

**FORM ADV****Uniform Application for Investment Adviser Registration****Part II - Page 1****OMB APPROVAL**

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Name of Investment Adviser:

**Hancock Capital Management, Inc.**

Address: (Number and Street)

(City)

(State)

(Zip Code)

Area Code: Telephone Number:

**1618 East Pleasant Valley Boulevard****Altoona****PA****16602****( 814 ) 944-8849**

**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.**

**FORM ADV****Part II - Page 2**

Applicant:

**Hancock Capital Management, Inc.**

SEC File Number:

801-

Date:

**05/28/2009****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. **Estimate**  
(See instruction below.)**Applicant:**

- |                                     |     |   |              |
|-------------------------------------|-----|---|--------------|
| <input checked="" type="checkbox"/> | (1) | Provides investment supervisory services .....  | <u>100</u> % |
| <input type="checkbox"/>            | (2) | Manages investment advisory accounts not involving investment supervisory services .....  | <u>  </u> %  |
| <input checked="" type="checkbox"/> | (3) | Furnishes investment advice through consultations not included in either service described above .....  | <u>0</u> %   |
| <input type="checkbox"/>            | (4) | Issues periodicals about securities by subscription .....   | <u>  </u> %  |
| <input type="checkbox"/>            | (5) | Issues special reports about securities not included in any service described above .....   | <u>  </u> %  |
| <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 ..... | <u>  </u> %  |
| <input checked="" type="checkbox"/> | (7) | On more than an occasional basis, furnishes advice to clients on matters not involving securities .....   | <u>0</u> %   |
| <input type="checkbox"/>            | (8) | Provides a timing service .....   | <u>  </u> %  |
| <input checked="" type="checkbox"/> | (9) | Furnishes advice about securities in any manner not described above .....   | <u>0</u> %   |

(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 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             |

**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 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).**

**FORM ADV****Part II - Page 3**

Applicant:

**Hancock Capital Management, Inc.**

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Date:

**05/28/2009****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             | I. Options contracts on:   |
| <input checked="" type="checkbox"/> (3) foreign issues                                 | <input type="checkbox"/> (1) securities                                    |
|  | <input type="checkbox"/> (2) commodities                                   |
| <input type="checkbox"/> B. Warrants   | J. Futures contracts on:   |
|  | <input type="checkbox"/> (1) tangibles                                     |
| <input type="checkbox"/> C. Corporate debt securities<br>(other than commercial paper) | <input type="checkbox"/> (2) intangibles                                   |
| <input type="checkbox"/> D. Commercial paper   | K. Interests in partnerships investing in:                                 |
| <input checked="" type="checkbox"/> E. Certificates of deposit                         | <input type="checkbox"/> (1) real estate                                   |
| <input checked="" type="checkbox"/> F. Municipal securities                            | <input type="checkbox"/> (2) oil and gas interests                         |
|  | <input type="checkbox"/> (3) other (explain on Schedule F)                 |
| G. Investment company securities:  | <input checked="" type="checkbox"/> L. Other (explain on Schedule F)       |
| <input checked="" type="checkbox"/> (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 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<br>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<br>(securities held at least a year) | (5) <input type="checkbox"/> Margin transactions   |
| (2) <input type="checkbox"/> Short term purchases<br>(securities sold within a year)             | (6) <input type="checkbox"/> Option writing, including covered options, uncovered<br>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   |  |

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

**FORM ADV****Part II - Page 4**

Applicant:

**Hancock Capital Management, Inc.**

SEC File Number:

801-

Date:

**05/28/2009****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 checked="" 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.)

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

**FORM ADV****Part II - Page 5**

Applicant:

**Hancock Capital Management, Inc.**

SEC File Number:

801-

Date:

**05/28/2009****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.) 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.

**Please refer to Schedule F, Item 11.A.**

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

**Please refer to Schedule F, Item 11.B.**

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

**FORM ADV****Part II - Page 6**

Applicant:

**Hancock Capital Management, Inc.**

SEC File Number:

801-

Date:

**05/28/2009****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 No

☐ ☒

(2) amount of the securities to be bought or sold ? . . . . .

Yes No

☐ ☒

(3) broker or dealer to be used ? . . . . .

Yes No

☐ ☒

(4) commission rates paid? . . . . .

Yes No

☐ ☒

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 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 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

☐ ☒**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:	SEC File Number:	Date:
<b>Hancock Capital Management, Inc.</b>	801-	<b>05-28-2009</b>

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: <b>Hancock Capital Management, Inc.</b>		IRS Empl. Ident.No.: <b>23-2869469</b>
Item of Form (identify)	Answer	
Item 1.D.	<p><b>Advisory Services and Fees</b></p> <p>Hancock Capital Management, Inc. (hereinafter "HCM" or the "Firm") offers personalized investment advisory services to individuals, pension and profit sharing plans, charitable organizations, corporations and other business entities. Individuals associated with HCM will provide its investment advisory services. These individuals are appropriately licensed, qualified, and/or authorized to provide advisory services on HCM's behalf. Such individuals are known as Investment Adviser Representatives (IARs).</p> <p>HCM is a corporation formed under the laws of the Commonwealth of Pennsylvania. This Schedule F narrative provides clients with information regarding HCM and the qualifications, business practices, and nature of advisory services that should be considered before becoming an advisory client of HCM.</p> <p>Please contact Robert E. Donlan, President/Chief Compliance Officer, if you have any questions about this Schedule F narrative. Additional information about HCM is available on the Internet at <a href="http://www.adviserinfo.sec.gov">www.adviserinfo.sec.gov</a>. You can search this site by a unique identifying number, known as a CRD number. The CRD number for HCM is 122520.</p> <p>Persons associated with HCM are also registered representatives of Prncor Financial Services Corporation ("Prncor"), a full service securities broker/dealer licensed under federal and state securities laws. In this capacity, such individuals will earn commissions on the sale of securities and insurance related products.</p> <p><b>Portfolio Management Services</b></p> <p>HCM provides non-discretionary asset management and investment advisory services on a continuous basis. Since accounts managed on a non-discretionary basis, the Firm will seek client approval prior to placing orders for any transaction. Subject to client approval, once the portfolio is constructed, HCM provides continuous supervision and rebalancing of the portfolio as changes in market conditions and client circumstances may require.</p> <p>Each client's investment objectives and strategies are jointly established by HCM and the client after considering the client's investment portfolio, financial goals, risk tolerance, net worth, liquidity, tax bracket, time horizon, and any other relevant factors. The investment strategies are designed to provide the client with a sufficiently diversified portfolio based on an asset allocation strategy so as to reduce risk while providing the client with a desired return. Typically, HCM meets with the client annually, at which time the client's investment strategies are reviewed and modified accordingly to reflect any change in the investment objectives. HCM primarily invests in mutual fund securities through, or recommends mutual fund securities available principally through TD AMERITRADE Institutional, Division of TD AMERITRADE, Inc., Member FINRA/SIPC ("TD AMERITRADE"), or Charles Schwab &amp; Co. Institutional ("Schwab"), both of which are unaffiliated discount brokerage firms. Each of these firms provides custody, recordkeeping, and reporting services for HCM and its advisory clients. They afford the client access to over 10,000 mutual funds, including funds with no front-end charge or contingent deferred sales loads. However, these broker dealers may charge transaction fees for purchases and redemptions of some mutual funds.</p> <p>While HCM offers stand-alone financial planning services for a separate fee as described below, some degree of planning is inherent to the overall management process. Therefore, certain planning services will be provided for portfolio management clients, but written plans will not be delivered to Portfolio Management clients. Any planning services for portfolio management clients are purely incidental to the management process and no additional</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:	SEC File Number:	Date:
<b>Hancock Capital Management, Inc.</b>	801-	<b>05-28-2009</b>

