



Buckingham
Financial
Group, Inc.

Part 2A of Form ADV: *Firm Brochure*

Buckingham Financial Group, Inc.

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03/25/2011

This brochure provides information about the qualifications and business practices of Buckingham Financial Group, Inc. If you have any questions about the contents of this brochure, please contact us at 937-435-2742 or service@buckinghamfinancial.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about Buckingham Capital Management, Inc. also is available on the SEC's website at www.adviserinfo.sec.gov. You can search this site by a unique identifying number, known as a CRD number. Our firm's CRD number is 117982.

Item 2 Material Changes

The SEC adopted "Amendments to Form ADV" in July, 2010. This Firm Brochure, dated 03/25/2011, is our new disclosure document prepared according to the SEC's new requirements and rules. As you will see, this document is a narrative that is substantially different in form and content, and includes some new information that we were not previously required to disclose.

After our initial filing of this Brochure, this Item will be used to provide our clients with a summary of new and/or updated information. We will inform you of the revision(s) based on the nature of the updated information.

Consistent with the new rules, we will ensure that you receive a summary of any material changes to this and subsequent Brochures within 120 days of the close of our business' fiscal year. Furthermore, we will provide you with other interim disclosures about material changes as necessary.

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Item 4 Advisory Business

Buckingham Financial Group, Inc. (“Buckingham Financial Group” or “BFG”) is an SEC-registered investment adviser with its principal place of business located in Ohio. Buckingham Financial Group, Inc. began conducting business in 1987.

Listed below are the firm's principal shareholders (i.e., those individuals and/or entities controlling 25% or more of this company).

- Jay Allen Buckingham, CEO and Chief Compliance Officer
- Buckingham & Company, Inc., Shareholder

We offer the following advisory services to our clients:

Financial Planning Services

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.

Buckingham Financial Group, Inc. does not produce comprehensive financial plans. Our belief is on-going financial planning will help you reach your long term financial goals.

Financial Planning services generally begin with extensive data gathering. 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
- Financial obligations
- Financial goals
- Names and relationships of other Advisors (e.g., attorney, accountant, banker, etc.)
- Family background and makeup
- Anything else which affects you economically, based upon what we may know about you

Buckingham Financial Group reviews your information and prepares a report that restates your present economic situation and addresses each of your stated objectives. This report will suggest additional steps, which may be important to achieve your stated objectives.

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, college funding, estate and retirement planning. Buckingham Financial Group may charge a fee for these services. All fees and the cancellation policy will be noted in the course offering or invitation. Attendees are under no obligation to do so, but are welcome to engage individualized services with Buckingham Financial Group.

Item 5 Fees and Compensation

Fees for Financial Planning are billed based on an hourly fee of \$80-\$200, depending upon the nature, complexity of services, and the staff members utilized. The proposed Financial Planning fees are determined at the time of engagement and clearly outlined in your Client Agreement. Buckingham Financial Group may request a retainer equal to ½ the total fee, payable upon engagement, with the balance due upon the delivery of the Plan.

If your circumstances or objectives change such that a new investment assessment and/or plan are required, there may be an additional charge based upon our hourly fees.

You may terminate the Financial Planning Agreement within 5 business days of signature. After the 5-day period, you may terminate the Agreement upon written notice. You will be invoiced for any time incurred by us prior to termination at our 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.

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.

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.

Consulting Fees

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 your needs.

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.

For larger, more time-intensive projects, we may request a retainer equal to ½ 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.

Consultation services may be immediately terminated upon written notice by either party, the Client may be invoiced for time incurred. The decision to invoice is at the discretion of the Advisor.

Limited Negotiability of Advisory Fees: Although we have established the hourly rates, we retain the discretion to negotiate fees on a client-by-client basis. Your facts, circumstances and needs will be considered in determining the fee schedule. The specific hourly rates will be identified in our contract.

Discounts not generally available to our advisory clients may be offered to family members and friends of associated persons of our firm.

