



INVESTMENT ADVISOR DISCLOSURE BROCHURE

This brochure provides information about the qualifications and business practices of Geneos Wealth Management, Inc, an SEC registered investment advisor.* If you have any questions about the contents of this brochure, please contact us at 303-785-8470. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about Geneos Wealth Management, Inc. also is available on the SEC's website at www.adviserinfo.sec.gov. Our Firm SEC Number is 801-62331.

*Registration with the SEC does not imply a certain level of skill or training.

MATERIAL CHANGES

On July 28, 2010, the United States Securities and Exchange Commission ("SEC") published "Amendments to Form ADV" which amended the disclosure document provided to clients as required by SEC and state rules. This disclosure brochure is a new document prepared according to new SEC rules. As such, this document is materially different in structure and requires certain new information that the previous Form ADV Part II and Schedule F for Geneos Wealth Management, Inc ("Geneos") did not require. In the future, this item will discuss only specific material changes that are made to the disclosure brochure and provide readers with a summary of such changes. Geneos will also reference the date of its last annual update of the brochure.

In the past, Geneos has offered or delivered information about the firm's qualifications and business practices to clients on at least an annual basis. Pursuant to new rules, the firm will ensure that clients receive a summary of any material changes to this and subsequent disclosure brochures within 120 days after the firm's fiscal year end, December 31. This means that if there were any material changes over the past year clients will receive a summary of those changes no later than April 30. At that time, Geneos will also offer a copy of its most current disclosure brochure and may also provide other ongoing disclosure information about material changes as necessary.

Clients and prospective clients can always receive the most current disclosure brochure for Geneos at any time by contacting their investment advisor representative.

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ADVISORY BUSINESS

OWNERSHIP

Geneos Wealth Management, Inc. ("Geneos" or "we") is a United States Securities and Exchange Commission ("SEC") registered investment advisor and a Financial Industry Regulatory Authority ("FINRA") registered broker-dealer. Geneos has been in business since 2002 and is owned by GWM Holdings, Inc.

GENERAL DESCRIPTION OF PRIMARY ADVISORY SERVICES

Geneos enables investment advisor representatives ("representatives") to utilize many different avenues to provide personalized investment advisory services to their clients. These services include financial planning and consulting services, referrals to third party money managers and asset management. The following are brief descriptions of our primary services. A detailed description is provided under Fees and Compensation so that clients and prospective clients ("clients" or "you") can review the services and description of fees more thoroughly.

FINANCIAL PLANNING SERVICES (PLANS AND CONSULTATIONS)

Financial planning can be described as helping clients determine and set their long-term financial goals, through investments, tax planning, asset allocation, risk management, retirement planning and other areas. The role of a financial planner is to find ways to help clients understand their overall financial situation and help them set financial objectives.

We offer advisory services in the form of comprehensive and modular (segmented) financial plans. These services do not involve actively managing client accounts. Instead, comprehensive planning services focus on a client's overall financial situation. Modular planning services and consultations focus on specific areas of client concern, like retirement planning or asset allocation advice, for example. These issue specific planning services may not take all important financial issues into consideration.

USE OF THIRD PARTY MONEY MANAGERS

We also offer advisory services by referring clients to outside, or unaffiliated, money managers that are registered or exempt from registration as investment advisors. Third party money managers are responsible for continuously monitoring client accounts and making trades in client accounts when necessary.

ASSET MANAGEMENT SERVICES

We offer investment management services providing clients with continuous and ongoing supervision over their accounts. This means that your representative will continuously monitor your account and make trades in that account when necessary, or at your request.

SERVICES TAILORED TO CLIENTS NEEDS

Our services are provided based on your specific needs. You are given the ability to impose written restrictions on your accounts, including specific investment selections and sectors.

WRAP FEE PROGRAM VERSUS PORTFOLIO MANAGEMENT PROGRAM

In traditional management programs, advisory services are provided for a fee but transaction services are billed separately on a per transaction basis. In wrap fee programs, advisory services and transaction services are provided for one fee.

Geneos sponsors an asset management program where there is an option available for the clients to have their transaction charges included in the fee instead of paying separately for each transaction. There is no difference in the management of these wrap fee program accounts from our traditional management programs. We receive a portion of the wrap fee for our services.

CLIENT ASSETS MANAGED BY ADVISOR

The amount of clients assets managed by Geneos totaled \$729,100,000 as of December 31, 2010, with \$726,000,000 managed on a discretionary basis and \$3,100,000 managed on a non-discretionary basis.

FEES AND COMPENSATION

In addition to the information provided in the Advisory Business section, this section provides details regarding our services along with descriptions of each service's fees and compensation arrangements.

