

Item 1 - Cover Page

Burkett Financial Services, LLC

CRD# 140168

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March 17, 2014 Brochure

This brochure provides information about the qualifications and business practices of Burkett Financial Services, LLC. If you have any questions about the contents of this brochure, please contact us at (803) 980-3232 or kevins@burkettfs.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state authority.

Burkett Financial Services, LLC is an investment advisory firm registered with the appropriate regulatory authority. Registration does not imply a certain level of skill or training. Additional information about Burkett Financial Services, LLC also is available on the SEC's website at www.AdviserInfo.sec.gov.

Item 2 - Material Changes

This Brochure is prepared in the revised format required beginning in 2011. Registered Investment Advisers are required to use this format to inform clients of the nature of advisory services provided, types of clients served, fees charged, potential conflicts of interest and other information. The Brochure requirements include providing a Summary of Material Changes (the "Summary") reflecting any material changes to our policies, practices, or conflicts of interest made since our last required "annual update" filing. In the event of any material changes, this Summary is provided to all clients within 120 days of our fiscal year-end. Our last annual update was filed on March 15, 2013. Of course the complete Brochure is available to clients at any time upon request.

Item 3 - Table of Contents

Page

Item 1 - Cover Page	1
Item 2 - Material Changes.....	1
Item 3 - Table of Contents	2
Item 4 - Advisory Business	3
Item 5 - Fees and Compensation	5
Item 6 - Performance-Based Fees and Side-By-Side Management	5
Item 7 - Types of Clients	6
Item 8 - Methods of Analysis, Investment Strategies and Risk of Loss	6
Item 9 - Disciplinary Information	7
Item 10 - Other Financial Industry Activities and Affiliations	8
Item 11 - Code of Ethics, Participation or Interest in Client Transactions and Personal Trading	8
Item 12 - Brokerage Practices	9
Item 13 - Review of Accounts	11
Item 14 - Client Referrals and Other Compensation	11
Item 15 - Custody.....	11
Item 16 - Investment Discretion.....	12
Item 17 - Voting Client Securities	12
Item 18 - Financial Information.....	12
Brochure Supplements.....	Exhibit A

Item 4 - Advisory Business

General Information

Burkett Financial Services, LLC ("BFS") was formed in 2000, and provides financial planning, portfolio management, and general consulting services to its clients.

Donald H. Burkett, Ronald H. Burkett and Phillip K. Smiley are the principal owners of BFS. Please see ***Brochure Supplements***, Exhibit A, for more information on these principal owners and other individuals who formulate investment advice and have direct contact with clients, or have discretionary authority over client accounts.

As of December 31, 2013, BFS managed \$170,473,044 on a discretionary basis, and no assets on a non-discretionary basis.

SERVICES PROVIDED

At the outset of each client relationship, BFS spends time with the client, asking questions, discussing the client's investment experience and financial circumstances, and broadly identifying major goals of the client.

Clients may elect to retain BFS to prepare a full financial plan. This written report is presented to the client for consideration. In most cases, clients subsequently retain BFS to manage the investment portfolio on an ongoing basis.

For those financial planning clients making this election, and for other clients who do not need financial planning but retain BFS for portfolio management services, based on all the information initially gathered, BFS generally develops with each client:

- a financial outline for the client based on the client's financial circumstances and goals, and the client's risk tolerance level (the "Financial Profile"); and
- the client's investment objectives and guidelines (the "Investment Plan").

The Financial Profile is a reflection of the client's current financial picture and a look to the future goals of the client. The Investment Plan outlines the types of investments BFS will make on behalf of the client to meet those goals. The Profile and the Plan are discussed regularly with each client, but are not necessarily written documents.

Where BFS provides general consulting services, BFS will work with the client to prepare an appropriate summary of the specific project(s) to the extent necessary or advisable under the circumstances.

Financial Planning

One of the services offered by BFS is Financial Planning, described below. This service may be provided as a stand-alone service, or may be coupled with ongoing portfolio management.

Financial Planning may include advice that addresses one or more areas of a client's financial situation, such as estate planning, risk management, budgeting and cash flow controls, retirement planning, education funding, and investment portfolio design and ongoing management. Depending on a client's particular situation, financial planning may include some or all of the following:

- Gathering factual information concerning the client's personal and financial situation;
- Assisting the client in establishing financial goals and objectives;
- Analyzing the client's present situation and anticipated future activities in light of the client's financial goals and objectives;
- Identifying problems foreseen in the accomplishment of these financial goals and objectives and offering alternative solutions to the problems;
- Making recommendations to help achieve retirement plan goals and objectives;
- Designing an investment portfolio to help meet the goals and objectives of the client;
- Providing estate planning;
- Assessing risk and reviewing basic health, life and disability insurance needs; or
- Reviewing goals and objectives and measuring progress toward these goals.

