

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

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Name of Investment Adviser: Prospera Investment Advisors, LLC				
Address: (Number and Street)	(City)	(State)	(Zip Code)	Area Code: Telephone Number:
601 West Riverside Ave, Suite 700	Spokane	WA	99201	(509) 242-2319

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

Table of Contents

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

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

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

FORM ADV**Part II - Page 2**

Applicant:

Prospera Investment Advisors, LLC

SEC File Number:

801-66259

Date:

11/29/07

Definitions for Part II

Related person - Any officer, director or partner of applicant or any person directly or indirectly controlling, controlled by, or under common control with the applicant, including any non-clerical, non-ministerial employee.

Investment Supervisory Services - Giving continuous investment advice to a client (or making investments for the client) based on the individual needs of the client. Individual needs include, for example, the nature of other client assets and the client's personal and family obligations.

1. **A. Advisory Services and Fees.** (check the applicable boxes)

For each type of service provided, state the approximate % of total advisory billings from that service.
(See instruction below.)

Applicant:

- | | | | |
|-------------------------------------|-----|---|-----|
| <input checked="" type="checkbox"/> | (1) | Provides investment supervisory services | 20% |
| <input type="checkbox"/> | (2) | Manages investment advisory accounts not involving investment supervisory services | % |
| <input checked="" type="checkbox"/> | (3) | Furnishes investment advice through consultations not included in either service described above | 0% |
| <input type="checkbox"/> | (4) | Issues periodicals about securities by subscription | % |
| <input type="checkbox"/> | (5) | Issues special reports about securities not included in any service described above | % |
| <input type="checkbox"/> | (6) | Issues, not as part of any service described above, any charts, graphs, formulas, or other devices which clients may use to evaluate securities | % |
| <input checked="" type="checkbox"/> | (7) | On more than an occasional basis, furnishes advice to clients on matters not involving securities | 20% |
| <input type="checkbox"/> | (8) | Provides a timing service | % |
| <input checked="" type="checkbox"/> | (9) | Furnishes advice about securities in any manner not described above | 60% |

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

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

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

C. Applicant offers investment advisory services for: (check all that apply):

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

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

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

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

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

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

FORM ADV**Part II - Page 3**

Applicant:

Prospera Investment Advisors, LLC

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801- **66259**

Date:

10/28/05**3. Types of Investments.** Applicant offers advice on the following: (check those that apply)

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

4. Methods of Analysis, Sources of Information, and Investment Strategies.**A.** Applicant's security analysis methods include: (check those that apply)

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

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

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

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

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

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

FORM ADV**Part II - Page 4**

Applicant:

Prospera Investment Advisors, LLC

SEC File Number:

801-66259

Date:

9/7/07**5. Education and Business Standards.**

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

Yes No
☒ ☐

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

6. Education and Business Background.

For:

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

On Schedule F, give the:

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

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

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

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

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

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

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

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

Yes No
☐ ☒

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

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

FORM ADV**Part II - Page 5**

Applicant:

Prospera Investment Advisors, LLC

SEC File Number:

801- **66259**

Date:

11/29/07**9. Participation or Interest in Client Transactions.**

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

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

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

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

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

Yes



No



(If yes, describe on Schedule F.)

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

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

Refer to Schedule F for details.

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

Refer to Schedule F for details.

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

Applicant:

Prospera Investment Advisors, LLC

SEC File Number:

801-66259

Date:

8/2/06

12. Investment or Brokerage Discretion.

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

(1) securities to be bought or sold?

Yes No

☒ ☐

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

Yes No

☒ ☐

(3) broker or dealer to be used ?

Yes No

☐ ☒

(4) commission rates paid?

Yes No

☐ ☒

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

Yes No

☒ ☐

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

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

13. Additional Compensation.

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

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

Yes No

☒ ☐

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

Yes No

☒ ☐

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

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

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

Has applicant provided a Schedule G balance sheet?

Yes No

☐ ☒

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

Applicant:	SEC File Number:	Date:
Prospera Investment Advisors, LLC	801-66259	12/18/07

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

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Prospera Investment Advisors, LLC	IRS Empl. Ident. No.: 91-2175229
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Item of Form (identify)	Answer
Part II, Page 2, #1(A)	<p style="text-align: center;">FINANCIAL PLANNING</p> <p>The applicant provides financial planning services to clients in the forms of written comprehensive or modular plan and consultations. The applicant gathers required information through in-depth personal interviews. Information gathered includes the client's current financial status, future goals and attitudes toward risk. Related documents supplied by the client are carefully reviewed to assist the applicant in determining which financial planning service is appropriate for the client.</p> <p><u>Comprehensive and Modular Plans</u></p> <p>Comprehensive and modular financial planning consists of preparing a written financial plan to assist the client in defining personal financial goals and objectives. Financial planning services may include, but are not limited to, the following:</p> <ul style="list-style-type: none"> • PERSONAL: Family records, budgeting, personal liability, estate information and financial goals. • TAX & CASH FLOW: Income tax and spending analysis and planning for past, current and future years. The applicant will illustrate the impact of various investments on the client's current income tax and future tax liability. • DEATH & DISABILITY: Cash needs at death, income needs of surviving dependents, estate planning and disability income analysis. • RETIREMENT: Analysis of current strategies and investment plans to help the client achieve his or her retirement goals. • INVESTMENTS: Analysis of investment alternatives and their effect on the client's portfolio. • BUSINESS ENTITY PLANNING: Succession planning, buy/sell agreements, etc... <p>At the discretion of the advisor representative, fees for comprehensive or modular financial plans may be charged on a fixed fee or hourly basis. Typically, fixed fees range from \$500 - \$10,000 and hourly fees are at a rate of up to \$500 per hour. Fees are negotiable based upon the specific services requested and the nature and complexity of each client's circumstance, as well as the individual performing the service. For hourly clients, an estimate of the total hours needed to complete the project will be provided to the client prior to services being rendered. If it is determined, during the course of the project, that more time is required to complete the service(s), the client will be contacted for approval to continue prior to services being completed. The client will be responsible for actual time expended to complete the project. At the discretion of the advisor representative, fees may be due in advance or arrears. The amount of the fee and when it is due will be disclosed to the client prior to the execution of the client agreement.</p> <p><u>Fee/Commission Offset</u></p> <p>If the client chooses to implement the advice of the applicant, the client may do so through the advisor representatives' capacities as registered representatives and/or independent insurance</p>

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

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

Applicant: Prospera Investment Advisors, LLC	SEC File Number: 801-66259	Date: 12/18/07
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(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Prospera Investment Advisors, LLC		IRS Empl. Ident. No.: 91-2175229
Item of Form (identify)	Answer	
Part II, Page 2, #1(A) (continued)	<p>agents. When the advisor representative acts in this capacity, commissions may be earned. If commissions are earned as a result of implementing the financial planning advice, the advisor representative may waive or reduce the amount of the financial planning fee by the amount of the commissions received. In addition, if the client chooses to implement the advice of the advisor representative through one or more of the applicant's other services described, the advisor representative may waive or reduce the amount of the financial planning fee as a result of additional advisory fees being earned. Any adjustment to the financial planning fee is at the discretion of the advisor representative and will be disclosed to the client prior to implementing transactions.</p> <p><u>Consultations</u></p> <p>The client can also receive investment advice from the applicant on a more limited, generic basis. This may include advice on only an isolated area or areas of concern, such as estate planning, retirement planning or any other specific topic. Fees for consultation services are charged on an hourly basis at a rate of up to \$500 per hour. Fees are negotiable, depending upon the specific services requested, the nature and complexity of each client's circumstance, as well as the individual performing the work. At the discretion of the applicant's advisor representative, fees may be paid in advance or arrears. Prior to services being provided, the client will be advised as to the amount of the fee and when it is due.</p> <p><u>General Audience Seminars</u></p> <p>On occasion, the applicant may hold seminars. These seminars may include presentations on various securities and insurance products, or on financial planning strategies. Fees will be determined on a seminar-by-seminar basis, but in no instance will the fee exceed \$250 per couple or individual per day. At the discretion of the applicant's advisor representative, fees may be due in advance or arrears. The amount of the fee and when it is due will be disclosed to the client prior to the seminar.</p> <p>The general audience seminars are not intended to and will not address the individual investment needs of a particular client or a particular member of the audience. Audience members should consult with their own financial, tax or legal advisors to determine an appropriate personalized investment plan.</p> <p><u>Educational Workshops</u></p> <p>Typically, educational support and workshops are provided at no charge. However, the applicant reserves the right to charge \$225 per hour, plus out of pocket and travel expenses. Fees are negotiable, depending upon the group size and the number of workshops or programs scheduled for the employees. The educational support and workshops are not intended to, and will not address the individual investment needs of a particular client or a particular plan participant. Plan participants should consult with their own financial, tax or legal advisors to determine an appropriate personalized investment plan. If a fee is charged, it's at the discretion of the applicant's advisor representative whether the fee is due in advance or arrears. Fees and when they are due will be disclosed to client prior to the workshop.</p>	

