



1144 Fifteenth Street, Suite 3950
Denver, CO 80202

720-475-1195 (P)
www.jfgllc.net

March 13, 2024

This brochure provides information about the qualifications and business practices of Johnson Financial Group, LLC. If you have any questions about the contents of this brochure, please contact us at 720-475-1195. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about Johnson Financial Group, LLC also is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2 Material Changes

Form ADV Part 2 requires registered investment advisers to amend their brochure when information becomes materially inaccurate. If there are any material changes to an adviser's disclosure brochure, the adviser is required to notify you and provide you with a description of the material changes.

Since the filing of our last annual updating amendment, dated March 2, 2023, we have made the following material changes to this brochure:

- Item 4 - Advisory Business - We have added information about our Human Capital service which includes tools to help families focus on the human capital side of wealth.
- Item 5 - Fees and Compensation - Our fees have not changed however we enhanced this section to provide additional information on fee calculation, including that our fee is charged on the total value of all assets invested in our Investment Management service including the value of your private investments which are calculated based on the most recent available value at the beginning of each quarter. Fees charged by private investments are separate and apart from our advisory fees. You should refer to the offering documents for a full description of the applicable fees, including performance-based fees, management fees, and expenses charged to the respective private fund. We also added clarification that Financial Planning, Family Office Services, and basic Human Capital services are included as a part of our Investment Management service.
- Item 8 - Methods of Analysis, Investment Strategies and Risk of Loss - Additional disclosures have been added to describe specific risks associated with investing in mutual funds, ETFs and private investments. See Item 8 for full details.
- Item 10 - Other Financial Industry Activities and Affiliations - We added disclosures that in some cases, the source of a private investment is a client of JFG. We undertake a thorough due diligence process on all investments, including those that may be introduced to JFG and/or owned by a client. This creates a conflict of interest for which JFG has policies and procedures to mitigate the conflict. JFG does not receive any direct or indirect compensation for recommending a client owned private investment. Moreover, when making investment recommendations to clients, JFG makes individualized recommendations based on what it believes to be in the best interest of the client on whose behalf it is making the recommendation viewed on an overall basis.
- Item 11 - Code of Ethics, Participation or Interest in Client Transactions and Personal Trading - JFG and our affiliate JFG Wealth Management employ similar investment models which can result in trading similar or identical securities on the same day. To ensure equitable trade execution across client accounts, we rotate which firm trades first during significant trading events involving the same securities.

Item 3 Table Of Contents

Item 1 Cover Page	Page 1
Item 2 Material Changes	Page 2
Item 3 Table Of Contents	Page 3
Item 4 Advisory Business	Page 4
Item 5 Fees and Compensation	Page 6
Item 6 Performance-Based Fees and Side-By-Side Management	Page 7
Item 7 Types of Clients	Page 8
Item 8 Methods of Analysis, Investment Strategies and Risk of Loss	Page 8
Item 9 Disciplinary Information	Page 9
Item 10 Other Financial Industry Activities and Affiliations	Page 9
Item 11 Code of Ethics, Participation or Interest in Client Transactions and Personal Trading	Page 10
Item 12 Brokerage Practices	Page 11
Item 13 Review of Accounts	Page 13
Item 14 Client Referrals and Other Compensation	Page 13
Item 15 Custody	Page 13
Item 16 Investment Discretion	Page 14
Item 17 Voting Client Securities	Page 14
Item 18 Financial Information	Page 15

Item 4 Advisory Business

Johnson Financial Group, LLC ("JFG", "we" or "us"), offers investment management, financial planning and family office services to individual, private foundation, business and institutional clients. We have been in business since 2002. JFG is principally owned by B&W Holdings LLC. Brandon C. Johnson and Wendy M. Johnson are the owners of B&W Holdings LLC.

Investment Management

JFG constructs customized portfolios for investment management clients based on their financial objectives and constraints. We begin by collecting information from the client, which is used to create an Investment Policy Statement (the "IPS"). This document details the client's past investment related experience, current financial situation (including goals and risk tolerance), probable future financial needs (including constraints such as liquidity needs, time horizons, tax issues, legal and regulatory considerations, and unique circumstances). From this information, JFG develops an investment strategy to address these designated criteria, and manages the client's assets on a discretionary or non-discretionary basis. When acting with discretion, JFG considers any reasonable restrictions the client may have imposed on the account. We continuously monitor the client's portfolio and may rebalance the portfolio due to certain events, such as changes in the client's financial situation or market-driven events.

