

**Item 1 – Cover Page**

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Form ADV, Part 2; our “Disclosure Brochure” or “Brochure” as required by the United States Securities and Exchange Commission (SEC) is a very important document between our Clients (you, your) and Edmunds White Partners, LLC (EWP, us, we, our). EWP’s IARD firm number is 126843.

This Brochure provides information about our qualifications and business practices. If you have any questions about the contents of this brochure, please contact us at (804) 754-0345. The information in this brochure has not been approved or verified by the SEC or by any state securities authority.

We are a registered investment adviser with the Securities and Exchange Commission. Our registration as an Investment Adviser does not imply any level of skill or training. Additional information about Edmunds White Partners, LLC also is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov) (click on the link, select “investment adviser firm” and type in our firm name). Results will provide you with both Parts 1 and 2 of our Form ADV.

## Item 2 – Material Changes

This is our “initial” filing of our Form ADV Part 2 or “Disclosure Brochure”. As a result, this Document, dated March, 2011 is brand new. This document was developed in response to new requirements adopted and imposed by the SEC under the Investment Advisers Act of 1940 (Advisers Act).

1. In future filings, this section of the Brochure will address only those “material changes” that have been incorporated since our last delivery or posting of this document on the SEC’s public disclosure website (IAPD) [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).
2. We may, at any time, update this Brochure and send a copy to you, or offer to send you a copy (either by electronic means (email) or in hard copy form).
3. If you would like another copy of this Brochure, please download it from the SEC website as indicated above or you may contact our Chief Compliance Officer, Anthony W. Perkins at (804) 754-0345 or [tonyperkins@edmundswHITEpartners.com](mailto:tonyperkins@edmundswHITEpartners.com).

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## **Item 4 – Advisory Business**

Edmunds White Partners, LLC (EWP, us, we, our) is a limited liability company organized under the laws of the State of Delaware on April 8, 2003, and wholly owned by Paul C. Edmunds. EWP began as a State of Virginia registered investment adviser on May 6, 2003 and became a registered investment adviser with the U. S. Securities and Exchange Commission April 28, 2010. In addition, we are notice filed (i.e. able to do business) as an investment adviser with the States of Virginia, Indiana, and Massachusetts, in order to provide the investment advisory products and services described within this document. As of March 1, 2011, we have 75 accounts with \$138,930,790 of discretionary assets under management.

We offer investment advisory services to individuals including high net worth individuals, pension and profit sharing plans, charitable organizations, and corporations. This Disclosure Brochure provides you with information regarding our qualifications, business practices, and the nature of advisory services that should be considered before becoming our advisory client.

Please contact Anthony W. Perkins, Chief Compliance Officer, if you have any questions about this Brochure.

Individuals associated with us will provide our investment advisory services. These individuals are appropriately licensed and qualified to provide advisory services on our behalf. Such individuals are known as Investment Advisor Representatives (IARs).

Below are descriptions of the investment advisory services we offer. For more detail on any product or service please reference the advisory agreement, or speak with your IAR.

### **Investment Advisory Services**

Our IARs provide continuous and regular investment advisory services on a discretionary basis. Investment advisory services are grounded in fundamental investment analysis and research performed by portfolio managers and research analysts. All portfolios are structured according to investment objectives, risk tolerance and restrictions specified by you. While individual client portfolios are structured according to investment objectives, risk tolerance and restrictions specified by each client, we generally pursue a growth strategy with an emphasis on domestic equity securities that offer growth potential at a reasonable price. This often includes active investing in smaller company common stocks described in detail in Item 8 below. EWP

also offers discretionary advisory services for accounts with a primary objective of growth and income with an emphasis on portfolios holding approximately 60% or more of domestic corporate debt securities. Investment advice and portfolio decisions are based primarily on the judgment and experience of the investment team rather than a predetermined model or formula. EWP can tailor these investment approaches according to your needs.

