

Name of Investment Adviser: Johns & Wilkinson LLC					
Address:	(Number and Street)	(City)	(State)	(Zip Code)	Area Code: Telephone number:
3012 Fontana Drive		Austin	TX	78704	512-445-2800

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.

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.

Applicant:

<input checked="" type="checkbox"/>	(1) Provides investment supervisory services	<u>99 %</u>
<input type="checkbox"/>	(2) Manages investment advisory accounts not involving investment supervisory services	<u>%</u>
<input type="checkbox"/>	(3) Furnishes investment advice through consultations not included in either service described above	<u>%</u>
<input type="checkbox"/>	(4) Issues periodicals about securities by subscription	<u>%</u>
<input type="checkbox"/>	(5) Issues special reports about securities not included in any service described above	<u>%</u>
<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	<u>%</u>
<input checked="" type="checkbox"/>	(7) On more than an occasional basis, furnishes advice to clients on matters not involving securities	<u>1 %</u>
<input type="checkbox"/>	(8) Provides a timing service	<u>%</u>
<input type="checkbox"/>	(9) Furnishes advice about securities in any manner not described above	<u>%</u>

B. Does applicant call any of the services it checked above financial planning or some similar term?

Yes	No
<input checked="" type="checkbox"/>	<input type="checkbox"/>

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 checked="" type="checkbox"/> E. Trusts, estates, or charitable organizations |
| <input type="checkbox"/> B. Banks or thrift institutions | <input checked="" 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 | |

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

- | | |
|--|--|
| <input type="checkbox"/> A. Equity securities | <input checked="" type="checkbox"/> H. United States government securities |
| <input checked="" type="checkbox"/> (1) exchange-listed securities | I. Options contracts on: |
| <input checked="" type="checkbox"/> (2) securities traded over-the-counter | <input type="checkbox"/> (1) securities |
| <input type="checkbox"/> (3) foreign issuers | <input type="checkbox"/> (2) commodities |
| <input type="checkbox"/> B. Warrants | J. Futures contracts on: |
| <input checked="" type="checkbox"/> C. Corporate debt securities (other than commercial paper) | <input type="checkbox"/> (1) tangibles |
| <input type="checkbox"/> D. Commercial paper | <input type="checkbox"/> (2) intangibles |
| <input checked="" type="checkbox"/> E. Certificates of deposit | K. Interests in partnerships investing in: |
| <input checked="" type="checkbox"/> F. Municipal securities | <input type="checkbox"/> (1) real estate |
| G. Investment company securities: | <input type="checkbox"/> (2) oil and gas interests |
| <input type="checkbox"/> (1) variable life insurance | <input type="checkbox"/> (3) other (explain on Schedule F) |
| <input checked="" type="checkbox"/> (2) variable annuities | <input type="checkbox"/> L. Other (explain on Schedule F) |
| <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 type="checkbox"/> Charting | (4) <input type="checkbox"/> Cyclical |
| (2) <input checked="" type="checkbox"/> Fundamental | (5) <input checked="" type="checkbox"/> Other (explain on Schedule F) |
| (3) <input 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 type="checkbox"/> Annual reports, prospectuses, filings with the Sec. & Exch Commission |
| (3) <input checked="" type="checkbox"/> Research materials prepared by others | (7) <input type="checkbox"/> Company press releases |
| (4) <input 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 checked="" 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 type="checkbox"/> Trading (securities sold within 30 days) | (7) <input type="checkbox"/> Other (explain on Schedule F) |
| (4) <input type="checkbox"/> Short sales | |

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

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
- year of birth
- formal education after high school
- business background for the preceding 5 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 advisor.
- C. Applicant has arrangements that are material to its advisory business or its clients with a related person who is a:
 - (1) broker-dealer
 - (2) investment company
 - (3) other investment adviser
 - (4) financial planning firm
 - (5) commodity pool operator, commodity trading advisor or futures commission merchant
 - (6) banking or thrift institution
 - (7) accounting firm
 - (8) law firm
 - (9) insurance company or agency
 - (10) pension consultant
 - (11) real estate broker or dealer
 - (12) entity that creates or packages limited partnerships

(For each checked in 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

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, or disclosures are used for conflicts of interest in those transactions. Describe, on Schedule F, your code of ethics, and state that you will provide a copy of your code of ethics to any client or prospective client upon request.)

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.

Client accounts are generally reviewed no less frequently than on a quarterly basis by Kermit Johns, Managing Partner. These reviews are designed to monitor and analyze client transactions, positions, and investment levels. Particular attention is given to changes in company fundamentals, industry outlook, market outlook and price levels.

