

FORM ADV**Uniform Application for Investment Adviser Registration****Part II - Page 1****OMB APPROVAL**

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Name of Investment Adviser:

InvestorLogic

Address: (Number and Street)

1230 Cambridge Drive

(City)

Lafayette

(State)

CA

(Zip Code)

94549

Area Code: Telephone Number:

(925) 408-7787

**This part of Form ADV gives information about the investment adviser and its business for the use of clients.
The information has not been approved or verified by any governmental authority.**

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(Schedules A, B, C, D, and E are included with Part I of this Form, for the use of regulatory bodies, and are not distributed to clients.)

**Potential persons who are to respond to the collection of information contained in this form
are not required to respond unless the form displays a currently valid OMB control number.**

FORM ADV
Part II - Page 2

Applicant: InvestorLogic	SEC File Number: 801-67047	Date: 04/13/07
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1. **A. Advisory Services and Fees.** (check the applicable boxes) For each type of service provided, state the approximate % of total advisory billings from that service. (See instruction below.)
- Applicant:**
- | | | |
|-------------------------------------|---|-------------|
| <input type="checkbox"/> | (1) Provides investment supervisory services | _____ % |
| <input type="checkbox"/> | (2) Manages investment advisory accounts not involving investment supervisory services | _____ % |
| <input checked="" type="checkbox"/> | (3) Furnishes investment advice through consultations not included in either service described above | 100% |
| <input type="checkbox"/> | (4) Issues periodicals about securities by subscription | _____ % |
| <input type="checkbox"/> | (5) Issues special reports about securities not included in any service described above | _____ % |
| <input type="checkbox"/> | (6) Issues, not as part of any service described above, any charts, graphs, formulas, or other devices which clients may use to evaluate securities | _____ % |
| <input type="checkbox"/> | (7) On more than an occasional basis, furnishes advice to clients on matters not involving securities | _____ % |
| <input type="checkbox"/> | (8) Provides a timing service | _____ % |
| <input checked="" type="checkbox"/> | (9) Furnishes advice about securities in any manner not described above | 0% |

(Percentages should be based on applicant's last fiscal year. If applicant has not completed its first fiscal year, provide estimates of advisory billings for that year and state that the percentages are estimates.)

- B. Does applicant call any of the services it checked above financial planning or some similar term? Yes ☒ No ☐

- C. Applicant offers investment advisory services for: (check all that apply)

- | | |
|--|--|
| <input checked="" type="checkbox"/> (1) A percentage of assets under management | <input type="checkbox"/> (4) Subscription fees |
| <input checked="" type="checkbox"/> (2) Hourly charges | <input type="checkbox"/> (5) Commissions |
| <input checked="" type="checkbox"/> (3) Fixed fees (not including subscription fees) | <input type="checkbox"/> (6) Other |

- D. For each checked box in A above, describe on Schedule F:

- the services provided, including the name of any publication or report issued by the adviser on a subscription basis or for a fee
- applicant's basic fee schedule, how fees are charged and whether its fees are negotiable
- when compensation is payable, and if compensation is payable before service is provided, how a client may get a refund or may terminate an investment advisory contract before its expiration date

2. **Types of clients** - Applicant generally provides investment advice to: (check those that apply)

- | | |
|---|---|
| <input checked="" type="checkbox"/> A. Individuals | <input type="checkbox"/> E. Trusts, estates, or charitable organizations |
| <input type="checkbox"/> B. Banks or thrift institutions | <input type="checkbox"/> F. Corporations or business entities other than those listed above |
| <input type="checkbox"/> C. Investment companies | <input type="checkbox"/> G. Other (describe on Schedule F) |
| <input checked="" type="checkbox"/> D. Pension and profit sharing plans | |

Answer all items. Complete amended pages in full, circle amended items and file with execution page (page 1).

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Applicant:

InvestorLogic

SEC File Number:

801- **67047**

Date:

07/18/06**3. Types of Investments.** Applicant offers advice on the following: (check those that apply)

- | | |
|---|--|
| <input checked="" type="checkbox"/> A. Equity securities | <input checked="" type="checkbox"/> H. United States government securities |
| <input checked="" type="checkbox"/> (1) exchange-listed securities | |
| <input checked="" type="checkbox"/> (2) securities traded over-the-counter | I. Options contracts on: |
| <input checked="" type="checkbox"/> (3) foreign issues | <input checked="" type="checkbox"/> (1) securities |
| | <input type="checkbox"/> (2) commodities |
| <input checked="" type="checkbox"/> B. Warrants | J. Futures contracts on: |
| | <input type="checkbox"/> (1) tangibles |
| <input checked="" type="checkbox"/> C. Corporate debt securities
(other than commercial paper) | <input type="checkbox"/> (2) intangibles |
| <input checked="" type="checkbox"/> D. Commercial paper | K. Interests in partnerships investing in: |
| | <input checked="" type="checkbox"/> (1) real estate |
| <input checked="" type="checkbox"/> E. Certificates of deposit | <input checked="" type="checkbox"/> (2) oil and gas interests |
| <input checked="" type="checkbox"/> F. Municipal securities | <input checked="" type="checkbox"/> (3) other (explain on Schedule F) |
| G. Investment company securities: | <input type="checkbox"/> L. Other (explain on Schedule F) |
| <input checked="" type="checkbox"/> (1) variable life insurance | |
| <input checked="" type="checkbox"/> (2) variable annuities | |
| <input checked="" type="checkbox"/> (3) mutual fund shares | |