In managing a client's account, JFG may recommend that client assets be managed by one or more third party asset managers through a third party wrap-fee program. JFG's recommendation of this wrap-fee program will be based on a number of factors, including, but not limited to, the anticipated frequency of trading in the client account, the size of the account, JFG's ability to efficiently allocate to separate account managers within the program, and investment minimums. Through this program, JFG will have full discretionary authority to invest and reinvest client assets and retain third party asset managers who, in turn, have full discretionary authority to invest and reinvest client assets, subject to reasonable restrictions imposed by the client. Clients who participate in wrap fee programs are charged a bundled fee for advisory and transaction execution services. JFG receives a portion of this fee for the services it provides to wrap fee program accounts. Please refer to JFG's Wrap Fee Program Brochure (Form ADV Part 2A Appendix 1) for complete information regarding the wrap fee programs JFG may recommend to clients.

Financial Planning

As part of our investment management service, we offer financial planning services at no additional charge. Financial planning typically involves providing a variety of advisory services to clients regarding the management of their financial resources based upon an analysis of their individual needs. Our planning services range from comprehensive financial planning, through which the client receives a written report of the client's overall financial situation and a recommended investment plan to more modular consultative services which focus on one or more targeted financial goals.

JFG tailors advisory services to the individual needs of clients by gathering all relevant asset and liability information to create an investment strategy and financial plan that address the clients' complete financial picture. The financial plans address the very specific circumstances that affect a client's financial goals including family information, required spending needs, financial strength and wealth targets. Clients may impose restrictions on investing in certain securities and types of securities.

Family Office Services

JFG also provides family office services to investment management clients. These services consist of bookkeeping, expense management, bill-pay, private foundation administration and advisor coordination which are detailed in a separate engagement letter, customized to the client's needs.

Human Capital

As part of our investment management service, we provide advice and tools to help families focus on the human capital side of wealth, not just the financial capital.

For clients that are interested in doing more in-depth work in this area, we offer extensive expertise and coaching under a separate engagement on a wide range of topics such as Family Dynamics, Communication, Mission, Vision, Values, Philanthropy, History and Legacy, and Succession Planning.

Pooled Investment Vehicles

JFG offers employees and their family members access to the JFG Fund LLC (the "Fund"), a private pooled investment vehicle that invests in private equity, private credit, and private real assets focused on generating long term capital appreciation. The Fund is not open to the general public. Our advisory services are separate and distinct from the compensation paid to our affiliate for their services. The Fund is offered to certain sophisticated investors, who meet certain requirements under applicable state and/or federal securities laws. Investors to whom the Fund is offered will receive a private placement memorandum and other offering documents.

Types of Investments

We provide advice on various types of investments. Our services are not limited to a specific type of investment or product. As a part of our Investment Management service, JFG may recommend an allocation to one or more unaffiliated private investments. When we recommend a private investment, the client will receive a private placement memorandum and other offering documents which include a complete description of the fees, investment objectives, risks and other relevant information associated with the investment. Refer to the *Methods of Analysis, Investment Strategies and Risk of Loss* below for additional disclosures and risks.

IRA Rollover Recommendations

Effective December 20, 2021 (or such later date as the US Department of Labor ("DOL") Field Assistance Bulletin 2018-02 ceases to be in effect), for purposes of complying with the DOL's Prohibited Transaction Exemption 2020-02 ("PTE 2020-02") where applicable, we are providing the following acknowledgment to you. When we provide investment advice to you regarding your retirement plan account or individual retirement account, we are fiduciaries within the meaning of Title I of the Employee Retirement Income Security Act and/or the Internal Revenue Code, as applicable, which are laws governing retirement accounts. The way we make money creates some conflicts with your interests, so we operate under a special rule that requires us to act in your best interest and not put our interest ahead of yours. Under this special rule's provisions, we must:

- Meet a professional standard of care when making investment recommendations (give prudent advice);
- Never put our financial interests ahead of yours when making recommendations (give loyal advice);
- Avoid misleading statements about conflicts of interest, fees, and investments;
- Follow policies and procedures designed to ensure that we give advice that is in your best

- interest;
- Charge no more than is reasonable for our services; and
- Give you basic information about conflicts of interest.

