



Genworth
Financial

DISCLOSURE BROCHURE FOR THE RETIREMENT CONNECTIONS SERVICE

Form ADV – Part 2A

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ITEM 1 – COVER PAGE

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 information shown on the left. 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.

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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 you determine if you want to review this brochure in its entirety, or contact your 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.

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. To request a copy of the most recent disclosure brochure, contact us at:

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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 Clients. GFWM is an investment adviser registered with the U.S. Securities and Exchange Commission providing various investment supervisory services.

Through its Retirement Connections service, GFWM offers Model Portfolios to retirement plan custodial platforms such as Mid-Atlantic Trust Company's ("MATC") and may use MATC's operational service called ModelxChange to deliver and unitize the Genworth strategies ("Models Portfolios"). These Model Portfolios are accessed by retirement plans through Third Party Administrators ("TPAs").

GFWM offers investment advisory services to defined contribution retirement plan sponsors by providing Model Portfolios that may be used by retirement plan sponsors and their participants. The sponsors of these Plans typically retain the services of a Financial Advisor or consultant that will recommend various investments for participant use within the Plan. If GFWM Model Portfolios are ultimately selected by the Plan Sponsor, separate accounts are established for each Plan at the custodian. The custodian's system allows GFWM to provide Model Portfolios and submit any changes to those models.

The Model Portfolios may be implemented with a number of options, such as an Asset Allocation Approach, a group of available "Portfolio Strategists," and a range of "Risk/Return Profiles," so that you, with the assistance of your Financial Advisor, can create a strategy by which your account will be maintained. Collectively the Plan Representatives and Plan may also be referred to as "you" or the "Client".

GFWM is a wholly owned subsidiary of Genworth Financial, Inc., a publicly held insurance holding company. GFWM serves as the Portfolio Strategist for the Genworth Portfolio Solutions Strategies ("GPS Strategies"). GPS Strategies invest in pre-determined allocations of the GuidePath Funds, the GuideMark Funds and alternative investments including the Altegris Funds. GFWM serves as the investment adviser for the following registered investment companies that may be available in certain Model Portfolios available to the Plan: 1) GPS I, a series of sub-advised no-load mutual funds that include the GuideMark Funds; and 2) GPS II, a series of no-load mutual funds that include two GuideMark Funds as well as the GuidePath funds of funds. Altegris Advisors, LLC, an affiliate of GFWM, serves as the investment adviser to the Altegris Funds.

RISK/RETURN PROFILES

The Model Portfolios are available in several Risk/Return Profiles which range from most conservative (lowest estimated risk and lowest potential return) to most aggressive (highest estimated risk and highest potential return). The investment objectives for each of the six Risk/Return Profiles are listed below:

Profile 1 – Conservative

- The profile is designed for an investor who wants to focus on preservation of capital as a primary goal and wishes to minimize downside risk.

Profile 2 – Moderate Conservative

- The profile is designed for an investor who seeks to preserve capital but wishes to assume moderate downside risk in order to earn a return sufficient to preserve purchasing power.

Profile 3 – Moderate

- The profile is designed for an investor who seeks to balance risks of loss to capital with capital appreciation.

Profile 4 – Moderate Growth

- The profile is designed for an investor who seeks enhanced capital appreciation and is willing to accept greater risk of downside loss and volatility of returns.

Profile 5 – Growth

- The profile is designed for an investor who seeks significant capital appreciation and is willing to accept a correspondingly greater risk of loss and volatility of returns.

Profile 6 – Maximum Growth

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

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

ASSET ALLOCATION APPROACHES

The Model Portfolios available are characterized by these asset allocation approaches.

Strategic Asset Allocation Approach

- Seeks to optimize risk adjusted return while adhering to asset allocation parameters
- Relative market exposure and market performance will be important to return results

Tactical Constrained Asset Allocation Approach

- Seeks to optimize risk adjusted returns while adhering to asset allocation parameters and utilizing tactical deviations from the mix in efforts to add additional value.
- Relative market exposure and market performance will be important to return results with further impact from tactical decision making.

Tactical Unconstrained Asset Allocation Approach

- Seeks to optimize risk adjusted returns without regard to asset allocation parameters.
- Relative return exposure will vary over time and, as a result, the decisions made regarding the magnitude and types of asset class exposure taken over time will be important to return results, along with the performance of those asset classes.