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

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

Applicant:	SEC File Number:	Date:
Prospera Investment Advisors, LLC	801-66259	12/18/07

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

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Prospera Investment Advisors, LLC		IRS Empl. Ident. No.: 91-2175229
Item of Form (identify)	Answer	
Part II, Page 2, #1(A) (continued)	<p><u>General Fee Information</u></p> <p>Under no circumstances will the applicant require a fee payment of more than \$500, more than six months in advance.</p> <p><u>Termination</u></p> <p>Financial planning and consultation services may be terminated by either party by providing written notice. If services are terminated within five business days of executing the client agreement, services will be terminated without penalty. Clients requesting a refund after the initial five business days will be required to meet with the advisor representative who provided the financial planning service(s) and/or the President of Prospera Investment Advisors, LLC. At the discretion of the President or the advisor representative, a refund may be granted. Any collected but unearned fees for services will be promptly refunded to the client.</p> <p style="text-align: center;">ASSET MANAGEMENT</p> <p><u>Financial Advisors Program / LifeGuide Program</u></p> <p>The applicant provides investment management services, defined as giving continuous advice to the client based on the individual needs of the client, through Securities America Advisors, Inc.'s (SAA), Financial Advisors Program (FAP) and/or LifeGuide Program (LifeGuide). SAA is an SEC registered investment advisor. SAA's FAP and/or LifeGuide are wrap-fee programs providing investment advisory services and execution of client transactions for which the specified fee (or fees) is not based directly upon transactions in the client's account. Under FAP and LifeGuide, the applicant will assist the client in the establishment of an FAP or LifeGuide Account (the Account) with SAA. All brokerage transactions in the Account will be processed by Securities America, Inc. (SAI), an affiliated broker/dealer of SAA. The brokerage transactions will then be cleared through National Financial Services, LLC (NFS) pursuant to a clearing arrangement established by SAI with NFS. SAA has also entered into agreements with various insurance companies that allow for the management and valuation of the client's variable annuity account(s) within SAA's FAP and/or LifeGuide. The custody of all funds and securities will be maintained by NFS, insurance companies or other custodians. At no time will SAA, SAI, the applicant or its advisor representatives act as custodian of the account or have direct access to the client's funds and/or securities.</p> <p>The applicant's advisor representatives implement securities transactions for FAP and LifeGuide client Accounts in their separate capacities as registered representatives of SAI.</p> <p>The annual management fees charged for this service will be negotiated with each client, with 3% being the maximum management fee that may be charged to the client, unless the Account only has mutual funds and then the maximum will be 2.25%. SAA retains up to 20 basis points (.20%) of the annual management fee for FAP Accounts, and up to 15% of the annual management fee for LifeGuide Accounts.</p> <p>A complete description of FAP and related fees and charges are described in SAA's Financial Advisor Program Schedule H Disclosure Brochure, which will be given to all clients prior to or at the time an FAP Account is established. A complete description of LifeGuide and related fees and charges are described in SAA's LifeGuide Program Schedule H Disclosure Brochure, which will be</p>	

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

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Applicant:	SEC File Number:	Date:
Prospera Investment Advisors, LLC	801-66259	12/18/07

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

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Prospera Investment Advisors, LLC		IRS Empl. Ident. No.: 91-2175229
Item of Form (identify)	Answer	
Part II, Page 2, #1(A) (continued)	<p>given to all clients prior to or at the time a LifeGuide Account is established.</p> <p><u>AssetMark Program</u></p> <p>The AssetMark Program (AssetMark) is sponsored by AssetMark Investment Services, Inc., a registered investment advisor. AssetMark has two components, the first is an Asset Allocation System that the applicant may use to manage the client assets made up of model portfolios provided by a number of institutional investment strategists, which are based on the information, research, asset allocation methodology and investment strategies of these investment strategists. The second component is Private Managed Account Program, where the applicant introduces clients to investment managers who provide discretionary management of individual portfolios of equity and/or fixed income securities.</p> <p>AssetMark client fees are payable quarterly, in advance, based on average assets under management during the previous quarter. Included as part of the client fee paid to the applicant, is an amount to be reallocated to AssetMark Investment Services, Inc., SAA, investment strategists, and others as the AssetMark Program fee.</p> <p>AssetMark fees will not exceed 2.25%.</p> <p>Custodian fees may be charged separately from the AssetMark client fees.</p> <p>A complete description of AssetMark and related fees and charges are described in AssetMark Investment Services, Inc.'s Schedule H Disclosure Brochure, which will be given to all clients prior to or at the time an account is established.</p> <p><u>Retirement Opportunities Program</u></p> <p>The applicant provides Investment Advisory Services, defined as giving advice to employee benefit plans subject to the <i>Employee Retirement Income Security Act of 1974</i>, as amended, and that are qualified under Section 401(a) of the <i>Internal Revenue Code of 1986</i>, as amended (the Plans). These services are provided through SAA's Retirement Opportunities, a program that SAA developed to provide qualified retirement plans with investment advisory services. SAA is an SEC registered investment advisor. SAA or the applicant, and its advisor representatives will not act as Plan custodians. Custody of all assets, funds and securities will be maintained by qualified independent custodians. The current Retirement Opportunities custodian used by the applicant is Fidelity Brokerage Services, LLC.</p> <p>The Plan Sponsor will designate and appoint the applicant as its agent and attorney-in-fact, with full power and authority and without further approval of the Plan Sponsor, to make and execute in the name and on behalf of the Plan Sponsor, all agreements, instruments and other documents, and to take all such other action which the client considers necessary or advisable to carry out their advisory duties. The applicant's advisor representatives shall have the responsibility and discretionary authority to:</p> <ul style="list-style-type: none"> (a) Recommend Model Portfolios to the Plan Sponsor for inclusion as investment options available to participants under the Plan; (b) Maintain the Model Portfolios including the investing, rebalancing of assets, changing of the asset allocations or changing the 	

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

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

Applicant:	SEC File Number:	Date:
Prospera Investment Advisors, LLC	801-66259	12/18/07

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

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Prospera Investment Advisors, LLC		IRS Empl. Ident. No.: 91-2175229
Item of Form (identify)	Answer	
Part II, Page 2, #1(A) (continued)	<p>underlying Model Portfolios.</p> <ul style="list-style-type: none"> Recommend, maintain and periodically update the list of mutual funds to the Plan Sponsor for inclusion as investment options available to plan participants. Provide other investment advisory services to the Plan as agreed to by the applicant and the Plan Sponsor. <p>The Plan Sponsor expressly retains the right to vote all proxies which are solicited for securities held by the Plan. SAA, SAA Reps, Advisors and their advisor representatives are expressly precluded from the voting of proxies solicited by the issuers of securities held by the Plan. However, the applicant will assist the Plan by answering questions the Plan may have regarding proxy and voting procedures.</p> <p>A Service Provider (SP) will provide various administrative services to the Plan, including among other things, facilitating plan participant investment decisions such as the selection and modification of their investment elections.</p> <p>Investment Advisory Fees</p> <p>The investment advisory fees charged will be negotiated with each Plan. The maximum Investment Advisory Fees that may be charged to a Plan for recommending and maintaining model portfolios and mutual fund lists is 1%. SAA retains up to 20 basis points (.2%) of the Investment Advisory Fees and the applicant is paid the balance of the Investment Advisory Fees.</p> <p><u>Advisorport Direct Investment Services</u></p> <p>The applicant provides investment management services, defined as giving continuous advice to the client based on the individual needs of the client. The applicant will assist the client in the execution of transactions for which the specified fee (or fees) is not based directly upon transactions in the client's account. The applicant will assist the client in the establishment of an account with an outside custodian. The applicant implements securities transactions for the client's account in their separate capacities as registered representatives of SAI. All brokerage transactions in the account will be processed by SAI and then cleared through NFS pursuant to a clearing arrangement established by SAI with NFS. Neither SAI, nor the applicant will act as a custodian for any account. The custody of all funds and securities will be maintained by NFS.</p> <p>Assets managed through NFS that are linked to the Advisorport Programs are for fee deduction and reporting purposes only. For additional information regarding services and fees on Direct Investments linked to Advisorport Programs, see Advisorport Program language later in this document.</p> <p><u>FundQuest Programs</u></p> <p>The applicant has established a relationship with a registered investment advisor, FundQuest Incorporated (FundQuest), to participate in the FundQuest Wealth Management Program (FundQuest Program). The FundQuest Program offers a variety of wrap-fee managed Programs that the applicant can use when clients wish to contract for the management of their investment</p>	

