

Part 2A of Form ADV: Barrington Financial Advisors, Inc. Brochure

Barrington Financial Advisors, Inc.

**9800 Richmond Avenue, Suite 250
Houston, Texas 77042
1.713.785.7100**

June 4, 2015

This Brochure provides information about the qualifications and business practices of Barrington Financial Advisors, Inc. If Clients have any questions about the contents of this brochure, please contact us at (713) 785-7100 or pcaddell@barringtonfinancial.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. Barrington Financial Advisors, Inc. is a Registered Investment Adviser. Registration of an Investment Adviser does not imply any level of skill or training.

Additional information about Barrington Financial Advisors, Inc. also is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2 – Material Changes

This Brochure (Annual Amendment to Form ADV) amends the prior Brochure dated March 21, 2013.

You will receive a summary of any material changes to this and subsequent Brochures within 120 days of the close of our business' fiscal year. We may further provide other ongoing disclosure information about material changes as necessary. We will further provide you with a new Brochure as necessary based on changes or new information, at any time, without charge.

Currently, our Brochure may be requested by calling us at (713) 785-7100. Additional information about Barrington Financial Advisors, Inc. is also available via the SEC's Web site www.adviserinfo.sec.gov. The SEC's Web site also provides information about any persons affiliated with Barrington Financial Advisors, Inc. who are registered, or are required to be registered, as investment adviser representatives of Barrington Financial Advisors, Inc.

Item 3 - Table of Contents

Item 1 - Cover Page	1
Item 2 – Material Changes	2
Item 3 – Table of Contents.....	3
Item 4 – Advisory Business	4
Item 5 – Fees and Compensation	5
Item 6 – Performance-Based Fees and Side by Side Management	6
Item 7 – Types of Clients	7
Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss	7
Item 9 – Disciplinary Information.....	7
Item 10 – Other Financial Industry Activities and Affiliations	8
Item 11 – Code of Ethics.....	8
Item 12 – Brokerage Practices	9
Item 13 – Review of Accounts.....	10
Item 14 – Client Referrals and Other Compensation.....	10
Item 15 – Custody.....	10
Item 16 – Investment Discretion.....	10
Item 17 – Voting Client Securities.....	11
Item 18 – Financial Information.....	11
Item 19 – Requirements for State-Registered Advisers	11
Part 2B of Form ADV: Brochure Supplement	
William C. Heath.....	13
Debra A. Hartsfield.....	16

The supplement shown below are not applicable to Barrington Financial Advisors, Inc. Therefore, Barrington Financial Advisors, Inc. is not required to include the following supplement in this brochure.

Part 2A, Appendix 1: The “Wrap Brochure” – Barrington Financial Advisors, Inc. does not sponsor a wrap fee program. Therefore, **Part 2A, Appendix 1** is not applicable to Barrington Financial Advisors, Inc.

Item 4 – Advisory Business

Portfolio Management

Barrington Financial Advisors, Inc. (“we”) is a Texas corporation formed in September 1990. William C. Heath owns 100% and is the managing member of the firm.

Barrington Financial Advisors, Inc. manages equity and fixed income portfolios for its clients on a discretionary basis according to an agreement to provide investment advisory services. Fees are negotiable. The factors considered are the size of the account and the type of assets managed.

We manage individualized portfolios for our clients. We work with each client to formulate an Individualized portfolio based upon his/her objectives, time frame, risk parameters and other investment considerations. We use marketable securities that may include bonds, common stock (equities), options and treasury bonds. Our investment philosophy is to use principals of value, safety and quality to seek investment options globally. We place heavy emphasis on risk control, believing that avoiding losses allows appreciation potential of equities to be realized. Each portfolio is designed to meet your individual needs, stated goals and objectives.

Additionally, clients have the opportunity to place reasonable restrictions on the types of investments to be held in the portfolio.

