

FORM ADV

Uniform Application for Investment Adviser Registration

Part II - Page 1

OMB APPROVAL

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

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:
12/03/2007

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
<input checked="" type="checkbox"/> (1) exchange-listed securities
<input checked="" type="checkbox"/> (2) securities traded over-the-counter
<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:
<input checked="" type="checkbox"/> (1) securities
<input type="checkbox"/> (2) commodities |
| <input checked="" type="checkbox"/> C. Corporate debt securities (other than commercial paper) | <input type="checkbox"/> J. Futures contracts on:
<input type="checkbox"/> (1) tangibles
<input type="checkbox"/> (2) intangibles |
| <input checked="" type="checkbox"/> D. Commercial paper | <input checked="" type="checkbox"/> K. Interests in partnerships investing in:
<input checked="" type="checkbox"/> (1) real estate
<input checked="" type="checkbox"/> (2) oil and gas interests
<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:
<input checked="" type="checkbox"/> (1) variable life insurance
<input checked="" type="checkbox"/> (2) variable annuities
<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
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
(securities held at least a year) | (5) <input checked="" type="checkbox"/> Margin transactions |
| (2) <input checked="" type="checkbox"/> Short term purchases
(securities sold within a year) | (6) <input checked="" type="checkbox"/> Option writing, including covered options,
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 | |

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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.)

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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

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12. Investment or Brokerage Discretion.

