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GENWORTH FINANCIAL INC  
Form 13F-HR  
May 05, 2010

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

Form 13F

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: March 31, 2010

Check here if Amendment [ ] ; Amendment Number:

This Amendment (Check only one.): [ ] is a restatement.  
[ ] adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: Genworth Financial, Inc.  
Address: 6620 West Broad Street  
Richmond, Virginia 23230

Form 13F File Number: 28-11523

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: Patricia Merrill  
Title: Senior Counsel  
Phone: (804) 662-2711

Signature, Place, and Date of Signing:

/s/ Patricia Merrill Richmond, VA May 5, 2010  
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[Signature] [City, State] [Date]

Report Type (Check only one.):

[X] 13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.)

[ ] 13F NOTICE. (Check here if no holdings reported are in this report, and all holdings are reported by other reporting manager(s).)

[ ] 13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

List of Other Managers Reporting for this Manager: NONE

FORM 13F SUMMARY PAGE

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Report Summary:

Number of Other Included Managers: 1

Form 13F Information Table Entry Total: 254 lines

Form 13F Information Table Value Total: 1,145,335  
(thousands)

List of Other Included Managers:

Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional investment managers with respect to which this report is filed, other than the manager filing this report.

No.	Form 13F File Number	Name
01	28-11546	Genworth Financial Wealth Management, Inc.