### Research Services

In addition to the separate account management described above, EWP provides certain research services to Investment Companies. We offer independent research services to Freiss Associates through a soft dollar arrangement. The research services provide information about specific issuers and industries that supplements and complements the internal research function of the investment advisers, which will assist them in determining whether to buy, sell, hold or pass on individual securities. All investment decisions are made by the investment advisers and not by EWP.

We may review public filings, attend industry conferences or contact company management, competitors, suppliers, and vendors to develop data and insight into specific issues and industry groups. The data and insight will then be delivered to the investment adviser.

## **Item 5 – Fees and Compensation**

### General Account Characteristics

Described below are general characteristics regarding “other” fees incurred, payment of fees, and termination of contracts that will affect your account(s). Following these disclosures are descriptions of the accounts or services that we offer, the basic management fee structures and any unique characteristics. All fees and compensation will be fully described in the investment advisory agreement entered into prior to commencement of services.

### Other Fees

The advisory fee structure described below does not cover debit balances or related margin interest or SEC fees or other fees or taxes required by law. For clients whose funds are invested in mutual or money market funds, the client will pay fees to the mutual fund or money market managers in addition to any fees paid to EWP.

### Advisory Account Fee Structure

The fees paid by clients are negotiable and the fee arrangement will be memorialized in your investment advisory agreement. EWP and its Clients generally will agree to (i) a fixed base rate that may range as low as \$0 quarterly and as high as \$20,000 quarterly; and/or (ii) a performance based fee that may range from 0% to 45% of net capital appreciation based on the size of the account. For certain growth and income accounts, EWP and its Clients generally agree to a minimum quarterly management fee of 0.25% of assets under management paid quarterly in arrears, and a performance fee of up to 20% of net capital appreciation paid annually in arrears (less the 1% management fee paid for the same year). In addition, certain clients whose assets are invested in income producing assets may pay fees based on a percentage of such income producing assets under management. Because fees are negotiable, some clients will enter into advisory contracts with terms or fee arrangements differing from those described above. EWP may negotiate fees (including performance-based fees) that differ from those described above. Fees may be waived in whole or in part, for varying periods of time, at the sole discretion of EWP in connection with promotional efforts or for any other reason. Fees may vary based on the investment objective of the account, account type, size and other factors. Additional information regarding brokerage practices is available in Item 12 below.

### Research Services

As discussed in Item 4, EWP offers independent research services for Freiss Associates provided through a soft dollar arrangement. This arrangement may be terminated at any time by either party.

#### Payment of Fees

Performance fees are generally payable quarterly in arrears based on the values of portfolio assets as of the end of the immediately preceding client calendar quarter, as reasonably determined by EWP. However, performance fees paid on growth and income portfolios are paid annually in arrears. Fixed base rate fees are generally payable quarterly during the client calendar quarter in which such fees are incurred.

All fees collected in arrears are collected during the quarter in which it occurred sometime during that quarter. However, EWP reserves the right to bill in advance by entering into special billing arrangements with certain clients, which will be clearly disclosed on the advisory agreement.

Advisory fees will be prorated for the initial quarter or other periods of less than a full calendar quarter.

You may instruct the custodian in writing to pay advisory fees to EWP directly from the client's account based on calculations made by the custodian according to the advisory agreement. EWP will send to the client and the custodian a quarterly statement showing the amount of fees deducted from your account. The statement will show the amount of fee, how it was calculated, and the value of the assets (and any other factors) on which the statement is based.

#### Termination of Contracts

Under the standard form of advisory agreement, EWP or the client may terminate the agreement upon thirty (30) days' written notice to the other party.

We will deliver the applicable disclosure brochure(s) or Form ADV Part 2 to you before or at the time we enter into an investment advisory contract with you.

Detailed information on the termination terms and fees can be found in the applicable advisory agreement.

