

FORM ADV**Uniform Application for Investment Adviser Registration****Part II - Page 1****OMB APPROVAL**

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Name of Investment Adviser:

Safeguard Financial and Insurance Services, Inc.

Address: (Number and Street)

(City)

(State)

(Zip Code)

Area Code: Telephone Number:

2999 Oak Road, Suite 120**Walnut Creek****CA****94597****925 627-1800**

**This part of Form ADV gives information about the investment adviser and its business for the use of clients.
The information has not been approved or verified by any governmental authority.**

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(Schedules A, B, C, D, and E are included with Part I of this Form, for the use of regulatory bodies, and are not distributed to clients.)

**Potential persons who are to respond to the collection of information contained in this form
are not required to respond unless the form displays a currently valid OMB control number.**

FORM ADV**Part II - Page 2**

Applicant:

Safeguard Financial and Insurance Services, Inc.

SEC File Number:

801-69338

Date:

June 27, 2008**1. A. Advisory Services and Fees.** (check the applicable boxes)For each type of service provided, state the approximate % of total advisory billings from that service.
(See instruction below.)**Applicant:**

- | | | | |
|-------------------------------------|-----|---|------------|
| <input checked="" type="checkbox"/> | (1) | Provides investment supervisory services | <u>80%</u> |
| <input type="checkbox"/> | (2) | Manages investment advisory accounts not involving investment supervisory services | <u>%</u> |
| <input checked="" type="checkbox"/> | (3) | Furnishes investment advice through consultations not included in either service described above | <u>10%</u> |
| <input type="checkbox"/> | (4) | Issues periodicals about securities by subscription | <u>%</u> |
| <input type="checkbox"/> | (5) | Issues special reports about securities not included in any service described above | <u>%</u> |
| <input type="checkbox"/> | (6) | Issues, not as part of any service described above, any charts, graphs, formulas, or other devices which clients may use to evaluate securities | <u>%</u> |
| <input checked="" type="checkbox"/> | (7) | On more than an occasional basis, furnishes advice to clients on matters not involving securities | <u>10%</u> |
| <input type="checkbox"/> | (8) | Provides a timing service | <u>%</u> |
| <input type="checkbox"/> | (9) | Furnishes advice about securities in any manner not described above | <u>%</u> |

(Percentages should be based on applicant's last fiscal year. If applicant has not completed its first fiscal year, provide estimates of advisory billings for that year and state that the percentages are estimates.)

B. Does applicant call any of the services it checked above financial planning or some similar term?Yes ☒ No ☐**C.** Applicant offers investment advisory services for: (check all that apply)

- | | |
|--|---|
| <input checked="" type="checkbox"/> (1) A percentage of assets under management | <input type="checkbox"/> (4) Subscription fees |
| <input checked="" type="checkbox"/> (2) Hourly charges | <input checked="" type="checkbox"/> (5) Commissions |
| <input checked="" type="checkbox"/> (3) Fixed fees (not including subscription fees) | <input type="checkbox"/> (6) Other |

D. For each checked box in A above, describe on Schedule F:

- the services provided, including the name of any publication or report issued by the adviser on a subscription basis or for a fee
- applicant's basic fee schedule, how fees are charged and whether its fees are negotiable
- when compensation is payable, and if compensation is payable before service is provided, how a client may get a refund or may terminate an investment advisory contract before its expiration date

2. Types of clients - Applicant generally provides investment advice to: (check those that apply)

- | | |
|--|---|
| <input checked="" type="checkbox"/> A. Individuals | <input type="checkbox"/> E. Trusts, estates, or charitable organizations |
| <input type="checkbox"/> B. Banks or thrift institutions | <input type="checkbox"/> F. Corporations or business entities other than those listed above |
| <input type="checkbox"/> C. Investment companies | <input checked="" type="checkbox"/> G. Other (describe on Schedule F) |
| <input type="checkbox"/> D. Pension and profit sharing plans | |

Answer all items. Complete amended pages in full, circle amended items and file with execution page (page 1).

FORM ADV**Part II - Page 3**

Applicant:

Safeguard Financial and Insurance Services, Inc.

SEC File Number:

801- **69338**

Date:

June 27, 2008**3. Types of Investments.** Applicant offers advice on the following: (check those that apply)

- | | |
|---|--|
| <input checked="" type="checkbox"/> A. Equity securities | <input checked="" type="checkbox"/> H. United States government securities |
| <input type="checkbox"/> (1) exchange-listed securities | |
| <input type="checkbox"/> (2) securities traded over-the-counter | I. Options contracts on: |
| <input type="checkbox"/> (3) foreign issues | |
| | <input checked="" type="checkbox"/> (1) securities |
| <input checked="" type="checkbox"/> B. Warrants | <input type="checkbox"/> (2) commodities |
| | J. Futures contracts on: |
| <input checked="" type="checkbox"/> C. Corporate debt securities
(other than commercial paper) | <input type="checkbox"/> (1) tangibles |
| | <input type="checkbox"/> (2) intangibles |
| <input checked="" type="checkbox"/> D. Commercial paper | K. Interests in partnerships investing in: |
| | <input checked="" type="checkbox"/> (1) real estate |
| <input checked="" type="checkbox"/> E. Certificates of deposit | <input checked="" type="checkbox"/> (2) oil and gas interests |
| <input checked="" type="checkbox"/> F. Municipal securities | <input type="checkbox"/> (3) other (explain on Schedule F) |
| G. Investment company securities: | <input type="checkbox"/> L. Other (explain on Schedule F) |
| <input checked="" type="checkbox"/> (1) variable life insurance | |
| <input checked="" type="checkbox"/> (2) variable annuities | |
| <input checked="" type="checkbox"/> (3) mutual fund shares | |

