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March 27, 2012

**FORM ADV PART 2A.
BROCHURE**

This brochure provides information about the qualifications and business practices of J. J. Burns & Company. If you have any questions about the contents of this brochure, please contact us at 631-390-0500. 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.

Additional information about J.J. Burns & Company is also available on the SEC's website at www.adviserinfo.sec.gov. The searchable IARD/CRD number for J.J. Burns & Company is

J.J. Burns & Company is a Registered Investment Adviser. Registration with the United States Securities and Exchange Commission or any state securities authority does not imply a certain level of skill or training.

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Advisory Business

Form ADV Part 2A, Item 4

J.J. Burns & Company's registration was granted by the U.S. Securities and Exchange Commission on May 15, 2006. James Joseph Burns, CFP (CRD Number 1746094) is Owner and Chief Compliance Officer of the firm. Mr. Burns owns one hundred (100%) percent of the equity of the firm. The firm is not publicly owned or traded. There are no indirect owners of the firm or intermediaries who have any ownership interest in the firm. The firm manages each client's portfolio on an individualized basis. Clients may impose restrictions on their accounts. The firm does not participate in wrap programs. As of December 31, 2011, the firm managed assets on a discretionary basis in the amount of \$122,473,570, representing 716 accounts.

All of Firm's professional activities and advisory billings shall be attributable to the provision to clients of investment supervisory services. Specifically, Firm will provide asset management services to clients in exchange for compensation based upon assets under management. No fee is based on capital gains or capital appreciation of assets. No fee is payable more than six months in advance. Firm has no custody of client funds or securities. Fees are payable quarterly in arrears as follows:

<u>Assets under</u> <u>Management</u>	<u>Annual</u> <u>Fee</u>	<u>Quarterly</u> <u>Billing</u>
Under \$2,000,000	1.50%	.375%
\$2,000,001 - \$5,000,000	1.25%	.325%
Over \$5,000,000	1.00%	.25 %

Firm will receive fees directly from the client's account. However Firm is in compliance with the most recent custody rule as promulgated by the securities regulators and, as such, there is no custody result. In essence, the advisory client receives account information on a monthly basis sent directly to such advisory client by the "Qualified Custodian".

The firm will provide financial planning advice to clients based upon written and oral presentations provided by clients as to determine specific needs. A portion of this fee will be payable upon initial engagement with the balance of the fee due and payable upon delivery and completion of the financial plan. charged quarterly in advance and will range from \$500 - \$10,000 per annum based upon complexity. Fees will not be due until our written report is delivered and any and all agreements can be terminated at any time by the client who is always entitled to a full refund. Any fee charged is fully negotiable. Firm will immediately refund all unearned/unapplied fees to the client. Because mutual funds pay advisory fees to their investment advisers and such fees are therefore indirectly charged to all holders of mutual fund shares, clients with mutual funds in their portfolios are effectively paying both the Firm and the mutual fund adviser for the management of their assets. Clients who place mutual fund shares under the Firm's management are therefore subject to both the Firm's direct management fee and the indirect management fee of the mutual fund's adviser.

The firm affects certain securities trades through "Prime Broker" which is a program that enables us to obtain global access to global analysts. Trading costs may be more or less than those obtained through Schwab.

There is an additional charge of \$25.00 on each Prime Broker trade.

Fees and Compensation

Form ADV Part 2A, Item 5

See Item 4, above.

Performance-Based Fees and Side-By-Side Management

Form ADV Part 2A, Item 6

None.

Types of Clients

Form ADV Part 2A, Item 7

Individuals, pension plans, profit sharing plans, trusts, estates, charitable organizations, corporations and other business entities.

Methods of Analysis, Investment Strategies and Risk of Loss

Form ADV Part 2A, Item 8

Method of securities analysis is fundamental analysis.

Investment strategies will include long term purchases (securities held at least a year), short term purchases (securities sold within a year) trading (securities sold within 30 days) and short sales.

All securities will carry some element of risk of loss.

Disciplinary Information

Form ADV Part 2A, Item 9

None.