Financial Planning

Financial Planning services typically focus on one or more specific areas such as financial and cash management, risk management, financial issues relating to divorce or death of a family member, insurance planning, estate planning, tax issues, retirement planning, educational funding, goal setting, or other needs identified by the client or by our review of the client’s financial circumstances. Through discussion with the client and/or questionnaires, we will collect pertinent data; identify goals, objectives, financial concerns and potential solutions. We will present the client with a written analysis. Following the conclusion of the consulting services, we may make recommendations regarding implementation of the financial strategies discussed.

Clients are not obligated to follow any recommendations we may make or to implement any recommendations through us.

Tailored Services

Our services are individualized to each client. However, we generally do allow clients to place reasonable restrictions on the types of securities held in their accounts.

Wrap Program

We do not sponsor a wrap program. This section is not applicable.

Client Asset Management

As of May 27, 2015, the firm is managing approximately \$14.1 million in assets on a discretionary basis.

Item 5 – Fees and Compensation

NET WORTH MANAGEMENT Financial Planning

In consideration for the services rendered by Barrington Financial Advisors, Inc. (Consultant), pursuant to a NET WORTH MANAGEMENT RETAINER 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

EXHIBITS A & B {Net worth Management & Monitoring}

Minimum Annual Fee	\$6,500.00
Initial Set Up (1)	\$1,250.00 Non-Refundable
\$1 to \$1,000,000 value	0.70% of first \$1,000,000 total client asset value
\$1,000,001 to \$2,000,000 value	0.60% of next \$1,000,000 total client asset value
\$2,000,001 and over	NEGOTIATED

- (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.

EXHIBIT C {Modular Financial Planning}

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

- (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.

NOTE: All securities must be downloadable to BFA systems. If not, full rate applies.

ASSET MANAGEMENT & ACCOUNTING SERVICES - FEES CHARGED:

Barrington Financial Advisors, Inc. 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, Inc. percentage charged ranges from 1% to 3% depending upon the amount of dollars under management and the style of management provided. Fees are calculated based on the portfolio valuation as determined by the account custodian ("Custodian") at the close of market on the last business day of each quarter. Fees are billed quarterly in advance at the rate of one-fourth of the annual fee and may be deducted from client accounts with their approval. Clients are billed for the balance of the quarter in which the account is opened and prorated based upon the date the account was opened.

The annual fee generally is separate from transaction, exchange, wire transfer, margin interest or account fees charged by the custodian. To the extent that client assets are invested in money market funds or mutual funds, the fees for monitoring those assets are in addition to the fees included in the internal expenses of those funds paid to the investment managers of the funds, which are fully disclosed in each fund's prospectus. Some custodians may charge transaction fees on some mutual funds, so that clients may be paying more to purchase or sell these funds than if the Firm went directly to these fund families on behalf of clients. Such charges, fees and commissions are exclusive of and in addition to the firm's fee and the firm will not receive any portion of these commissions, fees, and costs. For more information about the firm's brokerage practice please see Item 12.A.

Each client agreement allows for either party to terminate the agreement upon receipt of written notice to such effect. The client may terminate the agreement without penalty within thirty (30) business days after entering the Agreement. Otherwise, at the date of termination and the closing of the account, any prepaid and unearned fees will be refunded to the client on a pro rata basis. The written notice of termination must be sent to Barrington Financial Advisors, Inc. at 9800 Richmond Avenue, Suite 250 Houston, Texas 77024.

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

Barrington Financial Advisors, Inc. does not charge performance-based fees.

Item 7 – Types of Clients

Barrington Financial Advisors, Inc. provides portfolio management services to individuals, corporations and not to pension and profit sharing plans (but some 401k plan participants use our investment advisory services).

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

Investing in securities involves risk of loss that clients are prepared to bear.

First, the firm meets with the client to decide on percentage allocations to various asset classes, such as equities, bonds, macroeconomic notes, fixed income instruments and cash. The allocations are then implemented using investment strategies that best meet the risk threshold established between the firm and client.

