

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

OMB Number: 3235-0049
Expires: July 31, 2008
Estimated average burden
hours per response. 9.402

Name of Investment Adviser:

GPS Investment Group LLCAddress: (Number and Street)
150 Strafford Avenue, #225(City)
Wayne(State)
PA(Zip Code)
19087Area Code:
(888) 422-2477

Telephone number:

**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.**

Table of Contents

<u>Item Number</u>	<u>Item</u>	<u>Page</u>
1	Advisory Services and Fees	2
2	Types of Clients	2
3	Types of Investments	3
4	Methods of Analysis, Sources of Information and Investment Strategies	3
5	Education and Business Standards	4
6	Education and Business Background	4
7	Other Business Activities	4
8	Other Financial Industry Activities or Affiliations	4
9	Participation or Interest in Client Transactions	5
10	Conditions for Managing Accounts	5
11	Review of Accounts	5
12	Investment or Brokerage Discretion	6
13	Additional Compensation	6
14	Balance Sheet	6
	Continuation Sheet	Schedule F
	Balance Sheet, if required	Schedule G

(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:
GPS Investment Group LLC

SEC File Number:
801-69293

Date:
03/18/2010

- 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 | 100 | % |
| <input checked="" type="checkbox"/> (2) | Manages investment advisory accounts not involving investment supervisory services | 0 | % |
| <input type="checkbox"/> (3) | Furnishes investment advice through consultations not included in either service described above.. | | % |
| <input type="checkbox"/> (4) | Issues periodicals about securities by subscription | | % |
| <input type="checkbox"/> (5) | Issues special reports about securities not included in any service described above | | % |
| <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 | | % |
| <input type="checkbox"/> (7) | On more than an occasional basis, furnishes advice to clients on matters not involving securities .. | | % |
| <input type="checkbox"/> (8) | Provides a timing service | | % |
| <input type="checkbox"/> (9) | Furnishes advice about securities in any manner not described above | | % |

(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.)

Note: Percentages are estimates

- B.** Does applicant call any of the services it checked above financial planning or some similar term?

Yes	No
<input type="checkbox"/>	<input checked="" type="checkbox"/>

- 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 type="checkbox"/> (2) Hourly charges | <input type="checkbox"/> (5) Commissions |
| <input 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 checked="" type="checkbox"/> E. Trusts, estates, or charitable organizations |
| <input type="checkbox"/> B. Banks or thrift institutions | <input checked="" type="checkbox"/> F. Corporations or business entities other than those listed above |
| <input type="checkbox"/> C. Investment companies | <input type="checkbox"/> G. Other (describe on Schedule F) |
| <input checked="" 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:
GPS Investment Group LLC

SEC File Number:
801-69293

Date:
03/18/2010

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 checked="" type="checkbox"/> (1) exchange-listed securities | |
| <input type="checkbox"/> (2) securities traded over-the-counter | <input type="checkbox"/> I. Options contracts on: |
| <input checked="" type="checkbox"/> (3) foreign issuers | <input checked="" type="checkbox"/> (1) securities |
| | <input type="checkbox"/> (2) commodities |
| <input type="checkbox"/> B. Warrants | <input type="checkbox"/> J. Futures contracts on: |
| <input checked="" type="checkbox"/> C. Corporate debt securities (other than commercial paper) | <input type="checkbox"/> (1) tangibles |
| <input checked="" type="checkbox"/> D. Commercial paper | <input type="checkbox"/> (2) intangibles |
| <input checked="" type="checkbox"/> E. Certificates of deposit | <input type="checkbox"/> K. Interests in partnerships investing in: |
| <input checked="" type="checkbox"/> F. Municipal securities | <input type="checkbox"/> (1) real estate |
| | <input type="checkbox"/> (2) oil and gas interests |
| <input type="checkbox"/> G. Investment company securities: | <input type="checkbox"/> (3) other (explain on Schedule F) |
| <input type="checkbox"/> (1) variable life insurance | |
| <input type="checkbox"/> (2) variable annuities | <input type="checkbox"/> L. Other (explain on Schedule F) |
| <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 checked="" 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 checked="" type="checkbox"/> Company press releases |
| (4) <input 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 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:
GPS Investment Group LLC

SEC File Number:
801-69293

Date:
03/18/2010

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
- year of birth
- formal education after high school
- 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.)