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: <b>Hancock Capital Management, Inc.</b>		IRS Empl. Ident.No.: <b>23-2869469</b>												
Item of Form (identify)	Answer													
Item 1.D. (continued)	<p>planning fees will be charged for such services that are incidental to the portfolio management process.</p> <p>The annual fee for portfolio management services is billed quarterly in advance based upon the market value of all assets in the account on the last trading day of each calendar quarter. Fees will be assessed pro rata in the event the portfolio management agreement is executed at any time other than the first day of a calendar quarter. On an annualized basis, HCM's fees for portfolio management services, subjected to negotiation, are based on the following tiered fee schedule:</p> <table border="0"> <tr> <td>Market Value of Assets</td> <td>Annualized Fee*</td> </tr> <tr> <td>First \$250,000</td> <td>1.50%</td> </tr> <tr> <td>Next \$250,001 - \$500,000</td> <td>1.25%</td> </tr> <tr> <td>Next \$500,001 - \$1,000,000</td> <td>1.00%</td> </tr> <tr> <td>Next \$1,000,001 - \$2,000,000</td> <td>0.75%</td> </tr> <tr> <td>Next \$2,000,001 and Above</td> <td>0.50%</td> </tr> </table> <p>*Minimum annual fee \$400, also payable quarterly in advance.</p> <p>Payment of HCM's management fees will be made by the qualified custodian holding the client's funds and securities provided the client supplies written authorization permitting the fees to be paid directly from the account. HCM will not have access to client funds for payment of fees without written consent by the client. Further, the qualified custodian agrees to deliver a quarterly account statement directly to the client, showing all disbursements from the account. The client is encouraged to review all account statements for accuracy. HCM will receive a duplicate copy of the statement that was delivered to the client.</p> <p>The client may terminate the portfolio management agreement within five days of the date of execution without penalty to the client. After the five-day period, either party may terminate the agreement by providing written notice to the other party. Unearned fees will be promptly refunded to the client.</p> <p><b>Financial Planning Services</b></p> <p>HCM engages in financial planning services for a fee. Such services typically involve providing a variety of services to clients regarding the management of their financial resources, based upon an analysis of their individual needs. The process typically begins with an initial complimentary consultation during which the various services provided by HCM are explained. During or after the initial consultation, if the client decides to engage HCM for financial planning services, pertinent information about the client's personal and financial circumstances and objectives is collected. As required, HCM will conduct follow-up interviews for the purpose of reviewing and/or collecting financial data. Once this information has been reviewed and analyzed, a written financial plan – designed to achieve the client's stated financial goals and objectives – will be produced and presented to the client.</p> <p>The client may elect to have HCM prepare a financial plan for a set fee and then assist the client with plan implementation and on-going consulting related to the management of the client's assets through the Firm's portfolio management services, as described more fully above. Alternatively, the client might decide to have a financial plan prepared for a set fee but hold off on making a decision as to plan implementation and on-going consulting services until a later date.</p> <p>HCM charges either a fixed fee that ranges between \$300 and \$10,000, or an hourly fee that</p>		Market Value of Assets	Annualized Fee*	First \$250,000	1.50%	Next \$250,001 - \$500,000	1.25%	Next \$500,001 - \$1,000,000	1.00%	Next \$1,000,001 - \$2,000,000	0.75%	Next \$2,000,001 and Above	0.50%
Market Value of Assets	Annualized Fee*													
First \$250,000	1.50%													
Next \$250,001 - \$500,000	1.25%													
Next \$500,001 - \$1,000,000	1.00%													
Next \$1,000,001 - \$2,000,000	0.75%													
Next \$2,000,001 and Above	0.50%													

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:	SEC File Number:	Date:
<b>Hancock Capital Management, Inc.</b>	801-	<b>05-28-2009</b>

