

SEC File Number – 801 56323
IA Firm CRD Number - 109018

Form ADV – Schedule H
Disclosure Brochure

August 2008

Disclosure Brochure

Genworth Financial Wealth Management, Inc.

SPONSORED BY:

Genworth Financial Wealth Management, Inc.
2300 Contra Costa Blvd., Suite 600
Pleasant Hill, CA 94523
800-664-5345

This brochure provides Clients with information about the advisory services of
Genworth Financial Wealth Management, Inc.
This information has not been reviewed, approved or verified
by any governmental authority.

Table of Contents

Introduction

Description of Advisory Services.....	Page 3
Overview - Genworth Financial Wealth Management Advisory Services	Page 3
Risk/Return Profiles.....	Page 4
Mutual Fund, Exchange Traded Fund (ETF) and Variable Annuity Investment Solutions	Page 5
Privately Managed Account Investment Solutions.....	Page 7
Individually Managed Accounts	Page 7
Consolidated Managed Accounts	Page 7
Unified Managed Account Investment Solutions.....	Page 9
Genworth Multiple Strategies ("GMS") Accounts	Page 9
Active Return Opportunities ("ARO") Accounts.....	Page 11
Privately Managed Portfolios ("PMP") Accounts.....	Page 12
Selection and Review of Portfolio Strategists and Investment Management Firms	Page 14
GFWM's Actively Managed Protection ("AMP") Service	Page 16
Review of Accounts.....	Page 18
Trade Execution And Brokerage Allocation	Page 18
Proxy Voting Policy.....	Page 18
Investment in GE and Genworth Securities.....	Page 19
Investment and Tax Risks	Page 20
Fees	Page 20
Overview.....	Page 20
Initial Consulting Fee ("ICF")	Page 20
Account Fees	Page 20
GFWM Advisory Fee Schedules	Page 21
Services Provided for Fees Charged Accounts.....	Page 22
Fees for Other Services	Page 23
Custody Services and Fees.....	Page 23
Other Fee Disclosures	Page 25
General Information Regarding Client Accounts.....	Page 26
Custody of Client Assets.....	Page 26
Client Reports	Page 26
Payments by Check	Page 26
IRA and ERISA Accounts	Page 27
Reasonable Restrictions, Pledging & Withdrawing Securities	Page 27
Prospectuses & Other Information	Page 27
Account Liquidity Reserve	Page 27
Delivery of Fund Redemption Proceeds.....	Page 27
Participation or Interest in Client Transactions	Page 27
GFWM Education and Business Standards	Page 28
Background of Principal Officers & Investment Management Staff.....	Page 28
CONFLICTS OF INTEREST AND FINANCIAL INDUSTRY AFFILIATES	Page 29
Banking Institution	Page 29
Investment Companies	Page 29
Other Investment Advisers	Page 30
Broker-Dealers	Page 30
Client Referrals.....	Page 30
Other Relationships and Compensation.....	Page 30

INTRODUCTION

Genworth Financial Wealth Management, Inc. ("GFWM") is the sponsor of the Genworth Financial Wealth Management Platform (the "Platform") through which it offers its advisory services to its Clients. GFWM is an investment adviser registered with the U.S. Securities and Exchange Commission providing various investment supervisory services to a variety of Clients, including individuals, corporations, partnerships, pension and profit-sharing plans, trusts and others.

GFWM offers various Platform options ("Investment Solutions") for the Client's investment objectives and financial condition. Each of the Investment Solutions may be implemented with a number of options, such as a group of available "Portfolio Strategists," a variety of account "Mandates" and a range of "Risk/Return Profiles," so that the Client can customize a strategy by which each of the Client's accounts under the Platform will be managed or maintained. The specific Investment Solution and the components of the strategy selected for a Client's account as the culmination of this process are referred to as the Client's investment "Strategy." A Client may establish one or more investment accounts (each an "Account") through the Platform, and the Client's Accounts are collectively referred to as the Client's "Portfolio."

GFWM is a wholly owned subsidiary of Genworth Financial, Inc., a publicly held insurance holding company. GFWM was previously named AssetMark Investment Services, Inc. ("AIS"), and was renamed in connection with the merger of an affiliated registered investment adviser, Genworth Financial Asset Management, Inc., into AIS. As a manager for certain Individually Managed Account and Unified Managed Account Investment Solutions, GFWM's Genworth Financial Asset Management division ("GFAM") will continue to provide services for investment products previously offered by Genworth Financial Asset Management, Inc.

GFWM is also the investment adviser for the AssetMark Funds ("AssetMark Funds"), a series of sub-advised no-load mutual funds that are available in certain Investment Solutions offered under the Platform, and is the investment adviser of the Genworth Financial Contra Fund (the "Contra Fund"), another no-load mutual fund used in certain Investment Solutions. An affiliate of GFWM, Capital Brokerage Corporation ("CBC") is a broker-dealer registered with the Financial Industry Regulatory Authority ("FINRA") and acts as the distributor for the AssetMark Funds and the Contra Fund.

DESCRIPTION OF ADVISORY SERVICES

OVERVIEW - GFWM Advisory Services

GFWM provides a variety of investment advisory services to Clients. The services discussed in this brochure are investment advice and management for:

- Mutual Fund Accounts
- ETF Accounts
- Variable Annuity Accounts
- Privately Managed Accounts, including:
 - Individually Managed ("IMA") Accounts, and
 - Consolidated Managed ("CMA") Accounts
- Unified Managed Accounts, including:
 - Privately Managed Portfolios ("PMP") Accounts,
 - Genworth Multiple Strategies ("GMS") Accounts, and
 - Active Return Opportunities ("ARO") Accounts

Referral of Financial Advisor Clients

GFWM receives Client referrals through representatives of broker dealer firms and investment adviser firms (these firms are referred to in this brochure as "Financial Advisory Firms" and their representatives are referred to as the "Financial Advisors"). The Financial Advisors consult with Clients to assess their financial situation and identify their investment objectives in order to implement Investment Solutions and Strategies designed to meet the Client's financial needs. A Financial Advisor referring a Client to GFWM for advisory services interviews the Client and makes a determination that an Investment Solution is suitable for the Client before making the referral to GFWM. Working with the Financial Advisor, a GFWM Client selects an Investment Solution for the Client's Account, and the components of the Client's Strategy, including the Client's desired and appropriate Risk/Return Profile. Financial Advisors are required to contact Clients at least annually regarding the suitability of the Client's chosen Investment Solution(s). Based on a Client's individual financial circumstances, investment needs and goals, and level of risk tolerance, GFWM manages each Client Account according to the Client's selected Investment Solution under the terms of the GFWM Investment Management Services Agreement ("IMSA").

GFWM's Investment Management Services Agreement

Pursuant to the IMSA, Clients grant GFWM the authority to manage the assets in their Accounts on a fully discretionary basis. The grant of discretionary authority to GFWM includes, but is not limited to the authority:

- to take any and all actions on the Client's behalf that GFWM determines to be customary or appropriate for a discretionary investment adviser to perform, including the authority to buy, sell, select, remove, replace and vote proxies for securities, including mutual fund shares and including those advised by GFWM or an affiliate, and other investments, for the Account, and to determine the portion of assets in the Account to be allocated to each investment or asset class and to change such allocations;
- to select the broker-dealers or others with which transactions for the account will be effected;
- to retain and replace, or not, any person providing investment advice, securities recommendations, model portfolios or other services to GFWM, including without limitation, Portfolio Strategists giving advice with regard to the Mutual Fund, ETF, Variable Annuity and CMA Investment Solutions and Investment Management Firms giving advice with regard to CMA and UMA Investment Solutions, as deemed appropriate by GFWM; and
- with regard to IMA and CMA Investment Solutions, to retain and replace any person providing discretionary investment management of the Account, as deemed appropriate by GFWM.

GFTC's Custodial Services

The assets of each Client Account are custodied at GFWM affiliate, Genworth Financial Trust Company ("GFTC" or the "Custodian"), and each Client must contract with GFTC, pursuant to a separate Custody Agreement, for custodial services.

RISK/RETURN PROFILES

In establishing an Account, the Client may complete a questionnaire, or otherwise provide information to the Financial Advisor, to enable the Client and the Financial Advisor to identify the Client's risk tolerance and rate of return objectives. The Client may provide information concerning their investment experience, anticipated need for liquidity, potential timing of the need for retirement funds, and other investment needs and parameters. This information will assist the Client and the Financial Advisor in selecting which of the Investment Solutions, Risk/Return Profiles and Strategies are most closely aligned with the Client's investment objectives.

One of the fundamental elements of establishing the Client's investment objective is identifying the appropriate Risk/Return Profile for each of the Client's Accounts in their GFWM Portfolio. These Risk/Return Profiles range from most conservative (lowest estimated risk and lowest potential return) to most aggressive (highest estimated risk and highest potential return). For all Investment Solutions, other than Individually Managed Accounts ("IMA"s), the Client, with the assistance of the Client's Financial Advisor, selects a Risk/Return Profile for the management of the Client's Account.

The investment objectives for each of the six Risk/Return Profiles are listed below:

- *Profile 1 – Conservative*
The profile is designed for an investor who wants to focus on preservation of capital as a primary goal and wishes to avoid downside risk.
- *Profile 2 – Moderate Conservative*
The profile is designed for an investor who seeks to preserve capital but wishes to earn a return sufficient to preserve purchasing power.
- *Profile 3 – Moderate*
The profile is designed for an investor who seeks to balance downside risks to capital and capital appreciation.
- *Profile 4 – Moderate Growth*
The profile is designed for an investor who seeks enhanced capital appreciation but is willing to accept greater risk of downside loss and volatility of returns.
- *Profile 5 – Growth*
The profile is designed for an investor who seeks significant capital appreciation and is tolerant of the risk of downside loss and volatility of returns.

- *Profile 6 – Maximum Growth*

The profile is designed for an investor who seeks the highest level of capital appreciation and is willing to accept the risk of downside loss and volatility of returns.

The percentage exposure to equity securities for each Risk/Return Profile is likely to be higher for each Risk/Return Profile as the level of aggressiveness increases from Conservative through Maximum Growth.

GFWM establishes, and periodically reviews and confirms or adjusts, guidelines for each of the Risk/Return Profiles. GFWM provides these guidelines to the independent investment management firms, referred to as the “Portfolio Strategists,” that provide asset allocations for the Mutual Fund, ETF, Variable Annuity and CMA Investment Solutions and GFWM’s Genworth Financial Asset Management (“GFAM”) division uses these guidelines in its management of the UMA Investment Solutions.

MUTUAL FUND, EXCHANGE TRADED FUND (ETF) AND VARIABLE ANNUITY INVESTMENT SOLUTIONS

For Clients selecting a Mutual Fund Account as their Investment Solution, their Account will be invested in no-load mutual funds (that is, funds that do not charge a sales load) and/or mutual funds that generally do charge a sales load but where the sales charge has been waived. The Account will be invested consistent with allocations provided by a Portfolio Strategist for the Risk/Return Profile selected by the Client. Certain Portfolio Strategists compose their mutual fund asset allocations utilizing only those mutual funds managed by the Portfolio Strategist or an affiliate of the Portfolio Strategist, and one or more of the Portfolio Strategists will construct their asset allocations exclusively using AssetMark Funds.

For Clients selecting the ETF Account Investment Solution, their Account will be invested in exchange traded funds (“ETFs”) consistent with allocations provided by a Portfolio Strategist for the Risk/Return Profile selected by the Client. ETFs are traded daily at market determined prices on a national exchange in a similar manner to other individual equity securities. GFWM’s trading practices are discussed further in the Trade Execution and Brokerage Allocation section. A Portfolio Strategist may compose their ETF asset allocations utilizing only those ETFs managed by the Portfolio Strategist or an affiliate of the Portfolio Strategist.

Unless otherwise restricted by the Client and accepted by GFWM, if a Mutual Fund or ETF Account Investment Solution is chosen, the Account may also include non-mutual fund or non-ETF investments, as applicable. For example, non-mutual fund investments could be cash equivalents held by the Account.

Clients selecting the Variable Annuity Accounts Investment Solution have the opportunity to select asset allocations developed by a number of the Portfolio Strategists using those specific variable annuity sub-accounts included in the Prospectus delivered to the Client by the variable annuity issuer. GFWM has not individually selected these sub-accounts, and GFWM is unable to add or remove sub-accounts except as the list of sub-accounts is revised by each variable annuity issuer.

The Client is entitled to receive a copy of the Prospectus for each mutual fund, and confirmations of each security purchased and sold for the Client’s account (either separately or as part of the periodic custodial statement) and copies of all annual and periodic reports issued by the mutual funds the Client holds. The IMSA provides that the Client delegate receipt of such materials and confirmations to GFWM, but such delegation can be terminated and the Client can receive such materials and confirmations by providing written notice to GFTC. In addition, the Client retains all indicia of beneficial ownership, including, without limitation, all voting power and other rights as a security holder in each of the funds held for the Client. Variable annuity sub-accounts will be held pursuant to the terms and conditions contained in a variable annuity Prospectus delivered to the Client by the specific variable annuity issuer.

The standard minimum investment through the Platform will generally be \$50,000 for Mutual Fund and Variable Annuity Accounts, and \$100,000 for ETF Accounts. GFWM reserves the right, in its sole judgment, to accept certain investments below the standard minimum.

