

OMB APPROVAL

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**FORM ADV**

**Uniform Application for Investment Adviser Registration**

**Part II - Page 1**

Name of Investment Adviser: <b>Geneos Wealth Management, Inc.</b>						
Address:	(Number and Street)	(City)	(State)	(Zip Code)	Area Code:	Telephone Number:
	<b>9055 East Mineral Circle, #200</b>	<b>Centennial</b>	<b>CO</b>	<b>80112</b>	<b>303-785-8470</b>	

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

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**(Schedule 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.**

Applicant: **Geneos Wealth Management, Inc.**

SEC File Number:  
801- **62331**

Date:  
**06/11/2010**

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

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

**Applicant:**

- |                                     |  |           |   |
|-------------------------------------|--|-----------|---|
| <input checked="" type="checkbox"/> | (1) Provides investment supervisory services .....   | <u>40</u> | % |
| <input checked="" type="checkbox"/> | (2) Manages investment advisory accounts not involving investment supervisory services.....  | <u>55</u> | % |
| <input checked="" type="checkbox"/> | (3) Furnishes investment advice through consultations not included in either service described above...  | <u>5</u>  | % |
| <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 type="checkbox"/>            | (7) On more than an occasional basis, furnishes advice to clients on matters not involving securities...   | _____     | % |
| <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 that the percentages are estimates.)

- B. Does applicant call any of the services it checked above financial planning or some similar term? . . . . .  Yes  No

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

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

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

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

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

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

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

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

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

**4. Methods of Analysis, Sources of Information, and Investment Strategies.**

A. Applicant's security analysis methods include: (check those that apply)

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

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

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

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

- |  |   |
|--|---|
| (1) <input checked="" type="checkbox"/> Long term purchases<br>(securities held at least a year) | (5) <input checked="" type="checkbox"/> Margin transactions   |
| (2) <input checked="" type="checkbox"/> Short term purchases<br>(securities sold within a year)  | (6) <input checked="" type="checkbox"/> Option writing, including covered options,<br>uncovered options or spreading strategies |
| (3) <input checked="" 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

(If yes, please 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 clients (if more than five, respond only for their supervisors)
- each principal executive officer of applicant or each person with similar status or performing similar functions.

On Schedule F, give the:

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

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

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

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

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

- 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:
  - (1) broker-dealer
  - (2) investment company
  - (3) other investment adviser
  - (4) financial planning firm
  - (5) commodity pool operator, commodity trading adviser or futures commission merchant
  - (6) banking or thrift institution
  - (7) accounting firm
  - (8) law firm
  - (9) insurance company or agency
  - (10) pension consultant
  - (11) real estate broker or dealer
  - (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.)

Applicant: Geneos Wealth Management, Inc.

SEC File Number:  
801-62331

Date:  
06/11/2010

**9. Participation or Interest in Client Transactions.**

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

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

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

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

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

Yes  No

(If yes, describe on Schedule F)

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

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

See Schedule F

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

See Schedule F

Applicant: **Geneos Wealth Management, Inc.**

SEC File Number:  
**801-62331**

Date:  
**06/11/2010**

**12. Investment or Brokerage Discretion.**

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

- |  |   |  |
|--|---|--|
| (1) securities to be bought or sold? .....           | Yes <input checked="" type="checkbox"/> | No <input type="checkbox"/>            |
| (2) amount of securities to be bought or sold? ..... | Yes <input checked="" type="checkbox"/> | No <input type="checkbox"/>            |
| (3) broker or dealer to be used? .....               | Yes <input type="checkbox"/>            | No <input checked="" type="checkbox"/> |
| (4) commission rates paid? .....                     | Yes <input type="checkbox"/>            | No <input checked="" 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 applicant's accounts or just those accounts paying for it; and
- any procedures the applicant used during the last fiscal year to direct client transactions to a particular broker in return for product and research services received.

**13. Additional Compensation.**

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

- |   |   |                             |
|---|---|-----------------------------|
| A. is paid cash by or receives some economic benefit (including commissions, equipment or non-research services) from a non-client in connection with giving advice to clients? ..... | Yes <input checked="" type="checkbox"/> | No <input type="checkbox"/> |
| B. directly or indirectly compensates any person for client referrals? .....  | Yes <input checked="" type="checkbox"/> | No <input 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 (unless applicant is registered or registering only with the Securities and Exchange Commission); or
  - requires prepayment of more than \$500 in fees per client and 6 or more months in advance
- Has applicant provided a Schedule G balance sheet?..... Yes  No

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

Applicant: Geneos Wealth Management, Inc.	SEC File Number:  801- 62331	Date:  06/11/2010
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(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other Schedules)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV:  <b>Geneos Wealth Management, Inc.</b>	IRS Empl. Ident. No.:
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Item of Form (identify)	Answer
Item 1, D	<p><u>ADVISORY SERVICES AND FEES</u> Geneos Wealth Management, Inc. (Geneos) enables Investment Advisor Representatives (IARs) to utilize many different avenues to provide investment services to their clients. They include, but are not limited to, asset management, Third Party Money Manager RIAs (TPMMs), financial planning, asset allocation, college planning, estate planning, market analysis and retirement planning.</p> <p><u>Investment Supervisory Services</u> <i>Vision Investment Program - VIP Ultra, Geneos Select Managers, Sub-Advisors</i> VIP Ultra offers clients an asset management account in which Geneos has a platform for IARs and clients to develop a custom portfolio where a variety of assets and sub-advisors can be chosen. These assets include, but are not limited to: no-load mutual funds, load waived mutual funds, equities, fixed income securities, UITs, options, partnerships, cash and cash equivalents. As part of the Geneos Select Managers Platform, the client may choose a mutual fund or an ETF program. The client may also choose any approved Sub-Advisor to direct their portfolio. Custody of assets and funds are maintained through a fully disclosed clearing arrangement with either Pershing, LLC (Pershing) or National Financial Services, LLC (NFS). All transactions are cleared pursuant to Geneos' clearing agreement with the respective clearing firm.</p> <p>For clients participating in VIP Ultra, IARs and Geneos will be granted written discretionary authority via the Client Services Agreement. For clients who select a Sub-Advisor, the Sub-Advisor will be granted written discretionary authority via the Sub-Advisor Agreement. The discretionary authority allows either the IAR, Geneos or the Sub-Advisor (as applicable) to determine the securities to be purchased or sold and the amount of securities that are purchased or sold. Clients have the right to restrict this discretionary authority by notifying the IAR, Geneos and/or the Sub-Advisor in writing of any and all limitations.</p> <p>Under this program depending on the management program chosen, either the IAR, Geneos or the Sub-Advisor is responsible for selecting portfolio holdings, executing trades and monitoring performance. Under the VIP Ultra program the IAR and the client will be solely responsible for directing the investment and reinvestment of the assets in the account, in accordance with the information provided by the client. The IAR will create model portfolios, then, using information obtained from the client regarding their risk tolerance, investment objectives and other factors, will determine which model portfolio best suits the client's financial needs. Under the Select Managers Platform Geneos is responsible for selecting portfolio holdings, executing trades and monitoring performance. Geneos will be solely responsible for directing the investment and reinvestment of the assets in the account, in accordance with the information provided by the client. Geneos, using information obtained from the client regarding their risk tolerance, investment objectives and other factors, will determine with model portfolio best suits the client's financial needs. Under the Sub-Advisor program, the Sub-Advisor is responsible for selecting portfolio holdings, executing trades and monitoring performance. The Sub-Advisor will be solely responsible for directing the investment and reinvestment of the assets in the account, in accordance with the information provided by the client. Some IARs, Geneos and/or a Sub-Advisor may choose to utilize independent research to assist in directing client investments. The independent research is unaffiliated with Geneos in anyway. The cost of independent research is paid for by the IAR, Geneos or the Sub-Advisor and not passed on to the client. All properly qualified IARs are eligible to act as portfolio managers in VIP Ultra.</p>

