

FORM ADV

Uniform Application for Investment Adviser Registration

Part II – Page 1

Name of Investment Adviser: Bauer Captain & Johnson, Inc.	
Address: (Number and Street) (City) (State) (Zip Code) 6720 North Scottsdale Road, Suite 170, Scottsdale, AZ 85253	Area Code: Telephone Number: (480) 483-1510

**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.**

Table of Contents

<u>Item Number</u>	<u>Item</u>	<u>Page</u>
1	Advisory Services and Fees	2
2	Types of Clients	2
3	Types of Investments	3
4	Methods of Analysis, Sources of Information and Investment Strategies	3
5	Education and Business Standards	4
6	Education and Business Background	4
7	Other Business Activities	4
8	Other Financial Industry Activities or Affiliations	4
9	Participation or Interest in Client Transactions	5
10	Conditions for Managing Accounts	5
11	Review of Accounts	5
12	Investment or Brokerage Discretion	6
13	Additional Compensation	6
14	Balance Sheet	6
	Continuation Sheet	Schedule F
	Balance Sheet, if Required	Schedule G

(Schedule 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.

Applicant: Bauer Captain & Johnson, Inc.	SEC File Number: 801- 58087	Date: 02/01/2010
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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.)

<input checked="" type="checkbox"/>	(1) Provides investment supervisory services	<u>10%</u>
<input checked="" type="checkbox"/>	(2) Manages investment advisory accounts not involving investment supervisory services	<u>40%</u>
<input checked="" type="checkbox"/>	(3) Furnishes investment advice through consultations not included in either service described above	<u>30%</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>10%</u>
<input type="checkbox"/>	(8) Provides a timing service	<u> %</u>
<input checked="" type="checkbox"/>	(9) Furnishes advice about securities in any manner not described above	<u>10%</u>

(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 the 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 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 checked="" 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 checked="" type="checkbox"/> | (1) securities |
| <input type="checkbox"/> | (3) foreign issues | <input type="checkbox"/> | (2) commodities |
| <input type="checkbox"/> | B. Warrants | | J. Futures contracts on: |
| <input checked="" type="checkbox"/> | C. Corporate debt securities | <input type="checkbox"/> | (1) tangibles |
| | (other than commercial paper) | <input type="checkbox"/> | (2) intangibles |
| <input type="checkbox"/> | D. Commercial paper | | K. Interests in partnerships investing in: |
| <input checked="" type="checkbox"/> | E. Certificates of deposit | <input checked="" type="checkbox"/> | (1) real estate |
| <input checked="" type="checkbox"/> | F. Municipal securities | <input checked="" type="checkbox"/> | (2) oil and gas interests |
| | G. Investment company securities | <input type="checkbox"/> | (3) other (explain on Schedule F) |
| <input checked="" type="checkbox"/> | (1) variable life insurance | <input type="checkbox"/> | L. Other (explain on Schedule F) |
| <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 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 checked="" type="checkbox"/> Margin transactions |
| (2) <input checked="" type="checkbox"/> Short term purchases
(securities sold within a year) | (6) <input checked="" 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 checked="" type="checkbox"/> Short sales | |

Applicant:
Bauer Captain & Johnson, Inc.

SEC File Number:
801-58087

Date:
02/01/2010

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.)

Applicant:

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Date:

02/01/2010

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.)

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.

See Schedule F.

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

See Schedule F.

Applicant:	SEC File Number:	Date:
Bauer Captain & Johnson, Inc.	801-58087	02/01/2010

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 <input checked="" type="checkbox"/> | No <input type="checkbox"/> |
| (2) amount of the securities to be bought or sold ? | Yes <input checked="" type="checkbox"/> | No <input type="checkbox"/> |
| (3) broker or dealer to be used ? | Yes <input checked="" type="checkbox"/> | No <input type="checkbox"/> |
| (4) commission rates paid? | Yes <input type="checkbox"/> | No <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 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 <input type="checkbox"/> | No <input checked="" type="checkbox"/> |
| B. directly or indirectly compensates any person for client referrals? | Yes <input checked="" type="checkbox"/> | No <input type="checkbox"/> |

