

Item 1 – Cover Page

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This brochure provides information about the qualifications and business practices of Sailer Financial, Inc. (“SFI”). If you have any questions about the contents of this brochure, please contact us at telephone number 615-370-1253. 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.

SFI is a registered investment adviser. Registration as an investment adviser does not imply any level of skill or training. Additional information about SFI is available on the SEC’s website at www.sec.gov. The SEC’s web site also provides information about any persons affiliated with SFI who are registered, or are required to be registered, as investment adviser representatives of SFI.

Item 2 – Material Changes

This brochure is a new document prepared according to the SEC’s requirements and rules. In the future, this Item will discuss specific material changes that are made to the brochure and provide clients with a summary of such changes.

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Item 4 – Advisory Business

SFI is a Tennessee corporation formed in May 2003. Amy Sailer is the sole owner of SFI. SFI provides financial planning and portfolio management services to high net worth individuals. These services may be on a discretionary or non-discretionary basis. The advisory services are tailored to each client's needs and are more fully explained below. Clients may impose restrictions on investing in certain securities or certain types of securities.

I. Financial Planning Services

The Sailer Financial Navigator™, a *Unique Financial Planning Process*, is a series of meetings designed to customize a financial plan to Client's unique set of circumstances. In a consultative process which takes place in four (3) to six (6) meetings, Client(s) will be led through a comprehensive review of Client's financial assets and liabilities, assisted in defining Client's financial goals, and the likelihood of meeting Client's goals will be evaluated as well as documented in a written financial plan. The goal is to create a plan that is consistent with the client's financial and tax status, in addition to their risk profile and return objectives. As a part of this process, Adviser offers the following services as needed:

- Retirement Planning
- Education Planning
- Estate Planning
- Insurance Need Analysis
- Fringe Benefits Analysis
- Budgeting and Cash Flow Analysis

II. Traditional “Asset Allocation” Investment Management Services

SFI offers investment management services on a discretionary and nondiscretionary basis. SFI will manage client's account based upon a client's individual investment goals, objectives, risk tolerance, and investment time horizon. If the client's securities portfolio is managed on a discretionary basis, SFI will have limited power of attorney to execute transactions on behalf of the client without obtaining specific client consent prior to every transaction. This authority is limited to securities contained in the client's managed account. If the client's securities portfolio is managed on a non-discretionary basis SFI will notify and receive permission from the client prior to the sale or purchase of any or all of the securities contained in the client's managed account.

III. Moving to Strength™ Investment Strategy Services

An investment committee of SFI's adviser representatives meets regularly to determine the portfolios used in the investment strategy. After gathering information about a client's financial situation, investment objectives and risk tolerance, SFI will assist the client in selecting a particular Moving to Strength™ *Investment Strategy* portfolio. The portfolio is managed on a discretionary basis and SFI will have limited power of attorney to execute transactions on behalf of the client without obtaining specific client consent prior to every transaction. This authority is limited to securities contained in the client's managed account.

IV. Asset Allocation Services through Third Party Investment Advisor (TPIA)

SFI has entered into agreements with various third-party advisers. Under these agreements, SFI offers clients various types of programs sponsored by these advisers. All third-party investment advisers to whom SFI will refer clients will be licensed as investment advisers by their resident

state and any applicable jurisdictions or registered investment advisers with the Securities and Exchange Commission. After gathering information about a client's financial situation and investment objectives, the SFI will assist the client in selecting a particular third-party program. SFI receives compensation pursuant to its agreements with these third-party advisers for introducing clients to these third-party advisers and for certain ongoing services provided to clients. Compensation for this service is shown in the section below.

In addition to the services listed above, recommends investments in various non-publicly traded REITs, limited partnerships and LLCs, and 529 plans when suitable. These investments are generally commission based products. If SFI receives a commission on any product, it will not receive an investment management fee.

As of 2/22/2011, SFI manages \$1,859,327 in non-discretionary assets and \$105,948,950 in discretionary assets.

Item 5 – Fees and Compensation

Fees are subject to negotiation at SFI's discretion. Fees for each service are shown below.

I. Financial Planning Fees

Fees for financial planning and related services will range from \$3,000 to \$15,000. Fees are negotiable with each client and are based on various factors such as the services requested by the client, complexity of the client's situation, and research and resources needed to provided the requested services. Generally, fees will be due one-half (1/2) upon client's execution of the advisory agreement and the balance due upon presentation or completion of the services or 90 days, whichever comes first. Typically, presentation of any planning service will be made within 90-days of client's execution of the advisory agreement. However, the client may negotiate another payment schedule with SFI. Client is advised that fees for financial planning are strictly for financial planning services. Therefore, client may pay fees and/or commissions for additional services obtained such as asset management or products purchased such as securities or insurance. When multiple services are offered, there is a potential conflict of interest since there is an incentive for the party offering financial planning services to recommend products or services for which SFI, or a related party, may receive compensation. However, financial planning clients are under no obligation to act upon any recommendations of SFI or to implement the recommendations through SFI if they decide to follow the recommendations.

