

<p>OMB APPROVAL OMB Number: 3235-0049 Expires: February 28, 2011 Estimated average burden hours per response . . . 4.07</p>

Name of Investment Adviser: Spire Wealth Management, LLC					
Address: (Number and Street)	(City)	(State)	(Zip Code)	Area Code	Telephone Number
12355 Sunrise Valley Dr., #305	Reston	VA	201912210	703	657-6060

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

Table of Contents

<u>Item Number</u>	<u>Item</u>	<u>Page</u>
1	Advisory Services and Fees	2
2	Types of Clients.	2
3	Types of Investments.	3
4	Methods of Analysis, Sources of Information and Investment Strategies.	3
5	Education and Business Standards.	4
6	Education and Business Background.	4
7	Other Business Activities.	4
8	Other Financial Industry Activities or Affiliations.	4
9	Participation or Interest in Client Transactions.	5
10	Conditions for Managing Accounts.	5
11	Review of Accounts.	5
12	Investment or Brokerage Discretion.	6
13	Additional Compensation.	6
14	Balance Sheet.	6
	Continuation Sheet.	Schedule F
	Balance Sheet, if required.	Schedule G

(Schedules A, B, C, D, and E are included with Part I of this Form, for the use of regulatory bodies, and are not distributed to clients.)

Potential Persons who are not 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:
Spire Wealth Management, LLC

SEC File Number:
801- 60468

Date:
06/01/2009

02/12/2009

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 | 80 % |
| <input type="checkbox"/> (2) Manages investment advisory accounts not involving investment supervisory services | _____ % |
| <input checked="" type="checkbox"/> (3) Furnishes investment advice through consultations not included in either service described above | 11 % |
| <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 client may use to evaluate securities | _____ % |
| <input checked="" type="checkbox"/> (7) On more than an occasional basis, furnishes advice to clients on matters not involving securities | 8 % |
| <input type="checkbox"/> (8) Provides a timing service | _____ % |
| <input checked="" type="checkbox"/> (9) Furnishes advice about securities in any manner not described above | 1 % |

(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.)

Yes No

B. Does applicant call any of the services it checked above financial planning or some similar term?

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 checked="" type="checkbox"/> (6) Other |

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

- the services provided, including the name of any 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 | |

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

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

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

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

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

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

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

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

- | | |
|--|--|
| <input type="checkbox"/> (1) Long term purchases (securities held at least a year) | <input type="checkbox"/> (5) Margin transactions |
| <input type="checkbox"/> (2) Short term purchases (securities sold within a year) | <input type="checkbox"/> (6) Option writing, including covered options, uncovered options, or spreading strategies |
| <input type="checkbox"/> (3) Trading (securities sold within 30 days) | <input type="checkbox"/> (7) Other (explain on Schedule F) |
| <input type="checkbox"/> (4) Short sales | |

Applicant:
Spire Wealth Management, LLC

SEC File Number:
801- 60468

Date:
06/01/2009

5. Education and Business Standards. Yes No

Are there any general standards of education or business experience that applicant requires of those involved in determining or giving investment advice to clients?.....

(If yes, describe these standards on Schedule F.)

6. Education and Business Background.

For:

- each member of the investment committee or group that determines general investment advice to be given to clients, or
- if the applicant has no investment committee or group, each individual who determines general investment advice given to clients (if more than five, respond only for their supervisors)
- each principal executive officer of applicant or each person with similar status or performing similar functions.

On Schedule F, give the:

• name	• formal education after high school
• year of birth	• business background for the 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:

<input checked="" type="checkbox"/> (1) broker-dealer	<input checked="" type="checkbox"/> (7) accounting firm
<input type="checkbox"/> (2) investment company	<input type="checkbox"/> (8) law firm
<input type="checkbox"/> (3) other investment adviser	<input checked="" type="checkbox"/> (9) insurance company or agency
<input type="checkbox"/> (4) financial planning firm	<input type="checkbox"/> (10) pension consultant
<input type="checkbox"/> (5) commodity pool operator, commodity trading adviser or futures commission merchant	<input type="checkbox"/> (11) real estate broker or dealer
<input type="checkbox"/> (6) banking or thrift institution	<input type="checkbox"/> (12) entity that creates or packages limited partnerships

(For each checked box in C, on Schedule F identify the related person and describe the relationship and the arrangements.) Yes No

D. Is applicant or a related person a general partner in any partnership in which clients are solicited to invest?...

(If yes, describe on Schedule F the partnerships and what they invest in.)

Applicant:
Spire Wealth Management, LLC

SEC File Number:
801- 60468

Date:
06/01/2009

06/01/2009

9. Participation of 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 sells for itself securities that it also recommends to clients.

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

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 supervisory services, manage investment advisory accounts or hold itself out as providing financial planning or some similarly termed services <i>and</i> impose a minimum dollar value of assets or other conditions for starting or maintaining an account?	Yes	No
	<input checked="" type="radio"/>	<input type="radio"/>

(If yes, describe on Schedule F.)

11. Review of Accounts. If applicant provides investment supervisory services, manages investment advisory accounts, 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 triggers 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.

Investment portfolios are reviewed continuously in terms of monitoring for: distributions from investments, applicable changes to portfolios, in terms of additions to and withdrawals from. These reviews are done periodically by using reviewing notices and by trade reviews. Selected account statements or quarterly statements are reviewed, at least on a quarterly basis by the IAR, and on an administrative and supervisory level, usually annually. Reviews as requested by clients or outlined in the advisory agreement are provided and involve a complete review of their investment portfolio and related items such as taxes, cash flow, changes in goals and financial requirements, retirement and estate planning.

Reviewers are the investment advisor representative of Spire Wealth Management and a firm principal. The accounts are reviewed and approved at inception and a periodic reviews done at least annually, typically, quarterly. There is no set minimum or maximum with regard to the number of accounts assigned to each representative.

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

Clients are kept fully informed about their portfolio activity by receiving copies of all transaction confirmations and or monthly/quarterly statements from unaffiliated, qualified custodians, mutual fund companies and/or insurance companies. Clients may also receive status reports from their IAR. For those clients requesting a financial plan, one is prepared, for a fee as outlined in Schedule F.

