

**FORM ADV**

**Uniform Application for Investment Adviser Registration**

**Part II - Page 1**

OMB APPROVAL	
OMB Number:	3235-0049
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Name of Investment Adviser: <b>Barrington Asset Management, Inc.</b>						
Address:	(Number and Street)	(City)	(State)	(Zip Code)	Area Code:	Telephone number:
	161 North Clark St., Suite 2950	Chicago	IL	60601-3270	( 312 )	634-6363

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

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

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

**1. A. Advisory Services and Fees.** (check the applicable boxes) For each type of service provided, state the approximate % of total advisory billings from that service. (See instruction below.)

**Applicant:**

- |                                     |   |       |   |
|-------------------------------------|---|-------|---|
| <input checked="" type="checkbox"/> | (1) Provides investment supervisory services .....  | 100   | % |
| <input type="checkbox"/>            | (2) Manages investment advisory accounts not involving investment supervisory services .....  | _____ | % |
| <input type="checkbox"/>            | (3) Furnishes investment advice through consultations not included in either service described above ....   | _____ | % |
| <input type="checkbox"/>            | (4) Issues periodicals about securities by subscription .....   | _____ | % |
| <input type="checkbox"/>            | (5) Issues special reports about securities not included in any service described above .....   | _____ | % |
| <input type="checkbox"/>            | (6) Issues, not as part of any service described above, any charts, graphs, formulas, or other devices which clients may use to evaluate securities ..... | _____ | % |
| <input type="checkbox"/>            | (7) On more than an occasional basis, furnishes advice to clients on matters not involving securities .....   | _____ | % |
| <input type="checkbox"/>            | (8) Provides a timing service .....   | _____ | % |
| <input type="checkbox"/>            | (9) Furnishes advice about securities in any manner not described above .....   | _____ | % |

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

B. Does applicant call any of the services it checked above financial planning or some similar term? . . . . . Yes  No

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

**5. Education and Business Standards.**

Are there any general standards of education or business experience that applicant requires of those involved in determining or giving investment advice to clients? .....  Yes  No  
(If yes, describe these standards on Schedule F.)

**6. Education and Business Background.**

For:

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

On Schedule F, give the:

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

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

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

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

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

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

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

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

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

**9. Participation or Interest in Client Transactions.**

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

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

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

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

- 10. Conditions for Managing Accounts.** Does the applicant provide investment supervisory services, manage investment advisory accounts or hold itself out as providing financial planning or some similarly termed services *and* impose a minimum dollar value of assets or other conditions for starting or maintaining an account? Yes  No

(If yes, describe on Schedule F)

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

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

Accounts are reviewed by a designated portfolio manager or portfolio management team (please see the disclosures for item 1D on Schedule F). In addition to the portfolio managers and manager teams, research analysts and traders may contribute to this review process as appropriate. Accounts are informally reviewed on an ongoing basis as required in light of changing events affecting individual positions, the markets and/or the economy. These events are discussed at daily morning meetings. Accounts are reviewed more formally on a quarterly basis reviewing factors such as the overall account performance, client investment objectives and guidelines and overall market conditions. Clients must understand that it remains their responsibility to advise Barrington of any changes in their investment objectives and/or financial situation. More frequent reviews may be triggered by client requests, changes in client objectives or financial status, world political and financial events, and other event that may materially affect the account. There are no fixed limits on the number of accounts assigned to any one portfolio manager or portfolio management team.

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

Clients receive transaction confirmations and regular account statements (usually monthly) from their broker/custodian. Barrington sends a quarterly report to clients including a quarterly letter, detailed portfolio appraisal and a management fee invoice. Clients also have access to research reports on many of the positions in their portfolio (provided by Barrington Research Associates, Inc.). Should the client request additional reports or more frequent reports, Barrington will work with the client to help facilitate these requests.

