

GeoWealth Management, LLC

**1120 Avenue of the Americas, 4th Floor
New York, New York 10036**

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This Brochure provides information about the qualifications and business practices of GeoWealth Management, LLC ("**GeoWealth**"). If you have any questions about the contents of this Brochure, please contact us at +1 816 753 5100 or by email at troy@frontierwealth.com. You may also visit our website at www.geowealth.com.

The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission ("**SEC**") or by any state securities authority.

GeoWealth is a registered investment adviser. Registration of an Investment Adviser does not imply that GeoWealth or any of its principals or employees possess a particular level of skill or training in the investment advisory business or any other business. The oral and written communications of an Investment Adviser provide you with information about which you determine to hire or retain an Investment Adviser.

Additional information about GeoWealth Management, LLC is also available on the SEC's website at www.adviserinfo.sec.gov. The SEC's web site also provides information about any persons affiliated with GeoWealth who are registered, or are required to be registered, as investment adviser representatives of GeoWealth.

Item 2 - Material changes

Our last update to this Brochure was March 2012. Since then there have been no reportable material changes. We will ensure that you receive a summary of any material changes to this and subsequent Brochures within 120 days our fiscal year-end. We may further provide other ongoing disclosure information about material changes as necessary.

We will further provide you with a new Brochure as necessary based on changes or new information, at any time, without charge.

Currently, our Brochure may be requested by contacting Troy Kerr, GeoWealth's Chief Compliance Officer, at +1 816 753 5100 or by email at troy@frontierwealth.com.

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Item 4 - Advisory Business

Managed Account Platform

GeoWealth Management, LLC ("**GeoWealth**", the "**Adviser**", "**we**", "**our**", "**us**" or the "**Firm**") is a limited liability company organized in 2004 under the laws of the State of Delaware. The Firm is registered as an investment adviser with the SEC pursuant to the Investment Advisers Act of 1940 ("**Advisers Act**"). GeoWealth provides investment advisory services to clients on a discretionary basis through private pooled investment vehicles as well as through a subadvisory agreement to certain clients ("**Clients**") of Frontier Wealth Management LLC, ("**Frontier**"), an SEC registered Investment Adviser and a related entity.

Compensation for investment advisory services is based on a percentage of assets under management and on a percentage of annual profits, as described in more detail below.

Pooled Investment Vehicles

GeoWealth provides discretionary investment advisory services through a master-feeder structure to GeoWealth Master Fund, L.P. (the "**Fund**"). The Fund has a US domestic feeder fund, GeoWealth Long/Short Equity Fund, LP (the "**onshore fund**").

The onshore fund is offered to high net-worth, financially sophisticated individuals and institutional investors. The onshore fund (and any future offshore fund) invests substantially all of its assets in the Fund.

The Fund is managed in accordance with its investment objectives, strategies, restrictions and guidelines.

GeoWealth does not provide individualized advice to investors in the Fund, and therefore investors should consider whether the Fund meets their investment objectives and risk tolerance prior to investing. Detailed information about the Fund can be found in offering documents, including the confidential offering memorandum.

As of December 2012, GeoWealth manages client assets, on a discretionary basis, of \$248.2 million.

GeoWealth Holdings LLC is the 98.3% owner of GeoWealth.

Item 5 - Fees and Compensation

GeoWealth offers services on a fee-only basis. The typical management fee is as follows:

Managed Account Platform ("Platform Clients")

Clients are generally charged an annual management fee (generally payable quarterly) ranging from 0.50% - 0.75% of the assets under management in that client's account.

The Fund

Investors in the Fund are generally charged a 2% per annum management fee, paid monthly.

Fees may be negotiable and some investors in the Fund may pay less than other investors for the same management services.

We may, in our absolute discretion, waive, reduce or vary any notice periods, minimum amounts, conditions to redemption, periods for or terms of remittance of redemption proceeds, charges, fees or other requirements, terms or limitations. GeoWealth may also waive or reduce the Management Fee and/or the Performance Fee, as applicable, for particular investors.

Fees related to the Platform Clients are deducted from the Clients' accounts. Fees related to the Fund are deducted from the Fund. Expenses of the Fund are paid directly by the Fund, including brokerage fees, custody fees and other fund expenses. GeoWealth and its employees do not accept compensation, including sales charges or service fees, from any person for the sale of securities or other investment products.