For a Mutual Fund and ETF Investment Solution, the Client, with the assistance of the Client’s Financial Advisor, selects for the management of the Account: (1) a Risk/Return Profile; (2) an asset allocation strategy, as represented by the selected Portfolio Strategist; and (3) for some, but not all, Mutual Fund and ETF Investment solutions, a Mandate.

For the Variable Annuity Investment Solution, the Client, with the assistance of the Client’s Financial Advisor, selects for the management of the Account: (1) a Risk/Return Profile; and (2) an asset allocation strategy, as represented by the selected Portfolio Strategist.

Risk/Return Profiles

The six Risk/Return Profiles, ranging in objectives from most conservative to most aggressive, are described above under “RISK/RETURN PROFILES.”

Portfolio Strategists' Tactical and Strategic Asset Allocation Strategies

In each of the Mutual Fund, ETF and Variable Annuity Investment Solutions, GFWM's investment of the Account will be consistent with a Tactical (active) or Strategic (passive) allocation strategy selected by the Client. GFWM has contracted with Portfolio Strategists, which it may replace in its discretion, to provide allocations, by which GFWM intends to invest the Account, unless circumstances indicate modified allocations or investments are appropriate. GFWM may remove, replace or add to the Portfolio Strategists available on the Platform in its discretion.

The Portfolio Strategists currently available on the Platform, and their strategies, Tactical or Strategic, include:

For a Mutual Fund Account comprised of AssetMark Funds:

Tactical - Litman/Gregory Asset Management, LLC and PanAgora Asset Management, Inc.

Strategic - Callan Associates, Inc. and New Frontier Management Company, LLC

For a Mutual Fund Account comprised of Third-Party Mutual Funds proprietary to the Strategist:

Tactical - Goldman Sachs Asset Management Company, JPMorgan Chase & Co., and UBS Global Asset Management (Americas), Inc.

For a Mutual Fund Account comprised of Third-Party Mutual Funds independent of the Strategist:

Tactical - Litman/Gregory Asset Management, LLC

For an ETF Account:

Tactical - Breen Financial Corporation and OAM Avatar, LLC.

Strategic - New Frontier Management Company, LLC.

For an ETF Account comprised of Third-Party ETFs proprietary to the Strategist:

Tactical - SSgA Funds Management, Inc.

For a Variable Annuity Account:

Tactical - Breen Financial Corporation and PanAgora Asset Management, Inc.

Additional information about the Portfolio Strategists is provided below under "SELECTION AND REVIEW OF PORTFOLIO STRATEGISTS AND INVESTMENT MANAGEMENT FIRMS - Portfolio Strategists."

Mandates

Additionally, for some, but not all, Mutual Fund and ETF Investment Solutions, the Client may select a Mandate for the Account.

For some Mutual Fund Investment Solutions, the Client can select between the Tax-Sensitive or Standard Mandates described in Section A and/or select one of the investment styles, Domestic, Global or Hedged, described in Section B below.

For some ETF Investment Solutions, the Client can choose between a Tax-Sensitive or Standard Mandate for the Account, as described below.

There is no Mandate selection available for a Variable Annuity Account.

Section A

Tax-Sensitive – In determining allocation recommendations under a Tax-Sensitive Mandate, the Portfolio Strategist will, when deemed appropriate, consider use of tax-exempt fixed income vehicles and tax-managed equity vehicles and maintain an awareness of holding periods and turnover levels within the recommendations.

Standard – In determining allocation recommendations under a Standard Mandate, the Portfolio Strategist will generally not consider tax-exempt investments and not give heightened consideration to holding periods.

Section B

Domestic: Strategy allocations are focused on U.S. asset classes.

Global: Strategy allocations include a mix of U.S. and international asset classes.

Hedged: Strategy allocations include a mix of U.S. and international asset classes. Implementation will include the use of specialty funds designed to have a low correlation to traditional asset classes such as stocks and bonds.

PRIVATELY MANAGED ACCOUNT INVESTMENT SOLUTIONS

A Privately Managed Account Investment Solution can be established as either an Individually Managed Account (“IMA”) Investment Solution or a Consolidated Managed Account (“CMA”) Investment Solution.

Individually Managed Account (“IMA”)

For Clients selecting an Individually Managed Account Investment Solution, their Account will be managed by an investment management firm consistent with the Strategy selected by the Client. GFWM has contracted with certain investment management firms (the “Investment Managers”) to provide discretionary investment management services to IMA Accounts. Additionally, the Genworth Financial Asset Management (“GFAM”) division of GFWM acts as Investment Manager for certain IMA Strategies.

The standard minimum for each IMA Account is generally between \$100,000 and \$250,000. For IMA Investment Solutions for which GFAM is the Investment Manager, the minimum is \$50,000.

The Investment Manager of an IMA Investment Solution, including GFAM, is also referred to as a “Discretionary Manager.”

The Investment Managers and Strategies currently available in the IMA Investment Solutions are as follows:

ING Investment Management – Intermediate fixed income – This Strategy seeks to optimize return potential while preserving capital, using an intermediate taxable fixed income investment offering and maintaining moderate risk exposure.

Nuveen Asset Management – National Intermediate-Term Municipal Bond Strategy – This Strategy seeks to optimize return potential for actively managed tax-exempt portfolios by pursuing broad, national-like exposure, investing in municipal bonds from more than one state, and managing to an intermediate-term duration.

Nuveen Asset Management – National Limited Maturity Municipal Bond Strategy – This Strategy seeks to optimize return potential for actively managed tax-exempt portfolios by pursuing broad, national-like exposure, investing in municipal bonds from more than one state, and managing to a limited-term, shorter than intermediate-term, duration.

Nuveen Asset Management – State Preferred Municipal Bond Strategy – This Strategy seeks to optimize return potential for actively managed tax-exempt portfolios by investing in municipal bonds from a preferred state, e.g., California.

Genworth Financial Asset Management, a division of GFWM – Preservation Strategy – This Strategy’s primary investment objective is to avoid losses measured over the calendar year. Intra-year volatility is not managed. The secondary objective is to maximize total return over the long term with no preference to income. The Account will be invested primarily in mutual funds.

Genworth Financial Asset Management, a division of GFWM – Fixed-Income Strategies with Laddered Bond, Municipal based, Duration based and High Yield Mandates – In the case of Laddered Bond Mandates, these Strategies invest the Account in either U.S. Treasury, U.S. Agency, or U.S. Treasury Inflation Protected bonds, with an intermediate effective duration, on a buy and hold basis. In the case of the Municipal and Duration based Mandates and the High Yield Mandate, these Strategies invest the Account in closed-end funds, exchange traded funds or other mutual funds to obtain relevant exposure specific to these desired asset categories.

Consolidated Managed Account (“CMA”)

For Clients selecting a Consolidated Managed Account Investment Solution, GFWM has contracted with Parametric Portfolio Associates (“Parametric”) to act as overlay manager (“Overlay Manager”) and provide limited discretionary investment management services to the Account and coordinate recommendations of individual securities and asset allocations. Parametric, as an Overlay Manager for CMA Accounts, is also referred to as a “Discretionary Manager.” As the CMA Overlay Manager, Parametric strives to provide the return of a combination of asset managers or styles while maintaining control over

total portfolio risk and tax consequences. The role extends to total coordination and implementation of the Account – from initial trading to rebalancing, restrictions, cash flows, and, where relevant, the management of portfolio tax liabilities.

The CMA asset allocations have been constructed by Portfolio Strategists, engaged by GFWM, using individual securities recommendations developed and maintained by a group of independent investment management firms (“Investment Management Firms”). The Overlay Manager has the limited discretionary authority to execute transactions in each CMA necessary to (i) track any reallocations or other adjustments to the CMA asset allocations constructed by the Portfolio Strategists, (ii) implement changes recommended by the Investment Management Firms; (iii) effect tax management transactions for any Account for which the Client has directed the Overlay Manager to provide tax management services (a “Tax-Sensitive Account”); and (iv) implement individual securities restrictions imposed on the Account by the Client.

GFWM may remove, add or replace the Overlay Manager and any Investment Manager Firms in its discretion.

The standard minimum CMA investment is \$500,000. GFWM reserves the right, in its sole judgment, to accept certain investments below the standard minimum.

For a CMA Investment Solution, the Client, with the assistance of the Client’s Financial Advisor, selects for the management of the Account (1) a Risk/Return Profile; (2) a Portfolio Strategist; and (3) a Mandate.

Risk/Return Profile

With the assistance of the Client’s Financial Advisor, the Client selects a Risk/Return Profile for the CMA Account. The six Risk/Return Profiles, ranging in objectives from most conservative to most aggressive, are described above under “RISK/RETURN PROFILES.”

Portfolio Strategist

In a CMA Investment Solution, investment of the Account will be consistent with a Tactical or Strategic allocation strategy, as selected by the Client. For these allocations strategies, GFWM has contracted with Portfolio Strategists, which GFWM may replace in its discretion, to provide allocations, by which the Account will be invested unless circumstances indicate modified allocations or investments are appropriate.

The available allocation strategies for a CMA Account are currently represented by the following Portfolio Strategists:

Tactical - Litman/Gregory Asset Management, LLC and PanAgora Asset Management, Inc.

Strategic - Callan Associates, Inc.

Mandates

With the assistance of the Financial Advisor, the Client may choose between Tax-Sensitive or Standard Account as described in Section A, and then further refine the Account’s Mandate by selecting one of the investment styles, Hedged or Core-Satellite, described in Section B below.

Section A

Tax-Sensitive. When determining allocation recommendations under a Tax-Sensitive Mandate, the Portfolio Strategist will, when deemed appropriate, consider use of tax-exempt fixed income vehicles and tax-managed equity vehicles and maintain an awareness to holding periods and turnover levels within the recommendations.

Standard. When determining allocation recommendations under a Standard Mandate Account, the Portfolio Strategist will generally not consider tax-exempt investments and not give heightened consideration to holding periods.

Section B

Hedged. Strategy allocations include a mix of U.S. and international asset classes. Implementation will include the use of specialty funds designed to have a low correlation to traditional asset classes such as stocks and bonds.

Core-Satellite. Strategy allocations include a mix of U.S. and international asset classes. The U.S. Large Cap equity allocation will be focused on a broad domestic index objective and will be directly managed by Parametric.

UNIFIED MANAGED ACCOUNT (“UMA”) INVESTMENT SOLUTIONS

The Unified Managed Account Investment Solutions include Genworth Multiple Strategies, Active Return Opportunities and Privately Managed Portfolios accounts. GFWM manages UMA Accounts through its Genworth Financial Asset Management (“GFAM”) division; therefore, when discussing UMA Investment Solutions, reference will be made to GFAM. For the UMA Investment Solutions, GFAM serves as “Overlay Manager” and may also be referred to as “Discretionary Manager.”

GFAM acts as Overlay Manager for the UMA Investment Solutions providing discretionary investment management services and coordinating recommendations of independent Investment Management Firms acting as portfolio advisers to GFWM. As Overlay Manager for UMAs, GFAM may also select securities directly for Client Accounts. GFAM, as Overlay Manager for UMA Accounts, is also referred to as a “Discretionary Manager.”

The standard minimum UMA investment, depending on the strategy selected, is between \$50,000 and \$500,000. GFWM reserves the right, in its sole judgment, to accept certain investments below these standard minimums.

Investments for UMA Investment Solutions will be made by GFAM using securities recommendations by independent Investment Management Firms. In addition, UMA Accounts may hold investments selected by GFAM, and these investments may include, but are not limited to, some or all of the following types of securities: exchange traded funds, closed-end funds, open-end funds, preferred stocks, treasury bonds, bills, notes and bank notes. The asset allocation decisions, Investment Management Firm selection decisions and additional security selection decisions will all be made solely by GFAM in its discretion based on the Strategies selected by the Client. This discretion may include the substitution of certain securities included in selected Investment Management Firms’ asset allocations in consultation with the Investment Management Firm or otherwise, or the selection of individual securities in certain designated asset classes.

For UMA Investment Solutions, GFAM employs comprehensive analysis, including specific mathematical, technical and/or fundamental tools and risk-control criteria in the management of Client Accounts. The focus of GFAM as Overlay Manager is to add value to each Client’s account through four key avenues: (1) the strategic and tactical determination of asset allocation levels; (2) the selection of independent Investment Management Firms to advise as to the formation of concentrated portfolios of their highest conviction individual security preferences; (3) the formation of portfolios with risk management options to match the portfolio to the Client’s chosen level of risk tolerance; and (4) efficient execution of trade orders resulting from ongoing management of the Client’s Account.

Clients in UMA Investment Solutions have the option to place restrictions against investments in specific securities or types of securities for their account that are reasonable in light of the advisory services being provided under the different Investment Solutions offered on the Platform. Requests for such restrictions are reviewed by GFWM to ensure that they are reasonable and will not unduly impair GFWM’s ability to pursue the Investment Solution and Strategy selected by the Client. Clients may also pledge the securities in their UMA Account or withdraw securities from their Account (transfer in-kind to another account or custodian), but must do so by giving instructions in writing to GFWM and GFTC.

For each UMA, a risk management strategy may be implemented through the use of either GFAM’s Actively Managed Protection Service (“AMP”), fixed income strategies or a combination of both AMP and fixed income strategies. Portfolio allocations for these risk management strategies will vary based on individual Client objectives within target allocations established and monitored by GFAM.