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

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

Applicant: Geneos Wealth Management, Inc.	SEC File Number:  801- 62331	Date:  06/11/2010
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(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other Schedules)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV:  <b>Geneos Wealth Management, Inc.</b>	IRS Empl. Ident. No.:
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Item of Form (identify)	Answer												
Item 1, D (cont)	<p>Geneos, IARs and Sub-Advisors are hereby expressly precluded from voting proxies for securities held in the account and will not be required to take action or render any advice with respect to voting proxies.</p> <p>Each account utilizing the mutual fund program should have a minimum account value of \$50,000. Each account utilizing a sub-advisor should have a minimum account value of \$50,000 or \$120,000 depending on the Sub-Advisor selected. All other accounts should have a minimum account value of \$25,000 or an aggregate total of at least \$100,000 for household accounts. Geneos, at its discretion, may open or retain accounts with less than the required minimum.</p> <p>As a participant in VIP Ultra, the client will pay an annualized fee, payable quarterly either in advance or in arrears. The fee will be shared between Geneos, the IAR and the Sub-Advisor (as applicable). Fee schedules are negotiated between the IAR and the client in accordance with the following maximum fee schedule.</p> <table border="0"> <thead> <tr> <th>Account Size</th> <th>Maximum Annual Fee</th> </tr> </thead> <tbody> <tr> <td>\$0 to \$100,000</td> <td>2.50%</td> </tr> <tr> <td>\$100,001 to \$250,000</td> <td>2.25%</td> </tr> <tr> <td>\$250,001 to \$500,000</td> <td>2.25%</td> </tr> <tr> <td>\$500,001 to \$1,000,000</td> <td>1.75%</td> </tr> <tr> <td>\$1,000,001 and over</td> <td>1.50%</td> </tr> </tbody> </table> <p>Fees, fee structure, and experience may vary by IAR. Clients with different IARs may receive similar services and pay more or less of a fee than another client. Furthermore, IARs may determine advisory fees differently. For example, some IARs may aggregate all of a client's managed accounts together to determine a fee breakpoint or charge a fee based on each account size. Additionally, some IARs 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 IARs set a tiered fee schedule. Clients should be advised that there are advantages and disadvantages to all fee structures but each IAR may have their own variances within Geneos' fee structure.</p> <p>Geneos, through either Pershing or NFS will automatically debit the fees on a quarterly basis from the account. If the client has multiple accounts, they may request group billing. Group billing aggregates the assets within the accounts which may reduce the overall fee charged. The fee will be payable first from the free credit balance, money market funds or cash equivalents, if any, and second from the liquidation of client assets pursuant to the discretionary authority granted in the Client Services Agreement.</p> <p>For accounts where the client chose to have their account billed in advance, the account fee is calculated using the account balance from the end of the previous calendar quarter as reflected in the client's quarterly statement. The first payment is due in the calendar quarter in which this agreement is executed, and will be assessed pro rata in the event this agreement is completed at any time other than the first day of the calendar quarter. Subsequent payments are due and will be assessed on the first day of each calendar quarter. All fees will be increased or decreased, as appropriate, on a pro rata basis for any deposits and/or withdrawals made in excess of \$5,000.</p>	Account Size	Maximum Annual Fee	\$0 to \$100,000	2.50%	\$100,001 to \$250,000	2.25%	\$250,001 to \$500,000	2.25%	\$500,001 to \$1,000,000	1.75%	\$1,000,001 and over	1.50%
Account Size	Maximum Annual Fee												
\$0 to \$100,000	2.50%												
\$100,001 to \$250,000	2.25%												
\$250,001 to \$500,000	2.25%												
\$500,001 to \$1,000,000	1.75%												
\$1,000,001 and over	1.50%												

