

**Schedule F of
Form ADV**

Continuation Sheet for Form ADV Part II

Applicant:
Burton/Enright Group

SEC File Number:
801-

Date:
12/16/2008

(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: Burton/Enright Group		IRS Empl. Ident. No.:
Item of Form (identify)	Answer	

Item #1D	<p>The Burton/Enright Group provides the following financial services:</p> <p><u>Financial Planning Services:</u></p> <p>Burton/Enright Group, through its Advisory Representatives, will typically provide a variety of financial planning services to individuals, families, or corporate clients. The Burton/Enright Group employs a holistic approach to financial planning where we address all aspects of our client's finances and typically advise on a wide range of topics. Our financial planning process seeks to identify and prioritize our client's finances in as much detail as possible in order to customize a solution that factors in the entire range of needs.</p> <p>The services provided through our financial planning process include the following:</p> <ul style="list-style-type: none">▪ Retirement Planning▪ Cash / Debt Management▪ Legacy / Estate Planning▪ Business Succession Planning▪ Insurance and Risk Mgmt.▪ Personal Financial Website▪ Education Planning▪ Charitable Giving Strategies▪ 1031 Exchange / Real Estate▪ Corporate Investment Plans▪ Current Investment Analysis <p>Fees for financial planning services are billed in one of two ways:</p> <ol style="list-style-type: none">1.) Hourly fee of \$3502.) Flat fee ranging from \$5,000 - \$100,000 <p>Clients are generally requested to deposit 50% of the estimated fee upon execution of the Agreement. An invoice for services is issued on completion of the written analysis and is payable upon receipt. Clients may terminate the Financial Planning Agreement, without penalty, at any time on written notice. Upon termination, any prepaid fees will be prorated to the date of termination and unearned fees will be returned to the client.</p> <p>Certain third party professionals, such as Accountants and/or Attorneys, may be necessary to implement a specific strategy. Such third party professionals may charge their own fee.</p> <p><u>Investment Management Services:</u></p> <p>Investment Management is a critical element in the Wealth Management Process and is central to our working relationship with our clients. At the Burton/Enright Group we seek to provide you with consistent, competitive investment returns over time.</p>
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Item #1D (Continued)	<p>Our investment philosophy is based upon a Six-Step Investment Process. These steps are as follows:</p> <p>1.) Analysis: In this step we will complete a comprehensive analysis that will uncover your goals, risk tolerance, return objectives, time horizon, liquidity needs, and tax considerations.</p> <p>The Financial Analysis will lead to a written Investment Policy Statement (IPS) that establishes a clear understanding as to the investment objectives and policies applicable to the management of your investment portfolio. The IPS creates a framework for a well-diversified asset mix that can be expected to generate acceptable long term returns at a suitable level of risk. It will set forth an investment structure detailing permitted asset classes and the expected allocation among asset classes.</p> <p>2.) Asset Allocation: We believe that one of the major drivers of portfolio performance is asset allocation. The importance of asset allocation is well established within the investment industry and has been demonstrated and proven, time and again. In this step we will construct an efficient portfolio representing multiple asset classes and sub asset classes that can help to increase your potential return for a given level of risk.</p> <p>3.) Portfolio Strategist Selection: One or more professional portfolio strategists will be chosen to evaluate and monitor all asset allocation decisions and investment manager selections. Certain strategists may also employ a special focus on tax management to control tax implications within your portfolio. The portfolio strategist duty will be handled internally by the Burton/Enright Group, and/or a third party firm.</p> <p>4.) Investment Vehicle / Investment Manager Selection: We utilize multiple investment vehicles – including no-load mutual funds, exchange-traded funds (ETFs), separate accounts, real estate, and commodities – tailored around your investment resources and/or recommended investment approach (passive or active).</p> <p>One of the core principles of our investment philosophy is the use of institutional money managers who specialize in a particular area of a market.</p> <p>5.) Monitoring and Rebalancing Disciplined processes are in place to analyze manager activities and performance on a daily, monthly, quarterly and annual basis. This analysis includes, but is not limited to, an evaluation of returns, holdings, organizational structure, business structure, investment team, and personnel turnover.</p>
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Item #1D (Continued)	<p>We have a thorough method of monitoring and evaluating your portfolio's performance on both an absolute and relative basis.</p> <p>Your portfolio will have a disciplined system in place for determining if rebalancing and/or reallocation is necessary to help reduce risk and optimize returns.</p> <p>We will also monitor your portfolio in relation to your goals and objectives to make sure that the strategy in place is still appropriate for your personal situation.</p> <p>6.) Reporting You can expect an entire communications program that will provide you with monthly statements, quarterly performance reports, year-end tax reports, and online access to your account information.</p> <p>Fee Schedule The compensation we receive is based on a percentage of the assets we manage. The fee is an annual percentage fee and is billed monthly or quarterly by taking either the value of the managed assets at the end of each month or quarter or an average daily balance of the month or quarter. This fee may be charged either in arrears or in advance.</p> <p>Our standard fee schedule range is as follows:</p> <table><thead><tr><th><u>Asset Level</u></th><th><u>Minimum Fee</u></th><th><u>Maximum Fee</u></th></tr></thead><tbody><tr><td>First \$1,000,000</td><td>0.500%</td><td>1.125%</td></tr><tr><td>Next \$2,000,000</td><td>0.250%</td><td>0.750%</td></tr><tr><td>Next \$3,000,000</td><td>0.150%</td><td>0.500%</td></tr><tr><td>Over \$6,000,000</td><td>0.100%</td><td>0.300%</td></tr></tbody></table> <p>In certain situations, we may negotiate alternative fee schedules. The services provided to clients are subject to an advisory agreement. This agreement will continue in effect until terminated by either party by providing written notice to the other party within five (5) days to the other. Burton/Enright Group will provide clients with a pro-rata refund of their prepaid advisory fees to the extent that one is due.</p> <p>Third Party Platforms The Burton/Enright Group may utilize third party platforms, such as SEI Investments Management Corporation (SIMC) and Genworth Financial Wealth Management, to assist in implementing the above referenced Six-Step Investment Process for certain clients. Please note that the money managers, investment vehicles, and third party platforms selected generally charge their own fees. Some of these fees may be included in the above fee schedule or charged separately.</p>	<u>Asset Level</u>	<u>Minimum Fee</u>	<u>Maximum Fee</u>	First \$1,000,000	0.500%	1.125%	Next \$2,000,000	0.250%	0.750%	Next \$3,000,000	0.150%	0.500%	Over \$6,000,000	0.100%	0.300%
<u>Asset Level</u>	<u>Minimum Fee</u>	<u>Maximum Fee</u>														
