

OMB APPROVAL

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

FORM ADV

Uniform Application for Investment Adviser Registration

Part II - Page 1

Name of Investment Adviser: Wood & White Investment Advisors, LLC						
Address:	(Number and Street)	(City)	(State)	(Zip Code)	Area Code:	Telephone Number:
	210 8th St.	Lynchburg	VA	24504	(434)	528-4510

**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 government authority.**

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(Schedule 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.

Applicant: Wood & White Investment
Advisors, LLC

SEC File Number:
801- 64113

Date:
3/29/10

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:

- (1) Provides investment supervisory services 99 %
- (2) Manages investment advisory accounts not involving investment supervisory services..... %
- (3) Furnishes investment advice through consultations not included in either service described above... 1 %
- (4) Issues periodicals about securities by subscription %
- (5) Issues special reports about securities not included in any service described above..... %
- (6) Issues, not as part of any service described above, any charts, graphs, formulas, or other devices which clients may use to evaluate securities..... %
- (7) On more than an occasional basis, furnishes advice to clients on matters not involving securities... %
- (8) Provides a timing service %
- (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)

- (1) A percentage of assets under management (4) Subscription fees
- (2) Hourly charges (5) Commissions
- (3) Fixed fees (not including subscription fees) (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)

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

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

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"/> (1) exchange-listed securities
<input checked="" type="checkbox"/> (2) securities traded over-the-counter
<input checked="" type="checkbox"/> (3) Foreign issuers | <input checked="" type="checkbox"/> H. United States government securities |
| <input checked="" type="checkbox"/> B. Warrants | <input checked="" type="checkbox"/> I. Options contracts on:
<input checked="" type="checkbox"/> (1) securities
<input type="checkbox"/> (2) commodities |
| <input checked="" type="checkbox"/> C. Corporate debt securities (other than commercial paper) | <input type="checkbox"/> J. Futures contracts on:
<input type="checkbox"/> (1) tangibles
<input type="checkbox"/> (2) intangibles |
| <input checked="" type="checkbox"/> D. Commercial paper | <input checked="" type="checkbox"/> K. Interests in partnerships investing in:
<input checked="" type="checkbox"/> (1) real estate
<input checked="" type="checkbox"/> (2) oil and gas interests
<input type="checkbox"/> (3) other (explain on Schedule F) |
| <input checked="" type="checkbox"/> E. Certificates of deposit | <input type="checkbox"/> L. Other (explain on Schedule F) |
| <input checked="" type="checkbox"/> F. Municipal securities | |
| <input type="checkbox"/> G. Investment company securities:
<input type="checkbox"/> (1) variable life insurance
<input 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 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 checked="" 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 checked="" 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 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 type="checkbox"/> Trading (securities sold within 30 days) | (7) <input type="checkbox"/> Other (explain on Schedule F) |
| (4) <input type="checkbox"/> Short sales | |

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, please 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 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:
 - (1) broker-dealer
 - (2) investment company
 - (3) other investment adviser
 - (4) financial planning firm
 - (5) commodity pool operator, commodity trading adviser or futures commission merchant
 - (6) banking or thrift institution
 - (7) accounting firm
 - (8) law firm
 - (9) insurance company or agency
 - (10) pension consultant
 - (11) real estate broker or dealer
 - (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.)

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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 sell for itself securities it also recommended 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 advisory 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 condition 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 account, 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.

Major holdings held firm-wide are monitored on a daily basis and are reviewed by a designated manager of the firm not less frequently than on a quarterly basis. Individual client accounts are reviewed continuously and evaluated as to the appropriateness of the their portfolio structure and diversification. Individual securities are continuously monitored as to suitability for each client's individual risk profile. The number of accounts assigned to each manager depends on the number of accounts under management by the firm.

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

The Company provides clients with account valuations and performance measure updates typically on a quarterly basis, but no less frequently than annually. These reports include at least the following information: a) current portfolio appraisal, including type of security, cost, market value, current yield, and estimated annual income, and security ownership by category; b) a realized gain and loss report; and c) a portfolio summary (including summary of management fees paid to date). In addition, the third party custodian for each account provides the client with monthly reports that includes this same information.

