

**FORM ADV****Uniform Application for Investment Adviser Registration****Part II - Page 1****OMB APPROVAL**

OMB Number: 3235-0049  
Expires: February 28, 2011  
Estimated average burden  
hours per response... .4.07

Name of Investment Adviser:

**Davis Wealth Management**

Address: (Number and Street)

(City)

(State)

(Zip Code)

Area Code: Telephone Number:

**4505 Emperor Boulevard, Suite 110****Durham****NC****27703****( 919) 941-9222**

**This part of Form ADV gives information about the investment adviser and its business for the use of clients.  
The information has not been approved or verified by any governmental authority.**

**Table of Contents**

<b><u>Item Number</u></b>	<b><u>Item</u></b>	<b><u>Page</u></b>
1	Advisory Services and Fees . . . . .	2
2	Types of Clients . . . . .	2
3	Types of Investments . . . . .	3
4	Methods of Analysis, Sources of Information and Investment Strategies . . . . .	3
5	Education and Business Standards . . . . .	4
6	Education and Business Background . . . . .	4
7	Other Business Activities . . . . .	4
8	Other Financial Industry Activities or Affiliations . . . . .	4
9	Participation or Interest in Client Transactions . . . . .	5
10	Conditions for Managing Accounts . . . . .	5
11	Review of Accounts . . . . .	5
12	Investment or Brokerage Discretion . . . . .	6
13	Additional Compensation . . . . .	6
14	Balance Sheet . . . . .	6
	Continuation Sheet . . . . .	Schedule F
	Balance Sheet, if required. . . . .	Schedule G

(Schedules A, B, C, D, and E are included with Part I of this Form, for the use of regulatory bodies, and are not distributed to clients.)

Potential persons who are to respond to the collection of information contained in this form  
are not required to respond unless the form displays a currently valid OMB control number.

**FORM ADV****Part II - Page 2**

Applicant:

**Davis Wealth Management**

SEC File Number:

**801-70254**

Date:

**June 23, 2010****1. A. Advisory Services and Fees.** (check the applicable boxes)For each type of service provided, state the approximate % of total advisory billings from that service.  
(See instruction below.)**Applicant:**

- |                                     |     |   |              |
|-------------------------------------|-----|---|--------------|
| <input checked="" type="checkbox"/> | (1) | Provides investment supervisory services . . . . .  | <u>100</u> % |
| <input type="checkbox"/>            | (2) | Manages investment advisory accounts not involving investment supervisory services . . . . .  | ___%         |
| <input type="checkbox"/>            | (3) | Furnishes investment advice through consultations not included in either service described above . . . . .  | ___%         |
| <input type="checkbox"/>            | (4) | Issues periodicals about securities by subscription . . . . .   | ___%         |
| <input type="checkbox"/>            | (5) | Issues special reports about securities not included in any service described above . . . . .   | ___%         |
| <input type="checkbox"/>            | (6) | Issues, not as part of any service described above, any charts, graphs, formulas, or other devices which clients may use to evaluate securities . . . . . | ___%         |
| <input type="checkbox"/>            | (7) | On more than an occasional basis, furnishes advice to clients on matters not involving securities . . . . .   | ___%         |
| <input type="checkbox"/>            | (8) | Provides a timing service . . . . .   | ___%         |
| <input type="checkbox"/>            | (9) | Furnishes advice about securities in any manner not described above . . . . .   | ___%         |

(Percentages should be based on applicant's last fiscal year. If applicant has not completed its first fiscal year, provide estimates of advisory billings for that year and state that the percentages are estimates.)

**B.** Does applicant call any of the services it checked above financial planning or some similar term? . . . . .Yes ☒ No ☐**C.** Applicant offers investment advisory services for: (check all that apply)

- |   |  |
|---|--|
| <input checked="" type="checkbox"/> (1) A percentage of assets under management | <input type="checkbox"/> (4) Subscription fees |
| <input type="checkbox"/> (2) Hourly charges                                     | <input type="checkbox"/> (5) Commissions       |
| <input type="checkbox"/> (3) Fixed fees (not including subscription fees)       | <input type="checkbox"/> (6) Other             |

**D.** For each checked box in A above, describe on Schedule F:

- the services provided, including the name of any publication or report issued by the adviser on a subscription basis or for a fee
- applicant's basic fee schedule, how fees are charged and whether its fees are negotiable
- when compensation is payable, and if compensation is payable before service is provided, how a client may get a refund or may terminate an investment advisory contract before its expiration date

