

Edgar Filing: GENWORTH FINANCIAL INC - Form 13F-HR

GENWORTH FINANCIAL INC  
Form 13F-HR  
February 10, 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: December 31, 2009

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

-----  
[Signature]

Richmond, VA  
[City, State]

February 10, 2010  
[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: 259 lines

Form 13F Information Table Value Total: 1,241,397  
(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 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 | INVESTMENT DISCRETION |
| -----                            | -----          | -----     | -----           | -----           | -----         | -----                 |
| 3M CO COM                        | COM            | 88579Y101 | 24,135          | 291,939         | SH            | Sole                  |
| ABB LTD SPONSORED ADR            | SPONSORED ADR  | 000375204 | 2,581           | 135,129         | SH            | Sole                  |
| ACUITY BRANDS INC COM            | COM            | 00508Y102 | 4,012           | 112,564         | SH            | Sole                  |
| ADAPTEC INC COM                  | COM            | 00651F108 | 450             | 134,351         | SH            | Sole                  |
| ADVANCE AUTO PARTS INC COM       | COM            | 00751Y106 | 5               | 114             | SH            | Sole                  |
| AES CORP COM                     | COM            | 00130H105 | 9,548           | 717,332         | SH            | Sole                  |
| AFFILIATED MANAGERS GROUP COM    | COM            | 008252108 | 4,791           | 71,142          | SH            | Sole                  |
| AGRIUM INC COM                   | COM            | 008916108 | 3,574           | 58,119          | SH            | Sole                  |
| AIRGAS INC COM                   | COM            | 009363102 | 4,832           | 101,516         | SH            | Sole                  |
| ALBEMARLE CORP COM               | COM            | 012653101 | 3,063           | 84,226          | SH            | Sole                  |
| ALEXANDER & BALDWIN INC COM      | COM            | 014482103 | 336             | 9,805           | SH            | Sole                  |
| ALLEGHENY ENERGY INC COM         | COM            | 017361106 | 1,750           | 74,534          | SH            | Sole                  |
| ALTERA CORP COM                  | COM            | 021441100 | 2,929           | 129,418         | SH            | Sole                  |
| AMERICA MOVIL SAB DE CV SPON ADR | ADR            | 02364W105 | 1,318           | 28,049          | SH            | Sole                  |
| AMERICAN ELEC PWR INC COM        | COM            | 025537101 | 4,605           | 132,359         | SH            | Sole                  |
| AMERICAN EXPRESS CO COM          | COM            | 025816109 | 0               | 2               | SH            | Sole                  |
| ANADARKO PETE CORP COM           | COM            | 032511107 | 8               | 122             | SH            | Sole                  |
| ANSYS INC COM                    | COM            | 03662Q105 | 12,117          | 278,804         | SH            | Sole                  |
| ARKANSAS BEST CORP DEL COM       | COM            | 040790107 | 317             | 10,784          | SH            | Sole                  |
| ASSOCIATED BANC CORP COM         | COM            | 045487105 | 235             | 21,352          | SH            | Sole                  |
| ASSURED GUARANTY LTD COM         | COM            | G0585R106 | 506             | 23,270          | SH            | Sole                  |
| AUTOLIV INC COM                  | COM            | 052800109 | 726             | 16,754          | SH            | Sole                  |
| AUTOMATIC DATA PROCESSING IN COM | COM            | 053015103 | 7,096           | 165,708         | SH            | Sole                  |
| AXA SPONSORED ADR                | SPONSORED ADR  | 054536107 | 7,062           | 298,226         | 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 PRN AMT | SH/ PUT/ CALL | INVESTMENT DISCRETION |
| BAIDU INC SPON ADR REP A           | ADR            | 056752108 | 3,128           | 7,607           | SH            | Sole                  |
| BANCO BRADESCO S A SP ADR PFD NE   | SPONSORED ADR  | 059460303 | 1,899           | 86,811          | SH            | Sole                  |
| BANK OF AMERICA CORPORATION COM    | COM            | 060505104 | 2,642           | 175,403         | SH            | Sole                  |