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 | No |
| | <input type="radio"/> | <input type="radio"/> |
| (2) amount of the securities to be bought or sold? | Yes | No |
| | <input type="radio"/> | <input type="radio"/> |
| (3) broker or dealer to be used? | Yes | No |
| | <input type="radio"/> | <input type="radio"/> |
| (4) commission rates paid? | Yes | No |
| | <input type="radio"/> | <input type="radio"/> |

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 commission 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 products 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 type="radio"/> | <input type="radio"/> |
| B. directly or indirectly compensates any person for client referrals? | Yes | No |
| | <input type="radio"/> | <input type="radio"/> |

(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: Spire Wealth Management, LLC	SEC File Number: 801- 60468	Date: 10/15/2009
--	--------------------------------	---------------------

(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 Form ADV: Spire Wealth Management, LLC	IRS Empl. Ident. No.: 54-1831247
---	-------------------------------------

Item of Form (identify)	Answer
Item 1. A.	<p>ADVISORY SERVICES AND FEES</p> <p>Spire Wealth Management, LLC (the "Advisor") is able to offer a variety of financial services and tools to its Investment Advisory Representatives ("IAR") for their clients. With the ability to utilize multiple broker dealers and clearing firms (i.e. Schwab Institutional, National Financial Services ("NFS"), Envestnet, Fidelity Institutional Wealth Services ("IWS"), FOLIOfn) and Pershing Advisor Solutions ("PAS"), along with a wide variety of product choices, IARs can design a program or plan to the stated objectives and needs of each client. The investment advisory services offered may vary from each IAR of Spire. Detailed biographies of each of our IARs can be found at www.SpireIP.com. A description of the services and fees to be provided to a client would be found in the Investment Management Agreement and an Investment policy Statement (if one is prepared).</p> <p>The Advisor is generally compensated on the basis of fees calculated as a percentage of assets under management. The Advisor may also be compensated through fixed or hourly fee arrangements. Commissions may also be generated on certain products including insurance.</p> <p>WEALTH MANAGEMENT - INVESTMENT ADVISORY AND MANAGEMENT SERVICES</p> <p>Wealth Management Services provides for a holistic view and approach to addressing the particular needs of the high net worth clients. Assessing the needs, long and short term goals, tax situation and risk tolerance, among other things allows for the development of a more complete financial plan. This plan may include Investment Advisory Services, Investment Management Services (performed by the Spire IAR or a third party Sub-Advisor or Money Manager), Estate Planning, Insurance Services, Divorce Planning and other services.</p> <p>Investment Advisory and Management Services may be performed on a discretionary or non-discretionary basis by the IAR.. This service provides for the active and continuous management of security portfolios ("accounts") of equity, mutual funds and fixed income.</p> <p><u>Existing Platforms:</u></p> <p><u>Spire Securities, LLC ("Spire"), an affiliate - NFS is the custodian</u></p> <p>Spire is our primary broker/dealer, an affiliated company built to provide the full complement of financial services found under Spire Investment Partners. Spire allows us to maintain trading relationships with various, unrelated, broker/dealers, enabling us to utilize different platforms for different needs. Spire as our broker/dealer maintains supervisory oversight on our IARs who are duly licensed with both Spire Securities and Spire Wealth Management. Spire allows for Advisor Managed Accounts and Retail Brokerage accounts. The two types of accounts being kept segregated by different branch ranges. In addition to technology offerings, online access (both Rep and Client), research and other industry offerings (i.e. newsletters, seminars, training, etc.) Spire provides a high level of back office support.</p>

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

Applicant: Spire Wealth Management, LLC	SEC File Number: 801- 60468	Date: 10/15/2009
--	--------------------------------	---------------------

(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 Form ADV: Spire Wealth Management, LLC	IRS Empl. Ident. No.: 54-1831247
---	-------------------------------------

Item of Form (identify)	Answer
	<p><u>Schwab Institutional ("SI") - Schwab is Custodian</u></p> <p>Schwab Institutional has built one of the leading platforms for independent RIAs. Its combination of products, services, technology and support is traditionally the basis for advisors in choosing them as their client's custodian. In addition, the safety and protection of client's assets is an additional important consideration. Schwab's reputation and protections are among the best in the industry.</p> <p>Schwab is a very recognizable name in the industry by both client and IAR. Many clients and IARs have come to Spire due to the fact that we were able to continue to use the platform. Schwab allows for both Advisor Managed Accounts (with either asset based pricing or transaction based pricing) and Separate Account Management for managed fee business with access to many of the industries leading money managers (Managed Account Select, Marketplace).</p> <p><u>FOLIOfn ("Folio") Folio is the custodian</u></p> <p>An efficient concept in advisor managed services/platforms. Folio allows advisors to create a model portfolio, link client accounts to that model and manage the asset allocation across a large number of accounts. The advisor is able to buy and sell an entire position in a single transaction. To further increase efficiencies and in turn hold down costs, Folio utilizes electronic document and storage for virtually all of its operations. All confirms and statements are delivered electronically - there is a cost to providing paper copies. More detail of this platform and the risks associated with its use can be found on their website (www.folioadvisor.com and www.foliofn.com) and also in the Customer Agreement.</p> <p><u>Fidelity - Institutional Wealth Services ("IWS") - National Financial Services ("NFS") is the custodian.</u></p> <p>IWS is a business unit of Fidelity Investments, one of the world's largest providers of financial services. They can provide one-stop access to a flexible, open technology environment, extensive practice management resources, and wealth management investments and services-all backed by the long-term commitment of a private company.</p> <p>Dedicated relationship professionals work consultatively to help advisors choose from a wide array of products and services helping to ensure solutions that are in the best interests of their clients and make the most sense for their business. The platform offers a combination of high-performance and Internet-enabled portfolio management, analysis, trading, and reporting tools, and seamlessly links our office directly to Fidelity's security processing system.</p>

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

Applicant: Spire Wealth Management, LLC	SEC File Number: 801- 60468	Date: 10/15/2009
--	--------------------------------	---------------------

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

I. Full name of applicant exactly as stated in Item 1A of Form ADV: Spire Wealth Management, LLC	IRS Empl. Ident. No.: 54-1831247
---	-------------------------------------

Item of Form (identify)	Answer
	<p><u>Envestnet</u></p> <p>Available on both the IWS and NFS platforms, Envestnet Asset Management is one of the largest providers of wealth management solutions in the financial industry with a broad range of investment management products and services.</p> <p>As the investment management arm of Envestnet, Portfolio Management Consultants (PMC) offers access to some of the world's premier asset managers; provides thorough and rigorous research on managers, markets, and topical issues; and works with financial advisors to develop creative portfolio solutions tailored to the unique circumstances of the investor.</p> <p><u>Pershing Advisor Solutions ("PAS") - Pershing LLC is the custodian.</u></p> <p>Pershing is one of the industry's largest global business solutions providers serving more than 300 international financial organizations and doing business in more than 60 market.</p> <p>PAS, with its resources and expertise is dedicated to serving the needs of registered investment advisors and their clients. PAS offers a customized approach and a comprehensive range of institutional-quality global solutions to help meet the needs of our clients. PAS provides Spire the option of having our IARs manage accounts directly or by using their Separate Account Management program through Lockwood. PAS offers: Operational Support; Trading Services; Flexible Technology; Investment Solutions.</p> <p>Wealth Management Services' compensation is derived as fee income based upon the percentage of assets under management calculated between a range of .10% - 2.75% per annum. The amount of the fee is negotiated on a case by case basis, and is determined based upon a number of factors including the amount of work involved, the assets placed under management and the attention needed to manage the account. Accounts may be managed by the Spire IAR in which case our fees are for management services. Other fees may be pass-throughs and may include, but are not limited to, transactions fees, commissions, or non-affiliated mutual fund companies' fees. Spire, Schwab, IWS, PAS and FOLIOfn allow for IAR management of client accounts for a fee. Please see a copy of our Investment Management Agreement for disclosure of fees. Transaction Based Pricing models charge a set fee on each transaction in the account. These accounts may be discretionary or nondiscretionary. Spire will calculate the billing and charge the client's account through the custodian or send an invoice directly to the client.</p> <p>FOLIOfn allows advisors to create a model portfolio, link client accounts to that model and manage the asset allocation across a large number of accounts. The advisor is able to buy and sell an entire portfolio in a single transaction. When trades are executed within their "Window" system there is no commission, transaction or ticket charge. Within the window, all entered buy and sell orders are matched and executed between that buy and sell price. All other orders are sent to the market for execution. Using this window system is intended to obtain a better price for the client by more efficiently managing the orders. Stop orders, Limit orders or other trades placed outside the</p>