COLUMN 1 NAME OF ISSUER	COLUMN 2 TITLE OF CLASS	COLUMN 3 CUSIP	COLUMN 4 VALUE (x\$1000)	COLUMN 5 SHRS OR SH/ PRN AMT	COLUMN 6 PUT/ CALL	COLUMN 7 INVESTMENT DISCRETION	COLUMN 8 OTHER
3M CO COM	COM	88579Y101	27,088	324,136 SH		Sole	
ABB LTD SPONSORED ADR	SPONSORED ADR	000375204	3,842	175,893 SH		Sole	
ABBOTT LABS COM	COM	002824100	14,540	276,000 SH		Sole	
ABERCROMBIE & FITCH CO CL A	CL A	002896207	4,511	98,835 SH		Sole	
ADAPTEC INC COM	COM	00651F108	429	131,274 SH		Sole	
ADVANCE AUTO PARTS INC COM	COM	00751Y106	5	114 SH		Sole	
AES CORP COM	COM	00130H105	8,186	744,161 SH		Sole	
AFFILIATED MANAGERS GROUP COM	COM	008252108	7,875	99,683 SH		Sole	
AGRIUM INC COM	COM	008916108	1,733	24,541 SH		Sole	
AIR PRODS & CHEMS INC COM	COM	009158106	6,580	88,983 SH		Sole	
ALBEMARLE CORP COM	COM	012653101	4,891	114,742 SH		Sole	
ALEXANDER & BALDWIN INC COM	COM	014482103	1,289	39,015 SH		Sole	
ALLEGHENY ENERGY INC COM	COM	017361106	1,204	52,334 SH		Sole	
ALTERA CORP COM	COM	021441100	4,765	196,092 SH		Sole	
AMEDISYS INC COM	COM	023436108	5,909	107,009 SH		Sole	
AMERICA MOVIL SAB DE CV SPON AD	ADR	02364W105	2,143	42,572 SH		Sole	
AMERICAN ELEC PWR INC COM	COM	025537101	3,784	110,710 SH		Sole	
AMERICAN EXPRESS CO COM	COM	025816109	0	2 SH		Sole	
AMERICAN MED SYS HLDGS INC COM	COM	02744M108	1,175	63,237 SH		Sole	
ANHEUSER BUSCH INBEV SA/NV	SPONSORED ADR	03524A108	3,666	72,660 SH		Sole	
ARKANSAS BEST CORP DEL COM	COM	040790107	1,637	54,787 SH		Sole	
ASML HOLDING N V NY REG SHS	COM	N07059186	3,922	110,788 SH		Sole	
ASSOCIATED BANC CORP COM	COM	045487105	1,542	112,064 SH		Sole	
ASSURED GUARANTY LTD COM	COM	G0585R106	1,764	80,277 SH		Sole	
AUTOLIV INC COM	COM	052800109	5,934	115,152 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	SH/ PUT/ CALL	INVESTMENT DISCRETION
AUTOMATIC DATA PROCESSING IN	COM	053015103	10,209	229,568	SH	Sole
AXA SPONSORED ADR	SPONSORED ADR	054536107	4,992	226,496	SH	Sole
BAIDU INC SPON ADR REP A	ADR	056752108	2,392	4,007	SH	Sole
BANCO SANTANDER SA ADR	ADR	05964H105	3,628	273,367	SH	Sole
BANK OF AMERICA CORPORATION	COM	060505104	5,957	333,712	SH	Sole
BAXTER INTL INC COM	COM	071813109	14,764	253,672	SH	Sole
BE AEROSPACE INC COM	COM	073302101	4,403	145,017	SH	Sole
BECTON DICKINSON & CO COM	COM	075887109	8,089	102,746	SH	Sole
BHP BILLITON LTD SPONSORED ADR	ADR	088606108	3,827	47,645	SH	Sole
BJS WHOLESALE CLUB INC COM	COM	05548J106	3	73	SH	Sole
BLACKROCK ENH CAP & INC FD I COM	COM	09256A109	2,417	153,922	SH	Sole
BLACKROCK INTL GRWTH & INC T	COM	092524107	4,548	396,153	SH	Sole
BLOUNT INTL INC NEW COM	COM	095180105	1,544	149,034	SH	Sole
BOK FINL CORP COM NEW	COM	05561Q201	8,319	158,631	SH	Sole
BRITISH AMERN TOB PLC SPONSORE	SPONSORED ADR	110448107	3,806	55,243	SH	Sole
BUCYRUS INTL INC NEW COM	COM	118759109	3,297	49,964	SH	Sole
CACI INTL INC CL A	CL A	127190304	1,119	22,912	SH	Sole
CAPSTEAD MTG CORP COM NO PAR	COM	14067E506	1,041	87,025	SH	Sole
CARDINAL HEALTH INC COM	COM	14149Y108	1,663	46,146	SH	Sole
CELANESE CORP DEL COM SER A	COM	150870103	5	147	SH	Sole
CENTURY ALUM CO COM	COM	156431108	1,013	73,647	SH	Sole
CERNER CORP COM	COM	156782104	7,384	86,937	SH	Sole
CHESAPEAKE ENERGY CORP COM	COM	165167107	5,656	239,236	SH	Sole
CHICOS FAS INC COM	COM	168615102	4,395	304,755	SH	Sole
CHINA LIFE INS CO LTD SPON ADR	SPONSORED ADR	16939P106	2,099	29,140	SH	Sole
CIMAREX ENERGY CO COM	COM	171798101	2	26	SH	Sole
CISCO SYS INC COM	COM	17275R102	6,586	253,013	SH	Sole
CMS ENERGY CORP COM	COM	125896100	4,346	281,095	SH	Sole