4. Methods of Analysis, Sources of Information, and Investment Strategies.

A. Applicant's security analysis methods include: (check those that apply)

- | | |
|---|--|
| (1) <input checked="" type="checkbox"/> Charting | (4) <input checked="" type="checkbox"/> Cyclical |
| (2) <input checked="" type="checkbox"/> Fundamental | (5) <input type="checkbox"/> Other (explain on Schedule F) |
| (3) <input checked="" type="checkbox"/> Technical | |

B. The main sources of information applicant uses include: (check those that apply)

- | | |
|---|--|
| (1) <input checked="" type="checkbox"/> Financial newspapers and magazines | (5) <input type="checkbox"/> Timing services |
| (2) <input type="checkbox"/> Inspections of corporate activities | (6) <input checked="" type="checkbox"/> Annual reports, prospectuses, filings with the
Securities and Exchange Commission |
| (3) <input checked="" type="checkbox"/> Research materials prepared by others | (7) <input checked="" type="checkbox"/> Company press releases |
| (4) <input checked="" type="checkbox"/> Corporate rating services | (8) <input type="checkbox"/> Other (explain on Schedule F) |

C. The investment strategies used to implement any investment advice given to clients include: (check those that apply)

- | | |
|--|--|
| (1) <input checked="" type="checkbox"/> Long term purchases
(securities held at least a year) | (5) <input type="checkbox"/> Margin transactions |
| (2) <input checked="" type="checkbox"/> Short term purchases
(securities sold within a year) | (6) <input type="checkbox"/> Option writing, including covered options, uncovered
options or spreading strategies |
| (3) <input checked="" type="checkbox"/> Trading (securities sold within 30 days) | (7) <input type="checkbox"/> Other (explain on Schedule F) |
| (4) <input type="checkbox"/> Short sales | |

Answer all items. Complete amended pages in full, circle amended items and file with execution page (page 1).

FORM ADV**Part II - Page 4**

Applicant:

InvestorLogic

SEC File Number:

801-67047

Date:

08/24/07**5. Education and Business Standards.**

Are there any general standards of education or business experience that applicant requires of those involved in determining or giving investment advice to clients?

Yes
☐No
☒

(If yes, describe these standards on Schedule F.)

6. Education and Business Background.

For:

- each member of the investment committee or group that determines general investment advice to be given to clients, or
- if the applicant has no investment committee or group, each individual who determines general investment advice given to clients (if more than five, respond only for their supervisors)
- each principal executive officer of applicant or each person with similar status or performing similar functions.

On Schedule F, give the:

- | | |
|-----------------|--|
| • name | • formal education after high school |
| • year of birth | • business background for the preceding five years |

7. Other Business Activities. (check those that apply)

- ☐ A. Applicant is actively engaged in a business other than giving investment advice.
- ☐ B. Applicant sells products or services other than investment advice to clients.
- ☐ C. The principal business of applicant or its principal executive officers involves something other than providing investment advice.

(For each checked box describe the other activities, including the time spent on them, on Schedule F.)

8. Other Financial Industry Activities or Affiliations. (check those that apply)

- ☐ A. Applicant is registered (or has an application pending) as a securities broker-dealer.
- ☐ B. Applicant is registered (or has an application pending) as a futures commission merchant, commodity pool operator or commodity trading adviser.
- C. Applicant has arrangements that are material to its advisory business or its clients with a related person who is a:
- | | |
|--|--|
| <input type="checkbox"/> (1) broker-dealer | <input type="checkbox"/> (7) accounting firm |
| <input type="checkbox"/> (2) investment company | <input type="checkbox"/> (8) law firm |
| <input type="checkbox"/> (3) other investment adviser | <input type="checkbox"/> (9) insurance company or agency |
| <input type="checkbox"/> (4) financial planning firm | <input type="checkbox"/> (10) pension consultant |
| <input type="checkbox"/> (5) commodity pool operator, commodity trading adviser or futures commission merchant | <input type="checkbox"/> (11) real estate broker or dealer |
| <input type="checkbox"/> (6) banking or thrift institution | <input type="checkbox"/> (12) entity that creates or packages limited partnerships |

(For each checked box in C, on Schedule F identify the related person and describe the relationship and the arrangements.)

