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GENWORTH FINANCIAL INC
Form 13F-HR
November 02, 2007

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

Form 13F

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: September 30, 2007

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 | November 2, 2007 |
| ----- | ----- | ----- |
| [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: 574 lines

Form 13F Information Table Value Total: 2,464,982
(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. |

FORM 13F INFORMATION TABLE

| 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 |
| ----- | ----- | ----- | ----- | ----- | ----- | ----- |
| 3M Company | COM | 88579Y101 | 35,481 | 379,147 SH | | Sole |
| ABB Ltd ADR | SPONSORED ADR | 000375204 | 20,367 | 776,464 SH | | Sole |
| Abraxis Bioscience Inc | COM | 00383E106 | 50 | 2,186 SH | | Sole |
| Accenture Ltd | CL A | G1150G111 | 2 | 56 SH | | Sole |
| Ace Ltd Ord Shs | COM | G0070K103 | 1 | 16 SH | | Sole |
| Actuant Corp Cl A New | NEW | 00508X203 | 85 | 1,315 SH | | Sole |
| Adaptec Inc | COM | 00651F108 | 6,666 | 1,745,088 SH | | Sole |
| Advanced Micro Device | ADR | 007903107 | 1 | 51 SH | | Sole |
| Advantage Energy Inc Fd Tr Unit | TR UNIT | 00762L101 | 90 | 7,324 SH | | Sole |
| Aeropostale Inc. | COM | 007865108 | 1,728 | 90,676 SH | | Sole |
| AES Corporation | COM | 00130H105 | 8,194 | 408,862 SH | | Sole |
| Aetna Inc | COM | 00817Y108 | 4 | 67 SH | | Sole |
| Affiliated Computer Svcs Inc Cl A | CL A | 008190100 | 1 | 22 SH | | Sole |
| Affiliated Managers Group | COM | 008252108 | 4 | 28 SH | | Sole |
| Aflac Inc | COM | 001055102 | 27,053 | 474,274 SH | | Sole |
| AGCO Corporation | ADR | 001084102 | 3 | 66 SH | | Sole |
| ALASKA AIR GROUP INC | COM | 011659109 | 2 | 100 SH | | Sole |
| Alcan Aluminium Ltd | ADR | 013716105 | 1 | 8 SH | | Sole |
| Alcoa Inc | COM | 013817101 | 6,238 | 159,466 SH | | Sole |
| Alexander & Balwin | COM | 014482103 | 2,271 | 45,302 SH | | Sole |
| Allegheny Energy Inc | COM | 017361106 | 1,260 | 24,117 SH | | Sole |
| Allergan Inc | COM | 018490102 | 264 | 4,102 SH | | Sole |
| Alliance New York Muni Income Fund | COM | 018714105 | 621 | 44,845 SH | | Sole |
| Allianz SE | ADR | 018805101 | 1 | 54 SH | | Sole |
| Allstate Corporation | COM | 020002101 | 3 | 55 SH | | Sole |

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| | | | | | |
|---|---------|-----------|--------|------------|------|
| Altera Corp | ADR NEW | 021441100 | 1 | 43 SH | Sole |
| Altria Group Inc | COM | 02209S103 | 16,817 | 241,861 SH | Sole |
| AMB Property Corp. | COM | 00163T109 | 65 | 1,084 SH | Sole |
| AMBAC Financial Group | COM | 023139108 | 4,375 | 69,550 SH | Sole |
| America Movil SAB DE CV ADR L Shares | SHS | 02364W105 | 5,303 | 82,853 SH | Sole |
| American Axle & Manufacturing American Capital Strategies Ltd | COM | 024061103 | 16,325 | 646,520 SH | Sole |
| American Electric Power | COM | 024937104 | 1 | 29 SH | Sole |
| American Equity Inv Life Holding Co | COM | 025537101 | 9,517 | 206,528 SH | Sole |
| | COM | 025676206 | 94 | 8,789 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 |
| American Express Co | COM | 025816109 | 20,498 | 345,265 SH | | Sole |
| American International Group Inc | COM | 026874107 | 18,140 | 268,138 SH | | Sole |
| American National Ins | COM | 028591105 | 197 | 1,494 SH | | Sole |
| American Standard Co | COM | 029712106 | 1 | 31 SH | | Sole |
| Ameriprise Financial Inc | COM | 03076C106 | 7,975 | 126,372 SH | | Sole |
| Amerisafe Inc | COM | 03071H100 | 60 | 3,626 SH | | Sole |
| Amgen Inc | COM | 031162100 | 1 | 10 SH | | Sole |
| Anadarko Petroleum | COM | 032511107 | 16 | 306 SH | | Sole |
| Analog Devices Inc | CA INSD MUN TR | 032654105 | 1 | 22 SH | | Sole |
| Anglo American PLC | DDED | 03485P201 | 7,141 | 213,497 SH | | Sole |
| AngloGold Ashanti ADR | SPONSORED ADR | 035128206 | 1 | 30 SH | | Sole |
| Anheuser Busch Co | COM | 035229103 | 2 | 35 SH | | Sole |
| Ansys Inc | COM | 03662Q105 | 2,905 | 85,007 SH | | Sole |
| AOL Time Warner Inc. | COM | 887317105 | 7,872 | 428,783 SH | | Sole |
| Apollo Group Inc | CL A | 037604105 | 1 | 9 SH | | Sole |
| Apple Inc. | COM | 037833100 | 284 | 1,850 SH | | Sole |
| Applied Materials | CAROLNA GP STK | 038222105 | 6 | 279 SH | | Sole |
| Aquila Inc. | COM | 03840P102 | 618 | 154,116 SH | | Sole |
| Archstone-Smith Trust | COM | 039583109 | 314 | 5,213 SH | | Sole |
| Argo Group Intl | DDED | G0464B107 | 9,689 | 222,695 SH | | Sole |
| Arkansas Best Corp Del | COM | 040790107 | 8,494 | 260,081 SH | | Sole |
| Arris Group Inc | COM | 04269Q100 | 3,194 | 258,599 SH | | Sole |
| Arthocare Corp | COM | 043136100 | 2,371 | 42,426 SH | | Sole |
| ASA Limited | COM | G3156P103 | 0 | 4 SH | | Sole |
| Asia Pacific Fund Closed | COM | 044901106 | 1 | 44 SH | | Sole |
| ASM Lithography Holding | SHS | N07059111 | 2 | 49 SH | | Sole |
| Asta Funding Inc | COM | 046220109 | 98 | 2,550 SH | | Sole |
| AstraZeneca PLC | SPONSORED ADR | 046353108 | 17,349 | 346,488 SH | | Sole |
| AT & T Inc new | COM | 00206R102 | 10 | 228 SH | | Sole |
| ATHEROS COMMUNICATIONS INC | COM | 04743P108 | 86 | 2,864 SH | | Sole |
| AU Optronics Corp ADR | ADR | 002255107 | 309 | 18,252 SH | | Sole |
| Autodesk Inc | COM | 052769106 | 7 | 150 SH | | Sole |
| Automatic Data Proc | COM | 053015103 | 7,775 | 169,273 SH | | Sole |
| AvalonBay Communities Inc | COM | 053484101 | 286 | 2,426 SH | | Sole |
| AXA UAP Spons ADR | SPONSORED ADR | 054536107 | 14,244 | 319,299 SH | | Sole |
| Axcelis Technologies | COM | 054540109 | 5,154 | 1,008,514 SH | | Sole |

