

**Firm Brochure
(Part 2A of Form ADV)**

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This brochure provides information about the qualifications and business practices of PWJohnson Wealth Management. If you have any questions about the contents of this brochure, please contact us at: 408-747-1222, or by email at: info@pwjohnson.com. 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. Registration does not imply a certain level of skill or training.

Additional information about PWJohnson Wealth Management is also available on the SEC's website at www.adviserinfo.sec.gov. The searchable IARD/CRD number for PWJohnson Wealth Management is 133538.

3/15/2012

Material Changes

Annual Update

The firm amended its ADV Part 2 dated March 31, 2011 due to revising its annual assets under management information (see Item 4). The Material Changes section of this brochure will be updated at least annually if material changes have occurred, and periodically whenever there is a material change.

Material Changes since the Last Update

1. None.
2. In future filings, this section of the Brochure will address only those “material changes” that have been incorporated since our last delivery or posting of this document on the SEC’s *Investment Adviser Public Disclosure* website (IAPD), at www.adviserinfo.sec.gov.
3. We may, at any time, update this Brochure and either send you a copy or offer to send you a copy [either by electronic means (email) or in hard copy form].

Full Brochure Available

Whenever you would like to receive a complete copy of our Firm Brochure, please contact us by telephone at: 408-747-1222 or by email at: info@pwjohnson.com.

Annually, within 120 days of our fiscal year-end, we will deliver our annual Summary of Material Changes (if there have been material changes) since the last annual updating amendment. In addition to this annual Summary, we also hereby offer to deliver an updated Investment Adviser Brochure upon your request at any time during the year. You may submit your request to: Paula Estrada at 408-747-1222 or paula.estrada@pwjohnson.com.

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Advisory Business

Firm Description

PWJohnson Wealth Management was founded in 1990.

Services

We provide personalized, confidential financial planning and investment management services to individuals, pension and profit sharing plans, trusts, estates, charitable organizations and small businesses. Advice is provided through consultation with you and may include: determination of financial objectives, identification of financial problems, cash flow management, tax strategies, risk management and insurance planning, investment planning and management, education planning, retirement planning, and estate planning.

We are strictly a fee-only financial planning and investment management firm. The firm does not sell annuities, insurance, stocks, bonds, mutual funds, limited partnerships, or other commissioned products.

The firm is not affiliated with entities that sell financial products or securities. No commissions in any form are accepted. No finder's fees are accepted.

Investment advice is an integral part of financial planning. Therefore, in addition to providing investment recommendations, we may advise you regarding cash flow, college planning, retirement planning, tax planning and estate planning.

Investment advice is provided, with you making the final decision on investment selection. Further, we do not act as a custodian of client assets. You always maintain complete control of your investment assets. We do assist you with implementation of investment recommendations, including placing trades for you under a limited power of attorney.

Periodic reviews are held to update plans and strategies, and to provide reminders of the specific courses of action that need to be taken. We engage in more frequent reviews internally, but may not contact you unless immediate changes are recommended.

Financial professionals in related fields (e.g., lawyers, accountants, insurance agents, etc.) are engaged directly by you on an as-needed basis. We often recommend other professionals as a courtesy service to our clients, but do not require that you work with any particular persons or firms. As stated previously, we do not receive finder's fees for providing such referrals. We will disclose conflicts of interest to you in the unlikely event they should occur.

Our initial meeting with you, which may be by telephone, is free of charge and is considered an exploratory interview to determine the extent to which our financial planning and investment management services may be beneficial to you.

Principal Owners

Peter W. Johnson, Jr. the founder and Principal, and owns 100% of the firm.

Types of Advisory Services

We provide investment supervisory services, also known as asset management services; manage investment advisory accounts not involving investment supervisory services; furnish investment advice

through consultations; issue special reports about securities; and issue charts, graphs, formulas, or other devices for purposes of education and information.

On more than an occasional basis, we furnish advice to our clients on matters not involving securities, such as financial planning matters including taxation issues and strategies, retirement planning, cash flow planning, employee benefits, and the like.

