

Uniform Application for Investment Adviser Registration

OMB APPROVAL
OMB Number: 3235-0049
Expires: February 28, 2006
Estimated average burden hours per response. . . .9.01

Name of Investment Adviser: Brightscape Investment Centers, Inc. (www.brightscape.com)					
Address:	(Number and Street)	(City)	(State)	(Zip Code)	Area Code: Telephone Number:
	7241 SW 168 th Street	Miami	FL	33157	(305) 233-6222

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

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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 OLB control number.**

Applicant: Brightscape Investment Centers, Inc.	SEC File Number: 801- 56973	Date: January 24, 2009
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Definitions for Part II

Related person -- Any officer, director or partner of applicant or any person directly or indirectly controlling, controlled by, or under common control with the applicant, including any non-clerical, non-ministerial employee.

Investment Supervisory Services -- Giving continuous investment advice to a client (or making investments for the client) based on the individual needs of the client. Individual needs include, for example, the nature of other client assets and the client's personal and family obligations.

1.	<p>A. Advisory Services and Fees. (check the applicable boxes)</p> <p>Applicant:</p> <p><input checked="" type="checkbox"/> (1) Provides investment supervisory services <u>95</u> %</p> <p><input type="checkbox"/> (2) Manages investment advisory accounts not involving investment supervisory services _____ %</p> <p><input type="checkbox"/> (3) Furnishes investment advice through consultations not included in either service described above _____ %</p> <p><input type="checkbox"/> (4) Issues periodicals about securities by subscription _____ %</p> <p><input type="checkbox"/> (5) Issues special reports about securities not included in any service described above _____ %</p> <p><input type="checkbox"/> (6) Issues, not as part of any services described above, any charts, graphs, formulas, or other devices which clients may use to evaluate securities _____ %</p> <p><input checked="" type="checkbox"/> (7) On more than an occasional basis, furnishes advice to clients on matters not involving securities <u>5</u> %</p> <p><input type="checkbox"/> (8) Provides a timing service _____ %</p> <p><input type="checkbox"/> (9) Furnishes advice about securities in any manner not described above _____ %</p> <p>(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.)</p>	<p>For each type of service provided, state the approximate % of total advisory billings from that service. (See instruction below.)</p>								
		<table border="0"> <tr> <td></td> <td style="text-align: center;">Yes</td> <td style="text-align: center;">No</td> </tr> <tr> <td>B. Does the applicant call any of the services it checked above financial planning or some similar term?</td> <td style="text-align: center;"><input checked="" type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> </tr> </table>		Yes	No	B. Does the applicant call any of the services it checked above financial planning or some similar term?	<input checked="" type="checkbox"/>	<input type="checkbox"/>		
	Yes	No								
B. Does the applicant call any of the services it checked above financial planning or some similar term?	<input checked="" type="checkbox"/>	<input type="checkbox"/>								
	<p>C. Applicant offers investment advisory services for: (check all that apply)</p> <table border="0"> <tr> <td><input checked="" type="checkbox"/> (1) A percentage of assets under management</td> <td><input type="checkbox"/> (4) Subscription fees</td> </tr> <tr> <td><input checked="" type="checkbox"/> (2) Hourly charges</td> <td><input type="checkbox"/> (5) Commissions</td> </tr> <tr> <td><input checked="" type="checkbox"/> (3) Fixed fees (not including subscription fees)</td> <td><input type="checkbox"/> (6) Other</td> </tr> </table>		<input checked="" type="checkbox"/> (1) A percentage of assets under management	<input type="checkbox"/> (4) Subscription fees	<input checked="" type="checkbox"/> (2) Hourly charges	<input type="checkbox"/> (5) Commissions	<input checked="" type="checkbox"/> (3) Fixed fees (not including subscription fees)	<input type="checkbox"/> (6) Other		
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	<p>D. For each checked box in A above, describe on Schedule F:</p> <ul style="list-style-type: none"> • 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.	<p>Types of Clients -- Applicant generally provides investment advice to: (check those that apply)</p> <table border="0"> <tr> <td><input checked="" type="checkbox"/> A. Individuals</td> <td><input checked="" type="checkbox"/> E. Trusts, estates, or charitable organizations</td> </tr> <tr> <td><input type="checkbox"/> B. Banks or thrift institutions</td> <td><input checked="" type="checkbox"/> F. Corporations or business entities other than those listed above</td> </tr> <tr> <td><input type="checkbox"/> C. Investment companies</td> <td><input type="checkbox"/> G. Other (describe on Schedule F)</td> </tr> <tr> <td><input checked="" type="checkbox"/> D. Pension and profit sharing plans</td> <td></td> </tr> </table>		<input checked="" type="checkbox"/> A. Individuals	<input checked="" type="checkbox"/> E. Trusts, estates, or charitable organizations	<input type="checkbox"/> B. Banks or thrift institutions	<input checked="" type="checkbox"/> F. Corporations or business entities other than those listed above	<input type="checkbox"/> C. Investment companies	<input type="checkbox"/> G. Other (describe on Schedule F)	<input checked="" type="checkbox"/> D. Pension and profit sharing plans	
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Applicant:

