

FORM ADV

Uniform Application for Investment Adviser Registration

Part II - Page 1

OMB APPROVAL

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Name of Investment Adviser: Button Financial					
Address:	(Number and Street)	(City)	(State)	(Zip Code)	Area Code: Telephone Number:
	97 South Brentwood Street	Lakewood	CO	80226	303-861-5290

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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(Schedule 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.

Applicant: **Button Financial**

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02/01/2008

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:

- (1) Provides investment supervisory services 47 %
- (2) Manages investment advisory accounts not involving investment supervisory services..... %
- (3) Furnishes investment advice through consultations not included in either service described above... 10 %
- (4) Issues periodicals about securities by subscription %
- (5) Issues special reports about securities not included in any service described above..... %
- (6) Issues, not as part of any service described above, any charts, graphs, formulas, or other devices which clients may use to evaluate securities..... %
- (7) On more than an occasional basis, furnishes advice to clients on matters not involving securities... 43 %
- (8) Provides a timing service %
- (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)

- (1) A percentage of assets under management (4) Subscription fees
- (2) Hourly charges (5) Commissions
- (3) Fixed fees (not including subscription fees) (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)

- A. Individuals E. Trusts, estates, or charitable organizations
- B. Banks or thrift institutions F. Corporations or business entities other than those listed above
- C. Investment companies G. Other (describe on Schedule F)
- 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 checked="" type="checkbox"/> A. Equity securities
(1) exchange-listed securities
<input type="checkbox"/> (2) securities traded over-the-counter
<input type="checkbox"/> (3) Foreign issuers | <input checked="" type="checkbox"/> H. United States government securities |
| <input type="checkbox"/> B. Warrants | <input type="checkbox"/> I. Options contracts on:
(1) securities
<input type="checkbox"/> (2) commodities |
| <input checked="" type="checkbox"/> C. Corporate debt securities (other than commercial paper) | <input type="checkbox"/> J. Futures contracts on:
(1) tangibles
<input type="checkbox"/> (2) intangibles |
| <input type="checkbox"/> D. Commercial paper | <input type="checkbox"/> K. Interests in partnerships investing in:
(1) real estate
<input type="checkbox"/> (2) oil and gas interests
<input type="checkbox"/> (3) other (explain on Schedule F) |
| <input checked="" type="checkbox"/> E. Certificates of deposit | <input type="checkbox"/> L. Other (explain on Schedule F) |
| <input checked="" type="checkbox"/> F. Municipal securities | |
| <input checked="" type="checkbox"/> G. Investment company securities:
(1) variable life insurance
<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 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 checked="" 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 type="checkbox"/> Margin transactions |
| (2) <input type="checkbox"/> Short term purchases
(securities sold within a year) | (6) <input 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 | |

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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, please 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 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.)

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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 sell for itself securities it also recommended 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 advisory 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 condition 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 account, 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.

IMFPA review reports are provided quarterly or semi-annually according to an agreed upon schedule. Button specializes in comprehensive financial planning and communicates with IMFPA clients at least quarterly. Hourly clients initiate all communication, and are encouraged to do this no less than annually. Additional reviews may be triggered by changes in client goals and life events, tax law, economy, and/or the status of a particular investment held by the client. Button performs all review and updating procedures. Clients have the responsibility to inform Button of material changes in their situation.

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

A written summary report is given to the client after the initial interview (3-4 hours in length). The frequency and scope of subsequent reports depend on additional agreements made with the client. These reports may be quarterly, semi-annually or annually; they may include a balance sheet, income statement, cash flow statement, asset allocation analysis, the development of an Investment Policy Statement, retirement, college funding or tax projections. Clients who choose to work on an hourly basis are provided with reports which relate to specific requests.