**2. Types of clients** - Applicant generally provides investment advice to: (check those that apply)

- |   |  |
|---|--|
| <input checked="" type="checkbox"/> A. Individuals                      | <input checked="" type="checkbox"/> E. Trusts, estates, or charitable organizations                    |
| <input type="checkbox"/> B. Banks or thrift institutions                | <input checked="" type="checkbox"/> F. Corporations or business entities other than those listed above |
| <input type="checkbox"/> C. Investment companies                        | <input type="checkbox"/> G. Other (describe on Schedule F)   |
| <input checked="" type="checkbox"/> D. Pension and profit sharing plans |  |

**Answer all items. Complete amended pages in full, circle amended items and file with execution page (page 1).**

**FORM ADV****Part II - Page 3**

Applicant:

**Davis Wealth Management**

SEC File Number:

801- **70254**

Date:

**June 23, 2010****3. Types of Investments.** Applicant offers advice on the following: (check those that apply)

- |   |  |
|---|--|
| <input checked="" type="checkbox"/> A. Equity securities  | <input checked="" type="checkbox"/> H. United States government securities |
| <input checked="" type="checkbox"/> (1) exchange-listed securities                                |  |
| <input checked="" type="checkbox"/> (2) securities traded over-the-counter                        | I. Options contracts on:   |
| <input type="checkbox"/> (3) foreign issues   |  |
|   | <input checked="" type="checkbox"/> (1) securities                         |
| <input checked="" type="checkbox"/> B. Warrants   | <input checked="" type="checkbox"/> (2) commodities                        |
|   | J. Futures contracts on:   |
| <input checked="" type="checkbox"/> C. Corporate debt securities<br>(other than commercial paper) | <input type="checkbox"/> (1) tangibles                                     |
|   | <input type="checkbox"/> (2) intangibles                                   |
| <input checked="" type="checkbox"/> D. Commercial paper   | K. Interests in partnerships investing in:                                 |
|   | <input type="checkbox"/> (1) real estate                                   |
| <input checked="" type="checkbox"/> E. Certificates of deposit                                    | <input type="checkbox"/> (2) oil and gas interests                         |
| <input checked="" type="checkbox"/> F. Municipal securities                                       | <input type="checkbox"/> (3) other (explain on Schedule F)                 |
| G. Investment company securities:   | <input type="checkbox"/> L. Other (explain on Schedule F)                  |
| <input checked="" type="checkbox"/> (1) variable life insurance                                   |  |
| <input checked="" type="checkbox"/> (2) variable annuities  |  |
| <input checked="" type="checkbox"/> (3) mutual fund shares  |  |

**4. Methods of Analysis, Sources of Information, and Investment Strategies.**

## A. Applicant's security analysis methods include: (check those that apply)

- |   |  |
|---|--|
| (1) <input type="checkbox"/> Charting               | (4) <input type="checkbox"/> Cyclical                      |
| (2) <input checked="" type="checkbox"/> Fundamental | (5) <input type="checkbox"/> Other (explain on Schedule F) |
| (3) <input type="checkbox"/> Technical              |  |

## B. The main sources of information applicant uses include: (check those that apply)

- |   |  |
|---|--|
| (1) <input checked="" type="checkbox"/> Financial newspapers and magazines    | (5) <input type="checkbox"/> Timing services   |
| (2) <input type="checkbox"/> Inspections of corporate activities              | (6) <input checked="" type="checkbox"/> Annual reports, prospectuses, filings with the<br>Securities and Exchange Commission |
| (3) <input checked="" type="checkbox"/> Research materials prepared by others | (7) <input type="checkbox"/> Company press releases  |
| (4) <input type="checkbox"/> Corporate rating services                        | (8) <input type="checkbox"/> Other (explain on Schedule F)   |

## C. The investment strategies used to implement any investment advice given to clients include: (check those that apply)

- |  |  |
|--|--|
| (1) <input checked="" type="checkbox"/> Long term purchases<br>(securities held at least a year) | (5) <input checked="" type="checkbox"/> Margin transactions  |
| (2) <input checked="" type="checkbox"/> Short term purchases<br>(securities sold within a year)  | (6) <input type="checkbox"/> Option writing, including covered options, uncovered<br>options or spreading strategies |
| (3) <input checked="" type="checkbox"/> Trading (securities sold within 30 days)                 | (7) <input type="checkbox"/> Other (explain on Schedule F)   |
| (4) <input checked="" type="checkbox"/> Short sales  |  |

**Answer all items. Complete amended pages in full, circle amended items and file with execution page (page 1).**

**FORM ADV****Part II - Page 4**

Applicant:

**Davis Wealth Management**

SEC File Number:

**801-70254**

Date:

**June 23, 2010****5. Education and Business Standards.**

Are there any general standards of education or business experience that applicant requires of those involved in determining or giving investment advice to clients? . . . . .

Yes No  
☒ ☐

(If yes, describe these standards on Schedule F.)

