



Form ADV: Part II

Uniform Application for Investment Advisor Registration

Contents

This part of Form ADV gives information about the Investment Advisor and its business. The information has not been approved or verified by any government authority.

Advisory Services and Fees	2
Types of Clients	2
Types of Investments	3
Methods of Analysis, Sources of Information and Investment Strategies	3
Education and Business Standards	4
Education and Business Background	4
Other Business Activities	4
Other Financial Industry Activities or Affiliations	4
Participation or Interest in Client Transactions	5
Conditions for Managing Accounts	5
Review of Accounts	5
Investment or Brokerage Discretion	6
Additional Compensation	6
Continuation Sheet	Schedule F

FORM ADV
Uniform Application for Investment Adviser Registration

Part II - Page 1

Name of Investment Adviser: Wood Smith Advisors LLC				
Address: (Number and Street)	(City)	(State)	(Zip Code)	Area Code: Telephone number:
3841 Clifton Manor Place	Haymarket	VA	20169	(703) 753-8222

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

Table of Contents

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

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

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

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 instructions below.)

Applicant:

ESTIMATE

<input checked="" type="checkbox"/>	(1)	Provides investment supervisory services	53 %
<input checked="" type="checkbox"/>	(2)	Manages investment advisory accounts not involving investment supervisory services	27 %
<input checked="" type="checkbox"/>	(3)	Furnishes investment advice through consultations not included in either service described above	20 %
<input type="checkbox"/>	(4)	Issues periodicals about securities by subscription	%
<input type="checkbox"/>	(5)	Issues special reports about securities not included in any service described above	%
<input type="checkbox"/>	(6)	Issues, not as part of any service described above, any charts, graphs, formulas, or other devices which clients may use to evaluate securities	%
<input type="checkbox"/>	(7)	On more than an occasional basis, furnishes advice to clients on matters not involving securities	%
<input type="checkbox"/>	(8)	Provides a timing service	%
<input type="checkbox"/>	(9)	Furnishes advice about securities in any manner not described above	%

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

B. Does applicant call any of the services it checked above financial planning or some similar term? Yes No

C. Applicant offers investment advisory services for: (check all that apply)

- | | |
|--|--|
| <input checked="" type="checkbox"/> (1) A percentage of assets under management | <input type="checkbox"/> (4) Subscription fees |
| <input 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 type="checkbox"/> B. Banks or thrift institutions | <input 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 | |

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

- | | |
|--|--|
| <input checked="" type="checkbox"/> A. Equity securities | <input checked="" type="checkbox"/> H. United States government securities |
| <input checked="" type="checkbox"/> (1) exchange-listed securities | I. Options contracts on: |
| <input checked="" type="checkbox"/> (2) securities traded over-the-counter | <input checked="" type="checkbox"/> (1) securities |
| <input type="checkbox"/> (3) foreign issuers | <input type="checkbox"/> (2) commodities |
| <input checked="" type="checkbox"/> B. Warrants | 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 | K. Interests in partnerships investing in: |
| <input checked="" type="checkbox"/> F. Municipal securities | <input checked="" type="checkbox"/> (1) real estate |
| G. Investment company securities: | <input checked="" type="checkbox"/> (2) oil and gas interests |
| <input checked="" type="checkbox"/> (1) variable life insurance | <input type="checkbox"/> (3) other (explain on Schedule F) |
| <input checked="" 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 checked="" 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 | |

5. Education and Business Standards.

Are there any general standards of education or business experience that applicant requires of those involved in determining or giving investment advice to clients? Yes No

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

6. Education and Business Background

For:

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

On Schedule F, give the:

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

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

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

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

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

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

(For each checked in 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.)

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.)

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.

Reviews - Monthly for individual client accounts. Triggering factors would include investment performance relative to asset class, market volatility, change in mutual fund management, and/or client requests or change in client circumstances/objectives. In addition, a significant change or event in the securities market may warrant additional reviews.

For Planning Clients: Meet with clients at either party's request, no less often than once per year. Other than triggering factors, we will meet with clients quarterly, semi-annually or annually, based upon mutual agreement.

Reviewers - Each account will be reviewed by Donna Wood.

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

Clients will receive comprehensive monthly and quarterly accounts from the custodian, and written confirmation of all transactions.

Clients will receive quarterly portfolio performance reports from Wood Smith Advisors LLC.

