

FORM ADV**Uniform Application for Investment Adviser Registration****Part II - Page 1**

Name of Investment Adviser: Focus Wealth Management, Ltd.				
Address: (Number and Street)	(City)	(State)	(Zip Code)	Area Code: Telephone Number:
201 East Washington Street, P.O. Box 327	Middleburg	VA	20118	540-687-3987

**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 government authority.**

Table of Contents

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

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

FORM ADV**Part II - Page 2**

Applicant:

Focus Wealth Management, Ltd.

SEC File Number:

801-61846

Date:

03/25/2009

Definitions for Part II

Related person - Any officer, director or partner of applicant or any person directly or indirectly controlling, controlled by, or under common control with the applicant, including any non-clerical, non-ministerial employee.

Investment Supervisory Services - Giving continuous investment advice to a client (or making investments for the client) based on the individual needs of the client. Individual needs include, for example, the nature of other client assets and the client's personal and family obligations.

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 | 95% |
| <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 | 3% |
| <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 | 2% |
| <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 the applicant call any of the services it checked above financial planning or some similar term?

Yes	No
<input checked="" type="checkbox"/>	<input type="checkbox"/>

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

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

FORM ADV
Part II - Page 3

Applicant:
Focus Wealth Management, Ltd.

SEC File Number:
801- 61846

Date:
07/09/07

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

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

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

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

FORM ADV**Part II - Page 4**

Applicant:

Focus Wealth Management, Ltd.

SEC File Number:

801-61846

Date:

03/25/2009**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 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.)

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

Applicant:

Focus Wealth Management, Ltd.

SEC File Number:

801- 61846

Date:

03/25/2009

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. In addition, 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.

With regard to traditional fee-for-service financial planning and hourly or project-based financial consulting, Focus Wealth Management (Focus) does not undertake to provide continuous monitoring services, thus does not provide ongoing reviews of clients' accounts once the financial planning or hourly consulting engagement is completed.

Account assets for Investment Advisory clients are supervised continuously and formally reviewed periodically by designated advisory personnel. Each reviewer will be an Investment Advisor Representative (IAR) of Focus and the number of accounts per reviewer will vary. The review process will include: determining the current asset allocation, evaluating the need for rebalancing and/or tax management activities. Additional account reviews may be triggered by any of the following events: a specific client request, deposit or withdrawal of client funds, or a change in the client's stated goals or objectives.

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

Periodic reports are not furnished to financial planning or consulting clients.

Investment advisory clients whose accounts Focus directly manages will receive quarterly performance reports that summarize the account's current asset allocation, deposits/withdrawals during the period, and calculate performance for the quarter, year to date, and since inception. These quarterly reports will be furnished in addition to the custodian's regular monthly statements.

No separate reports will be furnished to clients regarding periodic account reviews.

FORM ADV
Part II - Page 6

Applicant:	SEC File Number:	Date:
Focus Wealth Management, Ltd.	801-61846	03/25/2009

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

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
<input type="checkbox"/> | No
<input checked="" type="checkbox"/> |
|--|---------------------------------|---|
- B. directly or indirectly compensates any person for client referrals?
- | | | |
|--|---------------------------------|---|
| | Yes
<input type="checkbox"/> | No
<input checked="" type="checkbox"/> |
|--|---------------------------------|---|

(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; 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
<input type="checkbox"/> | No
<input checked="" type="checkbox"/> |
|--|---------------------------------|---|

Answer all items. 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:	SEC File Number:	Date:
Focus Wealth Management, Ltd.	801-61846	03/25/2009

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

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Focus Wealth Management, Ltd.	IRS Empl. Ident. No.: 54-2050583
---	--

