

**Schedule F of
Form ADV
Continuation Sheet for Form ADV
Part II**

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| Applicant: John Miller & Associates, Inc. | SEC File Number: 801- 64910 | Date: 2-15-2009 |
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(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

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| 1. Full name of applicant exactly as stated in Item 1A of Form ADV: John Miller & Associates, Inc. | IRS Empl. Ident. No.: 36-3861302 |
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| 1D Services and Fees | <p>John Miller & Associates ("JMA") provides two separate services for which compensation is received:</p> <p>In the first instance, JMA provides a comprehensive financial plan utilizing the classic six-step approach to evaluate the client's ability to meet stated objectives in areas of investment, income tax, risk management, retirement, estate and survivor planning. This planning service provides written, generic advice which the client may implement through any retail outlet, including JMA. Commissions derived from the implementation of JMA recommendations implemented through JMA are discussed and disclosed prior to implementation. This comprehensive financial planning service also includes the investment advisory services described below for the duration of the planning retainer. The fee for this service is based generally upon the established fee schedule attached hereto, or at the client's option, an hourly rate of \$125. Clients are entitled to a full refund of fees within five business days of the date of agreement, or a full refund less a \$500 startup fee thirty days thereafter. Fees are payable \$500 upon execution of the Planning Contract and the balance upon completion of the written plan.</p> <p>In the second instance, JMA offers the <u>Cambridge Managed Account Program</u> "CMAP" to suitable clients who seek to maintain an advisory account of load-waived and no-load mutual funds and other equity and debt securities. CMAP is offered as either a discretionary account, where the Investment Adviser Representative "IAR" is authorized to manage all trading in the Account without seeking the Client's consent for each transaction, or a non-discretionary account, where the Adviser trades only as the Client approves each transaction. Currently, JMA accepts no discretionary accounts.</p> <p>When opening a CMAP account, the IAR of JMA ("Advisory Representative"), as an agent of Adviser and through its affiliation with Adviser, will obtain financial data from the Client and assist in the selection of suitable investment objectives and will base investment strategy on the specific goals and situation of the Client. The Advisory Representative will review the Client's Accounts to assure that the Client's situation and goals have not changed. This review by Advisory Representative, typically on a quarterly basis, keeps IAR apprised as to each Investment Advisory Client's ongoing financial status, suitability requirements and investment objectives. The Advisory Representative's recommendations for mutual fund and exchange-traded fund investments will be based upon research reports and analysis of fund performance and managers, as well as certain computerized and other models for asset allocation and investment timing. The Advisory Representative's recommendations for other securities will be based upon publicly available research and reports.</p> |

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| | <p>The Agreement for Investment Management Services provides for the Client's Pershing LLC ("Pershing") account through Cambridge Investment Research, Inc. ("Cambridge") to be billed automatically for Management Fees, in accordance with the fee schedule. Under the terms of an agreement between Adviser and Cambridge, Cambridge is re-allowed a Service Fee ranging from 5% to 15% of the total Management Fee charged by the Adviser to the Client in exchange for services rendered by Cambridge and Adviser.</p> <p>Pershing provides all custodial and clearing services for CMAP Accounts. In no event will Adviser accept or maintain custody of the Client funds or securities for a CMAP Account.</p> <p>Clients are under no obligation to accept recommendations by Adviser or authorize transactions through Adviser, related persons of Adviser or Cambridge. Clients may be able to purchase recommended no-load mutual funds outside of the Adviser's program at little or no transaction cost and without Adviser's advisory fees.</p> <p>CMAP is a non-commission and advisory fee account. The Adviser provides investment advisory services with securities execution, custodial and other administrative services provided by Cambridge and its clearing broker dealer, Pershing, based upon the trading charges indicated herein and listed in the Agreement for Investment Management Services.</p> <p>The annual management fee for the Adviser's investment advisory services is negotiable. Such investment advisory services will be described in detail in the Agreement for Investment Management Services provided to each Client. The annualized investment management fee is a percentage of assets in the account and will be charged as follows:</p> <p>The account fee will be paid quarterly in advance. The fee will be payable when the account is established, pro-rated for the first partial quarter, if applicable. Thereafter, the fee will be payable on the first day of each calendar quarter based upon the asset value of the account as of the last business day of the prior quarter. Additional deposits to the account are subject to the same procedure.</p> <p>In addition to the investment advisory fee, the Client will be charged transaction fees pursuant to a fixed schedule for trade execution. These transaction charges are paid to Pershing and are partially retained by Pershing for its clearing and execution services. Furthermore, a portion of the transaction fee will be paid to Cambridge for its supervisory services. These transaction charges represent the</p> |