Genworth Multiple Strategies (“GMS”) Accounts

GMS Investment Solutions are designed for Clients who have Accounts of at least \$50,000 and desire the advantages of a separate account. These portfolios are offered in three equity Mandates, and in four of the six Risk/Return Profiles, which are selected by the Client with the assistance of the Client’s Financial Advisor.

Clients who select the GMS Account as their Investment Solution must deposit at least \$50,000 into their account, and if multiple deposits are made into such an Account, the Account will not be invested and will not be considered a Discretionary Account until the Account balance reaches the required minimum \$50,000. A Client’s Account will be held by GFTC in cash or in any assets transferred in-kind until such time as the value of the deposits to the account reaches the required \$50,000 minimum for investment.

In a GMS Investment Solution, the Client authorizes GFAM to provide discretionary investment management services to the Account. The Client grants GFAM the authority to buy and sell securities and investments for the Account, to vote proxies for securities held by the Account and the other discretionary authorities described above under “GFWM’s Investment Management Services Agreement” and in the IMSA itself. GFAM may select securities for the Account, to a substantial degree, consistent with recommendations provided to GFAM by Investment Management Firms that GFWM selects, retains and may replace. GFAM retains the right, however, to allocate across asset classes, which will include such recommended

securities, in its own discretion. GFAM may invest the Account in direct securities, pooled investment vehicles, such as mutual funds or ETFs, or in other securities or investments.

GFAM will generally not adjust the holdings in a GMS Account on an ongoing basis. Instead, unless a security exceeds a threshold decline determined by GFAM in its sole discretion, GFAM will generally only sell or readjust Account holdings after a one-year holding period. However, since the one-year holding period is generally measured from the date of the previous year's readjustment (and this date may shift forward throughout the calendar year over time), Clients may not experience a one-year holding period on their Account assets in the first and last year of an Account or if withdrawals or contributions are made to the Account. If the "Opportunistic" Mandate is chosen, some degree of turnover greater than that seen in other GMS Mandates may occur as GFAM adjusts the Opportunistic exposure both to enhance return and manage risk. However, because of its annual adjustment structure, a GMS Account is less able than a non-GMS Account to react to market events or opportunities and make changes between adjustment dates.

Additionally, Clients should be aware that a reasonable amount of time will be needed to purchase, redeem and/or transfer assets during the annual adjustment period, and GFWM will not be held liable for losses due to market value fluctuations during the time taken for these transactions.

For a GMS Investment Solution, the Client, with the assistance of the Client's Financial Advisor, selects for the management of the Account (1) a Risk/Return Profile; (2) the type of risk management strategy; and (3) a Mandate.

Risk/Return Profile

With the assistance of the Client's Financial Advisor, the Client selects for a GMS Account a Risk/Return Profile. The six Risk/Return Profiles, ranging in objectives from most conservative to most aggressive, are described above under "RISK/RETURN PROFILES." Only profiles numbered three through six, that is Moderate, Moderate Growth, Growth, and Maximum Growth, are available for a GMS Account.

Risk Management Strategy

When selecting a Risk/Return Profile for a GMS Account, the Client, with the assistance of the Client's Financial Advisor, also specifies whether the risk management strategy should be implemented through use of fixed income strategies or through use of GFWM's Actively Managed Protection Service, described below under "GFWM'S ACTIVELY MANAGED PROTECTION ("AMP") SERVICE."

Mandates

The Client may choose between the following Mandates for a GMS Account.

High Dividend – The Account will primarily be exposed to large capitalized U.S. companies, with possible significant allocations of exposure to real estate and high dividend paying stocks.

Global – The Account will be exposed to international securities (including emerging markets), with allocations that also include exposure to large and small capitalization U.S. companies.

*Opportunistic ** – The Account will primarily be exposed to stocks of companies domiciled in the U.S. and other developed countries, with allocations that also include exposure to real estate and high dividend paying stocks. The Account may also invest in one or more specialized asset categories, including, but not limited to, commodities, market neutral strategies, emerging markets, international small capitalized companies and global bonds.

**The Opportunistic or specialized asset category investments may include exposure to the Genworth Financial Contra Fund, which is described in further detail in the Prospectus for the Contra Fund. The Contra Fund seeks to provide protection against severe and sustained declines in the broad based equity markets, and it generally invests in options on securities and stock indices.*

Active Return Opportunities (“ARO”) Accounts

In an ARO Investment Solution, the Client authorizes GFAM to provide discretionary investment management services to the Account. The Client grants GFAM the authority to buy and sell securities and investments for the Account, to vote proxies for securities held by the Account and such other discretionary authorities described earlier in this Agreement. GFAM may select securities for the Account, to a substantial degree, consistent with recommendations provided by Investment Management Firms that GFWM selects, retains and may replace. GFAM may invest the Account in direct securities, pooled investment vehicles, such as open end mutual funds, closed end investment companies, including ETFs, or in other securities or investments. GFAM retains the right, however, to allocate across asset classes, which will include such recommended securities, in its own discretion. GFAM will generally adjust the holdings in an ARO Account on an ongoing basis.

GFAM’s management of taxable Accounts in the ARO Investment Solution will include a “loss-harvesting strategy.” The objective of the loss harvesting strategy is to actively realize capital value losses, as they occur over time, that exceed certain pre-determined and meaningful levels. GFAM will determine, in its sole discretion, what investments to sell, or not, in implementing this strategy. This loss-harvesting strategy will only be applied with regard to individual stocks, closed-end funds, ETFs and their equivalents; GFAM does not plan to apply it to mutual fund holdings. GFAM’s management of non-taxable or tax-deferred accounts in the ARO Investment Solution will **not** include a loss-harvesting strategy. This loss harvesting strategy is not applied in any other UMA Investment Solution.

Clients should be aware that a reasonable amount of time will be needed to purchase, redeem and/or transfer assets, and GFWM will not be held liable for losses due to market value fluctuations during the time taken for these transactions. GFAM does not represent or guarantee that all applicable capital losses will be harvested, that the losses will all be long-term or short-term, or that the losses will be harvested intentionally against known realized capital gains in a Client’s account.

For the ARO Investment Solution, the Client, with the assistance of the Client’s Financial Advisor, selects for the management of the ARO Account (1) a Risk/Return Profile; (2) an Account Minimum; and (3) a Mandate.

Risk/Return Profile

When establishing an ARO account, the Client, with the help of the Financial Advisor, will select a Risk/Return Profile that GFAM will use to implement a risk management strategy in the Client’s Account. The six Risk/Return Profiles, ranging in objectives from most conservative to most aggressive, are described above under “RISK/RETURN PROFILES.” In implementing a risk management strategy in an ARO Account, GFAM will, in its discretion, utilize a variety of risk management tools. These tools will generally include investments intended to act in a manner that is non-correlated or, in some cases, inversely correlated to the equity preference selected by the Client. ARO risk management tools may include investments in fixed income securities, but may also include other asset classes such as vehicles investing in commodities, real estate, or other investments that GFAM, in its discretion, deems appropriate to mitigate risk. Additionally, GFAM may use GFWM’s Actively Managed Protection (“AMP”) service, which is described below under “GFWM’S ACTIVELY MANAGED PROTECTION (“AMP”) SERVICE.” GFAM will determine when to use each risk management tool, and in what proportion, based on its evaluation of current market conditions.

Account Minimums

ARO Accounts are available in the following Account Minimums: \$50,000 (ARO-50), \$100,000 (ARO-100), \$250,000 (ARO-250) and \$500,000 (ARO-500). The Account Minimum selected by the Client will influence the type of investment that GFAM will use for the Client Account. Generally, Accounts with larger Account Minimums will invest in individual securities more than Accounts with smaller Account Minimums, which will invest more in pooled investment vehicles. Therefore, Clients who select ARO-50 can expect to have a greater portion of their Accounts invested in mutual funds, closed-end funds, and ETFs than will Clients who select ARO-500, while Clients selecting ARO-500 can expect to see a greater portion of their Accounts invested in individual securities. However, under certain market conditions, particularly those requiring a defensive posture against anticipated equity market downturns, the use of pooled investment vehicles may be more proportionately consistent across the different Account Minimums than under other market conditions.

Once an Account Minimum is selected, the Account will remain invested in investments typically selected by GFAM for Clients selecting that Account Minimum, even if Account value is more than the next Account Minimum, unless a written request is received to change the Account’s selected Account Minimum.

Clients who select the ARO Account must deposit at least the required minimum specified into their Account, and if multiple deposits are made into such an Account, the Account will not be invested until the Account balance reaches the required Account Minimum. A Client’s Account will be held by GFTC in cash or in any assets transferred in-kind until such time as the

value of the deposits to the Account reaches the required minimum for investment, and the Account will not be considered a discretionary Account until such time as the Account assets reach the required minimum.

Mandates

The Client may choose between the following Mandates for an ARO Account. All of these Mandates allow for the Account to be exposed to “specialized” asset categories, which may include, but are not limited to, real estate, commodities, precious metals, energy and other less traditional asset classes, with no geographic restrictions, and the Genworth Financial Contra Fund, which is described in more detail in the Prospectus for the Contra Fund. In addition, all of the Mandates allow for the Account to be traded more “opportunistically,” which may lead to higher turnover and more frequently realized gains and losses than experienced in other UMA Investment Solutions.

Domestic. Domestic Accounts are managed to an investment objective that allows exposure to domestic asset categories. However, this geographic restriction does not apply to real estate, commodities, precious metals, energy, and ultra high quality large cap growth, which may potentially provide domestic, international, or global exposure. This investment objective also allows exposure to equities, fixed-income, and specialized asset categories. For the purposes of this investment objective, specialized asset categories are defined to include real estate, commodities, precious metals, energy, and other less traditional asset class exposures. The selection of asset class exposures and the percentage allocations to each is made with the objective of bringing the account’s aggregate characteristics into approximate alignment with the current and prospective investment and economic environments. There is no minimum percentage allocation to any asset class exposure. This investment objective focuses exclusively on total return and gives absolutely no preference to income generation.

Global. Global Accounts are managed to an investment objective that allows exposure to both domestic and international asset categories. This investment objective also allows exposure to equities, fixed-income, and specialized asset categories. For the purposes of this investment objective, specialized asset categories are defined to include real estate, commodities, precious metals, energy, and other less traditional asset class exposures. The selection of asset class exposures and the percentage allocations to each is made with the objective of bringing the account’s aggregate characteristics into approximate alignment with the current and prospective investment and economic environments. There is no minimum percentage allocation to any asset class exposure. This investment objective focuses exclusively on total return and gives absolutely no preference to income generation.

High Current Income. High Current Income Accounts are managed to an investment objective that allows exposure to both domestic and international asset categories that have a natural propensity to deliver a significantly above average portion of their total return in the form of current income instead of capital appreciation. Current income is defined as dividends, interest income, and option premiums. This investment objective also allows exposure to equities, fixed-income, and specialized asset categories. For the purposes of this investment objective, specialized asset categories are defined to include real estate, commodities, precious metals, energy, and other less traditional asset class exposures. The selection of asset class exposures and the percentage allocations to each is made with the objective of bringing the account’s aggregate characteristics into approximate alignment with the current and prospective investment and economic environments. There is no minimum percentage allocation to any asset class exposure.

Privately Managed Portfolios (“PMP”) Accounts

In a PMP Investment Solution, the Client authorizes GFAM to provide discretionary investment management services to the Account. PMP Investment Solutions are designed for Clients who have Accounts of at least \$250,000 and desire the advantages of a separate account. These portfolios are offered in a variety of equity Mandates, Risk/Return Profiles and risk management strategies, which are selected by the Client with the assistance of the Client’s Financial Advisor.

A Client who selects the PMP Investment Solution must deposit at least \$250,000 into the Client’s Account, and if multiple deposits are made into such an Account, the Account will not be invested until the Account balance reaches the required minimum \$250,000. A Client’s Account will be held by GFTC in cash or in assets transferred in-kind until such time as the value of the deposits to the Account reaches the required \$250,000 minimum for investment.

GFAM may select securities for the Account, to a substantial degree, consistent with recommendations provided by Investment Management Firms that GFWM selects, retains and may replace. GFAM may select for the Account in individual securities, pooled investment vehicles, such as open end mutual funds or ETFs, or other securities or investments. GFAM retains the authority, however, to allocate across asset classes, which may include such recommended securities, in its own discretion. GFAM will generally adjust the holdings in a PMP Account on an ongoing basis.

Clients should be aware that a reasonable amount of time will be needed to purchase, redeem and/or transfer assets, and GFWM will not be held liable for losses due to market value fluctuations during the time taken for these transactions.

For a PMP Investment Solution, the Client, with the assistance of the Client's Financial Advisor, selects for the management of the PMP Account (1) a Risk/Return Profile; (2) the type of risk management strategy; and (3) a Mandate.

Risk/Return Profile

With the assistance of the Client's Financial Advisor, the Client selects for a PMP Account one of the six Risk/Return Profiles, ranging in objectives from most conservative to most aggressive, as described above under "RISK/RETURN PROFILES." Only profiles numbered three through six, that is Moderate, Moderate Growth, Growth, and Maximum Growth, are available for a PMP Account.

Risk Management Strategy

When selecting a Risk/Return Profile for a PMP Account, the Client, with the assistance of the Client's Financial Advisor, also specifies whether the risk management strategy should be implemented through use of fixed income strategies or through use of GFWM's Actively Managed Protection (AMP) Service, described below under "GFWM'S ACTIVELY MANAGED PROTECTION ("AMP") SERVICE."

