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GENWORTH FINANCIAL INC
Form 13F-HR
August 11, 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: June 30, 2010

Check here if Amendment []; Amendment Number:

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

Institutional Investment Manager Filing this Report:

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

Form 13F File Number: 28-11523

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

Person Signing this Report on Behalf of Reporting Manager:

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

Signature, Place, and Date of Signing:

/s/ Patricia Merrill Richmond, VA August 11, 2010

[Signature] [City, State] [Date]

Report Type (Check only one.):

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

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

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

List of Other Managers Reporting for this Manager: NONE

FORM 13F SUMMARY PAGE

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Report Summary:

Number of Other Included Managers: 1

Form 13F Information Table Entry Total: 346 lines

Form 13F Information Table Value Total: 1,470,473
(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 SH/ PRN AMT | PUT/ CALL INVESTMENT DISCRETION |
| 3M CO COM | COM | 88579Y101 | 30,575 | 387,075 SH | Sole |
| ABB LTD SPONSORED ADR | SPONSORED ADR | 000375204 | 3,989 | 230,872 SH | Sole |
| ABBOTT LABS COM | COM | 002824100 | 12,337 | 263,726 SH | Sole |
| ABERCROMBIE & FITCH CO CL A | CL A | 002896207 | 2,853 | 92,956 SH | Sole |
| ADVANCE AUTO PARTS INC COM | COM | 00751Y106 | 6 | 114 SH | Sole |
| AEGON N V NY REGISTRY SH | ADR | 007924103 | 4 | 788 SH | Sole |
| AES CORP COM | COM | 00130H105 | 6,594 | 713,686 SH | Sole |
| AFFILIATED MANAGERS GROUP COM | COM | 008252108 | 5,635 | 92,730 SH | Sole |
| AIR PRODS & CHEMS INC COM | COM | 009158106 | 5,571 | 85,960 SH | Sole |
| ALBEMARLE CORP COM | COM | 012653101 | 4,232 | 106,577 SH | Sole |
| ALCATEL- LUCENT SPONSORED ADR | SPONSORED ADR | 013904305 | 4 | 1,520 SH | Sole |
| ALEXANDER & BALDWIN INC COM | COM | 014482103 | 1,106 | 37,130 SH | Sole |
| ALLEGHENY ENERGY INC COM | COM | 017361106 | 1,009 | 48,768 SH | Sole |
| ALTERA CORP COM | COM | 021441100 | 1,497 | 60,358 SH | Sole |
| AMEDISYS INC COM | COM | 023436108 | 4,411 | 100,289 SH | Sole |
| AMERICA MOVIL SAB DE CV SPON ADR L | ADR | 02364W105 | 2,006 | 42,225 SH | Sole |
| AMERICAN ELEC PWR INC COM | COM | 025537101 | 3,267 | 101,147 SH | Sole |
| AMERICAN EXPRESS CO COM | COM | 025816109 | 0 | 2 SH | Sole |
| AMERICAN MED SYS HLDGS INC COM | COM | 02744M108 | 1,345 | 60,810 SH | Sole |
| ANHEUSER BUSCH INBEV SA/NV | SPONSORED ADR | 03524A108 | 4,454 | 92,776 SH | Sole |
| ARKANSAS BEST CORP DEL COM | COM | 040790107 | 1,087 | 52,378 SH | Sole |
| ASML HOLDING N V NY REG SHS | COM | N07059186 | 3,946 | 143,664 SH | Sole |
| ASSOCIATED BANC CORP COM | COM | 045487105 | 1,311 | 106,964 SH | Sole |
| ASSURED GUARANTY LTD COM | COM | G0585R106 | 1,005 | 75,713 SH | Sole |
| ASTRAZENECA PLC SPONSORED ADR | SPONSORED ADR | 046353108 | 10 | 210 SH | Sole |