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

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

Applicant:	SEC File Number:	Date:
Prospera Investment Advisors, LLC	801-66259	12/18/07

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

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Item of Form (identify)	Answer	
Part II, Page 2, #1(A) (continued)	<p>portfolio. The applicant has established a relationship with FundQuest through which it will utilize the FundQuest Discretionary Manager Program, The Sub-Account Manager Discretionary Program and Adviser Firm Managed Program.</p> <p>The applicant will have the client complete a client profiling questionnaire containing a variety of financial and personal data, including investment goals, income requirements, time horizon and risk tolerance. An analysis of this data will then be performed and an Investment Strategy Report will be generated, which will include an asset allocation strategy for the client. The applicant and its advisor representatives will work with FundQuest to determine the appropriate investment profile, time horizon, risk tolerance and agree upon an appropriate asset allocation. The applicant will periodically communicate with the investor to determine whether the initial investment strategy should be modified or continued and whether individual circumstances or market conditions warrant any changes in asset allocation, tax sensitivity or risk tolerance. The sub-account manager(s) may be changed by the client or the applicant as a result of this review.</p> <p>SAA and SAI will provide back office, execution and administrative services to the applicant. The advisor representatives of the applicant may also be registered representatives of SAI and such support services are provided to the applicant as a result of this relationship. Neither FundQuest, SAA, SAI nor the applicant will maintain custody of the clients' assets. Custody will be maintained by NFS through a relationship that SAI has established with NFS.</p> <p>The applicant will use the following Program(s):</p> <p>Discretionary Manager Program</p> <p>Upon analysis of the client's personal and financial information, the applicant's advisor representatives will assist the client in determining the FundQuest Model Portfolio(s) to be used. FundQuest will be responsible for providing discretionary investment advisory services using its asset allocation methods within the Model Portfolios consisting of mutual funds. FundQuest will make a number of investments that it determines are appropriate risk adjusted choices for individual client needs. FundQuest will periodically monitor the client's portfolio and, when deemed appropriate, will make changes in both asset allocations and specific security selection. The client may impose reasonable restrictions regarding the management of their assets.</p> <p>Sub-Account Manager Discretionary Program</p> <p>FundQuest has pre-selected a group of sub-account managers who are available to provide discretionary investment advisory services through the FundQuest Sub-Account Discretionary Program. Upon analysis of the client's personal and financial information, the applicant's advisor representative will select the appropriate sub-account manager(s) who will be responsible for managing all or a portion of the assets in the client's managed account. The client may impose reasonable restrictions regarding the management of their assets. Sub-account managers are pre-screened by FundQuest for a variety of different asset classes. This allows the opportunity to provide diversification specifically tailored to the client's investment objectives. FundQuest may also be one of the money managers in this program responsible for managing a portion of the client's assets. FundQuest will have the discretionary authority to hire and fire sub-account managers within the Program. In addition, the applicant's advisor representative may have discretionary authority to hire and fire sub-account managers within the client's managed account.</p>	

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Part II, Page 2, #1(A) (continued)	<p>Prospera Investment Advisors, LLC's Managed Program</p> <p>When providing investment advisory services through this Program, the applicant will be responsible for managing the client's assets through a FundQuest Program. The applicant will manage assets on a discretionary basis. The client may impose reasonable restrictions regarding the management of their assets. Upon analysis of the client's personal and financial information, the applicant and its advisor representatives work with FundQuest and the client to develop an asset allocation based on the client's investment profile. The applicant will be responsible for performing periodic reviews and will communicate with the client to determine whether the initial investment strategy should be modified or maintained and whether individual circumstances or market conditions warrant any changes in asset allocation, tax sensitivity or risk tolerance.</p> <p>Fees</p> <p>All FundQuest Program accounts are subject to a FundQuest Platform Fee, Transaction Fees and Advisor Fees. For its services, the applicant will receive an investment management fee charged as a percentage of assets under management, with the maximum fee being 2%. SAA may retain a portion of this fee for the administrative and back office support services provided to the applicant. Fees will be determined based on the size of the account, the level of service provided to the client and the complexity of the client's financial situation. In addition, if a sub-account manager is used, the sub-account manager will charge an investment management fee in addition to the applicant's fee, typically .25% to 1%. FundQuest will charge an annual Platform Fee of up to .2% for all assets managed by FundQuest, the applicant or sub-account managers. The Platform Fee is subject to a minimum of \$380 annually. However, any number of accounts for the benefit of one client and its family members for assets managed by sub-account managers and the applicant may be linked together to meet a Platform Fee breakpoint, in accordance with the client's directives. The FundQuest Platform Fee is separate from the asset management fees charged by the applicant or sub-account managers. The total annual management fees charged by FundQuest, the applicant and the sub-account managers (if applicable) may be negotiated with each client, with 3% being the maximum management fee that may be charged to the client, unless the account only has mutual funds and then the maximum will be 2.25%.</p> <p>SAI/SAA will also charge fees for execution/clearing and custody services, collectively referred to as "Transaction Fees." If the client account is managed by FundQuest in model portfolios, there are generally no Transaction Fees. However, a flat fee of \$200 may be charged for the cost of sale transactions for non-cash assets placed in Sub-Account Manager Discretionary Program client accounts that require initial sale prior to being invested for management. In the applicant's managed accounts, Transaction Fees will be charged based on the transactions implemented in the client's account. These costs will be charged according to SAI's standard ticket charge schedule and will be charged to the advisor representative on the account who may then pass these fees on to the client at his/her discretion. If the client's account is managed by a Sub-Account Manager, Transaction Fees are based on the amount and type of assets being managed and the frequency of trades being implemented in the account. The maximum amount of this fee will be .35%. The fee mix is slightly different for each Program option previously described, based on the work to be completed by the parties involved in the management, the size of the account and the complexity of the client's situation and investment objectives. All fees are disclosed to the client prior to services being provided in the client services agreement.</p>	

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Part II, Page 2, #1(A) (continued)	<p>Complete details regarding all FundQuest Programs, as well as any fees related to these Programs, will be disclosed in FundQuest's disclosure document and the client services agreement. When utilizing any of the FundQuest Programs, the client will receive a copy of FundQuest's disclosure document and the applicant's disclosure document prior to services being provided. In addition, if any sub-account managers will be used to manage the client's assets, a copy of the disclosure document for each sub-account manager will be provided to the client. The client should review these documents carefully in order to fully understand the services that will be provided and the costs involved in receiving services through these Programs.</p> <p><u>ADVISORport Programs</u></p> <p>The applicant has established a relationship with a registered investment advisor, ADVISORport, Inc. (ADVISORport), to participate in the Advisorport Programs. The Advisorport Programs offer a variety of Programs that the applicant can use when clients wish to contract for the management of their investment portfolio. The applicant has established a relationship with ADVISORport through which it will utilize the Advisorport Separately Managed Account Program, Advisorport Persimmon Fund Select and Advisorport Multi-Strategy Account Program, as well as Direct Investment Services offered by Advisorport.</p> <p>The applicant will collect financial and demographic information from its clients using an investment questionnaire. This will be used to assist the client in establishing appropriate investment goals and objectives, as well as an investment policy for the client's individual investment portfolio(s). The applicant will then assist the client in determining which Advisorport Program(s) best suits the client's needs. The applicant has an on-going responsibility to advise the client regarding the investments the client selected regardless of who is responsible for the management of the account. If the client selects the Separately Managed Account Program, the applicant also has the on-going responsibility to advise the client regarding the investment managers selected by the client. The client may place reasonable restrictions on his/her account(s) by requesting such restrictions in writing at the time the account is opened or through an amendment to the client agreement.</p> <p>ADVISORport performs research on investment manager and contracts with those investment managers that meet its standards for inclusion in the Advisorport Programs. ADVISORport continues to monitor contracted managers on an on-going basis, providing periodic research reports to the applicant for distribution to its clients.</p> <p>SAI is a registered broker/dealer and the advisor representatives of the applicant may also be registered representatives of SAI. SAA and SAI will provide back office and administrative services to the applicant. Neither ADVISORport, SAA, SAI nor the applicant will maintain custody of the clients' assets. Custody will be maintained by NFS through a relationship that SAI has established with NFS.</p> <p>The applicant will use the following program(s):</p> <p>Advisorport Separately Managed Account Program</p> <p>The Advisorport Separately Managed Account Program was developed to provide the client with access to professional money managers (Investment Managers). A recommendation report</p>	