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COLUMN 7
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN	SH/ PUT/ CALL	INVESTMENT DISCRETION
COCA COLA CO COM	COM	191216100	4,856	88,295	SH	Sole
COGNIZANT TECHNOLOGY SOLUTIO	CL A	192446102	5,358	105,102	SH	Sole
COINSTAR INC COM	COM	19259P300	1,216	37,425	SH	Sole
COLGATE PALMOLIVE CO COM	COM	194162103	18,501	217,000	SH	Sole
COMERICA INC COM	COM	200340107	1,491	39,197	SH	Sole
COMTECH TELECOMMUNICATIONS C	COM	205826209	1,142	35,661	SH	Sole
CONSTELLATION ENERGY GROUP	COM	210371100	1,061	30,227	SH	Sole
COOPER COS INC COM NEW	COM	216648402	1,240	31,881	SH	Sole
CORE LABORATORIES N V COM	COM	N22717107	3,106	23,744	SH	Sole
CORNING INC COM	COM	219350105	9,545	472,294	SH	Sole
COVIDIEN PLC SHS	COM	G2554F105	6,914	137,512	SH	Sole
CTRIIP COM INTL LTD AMERICAN DEP	SPONSORED ADR	22943F100	2,233	56,957	SH	Sole
DANAHER CORP DEL COM	COM	235851102	3,651	45,683	SH	Sole
DECKERS OUTDOOR CORP COM	COM	243537107	1,279	9,268	SH	Sole
DEL MONTE FOODS CO COM	COM	24522P103	764	52,317	SH	Sole
DELTA AIR LINES INC.	COM	247361702	178	12,233	SH	Sole

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DISCOVER FINL SVCS COM	COM	254709108	1,587	106,502	SH	Sole
DOLLAR TREE INC COM	COM	256746108	1,672	28,232	SH	Sole
DU PONT E I DE NEMOURS & CO COM	COM	263534109	5,717	153,529	SH	Sole
E M C CORP MASS COM	COM	268648102	14,159	784,893	SH	Sole
EAST WEST BANCORP INC COM	COM	27579R104	1,387	79,597	SH	Sole
EATON VANCE TAX MNG GBL DV E	COM	27829F108	15,915	1,317,489	SH	Sole
EATON VANCE TX MGD DIV EQ IN COM	COM	27828N102	9,227	693,782	SH	Sole
EATON VANCE TXMGD GL BUYWR	COM	27829C105	7,158	534,542	SH	Sole
EBAY INC COM	COM	278642103	8,961	332,290	SH	Sole
EMERSON ELEC CO COM	COM	291011104	5,399	107,244	SH	Sole
EMULEX CORP COM NEW	COM	292475209	858	64,642	SH	Sole
ENTERGY CORP NEW COM	COM	29364G103	2,236	27,489	SH	Sole

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COLUMN 7
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR SH/ PRN AMT	PUT/ CALL	INVESTMENT DISCRETION
ESTERLINE TECHNOLOGIES CORP	COM	297425100	1,096	22,174	SH	Sole
EVERGREEN GBL DIVID OPP FUND	COM	30024H101	2,722	262,270	SH	Sole
EXELON CORP COM	COM	30161N101	1,604	36,613	SH	Sole
EXXON MOBIL CORP COM	COM	30231G102	0	3	SH	Sole
EZCORP INC CL A NON VTG	COM	302301106	956	46,423	SH	Sole
FACET BIOTECH CORP SHS	COM	30303Q103	0	10	SH	Sole
FEDERAL MOGUL CORP COM	COM	313549404	2,899	157,875	SH	Sole
FPL GROUP INC COM	COM	302571104	606	12,541	SH	Sole
FRESENIUS MED CARE AG&CO KGA	SPONSORED ADR	358029106	1,061	18,900	SH	Sole
GENERAL DYNAMICS CORP COM	COM	369550108	16,916	219,115	SH	Sole
GEO GROUP INC COM	COM	36159R103	1,093	55,171	SH	Sole
GILEAD SCIENCES INC COM	COM	375558103	6,425	141,296	SH	Sole
GRAINGER W W INC COM	COM	384802104	10,517	97,267	SH	Sole
GROUPE CGI INC CL A SUB VTG	CL A SUB VTG	39945C109	5,680	380,921	SH	Sole
GULF ISLAND FABRICATION INC COM	COM	402307102	1,702	78,268	SH	Sole
HALLIBURTON CO COM	COM	406216101	5,550	184,206	SH	Sole
HARSCO CORP COM	COM	415864107	2	47	SH	Sole
HEWLETT PACKARD CO COM	COM	428236103	9,281	174,612	SH	Sole
HOLOGIC INC.	COM	436440101	179	9,632	SH	Sole
HONDA MOTOR LTD AMERN SHS	COM	438128308	3,723	105,487	SH	Sole
HONEYWELL INTL INC COM	COM	438516106	5,954	131,524	SH	Sole
HSBC HLDGS PLC SPON ADR NEW	SPONSORED ADR	404280406	3,570	70,429	SH	Sole
ICICI BK LTD ADR	ADR	45104G104	2,091	48,976	SH	Sole
ILLINOIS TOOL WKS INC COM	COM	452308109	8,964	189,264	SH	Sole
INFORMATICA CORP COM	COM	45666Q102	4,004	148,902	SH	Sole
INFOSYS TECHNOLOGIES LTD SPON	SPONSORED ADR	456788108	2,013	34,221	SH	Sole
INGERSOLL- RAND PLC SHS	COM	G47791101	9,977	286,118	SH	Sole
INTEL CORP COM	COM	458140100	6,456	289,626	SH	Sole

