



Willis Johnson & Associates, Inc.

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This brochure provides information about the qualifications and business practices of Willis Johnson & Associates, Inc. If you have any questions about the contents of this brochure, please contact us at 713-439-1200. 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 Willis Johnson & Associates, Inc. also is available on the SEC's website at www.adviserinfo.sec.gov.

Material Changes

The last annual update of this brochure was in March 2016. The following material change has occurred to our business since that update:

The Firm moved to Suite 1500 on October 31, 2016.

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ADVISORY BUSINESS

Advisory Firm Description

Willis Johnson & Associates, Inc. ("WJA" or the "Firm") is a wealth management firm that provides comprehensive financial planning and investment management services to individuals and small business owners. The Firm was founded in 1996. Willis A. Johnson and Nicholas A. Johnson are the owners of the Firm.

Types of Advisory Services

Specific services provided by WJA include retirement planning, trust and estate planning, income tax planning, risk management and insurance planning, benefits planning, charitable planning, education planning, and investment management. With regard to small business owners, services include business succession planning, tax strategies, executive benefits planning, retirement plan solutions and investment management. The Firm also offers retirement consulting services to employee benefit plans and their fiduciaries that are designed to assist the plan sponsor in meeting its fiduciary obligations to the plan under ERISA.

Tailored Advisory Services

WJA provides a wide range of advisory services that are typically tailored to the client's specific situation and needs. However, most investment portfolios are managed according to one of the Firm's strategies, with some exceptions. Clients may restrict WJA from buying or selling particular investments on their behalf. These restrictions may be changed at any time by notifying WJA in writing.

Wrap Fee Programs

The Firm does not have a wrap fee program whereby the client would pay one fee that covers account management as well as incidental trading or transaction charges. Under the Firm's asset management program, clients pay any trading or transaction charges in addition to the quarterly account management fee.

Client Assets Under Management

As of December 31, 2016, the Firm had \$356,426,454 of discretionary assets under management and \$7,789,437 of non-discretionary assets under management.

FEES AND COMPENSATION

The Firm collects fees for its financial planning services. Fees typically are based on a fixed contract (based on the client's needs and the expected time to complete the plan) that requires payment of one-half of the agreed amount at the beginning of the engagement, with the balance due upon completion of the work. However, fees based on hourly rates are also available. These fees are based on the hourly professional billing rates of the individuals involved, with rates ranging from \$100 to \$300 per hour. Such fees are generally billed on a monthly basis in arrears.

The Firm also collects fees for its investment management services. These fees, which are billed to the client on a quarterly basis in advance, are based on the account value as provided by the custodian at quarter-end. If funds of \$50,000 or more are added to an account after the last day of the previous quarter, but before the next billing date, the asset management fee for those funds will be added to the current bill. For those funds added after the billing date, the asset management fee will be billed in the following quarter. This is negotiable based on complexity, specific situations and outside circumstances, which will be determined by the CCO or Willis Johnson. For new clients added during the last month of a quarter, fees will be charged at the beginning of the following quarter.

The fee schedule for investment advisory services follows:

<u>Assets Under Management</u>	<u>Maximum Annual Fee</u>
\$0 - \$3,000,000	1.00%
\$3,000,000 - \$5,000,000	0.85%
Over \$5,000,000	Negotiable

WJA's fees may be discounted for friends and family from 50% to no charge. Discounts may be negotiated and may apply for a limited period of time.

When WJA recommends a mutual fund for a client's account, three separate fees may be charged to the client, either directly or indirectly. The first fee is WJA's investment management fee where the fund is included in the asset base for the quarterly fee calculation. The second is the set of internal fees charged by the investment company for the fund's investment management, marketing, administration and marketing assistance. These internal expenses are disclosed in each fund's prospectus which is provided to each client by the custodian. (This set of fees also applies to any ETF or money market fund purchased in the client's account.) The third fee may be a transaction fee which is assessed by the custodian for its service of providing access to a universe of mutual fund families through one account. To avoid such fees a client would be required to open a separate account with each individual mutual fund company instead of using the custodian recommended by WJA, which would also negatively affect WJA's ability to deliver its services efficiently. Not all mutual fund trades enacted by WJA incur this transaction fee.

The Firm also purchases annuities on behalf of clients for which it collects a commission through individuals with the Firm who are also Registered Representatives of an unaffiliated broker/dealer. Annuities currently comprise an insignificant part of the Firm's practice.

In addition to annuities, the Firm periodically recommends other investment products on behalf of clients that pay a commission to Firm personnel or others, creating a conflict of interest with clients. Such products might include shares in non-traded REITS or limited partnership gas interests. Again, these comprise a minimum of the Firm's revenue.

