



WHM Capital Advisors, LLC

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This brochure provides information about the qualifications and business practices of WHM Capital Advisors, LLC ("WHM"). If you have any questions about the contents of this brochure, please contact us at (877) 269-5342 or info@whmca.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state authority.

Additional information about WHM also is available on the SEC's website at www.AdviserInfo.sec.gov.

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Advisory Business

General Information

WHM Capital Advisors, LLC was formed in 2002, and provides portfolio management and general consulting which includes business valuations and financial analysis services to its clients. At the outset of each client relationship, WHM spends time with the client, asking questions, discussing the client's investment experience and financial circumstances, and reviewing options for the client. Based on its reviews, WHM generally develops with each client:

- a financial outline for the client based on the client's financial circumstances and goals, and the client's risk tolerance level (the "Financial Profile"); and
- the client's investment objectives and guidelines (the "Investment Action Plan" or "IAP").

The Financial Profile is a reflection of the client's current financial picture and a look to the future goals of the client. The Investment Plan outlines the types of investments WHM will make on behalf of the client in order to meet those goals. The Profile and the Plan are discussed regularly with each client, but are not necessarily written documents.

Where WHM provides general consulting services, WHM will work with the client to prepare an appropriate summary of the specific project(s) to the extent necessary or advisable under the circumstances.

Portfolio Management

As described above, at the beginning of a client relationship, WHM meets with the client, gathers information and performs research and analysis as necessary to develop the client's Investment Action Plan. The IAP will be updated from time to time when requested by the client, or when determined to be necessary or advisable by WHM based on updates to the client's financial or other circumstances.

To implement the client's IAP, WHM will manage the client's investment portfolio on a discretionary basis. As a discretionary investment adviser, WHM will have the authority to supervise and direct the portfolio without prior consultation with the client.

Notwithstanding the foregoing, clients may impose certain written restrictions on WHM in the management of their investment portfolios, such as prohibiting the inclusion of certain types of investments (e.g., "sin stocks") in an investment portfolio or prohibiting the sale of certain investments held in the account at the commencement of the relationship. Each client should note, however, that restrictions imposed by a client may adversely affect the composition and performance of the client's investment portfolios. Each client should also note that his or her investment portfolio is treated individually by giving consideration to each purchase or sale for the client's account. For these and other reasons, performance of client investment portfolios within the same investment objectives, goals and/or risk tolerance may differ and clients should not expect that the composition or performance of their investment portfolios would necessarily be consistent with similar clients of WHM.

General Consulting

In addition to the foregoing services, WHM may provide general consulting services to clients. These services are generally provided on a project basis, and may include, without limitation, business valuations and other financial analysis services, as well as other matters specific to the client as and when requested by the client and agreed to by WHM. The scope and fees for

consulting services will be negotiated with each client at the time of engagement for the applicable project.

Principal Owners

William H. McAfee, Jr. is the sole principal owner of WHM. Please see ***“Brochure Supplement(s)”***, Appendix A, for more information on Mr. McAfee and other individuals who formulate investment advice and have direct contact with clients, or have discretionary authority over client accounts.

Type and Value of Assets Currently Managed

As of March 7, 2011, WHM managed \$60,980,684 on a discretionary basis, and no assets on a non-discretionary basis.

Fees and Compensation

General Fee Information

Fees paid to WHM are exclusive of all custodial and transaction costs paid to the client's custodian, brokers or other third party consultants. Fees paid to WHM are also separate and distinct from the fees and expenses charged by mutual funds, ETFs (exchange traded funds) or other investment pools to their shareholders (generally including a management fee and fund expenses, as described in each fund's prospectus or offering materials). The client should review all fees charged by funds, brokers, WHM and others to fully understand the total amount of fees paid by the client for investment and financial-related services.

Portfolio Management Fees

WHM charges an annual fee of up to 1.95%, based on a percentage of assets under management. Fees are negotiable using a sliding scale based upon account size and other factors.

WHM may impose a minimum portfolio value. The minimum annual fee per household is \$7,500. WHM also charges a one-time administrative fee of \$500 per account at time of account set-up. WHM may, at its discretion, make exceptions to the foregoing or negotiate special fee arrangements where WHM deems it appropriate under the circumstances.

Portfolio management fees are generally payable quarterly, in advance. If management begins after the start of a quarter, fees will be prorated accordingly. Fees are normally debited directly from client account(s), unless other arrangements are made.

