

Uniform Application for Investment Adviser Registration

Name of Investment Adviser: Investment Advisors International, Inc.					
Address: (Number and Street)	(City)	(State)	(Zip Code)	Area Code	Telephone Number
11315 Johns Creek Parkway	Duluth	GA	30097	(770)	248-3649

**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.)
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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.

1. A. Advisory Services and Fees. (check the applicable boxes) For each type of service provided, state the approximate % of total advisory billings from that service. (See instruction below.)

Applicant:

<input checked="" type="checkbox"/>	(1)	Provides investment supervisory services	<u>5</u>	%
<input type="checkbox"/>	(2)	Manages investment advisory accounts not involving investment supervisory services	_____	%
<input type="checkbox"/>	(3)	Furnishes investment advice through consultations not included in either service described above	_____	%
<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	<u>95</u>	%
<input type="checkbox"/>	(8)	Provides a timing service	_____	%
<input type="checkbox"/>	(9)	Furnishes advice about securities in any manner not described above	_____	%

(Percentages should be based on applicant's last fiscal year. If applicant has not completed its first fiscal year, provide estimates of advisory billings for that year and state that the percentages are estimates.)

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

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

<input checked="" type="checkbox"/>	(1)	A percentage of assets under management	<input type="checkbox"/>	(4)	Subscription fees
<input type="checkbox"/>	(2)	Hourly charges	<input type="checkbox"/>	(5)	Commissions
<input 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			

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

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

- A. Equity securities H. United States government securities
- (1) exchange-listed securities
- (2) securities traded over-the-counter I. Options contracts on:
- (3) foreign issuers (1) securities
- B. Warrants (2) commodities
- C. Corporate debt securities (other than commercial paper) J. Futures contracts on:
- D. Commercial paper (1) tangibles
- E. Certificates of deposit (2) intangibles
- F. Municipal securities K. Interests in partnerships investing in:
- G. Investment company securities: (1) real estate
- (1) variable life insurance (2) oil and gas interests
- (2) variable annuities (3) other (explain on Schedule F)
- (3) mutual fund shares 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) Charting (4) Cyclical
- (2) Fundamental (5) Other (explain on Schedule F)
- (3) Technical

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

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

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

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

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

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	● 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 type="checkbox"/> (7) accounting firm
<input checked="" type="checkbox"/> (2) investment company	<input type="checkbox"/> (8) law firm
<input checked="" 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.)

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.)

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

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.

See Item 11A of Schedule F

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

See Item 11 B of Schedule F

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

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

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

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

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Investment Advisors International, Inc.	IRS Empl. Ident. No.: 20-3992563
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Item of Form (identify)	Answer
1D	<p><u>IAI Programs</u></p> <p>The following are descriptions of the different programs and fee schedules available through Investment Advisors International, Inc.</p> <p><u>Solicitation Program</u></p> <p>The primary line of business of Investment Advisors International, Inc. (the "Company" or "IAI") is its Solicitation Program. Through IAI's Investment Advisor Representatives and Solicitors ("Representatives"), prospects and existing clients have access to portfolio management services provided by third-party investment advisers for which IAI solicits. IAI has entered into solicitation agreements with a number of SEC Registered Investment Advisers ("Advisers") who offer asset allocation programs, management of individual portfolios and 401K plan services, including but not limited to infrastructure, content, customer service, and online account management in a bundled retirement plan and e-commerce solution. IAI, through its Representatives where permitted, assists clients in selecting an Adviser whose investment strategies suit the client's individual needs and financial objectives. The Adviser charges the client a fee for portfolio management services. Advisers then compensate IAI for solicitation activities, and IAI in turn compensates its Representatives. This compensation arrangement is discussed in the Solicitors Disclosure Document which is presented to the client in the Adviser's account establishment paperwork. Other solicitation activities that Representatives perform may include explaining to prospective and current clients Advisers' services and fee schedules, obtaining client's financial data, assisting in the establishment of client accounts, and contacting clients for quarterly and annual account reviews. To learn more about the specific authority granted by clients to the Advisers and portfolio management fees charged by Advisers for their specific programs please refer to the Advisers' respective Form ADV Part II.</p> <p>Client accounts managed by an Adviser may include mutual funds and variable insurance products. All fees paid by a client to an Adviser for portfolio management services are separate and distinct from the fees and expenses charged by such mutual funds, underlying funds of a variable insurance product or administrative fees and expenses associated with a variable insurance contract. These fees will generally include a management fee, other fund expenses, possible distribution fees, cost of insurance, mortality and expenses charges, and administrative fees and possible distribution fees. Based on the investments chosen by the Adviser, a client may pay an initial or deferred sales charge or surrender fee if the fund or policy also imposes sales charges or surrender fees.</p>