FINANCIAL PLANNING SERVICES (PLANS AND CONSULTATIONS)

Geneos enables representatives to provide financial planning services that focus on your specific needs and concerns. These services may be comprehensive in nature and focus on your overall financial situation, risk, goals, and objectives, or modular in nature, focusing on specific areas of concern that you have such as asset allocation, college planning, estate planning, etc. Financial planning services may include giving advice on investment and non-investment related matters.

Your representative collects a variety of information and documentation from you that is necessary to perform the requested services. Your representative gathers the information in order to review your current financial condition, to assist you in determining your attitude toward risk and to identify your financial goals, objectives and challenges. Financial data that is gathered and reviewed may include, but is not necessarily be limited to, statements and account data from banks, broker-dealers and mutual funds, as well as tax returns and insurance policies. Depending on the level and the scope of the financial planning engagement, your representative may also review wills and trusts. Geneos and your representative rely on the information provided by you. Therefore, it is important the information you provide is complete and accurate. Geneos and our representatives are not responsible for verifying the information you provide. In addition, if authorized by you, your representative will gather information or documentation from your other professionals and are expressly authorized to rely on that information provided. We urge you to work closely with your attorney, accountant or other professionals regarding your financial and personal situation.

Your representative will discuss his or her recommendations with you as well as steps you must take to implement those recommendations. It is your responsibility to notify your representative if there are any changes in your financial situation or investment objectives. You should notify your

representative of any changes so that he or she can work with you to determine if the changes will affect the advice previously provided. Together, with your representative, you can determine if you wish to engage him or her to review, evaluate and revise the previous recommendations provided.

Although financial planning services are provided with the intention that you will implement the recommendations contained in the plan, you are not obligated to do so. You retain discretion over implementing decisions relating to financial planning services and are free to accept or reject any recommendation from us or your representative. You have the option to purchase investment products that are recommended through other brokers or agents that are not affiliated with Geneos.

The fees for these types of services are negotiated between you and your representative. They may be charged as a one time fixed fee, an hourly fee or a fixed periodic fee.

<u>Billing Frequency</u>	<u>Minimum Fee</u>	<u>Maximum Fee</u>
One Time	\$125	\$25,000
Hourly	\$35 per hour	\$300 per hour
Periodic*	\$50 per period	\$25,000 per period

*Periodic fees may be charged in advance or in arrears on either a monthly, quarterly or semi-annual basis. They may also be charged on an annual basis in arrears only.

All fees are agreed upon in advance set forth on the contract. The contract will automatically renew on an annual basis, unless agreed upon to be a one time fee. You will receive an invoice from your representative to pay for the services provided upon completion of the service or at the periodic intervals agreed upon. These advisory services provided may have fees that are higher or lower than if the client obtained similar services from another investment advisor.

Either of us or your representative may terminate the contract at any time by providing written notice to the appropriate party. If services are terminated within five business days of executing the agreement, services are terminated without penalty and no fees are due. Upon receipt of the request, any fees collected in advance will be refunded on a pro rata basis. You are responsible for paying fees for the services completed prior to notice of termination. The fee is calculated as a percentage of work completed on the requested plan and/or services prior to the effective date of termination. Your representative can provide you with a billing statement that details the prorated fee and any refund due to you or additional fees due from you.

USE OF THIRD PARTY MONEY MANAGERS

Geneos enables representatives to utilize the services of third party money managers to assist the clients in managing their investments. Your representative can assist you with selecting and monitoring unaffiliated third party money managers offering asset management and other investment advisory services. Representatives are limited to recommending third party money managers that have had due diligence completed and have been approved by Geneos.

In some instances, your representative is responsible for the initial and ongoing review and also responsible for maintaining your current information. Your representative assists you with

identifying your risk tolerance and investment objectives. He or she will then recommend money managers geared to your stated investment objectives and risk tolerance. You will enter into an agreement directly with the third party money manager. Geneos and your representative are available to answer questions you may have regarding your account and act as the communication conduit between you and the third party money manager. Your representative will review the account(s) with you at least annually to determine if the money manager is continuing to meet your investment objectives. Money managers may take discretionary authority to determine the securities to be purchased and sold for you. Geneos and your representative do not have any discretionary trading authority with respect to your account with the money manager(s) and are not responsible for investment selection or trade implementation in your accounts.

When referring clients to third party money managers, Geneos receives a portion of the fees generated from the referral. You do not directly pay us or your representative for this service. The management fees, methods of calculation and manner in which fee is billed/collected varies for each money manager. The fees, methods of calculation and manner in which fees are billed/collected are described in the money manager's disclosure brochure. Fees typically range from 1.0%-2.5% and the portion of this fee that is paid to us varies pursuant to the agreement between us and the money manager.