- B. Describe below the nature and frequency of regular reports to clients on their accounts.
Adviser provides clients with quarterly reports that provide information on investment gains or losses, rates of return for respective investments within the portfolio, portfolio return, and other pertinent information. Year-end tax reports are provided and include realized and unrealized gains or losses, investment expenses and tax treatment of dividends and investment.

12. **Investment or Brokerage Discretion.**

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

- | | Yes | No |
|--|-------------------------------------|-------------------------------------|
| (1) securities to be bought or sold? | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| (2) amount of the securities to be bought or sold? | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| (3) broker or dealer to be used? | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| (4) commission rates paid? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |

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 product 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 <input checked="" type="checkbox"/> | No <input type="checkbox"/> |
| B directly or indirectly compensates any person for client referrals? | <input checked="" type="checkbox"/> | <input type="checkbox"/> |

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

1 **Balance Sheet.** Applicant must provide a balance sheet for the most recent fiscal year on Schedule

4. 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

Applicant:	SEC File Number:	Date:
Johns & Wilkinson LLC Part II	801-67282	1/15/2010

Continuation Sheet for Form ADV

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Johns & Wilkinson LLC	IRS EIN: 11-3517423
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Item of Form	Answer																		
Item 1	<p>ADVISORY SERVICES AND FEES</p> <p>Johns & Wilkinson LLC ("Adviser" or "We") provides investment supervisory services on a discretionary and non-discretionary basis as agreed to with the client. Investment supervisory services are provided with the objective of obtaining capital growth and/or income and preserve purchasing power utilizing Modern Portfolio Theory and passive management strategies.</p> <p>Adviser maintains a preference for discretionary basis supervisory services. However, in rare cases, adviser will agree to supervisory services on a non-discretionary basis.</p> <p>Client investment objectives are identified by assessing the client's risk tolerance based upon their age, income, education, need for cash flows, investment goals, and emotional tolerance for volatility. The information provided by the client will be collected during client meetings, interviews, and/or questionnaires. Strategies are developed and implemented through an optimal combination of investments. Capital market conditions and client circumstances are monitored and portfolio adjustments are made as appropriate to reflect significant changes in any or all of the above variables.</p> <p>For investment supervisory services compensation is derived as fee income based upon the percentage of assets under management. The compensation method is explained and agreed with the clients in advance before any services are rendered. The compensation for our services, which include developing and implementing an investment policy and objectives, formulating a quantitatively driven asset allocation analysis and recommendation, monitoring a client's investment results is as follows:</p> <table border="1"> <thead> <tr> <th>Assets Under Management</th> <th>Fee Per Annum</th> <th>Fee Per Quarter</th> </tr> </thead> <tbody> <tr> <td>First \$250,000</td> <td>1.5%</td> <td>0.375%</td> </tr> <tr> <td>Next \$250,000</td> <td>1.25%</td> <td>0.3125%</td> </tr> <tr> <td>Next \$500,000</td> <td>1.0%</td> <td>0.25%</td> </tr> <tr> <td>Next \$4,000,000</td> <td>0.6%</td> <td>0.15%</td> </tr> <tr> <td>Over \$5,000,000</td> <td>0.50%</td> <td>0.125%</td> </tr> </tbody> </table> <p>Adviser requires a minimum annual fee of \$2,000 and a minimum account value of \$250,000. The amount of the fee is negotiated on a case by case basis with the client, and is determined based upon a number of factors including the amount of work involved, the assets placed under management and the attention needed to manage the account. Additionally, certain clients' assets may be subject to prior fees schedules depending on the length of time they have been associated with the firm.</p> <p>Fees will be charged quarterly, in advance and calculated based on the asset value of the account on the first business day of each calendar quarter. Any contributions and/or withdrawals made during a calendar quarter may cause an adjustment to the advisory fee. Fees will generally be deducted directly from the client's brokerage account pursuant to a written agreement. Investment advisory services begin with the effective date of the Agreement, which is the date the client signs the Investment Advisory Agreement. For that calendar quarter, fees will be adjusted pro rata based upon the number of calendar days in the calendar quarter that the Agreement was effective.</p> <p>Either the Advisor or the client may terminate the Agreement at any time upon 30 days written notice to the other party. Upon termination, the fees charged for advisory services will be pro-rated and a refund for any unearned fees will be issued. The client is responsible to pay for services rendered until the termination of the agreement. The client can cancel the Agreement without penalty within the first business five days after the signing of the Agreement.</p>	Assets Under Management	Fee Per Annum	Fee Per Quarter	First \$250,000	1.5%	0.375%	Next \$250,000	1.25%	0.3125%	Next \$500,000	1.0%	0.25%	Next \$4,000,000	0.6%	0.15%	Over \$5,000,000	0.50%	0.125%
Assets Under Management	Fee Per Annum	Fee Per Quarter																	
First \$250,000	1.5%	0.375%																	
Next \$250,000	1.25%	0.3125%																	
Next \$500,000	1.0%	0.25%																	
Next \$4,000,000	0.6%	0.15%																	
Over \$5,000,000	0.50%	0.125%																	

