

FORM ADV**Uniform Application for Investment Adviser Registration****Part II - Page 1**

Name of Investment Adviser: Johnson Wealth Management, LLC				
Address: (Number and Street) 322 Demers Avenue, Suite 200	(City) Grand Forks	(State) ND	(Zip Code) 58201	Area Code: Telephone Number: (701) 746-8310

**This part of Form ADV gives information about the investment adviser and its business for the use of clients.
The information has not been approved or verified by any governmental authority.**

Table of Contents

<u>Item Number</u>	<u>Item</u>	<u>Page</u>
1	Advisory Services and Fees	2
2	Types of Clients	2
3	Types of Investments	3
4	Methods of Analysis, Sources of Information and Investment Strategies	3
5	Education and Business Standards	4
6	Education and Business Background	4
7	Other Business Activities	4
8	Other Financial Industry Activities or Affiliations	4
9	Participation or Interest in Client Transactions	5
10	Conditions for Managing Accounts	5
11	Review of Accounts	5
12	Investment or Brokerage Discretion	6
13	Additional Compensation	6
14	Balance Sheet	6
	Continuation Sheet	Schedule F
	Balance Sheet, if required.	Schedule G

(Schedules A, B, C, D, and E are included with Part I of this Form, for the use of regulatory bodies, and are not distributed to clients.)

Potential persons who are to respond to the collection of information contained in this form
are not required to respond unless the form displays a currently valid OMB control number.

FORM ADV
Part II - Page 2

Applicant:	SEC File Number:	Date:
Johnson Wealth Management, LLC	801- 664429	12/31/2009

1.	A. Advisory Services and Fees. (check the applicable boxes)	For each type of service provided, state the approximate % of total advisory billings from that service. ESTIMATE (See instruction below.)
	Applicant:	
<input checked="" type="checkbox"/>	(1) Provides investment supervisory services	<u>65%</u>
<input checked="" type="checkbox"/>	(2) Manages investment advisory accounts not involving investment supervisory services	<u>5%</u>
<input checked="" type="checkbox"/>	(3) Furnishes investment advice through consultations not included in either service described above	<u>20%</u>
<input type="checkbox"/>	(4) Issues periodicals about securities by subscription	<u>%</u>
<input type="checkbox"/>	(5) Issues special reports about securities not included in any service described above	<u>%</u>
<input type="checkbox"/>	(6) Issues, not as part of any service described above, any charts, graphs, formulas, or other devices which clients may use to evaluate securities	<u>%</u>
<input checked="" type="checkbox"/>	(7) On more than an occasional basis, furnishes advice to clients on matters not involving securities	<u>5%</u>
<input type="checkbox"/>	(8) Provides a timing service	<u>%</u>
<input checked="" type="checkbox"/>	(9) Furnishes advice about securities in any manner not described above	<u>5%</u>
	(Percentages should be based on applicant's last fiscal year. If applicant has not completed its first fiscal year, provide estimates of advisory billings for that year and state that the percentages are estimates.)	
	B. Does applicant call any of the services it checked above financial planning or some similar term?	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>
	C. Applicant offers investment advisory services for: (check all that apply)	
<input checked="" type="checkbox"/>	(1) A percentage of assets under management	<input type="checkbox"/> (4) Subscription fees
<input checked="" type="checkbox"/>	(2) Hourly charges	<input type="checkbox"/> (5) Commissions
<input checked="" type="checkbox"/>	(3) Fixed fees (not including subscription fees)	<input type="checkbox"/> (6) Other
	D. For each checked box in A above, describe on Schedule F:	
	<ul style="list-style-type: none">the services provided, including the name of any publication or report issued by the adviser on a subscription basis or for a feeapplicant's basic fee schedule, how fees are charged and whether its fees are negotiablewhen compensation is payable, and if compensation is payable before service is provided, how a client may get a refund or may terminate an investment advisory contract before its expiration date	
2.	Types of clients - Applicant generally provides investment advice to: (check those that apply)	
<input checked="" type="checkbox"/>	A. Individuals	<input checked="" type="checkbox"/> E. Trusts, estates, or charitable organizations
<input type="checkbox"/>	B. Banks or thrift institutions	<input checked="" type="checkbox"/> F. Corporations or business entities other than those listed above
<input type="checkbox"/>	C. Investment companies	<input type="checkbox"/> G. Other (describe on Schedule F)
<input checked="" type="checkbox"/>	D. Pension and profit sharing plans	

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

FORM ADV**Part II - Page 3**

Applicant:

Johnson Wealth Management, LLC

SEC File Number:

801- **664429**

Date:

12/31/2009**3. Types of Investments.** Applicant offers advice on the following: (check those that apply)