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| COLUMN 1 | COLUMN 2 | COLUMN 3 | COLUMN 4 | COLUMN 5 | COLUMN 6 | COL | |
|----------------------------------|----------------|-----------|-----------------|---------------------|---------------|-----------------------|--------|
| NAME OF ISSUER | TITLE OF CLASS | CUSIP | VALUE (x\$1000) | SHRS OR SH/ PRN AMT | PUT/ PRN CALL | INVESTMENT DISCRETION | OT MAN |
| AUTOLIV INC COM | COM | 052800109 | 6,326 | 132,196 SH | | Sole | |
| AUTOMATIC DATA PROCESSING IN COM | COM | 053015103 | 8,449 | 209,870 SH | | Sole | |
| BAIDU INC SPON ADR REP A | ADR | 056752108 | 2,585 | 37,964 SH | | Sole | |
| BANCO SANTANDER SA ADR | ADR | 05964H105 | 4,765 | 453,806 SH | | Sole | |
| BANK OF AMERICA CORPORATION COM | COM | 060505104 | 4,393 | 305,736 SH | | Sole | |
| BARCLAYS PLC ADR | ADR | 06738E204 | 5 | 285 SH | | Sole | |
| BAXTER INTL INC COM | COM | 071813109 | 9,865 | 242,733 SH | | Sole | |
| BE AEROSPACE INC COM | COM | 073302101 | 3,472 | 136,539 SH | | Sole | |
| BECTON DICKINSON & CO COM | COM | 075887109 | 6,365 | 94,131 SH | | Sole | |
| BHP BILLITON LTD SPONSORED ADR | ADR | 088606108 | 3,802 | 61,325 SH | | Sole | |
| BJS WHOLESALE CLUB INC COM | COM | 05548J106 | 3 | 73 SH | | Sole | |
| BLACKROCK ENH CAP & INC FD I COM | COM | 09256A109 | 1,517 | 108,937 SH | | Sole | |
| BLACKROCK INTL GRWTH & INC T COM | COM | 092524107 | 2,446 | 278,576 SH | | Sole | |
| BLOUNT INTL INC NEW COM | COM | 095180105 | 1,460 | 142,172 SH | | Sole | |
| BOK FINL CORP COM NEW | COM | 05561Q201 | 7,021 | 147,896 SH | | Sole | |
| BP PLC SPONSORED ADR | SPONSORED ADR | 055622104 | 2 | 80 SH | | Sole | |
| BRITISH AMERN TOB PLC SPONSORED | SPONSORED ADR | 110448107 | 4,484 | 70,842 SH | | Sole | |
| BUCYRUS INTL INC NEW COM | COM | 118759109 | 2,218 | 46,738 SH | | Sole | |
| CACI INTL INC CL A | CL A | 127190304 | 936 | 22,044 SH | | Sole | |
| CANON INC ADR | ADR | 138006309 | 8 | 205 SH | | Sole | |
| CAPSTEAD MTG CORP COM NO PAR | COM | 14067E506 | 926 | 83,717 SH | | Sole | |
| CARDINAL HEALTH INC COM | COM | 14149Y108 | 1,476 | 43,916 SH | | Sole | |
| CELANESE CORP DEL COM SER A | COM | 150870103 | 4 | 147 SH | | Sole | |
| CEMEX SAB DE CV SPON ADR NEW | SPONSORED ADR | 151290889 | 4 | 431 SH | | Sole | |
| CENTRAIS ELETRICAS BRASILEIR | SPONSORED ADR | 15234Q207 | 7 | 550 SH | | Sole | |
| CENTURY ALUM CO COM | COM | 156431108 | 626 | 70,853 SH | | Sole | |
| CERNER CORP COM | COM | 156782104 | 6,167 | 81,260 SH | | Sole | |
| CF INDS HLDGS INC COM | COM | 125269100 | 0 | 2 SH | | Sole | |

| COLUMN 1 | COLUMN 2 | COLUMN 3 | COLUMN 4 | COLUMN 5 | COLUMN 6 | |
|--------------------------------------|----------------|-----------|-----------------|---------------------|---------------|-----------------------|
| NAME OF ISSUER | TITLE OF CLASS | CUSIP | VALUE (x\$1000) | SHRS OR SH/ PRN AMT | PUT/ PRN CALL | INVESTMENT DISCRETION |
| CHESAPEAKE ENERGY CORP COM | COM | 165167107 | 4,848 | 231,413 SH | | Sole |
| CHICOS FAS INC COM | COM | 168615102 | 2,126 | 215,166 SH | | Sole |
| CHINA LIFE INS CO LTD SPON ADR REP H | SPONSORED ADR | 16939P106 | 1,882 | 28,864 SH | | Sole |
| CIMAREX ENERGY CO COM | COM | 171798101 | 2 | 26 SH | | Sole |
| CISCO SYS INC COM | COM | 17275R102 | 5,210 | 244,487 SH | | Sole |
| CMS ENERGY CORP COM | COM | 125896100 | 3,779 | 257,983 SH | | Sole |
| COCA COLA CO COM | COM | 191216100 | 4,266 | 85,114 SH | | Sole |
| COGNIZANT TECHNOLOGY SOLUTIO CL A | CL A | 192446102 | 4,929 | 98,458 SH | | Sole |
| COINSTAR INC COM | COM | 19259P300 | 1,546 | 35,970 SH | | Sole |
| COLGATE PALMOLIVE CO COM | COM | 194162103 | 15,916 | 202,080 SH | | Sole |
| COMERICA INC COM | COM | 200340107 | 1,378 | 37,422 SH | | Sole |
| COMTECH TELECOMMUNICATIONS C COM | COM | 205826209 | 1,025 | 34,263 SH | | Sole |
| CONSTELLATION ENERGY GROUP I COM | COM | 210371100 | 920 | 28,530 SH | | Sole |
| COOPER COS INC COM NEW | COM | 216648402 | 1,216 | 30,558 SH | | Sole |
| CORE LABORATORIES N V COM | COM | N22717107 | 3,224 | 21,844 SH | | Sole |
| CORNING INC COM | COM | 219350105 | 7,415 | 459,144 SH | | Sole |

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|--------------------------------------|---------------|-----------|--------|---------|----|------|
| COVIDIEN PLC SHS | COM | G2554F105 | 5,343 | 132,973 | SH | Sole |
| CTRIIP COM INTL LTD AMERICAN DEP SHS | SPONSORED ADR | 22943F100 | 2,122 | 56,485 | SH | Sole |
| DANAHER CORP DEL COM | COM | 235851102 | 3,046 | 82,045 | SH | Sole |
| DECKERS OUTDOOR CORP COM | COM | 243537107 | 1,271 | 8,896 | SH | Sole |
| DEL MONTE FOODS CO COM | COM | 24522P103 | 723 | 50,226 | SH | Sole |
| DELTA AIR LINES INC. | COM | 247361702 | 144 | 12,233 | SH | Sole |
| DEUTSCHE BANK AG NAMEN AKT | COM | D18190898 | 1 | 15 | SH | Sole |
| DEUTSCHE TELEKOM AG SPONSORED | SPONSORED ADR | 251566105 | 10 | 875 | SH | Sole |
| DISCOVER FINL SVCS COM | COM | 254709108 | 1,419 | 101,513 | SH | Sole |
| DOLLAR TREE INC COM | COM | 256746108 | 1,687 | 40,531 | SH | Sole |
| DU PONT E I DE NEMOURS & CO COM | COM | 263534109 | 4,889 | 141,348 | SH | Sole |
| E M C CORP MASS COM | COM | 268648102 | 13,498 | 737,603 | SH | Sole |