Item 6 - Performance Fees

The Fund

The performance fee:

- 20% of the net realized and unrealized appreciation in the Net Asset Value of the Fund's sub-capital accounts in the Master Fund, generally for each calendar year;
- provided, however, that the net capital appreciation upon which the calculation of the performance fee is based will be reduced to the extent of any unrecovered balance remaining in the Loss Recovery Account.

Fees may be negotiable, and some investors in the Fund may pay less than other investors for the same services.

GeoWealth's performance fee is charged in compliance with Rule 205-3 of the Advisers Act whereby each client that is charged a performance fee must be a **"qualified client."** Therefore, investors in the Fund that reside in the United States and who are charged a performance fee are required to be deemed "qualified clients."

The performance fee may create an incentive for GeoWealth to recommend investments, which may be riskier or more speculative than those that would be recommended under a different fee arrangement. We have procedures designed and implemented to prevent this conflict from influencing investment decisions.

No other hourly, flat or asset-based fees are charged to the Clients or the Fund.

Item 7 - Types of Clients

GeoWealth generally provides investment advice to a private investment fund, separately managed account clients and other investment advisers.

Investors in the Fund may include high net worth individuals and a variety of institutional investors (e.g. trusts, endowments, foundations, corporations and other types of entities, including private fund-of-funds and other corporations or businesses) meeting the terms of the exceptions and exemptions under which the Fund operates and wishing to invest in accordance with the Fund's investment objective. Investors in the Fund must meet the requirements for "accredited investors" under the 1933 Act and a "qualified client" under the Advisers Act.

Managed account clients generally consist of high net worth individuals, trusts, family offices, corporations and other business entities.

The initial investment amount for the Fund is \$250,000, which may be lowered at the sole discretion of GeoWealth.

Types of Investments

We offer advice on liquid equities (exchange-listed, securities traded over-the-counter and securities of foreign issuers) with a market capitalization of \$250 million or more. The equities generally will represent the recommendations of several systematic proprietary models developed by GeoWealth. The models encompass the large-cap growth, large-cap value, small-cap growth and small-cap value equity classes, with a greater focus on the large-cap value equity universe.

Item 8 - Methods of Analysis, Sources of Information, Investment Strategies Risk of Loss

Methods of Analysis & Investment Strategy

GeoWealth utilizes proprietary quantitative trading models as a trading and analysis method.

The main sources of information GeoWealth uses include:

- Inspections of corporate activities
- S&P's compustat data
- Annual reports, prospectuses, filings with the SEC

Investment strategies used to implement investment advice include:

- 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

Managed Account Platform

For the platform Clients, the Client and the Adviser, e.g. Frontier, compile pertinent financial and demographic information through a detailed questionnaire to develop an investment program that will meet the Client's goals and objectives. The Client's information is forwarded to Frontier for review. We will analyze the information and recommend an appropriate trading model based on the Client's needs and objectives, investment time horizon, risk tolerance and any other pertinent factors. Our research team uses a number of proprietary analytical tools and commercially available optimization software applications in developing its models. Among the factors considered in designing these models are historical rates of risk and return for various asset classes, correlation across asset classes, and risk premiums. However, the Client's adviser, e.g. Frontier, may customize the model by selecting the specific, underlying investment vehicles in the appropriate model to better meet the client's risks and needs.

The Fund

Investors in the Fund are offered a single portfolio comprised of multiple quantitative models designed by GeoWealth that invest in equity securities and ETFs.

The assets of the Fund and the Client accounts will be primarily invested in, but not limited to, equity and equity related securities listed on U.S. exchanges.

GeoWealth will not invest in futures contracts on behalf of the Fund or any Client account until it has registered with the U.S. Commodity Futures Trading Commission or has been advised that an exemption from registration is available.

Risk of Loss Factors

Clients and investors face significant investment risks in attempting to carry out the investment strategies. These include, but are not limited to, risks that the equity securities will decline in value, risks inherent in short sales, and counterparty risks in derivative transactions and other instruments.