(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

Adviser:	SEC File Number:	Date:
Bauer Captain & Johnson, Inc.	801-58087	02/01/2010

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of Adviser exactly as stated in Item 1A of Part I of Form ADV: Bauer Captain & Johnson, Inc.	IRS Empl. Ident. No.: 86-0814757
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Item of Form (identify)	Answer
1D	<p>Bauer Captain & Johnson, Inc., hereafter referred to as “the Company”, will offer investment and financial planning advice to clients encompassing the following: Personal Finances, Tax & Cash Flow Status, Insurance & Estate Planning, Education Planning, Retirement and Financial Independence Planning and Investment Analysis and Planning.</p> <p>Financial planning and investment management information will be obtained through personal interviews with each client. This information will include the client’s current financial status, future goals and attitudes towards risk. Related documents supplied by the client, including a questionnaire, will be carefully reviewed. A written report will be prepared.</p> <p>The company will provide financial planning advice to clients through on or more of the following kinds of financial planning services for fees stated and payable as described below:</p> <p>1). Hourly consultation services. Clients not in need of a full financial plan, but rather advice in one or more planning areas or regarding specific investments will be charged an hourly rate of \$300 for professional services. The total amount of the fees will be estimated in the contract the company has with the client. The total fees may be higher than estimated. Fees will be payable upon receipt of bill.</p> <p>2) Fixed Fees. The fees are firm fixed price contracts with the client. Fees are payable 50% in advance with the balance upon completion of services. Fees in this category will range from \$500 to \$2,500. No fees are collected more than 6 months in advance of delivery of final plan.</p> <p>3) Comprehensive Financial Planning Service Fees. The fees for these services will range \$2,500 to \$25,000 or as agreed upon in the financial planning agreement. Fees will be negotiated separately with each client and will be based upon the complexity of the planning challenges. Fees are payable 50% in advance with the balance upon completion of services.</p> <p>4) Annual Retainer. The initial set up fee is \$1,000, payable in advance at the time of signing the agreement. The on-going fee is billed in advance each calendar quarter. The fees and the specific services provided are negotiated separately with each client and are based upon the complexity of the challenges and services provided. If investment advisory and management are part of the services agreement, the client may choose to have fees automatically deducted from their advisory accounts. In this case, fee as a percentage of assets under management may be more or less than the fees outlined in investment portfolio advisory service fees outlined below. In no case will the initial set up fee represent more than one-half the total annual fee.</p>

**Schedule F of
Form ADV**

Continuation Sheet for Form ADV Part II

Adviser:	SEC File Number:	Date:
Bauer Captain & Johnson, Inc.	801-58087	02/01/2010

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of Adviser exactly as stated in Item 1A of Part I of Form ADV: Bauer Captain & Johnson, Inc.	IRS Empl. Ident. No.: 86-0814757
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Item of Form (identify)	Answer
1D continued	<p>Annual updates to fixed and comprehensive planning services will be prepared at fees ranging from \$250 to \$12,500.</p> <p>The financial agreement may be terminated by either party upon written notice. The Company, upon receipt of a written request from the client, will refund fees on a pro-rated basis determined by the amount of work completed. A full refund will be provided to any client who terminates the agreement in writing within five days of its execution.</p> <p>A conflict of interest may exist between the interests of the Company and the interests of the client. The client will be under no obligation to act on any of the Company's recommendation. If the client elects to follow a recommendation, the client will be under no obligation to effect the transactions through the Company or any affiliate.</p> <p>The Company also provides investment portfolio advisory services as follow:</p> <p>a. <u>Investment Profile</u> - The Company consults with the client to obtain detailed financial information and other pertinent data to enable the client to determine the appropriate investment objectives, risk tolerance and goals.</p> <p>b. <u>Portfolio Advisory Service</u> - The Company provides advisory services for the client's assets. The Company recommends investments which may include, but will not necessarily be limited to, stocks, bonds, options, mutual funds, insurance products and money market instruments. Investments are recommended based upon the client's investment objectives, risk tolerance, net worth, net income, goals and other suitability factors. The Company manages the client's accounts on an individualized basis. Restrictions and guidelines imposed by clients may affect the composition and performance of portfolios. For these reasons, performance of portfolios with the same investment objective may differ and clients should not expect that the performance of their portfolios will be identical with the average client of the Company.</p> <p>c. <u>Performance Evaluation and Monitoring</u> - The Company will furnish performance measurement services to its clients, provided through internally generated reports, in the form of quarterly performance evaluation reports. The internal reports are intended to provide with investment performance for the selected period.</p> <p>d. <u>Discretionary Authority</u> - The Company will not accept discretionary authority to buy and sell securities. The Company's investment advisory services are provided on a non-discretionary basis. However, automatic</p>

