

## **Part 2A of Form ADV: Firm *Brochure***

**January 1, 2012**

**Johnson's Global Advisors Corp.**

**600 17th Street Suite 2800**

**Denver, CO 80202**

**720-222-5007 [www.johnsonsglobaladvisors](http://www.johnsonsglobaladvisors.com)**

This Brochure provides information about the qualifications and business practices of Johnson's Global Advisors Corp. If you have any questions about the contents of this Brochure, please contact us at [info@johnsonsglobaladvisors.com](mailto:info@johnsonsglobaladvisors.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.

Johnson's Global Advisor Corp. is an State registered investment adviser. Registration of an Investment Adviser does not imply any level of skill or training. The oral and written communications of an Adviser provide you with information about which you determine to hire or retain an Adviser. Additional information about Johnsons Global Advisors Corp. also is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

### **ITEM 2 – MATERIAL CHANGES**

On July 28, 2010, the United States Securities and Exchange Commission published "Amendments to Form ADV" which amends the disclosure document that we provide to clients as required by SEC Rules. This Brochure dated January 01, 2012 is a new document prepared according to the SEC's new requirements and rules. As such, this Document is materially different in structure and requires certain new information that our previous brochure did not require.

In the future, this Item will discuss only specific material changes that

are made to the Brochure and provide clients with a summary of such changes. We will also reference the date of our last annual update of our Brochure. Pursuant to new SEC Rules, we will ensure that you receive a summary of any material changes to this and subsequent Brochures within 120 days of the close of our business' fiscal year. We may further provide other ongoing disclosure information about material changes as necessary.

Johnson's Global Advisors Corp. as of the implementation of this current brochure has a material change relative to location. We have moved our offices from 200 West 17th Street Cheyenne, WY 82001 to 600 17th Street Suite 2800 Denver, CO

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Our Current brochure may be requested by contacting Martin V. Johnson Jr. at [info@johnsonsglobaladvisors.com](mailto:info@johnsonsglobaladvisors.com). Our Brochure is also available on our web site [www.johnsonsgloaladvisors.com](http://www.johnsonsgloaladvisors.com) Additional information about Johnson's Global Advisors Corp. is also available via the SEC's web site [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). The SEC's web site also provides information about any persons affiliated with Johnson's Global Advisors Corp. who are registered, or are required to be registered, as an investment adviser representatives.

#### **ITEM 4.**

#### **ADVISORY BUSINESS**

Johnson's Global Advisors Corp. is a privately owned Colorado Corporation headquartered in Denver, CO. The principal owner is Martin V. Johnson Jr. Chief Executive Officer, we have been in business since January 2010, our initial inception registered as an investment advisor was with the State of Illinois securities Commission.

#### **Advisory Services Offered**

We provide our clients with low cost investment management services with respect to their investment accounts . We manage accounts on a discretionary basis, which means our clients give us the authority to buy and sell securities for their accounts at our discretion ("discretionary authority"). We do not provide services on a non-discretionary basis. Johnson's Global Advisors Corp. has the ongoing responsibility to select and make recommendations, based upon the objectives of the client, as to specific securities or other investments that we purchase or sell in client accounts.

Johnson's Global Advisors Corp. provides passive portfolio management services to clients through managing portfolios designed to mimic the holdings and allocations of various published indices, blended indices and customized indices. The majority of portfolios Johnson's Global Advisors Corp. manages for its clients invest exclusively in global/international equities and fixed income indexing utilizing strategies whose objective is tracking the client specified index, available by Separately Managed or Pooled accounts.

Johnson's Global Advisors Corp. specializes in managing well-balanced and globally-diversified client accounts. We may also use stock and bond index funds, mutual funds and ETFs funds that have similar characteristics as index funds. Index funds are mutual funds or ETFs that aim to achieve the same return as a particular market index or asset class. We offer our investment management services to our clients by managing client accounts according to the particular model investment strategy selected by the client. We apply the client's selected investment strategy based on the client's general financial and tax situation.

Johnsons Global Advisors Corp. provides its portfolio management services to individuals, banks and thrift institutions, investment companies, pension plans, profit sharing plans, trusts, endowments, charitable organizations, and corporations. Certain of the products are available to investors either as a separately managed account or through a pooled investment vehicle, typically formed as a trust or Limited Liability Company. Each client has the opportunity to place reasonable restrictions on the types of investments to be held in the portfolio or to customize the portfolio's goals and objectives.

