

FORM ADV Uniform Application for Investment Adviser Registration
Appendix 1: Sponsored Wrap Fee Program
Item 1: Cover Page



Registered | Investment | Advisor

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This wrap fee program brochure provides information about the qualifications and business practices of Focused Wealth Management, Inc. If you have any questions about the contents of this brochure, please contact us directly using the contact information listed above. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any State Securities Regulatory Authority. Additional information about the firm and its supervised personnel is also available on the SEC's website at www.adviserinfo.sec.gov. Please note; where this brochure may reference the terms "registered investment adviser" or "registered", such status does not imply that the firm or its personnel have attained a certain level of skill or training. Questions relative to same may be addressed directly with the firm and its personnel.

Item 2: Material Changes

The purpose of this Item 2 is to disclose material changes that have been made to this Wrap Fee Program Brochure since the last annual update of this Brochure.

No material changes have been made to this Wrap Fee Program Brochure since its last annual update. The last annual update of this Brochure was dated March 2012.

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Item 4: Services, Fees, and Compensation

Pursuant to a contract with TD Ameritrade, Inc., Focused Wealth Management (“FWM”) provides investment management services to participating clients on a wrap fee basis. Where TD Ameritrade offers a host of exchange traded and other mutual fund investment selections, Focused Wealth will create and manage an investment portfolio in concert with each client’s investment objectives and other factors.

The firm’s management expertise is provided for an annual 2.0% fee. This fee is derived from a percentage of the client’s assets under management and charged monthly based on the market value of the account assets under management at the end of the previous calendar month. In tandem with that monthly schedule, the fee is charged in arrears and is automatically deducted from the clients account by TD Ameritrade, the custodian. The fee remains negotiable but only under the rarest of circumstances. All fee negotiations are subject to the firm’s discretion.

All accounts are managed internally by firm personnel. Such persons are compensated for their involvement with client accounts. The terms of such compensation is reflected in a written employment contract between the firm and the employee. Clients should note that such persons may have additional business interests that could present a conflict of interest. Please see Part 2A, Item 10 of this brochure for further information.

Where the firm provides investment management and brokerage services for one inclusive fee, clients should note that such services may be found elsewhere at a reduced rate. However, clients may also benefit from the bundling of services (trading, custody, and other administrative services as provided by TD Ameritrade) for one inclusive fee.

Where mutual funds and other investments may charge certain expenses to their shareholders, such costs are charged to the client's account-exclusive of the wrapped fee. Accordingly, each client is strongly encouraged to review all disclosure brochures, prospectus materials and monthly/quarterly account statements for a full appreciation of the total cost. Questions relative to same may be addressed directly with firm personnel.

Item 5: Account Requirements and Types of Clients

FWM provides investment advisory services to Individuals, Charities, Municipal Entities, Corporations, Trusts, Institutions, Not-for-Profits, Public and Private Endowments, Pension Funds, Foundations and Contingency Funds with 501(c)(3) plans sizes ranging from \$10 - \$25 Million. Participation in the program is limited to those accounts with a minimum of \$25,000 in value. This amount must be maintained within the account on an ongoing basis. In certain cases the firm may make exceptions to this requirement. Such exceptions remain at the discretion of the firm.

Item 6: Portfolio Manager Selection and Evaluation

Accounts are managed internally by firm personnel. Such persons are assigned to accounts based upon their expertise and ongoing performance. Performance is reviewed by the firm's Investment Selection and Monitoring Committee on a quarterly basis to ensure that accounts are managed according to stated objectives. Questions relative to the management of accounts may be addressed with the Committee directly.

Focused Wealth Wrap Fee Program

The firm also offers similar portfolio management services as a sponsor of a wrap fee arrangement with TD Ameritrade, Inc., a FINRA registered broker-dealer. Within the program, accounts are continuously monitored by the Focused Wealth's Investment Committee. Primarily consisting of Exchange Traded Index Funds and similar types of investments, the program is offered to those accounts with a minimum of \$25,000, although exceptions may be granted to this minimum at the firm's discretion. Focused Wealth's fee is based on a percentage of the client's assets under firm management. Where the account incurs certain brokerage-related costs, such costs are absorbed by the firm and paid to TD Ameritrade from a specified portion of the firm's management fee. Participating accounts will be held custody with TD Ameritrade, and may be subject to

additional charges not covered by the wrap fee arrangement. Questions related to this program and others may be addressed directly with the firm and its personnel.

Performance-Based Fees and Side-By-Side Management

As FWM's advisory services do not incorporate performance fees or the offering of any additional investment services, side-by-side management does not apply to those services rendered by FWM.

Methods of Analysis, Investment Strategies and Risk of Loss

FWM utilizes a fully integrated and comprehensive Investment Manager and Investment Product search to identify, select, and monitor the best-in-class asset managers and exchange traded funds (ETF's) for each asset class and style to be represented. This is conducted quarterly.

The process begins by utilizing proprietary and quantitative screening methodology designed to narrow the field of investment choices to only those funds and ETF's meeting standards set by the firm's Investment Selection and Monitoring Committee. Factors considered in this analysis may include:

- Trading platform availability: Investment Managers or ETF's must trade with no loads and should use a common trading platform to eliminate transaction costs and wiring fees.
- Regulatory oversight: Each Investment Manager or ETF should be part of a regulated bank, an insurance company, a mutual fund organization, or a registered investment adviser.
- Correlation to style or peer group: Investment Managers or ETF's should consistently correlate to its stated investment style.
- Performance relative to a peer group: The product's performance is evaluated against its peer group's average annualized return for 1-, 3- and 5-year periods and, in addition; take into account year-by-year performance.
- Performance relative to assumed risk: The Investment Manager's portfolio or ETF's risk will be evaluated against its peers and the overall market the manager is attempting to represent
- Manager tenure: The Investment Manager should have several years managing the fund or a fund with similar investment characteristics.
- Assets under management: The Investment Manager must meet minimum assets under management size within each asset class.

