

FORM ADV
Part II – Page 1

Uniform Application for Investment Adviser Registration

OMB APPROVAL

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Name of Investment Adviser: The Burney Company						
Address:	(Number and Street)	(City)	(State)	(Zip Code)	Area Code	Telephone Number:
	121 Rowell Court	Falls Church	VA	22046	(703)	241-5611

**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.

Applicant: **The Burney Company**

SEC File Number:
801- 10232

Date: **07/01/2010**

Definitions for Part II

Related person – Any officer, director or partner of applicant or any person directly or indirectly controlling, controlled by, or under common control with the applicant, including any non-clerical, non-ministerial employee.

Investment Supervisory Services – Giving continuous investment advice to a client (or making investments for the client) based on the individual needs of the client. Individual needs include, for example, the nature or other client assets and the client's personal and family obligations.

1. **A. Advisory Services and Fees. (check the applicable boxes)**

Applicant:

For each type of service provided, state the approximate % of total advisory billings from that service. (See instructions below.)

- | | | |
|-------------------------------------|---|------|
| <input checked="" type="checkbox"/> | (1) Provides investment supervisory services | 100% |
| <input type="checkbox"/> | (2) Manages investment advisory accounts not involving investment supervisory services | % |
| <input type="checkbox"/> | (3) Furnishes investment advice through consultations not included in either service described above | % |
| <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 type="checkbox"/> | (7) On more than an occasional basis, furnishes advice to clients on matters not involving securities | % |
| <input type="checkbox"/> | (8) Provides a timing service | % |
| <input type="checkbox"/> | (9) Furnishes advice about securities in any manner not described above | % |

(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 checked="" type="checkbox"/> | (1) A percentage of assets under management | <input type="checkbox"/> | (4) Subscription fees |
| <input type="checkbox"/> | (2) Hourly charges | <input type="checkbox"/> | (5) Commissions |
| <input 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 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 | | |

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

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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 checked="" type="checkbox"/> I. Options contracts on: |
| <input checked="" type="checkbox"/> (2) securities traded over-the-counter | <input checked="" type="checkbox"/> (1) securities |
| <input type="checkbox"/> (3) foreign issuers | <input checked="" type="checkbox"/> (2) commodities |
| <input type="checkbox"/> B. Warrants | <input type="checkbox"/> J. Futures contracts on: |
| <input checked="" type="checkbox"/> C. Corporate debt securities
(other than commercial paper) | <input type="checkbox"/> (1) tangibles |
| <input type="checkbox"/> D. Commercial paper | <input type="checkbox"/> (2) intangibles |
| <input checked="" type="checkbox"/> E. Certificates of deposit | <input checked="" 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 type="checkbox"/> (1) variable life insurance | <input type="checkbox"/> (3) other (explain on Schedule F) |
| <input type="checkbox"/> (2) variable annuities | <input type="checkbox"/> L. Other (explain on Schedule F) |
| <input type="checkbox"/> (3) mutual fund shares | |

4. Methods of Analysis, Sources of Information, and Investment Strategies.

A. Applicant's security analysis methods include: (check those that apply)

- | | |
|---|--|
| (1) <input type="checkbox"/> Charting | (4) <input checked="" type="checkbox"/> Cyclical |
| (2) <input checked="" type="checkbox"/> Fundamental | (5) <input type="checkbox"/> Other (explain on Schedule F) |
| (3) <input checked="" type="checkbox"/> Technical | |

B. The main sources of information applicant uses include: (check those that apply)

- | | |
|---|--|
| (1) <input checked="" type="checkbox"/> Financial newspapers and magazines | (5) <input checked="" 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 type="checkbox"/> Short term purchases
(securities sold within a year) | (6) <input checked="" type="checkbox"/> Option writing, including covered options,
uncovered options or spreading strategies |
| (3) <input type="checkbox"/> Trading (securities sold within 30 days) | (7) <input type="checkbox"/> Other (explain on Schedule F) |
| (4) <input type="checkbox"/> Short sales | |

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5. Education and Business Standards.

Are there any general standards of education or business experience that applicant requires of those involved in determining or giving investment advice to clients?