## **Item 6 – Performance-Based Fees and Side-By-Side Management**

EWP is eligible to receive a performance fee for managing certain client's accounts which could create an incentive for the IAR to focus more on the performance fee structured account than a flat fee or AUM fee based account. Managing accounts that receive the same basic investment advice under two different fee based formats is often referred to as side by side management and doing so creates some conflicts of interest. For example, because the advisory fees payable to the IAR by the account charged a performance fee may exceed advisory fees payable in other formats, the IAR might be viewed as having an incentive to favor one account (the performance fee account) over other accounts in its trading activities. The IAR's activities on behalf of the performance fee account may increase the level of competition among client accounts for the execution of the same or similar transactions. EWP believes it has created and implemented internal allocation policies and procedures to address these conflicts. Please reference Item 12 for a description of EWP's allocation procedures.

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## **Item 7 – Types of Clients**

We provide investment advisory services to individuals including high net worth individuals, pension and profit sharing plans, charitable organizations, and corporations. We require a minimum balance of \$650,000 to open an account, although some accounts of lesser size may be accepted.

## **Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss**

### **Investment Philosophy of Edmund White Partners**

As discussed in Item 4, the approach to managing money for the clients of EWP typically focuses on a growth strategy with an emphasis on domestic equity securities that offer growth potential at a reasonable price. EWP also provides investment strategies with a primary objective of growth and income with an emphasis on portfolios holding approximately 60% or more of domestic corporate debt securities. Although, EWP can tailor a strategy to meet your specific needs. Our growth and growth and income strategies are founded upon our experience investing in stocks and bonds through numerous business cycles and market fluctuations. This experience has provided a disciplined approach of researching, investing and trading in companies that EWP believes offer significant growth potential at reasonable prices.

Investment advice and portfolio decisions are based primarily on the judgment and experience of the investment team rather than a predetermined model or formula. EWP uses a variety of sources and investment techniques to generate investment ideas and monitor portfolio holdings including, without limitation, calls with company management, industry trade publications, annual report and company filings, publicly available market and economic research, electronic data and quotation services, spreadsheet analysis and statistical forecasting.

### **Risks, Disclosures and other important information**

There are inherent risks involved for each investment strategy or method of analysis we use and the particular type of security we recommend. Investing in securities involves risk of loss which you should be prepared to bear.

**Liquidity Risk:** EWP may invest in stocks in emerging companies not widely followed by Wall Street (micro-cap stocks), and may not be as liquid as larger capitalization stocks and therefore can be considered riskier, clients have to be willing to accept a higher than normal risk. EWP utilizes wide latitude in its stock selection, when searching for undervalued companies. This allows multiple opportunities to take advantage of market inefficiencies. In some micro cap securities we invest in, there could be times due to liquidity or price movement that we may be unable to place or sell a given stock in all of the client portfolios. This can and will result in some conflicts at times regarding the allocation process. Please see Item 12 for the firm's allocation process.

**Shorting, Margin and Use of Leverage:** EWP often opens client accounts as margin accounts and if we elect to use margin, such use can magnify risk to client's accounts. As these are separately managed accounts, use of margin should be discussed with your IAR. Separately managed accounts wishing to use margin are required to complete a margin agreement. Other forms of leverage open to EWP include options, short sales, and other inverse or leveraged derivative instruments. EWP also has the ability to short stocks in the client portfolios, and a high level of risk is associated with this strategy. Shorting securities requires the use of margin. EWP believes shorting provides additional opportunities to make money for margin approved clients if EWP believes a stock is overvalued. In rare circumstances, structured products may be offered to certain Clients. These products often involve a significant amount of risk and should only be offered to Clients who have carefully read and considered the product's offering documents, as they are often times based on derivatives. Structured products are intended to be "buy and hold" investments and are not liquid instruments.

**Cash levels:** From time to time there may be large cash balances in the client accounts, which earn interest at the prevailing money market rates (taxable or tax-free). If we believe it is in the best interest of the clients, EWP could go to 100% cash in their portfolio, which has risk of return associated with being out of the market.

## **Item 9 – Disciplinary Information**

We do not have any legal, financial or other “disciplinary” items to report. We are obligated to disclose any disciplinary event that would be material to you when evaluating us to initiate a Client / Adviser relationship, or to continue a Client /Adviser relationship with us.