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 type="checkbox"/> | No <input checked="" type="checkbox"/> |
| B. directly or indirectly compensates any person for client referrals? | Yes <input type="checkbox"/> | No <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; 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 Smith Advisors LLC	SEC File Number:	Date: 1/26/2009
--	------------------	---------------------------

(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 Smith Advisors LLC		IRS Empl. Ident. No.:
1A(1)	<p><u>Investment Advisory Supervisory Services</u> Wood Smith Advisors LLC's ("Wood Smith") provides fee-based investment advisory services as part of its financial planning services. The advisor practices custom management of portfolios, on both a discretionary or non-discretionary basis as mutually agreed with the client's objectives. The advisor's primary approach is to use a tactical allocation strategy aimed at reducing risk and increasing performance. The advisor may use exchange listed securities, over-the-counter securities, warrants, corporate debt securities, CDs, commercial paper, variable life insurance, variable annuities, municipal securities, mutual funds, United States government securities, options securities and commodities, and interests in limited partnerships investing in real estate and oil and gas interests to accomplish this objective. The advisor measures and selects mutual funds by using various criteria.</p> <p>The advisor may recommend, on occasion, redistributing investment allocations to diversify the portfolio in an effort to reduce risk and increase performance. The advisor may recommend specific stocks to increase sector weighting and/or dividend potential. The advisor may recommend employing cash positions as a possible hedge against market movement which may adversely affect the portfolio. The advisor may recommend selling positions for reasons that include, but are not limited to, harvesting capital gains or losses, business or sector risk exposure to a specific security or class of securities, overvaluation or overweighting of the position(s) in the portfolio, change in risk tolerance of client, or any risk deemed unacceptable for the client's risk tolerance.</p> <p>Wood Smith will provide investment advisory services and portfolio management services and will not provide securities execution, custodial and other administrative services. At no time will Wood Smith accept or maintain custody of a client's funds or securities.</p>	
1A(2)	<p><u>Selection of Other Advisors</u> Wood Smith may periodically recommend and refer clients to unaffiliated money managers or investment advisors at Wood Smith or client's request. Through this arrangement, the Client will then enter into an advisory agreement with that sub-advisor to which that sub-advisor will assist and advise the client in establishing investment objectives and develop an investment strategy to meet those objectives by identifying appropriate investments and monitoring such investments. In consideration for such sub-advisor services, said sub advisor will receive an Investment Advisory Fee, billed quarterly in arrears; based on the account asset value at the time the account is established. Wood Smith will receive a portion of the Investment Advisory Fee for the solicitation and referral of the client to the sub-advisor, for assisting the client in completing their client questionnaire and account opening paperwork, and for assisting in the development of the initial policy recommendations and managing the ongoing client relationship.</p> <p>The Client, prior to entering into an agreement with a sub-advisor selected by Wood Smith, will be provided with that sub-advisors Form ADV Part II and Schedule F (or a brochure that makes the appropriate disclosures). In addition, Wood Smith and its Client will agree in writing that the Client's account will be managed by that selected sub-advisor.</p> <p>Wood Smith's fee will include the ongoing financial planning updates and consulting, as mutually agreed with the client.</p>	

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

Applicant:
Wood Smith Advisors LLC

SEC File Number:

Date:
1/26/2009

(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 Smith Advisors LLC	IRS Empl. Ident. No.:
1A(3)	<p><u>Financial Planning</u> Wood Smith provides Financial Planning Services to its clients as part of its Investment Advisory practice. These services focus on helping clients to understand and manage their financial affairs. The process is an analytical approach that recognizes the interrelationship between the areas outlined below. Services are customized for each client depending on their needs but will typically include the following:</p> <ol style="list-style-type: none"> 1. Analyzing cash flow and accumulation goals 2. Income tax planning 3. Asset Allocation based on suitability and time horizon 4. Financial independence planning scenarios 5. Estate preservation and distribution strategy 6. Evaluating charitable planning options, and 7. Determining insurance needs. <p>Engagements with new clients will begin with, or include as part of the investment advisory services, a financial plan to determine where the investment advisory services fits in the implementation of that plan. The initial plan is separate from the advisory services fee, and may include services provided by qualified third parties. This process generally takes 8 to 12 weeks, and is defined by the Personal Financial Specialist Discipline of the American Institute of Certified Public Accountants, and the Board of Certified Financial Planners as follows:</p> <ol style="list-style-type: none"> 1. Establishing and defining the relationship with the client, 2. Gathering the client's data, including goals and objectives, 3. Analyzing the client's data and financial situation, and 4. Developing and presenting the financial planning recommendations. <p>Wood Smith provides recommendations that are customized to each client's situation. Therefore, the advice provided will vary from client to client.</p> <p>Following the delivery of the financial plan and recommendations, the client may engage Wood Smith on an ongoing basis to implement the recommendations, monitor those recommendations, and regularly update the plan and implementation on an ongoing basis, based on the client's changing needs.</p> <p>As part of a financial plan implementation, Wood Smith may work with other advisors, accountants, attorneys, asset managers, and insurance agents. The client has the final approval on the implementation providers. In all cases, the client will be responsible for the cost of the other professionals' services and will compensate those professionals directly, unless otherwise mutually agreed.</p>

