92334N103 | 3,359 | 105,935 | SH | Sol |
| VERIZON COMMUNICATIONS INC. | COM | 92343V104 | 28 | 832 | SH | Sol |
| VODAFONE GROUP PLC NEW SPONS ADR | ADR | 92857W209 | 12,667 | 619,695 | SH | Sol |
| WAL MART STORES INC COM | COM | 931142103 | 10,143 | 180,927 | SH | Sol |
| WALGREEN CO COM | COM | 931422109 | 8,880 | 359,949 | SH | Sol |
| WALTER INDS INC COM | COM | 93317Q105 | 1 | 35 | SH | Sol |
| WASHINGTON FED INC COM | COM | 938824109 | 2 | 132 | SH | Sol |
| WATERS CORP COM | COM | 941848103 | 4,777 | 130,350 | SH | Sol |
| WEATHERFORD INTERNATIONAL LT COM | COM | G95089101 | 3 | 280 | SH | Sol |
| WILLIAMS COS INC DEL COM | COM | 969457100 | 1,230 | 84,923 | SH | Sol |
| WIMM BILL DANN FOODS OJSC SPONSORED | ADR | 97263M109 | 673 | 25,597 | SH | Sol |
| WISDOMTREE TRUST INTL DV TOP100 | ETF | 97717W786 | 3,350 | 97,925 | SH | Sol |
| WISDOMTREE TRUST INTL UTILITIES | UTILITIES | 97717W653 | 2,436 | 103,981 | SH | Sol |
| WISDOMTREE TRUST LARGE CAP DIVID | ETF | 97717W307 | 0 | 7 | SH | Sol |
| WYETH COM | COM | 983024100 | 3,685 | 98,228 | SH | Sol |
| XL CAP LTD CL A | CL A | G98255105 | 85 | 22,864 | SH | Sol |