| COLUMN 1 | COLUMN 2 | COLUMN 3 | COLUMN 4 | COLUMN 5 | COLUMN 6 | |
|-----------------------------------|----------------|-----------|-----------------|---------------------|-----------|-----------------------|
| NAME OF ISSUER | TITLE OF CLASS | CUSIP | VALUE (x\$1000) | SHRS OR SH/ PRN AMT | PUT/ CALL | INVESTMENT DISCRETION |
| EAST WEST BANCORP INC COM | COM | 27579R104 | 1,167 | 76,551 | SH | Sole |
| EATON VANCE TAX MNG GBL DV E COM | COM | 27829F108 | 8,828 | 923,457 | SH | Sole |
| EATON VANCE TX MGD DIV EQ IN COM | COM | 27828N102 | 5,275 | 487,049 | SH | Sole |
| EATON VANCE TXMGD GL BUYWR O COM | COM | 27829C105 | 4,404 | 392,842 | SH | Sole |
| EBAY INC COM | COM | 278642103 | 6,151 | 313,657 | SH | Sole |
| EMERSON ELEC CO COM | COM | 291011104 | 4,519 | 103,431 | SH | Sole |
| EMULEX CORP COM NEW | COM | 292475209 | 571 | 62,170 | SH | Sole |
| ENI S P A SPONSORED ADR | SPONSORED ADR | 26874R108 | 8 | 230 | SH | Sole |
| ENTERGY CORP NEW COM | COM | 29364G103 | 1,811 | 25,287 | SH | Sole |
| ERICSSON L M TEL CO ADR B SEK 10 | ADR | 294821608 | 8 | 695 | SH | Sole |
| ESTERLINE TECHNOLOGIES CORP COM | COM | 297425100 | 1,013 | 21,345 | SH | Sole |
| EVERGREEN GBL DIVID OPP FUND COM | COM | 30024H101 | 1,814 | 203,408 | SH | Sole |
| EXELON CORP COM | COM | 30161N101 | 1,279 | 33,688 | SH | Sole |
| EXXON MOBIL CORP COM | COM | 30231G102 | 5,247 | 91,936 | SH | Sole |
| EZCORP INC CL A NON VTG | COM | 302301106 | 828 | 44,632 | SH | Sole |
| FEDERAL MOGUL CORP COM | COM | 313549404 | 1,260 | 96,798 | SH | Sole |
| FLEXTRONICS INTL LTD ORD | COM | Y2573F102 | 2 | 440 | SH | Sole |
| FRANCE TELECOM SPONSORED ADR | SPONSORED ADR | 35177Q105 | 7 | 376 | SH | Sole |
| FRESENIUS MED CARE AG&CO KGA | SPONSORED ADR | 358029106 | 942 | 17,552 | SH | Sole |
| GENERAL DYNAMICS CORP COM | COM | 369550108 | 12,005 | 205,001 | SH | Sole |
| GEO GROUP INC COM | COM | 36159R103 | 1,101 | 53,059 | SH | Sole |
| GILEAD SCIENCES INC COM | COM | 375558103 | 4,684 | 136,652 | SH | Sole |
| GLAXOSMITHKLINE PLC SPONSORED ADR | SPONSORED ADR | 37733W105 | 8 | 235 | SH | Sole |
| GRAINGER W W INC COM | COM | 384802104 | 8,855 | 89,037 | SH | Sole |
| GROUPE CGI INC CL A SUB VTG | CL A SUB VTG | 39945C109 | 6,517 | 436,503 | SH | Sole |
| GULF ISLAND FABRICATION INC COM | COM | 402307102 | 1,158 | 74,608 | SH | Sole |
| HALLIBURTON CO COM | COM | 406216101 | 4,374 | 178,155 | SH | Sole |
| HARSCO CORP COM | COM | 415864107 | 1 | 47 | SH | Sole |