Other Financial Industry Activities and Affiliations

Form ADV Part 2A, Item 10

Anthony LaGiglia is a registered representative of North Ridge Securities Corp., a registered broker/dealer with FINRA and SIPC. Messrs. Burns and LaGiglia sell insurance products. These individuals accept compensation for the sale of insurance, securities or other investment products, including asset-based sales charges or service fees from the sale of mutual funds. 1. This practice presents a conflict of interest and gives us an incentive to recommend investment products based on the compensation received, rather than on a client's needs. This creates a conflict of interest. The firm will recommend no-load mutual funds in certain circumstances 2. Clients have the option to purchase investment products that we recommend through other brokers or agents that are not affiliated with us. 3. The firm charges advisory fees and Messrs. Burns and/or LaGiglia may receive commission income as a result of product sales. Advisory fees generally are not off-set by commission income.

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

Form ADV Part 2A, Item 11

The firm has adopted a written Code of Ethics in compliance with SEC Rule 204A-1. The code sets forth standards of conduct and requires compliance with federal securities laws. Our code also addresses personal trading and requires our personnel to report their personal securities holdings and transactions to the Chief Compliance Officer of the firm. We will provide a copy of our Code of Ethics to any client or prospective client upon request.

In the unlikely event that the interests of the Firm's account would happen to correspond with an advisory client's interests, full disclosure would be made to such client at once.

It is further noted that Firm is in and shall continue to be in total compliance with The Insider Trading and Securities Fraud Enforcement Act of 1988. Specifically, Firm has adopted a firm wide policy statement outlining insider trading compliance by Firm and its associated persons and other employees. This statement has been distributed to all associated persons and other employees of Firm and has been signed and dated by each such person. A copy of such firm wide policy is left with such person and the original is maintained in a master file. Further, Firm has adopted a written supervisory procedures statement highlighting the steps which shall be taken to implement the firm wide policy. These materials are also distributed to all associated persons and other employees of Firm, are signed, dated and filed with the insider trading compliance materials. There are provisions adopted for (1) restricting access to files, (2) providing continuing education, (3) restricting and/or monitoring trading on those securities of which Firm's employees may have non-public information, (4) requiring all of Firm's employees to conduct their trading through a specified broker or reporting all transactions promptly to Firm, and (5) monitoring the securities trading of the firm and its employees and associated persons.

Firm or individuals associated with Firm may buy or sell securities identical to those recommended to customers for their personal account.

It is the express policy of Firm that no person employed by Firm may purchase or sell any security prior to a transaction(s) being implemented for an advisory account, therefore, preventing such employees from benefiting from transactions placed on behalf of advisory accounts.

Firm or any related person(s) may have an interest or position in a certain security(ies) which may also be recommended to a client.

As these situations may represent a conflict of interest, Firm has established the following restrictions in order to ensure its fiduciary responsibilities:

- 1) A director, officer or employee of Firm shall not buy or sell securities for their personal portfolio(s) where their decision is substantially derived, in whole or in part, by reason of his or her employment unless the information is also available to the investing public on reasonable inquiry. No person of Firm shall prefer his or her own interest to that of the advisory client.
- 2) Firm maintains a list of all securities holdings for itself, and anyone associated with this advisory practice. These holdings are reviewed on a regular basis by James Joseph Burns.
- 3) Firm requires that all individuals must act in accordance with all applicable federal and state regulations

governing registered investment advisory practices.

4) Any individual not in observance of the above may be subject to termination.

Brokerage Practices

Form ADV Part 2A, Item 12

Firm participates in Charles Schwab & Co.'s Schwab Institutional (SI) service program. While there is no direct linkage between the investment advice given and participation in the SI program, economic benefits are received which would not be received if Firm did not give investment advice to clients. These benefits include: receipt of duplicate client confirmations and bundled duplicate statements; access to a trading desk serving SI participants exclusively; access to block trading which provides the ability to aggregate securities transactions and then allocate the appropriate shares to client accounts; ability to have investment advisory fees deducted directly from client account; access, for a fee, to an electronic communication network for client order entry and account information; receipt of compliance publications; and access to mutual funds which generally require significantly higher minimum initial investments or are generally available only to institutional investors. Schwab Institutional pays J. J. Burns a specific dollar amount per month to be applied toward research costs. The funds are not paid to Mr. Burns but are paid directly to the vendor. Schwab Institutional also pays expenses incurred by Mr. Burns and his staff to attend conferences.