We benefit financially from the rollover of your assets from a retirement account to an account that we manage or provide investment advice, because the assets increase our assets under management and, in turn, our advisory fees. As a fiduciary, we only recommend a rollover when we believe it is in your best interest.

Assets Under Management

As of December 31, 2023, we have regulatory assets under management of \$2,476,192,497, of which \$1,090,707,595 was managed on a discretionary basis, and \$1,385,484,902 was managed on a non-discretionary basis.

Assets Under Advisement

In addition, JFG provides financial advising, family office, and administrative services on \$4.7 billion of client assets.

Item 5 Fees and Compensation

Investment Management

JFG is paid a fixed fee until the client's assets under management reach a specified level (see fee table below). Thereafter, JFG's fee is based on a percentage of assets under management that exceed the specified level. JFG is not compensated based on the activity level of an account. The management fee will be automatically debited from the account at the beginning of each quarter, as authorized in writing by the client. When using private funds and separately managed accounts, clients may pay two management fees, one to the private fund and one to JFG. JFG's minimum annual fee is \$250,000. Under certain circumstances, we may accept new investment management relationships below this minimum. Fees are generally non-negotiable, although we reserve the right at our sole discretion to negotiate the fees lower. Agreed-upon fees will be stated in the written agreement signed by the client.

Fees are calculated as detailed in the fee table below and are paid in advance. When services commence other than at the beginning of a quarter, the fee charged at the end of that quarter will be pro-rated so that the client is only charged for services rendered from the date the client contract was executed to the end of the quarter. If services are terminated before the end of the quarter, the fee will be prorated for that quarter (i.e. if services are terminated on the 18th day of the quarter, the fee charged will be 18 days/the number of days in the quarter * quarterly fee). Clients are charged as households and thus receive the applicable price breaks taking into account all of the assets in the household accounts that JFG manages. The fee schedule is as follows:

Total Market Value of Assets Under Management	Annual Fee	Quarterly Fee
Assets up to \$30,000,000	\$250,000	\$62,500
Assets over \$30,000,000	0.35%	0.0875%

JFG generally pro-rates fees to reflect contributions or withdrawals of account assets during a single billing period.

JFG charges ongoing investment management fees (as detailed in the JFG Investment Advisory Agreement) on the total value of all assets invested in our Investment Management service including the value of your private investments which are calculated based on the most recent available value at the beginning of each quarter. JFG does not receive any additional compensation for recommending private investments. Fees charged by private investments are separate and apart from our advisory fees. You should refer to the offering documents for a full description of the applicable fees, including performance based fees, management fees, and expenses charged to the respective private fund.

The fees that you pay to our firm for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds or exchange traded funds (described in each fund's prospectus) to their shareholders. These fees will generally include a management fee and other fund expenses. Other types of fees that clients may incur include brokerage and transaction fees when purchasing or selling securities. These charges and fees are typically imposed by the broker-dealer or custodian through whom your account transactions are executed. when purchasing or selling securities. We do not share in any portion of the brokerage fees/transaction charges imposed by the broker-dealer or custodian.

If JFG recommends the use of a wrap fee program in the management of a client's account, the fee charged to the account will be higher than those reflected in the schedule above, since a wrap fee program's fees include the sponsor's fees and may also include other fees imposed by third parties who provide services to the program, such as sub-manager fees and custodial fees. Such fees may be payable in advance or arrears, depending upon the terms of the contract. Please refer to the wrap fee program brochure for details regarding the charges and expenses associated with the use of the specific wrap fee program.

Financial Planning and Family Office Services are included as a part of our Investment Management service under the above fee schedule.

Human Capital service and tools are available through your adviser at no additional fee. For a more personalized approach, clients can enter into a separate engagement letter for an additional fee. The fee depends on the services the client chooses.

Existing clients of the company may pay fees according to historical fee schedules that may potentially be lower than the fee schedules described herein. Please refer to Item 12 for additional information about brokerage fees and practices.

