

Wealth Focus Resources, LLC

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FORM ADV PART 2A FIRM BROCHURE

This brochure provides information about the qualifications and business practices of Wealth Focus Resources, LLC. If you have any questions about the contents of this brochure, please contact us at 404-816-6688. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about Wealth Focus Resources, LLC is also available on the SEC's website at www.adviserinfo.sec.gov. The searchable IARD/CRD number for Wealth Focus Resources, LLC is 127263.

Wealth Focus Resources, LLC is a Registered Investment Adviser. Registration with the United States Securities and Exchange Commission or any state securities authority does not imply a certain level of skill or training.

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Item 4: Advisory Business

Wealth Focus Resources, LLC's ("WFR") registration was granted by the U.S. Securities and Exchange Commission in 2012. Micah Sanders Porter (CRD Number 4780133) is Chief Executive Officer and Chief Compliance Officer of the firm. Mr. Porter owns one hundred (100%) percent of the equity of the firm. The firm is not publicly owned or traded. There are no indirect owners of the firm or intermediaries, which have any ownership interest in the firm. Clients may impose restrictions on their accounts in certain circumstances.

INVESTMENT SERVICES

WFR offers a combination of the following advisory services, where appropriate, to individuals, businesses, trusts, estates and charitable organizations.

Financial Consultation:

WFR will meet with the client to discuss the client's current financial situation, determine the financial objectives and investment horizon, and identify any client imposed restrictions. WFR will then provide the client with a summary of client goals, resources, assumptions, and analysis of where they are relative to where they want to be.

Comprehensive Financial Plan:

WFR also provides advice in the form of a Financial Plan. Clients purchasing this service will receive a written report, providing the client with a detailed financial plan designed to achieve his or her stated financial goals and objectives.

In general, the financial plan will address any or all of the following areas of concern:

- PERSONAL: Family records, necessary savings, estate information and financial goals.

- TAX & CASH FLOW: we will examine cash flow as it relates to funding or utilizing clients portfolio, and we will focus on tax efficiency, particularly as it relates to investing.

- INSURANCE: for most plans, we will examine insurance coverage to confirm it is adequate to allow the client to meet his or her financial needs.

- INVESTMENTS: upon completion of the plan, we will present the client a target investment allocation which is determined based on the results of the plan and the client's risk tolerance.

Portfolio Design:

The financial plan provides a general recommendation of the type of portfolio a client needs, based on the client's risk tolerance and return needs. The general recommendation is what is known as a portfolio allocation, which illustrates how investments should be allocated to specific segments of the market. Some examples of segments include Large Cap U.S. Growth stocks, Foreign stocks in developed markets, the U.S. bond market and so on.

In portfolio design, we take the recommended allocation and use it to formulate an investment policy statement which sets the overall investment strategy. From this, then we formulate the client's specific investment recommendations. Specific considerations within the investment policy statement typically include:

- Risk tolerance, including the ability and willingness to take risk
- Return needs as outlined in your comprehensive plan
- Tax considerations, typically focused on maximizing after-tax returns
- Time horizon over which portfolio will fund needs
- Liquidity needs in the short-term
-

Once the investment policy is in place, we formulate specific account-by-account investment recommendations encompassing what should be purchased and what should be sold.

Portfolio Management Services:

WFR provides continuous advice to a client regarding investment of client funds based on the individual needs of the client. Through personal discussions in which goals and objectives based on a client's particular circumstances are established, WFR develops a client's personal investment policy and creates and manages a portfolio based on that policy. WFR will manage advisory accounts on a non-discretionary basis, although we may in the future begin managing accounts on a discretionary basis if we believe doing so would be in the interest of the client, and the client has expressly approved in writing granting us discretionary rights. Account supervision is guided by the stated objectives of the client (i.e., maximum capital appreciation, growth, income, or growth and income), and these objectives are typically documented in a client Investment Policy Statement.