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Part II, Page 2, #1(A) (continued)	<p>(Investment Proposal) will be prepared by the applicant for distribution to the client. If the client chooses to use the recommended Investment Manager(s), the client must authorize the Investment Manager(s) to exercise discretionary trading authority over the portion of the account managed by the Investment Manager(s). The client may provide the Investment Managers with reasonable restrictions regarding the management of his/her account. Certain components of the investment strategy may be recommended that the client may purchase through the applicant. On-going advisory services, including client review meetings, are provided to the client by the applicant.</p> <p>ADVISORport retains the authority to terminate or change Investment Managers when extenuating circumstances are such that ADVISORport believes a change is in the best interest of the client. Such authority will be disclosed and agreed upon in the client services agreement. ADVISORport performs research on Investment Managers and contracts with those Investment Managers that meet ADVISORport's standards for inclusion in the programs. ADVISORport continues to monitor contracted Investment Managers on an on-going basis and provides periodic research reports to the applicant for distribution to the applicant's clients.</p> <p>Advisorport Persimmon Fund Select</p> <p>The Persimmon Fund Select Program enables investors to pursue their financial objectives through the purchase and sale of no-load and load-waived mutual fund shares all on one consolidated statement. Through this program, the applicant will assist the client in setting an asset allocation policy with the goal of maximizing investment returns relative to the client's risk tolerance. Assets will then be diversified among multiple asset classes and investment styles. The portfolio will be rebalanced to maintain a disciplined method of ensuring the proper allocation to each asset class. The client will grant ADVISORport complete and unlimited discretionary trading authority to act as the client's discretionary investment manager with respect to the client's account(s).</p> <p>Advisorport Multi-Strategy Account</p> <p>ADVISORport developed the Multi-Strategy Account (MSA) for the client who is looking to diversify their portfolios among different investment styles in an attempt to maximize performance with potentially reducing the portfolio's volatility. MSA also offers an optional tax-managed component that identifies tax-related efficiencies within the client's account and manages them against an optimal rebalancing strategy. Working with the applicant, ADVISORport will:</p> <ul style="list-style-type: none"> • assist in the development of a MSA investment strategy, designed to fit the client's goals and objectives; • on a discretionary basis, invest and reinvest the client's assets in a combination of stocks, bonds and/or mutual funds, in accordance with the client's chosen allocation strategy (the client will grant complete and unlimited discretionary trading authority to ADVISORport as his/her discretionary trading manager with respect to the client's account[s]); • no less than quarterly, review and, if appropriate, rebalance the client's account; and • through the applicant, provide the client with an Investment Policy Statement and Quarterly Report. 	

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Form ADV
Continuation Sheet for Form ADV Part II**

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Part II, Page 2, #1(A) (continued)	<p>Direct Investments</p> <p>In some instances, the applicant and the client may determine that investments (Direct Investments) should be made as part of the client's overall investment strategy that cannot or will not be made as part of one of the Advisorport Programs. In these instances, the applicant will work directly with the client to establish an account at NFS through which such Direct Investments will be made and maintained. These Direct Investments do not participate in any Advisorport Program, but are elements of an overall investment strategy that also uses Advisorport Programs. Advisorport has no advisory responsibilities, including, without limitation, any fiduciary responsibility or liability for Direct Investments and assets. The applicant will be responsible for the management of these assets through its own management program. Direct Investments may be managed on a discretionary basis if such authority is granted as part of a separate management agreement executed with the applicant.</p> <p>As a service to the applicant, Advisorport will provide performance reporting and fee billing services in connection with one or more of the other Advisorport Programs. These services may only be used by the applicant and the client if they participate in at least one other Advisorport Program. SAI and NFS will be responsible for all other administrative and support functions.</p> <p>Fees</p> <p>Clients will pay one fee (Advisory Fee) for the combined advisory services of ADVISORport, the applicant, SAA and, if applicable, Investment Manager(s). The Advisory Fee will be charged as a percentage of assets under advisement and will vary depending upon the services provided to each client. The Advisory Fee will be paid quarterly, in advance. For its services, the applicant will receive an Advisory Fee charged as a percentage of assets under management with the maximum fee being 2%. ADVISORport will charge a platform fee of up to .25% depending on the amount of assets under advisement and the program being used. ADVISORport will charge an additional Investment Management Fee of up to .5% for Standard Multi-Strategy Program Accounts and up to .6% for Tax-Managed Multi-Strategy Program Accounts. ADVISORport will allow related clients to household accounts across ADVISORport Investment Management Agreements, except for the Persimmon Fund Select Program Agreements, for fee compressions. The applicant will also apply applicable discounts across householded accounts. The following minimum Platform Fees will be charged by ADVISORport:</p> <ul style="list-style-type: none"> • \$25 per quarter for Separately Managed Account Program • \$25 per quarter for Persimmon Fund Select Program • \$31.25 per quarter for Direct Investments <p>If a sub-account manager is used, the sub-account manager will also charge an Advisory Fee in addition to the applicant and Advisorport fee. For accounts managed through the SMA and MSA Programs, SAI will charge transaction fees in the form of a percentage of assets under management based on the types of securities traded, the trading style of the Investment Manager and the Program being used. The transaction fees do not include the sale of non-cash assets placed in the account that require an initial sale prior to being invested for management by the Investment Managers. If such initial sales transactions are required, SAI will charge the account a flat fee of \$200 for execution, custody and clearing fees, with respect to transactions effected during the establishment of the client's account with SAI for non-cash assets placed in the account that require liquidation</p>	

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

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Part II, Page 2, #1(A) (continued)	<p>prior to being invested for management by Investment Managers. The maximum transaction fee charged by SAA will be .4%. Transaction fees include custody and trade execution fees. SAA will impose the following minimums on the transactions fees per account:</p> <ul style="list-style-type: none"> • \$500 per year (\$125 per quarter) for the SMA Program • \$1,000 per year (\$250 per quarter) for the MSA Program <p>For the Direct Investment Services, SAI will charge fees in the form of a flat rate ticket charge fee charged to the representative of record on the account. Ticket charges will be charged according to SAI's standard ticket charge schedule. Ticket charges may be passed onto the client at the discretion of the applicant.</p> <p>The total annual management fees charged by ADVISORport, the applicant, and the sub-account managers (if applicable) may be negotiated with each client, with 3% being the maximum management fee that may be charged to the client, unless the Account only has mutual funds and then the maximum will be 2.25%. The fee mix is slightly different for each program option previously described, based on the work to be completed by the parties involved in the management, the size of the account and the complexity of the client's situation and investment objectives. ADVISORport will collect all the client fees by deducting the fees from the client's account. ADVISORport will then distribute the appropriate portions of the advisory fee to SAA and, if applicable, the Investment Manager. SAA will be responsible for the distribution of the fee to the applicant. The annual management fees charged for this service will be negotiable depending on certain factors, including the type and size of the client account, the range of services provided to the client and the total applicant relationship with ADVISORport in terms of assets under supervision. All fees are disclosed to the client prior to services being provided in the client services agreement.</p> <p>Complete details regarding all Advisorport Programs, as well as any fees related to these Programs will be disclosed in ADVISORport's disclosure document. When utilizing any of the Advisorport Programs, the client will receive a copy of ADVISORport's disclosure document, in addition to the applicant's, prior to services being provided. In addition, if any Investment Managers will be used to manage the client's assets, a copy of the disclosure document for each Investment Manager providing management services will be provided to the client. The client should review these documents carefully in order to fully understand the services that will be provided and the costs involved in receiving services through these Programs.</p> <p><u>The Best of America Advisory Services Program</u></p> <p>The applicant has established a relationship with Nationwide Investment Advisors, LLC (NIA), an SEC registered investment adviser, to use the Best of America Advisory Services Program (BoA Program) sponsored by NIA. The BoA Program provides investment advisory services designed to meet the client's investment objectives through investments in mutual funds, a no-load variable annuity and portfolios of individual securities. The BoA Program offers a variety of services the applicant can use when clients wish to contract for the management of their investment portfolios.</p> <p>The applicant will assist the client in completing the Program Questionnaire, which will be used to assist the applicant in identifying the client's risk tolerance, investment objectives and financial goals. The Program Questionnaire can also be used by the client to indicate any reasonable</p>	