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| | <p>only payment to Cambridge and Pershing for their services. The transaction charges for execution and supervisory services will be described in detail in the Investment Advisory Agreement provided to each Client. If the account is opened with securities previously purchased through Cambridge or the Adviser, Cambridge and the Adviser may have already received commissions on the purchase. If the account is opened with cash proceeds from the sale of securities purchased through Cambridge or Adviser, Cambridge and/or the Adviser may have already received commissions on the sale.</p> <p>Rule 12(b)-1 or service fees paid by "load" waived mutual funds will be paid to JMA in addition to the annual advisory fees billed quarterly to Client. A transaction fee may be assessed to the Client for each no-load mutual fund transaction. The fact the Client pays this transaction fee may affect the investments recommended by the Adviser to Client.</p> <p>Transactions fees will be assessed to the Client for all stock, options and fixed income transactions executed in the account.</p> <p>With respect to any Advisory Services offered, client may obtain a full refund of prepaid fees any time during the first 30 days after contract date. After 30 days and until the final report is prepared, any refund will be based upon work completed to the date of termination of services. Once the final report is presented, no refund is allowed.</p> |
| 5 Education and Buisness Standards | <p>Applicant requires that any individual providing investment advice have at least three years' experience with investment advisory services, and have either completed or working actively towards the completion of professional credentials such as Certified Financial Planner, Chartered Financial Consultant, or Chartered Financial Analyst.</p> |
| 6 Education and Background | <p>John O. Miller is the president and majority shareholder of John Miller & Associates, Inc., and is the sole individual who determines general investment advice given to JMA's clients. Mr. Miller was born in Chicago, IL on September 27, 1946. He graduated from The University of Arizona with a Bachelor's Degree in Marketing Management in 1969. After graduation from college Mr. Miller returned to Chicago to accept employment with the family construction business, and progressed from office manager to vice president & controller. Mr. Miller enlisted in the U.S. Army and was on active duty from May 1970 to December 1971. He was honorably discharged with the grade of E-5, after which he returned to the family construction business. In 1986, as a result of high interest rates and substantial losses, the company was liquidated in bankruptcy. In June 1986, Mr. Miller accepted employment with CIGNA</p> |

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| | <p>Financial Services as a registered representative and financial planner. During his tenure with CIGNA, Mr. Miller completed the education requirements for the professional designations of Chartered Financial Consultant (ChFC) and Chartered Life Underwriter (CLU). In June 1991, Mr. Miller terminated his affiliation with CIGNA to become an investment advisory representative with Michael R. Roeser & Associates (a registered investment adviser) and to become a registered representative with SunAmerica Securities n/k/a SagePoint Financial, Inc. (a broker dealer). In 1992, Mr. Miller passed the comprehensive examination required to become a Certified Financial Planner (CFP) licensee. In April 1993, Mr. Miller started a new investment advisory business, John Miller & Associates, Inc., while retaining his affiliation with SunAmerica Securities (SagePoint) as a registered principal. In February 2008, Mr. Miller resigned from AIG Financial Advisors, Inc. to affiliate with Cambridge Investment Research, Inc. as a registered representative while maintaining his Investment Advisor Representative affiliation with John Miller & Associates, Inc.</p> |
| 7C Other Buisness Activities | <p>Mr. Miller is a licensed life and health insurance salesman, and is in the business of selling insurance and securities products. The sales of these products account for approximately 25% of Mr. Miller's time.</p> |
| 8.C. (1) Other Financial Industry Activities or Affiliations | <p>As disclosed on this Schedule F, affiliated persons of JMA are registered securities representatives of Cambridge, a registered broker dealer and member of the Financial Industry Regulatory authority ("FINRA") www.finra.org. Under the rules and regulations of FINRA, Cambridge has obligations to maintain records and perform other functions regarding certain aspects of the investment advisory activities of its registered representatives in relation to certain advisory accounts for which its registered representatives provide investment advice. These obligations require Cambridge to coordinate with and to have the cooperation of account custodians.</p> <p>In order to fulfill its obligations. Cambridge has established a list of custodial and brokerage firms with which it has arranged to obtain the required cooperation, and which therefore may be utilized for the custody of accounts directly advised either by registered representatives of Cambridge who are investment advisers or other investment adviser entities which are affiliated with registered representatives of Cambridge. In certain instances, Cambridge will collect as paying agent for John Miller & Associates the investment advisory fee remitted to John Miller & Associates by the account custodian, and Cambridge will retain a portion of such fee as a charge to John Miller & Associates (not the Client) for the functions which Cambridge is required to carry out by FINRA. This fee will not increase execution or brokerage charges to the client or the fee the client has agreed to pay to John Miller & Associates pursuant to the client's advisory agreement. A portion of the fee retained by Cambridge may be reallocated to</p> |

