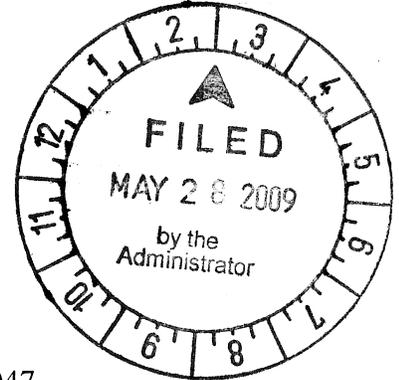


STATE OF OKLAHOMA
DEPARTMENT OF SECURITIES
FIRST NATIONAL CENTER, SUITE 860
120 NORTH ROBINSON
OKLAHOMA CITY, OKLAHOMA 73102



In the Matter of:

Mark A. Johnson (CRD No. 2842194),

Respondent.

ODS File No. 09-047

NOTICE OF SERVICE ON THE ADMINISTRATOR
AND
AFFIDAVIT OF COMPLIANCE

STATE OF OKLAHOMA)
) ss.
COUNTY OF OKLAHOMA)

The undersigned affiant, of lawful age, being first duly sworn upon oath deposes and states:

1. That he is the Administrator of the Oklahoma Department of Securities (“Administrator”).

2. That a copy of the Notice of Opportunity for Hearing (“Notice”) with Enforcement Division Recommendation (“Recommendation”) attached was delivered to Affiant in the office of the Administrator pursuant to Section 1-611 of the Oklahoma Uniform Securities Act (“Act”), Okla. Stat. tit. 71, §§ 1-101 through 1-701 (Supp. 2004).

3. That the Administrator has received service of process on behalf of Respondent, pursuant to Section 1-611 of the Act.

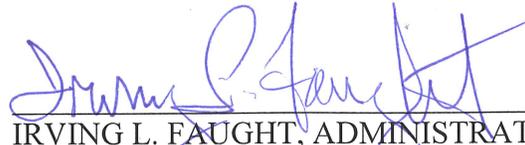
4. That a copy of the Notice, with the Recommendation attached, and a copy of this Notice of Service on the Administrator and Affidavit of Compliance are being sent this 28th day of May, 2009, by certified mail, return receipt requested, delivery restricted to addressee, to the last known address of Respondent, in compliance with Section 1-611 of the Act.

5. That this Affidavit of Compliance is declared filed of record as of the date set forth below in compliance with Section 1-611 of the Act.

FURTHER AFFIANT SAYETH NOT.

Dated this 28th day of May, 2009.

(SEAL)



IRVING L. FAUGHT, ADMINISTRATOR OF THE
OKLAHOMA DEPARTMENT OF SECURITIES

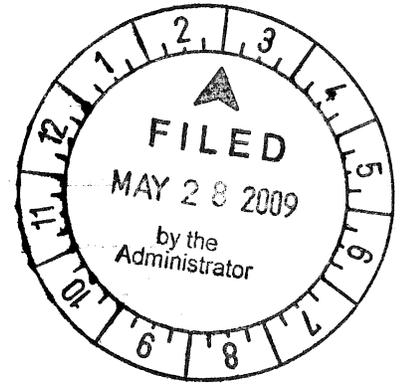
Subscribed and sworn to before me this 28th day of May, 2009.

(SEAL)



Notary Public

STATE OF OKLAHOMA
DEPARTMENT OF SECURITIES
FIRST NATIONAL CENTER, SUITE 860
120 NORTH ROBINSON
OKLAHOMA CITY, OKLAHOMA 73102



In the Matter of:

Mark A. Johnson (CRD No. 2842194),

Respondent.

ODS File No. 09-047

NOTICE OF OPPORTUNITY FOR HEARING

1. Pursuant to the Oklahoma Uniform Securities Act of 2004 (“Act”), Okla. Stat. tit. 71, §§ 1-101 through 1-701 (Supp. 2004), an investigation was conducted into the activities of Mark A. Johnson (“Respondent”), in connection with the offer and/or sale of securities in and/or from the state of Oklahoma.

2. On the 27th day of May, 2009, the attached Enforcement Division Recommendation (“Recommendation”) was left in the office of the Administrator of the Oklahoma Department of Securities (“Administrator”).

3. Pursuant to 660:2-9-1 of the Rules of the Oklahoma Securities Commission and the Administrator of the Department of Securities (as amended July 1, 2007) (“Rules”) and Section 1-411 of the Act, the Administrator hereby gives notice to Respondent of his obligation to file an answer and his right to request a hearing to show why an order based on the Recommendation should not be issued.

4. The answer must be in writing and received by the Administrator within fifteen (15) days after service of this Notice. As required by 660:2-9-2 of the Rules, the answer shall indicate whether Respondent requests a hearing and shall specifically admit or deny each allegation contained in the Recommendation or state that Respondent does not have, and is unable to obtain, sufficient information to admit or deny each allegation.