Mandates

The Client may choose between the following Mandates for a PMP Account.

Diversified U.S. – The Account will primarily be exposed to large, mid and small capitalized companies domiciled in the United States.

Diversified Global – The Account will primarily be exposed to large, mid and small capitalized companies domiciled in the United States and other developed countries, with possible significant allocations of exposure to real estate and high dividend paying stocks.

*High Dividend Global ** – The Account will primarily be exposed to large, mid and small capitalized companies domiciled in the United States and other developed countries, with possible significant allocations of exposure to real estate and high dividend paying stocks. The Account may also invest, at a conservative level, in one or more specialized asset categories, including, but not limited to, commodities, market neutral strategies, emerging markets, international small-capitalized companies and global bonds.

*Blended Opportunistic ** – The Account will primarily be exposed to large, mid and small capitalized companies domiciled in the United States and other developed countries, with possible allocations of exposure to U.S. companies operating in the real estate industry and stocks that currently pay high dividend. The Account may also invest, at a moderate level, in one or more specialized asset categories, including, but not limited to, commodities, market neutral strategies, emerging markets, international small-capitalized companies and global bonds.

*High Dividend Opportunistic ** – The Account will primarily be exposed to large capitalized companies domiciled in the United States paying high current dividends. The Account may also invest, at a moderate level, in one or more specialized asset categories, including, but not limited to, commodities, market neutral strategies, emerging markets, international small-capitalized companies and global bonds.

*Diversified Opportunistic ** – The Account will primarily be exposed to large, mid and small capitalized companies domiciled in the United States and other developed countries, with possible allocations of exposure to U.S. companies operating in the real estate industry and stocks that currently pay high dividend. The Account may also invest, at a moderate level, in one or more specialized asset categories, including, but not limited to, commodities, market neutral strategies, emerging markets, international small-capitalized companies and global bonds.

**These asset category investments may include exposure to the Genworth Financial Contra Fund, which is described in further detail in the Prospectus of the Contra Fund. The Contra Fund seeks to provide protection against severe and sustained declines in the broad based equity markets, and it generally invests in options on securities and stock indices.*

SELECTION AND REVIEW OF PORTFOLIO STRATEGISTS AND INVESTMENT MANAGEMENT FIRMS

Portfolio Strategists

The Portfolio Strategists used in Mutual Fund, ETF, Variable Annuity and CMA Investment Solutions are selected by GFWM in order to provide a wide range of investment options and philosophies to Clients. In constructing their asset allocations, each of the Portfolio Strategists will generally utilize either strategic (passive) or tactical (active) asset allocation. Each of the Portfolio Strategists provides to GFWM a range of asset allocations that will correspond to some or all of the six Risk/Return Profiles, ranging from most conservative to most aggressive, as discussed above under "RISK/RETURN PROFILES."

The Portfolio Strategists generally use either technical or fundamental analysis techniques in formulating their asset allocations and some will incorporate strategies with specific income distribution objectives. Each of the Portfolio Strategists nevertheless has its own investment style resulting in the use of different asset class and mutual fund, ETF, variable annuity sub-accounts, or CMA Investment Management Firm allocations within their asset allocations. The asset allocations will be comprised of a combination of asset classes, represented by mutual funds, ETFs, variable annuity sub accounts or, in the case of the CMA Investment Solution, individual securities. These asset classes may include, but are not limited to the following:

- US equities – Large Cap Growth, Large Cap Value, Mid Cap Growth, Mid Cap Value, Small Cap Growth, Small Cap Value
- International equities – Developed Markets, Emerging Markets
- Fixed Income – US Core, High Yield, Global, International, Emerging Markets
- Other – REITs, Commodities, Absolute Return Strategies, hedging strategies and other non-standard sectors
- Cash

The objective is to provide Clients with a variety of asset allocation methods for accomplishing the Client's investment objectives. The Clients and the Financial Advisors should review each Portfolio Strategist's investment style prior to selecting the Portfolio Strategist and asset allocations to follow for each Client Account under the Platform.

Portfolio Strategists currently available are listed below, with descriptions of the investment strategies or processes each firm currently uses, which may be changed or modified. include the following firms:

Breen Financial Corporation (ETF and Variable Annuity Portfolio Strategist - Tactical) - Proprietary quantitative models focused on size and styles are used for tactical global asset allocation decisions.

Callan Associates, Inc. (Mutual Fund and CMA Portfolio Strategist - Strategic) - Capital market projections are used in quantitative tools to develop a strategic global asset allocation across the efficient frontier.

Goldman Sachs Asset Management Co. (Mutual Fund Portfolio Strategist - Tactical) - Quantitative models focused on risk management drive both strategic and tactical asset allocation decisions across the full spectrum of global asset classes.

JPMorgan Chase & Co. (Mutual Fund Portfolio Strategist - Tactical) - Focused on risk-adjusted returns, an optimized asset allocation adds tactical tilts to the strategic global asset allocation.

Litman/Gregory Asset Management, LLC (Mutual Fund and CMA Portfolio Strategist - Tactical) - In-depth qualitative research and a disciplined process drive tactical asset allocation decisions away from the neutral global allocation.

New Frontier Management Company, LLC (Mutual Fund and ETF Portfolio Strategist - Strategic) - Patented quantitative methodologies focused on providing an optimal long-term portfolio for risk-adjusted global economic growth are used to create a strategic global asset allocation.

OAM Avatar, LLC (ETF Portfolio Strategist - Tactical) - Proprietary quantitative models focused on the relative strength of sectors are used to determine tactical global asset allocations relative to a neutral index.

PanAgora Asset Management, Inc. (Mutual Fund, Variable Annuity and CMA Portfolio Strategist - Tactical) - Proprietary quantitative models focused on the macro market cycle are used to make tactical global asset allocation decisions.

SSgA Funds Management, Inc. (ETF Portfolio Strategist - Tactical) - Quantitative tools are used to develop modest tactical bets from the strategic global asset allocation while looking to control costs.

UBS Global Asset Management (Americas), Inc. (Mutual Fund Portfolio Strategist - Tactical) - Grounded in value-biased fundamental research and emphasizing risk management; tactical asset allocation decisions are made across global asset classes.

Portfolio Strategists using a strategic asset allocation approach generally provide asset allocation recommendations on an annual basis. Portfolio Strategists using a tactical asset allocation approach are rebalanced in accordance with the Portfolio Strategists' perceptions of changes in market conditions, which may be more or less frequent than quarterly. These asset allocation recommendations are implemented by GFWM in Client accounts at the frequency at which they are received from the Portfolio Strategists and will result in transactions in Accounts invested in Mutual Fund, ETF, Variable Annuity and CMA Investment Solutions. In addition to updating their asset allocation recommendations, the Portfolio Strategists' recommendations will guide GFWM as to the frequency with which Client Accounts should be rebalanced back to the recommended asset allocation percentages. Typically this will be quarterly for both strategic and tactical Portfolio Strategists.

GFWM may from time to time add, remove or replace a Portfolio Strategist. GFWM may periodically add mutual funds, ETFs and CMA Investment Management Firms to those available for use in the Portfolio Strategists' asset allocations, and GFWM may periodically remove mutual funds, ETFs and CMA investment management firms from the list of those available. Variable annuity sub-accounts available to the Portfolio Strategists will depend upon the individual variable annuity issuer selected by the Client and will be more fully described in the Prospectus delivered to the Client by the variable annuity issuer.

Although some of the Portfolio Strategists creating asset allocations composed of mutual funds consider all of the mutual funds available under the Platform, certain Portfolio Strategists compose their mutual fund asset allocations utilizing only those mutual funds managed by the Portfolio Strategist or an affiliate of the Portfolio Strategist. In addition, one or more of the Portfolio Strategists will construct their asset allocations exclusively using AssetMark Funds. The AssetMark Funds are a series of no-load mutual funds advised by GFWM and sub-advised by a group of unaffiliated institutional investment managers. A Prospectus for the AssetMark Funds may be obtained upon request from GFWM or the Financial Advisor.

GFWM makes available to the Financial Advisor and Client written descriptions of each of the Portfolio Strategists, including a brief history of each firm and an overview of the Portfolio Strategists' key investment management personnel.

IMA, CMA and UMA Investment Management Firms

GFWM uses independent investment management firms (referred to as "Investment Managers" or "Discretionary Managers") in the IMA and CMA Investment Solutions, and in the CMA Investment Solutions this Discretionary Manager is also referred to as an Overlay Manager. These Discretionary Managers manage individual Client Accounts on a discretionary basis consistent with the Strategy selected by the Client.

For CMA and UMA Investment Solutions (including PMP, GMS and ARO Accounts), GFWM also selects and retains independent investment management firms (referred to in the discussions of those Investment Solutions as the "Investment Management Firms"), in an advisory or consulting capacity, to select and recommend to GFAM individual securities in a specific asset class according to a predetermined mandate and to provide GFAM with model portfolios of securities.

In IMA Accounts, the Discretionary Managers have full discretionary authority to invest the assets in Client Accounts. In CMA Accounts, the Overlay Manager has limited discretionary authority to implement the securities selected by the Investment Management Firms. In UMA Accounts, GFAM has full discretionary authority to implement the Investment Management Firm selections, and generally invests Client assets, to a substantial degree, in accordance with these model portfolios, consistent with the allocation appropriate to each Client's Account. For certain asset classes in UMA Strategies, GFAM does not utilize the services of an independent Investment Management Firm, and instead selects the portfolio of securities for that asset class itself.

The independent investment management firms acting as "Investment Managers" or "Discretionary Managers" in their discretionary management capacity, and acting as the "Investment Management Firms" in their advisory capacity, depending on the Investment Solution in question, are all referred to below as "Investment Management Firms" in the discussion of their selection and oversight, for the sake of clarity.

Selection of Investment Management Firms. In selecting the Investment Management Firms, GFWM evaluates investment firms based upon investment style, consistency, and performance relative to peer groups and appropriate benchmarks. Key elements in this evaluation process include an analysis of investment philosophy and process rigor, competitive advantage, historical results, and mandate compatibility.

Investment Management Firm Oversight and Replacement. GFWM generally employs both proactive and reactive systems in its ongoing oversight of the Investment Management Firms. The proactive system involves review of three sets of criteria for each Investment Management Firm. GFWM undertakes holdings analyses for each Investment Management Firm that examines sector exposure versus an appropriate benchmark and the Investment Management Firm's total return versus an

appropriate benchmark. GFWM also evaluates the consistency of the Investment Management Firm's investment style using a variety of analytical tools. Finally, GFWM engages in an ongoing review of Investment Management Firms' personnel, investment mandates and ownership.

The reactive system involves periodic submission of Investment Management Firm performance data to a set of statistical procedures designed to identify Investment Management Firms whose performance falls outside of tolerance levels.

In the performance of both its proactive and reactive oversight review of the Investment Management Firms, GFWM may use the services of external investment management consulting firms ("Consultants"). These Consultants are used to help collect and review both quantitative and qualitative information, not only with regard to the Investment Management Firms currently under contract with GFWM or with its proprietary mutual funds, but also those prospective Investment Management Firms that might be of use in developing investment recommendations for the Platform, either to replace or to supplement existing Investment Management Firms.

Based on the results of both the proactive and reactive oversight systems, GFWM's procedures generally involve a three stage process for addressing concerns regarding specific Investment Management Firms. Stage one includes an internal discussion within GFWM regarding the results of the proactive and reactive system tests, and continued monitoring of the Investment Management Firm in question. If an issue remains unresolved, then the process proceeds to stage two, where additional attribution analysis is performed, and the issue is discussed directly with the Investment Management Firm. If, after additional monitoring, the issue remains unresolved, then the process of replacing the Investment Management Firm is initiated. This process may take 30 days or more to complete.

GFWM'S ACTIVELY MANAGED PROTECTION ("AMP") SERVICE

Overview

GFAM's Actively Managed Protection ("AMP") service is offered by GFWM within certain Investment Solutions managed by its GFAM division. The goal of the AMP service is to allow Client Accounts to participate in the growth of equity markets while also providing risk management protection during periods of equity market decline. For Clients choosing a GMS or PMP Investment Solution, the AMP service is one of the two risk management service elections available, the other being fixed income investments. In the ARO Investment Solution, the AMP service is one of several risk management techniques that may be employed by GFAM in its discretion.

AMP Investment Objective

The investment objective of the AMP service is to help mitigate losses in Client Accounts during a calendar year resulting from a sustained and severe decline in the broad-based equity markets. During periods of rising equity markets, the goal of the AMP service is to allow Client Accounts to participate in some portion of that market rise, net of the cost of the risk management protection provided by the AMP service.

AMP Investment Strategy

The AMP service provides its risk management protection by investing in any of a number of hedging and other protective investment vehicles. At the current time, the AMP service invests primarily in the Genworth Financial Contra Fund and in cash equivalents. The Contra Fund is a proprietary registered investment company for which GFWM, through its GFAM division, serves as investment adviser. The Contra Fund primarily invests in derivative instruments, most notably equity index put options, but may also invest in cash and other forms of derivatives such as equity index futures contracts.

In GMS and PMP Investment Solutions, the AMP service will be the primary source of risk management protection for those Clients who have made the election to use AMP for their Accounts. In the ARO Investment Solution, GFAM may use a variety of risk management tools, including fixed income instruments, inverse exposure vehicles and other hedging tools designed to reduce risk, in addition to the AMP service. From time to time risk management in the ARO Investment Solutions may even be provided without the use of the AMP service.

