

OMB APPROVAL	
OMB Number:	3235-0049
Expires:	July 31, 2008
Estimated average burden hours per response	.....9.402

Name of Investment Adviser: WOODRIDGE CAPITAL				
Address: (Number and Street)	(City)	(State)	(Zip Code)	Area Code: Telephone Number:
39157 800 WOODLANDS PKY, SUITE 201		RIDGELAND	MS	601-957-6006

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.

Applicant: WOODRIDGE CAPITAL	SEC File Number: 801-61758	Date: 8/19/2008
---------------------------------	-------------------------------	--------------------

**1. A. Advisory Services and Fees.** (check the applicable boxes)

For each type of service provided, state the approximate % of total advisory billings from that service. (See instruction below.)

Applicant:

<input checked="" type="checkbox"/> (1) Provides investment supervisory services.....	90	%
<input type="checkbox"/> (2) Manages investment advisory accounts not involving investment supervisory services.....		%
<input checked="" type="checkbox"/> (3) Furnishes investment advice through consultations not included in either service described above.....	10	%
<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.)

Yes      No

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

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

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

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

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

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

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

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

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

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

**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 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 type="checkbox"/> Annual reports, prospectuses, filings with the Securities and Exchange Commission |
| (3) <input checked="" type="checkbox"/> Research materials prepared by others | (7) <input 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<br>(securities held at least a year) | (5) <input type="checkbox"/> Margin transactions  |
| (2) <input checked="" type="checkbox"/> Short term purchases<br>(securities sold within a year)  | (6) <input checked="" type="checkbox"/> Option writing, including covered options,<br>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   |   |

Applicant: WOODRIDGE CAPITAL	SEC File Number: 801-61758	Date: 8/19/2008
---------------------------------	-------------------------------	--------------------

**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  
[x] [ ]

(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.
- [x] 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 adviser 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 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  
[ ] [x]

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

Applicant: WOODRIDGE CAPITAL	SEC File Number: 801-61758	Date: 8/19/2008
---------------------------------	-------------------------------	--------------------

**9. Participation or Interest in client Transactions.** (check those that apply)

Applicant or a related person:

A. As principal, buys securities for itself from or sells securities it owns to any client.

B. As broker or agent effects securities transactions for compensation for any client.

C. As broker or agent for any person other than a client effects transactions in which client securities are sold to or bought from a brokerage customer.

D. Recommends to clients that they buy or sell securities or investment products in which the applicant or a related person has some financial interest.

E. Buys or sells for itself securities that it also recommends to clients.

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

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

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

Yes	No
[x]	[ ]

(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. CLIENT ACCOUNTS ARE MONITORED ON A CONTINUOUS BASIS WITH A FORMAL REVIEW CONDUCTED AT LEAST QUARTERLY ON RECEIPT OF STATEMENTS. ADDITIONAL REVIEWS MAY BE PROVIDED AT THE CLIENT'S REQUEST, MATERIAL CHANGES IN THE CLIENT'S FINANCIAL CONDITION OR PURSUANT TO THE TERMS OF THE EXECUTED AGREEMENT FOR SERVICES. PERSONNEL CURRENTLY PERFORMING REVIEWS ARE ROGER DAVIS, BARRY SMITH. CLARK SMITH, AND DANNY WILLIAMS.

B. CLIENTS ARE PROVIDED WITH A STATEMENT FROM THE CUSTODIAN HOLDING THE CLIENT'S ASSETS AT LEAST QUARTERLY DETAILING ALL ACTIVITY IN THE ACCOUNT AS WELL ALL FEES CHARGED. CLIENTS WILL ALSO BE PROVIDED WITH A QUARTERLY REPORT UTILIZING PERFORMANCE TECHNOLOGY PORTFOLIO CENTER SOFTWARE. THIS REPORT WILL PROVIDE THE CLIENT, AT A MINIMUM, THE ACCOUNT VALUE, POSITIONS HELD, PERFORMANCE FOR THE PERIOD AND MANAGEMENT FEES DUE FOR THE UPCOMING QUARTER.