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

**Schedule F of
FORM ADV
Continuation Sheet for Form ADV Part II**

Applicant: Wood & White Investment Advisors, LLC	SEC File Number: 801- 64113	Date: 3/29/10
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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: Wood & White Investment Advisors, LLC	IRS Empl. Ident. No.: 46-0487173
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Item of Form (identify)	Answer
Item 1.D	<p>Wood & White Investment Advisors, L.L.C. (the “Company”) provides general investment supervisory services of client assets. Portfolios are customized in accordance with each client’s risk profile. Investment objectives are determined, and subsequently affirmed annually, through regular contact and individual consultation with clients. Portfolios typically include direct ownership of individual equities and investment grade fixed income securities.</p> <p>The minimum account size for the Company’s clients is \$300,000. The minimum fee charged by the Company is \$3,000 per account. Minimum account size and fees are negotiable in the Company’s sole discretion, which may result in the Company charging different fees for similar investment management services under certain limited circumstances. The Company’s standard annual fee schedule is as follows:</p> <ul style="list-style-type: none"> • 1% for the first \$1 million of an account • 0.75% for the next \$2 million • 0.5% for the balance over \$3 million <p>The annual fees for services are based on the market value of the assets in the account as computed at the end of each quarter and are charged on a quarterly basis.</p> <p>As referenced in Item 1.A(3), from time to time the Company may provide investment advice through consultations. On infrequent occasions, the Company has in the past and may, in its sole discretion, provide portfolio analysis and review through consultations with clients. The fee for such services is at a negotiable hourly or fixed rate paid subsequently.</p> <p>The Company does not charge its clients for services before the service is provided.</p> <p>If requested by a client, will assist a client in selecting sub-advisors to provide investment advice on all or a portion of such client's assets under management. The Company provides this advice on a limited basis. To date, the Company has advised two clients in entering into sub-advisory relationships with Adhesion Solutions Wealth Advisors, Inc.</p>

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

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Applicant: Wood & White Investment Advisors, LLC	SEC File Number: 801- 64113	Date: 3/29/10
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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: Wood & White Investment Advisors, LLC	IRS Empl. Ident. No.: 46-0487173
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Item of Form (identify)	Answer
Item 4.B	<p>Clients are required to sign an investment advisory agreement with Wood & White. The agreement provides that it shall be continuous until one party to the agreement terminates it. The agreement provides that a client may terminate the agreement at any time upon written notice to the Company. The agreement provides that the Company may terminate the agreement on five days written notice to the client. The Company does not charge clients a fee in connection with the termination of the agreement.</p>
Item 5	<p>In addition, the Company obtains information from specialized investment and economic publications and electronic retrieval systems.</p>
Item 6	<p>In determining who may provide investment advice to clients, the Company requires a bachelor's degree and either (1) no less than five years experience in asset management or valuation; or (2) three years of experience in asset management or valuation <u>and</u> completion of CFA Level I or an MBA degree.</p> <p>CHARLES B. WHITE</p> <p><u>Date of Birth:</u> 02/06/1973</p> <p><u>Formal Education:</u></p> <p style="padding-left: 40px;">B.A., 1995, The College of William and Mary</p> <p style="padding-left: 40px;">Chartered Financial Analyst, 2001</p> <p><u>Business & Investment Experience (preceding five years):</u></p> <p>Mr. White has served as a Manager of Wood & White Investment Advisors, L.L.C., Lynchburg, Virginia since June, 2002. From November 2000 through June 2002, Mr. White was Vice President and Portfolio Manager, Bank of America Private Bank, Charlottesville, Virginia. Mr. White as been in the investment advisory business since 1997.</p>

