

**Item 1: Cover Page for Part 2B of Form ADV:
Brochure Supplement
January 2013**

LARRY PHILLIPS

**TPG ADVISORS, LLC, DBA THE PHILLIPS GROUP ADVISORS
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**Firm Contact:
LARRY PHILLIPS
Chief Compliance Officer**

**Firm Website Address:
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WWW.THEPHILLIPSGROUPADVISORS.COM**

This brochure supplement provides information about Larry Phillips that supplements our Firm Brochure and our Wrap Fee Program Brochure. You should have received a copy of one or both of those brochures. Please contact Larry Phillips, Chief Compliance Officer, if you did not receive The Phillips Group Advisors' brochure, or if you have any questions about the contents of this supplement.

Additional information about Larry Phillips is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2: Educational Background & Business Experience

Larry Phillips

Born 1949

Business Experience

- 2009 – Present, The Phillips Group Advisors, Managing Member and Chief Compliance Officer
- 2009 – Present, Purshe Kaplan Sterling Investments, Inc., Registered Representative
- 2003 – 2009, RBC Wealth Management, Sr. Vice President – Investments, Financial Advisor

Educational Background, Professional Designations, and Exams

- 1971, Athens College, BS in Business
- 1994 – Series 65
- 1985 – Series 15
- 1984 – Series 8 & 63
- 1979 – PC

Item 3: Disciplinary Information

If there are legal or disciplinary events material to your evaluation of Mr. Phillips, we are required to disclose all material facts regarding those events.

The State of Illinois found that Mr. Larry Phillips was disqualified under Section 8.E(1)(J) based on a NASD order. The action was initiated on August 30, 2006 and was finalized on October 13, 2006. The State fined Mr. Phillips \$1,000 for this incident, and Mr. Phillips was not able to serve in the capacity of designated principal for the offer of sale of securities in Illinois until October 31, 2008. If there any questions or concerns regarding this event, please contact Mr. Gregory Solberg with the State of Illinois at (312) 793-9643.

An SRO found that Mr. Phillips, acting on behalf of his member firm, had created and distributed written communications that failed to adequately disclose material facts regarding investment products and strategies, or made exaggerated, unwarranted or misleading statements or claims regarding those products, or both in violation of 2110, 2210(D)(1)(A), 2210(D)(1)(B). The SRO initiated this action on May 24, 2004 when Mr. Phillips was affiliated with First Union Securities, Inc. and Wachovia Securities, Inc. The action was finalized on April 13, 2005, where Mr. Phillips paid a \$20,000 monetary fine. Mr. Phillips was suspended for 10 business days from association with a member firm in any capacity.

Although we are not required to disclose the following information, we feel that it is important that you know the following:

Allan Shapiro, a customer, alleged on or about January 8, 2008, that Mr. Phillips misrepresented the features of the Minimum Guaranteed Income Benefit (MGIB) of his ING Variable Annuity purchased in December, 2000. Mr. Shapiro claims that Mr. Phillips told him that if the Annuity declined in value, the MGIB would protect against losses by guaranteeing a 7% return until the exercise date of December, 2010. Mr. Shapiro had subsequently learned that the MGIB caps when he turns 80 years old. Mr. Shapiro's attorney has requested that ING honor the MGIB for 10 years or return the original investment with interest, and damages are estimated to be \$8,000 plus interest. The complaint was settled for \$25,000 on December 3, 2009.

Item 4: Other Business Activities

A. If Mr. Phillips is actively engaged in any investment-related business or occupation, including if Mr. Phillips is registered, or has an application pending to register, as a broker-dealer, registered representative of a broker-dealer, futures commission merchant ("FCM"), commodity pool operator ("CPO"), commodity trading advisor ("CTA"), or an associated person of an FCM, CPO, or CTA, we are required to disclose this fact and describe the business relationship, if any, between the advisory business and the other business.

1. If a relationship between the advisory business and Mr. Phillips's other financial industry activities creates a material conflict of interest with you, the SEC requires us to describe the nature of the conflict and generally how we address it.

We have nothing to disclose in this regard.

2. If Mr. Phillips receives commissions, bonuses or other compensation based on the sale of securities or other investment products, including as a broker-dealer or registered representative, and including distribution or service ("trail") fees from the sale of mutual funds, we have to disclose this fact. If this compensation is not cash, we are required to explain what type of compensation Mr. Phillips receives. We must explain that this practice gives Mr. Phillips an incentive to recommend investment products based on the compensation received, rather than on your needs.

Mr. Larry Phillips is a registered representative of PKS, a registered broker-dealer and Member FINRA/SIPC. In order to comply with FINRA Conduct Rule 3040, PKS, as an unaffiliated broker-dealer, may periodically review the investment advisory transactions of our firm. This information will be viewed by PKS' compliance department personnel for supervisory purposes only. No information viewed will be utilized for purposes of solicitation or shared with any affiliation outside the scope of regulatory compliance.

He may offer certain qualified clients trading services which gives him the ability to execute trades through PKS of client assets custodied at Charles Schwab & Co., Inc. ("Schwab"). Some of our affiliated persons (Investment Advisor Representatives or IARs) may, in their capacity as Registered Representatives of PKS, receive commissions or other compensation for these transactions.

Please note that a conflict of interest may exist when, as a PKS Registered Representative, an IAR receives commissions or additional compensation when the RIA recommends these transactions to clients. If such a conflict of interest arises, IARs of our firm will adhere to its internal Code of Ethics to ensure that clients are not being treated unfairly.

- B. If Mr. Phillips is actively engaged in any business or occupation for compensation not discussed in response to Item 4.A, above, and the other business activity or activities provide a substantial source of Mr. Phillips' income or involve a substantial amount of Mr. Phillips' time, we are required to disclose this fact and must describe the nature of that business. If the other business activities represent less than 10 percent of Mr. Phillips' time and income, we may presume that they are not substantial.

Mr. Phillips is licensed to sell life and health insurance. He may receive the normal commissions for securities or insurance sales in his separate roles as a registered representative or insurance agent/broker.

Item 5: Additional Compensation

If someone who is not a client provides an economic benefit to Mr. Phillips for providing advisory services, we are required to generally describe the arrangement. For purposes of this Item, economic benefits include sales awards and other prizes, but do not include Mr. Phillips' regular salary. Any bonus that is based, at least in part, on the number or amount of sales, client referrals, or new accounts should be considered an economic benefit, but other regular bonuses should not.

We have nothing to disclose in this regard.

Item 6: Supervision

We are required to explain how we supervise Mr. Phillips, including how we monitor the advice Mr. Phillips provides to you. Our firm has to provide the name, title and telephone number of the person responsible for supervising Mr. Phillips' advisory activities on behalf of our firm.

Mr. Larry Phillips is the Chief Compliance Officer of the firm and his trading activity is supervised by Tracy Jean Diestel.