

Brinton Eaton

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Brochure

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This Brochure provides information about the qualifications and business practices of Brinton Eaton. If you have any questions about the contents of this Brochure, please contact us at (973) 984-3352 or diquollo@brintoneaton.com. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about Brinton Eaton also is available on the SEC's website at www.adviserinfo.sec.gov.

References herein to Brinton Eaton as a “registered investment adviser” or any reference to being “registered” does not imply a certain level of skill or training.

Item 2 Material Changes

There have been no material changes made to Brinton Eaton's disclosure statement since last year's Annual Amendment filing on March 3, 2011.

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Item 4 **Advisory Business**

- A. Brinton Eaton is a corporation formed on March 24, 1988 in the State of New Jersey. Brinton Eaton became registered as an Investment Adviser Firm in October 1988. Brinton Eaton is principally owned by Robert J. DiQuollo and Jerry A. Miccolis. Mr. DiQuollo is Brinton Eaton's President.
- B. As discussed below, Brinton Eaton offers to its clients (individuals, business entities, trusts, estates, pension and profit sharing plans and charitable organizations, etc.) investment advisory services, which *may* include financial planning and related consulting services. In addition, Brinton Eaton provides investment advisory services relative to its proprietary mutual fund.

INVESTMENT ADVISORY SERVICES

The client can determine to engage Brinton Eaton to provide discretionary investment advisory services on a *fee-only* basis. Brinton Eaton's annual investment advisory fee is based upon a percentage (%) of the market value of the assets placed under Brinton Eaton's management (between 0.50% and 1.00%) as follows:

<u>Assets Under Management</u>	<u>Annual Fee</u>
First \$5,000,000	1.00%
Over \$5,000,000	0.50%

* In limited circumstances, Brinton Eaton may provide investment advisory services on a fixed fee basis.

The Giralda Fund

In addition to the investment advisory services set forth above, Brinton Eaton may allocate a portion of the client's investment management assets to its affiliated mutual fund, the Giralda Fund (the "*Fund*"), a mutual fund registered under the Investment Company Act of 1940. The *Fund's* investment objective is to seek long-term capital appreciation while limiting significant losses through sophisticated risk management. There are two (2) *Fund* share classes: Manager class and Institutional class, as more fully described in each share class' prospectus. Both classes have annual Gross expenses capped at 1.30% (1.00% investment management fee and 0.30% *Fund* expenses). Brinton Eaton's clients shall receive the Manager class and so long as the client remains a fee paying client of Brinton Eaton, Brinton Eaton's investment management fee with respect to the *Fund* shall be waived. In lieu of the *Fund* investment management fee, the client will have *Fund* assets included as part of "assets under management" under the fee schedule set forth above. However, in the event that the *Investment Advisory Agreement* is terminated subsequent to the transition of client assets into the *Fund* and the client desires to continue to remain a *Fund* investor, the client's *Fund* shares will convert to the Institutional share class (the class that applies to non-Brinton Eaton clients) and the client's *Fund* assets will then be subject to a 1.00% annual investment management fee of client *Fund* assets under management.

A complete description of the *Fund*, its strategy, objectives, and expenses is set forth in the *Fund* prospectus, a copy of which is provided to all clients that engage Brinton

Eaton's services through the *Fund*. Disclosure relative to the *Fund* is also set forth in the *Investment Advisory Agreement*. Pursuant to the terms of the *Investment Advisory Agreement*, Brinton Eaton shall have discretion to place client assets in the *Fund*.

FINANCIAL PLANNING AND CONSULTING SERVICES

To the extent specifically requested by a client, Brinton Eaton *may* determine to provide financial planning and/or consulting services (including investment and non-investment related matters, including estate planning, insurance planning, etc.) as part of its investment advisory services. Brinton Eaton generally requires an annual minimum fee of \$5,000 for financial planning and/or consulting services. Brinton Eaton's obligation shall be expressly limited to those planning and consulting services specifically requested by the client. In the event that the client requires extraordinary planning and/or consultation services (to be determined in the sole discretion of Brinton Eaton), Brinton Eaton may determine to charge for such additional services, the dollar amount of which shall be set forth in a separate written notice to the client on a stand-alone separate fee basis. Prior to engaging Brinton Eaton to provide planning or consulting services, clients are generally required to enter into a *Financial Planning and Consulting Agreement* with Brinton Eaton setting forth the terms and conditions of the engagement (including termination) and the portion of the fee that is due from the client prior to Brinton Eaton commencing services. If requested by the client, Brinton Eaton may recommend the services of other professionals for implementation purposes, including Brinton Eaton for tax preparation services. The client is under no obligation to engage the services of any such recommended professional. The client retains absolute discretion over all such implementation decisions and is free to accept or reject any recommendation from Brinton Eaton. **Please Note:** If the client engages any such recommended professional, and a dispute arises thereafter relative to such engagement, the client agrees to seek recourse exclusively from and against the engaged professional. **Please Also Note:** It remains the client's responsibility to promptly notify Brinton Eaton if there is ever any change in his/her/its financial situation or investment objectives for the purpose of reviewing/evaluating/revising Brinton Eaton's previous recommendations and/or services.