Applicant: WOODRIDGE CAPITAL	SEC File Number: 801-61758	Date: 8/19/2008
---------------------------------	-------------------------------	--------------------

**12. Investment or Brokerage Discretion.**

- A. Does applicant or any related person have authority to determine, without obtaining specific client consent, the:
- |   |                                     |                                     |
|---|-------------------------------------|-------------------------------------|
| (1) securities to be bought or sold?.....               | Yes                                 | No                                  |
|   | <input checked="" type="checkbox"/> | <input type="checkbox"/>            |
| (2) amount of the securities to be bought or sold?..... | Yes                                 | No                                  |
|   | <input checked="" type="checkbox"/> | <input type="checkbox"/>            |
| (3) broker or dealer to be used?.....                   | Yes                                 | No                                  |
|   | <input type="checkbox"/>            | <input checked="" type="checkbox"/> |
| (4) commission rates paid?.....                         | Yes                                 | No                                  |
|   | <input type="checkbox"/>            | <input checked="" type="checkbox"/> |

- B. Does applicant or a related person suggest brokers to clients?.....
- |  |                                     |                          |
|--|-------------------------------------|--------------------------|
|  | Yes                                 | No                       |
|  | <input checked="" type="checkbox"/> | <input type="checkbox"/> |

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

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

**13. Additional Compensation.**

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

- A. is paid cash by or receives some economic benefit (including commissions, equipment or non-research services) from a non-client in connection with giving advice to clients?.....
- |  |                                     |                          |
|--|-------------------------------------|--------------------------|
|  | Yes                                 | No                       |
|  | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
- B. directly or indirectly compensates any person for client referrals?.....
- |  |                                     |                          |
|--|-------------------------------------|--------------------------|
|  | Yes                                 | No                       |
|  | <input checked="" type="checkbox"/> | <input type="checkbox"/> |

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

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

- has custody of client funds or securities (unless applicant is registered or registering 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                                  |
|  | <input type="checkbox"/> | <input checked="" type="checkbox"/> |

**FORM ADV**  
**Part II - Page 7**

Applicant:  
WOODRIDGE CAPITAL

SEC File Number:  
801-61758

Date:  
8/19/2008

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

Applicant:  
WOODRIDGE CAPITAL

SEC File Number:  
801-61758

Date:  
2/15/2008

(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:  
WOODRIDGE CAPITAL PORTFOLIO MANAGEMENT, LLC

IRS Empl. Ident. No.:  
20-4821221

**Item of Form**

Answer

Item 1. D. (1)

WOODRIDGE CAPITAL (WCPM) MANAGES INVESTMENT ADVISORY ACCOUNTS (MANAGED ACCOUNTS) AS A SERVICE TO ITS CLIENTS. THIS ADVISORY SERVICE IS LIMITED TO THE PURCHASE, SALE, AND EXCHANGE OF SECURITIES, AS WELL AS DETERMINING THE AMOUNT OF SECURITIES BOUGHT AND SOLD. WCPM DOES NOT HAVE CUSTODY OF CLIENT FUNDS OR SECURITIES. CLIENTS ARE INTERVIEWED AT THE OPENING OF THE ACCOUNT AS TO THEIR INVESTMENT EXPERIENCE, LIQUIDITY REQUIREMENTS, AND TOLERANCE FOR RISK, AS WELL AS FOR GENERAL FINANCIAL INFORMATION. CLIENT ACCOUNTS ARE THEN GUIDED BY THE INVESTMENT STRATEGY OF EACH CLIENT'S CHOSEN ACCOUNT OBJECTIVE.

IN ORDER FOR WCPM TO PROVIDE ONGOING SERVICES, CLIENTS ARE RESPONSIBLE TO ADVISE IN WRITING OF: CHANGES IN THEIR CURRENT FINANCIAL STATUS, MODIFICATIONS TO THEIR ACCOUNT OBJECTIVE, SPECIFIC INVESTMENT RESTRICTIONS IF APPLICABLE, SPECIAL REPORTS REQUIRED IF ANY, AND MATERIAL CHANGES, SUCH AS CHANGE OF ADDRESS.