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

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Investment Advisors International, Inc.	IRS Empl. Ident. No.: 20-3992563
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Item of Form (identify)	Answer						
	<p>IAI has established the following general guidelines with regards to our target fee ranges at different account funding levels for our Representatives:</p> <table style="margin-left: 40px; border: none;"> <tr> <td>On the first \$499,999</td> <td style="text-align: right;">1.0% - 1.4%</td> </tr> <tr> <td>On the next \$500,000 - \$999,999</td> <td style="text-align: right;">.80% - 1.0%</td> </tr> <tr> <td>On the next \$1 Million and above</td> <td style="text-align: right;">.60% - .80%</td> </tr> </table> <p>These target solicitation fees represent the fees paid to IAI, a portion of which is paid to the Representative(s), and are viewed as a guideline when evaluating the individual pricing structures of the Advisers in light of the type and size account of the client. For specific information about when fees will be charged to a client's account, please refer to the respective Adviser's Form ADV Part II and their account establishment paperwork. Upon the Adviser charging a client's account their portfolio management fee, the Adviser will then pay IAI the solicitation fee and IAI then pays the respective Representative(s).</p> <p>One Adviser, Flexible Plan Investments, Ltd. ("Flex Plan"), offers the Representative the option of charging clients an additional Establishment Fee in connection with the opening of certain Managed Solutions or Strategic Solutions account. This additional fee is for the Representative's initial consultation services with the client, determining the client's investment objectives and suitability of the program for the client, and the Adviser's administrative services necessary to establish the client's account with the Adviser and the custodian to be utilized for the client's account with the Adviser. The Establishment Fee is 1.20% of the initial investment and is also applied to any additional quarterly investment above \$5,000. The Custodian deducts this fee from the Client's account and an amount equal to .20% is paid to Flex Plan and an amount up to 1% is paid to the Solicitor who established the account for the Client. The Establishment Fee is negotiable by the Solicitor, but if charged, it shall not be less than the .20% payable to Flex Plan. Clients should be aware that other programs offering similar services may not charge an Establishment Fee and as a result may be more cost effective for the client. This may also lead to a conflict of interest for the Representative as he or she may recommend this product over other alternatives due to the availability of the Establishment Fee. Additional information about the Establishment Fee can be found in the Form ADV Part II and the Schedule H for the Flexible Plan Investments, Ltd.</p> <p>Through another Adviser, Curian Capital, LLC, a client may choose to pay the Adviser's Fees through either a Level Fee Option or a Fee Advance Option at the time of establishing an account. Under either of these options, the client will be charged the same fee agreed upon at the time of account establishment.</p>	On the first \$499,999	1.0% - 1.4%	On the next \$500,000 - \$999,999	.80% - 1.0%	On the next \$1 Million and above	.60% - .80%
On the first \$499,999	1.0% - 1.4%						
On the next \$500,000 - \$999,999	.80% - 1.0%						
On the next \$1 Million and above	.60% - .80%						

