



# DISCLOSURE BROCHURE

## Form ADV – Part 2A

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Effective March 30, 2012

## ITEM 1 – COVER PAGE

### Genworth Financial Wealth Management, Inc.

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*This Genworth Financial Wealth Management Disclosure Brochure provides information about the qualifications and business practices of Genworth Financial Wealth Management (“GFWM”). If you have any questions about the contents of this Brochure, please contact GFWM using the above information. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority. GFWM is a registered investment adviser. Registration of an Investment Adviser does not imply any level of skill or training. The oral and written communications of an Adviser provide you with information about which you determine to hire or retain an Adviser.*

*Additional information about GFWM also is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).*

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**ITEM 2 – MATERIAL CHANGES**

This section provides a summary of material changes that were made to this brochure since the last annual update, and is intended to help Clients determine if they want to review this brochure in its entirety, or contact their Financial Advisor or GFWM with questions about the changes.

This summary may include any change to GFWM's policies and practices, a change in the management of your account, or additional conflicts of interests for your consideration. Additionally, this summary will also include any new product offerings introduced in the last year, or product offerings that may no longer be available to new business.

GFWM may make interim updates to its disclosure brochure throughout the year. GFWM will provide you with additional information about material changes, as necessary. Information about GFWM is also available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). To request a copy of the most recent disclosure brochure, contact us at:

**Genworth Financial Wealth Management, Inc.****Attention: Adviser Compliance****2300 Contra Costa Blvd. Suite 600****Pleasant Hill, CA 94523-3967****800-664-5345****[genworthwealth.com](http://genworthwealth.com)****[advisercompliance@genworth.com](mailto:advisercompliance@genworth.com)**

Since March 2011, the following is a summary of changes for GFWM.

Closure of the Genworth Variable Insurance Trust - The Genworth Variable Insurance Trust ("GVIT"), a series of no-load funds made available exclusively to owners of variable annuity and variable life insurance contracts ("Variable Contracts") issued by Genworth Life and Annuity Insurance Company ("GLAIC") and Genworth Life Insurance Company of New York ("GLICNY"), both affiliates of GFWM, was closed in January 2012.

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## ITEM 4 – ADVISORY BUSINESS

Genworth Financial Wealth Management, Inc. (“GFWM”) is the sponsor of the Genworth Financial Wealth Management Platform (the “Platform”) through which it offers its advisory services to its clients. GFWM is an investment adviser registered with the U.S. Securities and Exchange Commission providing various investment supervisory services to a variety of clients.

GFWM is a wholly owned subsidiary of Genworth Financial, Inc., a publicly held insurance holding company. As a manager for certain Privately Managed Account and Unified Managed Account Investment Solutions, GFWM’s Genworth Financial Asset Management division (“GFAM”) provides services for investment products previously offered by Genworth Financial Asset Management, Inc.

GFWM also serves as the Portfolio Strategist for the Genworth Portfolio Solutions Strategies (“GPS Strategies”). GPS Strategies shall invest in pre-determined allocations of the GuidePath Funds, the GuideMark Funds and alternative investments including the Altegris Managed Futures Strategy Fund. The Altegris Managed Futures Strategy Fund (the “Altegris Advised Fund”) is managed by Altegris Advisors, LLC, an affiliate of GFWM.

GFWM serves as the investment adviser for the following registered investment companies that may be available in certain Investment Solutions offered under the Platform;

- 1) GPS I, a series of sub-advised no load mutual funds that include the GuideMark Funds (formerly known as the AssetMark Funds);
- 2) GPS II, a series of no-load mutual funds that include two sub-advised GuideMark Funds as well as four GuidePath funds of funds; and
- 3) the Genworth Financial Contra Fund, a registered investment company used by GFAM in risk mitigation strategies in some Investment Solutions.

### WRAP FEE PROGRAMS

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

GFWM offers the following advisory services or Investment Solutions to Clients.

### Mutual Fund Accounts

#### ETF Accounts

Privately Managed Accounts (“PMA”), including:

- Individually Managed (“IMA”) Accounts,
- Manager Select Accounts (“MSA”),
- GFAM Preservation Strategy,
- GFAM Fixed Income Accounts, and
- Consolidated Managed Accounts (“CMA”)

Unified Managed Accounts, including:

- Privately Managed Portfolios (“PMP”) Accounts,
- Genworth Multiple Strategies (“GMS”) Accounts, and
- Active Return Opportunities (“ARO”) Accounts

The following advisory services, also described in this brochure, are closed to new business.

- Variable Annuity Accounts
- GFAM Principal Return Exposure Strategy (“PRX”)
- GFAM Strategy designed for use with LifeHarbor Income Certificate (“GFAM-LHIC”)

GFWM provides investment supervisory services to clients through the Platform, as well as providing advisor consulting and administrative services to third party independent investment advisors with clients investing through the Platform. An Administrative/Non-Managed Account may also be provided as an administrative convenience for the Client. Assets in an Administrative/Non-Managed Account are not managed or advised by GFWM, and GFWM is not responsible for their investment or management. Detailed information about GFWM and the services and products it provides to clients are set forth in the specific Disclosure Brochures for each of its services. These Disclosure Brochures are attached to this Form ADV Part 2A as Disclosure Brochures, respectively, and are incorporated by reference.