| BARD C R INC COM                   | COM            | 067383109 | 3,489           | 44,789          | SH            | Sole                  |
| BAXTER INTL INC COM                | COM            | 071813109 | 12,482          | 212,711         | SH            | Sole                  |
| BECTON DICKINSON & CO COM          | COM            | 075887109 | 5,863           | 74,351          | SH            | Sole                  |
| BHP BILLITON LTD SPONSORED ADR     | ADR            | 088606108 | 2,707           | 35,352          | SH            | Sole                  |
| BJS WHOLESALE CLUB INC COM         | COM            | 05548J106 | 2               | 73              | SH            | Sole                  |
| BLACKROCK ENH CAP & INC FD I COM   | COM            | 09256A109 | 2,604           | 167,216         | SH            | Sole                  |
| BLACKROCK INTL GRWTH & INC T COM   | COM            | 092524107 | 6,022           | 520,899         | SH            | Sole                  |
| BOEING CO COM                      | COM            | 097023105 | 4,820           | 89,044          | SH            | Sole                  |
| BOWNE & CO INC COM                 | COM            | 103043105 | 211             | 31,556          | SH            | Sole                  |
| BP PLC SPONSORED ADR               | ADR            | 055622104 | 1,942           | 33,504          | SH            | Sole                  |
| BRISTOL MYERS SQUIBB CO COM        | COM            | 110122108 | 5,232           | 207,219         | SH            | Sole                  |
| BRITISH AMERN TOB PLC SPONSORED    | SPONSORED ADR  | 110448107 | 1,717           | 26,550          | SH            | Sole                  |
| BUCYRUS INTL INC NEW COM           | COM            | 118759109 | 2,618           | 46,437          | SH            | Sole                  |
| BURLINGTON NORTHN SANTA FE C COM   | COM            | 12189T104 | 1               | 9               | SH            | Sole                  |
| CARDINAL HEALTH INC COM            | COM            | 14149Y108 | 352             | 10,911          | SH            | Sole                  |
| CELANESE CORP DEL COM SER A        | COM            | 150870103 | 5               | 147             | SH            | Sole                  |
| CEPHALON INC COM                   | COM            | 156708109 | 3,714           | 59,500          | SH            | Sole                  |
| CERNER CORP COM                    | COM            | 156782104 | 3,045           | 36,936          | SH            | Sole                  |
| CHATTEM INC COM                    | COM            | 162456107 | 5,466           | 58,584          | SH            | Sole                  |
| CHEVRON CORP NEW COM               | COM            | 166764100 | 2,867           | 37,240          | SH            | Sole                  |
| CHICOS FAS INC COM                 | COM            | 168615102 | 2,990           | 212,820         | SH            | Sole                  |
| CHINA LIFE INS CO LTD SPON ADR REP | SPONSORED ADR  | 16939P106 | 2,014           | 27,464          | SH            | Sole                  |
| CHINA MOBILE LIMITED SPONSORED     | ADR            | 16941M109 | 2,182           | 46,990          | SH            | Sole                  |
| CHUBB CORP COM                     | COM            | 171232101 | 3,413           | 69,407          | 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 |
| CHURCH & DWIGHT INC COM           | COM            | 171340102 | 2,577           | 42,630          | SH            | Sole                  |
| CIMAREX ENERGY CO COM             | COM            | 171798101 | 1               | 26              | SH            | Sole                  |
| CISCO SYS INC COM                 | COM            | 17275R102 | 6,086           | 254,212         | SH            | Sole                  |
| CMS ENERGY CORP COM               | COM            | 125896100 | 5,246           | 334,984         | SH            | Sole                  |
| CNOOC LTD SPONSORED ADR           | SPONSORED ADR  | 126132109 | 1,386           | 8,916           | SH            | Sole                  |
| COCA COLA CO COM                  | COM            | 191216100 | 8,129           | 142,610         | SH            | Sole                  |
| COCA COLA FEMSA S A B DE C V SPON | ADR            | 191241108 | 2,328           | 35,425          | SH            | Sole                  |
| COGNIZANT TECHNOLOGY SOLUTIO CL   | CL A           | 192446102 | 12,609          | 278,157         | SH            | Sole                  |