4. Methods of Analysis, Sources of Information, and Investment Strategies.

A. Applicant's security analysis methods include: (check those that apply)

- | | |
|---|--|
| (1) <input checked="" type="checkbox"/> Charting | (4) <input checked="" type="checkbox"/> Cyclical |
| (2) <input checked="" type="checkbox"/> Fundamental | (5) <input type="checkbox"/> Other (explain on Schedule F) |
| (3) <input checked="" type="checkbox"/> Technical | |

B. The main sources of information applicant uses include: (check those that apply)

- | | |
|---|--|
| (1) <input checked="" type="checkbox"/> Financial newspapers and magazines | (5) <input type="checkbox"/> Timing services |
| (2) <input type="checkbox"/> Inspections of corporate activities | (6) <input checked="" type="checkbox"/> Annual reports, prospectuses, filings with the
Securities and Exchange Commission |
| (3) <input checked="" type="checkbox"/> Research materials prepared by others | (7) <input type="checkbox"/> Company press releases |
| (4) <input checked="" type="checkbox"/> Corporate rating services | (8) <input type="checkbox"/> Other (explain on Schedule F) |

C. The investment strategies used to implement any investment advice given to clients include: (check those that apply)

- | | |
|--|---|
| (1) <input checked="" type="checkbox"/> Long term purchases
(securities held at least a year) | (5) <input checked="" type="checkbox"/> Margin transactions |
| (2) <input checked="" type="checkbox"/> Short term purchases
(securities sold within a year) | (6) <input checked="" type="checkbox"/> Option writing, including covered options, uncovered
options or spreading strategies |
| (3) <input checked="" type="checkbox"/> Trading (securities sold within 30 days) | (7) <input type="checkbox"/> Other (explain on Schedule F) |
| (4) <input checked="" type="checkbox"/> Short sales | |

Answer all items. Complete amended pages in full, circle amended items and file with execution page (page 1).

FORM ADV**Part II - Page 4**

Applicant:

Safeguard Financial and Insurance Services, Inc.

SEC File Number:

801-69338

Date:

June 27, 2008**5. Education and Business Standards.**

Are there any general standards of education or business experience that applicant requires of those involved in determining or giving investment advice to clients?

Yes No
☒ ☐

(If yes, describe these standards on Schedule F.)

6. Education and Business Background.

For:

- each member of the investment committee or group that determines general investment advice to be given to clients, or
- if the applicant has no investment committee or group, each individual who determines general investment advice given to clients (if more than five, respond only for their supervisors)
- each principal executive officer of applicant or each person with similar status or performing similar functions.

On Schedule F, give the:

- | | |
|-----------------|--|
| • name | • formal education after high school |
| • year of birth | • business background for the preceding five years |

7. Other Business Activities. (check those that apply)

- ☒ A. Applicant is actively engaged in a business other than giving investment advice.
- ☒ B. Applicant sells products or services other than investment advice to clients.
- ☒ C. The principal business of applicant or its principal executive officers involves something other than providing investment advice.

(For each checked box describe the other activities, including the time spent on them, on Schedule F.)

8. Other Financial Industry Activities or Affiliations. (check those that apply)

- ☐ A. Applicant is registered (or has an application pending) as a securities broker-dealer.
- ☐ B. Applicant is registered (or has an application pending) as a futures commission merchant, commodity pool operator or commodity trading adviser.
- C. Applicant has arrangements that are material to its advisory business or its clients with a related person who is a:
- | | |
|--|--|
| <input type="checkbox"/> (1) broker-dealer | <input type="checkbox"/> (7) accounting firm |
| <input type="checkbox"/> (2) investment company | <input type="checkbox"/> (8) law firm |
| <input type="checkbox"/> (3) other investment adviser | <input type="checkbox"/> (9) insurance company or agency |
| <input type="checkbox"/> (4) financial planning firm | <input type="checkbox"/> (10) pension consultant |
| <input type="checkbox"/> (5) commodity pool operator, commodity trading adviser or futures commission merchant | <input type="checkbox"/> (11) real estate broker or dealer |
| <input type="checkbox"/> (6) banking or thrift institution | <input type="checkbox"/> (12) entity that creates or packages limited partnerships |

(For each checked box in C, on Schedule F identify the related person and describe the relationship and the arrangements.)

- D. Is applicant or a related person a general partner in any partnership in which clients are solicited to invest?.....

Yes No
☐ ☒

(If yes, describe on Schedule F the partnerships and what they invest in.)

Answer all items. Complete amended pages in full, circle amended items and file with execution page (page 1).

FORM ADV**Part II - Page 5**

Applicant:

Safeguard Financial and Insurance Services, Inc.

SEC File Number:

801- **69338**

Date:

June 27, 2008**9. Participation or Interest in Client Transactions.**

Applicant or a related person: (check those that apply)

- ☐ A. As principal, buys securities for itself from or sells securities it owns to any client.
- ☒ B. As broker or agent effects securities transactions for compensation for any client.
- ☐ C. As broker or agent for any person other than a client effects transactions in which client securities are sold to or bought from a brokerage customer.
- ☐ D. Recommends to clients that they buy or sell securities or investment products in which the applicant or a related person has some financial interest.
- ☒ E. Buys or sells for itself securities that it also recommends to clients.

(For each box checked, describe on Schedule F when the applicant or a related person engages in these transactions and what restrictions, internal procedures, or disclosures are used for conflicts of interest in those transactions.)

Describe, on Schedule F, your code of ethics, and state that you will provide a copy of your code of ethics to any client or prospective client upon request.

- 10. Conditions for Managing Accounts.** Does the applicant provide investment supervisory services, manage investment advisory accounts or hold itself out as providing financial planning or some similarly termed services *and* impose a minimum dollar value of assets or other conditions for starting or maintaining an account?