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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:

- | | | |
|--|--------------------------|-------------------------------------|
| | Yes | No |
| (1) securities to be bought or sold? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| (2) amount of securities to be bought or sold? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| (3) broker or dealer to be used? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| (4) commission rates paid? | <input type="checkbox"/> | <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 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 | No |
| | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| B. directly or indirectly compensates any person for client referrals? | Yes | No |
| | <input type="checkbox"/> | <input checked="" 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: Button Financial	SEC File Number: 801-	Date: 02/01/2008
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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:		IRS Empl. Ident. No.:												
Item of Form (identify)	Answer													
Page 2 1.A.(1)	<p>All fees are negotiable.</p> <p>An Investment Management/Financial Planning Account(s) (herein referred to as "IMFPA") provides continuous supervision and management of all capital assets including specific investment selection, quarterly or semi-annual investment review and performance reports and financial planning consultations.</p> <p>For client contracts signed before 2004, fees are pre-paid quarterly based on the following Assets Under Management (AUM) annual fee schedule:</p> <table border="0"> <tr> <td>2%</td> <td>Up to \$250,000</td> </tr> <tr> <td>1.5%</td> <td>\$250,000-\$500,000</td> </tr> <tr> <td>1.0%</td> <td>Over \$500,000</td> </tr> </table> <p>For client contracts signed beginning 2004, an Annual Retainer is the compensation arrangement for IMFPA. The Annual Retainer is negotiated based originally on a combination of the value of the assets to be managed, the complexity of the client's situation and an estimate of time involved. This compensation arrangement is believed to be more appropriately linked to the nature of the relationship, diverting attention from an "assets under management" model and toward a more comprehensive financial advisor/consultant relationship. The Annual Retainer fee is billed quarterly or semi-annually.</p> <p>Upon signing of an IMFPA agreement, an account origination fee of \$500.00 and one quarter's fee are due and are non-refundable. For the purpose of calculating the quarterly fee, the first period commences on the first day of the nearest month after the effective date of the agreement. Fees for partial quarters at commencement or termination of the agreement are prorated. Remittance in the full amount of the fee shall either be collected by the custodian of Client's account by debiting Client accounts, or Client may chose to pay said fee directly to Advisor. Fees are due in advance of each quarter. The minimum annual fee for IMFPA is \$4,000.</p> <p>Investment Brokerage Accounts (herein referred to as "IBA") provide recommendation, selection and monitoring of specific investments for 12 months from the date of the engagement. Compensation is a one-time, pre-paid fee for the amount to be invested. This can be appropriately thought of as a transaction fee. The fee schedule for IBA accounts is:</p> <table border="0"> <tr> <td>Equity Investments</td> <td>3.0%</td> <td>Up to \$150,000</td> </tr> <tr> <td>Fixed Income Investments</td> <td>1.5%</td> <td>Up to \$150,000</td> </tr> </table> <p>This IBA is not appropriate for sums over those in the schedule nor when the investments must be coordinated with other investment assets.</p>		2%	Up to \$250,000	1.5%	\$250,000-\$500,000	1.0%	Over \$500,000	Equity Investments	3.0%	Up to \$150,000	Fixed Income Investments	1.5%	Up to \$150,000
2%	Up to \$250,000													
1.5%	\$250,000-\$500,000													
1.0%	Over \$500,000													
Equity Investments	3.0%	Up to \$150,000												
Fixed Income Investments	1.5%	Up to \$150,000												
Page 2 1.A.(3)	<p>For specific selection of investments from an isolated universe of options such as an employer sponsored 401(k) and with no other assets to be considered, the method of compensation may be hourly. No monitoring nor future advice is available until Client presents these accounts for review at the hourly rate. This arrangement is not appropriate when these investments must be coordinated with other investment assets.</p>													