Yes No

(If yes, describe these standards on Schedule F)

6. Education and Business Background.

For:

- each member of the investment committee or group that determines general investment advice to be given to clients, or
- if the applicant has no investment committee or group, each individual who determines general investment advice given to clients (if more than five, respond only for their supervisors)
- each principal executive officer of applicant or each person with similar status or performing similar functions.

On Schedule F, give the:

- name
- formal education after high school
- year of birth
- business background for the preceding five years

7. Other Business Activities. (check those that apply)

- A. Applicant is actively engaged in a business other than giving investment advice.
- B. Applicant sells products or services other than investment advice to clients.
- C. The principal business of applicant or its principal executive officers involves something other than providing investment advice.

(For each checked box describe the other activities, including the time spent on them, on Schedule F)

8. Other Financial Industry Activities or Affiliations. (check those that apply)

- A. Applicant is registered (or has an application pending) as a securities broker-dealer.
- B. Applicant is registered (or has an application pending) as a futures commission merchant, commodity pool operator or commodity trading adviser.
- C. Applicant has arrangements that are material to its advisory business or its clients with a related person who is a:
- | | |
|--|--|
| <input type="checkbox"/> (1) broker-dealer | <input type="checkbox"/> (7) accounting firm |
| <input type="checkbox"/> (2) investment company | <input type="checkbox"/> (8) law firm |
| <input type="checkbox"/> (3) other investment adviser | <input type="checkbox"/> (9) insurance company or agency |
| <input type="checkbox"/> (4) financial planning firm | <input type="checkbox"/> (10) pension consultant |
| <input type="checkbox"/> (5) commodity pool operator, commodity trading adviser or futures commission merchant | <input type="checkbox"/> (11) real estate broker or dealer |
| <input type="checkbox"/> (6) banking or thrift institution | <input type="checkbox"/> (12) entity that creates or packages limited partnerships |

(For each checked box in C, on Schedule F identify the related person and describe the relationship and the arrangements.)

- D. Is applicant or a related person a general partner in any partnership in which clients are solicited to invest? Yes No

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

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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.

Emphasis is on the review of stocks held by clients. Stocks are analyzed bi-weekly by the company's analytical group. Any change in a stock's fundamentals can trigger a special review. The major purpose of reviews is to compare market prices with values as determined by our analyses. These analyses are provided to the company's portfolio managers and are used by them to structure clients' portfolios in accordance with company policies and clients' instructions. Portfolio managers formally review each account quarterly, when a report is prepared for each client, and monthly, when performance results are calculated. Average number of accounts per portfolio manager is 180.

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

A monthly summary of each account is provided by the brokerage administering that account. All of our accounts are in "street name."

A quarterly report citing portfolio performance, describing activity in the portfolio, and providing information about selected stocks is provided by the portfolio manager.

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12. Investment or Brokerage Discretion.

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

(1) securities to be bought or sold?

Yes No

(2) amount of the securities to be bought or sold?

Yes No

(3) broker or dealer to be used?

Yes No

(4) commission rates paid?

Yes No

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 product, research and services given to the applicant or a related person is a factor, describe:

- the products, research and services
- whether clients may pay commissions higher than those obtainable from other brokers in return for those products and services
- whether research is used to service all of applicant's accounts or just those accounts paying for it; and
- any procedures the applicant used during the last fiscal year to direct client transactions to a particular broker in return for products and research services received.

13. Additional Compensation.

Does the applicant or a related person have any arrangements, oral or in writing, where it:

A. is paid cash by or receives some economic benefit (including commissions, equipment or non-research services) from a non-client in connection with giving advice to clients?