Page 4. Each portfolio is designed to track the performance in the client's account to reflect changes with in the index. There will typically be some variation between the performance of a client's account and the index it is designed to track, due to client-imposed trading restrictions,



client contributions to and withdrawals from accounts, timing of trades, timing of cash flows resulting from mergers and acquisitions affecting portfolio holdings , advisory fees and trading costs among other factors.



## Current List of product



## LARGE CAP INDEX PRODUCTS

## MID-CAP INDEX PRODUCTS

S&P 500\*

S&P 400\*



S&P 100

## Russell Mid-Cap Equal Weighted

S&P 500\*

## Russell Mid-Cap Growth/Value

## Enhanced Large-Cap Index

## S&P 500 Growth/Value



## FIXED INCOME PRODUCTS





Russell Top 200 Core Bond Index\*

## Russell Top 200 Growth

Russell Top 200 Value

Russell 1000\*

Russell 1000 Growth/Value\*









## SMALL-CAP INDEX PRODUCTS SPECIALTY PRODUCTS

## S&P 600\* Completeness

## Russell 2000 Customized Screens

## Russell 2000 Growth/Value Customized Tax Efficient

## Small-Cap Equal Weighted

Sudan-Free

Tobacco-Free





## BROAD MARKET INDEX PRODUCTS

## INTERNATIONAL INDEX PORODUCTS

## S&P 1500 ADR Index Fund

Russell 3000

Wilshire 5000

## MSCI US IMI

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### ITEM 5. Fees

\$1.00	
to	0.90% annually*
\$500,000	
\$500,001	
to	0.80%
\$1,000,000	
\$1,000,001	
to	0.60%
\$2,000,000	
\$2,000,001	
to	0.40%
\$3,000,000	
\$3,000,001	
to	0.20%
\$5,000,000	
Above \$5,000,000	Negotiable
Minimum annual management fee of \$500	

### ITEM 6. PERFORMANCE BASED FEES

Johnson's Global Advisors Corp. nor any of its investment personnel, does not charges performance-based fees that are based on a share of capital gains on, or capital appreciation of, the assets of a client.

### Termination of Agreement

A client agreement may be cancelled at any time, by either party, for any reason upon receipt of 30 days written notice, or such other period

as may be agreed upon, in writing, by the parties. Upon termination of any account, any prorated amount of fee due will be charged. In the event that there are any prepaid, unearned fees, they will be promptly refunded to the client. The client has the right to terminate an agreement without penalty within five business days after entering into the agreement. In the event of a client's death or disability, we will continue management of the account until an authorized party notifies us of client's death or disability and provides alternate instructions.





## **Billing Method**

Our investment management fees are charged and payable quarterly in arrears following the end of each calendar quarter. The fee is based on the daily average value of the Assets under Management for each "Client Relationship" during the quarter. The formula used for the calculation is as follows:  $(\text{Daily Average Value of Assets under Management During The Quarter}) \times (\text{A Factor Equal To The Number of Days In The Calendar Quarter}) / (\text{The Number of Days in the Calendar Year}) \times (\text{Annual Fee Rate})$ . We will aggregate client accounts that have family or business relationships with each other for purposes of calculating the investment management fees.

For purposes of calculating fees, a "Client Relationship" means an individual and: (a) his or her spouse or domestic partner; (b) his or her minor children; (c) a business or non profit entity over which the individual and/or other person defined in (a) above exercises exclusive control; and (d) trust as to which the individual and/or other person defined in (a) above is the sole trustee.

Johnson's Global Advisors Corp. reserves the right to limit this client relationship account aggregation policy where the circumstances, in our sole discretion, warrant. For new and terminating client accounts, the investment management fee payment is a pro-rata calculation.



The calculation is based on the actual number of days assets were in a clients' account during the calendar quarter. The formula used to calculate new and terminating client account investment management fees is as follows: (Daily average value of assets under management during the pro-rata quarter) x (a factor equal to the number of days assets were in a client's account in the calendar quarter) / (the number of days in the calendar year) x (annual fee rate).

For investment management fee calculation purposes, a calendar quarter is a period beginning on the first day of the month during a new calendar quarter (January, April, July and October) and ending on the last day of the month of a calendar quarter (March, June, September and December). A day is any calendar day including weekends and holidays. We will automatically withdraw our investment management fee from each client's account at Scottrade. Scottrade withdraws investment management fees from the client's account based on our instruction. Upon termination, we will instruct Scottrade to debit all outstanding unpaid investment management fees.