NON-RETIREMENT PLAN FEE SCHEDULE:

VALUE OF ASSETS	MAXIMUM ANNUAL FEE
ON FIRST \$500,000	1.95%
ON NEXT \$500,000	1.50%
ON NEXT \$4,000,000	1.25%
ON ASSETS OVER \$5,000,000	1.00%

EMPLOYER SPONSORED RETIREMENT PLANS:

ON FIRST \$5,000,000	1.00%
ON ASSETS OVER \$5,000,000	0.75%

UNLESS OTHERWISE ARRANGED, FEES WILL BE PAYABLE IN ADVANCE AT THE BEGINNING OF EACH CALENDAR QUARTER. THE INITIAL FEE PAYMENT WILL BE DUE IN FULL WHEN THE CLIENT ACCOUNT IS FUNDED, AND WILL BE BASED ON THE ASSET VALUE OF THE ACCOUNT ON THAT DATE. THE INITIAL PAYMENT WILL APPLY TO THE PERIOD FROM ACCOUNT FUNDING DATE TO THE LAST DAY OF THE BILLING PERIOD. FUTURE FEES WILL BE BASED ON THE VALUE OF THE ASSETS IN THE CLIENT'S ACCOUNT AT THE END OF THE PREVIOUS BILLING QUARTER. THE FEE WILL BE PRO-RATED IF THE PERIOD IS LESS THAN A FULL CALENDAR QUARTER. CLIENT MAY INSTRUCT THE CUSTODIAN TO PAY THE FEE DESCRIBED ABOVE OUT OF THE ASSETS IN THE MANAGED ACCOUNT OR DIRECT BILLED. WCPM RESERVES THE RIGHT TO NEGOTIATE DIFFERENT FEE RATES WITH SPECIFIC CLIENTS BASED ON THE SIZE OF THE ACCOUNT, COMPLEXITY AND OTHER RELEVANT FACTORS.

EACH INVESTMENT ADVISORY AGREEMENT PROVIDES THAT THE AGREEMENT BETWEEN CLIENT AND ADVISOR SHALL BE CONTINUOUS UNTIL ONE PARTY TO THE AGREEMENT

TERMINATES THE AGREEMENT. EACH AGREEMENT PROVIDES THAT THE CLIENT MAY TERMINATE THE AGREEMENT WITHIN 5 BUSINESS DAYS OF ITS EFFECTIVE DATE WITHOUT PAYING ANY FEES OR PENALTIES. THE AGREEMENT ALSO PROVIDES THAT ONCE THE INITIAL 5 DAY PERIOD HAS PASSED, EITHER PARTY TO THE AGREEMENT MAY TERMINATE THE AGREEMENT AT ANY TIME BY PROVIDING WRITTEN NOTICE TO THE OTHER PARTY. FEES COLLECTED IN ADVANCE WILL BE REFUNDED IN THEIR ENTIRETY. UPON TERMINATION, IT IS THE CLIENT'S RESPONSIBILITY TO MONITOR THE SECURITIES IN THE ACCOUNT, AND THE ADVISOR WILL HAVE NO FURTHER OBLIGATION TO ACT OR ADVISE WITH RESPECT TO THOSE ASSETS.

UNLESS OTHERWISE DIRECTED IN WRITING, WCPM DOES NOT ASSUME ANY RESPONSIBILITY TO TAKE ACTION OR RENDER ADVICE WITH RESPECT TO THE VOTING OF PROXIES WITH RESPECT TO SECURITIES OWNED.

UNLESS OTHERWISE NEGOTIATED, CLIENTS WILL BE RESPONSIBLE FOR FEES CHARGED BY THE CUSTODIAN INCLUDING BUT NOT LIMITED TO TRANSACTION COSTS AND ACCOUNT MAINTENANCE FEES. IN ADDITION THE CUSTODIAN MAY RECEIVE RULE 12b-1 FEES AND/OR OTHER FEES ON MUTUAL FUND AND INTEREST BEARING MONEY MARKET FUNDS THAT IT MAKES AVAILABLE TO WCPM CLIENTS. WCPM WILL HAVE NO INTEREST IN ANY FEES CHARGED BY THE CUSTODIAN.

ALTHOUGH THE ONLY FEES ASSESSED AND RECEIVED BY WCPM ARE THE ABOVE LISTED MANAGEMENT FEES, INVESTMENTS IN MUTUAL FUNDS ARE ALSO SUBJECT TO UNDERLYING FEES FOR THE MANAGEMENT AND ADMINISTRATION OF THE FUND. THESE FEES ARE NOT PAID BY CLIENTS DIRECTLY BUT CHARGED AGAINST THE FUND'S RETURN, EFFECTIVELY REDUCING THE GROSS RETURN OF THE FUND.