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

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|----------------------------------|---------------|-----------|--------|---------|----|------|
| HEWLETT PACKARD CO COM | COM | 428236103 | 6,946 | 160,495 | SH | Sole |
| HOLOGIC INC. | COM | 436440101 | 134 | 9,632 | SH | Sole |
| HONDA MOTOR LTD AMERN SHS | COM | 438128308 | 3,930 | 136,687 | SH | Sole |
| HONEYWELL INTL INC COM | COM | 438516106 | 2 | 53 | SH | Sole |
| HSBC HLDGS PLC SPON ADR NEW | SPONSORED ADR | 404280406 | 4,248 | 93,189 | SH | Sole |
| HUNT J B TRANS SVCS INC COM | COM | 445658107 | 2,962 | 90,656 | SH | Sole |
| IBERIABANK CORP COM | COM | 450828108 | 1,833 | 35,611 | SH | Sole |
| ICICI BK LTD ADR | ADR | 45104G104 | 1,755 | 48,572 | SH | Sole |
| ILLINOIS TOOL WKS INC COM | COM | 452308109 | 7,142 | 173,008 | SH | Sole |
| INFORMATICA CORP COM | COM | 45666Q102 | 3,350 | 140,293 | SH | Sole |
| INFOSYS TECHNOLOGIES LTD | SPONSORED ADR | 456788108 | 2,033 | 33,932 | SH | Sole |
| INGERSOLL- RAND PLC SHS | COM | G47791101 | 6,363 | 184,481 | SH | Sole |
| INTEL CORP COM | COM | 458140100 | 5,213 | 268,028 | SH | Sole |
| INTERNATIONAL BUSINESS MACHS COM | COM | 459200101 | 30,619 | 247,969 | SH | Sole |
| ISHARES TR AGENCY BD FD | ETF | 464288166 | 2,753 | 24,960 | SH | Sole |
| ISHARES TR BARCLYS 1-3YR CR | ETF | 464288646 | 7,848 | 75,530 | SH | Sole |
| ISHARES TR BARCLYS CR BD | ETF | 464288620 | 13,977 | 133,953 | SH | Sole |
| ISHARES TR BARCLYS MBS BD | ETF | 464288588 | 20,394 | 186,365 | SH | Sole |
| ISHARES TR BARCLYS SH TREA | ETF | 464288679 | 3,992 | 36,215 | SH | Sole |
| ISHARES TR DJ INTL SEL DIVD | ETF | 464288448 | 599 | 22,837 | SH | Sole |
| ISHARES TR DJ MED DEVICES | ETF | 464288810 | 939 | 17,580 | SH | Sole |
| ISHARES TR DJ OIL EQUIP | ETF | 464288844 | 353 | 9,471 | SH | Sole |
| ISHARES TR DJ REGIONAL BK | ETF | 464288778 | 1,049 | 47,905 | SH | Sole |
| ISHARES TR INDEX BARCLY USAGG B | ETF | 464287226 | 43,614 | 406,655 | SH | Sole |
| ISHARES TR INDEX BARCLYS 1-3 YR | ETF | 464287457 | 44,299 | 526,618 | SH | Sole |
| ISHARES TR INDEX BARCLYS 20+ YR | ETF | 464287432 | 6,203 | 60,968 | SH | Sole |
| ISHARES TR INDEX BARCLYS 7-10 YR | ETF | 464287440 | 16,381 | 171,224 | SH | Sole |
| ISHARES TR INDEX BARCLYS TIPS BD | ETF | 464287176 | 12,239 | 114,481 | 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/ INVESTMENT CALL DISCRETION |
| ISHARES TR INDEX DJ SEL DIV INX | ETF | 464287168 | 666 | 15,695 | SH Sole |
| ISHARES TR INDEX DJ US TECH SEC | ETF | 464287721 | 5,686 | 110,189 | SH Sole |
| ISHARES TR INDEX DJ US TELECOMM | ETF | 464287713 | 1,060 | 56,813 | SH Sole |
| ISHARES TR INDEX IBOXX INV CPBD | ETF | 464287242 | 3,894 | 35,899 | SH Sole |
| ISHARES TR INDEX MSCI EAFE IDX | ETF | 464287465 | 5,968 | 128,322 | SH Sole |
| ISHARES TR INDEX MSCI EMERG MKT | ETF | 464287234 | 44,123 | 1,182,283 | SH Sole |
| ISHARES TR INDEX RUSL 3000 VALU | ETF | 464287663 | 325 | 4,567 | SH Sole |
| ISHARES TR INDEX RUSSELL 1000 | ETF | 464287622 | 6,700 | 117,264 | SH Sole |
| ISHARES TR INDEX RUSSELL 2000 | ETF | 464287655 | 5,477 | 89,623 | SH Sole |
| ISHARES TR INDEX RUSSELL MCP GR | ETF | 464287481 | 10,191 | 233,197 | SH Sole |
| ISHARES TR INDEX RUSSELL1000GRW | ETF | 464287614 | 376 | 8,212 | SH Sole |
| ISHARES TR INDEX RUSSELL1000VAL | ETF | 464287598 | 6,173 | 113,866 | SH Sole |
| ISHARES TR INDEX S&P 100 IDX FD | ETF | 464287101 | 583 | 12,428 | SH Sole |
| ISHARES TR INDEX S&P LTN AM 40 | ETF | 464287390 | 1 | 28 | SH Sole |
| ISHARES TR INDEX S&P NA MULTIMD | ETF | 464287531 | 104 | 4,232 | SH Sole |
| ISHARES TR INDEX S&P SMLCP VALU | ETF | 464287879 | 2 | 29 | SH Sole |
| ISHARES TR INDEX S&P500 GRW | ETF | 464287309 | 6,610 | 124,855 | SH Sole |
| ISHARES TR MSCI GRW IDX | ETF | 464288885 | 17,876 | 371,868 | SH Sole |
| ISHARES TR MSCI VAL IDX | ETF | 464288877 | 17,907 | 434,318 | SH Sole |
| ISHARES TR S&P CAL AMTFR MN | ETF | 464288356 | 3 | 30 | SH Sole |

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|------------------------------------|---------------|-----------|--------|---------|----|------|
| ISHARES TR S&P GL UTILITI | ETF | 464288711 | 10,935 | 274,684 | SH | Sole |
| ISHARES TR S&P NTL AMTFREE | ETF | 464288414 | 4,676 | 44,951 | SH | Sole |
| ISHARES TR US PFD STK IDX | ETF | 464288687 | 1,985 | 53,566 | SH | Sole |
| ITAU UNIBANCO HLDG SA SPON ADR REP | SPONSORED ADR | 465562106 | 1,767 | 98,133 | SH | Sole |
| ITT CORP NEW COM | COM | 450911102 | 5,685 | 126,549 | SH | Sole |
| JACK IN THE BOX INC COM | COM | 466367109 | 1 | 73 | SH | Sole |
| JAKKS PAC INC COM | COM | 47012E106 | 1,619 | 112,620 | SH | Sole |
| JARDEN CORP COM | COM | 471109108 | 1,094 | 40,721 | SH | Sole |

