

BUCKINGHAM FINANCIAL GROUP, INC.



INVESTMENT ADVISORY DISCLOSURE

Interstate Executive Center · 6856 Loop Road · Dayton, OH 45459-2159
Phone 937-435-2742 · 1-800-354-6837 · Fax 937-435-3083
www.buckinghamfinancial.com

Uniform Application for Investment Adviser Registration

Part II - Page 1

Name of Investment Adviser: Buckingham Financial Group, Inc.				
Address: (Number and Street)	(City)	(State)	(Zip Code)	Area Code: Telephone number:
6856 Loop Road	Dayton	OH	45459-2159	(937) 435-2742

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. (See instructions 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	55 %
<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 checked="" type="checkbox"/>	(7) On more than an occasional basis, furnishes advice to clients on matters not involving securities	40 %
<input type="checkbox"/>	(8) Provides a timing service	_____ %
<input checked="" type="checkbox"/>	(9) Furnishes advice about securities in any manner not described above	5 %

(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 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 | <input type="checkbox"/> I. Options contracts on: |
| <input checked="" type="checkbox"/> (2) securities traded over-the-counter | <input type="checkbox"/> (1) securities |
| <input checked="" type="checkbox"/> (3) foreign issuers | <input checked="" type="checkbox"/> (2) commodities |
| <input checked="" type="checkbox"/> B. Warrants | <input type="checkbox"/> J. Futures contracts on: |
| <input checked="" type="checkbox"/> C. Corporate debt securities (other than commercial paper) | <input checked="" type="checkbox"/> (1) tangibles |
| <input type="checkbox"/> D. Commercial paper | <input checked="" type="checkbox"/> (2) intangibles |
| <input checked="" type="checkbox"/> E. Certificates of deposit | <input type="checkbox"/> K. Interests in partnerships investing in: |
| <input checked="" type="checkbox"/> F. Municipal securities | <input checked="" type="checkbox"/> (1) real estate |
| <input type="checkbox"/> G. Investment company securities: | <input checked="" type="checkbox"/> (2) oil and gas interests |
| <input checked="" type="checkbox"/> (1) variable life insurance | <input checked="" 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 checked="" 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 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 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 checked="" 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

(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
- year of birth
- formal education after high school
- 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 checked="" type="checkbox"/> (1) broker-dealer | <input checked="" type="checkbox"/> (7) accounting firm |
| <input type="checkbox"/> (2) investment company | <input type="checkbox"/> (8) law firm |
| <input checked="" type="checkbox"/> (3) other investment adviser | <input checked="" 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 advisor 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 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

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

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.

Financial Planning is not a service that is ongoing in nature in that it does not provide for continual and ongoing internal portfolio reviews and recommendations as with the Investment Management Services offered by Buckingham Capital Management. However, the Financial Planning advice provided to Clients may include recommendations for annual reviews and updates. Buckingham Financial Group's engagement for services may include a complimentary review at the end of the first year or more frequently, and these meetings are initiated by the Client. Otherwise, Clients are welcome to secure additional services under a new engagement.

If engaged to provide reviews, Buckingham Financial Group will provide review services that encompass one or more of the following services: Current tax and cash flow analysis; investment recommendations; tax planning recommendation and risk management.

Financial Planning Services, communication that is advisory in nature, and reviews are provided by the Advisory Representatives of the Firm, under the direction of Jay A. Buckingham, President and Principal of the Firm.

Administrative personnel may assist with general Client and administrative services under the direction of Jay A. Buckingham, CEO and Managing Principal of the Firm.

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

Clients receive standard account and transaction statements from their broker/dealer and custodian. Buckingham Financial Group may draft a report detailing the financial planning recommendations based upon certain components of a financial plan, depending upon the nature of services requested. Financial Planning reports or plans may include an assessment of the Client's objectives and concerns, a statement of the Client's assets and liabilities along with the relevant financial data, and generic or specific investment recommendations.

