

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**

www.barringtonfinancial.com

September 9, 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 bheath@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. CRD 109386 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.....	6
Item 6 – Performance-Based Fees and Side by Side Management	9
Item 7 – Types of Clients	9
Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss	9
Item 9 – Disciplinary Information.....	11
Item 10 – Other Financial Industry Activities and Affiliations.....	12
Item 11 – Code of Ethics, Participation or Interest in <i>Client</i> Transactions and Personal Trading.....	13
Item 12 – Brokerage Practices.....	15
Item 13 – Review of Accounts.....	15
Item 14 – Client Referrals and Other Compensation.....	15
Item 15 – Custody.....	15
Item 16 – Investment Discretion.....	16
Item 17 – Voting Client Securities.....	16
Item 18 – Financial Information.....	16
Item 19 – Requirements for State-Registered Advisers.....	16
Part 2B of Form ADV: Brochure Supplement	
William C. Heath.....	17
Debra A. Hartsfield.....	19

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

Barrington Financial Advisors, Inc. (“we”) is a Texas corporation formed in August 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.

Sub Advisory Agreement

When we decided to leave TD Ameritrade and go to Fidelity Investments, we were told by Fidelity the quickest way to move clients would be if we come under an existing RIA with Fidelity. They suggested BSG&L in Houston. I sought out BSG&L, which I have known for years, and is with Fidelity and asked if they would allow Barrington Financial Advisors to be a Portfolio Manager for our clients under their RIA with Fidelity. They agreed to work with us and not charge any part of our AUM fees since it would add AUM for them and enhance their relationship under Fidelity. Fidelity also agreed to the arrangement and we move our clients to Fidelity and they would not have to do any of the work on our clients. Also, Barrington Financial does receive any compensation from BSG&L.

BSG&L does not provide Personal Financial Planning (Net Worth Management) for its clients and does not receive any of the Financial Planning fees earned by Barrington Financial Advisors, Inc.

Portfolio Management

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.

You should be aware, as a prospective client of Barrington Financial Advisors, Inc., we offer two fundamentally different financial management programs with different compensation methods but the same financial management services.

First, we have a program wherein our **Net Worth Management & Monitoring Program** or **Modular Financial Planning Program** (Financial Planning) is compensated by **retainer fees only**. However, the recommendations can be implemented through the ASSET MANAGEMENT AGREEMENT for the separate management of securities with the consultant's fee based upon our regular Asset Management Agreement Fee schedule provided in the separate Asset Management Engagement Agreement.

The services provided for the separate fee programs are described below and include the following:

Net Worth Management & Monitoring (Financial Planning)

- | | |
|------------------------|----------------------------------|
| 1) Retirement Planning | 6) Succession Planning |
| 2) Estate Planning | 7) Compensation Planning |
| 3) Education Planning | 8) Career Planning |
| 4) Tax Planning | 9) Small Business Planning |
| 5) Cash Flow Planning | 10) Business Management Planning |

Asset Management Advising (Investment Management)

- | | |
|-----------------------------------------------------------------|----------------------------------------------------|
| 1) Portfolio Development | 6) Investment Research |
| 2) Investment Selection | 7) Investment Company Due Diligence and Visitation |
| 3) Asset Allocation | 8) Discretionary Cash Investment & Management |
| 4) Investment Policy Statement | 9) Investment repositioning |
| 5) Investment Monitoring & Reporting~
Short-term & Long-term | 10) Tax Basis reporting, Research & Analysis |

We are required to advise you that the "Net Worth Management & Monitoring Retainer Fee Program" portrays a potential conflict of interest issue in that BFA's Consultants, as a Registered Investment Advisor may be paid a fee or commission on certain investments or insurance.

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 compensationschedule

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	0.70% of first \$1,000,000 total client asset value
\$1,000,001 to \$2,000,000	0.65% of next \$1,000,000 total client asset value
\$2,000,001 to \$3,000,000	0.60% of next \$1,000,000 total client asset value
\$3,000,000 to \$ 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	\$1,750
Education Planning	\$ 625
Estate Planning	\$1,850
Risk Management Planning	\$1,225
Tax & Cash Flow Planning	\$1,350
Balance Sheet & Net worth Planning	\$ 525
Investment Portfolio Reporting	\$ 850

(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 77042.

