

Item 1 – Cover Page

Smith Shellnut Wilson, LLC

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12/05/2011

This Brochure provides information about the qualifications and business practices of SMITH SHELLNUT WILSON “ADVISER”. If you have any questions about the contents of this Brochure, please contact us at 601.605.1776/or info@ssw1776.com. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

SMITH SHELLNUT WILSON is a registered investment adviser. Registration of an Investment Adviser does not imply any level of skill or training. The oral and written communications of an Adviser provide you with information about which you determine to hire or retain an Adviser.

Additional information about SMITH SHELLNUT WILSON also is available on the SEC’s website at www.adviserinfo.sec.gov.

Item 2 – Material Changes

On July 28, 2010, the United States Securities and Exchange Commission published “Amendments to Form ADV” which amends the disclosure document that we provide to clients as required by SEC Rules. This Brochure dated 3/31/2011 is a new document prepared according to the SEC’s new requirements and rules. As such, this document is materially different in structure and requires certain new information that our previous Brochure did not require.

In the future, this item will discuss only specific material changes that are made to the Brochure and provide clients with a summary of such changes. We will also reference the date of our last annual update of our Brochure.

In the past we have offered or delivered information about our qualifications and business practices to clients on at least an annual basis. Pursuant to new SEC Rules, we will ensure that you receive a summary of any material changes to this and subsequent Brochures within 120 days of the close of our business’ fiscal year. We may provide other ongoing disclosure information about material changes as necessary.

We will provide you with a new Brochure as necessary based on changes or new information, at any time, without charge.

Currently, our Brochure may be requested by contacting Lynn Pierce, Operations Manager at 601.605.1776 or lynnp@ssw1776.com. Our Brochure is also available on our web site www.ssw1776.com, free of charge.

Additional information about “SMITH SHELLNUT WILSON” is also available via the SEC’s web site www.adviserinfo.sec.gov. The SEC’s web site also provides information about any persons affiliated with “ADVISER” who are registered, or are required to be registered, as investment adviser representatives of “ADVISER”.

Item 3 -Table of Contents

Item 1 – Cover Page	i
Item 2 – Material Changes	ii
Item 3 - Table of Contents	iii
Item 4 – Advisory Business	1
Item 6 – Performance-Based Fees and Side-By-Side Management	4
Item 7 – Types of Clients	4
Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss	4
Item 9 – Disciplinary Information	4
Item 11 – Code of Ethics	5
Item 12 – Brokerage Practices	6
Item 13 – Review of Accounts	8
Item 14 – <i>Client</i> Referrals and Other Compensation	8
Item 15 – Custody	8
Item 16 – Investment Discretion	8
Item 17 – Voting <i>Client</i> Securities	9
Item 18 – Financial Information	9
Brochure Supplement(s)	

Item 4 – Advisory Business

Investment Advisory Services

Smith Shellnut Wilson, LLC (“SSW” or “Adviser”) 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.

Through the use of discussions, interviews and/or client questionnaires, SSW assists each client in determining investment goals and identifying risk tolerance levels. These investment goals are captured in a document referred to as an Exhibit A. 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.

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.

Consulting Services

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 in equal quarterly payments. All fees are negotiable. These services are not to be considered financial planning services as Adviser does not perform a comprehensive analysis of the client’s financial position and does not prepare a written report documenting the review.

SSW provides pricing of certain illiquid securities on a consultancy basis. SSW also performs consulting services for two accounts of which it monitors external advisory performance.

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. 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 investment adviser representative's assistance in developing an investment strategy, selecting securities, monitoring performance of the account, and making changes as necessary.

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, Adviser 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 Adviser 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.

Item 5 – Fees and Compensation

General Fee Information

Adviser 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.

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%

For non-discretionary management, the fees range between 5 and 30 basis points depending on the type of services provided and the complexity of the assets under management.

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. Adviser'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. On a limited basis, in certain cases, true market values are not attainable, other non-market inputs may be used in valuing assets.

SSW's Agreement may authorize Adviser to debit the client's account for the amount of Adviser'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.

The agreement between Adviser 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.