Either WHM or the client may terminate their Investment Management Agreement at any time, subject to any written notice requirements in the agreement. In the event of termination, any paid but unearned fees will be promptly refunded to the client, and any fees due to WHM from the client will be invoiced or deducted from the client's account prior to termination.

General Consulting Fees

When WHM provides general consulting services to clients, these services are generally separate from WHM's portfolio management services. Fees for general consulting are negotiated at the time of the engagement for such services, and are normally based on a fixed fee basis.

Other Compensation

Associated persons are also insurance agents of various insurance companies. In this capacity, associated persons of the Adviser may recommend insurance and receive normal commissions if

products are purchased. Thus, a conflict of interest exists between the interests of the associated persons and those of the advisory clients.

Performance-Based Fees and Side-By-Side Management

WHM does not have any performance-based fee arrangements.

Types of Clients

WHM serves individuals, corporations, trusts, estates and charitable organizations. WHM may impose a minimum portfolio value eligible for conventional investment advisory services. The annual minimum fee charged per household is \$7,500. Under certain circumstances and in its sole discretion, WHM may negotiate such minimums.

Methods of Analysis, Investment Strategies and Risk of Loss

Methods of Analysis and Investment Strategies

In accordance with the Investment Action Plan, WHM primarily invests in ETF's, common stocks, mutual funds, individual bonds (government, corporate and municipal) for client accounts.

Mutual funds and ETFs are generally evaluated and selected based on a variety of factors, including, without limitation, past performance, fee structure, portfolio manager, fund sponsor, overall ratings for safety and returns, and other factors.

In selecting individual stocks for an account, WHM generally applies traditional fundamental analysis, which involves a review of the business and financial information about an issuer. Financial strength ratios, price-to-earnings ratios, dividend yields, and other areas are commonly reviewed. WHM also uses stock screening techniques, discounted cash flow modeling, research databases such as Morningstar, 3rd party analyst reports such as Argus, S&P, Morningstar, Goldman Sachs and Credit Suisse, among others.

Fixed income investments may be used as a strategic investment, as an instrument to fulfill liquidity or income needs in a portfolio, or to add a component of capital preservation. WHM may evaluate and select individual bonds or bond funds based on a number of factors including, without limitation, rating, yield and duration.

Investment Strategies:

WHM's strategic approach is to invest each portfolio in accordance with the Plan that has been developed specifically for each client. This means that the following strategies may be used in varying combinations over time for a given client, depending upon the client's individual circumstances.

Long Term Purchases – securities purchased with the expectation that the value of those securities will grow over a relatively long period of time, generally greater than one year.

Short Term Purchases – securities purchased with the expectation that they will be sold within a relatively short period of time, generally less than one year, to take advantage of the securities' short term price fluctuations.

Options Trading/Writing: a securities transaction that involves buying or selling (writing) an option. If you write an option, and the buyer exercises the option, you are obligated to

purchase or deliver a specified number of shares at a specified price at the exercise of the option regardless of the market value of the security at expiration of the option. Buying an option gives you the right to purchase or sell a specified number of shares at a specified price until the date of expiration of the option regardless of the market value of the security at expiration of the option.

Risk of Loss

While WHM seeks to diversify clients' investment portfolios across various asset classes consistent with their Investment Plans in an effort to reduce risk of loss, all investment portfolios are subject to risks. Accordingly, there can be no assurance that client investment portfolios will be able to fully meet their investment objectives and goals, or that investments will not lose money.

Below is a description of several of the principal risks that client investment portfolios face.

Management Risks. While WHM manages client investment portfolios based on WHM's experience, research and proprietary methods, the value of client investment portfolios will change daily based on the performance of the underlying mutual funds and other securities in which they are invested. Accordingly, client investment portfolios are subject to the risk that WHM allocates assets to asset classes that are adversely affected by unanticipated market movements, and the risk that WHM's specific investment choices could underperform their relevant indexes.

Risks of Investments in Mutual Funds, ETFs and Other Investment Pools. As described above, WHM will generally invest client portfolios in mutual funds, ETFs and other investment pools ("pooled investment funds"). Investments in pooled investment funds are generally less risky than investing in individual securities because of their diversified portfolios; however, these investments are still subject to risks associated with the markets in which they invest. In addition, pooled investment funds' success will be related to the skills of their particular managers and their performance in managing their funds. Pooled investment funds are also subject to risks due to regulatory restrictions applicable to registered investment companies under the Investment Company Act of 1940.