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

Applicant: Spire Wealth Management, LLC	SEC File Number: 801- 60468	Date: 10/15/2009
--	------------------------------------	-------------------------

(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 Form ADV: Spire Wealth Management, LLC	IRS Empl. Ident. No.: 54-1831247
---	-------------------------------------

Item of Form (identify)	Answer
	<p>"window" are subject to a ticket charge. Spire receives no part of that ticket charge.</p> <p>Accounts may also be referred to third party money managers as sub advisors on client accounts. When using sub-advisors, the IAR selects from a number of registered investment advisors with varying styles and talents to which he then recommends to his clients based on the client's individual needs and objectives. In addition, the IAR reserves the authority to hire or fire money managers on behalf of the client. Once the client has selected one or more of the recommended investment advisors the IAR monitors the performance of the investment advisor and prepares, provides and presents to clients quarterly reports on performance. These types of accounts can be found with Schwab (which offers "MarketPlace" and "Managed Account Select"), IWS/Envestnet and PAS/Lockwood.</p> <p>Spire may establish relationships directly with some money managers. Performance reporting is performed by the IAR by using SpireAccounts (currently powered by Albridge). These accounts are billed or invoiced directly by Spire and/or the managers on a quarterly basis.</p> <p>IAR's fees are generally paid quarterly, in advance, based on the value of the account(s) as of the close of the previous quarter, or unless otherwise negotiated with the client as provided for in the agreement. For new client accounts, the IAR's fee will be pro-rated for the remaining calendar quarter. Any contributions and/or withdrawals made during a calendar quarter may cause an adjustment to the advisory fee. The IAR's service may be terminated by either party upon written notification in accordance with the applicable contractual notice of termination. Upon termination, the fees charged for advisory services may be pro-rated and a refund for any unearned fees may be issued.</p> <p>All fee based managed accounts will be maintained with an independent custodian recommended by the IAR, unless the client directs the Advisor to use a specific custodian.</p> <p>Notwithstanding IAR's discretionary authority to make investment decisions on behalf of the client, IAR will not exercise proxy voting authority over client securities. Client shall be instructed to inform its custodian that IAR should not be designated as the party to receive information on voting client proxies. Should IAR inadvertently receive proxy information for a security held in Client's account, then IAR will immediately forward such information on to Client, but will not take any further action with respect to the voting of such proxy.</p> <p>WRAP FEE ARRANGEMENTS</p> <p>The Advisor participates in wrap fee programs utilizing 3rd party, Separate Account Managers. IARs may recommend various wrap programs to clients. Using risk tolerance information provided by the client, the Advisor will recommend a portfolio based on various asset allocation models designed to meet the individual client's financial needs, investment objectives, time horizon and risk tolerance. Advisor will provide basic disclosure documents to the client including any required Schedule H (Wrap Fee Brochure), monitor the activity of the account, and consult with the client on an ongoing basis. The wrap fee programs that the Advisor may participate in are sponsored by: Charles Schwab & Co., Fidelity Institutional/Envestnet and PAS/Lockwood.</p>

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

Applicant: Spire Wealth Management, LLC	SEC File Number: 801- 60468	Date: 10/15/2009
--	------------------------------------	-------------------------

(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 Form ADV: Spire Wealth Management, LLC	IRS Empl. Ident. No.: 54-1831247
---	-------------------------------------

Item of Form (identify)	Answer
	<p>In all cases, the IAR receives as compensation a portion of the total wrap fee paid to the sponsor by the client. This compensation payable to the IAR in a wrap fee arrangement may range from .10% - 2.0%. The total cost of a wrap fee arrangement may range from .10% - 2.75%. In all cases, the client will receive the required Schedule H of Form ADV when a wrap fee arrangement is recommended.</p> <p>PLANNING SERVICES</p> <p>The Advisor provides a wide array of general personal financial planning services in addition to investments. Services provided include, but are not limited to, retirement planning, financial planning, estate planning, divorce planning, and college planning. IARs will collect pertinent data from the client through personal interviews and written questionnaires. A summary will be provided to the client highlighting specific recommendations to the client regarding their individual needs.</p> <p>Fees for Financial Planning Services range from \$75 to \$400 per hour depending on each individual's circumstance. The fee is negotiated on a case by case basis. The basic hourly charge is determined based upon the complexity of the case, and the skill and experience of the IAR. Clients are provided a written estimate of the total expected fee. One half (1/2) of the fee may be remitted as a retainer at the time the agreement is executed. The remainder is due upon presentation of the financial plan. In the event the time estimated for completion will be exceeded, resulting in a higher fee, the client is contacted, advised of the situation and provided a revised estimate of time and the fee expected. Only upon approval by the client is the work continued. The IAR does reserve the right to provide planning services on a fixed fee basis in lieu of an hourly fee. The fixed fee will be negotiated with the client prior to performing any service.</p> <p>A client may cancel the financial planning agreement and receive a full refund if IAR is notified within five business days after signing an agreement. If cancellation occurs thereafter, the client is responsible only for expenses incurred to that point. In such an event, an itemized invoice will be provided documenting the expenses that have been incurred.</p> <p>IARs may from time to time receive compensation via commissions on investment and insurance products sold to clients. IAR will disclose the receipt of any commissions that may potentially be earned on products within a managed portfolio. Fee offset may be offered for advisory services when commissions are earned by the IAR for the sale or purchase of an investment product. The client will be informed when the IAR's fees are reduced as a result of commissions that are received. Please reference items 8, 9, & 12 for further discussion on commissions that IARs may receive.</p> <p>IARs may be compensated based on a percentage of assets in accounts that are included in the clients overall financial plan. Account balances will be calculated based on the value at the end of each calendar quarter and invoiced thereafter. The billing frequency may vary depending upon a , written agreement with the client. The client will be informed when the Advisor's fees are reduced as a result of commissions that are received.</p> <p>Advisor will not be compensated on the basis of a share of capital gains upon or capital appreciation of the funds or any portion of the funds of the client. Advisory fees charged by the Advisor are</p>