Various money managers may negotiate the fees charged for management services with you (which are disclosed in the agreement for services executed between you and the money manager), our portion of the fee received may be negotiable as well, depending on the agreement between Geneos and the third party money manager. You should be aware that although this fee does not appear to be a direct cost to you, the money manager takes this fee into consideration when determining the amount of fee they charge you. All fees are calculated and charged by the money manager and the money manager is responsible for paying our portion of the fee to us.

Third party money managers generally have account minimum requirements that will vary from investment advisor to investment advisor. A complete description of the money manager's services, fee schedules and account minimums will be disclosed in the money manager's disclosure brochure or wrap fee brochure that is provided to you at the time you sign an agreement for services and the account is established. Client reports will depend upon the money manager.

ASSET MANAGEMENT SERVICES

Geneos and its representatives offer investment supervisory services defined as giving continuous investment advice to you (or making investments for you) based on your individual needs, goals and objectives. We offer asset management services in which there are various platforms with qualified custodians and investment options available for representatives and clients to choose from. Within the platforms available the client and representative may choose a customized portfolio, a mutual fund model, or an exchange traded fund ("ETF") model. The client may also select an approved sub-advisor portfolio. The representative provides ongoing assistance with evaluation and selection of investments, and adjustment and balancing of portfolios. Various asset types are available and they include, but are not limited to: no-load mutual funds, load waived mutual funds, equities, fixed

income securities, unit investment trusts, options, partnerships, variable annuity subaccounts, cash and cash equivalents.

Geneos and your representative assist you in establishing a managed account(s) through a qualified custodian. Typically, we require a minimum account size of \$25,000 to establish and maintain a managed account. However, exceptions may be granted to this account minimum at our discretion, usually based on your specific situation. For example, we may accept a \$5,000 Roth IRA account because you also have a \$150,000 joint account. Certain programs offered by us have higher minimum account sizes. The mutual fund model has a minimum account size of \$50,000. Sub-advisor accounts have a minimum account size of either \$50,000, \$120,000 or \$175,000 depending on the sub-advisor and custodian selected. Certain programs may only be available with a particular custodian. If you wish to contract with us and your representative for asset management services, you are required to use only those broker-dealers and custodians approved by us. Additionally, our representatives are also registered representatives with Geneos. We recommend particular broker-dealers and custodians based on relationships that we have established. Due to our dual registration as an investment advisor and broker-dealer, we are limited to using ourselves as a broker-dealer or any custodian or broker-dealer that we have approved for advisory activities.

When executing an agreement for services with us, Geneos, your representative and the sub-advisor (if applicable) will be granted trading authorization on your account. In most instances Geneos, your representative and the sub-advisor (if applicable) are also provided with discretionary authority to determine the securities and quantity of securities to be bought and sold, the time of execution and the price at which the trades will be executed. You can place reasonable limitations and restrictions in relation to the discretionary authority.

We charge for our investment supervisory services based on a percentage of assets under management. Typically, there is an annual charge based on the following fee schedule. Fee schedules are negotiated between you and your representative.

<u>Account Size</u>	<u>Minimum Annual Fee</u>	<u>Maximum Annual Fee</u>
\$0 to \$100,000	0.50%	2.50%
\$100,001 to \$250,000	0.50%	2.25%
\$250,001 to \$500,000	0.50%	2.25%
\$500,001 to \$1,000,000	0.50%	1.75%
\$1,000,001 and over	0.50%	1.50%

Fees, fee structure, and experience may vary by representative. Clients with different representatives may receive similar services and pay more or less of a fee than another client. Furthermore, representatives may determine advisory fees differently. For example, some representatives may aggregate all of your managed accounts together to determine a fee breakpoint or charge a fee based on each account size. Additionally, some representatives may have a flat fee assigned to the account regardless of account value; others set fee breakpoints for the account in an effort to reduce the fee as the account grows and other representatives set a tiered fee schedule. There are advantages and disadvantages to all fee structures but each representative may have their own variances within

Geneos' fee structure. The exact fee that is negotiated between you and your representative is disclosed to you in the client services agreement that you sign in advance of services being provided. Representatives have an incentive in the fee charged to the account as they receive a percentage of the fee with the remaining amount of the fee retained by Geneos. Your representative will receive the same percentage of the fee regardless of which program is selected.

The qualified custodian will debit the fees either on a quarterly or monthly basis from the account. The fees will be calculated based on either the period ending balance or the average daily balance during the period. The fees will be charged either in advance or in arrears and are prorated based on the number of days that services are provided. If you have multiple accounts, you can request group billing. Group billing aggregates your assets within the same platform which may reduce the overall fee charged. Certain custodians will adjust your fee, as appropriate, on a pro rata basis for any deposits or withdrawals made to the account in excess of \$5,000.

