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GENWORTH FINANCIAL INC
Form 13F-HR
May 06, 2011

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, 2011

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 6, 2011

[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

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FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 1

Form 13F Information Table Entry Total: 465 lines

Form 13F Information Table Value Total: 1,740,183
(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 | COLUMN 2 | COLUMN 3 | COLUMN 4 | COLUMN 5 | COLUMN 6 |
|--|----------------|-----------|-----------------|-------------|---------------|
| NAME OF ISSUER | TITLE OF CLASS | CUSIP | VALUE (x\$1000) | SHRS OR PRN | SH/ PUT/ CALL |
| 3M CO COM | COM | 88579Y101 | 16,369 | 175,074 | SH |
| ABB LTD SPONSORED ADR | SPONSORED ADR | 000375204 | 3,348 | 138,419 | SH |
| ABBOTT LABS COM | COM | 002824100 | 9,387 | 191,370 | SH |
| ABERCROMBIE & FITCH CO CL A | CL A | 002896207 | 4,833 | 82,335 | SH |
| ACACIA RESH CORP ACACIA TCH COM | COM | 003881307 | 2,476 | 72,088 | SH |
| AES CORP COM | COM | 00130H105 | 1,446 | 111,241 | SH |
| AETNA INC NEW COM | COM | 00817Y108 | 37 | 1,000 | SH |
| AFFILIATED MANAGERS GROUP COM | COM | 008252108 | 6,616 | 60,489 | SH |
| AFLAC INC COM | COM | 001055102 | 13 | 250 | SH |
| AIR PRODS & CHEMS INC COM | COM | 009158106 | 2,487 | 27,577 | SH |
| AKAMAI TECHNOLOGIES INC COM | COM | 00971T101 | 51 | 1,350 | SH |
| ALBEMARLE CORP COM | COM | 012653101 | 10,237 | 171,275 | SH |
| ALCOA INC COM | COM | 013817101 | 4,714 | 266,936 | SH |
| ALEXANDER & BALDWIN INC COM | COM | 014482103 | 3,433 | 75,194 | SH |
| ALLSTATE CORP COM | COM | 020002101 | 1,352 | 42,550 | SH |
| ALTERA CORP COM | COM | 021441100 | 0 | 3 | SH |
| AMAZON COM INC COM | COM | 023135106 | 41 | 225 | SH |
| AMEDISYS INC COM | COM | 023436108 | 0 | 2 | SH |
| AMERICAN AXLE & MFG HLDGS IN COM | COM | 024061103 | 2,193 | 174,158 | SH |
| AMERICAN ELEC PWR INC COM | COM | 025537101 | 2,069 | 58,886 | SH |
| AMERICAN EXPRESS CO COM | COM | 025816109 | 3 | 72 | SH |
| AMERICAN MED SYS HLDGS INC COM | COM | 02744M108 | 0 | 3 | SH |
| AMERICAS CAR MART INC COM | COM | 03062T105 | 1,289 | 49,982 | SH |
| AMERIGAS PARTNERS L P UNIT L P INT | COM | 030975106 | 14 | 300 | SH |
| AMGEN INC COM | COM | 031162100 | 5 | 95 | SH |
| ANALOG DEVICES INC COM | COM | 032654105 | 32 | 800 | SH |
| ANHEUSER BUSCH INBEV SA/NV SPONSORED ADR | SPONSORED ADR | 03524A108 | 0 | 7 | SH |
| ANSYS INC COM | COM | 03662Q105 | 51 | 950 | SH |
| APPLE INC COM | COM | 037833100 | 2,929 | 8,405 | SH |
| APPLIED MATLS INC COM | COM | 038222105 | 30 | 1,900 | SH |

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|----------------------------------|-----|-----------|-------|---------|----|
| ARKANSAS BEST CORP DEL COM | COM | 040790107 | 3,024 | 116,678 | SH |
| ASML HOLDING N V NY REG SHS | COM | N07059186 | 3,350 | 75,286 | SH |
| ASSOCIATED BANC CORP COM | COM | 045487105 | 1,972 | 132,766 | SH |
| ASSURED GUARANTY LTD COM | COM | G0585R106 | 2,044 | 137,164 | SH |
| AT&T INC COM | COM | 00206R102 | 39 | 1,281 | SH |
| AUTOLIV INC COM | COM | 052800109 | 0 | 4 | SH |
| AUTOMATIC DATA PROCESSING IN COM | COM | 053015103 | 3,317 | 64,652 | SH |
| BAIDU INC SPON ADR REP A | ADR | 056752108 | 1,958 | 14,208 | SH |
| BALCHEM CORP COM | COM | 057665200 | 1,369 | 36,480 | SH |
| BANCO SANTANDER SA ADR | ADR | 05964H105 | 0 | 31 | SH |
| BANK OF AMERICA CORPORATION COM | COM | 060505104 | 5 | 368 | SH |

