

## **401k GENERATION FIRM BROCHURE**

**THIS BROCHURE PROVIDES INFORMATION ABOUT THE QUALIFICATIONS AND BUSINESS PRACTICES OF 401k GENERATION, INC dba RW DIRECT. IF YOU HAVE ANY QUESTIONS ABOUT THE CONTENTS OF THIS BROCHURE, PLEASE CONTACT US AT 352-742-2400. 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 OUR FIRM IS ALSO AVAILABLE ON THE SEC'S WEBSITE AT:**

**[www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov)**

If you have any questions about this brochure, please contact us at:

**401k Generation Inc. dba RW Direct  
2100 Lake Eustis Dr., Tavares, FL 32778  
352.742.2400**

**A Registered Investment Advisor\*\***

*\*\*Registration does not imply a certain level of skill or training*

**MATERIAL CHANGES SINCE LAST BROCHURE**

There have been no material changes since the last publication of this brochure (on 03/31/2013)

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#### 4. ADVISORY BUSINESS

**Firm Description.....**401k Generation, Inc. dba RW Direct ("401KG") is an SEC Registered Investment Advisor and has been registered since 06/2010.

**Principal Owners.....**Thomas H. Ruggie is 50% owner and Kelli D. Rojas is 50% owner of 401k Generation, Inc.

**Types of Advisory Services.....**Retirement Plan consulting services are offered under the 401k Generation name to Plan Sponsors and fiduciaries. Consulting services consist of: evaluation of existing plans as well as assistance in implementing new plans for employer sponsored plans including some of all of the following: advising on plan fund offerings, cost and fee ratios, allocation strategies, maximization of plan value through employee education and participation. We currently model these consultative services to mutual funds and ETF's only.

Our Investment Advisory and Financial Planning services are offered under the RW Direct name and are solicited primarily to plan participants as an added value to 401k Generation's services. Services consist of investment advice and portfolio model allocations as well as Financial Planning when requested. Our advisory is capable of transacting business in all types of securities; however, our business model is tailored to mutual funds, ETF's and insurance.

**Tailored Relationships.....**Investment Advisory and Consulting services are tailored to the individual needs of the plan sponsors and clients, through analysis and discovery meetings. Clients may restrict the range of investments used in their portfolios via notation on their Consulting or Investment Advisory Agreement.

**Wrap Fee Programs.....**Advisor currently does not offers a wrap fee program.

**Client Assets.....**As of 12/31/13, we consult or manage approximately \$ 173,554,236 in assets on a non-discretionary basis. This includes \$160,674,850 in assets held by our pension plan clients and \$ 12,879,386 in assets held by individual clients.

#### 5. FEES AND COMPENSATION

**Fee Schedule.....**401k Generation

*(\*\*rates are shown reflect the annual fee rate)*

<b>Paychex Platform (tiered)</b>	<b><u>Account Size</u></b>	<b><u>Annual Fee</u></b>
	Below \$249,999	1.25%
	\$250,000 to \$749,999	1.00%
	\$750,000 and above	.50%
<b>Advisor Select Platform (fixed)</b>	<b><u>Account balance</u></b>	<b><u>Fee rate charged</u></b>
	All	1.00%
<b>RW Direct - Individual accounts</b>	<b><u>Account Size</u></b>	<b><u>Annual Fee</u></b>
	All	1.00%

#### **Fee Billing.....**

401kGENERATION....401k Generation does not perform the calculations or actual fee deductions on 401(k) plan assets. The following fee billing information is believed to be valid and true with respect to fee billings as performed by the custodians utilized.

For purposes of calculating Account Fees, we request for plan custodians/TPA's to bill our advisory plans on a calendar quarter. Your first consulting fee deduction may include a prorated fee amount for the partial quarter, if advisory services began prior to the quarter end date. Subsequent Account Fee payments are due and assessed at the beginning of each quarter based on the value of the assets under management as of the close of business on the last business day of the preceding quarter and as valued by the third-party custodian of the account. Additional deposits and withdrawals will be added or subtracted from portfolio assets, as the case may be, which may lead to an adjustment of the advisory fee. Our fee is deducted from the plan's account pursuant to the applicable authorization agreement on file with the named custodian. Unless otherwise negotiated, our fee is payable quarterly, in advance and is exclusive of fund expenses, third party administration and execution costs.