Absolute Return Allocation Approach

- Seeks to capture modest positive returns over time regardless of general market direction while managing broad market risk and correlation. This objective may or may not be achieved in any specific time frame.
- Active investment decisions made with regard to specific asset class exposures and security selections will be important to return results, along with performance of the selected investments.

GPS Strategies

- GPS Strategies are a set of pre-determined investment strategies that are allocated across some or all of the previously indicated four asset allocation approaches and additional investment options.

GFWM has contracted with investment management firms called Portfolio Strategists to provide recommended asset allocations for the Model Portfolios. You may specify the initial Portfolio Strategist for the Account. GFWM may replace the Portfolio Strategist at its discretion and will give notice of any change to that Portfolio Strategist. GFWM will act as the Portfolio Strategist to GPS Strategies.

MUTUAL FUND MODEL PORTFOLIOS

If you select a Mutual Fund Model Portfolio, the assets will be invested in no-load mutual funds (that is, funds that do not charge a sales load) and/or mutual funds that generally do charge a sales load but where the sales charge has been waived. The Account will be invested by MATC consistent with allocations provided by a Portfolio Strategist (which may include GFWM) for the Risk/Return Profile. Certain Portfolio Strategists compose their mutual fund asset allocations utilizing only those mutual funds managed by the Portfolio Strategist or an affiliate of the Portfolio Strategist. One or more of the Portfolio Strategists will construct their asset allocations exclusively using funds managed by GFWM or its affiliates, including the GuideMark and GuidePath Funds and Altegris Advised Funds. (GFWM and Altegris advised mutual funds are collectively known as "Proprietary/Affiliated Funds".)

If a Mutual Fund Model Portfolio is chosen, the account may also include non-mutual fund investments, as applicable. For example, non-mutual fund investments could be cash equivalents held by the Account. MATC will receive all shareholder materials. You may request from MATC if you wish to receive this Information.

GPS Strategies

For the GPS Strategies, GFWM will provide investment allocations across asset allocation approaches based on investment objectives, market outlook, risk profile & other preferences. The variety of strategies and investment allocations are pre-set using a mix of Strategic, Tactical Constrained, Tactical Unconstrained, and Absolute Return Asset Allocation Approaches. The GPS Strategies may also include Altegris Advised Funds and other investments. The available GPS Strategy under the Retirement Connections service is the accumulation investment objective and the neutral market outlook.

Investment Objective: Accumulation

An accumulation objective typically refers to investors that are still working and seeking to build their wealth base. A distribution objective typically refers to investors who are in or near retirement and seeking to take withdrawals from their asset base over time. Strategies are allocated with a blended mix of Strategic Asset Allocation, Tactical Constrained Asset Allocation, Tactical Unconstrained Asset Allocation and Absolute Return Asset Allocation exposure along with an allocation to Alternative Investment asset classes.

Market Outlook: Neutral

You and your Financial Advisor may choose to discuss or share perspectives with regard to the expected long-term environment into which the Plan is investing. Generally speaking, secular bull and bear markets are defined as long-term (greater than 5 years) periods in which equities either advance substantially or retract or fail to advance. Depending on a client and/or Financial Advisor's predisposition to have an outlook or perspective on the market environment into which a client is investing, pre-set GPS Strategies have been constructed to make tilts to asset allocation approaches that GFWM believes may benefit from the corresponding anticipated market environment. Strategies are allocated with a blended mix of Strategic Asset Allocation, Tactical Constrained Asset Allocation, Tactical Unconstrained Asset Allocation and Absolute Return Asset Allocation exposure along with an allocation to Alternative Investment asset classes without any significant tilts to account for market outlook

EXCHANGE TRADED FUNDS MODEL PORTFOLIOS

If you select an Exchange Traded Fund ("ETF") Model Portfolio, your account will be invested in exchange traded funds ("ETFs") consistent with allocations provided by a Portfolio Strategist for the Risk/Return Profile selected by you. The Portfolio Strategist may compose their ETF asset allocations utilizing only those ETFs managed by the Portfolio Strategist or an affiliate of the Portfolio Strategist. ETFs are traded daily at market determined prices on a national exchange in a similar manner to other individual equity securities by MATC for the Retirement Connections service.

The Account may also include non-ETF investments, as applicable. For example, non-ETF investments could be cash equivalents held by the Account. You agree to waive the right to receive all shareholder materials applicable to the account, including without limitation prospectuses and shareholder reports. This waiver may be rescinded at any time by written notice to GFWM. In addition, you retain all indicia of beneficial ownership, including, without limitation, all voting power and other rights as a security holder in each of the funds held for the Client.