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

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

Applicant: Geneos Wealth Management, Inc.	SEC File Number:  801- 62331	Date:  06/11/2010
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(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other Schedules)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV:  Geneos Wealth Management, Inc.	IRS Empl. Ident. No.:
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Item of Form (identify)	Answer
Item 1, D (cont)	<p>For accounts where the client chose to have their account billed in arrears, the account fee is calculated using the account balance from the end of the previous calendar quarter as reflected in the client's quarterly statement. The first payment is due at the end of the calendar quarter in which this agreement is executed, and will be assessed pro rata in the event this agreement is completed at any time other than the first day of the calendar quarter. Subsequent payments are due and will be assessed on the first day of each calendar quarter. All fees will be increased or decreased, as appropriate, on a pro rata basis for any deposits and/or withdrawals made in excess of \$5,000.</p> <p>Clients may also incur certain charges imposed by third parties other than Geneos, the Sub-Advisor, Pershing, NFS and the IAR in connection with investments made through the account, including but not limited to mutual fund 12b-1 distribution fees, sub accounting fees, certain deferred sales charges on previously purchased mutual funds, qualified retirement plan fees and account maintenance fees. It is understood that fees paid to fund manager's mutual funds are deducted from each fund's Net Asset Value and as such shall be an indirect expense of the account. It is further understood that Geneos, the IAR, the Sub-Advisor and either Pershing or NFS may participate in certain 12b-1 distribution fees. Clients should review investment prospectuses for all fees and expenses. There may be a conflict of interest involved with the participation in 12b-1 distribution fees. There is a possibility for IARs to recommend investments that pay a 12b-1 fee over other investments.</p> <p>Within VIP Ultra, either with Pershing or NFS, the client may choose to pay transaction charges for trade execution or to have them included as part of the fee. If the client chooses to pay the transaction charges, they should receive the pricing forms provided by either Pershing or NFS, as appropriate, and furnished by the IAR. If the client chooses to have the transaction charges as part of the fee, this constitutes a Wrap Fee Program. Advisory services provided in such a manner may have fees higher or lower than if the client obtained similar services separately.</p> <p>Pershing or NFS, as applicable, will issue statements on a monthly basis for all accounts with activity. Accounts with no activity will receive a quarterly statement. Accounts will be reviewed no less than annually to ensure that the client's objectives are being met.</p> <p>The client may, without penalty, terminate the Agreement for any reason within five (5) business days of the contract date. The client may terminate the agreement at any time with written notice. If the account is to be liquidated as a result of a termination notice, it is understood that Geneos may take up to five (5) business days to effect such liquidation following the date the liquidation request was received by Geneos. Proceeds will be payable to the client subject to the usual securities settlement procedures. If the account fee is charged in advance, the client will be entitled to a prorated refund of any pre-paid quarterly account fee based on the number of days remaining in the quarter after termination date. If the account fee is charged in arrears, the client is responsible to pay for services rendered based on the number of days that have passed in the quarter prior to the termination date. The client will be responsible for any fees and charges incurred by the client from third parties as a result of maintaining the account such as transaction charges for any securities transactions executed and any account maintenance or custodial fees.</p>

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

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

Applicant: Geneos Wealth Management, Inc.	SEC File Number:  801- 62331	Date:  06/11/2010
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(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other Schedules)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: <b>Geneos Wealth Management, Inc.</b>	IRS Empl. Ident. No.:
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Item of Form (identify)	Answer
Item 1, D (cont)	<p><u>Tactical Allocation Program</u></p> <p>The Tactical Allocation Program (TAP) is available for use by a select number of IARs and they must have Geneos' prior written approval to participate in this program.</p> <p>TAP is an asset management account in which IARs create model portfolios using no-load, load-waived mutual funds and cash and cash equivalents. Custodial services are provided for FTJ FundChoice (FTJ).</p> <p>The IAR will create model portfolios, then, using information obtained from the client regarding their risk tolerance; investment objectives and other factors, will determine which model portfolio best suits the client's financial needs. For clients in TAP, IARs will be granted written discretionary authority via the Client Services Agreement. IARs will have authority to determine the securities to be purchased or sold and the amount of securities that are purchased or sold. Clients have the right to restrict this discretionary authority by notifying the IAR and/or Geneos in writing of any and all limitations.</p> <p>Geneos and IAR are hereby expressly precluded from voting proxies for securities held in the account and will not be required to take action or render any advice with respect to voting proxies.</p> <p>There is no minimum account size with TAP. As a participant in TAP, the client will pay an account fee, which is negotiated between the IAR and the client with the maximum annualized fee being 2.0%. The fee will be shared between Geneos and the IAR. Geneos, through FTJ will automatically debit the fees on a monthly basis from the account. This fee is payable monthly in arrears and is calculated based on the average daily account balance during the month. The first payment is due at the end of the calendar month in which this agreement is executed, and will be assessed pro rata in the event this agreement is completed at anytime other than the first day of the calendar month. Subsequent payments are due and will be assessed monthly in arrears on the first day of each calendar month.</p> <p>Separate from the account fee, the client pays an administrative fee to FTJ. This fee varies depending on the account type in accordance with the pricing forms from FTJ furnished by the IAR.</p> <p>Additional fees may be charged by FTJ to certain account types, pursuant to a separate agreement between the client and FTJ.</p> <p>The client may also incur certain charges imposed by third parties other than Geneos, FTJ and the IAR in connection with investments made through the account, including but not limited to, no-load mutual fund 12b-1 distribution fees, sub accounting fees, certain deferred sales charges on previously purchased mutual funds, qualified retirement plan fees and account maintenance fees. It is understood that fees paid to fund managers by mutual funds are deducted from each fund's Net Asset Value and as such shall be an indirect expense of the account. It is also understood that the IAR may invest the account's funds in certain mutual funds that charge 12b-1 distribution fees, if in Geneos' and IAR's judgment such investments are appropriate. It is further understood that FTJ may participate in such fees. The client should review the investment prospectuses for all fees and expenses.</p>

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

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

Applicant: Geneos Wealth Management, Inc.	SEC File Number:  801- 62331	Date:  06/11/2010
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(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other Schedules)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: <b>Geneos Wealth Management, Inc.</b>	IRS Empl. Ident. No.:
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Item of Form (identify)	Answer
Item 1, D (cont)	<p>TAP is considered a Wrap Fee Program. Advisory services provided in such a manner may have fees higher or lower than if the client obtained similar services separately.</p> <p>FTJ will issue statements on a monthly basis for all accounts with activity. Accounts with no activity will receive quarterly statements. Accounts will be reviewed no less than annually to ensure that client's objectives are being met.</p> <p>The client may, without penalty, terminate the Agreement for any reason within five (5) business days of the contract date. The client may terminate the agreement at any time. Such termination will take effect thirty (30) days after such written notice is delivered, or at a later date as stated in the written notice. Notwithstanding a valid termination, all parties agree that all transactions in progress will be completed in the normal course of business. The client is responsible to pay for services rendered until termination of the agreement.</p> <p><u>Asset Management Services with Schwab as Custodian</u></p> <p>An IAR may recommend that clients establish brokerage accounts with the Schwab Institutional division of Charles Schwab &amp; Co., Inc. (Schwab), a registered broker-dealer, member SIPC, to maintain custody of clients' assets and to effect trades for their accounts. This program is available for use by a select number of IARs and they must have Geneos' prior written approval to participate in this program.</p> <p>This program offers clients an asset management account in which Geneos has a platform for IARs and clients to develop a custom portfolio where a variety of assets can be chosen. These assets include, but are not limited to: no-load mutual funds, load waived mutual funds, equities, fixed income securities, UITs, options, partnerships, cash and cash equivalents. Custody of assets and funds are maintained through an agreement with Schwab. All transactions are cleared pursuant to Geneos' agreement with Schwab.</p> <p>For clients participating in this program, IARs will be granted written discretionary authority via the Client Services Agreement. IARs will have authority to determine the securities to be purchased or sold and the amount of securities that are purchased or sold. Clients have the right to restrict this discretionary authority by notifying the IAR and/or Geneos in writing of any and all limitations.</p> <p>Under this program the IAR is responsible for selecting portfolio holdings, executing trades and monitoring performance. The IAR and the client will be solely responsible for directing the investment and reinvestment of the assets in the account, in accordance with the information provided by the client. The IAR will create model portfolios, then, using information obtained from the client regarding their risk tolerance, investment objectives and other factors, will determine which model portfolio best suits the client's financial needs. Some IARs may choose to utilize independent research to assist in directing client investments. The independent research is unaffiliated with Geneos in anyway. The cost of independent research is paid for by the IAR and not passed on to the client.</p> <p>Geneos and IAR are hereby expressly precluded from voting proxies for securities held in the account and will not be required to take action or render any advice with respect to voting proxies.</p>

