

OMB APPROVAL OMB Number: 3235-0049 Expires: February 28, 2011 Estimated average burden hours per response . . . 4.07

Name of Investment Adviser: Weaver C. Barksdale & Associates, Inc.				
Address: (Number and Street)	(City)	(State)	(Zip Code)	Area Code Telephone Number
One Burton Hills Blvd, Suite 100	Nashville	TN	37215	615 665-1085

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 not 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 instruction below.)

Applicant:

<input checked="" type="checkbox"/> (1) Provides investment supervisory services	100 %
<input type="checkbox"/> (2) Manages investment advisory accounts not involving investment supervisory services	_____ %
<input type="checkbox"/> (3) Furnishes investment advice through consultations not included in either service described above	_____ %
<input type="checkbox"/> (4) Issues periodicals about securities by subscription	_____ %
<input type="checkbox"/> (5) Issues special reports about securities not included in any service described above	_____ %
<input type="checkbox"/> (6) Issues, not as part of any service described above, any charts, graphs, formulas, or other devices which client 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 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 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	

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

4. Methods of Analysis, Sources of Information, and Investment Strategies.

A. Applicant's security analysis methods include: (check those that apply)

<input type="checkbox"/> (1) Charting	<input type="checkbox"/> (4) Cyclical
<input type="checkbox"/> (2) Fundamental	<input type="checkbox"/> (5) Other (explain on Schedule F)
<input type="checkbox"/> (3) Technical	

B. The main sources of information applicant uses include: (check those that apply)

<input type="checkbox"/> (1) Financial newspapers and magazines	<input type="checkbox"/> (5) Timing services
<input type="checkbox"/> (2) Inspections of corporate activities	<input type="checkbox"/> (6) Annual reports, prospectuses, filings with the Securities and Exchange Commission
<input type="checkbox"/> (3) Research materials prepared by others	<input type="checkbox"/> (7) Company press releases
<input type="checkbox"/> (4) Corporate rating services	<input type="checkbox"/> (8) Other (explain on Schedule F)

C. The investment strategies used to implement any investment advice given to clients include: (check those that apply)

<input type="checkbox"/> (1) Long term purchases (securities held at least a year)	<input type="checkbox"/> (5) Margin transactions
<input type="checkbox"/> (2) Short term purchases (securities sold within a year)	<input type="checkbox"/> (6) Option writing, including covered options, uncovered options, or spreading strategies
<input type="checkbox"/> (3) Trading (securities sold within 30 days)	<input type="checkbox"/> (7) Other (explain on Schedule F)
<input type="checkbox"/> (4) Short sales	

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

5. Education and Business Standards. Yes No

Are there any general standards of education or business experience that applicant requires of those involved in determining or giving investment advice to clients?.....

(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:

<input type="radio"/> (1) broker-dealer	<input type="radio"/> (7) accounting firm
<input type="radio"/> (2) investment company	<input type="radio"/> (8) law firm
<input type="radio"/> (3) other investment adviser	<input type="radio"/> (9) insurance company or agency
<input type="radio"/> (4) financial planning firm	<input type="radio"/> (10) pension consultant
<input type="radio"/> (5) commodity pool operator, commodity trading adviser or futures commission merchant	<input type="radio"/> (11) real estate broker or dealer
<input type="radio"/> (6) banking or thrift institution	<input type="radio"/> (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.) Yes No

D. Is applicant or a related person a general partner in any partnership in which clients are solicited to invest?...

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

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

9. Participation or Interest in Client Transactions.

Applicant or a related person: (check those that apply)

- A. As principal, buys securities for itself from or sells securities it owns to any client.
- B. As broker or agent effects securities transactions for compensation for any client.
- C. As broker or agent for any person other than a client effects transactions in which client securities are sold to or bought from a brokerage customer.
- D. Recommends to clients that they buy or sell securities or investment products in which the applicant or a related person has some financial interest.
- E. Buys or sells for itself securities that it also recommends to clients.

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

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

10. Conditions for Managing Accounts. Does the applicant provide investment supervisory services, manage investment advisory accounts or hold itself out as providing financial planning or some similarly termed services <i>and</i> impose a minimum dollar value of assets or other conditions for starting or maintaining an account?	Yes No
(If yes, describe on Schedule F.)	<input checked="" type="checkbox"/> <input type="checkbox"/>

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 triggers 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.