| COLGATE PALMOLIVE CO COM          | COM            | 194162103 | 15,546          | 189,245         | SH            | Sole                  |
| COMCAST CORP NEW CL A             | CL A           | 20030N101 | 4,602           | 272,934         | SH            | Sole                  |
| COMERICA INC COM                  | COM            | 200340107 | 185             | 6,261           | SH            | Sole                  |
| COMPANHIA SIDERURGICA NACION SPO  | ADR            | 20440W105 | 1,727           | 54,078          | SH            | Sole                  |
| COMPANIA CERVECERIAS UNIDAS SPON  | SPONSORED ADR  | 204429104 | 1,282           | 32,860          | SH            | Sole                  |
| CORE LABORATORIES N V COM         | COM            | N22717107 | 8,031           | 67,990          | SH            | Sole                  |

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|                                  |               |           |        |           |    |      |
|----------------------------------|---------------|-----------|--------|-----------|----|------|
| CORNING INC COM                  | COM           | 219350105 | 3,988  | 206,544   | SH | Sole |
| COVIDIEN PLC SHS                 | COM           | G2554F105 | 5,096  | 106,405   | SH | Sole |
| CTRIIP COM INTL LTD ADR          | SPONSORED ADR | 22943F100 | 3,032  | 42,195    | SH | Sole |
| CVS CAREMARK CORPORATION COM     | COM           | 126650100 | 2,942  | 91,334    | SH | Sole |
| DANAHER CORP DEL COM             | COM           | 235851102 | 3,886  | 51,674    | SH | Sole |
| DELTA AIR LINES INC.             | COM           | 247361702 | 139    | 12,233    | SH | Sole |
| DELUXE CORP COM                  | COM           | 248019101 | 266    | 17,954    | SH | Sole |
| DIAMOND OFFSHORE DRILLING IN COM | COM           | 25271C102 | 10,478 | 106,462   | SH | Sole |
| DR REDDYS LABS LTD ADR           | ADR           | 256135203 | 2,705  | 111,739   | SH | Sole |
| E M C CORP MASS COM              | COM           | 268648102 | 3,977  | 227,645   | SH | Sole |
| EATON VANCE TAX MNG GBL DV E COM | COM           | 27829F108 | 19,948 | 1,617,876 | SH | Sole |
| EATON VANCE TX MGD DIV EQ IN COM | COM           | 27828N102 | 11,208 | 853,646   | SH | Sole |
| EATON VANCE TXMGD GL BUYWR       | COM           | 27829C105 | 8,546  | 615,237   | SH | Sole |

| COLUMN 1                           | COLUMN 2          | COLUMN 3  | COLUMN 4           | COLUMN 5           | COLUMN 6            |                          |
|------------------------------------|-------------------|-----------|--------------------|--------------------|---------------------|--------------------------|
| NAME OF ISSUER                     | TITLE<br>OF CLASS | CUSIP     | VALUE<br>(x\$1000) | SHRS OR<br>PRN AMT | SH/<br>PUT/<br>CALL | INVESTMENT<br>DISCRETION |
| EMERSON ELEC CO COM                | COM               | 291011104 | 6,168              | 144,784            | SH                  | Sole                     |
| ENTERGY CORP NEW COM               | COM               | 29364G103 | 2,786              | 34,036             | SH                  | Sole                     |
| ERICSSON L M TEL CO ADR B SEK 10   | ADR               | 294821608 | 1,994              | 216,938            | SH                  | Sole                     |
| EVERGREEN GBL DIVID OPP FUND COM   | COM               | 30024H101 | 2,730              | 266,555            | SH                  | Sole                     |
| EXELON CORP COM                    | COM               | 30161N101 | 3,151              | 64,481             | SH                  | Sole                     |
| EXXON MOBIL CORP COM               | COM               | 30231G102 | 8,935              | 131,037            | SH                  | Sole                     |
| FACTSET RESH SYS INC COM           | COM               | 303075105 | 10,091             | 153,202            | SH                  | Sole                     |
| FAIRPOINT COMMUNICATIONS           | COM               | 305560104 | 0                  | 15                 | SH                  | Sole                     |
| FASTANEL CO COM                    | COM               | 311900104 | 6,326              | 151,926            | SH                  | Sole                     |
| FIFTH STREET FINANCE CORP          | COM               | 31678A103 | 242                | 22,500             | SH                  | Sole                     |
| FIRSTENERGY CORP COM               | COM               | 337932107 | 1,423              | 30,632             | SH                  | Sole                     |