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

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

Applicant: Geneos Wealth Management, Inc.	SEC File Number:  801- 62331	Date:  06/11/2010
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(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other Schedules)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV:  <b>Geneos Wealth Management, Inc.</b>	IRS Empl. Ident. No.:
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Item of Form (identify)	Answer														
Item 1, D (cont)	<p>Each account must have a minimum of \$25,000 or a household of accounts must have a minimum of \$100,000 to participate in this program. Geneos, at its discretion, may open or retain accounts with less than the required minimum.</p> <p>As a participant in this program, the client will pay an annualized fee, payable quarterly either in advance or in arrears. The fee will be shared between Geneos and the IAR. Fee schedules are negotiated between the IAR and the client in accordance with the following maximum fee schedule.</p> <table border="0"> <thead> <tr> <th>Account Size</th> <th>Maximum Annual Fee</th> </tr> </thead> <tbody> <tr> <td>Initial Amount to \$500,000</td> <td>2.25%</td> </tr> <tr> <td>\$500,001 to \$1,000,000</td> <td>1.75%</td> </tr> <tr> <td>\$1,000,001 to \$3,000,000</td> <td>1.50%</td> </tr> <tr> <td>\$3,000,001 to \$5,000,000</td> <td>1.50%</td> </tr> <tr> <td>\$5,000,001 to \$10,000,000</td> <td>1.50%</td> </tr> <tr> <td>\$10,000,001 and over</td> <td>1.50%</td> </tr> </tbody> </table> <p>Fees, fee structure, and experience may vary by IAR. Clients with different IARs may receive similar services and pay more or less of a fee than another client. Furthermore, IARs may determine advisory fees differently. For example, some IARs may aggregate all of a client's managed accounts together to determine a fee breakpoint or charge a fee based on each account size. Additionally, some IARs 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 IARs set a tiered fee schedule. Clients should be advised that there are advantages and disadvantages to all fee structures but each IAR may have their own variances within Geneos' fee structure.</p> <p>Geneos, through Schwab will debit the fees on a quarterly basis from the account. If the client has multiple accounts, they may request group billing. Group billing aggregates the assets within the accounts which may reduce the overall fee charged. The fee will be payable first from the free credit balance, money market funds or cash equivalents, if any, and second from the liquidation of client assets pursuant to the discretionary authority granted in the Client Services Agreement.</p> <p>For accounts where the client chose to have their account billed in advance, the account fee is calculated using the account balance from the end of the previous calendar quarter as reflected in the client's quarterly statement. The first payment is due in the calendar quarter in which this agreement is executed, and will be assessed pro rata in the event this agreement is completed at any time other than the first day of the calendar quarter. Subsequent payments are due and will be assessed during the first month of each calendar quarter.</p> <p>For accounts where the client chose to have their account billed in arrears, the account fee is calculated using the account balance from the end of the previous calendar quarter as reflected in the client's quarterly statement. The first payment is due at the end of the calendar quarter in which this agreement is executed, and will be assessed pro rata in the event this agreement is completed at any time other than the first day of the calendar quarter. Subsequent payments are due and will be assessed during the first month of each calendar quarter.</p>	Account Size	Maximum Annual Fee	Initial Amount to \$500,000	2.25%	\$500,001 to \$1,000,000	1.75%	\$1,000,001 to \$3,000,000	1.50%	\$3,000,001 to \$5,000,000	1.50%	\$5,000,001 to \$10,000,000	1.50%	\$10,000,001 and over	1.50%
Account Size	Maximum Annual Fee														
Initial Amount to \$500,000	2.25%														
\$500,001 to \$1,000,000	1.75%														
\$1,000,001 to \$3,000,000	1.50%														
\$3,000,001 to \$5,000,000	1.50%														
\$5,000,001 to \$10,000,000	1.50%														
\$10,000,001 and over	1.50%														

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

Applicant: <b>Geneos Wealth Management, Inc.</b>	SEC File Number:  801- 62331	Date:  06/11/2010
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(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other Schedules)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: <b>Geneos Wealth Management, Inc.</b>	IRS Empl. Ident. No.:
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Item of Form (identify)	Answer
Item 1, D (cont)	<p>Clients may also incur certain charges imposed by third parties other than Geneos, Schwab and the IAR in connection with investments made through the account, including but not limited to mutual fund 12b-1 distribution fees, sub accounting fees, certain deferred sales charges on previously purchased mutual funds, qualified retirement plan fees and account maintenance fees. It is understood that fees paid to fund manager's mutual funds are deducted from each fund's Net Asset Value and as such shall be an indirect expense of the account. It is further understood that Schwab may participate in certain 12b-1 distribution fees; Geneos nor the IAR will share in these fees. Clients should review investment prospectuses for all fees and expenses.</p> <p>Within this program the client will pay transaction charges for trade execution, Clients should receive the pricing forms provided by Schwab, and furnished by the IAR. Additional fees may be charged by Schwab to certain account types, pursuant to a separate agreement between the client and Schwab.</p> <p>Schwab will issue statements on a monthly basis for all accounts with activity. Accounts with no activity will receive a quarterly statement. Accounts will be reviewed no less than annually to ensure that the client's objectives are being met.</p> <p>The client may, without penalty, terminate the Agreement for any reason within five (5) business days of the contract date. The client may terminate the agreement at any time with written notice. If the account is to be liquidated as a result of a termination notice, it is understood that Geneos may take up to five (5) business days to effect such liquidation following the date the liquidation request was received by Geneos. Proceeds will be payable to the client subject to the usual securities settlement procedures. If the account fee is charged in advance, the client will be entitled to a prorated refund of any pre-paid quarterly account fee based on the number of days remaining in the quarter after termination date. If the account fee is charged in arrears, the client is responsible to pay for services rendered based on the number of days that have passed in the quarter prior to the termination date. The client will be responsible for any fees and charges incurred by the client from third parties as a result of maintaining the account such as transaction charges for any securities transactions executed and any account maintenance or custodial fees.</p> <p><u>Advisor Choice Trading Program (ACT)</u> The Advisor Choice Trading (ACT) Program is available for use by a select number of IARs and they must have Geneos' prior written approval to participate in this program.</p> <p>This non-discretionary program will provide a client directed account in which clients may hold mutual funds purchased on a no load or a load waived basis, equities, and exchange traded funds through Pershing, LLC (Pershing) and sub-accounts of variable annuities managed by registered investment advisers (Separate Account Managers) made available by FundQuest Incorporated (FundQuest) and selected by the client. Program Account assets may also include variable annuity and variable life insurance products. Any such variable annuity or variable life insurance products will be provided to the Program Account Owner directly by the annuity and/or life insurance company product sponsor (Insurance Company). Custody services are provided by Pershing under a separate agreement between FundQuest and Pershing.</p>