As part of its comprehensive financial planning services, the Firm recommends and sells insurance products (typically life and long-term care) to clients. The Firm or its

personnel receives commissions in connection with these sales, creating a conflict of interest with its clients. Commissions earned from selling insurance products comprise a minimum of the Firm's revenue.

Either the client or WJA may terminate the financial planning services or investment advisory services agreement upon receipt of written notice. If the client paid for the investment advisory services in advance and sent in a notice to terminate the contract, the client will receive a refund of a prorated portion of the prepaid advisory fee. If a client should terminate a planning relationship before completion of the plan, WJA will review work completed to date and refund any prepaid unearned fees. Clients who terminate the contract within five (5) business days of signing the contract shall be provided a full refund.

PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

This section does not apply to WJA, as it does not charge performance-based fees.

TYPES OF CLIENTS

The Firm provides services to individuals and small business owners. Individual clients are often within five years of retirement or retired and have a net worth in excess of \$1 million. The businesses that the Firm works with are typically closely held and vary across industries.

With regard to investment management services, the Firm has an account minimum of \$750,000. Smaller accounts may be accepted under certain circumstances. Household accounts may be aggregated to reach the \$750,000 threshold.

METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

The Firm relies on both fundamental and technical analyses. The Dorsey Wright point and figure methodology is an important component of the Firm's technical analysis.

WJA manages six strategies that range from all equity to all fixed income (Aggressive, Growth, Growth & Income, Balanced, Conservative and Fixed Income). Within each of these, the Firm employs a core-satellite strategy, where the core is intended to provide market exposure that is often broad-based, while the satellite component is more concentrated and designed to capitalize on perceived opportunities.

Traditionally, those strategies with higher equity weightings carry greater risk. In an effort to mitigate risk, the Firm may reduce the equity weighting in a strategy below its normal target. The Firm may also sell call options against its equity positions in an effort to reduce risk. Risks to an equity investment include market volatility, change in management and industry or sector risk. The fixed income market has recently experienced particularly low yields, often forcing advisors to move to higher risk bonds in order to attain performance targets. WJA manages these risks by investing largely in exchange traded funds and open-end mutual funds with diversity within a fund. Risks to

using exchange traded and open-end mutual funds include an additional layer of fees and dependence of the fund management to manage the fund risk appropriately.

WJA occasionally invests client monies in individual equities and bonds, depending upon the client's needs. The Firm also occasionally recommends variable annuities that offer certain guarantees concerning lifetime income. WJA does not guarantee the future performance of the account or any specific level of performance, the success of any investment decision or strategy that the Firm may use, or the success of the Firm's overall management of the account. The client understands that investment decisions made for the client's account by the Firm are subject to various market, currency, economic, political and business risks, and that those investment decisions will not always be profitable. The client understands that investing in any security entails risk of loss.

DISCIPLINARY INFORMATION

The Firm has no public disciplinary record.

OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

Related persons of WJA are registered representatives of FSC Securities Corporation ("FSC"), an unaffiliated registered broker/dealer, member FINRA and SIPC.

Under the rules and regulations of FINRA, FSC has the obligation to perform supervisory functions regarding certain aspects of the advisory activities of those advisors who are registered representatives of FSC. Part of this supervisory function includes approving investment products and services that WJA personnel may offer to the Firm's clients. Consequently, the investment products and services that WJA offers its clients may be restricted or limited as a result of its affiliation with FSC. In the event WJA places transactions with FSC, WJA personnel may be placing themselves in a material conflict of interest position with WJA clients, as they receive part of the commission the client pays to FSC with every trade.

WJA pays FSC a portion of the advisory fees that WJA collects, in return for the supervisory functions performed by FSC.

CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING

Code of Ethics

WJA has a fiduciary duty to clients to act in the best interest of the client and always place the client's interests first and foremost. WJA takes seriously its compliance and regulatory obligations and requires all staff to comply with such rules and regulations as well as WJA's policies and procedures. As such and as required, WJA maintains a Code of Ethics for its personnel. The Code of Ethics contains provisions for standards of business conduct relating to, among other things, personal securities trading, inside information and outside business activities.

Misuse of Nonpublic Information

The Firm has policies and procedures in place to prevent the use of material non-public information and to protect the private information of each client.

Personal Securities Trading

WJA personnel are required to seek pre-approval before placing particular trades in their personal accounts. Investment Committee members have restrictions as to the size of trades they may place in issues held in any Firm strategy. Participation by any employee in private placements or IPOs is prohibited. Personal trades are required to be reported and reviewed on at least a quarterly basis to ensure compliance with the Firm's policy.

