

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

Applicant: SYSTEMATIC FINANCIAL ASSOCIATES, INC.	SEC File Number: 801- 68427	Date: 03/28/2010
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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 Form ADV: SYSTEMATIC FINANCIAL ASSOCIATES, INC.	IRS Empl. Ident. No.: 22-3403095
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Item of Form (identify)	Answer
1 A (1)	<p>INVESTMENT ADVISORY SERVICES</p> <p>The Applicant offers investment advisory services in the following manner:</p> <p>Services: During a free, initial, one half hour session the Applicant will gather data relative to the Client(s) age, tax bracket, marital status, list of dependents, risk tolerance, assets and liabilities. This will also provide an opportunity for the Client(s) to assess the value of the services offered and reasonableness of the fees.</p> <p>After the initial meeting if the Client(s) and Applicant agree to begin the engagement, an Investment Advisory Agreement Non-Discretionary or Discretionary will be executed.</p> <p>Discretionary: The Applicant is hereby granted discretionary authority to invest and reinvest all assets under management pursuant to the Investment Advisory Agreement signed. The Applicant will make all decisions to buy, sell or hold securities, cash or other investments for the Client's accounts in our sole discretion and without prior notification. The Applicant can decide to purchase or sell the same securities for the client and other clients at the same time, combining (batching) client orders with orders of other clients to allow us to improve trading execution.</p> <p>Non-Discretionary: If the Applicant does not manage the Client's account on a discretionary basis the Client(s) shall at all times be at liberty to accept or disregard, wholly or partially, any information, recommendations, or advice given by the Applicant. Client's who elect not to grant discretionary authority to Applicant will note that the trades in their accounts will typically be executed subsequent to trades effected in discretionary accounts due to the time involved in obtaining prior approval. Consequently, Client's may not be able to participate in blocked trades and, depending in part on the type of security traded, there may be a difference in the price paid per share of a given security and the commission rates, if any, paid by these clients as compared to other clients.</p>

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

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	<p>Applicant agrees to work with the Client(s) or its designated representative to develop appropriate goals, objectives, risk tolerance, and standards for security recommendations. Applicant agrees to manage and make recommendations to account investments as required to meet the Client(s) objectives. Applicant primarily recommends mutual funds and will also recommend equities, ETF's, annuities and fixed income products.</p> <p>Applicant uses model asset allocation portfolios. These portfolios are updated and reviewed by the applicant as required. Upon signing the Schwab application Client(s) are responsible for all Issuer Communications and Related Actions, making all proxy voting decisions and take all actions parting in the application. Schwab will disclose Client(s) name, address and securities positions to the issuer. All Proxy voting will be mailed to Client(s) by Schwab. Applicant will not advise you or act for you in any legal proceedings, involving securities for your account or issuers of those securities. Applicant is committed to safeguarding the confidential information of its clients. Applicant holds all personal information provided to it in the strictest confidence.</p> <p>Fees:</p> <p>Fees shall be payable quarterly, in arrears, based upon the market value of all assets, including cash, in the account as determined by the custodian at the end of each calendar quarter.</p> <p>Client(s) that engage Charles Schwab & Co., Inc. ("Schwab") as their broker-dealer-custodian (see item 12B of this Schedule F for details regarding broker/dealer & custodians) have the option of having their fees paid directly from their account. Client(s) authorizations for this service are contained in the Applicant's Investment Advisory Agreement and Schwab Account Application. Client(s) have authorized Schwab to pay their advisor's fees from their account. It is the Client(s) responsibility to verify the accuracy of the fees on the custodian statement. Accounts generating a fee of less than \$5.00 will not be billed by the Applicant.</p>

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	<p>In addition, Schwab will send account statements monthly and at least quarterly, indicating all amounts disbursed from the account including the amount of advisory fees paid directly to the advisor.</p> <p>The following ongoing fee schedule for Investment Advisor Services will be used unless otherwise negotiated. As a result of negotiating, it may be taken into consideration the account size, asset class, services, and other relevant factors. The Applicant reserves the right in it's sole discretion to waive any billable fees due to a Client's unforeseen personal hardships for a period of time as each Client(s) situation presents itself. Fixed Income Investments i.e. CD's, will be charged a lesser fee of 0.3% Management Fee within the portfolio on their value.</p> <p>As an example, if the Client has an account valued at \$600,000.00, fees of 1.25% for the first \$500,000.00 (\$6,250) plus .75% of the next \$100,000.00. (\$750) Incremental fees (i.e., \$7000)</p> <p>Exhibit B -</p> <p>ACCOUNT VALUE ANNUAL FEE (Incremental)</p> <p>Up to \$500,000 1.25%</p> <p>Over \$500,000 -1,500,000.00 .75%</p> <p>1,500,000.00 and over .50%</p>

