

WOODLANDS PROFESSIONAL BUILDING  
12721 SAWMILL ROAD, SUITE 100  
THE WOODLANDS, TEXAS 77380  
281.362.7082 • 888.291.2540  
WWW.CGERACI.COM



*As A Registered Investment Advisor in the State of Texas,  
I am required by state securities law to provide you with the  
attached documentation:*

Form ADV, Part II

Standard Investment Advisor Agreement

Certificate of Registration

**FORM ADV**

**Uniform Application for Investment Adviser Registration**

**Part II - Page 1**

OMB APPROVAL	
OMB Number:	3235-0049
Expires:	February 28, 2011
Estimated average burden	
Hours per response...	.4.07

Name of Investment Adviser: <b>C. Geraci &amp; Company</b>				
Address: (Number and Street)	(City)	(State)	(Zip Code)	Area Code: Telephone Number:
<b>12721 Sawmill Road, Suite 100</b>	<b>The Woodland</b>	<b>TX</b>	<b>77380</b>	<b>( 281) 362-7082</b>

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

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

**Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

Applicant: <b>C. Geraci &amp; Company</b>	SEC File Number: <b>801-N/A</b>	Date: <b>Nov. 13, 2009</b>
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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 type="checkbox"/>	(1) Provides investment supervisory services . . . . .	_____ %
<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 . . . . .	<b>50%</b>
<input type="checkbox"/>	(4) Issues periodicals about securities by subscription . . . . .	_____ %
<input type="checkbox"/>	(5) Issues special reports about securities not included in any service described above . . . . .	_____ %
<input type="checkbox"/>	(6) Issues, not as part of any service described above, any charts, graphs, formulas, or other devices which clients may use to evaluate securities . . . . .	_____ %
<input checked="" type="checkbox"/>	(7) On more than an occasional basis, furnishes advice to clients on matters not involving securities . . . . .	<b>50%</b>
<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 <input checked="" type="checkbox"/>	No <input type="checkbox"/>
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C. Applicant offers investment advisory services for: (check all that apply)

<input type="checkbox"/>	(1) A percentage of assets under management	<input type="checkbox"/>	(4) Subscription fees
<input checked="" type="checkbox"/>	(2) Hourly charges	<input 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		

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

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

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

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

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

Applicant: <b>C. Geraci &amp; Company</b>	SEC File Number: <b>801-N/A</b>	Date: <b>Nov. 13, 2009</b>
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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, 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
- 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:
 

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

(For each checked box in C, on Schedule F identify the related person and describe the relationship and the arrangements.)

D. Is applicant or a related person a general partner in any partnership in which clients are solicited to invest?.....  Yes  No

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

Applicant: <b>C. Geraci &amp; Company</b>	SEC File Number: 801- <b>N/A</b>	Date: <b>Nov. 13, 2009</b>
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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 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 *and* impose a minimum dollar value of assets or other conditions 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 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 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.

**Please refer to Schedule F, Item 11. A.**

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

**Please refer to Schedule F, Item 11. B.**

Applicant: <b>C. Geraci &amp; Company</b>	SEC File Number: <b>801-N/A</b>	Date: <b>Nov. 13, 2009</b>
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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:
- |  |                              |  |
|--|------------------------------|--|
| (1) securities to be bought or sold? .....               | Yes <input type="checkbox"/> | No <input checked="" type="checkbox"/> |
| (2) amount of the securities to be bought or sold? ..... | Yes <input type="checkbox"/> | No <input checked="" type="checkbox"/> |
| (3) broker or dealer to be used? .....                   | Yes <input type="checkbox"/> | No <input checked="" type="checkbox"/> |
| (4) commission rates paid? .....                         | Yes <input type="checkbox"/> | No <input checked="" type="checkbox"/> |

- B. Does applicant or a related person suggest brokers to clients? ..... Yes  No

For each yes answer to A describe on Schedule F any limitations on the authority. For each yes to A(3), A(4) or B, describe on Schedule F the factors considered in selecting brokers and determining the reasonableness of their commissions. If the value of products, research and services given to the applicant or a related person is a factor, describe:

- the products, research and services
- whether clients may pay commissions higher than those obtainable from other brokers in return for those products and services
- whether research is used to service all of applicant's accounts or just those accounts paying for it; and
- any procedures the applicant used during the last fiscal year to direct client transactions to a particular broker in return for 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
- B. directly or indirectly compensates any person for client referrals? ..... Yes  No