All clients will receive brokerage statements from Scottrade no less frequently than monthly. The Scottrade statement will show the deduction of the investment management fee withdrawn directly from their account. We will mail all clients an invoice for withdrawn investment management fees showing account values and fee calculations. We do not require or accept investment management fees in advance. Page

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## **Other Fees and Expenses**

Our investment management fees do not include Scottrade fees. Clients pay all brokerage commissions (transaction fees), stock transfer fees, and/or other similar charges incurred in connection with transactions in accounts from the assets in the accounts. We describe additional information about brokerage in brokerage practices below in addition, any mutual fund shares and/or ETFs held in a client's account may be subject to fund related fees and expenses that are described in the prospectus of the mutual fund or ETF. All fees paid to Johnson's Global Advisors Corp. for investment management services are

separate and distinct from the fees and expenses charged by index funds, mutual funds and ETFs.

### **Other Compensation**

Johnson's Global Advisors Corp. nor any person providing investment advice on its behalf ("investment personnel"), accepts any compensation or revenue in connection with the management of client accounts, except for the investment management fees charged directly to clients as stated in the Fee Schedule above.

### **ITEM 7. TYPES OF CLIENTS**

We offer discretionary investment management services to, high net worth individuals, trusts, estates, endowments, institutions, and individual participants of retirement plans.

### **Account Requirements**

Generally, Johnson's Global Advisors Corp. requires clients to maintain a Client Relationship size of \$500,000. If a client withdraws significant funds, we may ask the client to deposit additional funds to continue to manage the client's accounts. We combine family accounts as defined as Client Relationship to meet the minimum client account size. We may reduce or waive the account minimum requirements at our discretion.



**ITEM 8.**





**METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS**  
**Methods of Analysis and Investment Strategies General Investment**  
**Strategies**



Johnson's Global Advisors Corp. generally uses diversification in an effort to optimize the risk and potential return of a portfolio. More specifically, we may utilize multiple asset classes, investment styles, market capitalizations, sectors, and regions to provide diversification. Johnson's Global Advisors Corp. general investment strategy is to seek a total return proportionate with the level of risk the client decides to take.

We assist each client in developing an Investment Policy Statement, which typically outlines the client's general financial situation, investment objectives, liquidity needs, time horizon, return objective, and risk tolerance, as well as any special considerations and/or restrictions the client chooses to place on the management of the client accounts. We will then make model investment strategy recommendations that are consistent with the client's Investment Policy Statement.

Client accounts with a similar investment objectives and asset allocation goals may own the same or different securities. Tax factors also influence investment decisions. Clients who buy or sell securities on the same day may receive different prices based on the timing of the transactions during open market hours. Each client will maintain a target asset allocation.

Johnson's Global Advisors Corp. utilizes a full index replication technique, whenever possible, in which all or substantially all equities in the appropriate index (or product specific portion of the index) are held in the client's portfolio, subject to client-imposed restrictions, in the appropriate allocations.

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## **Stratified Sampling**

Stratified Sampling carves the index into divisions – we use industries as the breakdown. We specify what percentage of the index weight to replicate and then allow the software to bring the weight of each industry in the portfolio to exactly the weight of that industry in the index. We use stratified sampling for 1. smaller accounts (less than \$25MM), ) 2. broad indexes (more than 500 index constituents), or 3. investing small amounts of money relative to total value such as dividend reinvestment or cash from corporate actions.

## **Optimization**

Optimizers use risk models which break down risk into 2 major components – factor risk and specific risk. The factors include such things as beta, size, volatility, growth and value. Specific risk is the remainder of a stock's risk not explained by factors. The optimizer builds portfolios with risk profiles as close as possible to the index. The portfolio manager controls a number of parameters that determine how close the portfolio comes to replicating the index.

## **Enhanced Index Equity Portfolios**

Enhanced Index: Johnson's Global Advisors Corp. also manages accounts which seek to deliver returns that exceed the index while maintaining the same overall characteristics and risk level of the index. Johnson's Global Advisors Corp. utilizes an optimizer to manage this quantitative product with an objective of modestly outperforming an index by 1%/year.



We rank every stock in the index according to our valuation models. We use the optimizer to build portfolios favoring attractive stocks while maintaining characteristics very close to the index. Maintaining characteristics and total risk aligned with the index allows close tracking of the index with a positive performance bias if the ranking system works as expected.