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Item #1D (Continued)	<p>The client will be provided with the appropriate disclosure documents, detailing the fee arrangements, when specific recommendations are provided and prior to the implementation of any strategy.</p> <p><u>401(k) Consulting Services:</u></p> <p>401(k) consulting services offered by the Burton/Enright Group include, but are not limited to, the following:</p> <ul style="list-style-type: none">■ Analysis and recommendation of Plan structure■ Review of specific Plan requirements■ Assessment of the current Plan investment options■ Provide specific investment recommendations■ Determination of appropriate administrative/recordkeeping solution■ Analysis and recommendation of employee education program■ Ongoing monitoring of Plan <p>Fees</p> <p>Our standard fee schedules are as follows:</p> <table border="1"><thead><tr><th><u>Asset Under Advisement</u></th><th><u>Minimum Fee</u></th><th><u>Maximum Fee</u></th></tr></thead><tbody><tr><td>\$1,000,000 to \$10,000,000</td><td>0.20%</td><td>1.00%</td></tr><tr><td>\$10,000,000 to \$20,000,000</td><td>0.15%</td><td>0.50%</td></tr><tr><td>Over \$20,000,000</td><td>0.05%</td><td>0.35%</td></tr></tbody></table> <p>In certain situations, we may negotiate alternative fee schedules. The number of participants, level of service required, and an existing private client relationship are some of the factors that may result in a negotiated fee schedule.</p> <p>The services provided to clients are subject to an advisory agreement. This agreement will continue in effect until terminated by either party by providing written notice to the other party within five (5) days to the other. Burton/Enright Group will provide clients with a pro-rata refund of their prepaid advisory fees to the extent that one is due.</p> <p>Fees for 401(k) advisory services will be billed in one of two ways:</p> <p>1.) Paid directly by the Plan Sponsor: The compensation we receive is based on a percentage of the assets under advisement. The fee is an annual percentage fee and is billed quarterly by taking the value of the assets at the end of each quarter. This fee may be charged either in arrears or in advance.</p>	<u>Asset Under Advisement</u>	<u>Minimum Fee</u>	<u>Maximum Fee</u>	\$1,000,000 to \$10,000,000	0.20%	1.00%	\$10,000,000 to \$20,000,000	0.15%	0.50%	Over \$20,000,000	0.05%	0.35%
<u>Asset Under Advisement</u>	<u>Minimum Fee</u>	<u>Maximum Fee</u>											
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Item #1D (Continued)	<p>An invoice will be sent to the plan sponsor detailing the fee due, and payment is due upon receipt.</p> <p>2.) Paid by the Retirement Plan Trust Assets: The compensation we receive is based on a percentage of the asset under advisement. The fee is an annual percentage fee and is billed quarterly by taking the value of the assets at the end of each quarter. This fee may be charged in arrears or in advance. A statement detailing the amount of the fee will be sent to both the plan sponsor and the custodian. If all of the assets are held in one master account, the entire fee will be deducted directly from this account. However, if the assets are held in participant-directed accounts, the fee will be deducted from each participant account. The amount deducted from each participant's account on a quarterly basis will be determined by the following formula:</p> $\text{Quarterly Fee (\$)} \times \frac{\text{Participant's Balance at end of quarter}}{\text{Total Plan Balance at end of quarter}}$ <p>In addition to the Burton/Enright Group's advisory fee, the client may also incur charges imposed by unaffiliated third parties. Such charges may include, but are not limited to, custodial fees, administrative fees, investment expenses, and fees relating to tax and/or legal advice. Some or all of these charges may be billed directly to the plan sponsor or deducted from plan trust assets.</p> <p><u>General</u></p> <p>Burton/Enright and its Advisory Representatives will qualify clients for investment in certain third-party advisory services which will afford the Advisor the discretion to manage the Third-Party Advisor Service's initial or subsequent investment recommendations.</p> <p>In order to assist clients in the selection of a third party advisory service, Advisory Representatives will typically gather information from the client about the client's financial situation, investment objectives, and reasonable restrictions the client wants imposed on the management of the account.</p> <p>The Advisory Representatives will periodically review reports provided to the client. The Advisory Representatives will contact the client at least annually to review with the client the client's financial situation and objectives; communicate information to the third party advisor managing the account as warranted; and, assist the client in understanding and evaluating the services provided by the Third Party Advisory Service. Clients will be expected to notify their Advisory Representative of any changes in their financial situation, investment objectives, or account restrictions. Client may also contact directly the third party managing the account or sponsoring the program.</p>
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Item #1D (Continued)	<p>All fees paid to Burton/Enright for advisory services are separate from the fees and expenses charged to shareholders of mutual funds by the mutual funds, or by the investment adviser managing the portfolios, and a complete explanation of these expenses charged by the mutual funds is contained in each mutual fund's prospectus. Clients are encouraged to read the fund prospectus.</p> <p>Fees will not be based upon a share of capital gains or capital appreciation of the funds or any portion of the funds of an advisory client.</p> <p>Should Burton/Enright enter into an agreement that requires payment of fees in advance, upon termination, any fees so paid will be prorated to the date of termination and unearned fees will be returned to the client.</p> <p>Burton/Enright believes its fees are competitive, however, lower fees for comparable services may be available from other sources.</p>
Item #5	<p>The Burton/Enright Group requires their Investment Adviser Representatives (IARs) to have an undergraduate or graduate degree, majoring in Finance, Accounting, Economics or a related financial field. It is also a requirement that the individual has passed the FINRA Series 65, Registered Investment Adviser exam. In addition to the above mentioned requirements, IARs are required to complete continuing education courses on an annual basis. It is also encouraged that IARs obtain their Certified Financial Planner (CFP), Chartered Financial Consultant (ChFC), or Chartered Financial Analyst (CFA) designation.</p>
Item #6	<p><u>Robert D. Enright</u>, born 1958, earned a B.S. in Economics from the University of San Francisco in 1981. Mr. Enright completed the CFP educational program from the College for Financial Planning in 1984.</p> <p>Business Background 1/99 – Present: Burton/Enright Group, Walnut Creek, CA Financial Planner, General Partner, Chief Compliance Officer 1/90 – Present: Burton/Enright Group, Walnut Creek, CA Financial Planner, Sole Proprietor 1/97 – Present: Royal Alliance Associates, Inc., New York, NY Broker/Dealer, Registered Representative</p> <p><u>Peter M. Burton</u>, born 1959, earned a B.S. in Finance from Auburn University, Auburn, Alabama, in 1982. Mr. Burton completed the ChFC educational program from the American College in Brynmawr, PA in 1997.</p> <p>Business Background 1/99 – Present: Burton/Enright Group, Walnut Creek, CA Financial Planner, General Partner 1/90 – Present: Burton/Enright Group, Walnut Creek, CA Financial Planner, Sole Proprietor</p>

