

Item 1 Cover Page

Dupree Financial Group, LLC

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Lexington, KY 40507

(859) 233-0400

www.dupreefinancial.com

June 21, 2011

This Brochure provides information about the qualifications and business practices of Dupree Financial Group, LLC (“Dupree Financial Group”). If you have questions about the contents of this Brochure, please contact us at (859) 233-0400 or tdupree@dupreefinancial.com. 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.

Dupree Financial Group is a Kentucky 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 that you can use to determine whether to hire or retain an adviser.

The format/layout of this Brochure has been dictated by the Kentucky Department of Financial Institutions, Division of Securities (“Division”). As such, the Brochure’s table of contents can be found after the “Material Changes” section of this Brochure, not at the beginning of the Brochure. The subsections appearing under each heading follow the mandated ordering of the items required to be addressed in this Brochure as set forth in the instructions and guidance issued by the Division in regard to Part 2A of the Form ADV. Dupree Financial Group’s response to each such item immediately follows the numbered item. Throughout this Brochure, any references to “we,” “our,” “us,” etc. are meant to refer to Dupree Financial Group.

Item 2 Material Changes

Recently, the Division mandated Kentucky investment advisers to complete and submit a new Part 2 of Form ADV as of the close of business July 1, 2011. This Brochure dated June 21, 2011 is a new document prepared according to the Division's new requirements and rules. As a result, this Brochure is materially different in structure and contains certain new information that our previous brochure did not contain.

In the future, this Item 2 will discuss only specific material changes that are made to the Brochure and provide a summary of such changes. We will also reference the date of our last annual update of our brochure. In general, this Brochure will be amended annually within 90 days after each fiscal year. However, in accordance with Kentucky law, we will ensure that you receive a summary of any material changes to this and subsequent Brochures within 30 days of any such material change.

We will 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 Thomas Dupree, Manager, at (859) 233-0400 or tdupree@dupreefinancial.com.

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Brochure Supplement – See attached

Item 4 Advisory Business

Dupree Financial Group is a Kentucky investment adviser established in August of 2003. Thomas Dupree is the sole owner of the company.

We offer general investment advisory and management services to our clients, including personalized investment advisory services to individuals, pension and profit sharing plans, trusts, estates, charitable organizations, corporations and other organizations and business entities. We provide discretionary and non-discretionary portfolio management services where the investment advice provided is tailored to meet the needs and investment objectives of our clients. We also provide asset management advice for certain accounts, based upon the client's risk tolerance, investment objectives and other relevant information.

Dupree Financial Group may provide advice on private placements, pooled investment vehicles and other alternative investments. Dupree Financial Group reserves the right to advise a client on any other type of investment that we deem appropriate based on that client's stated goals and objectives or on any type of investment held in that client's portfolio.

Dupree Financial Group does not represent, warrant, or imply that the services or methods of analysis employed by us can or will predict future results, successfully identify market tops or bottoms, or insulate clients from losses due to market corrections or declines.

As of June 21, 2011, our assets under management were \$71,117,145.

Item 5 Fees and Compensation

Dupree Financial Group's annual fees for portfolio management services and asset management advice are equal to a percentage (%) of the market value of a client's account, as shown in the tables below. These annual fees are prorated and paid quarterly, in advance, based upon the quarter end market value of the account. The percentage calculation of the annual fee will not be increased without prior written notice to a client.

Portfolio Management Services

Account Size	Annualized Fee
\$0 to \$500,000	1.25%
\$500,001 to \$1,000,000	0.90%
\$1,000,001 to \$2,000,000	0.75%
Over \$2,000,000	0.60%

Asset Management Advice

Account Size	Annualized Fee
\$0 to \$1,000,000	0.75%
Over \$1,000,000	0.50%

Generally, the qualified custodian holding a client's funds and securities will charge a client's account for the amount of the management/asset management advice fee and will remit such fee directly to Dupree Financial Group. If the terms of a client's account do not allow for direct withdrawal of the management/asset allocation advice fee, the client will be required to pay the fee directly to Dupree Financial Group within 30 days of receipt of an invoice from Dupree Financial Group. The qualified custodian should deliver a quarterly account statement, directly to the client, showing all disbursements from the account. Clients are strongly encouraged to review all account statements for accuracy.