GENERAL INFORMATION

Termination of the Advisory Relationship: A client agreement may be canceled at any time, by either party, for any reason upon receipt of written notice. As disclosed above, certain fees may be paid in advance of services provided. Upon termination of any account, any prepaid, unearned fees will be promptly refunded, and any earned, unpaid fees will be due and payable. In calculating a client's reimbursement of fees, we will pro rate the reimbursement according to the number of hours not spent on the contracted services.

Mutual Fund Fees: All fees paid to Buckingham Financial Group, Inc. for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds and/or ETFs to their shareholders. These fees and expenses are described in each fund's prospectus. These fees will generally include a management fee, other fund expenses, and a possible distribution fee. If the fund also imposes sales charges, a client may pay an initial or deferred sales charge. A client could invest in a mutual fund directly, without our services. In that case, the client would not receive the services provided by our firm which are designed, among other things, to assist the client in determining which mutual fund or funds are most appropriate to each client's financial condition and objectives. Accordingly, the client should review both the fees charged by the funds and our fees to fully understand the total amount of fees to be paid by the client and to thereby evaluate the advisory services being provided.

Additional Fees and Expenses: In addition to our advisory fees, clients are also responsible for the fees and expenses charged by custodians and imposed by broker dealers, including, but not limited to, any transaction charges imposed by a broker dealer with which an independent investment manager effects transactions for the client's account(s). Please refer to the "Brokerage Practices" section (Item 12) of this Brochure for additional information.

Advisory Fees in General: Clients should note that similar advisory services may (or may not) be available from other registered (or unregistered) investment advisers for similar or lower fees.

Limited Prepayment of Fees: Under no circumstances do we require or solicit payment of fees in excess of \$1200 more than six months in advance of services rendered.

Item 6 Performance-Based Fees and Side-By-Side Management

Buckingham Financial Group, Inc. does not charge performance-based fees.

Item 7 Types of Clients

Buckingham Financial Group, Inc. provides advisory services to the following types of clients:

- Individuals (other than high net worth individuals)
- High net worth individuals

Item 8 Methods of Analysis, Investment Strategies and Risk of Loss

Buckingham Financial Group measures your goals, risk tolerance and time horizon through an interview process in an effort to determine advice and recommendations to best fit your profile. Investment strategies may be based upon a number of concepts and determined by the type of investor.

After Buckingham Financial Group evaluates your financial needs, we will design investment and risk-management strategies to help you achieve your long-term financial goals.

Investment recommendations, though they may be general in nature, may include long-term and short-term purchases depending upon your individual needs. Buckingham Financial Group's analysis of securities and 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 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 your choice.

Item 9 Disciplinary Information

We are required to disclose any legal or disciplinary events that are material to a client's or prospective client's evaluation of our advisory business or the integrity of our management.

Our firm and our management personnel have no reportable disciplinary events to disclose.

Item 10 Other Financial Industry Activities and Affiliations

Our Advisory Representatives 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. You are under no obligation to purchase insurance products recommended by Buckingham Financial Group. Clients of Buckingham Financial Group who purchase such products cause commissions to be generated, and 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 affiliated with Weston & Co. CPAs, LLC ("Weston"). Jay A. Buckingham, CEO and Managing Principal of Buckingham Financial Group, is an employee/consultant for Weston. Buckingham Financial Group typically recommends Weston to advisory clients in need of accounting services. Accounting services provided by Weston are separate and distinct from our advisory services, and are provided for separate and typical compensation. There are no referral fee arrangements between our firms for these recommendations. No Buckingham Financial Group client is obligated to use Weston for any accounting services and conversely, no accounting client is obligated to use the advisory services provided by us. Weston's accounting services do not include the authority to sign checks or otherwise disburse funds on any of our advisory client's behalf. The amount of time our Advisory Representatives who are affiliated with Weston spend on this activity varies dramatically throughout the year; it is likely that these individuals will spend the majority of their time on this activity in the months leading up to April 15.