Sub Advisory Agreement

When we decided to leave TD Ameritrade and go to Fidelity Investments, we were told by Fidelity the quickest way to move clients would be if we come under an existing RIA with Fidelity. They suggested BSG&L in Houston. I sought out BSG&L, which I have known for years, and is with Fidelity and asked if they would allow Barrington Financial Advisors to be a Portfolio Manager for our clients under their RIA with Fidelity. They agreed to work with us and not charge any part of our AUM fees since it would add AUM for them and enhance their relationship under Fidelity. Fidelity also agreed to the arrangement and we move our clients to Fidelity and they would not have to do any of the work on our clients. Also, Barrington Financial does receive any compensation from BSG&L.

BSG&L does not provide Personal Financial Planning (Net Worth Management) for its clients and does not receive any of the Financial Planning fees earned by Barrington Financial Advisors, Inc.

Accounts are designed to allow Advisor to manage Client's portfolio by purchasing and/or selling stocks, bonds, no-load mutual funds, long options and covered calls.

None of Custodian's commissions and charges is shared with Advisor. The maximum annualized Fee is as follows:

Portfolio Value		Maximum Fee
\$0	To \$500,000	1.00%
\$500,000	To \$1,000,000	3.00%
\$1,000,000	Plus	Negotiated

Advisor and Client have agreed upon an annualized fee of _____. The Fee will be payable quarterly in advance [and calculated based on the assets in the Account on the last business day of a calendar quarter]. The Fee also will be charged upon deposit of any additional funds or securities in the Account based on the value of the funds or securities on the date deposited. In such cases, the Fee will be prorated based on the number of days remaining in the quarter.

Client will be notified when Fees have been paid, the amount of the Fees, and how they were calculated.

The value of the Account will include the value of the account + any margin + the value of any outstanding options. For purposes of calculating Fees under this agreement, the value of covered calls will not be deducted from the value of the account. All Fees will be deducted directly from the Account pursuant to the authorization granted under Section 2 of the Advisory Agreement.

Client may make cash additions to the Account and may withdraw Account assets on notice at any time. Client understands that Advisor manages the assets in the Account based on a long-term time horizon and that asset withdrawals may impair the achievement of Client's investment objectives.

The Fee includes all fees and charges for the advisory services of Advisor and its associated persons in connection with the Account. Client acknowledges and agrees that the Fee set forth herein and in effect for Client's Account shall continue until thirty (30) days after Advisor has notified the Client in writing of any change in the amount of the Fee, at which time the new Fee will become effective, unless Client notifies Advisor in writing that the Account is to be closed.

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

The definition of Investment Strategy is an investor's plan of attack to guide their investment decisions based on individual goals, risk tolerance and future needs for capital. The components of most investment strategies include asset allocation, buy and sell guidelines, and risk guidelines.

Investment strategies can differ greatly from a rapid growth strategy where an investor focuses on capital appreciation to a safety strategy where the focus is on wealth protection. The most important part of an investment strategy is that it aligns with the individual's goals and is closely followed by the investor.

At Barrington Financial Advisors (BFA), 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, real estate and cash. The percentage allocated to each asset class is determined by the expected return from the asset class given the risk associated with that asset class. These allocations must conform to the client's investment objectives such as capital appreciation, wealth protection, current income, etc. We determine the measure of volatility, Standard Deviation and Expected Return of an asset class from various research sources such as Yahoo Finance, Vector Vest, Fidelity Investments, Money Guide Pro and Investopedia. The allocations are then implemented using investment strategies that best meet the return and risk threshold established between the firm and client and is agreed to by both parties.

We then enter the asset allocation into our Money Guide Pro software which computes, using Monte Carlo simulations of multiple scenarios, to determine the appropriate asset allocation given the return and risk objectives. The definition of Monte Carlo Simulations is a problem solving technique used to approximate the probability of certain outcomes by running multiple trial runs, called simulations, using random variables. Monte Carlo Simulations are used to show how variations in rates of return each year can affect the Results of the client's plan. These simulations calculate the possible Results of this Plan. The percentage of runs that were successful is shown as the probability that your Plan, with all its underlying assumptions, will be successful.