*Solutions No Longer Offered.* GFWM manages other investment solutions which are no longer offered to new clients. These solutions continue to be managed in accordance with the respective client agreement.

### INVESTMENT SUPERVISORY SERVICES – REFERRAL MODEL PLATFORM

GFWM provides investment supervisory services to clients as described in GFWM’s “Referral Disclosure Brochure” to fulfill the requirements of Form ADV Part 2A and Appendix 1

GFWM receives client referrals through representatives of broker dealer firms and investment advisory firms (these firms are referred to as “Financial Advisory Firms”). GFWM manages each client Account according to the client’s selected Investment Solution under the terms of the GFWM Investment Management Services Agreement (“IMSA”).

As of 12/31/2011, GFWM had \$9.2 billion in assets under management in the Referral model platform. This includes assets held in proprietary mutual funds.

### INVESTMENT SUPERVISORY SERVICES – PRIVATE CLIENT GROUP

In addition to providing investment supervisory services through the Referral Model Platform, GFWM also provides services through its “Private Client Group.” GFWM’s investment supervisory services to its Private Client Group clients are described in detail in GFWM’s “Private Client Group Disclosure Brochure” to fulfill the requirements of Form ADV Part 2A and Appendix 1.

GFWM manages each client Account according to the client’s selected Investment Solution under the terms of the GFWM Private Client Group Investment Management Services Agreement (“PCG IMSA”).

In order that GFWM’s advisory services may be tailored to meet a client’s investment objectives, the client may select from among a number of “Investment Solutions.” Depending upon the Investment Solution chosen, the client may make selections to further define the final “Strategy” for their Account.

The Investment Solutions advisory services available under the Private Client Group are:

- The BJ Group Services
- Mutual Fund Accounts
- Exchange Traded Fund ("ETF") Accounts
- Individually Managed Accounts ("IMA")

GFWM manages each client Account according to the client's selected Investment Solution under the terms of the GFWM Private Client Group Investment Management Services Agreement ("PCG IMSA").

As of 12/31/2011, GFWM had \$441.8 million in assets under management in the Private Client Group platform.

#### INVESTMENT SUPERVISORY SERVICES – MUTUAL FUNDS

In addition to providing the foregoing investment supervisory services, GFWM is also the investment adviser for:

- 1) the GuideMark Funds (formerly known as the AssetMark Funds) and the GuidePath Funds two series of sub-advised no-load mutual funds that are available in certain Investment Solutions offered under the Platform; and
- 2) the Genworth Financial Contra Fund (the "Contra Fund"), another no-load mutual fund used in certain Investment Solutions

GFWM charges the following Advisory Fees for the funds described above, which include fees paid by GFWM to the respective Subadvisors(s) for each Funds.

##### GuideMark Funds

GuideMark Large Cap Growth Fund 0.70%  
 GuideMark Large Cap Value Fund 0.70%  
 GuideMark Small/Mid Cap Core Fund 0.75%  
 GuideMark World ex. US Fund 0.70%  
 GuideMark Core Plus Income Fund 0.50%  
 GuideMark Tax-Exempt Fixed Income Fund 0.50%  
 GuideMark Global Real Return 0.65%  
 GuideMark Global Opportunistic Fixed Income 0.70 %  
 GuideMark Opportunistic Equity 0.80%

##### GuidePath Funds

GuidePath Strategic Asset Allocation 0.25%  
 GuidePath Tactical Constrained Asset Allocation 0.25%  
 GuidePath Tactical Unconstrained Asset Allocation 0.35%  
 GuidePath Absolute Return Asset Allocation 0.35 %

##### Genworth Fund

Genworth Financial Contra Fund 1.20%

Further information concerning the GuideMark Funds, the GuidePath Funds, and the Contra Fund and can be obtained by requesting a Prospectus from GFWM.

As of 12/31/2011, GFWM had \$3.0 billion in mutual fund assets under management.

#### OTHER SERVICES – ADVISOR MODEL PLATFORM

In addition to the investment supervisory services offered clients directly by GFWM upon referral by Financial Advisory Firms, the

Platform Investment Solutions are offered by Financial Advisory Firms serving as the individual investment advisor for their clients with accounts invested through the Platform. For these Financial Advisory Firms and their clients, GFWM serves as the Platform sponsor and provides the Financial Advisory Firms with administrative and consulting services. These services are described in more detail in the Platform Disclosure Brochure attached as Appendix 1 of this Form ADV Part 2A as GFWM's "Platform Disclosure Brochure."

As of 12/31/2011, GFWM had \$8.9 billion in assets under administration on the Advisor Model Platform. This includes assets invested in proprietary mutual funds.

#### OTHER SERVICES – EFFICIENT EDGE

The Efficient Edge Advisory Service is offered by GFWM exclusively to owners of variable annuity and variable life insurance contracts ("Variable Contracts") issued by Genworth Life and Annuity Insurance Company ("GLAIC") and Genworth Life Insurance Company of New York ("GLICNY"), both affiliates of GFWM. The Efficient Edge Advisory Service is an asset allocation service through which owners of Variable Contracts may have the value in their Variable Contract sub-accounts allocated pursuant to the investment objective, or "Model," they select. There is no separate, additional charge to Variable Contract owners for the Efficient Edge service. A description of these services is outlined in more detail in the Disclosure Brochure attached to Appendix 1 of this Form ADV Part 2A, as GFWM's "Efficient Edge Disclosure Brochure."