**6. Education and Business Background.**

For:

- each member of the investment committee or group that determines general investment advice to be given to clients, or
- if the applicant has no investment committee or group, each individual who determines general investment advice given to clients (if more than five, respond only for their supervisors)
- each principal executive officer of applicant or each person with similar status or performing similar functions.

On Schedule F, give the:

- |                 |  |
|-----------------|--|
| • name          | • formal education after high school               |
| • year of birth | • business background for the preceding five years |

**7. Other Business Activities.** (check those that apply)

- ☐ A. Applicant is actively engaged in a business other than giving investment advice.
- ☐ B. Applicant sells products or services other than investment advice to clients.
- ☐ C. The principal business of applicant or its principal executive officers involves something other than providing investment advice.

(For each checked box describe the other activities, including the time spent on them, on Schedule F.)

**8. Other Financial Industry Activities or Affiliations.** (check those that apply)

- ☐ A. Applicant is registered (or has an application pending) as a securities broker-dealer.
- ☐ B. Applicant is registered (or has an application pending) as a futures commission merchant, commodity pool operator or commodity trading adviser.
- C. Applicant has arrangements that are material to its advisory business or its clients with a related person who is a:
- |  |  |
|--|--|
| <input type="checkbox"/> (1) broker-dealer   | <input type="checkbox"/> (7) accounting firm                                       |
| <input type="checkbox"/> (2) investment company  | <input type="checkbox"/> (8) law firm  |
| <input type="checkbox"/> (3) other investment adviser  | <input type="checkbox"/> (9) insurance company or agency                           |
| <input type="checkbox"/> (4) financial planning firm   | <input type="checkbox"/> (10) pension consultant                                   |
| <input type="checkbox"/> (5) commodity pool operator, commodity trading adviser or futures commission merchant | <input type="checkbox"/> (11) real estate broker or dealer                         |
| <input type="checkbox"/> (6) banking or thrift institution   | <input type="checkbox"/> (12) entity that creates or packages limited partnerships |

(For each checked box in C, on Schedule F identify the related person and describe the relationship and the arrangements.)

- D. Is applicant or a related person a general partner in any partnership in which clients are solicited to invest?.....

Yes No  
☐ ☒

(If yes, describe on Schedule F the partnerships and what they invest in.)

**Answer all items. Complete amended pages in full, circle amended items and file with execution page (page 1).**

Applicant:

Davis Wealth Management

SEC File Number:

801- 70254

Date:

June 23, 2010

**9. Participation or Interest in Client Transactions.**

Applicant or a related person: (check those that apply)

- ☐ A. As principal, buys securities for itself from or sells securities it owns to any client.
- ☐ B. As broker or agent effects securities transactions for compensation for any client.
- ☐ C. As broker or agent for any person other than a client effects transactions in which client securities are sold to or bought from a brokerage customer.
- ☐ D. Recommends to clients that they buy or sell securities or investment products in which the applicant or a related person has some financial interest.
- ☒ E. Buys or sells for itself securities that it also recommends to clients.

(For each box checked, describe on Schedule F when the applicant or a related person engages in these transactions and what restrictions, internal procedures, or disclosures are used for conflicts of interest in those transactions.)

Describe, on Schedule F, your code of ethics, and state that you will provide a copy of your code of ethics to any client or prospective client upon request.

- 10. Conditions for Managing Accounts.** Does the applicant provide investment supervisory services, manage investment advisory accounts or hold itself out as providing financial planning or some similarly termed services *and* impose a minimum dollar value of assets or other conditions for starting or maintaining an account? . . . . .

Yes No  
☒ ☐

(If yes, describe on Schedule F.)

- 11. Review of Accounts.** If applicant provides investment supervisory services, manages investment advisory accounts, or holds itself out as providing financial planning or some similarly termed services:

- A. Describe below the reviews and reviewers of the accounts. **For reviews**, include their frequency, different levels, and triggering factors. **For reviewers**, include the number of reviewers, their titles and functions, instructions they receive from applicant on performing reviews, and number of accounts assigned each.

**On at least a quarterly basis, one or more of the following principals of Davis Wealth Management will review each client portfolio: Joe Davis, Airis Abolins, or Tory Klinedinst. While all client accounts are reviewed in detail at least quarterly, other interim reviews may be triggered by a number of factors. 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. In addition, the portfolio of recommended securities is reviewed, in aggregate, on a daily basis. Any perceived need for change is then considered for each client portfolio on an individual basis.**

- B. Describe below the nature and frequency of regular reports to clients on their 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, Davis Wealth Management provides a quarterly report for each client. This report generally includes a summary of portfolio holdings, performance and asset allocation. Other reports are available as needed or requested by the client.**

Applicant:

Davis Wealth Management

SEC File Number:

801-70254

Date:

June 23, 2010

**12. Investment or Brokerage Discretion.**

A. Does applicant or any related person have authority to determine, without obtaining specific client consent, the:

(1) securities to be bought or sold? . . . . .