**\*\*It is imperative that plan administrators review and understand their plan documents and fee disclosure statements provided for each customized plan. These are provided by your 3<sup>rd</sup> party plan administrator via quarterly fee disclosure statements.**

401k GENERATION....The Management Fee assigned to the account is negotiable, and is based on the value of the assets in the account, including cash holdings.

RW DIRECT....For purposes of calculating Account Fees, we calculate and bill our advisory accounts in advance, on a calendar quarter. Your first consulting fee deduction may include a prorated fee amount for the partial quarter, if advisory services began prior to the previous quarter's end date. Subsequent account fee payments are due and assessed at the beginning of each quarter and are based on the value of the account assets as of the close of business on the last day of the preceding quarter.

RW DIRECT....The Management Fee assigned to the account is non-negotiable, and is based on the value of the assets in the account, including cash holdings.

**Other Fees.....**In addition to the Account Fee, Client may also incur certain charges imposed by third parties in connection with investments made through program accounts. These may include, but are not limited to, the following: custodial annual account fees, mutual fund or money market 12b-1, sub transfer agent fees, omnibus processing fees and networking fees, mutual fund or money market management fees and administrative expenses, mutual fund transaction fees, certain deferred sales charges on previously purchased mutual funds transferred into the account, annuity expenses, other transaction charges and service fees, IRA and qualified retirement plan fees, administrative servicing fees, creation and development fees or similar fees imposed by unit investment trust sponsors, hedge fund investment management fees, managed futures investor servicing fees, participation fees from auction rate preferred securities, and other charges required by law. 401KG may receive a portion of these fees through soft dollar arrangements detailed below. Further information regarding charges and fees assessed by a mutual fund are available in the prospectus.

**Fees paid in advance.....**Unless restricted by the third party administrator, all account fees are paid in advance. When fees have been paid in advance, and an advisory contract is terminated prior to the end of the billing period in which fees have been paid, a refund may be requested in writing to the Advisor, and a prorated refund will be issued, with the accounts last billing amount divided by 90 and multiplied by the number of days remaining unused in the period. A refund will be issued directly to the account. In no case are fees in excess of \$500 collected over 6 months in advance.

**Additional Compensation.....**Conflict of interest: Associated persons of the advisor are registered representatives of Purshe, Kaplan, Sterling Investments (PKS), a registered broker/dealer, member of FINRA. In these capacities associated persons of the Adviser may recommend securities, insurance, or other products and receive compensation if products are purchased through the affiliated broker/dealer firm, which may be load-based commissionable products. This conflict is regulated by full disclosure and transfer of brokerage business from 401k Generation to its affiliated firm, Pevensey Financial dba Ruggie Wealth Management. Brokerage products are recommended only in the case where a similar quality product is not available in an advisory capacity. Clients are under no obligation to act upon any recommendations of the associated persons or effect any transactions through the associated persons if they decide to follow the recommendations.

Associated persons of the Adviser may also be licensed insurance agents. In this capacity associated persons of the Adviser may recommend insurance or other products, and receive compensation for those products separate from investment advisory fees.

## 6. PERFORMANCE BASED FEES AND SIDE-BY-SIDE MANAGEMENT

**Sharing of Capital Gains or Capital Appreciation.....**Advisor does not participate in performance based account fees.

## 7. TYPES OF CLIENTS

**Description.....**The 401KG Asset Management Program is available for individuals, banks and thrift institutions, Investment Companies, Pension and Profit sharing plans, trusts, estates, charitable organizations, corporations and other business entities.