Barrington Financial Advisors (BFA) uses Fundamental and Technical analysis. The main sources of information used by BFA include:

- ☐ Financial newspapers and magazines
- ☐ Research materials prepared by others
- ☐ Annual reports, prospectuses, filings with the SEC
- ☐ Company press releases

Investment strategies used to implement investment advice include:

- ☐ Long-term purchases (securities held at least a year)
- ☐ Short-term purchases (securities sold within a year)
- ☐ Trading (securities sold within 30 days)
- ☐ Short sales
- ☐ Margin transactions

Risk Factors

Note: All investments involve the risk of loss, including (among other things) loss of principal, a reduction in earnings (including interest, dividends and other distributions), and the loss of future earnings. These risks include market risk, interest rate risk, issuer risk, and general economic risk. Although Barrington Financial Advisors, Inc. advises assets in a manner consistent with risk tolerances, there can be no guarantee that our efforts will be successful. The investor should be prepared to bear the risk of loss.

Fundamental Analysis

Fundamental analysis is often used to analyze changes in the equity market by monitoring factors, such as interest rates, unemployment rates, gross domestic product (GDP) and many other economic releases that come out of the countries in question. For example, a trader analyzing the US Equity Markets vs Euro Markets fundamentally, would be interested in the interest rates, GDP and unemployment rates in the Eurozone, compared to those in the U.S. They would also want to be on top of any significant news releases coming out of each country in relation to the health of their economies. The definition of Fundamental Analysis is a method of evaluating a security that entails attempting to measure its intrinsic value by examining related economic, financial and other qualitative and quantitative factors. Fundamental analysts attempt to study everything that can affect the security's value, including macroeconomic factors (like the overall economy and industry conditions) and company-specific factors (like financial condition and management).

Technical Analysis

Technical analysis can be either manual or automated and is a system that uses past price movement to determine where a given equity may be headed. A manual system involves a trader analyzing technical indicators and interpreting whether to buy or sell. An automated trading analysis, involves the trader "teaching" the software what signals to look for and how to interpret them. Automated analysis takes out the human element of psychology that is detrimental to a lot of traders. The definition of Technical Analysis is a method of evaluating securities by analyzing statistics generated by market activity, such as past prices and volume. Technical analysts do not attempt to measure a security's intrinsic value, but instead use charts and other tools to identify patterns that can suggest future activity.

Barrington Financial uses both Fundamental and Technical Analysis in making decisions to buy, sell or hold.

We employ security "Stop Prices" that are determined by the volatility of each security and may range from 5% to 20% of the purchase price. Market or Limit Orders (buy or sell at a specific price) are used as determined by the investment advisor.

When analyzing an individual equity we look for good Relative Values, Relative Timing and Relative Safety in making our buy or sell decisions. Vector Vest is an excellent source for this information as they track over 8,000 securities daily.

Barrington Financial Advisors does not use investment strategies or method of analysis that are inconsistent with the generally accepted practices of investment advisors. We prefer our clients to be considered long term investors. We do not recommend types of securities that are particular or have material risks involved

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. Barrington does not employ high risk strategies and use equities for growth from the major exchanges. We do not trade frequently but tend to be long term investors. The only risks in the securities we use are market and economic risks with substantial financial information available on each security. We do not use significant or unusual risk assets for our portfolios.

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

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.

As president of Center For Financial Planning, Inc. (CFFP), a California based Financial Planning and Registered Investment Advisor, Mr. William C. Heath, a Certified Financial Planner™, for the past 40 plus years provides advice to clients regarding their personal financial planning to assist them in achieving their personal financial goals. He meets with the California clients on a regular basis to discuss the written Financial Planning Reports that are prepared for them. Some clients are provided a written plan that includes a personal balance sheet and certain projections. All reports, financial statement projections and analyses are intended exclusively for your use in developing and implementing your financial plan. In view of this limited purpose, the statements should not be considered complete financial statements. Accordingly, you should understand that such statements cannot be used to obtain credit or for any purpose other than developing your personal financial plan. We will not audit (examine), review or compile such statements and, accordingly we will not express an opinion or other form of assurance on them, including the reasonableness of assumptions and other data on which any prospective financial statements are based. It is likely that there will be differences between projected and actual results because events and circumstances frequently do not occur as expected and such differences may be material.

Additional, he manages their portfolios providing investment advice as to their asset allocation and uses Fundamental and Technical Analysis to monitor the portfolios.