TAX PREPARATION SERVICES

Brinton Eaton may provide clients with tax preparation services on a separate fee basis. Brinton Eaton's tax preparation fees are negotiable, but generally range from \$750 to \$2,000 on a fixed fee basis per tax year, depending upon the level and scope of the service(s) required and the professional(s) rendering the service(s).

MISCELLANEOUS

Non-Investment Consulting/Implementation Services. To the extent requested by the client, Brinton Eaton *may* provide consulting services regarding non-investment related matters, such as estate planning, tax planning, insurance, etc. Neither Brinton Eaton, nor any of its representatives, serves as an attorney or licensed insurance agent, and no portion of Brinton Eaton's services should be construed as same. To the extent requested by a client, Brinton Eaton may recommend the services of other professionals for certain non-investment implementation purposes (i.e. attorneys, accountants, insurance, etc.), including Brinton Eaton for tax preparation services. The client is under no obligation to engage the services of any such recommended professional. The client retains absolute discretion over all such implementation decisions and is free to accept or reject any recommendation from Brinton Eaton. **Please Note:** If the client engages any such recommended professional, and a dispute arises thereafter relative to such engagement,

the client agrees to seek recourse exclusively from and against the engaged professional. **Please Also Note:** It remains the client's responsibility to promptly notify Brinton Eaton if there is ever any change in his/her/its financial situation or investment objectives for the purpose of reviewing/evaluating/revising Brinton Eaton's previous recommendations and/or services.

Private Investment Funds. Brinton Eaton may offer advice relative to family limited partnerships, hedge fund investments, publicly and foreign traded securities. To the extent that Brinton Eaton provides such advice, the following disclosure is applicable:

Please Note: Private investment funds generally involve various risk factors, including, but not limited to, potential for complete loss of principal, liquidity constraints and lack of transparency, a complete discussion of which is set forth in each fund's offering documents, which will be provided to each client for review and consideration. Unlike other liquid investments that a client may maintain, private investment funds do not provide daily liquidity or pricing. Each prospective client investor will be required to complete a Subscription Agreement, pursuant to which the client shall establish that he/she is qualified for investment in the fund, and acknowledges and accepts the various risk factors that are associated with such an investment.

Please Also Note: Valuation. In the event that Brinton Eaton references private investment funds owned by the client on any supplemental account reports prepared by Brinton Eaton, the value(s) for all such private investment funds shall reflect either the initial purchase and/or the most recent valuation provided by the fund sponsor. If the valuation reflects the initial purchase price (and/or a value as of a previous date), the current value(s) (to the extent ascertainable) could be **significantly more or less** than the original purchase price.

Structured Notes. Brinton Eaton may purchase structured notes for client accounts. A structured note is generally a financial instrument that combines two elements, a debt security and exposure to an underlying asset or assets. However, Brinton Eaton may also recommend structured notes that **do not** contain a debt security. A structured note is essentially a promissory note, carrying counter party risk of the issuer. However, the return on the note is linked to the return of an underlying asset or assets (such as the S&P 500 Index or commodities). It is this latter feature that makes structured products unique, as the payout can be used to provide some degree of principal protection, leveraged returns (but usually with some cap on the maximum return), and be tailored to a specific market or economic view. In addition, investors may receive long-term capital gains tax treatment if certain underlying conditions are met and the note is held for more than one year. **In the event that a client has any questions regarding the purchase of structured notes for his/her/its account, Brinton Eaton's Chief Compliance Officer, Jeremy Welther, remains available to address them.**

Please Note: Cash Positions. At any specific point in time, depending upon perceived or anticipated market conditions/events (there being **no guarantee** that such anticipated market conditions/events will occur), Brinton Eaton *may* maintain cash positions for defensive purposes. All cash positions (money markets, etc.) shall be included as part of assets under management for purposes of calculating Brinton Eaton's advisory fee.

Brinton Eaton's Chief Compliance Officer, Jeremy Welther, remains available to address any questions that a client or prospective client may have regarding the above fee billing practice.

National Association of Personal Financial Advisors. Brinton Eaton has paid National Association of Personal Financial Advisors ("NAPFA") a fee to have its web site listed on NAPFA's web site. This fee is a one-time fee and is not dependent upon the number of referrals received as a result of the listing. The only restriction regarding ongoing listing is continued membership with NAPFA. Although not a referral fee, the above is provided for full disclosure purposes.

Trade Error Policy. Brinton Eaton shall reimburse accounts for losses resulting from Brinton Eaton's trade errors, but shall not credit accounts for such errors resulting in market gains. The gains and losses are reconciled within Brinton Eaton's custodian firm account and Brinton Eaton retains the net gains and losses.

