

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

Applicant: Client First Advisors, Inc.	SEC File Number: 801- 60336	Date: 01/03/2009
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(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Client First Advisors, Inc.	IRS Empl. Ident. No.: 59-3488648
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Item of Form (identify)	Answer
1.D.	<p style="text-align: center;">General Information</p> <p>We are financial planners and investment advisors offering portfolio management services. Most of our clients are individuals and revocable grantor trusts. However, we also work with family limited partnerships, pension plans, businesses, charitable foundations, and estates. We offer advice on, but don't necessarily recommend, all types of securities, ranging from government bonds through mutual funds to derivatives.</p> <p style="text-align: center;">Financial Planning</p> <p>As financial planners we charge up to \$200 per hour for consultation, depending upon the complexity of your financial situation. We will provide advice on financial concerns, including, but not limited to: investments, taxes, insurance, retirement and estate planning. You are the sole determinate of how many hours of financial counseling that you need, and you can terminate an engagement at any time. Fees, which are negotiable, are billed at the completion of the consultation and are payable upon presentation of the financial planning invoice.</p> <p>You are under no obligation to act on the financial planning recommendations. Moreover, if you elect to act on any of the recommendations, you are under no obligation to effect the transaction through any broker/dealer recommended by Client 1st Advisors and its Investment Advisory Representatives (IAR's).</p> <p style="text-align: center;">Investment Management</p> <p><u>In-House Management</u></p> <p>As an investment advisor we manage client accounts for a percentage of the assets under our management. The annual fee ranges from ½ of 1% to 2%, depending on the size AND complexity of an account. The fee is negotiable. The advisory fee is billed quarterly, in advance, and based upon market value of the account on the last business day of the preceding calendar. Client 1st Advisors will calculate the fee and send you and the custodian of your assets a bill. Market value is as stated on the statement you receive from the broker/dealer or custodian carrying your account. The initial fee is due upon execution of the Advisory Agreement and is pro-rated for the number of days remaining in the quarter.</p> <p>Upon your authorization, the custodian of your assets will deduct the advisory fee from your account. You may arrange an alternative method of payment if you choose.</p> <p>Minimum new account size is \$250,000 unless your IAR is Craig Phillips, CFP. If so, your required new account size is \$1,000,000. Exceptions are sometimes made, such as accommodation accounts where Client 1st Advisors has a relationship with a previous client or a referral from an attorney or CPA.</p> <p>You may terminate the advisory agreement at any time by providing written notice to Client 1st Advisors. You will be entitled to a pro-rata refund of any prepaid quarterly fee based upon the number of days remaining in the quarter after the effective date of the termination. If you did not receive a copy of Form ADV, Part II and Schedule F or our General Information brochure at least 48 hours prior to signing the advisory agreement, you may terminate the advisory agreement within 5 business days of signing the advisory agreement and receive a full refund of prepaid fees.</p> <p><u>Unaffiliated Asset Managers</u></p> <p>Client 1st Advisors may contract with third party, unaffiliated asset managers to manage your portfolio. Third party unaffiliated asset managers are selected after review of their investment strategies, performance record, integrity, and regulatory history. Fees charged by third parties range</p>