ASSETS UNDER MANAGEMENT

As of December 31, 2011, GFWM had \$9.2 billion in assets under management and \$8.9 billion in assets under administration. Both these figures include investments in proprietary mutual funds and the assets under administration include investments in GFAM Investment solutions, in which GFAM is the discretionary manager. As of June 30, 2012, there are no assets in the Retirement Connections service.

ITEM 5 – FEES AND COMPENSATION

The GFWM Fee provides compensation to GFWM for maintaining the Model Portfolios for Retirement Connections, as well as selecting, reviewing and replacing, as it deems appropriate, the Portfolio Strategists providing allocations; review and validation of Portfolio Strategists' recommendations; and calculating and providing model portfolio performance to MATC.

GFWM charges 45 bps (0.45%) on the on the average daily value of the Model Portfolio assets, with the exception of the GPS strategy, for which no GFWM Fee is charged. This fee is accrued daily by MATC and paid to GFWM on a monthly basis in arrears.

You should be aware that the fees charged by GFWM may be higher or lower than those charged by others in the industry and that it may be possible to obtain the same or similar services from other investment advisers at lower or higher rates.

Some of GFWM's management fees are negotiable, and exceptions to the fee schedules detailed above may be made with the approval of GFWM's President and CEO or a senior executive officer, as authorized by the President and CEO.

INDIRECT INVESTMENT EXPENSES AND MUTUAL FUNDS FEES PAID BY CLIENT

Some expenses are inherent within the investments held in your account. Mutual funds pay management fees to their investment advisers, and certain funds and bank money market accounts have other types of fees or charges, including 12b-1, administrative or shareholder servicing fees, bank servicing or certain other fees, which may be reflected in the net asset value of these mutual funds held in Client Accounts. Such expenses are borne by all investors holding such securities in their Accounts and are separate from GFWM's fees or charges. Certain mutual funds selected for Client Accounts may include Proprietary/Affiliated Funds from which GFWM or its affiliates may receive additional compensation as described here in addition to fees paid to GFWM for maintaining the Model Portfolios for the Retirement Connections service. GFWM may receive management fees as the investment adviser of these funds. For Proprietary/Affiliated Funds utilized in the Retirement Connections service, the institutional share class is used, which does not include any shareholder servicing or 12b-1 fees.

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

AFFILIATE FEE INCOME DISCLOSURE

Client accounts invested in the GPS Strategy will receive allocations, determined by GFWM, among the GuidePath Funds, the GuideMark Funds and the Altegris Advised Funds, if applicable. Both Altegris and GFWM will receive fees from the mutual funds in which these accounts invest. The mutual fund fees differ between funds and the total fees collected will vary depending upon the profile selected by the Client and the fund allocation within each profile. If a Client elects the GPS Strategy, Client authorizes and instructs that the account be invested pursuant to the selected profile, acknowledges that fund advisory and other fees collected by Altegris and GFWM will vary, and approves of the fee payments to GFWM and Altegris. Prior notice will be given if these allocations or mutual funds change and, unless the Client or the Financial Advisor gives notice to GFWM, the Client consents to these changes. For more information regarding the fees collected by GFWM and its affiliates when using these strategies, refer to the allocation tables provided in Exhibit A at the end of the Disclosure Brochure.

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. 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.

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

Investing in securities involves risk of loss that clients should be prepared to bear. There is no minimum investment required for the Retirement Connections service.

SELECTION AND REVIEW OF PORTFOLIO STRATEGISTS

The Portfolio Strategists used in Mutual Fund and ETF Model Portfolios are selected by GFWM in order to provide a wide range of investment options and philosophies to Clients. GFWM serves as the Portfolio Strategist for the GPS Strategies. In constructing their asset allocations, some, but not all of the Portfolio Strategists will utilize the Asset Allocation Approaches described earlier in this Disclosure Brochure. Each of the Portfolio Strategists provides to GFWM a range of asset allocations that will correspond to some or all of the six Risk/Return Profiles, ranging from most conservative to most aggressive, as discussed above under “RISK/RETURN PROFILES.”

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

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

You and your Financial Advisor should review each Portfolio Strategist’s investment style prior to selecting the Portfolio Strategist and Asset Allocation Approach for the Plan account.