Financial Planning

Depending on your needs and interests, we may provide advice in the form of various types of Financial Plans. Each Financial Plan will assess the likelihood of you achieving various goals and objectives dependent on various personal and financial assumptions, including portfolio design, lifestyle, work and retirement plans, pursuit of charitable and/or family goals and normal savings and consumption behavior. Depending on your needs, the Plan may also address elements of tax and estate planning and insurance, including life, disability, health and long term care insurance.

Assets Under Management

As of December 31, 2011, we managed approximately \$44 million in assets for approximately 59 clients. Approximately \$0 is managed on a discretionary basis, and \$44 million is managed on a non-discretionary basis.

Tailored Relationships

The goals and objectives for you are documented in our client relationship management system. Investment policy statements are created that reflect your stated goals and objectives. You may impose restrictions on investing in certain securities or types of securities.

Our Agreement with you may not be assigned without your consent.

Types of Agreements

The following agreements define our typical client relationships.

Asset Management Agreement

Assets are invested primarily in no-load or low-load mutual funds and exchange-traded funds, usually through discount brokers or fund companies. Fund companies charge each fund shareholder an investment management fee that is disclosed in the fund prospectus. Discount brokerages may charge a transaction fee for the purchase of some funds.

Stocks and bonds may be purchased or sold through a brokerage account when appropriate. The brokerage firm charges a fee for stock and bond trades. We do not receive any compensation, in any form, from fund or brokerage companies.

Investments may include: equities (stocks), warrants, corporate debt securities, commercial paper, certificates of deposit, municipal securities, investment company securities (variable life insurance, variable annuities, and mutual funds shares), U. S. government securities, options contracts, futures contracts, and interests in partnerships.

We do not invest in wrap fee programs or manage assets for any wrap fee accounts.

We do not invest in Initial public offerings (IPOs).

Financial Planning Agreement

A financial plan is designed to help you with various aspects of financial planning, with or without ongoing investment management after the financial plan or analysis is completed.

A financial plan may include, but is not limited to: a net worth statement; a cash flow statement; a review of investment accounts, including reviewing asset allocation and providing repositioning recommendations; strategic tax planning; a review of retirement accounts and plans including recommendations; a review of insurance policies and recommendations for changes, if necessary; one or more retirement scenarios; estate planning review and recommendations; and education planning with funding recommendations.

Detailed investment advice and specific recommendations are generally provided as part of overall financial planning. Implementation of the recommendations is at your discretion.

The fee for financial planning is included in the Advisory Service Agreement below.

Advisory Service Agreement (“Managed Account”)

Most clients choose to have us manage their assets in order to obtain ongoing in-depth advice and financial planning. All aspects of the client’s financial affairs are reviewed, sometimes including those of their children. Realistic and measurable goals are set and objectives to reach those goals are defined. As goals and objectives change over time, suggestions are made and implemented on an ongoing basis. The scope of work and fee for an Advisory Service Agreement is provided to the client in writing prior to the start of the relationship. An Advisory Service Agreement may include: cash flow management; risk management/insurance review; investment management (including performance reporting); education planning; retirement planning; estate planning; and tax strategies, as well as the implementation of recommendations within each area.

The annual Advisory Service Agreement fee is based on a percentage of the investable assets according to the following schedule:

- _1.25%_ on the first \$500,000;
- _1.00%_ on the next \$500,000 (from \$500,001 to \$1,000,000);
- _0.75%_ on the next \$4,000,000 (from \$1,000,001 to \$5,000,000); and
- _0.50%_ on the assets above \$5,000,001.

The minimum annual fee is \$6,250 and is NOT NEGOTIABLE.

Current client relationships may exist where the fees are higher or lower than the fee schedule above.

Although the Advisory Service Agreement is an ongoing agreement, and constant fee adjustments are required based on the value of the investment portfolio, the length of service to the client is at the client’s discretion. There is no minimum required contract term. The client or the investment manager may terminate an Agreement by written notice to the other party. Fees are billed quarterly, in advance. The portfolio value at the completion of the prior full billing quarter is used as the basis for the fee computation. At termination, fees will be billed on a pro rata basis for the portion of the quarter completed.

