

Firm Brochure

(Part 2A of Form ADV)

Davenport Watts & Drake Investment Advisors, LLC

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This brochure provides information about the qualifications and business practices of DAVENPORT WATTS & DRAKE INVESTMENT ADVISORS, LLC. If you have any questions about the contents of this brochure, please contact us at: (601) 898-8069. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission, or by any state securities authority.

Additional information about DAVENPORT WATTS & DRAKE INVESTMENT ADVISORS, LLC is available on the SEC's website at www.adviserinfo.sec.gov

March 2011

Davenport Watts & Drake Investment Advisors, LLC

Material Changes

Annual Update

The Material Changes section of this brochure will be updated annually when material changes occur since the previous release of the Firm Brochure.

Material Changes since the Last Update

The U.S. Securities and Exchange Commission issued a final rule in July 2010 requiring advisers to provide a Firm Brochure in narrative “plain English” format. The new final rule specifies mandatory sections and organization.

Full Brochure Available

Whenever you would like to receive a copy of our Firm Brochure, please contact us by telephone at: (601)898-8069 or by email.

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Advisory Business

Firm Description

DAVENPORT WATTS & DRAKE INVESTMENT ADVISORS, LLC, was founded in 2003.

DAVENPORT WATTS & DRAKE INVESTMENT ADVISORS, LLC provides personalized confidential financial planning and investment management to individuals and small businesses. The scope of services provided includes retirement plans, trusts, estate planning, cash flow management, tax planning, insurance review, investment management, education funding, and business continuation.

DAVENPORT WATTS & DRAKE INVESTMENT ADVISORS, LLC maintains client accounts with independent custodians and manages the investment of assets for its clients. The process of investment management results in a written evaluation of each client's individual situation. This document outlines the guidelines for investing the client's assets and trading authorization for DAVENPORT WATTS & DRAKE INVESTMENT ADVISORS, LLC.

Periodic reviews are communicated to provide reminders of the specific courses of action that need to be taken. More frequent reviews occur but are not necessarily communicated to the client unless immediate changes are recommended.

Other professionals (e.g. lawyers, accountants, insurance agents, etc.) may be engaged on behalf of the client or directly by the client as-needed. Conflicts of interest will be disclosed to the client in the unlikely event they should occur.

The initial meeting is free of charge and is considered an exploratory interview to determine the extent to which financial planning and investment management may be beneficial to the client.

Principal Owners

Tom S. Davenport is the sole member.

Types of Advisory Services

DAVENPORT WATTS & DRAKE INVESTMENT ADVISORS, LLC provides investment advisory services, also known as asset management services, and furnishes investment advice through consultations.

On more than an occasional basis, DAVENPORT WATTS & DRAKE INVESTMENT ADVISORS, LLC furnishes advice to clients on matters not involving securities, such as financial planning matters, taxation issues, and trust services that often include estate planning.

DAVENPORT WATTS & DRAKE INVESTMENT ADVISORS, LLC does not participate in wrap fee programs.

As of December 2010, DAVENPORT WATTS & DRAKE INVESTMENT ADVISORS, LLC manages approximately \$30,668,191 in assets for approximately 111 clients. Approximately \$30,668,191 is managed on a discretionary basis, and \$0 is managed on a non-discretionary basis.

Tailored Relationships

Investment policy statements are created that reflect stated goals and objectives. Clients may impose restrictions on investing in certain securities or types of securities.

Agreements may not be assigned without client consent.

Asset Management

DAVENPORT WATTS & DRAKE INVESTMENT ADVISORS, LLC manages the assets of its clients using the core strategies of asset allocation, asset diversification, and periodic rebalancing, with a long-term perspective while minimizing income taxes.

The assets used are primarily no-load mutual funds and exchange-traded funds.

Types of Agreements

The following agreements define the typical client relationships: financial planning services agreement and investment advisors services agreement.

Financial Planning Services Agreement (FPSA)

A financial plan is designed to help the client with all aspects of financial planning.

The financial plan may include, but is not limited to: a net worth statement; a cash flow statement; a review of investment accounts, including reviewing asset allocation and providing repositioning recommendations; strategic tax planning; a review of retirement accounts and plans including recommendations; a review of insurance policies and recommendations for changes, if necessary; one or more retirement scenarios; estate planning review and recommendations; and education planning with funding recommendations.

Detailed investment advice and specific recommendations are provided as part of a financial plan. Approval of implementation of the recommendations is at the discretion of the client.

