

Item 1 Cover Page

A. T. Whitehead, Inc.
4320 El Prado Boulevard, Suite 19
Tampa, FL 33629

February 10, 2012

This brochure provides information about the qualifications and business practices of A. T. Whitehead, Inc. If you have any questions about the contents of this brochure, please contact us at 813-839-7122. 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 A. T. Whitehead, Inc. also is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2 Material Changes

February 10, 2012 – Item 4 has been updated to reflect a change in registration from the Securities and Exchange Commission to the states of Florida, Massachusetts and Rhode Island as a result of changes to securities regulations effected by the enactment of the Dodd-Frank Act.

The material changes discussed above are only those changes that have been made to this brochure since the firm's last annual update of the brochure. The date of the last annual update of the brochure was March 7, 2011.

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Brochure

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Item 4 Advisory Business

A. T. Whitehead, Inc. is a registered investment advisor firm registered with the Florida, Massachusetts and Rhode Island securities regulators.

The principal owner of A. T. Whitehead, Inc. is Janet Johnson Bullard CFA, CEO and Chief Compliance Officer.

A. T. Whitehead, Inc.'s ("Advisor") principal service is providing fee-based investment advisory services. The Advisor practices custom management of portfolios, on a discretionary basis, according to the client's objectives. The Advisor's primary approach is to use a tactical allocation strategy aimed at reducing risk and increasing performance. The Advisor may use any of the following: exchange listed securities, over-the-counter securities, foreign securities, warrants, corporate debt securities, CDs, municipal securities, mutual funds, and United States government securities to accomplish this objective. The Advisor measures and selects mutual funds by using various criteria, such as the fund manager's tenure, and/or overall career performance. The Advisor may recommend, on occasion, redistributing investment allocations to diversify the portfolio in an effort to reduce risk and increase performance. The Advisor may recommend specific stocks to increase sector weighting and/or dividend potential. The Advisor may recommend employing cash positions as a possible hedge against market movement which may adversely affect the portfolio. The Advisor may recommend selling positions for reasons that include, but are not limited to, harvesting capital gains or losses, business or sector risk exposure to a specific security or class of securities, overvaluation or overweighting of the position(s) in the portfolio, change in risk tolerance of client, or any risk deemed unacceptable for the client's risk tolerance.

A. T. Whitehead, Inc. will provide investment advisory services and portfolio management services and will not provide securities custodial or other administrative services. At no time will A. T. Whitehead, Inc. accept or maintain custody of a client's funds or securities.

Advisor will tailor its advisory services to its client's individual needs based on meetings and conversations with the client. If clients wish to impose certain restrictions on investing in certain securities or types of securities, the Advisor will address those restrictions with the client to have a clear understanding of the client's requirements.

A. T. Whitehead, Inc. does not provide portfolio management services to wrap fee programs.

A. T. Whitehead, Inc. manages client assets and as of December 31, 2011 had \$30,330,848 in discretionary assets under management:

Item 5 Fees and Compensation

The fee for investment advisory services is 1% per annum of the value of the assets managed. The investment advisory fees are charged quarterly in arrears based on the average market value of the portfolio at the end of each of the previous three months. Fees are negotiable and are due

upon receipt of an invoice. Clients may opt to have management fees deducted directly from their brokerage account. The client may terminate the services by verbal notification to the Advisor.

All fees paid to A. T. Whitehead, Inc. for investment advisory services are separate and distinct from the expenses charged by mutual funds to their shareholders. These fees and expenses are described in each fund's prospectus. These fees will generally include a management fee and other fund expenses.

At no time will the Advisor accept or maintain custody of a client's funds or securities except for authorized fee deduction. Client is responsible for all custodial and securities execution fees charged by the custodian and executing broker-dealer. The Advisors fee is separate and distinct from the custodian and execution fees.

Neither the Advisor nor its supervised persons accepts compensation for the sale of securities or other investment products, including asset-based sales charges or service fees from the sale of mutual funds.