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| 8.C.(9) Affiliation with Insurance Company or Agency | <p>other registered representatives of Cambridge who as registered representatives of Cambridge are responsible for the supervision of other registered representatives and who may assist Cambridge with the functions described above.</p> <p>Principals and associated persons of John Miller & Associates are associated with Cambridge as registered representatives. Cambridge is a broker dealer engaged in the offer and sale of securities to the public. Mr. Miller, or associated persons of John Miller & Associates may recommend securities or insurance products offered by Cambridge. The client is under no obligation to purchase recommended investment products or to purchase these products through John Miller & Associates or Cambridge.</p> <p>Mr. Miller maintains brokerage relations with a number of insurance companies, and is in the business of offering these products to his clients. These products are not securities products, and may or may not be offered through Cambridge.</p> |
| 9. Participation of Interest in Client Transactions | <p>9B: Principals and associated persons of John Miller & Associates are registered representatives of Cambridge, and as such will be compensated on the normal published commission schedule.</p> <p>9E: At times, the interest of Mr. Miller or affiliated persons of JMA personal accounts correspond with clients' interests, but in each such instance, JMA though its IAR shall fully disclose such interests to the client:</p> <ul style="list-style-type: none"> - John Miller & Associates shall maintain personal transaction records for each of its associated persons. - All rules and regulations of the Investment Advisers Act of 1940 shall be strictly enforced. <p>John Miller & Associates shall not permit insider trading.</p> <p><u>CODE OF ETHICS.</u> John Miller & Associates has a published Code of Ethics that among other concerns, deals with the supervision of the proprietary trading activities of its associates and the prohibition against the use of insider information. A copy of the Code of Ethics will be provided to clients of the firm upon request.</p> |
| 10 Conditions for Managing Accounts | <p>John Miller & Associates adheres to the published schedule of Cambridge with respect to the minimum account size for providing Managed Account Services.</p> |

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| 12B Recommend Brokers to Clients | <p>These account minimums are outlined in Section 1D of this Schedule F, and are generally not less than \$50,000 for CMAP accounts.</p> <p>Clients may implement or execute transactions through John Miller & Associates or its investment adviser representatives who are also registered representatives of Cambridge Investment Research. Clients may however use the broker/dealer of their choice and are under no obligation to purchase or sell securities through Cambridge or John Miller & Associates.</p> <p>The principal and associated persons of John Miller & Associates may from time to time accept compensation from non-client relationships in connection with the investment advice given to clients. This compensation is generally in the form of non-cash incentive awards such as subsidized travel to seminars, meals in connection with such seminars, publications, or small gifts having a value of less than \$25. JMA shall retain a gift log which lists any such non-client compensation.</p> <p>In the capacity of registered representative, the associated persons of John Miller & Associates could receive 12b-1 fees as a result of placing client investments with certain load-waived mutual funds. Such fees will be retained and paid to IAR - such compensation shall not affect the fees Client pays to JMA.</p> |

Complete amended pages in full, circle amended items and file with execution page (page 1). PAGE 6