| FPL GROUP INC COM                  | COM               | 302571104 | 352                | 6,668              | SH                  | Sole                     |
| FRANCE TELECOM SPONSORED ADR       | ADR               | 35177Q105 | 1,185              | 46,953             | SH                  | Sole                     |
| FRESENIUS MED CARE AG&CO KGA       | SPONSORED ADR     | 358029106 | 1,095              | 20,653             | SH                  | Sole                     |
| GAMESTOP CORP NEW CL A             | Cl A              | 36467W109 | 3,856              | 175,742            | SH                  | Sole                     |
| GENERAL DYNAMICS CORP COM          | COM               | 369550108 | 11,467             | 168,215            | SH                  | Sole                     |
| GILEAD SCIENCES INC COM            | COM               | 375558103 | 5,070              | 117,182            | SH                  | Sole                     |
| GRAINGER W W INC COM               | COM               | 384802104 | 6,870              | 70,947             | SH                  | Sole                     |
| GRUPE CGI INC CL A SUB VTG         | CL A SUB VTG      | 39945C109 | 3,902              | 287,787            | SH                  | Sole                     |
| GRUPO TELEVISA SA DE CV SP ADR REP | SPONSORED ADR     | 40049J206 | 1,350              | 65,017             | SH                  | Sole                     |
| HALLIBURTON CO COM                 | COM               | 406216101 | 6,963              | 231,396            | SH                  | Sole                     |
| HANSEN NAT CORP COM                | COM               | 411310105 | 3,193              | 83,163             | SH                  | Sole                     |
| HARSCO CORP COM                    | COM               | 415864107 | 2                  | 47                 | SH                  | Sole                     |
| HDFC BANK LTD ADR REPS 3 SHS       | ADR               | 40415F101 | 3,781              | 29,063             | SH                  | Sole                     |
| HEWLETT PACKARD CO COM             | COM               | 428236103 | 10,311             | 200,177            | SH                  | Sole                     |
| HOLOGIC INC.                       | COM               | 436440101 | 140                | 9,632              | SH                  | Sole                     |
| HUDSON CITY BANCORP COM            | COM               | 443683107 | 4,568              | 332,734            | SH                  | Sole                     |

| COLUMN 1 | COLUMN 2 | COLUMN 3 | COLUMN 4 | COLUMN 5 | COLUMN 6 |
|----------|----------|----------|----------|----------|----------|
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| NAME OF ISSUER                   | TITLE OF CLASS | CUSIP     | VALUE (x\$1000) | SHRS OR PRN AMT | SH/ PUT/ CALL | INVESTMENT DISCRETION |
|----------------------------------|----------------|-----------|-----------------|-----------------|---------------|-----------------------|
| IHS INC CL A                     | CL A           | 451734107 | 10,654          | 194,378         | SH            | Sole                  |
| ILLINOIS TOOL WKS INC COM        | COM            | 452308109 | 6,574           | 136,991         | SH            | Sole                  |
| IMMUCOR INC COM                  | COM            | 452526106 | 2,834           | 139,996         | SH            | Sole                  |
| INGERSOLL-RAND PLC SHS           | COM            | G47791101 | 4,836           | 135,323         | SH            | Sole                  |
| INTERNATIONAL BUSINESS MACHS COM | COM            | 459200101 | 21,135          | 161,456         | SH            | Sole                  |
| INTUIT COM                       | COM            | 461202103 | 5,485           | 178,503         | SH            | Sole                  |
| ISHARES TR AGENCY BD FD          | ETF            | 464288166 | 137             | 1,277           | SH            | Sole                  |
| ISHARES TR BARCLYS 10-20YR       | ETF            | 464288653 | 7               | 70              | SH            | Sole                  |
| ISHARES TR BARCLYS 1-3YR CR      | ETF            | 464288646 | 1,062           | 10,216          | SH            | Sole                  |
| ISHARES TR BARCLYS CR BD         | ETF            | 464288620 | 2               | 20              | SH            | Sole                  |
| ISHARES TR BARCLYS INTER CR      | ETF            | 464288638 | 2               | 20              | SH            | Sole                  |