## **Item 10 – Other Financial Industry Activities and Affiliations**

Neither EWP nor its employees are registered, or have an application pending to register, as a broker-dealer, futures commission merchant, commodity pool operator, commodity trading advisor or an associated person (or registered representative) of the foregoing entities.

In addition, neither EWP nor its employees have any arrangement that is material to its advisory business or to our clients with an affiliated person that is a:

- Broker-dealer,
- Investment Company,
- Futures commission merchant (or commodity pool operator or commodity trading advisor),
- Banking or thrift institution,
- Accountant or accounting firm,
- Lawyer or law firm,
- Insurance company or agency,
- Pension consultant, or
- Real estate broker or dealer.

## Item 11 – Code of Ethics

EWP has adopted the following code of ethics, policies and procedures:

1. EWP has appointed a Chief Compliance Officer for purposes of administering and overseeing compliance with its code of ethics, policies and procedures. EWP's Chief Compliance Officer also serves as EWP's resource for giving guidance and answering questions about the code of ethics, policies and procedures.
2. All of EWP's managing members, officers and employees upon commencing employment or service with EWP, and each year thereafter, are required to read this code of ethics, policies and procedures, and attest to their understanding of the code of ethics, policies and procedures. Attestations of the members, officers, and employees are retained in the files of the Chief Compliance Officer.
3. In addition, the Chief Compliance Officer, in the exercise of his or her best judgment, has the authority to establish a continuing education program to highlight the different types of conflicts of interest that may be present in particular situations, as well as give guidance to managing members, officers and employees as to what types of information present potential for abuse. Such program may advise Company personnel as to recent developments or revised requirements through such avenues as memoranda and meetings.
4. EWP recognizes that at times certain of its managing members, officers or employees may come into possession, or be deemed in possession, of material non-public information about the corporations and other entities that it researches or about which EWP may provide investment advice to clients (hereinafter, the "Subject Corporations"). EWP recognizes that all material information regarding the Subject Corporations must be disclosed to the public, if at all, by the Subject Corporations in accordance with applicable legal and regulatory requirements. It is the policy of EWP that all material information which has not been publicly disseminated shall be distributed within EWP only on a strict "need-to-know" basis, and no managing member, officer or employee of EWP shall be permitted to disclose such information on a selective basis, or to use such information to his or her personal advantage or for the benefit of others. In addition, EWP's managing members, officers and employees shall promptly notify the Chief Compliance Officer of the names of any Subject Corporation as to which they come into possession of material nonpublic information.

5. Managing members, officers and employees of EWP, while in possession of material non-public information, may not (i) buy, sell, exchange or otherwise trade in the Subject Corporation's securities, in securities convertible into the Subject Corporation's securities or in put or call options on the Subject Corporation's securities or (ii) disclose such information to anyone not authorized to receive the information. Similarly, managing members, officers and employees of EWP, while in possession of material nonpublic information, may not advise its advisory clients to, or execute transactions on behalf of clients for which it holds discretionary trading authority to, buy, sell, exchange or otherwise trade in the Subject Corporation's securities, in securities convertible into the Subject Corporation's securities or in put or call options on the Subject Corporation's securities. If there is any doubt as to whether the information is material and/or non-public, clarification and guidance, EWP's policies require that guidance be sought from EWP's Chief Compliance Officer.

6. All of EWP's managing members, officers and employees upon commencing employment or service with EWP and thereafter shall notify EWP's Chief Compliance Officer in writing of any public companies in which he or she is or becomes a director, officer or 10% shareholder. EWP's managing members, officers and employees are required to promptly notify the Chief Compliance Officer of any changes in such status.

7. Any employee of Company who learns that material non-public information has been selectively communicated to an unauthorized person is required to immediately notify the Chief Compliance Officer at EWP.

8. If material non-public information is to be given to consultants or other individuals who are not employees of EWP, at his or her discretion, the Chief Compliance Officer may require some form of written acknowledgment of the confidentiality of the disclosed material and/or a confidentiality agreement executed between the concerned parties.

