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GENWORTH FINANCIAL INC
Form 13F-HR/A
November 04, 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, 2009

Check here if Amendment ; Amendment Number: 1

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 November 4, 2010

[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

FORM 13F SUMMARY PAGE

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Report Summary:

Number of Other Included Managers: 1

Form 13F Information Table Entry Total: 308 lines

Form 13F Information Table Value Total: 1,700,446
(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
3M CO COM	COM	88579Y101	15,843	318,647 SH		Sole
ABB LTD SPONSORED ADR	SPONSORED ADR	000375204	2,383	170,944 SH		Sole
ADAPTEC INC COM	COM	00651F108	203	84,565 SH		Sole
ADVANCE AUTO PARTS INC COM	COM	00751Y106	5	114 SH		Sole
AES CORP COM	COM	00130H105	4,807	827,401 SH		Sole
AGRIUM INC COM	COM	008916108	3,255	90,945 SH		Sole
AIR PRODS & CHEMS INC COM	COM	009158106	6	100 SH		Sole
AIRGAS INC COM	COM	009363102	4,362	129,019 SH		Sole
ALBERTO CULVER CO NEW COM	COM	013078100	128	5,665 SH		Sole
ALLEGHENY ENERGY INC COM	COM	017361106	1,947	84,016 SH		Sole
ALTRIA GROUP INC COM	COM	02209S103	3	200 SH		Sole
AMERICA MOVIL SAB DE CV SPON ADR L	ADR	02364W105	1,058	39,063 SH		Sole
AMERICAN ELEC PWR INC COM	COM	025537101	2,365	93,622 SH		Sole
AMERICAN EXPRESS CO COM	COM	025816109	0	3 SH		Sole
ANADARKO PETE CORP COM	COM	032511107	1,624	41,749 SH		Sole
ANSYS INC COM	COM	03662Q105	5,885	234,461 SH		Sole
ARKANSAS BEST CORP DEL COM	COM	040790107	89	4,666 SH		Sole
ASSURED GUARANTY LTD COM	COM	G0585R106	99	14,629 SH		Sole
AUTOMATIC DATA PROCESSING IN COM	COM	053015103	8,004	227,646 SH		Sole
AXA SPONSORED ADR	SPONSORED ADR	054536107	4,934	411,889 SH		Sole
AXCELIS TECHNOLOGIES INC COM	COM	054540109	46	119,929 SH		Sole
BAIDU INC SPON ADR REP A	ADR	056752108	1,610	9,116 SH		Sole
BANCO BRADESCO S A SP ADR PFD NEW	SPONSORED ADR	059460303	1,123	113,442 SH		Sole
BANK OF NEW YORK MELLON CORP COM	COM	064058100	3,652	129,267 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 SH/ PRN AMT	PUT/ CALL	INVESTMENT DISCRETION
BARD C R INC COM	COM	067383109	4,424	55,498 SH		Sole
BAXTER INTL INC COM	COM	071813109	12,832	250,533 SH		Sole
BECTON DICKINSON & CO COM	COM	075887109	6,858	101,987 SH		Sole
BHP BILLITON LTD SPONSORED ADR	ADR	088606108	2,010	45,066 SH		Sole
BJS WHOLESALE CLUB INC COM	COM	05548J106	2	73 SH		Sole
BLACKROCK MUNIHOLDINGS N Y I COM	COM	09255C106	0	11 SH		Sole
BLACKROCK MUNIYIELD CALIF IN COM	COM	09254N103	0	30 SH		Sole
BOEING CO COM	COM	097023105	3,902	109,659 SH		Sole
BOWNE & CO INC COM	COM	103043105	79	24,620 SH		Sole
BP PLC SPONSORED ADR	ADR	055622104	1,715	42,768 SH		Sole
BRISTOL MYERS SQUIBB CO COM	COM	110122108	8,499	387,746 SH		Sole
BRITISH AMERN TOB PLC SPONSORED ADR	SPONSORED ADR	110448107	1,559	33,892 SH		Sole
BURLINGTON NORTHN SANTA FE C COM	COM	12189T104	4,530	75,316 SH		Sole
CELANESE CORP DEL COM SER A	COM	150870103	2	147 SH		Sole
CEPHALON INC COM	COM	156708109	5,242	76,972 SH		Sole
CHATTEM INC COM	COM	162456107	4,253	75,876 SH		Sole
CHINA LIFE INS CO LTD SPON ADR REP H	SPONSORED ADR	16939P106	1,821	36,975 SH		Sole
CHINA MOBILE LIMITED SPONSORED ADR	ADR	16941M109	2,769	63,624 SH		Sole
CIMAREX ENERGY CO COM	COM	171798101	0	26 SH		Sole
CISCO SYS INC COM	COM	17275R102	7,429	442,994 SH		Sole
CMS ENERGY CORP COM	COM	125896100	3,162	267,082 SH		Sole
CNOOC LTD SPONSORED ADR	SPONSORED ADR	126132109	1,233	12,255 SH		Sole
COCA COLA CO COM	COM	191216100	7,560	172,021 SH		Sole
COCA COLA FEMSA S A B DE C V SPON ADR	ADR	191241108	1,570	46,098 SH		Sole
COGNIZANT TECHNOLOGY SOLUTIO CL A	CL A	192446102	3,999	192,367 SH		Sole
COLGATE PALMOLIVE CO COM	COM	194162103	14,464	245,235 SH		Sole
COMCAST CORP NEW CL A	CL A	20030N101	4,579	335,674 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
COMCAST CORP NEW CL A SPL	SPL	20030N200	1,761	136,854 SH		Sole
COMERICA INC COM	COM	200340107	51	2,798 SH		Sole
COMPANHIA DE BEBIDAS DAS AME SPON	ADR	20441W203	93	1,949 SH		Sole
COMPANHIA SIDERURGICA NACION SPONS	ADR	20440W105	956	64,412 SH		Sole
COMPANHIA VALE DO RIO DOCE SPONSO	SPONSORED ADR	204412209	1,390	104,524 SH		Sole
COMPANIA CERVECERIAS UNIDAS SPONSO	SPONSORED ADR	204429104	1,244	44,279 SH		Sole
CORE LABORATORIES N V COM	COM	N22717107	4,212	57,575 SH		Sole
CORNING INC COM	COM	219350105	2,500	188,419 SH		Sole
COVIDIEN LTD COM	COM	G2552X108	4,344	130,680 SH		Sole
CREDIT SUISSE GROUP SPONSORED ADR	ADR	225401108	1,828	59,961 SH		Sole
CTRIIP COM INTL LTD ADR	SPONSORED ADR	22943F100	1,378	50,286 SH		Sole
CVS CAREMARK CORPORATION COM	COM	126650100	1,481	53,878 SH		Sole
DELTA AIR LINES INC.	COM	247361702	65	11,466 SH		Sole
DEVON ENERGY CORP NEW COM	COM	25179M103	1,629	36,443 SH		Sole
DIAMOND OFFSHORE DRILLING IN COM	COM	25271C102	8,238	131,055 SH		Sole
DIAMONDS TR UNIT SER 1	ETF	252787106	13	176 SH		Sole
DOLLAR THRIFTY AUTOMOTIVE GP COM	COM	256743105	37	32,166 SH		Sole
DR REDDYS LABS LTD ADR	ADR	256135203	1,333	141,007 SH		Sole