Applicant: **Barrington Asset Management, Inc.**

SEC File Number:  
801- 14680

Date:  
12/31/08

**12. Investment or Brokerage Discretion.**

- A. Does applicant or any related person have authority to determine, without obtaining specific client consent, the:
- |  |   |                             |
|--|---|-----------------------------|
| (1) securities to be bought or sold? .....               | Yes <input checked="" type="checkbox"/> | No <input type="checkbox"/> |
| (2) amount of the securities to be bought or sold? ..... | Yes <input checked="" type="checkbox"/> | No <input type="checkbox"/> |
| (3) broker or dealer to be used? .....                   | Yes <input checked="" type="checkbox"/> | No <input type="checkbox"/> |
| (4) commission rates paid? .....                         | Yes <input checked="" type="checkbox"/> | No <input type="checkbox"/> |

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

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

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

**13. Additional Compensation.**

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

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

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

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

- has custody of client funds or securities (unless applicant is registered or registering only with the Securities and Exchange Commission); or
  - requires prepayment of more than \$500 in fees per client and 6 or more months in advance
- Has applicant provided a Schedule G balance sheet? ..... Yes  No

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

Applicant: <b>Barrington Asset Management, Inc.</b>	SEC File Number: 801- 14680	Date: 12/31/08
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(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: <b>Barrington Asset Management, Inc.</b>		IRS Empl. Ident. No.: 36-3449598
Item of Form (identify)	Answer	
Item 1D	<p>Barrington Asset Management, Inc. ("Barrington") offers investment advisory services primarily through the management of investment portfolios for high-net-worth individuals, trusts, estates, endowments, pension and profit sharing plans, business entities and other institutions. Barrington offers several investment programs, including: Managed Equity Portfolio, Asset Allocation Portfolio, Barrington Opportunity Fund, LP, Enterprise Portfolio, Capital Preservation Plus Portfolio and Custom Managed Portfolio. Clients may invest in one or a combination of these programs depending upon the client's financial situation, investment goals and risk tolerances.</p> <p><b><u>Investment Programs &amp; Fees</u></b></p> <p><b>Managed Equity Portfolio</b> - assets under this program are invested on a discretionary basis primarily in individual stocks without regard to any market-cap restrictions. The investment style is a blend between growth and value disciplines, resulting in a growth at a reasonable price style. These portfolios are typically invested in 25 to 35 positions. The majority of assets are invested in companies that receive the top recommendations of our affiliated research firm, Barrington Research Associates, with the remainder invested in other investment opportunities and exchange traded funds. The assets under this program are managed by Barrington's Investment Committee. The minimum account size is \$250,000 and the standard management fee is 1.0% annually on assets under management.</p> <p><b>Asset Allocation Portfolio</b> - assets under this program are invested on a discretionary basis primarily in exchange-traded funds (ETFs) using Barrington's top-down cyclical and tactical asset allocation strategies. The goal is to gain overall exposure to a particular sector, asset class or geography, without the specific risks associated with individual stocks or fixed-income securities. The program is heavily weighted towards equities and may include allocations across sectors (i.e., financials, energy, etc.), investment styles (i.e., value and growth), market capitalizations (i.e., small, mid and large cap) and geographies (i.e., domestic and international). In addition to equities, allocations may be made among different asset classes including, but not limited to, fixed income, real estate, commodities and cash. Assets under this program are managed by Barrington's Investment Committee. The minimum account size is \$250,000 and the standard management fee is 1.0% annually on assets under management.</p> <p><b>Barrington Opportunity Fund, LP</b> - Barrington is the investment advisor for the Barrington Opportunity Fund, LP, an investment limited partnership employing a long-short equity strategy primarily focused on making long-term investment in micro-cap equities. The partnership units are offered only to accredited investors through means of a private placement memorandum. The minimum investment is \$250,000 and there is a management fee of 1.0% and 20% performance fee subject to certain conditions.</p> <p><b>Enterprise Portfolio</b> - assets under this program are invested on a discretionary basis under a focused equity strategy. This program utilizes a model portfolio approach with an emphasis on a limited number of small-cap stocks selected on the basis of Barrington Research Associates' investment research. In addition to these concentrated small-cap positions, the portfolio may also be invested in selected mutual funds as appropriate for diversification purposes and assist in meeting client investment objectives. Assets under this program are managed by Jonathan Raclin. Given the limited positions under this program, clients should be aware of the potential for significant volatility in performance on occasion. The minimum account size is \$500,000 and the standard management fee is 1.0% annually of assets under management.</p>	