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COLUMN 7
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR SH/ PRN AMT	PUT/ CALL	INVESTMENT DISCRETION

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INTERNATIONAL BUSINESS MACHS	COM	459200101	33,701	262,773	SH	Sole
ISHARES TR AGENCY BD FD	ETF	464288166	136	1,258	SH	Sole
ISHARES TR BARCLYS 1-3YR CR	ETF	464288646	1,244	11,890	SH	Sole
ISHARES TR DJ INTL SEL DIVD	ETF	464288448	743	23,521	SH	Sole
ISHARES TR INDEX BARCLYS 1-3 YR	ETF	464287457	1,147	13,760	SH	Sole
ISHARES TR INDEX BARCLYS 7-10 YR	ETF	464287440	4,028	45,004	SH	Sole
ISHARES TR INDEX BARCLYS TIPS BD	ETF	464287176	6,462	62,195	SH	Sole
ISHARES TR INDEX DJ SEL DIV INX	ETF	464287168	744	16,176	SH	Sole
ISHARES TR INDEX MSCI EMERG MKT	ETF	464287234	53,950	1,280,795	SH	Sole
ISHARES TR INDEX RUSL 3000 VALU	ETF	464287663	400	5,000	SH	Sole
ISHARES TR INDEX RUSSELL 1000	ETF	464287622	8,076	124,984	SH	Sole
ISHARES TR INDEX RUSSELL MCP GR	ETF	464287481	11,848	244,197	SH	Sole
ISHARES TR INDEX RUSSELL1000GRW	ETF	464287614	471	9,073	SH	Sole
ISHARES TR INDEX RUSSELL1000VAL	ETF	464287598	7,272	119,078	SH	Sole
ISHARES TR INDEX S&P500 GRW	ETF	464287309	5,713	95,340	SH	Sole
ISHARES TR MSCI GRW IDX	ETF	464288885	14,712	259,745	SH	Sole
ISHARES TR MSCI VAL IDX	ETF	464288877	14,688	289,998	SH	Sole
ISHARES TR S&P GL UTILITI	ETF	464288711	13,381	292,875	SH	Sole
ISHARES TR US PFD STK IDX	ETF	464288687	2,107	54,417	SH	Sole
ITAU UNIBANCO HLDG SA SPON ADR	SPONSORED ADR	465562106	2,176	98,935	SH	Sole
ITT CORP NEW COM	COM	450911102	7,017	130,881	SH	Sole
JACK IN THE BOX INC COM	COM	466367109	2	73	SH	Sole
JAKKS PAC INC COM	COM	47012E106	1,542	117,910	SH	Sole
JARDEN CORP COM	COM	471109108	1,428	42,887	SH	Sole
JOHNSON & JOHNSON COM	COM	478160104	10,148	155,639	SH	Sole
JPMORGAN CHASE & CO COM	COM	46625H100	12,227	273,218	SH	Sole
KANSAS CITY SOUTHERN COM NEW	COM	485170302	2	51	SH	Sole
KEYCORP NEW COM	COM	493267108	1,499	193,410	SH	Sole