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	Adviser:	SEC File Number:	Date:
	Bauer Captain & Johnson, Inc.	801-58087	02/01/2010

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of Adviser exactly as stated in Item 1A of Part I of Form ADV: Bauer Captain & Johnson, Inc.	IRS Empl. Ident. No.: 86-0814757
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Item of Form (identify)	Answer														
	<p>portfolio rebalancing will be part of the portfolio and investment advisory services.</p> <p>Fees for portfolio advisory services are determined and based upon the assets in the client's portfolio using the following cumulative fee schedule:</p> <table border="0"> <thead> <tr> <th align="center"><u>Portfolio Value</u></th> <th align="center"><u>Fee</u></th> </tr> </thead> <tbody> <tr> <td align="center">\$100,000 to \$500,000</td> <td align="center">1.50%</td> </tr> <tr> <td align="center">\$500,001 to \$1,000,000</td> <td align="center">1.00%</td> </tr> <tr> <td align="center">\$1,000,001 to \$2,500,000</td> <td align="center">0.75%</td> </tr> <tr> <td align="center">\$2,500,001 to \$5,000,000</td> <td align="center">0.60%</td> </tr> <tr> <td align="center">\$5,000,001 to \$10,000,000</td> <td align="center">0.50%</td> </tr> <tr> <td align="center">above \$10,000,001</td> <td align="center">0.40%</td> </tr> </tbody> </table> <p>For example, the maximum annual portfolio advisory fee assessed on a portfolio valued at \$1,000,000, would be \$12,500. (First \$500,000 at 1.5% and the next \$500,000 at 1%).</p> <p>Fees assessed on different assets in a portfolio may vary, depending on restrictions and complexity of management, i.e., fees assessed on annuities and individual bonds may be lower due to limited investment options and/or low turnover.</p> <p>The minimum amount to open and maintain an account with the company is \$100,000. The quarterly fee is payable, as agreed to by the client, in arrears or advance and due upon the first day of the quarter. Fees may be negotiated.</p> <p>The client may grant the Company the authority to receive quarterly payments directly from the client's account held by an independent custodian. Accordingly, the client will provide, in writing, limited authorization to withdraw the contractually agreed upon fees from the account. The Company will send to the client and the custodian a bill showing the amount of the fee, the value of client's assets on which the fee was based, and the specific manner in which the fee was calculated. The custodian of the account is advised in writing of the limitation on the Company's access to the account. The custodian will also send to the client a statement, at least quarterly, indicating all the amounts disbursed from the account including the amount of advisory fees paid directly to the Company.</p> <p>The investment advisory agreement ("the agreement") may be terminated by either party upon written notice. Fees are refundable to the client</p>	<u>Portfolio Value</u>	<u>Fee</u>	\$100,000 to \$500,000	1.50%	\$500,001 to \$1,000,000	1.00%	\$1,000,001 to \$2,500,000	0.75%	\$2,500,001 to \$5,000,000	0.60%	\$5,000,001 to \$10,000,000	0.50%	above \$10,000,001	0.40%
<u>Portfolio Value</u>	<u>Fee</u>														
\$100,000 to \$500,000	1.50%														
\$500,001 to \$1,000,000	1.00%														
\$1,000,001 to \$2,500,000	0.75%														
\$2,500,001 to \$5,000,000	0.60%														
\$5,000,001 to \$10,000,000	0.50%														
above \$10,000,001	0.40%														

**Schedule F of
Form ADV**

Continuation Sheet for Form ADV Part II

Adviser:	SEC File Number:	Date:
Bauer Captain & Johnson, Inc.	801-58087	02/01/2010