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 Adviser's management services.

Item 12 further describes the factors that Smith Shellnut Wilson considers in selecting or recommending broker-dealers for *client* transactions and determining the reasonableness of their compensation (*e.g.*, commissions).

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

Smith Shellnut Wilson does not charge any performance-based fees (fees based on a share of capital gains on, or capital appreciation of the assets of a client).

Item 7 – Types of Clients

Smith Shellnut Wilson provides portfolio management services to individuals, high net worth individuals, corporate pension and profit-sharing plans, charitable institutions, foundations, endowments, municipalities, trust programs and other U.S. institutions.

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

Smith Shellnut Wilson utilizes fundamental, technical and cyclical security analysis methods and corresponding investment strategies. Investing in securities involves risk of loss that clients should be prepared to bear.

Item 9 – Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of Smith Shellnut Wilson or the integrity of Smith Shellnut Wilson's management. Smith Shellnut Wilson has no information applicable to this Item.

Item 10 – Other Financial Industry Activities and Affiliations

Providing investment advice is the principal business of Smith Shellnut Wilson. Smith Shellnut Wilson also offers investment analysis packages for some structured securities.

Smith Shellnut Wilson receives some economic benefit from non-clients in connection with giving advice to clients.

Item 11 – Code of Ethics

Smith Shellnut Wilson does not recommend to clients that they buy or sell securities or investment products in which Smith Shellnut Wilson or a related person has some financial interest.

Smith Shellnut Wilson does buy and sell for itself securities that it also recommends to clients.

Smith Shellnut Wilson has adopted a Code of Ethics for all supervised persons of the firm describing its high standard of business conduct, and fiduciary duty to its clients. The Code of Ethics includes provisions relating to the confidentiality of client information, a prohibition on insider trading, a prohibition of rumor mongering, restrictions on the acceptance of significant gifts and the reporting of certain gifts and business entertainment items, and personal securities trading procedures, among other things. All supervised persons at Smith Shellnut Wilson must acknowledge the terms of the Code of Ethics annually, or as amended. Smith Shellnut Wilson's clients or prospective clients may request a copy of the firm's Code of Ethics by contacting Steve Given.

Smith Shellnut Wilson anticipates that, in appropriate circumstances, consistent with clients' investment objectives, it will cause accounts over which Smith Shellnut Wilson has management authority to effect, and will recommend to investment advisory clients or prospective clients, the purchase or sale of securities in which Smith Shellnut Wilson, its affiliates and/or clients, directly or indirectly, have a position of interest. Smith Shellnut Wilson's employees and persons associated with Smith Shellnut Wilson are required to follow Smith Shellnut Wilson's Code of Ethics. Subject to satisfying this policy and applicable laws, officers, directors and employees of Smith Shellnut Wilson and its affiliates may trade for their own accounts in securities which are recommended to and/or purchased for Smith Shellnut Wilson's clients. The Code of Ethics is designed to assure that the personal securities transactions, activities and interests of the employees of Smith Shellnut Wilson will not interfere with (i) making decisions in the best interest of advisory clients and (ii) implementing such decisions while, at the same time, allowing employees to invest for their own accounts. Under the Code certain classes of securities have been designated as exempt transactions, based upon a determination that these would materially not interfere with the best interest of Smith Shellnut Wilson's clients. In addition, the Code requires pre-clearance of many transactions, and restricts trading in close proximity to client trading activity. Nonetheless, because the Code of

Ethics in some circumstances would permit employees to invest in the same securities as clients, there is a possibility that employees might benefit from market activity by a client in a security held by an employee. Employee trading is continually monitored under the Code of Ethics, and to reasonably prevent conflicts of interest between Smith Shellnut Wilson and its clients.

Certain affiliated accounts may trade in the same securities with client accounts on an aggregated basis when consistent with Smith Shellnut Wilson's obligation of best execution. In such circumstances, the affiliated and client accounts will share commission costs equally and receive securities at a total average price. Smith Shellnut Wilson will retain records of the trade order (specifying each participating account) and its allocation, which will be completed prior to the entry of the aggregated order. Completed orders will be allocated as specified in the initial trade order. Partially filled orders will be allocated on a pro rata basis. Any exceptions will be explained on the Order.