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

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Investment Advisors International, Inc.	IRS Empl. Ident. No.: 20-3992563
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Item of Form (identify)	Answer
	<p>The fee is an annual fee that will be calculated and paid monthly in arrears based on the client's average daily market value of the client's invested assets in the account. However, while the client pays no additional fees through either of these options, the Solicitor will be advanced a portion of his or her fee by the Adviser during the first year of the account if the Fee Advance Option is chosen by the client. In years two, three, and four the Solicitor will then receive a reduced fee, thus enabling the Adviser to recover the advance made to the Solicitor during the first year. The Fee Advance Option can provide incentive for the Solicitor to recommend this payment option and thus create a possible conflict of interest as the Solicitor will receive additional compensation during the first year of the account. The solicitor may also in turn not recommend to the client to close the account with the Adviser during years two, three, and four as the Adviser would then be entitled to recapture the advanced fee payment from the Solicitor. Additional information about the Establishment Fee can be found in the Wrap Fee Program Brochure for Curian Capital, LLC.</p> <p>IAI has entered into a Letter of Understanding with Manning & Napier Advisory Advantage Corporation ("Manning and Napier"), another Adviser. Through this agreement, IAI may be deemed a co-fiduciary with Manning and Napier and is allowed to provide certain non-discretionary advisory services in conjunction with the services provided by Manning and Napier. The non-discretionary advisory services are described in a Financial Advisory Agreement between the client and the Representative. In certain cases, Manning and Napier may decide to enter into a Solicitation Agreement with referrals made by Representatives. In these cases, a separate Solicitation Agreement would be completed for those accounts. Additional information about Manning and Napier's services may be found in their Form ADV Part II.</p> <p>The Company will not be compensated on the basis of a share of capital gains or on capital appreciation of the funds or any portion of the funds of the client.</p> <p><u>Elite Capital Builder (Wrap Account) Program ("Elite Program")</u></p> <p>The Company also has a wrap fee account program, which utilizes third-party portfolio managers ("Portfolio Manager(s)") and is currently available only to institutional clients that are corporate affiliates of the Company. Through the Elite Program, the Company provides non-discretionary investment supervisory services based on each client's individual needs, stated objectives, guidelines and the investment adviser programs selected by the client.</p> <p>The Company offers the Elite Program through authorized investment advisor</p>