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COLUMN 7
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR SH/ PUT/ INVESTMENT PRN AMT	SH/ PUT/ CALL	DISCRETION MAN
KNIGHT TRANSN INC COM	COM	499064103	1,104	52,331	SH	Sole
KRAFT FOODS INC CL A	CL A	50075N104	12,673	419,088	SH	Sole
K-SWISS INC CL A	CL A	482686102	101	9,639	SH	Sole
KUBOTA CORP ADR	ADR	501173207	1,023	22,448	SH	Sole
LEAR CORP COM NEW	COM	521865204	833	10,504	SH	Sole
LHC GROUP INC COM	COM	50187A107	1,266	37,744	SH	Sole
LIFE TECHNOLOGIES CORP COM	COM	53217V109	4	74	SH	Sole
LINCOLN EDL SVCS CORP COM	COM	533535100	1,139	45,010	SH	Sole
LKQ CORP COM	COM	501889208	4,994	246,009	SH	Sole
LOEWS CORP COM	COM	540424108	5,952	159,650	SH	Sole
LORILLARD INC COM	COM	544147101	3	45	SH	Sole
LOWES COS INC COM	COM	548661107	23,234	958,489	SH	Sole
M/I HOMES INC COM	COM	55305B101	1,310	89,406	SH	Sole
MAIDEN HOLDINGS LTD SHS	COM	G5753U112	1,180	159,739	SH	Sole
MAKITA CORP ADR NEW	ADR	560877300	1,231	37,137	SH	Sole
MARINEMAX INC COM	COM	567908108	153	14,175	SH	Sole
MARSHALL & ILSLEY CORP NEW COM	COM	571837103	1,454	180,629	SH	Sole
MASTERCARD INC CL A	CL A	57636Q104	9,263	36,470	SH	Sole
MBIA INC COM	COM	55262C100	138	21,942	SH	Sole
MCDONALDS CORP COM	COM	580135101	8,785	131,673	SH	Sole

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MECHEL OAO SPONSORED ADR	ADR	583840103	2,274	80,015	SH	Sole
MERCK & CO INC NEW COM	COM	58933Y105	5,347	143,161	SH	Sole
MICROSOFT CORP COM	COM	594918104	6,600	225,350	SH	Sole
MITSUBISHI UFJ FINL GROUP IN	SPONSORED ADR	606822104	768	146,854	SH	Sole
NALCO HOLDING COMPANY COM	COM	62985Q101	8,419	346,049	SH	Sole
NATIONAL GRID PLC SPON ADR NEW	SPONSORED ADR	636274300	3,092	63,419	SH	Sole
NEW YORK CMNTY BANCORP INC	COM	649445103	3	193	SH	Sole
NEWTEK BUSINESS SERVICES INC.	COM	652526104	183	146,141	SH	Sole