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

**Schedule F of  
Form ADV**

**Continuation Sheet for Form ADV Part II**

Applicant: <b>Barrington Asset Management, Inc.</b>	SEC File Number: 801- 14680	Date: 12/31/08
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(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: <b>Barrington Asset Management, Inc.</b>		IRS Empl. Ident. No.: 36-3449598
Item of Form (identify)	Answer	
Item 1D (cont.)	<p><b>Capital Preservation Plus Portfolio</b> - assets under this program are invested on a discretionary basis under a strategy combining cyclical asset allocation and value-oriented stock selection. Investments may include equities, bonds, ETFs and mutual funds. Assets under this program are managed by Jon Windness. The minimum account size is \$100,000 and the standard management fee is 1.0% annually of assets under management.</p> <p><b>Custom Managed Portfolio</b> - If none of the standard Barrington investment programs meets the needs of our clients, then Barrington will work with the client to jointly define and implement a custom investment strategy. The intent is to tailor an investment strategy that our in the best interests of our clients. Custom managed portfolios may be invested on either a discretionary or non-discretionary basis. Should a custom strategy generate significant interest, Barrington would then consider offering it as a standard investment program. All account minimums and fees for custom programs are determined on a negotiated basis.</p> <p><b><u>General Information on Fees</u></b></p> <p>Management fees are billed quarterly in arrears for services rendered during the preceding quarter. They are calculated as one-quarter of the applicable annual management fee multiplied by the fair market value of assets under management on the last trading day of the quarter. Management fees may be paid directly by the client or the client may authorize that they be deducted directly from a client's account. For management fees more than 30 days past due, Barrington may assess a 10% premium.</p> <p>Barrington may negotiate investment advisory agreements with terms and fee arrangements differing from the terms indicated above under individual circumstances. Barrington may charge an additional 0.25% annual management fee for accounts clients who have less than the stated minimum account size.</p> <p>Barrington is an adviser to certain affiliated investment partnership(s) (the "Funds") and receives advisory and other compensation for the investment management services it provides to these Funds. To the extent that Barrington may place certain of assets of its non-Fund advisory clients' into Funds advised by Barrington, the compensation received by Barrington may be in addition to the individual management fees paid by the clients with respect to the total assets in the clients' account. Barrington may enter into agreements with such clients directly to waive a portion or all of the client's management fee. All such arrangements will be discussed with and approved by the client.</p> <p><b><u>Performance-Based Advisory Fees</u></b></p> <p>Certain eligible clients may negotiate fee arrangements with Barrington that provide for the payment of fees based on the performance in the client's account. Performance fees may be individually negotiated and may, therefore, vary from client to client. Federal regulations restrict the availability of performance fee arrangements so that performance fees may only be charged to certain qualified clients. For example, certain clients who maintain \$750,000 in assets under management with Barrington or whose net worth exceeds \$1,500,000 may be eligible to enter performance fee arrangements with Barrington. Any performance fee arrangements shall comply with Section 205 of the Investment Advisers Act or 1940. Depending on the circumstances, a client whose fees are based on performance may pay higher fees than the fees paid by clients</p>	