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E M C CORP MASS COM	COM	268648102	1,383	121,288	SH	Sole
EATON VANCE CORP COM NON VTG	COM	278265103	182	7,964	SH	Sole
EATON VANCE INS MUN BD FD COM	COM	27827X101	0	1	SH	Sole
EATON VANCE TX MNG BY WRT OP COM	COM	27828Y108	1,660	157,330	SH	Sole
EATON VANCE TXMGD GL BUYWR O COM	COM	27829C105	1,514	160,399	SH	Sole
EMERSON ELEC CO COM	COM	291011104	6,810	238,275	SH	Sole
ENTERGY CORP NEW COM	COM	29364G103	2,028	29,789	SH	Sole
ERICSSON L M TEL CO ADR B SEK 10	ADR	294821608	3,303	408,340	SH	Sole
EXELON CORP COM	COM	30161N101	2,599	57,258	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 AMT	SH/ PUT/ CALL	INVESTMENT DISCRETION
EXXON MOBIL CORP COM	COM	30231G102	8,977	131,819	SH	Sole
FACTSET RESH SYS INC COM	COM	303075105	8,064	161,312	SH	Sole
FAIRPOINT COMMUNICATIONS	COM	305560104	0	15	SH	Sole
FASTENAL CO COM	COM	311900104	6,168	191,806	SH	Sole
FIFTH STREET FINANCE CORP	COM	31678A103	11,404	1,473,379	SH	Sole
FIRST HORIZON NATL CORP COM	COM	320517105	1	113	SH	Sole
FIRST SOLAR INC COM	COM	336433107	27	200	SH	Sole
FIRST TR EXCHANGE TRADED FD UTILITIES	ETF	33734X184	120	10,316	SH	Sole
FIRSTENERGY CORP COM	COM	337932107	377	9,774	SH	Sole
FPL GROUP INC COM	COM	302571104	444	8,757	SH	Sole
FRANCE TELECOM SPONSORED ADR	ADR	35177Q105	1,963	86,637	SH	Sole
FRESENIUS KABI PHARMACEUTHLD RIGHT	RIGHT	35802M115	0	2	SH	Sole
FRESENIUS MED CARE AG&CO KGA	SPONSORED ADR	358029106	1,497	38,678	SH	Sole
GAMESTOP CORP NEW CL A	CL A	36467W109	6,277	224,031	SH	Sole
GENERAL DYNAMICS CORP COM	COM	369550108	7,810	187,796	SH	Sole
GENERAL ELECTRIC CO COM	COM	369604103	554	54,784	SH	Sole
GILEAD SCIENCES INC COM	COM	375558103	5	100	SH	Sole
GROUPE CGI INC CL A SUB VTG	CL A SUB VTG	39945C109	3,536	442,049	SH	Sole
GRUPO TELEVISIA SA DE CV SP ADR REP	SPONSORED ADR	40049J206	1,055	77,377	SH	Sole
HALLIBURTON CO COM	COM	406216101	4,401	284,488	SH	Sole
HANSEN NAT CORP COM	COM	411310105	3,724	103,439	SH	Sole
HARRIS CORP DEL COM	COM	413875105	1,030	35,577	SH	Sole
HARSCO CORP COM	COM	415864107	1	47	SH	Sole
HDFC BANK LTD ADR REPS 3 SHS	ADR	40415F101	2,276	37,348	SH	Sole
HEWLETT PACKARD CO COM	COM	428236103	6,077	189,552	SH	Sole
HOLOGIC INC.	COM	436440101	126	9,632	SH	Sole
HUDSON CITY BANCORP COM	COM	443683107	4,817	412,033	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	OTHER
IHS INC CL A	CL A	451734107	12,225	296,858	SH	Sole	0