Item of Form (identify)	Answer
Page 2, item D	<p>Focus Wealth Management, Ltd., (Focus) provides the following services:</p> <p style="text-align: center;"><u>Financial Planning and Consulting Services</u></p> <p>Retirement Planning may include advice with respect to accumulating assets for retirement income or advice relative to appropriate distribution of assets during retirement.</p> <p>Estate Planning may include advice with respect to property ownership, distribution strategies, estate tax reduction, and charitable planning issues.</p> <p>Investment Planning may include advice with respect to asset allocation, income needs and wealth accumulation techniques. An evaluation of existing investments may be made in terms of their economic and tax characteristics, as well as their suitability for meeting client objectives and risk tolerances.</p> <p>Employer Stock Planning may include advice with respect to employer non-qualified and incentive stock options, restricted stock and stock bonus plans.</p> <p>Business Succession Planning may include advice with respect to evaluating strategies for transferring or disposing of closely held business interests due to death, disability, retirement or the decision to sell.</p> <p>Insurance Consulting (Hourly) may include advice with respect to annuity or life and health insurance issues. Focus acts as a consultant only, not as agent in any insurance transactions with advisory clients.</p> <p style="text-align: center;"><u>Fees for Financial Planning and Consulting Services</u></p> <p>Financial planning fees charged vary according to such factors as client's income, assets and net-worth, location of the client, planning complexity, and whether the fee is for a new comprehensive engagement, the renewal of a prior engagement, or hourly consulting.</p> <p>For hourly consulting, the hourly fee is quoted on the consulting agreement. Focus may, or may not provide a written report depending upon the nature of the engagement.</p> <p>For comprehensive or modular planning, a fixed fee is quoted on the individual consulting agreement, and 100% of the total fee is normally due from the client upon inception of the engagement. All engagements are expected to be completed within 6 months of inception. The balance of the fee, if any, is payable upon delivery of the written summary of the planning engagement. Fees charged to clients typically range from \$4,500 to \$10,000 or more. Fees over \$7,500 are negotiable. For more limited planning, fees may be less. Hourly fees are \$200 per hour. Fees may be discounted at the advisor's discretion. Clients, at their own discretion, may terminate a financial planning contract without penalty within (5) business days after its execution. If the client is dissatisfied with either the focus or the specificity of the financial planning services delivered, Focus will, if requested by the client in writing within 10 days of receiving the final written summary of the planning</p>

Answer all items. 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:	SEC File Number:	Date:
Focus Wealth Management, Ltd.	801-61846	03/25/2009

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

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Focus Wealth Management, Ltd.	IRS Empl. Ident. No.: 54-2050583
---	--

Item of Form (identify)	Answer												
Page 2, item D cont.	<p>engagement, and at no additional cost, make appropriate revisions, or in our sole discretion, refund all or part of the fee which the client has paid. These revisions do not include updating or revising plan models to incorporate data which has changed since the completion of the planning process.</p> <p style="text-align: center;">Investment Advisory Services</p> <p>Focus manages investment portfolios for individuals, high net-worth individuals, charitable organizations, corporations, and other entities. Focus will work with the client to determine the client's investment objectives, tax situation and ability and willingness to assume risk. Focus will evaluate the client's existing investments, if requested to do so. Focus will allocate the client's account among various asset classes taking into consideration our understanding of the client's overall investment objectives.</p> <p>Focus primarily recommends portfolios consisting of no-load, institutional class funds offered by Dimensional Fund Advisors (DFA), Fidelity and others, in addition to exchange traded funds (ETF), individual fixed income securities, certificates of deposit, and occasionally, individual equity securities. Focus manages all portfolios on a discretionary basis. Focus acts as a fee-only investment advisor for clients who contract with Focus for investment advisory services. Focus does not receive any commissions or other income in connection with acting as the client's investment advisor except for the fees described below.</p> <p style="text-align: center;">Investment Fee Schedule* (Applies to entire account balance)</p> <table> <tr> <th><i>Portfolio Value</i></th><th><i>Annual Fee</i></th></tr> <tr> <td><i>The first</i> \$1,000,000</td><td>1.00% *New account minimum is \$500,000</td></tr> <tr> <td><i>the next</i> \$2,000,000</td><td>0.75%</td></tr> <tr> <td><i>the next</i> \$2,000,000</td><td>0.50%</td></tr> <tr> <td><i>the next</i> \$5,000,000</td><td>0.40%</td></tr> <tr> <td>\$10,000,000 and above</td><td><i>negotiable</i></td></tr> </table> <p><i>*Existing clients may be grandfathered under prior fee schedules. Accounts under \$500,000 may be charged 1.25%.</i></p> <p>Focus, at its discretion, may accept new investment accounts under our published minimum or discount advisory fees based upon unique circumstances.</p> <p>Advisory fees are normally computed on the entire account balance and charged quarterly in advance based upon the market value of client's account as reflected in the custodian statement as of the end of the prior quarter. Initial charges will be prorated for the current quarter.</p> <p>No fee adjustments will be made for partial withdrawals. If account falls below the minimum account size requirement, Focus reserves the right to terminate advisory services.</p>	<i>Portfolio Value</i>	<i>Annual Fee</i>	<i>The first</i> \$1,000,000	1.00% *New account minimum is \$500,000	<i>the next</i> \$2,000,000	0.75%	<i>the next</i> \$2,000,000	0.50%	<i>the next</i> \$5,000,000	0.40%	\$10,000,000 and above	<i>negotiable</i>
<i>Portfolio Value</i>	<i>Annual Fee</i>												
<i>The first</i> \$1,000,000	1.00% *New account minimum is \$500,000												
<i>the next</i> \$2,000,000	0.75%												
<i>the next</i> \$2,000,000	0.50%												
<i>the next</i> \$5,000,000	0.40%												
\$10,000,000 and above	<i>negotiable</i>												