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

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

Applicant: <b>Barrington Asset Management, Inc.</b>	SEC File Number: 801- 14680	Date: 12/31/08
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(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: <b>Barrington Asset Management, Inc.</b>		IRS Empl. Ident. No.: 36-3449598
Item of Form (identify)	Answer	
Item 1D (cont.)	<p>who do not enter performance fee agreements. Performance-based advisory fee may create an incentive for Barrington to recommend investments that may be riskier or more speculative than those which would be recommended under a different fee arrangement.</p> <p><b><u>Other Costs</u></b></p> <p>Clients are responsible for all transaction and custodial fees, including, but not limited to, brokerage commissions, exchange and regulatory fees, sales charges, redemption fees, account service fees, wire transfer fees, margin interest, or other costs or fees associated with securities transaction as required by law. Accounts with assets invested in mutual funds, ETFs and similar investments will bear a proportionate share of the fund's fees and expenses.</p> <p><b><u>Effective Date and Termination of Advisory Agreement</u></b></p> <p>Each client relationship is governed by an investment advisory agreement. The investment advisory agreement is effective upon signature by the client and acceptance by Barrington and will cover all of the client's investment portfolios, including subsequent accounts, unless otherwise indicated. The standard investment advisory agreement provides that either party may terminate the investment advisory agreement at any time upon thirty (30) days' prior written notice. Any management fee due will be prorated to the date of termination. Upon receipt of client's notice of termination, it will be the client's responsibility to monitor the investment account and Barrington will have no further obligation to act or advise with respect to the assets in such account. Notwithstanding the above, if the client does not receive a written disclosure statement as set forth on Part II of Form ADV at least forty-eight (48) hours prior to executing the investment management agreement, the client shall have five (5) business days subsequent to executing the agreement to terminate Barrington's services without penalty.</p>	
Item 2G	<p>Barrington also provides investment advice to investment limited partnerships. Barrington is currently the investment adviser to the Barrington Opportunity Fund, LP.</p>	
Item 3K & 3L	<p>Barrington may also offer advice on exchange traded funds (ETFs), Closed-end investment companies, private placements of equity and debt, convertible securities, and hedge funds and other investment limited partnerships or limited liability companies. Certain securities may be illiquid (difficult to trade) and may from time to time restrict Barrington's ability to dispose of them in a timely fashion or at an advantageous price.</p>	

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

**Schedule F of  
Form ADV**

**Continuation Sheet for Form ADV Part II**

Applicant: <b>Barrington Asset Management, Inc.</b>	SEC File Number: 801- 14680	Date: 12/31/08
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(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: <b>Barrington Asset Management, Inc.</b>		IRS Empl. Ident. No.: 36-3449598
Item of Form (identify)	Answer	
Item 4A(5)	<p>Barrington's investment approach encompasses both bottom-up fundamental research and top-down macro-economic analysis. The bottom-up approach is the primary means by which Barrington selects individual equity investments. The process relies heavily upon fundamental analysis generally involving the examination of a company's financials, operations, management, markets, competitive position, as well as other intrinsic matters affecting the company. The process often entails extensive fieldwork, including management meetings, visiting operating facilities, talking to suppliers, customers and competitors. External information sources may be used to support the research process and identify additional investment ideas. All of this information is synthesized, models are built and forecasts are made to establish absolute and relative valuations utilizing various methods. Technical analysis may be used to gauge near-term supply and demand to help determine timing, as well as entry and exit points.</p> <p>The top-down approach provides the big picture perspective for all of Barrington's investment decisions. The process begins with a global analysis of macroeconomic factors, investment themes and industry trends, both from a secular and cyclical standpoint, and results in an economic outlook and market strategy. The top-down research is used to evaluate the state and direction of the economy and markets and to identify specific asset classes, sectors and industries that are likely to be positively or negatively impacted.</p>	
Item 4B(8)	<p>There is no finite list of sources of information that Barrington uses in analyzing investment opportunities. Barrington seeks to acquire any relevant information available that would assist in making a more informed investment decision. The list below summarizes some of the more frequent sources of information:</p> <ul style="list-style-type: none"> <li>- Company issued disclosures (SEC filings, press releases, annual reports, presentations)</li> <li>- Government and trade organization releases and publications</li> <li>- Financial and industry media sources (newspapers, magazines, trade journals, television)</li> <li>- Financial information vendors (i.e. Factset, Thomson Financial, FirstCall, etc.)</li> <li>- Direct conversations with company management (i.e. one-on-one meetings, telephone conversations, conference calls, etc.)</li> <li>- Third-party conversations with people knowledgeable about a particular industry or company (competitors, suppliers, customers, other investors, etc.)</li> <li>- Sell-side research providers (research reports, analyst conversations, conferences, etc.)</li> </ul>	

