

**Schedule F of
Form ADV
Continuation Sheet for Form ADV Part II**

Applicant:	SEC File Number:	Date:
Barrington Financial Advisors, Inc.	801- 56534	March 1, 2010

(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: Barrington Financial Advisors, Inc.		IRS Empl. Ident. No.: 76-0122763
Item of Form (identify)	Answer	
Item #1D	<p><u>ADVISORY SERVICES AND FEES</u></p> <p>Barrington Financial Advisors, Inc. (“Adviser”) is a SEC Registered Investment Adviser, which offers financial planning and investment advisory services to its Clients.</p> <p><u>DESCRIPTION OF SERVICES PROVIDED</u></p> <p>Financial Planning Services</p> <p>In consideration for the services rendered by Advisor, pursuant to this AGREEMENT, the Client shall pay to Advisor a fee that shall be calculated in accordance with, and payable pursuant to, the attached applicable compensation schedule, EXHIBITS A & B {Net Worth Management & Monitoring} EXHIBIT C {Modular Financial Planning}. Barrington Financial Advisors, Inc. and its principals may not earn a commission when recommending certain mutual funds and recommends only no-load mutual funds, which may have lower sales loads. The FEE schedule will be revised annually to reflect the client’s change in Fees as a result in changes to the Client’s Total Asset Value and made a part of this AGREEMENT. Any services not stipulated in this AGREEMENT will be billed at the Advisor's hourly rate. In addition, any out-of-pocket expenses incurred that are not part of the AGREEMENT, will be charged to the Client. Further, should Client's fees be due and collectable beyond 90 days of the invoice date, Advisor may not be held liable for any shrinkage or losses incurred by the Client's Portfolio arising from nonperformance by Advisor.</p> <p>Adviser will typically provide a variety of financial planning services, principally advisory in nature, to individuals, families and other clients regarding the management of their financial resources, based upon an analysis of client’s needs. Some of these services may include divorce planning and behavioral enhancement trusts. Generally, financial planning services will involve preparing a financial program for clients based on the client’s financial circumstances and objectives. This information normally would cover present and anticipated assets and liabilities, including insurance, savings, investments, and anticipated retirement or other employee benefits.</p> <p>The program developed for the clients will usually include general recommendations for a course of activity or specific actions to be taken by the clients. For example, recommendations may be made that the clients obtain insurance or revise existing coverage, establish an individual retirement account, increase or decrease funds held in savings accounts or invest funds in securities. Adviser may develop tax or estate plans for clients or refer clients to an accountant or attorney.</p> <p>Adviser may also create a cash flow analysis or work with and advise the clients as</p>	

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Item #1D	<p>to the rearrangement of cash flow in order to fund certain long-term objectives such as buying a house, planning for college, retirement, etc.</p> <p>Pursuant to California Code of Regulations, 10 CCR Section 260.235.2, Adviser hereby discloses that Adviser is not affiliated with a broker/dealer and does not earn commissions for the sale of securities. IARs of Adviser may also be associated with various insurance companies for the sale of their insurance products and be paid a commission for the sale of the same. As such, a potential conflict of interest exists between the Adviser's interest and the Clients. In any event, Client is under no obligation to act upon Adviser's recommendations and if the Client elects to act on any of the recommendations, the Client is under no obligation to effect the transaction through Adviser or any other particular insurance company.</p> <p>Provision Of Non-Continuous/Non-Supervisory Services</p> <p>Adviser will provide non-continuous/non-supervisory investment advice to Clients based upon a prior-established client profile or investment policy.</p> <p>Such profile or investment policy will be created through personal discussions in which goals and objectives based on a client's particular circumstances are established. Each portfolio will be designed to meet a particular investment goal, which the Advisory Representative has determined to be suitable to the client's circumstances. Once the appropriate portfolio has been determined, the portfolio will be reviewed at least quarterly based on the client's individual needs. Each client will have the opportunity to place reasonable restrictions on the types of investments to be held in the portfolio. Adviser will provide such advisory services on a non-discretionary basis. Account supervision will be guided by the stated objectives of the clients (i.e. maximum capital appreciation, growth, income, or growth and income).</p> <p>Advisory Representatives will create a portfolio, consisting of individual stocks or bonds; no-load funds, (funds with no front-end or deferred sales charges and whose total charges against net assets for sales related expenses and or services do not exceed 1.5%. For mutual funds bought prior to engaging the Adviser's services, management fees by Advisor may be applicable. Such portfolio may also consist of variable life and/or variable annuity sub-accounts, which registered representative may have already sold to their clients on a full commission basis, in their capacities as Registered Representatives.</p> <p>Mutual funds may be selected on the basis of any or all of the following criteria: performance history; the industry sector in which the fund invests; the track record of the fund's manager; the fund's investment objectives, management style and</p>	