WFR will create a portfolio consisting of one or all of the following: individual equities, bonds, other investment products, and no-load, load-waived, and frontload mutual funds. WFR will allocate the client's assets among various investments taking into consideration the overall management style selected by the client. The mutual funds will be selected on the basis of any or all of the following criteria: the fund's performance history; the industry sector in which the fund invests; the track record of the fund's manager; the fund's investment objectives; the fund's management style and philosophy; and the fund's management fee structure. Portfolio weighting between funds and market sectors will be determined by each client's individual needs and circumstances. Clients will have the opportunity to place reasonable restrictions on the types of investments which will be made on the client's behalf. Clients will retain individual ownership of all securities. When appropriate to the needs of the client, WFR may recommend the use of margin transactions or option writing. Because these investment strategies involve certain additional degrees of risk, they will only be recommended when consistent with the client's stated tolerance for risk.

Socially Responsive Investing Services:

WFR offers Investment Management for clients interested in socially responsive and sustainable investing. Our approach in developing the client portfolio is similar to that outlined above for Portfolio Management Services, but some or all of the client portfolio will be directed to investments meeting socially responsive criteria outlined by the client. Clients to whom socially responsive investing services are provided may also request comprehensive planning services, and the cost for those additional services will be based on the estimated time needed to provide those services, and the hourly fee schedule for the Comprehensive Financial Plan outlined below will apply.

Item 5: Fees and Compensation

GENERAL INFORMATION ABOUT FEES:

In certain circumstances, fees and account minimums may be negotiable.

The fee charged is calculated as described above and is not charged on the basis of a share of capital gains upon or capital appreciation of the funds or any portion of the funds of an advisory client (Section 205(a)(1) of the Advisers Act).

A client agreement may be canceled at any time, by either party, for any reason upon receipt of 30 days written notice. Upon termination of any account, any prepaid, unearned fees will be promptly refunded, and any earned, unpaid fees will be due and payable. The client has the right to terminate an agreement without penalty within five business days after entering into the agreement.

All fees paid to WFR for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds to their shareholders. These fees and expenses are described in each fund's prospectus. These fees will generally include a management fee, other fund expenses, and a possible distribution fee. If the fund also imposes sales charges, a client may pay an initial or deferred sales charge. A client could invest in a mutual fund directly, without the services of WFR. In that case, the client would not receive the services provided by WFR which are designed, among other things, to assist the client in determining which mutual fund or funds are most appropriate to each client's financial condition and objectives. Accordingly, the client should review both the fees charged by the funds and the fees charged by WFR to fully understand the total amount of fees to be paid by the client and to thereby evaluate the advisory services being provided.

Financial Consultation Fees: Financial Consultations are billed on an hourly basis at the rate of \$190 per hour.

Comprehensive Financial Planning Fees: Comprehensive planning is billed on an hourly basis at the rate of \$190 per hour. We provide a proposal to clients after an initial complimentary consultation outlining both the scope of the plan, as well as the amount of time – and thus the anticipated fees – required for the plan. We request a deposit of half the estimated cost for the plan upon beginning the engagement, with the balance due upon completion of the planning phase.

Portfolio Design Fees: *Fees:* Portfolio design is billed at a declining rate based on the total portfolio size. That rate is as follows:

First \$500,000 .25% (one quarter of one percent)

Next \$500,000 .1625%

Next \$2 million .125%

\$3 million and above .0875%

The fee is payable upon completion of portfolio design.

Portfolio Management Services Fee: The annual fee for portfolio management services will be charged as a percentage of assets under management, according to the following schedule:

Assets under management Annual Fee (%)

First \$500,000 1.00%

Next \$500,000 0.65%

Next \$2 million 0.50%.

Above \$3 million 0.30%

A minimum of \$500,000 of assets under management is required for this service. This account size may be negotiable under certain circumstances. WFR may group certain related client accounts for the purposes of achieving the minimum account size and determining the annualized fee.

The fees are billed quarterly, in advance, based upon the value (market value or fair market value in the absence of market value), of the client's account at the end of the previous quarter. Fees will be debited from the account in accordance with the client authorization in the Client Services Agreement.

The annual fee for portfolio management will include ongoing support for financial planning needs as well as investment management.