(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: <b>C. Geraci &amp; Company</b>	SEC File Number: 801- (N/A)	Date: <b>11/13/2009</b>
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1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: <b>Charles Geraci</b>	IRS Empl. Ident.No.: <b>Available upon request</b>
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Item of Form (identify)	Answer
Item 1.D.	<p><b>Advisory Services and Fees</b> Charles Geraci, CPA, PFS d.b.a. C. Geraci &amp; Company (hereinafter "Firm") offers personalized investment advisory services to individuals, pension and profit sharing plans, trusts, estates, charitable organizations, corporations, and other business entities.</p> <p>Charles Geraci, CPA, PFS is a sole proprietor, registered as an investment adviser under the laws of the State of Texas. This Schedule F narrative provides clients with information regarding C. Geraci &amp; Company and the qualifications, business practices, and nature of advisory services that should be considered before becoming an advisory client of the Firm.</p> <p>Individuals associated with C. Geraci &amp; Company will provide its investment advisory services. These individuals are appropriately licensed, qualified, and/or authorized to provide advisory services on behalf of C. Geraci &amp; Company. Such individuals are known as Investment Adviser Representatives (IARs). These services are provided through VSR Financial Services, Inc.</p> <p><b>Financial Planning and Consulting Services</b> Financial planning services typically involve providing a variety of services, principally advisory in nature, to clients regarding the management of their financial resources based upon an analysis of their individual needs. The Firm will first conduct an initial consultation to determine the scope of services required with the client. If the client and the Firm mutually decide to proceed, the client will engage the Firm to provide financial planning services. Follow up meetings will be conducted as necessary, during which pertinent information about the client's financial circumstances and objectives will be collected. Once such information has been reviewed and analyzed, a written financial plan designed to achieve the client's stated financial goals and objectives will be produced and presented to the client. The primary objective of this process is to allow the Firm to assist the client in developing a strategy for the successful management of income, assets, and liabilities in meeting the client's financial goals and objectives.</p> <p>Financial plans are based on the client's financial situation at the time the plan is presented and are based on financial information disclosed by the client to the Firm. Clients are advised that certain assumptions may be made with respect to interest and inflation rates and use of past trends and performance of the market and economy. Past performance is in no way an indication of future results. The Firm cannot offer any guarantees or promises that the client's financial goals and objectives will be met.</p> <p>For clients wishing to engage the Firm for financial planning services, the fee for a financial plan generally ranges between \$2,250 and \$5,000. Factors that are considered when determining the cost of a financial plan, include but are not limited to:</p> <ul style="list-style-type: none"> <li>▪ The scope of the plan, i.e., plans that cover all aspects of a clients financial plan such as business succession, estate planning, retirement needs, education planning, and successor trusts, among others, would warrant a higher fee that a more simplistic client situation covering typical financial needs for current money management and retirement.</li> <li>▪ Complexity of the client financial situation, i.e., trusts, estates, business ownership, tax brackets and other personal needs.</li> </ul>