Retainer Agreement

In some circumstances, a Retainer Agreement may be executed in lieu of an Advisory Service Agreement when it is more appropriate to work on a fixed-fee basis. The annual fee for a Retainer Agreement is NEGOTIABLE.

Investment Management Agreement

An Investment Management Agreement may be executed when financial planning is not provided as part of the relationship. The annual fee for an Investment Management Agreement is NEGOTIABLE

Tax Preparation Agreement

We do not provide tax preparation services. We can generally provide referrals to qualified tax preparation professionals upon client request.

Hourly Planning Engagements

We occasionally provide hourly planning services for clients who need advice for a limited scope of work. The hourly rate for limited scope engagements is \$295.

Asset Management

Assets are invested primarily in no-load or low-load mutual funds and exchange-traded funds, usually through discount brokers or fund companies. Fund companies charge each fund shareholder an investment management fee that is disclosed in the fund prospectus. Discount brokerages may charge a transaction fee for the purchase of some funds.

Stocks and bonds may be purchased or sold through a brokerage account when appropriate. The brokerage firm charges a fee for stock and bond trades. We do not receive any compensation, in any form, from fund companies.

Investments may include: equities (stocks), warrants, corporate debt securities, commercial paper, certificates of deposit, municipal securities, investment company securities (variable life insurance, variable annuities, and mutual funds shares), U. S. government securities, options contracts, futures contracts, and interests in partnerships.

We generally allow you to impose restrictions on investing in certain securities.

We do not invest in wrap fee programs or manage assets for any wrap fee accounts.

We do not invest in Initial public offerings (IPOs).

Termination of Agreement

A Client may terminate any of the aforementioned agreements at any time by notifying us in writing and paying the rate for the time spent on the engagement prior to notification of termination. If you make an advance payment, we will refund any unearned portion of the advance payment.

We may terminate any of the aforementioned agreements at any time by notifying you in writing. If you make an advance payment, we will refund any unearned portion of the advance payment.

Fees and Compensation

Description

For most clients, we base our fees primarily on a percentage of assets under management, and occasionally on hourly charges or fixed fees.

Some Retainer Agreements may be priced based on the complexity of work, especially when asset management is not the most significant part of the relationship.

Financial planning is automatically included in our ongoing, "Managed Account" services. For clients under a fixed fee or retainer agreement, fees are based on the expected complexity of the work and the

time required. For hourly clients, charges are based on actual time spent on consultations, research, and plan preparation.

We, in our sole discretion, may waive our minimum fee and/or charge a lesser investment advisory fee based upon certain criteria (e.g., historical relationship, type of assets, anticipated future earning capacity, anticipated future additional assets, dollar amounts of assets to be managed, related accounts, account composition, negotiations with you, etc.).

Fees are NOT NEGOTIABLE.

Here is our schedule of fees for “Managed Accounts”:

Assets Under Management	Annual Fee %
First \$500,000	1.25%
Next \$500,000	1.00%
Next \$4,000,000	0.75%
All assets above \$5,000,000	0.50%

Our hourly billing rate is \$295.

Flat fees are determined and agreed upon in advance, on a project-by-project basis.

Fee Billing

Investment management fees are billed quarterly, in ADVANCE, based on the value of the portfolio at the end of the preceding period. This means that we invoice you AFTER each new three-month billing period has BEGUN. (For example, for work done during the period from January 1st to March 31st, we first calculate the value of the client’s portfolio as of December 31st, then determine the appropriate fee based on that value, and finally invoice the client.) Payment in full is expected upon invoice presentation. Fees are usually deducted from an investment management account designated by you, to facilitate the billing process. Of course, your consent is required in advance before we set up direct debiting of your investment account.

Other Fees

Custodians may charge transaction fees on purchases or sales of certain mutual funds and exchange-traded funds, as well as on stocks and bonds. These transaction charges are usually small and incidental to the purchase or sale of a security. The selection of the security is more important than the nominal fee that the custodian charges to buy or sell the security.