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

**Schedule F of  
Form ADV**

**Continuation Sheet for Form ADV Part II**

Applicant: <b>Barrington Asset Management, Inc.</b>	SEC File Number: 801- 14680	Date: 12/31/08
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(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: <b>Barrington Asset Management, Inc.</b>		IRS Empl. Ident. No.: 36-3449598
Item of Form (identify)	Answer	
Item 4C(7)	<p>Barrington seeks to identify investments opportunities in fundamentally solid companies and/or attractive sectors and industries with above-average growth prospects supported by identifiable economic and market trends and themes that are undervalued and expected to increase in price. Our investment strategies are typically longer-term oriented. However, holding periods are largely driven by the time it takes for an investment to move from undervalued to fairly valued in our opinion, or there may be circumstances that force us to reexamine our initial conclusions about an investment's merits. Accordingly, we may employ short-term strategies when appropriate.</p>	
Item 5	<p>Barrington requires its investment personnel to have a college degree and/or significant investment experience, as well as appropriate investment-related licenses. Advanced degrees and professional designations are encouraged.</p>	
Item 6	<p><b>Alexander P. Paris</b> (DOB: November 15, 1933) - Mr. Paris received a Bachelor of Arts degree in economics and a Master of Business Administration degree in finance, both from Michigan State University, as well as a Master of Business Administration degree in economics from Wayne State University. He also holds the Chartered Financial Analyst designation. Mr. Paris has been involved in the investment business since 1960 with such firms as: Nuveen, Bache &amp; Co., Spencer Trask, and Kanne Paris &amp; Hoban. He has served as President of Barrington Asset Management, Inc. and Barrington Research Associates, Inc. since 1985 and 1983, respectively.</p> <p><b>Alexander Paris, Jr.</b> (DOB: August 31, 1964) - Mr. Paris received a Bachelor of Science degree in economics from Northern Illinois University. He also holds the Chartered Financial Analyst designation. Mr. Paris has been involved in the investment industry since 1987. Since that time he has been employed at Barrington Research Associates, Inc. and Barrington Asset Management, Inc.</p> <p><b>Gregory D. Paris</b> (DOB: October 28, 1969) - Mr. Paris received a Bachelor of Business Administration in public accounting from Loyola University of Chicago, and a Juris Doctor degree from Chicago-Kent College of Law. He is a member of the Illinois Bar and holds the CPA designation. Mr. Paris has been involved in the investment industry since 1990. Since that time he has been employed at Barrington Research Associates, Inc. and Barrington Asset Management, Inc.</p> <p><b>John T. Dempsey</b> (DOB: November 23, 1937) - Mr. Dempsey received a Bachelor of Science degree in finance from University of Notre Dame, and a Master of Business Administration degree in finance from University of Chicago. He also holds the Chartered Financial Analyst designation. Mr. Dempsey has been involved in the investment industry since 1961 at organizations such as CNA Financial Corp. and Northwestern University's endowment fund. Since 1992, he has worked at Barrington Asset Management, Inc.</p>	