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Item #1D	<p>philosophy; and, the fund's management fee structure. Each client's individual needs and circumstances will determine initial portfolio weighting between funds and market sectors. Clients will retain individual ownership of all securities.</p> <p>When appropriate to the needs of the clients, the Advisory Representative may recommend the use of trading (securities sold within 30 days), margin transactions or covered call option writing. Because these investment strategies bear a certain degree of risk, they will only be recommended when consistent with the client's stated risk tolerance and investment objectives.</p> <p>Asset Allocation Services For External Pension, Profit Sharing, 401k and 403b Plan Assets</p> <p>As part of a financial planning analysis and engagement, Adviser will assist clients in determining their investment goals and objectives; risk tolerance and retirement plan time horizons. Adviser will then recommend an initial asset allocation. However, because such assets are custodied outside of the Adviser, clients will be responsible for accepting and implementing Adviser's recommendations. Further, Adviser will provide Continuous Supervisory or Portfolio Monitoring services for such accounts and receive ongoing financial planning-based compensation.</p> <p><u>Financial Planning Services and Fees Charged</u></p>	

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Item #1D	<p>In consideration for the services rendered by Consultant, pursuant to this AGREEMENT, the Client shall pay to Consultant a Retainer Fee that shall be calculated in accordance with, and payable pursuant to, the attached applicable compensation schedule</p> <p>EXHIBITS A & B {Net Worth Management & Monitoring}</p> <table> <tr> <td>Minimum Annual Fee</td> <td>–</td> <td>\$ 6,500.00</td> </tr> <tr> <td>INITIAL SET UP (1)</td> <td>–</td> <td>\$ 1,250.00 Non-Refundable</td> </tr> <tr> <td>\$1 to \$1,000,000</td> <td>0.70% of first \$1,000,000 total client asset value</td> <td></td> </tr> <tr> <td>\$1,000,001 \$2,000,000</td> <td>0.60% of next \$1,000,000 total client asset value</td> <td></td> </tr> <tr> <td>\$2,000,001 and over</td> <td>NEGOTIATED</td> <td></td> </tr> </table> <p>(1) The Net Worth Management & Monitoring Initial Set UP charge of \$1,250 is waived if client elects to start with both the Asset Management & Accounting and the New Worth Management & Monitoring services.</p> <p>EXHIBIT C {Modular Financial Planning}</p> <table> <tr> <td>Minimum Annual Fee</td> <td>–</td> <td>NONE</td> </tr> <tr> <td>INITIAL SET UP (1)</td> <td>–</td> <td>\$ 500.00 Non-Refundable</td> </tr> <tr> <td>Retirement Planning</td> <td></td> <td>\$1,675</td> </tr> <tr> <td>Education Planning</td> <td></td> <td>\$675</td> </tr> <tr> <td>Estate Planning</td> <td></td> <td>\$1,650</td> </tr> <tr> <td>Risk Management Planning</td> <td></td> <td>\$1,175</td> </tr> <tr> <td>Tax & Cash Flow Planning</td> <td></td> <td>\$1,950</td> </tr> <tr> <td>Balance Sheet & Net Worth Planning</td> <td></td> <td>\$725</td> </tr> <tr> <td>Investment Portfolio Reporting</td> <td></td> <td>\$1,125</td> </tr> </table> <p>(1) The Modular Financial Planning Initial Set UP charge of \$500 is waived if client elects to select ALL Modules of the Modular Financial Planning services.