## **Indexed Bond Portfolio**

A portfolio with an objective of tracking the performance of a bond index. We use an optimizer to build bond portfolios whose characteristics match those of the index but hold a relatively small number of bonds. We do not utilize research in selecting bonds to hold in portfolios. The index constituents and their weightings in an index as well as the substance and timing of any changes there to, dictate Johnson' Global Advisors Corp. primary investment strategy.

Generally, we review client accounts daily to evaluate the extent to which the actual allocation matches the target allocation. When we consider the variance excessive, based on an upper and lower limit band that is subject to change at our discretion, we will take appropriate actions (by buying or selling securities) to bring the actual allocation within acceptable range of the target allocation. We refer to this process as "rebalancing." The process of rebalancing offers a systematic process to buy or sell securities when investment categories (asset classes) vary from its target.

## **Allocation Investment Portfolios**

Johnson's Global Advisors Corp. offers several different model investment strategies ("asset allocation") types for managing client accounts. Based on the client's personal situation, as described in the

client's Investment Policy Statement, we will recommend managing the client's accounts in accordance with one or multiple asset allocation types.







## **Methods of Analysis for Selecting Securities**



In analyzing passive portfolios, index funds, and exchange-traded funds (ETF's), Johnson's Global Advisors Corp. may use various sources of information, proprietary products, product provided by website, and other online and subscription resources as needed. There can be no assurance that any such strategy or analysis will prove profitable or successful.

### **Risk of Loss Considerations**

Prior to entering into an Investment Management Agreement with Johnson's Global Advisors Corp. each client should carefully consider: 1. That investing in securities involves risk of loss, which clients should be prepared to bear. 2. That securities markets experience varying degrees of volatility. 3. That over time, the client's assets may fluctuate and at any time be worth more or less than the amount invested. 4. That client's should only commit assets that are long-term in nature. This is typically a minimum of a ten-year time horizon. There can be no guarantee that an asset allocation strategy will meet its investment objectives or that it will not suffer losses.

### **Specific Risks of Securities Exchange Traded Funds (ETFs)**

An ETF is a type of investment company (usually, an open-end fund or unit investment trust) containing a basket of stocks or bonds that usually tracks a specific index or sector.





An ETF is similar to an index fund in that it will primarily invest in securities of companies that are included in a selected market index or that fall into a particular sector. Unlike traditional mutual funds, which can only be redeemed at the end of a trading day, ETFs trade throughout the day on an exchange. Like stock and bond mutual funds, the prices of the underlying securities and the overall market may affect ETF prices. Similarly, factors affecting a particular industry segment may affect ETF prices that track specific sectors. An investment in an ETF could lose money over short or even long periods. You should expect the ETFs share price and total return to fluctuate within a wide range, like the fluctuations of the overall stock market.

## **Index Fund**

Indexing" is a passive form of fund management that has been successful in outperforming most actively managed mutual funds. While the most popular index funds track the S&P 500, a number of other indexes, including the Russell 2000 (small companies), the DJ Wilshire 5000 (total stock market), the MSCI EAFE (foreign stocks in Europe, Australasia, Far East) and the Lehman Aggregate Bond Index (total bond market) are widely used for index funds. Investing in an index fund is a form of passive investing. The primary advantage to such a strategy is the lower management expense ratio on an index fund. Also, a majority of mutual funds fail to beat broad indexes, such as the S&P 500.



## **Different Types of Funds**



When it comes to investing in mutual funds and ETFs, investors have literally thousands of choices. Most mutual funds and ETFs fall into one of three main categories: money market funds, bond funds (also called "fixed income" funds), and stock funds (also called "equity" funds). Each type has different features and different risks and rewards. Generally, the higher the potential return, the higher the risk of loss.

## **Bond Funds**

Bond funds generally have higher risks than money market funds, largely because they typically pursue strategies aimed at producing higher yields. Unlike money market funds, the SEC's rules do not restrict bond funds to high quality or short term investments. Because there are many different types of bonds, bond funds can vary dramatically in their risks and rewards.

Some of the risks associated with bond funds include: Credit Risk credit risk refers to the risk that companies or other issuers may fail to pay their debts (including the debt owed to holders of their bonds). Consequently, this affects mutual funds and exchange-traded funds (ETFs) that hold these bonds. Credit risk is less of a factor for bond funds that invest in insured bonds or U.S. Treasury Bonds. By contrast, those that invest in the bonds of companies with poor credit ratings generally will be subject to higher risk.