| ISHARES TR BARCLYS MBS BD        | ETF            | 464288588 | 4,795           | 45,244          | SH            | Sole                  |
| ISHARES TR INDEX BARCLYS 1-3 YR  | ETF            | 464287457 | 1,187           | 14,304          | SH            | Sole                  |
| ISHARES TR INDEX BARCLYS 7-10 YR | ETF            | 464287440 | 3,881           | 43,798          | SH            | Sole                  |
| ISHARES TR INDEX BARCLYS TIPS BD | ETF            | 464287176 | 6,302           | 60,653          | SH            | Sole                  |
| ISHARES TR INDEX DJ US INDEX FD  | ETF            | 464287846 | 4               | 65              | SH            | Sole                  |
| ISHARES TR INDEX IBOXX INV CPBD  | ETF            | 464287242 | 58,061          | 557,471         | SH            | Sole                  |
| ISHARES TR INDEX MSCI EAFE IDX   | ETF            | 464287465 | 16,112          | 291,465         | SH            | Sole                  |
| ISHARES TR INDEX MSCI EMERG MKT  | ETF            | 464287234 | 59,290          | 1,428,672       | SH            | Sole                  |
| ISHARES TR INDEX RUSSELL 1000    | ETF            | 464287622 | 10,000          | 163,108         | SH            | Sole                  |
| ISHARES TR INDEX RUSSELL MCP GR  | ETF            | 464287481 | 21,184          | 467,224         | SH            | Sole                  |
| ISHARES TR INDEX RUSSELL1000GRW  | ETF            | 464287614 | 29              | 577             | SH            | Sole                  |
| ISHARES TR INDEX RUSSELL1000VAL  | ETF            | 464287598 | 964             | 16,802          | SH            | Sole                  |
| ISHARES TR INDEX S&P 500 INDEX   | ETF            | 464287200 | 90,806          | 812,143         | SH            | Sole                  |
| ISHARES TR INDEX S&P500 GRW      | ETF            | 464287309 | 76,475          | 1,318,760       | SH            | Sole                  |
| ISHARES TR MSCI ACWI INDX        | ETF            | 464288257 | 513             | 12,127          | SH            | Sole                  |
| ISHARES TR MSCI GRW IDX          | ETF            | 464288885 | 948             | 17,201          | 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 |
| ISHARES TR MSCI SMALL CAP    | ETF            | 464288273 | 57              | 1,597           | SH            | Sole                  |
| ISHARES TR MSCI VAL IDX      | ETF            | 464288877 | 575             | 11,431          | SH            | Sole                  |
| ISHARES TR S&P GL UTILITI    | ETF            | 464288711 | 15,679          | 326,711         | SH            | Sole                  |
| ISHARES TR S&PCITI1-3YRTB    | ETF            | 464288125 | 37              | 359             | SH            | Sole                  |
| ISHARES TR US PFD STK IDX    | ETF            | 464288687 | 1,305           | 35,558          | SH            | Sole                  |
| JACK IN THE BOX INC COM      | COM            | 466367109 | 1               | 73              | SH            | Sole                  |
| JAKKS PAC INC COM            | COM            | 47012E106 | 234             | 19,314          | SH            | Sole                  |
| JARDEN CORP COM              | COM            | 471109108 | 426             | 13,785          | SH            | Sole                  |
| JOHNSON & JOHNSON COM        | COM            | 478160104 | 6,994           | 108,590         | SH            | Sole                  |
| JPMORGAN CHASE & CO COM      | COM            | 46625H100 | 7,657           | 183,752         | SH            | Sole                  |
| KANSAS CITY SOUTHERN COM NEW | COM            | 485170302 | 2               | 51              | SH            | Sole                  |
| KEYCORP NEW COM              | COM            | 493267108 | 188             | 33,948          | SH            | Sole                  |
| KRAFT FOODS INC CL A         | CL A           | 50075N104 | 4,406           | 162,117         | SH            | Sole                  |
| K-SWISS INC CL A             | CL A           | 482686102 | 97              | 9,762           | SH            | Sole                  |
| LIFE TECHNOLOGIES CORP COM   | COM            | 53217V109 | 4               | 74              | SH            | Sole                  |
| LKQ CORP COM                 | COM            | 501889208 | 8,830           | 450,754         | SH            | Sole                  |
| LOCKHEED MARTIN CORP COM     | COM            | 539830109 | 2,046           | 27,152          | SH            | Sole                  |