Schedule F of Form ADV

Applicant:

SEC File
Number:

Date:

**Johns & Wilkinson LLC
Part II****801-67282****1/15/2010**

Continuation Sheet for Form ADV

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV:
Johns & Wilkinson LLCIRS EIN:
11-3517423

Item of Form	Answer
	<p>Clients should be aware of their responsibility to verify the accuracy of the fee calculation submitted to the custodian by the Adviser, as the custodian will not determine whether the fee has been properly calculated. The Adviser will provide the client with a separate copy of each invoice, setting forth the basis for the calculation. Advisory fees charged by the Adviser are separate and distinct from fees and expenses charged by mutual funds, which may be recommended to clients. A description of these fees and expenses are available in each fund's prospectus.</p> <p>These fees are for advisory services only and do not include other costs that the Client may incur including but not limited to transaction fees, commission, or other management fees charged by non-affiliated third parties including investment managers that may be recommended to clients.</p> <p>Personal Financial Planning Services</p> <p>The Adviser provides computerized financial plans for clients. Clients execute an Agreement to pay Adviser for these services at a rate not to exceed \$250 per hour as negotiated with the client. Typically, a comprehensive plan will cost between \$2,000 and \$10,000 and will include all or part of a tax plan, portfolio analysis, insurance needs analysis, retirement plan and estate plan. The fee a financial plan is payable in advance. A client may cancel the financial planning agreement and receive a full refund if Adviser is notified within five business days after signing an agreement. Thereafter, clients may terminate the agreement at any time and a refund of any unearned fees will be issued based on the time and effort expended by Adviser up to the date of termination. Otherwise, the agreement terminates upon the delivery of any specified reports or upon the completion of specified services.</p> <p>In no circumstances will the Adviser require prepayment of more than \$500 in fees and six months or more in advance.</p>
Item 4.A.(5)	<p>METHODS OF ANALYSIS</p> <p>Adviser develops and manages investment portfolios investment portfolios based on the principles of Modern Portfolio Theory and Efficient Market Hypothesis.</p>
Item 5	<p>EDUCATION AND BUSINESS STANDARDS</p> <p>Persons employed by Adviser to provide advisory services are required to have at least five years of experience in the investment industry or have obtained a professional designation such as the CFP® or CFA.</p>
Item 6	<p>EDUCATION AND BUSINESS BACKGROUND</p> <p>Kermit Johns Year of Birth: 1950 Formal Education After High School:</p> <ul style="list-style-type: none"> • Fordham University, 1986 • University of Pittsburgh, 1972 <p>Business Background for the Preceding Five Years:</p> <ul style="list-style-type: none"> • June 2007 to Present Johns & Wilkinson LLC – Managing Partner • October 1999 to June 2007 Johns & Sexton, LLC – Managing Partner <p>Mary K. Quinn Year of Birth: 1957 Formal Education After High School:</p> <ul style="list-style-type: none"> • University of Vermont, 1979

Schedule F of Form ADV

Applicant:

SEC File
Number:

Date:

**Johns & Wilkinson LLC
Part II****801-67282****1/15/2010**

Continuation Sheet for Form ADV

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV:
Johns & Wilkinson LLCIRS EIN:
11-3517423