Yes No

- 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).

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.

All accounts are reviewed at least monthly by a principal of the firm. Accounts are checked for accuracy and adherence to our investment policies and any guidelines established by the client for the account.

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

Clients receive notification of all trade activity and any securities actions in their accounts from the custodian. Custodian provides statements monthly. We provide, at least quarterly, a detailed statement of the client's account(s). In addition to overall portfolio statements, client may also request and receive additional reports highlighting different statistical aspects of the portfolio.

Client accounts are rebalanced at least once each year to maintain proper allocation. Activity within client accounts is reviewed with the client at least annually and more frequently if desired.

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

12 Investment or Brokerage Discretion.

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

- | | | |
|--|-------------------------------------|--------------------------|
| | Yes | No |
| (1) securities to be bought or sold? | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| (2) amount of the securities to be bought or sold? | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| (3) broker or dealer to be used? | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| (4) commission rates paid? | <input checked="" type="checkbox"/> | <input type="checkbox"/> |

	Yes	No
B. Does applicant or a related person suggest brokers to clients?	<input checked="" type="checkbox"/>	<input type="checkbox"/>

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 product 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 |
| | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| B. directly or indirectly compensates any person for client referrals? | Yes | No |
| | <input type="checkbox"/> | <input checked="" type="checkbox"/> |

(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

	Yes	No
Has applicant provided a Schedule G balance sheet?.....	<input type="checkbox"/>	<input checked="" type="checkbox"/>

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:
GPS Investment Group LLC

SEC File Number:
801-69293

Date:
03/18/2010

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: GPS Investment Group LLC	IRS Empl. Ident. No.: 26-2666618
---	-------------------------------------