In addition, all investments involve the risk of loss, including (among other things) loss of principal, a reduction in earnings (including interest, dividends and other distributions), and the loss of future earnings. These risks include market risk, interest rate risk, issuer risk, and general economic risk. Although we manage the assets in a manner consistent with risk tolerances, there can be no guarantee that our efforts will be successful. The investor should be prepared to bear the risk of loss.

The following are certain material risks involved in our investment strategy. This list does not purport to be a complete enumeration or explanation of the risks associated with our investment strategy.

Portfolio Turnover

The investment strategy may require GeoWealth to actively trade and as a result turnover and brokerage commission expenses may significantly exceed those of other investment entities of comparable size.

Small to Medium Capitalization Companies

The Fund and Client accounts may invest a portion of their assets in the stocks of companies with small to medium-sized market capitalizations. While GeoWealth believes these investments often provide significant potential for appreciation, those stocks, particularly smaller-capitalization stocks, involve higher risks in some respects than do investments in stocks of larger companies. For example, prices of such stocks are often more volatile than prices of large-capitalization stocks. In addition, due to thin trading in some such stocks, an investment in these stocks may be more illiquid than that of larger capitalization stocks.

Lack of Diversification

The portfolios may not be widely diversified among sectors, industries, geographic areas or types of securities. Further, the portfolios may not necessarily be diversified among a wide range of issuers. Accordingly, the portfolios may be subject to more rapid change in value than would be the case if the portfolios were required to maintain a wide diversification among companies or industry groups.

Short-Sales

GeoWealth may effect short sales. Short sales can, in certain circumstances, substantially increase the impact of adverse price movements on a portfolio. A short sale involves the risk of a theoretically unlimited increase in the market price of the particular investment sold short, which could result in an inability to cover the short position and a theoretically unlimited loss. There can be no assurance that securities necessary to cover a short position will be available for purchase.

Leverage

The Fund and Client accounts may trade on margin, engage in other forms of borrowing to finance their operations and use other forms of financial leverage. The level of interest rates and the rates at which the Funds and Client accounts can borrow will affect the operating results. Fluctuations in the market value of the portfolio of a heavily leveraged Fund or account can have a disproportionately large effect in relation to the capital of that Fund or account. Any event which may adversely affect the value of positions held by a Fund or account could significantly affect the net asset value. The Funds may also borrow funds from time to time for liquidity purposes or otherwise as GeoWealth deems appropriate.

Potential Conflicts of Interest

In addition to advising the Fund and Client accounts, GeoWealth will engage in investment and trading activities for its own accounts. GeoWealth is not obligated to devote any specific amount of time to the affairs of the Funds or Client accounts. In managing other funds or trading for their own accounts, GeoWealth may take positions which are opposite, or ahead of, the Fund or Client accounts in which the capital is invested. Investors will not be entitled to inspect those trading records of GeoWealth that are not related to their account or the Fund.

Limited Withdrawal and Transfer Rights

An investor in the Fund generally will be permitted to withdraw all or any part of a capital only on a monthly basis. Transfers of the Fund interests will be permitted only with the written consent of GeoWealth. Accordingly, the Fund interests should only be

acquired by investors willing and able to commit their funds for an appreciable period of time.

Limited Operating History

Although GeoWealth has significant investment management experience, the Fund is a recently-formed (2009) entity and has limited operating history upon which investors can evaluate its likely performance. Accordingly, an investment in the Fund entails a significant degree of risk.

Reliance on Management and Key Personnel

Investors in the Fund have no right or power to take part in the management of the Fund. Accordingly, no investor should invest in the Fund unless such investor is willing to entrust all aspects of management to GeoWealth. The investment performance of the Fund depends largely on the skill of key personnel of GeoWealth. If key personnel were to leave GeoWealth, it might not be able to find equally desirable replacements and the performance of the Fund could, as a result, be adversely affected.

All investments involve the risk of loss, including (among other things) loss of principal, a reduction in earnings (including interest, dividends and other distributions), and the loss of future earnings. These risks include market risk, interest rate risk, issuer risk, and general economic risk. Although we manage the assets in a manner consistent with risk tolerances, there can be no guarantee that our efforts will be successful. The investor should be prepared to bear the risk of loss.

Item 9 - Disciplinary Information

This item is not applicable.

