

**Schedule H of
Attachment to ADV Part II**

Applicant: Mid-Atlantic Securities Investments, Inc.	SEC File Number:	Date: 12/2008
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	<p style="text-align: center;">Mid-Atlantic Managed Account Program: Schedule H</p> <p style="text-align: center;">Mid-Atlantic Securities 4001 Barrett Drive – Suite 100 Raleigh, NC 27609</p> <p>This brochure provides clients with information about Mid-Atlantic Securities (the firm) and the Mid-Atlantic Managed Account (MAMA) that should be considered before becoming a client of MAMA. This information has not been approved or verified by any governmental authority.</p> <table border="0"> <thead> <tr> <th style="text-align: left;">MAMA: TABLE OF CONTENTS</th> <th style="text-align: right;">PAGE</th> </tr> </thead> <tbody> <tr> <td>7(a) Cover</td> <td style="text-align: right;">1</td> </tr> <tr> <td>7(b) Table of Contents</td> <td style="text-align: right;">1</td> </tr> <tr> <td>7(c) Services Provided</td> <td style="text-align: right;">2-3</td> </tr> <tr> <td>7(c) Description of Fees and Fee Schedule</td> <td style="text-align: right;">2-3</td> </tr> <tr> <td>7(d) Disclosure related to purchasing services separately</td> <td style="text-align: right;">4</td> </tr> <tr> <td>7(e) Compensation Disclosure</td> <td style="text-align: right;">4</td> </tr> <tr> <td>7(f) Fee Details</td> <td style="text-align: right;">4</td> </tr> <tr> <td>7(g) Selection Process</td> <td style="text-align: right;">4</td> </tr> <tr> <td>7(h) Performance</td> <td style="text-align: right;">5</td> </tr> <tr> <td>7(i) Client Investment Profile</td> <td style="text-align: right;">5</td> </tr> <tr> <td>7(j) Communication with Portfolio Manager</td> <td style="text-align: right;">5</td> </tr> <tr> <td>7(k) ADV Part II Items</td> <td style="text-align: right;">5-8</td> </tr> <tr> <td>7(l) Conflicts of Interest</td> <td style="text-align: right;">8</td> </tr> <tr> <td>Proxy Voting</td> <td style="text-align: right;">9</td> </tr> <tr> <td>Privacy Policy</td> <td style="text-align: right;">9-10</td> </tr> <tr> <td>Insider Trading / Code of Ethics</td> <td style="text-align: right;">10</td> </tr> </tbody> </table> <p>* Please note that the firm has included its privacy policy on page 9 of this disclosure document.</p>		MAMA: TABLE OF CONTENTS	PAGE	7(a) Cover	1	7(b) Table of Contents	1	7(c) Services Provided	2-3	7(c) Description of Fees and Fee Schedule	2-3	7(d) Disclosure related to purchasing services separately	4	7(e) Compensation Disclosure	4	7(f) Fee Details	4	7(g) Selection Process	4	7(h) Performance	5	7(i) Client Investment Profile	5	7(j) Communication with Portfolio Manager	5	7(k) ADV Part II Items	5-8	7(l) Conflicts of Interest	8	Proxy Voting	9	Privacy Policy	9-10	Insider Trading / Code of Ethics	10
MAMA: TABLE OF CONTENTS	PAGE																																			
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7(k) ADV Part II Items	5-8																																			
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Privacy Policy	9-10																																			
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7(c)	<p>Mid-Atlantic Securities Managed Account (MAMA) Investment Consulting Services</p> <p>Summary This is a fee-based investment management program using advisors to manage client's assets based on style, capitalization levels or asset classes suitable for a client's investment profile.</p> <p>Detailed Information Through MAMA, Mid-Atlantic Securities will advise and counsel regarding the management of investments of the clients' assets. Mid-Atlantic Securities' services may include assisting clients prepare an investment policy statement in connection with anticipated advisory needs. The purpose of MAMA is for Mid-Atlantic Securities to provide clients with information on a continuing or "ongoing" basis on which to base decisions with respect to investment of client monies. The advisors manage all accounts on a discretionary basis.</p> <p>Managed MAMA Program MAMA accounts are offered on a wrap fee basis covering all of executions, consulting and custodial services. The advisor fee is based on a variety of factors including the level of services provided, the investment style, account size and other overhead costs. All accounts are held in custody at Raymond James & Associates. All such custodial fees (if applicable) are included in the wrap fee program.</p> <p><u>Fee Schedule</u></p> <table> <tr> <th><u>Portfolio Asset Value</u></th> <th><u>Fees as a Percent of Assets*</u></th> </tr> <tr> <td>\$0 to \$ 500,000</td> <td>2.50%</td> </tr> <tr> <td>\$500,001 to \$1,000,000</td> <td>2.00%</td> </tr> <tr> <td>\$1,000,001 to \$2,000,000</td> <td>1.75%</td> </tr> <tr> <td>\$2,000,001 to \$5,000,000</td> <td>1.50%</td> </tr> <tr> <td>\$5,000,001 and above</td> <td>1.25%</td> </tr> </table> <p>* All fees are negotiable based on services provided</p> <p>Under some circumstances, certain services, to include commissions and custodial services, may not be included in the MAMA wrap fee. In such an unbundled case, the agreement will reflect a discounted or negotiated fee for the absence for the use of these services. The agreement will reflect the fee and the services rendered as such. A client may revert to the wrap fee-basis to include all fees by requesting a new consulting agreement. All such charges are passed through to the client at the negotiated rate.</p>		<u>Portfolio Asset Value</u>	<u>Fees as a Percent of Assets*</u>	\$0 to \$ 500,000	2.50%	\$500,001 to \$1,000,000	2.00%	\$1,000,001 to \$2,000,000	1.75%	\$2,000,001 to \$5,000,000	1.50%	\$5,000,001 and above	1.25%
<u>Portfolio Asset Value</u>	<u>Fees as a Percent of Assets*</u>													
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7(f)	<p>Fee Details</p> <p>*Calculated as the value of the account at the end of the calendar quarter; the “value of the account” includes money market balances and, for purposes of MAMA accounts, shall mean the sum of the market value, all securities (both long and short), money market funds and credit balances. Margin debit balances, if any, do not reduce the value of the account. The fee does not include certain dealer markups or markdowns, odd lot differentials, postage and handling charges, transfer taxes, exchange fees and any other fees required by law. Currently, where permitted by law, Mid-Atlantic Securities may have an agreement with Clearing Agent to receive an administrative and sales distribution fee on money market balances as described in the fund’s prospectus. Non-brokerage related fees such as IRA fees or the money market administrative fees described above are not included in the MAMA Fee.</p>	
7(c)	<p><u>Payment of MAMA Fees:</u> If a client selects the MAMA Fee Schedule, normally the client authorizes the Custodian to deduct quarterly, in arrears, from the account of the client, the total fee at the rate indicated in the fee schedule.</p> <p>The initial fee under the MAMA Fee Schedule is typically calculated as of the date that the MAMA agreement is accepted and covers the period to the end of the full calendar quarter occurring thereafter. The subsequent fees will be determined for calendar quarter periods and shall be calculated on the basis of the appraised market value of the securities and cash held for the account of the applicable client on the last business day of the prior calendar quarter.</p> <p>The schedule of charges in effect for accounts (under the fee schedule) shall continue until (30) days after Mid-Atlantic Securities has notified clients in writing of any change in the schedule of fees that will be applicable to accounts, at which time the new schedule will become effective unless the applicable client notifies Mid-Atlantic Securities that the account is not to be continued under the revised fee schedule. Clients authorize Custodian or its agent to pay the separate investment advisor’s management fee by debiting the applicable client’s account accordingly. Mid-Atlantic Securities or Clearing Agent has no responsibility to determine if any such invoice from the investment advisor is proper or the amount of fee charges is accurate.</p> <p>Fees for the MAMA services may be billed to a client for payment from separate sources if the client and their advisor feel that it is in the client’s best interest or may be deducted quarterly from the client’s account.</p>	