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

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Applicant: Wood & White Investment Advisors, LLC	SEC File Number: 801- 64113	Date: 3/29/10
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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: Wood & White Investment Advisors, LLC	IRS Empl. Ident. No.: 46-0487173
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Item of Form (identify)	Answer
Item 6 (cont'd)	<p>GORHAM B. WOOD</p> <p><u>Date of Birth:</u> 10/04/1966</p> <p><u>Formal Education:</u></p> <p style="padding-left: 40px;">B.A., 1989, University of Virginia</p> <p><u>Business Background (preceding five years):</u></p> <p>Mr. Wood has served as a Manager of Wood & White Investment Advisors, L.L.C., Lynchburg, Virginia since June 2002. From September 1993 through June 2002, Mr. Wood was a financial advisor with Scott & Stringfellow, Lynchburg, Virginia. Mr. Wood has been employed in the financial services industry since 1989, has been a financial advisor since 1993, and has been in the investment advisory business since 2002.</p> <p>BROWNIE E. POLLY III</p> <p><u>Date of Birth:</u> 02/13/1959</p> <p><u>Formal Education:</u></p> <p style="padding-left: 40px;">B.A., 1981, University of Virginia</p> <p style="padding-left: 40px;">M.B.A., 2001, Radford University</p> <p style="padding-left: 40px;">CERTIFIED FINANCIAL PLANNER™ professional, 2006</p> <p><u>Business & Investment Experience (preceding five years):</u></p> <p>Mr. Polly has served as a Relationship Manager with Wood & White Investment Advisors, L.L.C., Lynchburg, Virginia since August 2009. Mr. Polly served as a Senior Vice-President for Bank of America, Roanoke Virginia from May 1982 through March 2009 and as a Private Client Manager for Banc of American Investment Services, Inc., Roanoke, Virginia from September 2002 through March 2009. Mr. Polly has been in the financial services industry since 1982, and has been in the investment advisory business since 2002.</p>

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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: Wood & White Investment Advisors, LLC	IRS Empl. Ident. No.: 46-0487173
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Item of Form (identify)	Answer
Item 9.E	<p>The Company has adopted a Code of Ethics in compliance with Rule 204A-1 under the Investment Advisers Act of 1940 (the “Act”) that each of the managers and all employees are required to follow. We have designed our Code of Ethics to ensure that the high ethical standards that we have set for ourselves continue to be applied. The purpose of the Code is preclude activities that may lead to or give the appearance of a conflict of interest, insider trading, or other forms of prohibited or unethical business conduct. The Code of Ethics sets forth certain restrictions and standards of conduct for the Company’s members and employees.</p> <p>The Company will provide a copy of its Code of Ethics to any client upon request.</p> <p>The managers of the Company may, from time to time, buy or sell, or have a position in securities that are owned by or recommended to clients. In accordance with our Code of Ethics, the Company i) requires its managers and employees to prepare and submit quarterly a disclosure form showing any significant transaction for their own or related account(s); and ii) monitors the securities transactions of Managers and employees to ensure that such transactions are not adverse to the interest of the Company’s clients.</p> <p>The Company is not permitted to benefit from placing its or its investment adviser representatives’ security orders “in front of” the client’s order to buy or sell the same securities (thereby receiving a better price than the client).</p>
Item 10	<p>The minimum account size for the Company’s clients is \$300,000. The Company may, in its sole discretion, waive or lower this minimum account size requirement.</p>
Item 12.A	<p>The Company typically has full discretion regarding securities selection and portfolio construction. Generally, there are no limitations on this authority unless otherwise confirmed in writing. The Company decides the amount and type of securities to be purchased, subject to unique client guidelines, if any.</p>

