

FORM ADV**Part II – Page 1 Uniform Application for Investment Adviser Registration**

Name of Investment Adviser: OmniWealth, Ltd.	
Address: 999 18 th Street, Suite 3000, Denver, Colorado 80202	Area Code: Telephone Number (303) 330 - 2458

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 governmental authority.

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(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

1. A Advisory Service 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	40%
<input type="checkbox"/>	(2)	Manages investment advisory accounts not involving investment supervisory services	%
<input type="checkbox"/>	(3)	Furnishes investment advice through consultations not included in either service described above	%
<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	60%
<input type="checkbox"/>	(8)	Provides a timing service	%
<input type="checkbox"/>	(9)	Furnishes advice about securities in any manner not described above	%

(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 the percentages are estimates.)

B Does applicant call any of its 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 type="checkbox"/>	(2)	Hourly Charges	<input type="checkbox"/>	(5)	Commissions
<input 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 publications or report issued by the adviser on a subscription basis of for a fee
- Applicants 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 type="checkbox"/>	F.	Corporations or business entities other than those listed above
<input type="checkbox"/>	C.	Investment Companies	<input type="checkbox"/>	G.	Other
<input type="checkbox"/>	D.	Pension and profit sharing plans			

3. Types of Investments . Applicant offers advice on the following: (check those that apply)

- | | |
|---|---|
| <p>A. Equity Securities <input checked="" type="checkbox"/></p> <p><input checked="" type="checkbox"/> (1) Exchange listed securities</p> <p><input checked="" type="checkbox"/> (2) Securities traded over the counter</p> <p><input checked="" type="checkbox"/> (3) Foreign issuers</p> <p><input type="checkbox"/> B. Warrants</p> <p><input checked="" type="checkbox"/> C. Corporate debt securities (other than commercial paper)</p> <p><input checked="" type="checkbox"/> D. Commercial paper</p> <p><input checked="" type="checkbox"/> E. Certificates of Deposit</p> <p><input checked="" type="checkbox"/> F. Municipal Securities</p> <p>G. Investment Company Securities</p> <p><input checked="" type="checkbox"/> (1) Variable Life Insurance</p> <p><input type="checkbox"/> (2) Variable Annuities</p> <p><input checked="" type="checkbox"/> (3) Mutual Fund Shares</p> | <p>H. United States government securities</p> <p>I. Options contracts on:</p> <p><input type="checkbox"/> (1) securities</p> <p><input type="checkbox"/> (2) commodities</p> <p>J. Futures contracts on</p> <p><input type="checkbox"/> (1) Tangibles</p> <p><input type="checkbox"/> (2) Intangibles</p> <p>K. Interests in partnerships investing in:</p> <p><input checked="" type="checkbox"/> (1) Real Estate</p> <p><input checked="" type="checkbox"/> (2) Oil and Gas Interests</p> <p><input checked="" type="checkbox"/> (3) Other (explain on Schedule F)</p> <p>L. Other (explain on Schedule F)</p> |
|---|---|

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 checked="" type="checkbox"/> Fundamental | (5) <input 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 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 type="checkbox"/> Other (explain on Schedule F) |

C. The investment strategies used to implement any investment advice 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 type="checkbox"/> Trading (securities sold within 30 days) | (7) <input type="checkbox"/> Other (explain on Schedule F) |
| (4) <input type="checkbox"/> Short Sales | |

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
: 9
(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 or 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 proceeding 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, Schedule F.)

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

- ☐ A. Applicant is registered (or has an application pending) as a securities broker-dealer.
- ☐ 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 type="checkbox"/> (1) Broker-dealer | <input type="checkbox"/> (7) Accounting firm |
| <input type="checkbox"/> (2) Investment company | <input type="checkbox"/> (8) Law firm |
| <input checked="" type="checkbox"/> (3) Other investment adviser | <input 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.)

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 clients
- ☐ 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.)

- 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 similarly termed services and impose a minimum dollar value of assets or other conditions for starting or maintaining an account? Yes ☒ No ☐

- 11. Review of Accounts.** If applicant provides investment supervisory services, manages investment advisory accounts, or holds itself Out as providing financial planning or 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 reviews, their titles and functions, instructions they receive from applicant on performing reviews, and number of accounts assigned each.