Item 1. D. (2)

THE HOURLY FEE FOR CONSULTATIONS REGARDING INVESTMENT ADVICE IS \$290 PER HOUR. FEES ARE PAYABLE UPON RECEIPT OF THE BILL FOR SERVICES PROVIDED.

Item 1. D (3)

FOR APPROVED CLIENTS THE ADVISER WILL CHARGE A FLAT FEE FOR SERVICES PROVIDED.

Item 1. D (6)

AS AN ALTERNATIVE TO THE FEE STRUCTURES MENTIONED THE ADVISER OFFERS PERFORMANCE BASED FEES. THIS OPTION IS OFFERED STRICTLY AT THE ADVISER'S DISCRETION AND IS LIMITED TO CLIENTS THAT MEET THE ADVISER'S QUALIFICATIONS. THE PERFORMANCE FEE IS GENERALLY A PERCENTAGE OF THE PROFITS EARNED ABOVE A "HIGH WATER MARK". THE STARTING POINT FOR THE HIGH WATER MARK IS SET EQUAL TO THE CASH OR MARKET VALUE OF THE ASSETS INITIALLY FUNDING THE ACCOUNT. SUBSEQUENT CONTRIBUTIONS SHALL INCREASE THE HIGH WATER MARK, WHILE WITHDRAWALS SHALL DECREASE THE HIGH WATER MARK. AT THE END OF EACH QUARTER, THE HIGH WATER MARK WILL BE RESET TO THE GREATER OF (A) THE PREVIOUS HIGH WATER MARK, OR (B) THE PORTFOLIO CLOSING VALUE MINUS ANY FEES FOR THAT QUARTER

Item 5.

APPLICANT GENERALLY REQUIRES A COLLEGE DEGREE AS WELL AS A MINIMUM FIVE YEARS EXPERIENCE IN THE INVESTMENT ADVISORY OR SECURITIES BUSINESS. IN ADDITION, ADVISORS ARE REQUIRED TO BE PROPERLY LICENSED AND REGISTERED, UNLESS EXEMPTED, IN STATES IN WHICH SUCH INDIVIDUAL IS CONDUCTING INVESTMENT ADVISORY ACTIVITIES.

Item 6.

BARRY C. SMITH DOB: 2/2/1955

EDUCATION:

B.S. DEGREE FROM MISSISSIPPI STATE UNIVERSITY 1977

M.B.A. DEGREE FROM MILLSAPS COLLEGE 1983

AMERICAN BANKERS'S ASSOCIATION SCHOOL OF FUNDS MANAGEMENT 1986

EMPLOYMENT HISTORY:

BARRY C. SMITH, INDEPENDENT INVESTMENT ADVISER, 01/1998 TO 07/2006

TRUSTMARK FINANCIAL SERVICES, INC, PRESIDENT, 12/91 TO 12/97

TRUSTMARK NATIONAL BANK, HEAD INVESTMENT SERVICES, 9/1983 TO 12/1997

ROGER C. DAVIS DOB: 8/3/69

EDUCATION:

BBA DEGREE FROM UNIVERSITY OF MISSISSIPPI 1991

EMPLOYMENT HISTORY:

UBS FINANCIAL SERVICES, INC, 05/2000 TO 09/2005

JC BRADFORD, 12/1996 TO 5/2000

MORGAN STANLEY/DEAN WITTER, 12/1992 TO 12/1996

CLARK SMITH DOB: 2/21/1965

EDUCATION:

BS DEGREE FROM MISSISSIPPI STATE UNIVERSITY 1988

M.B.A. DEGREE FROM MISSISSIPPI STATE UNIVERSITY 1990

CERTIFIED INVESTMENT MANAGEMENT ANALYST 2000

EMPLOYMENT HISTORY:

UBS FINANCIAL SERVICES, INC, 09/2000 TO 07/2006

DANNY WILLIAMS DOB: 6/25/52

EDUCATION:

BA DEGREE FROM UNIVERSITY OF SOUTH FLORIDA 1993

CERTIFIED FINANCIAL PLANNER 2002

EMPLOYMENT HISTORY:

UBS FINANCIAL SERVICES, INC, 09/2000 TO 07/2006

Item 7.