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Interest Rate Risk Interest rate risk refers to the risk that the market value of bonds will go down when interest rates go up. Because of this risk, investors can lose money in any bond fund, including those that invest only in insured bonds or U.S. Treasury Bonds. Funds that invest in longerterm bonds tend to have higher interest rate risk.



## Prepayment Risk





Issuers may choose to pay off debt earlier than the stated maturity date on a bond. For example, if interest rates fall, a bond issuer may decide to "retire" its debt and issue new bonds that pay a lower rate. When this happens, the bond fund may not be able to reinvest the proceeds in an investment with as high a return or yield.

## **Stock Funds**

A stock fund's value can rise and fall quickly (and dramatically) over short or even long periods. You should expect a fund's share price and total return to fluctuate within a wide range. Overall "stock market risk" poses the greatest potential danger for investors in stock funds. Stock markets tend to move in cycles, with periods of rising prices and periods of falling prices. Stock prices can fluctuate for a broad range of reasons—such as the overall state of the economy or demand for particular products or services.

Not all stock funds are the same, for example: small Cap Funds Funds that invest in stocks of small companies involve additional risks. Smaller companies typically have higher risk of failure, and are not as established as larger companies. Historically, smaller company stocks have experienced a greater degree of market volatility than the overall market average.

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**International Funds** Funds that invest in foreign securities involve special additional risks. International investments are subject to stock market risk as well as additional risks, including currency fluctuation, political instability, country/regional risk, and potential illiquid markets.

## Emerging Market Funds



Emerging market investments involve stock market risk and the same risks as international investments. Investing in emerging markets may accentuate those risks.

### **Real Estate Investment Trust (REIT) Funds**

REIT Funds include REITs within the underlying fund holdings. REITs primarily invest in real estate or real estate-related loans. Equity REITs own real estate properties, while mortgage REITs hold construction, development, and/or long-term mortgage loans. REIT investments include illiquidity and interest rate risk.

### **ITEM 9. DISCIPLINARY INFORMATION**

Johnson's Global Advisors Corp. does not have any disciplinary information to disclose.

### **ITEM 10. OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS**

We do not have any relationships or arrangements with brokerdealers, mutual funds, other investment advisers, or other entities that create any material conflict of interest for us in rendering investment management services to our clients. As noted below under "Client Referrals and Other Compensation," we may periodically recommend that a client consult an unaffiliated individual or firm for specific professional services, such as financial planning, estate planning, or accounting related work, but we receive no compensation or other monetary benefit for making such referrals. It is possible that such individual or firm may refer clients to us, but we pay no compensation for, and have no arrangement regarding, such referrals.

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



## **Code of Ethics**





Johnson's Global Advisors Corp. believes that we owe clients the highest level of trust and fair dealing. As part of our fiduciary duty, we place the interests of our clients ahead of the interests of Johnson's Global Advisors Corp. and our personnel. Our personnel are required to conduct themselves with integrity at all times and follow the principles and policies detailed in our Code of Ethics. We attempt to address specific conflicts of interest that either we have identified or that could likely arise.

Our personnel are required to follow clear guidelines from the Code of Ethics in areas such as gifts and entertainment, other business activities, and adherence to applicable state and federal securities laws. Additionally, investment personnel who make securities recommendations to clients, or who have access to nonpublic information regarding any client's purchase or sale of securities, are subject to personal trading policies governed by the Code of Ethics (see below).

Johnson's Global Advisors Corp. prohibits all personnel from acting upon any material, non-public information, as defined under federal securities laws and our Code of Ethics insider trading policy. Johnson's Global Advisors Corp. does not recommend securities in which there is a material financial interest to us or any related person of Johnson's Global Advisors Corp. We will provide a complete copy of the Code of Ethics to any client or prospective client upon request.

### **Personal Trading Practices**

Johnson's Global Advisors Corp. and our personnel may purchase or sell securities for themselves, regardless of whether the transaction would be appropriate for a client account. Johnson's Global Advisors Corp. and our personnel may purchase or sell securities for themselves that we also recommend to clients. In order to avoid potential conflicts of interest with clients, we require all investment personnel to obtain written approval by our Chief Compliance Officer Martin V. Johnson Jr. before directly or indirectly trading in any security.