Yes No
☒ ☐

(If yes, describe on Schedule F.)

- 11. Review of Accounts.** If applicant provides investment supervisory services, manages investment advisory accounts, or holds itself out as providing financial planning or some similarly termed services:

- A. Describe below the reviews and reviewers of the accounts. **For reviews**, include their frequency, different levels, and triggering factors. **For reviewers**, include the number of reviewers, their titles and functions, instructions they receive from applicant on performing reviews, and number of accounts assigned each.

Please refer to Sch. F.

- B. Describe below the nature and frequency of regular reports to clients on their accounts.

Please refer to Sch. F.**Answer all items. Complete amended pages in full, circle amended items and file with execution page (page 1).**

FORM ADV**Part II - Page 6**

Applicant:

Safeguard Financial and Insurance Services, Inc.

SEC File Number:

801-69338

Date:

June 27, 2008**12. Investment or Brokerage Discretion.**

A. Does applicant or any related person have authority to determine, without obtaining specific client consent, the:

(1) securities to be bought or sold?

Yes No

☒ ☐

(2) amount of the securities to be bought or sold ?

Yes No

☒ ☐

(3) broker or dealer to be used ?

Yes No

☐ ☒

(4) commission rates paid?

Yes No

☐ ☒

B. Does applicant or a related person suggest brokers to clients?

Yes No

☒ ☐

For each yes answer to A describe on Schedule F any limitations on the authority. For each yes to A(3), A(4) or B, describe on Schedule F the factors considered in selecting brokers and determining the reasonableness of their commissions. If the value of products, research and services given to the applicant or a related person is a factor, describe:

- the products, research and services
- whether clients may pay commissions higher than those obtainable from other brokers in return for those products and services
- whether research is used to service all of applicant's accounts or just those accounts paying for it; and
- any procedures the applicant used during the last fiscal year to direct client transactions to a particular broker in return for products and research services received.

13. Additional Compensation.

Does the applicant or a related person have any arrangements, oral or in writing, where it:

A. is paid cash by or receives some economic benefit (including commissions, equipment or non-research services) from a non-client in connection with giving advice to clients?

Yes No

☒ ☐

B. directly or indirectly compensates any person for client referrals?

Yes No

☐ ☒

(For each yes, describe the arrangements on Schedule F.)

14. Balance Sheet. Applicant must provide a balance sheet for the most recent fiscal year on Schedule G if applicant:

- has custody of client funds or securities unless applicant is registered or registering only with the Securities and Exchange Commission; or
- requires prepayment of more than \$500 in fees per client and 6 or more months in advance

Has applicant provided a Schedule G balance sheet?

Yes No

☐ ☒**Answer all items. Complete amended pages in full, circle amended items and file with execution page (page 1).**

**Schedule F of
Form ADV
Continuation Sheet for Form ADV Part II**

Applicant: Safeguard Financial and Insurance Services, Inc.	SEC File Number: 801- 69338	Date: August 26, 2010
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1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Safeguard Financial and Insurance Services, Inc.		IRS Empl. Ident.No.: 20-286778
Item of Form (identify)	Answer	
Form ADV Part II, Item 1D	<p>Safeguard Financial and Insurance Services, Inc. (hereinafter referred to as "Advisor") offers personalized investment advisory services to clients. Advisor's services and fee arrangements are described in the following pages.</p> <p>While Advisor primarily conducts business under the name Safeguard Financial and Insurance Services, it may also conduct advisory business under the names Game Plan Wealth Advisory and 6 Degrees Financial & Insurance Services.</p> <p>Advisor is an S-Corporation formed under the laws of the State of California. This Schedule F narrative provides clients with information regarding Advisor and the qualifications, business practices, and nature of advisory services that should be considered before becoming an advisory client of Advisor.</p> <p>Additional information about Advisor is available through the SEC's website at www.adviserinfo.sec.gov. Clients can search this site by using Advisor's name or by an identification number known as a CRD number. The CRD number for Advisor is 140184.</p> <p><u>Asset Management Services and Fees.</u></p> <p>Advisor offers advice and services tailored to the stated objectives of the client. Upon execution of an Investment Advisory Agreement, Advisor provides asset management services defined as giving continuous investment advice and making investment decisions for the client based on the individual needs of the client. Through this service, Advisor offers a highly customized and individualized investment program for clients. Advisor shall actively manage client investment portfolios in accordance with the client's individual needs, objectives and risk tolerance. These accounts may be managed on either a discretionary or non-discretionary basis.</p> <p>Advisor provides asset management services under the Cambridge Investment Research, Inc. (CIR) Flexible Managed Account Platform (FlexMAP). Through the FlexMAP program, CIR provides various operational and back-office support services. Such services include assistance with opening client accounts and the generation of performance reports. CIR will also provide assistance with compliance related issues.</p> <p>When clients do not have a preference for a qualified custodian, Advisor will recommend client accounts be held at Charles Schwab & Company, Inc. ("Schwab"), National Financial Services, LLC through the Fidelity Institutional Wealth Services program ("Fidelity"), or TD Ameritrade. Each qualified custodian has different account fees, execution charges and execution capabilities. Because clients will typically use a custodian recommended by Advisor, clients may pay higher account-related fees and execution charges than if Advisor had selected another custodian. However, upon approval from Advisor, clients are allowed to direct Advisor to use a custodian other than Schwab, Fidelity, or TD Ameritrade as long as the custodian is an approved custodian available through FlexMAP.</p> <p>Compensation to Advisor for its services will be calculated in accordance with "Schedule A" of the Investment Advisory Agreement, which may be amended from time to time by Advisor upon 30 days prior written notice to Client. Such fees may be paid directly to Advisor from the account by the custodian upon submission of an invoice to custodian showing the amount of fees, the value of the client's assets on which the fees are based, and the specific manner in which the fees are calculated. Payment of fees may result in the liquidation of client's securities if there is insufficient</p>	

Complete amended pages in full, circle amended items and file with execution page (page 1).

