

FORM ADV**Uniform Application for Investment Adviser Registration****Part II - Page 1****OMB APPROVAL**

OMB Number: 3235-0049
Expires: February 28, 2011
Estimated Average burden
Hours per response.....4.07

Name of Investment Adviser: Brighton Financial Planning						
Address:	(Number and Street)	(City)	(State)	(Zip Code)	Area Code:	Telephone Number:
	1728 Rt 31	Clinton	NJ	08809	908-730-7000	

**This part of FORM ADV gives information about the investment adviser and its business for the use of clients.
The information has not been approved or verified by any government authority.**

Table of Contents

<u>Item Number</u>	<u>Item</u>	<u>Page</u>
1	Advisory Services and Fees	2
2	Types of Clients	2
3	Types of Investments	3
4	Methods of Analysis, Sources of Information and Investment Strategies	3
5	Education and Business Standards	4
6	Education and Business Background	4
7	Other Business Activities	4
8	Other Financial Industry Activities or Affiliations	4
9	Participation or Interest in Client Transactions	5
10	Conditions for Managing Accounts	5
11	Review of Accounts	5
12	Investment or Brokerage Discretion	6
13	Additional Compensation	6
14	Balance Sheet	6
	Continuation Sheet	Schedule F

(Schedule A, B, C, D, and E are included with Part I of this Form, for the use of regulatory bodies, and are not distributed to clients.)

Potential persons who are to respond to the collection of information contained in this form
are not required to respond unless the form displays a currently valid OMB control number.

Applicant: Brighton Financial Planning

SEC File Number:

801- 71169

Date:

2/24/2010

1. A. Advisory Services and Fees. (check the applicable boxes)

For each type of service provided, state the approximate % of total advisory billings from that service. (See instruction below.)

Applicant:

- | | | | | |
|-------------------------------------|-----|--|----|---|
| <input checked="" type="checkbox"/> | (1) | Provides investment supervisory services | 95 | % |
| <input type="checkbox"/> | (2) | Manages investment advisory accounts not involving investment supervisory services..... | | % |
| <input type="checkbox"/> | (3) | Furnishes investment advice through consultations not included in either service described above... | | % |
| <input type="checkbox"/> | (4) | Issues periodicals about securities by subscription | | % |
| <input type="checkbox"/> | (5) | Issues special reports about securities not included in any service described above..... | | % |
| <input type="checkbox"/> | (6) | Issues, not as part of any service described above, any charts, graphs, formulas, or other devices which clients may use to evaluate securities..... | | % |
| <input checked="" type="checkbox"/> | (7) | On more than an occasional basis, furnishes advice to clients on matters not involving securities... | 5 | % |
| <input type="checkbox"/> | (8) | Provides a timing service | | % |
| <input type="checkbox"/> | (9) | Furnishes advice about securities in any manner not described above..... | | % |

(Percentages should be based on applicant's last fiscal year. If applicant has not completed its first fiscal year, provide estimates of advisory billings for that year and state that the percentages are estimates.)

B. Does applicant call any of the services it checked above financial planning or some similar term?

Yes	No
<input checked="" type="checkbox"/>	<input type="checkbox"/>

C. Applicant offers investment advisory services for: (check all that apply)

- | | |
|--|--|
| <input checked="" type="checkbox"/> (1) A percentage of assets under management | <input type="checkbox"/> (4) Subscription fees |
| <input checked="" type="checkbox"/> (2) Hourly charges | <input type="checkbox"/> (5) Commissions |
| <input checked="" type="checkbox"/> (3) Fixed fees (not including subscription fees) | <input type="checkbox"/> (6) Other |

D. For each checked box in A above, describe on Schedule F:

- the services provided, including the name of any publication or report issued by the adviser on a subscription basis or for a fee
- applicant's basic fee schedule, how fees are charged and whether its fees are negotiable
- when compensation is payable, and if compensation is payable before service is provided, how a client may get a refund or may terminate an investment advisory contract before its expiration date

2. Types of clients - Applicant generally provides investment advice to: (check those that apply)

- | | |
|---|--|
| <input checked="" type="checkbox"/> A. Individuals | <input checked="" type="checkbox"/> E. Trusts, estates, or charitable organizations |
| <input type="checkbox"/> B. Banks or thrift institutions | <input checked="" type="checkbox"/> F. Corporations or business entities other than those listed above |
| <input type="checkbox"/> C. Investment companies | <input type="checkbox"/> G. Other (describe on Schedule F) |
| <input checked="" type="checkbox"/> D. Pension and profit sharing plans | |