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1.D. (Contd.)	<p>up to 1% of the assets under management. If the arrangement is account platform management where you are charged a single fee for investment advice, custodial charges, and wrap fee, then the fee may range up to 1.5%, excluding Client 1st Advisors' fee. Third party managers require a minimum investment and their fees may or may not be negotiable.</p> <p>Generally, the advisory fee is billed quarterly and based on the market value of your account on the last business day of the preceding calendar quarter or in the case of a managed account platform (TAMP) management relationship, the fee may be based upon the average account value during the previous quarter. Market value is as stated on the statement you receive from the broker/dealer or custodian carrying your account. Upon your authorization, the custodian of your assets will deduct the advisory fee from your account. Depending on the arrangement with the third party manager, Client 1st Advisors may receive a portion of this fee from the third party manager, managed account platform (TAMP) sponsor or directly from the custodian of your assets.</p> <p><u>Other Costs</u></p> <p>In addition to management fees, accounts may be subject to transaction fees assessed by third parties except in the case of a wrap account arrangement. Transaction fees or commissions charged by broker/dealers executing the transactions and custodians maintaining your assets are separate and in addition to the asset management fees and are non-negotiable. Any transaction fees are billed by the broker/dealer or custodian at "minimum ticket charge".</p> <p>While there are no transaction fees or commissions charged on no-load and load-waived mutual fund transactions, load, no-load mutual funds and managed futures funds may pay annual distribution charges, sometimes referred to as 12b-1 fees. These fees come from fund assets and, indirectly, from your assets and may range from .25% to as much as 2% to 3% annually in the case of managed futures funds. Assets that pay distribution charges to Client 1st Advisors are not billed as additional assets under management fee and, thus, are not included in the quarterly billings. Other charges may be imposed by third parties such as contingent deferred sales charges (CDSC) on certain mutual funds that are being redeemed, and certain IRA and qualified retirement plan fees.</p> <p>Client 1st Advisors and its IAR's may receive a portion of fees or commissions assessed by third parties. IAR's may be registered representatives of Cascade Financial Management, Inc. ("Cascade"), a registered broker-dealer and member of NASD and SIPC. Accordingly, if your IAR is a registered representative of Cascade, your IAR could earn commissions on your securities transactions placed through Cascade. Additionally, your IAR could be paid a portion of 12b-1 fees received by Cascade. If this is the case, your investment advisory fee may be reduced by the amount of these fees or commissions.</p> <p>You are under no obligation to act upon Client 1st Advisors' recommendations; and if you elect to act upon any of Client 1st Advisors' recommendations, you are under no obligation to affect the transactions through Cascade or any other broker-dealer recommended by your IAR.</p>
3.L.	Client 1 st Advisors reserves the right to advise clients on any other type of investment that is deemed appropriate based on the client's stated goals and objectives. Client 1 st Advisors may also provide advice about any type of investment held in a client's portfolio at the inception of the advisory relationship.
5	Representatives of Client 1 st Advisors are required to obtain a passing score on the examinations required by the jurisdictions in which investment advisory services are being offered. Qualifying examinations may be waived by the jurisdictions if the representative is a Certified Financial

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Item of Form (identify)	Answer
6.	<p>Planner™ in good standing with the Certified Financial Planning Board of Standards, Inc.</p> <p>Craig Phillips, CFP is the founder and President and of Client 1st Advisors. Born in 1950, Craig graduated from Florida State University in 1973 with a degree in psychology. From 1973 to 1990 he worked as a consultant to Fortune 500 businesses, primarily in the utilities and energy sectors providing services that included market sales analysis, cash flow strategies, life cycle costing, tax analysis, municipal bonding and investment rate of return. A desire to spend less time traveling led to a career change in 1990 when he joined ProVise Management Group, Inc., a full service financial planning firm based in Clearwater, FL and in April 1991, Craig became a registered representative of InterSecurities, Inc., a registered broker/dealer and is a licensed insurance agent. Craig earned his CFP (Certified Financial Planner) designation in 1992. In 1996 Craig became a registered principal of InterSecurities, Inc. leaving InterSecurities, Inc. in January 2006 to join Cascade Financial Management, Inc. Craig is currently a registered principal with Cascade Financial Management, Inc.</p> <p>Craig formed Client 1st Advisors in 1997. In the spring of 2001, Client 1st Advisors completed its registration as a Registered Investment Adviser (RIA).</p> <p>Craig has been a broadcast journalist and is the former co-host of radio's "Talking Money", which until 1998 was heard locally and in national syndication.</p> <p>Craig is active in the community and currently serves as a trustee and former Chairman of the Board of Directors for Mental Health, a non-profit community mental health center. Craig currently serves on the Board of Directors for the Humane Society of Pinellas County and the Early Learning Coalition of Pinellas. He is also a graduate and member of Leadership Pinellas and a member of The Mystic Krewe of the Santa Margarita. Craig has been a tri-athlete since 1983 and recently competed in the Ironman 70.3 competition in St. Croix, US, VI.</p> <p>David G. Stieh, born in 1972, Dave brings 9 years of experience in the financial services industry. This along with his experience with Individual and Corporate tax preparation enables Dave to bring a higher level of financial planning skills to his clients. Dave believes in the CCM approach to financial planning and delights in helping his clients achieve their dreams.</p> <p>In addition to numerous security licenses, Dave also holds the Series 65 License, Investment Advisor Representative. Dave graduated from the University of Central Florida in 1998 with a Bachelor of Finance Degree.</p> <p>Dave and his wife, Melissa, live in Palm Harbor with their 2 children, Ashley and Brenden. Dave is active in the community and is a member of the Dunedin North Rotary Club.</p> <p>Gloria Patterson, CFP, CDFP Born in 1948, brings over 15 years of experience in the financial services industry. She is a Certified Financial Planner licensee and a member of the Financial Planning Association (FPA). Professionalism and expertise is demonstrated by Gloria's financial planning techniques. She graduated from the College of Financial Planning in Denver, CO in 1994 and the Institute of Divorce Financial Analysts in 1997.</p> <p>Gloria's work as a financial planner encompasses investment and retirement planning as well as estate and tax planning. She has gained notoriety in the community with her public speaking engagements and in particular her work related to educating women in financial matters. She also offers the unique service of providing financial analysis of proposed divorce settlements and holds</p>