Neither JFG nor its supervised persons accept compensation for the sale of securities or other investment products.

Pooled Investment Vehicles

The fees charged by JFG Fund are separate and apart from our advisory fees. You should refer to the offering documents for a complete description of the fees, investment objectives, risks and other relevant information associated with investing in the Fund. Persons affiliated with our firm may have made an investment in the Fund and may have an incentive to recommend the Fund over other investments. See Item 10 below (Other Financial Industry Activities and Affiliations) for more information.

Item 6 Performance-Based Fees and Side-By-Side Management

JFG does not charge performance-based fees.

Item 7 Types of Clients

JFG provides investment advice to individuals, trusts, charitable organizations and small businesses. JFG generally has a minimum account size of \$30 million, which can be waived at our sole discretion.

Item 8 Methods of Analysis, Investment Strategies and Risk of Loss

Portfolio construction begins by selecting a universe of investments that are appropriate for each client's circumstances. Portfolios are then built by including securities that exhibit the desired asset class, risk, return, and tax characteristics as described in the Investment Policy Statement. In order to analyze investment strategies and specific securities, JFG uses a variety of quantitative and research-based approaches. These approaches include an analysis of performance, return distributions, standard deviation, risk exposures (through multi-factor regression models), and tax efficiency, in addition to other modern portfolio theory (MPT) methods.

We generally employ a total return approach to portfolio management and incorporate the client's unique situation, risk tolerance, and needs for income and liquidity. Portfolios will potentially include domestic and foreign equities, fixed income securities, CD's and options, mutual funds, separately managed accounts, ETFs, alternative investments and private placements, depending on client consent and comfort level. Investment strategies are primarily focused on building globally diversified portfolios that are highly tax and cost efficient. This is done principally through the use of mutual funds, ETFs, and separately managed accounts. Investing in securities involves risk of loss and clients should be prepared to bear the loss of their investments.

It should also be noted that at the outset of a relationship with a new client, JFG may provide investment advice on any holdings in a client's investment portfolio. Decisions regarding whether to continue to hold an existing asset are based on the Investment Policy Statement, tax implications, trading costs, and the client's specific requests.

The risk of loss varies depending on what type of investment strategy is employed. Clients who have indicated that they have the ability and willingness to bear more risk in their portfolios have riskier investment strategies. These portfolios have higher expected risk and returns. These portfolios will have greater amounts of stocks and others riskier assets versus fixed-income. Clients who have indicated that they have less ability and willingness to assume risk will have more fixed-income and less stocks and other riskier assets in their portfolios.

Mutual Funds and Exchange Traded Funds: Mutual funds and exchange traded funds ("ETF") are professionally managed collective investment systems that pool money from many investors and invest in stocks, bonds, short-term money market instruments, other mutual funds, other securities, or any combination thereof. The fund will have a manager that trades the fund's investments in accordance with the fund's investment objective. While mutual funds and ETFs generally provide diversification, risks can be significantly increased if the fund is concentrated in a particular sector of the market, primarily invests in small cap or speculative companies, uses leverage (i.e., borrows money) to a significant degree, or concentrates in a particular type of security (i.e., equities) rather than balancing the fund with different types of securities. ETFs differ from mutual funds since they can be bought and sold throughout the day like stock and their price can fluctuate throughout the day. The returns on mutual funds and ETFs can be reduced by the costs to manage the funds. Also, while some mutual funds are "no load" and charge no fee to buy into, or sell out of, the fund, other types of mutual funds do charge such fees which can also reduce returns. Mutual funds can also be "closed end" or "open

end". So-called "open end" mutual funds continue to allow in new investors indefinitely whereas "closed end" funds have a fixed number of shares to sell which can limit their availability to new investors.

ETFs may have tracking error risks. For example, the ETF investment adviser may not be able to cause the ETF's performance to match that of its Underlying Index or other benchmark, which may negatively affect the ETF's performance. In addition, an ETF may not have investment exposure to all of the securities included in its Underlying Index, or its weighting of investment exposure to such securities may vary from that of the Underlying Index. Some ETFs may invest in securities or financial instruments that are not included in the Underlying Index, but which are expected to yield similar performance.