| 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 | SH/ PUT/ INVE CALL DISC |
| BANK OF NEW YORK MELLON CORP COM | COM | 064058100 | 3 | 90 | SH |
| BARCLAYS BK PLC 10 YR TREAS BEAR | ETF | 06740L451 | 18,294 | 344,523 | SH |
| BARCLAYS BK PLC DJUBS CMDT ETN36 | ETN | 06738C778 | 1,493 | 29,077 | SH |
| BARCLAYS PLC ADR | ADR | 06738E204 | 2,042 | 112,560 | SH |
| BARD C R INC COM | COM | 067383109 | 5 | 50 | SH |
| BAXTER INTL INC COM | COM | 071813109 | 6,080 | 113,069 | SH |
| BAYTEX ENERGY CORP | COM | 07317Q105 | 3,529 | 58,600 | SH |
| BCE INC | COM | 05534B760 | 4,885 | 130,300 | SH |
| BE AEROSPACE INC COM | COM | 073302101 | 4,425 | 124,535 | SH |
| BECKMAN COULTER INC COM | COM | 075811109 | 17 | 200 | SH |
| BECTON DICKINSON & CO COM | COM | 075887109 | 2,313 | 29,046 | SH |
| BEMIS INC COM | COM | 081437105 | 558 | 17,005 | SH |
| BHP BILLITON LTD SPONSORED ADR | ADR | 088606108 | 3,437 | 35,844 | SH |
| BIO RAD LABS INC CL A | CL A | 090572207 | 5,535 | 46,068 | SH |
| BLACKROCK INC COM | COM | 09247X101 | 432 | 2,147 | SH |
| BLOUNT INTL INC NEW COM | COM | 095180105 | 1,144 | 71,566 | SH |
| BOEING CO COM | COM | 097023105 | 7,509 | 101,573 | SH |
| BOK FINL CORP COM NEW | COM | 05561Q201 | 1 | 10 | SH |
| BP PLC SPONSORED ADR | ADR | 055622104 | 3 | 75 | SH |
| BRIGGS & STRATTON CORP COM | COM | 109043109 | 4,623 | 204,096 | SH |
| BRISTOL MYERS SQUIBB CO COM | COM | 110122108 | 3 | 123 | SH |
| BRISTOW GROUP INC COM | COM | 110394103 | 1,119 | 23,661 | SH |
| BRITISH AMERN TOB PLC SPONSORED ADR | SPONSORED ADR | 110448107 | 2,763 | 34,111 | SH |
| BROOKFIELD ASSET MANAGEMENT INC | COM | 112585104 | 3,285 | 98,100 | SH |
| BROOKFIELD PROPERTIES CORPORATION | COM | 112900105 | 1,302 | 71,200 | SH |
| BUCYRUS INTL INC NEW COM | COM | 118759109 | 0 | 1 | SH |
| CACI INTL INC CL A | CL A | 127190304 | 0 | 1 | SH |
| CANADIAN NATIONAL RAILWAY COMPANY | COM | 136375102 | 3,510 | 45,200 | SH |
| CANADIAN PACIFIC RAILWAY LTD | COM | 13645T100 | 2,449 | 36,900 | SH |
| CAPITAL ONE FINL CORP COM | COM | 14040H105 | 1,255 | 24,155 | SH |
| CAPSTEAD MTG CORP COM NO PAR | COM | 14067E506 | 1,218 | 95,285 | SH |
| CARDINAL HEALTH INC COM | COM | 14149Y108 | 859 | 20,882 | SH |
| CARDTRONICS INC COM | COM | 14161H108 | 1,169 | 57,431 | SH |
| CATERPILLAR INC DEL COM | COM | 149123101 | 6,904 | 62,005 | SH |
| CELERA CORP COM | COM | 15100E106 | 1,109 | 136,742 | SH |
| CENOVUS ENERGY INC | COM | 15135U109 | 3,604 | 88,700 | SH |
| CENTRAL EUROPEAN DIST CORP COM | COM | 153435102 | 1,023 | 90,119 | SH |
| CENTURY ALUM CO COM | COM | 156431108 | 0 | 3 | SH |

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|--|-----|-----------|-------|---------|----|---|
| CERNER CORP COM | COM | 156782104 | 9,883 | 88,878 | SH | S |
| CHESAPEAKE ENERGY CORP COM | COM | 165167107 | 4,593 | 137,018 | SH | S |
| CHEVRON CORP NEW COM | COM | 166764100 | 508 | 4,729 | SH | S |
| CHICOS FAS INC COM | COM | 168615102 | 0 | 3 | SH | S |
| CHINA UNICOM (HONG KONG) LTD SPONSORED ADR | ADR | 16945R104 | 1,894 | 114,086 | SH | S |
| CINTAS CORP COM | COM | 172908105 | 4 | 126 | SH | S |
| CISCO SYS INC COM | COM | 17275R102 | 4 | 237 | SH | S |
| CITY TELECOM H K LTD SPONSORED ADR | ADR | 178677209 | 562 | 37,131 | SH | S |

| 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 DISC |
| CLOROX CO DEL COM | COM | 189054109 | 6 | 89 | SH |
| CMS ENERGY CORP COM | COM | 125896100 | 1,052 | 53,574 | SH |
| COCA COLA CO COM | COM | 191216100 | 4,677 | 70,506 | SH |
| COGNIZANT TECHNOLOGY SOLUTIO CL A | CL A | 192446102 | 0 | 2 | SH |
| COINSTAR INC COM | COM | 19259P300 | 1,234 | 26,870 | SH |
| COLGATE PALMOLIVE CO COM | COM | 194162103 | 3,980 | 49,282 | SH |
| COMERICA INC COM | COM | 200340107 | 1,739 | 47,348 | SH |
| COMPANHIA BRASILEIRA DE DIST SPN ADR PFD CL A | CL A | 20440T201 | 1,609 | 38,370 | SH |
| COMPUTER SCIENCES CORP COM | COM | 205363104 | 2,222 | 45,606 | SH |
| COMTECH TELECOMMUNICATIONS C COM NEW | COM | 205826209 | 0 | 2 | SH |
| CONSTELLATION ENERGY GROUP I COM | COM | 210371100 | 1,790 | 57,493 | SH |
| COOPER COS INC COM NEW | COM | 216648402 | 0 | 2 | SH |
| COOPER TIRE & RUBR CO COM | COM | 216831107 | 1,151 | 44,682 | SH |
| CORNING INC COM | COM | 219350105 | 7,205 | 349,237 | SH |
| COSTCO WHSL CORP NEW COM | COM | 22160K105 | 37 | 500 | SH |
| CTC MEDIA INC COM | COM | 12642X106 | 1,641 | 69,613 | SH |
| CUBIC CORP COM | COM | 229669106 | 1,200 | 20,861 | SH |
| DANAHER CORP DEL COM | COM | 235851102 | 8,109 | 156,249 | SH |
| DARDEN RESTAURANTS INC COM | COM | 237194105 | 0 | 4 | SH |
| DECKERS OUTDOOR CORP COM | COM | 243537107 | 0 | 1 | SH |
| DELTA AIR LINES INC | COM | 247361702 | 132 | 13,451 | SH |
| DEVON ENERGY CORP NEW COM | COM | 25179M103 | 7,744 | 84,388 | SH |
| DEVRY INC DEL COM | COM | 251893103 | 32 | 585 | SH |
| DIME CMNTY BANCSHARES COM | COM | 253922108 | 1,198 | 81,184 | SH |
| DISCOVER FINL SVCS COM | COM | 254709108 | 2,565 | 106,362 | SH |
| DOLBY LABORATORIES INC COM | COM | 25659T107 | 0 | 4 | SH |
| DOLLAR TREE INC COM | COM | 256746108 | 0 | 2 | SH |
| DOMINION RES INC VA NEW COM | COM | 25746U109 | 45 | 1,000 | SH |
| DPL INC COM | COM | 233293109 | 2 | 68 | SH |
| DTE ENERGY CO COM | COM | 233331107 | 1,012 | 20,664 | SH |
| DU PONT E I DE NEMOURS & CO COM | COM | 263534109 | 3,047 | 55,437 | SH |
| E M C CORP MASS COM | COM | 268648102 | 7,536 | 283,719 | SH |
| EAST WEST BANCORP INC COM | COM | 27579R104 | 6,676 | 304,026 | SH |
| EBAY INC COM | COM | 278642103 | 7,684 | 247,565 | SH |
| EMERSON ELEC CO COM | COM | 291011104 | 7,298 | 124,897 | SH |
| EMULEX CORP COM NEW | COM | 292475209 | 0 | 3 | SH |
| ENBRIDGE INC | COM | 29250N105 | 5,351 | 84,400 | SH |
| ENCANA CORP | COM | 292505104 | 2,925 | 82,100 | SH |
| ENERGY CORP NEW COM | COM | 29364G103 | 1,509 | 22,453 | SH |
| EQUINIX INC COM NEW | COM | 29444U502 | 10,677 | 117,200 | SH |
| ESTERLINE TECHNOLOGIES CORP COM | COM | 297425100 | 0 | 1 | SH |