See Schedule F for the discription of the reviews and reviewers of the accounts.

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

Every client will receive a monthly asset statement and transaction ledger from Weaver C. Barksdale & Associates, Inc. and also a monthly asset statement from their Custodian. Other customized accounting reports are prepared regularly, either monthly or quarterly.

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

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

(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

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

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

Applicant: Weaver C. Barksdale & Associates, Inc.	SEC File Number: 801- 23126	Date: 07/22/2010
---	---------------------------------------	---------------------

(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 Form ADV: Weaver C. Barksdale & Associates, Inc.	IRS Empl. Ident. No.:
--	-----------------------

Item of Form (identify)	Answer
1 D	<p>Weaver C. Barksdale & Associates, Inc. ("WCB") provides investment management services for employee benefit plans, financial institutions, healthcare entities, religious organizations, state and local governing bodies, foundations, endowments, universities, associations, corporations, family offices and high net-worth individuals. As such, registrant, in the ordinary course of its business, manages the portfolios of its clients in accordance with each client's objectives.</p> <p>WCB offers its services, on a discretionary basis, in the area of fixed income (both taxable and tax-exempt), equity and balanced management. Custody and brokerage arrangements are negotiable. WCB does not maintain custody of client funds or securities except for debiting management fees. Fees are billed on a quarterly basis in arrears based on the market values of each account's assets.</p> <p>WCB's Advisory Agreement may be terminated without penalty either by Client or by Advisor by giving to the other written notice of termination at least 30 days prior to the date on which such termination is to take effect. If the Advisory Agreement is not in force for a full quarter, the fee for such partial quarter shall be prorated based on the number of days of the quarter the Agreement is in effect.</p> <p>In addition to the aforementioned investment advisory services, WCB has also entered into a Solicitor's Agreement with an unaffiliated third party investment adviser for a specific investment advisory service for a client. The third party investment manager will exercise discretion in the management of the client's account. All securities transactions will be decided upon and executed by the unaffiliated third party investment manager.</p> <p>Fixed income portfolios are generally constructed by employing a three-step process: Yield Enhancement via an emphasis on bond market sectors such as corporate and mortgage-backed securities; Valuation Analysis techniques such as horizon analysis, yield curve arbitrage and bond swap analysis; and Risk Level management whereby the durations of portfolios are adjusted generally within ten percent of the duration of each client's specified benchmark based on proprietary models and other research used to forecast economic and interest rate trends.</p> <p>Equity portfolios are constructed using financially sound, publicly traded U.S. companies and american depository receipts that are generally included in the portfolio's appropriate index. The investment strategies are proprietary and based on quantitative and qualitative fundamental analysis of good companies, driven by strong income and balance sheet data, as well as other proven portfolio management techniques. Because the stocks are selected from a group of financially strong U.S. publicly traded companies, they are well known entities and afford substantial liquidity. Balanced portfolios consist of combinations of our equity and fixed income techniques with the relative commitment to each asset class being dependent on an assessment of each client's income needs and risk tolerance level.</p>

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

Applicant: Weaver C. Barksdale & Associates, Inc.	SEC File Number: 801- 23126	Date: 07/22/2010
---	---------------------------------------	---------------------

(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 Form ADV: Weaver C. Barksdale & Associates, Inc.	IRS Empl. Ident. No.:
--	-----------------------

Item of Form (identify)	Answer
1 D Continued	<p style="text-align: center;"><u>Fee Schedule</u></p> <p>Institutional Fixed Income 0.35 of 1% on the first \$10 million in assets 0.25 of 1% on the next \$15 million in assets Negotiable on market values in excess of \$25 million; Minimum Fee \$35,000</p> <p>Institutional Equity and Balanced 0.75 of 1% on the first \$10 million in assets 0.60 of 1% on the next \$15 million in assets 0.50 of 1% on the next \$25 million in assets Negotiable on market values in excess of \$50 million; Minimum Fee \$75,000</p> <p>Institutional Equity Performance Fee 0.10 of 1% on assets under management plus 25% of performance above that of the benchmark; Minimum Fee \$75,000</p> <p>Personal Enhanced Cash Management 0.45 of 1% on the first \$2 million in assets 0.40 of 1% on the next \$3 million in assets 0.30 of 1% on the next \$5 million in assets Negotiable on market values in excess of \$10 million; Minimum Fee \$9,000</p> <p>Personal Fixed Income 0.75 of 1% on the first \$2 million in assets 0.55 of 1% on the next \$3 million in assets 0.45 of 1% on the next \$5 million in assets Negotiable on market values in excess of \$10 million; Minimum Fee \$15,000</p> <p>Personal Equity 1% on the first \$2 million in assets 0.85 of 1% on the next \$3 million in assets 0.75 of 1% on the next \$5 million in assets Negotiable on market values in excess of \$10 million; Minimum Fee \$20,000</p> <p>Personal Balanced 0.75 of 1% on the first \$2 million in assets 0.60 of 1% on the next \$3 million in assets 0.50 of 1% on the next \$5 million in assets Negotiable on market values in excess of \$10 million; Minimum Fee \$15,000</p> <p>Deviations from the above schedules may be approved in special circumstances.</p> <p>Market value will be determined by nationally recognized firms specializing in portfolio pricing.</p>