Yes No

☒ ☐

(2) amount of the securities to be bought or sold ? . . . . .

Yes No

☒ ☐

(3) broker or dealer to be used ? . . . . .

Yes No

☒ ☐

(4) commission rates paid? . . . . .

Yes No

☒ ☐

B. Does applicant or a related person suggest brokers to clients? . . . . .

Yes No

☒ ☐

For each yes answer to A describe on Schedule F any limitations on the authority. For each yes to A(3), A(4) or B, describe on Schedule F the factors considered in selecting brokers and determining the reasonableness of their commissions. If the value of products, research and services given to the applicant or a related person is a factor, describe:

- the products, research and services
- whether clients may pay commissions higher than those obtainable from other brokers in return for those products and services
- whether research is used to service all of applicant's accounts or just those accounts paying for it; and
- any procedures the applicant used during the last fiscal year to direct client transactions to a particular broker in return for products and research services received.

**13. Additional Compensation.**

Does the applicant or a related person have any arrangements, oral or in writing, where it:

A. is paid cash by or receives some economic benefit (including commissions, equipment or non-research services) from a non-client in connection with giving advice to clients? . . . . .

Yes No

☒ ☐

B. directly or indirectly compensates any person for client referrals? . . . . .

Yes No

☐ ☒

(For each yes, describe the arrangements on Schedule F.)

**14. Balance Sheet.** Applicant must provide a balance sheet for the most recent fiscal year on Schedule G if applicant:

- has custody of client funds or securities (unless applicant is registered or registering only with the Securities and Exchange Commission); or
- requires prepayment of more than \$500 in fees per client and 6 or more months in advance

Has applicant provided a Schedule G balance sheet? . . . . .

Yes No

☐ ☒

**Schedule F of  
Form ADV**

**Continuation Sheet for Form ADV Part II**

Applicant:

**Davis Wealth Management**

SEC File Number:

801- 70254

Date:

**June 23, 2010**

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: <b>Davis Wealth Management</b>		IRS Empl. Ident. No.: <b>26-4784523</b>
Item of Form (identify)	Answer	
Item 1.D	<p><b>SERVICES</b></p> <p>Davis Wealth Management (hereinafter “DWM”), provides investment management services and financial planning services to its clients. DWM’s approach is to help each client individually establish and then meet specific goals, while staying within the risk tolerance level indicated by each client. DWM accomplishes this by spending focused time with each client, asking questions, and discussing alternative ideas with the client.</p> <p>Part of the overall service offered by DWM is limited financial planning, if needed. At the beginning of all new relationships, DWM meets with the new client, gathers information, performs research and analysis as necessary and then creates an investment plan for the client. Investment objectives are established and reflected in this plan. These objectives and other data are commonly revised or updated over time. In some instances, these changes are made in writing; in others, they are agreed to verbally.</p> <p>DWM normally provides these services on a discretionary basis. Under such an arrangement, DWM has the authority to supervise and direct the portfolio without prior consultation with the client.</p> <p>DWM utilizes Separate Account Managers (each a “Manager”), individual common stocks, ETF’s, mutual funds, government, corporate and municipal bonds to construct a portfolio most suitable to meet each client’s goals and objectives, within the client’s individual risk tolerance. DWM or the Manager(s) may also execute some short-term trading strategies in consultation with clients. Clients have the right to impose certain restrictions on DWM or the Manager(s), such as prohibiting the inclusion of certain types of stocks (e.g., “sin stocks”) in a portfolio or prohibiting the sale of certain stocks held in the account at the commencement of the relationship. Such restrictions and guidelines imposed by clients affect the composition and performance of portfolios. In addition, each client’s portfolio is treated individually, with very specific consideration given to each decision made on its behalf. For these and other reasons, performance of portfolios within the same investment objective may differ and clients should not expect that the performance of their portfolios would be identical with the average client of DWM.</p> <p>In some instances, clients may elect to utilize DWM’s Direct Management Services on a non-discretionary basis. In such situations, DWM will monitor the portfolio on an ongoing basis, and will make recommendations. The client retains the responsibility for the final decision on all actions taken with respect to the portfolio. In adopting such recommendations, the client may request that DWM, as an accommodation, place orders pursuant to the recommendation(s), and the client may further give DWM the right to determine the executing broker for the trade, or may direct that such transactions be effected through specified brokers.</p>	

Complete amended pages in full, circle amended items and file with execution page (page 1).

**Schedule F of  
Form ADV**

**Continuation Sheet for Form ADV Part II**

Applicant:

**Davis Wealth Management**

SEC File Number:

801- **70254**

Date:

**June 23, 2010**

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV:

**Davis Wealth Management**

IRS Empl. Ident. No.:

**26-4784523**

Item of Form  
(identify)

Answer

Item 1. D  
Continued

In either case, throughout the relationship with each client, DWM encourages and promotes regular dialogue with clients and with their other advisors, such as attorneys, accountants and other professionals.