Client Obligations. In performing its services, Brinton Eaton shall not be required to verify any information received from the client or from the client's other professionals, and is expressly authorized to rely thereon. Moreover, each client is advised that it remains his/her/its responsibility to promptly notify Brinton Eaton if there is ever any change in his/her/its financial situation or investment objectives for the purpose of reviewing/evaluating/revising Brinton Eaton's previous recommendations and/or services.

Disclosure Statement. A copy of Brinton Eaton's written Brochure as set forth on Part 2A of Form ADV shall be provided to each client prior to, or contemporaneously with, the execution of the *Investment Advisory Agreement or Financial Planning and Consulting Agreement*.

- C. Brinton Eaton shall provide investment advisory services specific to the needs of each client. Prior to providing investment advisory services, an investment adviser representative will ascertain each client's investment objective(s). Thereafter, Brinton Eaton shall allocate and/or recommend that the client allocate investment assets consistent with the designated investment objective(s). The client may, at anytime, impose reasonable restrictions, in writing, on Brinton Eaton's services.
- D. Brinton Eaton does not participate in a wrap fee program.
- E. As of December 31, 2011, Brinton Eaton had \$609,733,608 in assets under management on a discretionary basis.

Item 5 Fees and Compensation

- A. The client can determine to engage Brinton Eaton to provide discretionary investment advisory services on a *fee-only* basis.

INVESTMENT ADVISORY SERVICES

If a client determines to engage Brinton Eaton to provide discretionary investment advisory services on a *fee-only* basis, Brinton Eaton's annual investment advisory fee shall be based upon a percentage (%) of the market value and type of assets placed under Brinton Eaton's management (between 0.50% and 1.00%) as follows:

<u>Assets Under Management</u>	<u>Annual Fee</u>
First \$5,000,000	1.00%
Over \$5,000,000	0.50%

* In limited circumstances, Brinton Eaton may provide investment advisory services on a fixed fee basis.

The Giralda Fund

In addition to the investment advisory services set forth above, Brinton Eaton provides investment management services through its affiliated mutual fund, the Giralda Fund (the "*Fund*"), a mutual fund registered under the Investment Company Act of 1940. Please see Item 4.B above for a more detailed description of the *Fund*.

FINANCIAL PLANNING AND CONSULTING SERVICES

To the extent specifically requested by a client, Brinton Eaton *may* determine to provide financial planning and/or consulting services (including investment and non-investment related matters, including estate planning, insurance planning, etc.) as part of its investment advisory services. Brinton Eaton generally requires an annual minimum fee of \$5,000 for financial planning and/or consulting services.

TAX PREPARATION SERVICES

Brinton Eaton's tax preparation fees are negotiable, but generally range from \$750 to \$2,000 on a fixed fee basis per tax year, depending upon the level and scope of the service(s) required and the professional(s) rendering the service(s).

- B. Clients may elect to have Brinton Eaton's advisory fees deducted from their custodial account. Both Brinton Eaton's *Investment Advisory Agreement* and the custodial/ clearing agreement may authorize the custodian to debit the account for the amount of Brinton Eaton's investment advisory fee and to directly remit that management fee to Brinton Eaton in compliance with regulatory procedures. In the limited event that Brinton Eaton bills the client directly, payment is due upon receipt of Brinton Eaton's invoice. Brinton Eaton shall deduct fees and/or bill clients quarterly in advance, based upon the market value of the assets on the last business day of the previous quarter.
- C. As discussed below, unless the client directs otherwise or an individual client's circumstances require, Brinton Eaton shall generally recommend that Fidelity Investments ("*Fidelity*") serve as the broker-dealer/custodian for client investment

management assets. Broker-dealers such as *Fidelity* charge brokerage commissions and/or transaction fees for effecting certain securities transactions (i.e. transaction fees are charged for certain no-load mutual funds, commissions are charged for individual equity and fixed income securities transactions). In addition to Brinton Eaton's investment management fee, brokerage commissions and/or transaction fees, clients will also incur, relative to all mutual fund and exchange traded fund purchases, charges imposed at the fund level (e.g. management fees and other fund expenses). When beneficial to the client, individual debt and/or equity transactions may be effected through broker-dealers with whom Brinton Eaton and/or the client have entered into arrangements for prime brokerage clearing services, including effecting certain client transactions through *Fidelity*, or other various SEC registered and FINRA member broker-dealers (in which event, the client shall incur both the transaction fee charged by the executing broker-dealer and a "tradeaway" fee charged by *Fidelity*).

- D. Brinton Eaton's annual investment advisory fee shall be prorated and paid quarterly, in advance, based upon the market value of the assets on the last business day of the previous quarter. The *Investment Advisory Agreement* between Brinton Eaton and the client will continue in effect until terminated by either party by written notice in accordance with the terms of the *Investment Advisory Agreement*. Upon termination, Brinton Eaton shall refund the pro-rated portion of the advanced advisory fee paid based upon the number of days remaining in the billing quarter.
- E. Neither Brinton Eaton, nor its representatives accept compensation from the sale of securities or other investment products.