GFWM has contracted with Portfolio Strategists to provide recommended allocations, by which GFWM intends to implement the recommendations into the Model Portfolios submitted through MATC. MATC will invest the Plan account, unless circumstances indicate modified allocations or investments are appropriate, in accordance any changes made to the Model Portfolios. Portfolio Strategists will guide GFWM with instructions to rebalance portfolios (return back to policy mix) and/or reallocate (change the target mix), either periodically or as they deem appropriate over time, depending on their specific asset allocation approach and investment process.

GFWM may from time to time add, remove or replace a Portfolio Strategist in its discretion. GFWM may periodically add or remove mutual funds and ETFs to those available for use in the Portfolio Strategists’ asset allocations. Although some of the Portfolio Strategists creating asset allocations composed of mutual funds consider all of the mutual funds available under the Platform, certain Portfolio Strategists compose their mutual fund asset allocations utilizing those mutual funds managed by the Portfolio Strategist or an affiliate of the Portfolio Strategist. In addition, one or more of the Portfolio Strategists will construct their asset allocations using Proprietary/Affiliated Funds. The Proprietary/Affiliated Funds are a series of no-load mutual funds advised by GFWM or its affiliate. A Prospectus for the Proprietary/Affiliated Funds may be obtained upon request from GFWM or your Financial Advisor. Please review and consult with your Financial Advisor if you have further questions regarding these Funds.

GFWM makes available to the Financial Advisor and the Plan written descriptions of each of the Portfolio Strategists, including a brief history of each firm and an overview of the Portfolio Strategists’ key investment management personnel. For more information regarding specific Portfolio Strategists’ investment processes and philosophy, contact your Financial Advisor.

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

Portfolio Strategist Oversight and Replacement. GFWM adopts both qualitative and quantitative analysis in its ongoing oversight of the Portfolio Strategists. The proactive system involves ongoing review of each Portfolio Strategist on a daily, monthly, quarterly and annual basis. GFWM reviews all asset allocation changes that are submitted to ensure they are consistent with investment guidelines prior to implementation. Performance and asset allocation changes are evaluated on a monthly basis relative to benchmarks to check for consistency of investment philosophy. On a quarterly and annual basis, GFWM engages in an ongoing review of Portfolio Strategists’ personnel, investment mandates

and ownership, in addition to review of the investment philosophy and process used.

Based on the results of the qualitative and quantitative oversight systems, GFWM's procedures generally involve a three stage process for addressing concerns regarding specific Portfolio Strategists. Stage one includes an internal discussion within GFWM regarding the findings of the analysis, and continued monitoring of the Portfolio Strategist in question. If an issue remains unresolved, additional analysis is performed, and the issue is discussed directly with the Portfolio Strategist. If, after additional monitoring, the issue remains unresolved, then the process of replacing the Portfolio Strategist is initiated. This process may take place over an extended time period of 30 days or more.

INVESTMENT AND TAX RISKS

You should understand that all investments involve risk (the amount of which may vary significantly), that investment performance can never be predicted or guaranteed and that the value of their Accounts will fluctuate due to market conditions and other factors. You are responsible for all of the tax liabilities arising from such transactions and are encouraged to seek the advice of a qualified tax professional. GFWM does not provide tax advice.

ITEM 9 – DISCIPLINARY INFORMATION

GFWM and its management does not have disciplinary information to report under this item.

ITEM 10 – OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

GFWM has numerous affiliated companies under common control with GFWM. Genworth is a publicly-held company (NYSE: GNW), and it and its affiliates may also issue other securities. Genworth is 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)
- Altegris Portfolio Management, Inc. (Altegris Funds)
- Altegris Clearing Solutions, L.L.C. (Solutions)
- Altegris Futures, L.L.C. (Futures)
- Altegris Investments, Inc. (Investments)
- Capital Brokerage Corp. (CBC)
- Genworth Financial Trust Company (GFTC)
- Genworth Financial Wealth Management, Inc. (GFWM)

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, 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 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.

AFFILIATE CONFLICTS OF INTEREST

Investment Companies - GuideMark Funds and GuidePath Funds

GFWM receives compensation as the Investment Adviser of the GuideMark and GuidePath Funds, which are utilized within certain Model Portfolios, including the GPS Strategy. When the GuideMark Funds and GuidePath Funds are used, GFWM waives its GFWM Fee on the assets in those accounts. 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. 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 manage the GuidePath Funds based on research provided by current Portfolio Strategists in each of the four Asset Allocation Approaches mentioned earlier. In addition to the responsibility of managing the GuidePath Funds, ISG 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.