Fees will be assessed pro rata in the event an Advisory Services Agreement is executed at any time other than the first day of a calendar quarter. Dupree Financial Group or the client may terminate such Advisory Services Agreement upon written notice to the other party (e-mail notice is sufficient). In the event of termination, fees will be charged on a pro rata basis and any unearned fees will be refunded to the client on a pro rata basis.

Clients may incur certain charges imposed by custodians, brokers, third party investment and other third parties such as fees charged by managers, custodial fees, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. Mutual funds and exchange traded funds also charge internal management fees, which are disclosed in a fund's prospectus. Such charges, fees and commissions are exclusive of and in addition to Dupree Financial Group's fee, and Dupree Financial Group does not presently receive any portion of these commissions, fees and costs.

Item 12 describes additional factors considered in selecting or recommending brokers or dealers for client transactions and determining the reasonableness of their compensation (i.e. commissions).

Item 5 requires Dupree Financial Group to address situations in which we or any of our supervised persons (as that term is defined in our current internal Code of Ethics ("Code of Ethics")) accept compensation for the sale of securities or other investment products. Certain individuals who are associated with us, if properly registered and licensed to do so, may also receive compensation (i.e. commissions) related to the sale of securities or other investment products. For example, investment adviser representatives who are licensed as insurance agents can offer life, disability, fixed annuities and long-term care insurance from a variety of product sponsors and will receive commissions from the sales of such products. Transaction-based compensation such as this is separate and distinct from the other fees Dupree Financial Group may receive in connection with its investment advisory services.

The receipt or potential for receipt of transaction-based compensation gives our supervised persons an incentive to recommend investment products based on such compensation received, rather than on your specific needs. While Dupree Financial Group is obligated to tell you this information, our objective, which is shared by our supervised persons, is that our clients' accounts have priority and nothing is placed before the best interests of our clients. As a matter of policy and practice, we strongly discourage activities which place the client's interests anywhere but first. Our Code of Ethics specifically prohibits all employees, directors, officers and owners from using for their own benefit, to the detriment of the client, information about Dupree Financial Group's trading or recommendations for client accounts or take advantage of investment opportunities that would otherwise be available for clients. To the extent required by law, our supervised persons have satisfied various regulatory examination and registration

requirements that allow for such compensation which is commonplace in the investment industry. Dupree Financial Group believes that such arrangements are appropriate and proper in the light of the added examination, licensing, registration and other regulatory oversight that takes place in this area of the investment industry.

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

Dupree Financial Group does not charge performance-based fees. Fees are not charged on the basis of a share of capital gains upon or capital appreciation of the funds or any portion of the funds of an advisory client.

Item 7 Types of Clients

Dupree Financial Group provides personalized investment advisory and portfolio management services to individuals, pension and profit sharing plans, trusts, estates, charitable organizations, corporations and other organizations and business entities.

Although the minimum requirement to maintain an account is \$25,000, this minimum may be waived in the sole discretion of management. Dupree Financial Group may, but is not required to, allow accounts of members of the same household to be aggregated for purposes of meeting the fee breakpoints. For example, such aggregation may be allowed where Dupree Financial Group services accounts on behalf of minor children of current clients, individual and joint accounts for a spouse, and other types of related accounts.

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

Dupree Financial Group utilizes a value based investment strategy/analysis designed to invest in securities trading at or below company intrinsic value and which have adequate and/or surplus cash flow to cover expenses.