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

Neither Brinton Eaton nor any supervised person of Brinton Eaton accepts performance-based fees.

Item 7 Types of Clients

Brinton Eaton's clients shall generally include individuals, business entities, trusts, estates, pension and profit sharing plans and charitable organizations. Brinton Eaton generally does not require an annual minimum fee for investment advisory services. The Brinton Eaton, in its sole discretion, may charge a lesser investment management fee based upon certain criteria (i.e. anticipated future earning capacity, anticipated future additional assets, dollar amount of assets to be managed, related accounts, account composition, negotiations with client, etc.).

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

- A. Brinton Eaton may utilize the following methods of security analysis:
 - Fundamental - (analysis performed on historical and present data, with the goal of making financial forecasts)
 - Technical – (analysis performed on historical and present data, focusing on price and trade volume, to forecast the direction of prices)

Brinton Eaton may utilize the following investment strategies when implementing investment advice given to clients:

- Long Term Purchases (securities held at least a year)
- Short Term Purchases (securities sold within a year)
- Options (contract for the purchase or sale of a security at a predetermined price during a specific period of time)

Please Note: Investment Risk. Different types of investments involve varying degrees of risk, and it should not be assumed that future performance of any specific investment or investment strategy (including the investments and/or investment strategies recommended or undertaken by Brinton Eaton) will be profitable or equal any specific performance level(s).

- B. Brinton Eaton's methods of analysis and investment strategies do not present any significant or unusual risks.

However, every method of analysis has its own inherent risks. To perform an accurate market analysis Brinton Eaton must have access to current/new market information. Brinton Eaton has no control over the dissemination rate of market information; therefore, unbeknownst to Brinton Eaton, certain analyses may be compiled with outdated market information, severely limiting the value of Brinton Eaton's analysis. Furthermore, an accurate market analysis can only produce a forecast of the direction of market values. There can be no assurances that a forecasted change in market value will materialize into actionable and/or profitable investment opportunities.

Brinton Eaton's primary investment strategies - Long Term Purchases and Short Term Purchases - are fundamental investment strategies. However, every investment strategy has its own inherent risks and limitations. For example, longer term investment strategies require a longer investment time period to allow for the strategy to potentially develop. Shorter term investment strategies require a shorter investment time period to potentially develop but, as a result of more frequent trading, may incur higher transactional costs when compared to a longer term investment strategy.

In addition to the fundamental investment strategies discussed above, Brinton Eaton may also implement and/or recommend options transactions. Each of these strategies has a high level of inherent risk. (See discussion below).

The use of options transactions as an investment strategy involves a high level of inherent risk. Option transactions establish a contract between two parties concerning the buying or selling of an asset at a predetermined price during a specific period of time. During the term of the option contract, the buyer of the option gains the right to demand fulfillment by the seller. Fulfillment may take the form of either selling or purchasing a security depending upon the nature of the option contract. Generally, the purchase or the recommendation to purchase an option contract by Brinton Eaton shall be with the intent of offsetting/"hedging" a potential market risk in a client's portfolio. **Please Note:** Although the intent of the options-related transactions that may be implemented by Brinton Eaton is to hedge against principal risk, certain of the options-related strategies (i.e. straddles, short positions, etc), may, in and of themselves, produce principal volatility and/or risk. Thus, a client must be willing to accept these enhanced volatility and principal risks associated with such strategies. In light of these enhanced risks, client

may direct Brinton Eaton, in writing, not to employ any or all such strategies for his/her/their/its accounts.

- C. Currently, Brinton Eaton primarily allocates client investment assets among various individual equity, fixed income securities and mutual funds on a discretionary basis in accordance with the client's designated investment objective(s).

The Giralda Fund Investment Strategies & Risks

Principal Investment Strategies: The *Fund* seeks long-term capital appreciation by using its allocation strategy. It seeks to limit losses by using its risk management strategy.

Allocation Strategy:

- **Allocation Modeling.** Brinton Eaton uses its proprietary optimization models to determine appropriate long-term allocations among asset classes, subclasses, and sectors (collectively, "market segments"). The focus of the *Fund* is on market segments that Brinton Eaton believes offer attractive long-term total return potential. The *Fund* invests predominantly in common stocks of U.S. and foreign (including emerging market) issuers of any market capitalization. The *Fund* invests in common stocks directly and through exchange-traded funds ("ETFs") that invest primarily in common stocks. Additional market segments may include, but are not limited to, real estate investment trusts (REITs) and commodity index funds.