Brightscape Investment Centers, Inc.

SEC File Number:

801- 56973

Date:

January 24, 2009

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

- | | | | |
|-------------------------------------|--|-------------------------------------|--|
| <input checked="" type="checkbox"/> | A. Equity Securities | <input checked="" type="checkbox"/> | H. United States government securities |
| <input checked="" type="checkbox"/> | (1) exchange-listed securities | | |
| <input checked="" type="checkbox"/> | (2) securities traded over-the-counter | <input checked="" type="checkbox"/> | I. Options contracts on: |
| <input checked="" type="checkbox"/> | (3) foreign issues | <input type="checkbox"/> | (1) securities |
| | | <input type="checkbox"/> | (2) commodities |
| <input checked="" type="checkbox"/> | B. Warrants | | |
| <input checked="" type="checkbox"/> | C. Corporate debt securities | <input type="checkbox"/> | J. Futures contracts on: |
| | (other than commercial paper) | <input type="checkbox"/> | (1) tangibles |
| | | | (2) intangibles |
| <input checked="" type="checkbox"/> | D. Commercial paper | | |
| <input checked="" type="checkbox"/> | E. Certificates of deposit | <input type="checkbox"/> | K. Interests in partnerships investing in: |
| <input checked="" type="checkbox"/> | F. Municipal securities | <input checked="" type="checkbox"/> | (1) real estate |
| | | <input type="checkbox"/> | (2) oil and gas interests |
| <input checked="" type="checkbox"/> | G. Investment company securities | | (3) other (explain on Schedule F) |
| <input checked="" type="checkbox"/> | (1) variable life insurance | <input type="checkbox"/> | L. Other (explain on Schedule F) |
| <input checked="" type="checkbox"/> | (2) variable annuities | | |
| <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 type="checkbox"/> | Cyclical |
| (2) <input checked="" type="checkbox"/> | Fundamental | (5) <input checked="" type="checkbox"/> | Other (explain on Schedule F) |
| (3) <input type="checkbox"/> | Technical | | |

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

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

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

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

Applicant: Brightscape Investment Centers, Inc.	SEC File Number: 801- 56973	Date: January 24, 2009
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5. **Education and Business Standards.**

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

(If yes, 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	• formal education after high school
• year of birth	• business background for the preceding five years

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

A. Applicant is actively engaged in a business other than giving investment advice.

B. Applicant sells products or services other than investment advice to clients.

C. The principal business of applicant or its principal executive officers involves something other than providing investment advice.

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

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

A. Applicant is registered (or has an application pending) as a securities broker-dealer.

B. Applicant is registered (or has an application pending) as a futures commission merchant, commodity pool operator or commodity trading adviser.

C. Applicant has arrangements that are material to its advisory business or its clients with a related person who is a:

<input type="checkbox"/> (1) broker-dealer	<input type="checkbox"/> (7) accounting firm
<input type="checkbox"/> (2) investment company	<input type="checkbox"/> (8) law firm
<input type="checkbox"/> (3) other investment adviser	<input type="checkbox"/> (9) insurance company or agency
<input type="checkbox"/> (4) financial planning firm	<input type="checkbox"/> (10) pension consultant
<input type="checkbox"/> (5) commodity pool operator, commodity trading adviser or futures commission merchant	<input type="checkbox"/> (11) real estate broker or dealer
<input type="checkbox"/> (6) banking or thrift institution	<input type="checkbox"/> (12) entity that creates or packages limited partnerships

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

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

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

Applicant:	SEC File Number:	Date:
Brightscape Investment Centers, Inc.	801- 56973	January 24, 2009

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.)