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|-------------------------|-----|-----------|-------|--------|----|
| EXELON CORP COM | COM | 30161N101 | 1,115 | 27,047 | SH |
| EXPRESS SCRIPTS INC COM | COM | 302182100 | 40 | 720 | SH |
| EXXON MOBIL CORP COM | COM | 30231G102 | 7,934 | 94,303 | SH |
| EZCORP INC CL A NON VTG | COM | 302301106 | 0 | 2 | SH |
| FIRSTENERGY CORP COM | COM | 337932107 | 2 | 55 | SH |

| COLUMN 1 | COLUMN 2 | COLUMN 3 | COLUMN 4 | COLUMN 5 | COLUMN 6 |
|---|----------------|-----------|-----------------|-----------------|--------------------|
| NAME OF ISSUER | TITLE OF CLASS | CUSIP | VALUE (\$x1000) | SHRS OR PRN AMT | SH/ PUT/ CALL DISC |
| FOMENTO ECONOMICO MEXICANO S SPON ADR UNITS | ADR | 344419106 | 1,921 | 32,727 | SH |
| FRONTIER COMMUNICATIONS CORP | COM | 35906A108 | 2 | 199 | SH |
| FULTON FINL CORP PA COM | COM | 360271100 | 1,281 | 115,331 | SH |
| GENERAL DYNAMICS CORP COM | COM | 369550108 | 5,735 | 74,906 | SH |
| GENERAL ELECTRIC CO COM | COM | 369604103 | 33 | 1,644 | SH |
| GENERAL MLS INC COM | COM | 370334104 | 44 | 1,200 | SH |
| GENON ENERGY INC COM | COM | 37244E107 | 189 | 49,703 | SH |
| GENTEX CORP COM | COM | 371901109 | 6,654 | 219,969 | SH |
| GEO GROUP INC COM | COM | 36159R103 | 1,209 | 47,138 | SH |
| GILEAD SCIENCES INC COM | COM | 375558103 | 2,500 | 58,860 | SH |
| GOLDMAN SACHS GROUP INC COM | COM | 38141G104 | 33 | 205 | SH |
| GOODRICH CORP COM | COM | 382388106 | 5,515 | 64,484 | SH |
| GOODRICH PETE CORP COM NEW | COM | 382410405 | 1,088 | 48,975 | SH |
| GOOGLE INC CL A | CL A | 38259P508 | 47 | 80 | SH |
| GRAINGER W W INC COM | COM | 384802104 | 3,816 | 27,714 | SH |
| GROUPE CGI INC CL A SUB VTG | CL A | 39945C109 | 5,415 | 258,731 | SH |
| GULF ISLAND FABRICATION INC COM | COM | 402307102 | 1,223 | 38,031 | SH |
| HALLIBURTON CO COM | COM | 406216101 | 4,964 | 99,600 | SH |
| HESS CORP COM | COM | 42809H107 | 1 | 16 | SH |
| HEWLETT PACKARD CO COM | COM | 428236103 | 4,494 | 109,699 | SH |
| HMS HLDGS CORP COM | COM | 40425J101 | 8,572 | 104,725 | SH |
| HOLOGIC INC | COM | 436440101 | 214 | 9,632 | SH |
| HOME DEPOT INC COM | COM | 437076102 | 11 | 295 | SH |
| HONDA MOTOR LTD AMERN SHS | COM | 438128308 | 2,566 | 68,408 | SH |
| HONEYWELL INTL INC COM | COM | 438516106 | 51 | 850 | SH |
| HSBC HLDGS PLC SPON ADR NEW | SPONSORED ADR | 404280406 | 707 | 13,639 | SH |
| ICICI BK LTD ADR | ADR | 45104G104 | 2,430 | 48,769 | SH |
| II VI INC COM | COM | 902104108 | 51 | 1,035 | SH |
| ILLINOIS TOOL WKS INC COM | COM | 452308109 | 2,883 | 53,672 | SH |
| INFORMATICA CORP COM | COM | 45666Q102 | 0 | 3 | SH |
| INTEL CORP COM | COM | 458140100 | 5 | 224 | SH |
| INTERNATIONAL BUSINESS MACHS COM | COM | 459200101 | 14,272 | 87,519 | SH |
| ISHARES GOLD TRUST ISHARES | ETF | 464285105 | 2 | 150 | SH |
| ISHARES INC MSCI AUSTRALIA | ETF | 464286103 | 3,095 | 116,282 | SH |
| ISHARES INC MSCI FRANCE | ETF | 464286707 | 500 | 18,582 | SH |
| ISHARES INC MSCI GERMANY | ETF | 464286806 | 254 | 9,785 | SH |
| ISHARES INC MSCI HONG KONG | ETF | 464286871 | 254 | 13,410 | SH |
| ISHARES INC MSCI JAPAN | ETF | 464286848 | 1,245 | 120,665 | SH |
| ISHARES INC MSCI NETHR INVES | ETF | 464286814 | 250 | 10,854 | SH |
| ISHARES INC MSCI SINGAPORE | ETF | 464286673 | 252 | 18,464 | SH |
| ISHARES INC MSCI SPAIN | ETF | 464286764 | 494 | 11,649 | SH |
| ISHARES INC MSCI SWEDEN | ETF | 464286756 | 251 | 7,655 | SH |
| ISHARES INC MSCI SWITZERLD | ETF | 464286749 | 498 | 19,702 | SH |
| ISHARES INC MSCI UTD KINGD | ETF | 464286699 | 747 | 41,715 | SH |