**Account Minimums.....**There is currently no set minimum for 401k Generation or RW Direct services to be offered.

## 8. METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

**Methods of Analysis.....**401KG manages its model portfolio offering based on the research of its investment committee. This includes various methods of research, investment style and management philosophy:

Fund and ETF selection is based on various performance criteria and on the continual research of all investment opportunities. A point system is utilized for grading the funds for more specific review and possible addition or deletion from our tracking. Performance returns, Financial Ratios, Quartile Rankings, and Ratings are some of the considerations when grading funds and ETFs. Growth, Moderate, and Income based portfolio models are offered.

**Investment Strategies.....**The 401KG Investment Policy Committee is also responsible for oversight of 401KG's investment selection process, and for reviewing and approving certain products to be offered in the 401KG models which are available to the plan or client at the custodian level. The members of the Investment Policy Committee will be the registered advisory personnel of 401KG. Specific

**Risk of Loss.....**Different types of investments involve varying degrees of risk, including risk of loss. It should not be assumed that future performance of any specific investment or investment strategy will be profitable or equal any specific or past performance level. Prospective clients should read and understand this statement and all firm disclosure documents prior to engaging our firm's services.

## 9. DISCIPLINARY INFORMATION

**Legal or Disciplinary Material events.....**Advisor and its registered personnel have no material legal or disciplinary events to disclose.

## 10. OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

**Broker-dealer or Registered Representative.....**Some management persons of 401KG are also registered representatives of Purshe, Kaplan, Sterling Investments (PKS), a registered broker/dealer, member of FINRA. Presently this includes Thomas Ruggie.

While our primary function is that of an investment advisor, we have established this affiliation in order to best serve our client's needs. There is a potential conflict of interest when a brokerage product is recommended, as compensation will be received thorough the affiliated broker/dealer firm (PKS) and not from the client directly as in our fee-based services. Clients are under no obligation to act upon any of the brokerage recommendations of the associated person, nor are they obligated to transact the brokerage business through our firm if they so choose to follow our recommendations. In no case will we receive fees on a holding which a brokerage commission was also derived.

**Material Relationships or Arrangements with Financial Industry.....**Some management persons of 401KG are also licensed insurance agents. Presently this includes Thomas Ruggie.

While our primary function is that of an investment advisor, we have established this affiliation in order to best serve our client's needs. There is a potential conflict of interest when an insurance product is recommended, as compensation will be received thorough the insurance company and not from the client directly as in our fee-based services. Clients are under no obligation to act upon any of the insurance recommendations of the neither associated person, nor are they obligated to transact the insurance business through our firm if they so choose to follow our recommendations. In no case will we receive fees on an insurance holding where commission was also derived.

**Recommend or Select other investment Advisors.....**Some management persons of 401KG are also affiliated with and at some times recommend other investment advisors.

*Pevensey Financial dba Ruggie Wealth Management.*

Thomas Ruggie is a 100% owner of this affiliated entity. . Although similar services are offered, the purpose of the separation is for client segregation purposes and to best fit the client to the appropriate service program and fee structure. It is the client's choice which services would best fit their needs and they may utilize either firm's services without restriction. Referral fee arrangements exist between the two advisory firms; however this does not increase or negatively affect the client's fee rate with either firm.

*Asset Advisors of America, LLC ("AAOA")*

Thomas Ruggie is president and minority owner of this Florida registered investment advisory firm. Formal referral fee arrangements do not exist between the advisory firms.

## 11. CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING

**Code of Ethics.....**The Adviser has adopted a Code of Ethics for the purpose of instructing its personnel in their ethical obligations and to provide rules for their personal securities transactions. The Adviser and its personnel owe a duty of loyalty, fairness and good faith towards their clients, and the obligation to adhere not only to the specific provisions of the Code but to the general principles that guide the Code.

**Recommending Securities with Material Financial Interest.....**On occasion we may recommend the purchase of a security in which a principal or associated person of this firm already has a material financial interest in. It is our practice to always provide full disclosure of any facts which would be relevant to your decision. This would likely be a verbal disclosure with a written, signed disclosure upon effecting the transaction.

**Investing in same securities recommended to clients.....**Although we do not generally recommend individual security portfolios, on occasion an advisor or firm personnel may hold the same security that a client holds as well. With respect to this conflict, at any time trades are placed in the same security for both a client and an advisor on the same day, the customer's trade will always take time precedence over firm personnel trades.