Client may terminate advisory services within five (5) business days after entering into the advisory agreement without penalty. After five (5) business days of entering into the advisory agreement, termination will be effective upon receipt of the other party's written notice to terminate. Client will be responsible for any time spent by SFI in providing the client advisory services or analyzing the client's situation. No refund of any portion of the initial deposit will be made to the client.

II. Traditional "Asset Allocation" Investment Management Services

SFI is compensated for investment management services based on clients' assets under management. Fees are paid quarterly in advance and are due on the 15th day of the last month of

the calendar quarter for the upcoming quarter, and are based on the account's asset value as of the last business day of the prior calendar quarter. Fees are prorated for accounts opened during the quarter. The account custodian will provide clients with an account statement reflecting the deduction of the advisory fee. If the advisory agreement is terminated, fees will be prorated to the date of termination and the unearned portion of the fee will be refunded to the client.

Fees are negotiable based on the nature of the services requested by the client, mix of investment products, complexity of the client's situation, size of the client's account, and client's needs. If clients are being charged commissions, trailing or otherwise, the assets are not subject to investment advisory fees. However, if the investment is a variable annuity the value of the investment is subtracted from the advisory fee calculation for the first 12 months.

The following fee schedule is used as a baseline for fee negotiations.

<i>Assets Under Management</i>	<i>Annual Percentage (%) Fee</i>
First \$1,000,000	1.25%
\$1,000,001 to \$2,000,000	1.00%
\$2,000,001 to \$5,000,000	0.55%
\$5,000,001 to \$10,000,000	0.35%
\$10,000,001 to \$20,000,000	0.25%
\$20,000,001 and above	0.20%

The account custodian charges fees, which are in addition to and separate from the investment advisory fees. Custodians may charge accounts for various transaction costs, retirement plan and administration fees. In addition, some mutual fund assets deposited in the account may have been subject to deferred sales charges and 12 (b)(1) fees. Mutual funds also have annual expenses, which are described in each fund's prospectus. Advisory clients should also note that fees for comparable services vary and lower or higher fees for comparable services may be available from other sources.

Generally, fees are debited from clients' accounts but clients may choose to pay fees directly to SFI. If the account does not contain sufficient funds to pay advisory fees, SFI has limited authority to sell or redeem securities in sufficient amounts to pay advisory fees. Client may reimburse the account for advisory fees paid to SFI, except for ERISA and IRA accounts.

III. Moving to Strength™ Investment Strategy Services

The Adviser is compensated for Moving to Strength™ Investment Strategy services based on clients' assets under management. Fees are paid quarterly in advance and are due on the 15th day of the last month of the calendar quarter for the upcoming quarter, and are based on the account's asset value as of the last business day of the prior calendar quarter. Fees are prorated for accounts opened during the quarter. A portion of the fee may be allocated to third parties for research, trading and other services. The account custodian will provide clients with an account statement reflecting the deduction of the advisory fee. If the advisory agreement is terminated, fees will be prorated to the date of termination and the unearned portion of the fee will be refunded to the client. Client accounts on the Moving to Strength™ Investment Strategy are charged 1% above SFI's standard fee schedule.

The account custodian charges fees, which are in addition to and separate from the investment advisory fees. Custodians may charge accounts for various transaction costs, retirement plan and administration fees. In addition, some mutual fund assets deposited in the account may have been subject to deferred sales charges and 12 (b)(1) fees. Mutual funds also have annual expenses, which are described in each fund's prospectus. Advisory clients should also note that fees for comparable services vary and lower or higher fees for comparable services may be available from other sources.

Fees are debited from clients' accounts. If the account does not contain sufficient funds to pay advisory fees, SFI has limited authority to sell or redeem securities in sufficient amounts to pay advisory fees. Client may reimburse the account for advisory fees paid to SFI, except for ERISA and IRA accounts.

IV. Asset Allocation Services through Third Party Investment Advisor (TPIA)

SFI receives compensation pursuant to its agreements with third-party advisers for introducing clients to these third-party advisers and for certain ongoing services provided to clients. This compensation is disclosed to the client in a separate disclosure document and is typically equal to a percentage of the investment advisory fee charged by that third-party adviser or a fixed fee. The disclosure document provided by SFI will clearly state the fees payable to SFI and the impact to the overall fees due to these payments. Since compensation SFI receives may differ depending on the agreement with each third-party adviser, SFI may have an incentive to recommend one third-party adviser over another, if the compensation arrangements are more favorable. Since the independent third-party adviser may pay the fee for the investment advisory services of SFI, the fee paid to SFI is not negotiable, under most circumstances. Fees paid by clients to independent third-parties are established and payable in accordance with the Form ADV Part II or other equivalent disclosure document of each independent third-party adviser to whom the Adviser refers its clients, and may or may not be negotiable, as disclosed in the disclosure documents of the third-party adviser.

