

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

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Name of Investment Adviser: Smith Shellnut Wilson, LLC

Address: (Number and Street)	(City)	(State)	(Zip Code)	Area Code:	Telephone number:
150 Fountains Blvd., Suite A	Madison	MS	39110	(601)	605-1776

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.

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(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: Smith Shellnut Wilson, LLC

SEC File Number:
801-49071

Date:
02/17/10

- 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 | 99.7 | % |
| <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 checked="" type="checkbox"/> | (9) | Furnishes advice about securities in any manner not described above | 0.3 | % |

(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.)

Yes No
☐ ☒

- B.** Does applicant call any of the services it checked above financial planning or some similar term?

- 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 checked="" type="checkbox"/> (2) Hourly charges | <input type="checkbox"/> (5) Commissions |
| <input checked="" 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 checked="" 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).

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Applicant: Smith Shellnut Wilson, LLC

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3. Types of Investments. Applicant offers advice on the following: (check those that apply)

- | | |
|--|--|
| <input type="checkbox"/> A. Equity securities | <input checked="" type="checkbox"/> H. United States government securities |
| <input checked="" type="checkbox"/> (1) exchange-listed securities | <input type="checkbox"/> I. Options contracts on: |
| <input checked="" type="checkbox"/> (2) securities traded over-the-counter | <input checked="" type="checkbox"/> (1) securities |
| <input checked="" type="checkbox"/> (3) foreign issuers | <input type="checkbox"/> (2) commodities |
| <input checked="" type="checkbox"/> B. Warrants | <input type="checkbox"/> J. Futures contracts on: |
| <input checked="" type="checkbox"/> C. Corporate debt securities (other than commercial paper) | <input type="checkbox"/> (1) tangibles |
| <input checked="" type="checkbox"/> D. Commercial paper | <input type="checkbox"/> (2) intangibles |
| <input checked="" type="checkbox"/> E. Certificates of deposit | <input type="checkbox"/> K. Interests in partnerships investing in: |
| <input checked="" type="checkbox"/> F. Municipal securities | <input checked="" type="checkbox"/> (1) real estate |
| <input type="checkbox"/> G. Investment company securities: | <input type="checkbox"/> (2) oil and gas interests |
| <input type="checkbox"/> (1) variable life insurance | <input type="checkbox"/> (3) other (explain on Schedule F) |
| <input type="checkbox"/> (2) variable annuities | <input type="checkbox"/> L. Other (explain on Schedule F) |
| <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 checked="" type="checkbox"/> Cyclical |
| (2) <input checked="" type="checkbox"/> Fundamental | (5) <input type="checkbox"/> Other (explain on Schedule F) |
| (3) <input checked="" 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 Securities and Exchange Commission |
| (3) <input checked="" type="checkbox"/> Research materials prepared by others | (7) <input checked="" type="checkbox"/> Company press releases |
| (4) <input checked="" 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
(securities held at least a year) | (5) <input checked="" type="checkbox"/> Margin transactions |
| (2) <input checked="" type="checkbox"/> Short term purchases
(securities sold within a year) | (6) <input checked="" type="checkbox"/> Option writing, including covered options,
uncovered 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 type="checkbox"/> Short sales | |

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

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Applicant: Smith Shellnut Wilson, LLC

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Date:

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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
- year of birth
- formal education after high school
- 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).

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Date:
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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.

Each financial institution account is reviewed weekly by the Investment Committee. All other accounts will be reviewed quarterly by the relationship manager assigned to the client. The Investment Committee will review each account on an annual basis. Content of the review is to include portfolio composition relative to goals established in needs assessment, adherence to policy, asset allocation, and propriety of individual securities within each portfolio. Further, the compliance officer will independently monitor and review accounts on an ongoing basis. The major thrust of compliance review will be to ensure compliance with policy. Quarterly, but no less frequently than annually, consultations are planned with clients to ensure a high level of communication and to monitor client needs. It is desirable that these consultations be in person.

B. Describe below the nature and frequency of regular reports to clients on their accounts.

Depending on the individual client needs, detailed monthly or quarterly statements are prepared from the software of an established vendor. Statements will include detailed information of transactions during the period as well as account positions at period end. Clients will be provided with account statements by their custodian reflecting their holdings and the transactions occurring in the client's account at least on a quarterly basis.