New Advisory Service Agreement fees are calculated on a formula basis and may be adjusted for complexity of individual situations. The formula for “Managed Accounts” is based on the size of the portfolio. Flat fee agreements are based on the complexity and expected time requirements of the engagements, which may reflect considerations such as gross income, gross assets, or other financial considerations.

Expense Ratios

Mutual funds deduct expenses from investors’ accounts for their costs of operations, and generally charge a management fee for their services as investment managers. These costs are collectively referred to as a fund’s *expense ratio*. For example, an expense ratio of 0.50 means that the mutual fund company charges an annual fee of 0.5% for their services. These fees are in addition to the fees paid by you to us.

Performance figures quoted by mutual fund companies in various publications reflect an investor's returns, after their fees have been deducted (net of fees).

Past Due Accounts and Termination of Agreement

We reserve the right to stop work on any account that is more than 30 days overdue. In addition, we reserve the right to terminate any financial planning engagement where a client has willfully concealed or refused to provide pertinent information about financial situations when necessary and appropriate, in our judgment, for providing proper financial advice. Finally, we reserve the right to terminate any client agreement at any time, with or without cause. Any unused portion of fees collected in advance will be refunded within 30 days.

Performance-Based Fees

Sharing of Capital Gains

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

We do not use a performance-based fee structure because of a significant potential conflict of interest: performance-based compensation may create an incentive for the adviser to recommend an investment that may carry a higher degree of risk to you.

Types of Clients

Description

We generally provide investment advice to individuals, pension and profit sharing plans, trusts, estates, charitable organizations, and corporations or other business entities.

Client relationships vary in scope and length of service.

Account Minimums

The minimum account size is \$500,000 of assets under management, which equates to an annual fee of \$6,250. In general, if an account falls below \$500,000 in value, the minimum annual fee of 1.25% of assets is charged. Depending upon circumstances, we will sign an Hourly Agreement with our clients if assets have diminished significantly below \$100,000.

We have the discretion to waive account minimums. Accounts of less than \$500,000 may be set up when you and we anticipate that you will add additional funds to the accounts bringing the total to \$500,000 within a reasonable period of time. Other exceptions may apply to our employees and their relatives, or relatives of existing clients.

For new accounts, we reserve the right to charge a \$6,250 minimum annual fee for "Managed Accounts," regardless of account size. As a result, clients with portfolio assets below the minimum account size may pay a higher percentage rate for their annual fees (based on portfolio size) than clients with greater assets under management.

Methods of Analysis, Investment Strategies and Risk of Loss

Methods of Analysis (A Diversified, Adaptive Approach)

Our security analysis methods include fundamental, technical, and cyclical methodologies. The term “fundamental analysis” refers to looking at items that typically show up on a company’s financial statements, including sales, profits, debt level, and so on. Similar approaches may also be used to evaluate the investment-worthiness of industrial sectors and national economies. “Technical analysis,” on the other hand, generally refers to using patterns of price movements (of securities and indexes) to determine the health and relative outlook of individual securities as well as market levels. Cyclical methodologies look at past and current economic patterns of boom and bust in an attempt to determine the outlook for the overall economy and its impact on various securities prices.

Our main focus is on the relative attractiveness of various asset classes, rather than analysis at the individual security level. For the latter, we rely extensively on the expertise and skills of mutual fund managers with documented performance records, who in turn, use a variety of securities analysis methods. Thus, we achieve diversification of investment analysis methodologies, as well as securities. Since no one method works in every market situation, we believe this approach helps reduce risk for our clients, while delivering more effective real-time monitoring and adjustment than any single manager could.

We also take into consideration human behavior (“behavioral finance”) and macroeconomic conditions and expectations.

Our main sources of information include financial newspapers and magazines, research materials prepared by others, corporate rating services, timing services, annual reports, prospectuses, filings with the Securities and Exchange Commission, Government economic figures, and company press releases.