Item of Form (identify)	Answer																																				
1 (A) (1)	<p>We offer investment supervisory services on a discretionary basis to clients. Our services are provided within mutually agreed guidelines in pursuit of investment objectives set by our clients. Fee rates are negotiable and are generally billed as a percentage of assets under management.</p> <p>INVESTMENT SUPERVISORY FEE SCHEDULE</p> <p><u>Equity Portfolio</u></p> <table><tr><td>1.000%</td><td>on the first</td><td>\$1,000,000</td></tr><tr><td>Negotiated</td><td>on excess over</td><td>\$1,000,000</td></tr></table> <p><u>Fixed Income Portfolio</u></p> <table><tr><td>0.600%</td><td>on the first</td><td>\$ 500,000</td></tr><tr><td>0.500%</td><td>on the next</td><td>\$1,500,000</td></tr><tr><td>Negotiated</td><td>over</td><td>\$2,000,000</td></tr></table> <p><u>Balanced Portfolio</u></p> <table><tr><td>1.000%</td><td>on the first</td><td>\$ 500,000</td></tr><tr><td>0.875%</td><td>on the next</td><td>\$ 500,000</td></tr><tr><td>0.750%</td><td>from</td><td>\$1,000,000</td></tr><tr><td></td><td>to</td><td>\$2,000,000</td></tr><tr><td>negotiated</td><td>over</td><td>\$2,000,000</td></tr></table> <p>ASSET ALLOCATION INDEX PORTFOLIO</p> <table><tr><td>0.500%</td><td>on the first</td><td>\$ 500,000</td></tr><tr><td>Negotiated</td><td>over</td><td>\$ 500,000</td></tr></table> <p>SEPARATELY MANAGED ACCOUNT PORTFOLIO</p> <p>All fees negotiated</p> <p>Fee on fee situations can and do occur. When a client account has one or more positions in a mutual fund, closed-end fund, unit investment trust or similar investment vehicle, we include the value of these positions when determining our fee. Since these investments have embedded expense charges, a client is paying additional advisory fees for our services as well as the fees that would already apply for the investment.</p> <p>Our fees are due and payable quarterly. Fees are based on the value of the assets at the end of such period. We prorate fees for partial periods based upon the actual days the assets were under our management. Payments are due within 20 days of receipt of bill.</p> <p>Either party may terminate the investment management agreement with thirty days written notice. We do not vote any proxies solicited by any issuer of a security in a client's account. We have a Privacy Policy, a copy of which is sent to each client annually.</p>	1.000%	on the first	\$1,000,000	Negotiated	on excess over	\$1,000,000	0.600%	on the first	\$ 500,000	0.500%	on the next	\$1,500,000	Negotiated	over	\$2,000,000	1.000%	on the first	\$ 500,000	0.875%	on the next	\$ 500,000	0.750%	from	\$1,000,000		to	\$2,000,000	negotiated	over	\$2,000,000	0.500%	on the first	\$ 500,000	Negotiated	over	\$ 500,000
1.000%	on the first	\$1,000,000																																			
Negotiated	on excess over	\$1,000,000																																			
0.600%	on the first	\$ 500,000																																			
0.500%	on the next	\$1,500,000																																			
Negotiated	over	\$2,000,000																																			
1.000%	on the first	\$ 500,000																																			
0.875%	on the next	\$ 500,000																																			
0.750%	from	\$1,000,000																																			
	to	\$2,000,000																																			
negotiated	over	\$2,000,000																																			
0.500%	on the first	\$ 500,000																																			
Negotiated	over	\$ 500,000																																			

1 (A) (2)	We have access to a marketplace of separately managed account offerings. Separately managed account portfolios are fee on fee investment programs.
5	We have no formal requirements but applicants should have a college degree in business or finance. We favor applicants with prior investment management business experience.
6	<p>Robert M. Gunzenhauser was born in 1967, is a Chartered Financial Analyst (CFA) candidate, and holds the NASD Series 65 license. Mr. Gunzenhauser graduated from Lafayette College with a degree in Economics, and from the Leonard N. Stern School of Business with a degree concentration in Finance. Prior to forming GPS Investment Group, he worked at Eric M. Godshalk & Co. for the preceding four and one half years. Mr. Gunzenhauser has also been a consultant holding management roles at Andersen Consulting and several boutique consulting firms. In these roles he served clients in the brokerage and diversified financial services industry.</p> <p>Nicholas P. Sandor, born in 1975, is a graduate of Tulane University. Through his career, Mr. Sandor has worked for Arthur Andersen, SEI Investments, Merrill Lynch, Logan Capital Management, and most recently, Eric M. Godshalk & Co. Nick holds the Series 6, 7 and 63 licenses.</p> <p>Richard J. Pinola, born in 1946, is a graduate of Kings College. After beginning his career at Price Waterhouse, Mr. Pinola joined Penn Mutual Life Insurance company where he rose to President in 1987. In 1992, he joined Right Management Consultants as CEO. He led the firm until its sale to Manpower Inc. in 2004. Currently, Mr. Pinola serves on the boards of K-Tron International, CPA-15, 16, and 17 (non-traded REIT funds) of W.P. Carey Inc., Kenexa, and Nobel Learning Communities.</p>
9 (B)	<p>We receive research services from custodians. The research services are offered at no charge and on an unsolicited basis by the custodian in general to independent investment advisers with more than \$10,000,000 in assets under management. Trading commissions are charged to account holders by our custodian for trades in client accounts and we do not receive any part of the trading commissions.</p> <p>We review the commission rates paid to determine their reasonableness. We also factor quality of execution, quality of client service, and the reliability and financial stability of the custodian.</p>
9 (D)	We sometimes assist clients in the process of obtaining mortgages. If a client takes a mortgage based on our introduction to a third party lender, Arlington Capital Mortgage Corporation, we may receive a commission from the lender. When this occurs, a conflict exists between the interests of our firm and the client. The client is under no obligation to obtain a mortgage through our introduction to the lender.
9 (E)	<p>We permit aggregation or bunching of personal transactions with client transactions in the same security, if and only if it is determined that the client will not be disadvantaged. Personal transactions in individual equity securities must be pre-cleared in writing by at least one principal.</p> <p>When allocating block/bunched trades, orders for client accounts must always be filled ahead of orders for personal accounts. Client account orders that are part of a block trade must participate at an average price.</p>
10	We require a minimum asset level of \$250,000 to be managed but we may depart from this requirement due to prospective contributions to assets or because of a desire to have an association with a specific client.
12 (A) (1), (2), (3), (4), AND 12 (B)	<p>We offer investment supervisory services for discretionary accounts. Our role is to choose the securities to be bought or sold as well as the timing of transactions, subject to specific limitations determined by the client in writing.</p> <p>We generally work with one custodian for client accounts, due to the efficiencies and cost savings we</p>