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| | | | | | |
|-------------------------|-----|-----------|-------|------------|------|
| Banco Bradesco ADR | NEW | 059460303 | 6,905 | 235,117 SH | Sole |
| Banco Itau Hldg Fin S A | PFD | 059602201 | 314 | 6,204 SH | Sole |
| Banco Santander S.A. | ADR | 05964H105 | 10 | 505 SH | Sole |
| Bank of America Corp | COM | 060505104 | 29 | 569 SH | Sole |

| COLUMN 1 | COLUMN 2 | COLUMN 3 | COLUMN 4 | COLUMN 5 | COLUMN 6 | COLUMN 7 |
|---|----------------|-----------|-----------------|--|------------------|----------|
| NAME OF ISSUER | TITLE OF CLASS | CUSIP | VALUE (x\$1000) | SHRS OR SH/ PUT/ INVESTMENT DISCRETION | PRN AMT PRN CALL | OTH MANA |
| Bank of New York Mellon Corp | DDED | 064058100 | 11,061 | 250,595 SH | | Sole 0 |
| BankUnited Financial Corp | CL A | 06652B103 | 44 | 2,849 SH | | Sole 0 |
| Baxter International Inc. | COM | 071813109 | 19,045 | 338,403 SH | | Sole 0 |
| Becton Dickinson & Co | COM | 075887109 | 8,108 | 98,822 SH | | Sole 0 |
| Bed Bath & Beyond | COM | 075896100 | 1 | 18 SH | | Sole 0 |
| BHP Billiton Limited | CL A | 088606108 | 23,039 | 293,122 SH | | Sole 0 |
| BJ's Wholesale Club | COM | 05548J106 | 2,299 | 69,342 SH | | Sole 0 |
| BlackRock FL Ins Muni Inc Tr | COM | 09250G102 | 24 | 1,707 SH | | Sole 0 |
| BlackRock Florida Muni 2020 Term Trust | COM SHS | 09250M109 | 23 | 1,723 SH | | Sole 0 |
| BlackRock Mini Hldgs New York Ins Fund | COM | 09255C106 | 631 | 46,467 SH | | Sole 0 |
| BlackRock Muni CA Insured | COM | 09254N103 | 1,456 | 109,705 SH | | Sole 0 |
| BlackRock Muni NY Intermed Dur Fund | DDED | 09255F109 | 1,111 | 83,432 SH | | Sole 0 |
| Blackrock Muni Yield Fla Inc | COM | 09254R104 | 13 | 951 SH | | Sole 0 |
| BlackRock Muniyld CA Fund Inc | DDED | 09254M105 | 1,389 | 104,341 SH | | Sole 0 |
| BlackRock NY Muni Income Trust II | COM | 09249R102 | 1,196 | 82,091 SH | | Sole 0 |
| Blount International Inc | COM | 095180105 | 9,659 | 850,290 SH | | Sole 0 |
| Boston Properties, Inc. | COM | 101121101 | 369 | 3,548 SH | | Sole 0 |
| Bowne & Co Inc | COM | 103043105 | 11,192 | 671,816 SH | | Sole 0 |
| BP AMOCO PLC | CL A | 055622104 | 1 | 11 SH | | Sole 0 |
| Brandywine Realty Trust | SH BEN INT NEW | 105368203 | 87 | 3,433 SH | | Sole 0 |
| Brasil Distr Pao Acu SP ADR | COM | 20440T201 | 1 | 29 SH | | Sole 0 |
| Briggs & Stratton Corp | COM | 109043109 | 12,719 | 505,142 SH | | Sole 0 |
| Bristol Myers- Squibb | COM | 110122108 | 5,625 | 195,173 SH | | Sole 0 |
| British American Tobacco | SPONSORED ADR | 110448107 | 15,954 | 221,651 SH | | Sole 0 |
| Broadcom Corp Cl A | CL A | 111320107 | 254 | 6,973 SH | | Sole 0 |
| Brookdale Sr Living Inc | COM | 112463104 | 90 | 2,261 SH | | Sole 0 |
| Brookfield PPTYS | COM | 112900105 | 222 | 8,913 SH | | Sole 0 |
| Build-A-Bear Workshop Inc. | COM | 120076104 | 49 | 2,750 SH | | Sole 0 |
| C R Bard Inc NJ | COM | 067383109 | 13,142 | 149,022 SH | | Sole 0 |
| Camden Property Trust | SH BEN INT | 133131102 | 206 | 3,210 SH | | Sole 0 |
| Campbell Soup Co | COM | 134429109 | 4 | 97 SH | | Sole 0 |
| Canadian Pacific Railway | COM | 13645T100 | 3 | 43 SH | | Sole 0 |
| Canon Inc ADR | ADR | 138006309 | 13,770 | 253,647 SH | | Sole 0 |
| Caterpillar Inc | COM | 149123101 | 4,344 | 55,381 SH | | Sole 0 |
| CBS Corporation | CL B | 124857202 | 3 | 108 SH | | Sole 0 |
| Celanese Corp Del Com Ser A | ER A | 150870103 | 4,895 | 125,588 SH | | Sole 0 |
| Centene Corp Del | COM | 15135B101 | 73 | 3,414 SH | | Sole 0 |
| CenterPoint Energy | CL A | 15189T107 | 1 | 63 SH | | Sole 0 |
| Century Aluminum Co | COM | 156431108 | 96 | 1,830 SH | | Sole 0 |
| Cerner Corporation | COM | 156782104 | 87 | 1,461 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 |
| CGI Group Inc | CL A SUB VTG | 39945C109 | 22,799 | 1,999,909 | SH | Sole |
| Charles Schwab Corp | COM | 808513105 | 12 | 550 | SH | Sole |
| Chattem, Inc. | COM | 162456107 | 2,863 | 40,592 | SH | Sole |
| Check Point Software Tech | ORD | M22465104 | 0 | 17 | SH | Sole |
| Chesapeake Energy Corporation | CL A | 165167107 | 3 | 84 | SH | Sole |
| Chevron Corp | COM | 166764100 | 51 | 550 | SH | Sole |
| China Life Insurance Co Ltd ADR | SPON ADR REP H | 16939P106 | 283 | 3,279 | SH | Sole |
| China Mobile Limited | ADR | 16941M109 | 372 | 4,539 | SH | Sole |
| China Petroleum and Chemical Corp | SPON ADR H SHS | 16941R108 | 1 | 6 | SH | Sole |
| China Telecom Corp ADR H Shares | CL A SUB VTG | 169426103 | 1 | 18 | SH | Sole |
| Chung HWA Telecom Co Ltd | CL B | 17133Q205 | 1 | 31 | SH | Sole |
| CIGNA Corporation | COM | 125509109 | 2 | 39 | SH | Sole |
| Cincinnati Bell Inc | COM | 171871106 | 4 | 800 | SH | Sole |
| Cisco Systems Inc | COM | 17275R102 | 14,811 | 447,054 | SH | Sole |
| CIT Group Inc. | COM | 125581108 | 1 | 20 | SH | Sole |
| Citigroup Inc | COM | 172967101 | 8,753 | 187,541 | SH | Sole |
| Clear Channel Communications | CL B | 184502102 | 5 | 144 | SH | Sole |
| Cleco Corp | COM | 12561W105 | 1,168 | 46,203 | SH | Sole |
| Cleveland-Cliffs Inc. | COM | 185896107 | 75 | 848 | SH | Sole |
| CME Group, Inc | DDED | 12572Q105 | 277 | 471 | SH | Sole |
| CMS Energy Corp | COM | 125896100 | 1,141 | 67,848 | SH | Sole |
| CNOOC Limited | SPONSORED ADR | 126132109 | 387 | 2,327 | SH | Sole |
| Coca Cola Femsa ADR | CL B NEW | 191241108 | 10 | 238 | SH | Sole |
| Coca-Cola Company | COM | 191216100 | 1 | 19 | SH | Sole |
| Coca-Cola Hellenic Bottling Co | ADR | 1912EP104 | 6,174 | 105,531 | SH | Sole |
| Colgate- Palmolive Company | COM | 194162103 | 7,973 | 111,796 | SH | Sole |
| Columbus McKinnon Corp | COM | 199333105 | 66 | 2,634 | SH | Sole |
| Comcast Corp Class A | CL A | 20030N101 | 8,196 | 338,956 | SH | Sole |
| Comcast Corp Class A Special | SPL | 20030N200 | 5,482 | 228,797 | SH | Sole |
| Companhia Vale Do Rio Doce | ADR | 204412209 | 8,947 | 263,702 | SH | Sole |
| Compania Cervecerias Unidas ADR | SPONSORED ADR | 204429104 | 6,121 | 158,982 | SH | Sole |
| Compania de Minas Buenaventu ADR B Shs | SPONSORED ADR | 204448104 | 1 | 13 | SH | Sole |
| CompuCredit Corp. | COM | 20478N100 | 73 | 3,357 | SH | Sole |
| Comtech Telecom Corp | COM NEW | 205826209 | 111 | 2,068 | SH | Sole |
| ConAgra Inc. | COM | 205887102 | 9,383 | 359,081 | SH | Sole |
| Conseco Inc | EXP | 208464BH9 | 2 | 2,000 | SH | Sole |
| Constellation Energy | COM | 210371100 | 7 | 76 | SH | Sole |
| Convergys Corp | COM | 212485106 | 19 | 1,100 | SH | Sole |
| Cooper Companies | NEW | 216648402 | 14,834 | 282,991 | SH | Sole |
| Corning Incorporated | COM | 219350105 | 7 | 270 | SH | Sole |