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Applicant: Smith Shellnut Wilson, LLC

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Date:
0 2 / 1 7 / 1 0

12. Investment or Brokerage Discretion.

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

- | | Yes | No |
|--|-------------------------------------|-------------------------------------|
| (1) securities to be bought or sold? | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| (2) amount of the securities to be bought or sold? | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| (3) broker or dealer to be used? | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| (4) commission rates paid? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |

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 product 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
<input checked="" type="checkbox"/> | No
<input type="checkbox"/> |
| B. directly or indirectly compensates any person for client referrals? | Yes
<input checked="" type="checkbox"/> | No
<input type="checkbox"/> |

(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 <input type="checkbox"/>	No <input checked="" type="checkbox"/>
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Answer all items. 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: Smith Shellnut Wilson, LLC

SEC File Number:

801-49071

Date:

02/17/10

(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:

Smith Shellnut Wilson, LLC

IRS Empl. Ident. No.:

64-0858593

Item of Form (identify)	Answer										
1.D	<p>INVESTMENT ADVISORY SERVICES</p> <p>Smith Shellnut Wilson, LLC ("SSW" or "Advisor") offers investment advisory services which include the discretionary management of investment portfolios for a variety of clients, including but not limited to, financial institutions, individuals, trusts and business entities in accordance with the investment objective(s) of the client. In addition, SSW may provide consulting services on investment-related matters.</p> <p>Investment Management Services</p> <p>Through the use of discussions, interviews and/or client questionnaires, SSW assists each client in determining investment goals and identifying risk tolerance levels. Once this process is complete, SSW will develop a customized portfolio for the client using a mix of domestic and foreign equities, fixed income securities, mutual funds and exchange traded funds and other products deemed suitable for the client. Alternative investments such as limited partnerships, private equity funds, and REITs may also be used on a limited basis. Client portfolios are diversified based upon their risk profile, investment horizon, financial goals, income (current and potential), and other various suitability factors. Individual securities are selected with the aid of fundamental analysis and the review of independent research, news sources and rating services.</p> <p>Portfolio management services are offered to clients on a discretionary and non-discretionary basis. Restrictions and guidelines imposed by clients effect the composition and performance of portfolios. For this reason, performance of portfolios within the same investment objective may differ.</p> <p>General Fee Information</p> <p>Advisor offers these services on a fee-only basis subject to the fee schedule below. All fees are negotiable and are based upon the size and complexity of the assets under management.</p> <table><thead><tr><th>Assets Under Management</th><th>Annual Fee</th></tr></thead><tbody><tr><td colspan="2">Discretionary Management:</td></tr><tr><td>First \$1,000,000</td><td>1.5%</td></tr><tr><td>Next \$3,000,000</td><td>1.0%</td></tr><tr><td>\$4 million and above</td><td>0.75%</td></tr></tbody></table> <p>For non-discretionary management, the fees range between 10 and 30 basis points depending on the type of services provided and the complexity of the assets under management.</p> <p>The annual fee is based upon a percentage of the market value of the assets being managed by SSW and is exclusive of, and in addition to brokerage commissions, transaction fees, charges imposed directly by a mutual fund or exchange traded fund in the account and other fees and taxes on brokerage accounts and securities transactions. Advisor's fee is paid quarterly, in arrears, based upon an average of the month end balances from the previous quarter. Fees for the initial quarter will be adjusted pro-rata based upon the number of calendar days in the calendar quarter that the Advisory Agreement is in effect.</p> <p>SSW's Agreement may authorize Advisor to debit the client's account for the amount of Advisor's fee or the client may request to be invoiced directly at their discretion. Quarterly statements provided to client by the custodian will reflect the amount disbursed from the account for management fees paid directly to SSW.</p>	Assets Under Management	Annual Fee	Discretionary Management:		First \$1,000,000	1.5%	Next \$3,000,000	1.0%	\$4 million and above	0.75%
Assets Under Management	Annual Fee										
Discretionary Management:											
First \$1,000,000	1.5%										
Next \$3,000,000	1.0%										
\$4 million and above	0.75%										

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: Smith Shellnut Wilson, LLC

SEC File Number:

801-49071

Date:

02/17/10

(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: Smith Shellnut Wilson, LLC		IRS Empl. Ident. No.: 64-0858593
Item of Form (identify)	Answer	
Item 1D cont.	<p>The agreement between Advisor and the client will continue in effect until terminated by either party with 30 days advance written notice. SSW's annual fee shall be prorated through the date of termination and any remaining balance shall be charged or refunded to the client, as appropriate, in a timely manner. Where the advisory client did not receive SSW's ADV Part II at least 48 hours prior to signing the client agreement, clients may terminate the engagement within five days without penalty.</p> <p>Clients are advised to promptly notify SSW if there are ever any changes in their financial situation or investment objectives or if they wish to impose any reasonable restrictions upon the Advisor's management services.</p> <p>Consulting Services IARs of SSW may provide consulting services to clients involving a review of various wealth management concerns. These services are generally provided at an hourly rate of \$150 or for a fixed fee which is individually negotiated with the client depending on the type of services requested. Hourly fees are billed monthly as services are rendered and the fixed fee is billed either on an annual basis or when the services are provided. All fees are negotiable. These services are not to be considered financial planning services as Advisor does not perform a comprehensive analysis of the client's financial position and does not prepare a written report documenting the review.</p> <p>Internal Mutual Fund & Variable Annuity Expenses Generally, mutual fund and variable annuity companies impose internal fees and expenses on clients. Such fees are in addition to any program costs associated with the investment advisory services described above. Complete details of such internal expenses are specified and disclosed in each mutual fund and variable annuity company's prospectus. Clients are strongly advised to review the prospectus(es) prior to investing in such securities.</p> <p>In some cases, clients may purchase shares of mutual funds directly from the mutual fund issuer, its principal underwriter or a distributor without purchasing the services of SSW or paying the advisory fee on such shares (but subject to any applicable sales charges). Certain mutual funds are offered to the public without a sales charge. In the case of mutual funds offered with a sales charge, the prevailing sales charge (as described in the mutual fund prospectus) may be more or less than the applicable advisory fee. However, clients would not receive the IAR's assistance in developing an investment strategy, selecting securities, monitoring performance of the account, and making changes as necessary.</p> <p>Proxy Voting Policy SSW does not take any action or render any advice with respect to voting of proxies solicited by or with respect to the issuers of securities in which client assets may be invested. In addition, Advisor does not take any action or render any advice with respect to any securities held in any accounts that are named in or subject to class action lawsuits. SSW does, however, forward to clients any information received by Advisor regarding class action legal matters involving any security held in client accounts. Proxy statements received by SSW will be forwarded to clients when possible or confidentially destroyed when not possible.</p>	
Item 5	<p>EDUCATION & BUSINESS STANDARDS</p> <p>All representatives of SSW must demonstrate a thorough knowledge of both economic and financial principles as well as the application of such principles. This may be accomplished via business experience, education, passage of securities examination, attainment of professional designations or a combination thereof.</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: Smith Shellnut Wilson, LLC

SEC File Number:

801-49071

Date:

02/17/10

(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: Smith Shellnut Wilson, LLC		IRS Empl. Ident. No.: 64-0858593
Item of Form (identify)	Answer	
Item 6	<p>EDUCATION AND BUSINESS BACKGROUND</p> <p>Frank W. Smith, Jr. D.O.B. - 01/02/1953 Formal Education: Rollins College, Winter Park, FL - 1975 - BA Economics/ Business Administration Delta State University, Cleveland, MS - 1977 MBA/ Business Administration Business Background (Preceding Five Years): Smith Shellnut Wilson, LLC - Founder and CEO - June 1995 to Present</p> <p>Raymond F. Thompson, Jr. D.O.B. - 10/08/1953 Formal Education: Cornell University, Ithaca, NY - 1976 - BA/ Economics Harvard University, Boston, MA - 1980 - MBA/ Finance Business Background (Preceding Five Years): Smith Shellnut Wilson, LLC - Principal - June 2001 to Present Entrepreneur - October 1999 to May 2001</p> <p>Kenneth M. Lott D.O.B. - 03/03/1955 Formal Education: University of Southern Mississippi, Hattiesburg, MS - 1976 - BSBA/Accounting Business Background (Preceding Five Years): Smith Shellnut Wilson, LLC - Principal - June 2001 to Present Lamar Capital Corporation/ Lamar Bank, Purvis, MS President & CEO - July 1998 to May 2001</p> <p>William P. (Will) Johnson, Jr. D.O.B. - 01/26/1973 Formal Education: Mississippi State University, Starkville, MS - 1995 BBA/Banking & Finance Business Background: Smith Shellnut Wilson, LLC - Principal - January 2005 to Present Smith Shellnut Wilson, LLC - Investment Manager - July 1995 to December 2004</p> <p>Frank W. Smith, III D.O.B. - 10/09/1978 Formal Education: Delta State University, Cleveland, MS - 2001 BBA/General Business Millsaps College, Jackson, MS - 2003 MBA Business Background: Smith Shellnut Wilson, LLC - Principal - 2009 to Present Smith Shellnut Wilson, LLC - Investment Manager - 2005 to 2009 Bankplus - Investment Analyst - May 2002 - 2005</p> <p>PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS</p> <p>Advisor does not buy nor sell for itself securities that it also recommends to clients. However, persons associated with the Advisor ("Associated Persons") are permitted to buy or sell securities that are recommended to clients. The personal securities transactions by Associated Persons may raise potential conflicts of interest when such persons trade in a security that is 1) owned by a client or 2) considered for purchase or sale for a client. SSW has adopted policies and procedures that are intended to ensure that IARs affect transactions for clients in a manner that is consistent with the fiduciary duty owed to clients and in accordance with applicable law. Associated Persons who wish to purchase or sell securities of the types purchased or sold for clients may do so only in a manner consistent with SSW policies.</p>	
Item 9E		