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	<p>Clients whose assets are invested in shares of mutual funds and money market funds, where a management fee is assessed as an expense in their prospectus, are, in effect, paying two advisory fees. First, Clients pay a quarterly fee on the market value of total assets under Applicant's management, which includes the assets that are invested in the money market mutual funds. In addition, Clients pay another advisory fee to the management of the fund based upon the amount of clients investment in that fund. Some Mutual Funds have short term redemptions fees that Clients may incur during certain market and fund performance.</p> <p>The initial fee will be prorated from the date the agreement is signed to the end of the next calendar quarter and, upon termination, the fee will be based to the date the agreement is terminated. The Investment Advisory Agreement may be terminated by the Client or the Applicant by giving to the other 5 days prior notice; provided, however, that the Client may order the Applicant, at any time and without prior written notice, to cease activity with the respect to the account. If the agreement is terminated during any period of time for which the Applicant has not been compensated, the fees should be pro-rated to the date of notification that the investment advisory services are terminated.</p> <p>Clients will be charged ticket charges by the Custodian for any and all equity (stock) transactions; it will be up to the Client to inquire with the Custodian, a lower ticket charge offered for electronic delivery notification through e-mail identification. The Applicant will disclose this at the initial application process for clients who would like to provide any e-mail addresses for this purpose.</p>

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1 A (3)	<p>FINANCIAL PLANNING SERVICES:</p> <p>The Applicant offers financial planning services in the following manner:</p> <p>The Applicant offers financial planning services on either a fixed or hourly fee basis. A financial plan may include, but is not limited to, retirement planning, insurance, and/or securities analysis, college planning, tax planning, estate planning, and risk management.</p> <p>Each new financial planning engagement will begin with a free half hour consultation to determine the prospective client (s) general financial situation and goals. This will also provide an opportunity for the Client(s) to assess the value of service offered and reasonableness of fees.</p> <p>Once all pertinent information is reviewed and analyzed, a financial plan- designed to achieve the Client(s) stated financial goals and objectives will be produced and presented to the client(s) either written or presented orally. Cheshire, Schwab, Big Chart, Argus & Morningstar Research Software may be used for Financial Planning Services.</p> <p>Client(s) shall at all times be at liberty to accept or disregard, wholly or partially, any information, recommendations, or advice contained in the financial plan. Services will be deemed completed upon satisfactory acceptance of the plan.</p> <p>Fees for a financial plan will be either, 1) A fixed fee, ranging between \$400 and \$5,000, for the complete financial plan, or 2) An hourly rate of \$150 per hour. Both fees are negotiable based on the complexity of the Client(s) financial situation and size of financial plan. Financial Planning Fees are payable as follows; 50% at first meeting, not to exceed \$500, and the remainder upon completion of the plan.</p>

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5	A minimum standard of education of a college degree and/or financial investment experience is required for those involved in determining ongoing investment advice to the Client(s).
6	<p>Sandra Marie Venetis DOB 08/28/51</p> <p>Education after High School: 1972, B. A. Degree in Economics, Upsala College. 1987, Certified Financial Planner, College of Financial Planning. 1993, Master of Science in Financial Services, American College. 1990, Chartered Financial Consultant and Chartered Life Underwriter, American College</p> <p>Business Background: 1987 to present Systematic Financial Services, LLC. (see item 7 below for details)</p> <p>Sandra is enrolled to Practice before the Internal Revenue Service and she represents client's before the IRS and prepares tax returns.</p> <p>Angella Rosemarie Henry CFP® Certified Financial Planner</p> <p>DOB 02/21/62- Bachelors Degree, Rutgers University. Series 7</p> <p>Business Background: Senior Financial Advisor V.P. 07/1989-11/2003 Merrill Lynch</p> <p>David Robert Hannay CFP®, Certified Financial Planner</p> <p>DOB 05/21/1947 - BA, CA (Canada) . University of Leicester 1968</p> <p>Business Background: Bristol Myers Squibb 02/1985-06/2006 Manager</p> <p>Carl MacLeod CFP® Certified Financial Planner CHFC,CLU,LUTCF</p> <p>DOB 03/21/1958 - University Rider 1981 Bachelors of Science Finance</p> <p>Business Background: Jefferson Pilot Securities Corporation and Securities of America 06/05-11/07 Registered Representative Series 7</p>
7	The Applicant's President, Sandra Venetis, is also President of Systematic Financial Services, LLC., a limited liability company which prepares tax returns