Yes No

B. directly or indirectly compensates any person for client referrals?

Yes No

(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:
The Burney Company

SEC File Number:
801- 10232

Date:
07/01/2010

(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: The Burney Company	IRS Empl. Ident. No.: 05-0395830
Item of Form (identify)	Answer
Par. 1A	<p>The applicant exercises supervisory control over advisory affiliates, who include:</p> <p>ALBRIGHT, JEFFREY R., 6406 Monnett Road, Climax, NC 27233, (336) 674-5063 ARLITT, CHRISTINE R., 3810 Almond Creek Drive, Houston, TX 77059, (281) 480-2270 BAUCHSPIES, JR., RICHARD E., 283 Carriage Drive, Portsmouth, RI 02871, (401) 847-2953 BURNEY, JOHN C. (MARY), 157 Indian Avenue, Portsmouth, RI 02871, (401) 849-7986 CAMPBELL, SHERRIE, 1050 Old Farm Road, Watkinsville, GA 30677, (706) 769-1539 DALEY, JOHN M., 41 Kitszell Drive, Carlisle, PA 17015, (717) 254-6299 DRERUP, JOHN W., Jr., 1100 Hearthstone Way, Athens, GA 30606, (706) 227-0470 ETTER, MATTHEW, 12055 4th Street East, Treasure Island, FL 33706, (727) 742-1704 FLOYD, RUSSELL, 1800 Alexander Bell Drive, Suite 510, Reston, VA 20191, (703) 391-6020 GREEN GILBERT R., 17-7 Grouse Hollow Road, Meredith, NH 03253, (603) 279-5973 GREEN, DIANE, 17-7 Grouse Hollow Road, Meredith, NH 03253, (603) 279-5973 GRIFFIN, LEONARD C., 295 Lakeland Drive, Athens, GA 30607, (706) 548-9949 GUSHCHA, YEVGENIY, 1800 Alexander Bell Drive, Suite 510, Reston, VA 20191, (703) 391-6020 HARDESTY, TONY, 1800 Alexander Bell Drive, Suite 510, Reston, VA 20191, (703) 391-6020 HARPER, JAMES, 1515 Lake Shore Drive, Suite 150, Columbus, OH 43204, (614) 486-3700 HUNT, THOMAS D., 2309 North Richmond Street, Arlington, VA 22207, (703) 528-5242 MCALOON, ALBERT J., 121 Rowell Court, Falls Church, VA 22046, (703) 241-5611 OHSNER, JOHN, 1515 Lake Shore Drive, Suite 150, Columbus, OH 43204, (614) 486-3700 PRATT, LOWELL, 1800 Alexander Bell Drive, Suite 510, Reston, VA 20191, (703) 391-6020 PUPPEL, DENNIS D., 1515 Lake Shore Drive, Suite 150, Columbus, OH 43204, (614) 486-1444 STANLEY, KENNETH E., 200 Ridgewood Court, NE, Vienna, VA 22180, (703) 281-1191 STEWART, WILLIAM A., 121 Rowell Court, Falls Church, VA 22046, (703) 241-5611 VANDERBERG, MARK, 1470 Jefferson Forest Lane, Blacksburg, VA 24060, (540) 951-1283 WENTZ, CHLOE D., 11120 Stuart Mill Road, Oakton, VA 22124, (703) 620-2765 WOOLSTON, PETER C., 39 Foxboro Road, Essex, CT 06426, (860) 767-8889 YASHIN, EUGENE, 121 Rowell Court, Falls Church, VA 22046, (202) 277-0410</p> <p>The aforementioned advisory affiliates may elect to combine efforts and assume mutual rather than individual responsibility for managing client accounts. The Burney Group is such a combination, which includes Thomas Hunt, John Daley, and John Drerup, who are three of the applicant's portfolio managers.</p>
Par. 1D	<p>The company manages investments (primarily stocks). Most clients are individuals.</p> <p>Management Fees are based on the percentages of assets under management. Annual rates, charged quarterly, are:</p> <p>Account value to \$500,000.....1.10% On additional value over \$500,000.....0.9%</p> <p>Fees are payable after the end of each quarter in which the service is provided and are based on the market value of the assets under management at the end of the quarter. Fees are collected by Portfolio Managers, who pay the company 20% of fees collected. Fees are negotiable. The client may terminate services at any time by written notification.</p> <p>Some clients of The Burney Company are involved in "wrap fee" arrangements that they have arranged with brokers. Wrap fees include brokerage commissions, custodial charges, portfolio management, performance reporting, and monitoring. Wrap fee accounts are managed in the same manner as other Burney Company accounts, and these clients have the same access to their Portfolio Managers as all other clients. Wrap fees paid to brokerages range from 2% to 3% of assets under management. The Burney Company receives its standard management fee from the total. The Burney Company is involved in wrap fee arrangements with A G Edwards, Advest, Morgan Stanley, Heritage West Securities, UBS Financial Services, Smith Barney, Wachovia Securities, Raymond James Financial, Rauscher Pierce Refsnes, Inc., FSC Security, US Brokerage, and Merrill Lynch, Nations Financial Group, Inc.</p> <p>A client may be assigned to another Portfolio Manager if a Portfolio Manager retires or becomes incapacitated. In such a case, there would be no change in fees or the management of the account.</p>
Par. 5	College graduate.

