

Item 1 - Cover Page



CRD# 144885

The Tower @ 1301 Gervais Street Suite 1920 Columbia, South Carolina 29201	935 South Main Street Suite 203 Greenville, South Carolina 29601
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(877) 269-5342

www.WHMCA.com

June 7, 2012 Brochure

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.

Item 2 - Summary of Material Changes

This Brochure is prepared in the revised format required by the SEC beginning in 2011. Registered Investment Advisers are required to use this format in order to inform clients of the nature of advisory services provided, types of clients served, fees charged, potential conflicts of interest and other information. The new Brochure requirements include providing a Summary of Material Changes (the "Summary") reflecting any change to our policies, practices, or conflicts of interest made since our last annual update. This Summary is provided to all clients within 120 days of our fiscal year-end. Our last annual update was filed on February 14, 2012. Of course the complete Brochure is available to clients at any time upon request.

Item 3 - Table of Contents

Page

Item 1 - Cover Page	1
Item 2 - Summary of Material Changes	1
Item 3 - Table of Contents	2
Item 4 - Advisory Business	3
Item 5 - Fees and Compensation	4
Item 6 - Performance-Based Fees and Side-By-Side Management	5
Item 7 - Types of Clients	5
Item 8 - Methods of Analysis, Investment Strategies and Risk of Loss	5
Item 9 - Disciplinary Information	7
Item 10 - Other Financial Industry Activities and Affiliations	7
Item 11 - Code of Ethics, Participation or Interest in Client Transactions and Personal Trading	7
Item 12 - Brokerage Practices	8
Item 13 - Review of Accounts	10
Item 14 - Client Referrals and Other Compensation	11
Item 15 - Custody.....	11
Item 16 - Investment Discretion.....	11
Item 17 - Voting Client Securities	11
Item 18 - Financial Information.....	12
Item 19 - Requirements for State-Registered Advisers	12
Brochure Supplements	Appendix A

Item 4 - 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 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

The William H. McAfee, Jr. Revocable Trust is the sole principal owner of WHM. Please see **Brochure Supplements**, Appendix A, for more information on the 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 December 31, 2011, WHM managed \$71,119,500 on a discretionary basis, and no assets on a non-discretionary basis.

Item 5 - 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. Please see **Item 12 – Brokerage Practices** for additional information. 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 the following sliding scale based upon account size and other factors:

First \$500,000	1.95%
Next \$1,500,000	1.25%
Balance above \$2,000,000	1.00%

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, based on the number of days that the account was managed, 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.

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

WHM does not have any performance-based fee arrangements. "Side by Side Management" refers to a situation in which the same firm manages accounts that are billed based on a percentage of assets under management and at the same time manages other accounts for which fees are assessed on a performance fee basis. Because WHM has no performance-based fee accounts, it has no side-by-side management.

Item 7 - Types of Clients

WHM serves individuals, 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.

Item 8 - 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 and 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 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.

Item 9 - Disciplinary Information

WHM has no disciplinary events to report.

Item 10 - Other Financial Industry Activities and Affiliations

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

Item 11 - 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 certain 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.

Item 12 - 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 may recommend that clients establish brokerage accounts with the Schwab Advisor Services division of Charles Schwab & Co., Inc. (Schwab), a FINRA registered broker-dealer, member SIPC, to maintain custody of clients' assets. WHM may also effect trades for client accounts at Schwab, or may in some instances, consistent with WHM's duty of best execution and specific agreement with each client, elect to execute trades elsewhere. Although WHM may recommend that clients establish accounts at Schwab, it is ultimately the client's decision to custody assets with Schwab. WHM is independently owned and operated and is not affiliated with Schwab.

Schwab provides WHM with access to its institutional trading and custody services, which are typically not available to Schwab retail investors. These services generally are available to independent investment advisors on an unsolicited basis, at no charge to them so long as WHM maintains a pre-established minimum amount of client assets in accounts at Schwab Advisor Services. Schwab's brokerage services include the execution of securities transactions, custody,

research, and access to mutual funds and other investments that are otherwise generally available only to institutional investors or would require a significantly higher minimum initial investment.