Clients who are referred to third-party investment advisers will receive full disclosure, including services rendered and fee schedules, at the time of the referral, by delivery of a copy of the relevant third-party adviser's Form ADV Part II or equivalent disclosure document at the same time as the Form ADV Part II or equivalent disclosure document of SFI. In addition, if the investment program recommended to a client is a wrap fee program the client will also receive the Schedule H or equivalent wrap fee brochure provided by the sponsor of the program. SFI will provide to each client all appropriate disclosure statements, including disclosure of solicitation fees to SFI and its advisory associates.

In addition to or as part of the services listed above, SFI may recommend securities or other financial products for which it receives a commission. The recommendation of products for which SFI receives commission creates a potential conflict of interest since there is an incentive to recommend one product over another if the compensation arrangements are more favorable.

If clients are being charged commissions on any product, the assets are not subject to investment advisory fees. However, if the investment is a variable annuity the value of the investment is subtracted from the advisory fee calculation for the first 12 months.

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

SFI does not charge performance-based fees (fees based on a share of capital gains on or capital appreciation of the assets of a client). SFI does not engage in side-by-side account management.

Item 7 – Types of Clients

SFI provides financial planning and portfolio management services to individuals, pension and profit sharing plans, trusts and estates, and business entities.

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

For traditional asset allocation services, SFI uses asset allocation modeling to develop investment strategies for its clients. Recommendations are based on each client's investment goals, objectives, risk tolerance, and investment time horizon. Recommendations may include stocks, bonds, mutual funds, exchange-traded funds, variable annuities, and options.

In the Moving to Strength program, the core of the portfolio is allocated in respect to secular, long-term market trends. The core typically composes 50-70% of the portfolio value, and client accounts are assigned to a risk-based model ranging from conservative, moderate growth, growth, or aggressive, based on the individual's investment goals, objectives, and risk tolerance. In the remaining portion of the portfolio, sector strength and market pricing anomalies are targeted over the short-term through an actively managed, tactical approach.

Third party investment advisers are used for additional diversification of investment strategies where appropriate. Managers are selected based on historical performance and track record, fee structure, and the diversification benefits to the client's total portfolio.

Sailer Financial, Inc. also recommends investments in non-publicly traded REITs, limited partnerships and LLCs, and 529 plans. Special risks in these investments include illiquidity and real estate risks, including leverage. Clients are encouraged to consult their tax advisor regarding tax implications of these investments.

Annuities and other insurance products are used when appropriate for the client's individual circumstances.

SFI uses long term and short term purchasing strategies.

Investing in securities involves a risk of loss that you, as a client, should be prepared to bear.

Item 9 – Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to an evaluation of SFI or the integrity of SFI's management. SFI and its management have nothing to report.

Item 10 – Other Financial Industry Activities and Affiliations

Amy Sailer and Jeremy P. Hutzler are registered representatives of Securities Service Network, Inc., a registered broker-dealer and FINRA member. A potential conflict of interest exists because there is an incentive to recommend one product over another if the compensation arrangements are more favorable. However, clients are under no obligation to act upon any recommendations or effect any transactions through the associated persons if they decide to follow the recommendations.

SFI is a licensed insurance company and some of its associated persons are insurance agents. SFI's associated persons that maintain insurance licenses will receive commissions from the sale of various insurance products. Associated persons may recommend securities, insurance, or other products, and receive customary commissions if products are purchased through any firms with which any associated persons are affiliated. A potential conflict of interest exists because there is an incentive to recommend one product over another if the compensation arrangements are more favorable. However, clients are under no obligation to act upon any recommendations of the associated persons or effect any transactions through the associated persons if they decide to follow the recommendations.

As noted above, SFI may recommend third-party investment advisers (TPIA) in certain circumstances. When SFI recommends a TPIA, the fees that SFI receives from the TPIA are offset against the fees normally charged by SFI. Accordingly, SFI does not receive additional income through recommending a TPIA but the client could pay higher overall fees due to additional fees paid to the TPIA. Since SFI does not receive additional compensation, SFI does not have a conflict of interest.

Item 11 – Code of Ethics

SFI has adopted a Code of Ethics for the purpose of instructing its personnel in their ethical obligations and to provide rules for their personal securities transactions. SFI and its personnel owe a duty of loyalty, fairness and good faith towards their clients, and the obligation to adhere not only to the specific provisions of the Code but to the general principles that guide the Code.

