

**Schedule F of  
Form ADV**

**Continuation Sheet for Form ADV Part II**

Applicant:  
Burke-Leslie Professional Asset  
Management, LLC

SEC File Number:

**801- 70605**

Date:

11/04/2009

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: <b>Burke-Leslie Professional Asset Management, LLC</b>		IRS Empl. Ident. No.:
Item of Form (identify)	Answer	

Item 1D	<p>Burke-Leslie Professional Asset Management, LLC (hereinafter known as “BLP” or “Adviser”) is a limited liability company formed under the laws of the State of Florida and domiciled in the State of Florida. Adviser offers investment advisory services to individuals, high net worth individuals and corporations or business entities. Adviser’s services and fee arrangements are described in the following pages.</p> <p>This Schedule F narrative provides Clients with information regarding Adviser and the qualifications, business practices, and nature of advisory services that should be considered before becoming an advisory Client of Adviser.</p> <p>Additional information about Adviser is available on the Internet at <a href="http://www.adviserinfo.sec.gov">www.adviserinfo.sec.gov</a>. You can search this site by a unique identifying number, known as a CRD number. The CRD number for Adviser is 151136</p>
Item 1D (Continued)	<p><b><u>ADVISORY SERVICES AND FEES</u></b></p> <p><b><u>Portfolio Management</u></b></p> <p>Adviser will emphasize continuous and regular account supervision. Adviser may create a portfolio, consisting of individual stocks or bonds; exchange traded funds, mutual funds and other securities. Our investment strategy will be tailored to the individual needs of the Client. Each portfolio will be initially designed to meet a particular investment goal, which Adviser has determined to be suitable to the Client’s circumstances. Once the appropriate portfolio has been determined, Adviser will review the portfolio at least quarterly and if necessary, rebalance the portfolio based upon the Client’s individual needs, stated goals and objectives. However, each Client will have the opportunity to place reasonable restrictions on the types of investments to be held in the portfolio.</p> <p>During the initial planning meeting, client and Adviser discuss elements of the client profile. Data such as income, tax issues, assets and current allocations, financial goals, personal interests and overall objectives are incorporated into a recommended strategy. Adviser will discuss the appropriate portfolio for investment as described below:</p> <ol style="list-style-type: none"><li>1. Total Return Portfolio – for investors seeking growth, this portfolio is managed for a “total return” approach to investing. Adviser may employ common stocks (and ETF’s), covered calls or cash covered put investments to achieve its goals.</li><li>2. Enhanced Return Portfolio – for investors with an existing portfolio of stocks, where sale of the underlying shares is undesirable, e.g. low cost basis, inheritance, sentimentality. Since Adviser does not select these securities,</li></ol>

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Item 1D  
(Continued)

income enhancement is provided by writing covered calls during periods of price consolidation or decline. Employing proprietary analytical indicators to identify confirmed price trends, the Advisor selects appropriate call options for the holding period. Position is close out when either the option expires or is repurchased on a trend reversal.

3. Global Asset Allocation – for pensions, retirement accounts or smaller individual accounts seeking diversification through investment in Exchange Traded Funds. Allocation is based on domestic sectors rotation and when appropriate, global funds by style, size, sectors, or country.

Adviser's annual fee for investment management services provided under this Agreement shall be based one of the following platforms offered by Adviser that the client wishes to invest and by the market value of the Assets under management and be calculated as follows:

**Total Return Portfolio**

Assets Under Management Quarterly Advisory Fee	
\$0 - \$1,000,000 0.500 %	
Over \$1,000,000 0.4375%	

**Enhanced Return Portfolio**

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Item 1D  
(Continued)**Assets Under Management  
Quarterly Advisory Fee**

\$0 - \$1,000,000

0.500 %

Over \$1,000,000

0.4375 %

**Global Asset Allocation****Assets Under Management  
Quarterly Advisory Fee**

\$0 - ∞

0.25 %

These quarterly fees shall be negotiable in certain cases and be pro-rated and paid in advance on a quarterly basis. No increase in the quarterly fee shall be effective without prior written notification to the Client. Clients are responsible for custodial fees and transaction costs. In the event that the Client terminates Adviser's services before the end of a calendar quarter, Client shall be assessed a pro-rata fee based on the number of days the Client's account was managed by Adviser.