Other sources of information that we often use include Morningstar mutual fund and stock data, Litman/Gregory’s *AdvisorIntelligence*, Leuthold-Weeden’s monthly *Perception for the Professional*, fund company research and analysis, other internet-based sources such as *The Wall Street Journal*, U.S. Government websites, as well as discussions and consultations with other affiliated professionals.

Investment Strategies (Modified Modern Portfolio Theory)

We base our investment process on Modern Portfolio Theory, which seeks to maximize investor returns consistent with reasonable risk. However, we believe that no academic theory or model is perfect, and that human behavior — which often appears to be irrational — plays a large role in market behavior and investment returns. When making portfolio and investment decisions, we consider a large number of factors, including, but not limited to: diversification and risk management, client goals and objectives, client risk tolerance, our current views and outlook for the U.S. and global economies, relative asset class valuations, and the investment skills and experience of mutual fund managers.

In order to achieve our clients’ investment objectives, we use mutual funds and exchange-traded funds to diversify portfolios across a number of target asset classes to appropriately balance risk and return. We utilize actively-managed funds when we believe they offer greater opportunities to reduce risk or enhance returns, when compared with passive (or index) funds. Portfolios are globally diversified to control the risk associated with individual, national economies and markets.

Each portfolio is unique; we don’t use a cookie-cutter approach. We base your individual investment strategy and asset allocation on your stated goals and preferences. You may change these objectives at any time. Together, we create and follow an Investment Policy Statement that clearly documents your objectives and your desired investment strategy.

Our strategies may result in long-term purchases, short-term purchases, trading, short sales, margin transactions, and option writing (including covered options, uncovered options or spreading strategies). In every case, we consult with, and get approval from, you before making any purchases and sales in your portfolio.

Risk of Loss

All investment programs have certain risks that are borne by the investor. Our investment approach constantly keeps the risk of loss in mind.

Investors face the following investment risks:

Interest-Rate Risk: Fluctuations in interest rates may cause investment prices to fluctuate. For example, when interest rates rise, yields on existing bonds become less attractive, causing their market values to decline.

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 not buy as much as 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.

Disciplinary Information

Legal and Disciplinary

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

Other Financial Industry Activities and Affiliations

Financial Industry Activities

We are not involved in any other financial industry activities except for membership in financial planning trade organizations and sponsorship of The Financial Literacy Project, which provides pro bono financial education to the public through live and web-based seminars.

Affiliations

We have no arrangements that are material to our advisory business or to you with any other entity.

Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

Code of Ethics

We have adopted a Code of Ethics. The Code sets forth our expectations for all employees and owners regarding standards of conduct, fiduciary duties, required compliance with all securities regulations, required reporting of personal trading, pre-approval of participation in any initial public offering or private placement, required reporting of violations of the Code to the Chief Compliance Officer, and required written acknowledgement of receipt of the Code by personnel. A copy of the Code of Ethics is available to you upon request.

Participation or Interest in Client Transactions

We, and our employees, may buy or sell securities that are also held by you. Employees may not trade their own securities ahead of your trades. Employees comply with the provisions of our Compliance Manual.

Personal Trading

Our Chief Compliance Officer is Peter W. Johnson, Jr. He reviews all employee trades each quarter. Artie Green reviews his trades. These personal trading reviews ensure that the personal trading of employees does not affect the markets, and that you receive preferential treatment. Since most employee trades are small mutual fund or exchange-traded fund trades, the trades do not affect the securities markets.

Brokerage Practices

Selecting Brokerage Firms

We do not have any affiliation with product sales firms. Specific custodian recommendations are made to you based on your need for such services. We recommend custodians based on the proven integrity and financial responsibility of the firm and the best execution of orders at reasonable commission rates.

We recommend discount brokerage firms and trust companies (qualified custodians), such as Charles Schwab & Co. We normally use the custodian and brokerage services of Charles Schwab & Co. or TD Ameritrade for our clients.

We DO NOT receive fees or commissions from any of these arrangements.