With certain custodians, you may choose to pay transaction charges for trade execution separately or to have them included as part of the fee. If you choose to have the transaction charges as part of the fee, this is considered a wrap fee program. This type of program may cost you more or less than if you purchased the services separately. The amount of trades placed in the account is a factor that has a bearing upon the relative cost of the program. If there are only a few trades placed in the account over a period of time, it is possible that paying for advisory services and transaction charges separately may be less expensive than the wrap fee. The opposite is also true; if there are a large amount of trades placed in the account over a period of time, it is possible that paying for advisory services and transaction charges separately may be more expensive than the wrap fee.

You may incur other charges imposed by third parties besides us in connection with investments made through the account, including but not limited to mutual fund 12b-1 distribution fees, sub accounting fees, contingent deferred sales charges, variable annuity fees and surrender charges, short term redemption fees, qualified retirement plan fees and account maintenance fees. A description of these fees and expenses are available in each investment company security's prospectus.

Geneos, in its capacity as a broker-dealer, and our representatives, in their capacities as registered representatives of Geneos, may receive a portion of the 12(b)-1 fees. You should be aware that these 12(b)-1 fees come from fund assets, and thus, indirectly from your assets. Receiving these fees could represent an incentive for registered securities 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.

Either of us or your representative may terminate the agreement at any time by providing written notice to the appropriate party. If services are terminated within five business days of executing the agreement, services are terminated without penalty and no fees are due. If the account is to be liquidated as a result of a termination notice, we may take up to five business days from the date of receipt to process the liquidation request. Proceeds will be payable to the client subject to the usual securities settlement procedures. The final fee is prorated based on the number of days that services are provided prior to the effective date of termination. You are responsible for paying fees only for

services rendered until the effective date of termination. Your account will either be debited for the additional services or credited a refund if you paid in advance.

ADDITIONAL COMPENSATION, COMMISSION AND FEE OFFSET

Some of our representatives are also registered representatives of Geneos in its capacity as a broker-dealer. If you elect to have our representatives implement the advice provided as part of the financial planning or consulting services, this may be done by them in their separate capacities as registered representatives. This situation represents a conflict of interest because our representatives could receive fees for the advice and could also receive commissions for implementing the recommendations in their separate capacity as registered representatives. It also provides incentive to recommend investment products based on the compensation received, rather than on your needs. You are not obligated to implement the advice provided by our representatives or to implement transactions through us as a broker-dealer. You are free to select any broker-dealer or registered representative to implement the recommendations provided by our representatives.

In addition, some of our representatives may also be licensed insurance agents. If you elect to purchase insurance products through our representatives in this separate capacity, they may earn commissions. This is a conflict of interest because they could receive fees for the advice and also receive commissions for implementing insurance transactions. You are not obligated to implement the advice provided by our representatives or to implement transactions through our representatives in their separate capacity as insurance agents.

Also as discussed previously, we have established relationships with other, non-affiliated investment advisors through which we will act as a solicitor and refer you to the other investment advisors' management programs. When acting in this solicitor capacity, we receive a portion of the fee paid to the other investment advisors by clients.

From time to time, we 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. As a part of our and our representatives' fiduciary duty, we endeavor at all times to put your interests first. However, you should be aware that receiving additional compensation through nominal sales awards, expense reimbursements, etc. creates a conflict of interest that may impact the judgment of our representatives when making advisory recommendations.

If you elect to implement your representative's advice, they may waive or reduce the financial planning or consulting fees as a result of asset management fees, securities commissions and/or insurance commissions that they may receive in their separate capacities.

PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

Performance-based fees are defined as fees based on a share of capital gains or on capital appreciation of the assets held in a client's account. Geneos does not charge or accept performance-based fees.

TYPES OF CLIENTS

Representatives of Geneos provide investment advice to many different types of clients. These clients generally include individuals, pension and profit sharing plans, trusts, estates, charitable organizations, corporations and other types of business entities.

MINIMUM ACCOUNT SIZE

Typically, we require a minimum account size of \$25,000 to establish and maintain a managed account. However, exceptions may be granted to this account minimum at our discretion, usually based on your specific situation. For example, we may accept a \$5,000 Roth IRA account because you also have a \$150,000 joint account. Certain programs offered by us have higher minimum account sizes. The mutual fund model has a minimum account size of \$50,000. Sub-advisor accounts have a minimum account size of either \$50,000, \$120,000 or \$175,000 depending on the sub-advisor and custodian selected.

Third party managed programs generally have account minimum requirements and these minimum requirements vary from investment advisor to investment advisor. Account minimums are generally higher on fixed income accounts than equity based accounts.

METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

METHODS OF ANALYSIS

Our representatives use charting, cyclical, fundamental and technical analysis when considering investment strategies and recommendations. In simple terms, charting looks at historical patterns, cyclical analysis looks at recurring periods, fundamental analysis involves analyzing company characteristics and technical analysis studies past market data looking for price trends and movements.

CHARTING

Charting is a technical analysis that charts the patterns of stocks, bonds and commodities to help determine buy and sell recommendations for clients. It is a way of gathering and processing price and volume information in a security by applying mathematical equations and plotting the resulting data onto graphs in order to predict future price movements. A graphical historical record assists the

analyst in spotting the effect of key events on a security's price, its performance over a period of time and whether it is trading near its high, near its low or in between. Chartists believe that recurring patterns of trading, commonly referred to as indicators, can help them forecast future price movements.

FUNDAMENTAL

Fundamental analysis is a method of evaluating a company or security by attempting to measure its intrinsic value. In other words, fundamental analysts try to determine its true value by looking at all aspects of the business, including both tangible factors (e.g., machinery, buildings, land, etc.) and intangible factors (e.g., patents, trademarks, "brand" names, etc.). Fundamental analysis also involves examining related economic factors (e.g., overall economy and industry conditions, etc.), financial factors (e.g., company debt, interest rates, management salaries and bonuses, etc.), qualitative factors (e.g., management expertise, industry cycles, labor relations, etc.), and quantitative factors (e.g., debt-to-equity and price-to-equity ratios).

The end goal of performing fundamental analysis is to produce a value that an investor can compare with the security's current price in hopes of figuring out what sort of position to take with that security (underpriced = buy, overpriced = sell or short). This method of security analysis is considered to be the opposite of technical analysis. Fundamental analysis is about using real data to evaluate a security's value. Although most analysts use fundamental analysis to value stocks, this method of valuation can be used for just about any type of security.

TECHNICAL

This method of evaluating securities analyzes statistics generated by market activity, such as past prices and volume. Technical analysts do not attempt to measure a security's intrinsic value, but instead use charts and other tools to identify patterns that can suggest future activity. Technical analysts believe that the historical performance of stocks and markets are indications of future performance.

CYCLICAL

Cyclical analysis looks at recurring periods of expansion and contraction that can impact a company's profitability and cash flow. There are a variety of cycles that can be examined and some are more commonly known than others, such as a four-year presidential cycle or annual/quarterly fiscal reporting cycles. Identifying cycles can help to anticipate tops and bottoms and also to determine trends. But sometimes cycles don't repeat themselves, sometimes they overlap and sometimes they offset each other. Cyclical stocks tend to rise quickly when the economy turns up and fall quickly when the economy turns down (e.g., housing, automobiles, telecommunications, paper, etc. Non-cyclical industries (e.g., food, insurance, drugs, health care, etc.) are not as directly impacted by economic changes.

INVESTMENT STRATEGIES

When implementing investment advice to clients, our representatives employ the following investment strategies:

- Long term purchases (securities held at least a year)

- Short term purchases (securities sold within a year)
- Trading (securities sold within 30 days)
- Short sales (Borrowing securities in anticipation of a price decline and returning an equal number of securities at some future time)
- Margin transactions (Investor pays for part of the purchase and borrows the rest from a brokerage firm; for example investor buys \$5,000 worth of stock in a margin account by paying for \$2,500 and borrowing \$2,500 from a brokerage firm. Clients cannot borrow stock from Advisor)
- Option writing (Including covered options, uncovered options or spreading strategies.) (Note: options are contracts giving the purchaser the right to buy or sell a security, such as stocks, at a fixed price within a specific period of time.)

RISK OF LOSS

Investing in securities involves a risk of loss that you should be prepared to bear, including loss of your original principal. However, you should be aware that past performance of any security is not necessarily indicative of future results. Therefore, you should not assume that future performance of any specific investment or investment strategy will be profitable. We do not provide any representation or guarantee that your goals will be achieved.

Investing in securities involves risk of loss. Further, depending on the different types of investments, there may be varying degrees of risk:

- Market Risk. Either the market as a whole, or the value of an individual company, goes down, resulting in a decrease in the value of client investments. This is referred to as systemic risk.
- Equity (Stock) Market Risk. Common stocks are susceptible to fluctuations and to volatile increases/decreases in value as their issuers' confidence in or perceptions of the market change. Investors holding common stock (or common stock equivalents) of any issuer are generally exposed to greater risk than if they hold preferred stock or debt obligations of the issuer.
- Company Risk. There is always a certain level of company or industry specific risk when investing in stock positions. This is referred to as unsystematic risk and can be reduced through appropriate diversification. There is the risk that a company may perform poorly or that its value may be reduced based on factors specific to it or its industry (e.g., employee strike, unfavorable media attention).
- Options Risk. Options on securities may be subject to greater fluctuations in value than investing in the underlying securities. Purchasing and writing put or call options are highly specialized activities and involve greater than ordinary investment risk. Puts and calls are the right to sell or buy a specified amount of an underlying asset at a set price within a set time.
- Fixed Income Risk. Investing in bonds involves the risk that the issuer will default on the bond and be unable to make payments. In addition, individuals depending on set amounts of periodically paid income face the risk that inflation will erode their spending power. Fixed income investors receive set, regular payments that face the same inflation risk.
- ETF and Mutual Fund Risk. Exchange traded fund ("ETF") and mutual fund investments bear additional expenses based on a pro rata share of operating expenses, including potential duplication of management fees. The risk of owning an ETF or mutual fund generally reflects

the risks of owning the underlying securities held by the ETF or mutual fund. Clients also incur brokerage costs when purchasing ETFs.

- Management Risk. Your investments also vary with the success and failure of our investment strategies, research, analysis and determination of portfolio securities. If our strategies do not produce the expected returns, the value of your investments will decrease.
- Alternative Investment Risk. These investments have a high degree of risk. It is possible for you to experience total loss or a substantial loss of investment. In the absence of a public market for these securities, there is lack of liquidity and an expected investment time horizon usually in excess of five years. There are no guarantees that you will receive a distribution and payments of distributions may also decrease or diminish your interest.

DISCIPLINARY INFORMATION

Date Event Initiated: 05/15/06

Date of Event Resolution: 11/01/06

Geneos was censured and fined \$12,500 by the National Association of Securities Dealers ("NASD"), now known as FINRA. The NASD reported that we failed to establish a special reserve account for the exclusive benefit of customers and failed to report trace eligible securities transactions. Geneos has since established a supervisory system and supervisory procedures designed to achieve compliance. The special reserve account has been established and all trace eligible securities transactions are reported.

Date Event Initiated: 10/05/06

Date of Event Resolution: 03/21/07

Geneos was censured and fined \$15,000 by the NASD. They cited Geneos for failing to fingerprint an associated person, failure to submit fingerprints of an associated person, failure to enforce the firms written supervisory procedures requiring fingerprinting, and permitting a statutorily disqualified person to become an associated person of the firm. Geneos has since reviewed and updated procedures to ensure that all associated persons are promptly fingerprinted and that those fingerprint cards are submitted appropriately.

OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

The principal business of Geneos and its executive officers is as a FINRA registered broker-dealer. Geneos has been a FINRA registered broker-dealer since 2002. The principals of Geneos devote approximately 60% of their time to securities activities and approximately 40% to investment advisory activities.

Geneos' holding company, GWM Holdings, Inc., also owns another SEC registered investment advisor, Portfolio Design Advisors ("PDA"). Representatives may recommend PDA as a third party

investment advisor or as a sub-advisor. Since Geneos and PDA are commonly owned, representatives may have incentive to recommend PDA over other approved third party money managers.

Many of Geneos' related persons have relationships with other investment advisors, financial planning firms, banking or thrift institutions, accounting firms, law firms, insurance companies or agencies, pension consultants and or real estate brokers or dealers. These relationships are not material to our advisory business. Specific information about these relationships are fully disclosed in the representative's brochure supplement, when applicable. (Please note that the brochure supplement will be available on or before July 31, 2011.)

When referring clients to third party money managers, Geneos receives a portion of the fees generated from the referral. Since each money manager has a separate agreement with Geneos, each agreement will have a different percentage of the fee paid to us. This may provide an incentive for representatives to recommend one money manager over another one.

CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING

According to the Investment Advisors Act of 1940, 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 of its clients. Geneos and its representatives have a fiduciary duty to all clients. Geneos has established a Code of Ethics which all representatives and those people defined as access persons must read and then execute an acknowledgement agreeing that they understand and agree to comply with Geneos' Code of Ethics. Geneos and its representatives fiduciary duty to clients is considered the core underlying principle for Geneos' Code of Ethics and represents the expected basis for all representatives dealings with clients. Geneos has the responsibility to make sure that the interests of clients are placed ahead of it or its representatives own investment interest. All representatives will conduct business in an honest, ethical and fair manner. All representatives 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 clients prior to services being conducted. All representatives have a responsibility to avoid circumstances that might negatively affect or appear to affect the representatives' duty of complete loyalty to their clients. This section is only intended to provide you with a description of Geneos' Code of Ethics. If you wish to review Geneos' Code of Ethics in its entirety, a copy may be requested from your representative.