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 type="checkbox"/> | <input checked="" type="checkbox"/> |
| | Yes | No |
| (2) amount of the securities to be bought or sold? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| | Yes | No |
| (3) broker or dealer to be used? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| | Yes | No |
| (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 | No |
| | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| B. directly or indirectly compensates any person for client referrals? | Yes | No |
| | <input checked="" type="checkbox"/> | <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; 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: Buckingham Financial Group, Inc.	SEC File Number: 801-61297	Date: 06/01/2009
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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 applicant exactly as stated in Item 1A of Part I of Form ADV: Buckingham Financial Group, Inc.	IRS Empl. Ident. No.: 31-1657722
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Item of Form (identify)	Answer
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1.D

Advisory Services and Fees

Buckingham Financial Group, Inc. ("*Buckingham Financial Group*") provides fee-based **Consultation Services, Financial Planning Services, Seminars, and Educational Workshops.**

Buckingham Financial Group offers a range of financial services to Clients. The Company will review the Client's present financial situation, will advise Clients on what they have and how it affects their total financial plan, and the effect on Clients' cash flow and long-range goals and objectives. The services of the Advisor may include a complimentary meeting to review the Client's basic needs and the services of the Advisor. Investment Advisory Services are initiated with a Client Agreement or Engagement Letter executed by the Client and the Advisor.

Buckingham Financial Group provides **Financial Planning** advice on issues relating to income, investments, retirement planning, college funding, tax planning, estate planning, securities, risk management issues, fringe benefit programs, business issues, and real estate.

Due to the current economic and tax situation and increasing cost of health insurance, Buckingham Financial Group, Inc. does not produce comprehensive financial plans. Our belief is on-going and module financial planning will produce better planning for our clients.

Financial Planning services generally begin with extensive data gathering. Information may include: financial information from the Client including past financial history, present financial condition, and the economic goals they wish to obtain. Information gathered for review and assessment may include: Wills, trust agreements, fringe benefit programs (explanation of and current status), tax returns, business agreements, insurance policies and programs (including life, disability and medical), past and current investments (including cost basis, present value, purpose of investments and tax ramifications), investment objectives, income, expenses, obligations, financial goals, names and relationships of other Advisors (e.g., attorney, accountant, banker, etc.), family background and makeup, and anything else which affects the Client economically, based upon what we may know about the Client.

Buckingham Financial Group reviews and studies the information and a report is prepared that restates where the Client is presently situated economically and addresses each of the Client's stated objectives as well as suggests additional steps, if needed, which may be important to assist the Client in achieving his/her stated objectives. Depending upon the nature of our Agreement for services, the Firm may assist the Client on a periodic basis to re-evaluate, review and update his/her situation and mark the progress (or lack thereof) being made toward his/her financial goals.

Fees for Financial Planning will consist of an hourly fee of \$80-\$200, depending upon the nature, complexity of services, and the staff member utilized in rendering a given service. The proposed Financial Planning fees are determined at the time of engagement and clearly outlined in the Client Agreement. Generally the Firm will request a Retainer equal to 1/2 the total fee, payable upon engagement, with the balance due upon the delivery of the Plan.