Risk Management Strategy:

- **Stable-Weighting.** The allocation is kept reasonably stable by periodic rebalancing, which prevents disproportionate market price appreciation from causing a small number of segments to dominate the *Fund* and thereby increase its concentration risk.
- **Momentum and Mean Reversion-Based "Exit/Re-entry" Signals.** Brinton Eaton uses its proprietary momentum and mean reversion analytics to generate "exit/re-entry" signals to make short-term modifications to the allocation among different segments. The intent is to timely exit those segments that these signals suggest are subject to substantial decline, and to re-enter as quickly as appropriate.
- **Leading Economic Indicators.** Leading economic indicators are analyzed to determine the outlook for the economy in general, which in turn allows fine-tuning of the long-term allocation percentages and/or the short-term "exit/re-entry" signals.
- **Other Asset Classes.** As a risk management technique, Brinton Eaton may temporarily invest in cash equivalents, debt securities, volatility-related derivatives contracts, or other assets, when deemed appropriate.
- **"Safety Net" Protection.** The *Fund* may employ structured notes and derivatives contracts to hedge some or all of the downside market risk as an additional risk-management technique. For example, the *Fund* may invest in volatility-related structured notes and swaps linked to indexes that appreciate when the markets become more volatile and/or more correlated. Brinton Eaton intends for these investments to provide a level of automatic protection against sudden market declines. The *Fund* may

buy structured notes of and enter into swap and other derivative contracts with counterparties of any country or capitalization that Brinton Eaton believes to be credit-worthy.

Brinton Eaton buys securities and derivatives using the strategies described above and sells them to adjust the *Fund's* asset allocation and risk profile.

The following describes the risks the *Fund* may bear through investments in specific securities and derivatives as well as indirectly through ETFs.

- *Derivatives Risk:* Equity market-related swap contracts involve leverage risk, tracking risk and counterparty default risk.
- *Emerging Market Risk:* Emerging market countries may have relatively unstable governments, weaker economies, and less-developed legal systems with fewer security holder rights. Emerging market economies may be based on only a few industries and security issuers may be more susceptible to economic weakness and more likely to default. Emerging market securities also tend to be less liquid.
- *ETF Risk:* ETFs are subject to investment advisory and other expenses, which will be indirectly paid by the *Fund*. As a result, the cost of investing in the *Fund* will be higher than the cost of investing directly in ETFs and mutual funds and also may be higher than other mutual funds that invest directly in common stocks.
- *Foreign Investment Risk:* Foreign investing, involves risks not typically associated with U.S. investments, including adverse fluctuations in foreign currency exchange rates, adverse political, social and economic developments, less liquidity, greater volatility, less developed or less efficient trading markets, political instability and differing auditing and legal standards. Investing in emerging markets imposes risks different from, or greater than, risks of investing in foreign developed countries.
- *Limited History of Operations:* The *Fund* is a new mutual fund and has a limited history of operation. Additionally, Brinton Eaton has not previously managed a mutual fund.
- *Management Risk:* The adviser's dependence on its asset allocation and risk management strategies and judgments about the attractiveness, value and potential appreciation of particular securities and derivatives may prove to be incorrect and may not produce the desired results.
- *Market Risk:* Overall stock market risks will affect the value of individual instruments in which the *Fund* invests. Factors such as global economic growth and market conditions, interest rate levels, and political events affect the US and international securities markets. When the value of the *Fund's* investments goes down, your investment in the *Fund* decreases in value and you could lose money.
- *Small and Medium Capitalization Stock Risk:* The value of small or medium capitalization company common stocks may be subject to more abrupt or erratic market movements than those of larger, more established companies or the market averages in general.
- *Structured Notes Risk:* Equity market-related structured notes involve leverage risk, tracking risk and issuer default risk.

Item 9 Disciplinary Information

Brinton Eaton has not been the subject of any disciplinary actions.

Item 10 Other Financial Industry Activities and Affiliations

- A. Neither Brinton Eaton, nor its representatives, are registered or have an application pending to register, as a broker-dealer or a registered representative of a broker-dealer.
- B. Neither Brinton Eaton, nor its representatives, are registered or have an application pending to register, as a futures commission merchant, commodity pool operator, a commodity trading advisor, or a representative of the foregoing.
- C. Brinton Eaton does not have any relationship or arrangement that is material to its advisory business or to its clients with any related person.
- D. Brinton Eaton does not recommend or select other investment advisors for its clients.

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

- A. Brinton Eaton maintains an investment policy relative to personal securities transactions. This investment policy is part of Brinton Eaton's overall Code of Ethics, which serves to establish a standard of business conduct for all of Brinton Eaton's Representatives that is based upon fundamental principles of openness, integrity, honesty and trust, a copy of which is available upon request.

In accordance with Section 204A of the Investment Advisers Act of 1940, Brinton Eaton also maintains and enforces written policies reasonably designed to prevent the misuse of material non-public information by Brinton Eaton or any person associated with Brinton Eaton.