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: <b>Hancock Capital Management, Inc.</b>		IRS Empl. Ident.No.: <b>23-2869469</b>
Item of Form (identify)	Answer	
Item 1.D. (continued)	<p>ranges between \$75 and \$150 for financial planning services. For preparation of the initial financial plan, 20% of the estimated fees will be due upon signing the advisory agreement, with the balance due as invoiced, or upon presentation of the written financial plan to the client. In special circumstances, other fee-paying arrangements may be negotiated. If it is determined that the client is only in need of an individual consultation, the client will be obligated to pay the entire fee at the end of the consultation. These services are provided for an hourly fee, which will be agreed upon in advance. After a consultation has been conducted, the fee will not be refundable.</p> <p>The type and amount of the fees charged to the client will be negotiated on a case-by-case basis, and are based on the complexity of the client's financial situation and the scope of services to be provided. An estimate of the total cost will be determined at the start of the advisory relationship. <i>In limited circumstances</i>, the cost/time could potentially exceed the initial estimate. In such cases, HCM will notify the client and may request that the client pay an additional fee. Under no circumstances will the Firm require prepayment of fees more than six months in advance and in excess of \$500. Services to be provided and applicable fees will be clearly set forth in the executed agreement for services.</p> <p>Financial plans are based on the client's financial situation at the time the plan is presented. Clients are advised that certain assumptions may be made with respect to interest and inflation rates, as well as past trends, historical market performance, and the economy. Past performance is in no way an indication of future results. HCM cannot offer any guarantees or promises that the client's financial goals and objectives will be met. As the client's financial situation, goals, objectives, or needs change, the client must promptly notify HCM.</p> <p>The client may terminate the financial planning agreement within five days of the date of execution of the agreement without penalty to the client. After the five-day period, either party may terminate the agreement by providing written notice to the other party. Unearned fees will be promptly refunded to the client.</p> <p><b>Pension Consulting Services</b></p> <p>HCM will provide pension consulting services to employee benefit plans, regulated under the Employee Retirement Income Securities Act of 1974, as amended ("ERISA"), whereby HCM will assist the plan sponsor in providing education services regarding the retirement plan to plan participants. Communication with plan participants will be limited to general information regarding the plan, general financial and investment information, general information regarding asset allocation models available from relevant third parties. Neither HCM nor any of its Investment Advisory Representatives will assume a fiduciary role with regard to plans covered under ERISA.</p> <p>HCM shall be compensated based on a percentage of the plan assets in accordance with HCM's Portfolio Management fee schedule previously disclosed. Fees are not determined by the type of asset chosen by the participant(s). Pension consulting fees are payable quarterly in advance. However, other fee-paying arrangements may be negotiated. The amount of the fee is negotiated on a case-by-case basis with the plan sponsor, and is determined based upon a number of factors including, but not limited to, the number of plan participants and frequency of the education services requested. The final fee and fee-paying arrangements will be clearly set forth in the pension consulting services agreement signed by HCM and the plan sponsor.</p> <p>Either party may terminate the pension consulting services agreement within five days of the date of acceptance without penalty. Thereafter, either party may terminate the pension</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:	SEC File Number:	Date:
<b>Hancock Capital Management, Inc.</b>	801-	<b>05-28-2009</b>

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: <b>Hancock Capital Management, Inc.</b>		IRS Empl. Ident.No.: <b>23-2869469</b>
Item of Form (identify)	Answer	
Item 1.D. (continued)	<p>consulting services agreement by providing 30 days written notice to the other party. In the event the agreement is terminated, the fees will be prorated and any pre-paid, unearned fees will be promptly refunded.</p> <p><i>General Information on Advisory Services and Fees:</i> HCM shall never have custody of any client funds or securities, as the services of a qualified independent custodian will be used for these asset management services.</p> <p>The fees charged are calculated as described above, and are not charged on the basis of a share of capital gains upon, or capital appreciation of, the funds, or any portion of the funds of an advisory client (15 U.S.C. §80b-5(a)(1)).</p> <p>HCM does not represent, warrant, or imply that the services or methods of analysis employed by the Firm can or will predict future results, successfully identify market tops or bottoms, or insulate clients from losses due to market corrections or declines.</p> <p>Transactions in Mutual Funds: Clients are hereby advised that all fees paid to HCM for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds (as described in each fund's prospectus) to their shareholders. These fees will generally include a management fee and other fund expenses. Further, transaction charges may apply when purchasing or selling securities. HCM does not share in any portion of the brokerage fees/transaction charges imposed by the custodian holding the client funds or securities. The client should review all fees charged by mutual funds, HCM, and others to understand fully the total amount of fees to be paid by the client.</p> <p>The educational services offered by HCM will involve investment in mutual funds. Clients are hereby advised that all fees paid to HCM for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds (as described in each fund's prospectus) to their shareholders. These fees will generally include a management fee and other fund expenses. Further, transaction charges may apply when purchasing or selling securities. HCM does not share in any portion of the brokerage fees/transaction charges imposed by the custodian holding the client funds or securities. The client should review all fees charged by mutual funds, HCM, and others to understand fully the total amount of fees to be paid by the client.</p>	
Item 3.L.	<p><b>Types of Investments</b> HCM reserves the right to advise clients on other types of investments it deems appropriate, based on the client's stated investment goals, risk temperament, and investment objectives. HCM may also provide advice on other types of investments held in a client's portfolio at the inception of the advisory relationship and will explore other investment options at the client's request.</p> <p>For Pension Consulting clients, HCM will provide educational services regarding the types of investments available to participants.</p>	
Item 4.A.(5) Item 4.C.(7)	<p><b>Methods of Analysis/Investment Strategies</b> HCM does not generally analyze individual securities; rather, HCM primarily recommends mutual funds implemented based on an asset allocation strategy, which is described more fully under Item 1.D. above. The strategy uses proprietary portfolio optimization tools based on the Modern Portfolio Theory work of 1990 Nobel Prize winning economists William Sharpe and Harry Markowitz. In analyzing mutual funds, various sources of information are used</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:	SEC File Number:	Date:
<b>Hancock Capital Management, Inc.</b>	801-	<b>05-28-2009</b>