| COLUMN 1 | COLUMN 2 | COLUMN 3 | COLUMN 4 | COLUMN 5 | COLUMN 6 | COLUMN 7 |
|----------------------------------|----------------|-----------|-----------------|---------------------|---------------|-----------------------|
| NAME OF ISSUER | TITLE OF CLASS | CUSIP | VALUE (x\$1000) | SHRS OR SH/ PRN AMT | SH/ PUT/ CALL | INVESTMENT DISCRETION |
| JOHNSON & JOHNSON COM | COM | 478160104 | 8,808 | 149,131 | SH | Sole |
| JPMORGAN CHASE & CO COM | COM | 46625H100 | 9,491 | 259,255 | SH | Sole |
| KANSAS CITY SOUTHERN COM NEW | COM | 485170302 | 2 | 51 | SH | Sole |
| KEYCORP NEW COM | COM | 493267108 | 1,421 | 184,728 | SH | Sole |
| KNIGHT TRANSN INC COM | COM | 499064103 | 1,019 | 50,322 | SH | Sole |
| KOREA ELECTRIC PWR SPONSORED ADR | SPONSORED ADR | 500631106 | 5 | 380 | SH | Sole |
| KRAFT FOODS INC CL A | CL A | 50075N104 | 11,115 | 396,973 | SH | Sole |
| K-SWISS INC CL A | CL A | 482686102 | 100 | 8,937 | SH | Sole |
| KT CORP SPONSORED ADR | SPONSORED ADR | 48268K101 | 3 | 180 | SH | Sole |
| KUBOTA CORP ADR | ADR | 501173207 | 803 | 20,902 | SH | Sole |
| LEAR CORP COM NEW | COM | 521865204 | 664 | 10,028 | SH | Sole |
| LHC GROUP INC COM | COM | 50187A107 | 1,007 | 36,302 | SH | Sole |
| LIFE TECHNOLOGIES CORP COM | COM | 53217V109 | 3 | 74 | SH | Sole |
| LINCOLN EDL SVCS CORP COM | COM | 533535100 | 891 | 43,271 | SH | Sole |
| LKQ CORP COM | COM | 501889208 | 4,442 | 230,415 | SH | Sole |
| LOEWS CORP COM | COM | 540424108 | 5,144 | 154,433 | SH | Sole |
| LORILLARD INC COM | COM | 544147101 | 3 | 45 | SH | Sole |
| LOWES COS INC COM | COM | 548661107 | 19,313 | 945,806 | SH | Sole |
| M/I HOMES INC COM | COM | 55305B101 | 821 | 85,135 | SH | Sole |
| MAIDEN HOLDINGS LTD SHS | COM | G5753U112 | 1,010 | 153,751 | SH | Sole |
| MAKITA CORP ADR NEW | ADR | 560877300 | 921 | 34,530 | SH | Sole |
| MARINEMAX INC COM | COM | 567908108 | 89 | 12,776 | SH | Sole |
| MARSHALL & ILSLEY CORP NEW COM | COM | 571837103 | 1,239 | 172,585 | SH | Sole |
| MASTERCARD INC CL A | CL A | 57636Q104 | 6,832 | 34,240 | SH | Sole |
| MBIA INC COM | COM | 55262C100 | 114 | 20,365 | SH | Sole |
| MCDONALDS CORP COM | COM | 580135101 | 8,257 | 125,357 | SH | Sole |
| MECHEL OAO SPONSORED ADR | ADR | 583840103 | 1,440 | 79,356 | SH | Sole |
| MERCK & CO INC NEW COM | COM | 58933Y105 | 5,545 | 158,568 | SH | Sole |

| COLUMN 1 | COLUMN 2 | COLUMN 3 | COLUMN 4 | COLUMN 5 | COLUMN 6 | COLUMN 7 |
|------------------------------|----------------|-----------|-----------------|---------------------|---------------|-----------------------|
| NAME OF ISSUER | TITLE OF CLASS | CUSIP | VALUE (x\$1000) | SHRS OR SH/ PRN AMT | SH/ PUT/ CALL | INVESTMENT DISCRETION |
| MICROSOFT CORP COM | COM | 594918104 | 5,016 | 218,008 | SH | Sole |
| MITSUBISHI UFJ FINL GROUP IN | SPONSORED ADR | 606822104 | 5 | 1,120 | SH | Sole |