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

- | | | |
|--|-------------------------------------|-------------------------------------|
| | Yes | No |
| (1) securities to be bought or sold? | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| (2) amount of securities to be bought or sold? | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| (3) broker or dealer to be used? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| (4) commission rates paid? | <input type="checkbox"/> | <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 | No |
| | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| B. directly or indirectly compensates any person for client referrals? | Yes | No |
| | <input checked="" type="checkbox"/> | <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: 12/03/2007
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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:	IRS Empl. Ident. No.:
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Item of Form (identify)	Answer
Item 1, D	<p>ADVISORY SERVICES AND FEES</p> <p>Geneos Wealth Management, Inc. (Geneos) enables Investment Advisor Representatives (IAR's) to utilize the services of Third Party Money Manager RIA's (TPMM) to assist the clients in managing their investments. IAR's are limited to only recommending and utilizing the services of third party managers that have been reviewed and placed on Geneos' approved list. IAR's of Geneos, along with the client, evaluate the varying strategies of the TPMM to determine which one meets the client's investment objectives. IAR's review TPMM's past performance, management style, location, minimum account size, assets under management, fees and other relevant information.</p> <p>Clients are asked to provide pertinent data including, financial data, risk tolerance, investment objectives, time horizon and investment experience. Client will open an account with both Geneos and the RIA and receive both Geneos' ADV Part II and the TPMM RIA's ADV Part II or other brochures. After opening, the TPMM will manage the client's account, IAR will not participate in the execution of securities transactions. TPMM will review the account(s) with the client at least annually to determine if RIA is continuing to meet the investment objectives of the client.</p> <p>Fees, and their method of calculation for each Third Party Money Manager RIA's services are described in the RIA's Form ADV Part II or other brochures, but typically range between 2.0-2.5% and a portion of which will be paid to the IAR's of Geneos. Fees are typically charged in advance quarterly or annually and are debited directly from the client's account. Clients should consult the RIA's form ADV Part II or equivalent brochure to determine how 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 client obtained similar services separately. For clients using the services of third party investment advisors, IAR's will receive a portion of the total fee deducted by the third party advisor. These fees may be negotiated between client and IAR at the time of opening an account. The IAR portion of the fees is paid to Geneos and a portion is passed on to the IAR.</p> <p>FTJ FundChoice</p> <p>The IAR may recommend that certain clients invest part or all of their assets by and/or among certain independent investment manager(s) through a program sponsored by FTJ FundChoice. The terms and conditions under which the client shall engage FTJ FundChoice shall be set forth in separate written agreements between (1) the client and the IAR and (2) the client and FTJ FundChoice. The IAR shall continue to render advisory services to the client relative to the ongoing monitoring and review of account performance, for which the IAR shall receive an annual advisory fee which is based upon a percentage of the market value of the assets being managed by FTJ FundChoice. Factors that the IAR shall consider in recommending FTJ FundChoice include the client's stated investment objective(s), management style, performance, reputation, financial strength, reporting, pricing, and research. The investment management fees charged by FTJ FundChoice are exclusive of, and in addition to, the IAR's investment advisory fee set forth below. In addition to the IAR's written disclosure statement, the client shall also receive the written disclosure statement of FTJ FundChoice.</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: 12/03/2007
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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:	IRS Empl. Ident. No.:
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Item of Form (identify)	Answer
Item 1, D continued	<p>Fees charged for the FTJ Fund choice program are negotiable between the IAR and the client with minimum annual account fee of .50% to a maximum of 2.00% per year charged on a monthly basis in the arrears. In addition to the monthly account FTJ FundChoice also charges an annual account maintenance fee of up to \$100. This fee varies depending on the account registration. Assets will be custodied pursuant to a separate agreement or contract with Mid-Atlantic Trust Co. FTJ FundChoice does not require a minimum investment amount.</p> <p>VISION INVESTMENT PROGRAM (VIP Ultra)</p> <p>VIP Ultra offers clients an asset management account in which Geneos has a platform for IAR's and client's to develop a custom portfolio of certain classes of no-load and load waived mutual funds, equities, fixed income securities, UIT's, variable products, options, partnerships, including interests in equipment leasing and housing tax credits, cash and cash equivalents. Custody of assets and funds are maintained through a "fully disclosed" clearing arrangement with Pershing LLC(Pershing), National Financial Services LLC (NFS), or Charles Schwab & Co., Inc.(Schwab) (collectively known hereafter as Clearing Firms). All transactions are cleared pursuant to Geneos' clearing agreement with the Clearing Firms.</p> <p>Clients may choose from distinct paths within the VIP Ultra Program. All accounts are custodied at the Clearing Firms and the account minimum for most VIP Ultra account platforms is \$25,000 for individual accounts or \$100,000 household. The Frank Russell platform, through National Financial Services, has a \$50,000 minimum. Geneos at its discretion may open or retain accounts with less than the required minimum. In addition to the investment advisory fee, the client may be charged account maintenance fees and transaction charges for trade execution in accordance with the pricing forms provided by the individual Clearing Firms and furnished by the IAR.</p> <p>For clients in the VIP Ultra accounts, 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.</p> <p>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><u>Geneos offers investment advisory services using C share mutual funds. Compensation of the 12b-1 fees on these assets paid by the mutual fund company to Geneos and the IAR, usually 1%, will cover part or the entire annual advisory fee. Annual advisory fees are not to exceed the maximum of 2.50%. 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</u></p> <p>Advisor Path: For those clients choosing to have the IAR act as their portfolio manager, this path is the most advantageous. 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 on the 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: 12/03/2007
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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:	IRS Empl. Ident. No.:
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Item of Form (identify)	Answer
Item 1, D continued	<p>Questionnaire. 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 IAR's may choose to utilize independent research to assist in directing client investments. The independent research is unaffiliated with Geneos Wealth Management in anyway. The cost of independent research is paid for by the IAR and not passed on to the client. Accounts will be continuously reviewed and rebalanced as necessary. All properly qualified IAR's are eligible to act as portfolio managers in the VIP Ultra program. The account minimum for the Advisor Path is \$25,000 for individual accounts or \$100,000 household. Geneos at its discretion may open or retain accounts with less than the required minimum.</p> <p>Geneos Select Managers Program (SMP): Geneos Wealth Management will be acting as the money manager. SMP consists of the Blythe Lane or the Frank Russell models to choose from based on information provided by the client. Depending on the client's score on the VIP Ultra Questionnaire, one of the models will be recommended. SMP will consist of no-load, load waived mutual funds and/or Exchange Traded Funds (ETFs) that will be monitored by Geneos Wealth Management and be offered through Clearing Firms. The account minimum for the SMP is \$25,000 for individual accounts or \$100,000 household. Geneos at its discretion may open or retain accounts with less than the required minimum.</p> <p>Geneos Blythe Lane Model: The models are constructed using asset allocation modeling by Blythe Lane Investments. Geneos incorporates the information into an extensive mutual fund search. Using the research provided by Morningstar Inc. mutual funds are chosen to represent each asset class in the model portfolio. All accounts will be continuously monitored by Geneos. All models will be rebalanced as needed, but no less than annually. The SMP using the Blythe Lane models offered through Pershing is closed to new investors, but can be accessed through National Financial Services.</p> <p>Geneos Russell Investment Group (Frank Russell) Model: Clients choosing this option will also have Geneos managing their portfolio utilizing models designed by Frank Russell. Frank Russell provides investment models based on the client's investment objectives as determined by the client questionnaire. These models may be used to trade mutual funds within a taxable or non-taxable account. Frank Russell utilizes a carefully defined and tightly disciplined investment approach to construct these models. The account minimum is \$50,000. Geneos at its discretion may open or retain accounts with less than the required minimum. These accounts will be continuously monitored for rebalancing, but will be done no less than annually.</p> <p>As a participant in the VIP Ultra program, the client will have a choice to pay the annualized fee ("Account Fee") quarterly in advance, <u>with no fees over \$500</u> being collected more than six months in advance, or the Account Fee may be paid in arrears. Fee Schedules are negotiated between the IAR and the client <u>with the maximum annualized fee no greater than 2.50%.</u></p> <p>Geneos, through the Clearing Firms, will automatically debit the annual account fee from the account. The annual 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 account agreement.</p>