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: <b>Hancock Capital Management, Inc.</b>		IRS Empl. Ident.No.: <b>23-2869469</b>
Item of Form (identify)	Answer	
Item 4.A.(5) Item 4.C.(7) (continued)	<p>including, among others, Morningstar and tools provided by HCM's relationships with client account custodians, please refer to additional disclosures under Item 12.B. below, via their respective web sites. Factors weighted include, but are not limited to, historic performance, portfolio turnover rate, risks, related to each fund, fund manager track record, investment holdings, fees, and performance ratios.</p> <p>The general objective of this asset allocation strategy is to (1) preserve capital and (2) obtain capital growth without regard to manner of income taxation on growth and income. HCM is duly authorized by the client to continuously supervise the investment and reinvestment of each client's account.</p>	
Item 5.	<p><b>Education and Business Standards</b></p> <p>Associated persons of HCM that are involved in determining or giving investment advice to clients must meet all examination or experience requirements of the state(s) and/or jurisdiction(s) in which the individual provides advisory services.</p>	
Item 6.	<p><b>Education and Business Background</b></p> <p><b>Allan G. Hancock, CEO</b></p> <p><i>Year of Birth:</i> 1935</p> <p><i>Formal Education After High School:</i></p> <ul style="list-style-type: none"> <li>▪ The American College, Bryn Mawr, PA, Chartered Life Underwriter (CLU), 1970 and Chartered Financial Consultant (ChFC), 1984.</li> <li>▪ National Association of Estate Planners and Councils, 1999.</li> </ul> <p><i>Business Background Preceding Five Years:</i></p> <ul style="list-style-type: none"> <li>▪ Hancock Capital Management, Inc, CEO &amp; Investment Advisor Representative, 11/1996 – Present.</li> <li>▪ Principal Mutual Life Insurance Company, General Agent, 05/1963 – Present.</li> <li>▪ Princor Financial Services Corporation, Registered Representative, 03/1969 – Present.</li> <li>▪ The Hancock Group, Inc., CEO &amp; President, 1998 – Present.</li> <li>▪ Allan Hancock Agency, Inc., CEO, 1991 – Present.</li> <li>▪ Hancock Associates, Inc., CEO, 1983 – Present.</li> <li>▪ Hancock Management, Inc., President, 08/1985 – Present.</li> <li>▪ Allrex Realty, Inc., President, 06/1996 – Present.</li> <li>▪ The Argyle Group, Inc., Treasurer, 1998 – Present.</li> <li>▪ Central PA Community Foundation, President, 2000 – Present.</li> <li>▪ Million Dollar Round Table Foundation, President, 2004.</li> <li>▪ Life and Health Insurance Foundation, Secretary/Treasurer, 2000 – Present.</li> <li>▪ Home Nursing Agency, Board Member, 1998 – Present.</li> <li>▪ NAIFA Service Corporation, Board Member, 04/1996 – Present.</li> </ul> <p><b>James F. Campbell, CFP®</b></p> <p><i>Year of Birth:</i> 1942</p> <p><i>Formal Education After High School:</i></p> <ul style="list-style-type: none"> <li>▪ Penn State University, Engineering, attended 1960-1961.</li> <li>▪ CERTIFIED FINANCIAL PLANNER™, 1987.</li> <li>▪ Life Underwriting Training Council Fellow (LUTCF), 2001.</li> <li>▪ Chartered Life Underwriter (CLU), 2004.</li> <li>▪ Chartered Financial Consultant (ChFC), 2004.</li> </ul> <p><i>Business Background Preceding Five Years:</i></p>	

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

Applicant:	SEC File Number:	Date:
<b>Hancock Capital Management, Inc.</b>	801-	<b>05-28-2009</b>

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: <b>Hancock Capital Management, Inc.</b>		IRS Empl. Ident.No.: <b>23-2869469</b>
Item of Form (identify)	Answer	
Item 6. (continued)	<ul style="list-style-type: none"> <li>▪ Hancock Capital Management, Inc, Administrator, 07/2006 – Present; Investment Adviser Representative, 06/1997 – Present.</li> <li>▪ Princor Financial Services Corporation, Registered Representative, 06/1997 – Present.</li> <li>▪ Principal Life Insurance Company, Broker, 05/1969 – Present.</li> <li>▪ Allan Hancock Agency, Inc., Account Executive, 05/1997 – Present.</li> </ul> <p><b>Robert J. Beck</b>  <i>Year of Birth:</i> 1962  <i>Formal Education After High School:</i> <ul style="list-style-type: none"> <li>▪ Penn State University, Computer Science, attended 1981-1983.</li> <li>▪ Life Underwriting Training Council Fellow (LUTCF), 1987.</li> <li>▪ The American College, Bryn Mawr, PA, Enrolled in Chartered Life Underwriter (CLU) program, Enrolled in Chartered Financial Consultant (ChFC) program.</li> </ul> <i>Business Background Preceding Five Years:</i> <ul style="list-style-type: none"> <li>▪ Hancock Capital Management, Inc, Vice President, 01/2005 – Present; Investment Adviser Representative, 01/2001 – Present.</li> <li>▪ Princor Financial Services Corporation, Registered Representative, 06/1992 - Present.</li> <li>▪ Principal Mutual Life Insurance Co., Agent, 11/1989 – Present.</li> <li>▪ Allan Hancock Agency, Inc., Vice President, 12/2002 – Present.</li> <li>▪ Hancock Associates, Inc., President, 12/2002 – Present.</li> <li>▪ Million Dollar Round Table, Life &amp; Qualifying Member.</li> </ul> </p> <p><b>Robert E. Donlan</b>  <i>Year of Birth:</i> 1975  <i>Formal Education After High School:</i> <ul style="list-style-type: none"> <li>▪ Penn State University, B.S., Insurance, 1997.</li> <li>▪ The American College, Bryn Mawr, PA, Individual Life Insurance (HS323), 1997; Investments (HS328), 1998; Income Taxation (HS321), 1999; Insurance &amp; Financial Planning (HS318), 2001; Life Insurance Law (HS324), 2002; and Planning for Retirement Needs (HS326), 2004.</li> </ul> <i>Business Background Preceding Five Years:</i> <ul style="list-style-type: none"> <li>▪ Hancock Capital Management, Inc., President &amp; Chief Compliance Officer, 01/2005 – Present; Investment Adviser Representative, 10/1999 – Present.</li> <li>▪ Princor Financial Services Corporation, Registered Representative, 02/1998 – Present.</li> <li>▪ Principal Life Insurance, Broker, 12/1997 – Present.</li> <li>▪ The Argyle Group, Inc., Executive Director, 06/1998 – Present.</li> <li>▪ Allan Hancock Agency, Inc., Brokerage Manager, 01/2001 – Present; Secretary, 01/2005- Present.</li> <li>▪ Hancock Associates, Inc., Secretary, 01/2005 – Present.</li> </ul> </p> <p><b>Walter J. Sedlock</b>  <i>Year of Birth:</i> 1976  <i>Formal Education After High School:</i> <ul style="list-style-type: none"> <li>▪ Penn State University, B.S. Mechanical Engineering, 1999.</li> </ul> <i>Business Background Preceding Five Years:</i> <ul style="list-style-type: none"> <li>▪ Hancock Capital Management, Inc., Chief Operating Officer, 10/2005 – Present; Investment Adviser Representative, 05/2006 – Present.</li> <li>▪ Princor Financial Services Corporation, Registered Representative, 06/2005 –</li> </ul> </p>	