Once Financial Planning advice is given, the client may choose to have BFS implement the client's financial plan and manage the investment portfolio on an ongoing basis. However, the client is under no obligation to act upon any of the recommendations made by BFS under a Financial Planning engagement and/or engage the services of any recommended professional.

Portfolio Management

As described above, at the beginning of a client relationship, BFS meets with the client, gathers information, and performs research and analysis as necessary to develop the client's Investment Plan. The Investment Plan will be updated from time to time when requested by the client, or when determined to be necessary or advisable by BFS based on updates to the client's financial or other circumstances.

To implement the client's Investment Plan, BFS will manage the client's investment portfolio on a discretionary basis. As a discretionary investment adviser, BFS will have the authority to supervise and direct the portfolio without prior consultation with the client.

Notwithstanding the foregoing, clients may impose certain written restrictions on BFS in the management of their investment portfolios, such as prohibiting the inclusion of certain types of investments in an investment portfolio or prohibiting the sale of certain investments held in the account at the commencement of the relationship. Each client should note, however, that restrictions imposed by a client may adversely affect the composition and performance of the client's investment portfolio. Each client should also note that his or her investment portfolio is treated individually by giving consideration to each purchase or sale for the client's account. For these and other reasons, performance of client investment portfolios within the same investment objectives, goals and/or risk tolerance may differ and clients should not expect that the composition or performance of their investment portfolios would necessarily be consistent with similar clients of BFS.

General Consulting

In addition to the foregoing services, BFS may provide general consulting services to clients. These services are generally provided on a project basis, and may include, without limitation, minimal cash flow planning for certain events such as education expenses or retirement, estate planning analysis, income tax planning analysis and review of a client's insurance portfolio, as well as other matters specific to the client as and when requested by the client and agreed to by BFS. The scope and fees for consulting services will be negotiated with each client at the time of engagement for the applicable project.

Item 5 - Fees and Compensation

General Fee Information

Fees paid to BFS are exclusive of all custodial and transaction costs paid to the client's custodian, brokers or other third party consultants. Please see ***Item 12 - Brokerage Practices*** for additional information. Fees paid to BFS are also separate and distinct from the fees and expenses charged by mutual funds, ETFs (exchange traded funds) or other investment pools to their shareholders (generally including a management fee and fund expenses, as described in each fund's prospectus or offering materials). The client should review all fees charged by funds, brokers, BFS and others to fully understand the total amount of fees paid by the client for investment and financial-related services.

Portfolio Management and Financial Planning Fees

The annual fee schedule, based on a percentage of assets under management, is as follows:

First \$1,000,000	1.00% (with a maximum quarterly fee of \$2,500)
From \$1,000,001 to \$2,000,000	0.85% (with a maximum quarterly fee of \$4,625)
From \$2,000,001 to \$5,000,000	0.65% (with a maximum quarterly fee of \$7,875)
From \$5,000,001 to \$10,000,000	0.50% (with a maximum quarterly fee of \$14,125)
From \$10,000,001 and above	0.40% (with no maximum quarterly fee)

BFS does not impose a minimum portfolio value. The minimum quarterly fee for any portfolio is \$600. BFS may, at its discretion, make exceptions to the foregoing or negotiate special fee arrangements where BFS deems it appropriate under the circumstances.

Portfolio management fees are generally payable quarterly, in arrears. If management begins after the start of a quarter, fees will be prorated accordingly. With client authorization and unless other arrangements are made, fees are normally debited directly from client account(s).

Either BFS or the client may terminate their Investment Management Agreement at any time, subject to any written notice requirements in the agreement. In the event of termination, any paid but unearned fees will be promptly refunded to the client based on the number of days that the account was managed, and any fees due to BFS from the client will be invoiced or deducted from the client's account prior to termination.

Financial Planning Fees

From time to time, BFS is asked to provide a financial plan separate from portfolio management services, the fee for these services are negotiated at the time of the engagement, and are normally based on an hourly fee basis.

General Consulting Fees

When BFS provides general consulting services to clients, these services are generally separate from BFS's financial planning and portfolio management services. Fees for general consulting are negotiated at the time of the engagement for such services, and are normally based on an hourly or fixed fee basis.

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

BFS does not have any performance-based fee arrangements. "Side by Side Management" refers to a situation in which the same firm manages accounts that are billed based on a percentage of assets

under management and at the same time manages other accounts for which fees are assessed on a performance fee basis. Because BFS has no performance-based fee accounts, it has no side-by-side management.

Item 7 - Types of Clients

BFS serves individuals, pension and profit-sharing plans, trusts, and estates . BFS does not impose a minimum portfolio value. The minimum quarterly fee for any portfolio is \$600. Under certain circumstances and in its sole discretion, BFS may negotiate such minimums.