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

**Schedule F of  
Form ADV**

**Continuation Sheet for Form ADV Part II**

Applicant: <b>Barrington Asset Management, Inc.</b>	SEC File Number: 801- 14680	Date: 12/31/08
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(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: <b>Barrington Asset Management, Inc.</b>		IRS Empl. Ident. No.: 36-3449598
Item of Form (identify)	Answer	
Item 6 (cont.)	<p><b>Jonathan S. Raclin</b> (DOB: March 16, 1944) - Mr. Raclin received a Bachelor of Arts degree in government studies from St. Lawrence University, and a Master of Liberal Arts in history from Northwestern University. He has been involved in the investment industry since 1970 with firms such as: White Weld &amp; Co., William Blair and Chicago Corp. Since 1994, Mr. Raclin has been employed at Barrington Research Associates, Inc. and Barrington Asset Management, Inc.</p> <p><b>Jon P. Windness</b> (DOB: June 27, 1939) - Mr. Windness received a Bachelor of Science degree and a Master of Business Administration in finance from Northwestern University. He has been involved in the investment industry since 1966 at firms such as: Smith Barney, Spencer Trask &amp; Co., Shearson Loeb Rhoades, Gruntal &amp; Co., Rodman &amp; Renshaw, Prudential Securities. From 1999 through 2003, Mr. Windness worked at Barrington Research Associates, Inc. Since 2003, he has been employed at Barrington Asset Management, Inc.</p> <p><b>Gary Prestopino</b> (DOB: April 13, 1958) - Mr. Prestopino received a Bachelor of Arts degree in economics from Ithaca College, and a Master of Business Administration degree in finance from Tulane University. He also holds the Chartered Financial Analyst designation. Mr. Prestopino has been involved in the investment industry since 1982 with firms such as: Mesirow Financial and Tucker Anthony. He joined Barrington Research Associates, Inc. in 2001 and joined Barrington Asset Management, Inc. in 2005.</p> <p><b>Jim C. Goss</b> (DOB: July 31, 1947) - Mr. Goss received a Bachelor of Arts degree in mathematics from Lewis University, and a Master of Business Administration degree in finance and accountancy from the University of Illinois. He is also holds the Chartered Financial Analyst designation. Mr. Goss has been in the investment industry since 1972 with firms such as Duff &amp; Phelps and Nesbitt Burns Securities. He joined Barrington Research Associates, Inc. in 1998 and joined Barrington Asset Management, Inc. in 2006.</p> <p><b>Jerry Keaton</b> (DOB: July 23, 1964) - Mr. Keaton received a Bachelor of Business Administration degree in finance from the University of Iowa. He has been in the investment industry since 1986 at firms such as Prudential and Morgan Stanley. He joined Barrington Research Associates, Inc. in 2003 and joined Barrington Asset Management, Inc. in 2006.</p>	
Item 8C(1)	<p>Barrington Research Associates, Inc. ("Barrington Research") is an affiliate of Barrington. Alexander Paris is the President and sole shareholder of both Barrington and Barrington Research. Barrington Research is a registered broker-dealer providing investment research and brokerage services primarily for institutional investors. Barrington Research has entered into a fully-disclosed clearing agreement with J.P. Morgan Clearing Corp. whereby they maintain custody of all client funds and securities. Certain Barrington clients maintain their accounts at Barrington Research, with Barrington Research executing transactions and earning a commission and/or fees for those services, of which certain related persons may receive a portion. Clients should be aware that in any such arrangement, whereby the same or a related person may receive both fees for advice given and commissions and/or fees for brokerage services, there exists an inherent potential conflict of interests.</p>	