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**Continuation Sheet for Form ADV Part II**

Applicant:	SEC File Number:	Date:
<b>Hancock Capital Management, Inc.</b>	801-	<b>05-28-2009</b>

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: <b>Hancock Capital Management, Inc.</b>		IRS Empl. Ident.No.: <b>23-2869469</b>
Item of Form (identify)	Answer	
Item 6. (continued)	<p>Present.</p> <ul style="list-style-type: none"> <li>Principal Life Insurance, Broker, 01/2005 – Present.</li> <li>Allan Hancock Agency, Inc., Administrator, 07/2004 – Present.</li> <li>Singing Brook Farms, Consultant, 12/2003 – Present.</li> <li>House to Home, Inc., Sales Representative, 06/2003 – 07/2004.</li> <li>Walter J. Sedlock, III, Unemployed, 11/2002 – 06/2003.</li> <li>Corle Building Systems, Designer, 07/1999 – 11/2002.</li> </ul> <p><b>Craig M. Kilmer</b>  <i>Year of Birth:</i> 1953  <i>Formal Education After High School:</i> <ul style="list-style-type: none"> <li>Penn State University, B.S., Environmental Law, 1976.</li> <li>Chowan College, Attended 1971 – 1973.</li> </ul> <i>Business Background Preceding Five Years:</i> <ul style="list-style-type: none"> <li>Hancock Capital Management, Inc., Secretary, 7/2005 – Present; Investment Adviser Representative, 6/2005 – Present.</li> <li>Principal Life Insurance, Agent, 01/1981 – Present.</li> <li>Princor Financial Services, Registered Representative, 10/1985 – Present.</li> <li>Allan Hancock Agency, Inc., President, 10/1985 – Present.</li> <li>Hancock Associates, Inc., Vice President, 12/2002 – Present.</li> <li>Million Dollar Round Table, Life &amp; Qualifying Member.</li> </ul> </p> <p><b>Gilbert L. Troutman</b>  <i>Year of Birth:</i> 1953  <i>Formal Education After High School:</i> <ul style="list-style-type: none"> <li>Thiel College, B.A., Sociology, 1975.</li> </ul> <i>Business Background Preceding Five Years:</i> <ul style="list-style-type: none"> <li>Hancock Capital Management, Inc., Investment Adviser Representative, 03/2005 – Present.</li> <li>Princor Financial Services, Registered Representative, 12/2002 – Present.</li> <li>Principal Life Insurance, Broker, 09/1993 – Present.</li> <li>MML Investors Services, Inc., Registered Representative, 03/1996 – 11/2002.</li> <li>Byham's Insurance Services, Sales Representative, 07/2002 – Present.</li> </ul> </p> <p><b>Jill M. Hannah</b>  <i>Year of Birth:</i> 1937  <i>Formal Education After High School:</i> <ul style="list-style-type: none"> <li>None.</li> </ul> <i>Business Background Preceding Five Years:</i> <ul style="list-style-type: none"> <li>Hancock Capital Management, Inc., Treasurer, 11/1996 – Present.</li> <li>The Hancock Group, Inc., Vice President, Secretary/Treasurer, 1998 - Present.</li> <li>Allan Hancock Agency, Inc., Treasurer, 1991 – Present.</li> <li>Hancock Associates, Inc., Treasurer, 1983 – Present.</li> </ul> </p> <p><b>David M. Edwards</b>  <i>Year of Birth:</i> 1948  <i>Formal Education After High School:</i> <ul style="list-style-type: none"> <li>Harrisburg Area Community College, Assoc. Degree, Business Administration, 1968.</li> <li>Penn State University, B.S., Business, 1970.</li> </ul> <i>Business Background Preceding Five Years:</i></p>	

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

Applicant:	SEC File Number:	Date:
<b>Hancock Capital Management, Inc.</b>	801-	<b>05-28-2009</b>

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: <b>Hancock Capital Management, Inc.</b>		IRS Empl. Ident.No.: <b>23-2869469</b>
Item of Form (identify)	Answer	
Item 6. (continued)	<ul style="list-style-type: none"> <li>▪ Hancock Capital Management, Inc., Investment Advisor Representative, 06/2006 – Present.</li> <li>▪ Prncor Financial Services, Registered Representative, 07/1995 – Present</li> <li>▪ Principal Life Insurance, Broker, 07/1995 – Present.</li> <li>▪ NAIFA-PA Board of Directors, 2001 – Present.</li> <li>▪ Keystone Foundation, President, 2004 – Present.</li> <li>▪ Leadership in Life Institute, Graduate, 2004</li> <li>▪ NAIFA Greater Harrisburg, President, 2005-2006</li> </ul> <p><b>Other Financial Industry Activities or Affiliations</b> Through common control and ownership, HCM is affiliated with The Hancock Group, an umbrella corporation for other businesses under Allan G. Hancock's ownership. The services provided through The Hancock Group, and compensation received, are separate and distinct from the investment advisory services provided through HCM.</p> <p>Allan G. Hancock, CEO and sole owner of HCM, is also the President of Hancock Management, Inc., a real estate holding company, and Allrex Realty, Inc., a land holding company.</p>	
Item 8.C.(9)	<p>Allan G. Hancock, CEO and sole owner of HCM, is also the President and shareholder of Allan Hancock Agency, Inc., and Hancock Associates, Inc., both of which are licensed independent insurance agencies. Mr. Hancock, and other associated persons of HCM are licensed to sell insurance products through these agencies, and through a variety of other product sponsors. As such, the IARs of HCM, who are separately licensed as insurance agents, can effect transactions in insurance products, and earn separate commission based compensation.</p> <p>Mr. Hancock also serves as the Treasurer of The Argyle Group, Inc., a licensed insurance broker, and independent marketing organization. The services provided through The Argyle Group, Inc., and any compensation received, are separate and distinct from the investment advisory services provided through HCM.</p>	
Item 7.C. Item 9.B.	<p><b>Other Business Activities/Participation or Interest in Client Transactions</b> Allan G. Hancock, CEO and sole owner of HCM, also serves as the President of Central PA Community Foundation ("Foundation"), a public, non-profit, tax-exempt corporation. The primary focus of the Foundation is to allow donors to establish endowments for various organizations such as, a library, school, religious, health, art, or social institution. Advisory clients of HCM may be donors to the Foundation.</p> <p>Related persons of HCM may serve as the trustee for various trust accounts for which HCM provides advisory services. Where a related person serves as trustee and HCM serves as investment adviser for the trust, HCM may have discretionary authority regarding the trust assets; however, neither the related person nor HCM will have physical custody of Client funds or securities. Additionally, an independent representative will receive monthly and/or quarterly statements directly from the account custodian.</p> <p>Executive officers and associated persons of HCM are licensed to sell securities through Prncor Financial Services Corporation ("Prncor"), a securities broker/dealer registered with the Securities and Exchange Commission and member of the National Association of Securities Dealers. In this capacity, these individuals are involved in the selling of securities of various types, including, but not limited to, stocks, bonds, and mutual funds. In addition, certain of HCM's IARs are licensed to sell insurance products offered by various insurance</p>	