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of Adviser exactly as stated in Item 1A of Part I of Form ADV: Bauer Captain & Johnson, Inc.	IRS Empl. Ident. No.: 86-0814757
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Item of Form (identify)	Answer
	<p>prorated to the number of days remaining in the quarter in which the client received the Company's services. A full refund will be provided without penalty if the client terminates the agreement within five days of the execution of the agreement. Accounts opened during a calendar quarter will have the fee pro-rated based upon the number of days remaining in the quarter.</p> <p>The fees for assets deposited after the first business day of the quarter, and withdrawn prior to the end of the same quarter, will be pro-rated based on the number of days the assets were held in the account during the quarter.</p> <p>The Company will conduct public seminars. Fees for participation in these seminars will range from \$1,000 to \$30,000.</p> <p>GENERAL NOTES: Assets invested in mutual funds are paying two advisory fees, an investment advisory fee to the Company on the mutual funds managed and an additional advisory fee to the mutual fund managers. A description of these and other expenses are available in each fund's prospectus.</p> <p>The Company will not be compensated on the basis of a share of capital gains or on capital appreciation of the funds or any portion of the funds of the client.</p> <p>All information and advice furnished by either party, including their agents and employees, shall be treated as confidential and not disclosed to third parties except as agreed upon in writing or required by law.</p>
5	<p>The Company's employees and agents involved in determining or providing investment advisory services may be Series 7 registered and/or the Series 65 or Series 66. They also will have professional designations such as CFP, CLU, ChFC, CIMA or their equivalent, be actively pursuing one or more of these designations, or have experiential equivalent credentials.</p>
6	<p>Kevin G. Bauer YOB: 1960</p> <p>Education Ricks College Rexburg, ID</p> <p>Brigham Young University Provo, UT</p> <p>American College 1993 - CLU Bryn Mawr, PA 1995 - ChFC</p>

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	Adviser:	SEC File Number:	Date:
	Bauer Captain & Johnson, Inc.	801-58087	02/01/2010

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of Adviser exactly as stated in Item 1A of Part I of Form ADV: Bauer Captain & Johnson, Inc.	IRS Empl. Ident. No.: 86-0814757
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Item of Form (identify)	Answer
	College of Financial Planning Denver, CO
	1991 - CFP
	Business Background
	Bauer Captain & Johnson, Inc. Scottsdale, AZ
	01/96 - Present President
	AXA Financial Services, LLC New York, NY
	06/05 - Present Agent
	AXA Advisors, LLC New York, NY
	06/05 - Present Registered Representative
	Stephen C. Captain
	YOB: 1964
	Education
	Utah Valley Community College Orem, UT
	Brigham Young University Provo, UT
	College of Financial Planning Denver, CO
	1991 - CFP
	American College Bryn Mawr, PA
	1997 - ChFC 2003 - CLU
	Business Background
	Bauer Captain & Johnson, Inc. Scottsdale, AZ
	01/96 - Present Vice President
	AXA Financial Services, LLC New York, NY
	06/05 - Present Agent
	AXA Advisors, LLC New York, NY
	06/05 - Present Registered Representative
	Mark E. Johnson
	YOB: 1952
	Education
	Brigham Young University Provo, UT
	BA

**Schedule F of
Form ADV**

Continuation Sheet for Form ADV Part II

Adviser:	SEC File Number:	Date:
Bauer Captain & Johnson, Inc.	801-58087	02/01/2010