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ILLINOIS TOOL WKS INC COM	COM	452308109	5,786	187,565	SH	Sole	0
IMMUCOR INC COM	COM	452526106	4,561	181,371	SH	Sole	0
ING GLOBAL EQTY DIV & PREM O COM	COM	45684E107	1,504	163,133	SH	Sole	0
INGERSOLL-RAND COMPANY LTD CL A	CL A	G4776G101	1,531	110,918	SH	Sole	0
INTERNATIONAL BUSINESS MACHS COM	COM	459200101	12,886	132,997	SH	Sole	0
INTUIT COM	COM	461202103	5,943	220,106	SH	Sole	0
ISHARES COMEX GOLD TR ISHARES	ETF	464285105	5	52	SH	Sole	0
ISHARES TR AGENCY BD FD	ETF	464288166	95	880	SH	Sole	0
ISHARES TR BARCLYS 10-20YR	ETF	464288653	43	370	SH	Sole	0
ISHARES TR BARCLYS 1-3 YR	ETF	464287457	325,540	3,860,769	SH	Sole	0
ISHARES TR BARCLYS 1-3YR CR	ETF	464288646	552	5,585	SH	Sole	0
ISHARES TR BARCLYS 20+ YR	ETF	464287432	669	6,330	SH	Sole	0
ISHARES TR BARCLYS 3-7 YR	ETF	464288661	4,735	41,225	SH	Sole	0
ISHARES TR BARCLYS 7-10 YR	ETF	464287440	1,680	17,390	SH	Sole	0
ISHARES TR BARCLYS CR BD	ETF	464288620	573	6,287	SH	Sole	0
ISHARES TR BARCLYS INTER CR	ETF	464288638	6,768	71,892	SH	Sole	0
ISHARES TR BARCLYS MBS BD	ETF	464288588	6,768	63,887	SH	Sole	0
ISHARES TR BARCLYS SH TREA	ETF	464288679	209,483	1,899,381	SH	Sole	0
ISHARES TR BARCLYS TIPS BD	ETF	464287176	5,897	57,394	SH	Sole	0
ISHARES TR BARCLYS US AGG B	ETF	464287226	830	8,181	SH	Sole	0
ISHARES TR DJ US INDEX FD	ETF	464287846	18	469	SH	Sole	0
ISHARES TR DJ US TECH SEC	ETF	464287721	234	6,311	SH	Sole	0
ISHARES TR DJ US TELECOMM	ETF	464287713	61	3,823	SH	Sole	0
ISHARES TR DJ US UTILS	ETF	464287697	0	7	SH	Sole	0
ISHARES TR IBOXX INV CPBD	ETF	464287242	203,375	2,160,809	SH	Sole	0
ISHARES TR LRGE CORE INDX	ETF	464287127	1,342	29,169	SH	Sole	0