Answer all items. Complete amended pages in full, circle amended items and file with execution page (page 1)

3. Types of Investments. Applicant offers advice on the following: (check those that apply)

- | | |
|--|--|
| <input checked="" type="checkbox"/> A. Equity securities | <input checked="" type="checkbox"/> H. United States government securities |
| <input checked="" type="checkbox"/> (1) exchange-listed securities | |
| <input checked="" type="checkbox"/> (2) securities traded over-the-counter | <input type="checkbox"/> I. Options contracts on: |
| <input type="checkbox"/> (3) Foreign issuers | <input type="checkbox"/> (1) securities |
| | <input type="checkbox"/> (2) commodities |
| <input type="checkbox"/> B. Warrants | <input type="checkbox"/> J. Futures contracts on: |
| <input checked="" type="checkbox"/> C. Corporate debt securities (other than commercial paper) | <input type="checkbox"/> (1) tangibles |
| <input checked="" type="checkbox"/> D. Commercial paper | <input type="checkbox"/> (2) intangibles |
| <input checked="" type="checkbox"/> E. Certificates of deposit | |
| <input checked="" type="checkbox"/> F. Municipal securities | <input checked="" type="checkbox"/> K. Interests in partnerships investing in: |
| | <input checked="" type="checkbox"/> (1) real estate |
| <input type="checkbox"/> G. Investment company securities: | <input checked="" type="checkbox"/> (2) oil and gas interests |
| <input type="checkbox"/> (1) variable life insurance | <input checked="" type="checkbox"/> (3) other (explain on Schedule F) |
| <input type="checkbox"/> (2) variable annuities | |
| <input checked="" type="checkbox"/> (3) mutual fund shares | <input checked="" type="checkbox"/> L. Other (explain on Schedule F) |

4. Methods of Analysis, Sources of Information, and Investment Strategies.

A. Applicant's security analysis methods include: (check those that apply)

- | | |
|---|--|
| (1) <input type="checkbox"/> Charting | (4) <input type="checkbox"/> Cyclical |
| (2) <input checked="" type="checkbox"/> Fundamental | (5) <input type="checkbox"/> Other (explain on Schedule F) |
| (3) <input checked="" type="checkbox"/> Technical | |

B. The main sources of information applicant uses include: (check those that apply)

- | | |
|---|--|
| (1) <input checked="" type="checkbox"/> Financial newspapers and magazines | (5) <input type="checkbox"/> Timing services |
| (2) <input type="checkbox"/> Inspections of corporate activities | (6) <input checked="" type="checkbox"/> Annual reports, prospectuses, filings with the |
| (3) <input checked="" type="checkbox"/> Research materials prepared by others | Securities and Exchange Commission |
| (4) <input checked="" type="checkbox"/> Corporate rating services | (7) <input checked="" type="checkbox"/> Company press releases |
| | (8) <input type="checkbox"/> Other (explain on Schedule F) |

C. The investment strategies used to implement any investment advice given to clients include: (check those that apply)

- | | |
|--|--|
| (1) <input checked="" type="checkbox"/> Long term purchases
(securities held at least a year) | (5) <input checked="" type="checkbox"/> Margin transactions |
| (2) <input checked="" type="checkbox"/> Short term purchases
(securities sold within a year) | (6) <input type="checkbox"/> Option writing, including covered options,
uncovered options or spreading strategies |
| (3) <input type="checkbox"/> Trading (securities sold within 30 days) | (7) <input type="checkbox"/> Other (explain on Schedule F) |
| (4) <input type="checkbox"/> Short sales | |

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5. Education and Business Standards.

Are there any general standards of education or business experience that applicant requires of those involved in determining or giving investment advice to clients? Yes No
☒ ☐

(If yes, please describe these standards on Schedule F)

6. Education and Business Background.

For:

- each member of the investment committee or group that determines general investment advice to be given to clients, or
- if the applicant has no investment committee or group, each individual who determines general investment advice clients (if more than five, respond only for their supervisors)
- each principal executive officer of applicant or each person with similar status or performing similar functions.

On Schedule F, give the:

- name
- year of birth
- formal education after high school
- business background for the preceding five years

7. Other Business Activities. (check those that apply)

- ☒ A. Applicant is actively engaged in a business other than giving investment advice.
- ☒ B. Applicant sells products or services other than investment advice to clients.
- ☐ C. The principal business of applicant or its principal executive officers involves something other than providing investment advice.