- B. Neither Brinton Eaton nor any related person of Brinton Eaton recommends, buys, or sells for client accounts, securities in which Brinton Eaton or any related person of Brinton Eaton has a material financial interest.
- C. Brinton Eaton and/or representatives of Brinton Eaton *may* buy or sell securities that are also recommended to clients. This practice may create a situation where Brinton Eaton and/or representatives of Brinton Eaton are in a position to materially benefit from the sale or purchase of those securities. Therefore, this situation creates a potential conflict of interest. Practices such as "scalping" (i.e., a practice whereby the owner of shares of a security recommends that security for investment and then immediately sells it at a profit upon the rise in the market price which follows the recommendation) could take place if Brinton Eaton did not have adequate policies in place to detect such activities. In addition, this requirement can help detect insider trading, "front-running" (i.e., personal trades executed prior to those of Brinton Eaton's clients) and other potentially abusive practices.

Brinton Eaton has a personal securities transaction policy in place to monitor the personal securities transactions and securities holdings of each of Brinton Eaton's "Access Persons". Brinton Eaton's securities transaction policy requires that an Access Person of Brinton Eaton must provide the Chief Compliance Officer or his/her designee with a written report of their current securities holdings within ten (10) days after becoming an Access Person. Additionally, each Access Person must provide the Chief Compliance Officer or his/her designee with a written report of the Access Person's current securities holdings at least once each twelve (12) month period thereafter on a date Brinton Eaton selects; provided, however that at any time that Brinton Eaton has only one Access Person, he or she shall not be required to submit any securities report described above.

- D. Brinton Eaton and/or representatives of Brinton Eaton *may* buy or sell securities, at or around the same time as those securities are recommended to clients. This practice creates a situation where Brinton Eaton and/or representatives of Brinton Eaton are in a position to materially benefit from the sale or purchase of those securities. Therefore, this situation creates a potential conflict of interest. As indicated above in Item 11.C, Brinton Eaton has a personal securities transaction policy in place to monitor the personal securities transaction and securities holdings of each of Brinton Eaton's Access Persons.

Item 12 Brokerage Practices

- A. In the event that the client requests that Brinton Eaton recommend a broker-dealer/custodian for execution and/or custodial services (exclusive of those clients that may direct Brinton Eaton to use a specific broker-dealer/custodian), Brinton Eaton generally recommends that investment management accounts be maintained at *Fidelity*. Prior to engaging Brinton Eaton to provide investment management services, the client will be required to enter into a formal *Investment Advisory Agreement* with Brinton Eaton setting forth the terms and conditions under which Brinton Eaton shall manage the client's assets, and a separate custodial/clearing agreement with each designated broker-dealer/custodian.

Factors that Brinton Eaton considers in recommending *Fidelity* (or any other broker-dealer/custodian to clients) include historical relationship with Brinton Eaton, financial strength, reputation, execution capabilities, pricing, research, and service. Although the commissions and/or transaction fees paid by Brinton Eaton's clients shall comply with Brinton Eaton's duty to obtain best execution, a client may pay a commission that is higher than another qualified broker-dealer might charge to effect the same transaction where Brinton Eaton determines, in good faith, that the commission/transaction fee is reasonable in relation to the value of the brokerage and research services received. In seeking best execution, the determinative factor is not the lowest possible cost, but whether the transaction represents the best qualitative execution, taking into consideration the full range of a broker-dealer's services, including the value of research provided, execution capability, commission rates, and responsiveness. Accordingly, although Brinton Eaton will seek competitive rates, it may not necessarily obtain the lowest possible commission rates for client account transactions. The brokerage commissions or transaction fees charged by the designated broker-dealer/custodian are exclusive of, and in addition to, Brinton Eaton's investment management fee. Brinton Eaton's best execution responsibility is qualified if securities that it purchases for client accounts are mutual funds that trade at net asset value as determined at the daily market close.

1. Research and Additional Benefits

Although not a material consideration when determining whether to recommend that a client utilize the services of a particular broker-dealer/custodian, Brinton Eaton may receive from *Fidelity* (or another broker-dealer/custodian) without cost (and/or at a discount) support services and/or products, certain of which assist Brinton Eaton to better monitor and service client accounts maintained at such institutions. Included within the support services that may be obtained by Brinton Eaton may be investment-related research, pricing information and market data, software and other technology that provide access to client account data, compliance and/or practice management-related publications, discounted or gratis consulting services, discounted and/or gratis attendance at conferences, meetings, and other educational and/or social events, marketing support, computer hardware and/or software and/or other products used by Brinton Eaton in furtherance of its investment advisory business operations.

As indicated above, certain of the support services and/or products that *may* be received may assist Brinton Eaton in managing and administering client accounts. Others do not directly provide such assistance, but rather assist Brinton Eaton to manage and further develop its business enterprise.