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| COLUMN 1 | COLUMN 2 | COLUMN 3 | COLUMN 4 | COLUMN 5 | COLUMN 6 | COLUMN 7 | |
|---|----------------|-----------|-----------------|-----------------|---------------|-----------------------|----------|
| NAME OF ISSUER | TITLE OF CLASS | CUSIP | VALUE (x\$1000) | SHRS OR PRN AMT | SH/ PUT/ CALL | INVESTMENT DISCRETION | OTH MANA |
| Corus Bankshares Inc | COM | 220873103 | 64 | 4,883 | SH | Sole | 0 |
| Costco Wholesale Corp New | COM | 22160K105 | 4,345 | 70,808 | SH | Sole | 0 |
| Covanta Holdings Corp | COM | 22282E102 | 2,505 | 102,222 | SH | Sole | 0 |
| Coventry Health Care Inc. | COM | 222862104 | 3 | 48 | SH | Sole | 0 |
| Covidien Ltd | COM | G2552X108 | 3,031 | 73,039 | SH | Sole | 0 |
| CRH Public Limited Co. | ADR | 12626K203 | 6 | 145 | SH | Sole | 0 |
| CSS Industries Inc. | COM | 125906107 | 17,062 | 474,339 | SH | Sole | 0 |
| CVS Caremark Corp. | COM | 126650100 | 2 | 59 | SH | Sole | 0 |
| CYTYC Corp | Com | 232946103 | 441 | 9,262 | SH | Sole | 0 |
| Danaher Corporation | COM | 235851102 | 2 | 27 | SH | Sole | 0 |
| Del Monte Foods Co | COM | 24522P103 | 2,320 | 220,934 | SH | Sole | 0 |
| Delta Air Lines Inc. | Com | 247361702 | 206 | 11,466 | SH | Sole | 0 |
| Deluxe Corporation | COM | 248019101 | 2 | 45 | SH | Sole | 0 |
| Dentsply Intl Inc | COM | 249030107 | 17,408 | 418,054 | SH | Sole | 0 |
| Deutsche Telekom AG | COM | 251566105 | 0 | 24 | SH | Sole | 0 |
| Developers Div Rlty | COM | 251591103 | 222 | 3,969 | SH | Sole | 0 |
| Devon Energy Corp | COM | 25179M103 | 7,327 | 88,068 | SH | Sole | 0 |
| Diageo PLC spon ADR (New) | NEW | 25243Q205 | 223 | 2,539 | SH | Sole | 0 |
| Diamond Offshore Drilling | COM | 25271C102 | 21,381 | 188,730 | SH | Sole | 0 |
| Disney, Inc. | COM DISNEY | 254687106 | 18 | 530 | SH | Sole | 0 |
| Doral Financial Corporation | DDED | 25811P886 | 0 | 1 | SH | Sole | 0 |
| DPL Inc | COM | 233293109 | 381 | 14,503 | SH | Sole | 0 |
| Dr. Reddy's Labs Ltd | ADR | 256135203 | 4,695 | 286,998 | SH | Sole | 0 |
| Duke Energy Corp New | COM | 26441C105 | 0 | 15 | SH | Sole | 0 |
| Dun & Bradstreet Corp | COM | 26483E100 | 1 | 13 | SH | Sole | 0 |
| Dupont De Nemours | COM | 263534109 | 1 | 27 | SH | Sole | 0 |
| DWS Global High Inc Fund Inc | COM ADDED | 23338W104 | 0 | 41 | SH | Sole | 0 |
| East West Bankcorp Inc | COM | 27579R104 | 1,724 | 47,944 | SH | Sole | 0 |
| Eastman Chemical Co | COM | 277432100 | 36 | 532 | SH | Sole | 0 |
| Eaton Corporation | COM | 278058102 | 1 | 9 | SH | Sole | 0 |
| Eaton Vance FL Muni Inc Tr | SH BEN INT | 27826B100 | 23 | 1,674 | SH | Sole | 0 |
| Eaton Vance Insured Florida Muni Bd Fund | COM | 27828E102 | 13 | 935 | SH | Sole | 0 |
| eBay Inc | COM | 278642103 | 1 | 32 | SH | Sole | 0 |
| Electronics For Imaging | COM | 286082102 | 2,495 | 92,877 | SH | Sole | 0 |
| Embarq Corp | COM | 29078E105 | 32 | 571 | SH | Sole | 0 |
| Embraer- Empresa Brasileir | SP ADR PFD SHS | 29081M102 | 4,501 | 102,492 | SH | Sole | 0 |
| EMC Corporation | COM | 268648102 | 7,171 | 344,765 | SH | Sole | 0 |
| Emerson Electric Co | COM | 291011104 | 20,184 | 379,257 | SH | Sole | 0 |
| Endo Pharmaceuticals Holdings Inc | COM | 29264F205 | 1 | 24 | SH | Sole | 0 |
| Enel Sociata Per Azioni | ADR | 29265W108 | 1,404 | 24,908 | 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 | OTH MANA |