</p> <p>NOTE: All securities must be downloadable to BFA systems. If not, full rate applies.</p> <p><u>Asset Management Services and Fees Charged:</u></p> <p>Barrington Financial Advisors provides investment supervisory services under a separate Asset Advisory Agreement. Fees are based upon the dollar amount of assets under management depending on the type of assets, the amount of assets managed and the Separately Managed Assets. Barrington Financial Advisors percentage charged ranges from 1% to 3% depending upon the amount of dollars under management and the style of management provided.</p> <p><u>SEPARATELY MANAGED ACCOUNTS</u></p>		Minimum Annual Fee	–	\$ 6,500.00	INITIAL SET UP (1)	–	\$ 1,250.00 Non-Refundable	\$1 to \$1,000,000	0.70% of first \$1,000,000 total client asset value		\$1,000,001 \$2,000,000	0.60% of next \$1,000,000 total client asset value		\$2,000,001 and over	NEGOTIATED		Minimum Annual Fee	–	NONE	INITIAL SET UP (1)	–	\$ 500.00 Non-Refundable	Retirement Planning		\$1,675	Education Planning		\$675	Estate Planning		\$1,650	Risk Management Planning		\$1,175	Tax & Cash Flow Planning		\$1,950	Balance Sheet & Net Worth Planning		\$725	Investment Portfolio Reporting		\$1,125
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Item #1D	<p>Barrington Financial Advisors may, with the clients approval, engage third party money managers who are in the business of providing asset management services to our clients on a fee for service basis. These separate managers charge fees as a percentage of assets managed up to .60% of the managed assets.</p> <p>Daniel Frishberg Portfolio Management and Schwab Separately Managed Accounts are among the managers used by Barrington Financial Advisors.</p> <p><u>CHARLES SCHWAB INSTITUTIONAL</u></p> <p>Barrington Financial Advisors, Inc. [BFA] may recommend/require that clients establish brokerage accounts with the Schwab Advisor Services division of Charles Schwab & Co., Inc. (Schwab), a FINRA registered broker-dealer, member SIPC, to maintain custody of clients' assets and to effect trades for their accounts. Although [BFA] may recommend/require that clients establish accounts at Schwab, it is the client's decision to custody assets with Schwab. [BFA] is independently owned and operated and not affiliated with Schwab.</p> <p>Schwab provides [BFA] with access to its institutional trading and custody services, which are typically not available to Schwab retail investors. These services generally are available to independent investment advisors on an unsolicited basis, at no charge to them so long as a total of at least \$10 million of the advisor's clients' assets are maintained in accounts at Schwab Advisor Services. These services are contingent upon [BFA] committing to Schwab a specific amount of business (assets in custody or trading commissions). 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.</p> <p>For [BFA] 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.</p> <p>Schwab Advisor Services also makes available to [BFA] other products and services that benefit [BFA] 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 [BFA's] accounts, including accounts not maintained at Schwab.</p> <p>Schwab's products and services that assist [BFA] 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)</p>	