Private Investments: Investments in private funds, including debt or equity investments in operating and holding companies, investment funds, joint ventures, royalty streams, commodities, physical assets, and other similar types of investments, are highly illiquid and long-term. A portfolio's ability to transfer or dispose of private investments is expected to be highly restricted. The ability to withdraw funds from LP interests is usually restricted following the withdrawal provisions contained in an Offering Memorandum. In addition, substantial withdrawals by investors within a short period could require a fund to liquidate securities positions and other investments more rapidly than would otherwise be desirable, possibly reducing the value of the fund's assets or disrupting the fund's investment strategy. The range of risks are dependent on the nature of the fund and are disclosed in the offering documents.

Item 9 Disciplinary Information

Neither Johnson Financial Group, LLC nor its employees have been involved in any disciplinary or investment related issues or events in the past ten years that would be considered material to a prospective client's evaluation of our advisory business or the integrity of our management.

Item 10 Other Financial Industry Activities and Affiliations

JFG serves as the Manager of the JFG Fund LLC (the "Fund"), a private pooled investment vehicle. The Fund is offered to employees and their family members who must be sophisticated investors that meet certain requirements under applicable state and/or federal securities laws. Investors to whom the Fund is offered will receive a private placement memorandum and other offering documents. The fees charged by the Fund are separate and apart from our advisory fees. You should refer to the offering documents for a complete description of the fees, investment objectives, risks and other relevant information associated with investing in the Fund. Persons affiliated with our firm may have made an investment in the Fund and may have an incentive to recommend the Fund over other investments.

JFG identifies private investments via a broad array of sources. In some cases, the source of a private investment is a client of JFG. We undertake a thorough due diligence process on all investments, including those that may be introduced to JFG and/or owned by a client. This creates a conflict of interest as we have an incentive to recommend private investments that financially benefit clients over those that do not. While this conflict exists, we believe that our policies and procedures mitigate such conflict. JFG does not receive any direct or indirect compensation for recommending a client owned private investment. Moreover, when making investment recommendations to clients, JFG makes individualized recommendations based on what it believes to be in the best interest of the client on whose behalf it is making the recommendation viewed on an overall basis.

JFG is the majority owner of WECtec, LLC, a technology company that created a private capital allocation solution called Trace8. JFG's ownership of WECtec, LLC creates a conflict of interest in that one of JFG's advisory clients has a minority ownership interest in WECtec, LLC. No JFG client is required to invest in opportunities that Trace8 determines would be an appropriate investment and any decision to do so is at the client's sole discretion.

JFG provides bookkeeping and expense management services to advisory and non-advisory clients. In addition, JFG is affiliated with JFG Wealth Management, LLC, a registered investment adviser that provides comprehensive wealth management services to individuals and families who may not qualify for the services provided by JFG (generally those with less than \$30 million of manageable assets). JFG and JFG Wealth Management, LLC are affiliated through common control and ownership. JFG may recommend that you use the services of our affiliate if appropriate and suitable for your needs. JFG's advisory services are separate and distinct from the fees paid to our affiliate for their services.

Referral arrangements with an affiliated entity present an inherent conflict of interest, as JFG may have a direct or indirect financial incentive to recommend JFG Wealth Management, LLC's services. While we believe that the compensation charged by JFG Wealth Management, LLC is competitive, such compensation may be higher than fees charged by other firms providing the same or similar services. While we may recommend JFG Wealth Management, LLC's services, you are under no obligation to use their services and you may obtain comparable services through other firms at lower or higher fees. As part of our fiduciary duties to you, JFG endeavors at all times to put your interests ahead of ours.

Item 11 Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

All persons performing advisory functions on behalf of JFG and those who have access to client transactions or recommendations, as well as all directors, officers, and partners are considered "access persons" and must adhere to JFG's Code of Ethics. A copy of JFG's Code of Ethics will be provided to any client or prospective client on request.