Socially Responsive Investing Services Fees:

Assets under management Annual Fee (%)

First \$250,000 1.50%

\$250,000 to \$500,000 1.25%

\$500,000 to \$1 million 1.00%

> \$1 million 0.8%

Although there is no account minimum size, the minimum fee per year is \$200 for the Socially Responsive Investing Service.

Item 6: Performance-Based Fees and Side-By-Side Management

We do not charge performance fees to our clients.

Item 7: Types of Clients

TYPES OF CLIENTS

Individuals, trusts, estates and charitable organizations.

CONDITIONS FOR MANAGING AN ACCOUNT

Portfolio Management Services:

WFR requires a minimum account of \$500,000 for Portfolio Management Services clients. This account size may be negotiable under certain circumstances. WFR may group certain related client accounts for the purposes of achieving the minimum account size.

Item 8: Methods of Analysis, Investment Strategies and Risk of Loss

METHOD OF ANALYSIS will be fundamental analysis, which means we seek investment strategies which involve analyzing a firm's financial statements thoroughly, and investing in those in which a favorable return is expected based on the analysis.

INVESTMENT STRATEGIES will be long term investment strategies used to achieve targeted investment returns including strategic asset allocation and dollar-cost averaging. Our investment strategy involves choosing a long-term allocation for each client. Each allocation is comprised of a variety of different asset classes, and we make tactical changes to the allocations from time-to-time when we feel particular asset classes are misvalued. To implement our investment strategy, we use a mixture of individual bonds, mutual funds and exchange traded funds.

RISK OF LOSS: All investments in securities will carry some degree of risk of loss.

Item 9: Disciplinary Information

There are no legal or disciplinary events that are material to a client's or prospective client's evaluation of our advisory business or the integrity of our management.

Item 10: Other Financial Industry Activities and Affiliations

Our firm's supervised person, Micah Porter, is a registered investment adviser representative of Minerva Planning Group, Inc. an investment-related business. Micah currently spends approximately eighty percent of his time per month in his capacity as principal of the firm.

Item 11: Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

The firm is in and shall continue to be in compliance with The Insider Trading and Securities Fraud Enforcement Act of 1988. The firm is in compliance with its responsibilities concerning the reporting and monitoring of personal securities transactions. In addition, the firm hereby discloses that it has adopted a written Code of Ethics in compliance with SEC Rule 204A-1. The President of the firm carries out all compliance related mandates as set forth by The Code of Ethics. Our code of ethics makes clear our duty to place our clients' interests first at all times, and that is reflected in our trading policy. A copy of the firm's Code of Ethics is available upon request by all clients and prospective clients.

WFR does not currently recommend individual stocks for purchase, as the investment strategy focuses on investments in mutual funds and exchange traded funds. Thus, the risk of insider trading is quite low. The Chief Compliance Officer will assume responsibility for receiving an attestation of accounts on an annual basis from all employees.

Should WFR implement trading strategies in the future which involve individual stocks, procedures will be implemented concurrently to ensure that client trades take precedence in all cases over trades for WFR or its employees. In addition, to ensure adherence to its fiduciary responsibility, WFR has the following policies:

- 1) WFR emphasizes the unrestricted right of the client to decline to implement any advice rendered, except in situations where WFR is granted discretionary authority of the client's account.
- 2) WFR requires that all individuals must act in accordance with all applicable Federal and State regulations governing registered investment advisory practices.
- 3) Any individual not in observance of the above may be subject to termination.

DIRECTED BROKERAGE - BROKERAGE RECOMMENDATIONS

Portfolio Management:

As WFR does not have the discretionary authority to determine the broker dealer to be used or the commission rates to be paid, clients must direct WFR as to the broker dealer to be used. In directing the use of a particular broker or dealer, it should be understood that WFR 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.

WFR participates in the TD Ameritrade services program offered to independent investment advisers by T.D. Waterhouse Investment Services, Inc. (Waterhouse), a FINRA registered broker dealer.

Clients in need of brokerage and custodial services will have TD Ameritrade recommended to them. As part of the Ameritrade program, WFR receives benefits that it would not receive if it did not offer investment advice (See the disclosure under Item 13.A. of this Schedule F narrative).