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

Methods of Analysis and Investment Strategies

In accordance with the Investment Plan, BFS will primarily invest in mutual funds, ETFs and fixed income investments for the overall construction and design of an account for the client.

Mutual funds and ETFs are generally evaluated and selected based on a variety of factors, including, as applicable and without limitation, past performance, fee structure, portfolio manager, fund sponsor, overall ratings for safety and returns, and other factors.

Fixed income investments may be used as a strategic investment, as an instrument to fulfill liquidity or income needs in a portfolio, or to add a component of capital preservation. BFS may evaluate and select individual bonds or bond funds based on a number of factors including, without limitation, rating, yield and duration.

Investment Strategies

BFS's strategic approach is to invest each portfolio in accordance with the Plan that has been developed specifically for each client. This means that the following strategies may be used in varying combinations over time for a given client, depending upon the client's individual circumstances.

Long Term Purchases – securities purchased with the expectation that the value of those securities will grow over a relatively long period of time, generally greater than one year.

Short Term Purchases – securities purchased with the expectation that they will be sold within a relatively short period of time, generally less than one year, to take advantage of the securities' short term price fluctuations.

Margin Transactions – a securities transaction in which an investor borrows money to purchase a security, in which case the security serves as collateral on the loan.

Risk of Loss

While BFS seeks to diversify clients' investment portfolios across various asset classes consistent with their Investment Plans in an effort to reduce risk of loss, all investment portfolios are subject to risks. Accordingly, there can be no assurance that client investment portfolios will be able to fully meet their investment objectives and goals, or that investments will not lose money.

Below is a description of several of the principal risks that client investment portfolios face.

Management Risks. While BFS manages client investment portfolios based on BFS's experience, research and proprietary methods, the value of client investment portfolios will change daily based on the performance of the underlying securities in which they are invested. Accordingly, client investment portfolios are subject to the risk that BFS allocates assets to asset classes that are adversely affected by unanticipated market movements, and the risk that BFS's specific investment choices could underperform their relevant indexes.

Risks of Investments in Mutual Funds, ETFs and Other Investment Pools. As described above, BFS will invest client portfolios in mutual funds, ETFs and other investment pools ("pooled investment funds"). Investments in pooled investment funds are generally less risky than investing in individual securities because of their diversified portfolios; however, these investments are still subject to risks associated with the markets in which they invest. In addition, pooled investment funds' success will be related to the skills of their particular managers and their performance in managing their funds. Pooled investment funds are also subject to risks due to regulatory restrictions applicable to registered investment companies under the Investment Company Act of 1940.

Equity Market Risks. BFS may invest portions of client assets directly into pooled investment funds that invest in the stock market. As noted above, while pooled investments have diversified portfolios that may make them less risky than investments in individual securities, funds that invest in stocks and other equity securities are nevertheless subject to the risks of the stock market. These risks include, without limitation, the risks that stock values will decline due to daily fluctuations in the markets, and that stock values will decline over longer periods (e.g., bear markets) due to general market declines in the stock prices for all companies, regardless of any individual security's prospects.

Fixed Income Risks. BFS may invest portions of client assets directly into fixed income instruments, such as bonds and notes, or may invest in pooled investment funds that invest in bonds and notes. While investing in fixed income instruments, either directly or through pooled investment funds, is generally less volatile than investing in stock (equity) markets, fixed income investments nevertheless are subject to risks. These risks include, without limitation, interest rate risks (risks that changes in interest rates will devalue the investments), credit risks (risks of default by borrowers), or maturity risk (risks that bonds or notes will change value from the time of issuance to maturity).

Foreign Securities Risks. BFS may invest portions of client assets into pooled investment funds that invest internationally. While foreign investments are important to the diversification of client investment portfolios, they carry risks that may be different from U.S. investments. For example, foreign investments may not be subject to uniform audit, financial reporting or disclosure standards, practices or requirements comparable to those found in the U.S. Foreign investments are also subject to foreign withholding taxes and the risk of adverse changes in investment or exchange control regulations. Finally, foreign investments may involve currency risk, which is the risk that the value of the foreign security will decrease due to changes in the relative value of the U.S. dollar and the security's underlying foreign currency.

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 a client's evaluation of BFS or the integrity of BFS' management. BFS has no disciplinary events to report.

Item 10 - Other Financial Industry Activities and Affiliations

BFS is majority owned by members who are shareholders of Burkett Burkett & Burkett CPAs, P.A. ("Burkett CPAs"). Donald H. Burkett, Ronald H. Burkett, Max Lee Cummings, Harvey C. Heise, and Larry D. Montague, Jr. are shareholders of Burkett CPAs and are also members of BFS. BFS and Burkett CPAs may share information that is beneficial to the client.

