

Johnson Financial Group, LLC
Corporate Retirement Plan Services

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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

Not applicable, as this is the initial version of the brochure.

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Item 4 Advisory Business

A. Johnson Financial Group, LLC (the “Company”), provides corporate retirement plan services to plan sponsors and participants of small businesses as well as pension plans. The Company has been in business since 2002 and the principal owner is Brandon C. Johnson, CFA.

B. The Company offers independent advice to plan sponsors to help them structure effective retirement planning options for themselves and their employees. The Company works in conjunction with plan providers, third party administrators, record keeping and reporting firms to deliver these services. Plan sponsors can utilize the Company for as much or as little as suits their needs. The Company offers advice on the selection of plan providers, the investment options included in the plans, assistance throughout the plan design and implementation and participant education on an ongoing basis.

C. The Company tailors advisory services to the individual needs of clients by helping to create retirement plan solutions that best serve the unique needs of each organization. Since firms all have different numbers of employees, compensation levels, participant interest, existence or lack thereof of existing plans etc., each company needs assistance to develop the most appropriate plan for their circumstances.

D. The company does not participate in a wrap fee program.

E. As of January 31, 2011, the company manages \$50,100,000 on a discretionary basis and \$500,000 on a non-discretionary basis.

Item 5 Fees and Compensation

A. The Company is paid based on assets under management, and not the activity level of an account. This fee structure eliminates the potential conflict of interest that could arise from a fee based on commissions where the Company would make more money as the trading costs rise. The management fee will be automatically debited from the account at the end of each quarter after sending a bill to the custodian and a statement to the client and after all other requirements of applicable law are met. When using mutual funds, clients pay two management fees, one to the mutual fund and one to the Advisor.

Fees are calculated as a percentage of the fair market value of the securities held in the account at the end of each quarter that the assets are under management, and paid in arrears. 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). The fee schedule is negotiable.

B. The Company directly deducts fees from client accounts quarterly in arrears.

C. Other types of fees that clients incur include brokerage and transaction trading fees, mutual fund and ETF expenses, separately managed account and private placement expenses if clients hold these types of securities. Please refer to Item 12 for additional information about brokerage fees and practices.

D. Clients do not pay fees in advance.

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

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

Not applicable, the Company does not charge performance-based fees.

Item 7 Types of *Clients*

The types of clients the Company provides investment advice to include retirement plan sponsors and participants of small businesses, as well as pension plans.

A. The Company evaluates which securities it recommends for plan sponsors to include in their plan by evaluating the available options of the plan provider. The Company uses fundamental, technical, judgmental and quantitative modeling approaches in evaluating which securities to recommend. Mutual funds are evaluated based on a combination of manager tenure, investment style, historical risk-adjusted returns, expected future returns, current portfolio construction and fee structure. Investing in securities involves risk of loss and clients should be prepared to bear the loss of their investments.

B. The risk of loss varies depending on what type of investment strategy is employed. The Company educates the participants in the plan about the risks and possible rewards associated with each investment option. The Company provides advice to help participants choose the investment options that are appropriate for their ability and willingness to assume risk, as well as their required and desired returns.

C. The Company does not primarily recommend one type of security.

Item 9 Disciplinary Information

A.

1. No
2. No
3. No
4. No

B.

1. No
2. No
 - (a) No
 - (b) No
 - (c) No
 - (d) No

C.

1. No
2. No

Item 10 Other Financial Industry Activities and Affiliations

- A. Not applicable
- B. Not applicable
- C. Not applicable
- D. Not applicable

A. All employees, access persons, owners, managers or anyone involved with the business operations of the company must adhere to the code of ethics as presented below. A copy of these code of ethics will be provided to any client or prospective client on request.

This code holds that all access persons report their personal securities holdings within 10 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 CCO. The code requires that violations of the code be reported to the CCO and it is stressed that the firm's culture encourages internal reporting of violations. The firm will protect supervised persons who report violations from retaliation.

All supervised persons will receive a copy of the code and will provide written acknowledgement of receipt. The firm will maintain an ongoing education program regarding the code for its employees. Gifts will not be accepted if valued at more than \$100. Participation on a board of a public company requires pre-approval from the CCO. Material non-public information is not to be traded upon by access persons or anyone else, but is to be shared with the CCO for dissemination to the general public.

All records of violations of the code and actions taken in response will be maintained by the firm. Written acknowledgment of the receipt of the code will be maintained by the firm 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.

B. Not applicable

C. From time to time, the Company may recommend that clients buy or sell the same securities that the Company or a related party may also buy or sell. These securities are widely held and publicly traded minimizing the impact of any conflict of interest. Trading for the Company's own accounts will never take precedence over transactions in clients' accounts. Block trades will be used to make sure every account receives the same execution price.

D. If the Company or a related person recommends, buys or sells securities for client accounts while at the same time buying or selling securities for a related person's account, block trades will be used to make sure every account receives the same execution price.

A. The Company has neither the authority to determine which broker or dealer will be used, nor the authority to determine the amount of commission fees paid. The Company has no direct or indirect compensation agreements for client referrals. The Company receives no economic benefit from non-clients in connection with giving advice to clients.

The Company recommends that plan sponsors select a plan provider that provides the services that the sponsor requires. The broker is selected by the plan provider. The Company has no control over the selection of the amount of commissions to be paid.

1. The Company does not engage in soft-dollar arrangements.
2. The Company does not receive referrals from broker-dealers or third parties in exchange for brokerage services.
3. The Company does not direct brokerage.

B. The Company does not direct or control the trades that participants effect in their accounts so there is no aggregation of trades.

Item 13 Review of Accounts

A. Plans reviews are conducted at least monthly, or as otherwise desired by the client. The reviews include examining the plan investment options and the client education needs and services provided. Trent R. Hardman, CRPS ®, reviews all plans.

B. 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 plan sponsor's business needs.

C. The plan provider provides participants with regular reports regarding their accounts. The Company does not.

Item 14 *Client Referrals and Other Compensation*

A. Not applicable

B. Not applicable

Item 15 *Custody*

Not applicable

Item 16 Investment Discretion

Not applicable

Item 17 Voting *Client* Securities

Not applicable

Item 18 Financial Information

A. Not applicable

B. Not Applicable

C. Not Applicable

A. Brandon C. Johnson, CFA is the principal executive officer and manager of the Company which he founded in 2002. Brandon received his Master of Science in Finance from the University of Denver in 2002 and a Bachelor's of Science in Business Administration (Magna cum Laude) from D.U. in 1998.

In 2004, Brandon earned the CFA designation after passing levels 1, 2, & 3 in 2001, 2002, & 2003, respectively. Johnson Financial Group, LLC moved from a state registered advisor to an SEC Registered Investment Advisor in 2004. The company has been providing wealth management services to high net worth individuals and institutions since.

Brandon serves on the board of the Boys & Girls Clubs of Metro Denver where he chairs the Planned Giving Committee in addition to sitting on the Executive Committee and the Board Nominating and Governance Committee. He also serves on the Children's Hospital Foundation's Development Committee. Brandon is a trustee of the Carson Foundation which is a Denver-based philanthropic foundation that supports educational reform and after school initiatives for underprivileged youth in the greater metro Denver community. Brandon is also a member of the 2011 class of Leadership Denver.

Brandon is a member of the CFA Institute, the CFA Society of Colorado, the Denver Chamber of Commerce, Beta Gamma Sigma, Eta Sigma Delta and the Gold Key National Honor Society.

B. Not applicable

C. Not applicable

D. Not applicable

E. Not applicable