Risks of the AMP service

No Guarantee Expressed or Implied

The phrase "risk management protection" or simply "protection" should in no way be regarded as a guarantee against losses or even the mitigation of losses. Similarly, the word "participation" should in no way imply positive gains in a Client Account during periods of rising equity markets. GFAM may or may not be successful in achieving the investment objective of the

AMP service in any individual calendar year. The primary goal of the AMP service is some degree of mitigation of losses during falling equity markets (and participation in gains during rising markets), but this is not a guarantee.

Correlation Risk

The value of the holdings of the AMP service is intended to rise as the broad-based equity market declines. GFAM generally uses the S&P 500 as a benchmark for the AMP service in determining whether it is performing as intended. GFAM may, from time to time and as market conditions shift, adjust the benchmark for AMP, in order to target the AMP service more closely to the assets generally held in Client Accounts. GFAM may adjust the AMP benchmark by incorporating other market indices, such as those of smaller capitalization companies and/or of global equity markets. However, not all Client Accounts may perform similarly to GFAM's AMP benchmark. To the extent that the assets and performance of Client Accounts differ from GFAM's AMP benchmark, Client Accounts may not receive the same degree of risk management protection from the AMP service when the AMP benchmark declines.

Performance Measurement of the AMP Service

The goal of the AMP service is to mitigate the declines in a Client's Account during downturns in the AMP equity benchmark. However, consistent with the objective of the AMP service to provide risk management protection only against "severe and sustained" declines in the equity markets, GFWM measures the performance and success of the AMP service on a calendar year basis. The AMP service should not be expected to mitigate losses occurring over short periods of time, nor should the AMP service be expected to mitigate losses occurring from market declines that are relatively small or minor.

Risk/Return "Drift" in the AMP Service and the Postponement Option

GFAM will periodically review and may subsequently adjust the level of exposure to the AMP service in Client Accounts. These reviews may be conducted as a result of known changes in the underlying concentration of the Contra Fund, or they may be performed simply as part of a risk management review of Client Accounts.

Between the times that the level of exposure to the AMP service is adjusted, and usually as the result of a significant equity market movement, the risk/return characteristics of the AMP service may drift substantially from the characteristics the AMP service had at the time it was most recently reset. This is particularly true for the GMS and PMP Investment Solutions.

Clients should be aware that opening an Account in a GMS or PMP Investment Solution between the times that the AMP service is reset could result in a risk profile significantly different from the risk profile of that Account at the time of reset. For example, if the equity market declines substantially from the time the AMP service was last reset for Accounts in a GMS or PMP Investment Solution, an Account opened at that point in time may experience significantly reduced participation in any subsequent market rise between the time the Account was opened and the time of the next AMP service is reset. Similarly, if the equity market has risen significantly since the time of the last AMP service reset, an Account opened at that point in time may experience significantly reduced protection against any further market declines until the next AMP reset.

Clients opening a new Account in a GMS or PMP Investment Solution that have selected the AMP service as their risk management protection strategy may elect to postpone the investment of their assets until the next periodic reset of the AMP service. Any cash deposits received will be invested in cash equivalents until the subsequent AMP reset, and any securities received in-kind will be held until the subsequent reset as well. This "postponement option" is available only for new Client Accounts in the GMS or PMP Investment Solutions and is not available for subsequent contributions or additions to such Accounts.

Limiting Circumstances for Participation in Upside Equity Market Movements

The second goal of the AMP service is to allow growth in the equity portion of a Client's Account to increase the value of the overall Account. This is the "participation" portion of GFAM's "participation and protection" objective. Clients who elect AMP should know that the "cost" of the protection will mute returns when equity markets are increasing in value. This drag would generally result because (1) the AMP service acts contrary to the AMP equity benchmark used by GFAM to implement the AMP service, and (2) the cost of the hedging vehicles used in the AMP service may, from time to time, increase, particularly in declining equity market conditions. As a result, a Client's Account will not mirror the performance of the overall equity market. Portfolios with AMP may fall while the overall equity market is rising in certain time intervals, and may fall more than the overall equity markets in certain intervals. It should also be noted that a consistent pattern has been observed in the market that the cost of the AMP service rises and stays high for extended periods of time following periods of rapid or sustained equity market decline.

Disclosure of Conflicts of Interest

GFWM may receive management fees as investment adviser to the Contra Fund, currently a key component of the AMP service. Such management fees would be in addition to the fees GFWM receives under the IMSA.

REVIEW OF ACCOUNTS

GFWM's Investment Management ("IM") Department meets on an ongoing basis to review the performance of the Strategies within each of the Investment Solutions, as well as the individual performance of each Portfolio Strategist, Investment Manager, Overlay Manager and Investment Management Firm, and the individual securities used in the Investment Solutions. All Accounts are under the supervision of GFWM's IM Department. The Clients and their Financial Advisors may contact GFWM to arrange for consultations regarding the management of their Accounts. Clients should refer to their Financial Advisors to discuss and assess their current financial situation, investment needs and future requirements in order to implement and monitor investment Portfolios designed to meet the Client's financial needs.

TRADE EXECUTION AND BROKERAGE ALLOCATION

Trading is directed by and is the responsibility of GFWM. Subject to the Client's chosen Investment Solution and Strategies, GFWM gives instructions for the purchase and sale of securities for Client Accounts. GFWM selects the broker dealers or others with which transactions for Client Accounts are effected.

GFWM generally directs most, if not all, transactions to Fidelity Brokerage Services, LLC, and/or National Financial Services, LLC (collectively and individually "Fidelity") or other broker-dealers selected by GFWM, and contracted with by GFTC, in view of their execution capabilities, and because the selected broker-dealer(s) is paid by GFWM or GFTC and generally does not charge Client Accounts transaction-based fees or commissions for its execution service. In certain circumstances, better execution may be available from broker-dealers other than the broker-dealer(s) selected by GFWM. GFWM, or other Discretionary Manager in the instance of IMA and CMA Accounts, may trade outside the selected broker-dealer(s).

GFWM will normally combine purchase and sale transactions for a security into a single brokerage order. By combining the purchase and sale transactions into a single brokerage order, Clients that are buying a security will receive the same average price as Clients that are selling the same security and Clients selling will receive the same average price as Clients that are buying the same security, based on the single net order placed by GFWM. This aggregation process could be considered to result in a cross transaction among affected Client accounts.

ETFs are traded daily at market determined prices on a national exchange in a similar manner to other individual equity securities. Although ETFs are priced intra-day in the same manner as other equity securities, GFWM directs trades for ETFs once daily. The actual timing of trade order execution may vary, depending upon trade volume, systems limitations and issues beyond GFWM's control, and the actual fulfillment of trade orders by the broker in the market may take place at different prices and different times throughout the day. GFWM generally submits all ETF trade for a given day to the broker at the same time in order to provide the most feasibly equivalent execution for all participating Clients. With respect to ETFs for which it may be impracticable to execute all transactions in a single day in response to a Portfolio Strategist's adjustments and rebalancing of its ETF asset allocation, ETF trades may be placed on a "not held" basis, with timing and pricing instructions from GFWM that the broker can use to execute the trades during subsequent trading days.

Clients should be aware that the arrangement regarding Fidelity described above may operate as an incentive for GFWM to utilize that broker dealer regardless of execution quality, in order to avoid incurring the charges that may accompany trading with other broker dealers. This incentive may create a conflict of interest to the extent that GFWM utilizes Fidelity to execute trades for Client accounts when higher quality execution might be available through other broker dealers.

PROXY VOTING POLICY

General

If the Account is invested in an IMA, CMA or UMA Investment Solution, the Client designates the applicable Discretionary Manager as its agent to vote proxies on securities in the Account and make all elections in connection with any mergers, acquisitions and tender offers, or similar occurrences that may affect the assets in the Account. Client acknowledges that as a result of this voting designation it is also designating the Discretionary Manager as its agent to receive proxies, proxy solicitation materials, annual reports provided in connection with proxy solicitations and other materials provided in connection with the above actions relating to the assets in the Account. However, the Client retains the right to vote proxies and may do so by notifying GFWM in writing of the desire to vote future proxies. Additionally, this designation of the Discretionary

Manager to vote proxies and the Client's right to vote proxies may not apply to securities that may have been loaned pursuant to a securities lending arrangement.

In the instance of the Genworth Financial Contra Fund and the AssetMark Funds, and any other mutual fund or ETF that may be advised by GFWM or an affiliate, GFTC will vote 100% of the shares it holds in custody for GFWM clients in the proportion of the votes received from beneficial shareholders whose shares GFTC holds in custody.

The Client retains the right to vote proxies if the Account is invested in a Mutual Fund, ETF or Variable Annuity Investment Solution.

In all instances the Client shall make any and all elections with regard to participation in class actions, notices regarding bankruptcies and similar elections.

GFWM's Policies

Below is a summary of GFWM's proxy voting policies and procedures. To receive a copy of GFWM's Proxy Voting Policies and Procedures or to find out how GFWM voted Client securities, Clients should call GFWM Advisor Services at 800 238-0810.

GFWM has adopted Proxy Voting Policies and Procedures ("Policies") designed to fulfill its duties of care and loyalty to its Clients. These Policies provide for the identification of potential conflicts of interest and determination of whether the potential conflict may be material, and establish procedures to address material conflicts of interest. Included in the available methods to address voting items identified as those in which GFWM may have a material conflict of interest are use of GFWM's predetermined proxy voting guidelines. These guidelines provide, generally, that the best interests of the Client should be determined with a focus on keeping fees low, unless necessary to benefit the Client, and on keeping risk low, unless there is commensurate added value to the Client, and include a cost/benefit assessment. The specific guidelines established in the Policies address a broad range of issues including board composition, executive and director compensation, capital structure, corporate reorganizations shareholder rights, and social and environmental issues. In instances of potential material conflicts of interest, GFWM may also refer a proposal to the Client and obtain the Client's instruction on how to vote, or disclose the conflict to the Client and obtain the Client's consent on its vote. GFWM is not obligated to vote every proxy; there may be instances when refraining from voting is in the best interests of the Client. GFWM may vote the securities of different Clients differently and may use a proxy voting service. GFWM may consult with the Investment Management Firm who recommended a security for the Investment Management Firm's recommendation on the manner in which to vote the security. GFWM will generally delegate the voting of all proxies by the AssetMark Funds to the Sub Advisors engaged to advise the AssetMark Funds.

INVESTMENT IN GE AND GENWORTH SECURITIES

GFWM is wholly owned by Genworth Financial, Inc. ("Genworth"). GFWM does not invest Client Account assets in securities issued by Genworth or its affiliates, even when the Client's investment objective might call for investment in companies having characteristics similar to those of Genworth or its affiliates.

The Discretionary Managers of IMA and CMA Investment Solutions that are not affiliated with GFWM may invest the Account in securities issued by Genworth Financial, Inc., or any of its affiliates.

Genworth was formerly a subsidiary of General Electric Company ("GE"). GE no longer has any ownership interest in GFWM's parent, Genworth, and GFWM has determined that, it may invest Client Accounts in securities issued by GE and its affiliates. GFWM's investment of Client Accounts in GE securities will be based on the investment merits of the securities and the determination that the investment is appropriate. Although GE no longer has an ownership interest in Genworth, conflicts of interest may still exist in GFWM's investment of Client Accounts in GE securities because GFWM, Genworth and their affiliates continue to maintain certain relationships, including service agreements, with GE and its affiliates.

The mutual funds and other collective investment vehicles in which Client assets may be invested may invest, depending upon their investment objective and decisions by their independent investment managers, in securities issued by Genworth and/or GE and/or their affiliates. GFWM will not have any role in determining whether a fund should purchase or sell Genworth or GE securities. GFWM may invest Client assets in funds that have held, hold or may hold Genworth or GE securities. GFWM's decision to invest Client assets in such funds will be based on the merits of investing in such a fund and a determination that such an investment is appropriate for the Client's selected investment objective.

INVESTMENT AND TAX RISKS

Clients should understand that all investments involve risk (the amount of which may vary significantly), that investment performance can never be predicted or guaranteed and that the value of their Accounts will fluctuate due to market conditions and other factors. Clients who open Accounts by transferring securities instead of opening an Account with cash, should also understand that all or a portion of their securities may be sold either at the initiation of or during the course of management of their Accounts. The Client is responsible for all of the tax liabilities arising from such transactions and is encouraged to seek the advice of a qualified tax professional. GFWM does not provide tax advice.

FEES

OVERVIEW

The fees applicable to each Account on the Platform are:

1. Initial Consulting Fees;
2. Account Fees – comprised of the Client Fee plus, if applicable, the Investment Manager Fee; and
3. Other Fees and Expenses, such as Special Request Services Fees, if applicable.

Unless other arrangements are made, the Custodian will debit these fees from the Account. Additional fees may be due pursuant to a separate Custody Agreement with the Custodian.

INITIAL CONSULTING FEE (“ICF”)

An Initial Consulting Fee (“ICF”) of up to one percent (1.00%) of any cash deposit or in-kind investment transfer of \$2,000 or more to the Account may be assessed and paid to the Financial Advisory Firm. The amount of the ICF, if any, will be determined by agreement between the Client and the Client’s Financial Advisor.

ACCOUNT FEES

The Account Fee consists of:

- the Client Fee plus,
- for Accounts invested in IMA or UMA Investment Solutions, applicable Investment Manager Fees.