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: Smith Shellnut Wilson, LLC

SEC File Number:

801-49071

Date:

02/17/10

(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: Smith Shellnut Wilson, LLC		IRS Empl. Ident. No.: 64-0858593
Item of Form (identify)	Answer	
Item 9E Cont.	CODE OF ETHICS	
	SSW has adopted a Code of Ethics (the "Code") to address securities-related conduct. The Code focuses primarily on fiduciary duty, personal securities transactions, insider trading, gifts, and conflicts of interest. The Code includes SSW's policies and procedures developed to protect client's interests in relation to the following topics:	
	<ul style="list-style-type: none">• The duty at all times to place the interests of clients first;	
Item 10	<ul style="list-style-type: none">• The requirement that all personal securities transactions be conducted in such a manner as to be consistent with the code of ethics and to avoid any actual or potential conflict of interest or any abuse of an employee's position of trust and responsibility;• The principle that investment adviser personnel should not take inappropriate advantage of their positions;• The fiduciary principle that information concerning the identity of security holdings and financial circumstances of clients is confidential; and• The principle that independence in the investment decision-making process is paramount.	
Item 12	SSW provides a copy of the Code to any client or prospective client upon request.	
	CONDITIONS FOR MANAGING ACCOUNTS	
	The minimum dollar amount for the investment management is \$100,000. The minimum may be lowered or waived at the sole discretion of management. There is a minimum fee of \$1000 for financial institution accounts.	
	INVESTMENT OR BROKERAGE DISCRETION	
	Pursuant to the advisory agreement, SSW will maintain limited discretionary authority with respect to investment management of client accounts to (a) buy, sell, exchange, convert or otherwise trade in any approved securities and (b) place orders for the execution of such securities transactions with or through such brokers, dealer or issuers as Advisor may select, subject to the terms of the Advisory Agreement. Clients may impose reasonable restrictions upon the management of the account. SSW will not have the authority to withdraw funds or take custody of client funds or securities other than where the client has authorized the deduction of investment advisory fees via a qualified custodian.	
	Pursuant to the advisory agreement, SSW will maintain limited discretionary authority to effect trades to achieve desired account performance based upon Advisor's analysis. SSW will not have the authority to withdraw funds or take custody of client funds or securities other than where the client has authorized the deduction of investment advisory fees via a qualified custodian.	
	SSW may aggregate orders in a bunched trade or trades when securities are purchased or sold through the same broker-dealer for multiple discretionary accounts. Non-discretionary accounts will not be included in bunched trades for discretionary accounts.	
	The portfolio manager for each account must reasonably believe that the bunched order is consistent with SSW's duty to seek best execution and may benefit each client participating in the aggregated order. The average price per share of each bunch trade will be allocated to each account that participates in the bunch trade. Accounts that participate in the same bunched trade will be charged commissions, if applicable, in accordance with their advisory contracts. Different accounts participating in a bunched transaction may not be charged the same commission rates.	