If our CCO is not available, written approval may be obtained from our Director of Johnson's Global Advisors Corp. In order to avoid potential conflicts of interest with securities transactions in client accounts, Johnson's Global Advisors Corp. and personnel are subject to a

pre-clearance policy that seeks to make personal trading consistent with our fiduciary duty to clients. However Johnson's Global Advisors Corp. and our personnel are not required to pre-clear transactions in open-end investment companies (mutual funds) that would not adversely affect client interests. ETFs are required to be pre-cleared prior to investment personnel buy or sell transactions.

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## **ITEM 12. BROKERAGE PRACTICES Factors Considered in Selecting Broker-Dealers for Client Transactions**

Johnson's Global Advisors Corp. generally requires that individual clients to open one or more brokerage accounts in their own names at Scottrade a registered broker-dealer, Member SIPC and institutional clients with their current custodian or with the custodian of their choosing. The individual clients will enter into a separate agreement to custody assets at Scottrade. Johnson's Global Advisors Corp. also requires that each client grant Johnson's Global Advisors Corp. a limited power of attorney to execute client transactions. Johnson's Global Advisors Corp. is independently owned and operated, and unaffiliated with Scottrade, Scottrade may charge brokerage commissions (transaction fees and/or ticket charges) for executing securities transactions.

We do not receive any part of these separate charges. Scottrade may provide us with access to their institutional trading and custody services platform, which is typically not available to Scottrade retail investors. Scottrade services include brokerage custody, research, and access to mutual funds and other investments that are otherwise generally available only to institutional investors or would require a significantly higher minimum initial investment. We consider several factors in recommending Scottrade to clients, such as ease of use, reputation,

service execution, pricing and financial strength. Johnson's Global Advisors Corp. may also take into consideration the availability of the products and services received or offered.

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## **Research and Other Soft Dollar Benefits**

Scottrade makes available to us other products and services that may benefit Johnson's Global Advisors Corp. but may not directly benefit our clients' accounts. These types of services will help us in managing and administering client accounts. These include software and other technology that provide access to client account data (i.e. trade confirmations and account statements); facilitate trade executions; provide research, pricing information, and other market data; facilitate in the payment of our fees from client accounts; and assist with back-office functions, record keeping, and client reporting.

Many of these services may be used to service all or a substantial number of our client accounts. We place trades for our clients' accounts subject to our duty to seek best execution and other fiduciary duties. We may use broker-dealers other than Scottrade to execute trades for client accounts maintained at Scottrade, but this practice may result in additional costs to clients, therefore we are more likely to place trades through Scottrade rather than other broker-dealers. Scottrade execution quality may be different from that of other broker-dealers.

Scottrade may also provide us with other benefits and services such as client appreciation and educational events, and conferences on regulatory compliance, information technology, and business enterprise development. Scottrade may discount or waive fees it would otherwise charge for some of these services or pay all or a part of the

fees of a third party providing these services to Johnson's Global Advisors Corp. these benefits and services are not a material consideration for us in requiring clients use SSG as a broker-dealer, nor do they result in any material conflicts of interest between us and clients.

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As part of our fiduciary duty to clients, Johnson's Global Advisors Corp. endeavors at all times to put the interests of our clients first. Clients should be aware, however, that the receipt of economic benefits by Johnson's Global Advisors Corp. in and of itself creates a potential conflict of interest and may indirectly influence our recommendation of Scottrade for custody and brokerage services. Johnson's Global Advisors Corp. does not receive client referrals, nor compensation or revenue from any broker-dealer or third party in exchange for using that broker-dealer or third party.

### **Directed Brokerage**

We do not allow individual clients to direct us to use a specific broker-dealer to execute transactions. Individual Clients must use the broker-dealers that Johnson's Global Advisors Corp. recommends. Not all investment managers or advisers require their clients to trade through specific brokerage firms. Since we require all of our clients accept our institutional clients to maintain their accounts with Scottrade, it is also important for clients to consider and compare the significant differences between having assets custody at another broker-dealer, bank or other custodian prior to opening an account with Scottrade . Some of these differences include, but are not limited to total account costs, trading flexibility, transaction fee/commission rates, and security and technology services.