The clients' portfolios are rebalanced on an annual basis, or sooner depending upon client need and demand. Regardless of market conditions, clients are encouraged to stick with the asset allocation agreed upon between client and firm.

The risk of investing in equities is the volatility, which means they may lose value. Trading of securities can affect investment performance, particularly through increased brokerage and other transaction costs and taxes, so Barrington Financial holds investments for the long term and does not do frequent trading unless the market dictates such activity.

We determine a client's risk tolerance by completing a Risk Questionnaire that establishes the client's time horizon, percent of total assets invested, and need for income, importance of growth, importance of inflation, importance of capital preservation and what they would do if the investment lost 20% in a short period of time. We use a research system that tells us the market directions and when to buy, sell or hold.

Item 9 – Disciplinary Information

Court Action initiated by:

Thomas L. Taylor, III, the Receiver for Daniel Frishberg Financial Services, Inc.

Principal Relief Sought:

JUDGEMENT

Filing Date of Court Action:

08/23/2011

Formal Action was brought in:

US District Court for the Southern District of Texas Houston Division.

Civil Action No. H.12.1491 NO. 4:12-CV-1491

The advisory firm that led to the civil judicial action:
Barrington Financial Advisors, Inc.

Describe the allegations related to this civil action:
Fraudulent Transfer of Assets

How was matter resolved?
Settled

Resolution Date:
07/23/2013

Resolution Detail:
Monetary Settlement Amount: \$ 50,000.00

Thomas L. Taylor, III, Receiver agreed to the settlement of \$50,000.00 to be paid off in 10 equal installments with the final payment of \$5,000 made May 7, 2014.

Item 10 – Other Financial Industry Activities and Affiliations

Barrington Financial Advisors, Inc. has a sub-advisory agreement with BSG&L Financial Services, LLC, a TEXAS-registered investment advisory firm who also custodies their client accounts at Fidelity. Barrington Financial Advisors, Inc. deducts all the fees from Barrington's client accounts at the end of the quarter and then BSG&L Financial Services, LLC. pays Barrington all portfolio management fee based upon the funds under management at the end of each quarter. In a separate company, William Heath is a real estate broker and a mortgage servicer under MYCO Company. A licensed insurance agent with various insurance companies, and in such capacity, recommend, on a fully disclosed basis, the purchase of real estate and insurance related products. From time to time, he will offer clients advice or products from this activity. Clients should be aware that these services pay a commission or other compensation and involve a conflict of interest, as commissionable products conflict with the fiduciary duties of a registered investment adviser. However, the commissions paid are at or below what the client would pay another product provider.

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

- ▶ As professionals, we will always place the interest of our clients ahead of our own.
- ▶ 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, Inc. Code of Ethics.

► 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, Inc. Code of Ethics.

► We will provide a copy of Barrington Financial Advisors, Inc. Code of Ethics to any client or prospective client upon request.

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.

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.

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:

- 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)
- 2) All clients are fully informed that Adviser and/or its IARs may receive separate compensation when effecting transactions during the implementation process.
- 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.
- 4) Adviser recognizes it must act in accordance with all applicable Federal and State regulations governing registered investment advisory practices.

Item 12 – Brokerage Practices

Advisor participates in Fidelity Investments Institutional program. Fidelity Investments Institutional is a division of Fidelity Investments, Inc. (“Fidelity Investments”) member FINRA/SIPC/NFA. Fidelity Investments is an independent investment [and affiliated] SEC-registered broker-dealer. Fidelity Investments offers to independent investment Advisors services which include custody of securities, trade execution, clearance and settlement of transactions. Advisor receives some benefits from Fidelity Investments through its participation in the program. (Please see the disclosure under Item 15 below).

Item 13 – Review of Accounts

Clients' accounts are reviewed by William Heath quarterly with the client or available upon client's request at any time. Clients' get a monthly statement from the custodian and they may request reports that are customized as the client desires, in terms of nature, frequency, and detail at any client meeting. William Heath reviews each client account daily in respects to the market direction and may buy or sell investments based upon the market movements.