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**

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(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: Smith Shellnut Wilson, LLC		IRS Empl. Ident. No.: 64-0858593
Item of Form (identify)	Answer	
Item 12 cont.	<p>If a bunched order cannot be executed in full at the same price or time, the securities actually purchased or sold by the close of each business day must be allocated in a manner that is consistent with the initial pre-allocation or other written statement. This must be done in a way that does not consistently advantage or disadvantage particular client accounts. For example, partial fills generally are filled pro rata among participating accounts. Prior to entry of a bunched trade, a written pre-allocation will be generated which identifies the group of client accounts participating in the order. If the amount to be allocated for each account is not indicated prior to placement of the trade, the Chief Compliance Officer (CCO) must review and approve no later than the morning following allocation of the trade.</p> <p>Changes in allocation prior to final allocation may be made for good cause provided that all client accounts receive fair and equitable treatment. A written explanation of the reason for any material change in the allocation must be provided to and approved by the CCO no later than the morning following the execution of the trade. If the change in allocation is the result of a condition that exists or a change in a client's account outside of the portfolio manager's control, then approval is not required.</p> <p>SSW may recommend that clients establish brokerage accounts with Fidelity Brokerage Services LLC and their affiliate National Financial Services LLC ("collectively, Fidelity"), members NYSE, SIPC, through Fidelity Institutional Wealth Services ("FIWS") or Merrill Lynch Money Manager Services to maintain custody of clients' assets and to effect trades for their accounts (collectively referred to as "Broker/Dealer"). Other broker/dealers may also be used for execution at Advisor's discretion.</p> <p>SSW is independently owned and operated and not affiliated with Broker/Dealer. Through Broker/Dealer, SSW has access to institutional trading and custody services. Advisor is not required to commit to any specific amount of business (assets in custody or trading). Broker/Dealer's services include brokerage, 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. Broker/Dealer does not charge separately for custody, but may be compensated by account holders through other transaction-related fees for securities trades executed through Broker/Dealer or that settle into client accounts.</p> <p>Broker/Dealer also make available to SSW other products and services that benefit Advisor but may not benefit client accounts. Some of these other products and services assist SSW in managing and administering client accounts. These include software and other technology that provide access to client account data (such as trade confirmations and account statements); facilitate trade execution; provide research, pricing information and other market data; facilitate payment of SSW's fees from its clients' accounts; and assist with back-office functions, record keeping and client reporting. Many of these services may be used to service all or a substantial number of SSW's accounts, including accounts not maintained at through Broker/Dealer. Broker/Dealer also makes available to SSW other services intended to help SSW manage and further develop its business enterprise. These services may include consulting, publications and conferences on practice management, information technology, business succession, regulatory compliance and marketing. In addition, Broker/Dealer may make available, arrange and/or pay for these types of services rendered to SSW by independent third parties. Broker/Dealer 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 SSW.</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: Smith Shellnut Wilson, LLC

SEC File Number:

801-49071

Date:

02/17/10

(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: Smith Shellnut Wilson, LLC		IRS Empl. Ident. No.: 64-0858593
Item of Form (identify)	Answer	
Item 12 cont.	<p>Because SSW's compensation may vary depending on the broker-dealer selected, SSW may have a conflict of interest in assisting the client in such selection. While as a fiduciary, SSW endeavors to act in its clients' best interests, SSW's recommendation that clients maintain their assets in accounts through Broker/Dealer may be based in part on the benefit to Advisor of the availability of some of the foregoing products and services and not solely on the nature, cost or quality of custody and brokerage services provided by these broker-dealers.</p>	
Item 13A	<p>Notwithstanding such economic benefit, SSW strives to serve the best interest of its clients. Advisor does not warrant or represent that commissions for transactions implemented through Broker/Dealer are lower than commission available if clients use another brokerage firm. SSW believes, however, that the overall level of services and support provided to clients by Advisor outweighs the potentially lower transactions cost available under other brokerage arrangements. Factors which Advisor considers in recommending Broker/Dealer or any other broker-dealer to clients include their respective financial strength, reputation, execution, pricing, research, and service. The broker-dealers charge commission rates which are generally considered discounted from customary retail commission rates. The brokerage commissions and/or transaction fees charged by Broker/Dealer or any other designated broker-dealer are exclusive of, and in addition to, Advisor's fee. Further, clients also incur charges imposed at the mutual fund level (e.g. management fees, early redemption fees, and other fund expenses).</p> <p>SSW does not warrant or represent that commissions for transactions implemented through Broker/Dealer will be lower than commissions available if clients use another brokerage firm. SSW believes, however, that the overall level of services and support provided by Broker/Dealer outweighs the potentially lower transactions cost that may be available under other brokerage arrangements.</p> <p>ADDITIONAL COMPENSATION</p> <p>SSW may recommend certain broker/dealers for the execution and settlement of client transactions and custody of their assets. SSW receives products and services from Broker/Dealer, including software to enable direct electronic downloading of client account information, electronic trading, and access to investment research and information provided by broker-dealers. Clients do not pay higher commissions as a result of these products and services furnished by broker-dealers to SSW. SSW earns no commissions from these transactions in broker-dealer accounts. Nor does SSW earn 12b-1 fees in connection with the purchase and holding of mutual fund shares. Transaction charges or other charges for services to clients by Broker/Dealer may be more or less than other broker-dealers charge for comparable services. Clients are not required to use a specific broker-dealer to retain the services of SSW.</p> <p>Section 28(e) of the Securities Exchange Act of 1934 ("Section 28(e)") permits SSW, under certain circumstances, to cause its clients to pay a broker or dealer a commission for effecting a transaction in excess of the amount of commission another broker or dealer would have charged for effecting the transaction in recognition of the value of brokerage and research services provided by the broker or dealer. Brokerage and research services include (1) furnishing advice as to the value of securities, the advisability of investing in, purchasing or selling securities, and the availability of securities or purchasers or sellers of securities; (2) furnishing analyses and reports concerning issuers, industries, securities, economic factors and trends, portfolio strategy, and the performance of accounts; and (3) effecting securities transactions and performing functions incidental thereto (such as clearance, settlement, and custody). In the case of research services, SSW believes that access to independent investment research is beneficial to its investment decision-making processes and, therefore, to its 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: Smith Shellnut Wilson, LLC

SEC File Number:

801-49071

Date:

02/17/10

(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: Smith Shellnut Wilson, LLC		IRS Empl. Ident. No.: 64-0858593
Item of Form (identify)	Answer	
Item 13A cont.	<p>To the extent research products and services may be a factor in selecting brokers, such products and services may be in written form or through direct contact with individuals and may include information as to particular companies and securities as well as market, economic, or institutional areas and information that assists in the valuation and pricing of investments. Examples of research-oriented services for which SSW might use commissions include portfolio modeling software, economic forecasts, and other information on the economy, industries, sectors, groups of securities, individual companies, statistical information, political developments, technical market action, pricing and appraisal services, credit analysis, risk measurement analysis, performance and other analysis. Conduct outside of the safe harbor afforded by Section 28(e) is subject to the traditional standards of fiduciary duty under state and federal law. SSW intends to use commissions in a manner that comes within the safe harbor of Section 28(e) although, as discussed below, it may obtain products and services that have a research and non-research use.</p> <p>SSW considers the amount and nature of research, execution and other services provided by brokers, as well as the extent to which such services are relied on. We then attempt to allocate a portion of client's brokerage on the basis of these considerations. A broker is not precluded from receiving business because it does not provide brokerage or research services. We believe that such an allocation of brokerage business will help SSW to obtain valuable research and execution capabilities and will provide other benefits to its clients.</p> <p>Except where specifically directed otherwise by the client, all of SSW's accounts may participate in the soft dollar arrangements. Research furnished by brokers or dealers may be used in servicing any or all of SSW's clients. This research may also be used by SSW for accounts that did not pay commissions to the broker providing the research. Not all research services may be used by SSW for the client accounts that actually paid commissions to the brokers providing such services. Research products and services received by SSW are in addition to, and not instead of, the services required to be performed by SSW under its advisory agreements. Any advisory or other fees paid to SSW are not reduced as a result of the receipt of such research products and services.</p> <p>SSW is required to monitor soft dollar arrangements to identify where a research product or service has a mixed use (research and non-research) and make a reasonable allocation of the cost of the product according to its use. The portion that provides assistance to SSW in the investment decision-making process may be paid for by commission dollars. Those services that provide administrative or other non-research assistance to the firm (such as computer hardware, marketing, management systems integrating trading, execution, accounting, record keeping and other administrative matters) are outside the safe harbor of Section 28(e) of the Securities Exchange Act of 1934 and must be paid for by SSW using its own funds. SSW has a conflict of interest in making this research/non-research determination. SSW maintains records concerning mixed-use allocations and makes a good faith review of these determinations on a quarterly basis.</p>	
Item 13B	<p>SOLICITATION ARRANGEMENTS</p> <p>SSW has entered into written compensation agreements with certain unaffiliated investment advisor representatives and professionals such as CPAs, attorneys, etc. SSW pays these persons a percentage of the fee paid to it by clients that are determined to have become clients as a result of such individual's direct or indirect efforts. These payments are a portion of the fee charged by SSW and do not result in an increase in the amount of the fee paid by clients. Any solicitation or referral arrangements will comply with applicable laws that govern 1) the nature of the service, 2) fees to be paid, 3) disclosures to clients and 4) any necessary client consents.</p>	