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| | | | | | |
|---------------------------------------|----------------|-----------|--------|--------------|------|
| ENI S.P.A. | SPONSORED ADR | 26874R108 | 109 | 1,475 SH | Sole |
| Entergy Corporation | COM | 29364G103 | 1,676 | 15,474 SH | Sole |
| Equifax Incorporated | COM | 294429105 | 7,569 | 198,549 SH | Sole |
| Equity Residential Property Trust | SH BEN INT | 29476L107 | 254 | 5,987 SH | Sole |
| Esterline Technology | COM | 297425100 | 103 | 1,813 SH | Sole |
| Euronet Worldwide, Inc. | COM | 298736109 | 11,628 | 390,592 SH | Sole |
| Everest Re Group Ltd | COM | G3223R108 | 2 | 15 SH | Sole |
| Exelon Corporation | COM | 30161N101 | 8,942 | 118,663 SH | Sole |
| Expeditors Int'l of Washington, Inc. | COM | 302130109 | 2,632 | 55,650 SH | Sole |
| Express Jet Holdings Inc. | CL A | 30218U108 | 9,864 | 3,192,377 SH | Sole |
| Express Scripts Inc | COM | 302182100 | 2,726 | 48,830 SH | Sole |
| Exxon Mobil Corp | COM | 30231G102 | 34,666 | 374,523 SH | Sole |
| FactSet Research Systems | COM | 303075105 | 3,203 | 46,719 SH | Sole |
| Federal National Mortgage Association | COM | 313586109 | 1 | 10 SH | Sole |
| Federal Realty Investment Trust | SH BEN INT NEW | 313747206 | 108 | 1,214 SH | Sole |
| Fidelity National Financial Inc. | CL A | 31620R105 | 26 | 1,504 SH | Sole |
| Fidelity National Info Services | COM | 31620M106 | 1 | 13 SH | Sole |
| First American Corp | COM | 318522307 | 8,518 | 232,599 SH | Sole |
| FirstEnergy Corp | COM | 337932107 | 12 | 188 SH | Sole |
| FirstFed Financial Corp. | COM | 337907109 | 66 | 1,323 SH | Sole |
| Fiserv Inc | COM | 337738108 | 5 | 102 SH | Sole |
| FMC Technologies, Inc. | COM | 30249U101 | 113 | 1,966 SH | Sole |
| Forest Laboratories Inc | COM | 345838106 | 5 | 131 SH | Sole |
| Fortune Brands Inc | COM | 349631101 | 1 | 9 SH | Sole |
| FPL Group Inc | COM | 302571104 | 10 | 157 SH | Sole |
| Freeport McMoran Copper & Gold Stk B | CL B | 35671D857 | 22,708 | 216,494 SH | Sole |
| Fremont General Corp | COM | 357288109 | 0 | 24 SH | Sole |
| Fresenius Med Care Aktiengesellschaft | ADR | 358029106 | 5,783 | 108,984 SH | Sole |
| Frontier Oil Corp | COM | 35914P105 | 3,306 | 79,386 SH | Sole |
| Genentech Inc | COM NEW | 368710406 | 272 | 3,485 SH | Sole |
| General Cable Corp | COM | 369300108 | 1 | 19 SH | Sole |
| General Dynamics | COM | 369550108 | 21,275 | 251,865 SH | Sole |
| General Electric Co. | COM | 369604103 | 7,366 | 177,933 SH | Sole |
| General Growth Properties Inc. | COM | 370021107 | 106 | 1,969 SH | Sole |
| General Mills Inc | COM | 370334104 | 180 | 3,105 SH | Sole |
| General Motors Corp | COM | 370442105 | 36 | 984 SH | Sole |
| Genlyte Group Inc. | COM | 372302109 | 2 | 31 SH | Sole |
| Genzyme Corp | COM | 372917104 | 250 | 4,035 SH | Sole |
| Gilead Sciences Inc | COM | 375558103 | 1 | 26 SH | Sole |
| Goldman Sachs Group | COM | 38141G104 | 5 | 25 SH | Sole |

COLUMN 1

COLUMN 2

COLUMN 3

COLUMN 4

COLUMN 5

COLUMN 6 COLUM

NAME OF ISSUER

TITLE OF CLASS

CUSIP

VALUE (x\$1000)

SHRS OR SH/ PUT/ INVESTMENT

PRN AMT PRN CALL DISCRETION OTHE

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|-----------------------------------|---------------|-----------|--------|---------|----|------|----|
| Goodrich Corporation | COM | 382388106 | 3,857 | 56,534 | SH | Sole | 01 |
| Google Inc Class A | CL A | 38259P508 | 432 | 762 | SH | Sole | 01 |
| Grant Prideco, Inc | COM | 38821G101 | 1 | 16 | SH | Sole | 01 |
| Greater China Fund Closed End | COM | 39167B102 | 2 | 53 | SH | Sole | 01 |
| Griffon Corporation | COM | 398433102 | 4,817 | 318,977 | SH | Sole | 01 |
| Grupo Televisa SA DE CV ADR | ADR REP ORD | 40049J206 | 3,813 | 157,757 | SH | Sole | 01 |
| GSI Commerce Inc | COM | 36238G102 | 70 | 2,620 | SH | Sole | 01 |
| Gulfport Energy Corp | NEW | 402635304 | 138 | 5,833 | SH | Sole | 01 |
| H&R Block Inc | COM | 093671105 | 0 | 15 | SH | Sole | 01 |
| Halliburton Company | COM | 406216101 | 2 | 47 | SH | Sole | 01 |
| Harley Davidson Inc | COM | 412822108 | 1 | 26 | SH | Sole | 01 |
| Harman Intl Indust | COM | 413086109 | 1 | 6 | SH | Sole | 01 |
| Harsco Corporation | COM | 415864107 | 2,075 | 35,010 | SH | Sole | 01 |
| Hartford Financial Services Group | COM | 416515104 | 4 | 45 | SH | Sole | 01 |
| Harvest Energy Trust | TR UNIT | 41752X101 | 42 | 1,560 | SH | Sole | 01 |
| Healthcare Realty Trust Inc | COM | 421946104 | 46 | 1,724 | SH | Sole | 01 |
| Hewlett- Packard Co | COM | 428236103 | 67 | 1,345 | SH | Sole | 01 |
| Highwoods Properties Inc. | COM | 431284108 | 105 | 2,864 | SH | Sole | 01 |
| Hilton Hotel Corp | COM | 432848109 | 313 | 6,738 | SH | Sole | 01 |
| Hitachi Ltd | COM | 433578507 | 67 | 1,012 | SH | Sole | 01 |
| Holdrs Pharmaceuticals | COM | 71712A206 | 7 | 91 | SH | Sole | 01 |
| Honda Motor Co Ltd | COM | 438128308 | 12,130 | 363,620 | SH | Sole | 01 |
| Host Hotels & Resort Inc | COM | 44107P104 | 243 | 10,817 | SH | Sole | 01 |
| HSBC Holdings PLC | NEW | 404280406 | 7 | 80 | SH | Sole | 01 |
| Hutchinson Technology | COM | 448407106 | 4,025 | 163,608 | SH | Sole | 01 |
| IBM | COM | 459200101 | 19 | 165 | SH | Sole | 01 |
| ICICI Bank LTD | SPONSORED ADR | 45104G104 | 24,367 | 462,201 | SH | Sole | 01 |
| Idearc Inc | COM | 451663108 | 12 | 375 | SH | Sole | 01 |
| IDEARC Inc. | Com | 451663108 | 1 | 41 | SH | Sole | 01 |
| Illinois Tool Works | COM | 452308109 | 8,511 | 142,708 | SH | Sole | 01 |
| Imperial Tobacco Group PLC | SPONSORED ADR | 453142101 | 181 | 1,967 | SH | Sole | 01 |
| IMS Health Inc | COM | 449934108 | 1 | 30 | SH | Sole | 01 |
| IndyMac Bancorp Inc | COM | 456607100 | 18 | 771 | SH | Sole | 01 |
| Infosys Technologies Ltd. | ADR | 456788108 | 301 | 6,227 | SH | Sole | 01 |
| ING Groep NV | SPONSORED ADR | 456837103 | 22,283 | 502,890 | SH | Sole | 01 |
| Integrated Device Technology | COM | 458118106 | 2 | 98 | SH | Sole | 01 |
| Intel Corp | COM | 458140100 | 18 | 713 | SH | Sole | 01 |
| Intercontinental Exchange | COM | 45865V100 | 257 | 1,692 | SH | Sole | 01 |
| International Paper Company | COM | 460146103 | 32 | 892 | SH | Sole | 01 |
| Int'l Flavors and Fragrances | COM | 459506101 | 17,234 | 326,030 | SH | Sole | 01 |

| COLUMN 1 | COLUMN 2 | COLUMN 3 | COLUMN 4 | COLUMN 5 | COLUMN 6 | COL |
|--|----------------|-----------|-----------------|-----------------|--------------------------------|--------|
| NAME OF ISSUER | TITLE OF CLASS | CUSIP | VALUE (x\$1000) | SHRS OR PRN AMT | SH/ PUT/ INVESTMENT DISCRETION | OT MAN |
| Intuitive Surgical Inc | COM | 46120E602 | 223 | 968 | SH | Sole |
| Inventiv Health Inc | COM | 46122E105 | 104 | 2,382 | SH | Sole |
| Invest Gr Muni | COM | 461368102 | 5,005 | 368,026 | SH | Sole |
| Invitrogen Corp. | COM | 46185R100 | 2,837 | 34,713 | SH | Sole |
| Iron Mountain Inc | COM | 462846106 | 107 | 3,512 | SH | Sole |
| iShares Lehman 20+ Year Treasury Bd Fd | S BD | 464287432 | 335 | 3,781 | SH | Sole |
| iShares Lehman Short Treasury | | | | | | |