The Client Fee consists of:

- the Financial Advisor Fee plus
- the GFWM Advisory Fee.

Account Fees are payable quarterly, in advance, for the upcoming calendar quarter, at the annual rates provided below, based on the Account assets.

For the initial deposit to the Account and for any subsequent, additional amounts deposited to the Account, each portion of the Account fee will be charged upon investment of the deposit and be equal to the amount of the initial or subsequent deposit multiplied by one quarter (25%) of the applicable annual rate for each of the Financial Advisor Fee, GFWM Advisory Fee and, if any, the Investment Manager Fee, determined by referencing the value of the Account assets plus the deposit being processed.

Clients will pay a first quarter Account Fee for the quarter in which the IMSA is executed, and, with respect to any additional amounts subsequently deposited in the Client’s Account, will pay a first quarter Account Fee on any such additions for the quarter in which such amounts are deposited. The first quarter Account Fee will be in an amount equal to one-quarter (25%) of the annual Account Fee based on the value of the assets initially invested in the Client’s Account or added to the Account, as the case may be. Thereafter, the quarterly Account Fee will be payable in advance for each succeeding calendar quarter on the first day of the quarter, and will be calculated based on the average daily value of Account assets under management during the immediately preceding calendar quarter.

Each of the Financial Advisor Fee, GFWM Advisory Fee and, if applicable, the Investment Manager Fee are calculated on a “tiered” basis with the assets on the lowest asset value tier receiving the highest percentage rate fee and only assets over the value level for the higher tiers receiving the lower percentage rates fees.

Upon termination of the Account, any prepaid Account Fees are refunded pro-rata.

Billing notices will be provided with the Client's periodic account statements.

FINANCIAL ADVISOR FEE

The Financial Advisor ("FA") and Client select an annual rate for the Financial Advisor Fee, which is paid to the Financial Advisory Firm, by choosing:

1. a Negotiated Rate – a rate between and including 0 to 1.35% (135 basis points), as negotiated and agreed between the Client and the Financial Advisor; or
2. the Standard Financial Advisor Fee Rate – the rate specified below for the Account's Investment Solution.

For Category I Investment Solutions (for all Accounts, except for those investing 100% in fixed income investments):

<u>Assets Under Management</u>	<u>Standard Financial Advisor Fee Rate</u>
First \$500,000	1.00%
\$500,000 – \$1 million	0.80%
\$1 million – \$5 million	0.50%
Over \$5 million	0.30%

For Category II Investment Solutions (for Accounts investing 100% in fixed-income investments):

<u>Assets Under Management</u>	<u>Standard Financial Advisor Fee Rate</u>
First \$500,000	0.50%
\$500,000 – \$1 million	0.50%
\$1 million – \$5 million	0.25%
Over \$5 million	0.15%

Category I and II Investment Solutions are identified below in the listing of the GFWM Advisory Fee annual rates.

GFWM ADVISORY FEE SCHEDULES

Following are the GFWM Advisory Fee schedules for the various Investment Solutions. The annual rate of the ongoing GFWM Advisory Fee is based on the amount and type of assets under GFWM management. Each fee schedule is tiered so that, subject to certain exceptions, the first dollar under management receives the highest fee and only those assets over the breakpoints receive the reduced fees. Assets held in one GFWM Investment Solution Account may be considered when determining assets under management for breakpoint purposes relating to another Investment Solution Account held for the benefit of the same or a related person.

Mutual Funds, ETFs & Variable Annuity Accounts¹

Account Asset Level	AssetMark Mutual Funds	Third-Party Mutual Funds	ETF Accounts	Variable Annuity Accounts
First \$ 250,000	0.00%	0.45%	0.45%	0.65%
\$ 250,000 - \$ 500,000	0.00%	0.40%	0.45%	0.60%
\$ 500,000 - \$ 1,000,000	0.00%	0.35%	0.45%	0.55%
\$ 1,000,000 - \$ 2,000,000	0.00%	0.30%	0.40%	0.50%
\$ 2,000,000 - \$3,000,000	0.00%	0.20%	0.40%	0.40%
\$ 3,000,000 - \$ 5,000,000	0.00%	0.20%	0.35%	0.40%
Over \$ 5,000,000	0.00%	0.20%	0.25%	0.40%

Privately Managed Accounts

Account Asset Level	Third-Party IMA ¹	GFAM Preservation Strategy IMA ²	GFAM Fixed Income IMA ²	CMA ¹
First \$ 250,000	0.45%	0.75%	0.45%	0.80%
\$ 250,000 - \$ 500,000	0.45%	0.50%	0.45%	0.80%
\$ 500,000 - \$ 1,000,000	0.45%	0.50%	0.35%	0.80%
\$ 1,000,000 - \$ 2,000,000	0.40%	0.45%	0.25%	0.75%
\$ 2,000,000 - \$ 3,000,000	0.40%	0.45%	0.25%	0.75%
\$ 3,000,000 - \$ 5,000,000	0.35%	0.40%	0.25%	0.70%
Over \$ 5,000,000	0.25%	0.30%	0.20%	0.65%

¹ In addition to the rates described in the above tables, an additional fee of up to 0.10% annually may be deducted from Client Account assets and paid to certain Financial Advisory Firms, if the Account is invested in a Mutual Fund, ETF, Variable Annuity, Third-Party IMA or CMA Investment Solutions.

² There is no Investment Manager Fee for GFAM IMA Accounts.

UMA Accounts (GMS, PMP & ARO)

Account Asset Level	GMS I	GMS II	ARO 50	ARO 100	ARO 250 ARO 500 PMP I	PMP II
First \$100,000	0.75%	0.40%	0.75%	0.65%	0.85%	0.45%
\$100,000 to \$250,000	0.55%	0.25%	0.75%	0.65%	0.85%	0.45%
\$ 250,000 - \$ 500,000	0.45%	0.20%	0.45%	0.45%	0.85%	0.45%
\$ 500,000 - \$ 1,000,000	0.40%	0.15%	0.40%	0.40%	0.70%	0.35%
\$ 1,000,000 - \$ 2,000,000	0.40%	0.10%	0.40%	0.40%	0.47%	0.15%
\$ 2,000,000 - \$ 3,000,000	0.40%	0.10%	0.40%	0.40%	0.47%	0.15%
\$ 3,000,000 - \$ 5,000,000	0.40%	0.10%	0.40%	0.40%	0.47%	0.15%
Over \$ 5,000,000	0.25%	0.00%	0.25%	0.25%	0.25%	0.00%

INVESTMENT MANAGER FEE

For an IMA Investment Solution and UMA Investment Solution, an Investment Manager Fee is payable to the Account's Discretionary Manager. Each Discretionary Manager has established an independent fee schedule for the applicable IMA or UMA Strategy. These fees are payable on Account assets at the following annual rates.

ING Investment Management – Intermediate fixed income – 0.30% (30 basis points).

Nuveen Asset Management. – Municipal Bond Strategies – 0.35% (35 basis points).

GFAM – UMA Accounts, including GMS, ARO and PMP – 0.60% (60 basis points).

No Investment Manager Fee is payable to the Discretionary Manager for the GFAM IMA Investment Solutions or the CMA Investment Solutions.

SERVICES PROVIDED FOR FEES

The fees generally charged Client Accounts are, under the IMSA, the Initial Consulting fee, the Financial Advisor Fee, the GFWM Advisory Fee and, as applicable for IMA and UMA Accounts, an Investment Manager Fee and, under the Custody Agreement with GFTC, any applicable Custody Fee, i.e., GFAM Strategy Accounts (UMAs and GFAM IMAs do not pay a Custody Fee unless they are under \$250,000). (Custody services are discussed below.) Other fees for special services may also be charged. The Client should consider all applicable Account fees.

The services provided for those fees charged under the IMSA are discussed throughout this Disclosure Brochure. A brief summary of those services is described below.

Initial Consulting Fee and Financial Advisor Fee

Any Initial Consulting Fee and the Financial Advisor Fee are paid to the Financial Advisory Firm with which the Client's Financial Advisor is associated and compensate for the consultation and other support services provided by the Financial Advisory Firm through the Financial Advisor. These services include obtaining information regarding the Client's financial situation and investment objectives, conducting an analysis to make a determination of the suitability of the services to be provided by GFWM for the Client, providing the Client with GFWM disclosure documents, assisting the Client with Account paperwork and being reasonably available for ongoing consultations with the Client regarding the Client's investment objectives.

GFWM Advisory Fee

The GFWM Advisory Fee compensates GFWM for maintaining the Platform and providing advisory and administrative services to the Account.

The advisory services include, but are not limited to: selecting, reviewing and replacing, as it deems appropriate, the Portfolio Strategists providing allocations, Investment Management Firms providing securities recommendations, Discretionary Managers providing discretionary management services and other Consultants and service providers; review and validation of Portfolio Strategists' recommendations; and selecting brokerage for mutual fund and ETF shares.

The administrative services include, but are not limited to: arranging for custodial services to be provided by GFWM affiliate, GFTC (pursuant to separate agreement between Client and GFTC) and coordinating with GFTC regarding delivery of comprehensive Account services; preparation and mailing to Clients of quarterly performance reports (to complement Account Statements provided by Custodian GFTC); maintenance and access to electronic or web-based inquiry system that provides detailed information on each Client Account on a daily basis; and maintaining a Client 800 number and inquiry system.

Investment Manager Fee

For an Account invested in a third-party IMA Investment Solution or UMA Investment Solution, a separate Investment Manager Fee is payable to GFWM. The Investment Manager Fee compensates for services provided by the Discretionary Manager that are customary for a Discretionary Manager to take, including, selecting, buying, selling and replacing securities for the Account and selecting the broker-dealers with which transactions for the Account will be effected.

FEES FOR OTHER SERVICES

Non-standard service fees incurred as a result of special requests from Clients, such as wiring funds or overnight mailing services, will be an expense of the Client's Account and may be deducted by GFTC at the time of occurrence. An authorized officer of GFWM or GFTC must approve exceptions.

CUSTODY SERVICES AND FEES

The assets of each Client Account must be custodied at GFWM affiliate GFTC, and each Client must contract separately with GFTC for custodial services. Pursuant to that Custody Agreement, the Client authorizes GFTC to debit the following Custodial Account Fees from the Account. These fees are for GFTC's custodial services to the Account and are separate, and in addition to, other fees that GFTC may be authorized to deduct from the Account, including the fees under the IMSA.

All Client accounts are separately maintained on the records of GFTC. Client funds and securities may be held in omnibus accounts at various banks, broker-dealers and mutual fund companies. The holdings of these omnibus accounts reflect book-entry securities, which GFTC allocates to the individual Client accounts on its own records. GFTC may use sub-custodians in fulfilling its responsibilities, including National Financial Services Corp., whose affiliated broker-dealer, Fidelity Brokerage Services, LLC, also provides brokerage and clearing services for Client accounts, and Bank One.

GFTC may also trade mutual fund shares on behalf of Clients, including the AssetMark Funds and the Genworth Financial Contra Fund, either directly with such funds or through National Securities Clearing Corporation ("NSCC").

GFTC provides Clients with a quarterly statement of their account, with information including Account holdings and fees; full year-end tax reporting for taxable accounts and fiscal year-end reporting for Accounts held for tax-qualified entities; and access to electronic or web-based inquiry system that provides detailed information on each Client's account on a daily basis.

The Custodial Account Fee will differ depending upon the Investment Solution chosen for the Account. Assets of other Accounts owned by the same Client will not be aggregated when calculating Custodial Account Fees.

Custodial Account Fee for Mutual Fund Accounts – flat quarterly fee

If the Account is invested pursuant to a Mutual Funds Investment Solution, including those in the Distribution Strategies which invest in mutual funds, and contains assets as of the last business day of any calendar quarter, a Custodial Account Fee

of \$37.50 shall be due and debited the Account, on the first business day of the following calendar quarter, in payment of fees for the upcoming calendar quarter. No fees are charged upon receipt of assets to an Account. No fees are prorated or refunded.

Custodial Account Fee for ETF, IMA and CMA Accounts – basis points fee on assets

If the Account is invested pursuant to: 1. an ETF Investment Solution, including those in the Distribution Strategies which invest in ETFs, or 2. an Individually Managed Account (“IMA”) Investment Solution, but not including a GFAM IMA (discussed below), or 3. a Consolidated Managed Account (“CMA”) Investment Solution, a Custodial Account Fee shall be payable quarterly, in advance, for the upcoming calendar quarter, at the following annual rates, based on the average daily value of the Account’s “billable assets” for the period during which assets were held in custody during the preceding calendar quarter. The Account’s “billable assets” do not include any mutual fund shares on which GFTC receives “service fee” income pursuant to shareholder services or administrative services agreements that GFTC may have with mutual funds and/or their services providers. The Custodial Account Fee shall be calculated on a “tiered” basis with the assets on the lowest asset value tier receiving the highest percentage rate fee and only assets over the value level for the higher tiers receiving the lower percentage rates fees. No fees are charged upon receipt of assets to an Account or during the Account’s first calendar quarter. No fees are prorated or refunded, including upon termination of the Account.

Table I applies if the Account is invested in an ETF Investment Solution, other than those in the Distribution Strategies which invest in ETFs, or a Third Party IMA Investment Solution which invests in assets identified as equity allocations.

Table II applies if the Account is invested in a Third Party IMA Investment Solution that is invested in assets identified as a fixed income allocation.