Methods of analysis

Dupree Financial Group primarily takes a bottom up security analysis approach while choosing investments. A bottom up security analysis begins with specific businesses, regardless of industry or region, which is different from a top down security analysis, which begins with an analysis of global economics and international or national economic indicators. In researching companies, their financial information is studied in detail, namely balance sheet, cash flow and income statements. Based on this information, Dupree Financial Group evaluates certain performance metrics (profit margin, debt/equity, return on equity, interest coverage etc) to determine operational efficiencies. We also evaluate certain valuation metrics (price/earnings, price/cash flow, book value) to determine relative value. While investing in mutual funds, the goal is to understand the fund's investment philosophy, the investment manager's track record and performance of the fund over a period of time.

In addition, various economic and market data published by the Federal Reserve and other governmental and private agencies are also considered. Dupree Financial Group also studies reports published by investment managers and analysts, and newsletters, newspapers and magazines to assess the state of the economy and obtain investment ideas.

Investment Strategy

Dupree Financial Group invests in securities that appear to be trading at or below a valuation metric we deem appropriate. We tend to be long-term investors and constantly monitor the price in relation to what we deem to be fair value of a security. We determine the proper diversification strategy on a case-by-case basis. If a particular security represents a very low or high percentage of a portfolio, we may rebalance by buying or selling that security. In addition, we may recommend dividend reinvestment to clients who are not in need of income and have a longer investment horizon.

Risks

All securities that we invest in have both business and market risk associated with them. In addition, fixed income investments such as bonds or certain REIT's can be susceptible to interest rate, duration, pre-payment and default risk. Securities of companies based in overseas markets may carry political and currency risk. Commodity related investments might also carry additional volatility risk.

Item 9 Disciplinary Information

We are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of Dupree Financial Group's advisory business or the integrity of Dupree Financial Group's management. No disciplinary action has ever been taken against Dupree Financial Group.

Item 10 Other Financial Industry Activities and Affiliations

Other Financial Industry Activities

Dupree Financial Group is required to disclose information concerning any other financial industry activities it engages in or other affiliations. Dupree Financial Group is not engaged in any other financial industry activity.

Affiliations

Dupree Financial Group is required to describe relationships and material conflicts of interest associated with affiliations involving insurance, banks, accountants/accounting firms, lawyer/law firms, real estate brokers, limited partnerships, pension consultants, other investment advisors (including whether Dupree Financial Group recommends or selects other investment advisors for clients and receives direct or indirect compensation). Dupree Financial has no such relationships or material conflicts of interest.

Item 11 Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

Code of Ethics

Dupree Financial Group has adopted a Code of Ethics, a copy of which is available to clients and potential clients upon request. Dupree Financial Group strives to comply with all applicable laws and regulations governing its practices. Therefore, in our Code of Ethics, Dupree Financial Group has set forth guidelines for professional standards of conduct for our associated persons (as that term is defined in our Code of Ethics), the goal of which is to protect client interests at all times and to demonstrate our commitment to our fiduciary duties of honesty, good faith and fair dealing with clients. We expect every employee to adhere strictly to these guidelines and demonstrate the highest standard of ethical conduct for continued employment with Dupree Financial Group. Associated persons are required to report any violations of the Code of Ethics.

Privacy Policies

In addition, Dupree Financial Group maintains and enforces written policies reasonably designed to prevent the misuse or dissemination of material non-public information about clients or their account holdings by Dupree Financial Group or any associated person. Dupree Financial Group does not disclose any nonpublic personal information about our clients or former clients to any nonaffiliated third party, except as permitted by law. In the course of servicing a client's account, Dupree Financial Group may share some information with our service providers, such as transfer agents, custodians, brokers, dealers, accountants and lawyers. Dupree Financial Group restricts internal access to nonpublic personal information about the client to those associated persons of Dupree Financial group who need access to that information in order to provide services to the client. It has always been and will be Dupree Financial Group's policy never to sell information about current or former clients or their accounts to anyone.

Participation in Client Transactions

The information in this item is intended to address situations in which we or one of our related persons might have a material financial interest in the investment instruments we may recommend to you. Currently, no such arrangements exist.