The fee for a financial plan is determined on a case-by-case basis.

This fee is generally waived for initial planning, as it is part of the services for Investment Clients. Updates will be provided as needed and fees for these

updates will continue to be covered as a part of the separate investment advisors services agreement going forward. Any additional fee for planning would be negotiated should additional scopes of services be needed.

Investment Advisors Services Agreement (IASA)

The Investment Advisors Services Agreement provided with DAVENPORT WATTS & DRAKE INVESTMENT ADVISORS, LLC covers the scope of work and fee to the client in writing prior to the start of the relationship. An Investment Advisors Services Agreement may include: cash flow management; insurance review; investment management; education planning; retirement planning; estate planning; and tax preparation, as well as the implementation of recommendations within each area.

The agreement defines the management of assets in relation to the client's needs.

The annual Investment Advisors Services Agreement fee is based on a percentage of the investable assets according to the following schedule:

- 1.00% annualized on the first \$1,000,000 of account value; and
- 0.75% annualized on amounts above \$1,000,000 of account value.

The minimum annual fee is \$500.00 but may be negotiable. Current client relationships may exist where the fees are higher or lower than the fee schedule above.

Although the Investment Advisors Services Agreement is an ongoing agreement and constant adjustments are required, the length of service to the client is at the client's discretion. The client or the investment manager may terminate an Agreement by written notice to the other party. At termination, fees will be billed on a pro rata basis for the portion of the quarter completed. The portfolio value at the completion of the prior full billing period is used as the basis for the fee computation, adjusted for the number of days during the billing period prior to termination.

Retainer Agreement

DAVENPORT WATTS & DRAKE INVESTMENT ADVISORS, LLC does not work on *Retainer Agreements* in lieu of a FPSA or IASA except in a previously existing relationship.

Tax Preparation Agreement

Tax preparation work is not included in the FPSA or IASA.

DAVENPORT WATTS & DRAKE INVESTMENT ADVISORS, LLC does not do tax work.

Hourly Planning Engagements

DAVENPORT WATTS & DRAKE INVESTMENT ADVISORS, LLC does not provide hourly planning services. Everything is a flat or asset based fee.

Termination of Agreement

A Client may terminate any of the aforementioned agreements at any time by notifying DAVENPORT WATTS & DRAKE INVESTMENT ADVISORS, LLC in writing and paying for the time spent and progress made on the investment advisory engagement prior to notification of termination. If the client made an advance payment, DAVENPORT WATTS & DRAKE INVESTMENT ADVISORS, LLC will refund any unearned portion of the advance payment.

DAVENPORT WATTS & DRAKE INVESTMENT ADVISORS, LLC may terminate any of the aforementioned agreements at any time by notifying the client in writing. If the client made an advance payment, DAVENPORT WATTS & DRAKE INVESTMENT ADVISORS, LLC will refund any unearned portion of the advance payment.

Fees and Compensation

Description

DAVENPORT WATTS & DRAKE INVESTMENT ADVISORS, LLC bases its fees on a percentage of assets under management.

Financial plans are priced according to the degree of complexity associated with the client's situation.

Fees are negotiable.

Fee Billing

Investment management fees are billed monthly, in *arrears*, meaning that we invoice you after the month billing period has ended. Fees are deducted from a client's account. The client consents in advance to direct debiting of their investment account.

Fees for financial plans are due upon delivery of the financial plan.

Other Fees

Custodians may charge transaction fees on trades of securities. No compensation for these is received by DAVENPORT WATTS & DRAKE INVESTMENT ADVISORS, LLC.

DAVENPORT WATTS & DRAKE INVESTMENT ADVISORS, LLC, in its sole discretion, may waive its minimum fee and/or charge a lesser investment advisory fee based upon certain criteria (e.g., historical relationship, type of assets, anticipated future earning capacity, anticipated future additional

assets, dollar amounts of assets to be managed, related accounts, account composition, negotiations with clients, etc.).

New Investment Advisory Services Agreement fees are calculated on a formula basis and adjusted for complexity of individual situations.

Past Due Accounts and Termination of Agreement

This section concerning past due accounts is not applicable since fees are drawn from clients' investment accounts.

However, DAVENPORT WATTS & DRAKE INVESTMENT ADVISORS, LLC reserves the right to terminate any financial planning engagement where a client has willfully concealed or has refused to provide pertinent information about financial situations when necessary and appropriate, in DAVENPORT WATTS & DRAKE INVESTMENT ADVISORS, LLC's judgment, to providing proper financial advice.