Table III applies if the Account is invested in a CMA Investment Solution or a Distribution Strategies ETF Investment Solution.

CUSTODIAL ACCOUNT FEE TABLES ETF, IMA and CMA Accounts

Table I – ETF and Third Party Equity IMA

Tier	Tier Billable Assets	Tier Annual Rate
1	On amounts of \$250,000 and below	0.25%
2	On additional amounts over \$250,000 and up to \$1 million	0.10%
3	On additional amounts over \$1 million and up to \$2 million	0.08%
4	On additional amounts over \$2 million	0.05%

Table II – Third Party Fixed Income IMA

Tier	Tier Billable Assets	Tier Annual Rate
1	On amounts of \$500,000 and below	0.15%
2	On additional amounts over \$500,000 and up to \$1 million	0.10%
3	On additional amounts over \$1 million and up to \$2 million	0.08%
4	On additional amounts over \$2 million	0.05%

Table III – CMA and ETF version of Distribution Strategies

Tier	Tier Billable Assets	Tier Annual Rate
1	On amounts of \$500,000 and below	0.15%
2	On additional amounts over \$500,000 and up to \$2 million	0.09%
3	On additional amounts over \$2 million	0.05%

For Fee Tables I, II, and III, the following minimum custody fees apply:

ETF and Third Party Equity IMA	\$250 annually per account
Third Party Fixed Income IMA	\$250 annually per account
ETF version of Distribution Strategies	\$350 annually per account
CMA	\$750 annually per account

GFAM IMA – If the Account is invested in an IMA Investment Solution managed by the Genworth Financial Asset Management (“GFAM”) Division of GFWM (a “GFAM IMA”), no separate custodial account fee will be charged.

Payment for custodial and brokerage or trading services is included in the GFWM Advisory Fee pursuant to the IMSA. GFAM IMAs include the Preservation Strategy (which invests generally in mutual funds) and fixed income IMAs.

Custodial Account Fee for UMA Accounts – basis points fee on deposits to small accounts

If the Account is invested pursuant to a Unified Managed Account (“UMA”) Investment Solution, payment for custodial and brokerage or trading services is included in the GFWM Advisory Fee pursuant to an IMSA. No separate custodial account fee will be charged to an Account invested in a UMA Investment Solution unless it is a “small account” as described below.

If UMA Account assets plus the value of the deposit being made to the Account are valued at less than \$250,000, a Custodial Account Fee of 0.25% shall be payable on any cash deposit or in-kind investment transfer of \$2000 or more.

Additional IRA & ERISA Account Fee

GFWM’s Advisory Fee and GFTC’s Custody Account Fee do not include any separate fee or charge for IRA and ERISA Plans. In both the IMSA with GFWM and Custody Agreement with GFTC, the Client acknowledges and agrees an “IRA & ERISA Account Fee” is payable pursuant to the Custody Agreement with GFTC. This IRA & ERISA Account Fee is 0.50% annually on Account assets up to \$500,000, 0.375% annually on Account assets over \$500,000 and up to \$1,000,000 and 0.25% annually on Account assets over \$1,000,000, and pays for the additional custodial and related services provided by GFTC to IRA and ERISA Accounts. This IRA & ERISA Account Fee is offset by fees and income that GFTC may receive from mutual funds in which IRA and ERISA Account assets are invested, and from banks or other institutions holding deposits of Account assets. At this time, GFTC intends to waive any portion of the IRA & ERISA Account Fee not covered by this income. In addition, the Account will receive a credit to the extent that any such income paid to GFTC exceeds the IRA & ERISA Account Fee.

Custodial Fee for Non-Managed Assets

Clients may transfer assets in-kind, to the extent acceptable to GFTC, to the custodial Account established pursuant to the Custody Agreement with GFTC with instructions that GFWM not exercise discretionary authority over those assets (“non-managed assets”). GFWM will not be responsible for these assets. GFWM will neither manage these assets nor give any advice with regard to these assets. The fees for non-managed assets are fully described in the GFTC Custody Agreement.

OTHER FEE DISCLOSURES

Negotiated Fees

The Financial Advisor and Client select the Financial Advisor Fee rate, up to a maximum of 1.35% annually.

Some of GFWM’s management fees are negotiable, and exceptions to the fee schedule detailed above may be made with the approval of an authorized officer of GFWM. Exceptions to GFWM’s Advisory Fee schedule for its Investment Solutions include accounts of Genworth Financial employees and employees of broker-dealer, investment advisory or other firms with whom GFWM maintains an active selling agreement, any of which may be offered discounted fees. Exceptions or other modifications to the fee schedule or minimum account size require the approval of an authorized officer of GFWM. Client contracts that preceded current fee schedules remain at the fee schedule specified in their contract until the Client signs a new contract or amends their current management contract.

Disclosure Regarding Fee Rates

Clients should be aware that the fees charged by GFWM may be higher or lower than those charged by others in the industry and that it may be possible to obtain the same or similar services from other investment advisers at lower or higher rates. A Client may be able to obtain some or all of the types of services available through GFWM on an “unbundled” basis through other firms and, depending on the circumstances, the aggregate of any separately-paid fees may be lower or higher than the annual fees shown above. Clients should also be aware that the charge of an Initial Consulting Fee is not standard in the investment advisory industry.

Clients should also be aware that the Financial Advisors recommending these advisory services receive compensation as a result of Clients’ contracting with GFWM for these services. This compensation may be more than that person would receive if the Client participated in other services offered by GFWM. The person recommending these services may, therefore, have a financial incentive to recommend these services over other services offered by GFWM.

Other Fees and Expenses Borne by Client Accounts

Some expenses are inherent within the investments held in Client Accounts. Mutual funds pay management fees to their investment advisers, and certain funds and bank money market accounts have other types of fees or charges, including 12b-1, administrative or shareholder servicing fees, bank servicing or certain other fees, which may be reflected in the net asset

value of these mutual funds held in Client Accounts. Such expenses are borne by all investors holding such securities in their Accounts and are separate from GFWM's fees or charges.

Some mutual funds may charge short-term redemption fees. Currently, GFWM seeks to avoid investing Client assets in funds that charge such fees to the extent practicable, but avoidance of these fees cannot be guaranteed.

In addition to the payments it receives from GFWM for Client custodial services, GFTC receives administrative services or other fees ("ASFs") either directly from certain mutual funds, banks and insurance companies, or from their respective service providers. Any such income received by GFTC is in payment of administrative services it provides. These payments may be used to offset the annual custody fees that are otherwise payable by IRA and ERISA Clients.

The Account may also incur expenses related to deposits on small accounts and the custody of foreign securities, including fees from paying agents of the issuers of foreign securities, such as American Depositary Receipts (e.g., "ADR Fees"). ADR Fees may appear as a separate fee on Account statements.

GENERAL INFORMATION REGARDING CLIENT ACCOUNTS

CUSTODY OF CLIENT ASSETS

All mutual funds and ETFs purchased for the Client's Portfolio are held by GFTC as custodian for the Client. Each of the Client's investments is held by GFTC in the Client's name in a separate account. The Client is entitled to receive a copy of the Prospectus for each mutual fund, and confirmations of each security purchased and sold for the Client's account (either separately or as part of the periodic custodial statement) and copies of all annual and periodic reports issued by the mutual funds the Client holds. The IMSA provides that the Client delegate receipt of such materials and confirmations to GFWM, but such delegation can be terminated and the Client can receive such materials and confirmations by providing written notice to GFTC. In addition, the Client retains all indicia of beneficial ownership, including, without limitation, all voting power and other rights as a security holder in each of the funds held for the Client. Variable annuity sub-accounts will be held pursuant to the terms and conditions contained in a variable annuity Prospectus delivered to the Client by the specific variable annuity issuer.

The standard minimum investment through the Platform will generally be \$50,000 for Mutual Fund and Variable Annuity Accounts, and \$100,000 for ETF Accounts. GFWM reserves the right, in its sole judgment, to accept certain investments below the standard minimum.

Genworth Financial Trust Company ("GFTC"), an Arizona trust company and affiliate of GFWM, serves as custodian for most of GFWM's Client account assets. GFTC's address, which may be used for overnight couriers, is 3200 North Central Avenue, Seventh Floor, Phoenix, Arizona 85012. Its mailing address is P.O. Box 80007, Phoenix, Arizona 85060. The telephone number is 602-285-3500 and the fax is 602 277.0202.

GFTC maintains on its books a separate account for each Client Account and segregates in its books each Client Account's assets. For those Client Accounts managed by GFWM, GFTC does not take physical custody of Client assets, but holds assets by book entry. GFTC may utilize sub-custodians in fulfilling its responsibilities, including National Financial Services Corp., whose affiliated broker-dealer, Fidelity Brokerage Services, LLC, also provides brokerage and clearing services for Client accounts, and Bank One.

CLIENT REPORTS

Periodic custody statements are mailed to Clients detailing their individual Account(s), including portfolio holdings and market prices, all transactions (such as trades, cash contributions and withdrawals, in kind transfers of securities, interest and dividend or capital gains payments) for each individual Client Account, advance fee billing notice and fee deductions. Additionally, Clients are able to inquire about their current holdings and the value of their Accounts on a daily basis by electronic or web-based access. The Custodian also sends a Transaction Acknowledgement to the Client for all cash contributions, withdrawals and in kind transfers as they occur. Although the standard form of IMSA provides that the receipt of individual transaction confirmations is waived by the Client, a Client may elect, by written request to GFTC, to receive a confirmation of each security transaction and such confirmations will thereafter be provided.

Year-end summaries of realized gains and losses (IRS Schedule D information), and dividends and interest received (IRS 1099-DIV and 1099-INT) are mailed to all taxable account Clients by GFTC. A special fiscal year-end report is mailed to qualified plan Clients upon request.

PAYMENTS BY CHECK

An initial deposit to open an Account, or contribution to an existing Account, made by check may not be available for redemption or withdrawal for 15 calendar days following the date of deposit to provide for proper check clearance. Exceptions must be authorized by an officer of GFWM or GFTC.

IRA AND ERISA ACCOUNTS

If a Client is an Individual Retirement Account (IRA) or subject to ERISA, the Client and/or their Financial Advisor must inform GFWM in writing, and the Client agrees to be bound by the terms of the "ERISA and IRA Supplement to GFWM Investment Management Services Agreement." GFWM does not serve as a trustee or plan administrator for any ERISA plan, and does not advise such plans on issues such as funding, diversification or distribution of plan assets.

REASONABLE RESTRICTIONS, PLEDGING AND WITHDRAWING SECURITIES

GFWM Clients have the option to place restrictions against investments in specific securities or types of securities for their account that are reasonable in light of the advisory services being provided under the different Investment Solutions offered on the Platform. Requests for such restrictions are reviewed by GFWM to ensure that they are reasonable and will not unduly impair GFWM's ability to pursue the Investment Solution and Strategy selected by the Client. Clients may also pledge the securities in their account or withdraw securities from their account (transfer in-kind to another account or custodian), but must do so by giving instructions in writing to GFWM and GFTC.

PROSPECTUSES & OTHER INFORMATION

In signing the IMSA, Clients have designated GFWM as their agent and attorney-in-fact to obtain certain documents related to securities purchased on a discretionary basis by GFWM for their account. Clients waive receipt of prospectuses, shareholder reports, proxies and other documents. This waiver by the Client may be rescinded at any time by written notice to GFWM.

On request, GFWM will provide Clients with an overview briefly describing any Portfolio Strategist or Investment Management Firm participating in an Investment Solution. These overviews will focus on each Portfolio Strategist's or Investment Management Firm's investment style. The Genworth Financial Contra Fund prospectus and shareholder reports are also made available to those Clients invested in that fund.

ACCOUNT LIQUIDITY RESERVE

To properly maintain cash flows for Client needs, a portion of all Client accounts is maintained in a short term investment vehicle. This liquidity reserve may be invested in a money market mutual fund or other short term pooled investment vehicle.

DELIVERY OF FUND REDEMPTION PROCEEDS

Mutual funds may be included in Client Accounts. Under certain economic or market conditions or other circumstances, mutual funds may pay redemption proceeds by an in-kind distribution of securities in lieu of cash. Mutual funds, broker-dealers or transfer agents may experience delays in processing orders, or may suspend redemptions or securities trading under emergency circumstances declared by the Securities and Exchange Commission, the New York Stock Exchange, or other stock exchanges or regulatory agencies.

PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS

GFWM has adopted a Code of Ethics (the "Code") that is intended to comply with the provisions of Rule 204A-1 under the Investment Advisers Act of 1940 ("Advisers Act"), which requires each registered investment adviser to adopt a code of ethics setting forth standards of conduct and requiring compliance with federal securities laws. Additionally, the Code is designed to comply with Section 204A of the Advisers Act, which requires investment advisers to establish, maintain and enforce written policies and procedures reasonably designed, taking into consideration the nature of such investment adviser's business, to prevent the misuse of material, non-public information by any person associated with such investment adviser. GFWM's Code requires that all "Supervised Persons" (including officers and certain affiliated persons and employees of GFWM) in carrying out the operations of GFWM, adhere to certain standards of business conduct. Specifically, the Code requires that these persons: (i) comply with all applicable laws, rules and regulations, (ii) avoid any conflict of interest with regard to GFWM and its Clients, (iii) avoid serving their personal interests ahead of the interests of GFWM and its Clients, (iv) avoid taking inappropriate advantage of their position with GFWM or benefiting personally from any investment decision made, (v) avoid misusing corporate assets, (vi) conduct all of their personal securities transactions in compliance with the Code, and (vii) maintain, as appropriate, the confidentiality of information regarding GFWM's operations.