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

Applicant: Weaver C. Barksdale & Associates, Inc.	SEC File Number: 801- 23126	Date: 07/22/2010
---	---------------------------------------	---------------------

(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 Form ADV: Weaver C. Barksdale & Associates, Inc.	IRS Empl. Ident. No.:
--	-----------------------

Item of Form (identify)	Answer
1 D Continued	<p>A performance-based fee may be adopted, if agreed on by the client and WCB. The client is advised that a performance fee may create an incentive for the advisor to make riskier or more speculative investments than would be the case under other fee arrangements. The basis for the performance fee earned by the advisor may include unrealized appreciation as well as realized capital gains and/or reinvested interest.</p> <p>The account will pay a base fee and a performance fee to WCB. The base fee is .10% annually, which would be calculated quarterly by multiplying the custodian's quarter-end market value by .025%. The performance fee is 25% of the net performance difference defined as the difference between the account's net performance and the performance of the benchmark (the specific benchmark is to be agreed upon).</p> <p>The initial performance fees will be calculated as follows:</p> <ol style="list-style-type: none"> 1. Compute the performance for the prior 14-months ending with the latest quarter-end (net of the base fee). 2. Compute the 14-month benchmark performance. 3. Subtract (2) from (1). This result is the net performance difference. 4. Multiply by the custodian quarter-end market value. 5. Multiply by 25%. <p>Subsequent quarterly performance fees will be calculated as follows:</p> <ol style="list-style-type: none"> 1. Compute the trailing 4-quarter fund performance (net of the base fee). 2. Compute the trailing 4-quarter benchmark performance. 3. Subtract (2) from (1). This result is the net performance difference. 4. Divide by 4 5. Multiply by the custodian quarter-end market value. 6. Multiply by 25%. <p>If at any time the performance fee is negative, that amount is held in arrears. Performance fees calculated in ensuing quarterly periods will be added to that amount held in arrears. No performance fee will be paid to WCB until the cumulative amount of negative performance fees held in arrears has been offset and a net positive balance owed to WCB. Under no circumstances will WCB pay a negative performance fee to the account.</p> <p><u>Proxy Voting and Class Action Lawsuits</u></p> <p>In general, WCB does not vote, or advise clients how to vote, proxies for securities held in client accounts. The client generally keeps the authority and responsibility for the voting of these proxies. In addition, WCB does not give any advice or take any action with respect to the voting of these proxies. However, if requested by a client in writing and if WCB expressly agrees in writing to make such an exception, WCB will use its best efforts to vote proxies in the client's interest. Clients for whom WCB votes proxies receive reports indicating how their proxies were voted.</p>

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

Applicant: Weaver C. Barksdale & Associates, Inc.	SEC File Number: 801- 23126	Date: 07/22/2010
---	---------------------------------------	---------------------

(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 Form ADV: Weaver C. Barksdale & Associates, Inc.	IRS Empl. Ident. No.:
--	-----------------------