It is Smith Shellnut Wilson's policy that the firm will not affect any principal or agency cross securities transactions for client accounts. Smith Shellnut Wilson will also not cross trades between client accounts. Principal transactions are generally defined as transactions where an adviser, acting as principal for its own account or the account of an affiliated broker-dealer, buys from or sells any security to any advisory client. A principal transaction may also be deemed to have occurred if a security is crossed between an affiliated hedge fund and another client account. An agency cross transaction is defined as a transaction where a person acts as an investment adviser in relation to a transaction in which the investment adviser, or any person controlled by or under common control with the investment adviser, acts as broker for both the advisory client and for another person on the other side of the transaction. Agency cross transactions may arise where an adviser is dually registered as a broker-dealer or has an affiliated broker-dealer.

From time to time, potential conflicts of interest may arise which might affect your accounts with SSW. Such potential conflicts of interest may include, but are not limited to SSW investing on your behalf in securities in which SSW employees family members, including "first cousins", may have a direct or indirect interest, and SSW investing on your behalf in securities issued by another of SSW's clients.

Item 12 – Brokerage Practices

SSW may receive, from brokers, products or services which may benefit SSW, but not its advisory clients. Notwithstanding this potential conflict of interest, SSW believes it achieves the best execution favorable to its clients."

Soft dollar benefits are not proportionally allocated to any accounts that may generate different amounts of the soft dollar benefits.

Smith Shellnut Wilson does have the authority to determine the broker or dealer to be used without obtaining specific client consent. Smith Shellnut Wilson does not have the authority to determine the commission rates paid.

Neither Smith Shellnut Wilson nor any related persons suggest brokers to clients.

Item 13 – Review of Accounts

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.

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.

Item 14 – Client Referrals and Other Compensation

SSW has agreements with certain parties that pays said parties a percentage of collected fees subsequent to a referred prospect becoming a client.

Item 15 – Custody

Clients should receive at least quarterly statements from the broker dealer, bank or other qualified custodian that holds and maintains client's investment assets. SSW urges you to carefully review such statements and compare such official custodial records to the account statements that we may provide to you. Our statements may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

Item 16 – Investment Discretion

SSW usually receives discretionary authority from the client at the outset of an advisory relationship to select the identity and amount of securities to be bought or sold. In all cases, however, such discretion is to be exercised in a manner consistent with the stated investment objectives for the particular client account.

When selecting securities and determining amounts, SSW observes the investment policies, limitations and restrictions of the clients for which it advises. For registered investment companies, SSW's authority to trade securities may also be limited by certain federal securities and tax laws that require diversification of investments and favor the holding of investments once made.

Investment guidelines and restrictions must be provided to SSW in writing. SSW typically will work with clients to outline investment plans through the "Exhibit A" which is sometimes supplemented with a customized investment policy.

Prior to entry of a blocked trade, a written pre-allocation is generated which identifies the group of client accounts participating in the order. However, there are occasions when certain securities can be purchased before a pre-allocation can be done. In these instances, these securities are allocated to clients having the most need for said security for the respective clients' Exhibit A and/or annual investment plan.

Item 17 – Voting *Client* Securities

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, Adviser 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 Adviser 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.

Item 18 – Financial Information

Registered investment advisers are required in this item to provide you with certain financial information or disclosures about SSW's financial condition. SSW has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of a bankruptcy proceeding.

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12/5/2011

This Brochure supplement provides information about Frank W. Smith, Jr., Frank W. Smith III, Raymond F. Thompson, William P. Smith, Jr., Kenneth M. Lott and Steven P. Given that supplements the SMITH SHELLNUT WILSON "ADVISER" brochure. You should have received a copy of that brochure. Please contact Lynn Pierce, Operations Manager at 601.605.1776/or lynnp@ssw1776.com if you did not receive SMITH SHELLNUT WILSON's brochure or if you have any questions about the contents of this supplement.