- | | |
|---|--|
| <input checked="" type="checkbox"/> A. Equity securities | <input checked="" type="checkbox"/> H. United States government securities |
| <input checked="" type="checkbox"/> (1) exchange-listed securities | |
| <input checked="" type="checkbox"/> (2) securities traded over-the-counter | I. Options contracts on: |
| <input checked="" type="checkbox"/> (3) foreign issues | <input checked="" type="checkbox"/> (1) securities |
| | <input type="checkbox"/> (2) commodities |
| <input checked="" type="checkbox"/> B. Warrants | J. Futures contracts on: |
| | <input type="checkbox"/> (1) tangibles |
| <input checked="" type="checkbox"/> C. Corporate debt securities
(other than commercial paper) | <input checked="" type="checkbox"/> (2) intangibles |
| <input checked="" type="checkbox"/> D. Commercial paper | K. Interests in partnerships investing in: |
| <input checked="" type="checkbox"/> E. Certificates of deposit | <input checked="" type="checkbox"/> (1) real estate |
| <input checked="" type="checkbox"/> F. Municipal securities | <input checked="" type="checkbox"/> (2) oil and gas interests |
| | <input checked="" type="checkbox"/> (3) other (explain on Schedule F) |
| G. Investment company securities: | <input checked="" type="checkbox"/> L. Other (explain on Schedule F) |
| <input checked="" type="checkbox"/> (1) variable life insurance | |
| <input checked="" type="checkbox"/> (2) variable annuities | |
| <input checked="" type="checkbox"/> (3) mutual fund shares | |

4. Methods of Analysis, Sources of Information, and Investment Strategies.

A. Applicant's security analysis methods include: (check those that apply)

- | | |
|---|---|
| (1) <input type="checkbox"/> Charting | (4) <input checked="" type="checkbox"/> Cyclical |
| (2) <input checked="" type="checkbox"/> Fundamental | (5) <input checked="" type="checkbox"/> Other (explain on Schedule F) |
| (3) <input checked="" type="checkbox"/> Technical | |

B. The main sources of information applicant uses include: (check those that apply)

- | | |
|---|--|
| (1) <input checked="" type="checkbox"/> Financial newspapers and magazines | (5) <input type="checkbox"/> Timing services |
| (2) <input type="checkbox"/> Inspections of corporate activities | (6) <input checked="" type="checkbox"/> Annual reports, prospectuses, filings with the
Securities and Exchange Commission |
| (3) <input checked="" type="checkbox"/> Research materials prepared by others | (7) <input checked="" type="checkbox"/> Company press releases |
| (4) <input checked="" type="checkbox"/> Corporate rating services | (8) <input checked="" type="checkbox"/> Other (explain on Schedule F) |

C. The investment strategies used to implement any investment advice given to clients include: (check those that apply)

- | | |
|--|---|
| (1) <input checked="" type="checkbox"/> Long term purchases
(securities held at least a year) | (5) <input type="checkbox"/> Margin transactions |
| (2) <input checked="" type="checkbox"/> Short term purchases
(securities sold within a year) | (6) <input checked="" type="checkbox"/> Option writing, including covered options,
uncovered options or spreading strategies |
| (3) <input type="checkbox"/> Trading (securities sold within 30 days) | (7) <input checked="" type="checkbox"/> Other (explain on Schedule F) |
| (4) <input type="checkbox"/> Short sales | |

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

FORM ADV**Part II - Page 4**

Applicant:

Johnson Wealth Management, LLC

SEC File Number:

801-**664429**

Date:

12/31/2009**5. Education and Business Standards.**

Are there any general standards of education or business experience that applicant requires of those involved in determining or giving investment advice to clients?

Yes No
☒ ☐

(If yes, describe these standards on Schedule F.)

6. Education and Business Background.

For:

- each member of the investment committee or group that determines general investment advice to be given to clients, or
- if the applicant has no investment committee or group, each individual who determines general investment advice given to clients (if more than five, respond only for their supervisors)
- each principal executive officer of applicant or each person with similar status or performing similar functions.

On Schedule F, give the:

- | | |
|-----------------|--|
| • name | • formal education after high school |
| • year of birth | • business background for the preceding five years |

7. Other Business Activities. (check those that apply)

- ☐ A. Applicant is actively engaged in a business other than giving investment advice.
- ☐ B. Applicant sells products or services other than investment advice to clients.
- ☐ C. The principal business of applicant or its principal executive officers involves something other than providing investment advice.

(For each checked box describe the other activities, including the time spent on them, on Schedule F.)

8. Other Financial Industry Activities or Affiliations. (check those that apply)

- ☐ A. Applicant is registered (or has an application pending) as a securities broker-dealer.
- ☐ B. Applicant is registered (or has an application pending) as a futures commission merchant, commodity pool operator or commodity trading adviser.
- C. Applicant has arrangements that are material to its advisory business or its clients with a related person who is a:
- | | |
|--|--|
| <input type="checkbox"/> (1) broker-dealer | <input type="checkbox"/> (7) accounting firm |
| <input type="checkbox"/> (2) investment company | <input type="checkbox"/> (8) law firm |
| <input type="checkbox"/> (3) other investment adviser | <input type="checkbox"/> (9) insurance company or agency |
| <input type="checkbox"/> (4) financial planning firm | <input type="checkbox"/> (10) pension consultant |
| <input type="checkbox"/> (5) commodity pool operator, commodity trading adviser or futures commission merchant | <input type="checkbox"/> (11) real estate broker or dealer |
| <input type="checkbox"/> (6) banking or thrift institution | <input type="checkbox"/> (12) entity that creates or packages limited partnerships |

(For each checked box in C, on Schedule F identify the related person and describe the relationship and the arrangements.)