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: Buckingham Financial Group, Inc.	SEC File Number: 801-61297	Date: 06/01/2009
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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 applicant exactly as stated in Item 1A of Part I of Form ADV: Buckingham Financial Group, Inc.	IRS Empl. Ident. No.: 31-1657722
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Page 2 of 10	<p>If Client circumstances or objectives change such that a new investment assessment and/or plan is required, there may be an additional charge based upon the Firm's hourly fees.</p> <p>Client may terminate the Financial Planning Agreement within 5 business days of signature. After the 5-day period, Client may terminate the Agreement upon written notice and the Client will be invoiced for any portion of time incurred by the Advisor on the development of the Plan prior to termination at the Firm's hourly rate, depending upon the complexity of services and at the discretion of the Advisor. Otherwise, Financial Planning Services terminate upon delivery of the advice or Plan, depending upon the nature of the engagement for services.</p> <p>As previously noted, Buckingham Financial Group's Financial Planning engagement may provide for updates and reviews at various times after the delivery of the initial advice or Plan. This additional service would be clearly outlined in our engagement. When the Firm agrees to provide these ongoing services, the Client is obligated to immediately notify the Firm when there has been a change in their financial condition since this may likely have an effect on the Client's Financial Plan and the advice and recommendations of the Advisor. When engaged in the delivery of services more ongoing in nature, the Advisory Firm believes that ongoing communication is essential in order to help ensure that services continue to be appropriate based upon information provided by the Client.</p> <p>When deemed suitable, Buckingham Financial Group may recommend the investment portfolio supervisory or management services of its sister firm, Buckingham Capital Management, a Registered Investment Advisory Firm. Clients are never under any obligation to utilize the services of Buckingham Capital Management but are welcome to request additional information, including the Firm's ADV Part II.</p> <p>In addition to fee-based Financial Planning Services, Buckingham Financial Group provides investment advice through individualized Consultations offered at an hourly rate or flat fee project fee. Investment Advisory Consultations can be general in nature or focused on particular areas of interest, depending upon the Client's needs.</p> <p>Fees for General Consultations are computed at the hourly rate of \$80-\$200, depending upon the complexity of services and always agreed to at the time of engagement. The fee is clearly outlined in Client Agreement. The hourly fee is billed to the next 1/4 hour.</p> <p>For larger, more time-intensive projects, the Advisor may request a retainer equal to 1/2 of the proposed project fee with the balance payable upon the delivery of services. Otherwise, fees for Consultations are due and payable upon delivery of the services.</p> <p>Consultation services may be immediately terminated upon written notice by either party and Client may only be invoiced for time incurred by the Advisor and the decision to invoice is at the discretion of the Advisor and this is at the discretion of the Advisor.</p> <p>The Advisory Representatives of Buckingham Financial Group may conduct Seminars and Educational Workshops which may include presentations on Financial Planning, various investment and insurance strategies, and college funding, estate and retirement planning or associated topics. Buckingham Financial Group may charge a fee for these services. All fees and the Firm's cancellation policy will be noted in the course offering or invitation.</p>
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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: Buckingham Financial Group, Inc.	SEC File Number: 801-61297	Date: 06/01/2009
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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 applicant exactly as stated in Item 1A of Part I of Form ADV: Buckingham Financial Group, Inc.	IRS Empl. Ident. No.: 31-1657722
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Item of Form (identify)	Answer
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Page 3 of 10	<p>Attendees are under no obligation to do so, but are welcome to engage individualized services with Buckingham Financial Group.</p> <p>The advisory fees outlined in this disclosure document represent the Buckingham Financial Group's advisory services only. Buckingham Financial Group's fees will not be based upon a share of capital gains or capital appreciation of the funds of any portion of the funds of an advisory contract (no performance-based fees). All fees paid to the Applicant for advisory services are separate from the fees and expenses charged to shareholders of mutual funds, or by the investment Advisor managing the portfolios. A complete explanation of these expenses charged by the mutual funds is contained in each mutual fund's prospectus. No portion of such fees are payable to Buckingham Financial Group. Clients are encouraged to read each fund prospectus.</p> <p>Fees are not collected for services to be performed more than six months in advance.</p> <p>Clients may also bear certain charges imposed by third parties other than Buckingham Financial Group in connections with investments made through their accounts, including but not limited to transaction fees to broker/dealers, servicing fees, 12b-1 distribution fees, sub-accounting fees and IRA and Qualified Retirement Plan fees.</p> <p>Buckingham Financial Group does not maintain discretionary authority over Clients' accounts nor has custody of Clients' funds or securities. Additionally, Clients have a direct and beneficial interest in their securities, rather than an undivided interest in a pool of securities. The Firm's sister company, Buckingham Capital Management does offer discretionary asset management services.</p> <p>The Financial Planning Services provided by the Advisor consist of advice and recommendations only. Clients may execute any advice through the broker/dealer or insurance firm of their choice. However, Advisory Representatives are available to provide helpful information and provide assistance with execution services, if requested.</p>
3.K & L	<p><u>Types of Investments</u></p> <p>The Advisor may offer advice on Limited Partnerships investing in real estate or oil and gas interests through Consultation. Consultation services may also available for investments in limited partnerships investing in manufacturing, equipment leasing, and research and development. The Advisor's advice may be limited to the review of the offering for appropriateness of investment.</p>
4.A., B., & C.	<p><u>Method of Analysis and Investment Strategies</u></p> <p>Buckingham Financial Group measures a Client's goals, risk tolerance and time horizon through an interview process in an effort to determine advice and recommendations to best fit the Client's profile. Investment strategies may be based upon a number of concepts and determined by the type of investor.</p> <p>In providing it's Financial Planning Services, Buckingham Financial Group looks to the long-</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