GFWM does not charge separate fees for its services under the Efficient Edge program, but Variable Contract owners do pay charges and fees in connection with their ownership of the Variable Contracts and these fees may increase in connection with use of the Efficient Edge Advisory Service. For example, transfer fees may apply on re-allocations of value among sub-accounts of the Variable Contract. Additionally, the investment adviser or distributor of a Portfolio may pay GLAIC and/or GLICNY fees for certain administrative and other services provided to the Portfolio, and Capital Brokerage Corporation ("CBC"), an affiliate of GFWM and the Insurance Companies and the principal underwriter of the Variable Contracts, may receive 12b-1 fees from a Portfolio.

As of 12/31/2011, the Efficient Edge platform had \$1.6 billion in assets in this advisory service.

#### ITEM 5 – FEES AND COMPENSATION

All fees are subject to negotiation.

Please refer to each Disclosure Brochure for complete details on the fees for the Referral, Private Client Group, and Advisor Platforms, and the Efficient Edge Advisory Services.

#### ITEM 6 – PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

GFWM does not charge any performance-based fees (fees based on a share of capital gains on or capital appreciation of the assets of a client) and therefore does not participate in any side-by-side management. Side-by-side management refers to managing accounts which pay performance fees while at the same time managing accounts that do not pay performance fees.

## ITEM 7 – TYPES OF CLIENTS

GFWM provides various investment supervisory services to registered investment companies and a variety of Clients, including but not limited to individuals, high net worth individuals, investment companies, pension and profit-sharing plans, corporations, partnerships, trusts, insurance companies and other investment managers.

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

## CONDITIONS OF MANAGING ACCOUNTS

GFWM imposes a minimum dollar value of assets as a condition to a number of the Investment Solutions available on the Platform. See the Disclosure Brochures for the minimum account sizes for specific Investment Solutions. Account minimums are reviewed periodically, and are subject to change. Exceptions to the minimum initial investment must be approved by an authorized officer of GFWM. An account whose value falls below the minimum may be closed by GFWM upon written notice to the client.

## ITEM 8 – METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

In the analysis of individual securities and in seeking out sources of information in the performance of the services described herein, GFWM relies on a number of external sources, research service providers and unaffiliated third-party Portfolio Strategists and Investment Management Firms, as more fully described in each Disclosure Brochure.

GFWM offers a wide array of investment products, and hence the investment strategies used to implement these products are similarly varied. In general, GFWM offers a variety of risk profiles for each of its investment products, in which the levels of risk seek to accommodate a wide spectrum of clients. The strategy for varying the level of risk taken in each product is to offer greater levels of risk management for products that seek higher levels of protection. Risk management tools may include, but would not be limited to fixed income instruments, mutual funds, derivatives and active asset allocation strategies. GFWM also allows third-party Investment Managers to advise or implement its programs and as such allows these third-party managers to pursue their investment strategies as well. GFWM also seeks the advice of unaffiliated third-party Portfolio Strategists and other consultants on the asset allocation decisions appropriate for each product.

## ITEM 9 – DISCIPLINARY INFORMATION

GFWM and its management do not have disciplinary information to report.

## ITEM 10 – OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

### AFFILIATED COMPANIES

GFWM has numerous affiliated companies under common control with GFWM. Genworth Financial, Inc. (“Genworth”) is a publicly-held company

(NYSE: GNW), and it and its affiliates may also issue other securities. Genworth wholly owns directly or indirectly these affiliated companies. GFWM does not consider such affiliations to create a material conflict of interest for GFWM or its clients. For those affiliated companies you may interact with in connection with your GFWM relationship, their industry activities are described in further detail below:

- Altegris Advisors, L.L.C.
- Altegris Portfolio Management, Inc.
- Altegris Clearing Solutions, L.L.C.
- Altegris Futures, L.L.C.
- Altegris Investments, Inc.
- Capital Brokerage Corp.
- Genworth Financial Advisors Corp.
- Genworth Financial Securities Corp.
- Genworth Financial Trust Company

### Altegris Advisors, L.L.C.

Altegris Advisors, L.L.C. (“Altegris”) is a Delaware limited liability company and is registered as an investment adviser with the Securities and Exchange Commission. Altegris, a Delaware series trust, serves as the investment adviser to the Altegris Managed Futures Strategy Fund, the Altegris Macro Strategy Fund, and the Altegris Futures Evolution Strategy Fund. Altegris may also act in the capacity of Portfolio Strategist for GFWM.

### Altegris Portfolio Management, Inc.

Altegris Portfolio Management, Inc., dba Altegris Funds (“Altegris Funds”), is a commodity pool operator registered with the Commodity Futures Trading Commission (“CFTC”), a member of the National Futures Association (“NFA”), and an investment adviser registered with the Securities and Exchange Commission. Altegris Funds acts as the sponsor to various pooled investment vehicles offered on a private placement basis, including commodity pools and hedge funds.