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

Applicant: Geneos Wealth Management, Inc.	SEC File Number:  801- 62331	Date:  06/11/2010
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(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other Schedules)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV:  <b>Geneos Wealth Management, Inc.</b>	IRS Empl. Ident. No.:
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Item of Form (identify)	Answer
Item 1, D (cont)	<p>The IAR shall assist the client in selecting investments. The client shall approve all transactions in the Program Account other than transactions in Sub-Accounts managed by Separate Account Managers. FundQuest, Geneos and the IAR shall act on a non-discretionary basis.</p> <p>Geneos and IAR are hereby expressly precluded from voting proxies for securities held in the account and will not be required to take action or render any advice with respect to voting proxies.</p> <p>There is no minimum account size required by Geneos to participate in this program.</p> <p>As a participant in the ACT Program, the client will pay an annualized fee payable quarterly in arrears. Fee schedules are negotiated between the IAR and the client in accordance with an annualized schedule with a maximum allowable charge of 250 basis points (2.50%). The fee will be shared between Geneos, the IAR and FundQuest. The account fee is based on the average daily fair market value of assets in the account during each calendar quarter and is debited directly from the client's account. Accounts opened during any calendar quarter will be billed, at FundQuest's discretion, in arrears based on the average daily fair market value of assets in the account during the portion of the quarter the account was open. FundQuest will be granted authority in each Investment Advisory Agreement to require Pershing to debit the accounts directly for such fees. The first payment is due at the end of the calendar quarter in which this agreement is executed and will be assessed pro rata in the event this agreement is completed at any time other than the first day of the calendar quarter. Subsequent payments are due and will be assessed quarterly in arrears on the first day of each calendar quarter based on the ending account value of assets under management for the previous quarter.</p> <p>The account will be charged separately by Pershing for brokerage, clearing and custody charges in accordance with a separate agreement between the client and Pershing.</p> <p>The client may also incur certain charges imposed by third parties other than Geneos, FundQuest, Pershing and the IAR in connection with investments made through the account, including but not limited to, no-load mutual fund 12b-1 distribution fees, sub accounting fees, certain deferred sales charges on previously purchased mutual funds, mortality and expense charges, qualified retirement plan fees and account maintenance fees. It is understood that fees paid to fund managers by mutual funds are deducted from each fund's Net Asset Value and as such shall be an indirect expense of the account. It is also understood that the IAR may recommend the investment of the account's funds in certain mutual funds that charge 12b-1 distribution fees, if in Geneos' and IAR's judgment such investments are appropriate. It is further understood that FundQuest and/or Pershing may participate in such fees. The client should review the investment prospectuses for all fees and expenses.</p> <p>FundQuest will issue statements on a monthly basis for all accounts with activity. Accounts with no activity will receive quarterly statements. Accounts will be reviewed by the IAR no less than annually to ensure that the client's objectives are being met.</p>

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**Schedule F of  
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1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: <b>Geneos Wealth Management, Inc.</b>	IRS Empl. Ident. No.:
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Item of Form (identify)	Answer
Item 1, D (cont)	<p>The client may, without penalty, terminate the Agreement for any reason within five (5) business days of the contract date. After this time any party upon written notice to the others may terminate the agreement. If the account is to be liquidated as the result of the termination notice, it is understood that it may take up to five (5) business days to effect such liquidations following the date the liquidation request is received. The client is responsible to pay for services rendered until termination of the agreement.</p> <p><u>Investment Advisory Services Using C Share Mutual Funds</u></p> <p>Geneos offers investment advisory services using C share mutual funds. This program is available for use by a select number of IARs and they must have Geneos' prior written approval to participate in this program. The clients who are offered to participate in this program must have held their C share mutual funds for at least 13 months.</p> <p>For clients participating in this program, IARs and Geneos may or may not be granted written discretionary authority and it is agreed to in advance as part of the Advisory Services Contract Addendum. If the client has granted discretionary authority, the IAR will have authority to determine the securities to be purchased or sold and the amount of securities that are purchased or sold. Clients have the right to restrict this discretionary authority by notifying the IAR and Geneos in writing of any and all limitations. If the client has not granted discretionary authority, all securities to be purchased or sold and the amount of securities that are purchased or sold must first be reviewed and approved by the client.</p> <p>Geneos and IAR are hereby expressly precluded from voting proxies for securities held in the account and will not be required to take action or render any advice with respect to voting proxies.</p> <p>Compensation of the 12b-1 fees on these assets paid by the mutual fund companies to Geneos and shared with the IAR cover the entire annual advisory fee. Typically this is a charge of 1.0%, with a maximum charge of 1.5%. This fee is determined by the mutual fund company and therefore not negotiable between the client and the IAR. These fees are paid in arrears on a quarterly basis.</p> <p>C shares have higher annual operating expenses, a contingent deferred sales charge for early redemption of the fund (usually for C shares held less than one year) and the dividends may be lower due to higher 12b-1 fees and other expenses. Additionally, the individual custodians and/or Geneos may charge trading and or account fees. The client should review the investment prospectuses for all fees and expenses.</p> <p>The client may, without penalty, terminate the agreement for any reason within five (5) business days of the contract date. The client may terminate the agreement at any time with written notice. If the account is to be liquidated as a result of a termination notice, it is understood that Geneos may take up to five (5) business days to effect such liquidation following the date the liquidation request was received by Geneos. Proceeds will be payable to the client subject to the usual securities settlement procedures. Since the account fee is charged in arrears, the client is responsible to pay for services rendered based on the number of days that have passed in the quarter prior to the termination date. The client will be responsible for any fees and charges incurred by the client from the mutual fund company as a result of maintaining the account such as transaction charges for any</p>