| LORILLARD INC COM            | COM            | 544147101 | 4               | 45              | SH            | Sole                  |

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|                                |               |           |        |         |    |      |
|--------------------------------|---------------|-----------|--------|---------|----|------|
| LOWES COS INC COM              | COM           | 548661107 | 12,596 | 538,522 | SH | Sole |
| MAKITA CORP ADR NEW            | ADR           | 560877300 | 1,435  | 40,720  | SH | Sole |
| MARINEMAX INC COM              | COM           | 567908108 | 445    | 48,434  | SH | Sole |
| MARSHALL & ILSLEY CORP NEW COM | COM           | 571837103 | 162    | 29,771  | SH | Sole |
| MASTERCARD INC CL A            | CL A          | 57636Q104 | 11,420 | 44,613  | SH | Sole |
| MBIA INC COM                   | COM           | 55262C100 | 87     | 21,961  | SH | Sole |
| MCDONALDS CORP COM             | COM           | 580135101 | 8,265  | 132,364 | SH | Sole |
| MICROSOFT CORP COM             | COM           | 594918104 | 6,581  | 215,911 | SH | Sole |
| MIDCAP SPDR TR UNIT SER 1      | ETF           | 595635103 | 235    | 1,781   | SH | Sole |
| MITSUBISHI UFJ FINL GROUP IN   | SPONSORED ADR | 606822104 | 4,407  | 895,741 | 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 |
| NATIONAL GRID PLC SPON ADR NEW    | SPONSORED ADR  | 636274300 | 5,429           | 99,827          | SH            | Sole                  |
| NET SERVICOS DE COMUNICACAO SPO   | ADR            | 64109T201 | 2,073           | 153,243         | SH            | Sole                  |
| NEW YORK CMNTY BANCORP INC COM    | COM            | 649445103 | 3               | 193             | SH            | Sole                  |
| NEWTEK BUSINESS SERVICES INC.     | COM            | 652526104 | 143             | 146,141         | SH            | Sole                  |
| NIKE INC CL B                     | CL B           | 654106103 | 9,793           | 148,222         | SH            | Sole                  |
| NORTHEAST UTILS COM               | COM            | 664397106 | 4               | 138             | SH            | Sole                  |
| NORTHERN TR CORP COM              | COM            | 665859104 | 5,152           | 98,326          | SH            | Sole                  |
| NOVARTIS A G SPONSORED ADR        | SPONSORED ADR  | 66987V109 | 3,324           | 61,067          | SH            | Sole                  |
| NOVO-NORDISK A S ADR              | ADR            | 670100205 | 1,703           | 26,668          | SH            | Sole                  |
| NRG ENERGY INC COM NEW            | COM            | 629377508 | 1,129           | 47,816          | SH            | Sole                  |
| NSTAR COM                         | COM            | 67019E107 | 3               | 69              | SH            | Sole                  |
| NTELOS HLDGS CORP COM             | COM            | 67020Q107 | 3               | 189             | SH            | Sole                  |
| NTT DOCOMO INC SPONS ADR          | ADR            | 62942M201 | 1,181           | 84,493          | SH            | Sole                  |
| NUVEEN EQTY PRM OPPORTUNITYF      | COM            | 6706EM102 | 6,971           | 528,087         | SH            | Sole                  |
| O REILLY AUTOMOTIVE INC COM       | COM            | 686091109 | 7,024           | 184,255         | SH            | Sole                  |
| OCEANEERING INTL INC COM          | COM            | 675232102 | 6,897           | 117,865         | SH            | Sole                  |
| OLD REP INTL CORP COM             | COM            | 680223104 | 141             | 14,029          | SH            | Sole                  |
| ORACLE CORP COM                   | COM            | 68389X105 | 10,774          | 439,220         | SH            | Sole                  |
| P T TELEKOMUNIKASI INDONESIA SPON | ADR            | 715684106 | 1,866           | 46,710          | SH            | Sole                  |
| PACCAR INC COM                    | COM            | 693718108 | 4,552           | 125,510         | SH            | Sole                  |
| PALL CORP COM                     | COM            | 696429307 | 6,058           | 167,355         | SH            | Sole                  |
| PEPSICO INC COM                   | COM            | 713448108 | 4,580           | 75,321          | SH            | Sole                  |
| PETROLEO BRASILEIRO SA PETRO      | SPONSORED ADR  | 71654V408 | 2               | 34              | SH            | Sole                  |