By requiring clients to use Scottrade, Johnson's Global Advisors Corp. believes we may be able to more effectively manage client accounts, achieve favorable execution of client transactions, and overall lower the costs to the client accounts. In seeking best execution through a broker-dealer on behalf of our clients, the determinative factor is not the lowest possible cost, but whether the transaction represents the best qualitative execution. When taking into consideration qualitative execution, we consider the full range of broker-dealer services, such as: historical relationship, reputation, financial strength, execution capability, commission and/or transaction rates, and responsiveness.

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### **Aggregation and Allocation of Transactions**

In most cases, Johnson's Global Advisors Corp. will recommend the purchase or sale of the same security for multiple clients at the same time. In those cases, Johnson's Global Advisors Corp. may combine buy and sell orders for all clients with the same security transaction order. These are sometimes referred to as "block" transactions. Block transactions are typically done in an effort to get better trade execution across multiple client accounts.

Johnson's Global Advisors Corp. will generally allocate the securities or proceeds arising out of those transactions on an average price basis among the various participants in the transactions. We believe that combining orders in this way will be advantageous to all participating clients. However, the average price could be less advantageous to a particular client than if that client had been the only account affecting the transaction, or if the transaction had been completed before or after the other clients.

Johnson's Global Advisors Corp. may also place orders for the same

security for different clients at different times and in different relative amounts due to, among other things, differences in investment objectives, cash availability, size of order, and practicality of participating in "block" transactions. The level of participation by different clients in the same security may also be dependent upon other factors relating to the suitability of the security for the particular client.

There are circumstances when some of a client's transactions in the security may not be aggregated with those of other clients. Johnson's Global Advisors Corp. has adopted policies and In addition, Johnson's Global Advisors Corp. and/or investment personnel may buy or sell specific securities for our own accounts that are not deemed appropriate for another client at the time, based on personal investment considerations that differ from the considerations as to which, investment decisions for the client are made.

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## **ITEM 13.**

### **REVIEW OF ACCOUNTS Managed Account Reviews**

We manage client accounts on a continuous basis and generally review all positions in client accounts at least daily. Martin V Johnson Jr. Portfolio Manager conducts internal daily reviews of client accounts for adherence to a client's Investment Policy Statement. We also offer account reviews directly with a client on an as-requested basis. Clients may choose to receive reviews in person (local in our office), by telephone, or by email. Reviews mainly focus on changes to a client's Investment Policy Statement which include: a change in the client's investment objectives, general financial situation, tax considerations and material cash deposits or withdrawals in client accounts.



## **Account Reporting**

Each client receives a written monthly statement from the custodian that includes an accounting of all holdings and transactions in the account for the reporting period. In addition, Johnson's Global Advisors Corp. provides written reports detailing performance in client accounts on a quarterly basis. We may also provide additional reporting as agreed upon with the client on a case by case basis.

## **ITEM 14.**

### **CLIENT REFERRALS AND OTHER COMPENSATION**

#### **Solicitor**

Johnson's Global Advisors Corp. does not currently utilize unaffiliated solicitors.

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#### **Outside Compensation**

Johnson's Global Advisors Corp. may refer clients or prospective clients to unaffiliated professionals for specific needs such as financial planning, estate planning, or accounting related work. Johnson's Global Advisors Corp. does not have any agreements or formal referral arrangements with individuals or companies to whom we refer clients or prospective clients, and we do not receive any compensation for these referrals.



From time to time, it is possible that Johnson's Global Advisors Corp. will receive reciprocal referrals from these professionals. Johnson's Global Advisors Corp. only refers clients to professionals we believe are competent and qualified in their field. However, it is ultimately the client's responsibility to review the professional.

We will generally provide the client with the professional's contact information, and it is solely the client's decision whether to engage the professional. Clients are under no obligation to purchase any products or services through these professionals, and we have no control over the services they provide. Clients that choose to engage these professionals will sign a separate agreement with them. Fees charged by these professionals are separate from and in addition to fees charged by Johnson's Global Advisors Corp.

If the client desires, Johnson's Global Advisors Corp. will work with these professionals or the client's other advisers (such as an accountant, attorney or financial planner) to help ensure that the professional understands the client's portfolio and to coordinate services for the client. Johnson's Global Advisors Corp. will never share information with an unaffiliated professional unless first authorized by the client.

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## **ITEM 15. CUSTODY**

Johnson's Global Advisors Corp. has limited custody of client funds or securities, when clients authorize us to deduct our investment management fees directly from their accounts. A qualified custodian Scottrade holds our clients' accounts, clients will receive statements directly from the qualified custodian at least monthly. The statements will reflect each client's funds and securities held with the qualified custodian as well as any transactions that occurred in the account,

including the deduction of our investment management fee.