**Schedule F of
Form ADV
Continuation Sheet for Form ADV Part II**

Applicant: Safeguard Financial and Insurance Services, Inc.	SEC File Number: 801- 69338	Date: August 26, 2010
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1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Safeguard Financial and Insurance Services, Inc.		IRS Empl. Ident.No.: 20-286778
Item of Form (identify)	Answer	
Form ADV Part II, Item 1D	<p>cash in the account. Copies of the fee invoices will be mailed to client as required. Client may be required to pay, in addition to the Advisor's fee, a proportionate share of any mutual fund's fees and charges.</p> <p>In consideration for the Advisor's services, the Client will pay the Advisor a fee quarterly in advance, with payment due within 10 days from the date of the invoice. A late charge of 1½ percent per month will be charged upon any balance unpaid within one month of the invoice date. The fee will be equal to the agreed upon rate per annum, times the market value of the account, divided by the number of days in the agreed upon year and multiplied by the number of days in the quarter. The market value will be construed to equal the sum of the values of all assets in the account, not adjusted by any margin debit. Fees for partial quarters at the commencement or termination of this Agreement will be billed or refunded on a pro-rated basis contingent on the number of days the account was open during the quarter. Quarterly fee adjustments for additional assets received into the account during a quarter or for partial withdrawals will also be provided on the above pro rata basis.</p> <p>Clients are charged for Advisor's asset management services based on a percentage of the assets under management which generally shall not exceed 2.00% per year. CIR may retain up to 5 basis points of the total fee charged to a client. A client's fee schedule may be a set or fixed fee (i.e. the percentage shall not fluctuate based on the assets within an account) or a tiered fee schedule. The following tiered fee schedule is a sample fee schedule. A client's specific annual fee arrangement will be described in the Investment Advisory Agreement.</p> <p style="padding-left: 40px;">2.00% of net assets under management up to \$50,000 1.75% of net assets under management between \$50,001 and \$250,000 1.50% of net assets under management between \$250,001 and \$1,000,000 1.25% of net assets under management between \$1,000,001 and \$2,000,000 Fee is negotiable on assets above \$2,000,000</p> <p>For purposes of determining value, securities and other instruments traded on a market for which actual transaction prices are publicly reported shall be valued at the last reported sale price on the principal market in which they are traded (or, if there shall be no sales on such date, then at the mean between the closing bid and asked prices on such date). Other readily marketable securities shall be priced using a pricing service or through quotations from one or more dealers. All other assets shall be valued at fair value by the Advisor whose determination shall be conclusive.</p> <p>Advisor will use its best judgment and good faith efforts in rendering services to Client. Advisor cannot warrant or guarantee any particular level of account performance, or that account will be profitable over time. Not every investment decision or recommendation made by Advisor will be profitable. Client assumes all market risk involved in the investment of account assets under the Investment Advisory Agreement and understands that investment decisions made for this account are subject to various market, currency, economic, political and business risks. Except as may otherwise be provided by law, Advisor will not be liable to Client for (a) any loss that Client may suffer by reason of any investment decision made or other action taken or omitted in good faith by Advisor with that degree of care, skill, prudence and diligence under the circumstances that a prudent person acting in a fiduciary capacity would use; (b) any loss arising from Advisor's adherence to Client's instructions; or (c) any act or failure to act by a custodian of Client's account. Nothing in this Agreement shall relieve Advisor from any responsibility or liability Advisor may have under state or federal statutes.</p>	

Complete amended pages in full, circle amended items and file with execution page (page 1).

**Schedule F of
Form ADV
Continuation Sheet for Form ADV Part II**

Applicant: Safeguard Financial and Insurance Services, Inc.	SEC File Number: 801- 69338	Date: August 26, 2010
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1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Safeguard Financial and Insurance Services, Inc.		IRS Empl. Ident.No.: 20-286778
Item of Form (identify)	Answer	
Form ADV Part II, Item 1D	<p>Brokerage commissions and/or transaction ticket fees charged by the custodian will be billed directly to the client. Advisor and its investment adviser representative will not receive any portion of such commissions or fees from the custodian or client. In addition, clients may incur certain charges imposed by third parties other than Advisor in connection with investments made through the account, including but not limited to, mutual fund sales loads, 12(b)-1 fees and surrender charges, variable annuity fees and surrender charges, and IRA and qualified retirement plan fees. Management fees charged by Advisor are separate and distinct from the fees and expenses charged by investment company securities that may be recommended to clients. A description of these fees and expenses are available in each investment company security's prospectus.</p> <p>Either party may terminate the agreement for services at any time. If services are terminated within five (5) business days of executing the agreement, services will be terminated without penalty and no fees shall be due. If services are terminated after the initial five day period, the final fee shall be based on the number of days the account was opened during the period. In the event a client terminates services, termination shall be effective from the time Advisor receives notification or such other time as may be mutually agreed upon, subject to the settlement of transactions in progress and the final payment of advisory fees. The final fee will be calculated as of the termination date. There will be no penalty charge upon termination. In the event Advisor terminates the relationship, the agreement will be terminated on the fifth day after written notification is delivered to the client or such time as may be mutually agreed upon, also subject to the settlement of transactions in progress and the final payment of advisory fees. The final fee will be calculated as of the termination date.</p> <p><u>Advisory Services Through AssetMark Investment Services, Inc.</u></p> <p>Advisor has entered into a contract with AssetMark Investment Services, Inc. ("AssetMark"), an SEC registered investment advisor firm to provide services through the Safeguard Financial Program a wrap-fee program sponsored by Advisor and AssetMark. The Safeguard Financial Program has two components for which clients may select. The first component is the Mutual Fund, ETF, and Variable Annuity Program. Through this program, Advisor will provide advice to clients with respect to the selection of allocation models provided by a group of independent investment firms ("Strategists"). The Strategists do not act as an investment advisor for Advisor's clients and clients must rely solely on advisor for investment advice. The second component is the Privately Managed Account Program. For accounts invested in this program, Advisor will provide non-discretionary advice to clients with respect to the selection of independent investment managers to provide investment management services. The independent investment managers will provide discretionary management of individual portfolios of equity and/or fixed income securities.</p> <p>Safeguard Financial Program client fees are payable quarterly, in advance, on the first day of the quarter and will be calculated based on the average daily value of the client's account assets under management during the immediately preceding calendar quarter. The maximum total advisory fee charged to the client will not exceed 2.5%. AssetMark will retain a portion of this fee for administrative fees. Custodian fees and internal mutual fund expenses are separate from the Safeguard Financial Program advisory fees. The exact fee and/or fee schedule will be disclosed in the AssetMark client agreement and fee schedule prior to establishing an account. Clients may terminate AssetMark accounts at any time and receive a full pro-rata refund of any unearned fees.</p> <p>An account custodian, trust company, or variable annuity issuer will provide custodial account services to clients based on an agreement with AssetMark and the client.</p>	

