

**DISCLOSURE BROCHURE**  
PREPARED IN COMPLIANCE WITH  
THE INVESTMENT ADVISERS ACT OF 1940 RULE 204-3(A)

**Focus 401(k) Group, LLC**

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This brochure provides information about the qualifications and business practices of Focus 401(k) Group, LLC. Being registered as a registered investment adviser does not imply a certain level of skill or training. If you have any questions about the contents of this brochure, please contact us at 214-373-4113. 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 Focus 401(k) Group, LLC (CRD #172217) is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov)

**JULY 2, 2014**

## **Item 2: Material Changes**

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### **Annual Update**

The Material Changes section of this brochure will be updated annually or when material changes occur since the previous release of the Firm Brochure.

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### **Material Changes since the Last Update**

The U.S. Securities and Exchange Commission issued a final rule in July 2010 requiring advisers to provide a Firm Brochure in narrative “plain English” format. The new final rule specifies mandatory sections and organization. This is the initial filing of this brochure.

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### **Full Brochure Available**

This Firm Brochure being delivered is the complete brochure for the Firm.

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## **Item 4: Advisory Business**

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### **Firm Description**

Focus 401(k) Group, LLC (“Advisor”, “We”, “Us”) was founded in 2014. Phillip Powers and Michael Rubenstein are the primary owners.

Focus 401(k) Group, LLC provides advisory services to Qualified Plans as a 3(21) and or a 3(38) Advisor.

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### **Types of Advisory Services**

#### **QUALIFIED PLAN CONSULTING SERVICES**

Advisor assists clients that are trustees or other fiduciaries to retirement plans (“Plans”) by providing fee based consulting and/or advisory services. Such Plans may or may not be subject to the Employee Retirement Income Security Act of 1974 (“ERISA”).

We may acts as either:

1. *Limited Scope 3(21) Fiduciary.* Advisor typically acts as a limited scope 3(21) fiduciary that can advise, help and assist plan sponsors with their investment decisions. The plan sponsor is still ultimately responsible for the decisions made in their plan, though using Advisor can help mitigate that plan sponsor’s liability by following a diligent process.
2. *3(38) Investment Manager.* Advisor can also act as an ERISA 3(38) Investment Manager in which it has discretionary management and control of a given retirement plan’s assets. Advisor would then become solely responsible and liable for the selection, monitoring and replacement of the plan’s investment options.

We perform one or more of the following services summarized below, as selected by the client in the client agreement.

#### **Investment Advisory Services**

- Assist the Plan in the preparation or review of an IPS for the Plan.
- Recommend specific investments to be held by the Plan or, in the case of a participant-directed defined contribution plan to be made, available as investment options under the Plan.
- Perform ongoing monitoring of investments options available in the Plan.
- Assistance in identifying an investment product or model portfolio in connection with the definition of a “Qualified Default Investment Alternative” (“QDIA”) under ERISA.
- Recommend asset allocation target-date or risk-based model portfolios for the Plan to make available to Plan participants and funds from the line-up of investment options chosen by the client to include in such model portfolios.
- Prepare reports reviewing the performance of Plan investments options.

#### **Plan Consulting Services**

- Assist the Plan by acting as a liaison between the Plan and service providers, product sponsors and/or vendors.

- Provide education, training, and/or guidance for the members of the Plan Committee with regard to plan features, retirement readiness matters, or service on the Committee.
- Assist the client in enrolling Plan participants in the Plan, including providing participants with information about the Plan.
- Assist with participant education, which may include preparation of education materials and/or conducting investment education seminars and meetings for Plan participants.
- Assist with the preparation, distribution and evaluation of Request for Proposals, finalist interviews, and conversion support.
- Provide the client with comparisons of Plan data (e.g., regarding fees and services and participant enrollment and contributions).
- Assist client in identifying the fees and other costs borne by the Plan.