**Wrap Programs**

Some of DWM's services are directed through one of two Wrap Programs (each a "Program") sponsored by Charles Schwab & Co., Inc. ("Schwab"). Please see below for a description of the Programs, followed by an explanation of the applicable fee structures.

***Managed Account Select ("Select") and Managed Account Access ("Access")***

These two Programs are sponsored by Schwab, and provide firms like DWM with an array of Managers from which to choose on behalf of their clients. The Programs provide research and ongoing analysis of the Managers, which helps DWM continually monitor and evaluate its clients' investments. The Programs streamline the paperwork necessary to gain access to multiple Managers, and provide reporting to both DWM and directly to clients, facilitating communication and understanding. Both Select and Access allow relatively low minimum investments, affording DWM increased opportunity to utilize multiple Managers, if appropriate, for a particular client.

DWM, Schwab and each Manager provide individual services to the client, and therefore charge separate fees based on assets under management. In total, the annual fees charged will be no more than 1.80% of the value of assets under management. Under the wrap agreement, Schwab bundles together the brokerage and Managers' fees, and assesses this fee monthly in arrears. DWM is required to charge its fee separately, which it does quarterly in advance. At the end of each year, DWM will evaluate the total fees paid by each client in these Programs. If the fee that was charged totals more than 1.80%, DWM will rebate the difference to the client in the form of a credit on the next billing cycle. Under certain circumstances, in the sole discretion of DWM, its fee is normally 1.0% per year, but may be negotiated. In the event of termination by or of any party, any fees paid but not earned will be refunded on a prorated basis.

***Managed Account Marketplace ("Marketplace")***

DWM may also utilize Managers in Schwab's Marketplace Platform. Marketplace provides firms like DWM with a selection of Managers with various management styles from which to choose on behalf of client accounts. Each Manager selected will normally enter into a Sub-Advisory agreement with DWM, which gives DWM the sole discretion to retain or dismiss any Manager on behalf of any client account. In some cases, the client may enter into a direct contract with the Sub-Advisor.

Under this arrangement, Schwab will collect both its brokerage fees and those of the selected Manager(s). These fees will be assessed and deducted from the client

Complete amended pages in full, circle amended items and file with execution page (page 1).



**Schedule F of  
Form ADV**

**Continuation Sheet for Form ADV Part II**

Applicant:

**Davis Wealth Management**

SEC File Number:

801- 70254

Date:

**June 23, 2010**

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: <b>Davis Wealth Management</b>	IRS Empl. Ident. No.: <b>26-4784523</b>
Item of Form (identify)	Answer
Item 1. D Continued	<p>accounts monthly in arrears. In addition, DWM's annual fee of 1.0% will be assessed quarterly in advance. Under certain circumstances, in the sole discretion of DWM, its fees may be negotiated.</p> <p><b><i>DWM Direct Management</i></b></p> <p>In certain circumstances, all or portions of a client's portfolio may be managed without the use of outside Managers. DWM will select stocks, bonds, ETF's, mutual funds, etc. in accordance with the established goals of the client portfolio. DWM assesses fees not to exceed 1.25%, quarterly in advance. In addition, each client account will pay a transaction-based fee, negotiated with Schwab by DWM, on individual trades as applicable. This fee will be reflected on the confirmations sent to each client for each trade by Schwab. DWM's fees may, under certain circumstances and in the sole discretion of DWM be negotiable. In the event of termination by either party, any fees paid but not earned will be refunded on a prorated basis.</p> <p><b>General Information on Fees</b></p> <p>Either party may terminate the Management Agreement upon thirty (30) days' written notice. All fees paid to DWM for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds (described in each fund's prospectus) to their shareholders. These fees will generally include a management fee and other expenses. If the fund also imposes a sales charge, a client could pay an initial or deferred sales charge. The client should review all fees charged by mutual funds, DWM and others to fully understand the total amount of fees to be paid by the client.</p> <p><u>Proxy Voting</u></p> <p>In certain circumstances and in accordance with our Client agreement, DWM shall vote proxies related to securities held by any Client. We will vote proxies in such a way that, to the best of our knowledge, is in the best interest of each individual shareholder. From time to time, this may mean that the same proxy proposal may be voted differently for different Clients. We will consider only those factors that relate to the Client's investment(s) or factors that are set forth in written instructions from the Client.</p> <p>DWM has elected to utilize the services of Broadridge, a Voting Agent Service, to handle day-to-day functions relating to proxy voting. Broadridge's approach to enhancing overall corporate value through effective proxy voting relies on Third Party analysis and recommendations that are developed on an issue-by-company basis, rather than an issue-by-issue basis.</p> <p>Issue-by-issue analysis assumes that a specific set of corporate governance initiatives is, or is not, inherently beneficial to shareholders and that a specific recommendation for a particular issue should be applied across-the-board to the voting of all</p>

Complete amended pages in full, circle amended items and file with execution page (page 1).