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**Schedule F of  
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Item of Form (identify)	Answer
Item 1, D (cont)	<p>securities transactions executed, contingent deferred sales charges and any account maintenance or custodial fees.</p> <p><u>Variable Annuity Management Program (VAMP)</u> The Variable Annuity Management Program (VAMP) is available for use by a select number of IARs and they must have Geneos' prior written approval to participate in this program.</p> <p>VAMP offers clients a platform for their IAR to provide asset management services for certain variable annuities. It allows clients to invest in model portfolios consisting of various subaccounts within their variable annuity. Custody of these assets and funds are maintained at the variable annuity company.</p> <p>For clients participating in the VAMP Program, IARs will be granted written discretionary authority via the Client Services Agreement. IARs will have authority to determine the variable annuity subaccounts to be purchased or sold and the amount of the variable annuity subaccounts that are purchased or sold. Clients have the right to restrict this discretionary authority by notifying the IAR and/or Geneos in writing of any and all limitations.</p> <p>The VAMP Program is generally managed according to the principles of asset allocation. The purpose of asset allocation is to try and optimize the risk/reward of a client's profile by investing in several asset classes according to a client's individual financial goals and risk preference. The types of general portfolios that may be used range from Aggressive Growth to Conservative. For the client who needs something not fitting into the standard portfolio, customized portfolios can be designed. The IAR and the client will determine which strategy best meets the client's needs.</p> <p>Geneos and IAR are hereby expressly precluded from voting proxies for securities held in the account and will not be required to take action or render any advice with respect to voting proxies.</p> <p>There is no minimum account size required to participate in this program.</p> <p>As a participant in the VAMP Program with a Vector II annuity with Midland National Life Insurance Company (Midland), the client will pay an annualized fee of 35 basis points (0.35%) of the average monthly assets of the contract (Account Fee). The Account Fee is equal to the sum of (i) assets under management as of the close of the last day of the previous month, plus (ii) assets under management as of the close of the last day of the then current month, divided by (iii) two. The Account Fee will be calculated and deducted by Midland from the mortality and expense charge of the contract. The client should refer to the prospectus for a complete description of all expenses related to the Vector II product.</p> <p>As a participant in the VAMP Program with a Monument Advisor annuity with Jefferson National Life Insurance Company (Jefferson), the client will pay an annualized fee (Account Fee), payable monthly in arrears. Fee schedules are negotiated between the IAR and the client in accordance with an annualized schedule with a maximum allowable charge of 250 basis points (2.50%). The fee will be shared between Geneos and the IAR. The client will be charged separately for expenses related to the variable annuity pursuant to a separate agreement</p>

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Item of Form (identify)	Answer
Item 1, D (cont)	<p>between the client and Jefferson. The client should refer to the prospectus for a complete description of all expenses related to the Monument Advisor product.</p> <p>Accounts will be reviewed by the IAR no less than annually to ensure that the client's objectives are being met.</p> <p>The client may, without penalty, terminate the Agreement for any reason within five (5) business days of the contract date. After this time any party upon written notice to the others may terminate the agreement. If the account is to be liquidated as the result of the termination notice, it is understood that it may take up to five (5) business days to effect such liquidations following the date the liquidation request is received. The client is responsible to pay for services rendered until termination of the agreement.</p> <p><u>Manages Investment Advisory Accounts Not Involving Investment Supervisory Services</u> Geneos enables IARs to utilize the services of Third Party Money Manager RIAs (TPMMs) to assist the clients in managing their investments. IARs are limited to only recommending and utilizing the services of TPMMs that have been reviewed and placed on Geneos' approved list. IARs of Geneos, along with the client, evaluate the varying strategies of the TPMMs to determine which one meets the client's investment objectives. IARs review the TPMM's past performance, management style, location, minimum account size, assets under management, fees and other relevant information in order to decide which TPMM fits the client's needs.</p> <p>Clients are asked to provide pertinent data including, but not limited to, financial data, risk tolerance, investment objectives, time horizon and investment experience. Client will open an account with both Geneos and the TPMM and receive both Geneos' ADV Part II and the TPMM's ADV Part II or other brochures. After account opening, the TPMM will manage the client's account, and the IAR will not participate in the execution of securities transactions. The IAR will review the account(s) with the client at least annually to determine if the TPMM is continuing to meet the investment objectives of the client.</p> <p>Fees and their method of calculation for each TPMM's services are described in the TPMM's ADV Part II or other brochures, but typically range between 2.0% and 2.5%. For clients using the services of TPMMs, IARs will receive a portion of the total fee deducted by the TPMM. These fees may be negotiated between the client and the IAR at the time of opening the account. The IAR's portion of the fees are paid to Geneos and a portion is passed on to the IAR. Fees are typically charged in advance on a quarterly or annual basis and are debited directly from the client's account.</p> <p>The client may, without penalty, terminate the Advisory Services Contract for any reason within five (5) business days of the contract date. Clients should consult the TPMMs ADV Part II or equivalent brochure to determine how the client can terminate an account and how fees are refunded if charged in advance. Advisory services provided in such a manner may have fees higher or lower than if the client obtained similar services separately.</p>