If the Plan makes available publicly traded employer stock (“company stock”) as an investment option under the Plan, we do not provide investment advice regarding company stock and are not responsible for the decision to offer company stock as an investment option. Also, we do not provide advice regarding the offering to participants of individual self-directed brokerage accounts, mutual fund windows, or other similar arrangements and are not responsible for the decision to offer such arrangements. In addition, if participants in the Plan may invest the assets in their accounts through such arrangements, or may obtain participant loans, we do not provide any individualized advice or recommendations to the participants regarding these decisions.

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#### **Client Tailored Services and Client Imposed Restrictions**

The goals and objectives for each client are documented in our client files. Investment strategies are created that reflect the stated goals and objective. Clients may impose restrictions on investing in certain securities or types of securities.

Agreements may not be assigned without written client consent.

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#### **Wrap Fee Programs**

Focus 401(k) Group, LLC does not sponsor any wrap fee programs.

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#### **Client Assets under Management**

As of the date of this initial filing, Focus 401(k) Group, LLC has no client assets under management.

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### **Item 5: Fees and Compensation**

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#### **Method of Compensation and Fee Schedule**

##### QUALIFIED PLAN SERVICES FEES

Clients will pay us a fee for advisory and/or consulting services. The fee may be based on a percentage of the assets held in the Plan (not to exceed 2% annually), or on a flat fee basis, as negotiated between us and the Plan. The fee will be payable in advance or in arrears and either quarterly or monthly as agreed upon in the agreement by both parties. If asset based fees are negotiated, the payment generally will be based on the value of the Plan assets as

of the close of business on the last business day of the period as valued by the custodian. However, if the fee is paid by the Plan or the client through a third party service provider, the fee will be calculated as determined by the provider. If fees are paid in advance, the Plan will be entitled to a prorated refund of any prepaid fees for services not provided; if fees are paid in arrears, we will be entitled to a prorate fee for services provided in the final period.

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### **Additional Client Fees Charged**

The Plan incurs fees and charges imposed by third parties other than us. These fees can include fund or annuity subaccount management fees, 12b-1 fees and administrative servicing fees, recordkeeping and other service provider fees.

If a client engages us to provide ongoing investment recommendations to the Plan regarding the investment options (e.g., mutual funds, collective investment funds) to be made available to Plan participants, clients should understand that there generally will be two layers of fees with respect to such assets. The Plan will pay an advisory fee to the fund manager and other expenses as a shareholder of the fund. The client also will pay us a fee for the investment recommendation services.

If a Plan makes available a variable annuity as an investment option, there are mortality, expense and administrative charges, fees for additional riders on the contract and charges for excessive transfers within a calendar year imposed by the variable annuity sponsor. If a Plan makes available a pooled guaranteed investment contract (GIC) fund, there are investment management and administrative fees associated with the pooled GIC fund.

For more details on the brokerage practices, see Item 12 of this brochure.

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### **Prepayment of Client Fees**

401(k) Group, LLC does not require prepayment of fees of more than \$1200 per client and six months or more in advance.

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### **External Compensation for the Sale of Securities to Clients**

Focus 401(k) Group, LLC does not receive any external compensation for the sale of securities to clients; however, investment advisor representatives of Focus 401(k) Group, LLC may receive separate compensation in the form of commissions for the sale of securities as registered representatives of an unaffiliated broker dealer.

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## **Item 6: Performance-Based Fees and Side-by-Side Management**

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### **Sharing of Capital Gains**

Fees are not based on a share of the capital gains or capital appreciation of managed securities.

## **Item 7: Types of Clients**

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### **Description**

Focus 401(k) Group, LLC provides services to trustees or other fiduciaries to Qualified Plans.

Client relationships vary in scope and length of service.



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**Account Minimums**

Focus 401(k) Group, LLC does not require a minimum to open an account.

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

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**Methods of Analysis**

Security analysis methods may include fundamental analysis, technical analysis, and cyclical analysis. Investing in securities involves risk of loss that clients should be prepared to bear. Past performance is not a guarantee of future returns.

Fundamental analysis involves evaluating a stock using real data such as company revenues, earnings, return on equity, and profits margins to determine underlying value and potential growth. Technical analysis involves evaluating securities based on past prices and volume. Cyclical analysis involves analyzing the cycles of the market.