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Part II, Page 2, #1(A) (continued)	<p>restrictions he/she wishes to place on the management of his/her assets. In addition, the client will complete an Investor Profile, which will contain the client's personal and financial information. The applicant will be responsible for obtaining all necessary financial data and relevant documents from the client and will be responsible for reviewing the client's responses to these documents. The applicant will then use the information obtained from the client to assist in determining the client's investment selections. Based on the client's responses to the Program Questionnaire, a proposal will be generated that includes investments in one or more of the BoA Program options.</p> <p>The applicant will provide on-going services to the client participating in any of the BoA Program options. The applicant will contact each client, at least annually, to determine whether anything has changed in the client's financial circumstances or investment objectives that might affect the manner in which the client's assets are managed. If changes in the client's situation have occurred, the applicant will assist the client in updating the client's Investor Profile and Program Questionnaire. Based on the updated Investor Profile and Program Questionnaire, a new proposal will be generated.</p> <p>NIA is responsible for managing each of the Mutual Fund and Variable Annuity Select Investment Portfolios and selecting and monitoring the various investment products and Portfolio Managers included in the BoA Program.</p> <p>SAA and SAI will provide back office and administrative services to the applicant. Neither SAA, SAI nor the applicant will maintain custody of the client's assets. Custody will be maintained by an outside custodian approved by NIA. Based on the client's financial situation and the analysis of the applicant, the client may participate in the following BoA Program options:</p> <p>Select Investment Portfolios</p> <p>Mutual Fund Series- The Mutual Fund Series offers portfolios of mutual funds that correspond to specific investor profiles, ranging from conservative to aggressive, with suggested asset allocations developed for NIA by Ibbotson Associates, an independent research firm. Each portfolio is comprised of mutual funds that represent the various asset class allocations included in the corresponding Investor Profile. With the assistance of the applicant, the client will select the portfolio that will best fit his/her current investment objectives.</p> <p>NIA retains discretionary authority to add and delete mutual funds, modify mutual funds and rebalance the client's account. NIA requires a minimum initial investment and account balance of \$25,000. A minimum of \$100 is required for subsequent investments.</p> <p>Variable Annuity- With the assistance of the applicant, the client investing in this option may either select their own variable annuity sub-accounts, or choose a portfolio of sub-accounts developed by NIA that correspond to a specific investor profile, ranging from conservative to aggressive, with suggested asset allocations developed by Ibbotson Associated. Each portfolio is comprised of sub-accounts that represent the various asset class allocations included in the corresponding investor profile.</p> <p>NIA retains discretionary authority to add and delete sub-accounts, modify sub-account allocations and rebalance the client's account. NIA requires a minimum initial investment and account balance of \$25,000. A minimum of \$100 is required for subsequent investments.</p>	

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Part II, Page 2, #1(A) (continued)	<p>Managed Money Solutions</p> <p>Assets that the client designates for Managed Money Solutions may be invested in Separately Managed Accounts managed by one or more managers (Portfolio Managers) selected by the client with assistance from the applicant. Assets may also be invested in mutual funds (Mutual Fund Solutions) selected by the client with assistance from the applicant.</p> <p>NIA has entered into a separate agreement with each Portfolio Manager in Managed Money Solutions. NIA does not exercise discretion over assets allocated into Separately Managed Accounts. NIA requires a minimum initial investment and account balance of \$25,000 for Mutual Fund Solutions. A minimum of \$100 is required for subsequent investments. The minimum to establish and maintain Separately Managed Accounts varies according to the Portfolio Manager and generally ranges from \$100,000 to \$250,000. Minimum subsequent investments in these accounts vary by Portfolio Manager. Minimums will be disclosed in the Portfolio Manager's disclosure document.</p> <p>Multi-Style Investment Portfolios (MSIPs)</p> <p>The MSIPs option offers multi-style investment portfolios that correspond to specific client profiles, ranging from conservative to aggressive, with asset allocations developed for NIA by Ibbotson Associates. This BoA Program option offers two types of MSIPs:</p> <p>Single Manager- Assets that the client designates for Single Manager MSIPs are invested in separately managed accounts managed by a Portfolio Manager utilizing multiple investment styles. The Portfolio Managers provide discretionary investment management services for each participating client and will invest and reinvest the client's assets in various securities in a manner consistent with the Portfolio Manager's obligations as a fiduciary under the <i>Investment Advisers Act of 1940</i>. Single Manager MSIP strategies for investor profiles, ranging from conservative to aggressive, may be included. The minimum to establish and maintain Single Manager MSIPs varies according to the Portfolio Manager. Most Portfolio Managers require at least \$150,000. Minimum subsequent investments in these accounts vary by Portfolio Manager. Minimums will be disclosed in the Portfolio Manager's disclosure document.</p> <p>Overlay Manager- Assets that the client designates for Overlay Manager MSIPs are invested in a separately managed account managed by an overlay Portfolio Manager (Overlay Manager) utilizing the recommendations of participating research managers representing multiple investment styles (Research Managers). The Overlay Manager provides discretionary investment management services for each participating client and will invest and reinvest the client's assets in various securities in a manner consistent with the Overlay Manager's obligations as a fiduciary under the <i>Investment Advisers Act of 1940</i>. The Overlay Manager receives investment recommendations from various Research Managers which the Overlay Manager incorporates into its management of the MSIP in accordance with investment guidelines provided by NIA and approved by the Overlay Manager.</p> <p>This BoA Program option offers the following Overlay Manager MSIPs:</p> <table border="0"> <tr> <td>Moderate MSIP</td> <td>Moderate MSIP (Tax-Sensitive)</td> </tr> <tr> <td>Moderate Aggressive MSIP</td> <td>Moderate Aggressive MSIP (Tax-Sensitive)</td> </tr> </table>		Moderate MSIP	Moderate MSIP (Tax-Sensitive)	Moderate Aggressive MSIP	Moderate Aggressive MSIP (Tax-Sensitive)
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Part II, Page 2, #1(A) (continued)	<p style="text-align: center;">Aggressive MSIP Aggressive MSIP (Tax-Sensitive)</p> <p>Tax Sensitive MSIPs incorporate investment strategies designed to reduce the potential tax consequences associated with the purchase and sale of securities within an MSIP. However, the Overlay Manager does not provide tax advice to the client and will not take into consideration any tax consequences that are specific to the client in providing investment advisory services to the client, except that from time to time the Overlay Manager may take into consideration tax consequences specific to the client's account in response to the client's specific written directions.</p> <p>NIA has entered into a separate agreement with each Portfolio Manager and Overlay Manager in MSIPs. NIA does not exercise investment discretion over assets allocated to MSIPs. NIA requires a minimum initial investment and account balance of \$250,000. The required minimums for subsequent investments vary by Portfolio Manager.</p> <p>Fees</p> <p>The client will pay an annual Management Fee quarterly, in advance, for all programs. NIA will charge a Total Management/Program Fee that will include the NIA Fee, the applicant and, if applicable, any Portfolio Manager Fee. The maximum Total Management/Program Fee charged will be 2.60%. The maximum portion of the applicant's fee will be 1.5%. Account balances below \$50,000 in the Managed Money Solutions-Mutual Fund Solutions and the Variable Annuity or Mutual Fund-Select Investment Portfolios will be subject to a non-refundable quarterly administrative fee of \$37.50. In some instances, the applicant may receive a portion of the NIA Fee. The client is not responsible for paying this fee and the Total Management/Program Fee is not affected.</p> <p>Fees will be debited by NIA from the client's account assets. NIA will then be responsible for distributing the fees. Complete details regarding the BoA Program, as well as all fees relating to this Program, will be disclosed in the client services agreement and BoA Program Form ADV Schedule H that will be provided to all clients. The clients should review these documents carefully in order to fully understand the services that will be provided and the costs involved in receiving services through these Programs.</p> <p><u>Managed Opportunities</u></p> <p>The applicant has established a relationship with SAA to participate in the Managed Opportunities Program (Managed Opportunities). Managed Opportunities is an SAA wrap-fee program providing clients the opportunity to establish portfolios developed by outside third-party money managers. These money managers are also registered investment advisors and will act as sub-advisors to SAA. The client's account may be managed by SAA through the Mutual Fund Asset Allocation Account Portfolios or by Oberon Financial Technology, Inc. (Oberon) through the Separate Account Portfolios. Oberon is a registered investment advisor acting as a sub-advisor to SAA.</p> <p>The applicant will solicit the services of SAA through Managed Opportunities. The applicant and its associated persons will not refer the client to SAA unless SAA, Oberon and other sub-advisors are registered or are exempt from registration as investment advisors in the client's state of residence. The applicant's advisor representatives will be available to meet with the client on a continuous basis. The client should be aware that the applicant will be paid solicitor/referral fees by</p>	

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

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

Applicant:	SEC File Number:	Date:
Prospera Investment Advisors, LLC	801-66259	12/18/07