The Code covers a range of topics that may include: general ethical principles, reporting personal securities trading, exceptions to reporting securities trading, reportable securities, initial public offerings and private placements, reporting ethical violations, distribution of the Code, review and enforcement processes, amendments to Form ADV and supervisory procedures. SFI will provide a copy of the Code to any client or prospective client upon request.

SFI and its personnel may invest in open end mutual funds that are also recommended to SFI's clients. Due to the nature of open end mutual funds, this does not represent a conflict of interest.

Item 12 – Brokerage Practices

For its discretionary accounts SFI will have discretion over the selection and amount of securities to be bought or sold without obtaining specific client consent. SFI will not have discretion over the selection of the broker to be used and the commission rates to be paid.

In their capacity as registered representatives of Securities Service Network, Inc. (“SSN”) SFI employees may suggest that clients implement recommendations through SSN. If the client so elects, associated persons would receive normal and customary commissions as sales agents resulting from any securities transactions, presenting associated persons with a conflict of interest. Furthermore, in implementing a plan through relationships maintained by associated persons, clients may pay commissions or fees that are higher or lower than those that may be obtained from elsewhere for similar services. Clients are advised that they are under no obligation to implement the plan or its recommendations through the associated persons in their capacities as registered representatives.

Although SFI is not affiliated with Fidelity, SFI has an arrangement with National Financial Services LLC and Fidelity Brokerage Services LLC (collectively, and together with all affiliates, “Fidelity”) through which Fidelity provides SFI with “institutional platform services.” The institutional platform services include, among others, brokerage, custody, and other related services. Fidelity's institutional platform services that assist SFI in managing and administering clients' accounts include software and other technology that (i) provide access to client account data (such as trade confirmations and account statements); (ii) facilitate trade execution and allocate aggregated trade orders for multiple client accounts; (iii) provide research, pricing and other market data; (iv) facilitate payment of fees from its clients' accounts; and (v) assist with back-office functions, recordkeeping and client reporting.

Fidelity also offers other services intended to help SFI manage and further develop its advisory practice. Such services include, but are not limited to, performance reporting, contact management systems, third party research, publications, access to educational conferences, roundtables and webinars, practice management resources, access to consultants and other third party service providers who provide a wide array of business related services and technology with whom SFI may contract directly.

Fidelity generally does not charge its advisor clients separately for custody services but is compensated by account holders through commissions and other transaction-related or asset-based fees for securities trades that are executed through Fidelity or that settle into Fidelity accounts (i.e., transactions fees are charged for certain no-load mutual funds, commissions are charged for individual equity and debt securities transactions). Fidelity provides access to many no-load mutual funds without transaction charges and other no-load funds at nominal transaction charges.

Fidelity is providing SFI with certain brokerage and research products and services that qualify as “brokerage or research services” under Section 28(e) of the Securities Exchange Act of 1934 (“Exchange Act”). These services are used for the benefit of all SFI’s clients and SFI does not allocate these benefits to client accounts proportionally.

Item 13 – Review of Accounts

Accounts are reviewed on a quarterly basis. Clients may request more frequent reviews and may set thresholds for triggering events that would cause a review to take place. Clients may be charged an advisory fee for additional reviews. Generally, advisory representatives will monitor accounts for changes or shifts in the economy, changes to the management and structure of a mutual fund or company in which client assets are invested, and market shifts and corrections. Clients should notify SFI of any changes in their financial status.

Item 14 – Client Referrals and Other Compensation

Currently, SFI does not pay non-employees for client referrals. If SFI compensates non-employees for referrals in the future, SFI will ensure that proper disclosures are made. SFI may receive ongoing fees from the sale of certain insurance products and 529 plans.

Item 15 – Custody

SFI does not maintain custody of clients’ funds or securities. Clients should receive at least quarterly statements from the broker dealer, bank or other qualified custodian that holds and maintains investment assets. SFI urges its clients to carefully review such statements and compare such official custodial records to the account statements that SFI may provide.

Item 16 – Investment Discretion

SFI may receive discretionary authority from the client at the outset of an advisory relationship. In all cases, however, such discretion is to be exercised in a manner consistent with the stated investment objectives for the particular account. Discretionary authority is obtained by a power of attorney executed by the client at the time of the account opening.

Item 17 – Voting Client Securities

SFI does not have 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 accounts. Clients should contact the securities custodian for questions regarding receipt of proxies.

Item 18 – Financial Information

SFI’s financial condition is not reasonably likely to impair its ability to meet contractual commitments to clients. SFI has not been the subject of a bankruptcy proceeding in the last ten years.

Item 19 – Requirements for State-Registered Advisers

This item is not relevant to SFI.