Item of Form (identify)	Answer
1 D Continued	<p>For WCB clients subject to the provisions of The Employee Retirement Income Security Act of 1974 ("ERISA"), with the exception of one client, the plan fiduciary generally keeps the authority and responsibility for the voting of any proxies for securities held in plan accounts. The plan and its trustees agree to indemnify WCB against any and all liability that WCB may incur under ERISA because of a failure to vote proxies with respect to securities held in the account.</p> <p>In addition, WCB will not take any action or render any advice with respect to any securities held in any accounts that are named in or subject to class action lawsuits, unless requested by a client in writing and if WCB expressly agrees in writing to make such an exception. Generally, the client or its custodian specifically retains the authority to file claims of this nature. WCB will, however, forward to client or their custodian any information received by WCB regarding class action legal matters involving any security held in that client's account.</p>
5	<p>WCB requires all members of the professional staff who render investment advice to have obtained an undergraduate degree and a master's degree in either economics, finance or business or enrollment in the Chartered Financial Analysts program. The Directors, at their discretion, may waive the advanced degree and/or C.F.A. enrollment if a prospective employee has sufficient experience to warrant such an exception.</p>
6	<p>The Executive Officers and/or members of the Investment Committee are:</p> <p>Weaver C. Barksdale, CFA - 1949 - Principal, Founder and Chairman, 1984 - Present, BA - Vanderbilt University; MBA - University of Chicago. Mr. Barksdale is responsible for accounting, payroll and financial planning for the firm. Prior to founding WCB, Mr. Barksdale was President, Director of Fixed Income strategy, and Chief Portfolio Manager for Commerce Union Bank (now a part of Bank of America) in Nashville.</p> <p>John E. McDowell - 1946 - Principal, President and Chief Executive Officer, 1984 - Present, BS - Tennessee Tech University; MBA - University of Tennessee. Mr. McDowell is responsible for the overall leadership and management of the firm and is Chairman of the Portfolio Review Committee. Prior to joining the firm, he was Senior Vice President and Director of Client Relations and Marketing for the Fixed Income Group of Commerce Union Bank (now a part of Bank of America). He also served as a fixed income portfolio manager of retirement assets.</p> <p>J. Dewey Daane, Ph.D. - 1918 - Principal and Economist, 1984 - Present, BA - Duke University; MA and PhD - Harvard University. Dr. Daane is the firm's chief economist, with advisory responsibility for monitoring fiscal and monetary policy. In a thirty-five year career with the Federal Reserve Bank, Dr. Daane served many years as a member of the board of governors and the open</p>

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

Applicant: Weaver C. Barksdale & Associates, Inc.	SEC File Number: 801- 23126	Date: 07/22/2010
---	---------------------------------------	---------------------

(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 Form ADV: Weaver C. Barksdale & Associates, Inc.	IRS Empl. Ident. No.:
--	-----------------------

Item of Form (identify)	Answer
6 Continued	<p>market committee. He also served more than fifteen years with Sovran Bank/Central South and its predecessor firm Commerce Union Bank (now a part of Bank of America) as chairman of the trust board and chief economist. Dr. Daane is a Professor of Finance at the Owen Graduate School of Management at Vanderbilt University.</p> <p>Charles H. Webb, CFA - 1953 - Principal and Chief Investment Officer, 1996 - Present, BS and MBA - University of Tennessee. Mr. Webb is Chief Investment Officer for the firm and chairman of the Investment Committee. He is responsible for the formulation of investment strategy for all institutional clients and is a member of both the equity and fixed income management teams. His responsibilities also include economic analysis and modeling on both domestic and international financial markets. Prior to joining the firm, Mr. Webb was the Chief Investment Officer for the Tennessee Consolidated Retirement System (TCRS) that was managed in-house by Mr. Webb and his small staff, and he is currently a member of the Investment Advisory Board for TCRS. At the time of his departure, TCRS assets totaled over \$16 billion. His experience in managing public sector fixed income assets totals over 14 years. Prior to that position, he was a senior portfolio manager with Commerce Union Bank's (now a part of Bank of America) trust division in Nashville managing employee benefit accounts and the taxable fixed income common trust fund.</p> <p>Frank G. Puryear, CFA - 1954 - Principal, Fixed Income Portfolio Manager and Director of Research, 1996 - Present, BS and MBA - University of Tennessee. Mr. Puryear is the Senior Portfolio Manager and Director of Research for the firm. He is responsible for the daily co-management of the all fixed income accounts. He is also responsible for yield curve and sector valuation analysis. Prior to joining the firm, Mr. Puryear was the senior fixed income portfolio manager for the Tennessee Consolidated Retirement System (TCRS) where he and Mr. Webb managed \$8.5 billion in U.S. and International bonds. Before he joined TCRS, he was employed by First American National Bank (now a part of Regions Bank) in Nashville as a portfolio strategist for the capital markets group. That assignment followed his experience as manager of the bank's \$1.7 billion fixed income portfolio.</p> <p>Marshall E. Cox, Jr. - 1952 - Principal, Fixed Income Portfolio Manager and Credit Analyst, 1998 - Present, BS - University of North Carolina. Mr. Cox is a Fixed Income Portfolio Manager and the firm's Senior Credit Analyst. He is a member of the portfolio management team that manages all fixed income accounts. He is responsible for the management of municipal bond portfolios and performs credit analysis on corporate securities. Prior to joining WCB, Mr. Cox was the director of fixed income at TransFinancial Bank (now a part of Firstar) and at Bradford Investment Management, both in Nashville. Prior to that, he was responsible for the management of \$6 billion and \$3 billion portfolios, respectively, for the states of Tennessee and North Carolina retirement systems.</p>