**Schedule F of  
Form ADV**

**Continuation Sheet for Form ADV Part II**

Applicant:

**Davis Wealth Management**

SEC File Number:

801- 70254

Date:

**June 23, 2010**

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

<p>1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: <b>Davis Wealth Management</b></p>	<p>IRS Empl. Ident. No.: <b>26-4784523</b></p>
Item of Form (identify)	Answer
<p>Item 1.D Continued</p>	<p>corporations' proxies. This one-size-fits-all approach, however, frequently results in a lack of focus on issues that genuinely impact long-term shareholder value and, as a result, disadvantages shareholders.</p> <p>By comparison, Broadridge's issue-by-company approach views proxy issues in the context of company-specific metrics, taking into account a variety of relevant factors. DWM has embraced Broadridge's methodology and approach to this important process.</p> <p>A copy of our complete policy, as well as records of proxies voted, is available to Clients upon request. As required under the Advisers Act, such records are maintained for a period of five (5) years.</p>
<p>Item 5.</p>	<p><b>EDUCATION AND BUSINESS STANDARDS</b></p> <p>DWM requires any associated person involved in determining or giving advice to have significant applicable experience or to have a college degree, preferably graduate level, in a related field. Additionally, associated persons will be required to hold any licenses that may be required by a regulatory agency.</p>
<p>Item 6.</p>	<p><b>EDUCATION AND BUSINESS BACKGROUND</b></p> <p><i>Joseph P. Davis</i> <span style="float: right;"><i>Born 1960</i></span></p> <p><u>Education</u> Campbell University, B.S. Business, 1982</p> <p><u>Business Background</u> Davis Wealth Management, Managing Director, June 2009- Present Chief Compliance Officer, June 2010 - Present Wachovia Securities, LLC, Managing Director, 11/1998-06/2009 J.C. Bradford &amp; Company, Partner, 05/1989-11/1998 Dean Witter, Vice President, 06/1984-05/1989</p> <p><i>Airis Alexander Abolins</i> <span style="float: right;"><i>Born 1962</i></span></p> <p><u>Education</u> The University of North Carolina, Master of Business Administration, 1994 Princeton University, B.S. Mechanical and Aerospace Engineering, 1984</p> <p><u>Business Background</u> Davis Wealth Management, Financial Consultant/Analyst, June 2009- Present Wachovia Securities, LLC, Financial Consultant, 06/2003-06/2009</p>

Complete amended pages in full, circle amended items and file with execution page (page 1).

**Schedule F of  
Form ADV**

**Continuation Sheet for Form ADV Part II**

Applicant:	SEC File Number:	Date:
<b>Davis Wealth Management</b>	801- <b>70254</b>	<b>June 23, 2010</b>

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: <b>Davis Wealth Management</b>		IRS Empl. Ident. No.: <b>26-4784523</b>
Item of Form (identify)	Answer	
Item 6. Continued	<p><b><i>Tory Klinedinst</i></b> <b><i>Born 1975</i></b></p> <p><u>Education</u> Huntingdon College, Business Economics, 2005</p> <p><u>Business Background</u> Davis Wealth Management, Development Advisor, June 2009- Present Wachovia Securities, LLC, Financial Advisor, 03/2007-06/2009 Wachovia Securities, LLC, Sales Assistant, 12/2005-02/2007</p> <p><b><i>Joseph Richard Campbell</i></b> <b><i>Born 1967</i></b></p> <p><u>Education</u> Randolph-Macon College, B.S. Economics, 1990</p> <p><u>Business Background</u> Davis Wealth Management, VP Business Development, November 2009 – Present Boogie dog, Inc., President, February 2007 – Present Self-employed, Contract Captain, January 2000 – February 2007</p> <p><b><i>Kate Cardillo Brown</i></b> <b><i>Born 1980</i></b></p> <p><u>Education</u> University of Richmond, B.S. International Business/Marketing, 2002</p> <p><u>Business Background</u> Davis Wealth Management, Practice Manager, May 2010 – Present Sageworks Inc., Consultant, January 2010 – May 2010 Kuehl Sheperd Kozlowski &amp; Associates, Inc., Financial Planner, February 2008 – July 2009 Wachovia Securities, LLC, Product Consultant, June 2005- June 2007 Wachovia Bank, Financial Specialist, October 2003- June 2005</p>	
Item 9.	<p><b>PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS</b></p> <p><b>Code of Ethics</b> DWM has adopted a Code of Ethics, the full text of which is available to you upon request. DWM has several goals in adopting this Code. First, DWM desires to comply with all applicable laws and regulations governing its practice. Next, the management of the Company has determined to set forth guidelines for professional standards, under which all associated persons are to conduct themselves. DWM has set high standards, the intention of which is protect client interests at all times and to demonstrate our commitment to our fiduciary duties of honesty, good faith and fair</p>	

Complete amended pages in full, circle amended items and file with execution page (page 1).