Item of Form	Answer
	<ul style="list-style-type: none"> • Conduct all personal securities transactions in a manner consistent with this policy; • Use reasonable care and exercise independent professional judgment when conducting investment analysis, making investment recommendations, taking investment actions, and engaging in other professional activities; • Practice and encourage others to practice in a professional and ethical manner that will reflect credit on yourself and the profession; • Promote the integrity of, and uphold the rules governing, capital markets; • Maintain and improve your professional competence and strive to maintain and improve the competence of other investment professionals. • Comply with applicable provisions of the federal securities laws. <p>Adviser's Code also requires Employees to: 1) pre-clear certain personal securities transactions, 2) report personal securities transactions on at least a quarterly basis, and 3) provide the Adviser with a detailed summary of certain holdings (both initially upon commencement of employment and annually thereafter) over which such Employees have a direct or indirect beneficial interest. A copy of Adviser's Securities Compliance Policy shall be provided to any client or prospective client upon request.</p>
Item 10	<p>MINIMUM CONDITIONS</p> <p>Generally, the minimum dollar value of assets required to set up an investment advisory account is \$250,000. However, the Adviser has discretion to waive the account minimum. Accounts of less than \$250,000 may be set up when the client and Adviser anticipate the client will add additional funds to the accounts bringing the total to \$250,000 within a reasonable time. Other exceptions will apply to employees of Adviser and their relatives, or relatives of existing clients. Also, we do assess a minimum annual fee of \$2,000 to accounts receiving ongoing asset management services. Accounts with a small balance may pay a higher annual fee than those normally charged by other investment advisors.</p>
Item 12. A.	<p>INVESTMENT OR BROKERAGE DISCRETION</p> <p>When a client agrees to discretionary management, the Adviser will be responsible for asset allocation. The only limitations on the investment authority will be those limitations imposed in writing by the client. Accounts we manage on a discretionary basis may receive more favorable executions when purchasing or selling securities than accounts managed on a non discretionary basis due to the fact that the Adviser must receive client authorization before placing a trade order.</p> <p>In the course of providing our services, we will execute trades for our clients (directly or through the funds) through broker-dealers. When a client has given us broker discretion, there is no restriction on the brokers we may select to execute client transactions. Our general guiding principle is to trade through broker-dealers who offer the best overall execution under the particular circumstances. With respect to execution, we consider a number of factors, including the actual handling of the order, the ability of the broker-dealer to settle the trade promptly and accurately, the financial standing of the broker-dealer, the ability of the broker-dealer to position stock to facilitate execution, our past experience with similar trades, and other factors which may be unique to a particular order. Based on these judgmental factors, we may trade through broker-dealers that charge fees that are higher than the lowest available fees.</p> <p>In addition, broker-dealer fees may vary and be greater than those typical for similar investments if we determine that the research, execution and other services rendered by a particular broker merit greater than typical fees.</p> <p>We may aggregate numerous clients' or funds' purchases or sales as a single transaction. Transactions are usually aggregated to seek a lower commission, lower</p>

Schedule F of Form ADV

Applicant:

SEC File
Number:

Date:

**Johns & Wilkinson LLC
Part II****801-67282****1/15/2010**

Continuation Sheet for Form ADV

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV:
Johns & Wilkinson LLCIRS EIN:
11-3517423

Item of Form	Answer
	<p>costs, or a more advantageous net price. The benefits, if any, obtained as a result of such aggregation, are generally allocated pro-rata among the accounts of the clients or the funds which participated in the aggregated transaction.</p> <p>There may be conflicts of interest over time devoted to managing any one account and the allocation of investment opportunities among all accounts managed by us. We will attempt to resolve all such conflicts in a manner that is generally fair to all of our clients. We are not obligated to acquire for any account any security that we or our officers, partners, members or employees may acquire for their own accounts or for the account of any other client, if in our absolute discretion it is not practical or desirable to acquire a position in such security.</p>
Item 12. B. & 13. A.	<p>RECOMMENDING BROKERS</p> <p>Absent an existing brokerage relationship the Adviser will assist the client with developing a relationship with brokers that the Adviser has a relationship with which include: Fidelity Investment Advisor Group ("Fidelity") and/or TD Ameritrade Institutional, a division of TD Ameritrade, Inc. member FINRA/SIPC. The Adviser will make recommendations based on the needs of the client and the services provided by the broker/custodian such as ability to execute trades, margin rates, on-line access to accounts, transaction charges, consolidated reporting, duplicate monthly statements, access to mutual funds, including lower sales charges than for direct purchases and lower minimum purchase amounts.</p> <p>As part of the institutional programs offered by Fidelity and TD Ameritrade, the Adviser receives benefits that it would not receive if it did not provide investment advice to clients. While there is no direct affiliation or fee sharing arrangement between Fidelity or TD Ameritrade and the Adviser, economic benefits are received by the Adviser which would not be received if the Adviser did not have an established relationship with Fidelity and TD Ameritrade. These benefits do not depend on the amount of transactions directed by the Adviser to Fidelity or TD Ameritrade. These benefits may include: a dedicated trading desk that services the Adviser's clients, a dedicated service group and an account services manager dedicated to the Adviser's accounts, access to a real time order matching system, ability to block client trades, electronic download of trades, portfolio management software, access to an electronic interface, duplicate and batched client statements, confirmations and year-end summaries, the ability to have advisory fees directly debited from client accounts (in accordance with federal and state requirements), a quarterly newsletter, access to mutual funds, ability to have loads waived for the Adviser's clients who invest in certain loaded funds when certain conditions are met and maintained, and the ability to have custody fees waived.</p>
Item 13. B.	<p>ADDITIONAL COMPENSATION</p> <p>Adviser may have arrangements with related persons or unaffiliated advisers whereby the Adviser may pay a referral fee for referring clients. In all cases, these arrangements shall be fully disclosed to the clients affected in accordance with applicable state and federal security laws. Any conflict of interest that may exist will be fully disclosed to any client via the rules governing the solicitor relationship. At a minimum the client will receive the Adviser's disclosure brochure and a separate solicitor's disclosure statement.</p>
	<p>PROXY VOTING</p> <p>Among the services we provide is that we may vote proxies on your behalf. Adviser is charged with identifying the proxies upon which we will vote, voting the proxies in the best interest of clients, and submitting the proxies promptly and properly. Our policy is to vote proxies in the interest of maximizing shareholder value. To that end, Adviser will vote in a way that it believes, consistent with its fiduciary duty, will cause the issue to increase the most or decline the least in value. Consideration will be given to both</p>