Equity Market Risks. WHM will usually invest portions of client assets directly into equity investments, primarily stocks, or into pooled investment funds that invest in the stock market. As noted above, while pooled investments have diversified portfolios that may make them less risky than investments in individual securities, funds that invest in stocks and other equity securities are nevertheless subject to the risks of the stock market. These risks include, without limitation, the risks that stock values will decline due to daily fluctuations in the markets, and that stock values will decline over longer periods (e.g., bear markets) due to general market declines in the stock prices for all companies, regardless of any individual security's prospects.

Fixed Income Risks. WHM may invest portions of client assets directly into fixed income instruments, such as bonds and notes, or may invest in pooled investment funds that invest in bonds and notes. While investing in fixed income instruments, either directly or through pooled investment funds, is generally less volatile than investing in stock (equity) markets, fixed income investments nevertheless are subject to risks. These risks include, without limitation, interest rate risks (risks that changes in interest rates will devalue the investments), credit risks (risks of default by borrowers), or maturity risk (risks that bonds or notes will change value from the time of issuance to maturity).

Foreign Securities Risks. WHM may invest portions of client assets into pooled investment funds that invest internationally. While foreign investments are important to the diversification of client investment portfolios, they carry risks that may be different from U.S. investments. For example, foreign investments may not be subject to uniform audit, financial reporting or disclosure standards, practices or requirements comparable to those found in the U.S. Foreign investments are also subject to foreign withholding taxes and the risk of adverse changes in investment or exchange control regulations. Finally, foreign investments may involve currency risk, which is the risk that the value of the foreign security will decrease due to changes in the relative value of the U.S. dollar and the security's underlying foreign currency.

Disciplinary Information

WHM has no disciplinary events to report.

Other Financial Industry Activities and Affiliations

Neither WHM nor its Management Person has any other financial industry activities or affiliations to report.

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

Code of Ethics and Personal Trading

WHM has adopted a Code of Ethics ("the Code"), the full text of which is available to you upon request. WHM's Code has several goals. First, the Code is designed to assist WHM in complying with applicable laws and regulations governing its investment advisory business. Under the Investment Advisers Act of 1940, WHM owes fiduciary duties to its clients. Pursuant to these fiduciary duties, the Code requires WHM associated persons to act with honesty, good faith and fair dealing in working with clients. In addition, the Code prohibits associated persons from trading or otherwise acting on insider information.

Next, the Code sets forth guidelines for professional standards for WHM's associated persons (managers, officers and employees). Under the Code's Professional Standards, WHM expects its associated persons to put the interests of its clients first, ahead of personal interests. In this regard, WHM associated persons are not to take inappropriate advantage of their positions in relation to WHM clients.

Third, the Code sets forth policies and procedures to monitor and review the personal trading activities of associated persons. From time to time WHM's associated persons may invest in the same securities recommended to clients. Under its Code, WHM has adopted procedures designed to reduce or eliminate conflicts of interest that this could potentially cause. The Code's personal trading policies include procedures for limitations on personal securities transactions of associated persons, reporting and review of such trading and pre-clearance of certain types of personal trading activities. These policies are designed to discourage and prohibit personal trading that would disadvantage clients. The Code also provides for disciplinary action as appropriate for violations.

Participation or Interest in Client Transactions

Because associated persons may invest in the same securities as those purchased in client accounts, WHM has established a policy requiring its associated persons to pre-clear transactions in these securities with the Chief Compliance Officer. The goal of this policy is to avoid any conflict of interest that may present itself in these situations. Certain securities, such as CD's, treasury

obligations and open-end mutual funds are exempt from this pre-clearance requirement. However, in the event of other identified potential trading conflicts of interest, WHM's goal is to place client interests first.

Consistent with the foregoing, WHM maintains policies regarding participation in initial public offerings (IPOs) and private placements in order to comply with applicable laws and avoid conflicts with client transactions. If a WHM associated person wishes to participate in an IPO or invest in a private placement, he or she must submit a pre-clearance request and obtain the approval of the Chief Compliance Officer. If associated persons trade with client accounts (e.g., in a bundled or aggregated trade), and the trade is not filled in its entirety, the associated person's shares will be removed from the block, and the balance of shares will be allocated among client accounts in accordance with WHM's written policy.