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6. (Contd.)	<p>the designation of Certified Divorce Financial Analyst (CDFA). Her divorce planning services are offered through her company, Divorce Advisors, Inc. and Women's Financial Network. Gloria has been featured in both local newspaper articles and national professional financial journals.</p> <p>Gloria has been a resident of the Tampa Bay area for over 25 years and during that time has been very active in the community. She is past Chairman of the Sun Coast Hospital Foundations' Board of Trustees and has recently been the recipient of the "Distinguished Trustee Award".</p> <p>Gloria's financial planning services are for the large part dedicated to her duties as an investment adviser representative. She is a licensed registered representative with Cascade Financial Management, Inc. (a broker/dealer) and is licensed to sell securities for commissions. Gloria is also licensed to sell insurance products for sales commissions.</p> <p>Herbert A. Pontzer, CFP, Born in 1952, Herb has been associated with the financial services industry for over twenty five years as a manager, regulator and corporate executive. He is a Certified Financial Planner who through his experience incorporates the best practices of the industry to benefit his clients. In addition, Herb continues to offer his compliance and operations expertise as an independent consultant to the securities industry.</p> <p>Prior to joining Client 1st Advisors, Herb was Chief Compliance Officer and Senior Vice President of NFP Securities, Inc., in Austin, Texas from 2003 to 2005. From 1998 to 2003 he was Vice President and Chief Compliance Officer of InterSecurities, Inc. Since 2005, Herb has been a registered principal with Cascade Financial Management, Inc.</p> <p>For the period 1986 until 1998 Herb was a Field Supervisor for the Washington, DC and Cleveland District Offices of the National Association of Securities Dealers, Inc where he was responsible for directing staff examiners during on-site routine examinations and special investigations. Prior to joining the examination staff Herb was a Senior Analyst with the NASD's Corporate Financing Department in Washington, DC.</p> <p>Herb received an AB in Government from Georgetown University and an MBA in Finance from The American University. Herb resides in Clearwater, Florida with his wife Caroline and daughters Natalie and Krista.</p>
7. C.	While the principal business of Client 1 st Advisors is giving investment advice to clients, its Managing Principal, Craig Phillips, CFP, as an independent contractor representative of Cascade Financial Management, Inc. and a licensed insurance agent, spends some of his time earning commissions from selling securities and insurance products. However, the majority of his time and the time of other IAR's is spent providing investment advice to clients of Client 1 st Advisors.
9. B.	If your securities transactions are placed through Cascade Financial Management, Inc. representatives of Client 1 st Advisors may receive commissions as brokers for your account.
9. D.	Internal procedures prohibit IAR's from knowingly buying or selling securities as principal from any client and from effecting agency cross transactions involving a client. However, it is possible that a client's transaction can be inadvertently "crossed" by Cascade Financial Management, Inc.
9. E.	On occasion, Client 1 st Advisors or its IAR's may buy or sell securities that have been recommended to you or may recommend securities transactions in which they have some financial interest. The transactions will not be inconsistent with advice given to you and will not be structured to trade on

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9 (Contd.)	<p>the market impact caused by recommendations made to you. Internal procedures include a quarterly review of transactions of employees and related persons in order to determine any conflicts of interest which may arise.</p> <p><i>Code of Ethics</i></p> <p>Client 1st Advisors has a fiduciary duty to clients to act in the best interests of its client and to always place clients' interests first and foremost. Client 1st Advisors takes its compliance and regulatory obligations seriously and requires all staff to comply with its Code of Ethics as well as Client 1st Advisors' other policies and procedures. Further, Client 1st Advisors strives to handle clients' non-public information in such a way to protect information from falling into hands that have no business reason to know such information and provides clients with Client 1st Advisors' Privacy Policy. Client 1st Advisors has adopted a Code of Ethics for its IAR's, supervised persons and staff. The Code of Ethics contains provisions for standards of business conduct in order to comply with federal securities laws, personal securities reporting requirements, pre-approval procedures for certain transactions, code violations reporting requirements, and safeguarding of material non-public information about client transactions. Further the Code of Ethics establishes Client 1st Advisors' expectation for business conduct.</p>
10	<p>A copy of the Code of Ethics will be provided to any client or prospective client upon request.</p> <p>Minimum new account size is \$250,000 unless your IAR is Craig Phillips, CFP. If so, your required new account size is \$1,000,000. Exceptions are sometimes made, such as accommodation accounts where Client 1st Advisors has a relationship with a previous client or a referral from an attorney or CPA.</p>
12. A.	<p>When we manage your account on a discretionary basis, we limit our discretionary authority to buy and sell transactions and mutual fund and money manager changes only. Any exceptions are detailed in writing and agreed upon by you prior to our engagement. We do not withdraw funds or securities from client accounts. In addition, discretionary transactions are limited to stocks, bonds, government securities, money managers and mutual funds.</p>
12. B.	<p>You are free to select any broker you wish. If you do not specifically request that securities transactions be executed by a particular broker/dealer, we will recommend Cascade Financial Management, Inc. ("Cascade"). The factor considered in suggesting these broker/dealers is primarily because your IAR's are independent contractor representatives of these firms. If your securities transactions are implemented through Cascade, they may be paid commissions for those transactions. Commissions paid by you will be determined according to, or discounted from, standard commission rates in effect at Cascade and may or may not be higher than commissions paid at other broker/dealers. Cascade Financial Management may provide research and other value-added services which are customarily provided to their registered representatives. These services may be provided to all clients of Client 1st Advisors, not just those who may be required to pay for these services.</p> <p>As alternatives, Charles Schwab & Co. TM and Pershing, LLC (for Lockwood Managed Account Platform (TAMP)) are suggested for clearance and custodial services of asset management accounts. The choice of this firm may be based upon the service provided and the reasonableness of fees. No fee is paid by any client for research. Charles Schwab & Co.TM and Pershing, LLC charge a nominal execution fee for effecting certain transactions.</p>