The main sources of information include financial newspapers and magazines, research material prepared by others, corporate rating services, annual reports, prospectuses, filings with the Securities and Exchange Commission and company press releases.

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**Investment Strategy**

The investment strategy for a specific client is based upon the objectives stated by the client during consultations. The client may change these objectives at any time. Each client executes an Investment Policy Statement or Risk Tolerance that documents their objectives and their desired investment strategy.

The trustees or other fiduciaries of a Plan may choose to select a number of different types of securities or insurance products to make available to Plan participants, including mutual funds, group annuity contracts, collective investment funds, GICs, ETFs, stable value funds, annuity subaccounts or other securities. Each different type of security or product carries with it risks that are inherent in that specific type of security. Mutual funds, collective investment funds, ETFs and annuity subaccounts may also invest in varying types of securities which carry these risks. Investing in securities involves the risk of loss that clients should be prepared to bear. Described below are some particular risks and features associated with investing in general and with some types of investments that may be purchased by a Plan.

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**Security Specific Material Risks**

All investment programs have certain risks that are borne by the investor. Fundamental analysis may involve interest rate risk, market risk, business risk, and financial risk. Risks involved in technical analysis are inflation risk, reinvestment risk, and market risk. Cyclical analysis involves inflation risk, market risk, and currency risk.

Our investment approach constantly keeps the risk of loss in mind. Investors face the following investment risks and should discuss these risks with Focus 401(k) Group, LLC:

- *Market Risk:* The price of a security, bond, or mutual fund may drop in reaction to tangible and intangible events and conditions. This type of risk is caused by external factors independent of a security's particular underlying circumstances. For example, political, economic and social conditions may trigger market events.

- *Inflation Risk:* When any type of inflation is present, a dollar today will buy more than a dollar next year, because purchasing power is eroding at the rate of inflation.
- *Currency Risk:* Overseas investments are subject to fluctuations in the value of the dollar against the currency of the investment's originating country. This is also referred to as exchange rate risk.
- *Reinvestment Risk:* This is the risk that future proceeds from investments may have to be reinvested at a potentially lower rate of return (i.e. interest rate). This primarily relates to fixed income securities.
- *Business Risk:* These risks are associated with a particular industry or a particular company within an industry. For example, oil-drilling companies depend on finding oil and then refining it, a lengthy process, before they can generate a profit. They carry a higher risk of profitability than an electric company which generates its income from a steady stream of customers who buy electricity no matter what the economic environment is like.
- *Liquidity Risk:* Liquidity is the ability to readily convert an investment into cash. Generally, assets are more liquid if many traders are interested in a standardized product. For example, Treasury Bills are highly liquid, while real estate properties are not.
- *Financial Risk:* Excessive borrowing to finance a business' operations increases the risk of profitability, because the company must meet the terms of its obligations in good times and bad. During periods of financial stress, the inability to meet loan obligations may result in bankruptcy and/or a declining market value.
- *Credit Risk:* This is the risk that an investor could lose money if the issuer or guarantor of a fixed income security is unable or unwilling to meet its financial obligations.
- *Group Annuities:* If a client purchases a group annuity contract for the Plan, client should read and understand the group annuity contract and all other offering material prepared by the issuing insurance company prior to making an investment decision.

## **Item 9: Disciplinary Information**

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### **Criminal or Civil Actions**

The firm and its management have not been involved in any criminal or civil action.

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### **Administrative Enforcement Proceedings**

The firm and its management have not been involved in administrative enforcement proceedings.

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### **Self-Regulatory Organization Enforcement Proceedings**

The firm and its management have not been involved in legal or disciplinary events related to past or present investment clients.

## **Item 10: Other Financial Industry Activities and Affiliations**

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### **Broker-Dealer or Representative Registration**

One or more of the persons affiliated with us is/are Registered Representatives of LPL. LPL is registered as a full service, general securities broker-dealer, and as a Registered Investment Adviser with the Securities and Exchange Commission ("SEC"). LPL is also a member of the Financial Industry Regulatory Authority, Inc. ("FINRA") and the Securities Investor Protection Corporation ("SIPC"). Clients should be aware that this is a perceived conflict of interest.