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Item #1D	<p>facilitate trade execution and allocate aggregated trade orders for multiple client accounts; (iii) provide research, pricing and other market data; (iv) facilitate payment of [Advisor Firm's] fees from its clients' accounts; and (v) assist with back-office functions, recordkeeping and client reporting.</p> <p>Schwab Advisor Services also offers other services intended to help [BFA] manage and further develop its business enterprise. These services may include: (i) 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 [BFA]. 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 [BFA]. Schwab Advisor Services may also provide other benefits such as educational events or occasional business entertainment of [BFA] personnel. In evaluating whether to recommend or require that clients custody their assets at Schwab, [BFA] 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.</p> <p>GENERAL INFORMATION CONCERNING FEES</p> <p>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.</p> <p>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.</p> <p>A client could invest in a mutual fund directly, without the services of the 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</p>	
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Item #1D	<p>the clients and to thereby evaluate the advisory services being provided.</p> <p>All Advisory fees are charged, in advance, at the start of each calendar quarter, based upon the fair market value of the assets in the portfolio as of the last business day of the prior quarter. The initial fee will be payable when the account is established, prorated for the first partial quarter, if applicable. Thereafter, the fee will be payable on the first day of each calendar quarter based on the asset value of the account as of the last business day of the prior quarter. Additional deposits to the account are subject to the same fee procedures. No fee adjustments will be made for partial withdrawals and account depreciation.</p> <p>Upon client's written authorization, fees will be automatically deducted from the account. Securities may be liquidated to pay fees. Clients will be provided with an invoice setting forth the fee calculation and a quarterly statement reflecting deduction of the advisory fee.</p> <p><u>ENGAGING ADVISER</u></p> <p>All clients wishing to engage Adviser for the provision of investment supervisory, non-continuous account management and/or portfolio appraisal and reporting services, must, in addition to completing Adviser's documents and an Investment Advisory Agreement, complete all forms required to open a custodial account or accounts for the client at the selected custodial firm.</p> <p>Upon completion of the aforementioned documents, together with Adviser securing the relevant approvals, Adviser will be considered engaged by the clients. The term of engagement will be ongoing, as set forth in the Advisory Agreement. For ongoing agreements, clients will be responsible for ensuring that Adviser has been timely informed of changes in investment objectives and risk tolerance.</p> <p>REFUND POLICY: Clients can terminate, without penalty, Adviser's Agreement within Thirty business days thereafter, the client must serve written notice. Clients will then receive, where applicable, a prorated refund of any prepaid advisory fees. Such prorated refund will be based upon actual services and termination costs incurred up to and at the time of termination of Adviser's services.</p> <p><u>TYPES OF INVESTMENTS</u></p> <p>In addition to the areas indicated in Part II, Item 3, Adviser may also offer advice on Low-Income Housing Tax Credits, Equipment Leasing, Bank CDs, Oil and Gas,</p>	
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Item #3	Cable Television, Real Estate Investment Trusts, Mortgages and 529s.	
Item #5	<p><u>EDUCATION AND BUSINESS STANDARDS</u></p> <p>Adviser generally requires that Investment Advisory Representatives have a college education, professional designation or certification and/or relevant industry experience.</p> <p><u>INVESTMENT ADVISORY REPRESENTATIVE'S EDUCATIONAL AND BUSINESS BACKGROUNDS</u></p> <p>Heath, William C. (Year of Birth 1938) Univ. of So. Calif. (BS) 1958-1960 Univ. of Houston (MBA) 1980 Certified Financial Planner™ Designation 1981 Barrington Financial Advisors, Inc., Sole Shareholder 1972-Present American Investors Company., Registered Representative 2009-Present</p>	
Item #6	<p><u>OTHER BUSINESS ACTIVITIES</u></p> <p>IARs of the Adviser may be licensed as insurance agents with various insurance companies, and in such capacity, recommend, on a fully disclosed basis, the purchase of insurance related products. IARs of Adviser currently devote part of their time to life insurance commission business.</p>	
Item #7A,B & C	<p><u>PRIVACY STATEMENT</u></p> <p>Adviser is committed to safeguarding the confidential information of its clients and holds all personal information provided to it in the strictest confidence. These records include all personal information that Adviser collects from its clients or receives from other firms in connection with any of the financial services Adviser provides. Adviser also requires other firms with whom it deals to restrict the use of client's information. Adviser's Privacy Policy is available upon client's engagement of Adviser's services or by prior request of the clients. Adviser requires all employees of advisor to sign a Confidentiality Agreement stating that all client information will be held in the strictest confidence. Any disclosure outside the firm is strictly forbidden without the client's written consent.</p> <p><u>OTHER FINANCIAL INDUSTRY ACTIVITIES OR AFFILIATIONS</u></p>	