Personal Trading

Dupree Financial Group may purchase or sell securities for our clients which we and/or our employees own, have owned, or may own. We have adopted procedures regarding personal trading by employees that are designed to prevent

abuses that could occur as a result of the potential conflict of interest involved in such personal trading. For example, our Code of Ethics requires employees to submit on a periodic basis, personal securities transactions and holdings reports for review by a qualified representative of Dupree Financial Group. Neither Dupree Financial Group nor an employee may engage in principal transactions between a proprietary account and a client account without first obtaining the prior written approval of the Dupree Financial Group's Chief Compliance Officer ("Chief Compliance Officer") and the consent of the client. Dupree Financial Group's employees, officers, directors, owners and partners that have access to nonpublic information regarding any client's purchase or sale of securities, are involved in making securities recommendations to client, or have access to such recommendations that are nonpublic ("Access Persons") may not acquire any beneficial ownership (as that term is defined in our Code of Ethics) in any security in an initial public offering without first seeking the written approval of the Chief Compliance Officer. Purchases and sales of restricted securities issued by public companies are generally prohibited unless the Chief Compliance Officer determines that the contemplated transaction will cause no actual, potential or apparent conflict of interest.

Any Access Person wishing to purchase or sell a security obtained through a private placement, including purchase of any interest in a hedge fund, must first seek the written approval of the Chief Compliance Officer. In addition, if an associated person who owns a security in a private company knows that the company is about to engage in an IPO, he or she must disclose this information to the Chief Compliance Officer. Participation in investment clubs must be approved in writing the Chief Compliance Officer in advance of any such participation.

Because no written policy can provide for every possible contingency, the Chief Compliance Officer may consider granting additional exemptions from the prohibitions on trading on a case-by-case basis. Any request for such consideration must be submitted by the Access Person in writing to the Chief Compliance Officer. Exceptions will only be granted in those cases in which the Chief Compliance Officer determines that granting the request will create no actual, potential or apparent conflict of interest.

Dupree Financial Group does not require pre-clearance for personal securities transactions other than private placements or IPOs.

When dealing with many individual accounts, it remains possible that personal transactions on the part of our personnel could occur prior to a client transaction.

We use our best effort to make sure that is not the case, and in our view, these types of transactions are small in nature and do not affect a market in any individual security or company.

Item 12 Brokerage Practices

The purpose of this Item 12 is to present to you the factors that Dupree Financial Group takes into consideration when (1) selecting or recommending brokers, dealers or custodians to a client for the purposes of effecting transactions on the client's behalf and (2) for determining the reasonableness of compensation related to such transactions.

Factors in Recommendations

Factors that Dupree Financial Group considers in recommending brokers, dealers or custodians to a client include such entity's financial strength, reputation, execution, pricing and service. In return for effecting securities transactions through certain brokers, dealers or custodians, Dupree Financial Group may receive certain support services that assist us or our representatives in the investment decision-making process for a client.

Suggestion of a Broker

Dupree Financial Group 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 unaffiliated SEC-registered broker-dealer and FINRA member. TD Ameritrade offers independent services which include custody of securities, trade execution, clearance and settlement of transactions. As noted below under "Soft Dollar Benefits", Dupree Financial receives some benefits from TD Ameritrade through its participation in the Institutional Program. Dupree Financial Group and/or our representatives may receive benefits such as assistance with conferences and educational meetings from product sponsors.

Dupree Financial Group believes that TD Ameritrade provides "best execution" reasonably available to clients. In seeking "best execution," the determinative factor is not the lowest possible commission cost but whether the transaction represents the best qualitative execution, taking into consideration the full range of services, including the value of research provided, execution capability, commission rates and responsiveness. Accordingly, although Dupree Financial Group seeks competitive commission rates, we may not necessarily obtain the lowest possible commission rates for a client's account transactions.