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

**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: 12/03/2007
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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:	IRS Empl. Ident. No.:
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Item of Form (identify)	Answer
Item 1, D continued	<p>For accounts choosing to bill in advance the account fee is calculated on the ending account balance for the quarterly billing period. The first payment is due in the calendar quarter in which the VIP Ultra agreement is executed and will be assessed pro rata in the event the agreement is executed any time other than the first day of the calendar quarter. Subsequent payments are due and will be assessed quarterly in advance on the first day of each calendar quarter based on the ending account value of assets under management for the previous quarter, as valued by an independent pricing service, where available, or otherwise in good faith as reflected in the client's quarterly statement.</p> <p>For those clients choosing to have their account billed in arrears, the Account Fee is calculated on the ending market value of the assets in the account during the initial billing period. This fee is due on the first day of the calendar quarter following establishment of your account and will be assessed pro rata in the event the account is opened 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 the calendar quarter based on the ending account value of assets for the previous quarter.</p> <p>Litman/Gregory Path: (this option is closed to new clients) Clients choosing this option will also have Geneos managing the portfolio utilizing models designed by Litman/Gregory. They provide four different models, based on the client's investment objectives as determined by the client questionnaire. These models may be used to trade mutual funds within a taxable or non-taxable account. Litman/Gregory utilizes a carefully defined and tightly disciplined investment approach to construct these models. The account minimum is \$50,000. Geneos at its discretion may retain accounts with less than the required minimum. These accounts will be continuously monitored for rebalancing, but will be done no less than annually.</p> <p>The account fee is calculated on the ending balance for the quarterly billing period. The first payment is due in the calendar quarter in which the VIP Ultra agreement is executed and will be assessed pro rata in the event the agreement is executed any time other than the first day of the calendar quarter. Subsequent payments are due and will be assessed quarterly in advance, on the first day of each calendar quarter based on the ending account value of assets under management for the previous quarter. Fee schedules are negotiated between the IAR and the client in accordance with the maximum annualized <u>fee no greater than 2.50%</u>.</p> <p>Geneos, through Pershing LLC, will automatically debit the annual account fee from the account. The annual 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 account agreement.</p> <p>Clients may also incur certain charges imposed by third parties other than Geneos, Clearing Firms 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 and IRA and qualified retirement plan fees. It is understood that fees paid to fund manager's mutual funds are deducted from each fund's Net Assets Value and as such shall be an indirect expense of the account. It is further understood that Geneos and the Clearing Firms may participate in certain 12b-1 distributions fees. Clients should review 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
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Continuation Sheet for Form ADV Part II**