The benefits received through participation in the SI program do not depend upon the amount of transactions directed to Charles Schwab & Co., Inc.

The firm may recommend or require that clients establish brokerage accounts with the Schwab Institutional Division of Charles Schwab and Company, Inc. ("Schwab") a registered broker dealer, member SIPC, to maintain custody of clients assets and to effect trades for their accounts. The firm is independently owned and operated and not affiliated with Schwab. Schwab provides the firm with access to its institutional trading and custodial services, which are typically not available to Schwab retail investors. These services generally are available to independent investment advisors on an unsolicited basis, at no charge to them, so long as a total of at least \$10,000,000 of the advisor's client's assets are maintained in an account at Schwab Institutional, and are not otherwise contingent upon advisor committing to Schwab any specific amount of business (assets in custody or trading). Schwab services include brokerage, custody, research and access to mutual funds and other investments that are otherwise generally available only to institutional investors or would require a significantly higher minimum initial investment.

For the firm's clients accounts maintained in its custody, Schwab generally does not charge separately for custody but is compensated by account holders through commissions or other transaction related fees for securities trades that are executed through Schwab that settle into Schwab accounts.

Schwab also makes available to the firm other products and services that benefit the firm but may not benefit its clients' accounts. Some of these other products and services assist the firm in managing and administering clients' accounts. These include software and other technology that provide access to client account data (such as trade confirmations and account statements, facilitate trade executions and allocation of aggregated trade orders for multiple client accounts, provide research, pricing information, and other market data, facilitate payment of the firm's fees from its clients accounts, and assist with back office functions, record keeping, and client reporting.) Many of these services generally may be used to service all or a substantial number of the firms' accounts, including accounts not maintained at Schwab Institutional. Schwab Institutional also makes available to the firm other services intended to help the firm manage and help to further develop its

business enterprise. These services may include consulting, publications, and conferences on practice management, information technology, business successions, regulatory compliance, and marketing. In addition, Schwab may make available, arrange and/or pay for these types of services rendered to the firm by independent third parties. Schwab Institutional may discount or waive fees that would otherwise charge for some of these services or pay all or a part of the fees to a third party providing these services to the firm. While as a fiduciary, the firm endeavors to act in its client's best interest, the firm's recommendation or requirement that clients maintain their assets in accounts at Schwab may be based in part on the benefit to the firm of the availability of some of the foregoing products and services and not solely on the nature, cost or quality of custody and brokerage services provided by Schwab, which may create a potential conflict of interest.

Review of Accounts

Form ADV Part 2A, Item 13

Mr. Burns will monitor all client accounts on a continuous basis and will issue a report on a quarterly basis. All reviews will be undertaken by Mr. Burns

Client Referrals and Other Compensation

Form ADV Part 2A, Item 14

See Item 10, above.

Custody

Form ADV Part 2A, Item 15

None.

Investment Discretion

Form ADV Part 2A, Item 16

Firm will have the authority without first obtaining specific client consent to buy and sell securities, to determine the amount of securities to be bought or sold, to determine the broker or dealer to be used and to determine the commission rates paid. Schwab Institutional is the broker/dealer used by Firm. Custom and standards within the securities industry will be considered by Firm in order to determine the reasonableness of Schwab's commissions and the decision to select Schwab.

Voting Client Securities

Form ADV Part 2A, Item 17

The firm does not vote proxy statements on behalf of advisory clients.

Financial Information

Form ADV Part 2A, Item 18

Because the firm does not receive fees more than six months in advance, no financial reporting is required in this section of the narrative.

Requirements for State-Registered Advisers

Form ADV Part 2A, Item 19

Not applicable.

Additional Information

None.