

Item 1 – Cover Page



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February 25, 2011

This Brochure provides information about the qualifications and business practices of Disciplined Equity Management, Inc (“DEM”). If you have any questions about the contents of this Brochure, please contact us at (904) 222-0280 or ddavey@demgt.com. It is intended to provide clients and prospective clients with an understanding of the investment advisory services offered by DEM and to provide full and fair disclosure of any conflicts or potential conflicts of interest associated with those services. At the request of a client, DEM may provide investment advice or other services not discussed in this Brochure. In such cases, any additional disclosures will be provided to the client as necessary. Clients can also refer to their portfolio management agreement for information specific to the management of their account.

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. Disciplined Equity Management, Inc. is a registered investment adviser. Registration of an Investment Adviser does not imply any level of skill or training. The oral and written communications of an Adviser provide you with information about which you determine to hire or retain an Adviser.

Additional information about Disciplined Equity Management, Inc also is available on the SEC’s website at www.adviserinfo.sec.gov.

Item 2 – Material Changes

On July 28, 2010, the United States Securities and Exchange Commission published “Amendments to Form ADV” which amends the disclosure document that we provide to clients as required by SEC Rules. This Brochure dated February 25, 2011 is a new document prepared according to the SEC’s new requirements and rules. As such, this Brochure is materially different in structure and requires certain new information that our previous brochure did not require.

In the future, this Item will discuss only specific material changes that are made to the Brochure and provide clients with a summary of such changes. We will also reference the date of our last annual update of our brochure.

In the past we have offered or delivered information about our qualifications and business practices to clients on at least an annual basis. Pursuant to new SEC Rules, we will ensure that you receive a summary of any materials changes to this and subsequent Brochures within 120 days of the close of our business’ fiscal year, or at any time an interim update is required.

We will further provide you with a new Brochure as necessary based on changes or new information, at any time, without charge.

Our Brochure may be requested by contacting Don Davey at (904) 222-0280 or ddavey@demgt.com.

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Item 4 – Advisory Business

Donald V. Davey formed Disciplined Equity Management, Inc. in 2002. DEM provides discretionary investment supervisory services to individuals, trusts, estates, small business owners, pension plans and charitable entities.

Each client account is managed according to the specific goals and objectives of the client, as stated in the Investment Policy Statement signed by the client. Therefore, even when using the same investment strategy for more than one client, not all client accounts will necessarily hold identical positions. Any restrictions imposed on the management of the account must be included in the Investment Policy Statement.

DEM offers the following investment strategies:

Individual Stock Strategies:

The US Large-Cap Growth Strategy selects US large-capitalization stocks with above-average long-term and short-term earnings and price trends. The goal of the strategy is to provide long-term capital growth.

The US Large-Cap Value Strategy selects US large-capitalization stocks with above-average dividend yields and projected dividend growth rates. The goal of the strategy is to provide a rising dividend stream while also participating in the long-term growth of equities.

The Blue Chip Core Portfolio is an equal blend of the Large-Cap Growth and Large-Cap Value Strategies.

Mutual Fund Strategies:

DEM may either replace or complement the individual stock strategies with no-load equity and fixed-income mutual funds and/or exchange-traded funds (ETFs). DEM primarily utilizes the Dimensional Fund Advisors family of funds to implement the mutual fund strategies.

DEM may provide financial planning services to asset management clients. These services are incidental to the investment advisory services offered and are not subject to additional fees or execution of a separate contract.

As of February 2, 2011, DEM has discretionary assets under management of \$106,300,000. DEM does not manage any non-discretionary assets.

Item 5 – Fees and Compensation

The advisory fee charged by DEM for portfolio management is as follows:

<u>Asset Value of the Account:</u>	<u>Quarterly Fee</u>
Up to \$3 million	0.375%
\$3million to \$5 million	0.250%
Above \$5 million	0.1875%

Clients pay DEM a fee based on the value of assets in their account. Fees are charged quarterly in arrears based on the value of the account on the last day of the quarter and adjusted for material cash flows. While DEM intends to charge fees in accordance with the standard fee schedule in place at the time of executing the portfolio management agreement, fees are subject to negotiation and may vary from the standard schedules to reflect circumstances that apply to a specific client account. The fee schedule, and any applicable terms and conditions, is stated in the client's portfolio management agreement.

The advisory fee covers only the portfolio management and advisory services provided by DEM and does not include brokerage commissions, mark-up and mark-downs, exchange fees, dealer spreads or other costs associated with the purchase and sale of securities, custodian fees, transfer fees, wire fees, interest, taxes, or other account expenses. All fees paid to DEM for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds or in conjunction with internal expenses associated with exchange-traded funds. The client will be solely responsible, directly or indirectly, for these additional expenses. DEM does not receive any portion of these additional fees. Refer to Item 12 for a detailed discussion of brokerage practices.