13 (A)

are able to obtain. Exceptions can be made to accommodate a client's needs but the choice may result in additional expenses to the client. The research we receive, including research that we purchase from third parties, is intended to benefit clients of the firm, in general. Clients do not pay a separate fee for our research costs.

We may recommend that clients establish accounts with the Schwab Institutional Division of Charles Schwab & Co., Inc. We are independently owned and not affiliated with Schwab. Schwab provide us with access to its institutional trading and custody services, which are typically not available to retail investors. Schwab's services also include research and access to mutual funds and other investments that are otherwise generally available to institutional investors or would require a significantly higher minimum commitment.

For accounts in custody at Schwab, Schwab generally does not charge separately for custody but is compensated by account holders through commissions or other transaction-related fees.

Schwab makes available many products and services that benefit us but may not benefit client accounts. As a fiduciary, we work to act in our client's best interests; however, our recommendation to use Schwab is based in part on the benefit to us of the availability of these products and services and not solely on the nature, cost or quality of custody and brokerage services provided by Schwab, which may create a potential conflict of interest.

We have a prime broker relationship with Schwab Institutional. This relationship allows us to purchase securities outside of Schwab and settle these securities into our client's accounts at Schwab. This service is used for some, but not necessarily all, of our clients.

Our custodian makes available certain products and services that may benefit us but not necessarily benefit any one or all of our clients. Our custodian facilitates electronic payment of client fees, back-office support, and record keeping. Our custodian also provides services to our business including compliance tools, publications and conferences, and third party product and service vendors. The availability of these services is not contingent upon committing any specific amount of business (either assets in custody or trading volume).

We are sensitive to the commissions and other expenses that our clients pay. We try to use custodians that provide the best balance between services provided and the costs paid by client accounts. We believe that our fees and cost structure are competitive, cost effective and transparent. However, clients may be able to obtain similar services elsewhere at the same or lower cost.

We work with a provider of title insurance services to assist clients through the process of obtaining title insurance policies for real estate transactions. We receive a commission for these referrals. We may also refer clients to investments in real estate or new business ventures through private placements. We may receive a referral fee or commission if our clients invest in these securities. This may create a conflict of interest between ourselves and our clients.