Performance-Based Fees

Sharing of Capital Gains

Fees are not based on a share of the capital gains or capital appreciation of managed securities.

DAVENPORT WATTS & DRAKE INVESTMENT ADVISORS, LLC does not use a performance-based fee structure because of the potential conflict of interest. Performance-based compensation may create an incentive for the adviser to recommend an investment that may carry a higher degree of risk to the client.

Types of Clients

Description

DAVENPORT WATTS & DRAKE INVESTMENT ADVISORS, LLC generally provides investment advice to individuals, businesses, qualified retirement plans, trusts, estates, or charitable organizations.

Client relationships vary in scope and length of service.

Account Minimums

The minimum account size is \$50,000.00 of assets under management, which equates to an annual fee of \$500.

DAVENPORT WATTS & DRAKE INVESTMENT ADVISORS, LLC has the discretion to waive the account minimum. Accounts of less than the minimum may be set up when the client and the advisor anticipate the client will add additional funds to the accounts within a reasonable time. Other exceptions

will apply to employees of DAVENPORT WATTS & DRAKE INVESTMENT ADVISORS, LLC and their relatives, or relatives of existing clients.

Methods of Analysis, Investment Strategies and Risk of Loss

Methods of Analysis

Security analysis methods may include fundamental analysis with decisions based on a company or fund's health, its competitive advantages and disadvantages, and its market. Therefore, we align ourselves with investment analysts who share this philosophy. They include Litman/Gregory's Advisor Intelligence and Advisors Asset Management.

Investment Strategies

The primary investment strategies used on client accounts is strategic asset allocation with periodic rebalancing. In addition, portfolios are diversified to control the risk associated with markets. A long-term perspective is taken when considering investments, and income taxes are minimized when applicable.

The investment strategy for a specific client is based upon the objectives stated by the client during consultations. The client may change these objectives at any time. Each client signs an Investment Policy Statement that documents their objectives and their desired investment strategy.

Risk of Loss

All investment programs have certain risks that are borne by the investor. Our investment approach constantly keeps the risk of loss in mind. Investors face the following investment risks:

- **Interest-rate Risk:** Fluctuations in interest rates may cause investment prices to fluctuate. For example, when interest rates rise, yields on existing bonds become less attractive, causing their market values to decline.
- **Market Risk:** The price of a security, bond, or mutual fund may drop in reaction to tangible and intangible events and conditions. This type of risk is caused by external factors independent of a security's particular underlying circumstances. For example, political, economic and social conditions may trigger market events.
- **Inflation Risk:** When any type of inflation is present, a dollar today will not buy as much as a dollar next year, because purchasing power is eroding at the rate of inflation.
- **Currency Risk:** Overseas investments are subject to fluctuations in the value of the dollar against the currency of the investment's originating country. This is also referred to as exchange rate risk.

- **Reinvestment Risk:** This is the risk that future proceeds from investments may have to be reinvested at a potentially lower rate of return (i.e. interest rate). This primarily relates to fixed income securities.
- **Business Risk:** These risks are associated with a particular industry or a particular company within an industry. For example, oil-drilling companies depend on finding oil and then refining it, a lengthy process, before they can generate a profit. They carry a higher risk of profitability than an electric company, which generates its income from a steady stream of customers who buy electricity no matter what the economic environment is like.
- **Liquidity Risk:** Liquidity is the ability to readily convert an investment into cash. Generally, assets are more liquid if many traders are interested in a standardized product. For example, Treasury Bills are highly liquid, while real estate properties are not.
- **Financial Risk:** Excessive borrowing to finance a business' operations increases the risk of profitability, because the company must meet the terms of its obligations in good times and bad. During periods of financial stress, the inability to meet loan obligations may result in bankruptcy and/or a declining market value.

Disciplinary Information

Legal and Disciplinary

The firm and its employees have not been involved in legal or disciplinary events related to past or present investment clients.

Other Financial Industry Activities and Affiliations

Financial Industry Activities

DAVENPORT WATTS & DRAKE INVESTMENT ADVISORS, LLC is registered as a investment advisory firm. No members of the firm are registered, or have an application pending to register, as a broker-dealer, a futures commission merchant, commodity pool operator, a commodity trading advisor, or an associated person of the foregoing entities.