Item 6 Performance-Based Fees and Side-by-Side Management

A. T. Whitehead, Inc. does not charge performance-based fees.

Item 7 Types of Clients

The Advisor will offer its services to individuals, pension plans and trusts, and charitable organizations.

The Advisor's minimum annual advisory fee is \$1,000. However, based on facts and circumstances the Advisor may, at its sole discretion, negotiate and accept lower fees.

Item 8 Methods of Analysis, Investment Strategies and Risk of Loss

The Advisor utilizes fundamental analysis techniques in formulating investment advice or managing assets for clients.

Fundamental analysis of businesses involves analyzing its financial statements and health, its management and competitive advantages and its competitors and markets. Fundamental analysis is performed on historical and present data but with the goal of making financial forecasts. There are several possible objectives: to conduct a company stock valuation and predict its probable price evolution; to make a projection on its business performance; to evaluate its management and make internal business decisions and to calculate its credit risk.

The investment strategies the Advisor will implement may include long-term purchases of securities held at least for one year, short-term purchases for securities sold within a year, and margin transactions.

Clients need to be aware that investing in securities involves risk of loss that clients need to be prepared to bear.

The methods of analysis and investment strategies followed by the Advisor are utilized across all of the Advisors clients, as applicable. One method of analysis or investment strategy is not more significant than the other as the Advisor is considering the client's portfolio, risk tolerance, expected return, time horizon, legal constraints, tax implications, liquidity requirements, and individual goals. However, the client should be aware that with any trading that occurs in the client account, the client will incur transaction and administrative costs.

The Advisor does not primarily recommend a particular type of security.

Item 9 Disciplinary Information

Neither A. T. Whitehead, Inc. nor its management persons have had any legal or disciplinary events, currently or in the past.

Item 10 Other Financial Industry Activities and Affiliations

Neither the Advisor nor any of its management persons are registered, or have an application pending to register, as a broker-dealer or a registered representative of a broker-dealer.

Neither the Advisor nor any of its management persons are registered or have an application pending to register, as a futures commission merchant, commodity pool operator, a commodity trading advisor, or an associated person of the foregoing entities.

A. T. Whitehead, Inc. does not currently have any relationships or arrangements that are material to its advisory business or clients with either a broker-dealer, municipal securities dealer, or government securities dealer or broker, investment company or other pooled investment vehicle (including a mutual fund, closed-end investment company, unit investment trust, private investment company or "hedge fund" and offshore fund), other investment advisor or financial planner, futures commission merchant, 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, real estate broker or dealer or sponsor of syndicator of limited partnerships.

A. T. Whitehead, Inc. does not recommend or select other investment advisers for clients.

Item 11 Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

A. T. Whitehead, Inc. is registered as a state registered investment advisor registered with the Florida securities regulators and has adopted as an industry best practice a Code of Ethics that sets forth the basic policies of ethical conduct for all managers, officers, and employees of the adviser. In addition, the Code of Ethics governs personal trading by each employee of A. T. Whitehead, Inc. deemed to be an Access Person and is intended to ensure that securities

transactions effected by Access Persons of A. T. Whitehead, Inc. are conducted in a manner that avoids any conflict of interest between such persons and clients of the adviser or its affiliates. A. T. Whitehead, Inc. collects and maintains records of securities holdings and securities transactions effected by Access Persons. These records are reviewed to identify and resolve conflicts of interest. A. T. Whitehead, Inc. will provide a copy of the Code of Ethics to any client or prospective client upon request.

A. T. Whitehead, Inc. and/or its investment advisory representatives may from time to time purchase or sell products that they may recommend to clients. A. T. Whitehead, Inc. and/or its investment advisory representatives have a fiduciary duty to put the interests of their clients ahead of their own.

A. T. Whitehead, Inc. requires that its investment advisory representatives follow its basic policies and ethical standards as set forth in its Code of Ethics.