Brokerage Practices

Best Execution and Benefits of Brokerage Selection

When given discretion to select the brokerage firm that will execute orders in client accounts, WHM seeks "best execution" for client trades, which is a combination of a number of factors, including, without limitation, quality of execution, services provided and commission rates. Therefore, WHM may use or recommend the use of brokers who do not charge the lowest available commission in the recognition of research and securities transaction services, or quality of execution. Research services received with transactions may include proprietary or third party research (or any combination), and may be used in servicing any or all of WHM's clients. Therefore, research services received may not be used for the account for which the particular transaction was effected.

WHM participates in Schwab's Institutional ("SI") service program. While there is no direct link between the investment advice WHM provides and participation in the SI program, WHM receives certain economic benefits from the SI program. These benefits may include software and other technology that provides access to client account data (such as trade confirmations and account statements), facilitates trade execution (and allocation of aggregated orders for multiple client accounts), provides research, pricing information and other market data, facilitates the payment of WHM's fees from its clients' accounts, and assists with back-office functions, recordkeeping and client reporting. Many of these services may be used to service all or a substantial number of WHM's accounts, including accounts not held at Schwab. Schwab may also make available to WHM other services intended to help WHM manage and further develop its business. 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 to be rendered to WHM by independent third parties. Schwab may discount or waive fees it would otherwise charge for some of these services, pay all or a part of the fees of a third-party providing these services to WHM, and/or Schwab may pay for travel expenses relating to participation in such training. Finally, participation in SI provides WHM with access to mutual funds which normally require significantly higher minimum initial investments or are normally available only to institutional investors.

The benefits received through participation in the SI program do not necessarily depend upon the proportion of transactions directed to Schwab. The benefits are received by WHM, in part because of commission revenue generated for Schwab by WHM's clients. This means that the investment activity in client accounts is beneficial to WHM, because Schwab does not assess a fee to WHM for these services. This creates an incentive for WHM to continue to recommend Schwab to its clients.

While it may be possible to obtain similar custodial, execution and other services elsewhere at a lower cost, WHM believes that Schwab provides an excellent combination of these services.

Directed Brokerage

Clients may direct WHM to use a particular broker for custodial or transaction services on behalf of the client's portfolio. In directed brokerage arrangements, the client is responsible for negotiating the commission rates and other fees to be paid to the broker. Accordingly, a client who directs brokerage should consider whether such designation may result in certain costs or disadvantages to the client, either because the client may pay higher commissions or obtain less favorable execution, or the designation limits the investment options available to the client.

The arrangement that WHM has with Schwab is designed to maximize efficiency and to be cost effective. By directing brokerage arrangements, the client acknowledges that these economies of scale and levels of efficiency are generally compromised when alternative brokers are used. While every effort is made to treat clients fairly over time, the fact that a client chooses to use the brokerage and/or custodial services of these alternative service providers may in fact result in a certain degree of delay in executing trades for their account(s) and otherwise adversely affect management of their account(s).

By directing WHM to use a specific broker or dealer, clients who are subject to ERISA confirm and agree with WHM that they have the authority to make the direction, that there are no provisions in any client or plan document which are inconsistent with the direction, that the brokerage and other goods and services provided by the broker or dealer through the brokerage transactions are provided solely to and for the benefit of the client's plan, plan participants and their beneficiaries, that the amount paid for the brokerage and other services have been determined by the client and the plan to be reasonable, that any expenses paid by the broker on behalf of the plan are expenses that the plan would otherwise be obligated to pay, and that the specific broker or dealer is not a party in interest of the client or the plan as defined under applicable ERISA regulations.

Aggregated Trade Policy

WHM typically directs trading in individual client accounts as and when trades are appropriate based on the client's Investment Plan, without regard to activity in other client accounts. However, from time to time, WHM may aggregate trades together for multiple client accounts, most often when these accounts are being directed to sell the same securities at the same time. If such an aggregated trade is not completely filled, WHM will allocate shares received (in an aggregated purchase) or sold (in an aggregated sale) across participating accounts on a pro rata or other fair basis; provided, however, that any participating accounts that are owned by WHM or its officers, directors, or employees will be excluded first.

Cross Trades

From time to time, WHM may direct a "cross trade" of securities (including, without limitation, fixed income securities) between client accounts, whereby WHM arranges for one client account to purchase a security directly from another client account. In such cases, WHM will seek to obtain a price for the security from one or more independent sources. WHM is not a broker-dealer and receives no compensation from a cross trade; however, the broker-dealer facilitating the cross trade normally charges administrative fees to the clients' accounts.