Geneos or its representatives may buy or sell securities or have an interest or position in a security for their personal account, which they also recommend to clients. Geneos is and shall continue to be in compliance with The Insider Trading and Securities Fraud Enforcement Act of 1988. As these situations may represent a potential conflict of interest, it is a policy of Geneos that no representative shall prefer his or her own account to that of the advisory client. Representatives may not trade the same security in their personal account on the same day as they trade it in a client's account unless the

trades are executed in an average price account that allows all accounts to receive the same price, or if you receive a better price than your representative. Geneos maintains information about all securities holdings for it and its representatives, which is reviewed on a regular basis.

BROKERAGE PRACTICES

If you wish to implement our advice you are free to select any broker you wish. If you wish to have our representatives implement the advice in their capacity as a registered representative, then Geneos, in our capacity as broker-dealer, will be used. Our representatives are registered representatives of Geneos and are required to use the services of Geneos when acting in their capacity as registered representatives. Geneos has a wide range of approved securities products for which it performs due diligence prior to selection. Geneos' registered representatives are required to adhere to these products when implementing securities transactions through Geneos. Commissions charged for these products may be higher or lower than commissions clients may be able to obtain if transactions were implemented through another broker-dealer.

If you wish to implement our advice you are free to select any broker-dealer or investment advisor you wish. If you contract for our asset management services, we must use only those custodians that have been approved by Geneos, in its capacity as broker-dealer. Additionally, some of the programs we utilize may require you to establish your account with a particular custodian.

We take seriously our obligation of best execution for client transactions. It is a catalyst in deciding about a particular custodian. While quality of execution at the best price is an important consideration, best execution does not necessarily mean lowest price and it is not the sole consideration. The qualified custodian may aggregate transactions for a client with other clients to improve the quality of execution. Allocations of the aggregated orders are made under procedures designed to treat all clients fairly. The trading process of any custodian suggested by us must be efficient, seamless and straight forward. Overall custodial support services, trade correction services and statement preparation are some of the other factors we consider when suggesting a custodian. We do not have any soft dollar arrangements.

Custodians utilized by us may make available (at reduced or no cost) other products and services that benefit us but may not benefit our clients' accounts. Some of these other products and services assist us in managing and administering client accounts. These include software and other technology that:

- Provide access to client account data (such as trade confirmations and account statements)
- Facilitate trade execution (and allocation of aggregated trade orders for multiple client accounts)
- Provide research, pricing information and other market data
- Facilitate payment of fees to advisors from clients' accounts
- Assist with back-office functions, record-keeping and client reporting.

Such custodians may also offer other services intended to help us manage and further develop our business enterprise such as consulting, publications and conferences on practice management, information technology, business succession, regulatory compliance and marketing.

Geneos and some of its representatives and sub-advisors may choose to utilize independent research to assist in directing your investments. The independent research is unaffiliated with Geneos in anyway. The cost of independent research is paid for by the party utilizing it and not passed on to the client.

As a fiduciary, we endeavor to act in our clients' best interests. Our recommendation that clients maintain their assets in accounts at certain broker-dealers or custodians may be based in part on the benefit to us of the availability of some of the foregoing products and services and not solely on the nature, cost or quality of custody and brokerage services provided by such broker-dealers. This may create a conflict of interest. You are under no obligation to act on our recommendations.

Some of our custodians make available the ability to aggregate clients' orders together for execution. For example, if we sell 100 shares of XYZ from client A's account and sell 1000 shares of XYZ from client B's account, the custodian is able to submit a single trade to sell 1100 shares of XYZ for execution. If the shares are sold over multiple lots, the price will be averaged over all the shares and both clients will receive the same execution price.

REVIEW OF ACCOUNTS

Unless you contract for ongoing consultation services, financial planning reviews are performed only upon a request from you. We recommend that you have your financial plan reviewed at least annually or even more frequently if there are changes that affect your goals, objectives or financial situation. Additional fees may be charged and a new contract may be needed if you wish additional reviews.

If you contract for ongoing consultation services, you receive a review at least annually to determine if your objectives are being met. We can perform reviews more frequently if you request it or if you notify us about a change that would trigger a review.

Managed accounts are reviewed on an ongoing basis. Each representative is responsible for reviewing their own accounts and monitoring the portfolio to determine when changes are needed. At a minimum, advisory accounts will be reviewed with the client annually. These reviews are performed to monitor for any activity or changes in the account and to monitor that accounts are being managed in accordance with each client's goals, objectives and financial situation. We can perform reviews more frequently if you request it or if you notify us about a change that would trigger a review.

Accounts held at third party money managers are reviewed with the client at least annually. A more frequent review may also be instigated by a client inquiry due to policy changes or in the event of a change in prevailing market conditions.