### Altegris Clearing Solutions, L.L.C.

Altegris Clearing Solutions, L.L.C. (“Solutions”) is a Delaware limited liability company registered as both a futures introducing broker and a commodity trading advisor with the CFTC and a member of the NFA. Solutions introduces futures separate accounts of its clients to various futures commission merchants and provides futures-related consulting services.

### Altegris Futures, L.L.C.

Altegris Futures, L.L.C. (“Futures”) is a Delaware limited liability company registered as an introducing broker with the CFTC and is a member of the NFA. Futures acts as introducing broker for commodity pools sponsored by its affiliate, Altegris Funds.

### Altegris Investments, Inc.

Altegris Investments, Inc. (“Investments”) is an Arkansas corporation and is registered as a broker-dealer with the Securities and Exchange Commission (“SEC”) and member of the Financial Industry Regulatory Authority (“FINRA”). Investments acts as a selling agent and wholesaling agent for commodity pools and hedge funds sponsored by its affiliate, Altegris Funds and as a distributor of mutual funds advised by its affiliate Altegris. Investments also acts as a third party selling agent for non-affiliated hedge funds and commodity pools. Through its affiliate, Solutions, clients of Investments may access a platform of managed futures trading programs.



Capital Brokerage Corp.

Capital Brokerage Corporation ("CBC") is a member broker dealer of FINRA. CBC is the distributor of the GFWM proprietary mutual funds: the GuideMark and GuidePath Funds, and the Contra Fund.

Genworth Financial Advisors Corp.

Genworth Financial Advisors Corp. ("GFAC") is an investment adviser registered with the Securities and Exchange Commission.

Genworth Financial Securities Corp.

Genworth Financial Securities Corporation ("GFSC") is a FINRA member broker dealer.

Genworth Financial Trust Company

Genworth Financial Trust Company ("GFTC") is an Arizona chartered trust company that currently serves as the custodian for certain GFWM advisory and platform services.

**INSURANCE COMPANY OR AGENCY AFFILIATES**

Genworth also owns directly or indirectly several life insurance companies and agencies. These include Genworth Life and Annuity Insurance Company ("GLAIC") and Genworth Life Insurance Company of New York ("GLICNY"). GLAIC and GLICNY issue variable annuity and variable life insurance contracts ("Variable Contracts") and make available the Efficient Edge Asset Allocation advisory service to owners of those contracts. GLAIC is also the issuer of the LifeHarbor<sup>SM</sup> Series, Genworth Financial Wealth Management Group Guaranteed Income Annuity Certificate ("LifeHarbor Annuity").

**AFFILIATE CONFLICTS OF INTEREST****BANKING INSTITUTION - GFTC**

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

**INVESTMENT COMPANIES*****GuideMark, GuidePath Funds, and Genworth Financial Contra Fund***

GFWM receives compensation as the Investment Adviser of the GuideMark and GuidePath Funds, which are utilized within certain Investment Solutions. When the GuideMark Funds are used in GFWM's Investment Solutions, GFWM waives its GFWM Fee on the

assets in those accounts, unless it is in a CMA Investment Solution. GFWM is not compensated for management services under two agreements with regard to those assets but is compensated only pursuant to its Investment Advisory Agreement with the GuideMark and GuidePath Funds. Because of the lack of a GFWM Fee, some Financial Advisors may be inclined to charge a higher Financial Advisor Fee for an Account invested in the GuideMark and GuidePath Funds than they might for an Account invested in other Investment Solutions. With regard to a CMA Investment Solution, if the Discretionary or Overlay Manager selects an GuideMark and GuidePath Fund, GFWM may receive an Advisory Fee from client assets for its management under the CMA Investment Solution as well as an additional fee through the GuideMark and GuidePath Fund for that portion of a client's account that is invested in the Fund, effectively receiving two fees, under two different management agreements, on the same assets.

The GuidePath fund of funds are directly managed by GFWM's Investment Strategies Group ("ISG") and will be invested in shares of the GuideMark Funds, unaffiliated mutual funds, and ETFs. ISG will be managing the GuidePath Funds based on research provided by current Portfolio Strategists in each of the four Asset Allocation Approaches. In addition to the responsibility of managing the GuidePath Funds, the Investment Strategies Group has ongoing oversight over the performance of the Sub-Advisers in the GuideMark Funds and the Portfolio Strategists on the Platform. Because of the conflict between ISG managing the GuidePath Funds, and thereby controlling the allocations to affiliated mutual funds, and potentially receiving the GuideMark Funds' profitability information as a participant in the Fund board meetings, GFWM has created information barriers whereby ISG personnel will not be allowed to participate during the discussion of profitability in the GuideMark Funds board meetings.

GFWM serves as the investment adviser to the Genworth Financial Contra Fund, a registered investment company used by the GFAM division of GFWM in risk mitigation strategies in some Investment Solutions. When the Contra Fund is used in GFWM's Investment Solutions, GFWM may receive an Advisory Fee from client assets for its management under an Investment Solution as well as an additional fee through the Contra Fund for that portion of a client's account that is invested in that Fund, effectively receiving two fees, under two different management agreements, on the same assets.