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
ISHARES TR LRGE GRW INDX	ETF	464287119	1,794	43,754	SH	Sole	0
ISHARES TR MSCI ACWI INDX	ETF	464288257	74	2,599	SH	Sole	0
ISHARES TR MSCI EAFE IDX	ETF	464287465	15,608	415,225	SH	Sole	0
ISHARES TR MSCI EMERG MKT	ETF	464287234	12,728	513,016	SH	Sole	0
ISHARES TR MSCI SMALL CAP	ETF	464288273	26	1,139	SH	Sole	0
ISHARES TR RUSL 2000 GROW	ETF	464287648	25	541	SH	Sole	0
ISHARES TR RUSL 2000 VALU	ETF	464287630	55	1,392	SH	Sole	0
ISHARES TR RUSSELL 1000	ETF	464287622	5,225	120,805	SH	Sole	0
ISHARES TR RUSSELL MCP GR	ETF	464287481	49	1,637	SH	Sole	0
ISHARES TR RUSSELL MCP VL	ETF	464287473	7,956	332,190	SH	Sole	0
ISHARES TR RUSSELL1000GRW	ETF	464287614	2,353	67,080	SH	Sole	0
ISHARES TR RUSSELL1000VAL	ETF	464287598	229	5,629	SH	Sole	0
ISHARES TR S&P 100 IDX FD	ETF	464287101	1,626	43,101	SH	Sole	0
ISHARES TR S&P 500 INDEX	ETF	464287200	78,920	991,202	SH	Sole	0
ISHARES TR S&P GBL ENER	ETF	464287341	1	30	SH	Sole	0
ISHARES TR S&P GL UTILITI	ETF	464288711	14,725	386,572	SH	Sole	0
ISHARES TR S&P GLB100INDX	ETF	464287572	275	6,516	SH	Sole	0
ISHARES TR S&P LTN AM 40	ETF	464287390	41	1,594	SH	Sole	0
ISHARES TR S&P MIDCP VALU	ETF	464287705	3	73	SH	Sole	0
ISHARES TR S&P NATL MUN B	ETF	464288414	1,292	12,962	SH	Sole	0
ISHARES TR S&P500 GRW	ETF	464287309	70,401	1,681,831	SH	Sole	0
ISHARES TR US PFD STK INDX	ETF	464288687	819	35,943	SH	Sole	0
JACK IN THE BOX INC COM	COM	466367109	2	73	SH	Sole	0
JAKKS PAC INC COM	COM	47012E106	87	7,049	SH	Sole	0