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Item #6 (Continued)	<p>1/97 – Present: Royal Alliance Associates, Inc., New York, NY Broker/Dealer, Registered Representative</p> <p><u>Jeremy A. Welch</u>, born in 1979, earned a B.S. in Business Administration with a dual concentration in Finance and Accounting from California Polytechnic University in San Luis Obispo, California in 2003.</p> <p>Business Background 6/2006 – Present: Burton/Enright Group, Walnut Creek, CA Director of Planning & Research 9/2004 – Present: Royal Alliance Associates, Inc., New York, NY Broker/Dealer, Registered Representative 9/2003 - 6/2006: Burton/Enright Group, Walnut Creek, CA Associate</p> <p><u>Teresa A. Escano</u>, born in 1961, earned a Bachelor in Business Administration, major in Accounting, Bernard M. Baruch College, the City University of New York, New York City, NY in 1989.</p> <p>Business Background 7/2006 – Present: Burton/Enright Group, Walnut Creek, CA Director of Operations and Client Services 7/2006 – Present: Royal Alliance Associates, Inc., New York, NY Broker/Dealer, Registered Representative 1/1997 - 5/2006: AssetMark Investment Services, Inc., Pleasant Hill, CA Director of Advisor Services</p>
Items #7A, 7B, & 12B	<p>Principals and associated persons of Burton/Enright, through their association with Royal Alliance Associates, Inc. ("Royal"), a broker/dealer and member of the Financial Industry Regulatory Authority ("FINRA"), sell general securities and insurance products. Approximately 5% of the time is spent on these activities.</p> <p>Principals and associated persons of Burton/Enright are associated with Royal as Registered Representatives. Royal is a diversified financial services company engaged in the sale of specialized investment products. Burton/Enright may recommend securities or insurance products offered by Royal. If clients of Burton/Enright purchase these products through principals or associated persons of Burton/Enright, the principal or associated person will receive the normal commission. Therefore a potential conflict exists between the interest of Burton/Enright and those of its commissionable product advisory clients. Clients of Burton/Enright are under no obligation to purchase products recommended by principals or associated persons of Burton/Enright, nor to purchase products either through such principals or associated persons or Royal.</p> <p>Under the rules and regulations of FINRA, Royal has obligations to maintain records and perform other functions regarding certain aspects of the investment advisory activities of its registered representatives in relation to certain advisory accounts for</p>