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

Applicant: Spire Wealth Management, LLC	SEC File Number: 801- 60468	Date: 10/15/2009
--	--------------------------------	---------------------

(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 Form ADV: Spire Wealth Management, LLC	IRS Empl. Ident. No.: 54-1831247
---	-------------------------------------

Item of Form (identify)	Answer
Item 3. K. (3), L.	<p>separate and distinct from fees and expenses charged by mutual funds which may be recommended to clients. A description of these fees and expenses are available in each fund's prospectus.</p> <p>Although careful attention is paid to the development of the fee calculation, and reviews and approvals of those calculations take place, clients should be aware of their responsibility to verify the accuracy of the fee calculation submitted to the custodian by the Advisor, as the custodian will not determine whether the fee has been properly calculated. Fees for all services offered by the Advisor are negotiable. Spire does not provide the client with a billing notification, rather we rely on the fact that the transaction is reported on the client's custodial statement issued by the non-affiliated clearing firm.</p> <p>TYPES OF INVESTMENTS</p> <p>IARs of the Advisor may provide advice on private collective investment vehicles including hedge funds. These vehicles may be through the RIA (Spire Wealth) or its affiliate Broker/Dealer (Spire Securities). IARs of Spire Wealth may be dully licensed with Spire Securities which would allow them to offer commission based and or securities products. IARs, through their dual registrations, have access to Alternative Investments such as Oil & Gas programs, Real Estate Investment Trusts (REITs)and other private or public programs. Some may only be available to accredited investors and they may be characterized as a speculative investment. These products typically pay a commission to the rep.</p> <p>Spire Wealth has made available, investments into private equity. One such program is the Meritage Fund. This is structured as an LLC and is available to accredited investors only. This is an unregistered product offered under Regulation D of the S.E.C. A fee, based upon the subscription amount is paid by the fund, from the investor's return to Spire Wealth. Another such product is Winton Futures Fund, LP. This is a L.P. exempt from registration pursuant to Reg D. It is a Managed Futures product available with a B-Share product which does not pay a commission.</p>
Item 4. A. (5), B. (8)	<p>METHODS OF ANALYSIS, SOURCES OF INFORMATION, AND INVESTMENT STRATEGIES</p> <p>A comprehensive or situational financial plan is primarily an analytical process designed to help the client articulate and quantify goals, organize financial data, identify needs and opportunities and evaluate alternative courses of action. It includes an analysis of current net worth, income taxes, cash flow, investments, employee benefits, and insurance and estate planning needs. Other investment strategies may include a modified Sector Rotation - a strategic weighting of sectors.</p> <p>Spire and its IARs utilize a wide range of sources of information including, but not limited to prospectuses, press releases, financial newsletters, newspapers, magazines, commercially available databases and evaluation services such as Morningstar.</p> <p>Attention is directed toward structuring existing assets to achieve the planning objectives. While financial planning includes investment advice concerning securities, it also includes investment advice with respect to products that may not constitute securities, such as insurance products.</p>

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

Applicant: Spire Wealth Management, LLC	SEC File Number: 801- 60468	Date: 10/15/2009
--	------------------------------------	-------------------------

(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 Form ADV: Spire Wealth Management, LLC	IRS Empl. Ident. No.: 54-1831247
---	-------------------------------------

Item of Form (identify)	Answer
Item 5.	<p>In a financial plan, the IAR evaluates the appropriateness of any securities or other investment owned or proposed for ownership or which can assist the client in achieving personal goals. The prevailing goal of the financial plan will be geared towards the needs of the client. The plan's goal can range from long term to short term performance.</p> <p>EDUCATION & BUSINESS STANDARDS</p> <p>All representatives of the Advisor must demonstrate a thorough knowledge of both economic and financial principles as well as the application of such principles. This may be accomplished via either business experience, education, passage of securities examinations, attainment of professional designations or a combination thereof.</p>
Item 6.	<p>EDUCATION & BUSINESS BACKGROUND</p> <p><u>PRINCIPALS AND EXECUTIVE OFFICERS</u></p> <p><u>David L. Blisk</u> - A Principal of Spire Wealth Management. - DOB: 3/14/1956</p> <p>Mr. Blisk combined his experience as a practicing attorney in the United States Air Force with his knowledge of the Financial Markets to provide Investment Management Consulting to Small Businesses, Non-Profit Organizations, and Wealthy Individuals. Prior to forming Spire, David held the rare title of Senior Investment Management Consultant with Smith Barney. He received his Law Degree from the Duke School of Law. He also holds an MBA and was a Top 10 graduate of the US Air Force Academy. Education: Duke School of Law, JD, 1983; Wright State University, MBA - Finance, 1980; US Air Force Academy, BS - Distinguished Graduate, 1978</p> <p><u>Lawrence J. Gaffey, CPA</u> - A Principal of Spire Wealth Management and CEO - DOB: 9/15/1956.</p> <p>Mr. Gaffey is also Managing Director of Gaffey & Associates, PLC where he specializes in multigenerational planning and assisting entrepreneurial companies. He attended the US Air Force Academy and is a graduate of Michigan State University. Education: Graduated Michigan State University (cum laude); Attended the US Air Force Academy</p> <p><u>Phillip Fournier</u> - Chief Operations Officer - DOB: 3/22/1968</p> <p>Graduate of the Business School, George Mason Univ. - B.A (1995) and currently enrolled in the CFP Program. Former US Marine. Prior to joining Spire in 1997, was the Team Leader at Legg Mason and Technical Analyst for a top 1% ranked team while at Smith Barney. Phill currently holds his S7, S24, S66 and S63.</p> <p><u>Sue McKeown</u> - Chief Compliance Officer - DOB: 4/19/1957</p>

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

Applicant: Spire Wealth Management, LLC	SEC File Number: 801- 60468	Date: 10/15/2009
--	------------------------------------	-------------------------

(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 Form ADV: Spire Wealth Management, LLC	IRS Empl. Ident. No.: 54-1831247
---	-------------------------------------

Item of Form (identify)	Answer
	<p>A graduate of the George Mason Univ. School of Business - B.S. (1980). Began her career in the financial services industry in 1980. Her experience includes management of Operations, Compliance and Administration for both fully disclosed broker dealer firms and a clearing firm. Joined Spire in 2003. She currently holds the S7, S63, S24, S28, S51.</p> <p><u>Paul Murphy</u> - National Director of Sales - DOB: 2/20/1959</p> <p>Paul graduated from Villanova University with a BS in Accounting and served 8 years as a Commissioned officer in the US Air Force. Since 1992 Paul has worked in the financial services industry, most recently as Vice Pres. and Branch Manager of a Morgan Stanley office. He holds the S 7, S 63 and S65 licenses. Joining Spire in June 2006 he has been responsible for recruiting advisors to Spire.</p> <p><u>Steven Donald</u>, V. Pres, Trading Operations - DOB: 6/28/1955</p> <p>A graduate of George Mason University, Steve has been in the financial services industry since 1985. He is currently our Registered Options Principal (SROP), our Municipal Securities principal and a general securities principal. He holds the series 3, 4, 7, 24, 53 and 63.</p> <p><u>Stuart Brawley</u>, CPA, Corporate Controller - DOB: 2/8/1957</p> <p>A Graduate of the University of Maryland, Stuart has served in the financial services industry since 1993. Stuart serves as our Corporate Controller. He holds the securities designation of FINOP and the series 27, 24 and 7.</p> <p><u>INVESTMENT ADVISOR REPRESENTATIVES (IAR)</u></p> <p><u>McLean Office</u></p> <p><u>DBA: The VZN Group:</u> The VZN Group creates customized accounts for high net worth individuals. We specialize in providing our Wealth Management services to entrepreneurs. Our services include:</p> <p>Investment management</p>