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**Schedule F of  
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Item 8C(12) & 8D	Barrington Opportunity Fund Management, LLC ("BOFM"), an affiliate of Barrington, acts as the General Partner to Barrington Opportunity Fund, LP (the "Fund"), a Delaware limited partnership. The Fund has a long/short equity strategy with a primary focus on micro-cap securities. BOFM is owned by certain employees of Barrington. Barrington serves as investment adviser to the Fund and receives a management fee in exchange for these services. Barrington does not charge a management fee for client assets invested in the Fund.	
Item 9B	Please see the disclosure for item 8C(1) of Schedule F, concerning Barrington Research Associates, Inc.	
Item 9D	Please see the disclosure for item 8D of Schedule F, concerning the Barrington Opportunity Fund, LP.	
Item 9E	Barrington, its employees or affiliates, may at times buy and sell for itself the securities that it recommends for its clients. While there may be potential conflicts of interests associated with these activities, Barrington has instituted a Code of Ethics and certain policies and procedures designed to protect our clients' interests, to which all employees must abide as a condition of employment. The Code of Ethics includes the principle that Barrington and its employees owe a fiduciary duty to place the interests of clients ahead of their own interests. A complete copy of Barrington's Code of Ethics is available upon request. The policies and procedures include: requirements to comply with all applicable rules and regulations, prohibitions against insider trading, giving priority to client transactions, disclosure of all employee trades and monitoring of those transactions.	
Item 10	Barrington generally requires minimum account sizes for each of its investment programs (please see the disclosures for item 1D on Schedule F for specific minimums). Barrington may waive these requirements in its sole discretion on a case-by-case basis.	
Item 12	Under our standard investment advisory agreement, Barrington has the authority to determine, without obtaining specific client consent, the securities to be bought or sold, the amount of the securities to be bought or sold, the broker or dealer to be used and the commission rate to be paid. The client may limit this authority at any time by notifying Barrington in writing. The client may also impose reasonable limitations or conditions provided they are disclosed to Barrington in writing. While clients are free to select a custodian and broker of their choosing, where clients do not indicate otherwise, Barrington in most cases recommends its affiliate Barrington Research Associates, Inc. to handle brokerage and custody. On limited occasions, Barrington will enter into non-discretionary investment advisory agreements, in which case, client approval will be obtained before executing any transactions in such client's account.	

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Item 12 (cont.)	<p>Generally, where Barrington has discretion to select brokers for client transactions, Barrington will use its best judgment to obtain the best overall terms available. In assessing the best overall terms available for transactions, Barrington considers all relevant factors including, but not limited to: trade pricing, execution capabilities, reasonableness of commissions, quality of communication, administrative ability and automation, access to market relevant information, research services provided and overall reputation.</p> <p>Although Barrington seeks competitive commission rates, it may at times pay commissions on behalf of clients which may be higher than those available from other brokers in order to achieve superior execution and services. In accordance with Section 28(e) of the Securities and Exchange Act of 1934, Barrington may enter into such transactions so long as it determines in good faith that the amount of commission paid was reasonable in relation to the value of the brokerage and research services provided by the broker. The services that may be considered in this determination of reasonableness include: (1) advice, either directly or through publications or writing, as to the value of securities, the advisability of investing in, purchasing or selling securities, and the availability of securities or purchasers or sellers of securities; (2) analyses and reports concerning issuers, industries, securities, economic factors and trends, portfolio strategy, and the performance of accounts; or (3) effecting securities transactions and performing functions incidental thereto. This determination of reasonableness may be viewed in terms of either the particular transaction involved or the overall responsibilities of Barrington with respect to the accounts over which it exercises investment discretion. Any such research and services provided by a broker may be used to service any or all of Barrington clients and may be used in connection with accounts other than those that pay commissions to the broker providing the research and services. All commissions are separate and distinct from advisory fees.</p> <p>Barrington may, but is not required to, aggregate ("batch") client orders for the purchase and sale of securities when Barrington determines that such batching is in keeping with its obligation to seek best execution for its clients. Under this procedure, transactions will be averaged as to price and will be allocated among Barrington's clients in proportion to the purchase and sale orders placed for each client account on any given day. Barrington may batch orders from accounts of the firm, employees and other related parties with those of other advisory clients provided that all participating unaffiliated accounts are able to complete their orders, and such affiliated accounts participate on the same basis as unaffiliated accounts. To the extent that Barrington is not able to batch orders, transactions for unaffiliated accounts will take priority over affiliated accounts. Barrington seeks to minimize the risk that any advisory client could be systematically advantaged or disadvantaged in connection with such batching and to ensure that all clients are treated fairly in the batching and allocation of portfolio transactions. Barrington does not receive any additional compensation as a result of the batching of orders.</p> <p>A client may direct Barrington to use a particular broker to execute some or all transactions for the client's account. In such event, the client will negotiate terms and arrangements for the account with that broker, and Barrington will not seek better execution services or prices from other brokers or be able to batch the client's transactions for execution through other brokers with orders for other accounts managed by Barrington. Barrington generally executes batch orders for non-directed clients before it executes orders for clients that direct brokerage. As a result, the 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. In the event that transactions for client accounts are effected through a broker that refers investment management clients to Barrington, the potential for conflict of interest may arise.</p>	