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

In their separate capacity as Registered Representatives of Capital Investment Group, these Advisory Representatives of Buckingham Financial Group may recommend securities or insurance products offered by Capital Investment Group, and may receive the normal commissions if products are purchased through them. Clients are under no obligation to purchase products recommended by Advisory Representatives or to purchase products through Capital Investment Group.

Neither Buckingham Financial Group nor its Advisory Representatives share in any commissions, 12b-1 fees or other compensation generated from the purchase or sale of securities in Portfolio Management accounts.

Under the rules and regulations of FINRA, Capital Investment Group 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 may charge the Advisor/Advisory Representative (not the Client) a portion of the advisory fees it receives for the functions Capital Investment Group is required to carry out by the 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. Capital Investment Group is also affiliated with multiple Register Investment Advisory firms. The advisory representatives of Buckingham Financial Group are not advisory representatives of Capital Investment Group.

Buckingham Financial Group, Inc. is affiliated with a sister company, Buckingham Capital Management, Inc. an Investment Advisor registered with the Securities and Exchange Commission. The advisory services delivered by Buckingham Capital Management, Inc. are distinct from those provided by our firm and are provided for separate compensation. Buckingham Capital Management, Inc.'s advisory services may be recommended to our clients for whom it is appropriate. There are no referral fee arrangements between our firm and Buckingham Financial Group, Inc. However, a conflict of interest is created by this arrangement in that, should a Buckingham Financial Group client use the investment advisory services of Buckingham Capital Management, Inc., Buckingham Financial Group's parent company and those individuals who are Advisory Representatives of both Buckingham Financial Group, Inc. and Buckingham Capital Management will receive additional compensation. No Buckingham Financial Group, Inc. client is obligated to use Buckingham Capital Management, Inc. or its services. Clients interested in Buckingham Capital Management's advisory services should refer to Buckingham Capital Management's Disclosure Brochure for details regarding that firm's services and fees.

You should be aware that the receipt of additional compensation by Buckingham Financial Group, Inc. and its management persons or employees creates a conflict of interest that may impair the objectivity of our firm and these individuals when making advisory recommendations. Buckingham Financial Group, Inc. endeavors at all times to put the interest of its clients first as part of our fiduciary duty as a registered investment adviser; we take the following steps to address this conflict:

- we disclose to clients the existence of all material conflicts of interest, including the potential for our firm and our employees to earn compensation from advisory clients in addition to our firm's advisory fees;
- we disclose to clients that they are not obligated to purchase recommended investment products from our employees or affiliated companies;
- we collect, maintain and document accurate, complete and relevant client background information, including the client's financial goals, objectives and risk tolerance;
- our firm's management conducts regular reviews of each client account to verify that all recommendations made to a client are suitable to the client's needs and circumstances;

- we require that our employees seek prior approval of any outside employment activity so that we may ensure that any conflicts of interests in such activities are properly addressed;
- we periodically monitor these outside employment activities to verify that any conflicts of interest continue to be properly addressed by our firm; and
- we educate our employees regarding the responsibilities of a fiduciary, including the need for having a reasonable and independent basis for the investment advice provided to clients.

Item 11 Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

We have adopted a Code of Ethics which sets forth high ethical standards of business conduct that we require of our employees, including compliance with applicable federal securities laws.

Buckingham Financial Group, Inc. and our personnel owe a duty of loyalty, fairness and good faith towards our clients, and have an obligation to adhere not only to the specific provisions of the Code of Ethics but to the general principles that guide the Code.

Our Code of Ethics includes policies and procedures for the review of quarterly securities transactions reports as well as initial and annual securities holdings reports that must be submitted by the firm's access persons. Among other things, our Code of Ethics also requires the prior approval of any acquisition of securities in a limited offering (e.g., private placement) or an initial public offering. Our code also provides for oversight, enforcement and recordkeeping provisions.

