

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

Applicant:	SEC File Number:	Date:
Goepper/Burkhardt, LLC	801- 62283	3/1/2010

(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: Goepper/Burkhardt, LLC		IRS Empl. Ident. No.: 16-1645692
Item of Form (identify)	Answer	
Part II 1,A,1	<p>Our portfolio management service is tailored to each client's list of "Portfolio Management Guidelines" i.e. a description of the client's investment time horizon, risk tolerance, portfolio benchmark, investment restrictions, asset allocation parameters, cash flow requirements, etc. Our service is provided under a "wrap fee" arrangement where security selection, custody and brokerage services are provided for one monthly fee. The client's monthly fee is reduced by the amount of any transaction fees incurred during the month on behalf of the client. We design portfolios primarily using open-end mutual funds and ETFs (exchange-traded funds) and secondarily using individual stocks and bonds.</p> <p>When selecting open-end mutual funds and ETFs, we rely on the assistance of Morningstar, a Chicago based investment data firm. We use Morningstar's proprietary software to help us reduce the universe of approximately 25,000 mutual funds and ETFs to the 40-60 that we use to build our portfolios. In making our selections, we assess consistency of portfolio holdings with the stated investment style; portfolio performance against benchmarks relevant to the portfolio in question; and various factors of investment methodology (how securities are selected, what factors trigger securities sales, how sectors are weighted, etc.). We may recommend selling a mutual fund or ETF based on consistent under-performance compared to appropriate peer groups and benchmarks, consistent failure to adhere to stated investment style, changes in the investment personnel, and statistical deviations such as materially increased volatility. In selecting ETFs, we also look for funds that are large enough to provide trading liquidity. When selecting individual stocks, we rely on research obtained from Schwab Institutional and Morningstar. We start with research on approximately 1,600 companies. In our initial screening process we look for companies that have a "sustainable competitive advantage". After our initial screening process, we will have a universe of approximately 200-300 candidates. We next try to determine the "fair value" of the remaining candidates using quantitative methodology. We then compare our estimate of fair value to the company's current market price. The current market price must be far enough below our estimate of fair value to provide us a margin of safety. Our universe of candidates is now reduced to approximately 60-80 names from which we make our selections. When selecting individual bonds, we rely on research obtained from Vinings Sparks, a Memphis based, institutional fixed income firm. We use their research to select government bonds, corporate bonds and/or municipal bonds for our accounts.</p> <p>From time-to-time, we will keep "legacy securities" in our accounts i.e. securities that the Client has told us not to sell due to low-cost basis issues, family sentimental issues, etc.</p> <p>While the Client is responsible for voting proxies, some Clients delegate the authority to vote proxies to us. In these cases, we research the issues involved; however, as a rule, we will vote with management.</p> <p>Client's annual fees range from of 0.50% to 1.50% per year, depending on the size of the account. Fees are payable monthly and are calculated based on the Client's account balance on the last business day of the previous month. The account balance is multiplied by the annual fee and divided by 12. Fees are paid to us directly by Schwab Institutional as authorized in the Client Service Agreement executed between the client and Goepper/Burkhardt, LLC.</p> <p>Our new account minimum is \$500,000. However, Goepper/Burkhardt, LLC reserves the right to periodically increase or decrease account minimums.</p> <p>As a rule, Clients pay one monthly fee and the Company pays all investment costs out of that monthly fee. However, there are exceptions: when transaction costs are automatically charged by a custodian which have to be reimbursed by the Company to a client; when a client transfers a portfolio of securities to the custodian and securities within the portfolio need to be liquidated, wholly or partially, before the Company can begin managing the portfolio; when a client directs the Company to purchase securities which have not been selected by the Company; when redemption fees are incurred due to the Client directing us to sell mutual funds that impose a short-term trading penalty; when a client elects to terminate the investment management relationship and instructs the Company to liquidate the portfolio rather than transferring the portfolio "in kind" to a new custodian; and, when clients elect to invest in "separate accounts" which incur additional fees for due diligence and for separate account managers.</p>	

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

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Part II, Page 2, # 1, B	Goepper/Burkhardt, LLC offers portfolio management clients counseling on personal financial planning issues. Prior to providing our financial planning counseling service, Clients must complete a Financial Planning Client Service Agreement and provide us with all appropriate data and documents. .
Part II, Page 3, # 3	We don't recommend variable annuities to our clients. However, from time-to-time, clients will ask us to manage existing variable annuity portfolios for them. In these cases, we transfer the client's variable annuities to one of two no-load annuity providers, Vanguard or Jefferson National. We charge 1/12 th of 1.00% per month to manage variable annuity portfolios and we deduct the client's monthly fee from the clients' custodian account at Schwab Institutional.
Part II, Page 4, #5	All advisors must have at least 15 years experience in portfolio management and/or related financial services.
Part II, Page 4 # 6	J. Bland Burkhardt III, Principal and Chief Compliance Officer DOB: 1966. Experience: 20 years experience in financial services. Prior to joining Goepper/Burkhardt, LLC, served as Chief Financial Officer, Trust Company of the South, a state chartered private trust bank. Mr. Burkhardt is a Certified Public Accountant and Certified Financial Planner®.
	W. Dant Goepper, Principal DOB: 1946. Experience: 40 years experience in financial services. Prior to joining Goepper/Burkhardt, LLC, served as Chief Investment Officer, Trust Company of the South, a state chartered private trust bank. Mr. Goepper is a Certified Financial Planner®.
Part II, Page 5, # 9	Goepper/Burkhardt, LLC principals may invest in some of the same securities as do our clients. However, our personal investments are always in publicly traded securities with a high degree of liquidity so that our trades do not impact market valuations.

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