For WHM client accounts maintained in its custody, Schwab generally does not charge separately for custody services but is compensated by account holders through commissions and other transaction-related or asset-based fees for securities trades that are executed through Schwab or that settle into Schwab accounts. Schwab Advisor Services also makes available to WHM other products and services that benefit WHM but may not directly benefit its clients' accounts. Many of these products and services may be used to service all or some substantial number of WHM accounts, including accounts not maintained at Schwab.

Schwab's products and services that assist WHM in managing and administering clients' accounts include software and other technology that (i) provide access to client account data (such as trade confirmations and account statements); (ii) facilitate trade execution and allocate aggregated trade orders for multiple client accounts; (iii) provide research, pricing and other market data; (iv) facilitate payment of WHM's fees from its clients' accounts; and (v) assist with back-office functions, recordkeeping and client reporting.

Schwab Advisor Services also offers other services intended to help WHM manage and further develop its business enterprise. These services may include: (i) compliance, legal and business consulting; (ii) publications and conferences on practice management and business succession; and (iii) access to employee benefits providers, human capital consultants and insurance providers. Schwab may make available, arrange and/or pay third-party vendors for the types of services rendered to WHM. Schwab Advisor Services may discount or waive fees it would otherwise charge for some of these services or pay all or a part of the fees of a third-party providing these services to WHM. Schwab Advisor Services may also provide other benefits such as educational events or occasional business entertainment of WHM personnel. In evaluating whether to recommend that clients custody their assets at Schwab, WHM may take into account the availability of some of the foregoing products and services and other arrangements as part of the total mix of factors it considers and not solely on the nature, cost or quality of custody and brokerage services provided by Schwab, which may create a potential conflict of interest.

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. 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.

Item 13 - 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. These factors may include but are not limited to, the following: change in general client circumstances (marriage, divorce, retirement); or economic, political or market conditions. John H. Barnes, WHM's Chief Operating Officer, and Matthew Morley, WHM's Chief Investment 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.

Item 14 - 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.

Item 15 - 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.

Item 16 - 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.

Item 17 - 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.

Item 18 - Financial Information

WHM does not require nor solicit prepayment of more than \$500 in advisory fees per client, six months or more in advance, and therefore has no disclosure required for this item.

Item 19 - Requirements for State-Registered Advisers

As the principal executive officer and management person of WHM, John Barnes's background information is provided elsewhere in this Form ADV. Other than this, no disclosure is required under this item.

Set forth below is the Summary of Material Changes for WHM:

Date of Change	Description of Item
January, 2012	Matthew A. Morley became the Chief Investment Officer of WHM Capital Advisors, LLC. Please see <i>Appendix A, Brochure Supplement</i> for more information on this material change.

Brochure Supplement for

John H. Barnes, CFP®

CRD# 5505348

of

WHM Capital Advisors, LLC

The Tower at 1301 Gervais Street
Suite 1920
Columbia, South Carolina 29201

(877) 269-5342

www.WHMCA.com

June 7, 2012

This brochure supplement provides information about John Barnes, and supplements the WHM Capital Advisors, LLC ("WHM") brochure. You should have received a copy of that brochure. Please contact WHM at (877) 269-5342 if you did not receive WHM's brochure, or if you have any questions about the contents of this supplement.

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

Educational Background and Business Experience

John H. Barnes (year of birth 1977) is Chief Operating Officer and Chief Compliance Officer of WHM Capital Advisors, LLC. John oversees implementation of clients' financial strategies as well as the compliance function of the firm. He works primarily with individual private clients to help them coordinate all aspects of their overall financial situation, and to optimize investment portfolios to meet the clients' objectives. John also has duties in portfolio management, operations and regulatory compliance.