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Items #7A, 7B, & 12B (Continued)	<p>which its registered representatives provide investment advice. These obligations require Royal to coordinate with, and have the cooperation of, the account custodian.</p> <p>In order to fulfill its obligation, Royal has established a list of custodian and brokerage firms with whom it has arranged to obtain the required cooperation, and which therefore may be utilized for custody of accounts directly advised either by registered representatives of Royal who are investment advisors or other investment advisor entities which are affiliated with registered representatives of Royal. In certain instances, Royal will collect, as paying agent for Burton/Enright, the investment advisory fee remitted to Burton/Enright by the account custodian, and Royal will retain a portion as a charge to Burton/Enright (not the client) for the functions Royal is required to carry out by FINRA. This fee will not increase execution or brokerage charges to the client or the fee the client has agreed to pay Burton/Enright pursuant to the client's advisory agreement. A portion of the fee retained by Royal may be re-allowed to other registered representatives of Royal who, as registered representatives of Royal, are responsible for the supervision of other representatives and assist Royal with the functions described above. See response to item 1.D. above regarding programs with third party investment managers.</p> <p>In addition, principals and associated persons of Burton/Enright are also insurance agents registered with numerous insurance agencies ("Insurance Reps"). Burton/Enright may recommend insurance products to clients and Insurance Reps may receive commissions for such sales if a client elects to purchase such products through such persons. The insurance products sold are transacted with a variety of insurance companies on a commission basis. Clients are under no obligation to purchase or apply for any insurance, or to use Insurance Reps as the agent for insurance products purchased. If clients decide to purchase or apply for insurance, or use Insurance Reps as the broker for insurance products, a conflict may exist between the interests of Burton/Enright and the interests of the client.</p>
Item #9B	Principals and associated persons of Burton/Enright are Registered Representatives of Royal Alliance Associates, Inc. and as such are compensated on the normal commission schedule. These commissions are always disclosed to the client.
Item #9B & E	<p>From time to time, Burton/Enright may cause clients to buy a security in which Burton/Enright or an associated person has an ownership position, or Burton/Enright or an associated person of Burton/Enright may purchase a security of the same class as securities held in a client's account. It is Burton/Enright's policy not to permit associated persons (or certain of their relatives) to trade in a manner that takes advantage of price movements caused by clients' transactions.</p> <p>Burton/Enright's members, officers and employees will be required to report all personal securities transactions to Burton/Enright quarterly. Burton/Enright and its associated persons may purchase or sell specific securities for their own account</p>