Unless the Client requests direct billing, fees will be automatically deducted from the account. Clients will be provided with a quarterly statement reflecting deduction of the advisory fee.

Either party may terminate the agreement at any time by providing written notice to the other party. Full refunds will only be made in cases where cancellation occurs within five (5) business days of signing the Adviser's investment advisory agreement. After five (5) business days, clients will receive pro-rata refunds, which take into account work completed by the Adviser on behalf of the client. The client will incur charges for bona fide advisory services rendered to the point of termination and such fees will be due and payable by the client. Refunds will be given on a pro-rata basis.

Adviser's fee schedule does not include the following separately billed fees, which advisor does not receive any part of: mutual fund expenses, trading and custodial

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Item 1D  
(Continued)

costs. These fees will be separately charged by the relevant parties and borne by the Client.

No portion of Adviser's compensation shall be based on capital gains or capital appreciation of the Assets except as provided for under the Investment Advisers Act of 1940.

Adviser will adhere to the SEC Staff No-Action Letter, *SMC Capital, Inc.* in the event that orders are aggregated.

**Pension Consulting Services**

Pension Consulting consists of assisting employer plan sponsors establish, monitor and review their company's participant-directed retirement plan. As the needs of the plan sponsor dictate, areas of advising could include: investment options, plan structure retirement plan fiduciary compliance, retirement plan expenses, retirement plan vendor selection and participant education benchmarking.

Consulting fees will be charged according to the annual fee of 0.50% of assets under management. The fee will be based on the value of the account for the previous quarter as of the last business day of the quarter and is payable quarterly in advance. The first consulting fee is based on the value of the account on the first day of consulting by Adviser and is payable within one month after execution of the agreement. The first consulting fee will be assessed on pro-rata basis taking into account the time for which the account was not engaged by Adviser and the time left in the quarter. In the event that the Client terminates Adviser's services before the end of a calendar quarter, Client shall be assessed a pro-rata fee based on the number of days the Client's account was managed by Adviser.

Fees will be automatically deducted from the account unless otherwise requested by the client to be billed directly. Clients will be provided with a quarterly bill or a statement reflecting deduction of the consulting fee as well as an advance invoice from Adviser (sent to the custodian simultaneously) detailing the amount and calculation of the consulting fee.

Either party may terminate the agreement at any time by providing written notice to the other party. Full refunds will only be made in cases where cancellation occurs within five (5) business days of signing the Adviser's investment advisory agreement. After five (5) business days, clients will receive pro-rata refunds, which take into account work completed by the Adviser on behalf of the client. The client will incur charges for bona fide advisory services rendered to the point of termination and such fees will be due and payable by the client. Refunds will be given on a pro-rata basis.

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Item 1D  
(Continued)

**Additional Information Concerning Fees**

In certain circumstances, advisory fees and account minimums may be negotiable based upon prior relationships as well as related account holdings. The fees charged are calculated as described above and are not charged on the basis of a share of capital gains or capital appreciation of the funds or any portion of the funds of an advisory Client.

For the first billing quarter, if the management account was not opened at the beginning of the quarter, the fee will be based upon a pro-rata calculation of the aggregate market value of the client's assets to be managed for the period.

For assets withdrawn by client in excess of \$50,000, the Adviser will refund fee on a pro-rata basis. No adjustment will be made for partial withdrawals of less than \$50,000 during the billing period.

All fees paid to Adviser for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds to their shareholders. These fees and expenses are described in each fund's prospectus. Such fees will generally include a management fee, other fund expenses and a possible distribution fee. If the fund also imposes sales charges, a Client may pay an initial or deferred sales charge.

A Client could invest in a mutual fund directly, without the services of Adviser. In that case, the Client would not receive the services provided by Adviser which are designed, among other things, to assist the Client in determining which mutual fund or funds are most appropriate to the Client's financial condition and objectives. Accordingly, the Clients should review both the fees charged by the funds and the fees charged by Adviser to fully understand the total amount of fees to be paid by the Clients and to thereby evaluate the advisory services being provided.