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

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Item of Form (identify)	Answer	
Part II, Page 2, #1(A) (continued)	<p>SAA. SAA will also share fees with Oberon and other sub-advisors. This situation could influence the independent judgment of the applicant's advisor representative. Therefore, a potential conflict of interest may exist. However, portfolios will be selected and recommended to the client based on each individual client's needs, goals and objectives.</p> <p>A complete description of Managed Opportunities and related fees and charges are described in SAA's Managed Opportunities Schedule H Disclosure Brochure, which will be given to all clients prior to or at the time a Managed Opportunities account is established.</p> <p><u>Independent Managed Assets Program (IMAP)</u></p> <p>The applicant may establish agreements with third-party money managers offering a wide range of advisory services, including asset allocation, market timing and portfolio management. The applicant may select the services of money managers in SAA's Independent Managed Assets Program (IMAP). The applicant will solicit the services of the recommended third-party money managers. The applicant's advisor representatives will not refer the client to a money manager unless the money manager is registered or exempt from registration as an investment advisor in the client's state of residence. The client may select a recommended money manager based on the client's needs. The applicant's advisor representatives will be available to meet with the client on a continuous basis.</p> <p>The client should be aware that the solicitor or sub-advisor fees paid to the applicant differ among recommended money manager programs. There are conflicts of interest which may affect the independent judgment of the applicant in the recommendation of one money manager program over another. The applicant will be compensated by a solicitor's fee or sub-advisor fee paid to the applicant by the recommended money manager. When the applicant uses an SAA IMAP money manager, SAA will receive a portion of the solicitor fee, a marketing override or an administrative fee for providing administrative and marketing services.</p>	
Part II, Page 2, #2(G)	The applicant may provide advice to municipalities and other organizations not previously specified.	
Part II, Page 3, #3(L)	<p>The applicant may also provide advice on exchange-traded index products such as Spiders, Diamonds, Webs, as well as "Baskets" and similar grouped securities investments.</p> <p>When the applicant uses the Private Account Management Program, the applicant introduces the client to investment managers who provide discretionary management of individual portfolios of equity and/or fixed income securities.</p>	
Part II, Page 3, #4(A)5, 4(B)8 & 4(C)7	<p>The applicant uses materials prepared by a variety of other sources such as Morningstar, Ibbotson and Standard and Poor's.</p> <p>Model mutual fund and variable annuity asset allocation portfolio programs, provided by a number of institutional investment managers and strategists, may be used when managing the client's assets.</p>	
Part II, Page 4, #5	Advisor representatives associated with the applicant must possess all required licenses, and appropriate business experience. The applicant prefers the following designations; CPA, PFS, CFP® or CFA. However, these designations are not a requirement.	

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Part II, Page 4, #6	<p>Bruce Bushman Date of Birth: 10/1958</p> <p>Education: University of Iowa - BA in Finance</p> <p>Business Background: Prospera Investment Advisors, LLC - Advisor Representative - 6/05 to Present Prospera Wealth Management - President - 6/05 to Present Prospera Insurance Solutions, LLC - Agent - 6/05 to Present Securities America, Inc. - Registered Representative - 9/05 to Present Cap Pro Brokerage Services, Inc. - Registered Representative - 7/05 to 9/05 Fixed Annuity Specialist Team - Representative - 9/04 to 6/05 Acacia Life Insurance Company - Agent - 5/04 to 6/05 Ameritas Investment Corporation - Registered Representative - 5/04 to 6/05 Unemployed - 12/03 to 5/04 Metropolitan Investment Securities, Inc. - Nat'l Sales Manager - 7/03 to 12/03 Metropolitan Financial Services, Inc. - Nat'l Sales Manager - 3/02 to 12/03 Metropolitan Investment Securities, Inc. - Nat'l Sales Manager - 3/02 to 7/02 American Express Financial Advisors, Inc. - Registered Representative - 5/83 to 2/02</p> <p>Dominic Zamora Date of Birth: 06/1961</p> <p>Education: Boise State University - BBA in Aviation Gonzaga University - JD</p> <p>Business Background: Prospera Investment Advisors, LLC - Advisor Representative - 6/02 to Present Prospera Insurance Solutions, LLC - Agent - 6/02 to Present Securities America, Inc. - Registered Representative - 9/05 to Present LeMasters & Daniels, PLLC - Certified Public Accountant, part owner - 9/97 to Present Cap Pro Brokerage Services, Inc. - Registered Representative - 7/05 to 9/05</p> <p>Paul Merz Date of Birth: 12/1956</p> <p>Education: Yakima Valley Community College - Attended 1978-1980 & 1994-1995 City University - 2004 received Certified Financial Planner™ (CFP®) designation.</p> <p>Business Background: Prospera Investment Advisors, LLC - Advisor Representative - 1/06 to Present Prospera Insurance Solutions, LLC - Agent - 1/06 to Present Securities America, Inc. - Registered Representative - 1/06 to Present Salomon Smith Barney, Inc. - Registered Representative - 10/97 to 1/06</p>	

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Part II, Page 4, #6 (continued)	<p>Robert Welsh Date of Birth: 02/1944</p> <p>Education: Texas A&M University - BA Sociology/Philosophy Texas A&M University - MUP - Master of Urban & Regional Planning</p> <p>Business Background: Prospera Investment Advisors, LLC - Advisor Representative - 1/06 to Present Prospera Insurance Solutions, LLC - Agent - 12/05 to Present Securities America, Inc. - Registered Representative - 12/05 to Present Unemployed - 07/05 to 12/05 Northwestern Mutual Investment Services, LLC - 7/99 to 7/05</p> <p>Matthew Foust Date of Birth: 04/1972</p> <p>Education: Spokane Falls Community College Gonzaga University - BA Accounting</p> <p>Business Background: Prospera Investment Advisors, LLC - Advisor Representative - 11/06 to Present Securities America, Inc. - Registered Representative - 11/06 to Present The Northwestern Mutual Life Insurance Company - 12/01 to 11/06 Northwestern Mutual Investment Services, LLC - Registered Representative - 1/02 to 11/06 Gonzaga University - Student - 9/98 to 11/01</p> <p>Chad P. Parmenter Date of Birth: 12/1967</p> <p>Education: Oregon State University - BA Speech Communication Colorado State University, Speech Communication Graduate Program - Attended 1990-1991</p> <p>Business Background: Prospera Investment Advisors, LLC - Advisor Representative - 11/07 to Present Securities America, Inc. - Registered Representative - 11/07 to Present 1st Global Insurance Services, Inc. - Insurance Agent - 03/06 to 11/07 APC Financial Services, LLC - Financial Advisor - 11/04 to 12/07 1st Global Advisors, Inc. - Investment Advisor Representative - 11/04 to 11/07 1st Global Capital Corp. - Financial Advisor - 11/04 to 11/07 Blue Vase Securities, LLC - Registered Representative - 11/00 to 11/04</p>	
Part II, Page 4, #8(C)1	<p>Prospera Investment Advisors, LLC is under common ownership with Prospera Brokerage Solutions, LLC, which is a registered broker/dealer with the Financial Industry Regulatory Authority (FINRA). Prospera Brokerage Solutions, LLC is a limited use broker/dealer. Prospera Brokerage Solutions, LLC will not establish any accounts through this broker/dealer. All client accounts will be established through SAI. Bruce Bushman is dually registered as a representative with Prospera Brokerage Solutions, LLC and SAI and will conduct his business through SAI.</p>	

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Part II, Page 4, #8(C)7	Prospera Investment Advisors, LLC is a wholly owned subsidiary of Prospera Wealth Management, LLC. Prospera Wealth Management, LLC, is in turn a wholly owned subsidiary of the L&D Group, LLC. Dominic Zamora is an advisor representative of the applicant and a employee and owner of LeMaster & Daniels, PLLC (a certified public accountant firm) and is engaged in the practice of accounting as a Certified Public Account. LeMaster & Daniels and the L&D Group are owned by the same individuals. Clients needing CPA services may be referred to LeMaster & Daniels, PLLC. The client is under no obligation to use the services provided by LeMaster & Daniels, PLLC.	
Part II, Page 4, #8(C)9	Prospera Investment Advisors, LLC has an affiliation with Prospera Insurance Solutions, LLC. The advisor representatives of Prospera Investment Advisors, LLC, may be licensed as insurance agents with Prospera Insurance Solutions, LLC. In addition, the advisor representatives may also be licensed with several life, disability and/or other insurance companies. The applicant's advisor representatives may recommend insurance products offered by these companies. If advisory clients purchase these products through licensed affiliates of the applicant, the agents receive normal commissions. Thus, a conflict of interest exists between the applicant's interests and those of the client. The client is under no obligation to purchase products either through the applicant or through any affiliated insurance company.	
Part II, Page 5, #9(B)	Applicant's advisor representatives, as registered representatives, sell securities to any client for commissions. This could present a potential conflict of interest, since the advisor representatives could receive fees and commissions, if the client chooses to implement recommendations of the advisor representatives in their capacities as registered representatives. The client is free to select any broker/dealer they wish to implement recommendations.	
Part II, Page 5, #9(E)	<p>The applicant or its associated persons may buy or sell securities or have an interest or position in a security for their personal account, which they also recommend to clients. The applicant is and shall continue to be in compliance with <i>The Insider Trading and Securities Fraud Enforcement Act of 1988</i>. It is the express policy of the applicant that no person employed by the applicant may purchase or sell any security prior to a transaction(s) being implemented for an advisory account, which is designed to prevent such employees from benefiting from transactions placed on behalf of advisory accounts.</p> <p>As these situations represent a conflict of interest, the applicant has established the following restrictions in order to ensure its fiduciary responsibilities:</p> <ol style="list-style-type: none"> 1. An officer or employee of the applicant shall not buy or sell securities for their personal portfolio(s) where their decision is substantially derived, in whole or in part, by reason of his or her possession of material non-public information. No person of the applicant shall prefer his or her own interest to that of the advisory client. 2. The applicant maintains a list of all securities holdings for itself, and anyone associated with the applicant with access to advisory recommendations. These holdings are reviewed on a regular basis by an appropriate officer/individual of the applicant. 3. All clients are fully informed that certain individuals may receive separate compensation when effecting transactions during the implementation process. 4. The applicant requires that all of its officers or employees must act in accordance with all 	