One or more employees of BFS is a registered representative (Series 7) of Westminster Financial Securities, Inc. ("Westminster"), a FINRA-registered broker/dealer, utilizing the clearing services of Pershing, LLC. Westminster is located at 865 South Dixie Drive, Vandalia, Ohio 45377, and their telephone number is 937-898-5010. As a registered representative, a BFS employee is entitled to receive commissions or other remuneration on the sale of insurance and other products. In order to protect client interests, BFS' policy is to fully disclose all forms of compensation before any such transaction is executed. Normally, clients will not pay both a commission and also pay an advisory fee to BFS on assets held in the same account. These fees are normally exclusive of each other.

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

Code of Ethics and Personal Trading

BFS has adopted a Code of Ethics ("the Code"), the full text of which is available to you upon request. BFS's Code has several goals. First, the Code is designed to assist BFS in complying with applicable laws and regulations governing its investment advisory business. Under the Investment Advisers Act of 1940, BFS owes fiduciary duties to its clients. Pursuant to these fiduciary duties, the Code requires persons associated with BFS (managers, officers and employees) to act with honesty, good faith and fair dealing in working with clients. In addition, the Code prohibits such associated persons from trading or otherwise acting on insider information.

Next, the Code sets forth guidelines for professional standards for BFS's associated persons. Under the Code's Professional Standards, BFS expects its associated persons to put the interests of its clients first, ahead of personal interests. In this regard, BFS associated persons are not to take inappropriate advantage of their positions in relation to BFS clients.

Third, the Code sets forth policies and procedures to monitor and review the personal trading activities of associated persons. From time to time, BFS's associated persons may invest in the same securities recommended to clients. Under its Code, BFS has adopted procedures designed to reduce or eliminate conflicts of interest that this could potentially cause. The Code's personal trading policies include procedures for limitations on personal securities transactions of associated persons, reporting and review of such trading and pre-clearance of certain types of personal trading activities. These policies are designed to discourage and prohibit personal trading that would disadvantage clients. The Code also provides for disciplinary action as appropriate for violations.

Participation or Interest in Client Transactions

Because client accounts are invested almost exclusively in open-end mutual funds and ETFs, there is little opportunity for a conflict of interest between personal trades by BFS associated persons and trades in client accounts, even when such accounts invest in the same securities. However, in the event of other identified potential trading conflicts of interest, BFS's goal is to place client interests first.

Consistent with the foregoing, BFS maintains policies regarding participation in initial public offerings (IPOs) and private placements in order to comply with applicable laws and avoid conflicts with client transactions. If a BFS associated person wishes to participate in an IPO or invest in a private placement, he or she must submit a pre-clearance request and obtain the approval of the Chief Compliance Officer.

Finally, if associated persons trade with client accounts (e.g., in a bundled or aggregated trade), and the trade is not filled in its entirety, the associated person's shares will be removed from the block, and the balance of shares will be allocated among client accounts in accordance with BFS's written policy.

Item 12 - Brokerage Practices

Best Execution and Benefits of Brokerage Selection

When given discretion to select the brokerage firm that will execute orders in client accounts, BFS seeks "best execution" for client trades, which is a combination of a number of factors, including, without limitation, quality of execution, services provided and commission rates. Therefore, BFS may use or recommend the use of brokers who do not charge the lowest available commission in the recognition of research and securities transaction services, or quality of execution. Research services received with transactions may include proprietary or third party research (or any combination), and may be used in servicing any or all of BFS's clients. Therefore, research services received may not be used for the account for which the particular transaction was effected.

BFS may recommend that clients establish brokerage accounts with the Charles Schwab & Co., Inc. (Schwab), a FINRA registered broker-dealer, member SIPC, as the qualified custodian to maintain custody of clients' assets. BFS may also effect trades for client accounts at Schwab, or may in some instances, consistent with BFS's duty of best execution and specific agreement with each client, elect to execute trades elsewhere. Although BFS may recommend that clients establish accounts at Schwab, it is ultimately the client's decision to custody assets with Schwab. BFS is independently owned and operated and is not affiliated with Schwab.

Schwab Advisor Services provides BFS with access to its institutional trading, custody, reporting and related services, which are typically not available to Schwab retail investors. Schwab also makes available various support services. Some of those services help BFS manage or administer our clients' accounts while others help BFS manage and grow our business. These services generally are available to independent investment advisors on an unsolicited basis, at no charge to them. These services are not soft dollar arrangements, but are part of the institutional platform offered by Schwab. Schwab's brokerage services include the execution of securities transactions, 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 BFS client accounts maintained in its custody, Schwab generally does not charge separately for custody services but is compensated by account holders through commissions and other transaction-related or asset-based fees for securities trades that are executed through Schwab or that settle into Schwab accounts. Schwab Advisor Services also makes available to BFS other products and services that benefit BFS but may not directly benefit its clients' accounts. Many of these products and services may be used to service all or some substantial number of BFS accounts, including accounts not maintained at Schwab.