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| | | | | | | |
|-----------------------------------|---------------|-----------|-------|---------|----|------|
| MIZUHO FINL GROUP INC | SPONSORED ADR | 60687Y109 | 4 | 1,220 | SH | Sole |
| NALCO HOLDING COMPANY COM | COM | 62985Q101 | 6,703 | 327,621 | SH | Sole |
| NATIONAL GRID PLC SPON ADR NEW | SPONSORED ADR | 636274300 | 1,999 | 54,269 | SH | Sole |
| NEW YORK CMNTY BANCORP INC COM | COM | 649445103 | 3 | 193 | SH | Sole |
| NEWTEK BUSINESS SERVICES INC. | COM | 652526104 | 194 | 146,141 | SH | Sole |
| NEXTERA ENERGY INC COM ADDED | COM | 65339F101 | 574 | 11,770 | SH | Sole |
| NIPPON TELEG & TEL CORP SPONSORED | SPONSORED ADR | 654624105 | 10 | 500 | SH | Sole |
| NOKIA CORP SPONSORED ADR | SPONSORED ADR | 654902204 | 6 | 685 | SH | Sole |
| NORTHEAST UTILS COM | COM | 664397106 | 4 | 138 | SH | Sole |
| NORTHERN TR CORP COM | COM | 665859104 | 5,402 | 115,674 | SH | Sole |
| NOVARTIS A G SPONSORED ADR | SPONSORED ADR | 66987V109 | 2,489 | 51,504 | SH | Sole |
| NOVO- NORDISK A S ADR | ADR | 670100205 | 5,064 | 62,501 | SH | Sole |
| NRG ENERGY INC COM NEW | COM | 629377508 | 246 | 11,615 | SH | Sole |
| NSTAR COM | COM | 67019E107 | 2 | 69 | SH | Sole |
| NTELOS HLDGS CORP COM | COM | 67020Q107 | 3 | 189 | SH | Sole |
| NTT DOCOMO INC SPONS ADR | ADR | 62942M201 | 4,616 | 306,100 | SH | Sole |
| NUVEEN EQTY PRM OPPORTUNITYF COM | COM | 6706EM102 | 3,830 | 317,551 | SH | Sole |
| OCEANEERING INTL INC COM | COM | 675232102 | 1,050 | 23,378 | SH | Sole |
| OLD REP INTL CORP COM | COM | 680223104 | 1,349 | 111,249 | SH | Sole |
| ORACLE CORP COM | COM | 68389X105 | 7,353 | 342,657 | SH | Sole |
| PARKER HANNIFIN CORP COM | COM | 701094104 | 5,746 | 103,611 | SH | Sole |
| PENN VA CORP COM | COM | 707882106 | 1,024 | 50,943 | SH | Sole |
| PETROLEO BRASILEIRO SA PETRO | SPONSORED ADR | 71654V408 | 1,501 | 43,747 | SH | Sole |
| PETROLEO BRASILEIRO SA PETRO NON | SPONSORED ADR | 71654V101 | 1 | 30 | SH | Sole |
| PFIZER INC COM | COM | 717081103 | 3,552 | 249,107 | SH | Sole |
| PG&E CORP COM | COM | 69331C108 | 2,621 | 63,774 | 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 | SH/ PUT/ CALL | INVESTMENT DISCRETION |
| PHILIP MORRIS INTL INC COM | COM | 718172109 | 7,407 | 161,581 | SH | Sole |
| PIMCO ETF TR ENHAN SHRT MAT | ETF | 72201R833 | 93,275 | 929,421 | SH | Sole |
| PLAINS EXPL& PRODIN CO COM | COM | 726505100 | 3,832 | 185,910 | SH | Sole |
| PORTUGAL TELECOM SGPS S A | SPONSORED ADR | 737273102 | 5 | 533 | SH | Sole |
| POSCO SPONSORED ADR | ADR | 693483109 | 1,583 | 16,788 | SH | Sole |
| POTASH CORP SASK INC COM | COM | 73755L107 | 3,414 | 39,582 | SH | Sole |
| POWERSHARES GLOBAL ETF TRUST INS | ETF | 73936T474 | 4,350 | 181,849 | SH | Sole |
| POWERSHARES QQQ TRUST UNIT SER 1 | ETF | 73935A104 | 1 | 19 | SH | Sole |
| PPL CORP COM | COM | 69351T106 | 1,918 | 76,860 | SH | Sole |
| PRAXAIR INC COM | COM | 74005P104 | 8,640 | 113,705 | SH | Sole |
| PROCTER & GAMBLE CO COM | COM | 742718109 | 19,331 | 322,292 | SH | Sole |
| PUBLIC SVC ENTERPRISE GROUP COM | COM | 744573106 | 422 | 13,480 | SH | Sole |
| QUEST DIAGNOSTICS INC COM | COM | 74834L100 | 2,727 | 54,800 | SH | Sole |
| RALCORP HLDGS INC NEW COM | COM | 751028101 | 4,879 | 89,028 | SH | Sole |
| REGIONS FINANCIAL CORP NEW COM | COM | 7591EP100 | 1,035 | 157,249 | SH | Sole |
| RESMED INC COM | COM | 761152107 | 1,894 | 31,150 | SH | Sole |
| ROSETTA RESOURCES INC COM | COM | 777779307 | 4,701 | 237,282 | SH | Sole |
| ROSS STORES INC COM | COM | 778296103 | 0 | 5 | SH | Sole |
| ROVI CORP COM | COM | 779376102 | 7,740 | 204,159 | SH | Sole |
| ROYAL CARIBBEAN CRUISES LTD COM | COM | V7780T103 | 168 | 7,380 | SH | Sole |
| SALESFORCE COM INC COM | COM | 79466L302 | 4,070 | 47,428 | SH | Sole |
| SANOFI AVENTIS SPONSORED ADR | ADR | 80105N105 | 5,028 | 167,280 | SH | Sole |
| SARA LEE CORP COM | COM | 803111103 | 1 | 87 | SH | Sole |
| SEATTLE GENETICS INC COM | COM | 812578102 | 975 | 81,355 | SH | Sole |