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Form ADV
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Part II, Page 5, #9(E) (continued)	<p>applicable Federal and State regulations governing registered investment advisory practices.</p> <p>5. Any individual not in observance of the above may be subject to termination or other sanctions.</p> <p>According to the <i>Investment Advisers Act of 1940</i>, an investment advisor is considered a fiduciary. As a fiduciary, it is an investment advisor's responsibility to provide fair and full disclosure of all material facts. In addition, an investment advisor has a duty of utmost good faith to act solely in the best interest of each client. The applicant and its associated persons have a fiduciary duty to all clients. The applicant has established a Code of Ethics, which all associated persons must read and then execute an acknowledgement agreeing that they understand and agree to comply with the applicant's Code of Ethics. The applicant and associated persons' fiduciary duty to the client is considered the core underlying principle for the applicant's Code of Ethics and represents the expected basis for all associated persons' dealings with the client. The applicant has the responsibility to make sure that the interest of the client is placed ahead of it or its associated persons' own investment interests. All associated persons will conduct business in an honest, ethical and fair manner. All associated persons will comply with all federal and state securities laws at all times. Full disclosure of all material facts and potential conflicts of interest will be provided to the client prior to services being conducted. All associated persons have a responsibility to avoid circumstances that might negatively affect or appear to affect the associated persons' duty of complete loyalty to their client. This section is only intended to provide current clients and potential clients with a description of the applicant's Code of Ethics. If current clients or potential clients wish to review the applicant's Code of Ethics in its entirety, a copy may be requested from any of the applicant's associated persons. A copy will be provided within 30 business days.</p>	
Part II, Page 5, #10	<p>SAA's recommended minimum investment amount for establishing and maintaining an FAP Account is \$25,000 and \$50,000 to establish and maintain a LifeGuide Account. Exceptions may be granted to this minimum upon request.</p> <p>The minimum investment required for AssetMark Asset Allocation System accounts is generally \$50,000 and \$250,000 for Private Managed Accounts. Exceptions may be granted to the minimums at the discretion of AssetMark and the applicant.</p> <p>As a general rule, the minimum Plan size that will be accepted into the Retirement Opportunities is \$1,000,000. Smaller Plans may be accepted on an exception basis. Exceptions may be granted to this minimum upon request.</p> <p>FundQuest may impose certain minimums on assets managed through its programs. These minimums will be disclosed in the FundQuest disclosure document. The applicant requires a minimum of \$25,000 to establish and maintain an account through one of the FundQuest Programs. Exceptions may be granted to these minimums at the applicant's discretion.</p> <p>ADVISORport generally imposes a \$100,000 minimum account size for each managed account in the Advisorport Separately Managed Account Program, although investment managers which ADVISORport has engaged may have higher or lower minimum account sizes.</p>	

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Part II, Page 5, #10 (continued)	<p>ADVISOR^{port} imposes a minimum initial investment of \$50,000 for Persimmon Fund Select accounts.</p> <p>ADVISOR^{port} generally imposes an account minimum of \$150,000 for Multi-Strategy accounts, although certain strategies may require a higher account minimum.</p> <p>NIA requires a minimum initial investment and account balance of \$25,000 for assets managed in the BoA Program Mutual Fund and Variable Annuity-Select Investment Portfolios and Mutual Fund Solutions-Managed Money Solutions. A minimum of \$100 is required for subsequent investments.</p> <p>The minimum to establish and maintain BoA Program-Separately Managed Accounts varies according to the Portfolio Manager and generally range from \$100,000 to \$250,000. Minimum subsequent investments in these accounts vary by Portfolio Manager. Minimums will be disclosed in the Portfolio Managers disclosure document.</p> <p>The minimum to establish and maintain a BoA Program Single Manager MSIPs varies according to the Portfolio Manager. Most Portfolio Managers require at least \$150,000. Minimum subsequent investments in these accounts vary by Portfolio Manager. Minimums will be disclosed in the Portfolio Managers disclosure document.</p> <p>NIA requires a minimum initial investment and account balance of \$250,000 for a BoA Program Overlay Manager-MSIPs. The minimums required for subsequent investments vary by Portfolio Manager.</p> <p>SAA requires a minimum of \$50,000 to establish and maintain a Mutual Fund Asset Allocation Account Portfolio and \$100,000 to establish and maintain a Separate Account Portfolio. Exceptions may be granted to this minimum upon request.</p>	
Part II, Page 5, #11 (A) & (B)	<p>Since financial planning and consultation services terminate upon presentation of the plan or completion of the consultation, no on-going reviews are performed. The Applicant recommends that clients have their financial situation reviewed at least annually. Additional fees may be charged and the client may be required to sign a new contract.</p> <p>Managed accounts and accounts held with other money managers will be reviewed on a quarterly basis.</p> <p>Triggering factors include new investments by clients, withdrawal of assets and any other event that would require portfolio rebalancing or adjustment.</p> <p>Each advisor is responsible for the review of their client accounts.</p> <p>The client will receive statements at least quarterly from the investment company, broker/dealer, clearing firm or money manager at which the individual client's account is maintained.</p> <p>The client participating in FAP and/or LifeGuide Programs may receive quarterly, monthly or on-demand reports showing the investment performance of their accounts from SAA or the applicant.</p>	

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Part II, Page 5, #11 (A) & (B)	<p>The client participating in AssetMark will receive monthly account statements, transaction ledgers and quarterly reports showing the investment performance of their account from AssetMark Investment Services, Inc.</p> <p>The client participating in any of the FundQuest Programs will receive quarterly performance reports from FundQuest.</p> <p>ADVISORport provides a detailed quarterly report for all accounts, which may include information such as asset holding listing, a transactions listing, fundamental security analytical information, performance relative to benchmarks or peer groups and other analytics. Quarterly report content varies from account to account. ADVISORport will provide quarterly reports to the applicant who is then responsible for providing these reports to its clients.</p> <p>The client participating in the BoA Program services will receive periodic statements and quarterly performance report from NIA.</p> <p>SP will furnish to Plan Sponsor consolidated performance reports of the Model Portfolios in the Plan on at least a quarterly basis. Fund values and other information are obtained from third parties. SP, SAA and Advisor do not guarantee the accuracy of information from third parties. Plan reports are reviewed as needed by the applicant.</p>	
Part II, Page 6, #12(A)1 & 2	<p>Upon receiving written authorization from the client, the applicant's advisor representatives may manage the client's assets on a limited discretionary basis. When they do, they limit their discretionary authority by prohibiting themselves from withdrawing funds and/or securities from the client's accounts.</p> <p>The applicant offers clients model portfolios composed by a group of independent investment strategists in the AssetMark Asset Allocation Program. The independent investment strategists have no direct relationship with the applicant or the client, make no analysis of clients' circumstances or objectives and do not tailor the Models Portfolios to any specific client's needs. The applicant's advisor representatives will assist the client in selecting the Model Portfolio(s) that best suit the client's objectives. The client then specifically directs the account to be invested in accordance with the chosen Model Portfolio. When the client selects the Model Portfolio, the client further directs that the account be automatically adjusted to reflect any adjustment in the Model Portfolio by the investment strategist. This client authorization would result in the purchase and sale of certain mutual funds or transfers between variable annuity sub-accounts without further authorization by the client at such time as the investment strategist changes the composition of the selected model portfolio. The applicant or its advisor representatives have no authority to cause any purchase or sale of securities in any client account, or change the Model Portfolio or to direct the account to be invested in any manner other than as previously authorized by the client.</p> <p>The Plan Sponsor will designate and appoints the applicant as its agent and attorney-in-fact, with full power and authority and without further approval of the Plan Sponsor, to make and execute in the name and on behalf of the Plan Sponsor, all agreements, instruments and other documents, and to take all such other action which the applicant considers necessary or advisable to carry out their advisory duties. With respect to investment advisory services, the applicant and its advisor representatives shall have the responsibility and discretionary authority to:</p>	