DANNY WILLIAMS IS A LICENSED AGENT AND IS AUTHORIZED TO OFFER AND SELL INSURANCE PRODUCTS AND COMMISSIONS MAY BE EARNED ON THE SALE OF INSURANCE PRODUCTS RECOMMENDED.

Item 9. E.

PRINCIPALS AND EMPLOYEES OF THE ADVISER MAY BUY OR SELL FOR THEIR PERSONAL OR FAMILY ACCOUNTS SECURITIES THAT HAVE BEEN RECOMMENDED TO OR PURCHASED FOR CLIENTS. THE ADVISORS DISCRETIONARY ACCOUNTS MAY INCLUDE ACCOUNTS FOR ITS PRINCIPALS AND EMPLOYEES. ALL TRANSACTIONS FOR CLIENT ACCOUNTS ARE MADE PRIOR TO OR SIMULTANEOUSLY WITH LIKE TRANSACTIONS FOR PRINCIPALS OR EMPLOYEES OF THE

ADVISER WHO EMPLOY THE SAME INVESTMENT OBJECTIVE AS THE CLIENT. THE ADVISER WILL NOT TRADE IN CONFLICT WITH CLIENTS NOR WILL ANY EMPLOYEE BE ALLOWED TO TRADE IN OR ENGAGE IN A SECURITY TRANSACTION THAT IS TO HIS ADVANTAGE OVER THAT OF THE CLIENT. THE ADVISER HAS ALSO IMPLEMENTED A POLICY WITH RESPECT TO INSIDER TRADING BY ITS PERSONNEL.

WOODRIDGE CAPITAL HAS ADOPTED A CODE OF ETHICS, WHICH IMPOSES ON EACH PARTNER AND EMPLOYEES THE DUTY TO PLACE CLIENT INTERESTS FIRST, TO AVOID ANY ACTUAL OR POTENTIAL CONFLICTS OF INTEREST OR ABUSE OF HIS/HER POSITION, AND TO NOT TAKE INAPPROPRIATE ADVANTAGE OF SUCH POSITION IN RELATIONSHIP TO CLIENTS. WOODRIDGE CAPITAL WILL PROVIDE A COPY OF ITS CODE OF ETHICS TO ANY CLIENT OR PROSPECTIVE CLIENT UPON REQUEST.

Item 10.

THE MINIMUM INVESTMENT REQUIRED TO OPEN AND MAINTAIN AN ACCOUNT IS GENERALLY \$250,000, HOWEVER THE ADVISER IN ITS SOLE DISCRETION MAY WAIVE THIS REQUIREMENT.

Item 12. A. (1)

GENERALLY, IN THE EVENT A CLIENT GRANTS THE ADVISER DISCRETION, THE ADVISER SHALL HAVE THE AUTHORITY TO DETERMINE THE SELECTION AND AMOUNT OF SECURITIES TO BE BOUGHT OR SOLD. ANY RESEARCH USED BY THE ADVISER TO DETERMINE SECURITY SELECTION OR TRADE ACTION IS INDEPENDENT OF THE CUSTODIAN AND PAID FOR BY THE ADVISER.

Item 12. A. (2)

THE ADVISER'S AUTHORITY TO HAVE FULL DISCRETION AS TO THE AMOUNT OF SECURITIES TO BE BOUGHT OR SOLD MAY BE SUBJECT TO A CLIENT'S SPECIFIED INVESTMENT OBJECTIVES, GUIDELINES AND/OR OTHER CONDITIONS IMPOSED BY THE CLIENT.

Item 12. B.

THE ADVISER WILL RECOMMEND THAT CLIENTS UTILIZE EITHER CHARLES SCHWAB & CO., INC. OR RAYMOND JAMES FINANCIAL SERVICES, INC. (RAYMOND JAMES) FOR CUSTODIAL AND/OR BROKERAGE SERVICES. THE ADVISER MAY RECEIVE CERTAIN MARKETING SERVICES PROVIDED BY RAYMOND JAMES WHICH ARE SPECIFIC TO THE ADVISER.