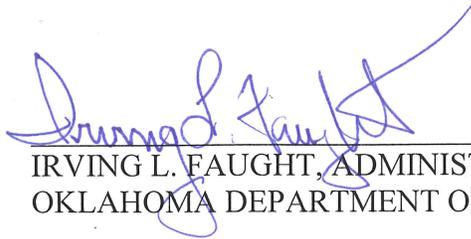
5. Failure to file an answer in compliance with 660:2-9-2 of the Rules, to include a request for a hearing as provided for herein, shall result in the issuance of an order suspending Respondent’s registrations under the Act and/or imposing a civil penalty against Respondent in the amount of \$5,000, pursuant to Section 1-411 of the Act and 660:2-9-2 of the Rules.

6. Upon receipt of a written request, pursuant to 660:2-9-2 of the Rules, a hearing on the Recommendation shall be promptly scheduled or a written order denying hearing shall be issued.

7. Notice of the date, time and location of the hearing shall be given to Respondent not less than forty-five (45) days in advance thereof, pursuant to 660:2-9-2 of the Rules.

Witness my Hand and the Official Seal of the Oklahoma Department of Securities this 28th day of May, 2009.

(SEAL)


IRVING L. FAUGHT, ADMINISTRATOR OF THE
OKLAHOMA DEPARTMENT OF SECURITIES

CERTIFICATE OF MAILING

The undersigned hereby certifies that on the 28th day of May, 2009, a true and correct copy of the above and foregoing *Notice of Opportunity for Hearing* and the *Enforcement Division Recommendation* were mailed by certified mail, return receipt requested, delivery restricted, with postage prepaid thereon, addressed to:

Mr. Mark A. Johnson
Edward Jones
1242 N. Interstate Dr.
Norman, OK 73072

The undersigned also hereby certifies that on the 28th day of May, 2009, a true and correct copy of the above and foregoing *Notice of Opportunity for Hearing* and the *Enforcement Division Recommendation* were mailed by first class mail, with postage prepaid thereon, addressed to:

Ms. Rhonda Henry-Webb
Senior Regulatory Attorney
Edward Jones
1245 JJ Kelley Memorial Dr.
St. Louis, MO 63131-3600


Brenda London, Paralegal

STATE OF OKLAHOMA
DEPARTMENT OF SECURITIES
THE FIRST NATIONAL CENTER
120 N. ROBINSON, SUITE 860
OKLAHOMA CITY, OKLAHOMA 73102



In the Matter of:

Mark A. Johnson (CRD No. 2842194),

Respondent.

ODS File No. 09-047

ENFORCEMENT DIVISION RECOMMENDATION

Pursuant to Section 1-602 of the Oklahoma Uniform Securities Act of 2004 (“Act”), Okla. Stat. tit. 71, §§ 1-101 through 1-701 (Supp. 2004), the Enforcement Division of the Oklahoma Department of Securities (“Department”) conducted an investigation into the activities of Mark A. Johnson (“Respondent”), in connection with the offer and/or sale of securities in and/or from Oklahoma. Based thereon, the Enforcement Division submits the following Findings of Fact, Authorities, and Conclusions of Law to the Administrator of the Department (“Administrator”) in support of sanctions against Respondent.

Findings of Fact

1. Respondent is currently registered under the Act as an agent and investment adviser representative of Edward Jones and has been since April 1997 and March 2007, respectively. At all times material hereto, Respondent has been registered with the Financial Industry Regulatory Authority (“FINRA”). Respondent operates from a branch office of Edward Jones in Norman, Oklahoma.
2. An Oklahoma resident (the “Investor”) opened a self-directed, traditional, individual retirement account with Edward Jones in May 2008 (the “IRA”). Respondent was the Edward Jones financial advisor assigned to the IRA. On June 4, 2008, the Investor funded the IRA with a rollover from her employer sponsored retirement account in the amount of \$27,544.78.
3. Respondent did not have discretionary trading authorization with respect to the IRA.
4. On June 24, 2008, Respondent called the Investor and solicited the purchase of shares in three (3) mutual funds (the “Mutual Funds”) in the IRA. The Investor did not give authorization to Respondent to purchase the Mutual Funds.
5. On June 24, 2008, Respondent purchased the Mutual Funds in the IRA without the Investor’s knowledge or authorization. The purchases totaled \$27,527.63.

6. Respondent received commissions totaling \$478.55 from the purchase of the Mutual Funds.

7. The Investor transferred the IRA from Edward Jones in November 2008. The Mutual Funds were transferred in-kind. As of March 31, 2009, the Investor had an unrealized loss of approximately \$11,667 on the purchase of the Mutual Funds.

To the extent any of these Findings of Fact are more properly characterized as Conclusions of Law, they should be so considered.