GLAIC is the issuer of the LifeHarbor<sup>SM</sup> Series, Genworth Financial Wealth Management Group Guaranteed Income Annuity Certificate ("LifeHarbor Annuity"). GLAIC is an affiliate of GFWM and GFTC. Purchasers of the LifeHarbor Annuity must invest their Account in one of the GFAM Strategies offered by GFAM and designed for use with the LifeHarbor Income Certificate ("GFAM-LHIC"). GFAM serves as the Discretionary Manager for accounts invested in GFAM Solutions designed for use with LifeHarbor Income Certificate, and only Risk/Return Profiles 3 and 4 are offered in this Investment Solution. While the LifeHarbor Annuity is in force, an asset charge, which is based on the value of the assets in the client account, is periodically deducted from the account and remitted to GLAIC. Consult the LifeHarbor Annuity prospectus for further information. The fees charged under the LifeHarbor Annuity are in addition to the advisory, custodial and other fees charged the client account, including the advisory fee GFWM receives as the Discretionary Manager. GLAIC gave GFWM input in the development of this Investment Solution, with particular focus on the specification of investment risk parameters, and the impact of those risk parameters in the management of client accounts. However, GFWM is responsible for the day-to-day management of the GFAM-LHIC accounts, and GLAIC does not have the authority to instruct GFWM to pursue any particular investment course. As of January 28, 2011, the GFAM-LHIC strategy is no longer open to new business.

## OTHER INVESTMENT ADVISERS

Genworth also indirectly owns GFAC. Advisory representatives of GFAC may refer Clients to GFWM and GFAC receives payment from GFWM for Client referrals as discussed below under “CLIENT REFERRALS.”

GFWM may refer Financial Advisors to Altegris and receive a referral fee for any such Client that invests in any Altegris private placements. Similarly, Altegris may refer Financial Advisors to the GFWM Platform and receive a solicitation fee should any Client invest in any investment solution on the platform.

## BROKER-DEALERS - CBC AND GFSC

CBC is a member broker dealer of FINRA, and is affiliated with GFWM by common ownership. CBC is the Distributor of the GuideMark and GuidePath Funds and the Genworth Financial Contra Fund. CBC is not compensated for its role as Distributor of the Contra Fund, but CBC is entitled to receive 12b-1 fee compensation as Distributor of the GuideMark and GuidePath Funds. The GuideMark and GuidePath Funds and the Contra Fund are utilized within certain Investment Solutions.

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

## OTHER RELATIONSHIPS AND COMPENSATION

### *Marketing and Business Development*

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

Under Business Development Allowance program, qualifying Financial Advisors are entitled to receive a quarterly business development allowance for reimbursement of qualified marketing/practice development expenses incurred by the Financial Advisor. These amounts range from \$5,000 to \$105,000 annually, depending on the value of the Account assets of Clients referred to GFWM by the Financial Advisor.

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

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

## ITEM 11 – CODE OF ETHICS AND PERSONAL TRADING; PARTICIPATION IN CLIENT TRANSACTIONS

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

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

GFWM utilizes Financial Tracking Technologies to provide enhanced tracking of employee transactions and gives GFWM the ability to analyze employee trading against certain parameters and transactions in its managed Accounts or any GFWM-advised funds. Access Persons also utilize this system to annually certify their receipt of, and compliance with, the Code and pre-clear their Reportable Security transactions, if they are required to do so by the Code.

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

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

GFTC, an affiliated trust company, effects securities transactions on behalf of GFWM clients whose accounts are held in custody by GFTC. GFTC is not paid any transaction based compensation for effecting transactions, but may be paid shareholder servicing or administration fees by mutual fund families or others in connection with the transactions in such custodial accounts. GFTC exercises no discretion over such accounts, but effects transactions only at the direction of GFWM, clients or their third party investment advisors. GFWM does not anticipate any potential conflicts of interest in the execution of transactions, but GFWM's role with respect to the execution of transactions will be subject to the Code of Ethics described above.

## ITEM 12 – BROKERAGE PRACTICES

GFWM has full discretionary authority under the respective client agreements to select the securities to be bought or sold and the amount of securities to be bought or sold for those client Accounts on the Platform for which it serves as the primary investment advisor. GFWM's authority is limited by the parameters of the Investment Solution and Strategy identified for each client Account for which it acts as primary investment advisor. For more detailed information, see the Disclosure Brochure included in the Form ADV Part 2A and Appendix 1 and referred to as GFWM's "Referral Disclosure Brochure."

GFWM does not have such authority to determine the securities and amounts to be bought or sold for client Accounts on the Platform for which third party Financial Advisory Firms act as the clients' primary investment advisor. For more detailed information, see the Platform Disclosure Document included in Appendix 1 to this Form ADV Part 2A as GFWM's "Platform Disclosure Brochure."

As Adviser of the GuideMark and GuidePath Funds, and the Contra Fund, and the GFWM has delegated to the Fund Sub Advisors the authority to determine securities and amounts of securities to be bought or sold by the Funds. In each case, the authority is to be exercised within the disclosed investment objectives of each Fund. For more information, refer to the Funds' Prospectus, available from GFWM on request.

When GFAM selects mutual funds used in the GFAM solutions, it generally selects mutual funds that are "no transaction fee" funds or "NTF" when available. Generally, NTF funds pay Custodians Administrative Service Fees ("ASF") for services provided.