Complete amended pages in full, circle amended items and file with execution page (page 1).

**Schedule F of
Form ADV
Continuation Sheet for Form ADV Part II**

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Item of Form (identify)	Answer	
Form ADV Part II, Item 1D	<p>A complete description of the AssetMark program and related fees and charges will be disclosed to the client in the Safeguard Financial Program Schedule H Disclosure Brochure which will be provided to clients prior to or at the time an account is established.</p> <p><u>Financial Planning Services.</u></p> <p>Safeguard Financial and Insurance Services also provides financial planning services for its Clients. Clients purchasing this service will typically receive a written financial plan, providing the Client with a detailed financial plan designed to achieve their stated financial goals and objectives. In general, the financial plan will address the following areas of concern:</p> <p>Personal: Family records, budgeting, personal liability, estate information and financial goals.</p> <p>Tax and Cash Flow: Income tax and spending analysis and planning for past, current and future years. Advisor will illustrate the impact of various investments on a Client's current income tax and future tax liability.</p> <p>Death and Disability: Cash needs at death, income needs for surviving dependents, estate planning and disability income analysis.</p> <p>Retirement: Analysis of current strategies and investment plans to help the Client further achieve his or her retirement goals.</p> <p>Investments: Analysis of investment alternatives and their effect on a Client's portfolio.</p> <p>Advisor gathers required information through in-depth personal interviews. Information gathered includes Client's financial status, future goals, and attitudes towards risk. Related documents supplied by the Client are carefully reviewed, including a questionnaire completed by the Client, and a written report is prepared. Should a Client choose to implement the recommendations contained in the plan, Advisor suggests the Client work closely with his/her attorney, accountant, insurance agent, and/or stock broker. Implementation of financial plan recommendations is entirely at the Client's discretion.</p> <p>Clients can also receive investment advice on a more limited basis. This may include advice on only an isolated area(s) of concern such as estate planning, retirement planning, or any other specific topic. Advisor also provides specific consultation and administrative services regarding investment and financial concerns of the Client.</p> <p>Additionally, Advisor provides advice on non-securities matters. Generally, this is in connection with the rendering of estate planning, insurance, and/or annuity advice.</p> <p>A conflict exists between the interests of this Advisor or its associated persons and the interest of the Client; the Client is under no obligation to act upon this Advisor's or associated person's recommendations; if the Client elects to act on any of the recommendations, the Client is under no obligation to effect the transaction through the Advisor, or associated person when the person is an agent with a licensed broker-dealer or though any associate or affiliate of such person.</p> <p>Financial plan recommendations are not limited to any specific product or service offered by a broker-dealer or insurance company. All recommendations are of a generic nature.</p>	

Complete amended pages in full, circle amended items and file with execution page (page 1).

**Schedule F of
Form ADV
Continuation Sheet for Form ADV Part II**

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1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Safeguard Financial and Insurance Services, Inc.		IRS Empl. Ident.No.: 20-286778
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Form ADV Part II, Item 1D	<p>Fees for financial planning will either be flat or hourly. A flat fee will be calculated based upon the extent and complexity of the individual Client's personal circumstances, the Client's gross income (excluding investment income) and amount of assets under management. Fees for financial planning services typically range between \$3,000 and \$20,000. Fees are agreed upon prior to entering into a contract with any Client. One-half of the total fee will be due and payable at the time the Client enters into the financial planning agreement, with the balance due and payable at the time the financial plan is delivered to the Client. Typically a financial plan will be presented to the Client within 90 days of the contract date, provided that all information needed to prepare the financial plan has been promptly provided by the client. The client will not be charged more than \$500 more than 6 months in advance. Fees for specific administrative and consulting services will be billed at an hourly rate of \$200 per hour, depending on the nature and complexity of the client's circumstances. The exact rate will be mutually agreed upon with the Client, and shall be due and payable as earned.</p> <p>As noted above, Client services include:</p> <ul style="list-style-type: none"> • Investment Planning/Investment Policy Statements • Financial Independence/Retirement Planning • Capital Needs Analysis (Goal Funding) • Income Tax Planning • Estate Planning • Education Planning • Risk Management (Life and Disability Insurance) • Employee Stock Option Planning <p>The fee also includes the time and activities necessary to work with Client's attorney and/or accountant in reaching agreement on solutions, as well as assisting those advisors in implementation of all appropriate documents. Advice given by the Advisor should not be construed as legal or tax advice. The Advisor is not responsible for attorney or account fees charged to Client as a result of the above activities.</p> <p>Clients are encouraged to review their plans on a regular basis, based on individual circumstances.</p> <p>For California Residents: Subsection (j) of Rule 260.238, California Code of Regulations requires that all investment advisors disclose to their advisory clients that lower fees for comparable services may be available from other sources. Pursuant to California Rule 260.235.2, a conflict exists between the interests of Advisor or its associated persons and the interest of the client; the client is under no obligation to act upon this registrant's or associated person's recommendations; if the client elects to act on any of the recommendations, the client is under no obligation to effect the transaction through the registrant, or associated person when the person is an agent with a licensed broker-dealer or through any associate or affiliate of such person.</p>	
Form ADV Part II, Item (2G)	<p>Types of Clients</p> <p>Advisor generally provides investment advice to individuals and 501(c) 3 non-profits. 501 (c) 3 non-profits include but are not limited to charitable, educational, and religious organizations.</p>	