Schwab's products and services that assist BFS in managing and administering clients' accounts include software and other technology that (i) provide access to client account data (such as trade confirmations and account statements); (ii) facilitate trade execution and allocate aggregated trade orders for multiple client accounts; (iii) provide pricing and other market data; (iv) facilitate payment of BFS's fees from its clients' accounts; and (v) assist with back-office functions, recordkeeping and client reporting.

Schwab Advisor Services also offers other services intended to help BFS manage and further develop its business enterprise. These services may include: (i) technology, compliance, legal and business consulting; (ii) publications and conferences on practice management and business succession; and (iii) access to employee benefits providers, human capital consultants and insurance providers. Schwab may make available, arrange and/or pay third-party vendors for the types of services rendered to BFS. Schwab Advisor Services may discount or waive fees it would otherwise charge for some of these services or pay all or a part of the fees of a third-party providing these services to BFS. Schwab Advisor Services may also provide other benefits such as educational events or occasional business entertainment of BFS personnel. In evaluating whether to recommend that clients custody their assets at Schwab, BFS may take into account the availability of some of the foregoing products and services and other arrangements as part of the total mix of factors it considers 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.

Directed Brokerage

Clients may direct BFS to use a particular broker for custodial or transaction services on behalf of the client's portfolio. In directed brokerage arrangements, the client is responsible for negotiating the commission rates and other fees to be paid to the broker. Accordingly, a client who directs brokerage should consider whether such designation may result in certain costs or disadvantages to the client, either because the client may pay higher commissions or obtain less favorable execution, or the designation limits the investment options available to the client.

The arrangement that BFS has with Schwab is designed to maximize efficiency and to be cost effective. By directing brokerage arrangements, the client acknowledges that these economies of scale and levels of efficiency are generally compromised when alternative brokers are used. While every effort is made to treat clients fairly over time, the fact that a client chooses to use the brokerage and/or custodial services of these alternative service providers may in fact result in a certain degree of delay in executing trades for their account(s) and otherwise adversely affect management of their account(s).

By directing BFS to use a specific broker or dealer, clients who are subject to ERISA confirm and agree with BFS that they have the authority to make the direction, that there are no provisions in any client or plan document which are inconsistent with the direction, that the brokerage and other goods and services provided by the broker or dealer through the brokerage transactions are provided solely to and for the benefit of the client's plan, plan participants and their beneficiaries, that the amount paid for the brokerage and other services have been determined by the client and the plan to be reasonable, that any expenses paid by the broker on behalf of the plan are expenses that the plan would otherwise be obligated to pay, and that the specific broker or dealer is not a party in interest of the client or the plan as defined under applicable ERISA regulations.

Aggregated Trade Policy

BFS typically directs trading in individual client accounts as and when trades are appropriate based on the client's Investment Plan, without regard to activity in other client accounts. However, from

time to time, BFS may aggregate trades together for multiple client accounts, most often when these accounts are being directed to sell the same securities at the same time. If such an aggregated trade is not completely filled, BFS will allocate shares received (in an aggregated purchase) or sold (in an aggregated sale) across participating accounts on a pro rata or other fair basis; provided, however, that any participating accounts that are owned by BFS or its officers, directors, or employees will be excluded first.

Cross Trades

From time to time, BFS may direct a “cross trade” of securities (including, without limitation, fixed income securities) between client accounts, whereby BFS arranges for one client account to purchase a security directly from another client. In such cases, BFS will seek to obtain a price for the security from one or more independent sources. BFS is not a broker-dealer and receives no compensation from a cross trade; however, the broker-dealer facilitating the cross trade normally charges administrative fees to the clients’ accounts.

BFS may direct a cross trade when BFS believes that the transaction is in the best interest of the clients, that no client will be disfavored by the transaction, and that the transaction receives the best execution.

Item 13 - Review of Accounts

Managed portfolios are reviewed at least quarterly, but may be reviewed more often if requested by the client, upon receipt of information material to the management of the portfolio, or at any time such review is deemed necessary or advisable by BFS. These factors may include, but are not limited to, the following: change in general client circumstances (marriage, divorce, retirement); or economic, political or market conditions. Phillip K. Smiley, BFS’s Member, Neil A. Brown, and Lemuel H. Mitchum, Investment Advisory Representatives of BFS, all review accounts.