WHM may direct a cross trade when WHM believes that the transaction is in the best interest of the clients, that no client will be disfavored by the transaction, and that the transaction receives the best execution available under the specific circumstances at the time of the trade.

Review of Accounts

Managed portfolios are reviewed at least quarterly, but may be reviewed more often if requested by the client, upon receipt of information material to the management of the portfolio, or at any time such review is deemed necessary or advisable by WHM. William H. McAfee, WHM's President, and John H. Barnes, WHM's Chief Operating Officer, review all accounts.

Account custodians are responsible for providing monthly or quarterly account statements which reflect the positions (and current pricing) in each account as well as transactions in each account, including fees paid from an account. Account custodians also provide prompt confirmation of all trading activity, and year-end tax statements, such as 1099 forms. In addition, WHM provides at least an annual report for each managed portfolio. This written report normally includes a summary of portfolio holdings and performance results. Additional reports are available at the request of the client.

Client Referrals and Other Compensation

As noted above, WHM may receive some benefits from Schwab based on the amount of client assets held at Schwab. Please see ***"Brokerage Practices"*** for more information.

From time to time, WHM may enter into arrangements with third parties ("Solicitors") to identify and refer potential clients to WHM. Consistent with legal requirements under the Investment Advisers Act of 1940, as amended, WHM enters into written agreements with Solicitors under which, among other things, Solicitors are required to disclose their compensation arrangements to prospective clients before they enter into an agreement with WHM. Generally, this referral fee will not exceed 25% of the total annual portfolio management fee.

Custody

Schwab is the custodian of nearly all client accounts at WHM. From time to time however, clients may select an alternate broker to hold accounts in custody. In any case, it is the custodian's responsibility to provide clients with confirmations of trading activity, tax forms and at least quarterly account statements. Clients are advised to review this information carefully, and to notify WHM of any questions or concerns. Clients are also asked to promptly notify WHM if the custodian fails to provide statements on each account held.

From time to time and in accordance with WHM's agreement with clients, WHM will provide additional reports. The account balances reflected on these reports should be compared to the balances shown on the brokerage statements to ensure accuracy. At times there may be small differences due to the timing of dividend reporting and pending trades.

Investment Discretion

As described above under ***"Advisory Business"***, WHM manages portfolios on a discretionary basis. This means that after an Investment Plan is developed for the client's investment portfolio, WHM will execute that plan without specific consent from the client for each transaction. For discretionary accounts, a Limited Power of Attorney ("LPOA") is executed by the client, giving WHM the authority to carry out various activities in the account, generally including the following: trade execution; the ability to request checks on behalf of the client; and, the withdrawal of advisory fees directly from the account. WHM then directs investment of the client's portfolio using its discretionary authority. The client may limit the terms of the LPOA to the extent consistent with

the client's investment advisory agreement with WHM and the requirements of the client's custodian. The discretionary relationship is further described in the agreement between WHM and the client.

Voting Client Securities

With respect to securities selected on behalf of the client in a managed account or recommended to a client, WHM may vote proxies where required under client agreements. WHM seeks to vote proxies in the best interest of the client(s) holding the applicable securities. In voting proxies, WHM considers factors that WHM believes relate to the client's investment(s) and factors, if any, that are set forth in written instructions from the client.

In general, WHM believes that voting proxies in accordance with the following guidelines, with respect to such routine items, is in the best interests of our clients. Accordingly, WHM generally votes **for**:

- The election of directors (where no corporate governance issues are implicated);
- Proposals that strengthen the shared interests of shareholders and management;
- The selection of independent auditors based on management or director recommendation, unless a conflict of interest is perceived;
- Proposals that WHM believes may lead to an increase in shareholder value;
- Management recommendations adding or amending indemnification provisions in charter or by-laws; and
- Proposals that maintain or increase the rights of shareholders.

WHM will generally vote **against** any proposals that WHM believes will have a negative impact on shareholder value or rights. If WHM perceives a conflict of interest, WHM's policy is to notify affected clients so that they may choose the course of action they deem most appropriate.

A copy of our complete policy, as well as records of proxies voted; are available to clients upon request. As required under the Advisers Act, such records are maintained for a period of five (5) years.

Financial Information

WHM does not require nor solicit prepayment of more than \$1,200 in fees per client, six months or more in advance, and therefore has no disclosure required for this item.