**Schedule F of  
Form ADV**

**Continuation Sheet for Form ADV Part II**

Applicant:

**Davis Wealth Management**

SEC File Number:

801- 70254

Date:

**June 23, 2010**

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: <b>Davis Wealth Management</b>		IRS Empl. Ident. No.: <b>26-4784523</b>
Item of Form (identify)	Answer	
Item 9. Continued	<p>dealing with clients. All associated persons are expected to strictly adhere to these guidelines, as well as the procedures for approval and reporting established in the Code. DWM has instituted, as a deterrent, a policy of disciplinary actions to be taken with respect to any associated person who violates the Code.</p> <p>Finally, DWM has adopted specific policies and procedures designed to assist in the implementation of the guidelines outlined in the Code. Our procedures include specific steps taken with regard to the treatment of aggregated or bundled trading activities. This also includes policies and procedures relating to the required approval and reporting of the personal securities transactions of our personnel; required holdings reports for personnel; insider trading education and prohibitions; and client privacy protection. Such policies and procedures will serve to assist in reviewing the effectiveness of the implementation of the Code on an ongoing basis.</p> <p><b>Interest in Client Transactions</b> Certain Principals and employees of DWM maintain licenses with various life and disability insurance companies in order to offer such insurance products to clients as a convenience to those clients with insurance needs. As such, they may receive compensation based on insurance sales. Such compensation is disclosed to the client in advance. Appropriate state or other regulatory agency registrations and filings are properly maintained.</p>	
Item 10.	<p><b>CONDITIONS FOR MANAGING ACCOUNTS</b> With some exceptions, the minimum portfolio value eligible for investment advisory services is \$500,000. Under certain circumstances and in its sole discretion, DWM may negotiate such minimums.</p>	
Item 12.	<p><b>INVESTMENT OR BROKERAGE DISCRETION</b></p>	
A	<p>(1) and (2) Depending on the choice made by each client, with respect to those accounts that DWM manages on a continuous basis, DWM may have the authority to determine which securities are to be bought and sold, the amount of the securities to be bought and sold, and the timing of such transactions.</p> <p>(3) and (4) All clients will have the opportunity to select the custodian and/or broker-dealer of their choice; however, clients in need of custodial services will generally have Charles Schwab &amp; Co., Inc ("Schwab") recommended to them. Depending on the choice made by the client, DWM may or may not have the opportunity to negotiate commissions paid by the client, and DWM's ability to obtain best execution may be impaired. (Please see 12 B below.) Under normal circumstances, DWM will select the broker/dealer for all trades made on behalf of discretionary clients.</p>	

Complete amended pages in full, circle amended items and file with execution page (page 1).

**Schedule F of  
Form ADV**

**Continuation Sheet for Form ADV Part II**

Applicant:	SEC File Number:	Date:
<b>Davis Wealth Management</b>	801- 70254	<b>June 23, 2010</b>

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1.	Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: <b>Davis Wealth Management</b>	IRS Empl. Ident. No.: <b>26-4784523</b>
Item of Form (identify)	Answer	
B	<p><u>Suggested brokers</u></p> <p>DWM utilizes the institutional services of Schwab, a FINRA-registered broker-dealer. Schwab provides a service program, Schwab Institutional, to independent investment advisers. Clients in need of custodial services will generally have Schwab recommended to them. As part of Schwab Institutional, DWM receives some benefits. (Please see the disclosure under Item 13A of this Schedule F narrative.)</p> <p>Whenever given the discretion to do so, DWM endeavors to select those brokers or dealers which will provide the best services at the lowest commission rates possible. The evaluation of the reasonableness of commission rates is based on the broker's ability to provide professional services, competitive commission rates, research and other services which will help DWM in providing investment advisory services to clients. DWM may therefore recommend (or use) the use of a broker/dealer who provides useful research and securities transaction services even though a lower commission may be charged by a different broker/dealer, who offers no research services and minimal securities transaction assistance. Research services may be useful in servicing all of DWM's clients, and not all of such research may be useful for the account for which the particular transaction was effected.</p> <p><u>Directed Brokerage</u></p> <p>Clients may direct DWM 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.</p> <p>The arrangement that DWM has negotiated 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 broker/dealers are used. While every effort is made to treat every client equally, 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 and otherwise effectively managing the account(s).</p> <p><u>Cross Trading Policy</u></p> <p>From time to time, DWM may direct a "cross trade" of securities (including, without limitation, fixed income securities) between client accounts, whereby DWM arranges for one client account to purchase a security directly from another client account without incurring commission fees from a broker-dealer. In such cases, DWM will seek to obtain a price for the security from one or more independent sources. DWM 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</p>	

Complete amended pages in full, circle amended items and file with execution page (page 1).