- Stability of the organization: The firm looks for stable and consistent management; the same portfolio management team should be in place for at least two years.

The Committee then further reviews all funds and ETF's applying additional analytical and subjective measures to narrow its investment recommendations for each investment style.

Other variables considered in this analysis may include:

- Growth in assets the previous two quarters and one year
- Shifting from its designated style
- Name recognition
- Other statistical risk measurements
- Review of analyst's commentary

Recommended funds and ETF's are placed on a formal Investment Product Selection List outlining all the statistical data utilized in the selection of fund(s) within each style group. It is then distributed to FWM for use in the selection of investment fund(s) and ETF's for their clients.

The Suitability of the investment products and investment managers will be monitored on a quarterly basis and it is at the Committee's discretion to take corrective action by replacing a manager, or ETF if deemed appropriate.

Risk of Loss: Investing in securities involves a certain amount of risk of loss that clients should be prepared to bear. Where short term trading methods are employed, the cost of more frequent trades can often incur more expense than that of a more conservative or long term purchase approach. Questions regarding these risks and/or increased costs may be directed to the firm and its representatives.

Voting Client Securities

FWM will not vote, nor advise clients how to vote, proxies for securities held in client accounts. Clients may contact FWM with questions regarding a particular solicitation; however, the client maintains the authority and responsibility for the voting of these proxies. The firm and its clients agree to this by contract. Clients will receive such proxies or other similar solicitations directly from the transfer agent or other third party designee where applicable.

Item 7: Client Information Provided to Portfolio Managers
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As accounts are managed internally by firm personnel, the firm retains a duty to ensure that each client is served according to their investment objectives and appropriate level of

risk tolerance. Accordingly, the firm strongly encourages clients to provide the firm with regular updates as to financial status and other issues-particularly where such information may impact the status of the investment plan.

Item 8: Client Contact with Portfolio Managers

As previously mentioned throughout this brochure, clients are encouraged to communicate with their respective account managers on a regular basis.

Item 9: Additional Information

Disciplinary Information

Rule 206(4)-4 of the Investment Advisers Act of 1940 requires investment advisers to provide clients with disclosures as to any legal or disciplinary activities deemed material to the client's evaluation of the adviser. Please note, neither the firm nor its personnel have any disciplinary, regulatory, criminal, civil, or otherwise reportable history to disclose at this time.

Other Financial Industry Activities and Affiliations

FWM's investment adviser representatives are also registered representatives with SAI, a FINRA registered broker/dealer. Through this arrangement, registered representatives may purchase or sell securities for SAI client accounts for additional commission based compensation.

Clients should note that the firm and its representatives may receive additional compensation from mutual fund sales loads and 12(b)-1 distribution fees made through SAI. Additionally, they may receive additional compensation from variable annuity sales or trail commissions made through SAI or other firms for various variable annuity investments.

Investment adviser representatives serve as separately licensed insurance agents and, as such, are involved with the sale and servicing of life and health insurance products on behalf of various insurance providers. If a client elects to purchase insurance products through representatives associated with FWM, these individuals will be compensated by the provider on a commission basis.

The firm maintains a fiduciary obligation to place its clients' interests first. However, clients should be aware that the receipt of additional compensation itself can create a conflict of interest, and may affect the judgment of this individual when making investment recommendations. In order to properly handle such potential conflicts of interest, the firm has adopted a Code of Ethics. Please see Item 11 (below) for further discussion related to the firm's Code of Ethics.

Code of Ethics

Pursuant to Rule 204 (A)-1 of the Investment Advisers Act of 1940, FWM has adopted a Code of Ethics that sets forth the basic policies of ethical conduct for all managers, officers, and employees of the firm. FWM and/or its representatives may purchase or sell investments for their personal accounts that they have similarly recommended to clients.

The Code of Ethics describes the firm's fiduciary duties and obligations to clients, and sets forth the firm's practice of supervising the personal securities transactions of employees who maintain access to client information.

FWM collects and maintains records of securities holdings and transactions made by employees. The firm reviews the personal trading practices of its employees to identify and resolve any potential or realized conflicts of interest. The firm's Code of Ethics is available upon request.

Client Referrals and Other Compensation

FWM may enter into written agreements with third-parties for the solicitation of advisory clients, through which FWM compensates the soliciting party for client referrals. The terms of these written arrangements are disclosed to the referred client in a Solicitors Disclosure Statement provided to the client by the solicitor at the time of solicitation, along with a copy of FWM's brochure (Form ADV Part 2A), in compliance with Rule 206(4)-3 of the Advisers Act. At the time of this filing, has entered into such an agreement with Vanacore, De Benedictus, DiGiovanni & Weddell LLP. Individuals associated with this firm may provide client referrals to FWM for a fee.

FWM does not receive any economic benefit from a non-client for the provision of advisory services to the firm's clients.

Financial Information

Under Rule 206(4)-4 of the Investment Advisers Act of 1940, investment advisers are required to disclose certain information about their business practices that might serve as material to the client's decision in choosing an investment adviser.

As of the date of this filing, FWM does not require the payment of more than \$1,200 in fees six months or more in advance or maintain any financial hardships or other conditions that might impair its ability to meet its contractual obligations to clients.