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**Schedule F of
Form ADV
Continuation Sheet for Form ADV Part II**

Applicant: Safeguard Financial and Insurance Services, Inc.	SEC File Number: 801- 69338	Date: August 26, 2010
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Form ADV Part II, Item 3.L.	Types of Investments With respect to clients investing in the Safeguard Financial Program, Advisor introduces clients to investment managers who provide discretionary management of individual portfolios of equity and/or fixed income securities.	
Form ADV Part II, Item 4.A.(5), 4.B.(8) & 4.C.(7)	Methods of Analysis, Sources of Information and Investment Services In advising retail clients of applicant investing in the Safeguard Financial Program, Advisor uses model portfolios of mutual funds, Exchange Traded Funds (ETF's) and Variable Annuity sub-accounts provided by a number of institutional investment strategists and based on the information, research, asset allocation methodology and investment strategists.	
Form ADV Part II, Item 5	Education and Business Standards Persons associated with Advisor, other than persons whose functions are strictly clerical, are required to have a college degree and/or required licenses, or a professional designation such as J.D., CPA®, CFP, CLU, MBA or equivalent experience in the securities industry.	
Form ADV Part II, Item 6 & 7(A)(B) & (C)	Education and Business Background & Other Business Activities <u>Jason Lohe:</u> Born 1974 Educational and Designation Background <ul style="list-style-type: none"> Bachelor of Science, Management, San Francisco State University Mr. Lohe is a Registered Player Financial Advisor with the National Football League Player's Association. In addition, Mr. Lohe is a Chartered Senior Financial Planner. Business Background <ul style="list-style-type: none"> 05/2006 to Present, CEO and Investment Advisory Representative, Safeguard Financial and Insurance Services, Inc. 11/2006 to Present, Registered Representative Cambridge Investment Research 12/2004 to 11/2006, Securities Agent, FSC Securities Corporation 07/2004 to 11/2004, Advent Financial Software 04/2004 to 07/2004, Octagon Sports Management 06/2003 to 04/2004, Management, Lowdog Sports Managements 08/2001 to 06/2003, Financial Advisor, Morgan Stanley 03/2000 to 04/2001, Oakland A's Baseball Company <u>Alex S. Chang:</u> Born 1968 Educational and Designation Background <ul style="list-style-type: none"> Master of Business Administration, University of Southern California Bachelor of Science, Business Administration, University of California at Berkeley Business Background	