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Item #8C(1,3,9 &11)	<p>Barrington Financials investment advisory representatives may offer non-proprietary asset management programs, including, but not limited to Schwab Separately Managed Accounts and Daniel Frishberg Portfolio Management. As such, there may be an incentive to recommend these products and services over others.</p> <p><u>OUTSIDE ACTIVITIES:</u></p> <p>William C. Heath is a registered real estate broker license (#00166436-36) and a mortgage broker license (#300156) and may receive compensation from these professional services as outside activities. Barrington Financial Advisors client's are not required to use these services but may engage these services at the client's sole discretion.</p>	
Item #8C11	<p><u>PARTICIPATION OR INTEREST IN CLIENTS TRANSACTIONS</u></p> <p>IARs of Adviser may recommend to clients the purchase or sale of investment products in which the IARs or a related entity, may have some financial interest, including the receipt of compensation. Certain mutual funds (and/or their related persons) in which clients may invest make 12b-1 fee payments to broker-dealers. Such payments may be distributed pursuant to a 12b-1-distribution plan or pursuant to another arrangement as compensation for distribution or administrative services and may be paid out of the fund's assets. IARs of Adviser will not receive such 12b-1 fees or other compensation to the extent permitted by applicable law.</p>	
Item #9B & 9E	<p>A fund that imposes a front end sales load but which waives that front-end sales load for purchases made on behalf of the of the client's account (a "front-end load" fund at net asset value) may bear 12b-1 distribution or services fees in excess of .25% of the Account's net assets invested in such fund (the minimum allowed for no- load funds). The 12b-1 fees, deferred sales charges and other fee arrangements will be disclosed upon request of the clients and are typically described in the applicable fund's prospectus. IARs of Adviser will not participate in these compensation arrangements, due to the potential of a conflict of interest that may exist in connection with the recommendation of particular mutual fund investments for a client's account.</p> <p>Barrington Financial Advisors representatives may effect securities transactions for clients as part of the implementation process for financial plans or management of client accounts. Also, our representatives may buy or sell the same securities as clients. In all cases, we ensure that our client interests come first and they are not disadvantaged in any way.</p>	

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Item #9E	<p>Barrington Financial Advisors may, from time to time, recommend to client's investment products, including mutual funds, variable and fixed annuities, and other insurance products sponsored by Charles Schwab or its affiliates. Such recommendations might be deemed to create a conflict of interest. However, no transaction will result in an increase in compensation for Charles Schwab affiliates above that paid to other firms.</p> <p><u>CODE OF ETHICS</u></p> <p>Barrington Financial Advisors subscribe to the following Code of Ethics:</p> <ul style="list-style-type: none"> ▶ As professionals, we will always place the interest of our clients ahead of our own. ▶ We will seek continually to maintain and improve our professional knowledge, skills, and competence. ▶ We will obey all laws and regulations and avoid any conduct or activity, which would cause unjust harm to those who rely upon our professional judgment and skills. ▶ We will be diligent in the performance of all our occupational duties. ▶ We will help improve public trust and confidence in the securities industry by being an example of integrity and by adhering to the Barrington Financial Advisors Code of Ethics. <p>Adviser may buy or sell securities identical to those recommended to its customers for its personal accounts. In addition, any related person(s) may have an interest or position in a certain security(ies) which may also be recommended to clients.</p> <p>It is the expressed policy of Adviser that it may not purchase or sell any individual stock or bond prior to a transaction(s) being implemented for an advisory account, and therefore, preventing it from benefiting as a result of transactions placed on behalf of advisory accounts.</p> <p>As these situations represent a conflict of interest, Adviser has established the following restrictions in order to ensure its fiduciary responsibilities to clients are met:</p> <p>1) Adviser shall not buy or sell securities for its personal portfolio(s) where its decision is substantially derived, in whole or in part, by its role as an Adviser unless the information is also available to the investing public on reasonable inquiry. In no case, shall Adviser prefer its own interest to that of its advisory clients. (a) (b)</p>	