Affiliations

DAVENPORT WATTS & DRAKE INVESTMENT ADVISORS, LLC does not have arrangements that are material to its advisory or its clients with a related person who is a broker-dealer, investment company, other investment advisor, financial planning firm, commodity pool operator, commodity trading adviser or futures commission merchant, banking or thrift institution,

accounting firm, law firm, insurance company or agency, pension consultant, real estate broker or dealer, or an entity that creates or packages limited partnerships.

Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

Code of Ethics

The employees of DAVENPORT WATTS & DRAKE INVESTMENT ADVISORS, LLC have committed to a Code of Ethics that is available for review by clients and prospective clients upon request. The firm will provide a copy of the Code of Ethics to any client or prospective client upon request.

Participation or Interest in Client Transactions

DAVENPORT WATTS & DRAKE INVESTMENT ADVISORS, LLC and its employees may buy or sell securities that are also held by clients. Employees may not trade their own securities ahead of client trades. Employees comply with the provisions of the DAVENPORT WATTS & DRAKE INVESTMENT ADVISORS, LLC *Policies & Procedures*.

Personal Trading

The Chief Compliance Officer of DAVENPORT WATTS & DRAKE INVESTMENT ADVISORS, LLC is Henry M. Drake, Jr. He reviews all employee trades each quarter. His trades are reviewed by Tom S. Davenport. The personal trading reviews ensure that the personal trading of employees does not affect the markets, and that clients of the firm receive preferential treatment. Since most employee trades are small mutual fund trades or exchange-traded fund trades, the trades do not affect the securities markets.

Brokerage Practices

Selecting Brokerage Firms

DAVENPORT WATTS & DRAKE INVESTMENT ADVISORS, LLC does not have any affiliation with product sales firms. Specific custodian recommendations are made to clients based on their need for such services. DAVENPORT WATTS & DRAKE INVESTMENT ADVISORS, LLC recommends custodians based on the proven integrity and financial responsibility of the firm and the best execution of orders at reasonable commission rates.

DAVENPORT WATTS & DRAKE INVESTMENT ADVISORS, LLC recommends brokerage firms and trust companies (qualified custodians), such as Fidelity Investments and John Hancock.

DAVENPORT WATTS & DRAKE INVESTMENT ADVISORS, LLC does not receive fees or commissions from any of these investment arrangements.

Soft Dollars

DAVENPORT WATTS & DRAKE INVESTMENT ADVISORS, LLC does not receive any soft dollars.

Order Aggregation

Most trades are mutual funds or exchange-traded funds where trade aggregation does not garner any client benefit.

Review of Accounts

Periodic Reviews

Account reviews are performed as needed by the Investment Advisory Team. Account reviews are performed more frequently when market conditions dictate.

Review Triggers

Other conditions that may trigger a review are changes in the tax laws, new investment information, and changes in a client's own situation.

Regular Reports

Account reviewers are members of the firm's Investment Advisory Team. They are instructed to consider the client's current security positions and the likelihood that the performance of each security will contribute to the investment objectives of the client.

Investment clients receive periodic communications on at least an annual basis. The updates may include a net worth statement, portfolio statement, and a summary of objectives and progress towards meeting those objectives.

Client Referrals and Other Compensation

Incoming Referrals

DAVENPORT WATTS & DRAKE INVESTMENT ADVISORS, LLC has been fortunate to receive many client referrals over the years. The referrals came from current clients, estate planning attorneys, accountants, employees, personal friends of employees and other similar sources. The firm does not compensate referring parties for these referrals.

Referrals Out

DAVENPORT WATTS & DRAKE INVESTMENT ADVISORS, LLC does not accept referral fees or any form of remuneration from other professionals when a prospect or client is referred to them.

Other Compensation

We receive commissions from prior placements of insurance and can represent our clients should future insurance be needed. No other compensation is received.

Custody

Account Statements

All assets are held at qualified custodians, which means the custodians provide account statements directly to clients at their address of record at least quarterly.

Investment Discretion

Discretionary Authority for Trading

DAVENPORT WATTS & DRAKE INVESTMENT ADVISORS, LLC accepts discretionary authority to manage securities accounts on behalf of clients. DAVENPORT WATTS & DRAKE INVESTMENT ADVISORS, LLC has the authority to determine, without obtaining specific client consent, the securities to be bought or sold, and the amount of the securities to be bought or sold. However, DAVENPORT WATTS & DRAKE INVESTMENT ADVISORS, LLC consults with the client prior to each trade to obtain concurrence if a blanket trading authorization has not been given.