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|--|---------------|-----------|---------|-----------|----|------|
| Bond Fund | TREA | 464288679 | 141 | 1,281 | SH | Sole |
| iShares Midcap Value | P VL | 464287473 | 294 | 1,945 | SH | Sole |
| iShares Russell 1000 Growth | 0GRW | 464287614 | 70 | 1,134 | SH | Sole |
| iShares Russell 1000 Value | OVAL | 464287598 | 169 | 1,967 | SH | Sole |
| iShares Russell 2000 Index | 2000 | 464287655 | 33 | 413 | SH | Sole |
| iShares Russell 3000 Value Index | VALU | 464287663 | 1 | 11 | SH | Sole |
| iShares S&P US Pref Stock Index Fund | IDX | 464288687 | 1,310 | 27,813 | SH | Sole |
| iShares Tr Lehman 1-3 Year Treasury Bd | S BD | 464287457 | 300,173 | 3,693,984 | SH | Sole |
| iShares Tr Msci Eafe Index Fund | IDX | 464287465 | 15,439 | 186,939 | SH | Sole |
| iShares Tr MSCI Grw Idx | IDX | 464288885 | 6 | 79 | SH | Sole |
| iShares Tr MSCI Value Index Fd | IDX | 464288877 | 12 | 159 | SH | Sole |
| iSharesMSCI Japan Index | MSCI JAPAN | 464286848 | 2 | 132 | SH | Sole |
| Jabil Circuit Inc | COM | 466313103 | 2,021 | 88,480 | SH | Sole |
| Jack in the Box Corp | COM | 466367109 | 4,536 | 69,959 | SH | Sole |
| Jakks Pacific Inc | COM | 47012E106 | 26,585 | 995,322 | SH | Sole |
| Janus Capital Group Inc | COM | 47102X105 | 4 | 131 | SH | Sole |
| JDS Uniphase Corp | .001 | 46612J507 | 0 | 0 | SH | Sole |
| JF China Region Fund Closed end | COM | 46614T107 | 2 | 53 | SH | Sole |
| Johnson & Johnson | COM | 478160104 | 20,764 | 316,042 | SH | Sole |
| Johnson Controls Inc | COM | 478366107 | 14 | 115 | SH | Sole |
| Jones Lang Lasalle Inc | COM | 48020Q107 | 1 | 12 | SH | Sole |
| JP Morgan Chase & Co | COM | 46625H100 | 35 | 772 | SH | Sole |
| Kellogg | COM | 487836108 | 8 | 137 | SH | Sole |
| Kenexa Corp | COM | 488879107 | 85 | 2,746 | SH | Sole |
| Kforce Inc | COM | 493732101 | 76 | 5,942 | SH | Sole |
| Kilroy Realty Corp. | COM | 49427F108 | 63 | 1,039 | SH | Sole |
| Kimberly- Clark Corp | COM | 494368103 | 84 | 1,196 | SH | Sole |
| KLA-Tencor Corp | COM | 482480100 | 1 | 17 | SH | Sole |
| Knight Transportation | COM | 499064103 | 2,267 | 131,738 | SH | Sole |
| Kohl's Corporation | COM | 500255104 | 7 | 122 | SH | Sole |
| Koninklijke Philips Electronics | NEW | 500472303 | 22,747 | 506,165 | SH | Sole |
| Kookmin Bank ADR | SPONSORED ADR | 50049M109 | 5,237 | 63,878 | SH | Sole |
| Korea Equity Fund Closed End | COM | 50063B104 | 1 | 80 | SH | Sole |
| Korea Fund Closed End | COM | 500634100 | 1 | 21 | 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 |
| Kraft Foods Inc. | CL A | 50075N104 | 3,938 | 114,125 | SH | Sole |
| K-Swiss Inc | CL A | 482686102 | 4,052 | 176,863 | SH | Sole |
| L-3 Communications Holdings Inc | COM | 502424104 | 2 | 18 | SH | Sole |
| Laboratory Corp of America | COM NEW | 50540R409 | 11 | 135 | SH | Sole |
| Lafarge ADR | COM | 505861401 | 1 | 15 | SH | Sole |
| Lear Corporation | COM | 521865105 | 33,202 | 1,034,319 | SH | Sole |
| Lehman Brothers Holdings | COM | 524908100 | 7 | 111 | SH | Sole |
| Lennar Corp | CL A | 526057104 | 0 | 17 | SH | Sole |

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|--------------------------------------|----------------|-----------|--------|------------|------|
| Liberty Property Trust | SH BEN INT | 531172104 | 219 | 5,441 SH | Sole |
| Linear Technology Corp | COM | 535678106 | 1 | 20 SH | Sole |
| LKQ CORP | COM | 501889208 | 2,273 | 65,303 SH | Sole |
| LM Ericsson (ADR) | K 10 | 294821608 | 9 | 230 SH | Sole |
| Loews Corp Carolina Group | CAROLNA GP STK | 540424207 | 5,006 | 60,879 SH | Sole |
| Louisiana- Pacific Corp. | COM | 546347105 | 13,430 | 791,384 SH | Sole |
| Lowe's Companies Inc | COM | 548661107 | 16,844 | 601,140 SH | Sole |
| Macerich Company | COM | 554382101 | 98 | 1,114 SH | Sole |
| Magyar Telekom Telecommun PLC | COM | 559776109 | 1 | 23 SH | Sole |
| Maidenform Brands Inc | COM | 560305104 | 56 | 3,518 SH | Sole |
| Manpower Inc. | COM | 56418H100 | 1 | 17 SH | Sole |
| Market Vectors Gold Miners | ETF | 57060U100 | 6 | 140 SH | Sole |
| Marvell Technology Group | ORD | G5876H105 | 0 | 14 SH | Sole |
| Matria Healthcare Inc - New | NEW | 576817209 | 56 | 2,147 SH | Sole |
| Mattel Inc | COM | 577081102 | 1 | 37 SH | Sole |
| Maxim Integrated Products | COM | 57772K101 | 6 | 220 SH | Sole |
| MBIA Incorporated | COM | 55262C100 | 1 | 11 SH | Sole |
| MBIA/Claymore Mangd Duration Muni | COM | 55266X100 | 4,940 | 387,760 SH | Sole |
| McDonalds Corp | COM | 580135101 | 32,059 | 588,554 SH | Sole |
| McGraw-Hill Co | COM | 580645109 | 9,249 | 181,675 SH | Sole |
| MDC Holdings Inc | COM | 552676108 | 1 | 16 SH | Sole |
| Medarex Inc | COM | 583916101 | 87 | 6,146 SH | Sole |
| Medco Health Solutions | COM | 58405U102 | 5 | 54 SH | Sole |
| Medicines Company | COM | 584688105 | 75 | 4,212 SH | Sole |
| Medtronic Inc | COM | 585055106 | 2 | 29 SH | Sole |
| Merck & Co. | COM | 589331107 | 14 | 267 SH | Sole |
| Meritage Homes Corp | COM | 59001A102 | 31 | 2,204 SH | Sole |
| Methanex Corporation | COM | 59151K108 | 3 | 116 SH | Sole |
| MGI Pharma Inc | COM | 552880106 | 87 | 3,123 SH | Sole |
| MI Schottenstein Homes Inc | COM | 55305B101 | 7,389 | 531,958 SH | Sole |
| Microchip Technology Inc | COM | 595017104 | 2,123 | 58,464 SH | Sole |
| Micron Technology | COM | 595112103 | 1 | 49 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 |
| Microsoft Corp. | COM | 594918104 | 12,532 | 425,375 SH | | Sole |
| Mitsubishi UFJ Fin Group | SPONSORED ADR ADDED | 606822104 | 16,580 | 1,825,945 SH | | Sole |
| Mobile Telesystems OJSC | COM | 607409109 | 1 | 16 SH | | Sole |
| Molson Coors Brewing Co Cl B | CL B | 60871R209 | 1 | 10 SH | | Sole |
| Monsanto Company | COM | 61166W101 | 3 | 34 SH | | Sole |
| Moody's Corporation | COM | 615369105 | 152 | 3,015 SH | | Sole |
| Morgan Stanley Asia Pacific Fund Clsdend | COM | 61744U106 | 1 | 48 SH | | Sole |
| Morgan Stanley CA Insured Muni Inc | CA INSD MUN TR | 61745P502 | 1,460 | 101,656 SH | | Sole |
| Morgan Stanley CA Muni Sec | INSD CA MUN | 61745P825 | 1,436 | 102,178 SH | | Sole |
| Morgan Stanley NY Qual Muni Sec | N Y QULTY MUN | 61745P528 | 1,110 | 83,917 SH | | Sole |
| Motorola Inc | COM | 620076109 | 6 | 300 SH | | Sole |