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

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Investment Advisors International, Inc.	IRS Empl. Ident. No.: 20-3992563
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	<p>representatives ("Representatives") of the Company who are also resident in the Company's Home Office. These Representatives may also be registered representatives of World Group Securities, Inc. ("WGS"), a FINRA registered broker-dealer affiliated with IAI. In addition, the Company has entered into an agreement with WGS to provide brokerage services to Elite Program clients.</p> <p>The client will pay only one fee ("Wrap Fee") for all services provided under the Elite Program. No other charges shall be incurred by the client pursuant to this program. The wrap fee charged by the Company to each client for an Elite Program account is calculated quarterly, in advance, based on a maximum annual rate of 2.6% of the value of the investment account assets under management at the close of business on the last business day of the preceding calendar quarter (or, in the case of the commencement of an Elite Program account, on assets under management on the first day services are provided). If an account is managed for only a portion of a quarter, the fee will be prorated based upon a ninety day quarter. The minimum account size may vary depending on the Portfolio Manager(s) selected.</p> <p align="center"><u>FEE SCHEDULE</u></p> <table border="0" style="width:100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left;">Account Size</th> <th style="text-align: center;">Maximum Annual Fee</th> <th colspan="4" style="text-align: center;">Maximum Portfolio Manager Fees</th> </tr> <tr> <th style="text-align: left;">(measured in basis points)</th> <th></th> <th style="text-align: center;">Equity & Balanced</th> <th style="text-align: center;">Fixed Income</th> <th style="text-align: center;">Equity & Balanced</th> <th style="text-align: center;">Fixed Income</th> </tr> </thead> <tbody> <tr> <td>\$100,000 - \$200,000</td> <td style="text-align: center;">2.60%</td> <td style="text-align: center;">2.15%</td> <td></td> <td style="text-align: center;">.50% - .60%</td> <td style="text-align: center;">.25 - .50%</td> </tr> <tr> <td>\$200,001 - \$500,000</td> <td style="text-align: center;">2.50%</td> <td style="text-align: center;">2.15%</td> <td></td> <td style="text-align: center;">.50% - .60%</td> <td style="text-align: center;">.25 - .50%</td> </tr> <tr> <td>\$500,001 - \$750,000</td> <td style="text-align: center;">2.30%</td> <td style="text-align: center;">1.80%</td> <td></td> <td style="text-align: center;">.50% - .60%</td> <td style="text-align: center;">.25 - .50%</td> </tr> <tr> <td>\$750,001 - \$1,000,000</td> <td style="text-align: center;">2.10%</td> <td style="text-align: center;">1.50%</td> <td></td> <td style="text-align: center;">.50% - .60%</td> <td style="text-align: center;">.25 - .50%</td> </tr> <tr> <td>\$1,000,001 - \$2,000,000</td> <td style="text-align: center;">1.75%</td> <td style="text-align: center;">1.50%</td> <td></td> <td style="text-align: center;">.50% - .60%</td> <td style="text-align: center;">.25 - .50%</td> </tr> <tr> <td>\$2,000,001 - \$5,000,000</td> <td style="text-align: center;">1.40%</td> <td style="text-align: center;">1.25%</td> <td></td> <td style="text-align: center;">.50% - .60%</td> <td style="text-align: center;">.25 - .50%</td> </tr> <tr> <td>\$5,000,001 - \$8,000,000</td> <td style="text-align: center;">1.20%</td> <td style="text-align: center;">0.90%</td> <td></td> <td style="text-align: center;">.50% - .60%</td> <td style="text-align: center;">.25 - .50%</td> </tr> <tr> <td>\$8,000,001 - \$10,000,000</td> <td style="text-align: center;">1.10%</td> <td style="text-align: center;">0.75%</td> <td></td> <td style="text-align: center;">.50% - .60%</td> <td style="text-align: center;">.25 - .50%</td> </tr> <tr> <td>over \$10,000,000</td> <td style="text-align: center;">1.10% or negotiable</td> <td></td> <td></td> <td colspan="2" style="text-align: center;">negotiable</td> </tr> </tbody> </table> <p>Only the Portfolio manager and the custodian receive compensation for providing services to the Elite Program participants. In addition, the overall cost to the client for participation in the Elite Program account may be more than the cost of the same services provided separately depending on account size and the level of trading activity in the account.</p>	Account Size	Maximum Annual Fee	Maximum Portfolio Manager Fees				(measured in basis points)		Equity & Balanced	Fixed Income	Equity & Balanced	Fixed Income	\$100,000 - \$200,000	2.60%	2.15%		.50% - .60%	.25 - .50%	\$200,001 - \$500,000	2.50%	2.15%		.50% - .60%	.25 - .50%	\$500,001 - \$750,000	2.30%	1.80%		.50% - .60%	.25 - .50%	\$750,001 - \$1,000,000	2.10%	1.50%		.50% - .60%	.25 - .50%	\$1,000,001 - \$2,000,000	1.75%	1.50%		.50% - .60%	.25 - .50%	\$2,000,001 - \$5,000,000	1.40%	1.25%		.50% - .60%	.25 - .50%	\$5,000,001 - \$8,000,000	1.20%	0.90%		.50% - .60%	.25 - .50%	\$8,000,001 - \$10,000,000	1.10%	0.75%		.50% - .60%	.25 - .50%	over \$10,000,000	1.10% or negotiable			negotiable	
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1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Investment Advisors International, Inc.	IRS Empl. Ident. No.: 20-3992563
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Item of Form (identify)	Answer
3L	<p>If an Elite Program account is closed by a client, or is closed as the result of withdrawals which bring the Elite Program account value below the Portfolio Manager's required minimum, the client agrees to pay an early closing fee of the lesser of one additional quarterly fee equal to the client's previous quarterly fee or \$2000, in addition to any pre-paid quarterly fee, in order to cover the administrative cost of establishing an Elite Program account. Pershing, the acting custodian for Elite Program accounts, will deliver securities held in the account as instructed by the client unless the client requests the liquidation of the Elite Program account. After the first four calendar quarters, no early closing fee will apply and the client will be entitled to a pro rata refund of any pre-paid quarterly fee based upon the number of days remaining in the quarter of termination. The agreement may be terminated by either party for any reason at any time upon written notice to the others. The client has the right to terminate the agreement without fee or penalty within five business days of signing it.</p> <p>Please refer to the Elite Capital Builder Program brochure for complete details on fees, charges, and Program information.</p> <p><u>Types of Investments</u></p> <p>In both the Solicitation Program and the Elite Program, specific advice as to the types of investments to be used is not given by IAI Representatives, but is determined by the selected Adviser or Portfolio Manager.</p> <p>Under both Programs, IAI, through its Representatives where permitted, assists clients in selecting an Adviser or Portfolio Manager whose investment strategies suit the client's individual needs and financial objectives. Assistance may also be provided to clients in explaining the differences among the Advisers or Portfolio Managers available through either Program. IAI representatives may also provide assistance to the client by setting out special instructions for the management of the assets in an account; in understanding the investment management process, investment objectives, and the investment strategies undertaken as part of the service; in reviewing and completing the written materials required by the Adviser or Portfolio Manager; in monitoring reports, statements and performance results; in monitoring the client's ongoing needs and financial situation; and in answering questions about the service.</p> <p>Please refer to section 1D above for specific details about the Solicitation and Elite Program. Additional details about each of the Adviser's and Portfolio Manager's various types of accounts can be found in their respective Form ADV Part II.</p>