Soft Dollar Benefits

There is no direct link between Dupree Financial Group's use of TD Ameritrade and the investment advice it gives to its clients, although Dupree Financial Group

receives economic benefits through participation in the Institutional Program that are typically not available to TD Ameritrade's 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 Dupree Financial Group 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 Dupree Financial Group's 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 Dupree Financial Group by third party vendors. TD Ameritrade may also have paid for business consulting and professional services received by Dupree Financial Group's related persons and may also pay or reimburse expenses (including travel, lodging, meals and entertainment) expenses for Dupree Financial Group's personnel to attend conferences or meetings relating to the program or to TD Ameritrade's advisor custody and brokerage services generally. Some of the products and services made available by TD Ameritrade through the program may benefit Dupree Financial Group but may not benefit our client accounts. These products or services may assist Dupree Financial Group in managing or administering client accounts, including accounts not maintained at TD Ameritrade. Other services made available by TD Ameritrade are intended to help Dupree Financial Group manage and further develop our business enterprise.

The benefits received by Dupree Financial Group or our personnel through our relationship with TD Ameritrade do not depend on the amount of brokerage transactions directed to TD Ameritrade. As part of our fiduciary duties to clients, Dupree Financial Group intends at all times to put the interests of our clients first. Clients should be aware, however, that the receipt of economic benefits by Dupree Financial Group or our related persons in and of itself creates a potential conflict of interest and may indirectly influence whether Dupree Financial Group chooses to use TD Ameritrade for custody and brokerage services.

Aggregation of Orders

Generally, Dupree Financial Group will aggregate orders with respect to a security if such aggregation is consistent with achieving best execution for the various client accounts. When orders are aggregated, each participating account receives the average share price for the transaction and bears a proportionate share of all

transaction costs, based upon each account's participation in the transaction, subject to Dupree Financial Group's discretion depending on factual or market conditions and the duty to achieve best execution for client accounts. Clients participating in block trading may include proprietary or related accounts. Such accounts are treated as client accounts and are neither given preferential nor inferior treatment versus other client accounts. Allocations of orders among client accounts must be made in a fair and equitable manner.

Dupree Financial Group aggregates client transactions for discretionary accounts but does not aggregate transactions for non-discretionary accounts. Accordingly, clients are hereby advised that different clients may receive different prices on securities transactions and that a client may not be able to purchase or sell the same quantity of securities as another client. In addition, clients who enter into non-discretionary arrangements with Dupree Financial Group may be charged higher commissions as compared to clients who enter into discretionary arrangements.

Client Selection

When applicable, a client may direct Dupree Financial Group to use a particular broker to execute some or all transactions for such client's account, subject to Dupree Financial Group's right to decline and/or terminate the engagement. In the event the client directs Dupree Financial Group to use a particular broker, the client has the sole responsibility for negotiating commission rates and other transactions costs with the directed broker. As a result, the client may pay higher commissions or other transaction costs or greater spreads, or receive less favorable net prices, on transactions for the account than would otherwise be the case and a most favorable execution may not be obtained.

Item 13 Review of Accounts

Dupree Financial Group intends to review each account on a regular basis. Review of accounts will be performed by Thomas Dupree, Manager, Mike Johnson, Logan Foster and/or Adarsh Mashru, who are Investment Adviser Representatives. Portfolio management accounts will be monitored on a continuous basis and will be reviewed on a semi-annual basis. Asset allocation accounts will be reviewed on a quarterly basis. Account review and management involves discussion and analysis of the client's goals and objectives, overall market, portfolio composition, industry composition and change in performance.

Dupree Financial Group will provide clients with a statement of the performance of their account(s) at least semiannually. In addition, clients normally receive statements on a monthly and quarterly basis from the custodian of the client's account; however, Dupree Financial Group has no control over those reports.

Item 14 Client Referrals and Other Compensation

Client Referrals

Under certain circumstances, investment advisers, like Dupree Financial Group, may compensate other parties for having referred clients or potential clients. These sorts of arrangements are generally referred to as “solicitor” arrangements. Dupree Financial Group does not currently participate in any solicitor arrangements but reserves the right to do so at our discretion.

Other Compensation

As described in Item 5 of this Brochure, certain of Dupree Financial Group’s supervised persons may receive other compensation in connection with the provision of investment advisory services to Dupree Financial Group’s clients. Certain individuals who are associated with us, if properly registered and licensed to do so, may also receive compensation (i.e. commissions) related to the sale of securities or other investment products. For example, investment adviser representatives who are licensed as insurance agents can offer life, disability, fixed annuities and long-term care insurance from a variety of product sponsors and will receive commissions from the sales of such products.