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.

For clients for whom the Company provides investment supervisory services, the Company will typically provide quarterly reviews with the client unless the client prefers a more or less frequent arrangement or a more frequent review is dictated by market conditions. All clients sign an investment policy statement. A "strategy target" portfolio is established for each asset class in a client portfolio. If any asset class percentage changes in value in an amount in excess of 10% action must be taken to re-balance the portfolio. All accounts are marked to market on a quarterly basis to ensure adherence to the investment policy. On a quarterly basis all accounts are reviewed by Eric J. Weiss, Chief Investment Officer, to ensure adherence to the investment policy.

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

In general, independent custodians used by the Company will send monthly and or quarterly statements to clients. In addition, through the use of the purchased software, clients are provided with quarterly (monthly if requested) reports which include: portfolio performance vs. benchmarks, account transactions, current asset allocation vs. target and recommendations going forward.

Applicant: Brightscape Investment Centers, Inc.	SEC File Number: 801- 56973	Date: January 24, 2009
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12. Investment or Brokerage Discretion.

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

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

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

- the product, 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 products and research services received.

13. Additional Compensation.

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

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

(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; 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: Brightscape Investment Centers, Inc.	SEC File Number: 801 - 56973	Date: January 24, 2009
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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: Brightscape Investment Centers, Inc.	IRS Empl. Ident. No.: 69-0953716
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Item of Form (identify)	Answer
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1D	<p><u>Investment Supervisory Services</u> Brightscape Investment Centers, Inc. (the “Company” or the “Advisor”), and its investment adviser representatives, provide investment supervisory services to individuals and institutions located in the United States. All investment adviser representatives undergo a rigorous training program where they are taught modules including: investment basics, investment process, portfolio construction and investment advisory business practices, among others.</p> <p>All investment adviser representatives, in addition to having passed the Series 65 exam, must have the designation of Certified Financial Planner PROFESSIONAL or be in the process of attaining the CFP® designation within a reasonable period of time.</p> <p>The Company uses an investment process (see below) encompassing the following steps: identification of goal(s), risk profile of client, portfolio evaluation, synchronization of portfolio risk with client investment risk, recommendations, implementation of investment plan, goal adjustment (if needed), documentation and account maintenance.</p> <p>For smaller accounts (usually less than \$300,000) the Company uses US and International asset classes to design model portfolios pertaining to different client risk classifications: Conservative, Moderate Conservative, Moderate Aggressive and Aggressive. If necessary, adjustments are made to ensure that the risk of the model is consistent with the corresponding risk profile of the client. To implement the asset allocation the Company uses exchange traded funds (ETFs) and or mutual funds. On occasion individual bonds or stocks are purchased.</p> <p>For larger accounts (usually greater than \$300,000) the Company designs customized portfolios. These portfolios reflect the specific needs of the particular client.</p> <p>For all new clients the Company requires a “hold harmless” letter from the client pertaining to the investment decisions made by a previous investment adviser or broker.</p> <p>A more detailed explanation of the Company’s investment supervisory services is:</p>
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**Schedule F of
Form ADV
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Applicant: Brightscape Investment Centers, Inc.	SEC File Number: 801 - 56973	Date: January 24, 2009
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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: Brightscape Investment Centers, Inc.	IRS Empl. Ident. No.: 69-0953716
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Item of Form (identify)	Answer
	<p>a) <u>Engagement</u>: a letter is provided outlining the services to be provided and the fees to be charged.</p> <p>b) <u>Risk Questionnaire</u>: The questionnaire asks certain questions that will indicate the client's risk tolerance, time horizon, attitudes towards short and long term risk and personal goals. Using this information, the client will be scored and given a specific investment profile (e.g., Aggressive).</p> <p>c) <u>Goals</u>: We help the client identify and quantify goals. Goals are classified as short, medium or long term. To each goal a specific funding is attached.</p> <p>d) <u>Portfolio Evaluation</u>: If a prospect has a current investment portfolio, we will evaluate the portfolio and indicate a risk classification for the portfolio (e.g. Aggressive). This classification will be based on the historical weighted-average standard deviation of the portfolio's securities and representative asset classes.</p> <p>e) <u>Asset Classification</u>: Using fundamental analysis on portfolio holdings, e.g. market capitalization, price/book, etc. we calculate the portfolio's blended investment style. This is used to compare the portfolio's performance to market indices and as a basis for portfolio monitoring going forward.</p> <p>f) <u>Financial Plan</u>: For clients for whom a financial plan has been prepared portfolios are managed within the context of that plan. We devise plans for clients to achieve various goals the client might have, e.g. retirement, college funding, etc. Each goal will be achieved over different time frames and, therefore, will have a different risk level and portfolio. Software is used to provide a probability of achieving the goal using a Monte Carlo simulation. In situations of under funding, various remedial steps are recommended such as adjusting the goal, extending the time period, increasing contributions or a combination of the above. For larger accounts a customized portfolio is applied to each goal. The results are presented to the client within a report showing the recommended changes.</p>