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

Applicant: Wood Smith Advisors LLC	SEC File Number:	Date: 1/26/2009
--	------------------	---------------------------

(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 Smith Advisors LLC		IRS Empl. Ident. No.:										
1C(1)	<p><i>Management Fee:</i> Pursuant to an investment advisory contract signed by each client, the client will pay Wood Smith a quarterly Management Fee, payable in advance, based on the amount of the assets to be managed by the advisor as of the opening of business on the first business day of each quarter. This fee includes annual updates of the client's financial plan. Wood Smith imposes a minimum management fee of \$2,000 regardless of the assets to be managed.</p> <p><u>Asset Management Fees:</u></p> <table> <tr> <td>\$ 100,000 - \$ 249,999</td> <td>1.50%</td> </tr> <tr> <td>\$ 250,000 - \$ 499,999</td> <td>1.25%</td> </tr> <tr> <td>\$ 500,000 - \$ 999,999</td> <td>1.00%</td> </tr> <tr> <td>\$1,000,000 - \$3,999,999</td> <td>.75%</td> </tr> <tr> <td>\$4,000,000 plus</td> <td>.50%</td> </tr> </table> <p>These fees may be negotiated by the advisor under unusual circumstances, at the sole discretion of the advisor.</p> <p>All fees paid to Wood Smith for investment advisory services are separate and distinct from the expenses charged by mutual funds to their shareholders. These fees and expenses are described in each fund's prospectus. These fees will generally include a management fee, other fund expenses, and a possible distribution fee. If the fund also imposes sales charges, a client may pay an initial or deferred sales charge. A client could invest in a mutual fund directly, without the services of Wood Smith. In that case, the client would not receive the services provided by Wood Smith which are designed, among other things, to assist the client in determining which mutual fund or funds are most appropriate to each client's financial condition and objectives. Accordingly, the client should review both the fees charged by the funds and the fees charged by Wood Smith to fully understand the total amount of fees to be paid by the client and to thereby evaluate the advisory services being provided.</p> <p>Fees paid to Wood Smith will be withdrawn directly from the clients account pursuant to written authorization by the client. In addition, Wood Smith will send a copy of the fee invoice to the custodian at the same time they send a copy to the client and the custodian will send a monthly statement to the client showing all disbursements for the custodian account including all advisory fees.</p> <p>Fees paid to Wood Smith as a percentage of assets by clients with investment assets cover ongoing financial planning services and consulting services, unless otherwise agreed and documented in the Financial Planning and Investment Advisory Engagement Agreement.</p> <p>Wood Smith will provide investment advisory services and portfolio management services and will not provide securities execution, custodial and other administrative services. At no time will Wood Smith accept or maintain custody of a client's funds or securities. Client is responsible for all custodial and securities execution fees charged by the custodian and executing broker-dealer. The Advisors fee is separate and distinct from the custodian and execution fees.</p> <p>Either party may request to terminate their advisory contract, in whole or in part, by giving</p>		\$ 100,000 - \$ 249,999	1.50%	\$ 250,000 - \$ 499,999	1.25%	\$ 500,000 - \$ 999,999	1.00%	\$1,000,000 - \$3,999,999	.75%	\$4,000,000 plus	.50%
\$ 100,000 - \$ 249,999	1.50%											
\$ 250,000 - \$ 499,999	1.25%											
\$ 500,000 - \$ 999,999	1.00%											
\$1,000,000 - \$3,999,999	.75%											
\$4,000,000 plus	.50%											

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

Applicant: Wood Smith Advisors LLC	SEC File Number:	Date: 1/26/2009
--	------------------	---------------------------