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

Applicant: Spire Wealth Management, LLC	SEC File Number: 801- 60468	Date: 10/15/2009
--	--------------------------------	---------------------

(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 Form ADV: Spire Wealth Management, LLC	IRS Empl. Ident. No.: 54-1831247
---	-------------------------------------

Item of Form (identify)	Answer
	<p>Tax Services</p> <p>Wealth Transfer</p> <p>Family meeting and coaching</p> <p>Our mission is to help you, your family, or your business envision and realize your future.</p> <p><u>Principals:</u></p> <p><u>Christopher "Scott" Airey</u> - DOB: 3/7/1968 - Graduated with a BS from Univ. of Delaware in 1991; Received MBA from Univ. of Baltimore in 2000. Scott joined Spire Advisors in Aug of 2003. Prior to that was a branch manager with Charles Schwab & Co., a manager with Legg Mason and worked for several years as a contract accountant.</p> <p><u>Larry Gaffey - Partner:</u> DOB: 9/15/1956 - Larry, a CPA with over 27 years of experience, is a principal of Spire, who specializes in multi-generational planning and assisting entrepreneurial companies. He has assisted in the establishment, funding and selling of over 200 companies. He also serves as a trustee and/or financial advisor to a variety of trusts. He attended the Air Force academy, and is a graduate of Michigan State University (Cum Laude).</p> <p><u>Other VZN Group Members:</u></p> <p><u>Rush Zarrabian - Research Analyst/Admin:</u> Rush has over six years of experience in the financial services industry. He has extensive experience in management and client service, having worked for two of the largest financial institutions in the country. Rush has a Bachelors of Science in Finance from Virginia Tech and is currently a Level III candidate in the CFA® program. Rush holds the S7 and S66 securities licenses.</p> <p><u>Matt Gaffey- Registered Associate/Admin:</u> Matt previously worked as a sales representative, in marketing products and providing superior customer support for his clientele. He has experience working with large organizations as his clients were based in the government sector, primarily with the Army and Air Force, as well as state and local entities. Matt has been with the VZN Group for over 2 years and serves the team as a Client Relationship Manager. Matt has a BS from Virginia Tech and Series 7, Series 66 and Life, Health, and Variable Annuity Insurance certifications. Matt is currently in pursuit of obtaining his ChFC license.</p> <p><u>Maureen Kelly - Client Service Specialist, Registered Associate/Admin:</u> Maureen previously worked as an account services supervisor at ADVISORport Inc., a financial services provider located in Pennsylvania. She has over four years experience working in the financial services industry providing excellent customer services to large enterprise sponsors, RIAs and money managers. Maureen has a Bachelor's of Science in Business Administration from Cabrini College. Maureen holds her S7 license.</p>

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

Applicant: Spire Wealth Management, LLC	SEC File Number: 801- 60468	Date: 10/15/2009
--	--------------------------------	---------------------

(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 Form ADV: Spire Wealth Management, LLC	IRS Empl. Ident. No.: 54-1831247
---	-------------------------------------

Item of Form (identify)	Answer
	<p>=====</p> <p><u>DBA: The Blisk Financial Group</u></p> <p><u>Principals:</u></p> <p><u>Brenda Blisk, CFP,:</u> - DOB: 5/29/1948 - Attended Vanderbilt Univ. (1969). Began her career as a Financial Advisor in 1985 with Prudential Bache Securities. Joined Spire in 1997. Holds a CFP and received the Dalbar award in 2000. NASD Licenses 7, 22, 31, 63 & 65, Life & Health Insurance Licensed.</p> <p><u>Dianne Nolin, CDP, CFP</u> - DOB: 6/22/1965 - Attended the Univ. of Pittsburgh. Began her career in financial services in 1987 with Lehman Bros. Was a representative with Smith Barney from 1987 to 1997. Joined Spire in 1997. Earned CDP in 1999 and CFP 2004. Holds NASD series 7, 63 and 65 and is Life and Health Insurance licensed</p> <p><u>Other BFG Members:</u></p> <p><u>Joe Gallemore, Investment Analyst/Admin:</u> Joe, recognized for his research and analytical abilities is a graduate of Johns Hopkins University. He received his B.A. in Economics and a B.S. in Mathematical Science. He holds his Series 7 Securities license and Series 65 Investment Advisor Representative License. Joe is a native of Fairfax, Virginia.</p> <p><u>George Agouridis, Client Service Specialist, Registered Associate/Admin:</u> George is a native of Maryland and graduated from American University, where he received his B.A. in Marketing from the Kogod Business School. He brings over five years of experience in the financial service industry to the Blisk service team. He is registered and holds his Series 7 Security License.</p> <p><u>Chase Deters, ChFC, CFP - Investment Analyst/Admin:</u> - Chase began his career with Spire in 2009. He holds his S7 and S66 and received the Certified Financial Planner practitioner in 2008. He is a graduate of Hope College in MI where he graduated with a B.A. in Economics and Business Management. Chase is also Life and Health insurance licensed.</p> <p>-----</p> <p><u>Liliana Molina, CFP</u> - DOB - 5/18/1968, Lili joined Spire in August of 2007. She received her MBA from George Washington Univ. and her Certificate of Financial Planning from Georgetown Univ. Lili has been in the financial services industry since 1991. Hold a series 7, 6 and 65. Lili is also insurance licensed for Life and Health.</p> <p><u>Richard E. Vodra, CFP, J.D.</u> - DOB: 3/12/1948 - Joined Spire Investment Partners in Dec of 1997. He entered the financial planning profession in 1985, and received the Certified Financial Planner designation in 1988. He was named Financial Planner of the Year in 2008 by the National Capital Area chapter of the Financial Planning Association. Received a B.A. in Economics from the</p>

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

Applicant: Spire Wealth Management, LLC	SEC File Number: 801- 60468	Date: 10/15/2009
--	------------------------------------	-------------------------

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

I. Full name of applicant exactly as stated in Item 1A of Form ADV: Spire Wealth Management, LLC	IRS Empl. Ident. No.: 54-1831247
---	-------------------------------------