Applicant: Geneos Wealth Management Inc.	SEC File Number: 801- 62331	Date: 12/03/2007
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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:	IRS Empl. Ident. No.:
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Item of Form (identify)	Answer
Item 1, D continued	<p>Clearing Firms 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>Upon written notice client may terminate agreement. 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 Client subject to the usual securities settlement procedures. 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. Client will be responsible for any fees and charges incurred by client from third parties as a result of maintaining the account such as transaction fees for any securities transactions executed and account maintenance or custodial fees.</p> <p>GENEOS TACTICAL ALLOCATION PROGRAM (TAP)</p> <p>TAP is an asset management account in which IAR's create model portfolios using no-load or load-waived mutual funds. Custodial services are provided for FTJ FundChoice (FTJFC) through Mid-Atlantic Trust Company.</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, IAR's will be granted written discretionary authority via the client services agreement. IAR's will have authority to determine the securities to be purchased or sold and the amount of securities that are purchased or sold.</p> <p>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>Using a mutual fund trading system provided by FTJFC, the IAR will review portfolios at least monthly for variations from the model portfolios. Typically, rebalancing will take place quarterly.</p> <p>There is no minimum account size with the TAP program. As a participant in the Program, the Client will pay an annualized fee (the "Account Fee"), which is negotiated between the IAR and the Client with the maximum annualized being 2%. This fee is payable monthly in arrears and is calculated on the daily ending account balance. The first payment is due at the end of the month in which this agreement is executed and will be assessed based upon the number of days that the account was open during such month. Subsequent payments are due and will be assessed, monthly in the arrears on the first day of each month based on the average daily balance of assets under management.</p> <p>Included in the account fee, the Client pays an administrative fee to FTJFC. This fee varies depending on the account type in accordance with the pricing forms from the FTJFC furnished by the IAR.</p> <p>Additional fees maybe charged by FTJFC to certain account types, pursuant to separate agreement between the client and FTJFC.</p>

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Item 1, D continued	<p>The Client may also incur certain charges imposed by third parties other than Geneos, FTJFC and the IAR in connection with investments made through the account, including but not limited to no-load mutual fund 12b-1 distribution fees (trail commissions), sub accounting fees, certain deferred sales charges on previously purchased mutual funds and IRA and qualified retirement plan 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 FTJFC may participate in such fees. The Client should review the investment prospectuses for all fees and expenses.</p> <p>FTJFC 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 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>TACTICAL STOCK STRATEGY (TSS)</p> <p>The Tactical Stock Strategy Program offers clients an asset management account to invest in model portfolios consisting of certain classes of no-load and load waived mutual funds, equities, fixed income securities, cash and cash equivalents. Custody of assets and funds are maintained through a clearing arrangement with SEI Trust Company.</p> <p>For clients in the TSS accounts, 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.</p> <p>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>Programs are 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 Defensive. 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>The account minimum for TSM is \$150,000. Geneos at its discretion may open or retain accounts with less than the required minimum.</p>

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Item 1, D continued	<p>As a participant in the 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 a maximum fee schedule ranging from 35 basis points to 120 basis points. The account fee is calculated on the ending account balance for the quarterly billing period. 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>SEI Trust Company 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>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 was received. The Client is responsible to pay for services rendered until termination of the agreement.</p> <p>Client is advised that the investment recommendations and advice offered by Geneos and/or IAR's are not legal advice or accounting advice. Client should coordinate and discuss the impact of financial advice with their attorney and/or accountant. Client is advised that it is necessary to inform Geneos and /or the IAR promptly with respect to any changes in the client's financial situation and investment goals and objectives. Failure to notify Geneos and/or the IAR of any such changes could result in investment recommendations not meeting the needs of the client.</p> <p>INVESTMENT ADVICE THROUGH CONSULTATIONS</p> <p>IAR's may charge fees for various advisory services. These services including financial planning, estate planning, comprehensive wealth management, retirement planning, college funding and other services. Fees will be negotiated between the IAR and the client and maybe hourly, flat fee, a retainer fee or a percentage. Hourly fees will range from \$35 an hour with \$300 per hour being the maximum. Flat fees range from \$125 to a maximum of \$25,000, as agreed upon in advance between IAR and client and set forth in the advisory services contract.</p>
Item 3, K 1,2,3	<p>TYPES OF INVESTMENTS</p> <p>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>