The client approves the custodian to be used and the commission rates paid to the custodian. DAVENPORT WATTS & DRAKE INVESTMENT ADVISORS, LLC does not receive any portion of the transaction fees or commissions paid by the client to the custodian on certain trades.

Discretionary trading authority facilitates placing trades in your accounts on your behalf so that we may promptly implement the investment policy that you have approved in writing.

Voting Client Securities

Proxy Votes

DAVENPORT WATTS & DRAKE INVESTMENT ADVISORS, LLC does not vote proxies on securities. Clients are expected to vote their own proxies.

When assistance on voting proxies is requested, DAVENPORT WATTS & DRAKE INVESTMENT ADVISORS, LLC will provide recommendations to the client. If a conflict of interest exists, it will be disclosed to the client.

Financial Information

Financial Condition

DAVENPORT WATTS & DRAKE INVESTMENT ADVISORS, LLC does not have any financial impairment that will preclude the firm from meeting contractual commitments to clients.

A balance sheet is not required to be provided because DAVENPORT WATTS & DRAKE INVESTMENT ADVISORS, LLC does not serve as a custodian for client funds or securities, and does not require prepayment of fees of more than \$1,200 per client, and six months or more in advance.

Brochure Supplement (Part 2B of Form ADV)

March 2011

This brochure supplement provides information that supplements the DAVENPORT WATTS & DRAKE INVESTMENT ADVISORS, LLC firm brochure.

Tom S. Davenport

Educational Background:

- Date of birth: 07/07/1947
- Institutions: BA Delta State University 1970

Business Experience:

- 2003-present Davenport Watts & Drake Investment Advisors, LLC
- 2000-2003 Securities Service Network, Inc.
- 1974-2000 Davenport, Holliday & Spring: Certified Public Accountants

Tom was a CPA from 1971-2006.

Disciplinary Information: n/a

Other Business Activities:

Tom has part ownership in a heating and air business but is not as an active member.

Additional Compensation: n/a

Supervision:

Tom S. Davenport is supervised by Henry M. Drake, Jr, Chief Compliance Officer. He reviews Tom S. Davenport's work through frequent office interactions as well as remote interactions. He also reviews Tom S. Davenport's activities through our client relationship management system.

SUPERVISOR'S contact information:

(601)898-8069 Hank@DavenportWattsDrake.com

Jane D. Watts

Educational Background:

- Date of birth: 12/09/1949
- Institutions: BA Louisiana Tech. University 1971

Business Experience:

- 2003-present Davenport Watts & Drake Investment Advisors, LLC
- 2002-2003 Securities Service Network, Inc.
- 1994-2002 Lincoln Financial Advisors

Jane held a CFP designation for 10 years.

Disciplinary Information: n/a

Other Business Activities:

Jane works as a consultant with the United Methodist Church of Louisiana and Mississippi as a spiritual director. She is compensated for workshops, retreats, program development, etc. This is done under her individual name through Watts Consulting, LLC as a partner. It is not charitable but vocational.

Additional Compensation: n/a

Supervision:

Jane D. Watts is supervised by Tom S Davenport, Chief Investment Officer. He reviews Jane D. Watts's work through frequent office interactions as well as remote interactions. He also reviews Jane D. Watts's activities through our client relationship management system.

SUPERVISOR'S contact information:

(601) 898-8069 Sonny@DavenportWattsDrake.com

Henry M. Drake, Jr, CPA/PFS

Educational Background:

- Date of birth: 11/04/1946
- Institutions: MPA Mississippi State University 1975
BS Delta State 1969

Business Experience:

- 2008-present Davenport Watts & Drake Investment Advisors, LLC
- 1981-present H M Drake Jr. CPA/PFS

Disciplinary Information: n/a

Other Business Activities:

Hank has been a CPA for over 35 years and has sole practice at Henry M. Drake, Jr. CPA/PFS. His full time work is in public accounting, and he does not audit or review financial statements nor provide attest work for any clients of Davenport Watts & Drake Investment Advisors, LLC.

Additional Compensation: n/a

Supervision:

Henry M. Drake, Jr. is supervised by Tom S. Davenport, Chief Investment Officer. He reviews Henry M. Drake, Jr.'s work through frequent office interactions as well as remote interactions. He also reviews Henry M. Drake, Jr.'s activities through our client relationship management system.

SUPERVISOR'S contact information:

(601) 898-8069 Sonny@DavenportWattsDrake.com