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

**Schedule F of  
Form ADV**

**Continuation Sheet for Form ADV Part II**

Applicant: <b>C. Geraci &amp; Company</b>	SEC File Number: 801- (N/A)	Date: <b>11/13/2009</b>
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1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: <b>Charles Geraci</b>	IRS Empl. Ident.No.: <b>Available upon request</b>
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Item of Form (identify)	Answer
Item 1.D. (continued)	<p>Fees are payable prior, upon execution of the <i>Engagement Agreement</i>. An estimate of the total time/cost will be determined at the start of the advisory relationship. In limited circumstances, the time/cost could potentially exceed the initial estimate. In such cases, the Firm will notify the client and will request that the client approve additional fees.</p> <p><b>General Consulting Services</b> Additionally, C. Geraci &amp; Company may provide general consulting services on securities and non-securities related investments on a non-continuous basis. The frequency of the services provided will be agreed upon by the client and C. Geraci &amp; Company and shall be formalized in the client agreement. Such services may include a review of the client's existing portfolio with asset allocation recommendations, a review/evaluation of recommendations made by other advisory professionals for suitability, management and/or monitoring of a participant's investments in a 401(k) plan, or on-going portfolio monitoring services.</p> <p>Typically, general consulting services are offered at the Firm's hourly rate, which ranges between \$200 and \$475. The hourly fee is negotiable based upon the complexity and scope of the plan and the client's financial situation and objectives. Fees are payable upon completion of the agreed upon services. Applicable fees, fee payment arrangements, and the terms of the engagement will be clearly set forth in the client agreement executed between the Firm and the client.</p> <p>Clients may act on the Firm's recommendations by placing securities transactions with any brokerage firm the client chooses. The client is under no obligation to act on the Firm's financial planning recommendations. Moreover, if the client elects to act on any of the recommendations, the client is under no obligation to implement the financial plan through the Firm.</p> <p>All advisory services, all financial planning fees and/or all consulting service fees may be deducted from clients accounts held at TD Ameritrade.</p> <p><b>General Information on Advisory Services and Fees</b> C. Geraci &amp; Company shall never have custody of any client funds or securities, as the services of a qualified independent custodian will be used for these asset management services.</p> <p>C. Geraci &amp; Company does not represent, warrant, or imply that the services or methods of analysis employed by the firm can or will predict future results, successfully identify market tops or bottoms, or insulate clients from losses due to market corrections or declines.</p> <p>Advice offered by C. Geraci &amp; Company may involve investment in mutual funds. Clients are hereby advised that all fees paid to C. Geraci &amp; Company for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds (described in each fund's prospectus) to their shareholders. These fees will generally include a management fee and other fund expenses. Further, there may be transaction charges involved with purchasing or selling of securities. C. Geraci &amp; Company does not share in any portion of the brokerage fees/transaction charges imposed by the custodian holding the client funds or securities. The client should review all fees charged by mutual funds, C. Geraci &amp; Company, and others to fully understand the total amount of fees to be</p>

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

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

Applicant: <b>C. Geraci &amp; Company</b>	SEC File Number: 801- (N/A)	Date: <b>11/13/2009</b>
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1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: <b>Charles Geraci</b>	IRS Empl. Ident.No.: <b>Available upon request</b>
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Item of Form (identify)	Answer
	paid by the client.
Item 3.L.	<p><b>Types of Investments/Sources of Information</b> C. Geraci &amp; Company reserves the right to advise clients on other types of investments that it deems appropriate based on the client's stated investment goals and objectives. The Firm may also provide advice on any type of investment held in a client's portfolio at the inception of the advisory relationship.</p>
Item 5.	<p><b>Education and Business Standards</b> Associated persons of the Firm that are involved in determining or giving investment advice to clients must have received their FINRA Series 7 License, FINRA Series 66 License and have 5 years investment experience.</p>
Item 6.	<p><b>Education and Business Background</b> <u><b>Charles Geraci:</b></u> DOB: 09/29/1951 Charles Geraci is a Certified Public Accountant and an independent consultant who specializes exclusively in the areas of business, tax, retirement and estate planning. Mr. Geraci is accredited as a Personal Financial Planning Specialist (PFS) by the American Institute of Certified Public Accountants.</p> <p>A Chartered Financial Consultant and Chartered Life Underwriter, Charles has spoken on business, tax, retirement and estate-planning issues conducted for fellow CPA's and Attorneys. His continuing education forums are designed to help practitioners understand technical aspects involved in the implementation of effective planning strategies.</p> <p>Charles provides well-timed advice to company owners, senior managers and families regarding personal financial and tax planning; investment, retirement and estate planning. A special area of emphasis in Mr. Geraci's practice is tax planning and planning with respect to material qualified retirement plans and IRA's. Client investment preferences and risk tolerances are highly regarded while focusing on minimizing income and transfer taxes.</p> <p>Mr. Geraci has the ability to listen to concerns and lay out various options that make sense in light of emotional and tax issues. His recommendations have helped clients to save thousands of dollars in estate and income taxes through accurate and timely planning. Quite often, clients have materially increased their discretionary retirement income while maximizing wealth transfer to future generations, estate tax free.</p> <p>For the past several years, Charles has consulted with company owners, senior managers and families on structuring their estates to minimize tax exposure and secure retirement income needs. These sessions have provided Charles the opportunity to assist businesses and individuals in solving a multitude of issues ranging from funding company buy-sell agreements to individual investment and tax planning strategies.</p> <p><i>A brief summary of services provided by Mr. Geraci are as follows:</i></p> <p><b>Planning Services</b> Fee based Advisory Services Portfolio and Investment Analysis Financial planning &amp; Estate transfer techniques</p>