(For each checked box describe the other activities, including the time spent on them, on Schedule F.)

8. Other Financial Industry Activities or Affiliations. (check those that apply)

- ☐ A. Applicant is registered (or has an application pending) as a securities broker-dealer.
- ☐ B. Applicant is registered (or has an application pending) as a futures commission merchant, commodity pool operator or commodity trading adviser.
- ☐ C. Applicant has arrangements that are material to its advisory business or its clients with a related person who is a:
- | | |
|--|--|
| <input type="checkbox"/> (1) broker-dealer | <input type="checkbox"/> (7) accounting firm |
| <input type="checkbox"/> (2) investment company | <input type="checkbox"/> (8) law firm |
| <input type="checkbox"/> (3) other investment adviser | <input type="checkbox"/> (9) insurance company or agency |
| <input checked="" type="checkbox"/> (4) financial planning firm | <input type="checkbox"/> (10) pension consultant |
| <input type="checkbox"/> (5) commodity pool operator, commodity trading adviser or futures commission merchant | <input type="checkbox"/> (11) real estate broker or dealer |
| <input type="checkbox"/> (6) banking or thrift institution | <input type="checkbox"/> (12) entity that creates or packages limited partnerships |

(For each checked box in C, on Schedule F identify the related person and describe the relationship and the arrangements.)

- D. Is applicant or a related person a general partner in any partnership in which clients are solicited to invest?.. Yes No
☐ ☒

(If yes, describe on Schedule F the partnerships and what they invest in.)

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9. Participation or Interest in Client Transactions.

Applicant or a related person: (check those that apply)

- ☐ A. As principal, buys securities for itself from or sells securities it owns to any client.
- ☒ B. As broker or agent effects securities transactions for compensation for any client.
- ☐ C. As broker or agent for any person other than a client effects transactions in which client securities are sold to or bought from a brokerage customer.
- ☐ D. Recommends to clients that they buy or sell securities or investment products in which the applicant or a related person has some financial interest.
- ☒ E. Buys or sell for itself securities it also recommended to clients.

(For each box checked, describe on Schedule F when the applicant or a related person engages in these transactions and what restrictions, internal procedures, or disclosures are used for conflicts of interest in those transactions.)

Describe, on Schedule F, your code of ethics, and state that you will provide a copy of your code of ethics to any client or prospective client upon request.

- 10. Conditions for Managing Accounts.** Does the applicant provide investment advisory services, manage investment advisory accounts or hold itself out as providing financial planning or some similarly termed services *and* impose a minimum dollar value of assets or other condition for starting or maintaining an account?

Yes No
☒ ☐

(If yes, describe on Schedule F)

- 11. Review of Accounts.** If applicant provides investment supervisory services, manages investment advisory account, or holds itself out as providing financial planning or some similarly termed services:

- A. Describe below the reviews and reviewers of the accounts. **For reviews**, include their frequency, different levels, and triggering factors. **For reviewers**, include the number of reviewers, their titles and functions, instructions they receive from applicant on performing reviews, and number of accounts assigned each.

Financial planning clients review their financial plan annually and investment management clients review their portfolios semi-annually. The advisor will initiate contact to set up the annual review which is done in-person or via conference call. Clients are also invited to contact the Advisor to schedule interim reviews as necessary resulting from factors such as death or disability of a family member, substantial changes in income or wealth, meaningful changes in market conditions or to update a plan. All reviews are conducted by John P. Middleton, CFA, CAIA and/or James J. Chesterton, CFP and/or Sreenivasan Srikanth, CFA.

- B. Describe below the nature and frequency of regular reports to clients on their accounts.

Clients receive a monthly statement from the custodian and quarterly statements from the custodian and the Advisor. The Advisor also provides a monthly email newsletter and a quarterly hard copy newsletter discussing relevant market and economic conditions. BFP or the custodian also provides annual tax reporting data to clients. Additional reports can be provided to clients as requested.

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12. Investment or Brokerage Discretion.

A. Does applicant or any related person have authority to determine, without obtaining specific client consent, the:

- | | | |
|--|-------------------------------------|-------------------------------------|
| | Yes | No |
| (1) securities to be bought or sold? | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| (2) amount of securities to be bought or sold? | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| (3) broker or dealer to be used? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| (4) commission rates paid? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |

B. Does applicant or a related person suggest brokers to clients? ☒ Yes ☐ No

For each yes answer to A describe on Schedule F any limitations on the authority. For each yes to A(3), A(4) or B, describe on Schedule F the factors considered in selecting brokers and determining the reasonableness of their commissions. If the value of products, research and services given to the applicant or a related person is a factor, describe:

- the products, research and services
- whether clients may pay commissions higher than those obtainable from other brokers in return for those products and services
- whether research is used to service all of applicant's accounts or just those accounts paying for it; and
- any procedures the applicant used during the last fiscal year to direct client transactions to a particular broker in return for product and research services received.