More detail can be found in our code of ethics policy; a copy is available at your request.

The Code covers a range of topics that include: general ethical principles, reporting personal securities trading, exceptions to reporting securities trading, reportable securities, initial public offerings and private placements, reporting ethical violations, distribution of the Code, review and enforcement processes, amendments to Form ADV and supervisory procedures. The Adviser will provide a copy of the Code to any client or prospective client upon request.

## 12. BROKERAGE PRACTICES

**Selecting brokerage firms.....**

**401k Generation.....**Brokerage services for plans on which 401k Generation is consultant are determined in part by the selection of third party administrator as well as by the plan sponsor directly. We are not limited as to what brokerage firm can be utilized along with our consulting services.

**RW Direct.....**Investment Advisory brokerage services for RW Direct Managed accounts are effected through Schwab, with no transactional commissions being paid to 401KG. While 401KG has made every attempt to obtain the best custodial arrangements possible, there is no assurance that execution will be obtained at best rates. Clients should consider and discuss with their IAR the selection of the custodian and whether certain costs or disadvantages may arise as a result of the use of either of the custodians. Through our pre-established affiliations with these custodians we are able to provide our clients with access to institutional trading and custody services, which are typically not available to retail investors. Clients are under no obligation to implement a plan or its recommendations through our custodian choices.

**Research and Soft Dollars.....**

401k Generation.....has no soft dollar arrangements to disclose.

RW Direct....."Soft Dollars" are research and other products which are provided to us due to of our affiliation with a custodian. When selecting custodians for use in our program we have made choices based on our needs for servicing the accounts as well as client needs in account features and services. Our selection of your custodian is not based on soft dollar benefits, but will be based on net assets as well as service level required.

Benefits received which may benefit the advisor and not the client accounts may include: regional or specific educational events organized and/or sponsored by Schwab Institutional. Other potential benefits may include occasional business entertainment of personnel of Adviser by Schwab, including meals, invitations to sporting events, including golf tournaments, and other forms of entertainment, some of which may accompany educational opportunities.

Benefits received which assist the Adviser in managing and administering clients' accounts: software and training on technology that provides access to client account data, research, pricing information and other market data; back-office training and support functions; recordkeeping and client reporting. These services may be used to service Adviser's accounts, including accounts not maintained with the custodian whom is providing the service.

a/b. When client brokerage commissions are used to obtain these soft dollar benefits, the Adviser is in a position to benefit without having to pay for the products and services provided. This may create an incentive to recommend a custodian based on the Advisers interest in receiving these benefits, rather than in receiving best execution for our clients. Advisor's clients do not pay more for investment transactions effected or assets maintained at either custodian as a result of these benefits. There is no corresponding commitment made by the Advisor or any other entity to invest in any specific mutual funds, investment securities, or other investment products as a result of the benefits.

c. n/a

d. Soft dollar benefits are used without regard to which accounts cause the benefits to be derived, including use of the benefits on accounts that may be held with a different custodian altogether.

e. During our last fiscal year, benefits were derived from our new affiliation with Schwab Institutional to include: participation in the annual Schwab Impact event, Golf Tournament tickets, Morningstar Office software, Marketing support, Transfer fee reimbursements, and other products used by the Advisor in the furtherance of our investment advisory business operations.

**Brokerage for client referrals.....**

401k Generation.....We make and receive client referrals to and from affiliated third party administrative providers, including Paychex, Lincoln Benefit Life and John Hancock. Acceptance of these referrals may limit us in our ability to provide competing recommendations to other more cost effective administrators. Directing plans back to referral sources will only be effected when such is in the best interest of the client.

RW Direct.....does not make or receive client referrals to or from affiliated broker/dealer providers.

**Directed Brokerage.....**

401k Generation.....Consultant plan clients may specify brokerages for use in effecting their administration and plan transactions. In doing so, this may limit our ability to provide best execution or best cost evaluation to the plan.