(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 Smith Advisors LLC	IRS Empl. Ident. No.:
1C(2)(3)	<p>thirty days advance written notice to the other party. Upon termination, any fees paid in advance will be prorated to the date of termination and any excess will be refunded to client. Client's advisory agreement with the Advisor is non-transferable without Client's written approval.</p> <p><i>Hourly and Fixed Fees:</i> The fee for the initial financial plan will vary based on the complexity of the plan and the time required to complete it. The fee will be fixed at the time of the engagement meeting and will be mutually agreed and documented in the financial planning engagement letter. Fees are payable 50% at time of engagement, and 50% at time of plan delivery. Following the presentation of the financial plan, the client will decide if it is appropriate to continue the relationship and engage Wood Smith to implement and monitor the plan recommendations.</p> <p>When appropriate, the annual ongoing fees are determined based on the complexity, time and effort of the particular client's situation. These fees may be included in the fees established as a percentage of assets under management as provided in Schedule F, item 1C(1) with a minimum annual fee of \$2,000. Investment advisory services are not a requirement of an ongoing relationship between the client and Wood Smith. In any case, the ongoing fee will be mutually agreed and documented in the financial planning engagement letter.</p> <p><u>Hourly:</u> The advisors' hourly fee will be billed at a rate of \$200 per hour, which may be disclosed in advance. Wood Smith will charge a fixed fee for financial planning engagements based on the complexity and time required, which will be contracted with the client at the time of the engagement and included in the engagement letter. Hourly fees may be negotiated in advance by the advisor.</p> <p><u>Fixed:</u> Fixed fees are negotiated by the client and advisor in advance payable 50% at time of engagement, and 50% at time of plan delivery. Wood Smith charges a \$2000 minimum fixed fee for financial planning services.</p> <p>Client may terminate their agreement with Wood Smith within five days after signing the advisory agreement without penalty. Either party may request to terminate their advisory contract, in whole or in part, by giving thirty days advance written notice to the other party. Upon termination, any fees paid in advance will be prorated to the date of termination and any excess will be refunded to client. Client's advisory agreement with the Advisor is non-transferable without Client's written approval.</p>
5	Wood Smith requires that persons providing investment advice should be an Investment Advisor Representative with the equivalent of a Series 65 or Series 7 and Series 66 license, or the equivalent professional designation and participate in continuing education programs.

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

Applicant:
Wood Smith Advisors LLC

SEC File Number:

Date:
1/26/2009

(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 Smith Advisors LLC		IRS Empl. Ident. No.:
6	<p>Name: Donna Wood Date of Birth: August 2, 1957 Education: University of Michigan, Bachelor of Business Administration Accounting Major, Finance and Marketing Minor, Dearborn, Michigan Licenses: Certified Public Accountant, Personal Financial Specialist, Certified Financial Planner™, Series 7, 66, Accident, Life and Health Industry Experience: Member of Wood Smith Advisors, LLC from January 2006 to Present; Member of Wood Smith Associates, LLC from August 2004 to Present; Agent for Mass Mutual from March 2003 to March 2006; Registered Representative for MML Investors Services, Inc. from March 2003 to March 2006; Registered Representative for AXA Advisors, LLC from November 2001 to March 2003; Vice-President of Finance and Administration of Promisemark, Inc., from September 2000 to November 2001.</p> <p>Name: Susan K. Smith Date of Birth: September 28, 1948 Education: James A. Rhodes State College – Associates Degree, Accounting Major. Licenses: Certified Public Accountant, Series 65 Industry Experience: Member of Wood Smith Advisors, LLC from January 2006 to Present; Member of Wood Smith Associates, LLC from August 2004 to Present; Staff Accountant with Bullock, Wiggins & DeWitt from may 2003 to June 2004; Partner in Klay & Associates (CPA firm) from September 1988 to May 2003.</p>	
7A	Susan Smith and Donna Wood, Principals of Wood Smith, own a public accounting firm, Wood Smith Associates, LLC, and are engaged in the business of offering accounting services, tax preparation services, and business advisory services.	
7B	Investment Advisor Representatives for Wood Smith may sell life, health and variable insurance products to advisory clients and will spend approximately 5% to 10% of their time on those insurance related products.	
8C(7)	<p>Donna Wood and Susan Smith, Principals of Wood Smith, own a public accounting firm, Wood Smith Associates, LLC. Accordingly, Susan Smith can offer accounting services as well as tax preparation services to Wood Smith advisory clients and will be able to receive separate, yet typical compensation for said services. Clients are not obligated to use Wood Smith's Investment Advisory Representatives for accounting and tax preparation services.</p> <p>While Wood Smith endeavors at all times to put the interests of its clients first as part of their fiduciary duty, clients should be aware that the receipt of additional compensation itself creates a conflict of interest, and may affect the judgment of the individual making the recommendation.</p>	
9E	Wood Smith's financial advisors will from time to time personally purchase or sell products that they may advise clients on. Restrictions are they must place the client's interest first. They may not purchase a security that they are recommending they sell or vice versa. Supervisory Principals must review trades daily to ensure clients orders were handled first and they review for cross trades with a client since that is prohibited.	