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|-------------------------------------|-----|-----------|-------|--------|----|------|
| SELECT SECTOR SPDR TR SBI CONS DISC | ETF | 81369Y407 | 2,692 | 92,400 | SH | Sole |
| SELECT SECTOR SPDR TR SBI CONS STPL | ETF | 81369Y308 | 1,995 | 78,222 | SH | Sole |
| SELECT SECTOR SPDR TR SBI HEALTHC | ETF | 81369Y209 | 2,709 | 96,051 | SH | Sole |
| SELECT SECTOR SPDR TR SBI INT-ENERG | ETF | 81369Y506 | 2,581 | 51,954 | 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 |
| SELECT SECTOR SPDR TR SBI INT-FINL | ETF | 81369Y605 | 2,301 | 166,654 | SH | Sole |
| SELECT SECTOR SPDR TR SBI INT-INDS | ETF | 81369Y704 | 3,799 | 138,495 | SH | Sole |
| SELECT SECTOR SPDR TR SBI INT-UTILS | ETF | 81369Y886 | 114 | 4,022 | SH | Sole |
| SELECT SECTOR SPDR TR SBI MATERIALS | ETF | 81369Y100 | 823 | 29,008 | SH | Sole |
| SEMPRA ENERGY COM | COM | 816851109 | 467 | 9,975 | SH | Sole |
| SINGAPORE FD INC COM | COM | 82929L109 | 0 | 23 | SH | Sole |
| SK TELECOM LTD SPONSORED ADR | SPONSORED ADR | 78440P108 | 6 | 400 | SH | Sole |
| SM ENERGY CO COM ADDED | COM | 78454L100 | 1 | 31 | SH | Sole |
| SMITHFIELD FOODS INC COM | COM | 832248108 | 1,063 | 71,317 | SH | Sole |
| SNAP ON INC COM | COM | 833034101 | 2 | 40 | SH | Sole |
| SOCIEDAD QUIMICA MINERA DE C SER B | SPONSORED ADR | 833635105 | 1,760 | 53,966 | SH | Sole |
| SOLERA HOLDINGS INC COM | COM | 83421A104 | 4,854 | 134,098 | SH | Sole |
| SONY CORP ADR NEW | ADR | 835699307 | 6 | 220 | SH | Sole |
| SOUTHERN CO COM | COM | 842587107 | 666 | 19,999 | SH | Sole |
| SPDR GOLD TRUST GOLD SHS | ETF | 78463V107 | 2,652 | 21,798 | SH | Sole |
| SPDR INDEX SHS FDS ASIA PACIF | ETF | 78463X301 | 2,090 | 29,772 | SH | Sole |
| SPDR INDEX SHS FDS DJ INTL RL | ETF | 78463X863 | 2,376 | 76,238 | SH | Sole |
| SPDR INDEX SHS FDS EMERG MKTS | ETF | 78463X509 | 3,937 | 67,048 | SH | Sole |
| SPDR INDEX SHS FDS INTL INDS | ETF | 78463X673 | 117 | 5,359 | SH | Sole |
| SPDR INDEX SHS FDS S&P INTL SMLCP | ETF | 78463X871 | 4,155 | 175,830 | SH | Sole |
| SPDR INDEX SHS FDS S&P WRLD EX US | ETF | 78463X889 | 11,248 | 547,076 | SH | Sole |
| SPDR S&P 500 ETF TR UNIT SER 1 S&P | ETF | 78462F103 | 24,734 | 239,628 | SH | Sole |
| SPDR S&P MIDCAP 400 ETF TR UTSER1 S& | ETF | 78467Y107 | 1,722 | 13,331 | SH | Sole |
| SPDR SERIES TRUST BARC CAPTL | ETF | 78464A474 | 2,702 | 90,019 | SH | Sole |
| SPDR SERIES TRUST BARCL CAP TIPS | ETF | 78464A656 | 938 | 17,784 | SH | Sole |
| SPDR SERIES TRUST BRCLYS 1-3MT | ETF | 78464A680 | 12,081 | 263,384 | SH | Sole |
| SPDR SERIES TRUST BRCLYS AGG | ETF | 78464A649 | 7,873 | 139,042 | SH | Sole |
| SPDR SERIES TRUST BRCLYS INTL | ETF | 78464A516 | 724 | 13,468 | 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 |
| SPDR SERIES TRUST BRCLYS YLD | ETF | 78464A417 | 4,819 | 127,395 | SH | Sole |
| SPDR SERIES TRUST DB INT GVT | ETF | 78464A490 | 934 | 18,002 | SH | Sole |
| SPDR SERIES TRUST DJ REIT | ETF | 78464A607 | 5,241 | 102,742 | SH | Sole |
| SPDR SERIES TRUST DJ SML CAP | ETF | 78464A813 | 1,532 | 29,665 | SH | Sole |
| SPDR SERIES TRUST DJ SML GRWTH | ETF | 78464A201 | 1 | 15 | SH | Sole |
| SPDR SERIES TRUST NUVN BR SHT MUNI | ETF | 78464A425 | 4,674 | 193,955 | SH | Sole |