Item 12 Brokerage Practices

If requested by the client, A. T. Whitehead, Inc. may suggest brokers or dealers to be used based on execution and custodial services offered, cost, quality of service and industry reputation. A. T. Whitehead, Inc. will consider factors such as commission price, speed and quality of execution, client management tools, and convenience of access for both the Advisor and client in making its suggestion.

A. T. Whitehead, Inc. does not receive research or other products or services other than execution from a broker-dealer or third party as a result of client securities transactions.

A. T. Whitehead, Inc. does not receive client referrals from any broker-dealer or third party as a result of the firm selecting or recommending that broker-dealer to clients.

A. T. Whitehead, Inc. recommends that all clients use a particular broker-dealer for execution and/or custodial services. The broker-dealer is recommended based on criteria such as, but not limited to, reasonableness of commissions charged to the client, tools and services made available to the client and the Advisor, and convenience of access to the account trading and reporting. The client will provide authority to A. T. Whitehead, Inc. to direct all transactions through that broker-dealer in the investment advisory agreement.

As an investment advisory firm, A. T. Whitehead, Inc. has a fiduciary duty to seek best execution for client transactions. While best execution is difficult to define and challenging to measure, there is some consensus that it does not solely mean the achievement of the best price on a given transaction. Rather, it appears to be a collective consideration of factors concerning the trade in question. Such factors include the security being traded, the price of the trade, the speed of the execution, apparent conditions in the market, and the specific needs of the client. A. T. Whitehead, Inc.'s primary objectives when placing orders for the purchase and sale of securities for client accounts is to obtain the most favorable net results taking into account such factors as 1) price, 2) size of order, 3) difficulty of execution, 4) confidentiality and 5) skill required of the broker. A. T. Whitehead, Inc. may not necessarily pay the lowest commission or

commission equivalent as specific transactions may involve specialized services on the part of the broker.

A. T. Whitehead, Inc. will allow clients to direct brokerage at the firm's sole discretion. Clients should be aware that if they direct A. T. Whitehead, Inc. to a particular broker-dealer for execution A. T. Whitehead, Inc. may be unable to achieve most favorable execution of client transactions. Directing brokerage may cost clients more money than if A. T. Whitehead, Inc. were to execute transactions at the broker-dealer where it has an established relationship.

A. T. Whitehead, Inc. does not aggregate trades. Based on the firm's arrangement with the custodian, there would be no economic benefit to the client to aggregate trades. All client accounts are charged the same price per transaction.

Item 13 Review of Accounts

Investment advisory client accounts are monitored on at least a weekly basis. Client accounts are reviewed by Janet Johnson Bullard, CFA, CEO and Chief Compliance Officer. The nature of the review is to determine if the client account is still in line with the client's stated objectives.

The client is encouraged to notify the Advisor and Investment Advisor Representative if changes occur in his/her personal financial situation that might materially affect his/her investment plan.

The client will receive written statements no less than quarterly from the custodian. In addition, the client will receive other supporting reports from mutual funds, asset managers, trust companies or other custodians, insurance companies, broker-dealers and others who are involved with client accounts.

Item 14 Client Referrals and Other Compensation

The Advisor is not compensated by anyone for providing investment advice or other advisory services except as previously disclosed in this Brochure.

The Advisor does not directly or indirectly compensate any person who is not a supervised person for client referrals.

Item 15 Custody

A. T. Whitehead does not have custody of client funds or securities, except for the withdrawal of advisory fees directly from client accounts. However, as noted in Item 13 above, clients will receive statements not less than quarterly from the qualified custodian, and we encourage you to review those statements carefully. Any discrepancies should be immediately brought to the firm's attention.

Item 16 Investment Discretion

A. T. Whitehead, Inc. generally has discretion over the selection and amount of securities to be bought or sold in client accounts without obtaining prior consent or approval from the client for

each transaction. However, these purchases or sales may be subject to specified investment objectives, guidelines, or limitations previously set forth by the client and agreed to by A. T. Whitehead, Inc.