Buckingham Financial Group, Inc.'s Code of Ethics further includes the firm's policy prohibiting the use of material non-public information. While we do not believe that we have any particular access to non-public information, all employees are reminded that such information may not be used in a personal or professional capacity.

A copy of our Code of Ethics is available to our advisory clients and prospective clients. You may request a copy by email sent to service@buckinghamfinancial.com, or by calling us at 937-435-2742.

Buckingham Financial Group, Inc. and individuals associated with our firm are prohibited from engaging in principal transactions.

Buckingham Financial Group, Inc. and individuals associated with our firm are prohibited from engaging in agency cross transactions.

Our Code of Ethics is designed to assure that the personal securities transactions, activities and interests of our employees will not interfere with (i) making decisions in the best interest of advisory clients and (ii) implementing such decisions while, at the same time, allowing employees to invest for their own accounts.

Our firm and/or individuals associated with our firm may buy or sell for their personal accounts securities identical to or different from those recommended to our clients. In addition, any related person(s) may have an interest or position in a certain security(ies) which may also be recommended to a client.

It is the expressed policy of our firm that no person employed by us may purchase or sell any security prior to a transaction(s) being implemented for an advisory account, thereby preventing such employee(s) from benefiting from transactions placed on behalf of advisory accounts.

As disclosed in the preceding section of this Brochure (Item 10), related persons of our firm are separately registered as securities representatives of a broker-dealer, investment adviser representatives of another registered investment adviser, and/or licensed as an insurance agent/broker of various insurance companies. Please refer to Item 10 for a detailed explanation of these relationships and important conflict of interest disclosures.

Item 12 Brokerage Practices

The Advisory Representatives of Buckingham Financial Group, Inc 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.

The Advisory Representatives may be licensed Insurance Representatives. If Client transactions are executed through Capital Investment Group or any insurance company with whom Representatives are licenses, Buckingham Financial Group Advisory Representatives may receive normal commissions.

We do not have any soft-dollar arrangements and do not receive any soft-dollar benefits.

Buckingham Financial Group does not pay for any research received from Capital Investment Group or any other broker/dealer.

Item 13 Review of Accounts

REVIEWS: Depending upon the nature of our Agreement for services, Buckingham Financial Group may assist you on a periodic basis to re-evaluate, review and update your situation and mark the progress (or lack thereof) being made toward your financial goals. This additional service would be clearly outlined in our Agreement.

When Buckingham Financial Group agrees to provide these ongoing services, you are obligated to immediately notify us when there are changes in your financial condition since this may likely have an effect on your Financial Plan and our advice and recommendations. When engaged in the delivery of services more ongoing in nature, we believe that communication is essential in order to help ensure that services continue to be appropriate based upon information provided by you.

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

REPORTS: If engaged to provide reviews, Buckingham Financial Group may provide reports detailing financial planning recommendations based upon certain components of a financial

plan, depending up on the nature of services contracted.

Financial Planning reports or plans may include:

- Assessment of objectives and concerns
- Statement of assets and liabilities
- Current tax and cash flow analysis
- Investment recommendations
- Tax planning recommendations

Item 14 Client Referrals and Other Compensation

It is Buckingham Financial Group, Inc.'s policy not to engage solicitors or to pay related or non-related persons for referring potential clients to our firm.

OTHER COMPENSATION

In their separate capacities as registered representatives and/or insurance agents or brokers, our Advisory Representatives are eligible to receive incentive awards (including prizes such as trips or bonuses) for recommending certain types of insurance policies or other investment products that we recommend.

While we endeavor at all times to put the interest of our clients first as part of our fiduciary duty, the possibility of receiving incentive awards creates a conflict of interest, and may affect the judgment of these individuals when making recommendations.

Item 15 Custody

Our firm does not have actual or constructive custody of client accounts.