Authorities

1. Rule 660:11-5-42 of the Rules of the Oklahoma Securities Commission and the Administrator of the Department of Securities (as amended July 1, 2007) ("Rules") states, in pertinent part:

(a) Purpose. This rule is intended to set forth the standards of ethical practices for broker-dealers and their agents. Any noncompliance with the standards of ethical practices specified in this section will constitute unethical practices in the securities business; however, the following is not intended to be a comprehensive listing of all specific events or conditions that may constitute such unethical practices. The standards shall be interpreted in such manner as will aid in effectuating the policy and provisions of the Securities Act, and so as to require that all practices of broker-dealers, and their agents, in connection with their activities in this state shall be just, reasonable and not unfairly discriminatory.

(b) Standards.

(1) A broker-dealer and his agents, in the conduct of his business, shall observe high standards of commercial honor and just and equitable principles of trade. A broker-dealer and his agents shall not violate any federal securities statute or rule or any rule of a national securities exchange or national securities association of which it is a member with respect to any customer, transaction or business effected in this state.

* * *

2. FINRA IM-2310-2 states, in pertinent part:

(a)(1) Implicit in all member and registered representative relationships with customers and others is the fundamental responsibility for fair dealing. Sales efforts must therefore be undertaken only on a basis that can be judged as being within the ethical standards of the Association's Rules, with particular emphasis on the requirement to deal fairly with the public.

(2) This does not mean that legitimate sales efforts in the securities business are to be discouraged by requirements which do not take into account the variety of circumstances which can enter into the member-customer relationship. It does mean, however, that sales efforts must be judged on the basis of whether they can be reasonably said to represent fair treatment for the persons to whom the sales efforts are directed, rather than on the argument that they result in profits to customers.

(b) District Business Conduct Committees and the Board of Governors have interpreted the Rules, taken disciplinary action and imposed penalties in many situations where members' sales efforts have exceeded the reasonable grounds of fair dealing. Some practices that have resulted in disciplinary action and that clearly violate this responsibility for fair dealing are set forth below, as a guide to members:

* * *

(4) Fraudulent Activity

(A) Numerous instances of fraudulent conduct have been acted upon by the Association and have resulted in penalties against members. Among some of these activities are:

* * *

(iii) Unauthorized Transactions

Causing the execution of transactions which are unauthorized by customers or the sending of confirmations in order to cause customers to accept transactions not actually agreed upon.

3. Section 1-411 of the Act provides, in pertinent part:

B. If the Administrator finds that the order issued is in the public interest and subsection D of this section authorizes the action an order issued under this act may revoke, suspend, condition, or limit the registration of a registrant and if the registrant is a broker-dealer or investment adviser, any partner, officer, or director, any person having a similar status or performing similar functions, or any person directly or indirectly controlling the broker-dealer or investment adviser. However, the Administrator:

1. May not institute a revocation or suspension proceeding under this subsection based on an order issued by another state that

is reported to the Administrator or designee later than one year after the date of the order on which it is based; and

2. Under subparagraphs a and b of paragraph 5 of subsection D of this section may not issue an order on the basis of an order under the state securities act of another state unless the other order was based on conduct for which subsection D of this section would authorize the action had the conduct occurred in this state.

C. If the Administrator finds that the order is in the public interest and paragraphs 1 through 6, 8, 9, 10, 12 or 13 of subsection D of this section authorizes the action, an order under this act may censure, impose a bar, impose a civil penalty in an amount not to exceed a maximum of Five Thousand Dollars (\$5,000.00) for a single violation or Two Hundred Fifty Thousand Dollars (\$250,000.00) for multiple violations on a registrant, and/or recover the costs of the investigation from a registrant and if the registrant is a broker-dealer or investment adviser, from any partner, officer, or director, any person having a similar function or any person directly or indirectly controlling the broker-dealer or investment adviser.

D. A person may be disciplined under subsections A through C of this section if the person:

* * *

2. Has willfully violated or willfully failed to comply with this act or the predecessor act or a rule adopted or order issued under this act or the predecessor act within the previous ten (10) years[.]

Conclusions of Law

1. Respondent engaged in unethical practices in connection with the purchase of the Mutual Funds in the IRA, in violation of Rule 660:11-5-42.

2. The Administrator is authorized to suspend Respondent's registrations under the Act and/or impose a civil penalty against Respondent, pursuant to Section 1-411 of the Act.

3. It is in the public interest for the Administrator to suspend Respondent's registrations under the Act and/or impose a civil penalty against Respondent.

To the extent any of these Conclusions of Law are more properly characterized as Findings of Fact, they should be so considered.

WHEREFORE, it is recommended that the Administrator issue an order suspending Respondent's registrations under the Act for three (3) business days and/or imposing a civil penalty in the amount of \$5,000 against Respondent and/or impose such other sanctions as appropriate and authorized by law.

Dated this 27th day of May, 2009.

Respectfully submitted,



Terra Shamas Bonnell
Enforcement Attorney
Oklahoma Department of Securities
120 North Robinson, Suite 860
Oklahoma City, OK 73102
Telephone: (405) 280-7700
Facsimile: (405) 280-7742