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

Applicant: Weaver C. Barksdale & Associates, Inc.	SEC File Number: 801- 23126	Date: 07/22/2010
---	---------------------------------------	---------------------

(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 Form ADV: Weaver C. Barksdale & Associates, Inc.	IRS Empl. Ident. No.:
--	-----------------------

Item of Form (identify)	Answer
6 Continued	<p>S. Guerry Simmons - 1952 - Principal, Equity Portfolio Manager and Director of Equity Research, 1999 - Present, BS - University of Tennessee. Mr. Simmons, the firm's Senior Equity Portfolio Manager, is responsible for the daily management of equity accounts. Before joining the firm, Mr. Simmons was the founder and owner of Total Focus Investment Research (TFIR). This firm provided equity investment research to investment firms and public institutions with multi-billion dollar equity portfolios. The same investment disciplines formerly provided to these firms and institutions are now applied at WCB. Before forming TFIR, he was employed by Hermitage Capital Corporation, an investment banking and money management firm with offices in Nashville and New York.</p> <p>Timothy A. Carpenter - 1958 - Principal, Chief Operations Manager and Fixed Income Portfolio Manager, 1992 - Present, AS - Nashville State Technical Institute Mr. Carpenter serves as the operations manager of the firm. He is responsible for cash management, operations, portfolio accounting, and systems. Prior to joining WCB, Tim was assistant vice president and operations manager for the investment division at First American National Bank (now a part of Regions Bank) in Nashville. Prior to that, Tim was a portfolio accounting manager at Third National Bank (now SunTrust) in Nashville.</p> <p>Deena K. Raja - 1974 - Fixed Income Portfolio Manager and Corporate Bond Analyst and Trader 2007 – Present, BA – Vanderbilt University Ms. Raja is a member of the Fixed Income Management Team that oversees the management of all fixed income accounts. In addition to her portfolio management responsibilities, she specializes in corporate bond trading. She is also responsible for corporate sub-sector valuation analysis. Prior to joining the firm, she was a senior portfolio strategist responsible for all corporate investments for Prime Advisors Inc. in Redmond, WA (6/2002-1/2006). She began her career with RBC Dain Rauscher trading new issue and secondary agencies and bank-qualified municipals. She then moved to First Tennessee Capital Markets (now FTN Financial) to be one of two investment grade corporate traders serving over 150 sales persons.</p> <p>Ann Loden Roberts - 1967 - Principal, Executive Vice President, Marketing and Client Services, 2001 - Present, BS - Lipscomb University, MBA - Vanderbilt University Ms. Roberts is involved with new business development in both our equity and fixed income products as well as monitoring client relationship efforts to ensure not only client retention but also client referrals. Prior to joining WCB, Ann was a principal for eight years at Robinson Investment Group where she assisted in the growth of that firm through her efforts in marketing, management, and client retention.</p>

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

Applicant: Weaver C. Barksdale & Associates, Inc.	SEC File Number: 801- 23126	Date: 07/22/2010
---	---------------------------------------	---------------------

(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 Form ADV: Weaver C. Barksdale & Associates, Inc.	IRS Empl. Ident. No.:
--	-----------------------