**Schedule F of  
Form ADV**

**Continuation Sheet for Form ADV Part II**

Applicant:	SEC File Number:	Date:
<b>Davis Wealth Management</b>	801- 70254	<b>June 23, 2010</b>

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: <b>Davis Wealth Management</b>		IRS Empl. Ident. No.: <b>26-4784523</b>
Item of Form (identify)	Answer	
Item 12.B Continued	<p>clients' accounts.</p> <p>DWM may direct a cross trade when DWM 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.</p> <p><u>Aggregated Trade Policy</u></p> <p>DWM may block trades where possible and when advantageous to clients whose accounts have a need to buy or sell shares of the same security. This blocking of trades permits the trading of aggregate blocks of securities composed of assets from multiple client accounts, so long as transaction costs are shared equally and on a pro-rata basis between all accounts included in any such block. Block trading allows DWM to execute equity trades in a timelier, equitable manner, and may reduce overall costs to clients.</p> <p>DWM will only aggregate transactions when it believes that aggregation is consistent with its duty to seek best execution (which includes the duty to seek best price) for its clients, and is consistent with the terms of DWM's investment advisory agreement with each client for which trades are being aggregated. No advisory client will be favored over any other client; each client that participates in an aggregated order will participate at the average share price for all DWM's transactions in a given security on a given business day, with transaction costs generally shared pro-rata based on each client's participation in the transaction. On occasion, owing to the size of a particular account's pro rata share of an order or other factors, the commission or transaction fee charged could be above or below a breakpoint in a pre-determined commission or fee schedule set by the executing broker, and therefore transaction charges may vary slightly among accounts. Accounts may be excluded from a block due to tax considerations, client direction or other factors making the account's participation ineligible or impractical.</p> <p>DWM will prepare, before entering an aggregated order, a written statement ("Allocation Statement") specifying the participating client accounts and how it intends to allocate the order among those clients. If the aggregated order is filled in its entirety, it will be allocated among clients in accordance with the Allocation Statement. If the order is partially filled, it will generally be allocated pro-rata, based on the Allocation Statement, or randomly in certain circumstances. Notwithstanding the foregoing, the order may be allocated on a basis different from that specified in the Allocation Statement if all client accounts receive fair and equitable treatment, and the reason for different allocation is explained in writing and is approved by an appropriate individual/officer of DWM. DWM's books and records will separately reflect, for each client account, the orders of which are aggregated, the securities held by and bought and sold for that account. Funds and securities of clients whose orders are aggregated will be deposited with one or more banks or broker-dealers, and neither the</p>	

Complete amended pages in full, circle amended items and file with execution page (page 1).

**Schedule F of  
Form ADV**

**Continuation Sheet for Form ADV Part II**

Applicant:	SEC File Number:	Date:
<b>Davis Wealth Management</b>	801- 70254	<b>June 23, 2010</b>

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: <b>Davis Wealth Management</b>		IRS Empl. Ident. No.: <b>26-4784523</b>
Item of Form (identify)	Answer	
Item 12.B Continued	clients' cash nor their securities will be held collectively any longer than is necessary to settle the transaction on a delivery versus payment basis; cash or securities held collectively for clients will be delivered out to the custodian bank or broker-dealer as soon as practicable following the settlement, and DWM will receive no additional compensation or remuneration of any kind as a result of the proposed aggregation.	
Item 13.  A	<p><b>ADDITIONAL COMPENSATION</b></p> <p><u>Brokerage relationships:</u> DWM participates in Charles Schwab &amp; Co., Inc.'s Schwab Institutional (SI) service program, as disclosed in Item 12.B. of this Schedule F. While there is no direct link between the investment advice given and participation in the SI program, economic benefits are received. These benefits may include software and other technology that provides access to client account data (such as trade confirmations and account statements), facilitate trade execution (and allocation of aggregated orders for multiple client accounts), provide research, pricing information and other market data, facilitate the payment of DWM's fees from its clients' accounts, and assist with back-office functions, recordkeeping and client reporting. Many of these services generally may be used to service all or a substantial number of DWM's accounts, including accounts not held at Schwab. Schwab may also make available to DWM other services intended to help DWM 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 rendered to DWM by independent or 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 DWM, and/or Schwab may pay for travel expenses relating to participation in such training. Finally, participation in SI provides DWM 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.</p>	

Complete amended pages in full, circle amended items and file with execution page (page 1).