Clients may, but are not required to, grant DEM the authority to debit advisory fees directly from the clients' accounts. If the client authorizes DEM to debit fees, DEM is deemed to have custody of the client's funds. Clients will receive a statement, usually monthly but no less than quarterly, directly from their account custodian. DEM urges clients to review the information on the statement for accuracy and compare the information to any reports received directly from DEM. Please refer to Item 15 of this document for additional disclosures relating to Custody.

A client can terminate the portfolio management agreement with 30 days written notice. Any fees due will be payable through the date of termination.

DEM entered into an arrangement with Gunn & Company Investment Management, Inc. (GCIM), a registered investment advisor, to provide portfolio management services under a sub-advisory agreement. DEM acts as the sub-advisor and is compensated directly by GCIM, not by the client. GCIM determines the fee schedule. The fee schedule is different than DEM's fee schedule and fees are payable in advance. In the event of termination, DEM will refund GCIM any unearned fees pro-rata through the date of termination. DEM's agreement with GCIM outlines: (1) the responsibilities of each firm; (2) the relationship each party has with the client; and (3) the percentage of fee paid to each party.

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

DEM does not charge any performance-based fees.

Item 7 – Types of Clients

DEM provides discretionary investment supervisory services to individuals, trusts, estates, small business owners, pension plans and charitable entities.

The minimum account size for new clients is \$1 million. DEM reserves the right to waive this minimum.

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

DEM uses fundamental analysis and concepts derived from modern portfolio theory to construct diversified portfolios using a low-cost, passive, asset allocation strategy.

Investing in securities involves risk of loss that clients should be prepared to bear. DEM uses its best judgment and good faith efforts in providing advisory services to clients. DEM cannot warrant or guarantee any particular level of account performance, or that an account will be profitable over time. Not every investment decision or recommendation made by DEM will be profitable. Investments in securities are subject to various market, currency, inflation, economic, political and business risks. DEM attempts to minimize these risks by recommending diversified portfolios constructed to meet the specific goals and objectives of clients.

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 your evaluation of DEM or its management. DEM has no disciplinary actions to disclose.

Item 10 – Other Financial Industry Activities and Affiliations

Don Davey is a partial owner of a privately held restaurant franchise holding company. DEM does not recommend clients invest in this corporation nor in any other partnership or corporation owned or partially owned by the principals of Disciplined Equity Management, Inc. Don's time spent on business operations relating to this company does not have a material effect on DEM's operations.

Don Davey may participate in other business ventures, opportunities or arrangements that clients may be involved in. However, Don does not recommend these investments as part of the advisory services offered by DEM. Typically, these other businesses are operating businesses and are not related to the securities industry. These arrangements are outside of the scope of the investments selected on behalf of clients.

Item 11 – Code of Ethics

DEM 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. DEM 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. In order to detect any conflicts of interest with regard to personal trading by principals and employees, DEM requires all Access Persons to submit personal securities holdings reports within 10 days of becoming an Access Person and annually thereafter, and personal securities transaction reports within 30 days of the end of each calendar quarter.

DEM employees are permitted to buy or sell securities that are also recommended to clients provided they conduct their personal trading in a manner that does not create a conflict of interest with a client, or otherwise take unfair advantage of the client relationship. Employees may trade at the same time as clients and in the same securities as clients provided that, in accordance with DEM's brokerage practices, each account participating in the trade receives the average price of all shares traded on behalf of DEM to ensure allocations are fair and equitable.

DEM will provide a copy of the Code of Ethics to any client or prospective client upon request.

Item 12 – Brokerage Practices

DEM recommends clients maintain accounts at TD Ameritrade. The reason for preferring TD Ameritrade is their discounted commission rates, favorable margin rates, availability of no-load mutual funds, electronic trading, daily transaction downloads, and dedicated service team. Not all advisors require the use of a particular custodian or broker/dealer. DEM receives no fees or compensation for recommending TD Ameritrade, but may receive other benefits as described in Item 14.

DEM executes all client trades through TD Ameritrade. DEM regularly assesses the services provided by TD Ameritrade to determine that the reasonableness of commissions is consistent with their ability to provide quality services to DEM and its clients. DEM believes that, in consideration of all services provided by TD Ameritrade, including but not limited to commission rates and other fees, TD Ameritrade is providing overall execution quality consistent with DEM's duty to seek best execution for its clients.

Clients may direct DEM to use the services of a specific broker/dealer. However, DEM may decline to accept an account if the client's request is inconsistent with DEM's investment approach. If DEM accepts an account subject to client direction, DEM may not be able to attain best execution of client transactions. Directed transactions could result in additional costs to the client.