Item of Form (identify)	Answer
6 Continued	<p>Deborah K. Slocum, FLMI - 1953 - Chief Compliance Officer and Corporate Secretary, March 2004 - Present, BA - Trevecca Nazarene University Ms. Slocum is the firm's Chief Compliance Officer and in charge of Administration. She has over twenty-five years experience in the financial industry including experience in regulatory and compliance issues. Prior to joining WCB, she handled compliance responsibilities at MassMutual/ Capital Financial Group, LLC and Equitable Advisors, Inc. after obtaining the General Securities Principal (NASD Series 24) license in 1999. She earned the Fellow, Life Management Institute ("FLMI") designation from the Life Office Management Association while working in the Life Insurance industry.</p> <p>Robert O'Donnell - 1943 - Executive Vice President and General Counsel, 2009 – Present, BA and JD - Temple University Mr. O'Donnell is the firm's Legal Counsel. Mr. O'Donnell currently serves as an Adjunct Professor at Drexel University Law School and owns his own law practice (O'Donnell & Associates which he started in 4/1995. He spends approximately 10 hours per week on his private law practice. His law firm specializes in the area of public finance in Pennsylvania.) Prior to joining WCB, he was elected to the Pennsylvania House of Representatives and served there for 19 years in various positions including majority leader and Speaker of the House. After leaving elected office, Mr. O'Donnell provided strategic guidance to emerging democratic governments abroad as well as lecturing extensively on matters of public policy and legislative process in the U.S.</p>
9	<p>WCB and its representatives may engage in personal securities transactions. The personal securities transactions of WCB and its representatives may raise potential conflicts of interest when such persons trade in a security that is 1) owned by a client or 2) considered for purchase or sale for a client. Persons who wish to purchase or sell securities of the types purchased or sold for clients may do so only in a manner consistent with WCB policies and procedures.</p> <p>WCB has adopted a Code of Ethics (the "Code") to address securities-related conduct. The Code focuses primarily on fiduciary duty, personal securities transactions, insider trading, gifts, and conflicts of interest. The Code includes WCB's policies and procedures developed to protect client's interests in relation to the following topics:</p> <ul style="list-style-type: none"> • The duty at all times to place the interests of clients first; • The requirement that all personal securities transactions be conducted in such a manner as to be consistent with the code of ethics and to avoid any actual or potential conflicts of interest or any abuse of an employee's position of trust and responsibility; • The principle that investment adviser personnel should not take inappropriate advantage of their positions;

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

Applicant: Weaver C. Barksdale & Associates, Inc.	SEC File Number: 801- 23126	Date: 07/22/2010
---	---------------------------------------	---------------------

(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 Form ADV: Weaver C. Barksdale & Associates, Inc.	IRS Empl. Ident. No.:
--	-----------------------

Item of Form (identify)	Answer
9 Continued	<ul style="list-style-type: none"> • The fiduciary principle that information concerning the identity of security holdings and financial circumstances of clients are confidential; and • The principle that independence in the investment decision-making process is paramount. <p>Several directors and employees of WCB are actively involved in cultural, civic, philanthropic, and political activities. In connection with political activity, WCB understands that one or more of its Officers, Directors, Solicitors, and/or other affiliates contribute to political campaigns and political parties. WCB will continue to allow such activities provided these actions comply with applicable federal and state election laws.</p> <p>WCB will provide a copy of its Code of Ethics to any client or prospective client upon request.</p>
10	<p>WCB generally requires a minimum market value of \$10 million for institutional accounts and \$2 million for individual accounts. The Board of Directors, however, is empowered to make exceptions.</p> <p>The following reviews will be conducted on a daily basis for each client by the Portfolio Management Staff: portfolio composition for conformity to regulatory, firm, and client guidelines; asset allocation; rebalancing of the portfolio; and performance reviews. The Portfolio Management Staff is comprised of Charles Webb (Chief Investment Officer & Portfolio Manager), Frank Puryear (Senior Portfolio Manager & Director of Research), Marshall Cox (Senior Credit Analyst & Portfolio Manager), Guerry Simmons (Equity Portfolio Manager), Tim Carpenter (Operations Manager & Portfolio Manager), and Deena Raja (Portfolio Manager/ Corporate Bond Analyst and Trader). There is no set limit to the number of accounts assigned to each member.</p> <p>On a monthly basis, the Portfolio Review Committee --- comprised of John McDowell, Chairman (President & CEO), Tim Carpenter (Operations Manager & Portfolio Manager), Marshall Cox (Senior Credit Analyst & Portfolio Manager), Frank Puryear (Senior Portfolio Manager & Director of Research), Deena Raja (Portfolio Manager/ Corporate Bond Analyst and Trader), Ann Roberts (Executive Vice President- Marketing and Client Relations), Guerry Simmons (Equity Portfolio Manager), Debbie Slocum (Chief Compliance Officer) and Charles Webb (Chief Investment Officer & Portfolio Manager) --- will conduct a rigorous review of all portfolios including performance data, conformity to guidelines and regulations, client service issues, best execution, brokerage and custodial issues.</p>
12 A	<p>WCB shall have discretionary authority as agent with respect to the Accounts to (a) buy, sell, exchange, convert or otherwise trade in any approved securities and (b) place orders for the execution of such securities transactions with or through such brokers, dealers, or issuers as WCB may select, subject to the terms of the Advisory Agreement.</p>