- D. Is applicant or a related person a general partner in any partnership in which clients are solicited to invest?.....

Yes
☐No
☒

(If yes, describe on Schedule F the partnerships and what they invest in.)

Answer all items. Complete amended pages in full, circle amended items and file with execution page (page 1).

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Date:

04/13/07

9. Participation or Interest in Client Transactions.

Applicant or a related person: (check those that apply)

- ☐ A. As principal, buys securities for itself from or sells securities it owns to any client.
- ☐ B. As broker or agent effects securities transactions for compensation for any client.
- ☐ C. As broker or agent for any person other than a client effects transactions in which client securities are sold to or bought from a brokerage customer.
- ☐ D. Recommends to clients that they buy or sell securities or investment products in which the applicant or a related person has some financial interest.
- ☐ E. Buys or sells for itself securities that it also recommends to clients.

(For each box checked, describe on Schedule F when the applicant or a related person engages in these transactions and what restrictions, internal procedures, or disclosures are used for conflicts of interest in those transactions.)

- 10. Conditions for Managing Accounts.** Does the applicant provide investment supervisory services, manage investment advisory accounts or hold itself out as providing financial planning or some similarly termed services *and* impose a minimum dollar value of assets or other conditions for starting or maintaining an account?

Yes No
☐ ☒

(If yes, describe on Schedule F.)

- 11. Review of Accounts.** If applicant provides investment supervisory services, manages investment advisory accounts, or holds itself out as providing financial planning or some similarly termed services:

- A. Describe below the reviews and reviewers of the accounts. **For reviews**, include their frequency, different levels, and triggering factors. **For reviewers**, include the number of reviewers, their titles and functions, instructions they receive from applicant on performing reviews, and number of accounts assigned each.

Advisor will review each investment supervisory services client's account at least quarterly, depending on the particular client's situation, and call client as needed. Client accounts are reviewed each quarter for compliance with the client's stated investment objectives and to verify that transactions occurred in accordance with the client's instructions. All advisory personnel with the firm may make recommendations, and manage the various accounts and determine general client advice. The review will cover as much area as the advisory person feels indicated under the circumstances. Additional reviews are undertaken as determined to be necessary by advisor or as requested by the client. All work is done by the firm's advisory personnel. Advisor furnishes clients with position and performance reports on a quarterly and annual basis. Clients also receive monthly, quarterly and annual reports from their custodial broker(s).

- B. Describe below the nature and frequency of regular reports to clients on their accounts.

Advisor may utilize various software programs to download asset allocation, price, position, performance, research and other information. In general, quarterly investment reports are generated and sent to investment advisory clients. Additional information is sent on an "as needed" basis. All work is done by the firm's advisory personnel. Advisor furnishes clients with position and performance reports on a quarterly and annual basis. Clients also receive monthly, quarterly and annual reports from their custodial broker(s). Advisor may utilize various software programs to download asset allocation, price, position, performance, research and other information. In general, quarterly investment reports are generated and sent to investment advisory clients. Additional information is sent on an "as needed" basis. All work is done by the firm's advisory personnel. Advisor furnishes clients with position and performance reports on a quarterly and annual basis. Clients also receive monthly, quarterly and annual reports from their custodial broker(s).

Applicant:

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04/13/07

12. Investment or Brokerage Discretion.

A. Does applicant or any related person have authority to determine, without obtaining specific client consent, the:

(1) securities to be bought or sold?

Yes No

☐ ☒

(2) amount of the securities to be bought or sold ?

Yes No

☐ ☒

(3) broker or dealer to be used ?

Yes No

☐ ☒

(4) commission rates paid?

Yes No

☐ ☒

B. Does applicant or a related person suggest brokers to clients?

Yes No

☒ ☐

For each yes answer to A describe on Schedule F any limitations on the authority. For each yes to A(3), A(4) or B, describe on Schedule F the factors considered in selecting brokers and determining the reasonableness of their commissions. If the value of products, research and services given to the applicant or a related person is a factor, describe:

- the products, research and services
- whether clients may pay commissions higher than those obtainable from other brokers in return for those products and services
- whether research is used to service all of applicant's accounts or just those accounts paying for it; and
- any procedures the applicant used during the last fiscal year to direct client transactions to a particular broker in return for products and research services received.

13. Additional Compensation.

Does the applicant or a related person have any arrangements, oral or in writing, where it:

A. is paid cash by or receives some economic benefit (including commissions, equipment or non-research services) from a non-client in connection with giving advice to clients?