The Code of Ethics requires all access persons to report their personal securities holdings within ten days of becoming an access person and annually thereafter. This information must be current as of a date not more than 45 days prior to the date the individual becomes an access person or, for an annual report, the date the report is submitted. Access persons also must report their personal trading activities, if any, quarterly to the CCO within 30 days of the close of the quarter. IPO or private placement participation requires pre-approval for the access person by the compliance team. The Code of Ethics requires that violations of the Code of Ethics be reported to the CCO and it is stressed that JFG's culture encourages internal reporting of violations. JFG will protect supervised persons who report violations from retaliation.

All access persons are required to provide written acknowledgement of receipt of the Code of Ethics. JFG maintains an ongoing education program regarding the Code of Ethics for its access persons. Gifts will not be accepted if valued at more than \$500. Participation on a board of a public company requires pre-approval from the compliance team. Material non-public information is not to be traded upon by access persons or any associated person.

All records of violations of the Code of Ethics and actions taken in response will be maintained by JFG. Written acknowledgment of the receipt of the Code of Ethics will be maintained by JFG as will a record of the names of access persons, personal securities reports by access persons and any records of decisions approving access persons' participation in IPOs or private placements.

Certain clients own Class B shares of the JFG. Issuance of these shares resulted from specific client inquiries as to whether the clients could have ownership in JFG. JFG does not recommend such ownership interests to its clients, nor does it assess an advisory fee on these assets. Nonetheless, client ownership of the firm creates a conflict of interest as JFG benefits from outside investment in the firm. Client ownership of the firm has the potential to lead to preferential treatment of these client accounts. JFG mitigates this potential conflict in a number of ways, including block trading of client transactions, as well as utilization of allocation procedures regarding private capital investment opportunities. JFG does not recommend to clients, nor does it buy or sell for client accounts, securities in which JFG or a related person has a material financial interest.

From time to time, JFG may recommend that clients buy or sell the same securities, including private placements and private equity, that JFG or a related person may also buy or sell. Some of these investments may be placed at, or about the same time as, the placement of client securities transactions. This presents a conflict of interest, as JFG and its related persons may benefit from client transactions by placing their own interests ahead of those of the JFG's clients. We mitigate this conflict by adhering to policies and procedures that state that trading for JFG's own accounts will never take precedence over transactions in clients' accounts. When possible, block trades will be used to make sure every account receives the same execution price.

As disclosed under, Other Financial Industry Activities and Affiliations, JFG is affiliated with JFG Wealth Management, LLC, a registered investment adviser that provides comprehensive wealth management services to individuals and families who may not qualify for the services provided by JFG. Both entities employ similar investment models which can result in trading similar or identical securities on the same day. This scenario presents a conflict of interest. To mitigate this conflict and ensure equitable trade execution across client accounts, the Company rotates which firm trades first during significant trading events involving the same securities. These trading events include firm-wide rebalancing, adjustments to asset class portfolios, tax loss harvesting, and trading of thinly traded ETFs.

Item 12 Brokerage Practices

Where JFG has been granted discretionary authority by the client, this discretionary authority is limited to determining the security, and the amount of the security, to be bought or sold for the client's account. We have neither the authority to determine which broker or dealer will be used, nor the authority to determine the amount of commission fees paid.

In providing investment management services, JFG generally recommends that clients hold their accounts at Schwab Institutional, a division of Charles Schwab & Co., Inc. ("Schwab"), or Fidelity Wealth Central ("Fidelity"), both FINRA-registered broker-dealers, members SIPC, to maintain custody of client assets and to effect trades for their accounts, as JFG has established relationships with these brokerage firms through which we receive products and services, in addition to execution, which may benefit the client directly or indirectly. These products and services are described in detail below. The cost of brokerage services at Schwab and Fidelity is also discussed with the client along with alternative brokerage services of interest to the client, if any. Clients are informed that research obtained from JFG's brokerage relationships may be used to manage their account as well as other accounts under JFG's management.

We require that you, the client, direct us to execute transactions through a broker-dealer that you select. Not all advisers require their clients to direct brokerage. If you direct us to place transactions through a brokerage firm other than those we recommend to you, you should understand that we may not be able to achieve best execution and that this practice may cost you more money, as you may pay higher commissions than we could obtain from the firms we recommend, we may not be able to aggregate orders to reduce transaction costs, and you may receive less favorable pricing.