Item of Form (identify)	Answer
	<p>College of Wooster in 1969 and a J.D. from Yale Law School in 1972. Holds NASD licenses 7 and 65 and is a registered Life & Health insurance agent.</p> <p>William Thomas "Tom" Walsh III, CFP, CPA - DOB: 7/31/1947 - Joined Spire Investment Partners in May 1998. Experience in the financial services industry since 1976. Received a B.A. in Accounting from the Univ. of Maryland in 1970. A 2009 graduate of the Masters Program with the College of Financial Planning. Holds NASD licenses 7 and 65 and is a registered Life & Health insurance agent.</p> <p><u>Yohanna Gorfu, CFP/Admin:</u> - DOB: 10/31/1972 - Joined Spire Investment Partners in March of 1999. Received a B.A. from Trinity Western Univ. in 1995 and an MBA from Marymount Univ. in 1998. Received the CFP designation in Sept. of 2004. Hold NASD licenses 7 and 66. Yohanna serves as a senior registered assistant to Tom Walsh.</p> <p>Harry "Peter" Romanoff - DOB: 10/23/1946 - Joined Spire in Feb of 2002. Prior experience in the financial services industry dates back to 1990. Earned a B.S. from Univ of Nebraska in 1969 and a M.A. from Pepperdine Univ. in 1977. Holds an NASD series 7, 24 and 65 and is a registered Life & Health insurance agent.</p> <p>Joel Forster - DOB: 3/3/1936 - Joel joined Spire Investment Partners in April of 2009. Joel began his career in the financial services industry in 1982. Joel carries the investment advisor license S65.</p> <p>=====</p> <p><u>DBA: Toh Michaels Private Wealth Management, LLC</u></p> <p>Toh Michaels Private Wealth Management, LLC is a boutique independent investment management firm with extensive experience advising domestic and international ultra high net worth and high net worth clients on:</p> <p>Wealth Accumulation and Protection</p> <p>Multi-Generational Wealth Transfer</p> <p>Risk Management</p> <p>Liquidity Management</p> <p>Tax Planning</p> <p>Philanthropy</p> <p>Both principals of Toh Michaels Private Wealth Management have over twenty years of financial</p>

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

Applicant: Spire Wealth Management, LLC	SEC File Number: 801- 60468	Date: 10/15/2009
--	--------------------------------	---------------------

(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 Form ADV: Spire Wealth Management, LLC	IRS Empl. Ident. No.: 54-1831247
---	-------------------------------------

Item of Form (identify)	Answer
	<p>services experience and joined Spire in November of 2008.</p> <p><u>Peter Michaels, CPA</u> - DOB: 1964 - Mr. Michaels received his Masters of Business Administration from the Fuqua School of Business at Duke University, concentrating in finance and business strategy. Mr. Michaels' MBA is augmented by his CPA and his successful completion of the Executive International Finance Certificate Program at Georgetown University's Center for International Business Education and Research, with an added focus on international managerial finance and trade. He received his Bachelor's Degree in accounting cum laude from the University of Maryland and was on the National Dean's List. Mr. Michaels has been in the financial services industry since 2003 and joined Spire in November of 2008. He is a Certified Public Accountant and holds NASD Series 7 and 65.</p> <p><u>Grace Y. Toh, CFP</u> - DOB: 2/5/1961 - Ms. Toh is a graduate of Wellesley College with a Bachelor of Arts degree in Economics and Chinese Studies. In addition, she studied management information systems and accounting at MIT's Alfred P. Sloan School of Management, and earned her Masters of Business Administration in Finance from the Jesse H. Jones School of Management at Rice University. Ms. Toh has been in the financial services industry since 2002 and joined Spire in November of 2008. She is a licensed Certified Financial Planner and holds NASD Series 7, 66 and 63.</p> <p>=====</p> <p><u>Supervised by Reston VA Office:</u></p> <p><u>DBA: Barb Paul & Associates -</u></p> <p><u>Barbara J. Paul, CIMA</u> - DBA Barbara J. Paul & Associates, Inc. DOB: 4/11/61. Ms. Paul attended Southeast Missouri University as well as Washington University of Missouri. She holds the Certified Investment Management Analyst ("CIMA") designation. Ms. Paul joined Spire in May of 2008. She is the President and CEO of Barbara Paul & Associates, Inc. She has been in the financial services industry since 1988. She currently holds her Series 7 securities license and her Investment Advisory license.</p> <p><u>Branch Offices</u></p> <p><u>Hagerstown, MD</u></p> <p><u>David P.Pankiw, RFC</u> - DOB: 5/20/1959 - Joined Spire in Jan of 2003. Has been a financial advisor/registered representative for over 20 years. Received a BS in Economics from Widener University in 1981. Attended the College for Financial Planning, and received the Registered Financial Consultant (RFC) designation in 2003. David has also received designation of Accredited Investment Fiduciary (AIF), Certified Fund Specialist (CFS), the Board Certified in Estate Planning (BCE) and Retirement Income Specialist (RIS) as well as the FINRA license S7 and 65. David is also a registered Life & Health insurance agent.</p>

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

Applicant: Spire Wealth Management, LLC	SEC File Number: 801- 60468	Date: 10/15/2009
--	--------------------------------	---------------------

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

I. Full name of applicant exactly as stated in Item 1A of Form ADV: Spire Wealth Management, LLC	IRS Empl. Ident. No.: 54-1831247
---	-------------------------------------

Item of Form (identify)	Answer
	<p><u>Colorado Springs, CO</u></p> <p><u>Michael V. Papa</u>, - DOB: 10/20/1966 - Joined Spire in Jan 2004. Prior experience in the financial services industry goes back to 1990. Received a B.S. in Finance from Old Dominion Univ. in 1989. Holds an NASD series 7, 65 and S24 and is a registered Life and Health agent. Mr Papa holds the position of OSJ for Spire Securities.</p> <p><u>Colorado Springs, CO (#2)</u></p> <p><u>DBA: Strategic Advisors, Inc. - Tracey Frank</u>, - DOB: 03/14/1959 - Tracey joined Spire Investment Partners in October of 2009. He has been in the financial services industry since 1988 and holds the S7, S9/S10, S63, S65 and S24. He is an OSJ for Spire Securities. He is a graduate of Univ. of Northern Colorado with a BS degree.</p> <p><u>Wayne, PA</u></p> <p><u>John G. T. Slater, Jr.</u> - DOB: 12/6/1960 - John joined Spire in September of 2005. Prior to joining Spire he was a financial advisor with Legg Mason and has over 20 years of experience in the financial services industry. Received his BS in Economics from Hamilton College in 1983 and his Masters in Finance from Columbia Univ. in 1992. He is securities licensed (7 and 66).</p> <p><u>Bethesda, MD</u></p> <p><u>Charles (Chuck) Alba</u>: DOB 7/18/1946, A graduate of Virginia Tech. in 1968 with a BS in Business Admin. Worked in finance and accounting positions at Marriott for 28 years. Serving clients as an investment advisor since 2000, Chuck currently holds the series 6, 7, 65, 66, life, health and variable products licenses.</p> <p><u>Christopher Patterson, CPA</u> - DOB: 06/21/1965. A graduate of Penn State University, Chris received his BS in Accounting in 1987. Chris joined Spire in March of 2008. He was a financial executive with the Marriott Corp for over 20 years. Chris holds the series 7, 65 and 63.</p> <p><u>Langhorne, PA</u></p> <p><u>William Springer</u> - DOB: 8/18/58. A 1980 graduate of Bucknell University with a BS in Electrical Engineering. After some time at GE entered the financial services field. For the past 24 years Bill has been advising individuals in the areas of wealth accumulation and retirement income planning. Bill holds the Series 7 securities license, is an Investment Advisor Representative and holds a Life & Health insurance license. Bill also hold the CFP designation.</p> <p><u>Larry Luff</u> - DOB: 1/20/1956. Larry attended Marietta College and has been in the financial services industry since 11/2007. Larry holds the Series 7 securities license and is an Investment Advisor Representative.</p>