Best Execution

We review the execution of trades at each custodian annually. The review is documented in our Compliance Manual. Trading fees charged by the custodians are also reviewed on an annual basis. We do not receive any portion of the trading fees.

Soft Dollars

We receive no compensation, fees, credits, or any other income from any of our custodians.

Order Aggregation

Most trades are mutual funds or exchange-traded funds where trade aggregation does not garner any client benefit.

Trade Errors

From time-to-time we may make an error in submitting a trade order on your behalf. When this occurs, we may place a correcting trade with the broker-dealer that has custody of your account. If an investment gain results from the correcting trade, the gain will remain in your account unless the same error involved other client account(s) that should have received the gain, it is not permissible for you to retain the gain, or we confer with you and you decide to forego the gain (e.g., due to tax reasons). If the gain does not remain in your account and Charles Schwab & Co. Inc. ("Schwab") is the custodian, Schwab will donate the amount of any gain \$100 and over to charity. If a loss occurs that is greater than \$100, we will pay for the loss. Schwab will maintain the loss or gain (if such gain is not retained in your account) if it is under \$100 to minimize and offset its administrative time and expense. Generally, if related trade errors result in both gains and losses in your account, they may be netted.

Review of Accounts

Periodic Reviews

Account reviews are performed quarterly or semiannually by advisors Peter W. Johnson, Jr., Financial Planner, and Artie Green, Financial Planner. Account reviews are performed more frequently when market conditions dictate.

Review Triggers

Other conditions that may trigger a review are changes in the tax laws, new investment information, and changes in your own situation.

Regular Reports

Account reviewers are members of the firm's Investment Committee. They are instructed to consider your current security positions and the likelihood that the performance of each security will contribute to your investment objectives.

Clients receive periodic communications on at least a quarterly basis. Advisory Service Agreement clients and Investment Management clients receive written quarterly updates. The written updates may include a net worth statement, portfolio statement, and a summary of objectives and progress towards meeting those objectives.

Client Referrals and Other Compensation

Incoming Referrals

We have been fortunate to receive many client referrals over the years. The referrals come from current clients, estate planning attorneys, accountants, employees, personal friends of employees and other similar sources. The firm does not compensate referring parties for these referrals.

Referral Fees Paid

We do not pay referral fees to any third party.

Referrals Out

We do not accept referral fees or any form of remuneration from other professionals when a prospect or client is referred to them.

Other Compensation

We do not receive any commissions or referral fees for any recommendations we make to other professionals.

Referral Fees Received

We may recommend other Advisors to clients. In such instances, we do not receive any account fee or commissions.

Custody

Account Statements

All assets are held at qualified custodians, which means the custodians provide account statements directly to you at your address of record at least quarterly. This practice provides an extra layer of protection for you, because a reputable, independent third party is keeping track of your investment assets and cash flows at all times.

Performance Reports

We urge clients to compare the account statements received directly from their custodians to the performance report statements provided by us. This helps assure statement accuracy, and allows you to monitor your valuable portfolio assets and transactions.

Net Worth Statements

From time to time, we may produce client net worth statements that are generated from our client relationship management system. Net worth statements contain approximations of bank account balances provided by you, as well as the value of land and other hard-to-price assets. These net worth statements are used for long-term financial planning, where the exact values of assets are not material to the planning being done.

Investment Discretion

Discretionary Authority for Trading

We do not accept discretionary authority to manage securities accounts on your behalf.

Rather, we consult with you prior to each trade to obtain approval if a blanket trading authorization has not been given. A blanket trading authorization refers to the occasional permission clients grant us to buy or sell securities in advance, based on certain conditions, such as selling a security if it reaches a specified target price, or when a client will be unavailable to give approval for some limited period of time.

You approve the custodian to be used. We do not receive any portion of the transaction fees or commissions paid by you to the custodian for trades.

Limited Power of Attorney

In order to allow us to make trades on your behalf, you grant us a limited power of attorney. Again, we only make trades with your pre-approval, and you receive statements and confirmations from the custodian that show all transactions.