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JARDEN CORP COM	COM	471109108	110	8,709 SH	Sole	0
JOHNSON & JOHNSON COM	COM	478160104	5,525	105,045 SH	Sole	0
JPMORGAN CHASE & CO COM	COM	46625H100	6,003	225,839 SH	Sole	0

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ CALL	INVESTMENT DISCRETION
KANSAS CITY SOUTHERN COM NEW	COM	485170302	1	51 SH		Sole
KEYCORP NEW COM	COM	493267108	59	7,506 SH		Sole
KRAFT FOODS INC CL A	CL A	50075N104	4,444	199,357 SH		Sole
K-SWISS INC CL A	CL A	482686102	53	6,247 SH		Sole
LEAR CORP COM	COM	521865105	11	14,803 SH		Sole
LIFE TECHNOLOGIES CORP COM	COM	53217V109	2	74 SH		Sole
LKQ CORP COM	COM	501889208	5,423	380,028 SH		Sole
LORILLARD INC COM	COM	544147101	3	45 SH		Sole
LOWES COS INC COM	COM	548661107	11,063	606,212 SH		Sole
MARINEMAX INC COM	COM	567908108	75	38,419 SH		Sole
MARSHALL & ILSLEY CORP NEW COM	COM	571837103	35	6,266 SH		Sole
MASTERCARD INC CL A	CL A	57636Q104	9,189	54,866 SH		Sole
MBIA INC COM	COM	55262C100	65	14,217 SH		Sole
MCDONALDS CORP COM	COM	580135101	7,818	143,265 SH		Sole
MICROSOFT CORP COM	COM	594918104	4,888	266,095 SH		Sole
MIDCAP SPDR TR UNIT SER 1	UIT	595635103	18	207 SH		Sole
SPONSOR						
MITSUBISHI UFJ FINL GROUP IN						
SPONSOR	SPONSORED ADR	606822104	6,089	1,237,664 SH		Sole
NATIONAL GRID PLC SPON ADR NEW	SPONSORED ADR	636274300	4,602	119,105 SH		Sole
NET SERVICOS DE COMUNICACAO SPONSO	ADR	64109T201	1,387	191,375 SH		Sole
NEW YORK CMNTY BANCORP INC COM	COM	649445103	2	193 SH		Sole
NEWTEK BUSINESS SERVICES INC.	COM	652526104	54	146,141 SH		Sole
NFJ DIVID INT & PREM STRTGY COM SHS	COM	65337H109	1,209	120,945 SH		Sole
NIKE INC CL B	CL B	654106103	8,635	184,159 SH		Sole
NORTHEAST UTILS COM	COM	664397106	3	138 SH		Sole
NORTHERN TR CORP COM	COM	665859104	6,585	110,082 SH		Sole
NOVARTIS A G SPONSORED ADR	SPONSORED ADR	66987V109	3,701	97,826 SH		Sole
NOVO-NORDISK A S ADR	ADR	670100205	1,633	34,035 SH		Sole

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ CALL	INVESTMENT DISCRETION
NRG ENERGY INC COM NEW	COM	629377508	1,449	82,348 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	1,463	107,168 SH		Sole
NUVEEN EQTY PRM OPPORTUNITYF COM	COM	6706EM102	1,632	160,761 SH		Sole
NUVEEN INSD DIVID ADVANTAGE COM	COM	67071L106	1	96 SH		Sole
NV ENERGY INC COM	COM	67073Y106	92	9,843 SH		Sole