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

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

Applicant: Button Financial	SEC File Number: 801-	Date: 02/01/2008
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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:		IRS Empl. Ident. No.:
Item of Form (identify)	Answer	
Page 2 1.A.(3) (continued)	Advice regarding investment policies, strategies and non-specific investment selection is provided on either an hourly basis @ \$180.00 or on a project fee basis. Additional financial planning services shall be billed on an hourly or annual retainer basis.	
Page 2 1.A.(7)	<p>Financial planning advice is provided on either an hourly basis @ \$180.00, on a project fee basis, or as part of the IMFPA AUM or Retainer. In addition, financial planning relationships with a commitment to the task, rather than as elected by the client on an occasional and hourly basis, may be provided via an annual retainer. The minimum annual retainer is \$3,000, billed quarterly according to the following schedule:</p> <p style="margin-left: 40px;">First quarter: 50% Second quarter: 30% Third quarter: 10% Fourth quarter: 10%</p> <p>All financial planning services described are comprehensive and include advice and counsel in the areas of cash and risk management, tax, retirement and estate planning as well as the client's or couple's relationship with money and life planning.</p> <p>Applicant occasionally teaches, gives seminars and speeches and writes for magazines, newspapers, or the Button Financial web site pertaining to financial planning and generic investment issues.</p>	
Page 3 4.C.(7)	Modern Portfolio Theory, Random Walk Theory, the Efficient Market Hypothesis and Asset Allocation are the investment strategies employed at Button Financial. Investments recommended fit into an allocation determined to be consistent with the client's goals, time horizon and volatility tolerance. Market timing and security selection are recognized to have minimal effect on the variance of portfolio returns. For all IMFPAs, guidance is provided by a written Investment Policy Statement.	
Page 4 5.	All AIRs must have more than five years experience in financial services or be a CFP(R) Certificant.	
Page 4 6.	<p>Sally Jo Button, born 7/18/1950 BA Music, Colorado College, 1971 MEd Counseling/Psychology, Montana State University, 1977 MS Retirement Planning, College for Financial Planning, 1995 CERTIFIED FINANCIAL PLANNER (R) CERTIFICATION, 1984 Owner of Button Financial, 1983-present</p>	
Page 4 7.C.	The primary occupation of applicant is comprehensive financial planning. Button's time is allocated approximately as follows: 48% investment advice, 47% financial planning and consulting, 5% speaking and education.	
Page 4 8.C.(3)	Susan O'Grady, CFP(r) is Sally Jo Button's Agent under a Durable Power of Attorney. In the event of Sally Jo Button's incapacity, Susan would assist with the efficient transitioning on IMFPAs. She would be acting as an independent contractor to Button Financial under the IMFPA contracts, and not under her RIA firm, Equipoise Wealth Management, Inc.	

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

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

Applicant: Button Financial	SEC File Number: 801-	Date: 02/01/2008
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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:		IRS Empl. Ident. No.:
Item of Form (identify)	Answer	
Page 5 10. OTHER	<p>The minimum annual fee for IMFPA Retainers is \$4,000. The minimum annual fee for Financial Planning Retainers is \$3,000.</p> <p>Code of Ethics: The CFP Board's Code of Ethics and Professional Responsibility is adopted by Button Financial. They are an expression of the financial planning profession's recognition of its responsibilities to the public, clients, colleagues and employees. As a Fiduciary, Button Financial has a duty of utmost good faith to act solely in the best interest of each of our clients. Our clients entrust us with their funds which in turn places a high standard on our conduct and integrity. Our fiduciary duty compels the Applicant, all those involved in determining or giving investment advice to clients, and all affiliates to act with the utmost integrity in all dealings. This fiduciary duty is the core principle underlying this Code of Ethics and Personal Trading Policy and represents the expected basis of all dealings with clients.</p> <p>Personal Trading Policy: In general, Applicant will purchase or sell a security for her personal accounts only after trading of that same security has been completed in client accounts. Button Financial does not nor does Sally Jo Button invest in any IPOs or Private Placements.</p> <p>Proxy Voting: Without exception, Button Financial does not vote proxies on behalf of clients and no proxy materials are to be delivered to Button Financial. Sally Jo Button may answer client questions regarding proxy voting matters in an effort to assist the client in determining their vote. However, the final decision rests with the client.</p> <p>Insider Trading: Button Financial is not, generally, in a position to receive insider information. If, however, there is an occasion to believe that insider information has been communicated, no trading activity is permitted. In addition, confidentiality rules under the CFP Board's Code of Ethics and Professional Responsibility prevent the dissemination of perceived insider information.</p> <p>Annual Offer: Button Financial offers to deliver to IMFPA clients a copy of the ADV Part II every December without charge. In the same communication, the privacy policy is restated. All appear on the web site for Button Financial. www.ButtonFinancial.net</p> <p>Button Financial's Compliance Manual and Disaster Recovery and Continuity Plan are reviewed by the Chief Compliance Officer every September.</p>	

(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:		IRS Empl. Ident. No.:
Item of Form (identify)	Answer	

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

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

Applicant: Button Financial	SEC File Number: 801-	Date: 02/01/2008
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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:		IRS Empl. Ident. No.:
Item of Form (identify)	Answer	

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