Advisory recommendations are based on the Client's financial situation at the time the services are provided and are based on financial information disclosed by the Client to Adviser. Clients are advised that certain assumptions may be made with respect to interest and inflation rates and the use of past trends and performance of the market and economy. Past performance is in no way an indication of future performance. As the Client's financial situation, goals, objectives, or needs change, the Client must notify Adviser promptly.

Adviser shall never have custody of any Client funds or securities, as the services of a qualified and independent custodian will be used for these asset management services.

In performing its services, Adviser shall not be required to verify any information received from the Client or from the Client's other professionals, and is expressly

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	authorized to rely thereon. The Client is free to accept or reject any recommendation made by Adviser. Moreover, each Client is advised that it remains his/her/its responsibility to promptly notify Adviser if there is ever any change in his/her/its financial situation or investment objectives for the purpose of reviewing/evaluating/revising Adviser's previous recommendations and/or services. Adviser's Clients are advised to promptly notify Adviser if there are ever any changes in their financial situation or investment objectives, or if they wish to impose any reasonable restrictions upon Adviser's management services. A copy of the written disclosure statement for Adviser, as set forth on Part II of Form ADV, shall be provided to each Client prior to, or contemporaneously with, the execution of the Investment Advisory Agreement. Any Client who has not received a copy of Adviser's written disclosure statement at least forty-eight (48) hours prior to executing the initial applicable agreement shall have five (5) business days subsequent to executing the agreement to terminate Adviser's services without penalty. Neither Adviser nor the Client may assign the Investment Advisory Agreement without the prior written consent of the other party. Transactions that do not result in a change of actual control or management of Adviser shall not be considered an assignment.
Item 5	<b>Education and Business Standards</b>  Adviser generally requires a college degree and/or five (5) years of equivalent industry experience for someone to become an investment advisory representative with the firm. In addition, all investment advisory representatives must have obtained all required licenses or a professional designation such as the CFP®.
Item 6  Item 6 (Continued)	<b>Education and Business Background.</b>  <b>William Burke</b> <i>Born 1962</i>  <u>Business Experience</u> <ul style="list-style-type: none"><li>• September 2009 – Present, <i>Member and Chief Compliance Officer</i>, Burke-Leslie Professional Asset Management, LLC</li><li>• April 2006 – August 2009, <i>Business Development Officer</i>, Alexander Read Investment Management</li><li>• June 2003 – April 2006, <i>Financial/Associate Agent</i>, Nationwide Insurance and Financial Services/Andy Anderson Agency</li></ul> <u>Education, Professional Licensing and Exams</u> <ul style="list-style-type: none"><li>• 1994 – BA, Organizational Communication, Rollins College</li><li>• 2009 – Series 65</li><li>• 2004 – General Agent</li><li>• 2003 – Life/Health and Variable Annuity</li><li>• 1999 – Series 8</li></ul>

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	<ul style="list-style-type: none"><li>• 1994 – Series 7</li></ul> <p><b>John D. Leslie</b> <i>Born 1949</i></p> <p><u>Business Experience</u></p> <ul style="list-style-type: none"><li>• 09/2009 – Present, Burke-Leslie Professional Asset Management, LLC, <i>Managing Member</i></li><li>• 2007 – 2009: Alexander Read Investment Management, <i>Portfolio Manager</i></li><li>• 2005 – 2006: Alexander Read Investment Management, <i>Client Relationship</i></li><li>• 1995 – 2003: Charles Schwab, <i>Trader/Investment Consultant/VP-Branch Manager Ft. Myers FL branch and VP- Branch Manager, St. Petersburg FL branch, Group Manager Investor Education</i></li></ul> <p><u>Education, Professional Licensing and Exams</u></p> <ul style="list-style-type: none"><li>• 1977 – USAFI (United Services Armed Forces Institute) 4 years</li><li>• 1983 – College for Financial Planning</li><li>• 2009 – Series 65</li></ul>
Item 9	<p><b><u>Insider Trading</u></b></p> <p>In accordance with Section 204A of the Investment Advisors Act of 1940, Adviser also maintains and enforces written policies reasonably designed to prevent the misuse of material non-public information by Adviser.</p> <p><b><u>Code of Ethics</u></b></p> <p>As these situations represent a conflict of interest, Adviser has established the following restrictions in order to ensure its fiduciary responsibilities:</p> <ol style="list-style-type: none"><li>1) Associated persons of Adviser 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 affiliation with the Adviser, unless the information is also available to the investing public on reasonable inquiry. No person shall prefer his or her own interest to that of the advisory clients. <sup>(1) (2)</sup></li><li>2) All clients are fully informed that certain individuals may receive separate compensation when effecting transactions during the implementation process.</li><li>3) Adviser emphasizes the unrestricted right of the clients to decline to implement any advice rendered, except in situations where a Third Party Advisory Service is granted discretionary authority in the client's account.</li><li>4) Adviser requires that all individuals must act in accordance with all applicable Federal and State regulations governing registered investment advisory practices.</li></ol>
Item 9E (Continued)	