Applicant: Buckingham Financial Group, Inc.	SEC File Number: 801-61297	Date: 06/01/2009
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1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Buckingham Financial Group, Inc.	IRS Empl. Ident. No.: 31-1657722
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term. After Buckingham Financial Group evaluates the Clients' financial needs, the Advisor will design investment and risk-management strategies to help the Client achieve his or her financial goals.

Investment recommendations, though they may be general in nature, may include long-term and short-term purchases depending upon the individual needs of the Client.

Buckingham Financial Group's analysis of securities and advice relating thereto may be based upon information obtained from financial newspapers and magazines, research materials prepared by others, corporate rating services, and annual reports, prospectuses and filings made with the Securities and Exchange Commission. Recommendations for or purchases of investments will be based on publicly available reports and analysis. In the case of mutual funds, recommendations will be based on reports and analysis of performance and managers, and certain computerized and other models for asset allocation.

Other sources of information include tax, estate and financial planning publications and services; Department of Labor statistics; statistics published by the Federal Reserve Board; the internet and perhaps various software.

Casualty insurance (i.e. homeowners, auto, liability, etc.) is an important coverage but not an area undertaken by Buckingham Financial Group, therefore this coverage would require review by a qualified casualty firm of the Client's choice.

5.

Education and Business Background

Advisory Representatives hired by Buckingham Financial Group will be required to have the ability to successfully pass the Financial Industry Regulatory Authority, Inc ("FINRA") Series 6 (Mutual Funds and Variable Contracts Exam) or Series 7 (General Securities Exam) and the Series 63 (Blue Sky Law Exam), and the Series 65 (Investment Advisor Law Exam) or Series 66 (Combo Blue Sky/Investment Advisor Law Exam), and obtain the proper Life, Disability and Variable licenses. Standards are based upon educational background and experience. Also weight is given to persons with advanced training such as law, accounting or work toward a designation such as the CFP (Certified Financial Planner); CFA (Certified Financial Analyst); CLU (Chartered Life Underwriter); ChFC (Chartered Financial Consultant); or a CTFA (Certified Trust & Financial Advisor). Primary requirements may include a college degree preferably in business or financial planning. Consideration is given to persons without the listed credentials or education.

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: Buckingham Financial Group, Inc.	SEC File Number: 801-61297	Date: 06/01/2009
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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 applicant exactly as stated in Item 1A of Part I of Form ADV: Buckingham Financial Group, Inc.	IRS Empl. Ident. No.: 31-1657722
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6.

Education and Business Background (CEO and Managing Principal of the Firm):

Jay A. Buckingham, CEO, Managing Principal Year of Birth: 1955

Examinations/Professional Designations:

OH: Life, Disability and Variable Contracts Insurance Licenses

FINRA: Series 6; 7; 22; 24; 63 and 65

Certified Financial Planner (CFP)

Education:

Sinclair/Wright State University, Dayton, OH

Attended; Business

Business:

Buckingham Financial Group, Dayton, OH, CEO, Managing Principal

Registered Investment Advisor 1987 - Present

Buckingham Capital Management, Dayton, OH, CEO, Managing Principal

Registered Investment Advisor 1999 - Present

Weston Insurance Agency, Dayton, OH, Partner

Insurance Agency 2003 – 2004

Buckingham Tax Services, d/b/a Weston and Company CPAs, Dayton, OH Partner

Tax Services Firm 1998 - Present

Buckingham Insurance Agency, Inc., Dayton, OH, CEO, Managing Principal

Insurance Services 1987 - Present

Buckingham & Company, Inc., Dayton, OH, CEO, Managing Principal

Holding Company 1987 – Present

NRP Financial Corp., Bryan, OH, Registered Representative

Broker/Dealer 2002 - 2009

Capital Investment Group, Inc., Raleigh, NC Registered Representative

Broker/Dealer 2009 – Present

Sunrise Technology, Inc., Dayton, OH, CEO, Managing Principal

Technology Company 1999 - Present

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: Buckingham Financial Group, Inc.	SEC File Number: 801-61297	Date: 06/01/2009
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1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Buckingham Financial Group, Inc.	IRS Empl. Ident. No.: 31-1657722
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Education and Business Background (Financial Advisors):

Janet C. Steinke Year of Birth: 1967

Examinations/Professional Designations:

OH: Life and Health Insurance Licenses

FINRA: Series 6; 7; 63 and 65

Certified Financial Planner (CFP)

Education:

Purdue University, West Lafayette, IN

B.S. Financial Planning (1991)

Business:

Buckingham Financial Group, Dayton, OH, Advisory Representative

Registered Investment Advisor 1996 - Present

Buckingham Capital Management, Dayton, OH, Senior Financial Advisor

Registered Investment Advisor 1999 - Present

Buckingham Insurance Agency, Inc., Dayton, OH, Agent

Insurance Services 1993 - Present

Buckingham & Company, Inc., Dayton, OH, Employee

Holding Company 1993 - Present

NRP Financial Corp., Bryan, OH, Registered Representative

Broker/Dealer 2002 – 2009

Capital Investment Group, Inc., Raleigh, NC Registered Representative

Broker/Dealer 2009 – Present

Melissa L. Mueller Year of Birth – 1984

Examinations/Professional Designations:

Certified Financial Planner (CFP)

Level II CFA Candidate

Education

Wright State University, Dayton, OH. B.S. Financial Services (2005)

Business:

Buckingham Financial Group, Dayton, OH, V.P. of Financial Planning 2004-Present

Buckingham & Company, Inc., Dayton, OH, Employee 2004-Present

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: Buckingham Financial Group, Inc.	SEC File Number: 801-61297	Date: 06/01/2009
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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 applicant exactly as stated in Item 1A of Part I of Form ADV: Buckingham Financial Group, Inc.	IRS Empl. Ident. No.: 31-1657722
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7.A, B & C
8.C(1) & (3)

Other Business Activities and Affiliations

The Advisory Representatives of Buckingham Financial Group concentrate the majority of their efforts (Approximately 90% of their time) toward sales of investments and investment advisory services.

The Advisory Representatives of Buckingham Financial Group may be licensed to provide insurance services to Clients. Insurance products are provided to Clients for personal, estate and business need to minimize Clients' exposure to identified risks.

Although Clients are under no obligation to purchase insurance products recommended by Buckingham Financial Group, however, Clients often do purchase such products when the needs arise. For Clients of Buckingham Financial Group who do purchase such products causing commissions to be generated, such commissions are paid to the Advisory Representatives. For those Advisory Representatives who are insurance licensed, this activity accounts for approximately 10% of their time.

Certain Advisory Representatives of Buckingham Financial Group are Certified Public Accountants and Accountants and while this activity varies throughout the year, they may be primarily engaged in the delivery of professional tax, accounting and consultation services outside of the Investment Advisory Firm. Jay A. Buckingham, CEO and Managing Director of Buckingham Financial Group has an ownership interest in an affiliated accounting firm, Weston & Company CPAs. Clients are never under any obligation to utilize the services offered by Weston & Company CPAs, but are welcome to engage services when the needs arise, under a separate agreement with the Firm.