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

Applicant: Spire Wealth Management, LLC	SEC File Number: 801- 60468	Date: 10/15/2009
--	--------------------------------	---------------------

(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 Form ADV: Spire Wealth Management, LLC	IRS Empl. Ident. No.: 54-1831247
---	-------------------------------------

Item of Form (identify)	Answer
Item 7.	<p><u>Pittsburgh, PA</u></p> <p><u>DBA: The Bloom Financial Group -</u></p> <p><u>Norman G. Bloom</u>: DOB: 2/5/1936. A graduate of the Univ. of Pittsburgh, Norm joined Spire Investment Partners in April of 2009. Norman brings decades of years of experience in the financial services industry to Spire and his clients. He began his financial services career in 1963. He holds the FINRA S7, S63 and S65 license.</p> <p><u>Steve Receski</u> - DOB: 03/06/1956. A graduate of Indiana University of Pennsylvania in 1979 with a BS in Business Administration. Steve has been in the industry since 1987 and holds the FINRA S7, S63 and S65.</p> <p><u>Newburgh, NY</u></p> <p><u>DBA: Compass Asset Management Group. - Steven M. DiGregorio</u> - DOB: 9/1/65. Steven joined Spire in September 2009. He has over 20 years experience in the financial services field. A 1987 Graduate of the State University of NY - Plattsburg with a BS in Business Administration. He currently holds the S6, S7, S63 and S65.</p> <p><u>Barnesville, MD</u></p> <p><u>William N. Price, CPA, CFP</u> - DOB: 9/22/58. A graduate of High Point University with a BS in Accounting in 1980. Providing financial planning, tax preparation and investment management services since 1981. William joined Spire in October of 2009 and holds the S7, S6 and S63 licenses.</p> <p>OTHER BUSINESS ACTIVITIES</p> <p>Advisor does not offer or sell any type of product other than investment advice; however, its principal executive officers and other individuals may offer or sell security or insurance products through separate licenses as insurance agents or broker-dealer registered representatives. Mr. Gaffey is Managing Director of an accounting firm, Gaffey & Associates, PLC, where he specializes in multi-generational planning and assisting entrepreneurial companies. Mr. Gaffey spends approximately 50% of his time with his accounting business.</p>
Item 8.	<p>OTHER FINANCIAL INDUSTRY ACTIVITIES OR AFFILIATIONS</p> <p>Representatives of Advisor may be associated with our broker dealer, Spire Securities, LLC. Those individuals may receive commissions for products sold, thus a conflict of interest may exist. The client is under no obligation to purchase products recommended or to purchase products through Spire. However, when using other broker dealers besides Spire as the custodian and broker, representatives of the Advisor cannot earn commissions on products sold.</p>

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

Applicant: Spire Wealth Management, LLC	SEC File Number: 801- 60468	Date: 10/15/2009
--	------------------------------------	-------------------------

(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 Form ADV: Spire Wealth Management, LLC	IRS Empl. Ident. No.: 54-1831247
---	-------------------------------------

Item of Form (identify)	Answer
Item 9.	<p>Representatives may be licensed with Everbank to provide some banking products such as CDs.</p> <p>Larry Gaffey is a principal of Gaffey & Associates, a CPA firm and he is also 50% principal/owner of Spire Investment Partners, LLC, the parent company of Spire Wealth Management, LLC. Spire has hired Gaffey & Associates to oversee the accounting functions as performed by our Controller, Stuart Brawley. This includes commission and fee processing, tax reporting, payroll and other A/P and A/R functions.</p> <p>Individual representatives of Advisor may be licensed agents for insurance companies (life/health). As a licensed agent, the representative may receive commissions on insurance products sold. As a result of commissions received, a potential conflict of interest may exist with advisory clients interests. Client will be under no obligation, contractual or otherwise, to engage the Advisor's representatives as an insurance agent.</p> <p>PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS</p> <p>As mentioned above, Advisor's representatives may be licensed with Spire, as registered representatives, and will at the client's request, on a fully disclosed basis, implement the recommendations of the financial plan and/or investment proposal in the capacity of a registered agent of a broker-dealer for which they separately are compensated via commissions. Also, representatives of Advisor may be licensed agents for insurance companies (life/health) through Spire Insurance Agency. As a licensed agent, the representative may receive commissions on insurance products sold.</p> <p>Advisor and its employees may buy and sell the same securities that may be recommended to clients. If the possibility of a conflict of interest occurs, the client's interest will prevail. It is the policy of Advisor that priority will always be given to the client's orders over the orders of an employee of the Advisor. Furthermore, Advisor maintains a file of all security holdings for itself, members, and employees of the Advisor. This file is reviewed on regular basis by the CCO or an appointed supervisor, to ensure compliance with its policy.</p> <p>Code of Ethics:</p> <p>* All advisors and employees of Spire Wealth Management will conduct their business with the highest level of ethical standards.</p> <p>*All advisors and employees of Spire Wealth Management will comply not only with the required state and federal regulation but also with the "Spirit" of those regulations.</p> <p>*Spire Wealth Management will always place the interest of its clients first. Supervisory policies and procedures are in place to reasonably detect and prevent trading violations by advisors and employees.</p> <p>*Spire Wealth Management will only recommend those investments that it has a reasonable basis</p>

Complete amended pages in full, circle amended items and file with execution page (page 1). PAGE 15

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

Applicant: Spire Wealth Management, LLC	SEC File Number: 801- 60468	Date: 10/15/2009
--	--------------------------------	---------------------

(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 Form ADV: Spire Wealth Management, LLC	IRS Empl. Ident. No.: 54-1831247
---	-------------------------------------