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9 E	<p>and represents client(s) before the Internal Revenue Service. Sandra expects to spend 29% of her time providing the Tax Services. Appropriate client(s) of Systematic Financial Services, LLC are referred to Systematic Financial Associates, Inc., and vice-versa. Systematic Financial Services, LLC charges a fee for tax preparation that is separate and distinct from the advisory fee. Client's are not obligated to engage Ms. Venetis or Systematic Financial Services, LLC to provide tax preparation services. Implementation of any recommendations are solely the discretion of the client.</p> <p>The Applicant has adopted a Code of Ethics which sets forth high ethical standards of business conduct that SFA Advisors requires of its employees, including compliance with applicable federal securities laws. Full disclosure is made when the Applicant purchases for themselves, securities which they also purchase for the Client's provided that the individual does not violate the firm's conflict of interest and client priority of transactions rules. The Applicant's Code of Ethics is designed to ensure that the high ethical standards long maintained by SFA continue to be applied. The purpose of the code is to preclude activities which may lead to give the appearance of conflicts of interest, insider trading and other forms of prohibited or unethical business conduct. SFA has adopted the following principles governing personal investment activities by their employees and or supervised persons:</p> <ul style="list-style-type: none"> • The interests of the Client accounts will at all times be placed first; • All personal securities transactions will be conducted in such a manner as to avoid any actual or potential conflict of interest or any abuse of an individual's position of trust and responsibility; and • Access persons must not take inappropriate advantage of their positions. <p>Pre-Clearance is required for participation in IPOs, Private or Limited Offerings. Every access person employed by SFA shall provide initial and annual holdings reports and quarterly transaction reports to the compliance officer. Compliance will monitor and review all personal securities transactions. Applicant will provide a copy of Systematic Financial Associates, Inc. Code of Ethics to the Client(s) or prospective client(s) upon request.</p>
11 A	<p>Clients reviews may increase under certain situations, such as changes in a Client's investment objectives,current market conditions and investment ratings.</p> <p>For Clients granting the Applicant discretionary authority to determine which</p>

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12A 2	<p>securities and amounts of securities that are to be bought or sold for the client's account(s), the Applicant requests that such authority be granted by signing the Investment Advisor's Agreement.</p> <p>Should the Client wish to impose reasonable limitations on this discretionary authority, such limitations shall be included on the Schedule A of the agreement. Clients may change or amend these limitations as desired. Such amendments shall be submitted on the Schedule A.</p>	
12B	<p>As the Applicant may not in some cases have discretionary authority on certain accounts to determine the broker dealer to be used or the commission rates to be paid, Client(s) must direct the Applicant as to the broker dealer to be used. The Applicant requires that clients direct the Applicant to place trades through Charles Schwab & Company, a FINRA-member broker dealer unaffiliated with the Applicant. The Applicant has evaluated Schwab and believes that it will provide the Applicant's Clients with a blend of execution services, commission costs and professionalism that will assist the Applicant in meeting its fiduciary obligations to clients. Clients should note that applicant participates in the Schwab Institutional Program ("SI Program") offered to independent investment advisors by Schwab. As part of the SI Program, Applicant receives certain benefits that it would not receive if it did not offer investment advice to clients (See the disclosure at Item 13. A of this Schedule F). Applicant reserves the right to decline acceptance of any Client account for which the Client directs the use of broker dealer other than Schwab if the Applicant believes that this choice would hinder its fiduciary duty to the Client and/or its ability to service the account. In directing the use of Schwab it should be understood that the Applicant will not have authority to negotiate commissions or to necessarily obtain volume discounts, and best execution may not be achieved. In addition, a disparity in commission charges may exist between the commissions charged to the client and those charged to other clients (who may direct the use of another broker dealer). Clients should note, while the Applicant has a reasonable belief that Schwab is able to obtain best execution and competitive prices, The Applicant will not be independently seeking best execution price capability through other broker dealers. Not all advisors require clients to direct them to use a particular broker dealer.</p>	
13A	<p>Applicant receives from Charles Schwab, Inc the following free services:</p>	

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	<p>Daily Client electronic database downloads, Prepaid envelopes Schwab Institutional Web Site link Research information via their Web site (Research used for all accounts) Schwab software and support. In addition to the above free services, Applicant also receives a 10% discount on our Portfolio Center program yearly maintenance fee because Applicant is a Schwab client.</p>

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