Schedule F of Form ADV

Applicant:	SEC File Number:	Date:
Johns & Wilkinson LLC Part II	801-67282	1/15/2010

Continuation Sheet for Form ADV

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Johns & Wilkinson LLC	IRS EIN: 11-3517423
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Item of Form	Answer
	<p>the short and long term implications of the proposal to be voted on when considering the optimal vote.</p> <p>We have currently identified no conflicts of interest between our client interests and our own within our proxy voting process. Nevertheless, if we determine that Adviser is facing a material conflict of interest in voting your proxy, our procedures provide for a Proxy Voting Committee to convene and to determine the appropriate vote. Decisions of the Committee must be unanimous. If a unanimous decision cannot be reached by the Committee, a competent third party will be engaged, at our expense, who will determine the vote that will maximize shareholder value. As an added protection, the third party's decision is binding.</p> <p>Our complete proxy voting policy and procedures are memorialized in writing and are available for your review. In addition, our complete proxy voting record is available to our clients, and only to our clients. Please contact us if you have any questions or if you would like to review either of these documents.</p> <p>In the event Adviser does not exercise proxy-voting authority over client securities then the obligation to vote client proxies shall at all time rest with client. Client shall in no way be precluded from contacting us for advice or information about a particular proxy vote. However, we shall not be deemed to have proxy-voting authority solely as a result of providing such advice to client.</p> <p>Should we inadvertently receive proxy information for a security held in client's account, then we will immediately forward such information on to client, but will not take any further action with respect to the voting of such proxy. Upon termination of our Agreement with client, we shall make a good faith and reasonable attempt to forward proxy information inadvertently received by us on behalf of client to the forwarding address provided by client to us.</p>



PRIVACY POLICY

Johns & Wilkinson considers client privacy to be fundamental to our relationship with our clients. We are committed to maintaining the confidentiality, integrity, and security of clients' personal information entrusted to us. Internal policies have been developed to protect this confidentiality, while allowing client needs to be served.

Johns & Wilkinson never discloses information to nonaffiliated third parties, except as permitted by law. We use financial information that you provide to us to help you meet your personal financial goals while guarding against any real or perceived infringements of your rights of privacy.

Our policy with respect to personal information about you is listed below:

- To help the government fight the funding of terrorism and money laundering activities, Federal law requires us to obtain and record information that identifies each person who opens an account. When you open an account Johns & Wilkinson will ask you for your name, address, date of birth, social security or tax I.D. number, and driver's license information.
- Johns & Wilkinson does not sell client information - whether it is your personal information or the fact that you are a client - to anyone.
- Johns & Wilkinson maintains a secure office and computer environment to ensure that your information is not placed at unreasonable risk.
- The categories of nonpublic information that Johns & Wilkinson collects from a client depend upon the scope of the client relationship. It will include information about your personal finances, transactions and accounts with other financial institutions, wills and trusts, tax returns, qualified plan documents, and any other financial documents needed in the financial planning process.
- For unaffiliated third parties that require access to your personal information, including financial services companies, consultants, and auditors, Johns & Wilkinson also requires strict confidentiality in our agreements with them and expects them to keep this information private. Federal regulators may also review our firm records as permitted by law.
- Year-end account information, requested on your behalf (e.g., client accountant, attorney, etc.) will only be released upon receiving your prior approval. At no time, shall such information be released without authorized approval.
- Personal identifiable information about you will be maintained during the time you are a client, and for the required time thereafter that such records are required to be maintained by federal securities laws. After this required period of record retention, all such information will be destroyed.

If you have any questions concerning our privacy statement, please contact us at 512.445.2800.