Item 15 Custody

Clients should receive at least quarterly statements from the qualified custodian that holds and maintains the client's investment assets; however, we have no control over the preparation or issuance of these statements. You are urged to review the information contained on the statements received from the qualified custodian and any other account statements that you receive.

Item 16 Investment Discretion

Dupree Financial Group is considered to have discretion of an account once a client signs an Advisory Services Agreement. A client may grant complete discretion over the selection and amount of securities to be purchased or sold for his, her or its account without requiring Dupree Financial Group to first obtain his, her or its prior consent or approval to engage in the transaction. On the other hand, Dupree Financial Group's investment authority may be subject to specified investment objectives, guidelines and/or conditions imposed in writing by the client. For example, a client may specify that the investment in any particular stock or industry should not exceed specified percentages of the value of the portfolio and/or restrictions or prohibitions of transactions in the securities of a specific industry.

Item 17 Voting Client Securities

As a matter of firm policy and practice, Dupree Financial Group will not take any action or render any advice with respect to voting of proxies on behalf of advisory clients. Clients retain the responsibility for receiving and voting proxies for any and all securities maintained in client portfolios.

Item 18 Financial Information

Dupree Financial Group is required to provide certain financial information or disclosures about its financial condition. Dupree Financial Group has no financial commitment that is reasonably likely to impair its ability to meet contractual and fiduciary commitments to clients. Dupree Financial Group has not been the subject of a bankruptcy proceeding. Dupree Financial Group has not accepted \$500.00 or more in fees six months or more in advance.

Item 19 Requirements for State-Registered Advisers

Educational Background and Business Experience

Thomas Parmalee Dupree

- University of the South, B.A. English 1978
- Dupree Financial Group, LLC, Manager 08/2003 – Present
- Raymond James Financial Services, Inc., Registered Representative 07/2003 – 05/2010

Elizabeth Host Dupree

- Hollins, B.A., English 1987
- Dupree Financial Group, LLC, Manager 08/2003 – Present

Margaret Grider

- Dupree Financial Group, LLC, Chief Compliance Officer 04/2010 – Present
- Dupree Financial Group, LLC, Administrative Assistant 05/2004 – Present

Adarsh Deepak Mashru

- University of Kentucky, B.B.A. Finance 2005
- Dupree Financial Group, LLC, Investment Adviser Representative 01/2007 – Present
- Raymond James Financial Services, Inc., Registered Representative 06/2008 – Present
- D&K Financial Services, Intern 02/2006 – 10/2006
- Biostok SDN BHD, Director 01/2005 – 02/2006

Michael Allen Johnson

- University of Kentucky, B.B.A. Finance and Management 2006
- Dupree Financial Group, LLC, Investment Adviser Representative 08/2006 – Present
- Raymond James Financial Services, Inc., Registered Representative 08/2006 – Present
- D. Scott Neal, Intern 11/2005 – 07/2006

Logan E. Foster

- University of Kentucky, B.S. Agriculture 1987
- Dupree Financial Group, LLC, Investment Adviser Representative 06/2010 – Present
- Raymond James Financial Services, Inc. 08/2009 – 12/2009
- Dupree & Company, Inc., Registered Representative 03/1994 – 06/2005

Other Business Activities

Thomas Dupree is a member in Vortex, LLC, a company owning real estate. He spends approximately ____ hours per week on this business activity.

Elizabeth Dupree is a real estate agent with Rector Hayden and spends approximately _____ hours per week on this business activity.

Logan Foster manages and co-owns a commercial cow-calf cattle operation. He spends approximately 5 to 7 hours per week on this business activity.

Disciplinary Information

Neither Dupree Financial Group nor an employee of Dupree Financial Group has been found liable in any arbitration or civil, regulatory or administrative proceeding.