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Item #9B&E (Continued)	based on personal investment considerations without regard to whether the purchase or sale of such security is appropriate for clients.
Item #10	The minimum investment required is generally \$1,000,000. Burton/Enright reserves the right to impose a lower minimum.
Item #11A	<p>Review Process: Disciplined processes are in place to analyze manager activities on a daily, monthly, quarterly and annual basis. This analysis includes, but is not limited to, an evaluation of returns, holdings, organizational structure, business structure, investment team, and personnel turnover.</p> <p>Portfolio performance is measured quarterly on both an absolute and relative basis.</p> <p>Portfolios will have a disciplined system in place for determining if rebalancing and/or reallocation is necessary.</p> <p>Client portfolios will also be analyzed in relation to their goals and objectives to make sure that the strategy in place is still appropriate for their personal situation. Such reviews will be done on an annual basis, or more frequently as the client's financial situation changes.</p> <p>Reviewers: All reviews will be conducted by a combination of some or all of the following:</p> <ul style="list-style-type: none"> ■ Investment Burton/Enright Group Representative ■ Partner(s) of the Firm ■ Professional Portfolio Strategist
Item #11B	Clients will, at a minimum, receive quarterly statements of value, activity, and performance. Some client may receive monthly statements of value and activity, and quarterly statement of performance.
Item #12A	Investment supervisory services provided internally by Burton/Enright Group will be discretionary. For some clients, Burton/Enright will have the authority to approve rebalancing account holdings as recommended by third party managers. Burton/Enright may also have the authority to direct the third party managers to change investment products based on changes in the client's financial position and needs.
Item #12B	Burton/Enright Group may require that clients establish brokerage accounts with the Schwab Institutional division of Charles Schwab & Co., Inc. ("Schwab Institutional"), a registered broker-dealer, to maintain custody of clients' assets and to effect trades for their accounts. Burton/Enright Group and Schwab Institutional are separate, unaffiliated entities. Schwab Institutional provides Burton/Enright Group with access to its institutional trading and operations services typically not available