Brinton Eaton's clients do not pay more for investment transactions effected and/or assets maintained at *Fidelity* as a result of this arrangement. There is no corresponding commitment made by Brinton Eaton to *Fidelity* or any other entity to invest any specific amount or percentage of client assets in any specific mutual funds, securities or other investment products as a result of the above arrangement.

Brinton Eaton's Chief Compliance Officer, Jeremy Welther, remains available to address any questions that a client or prospective client may have regarding the above arrangement and any corresponding perceived conflict of interest such arrangement may create.

2. Fidelity Wealth Advisor Solutions® Program. Brinton Eaton participates in the Fidelity Wealth Advisor Solutions Program (the "WAS Program"), through which Brinton Eaton receives referrals from Strategic Advisers, Inc. ("SAI"), a registered investment adviser and subsidiary of FMR LLC, the parent company of Fidelity Investments. Brinton Eaton is independent and not affiliated with SAI or FMR LLC. SAI does not supervise or control Brinton Eaton, and SAI has no responsibility or oversight for Brinton Eaton's provision of investment management or other advisory services. Under the WAS Program, SAI acts as a solicitor for Brinton Eaton, and Brinton Eaton pays referral fees to SAI for each referral received based on Brinton Eaton's assets under management attributable to each client referred by SAI or members of each client's household. The WAS Program is designed to help investors find an independent investment advisor, and any referral from SAI to Brinton Eaton does not constitute a recommendation or endorsement by SAI of Brinton Eaton's particular investment management services or strategies.

Any referral fees under the WAS Program are paid by Brinton Eaton and not the client. To receive referrals from the WAS Program, Brinton Eaton must meet certain minimum participation criteria, but Advisor may have been selected for participation in the WAS Program as a result of its other business relationships with SAI and its affiliates, including Fidelity Brokerage Services, LLC ("FBS"). As a result of its

participation in the WAS Program, Brinton Eaton may have a potential conflict of interest with respect to its decision to use certain affiliates of SAI, including FBS, for execution, custody and clearing for certain client accounts, and Adviser may have a potential incentive to suggest the use of FBS and its affiliates to its advisory clients, whether or not those clients were referred to Brinton Eaton as part of the WAS Program.

Under an agreement with SAI, Brinton Eaton has agreed that Advisor will not charge clients more than the standard range of advisory fees, as disclosed in Item 5 of this Brochure, to cover solicitation fees paid to SAI as part of the WAS Program. Pursuant to these arrangements, Brinton Eaton has agreed not to solicit clients to transfer their brokerage accounts from affiliates of SAI or establish brokerage accounts at other custodians for referred clients other than when Brinton Eaton's fiduciary duties would so require; therefore, Brinton Eaton may have an incentive to suggest that referred clients and their household members maintain custody of their accounts with affiliates of SAI. However, participation in the WAS Program does not limit Brinton Eaton's duty to select brokers on the basis of best execution. **Brinton Eaton's Chief Compliance Officer, Jeremy Welther, remains available to address any questions that a client or prospective client may have regarding the above arrangement and any corresponding perceived conflict of interest any such arrangement may create.**

3. Brinton Eaton does not generally accept directed brokerage arrangements (when a client requires that account transactions be effected through a specific broker-dealer). In such client directed arrangements, the client will negotiate terms and arrangements for their account with that broker-dealer, and Brinton Eaton will not seek better execution services or prices from other broker-dealers or be able to "batch" the client's transactions for execution through other broker-dealers with orders for other accounts managed by Brinton Eaton. As a result, client may pay higher commissions or other transaction costs or greater spreads, or receive less favorable net prices, on transactions for the account than would otherwise be the case.

Please Note: In the event that the client directs Brinton Eaton to effect securities transactions for the client's accounts through a specific broker-dealer, the client correspondingly acknowledges that such direction may cause the accounts to incur higher commissions or transaction costs than the accounts would otherwise incur had the client determined to effect account transactions through alternative clearing arrangements that may be available through Brinton Eaton.

Brinton Eaton's Chief Compliance Officer, Jeremy Welther, remains available to address any questions that a client or prospective client may have regarding the above arrangement.

- B. To the extent that Brinton Eaton provides investment management services to its clients, the transactions for each client account generally will be effected independently, unless Brinton Eaton decides to purchase or sell the same securities for several clients at approximately the same time. Brinton Eaton may (but is not obligated to) combine or "bunch" such orders to obtain best execution, to negotiate more favorable commission rates or to allocate equitably among Brinton Eaton's clients differences in prices and commissions or other transaction costs that might have been obtained had such orders been placed independently. Under this procedure, transactions will be averaged as to

price and will be allocated among clients in proportion to the purchase and sale orders placed for each client account on any given day. Brinton Eaton shall not receive any additional compensation or remuneration as a result of such aggregation.