Clients should carefully review the account statements received from the qualified custodian. When clients receive performance reports from Johnson's Global Advisors Corp. as well as from the qualified custodian, clients should compare these two reports carefully. Clients with any questions about their statements and reports should contact us at the address or phone number on the cover of this brochure. Clients who do not receive statements from the qualified custodian at least monthly should also notify us.

## **ITEM 16. INVESTMENT DISCRETION**

Johnson's Global Advisors Corp. has full discretion to decide the specific securities to trade, the quantity of such securities, and the timing of securities transactions for client accounts. Johnson's Global Advisors Corp. will not contact clients before placing trades in their accounts, but clients will receive confirmations directly from the broker-dealer and/or qualified custodian Scottrade for any trades placed.

Clients grant us discretionary authority in the Investment Management Agreement they sign with us. Clients also give us trading authority over their accounts when they sign the custodians Scottrade paperwork. Certain client-imposed conditions may limit our discretionary authority, such as when the client prohibits transactions in specific security types.

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## **ITEM 17. VOTING CLIENT SECURITIES**

### **Proxy Voting**

Johnson's Global Advisors Corp. accepts and has the authority to vote

client proxies pertaining to securities held in a client's account. We will vote all proxies in favor of proposals and recommendations of the management of the companies held. Any client who disagrees with this policy may reserve the right to vote their own proxies. A client may request to vote their own proxies by sending a written request to our main office address listed on the cover page of this brochure.

Although it is highly unlikely, it may be possible that Johnson's Global Advisors Corp. may be called on to vote a proxy in a situation that may cause a conflict of interest. If any vote would cause a possible conflict of interest, we will contact the client for consent prior to casting a vote on behalf of a client. Information regarding how the proxies pertaining to the client's account voted can be obtained from Johnson's Global Advisors Corp. by sending a written request for the information to our main office address listed on the cover page of this brochure.

**Mutual Funds** The investment adviser that manages the assets of a registered investment company (i.e., mutual fund) generally votes proxies issued on securities held by the mutual fund.

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## **Class Actions**

Johnson's Global Advisors Corp. does not instruct or give advice to clients on whether or not to participate as a member of class action lawsuits and will not automatically file claims on a client's behalf. However, if a client notifies us that the client wishes to participate in a class action, we will provide the client with any transaction information pertaining to the client's account needed for the client to file a proof of claim in a class action.

## **ITEM 18.**

**FINANCIAL INFORMATION** Registered investment advisers are required to provide a balance sheet

if they require or solicit prepayment of more than \$1,200 in fees per client, six months or more in advance. Johnson's Global Advisors Corp. ,does not require or solicit the prepayment of more than \$1,200 in fees per client, six months or more in advance, and does not foresee any financial condition that is reasonably likely to impair our ability to meet our contractual commitments to clients under our Investment Management Agreements. We have never been the subject of a bankruptcy petition.

## **PRIVACY POLICY**

Johnson's Global Advisors Corp. collects non-public personal information about you from the following sources. - Information we receive about you on applications or other forms; - Information you give us orally; - Information about your transactions with us or others.

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We are committed to protecting your privacy and your non-public personal information. We do not sell or market your non-public personal information to unaffiliated organizations. We maintain physical, electronic and procedural safeguards to guard your non-public personal information. We hold our employees to strict standards of conduct regarding confidentiality, and employees who violate our Privacy Policy are subject to disciplinary process.

We restrict access to your information to those employees who need to know that information to carry out their duties. We do not disclose any non-public personal information about our clients or former clients without the client's authorization, except as permitted by law. We may disclose the non-public information we collect to employees and affiliates, and unaffiliated third parties as permitted by law.

Third parties may include law enforcement agencies, government and regulatory authorities, and professionals such as our legal counsel and auditors, and we may disclose information for reasons such as audit purposes, prevention of fraud or money laundering, protection of confidentiality, compliance with laws, and to provide agreed upon products and services to you.



Third parties may also include service providers performing financial services for us (such as brokers and custodians) and service providers performing non-financial services for us (such as third parties performing computer related or data maintenance, marketing or other services for us or to assist us in offering our products and services to you). It is our policy to require all third party service providers that will receive information to sign strict confidentiality agreements agreeing to safeguard such information and use it only for the purpose it was provided.