Answer all items. 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:	SEC File Number:	Date:
Focus Wealth Management, Ltd.	801-61846	03/25/2009

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

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Focus Wealth Management, Ltd.	IRS Empl. Ident. No.: 54-2050583
---	--

Item of Form (identify)	Answer
Page 2. Item D cont.	<p>Owners or employees of Focus, and their immediate family members are charged a maximum annual fee of 0.25%.</p> <p>Focus' advisory fees will be withdrawn directly from the client's account held by an independent custodian. The custodian of the account is advised in writing of the limitation on Focus's access to the account. The custodian will also send a statement directly to the client, at least quarterly, indicating all the amounts disbursed from the account including the amount of advisory fees paid to Focus.</p> <p>All fees paid to Focus for investment advisory services are separate and distinct from the fees and expenses charged by any mutual funds and Exchange Traded Funds to their shareholders. These fees and expenses are described in each fund's prospectus. A client could invest in funds directly without the services provided by Focus. In that case, the client would not receive the advice and services provided by Focus which are designed, among other things, to assist the client in determining which funds are most appropriate to each client's financial situation and objectives. DFA funds also may not be available to the retail client directly. Accordingly, the client should review both the fees charged by Focus and the fees charged by the funds to fully understand the total amount of fees to be paid.</p> <p style="text-align: center;">Termination of Investment Advisory Services</p> <p>Client may terminate Focus investment advisory services without penalty within (5) business days of signing the investment advisory agreement. In all other situations, the investment advisory agreement is effective for one year and shall be automatically renewed for successive one year terms unless terminated by either the client or Focus with (30) days written or verbal notice. Upon proper notice of termination, any unearned fees client has paid to Focus will be refunded pro-rata based upon the number of days remaining in the current quarter, upon request.</p> <p>If client transfers all assets to another custodian or removes Focus as the designated investment advisor with the current custodian, the advisory agreement in force will be deemed terminated without proper notice and no refund of fees will be required. Focus, in its sole discretion may choose to refund fees as if proper notice was given.</p> <p>Clients are advised that they may keep any existing shares of DFA funds already owned, but new shares may not be purchased without approval from DFA. In addition, not all custodians will hold DFA funds so clients may experience some limitations in managing these funds after terminating advisory services with Focus.</p> <p style="text-align: center;">Types of Investments</p> <p>Investment advice may be offered on any investments currently held, or under consideration by a client. Recommendations for new investments will typically be limited to those items checked under Item #3 of Form ADV, Part II. Focus advises on the exercise and sale of employer stock options but does not routinely recommend investing in options,</p>
Page 3, #3	

Answer all items. 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:	SEC File Number:	Date:
Focus Wealth Management, Ltd.	801-61846	03/25/2009

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

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Focus Wealth Management, Ltd.	IRS Empl. Ident. No.: 54-2050583
---	--