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	<p>5) Any individual not in observance of the above may be subject to termination.</p> <p>Notes:</p> <p><sup>(1)</sup> This investment policy has been established recognizing that some securities being considered for purchase and sale on behalf of Adviser's clients trade in sufficiently broad markets to permit transactions by clients to be completed without an appreciable impact on the markets of the securities. Under certain circumstances, exceptions may be made to the policies stated above. Records of these trades, including the reasons for the exceptions, will be maintained with Adviser's records in the manner set forth above.</p> <p><sup>(2)</sup> Open-end mutual funds and/or the investment sub-accounts, which may comprise a variable insurance product, are purchased or redeemed at a fixed net asset value price per share specific to the date of purchase or redemption. As such, transactions in mutual funds and/or variable insurance products by IARs are not likely to have an impact on the prices of the fund shares in which clients invest, and are therefore not prohibited by Adviser's Investment policies and procedures.</p> <p>A copy of Adviser's Code of Ethics is available upon request.</p>
Item 10	<p><b>Conditions for Managing Accounts</b></p> <p>BLP generally requires a minimum of \$500,000 in assets under management for managed accounts.</p>
Item 12A&B  Item 12A&B (Continued)	<p><b>Investment or Brokerage Discretion</b></p> <p>Adviser 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 independent and unaffiliated SEC-registered broker-dealer and FINRA member. TD AMERITRADE offers to independent investment advisers, services which include custody of securities, trade execution, clearance and settlement of transactions. Adviser receives some benefits from TD AMERITRADE through its participation in the program. (Please see the disclosure under Item 13.A. below.)</p> <p>In certain cases, Adviser has obtained the written consent of clients to engage in discretionary trading of securities. Such discretion is limited to the authority to select securities to be bought or sold and/or the amount of securities to be bought or sold. Adviser does not possess the authority without the client's consent to determine the broker or dealer to be used or the commission rates paid. In any event, Adviser often suggests that clients execute trades through TD AMERITRADE.</p>

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	<p>Adviser reasonably believes that in the case of managed accounts, TD AMERITRADE, Inc.'s blend of execution services, commission and transaction costs as well as professionalism allows Adviser to seek best execution and competitive prices. Additionally Adviser believes that in case of financial plan recommendations being implemented, that TD AMERITRADE, Inc.'s blend of execution services, commission and transaction costs as well as professionalism allows Adviser to recommend TD AMERITRADE, Inc. for the establishment of a brokerage account. At all times, financial planning clients are free to execute their plan recommendations through any broker-dealer without the assistance of Adviser or its investment advisory representatives. As mentioned previously, clients grant Adviser discretionary authority over the selection and amount of securities to be bought and/or sold for their account without obtaining their prior consent or approval. The trading authority will allow Adviser to take advantage of time-sensitive market conditions in securities, which are consistent with the client's prior stated investment objectives. However, Adviser's investment authority may be subject to specified investment objectives, guidelines, and/or conditions imposed 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.</p>
Item 13A	<b>Additional Compensation</b>
Item 13A (Continued)	<p>While Adviser, and its associated persons, endeavor at all times to put the interest of the clients first as part of their fiduciary duty, clients should be aware that receipt of additional compensation in itself creates a potential conflict of interest and may indirectly influence Adviser's choice of TD AMERITRADE for custody and brokerage services. As disclosed under Item 12.B. above, Adviser participates in TD AMERITRADE's institutional customer program and Adviser may require clients to maintain accounts with TD AMERITRADE. There is no direct link between Adviser's participation in the program and the investment advice it gives to its Clients, although Adviser receives economic benefits through its participation in the program that are typically not available to TD AMERITRADE 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 Adviser 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 Advisory 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 Adviser by</p>