13. Additional Compensation.

Does the applicant or a related person have any arrangements, oral or in writing, where it:

- | | | |
|---|--------------------------|-------------------------------------|
| A. is paid cash by or receives some economic benefit (including commissions, equipment or non-research services) from a non-client in connection with giving advice to clients? | Yes | No |
| | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| B. directly or indirectly compensates any person for client referrals? | Yes | No |
| | <input type="checkbox"/> | <input checked="" type="checkbox"/> |

(For each yes, describe the arrangements on Schedule F.)

14. Balance Sheet. Applicant must provide a balance sheet for the most recent fiscal year on Schedule G if applicant:

- has custody of client funds or securities (unless applicant is registered or registering only with the Securities and Exchange Commission); or
- requires prepayment of more than \$500 in fees per client and 6 or more months in advance

Has applicant provided a Schedule G balance sheet?..... ☐ Yes ☒ No

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

Applicant:
Brighton Financial Planning

SEC File Number:
801- 71169

Date:
2/24/2010

(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: Middleton Financial Management, LLC		IRS Empl. Ident. No.: 27-1414643
Item of Form (identify)	Answer	
Part II, Page 2 1.A(1) & (7) 1.D	<p>Fees for financial planning and investment advisory services may include: Cash management & budgeting, investment management, employee benefits coordination, retirement planning, estate and post-mortem estate planning. Services also include placing of securities orders, review of accounts, reports, analyses and meetings/phone consultations with clients</p> <p>Financial Planning</p> <p>Each client will provide the Advisor with a completed, extensive questionnaire, will conduct an interview with the Advisor and will provide the Advisor with information regarding the client's current financial status and future goals and objectives. All related documents and data supplied by the client are carefully reviewed by the Advisor and become the basis for the Financial Planning Analysis. A Financial Planning Services Agreement is presented to the client after the initial complementary meeting and prior to undertaking any assignment. The agreement details the services and anticipated fees. This agreement is signed by the client prior to the Advisor beginning the assignment. A Financial Plan Report is created and presented to the client. Implementation of the plan recommendations is entirely at the discretion of the client.</p> <p>Clients may elect to pay an hour rate for the assignment or an estimated flat fee. In either option, a deposit of \$500.00 is payable upon signing the agreement. The total fee is payable at the completion of the plan and presentation of the final invoice. Fees are based on the following hourly rates:</p> <p>Meeting with the Advisors - \$250.00 Research & Analysis - \$175.00 Plan preparation - \$150.00</p> <p>The Financial Planning Services Agreement can be cancelled upon written request of the client. The client will be billed for any unpaid work up to the time of termination. The client may also cancel the agreement within 5 days of signing for a full refund of the \$500.00 deposit.</p> <p>Investment Advisory</p> <p>The Advisor will collect all relevant information pertaining to the client's current financial situation and will provide advice regarding asset allocation and investment selection. This service can be provided on an on-going basis or as a single project at client discretion. Clients can select either an hourly rate or an flat annual fee. Fees are based on the following hourly rates:</p> <p>Meeting with the Advisors - \$250.00 Research & Analysis - \$175.00</p>	

(Complete amended pages in full, circle amended items and file with execution page (page 1)).