DEM may choose to, but is not required to, aggregate client orders consistent with its duty to seek best price and execution. Clients participating in an aggregated order will receive the average price of all transactions executed on a pro rata basis. If an order is partially filled, shares will be allocated pro rata based on the client's initial participation in the transaction. To the extent that the limited availability of a security would result in a de minimis allocation, DEM may exclude one or more accounts from participating in the order and select an alternative allocation method provided that such method is fair and equitable to all client accounts over time.

Item 13 – Review of Accounts

Don Davey, as Portfolio Manager and Principal of DEM, reviews all portfolios to ensure compliance with each client's goals and objectives. Portfolio reviews and any necessary rebalancing are conducted quarterly. Additional reviews may occur more frequently due to such factors as inflows to or outflows from an account, significant market movements, or other factors as deemed necessary by the Portfolio Manager.

Clients are furnished a written quarterly report from DEM detailing the holdings and market value of the securities in the account, a billing summary showing the calculation of the management fee, and a performance report. Additional client reports are available upon request.

The account custodian provides monthly statements to the client detailing account activity and market value of securities held.

Item 14 – Client Referrals and Other Compensation

DEM has access to free or discounted research materials from broker-dealers and/or third-party providers in exchange for having client assets custodied at TD Ameritrade. TD Ameritrade may provide free industry information that does not qualify as research, such as newsletter or other publications pertaining to compliance, marketing, practice management, etc. In addition, events such as workshops or conferences may be available at reduced cost or no cost. These benefits are not provided on the basis of client transactions. Under no circumstances do any clients pay additional fees or commissions in order to obtain these products or services.

DEM has arrangements with one or more unrelated third parties who act as solicitors for DEM. DEM compensates the third parties according to an ongoing fee-sharing agreement. Clients referred to DEM in accordance with any solicitation arrangement do not pay a higher fee for advisory services as a result of the referral. The details of any such payments to any solicitor are described to clients as required, and acknowledged and accepted by those clients, in a signed Solicitors Disclosure Document.

Item 15 – Custody

DEM is deemed to have custody of client funds because investment advisory fees are directly debited from client accounts. Debiting of fees is done pursuant to authorization provided by each client. Usually monthly, but no less than quarterly, clients receive account statements directly from the custodian of their account. Custodial statements include account holdings, market values and any activity that occurred during the period, including the deduction of investment advisory fees. DEM urges clients to compare information contained in reports provided by DEM with the account statements received directly from the account custodian. Differences in portfolio value may occur due to various factors, including but not limited to: (1) unsettled trades; (2) accrued income; (3) pricing of securities; and, (4) dividends earned but not received.

Item 16 – Investment Discretion

DEM manages client portfolios on a discretionary basis. Clients grant DEM discretion over their account by providing authorization in the portfolio management agreement. This discretionary authority authorizes DEM to determine the type and amount of securities to be bought or sold. Investment discretion is limited only by specific instructions, guidelines and/or mandates provided by clients in writing and to which DEM agrees.

Item 17 – Voting Client Securities

DEM does not take action or render any advice with respect to voting of proxies for the securities in client accounts. DEM will have no obligation to render advice or take any action with respect to any securities subject to any legal proceedings, such as class action lawsuits or bankruptcy. Clients will receive all proxies and other solicitations directly from their custodian.

Item 18 – Financial Information

Registered investment advisers are required to provide certain financial information or disclosures about DEM's financial condition. DEM has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to its clients, and has not been the subject of any bankruptcy proceeding.

This Brochure Supplement provides information about Donald V. Davey that supplements the Disciplined Equity Management, Inc. Brochure, which is attached to this document. Please contact Don Davey at (904) 222-0280 or ddavey@demgt.com if you have any questions about the contents of this supplement.

Additional information about Donald V. Davey is available at www.adviserinfo.sec.gov.

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Item 2- Educational Background and Business Experience

Year of Birth 1968

Education

B.S., Mechanical Engineering, University of Wisconsin - Madison, 1990

M.S., Mechanical Engineering, University of Wisconsin - Madison, 1994

Work History

Disciplined Equity Management, Inc.	Principal/Portfolio Manager	2004 – Present
Sheard & Davey Advisors	Principal/Portfolio Manager	1998 – 2004
Professional Football Player	NFL	1991 – 1999

Item 3- Disciplinary Information

There are no disciplinary actions to disclose.

Item 4- Other Business Activities

Don Davey is a partial owner of a franchise holding company. Don's involvement in the franchise operations does not have a material effect on his time spent at DEM.

Item 5- Additional Compensation

Don Davey does not receive compensation or other economic benefit from any third party in connection with the advisory services offered to clients.

Item 6 - Supervision

Don Davey is the Principal of Disciplined Equity Management, Inc. and is responsible for all supervisory functions.