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Item #12B (Continued)	<p>to Schwab's retail customers. These services generally are available to independent investment advisors at no charge to them so long as a total of at least \$10 million of the advisor's clients' account assets are maintained at Schwab Institutional. Schwab Institutional's services include brokerage, custody, research, 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. Schwab Institutional also makes available to Burton/Enright Group other products and services that benefit Burton/Enright Group. Some of these other products and services assist Burton/Enright Group 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 execution and allocation of aggregated trade orders for multiple client accounts, provide research, pricing information and other market data, facilitate payment of Burton/Enright Group's fees from its clients' accounts, and assist with back-office support, record keeping and client reporting. Many of these services generally may be used to service all or a substantial number of Burton/Enright Group's accounts, including accounts not maintained at Schwab Institutional. Burton/Enright Group places trades for its clients' account subject to its duty of best execution and other fiduciary duties. Burton/Enright Group may use broker-dealers other than Schwab to execute trades for client accounts maintained at Schwab, but this practice may result in additional costs to clients so that Burton/Enright Group is more likely to place trades through Schwab rather than other broker-dealers. Schwab's execution quality may be different than other broker-dealers.</p> <p>For Burton/Enright Group's client accounts maintained in custody at Schwab, 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 or that settle into Schwab accounts.</p>
Item #13A	<p>Schwab Institutional provides various products, services and other benefits to Burton/Enright Group at no cost or a reduced cost based upon Burton/Enright Group's commitment that Burton/Enright Group's clients will place or maintain a specified dollar amount of assets in accounts with Schwab Institutional within a specified period of time. Burton/Enright Group may be influenced by this commitment in recommending or requiring that clients' establish brokerage accounts at Schwab Institutional.</p> <p>The products and services or other benefits provided by Schwab Institutional include payments offsetting the fees otherwise payable by Burton/Enright Group for the following products and services: investment research reports and related information, software that, among other things, provides portfolio accounting and performance reporting, Burton/Enright Group Web Center, a Web-based platform that enables Burton/Enright Group to create and customize its own Web site for use by Burton/Enright Group and its clients and prospects, consulting on regulatory compliance, and printing stationery, business cards and brochures for Burton/Enright Group's firm and personnel.</p>

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Item #13A (Continued)	<p>Some of the products, services and other benefits provided by Schwab Institutional benefit Burton/Enright Group and may not benefit Burton/Enright Group's clients' accounts. Burton/Enright Group's recommendation that a client place assets in Schwab's custody may be based in part on benefits to Burton/Enright Group, and not solely on the nature, cost or quality of custody and execution services provided by Schwab.</p> <p>Provided that Burton/Enright Group transfers \$60 million in new assets to Schwab by December 31, 2009, Schwab will provide a credit of up to \$30,000 for Burton/Enright Group technology needs.</p> <p>Royal Alliance Associates, Inc. may offer non-cash incentive awards to principals or associated persons which may affect the decisions of such principals or associated persons in selecting products to be recommended to clients.</p> <p>Associated persons of the Burton/Enright Group may also act as investment advisory representatives for the Royal Alliance Corporate RIA ("RAS"). In such capacity, associated persons of Burton/Enright may refer clients to 3rd Party Money Managers through RAS. For further information please refer to the RAS Form ADV, Part II & Schedule F.</p> <p>With respect to the Genworth Financial Program, Burton/Enright Group is entitled to receive a quarterly reimbursement from Genworth Financial Wealth Management, for qualified marketing and/or business development expenses incurred by Burton/Enright Group. The amount of such reimbursement can be up to \$12,500 per quarter and is based on the total assets invested at the end of each calendar quarter in the Genworth Financial Program.</p>
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