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Item of Form (identify)	Answer
Item 5	<p>EDUCATION AND BUSINESS STANDARDS</p> <p>Geneos' Investment Advisory Representatives will be required to have passed the securities examinations required for the securities products for which investment advice will be offered, have obtained a professional designation such as CFP, ChFc, CFA, or have additional education in the financial services area.</p>
Item 6	<p>EDUCATION AND BUSINESS BACKGROUND</p> <p>Russell R. Diachok-Born 1957 President, CEO, Director Russ Diachok has served as an officer and director of Geneos Wealth Management, Inc. since its inception. He has worked in the financial services industry since 1981. As the former President and CEO of Multi-Financial Securities Corporation, he directed that company's growth from 350 to 720 independent registered representatives over a five-year period. Russ attended Metropolitan State College for two years.</p> <p>Russ is a member of the Financial Planners Association (FPA) and the Denver Association of Life Underwriters and he is a past President and Chairman of the Board of the Rocky Mountain Chapter of the FPA. He holds Series 6, 7,24,31,63 and 65 securities licenses.</p> <p>George Diachok-Born 1926 Chairman of the Board of Directors, Secretary & Treasurer George Diachok, founded Multi-Financial Securities Corporation in 1981 and was that firm's Chief Executive Officer until October, 1999. He has more than 46 years of experience in the securities, financial planning and life insurance industries. George attended North Central School of Agriculture at the University of Minnesota. Mr. Diachok became a Certified Financial Planner in 1978. He has been a member of the FPA since 1974 and served on its Securities Broker/Dealer Council from 1993 through 1996. He served a three year term on the Business Conduct Committee of District III of the National Association of Securities Dealers (NASD). George holds series 7, 24, 53 & 63 licenses.</p> <p>Dean Rager-Born 1958 Senior VP & Chief Compliance Officer of Advisory Services Dean A. Rager became Vice President and Chief Information Officer of the Company in December of 2003. In December 2004 Mr. Rager assumed the position of VP of Advisory Services. In December 2005 Mr. Rager was appointed Senior Vice President. From November of 1996 to March of 2001, he was employed by Multi-Financial Securities Corporation as its Chief Information Officer. From March of 2001 until December of 2003, he was the President of United Securities Alliance, Inc., a securities broker-dealer in Denver, Colorado. Mr. Rager is a graduate of the University of Phoenix from which he received a Bachelors Degree in Business Administration in 1994 and a Masters degree in Computer Information Systems in 1999. He holds Series 7, 24, and 66 securities licenses.</p>

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Item 6 continued	<p>Doug Temple Trujillo-Born 1950 Chief Financial Officer</p> <p>Doug Temple was hired as Geneos' Chief Financial Officer in June 2004. He has over twenty-five years of industry experience. He began his securities career as an examiner and supervisor with the NASD in the Denver District #3 office. He has worked for several Denver retail firms, a SIPC Trustee, and a municipal bond firm in his career. He earned a BS degree in Accounting from the University of Colorado and holds series 7, 24, 27 and 53 licenses.</p>
Item 7	<p>OTHER BUSINESS ACTIVITIES</p> <p>The principal business of Geneos and its executive officers is as a <u>Financial Industry Regulatory Authority (FINRA)</u> registered Broker/Dealer. Geneos has been an <u>FINRA</u> 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> <p>Geneos has entered into a networking arrangement with Northeast Community Bancorp Inc. ("NECB") pursuant to which they will compensate NECB in conjunction with brokerage investments and advisory services of Hayden Financial Group, a division of NECB. Securities products purchased or sold in a transaction with Geneos are not insured by the Federal Deposit Insurance Corporation ("FDIC"); are not deposits or other obligations of NECB; and are subject to investment risks, including possible loss of the principal invested.</p> <p>Harry Read is a director of Northeast Community Bancorp and an Investment Advisory Representative of Geneos. Mr. Read may have a conflict of interest because he may benefit directly or indirectly from investment advisory services offered by Hayden Financial Group.</p>
Item 8	<p>OTHER FINANCIAL INDUSTRY AFFILIATIONS</p> <p>Geneos primary business is securities, however, Geneos representatives sell mutual funds, variable annuities, stocks and bonds and other securities for their clients. Some Geneos representatives act in other capacities such as; CPAs, Registered Investment Advisors, Pension Consultants, Real Estate brokers and Insurance Agents.</p>
Item 9	<p>PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS</p> <p>Geneos does not engage in principal transactions as a Registered Investment Advisor.</p> <p>Geneos, as a Registered Investment Advisor, does not effect transactions for compensation for any client.</p> <p>Geneos does effect securities transactions for compensation for clients in its capacity as a broker/dealer.</p> <p>Geneos does not affect agency cross-transactions for investment advisory clients; however, they may do so for br</p>