WFR reserves the right to decline acceptance of any client account that directs the use of a broker dealer other than TD Ameritrade, if WFR believes that the broker dealer would adversely affect WFR's fiduciary duty to the client and/or ability to effectively service the client portfolio.

Financial Planning/Consulting:

WFR's financial planning and consulting practice, due to the nature of its business and client needs, does not include blocking trades, negotiating commissions with broker dealers or obtaining volume discounts, nor necessarily obtaining the best price. Clients will be required to select their own broker dealers and insurance companies for the implementation of financial planning and/or consulting recommendations. WFR may recommend any one of several brokers. WFR clients must independently evaluate these brokers before opening an account. The factors considered by WFR when making this recommendation are the broker's ability to provide professional services, WFR's experience with the broker, the broker's reputation, and the broker's financial strength, among other factors. WFR's financial planning and consulting clients may use any broker or dealer of their choice.

As indicated in this narrative brochure statement, WFR utilizes the services of the TD Ameritrade Investment Services, Inc. (TD Ameritrade program. While there is no direct linkage (except in certain circumstances) between the investment advice given to clients and WFR's participation in the TD Ameritrade program, economic benefits are received by WFR which would not be received if WFR did not give investment advice to clients. These benefits include:

- Receipt of duplicate client confirmations;
- Receipt of electronic duplicate statements;
- Access to a trading desk serving investment adviser firm participants exclusively, and providing research, pricing information, and other market data;
- Access to the investment adviser portion of their web sites which includes practice management articles, compliance updates, and other financial planning related information;
- Access to certain research materials with respect to securities, including, for example, rating reports on individual companies from Standard and Poors' or other sources;
- Access to other vendors (such as insurance or compliance providers, or providers of research or other

materials) on a discounted fee basis, where services to our firm are provided at discounted fees under an arrangement with the custodians;

- Permitting WFR to access an electronic communication network for client order entry and to access clients' account information and which may otherwise assist WFR with its back-office functions, including recordkeeping and client reporting;
- Conferences at which advisors and employees of our firms may attend (with no registration fees) and receive education on issues such as practice management, marketing, investment theory, financial planning, business succession, regulatory compliance, and information technology; and
- Visits by, or access to, custodial personnel, or free software provided by such custodians, which may aid WFR with respect to our practice management and business development activities.

Participation in the custodian's institutional programs also provides access to certain mutual funds which generally require significantly higher minimum initial investments or are generally available only to institutional investors, such as the mutual funds of Dimensional Funds Advisors.

The benefits received through participation in the custodians' institutional programs may at times depend upon the amount of transactions directed to, or amount of assets placed in custody with, the custodians.

Generally, many of the services provided to WFR by these custodians may be utilized to service all or a substantial number of our clients' accounts. Educational, research, or other services provided by these or other custodians, or by mutual fund companies, may benefit all of WFR's or WFR's clients, or may benefit only some clients.

We Do Not Participate in Certain Referral Programs. To maintain its independence and objective advice, WFR has chosen to not participate in the referral programs of TD Ameritrade (whereby clients of brokerage firms could be referred to our firm). WFR will continue to avoid certain relationships with custodians (brokerage firms, etc.) and investment product providers which it believes might materially hamper its independence in its providing advice to its clients or result in clients paying higher mutual fund management, administrative, or other product-related fees and costs. For this and other reasons, WFR does not participate in the client referral programs which may be sponsored by such custodians.

About Our Relationships with Dimensional Fund Advisors (DFA Funds)

Following a stringent interview process, WFR was granted access by Dimensional Funds Advisors (DFA) to its mutual funds at the time of WFR's inception of operations. Dimensional Funds Advisors is a Santa Monica, California-based mutual fund company with over 40 funds and over \$164 billion of assets under management (as of December 31, 2009).