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**Continuation Sheet for Form ADV Part II**

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<b>Hancock Capital Management, Inc.</b>	801-	<b>05-28-2009</b>

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: <b>Hancock Capital Management, Inc.</b>		IRS Empl. Ident.No.: <b>23-2869469</b>
Item of Form (identify)	Answer	
Item 7.C. Item 9.B. (continued)	<p>carriers. The amount of time spent in such capacities varies from individual to individual. As a result of such sales activity, these individuals will receive normal and customary compensation in the form of commissions and/or 12b-1 trailing fees for the sale of investment company products. As such, there is a potential conflict of interest. All advisory clients have total freedom to effect securities transactions with any broker/dealer of their choosing.</p> <p>Clients are under no obligation, contractually or otherwise, to purchase or sell securities and/or insurance products through these related persons in their separate capacities as securities representatives of Princor, and/or licensed agents of insurance agencies. However, if the client freely chooses to implement the plan through such individuals the broker/dealer used may be Princor, and commissions will be earned in addition to any fees paid for advisory services. The commissions may be higher or lower at Princor than at other broker/dealers.</p> <p>As disclosed above under Item 1.D., HCM may, in its discretion, waive or offset certain advisory fees should the client implement a financial plan, or retain HCM for portfolio management services, and its associated persons, in their separate capacity as registered representatives of Princor, receive compensation from other sources (i.e. commissions from the sale of mutual funds and/or commissions from insurance products). HCM may offset such fees to reflect the additional compensation earned, to the extent permitted by law.</p>	
Item 9.E.	<p>HCM or individuals associated with the Firm may buy or sell – for their personal account(s) – investment products identical to those recommended to clients. It is the Firm's expressed policy that no person employed by the Firm may purchase or sell any security prior to a transaction(s) being implemented for an advisory account, and therefore, preventing such employees from benefiting from transactions placed on behalf of advisory accounts.</p> <p>As these situations may represent a conflict of interest, HCM has established the following restrictions in order to ensure the Firm's fiduciary responsibilities: <sup>(1), (2)</sup></p> <ul style="list-style-type: none"> <li>▪ Associated persons or their immediate family members shall not buy or sell securities for their personal portfolio(s) where their decision is derived in whole or in part, because of the associated person's employment, unless the information is also available to the investing public on reasonable inquiry. No associated person of the Firm shall prefer his or her own interest to that of the advisory client.</li> <li>▪ All clients are fully informed that certain individuals may receive separate compensation when effecting transactions during the implementation process.</li> <li>▪ Records will be maintained of all securities bought or sold by the Firm, associated persons of the Firm, and related entities. A qualified representative of the Firm will review these records on a regular basis.</li> <li>▪ The Firm requires that all individuals must act in accordance with all applicable federal and state regulations governing registered investment advisory practices.</li> <li>▪ Any individual not in observance of the above may be subject to termination.</li> </ul> <p>In accordance with The Insider Trading and Securities Fraud Enforcement Act of 1988, HCM also maintains and enforces written policies reasonably designed to prevent the misuse of material non-public information by the Firm or any person associated with HCM.</p> <p>Footnotes:</p> <p>(1) This investment policy has been established recognizing that some securities being considered for purchase and/or sale on behalf of HCM's clients trade in sufficiently broad markets to permit transactions by clients to be completed without an appreciable impact on the markets of the securities. Under certain circumstances, exceptions may be made to the policies stated above.</p>	

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**Continuation Sheet for Form ADV Part II**

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Item of Form (identify)	Answer	
Item 9.E. (continued)	<p>(2) The foregoing does not apply to certain types of securities, such as obligations of the U.S. Government, and shares in open-end mutual funds. Open-end mutual funds are purchased or redeemed at a fixed net asset value price per share specific to the date of purchase or redemption. As such, transactions in mutual funds by IARs are not likely to have an impact on the prices of the fund shares in which clients invest.</p> <p><b>Description of Code of Ethics</b>  The Firm has adopted a Code of Ethics, the full text of which is available to clients and prospective client upon request. The Firm has several goals in adopting this Code. First, The Firm desires to comply with all applicable laws and regulations governing its practice. The Firm believes that compliance with such regulations is a signal to its clients that The Firm exists to serve them, and that The Firm supports the efforts of those organizations dedicated to upholding the law.</p> <p>Next, the management of The Firm has determined to set forth guidelines for professional standards, under which all associated persons of The Firm are to conduct themselves. The Firm has set high standards, the intention of which is to protect client interests at all times and to demonstrate its commitment to its fiduciary duties of honesty, good faith and fair dealing with clients. All associated persons are expected to strictly adhere to these guidelines, as well as the procedures for approval and reporting established in the Code of Ethics primarily related to personal securities transactions, and violations of the Code. This will serve to educate associated persons regarding appropriate activities. The Firm has instituted, as a deterrent, a policy of disciplinary actions to be taken with respect to any associated person who violates the Code.</p> <p><b>Client Privacy</b>  HCM views protecting its customers' private information as a top priority, and as such, the Firm has instituted policies and procedures to ensure that customer information is kept private and secure. HCM does not disclose any nonpublic personal information about its customers or former customers to any nonaffiliated third parties, except as required or permitted by law. In the course of servicing a client's account, HCM may share some information with its service providers, such as transfer agents, custodians, broker/dealers, accountants, and lawyers. HCM restricts internal access to nonpublic personal information about the client to those employees who need to know that information in order to provide products or services to the client. HCM also maintains physical, electronic, and procedural safeguards to protect its client's information.</p> <p>A copy of HCM's privacy policy notice will be provided to each client prior to, or contemporaneously with, the execution of the advisory agreement. Thereafter, HCM will deliver a copy of the current privacy policy notice to its clients annually.</p>	
Item 10.	<p><b>Conditions for Managing Accounts</b>  As disclosed above in Item 1.D., portfolio management services provided by HCM are subject to a \$400 minimum annual fee. Exceptions to this minimum fee requirement may be made in HCM's sole discretion.</p>	
Item 11.A. & B.	<p><b>Review of Accounts/Reports to Clients</b>  Client accounts are reviewed, and reports are provided, at the client's request, at the IAR's or management's discretion, or as required based on the signed agreement for services, with a goal of conducting a minimum review at least annually.</p> <p>For those clients that retain HCM for financial planning only, and do not implement the financial plan through HCM, reviews and updates to a financial plan are provided at the client's</p>	