Prior to joining WHM in May of 2007, John began his career in 1999 at Wachovia Bank, N.A. where he held the title of Vice President. During his 8 years there, he held several management positions and most recently was part of a process team overseeing Securities Operations with Wachovia Securities, LLC.

John is a graduate of the University of North Carolina at Chapel Hill and is a CERTIFIED FINANCIAL PLANNER™ practitioner*.

John is active in his community and serves on the local board of Young Life. He and his wife, Jennifer, live in Columbia, South Carolina with their three children.

* The CFP® certification is granted by Certified Financial Planner Board of Standards, Inc. (CFP Board). To attain the certification, the candidate must complete the required educational, examination and experience requirements set forth by CFP Board. Certain designations, such as the CPA, CFA and others may satisfy the education component, and allow a candidate to sit for the CFP® Certification Examination. The Examination tests the candidate's ability to apply financial planning knowledge to client situations. The 10-hour exam is divided into three separate sessions over a 2-day period. At least 3 years of qualifying full-time work experience are required for certification. Qualifying experience includes work in the area of the delivery of the personal financial planning process to clients, the direct support or supervision of others in the personal financial planning process, or teaching all, or any portion, of the personal financial planning process.

Disciplinary Information

There is no disciplinary information to report regarding John.

Other Business Activities

John is licensed to sell insurance in South Carolina and spends approximately 5% of his time on this other business activity. In providing financial planning and other related advisory services, John may recommend the purchase of products under circumstances where he would be entitled to receive a commission or other compensation in the transaction. In all such circumstances, however, the client will be notified of this payment in advance of the transaction, and under no circumstances will the client pay both a commission to John and a management fee to WHM on the same pool of assets.

Additional Compensation

Other than selling insurance products, John is not engaged in any other investment-related business or occupation, and does not earn compensation for the sale of any other products or services.

Supervision

John Barnes is the Chief Operating Officer and Chief Compliance Officer of WHM, and Matthew Morley is the Chief Investment Officer. Both serve on the investment committee.

Overall investment decisions are made as a team by the investment committee, and portfolio activity based on these decisions will be carried by these individuals, as assisted by other staff members of the firm.

As Chief Compliance Officer, John Barnes is responsible for providing supervisory oversight to the staff. He also participates as a team member in the investment and trading processes, and may be contacted at 803-799-1301.

State Requirements for State-Registered Advisers

John has no event to disclose with respect to this item.

Brochure Supplement for

Matthew A. Morley

CRD# 6087407

of

WHM Capital Advisors, LLC

The Tower at 1301 Gervais Street
Suite 1920
Columbia, South Carolina 29201

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June 7, 2012

This brochure supplement provides information about Matt Morley, and supplements the WHM Capital Advisors, LLC ("WHM") brochure. You should have received a copy of that brochure. Please contact WHM at (877) 269-5342 if you did not receive WHM's brochure, or if you have any questions about the contents of this supplement.

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

Educational Background and Business Experience

Matthew A. Morley (year of birth 1984) joined WHM Capital Advisors, LLC in January 2008 and currently serves as WHM's Chief Investment Officer. His primary responsibilities are investment research and business analysis. Matt also coordinates engagement work product for the firm's corporate and institutional clients. Previously, he served as a Research Analyst for the firm. Matt is a graduate of the University of South Carolina with a BA, and is preparing to take the FINRA Series 65 Uniform Investment Adviser Law Exam in order to register as an investment adviser representative.

Prior to completing his education, from June 2004 to December 2007, Matt held the position of Research Intern at WHM. In addition to his internship, he worked as a lab assistant in the Department of Sociology at USC, studying theories of social interaction in exchange networks and group processes. From 1999 through 2003, Matt lived and studied in Bonn, Germany. He has traveled western and eastern Europe, as well as southeast China. Matt currently resides in Irmo, South Carolina with his wife Rebekah and their three daughters.

Disciplinary Information

There is no disciplinary information to report regarding Matt.