Item 10 - Other Financial Industry Activities and Affiliations

GeoWealth, through common ownership, is affiliated with Frontier which is a registered investment adviser with the SEC.

Item 11 - Code of Ethics, Participation/Interest in Client Transactions, Personal Trading

Participation or Interest in Client Transactions

GeoWealth and some related persons may invest their personal funds in the Fund and therefore such persons may hold the same securities as other investors in the Fund and managed accounts. In addition, certain employees of GeoWealth may own securities in their personal accounts that are also recommended by GeoWealth. We have established procedures intended to limit conflicts of interest in cases where GeoWealth, a related person, or any of their employees buys or sells securities recommended by GeoWealth to our clients.

Code of Ethics & Personal Trading

Pursuant to Rule 204A-1 of the Advisers Act, we have adopted both a Code of Ethics and an Employee Investment Policy that establish various procedures with respect to investment transactions in accounts in which our employees or related persons have a beneficial interest or accounts over which an employee has investment discretion.

We recognize and believe that (i) high ethical standards are essential for its success and to maintain the confidence of its clients; (ii) its long-term business interests are best served by adherence to the principle that the interests of clients come first; and (iii) it has a fiduciary duty to its clients to act solely for their benefit. All GeoWealth employees must put the clients' interests before their own personal interests and must act honestly and fairly in all respects in dealings with clients. All GeoWealth employees must also comply with all federal securities laws.

In general, employees (and members of their immediate households) must obtain written pre-approval from the CCO prior to executing a personal transaction in equity securities, exchange traded funds (ETFs), options and futures. The spirit of the Code of Ethics is to discourage frequent trading in employee personal accounts. In addition, employees may not acquire securities for their own account in an initial public offering. Employees must also obtain pre-approval from the CCO before engaging in any outside business activities or private placements.

All employees must direct their brokers to send duplicate copies of brokerage statements to the CCO. These records are used to monitor compliance with the foregoing policies. Employees must also annually attest to the location of their brokerage accounts.

These policies apply to any personal transactions involving equity, debt, options, futures (or derivative products related to these securities). This policy does not apply to transactions involving government securities or open-end mutual funds, or other instruments which afford the investor no discretion over individual securities transactions.

GeoWealth absolutely prohibits the misuse or inappropriate communication of inside information in connection with our securities transactions. We, as well as federal and state securities laws, also prohibit the practice of market manipulation, which comprises conduct intended to deceive or defraud investors by controlling or artificially affecting the price of securities.

In special situations, we may create an information barrier or a "Chinese Wall" procedure that restricts the disclosure of confidential information to those who have a genuine "need to know" the information.

The Firm has also adopted communications guidelines designed to assist personnel in understanding their duties and responsibilities regarding the receipt and the communication of financial and other sensitive information.

Any outside business activities employees wish to engage in must be disclosed to, and approved by, the CCO.

We have adopted a policy restricting the giving and receiving of gifts, limiting participation in and sponsoring of entertainment events, and requiring the reporting of gifts and entertainment to the CCO subject to limited exceptions.

We have also adopted a policy governing political contributions, the holding of public office and impermissible payments. This policy is designed, among other things, to address the requirements of Rule 206(4)-5 under the Advisers Act.

Our Code of Ethics and Employee Investment Policy are available upon request.

Item 12 - Brokerage Practices***Brokerage Discretion***

GeoWealth may suggest that the Fund and Client accounts use a particular custodian and/or broker-dealer. We have complete discretion over the selection of brokers to be used and the commission rates to be paid. In selecting brokers and negotiating commission rates, we will take into account the financial stability and reputation of

brokerage firms, referrals of investors (consistent with best execution), and the brokerage and research and related services provided by such brokers.

Best Execution

As a fiduciary, we have an obligation to seek best execution of transactions under the circumstances of the particular transaction. To fulfill this duty, we must execute securities transactions for the Fund in such a manner that the Fund's total costs or proceeds in each transaction are the most favorable under the circumstances.

Best execution is determined on a trade-by-trade basis, and should result in the best qualitative execution, not necessarily the best possible commission cost. In selecting brokers and dealers to effect portfolio transactions for the Fund and managed accounts, we will consider such factors as the ability of the brokers or dealers to effect the transactions, their facilities, reliability and financial responsibility, and the provision or payment (or the rebate for payment) of the costs of brokerage or research products or services which we consider to be of benefit.