**SCHEDULE F of
FORM ADV
Continuation Sheet for Form ADV Part II**

Applicant: **The Burney Company**

SEC File Number: 801- 10232

Date: 07/01/2010

(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: The Burney Company	IRS Empl. Ident. No.: 05-0395830
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Item of Form (identify)	Answer
Par. 6	<p>Investment decisions are made by portfolio managers. These decisions are based on analyses produced by a fundamental analytical system devised and maintained current by the company's analytical staff.</p> <p>John Crouse Burney; Year of Birth: 1924; Formal Education after high school: Norwich University; 1943; United States Military Academy, 1946, BS, Military Arts & Science; George Washington University, 1965, MS, International Affairs; National War College, 1965, Graduation Certificate; Business background for past five years: Founder and Chairman, The Burney Company.</p> <p>Lowell D. Pratt: Year of Birth: 1961; Formal education after high school: Virginia Tech, BS Finance and Economics, 1985; Chartered Financial Analyst, 1989; MS Banking and Financial Management, Boston University, 2007, Business background for past five years: President, The Burney Company.</p> <p>Contingency Plan if Jack is permanently out:</p> <p>a. The following Board of Directors becomes effective: Chairman: To be elected by stockholders Board Members: Richard Bauchspies, Mary Burney, Mike Daley, Gil Green, Tom Hunt, Si Hunt, Dennis Puppel, Lowell Pratt, Bill Stewart, Peter Wentz, Peter Woolston</p> <p>b. Jack's files are moved to Falls Church. David Swist becomes assistant to the Chairman and assists the move to Falls Church.</p> <p>c. Lowell Pratt assumes Jack's executive responsibilities.</p> <p>Contingency Plan if Lowell is permanently out:</p> <p>a. Jack Burney assumes Lowell's executive responsibilities until the Board of Directors elects a new President.</p>
Par. 9E	<p>The company, and officers and portfolio managers of the company, may buy or sell the same securities that they buy or sell for their clients. Our policy is that they buy after buying for clients and sell after selling for clients. They are required to disclose their personal transactions by the 11th day following the end of each quarter, and adherence to policy is verified during periodic reviews.</p> <p>The foregoing regarding personal transactions is part of the company's code of ethics. In recognition of the overriding importance of integrity, honesty, and trustworthiness in our handling of our clients' investments and to emphasize our commitment to the principle that the client's interests are paramount, the company has established an ethics code. This code includes provisions for protecting the privacy of information regarding clients' accounts, rules to preclude insider trading, how to handle block trades so that all clients involved are treated fairly, and procedures to ensure that there are no conflicts of our clients interests with those of our Portfolio Managers. Portfolio Managers are prepared to discuss our code of ethics with clients and furnish it upon request.</p>
Par. 10	Minimum new account - \$50,000.
Par. 12A(1)	<p>Clients sometimes place limitations on which securities may be purchased for their accounts. For example, liquor or nuclear power companies may be prohibited.</p> <p>Some clients elect to have their portfolios managed as clones of the company's master portfolio. In such cases, securities bought and sold mirror the transactions in the master portfolio. There is no discretion to vary from the master portfolio without client consent.</p>
Par. 12A(2)	<p>We have authority to determine the amount to be invested in each security and the amount to be sold. The client directs the total amount to be invested in securities. Burney does not exercise discretion or offer asset allocation advice but will execute other than all equity investment plans when directed to do so by the client.</p> <p>Orders for the purchase and sale of securities are sometimes aggregated. This procedure has no effect on our recommendations regarding the selection of brokers, all clients are eligible to participate in aggregated trades, and such trades have no effect on commissions.</p> <p>When orders for clients' accounts are aggregated and less than the total number of shares in the block trade are purchased or sold at the price specified, allocations are made to clients' accounts on a random basis. No client is favored over another.</p>