Because of the affiliation with LPL, these persons may have three different but concurrent roles:

1. As a Registered Person with LPL who may receive Commissions for recommending securities;
2. As an Investment Adviser Representative of LPL who may receive a fee for rendering advisory services (applicable only for states in which dual registration is permitted); and
3. As an Investment Adviser Representative of Adviser who may offer services outside of LPL.

Adviser is not affiliated with LPL. Clients should be clear which entity the services are being offered through, and that the appropriate disclosure documents have been obtained. It is important to note that the information of Clients using the services of Adviser will be shared with LPL for the purpose of surveilling transactions in the Clients' account(s) and for billing.

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### **Futures or Commodity Registration**

Neither Focus 401(k) Group, LLC nor its employees are registered or has an application pending to register as a futures commission merchant, commodity pool operator, or a commodity trading advisor.

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### **Material Relationships Maintained by this Advisory Business and Conflicts of Interest**

Member Phillip Powers is also a registered representative and investment adviser representative and investment advisor representative of LPL. Approximately 10% of his time is spent on these practices. From time to time, he will offer clients products and/or services from these activities.

Member Michael Rubenstein is also a registered representative and investment adviser representative and investment advisor representative of LPL. Approximately 10% of his time is spent on these practices. From time to time, he will offer clients products and/or services from these activities.

This represents a conflict of interest because it gives an incentive to recommend products and services based on the commission and/or fee amount received. This conflict is mitigated by the fact that we have a fiduciary responsibility to place the best interest of the client first and the clients are not required to purchase any products or services. Clients have the option to purchase these products or services through another broker dealer or registered investment adviser of their choosing.

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### **Recommendations or Selections of Other Investment Advisors and Conflicts of Interest**

Focus 401(k) Group, LLC does not recommend or select other investment advisors.

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

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### **Code of Ethics Description**

The employees of Focus 401(k) Group, LLC have committed to a Code of Ethics ("Code"). The purpose of our Code is to set forth standards of conduct expected of Focus 401(k) Group, LLC employees and addresses conflicts that may arise. The Code defines acceptable behavior for employees of Focus 401(k) Group, LLC. The Code reflects Focus 401(k) Group, LLC and its supervised persons' responsibility to act in the best interest of their client.

One area the Code addresses is when employees buy or sell securities for their personal accounts and how to mitigate any conflict of interest with our clients. We do not allow any employees to use non-public material information for their personal profit or to use internal research for their personal benefit in conflict with the benefit to our clients.

Focus 401(k) Group, LLC policy prohibits any person from acting upon or otherwise misusing non-public or inside information. No advisory representative or other employee, officer or director of Focus 401(k) Group, LLC may recommend any transaction in a security or its derivative to advisory clients or engage in personal securities transactions for a security or its derivatives if the advisory representative possesses material, non-public information regarding the security.

Focus 401(k) Group, LLC' Code is based on the guiding principle that the interests of the client are our top priority. Focus 401(k) Group, LLC' officers, directors, advisors, and other employees have a fiduciary duty to our clients and must diligently perform that duty to maintain the complete trust and confidence of our clients. When a conflict arises, it is our obligation to put the client's interests over the interests of either employees or the company.

The Code applies to "access" persons. "Access" persons are employees who have access to non-public information regarding any clients' purchase or sale of securities, or non-public information regarding the portfolio holdings of any reportable fund, who are involved in making securities recommendations to clients, or who have access to such recommendations that are non-public.

The firm will provide a copy of the Code of Ethics to any client or prospective client upon request.

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### **Investment Recommendations Involving a Material Financial Interest and Conflict of Interest**

Focus 401(k) Group, LLC and its employees do not recommend to clients securities in which we have a material financial interest.

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### **Advisory Firm Purchase of Same Securities Recommended to Clients and Conflicts of Interest**

Focus 401(k) Group, LLC and its employees may buy or sell securities that are also held by clients. In order to mitigate conflicts of interest such as front running, employees are required to disclose all reportable securities transactions as well as provide Focus 401(k) Group, LLC with copies of their brokerage statements.