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

Applicant: Weaver C. Barksdale & Associates, Inc.	SEC File Number: 801- 23126	Date: 07/22/2010
---	--------------------------------	---------------------

(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 Form ADV: Weaver C. Barksdale & Associates, Inc.	IRS Empl. Ident. No.:
--	-----------------------

Item of Form (identify)	Answer
12 A Continued	<p>WCB adheres to the restrictions of each client’s investment policy, objectives, and guidelines.</p> <p>As a fiduciary and money manager, WCB has an obligation to obtain best execution for client transactions based on the circumstances of each particular transaction. We consider the full range and quality of a broker’s services in placing brokerage including, among other things, execution capability, commission rate, financial responsibility, and responsiveness to us as the money manager. The determining factor is not the lowest possible commission cost, but whether the transaction represents the best qualitative execution for the managed account.</p> <p>In the normal course of making investment decisions and effecting trades for client accounts, WCB estimates that approximately 75% of the investment research used by the firm is internally generated, much of which is proprietary in nature. The remaining 25% of research products and services are provided by highly specialized, independent (non-brokerage related) research and services firms that are paid in “hard-dollars” by WCB. The firm maintains a detailed file on each of these research companies as well as all other vendors who provide goods or services to WCB.</p> <p>Brokers that execute client trades may or may not provide research products and services to WCB from time to time. Such products and services, which are usually unsolicited, may be in written form, on a website accessible by a pin number, or through direct contact with individuals and may include information as to particular companies and securities as well as market, economic, or institutional areas and information that assists in the valuation and pricing of investments. Examples of research-oriented services provided by brokers include forecasts and other information on the economy, industries, sectors, groups of securities, individual companies, statistical information, political developments, technical market actions, performance and other analysis.</p> <p>WCB is not presently under, and does not intend in the future to incur, any obligation to any of the above described broker-dealers to effect any specified number of trades with such broker-dealers. Moreover, WCB has effected and will effect trades with such brokers only when such brokers are able to provide best execution with respect to such trades. A broker is not precluded from receiving business because it does not provide brokerage or research services. Accordingly, WCB does not believe that the use of such broker-dealers for client transactions under the circumstances described above will have any adverse effect on the transaction costs of any of WCB’s clients. WCB monitors the receipt of research products and services from brokers.</p> <p>Research furnished by brokers or dealers may or may not be used in servicing any or all of WCB’s clients. This research may also be used by WCB for accounts that did not pay commissions to the broker providing the research. Not all research services may be</p>

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

Applicant: Weaver C. Barksdale & Associates, Inc.	SEC File Number: 801- 23126	Date: 07/22/2010
---	---------------------------------------	---------------------

(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 Form ADV: Weaver C. Barksdale & Associates, Inc.	IRS Empl. Ident. No.:
--	-----------------------