- D. Is applicant or a related person a general partner in any partnership in which clients are solicited to invest?.....

Yes No
☐ ☒

(If yes, describe on Schedule F the partnerships and what they invest in.)

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

FORM ADV**Part II - Page 5**

Applicant:

Johnson Wealth Management, LLC

SEC File Number:

801- **664429**

Date:

12/31/2009**9. Participation or Interest in Client Transactions.**

Applicant or a related person: (check those that apply)

- ☐ A. As principal, buys securities for itself from or sells securities it owns to any client.
- ☐ B. As broker or agent effects securities transactions for compensation for any client.
- ☐ C. As broker or agent for any person other than a client effects transactions in which client securities are sold to or bought from a brokerage customer.
- ☐ D. Recommends to clients that they buy or sell securities or investment products in which the applicant or a related person has some financial interest.
- ☒ E. Buys or sells for itself securities that it also recommends to clients.

(For each box checked, describe on Schedule F when the applicant or a related person engages in these transactions and what restrictions, internal procedures, or disclosures are used for conflicts of interest in those transactions.)

- 10. Conditions for Managing Accounts.** Does the applicant provide investment supervisory services, manage investment advisory accounts or hold itself out as providing financial planning or some similarly termed services *and* impose a minimum dollar value of assets or other conditions for starting or maintaining an account?

Yes No
☒ ☐

(If yes, describe on Schedule F.)

- 11. Review of Accounts.** If applicant provides investment supervisory services, manages investment advisory accounts, or holds itself out as providing financial planning or some similarly termed services:

- A. Describe below the reviews and reviewers of the accounts. **For reviews**, include their frequency, different levels, and triggering factors. **For reviewers**, include the number of reviewers, their titles and functions, instructions they receive from applicant on performing reviews, and number of accounts assigned each.

For portfolio management services, client accounts are reviewed on a quarterly basis. Triggering factors for additional reviews include, but are not limited to, the state of the markets, changes in the clients' financial situation, tax considerations, or upon client request.

All reviews are conducted by Derrick Johnson.

- B. Describe below the nature and frequency of regular reports to clients on their accounts.

The custodian holding the client account(s) will provide performance reports on a monthly or quarterly basis depending on the custodian.

Performance reports will be provided quarterly by Johnson Wealth Management, LLC, or more often if requested by the client.

FORM ADV
Part II - Page 6

Applicant:	SEC File Number:	Date:
Johnson Wealth Management, LLC	801- 664429	12/31/2009

12. Investment or Brokerage Discretion.

- A. Does applicant or any related person have authority to determine, without obtaining specific client consent, the:
- | | | |
|---|--|--------------------------------|
| (1) securities to be bought or sold? | Yes
<input checked="" type="checkbox"/> | No
<input type="checkbox"/> |
| (2) amount of the securities to be bought or sold ? | Yes
<input checked="" type="checkbox"/> | No
<input type="checkbox"/> |
| (3) broker or dealer to be used ? | Yes
<input checked="" type="checkbox"/> | No
<input type="checkbox"/> |
| (4) commission rates paid? | Yes
<input checked="" type="checkbox"/> | No
<input type="checkbox"/> |

- B. Does applicant or a related person suggest brokers to clients?
- | | | |
|--|--|--------------------------------|
| | Yes
<input checked="" type="checkbox"/> | No
<input type="checkbox"/> |
|--|--|--------------------------------|

For each yes answer to A describe on Schedule F any limitations on the authority. For each yes to A(3), A(4) or B, describe on Schedule F the factors considered in selecting brokers and determining the reasonableness of their commissions. If the value of products, research and services given to the applicant or a related person is a factor, describe:

- the products, research and services
- whether clients may pay commissions higher than those obtainable from other brokers in return for those products and services
- whether research is used to service all of applicant's accounts or just those accounts paying for it; and
- any procedures the applicant used during the last fiscal year to direct client transactions to a particular broker in return for products and research services received.

13. Additional Compensation.

Does the applicant or a related person have any arrangements, oral or in writing, where it:

- A. is paid cash by or receives some economic benefit (including commissions, equipment or non-research services) from a non-client in connection with giving advice to clients?
- | | | |
|--|---------------------------------|---|
| | Yes
<input type="checkbox"/> | No
<input checked="" type="checkbox"/> |
|--|---------------------------------|---|
- B. directly or indirectly compensates any person for client referrals?
- | | | |
|--|---------------------------------|---|
| | Yes
<input type="checkbox"/> | No
<input checked="" type="checkbox"/> |
|--|---------------------------------|---|

(For each yes, describe the arrangements on Schedule F.)