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

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Investment Advisors International, Inc.	IRS Empl. Ident. No.: 20-3992563
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Item of Form (identify)	Answer
4A(5) 4B(8) 4C(7) 5	<p>Security analysis is undertaken by the Adviser or Portfolio Manager.</p> <p>Sources of information are determined by the Adviser or Portfolio Manager.</p> <p>The investment strategies implemented in a client's account by the Adviser or Portfolio Manager are based on the identified needs and financial objectives of the client.</p> <p>Under the Solicitation Program, Representatives act as Solicitors for various Advisers who offer portfolio management services. The Representatives do not determine the specific types of investments to be used in client accounts. While Representatives using the Elite Program are not acting in a Solicitors capacity, they too do not determine the specific types of investments to be used in client accounts. The selected Portfolio Manager makes the investment selections in the Elite Program.</p> <p>The Company requires all Representatives of IAI to have either passed the Series 65/66 exam or have obtained one of the following professional designations: CFP, PFS, ChFC, CIC, and CFA, in addition to any license that is required by state law. In some states, where permitted by law, IAI may permit individuals who have obtained the CPA designation to act as solicitors for IAI for the Advisers available in the Solicitation Program.</p> <p>Associated persons of the Company in professional, managerial, or significant administrative positions have college degrees, advanced degrees, or professional credentials such as CLU, CFP, and CPA. Although graduate degrees and professional designations are often held, there are no specific standards in this regard if the individual is otherwise highly qualified.</p>
6	<p>Andrew M. Schaad DOB: 1974</p> <p>Education: Mr. Schaad received his Master in Business Administration in Finance from Georgia State University in 2008, his B.B.A. Degree in Finance from the University of Georgia in 1997. Mr. Schaad's licenses include FINRA Series 7, 24, state licenses 63 and 65.</p> <p>Business Background: Previous to becoming the Chief Operations Officer for IAI in February, 2008, Mr. Schaad acted as the firms Chief Compliance Officer starting in January, 2006. Mr. Schaad also held various positions with companies affiliated with IAI prior to his most current roles. Mr. Schaad began with World Group Securities, Inc. (WGS) as Operations Manager in August,</p>