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|--|---------------|-----------|--------|--------------|------|
| National Bank Of Greece | ADR | 633643408 | 6,323 | 489,767 SH | Sole |
| National Grid New Transco PLC | SPON ADR NEW | 636274300 | 1,717 | 21,402 SH | Sole |
| National- Oilwell, Inc. | COM | 637071101 | 271 | 1,874 SH | Sole |
| Nationwide Health Props | COM | 638620104 | 97 | 3,224 SH | Sole |
| Natl Semiconductor | COM | 637640103 | 1 | 45 SH | Sole |
| Navigant Consulting | COM | 63935N107 | 60 | 4,723 SH | Sole |
| Nektar Therapeutics | COM | 640268108 | 50 | 5,680 SH | Sole |
| Netgear Inc | COM | 64111Q104 | 90 | 2,951 SH | Sole |
| Network Appliance | COM | 64120L104 | 8 | 313 SH | Sole |
| Neuberger Berman CA Inter Muni Fund | COM | 64123C101 | 1,364 | 101,279 SH | Sole |
| New York Community Bancorp | COM | 649445103 | 3,976 | 208,699 SH | Sole |
| News Corp Ltd Cls A | CL A | 65248E104 | 10 | 447 SH | Sole |
| Newtek Business Services Inc | Com | 652526104 | 246 | 146,141 SH | Sole |
| NICE Systems LTD ADR | SPONSORED ADR | 653656108 | 0 | 8 SH | Sole |
| NII Holdings Inc. Cl B | CL B NEW | 62913F201 | 20,797 | 253,157 SH | Sole |
| Nike, Inc. | CL B | 654106103 | 24,110 | 411,021 SH | Sole |
| Nippon Telephone | COM | 654624105 | 10 | 443 SH | Sole |
| NiSource Inc | COM | 65473P105 | 1 | 31 SH | Sole |
| Nissan Motor Ltd ADR | SPONSORED ADR | 654744408 | 17,215 | 860,314 SH | Sole |
| Nobel Energy Inc | COM | 655044105 | 4 | 61 SH | Sole |
| Nokia Corporation | SPONSORED ADR | 654902204 | 32,453 | 855,598 SH | Sole |
| Northeast Utilities | COM | 664397106 | 2,801 | 98,043 SH | Sole |
| Northern Trust Corp | COM | 665859104 | 7 | 110 SH | Sole |
| Novartis AG | SPONSORED ADR | 66987V109 | 18,784 | 341,778 SH | Sole |
| Novo-Nordisk A/S | COM | 670100205 | 1 | 10 SH | Sole |
| NRG Energy Inc | COM NEW | 629377508 | 8,773 | 207,440 SH | Sole |
| NTELOS Holdings Corp | COM | 67020Q107 | 4,317 | 146,525 SH | Sole |
| NTT DoCoMo Inc Spons ADR | ADR | 62942M201 | 15,618 | 1,096,784 SH | Sole |
| Nuveen Fl Qual Inc Muni Tr | COM | 670978105 | 22 | 1,674 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 |
| Nuveen Mult- Strategy Income & Growth FD 2 | SHS | 67073D102 | 2,005 | 165,702 SH | | Sole |
| Nuveen Mult- Strategy Income & Growth Fund | COM | 67073B106 | 2,017 | 168,046 SH | | Sole |
| Old Republic Int'l | COM | 680223104 | 116 | 6,194 SH | | Sole |
| Oracle Corporation | COM | 68389X105 | 26,261 | 1,212,969 SH | | Sole |
| O'Reilly Automotive, Inc. | COM | 686091109 | 2,235 | 66,898 SH | | Sole |
| Orix Corp | SPONSORED ADR | 686330101 | 9 | 82 SH | | Sole |
| Overseas Shipholding Group Inc | COM | 690368105 | 1 | 13 SH | | Sole |
| Owens- Illinois Inc | NEW | 690768403 | 19,310 | 465,868 SH | | Sole |
| OYO Geospace Corp | COM | 671074102 | 114 | 1,228 SH | | Sole |
| Paine Webber Insured Muni Income Fund | COM | 45809F104 | 4,999 | 381,625 SH | | Sole |
| Pall Corporation | COM | 696429307 | 17,116 | 439,997 SH | | Sole |
| Pengrowth Enery Tr Units Cl A | NEW | 706902509 | 137 | 7,267 SH | | Sole |