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	<p>third party vendors.</p> <p>TD AMERITRADE may also have paid for business consulting and professional services received by Adviser's related persons and may also pay or reimburse expenses (including travel, lodging, meals [and entertainment] expenses) for Adviser's personnel to attend conferences or meetings relating to the program or to TD AMERITRADE's Adviser custody and brokerage services generally. Some of the products and services made available by TD AMERITRADE through the program may benefit Adviser but may not benefit its Client accounts. These products or services may assist Adviser in managing and administering Client accounts, including accounts not maintained at TD AMERITRADE. Other services made available by TD AMERITRADE are intended to help Adviser manage and further develop its business enterprise. The benefits received by Adviser or its personnel through participation in the program do not depend on the amount of brokerage transactions directed to TD AMERITRADE.</p>
Miscellaneous	<p><b><u>Proxy Voting Policy</u></b></p> <p>Adviser does not vote Client proxies.</p> <p><b><u>Privacy Policy</u></b></p> <p>Adviser views protecting its customers' private information as a top priority and, pursuant to the requirements of the Gramm-Leach Bliley Act, Adviser has instituted policies and procedures to ensure that customer information is kept private and secure.</p> <p>Adviser does not share or disclose customer information to nonaffiliated third parties except as permitted or required by law. Adviser is committed to safeguarding the confidential information of its Clients. Adviser holds all personal information provided by Clients in the strictest confidence and it is the objective of Adviser to protect the privacy of all Clients. Except as permitted or required by law, Adviser does not share confidential information about Clients with nonaffiliated parties. In the event that there were to be a change in this policy, Adviser will provide Clients with written notice and Clients will be provided an opportunity to direct Adviser as to whether such disclosure is permissible. Adviser delivers a copy of its privacy policy to all Clients on an annual basis.</p> <p>To conduct regular business, Adviser may collect personal information from sources such as:</p> <ul style="list-style-type: none"><li>• Information reported by the Client on applications or other forms the Client provides to Adviser;</li><li>• Information about the Client's transactions implemented by others and viewable</li></ul>

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Miscellaneous  
(Continued)

by Adviser;

- Information developed as part of analyses or investment advisory services.

To administer, manage, service, and provide related services for Client accounts, it is necessary for Adviser to provide access to customer information within the firm and to nonaffiliated companies with whom Adviser has entered into agreements with. To provide the utmost service, Adviser may disclose the information below regarding customers and former customers, as necessary, to companies to perform certain services on Adviser's behalf.

- Information Adviser receives from the Client on applications (name, social security number, address, assets, etc.);
- Information about the Client's transactions with Adviser or others (account information, payment history, parties to transactions, etc.);
- Information concerning investment advisory account transactions;
- Information about a Client's financial products and services with Adviser.

**How We Protect Information.**

Adviser maintains the confidentiality of the information that its Clients provide. Adviser protects Client's information by meeting all laws setting forth procedures for providing physical, electronic, and procedural safeguards that comply with federal regulations to guard your nonpublic personal information. All people who work for the Adviser are trained to handle Client's information properly in order to maintain its security. Adviser also restricts access to personal information about Clients to only those employees who need such information to provide service(s) to the Client. Adviser maintains physical, electronic, and procedural safeguards that comply with industry standards to guard Clients' personal information. Adviser does not to sell or market Clients' or prospective Clients' personal information to third parties. Adviser does not disclose any information about its Clients or former Clients to anyone, except as needed by our service providers (e.g., broker, accountants, attorneys and auditors) or as required by law.

**Changes in Privacy Policy.**

Adviser may modify the policy at any time. Adviser will notify its current Clients of any modifications.

**Questions.**

Please contact William Burke, Member and Chief Compliance Officer, if you have any questions about this Schedule F narrative at (407) 492-7340.

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