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|---------------------------|-----|-----------|--------|---------|----|
| ISHARES TR AGENCY BD FD | ETF | 464288166 | 5,111 | 46,741 | SH |
| ISHARES TR BARCLY USAGG B | ETF | 464287226 | 63,404 | 603,097 | SH |

| COLUMN 1 | COLUMN 2 | COLUMN 3 | COLUMN 4 | COLUMN 5 | COLUMN 6 |
|-----------------------------|----------------|-----------|----------------|-------------|--------------------|
| NAME OF ISSUER | TITLE OF CLASS | CUSIP | VALUE (\$1000) | SHRS OR PRN | SH/ PUT/ CALL DISC |
| ISHARES TR BARCLYS 10-20YR | ETF | 464288653 | 87 | 774 | SH |
| ISHARES TR BARCLYS 1-3 YR | ETF | 464287457 | 12,420 | 148,299 | SH |
| ISHARES TR BARCLYS 1-3YR CR | ETF | 464288646 | 14,923 | 142,886 | SH |
| ISHARES TR BARCLYS 20+ YR | ETF | 464287432 | 10,312 | 111,928 | SH |
| ISHARES TR BARCLYS 3-7 YR | ETF | 464288661 | 7,760 | 67,965 | SH |
| ISHARES TR BARCLYS 7-10 YR | ETF | 464287440 | 11,920 | 128,160 | SH |
| ISHARES TR BARCLYS CR BD | ETF | 464288620 | 19,824 | 189,973 | SH |
| ISHARES TR BARCLYS MBS BD | ETF | 464288588 | 22,502 | 213,631 | SH |
| ISHARES TR BARCLYS SH TREA | ETF | 464288679 | 688 | 6,239 | SH |
| ISHARES TR BARCLYS TIPS BD | ETF | 464287176 | 18,255 | 167,229 | SH |
| ISHARES TR DJ INTL SEL DIVD | ETF | 464288448 | 800 | 22,345 | SH |
| ISHARES TR DJ SEL DIV INX | ETF | 464287168 | 823 | 15,780 | SH |
| ISHARES TR DJ US TECH SEC | ETF | 464287721 | 12,677 | 190,512 | SH |
| ISHARES TR DJ US TELECOMM | ETF | 464287713 | 1,893 | 79,468 | SH |
| ISHARES TR IBOXX INV CPBD | ETF | 464287242 | 4,822 | 44,565 | SH |
| ISHARES TR JPMORGAN USD | ETF | 464288281 | 1,366 | 12,808 | SH |
| ISHARES TR MRTG PLS CAP IDX | ETF | 464288539 | 12,824 | 844,786 | SH |
| ISHARES TR MSCI EAFE INDEX | ETF | 464287465 | 22,630 | 376,669 | SH |
| ISHARES TR MSCI EMERG MKT | ETF | 464287234 | 45,591 | 936,743 | SH |
| ISHARES TR MSCI GRW IDX | ETF | 464288885 | 16,505 | 265,178 | SH |
| ISHARES TR MSCI VAL IDX | ETF | 464288877 | 16,870 | 318,246 | SH |
| ISHARES TR RUSL 2000 GROW | ETF | 464287648 | 2,542 | 26,662 | SH |
| ISHARES TR RUSL 2000 VALU | ETF | 464287630 | 5,134 | 68,105 | SH |
| ISHARES TR RUSL 3000 VALU | ETF | 464287663 | 4,873 | 53,950 | SH |
| ISHARES TR RUSSELL 1000 | ETF | 464287622 | 7,131 | 96,540 | SH |
| ISHARES TR RUSSELL 2000 | ETF | 464287655 | 26,575 | 315,726 | SH |
| ISHARES TR RUSSELL MCP GR | ETF | 464287481 | 7 | 116 | SH |
| ISHARES TR RUSSELL MIDCAP | ETF | 464287499 | 430 | 3,949 | SH |
| ISHARES TR RUSSELL1000GRW | ETF | 464287614 | 329 | 5,442 | SH |
| ISHARES TR RUSSELL1000VAL | ETF | 464287598 | 6,645 | 96,774 | SH |
| ISHARES TR S&P 500 INDEX | ETF | 464287200 | 8,478 | 63,740 | SH |
| ISHARES TR S&P 500 VALUE | ETF | 464287408 | 3,917 | 61,871 | SH |
| ISHARES TR S&P CAL AMTFR MN | ETF | 464288356 | 10 | 95 | SH |
| ISHARES TR S&P GL UTILITI | ETF | 464288711 | 9,873 | 215,791 | SH |
| ISHARES TR S&P GLB MTRLS | ETF | 464288695 | 2,556 | 34,258 | SH |
| ISHARES TR S&P LTN AM 40 | ETF | 464287390 | 2,665 | 49,552 | SH |
| ISHARES TR S&P MC 400 GRW | ETF | 464287606 | 612 | 5,544 | SH |
| ISHARES TR S&P MIDCAP 400 | ETF | 464287507 | 5,707 | 57,812 | SH |
| ISHARES TR S&P MIDCP VALU | ETF | 464287705 | 3,955 | 45,885 | SH |
| ISHARES TR S&P NA MULTIMD | ETF | 464287531 | 847 | 23,809 | SH |
| ISHARES TR S&P NTL AMTFREE | ETF | 464288414 | 3,635 | 36,550 | SH |
| ISHARES TR S&P SMLCP GROW | ETF | 464287887 | 144 | 1,818 | SH |
| ISHARES TR S&P SMLCP VALU | ETF | 464287879 | 287 | 3,759 | SH |
| ISHARES TR S&P500 GRW | ETF | 464287309 | 5,887 | 85,672 | SH |
| ISHARES TR SMLL CORE INDX | ETF | 464288505 | 143 | 1,464 | SH |
| ISHARES TR SMLL GRWTH IDX | ETF | 464288604 | 286 | 3,094 | SH |