The Advisory Representatives of Buckingham Financial Group are Registered Representatives of Capital Investment Group, Inc. a registered full service, general securities broker/dealer and Member of the Financial Industry Regulatory Authority, Inc. (FINRA) and SIPC. Capital Investment Group, Inc. is a diversified financial services company engaged in the sale of investment products.

The Advisory Representatives of Buckingham Financial Group may recommend securities or insurance products offered by Capital Investment Group, Inc., and will receive the normal commissions if products are purchased through them; Thus a conflict of interest may exist between their interests and those of Advisory Clients. Clients are under no obligation to purchase products recommended by Advisory Representatives or to purchase products either through Buckingham Financial Group or Capital Investment Group, Inc.

Under the rules and regulations of FINRA, Capital Investment Group, Inc., has obligations to maintain records and perform other functions regarding certain aspects of the investment advisory activities of its registered representatives in relation to certain advisory accounts for which its Registered Representatives provide investment advice.

Capital Investment Group, Inc. may charge the Advisor/Advisory Representative (not the Client) a portion of the advisory fees it receives for the functions Capital Investment Group, Inc. is required to carry out by FINRA. This fee will not increase execution or brokerage charges to the Client or the fee the Client has agreed to pay Buckingham Financial Group

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pursuant to the Client's advisory agreement.

Capital Investment Group, Inc. is also affiliated with multiple Registered Investment Advisory Firms. The Advisory Representatives of Buckingham Financial Group are not Advisory Representatives of Capital Investment Group, Inc.

Buckingham Financial Group, Inc. is affiliated with a sister company, Buckingham Capital Management, an Investment Advisor registered with the Securities and Exchange Commission. Buckingham Capital Management is primarily engaged in the delivery of Investment Supervisory and Management Services. Clients are never obligated to, but are welcome to request information on the professional investment services offered by our related entity.

9.B., D., & E

Participation or Interest in Client Transactions

As noted at Item 8.C(1), the Advisory Representatives of Buckingham Financial Group are Registered Representatives of Capital Investment Group, Inc. and may suggest that Clients place transactions through Capital Investment Group, Inc.. If Client transactions are executed through Capital Investment Group, Inc., Buckingham Financial Group's Advisory Representatives (who are Registered Representatives) may receive normal commissions, thus a conflict of interest exists between our interests and that of our Clients.

Advisory Representatives of Buckingham Financial Group may also be licensed insurance representatives with a sister company, Buckingham Insurance Agency. If insurance products are placed with Clients of the Firm, Advisory Representatives may earn normal commissions.

Clients are under no obligation to purchase products we may recommend through Buckingham Financial Group, Capital Investment Group, Inc or various insurance companies. Certain programs offered by the Registered Representatives of the Firm involve investments in mutual funds that are approved by Capital Investment Group, Inc, however, Capital Investment Group, Inc does not require its Registered Representatives to offer such products to Clients.

Clients should be aware that they may incur other fees to unaffiliated third parties such as retirement plan administrative fees, deferred sales charges on mutual funds initially deposited into the account, 12(b)(1) fees and other mutual fund fees as described in the Prospectus of each fund. The Client will bear charges and the fees/charges of other programs which may involve investments in mutual funds. This also applies to programs that may maintain cash balances in money market funds. In addition, some mutual funds may pay annual distribution charges, sometimes referred to as "12(b)(1) fees" which come from fund assets, and thus indirectly from client assets.

The Associates of Buckingham Financial Group will not receive any portion of any other transaction or administrative fees.

Since Associates may receive a commission on load funds, this may represent incentive to recommend load funds in favor of funds without a load. Thus, a conflict of interest exists