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7C	<p>1999, then became Director of Regional Compliance and Audits for WGS in June 2002, and has been Director of Marketing Technology and certain operational functions for World Financial Group, Inc. since 2005. Prior to joining WGS, Mr. Schaad was Operations Manager for WMA Securities, Inc. from 1999-2002, and a registered representative with Morgan Stanley Dean Witter, Inc. from 1998-1999.</p> <p>Kevin L. Palmer DOB: 1968</p> <p>Education: Mr. Palmer has a Bachelor of Science in Business Administration. Mr. Palmer’s licenses include FINRA Series 7, 24, 53, 63, and 65 securities registration and he has the Certified Regulatory and Compliance Professional (CRCP) designation.</p> <p>Business Background: In addition to being President of IAI, Mr. Palmer is an Executive Vice President of World Financial Group, Inc., and President and Chairman of the Board for World Group Securities, Inc. Mr. Palmer was instrumental in the development and launch of World Group Securities in 2002. Shortly after the firm began, he left to develop a compliance consulting practice for Sutherland, Asbill & Brennan, LLP. Mr. Palmer returned to World Group Securities to serve as president and chairman in December 2006. Mr. Palmer has been involved in the financial services industry for over twenty years. Prior to joining World Group Securities, Mr. Palmer held leadership roles, including executive vice president, chief compliance officer, compliance director and chief operating officer for various broker-dealers.</p> <p>Steven E. Wilcox DOB: 1970</p> <p>Education: Mr. Wilcox received his B.S. Degree from Florida State University in Marketing in 1993. Mr. Wilcox’s licenses include FINRA Series 7, 24, and the Series 66.</p> <p>Business Background: Mr. Wilcox is currently the Chief Compliance Officer for IAI and previously acted as the IAI Supervision Manager from September 2006 to February 2008. Prior to joining IAI, Mr. Wilcox worked in various Compliance roles with Raymond James Financial from November 1998 to September 2006.</p> <p>The principal business of IAI is to establish solicitation relationships with various Advisers for whom Representatives can solicit clients to establish accounts. Kevin Palmer currently spends approximately 80% of his time overseeing the</p>

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8C(1)	<p>day-to-day activities of IAI and those of World Group Securities. Approximately 20% of his time is spent working on initiatives with World Financial Group. Andrew Schaad is spending approximately 100% of his time on operational and marketing issues related to IAI. Steve Wilcox spends 100% of his time on IAI compliance related matters.</p> <p>IAI has arrangements that are material to its advisory business or its clients with the following related entity that is a broker-dealer:</p> <p>World Group Securities, Inc. ("WGS")</p> <p>WGS and IAI are indirect wholly-owned subsidiaries of AEGON USA, Inc., a financial services holding company whose primary emphasis is on life and health insurance and annuity and investment products. WGS acts as the broker/dealer of record for the Elite Program accounts offered through IAI. WGS registered representatives may also apply to become representatives of IAI. WGS registered representatives, through their relationship with the broker-dealer, may also be able to sell a variety financial and insurance products offered by other subsidiaries of AEGON USA, Inc.</p>
8C(2)	<p>IAI does not have arrangements that are material to its advisory business or its clients with related entities that are an investment company. However, representatives of IAI who may also be agents of WGS, the Company's affiliate broker-dealer, have the ability to sell various mutual funds of a related investment company, Transamerica Funds. This is done through WGS's selling agreement with another related broker-dealer, Transamerica Capital, Inc. ("TCI") who is a distributor of Transamerica Funds. Various Advisers and Portfolio Managers available to clients through IAI's Solicitation Program or the Elite Program may be able to provide asset allocation advice in regards to these mutual funds or Portfolio Managers may even use these mutual funds inside of Elite Program accounts.</p>
8C(3)	<p>IAI has arrangements that are material to its advisory business or its clients with the following related entity that is an investment adviser:</p> <p>Transamerica Investment Management, LLC ("TIM")</p> <p>IAI and TIM are investment advisers that are both indirect wholly-owned subsidiaries of AEGON USA, Inc. TIM currently manages the accounts within the Elite Program. Additional information is provided in Schedule F about TIM (please refer to the answers to questions 9, 9E, and 12A for additional</p>