As investment adviser for Referral model Accounts, GFWM directs trades to the Clients' selected custodian with the exception of GFAM investment solutions available only at GFTC. To the extent that GFTC is designated as custodian, trades within its authority, and such

execution services are compensated according to GFTC's standard rates for custodial services. GFWM also has the authority to select brokers other than GFTC

For Platform Accounts managed by third party Financial Advisory Firms, the Financial Advisory Firms and/or the clients have the authority to select the broker/custodians to be used, though the pool of custodians made available for use on the Platform for mutual fund and ETF accounts is determined by GFWM. Platform custodians charge for their services according to established custodial fee schedules.

As Advisor of the GuideMark and GuidePath Funds, and the Contra Fund, GFWM has delegated to the Fund Sub Advisors the authority to select brokers and dealers to be used and the commission rates to be paid, subject to GFWM's supervision.

GFWM or the Discretionary Manager, if applicable, will generally direct most, if not all transactions to the Account Custodian selected by the client. In certain circumstances, better execution may be available from broker-dealers other than the broker-dealer(s) generally used by the Client's Custodian. GFWM, or other Discretionary Manager in the instance of IMA, MSA and CMA Accounts, may trade outside the selected broker-dealer(s). Although ETFs are priced intra-day in the same manner as other equity securities, GFWM directs trades for ETFs to the Custodian selected by the Client and the Financial Advisory Firm once daily. The actual timing of trade order execution may vary, depending upon trade volume, systems limitations and issues beyond GFWM's control. In any case, all ETF trades for a given day are placed at the same time in order to provide the most feasibly equivalent execution for all participating clients. With respect to ETF Accounts which may include ETFs for which it may be impracticable to execute transactions in a single day in response to a Portfolio Strategist's adjustments and rebalancing of its ETF asset allocation model, the Client instructs, authorizes and directs that such Accounts be traded in accordance with instructions on timing and price levels given by GFWM to the Custodian, which GFWM may obtain from the Portfolio Strategist to the extent practicable or, in the case of exceptionally high volume requests, in accordance with instructions provided by GFWM to an alternate broker or "authorized participant" liquidity provider selected by GFWM with the instruction to provide liquidity on a net fee basis

All security transactions created for accounts in GFAM products are sent to the Custodian selected by the client for execution at approximately market open. ETF security transactions for non-GFAM products are sent to the custodian selected by the client for execution. Trades are bundled and submitted for execution on a random basis by the Portfolio Services Group and GFAM Investment Management in accordance with established procedures. Security transactions submitted by PSG and GFAM Investment Management will be placed in accordance established procedures.

GFWM has negotiated rates with, and encouraged Subadvisors to use a specific brokerage firm. For more information, refer to the Funds' Prospectus, available from GFWM on request. GFWM has established an electronic interface with certain brokerage and custodial firms with whom clients can establish accounts by executing a separate agreement with such broker or custodian. The electronic interfaces established between GFWM and such firms allow GFWM to receive and transmit account data electronically to the firms to effectively provide account administration, trading and reporting for client accounts. A list of such firms will be provided by GFWM upon request. The trading and custodial expenses incurred by the client are set forth in the separate agreement executed by the client and the broker or custodian. Said charges may be more or less than those of other brokers providing similar services. GFWM does not receive any research or other services from any broker or custodian except as specifically discussed below.



With respect to its role as the Adviser of the GuideMark and GuidePath Funds, GFWM has negotiated an institutional commission schedule with one specific brokerage firm, Abel Noser, Inc., to execute transactions on behalf of certain of the GuideMark and GuidePath Funds for a commission cost of 1.2 - 1.5 cents per share based on the total volume of trades executed, and has encouraged the Subadvisors to use their best efforts to direct trades to Abel Noser when such direction satisfies their internal "best execution" guidelines. Neither GFWM nor any of the Subadvisors receive any "soft dollar" benefits from Abel Noser for the direction of trades pursuant to the above arrangement. Abel Noser does, however, provide detailed transaction reporting to the GuideMark and GuidePath Funds, and Platform accounts, which analyzes the commission and execution cost of all trades executed in the Fund portfolios and client portfolios on the Platform (with the exception of the GFAM UMAs), including both trades executed by Abel Noser and those executed by other brokers independently selected by the Subadvisors.

### ITEM 13 – REVIEW OF ACCOUNTS

GFWM does not assign client accounts directly to specific individuals for investment supervision, and hence there is not a single individual or class of individuals within the organization that can be identified as being solely responsible for implementing a full set of review criteria on any one client account. Instead, GFWM offers a platform of Investment Solutions to its clients, each of which is a model portfolio to which the client's account is linked. A variety of teams within the organization then have responsibility for reviewing the application of the appropriate investment guidelines to each account. At the model level, two groups are responsible for ensuring that the investment models to which client accounts are linked are consistent with guidelines: the Investment Strategies Group (ISG) reviews those model recommendations provided by the third-party investment strategists offering investment solutions on the GFWM platform. The GFAM Investment Management department (GFAM IM) creates and monitors the model recommendations offered to clients within the proprietary investment strategies available on the GFWM platform. Other groups within the organization monitor the degree to which individual client accounts adhere to the investment models monitored by ISG or created and monitored by GFAM IM. These groups include the Portfolio Services Group which monitors account adherence to models provided by third-party strategists and, adherence to models created and maintained by GFAM IM. Finally a group known as the Adviser Services Group (ASG) deals directly with the client's personal financial adviser to resolve any issues that might arise in the client's own review (or the client's adviser's review) of the account.