Answer all items. 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: Brightscape Investment Centers, Inc.	SEC File Number: 801 - 56973	Date: January 24, 2009
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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: Brightscape Investment Centers, Inc.	IRS Empl. Ident. No.: 69-0953716
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Item of Form (identify)	Answer
	<p>g) <u>Recommended Changes</u>: For smaller accounts a model portfolio, consistent with the client's risk profile, is recommended. For large accounts a customized portfolio is developed for the client.</p> <p>h) <u>Investment Plan and Policy Statement</u>: An Investment Plan and Policy Statement is used to document how the account will be managed. The Investment Policy Statement outlines: the client's risk profile, management of deviations from asset classes going forward, permitted asset classes and investment products, the types and frequency of reports to be provided, the nature and frequency of meetings to be held and responsibilities of the client relating to informing the advisor of any changes in goals or objectives. The client and the Company sign the Investment Plan and Policy Statement.</p> <p>i) <u>Disclosure</u>: All clients are provided with a disclosure document outlining: any business affiliations the Company has with a company whose products or services we recommend, whether any compensation is derived from selling products and whether any fees have been paid to sales agents or other professionals for referring business.</p> <p>j) <u>Investment Advisory Agreement</u>: This document covers the terms and conditions for which the Company will provide investment supervisory services. Contained in Schedule A, or in a separate document, is the agreed upon portfolio indicating the different percentages for each asset class. Schedule B contains fees charged for the service rendered. The client, at any time, may terminate the advisory agreement upon written notice to the Company. Prior to signing the Investment Advisory Agreement clients are provided a copy of the Company's Form ADV.</p>

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

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Applicant: Brightscape Investment Centers, Inc.	SEC File Number: 801 - 56973	Date: January 24, 2009
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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: Brightscape Investment Centers, Inc.	IRS Empl. Ident. No.: 69-0953716
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Item of Form (identify)	Answer												
	<p style="text-align: center;"><u>Fees</u></p> <table style="margin-left: auto; margin-right: auto;"> <thead> <tr> <th style="text-align: left;"><u>Account Asset Level</u></th> <th style="text-align: left;"><u>Annual Fee Percentage</u></th> </tr> </thead> <tbody> <tr> <td>\$50,000 to \$249,999</td> <td>2.00%</td> </tr> <tr> <td>\$250,000 to \$499,999</td> <td>1.75%</td> </tr> <tr> <td>\$500,000 to \$749,999</td> <td>1.50%</td> </tr> <tr> <td>\$750,000 to \$999,999</td> <td>1.25%</td> </tr> <tr> <td>Over \$1,000,000</td> <td>1.00%</td> </tr> </tbody> </table> <p>Fees are negotiable. Fees are based upon a percentage of the assets managed and are charged in arrears on a monthly or quarterly basis and are non-refundable. A flat fee or fee by the hour can also be arranged and is determined at the time the service is provided. For most clients fees are charged electronically (an invoice is mailed indicating the fee amount) to their account at the Company's independent custodian, Fidelity Investments, for which Brightscape receives the fee immediately. For some clients an invoice is mailed and Brightscape receives the fee by check within 30 days.</p> <p>The flat or fixed fee rate is determined based upon the complexity of the assignment. Fixed fees range from \$250 to \$7,500 per annum.</p> <p>Clients should note that because mutual funds and exchange traded funds pay advisory fees to their investment advisors and such fees are, therefore, indirectly charged to all holders of mutual fund shares, clients with mutual or exchange traded funds in their portfolios are effectively paying both the Advisor and the mutual or exchange traded fund manager for the management of their assets. Clients who place mutual fund shares under the Advisor's management are, therefore, subject to both the Advisor's direct management fee and the indirect management fee of the mutual or exchange traded fund's managers.</p>	<u>Account Asset Level</u>	<u>Annual Fee Percentage</u>	\$50,000 to \$249,999	2.00%	\$250,000 to \$499,999	1.75%	\$500,000 to \$749,999	1.50%	\$750,000 to \$999,999	1.25%	Over \$1,000,000	1.00%
<u>Account Asset Level</u>	<u>Annual Fee Percentage</u>												
\$50,000 to \$249,999	2.00%												
\$250,000 to \$499,999	1.75%												
\$500,000 to \$749,999	1.50%												
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Answer all items. Complete amended pages in full, circle amended items and file with execution page (page 1).