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(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

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Item 13B	<p>Barrington Asset Management, Inc. may, from time to time, compensate, either directly or indirectly, third parties (i.e. broker-dealers, investment advisers, consultants, etc.) for client referrals. Any such referral fee arrangement will be in writing, comply with applicable Federal and State laws and will be fully disclosed to the prospective client. These persons making referrals do not have any authority to accept any clients on behalf of Barrington, and Barrington does not have any responsibility to accept any prospective clients referred by such persons. The client does not pay any higher fee than would be the case without the efforts of these third-party solicitors. These referral fees may vary.</p> <p>Barrington may adopt one or more incentive plans from time to time which provide for compensation to employees of Barrington and its related persons who develop and refer new business to Barrington. Barrington may adopt such incentive plans formally or informally and the terms and the payments of the plan(s) may vary. Any incentive plans adopted will not affect in any way the amount of fees paid by a client.</p>	
Other Disclosures #1	<p style="text-align: center;"><b>BARRINGTON ASSET MANAGEMENT, INC.</b></p> <p style="text-align: center;"><b>CUSTOMER PRIVACY POLICY</b></p> <p>Barrington Asset Management, Inc. has a long-standing commitment of protecting the confidentiality and security of information we collect from our clients. It is our policy that we do not share nonpublic information about you outside of Barrington Asset Management, Inc. without your consent except for the specific purposes described below, in accordance with all applicable laws. The following describes the information we may gather and the circumstances under which it may be disclosed.</p> <p><b>Collection of Information</b></p> <p>In conducting our business and providing our clients with products and services, we collect nonpublic personal information ("Information") about our clients. This Information includes information we receive from you on applications or other forms; information about your transactions with us, our affiliates, or others; and information we receive from nonaffiliated third parties (e.g. consumer reporting agencies).</p> <p><b>Disclosure of Information</b></p> <p>We do not disclose Information about our clients or former clients to any nonaffiliated third parties, except as permitted by applicable law or regulation. We may share Information with affiliates of Barrington Asset Management, Inc., as well as with nonaffiliated companies that perform various services such as transfer agents, custodians, broker/dealers and other service firms and financial institutions with whom we have relationships. We may also share Information with nonaffiliated companies with which we have joint marketing agreements, such as an agreement with another broker/dealer or registered investment adviser enabling us to offer you certain of its products or services.</p>	

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Other Disclosures #1 (cont.)	<p><b>Protection of Information</b></p> <p>All employees are required to protect the confidentiality of Information and to comply with our established policies. We restrict access to Information about you to those employees who need to know that Information to provide products or services to you. We maintain physical, electronic, and procedural safeguards, within the applicable laws, to guard your Information.</p> <p><b>Affiliates of Barrington Asset Management, Inc.</b></p> <p>The following companies are under common control with Barrington Asset Management, Inc.:</p> <p style="padding-left: 40px;">Barrington Research Associates, Inc. Barrington Opportunity Fund Management, LLC Barrington Opportunity Fund, LP HMR Publishing Company, Inc.</p> <p><b>Further Information</b></p> <p>For questions concerning Barrington Asset Management, Inc.'s Privacy Policy, write us at Barrington Asset Management, Inc., Attn: Compliance Department, 161 N. Clark Street, Suite 2950, Chicago, Illinois 60601, or telephone Gregory Paris at (312) 634-6000. We reserve the right to change this Privacy Policy at any time.</p>	