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	<p>2) All clients are fully informed that Adviser and/or its IARs may receive separate compensation when effecting transactions during the implementation process.</p> <p>3) Adviser emphasizes the unrestricted right of its 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.</p> <p>4) Adviser recognizes it must act in accordance with all applicable Federal and State regulations governing registered investment advisory practices.</p> <p>Footnotes</p> <p>This investment policy has been established recognizing that some securities being considered for purchase and sale on behalf of Advisers' client's 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>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 of redemption. As such, transactions in mutual funds and/or variable insurance products by Adviser 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>In accordance with Section 20A of the Investment Advisers 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>Adviser does not vote proxies for Clients.</p> <p><u>CONDITIONS FOR MANAGING ACCOUNTS</u></p> <p>Adviser has set forth requirements for minimum account investments and fees, as well as mutual Adviser and Clients responsibilities in Item #1D.</p> <p><u>REVIEW OF ACCOUNTS</u></p> <p>Accounts under Adviser's management will be reviewed on at least a quarterly basis or more often, if appropriate.</p> <p>Clients will be contacted at least annually by Adviser to review each client's</p>	

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1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Barrington Financial Advisors, Inc.		IRS Empl. Ident. No.: 76-0122763
Item of Form (identify)	Answer	
Item #10	<p>financial status, goals and objectives. Adviser is responsible for ensuring that such reviews and contacts are made.</p> <p>Generally clients will receive reports, at least quarterly, as set forth in their advisory agreements and other disclosure materials.</p> <p><u>INVESTMENT OR BROKERAGE DISCRETION</u></p>	
Item #11	<p>Adviser does not have the authority to determine, without obtaining specific client consent, the securities to be bought or sold; the amount of securities to be bought or sold; the broker or dealer to be used; or the commission rates paid.</p> <p>Adviser does not have the discretion to choose the broker/dealer or commission rates to be paid. However, Adviser reasonably believes that Schwab's blend of execution services, commission and transaction costs as well as professionalism will allow Adviser to seek best execution and competitive prices. However, clients should be aware that best execution and lower commissions may not necessarily be achieved if recommended transactions are placed through IARs of Adviser in their separate capacities or as independent insurance agents.</p> <p><u>BEST EXECUTION</u></p>	
Item #12A(1,2&4)	<p>Barrington Financial Advisors representatives may suggest that clients place trades through Charles Schwab Institutional. We believe that Charles Schwab Institutional offers competitive pricing and services in comparison to other firms and that our client's interests are well served by using these parties. Nevertheless, we will review these relationships from time to time to ensure that clients continue to receive competitive pricing and services.</p>	
Item #12B	<p><u>ADDITIONAL COMPENSATION</u></p> <p>IARs of Adviser may, from time to time, receive 12b-1 distribution fees from investment companies in connection with the placement of clients' funds into investment companies. Therefore, the receipt of this compensation may affect Adviser's judgment in recommending products to its Clients.</p> <p><u>REFERRAL FEES</u></p>	

**Schedule F of
Form ADV
Continuation Sheet for Form ADV Part II**

Applicant:	SEC File Number:	Date:
Barrington Financial Advisors, Inc.	801- 56534	March 1, 2010

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1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Barrington Financial Advisors, Inc.		IRS Empl. Ident. No.: 76-0122763
Item of Form (identify)	Answer	
Item #13A	Barrington Financial from time to time offers a credit offset to existing client's future billings for referrals amounting to 10% of the referral's first year collected fees.	
Item #13B	<u>BALANCE SHEET (See Schedule G)</u>	
Item #14	Available upon request.	