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Form ADV Part II, Item 6 & 7(A)(B) & (C) (continued)	<ul style="list-style-type: none"> • 01/2008 to Present, Investment Advisory Representative, Safeguard Financial and Insurance Services, Inc. • 01/2008 to Present, Registered Representative, Cambridge Investment Research, Inc. • 06/2005 to 01/2008, Financial Advisor, Morgan Stanley, Inc. • 08/2001 to 06/2005, International Wealth Advisor, Merrill Lynch & Co., Inc. <p><u>Paul J. Saad</u>: Born 1965</p> <p>Educational and Designation Background</p> <ul style="list-style-type: none"> • Master of Business Administration, University of Western Ontario • Bachelor of Arts, Economics, McGill University <p>Business Background</p> <ul style="list-style-type: none"> • 05/2009 to Present, Investment Advisory Representative (licensed on 6/18/2009), Safeguard Financial and Insurance Services, Inc. • 05/2009 to Present, Registered Representative, Cambridge Investment Research, Inc. • 06/2004 to 05/2009, Financial Advisor, Merrill Lynch & Co., Inc. <p>While Advisor's principal business is providing investment advisory and financial planning services, Advisor is a licensed insurance brokerage firm doing business under the name Safeguard Benefits and Insurance. In addition, Advisor's representatives are independent insurance broker/agents licensed with various independent insurance companies. Advisor and its representatives offer insurance, annuity, property, casualty and health insurance products in this capacity. Insurance related activities account for less than 10% of Advisor and its representative's time. Advisory clients of Advisor may be solicited insurance products and insurance clients may be solicited advisory services. Clients should be aware that compensation earned through the sale of insurance products is separate and distinct from fees earned through advisory services.</p> <p>Advisor's representatives are also registered representatives (i.e. securities agents) of Cambridge Investment Research, Inc. as further described below in Items 9.B and 12.B. Approximately, 30% of their time is devoted to securities business conducted through Cambridge Investment Research, Inc.</p> <p>Mr. Lohe is also the President of his local homeowner's board, an activity that comprises less than 1% of his time.</p> <p>In addition to providing investment advice and insurance services, Advisor provides career coaching services. Services may be provided by an associated person of Advisor or by member of Advisor's Athlete Advisory Board. The Athlete Advisory Board is comprised of former professional athletes and other individuals that have worked or been involved in professional athletics or business development services. Members of the Athlete Advisory Board provide both Advisor and its clients with career coaching consultation services. Members are sought in order to use their industry based knowledge and experience in providing career coaching services to Advisor's clients and prospective clients. This service is non-advisory in nature and members of the Athlete Advisory Board are not allowed to provide investment advice or securities recommendations to Advisor's clients. Members are compensated by Advisor to sit on the Athlete Advisory Board.</p>	
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Form ADV Part II, Item 9B	<p>Clients of Advisor that contract for its career coaching services must execute a non-advisory agreement which shall set forth the terms, conditions, and fees of the services provided. Approximately 10 - 20% of Advisor and its associated persons' time are devoted to this activity.</p> <p>Participation or Interest in Client Transactions</p> <p>While Advisor does not have a related person that is a broker-dealer, Advisor's associated persons are securities agents with CIR, a registered broker/dealer, member FINRA and SIPC. Clients are not obligated to purchase or sell securities through associated persons in these separate capacities. However, if they choose to implement the advice provided by Advisor through the associated persons in their separate capacities as securities agents, CIR will be used and commissions may be earned in addition to any fees paid for advisory services. Commissions may be higher or lower at CIR than at other broker/dealers. CIR securities agents that are also associated with Advisor may have a conflict of interest in having clients purchase securities and/or insurance related products through CIR in that the higher their production with CIR the greater potential for obtaining a higher pay-out on commissions earned. Further, securities agents are restricted to only offering those products and services that have been reviewed and approved for offering to the public by CIR and for which CIR and its clearing firms have obtained a selling agreement.</p>	
Form ADV Part II, Item 9E	<p>Advisor is and shall continue to be in compliance with The Insider Trading and Securities Fraud Enforcement Act of 1988. Advisor and its associated persons may buy or sell for their personal accounts, investment products identical to those recommended to clients. It is the express policy of Advisor that all persons employed by Advisor must place the interests of Advisor's clients ahead of their own when implementing personal investments.</p>	
Code of Ethics	<p>Code of Ethics. Advisor has established a Code of Ethics that will apply to all of its supervised persons. An investment advisor is considered a fiduciary according to the Investment Advisers Act of 1940. As a fiduciary, it is an investment advisor's responsibility to provide fair and full disclosure of all material facts and to act solely in the best interest of each of our clients at all times. Advisor has a fiduciary duty to all clients. This fiduciary duty is considered the core underlying principle for Advisor's Code of Ethics which also covers its Insider Trading and Personal Securities Transactions Policies and Procedures. Advisor requires all of its supervised persons to conduct business with the highest level of ethical standards and to comply with all federal and state securities laws at all times. Upon employment or affiliation and when changes to the Code of Ethics occur, all supervised persons will sign an acknowledgement that they have read, understand and agree to comply with the advisor's Code of Ethics. Advisor has the responsibility to make sure that the interests of all clients are placed ahead of Advisor's or its supervised person's own investment interest. Full disclosure of all material facts and potential conflicts of interest will be provided to clients prior to any services being conducted. Advisor and its supervised persons must conduct business in an honest, ethical and fair manner and avoid all circumstances that might negatively affect or appear to affect our duty of complete loyalty to all clients. This section is intended to provide clients with a summary of Advisor's code of ethics. A complete copy of Advisor's code of ethics may be provided upon request.</p>	
Form ADV Part II, Item 10	<p>Conditions for Managing Accounts.</p> <p>The minimum investment required in the AssetMark Investment Services is generally \$50,000 for Mutual Fund and Variable Annuity accounts and \$100,000 for Exchange Traded Funds (ETF's) and Privately Managed Accounts. Accounts below these minimums may be accepted on an individual</p>	

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Form ADV Part II, Item 11.A	<p>basis at the discretion of Advisor.</p> <p>Review of Accounts.</p> <p>Managed accounts are reviewed at least monthly. The calendar is the main triggering factor, although more frequent reviews may also be triggered by changes in the client's circumstances, client request, or changes within the market. The underlying portfolios used to manage client accounts and holdings within those portfolios are reviewed on a more frequent basis, typically weekly. Triggering factors for changes to underlying portfolios include the relative valuation changes between asset classes, deviation from management style by fund, or fund closures. Clients will be contacted periodically, but at least quarterly, by Advisor to discuss the management and performance of their account and changes in their situation which may have an impact on the management of their account.</p> <p>For clients contracting for financial planning services, such services terminate upon completion of services. No on-going reviews are performed. However, Advisor recommends clients have their needs reviewed and updated at least annually. Clients contracting with Advisor for financial planning updates are required to execute a new agreement and pay an additional fee.</p> <p>Jason Lohe, Alex Chang, and Paul Saad are responsible for providing all investment advice and conducting the on-going review of all accounts.</p>	
Form ADV Part II, Item 11.B	<p>Clients will receive account statements at least quarterly from their qualified custodian.</p> <p>Advisor provides performance and/or position reports on a quarterly basis or based upon clients agreed upon schedule.</p> <p>Investment or Brokerage Discretion and Additional Compensation.</p>	
Form ADV Part II, Item 12.A(1) and (2)	<p>Upon receiving written authorization from the client, Advisor may provide discretionary investment advisory services for client accounts. When discretionary authority is granted, Advisor will have the authority to determine the type of securities and the amount of securities that can be bought or sold for the client portfolio without obtaining the client's consent for each transaction.</p>	
Proxy Voting Policy	<p><u>Proxy Voting Policy.</u> Advisor does not perform proxy-voting services on a client's behalf. Clients are instructed to read through the information provided with the proxy-voting documents and to make a determination based on the information provided. Upon request from the client, Advisor may provide limited clarifications of the issues presented in the proxy voting materials based on Advisor's understanding of issues presented in the proxy-voting materials. However, the client will have the ultimate responsibility for making all proxy-voting decisions.</p>	
Form ADV Part II, Item 12B & Item 13A	<p>Clients wishing to implement Advisor's financial planning advice are free to select any broker they wish and are so informed. If clients wish to have Advisor's associated persons implement the advice through Advisor's asset management program, clients will be required to establish brokerage accounts with Schwab, Fidelity or TD Ameritrade (referred to in this section as "Recommended Custodians"). Advisor is independently owned and operated and not affiliated with the Recommended Custodians. Recommended Custodians provide Advisor with access to their institutional trading and custody services, which are typically not available to retail investors. These services generally are available to independent investment advisors on an unsolicited basis, at</p>	