Item 13 Review of Accounts

- A. Brinton Eaton assigns two investment managers to each client, with one having primary assignment responsibility. Each investment manager will review the portfolios for which he or she has primary responsibility on an ongoing basis. Portfolios will be reviewed on at least a monthly basis to monitor that client objectives are being met. Brinton Eaton's general policy and strategies for investment will have, as their foundation, the fundamental objectives specifically detailed by the client, generally, in an Investment Objective Confirmation (IOC) signed by each client. This IOC is the framework within which Brinton Eaton must work. These objectives will be reviewed, generally semiannually, with the client to ensure they can be and are being achieved by the portfolio strategies in place. All clients are advised that it remains their responsibility to advise Brinton Eaton of any changes in their investment objectives and/or financial situation. All clients (in person or via telephone) are encouraged to review financial planning issues (to the extent applicable), investment objectives and account performance with Brinton Eaton on an annual basis.
- B. Brinton Eaton *may* conduct account reviews on an other than periodic basis upon the occurrence of a triggering event, such as a change in client investment objectives and/or financial situation, market corrections and client request.
- C. Brinton Eaton furnishes its clients with detailed reports at the end of each calendar quarter showing holdings at the end of the quarter, transactions during the quarter and the results of Brinton Eaton's activities during the quarter and year to date. In addition, Brinton Eaton will, upon request, furnish clients with interim portfolio holdings reports every month and will provide such additional information and prepare such additional reports as are appropriate to the client relationship. Clients are furnished only with such reports and information as they wish to receive and as are required by the Investment Advisors Act of 1940 and the rules and regulations promulgated thereunder. In addition, each client receives detailed summary reports directly from the custodian of the account, generally on a monthly basis. Also, each client receives directly from the custodian a contemporaneous transaction notification.

Item 14 Client Referrals and Other Compensation

- A. As referenced in Item 12.A.1 above, Brinton Eaton may receive an indirect economic benefit from *Fidelity*. Brinton Eaton, without cost (and/or at a discount), may receive support services and/or products from *Fidelity*.

Brinton Eaton's clients do not pay more for investment transactions effected and/or assets maintained at *Fidelity* as a result of this arrangement. There is no corresponding commitment made by Brinton Eaton to *Fidelity* or any other entity to invest any specific amount or percentage of client assets in any specific mutual funds, securities or other investment products as a result of the above arrangement.

Brinton Eaton's Chief Compliance Officer, Jeremy Welther, remains available to address any questions that a client or prospective client may have regarding the above arrangement and any corresponding perceived conflict of interest any such arrangement may create.

- B. Brinton Eaton does not compensate, directly or indirectly, any person, other than its representatives, for client referrals.

Item 15 Custody

Brinton Eaton shall have the ability to have its advisory fee for each client debited by the custodian on a quarterly basis. Each client receives detailed summary reports directly from the custodian of the account, generally on a monthly basis. Also, each client receives directly from the custodian a contemporaneous transaction notification.

Please Note: To the extent that Brinton Eaton provides clients with periodic account statements or reports, the client is urged to compare any statement or report provided by Brinton Eaton with the account statements received from the account custodian. **Please Also Note:** The account custodian does not verify the accuracy of Brinton Eaton's advisory fee calculation.

Item 16 Investment Discretion

The client can determine to engage Brinton Eaton to provide investment advisory services on a discretionary basis. Prior to Brinton Eaton assuming discretionary authority over a client's account, the client shall be required to execute an *Investment Advisory Agreement*, naming Brinton Eaton as the client's attorney and agent in fact, granting Brinton Eaton full authority to buy, sell, or otherwise effect investment transactions involving the assets in the client's name for found in the discretionary account.

Clients who engage Brinton Eaton on a discretionary basis may, at anytime, impose restrictions, **in writing**, on Brinton Eaton's discretionary authority. (i.e. limit the types/amounts of particular securities purchased for their account, exclude the ability to purchase securities with an inverse relationship to the market, limit or proscribe Brinton Eaton's use of margin, etc).

Item 17 Voting Client Securities

- A. With the exception of those assets held in the Girlada Fund, Brinton Eaton does not vote client proxies. Clients maintain exclusive responsibility for: (1) directing the manner in which proxies solicited by issuers of securities beneficially owned by the client shall be voted, and (2) making all elections relative to any mergers, acquisitions, tender offers, bankruptcy proceedings or other type events pertaining to the client's investment assets.
- B. Clients will receive their proxies or other solicitations directly from their custodian. Clients may contact Brinton Eaton to discuss any questions they may have with a particular solicitation.

Item 18 Financial Information

- A. Brinton Eaton does not solicit fees of more than \$1,200, per client, six months or more in advance.
- B. Brinton Eaton is unaware of any financial condition that is reasonably likely to impair its ability to meet its contractual commitments relating to its discretionary authority over certain client accounts.
- C. Brinton Eaton has not been the subject of a bankruptcy petition.

ANY QUESTIONS: Brinton Eaton's Chief Compliance Officer, Jeremy Welther, remains available to address any questions that a client or prospective client may have regarding the above disclosures and arrangements.