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1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Wood & White Investment Advisors, LLC	IRS Empl. Ident. No.: 46-0487173
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Item of Form (identify)	Answer
Item 12.A.(3), (4), and B.	<p>The Company typically recommends to clients and prospective clients that they use the Schwab Institutional division of Charles Schwab & Co., Inc. (“Schwab Institutional”), a registered broker-dealer, Member SIPC/NYSE, for third party custodial services including but not limited to trade execution, monthly statement mailings, 1099 reporting, etc. Although the company recommends that clients establish accounts at Schwab Institutional, it is the client’s decision to custody assets with Schwab Institutional.</p> <p>The Company is independently owned and operated and not affiliated with Schwab Institutional. Schwab Institutional provides the Company with access to its institutional trading and custody services, which are typically not available to Schwab retail investors. These services generally are available to independent investment advisors on an unsolicited basis at no charge to them so long as a total of at least \$10 million of the advisor’s clients’ account assets are maintained at Schwab Institutional and are not otherwise contingent upon Advisor committing to Schwab Institutional (or any of its affiliates) any specific amount of business (assets in custody or trading) Schwab Institutional’s brokerage services include the execution of securities transactions, research, custody, and access to mutual funds and other investments that are otherwise available only to institutional investors or would require a significantly higher minimum initial investment.</p> <p>For the Company’s client accounts maintained in its custody, Schwab Institutional generally does not charge separately for custody services but is compensated by account holders through commissions and other transaction-related fees for securities trades that are executed through Schwab Institutional or that settle into Schwab Institutional’s accounts.</p> <p>Schwab Institutional also makes available to the Company other products and services that benefit the Company but may not benefit its clients’ accounts. Some of these other products and services assist the Company in managing and administering clients’ accounts. These include software and other technology that (i) provide access to client account data (such as trade confirmations and account statements); (ii) facilitate trade execution and allocate aggregated trade orders for multiple client accounts, (iii) provide research, pricing information and other market data; (iv) facilitate payment of the Company’s fees from its clients’ accounts; and (v) assist with back-office support, recordkeeping and client reporting. Many of these services generally may be used to service all or a substantial number of the Company’s accounts, including accounts, if any, not maintained at Schwab Institutional.</p>

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1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Wood & White Investment Advisors, LLC	IRS Empl. Ident. No.: 46-0487173
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Item of Form (identify)	Answer
Item 12.A.(3), (4), and B. (cont'd)	<p>Schwab Institutional may also provide the Company with other services intended to help the Company manage and further develop its business enterprise. These services may include: (i) compliance, legal and business consulting; and (ii) publications and conferences on practice management and business succession. Schwab may make available, arrange and/or pay third-party vendors for the types of services rendered to the Company. Schwab Institutional 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 the Company. Schwab Institutional may also provide other benefits such as educational events or occasional business entertainment of Company personnel.</p> <p>While as a fiduciary, the Company endeavors to act in its clients' best interests, and the Company's recommendation that clients maintain their assets in accounts at Schwab, the Company may take into account the availability of some of the foregoing products and services and other arrangements as part of the total mix of factors it considers and not solely the nature, cost or quality of custody and brokerage services provided by Schwab Institutional, which may create a potential conflict of interest.</p> <p>The availability to the Company of the foregoing products and services is not contingent upon Advisor committing to Schwab Institutional any specific amount of business.</p> <p>The Company has adopted a block trade allocation policy to ensure that the firm distributes investment opportunities among client accounts in an efficient, rational and consistent manner. When possible, the firm will aggregate client orders (i.e, execute a block trade) to achieve a more efficient trade execution. If a block trade cannot be executed in full at the same price or time, the securities actually purchased or sold by the close of each business day will be allocated among participating accounts on a pro rata basis. The Company retains the discretion to deviate from this practice if circumstances warrant. To deviate from this policy the Chief Compliance Officer must do so with such approval set forth in a written explanation of the reason for any material change in the allocation.</p> <p>Clients who use a third party custodian other than Schwab Institutional may be unable to participate in block trade opportunities and as a result their trade executions likely will differ from other clients in the firm.</p>