14. Balance Sheet. Applicant must provide a balance sheet for the most recent fiscal year on Schedule G if applicant:

- has custody of client funds or securities; or
 - requires prepayment of more than \$500 in fees per client and 6 or more months in advance
- Has applicant provided a Schedule G balance sheet?
- | | | |
|--|---------------------------------|---|
| | Yes
<input type="checkbox"/> | No
<input checked="" type="checkbox"/> |
|--|---------------------------------|---|

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

**Schedule F of
Form ADV**

Continuation Sheet for Form ADV Part II

Applicant:	SEC File Number:	Date:
Johnson Wealth Management, LLC	801- 66429	12/31/2009

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Johnson Wealth Management, LLC		IRS Empl. Ident. No.: 43-1972922
Item of Form (identify)	Answer	
Item 1.D.	<p><u>ADVISORY SERVICES AND FEES</u></p> <p>Johnson Wealth Management, LLC (hereinafter "JWM") is an investment adviser registered with the SEC. JWM offers personalized investment advisory services to individuals, pension and profit sharing plans, trusts, estates, charitable organizations, corporations or other business entities and University endowments. The firm's services and fee arrangements are described in the following pages.</p> <p>Individuals associated with JWM will provide its investment advisory services. These individuals are appropriately licensed, qualified and authorized to provide advisory services on JWM's behalf. Such individuals are known as Investment Adviser Representatives (IARs).</p> <p><u>PORTFOLIO MANAGEMENT SERVICES</u></p> <p>JWM provides mainly discretionary portfolio management services on a continuous basis. However, on some occasions, JWM may provide non-discretionary portfolio management services. The investment advice provided is variable depending on the desires, objectives, and other preferences of the client.</p> <p><u>Directly Managed Accounts</u></p> <p>When appropriate to the needs to the client, JWM will manage the client account(s) directly. Such advice will typically involve providing a variety of services, which may include investment buy/sell recommendations and asset allocation, including the potential selection of mutual funds and/or securities for the client's account based upon an analysis of their individualized needs, goals and objectives. Under such arrangements, client accounts will be held in custody at, and securities will be purchased or sold through, the facilities of various broker/dealers, e.g. TD Ameritrade, among others.</p> <p><u>Selection of Sub-Advisers</u></p> <p>Through JWM's portfolio management services, the firm may offer its clients access to a network of third-party investment advisers (TPA). JWM will, among other things, make recommendations regarding the suitability of a TPA or investment style based on, but not limited to, the client's long-term goals, risk tolerance, time horizon, account profile, investment objectives and/or financial situation. All TPAs that JWM hires on behalf of clients must be either a state licensed investment adviser or a registered investment adviser with the Securities and Exchange Commission.</p> <p>In addition to evaluating and recommending TPAs to clients, JWM will gather information from the client about the client's financial situation, investment objectives and reasonable restrictions the client may wish to impose on the management of the account. JWM then monitors the TPA's performance; reviews reports provided to the client; contacts the client at least semi-annually to review the client's financial situation and objectives, and assists the client in understanding and evaluating the services provided by the TPA. Clients are reminded to promptly notify JWM of any material change in their financial situation, investment objectives, or account restrictions.</p>	
Item 1.D (continued)	<p>The investment management fee charged shall vary depending upon the market value of the assets</p>	

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

**Schedule F of
Form ADV**

Continuation Sheet for Form ADV Part II

Applicant:	SEC File Number:	Date:
Johnson Wealth Management, LLC	801- 66429	12/31/2009