Item 16 Investment Discretion

Buckingham Financial Group does not maintain discretionary authority over Clients' accounts. Our sister company, Buckingham Capital Management, Inc. offers discretionary asset management services. The Financial Planning Services provided consist of advice and recommendations only. Clients may execute any advice through the broker/dealer or insurance firm of their choice.

Item 17 Voting Client Securities

As a matter of firm policy and practice, Buckingham Financial Group does not have any authority to and does not vote proxies on behalf of advisory clients. Clients retain the responsibility for receiving and voting proxies for any and all securities maintained in client portfolios. Buckingham Financial Group may provide advice to clients regarding the clients' voting of proxies.

Item 18 Financial Information

Buckingham Financial Group, Inc. has no financial circumstances to report.

Under no circumstances do we require or solicit payment of fees in excess of \$1200 per client more than six months in advance of services rendered. Therefore, we are not required to include a financial statement.

Buckingham Financial Group, Inc. has not been the subject of a bankruptcy petition at any time during the past ten years.

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Part 2B of Form ADV: *Brochure Supplement*

Jay A. Buckingham
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Buckingham Financial Group, Inc.
6856 Loop Road
Dayton, OH 45459-2159

03/25/2011

This brochure supplement provides information about Jay A. Buckingham that supplements the Buckingham Financial Group, Inc. brochure. You should have received a copy of that brochure. Please contact Jay A. Buckingham if you did not receive Buckingham Financial Group, Inc.'s brochure or if you have any questions about the contents of this supplement.

Additional information about Jay A. Buckingham is available of the SEC's website at www.adviserinfo.sec.gov.

Item 2. Educational Background and Business Experience

Jay A. Buckingham, CEO and Chief Compliance Officer

Year of Birth: 1955

Education:

Mr. Buckingham attended Sinclair / Wright State University with a course of study in Business.

Professional Designation:

Mr. Buckingham is a Certified Financial Planner (CFP).¹

Business Background:

CEO, Chief Compliance Officer of Buckingham Capital Management, Inc., 1999 to present.

CEO, Chief Compliance Officer, Registered Investment Advisor of Buckingham Financial Group, Inc., 08/1987 to present.

Partner of Weston Insurance Agency, 2003 to 2004.

Consultant, Weston & Co. CPAs, LLC, 1/2011 to Present (from 1998 to 2010 this firm was known as Buckingham Tax Services, Inc. d/b/a Weston Accounting Services. During that time, Mr. Buckingham was a Partner).

CEO, Managing Principal (Insurance Services) of Buckingham Agency, Inc., 1987 to present.

CEO, Managing Principal of Buckingham & Company (Holding Company), 1987 to present.

Registered Representative of Capital Investment Group, Inc., 2009 to present.

Registered Representative of NRP Financial Corp., 2002 to 4/2009.

CEO, Managing Principal of Sunrise Technology Systems, Inc., 1999 to present.

Item 3. Disciplinary Information

Mr. Buckingham does not have any history of disciplinary events.

¹ **Certified Financial Planner® (CFP®)**

The program is administered by the Certified Financial Planner Board of Standards Inc. Those with the CFP® designation have demonstrated competency in all areas of finance related to financial planning. Candidates complete studies on over 100 topics, including stocks, bonds, taxes, insurance, retirement planning and estate planning. In addition to passing the CFP certification exam, candidates must also complete qualifying work experience and agree to adhere to the CFP Board's code of ethics and professional responsibility and financial planning standards.

Item 4. Other Business Activities

Mr. Buckingham is the owner of Buckingham & Company, Inc., a holding company that owns Buckingham Financial Group and other firms.

Mr. Buckingham is the CEO and Managing Principal of Buckingham Agency, Inc., an insurance agency. Mr. Buckingham is himself a licensed insurance agent and/or broker. While our portfolio management services do not typically include advice about insurance, Mr. Buckingham, in his capacity as an insurance agent or broker, may recommend the purchase of insurance products to minimize your exposure to identified risks. You are under no obligation to purchase insurance products recommended by Mr. Buckingham. Buckingham Agency, Inc. and Mr. Buckingham will receive commissions from insurance you purchase.