Item of Form (identify)	Answer
Page 3, #3 cont.	or other derivative products.
Page 3, #4: A-C	<p>Focus does not usually recommend the purchase of public or private partnerships programs or hedge funds due to their illiquidity, lack of transparency, and the fee structure of such programs. Focus does recommend various public real estate investment trusts (REITS) for those clients who desire to include real estate in their asset allocation strategy.</p> <p>Focus will on occasion, evaluate insurance products that clients already own or which have been recommended to client by other professionals.</p> <p>Security Analysis Methods; Sources of Information and Investment Strategies</p> <p>Focus' security analysis is based upon a number of factors including those derived from commercially available software technology, securities rating services, general market and financial information, and specific investment analysis requested by clients from time to time. Focus' main source of information includes commercially available investment services, financial newspapers, periodicals, and issue-prepared information. Focus may also use outside consultants to provide expertise in certain circumstances, but Focus is solely responsible for all investment recommendations given to client. On occasion, clients may direct that a particular security be held or traded in their account, and Focus may accommodate their request without taking responsibility for the performance of that security.</p> <p>Focus does not represent, warrant or imply that the services or methods of analysis used by Focus can or will predict future results, successfully identify market tops or bottoms, or insulate clients from losses due to market corrections or crashes. No guarantees can be offered that Client's goals or objectives will be achieved. Further, no promises or assumptions can be made that the advisory services offered by Focus will provide a better return than other investment strategies.</p> <p>Client is advised that the investment recommendations and advice offered by Focus are not legal advice or accounting advice. Client should coordinate and discuss the impact of financial advice with their attorney and/or accountant. Client is advised that it is necessary to inform Focus promptly with respect to any changes in Client's financial situation and/or investment goals and objectives. Failure to notify Focus of any such changes could result in investment recommendations not meeting the needs of the client.</p> <p>Privacy Notice</p> <p>Focus gathers various non-public information from clients in order to provide advisory products and services. Focus does not share nonpublic information with nonaffiliated third parties except as directed verbally or in writing by the client. Clients will be provided with a copy of Focus' privacy policy upon establishment of a client relationship with Focus and annually thereafter as long as client remains an active client.</p>

Answer all items. 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:	SEC File Number:	Date:
Focus Wealth Management, Ltd.	801-61846	03/25/2009

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

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Focus Wealth Management, Ltd.	IRS Empl. Ident. No.: 54-2050583
---	--

Item of Form (identify)	Answer
Page 4, #5	<p style="text-align: center;">Education and Business Standards</p> <p>Completion of college level study or its equivalent is generally required for Focus Representatives that will be giving investment advice to clients. Additionally, Focus Representatives should have knowledge of economic and financial principles and modern portfolio theory. This may be accomplished via business experience, education, passage of securities examination, attainment of professional designations or a combination thereof.</p>
Page 4, #6	<p style="text-align: center;">Education and Business Background</p> <p>Sandra L. Atkins, CPA/PFS: born 1948. <i>Education:</i> George Washington University, 1970, BA in Fine Arts. Business background for the preceding five years: Focus Wealth Management, Ltd., A registered investment advisor. Position: President/Advisory Representative-1998 to present</p> <p>Helen L. Modly, CFP/CHFC: born 1955. <i>Education:</i> George Mason University, 1981, BS in Nursing. Business background for preceding five years: Focus Wealth Management, Ltd., A registered investment advisor. Position: Vice President/Chief Compliance Officer/Advisory Representative-2000 to present.</p> <p>Tommie L. Monez, CFP/CHFC: born 1952. <i>Education:</i> University of Puget Sound, 1985, MBA. Business background for the preceding five years: Focus Wealth Management, Ltd., A registered investment advisor. Position: Advisory Representative-5/2002 to present.</p>
Page 5, #9	<p style="text-align: center;">Participation or Interest in Client Transactions</p> <p>Focus, or its advisory representatives may buy or sell securities identical to those recommended to clients for their personal accounts. It is the expressed policy of Focus that no person employed by Focus may purchase or sell any individual security other than mutual funds, prior to a transaction being implemented for an advisory account. Normally, all trades, with the exception of certain individual bonds or certificates of deposit are placed electronically. In the case of equities and exchange traded funds placed with market orders, trades are executed almost instantaneously. In the case of mutual funds, all trades will receive the same price as of the close of business.</p> <p style="text-align: center;">Code Of Ethics</p> <p>Focus has adopted a Code of Ethics (Code) expressing the firm's commitment to ethical conduct. The following is summary of some of the important elements of Focus' Code:</p> <ul style="list-style-type: none"> • The essence of the Code relates to our roles and responsibilities as a fiduciary for