Yes No

☐ ☒

B. directly or indirectly compensates any person for client referrals?

Yes No

☐ ☒

(For each yes, describe the arrangements on Schedule F.)

14. Balance Sheet. Applicant must provide a balance sheet for the most recent fiscal year on Schedule G if applicant:

- has custody of client funds or securities unless applicant is registered or registering only with the Securities and Exchange Commission; or
- requires prepayment of more than \$500 in fees per client and 6 or more months in advance

Has applicant provided a Schedule G balance sheet?

Yes No

☐ ☒

**Schedule F of
Form ADV
Continuation Sheet for Form ADV Part II**

Applicant:	SEC File Number:	Date:
InvestorLogic	801- 67047	03/31/08

Item of Form (identify)	Answer
General:	<p>Each investment advisory client will be given a copy of Part II of Form ADV, including Schedule F, or a brochure containing similar information.</p> <p>Clients are under no obligation to act on advisor's recommendations. Furthermore, if clients elect to act on any of advisor's recommendations, they are under no obligation to effect any transactions through advisor, through any particular broker-dealer or through any associated person.</p> <p>Under no circumstances will advisor take custody of funds, securities or any other assets of its clients.</p> <p>Advisor has a written contract for use with investment advisory clients. Advisor's only investment advisory services will be limited to those services described in its application. Fees will not be charged six months or more in advance. All fees are negotiable.</p> <p>Either party may terminate a contract by 30 days' written notice to the other delivered either personally or by mail. Client may cancel at any time, but will be charged for the time already expended and for out-of-pocket expenses. Upon termination, advisor will summarize all work done, and client shall have access to work done up to that point.</p> <p>Advisor will refer certain clients to other third party advisors if advisor feels the referral would benefit client and client agrees. Advisor will assure that the third party advisor is licensed to give investment advice in California by the Department of Corporations. Advisor may receive part of the fees charged by the other advisors and will disclose such fees before referring clients.</p>
1.A.(3)	<p>Advisor will furnish investment advice through consultations at an hourly rate in the range of \$300 to \$550, plus expenses.</p> <p>Advice may also be prepared for a flat fee based on the hourly rate, also payable when the plan is delivered. The fee will be estimated by advisor and given to the client before the work is begun. If additional work becomes necessary the client will be contacted for approval of the amount before it is undertaken.</p> <p>Fees are generally payable when the work is delivered. In some cases 50% of the payment will be due when the work is authorized by the client, and 50% due upon presentation of the completed work. The first meeting will be free, as it is essentially a fact-finding session. In all cases the client will have the option of agreeing to or not agreeing to the estimate and conditions before work is undertaken on his behalf. Advisor will use other professionals as necessary in working for client, with the client's prior approval.</p>
1.A.(9)	Advisor may provide investment education at the hourly or fixed rates described above.
3.K.(3)	Advisor will give advice on limited partnerships investing in or other investments in real estate or in other businesses.

Complete amended pages in full, circle amended items and file with execution page (page 1).

**Schedule F of
Form ADV
Continuation Sheet for Form ADV Part II**

Applicant:	SEC File Number:	Date:
InvestorLogic	801- 67047	03/31/08

Item of Form (identify)	Answer
6.	<p><u>Education and Business Background:</u></p> <p>Lawrence R. Johnson, born 1950.</p> <p>Education:</p> <p>University of California, Berkeley, BS Business Administration, 1972. Certified Public Accountant, 1980.</p> <p>Business Background:</p> <p>Lawrence Johnson & Associates, 1982 – 2006. InvestorLogic, 2004 – Present. Milliman, Inc., 2006 – 2007.</p>
Code of Ethics	<p>Advisor has a Code of Ethics (“Code”) that deals with all aspects of conduct of advisor and its personnel in client relations, giving advice, conflicts of interest, personal securities transactions, dealings with non-clients and protection of private client personal or business information. The Code contains specific procedures to be followed by all advisor personnel in their dealings with clients and others. The Code is based on the principal that advisor and its personnel owe a primary fiduciary duty to its clients. The Code is designed to protect the interests of advisor’s clients, putting their interests first. It also protects the reputation of advisor.</p> <p>In compliance with the Code, all Advisory Affiliates and employees are required to report their personal securities transactions. They are required to maintain confidentiality of all information concerning the identity of securities holdings and financial circumstances of clients.</p> <p>Any advisory client or prospective advisory client who desires a copy of the Code will be provided with one upon request.</p>
12.B.	<p>Advisor may suggest brokers for clients based upon the size of commission discounts when compared to other brokers and advisor’s opinion of the relative quality of service, types of reports and other materials furnished to clients and advisor by the brokers and the stability afforded by the recommended broker’s financial condition and general reputation in the investment community.</p>

Complete amended pages in full, circle amended items and file with execution page (page 1).