### ITEM 14 – CLIENT REFERRALS AND OTHER COMPENSATION

#### ADDITIONAL COMPENSATION

The Account Custodians for Platform clients typically receive a Shareholder Servicing Fee from each mutual fund family included in the client Accounts. This fee generally ranges from 0.25% to 0.35% per annum of the amount invested through the Platform in the mutual funds of each fund family.

Additionally, GFWM provides the Custodians certain services with respect to the custody arrangements. If the Client selects a Custodian other than GFTC, the selected Custodian will remit a portion of the fee it charges the Client or receives from other parties including mutual funds, to GFWM as compensation for these services. The formula

under which GFWM's compensation will be calculated is prospectively agreed upon by the Custodian and GFWM, and will be a function of agreed upon basis points on the average daily value of assets under management or custody, or other methodology agreed to by the parties annually. The formula is set for a 12-month period, after which a new formula may be renegotiated between GFWM and the Custodian to take effect on a prospective basis. The payment due under the formula will be calculated and paid quarterly. Further information about the compensation paid GFWM, including current and historical compensation is available on request. In addition, GFWM receives, and in the future may receive, marketing expense reimbursements from certain Portfolio Strategists and mutual fund companies, which reimbursements are intended to offset a portion of GFWM's costs incurred in marketing the Platform. GFWM may refer clients to other registered investment advisors and may receive referral fees based on a portion of the fees paid by the clients to these advisors. The full terms of such referral arrangements will be disclosed to such clients in writing at the time they execute an agreement with the advisors.

GFWM receives compensation as the Advisor to the GuideMark and GuidePath Funds, which are utilized with certain Investment Solutions on the Platform. When the GuideMark and GuidePath Funds are used in GFWM's Investment Solutions, GFWM waives its GFWM Advisory Fee on the assets in those accounts, unless it is in a CMA Investment Solution. The Financial Advisory Firm for any such Account in which the GFWM Advisory Fee is waived will therefore pay a lower percentage of the client's assets invested in the Platform to the GFWM as the Platform Fee and may retain a greater percentage than if another Investment Solution were used. Accordingly, the Financial Advisory Firm has a potential conflict of interest in that it may have a financial incentive to recommend the client Account be invested in Investment Solution which is comprised primarily of the GuideMark and/or GuidePath Funds.

GFWM makes cash payments to Financial Advisory Firms who solicit clients for GFWM. Each such solicitor firm enters into a written agreement with GFWM which specifies the terms of the relationship. The solicitor is required to provide each prospective client with a copy of GFWM's Referral Disclosure together with a separate Solicitor's Written Disclosure Statement. See Referral Disclosure Brochure for the Financial Advisory Firm fee schedule and a more detailed description of the solicitation arrangement.

The Platform Fee paid by the Financial Advisory Firm to GFWM for related accounts of any Client in the Platform are negotiable, as are Platform Fees paid by any Financial Advisory Firm, with the approval of GFWM's President and CEO or any other senior executive officer, as authorized by President and CEO. In addition, GFWM invests a portion of its revenues from operating the Platform back into the Platform in the form of allowances to certain participating financial professionals that utilize the Platform. Under its Business Development Allowance Program, Financial Advisory Firm representatives ("Financial Advisors") are entitled to receive a quarterly business development allowance for reimbursement for qualified marketing/practice development expenses incurred by the Financial Advisor. These amounts range from \$5,000 to \$105,000 annually, depending on the amount of the Financial Advisor's Client assets managed within the Platform.

Similarly, GFWM provides opportunities for Financial Advisory Firms participating in the Platform to receive fee reductions and/or allowances in amounts ranging from .02% to .07% of the amount of client assets invested through the Platform. These arrangements are entered into between GFWM and a broker dealer/advisor on an individually negotiated basis. A broker dealer may agree to provide GFWM with introductions to and information concerning its advisory representatives, provide the representatives with information concerning GFWM's Platform and products, and permit GFWM

to participate in broker dealer meetings and workshops. Financial Advisors may also receive discounted pricing on affiliate coaching programs. In addition to the fee reductions and/or allowances granted the broker dealer by GFWM, GFWM may agree to provide the broker dealer or its representatives with organizational consulting, education, training and marketing support.

GFWM may sponsor annual conferences for participating Financial Advisors designed to facilitate and promote the success of the Platform and its participating Financial Advisors. GFWM may offer Portfolio Strategists, Investment Managers and Investment Management Firms, who may also be Subadvisors for the GuideMark and GuidePath Funds, the opportunity to contribute to the costs of GFWM's annual conference and be identified as a sponsor of a portion of the conference. GFWM may also bear the cost of airfare for certain Financial Advisors to attend GFWM's annual conference or to conduct due diligence visits to GFWM's offices. In addition, GFWM may, from time to time, contribute to the costs incurred by participating Financial Advisory Firms in connection with conferences or other client events conducted by the Financial Advisory Firms and their Financial Advisor representatives.