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8C(9)	<p>information about TIM). TIM's Form ADV Part II also provides additional information about the services they offer.</p> <p>IAI does not have arrangements that are material to its advisory business or its clients with related entities that are insurance companies. However, representatives of IAI who may also be agents of WGS, the Company's affiliate broker-dealer, have the ability to sell variable annuity and life insurance products offered by Transamerica Life Insurance Company and Western Reserve Life Assurance Co. of Ohio. These two entities are related entities that are insurance companies.</p>
8D	<p>The Company is related to other various insurance companies and agencies because of its common control under AEGON USA, Inc.</p> <p>The Company has a related SEC-Registered investment adviser, Prisma Capital Partners LP, that manages limited partnerships and limited liability companies. Information about these limited partnerships and limited liability companies is available in Section 7B of Schedule D of Part 1 of Prisma Capital Partners LP. Advisers or Portfolio Managers available through IAI's Solicitation Program or Elite Program, based on their own research, could invest client assets in these limited partnerships or limited liability companies, depending upon the client's investment objectives and whether such an investment would meet those objectives.</p>
9	<p>The Company has adopted a Code of Ethics which imposes on each associated person a duty to place the interests of clients first and to report to the Company any actual or potential conflict of interest. The Code of Ethics requires each officer and employee of the Company with access to the investments or portfolio information of the Company's clients (each an "Access Person") to report quarterly and annually theirs and their immediate family member's securities holdings and transactions to the Company's Chief Compliance Officer. In addition, each Access Person must pre-clear any trades in initial public offerings or private placements with the Company's Chief Compliance Officer. The Code of Ethics also imposes restrictions and safeguards on the use of material nonpublic information. A copy of the Company's Code of Ethics may be obtained by writing to the Company or calling (770) 248-3649.</p>
9B	<p>WGS and associated persons of the Company in their capacity as registered representatives of WGS may effect securities transactions as a broker or agent for compensation for a client of the Company, which may also be a client of WGS.</p>

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9D	<p>The Company, its associated persons, and Transamerica Investment Management, LLC may recommend to clients the purchase or sale of investment products, including shares of a registered investment company, or interests in variable insurance products with which the Company has an affiliation or in which the Company or related persons may have some financial interest, including, but not limited to the receipt of compensation.</p>
9E	<p>Although IAI and its investment advisor representatives/solicitors do not recommend specific securities to their clients, their personal trading activity is still monitored by the Home Office on a quarterly basis.</p> <p>Files of securities transactions effected for associated persons of the Company will be maintained for review to detect and resolve any conflicts. The Chief Supervision Manager or his/her designee of the Company will review all securities transactions of associated persons of the Company to ensure no conflicts exist with client executions. This review does not encompass mutual funds or variable insurance products purchased and held directly with the provider.</p> <p>Other related (affiliated) entities, such as Transamerica Investment Management, LLC (TIM), which is the only portfolio manager currently available in the Elite Program, may recommend to its clients the same securities that it also buys or sells for itself. These related (affiliated) entities ensure that employees observe the requirements established by their respective Code of Ethics by having each employee certify his or her compliance with the Code on an annual basis. Most personal securities transactions of Access Persons of the related (affiliated) entities require pre-approval from that firm's Compliance Department. Ultimate oversight authority of the Code of Ethics rests with their Code of Ethics Committee. Please refer to item 9E in TIM's ADV Part II Schedule F for additional details.</p>
10	<p>Accounts available through IAI's Solicitation Program have minimum investment amounts starting at \$20,000. This minimum may vary depending on the account program selected by the client. An Adviser may choose to open an account with a minimum less than \$20,000 depending on the account program and if the client has other related accounts managed by the Adviser.</p> <p>Typically, the Elite Program's recommended minimum investment amount for establishing and maintaining the Account is \$100,000. However, minimum account size may vary depending on the Portfolio Manager(s) selected.</p>