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

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

Applicant: <b>C. Geraci &amp; Company</b>	SEC File Number: 801- (N/A)	Date: <b>11/13/2009</b>
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1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: <b>Charles Geraci</b>	IRS Empl. Ident.No.: <b>Available upon request</b>
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Item of Form (identify)	Answer
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<p>Item 6. (Continued)</p>	<p>Wealth transfer strategies Stock option strategies Insurance reviews and annuity analysis</p> <p><b>Investment Management</b> Brokerage services: Stocks, Bonds, Mutual Funds Separately managed accounts</p> <p><b>Business Owner Services</b> Tax planning strategies Business succession planning Qualified plans (Traditional &amp; Roth 401k's, profit sharing, SEP ect.) Non-qualified plans to include Deferred Compensation</p> <p><b>Specialty Assets</b> Real Estate Trusts (REITs) Oil and Gas Partnerships Section 1031 Exchanges Equipment Leasing Programs</p> <p><b><u>Educational Background</u></b></p> <table border="1" style="width: 100%;"> <thead> <tr> <th>Organization</th> <th>Examination</th> <th>Designation</th> <th>Date Taken</th> </tr> </thead> <tbody> <tr> <td>University of Texas</td> <td>N/A</td> <td>Bachelors of Business Administration</td> <td>05/1975</td> </tr> <tr> <td>American Institute of Certified Public Accountants (AICPA)</td> <td>Uniform Public Accountancy Exam</td> <td>Certified Public Accountant (CPA)</td> <td>05/1986</td> </tr> <tr> <td>American College</td> <td>Uniform Life Underwriting Exam</td> <td>Certified Life Underwriter (CLU)</td> <td>06/1993</td> </tr> <tr> <td>American College</td> <td>Uniform Life Chartered Financial Consultant Exam</td> <td>Chartered Financial Consultant (ChFC)</td> <td>06/1993</td> </tr> <tr> <td>American Institute of Certified Public Accountants</td> <td>Waived<sup>(1)</sup></td> <td>Personal Financial Specialist (PFS)</td> <td>06/1994</td> </tr> </tbody> </table> <p>(1) <i>Personal Financial Specialist (PFS: designation granted by AICPA. Exam waived; qualified on experience level and ChFC exam.</i></p> <p><b><u>Melanie Null:</u></b> DOB: 03/15/1966 With 5 years' experience in our investment advisor firm, Melanie, an Investment Advisor Representative, oversees all aspects of the company including Client Services, Marketing, and Operations. Her past three years experience as our Client Services Manager give her an inherent understanding of the people we work with and the culture of our company. Melanie holds her Series 7 license as well as her 66 state license. Her specialized</p>	Organization	Examination	Designation	Date Taken	University of Texas	N/A	Bachelors of Business Administration	05/1975	American Institute of Certified Public Accountants (AICPA)	Uniform Public Accountancy Exam	Certified Public Accountant (CPA)	05/1986	American College	Uniform Life Underwriting Exam	Certified Life Underwriter (CLU)	06/1993	American College	Uniform Life Chartered Financial Consultant Exam	Chartered Financial Consultant (ChFC)	06/1993	American Institute of Certified Public Accountants	Waived <sup>(1)</sup>	Personal Financial Specialist (PFS)	06/1994
Organization	Examination	Designation	Date Taken																						
University of Texas	N/A	Bachelors of Business Administration	05/1975																						
American Institute of Certified Public Accountants (AICPA)	Uniform Public Accountancy Exam	Certified Public Accountant (CPA)	05/1986																						
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American College	Uniform Life Chartered Financial Consultant Exam	Chartered Financial Consultant (ChFC)	06/1993																						
American Institute of Certified Public Accountants	Waived <sup>(1)</sup>	Personal Financial Specialist (PFS)	06/1994																						
<p>Item 6. (Continued)</p>	<p>(1) <i>Personal Financial Specialist (PFS: designation granted by AICPA. Exam waived; qualified on experience level and ChFC exam.</i></p> <p><b><u>Melanie Null:</u></b> DOB: 03/15/1966 With 5 years' experience in our investment advisor firm, Melanie, an Investment Advisor Representative, oversees all aspects of the company including Client Services, Marketing, and Operations. Her past three years experience as our Client Services Manager give her an inherent understanding of the people we work with and the culture of our company. Melanie holds her Series 7 license as well as her 66 state license. Her specialized</p>																								