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Johnson Wealth Management, LLC		IRS Empl. Ident. No.: 43-1972922																												
Item of Form (identify)	Answer																													
Item 1.D. (continued)	<p>under management, and is based on the following fee schedule:</p> <p>Discretionary Accounts</p> <table> <tr> <th>Assets Under Management</th> <th>Annualized Fee</th> </tr> <tr> <td>\$0 to \$500,000</td> <td>0.90%</td> </tr> <tr> <td>\$500,001 to \$1,000,000</td> <td>0.75%</td> </tr> <tr> <td>\$1,000,001 to \$2,000,000</td> <td>0.60%</td> </tr> <tr> <td>Over \$2,000,000</td> <td>0.45%</td> </tr> </table> <p>Non-Discretionary Accounts</p> <table> <tr> <th>Assets Under Management</th> <th>Annualized Fee</th> </tr> <tr> <td>\$0 to \$500,000</td> <td>1.05%</td> </tr> <tr> <td>\$500,001 to \$1,000,000</td> <td>0.90%</td> </tr> <tr> <td>\$1,000,001 to \$2,000,000</td> <td>0.75%</td> </tr> <tr> <td>Over \$2,000,000</td> <td>0.60%</td> </tr> </table> <p>Certain Qualified Retirement Plans (401k)</p> <table> <tr> <th>Assets Under Management</th> <th>Annualized Fee</th> </tr> <tr> <td>\$0 to \$1,000,000</td> <td>0.50%</td> </tr> <tr> <td>\$1,000,001 - \$2,000,000</td> <td>0.40%</td> </tr> <tr> <td>Over \$2,000,000</td> <td>0.30%</td> </tr> </table> <p>The fees are payable quarterly in advance, computed on the value of the market value of the account on the last day of the quarter. The first payment is due upon execution of the Portfolio Management Agreement ("Agreement") and will be assessed pro rata in the event the Agreement is executed at any time other than the first day of the calendar quarter. Subsequent payments are due and will be assessed on the first day of each calendar quarter. The foregoing represents the fees JWM generally charges. However, fees are negotiable and arrangements with any particular client may differ from those described above.</p> <p>JWM will either invoice the client directly for portfolio management services or payment of fees will be made by the custodian holding the clients' funds and securities provided that the following requirements are met:</p> <ul style="list-style-type: none"> • The client provides written authorization permitting the fees to be paid directly from the client's account held by the custodian. JWM does not have access to client funds for payment of fees without client consent in writing. • JWM sends the client an invoice showing the amount of the fee, the value of the client's assets on which the fee is based, and the specific manner in which the fee was calculated. • It is disclosed to the client that it is the client's responsibility to verify the accuracy of the fee calculation and that the custodian will not determine whether the fee is properly calculated. • JWM will send an invoice to the custodian indicating only the amount of the fee to be paid by the custodian. • The custodian agrees to send the client a statement, at least quarterly, indicating all amounts dispersed from the account including the amount of the advisory fee paid directly to JWM. 		Assets Under Management	Annualized Fee	\$0 to \$500,000	0.90%	\$500,001 to \$1,000,000	0.75%	\$1,000,001 to \$2,000,000	0.60%	Over \$2,000,000	0.45%	Assets Under Management	Annualized Fee	\$0 to \$500,000	1.05%	\$500,001 to \$1,000,000	0.90%	\$1,000,001 to \$2,000,000	0.75%	Over \$2,000,000	0.60%	Assets Under Management	Annualized Fee	\$0 to \$1,000,000	0.50%	\$1,000,001 - \$2,000,000	0.40%	Over \$2,000,000	0.30%
Assets Under Management	Annualized Fee																													
\$0 to \$500,000	0.90%																													
\$500,001 to \$1,000,000	0.75%																													
\$1,000,001 to \$2,000,000	0.60%																													
Over \$2,000,000	0.45%																													
Assets Under Management	Annualized Fee																													
\$0 to \$500,000	1.05%																													
\$500,001 to \$1,000,000	0.90%																													
\$1,000,001 to \$2,000,000	0.75%																													
Over \$2,000,000	0.60%																													
Assets Under Management	Annualized Fee																													
\$0 to \$1,000,000	0.50%																													
\$1,000,001 - \$2,000,000	0.40%																													
Over \$2,000,000	0.30%																													

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

**Schedule F of
Form ADV**

Continuation Sheet for Form ADV Part II

Applicant:	SEC File Number:	Date:
Johnson Wealth Management, LLC	801- 66429	12/31/2009

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Johnson Wealth Management, LLC		IRS Empl. Ident. No.: 43-1972922
Item of Form (identify)	Answer	
Item 1.D. (continued)	<ul style="list-style-type: none"> JWM does not vote proxies for advisory accounts. <p>JWM or the client may terminate the Agreement within five days of the date of acceptance with no penalty to the client. After the five-day period, either party, upon thirty (30) days written notice to the other, may terminate the Agreement. If termination occurs prior to the end of a calendar-billing period, a pro rata refund of unearned fees will be promptly returned to the client.</p> <p><u>FINANCIAL PLANNING</u></p> <p>Financial planning advice will typically involve providing a variety of services, principally advisory in nature, to individuals regarding the management of their financial resources based on an analysis of individual client needs. An IAR of JWM conducts a complimentary initial consultation, during which, pertinent information about the client's financial circumstances and objectives is collected. The information normally covers present and anticipated assets and liabilities, including insurance, savings, investments and anticipated retirement or other employee benefits. Once such information has been reviewed and analyzed, a written financial plan – designed to achieve the clients' stated financial goals and objectives – will be produced and presented to the client.</p> <p>JWM offers comprehensive financial planning customized to the client's individual needs. A comprehensive financial plan prepared by JWM may include, but not be limited to, retirement planning, insurance analysis, college planning, tax planning, estate planning, risk management or business valuation, etc.</p> <p>Some clients, however, may only require advice on a single aspect of the management of their financial resources. For these clients, JWM offers financial plans in a modular format that address only those specific areas of concern.</p> <p>The financial planning process will involve the collection, organization and assessment by JWM's IAR of relevant client data as well as identification of the client's financial concerns, goals and objectives. The primary objective of this process is to allow JWM's IAR to assist the client in developing a strategy for the successful management of income, assets and liabilities in meeting the client's long term financial goals and objectives.</p> <p>The written financial plan whether comprehensive or modular, developed for the client usually includes general recommendations for a course of activity or specific actions to be taken by the client. For example, recommendations may be made that the client obtain insurance or revise existing coverage, establish an individual retirement account, increase or decrease funds in savings accounts or investing funds in securities. The IAR may develop tax or estate plans for clients or refer clients to an accountant or attorney for their services.</p> <p>Financial plans are based on the client's financial situation at the time the plan is presented and are based on financial information disclosed by the client to JWM. JWM cannot offer any guarantees or promises that the client's financial goals and objectives will be met. Further, as the client's financial situation, goals, objectives or needs change, the client must notify JWM promptly.</p> <p>JWM charges an hourly fee of \$120 or a fixed fee ranging between \$300 and \$5,000 for comprehensive and modular financial planning services. The fees will be determined on a case-by-case basis dependent upon the complexity of the financial plan or service requested. In limited circumstances, the total cost could potentially exceed this initial estimate and in such cases, JWM will notify the client and may request that the client pay an additional fee. If the client chooses to proceed with the services offered, an initial retainer of 25% of the estimated fee is payable in advance of any services rendered, with the balance due upon completion of contracted services.</p>	