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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/ PRN AMT | PUT/ CALL DISC |
| ISHARES TR SMLL VAL INDX | ETF | 464288703 | 427 | 4,865 SH | |
| ISHARES TR US PFD STK IDX | ETF | 464288687 | 789 | 19,904 SH | |
| ITT CORP NEW COM | COM | 450911102 | 5,666 | 94,352 SH | |
| JACOBS ENGR GROUP INC DEL COM | COM | 469814107 | 15 | 290 SH | |
| JAKKS PAC INC COM | COM | 47012E106 | 3,413 | 176,379 SH | |
| JARDEN CORP COM | COM | 471109108 | 3,215 | 90,399 SH | |
| JOHNSON & JOHNSON COM | COM | 478160104 | 2,775 | 46,831 SH | |
| JOY GLOBAL INC COM | COM | 481165108 | 4,476 | 45,304 SH | |
| JPMORGAN CHASE & CO COM | COM | 46625H100 | 12,215 | 264,976 SH | |
| KEYCORP NEW COM | COM | 493267108 | 1,960 | 220,725 SH | |
| KNIGHT TRANSN INC COM | COM | 499064103 | 0 | 2 SH | |
| KONINKLIJKE PHILIPS ELECTRS NY REG SH NEW | COM | 500472303 | 5,265 | 163,653 SH | |
| KRAFT FOODS INC CL A | CL A | 50075N104 | 5,437 | 173,380 SH | |
| KUBOTA CORP ADR | ADR | 501173207 | 710 | 15,065 SH | |
| KULICKE & SOFFA INDS INC COM | COM | 501242101 | 1,104 | 118,084 SH | |
| LEGG MASON INC COM | COM | 524901105 | 3 | 92 SH | |
| LHC GROUP INC COM | COM | 50187A107 | 0 | 2 SH | |
| LIBERTY MEDIA CORP NEW INT COM SER A | CL A | 53071M104 | 5,513 | 343,714 SH | |
| LIFE TECHNOLOGIES CORP COM | COM | 53217V109 | 5,662 | 108,017 SH | |
| LINCOLN EDL SVCS CORP COM | COM | 533535100 | 0 | 2 SH | |
| LINCOLN ELEC HLDGS INC COM | COM | 533900106 | 18 | 240 SH | |
| LINCOLN NATL CORP IND COM | COM | 534187109 | 1,254 | 41,728 SH | |
| LKQ CORP COM | COM | 501889208 | 4,300 | 178,426 SH | |
| LOCKHEED MARTIN CORP COM | COM | 539830109 | 5,769 | 71,748 SH | |
| LOEWS CORP COM | COM | 540424108 | 4,658 | 108,101 SH | |
| LOWES COS INC COM | COM | 548661107 | 8,710 | 329,547 SH | |
| M/I HOMES INC COM | COM | 55305B101 | 3,369 | 224,779 SH | |
| MADDEN STEVEN LTD COM | COM | 556269108 | 3,814 | 81,273 SH | |
| MAIDEN HOLDINGS LTD SHS | COM | G5753U112 | 1,263 | 168,663 SH | |
| MAKITA CORP ADR NEW | ADR | 560877300 | 1,164 | 24,825 SH | |
| MANITOWOC INC COM | COM | 563571108 | 16 | 733 SH | |
| MARINEMAX INC COM | COM | 567908108 | 1,050 | 106,483 SH | |
| MARKET VECTORS ETF TR AGRIBUS ETF | ETF | 57060U605 | 1,537 | 27,422 SH | |
| MARKET VECTORS ETF TR COAL ETF | ETF | 57060U837 | 2,752 | 54,268 SH | |
| MARSHALL & ILSLEY CORP NEW COM | COM | 571837103 | 531 | 66,519 SH | |
| MASTERCARD INC CL A | CL A | 57636Q104 | 0 | 1 SH | |
| MBIA INC COM | COM | 55262C100 | 1,684 | 167,710 SH | |
| MCCORMICK & CO INC COM NON VTG | COM | 579780206 | 6 | 119 SH | |
| MCDONALDS CORP COM | COM | 580135101 | 10,585 | 139,114 SH | |
| MCGRAW HILL COS INC COM | COM | 580645109 | 4 | 98 SH | |
| MECHEL OAO SPONSORED ADR | ADR | 583840103 | 2,684 | 87,158 SH | |
| MEDIDATA SOLUTIONS INC COM | COM | 58471A105 | 998 | 39,023 SH | |
| MEDTRONIC INC COM | COM | 585055106 | 3 | 80 SH | |
| MERCK & CO INC NEW COM | COM | 58933Y105 | 3,851 | 116,672 SH | |
| METLIFE INC COM | COM | 59156R108 | 7,180 | 160,511 SH | |
| MICROMET INC COM | COM | 59509C105 | 1,089 | 194,202 SH | |

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| COLUMN 1 | COLUMN 2 | COLUMN 3 | COLUMN 4 | COLUMN 5 | COL | |
|---|----------------|-----------|-----------------|---------------------|----------------|------|
| NAME OF ISSUER | TITLE OF CLASS | CUSIP | VALUE (x\$1000) | SHRS OR SH/ PRN AMT | PUT/ CALL DISC | INVE |
| MICROSOFT CORP COM | COM | 594918104 | 7,602 | 299,424 SH | | S |
| MOTRICITY INC COM | COM | 620107102 | 3,223 | 214,443 SH | | S |
| NALCO HOLDING COMPANY COM | COM | 62985Q101 | 6,914 | 253,172 SH | | S |
| NATIONAL GRID PLC SPON ADR NEW | SPONSORED ADR | 636274300 | 2,327 | 48,429 SH | | S |
| NEWELL RUBBERMAID INC COM | COM | 651229106 | 38 | 2,000 SH | | S |
| NEWTEK BUSINESS SERVICES INC | COM | 652526104 | 240 | 146,141 SH | | S |
| NEXTERA ENERGY INC COM | COM | 65339F101 | 1,897 | 34,419 SH | | S |
| NIKE INC CL B | CL B | 654106103 | 0 | 2 SH | | S |
| NOBLE ENERGY INC COM | COM | 655044105 | 38 | 390 SH | | S |
| NORTHERN TR CORP COM | COM | 665859104 | 0 | 3 SH | | S |
| NOVARTIS A G SPONSORED ADR | SPONSORED ADR | 66987V109 | 5,730 | 105,421 SH | | S |
| NOVO-NORDISK A S ADR | ADR | 670100205 | 2,735 | 21,836 SH | | S |
| NRG ENERGY INC COM NEW | COM | 629377508 | 0 | 1 SH | | S |
| NTT DOCOMO INC SPONS ADR | ADR | 62942M201 | 0 | 19 SH | | S |
| NV ENERGY INC COM | COM | 67073Y106 | 580 | 38,947 SH | | S |
| OCCIDENTAL PETE CORP DEL COM | COM | 674599105 | 3,985 | 38,133 SH | | S |
| OCEANEERING INTL INC COM | COM | 675232102 | 0 | 1 SH | | S |
| OLD REP INTL CORP COM | COM | 680223104 | 1,670 | 131,583 SH | | S |
| OMNICOM GROUP INC COM | COM | 681919106 | 1 | 15 SH | | S |
| OPLINK COMMUNICATIONS INC COM NEW | COM | 68375Q403 | 1,053 | 54,035 SH | | S |
| ORACLE CORP COM | COM | 68389X105 | 8,657 | 258,945 SH | | S |
| ORIX CORP SPONSORED ADR | ADR | 686330101 | 1,934 | 41,523 SH | | S |
| PARKER HANNIFIN CORP COM | COM | 701094104 | 0 | 3 SH | | S |
| PAYCHEX INC COM | COM | 704326107 | 29 | 920 SH | | S |
| PENN VA CORP COM | COM | 707882106 | 0 | 2 SH | | S |
| PEPSICO INC COM | COM | 713448108 | 42 | 650 SH | | S |
| PERRIGO CO COM | COM | 714290103 | 2,610 | 32,822 SH | | S |
| PETROLEO BRASILEIRO SA PETRO SPONSORED ADR | SPONSORED ADR | 71654V408 | 1,898 | 46,933 SH | | S |
| PFIZER INC COM | COM | 717081103 | 34 | 1,671 SH | | S |
| PG&E CORP COM | COM | 69331C108 | 2,266 | 51,282 SH | | S |
| PHILIP MORRIS INTL INC COM | COM | 718172109 | 7,789 | 118,674 SH | | S |
| PIMCO ETF TR 1-5 US TIP IDX | ETF | 72201R205 | 3,733 | 69,888 SH | | S |
| PIMCO ETF TR ENHAN SHRT MAT | ETF | 72201R833 | 712 | 7,057 SH | | S |
| POWERSHARES ETF TRUST DYN PHRMA PORT | ETF | 73935X799 | 1,642 | 67,439 SH | | S |
| POWERSHARES ETF TRUST ENERGY SEC POR | ETF | 73935X385 | 3,359 | 76,421 SH | | S |
| POWERSHARES ETF TRUST GOLDEN DRG USX | ETF | 73935X401 | 2,709 | 97,337 SH | | S |
| POWERSHARES ETF TRUST TECH SECT PORT | ETF | 73935X344 | 1,681 | 61,212 SH | | S |
| POWERSHARES GLOBAL ETF TRUST INSUR NATL MUN | ETF | 73936T474 | 8,590 | 386,396 SH | | S |
| POWERSHARES QQQ TRUST UNIT SER 1 | ETF | 73935A104 | 19 | 332 SH | | S |
| PPL CORP COM | COM | 69351T106 | 986 | 38,971 SH | | S |
| PRAXAIR INC COM | COM | 74005P104 | 3,570 | 35,135 SH | | S |
| PRECISION CASTPARTS CORP COM | COM | 740189105 | 61 | 415 SH | | S |
| PRICE T ROWE GROUP INC COM | COM | 74144T108 | 55 | 825 SH | | S |
| PRIVATEBANCORP INC COM | COM | 742962103 | 3,783 | 247,406 SH | | S |
| PROCTER & GAMBLE CO COM | COM | 742718109 | 9,060 | 147,085 SH | | S |
| PROSPERITY BANCSHARES INC COM | COM | 743606105 | 9,103 | 212,840 SH | | S |