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

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

Applicant: <b>C. Geraci &amp; Company</b>	SEC File Number: 801- (N/A)	Date: <b>11/13/2009</b>
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1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: <b>Charles Geraci</b>	IRS Empl. Ident.No.: <b>Available upon request</b>
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Item of Form (identify)	Answer
<p>Item 7.A.B.C. Item 9.B.</p>	<p>knowledge, skill and dedication to the firm are tremendous assets that contribute significantly to our growth and success.</p> <p><b>Other Business Activities/ Other Financial Industry Activities or Affiliations</b> Investment Advisor Representatives of the Firm are registered representatives with VSR Financial Services, Inc. ("VSR"), an SEC registered investment adviser and broker-dealer and a member of FINRA and SIPC, located in Overland Park, KS. As such, these individuals, in their separate capacities as registered representatives, will effect securities transactions, and will receive separate, yet customary compensation for effecting such transactions. All recommendations made by Investment Advisor Representatives are specific to each client's individual needs and current financial situation.</p> <p>Investment Advisor Representatives of C. Geraci &amp; Company, who are licensed insurance agents, can effect transactions in insurance products for its clients and earn commissions for these activities. Clients are instructed that the fees paid to the Firm for advisory services are separate and distinct from the commissions earned by Investment Advisor Representatives for placing the client in insurance products. Clients to whom the Firm offers advisory services are informed that they are under no obligation to use Investment Advisor Representatives of Firm for insurance services and may use the insurance brokerage firm and agent of their choosing.</p>
<p>Item 9.E.</p>	<p>Investment Advisor Representatives of C. Geraci &amp; Company spend approximately 50% of their time providing brokerage and advisory services through VSR with the remainder spent acting in their capacities as advisory representatives of the Firm.</p> <p><b>Participation or Interest in Client Transactions</b> At times, The Firm or individuals associated with the Firm may buy or sell – for their personal account(s) - investment products identical to those recommended to clients.</p> <p>The Firm has adopted a Code of Ethics, the full text of which is available to clients and prospective clients upon request. The Firm has several goals in adopting this Code. First, the Firm desires to comply with all applicable laws and regulations governing its practice, and the management of the Firm has determined to set forth guidelines for professional standards, under which all associated persons of the Firm are to conduct themselves. The Firm has set high standards, the intention of which is to protect client interests at all times and to demonstrate its commitment to its fiduciary duties of honesty, good faith and fair dealing with clients. All associated persons are expected to adhere strictly to these guidelines. In addition, the Firm maintains and enforces written policies reasonably designed to prevent the misuse of material non-public information by the Firm or any person associated with the Firm.</p> <p><b>Voting Proxies</b> Where a firm votes proxies on behalf of clients, the Advisors Act Rule 206(4)-6 requires C. Geraci &amp; Company to establish written policies and procedures regarding how it exercises proxy voting authority with respect to client securities.</p> <p>C. Geraci &amp; Company does not vote proxies for clients.</p>