Frank W. Smith, Jr. (01/02/1953), Founder and CEO

Prior to the establishment of SSW, Frank was a Senior Executive Vice President with Sunburst Bank responsible for the Bank's broker dealer subsidiary, mortgage company, trust department, finance company, and cash management division. He also managed the bank's \$600 million investment portfolio and chaired its asset/liability management committee. He brings to the table a unique level of expertise in fixed-income securities, such as municipal, government and corporate bonds.

Frank received a B.A. from Rollins College in Winter Park, Florida, with a double major in business administration and economics, and received an M.B.A. from Delta State University. He is also a graduate of the National School of Bank Investments at the University of Illinois and the School of Banking of the South at Louisiana State University.

Raymond F. Thompson (10/08/1953), Principal - Chief Investment Officer

Ray began his banking career in 1976 with Deposit Guaranty National Bank. During his tenure there, he served in various capacities including corporate planning, commercial lending, deposit product development and investment portfolio management. In 1998, at the time Deposit Guaranty was acquired by First American Corporation of Nashville, Tennessee, Ray was Chief Investment Officer of Deposit Guaranty Corporation and Managing Director of the Asset Management Group. In that capacity, he managed a \$4.3 billion trust division, a 40-person brokerage subsidiary, and a \$1.7 billion mutual fund complex.

Additionally, Ray was CEO of Deposit Guaranty's ParkSouth subsidiary, which provided investment advisory services to high net worth clientele. At First American, Ray was named Executive Vice President of the Investment Management Division, where he was the senior executive responsible for managing \$10 billion in assets.

Ray provides valuable depth to the fixed income and equity analytical team at SSW. Ray holds a B.A. degree from Cornell University, where he earned the distinction of Phi Beta Kappa. He also received an M.B.A. from Harvard University.

William (Will) P. Johnson, Jr. (01/26/1973), Principal

Will Johnson joined Smith Shellnut in 1995. Will works in the investment department in both fixed income and equities. With over a decade of experience in investment management, his industry insight and portfolio management acumen are a major benefit to Smith Shellnut's clients. Will graduated from Mississippi State University with a B.B.A. in Banking and Finance. At Mississippi State, Will was a member of Elder Statesman Honorary, Financial Management Association, International Bourgeoisie Committee, and Kappa Sigma Fraternity.

Kenneth M. Lott (03/03/1955), Principal

Kenneth Lott joined SSW in June of 2001. He manages the Finance Division of SSW.

Kenneth has twenty-five years of banking experience, his most recent position being President and Chief Operating Officer of Lamar Capital Corporation and Lamar Bank, Purvis, Mississippi. During his thirteen year tenure at Lamar, Kenneth played an integral part in helping to grow the \$57 million bank to a \$430 million publicly traded company. His duties there included chairmanship of both the investment and asset/liability management committees.

Kenneth is an honor graduate of the University of Southern Mississippi with a B.S.B.A. degree in accounting. He is also an honor graduate of BAI's School for Bank Administration at the University of Wisconsin at Madison.

Frank W. Smith, III (10/09/1978), Principal

Prior to joining Smith Shellnut in 2005, Frank Smith served as a Wealth Management Portfolio Analyst for BankPlus in Ridgeland, Mississippi. He received his undergraduate degree from Delta State University in 2001 and his M.B.A. from Millsaps College in 2002, with a concentration in Finance and Marketing. He is a level 3 CFA candidate.

Steven P. Given (12/31/1970), Principal/COO/CCO

Steve joined Smith Shellnut in 2007. He serves as Chief Operating Officer and Chief Compliance Officer at Smith Shellnut. Steve brings years of executive leadership experience, and has served in various roles within a broad range of businesses. While serving as Vice President of Engineering for Diversified Technology, he played a key role in process improvement and organizing functional areas to improve performance.

During his career, his responsibilities have included product development, project management, account management, executive leadership, process improvement, standards compliance, auditing, as well as creating and managing budgets. Prior to joining Smith Shellnut, Steve worked at Adtran, Skytel, Diversified Technology, and Pileum. Steve is a graduate of Mississippi State University with B.S.E.E. and M.S.E.E. degrees in engineering.