



WRAP FEE PROGRAM BROCHURE

This wrap fee program 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 wrap fee program 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 Schedule H 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 wrap fee program 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 wrap fee program brochure and may also provide other ongoing disclosure information about material changes as necessary.

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

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SERVICES, FEES AND COMPENSATION

ASSET MANAGEMENT SERVICES

Geneos Wealth Management, Inc. (“Geneos” or “we”) and its investment advisor representatives (“representatives”) offer investment supervisory services defined as giving continuous investment advice to clients and prospective clients (“clients” or “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.

Asset management services are provided on a discretionary basis. This means that 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.

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 addition services or credited a refund if you paid in advance.

ACCOUNT REQUIREMENTS AND TYPES OF CLIENTS

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.

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.

PORTFOLIO MANAGER SELECTION AND EVALUATION

SELECTION AND REVIEW OF PORTFOLIO MANAGERS

Geneos requires that all affiliated representatives who participate as a portfolio manager have obtained a professional designation such as CFP, ChFC, CFA, passed the appropriate industry exam or have additional education or experience in the financial services area. Sub-advisors that are approved on this platform have passed our due diligence process.

Neither Geneos nor a third party reviews portfolio manager performance information. This information may not be calculated on a uniform and consistent basis. This is due to the nature of our programs and accounts being customized to each client's needs. Performance is specific to each account.

Portfolio Design Advisors ("PDA") is a sub-advisor available on our platform. 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. Their requirements to participate on our platform are the same as any other portfolio manager.

GENERAL DESCRIPTION OF PRIMARY ADVISORY SERVICES

Geneos enables 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.

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.

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.

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.

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.

CLIENT INFORMATION PROVIDED TO PORTFOLIO MANAGERS

In most instances the portfolio manager is your representative. The information shared with them is provided by you directly to your representative. Should you select a sub-advisor to manage your portfolio any information provided on the account opening documents and account specific information will be shared with the manager as well as which model you have selected (if there are multiple options available). If you have notified us of any restrictions to the account, this information will be shared with the sub-advisor as well.

CLIENT CONTACT WITH PORTFOLIO MANAGERS

In most instances the portfolio manager is your representative. There are no restrictions placed on your ability to contact and consult with your representative. If you have selected a sub-advisor as the portfolio manager, all communications and consultations should start with your representative who will in turn communicate with the sub-advisor. The sub-advisors are typically not available for direct client contact.

ADDITIONAL INFORMATION

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 its 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.

REVIEW OF ACCOUNTS

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.

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.

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.

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.

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.