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

**Schedule F of  
Form ADV**

**Continuation Sheet for Form ADV Part II**

Applicant: <b>C. Geraci &amp; Company</b>	SEC File Number: 801- (N/A)	Date: <b>11/13/2009</b>
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1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: <b>Charles Geraci</b>	IRS Empl. Ident.No.: <b>Available upon request</b>
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Item of Form (identify)	Answer
Item 11.A.B.	<p><b>Frontrunning/Dumping</b> C. Geraci &amp; Company does not Purchase or sell a security (including a mutual fund) in a personal account before purchasing or selling that security in a client account; OR purchasing or selling with advance knowledge of, and before, corresponding purchases or sales in portfolios of mutual funds owned by clients. In both cases, acting to obtain a more favorable price for a personal account than may be later available.</p> <p><b>Privacy Policies</b> C. Geraci &amp; Company views protecting its Client's private information as a top priority and, pursuant to the requirements of the federal Gramm Leach Bliley Act, the Firm has instituted policies and procedures to ensure that customer information is kept private and secure.</p> <p>C. Geraci &amp; Company does not disclose any nonpublic information about its customers or former Clients to any nonaffiliated third parties, except as permitted by law. In the course of servicing a client's account, C. Geraci &amp; Company may share some information with its service providers, such as transfer agents, custodians, broker-dealers, accountants, and lawyers.</p> <p>C. Geraci &amp; Company restricts internal access to nonpublic personal information about the client to those associated persons of C. Geraci &amp; Company who need access to that information in order to provide services to the client. As emphasized above, it has always been and will always be the Firm's policy never to sell information about current or former clients or their accounts to anyone. It is also the Firm's policy not to share information unless required to process a transaction, at the request of a client, or as required by law.</p>
Item 12.B.	<p><b>Review of Accounts/Reports to Clients</b> Reviews of financial plans are available at the client's request. Updates to the written financial plan may be provided in conjunction with the review. Such reviews and updates will be subject to the Firm's then current financial planning fees. All accounts are reviewed by Charles Geraci, CPA/PFS, Michael Lindauer, CPA/CFP® and Melanie Null. The Firm may provide clients with reports in conjunction with the review of the client's financial plan.</p>
Item 13.A.	<p><b>Suggestion of Broker</b> Investment Advisor Representatives of the Firm are registered representatives of VSR. In the event that a client freely chooses to implement the advice rendered through the Firm's Investment Advisor Representative, the broker/dealer will be VSR. Investment Advisor Representatives of C. Geraci &amp; Company could receive normal and customary compensation resulting from any securities or insurance transactions.</p> <p><b>Additional Compensation</b> Investment Advisor Representatives of C. Geraci &amp; Company may sell insurance products, including, but not limited to, life, health, disability and long-term care products, and will receive compensation, in the form of commissions, on the sale of such products. They may also receive compensation on the sale of securities through their capacities as registered representatives of VSR. C. Geraci &amp; Company may also earn fees for portfolio management from VSR when acting as Investment Advisor Representatives of VSR's corporate investment adviser.</p> <p><b>Miscellaneous</b> <i>Class Action Lawsuits</i></p>

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**Schedule F of  
Form ADV**

**Continuation Sheet for Form ADV Part II**

Applicant: <b>C. Geraci &amp; Company</b>	SEC File Number: 801- (N/A)	Date: <b>11/13/2009</b>
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1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: <b>Charles Geraci</b>		IRS Empl. Ident.No.: <b>Available upon request</b>
Item of Form (identify)	Answer	
	<p>From time to time, securities held in the accounts of clients may be the subject of class action lawsuits. The Firm has no obligation to determine if securities held by the client are subject to a pending or resolved class action lawsuit. It also has no duty to evaluate a client's eligibility or to submit a claim to participate in the proceeds of a securities class action settlement or verdict. Furthermore, the Firm has no obligation or responsibility to initiate litigation to recover damages on behalf of clients who may have been injured as a result of actions, misconduct or negligence by corporate management of issuers whose securities are held by clients.</p> <p>Where the Firm receives written or electronic notice of a class action lawsuit, settlement or verdict affecting securities owned by a client, it will forward all notices, proof of claim forms and other materials, to the client. Electronic mail is acceptable where appropriate, and the client has authorized contact in this manner.</p>	

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

## INVESTMENT ADVISOR AGREEMENT

This plan management agreement is hereby entered into between C. Geraci & Company and \_\_\_\_\_ (“Client”) as of the date indicated below.

Client acknowledges receipt of Part II of form ADV, a disclosure statement containing at least the information required by Schedule H of Form ADV if the client is entering into a wrap fee program sponsored by the investment advisor. If the appropriate disclosure statement was not delivered to the client at least 48 hours prior to the client entering into any written or oral advisory contract with this investment advisor, then the client has the right to terminate the contract without penalty within five business days after entering the contract. For the purposes of this provision, a contract is considered entered into when all parties to the contract have signed the contract, or in the case of an oral contract otherwise signified their acceptance, any other provisions of this contract notwithstanding.

C. Geraci & Company agrees to perform the following services: (1) Initial review of client’s investment portfolio along with discussion of client’s goals, objectives and risk tolerance levels, (2) Portfolio asset allocation recommendations, (3) Specific investment recommendations within each asset allocation category, (4) Assistance in setting up accounts (5) Implementation of recommended strategy (6) Monthly monitoring of portfolio with additional recommendations based on changing market conditions (7) Annual Review of accounts.

Client agrees to pay C. Geraci & Company a flat fee of \$\_\_\_\_\_ annually. This fee will be reevaluated annually.

The client may designate the account to be charged. Additionally, no assignment of such contract shall be made by the investment advisor without the consent of the other party to the contract.

Client hereby agrees to allow ¼ of the annual fee, \$\_\_\_\_\_ to be earned at the beginning (in advance) of each quarter and collected as a debit to his or her TD Ameritrade account. This contract can be canceled with thirty (30) days written notice of either party.