| PFIZER INC COM                    | COM            | 717081103 | 2,637           | 144,997         | SH            | Sole                  |
| PG&E CORP COM                     | COM            | 69331C108 | 3,849           | 86,199          | SH            | Sole                  |
| PHILIP MORRIS INTL INC COM        | COM            | 718172109 | 9,841           | 204,206         | SH            | Sole                  |
| PHILIPPINE LONG DISTANCE TEL SPON | ADR            | 718252604 | 1,230           | 21,703          | SH            | Sole                  |
| PINNACLE WEST CAP CORP COM        | COM            | 723484101 | 1               | 36              | 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 |

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|                                    |     |           |        |         |    |      |
|------------------------------------|-----|-----------|--------|---------|----|------|
| PLAINS EXPL& PRODTN CO COM         | COM | 726505100 | 2,176  | 78,671  | SH | Sole |
| POWERSHARES ETF TRUST ZACKS MC     | ETF | 73935X740 | 50     | 5,056   | SH | Sole |
| POWERSHARES GLOBAL ETF FD S&P 500  | ETF | 73936G308 | 19     | 872     | SH | Sole |
| POWERSHARES GLOBAL ETF TRUST INSU  | ETF | 73936T474 | 73     | 3,070   | SH | Sole |
| POWERSHARES GLOBAL ETF TRUST SOVE  | ETF | 73936T573 | 450    | 17,643  | SH | Sole |
| PPL CORP COM                       | COM | 69351T106 | 3,169  | 98,081  | SH | Sole |
| PRAXAIR INC COM                    | COM | 74005P104 | 7,210  | 89,772  | SH | Sole |
| PROCTER & GAMBLE CO COM            | COM | 742718109 | 16,566 | 273,235 | SH | Sole |
| PUBLIC SVC ENTERPRISE GROUP COM    | COM | 744573106 | 752    | 22,606  | SH | Sole |
| QUEST DIAGNOSTICS INC COM          | COM | 74834L100 | 3,494  | 57,867  | SH | Sole |
| RALCORP HLDGS INC NEW COM          | COM | 751028101 | 2,224  | 37,252  | SH | Sole |
| RESEARCH IN MOTION LTD COM         | COM | 760975102 | 1,743  | 25,811  | SH | Sole |
| RESMED INC COM                     | COM | 761152107 | 4,662  | 89,196  | SH | Sole |
| ROPER INDS INC NEW COM             | COM | 776696106 | 7,051  | 134,636 | SH | Sole |
| ROSS STORES INC COM                | COM | 778296103 | 1,866  | 43,694  | SH | Sole |
| ROVI CORP COM                      | COM | 779376102 | 3,392  | 106,425 | SH | Sole |
| ROYAL CARIBBEAN CRUISES LTD COM    | COM | V7780T103 | 205    | 8,112   | SH | Sole |
| SALESFORCE COM INC COM             | COM | 79466L302 | 3,658  | 49,583  | SH | Sole |
| SARA LEE CORP COM                  | COM | 803111103 | 4,054  | 332,863 | SH | Sole |
| SINGAPORE FD INC COM               | COM | 82929L109 | 0      | 23      | SH | Sole |
| SMITHFIELD FOODS INC COM           | COM | 832248108 | 314    | 20,678  | SH | Sole |
| SNAP ON INC COM                    | COM | 833034101 | 2      | 40      | SH | Sole |
| SOUTHERN CO COM                    | COM | 842587107 | 780    | 23,398  | SH | Sole |
| SPDR INDEX SHS FDS DJ INTL RL ETF  | ETF | 78463X863 | 180    | 5,168   | SH | Sole |
| SPDR SERIES TRUST BRCLYS 1-3MT ETF | ETF | 78464A680 | 41     | 895     | SH | Sole |
| ST MARY LD & EXPL CO COM           | COM | 792228108 | 1      | 31      | SH | Sole |
| STERICYCLE INC COM                 | COM | 858912108 | 5,192  | 94,108  | SH | Sole |
| STEWART INFORMATION SVCS COR       | COM | 860372101 | 118    | 10,465  | 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 |
| STRYKER CORP COM                 | COM            | 863667101 | 12,505          | 248,253         | SH            | Sole                  |
| SUNTRUST BKS INC COM             | COM            | 867914103 | 131             | 6,434           | SH            | Sole                  |
| SYBASE INC COM                   | COM            | 871130100 | 10,182          | 234,609         | SH            | Sole                  |
| SYMANTEC CORP COM                | COM            | 871503108 | 4,246           | 237,312         | SH            | Sole                  |
| SYNGENTA AG SPONSORED ADR        | ADR            | 87160A100 | 1,940           | 34,468          | SH            | Sole                  |
| TAIWAN SEMICONDUCTOR MFG LTD     | SPONSORED ADR  | 874039100 | 1,707           | 149,247         | SH            | Sole                  |
| TARGET CORP COM                  | COM            | 87612E106 | 13,017          | 269,116         | SH            | Sole                  |
| TERRA INDS INC COM               | COM            | 880915103 | 1               | 26              | SH            | Sole                  |