Affiliated Investment Adviser - Altegris Advisors, LLC

Altegris Advisors, L.L.C. ("Altegris") is a Delaware limited liability company and an investment adviser with the Securities and Exchange Commission. Altegris, a Delaware series trust, serves as the investment adviser to the Altegris Managed Futures Exposure Strategy Fund, the Altegris Global Macro Strategy Fund, and the Altegris Futures Evolution Strategy Fund, among others. Altegris manages the assets of the Fund directly in accordance with applicable law and the investment objectives, policies and restrictions set forth in the Fund's current Prospectus and Statement of Additional Information, and subject to such further limitations as the Fund's Board of Trustees may from time to time impose by written notice to Altegris. Altegris also acts in the capacity of Portfolio Strategist for the Platform.

Broker-Dealer - CBC

CBC is a member broker dealer of the Financial Industry Regulatory Authority (FINRA), and is affiliated with GFWM by common ownership. CBC is the Distributor of the GuideMark and GuidePath Funds. CBC is entitled to receive 12b-1 fee compensation as Distributor of the GuideMark and GuidePath Funds. The GuideMark and GuidePath Funds are utilized within the GPS Strategy.

ITEM 11 – CODE OF ETHICS

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.

ITEM 12 – BROKERAGE PRACTICES

TRADE EXECUTION AND BROKERAGE ALLOCATION

Trading is directed by and is the sole responsibility of Mid Atlantic Trust Company. GFWM gives instructions for the purchase and sale of securities through the periodic adjustments of the Model Portfolios that GFWM either receives from Portfolio Strategists or, in the case of GPS Strategy, determines from information received by research providers.

ACCOUNT LIQUIDITY RESERVE

To properly maintain cash flows, a portion of all Plan assets are maintained in a short term investment vehicle as required by MATC. This liquidity reserve may be invested in a money market mutual fund or other short term pooled investment vehicle, as determined by MATC.

ITEM 13 – REVIEW OF ACCOUNTS

Pursuant to your advisory agreement, GFWM is not providing individualized investment advice to individual participants. GFWM will not review individual participant or client accounts. However, GFWM will provide regular review and oversight of the Portfolio Strategists in connection with the Model Portfolios as described in more detail in Item 8 above.

ITEM 14 – CLIENT REFERRALS AND OTHER COMPENSATION

Your Financial Advisor consults with you to assess your financial situation and identify the Plan's investment objectives in order to implement the Model Portfolios designed to meet that objective. GFWM does not compensate the Financial Advisor or the Financial Advisory firms for any client referrals associated with the Retirement Connections service. The Financial Advisor may charge an Advisor Fee for the Retirement Connections service.

GFWM may pay compensation from its general revenues to certain Financial Advisory Firms and/or to those Financial Advisors; your Financial Advisor may be included in this group. Payment of such compensation will not directly increase the fees payable by you.

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 Firms and/or Financial Advisors designed to facilitate and promote the success of the Financial Advisory Firm and/or Financial Advisor and/or GFWM advisory services. GFWM may offer Portfolio Strategists, Investment Managers and Investment Management Firms, who may also be Sub-Advisors for the GuideMark and GuidePath Funds, the opportunity to contribute to the costs of GFWM's annual conferences 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 conferences or to conduct due diligence visits to GFWM's offices. Financial Advisors may also receive discounted pricing on affiliate coaching programs as well as other practice management related services. Certain Financial Advisors may be selected by GFWM to provide feedback on GFWM's services, technology or other business processes for further improvement. For their participation, these Financial Advisors may receive nominal compensation from GFWM. 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 GFWM Fee.

ITEM 15 – CUSTODY

GFWM does not provide custodial services to your account. Plan assets are held at MATC. You will enter into a separate agreement directly with MATC for custodial and other services.

ITEM 16 – INVESTMENT DISCRETION

GFWM will construct and maintain Models that are intended to assist Plan Participants in meeting their investment needs. GFWM shall, from time to time as determined by GFWM in its sole discretion, direct MATC to rebalance or otherwise modify the holdings Participant accounts in accordance with the Models.

GFWM may replace underlying funds, or adjust the asset allocation of existing funds as appropriate from time to time in GFWM's discretion. Plan Representatives acknowledge that the selection of available investments is subject to change from time to time, and that funds may be changed, merged or closed at any time without notice to GFWM.