Center For Financial Planning, Inc. (CFFP), uses both Fundamental and Technical analysis. The main sources of information used by CFFP include:

- ☐ Financial newspapers and magazines
- ☐ Research materials prepared by others
- ☐ Annual reports, prospectuses, filings with the SEC
- ☐ Company press releases

Investment strategies used to implement investment advice include:

- ☐ Long-term purchases (securities held at least a year)
- ☐ Short-term purchases (securities sold within a year)
- ☐ Trading (securities sold within 30 days)
- ☐ Short sales
- ☐ Margin transactions

Risk Factors

Note: All investments involve the risk of loss, including (among other things) loss of principal, a reduction in earnings (including interest, dividends and other distributions), and the loss of future earnings. These risks include market risk, interest rate risk, issuer risk, and general economic risk. Although CFFP advises assets in a manner consistent with risk tolerances, there can be no guarantee that our efforts will be successful. The investor should be prepared to bear the risk of loss.

Fundamental Analysis

Fundamental analysis is often used to analyze changes in the equity market by monitoring factors, such as interest rates, unemployment rates, gross domestic product (GDP) and many other economic releases that come out of the countries in question. For example, a trader analyzing the US Equity Markets vs Euro Markets fundamentally, would be interested in the interest rates, GDP and unemployment rates in the Eurozone, compared to those in the U.S. They would also want to be on top of any significant news releases coming out of each country in relation to the health of their economies. The definition of Fundamental Analysis is a method of evaluating a security that entails attempting to measure its intrinsic value by examining related economic, financial and other qualitative and quantitative factors. Fundamental analysts attempt to study everything that can affect the security's value, including macroeconomic factors (like the overall economy and industry conditions) and company-specific factors (like financial condition and management).

Technical Analysis

Technical analysis can be either manual or automated and is a system that uses past price movement to determine where a given equity may be headed. A manual system involves a trader analyzing technical indicators and interpreting whether to buy or sell. An automated trading analysis, involves the trader "teaching" the software what signals to look for and how to interpret them. Automated analysis takes out the human element of psychology that is detrimental to a lot of traders. The definition of Technical Analysis is a method of evaluating securities by analyzing statistics generated by market activity, such as past prices and volume. Technical analysts do not attempt to measure a security's intrinsic value, but instead use charts and other tools to identify patterns that can suggest future activity.

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, Barrington's CEO & Portfolio Manager, 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. Reports provided clients are performance reports taken directly from Fidelity Investment performance data with comments as to the transactions that occurred during the period and a Market Review for each month. 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.

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.

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

This can be found on page 11 in Item 9 – Disciplinary Information

ADV Part 2B SUPPLEMENTAL BROCHURE

William C. Heath

Barrington Financial Advisors, Inc.

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

Dated: September 9, 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 bheath@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 CRD 715926 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*

**CFP® professionals must pass the comprehensive CFP® Certification Examination, pass CFP Board's Fitness Standards for Candidates and Registrants, agree to abide by CFP Board's Code of Ethics and Professional Responsibility and Rules of Conduct which put clients' interests first and comply with the Financial Planning Practice Standards which spell out what clients should be able to reasonably expect from the financial planning engagement. These are just some of the reasons why the CFP® certification is becoming increasingly recognized. - See more at: <http://www.cfp.net/become-a-cfp-professional/cfp-certification-requirements#sthash.roFdtXjO.dpuf>*

Business Background:

1972 - Present, Barrington Financial Advisors, Inc., Sole Shareholder

Item 3 – Disciplinary Information

This can be found on page 11 in Item 9 – Disciplinary Information

Item 4 – Other Business Activities

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. Barrington Financial Advisors, Inc. 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 from the purchase of real estate 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

This can be found on page 11 in Item 9 – Disciplinary Information.

William C. Heath has not been the subject of a bankruptcy petition.

ADV Part 2B SUPPLEMENTAL BROCHURE

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

Dated: September 9, 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 bheath@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 CRD 2575307 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*

**ChFC® - Chartered Financial Consultant*

Prerequisites/Experience Required: 3 years of full-time business experience within the five years preceding the awarding of the designation.

Educational Requirements: 6 core and 2 elective courses.

Examination Type: Final proctored exam for each course.

Continuing Education Requirements: 30 hours of continuing education every 2 years.

Code of Ethics must be signed and adhered to.

Business Background:

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

There is no other business activities for this professional.

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.