Other Business Activities

Matt is not engaged in any other business activity.

Additional Compensation

Matt has no other income or compensation to disclose.

Supervision

John Barnes is the Chief Operating Officer and Chief Compliance Officer of WHM, and Matthew Morley is the Chief Investment Officer. Both serve on the investment committee.

Overall investment decisions are made as a team by the investment committee, and portfolio activity based on these decisions will be carried by these individuals, as assisted by other staff members of the firm.

As Chief Compliance Officer, John Barnes is responsible for providing supervisory oversight to the staff. He also participates as a team member in the investment and trading processes, and may be contacted at 803-799-1301.

State Requirements for State-Registered Advisers

Matt has no event to disclose with respect to this item.

Brochure Supplement for
James R. Landacre, CFP®, CPA

CRD# 4395022

of

WHM Capital Advisors, LLC

The Tower at 1301 Gervais Street
Suite 1920
Columbia, South Carolina 29201

(877) 269-5342

www.WHMCA.com

June 7, 2012

This brochure supplement provides information about Jim Landacre, and supplements the WHM Capital Advisors, LLC ("WHM") brochure. You should have received a copy of that brochure. Please contact WHM at (877) 269-5342 if you did not receive WHM's brochure, or if you have any questions about the contents of this supplement.

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

Educational Background and Business Experience

James R. Landacre (year of birth 1948) is Senior Vice President of WHM Capital Advisors, LLC. Jim has been working with high net worth families for over 25 years and has been working in the financial industry since 1970.

Jim began his financial career in 1970 in Charlotte, North Carolina with international accounting firm Price Waterhouse & Co. (now Price Waterhouse Coopers). In 1973, he became a Certified Public Accountant* (CPA) with a concentration in income tax and financial planning. After years of working with several other CPA firms and starting his own firm in 1980 (and selling his interest in it in 1985), Jim opened First Planning Group, the area's first fee-only financial counseling, in 1985 serving as its President. By 1987, he had become a CERTIFIED FINANCIAL PLANNER™ practitioner** and was able to continue to serve his clients from Alabama to Maryland. In 2010, First Planning Group merged with WHM Capital Advisors, LLC.

Jim is a graduate of Marshall University. He actively lectures and teaches personal finance to church and professional groups. Jim is also the Treasurer and Board Member of the Greensboro Pregnancy Care Center in Greensboro, NC. He has four children and lives in Greensboro, North Carolina.

* A CPA is a Certified Public Accountant. ALL CPA candidates must pass the Uniform CPA Examination to qualify for a CPA certificate and license to practice public accounting. While the exam is the same regardless of where it is taken, every state/jurisdiction has its own set of education and experience requirements that individuals must meet. However, most states require at least a bachelor's degree and a concentration in accounting, and at least one year public accounting experience under the supervision of or verification by a CPA. Once the designation is attained, the CPA is required to meet continuing education requirements.

** The CFP® certification is granted by Certified Financial Planner Board of Standards, Inc. (CFP Board). To attain the certification, the candidate must complete the required educational, examination and experience requirements set forth by CFP Board. Certain designations, such as the CPA, CFA and others may satisfy the education component, and allow a candidate to sit for the CFP® Certification Examination. The Examination tests the candidate's ability to apply financial planning knowledge to client situations. The 10-hour exam is divided into three separate sessions over a 2-day period. At least 3 years of qualifying full-time work experience are required for certification. Qualifying experience includes work in the area of the delivery of the personal financial planning process to clients, the direct support or supervision of others in the personal financial planning process, or teaching all, or any portion, of the personal financial planning process.

Disciplinary Information

There is no disciplinary information to report regarding Jim.

Other Business Activities

Jim is not engaged in any other business activity.

Additional Compensation

Jim has no other income or compensation to disclose.

Supervision

John Barnes is the Chief Operating Officer and Chief Compliance Officer of WHM, and Matthew Morley is the Chief Investment Officer. Both serve on the investment committee.