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	<p>When managing assets through Retirement Opportunities, the Plan Sponsor will designate and appoint the applicant as its agent and attorney-in-fact, with full power and authority and without further approval of the Plan Sponsor, to make and execute in the name and on behalf of the Plan Sponsor, all agreements, instruments and other documents, and to take all such other action which the applicant considers necessary or advisable to carry out their advisory duties. With respect to investment advisory services, the applicant will recommend Model Portfolios to the Plan Sponsor for inclusion as investment options available to participants under the Plan, and maintain the Model Portfolios including the investing, rebalancing of assets, changing of the asset allocations or changing the underlying Model Portfolios. In addition, the applicant will recommend, maintain and periodically update the list of mutual funds to the Plan Sponsor for inclusion as investment options available to the plan participants. Use of discretionary authority does not give the applicant authority to withdrawing funds and/or securities from the Plan assets other than for advisory fees it is due.</p>	
Part II, Page 6, #12(B)	<p>If the client wishes to implement the applicant's advice the client is free to select any broker they wish and are so informed. If the client wishes to have the applicant's advisor representatives implement the advice in their capacity as registered representatives, their broker/dealer, SAI will be used. SAI has a wide range of approved securities products for which SAI performs due diligence in selecting. SAI's registered representatives are required to adhere to these products when implementing securities transactions through SAI. Commissions charged for these products may be higher or lower than commissions the client may be able to obtain if transactions were implemented through another broker/dealer.</p>	
Part II, Page 6, #13(A)	<p>The applicant's advisor representatives sell securities and insurance products, in their separate capacities as registered representatives and independent insurance agents, for sales commissions. Some of the advice offered by the advisor representatives involve investments in mutual fund products. Load and no-load mutual funds may pay annual distribution charges sometimes referred to as 12(b)-1 fees. The advisor representatives may receive a portion of the 12(b)-1 fees from some investment companies in their separate capacities as registered representatives. The client should be aware that these 12(b)-1 fees come from fund assets, and thus, indirectly from the client's assets. The receipt of these fees could represent an incentive for registered representatives to recommend funds with 12(b)-1 fees or higher 12(b)-1 fees over funds with no fees or lower fees, therefore creating a potential conflict of interest.</p>	
	<p>The applicant from time to time may receive expense reimbursement for travel and/or marketing expenses from distributors of investment and/or insurance products. Travel expense reimbursements are typically a result of attendance at due diligence and/or investment training events hosted by product sponsors. Marketing expense reimbursements are typically the result of informal expense sharing arrangements in which product sponsors may underwrite costs incurred for marketing such as advertising, publishing and seminar expenses. Although receipt of these travel and marketing expense reimbursements are not predicated upon specific sales quotas, the product sponsor reimbursements are typically made by those sponsors for whom sales have been made or it is anticipated sales will be made.</p>	
Part II, Page 6, #13(B)	<p>The applicant enters into agreements with Solicitors (Referring Parties) to refer clients to the applicant. If a referred client enters into an investment advisory agreement with the applicant, a cash referral fee is paid to the referring party, which is based upon a percentage of the client advisory fees that are generated. The referral agreements between any referring party and the</p>	

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1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Prospera Investment Advisors, LLC		IRS Empl. Ident. No.: 91-2175229
Item of Form (identify)	Answer	
	<p>applicant will not result in any charges to the client in addition to the normal level of advisory fees charged. The referral agreements between applicant and referring parties are in compliance with regulations as set out in 17 CFR Section 275.206(4)-3.</p> <p style="text-align: center;">ADDITIONAL BUSINESS AND INDUSTRY ACTIVITIES OR AFFILIATIONS</p> <p>As President of Prospera Wealth Management, LLC, Bruce Bushman spends approximately 55% of his time on this activity. In addition, he spends 25% of his time on securities activities and 20% of his time on insurance activities.</p> <p>Dominic Zamora spends 15% of his time providing CPA services to clients. In addition, he spends approximately 10% of his time on insurance activities, and 10% of his time on securities activities. Paul Merz spends approximately 20% of his time providing securities services to clients and 10% of his time on insurance activities.</p> <p>Robert Welsh spends approximately 20% of his time on securities activities and 20% of his time on insurance activities.</p> <p>Currently, Matt Foust spends the majority of his time providing securities and insurance services to clients.</p> <p>The advisor representatives of the applicant are registered representatives of SAI. When placing securities transactions through SAI in their capacity as registered representatives, they may earn sales commissions.</p> <p>The applicant may have relationships with nonaffiliated investment advisors. The applicant may use the services of SAA, through its FAP and/or LifeGuide Program when managing assets and, when doing so, SAA will receive a portion of the fees.</p> <p>The applicant will use the support services of SAA and AssetMark Investment Services, Inc. When managing the client's assets in AssetMark, SAA and AssetMark Investment Services, Inc. will receive a portion of the fees charged to the client.</p> <p>The applicant may use the services of SAA through its Retirement Opportunities Program when managing assets and when doing so, SAA will receive a portion of the fees.</p> <p>The applicant may refer clients to SAA, through its Managed Opportunities Program (Managed Opportunities). SAA will work with Oberon and other sub-advisors when managing the client's assets. The applicant's advisor representatives will not refer clients to SAA unless SAA, Oberon and other sub-advisors are registered or exempt from registration as investment advisors in each client's state of residence. SAA will pay the applicant a portion of the client fees for referrals. In addition, SAA will share fees with Oberon and other sub-advisors.</p> <p>The applicant may use programs offered by FundQuest Incorporated (FundQuest) when managing the client's assets. In addition, some of the FundQuest Programs may utilize additional sub-account managers that have been pre-screened and selected by FundQuest. When utilizing these programs, FundQuest and any sub-account manager used in managing the assets will receive a fee, in addition to the fee charged to the client by the applicant. The applicant will not utilize any advisor unless the</p>	

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

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

Applicant:	SEC File Number:	Date:
Prospera Investment Advisors, LLC	801-66259	12/18/07

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

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Prospera Investment Advisors, LLC		IRS Empl. Ident. No.: 91-2175229
Item of Form (identify)	Answer	
	<p>advisor is properly registered with the SEC or appropriate state authority. In addition, advisors will not be utilized unless such advisors are properly registered or are exempt from registration as investment advisors in each client's state of residence. The applicant has a relationship with SAA. SAA will provide back office and administrative support services to the applicant. When doing so, SAA will receive a portion of the management fee or an administrative fee for the services provided.</p> <p>The applicant may use programs or services offered by ADVISORport, Inc. Some of the Advisorport Programs may utilize additional Investment Managers that have been pre-screened and selected by ADVISORport. When utilizing these programs or services, ADVISORport and any Investment Manager used in managing the assets will receive a fee in addition to the fee charged to the client by the applicant. The applicant will not utilize any advisor unless the advisor is properly registered with the SEC or appropriate state authority. In addition, advisors will not be utilized unless such advisors are properly registered or are exempt from registration as investment advisors in each client's state of residence. The applicant has a relationship with SAA who will provide back office and administrative support services to the applicant. When doing so, SAA will receive a portion of the management fee or an administrative fee for the services provided.</p> <p>When managing client assets, the applicant may use programs offered by NIA through its The Best of America Advisory Services Program (BoA Program). In addition, some options in the BoA Program may utilize additional Investment Managers that have been pre-screened and selected by NIA. When utilizing these programs or services, NIA and any Investment Manager used in managing the assets will receive a fee, in addition to the fee charged to the client by the applicant.</p> <p>The applicant will not utilize any advisor unless the advisor is properly registered with the SEC or appropriate state authority. In addition, advisors will not be utilized unless such advisors are properly registered or are exempt from registration as investment advisors in each client's state of residence. The applicant also has a relationship with SAA who will provide back office and administrative support services to the applicant. When doing so, SAA will receive a portion of the management fee or an administrative fee for the services provided. This fee will be charged as a portion of the applicant's fee and will not be an additional fee billed to the client.</p> <p>The applicant may select and monitor third-party money managers to manage the client assets, including money managers in SAA's IMAP. When soliciting for money managers, the applicant will receive a portion of the fees paid to the money manager. SAA may also receive a portion of the fee, or a marketing override for fees paid to IMAP approved money managers.</p>	

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