We need not solicit competitive bids and do not have an obligation to seek the lowest available commissions or other transaction costs. Accordingly, the commissions and other transaction costs charged by brokers or dealers in the foregoing circumstances may be higher than those charged by other brokers or dealers that may not offer such products or services.

The Fund and the Client accounts may have different investment strategies, objectives and parameters, therefore it is possible that certain managed accounts may hold securities that other managed accounts do not, or certain Client accounts may be long a particular security while the Fund may short that same security.

Principal Trading

Our policy and practice is to not engage in any principal transactions.

Soft Dollars

The term "soft dollars" is generally used to describe an arrangement or agreement that involves a transaction between an investment adviser with discretion over clients' accounts and a broker-dealer, whereby a broker-dealer provides the discretionary investment adviser with research or other services or products in return for commission dollars paid for executing transactions for discretionary client accounts. In providing research services, the broker-dealer may produce these "in-house" or obtain them externally from third parties.

Research products and services provided may include research reports on particular industries and companies, economic surveys and analyses, advice from legal, strategic,

financial and industry consultants and advisors, recommendations as to specific securities, and other services providing lawful and appropriate assistance in the performance of investment decision-making.

It is GeoWealth's policy to stay within the safe harbor provisions of 28(e).

Item 13 - Review of Accounts

All accounts managed by GeoWealth are generally reviewed at least on an annual basis to ensure conformity with client objectives and guidelines.

GeoWealth will provide each investor in the Fund with written periodic reports no less than annually that will include financial statements, information concerning valuations, profits, gains and losses.

Client accounts will receive statements regarding their accounts, their holdings, transactions and fees at least monthly, directly from the custodians. The Client has full access and daily transparency into their accounts held at the qualified custodian.

Item 14 - Client Referrals and Other Compensation

GeoWealth does not currently have any arrangements with independent third party marketers.

Item 15 - Custody

The amended and revised Rule 206(4)-2 of the Advisers Act sets forth extensive requirements regarding possession or custody of client funds or securities. The Rule requires advisers that have custody of client securities or funds to implement a set of controls designed to protect those client assets from being lost, misused, misappropriated or subject to financial reverses.

Advisers with custody of client funds and securities must maintain them with "Qualified Custodians." "Qualified Custodians" under the amended rule include banks and savings associations and registered broker-dealers.

GeoWealth does not maintain direct custody or possession of any of its client's funds or securities. GeoWealth currently uses Charles Schwab and Interactive Brokers as its custodians for the Client accounts, and Interactive Brokers as its custodian for the Fund. Through this arrangement the custodians will provide, among other things, clearing,

custodial and record keeping services. Investors will receive account statements directly from the qualified custodian and should carefully review those statements.

With respect to the Fund, once the Fund begins accepting outside investors, annually, upon completion of the audit, we will distribute the audited financials, along with copies of our Privacy Notice and ADV Part 2, to the investors (or members or other beneficial owners) within 120 days of the Fund's fiscal year end.

Item 16 - Investment Discretion

Other than the parameters established by us and the Client or investor, we have discretionary authority to manage the Fund and Client accounts with no limitations. These terms are set out in the Fund's Offering documents and, for the Client accounts it is set out in the investment management agreement.

Item 17 - Voting Client Securities

We have established proxy voting policies and procedures such that the CCO will oversee the proxy voting process. These procedures are designed to ensure that proxies are voted in the best interest of the clients and the investors.

As a result of GeoWealth's business and trading models, for the current time, GeoWealth believes that it is in the best interest of the investors in the Fund not to vote proxies.

Each Client will designate in its investment management agreement whether they choose to vote proxies themselves or have the GeoWealth vote proxies on their behalf. In general, GeoWealth does not intend to vote proxies. Should GeoWealth have the responsibility to vote a client proxy, it will do so in the best interest of the client.

On at least an annual basis, GeoWealth will review its proxy voting policy in order to determine whether it is necessary to amend the current policy. The CCO will maintain a list of all proxies and how they were voted and make such information available upon request along with our proxy voting policies..

Item 18 - Financial Information

This Item is not applicable.