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Item of Form (identify)	Answer
Item 1, D (cont)	<p><u>Investment Advice Through Consultations</u> Geneos enables IARs to charge fees for various advisory services including, but not limited to, financial planning, asset allocation, college planning, estate planning, market analysis and retirement planning.</p> <p>Fees will be negotiated between the IAR and the client and may be charged as a one time fixed fee, an hourly fee or a fixed periodic fee. Both one time and periodic fixed fees range from \$125 to a maximum of \$25,000. Periodic fees may be charged in advance or in arrears on either a quarterly or semi-annual basis. They may also be charged on an annual basis in arrears. Hourly fees will range from \$35 per hour up to \$300 per hour, the maximum hourly rate. All fees must be agreed upon in advance between the IAR and the client and set forth in the Advisory Services Contract. The compensation is payable based on what is agreed upon in advance between the IAR and the client and set forth in the Advisory Services Contract. Advisory services provided may have fees higher or lower than if the client obtained similar services from another Investment Advisor.</p> <p>The client may, without penalty, terminate the Advisory Services Contract for any reason within five (5) business days of the contract date. The agreement will automatically renew on an annual basis. It may be cancelled at any time, by either the IAR or the client by providing a written request to the other party. Upon receipt of the request, any fees collected in advance will be refunded on a pro rata basis.</p>
Item 3, K, 1, 2 & 3	<p><u>TYPES OF INVESTMENTS</u> Geneos' IARs may offer advice on diversified portfolios. These portfolios can include, but are not limited to; limited partnerships investing in real estate, oil and gas, equipment leasing, interest rate futures, bond futures, foreign currencies and precious metals.</p>
Item 5	<p><u>EDUCATION AND BUSINESS STANDARDS</u> Geneos requires that all affiliated IARs have obtained a professional designation such as CFP, ChFC, CFA, passed the appropriate exam or have additional education/experience in the financial services area.</p>
Item 6	<p><u>EDUCATION AND BUSINESS BACKGROUND</u> Russell R. Diachok - Born 1957 President, CEO, Director</p> <p>A highly regarded leader in the Rocky Mountain region's securities brokerage and life insurance industries, Russ has been actively involved in the business since 1981. Prior to co-founding Geneos Wealth Management in 2002, Russ was with Multi-Financial Securities Corporation, a full-service broker-dealer from 1981-2002. When it was acquired by ING, he was promoted to President and CEO, a position he held until 2002. Under his leadership, the company grew from 350 to 720 independent registered representatives over a five-year period. Russ is a member of the Financial Services Institute (FSI) and the Financial Planners Association (FPA). Additionally, he served as a board member of the FPA's Rocky Mountain Chapter from 1992 through 1997, including a period as President (1994-1996) and Chairman of the Board (1997). He also currently serves on FINRA's district business conduct committee for District 3. Russ attended Metropolitan State College for two years and holds several securities licenses, including series 7, 24, 65, 63 and commodities series 31, and is Life/Health licensed in all 50 states.</p>

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

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

Applicant: <b>Geneos Wealth Management, Inc.</b>	SEC File Number:  801- 62331	Date:  06/11/2010
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(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other Schedules)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: <b>Geneos Wealth Management, Inc.</b>	IRS Empl. Ident. No.:
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Item of Form (identify)	Answer
Item 6 (cont)	<p>George Diachok - Born 1926 Chairman of the Board of Directors, Secretary and Treasurer George brings a half-century of sales and leadership experience in the securities, financial planning and life insurance industries to his role as Chairman of Geneos Wealth Management. In addition to founding Multi-Financial Securities Corporation in 1981, he served as its Chief Executive Officer until the firm was purchased by ING in 1998. Mr. Diachok became a Certified Financial Planner in 1978. He has been a member of the FPA since 1971 and served on its Securities Broker-Dealer Council from 1993 through 1995. He also served a three-year term on the Business Conduct Committee of District III of the National Association of Securities Dealers (NASD). George attended North Central School of Agriculture at the University of Minnesota and holds the series 7, 24, 53 and 63 licenses.</p> <p>Dean Rager - Born 1958 Senior VP and Chief Compliance Officer of Advisory Services Dean as a past president of a 500-rep broker-dealer, he was responsible for the day-to-day financial operations of the firm. Prior to joining Geneos, he served as Chief Information Officer for ING Advisors Network where he oversaw its technological infrastructure. He completed a Bachelor of Science degree in business administration and human resource management and received a Master of Science in computer information systems from the University of Phoenix and holds the series 7, 24 and 66 licenses.</p> <p>Doug Temple Trujillo - Born 1950 Chief Financial Officer Doug joined Geneos in 2004 and brings nearly 30 years of industry experience to his role as Chief Financial Officer. He launched his brokerage career first as an examiner and then as a supervisor with the NASD's Denver district office. Armed with the experience of a regulator, he subsequently worked over the next 15 years for a retail firm, a municipal bond firm and an SIPC trustee prior to joining Geneos. Doug earned a Bachelor of Science degree in accounting from the University of Colorado and he holds the series 7, 24, 27 and 53 licenses.</p>
Item 7	<p><u>OTHER BUSINESS ACTIVITIES</u> The principal business of Geneos and its executive officers is as a Financial Industry Regulatory Authority (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.</p>
Item 8, C (3)	<p><u>OTHER FINANCIAL INDUSTRY ACTIVITIES OR AFFILIATIONS</u> Geneos' holding company, GWM Holdings, Inc., also owns another Registered Investment Advisor, Portfolio Design Advisors (PDA). Mr. Doug Baker is a shareholder of Geneos and is also the President of PDA.</p>
Item 8, C (3, 4, 6, 7, 8, 9, 10 & 11)	<p><u>OTHER FINANCIAL INDUSTRY ACTIVITIES OR AFFILIATIONS</u> Many of Geneos' related persons have relationships with other investment advisers, financial planning firms, banking or thrift institutions, accounting firms, law firms, insurance companies or agencies, pension consultants and or real estate brokers or dealers. This information and their relationships are fully disclosed to Geneos and proper disclosures and possible conflicts of interest are disclosed to the clients when appropriate.</p>

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**Schedule F of  
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(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other Schedules)

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Item of Form (identify)	Answer
Item 9, B & E	<p><u>PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS</u></p> <p>Since IARs may be registered representatives with Geneos as a broker-dealer they must execute securities transactions through Geneos, unless the IARs obtain authorization to execute securities transactions through another broker-dealer. As registered representatives, Geneos' IARs may sell securities to any client for commissions. This could present a potential conflict of interest since Geneos' IARs could receive fees and commissions if the client chooses to implement recommendations of IARs in their capacities as registered representatives. Clients are free to select any broker-dealer they wish to implement recommendations.</p> <p>Geneos or its IARs 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 <i>The Insider Trading and Securities Fraud Enforcement Act of 1988</i>. As these situations may represent a potential conflict of interest, it is a policy of Geneos that no IAR shall prefer his or her own account to that of the advisory client. IARs 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 clients to receive the same price. Geneos maintains a list of all securities holdings for it and its IARs, which is reviewed on a regular basis.</p> <p>According to the <i>Investment Advisers Act of 1940</i>, an investment advisor is considered a fiduciary. As a fiduciary, it is an investment advisor's responsibility to provide fair and full disclosure of all material facts. In addition, an investment advisor has a duty of utmost good faith to act solely in the best interest of each of its clients. Geneos and its IARs have a fiduciary duty to all clients. Geneos has established a Code of Ethics which all IARs 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 IARs fiduciary duty to clients is considered the core underlying principle for Geneos' Code of Ethics and represents the expected basis for all IARs dealings with clients. Geneos has the responsibility to make sure that the interests of clients are placed ahead of it or its IARs own investment interests. All IARs will conduct business in an honest, ethical and fair manner. All IARs 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 IARs have a responsibility to avoid circumstances that might negatively affect or appear to affect the IARs duty of complete loyalty to their clients. This section is only intended to provide current clients and potential clients with a description of Geneos' Code of Ethics. If current clients or potential clients wish to review Geneos' Code of Ethics in its entirety, a copy may be requested from any of Geneos' IARs and a copy will be provided promptly.</p>
Item 10	<p><u>CONDITIONS FOR MANAGING ACCOUNTS</u></p> <p>Please refer to Item 1, D.</p>
Item 11, A & B	<p><u>REVIEW OF ACCOUNTS</u></p> <p>Accounts under the IAR's continuous management and supervision will be reviewed by the IAR on an ongoing basis. At a minimum, advisory accounts will be reviewed 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.</p>