Answer all items. 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:	SEC File Number:	Date:
Focus Wealth Management, Ltd.	801-61846	03/25/2009

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

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Focus Wealth Management, Ltd.	IRS Empl. Ident. No.: 54-2050583
---	--

Item of Form (identify)	Answer
Page 5, #10	<p>our clients.</p> <ul style="list-style-type: none"> • As fiduciaries, it is our policy that no person associated with the firm shall prefer his or her own interests over those of our clients. • The Code prohibits the unauthorized use of material nonpublic information by current or former employees. • The Code requires pre-approval from the Chief Compliance Officer for any employee transactions in IPOs or private placement transactions. • The firm requires that all employees provide annual securities holdings reports and quarterly transaction reports that are reviewed by the Chief Compliance Officer to ensure compliance with the Code and other policies and procedures. • We will provide a copy of our Code of Ethics to any client or prospective client upon request. <p style="text-align: center;">Minimum Account Size for Advisory Services</p> <p>Focus has no minimum net-worth or account balance for financial planning or consulting services. Focus normally requires a new account minimum of \$500,000 for investment advisory services. Related household, family and business accounts may be aggregated to meet this minimum, subject to approval by an officer of Focus. Occasionally, this minimum may be waived for unique situations. Client is advised that smaller accounts are more difficult to diversify and rebalance and may not experience the same performance as larger accounts.</p> <p>Page 6, #12 B</p> <p style="text-align: center;">Investment Discretion</p> <p>Focus normally requires discretionary authority from advisory clients to determine which securities and the amounts of securities that are bought or sold in a client's account. Client's grant this authority by means of a written Investment Advisory Agreement. This agreement does not grant Focus the authority to take custody or possession of any client assets, rather client gives Focus a limited power over the client's account at the selected custodian. Focus does not have authority to accept any commissions from client's investment transactions.</p> <p>All clients agree to retain the right to vote all proxies that are solicited for securities in their accounts. Focus will not vote any proxies for securities in client accounts, nor take any action or render advice with respect to the voting of proxies.</p> <p style="text-align: center;">Brokerage Discretion and Recommendations</p> <p>Focus participates in the Fidelity Institutional Wealth Services (FIWS) Group sponsored by Fidelity Investments, Inc. Fidelity is a NASD registered broker/dealer. Focus regularly reviews this program to ensure that it is consistent with Focus' ability to meet its fiduciary duty to Clients. This platform is essential to Focus' service arrangements and capabilities, and Focus may or may not accept clients who direct the use of other custodians. Focus clients may receive discounted transaction costs on securities trades placed in their</p>

Answer all items. 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:	SEC File Number:	Date:
Focus Wealth Management, Ltd.	801-61846	03/25/2009

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

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Focus Wealth Management, Ltd.	IRS Empl. Ident. No.: 54-2050583
---	--

Item of Form (identify)	Answer
Page 6, #13, A-B	<p>accounts. These discounted transaction costs are normally less than would be charged by national, full-service retail brokers, but may be higher than available with deep discount online brokers.</p> <p>For certain fixed income transactions, Focus may utilize outside broker/dealers via Fidelity's Prime Broker program for occasional client trades in fixed income. Focus will assess the reasonableness of mark up/mark downs based upon the broker/dealer's ability to provide professional services, competitive execution, and other assistance that will help Focus to provide investment management services to clients. Focus does not have any arrangements to compensate or be compensated, by any broker/dealer for client referrals or trades.</p> <p style="text-align: center;">Additional Compensation</p> <p>Fidelity extends various discounts for services and products to Focus that may not be offered to other advisory firms who do not custody assets at Fidelity. These may include electronic trading capability, electronic download statements, educational and marketing materials, a dedicated client service manager and educational opportunities. Focus also receives free or discounted software or other services from various sources due to its memberships with other organizations such as the AICPA, FPA, NAPFA, etc.</p>

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