Account custodians are responsible for providing monthly or quarterly account statements which reflect the positions (and current pricing) in each account as well as transactions in each account, including fees paid from an account. Account custodians also provide prompt confirmation of all trading activity, and year-end tax statements, such as 1099 forms. In addition, BFS provides at least a quarterly report for each managed portfolio. This written report normally includes a summary of portfolio holdings and performance results. Additional reports are available at the request of the client.

Item 14 - Client Referrals and Other Compensation

As noted above, BFS may receive an economic benefit from Schwab in the form of support products and services it makes available to BFS and other independent investment advisors that have their clients maintain accounts at Schwab. These products and services, how they benefit our firm, and the related conflicts of interest are described in ***Item 12 - Brokerage Practices***. The availability of Schwab’s products and services to BFS is based solely on our participation in the programs and not in the provision of any particular investment advice. Neither Schwab nor any other party is paid to refer clients to BFS.

Item 15 - Custody

Schwab is the custodian of nearly all client accounts at BFS. From time to time however, clients may select an alternate broker to hold accounts in custody. In any case, it is the custodian’s responsibility to provide clients with confirmations of trading activity, tax forms and at least

quarterly account statements. Clients are advised to review this information carefully, and to notify BFS of any questions or concerns. Clients are also asked to promptly notify BFS if the custodian fails to provide statements on each account held.

From time to time and in accordance with BFS's agreement with clients, BFS will provide additional reports. The account balances reflected on these reports should be compared to the balances shown on the brokerage statements to ensure accuracy. At times there may be small differences due to the timing of dividend reporting, pending trades or other similar issues.

Item 16 - Investment Discretion

As described above under ***Item 4 - Advisory Business***, BFS manages portfolios on a discretionary basis. This means that after an Investment Plan is developed for the client's investment portfolio, BFS will execute that plan without specific consent from the client for each transaction. For discretionary accounts, a Limited Power of Attorney ("LPOA") is executed by the client, giving BFS the authority to carry out various activities in the account, generally including the following: trade execution; the ability to request checks on behalf of the client; and, the withdrawal of advisory fees directly from the account. BFS then directs investment of the client's portfolio using its discretionary authority. The client may limit the terms of the LPOA to the extent consistent with the client's investment advisory agreement with BFS and the requirements of the client's custodian. The discretionary relationship is further described in the agreement between BFS and the client.

Item 17 - Voting Client Securities

As a policy and in accordance with BFS's client agreement, BFS does not vote proxies related to securities held in client accounts. The custodian of the account will normally provide proxy materials directly to the client. Clients may contact BFS with questions relating to proxy procedures and proposals; however, BFS generally does not research particular proxy proposals.

Item 18 - Financial Information

BFS does not require nor solicit prepayment of more than \$1,200 in fees per client, six months or more in advance, and therefore has no disclosure with respect to this item.

Set forth below is the Summary of Material Changes for Burkett Financial Services, LLC:

Date of Change	Description of Item
May 2013	Burkett Financial Services, LLC began charging a minimum quarterly fee of \$600.

Exhibit A

Item 1 - Cover Page
of
Brochure Supplement for
P. Kevin Smiley, CPA, CFP®
CRD# 4120309
of

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March 17, 2014

This brochure supplement provides information about Kevin Smiley, and supplements the Burkett Financial Services, LLC (“BFS”) brochure. You should have received a copy of that brochure. Please contact us at (803) 980-3232 if you did not receive BFS’s brochure, or if you have any questions about the contents of this supplement.

Additional information about Kevin is available on the SEC’s website at www.AdviserInfo.sec.gov.

Item 2 - Educational Background and Business Experience

Phillip Kevin Smiley (year of birth 1971) joined BFS in July of 2000 and serves as Chief Compliance Officer. Kevin was born in Blacksburg, South Carolina, and graduated from Winthrop University in December 1994 with a Bachelor of Science degree in Business Administration with an emphasis in Accounting.

While attending Winthrop University, Kevin was employed at Geo. G. Scott & Co. in Charlotte, North Carolina, as an intern. After graduation, he was promoted to junior accountant. In May of 1997, Kevin joined Burkett Burkett & Burkett Certified Public Accountants, P.A. in the Rock Hill office. Kevin worked on audit engagements and tax preparation for individuals and small businesses. In November of 1999, Kevin left Burkett Burkett & Burkett Certified Public Accountants, P.A. to work with Legg Mason Wood Walker, Inc. During this employment, he passed the Series 66, Uniform Combined State Law Exam, and the Series 7, General Securities Representative Exam, to become

licensed to sell securities. Kevin gained experience with investment strategies and financial planning until Legg Mason closed the Rock Hill office in July of 2000.

Kevin became a Certified Public Accountant* (CPA) in 1998 and is also a CERTIFIED FINANCIAL PLANNER™ professional**. In September of 2003, he passed the Series 24, General Securities Principal Examination.