Mr. Buckingham is an Employee Consultant for Weston & Co. CPAs, LLC ("Weston"). Conversely, Buckingham Financial Group, Inc. typically recommends Weston to advisory clients in need of accounting services. Accounting services provided by Weston are separate and distinct from our advisory services, and are provided for separate and typical compensation. There are no referral fee arrangements between our firms for these recommendations; however, Mr. Buckingham may receive compensation from Weston for introducing new clients. No Buckingham Financial Group, Inc. client is obligated to use Weston for any accounting services and conversely, no accounting client is obligated to use the advisory services we provide. Weston's accounting services do not include the authority to sign checks or otherwise disburse funds on any of our advisory client's behalf. Weston may discount its fees for clients of Buckingham Financial Group, Inc.

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

In his separate capacity as a Registered Representative of Capital Investment Group, Mr. Buckingham may recommend securities or insurance products offered by Capital Investment Group, and may receive the normal commissions if products are purchased through him. Clients are under no obligation to purchase products recommended by Mr. Buckingham in his capacity as a Registered Representative of Capital Investment Group or to purchase products through Capital Investment Group.

Neither Buckingham Financial Group nor Mr. Buckingham share in any commissions, 12b-1 fees or other compensation generated from the purchase or sale of securities in Portfolio Management accounts.

Mr. Buckingham is the President and an Investment Advisory Representative of a sister company, Buckingham Capital Management, Inc. an Investment Advisor registered with the Securities and Exchange Commission. The advisory services delivered by Buckingham Capital Management, Inc. are distinct from those provided by our firm and are provided for separate compensation. Buckingham Capital Management, Inc.'s advisory services may be recommended to our clients for whom it is appropriate. There are no referral fee arrangements between our firm and Buckingham Capital Management, Inc. However, a conflict of interest is created by this arrangement in that, should a Buckingham Financial Group client use the investment advisory services of Buckingham Capital Management, Inc., Buckingham Financial Group's parent company and Mr. Buckingham will receive additional compensation. No Buckingham Financial Group, Inc. client is obligated to use Buckingham Capital Management, Inc. or its services. Clients interested in Buckingham Capital Management's advisory services should refer to Buckingham Capital Management's Disclosure Brochure for details regarding that firm's services and fees.

You should be aware that the receipt of additional compensation by Buckingham Financial Group, Inc. and its management persons or employees creates a conflict of interest that may impair the objectivity of our firm and these individuals when making advisory recommendations. Buckingham Financial Group, Inc. endeavors at all times to put the interest of its clients first as part of our fiduciary duty as a registered investment adviser; we take the following steps to address this conflict:

- we disclose to clients the existence of all material conflicts of interest, including the potential for our firm and our employees to earn compensation from advisory clients in addition to our firm's advisory fees;
- we disclose to clients that they are not obligated to purchase recommended investment products from our employees or affiliated companies;
- we collect, maintain and document accurate, complete and relevant client background information, including the client's financial goals, objectives and risk tolerance;
- our firm's management conducts regular reviews of each client account to verify that all recommendations made to a client are suitable to the client's needs and circumstances;
- we require that our employees seek prior approval of any outside employment activity so that we may ensure that any conflicts of interests in such activities are properly addressed;
- we periodically monitor these outside employment activities to verify that any conflicts of interest continue to be properly addressed by our firm; and

- we educate our employees regarding the responsibilities of a fiduciary, including the need for having a reasonable and independent basis for the investment advice provided to clients.

Mr. Buckingham is also the CEO and Managing Principal of Sunrise Technology Systems, Inc., an IT design and maintenance firm. Should you need IT design and maintenance services, we may introduce you to Sunrise Technology Systems. No referral fees are paid for any such recommendation. Fees charged by Sunrise Technology Systems, Inc. to its clients are entirely separate and distinct from the advisory fees charged by Buckingham Capital Management, Inc. Sunrise Technology, Inc. may discount its fees for clients of Buckingham Capital Management.