**Negotiation, Mediation, and Arbitration**

In the event of any dispute, claim, question, or disagreement, and the like, arising from or relating to this Agreement or breach thereof by any Party, the Party alleging a dispute shall give a written notice with confirmation to the remaining Parties. The Parties then agree they shall use their best efforts to settle the Dispute through negotiation. To this effect, the Parties shall consult and negotiate with each other in good faith and recognizing their mutual interests, attempt to reach a just and equitable solution satisfactory to all Parties.

If the Parties do not reach a solution through negotiation within 30 days of a Party giving the written notice of a Dispute, then the Parties agree first to try in good faith to settle the Dispute by mediation administered by the Dispute Resolution Center of Harris County, Texas under rules of mediation agreed upon by the Parties before resorting to arbitration. If the Parties cannot agree upon mediation rules, then mediation of the Dispute is to be administrated by Dispute Resolution Center of Harris County Rules. Such mediation shall be conducted within 60 days of a Party giving written notice of a Dispute.

If the Parties do not reach a solution through mediation, then the Parties agree that any Dispute arising out of or relating to this Agreement, or breach thereof, shall be settled by final and binding arbitration administered by the Dispute Resolution Center of Harris County, Texas under rules of arbitration agreed upon by the Parties before resorting to arbitration. By this Agreement, the Parties are waiving their rights to seek any and all rights and remedies in civil court, including the right to a jury trial. If the Parties cannot agree upon arbitration rules, then arbitration of the Dispute is to be administrated by Dispute Resolution Center of Harris County Rules. Any Party shall have the right to initiate and compel binding arbitration within 90 days of a Party giving written notice of a Dispute, but only after a good faith attempt has been made to negotiate and mediate the Dispute. The award or ruling rendered by the arbitrator may be entered in any federal or state court of competent jurisdiction. The award or ruling shall be in writing and shall include a statement regarding the reasons for the disposition of any claim.

Within 15 days after the commencement of arbitration, the Dispute Resolution Center of Harris County, Texas, shall appoint an Arbitrator who is an Attorney whom has experience dealing with consulting agreements and/or general business experience. No Arbitrator shall be related to or affiliated with any Party hereto.

The place of arbitration shall be The Woodlands, Montgomery County, Texas or the Dispute Resolution Center of Harris County, Texas.

Except as may be required by law, neither party nor any arbitrator may disclose the existence, content, or results of any arbitration hereunder without the prior written consent of all parties to the Arbitration.

The parties agree that any Dispute arising between the parties before execution of this agreement with merge into and be handled by the terms of this agreement.

Agreed to on this \_\_\_\_ day of \_\_\_\_\_, 2010.

Agreed to on this \_\_\_\_ day of \_\_\_\_\_, 2010 .

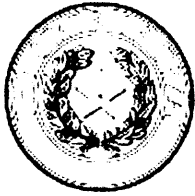
C. Geraci & Company

Client(s)

By: \_\_\_\_\_

By: \_\_\_\_\_

By: \_\_\_\_\_



# Texas State Securities Board

P.O. BOX 13167 AUSTIN, TEXAS 78711

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## CERTIFICATE OF REGISTRATION

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THE SECURITIES COMMISSIONER HEREBY CERTIFIES THAT THE COMPANY AND/OR INDIVIDUAL NAMED BELOW IS REGISTERED AS

**AN INVESTMENT ADVISER**

CHARLES GERACI  
12721 SAWMILL ROAD SUITE 100  
THE WOODLANDS, TX, 77380

File #: 30209  
Expiration date: 12/31/2010

Doing business as:  
C. GERACI & COMPANY

Designated officer: sole proprietor

  
DENISE VOIGT CRAWFORD  
SECURITIES COMMISSIONER

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Texas investor complaint hotline 1-888-663-0009

Certificate generated on: 02/22/2010

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WARNING: IT IS A CRIMINAL OFFENSE TO FALSIFY INFORMATION CONTAINED IN A CERTIFICATE OF REGISTRATION ISSUED BY THE STATE SECURITIES BOARD; USE SUCH A RECORD WITH KNOWLEDGE OF ITS FALSITY; OR MAKE A FALSE STATEMENT CONCERNING ANY REGISTRATION MADE UNDER THE PROVISIONS OF THE TEXAS SECURITIES ACT.