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

**Schedule F of
Form ADV**

Continuation Sheet for Form ADV Part II

Applicant:	SEC File Number:	Date:
Johnson Wealth Management, LLC	801- 66429	12/31/2009

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Johnson Wealth Management, LLC		IRS Empl. Ident. No.: 43-1972922
Item of Form (identify)	Answer	
Item 1.D. (continued)	<p>Clients may act on JWM's recommendations by placing securities transactions with any brokerage firm the client chooses. The client is under no obligation to act on JWM's financial planning recommendations. Moreover, if the client elects to act on any of the recommendations, the client is under no obligation to implement the financial plan through JWM.</p> <p>JWM or the client may terminate the Agreement within five days of the date of acceptance with no penalty to the client. After the five-day period, either party, upon written notice to the other, may terminate the Agreement. In the event there are any prepaid <i>unearned</i> fees, a pro rata share will be refunded to the client upon termination of the financial planning agreement.</p> <p><u>PENSION CONSULTATION</u></p> <p>This service is designed to offer a variety of advisory services to employee benefit plans and their fiduciaries based upon an analysis of the needs of the plan. This advisory service may include advice regarding general recommendations as to what portion of plan assets should be invested in various investment media, including securities, and in some cases, recommendations regarding investment in specific securities or other investments. JWM may also assist plan fiduciaries in determining plan investment objectives and policies and in designing funding media for the plan. Further, JWM may provide general or specific advice to plan fiduciaries as to the selection or retention of independent third party investment advisers to manage the assets of the plan.</p> <p>JWM is customarily compensated for these services primarily through fees paid by the plan, its sponsor, or other persons. These fees are based on a percentage of the assets under management.</p> <p>All client accounts are regulated under the Employee Retirement Income Securities Act ("ERISA"). JWM will provide consulting services, as an investment manager, to the plan fiduciaries as described above. JWM will not maintain discretionary authority or control, whatsoever, with respect to client accounts. The named plan fiduciary must make the ultimate decision as to retaining the services of such investment advisers as JWM recommends. The plan fiduciary is free to seek independent advice about the appropriateness of any recommended services for the plan.</p> <p>To be an investment manager to qualified plans governed by ERISA, two requirements must be satisfied. First, the investment manager must be registered under the Investment Advisers Act or under applicable state law. Second, the investment manager must acknowledge in writing that it is a fiduciary with respect to the plan. The Department of Labor in Regulation 3-21 clarified the scope of the applicability of ERISA to investment managers. This regulation provides that such a person becomes a fiduciary if advice is given on a regular basis and pursuant to an agreement or undertaking that such services will serve as a primary basis for investment decisions by the plan.</p> <p><u>GENERAL CONSULTING SERVICES:</u></p> <p>Some clients are in need of general consulting services and do not need continuous portfolio management or a comprehensive financial plan. Such services may include some financial planning functions, or more general advice. JWM does not render legal, tax or accounting advice. At the client's request, JWM will provide professional references in these and associated areas.</p> <p>Consulting services are offered based on JWM's hourly rate of \$100, where an IAR of JWM provides a professional opinion on specific financial related areas. These areas may include, but are not limited to, risk assessment/management, education funding, or financial decision making. The consulting fee is payable at the conclusion of each session. For large projects or at a client's request,</p>	

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

**Schedule F of
Form ADV**

Continuation Sheet for Form ADV Part II

Applicant:	SEC File Number:	Date:
Johnson Wealth Management, LLC	801- 66429	12/31/2009