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

1. Full name of applicant exactly as stated in item 1A of Part I of Form ADV: Brightscape Investment Centers, Inc.	IRS Empl. Ident. No.: 69-0953716
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Item of Form (identify)	Answer
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4A (5)

Advice on Matters Not Involving Securities

The Company provides financial plans to address different client needs including:

- Budgeting
- Asset acquisition
- Retirement
- Education funding
- Estate planning
- Strategic tax planning
- Planning for various life events, e.g. marriage, divorce, child, etc. -
- Insurance
- Credit management
- Comprehensive plan

Fees are either on an hourly basis or fixed according to the service delivered. The specific fee to be charged is contained in an engagement letter given to the client. Fees are paid upon delivery of the plan and are non-refundable.

The hourly rate is \$200 per hour and is negotiable. The fee is paid upon the delivery of the plan and is non-refundable.

Pension Consulting Services

The Company provides consulting services to 401(k) plans. These services consist of analyzing mutual funds contained in a plan platform and assigning each fund to an asset class. Using these asset classes model portfolios are designed according to the following specifications: nine different time frames, reflecting the length of time until retirement for plan participants, are used; within each time frame three different model portfolios, Conservative, Moderate and Aggressive are developed.

A flat fee for each consultation is charged; the fee is charged in arrears upon the delivery of the service and is non-refundable. Fees are negotiable.

The Company will primarily utilize other methods of security analysis, specifically asset allocation, which we believe to be the most important determinant in a portfolio's performance. Analysis is focused on the

**Schedule F of
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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: Brightscape Investment Centers, Inc.	IRS Empl. Ident. No.: 69-0953716
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Item of Form (identify)	Answer
4C (7)	<p>changing correlation between the returns of different asset classes and this impact on the investor’s asset allocation. Focus is also directed at the “style” consistency of mutual funds, fund costs and expense ratios and their tax efficiency.</p> <p>Portfolio diversification is the focus of the Company’s investment strategy. All portfolios contain differing percentages of “Core” asset classes which include: U.S. Equities: large cap growth, large cap value, mid blend, small cap growth, small cap value, Non-U.S. Equities: large cap developed markets (Europe, Australasia, Far East or “EAFE”), small cap EAFE, value EAFE, growth EAFE and emerging markets (Brazil, Russia, China, India, etc.). The fixed income component varies between 5 to 100% according to the portfolio risk. The Company believes the purpose of fixed income is to stabilize or “anchor” the portfolio and, therefore, should be devoid of any volatility. The Company does not predict future interest rate movements, but rather uses the current yield curve as the best indication of interest rates and adjusts its fixed income duration accordingly. If the client’s risk rating warrants, the Company will add an “Explore” component to the portfolio. The Explore portion will likely be between 5 and 15% of the total portfolio. The Company seeks to identify asset classes which on a relative value basis appear to be undervalued to include in the Explore portion.</p>
5	<p>Any associated persons of the Company providing investment advice will usually, but not necessarily, have a four year college degree in finance, economics or a related discipline. In addition, experience at a major financial institution will often be the case. Relevant business experience will demonstrate a high degree of professionalism and exceptional client focus. In addition, associated persons of the Company are required to be properly licensed and registered in the states in which investment advisory business is conducted. Those with previous financial services experience must have a clean disciplinary record. We also require associated persons to be of the highest ethics and to embody the integrity of the Brightscape service. All investment advisor representatives must have passed the Series 65 exam and have attained the Certified Financial Planner™ PROFESSIONAL designation or is expected to attain the designation within a reasonable period of time.</p>