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Item of Form (identify)	Answer
11A	<p><u>Solicitation and Elite Program Accounts</u></p> <p>Review of accounts will be done at least on an annual basis and upon client request. Reviews will be conducted by the Representative. Also, general supervision of the accounts will be conducted by IAI in accordance with the firm's supervisory procedures.</p>
11B	<p><u>Solicitation and Elite Program Accounts</u></p> <p>The nature and frequency of regular client reports will vary by the Adviser or Portfolio Manager. Generally, clients will receive monthly or quarterly account statements, transaction confirmations, and performance reports.</p>
12(1)(2)(3)(4)	<p>Transamerica Investment Management, LLC ("TIM"), a related investment adviser to IAI, through IAI's Elite Program has investment and brokerage discretion in accordance with an investment policy agreed to by the client. The securities held in any portfolio will be diversified unless otherwise directed by the client. TIM will choose the broker or dealer subject to best execution, and negotiate fair and reasonable commissions.</p> <p>Since IAI does not have the discretionary authority to determine the broker-dealer to be used or the commission rates to be paid, clients must direct IAI as to the broker-dealer to be used if they decide not to use the broker-dealer selected by TIM. In directing the use of a particular broker-dealer, it should be understood that IAI will not have authority to negotiate commissions or obtain volume discounts, and best execution may not be achieved. In addition, a disparity in commission charges may exist between the commissions charged to other clients.</p>
13A	<p>Associated persons of the Company when acting as registered representatives of WGS may receive 12b-1 and other fees from some or all of the mutual funds and variable products in which a client invests, and commissions through the sale of securities and insurance products to clients of the Company. This may create a conflict of interest. Commission rates at other broker-dealers may be higher or lower than those charged at WGS.</p> <p>Under the Solicitation Program, IAI has entered into Solicitor Agreements with various registered investment advisers ("Advisers") who offer asset allocation programs and management of individual portfolios. For a fee paid by the Adviser, IAI, through its Representatives assists clients in selecting an Adviser whose investment strategies suit the client's individual needs and financial objectives.</p>

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

Applicant:
Investment Advisors International, Inc.

SEC File Number:
801- 66681

Date:
April 2, 2009

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Item of Form (identify)	Answer
	<p>In certain cases, Advisers may pay IAI amounts in addition to the Solicitation Fee, for marketing purposes. The amount and terms of this marketing compensation may increase or decrease from time to time, and may only relate to certain types of accounts. Any additional marketing compensation paid by the Advisers to IAI will not affect a client's account, the services provided to the client, the fee for advisory services that the client pays to the Adviser, or the compensation paid by IAI to an advisory representative for soliciting the client's account. The existence of a marketing compensation agreement with certain, but not all, Advisers can create a conflict of interest for the Solicitor and IAI. IAI will earn more revenue when a client opens an account with an Adviser that has a marketing compensation agreement with IAI, and our Solicitor may indirectly benefit from this additional revenue through different educational and marketing initiatives conducted by IAI. Currently, IAI has entered into marketing compensation agreements with Avatar Associates and ePlan Services, Inc.</p>

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

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NOTICE OF PRIVACY POLICY

Information Only – No Response Necessary

Investment Advisors International, Inc.

At Investment Advisors International, Inc., protecting your privacy and the privacy of our former clients is very important to us. We want you to understand what information we collect and how we use it.

What Information We Collect and From Whom We Collect It

We collect nonpublic personal information about you from:

- Applications or other forms you complete;
- Your business dealings with us, our affiliates and other companies; and
- Other third parties such as consumer reporting agencies.

Categories of Information We Disclose and To Whom We Disclose It

We do not disclose any nonpublic personal information about you or our former clients to anyone unless allowed by law. The law permits us to disclose information to allow for servicing of the product you have purchased or to prevent fraud. These are only examples and there may be other disclosures authorized by law. You and our former clients cannot prevent these disclosures.

Your Right to Verify Accuracy of Information We Collect

You and our former clients have the right of access and correction with respect to the information collected except information that relates to a claim or a criminal or civil proceeding.

Our Security Procedures

We protect your nonpublic personal information and the nonpublic personal information of our former clients. The only employees who have access to that information are those who must have it to provide products or services to you. Should your relationship with us end, we would not disclose any nonpublic personal information about you to anyone except in accordance with this Privacy Policy. We maintain physical, electronic, and procedural safeguards that comply with federal standards to guard your nonpublic personal information.