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COLUMN 7
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR SH/ PRN AMT	SH/ PRN	PUT/ CALL INVESTMENT DISCRETION
NORTHEAST UTILS COM	COM	664397106	4	138	SH	Sole
NORTHERN TR CORP COM	COM	665859104	6,611	119,641	SH	Sole
NOVARTIS A G SPONSORED ADR	SPONSORED ADR	66987V109	1,362	25,176	SH	Sole
NOVO- NORDISK A S ADR	ADR	670100205	3,740	48,496	SH	Sole
NRG ENERGY INC COM NEW	COM	629377508	588	28,128	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	3,660	240,783	SH	Sole
NUVEEN EQTY PRM OPPORTUNITYF	COM	6706EM102	5,564	415,543	SH	Sole
OCEANEERING INTL INC COM	COM	675232102	1,538	24,227	SH	Sole
OLD REP INTL CORP COM	COM	680223104	1,474	116,251	SH	Sole
ORACLE CORP COM	COM	68389X105	9,375	364,639	SH	Sole
PARKER HANNIFIN CORP COM	COM	701094104	6,940	107,203	SH	Sole
PENN VA CORP COM	COM	707882106	1,299	53,005	SH	Sole
PETROLEO BRASILEIRO SA PETRO	SPONSORED ADR	71654V408	1,964	44,127	SH	Sole
PFIZER INC COM	COM	717081103	4,662	271,832	SH	Sole
PG&E CORP COM	COM	69331C108	2,931	69,103	SH	Sole
PHILIP MORRIS INTL INC COM	COM	718172109	9,059	173,685	SH	Sole
PLAINS EXPL& PRODTN CO COM	COM	726505100	4,559	152,002	SH	Sole
POSCO SPONSORED ADR	ADR	693483109	1,984	16,959	SH	Sole
POTASH CORP SASK INC COM	COM	73755L107	3,638	30,483	SH	Sole
PPL CORP COM	COM	69351T106	2,300	82,993	SH	Sole
PRAXAIR INC COM	COM	74005P104	10,312	124,236	SH	Sole
PROCTER & GAMBLE CO COM	COM	742718109	21,631	341,889	SH	Sole
PUBLIC SVC ENTERPRISE GROUP	COM	744573106	424	14,366	SH	Sole
QUEST DIAGNOSTICS INC COM	COM	74834L100	3,477	59,654	SH	Sole
REGIONS FINANCIAL CORP NEW COM	COM	7591EP100	1,285	163,688	SH	Sole
RESMED INC COM	COM	761152107	2,056	32,309	SH	Sole

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COLUMN 7
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR SH/ PRN AMT	SH/ PRN	PUT/ CALL INVESTMENT DISCRETION
ROSETTA RESOURCES INC COM	COM	777779307	5,970	253,492	SH	Sole
ROSS STORES INC COM	COM	778296103	2,441	45,647	SH	Sole

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ROVI CORP COM	COM	779376102	8,068	217,287	SH	Sole
ROYAL CARIBBEAN CRUISES LTD	COM	V7780T103	262	7,955	SH	Sole
SALESFORCE COM INC COM	COM	79466L302	3,843	51,613	SH	Sole
SANOFI AVENTIS SPONSORED ADR	ADR	80105N105	3,767	100,843	SH	Sole
SARA LEE CORP COM	COM	803111103	7,578	544,017	SH	Sole
SEATTLE GENETICS INC COM	COM	812578102	1,010	84,550	SH	Sole
SEMPRA ENERGY COM	COM	816851109	556	11,140	SH	Sole
SINGAPORE FD INC COM	COM	82929L109	0	22	SH	Sole
SMITHFIELD FOODS INC COM	COM	832248108	1,556	75,022	SH	Sole
SNAP ON INC COM	COM	833034101	2	40	SH	Sole
SOCIEDAD QUIMICA MINERA DE C	SPONSORED ADR	833635105	2,035	54,414	SH	Sole
SOLERA HOLDINGS INC COM	COM	83421A104	5,369	138,921	SH	Sole
SOUTHERN CO COM	COM	842587107	743	22,409	SH	Sole
ST MARY LD & EXPL CO COM	COM	792228108	1	31	SH	Sole
STERICYCLE INC COM	COM	858912108	1,180	21,655	SH	Sole
STEWART INFORMATION SVCS COR	COM	860372101	145	10,491	SH	Sole
STRYKER CORP COM	COM	863667101	12,280	214,607	SH	Sole
SUNTRUST BKS INC COM	COM	867914103	171	6,386	SH	Sole
SYBASE INC COM	COM	871130100	9,101	195,213	SH	Sole
SYMANTEC CORP COM	COM	871503108	5,950	351,504	SH	Sole
TALEO CORP CL A	CL A	87424N104	1,023	39,482	SH	Sole
TARGACEPT INC COM	COM	87611R306	1,077	54,787	SH	Sole
TARGET CORP COM	COM	87612E106	16,476	313,239	SH	Sole
TERRA INDS INC COM	COM	880915103	1	26	SH	Sole
TESSERA TECHNOLOGIES INC COM	COM	88164L100	1,048	51,654	SH	Sole
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	2,199	34,862	SH	Sole