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

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Item of Form (identify)	Answer
Item 12.A.(3), (4), and B. (cont'd)	<p>On limited occasions the Company will engage in cross transactions. The Company has adopted a cross transactions policy that sets forth guidelines to ensure fairness when a security is traded between two clients. The Company's duty to be unbiased and fair to clients on both sides of a cross transaction may pose an inherent conflict of interests. Our policy is designed to ensure that we fulfill our duty to each client that is party to a cross transaction. If a transaction is appropriate, under our policy before engaging in a cross transaction, the Company (i) ensures that the price is fair; and (ii) ensures that the firm does not receive any compensation for the transaction.</p> <p>Clients who use a third party custodian other than Schwab Institutional may be unable to participate in cross transactions.</p> <p style="text-align: center;">Trade Error Policy</p> <p>From time to time the Company may make an error in submitting a trade order on your behalf. In the event that the Company commits a trading error of any sort, the Firm will correct the error in a manner that it deems appropriate, provided that the Firm will insure that the client does not suffer any adverse financial consequences from such error. The firm will not correct trade error by (i) passing the cost (including losses) to clients; (ii) using soft dollars; or (iii) using other client accounts.</p> <p>If an investment gain results from the correcting trade, the gain will remain in your account unless the same error involved other client account(s) that should have received the gain, it is not permissible for you to retain the gain, or we confer with you and you decide to forego the gain (e.g., due to tax reasons). For accounts held at Charles Schwab & Co., Inc., if the gain does not remain in your account and Charles Schwab & Co. Inc. ("Schwab") is the custodian, Schwab will donate the amount of any gain \$100 and over to charity. If a loss occurs greater than \$100, the Company will pay for the loss. Schwab will maintain the loss or gain (if such gain is not retained in your account) if it is under \$100 to minimize and offset its administrative time and expense. Generally, if related trade errors result in both gains and losses in your account, they may be netted.</p>

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**Schedule F of
FORM ADV
Continuation Sheet for Form ADV Part II**

Applicant: Wood & White Investment Advisors, LLC	SEC File Number: 801- 64113	Date: 3/29/10
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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: Wood & White Investment Advisors, LLC	IRS Empl. Ident. No.: 46-0487173
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Item of Form (identify)	Answer
	Proxy Voting Policies and Procedures
	<p>The Proxy committee of Wood & White, L.L.C. (the “Company”) consists of its managers and may include other employees. This committee has the responsibility to monitor, review and revise the proxy voting policies and procedures of the Company. This committee adopted and implemented policies that are designed to ensure that proxies are voted in the best interest of clients in accordance with our fiduciary duties.</p> <p>Policies</p> <p>Corporate Governance - The Company generally approves director slates and auditors that are sufficiently independent of company management. The Company generally opposes proposals that unreasonably impair shareholder standing.</p> <p>Compensation - The Company generally opposes management proposals for overly generous stock option plans and management and directors incentive plans.</p> <p>Social and Miscellaneous - The Company generally opposes shareholder resolutions on behalf of special interest groups. The Company intends that corporate management appreciate the necessity of promoting corporate responsibility and accountability on social issues because it is generally in the best long-term interest of shareholders.</p> <p>Because of the rapid development of this issues set forth in proxies, this policy necessarily is a work in progress. Additional information concerning the proxy voting policy of the Firm is available upon request.</p>

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	<p>Proxy Voting Policies and Procedures (cont'd)</p> <p>Procedures</p> <p>Proxy materials and ballots are received at our offices, logged in and immediately passed to the appropriate member of the committee in charge of voting proxies for that particular company. That individual reviews the policy material and makes a decision on each ballot item. While the final decision may be based, in part, upon the judgment of that individual, the decision is governed by the Company's proxy voting policies as outlined above.</p> <p>Conflict of Interest Policy</p> <p>From time to time, issues come to a shareholder vote that may present a conflict of interest for us as investment advisor. We maintain a master list of all public companies where a conflict may potentially develop either because of a commercial relationship with that company, where a client is a party to a shareholder proposal or where a Company employee serves in a professional capacity (such as director) for that company. Any non-routine proxy issues that require a vote will result in a thorough review by the committee. In those cases where the proxy guidelines clearly and specifically address the proxy issue, each vote will be cast in keeping with those guidelines. In any cases where the guidelines do not clearly and specifically address the issue, that proxy will be forwarded to the client for their determination on that issue.</p> <p>Any client may receive a summary of how proxies have been voted on its behalf by written request.</p> <p style="text-align: center;">Legal Proceedings</p> <p>Unless otherwise directed by clients and agreed to by the Company, the Company shall not be responsible for filing claims or otherwise taking any action in connection with class action lawsuits, bankruptcy proceedings, or any other legal or administrative proceeding, in any such case on behalf of a client in connection with any client security holding.</p>