Voting Client Securities

Proxy Votes

We do not vote proxies. Therefore, although we may provide investment advisory services relative to your investment assets, you maintain exclusive responsibility for: (1) directing the manner in which proxies solicited by issuers of securities beneficially owned by you shall be voted, and (2) making all elections relative to any mergers, acquisitions, tender offers, bankruptcy proceedings or other type events pertaining to your investment assets. We and/or you shall correspondingly instruct each custodian of the assets to forward to you copies of all proxies and shareholder communications relating to your investment assets.

Financial Information

Financial Condition

We do not have any financial impairment that will preclude the firm from meeting contractual commitments to you.

We are not required to provide a balance sheet because we do not serve as a custodian for your funds or securities, and do not require prepayment of fees of more than \$600, and six months or more in advance.

Business Continuity Plan

General

We have a Business Continuity Plan in place that provides detailed steps to mitigate and recover from the loss of office space, communications, services, or key people.

Disasters

The Business Continuity Plan covers natural and manmade disasters.

Electronic files are backed up daily and archived offsite.

Alternate Offices

An alternate office has been identified to support ongoing operations in the event the main office is unavailable. It is our intention to contact you within five days of any disaster that dictates moving our office to an alternate location.

Loss of Key Personnel

We have signed a Business Continuation Agreement with another financial advisory firm to support us in the event of Peter W. Johnson, Jr.'s serious disability or death.

Information Security Program

Information Security

We maintain an information security program to reduce the risk that your personal and confidential information may be breached.

Privacy Notice

We are committed to maintaining the confidentiality, integrity and security of the personal information that you entrust to us. The categories of nonpublic information that we collect from you may include information about your personal finances, information about your health to the extent that it is needed for the financial planning process, information about transactions between you and third parties, and information from consumer reporting agencies, e.g., credit reports. We use this information to help you meet your personal financial goals.

With your permission, we share a limited amount of information about you with your brokerage firm in order to open accounts and execute securities transactions on your behalf. We only disclose your personal information to other third parties with your specific, advance consent, and then only on a prescribed basis (such parties may include attorneys, accountants, mortgage lenders and others with whom you have established a relationship). You may opt out from our sharing information with any nonaffiliated third parties by notifying us at any time by telephone, mail, fax, email, or in person.

We do not provide your personal information to mailing list vendors or solicitors. We require strict confidentiality in our agreements with unaffiliated third parties that require access to your personal information, including financial service companies, consultants, and auditors. Federal and state securities regulators may review our Company records and your personal records as permitted by law.

Personally identifiable information about you will be maintained while you are a client, and for the required period thereafter that records are required to be maintained by federal and state securities laws. After that time, information will be destroyed.

We maintain a secure office to ensure that your information is not placed at unreasonable risk. We employ an internet firewall data barrier, secure data encryption techniques, and authentication procedures in our computer environment.

We will notify you in advance if our privacy policy is expected to change. We are required by law to deliver this Privacy Notice to you annually, in writing.

Brochure Supplement (Part 2B of Form ADV)

Education and Business Standards

We require that advisors in our employ have at least a bachelor's degree and further coursework demonstrating knowledge of financial planning. Examples of acceptable coursework include: an MBA, a CFP®, a CFA, a ChFC, JD, CTFA, EA or CPA. Additionally, advisors must have work experience that demonstrates their aptitude for financial planning and investment management.

Professional Certifications

Employees have earned certifications and credentials that are required to be explained in further detail. We have listed some of the most widely-recognized certifications and credentials held by investment advisors and financial planners, below:

Certified Financial Planner (CFP): Certified Financial Planners are licensed by the CFP Board to use the CFP mark. CFP certification requirements:

- Bachelor's degree from an accredited college or university.
- Completion of the financial planning education requirements set by the CFP Board (www.cfp.net).
- Successful completion of the 10-hour CFP® Certification Exam.
- Three-year qualifying full-time work experience.
- Successfully pass the Candidate Fitness Standards and background check.