**SCHEDULE F of
FORM ADV
Continuation Sheet for Form ADV Part II**

Applicant: The Burney Company	SEC File Number: 801- 10232	Date: 07/01/2010
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(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: The Burney Company	IRS Empl. Ident. No.: 05-0395830
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Item of Form (identify)	Answer
Par. 12B	<p>While the client selects the brokerage, we are sometimes asked to suggest one. Suggestions are based on the broker's commission rates, accuracy and responsiveness in effecting transactions, clarity of monthly statements, and proximity of the broker to the client. Reasonableness of commissions is determined by comparing the rates of various brokerages. All transactions for a given client are executed through the broker selected by the client. Clients who select a broker not suggested by us may be charged higher commission rates than those clients selecting one of our recommended brokers.</p> <p>When a broker refers a client, brokerage fees will be as arranged between the broker and the client. All transactions for the client are directed to the referring broker. This may result in the client being charged higher fees than other Burney clients.</p> <p>Advisor participates in the TD Ameritrade Institutional program. TD Ameritrade Institutional is a division of TD Ameritrade, Inc. ("TD Ameritrade") member FINRA/ SIPC. TD Ameritrade is an independent and unaffiliated SEC-registered broker-dealer and FINRA member. TD Ameritrade offers to independent investment Advisors services which include custody of securities, trade execution, clearance and settlement of transactions. Advisor receives some benefits from TD Ameritrade through its participation in the program. (Please see the disclosure under Item 13.A. below.)</p>
Par. 13A	<p>As disclosed under Item 12.B. above, Advisor participates in TD Ameritrade's institutional customer program and Advisor may recommend TD Ameritrade to clients for custody and brokerage services. There is no direct link between Advisor's participation in the program and the investment advice it gives to its clients, although Advisor receives economic benefits through its participation in the program that are typically not available to TD Ameritrade retail investors. These benefits include the following products and services (provided without cost or at a discount): receipt of duplicate client statements and confirmations; research related products and tools; consulting services; access to a trading desk serving advisor participants; access to block trading (which provides the ability to aggregate securities transactions for execution and then allocate the appropriate shares to client accounts); the ability to have advisory fees deducted directly from client accounts; access to an electronic communications network for client order entry and account information; access to mutual funds with no transaction fees and to certain institutional money managers; and discounts on compliance, marketing, research, technology, and practice management products or services provided to Advisor by third party vendors. TD Ameritrade may also have paid for business consulting and professional services received by Advisor's related persons. Some of the products and services made available by TD Ameritrade through the program may benefit Advisor but may not benefit its client accounts. These products or services may assist Advisor in managing and administering client accounts, including accounts not maintained at TD Ameritrade. other services made available by TD Ameritrade are intended to help Advisor manager and further develop its business enterprise. The benefits received by Advisor or its personnel through participation in the program do not depend on the amount of brokerage transactions directed to TD Ameritrade.</p> <p>As part of its fiduciary duties to clients, the firm endeavors at all times to put the interests of its clients first. Clients should be aware, however, that the receipt of economic benefits by Advisor or its related persons in and of itself creates a potential conflict of interest and may indirectly influence the Advisor's choice of TD Ameritrade for custody and brokerage services, but has no effect on our "best execution" responsibility. This company agrees to comply with the applicable requirements of the Advisers Act Rule 204-3 (the "Brochure Rule") and applicable, similar state requirements.</p>
Par. 13B	<p>Advisor may receive client referrals from TD Ameritrade through its participation in the TD Ameritrade AdvisorDirect (the "referral program"). In addition to meeting the minimum eligibility criteria for participation in AdvisorDirect, Advisor may have been selected to participate in AdvisorDirect based on the amount and profitability to TD Ameritrade of the assets in, and trades placed for, client accounts maintained with TD Ameritrade. TD Ameritrade is a discount broker-dealer independent of and unaffiliated with Advisor and there is no employee or agency relationship between them. TD Ameritrade has established the referral program as a means of referring its brokerage customers and other investors seeking fee-based personal investment management services or financial planning services to independent investment advisors. TD Ameritrade does not supervise Advisor and has no responsibility for Advisor's management of clients' portfolios or Advisor's other advice or services. Advisor pays TD Ameritrade an on-going fee for each successful client referral. This fee is usually a percentage (not to exceed 25%) of the advisory fee that the client pays to Advisor ("Solicitation Fee"). Advisor will also pay TD Ameritrade the Solicitation Fee on any advisory fees received by Advisor from any of a referred client's family members, including a spouse, child or any other immediate family member who resides with the referred client and hired Advisor on the recommendation of such referred client. Advisor will not charge clients referred through AdvisorDirect any fees or costs higher than its standard fee schedule offered to its clients or otherwise pass Solicitation Fees paid to TD Ameritrade to its clients. For information regarding additional or other fees paid directly or indirectly to TD Ameritrade, please refer to the TD Ameritrade AdvisorDirect Disclosure and Acknowledgement Form.</p>