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Johnson Wealth Management, LLC		IRS Empl. Ident. No.: 43-1972922
Item of Form (identify)	Answer	
	<p>JWM may provide the client with an estimate prior to beginning work.</p> <p>The client acknowledges, in advance, that they only desire consultation in regard to the specific financial area agreed upon to be reviewed and/or analyzed. Under this arrangement, a written financial plan will not be provided to the client. Furthermore, the client agrees to hold JWM harmless from any liability arising out of any area(s) that JWM has not reviewed and/or analyzed.</p> <p><u>GENERAL INFORMATION ON ADVISORY SERVICES AND FEES</u></p> <p>The fee charged is calculated as described above and is not charged on the basis of a share of capital gains upon, or capital appreciation of, the funds or any portion of the funds of an advisory account.</p> <p>All fees paid to JWM are separate and distinct from the fees and expenses charged by mutual funds to their shareholders. These fees and expenses are described in each fund's prospectus. Such fees will generally include a management fee, other fund expenses, and a possible distribution fee.</p> <p>Clients are hereby advised that there are transaction charges involved with purchasing or selling securities. JWM does not share in any portion of the brokerage fees/transaction charges imposed by the custodian holding the client funds or securities.</p> <p>When appropriate to the needs of the client, JWM may recommend the use of option writing and hedge funds. Because these investment strategies may involve a higher degree of risk, they will only be recommended when consistent with the client's tolerance for risk.</p> <p>JWM does not represent warranty or imply that the services or methods of analysis employed by us can or will predict future results, successfully identify market tops or bottoms, or insulate clients from losses due to market corrections or declines.</p> <p>Although JWM believes its advisory fees are competitive, lower fees for comparable services may be obtained from other sources.</p> <p>JWM shall never have custody of any client funds or securities, as the services of an independent custodian will be used for these asset management services.</p>	
Item 3.K(3)	<p><u>TYPES OF INVESTMENTS</u></p> <p>Investment advice may be given and positions taken on investments such as Real Estate Investment Trust (REIT) companies.</p>	
Item 3.L.	<p>JWM may offer advice on Fixed Annuities and Hedge Funds.</p> <p>JWM may offer advice on any other product that the firm deems appropriate in order to address the individualized needs, goals and objectives of the client.</p>	
Item 4.A.(5)	<p><u>METHODS OF ANALYSIS</u></p> <p>JWM uses Modern Portfolio Theory ("MPT") as one of its core investment strategies. MPT is a sophisticated investment decision approach that theoretically permits an investor to classify, estimate, and control both the kind and the amount of expected risk and return.</p>	
Item 4.B.(8)	<p><u>SOURCES OF INFORMATION</u></p> <p>JWM uses commercial software packages, such as Morningstar, as a source of information in offering advisory services.</p>	

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

**Schedule F of
Form ADV**

Continuation Sheet for Form ADV Part II

Applicant:	SEC File Number:	Date:
Johnson Wealth Management, LLC	801- 66429	12/31/2009

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Johnson Wealth Management, LLC		IRS Empl. Ident. No.: 43-1972922
Item of Form (identify)	Answer	
Item 4.C.(7)	<p><u>INVESTMENT STRATEGIES</u> Investment advice may be given and positions taken on investments such as Hedge Funds.</p>	
Item 5.	<p><u>EDUCATION AND BUSINESS STANDARDS</u> JWM requires any associated person involved in determining or giving investment advice to have at least one year of financial/investment related experience and a four-year business degree. Additionally, such individuals must meet all examination or experience requirements of the state(s)/jurisdiction(s) in which the associated person provides advisory services.</p>	
Item 6.	<p><u>EDUCATION AND BUSINESS BACKGROUND</u> Derrick Peter Johnson <i>Year of Birth:</i> 1970 <i>Formal Education After High School:</i> <ul style="list-style-type: none"> University of North Dakota, B.A., Business Administration, 1992 <i>Business Background for the Previous Five Years:</i> <ul style="list-style-type: none"> Johnson Wealth Management, LLC., Grand Forks, ND 09/2002 – Present, Member </p>	
Item 9.E.	<p><u>PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS</u> JWM or individuals associated with JWM may buy or sell – for their personal account(s) – investment products identical to those recommended to clients. It is the expressed policy of JWM that no person employed by the firm may purchase or sell any security 30 days prior to a transaction(s) being implemented for an advisory account, and therefore, preventing such employees from benefiting from transactions placed on behalf of advisory accounts. As these situations may represent a conflict of interest, JWM has established the following restrictions in order to ensure its fiduciary responsibilities:</p> <ul style="list-style-type: none"> Associated persons or their immediate family members shall not buy or sell securities for their personal portfolio(s) where their decision is derived in whole or in part, by reason of the associated person's employment, unless the information is also available to the investing public on reasonable inquiry. No associated person of the firm shall prefer his or her own interest to that of the advisory client. Records will be maintained of all securities bought or sold by the firm, associated persons of the firm, and related entities. Derrick Johnson or a designated member of the firm will review these records on a regular basis. The firm requires that all individuals must act in accordance with all applicable federal and state regulations governing registered investment advisory practices. Any individual not in observance of the above may be subject to termination. 	
Item 9.E. (continued)	<p>It is further noted that JWM is in, and shall continue to be in compliance with The Insider Trading and Securities Fraud Enforcement Act of 1988. Specifically, JWM has adopted a firm wide policy statement outlining insider-trading compliance by the firm, its associated persons and other employees.</p>	