COLUMN 1 COLUMN 2 COLUMN 3 COLUMN 4 COLUMN 5 COL

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| NAME OF ISSUER | TITLE OF CLASS | CUSIP | VALUE (x\$1000) | SHRS OR PRN | SH/ PUT/ CALL | INVE DISC |
|---|----------------|-----------|-----------------|-------------|---------------|-----------|
| PRUDENTIAL FINL INC COM | COM | 744320102 | 10 | 170 | SH | S |
| PUBLIC SVC ENTERPRISE GROUP COM | COM | 744573106 | 0 | 1 | SH | S |
| QEP RES INC COM | COM | 74733V100 | 45 | 1,100 | SH | S |
| QUALCOMM INC COM | COM | 747525103 | 7 | 134 | SH | S |
| QUESTAR CORP COM | COM | 748356102 | 19 | 1,100 | SH | S |
| RALCORP HLDGS INC NEW COM | COM | 751028101 | 1 | 10 | SH | S |
| RAYTHEON CO COM NEW | COM | 755111507 | 4 | 88 | SH | S |
| RED HAT INC COM | COM | 756577102 | 0 | 10 | SH | S |
| REGIONS FINANCIAL CORP NEW COM | COM | 7591EP100 | 1,257 | 173,093 | SH | S |
| REPUBLIC SVCS INC COM | COM | 760759100 | 32 | 1,065 | SH | S |
| RESMED INC COM | COM | 761152107 | 0 | 3 | SH | S |
| RESOLUTE ENERGY CORP COM | COM | 76116A108 | 1,115 | 61,483 | SH | S |
| REVENUESHARES ETF TR MID CAP FD | ETF | 761396209 | 1,696 | 52,398 | SH | S |
| RIGHTNOW TECHNOLOGIES INC COM | COM | 76657R106 | 1,114 | 35,565 | SH | S |
| ROGERS COMMUNICATIONS INC | COM | 775109200 | 4,844 | 129,000 | SH | S |
| ROSETTA RESOURCES INC COM | COM | 777779307 | 10,058 | 211,318 | SH | S |
| ROSS STORES INC COM | COM | 778296103 | 3,163 | 44,473 | SH | S |
| ROVI CORP COM | COM | 779376102 | 12,659 | 235,961 | SH | S |
| ROYAL DUTCH SHELL PLC SPONS ADR A | ADR | 780259206 | 546 | 7,498 | SH | S |
| RPM INTL INC COM | COM | 749685103 | 34 | 1,450 | SH | S |
| SALESFORCE COM INC COM | COM | 79466L302 | 1 | 4 | SH | S |
| SANOFI AVENTIS SPONSORED ADR | ADR | 80105N105 | 0 | 11 | SH | S |
| SAP AG SPON ADR | ADR | 803054204 | 3,340 | 54,435 | SH | S |
| SARA LEE CORP COM | COM | 803111103 | 1 | 70 | SH | S |
| SASOL LTD SPONSORED ADR | ADR | 803866300 | 2,425 | 41,849 | SH | S |
| SCHLUMBERGER LTD COM | COM | 806857108 | 2,559 | 27,438 | SH | S |
| SEATTLE GENETICS INC COM | COM | 812578102 | 0 | 4 | SH | S |
| SELECT SECTOR SPDR TR SBI CONS DISCR | ETF | 81369Y407 | 6,177 | 158,173 | SH | S |
| SELECT SECTOR SPDR TR SBI CONS STPLS | ETF | 81369Y308 | 5,143 | 171,889 | SH | S |
| SELECT SECTOR SPDR TR SBI HEALTHCARE | ETF | 81369Y209 | 5,490 | 165,815 | SH | S |
| SELECT SECTOR SPDR TR SBI INT-ENERGY | ETF | 81369Y506 | 7,124 | 89,326 | SH | S |
| SELECT SECTOR SPDR TR SBI INT-FINL | ETF | 81369Y605 | 5,411 | 330,121 | SH | S |
| SELECT SECTOR SPDR TR SBI INT-INDS | ETF | 81369Y704 | 9,402 | 249,629 | SH | S |
| SELECT SECTOR SPDR TR SBI INT-UTILS | ETF | 81369Y886 | 2,674 | 83,916 | SH | S |
| SELECT SECTOR SPDR TR SBI MATERIALS | ETF | 81369Y100 | 2,027 | 50,644 | SH | S |
| SEMPRA ENERGY COM | COM | 816851109 | 1,504 | 28,112 | SH | S |
| SERVICE CORP INTL COM | COM | 817565104 | 4 | 354 | SH | S |
| SHAW COMMUNICATOINS INC | COM | 82028K200 | 3,861 | 177,600 | SH | S |
| SIEMENS A G SPONSORED ADR | ADR | 826197501 | 3,396 | 24,726 | SH | S |
| SINGAPORE FD INC COM | COM | 82929L109 | 0 | 11 | SH | S |
| SMITHFIELD FOODS INC COM | COM | 832248108 | 1,099 | 45,679 | SH | S |
| SOCIEDAD QUIMICA MINERA DE C SPON ADR SER B | SPONSORED ADR | 833635105 | 1,952 | 35,327 | SH | S |
| SOLERA HOLDINGS INC COM | COM | 83421A104 | 7,699 | 150,664 | SH | S |
| SOUTHERN CO COM | COM | 842587107 | 585 | 15,352 | SH | S |
| SPDR GOLD TRUST GOLD SHS | ETF | 78463V107 | 2,979 | 21,301 | SH | S |
| SPDR INDEX SHS FDS ASIA PACIF ETF | ETF | 78463X301 | 2,595 | 30,470 | SH | S |