THE ADVISER HAS ADOPTED A POLICY ON SELECTING BROKER DEALERS WHICH REQUIRES THAT "BEST EXECUTION", ADHERENCE TO FIDUCIARY DUTY AND COMPLIANCE WITH THE LAW ARE PARAMOUNT CONSIDERATIONS. "BEST EXECUTION" MEANS OBTAINING FOR THE CLIENT THE LOWEST TOTAL COST (IN PURCHASING A SECURITY) OR HIGHEST TOTAL PROCEEDS (IN SELLING A SECURITY), TAKING INTO ACCOUNT THE CIRCUMSTANCES OF THE TRANSACTION AND THE REPUTABILITY AND RELIABILITY OF THE EXECUTING BROKER DEALER. IN DETERMINING WHETHER A PARTICULAR BROKER DEALER IS LIKELY TO PROVIDE BEST EXECUTION IN A PARTICULAR TRANSACTION, THE ADVISER CONSIDERS ALL FACTORS THAT IT DEEMS RELEVANT TO THE BROKER DEALER'S EXECUTION CAPABILITY, INCLUDING, FOR EXAMPLE, PRICE, THE SIZE OF THE TRANSACTION, THE NATURE OF THE MARKET FOR THE SECURITY, THE AMOUNT OF THE COMMISSION, THE TIMING OF THE TRANSACTION IN LIGHT OF MARKET PRICES AND TRENDS, THE REPUTATION, EXPERIENCE AND FINANCIAL STABILITY OF THE BROKER DEALER, AND THE QUALITY OF SERVICE RENDERED BY THE BROKER DEALER IN OTHER TRANSACTIONS. WHEN RECOMMENDING A BROKER DEALER, THE ADVISER WILL ATTEMPT TO MINIMIZE THE TOTAL COST FOR ALL BROKERAGE SERVICES PAID BY THE CLIENT. IT MAY BE THE CASE THAT A BROKER DEALER RECOMMENDED BY THE ADVISER CHARGES A HIGHER FEE FOR A PARTICULAR TYPE OF SERVICE, SUCH AS COMMISSION RATES, THAN CAN BE OBTAINED FROM ANOTHER BROKER

DEALER. CLIENTS MAY UTILIZE THE BROKER DEALER OF THEIR CHOICE AND HAVE NO OBLIGATION TO PURCHASE OR SELL SECURITIES THROUGH SUCH BROKER DEALER AS THE ADVISER RECOMMENDS.

Item 13. A.

CERTAIN PROFESSIONAL ENTITIES, INCLUDING OTHER ADVISORY FIRMS, HAVE CONTRACTED WITH THE ADVISER TO PROVIDE INVESTMENT ADVISORY SERVICES TO THEIR CLIENTS ON A SUB-ADVISORY BASIS. THESE CLIENTS RECEIVE TOTAL DISCLOSURE OF THE SUB-ADVISORY RELATIONSHIP INCLUDING THE FACT THAT THE ADVISER SHARES A PERCENTAGE OF ADVISORY FEES WITH THE PROFESSIONAL PARTNER. CLIENTS ARE CHARGED NO ADDITIONAL FEES FOR THIS RELATIONSHIP.

WCPM MAY, FROM TIME TO TIME, ENTER INTO WRITTEN AGREEMENTS WITH CERTAIN INDIVIDUALS AND ENTITIES WHO WILL ACT AS SOLICITORS OF ACCOUNTS FOR WCPM IN ACCORDANCE WITH THE REQUIREMENTS OF RULE 206(4)-3 OF THE INVESTMENT ADVISERS ACT OF 1940. EACH SOLICITOR MUST ENTER INTO A WRITTEN AGREEMENT WITH WCPM. EACH SOLICITOR WILL RECEIVE A PORTION OF THE TOTAL FEE PAID TO WCPM FOR MANAGING THE ACCOUNT. THE PAYMENT OF A SOLICITATION FEE MAY CREATE A CONFLICT OF INTEREST WITH RESPECT TO THE SOLICITOR'S RECOMMENDATION THAT A CLIENT SELECT WCPM AS THE CLIENT'S ADVISOR. THE CLIENT IS NOT CHARGED ANY ADDITIONAL AMOUNT IN ADVISORY FEES AS A RESULT OF THESE ARRANGEMENTS. PURSUANT TO RULE 206(4)-3, IN ADDITION TO WCPM'S FORM ADV PART II, A DISCLOSURE STATEMENT LISTING COMPENSATION TO BE PAID TO SOLICITORS IS PROVIDED TO THE CLIENT PRIOR TO OR AT THE SIGNING OF THE WCPM INVESTMENT ADVISORY AGREEMENT.