Item 14 – Client Referrals and Other Compensation

Barrington Financial Advisors, Inc. has no active referral relationship.

Item 15 – Custody

Advisor also receives from Fidelity Investments certain additional economic benefits (“Additional Services”) that may or may not be offered to any other independent investment Advisors participating in the program. Specifically, the Additional Services include the following.

Fidelity Investments provides the Additional Services to Advisor in its sole discretion and at its own expense, and Advisor does not pay any fees to Fidelity Investments for the Additional Services. Advisor and Fidelity Investments have entered into a separate agreement (“Additional Services Addendum”) to govern the terms of the provision of the Additional Services.

Advisor's receipt of Additional Services raises potential conflicts of interest. In providing Additional Services to Advisor, Fidelity Investments most likely considers the amount and profitability to Fidelity Investments of the assets in, and trades placed for, Advisor's Client accounts maintained with Fidelity Investments. Fidelity Investments has the right to terminate the Additional Services Addendum with Advisor, in its sole discretion, provided certain conditions are met. Consequently, in order to continue to obtain the Additional Services from Fidelity Investments, Advisor may have an incentive to recommend to its Clients that the assets under management by Advisor be held in custody with Fidelity Investments and to place transactions for Client accounts with Fidelity Investments. Advisor's receipt of Additional Services does not diminish its duty to act in the best interests of its Clients, including to seek

best execution of trades for Client accounts.

Item 16 – Investment Discretion

Barrington Financial Advisors, Inc. usually receives discretionary authority from the client at the outset of an advisory relationship to select the identity and amount of securities to be bought or sold. In all cases, however, such discretion is to be exercised in a manner consistent with the stated investment objectives for the particular client account. When selecting securities and determining amounts, William C. Heath observes the investment policies and restrictions of the clients for which it advises. Investment guidelines and restrictions must be provided by the client to Barrington Financial Advisors, Inc. in writing and kept in the client file.

Item 17 – Voting Client Securities

As a matter of firm policy and practice, Barrington Financial Advisors, Inc. and William C. Heath do not have any authority to and do not vote proxies on behalf of advisory clients. Clients retain the responsibility for receiving and voting proxies for any and all securities maintained in client portfolios. William C. Heath may provide advice to clients regarding the clients' voting of proxies.

Item 18 – Financial Information

Sample Language Registered investment advisers are required in this Item to provide you with certain financial information or disclosures about William C. Heath's financial condition. William C. Heath has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of a bankruptcy proceeding.

Item 19 – Requirements for State-Registered Advisers

Court Action initiated by:
Thomas L. Taylor, III, the Receiver for Daniel Frishberg Financial Services, Inc.

Principal Relief Sought:
JUDGEMENT

Filing Date of Court Action:
08/23/2011

Formal Action was brought in:
US District Court for the Southern District of Texas Houston Division.
Civil Action No. H.12.1491 NO. 4:12-CV-1491

The advisory firm that led to the civil judicial action:
Barrington Financial Advisors, Inc.

Describe the allegations related to this civil action:

Fraudulent Transfer of Assets

How was matter resolved?

Settled

Resolution Date:

07/23/2013

Resolution Detail:

Monetary Settlement Amount: \$ 50,000.00

Thomas L. Taylor, III, Receiver agreed to the settlement of \$50,000.00 to be paid off in 10 equal installments with the final payment of \$5,000 made May 7, 2014.

ADV Part 2B SUPPLEMENTAL BROCHURE

William C. Heath

Barrington Financial Advisors, Inc.

**9800 Richmond Avenue, Suite 250
Houston, Texas 77042
713.785.7100**

Dated: June 4, 2015

This brochure supplement provides information about William C. Heath that supplements Barrington Financial Advisors, Inc. brochure. You should have received a copy of that brochure. Please contact us by email at pcaddell@barringtonfinancial.com if you did not receive Barrington Financial Advisors, Inc. brochure or if you have any questions about the contents of this supplement.