While there is no direct linkage between the investment advice given and the approval of WFR to access the mutual funds of Dimensional Funds Advisors, economic benefits are received which would not be received if WFR did not give investment advice to clients. These benefits, which are also received by other Registered Investment Adviser firms granted access to the DFA funds, include:

- Attendance at seminars hosted by Dimensional Funds Advisors at which the investment products of Dimensional Funds Advisors are explained, academic instruction is given on asset allocation strategies, and financial planning and practice management instruction is given. WFR pays all of the travel and hotel costs for members and staff attending these seminars. Dimensional Funds Advisors provides, at no charge to WFR and the other attendees at such seminar, the speakers and facilities for the seminar, occasional luncheons or dinners, and the materials handed out at the seminar;
- Access to the "financial advisor" portion of the Dimensional Funds Advisors web site (www.dfaus.com), which contains additional academic research, practice management articles, newsletters, educational video presentations, software, and investment returns data;

- Use of the DFA Returns and DFA Allocation Evaluator software programs and accompanying data, which can be utilized to ascertain how different asset classes (as represented by various indices) and different mutual funds of Dimensional Funds Advisors have performed over time and which provide a method for calculation based upon historical results of rate of return and standard deviation for those asset classes and mutual funds;
- Occasional practice management conferences involving, as well as one-on-one conferences and telephone conferences with, Dimensional Funds Advisors' team members, including its Regional Directors, research staff, and tax staff, and guest speakers, to discuss specific issues relating to academic research relating to investment theory and/or relating to practice management and business development issues;

WFR is under no obligation to recommend the mutual funds of Dimensional Funds Advisors to WFR's clients. WFR recommends funds of Dimensional Funds Advisors or other mutual fund companies or other investment products only when WFR believes they best suit the client's objectives. WFR does not provide any payment to Dimensional Funds Advisors for the access provided to WFR's clients. Dimensional Funds Advisors does not pay to WFR any direct monetary compensation in order to recommend the funds of Dimensional Funds Advisors.

Item 13: Review of Accounts

Mr. Porter, Mr. Krull and Ms. Weese undertake periodic reviews on behalf of all financial planning clients. With respect to asset management clients, either continuous or periodic portfolio reviews are undertaken. There are no independent triggering factors.

Item 14: Client Referrals and Other Compensation

Although we do not currently do so, WFR may from time to time compensate, either directly or indirectly, any person (defined as a natural person or a company) for client referrals. WFR is aware of the special considerations promulgated under Section 206(4)-3 of the Investment Advisers Act of 1940 and similar state regulations. As such, appropriate disclosure shall be made, all written instruments will be maintained by WFR and all applicable Federal and/or State laws will be observed.

Item 15: Custody

All of our clients receive at least quarterly account statements directly from their custodians. Upon opening an account with a qualified custodian on a client's behalf, we promptly notify the client in writing of the qualified custodian's contact information. If we decide to also send account statements to clients, such notice and account statements include a legend that recommends that the client compare the account statements received from the qualified custodian with those received from our firm.

Item 16: Investment Discretion

In certain instances, clients may seek to limit or restrict our discretionary authority in making the determination of the brokers with whom orders for the purchase or sale of securities are placed for execution, and the commission rates at which such securities transactions are effected. Clients may seek to limit our authority in this area by directing that transactions (or some specified percentage of transactions) be executed through specified brokers in return for portfolio evaluation or other services deemed by the client to be of value. Any such client direction must be in writing (often through our advisory agreement), and may contain a representation from the client that the arrangement is permissible under its governing laws and documents, if this is relevant.

We provide appropriate disclosure in writing to clients who direct trades to particular brokers, that with respect to their directed trades, they will be treated as if they have retained the investment discretion that we otherwise would have in selecting brokers to effect transactions and in negotiating commissions and that such direction may adversely affect our ability to obtain best price and execution. In addition, we will inform you in writing that your trade orders may not be aggregated with other clients' orders and that direction of brokerage may hinder best execution.

Item 17: Voting Client Securities

As a matter of firm policy and practice, WFR does not have any authority to and does not vote proxies on behalf of advisory clients. Clients retain the responsibility for receiving and voting proxies for any and all securities maintained in client portfolios. WFR, however, may provide advice to clients regarding the clients voting of proxies.

Item 18: Financial Information

No financial reporting is required because the firm does not receive fees more than six months in advance.

Item 19: Requirements for State-Registered Advisers

Not Applicable.