The Chief Compliance Officer of Focus 401(k) Group, LLC is Phillip Powers. He reviews all employee trades each quarter. The personal trading reviews ensure that the personal

trading of employees does not affect the markets and that clients of the firm receive preferential treatment over employee transactions.

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**Client Securities Recommendations or Trades and Concurrent Advisory Firm Securities Transactions and Conflicts of Interest**

Focus 401(k) Group, LLC does not maintain a firm proprietary trading account and does not have a material financial interest in any securities being recommended and therefore no conflicts of interest exist. However, employees may buy or sell securities at the same time they buy or sell securities for clients. In order to mitigate conflicts of interest such as front running, employees are required to disclose all reportable securities transactions as well as provide Focus 401(k) Group, LLC with copies of their brokerage statements.

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**Item 12: Brokerage Practices**

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**Factors Used to Select Broker-Dealers for Client Transactions**

The Plan is responsible for selecting the custodian and investment sponsor for the Plan assets.

We do not have any soft dollar arrangements.

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**Item 13: Review of Accounts**

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**Content of Client Provided Reports and Frequency**

To the extent services offered to the Plan include performance monitoring or reporting, IAR will review performance or provide reports of investment manager(s) or investments selected by the Plan on a frequency as agreed with the Plan. If elected by the Plan, IAR will provide reports evaluating the performance of Plan investment manager(s) or investments, as applicable.

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**Item 14: Client Referrals and Other Compensation**

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**Economic benefits Provided to the Advisory Firm from External Sources and Conflicts of Interest**

Focus 401(k) Group, LLC does not receive any economic benefits from external sources.

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**Advisory Firm Payments for Client Referrals**

Focus 401(k) Group, LLC does not compensate for client referrals.

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**Item 15: Custody**

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**Account Statements**

All assets are held at qualified custodians, which means the custodians provide account statements directly to clients at their address of record at least quarterly. Clients are urged to compare the account statements received directly from their custodians to the performance report statements prepared by Focus 401(k) Group, LLC.

## **Item 16: Investment Discretion**

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### **Discretionary Authority for Trading**

As a 3(21) Advisor, we provide advisory and consulting services on a non-discretionary basis, with the client making the decision regarding the purchase and sale of securities and the investment options to be made available in the Plan.

As a 3(38) Advisor services are provided on a discretionary basis, clients will provide that authorization in writing in the client agreement. We do not exercise authority over the administration of the Plan.

## **Item 17: Voting Client Securities**

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### **Proxy Votes**

Focus 401(k) Group, LLC does not vote proxies on securities. Clients are expected to vote their own proxies. The client will receive their proxies directly from the custodian of their account or from a transfer agent.

## **Item 18: Financial Information**

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### **Balance Sheet**

A balance sheet is not required to be provided because Focus 401(k) Group, LLC does not serve as a custodian for client funds or securities and Focus 401(k) Group, LLC does not require prepayment of fees of more than \$1200 per client and six months or more in advance.

### **Financial Conditions Reasonably Likely to Impair Advisory Firm's Ability to Meet Commitments to Clients**

Focus 401(k) Group, LLC has no condition that is reasonably likely to impair our ability to meet contractual commitments to our clients.

### **Bankruptcy Petitions during the Past Ten Years**

Neither Focus 401(k) Group, LLC nor its management has had any bankruptcy petitions in the last ten years.

# **SUPERVISED PERSON BROCHURE**

FORM ADV PART 2B

**Phillip R. Powers**

**Focus 401(k) Group, LLC**

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Suite 312  
Addison, TX 75001

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This brochure supplement provides information about Phillip R. Powers and supplements the Focus 401(k) Group, LLC' brochure. You should have received a copy of that brochure. Please contact Mr. Powers if you did not receive the brochure or if you have any questions about the contents of this supplement.