Item 5. Additional Compensation

In his separate capacity as a Registered Representative and/or an insurance agent or broker, Mr. Buckingham is eligible to receive incentive awards (including prizes such as trips or bonuses) for recommending certain types of insurance policies or other investment products that he may recommend.

While we endeavor at all times to put the interest of our clients first as part of our fiduciary duty, the possibility of receiving incentive awards creates a conflict of interest, and may affect his judgment when making recommendations.

Item 6. Supervision

Jay A. Buckingham, CEO and Chief Compliance Officer of Buckingham Financial Group, Inc. will be responsible for all supervision, formulation and monitoring of investment advice to clients. He will review and oversee all material investment policy changes and conduct periodic testing to ensure that client objectives and mandates are being met.

Mr. Buckingham may be contacted at the following address:

Buckingham Financial Group, Inc.
6856 Loop Road
Dayton, OH 45459-2159
937-435-2742

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Part 2B of Form ADV: *Brochure Supplement*

Janet C. Steinke
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(937) 305-3210

Buckingham Financial Group, Inc.
6856 Loop Road
Dayton, OH 45459-2159

03/25/2011

This brochure supplement provides information about Janet C. Steinke that supplements the Buckingham Financial Group, Inc. brochure. You should have received a copy of that brochure. Please contact Jay A. Buckingham if you did not receive Buckingham Financial Group, Inc.'s brochure or if you have any questions about the contents of this supplement.

Additional information about Janet C. Steinke is available of the SEC's website at www.adviserinfo.sec.gov.

Item 2. Educational Background and Business Experience

Janet C. Steinke, Advisory Representative

Year of Birth: 1967

Education:

Ms. Steinke graduated from Purdue University in 1991 with a Bachelor of Science in Financial Planning.

Professional Designations:

Ms. Steinke is a Certified Financial Planner (CFP)¹

Business Background:

Advisory Representative of Buckingham Capital Management, Inc., 2005 to present.

Registered Representative of Capital Investment Group, Inc., 2009 to present.

Registered Representative of NRP Financial Corp., 2002 to 04/2009.

Financial Advisor of Buckingham Financial Group, Inc., 1996 to present.

Employee of Buckingham & Company, 1993 to present.

Agent of Buckingham Insurance Agency, 1993 to present.

Item 3. Disciplinary Information

Ms. Steinke does not have any history of disciplinary events.

Item 4. Other Business Activities

Ms. Steinke is a licensed insurance agent and/or broker, working with Capital Research Agency, Inc. While our portfolio management services do not typically include advice about insurance, Ms. Steinke, in her capacity as an insurance agent or broker, may recommended the purchase of insurance products to minimize your exposure to identified risks. You are under no obligation to purchase insurance products recommended by Ms. Steinke. Ms. Steinke will receive commissions from insurance you purchase.

¹ **Certified Financial Planner® (CFP®)**

The program is administered by the Certified Financial Planner Board of Standards Inc. Those with the CFP® designation have demonstrated competency in all areas of finance related to financial planning. Candidates complete studies on over 100 topics, including stocks, bonds, taxes, insurance, retirement planning and estate planning. In addition to passing the CFP certification exam, candidates must also complete qualifying work experience and agree to adhere to the CFP Board's code of ethics and professional responsibility and financial planning standards.

Ms. Steinke is a Registered Representative of Capital Investment Group Inc., (“Capital Investment Group”), a registered full service, general securities broker/dealer and Member of the Financial Industry Regulatory Authority, Inc. (FINRA) and SIPC. Capital Investment Group is a diversified financial services company engaged in the sale of investment products.