Outside Business Activities

The Firm requires that WJA employees disclose all significant outside business activities to the Firm's Chief Compliance Officer ("CCO"). The CCO will only approve those outside activities that do not conflict with the interests of the Firm or its clients.

Participation or Interest in Client Transactions

The Firm does not buy securities for itself from, or sell securities it owns to, its clients, as the Firm does not have any proprietary accounts.

For those client accounts for which Pershing serves as the custodian, WJA's broker/dealer, FSC Securities, acts as a broker for all trades executed.

WJA employees may participate in block trades with clients in which all participants receive the same execution price.

BROKERAGE PRACTICES

WJA recommends that clients use Pershing (through FSC) or Fidelity to custody their accounts the Firm manages. Both are "qualified custodians" which provide quarterly statements to the client showing all transactions. Fidelity statements include the deduction of investment management fees. Please see the "Custody" section for more information.

Research and Other Soft-Dollar Benefits

Some custodians provide investment advisory firms with additional products and services such as national conferences, compliance newsletters, webcasts on compliance and practice management topics, electronic downloads of client data, access to special trading desks and trading software. WJA receives such benefits from Fidelity Institutional Wealth Services as part of the business relationship. The Firm also receives similar benefits from FSC Securities, its broker/dealer. No formal "soft dollar" relationship occurs between WJA and a broker/dealer whereby WJA receives a specific product as a result of equity or fixed income transactions executed for clients.

Brokerage for Client Referrals

WJA does not use brokerage as an incentive or reward for broker/dealers that may refer WJA clients.

Directed Brokerage

Clients are required to open accounts with Fidelity in order for WJA to manage their accounts for a fee. Not all advisors limit client decisions as to their account custodian.

Order Aggregation

WJA may aggregate ("block") transactions in the same security on behalf of more than one client in the same investment strategy and housed at the same custodian to facilitate best execution and to treat all participants in the block equally. Each client in the aggregated order will participate at the average share price for all of WJA's transactions in that trade. Participants in block trades placed with Fidelity do not receive reduced ticket charges.

When possible, securities bought or sold in an aggregated transaction are allocated pro-rata to the participating client accounts in proportion to the size of the orders placed for each account. Under certain circumstances, WJA may increase or decrease the amount of securities allocated to each account if necessary to avoid holding odd lot or small numbers of shares for particular clients. When WJA is unable to fully execute an aggregated order, WJA will allocate such transactions on a pro-rata basis or in a manner WJA determines in good faith to be a fair and equitable allocation. WJA personnel will not receive fills of partial orders until all client orders are filled.

REVIEW OF ACCOUNTS

WJA reviews and often rebalances its investment strategies at least quarterly. The underlying investment accounts are generally reviewed at least quarterly as well. Reviewers are Willis A. Johnson, Robert W. Lowerre and Nicholas A. Johnson, all of whom are members of the Firm's Investment Committee. Accounts that are generally too small to manage to a strategy may be reviewed less frequently.

Review triggers would include factors such as changes in the economy, changes in the market place or changes in the client's goals or objectives.

In addition to monthly or quarterly statements from the custodians, clients may receive additional reports from WJA during periodic portfolio reviews.

CLIENT REFERRALS AND OTHER COMPENSATION

The Firm does not pay outside individuals or entities for referring clients. Firm-wide incentive compensation is shared by WJA personnel for new assets brought into the Firm.

CUSTODY

Because WJA generally has the authority to instruct the account custodian to deduct the investment management fee directly from the client's account, WJA is considered to have "custody" of client assets. Custody is defined as having any access to client funds or securities. This limited access is monitored by the client through receipt of account statements directly from the custodian. These statements all show the deduction of the management fee from the account. WJA does not actually hold client assets.

Currently WJA uses either Pershing or Fidelity to hold client investment accounts.

INVESTMENT DISCRETION

For discretionary accounts, the Firm has full trading authority under a limited power of attorney assigned to WJA. As a result, WJA will determine both the type and amount of each investment that should be purchased or sold on each client's behalf and when trades are to be enacted.

In limited circumstances, the Firm will manage investment accounts without the use of discretion, which requires obtaining the client's permission before placing any trade orders.

VOTING CLIENT SECURITIES

Clients receive proxy material directly from their account custodian by either email or U.S. mail. WJA is expressly precluded from voting proxies for securities held in client accounts and will not be required to take any action or render advice with respect to the voting of proxies. However, WJA may occasionally advise clients (if requested) on proxy matters. Clients are responsible for voting all proxies.

FINANCIAL INFORMATION

There is no financial condition that is reasonably likely to impair WJA's ability to meet its contractual commitments to its clients.