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

Applicant: Geneos Wealth Management, Inc.	SEC File Number:  801- 62331	Date:  06/11/2010
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(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other Schedules)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV:  <b>Geneos Wealth Management, Inc.</b>	IRS Empl. Ident. No.:
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Item of Form (identify)	Answer
Item 11, A & B (cont)	<p>Financial Planning Services: Reviews will be conducted upon client's request. Geneos suggests that clients review their financial situation at least annually and update their financial plan. Additional fees may apply for reviews in accordance with the Advisory Services Contract.</p> <p>Clients are advised that they should notify their IAR promptly of any changes to the client's financial goals, objectives or financial situation as such changes may require the IAR to review the client's financial plan and/or portfolio, if requested.</p> <p>Generally clients will receive reports at least quarterly as set forth in their advisory agreements and other disclosure materials.</p>
Item 12, A (1) and (2)	<p><u>INVESTMENT OR BROKERAGE DISCRETION</u></p> <p>For clients in the VIP Ultra, TAP, Schwab or TSS programs, the IAR, Geneos and the Sub-Advisor (as applicable) will be granted written discretionary authority via the Client Services Agreement or the Sub-Advisor Agreement. All applicable parties will have authority to determine the securities to be purchased or sold and the amount of securities that are purchased or sold. Clients have the right to restrict this discretionary authority by notifying the IAR, Geneos and/or the Sub-Advisor (as applicable) in writing of any and all limitations.</p> <p>For clients participating in the C share mutual funds program, IARs and Geneos may or may not be granted written discretionary authority and it is agreed to in advance as part of the Advisory Services Contract Addendum. If the client has granted discretionary authority, the IAR will have authority to determine the securities to be purchased or sold and the amount of securities that are purchased or sold. Clients have the right to restrict this discretionary authority by notifying the IAR and Geneos in writing of any and all limitations. If the client has not granted discretionary authority, all securities to be purchased or sold and the amount of securities that are purchased or sold must first be reviewed and approved by the client.</p>
Item 12, B	<p><u>SUGGESTION OF BROKERS TO CLIENTS</u></p> <p>Clients in need of brokerage services will have Geneos in its capacity as a broker-dealer, recommended to them. Although no client is required to select Geneos for its broker-dealer services, clients who do not choose Geneos will not be able to participate in the VIP Ultra program.</p> <p>Due to the nature of its business, IAR's of Geneos do not have discretion to select the broker-dealers, therefore product, research and services of the broker-dealer are not a determinate of the client's fees. However, transactions executed through Geneos in its capacity as a broker-dealer, for the VIP Ultra accounts may be subject to transaction charges as disclosed in the pricing forms from either Pershing or NFS as provided by the IAR.</p> <p>Geneos' investment advisory business does not include negotiating with broker-dealers or obtaining volume discounts, or necessarily getting the best execution. Pershing, NFS and Schwab 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.</p>

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Item of Form (identify)	Answer
Item 12, B (cont)	Clients participating in the VIP Ultra program may pay either more or less than they might otherwise pay if purchasing the services separately. Advisory services offered through Geneos' IARs may be more or less than advisory services offered through other investment advisors.
Item 13, A & B	<p><u>ADDITIONAL COMPENSATION</u></p> <p><u>Economic Benefit</u></p> <p>Geneos may receive 12b-1 distribution fees as a result of client's investment in certain mutual funds and variable products. These distribution fees will be paid to Geneos and a portion passed on to the IARs. The receipt of such fees could represent an incentive for IAR's to recommend funds with distribution fees over funds that have no fees or lower fees. Geneos may receive benefits such as assistance with conferences and educational meetings by product sponsors assisting with the costs of such meetings.</p> <p>Geneos may receive a marketing allowance that creates a potential conflict of interest in the form of an additional financial incentive to the firm, its equity owners, and IARs in connection with the sale of variable annuities.</p> <p>For a complete list of companies that Geneos has revenue sharing arrangements with, visit our website at <a href="http://www.geneoswealth.com">www.geneoswealth.com</a> or ask your IAR for a copy.</p> <p>The IAR has an incentive in the fee charged to clients in that a portion of the fee will be shared with the IAR and a portion retained by Geneos.</p> <p>Pershing, NFS and Schwab make available to Geneos' IARs other products and services that benefit the IAR but may not benefit the client accounts. Some of these other products and services assist the IAR 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 IAR's fees from its clients; accounts; and assist with back office functions, record keeping and client reporting. Many of these services may be used to provide services to all or a substantial number of IAR's accounts, including accounts not maintained at Pershing or NFS. Pershing or NFS may discount or waive fees it would otherwise charge for some of these services or pay all or a part of the fees of a third party providing these services to Geneos and the IAR. While as a fiduciary, IAR endeavors to act in its clients best interests, and the IAR's recommendation that clients maintain their assets in accounts at either Pershing or NFS may be based in part on the benefit to the IAR 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 Pershing or NFS, which may create a potential conflict of interest.</p> <p><u>Referral Compensation</u></p> <p>There may be situations where joint business is conducted with more than one IAR whereby the client's IAR will refer the client to another IAR for asset management and the advisory fees will be split between the IARs.</p>

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Item of Form (identify)	Answer
Item 13, A & B (cont)	<p>Geneos or its IAR's 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 <i>Investment Advisors Act</i>. 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 IAR. In return, the IAR 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 IAR for advisory services. Compensation to Solicitor will be an agreed upon percentage of the IAR'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 IAR and the Solicitor. The Solicitor will be required to provide the client with a copy of Geneos' Form ADV Part II and the Solicitor Client Disclosure Document prior to or at the time of entering into any investment advisory contract with Geneos and the IAR. Client's advisory fee will not be increased as a result of compensation being shared with Solicitor.</p>

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