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

Applicant: Wood Smith Advisors LLC	SEC File Number:	Date: 1/26/2009
--	------------------	---------------------------

(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 Smith Advisors LLC	IRS Empl. Ident. No.:
---	-----------------------

12A(1)(2)	<p><u>Investment Discretion</u></p> <p>Optionally, Clients grant Wood Smith complete discretion over the selection and amount of securities to be bought or sold for their account (within the parameters established by their Advisory Agreement) without obtaining their consent or approval. However, these purchases may be subject to specified investment objectives and guidelines. For example, a Client may specify that the investment in any particular stock or industry should not exceed specified percentages of the value of the portfolio.</p> <p>Discretionary authority will only be authorized upon full disclosure to the client and by that client specifically authorizing said authority through the execution of an Investment Advisory Agreement. All discretionary trades made by Wood Smith on behalf of their discretionary accounts (clients) will be in accordance with that client's investment objectives and goals.</p> <p>Our primary objective in placing orders for the purchase and sale of securities for client accounts is to obtain the most favorable net results taking into account such factors as 1) price, 2) size of order, 3) difficulty of execution, 4) confidentiality and 5) skill required of the broker. Wood Smith will execute its transactions through an unaffiliated broker-dealer. The broker-dealer will be chosen based on the following: 1) the broker's capital depth, 2) the broker's market access, 3) the broker's transaction confirmation and account statement practices, 4) our knowledge of negotiated commission rates and spreads currently made available, 5) the nature and character of the markets for the security to be purchased or sold, 6) the desired timing of the transaction, 7) the execution, 8) clearance and settlement capabilities of the broker selected and others considered, 9) our knowledge of any actual or apparent operational problems of a broker and 10) the reasonableness of the commission or its equivalent for the specific transaction. We will not necessarily pay the lowest commission or commission equivalent. Transactions may involve specialized services on the part of the broker. This would justify higher commissions (or their equivalent) than other transactions requiring routine services.</p> <p>Wood Smith may aggregate orders in a block trade or trades when securities are purchased or sold through the same broker-dealer for multiple (discretionary) accounts. 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 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, a partial fill will generally be filled pro-rata among participating accounts. Prior to entry of a block trade, a written pre-allocation will be generated which identifies the group of client accounts participating in the order.</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 Compliance Officer no later than the morning following the execution of the trade. If the change in the allocation is the result of a condition that exists or a change in the client's account outside of the portfolio manager's control, then approval by the Compliance Officer is not required.</p>
-----------	--

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

Applicant:
Wood Smith Advisors LLC

SEC File Number:

Date:
1/26/2009

(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 Smith Advisors LLC	IRS Empl. Ident. No.:
12A(3)	<p><i>Brokerage Discretion:</i> Wood Smith will inform its clients both orally and in writing, in clear and understandable language that they will have discretion to select the broker or dealer for custodial and execution services. In addition, Wood Smith will disclose the following information as it relates to the relationship between the broker/dealer, Wood Smith and client: (1) Wood Smith will not dictate commissions, and (2) Wood Smith does not receive any type of product, service, compensation or research from the chosen broker/dealer. If requested by the client, Wood Smith will choose the broker/dealer to be used based on execution and custodial services offered, cost, quality of service and their reputation based on prior business dealings. Although clients are always free to choose the Broker Dealer for execution and custodial services, where authorized by the client, Wood Smith Advisors intends to engage Fidelity Investments for such services. Fidelity Investments is a discount broker that offers commissions that may be lower than full-service brokerage. However, brokers may be referred who may have higher or lower rates than Fidelity and full-service brokers.</p>
	<p style="text-align: center;"><u>Code Of Ethics</u></p> <p>Wood Smith maintains a code of ethics and they will provide a copy to any client or prospective client upon request.</p> <p style="text-align: center;"><u>Proxy Voting</u></p> <p>Wood Smith will not vote, nor advise clients how to vote, proxies for securities held in client accounts. The client clearly keeps the authority and responsibility for the voting of these proxies. Also, Wood Smith cannot give any advice or take any action with respect to the voting of these proxies. The client and Wood Smith agree to this by contract.</p> <p>For accounts subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"), the plan fiduciary specifically keeps the authority and responsibility for the voting of any proxies for securities held in plan accounts. Also, Wood Smith cannot give any advice or take action with respect to the voting of these proxies.</p> <p style="text-align: center;"><u>Privacy Policy</u></p> <p>Wood Smith will never disclose the nonpublic personal information collected about its clients to anyone except in furtherance of our business relationship, and then only to those persons necessary to effect the transactions and provide the services that Client authorize (such as broker-dealers, custodians, investment managers etc.) or as otherwise provided by law.</p>