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|-----------------------------------|---------------|-----------|--------|---------|----|------|
| PepsiCo Inc | COM | 713448108 | 22,454 | 306,503 | SH | Sole |
| Perficient Inc | COM | 71375U101 | 82 | 3,738 | SH | Sole |
| Petroleo Brasileiro | SPONSORED ADR | 71654V408 | 31,471 | 416,830 | SH | Sole |
| Pfizer Inc | COM | 717081103 | 21 | 845 | SH | Sole |
| PG&E Corporation | COM | 69331C108 | 1,600 | 33,472 | SH | Sole |
| Philippine Long Dist Telephone Co | SPONSORED ADR | 718252604 | 8,029 | 124,786 | SH | Sole |
| Phillips-Van Heusen Corp | COM | 718592108 | 3,431 | 65,382 | SH | Sole |
| Pilgrims Pride Corp | COM | 721467108 | 1 | 18 | SH | Sole |
| Pimco Municipal Advantage Fund | ADDED | 722015104 | 5,103 | 390,708 | SH | Sole |
| Pitney Bowes Inc | COM | 724479100 | 192 | 4,236 | SH | Sole |
| Plum Creek Timber Co | COM | 729251108 | 0 | 9 | SH | Sole |
| PMI Group Inc | COM | 69344M101 | 2,487 | 76,054 | SH | Sole |
| Polaris Inds Inc | COM | 731068102 | 0 | 10 | SH | Sole |
| Popular, Inc. | COM | 733174106 | 9,475 | 771,565 | SH | Sole |
| POSCO ADR | COM | 693483109 | 332 | 1,857 | SH | Sole |
| PPL Corporation | COM | 69351T106 | 1,758 | 37,963 | SH | Sole |
| Praxair Inc | COM | 74005P104 | 25,532 | 304,824 | SH | Sole |
| Procter & Gamble Co | COM | 742718109 | 39,210 | 557,430 | SH | Sole |
| ProLogis Trust | SH BEN INT | 743410102 | 449 | 6,761 | SH | Sole |
| Provident Energy Tru st | TR UNIT | 74386K104 | 152 | 11,996 | SH | Sole |
| Prudential PLC | ADR | 74435K204 | 11 | 350 | SH | Sole |
| Prudential PLC 6.5% Exchg Perp | .50% | G7293H189 | 147 | 6,367 | SH | Sole |
| Public Service Ent Group | COM | 744573106 | 1,015 | 11,538 | SH | Sole |
| Public Storage | COM | 74460D109 | 251 | 3,191 | SH | Sole |
| Publicis Groupe S.A. | ADR | 74463M106 | 16,596 | 403,305 | SH | Sole |
| Puget Energy Inc | COM | 745310102 | 213 | 8,723 | SH | Sole |
| Putnam Invest Gr Mun Tr | COM | 746805100 | 3,393 | 352,696 | SH | Sole |
| Putnam Managed Mun Income Tr | COM | 746823103 | 2,242 | 308,322 | 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 |
| Qualcomm Inc | COM | 747525103 | 214 | 5,071 | SH | Sole |
| Quest Diagnostics Inc | COM | 74834L100 | 2 | 31 | SH | Sole |
| Qwest Communications Intl | COM | 749121109 | 5 | 600 | SH | Sole |
| Radian Group Inc | COM | 750236101 | 1 | 37 | SH | Sole |
| Radware Ltd | ORD | M81873107 | 0 | 18 | SH | Sole |
| Regal Entertainment Group | CL A | 758766109 | 35 | 1,594 | SH | Sole |
| Regal-Beloit Corporation | COM | 758750103 | 60 | 1,256 | SH | Sole |
| Regency Centers Corp. | COM | 758849103 | 226 | 2,945 | SH | Sole |
| Rent-A-Center, Inc. | COM | 76009N100 | 6,508 | 358,986 | SH | Sole |
| Rexam PLC Spons ADR New 2001 | 2001 | 761655406 | 8 | 145 | SH | Sole |
| Reynolds Amern Inc | COM | 761713106 | 35 | 550 | SH | Sole |
| Rio Tinto PLC-Gbp | SPONSORED ADR | 767204100 | 3 | 9 | SH | Sole |
| Rockwell Collins Inc | COM | 774341101 | 14 | 193 | SH | Sole |
| Rockwell Intl Corp | COM | 773903109 | 5 | 75 | SH | Sole |
| Roper Industries Inc | COM | 776696106 | 3,335 | 50,918 | SH | Sole |
| Rudolph Technologies Inc. | COM | 781270103 | 85 | 6,151 | SH | Sole |
| Russell/Nomura Small Cap Japan ETF | DDED | 78463X822 | 15 | 313 | SH | Sole |
| Ryland Group Inc | COM | 783764103 | 1 | 35 | SH | Sole |
| Safeway Inc | NEW | 786514208 | 15 | 452 | SH | Sole |

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|-----------------------------|---------------|-----------|--------|-----------|----|------|
| SalesForce.com Inc | COM | 79466L302 | 163 | 3,174 | SH | Sole |
| Sanderson Farms, Inc | COM | 800013104 | 2 | 36 | SH | Sole |
| SanDisk Corporation | COM | 80004C101 | 3 | 49 | SH | Sole |
| Sanmina Corporation | COM | 800907107 | 6,061 | 2,858,946 | SH | Sole |
| Sanofi-Aventis Spons ADR | SPONSORED ADR | 80105N105 | 12 | 286 | SH | Sole |
| SAP AG | COM | 803054204 | 1 | 15 | SH | Sole |
| Satyam Computer Svcs ADR | ADR | 804098101 | 5,210 | 201,227 | SH | Sole |
| Schering Plough Corp. | COM | 806605101 | 8 | 264 | SH | Sole |
| Schlumberger Ltd | COM | 806857108 | 352 | 3,356 | SH | Sole |
| Sealed Air Corp | COM | 81211K100 | 6,962 | 272,388 | SH | Sole |
| Secure Computing Crp | COM | 813705100 | 93 | 9,577 | SH | Sole |
| Select Comfort Corp | COM | 81616X103 | 60 | 4,279 | SH | Sole |
| Shire PLC | COM | 82481R106 | 1 | 18 | SH | Sole |
| Siemens AG | SPONSORED ADR | 826197501 | 23,896 | 174,106 | SH | Sole |
| Sigma Aldrich Corp | COM | 826552101 | 3 | 64 | SH | Sole |
| Sigma Designs Inc | COM | 826565103 | 92 | 1,913 | SH | Sole |
| Silicon Image, Inc. | COM | 82705T102 | 2,247 | 436,404 | SH | Sole |
| Siliconware Precis Inds ADR | SPL | 827084864 | 6,208 | 513,044 | SH | Sole |
| Simon Ppty Group Inc New | COM | 828806109 | 521 | 5,212 | SH | Sole |
| Sina Corporation | ORD | G81477104 | 1 | 18 | SH | Sole |
| Singapore Fund Inc | COM | 82929L109 | 3 | 175 | SH | Sole |

| COLUMN 1 | COLUMN 2 | COLUMN 3 | COLUMN 4 | COLUMN 5 | COLUMN 6 | COLUMN 7 | |
|--|----------------|-----------|-----------------|-------------|---------------|-----------------------|-------------|
| NAME OF ISSUER | TITLE OF CLASS | CUSIP | VALUE (x\$1000) | SHRS OR PRN | SH/ PUT/ CALL | INVESTMENT DISCRETION | OTHER MANAG |
| Smith International Inc | COM | 832110100 | 3,844 | 53,840 | SH | Sole | 01 |
| Smithfield Foods Inc | COM | 832248108 | 11,995 | 380,802 | SH | Sole | 01 |
| Sonic Corp. | COM | 835451105 | 87 | 3,700 | SH | Sole | 01 |
| Sony Corp ADR | COM | 835699307 | 0 | 10 | SH | Sole | 01 |
| Southern Union | COM | 844030106 | 3 | 106 | SH | Sole | 01 |
| Sprint Nextel Corp Comm | FON | 852061100 | 9,226 | 485,603 | SH | Sole | 01 |
| Staples Inc | COM | 855030102 | 9 | 440 | SH | Sole | 01 |
| Starbucks Corp | COM | 855244109 | 272 | 10,389 | SH | Sole | 01 |
| Starwood Hotels & Resorts Wldwde New | COM | 85590A401 | 88 | 1,448 | SH | Sole | 01 |
| State Street Corp | COM | 857477103 | 19,783 | 290,241 | SH | Sole | 01 |
| Statoil ASA | SPONSORED ADR | 85771P102 | 1 | 41 | SH | Sole | 01 |
| Steiner Leisure Ltd | ORD | P8744Y102 | 1 | 15 | SH | Sole | 01 |
| Stericycle, Inc | COM | 858912108 | 3,270 | 57,212 | SH | Sole | 01 |
| Stewart Information Services | COM | 860372101 | 15,450 | 450,821 | SH | Sole | 01 |
| Stryker Corporation | COM | 863667101 | 161 | 2,348 | SH | Sole | 01 |
| Sun Microsystems Inc | COM | 866810104 | 89 | 15,858 | SH | Sole | 01 |
| Superior Industries Intl | COM | 868168105 | 15,234 | 702,365 | SH | Sole | 01 |
| Symantec Corp | COM | 871503108 | 10,261 | 529,478 | SH | Sole | 01 |
| Syngenta AG ADR | ADR | 87160A100 | 16,100 | 371,571 | SH | Sole | 01 |
| Taiwan Semiconductor Mfg Co Ltd Spr ADR | SPONSORED ADR | 874039100 | 4,451 | 439,812 | SH | Sole | 01 |
| Target Corporation | COM | 87612E106 | 20,060 | 315,560 | SH | Sole | 01 |
| Tata Motors Ltd ADR | COM | 876568502 | 1 | 59 | SH | Sole | 01 |
| Taubman Centers, Inc. | COM | 876664103 | 120 | 2,185 | SH | Sole | 01 |
| Tele Norte Leste | SPON ADR PFD | 879246106 | 1 | 53 | SH | Sole | 01 |
| Telefonica S.A. | COM | 879382208 | 1 | 11 | SH | Sole | 01 |
| Telekomunikas Indonesia ADR | ADR | 715684106 | 7,787 | 159,509 | SH | Sole | 01 |