Additional information about William C. Heath is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2 – Educational Background and Business Experience

WILLIAM C. HEATH – Chief Compliance Officer (CCO) & Chief Executive Officer (CEO)

Year of Birth: 1938
Education: University of So. California (BS Education) 1960
University of Houston (MBA) 1980
Certified Financial Planner Designation 1981

Business Background: 1972 - Present, Barrington Financial Advisors, Inc., Sole Shareholder

Item 3 – Disciplinary Information

There are no legal or disciplinary actions to report on this professional.

Item 4 – Other Business Activities

William C. Heath is a registered real estate broker license (#00166436-36) and a mortgage servicer through MYCO Company and may receive compensation from these professional services as outside activities. Barrington Financial Advisors clients are not required to use these services but may engage these services at the client's sole discretion.

Item 5 – Additional Compensation

William C. Heath may earn compensation from Item #4 above and from the sale of insurance related products.

Item 6 – Supervision

This professional is part of the Investment Policy Committee (IPC). The IPC works as a team to set the investment protocol for clients. The IPC meets daily and will review the status of client reviews as appropriate.

Item 7 – Requirements for State-Registered Advisers

Court Action initiated by:
Thomas L. Taylor, III, The Receiver for Daniel Frishberg Financial Services, Inc.

Principal Relief Sought:
JUDGEMENT

Filing Date of Court Action:
08/23/2011

Formal Action was brought in:
US District Court for the Southern District of Texas Houston Division.
Civil Action No. H.12.1491 NO. 4:12-CV-1491

The advisory firm that led to the civil judicial action:
Barrington Financial Advisors, Inc.

Describe the allegations related to this civil action:
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How was matter resolved?
Settled

Resolution Date:
07/23/2013

Resolution Detail:
Monetary Settlement Amount: \$ 50,000.00

Thomas L. Taylor, III, Receiver agreed to the settlement of \$50,000.00 to be paid off in 10 equal installments with the final payment of \$5,000 made May 7, 2014.

ADV Part 2B SUPPLEMENTAL BROCHURE

**Debra A. Hartsfield
Barrington Financial Advisors, Inc.
9800 Richmond Avenue, Suite 250
Houston, Texas 77042
713.785.7100**

Dated: June 4, 2015

This brochure supplement provides information about Debra A. Hartsfield that supplements Barrington Financial Advisors, Inc. brochure. You should have received a copy of that brochure. Please contact us by email at pcaddell@barringtonfinancial.com if you did not receive Barrington Financial Advisors, Inc. brochure or if you have any questions about the contents of this supplement.

Additional information about Debra A. Hartsfield is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2 – Educational Background and Business Experience

Debra A. Hartsfield – Director of Financial Planning

Year of Birth: 1957
Education: Texas Tech University (BS Engineering) 1980
ChFC Designation 1992

Business Background:

September 1998 – Present, DPH Financial, LLC., Direct Owner
April 2010 - Present, Barrington Financial Advisors, Inc., Director of Financial Planning

Item 3 – Disciplinary Information

There are no legal or disciplinary actions to report on this professional.

Item 4 – Other Business Activities

Direct Owner of DPH Financial, LLC.

Item 5 – Additional Compensation

There is no additional compensation to report for this professional.

Item 6 – Supervision

This professional is part of the Investment Policy Committee (IPC). The IPC works as a team to set the investment protocol for clients. The IPC meets daily and will review the status of client reviews as appropriate. The members of the IPC will also meet one on one with the CEO to discuss client portfolios and the advice to be given.

Ms. Hartsfield reports to William C. Heath who supervises her activities.

Item 7 – Requirements for State-Registered Advisers

Debra Hartsfield has not been found liable in an arbitration claim, nor has he been found liable in a civil, self-regulatory organization, or administrative proceeding.

Debra Hartsfield has not been the subject of a bankruptcy petition.