At least one senior professional is assigned to each group of 20 to 25 clients. Each client averages approximately 5 accounts. Detailed reviews take place at least quarterly. Reviews may occur more frequently as a result of additions, withdrawals, individual manager issues, or other changes. Reviewers are instructed to frequently evaluate the appropriateness of the asset allocation and manager compliment.

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

Clients have online access to account data on an ongoing basis. They may receive monthly, quarterly or annual hardcopy account statements. With limited exception, clients receive a face-to-face investment review on quarterly basis.

12. Investment or Brokerage Discretion

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

- | | Yes | No |
|--|-------------------------------------|--------------------------|
| (1) Securities to be bought or sold? | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| (2) Amount of the securities to be bought or sold? | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| (3) Broker or dealer to be used? | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| (4) Commission rates paid? | <input checked="" type="checkbox"/> | <input type="checkbox"/> |

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 applicants 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 operson have any arrangements, oral or in writing, where it:

- | | Yes | No |
|--|--------------------------|-------------------------------------|
| 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? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| B. Directly or indirectly compensates any person for client referrals | <input type="checkbox"/> | <input checked="" type="checkbox"/> |

(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; 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
Part II – Page 7
Continuation Sheet for Form ADV Part II**

Applicant OmniWealth, Ltd.	SEC File Number: 801-67888	Date: May 18, 2007
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Do not use this Schedule as a continuation for Form ADV Part I or any other schedules)

1. Full name of applicant as stated in Item 1A of Part I of Form ADV:		IRS Empl. Ident. No:										
Item of Form (identity)	Answer											
1.C.(1) and (6)	<p>Clients' assets may place their assets in a Lifestyle Portfolio or the Wealth Creation Strategy or in both. Clients are charged an annual fee payable in advance for the assets managed in the Lifestyle Portfolio pursuant to the following table:</p> <table border="1"> <thead> <tr> <th>Total Annum</th> <th>Fee Rate (Bpts)</th> </tr> </thead> <tbody> <tr> <td>\$0 - \$25,000,000</td> <td>75</td> </tr> <tr> <td>\$25,000,001 - \$50,000,000</td> <td>65</td> </tr> <tr> <td>\$50,000,001 - \$75,000,000</td> <td>55</td> </tr> <tr> <td>\$75,000,001 and above</td> <td>45</td> </tr> </tbody> </table> <p>Client's with assets managed in the Wealth Creation Strategy are not charged an annual fee for the assets managed pursuant to such strategy. Once the client has received cash equal to 120% of the Client's initial investment, the client pays a fee equal to 10% of cash received from such investment payable quarterly in arrears. The fee is calculated on an investment per investment basis.</p> <p>Fees are generally non-negotiable. Clients may terminate relationship at any time and receive refund of unearned fees within 30 days. Fee covers all investment, planning and consulting services provided.</p>		Total Annum	Fee Rate (Bpts)	\$0 - \$25,000,000	75	\$25,000,001 - \$50,000,000	65	\$50,000,001 - \$75,000,000	55	\$75,000,001 and above	45
Total Annum	Fee Rate (Bpts)											
\$0 - \$25,000,000	75											
\$25,000,001 - \$50,000,000	65											
\$50,000,001 - \$75,000,000	55											
\$75,000,001 and above	45											
6.	<p>Don E. Scott. Born December 2, 1957. Education: BBA, University of Central Arkansas, 1980 Business Experience: A partner with Arthur Andersen serving high net worth clients in a broad range of areas. 19 years total experience with Arthur Andersen. 9 years serving clients and managing the Denver office of Atlantic Trust Company</p>											
5.	<p>Each client is served by a team of two senior professionals. One of those is a CFA. Those professionals must have 8 years experience and typically average 15 years or more in experience. Senior professionals invest substantial time each year reading, studying and with more formal training in an effort to stay current.</p>											
9.	<p>OmniWealth, Ltd., has a policy of reviewing all personal securities transactions on a quarterly basis to ensure that the client is receiving suitable advice.</p>											
10.	<p>Minimum assets is \$15,000,000 per family relationship.</p>											
12.B.	<p>Applicant receives no commission or other incentives from brokers. The vast majority of funds are managed by unrelated money managers, who make their own brokerage decisions. Applicant will purchase and sell mutual funds and occasionally other securities on behalf of client. Applicant will make best efforts to obtain best execution of all such transactions. Applicant expects to receive no benefit on its own behalf from brokers.</p>											

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

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