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	<p>Custody of Client Assets</p> <p>Old Dominion Client Services LLC ("ODCS") is a wholly-owned subsidiary of the Company. As a services to certain clients of the Company, ODCS provides bill paying services. ODCS clients provide ODC with a limited power of attorney authorize ODCS to provide these services. Through the services it provides, ODCS is deemed to have custody of the cash and bank accounts of the ODCS clients. ODCS currently does not charge a fee in connection with these services.</p> <p>In addition, in limited circumstances, members of the Company serve as trustees of trusts that are clients of the Company. As a result, the member is deemed to have custody of the client's securities.</p> <p>Because we have custody over some client assets, the Company has the Company has entered into an agreement with an independent accounting firm that is registered with the Public Company Accounting Oversight Board to perform the annual surprise examination required by recently revised Investment Advisor Rule 206(4)-2.</p> <p style="text-align: center;">PRIVACY POLICY</p> <p>GUIDING PRINCIPLES</p> <p>Wood & White Investment Advisors, LLC ("Wood & White") places a high value on the relationships we have with our clients and prospective clients. We strive to maintain our clients' trust and confidence in our company, an essential aspect of which is our commitment to protecting their personal information to the best of our ability. We believe that our clients and prospective clients value their privacy, so we have established this Privacy Notice to help us ensure that information about our clients and prospective clients will be handled in an appropriate manner. As a general rule, we will not disclose your personal information to anyone outside of Wood & White unless you consent, it is</p>

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	<p>Privacy Policy (cont'd)</p> <p>necessary to enable us to provide you with our products or services, or it is otherwise permitted by law. In addition, all such disclosures will be made in accordance with this Privacy Notice.</p> <p>WHY YOU HAVE RECEIVED THIS NOTICE</p> <p>The reason you have received this notice is that you are either a current Wood & White client, or you have contacted Wood & White about certain products or services that we provide. This notice describes our practices and policies concerning how we handle information about you.</p> <p>THE PERSONAL INFORMATION THAT WE COLLECT, MAINTAIN, AND DISCLOSE</p> <p>Wood & White collects and maintains your personal information so we can provide investment management services to you. The types and categories of information we collect and maintain include personally identifiable financial information about you that we obtain in connection with providing financial products or services to you, including:</p> <ul style="list-style-type: none"> ▪ Information we receive from you to open an account or provide investment advice to you (such as your home address, telephone number, and financial information); ▪ Information that we generate to service your account (such as trade tickets and account statements); ▪ Information about your transactions with us; and ▪ Information that we may receive from third parties with respect to you or your account (such as trade confirmations from brokerage firms or information from consumer reporting agencies). <p>CATEGORIES OF NONPUBLIC PERSONAL INFORMATION DISCLOSED</p> <p>We do not disclose any nonpublic personal information about you or our former customers to anyone, except as permitted by law.</p>

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	<p>CATEGORIES OF NONAFFILIATED THIRD PARTIES TO WHOM NONPUBLIC PERSONAL INFORMATION IS DISCLOSED</p> <p>In order to assist us in servicing your account, there are a number of nonaffiliated third parties to which we currently provide nonpublic personal information. These parties may include financial service providers (such as companies that perform services on our behalf, including securities brokers-dealers), non-financial companies (such as our technology consultants who assist us in maintaining our computer systems or entities that assist us in mailing your account materials to you), and other nonaffiliated third parties to whom disclosure of nonpublic personal information is permitted by law (such as the Internal Revenue Service for tax purposes).</p> <p>CATEGORIES OF INFORMATION ABOUT FORMER CLIENTS THAT ARE DISCLOSED TO NONAFFILIATES</p> <p>If you choose to close your account(s) or become an inactive client, we will adhere to this Privacy Notice with respect to your nonpublic personal information. Nonpublic personal information about former Wood & White clients will not be treated any differently than information about our current clients.</p> <p>HOW WE PROTECT OUR CLIENTS' PERSONAL INFORMATION</p> <p>To fulfill our privacy commitment at Wood & White, we have instituted firm-wide practices to safeguard the information that we maintain about our clients. These practices include:</p> <ul style="list-style-type: none"> ▪ Adopting policies and procedures that put in place physical, electronic, and other safeguards to keep our clients' personal information safe; ▪ Limiting access to personal information to those employees who need it to perform their job duties; ▪ Requiring third parties that perform services for us to agree by contract to keep personal information strictly confidential; and ▪ Protecting information of our former clients to the same extent as our current clients.