Item 13. B.

ON OCCASION, THE ADVISER MAY PAY A FEE TO SOME LEGAL AND ACCOUNTING FIRMS THAT REFER CLIENTS TO THE ADVISER.

**MISCELLANEOUS ITEMS:**

**PRIVACY POLICY**

MAINTAINING CLIENT TRUST AND CONFIDENCE IS A HIGH PRIORITY. THAT'S WHY WE WANT YOU TO UNDERSTAND HOW YOUR PRIVACY IS PROTECTED WHEN WE COLLECT AND USE INFORMATION ABOUT YOU, AND THE STEPS THAT ARE TAKEN TO SAFEGUARD THAT INFORMATION.

INFORMATION COLLECTED:

IN CONNECTION WITH PROVIDING INVESTMENT ADVICE OR OTHER SERVICES, WE OBTAIN NON-PUBLIC PERSONAL INFORMATION ABOUT YOU, INCLUDING:

\*INFORMATION RECEIVED FROM YOU ON ACCOUNT APPLICATION

\*INFORMATION ABOUT YOUR TRANSACTIONS WITH OURSELVES OR OTHERS

**\*INFORMATION RECEIVED FROM OTHER THIRD PARTIES**

**INFORMATION DISCLOSED:**

WE WILL NOT DISCLOSE INFORMATION REGARDING YOU OR YOUR ACCOUNT WITH ANYONE EXCEPT UNDER THE FOLLOWING CIRCUMSTANCES:

- \*TO YOUR AUTHORIZED REPRESENTATIVES SUCH AS ACCOUNTANTS, ATTORNEYS, ETC.
- \*TO ESTABLISH OR MAINTAIN AN ACCOUNT WITH AN UNAFFILIATED THIRD PARTY, SUCH AS A BROKER/DEALER PROVIDING SERVICES TO YOU AND/OR YOUR FIRM
- \*TO GOVERNMENT ENTITIES OR OTHER THIRD PARTIES IN RESPONSE TO SUBPOENAS OR OTHER LEGAL PROCESS AS REQUIRED BY LAW
- \*TO SUCH THIRD PARTIES WHO MAY BE USED FOR TRANSACTION AND CUSTODIAL SERVICES TO THE EXTENT PERMITTED BY LAW.

**SECURITY POLICY:**

ONLY THOSE INDIVIDUALS WHO NEED IT TO PERFORM THEIR JOBS ARE AUTHORIZED TO HAVE ACCESS TO CONFIDENTIAL CLIENT INFORMATION. WE MAINTAIN SECURITY MEASURES THAT COMPLY WITH APPLICABLE STATE AND FEDERAL REGULATIONS TO SAFEGUARD CONFIDENTIAL CLIENT INFORMATION.

**CLOSED OR INACTIVE ACCOUNTS:**

IF YOU DECIDE TO CLOSE YOUR ACCOUNT(S) OR BECOME AN INACTIVE CLIENT, WE WILL ADHERE TO THE PRIVACY POLICIES AND PRACTICES AS DESCRIBED IN THIS NOTICE.

**CODE OF ETHICS AND STANDARDS OF CONDUCT**

- \*THE INTERESTS OF CLIENTS WILL BE PLACED AHEAD OF THE FIRM'S OR ANY EMPLOYEE'S OWN INVESTMENT INTERESTS.
- \*EMPLOYEES ARE EXPECTED TO CONDUCT THEIR PERSONAL SECURITIES TRANSACTIONS IN ACCORDANCE WITH ESTABLISHED POLICIES AND WILL STRIVE TO AVOID ANY ACTUAL OR PERCEIVED CONFLICT OF INTEREST. EMPLOYEES WITH QUESTIONS REGARDING THE APPEARANCE OF A CONFLICT SHOULD CONSULT WITH THE CCO BEFORE TAKING ACTION.
- \*EMPLOYEES WILL NOT TAKE INAPPROPRIATE ADVANTAGE OF THEIR POSITION WITH THE FIRM.
- \*EMPLOYEES ARE EXPECTED TO ACT IN THE BEST INTEREST OF EACH OF OUR CLIENTS.
- \*EMPLOYEES ARE EXPECTED TO COMPLY WITH FEDERAL SECURITIES LAWS.