| COLUMN 1 | COLUMN 2 | COLUMN 3 | COLUMN 4 | COLUMN 5 | COL | |
|----------------|----------------|----------|-----------------|-------------|---------------|-----------|
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|--|---------------|-----------|--------|---------|----|---|
| SPDR INDEX SHS FDS DJ INTL RL ETF | ETF | 78463X863 | 3,830 | 98,136 | SH | S |
| SPDR INDEX SHS FDS EMERG MKTS ETF | ETF | 78463X509 | 9,952 | 132,161 | SH | S |
| SPDR INDEX SHS FDS INTL INDS ETF | ETF | 78463X673 | 259 | 8,793 | SH | S |
| SPDR INDEX SHS FDS S&P INTL SMLCP | ETF | 78463X871 | 2,443 | 77,335 | SH | S |
| SPDR INDEX SHS FDS S&P WRLD EX US | ETF | 78463X889 | 22,721 | 841,814 | SH | S |
| SPDR S&P 500 ETF TR TR UNIT | ETF | 78462F103 | 60,133 | 453,527 | SH | S |
| SPDR S&P MIDCAP 400 ETF TR UTSER1 S&PDCRP | ETF | 78467Y107 | 3,611 | 20,111 | SH | S |
| SPDR SERIES TRUST BARCL CAP TIPS | ETF | 78464A656 | 1,413 | 26,212 | SH | S |
| SPDR SERIES TRUST BRCLYS 1-3MT ETF | ETF | 78464A680 | 8,489 | 185,137 | SH | S |
| SPDR SERIES TRUST BRCLYS AGG ETF | ETF | 78464A649 | 21,332 | 384,918 | SH | S |
| SPDR SERIES TRUST BRCLYS INTL ETF | ETF | 78464A516 | 1,153 | 19,265 | SH | S |
| SPDR SERIES TRUST BRCLYS YLD ETF | ETF | 78464A417 | 12,535 | 309,421 | SH | S |
| SPDR SERIES TRUST DB INT GVT ETF | ETF | 78464A490 | 1,329 | 21,992 | SH | S |
| SPDR SERIES TRUST DJ REIT ETF | ETF | 78464A607 | 11,512 | 178,200 | SH | S |
| SPDR SERIES TRUST NUVN BR SHT MUNI | ETF | 78464A425 | 7,981 | 334,934 | SH | S |
| SPDR SERIES TRUST NUVN BRCLY MUNI | ETF | 78464A458 | 9,743 | 443,052 | SH | S |
| SPDR SERIES TRUST S&P 600 SMCP GRW | ETF | 78464A201 | 286 | 2,416 | SH | S |
| SPDR SERIES TRUST S&P 600 SMCP VAL | ETF | 78464A300 | 286 | 3,909 | SH | S |
| SPDR SERIES TRUST S&P 600 SML CAP | ETF | 78464A813 | 5,528 | 78,107 | SH | S |
| SPDR SERIES TRUST S&P DIVID ETF | ETF | 78464A763 | 9,160 | 169,155 | SH | S |
| SPDR SERIES TRUST S&P HOMEBUILD | ETF | 78464A888 | 1,688 | 92,722 | SH | S |
| STANDARD PAC CORP NEW COM | COM | 85375C101 | 2,152 | 576,993 | SH | S |
| STERICYCLE INC COM | COM | 858912108 | 0 | 1 | SH | S |
| STEWART INFORMATION SVCS COR COM | COM | 860372101 | 248 | 23,671 | SH | S |
| STRYKER CORP COM | COM | 863667101 | 3,172 | 52,171 | SH | S |
| SUNTRUST BKS INC COM | COM | 867914103 | 412 | 14,289 | SH | S |
| SUPERIOR ENERGY SVCS INC COM | COM | 868157108 | 2,593 | 63,246 | SH | S |
| SUSQUEHANNA BANCSHARES INC P COM | COM | 869099101 | 1,305 | 139,566 | SH | S |
| SXC HEALTH SOLUTIONS CORP COM | COM | 78505P100 | 8,037 | 146,662 | SH | S |
| SYMANTEC CORP COM | COM | 871503108 | 0 | 10 | SH | S |
| SYNGENTA AG SPONSORED ADR | ADR | 87160A100 | 3,274 | 50,243 | SH | S |
| TAIWAN SEMICONDUCTOR MFG LTD SPONSORED ADR | ADR | 874039100 | 2,855 | 234,376 | SH | S |
| TALEO CORP CL A | CL A | 87424N104 | 0 | 2 | SH | S |
| TARGACEPT INC COM | COM | 87611R306 | 1,045 | 39,316 | SH | S |
| TARGET CORP COM | COM | 87612E106 | 5,098 | 101,949 | SH | S |
| TATA MTRS LTD SPONSORED ADR | ADR | 876568502 | 1,624 | 58,449 | SH | S |
| TELUS CORP | COM | 87971M202 | 4,067 | 81,300 | SH | S |
| TESSERA TECHNOLOGIES INC COM | COM | 88164L100 | 0 | 2 | SH | S |
| TEVA PHARMACEUTICAL INDS LTD ADR | ADR | 881624209 | 34 | 675 | SH | S |
| TEXAS INSTRS INC COM | COM | 882508104 | 38 | 1,100 | SH | S |
| TEXAS ROADHOUSE INC COM | COM | 882681109 | 3,222 | 189,641 | SH | S |
| THOR INDS INC COM | COM | 885160101 | 35 | 1,050 | SH | S |
| TOTAL S A SPONSORED ADR | SPONSORED ADR | 89151E109 | 5,339 | 87,565 | SH | S |
| TOWER GROUP INC COM | COM | 891777104 | 1,260 | 52,417 | SH | S |
| TOYOTA MOTOR CORP SP ADR REP2COM | COM | 892331307 | 4,950 | 61,678 | SH | S |
| TRANSCANADA CORPORATION | COM | 89353D107 | 4,240 | 101,400 | SH | S |

| 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 DISC |
| TRANSOCEAN LTD REG SHS | COM | H8817H100 | 29 | 375 SH | |
| TREEHOUSE FOODS INC COM | COM | 89469A104 | 7,592 | 133,499 SH | |
| TRIUMPH GROUP INC NEW COM | COM | 896818101 | 14,738 | 166,625 SH | |

