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ATTORNEYS



U.S. DEPT. OF LABOR
PUB. L. 95-113
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LISA A. WOMACK

July 25, 2005

File No.: 3981.01

Top Hat Plan Exemption
Employee Benefits Security Administration
U.S. Department of Labor/Room N-1513
200 Constitution Avenue, N.W.
Washington, D.C. 20210

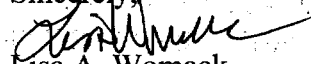
Re: Geneos Wealth Management Deferred Compensation Plan; EIN: 02-0580939

Dear Sir/Madam:

Pursuant to Department of Labor Regulation Section 2520.104-23, we hereby submit the following declarations on behalf of Geneos Wealth Management ("Employer"), for the purpose of satisfying the reporting and disclosure provisions of Part 1 of Title I of the Employee Retirement Income Security Act of 1974. On June 15, 2005, the Employer adopted a top hat plan known as the Geneos Wealth Management Deferred Compensation Plan ("Plan"). The effective date of the Plan is July 1, 2005.

The Plan is an unfunded deferred compensation plan maintained by the Employer primarily for the purpose of providing deferred compensation for a select group of management and highly compensated employees. Benefits under the Plan will be paid, as needed, solely from the general assets of the Employer, or provided exclusively through insurance contracts or policies, the premiums for which will be paid directly by the Employer from its general assets, issued by an insurance company or similar organization which is qualified to do business in any state. As of this date, approximately fifty employees have been selected to participate in the Plan.

Sincerely,


Lisa A. Womack

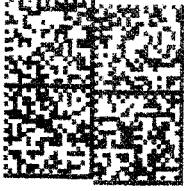
LAW:slt

Enclosures

cc: Russ Diachok, Geneos Wealth Management
Rocky Grimes, BGW Walker & Hebets
Michael E. Pietzsch, Pietzsch, Bonnett & Womack

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