| TOTAL S A SPONSORED ADR          | SPONSORED ADR  | 89151E109 | 4,595           | 71,751          | SH            | Sole                  |
| TOYOTA MOTOR CORP SP ADR REP2C   | SPONSORED ADR  | 892331307 | 2,257           | 26,815          | SH            | Sole                  |
| TRANSOCEAN LTD REG SHS           | COM            | H8817H100 | 3,210           | 38,773          | SH            | Sole                  |
| TUPPERWARE BRANDS CORP COM       | COM            | 899896104 | 4,318           | 92,721          | SH            | Sole                  |
| TYCO ELECTRONICS LTD SWITZER SHS | COM            | H8912P106 | 7,864           | 320,307         | SH            | Sole                  |
| UAL CORP.                        | COM            | 902549807 | 31              | 2,409           | SH            | Sole                  |
| UBS AG SHS NEW                   | COM            | H89231338 | 1,156           | 74,537          | SH            | Sole                  |
| UGI CORP NEW COM                 | COM            | 902681105 | 462             | 19,097          | SH            | Sole                  |
| UNISOURCE ENERGY CORP COM        | COM            | 909205106 | 613             | 19,037          | SH            | Sole                  |
| UNITED TECHNOLOGIES CORP COM     | COM            | 913017109 | 13,062          | 188,181         | SH            | Sole                  |
| UNIVERSAL CORP VA COM            | COM            | 913456109 | 277             | 6,081           | SH            | Sole                  |

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|                                  |      |           |       |           |      |
|----------------------------------|------|-----------|-------|-----------|------|
| UNIVERSAL HLTH SVCS INC CL B     | CL B | 913903100 | 2,790 | 91,472 SH | Sole |
| UNUM GROUP COM                   | COM  | 91529Y106 | 4     | 213 SH    | Sole |
| VALE S A ADR                     | ADR  | 91912E105 | 2,343 | 80,701 SH | Sole |
| VANGUARD INDEX FDS LARGE CAP ETF | ETF  | 922908637 | 199   | 3,936 SH  | Sole |
| VANGUARD INDEX FDS SMALL CP ETF  | ETF  | 922908751 | 4     | 70 SH     | Sole |
| VANGUARD INDEX FDS VALUE ETF     | ETF  | 922908744 | 36    | 756 SH    | Sole |
| VANGUARD INTL EQUITY INDEX F EMR | ETF  | 922042858 | 9     | 210 SH    | Sole |
| VANGUARD TAX-MANAGED FD EUROPE   | ETF  | 921943858 | 37    | 1,078 SH  | Sole |
| VANGUARD WORLD FD MEGA CAP IND   | ETF  | 921910873 | 66    | 1,707 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 |
| VERIZON COMMUNICATIONS INC.     | COM            | 92343V104 | 28              | 832 SH          |               | Sole                  |
| VODAFONE GROUP PLC NEW SPONS AD | ADR            | 92857W209 | 4,543           | 196,743 SH      |               | Sole                  |
| VULCAN MATLS CO COM             | COM            | 929160109 | 4,859           | 92,250 SH       |               | Sole                  |
| WAL MART STORES INC COM         | COM            | 931142103 | 7,773           | 145,433 SH      |               | Sole                  |
| WALGREEN CO COM                 | COM            | 931422109 | 12,931          | 352,144 SH      |               | Sole                  |
| WALTER ENERGY INC COM           | COM            | 93317Q105 | 3               | 35 SH           |               | Sole                  |
| WALTER INVT MGMT CORP COM       | COM            | 93317W102 | 0               | 13 SH           |               | Sole                  |
| WARNACO GROUP INC COM NEW       | COM            | 934390402 | 3,260           | 77,268 SH       |               | Sole                  |
| WASHINGTON FED INC COM          | COM            | 938824109 | 3               | 132 SH          |               | Sole                  |
| WATERS CORP COM                 | COM            | 941848103 | 11,317          | 182,656 SH      |               | Sole                  |
| WILLIAMS COS INC DEL COM        | COM            | 969457100 | 2,480           | 117,640 SH      |               | Sole                  |
| WISDOMTREE TRUST INTL UTILITIES |                | 97717W653 | 78              | 3,475 SH        |               | Sole                  |
| XL CAP LTD CL A                 | CL A           | G98255105 | 315             | 17,211 SH       |               | Sole                  |
| YAHOO INC COM                   | COM            | 984332106 | 5,396           | 321,558 SH      |               | Sole                  |
| YUM BRANDS INC COM              | COM            | 988498101 | 4,770           | 136,413 SH      |               | Sole                  |