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|---|------|-----------|--------|---------|----|---|
| TTM TECHNOLOGIES INC COM | COM | 87305R109 | 1,240 | 68,289 | SH | S |
| TUPPERWARE BRANDS CORP COM | COM | 899896104 | 7,824 | 131,030 | SH | S |
| TUTOR PERINI CORP COM | COM | 901109108 | 1,179 | 48,411 | SH | S |
| UGI CORP NEW COM | COM | 902681105 | 1,222 | 37,147 | SH | S |
| UNIFIRST CORP MASS COM | COM | 904708104 | 1,053 | 19,871 | SH | S |
| UNILEVER N V N Y SHS NEW | ADR | 904784709 | 1,234 | 39,348 | SH | S |
| UNILEVER PLC SPON ADR NEW | ADR | 904767704 | 559 | 18,270 | SH | S |
| UNISOURCE ENERGY CORP COM | COM | 909205106 | 0 | 1 | SH | S |
| UNITED CONTINENTAL HOLDINGS INC | COM | 910047109 | 56 | 2,409 | SH | S |
| UNITED CONTINENTAL HOLDINGS INC | COM | 910047109 | 17 | 748 | SH | S |
| UNITED PARCEL SERVICE INC CL B | CL B | 911312106 | 3 | 42 | SH | S |
| UNITED TECHNOLOGIES CORP COM | COM | 913017109 | 19,774 | 233,599 | SH | S |
| UNIVERSAL FST PRODS INC COM | COM | 913543104 | 55 | 1,500 | SH | S |
| USANA HEALTH SCIENCES INC COM | COM | 90328M107 | 0 | 1 | SH | S |
| V F CORP COM | COM | 918204108 | 546 | 5,539 | SH | S |
| VALE S A ADR | ADR | 91912E105 | 2,712 | 81,317 | SH | S |
| VALE S A ADR REPSTG PFD | ADR | 91912E204 | 561 | 18,996 | SH | S |
| VANGUARD BD INDEX FD INC LONG TERM BOND | ETF | 921937793 | 5,546 | 70,901 | SH | S |
| VANGUARD BD INDEX FD INC TOTAL BND MRKT | ETF | 921937835 | 23,221 | 290,187 | SH | S |
| VANGUARD INDEX FDS GROWTH ETF | ETF | 922908736 | 26,835 | 417,347 | SH | S |
| VANGUARD INDEX FDS SM CP VAL ETF | ETF | 922908611 | 10,652 | 149,077 | SH | S |
| VANGUARD INDEX FDS SMALL CP ETF | ETF | 922908751 | 572 | 7,243 | SH | S |
| VANGUARD INDEX FDS SML CP GRW ETF | ETF | 922908595 | 9,714 | 112,562 | SH | S |
| VANGUARD INDEX FDS VALUE ETF | ETF | 922908744 | 31,298 | 551,791 | SH | S |
| VANGUARD INTL EQUITY INDEX F FTSE SMCAP | ETF | 922042718 | 8,474 | 83,132 | SH | S |
| VANGUARD INTL EQUITY INDEX F MSCI EMR MKT | ETF | 922042858 | 16,560 | 338,308 | SH | S |
| VANGUARD INTL EQUITY INDEX F MSCI EUROPE | ETF | 922042874 | 20,298 | 390,726 | SH | S |
| VANGUARD INTL EQUITY INDEX F MSCI PAC ETF | ETF | 922042866 | 18,632 | 333,728 | SH | S |
| VANGUARD SCOTTSDALE FDS INT-TERM CORP | ETF | 92206C870 | 2,396 | 30,366 | SH | S |
| VANGUARD TAX-MANAGED FD MSCI EAFE ETF | ETF | 921943858 | 14,545 | 389,839 | SH | S |
| VANGUARD WORLD FDS CONSUM DIS ETF | ETF | 92204A108 | 1,665 | 26,368 | SH | S |
| VARIAN SEMICONDUCTOR EQUIPMN COM | COM | 922207105 | 7,589 | 155,923 | SH | S |
| VERINT SYS INC COM | COM | 92343X100 | 1,186 | 33,086 | SH | S |
| VERIZON COMMUNICATIONS INC | COM | 92343V104 | 30 | 832 | SH | S |
| VIAD CORP COM NEW | COM | 92552R406 | 0 | 2 | SH | S |
| VISA INC COM CL A | CL A | 92826C839 | 2,492 | 33,855 | SH | S |
| VODAFONE GROUP PLC NEW SPONS ADR NEW | ADR | 92857W209 | 2,710 | 94,270 | SH | S |
| WAL MART STORES INC COM | COM | 931142103 | 3 | 63 | SH | S |
| WALGREEN CO COM | COM | 931422109 | 44 | 1,100 | SH | S |
| WASHINGTON FED INC COM | COM | 938824109 | 1,276 | 73,599 | SH | S |
| WATERS CORP COM | COM | 941848103 | 7,737 | 89,034 | SH | S |
| WELLS FARGO & CO NEW COM | COM | 949746101 | 1,257 | 39,638 | SH | S |
| WESTERN UN CO COM | COM | 959802109 | 12 | 600 | SH | S |

| 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 DISC |
| WESTPAC BKG CORP SPONSORED ADR | SPONSORED ADR | 961214301 | 0 | 3 | SH |
| WHIRLPOOL CORP COM | COM | 963320106 | 2,348 | 27,504 | SH |
| WILLIAMS COS INC DEL COM | COM | 969457100 | 2,130 | 68,306 | SH |
| WILLIAMS SONOMA INC COM | COM | 969904101 | 11,473 | 283,277 | SH |

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|--|---------------|-----------|-------|---------|----|
| WOLVERINE WORLD WIDE INC COM | COM | 978097103 | 2 | 60 | SH |
| WOODBRIIDGE CO LTD | COM | 884903105 | 3,704 | 91,500 | SH |
| WPP PLC ADR | ADR | 92933H101 | 546 | 8,843 | SH |
| XL GROUP PLC SHS | ADR | G98290102 | 936 | 38,050 | SH |
| YAHOO INC COM | COM | 984332106 | 5,584 | 334,790 | SH |
| YANZHOU COAL MNG CO LTD SPON ADR H SHS | SPONSORED ADR | 984846105 | 2,097 | 57,815 | SH |