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12 (Contd.)	<p>In determining whether to recommend Charles Schwab & Co.TM, Pershing, LLC, or Cascade, your IAR considers your individual needs and the products, research, or services offered by each firm and the reasonableness of commissions or other fees before making the recommendation to you.</p> <p>In connection with the implementation of advice, your IAR may receive commissions for the sale of securities and insurance as disclosed in item 1.D. above. Also, in connection with the placement of your funds into mutual fund, variable insurance products and managed futures/hedge funds they may be compensated by front-end sales charges, 12b-1 fees, redemption fees, trail commissions, etc. The receipt of this compensation could represent an incentive to recommend funds with higher fees, thereby creating a potential conflict of interest. The investment company or variable insurance products company prospectus will provide details as to the method and form of compensation paid to representatives of Cascade.</p> <p>Client 1st Advisors has entered into an agreement with Charles Schwab & Co.TM, an independent and unaffiliated broker/dealer, whereby Schwab provides clients of Client 1st Advisors custodial services, investment options, technology, and other support.</p> <p>Additionally, Client 1st Advisors has entered into an agreement with Lockwood Advisors, Inc., and independent and unaffiliated broker/dealer, Registered Investment Advisor and Third Party Managed Account Platform (TAMP) for managed account services and other investment options and support.</p> <p>Client 1st Advisors and its IAR's may select and monitor other money managers for clients. In these cases, Client 1st Advisors and its IAR's may receive a portion of the advisory fee earned by unaffiliated money managers.</p> <p>All investment management fees earned by Client 1st Advisors, regardless of the method of collection (direct, 3rd party billed, etc.), are clearly indicated in Exhibit A of the advisory contract, as well as those of unrelated money managers, managed account platforms and custodians.</p> <p>The payments received from Cascade, insurance companies or third party advisers are in the form of cash, rather than some other economic benefit.</p> <p>Upon occasion, officers and/or IAR's of Client 1st Advisors may conduct due diligence reviews of other third party investment managers in order to determine if there are better or other managers to recommend to clients of Client 1st Advisors. The reviews may include an on-site visit, the costs of which are reimbursed by the manager being reviewed. Client 1st Advisors does not believe that the reimbursement for travel expenses causes a conflict when choosing new managers.</p>
13. A.	<p>Client 1st Advisors enters into solicitor agreements with accounting firms. Under these agreements, individuals employed by the accounting firms are compensated for referral of clients by sharing the annual management fee earned by Client 1st Advisors.</p>
13. B.	<p>Client 1st Advisors has entered into a solicitor's agreement with Robert M. Schaeffer, a certified public accountant employed by Carr, Riggs & Ingram., LLC. Client 1st Advisors pays a portion of management fees earned by Client 1st Advisors to Mr. Schaeffer for his solicitation efforts. Client 1st Advisors has also entered into a solicitor's agreement with David Sietsma, a certified public accountant employed by Carr, Riggs & Ingram., LLC. Client 1st Advisors pays a portion of management fees earned by Client 1st Advisors to Mr. Sietsma for his solicitation efforts. Likewise</p>

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	Client 1 st Advisors has entered into a solicitor's agreement with Robert E. Wayland, principal of Wealth Advisory Group, Inc. Client 1 st Advisors pays a portion of management fees earned by Client 1 st Advisors to Mr. Wayland for his solicitation efforts.

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