Item of Form (identify)	Answer
12 A Continued	<p>used by WCB for the client accounts that actually paid commissions to the brokers providing such services. Research products and services received by WCB are in addition to, and not instead of, the services required to be performed by WCB under its advisory agreements. Any advisory or other fees paid to WCB are not reduced as a result of the receipt of such research products and services.</p> <p>Section 28(e) of the Securities Exchange Act of 1934, as amended, permits an investment adviser such as WCB, under certain circumstances, to receive the above-described services, as well as to cause its clients to pay a broker or dealer a commission for effecting a transaction in excess of the amount of commission another broker or dealer would have charged for effecting the transaction in recognition of the value of brokerage and research services provided by the broker or dealer. Brokerage and research services include (1) furnishing advice as to the value of securities, the advisability of investing in, purchasing or selling securities, and the availability of securities or purchasers or sellers of securities; (2) furnishing analyses and reports concerning issuers, industries, securities, economic factors and trends, portfolio strategy, and the performance of accounts; and (3) effecting securities transactions and performing functions incidental thereto (such as clearance, settlement, and custody).</p> <p>Directed Brokerage. If a client directs WCB to use a broker-dealer of their choice, the client should consider the following information:</p> <ul style="list-style-type: none"> • WCB may have limited or no ability to negotiate commissions for the client; • WCB may be unable to negotiate volume discount; • Disparity in commission charges may exist among clients; • Conflict of interests can arise from such brokerage referrals; • Such brokerage referral trades may be executed after non-brokerage referral trades; <p>and</p> <ul style="list-style-type: none"> • Such client may not be able to obtain any of the benefits of block trades that we may enter into for clients who have not directed us to use a broker-dealer of their own choosing. <p>Bunched Trades. WCB may aggregate orders in a bunched trade or trades when securities are purchased or sold through the same broker-dealer for multiple discretionary accounts. We will not include non-discretionary accounts in blocked trades for discretionary accounts. However, we may include orders to be placed with different broker-dealers in the same block trade to accommodate our clients who have directed their brokerage. Trades will be "stepped out" only to meet client-directed brokerage instructions.</p> <p>The portfolio manager for each account must reasonably believe that the block order is consistent with WCB's duty to seek best execution and may benefit each client participating in the aggregated order. The average price per share of each block trade will be allocated to each account that participates in the block trade. Accounts that</p>

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

Applicant: Weaver C. Barksdale & Associates, Inc.	SEC File Number: 801- 23126	Date: 07/22/2010
---	--------------------------------	---------------------

(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 Form ADV: Weaver C. Barksdale & Associates, Inc.	IRS Empl. Ident. No.:
--	-----------------------

Item of Form (identify)	Answer
12 A Continued	<p>participate in the same block trade will be charged commissions, if applicable, in accordance with their advisory contracts. Different accounts participating in a block transaction may not be charged the same commission rates.</p> <p>If a block order cannot be executed in full at the same price or time, the securities actually purchased or sold by the close of each business day must be allocated in a manner that is consistent with the initial pre-allocation or other written statement. This must be done in a way that does not consistently advantage or disadvantage particular client accounts. For example, partial fills generally are filled pro rata among participating accounts. Prior to entry of a 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 the Operations Department along with a new trade ticket.</p> <p>Advisory accounts of our employees and associated persons may participate in block trades. They will receive the same average price for all transactions that day and will pay commissions and other transaction costs, if applicable, in accordance with their advisory contracts. The portfolio manager shall not be obligated to include any client account in a block trade. Transactions for any client's account may not be aggregated for execution if the practice is prohibited or inconsistent with that client's investment management agreement.</p>
12 B	<p>If a client requests WCB to suggest a broker, as a custodian, we will give the client a list of approved brokers for them to choose from. The list of approved brokers is comprised of brokers that we deem reasonable in their execution.</p>
13 A	<p>As noted in Item 12A, WCB may receive research products and services (such as: duplicate confirms and on-line access to client accounts in order to get statements) in exchange for brokerage commissions.</p> <p>As disclosed in Item 1.D. of this Schedule F, WCB has an agreement to act as solicitor for an unaffiliated third-party investment manager. WCB receives from this manager a percentage of the fee that the client pays to the manager as the result of WCB's direct or indirect efforts. Any solicitation or referral arrangements complies with applicable laws that govern the nature of the service, fees to be paid, disclosures to clients and any necessary client consents.</p>

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

Applicant: Weaver C. Barksdale & Associates, Inc.	SEC File Number: 801- 23126	Date: 07/22/2010
---	--------------------------------	---------------------

(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 Form ADV: Weaver C. Barksdale & Associates, Inc.	IRS Empl. Ident. No.:
--	-----------------------

Item of Form (identify)	Answer
13 B	<p>WCB has entered into written compensation agreements with certain unaffiliated marketers. WCB pays these "cash solicitors" a percentage of the fee paid to the firm by clients that WCB determines to have become clients as a result of such individual's direct or indirect efforts. This fee, which is not passed on to the client, could change from time to time. Any solicitation or referral arrangements complies with applicable laws that govern: 1) the nature of the service, 2) fees to be paid, 3) disclosures to clients, and 4) any necessary client consents. If you would like further information, please feel free to contact us.</p>