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COLUMN 7
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ CALL	INVESTMENT DISCRETION
TOTAL S A SPONSORED ADR	SPONSORED ADR	89151E109	4,815	82,985	SH	Sole
TOWER GROUP INC COM	COM	891777104	1,137	51,287	SH	Sole
TOYOTA MOTOR CORP SP ADR REP2	COM	892331307	3,943	49,036	SH	Sole
TRANSOCEAN LTD REG SHS	COM	H8817H100	5,256	60,852	SH	Sole
TREEHOUSE FOODS INC COM	COM	89469A104	5,620	128,105	SH	Sole
TUPPERWARE BRANDS CORP COM	COM	899896104	9,145	189,642	SH	Sole
TUTOR PERINI CORP COM	COM	901109108	1,162	53,409	SH	Sole
TYCO ELECTRONICS LTD SWITZER SH	COM	H8912P106	7,025	255,625	SH	Sole
UAL CORP.	COM	902549807	47	2,409	SH	Sole
UBS AG SHS NEW	COM	H89231338	1,106	67,907	SH	Sole
UGI CORP NEW COM	COM	902681105	1,447	54,517	SH	Sole
UNISOURCE ENERGY CORP COM	COM	909205106	1,087	34,582	SH	Sole
UNITED TECHNOLOGIES CORP COM	COM	913017109	16,565	225,040	SH	Sole
UNUM GROUP COM	COM	91529Y106	5	213	SH	Sole
USANA HEALTH SCIENCES INC COM	COM	90328M107	931	29,639	SH	Sole
VALE S A ADR	ADR	91912E105	2,194	68,165	SH	Sole
VERIZON COMMUNICATIONS INC.	COM	92343V104	26	832	SH	Sole
VIAD CORP COM NEW	COM	92552R406	744	36,214	SH	Sole
VISA INC COM CL A	CL A	92826C839	6,662	73,181	SH	Sole
VODAFONE GROUP PLC NEW SPONS	ADR	92857W209	8,946	383,798	SH	Sole
WAL MART STORES INC COM	COM	931142103	7,616	136,971	SH	Sole
WALGREEN CO COM	COM	931422109	10,245	276,221	SH	Sole
WALTER ENERGY INC COM	COM	93317Q105	3	35	SH	Sole
WALTER INVNT MGMT CORP COM	COM	93317W102	0	13	SH	Sole

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WARNACO GROUP INC COM NEW	COM	934390402	3,245	68,020 SH	Sole
WASHINGTON FED INC COM	COM	938824109	3	132 SH	Sole
WATERS CORP COM	COM	941848103	9,453	139,963 SH	Sole
WESTPAC BKG CORP SPONSORED	SPONSORED ADR	961214301	3,762	29,603 SH	Sole

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COL	
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR SH/ PRN AMT PRN	PUT/ CALL	INVESTMENT DISCRETION	OT MAN
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WILLIAMS COS INC DEL COM	COM	969457100	2,125	91,973 SH		Sole	
XL CAP LTD CL A	CL A	G98255105	1,542	81,579 SH		Sole	
XTO ENERGY INC COM	COM	98385X106	6,744	142,932 SH		Sole	
YAHOO INC COM	COM	984332106	7,031	425,320 SH		Sole	
YANZHOU COAL MNG CO LTD SPON	SPONSORED ADR	984846105	2,249	93,311 SH		Sole	