Kevin is a member of the American Institute of Certified Public Accountants and the South Carolina Association of Certified Public Accountants. He is a member of Trinity United Methodist Church where he serves as Chairperson of the finance committee.

* A CPA is a Certified Public Accountant. All CPA candidates must pass the Uniform CPA Examination to qualify for a CPA certificate and license to practice public accounting. While the exam is the same regardless of where it is taken, every state/jurisdiction has its own set of education and experience requirements that individuals must meet. However, most states require at least a bachelor's degree and a concentration in accounting, and at least one year of public accounting experience under the supervision of or verification by a CPA. Once the designation is attained, the CPA is required to meet continuing education requirements.

** The CFP® certification is granted by Certified Financial Planner Board of Standards, Inc. (CFP Board). To attain the certification, the candidate must complete the required educational, examination and experience requirements set forth by CFP Board. Certain designations, such as the CPA, CFA and others may satisfy the education component, and allow a candidate to sit for the CFP® Certification Examination. The Examination tests the candidate's ability to apply financial planning knowledge to client situations. The 10-hour exam is divided into three separate sessions over a 2-day period. At least 3 years of qualifying full-time work experience are required for certification. Qualifying experience includes work in the area of the delivery of the personal financial planning process to clients, the direct support or supervision of others in the personal financial planning process, or teaching all, or any portion, of the personal financial planning process.

Item 3 - Disciplinary Information

Advisers are required to disclose any material facts regarding certain legal or disciplinary events that would be material to your evaluation of an adviser; however, Kevin has no such disciplinary information to report.

Item 4 - Other Business Activities

Kevin is also a Registered Representative of Westminster Financial Securities, Inc., an SEC registered broker/dealer and member of FINRA and SIPC. As Registered Representative, he is entitled to receive commissions on the sale of securities. In order to protect client interests, BFS' policy is to fully disclose all forms of compensation before any such transaction is executed. Normally, clients will not pay both a commission to Kevin and also pay an advisory fee to BFS on assets held in the same account. These fees are normally exclusive of each other.

Other than his activities as a Registered Representative of Westminster Financial Services, Inc., Kevin is not engaged in any other investment-related business or occupation, and does not earn compensation for the sale of any other products or services.

Item 5 - Additional Compensation

As stated above, Kevin has no other income or compensation to disclose.

Item 6 - Supervision

Kevin is a co-owner and Chief Compliance Officer of BFS. He is also a Portfolio Manager and serves on the investment committee.

Overall investment decisions are made as a team by the investment committee, and portfolio activity based on these decisions will be carried by these individuals, as assisted by other staff members of the firm.

As Chief Compliance Officer, Kevin is responsible for providing supervisory oversight to the staff. He also participates as a team member in the investment and trading processes, and may be contacted at (803) 980-3232.

Item 1 - Cover Page
of
Brochure Supplement for
Neil A. Brown, CPA, CFP®
CRD# 5145080

of
Burkett Financial Services, LLC

128 East Main Street
Suite 201
Rock Hill, South Carolina 29730

(803) 980-3232

www.BurkettFS.com

March 17, 2014

This brochure supplement provides information about Neil Brown, and supplements the Burkett Financial Services, LLC ("BFS") brochure. You should have received a copy of that brochure. Please contact us at (803) 980-3232 if you did not receive BFS's brochure, or if you have any questions about the contents of this supplement.

Additional information about Neil is available on the SEC's website at www.AdviserInfo.sec.gov.

Item 2 - Educational Background and Business Experience

Neil A. Brown (year of birth 1969) joined BFS in 2003 and serves as Investment Advisory Representative. Neil has significant experience in financial planning and brings a wide variety of financial service and tax expertise to BFS. He advises clients on various personal financial planning issues including distribution, retirement, income tax, insurance, education, investment and estate tax. Prior to joining BFS, Neil headed the financial planning department at a large fee-only financial planning firm in Columbia. Prior to that, Neil was a senior consultant with the Carolinas Financial Counseling Services Practice of Deloitte & Touché in Charlotte, North Carolina where he spent the majority of his time advising executives and employees of a Fortune 500 company on retirement, insurance, investment, income and estate planning.

Neil received a Masters of Accountancy, magna cum laude, from The University of South Carolina in 1993 and Bachelors in Business, magna cum laude, from The University of South Carolina in 1992. He is a CERTIFIED FINANCIAL PLANNER™ practitioner* and a Certified Public Accountant** (CPA).

Neil is a member of the American Institute of CPAs, the South Carolina Association of CPAs, the Columbia Estate Planning Council, the Columbia Tax Study Group and the National Association of Personal Financial Advisors. He is the Program Coordinator for the CFP® Certification Education Programs at Midlands Technical College. Neil is also a national instructor for Keir Educational Resources' Review for the CFP® Certification Examination.