Discretionary authority will only be provided upon full disclosure to the client. The granting of such authority will be evidenced by the client's execution of an Investment Advisory Agreement containing all applicable limitations to such authority. All discretionary trades made by A. T. Whitehead, Inc. will be in accordance with each client's investment objectives and goals.

Item 17 Voting Client Securities

A. T. Whitehead, Inc. will not vote, nor advise clients how to vote, proxies for securities held in client accounts. The client clearly keeps the authority and responsibility for the voting of these proxies. Also, the Advisor cannot give any advice or take any action with respect to the voting of these proxies. The client and the Advisor agree to this by contract. Clients will receive proxy solicitations from their custodian and/or transfer agent.

Item 18 Financial Information

A. T. Whitehead, Inc. does not require or solicit prepayment of more than \$500 in fees per client, six months or more in advance.

A. T. Whitehead, Inc. has discretionary authority over client accounts and is not aware of any financial condition that will likely impair its ability to meet contractual commitments to clients. If the firm does become aware of any such financial condition, this brochure will be updated and clients will be notified.

Item 19 Requirements for State-Registered Advisers

Janet Johnson Bullard, CFA, born in 1939

Education:

Bachelor of Business Administration

Master of Business Administration

Chartered Financial Analyst

Business Background:

A. T. Whitehead, Inc., CEO since 1999

Previously -

KHB Corporation, Inc. (President, Treasurer, Director)

Shawmut Bank, N.A., Boston, MA (Vice President, High Net Worth Sales for Shawmut Investment Advisors Division)

The Chartered Financial Analyst (CFA) designation or CFA charter was first introduced in 1963 as a well respected and recognized investment credential. The CFA Program is organized into three levels, each culminating in a six-hour exam. These three exams — Level I, Level II, and

Level III — must be passed sequentially as one of the requirements for earning a CFA charter. Completing the Program takes most candidates between two and five years. To earn a CFA charter, an individual must have four years of qualified investment work experience, become a member of the CFA Institute, pledge to adhere to the CFA Institute Code of Ethics and Standards of Professional Conduct on an annual basis, apply for membership to a local CFA member society, and complete the CFA Program.

A. T. Whitehead is not engaged in any other business other than giving investment advice.

Management of the Advisor has not been found liable in any arbitration, civil or disciplinary actions or administrative proceedings.

There are no material relationships maintained by the Advisor or its management persons with any issuers of securities.

Item 1 Cover Page for Brochure Supplement

Janet Johnson Bullard, CFA, CEO and Chief Compliance Officer

A. T. Whitehead, Inc.
4320 El Prado Boulevard, Suite 19
Tampa, FL 33629
813-839-7122

February 10, 2012

This brochure supplement provides information about Janet Johnson Bullard that supplements the A. T. Whitehead, Inc. brochure. You should have received a copy of that brochure. Please contact Janet Johnson Bullard if you did not receive A. T. Whitehead, Inc.'s brochure or if you have any questions about the contents of this supplement.

Additional information about Janet Johnson Bullard is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2 Educational Background and Business Experience

Janet Johnson Bullard, CFA, born in 1939

Education:

Bachelor of Business Administration

Master of Business Administration

Chartered Financial Analyst

Business Background:

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Previously -

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Item 3 Disciplinary Information

There are no legal or disciplinary events or proceedings to report concerning Ms. Bullard.

Item 4 Other Business Activities

Ms. Bullard is not actively engaged in any investment-related or non-investment-related business or occupation outside of A. T. Whitehead.

Item 5 Additional Compensation

Ms. Bullard does not receive compensation or other economic benefit from anyone who is not a client for providing advisory services.

Item 6 Supervision

Janet Johnson Bullard, CFA, is the CEO and Chief Compliance Officer of A. T. Whitehead, Inc. and can be reached at 813-839-7122 and is the only individual that provides investment advice to clients.