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Item of Form (identify)	Answer
Item 9 Continued	<p><u>Personal Trading Policies</u></p> <p>Related persons of Geneos may buy or sell the same securities as those recommended to clients for their personal accounts. They may have an interest or position in certain securities, which may also be recommended to clients. IAR's will not put their interests before a client's interest. It is Geneos' policy that IAR's provide investment opportunities to clients before themselves. IAR's and/or related persons may not trade ahead of their clients or trade in such a way to obtain a better price for themselves than for their clients, thus preventing them from benefiting from transactions placed on behalf of advisory accounts.</p> <p>A complete copy of Geneos' Code of Ethics may be obtained upon request from the IAR or by writing to Geneos at:</p> <p style="text-align: center;"><u>9055 E. Mineral Circle, Ste 200</u> <u>Centennial, CO 80112</u></p>
Item 10	<p>Conditions for Managing Accounts</p> <p>Refer to Item 1 D</p>
Item 11, A & B	<p>Review of Accounts</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> <p>Financial Planning Services: Reviews will be conducted upon client's request. Geneos suggests clients review their financial situation at least annually and update their financial plan. Additional fees may apply for reviews in accordance with the Advisory Service Contract's fee schedule.</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 client's IAR to review the client's financial plan, if requested, and/or portfolio.</p> <p>Generally clients will receive reports at least quarterly as set forth in their advisory agreements and other disclosure materials.</p>

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Item of Form (identify)	Answer
Item 12, A 1 & 2	<p>INVESTMENT OR BROKERAGE DISCRETION</p> <p>For clients in the VIP Ultra, TAP or TSM accounts, IAR's will be granted written discretionary authority via the client services agreement. IAR's will have authority to determine the securities to be purchased or sold and the amount of securities that are purchased or sold.</p> <p>Clients have the right to restrict this discretionary authority by notifying the IAR and/or Geneos in writing of any and all limitations.</p>
Item 12, B	<p>SUGGESTION OF BROKERS TO CLIENTS</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 be unable 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 Clearing Firms 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. Clearing Firms may aggregate transactions for a client with other clients to improve the quality of execution. Allocations of aggregated orders are made under procedures designed to treat all clients fairly.</p> <p>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 IAR's may be more or less than Advisory Services offered through other Investment Advisors.</p> <p>An IAR may recommend that clients establish brokerage accounts with the Schwab Institutional division of Charles Schwab & Co., Inc. (Schwab), a registered broker-dealer, member SIPC, to maintain custody of clients' assets and to effect trades for their accounts. Geneos is independently owned and operated and not affiliated with Schwab. Schwab provides GWM with access to its institutional trading and custody services, which are typically not available to Schwab retail investors. These services generally are available to independent investment advisors on an unsolicited basis, at no charge to them so long as a total of at least \$10 million of the Geneos' IAR's clients' assets is maintained in accounts at Schwab Institutional and is not otherwise contingent upon Advisor committing to Schwab any specific amount of assets in custody or trading. Schwab's services include brokerage, custody, research and access to mutual funds and other investments that are otherwise generally available only to institutional investors or would require a significantly higher minimum investment.</p> <p>For Geneos' IAR's clients' accounts maintained in its custody, Schwab generally does not charge separately for custody but is compensated by account holders through commissions or other transaction-related fees for</p>

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Item of Form (identify)	Answer
Item 12, B continued	securities trades that are executed through Schwab or that settle into Schwab accounts.
Item 13, A	<p>ADDITIONAL COMPENSATION</p> <p>Geneos may receive 12b-1 distribution fees as a result of client's investments in certain mutual funds and variable products. These distribution fees will be paid to Geneos and a portion passed on to the IAR's. 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 Wealth Management 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 investment representatives 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 www.geneoswealth.com or ask your IAR for a copy.</p> <p>For clients using the services of third party investment advisors, IAR's will receive a portion of the total fee deducted by the third party advisor. These fees may be negotiated between client and IAR at the time of opening an account. The IAR portion of the fees is paid to Geneos and a portion is passed on to the IAR.</p> <p>Schwab also makes available to Geneos' IAR's other products and services that benefit the IAR but may not benefit its clients' accounts. Some of these other products and services assist the IAR in managing and administering clients' 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 generally may be used to service all or a substantial number of IAR's accounts, including accounts not maintained at Schwab Institutional. Schwab Institutional also makes available to the IAR other services intended to help IAR manage and further develop its business enterprise. These services may include consulting, publications and conferences on practice management, information technology, business succession, regulatory compliance and marketing. In addition, Schwab may make available, arrange and/or pay for these types of services rendered to IAR by independent third parties. Schwab Institutional 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 the 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 Schwab 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 Schwab, which may create a potential conflict of interest.</p>

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Item 13, B	<p>REFERRAL ARRANGEMENTS</p> <p>Geneos Wealth Management 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 Investment Advisors Act. Geneos may enter in 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 the 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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