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O REILLY AUTOMOTIVE INC COM	COM	686091109	8,177	233,574	SH	Sole
OCEANEERING INTL INC COM	COM	675232102	3,410	92,477	SH	Sole
OLD REP INTL CORP COM	COM	680223104	96	8,858	SH	Sole
ORACLE CORP COM	COM	68389X105	9,415	521,029	SH	Sole
P T TELEKOMUNIKASI INDONESIA SPONSO	ADR	715684106	1,430	55,661	SH	Sole
PACCAR INC COM	COM	693718108	6,207	240,950	SH	Sole
PALL CORP COM	COM	696429307	5,808	284,302	SH	Sole
PAR PHARMACEUTICAL COS INC COM	COM	69888P106	102	10,792	SH	Sole
PEPSICO INC COM	COM	713448108	12,593	244,610	SH	Sole
PETROLEO BRASILEIRO SA PETRO	SPONSORED ADR	71654V408	164	5,366	SH	Sole
PG&E CORP COM	COM	69331C108	3,204	83,837	SH	Sole
PHILIP MORRIS INTL INC COM	COM	718172109	8,018	225,358	SH	Sole
PHILIPPINE LONG DISTANCE TEL SPONSO	ADR	718252604	1,144	25,930	SH	Sole
PNC FINL SVCS GROUP INC COM	COM	693475105	34	1,168	SH	Sole
POPULAR INC COM	COM	733174106	35	16,267	SH	Sole
POSCO SPONSORED ADR	ADR	693483109	190	2,845	SH	Sole
POTASH CORP SASK INC COM	COM	73755L107	24	300	SH	Sole
POWERSHARES DB G10 CURCY HAR COM	ETF	73935Y102	11	539	SH	Sole
POWERSHARES ETF TRUST DYN UTIL	ETF	73935X591	228	17,401	SH	Sole
POWERSHARES ETF TRUST DYNM LRG CP	ETF	73935X609	696	67,064	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/ INVESTMENT DISCRETION
POWERSHARES ETF TRUST ZACKS MC	ETF	73935X740	8	1,176 SH	Sole
POWERSHARES GLOBAL ETF TRUST INSUR	ETF	73936T474	1,700	77,365 SH	Sole
POWERSHS DB MULTI SECT COMM DB AGR	ETF	73936B408	7,672	313,266 SH	Sole
PPL CORP COM	COM	69351T106	2,359	82,159 SH	Sole
PRAXAIR INC COM	COM	74005P104	8,366	124,323 SH	Sole
PROCTER & GAMBLE CO COM	COM	742718109	19,128	406,201 SH	Sole
PUBLIC SVC ENTERPRISE GROUP COM	COM	744573106	858	29,131 SH	Sole
QUEST DIAGNOSTICS INC COM	COM	74834L100	176	3,701 SH	Sole
RESEARCH IN MOTION LTD COM	COM	760975102	1,420	32,931 SH	Sole
RESMED INC COM	COM	761152107	3,919	110,893 SH	Sole
ROPER INDS INC NEW COM	COM	776696106	3,793	89,352 SH	Sole
ROYAL CARIBBEAN CRUISES LTD COM	COM	V7780T103	41	5,162 SH	Sole
RYDEX ETF TRUST TOP 50 ETF	ETF	78355W205	558	8,937 SH	Sole
SARA LEE CORP COM	COM	803111103	1,730	214,079 SH	Sole
SCHLUMBERGER LTD COM	COM	806857108	4	100 SH	Sole
SELECT SECTOR SPDR TR SBI CONS DISCR	ETF	81369Y407	120	6,110 SH	Sole
SELECT SECTOR SPDR TR SBI CONS STPLS	ETF	81369Y308	187	8,857 SH	Sole
SELECT SECTOR SPDR TR SBI HEALTHCA	ETF	81369Y209	254	10,510 SH	Sole
SELECT SECTOR SPDR TR SBI INT-ENERGY	ETF	81369Y506	182	4,294 SH	Sole
SELECT SECTOR SPDR TR SBI INT-FINL	ETF	81369Y605	113	12,869 SH	Sole
SELECT SECTOR SPDR TR SBI INT-INDS	ETF	81369Y704	140	7,619 SH	Sole
SELECT SECTOR SPDR TR SBI INT-TECH	ETF	81369Y803	28	1,824 SH	Sole
SELECT SECTOR SPDR TR SBI INT-UTILS	COM	81369Y886	503	19,672 SH	Sole
SELECT SECTOR SPDR TR SBI MATERIALS	ETF	81369Y100	14	615 SH	Sole