9. EWP's Chief Compliance Officer, or his or her designee, shall investigate all cases where he or she becomes aware that material non-public information may have been misused.

10. It is EWP's policy that all of its managing members, officers and employees comply fully with the insider trading laws and regulations. Violations (whether inadvertent or intentional) will not be tolerated by EWP and could result in severe disciplinary action being taken against the managing member, officer or employee.

The Code of Ethics Policies and Procedures are provided to client and prospective clients upon request.

Our IARs may buy or sell for their own accounts, securities that are also held by their clients. Conversely, they may buy and sell securities for client accounts which they themselves may own. Such transactions are permitted if in compliance with our Policy on Personal Securities Transactions. All trades, including trades of personal transactions in securities by our IARs, are reviewed by the firm's Compliance Department on a daily basis.



## Item 12 – Brokerage Practices

EWP seeks to obtain the most favorable net results for clients including price, execution quality, services and commissions.

When a broker-dealer brings an investment idea to EWP, there may be an incentive for EWP to use such broker-dealer to execute that transaction. In accordance with Section 28(e) of the Securities Exchange Act of 1934, EWP may cause an account to pay commission rates in excess of those another broker-dealer would have charged for effecting the same transaction, if EWP determines, in good faith, that the commission paid is reasonable in relation to the value of the brokerage and research services provided. The determination may be viewed in terms of either the particular transaction involved or the overall responsibilities of EWP with respect to the accounts over which it exercises investment discretion. Thus, such research furnished by broker-dealers may be used to service any or all of EWP's clients and may be used in connection with accounts other than those that pay commissions to the broker-dealers providing the research. In particular, third party research provided by broker-dealers may be used to benefit all of EWP's clients. The types of services that EWP pays soft dollars for, primarily include research materials that provide EWP with specific issuer information, market information, or economic information important to EWP's decision making process. In addition, EWP may receive data feeds that provide quicker access to the market and quotation/pricing services that also allow EWP to make better informed investment decisions.

The services that are considered in this determination of reasonableness include (1) advice, either directly or through publications or writing, as to the value of the securities, the advisability of investing in, purchasing or selling securities, and the availability of securities or purchasers or sellers of securities; (2) analyses and reports concerning issuers, industries, securities, economic factors and trends, portfolio strategy, and the performance of accounts; and (3) effecting securities transactions and performing functions incidental thereto.

To the extent that research services of value are provided by broker-dealers, EWP may allocate brokerage for research services that are also available for cash, where appropriate and permitted by law. EWP also pays cash for certain research services received from external sources. As a result of receiving research services from certain broker-dealers, EWP has an incentive to continue to use such broker-dealers to effect transactions for clients as long as such broker-dealers continue to provide research services to EWP.

EWP will perform an ongoing review process (“Best Execution Review”) of each broker it utilizes with regard to their performance relative to each of the three factors described above. EWP will document the results of its review process and its decision on whether to change or continue with the broker. In addition, employees of EWP will perform periodic post-trade analyses of the execution quality for each of its brokers to evaluate their performance. Such a post-trade analysis will involve comparing a selection of trades against the market at the time of the trade to determine whether the trades were favorable, average, or unfavorable and whether the commissions charged were appropriate.

EWP continuously reviews the results of its Best Execution Review that occurred over the previous year to determine whether to continue with the existing brokerage arrangements or amend them based upon its results. EWP primarily uses the following brokers:

Triad Securities – prime broker;

Bloomberg Trade Book; and

Certain other brokers listed on our Approved Broker List as it may be amended from time to time.

Any brokers used by EWP that are not on the Approved Broker List will be documented and approved by the managing members of EWP. Any trading made by mistake or incorrectly placed by a portfolio manager which results in a loss in value of the client’s investments will be reversed and EWP will be responsible for the loss; provided, however, EWP shall not be responsible for any gains that the client may have obtained had EWP originally placed the correct order. Where a trading error results in an increase in the value of the client’s assets, the client will retain any such gain. EWP will take steps necessary to minimize trading errors and if a pattern of errors is discovered, then EWP will make any reasonable revisions to its policies necessary to avoid such trading errors in the future.