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	<p>BUSINESS CONTINUITY PLAN (the “Plan”)</p>
	<p>Purpose:</p> <p>This Plan is intended to provide a process and plan for the anticipation and management for the continuation of the Company's business operations, particularly, 1) business continuity in the event of the death of one or both managers of the Company; and 2) maintaining or restoring our ability to conduct business in the event of a disaster or other emergency.</p> <p>No contingency plan can eliminate all risk of service interruption or temporary interference with the Company's ability service our accounts. We monitor this plan to attempt to mitigate reasonable risk.</p> <p>Transition in the Event of Death of One or Both Managers of the Company:</p> <p>The Company is organized as a limited liability company under the laws of the Commonwealth of Virginia. The Managers have entered into agreements to ensure that the Company continues in the event of the death or disability of either Manager. In the event that both of the Managers die or are disabled simultaneously, the Managers and Company have discussed with our corporate and estate attorneys the process by which they should immediately contact each of our clients, explain the options concerning each client's account, and assist with effecting an acceptable transition.</p> <p>Maintaining and Restoring Ability to Conduct Business in Event of Emergency or Other Disaster:</p> <p><i>Overview:</i></p> <p>The timing, scope, and impact of potential disasters is unpredictable. Consequently, we have designed our plan to be flexible and responsive to events as they occur. Our goal is to restore critical business functions, including, communicating with clients, managing and trading client investment portfolios, performing investment research and analysis, accessing key files, and regulatory reporting, as quickly as possible. Our plan addresses both localized disruptions (e.g., a fire in the Company's office building) and widespread disruptions (e.g., a regional disruption that impacts many firms).</p>

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	<p>Business Continuity Plan (cont'd)</p> <p><i>Redundancy of Data:</i></p> <p>Many of the functions that the Company uses in providing its services are performed under contract by third party organization. For example, the Company uses several nationally-recognized broker dealers as third party custodians. The Company also utilizes the services of a third party to back-up and archive its e-mails. These third parties are located in places geographically diverse from the Company, thus reducing the risk associated with a localized emergency or disaster. These third party service providers employ and test extensive disaster recovery plans. The Company also backs up its electronic data on a daily basis and stores such backup at an off-premises location on a weekly basis. This redundancy will allow the Company to promptly recover critical client data.</p> <p>The Company has the ability to conduct its critical business functions from remote locations and will do so in the event of either a localized or regional emergency or disaster.</p> <p>The use of these third parties provides redundancy in recordkeeping and allows us the ability to conduct our business from virtually any location where we can access the either internet or receive telephone service.</p> <p><i>Implementation:</i></p> <p><u>Role of Managers.</u> The Managers of the Company are authorized and responsible for implementation of this Plan. Implementation of this Plan involves</p> <ul style="list-style-type: none"> ▪ the systematic review and evaluation of disaster recovery plans of third party service providers; ▪ the review this plan as well as the disaster recovery plans of all Third Party Service Providers at least annually; and <p>coordination of information and responses appropriate under the circumstances with respect to the managers, employees, clients, and third party service providers.</p>

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	<p>Business Continuity Plan (cont'd)</p> <p><u>Role of Chief Compliance Officer.</u> The Chief Compliance Officer manages and directs recovery efforts of the Company. He communicates with third party service providers regarding needed recovery operations, and reports to other managers of the company on the status of any recovery operation. The Chief Compliance Officer coordinates gathering and dissemination of information necessary to analyze and respond to the emergency or disaster, and reviews and maintains copies of all disaster recovery plans of third party service providers. The Chief Compliance Officer also maintains current contact information with respect to each manager and other personnel of the Company, and personnel of the third party providers deemed necessary for the prompt response to any emergency or disaster affecting the operations of the Company.</p>

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