Additional information about Phillip R. Powers (CRD #1400797) is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

**JULY 2, 2014**

## **Brochure Supplement (Part 2B of Form ADV)**

### **Supervised Person Brochure**

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#### **Principal Executive Officer**

##### **Phillip Russell Powers**

- Year of birth: 1963
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#### **Item 2 Educational Background and Business Experience**

##### **Educational Background:**

- Accredited Investment Fiduciary; 2006
- University of Texas, Arlington; BBA, Finance; 1985

##### **Business Experience:**

- Focus 401(k) Group, LLC; Member/Chief Compliance Officer/Investment Advisor Representative; 2014-Present
  - LPL, Inc.; Shareholder; 02/2001-Present
  - LPL Financial Corporation; Investment Advisor Representative/Registered Representative; 11/2010-Present
  - NRP Advisors, Inc.; Investment Advisor Representative; 08/2007-11/2010
  - NRP Financial, Inc.; Registered Representative; 08/2007-11/2010
  - Financial Telesis; Registered Representative; 04/2004-08/2007
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#### **Item 3 Disciplinary Information**

None to report

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#### **Item 4 Other Business Activities**

Member Phillip Powers has a financial industry affiliated business as a registered representative and investment adviser representative and investment advisor representative of LPL. Approximately 10% of his time is spent on these practices. From time to time, he will offer clients products and/or services from these activities.

This represents a conflict of interest because it gives an incentive to recommend products and services based on the commission and/or fee amount received. This conflict is mitigated by the fact that Phillip Powers have a fiduciary responsibility to place the best interest of the client first and the clients are not required to purchase any products or services. Clients have the option to purchase these products or services through another broker dealer or registered investment adviser of their choosing.

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#### **Item 5 Additional Compensation**

Mr. Powers receives additional compensation in his capacity as a representative with LPL, but he does not receive any performance based fees.

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#### **Item 6 Supervision**

Since Mr. Powers is the Chief Compliance Officer of Focus 401(k) Group, LLC he is ultimately responsible for all supervision and formulation and monitoring of investment advice offered to clients.



# **SUPERVISED PERSON BROCHURE**

FORM ADV PART 2B

**Michael Jay Rubenstein**

**Focus 401(k) Group, LLC**

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This brochure supplement provides information about Michael Rubenstein and supplements the Focus 401(k) Group, LLC' brochure. You should have received a copy of that brochure. Please contact Michael Rubenstein if you did not receive the brochure or if you have any questions about the contents of this supplement.

Additional information about Michael Rubenstein (CRD #2112298) is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

**DRAFT**

## **Brochure Supplement (Part 2B of Form ADV)**

### **Supervised Person Brochure**

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#### **Principal Executive Officer**

**Michael Jay Rubenstein**

- Year of birth: 1966
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#### **Item 2 Educational Background and Business Experience**

Educational Background:

- Accredited Investment Fiduciary; 2007
- University of Maryland, College Park; 1988

Business Experience:

- Focus 401(k) Group, LLC; Member/Investment Advisor Representative; 2014-Present
  - LPL Financial; Investment Advisor Representative/Registered Representative; 11/2010-Present
  - NRP Advisors, Inc.; Investment Advisor Representative; 07/2008-11/2010
  - NRP Financial; Registered Representative; 07/2008-11/2010
  - ADP Broker-Dealer, Inc.; Registered Representative; 05/1997-07/2008
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#### **Item 3 Disciplinary Information**

None to report

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#### **Item 4 Other Business Activities**

Member Michael Rubenstein has a financial industry affiliated business as a registered representative and investment adviser representative and investment advisor representative of LPL. Approximately 10% of his time is spent on these practices. From time to time, he will offer clients products and/or services from these activities.

This represents a conflict of interest because it gives an incentive to recommend products and services based on the commission and/or fee amount received. This conflict is mitigated by the fact that Mr. Rubenstein have a fiduciary responsibility to place the best interest of the client first and the clients are not required to purchase any products or services. Clients have the option to purchase these products or services through another broker dealer or registered investment adviser of their choosing.

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#### **Item 5 Additional Compensation**

Mr. Rubenstein receives additional compensation in his capacity as a representative with LPL, but he does not receive any performance based fees.

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#### **Item 6 Supervision**

Since Mr. Rubenstein is a Member of Focus 401(k) Group, LLC he shares in the responsibility for supervision and formulation and monitoring of investment advice offered to clients.