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|------------------------------------|---------------|-----------|--------|---------|----|------|
| SPDR SERIES TRUST NUVN BRCLY MUNI | ETF | 78464A458 | 8,074 | 351,978 | SH | Sole |
| SPDR SERIES TRUST S&P DIVID ETF | ETF | 78464A763 | 2,848 | 63,095 | SH | Sole |
| SPDR SERIES TRUST SPDR KBW INS ETF | ETF | 78464A789 | 964 | 27,338 | SH | Sole |
| STERICYCLE INC COM | COM | 858912108 | 1,371 | 20,902 | SH | Sole |
| STEWART INFORMATION SVCS COR COM | COM | 860372101 | 88 | 9,728 | SH | Sole |
| STMICROELECTRONICS N V NY REGISTRY | COM | 861012102 | 7 | 825 | SH | Sole |
| STRYKER CORP COM | COM | 863667101 | 8,284 | 165,485 | SH | Sole |
| SUNTRUST BKS INC COM | COM | 867914103 | 138 | 5,929 | SH | Sole |
| SYBASE INC COM | COM | 871130100 | 12,164 | 188,121 | SH | Sole |
| SYMANTEC CORP COM | COM | 871503108 | 4,721 | 340,144 | SH | Sole |
| TALEO CORP CL A | CL A | 87424N104 | 922 | 37,976 | SH | Sole |
| TARGACEPT INC COM | COM | 87611R306 | 1,018 | 52,686 | SH | Sole |
| TARGET CORP COM | COM | 87612E106 | 14,410 | 293,063 | SH | Sole |
| TELECOM CORP NEW ZEALAND LTD | SPONSORED ADR | 879278208 | 1 | 206 | SH | Sole |
| TELECOM ITALIA S P A NEW SPON ADR | SPONSORED ADR | 87927Y102 | 8 | 715 | SH | Sole |
| TELEFONICA S A SPONSORED ADR | SPONSORED ADR | 879382208 | 3 | 52 | SH | Sole |
| TELEFONOS DE MEXICO S A B ORD L | SPONSORED ADR | 879403780 | 2 | 175 | SH | Sole |
| TESSERA TECHNOLOGIES INC COM | COM | 88164L100 | 797 | 49,662 | SH | Sole |
| TEVA PHARMACEUTICAL INDS LTD ADR | ADR | 881624209 | 1,797 | 34,572 | SH | Sole |
| TOMKINS PLC SPONSORED ADR | SPONSORED ADR | 890030208 | 3 | 245 | SH | Sole |
| TOTAL S A SPONSORED ADR | SPONSORED ADR | 89151E109 | 4,914 | 110,081 | SH | Sole |
| TOWER GROUP INC COM | COM | 891777104 | 1,062 | 49,312 | 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 |
| TOYOTA MOTOR CORP SP ADR REP2COM | COM | 892331307 | 5,573 | 81,272 | SH | Sole |
| TREEHOUSE FOODS INC COM | COM | 89469A104 | 5,495 | 120,342 | SH | Sole |
| TUPPERWARE BRANDS CORP COM | COM | 899896104 | 6,973 | 174,993 | SH | Sole |
| TUTOR PERINI CORP COM | COM | 901109108 | 846 | 51,359 | SH | Sole |
| TYCO ELECTRONICS LTD SWITZER SHS | COM | H8912P106 | 6,278 | 247,372 | SH | Sole |
| UAL CORP. | COM | 902549807 | 23 | 832 | SH | Sole |
| UBS AG SHS NEW | COM | H89231338 | 837 | 63,324 | SH | Sole |
| UGI CORP NEW COM | COM | 902681105 | 1,260 | 49,546 | SH | Sole |
| UNILEVER N V N Y SHS NEW | ADR | 904784709 | 7 | 265 | SH | Sole |
| UNISOURCE ENERGY CORP COM | COM | 909205106 | 1,002 | 33,215 | SH | Sole |
| UNITED TECHNOLOGIES CORP COM | COM | 913017109 | 22,124 | 340,842 | SH | Sole |
| UNUM GROUP COM | COM | 91529Y106 | 5 | 213 | SH | Sole |
| USANA HEALTH SCIENCES INC COM | COM | 90328M107 | 1,040 | 28,470 | SH | Sole |
| VALE S A ADR | ADR | 91912E105 | 1,646 | 67,608 | SH | Sole |
| VANGUARD INDEX FDS GROWTH ETF | ETF | 922908736 | 16,457 | 338,351 | SH | Sole |
| VANGUARD INDEX FDS MID CAP ETF | ETF | 922908629 | 580 | 9,881 | SH | Sole |
| VANGUARD INDEX FDS REIT ETF | ETF | 922908553 | 1 | 23 | SH | Sole |
| VANGUARD INDEX FDS SM CP VAL ETF | ETF | 922908611 | 4,605 | 85,441 | SH | Sole |
| VANGUARD INDEX FDS SML CP GRW ETF | ETF | 922908595 | 6,298 | 106,973 | SH | Sole |
| VANGUARD INDEX FDS VALUE ETF | ETF | 922908744 | 24,647 | 552,132 | SH | Sole |
| VANGUARD INTL EQUITY INDEX F EMR MK | ETF | 922042858 | 7,737 | 203,647 | SH | Sole |
| VANGUARD INTL EQUITY INDEX F EURPE | ETF | 922042874 | 13,175 | 327,817 | SH | Sole |
| VANGUARD INTL EQUITY INDEX F FTSE SM | ETF | 922042718 | 1,643 | 21,787 | SH | Sole |
| VANGUARD INTL EQUITY INDEX F PACIFIC | ETF | 922042866 | 10,185 | 214,148 | SH | Sole |
| VANGUARD TAX-MANAGED FD EUROPE | ETF | 921943858 | 5,568 | 190,411 | SH | Sole |
| VERIZON COMMUNICATIONS INC. | COM | 92343V104 | 50 | 2,409 | SH | Sole |
| VIAD CORP COM NEW | COM | 92552R406 | 613 | 34,737 | SH | Sole |
| VISA INC COM CL A | CL A | 92826C839 | 5,003 | 70,707 | 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 SH/ PRN AMT PRN | PUT/ CALL | INVESTMENT DISCRETION | OT MAN |
| VODAFONE GROUP PLC NEW SPONS ADR | ADR | 92857W209 | 10,250 | 495,887 SH | | Sole | |
| WAL MART STORES INC COM | COM | 931142103 | 6,159 | 128,127 SH | | Sole | |
| WALGREEN CO COM | COM | 931422109 | 1 | 29 SH | | Sole | |
| WALTER ENERGY INC COM | COM | 93317Q105 | 2 | 35 SH | | Sole | |
| WALTER INVT MGMT CORP COM | COM | 93317W102 | 0 | 13 SH | | Sole | |
| WARNACO GROUP INC COM NEW | COM | 934390402 | 2,169 | 60,028 SH | | Sole | |
| WASHINGTON FED INC COM | COM | 938824109 | 2 | 132 SH | | Sole | |
| WATERS CORP COM | COM | 941848103 | 8,377 | 129,474 SH | | Sole | |
| WESTPAC BKG CORP SPONSORED ADR | SPONSORED ADR | 961214301 | 3,396 | 38,343 SH | | Sole | |
| WILLIAMS COS INC DEL COM | COM | 969457100 | 1,563 | 85,477 SH | | Sole | |
| XL CAP LTD CL A | CL A | G98255105 | 1,249 | 77,996 SH | | Sole | |
| YAHOO INC COM | COM | 984332106 | 5,697 | 411,646 SH | | Sole | |
| YANZHOU COAL MNG CO LTD H SHS | SPONSORED ADR | 984846105 | 1,772 | 92,557 SH | | Sole | |