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Item 11.A. & B. (continued)	<p>request, and may be subject to an additional fee. Such arrangements will be negotiated in advance of services rendered.</p> <p>The custodian holding the client's funds and securities will send the client a confirmation of every securities transaction in their account, and a brokerage statement at least quarterly. HCM will provide quarterly account statements detailing investment holdings, asset allocation, and billing information.</p>	
Item 12.B.	<p><b>Suggestion of Broker</b></p> <p>HCM will recommend that a client in need of brokerage and custodial services utilize TD AMERITRADE, or Schwab, all of which are independent and unaffiliated registered broker dealers. When recommending a broker/dealer, HCM will attempt to minimize the total cost for all brokerage services paid by the client.</p> <p>Where HCM participates in the TD AMERITRADE Institutional program. TD AMERITRADE Institutional is a division of TD AMERITRADE, Inc. ("TD AMERITRADE") member FINRA/SIPC. TD AMERITRADE is an unaffiliated SEC-registered broker-dealer and FINRA member. TD AMERITRADE offers independent investment advisers services, which include custody of securities, trade execution, clearance, and settlement of transactions. HCM receives some benefits from TD AMERITRADE through its participation in the program. (Please see the disclosure under Item 13.A. below.) HCM and/or its IARs may receive benefits such as assistance with conferences and educational meetings from product sponsors.</p> <p>In suggesting a broker dealer, HCM will endeavor to select those brokers or dealers that will provide the best services at the lowest commission rates possible. The reasonableness of commissions is based on several factors, including the broker's ability to provide professional services, competitive commission rates, volume discounts, execution price negotiations, the broker's reputation, experience, and financial stability of the broker or dealer, and the quality of service rendered by the broker or dealer in other transactions.</p> <p>Best execution is not measured solely by reference to commission rates. Paying a broker a higher commission rate than another broker might charge is permissible if the difference in cost is reasonably justified by the quality of the brokerage services offered. Also, the Adviser may cause the account to pay a higher commission in recognition of the value of "research services" and additional brokerage products and services a broker-dealer has provided or may be willing to provide.</p> <p>As disclosed above under Items 7.C. and 9.B., associated persons of HCM are registered as representatives of Princor, a broker/dealer, and FINRA member firm. Princor is required to supervise the securities trading activities of its representatives. As such, IARs who are registered representatives of Princor are subject to various rules that may restrict such registered individuals from conducting securities transactions away from Princor unless Princor provides the representative with written authorization. Therefore, clients are advised that IARs may be limited to conducting all, or certain securities transactions through Princor and its clearing firm.</p> <p>Clients may utilize the broker-dealer of their choice and have no obligation to purchase or sell securities through such broker as HCM recommends. However, HCM reserves the right not to accept the client's account if the custodian used is not one the firms recommended by HCM.</p>	

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1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: <b>Hancock Capital Management, Inc.</b>		IRS Empl. Ident.No.: <b>23-2869469</b>
Item of Form (identify)	Answer	
Item 13.A.	<p><b>Additional Compensation</b></p> <p>IARs will sell insurance products, including, but not limited to, life, health, and long-term care products, annuities and will receive additional compensation, in the form of commissions, on the sale of such products. IARs may also receive 12b-1 distribution fees from investment companies (mutual funds) in connection with the placement of client's funds into investment companies in their capacity as registered representatives of Princor.</p> <p>As disclosed under Item 12.B. above, HCM participates in TD AMERITRADE's institutional customer program and HCM may recommend TD AMERITRADE to clients for custody and brokerage services. There is no direct link between HCM's participation in the program and the investment advice it gives to its clients, although HCM receives economic benefits through its participation in the program that are typically not available to TD AMERITRADE retail investors. These benefits include the following products and services (provided without cost or at a discount): receipt of duplicate client statements and confirmations; research related products and tools; consulting services; access to a trading desk serving adviser participants; access to block trading (which provides the ability to aggregate securities transactions for execution and then allocate the appropriate shares to client accounts); the ability to have advisory fees deducted directly from client accounts; access to an electronic communications network for client order entry and account information; access to mutual funds with no transaction fees and to certain institutional money managers; and discounts on compliance, marketing, research, technology, and practice management products or services provided to HCM by third party vendors. TD AMERITRADE may also have paid for business consulting and professional services received by HCM's related persons. Some of the products and services made available by TD AMERITRADE through the program may benefit HCM but may not benefit its client accounts. These products or services may assist HCM in managing and administering client accounts, including accounts not maintained at TD AMERITRADE. Other services made available by TD AMERITRADE are intended to help HCM manage and further develop its business enterprise. The benefits received by HCM or its personnel through participation in the program do not depend on the amount of brokerage transactions directed to TD AMERITRADE. As part of its fiduciary duties to clients, the firm endeavors at all times to put the interests of its clients first. Clients should be aware, however, that the receipt of economic benefits by HCM or its related persons in and of itself creates a potential conflict of interest and may indirectly influence the HCM's choice of TD AMERITRADE for custody and brokerage services.</p> <p>HCM tries at all times to put the interest of its clients first as part of the Firm's fiduciary duty. However, clients should be aware that the receipt of additional compensation creates a potential conflict of interest.</p> <p>Additionally, HCM may recommend some clients establish brokerage accounts with the Schwab Institutional division of Charles Schwab &amp; Co., Inc. ("Schwab"), a registered broker-dealer, member SIPC, to maintain custody of client assets and to effect trades for their accounts. HCM is independently owned and operated, and is not affiliated with Schwab. Schwab provides HCM with access to its institutional trading and custody services, which are typically not available to Schwab retail investors. These services generally are available to independent investment advisers on an unsolicited basis, at no charge to HCM, so long as a total of at least \$10 million of HCM's client assets is maintained in accounts at Schwab Institutional. Such services are not otherwise contingent upon HCM committing to Schwab any specific amount of business (assets in custody or trading). Schwab's services include brokerage, custody, research, and access to mutual funds and other investments that are otherwise generally available only to institutional investors or that would require a significantly higher minimum initial investment.</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:	SEC File Number:	Date:
<b>Hancock Capital Management, Inc.</b>	801-	<b>05-28-2009</b>