GFWM will retain and replace, or not, any person providing investment advice, securities recommendations, model portfolios or other services to GFWM, including without limitation, Portfolio Strategists giving advice with regard to the Mutual Fund and ETF Model Portfolios, as deemed appropriate by GFWM.

ITEM 17 – VOTING CLIENT SECURITIES

GFWM will not vote client proxies under in the Retirement Connections service. You will make all elections with regard to participation in class actions, notices regarding bankruptcies and similar elections.

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, Genworth, 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

EXHIBIT A – ADVISORY FEE INCOME – GPS STRATEGY

If you select a GPS Strategy, the Model Portfolio will be invested in mutual funds advised by GFWM or GFWM affiliate, Altegris Advisors LLC. GFWM and/or Altegris may receive advisory fees from the mutual funds or other affiliated funds purchased by the funds, in which these accounts invest. Listed below are the mutual funds advised by GFWM or Altegris Advisors LLC, the advisory fees received in connection with these funds and the percentage allocations to the funds for the below GPS Strategy. Some funds may waive part or all of their advisory fee or pay part of it to a fund sub-advisor; the full fee payable is listed. The allocations provided below represent the target allocations for these Accounts, market movement will cause these Accounts to drift from these allocations. Accounts are periodically rebalanced to these target allocations. You will be given notice if these allocations change. Because the funds purchased within the GuidePath Funds will vary over time, the advisory fees are based upon the highest potential advisory fee that could be typically collected in these funds; actual fees may be lower.

<u>Mutual Funds</u>	Advisory Fees Earned by GFWM
GuidePath Strategic Asset Allocation Fund	0.73%
GuidePath Tactical Constrained Asset Allocation Fund	0.73%
GuidePath Tactical Unconstrained Asset Allocation Fund	0.67%
GuidePath Absolute Return Fund	0.70%
GuidePath Multi Strategy Alternatives Fund	0.50%
GuidePath Fixed Income Allocation Fund	0.60%
Altegris Managed Futures & Global Macro Fund	1.50%
GuideMark Core Fixed Income Fund	0.50%
GuideMark Opportunistic Fixed Income Fund	0.70%

<i>Allocations as of June 30, 2012</i>	Profile 1	Profile 2	Profile 3	Profile 4	Profile 5
<u>GPS Strategy, Accumulation, Neutral Outlook</u>					
GuidePath Strategic Asset Allocation Fund	6.54%	10.90%	17.02%	20.66%	26.82%
GuidePath Tactical Constrained Asset Allocation Fund	6.54%	10.90%	17.02%	20.66%	26.82%
GuidePath Tactical Unconstrained Asset Allocation Fund	5.45%	9.08%	15.32%	18.60%	25.60%
GuidePath Absolute Return Fund	22.50%	22.50%	15.00%	15.00%	7.50%
Altegris Managed Futures & Global Macro Fund	13.75%	13.75%	12.50%	12.50%	11.26%
GuideMark Core Fixed Income Fund	35.34%	23.14%	14.72%	6.43%	0.00%
GuideMark Opportunistic Fixed Income Fund	7.88%	7.73%	6.42%	4.15%	0.00%
<u>Weighted Average Fees Earned by GFWM</u>	0.73%	0.75%	0.76%	0.78%	0.78%

<i>Allocations as of September 1, 2012</i>	Profile 1	Profile 2	Profile 3	Profile 4	Profile 5
<u>GPS Strategy, Accumulation, Neutral Outlook</u>					
GuidePath Strategic Asset Allocation Fund	6.54%	10.90%	17.02%	20.66%	26.82%
GuidePath Tactical Constrained Asset Allocation Fund	6.54%	10.90%	17.02%	20.66%	26.82%
GuidePath Tactical Unconstrained Asset Allocation Fund	5.45%	9.08%	15.32%	18.60%	25.60%
GuidePath Absolute Return Fund	22.50%	22.50%	15.00%	15.00%	7.50%
GuidePath Multi Strategy Alternatives Fund	13.75%	13.75%	12.50%	12.50%	11.26%
GuidePath Fixed Income Allocation Fund	43.22%	30.87%	21.14%	10.58%	0.00%
<u>Weighted Average Fees Earned by GFWM</u>	0.62%	0.63%	0.65%	0.66%	0.67%