JFG has a fiduciary duty to seek best price and execution when effecting trades. In recommending Schwab and Fidelity, JFG's primary consideration is in securing the most favorable price and efficient execution. The reasonableness of commission or other transaction costs is also a major factor in our recommendations and is considered together with other relevant factors, including, but not limited to: the brokerage firm's financial stability and reputation; responsiveness; commission rates; research and other services offered by the broker (as described above); ease of use of trade confirmations, the size and type of the transaction, whether or not any factors warrant a disruption to the current services the client receives, back office support and the expertise to answer client questions and timeliness of such contact. JFG evaluates the execution performance of its brokers no less than annually.

As described above, JFG receives products and services in addition to execution services from Schwab and Fidelity. Additional services received include a website including a client portal for online access to a client's account, research accessibility, account status information and quality customer service, as well as access to mutual funds and other investments that are otherwise generally only available to institutional investors or would require a significantly higher minimum initial investment. Products received include performance measurements of client accounts, S&P research reports and other screening tools that assist in the investment management process.

Schwab and Fidelity also make available other services intended to help us manage and further develop our business enterprise. These services may include compliance, legal and business consulting, publications and conferences on practice management and business succession, information technology, regulatory compliance and marketing and access to employee benefit providers, human capital consultants and insurance providers. In addition, Schwab and Fidelity may make available, arrange and/or pay for these types of services rendered to us by independent third parties. Schwab and Fidelity 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 us. Schwab and Fidelity may also provide other benefits such as educational events or occasional business entertainment of JFG personnel. While as a fiduciary, we endeavor to act in our clients' best interests; clients should understand that the ability to receive these additional benefits from Schwab and Fidelity creates a conflict of interest, as we our recommendations of these brokerage firms is influenced by the availability of some of the foregoing products and services. As stated above, in recommending Schwab and Fidelity, JFG's primary consideration is in securing the most favorable price and efficient execution of client transactions.

JFG has not entered into any formal soft dollar agreements; however, as stated above, JFG does receive research, evaluated pricing, various publications, and other benefits when we place client transactions through Schwab and Fidelity.

When possible, JFG aggregates client orders to ensure no client transaction is favored over another, as all transactions in an aggregated order are executed at the same price. JFG has adopted written policies and procedures with regard to its order aggregation process to ensure fair distribution among participating client accounts.

Item 13 Review of Accounts

Portfolio reviews are conducted quarterly or as otherwise desired by the client. The reviews include examining asset allocation as compared to the client's Investment Policy Statement (IPS), examining past transactions & current recommendations, as well as the economic outlook going forward. The Portfolio Manager reviews all accounts in accordance with instructions from the client.

Triggering factors that could lead to a review other than those described above include major geopolitical and/or market-related events or a change in the client's risk tolerance or financial situation.

The individuals conducting reviews may vary from time to time, but in all circumstances and at all times, the individual conducting the review will be an investment adviser representative of JFG.

All accounts are held in the clients' names at brokerage houses selected by the client. Thus, the clients have access to their accounts at their convenience in addition to receiving monthly and/or quarterly reports from the brokerage firm. Johnson Financial Group, LLC also provides written quarterly reports showing performance of the account and the amount of the fee paid to JFG, the net asset value of the account upon which the fee was based, along with the fees charged & the method in which the fee was calculated.

Item 14 Client Referrals and Other Compensation

JFG does not receive any economic benefit from non-clients for providing investment advice and advisory services to clients. Currently, JFG does not directly or indirectly compensate those who are not supervised persons for client referrals.

Item 15 Custody

Clients receive monthly statements from the custodian and clients should review these statements carefully. Clients receive quarterly statements from JFG and clients should compare these statements against the statements they receive from the custodian.

JFG is deemed to have custody of client assets because it deducts advisory fees from client accounts, offers bill-pay services to clients, and may effect transfers from client accounts to one or more third parties designated, in writing, by the client without obtaining written client consent for each separate, individual transaction, as long as the client has provided us with written authorization to do so. Such written authorization is known as a Standing Letter of Authorization. Due to JFG's ability to access client funds and securities, JFG is examined no less than annually on a surprise basis by a third-party accountant to ensure the protection of client funds.