Item of Form (identify)	Answer
Item 10.	<p>for believing are suitable for the client based upon the client's particular situation.</p> <p>* Spire Wealth Management will disclose any potential and actual conflict of interest to their clients.</p> <p>* Spire Wealth Management is committed to protecting the privacy of client financial information.</p> <p>CONDITIONS FOR MANAGING ACCOUNTS</p> <p>The average size portfolio in our Portfolio Management services is normally \$250,000, with a minimum value of \$25,000. The Advisor reserves the right to waive the account minimum for any client and reduce the fees accordingly. Otherwise the account is set up as a commisionable account so that fees generated would not be more than commissions generated.</p>
Item 12. A. (1), (2)	<p>INVESTMENT OR BROKERAGE DISCRETION</p> <p>If a client agrees to discretionary management, Advisor or other investment managers selected to manage the assets will be responsible for selecting the securities and amounts to be bought and sold. The only limitations on the investment authority will be those limitations imposed in writing by the client.</p>
Item 12. B.	<p>Brokerage commission rates in the US are not fixed by any authority, but are subject to negotiation. A client may direct Advisor in writing to use a particular broker or dealer to execute all transactions for client's account.</p> <p>Spire has been able to negotiate very competitive rates at some of the most well known and trusted broker/dealers and custodians. Each "platform" (ie Schwab, Pershing, Fidelity etc.) is able to deliver in general the same quality products and services. We find that the rep/advisors and or their clients typically will feel more comfortable staying with their existing brokerage firm if possible. This is why Spire feels it necessary to have relationships with the most well known firms. The overall reasonableness of brokerage commissions paid is determined based upon the quality of execution of the services performed and of the research or trading services provided.</p> <p>Advisor always attempts to achieve best execution for its clients. The best net price is an important factor in brokerage decisions, but other judgmental factors may also enter into this decision. These include: Advisor's knowledge of negotiated commission rates currently available, as well as other transaction costs; the nature of the security being traded; the size of the transaction; the desired timing of the trade; the activity existing and expected in the market for the particular security; confidentiality; execution, clearance, and settlement capabilities and costs; and other information available at the time of execution. Accounts managed on a discretionary basis may receive more favorable executions when purchasing or selling securities than accounts managed on a non-discretionary basis due to the fact that the Advisor must receive client authorization before placing a trade order.</p>

Complete amended pages in full, circle amended items and file with execution page (page 1). PAGE 16

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

Applicant: Spire Wealth Management, LLC	SEC File Number: 801- 60468	Date: 10/15/2009
--	------------------------------------	-------------------------

(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 Form ADV: Spire Wealth Management, LLC	IRS Empl. Ident. No.: 54-1831247
---	-------------------------------------

Item of Form (identify)	Answer
Item 13. B.	<p>In appropriate circumstances, client may pay brokerage commission in excess of that which another broker may have charged for effecting the same transaction in recognition of the quality and reliability of execution of brokerage services and the research or trading services provided. Advisor anticipates that such research services will include fundamental and technical analysis and research with respect to particular industries, individual companies, as well as general analysis of the economy and capital markets. Advisor anticipates that trading services will include current and reliable quotations of securities, timely or instant execution of transactions and prompt reporting of executions.</p> <p>Advisor uses research and trading services furnished by brokers, through whom Advisor effects securities transactions, relating to general matters with respect to the securities markets, the economy, particular industries, individual issues, and similar topics having broad applications to clients accounts. Advisor uses such services for the benefit of all the Advisor's clients, including clients whose securities transactions are not effected by the broker providing such services.</p> <p>The commission rates for certain customers may be higher or lower for identical or similar transactions, had they been executed at other broker/dealers, especially discount brokers.</p> <p>Transactions for each client account generally will be effected independently; however, it may be advantageous to buy or sell a large quantity of securities. Therefore, Advisor may combine or batch such orders to obtain best execution, to negotiate more favorable commission rates or other transaction costs that might not have been obtained had such orders been placed independently. Under this procedure transactions will be averaged as to price and transaction costs and will be allocated among clients daily in proportion to the purchase and sale orders placed for each client account.</p> <p>For other investment managers selected please consult their disclosure document for more information on their policy with regard to investment or brokerage discretion.</p> <p>ADDITIONAL COMPENSATION</p> <p>Advisor will have arrangements with other service providers whereby Advisor or its representatives may pay a referral fee to a third party for referring clients. Any conflict of interest that may exist, will be fully disclosed to any client via the rules governing the solicitor relationship. At a minimum the client will receive the Advisor's disclosure brochure and a separate solicitor's brochure.</p> <p>Spire receives client referrals from Charles Schwab & Co., Inc. (Schwab) through Advisor's participation in Schwab Advisor Network and through Fidelity's IWS referral program ("The Services"). These Services are designed to help investors find an independent investment advisor. Both Schwab and IWS are broker-dealers independent of and unaffiliated with the Advisor. Neither Schwab nor IWS supervise the Advisor and has no responsibility for Advisor's management of clients' portfolios or Advisor's other advice or services. The Advisor pays Schwab fees to receive client referrals through the Service. The Advisor's participation in the Services may raise potential conflicts of interest described below.</p>

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

Applicant: Spire Wealth Management, LLC	SEC File Number: 801- 60468	Date: 10/15/2009
--	------------------------------------	-------------------------

(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 Form ADV: Spire Wealth Management, LLC	IRS Empl. Ident. No.: 54-1831247
---	-------------------------------------

Item of Form (identify)	Answer
	<p>The Advisor pays Schwab a Participation Fee on all referred clients' accounts that are maintained in custody at Schwab and a Non-Schwab Custody Fee on all accounts that are maintained at or transferred to, another custodian. The Participation Fee paid by Advisor is a percentage of the fees the client owes to Advisor or a percentage of the value of the assets in the client's account subject to a minimum Participation Fee. Advisor pays Schwab the Participation Fee for so long as the referred client's account remains in custody at Schwab. The Participation Fee is billed to the Advisor quarterly and may be increased, decreased or waived by Schwab from time to time. The Participation Fee is paid by the Advisor and not by the client. The Advisor has agreed not to charge clients referred through the Service fees or costs greater than the fees or costs Advisor charges clients with similar portfolios who were not referred through the Service. Currently there are no participation fees with IWS.</p> <p>The Advisor generally pays Schwab a Non-Schwab Custody Fee if custody of a referred client's account is not maintained by, or assets in the account are transferred from, Schwab. This fee does not apply if the client was solely responsible for the decision not to maintain custody at Schwab. The Non-Schwab Custody Fee is a one-time payment equal to a percentage of the assets placed with a custodian other than Schwab. The Non-Schwab Custody Fee is higher than the Participation Fees Advisor generally would pay in a single year. Thus, the Advisor will have an incentive to recommend that client accounts be held in custody at Schwab.</p> <p>The Participation and Non-Schwab Custody Fees will be based on assets in accounts of Advisor's clients who were referred by Schwab and those referred clients' family members living in the same household. Thus, the Advisor will have incentives to encourage household members of clients referred through the Service to maintain custody of their accounts and execute transactions at Schwab and to instruct Schwab to debit Advisor's fees directly from the accounts.</p>