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

Applicant:
Brighton Financial Planning

SEC File Number:
801- 71169

Date:
2/24/2010

(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: Middleton Financial Management, LLC		IRS Empl. Ident. No.: 27-1414643								
Item of Form (identify)	Answer									
Part II, page 2 1.A(1) & (7) 1.D	<p>Investment Advisory with Account Aggregation</p> <p>The Advisor will provide ongoing advisory services related to asset allocation and investment selection for all accounts the client has selected to be aggregated. This service involves assigning the account userid and password to a secure website from which the Advisor can pull the account information into the Advisor's portfolio accounting and management system.</p> <p>The client will sign an Investment Advisory Account Aggregation Services Agreement. Fees are as follows:</p> <p>Clients with Discretionary Accounts with Advisor</p> <table> <tr> <td>Account Value <\$150,000</td> <td>- \$1,500 per year</td> </tr> <tr> <td>Account Value \$150,001 - \$175,000</td> <td>- \$1,000 per year</td> </tr> <tr> <td>Account Value \$175,001 - \$249,999</td> <td>- \$750 per year</td> </tr> <tr> <td>Account Value >\$250,000</td> <td>- No Fee Assessed</td> </tr> </table> <p>Clients without Discretionary Accounts with Advisor</p> <p>0.30% of aggregated assets</p> <p>All fees are billed quarterly in arrears.</p> <p>Investment Management</p> <p>The Advisor will collect all relevant information from the client regarding the client's current financial situation, goals, objectives, risk tolerance, time horizon, liquidity needs and special situations. The client will sign an Investment Management Agreement with the Advisor and pay an initial administration set-up fee of \$500.00. The Advisor will use the information provided by the client as well as information from interviews with the client to develop an Investment Policy Statement for each client. This Statement will discuss the return objective, risk tolerance, time horizon, liquidity needs, special situations, accounts involved and will define the intended asset allocation. The Advisor will create and manage a portfolio of securities based on the Investment Policy Statement. The Advisor will primarily invest the portfolio using open-end, closed-end mutual funds and exchange traded funds. The client does have the opportunity to restrict securities used by the Advisor to the extent the restrictions do not prevent the Advisor from fulfilling its responsibility to the client.</p>		Account Value <\$150,000	- \$1,500 per year	Account Value \$150,001 - \$175,000	- \$1,000 per year	Account Value \$175,001 - \$249,999	- \$750 per year	Account Value >\$250,000	- No Fee Assessed
Account Value <\$150,000	- \$1,500 per year									
Account Value \$150,001 - \$175,000	- \$1,000 per year									
Account Value \$175,001 - \$249,999	- \$750 per year									
Account Value >\$250,000	- No Fee Assessed									

(Complete amended pages in full, circle amended items and file with execution page (page 1).)

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

Applicant:
Brighton Financial Planning

SEC File Number:
801- 71169

Date:
2/24/2010

(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:

Middleton Financial Management, LLC

IRS Empl. Ident. No.:

27-1414643

Item of Form (identify)	Answer
<p>Part II, Page 3 3.K(3) & L</p> <p>Part II, Page 4 5.</p>	<p>Clients are billed quarterly, in arrears, based on daily average asset value during the preceeding quarter. The fee schedule is as follows:</p> <p>\$0 to \$500,000 - 1.5% of assets \$500,001 to \$1,000,000 - 1.0% of assets \$1,000,001 to \$3,000,000 - 0.5% of assets \$3,000,001 and thereafter - 0.25% of assets</p> <p>Related client accounts will be aggregated when determining the applicable fees. The initial billing period will begin when the Agreement is signed by the Client and accepted by the Advisor and monies are deposited into the custodial account.</p> <p>Portfolio amounts under \$100,000 will be accepted at the discretion of the Advisor. Each client will receive the billing statement along with their quarterly statement from the Advisor. Fees will be deducted directly from client accounts seven days after the bill is sent to the client.</p> <p>The investment management agreement can be cancelled by the client upon written request. The client will receive a pro-rated final invoice for any amount due up to and including the day of cancellation.</p> <p>The Advisor may invest in Closed-end mutual funds and may provide investment advisory services regarding hedge funds.</p> <p>Education requirements include a college degree or minimum of 5 years of finance related experience. Advisors are expected to possess either the Certified Financial Planner (CFP) designation or the Chartered Financial Analyst (CFA) designation or reasonably equivalent designation.</p>

(Complete amended pages in full, circle amended items and file with execution page (page 1).)

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Applicant:
Brighton Financial Planning

SEC File Number:
801- 71169

Date:
2/24/2010

(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:

Middleton Financial Management, LLC

IRS Empl. Ident. No.:

27-1414643

Item of Form (identify)	Answer
Part II, page 4 6.	<p>John P. Middleton, CFA, CAIA - September 5, 1966. MBA - Finance, University of Tampa, Tampa, FL BA - Political Science, Rutgers University, New Brunswick, NJ Brighton Financial Planning - January 2010 - present Brighton Financial Planning, Inc. - August 2008 - December 2009 Invesco - August 2001 - August 2008</p> <p>James J. Chesterton, CFP - February 15, 1941. American College, College of Financial Planning Brighton Financial Planning - January 2010 Brighton Financial Planning, Inc. - August 1983 to December 2009</p> <p>Sreenivasan Srikanth, CFA - August 1, 1946 MS - Loyola College, Madras, India MBA - Indian Institute of Management, Ahmedabad, India Brighton Financial Planning - January 2010 - present Brighton Financial Planning, Inc. - August 1999 - December 2009</p>
Part II, page 4 7.	<p>John P. Middleton is also a partner in Southgate Cellars, LLC which makes and markets boutique wines pursuant to an agreement with Aspect Wines, LLC. This business is secondary and most work related to it is conducted outside of normal business hours of the Advisor.</p>
Part II, page 4 8.C(4)	<p>Brighton Financial Planning provides Financial Planning Services to clients under a separate Financial Planning Services Agreement for an hourly or flat rate described on Schedule F, part II, page 2, 1.D. Associated persons of the Advisor may maintain life, health and/or disability insurance license(s) to analyze products that may have been or may be presented to the client from outside sources. The Advisor or associated persons will not offer to sell or sell or in any way be compensated for the sale of products or services presented to the client from outside sources.</p>
Part II, page 5 9. B	<p>The Advisor is not a broker or an agent, but maintains an Investment Manager Services Agreement with Charles Schwab, a Master Account Agreement with SEI Trust Co. and an Investment Manager Services Agreement with Pershing Advisor Services. These custodians provide the Advisor with daily client transactions and confirmations. They also provide the Advisor and clients with monthly and quarterly Client Statements. This arrangement is fully disclosed to the client via a client executed Account Application with the respective custodian and through the appropriate Agreement signed with the Advisor. The Advisor receives no compensation from its custodians with regard to any transactions effected with the respective custodian.</p>

(Complete amended pages in full, circle amended items and file with execution page (page 1).)

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(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:

Middleton Financial Management, LLC

IRS Empl. Ident. No.:

27-1414643

Item of Form (identify)	Answer
Part II, page 5 9.E	<p>The Advisor may invest in publicly traded securities it recommends to clients. The Advisor and employees of the Advisor will not trade a recommended security for 5 days prior to 5 days after recommending or effecting any transactions on behalf of client accounts. All employees are required to provide the Advisor with a statement of activity in all personal accounts on a quarterly basis.</p> <p>The Advisor has established a written Code of Ethics which is distributed to all employees. All employees are expected to conduct themselves with the highest level of ethical standards in keeping with the Advisor's fiduciary duty to it's clients. A copy of the Code of Ethics is available to all clients and prospects upon request.</p> <p>A copy of the Advisor's Privacy Policy is initially provided to each client and/or prospect and is mailed to all clients on an annual basis as required by law.</p> <p>The Advisor executes a Confidentiality Agreement with each client at the same time the client signs the appropriate Agreement for services.</p>
Part II, page 5 10	<p>The Advisor requires a minimum value of portfolio assets of \$100,000 prior to managing a client account. The Advisor, at its discretion, may accept accounts below \$100,000.</p> <p>The Advisor determines securities to be bought or sold and their amounts within the confines of the Investment Policy Statement presented to and signed by the client. The Advisor will not effect any transactions until it is in receipt of the Investment Policy Statement. This Statement will provide the intended asset allocation as well as a list of approved securities.</p> <p>The client is responsible for proxy votes.</p> <p>The Advisor directs trades through the custodian used by the client under the terms of the respective custodial Investment Manager Services agreement. Advisory clients who effect transactions through broker-dealers other than those recommended by the Advisor may pay commissions or fees less favorable than those provided through the Advisor. The Advisor does not accept commissions. The Advisor will strive for best execution with respect to all transactions conducted on behalf of all clients. The Advisor does not accept soft dollars or maintain soft dollar arrangements.</p>

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(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:
Middleton Financial Management, LLC

IRS Empl. Ident. No.:
27-1414643

Item of Form (identify)	Answer
Form ADV Part II	A copy of Form ADV Part II is provided to each prospective client and is offered to each client on an annual basis as required by law.

(Complete amended pages in full, circle amended items and file with execution page (page 1).)

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Middleton Financial Management, LLC

IRS Empl. Ident. No.:
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Item of Form
(identify)

Answer

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1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV:

Middleton Financial Management, LLC

IRS Empl. Ident. No.:

27-1414643

Item of Form
(identify)

Answer

(Complete amended pages in full, circle amended items and file with execution page (page 1).)

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

Applicant:
Brighton Financial Planning

SEC File Number:
801- 71169

Date:
2/24/2010

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Applicant:
Brighton Financial Planning

SEC File Number:

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