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

**Schedule G of
Form ADV
Balance Sheet**

Applicant:
GPS Investment Group LLC

SEC File Number:
801-69293

Date:
03/18/2010

(Answers in Response to Form ADV Part II Item 14.)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV:
GPS Investment Group LLC

IRS Empl. Ident. No.:
26-2666618

Instructions

1. The balance sheet must be:
 - A. Prepared in accordance with generally accepted accounting principles
 - B. Audited by an independent public accountant
 - C. Accompanied by a note stating the principles used to prepare it, the basis of included securities, and any other explanations required for clarity.
2. Securities included at cost should show their market or fair value parenthetically.
3. Qualifications and any accompanying independent accountant's report must conform to Article 2 of Regulation S-X (17 CFR 210.2-01 et. seq.).
4. Sole proprietor investment advisers:
 - A. Must show investment advisory business assets and liabilities separate from other business and personal assets and liabilities
 - B. May aggregate other business and personal asset and liabilities unless there is an asset deficiency in the total financial position.

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

**Schedule H of
Form ADV
Page 1**

Applicant:
GPS Investment Group LLC

SEC File Number:
801-69293

Date:
03/18/2010

(for sponsors of wrap fee programs)

Name of wrap fee program or programs described in attached brochure:

1. **Applicability of Schedule.** This Schedule must be completed by applicants that are compensated under a wrap fee program for sponsoring, organizing, or administering the program, or for selecting, or providing advice to clients regarding the selection of, other investment advisers in the program ("sponsors"). A wrap fee program is any program under which a specified fee or fees not based directly upon transactions in a client's account is charged for investment advisory services (which may include portfolio management or advice concerning the selection of other investment advisers) and execution of client transactions.
2. **Use of Schedule.** This Schedule sets forth the information the sponsor must include in the wrap fee brochure it is required to deliver or offer to deliver to clients and prospective clients of its wrap fee programs under Rule 204-3 under the federal Advisers Act and similar rules of jurisdictions. The wrap fee brochure prepared in response to this Schedule must be filed with the Commission and the jurisdictions as part of Form ADV by completing the identifying information on this Schedule and attaching the brochure. Brochures should be prepared separately, not on copies of this Schedule. Any wrap fee brochure filed with the Commission as part of an amendment to Form ADV shall contain in the upper right corner of the cover page the sponsors' registration number (801-).
3. **General Contents of Brochure.** Unlike Parts I and II of this form, this Schedule is not organized in "check-the-box" format. These instructions, including the requests for information in Item 7 below, should not be repeated in the brochure. Rather, this Schedule describes minimum disclosures that must be made in the brochure to satisfy the sponsor's duty to disclose all material facts about the sponsor and its wrap fee programs. **Nothing in this Schedule relieves the sponsor from any obligation under any provision of the federal Advisers Act or rules thereunder, or other federal or state law to disclose information to its advisory clients or prospective advisory clients not specifically required by this Schedule.**
4. **Multiple Sponsors.** If two or more persons fall within the definition of "sponsor" in Item 1 above for a single wrap fee program, only one such sponsor need complete the Schedule. The sponsors may choose among themselves the sponsor that will complete the Schedule.
5. **Omission of Inapplicable Information.** Any information not specifically required by this Schedule that is included in the brochure should be applicable to clients and prospective clients of the sponsor's wrap fee programs. If the sponsor is required to complete this Schedule with respect to more than one wrap fee program, the sponsor may omit from the brochure furnished to clients and prospective clients of any wrap fee program or programs information required by this Schedule that is not applicable to clients or prospective clients of that wrap fee program or programs. If a sponsor of more than one wrap fee program prepares separate wrap fee brochures for clients of different programs, each brochure must be filed with the Commission and the jurisdictions attached to a separate copy of this Schedule. Each such brochure must state that the sponsor sponsors other wrap fee programs and state how brochures for those programs may be obtained.
6. **Updating.** Sponsors are required to file an amendment to the brochure promptly after any information in the brochure becomes materially inaccurate. Amendments may be made by use of a "sticker", *i.e.*, a supplement affixed to the brochure that indicates what information is being added or updated and states the new or revised information, as long as the resulting brochure is readable. Stickers should be dated and should be incorporated into the text of the brochure when the brochure itself is revised.
7. **Contents of Brochure.** Include in the brochure prepared in response to this Schedule:
 - (a) on the cover page, the sponsor's name, address, telephone number, and the following legend in bold type or some other prominent fashion:
This brochure provides clients with information about [name of sponsor] and the [name of program or programs] that should be considered before becoming a client of the [name of program or programs]. This information has not been approved or verified by any governmental authority.
 - (b) a table of contents reflecting the subject headings in the sponsor's brochure.
 - (c) the amount of the wrap fee charged for each program or, if fees vary according to a schedule established by the sponsor, a table setting forth the fee schedule, whether such fees are negotiable, the portion of the total fee (or the range of such amounts) paid to persons providing advice to clients regarding the purchase or sale of specific securities under the program ("portfolio managers"), and the services provided under each program (including the types of portfolio management services);