As discussed in Item 4, JFG serves as the investment adviser to JFG Fund LLC (the "Fund," whether one or more), a private pooled investment vehicle offered only to employees and their family members. In our capacity as investment adviser to the Fund, we will have access to the Fund's funds and securities, and therefore have custody over such funds and securities. We provide each investor in the Fund with audited annual financial statements. If you are a Fund investor and have questions regarding the financial statements or if you did not receive a copy, contact us directly at the telephone number on the cover page of this brochure.

Brandon Johnson serves as trustee for three clients' trusts. His capacity as trustee gives our firm custody over the advisory accounts for which he serves as trustee. These accounts will be held with a bank, broker-dealer, or other qualified custodian. Brandon's relationship with the beneficiaries of these trusts pre-existed the establishment of the trusts as clients of JFG. JFG is examined no less than annually on a surprise basis by a third-party accountant to ensure the protection of client funds.

Item 16 Investment Discretion

For transactions placed in client accounts over which the client has granted JFG discretion, JFG maintains the discretionary authority to determine the securities to be bought and sold, and the amount of securities to be bought and sold for said client's account, without obtaining prior consent or approval from the client. However, these purchases or sales are subject to specified investment objectives, guidelines, or limitations previously set forth in the IPS. For clients participating in a wrap-fee program, JFG has the discretion to hire and replace third-party managers within the program.

Discretionary authority will only be exercised upon written authorization by the client as evidenced by the client's execution of an agreement containing all applicable limitations to such authority.

Item 17 Voting Client Securities

JFG is a fiduciary that owes each of its clients duties of care and loyalty with respect to all services undertaken on the client's behalf, including proxy voting. The duty of care requires an advisor with proxy voting authority to monitor corporate events and to vote the proxies. To satisfy its duty of loyalty, the advisor must cast the proxy votes in a manner consistent with the best interest of its client and must place clients' interests above its own.

JFG has adopted and implemented written policies and procedures pursuant to SEC Rule 206(4)-6 that are reasonably designed to ensure that JFG votes proxies in the best interest of its clients. The guiding principle with respect to voting proxies is that JFG votes the shares in the best interest of the client. Unless otherwise noted, JFG votes with management. If the firm does not agree with management concerning an issue, the firm would typically sell the position.

Clients may direct JFG on how to vote a particular proxy at any time by contacting JFG directly.

JFG will generally not vote proxies if a) proxies are received for equity securities where, at the time of receipt, JFG's position across all clients that it advises is less than, or equal to, 1% of the total outstanding voting equity (an "immaterial position"); or b) when proxies are received for equity securities where, at the time of receipt, the firm's clients no longer hold that position.

Potential conflicts of interest between JFG and its clients may arise when JFG's relationships with an issuer or related third party conflict, or appear to conflict, with the best interests of the JFG's clients. If the issue is specifically addressed in JFG's policies and procedures, JFG will vote in accordance with these policies. In a situation where the issue is not specifically addressed in the policies and procedures, and an apparent or actual conflict exists, JFG shall either: i) delegate the voting decision to an independent third party; ii) inform clients of the conflict of interest and obtain advance consent of a majority of such clients for a particular voting decision; or iii) obtain approval of a voting decision from JFG's President, who will be responsible for documenting the rationale for the decision made and voted. In all such cases, JFG will make disclosures to clients of all material conflicts.

Clients may request to receive information about how JFG voted a particular proxy and may obtain a copy of JFG's proxy voting policies and procedures by contacting JFG directly.

Some clients choose to maintain authority to vote their own securities. These clients will receive their proxies from the custodian. Clients can contact advisor with questions about any of these solicitations.

JFG may utilize an independent proxy voting advisory and research firm to vote JFG client proxies.

When the client participates in the Johnson Financial Group, LLC wrap fee program, JFG will not vote client proxies; rather, proxies will be voted by the Program Manager in the manner outlined in the Program Manager's Form ADV, which may include delegating proxy voting to the sub-advisors or managers used in the program.

Item 18 Financial Information

Johnson Financial Group, LLC does not require or solicit prepayment of fees six months or more in advance and thus a balance sheet is not included in this ADV Part 2A. We do not have any financial conditions that are reasonably likely to impair our ability to meet contractual commitments to clients.