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

**Schedule G of
Form ADV
Balance Sheet**

Applicant: Smith Shellnut Wilson, LLC

SEC File Number:
801- 49071

Date:
02/17/10

(Answers in Response to Form ADV Part II Item 14.)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Smith Shellnut Wilson, LLC	IRS Empl. Ident. No.: 64-0858593
<p style="text-align: center;">Instructions</p> <p>1. The balance sheet must be:</p> <ul style="list-style-type: none">A. Prepared in accordance with generally accepted accounting principlesB. Audited by an independent public accountantC. Accompanied by a note stating the principles used to prepare it, the basis of included securities, and any other explanations required for clarity.	
2. Securities included at cost should show their market or fair value parenthetically.	
3. Qualifications and any accompanying independent accountant's report must conform to Article 2 of Regulation S-X (17 CFR 210.2-01 et. seq.).	
4. Sole proprietor investment advisers: <ul style="list-style-type: none">A. Must show investment advisory business assets and liabilities separate from other business and personal assets and liabilitiesB. May aggregate other business and personal asset and liabilities unless there is an asset deficiency in the total financial position.	

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

Applicant: Smith Shellnut Wilson, LLC

SEC File Number:

801- 49071

Date:

02/17/10

(for sponsors of wrap fee programs)

Name of wrap fee program or programs described in attached brochure:

- 1. *Applicability of Schedule.*** This Schedule must be completed by applicants that are compensated under a wrap fee program for sponsoring, organizing, or administering the program, or for selecting, or providing advice to clients regarding the selection of, other investment advisers in the program (“sponsors”). A wrap fee program is any program under which a specified fee or fees not based directly upon transactions in a client’s account is charged for investment advisory services (which may include portfolio management or advice concerning the selection of other investment advisers) and execution of client transactions.
- 2. *Use of Schedule.*** This Schedule sets forth the information the sponsor must include in the wrap fee brochure it is required to deliver or offer to deliver to clients and prospective clients of its wrap fee programs under Rule 204-3 under the federal Advisers Act and similar rules of jurisdictions. The wrap fee brochure prepared in response to this Schedule must be filed with the Commission and the jurisdictions as part of Form ADV by completing the identifying information on this Schedule and attaching the brochure. Brochures should be prepared separately, not on copies of this Schedule. Any wrap fee brochure filed with the Commission as part of an amendment to Form ADV shall contain in the upper right corner of the cover page the sponsors’ registration number (801-).
- 3. *General Contents of Brochure.*** Unlike Parts I and II of this form, this Schedule is not organized in “check-the-box” format. These instructions, including the requests for information in Item 7 below, should not be repeated in the brochure. Rather, this Schedule describes minimum disclosures that must be made in the brochure to satisfy the sponsor’s duty to disclose all material facts about the sponsor and its wrap fee programs. **Nothing in this Schedule relieves the sponsor from any obligation under any provision of the federal Advisers Act or rules thereunder, or other federal or state law to disclose information to its advisory clients or prospective advisory clients not specifically required by this Schedule.**
- 4. *Multiple Sponsors.*** If two or more persons fall within the definition of “sponsor” in Item 1 above for a single wrap fee program, only one such sponsor need complete the Schedule. The sponsors may choose among themselves the sponsor that will complete the Schedule.
- 5. *Omission of Inapplicable Information.*** Any information not specifically required by this Schedule that is included in the brochure should be applicable to clients and prospective clients of the sponsor’s wrap fee programs. If the sponsor is required to complete this Schedule with respect to more than one wrap fee program, the sponsor may omit from the brochure furnished to clients and prospective clients of any wrap fee program or programs information required by this Schedule that is not applicable to clients or prospective clients of that wrap fee program or programs. If a sponsor of more than one wrap fee program prepares separate wrap fee brochures for clients of different programs, each brochure must be filed with the Commission and the jurisdictions attached to a separate copy of this Schedule. Each such brochure must state that the sponsor sponsors other wrap fee programs and state how brochures for those programs may be obtained.
- 6. *Updating.*** Sponsors are required to file an amendment to the brochure promptly after any information in the brochure becomes materially inaccurate. Amendments may be made by use of a “sticker”, *i.e.*, a supplement affixed to the brochure that indicates what information is being added or updated and states the new or revised information, as long as the resulting brochure is readable. Stickers should be dated and should be incorporated into the text of the brochure when the brochure itself is revised.
- 7. *Contents of Brochure.*** Include in the brochure prepared in response to this Schedule:

 - (a) on the cover page, the sponsor’s name, address, telephone number, and the following legend in bold type or some other prominent fashion:
This brochure provides clients with information about [name of sponsor] and the [name of program or programs] that should be considered before becoming a client of the [name of program or programs]. This information has not been approved or verified by any governmental authority.
 - (b) a table of contents reflecting the subject headings in the sponsor’s brochure.
 - (c) the amount of the wrap fee charged for each program or, if fees vary according to a schedule established by the sponsor, a table setting forth the fee schedule, whether such fees are negotiable, the portion of the total fee (or the range of such amounts) paid to persons providing advice to clients regarding the purchase or sale of specific securities under the program (“portfolio managers”), and the services provided under each program (including the types of portfolio management services);

**Schedule H of
Form ADV
Page 2**

Applicant: Smith Shellnut Wilson, LLC

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- (d) a statement that the program may cost the client more or less than purchasing such services separately and a statement of the factors that bear upon the relative cost of the program (*e.g.*, the cost of the services if provided separately and the trading activity in the client's account);
- (e) if applicable, a statement that the person recommending the program to the client receives compensation as a result of the client's participation in the program, that the amount of this compensation may be more than what the person would receive if the client participated in other programs of the sponsor or paid separately for investment advice, brokerage, and other services, and that the person may therefore have a financial incentive to recommend the wrap fee program over other programs or services;
- (f) a description of the nature of any fees that the client may pay in addition to the wrap fee and the circumstances under which these fees may be paid (including, if applicable, mutual fund expenses and mark-ups, mark-downs, or spreads paid to market makers from whom securities were obtained by the wrap fee broker);
- (g) how the program's portfolio managers are selected and reviewed, the basis upon which portfolio managers are recommended or chosen for particular clients, and the circumstances under which the sponsor will replace or recommend the replacement of the portfolio manager;
- (h) (1) if applicable, a statement to the effect that portfolio manager performance information is not reviewed by the sponsor or a third party and/or that performance information is not calculated on a uniform and consistent basis,
- (2) if performance information is reviewed to determine its accuracy, the name of the party who reviews the information and a brief description of the nature of the review,
- (3) a reference to any standards (*i.e.*, industry standards or standards used solely by the sponsor) under which performance information may be calculated;
- (i) a description of the information about the client that is communicated by the sponsor to the client's portfolio manager, and how often or under what circumstances the sponsor provides updated information about the client to the portfolio manager;
- (j) any restrictions on the ability of clients to contact and consult with portfolio managers;
- (k) in narrative text, the information required by Items 7 and 8 of Part II of this form and, as applicable to clients of the wrap fee program, the information required by Items 2, 5, 6, 9A and C, 10, 11, 13 and 14 of Part II;
- (l) if any practice or relationship disclosed in response to Item 7, 8, 9A, 9C and 13 of Part II presents a conflict between the interests of the sponsor and those of its clients, explain the nature of any such conflict of interest; and
- (m) if the sponsor or its divisions or employees covered under the same investment adviser registration as the sponsor act as portfolio managers for a wrap fee program described in the brochure, a brief, general description of the investments and investment strategies utilized by those portfolio managers.

8. Organization and Cross References. Except for the cover page requirements in Item 7(a) above, information contained in the brochure need not follow the order of the items listed in Item 7. However, the brochure should not be organized in such a manner that important information called by the form is obscured.

Set forth below the page(s) of the brochure on which the various disclosures required by Item 7 are provided.

	Page(s)		Page(s)		Page(s)
Item	7(a)	Item	7(f)	Item	7(j)
	cover		#7(g)		#7(k)
	#7(b)		#7(h)		#7(l)
	#7(c)		#7(i)		#7(m)
	#7(d)				
	#7(e)				