Overall investment decisions are made as a team by the investment committee, and portfolio activity based on these decisions will be carried by these individuals, as assisted by other staff members of the firm.

As Chief Compliance Officer, John Barnes is responsible for providing supervisory oversight to the staff. He also participates as a team member in the investment and trading processes, and may be contacted at 803-799-1301.

State Requirements for State-Registered Advisers

Jim has no event to disclose with respect to this item.

Brochure Supplement for
George Francis O'Brien, III, CFP®

CRD# 2183177

935 South Main Street
Suite 203
Greenville, South Carolina 29601

of

WHM Capital Advisors, LLC

The Tower at 1301 Gervais Street
Suite 1920
Columbia, South Carolina 29201

(877) 269-5342

www.WHMCA.com

June 7, 2012

This brochure supplement provides information about Frank O'Brien, and supplements the WHM Capital Advisors, LLC ("WHM") brochure. You should have received a copy of that brochure. Please contact WHM at (877) 269-5342 if you did not receive WHM's brochure, or if you have any questions about the contents of this supplement.

Additional information about Frank O'Brien is available on the SEC's website at
www.AdviserInfo.sec.gov.

Educational Background and Business Experience

Frank O'Brien (year of birth 1964) is a Managing Director for WHM Capital Advisors, LLC. Frank is a CERTIFIED FINANCIAL PLANNER™ practitioner* and manages the firm's Greenville, South Carolina office. He works primarily with private clients and families to design financial strategies and manage both liquid and illiquid assets.

Frank began his career in corporate banking working for NCNB in 1986. He later worked with Wachovia Wealth Management for 10 years. Prior to joining WHM in May of 2011, Frank most recently served as Managing Director of South Carolina Private Wealth for SunTrust Banks from 2006 to 2011.

Frank is a graduate of the University of North Carolina at Chapel Hill where he received his degree in Economics. He currently serves as Vice Chairman of the Palmetto Society of the United Way, as a member of the board of the United Way of Greenville County and as Co-chair of the Ministries

Leadership Team at Buncombe Street United Methodist Church. Frank and his wife, Linda, live in Greenville, South Carolina with their two children.

* The CFP® certification is granted by Certified Financial Planner Board of Standards, Inc. (CFP Board). To attain the certification, the candidate must complete the required educational, examination and experience requirements set forth by CFP Board. Certain designations, such as the CPA, CFA and others may satisfy the education component, and allow a candidate to sit for the CFP® Certification Examination. The Examination tests the candidate's ability to apply financial planning knowledge to client situations. The 10-hour exam is divided into three separate sessions over a 2-day period. At least 3 years of qualifying full-time work experience are required for certification. Qualifying experience includes work in the area of the delivery of the personal financial planning process to clients, the direct support or supervision of others in the personal financial planning process, or teaching all, or any portion, of the personal financial planning process.

Disciplinary Information

There is no disciplinary information to report regarding Frank.

Other Business Activities

Frank is licensed to sell insurance in South Carolina and spends approximately 5% of his time on this other business activity. In providing financial planning and other related advisory services, Frank may recommend the purchase of products under circumstances where he would be entitled to receive a commission or other compensation in the transaction. In all such circumstances, however, the client will be notified of this payment in advance of the transaction, and under no circumstances will the client pay both a commission to Frank and a management fee to WHM on the same pool of assets.

Additional Compensation

Other than selling insurance products, Frank is not engaged in any other investment-related business or occupation, and does not earn compensation for the sale of any other products or services.

Supervision

John Barnes is the Chief Operating Officer and Chief Compliance Officer of WHM, and Matthew Morley is the Chief Investment Officer. Both serve on the investment committee.

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As Chief Compliance Officer, John Barnes is responsible for providing supervisory oversight to the staff. He also participates as a team member in the investment and trading processes, and may be contacted at 803-799-1301.

State Requirements for State-Registered Advisers

Frank has no event to disclose with respect to this item.