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

**Schedule F of
Form ADV**

Continuation Sheet for Form ADV Part II

Applicant:	SEC File Number:	Date:
Johnson Wealth Management, LLC	801- 66429	12/31/2009

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Johnson Wealth Management, LLC		IRS Empl. Ident. No.: 43-1972922
Item of Form (identify)	Answer	
	<p><u>PRIVACY POLICIES/CONFIDENTIALITY:</u> As an employee of JWM, associated persons may learn confidential information concerning JWM, its clients or its former clients. "Confidential information" generally means all information not publicly available (through the media or public records) and includes, but is not limited to:</p> <ul style="list-style-type: none"> ▪ The composition of client portfolios. ▪ Certain records, procedures and other proprietary information. ▪ Family or personal information. <p>It is JWM's policy that individuals employed by the firm must not disclose, directly or indirectly, any confidential information to anyone other than JWM personnel and authorized professional advisors such as broker dealers, attorneys, and accountants who need such information in order to discharge their professional services.</p>	
Item 10.	<p><u>CONDITIONS FOR MANAGING ACCOUNTS</u> JWM generally imposes a minimum of \$250,000 to open and maintain an account. The firm may waive this requirement in its discretion if, for example, the client appears to have significant potential for increasing assets under management.</p> <p>In circumstances where JWM waives the minimum account size requirement, the minimum annual fee will never exceed 3.00% of the account balance.</p> <p>It is noted that Third Party Advisers (TPAs) may have minimum account size or minimum fee requirements. Disclosure of minimums will be made in the TPA's disclosure brochure and account materials.</p>	
Item 12.A. (1), (2), (3), (4)	<p><u>INVESTMENT OR BROKERAGE DISCRETION</u> Generally, clients grant JWM complete discretion over the selection and amount of securities to be bought or sold for their account without obtaining their prior consent or approval. However, JWM's investment authority may be subject to specified investment objectives and guidelines and/or conditions imposed by the client. For example, a client may specify that the investment in any particular stock or industry should not exceed specified percentages of the value of the portfolio, restrictions or prohibitions of transactions in the securities of a specific industry, and/or directed brokerage.</p>	
Item 12.B.	<p><u>SUGGESTION OF BROKER</u> In certain circumstances, JWM will accept client accounts on a non-discretionary basis. Under such arrangements, JWM may suggest brokers and/or dealers to clients, e.g. TD Ameritrade or other discount brokers. In JWM's experience, discount brokers provide excellent service for a reasonable commission. Such recommendations will take into account a number of factors, some of which may include custodial fees charged by the broker for holding securities for the client, commission rates, quality of execution and record keeping and reporting capabilities. When recommending a broker, JWM will attempt to minimize the total cost for all brokerage services paid by the client. However, it may be the case that the recommended broker charges a higher fee for a particular type of service, such as commission rates, than can be obtained from another broker. Clients may utilize the broker/dealer of their choice and have no obligation to purchase or sell securities through such broker as JWM recommends.</p> <p><u>Directed Brokerage</u> Some clients instruct JWM to use one or more particular brokers for the transactions in their accounts. Clients who may want to direct the firm to use a particular broker should understand that</p>	

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

**Schedule F of
Form ADV**

Continuation Sheet for Form ADV Part II

Applicant:	SEC File Number:	Date:
Johnson Wealth Management, LLC	801- 66429	12/31/2009

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Johnson Wealth Management, LLC		IRS Empl. Ident. No.: 43-1972922
Item of Form (identify)	Answer	
	<p>this may prevent JWM from aggregating orders with other clients or from effectively negotiating brokerage compensation on their behalf. This arrangement may also prevent JWM from obtaining the most favorable net price and execution. Thus, when directing brokerage business, clients should consider whether the commission expenses and execution, clearance, and settlement capabilities, they will obtain through their broker are adequately favorable in comparison to those that JWM would otherwise obtain for its clients.</p> <p>Aggregation of Orders Where JWM buys or sells the same security for two or more clients, JWM may place concurrent orders with a single broker, to be executed together as a single “block” in order to facilitate orderly and efficient execution. Whenever the firm aggregates trades, each account on whose behalf an order is placed is determined in advance of order placement. Each account receives the average price of the overall order, and bears a proportionate share of all transaction costs.</p>	

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