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: <b>Hancock Capital Management, Inc.</b>		IRS Empl. Ident.No.: <b>23-2869469</b>
Item of Form (identify)	Answer	
Item 13.A. (continued)	<p>For HCM's client accounts maintained in its custody, Schwab generally does not charge separately for custody, but Schwab is compensated by account holders through commissions or other transaction-related fees for securities trades that are executed through Schwab or that settle into Schwab accounts.</p> <p>Schwab also makes available to HCM other products and services that benefit HCM but may not benefit its client accounts. Some of these other products and services assist HCM in managing and administering client accounts. These products and services include software and other technology that: provide access to client account data (such as trade confirmations and account statements); facilitate trade execution (and allocation of aggregated trade orders for multiple client accounts); provide research, pricing information, and other market data; facilitate payment of HCM's fees from client accounts; and provide assistance with back-office functions, recordkeeping, and client reporting. Generally, many of these services may be used to service all or a substantial number of HCM's client accounts, including accounts not maintained at Schwab Institutional. Schwab Institutional also makes available to HCM other services intended to help HCM manage and further develop its business enterprise. These services may include consulting, publications and conferences on practice management, information technology, business succession, regulatory compliance, and marketing. In addition, Schwab may make available, arrange, and/or pay for these types of services rendered to HCM by independent third parties. Schwab Institutional may discount or waive fees it would otherwise charge for some of these services or pay all or a part of the fees of a third party providing these services to HCM. As a fiduciary, HCM endeavors to act in the best interests of its clients. However, HCM's recommendation that clients maintain their assets in accounts at Schwab may be based in part on benefits provided to HCM by the availability of some of the foregoing products and services and not solely on the nature, cost, or quality of custody and brokerage services provided by Schwab, which may create a potential conflict of interest.</p>	
Item 13.B.	<p><b>COMPENSATION FOR CLIENT REFERRALS</b></p> <p>Employee and non-employee (outside) solicitors, e.g. unaffiliated broker/dealers, investment advisers, accountants, attorneys, etc., who are directly responsible for bringing a client to HCM, may receive compensation from HCM for the client referral. Under these arrangements, the client does not pay higher fees than HCM's normal/typical advisory fees.</p> <p>Such arrangements will comply with the requirements set forth under the Investment Advisers Act of 1940 and/or the applicable state Securities Act, including a written agreement between HCM and the solicitor. Non-employee solicitors must provide a copy of HCM's ADV Part II (Disclosure Brochure) and a separate solicitor's disclosure statement regarding the relationship between the solicitor and HCM to the prospective client at the time of the solicitation or referral. The client will be requested to acknowledge this arrangement prior to acceptance of the client's account for advisory services. Applicable state laws may require these persons to become either licensed or registered as representatives of HCM or as an independent investment adviser.</p> <p><b>Miscellaneous</b></p> <p><b>Proxy Voting</b></p> <p>HCM will not vote proxies on behalf of clients. Although, on limited occasions and only at the client's request, the Firm may offer clients advice regarding corporate actions and the exercise of proxy voting rights.</p> <p><b>Class Action Lawsuits</b></p> <p>From time to time, securities held in the accounts of clients will be the subject of class action lawsuits. HCM has no obligation to determine if securities held by the client are subject to a</p>	

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**Schedule F of  
Form ADV**

**Continuation Sheet for Form ADV Part II**

Applicant:	SEC File Number:	Date:
<b>Hancock Capital Management, Inc.</b>	801-	<b>05-28-2009</b>

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: <b>Hancock Capital Management, Inc.</b>		IRS Empl. Ident.No.: <b>23-2869469</b>
Item of Form (identify)	Answer	
	<p>pending or resolved class action lawsuit. It also has no duty to evaluate a client's eligibility or to submit a claim to participate in the proceeds of a securities class action settlement or verdict. Furthermore, HCM has no obligation or responsibility to initiate litigation to recover damages on behalf of clients who may have been injured as a result of actions, misconduct, or negligence by corporate management of issuers whose securities are held by clients.</p> <p>Where HCM receives written or electronic notice of a class action lawsuit, settlement or verdict affecting securities owned by a client, it will forward all notices, proof of claim forms, and other materials, to the client. Electronic mail is acceptable where appropriate if the client has authorized contact in this manner.</p> <p><b>Aggregation of Trades</b> HCM does not aggregate client transactions. Accordingly, clients are hereby advised that different clients may receive different prices on securities transactions and may not be able to purchase or sell the same quantity of securities. In addition, clients may be charged higher commissions than if transactions were aggregated.</p> <p><b>Trade Error Corrections</b> On infrequent occasions, an error may be made in a client account. For example, a security may be erroneously purchased for a client account instead of sold. In these situations, HCM will seek to rectify the error by placing the client account in a similar position as it would have been had there been no error. Depending on the circumstances, various corrective steps may be taken, including but not limited to, canceling the trade, adjusting an allocation, and/or reimbursing the account. If a trade error results in a profit, the profit is not allocated to the client account, it remains in the error account of the executing broker/dealer or account custodian.</p>	

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