Neil has been quoted in and authored articles in *Bloomberg Wealth Manager*, *Research Magazine*, *Midlands Woman*, *The State*, *Financial Advisor*, *Kiplinger's Personal Finance* and *Financial Planning*.

* A CPA is a Certified Public Accountant. All CPA candidates must pass the Uniform CPA Examination to qualify for a CPA certificate and license to practice public accounting. While the exam is the same regardless of where it is taken, every state/jurisdiction has its own set of education and experience requirements that individuals must meet. However, most states require at least a bachelor's degree and a concentration in accounting, and at least one year of public accounting experience under the supervision of or verification by a CPA. Once the designation is attained, the CPA is required to meet continuing education requirements.

** The CFP® certification is granted by Certified Financial Planner Board of Standards, Inc. (CFP Board). To attain the certification, the candidate must complete the required educational, examination and experience requirements set forth by CFP Board. Certain designations, such as the CPA, CFA and others may satisfy the education component, and allow a candidate to sit for the CFP® Certification Examination. The Examination tests the candidate's ability to apply financial planning knowledge to client situations. The 10-hour exam is divided into three separate sessions over a 2-day period. At least 3 years of qualifying full-time work experience are required for certification. Qualifying experience includes work in the area of the delivery of the personal financial planning process to clients, the direct support or supervision of others in the personal financial planning process, or teaching all, or any portion, of the personal financial planning process.

Item 3 - Disciplinary Information

Advisers are required to disclose any material facts regarding certain legal or disciplinary events that would be material to your evaluation of an adviser; however Neil has no such disciplinary information to report.

Item 4 - Other Business Activities

Neil is engaged in other business activities, such as teaching for the state Society of CPA's and other financial planners.

Item 5 - Additional Compensation

Neil has no other income or compensation to disclose.

Item 6 - Supervision

Kevin Smiley, Chief Compliance Officer of BFS, is responsible for supervising Neil and for reviewing accounts. Kevin can be reached at (803) 980-3232.

Item 1 - Cover Page
of
Brochure Supplement for
Lem H. Mitchum
CRD# 5268236
of
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128 East Main Street
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(803) 980-3232
www.BurkettFS.com
March 17, 2014

This brochure supplement provides information about Lem Mitchum, and supplements the Burkett Financial Services, LLC ("BFS") brochure. You should have received a copy of that brochure. Please contact BFS at (803) 980-3232 if you did not receive BFS's brochure, or if you have any questions about the contents of this supplement.

Additional information about Lem is available on the SEC's website at www.AdviserInfo.sec.gov.

Item 2 - Educational Background and Business Experience

Lemuel Hoyle Mitchum, III (year of birth 1943) joined BFS in 2000 and serves as Investment Advisory Representative. Lem, a native of Florence, South Carolina, graduated from the University of South Carolina as a Business Economics Major in 1972.

Lem volunteered and served in the United States Marine Corps from 1967-1969 as a NCO. During his service, he was part of the U.S. Sixth Fleet, stationed in the Mediterranean Sea and served a tour of duty in Vietnam. After receiving an Honorable Discharge from the Marine Corp, he was employed with South Carolina National Bank (Wachovia) from 1972 through 1983 as a commercial/consumer lender and, for a period, primary Business Development Officer for all offices in Columbia, Lexington and Batesburg-Leesville.

Following three years of preparation through the College of Financial Planning, Denver, Colorado, Lem became a financial planner in 1983 and began a fee only financial planning service as an

employee of Burkett, Burkett & Burkett CPAs in 1984. For a period of ten years, Lem provided financial planning services for individuals, families, and businesses that addressed a full spectrum of financial issues from designing and implementing investment strategies to preparing estate planning designs. He also provided additional services including qualified retirement plan implementation to business valuations as well as investment and management critiques of third party providers.

During a period from 1994-1999, Lem and his wife devoted their time and resources to develop, build, and operate a resort bed and breakfast inn on Bald Head Island in North Carolina. The operating inn was leased as a “turn-key” operation in 1999, at which time Lem returned to Burkett, Burkett & Burkett CPAs to assist in a growing financial planning practice to include an asset management service as a Registered Investment Advisor Representative.

Item 3 - Disciplinary Information

Advisers are required to disclose any material facts regarding certain legal or disciplinary events that would be material to your evaluation of an adviser; however, Lem has no such disciplinary information to report.

Item 4 - Other Business Activities

Lem is not engaged in any other business activities.

Item 5 - Additional Compensation

Lem has no other income or compensation to disclose.

Item 6 - Supervision

Kevin Smiley, Chief Compliance Officer of BFS, is responsible for supervising Lem and for reviewing accounts. Kevin can be reached at (803) 980-3232.