SEMPRA ENERGY COM	COM	816851109	328	7,093 SH	Sole
SINGAPORE FD INC COM	COM	82929L109	0	26 SH	Sole
SMITHFIELD FOODS INC COM	COM	832248108	114	12,051 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
SNAP ON INC COM	COM	833034101	1	40 SH	Sole
SPDR GOLD TRUST GOLD SHS	ETF	78463V107	13,566	150,264 SH	Sole
SPDR INDEX SHS FDS DJWS INTL REAL	ETF	78463X863	437	19,824 SH	Sole
SPDR INDEX SHS FDS EMERG MKTS ETF	ETF	78463X509	340	9,224 SH	Sole
SPDR INDEX SHS FDS S&P INTL SMLCP	ETF	78463X871	388	24,114 SH	Sole
SPDR INDEX SHS FDS S&P WRLD EX US	ETF	78463X889	566	35,709 SH	Sole
SPDR SERIES TRUST BARCL CAP TIPS	ETF	78464A656	124	2,488 SH	Sole
SPDR SERIES TRUST BRCLYS 1-3MT ETF	ETF	78464A680	52	1,136 SH	Sole
SPDR SERIES TRUST BRCLYS AGG ETF	ETF	78464A649	830	15,182 SH	Sole
SPDR SERIES TRUST BRCLYS INTL ETF	ETF	78464A516	247	4,822 SH	Sole
SPDR SERIES TRUST BRCLYS MUNI ETF	ETF	78464A458	1,743	78,847 SH	Sole
SPDR SERIES TRUST BRCLYS SHRT ETF	ETF	78464A425	310	13,023 SH	Sole
SPDR SERIES TRUST BRCLYS YLD ETF	ETF	78464A417	579	19,652 SH	Sole
SPDR SERIES TRUST DB INT GVT ETF	ETF	78464A490	74	1,590 SH	Sole
SPDR SERIES TRUST DJ WLSH REIT ETF	ETF	78464A607	1,301	49,309 SH	Sole
SPDR SERIES TRUST DJWS LGCAP GRW	ETF	78464A409	694	20,332 SH	Sole
SPDR SERIES TRUST DJWS SMALL CAP	ETF	78464A813	117	3,554 SH	Sole
SPDR TR UNIT SER 1	ETF	78462F103	2,867	36,057 SH	Sole
ST MARY LD & EXPL CO COM	COM	792228108	0	31 SH	Sole
STAPLES INC COM	COM	855030102	2,385	131,673 SH	Sole
STERICYCLE INC COM	COM	858912108	5,738	120,210 SH	Sole
STEWART INFORMATION SVCS COR COM	COM	860372101	133	6,796 SH	Sole
STRYKER CORP COM	COM	863667101	8,387	246,397 SH	Sole
SYBASE INC COM	COM	871130100	8,833	291,629 SH	Sole
SYMANTEC CORP COM	COM	871503108	4,355	291,530 SH	Sole
SYNGENTA AG SPONSORED ADR	ADR	87160A100	3,657	91,163 SH	Sole
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	1,868	208,716 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
TARGET CORP COM	COM	87612E106	12,085	351,405 SH	Sole
TENARIS S A SPONSORED ADR	ADR	88031M109	41	2,040 SH	Sole
TERRA INDS INC COM	COM	880915103	1	26 SH	Sole
TEVA PHARMACEUTICAL INDS LTD ADR	ADR	881624209	188	4,171 SH	Sole
TOTAL S A SPONSORED ADR	SPONSORED ADR	89151E109	5,067	103,279 SH	Sole
TOYOTA MOTOR CORP SP ADR REP2COM	SPONSORED ADR	892331307	3,152	49,800 SH	Sole
TRACTOR SUPPLY CO COM	COM	892356106	100	2,774 SH	Sole
TRANSOCEAN LTD REG SHS ADDED		H8817H100	3,536	60,093 SH	Sole
TYCO ELECTRONICS LTD COM NEW	NEW	G9144P105	4,353	394,259 SH	Sole
UAL CORP.	COM	902549807	11	2,409 SH	Sole
UBS AG SHS NEW	NEW	H89231338	0	37 SH	Sole
UNITED CMNTY BKS BLAIRSVLE G CAP STK	CAP STK	90984P105	2	380 SH	Sole
UNITED TECHNOLOGIES CORP COM	COM	913017109	6,918	160,958 SH	Sole
UNUM GROUP COM	COM	91529Y106	3	213 SH	Sole