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|--|---------------|-----------|--------|---------|----|------|----|
| Templeton Dragon Fd | COM | 88018T101 | 1 | 37 | SH | Sole | 01 |
| Templeton Emerging Mrks Income Fund Inc | COM | 880192109 | 2 | 117 | SH | Sole | 01 |
| Tenaris SA ADR | COM | 88031M109 | 2 | 45 | SH | Sole | 01 |
| Teva Pharmaceutical Indus | ADR | 881624209 | 167 | 3,760 | SH | Sole | 01 |
| Texas Instruments | COM | 882508104 | 9 | 246 | SH | Sole | 01 |
| The Directv Group Inc | COM | 25459L106 | 1 | 43 | SH | Sole | 01 |
| Thor Industries Inc | COM | 885160101 | 1 | 14 | SH | Sole | 01 |
| Tidewater Inc | COM | 886423102 | 6,998 | 111,363 | SH | Sole | 01 |
| Tomkins PLC ADR | RED ADR | 890030208 | 17,290 | 928,077 | SH | Sole | 01 |
| Torchmark Corp | COM | 891027104 | 1 | 18 | SH | Sole | 01 |
| Toro Company | COM | 891092108 | 1 | 11 | SH | Sole | 01 |
| Total Fina S.A. | SPONSORED ADR | 89151E109 | 26,045 | 321,429 | SH | Sole | 01 |
| Tower Group Inc | COM | 891777104 | 87 | 3,335 | SH | Sole | 01 |
| Tradestation Group | COM | 89267P105 | 99 | 8,479 | SH | Sole | 01 |

| 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 | OT MAN |
| Trex Company Inc | COM | 89531P105 | 8,539 | 767,893 | SH | Sole | |
| Trident Microsystems Inc. | COM | 895919108 | 79 | 4,962 | SH | Sole | |
| Tronox Inc Cl B sh | COM | 897051207 | 0 | 1 | SH | Sole | |
| True Religion Apparel Inc | COM | 89784N104 | 103 | 5,830 | SH | Sole | |
| Turkcell Iletisim Hizmet - ADR | SPON ADR | 900111204 | 235 | 11,064 | SH | Sole | |
| TXU Corporation | COM | 873168108 | 1,741 | 25,424 | SH | Sole | |
| Tyco Electronics Ltd Common S | NEW | G9144P105 | 2,588 | 73,044 | SH | Sole | |
| Tyco International Ltd | SHS | G9143X208 | 3,115 | 70,262 | SH | Sole | |
| UAL Corp. | Com | 902549807 | 88 | 1,885 | SH | Sole | |
| UBS AG Ordinary Shs | NEW | H89231338 | 2 | 32 | SH | Sole | |
| UDR Inc | ADDED | 902653104 | 61 | 2,518 | SH | Sole | |
| Unilever PLC | SPON ADR | 904767704 | 214 | 6,754 | SH | Sole | |
| United Microelectronics | SPONSORED ADR | 910873207 | 0 | 110 | SH | Sole | |
| United Parcel Svc | CL B | 911312106 | 4 | 48 | SH | Sole | |
| United Technologies | COM | 913017109 | 26,456 | 328,729 | SH | Sole | |
| UnitedHealth Group | COM | 91324P102 | 15 | 302 | SH | Sole | |
| Unum Group | COM | 91529Y106 | 1 | 40 | SH | Sole | |
| US Bancorp (New) | COM NEW | 902973304 | 5,449 | 167,511 | SH | Sole | |
| UST Inc. | COM | 902911106 | 1 | 14 | SH | Sole | |
| Van Kampen Inv Grade NY Muni | COM | 920931102 | 1,116 | 74,559 | SH | Sole | |
| Van Kampen Trust for Invest Grade Muni | COM | 920929106 | 4,857 | 329,750 | SH | Sole | |
| Vanguard Trust Index VIPERS | ETF | 922908769 | 17,226 | 113,931 | SH | Sole | |
| Varian Medical Systems | COM | 92220P105 | 1,927 | 46,001 | SH | Sole | |
| VCA Antech Inc. | COM | 918194101 | 2,581 | 61,822 | SH | Sole | |
| Veolia Environnement | SPONSORED ADR | 92334N103 | 16,387 | 190,235 | SH | Sole | |
| VeriSign Inc | COM | 92343E102 | 6 | 172 | SH | Sole | |
| Verizon Communications | COM | 92343V104 | 12 | 280 | SH | Sole | |
| VERIZON COMMUNICATIONS INC | Com | 92343V104 | 37 | 832 | SH | Sole | |
| VF Corporation | COM | 918204108 | 3 | 31 | SH | Sole | |
| Viacom Corp Class B | CL B | 92553P201 | 4 | 108 | SH | Sole | |
| Vimpel- Communication | ADR | 68370R109 | 210 | 7,779 | SH | Sole | |
| Vodafone Group New Plc Spons Adr | ADDED | 92857W209 | 24,854 | 684,685 | SH | Sole | |

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|--------------------------|------------|-----------|--------|--------------|------|
| Vornado Realty Trust | SH BEN INT | 929042109 | 133 | 1,220 SH | Sole |
| W Holding Co. Inc | COM | 929251106 | 4,300 | 1,919,751 SH | Sole |
| Wabco Hldgs Inc | DDED | 92927K102 | 0 | 10 SH | Sole |
| Wachovia Corporation 2nd | COM | 929903102 | 3 | 62 SH | Sole |
| Walgreen Company | COM | 931422109 | 20,171 | 426,987 SH | Sole |
| Walmart | COM | 931142103 | 6,970 | 159,688 SH | Sole |
| Washington Mutual | COM | 939322103 | 28 | 800 SH | Sole |
| Watson Pharmaceutic | COM | 942683103 | 2 | 47 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 PRN | PUT/ CALL INVESTMENT DISCRETION |
| Wells Fargo & Co New | COM | 949746101 | 12 | 341 SH | Sole |
| WESCO International Inc | COM | 95082P105 | 71 | 1,655 SH | Sole |
| Western Assets Emerg Mkts Floating Rt Fd | ADDED | 95766C107 | 0 | 15 SH | Sole |
| Western Assets Emrg Mkts Debt Fund | ADDED | 95766A101 | 2 | 92 SH | Sole |
| Western Assets Emrg Mkts Inc Fd II | ADDED | 95766E103 | 2 | 126 SH | Sole |
| Western Union Corp | ADDED | 959802109 | 17,526 | 835,756 SH | Sole |
| Whirlpool Corp | COM | 963320106 | 1 | 10 SH | Sole |
| Williams Companies | COM | 969457100 | 7,830 | 229,879 SH | Sole |
| Wimm-Bill- Dann Foods ADR | ADR | 97263M109 | 9,295 | 85,014 SH | Sole |
| Winnebago Industries | COM | 974637100 | 1 | 33 SH | Sole |
| WPP Group | SPON ADR 0905 ADDED | 929309409 | 16,640 | 246,524 SH | Sole |
| Wrigley Wm Jr Co | COM | 982526105 | 32,730 | 509,568 SH | Sole |
| Wyeth | COM | 983024100 | 4,574 | 102,680 SH | Sole |
| Xerium Technologies Inc | COM | 98416J100 | 4,186 | 775,151 SH | Sole |
| Yahoo! Inc | COM | 984332106 | 121 | 4,509 SH | Sole |
| Yum Brands Inc | COM | 988498101 | 8,641 | 255,423 SH | Sole |
| Zenith National Insurance | COM | 989390109 | 5,419 | 120,712 SH | Sole |
| Zimmer Holdings Inc | COM | 98956P102 | 72 | 889 SH | Sole |
| Zions Bancorporation | COM | 989701107 | 3 | 43 SH | Sole |
| Zumiez Inc | COM | 989817101 | 2,194 | 49,452 SH | Sole |