Chartered Financial Analyst (CFA): Chartered Financial Analysts are licensed by the CFA Institute to use the CFA mark. CFA certification requirements:

- Hold a bachelor's degree from an accredited institution or have equivalent education or work experience.
- Successful completion of all three exam levels of the CFA Program.
- Have 48 months of acceptable professional work experience in the investment decision-making process.
- Fulfill society requirements, which vary by society. Unless you are upgrading from affiliate membership, all societies require two sponsor statements as part of each application; these are submitted online by your sponsors.
- Agree to adhere to and sign the Member's Agreement, a Professional Conduct Statement, and any additional documentation requested by CFA Institute.

Accredited Asset Management Specialists (AAMS): are licensed by the CFP Board to use the AAMS mark. AAMS certification requirements:

- Completion of the educational requirements set by the CFP Board.
- Successful completion of the AAMS certification examination.
- Completion of continuing education requirements.

Enrolled Agent (EA): Enrolled Agents are enrolled by the Internal Revenue Service and authorized to use the EA designation. EA enrollment requirements:

- Successful completion of the three-part IRS Special Enrollment Examination (SEE), or completion of five years of employment by the IRS in a position which regularly interpreted and applied the tax code and its regulations.
- Successfully pass the background check conducted by the IRS.

Personal Financial Specialist [‘PFS’]: This designation is issued by the American Institute of Certified Public Accountants (AICPA) and is granted to individuals who must meet all of the following prerequisites:

- a member of the AICPA;
- hold an unrevoked CPA certificate issued by a state authority;
- earn at least 100 points under the PFS point system; and
- have substantial business experience in personal financial planning related services.
- The candidate is required to obtain personal financial planning specific education in addition to holding a valid CPA.
- The candidate must take a final certification examination (proctored by the AICPA) and once issued the individual must undergo Continuing Education in the form of 60 PFS points in personal financial planning experience as well as qualified ‘life-long learning’ activities every three years.

Certified Senior Advisor (“CSA”): This designation is issued by the Society of Certified Senior Advisors and is granted to individuals who meet all of the following prerequisites:

- SCSA classroom course (3 ½ days of class) or self-study; online exams and final proctored certification exam;
- undergo Continuing Education in the form of 18 SCSA credits every 3 years.

Registered Financial Consultant (“RFC”): This designation is issued by the International Association of Registered Financial Consultants (IARFC) and is granted to individuals who meet all of the following prerequisites:

- Undergraduate or graduate financial planning degree, or have earned one of the following designations: AAMS, AEP, CEP, CFA, CFP, ChFC, CLU, CPA, EA, LUTC, MS, MBA, JD, Ph.D, or completed a CFP equivalent, IARFC-approved college curriculum;
- Four years full-time experience as a financial planning practitioner.
- Completion of approved college curriculum in personal financial planning or IARFC self-study course; undergo Continuing Education in the form of Forty hours per year

Peter W. Johnson, Jr.; Principal, Investment Adviser Representative and Financial Planner

Educational Background:

- * Year of birth: 1951
- * Institutions (Year): Santa Clara University (1979, BSC in Finance); University of California (1985, Certificate in Personal Financial Planning)

Business Experience:

- * Benham Capital Management (1980-1984); Judy & Robinson Securities (1986-1988); Christopher Weil & Co. (1988); Integrated Resources (1988-1989); Planners Security Group (1989); Keogler Morgan & Co (1989-1990). PWJohnson Wealth Management (1990-present).

Disciplinary Information: none

Other Business Activities: President, AdvisorPress, Inc., a small publisher of personal financial planning information. Activities include public financial literacy events held at no cost to consumers; digital and print book and article publishing.

Additional Compensation: Less than \$10,000 per year.

Supervision:

Peter W. Johnson, Jr. is Principal and Chief Compliance Officer of PWJohnson Wealth Management.

Investment decisions and portfolio activity is reviewed as a team by all the supervised persons listed in this Group Brochure Supplement.

SUPERVISOR'S contact information:

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Arbitration Claims: None

Self-Regulatory Organization or Administrative Proceeding: None

Bankruptcy Petition: None