RW Direct.....Clients are not permitted to direct transactions or to specify a b/d to be used.

**Order Aggregation.....**

401k Generation.....order aggregation is n/a as orders are managed by the third party administrator on behalf of the plan and its participants.

RW Direct.....If circumstances allowed, we would certainly aggregate orders in order to obtain best execution for our accounts, however, because our client Advisory accounts are non-discretionary, purchases and sales of securities are generally not aggregated, as they will be initiated by our clients directly and on an individual basis. These individual transactions by clients will likely result in higher execution for our client accounts.

**13. REVIEW OF ACCOUNTS**

**Periodic Reviews.....**Because we use model portfolios, we are constantly evaluating the portfolio holdings and will make changes to model portfolios and proactively distribute market commentary and pertinent information to our client database via email.

401k Generation.....Plans are reviewed at a minimum of annually for fund offering updates as well as for enrollment and educational meeting opportunities.

RW Direct.....Client accounts are by reviewed the managing advisor no less than annually to ensure client's needs are addressed and any updates subsequent to the last review are made. Proactive contact is not a function for the RW Direct service model; however account review consultations may be requested by the client on an as-needed basis. Where Financial Plans have been generated, annual reviews are suggested in order to update any pertinent information regarding your plan. Financial Plan updates will be at an additional cost.

**Review Triggers.....**Although they will be scheduled with a certain frequency, a review may be requested at any time by a client and is

recommended when significant changes occur (i.e. death, marriage, divorce, sale of business, etc.) These reviews will be conducted by an Investment Advisor Representative of our firm.

**Regular Reports.....**

401k Generation.....You will always receive statements from the administrator of the assets, as well as the custodian of the funds. Reports should be verified against the custodian statements you receive directly.

RW Direct..... At a client review, written asset reports may be provided for the asset holdings we manage. You will always receive statements from the custodian of the assets, and the values we give you on 401KG reports should be verified against the custodian statements you receive directly.

**14. CLIENT REFERRALS AND OTHER COMPENSATION**

**Economic Benefits.....**We do not have any ongoing arrangements where an economic benefit is derived from someone who is not a client, however we are sometimes approached by fund companies and such and may partake in a hosted educational event for our clients benefit. Conflict may arise when Advisor benefits from these types of events, however every investment decision is made through our firm investment committee and standardized process, without regard to financial benefits derived.

**Third Party Solicitors.....**Advisor may receive client referrals from both affiliated and unaffiliated individuals who are not its supervised persons. We currently have solicitor agreements of this nature in accordance with Rule 206(4)-3 of the Investment Advisers Act of 1940, and any corresponding state requirements. Any such referral fee shall be paid solely from the Advisors investment management fee and shall not result in any additional charges to the client. If the client is introduced to the Advisor by an unaffiliated solicitor, the solicitor at the time of the solicitation shall disclose the nature of its solicitor relationship and provide the prospective client a copy of the Advisors disclosure documents (Investment Advisory Agreement, ADV Part 2A well as solicitation disclosure document).

**15. CUSTODY**

**Account Statements.....**We do not hold custody of client funds in any way, and utilize relationships with independent custodians in order to safeguard our client's assets. Clients will always receive account valuation statements from the custodian of their assets directly. Any values given on reports received from this Adviser should be verified against the custodian statements you receive directly.

**16. INVESTMENT DISCRETION**

**Discretionary Authority for Trading and Limited Power of Attorney.....**Investment management provided is on a non-discretionary basis for our clients, meaning that we will manage your portfolio and will not have power to execute transactions without obtaining specific consent prior to every transaction.

**17. VOTING CLIENT SECURITIES**

**Proxy Voting.....**We do not have authority, nor do we accept authority to vote client securities in the portfolio we manage. Upon account set up, custodians are directed to forward this information to you directly. Should you have any questions with regard to voting proxies, we remain available to assist, however we will not proactively contact you with regards to any voting issues.

**18. FINANCIAL INFORMATION**

**Prepayment of fees.....**We do not require prepayment of fees of more than \$1,200 per client six months or more in advance.