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Page 9 of 10	<p>between Buckingham Financial Group and those of its Clients. However, the Advisory Representatives of Buckingham Financial Group acknowledge the fiduciary responsibility to obtain best execution on behalf of Clients.</p> <p>At times the interests of the Advisor or related persons' accounts may coincide with the interests of Clients' accounts, however at no time will the Advisor or any related person receive an added benefit or advantage over Clients with respect to these transactions. In any case, the Advisor will generally be "last in" or "last out" for the trading day. The Firm maintains records of personal securities transactions. The Investment Advisor strictly prohibits insider trading.</p>
12.B	<p><u>Brokerage Recommendations</u></p> <p>The Advisory Representatives of Buckingham Financial Group are Registered Representatives of Capital Investment Group, Inc, a registered full service securities broker/dealer providing a full range of financial products to Clients, including stocks, bonds, mutual funds, variable life and variable annuity products.</p>
13.A	<p><u>Additional Compensation</u></p> <p>As previously noted, the Advisory Representatives are Registered Representatives of Capital Investment Group, Inc and may be licensed Insurance Representatives. If Client transactions are executed through Capital Investment Group, Inc or any insurance company with whom Representatives are licensed, Buckingham Financial Group Advisory Representatives may receive normal commissions.</p> <p>Buckingham Financial Group does not have any verbal or written agreements whereby it receives soft dollars for utilizing any broker/dealer firm. Buckingham Financial Group does not pay for any research received from Capital Investment Group, Inc or any other broker/dealer. The Advisory Representatives of Buckingham Financial Group who are Registered Representatives or Insurance Representatives may be eligible to receive various incentives that may be based upon production levels. These incentives may include marketing reimbursements, educational conference trips or discounts on various software or investment-related research materials.</p>
13.B	<p><u>Referral Relationships</u></p> <p>Buckingham Financial Group may have a formal relationship with one or more persons or firms who may refer potential clients to the firm. At the time of the recommendation the Solicitor will deliver to prospective clients, Buckingham Financial Group's Form ADV Part II and a compensation disclosure document and any other documents as may be required by rule or regulation. The fees Buckingham Financial Group may pay to any Solicitor does not affect the advisory fees paid by clients.</p>
Privacy Statement	<p><u>Privacy of Consumer Financial Information</u></p> <p>Buckingham Financial Group, is a Registered Investment Advisory Firm covered under the</p>

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Page 10 of 10	<p>definition of a “financial institution” under the Gramm-Leach-Bliley Act. Buckingham Financial Group is therefore subject to the rules of privacy imposed under the Act. The Privacy Act and associated regulatory rules (such as the Securities and Exchange Commission’s Regulation S-P, the “Privacy Rule”) require every broker, dealer, investment company, and registered investment Advisor to adopt policies and procedures reasonably designed to safeguard customer records and information. Buckingham Financial Group maintains compliance under the Act and SEC’s Privacy Rule.</p> <p>The Associated of Persons of Buckingham Financial Group understand that the sharing of nonpublic personal information is an act of trust. Buckingham Financial Group values its Clients’ trust and confidence and carefully handles the nonpublic personal information the Firm may possess. This information generally will include:</p> <ul style="list-style-type: none"> ➤ Information provided from applications, forms and other information provided to us either verbally or in writing, and include but are not limited to your name, address, phone number, account information, social security number, employment, assets, income and debt; ➤ Information about your transactions, accounts, trading activity and parties to transactions ➤ Information from other outside sources; ➤ Any other information that is deemed to be nonpublic personal information as defined by the Gramm-Leach-Bliley Act and by the SEC’s Privacy Rule, to which most state-regulated Investment Advisory Firms defer. <p>All information provided by Clients to Buckingham Financial Group, (including the Firm’s Associated Persons), and information and advice furnished by the Firm to Clients, shall be treated as confidential and shall not be disclosed to unaffiliated third parties, except as permitted by Clients with written authorization, by application to facilitate the advisory services offered through the Firm, or as required by any rule, regulation or law of any regulatory or self–regulatory organization of which Buckingham Financial Group or its associated persons may be subject.</p> <p>Access to Client records are restricted to only those Advisory Representatives or administrative personnel who have a need to access such information in order to deliver the investment advisory and administrative services we provide. Additionally, the offices and records of the Firm are secured during non-business hours.</p> <p>Clients are welcome to discuss any questions or concerns they may have about the Firm’s privacy policies and procedures, directly with Jay A. Buckingham, the CEO and Managing Principal of the Firm.</p> <p style="text-align: center;">END OF SCHEDULE F</p>
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