## **TRADE ALLOCATION**

This allocation policy applies to all clients advised by EWP. Trades are allocated in a manner that EWP believes to be fair and equitable. EWP considers the appropriate “absolute risk” for a client’s portfolio when determining how to fairly and equitably allocate trades while still maintaining a client’s investment objectives and risk level. When a client’s investment objectives or current securities allocation are inconsistent with a particular trade or the client does not have sufficient cash or assets available to make a particular trade, EWP may not allocate trades on a pro-rata basis among

clients. In addition, in certain cases, transaction costs may prevent precise pro-rata allocation. However, no client will receive preferential treatment over any other. The officers and investment advisory personnel of EWP will take steps to ensure that no client will be systematically disadvantaged by the aggregation, placement or allocation of trades.

Allocations may be made to the personal accounts of officers and investment advisory personnel of EWP only when such allocations comply with this trade allocation policy and the employee trading policies and procedures of EWP described in the Item 11. This trade allocation policy will be reviewed by the chief compliance officer on a periodic basis, not less than annually.

## **Item 13 – Review of Accounts**

### **Reviews**

All of the officers and portfolio managers of the firm shall be responsible for reviewing all client accounts. The officers and portfolio managers of the firm conduct formal quarterly reviews of the profitability of client accounts and adherence to client investment objectives. However, in reality the accounts are reviewed on a daily basis as investment decisions are made. The officers and portfolio managers of the firm will also conduct extraordinary reviews upon the occurrence of certain events such as unusual trading activity or performance.

Reports shall be sent to each client on a quarterly basis. Should a client request reports to be sent more frequently, EWP shall comply with such request. Reports shall detail profits and losses for each client account, disbursements made from the account, and fee payments made to EWP. The prime broker also sends a monthly statement directly to each client.

You are provided with monthly or quarterly account statements from the custodian, depending on the activity in the account. Reports include details of your holdings, asset allocation, and other transaction information. Comparisons to market indices and account performance may be used to evaluate account performance.

We may provide to you reports regarding your portfolio. You are encouraged to review these reports and compare them against reports received from the independent custodian that services your advisory account. You should immediately inform us of any discrepancy noted between the custodian records and the reports you receive from us.

## **Item 14 – Client Referrals and Other Compensation**

EWP does not have any arrangement under which it or its related person compensates, or receives compensation from, another for client referrals.

## **Item 15 – Custody**

We do not have custody of client funds or securities; however, we may be granted authority, by written consent from you, to deduct the advisory fees directly from your account. The custodian will send to you, at least quarterly, an account statement identifying the amount of funds and each security in the account at the end of period and setting forth all transactions in the account during that period including the amount of advisory fees paid directly to us.

## **Item 16 – Investment Discretion**

Once an executed Investment Advisory Agreement has been approved by EWP, there are no limitations from the client on EWP's authorization to buy or sell securities on client's behalf, to determine the amount of securities to be bought or sold on client's behalf and to determine what transaction fee rate shall be paid on client's behalf

## **Item 17 – Voting Client Securities (i.e., Proxy Voting)**

We do not vote proxies. You maintain exclusive responsibility for: (1) directing the manner in which proxies solicited by issuers of securities beneficially owned by you shall be voted, and (2) making all elections relative to any mergers, acquisitions, tender offers, bankruptcy proceedings or other type events pertaining to your investment assets. You will receive proxy notices from the Custodian; however, if you have any questions regarding a proxy notice you may contact your EWP IAR.



## **Item 18 – Financial Information**

We have no financial condition that is reasonably likely to impair our ability to meet contractual commitments to you given that we do not have custody of client funds or securities, or require or solicit prepayment of fees more than \$1,200 per client and six months or more in advance. In addition, we are not currently, nor at any time in the past ten years been, subject of a bankruptcy petition.