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	<p>no charge to them so long as a certain amount of the advisor's clients' assets are maintained in accounts at the Recommended Custodians and is not otherwise contingent upon Advisor committing to the Recommended Custodians any specific amount of business (assets in custody or trading). The Recommended Custodians' services include brokerage, custody, research and access to mutual funds and other investments that are otherwise generally available only to institutional investors or would require a significantly higher minimum initial investment.</p> <p>For Advisor's clients' accounts maintained in their custody, the Recommended Custodians generally do not charge separately for custody but are compensated by account holders through commissions or other transaction-related fees for securities trades that are executed through the respective broker/dealer or that settle into the broker/dealer's accounts.</p> <p>Recommended Custodians also make available to Advisor other products and services that benefit Advisor but may not benefit its clients' accounts. Some of these other products and services assist Advisor in managing and administering clients' accounts. These include software and other technology that provide access to client account data (such as trade confirmation and account statements); facilitate trade execution; provide research, pricing information and other market data; facilitate payment of Advisor's fees from its clients' accounts; and assist with back-office functions; recordkeeping and client reporting. Many of these services generally may be used to service all or a substantial number of Advisor's accounts, including accounts not maintained at the Recommended Custodians. The Recommended Custodians also make available to Advisor other services intended to help Advisor manage and further develop its business enterprise. These services may include consulting, publications and conferences on practice management, information technology, business succession, regulatory compliance and marketing. In addition, the Recommended Custodians may make available, arrange and/or pay for these types of services rendered to Advisor by independent third party providing these services to Advisor. While as a fiduciary, Advisor endeavors to act in its clients' best interests, and Advisor's recommendation that clients maintain their assets in accounts at Recommended Custodians may be based in part on the benefit to Advisor of the availability of some of the foregoing products and services and not solely on the nature, cost or quality of custody and brokerage services provided by the recommended broker/dealer, which may create a potential conflict of interest.</p> <p>If clients wish to have Advisor's associated persons implement the advice in their capacity as securities agents, then the associated persons' broker/dealer, CIR, will be used. Associated persons of Advisor are securities agents of CIR and are required to use the services of CIR and CIR's approved clearing broker-dealers when acting in their capacity as securities agents. CIR serves as the introducing broker-dealer. All accounts established through CIR will be cleared and held at NFS. CIR has a wide range of approved securities products for which CIR performs due diligence prior to selection. CIR's securities agents are required to adhere to these products when implementing securities transactions through CIR. Commissions charged for these products may be higher or lower than commissions clients may be able to obtain if transactions were implemented through another broker/dealer. CIR provides the associated persons of Advisor, and therefore the Advisor, with back-office compliance, operational, technology, and other administrative support.</p> <p>The Advisor is authorized in its discretion to aggregate purchases and sales and other transactions made for the account with purchases and sales and other transactions in the same or similar securities or instruments for other clients of the Advisor. When transactions are so aggregated, the actual prices applicable to the aggregated transactions will be averaged, and the account will be deemed to have purchased or sold its proportionate share of the securities or instruments involved at</p>	

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	<p>the average price so obtained. Stock exchange regulations may in certain instances prevent the executing broker-dealer from delivering to the account a confirmation slip with respect to its participation in the aggregated transaction and, in such event, the Advisor will advise the client in writing of any purchase or disposition of instruments for the account with respect to any such aggregated transaction. Advisor will direct that confirmations of any transactions effected for the account will be sent, in conformity with applicable law, to the client.</p> <p>Upon the approval of Advisor, clients may instruct Advisor to manage client accounts and execute trades at broker/dealers or other qualified custodians selected by the client and available through the FlexMAP. Under such circumstances, Advisor will not have the authority to negotiate commissions or obtain volume discounts. Therefore a disparity in commission charges may exist between the commissions charged to other clients. Accordingly, clients are required to submit to Advisor written authority instructing Advisor to direct trading to a specific broker/dealer or other qualified custodian. By doing so, the client may not necessarily obtain the same price and execution that Advisor clients receive through Charles Schwab or Fidelity.</p> <p>Advisor's associated persons, in their separate capacities as securities agents, may receive commissions from the execution of securities transactions. In addition, associated persons may receive 12b-1 fees from certain mutual fund companies as outlined in the fund's prospectus. 12b-1 fees come from fund assets, therefore, indirectly from client assets. The receipt of such fees could represent an incentive for the associated persons to recommend funds with 12b-1 fees over funds that have no fees or lower fees. As a result, there is a potential conflict of interest.</p> <p>Advisor and its associated persons licensed as insurance agents receive commissions and other incentive awards for the recommendation/sale of annuities and other insurance products. The receipt of this compensation may affect the judgment of Advisor's associated persons when recommending products to its clients. While Advisor's associated persons endeavor at all time to put the interest of the clients first as a part of Advisor's fiduciary duty, clients should be aware that the receipt of commission and additional compensation itself creates a conflict of interest, and may affect the judgment of these individuals when making recommendations.</p>	

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