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1.	Full name of Adviser exactly as stated in Item 1A of Part I of Form ADV: Bauer Captain & Johnson, Inc.	IRS Empl. Ident. No.: 86-0814757
	Item of Form (identify)	Answer
		<p>United Planner's Financial Serv. of America 2003 - 2007 Registered Representative</p> <p>MONY Group 1998 - 2002 New York, NY National Director of Strategic Development</p> <p>MONY Securities Corporation 1990 - 1998 New York, NY Registered Representative</p>
	7C	<p>Related persons of the Company may be registered representatives and individual advisory representatives of AXA Advisors, LLC. It is estimated that 40% of their time is spent providing investment advice, 40% of their time is spent providing financial planning, and 20% of their time spent servicing client portfolios.</p>
	9B	<p>The Company may receive a fee for investment advice, and the associated persons a commission, for the securities transactions effected through this broker dealer.</p>
	9E	<p>All securities transactions of the Company's associated persons will be reviewed by a principal of the Company to avoid any conflicts. Records will be maintained of all securities bought or sold by the Company and its associated persons. Should a client and an associated person of the Company purchase or sell the same security at or about the same time, the client's order will be entered before the associated person's.</p> <p>A Code of Ethics ("Code") has been adopted by Bauer Captain & Johnson, Inc. and is designed to comply with Rule 204A-1 under the Investment Advisers Act of 1940 ("Advisers Act"). This Code establishes rules of conduct for all employees of Bauer Captain & Johnson, Inc. and is designed to, among other things, govern personal securities trading activities in the accounts of employees. Upon request Bauer Captain & Johnson, Inc. will provide any client or prospective client a copy.</p>
	10	<p>The Company requires a minimum balance of \$100,000 to open an account, although some accounts of lesser size may be accepted.</p>
	11A	<p>Accounts will be reviewed and performance of individual securities or mutual funds will be evaluated on at least a quarterly basis. Financial planning, estate planning, and investment recommendations are formulated by Kevin G. Bauer, Stephen C. Captain, Mark E. Johnson and David D. Carroll.</p>

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	Adviser: Bauer Captain & Johnson, Inc.	SEC File Number: 801-58087	Date: 02/01/2010
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(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of Adviser exactly as stated in Item 1A of Part I of Form ADV: Bauer Captain & Johnson, Inc.	IRS Empl. Ident. No.: 86-0814757
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Item of Form (identify)	Answer
11B	<p>Financial planning, estate planning, and investment advisory consulting services are completed when and as rendered. As an additional service, clients may contract with the Company for updates or on-going services on a periodic basis for additional fees.</p> <p>Clients receive monthly or quarterly statements detailing positions and account activity from their custodial broker dealer. The Company also provides clients with statements reflecting positions and transactions during the preceding quarter. The Company's representatives meet annually, or more frequently, with clients or at the request of a client to review their portfolios.</p>
12B	<p>The Company's advisory representatives may be registered representatives of AXA Advisors, LLC, a registered broker dealer. The Company will recommend that clients open accounts and direct trades through Fidelity Brokerage Services, LLC. The Company will ensure that Fidelity's commissions are fair and competitive with other full service brokerage firms. Commission rates at other broker dealers may be higher or lower than those charged by Fidelity Brokerage Services, LLC. For mutual funds and limited partnerships, the commissions are fixed and disclosed in offering memoranda or prospectuses. The client will be free to implement the Company's recommendations at any broker dealer he/she chooses. If the client chooses to implement the recommendations through the Company's associated persons, a commission may be earned by them in addition to any fees paid to the Company. If a client chooses to use the services of another broker dealer, the Company shall have no responsibility to assist in any manner nor shall it have liability for any transaction entered at the other broker dealer.</p> <p>The Company will collect the client data, to the extent needed to research investments in order to make appropriate recommendations, based on the client's goals, objectives, risk tolerances and needs.</p> <p>The Company's associated persons may also be licensed insurance agents with AXA Financial Services, Inc. and receive commissions from the sale of insurance products.</p>

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	Adviser: Bauer Captain & Johnson, Inc.	SEC File Number: 801-58087	Date: 02/01/2010
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(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of Adviser exactly as stated in Item 1A of Part I of Form ADV: Bauer Captain & Johnson, Inc.	IRS Empl. Ident. No.: 86-0814757
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Item of Form (identify)	Answer
13B	<p>The Company may utilize the services of outside solicitors. Written disclosure will be provided to clients and prospective clients as required by Section 206(4)-3 under the Investment Advisers Act of 1940, as amended. The solicitor may receive compensation pursuant to a written agreement between the Company and the solicitor. Disclosure regarding this agreement will be provided to the client prior to or at the time of entering into any investment advisory agreement with the Company.</p> <p>The Company, as matter of policy and practice, has no authority to vote proxies on behalf of advisory clients. The Company may offer assistance as to proxy matters upon a client's request, but the client always retains the proxy voting responsibility.</p>

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