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VANGUARD INDEX FDS GROWTH ETF	ETF	922908736	4,219	112,925	SH	Sole
VANGUARD INDEX FDS LARGE CAP ETF	ETF	922908637	26	724	SH	Sole
VANGUARD INDEX FDS MCAP VL IDXVIP	ETF	922908512	18	632	SH	Sole
VANGUARD INDEX FDS SM CP VAL ETF	ETF	922908611	679	19,533	SH	Sole
VANGUARD INDEX FDS SML CP GRW ETF	ETF	922908595	1,332	34,498	SH	Sole
VANGUARD INDEX FDS VALUE ETF	ETF	922908744	4,863	143,607	SH	Sole
VANGUARD INTL EQUITY INDEX F EMR MKT	ETF	922042858	1,758	74,620	SH	Sole
VANGUARD INTL EQUITY INDEX F EURPEAN	ETF	922042874	2,727	85,478	SH	Sole
VANGUARD INTL EQUITY INDEX F PACIFIC	ETF	922042866	1,703	45,268	SH	Sole
VANGUARD INTL EQUITY INDEX F TT WRLD	ETF	922042742	325	11,211	SH	Sole
VANGUARD TAX-MANAGED FD EUROPE	ETF	921943858	1,323	57,479	SH	Sole
VANGUARD WORLD FD MEGA CAP INDEX	INDEX	921910873	20	707	SH	Sole
VANGUARD WORLD FD MEGA GRWTH IND	ETF	921910816	1	19	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	OTHER MANAGER
VERIZON COMMUNICATIONS INC.	COM	92343V104	25	832	SH	Sole	
VODAFONE GROUP PLC NEW SPONS ADR	ADR	92857W209	6,441	369,765	SH	Sole	01
VULCAN MATLS CO COM	COM	929160109	5,028	113,535	SH	Sole	01
WAL MART STORES INC COM	COM	931142103	5,055	97,026	SH	Sole	01
WALGREEN CO COM	COM	931422109	12,001	462,294	SH	Sole	01
WALTER INDS INC COM	COM	93317Q105	1	35	SH	Sole	01
WASHINGTON FED INC COM	COM	938824109	2	132	SH	Sole	01
WATERS CORP COM	COM	941848103	7,998	216,444	SH	Sole	01
WILLIAMS COS INC DEL COM	COM	969457100	1,288	113,210	SH	Sole	01
WISDOMTREE TRUST INTL UTILITIES	UTILITIES	97717W653	4	202	SH	Sole	01
WYETH COM	COM	983024100	2,656	61,708	SH	Sole	01
XL CAP LTD CL A	CL A	G98255105	99	18,160	SH	Sole	01
YAHOO INC COM	COM	984332106	5,061	395,106	SH	Sole	01
YUM BRANDS INC COM	COM	988498101	4,611	167,805	SH	Sole	01