ACCOUNT REPORTS

You receive statements from your account custodian monthly if there is activity in the account and quarterly if there is no activity in the account. Some platforms include quarterly performance reporting that is delivered by the custodian. Accounts managed by other money managers send you reports as disclosed in their disclosure brochure. If you request it, your representative will prepare a performance report for your account using Albridge. Albridge is an online, secure statement consolidation and reporting service.

CLIENT REFERRALS AND OTHER COMPENSATION

OTHER COMPENSATION

Some money managers may provide economic support through a revenue sharing agreement with Geneos and provide ongoing training and education to our representatives. Because of the support representatives may be more inclined to recommend managers who they form relationships with through the training over managers that they have not received training and education from.

For additional discussion on other compensation received by us, our owners or our representatives, please refer to ADDITIONAL COMPENSATION on page 10 and OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS on page 14.

CLIENT REFERRALS

There may be situations where joint business is conducted with more than one representative whereby your representative will refer your account to another representative for asset management and the advisory fees will be split between the representatives. Specific instances of this are disclosed in your representatives brochure supplement.

We may from time to time compensate persons either directly or indirectly for client referrals. Often times these referrals will come from professionals (i.e. attorneys and accountants). In all cases these referral fee arrangements will be disclosed to the clients in accordance with section 206(4)-3 of the *Investment Advisors Act*. Geneos may enter into arrangements with individuals ("Solicitor") whereby the Solicitor will refer clients who may be a candidate for investment advisory services to the representative. In return, the representative via Geneos will agree to compensate the Solicitor for the referral. Compensation to the Solicitor is dependent on the client entering into an advisory agreement with Geneos and the representative for advisory services. Compensation to the Solicitor will be an agreed upon percentage of the representative's advisory fee or a flat fee. Geneos' referral program is in compliance with federal regulations as set out in 17 CFR Sections 275.206(4)-3. The solicitation/referral fee is paid pursuant to a written agreement retained by Geneos, the representative and the Solicitor. The Solicitor will be required to provide the client with a copy of this brochure and the Solicitor's client disclosure document prior to or at the time of entering into any investment advisory contract with Geneos and the representative. Client's advisory fee will not be increased as a result of compensation being shared with Solicitor. Specific instances of this are disclosed in your representative's brochure supplement.

CUSTODY

Custody has been defined as having access or control over client funds and/or securities, but does not include the ability to execute transactions in client accounts. Custody is not limited to physically holding client funds and securities. If an investment advisor has the ability to access or control client funds or securities, the investment advisor is deemed to have custody for purposes of the *Investment Advisors Act of 1940* and must ensure proper procedures are implemented. Our procedures do not result in our maintaining custody of client funds and securities.

Although we do not have custody, we have established procedures to ensure all client funds and securities are held at a qualified custodian in a separate account for each client under that client's name. Clients or an independent representative of the client direct, in writing, the creation of all accounts and therefore are aware of the qualified custodian's name, address and the manner in which the funds or securities are maintained. Finally, account statements are delivered directly from the qualified custodian to each client, or the client's independent representative, at least quarterly. Clients should carefully review those statements. When clients have questions about their account statements, they should contact us or the qualified custodian preparing the statement.

INVESTMENT DISCRETION

Asset management services are provided on a non-discretionary or discretionary basis, depending on the platform selection. If asset management services are provided on a non-discretionary basis, we always contact you before implementing any transactions in an account. If management services are provided on a discretionary basis, Geneos, your representative or the sub-advisor will make all decisions to buy, sell or hold securities, cash or other investments in the managed account in its sole discretion without consulting with you before implementing any transactions. You must provide us with written authorization to exercise this discretionary authority. You can impose reasonable restrictions on management of your accounts. Any restrictions must be submitted to us in writing.

When discretionary authority is granted, it is limited. We have the authority to determine the type and amount of securities to be bought or sold, the broker or dealer used and the commission rates paid when executing transactions. We do not have access to your funds and/or securities with the exception of having advisory fees deducted by the account custodian from your account and paid to us. Any fee deduction is done pursuant to your prior written authorization.

VOTING CLIENT SECURITIES

We do not perform proxy voting services on your behalf. You are instructed to read through the information provided with the proxy voting documents and to make a determination based on the information provided. Upon your request, our representatives may provide limited clarifications of the issues presented in the proxy voting materials based on his or her understanding of issues

presented in the proxy voting materials. However, you have the ultimate responsibility for making all proxy voting decisions.

FINANCIAL INFORMATION

This item is not applicable to our brochure. We do not require or solicit prepayment of more than \$1,200 in fees per client, six months or more in advance. Therefore, we are not required to include a balance sheet for its most recent fiscal year. We are not subject to a financial condition that is reasonably likely to impair our ability to meet contractual commitments to clients. Finally, we have not been the subject of a bankruptcy petition at any time.