**Schedule H of
Form ADV
Page 2**

Applicant:
GPS Investment Group LLC

SEC File Number:
801-69293

Date:
03/18/2010

- (d) a statement that the program may cost the client more or less than purchasing such services separately and a statement of the factors that bear upon the relative cost of the program (*e.g.*, the cost of the services if provided separately and the trading activity in the client's account);
- (e) if applicable, a statement that the person recommending the program to the client receives compensation as a result of the client's participation in the program, that the amount of this compensation may be more than what the person would receive if the client participated in other programs of the sponsor or paid separately for investment advice, brokerage, and other services, and that the person may therefore have a financial incentive to recommend the wrap fee program over other programs or services;
- (f) a description of the nature of any fees that the client may pay in addition to the wrap fee and the circumstances under which these fees may be paid (including, if applicable, mutual fund expenses and mark-ups, mark-downs, or spreads paid to market makers from whom securities were obtained by the wrap fee broker);
- (g) how the program's portfolio managers are selected and reviewed, the basis upon which portfolio managers are recommended or chosen for particular clients, and the circumstances under which the sponsor will replace or recommend the replacement of the portfolio manager;
- (h) (1) if applicable, a statement to the effect that portfolio manager performance information is not reviewed by the sponsor or a third party and/or that performance information is not calculated on a uniform and consistent basis,
(2) if performance information is reviewed to determine its accuracy, the name of the party who reviews the information and a brief description of the nature of the review,
(3) a reference to any standards (*i.e.*, industry standards or standards used solely by the sponsor) under which performance information may be calculated;
- (i) a description of the information about the client that is communicated by the sponsor to the client's portfolio manager, and how often or under what circumstances the sponsor provides updated information about the client to the portfolio manager;
- (j) any restrictions on the ability of clients to contact and consult with portfolio managers;
- (k) in narrative text, the information required by Items 7 and 8 of Part II of this form and, as applicable to clients of the wrap fee program, the information required by Items 2, 5, 6, 9A and C, 10, 11, 13 and 14 of Part II;
- (l) if any practice or relationship disclosed in response to Item 7, 8, 9A, 9C and 13 of Part II presents a conflict between the interests of the sponsor and those of its clients, explain the nature of any such conflict of interest; and
- (m) if the sponsor or its divisions or employees covered under the same investment adviser registration as the sponsor act as portfolio managers for a wrap fee program described in the brochure, a brief, general description of the investments and investment strategies utilized by those portfolio managers.

8. Organization and Cross References. Except for the cover page requirements in Item 7(a) above, information contained in the brochure need not follow the order of the items listed in Item 7. However, the brochure should not be organized in such a manner that important information called by the form is obscured.

Set forth below the page(s) of the brochure on which the various disclosures required by Item 7 are provided.

<i>Page(s)</i>			<i>Page(s)</i>			<i>Page(s)</i>		
Item	7(a)	cover	Item	7(f)		Item	7(j)	
	#7(b)			#7(g)			#7(k)	
	#7(c)			#7(h)			#7(l)	
	#7(d)			#7(i)			#7(m)	
	#7(e)							