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

**SCHEDULE F of
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Continuation Sheet for Form ADV Part II**

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The Burney Company

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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: The Burney Company	IRS Empl. Ident. No.: 05-0395830
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Item of Form (identify)	Answer
<p>Par. 13B (continued)</p>	<p>Advisor's participation in AdvisorDirect raises potential conflicts of interest. TD Ameritrade will most likely refer clients through AdvisorDirect to investment advisors that encourage their clients to custody their assets at TD Ameritrade and whose client accounts are profitable to TD Ameritrade. Consequently, in order to obtain client referrals from TD Ameritrade, Advisor may have an incentive to recommend to clients that the assets under management by Advisor be held in custody with TD Ameritrade and to place transactions for client accounts with TD Ameritrade. In addition, Advisor has agreed not to solicit clients referred to it through AdvisorDirect to transfer their accounts from TD Ameritrade or to establish brokerage or custody accounts at other custodians, except when its fiduciary duties require doing so. As part of its fiduciary duty to clients, Advisor endeavors at all times to put the interests of its clients first. Advisor's participation in AdvisorDirect does not diminish its duty to seek best execution of trades for client accounts.</p> <p>Registrant (Lowell Pratt, President of The Burney Company) serves on the TD AMERITRADE AdvisorDirect Leadership Council ("Council"). The Council meets in person on average one or two times per year and conducts periodic conference calls on an as needed basis. Investment advisors are appointed to serve on the Council for two year terms by TDA Institutional senior management. An investment advisor may serve longer than two years if appointed to additional terms by TDA Institutional senior management. At times, Council members are provided confidential information about TDA Institutional initiatives. Council members are required to sign confidentiality agreements. TD AMERITRADE, Inc. ("TD AMERITRADE") does not compensate Council members. However, TD AMERITRADE pays or reimburses Registrant for the travel, lodging and meal expenses Registrant incurs in attending Council meetings. The benefits received by Registrant or its personnel by serving on the Council do not depend on the amount of brokerage transactions directed to TD AMERITRADE. Clients should be aware, however, that the receipt of economic benefits by Registrant or its related persons in and of itself creates a potential conflict of interest and may indirectly influence Registrant's recommendation of TD AMERITRADE for custody and brokerage services.</p> <p>Advisor may receive client referrals from Washington Securities (a Maryland Broker/Dealer). In return, Advisor has agreed to pay a Referral Fee to Washington Securities of 15% of the Advisor's gross management fee for each referred account. The terms and potential conflicts of interests follow those of Advisor's referral agreement with TD Ameritrade (see disclosure above).</p> <p>Advisor may receive client referrals from Yury Yashin. In return, Advisor has agreed to pay a Referral Fee to Yury Yashin of 15% of the Advisor's gross management fee for each referred account. The terms and potential conflicts of interests follow those of Advisor's referral agreement with TD Ameritrade (see disclosure above).</p> <p>Advisor, through its affiliates, compensates Tony Hardesty, Jeff Albright, James Harper, and Matthew Etter for developing and converting client referrals.</p> <p>Jim Harper is a registered representatives of a broker-dealer, Trustmont Advisory Group, Inc., Scenic Drive Professional Center, 200 Brush Run Road, Suite A, Greensburg, PA 15601.</p>