Answer all items. 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: Brightscape Investment Centers, Inc.	SEC File Number: 801 - 56973	Date: January 24, 2009
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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: Brightscape Investment Centers, Inc.	IRS Empl. Ident. No.: 69-0953716
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Item of Form (identify)	Answer
6	<p>Eric J. Weiss DOB: 07/31/53</p> <p>Education Background</p> <p>George Washington University Washington, DC 1975 – B.A. International Affairs</p> <p>Columbia University New York, NY 1976 – M.A. Economics</p> <p>University of Chicago Chicago, Illinois 1979 – M.B.A. Finance</p> <p>Business Background</p> <p>Brightscape Investment Centers, Inc. Chief Executive Officer/Director 10/99 - Present</p> <p>Certified Financial Planner™ PROFESSIONAL 5/06 - Present</p> <p>Adjunct Professor of Finance University of Miami 8/04 - Present</p> <p>Brightscape, Inc. Chief Executive Officer/Director 01/00 - Present</p> <p>OptimizeUSA Index Funds Limited (formerly Paradigm World Index Funds Limited) Director 07/98 – 01/01</p> <p>OptimizeUSA Securities, Inc. (formerly Paradigm International Securities, Inc.) Director 08/98 – 08/03</p> <p>Paradigm Capital Management Group, Inc. Director 07/97 - 08/98</p> <p>Paradigm Capital Advisors, Inc. Principal/Director 08/96 - 03/97</p>

Answer all items. 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: Brightscape Investment Centers, Inc.	SEC File Number: 801 - 56973	Date: January 24, 2009
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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: Brightscape Investment Centers, Inc.	IRS Empl. Ident. No.: 69-0953716
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Item of Form (identify)	Answer
	<p>Chase Manhattan Private Bank Business Developer-Vice President 01/94 - 08/96</p> <p>Richard Scott Boyles DOB: 12/20/77</p> <p>Education Background Southern Methodist University Dallas, TX 1998 – BA Finance</p> <p>Business Background Brightscape Investment Centers, Inc. Director Designated Principal & Branch Mgr./Texas 8/04 – Present</p> <p>Certified Financial Planner™ PROFESSIONAL 1/07 - Present</p> <p>Centex Homes Financial Analyst 10/01 – 7/03</p> <p>Brickman Group Assistant Controller 5/00 – 10/01</p> <p>Kenneth R. Turner DOB: 6/24/65</p> <p>Business Background Brightscape Investment Centers, Inc. Investment Advisor Representative 1/07 – Present</p> <p>Certified Financial Planner™ PROFESSIONAL 2/07 – Present</p> <p>Accenture Senior Developer 7/04 – 12/06</p> <p>Sapphire Technologies Senior Systems Analyst 11/03 – 6/04</p> <p>MCI Senior Systems Analyst 3/98 – 5/03</p>

Answer all items. 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: Brightscape Investment Centers, Inc.	SEC File Number: 801 - 56973	Date: January 24, 2009
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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: Brightscape Investment Centers, Inc.	IRS Empl. Ident. No.: 69-0953716
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Item of Form (identify)	Answer
7B	The Company provides financial planning services including: budgeting, insurance, tax, education funding, retirement planning, credit management and estate planning. This business represents approximately 5% of the Company's activities.
9E	Related persons of the company invest their own money in U.S. based funds and stocks that the Company may also recommend to clients. Records will be maintained of all securities bought or sold by the Company, associated persons or related entities. Employees, associated persons or related entities of the Company are prohibited from recommending any security to clients with a market capitalization of less than \$100 million that is also owned by that employee, associated person or related entity.
10	The minimum account size to open an account and receive investment supervisory services is \$10,000. Accounts with less than \$300,000 generally receive model portfolio recommendations, while those greater than \$300,000 generally receive customized portfolio recommendations.
12B	If requested by the client, the Company will make specific recommendations from a group of broker-dealers the Company has worked with. Broker-dealers may be selected based upon financial stability, product and cost to the client. In addition, the Company may look at their experience, past performance, and the ability to meet the client's needs.
13B	Persons who are not investment advisor representatives with the Company and who refer clients to the Company will receive compensation in the form of referral fees. The Company shall comply with Rule 206(4)-3 of the Advisers Act and State specific rules and regulations regarding the use of solicitors when establishing and maintaining such arrangements.

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