## ITEM 15 – CUSTODY

GFWM does not provide custodial services to its clients. Client assets are held with banks, financial institutions or registered broker-dealers that are "qualified custodians." Clients will receive statements directly from the qualified custodians at least quarterly. We urge clients to carefully review those statements and compare the custodial records to the reports that we provide them. The information in our reports may vary from custodial statements based on accounting procedures, reporting dates or valuation methodologies of certain securities.

Under the Referral Model, GFWM provides access to the following qualified custodians:

- Genworth Financial Trust Company ("GFTC"), an Arizona trust company and affiliate of GFWM, 3200 North Central Avenue, Seventh Floor, Phoenix, Arizona 85012. Its mailing address is P.O. Box 80007, Phoenix, Arizona 85060.
- Pershing Advisor Solutions ("PAS"). One Pershing Plaza, Jersey City, NJ 07399
- TD Ameritrade ("TDA"). 1005 North Ameritrade Place, Bellevue, NE 68005
- Fidelity Brokerage Services, L.L.C. ("Fidelity"). 200 Seaport, Boulevard, Boston, MA 02210

## CLIENT REPORTS

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

The Custodians will mail a letter of acknowledgement confirming the establishment of an Account and receipt of assets, separately to the Account's address of record. Clients are strongly encouraged to review all statements, acknowledgements and correspondence sent by the Custodian.

A Quarterly Performance Review ("QPR") may also be generated for clients on the Platform. The QPR shows current allocations of the client's selected models as well as performance information

## ITEM 16 – INVESTMENT DISCRETION

GFWM accepts discretionary authority to manage the assets in the client's account under the Referral and Private Client Group platforms. We observe investment limitations and restrictions when notified of such by the Client.

## ITEM 17 – VOTING CLIENT SECURITIES

Clients may obtain a copy of GFWM's complete proxy voting policies and procedures upon request. Clients may also obtain information from GFWM about how GFWM voted any proxies on behalf of their account(s).

A copy of our proxy voting policies and procedures and/or information regarding the votes cast by GFWM with regard to a client's securities is available upon request mailed to:

**Genworth Financial Wealth Management, Inc.**  
**Attention: Advisor Compliance**  
**2300 Contra Costa Blvd. Suite 600**  
**Pleasant Hill, CA 94523-3967**

The Client designates the applicable Discretionary Manager as its agent to vote proxies on securities in the Account and make all elections in connection with any mergers, acquisitions and tender offers, or similar occurrences that may affect the assets in the Account. Client acknowledges that as a result of this voting designation it is also designating the Discretionary Manager as its agent to receive proxies, proxy solicitation materials, annual reports provided in connection with proxy solicitations and other materials provided in connection with the above actions relating to the assets in the Account. However, the Client retains the right to vote proxies and may do so by notifying GFWM in writing of the desire to vote future proxies. Additionally, this designation of the Discretionary Manager to vote proxies and the Client's right to vote proxies may not apply to securities that may have been loaned pursuant to a securities lending arrangement despite efforts by GFWM to retrieve loaned securities for purposes of voting material matters.

If shares of the Genworth Financial Contra Fund, or Proprietary/Affiliated Funds are held in an Account for which GFWM (including through its GFAM Division) acts as Discretionary Manager, GFWM will vote 100% of the shares over which it has voting authority according to instructions it receives from its Clients, which are the Fund's beneficial shareholders. GFWM will vote shares with respect to which it does not receive executed proxies in the same proportion as those shares for which it does receive executed proxies. This is known as "mirror voting" or "echo voting."

***Mutual Fund, ETFs, and other Accounts***

Under the Referral Model, the Client waives the right to vote proxies if the Account is invested in a Mutual Fund, ETF, or Variable Annuity Investment Solution. This waiver may be rescinded at any time by written notice to GFWM. The Client retains the right to vote proxies if the Account is an Administrative/Non-Managed Account, including a General Securities Account or Cash Alternative Account.

***Class Actions and similar actions***

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

Pursuant to the PCG IMSA each client designates GFWM to vote proxies on the securities in their managed account(s), unless a third party custodian is used, in which case, the client does not appoint GFWM to vote proxies. Clients that use a third party custodian should instruct that custodian to provide or forward to them proxies, proxy solicitation materials, annual reports provided in connection with proxy solicitations and other materials provided in connection with the above actions relating to the assets in the account. The Proxy Voting Policy for Private Client Group clients are described in detail in the "Private Client Group Disclosure Brochure."

**ITEM 18 – FINANCIAL INFORMATION**

In certain circumstances, registered investment advisers are required to provide you with financial information or disclosures about their financial condition in this Item. GFWM has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients and has never been the subject of a bankruptcy proceeding. GFWM's parent company, GNW, files quarterly and annual financial statements with the SEC. These are available through the SEC and on our parent company web site at the following location:

**[www.genworth.com](http://www.genworth.com)**

**APPENDIX 1 INFORMATION**

Attached to this Form ADV Part 2A are Disclosure Brochures for the following wrap programs.

- Referral Disclosure Brochure – Part 2A and Appendix 1
- Private Client Group Disclosure Brochure – Part 2A and Appendix 1
- Platform Disclosure Brochure – Appendix 1
- GFAM Disclosure Brochure – Appendix 1
- Efficient Edge Advisory Service – Appendix 1; and
- Efficient Edge Advisory Service (RetireReady) – Appendix 1

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