The Code contains a number of prohibitions and restrictions on personal securities transactions and trading practices that are designed to protect the interests of GFWM and its Clients. First, the Code prohibits trading practices that have the potential to harm GFWM and/or its Clients, including excessive trading or market timing activities in any account that GFWM manages, trading on the basis of material non-public information, and trading in any "Reportable Security" which is being purchased or sold, or is being considered for purchase or sale by the Accounts managed by GFWM or any GFWM-advised funds. Second, the Code mandates the pre-clearance of certain personal securities transactions, including transactions in securities sold in initial public offerings or private placements. The Code also requires the pre-clearance of Reportable Security transactions for certain Access Persons. Finally, the Code requires employees to submit, and the Chief Compliance Officer (the "CCO") to review, initial, quarterly and annual holdings and transaction reports.

GFWM utilizes the service of Financial Tracking Technologies to provide enhanced tracking of employee transactions and gives GFWM the ability to analyze employee trading against certain parameters and transactions in its managed Accounts or

any GFWM-advised funds. Access Persons also utilize this system to annually certify their receipt of, and compliance with, the Code and pre-clear their Reportable Security transactions, if they are required to do so by the Code.

All Supervised Persons under the Code are responsible for reporting any violations of the Code to the CCO. The Code directs the CCO to submit reports to the Board of Trustees of any GFWM-advised funds regarding compliance with the Code, and to impose sanctions on violators, as warranted.

GFWM will provide a copy of the Code to any Client or prospective Client upon request.

GFWM EDUCATION AND BUSINESS STANDARDS

GFWM requires that employees providing investment advice are required to have financial or analytical experience and to have qualified for registration as an Investment Advisory Representative as required by applicable state securities regulations, either by having passed the Uniform Investment Adviser Law Examination (Series 65) or by possessing other qualifying designations. In addition to the foregoing, members of GFWM's Investment Management Department ("IM Department") are generally required to have a college education or equivalent experience, analytical or portfolio management experience, and/or to have obtained the Chartered Financial Analyst (CFA) designation.

GFWM is a wholly owned subsidiary of Genworth Financial, Inc., a publicly held insurance holding company. GFWM was previously named AssetMark Investment Services, Inc. ("AIS"), and was renamed in connection with the merger of an affiliated registered investment adviser, Genworth Financial Asset Management, Inc., into AIS. GFWM is also the investment adviser for the AssetMark Funds and the Contra Fund. An affiliate of GFWM, Capital Brokerage Corporation ("CBC") is a broker-dealer registered with the Financial Industry Regulatory Authority ("FINRA") and acts as the distributor for the AssetMark Funds and the Contra Fund.

BACKGROUND OF PRINCIPAL OFFICERS & INVESTMENT MANAGEMENT STAFF

PRINCIPAL OFFICERS

Ronald Dennis Cordes, born in 1959, is Co-Chairman of GFWM. Previously, he was Chairman of AssetMark Investment Services, Inc. Mr. Cordes is also a registered principal of CBC. Mr. Cordes received his Bachelor's Degree in Business Administration in 1981 from the University of California, Berkeley.

Gurinder Singh Ahluwalia, born in 1965, is Co-Chairman of GFWM. Previously, he was Vice Chairman of AssetMark Investment Services, Inc. and Director, Chairman of the Board, President and Chief Executive Officer of Genworth Financial Asset Management, Inc. Mr. Ahluwalia received a B.E. degree in 1987 from The Cooper Union, New York, New York, a Bachelor's Degree in 1987 from New York University, and Master's Degree in 1990 from New Jersey Institute of Technology.

Brian Robert O'Toole, born in 1958, is Chief Executive Officer of GFWM. Previously, he was Chief Executive Officer of AssetMark Investment Services, Inc. Mr. O'Toole received a Bachelor's Degree in Political Economics in 1979 from the University of California, Berkeley.

Richard Edward Steiny, born in 1956, is President of GFWM. Previously, he was President of AssetMark Investment Services, Inc. Mr. Steiny is a Registered Principal with CBC. Mr. Steiny received his Bachelor's Degree in Political Economics in 1979 from the University of California, Berkeley.

Daniel Patrick O'Toole, born in 1966, is National Director of Sales & Consulting for GFWM. Previously, he was Regional Consultant for the U.S. Midwest Region, Senior Vice President and Director of Sales and Consulting of AssetMark Investment Services, Inc. Mr. O'Toole received a Bachelor's Degree in Economics in 1988 from San Diego State University.

Carrie Ellen Hansen, born in 1970, is Chief Operations Officer of GFWM, and President of the AssetMark Funds. Previously, she was Senior Vice President and Chief Compliance Officer of AssetMark Investment Services, Inc. Ms. Hansen received a Bachelor's Degree in Business Administration in 1992 from the University of California, Berkeley, and is a Certified Public Accountant.

Michael Joel Abelson, born in 1970, is Senior Vice President, Business Development of GFWM. Previously, he was Senior Vice President, Business Development for AssetMark Investment Services, Inc., and prior to that for Genworth Financial Asset Management from 2003 to 2006. Mr. Abelson received a Bachelor's Degree in Psychology in 1992 from California State University, Fresno and a M.B.A. in Investments in 1997 from the University of Southern California. He also earned his Chartered Financial Analyst designation in 2000.

INVESTMENT MANAGEMENT STAFF

Robert J. Bannon, born in 1957, is Senior Vice President, Investments of GFWM. Previously, he was Chief Risk Officer for Genworth Financial Asset Management from 2007 to 2008, and from 2004 to 2007 Mr. Bannon was an independent consultant. Prior to that, from 2001 to 2004, he was CEO of Eureka Investment Advisors. Mr. Bannon received a Bachelor's Degree in Economics in 1980 from Villanova University, and a Master's Degree in Economics in 1983 from the University of California, Los Angeles. He also earned his Chartered Financial Analyst designation in 1998.

Timothy B. Knepp, born in 1957, is Chief Investment Officer of GFWM. Previously, he was Chief Investment Officer for Genworth Financial Asset Management from January 2008 to July 2008, and from January through December 2007 Mr. Knepp was an independent consultant. Prior to that, from 2003 to 2006, he was Vice President, Director of Manager Research & Due Diligence for Genworth Financial Asset Management. Mr. Knepp was a Principal of the Palm Group from 1994 to 2002. He received a Bachelor's Degree in Finance in 1981 from the University of Maryland, College Park. He also earned his Chartered Financial Analyst designation in 1986.

Zoë Brunson, born in 1972 is Director of Investment Strategies of GFWM. Prior to that, she was Director of Investment Strategies, for AssetMark Investment Services, Inc. from 2007 – 2008. Prior to that, she was Director, Investment Strategy Model Management & Fund Selection at Standard & Poor's Investment Advisory Services LLC from 1998 – 2007. Ms. Brunson received a Bachelor's Degree in Business Information Technology from Kingston University, Kingston-upon-Thames, UK. She also earned her Chartered Financial Analyst designation in 2001.

CONFLICTS OF INTEREST AND FINANCIAL INDUSTRY AFFILIATES

BANKING INSTITUTION

GFWM is under common control with GFTC. GFTC is an Arizona chartered trust company that currently serves as the custodian for GFWM advisory services discussed in this Brochure. Unless an exception is granted, Clients receiving advisory services under an IMSA with GFWM must also contract with GFTC for custodial services.

Clients pay GFTC for custodial services pursuant to their Custody Agreement with GFTC. Additionally, pursuant to a contract between GFWM and GFTC, GFWM may also pay GFTC for services it provides GFWM advisory Clients, especially with regard to GFAM IMA Accounts and UMA Accounts. Additionally, GFTC may receive payments from mutual fund, mutual fund service providers and other financial institutions for services GFTC provides related to investments held in Client Accounts. GFTC handles transfer agency functions, shareholder servicing, sub-accounting, and tax reporting functions that these financial institutions may otherwise have to perform. Such payments may be made to GFTC by these financial institutions based on the amount of assets GFWM has directed be invested on behalf of Client Accounts. GFWM determines whether to initially invest or maintain an investment of Client Account assets in these investments. Any such payments to the Custodian will not reduce GFWM's Advisory Fee. Some mutual funds, or their service providers, may provide compensation in connection with the purchase of shares of the funds, unless prohibited by law or self-regulatory organizations. Compensation may include financial assistance for conferences, sales or employee training programs. Compensation may also be paid for travel and lodging expenses for meetings or seminars of a business nature held at various locations or gifts of nominal value as permitted by applicable rules and regulations.

INVESTMENT COMPANIES

AssetMark Funds

GFWM receives compensation as the Investment Advisor of the AssetMark Funds, which are utilized within certain Investment Solutions. There is no GFWM Advisory Fee for those Accounts invested in AssetMark Funds, so that GFWM is not compensated for management services under two agreements with regard to those assets but is compensated only pursuant to its Investment Advisory Agreement with the AssetMark Funds. However, because of the lack of a GFWM Advisory Fee, some Financial Advisors may be inclined to charge a higher Financial Advisor Fee for an Account invested in the AssetMark Funds than they might for an Account invested in other Investment Solutions.

Genworth Financial Contra Fund

GFWM acts as the investment adviser of the Genworth Financial Contra Fund, and the Contra Fund may be used by the GFAM division of GFWM in its management of accounts invested in certain UMA Investment Solutions. GFWM will receive compensation for its management of the UMA accounts and may also receive compensation as adviser of the Contra Fund effectively receiving two fees, under two different agreements, on the same assets.

OTHER INVESTMENT ADVISERS

GFWM ultimate parent, Genworth Financial, Inc., also indirectly owns Genworth Financial Advisers Corp. ("GFAC"), an investment adviser registered with the Securities and Exchange Commission. Advisory representatives of GFAC may refer Clients to GFWM and GFAC receives payment from GFWM for Client referrals as discussed below under "CLIENT REFERRALS."

BROKER-DEALERS

Capital Brokerage Corporation

Capital Brokerage Corporation ("CBC") is a member broker dealer of the Financial Industry Regulatory Authority (FINRA), and is affiliated with GFWM by common ownership. CBC is the distributor of the AssetMark Funds and the Contra Fund. CBC receives 12b-1 fee compensation as Distributor of the AssetMark Funds, which are utilized within certain Investment Solutions. CBC is not compensated for its role as distribution of the Contra Fund.

Genworth Financial Securities Corporation

Genworth Financial Securities Corporation ("GFSC") is a member broker dealer of FINRA, and is affiliated with GFWM by common ownership. GFSC previously had a Selling Agreement with GFWM, but referrals by Financial Advisors associated with a GFWM affiliate are now made under GFWM's Selling Agreement with GFAC, discussed above.

CLIENT REFERRALS

Financial Advisor firms, which are registered as investment advisers and/or broker-dealers or exempt from such registration, receive fees for their services and compensation from GFWM for referrals of Clients, as described previously in the Fees section under Initial Consulting Fee and Financial Advisor Fee.

OTHER RELATIONSHIPS AND COMPENSATION

In addition to the compensation payable under the IMSA, GFWM may pay compensation from its general revenues to certain Financial Advisory Firms, whose representatives act as Financial Advisors and refer Clients to GFAM, and/or to those Financial Advisors. Payment of such compensation will not directly increase the fees payable under the IMSA.

Under GFWM's Gold/Platinum Premier Consultant Program, individual Financial Advisors are entitled to receive a quarterly business development allowance for reimbursement of qualified marketing/practice development expenses incurred by the Financial Advisor. These amounts range from \$5,000 to \$105,000 annually, depending on the value of the Account assets of Clients referred to GFAM by the Financial Advisor.

Additionally, GFWM provides opportunities for Financial Advisory Firms to receive compensation and/or allowances in amounts ranging from a percentage of the value of Account assets of Clients referred to GFAM by Financial Advisors associated with that firm to a percentage of the value of new assets invested in such Accounts during a certain time period, invested through the Platform. These arrangements are entered into between GFWM and the Financial Advisory Firm on an individually negotiated basis. A Financial Advisory Firm may agree to provide GFWM with introductions to and information concerning its representatives, provide the representatives with information concerning GFWM's advisory services, and permit GFWM to participate in meetings and workshops. In addition to the compensation and/or allowances granted the Financial Advisory Firm by GFWM, GFWM may agree to provide the Financial Advisory Firm or its representatives with organizational consulting, education, training and marketing support.

GFWM may sponsor annual conferences for participating Financial Advisory Firm and/or Financial Advisors designed to facilitate and promote the success of the Financial Advisory Firm and/or Financial Advisor and/or GFWM advisory services. GFWM may offer Portfolio Strategists, Investment Managers and Investment Management Firms, who may also be Sub-Advisors for the AssetMark Funds, the opportunity to contribute to the costs of GFWM's annual conference and be identified as a sponsor of a portion of the conference. GFWM may also bear the cost of airfare for certain Financial Advisors to attend GFWM's annual conference or to conduct due diligence visits to GFWM's offices. In addition, GFWM may, from time to time, contribute to the costs incurred by participating Financial Advisory Firms in connection with conferences or other Client events conducted by the Financial Advisory Firms and their Financial Advisor representatives. These payments will not directly increase the fee payable under the IMSA.