In her separate capacity as a Registered Representative of Capital Investment Group, Ms. Steinke may recommend securities or insurance products offered by Capital Investment Group, and may receive the normal commissions if products are purchased through him. Clients are under no obligation to purchase products recommended by Ms. Steinke in her capacity as a Registered Representative of Capital Investment Group or to purchase products through Capital Investment Group.

Neither Buckingham Financial Group nor Ms. Steinke share in any commissions, 12b-1 fees or other compensation generated from the purchase or sale of securities in Portfolio Management accounts.

You should be aware that the receipt of additional compensation by Buckingham Financial Group, Inc. and its management persons or employees creates a conflict of interest that may impair the objectivity of our firm and these individuals when making advisory recommendations. Buckingham Financial Group, Inc. endeavors at all times to put the interest of its clients first as part of our fiduciary duty as a registered investment adviser; we take the following steps to address this conflict:

- we disclose to clients the existence of all material conflicts of interest, including the potential for our firm and our employees to earn compensation from advisory clients in addition to our firm's advisory fees;
- we disclose to clients that they are not obligated to purchase recommended investment products from our employees or affiliated companies;
- we collect, maintain and document accurate, complete and relevant client background information, including the client’s financial goals, objectives and risk tolerance;
- our firm's management conducts regular reviews of each client account to verify that all recommendations made to a client are suitable to the client's needs and circumstances;
- we require that our employees seek prior approval of any outside employment activity so that we may ensure that any conflicts of interests in such activities are properly addressed;
- we periodically monitor these outside employment activities to verify that any conflicts of interest continue to be properly addressed by our firm; and
- we educate our employees regarding the responsibilities of a fiduciary,

including the need for having a reasonable and independent basis for the investment advice provided to clients.

Item 5. Additional Compensation

In her separate capacity as a Registered Representative and/or an insurance agent or broker, Ms. Steinke is eligible to receive incentive awards (including prizes such as trips or bonuses) for recommending certain types of insurance policies or other investment products that she may recommend.

While we endeavor at all times to put the interest of our clients first as part of our fiduciary duty, the possibility of receiving incentive awards creates a conflict of interest, and may affect her judgment when making recommendations.

Item 6. Supervision

Jay A. Buckingham, CEO and Chief Compliance Officer of Buckingham Financial Group, Inc. will be responsible for all supervision, formulation and monitoring of investment advice to clients. They will review and oversee all material investment policy changes and conduct periodic testing to ensure that client objectives and mandates are being met.

Mr. Buckingham may be contacted at the following address:

Buckingham Financial Group, Inc.
6856 Loop Road
Dayton, OH 45459-2159
937-435-2742

Part 2B of Form ADV: *Brochure Supplement*

Melissa L. Mueller
6856 Loop Road
Dayton, OH 45459-2159
(937) 435-2742

Buckingham Financial Group, Inc.
6856 Loop Road
Dayton, OH 45459-2159

03/25/2011

This brochure supplement provides information about Melissa L. Mueller that supplements the Buckingham Financial Group, Inc. brochure. You should have received a copy of that brochure. Please contact Jay A. Buckingham if you did not receive Buckingham Financial Group, Inc.'s brochure or if you have any questions about the contents of this supplement.

Additional information about Melissa L. Mueller is available of the SEC's website at www.adviserinfo.sec.gov.

Item 2. Educational Background and Business Experience

Melissa L. Mueller, Vice President of Financial Planning

Year of Birth: 1984

Education:

Ms. Mueller graduated from Wright State University in 2005 with a Bachelor of Science in Financial Services.

Professional Designations:

Ms. Mueller is a Certified Financial Planner (CFP)¹

Business Background:

Vice President of Financial Planning of Buckingham Financial Group, Inc., 2009 to present.

Employee of Buckingham & Company, 2004 to present.

Item 3. Disciplinary Information

Ms. Mueller does not have any history of disciplinary events.

Item 4. Other Business Activities

None

Item 5. Additional Compensation

None

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