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7(d)	<p>Termination</p> <p>A client may terminate his participation in the Program upon receipt by the firm of written notice. If a client terminates his participation in the Program within five business days of inception, the client will receive a full refund of the Fee. Otherwise, the client will receive a pro rata refund of any prepaid Fee.</p>	
7(e)	<p>If a client were to purchase services similar to those offered in the Program separately, it would be required to pay brokerage commissions, custodial fees (if any), and investment advisory fees. Consequently, the Program may cost a client more or less than purchasing the services separately. Factors bearing on the relative cost of the Program that would be relevant when considering the alternative of purchasing the services offered in the Program separately include the trading activity in a client's account and the corresponding brokerage commissions that would be charged for execution of trades, and the fees charged for investment advisory services under the Program.</p>	
7(f)	<p>The person recommending the program to the client receives compensation as a result of the client's participation in the program. The amount of this compensation may be more than what the person would receive if the client participated in other programs of the sponsor or paid separately for investment advice, brokerage, and other services. This person may therefore have a financial incentive to recommend the MAMA fee program over other programs or services.</p>	
7(g)	<p>Cash balances in the account may be invested in money market vehicles to include mutual funds that have agreements that pay compensation to Mid-Atlantic Securities and/or other custodians. A client will pay a proportionate share of all money market fund expenses, including management fees. Occasionally, open or closed end mutual funds may be used in the MAMA program that generate fees on a 12-(b)-1 fee to Mid-Atlantic Securities or the clearing agent or has internal fees that are included in the investment results such as Exchange Traded Funds (ETFs).</p>	
7(g)	<p>Clients are advised and should understand that:</p> <ul style="list-style-type: none"> • An advisor's past performance is no guarantee of future results; • There is a certain market and/or interest rate risk which may adversely affect any advisor's objectives and strategies, and could cause a loss in a client's account(s); and • Client risk parameters or comparative index selections provided to the firm are guidelines only - there is no guarantee that they will be met or not be exceeded. 	

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7(h)	<p>1. MAMA measures an advisor's performance on a quarterly basis versus several similar indexes and versus a comparable universe of similar managers by style, capitalization levels and asset class. All performance used for evaluation purposes is done by a time weighted return basis.</p> <p>2. All MAMA advisors' reviews are done by a member of the investment committee.</p> <p>3. All performance numbers reviewed by Mid-Atlantic Securities that are provided are reported from the Raymond James & Associates Brokerage Statements.</p>	
7(i)	<p>Each advisor in the MAMA program is given a client questionnaire stating the client's specific objectives and guidelines. The advisor(s) may accept or decline any client presented to them under the MAMA program. Each MAMA client's objectives are reviewed on an annual basis. An advisor is updated as to a client's investment information as changes occur or at least annually. An advisor in the MAMA Program may contact the client directly if there is any need for clarification regarding any circumstance effecting the advisor's management of the assets.</p>	
7(j)	<p>There are no restrictions in having any client contact an advisor directly. The MAMA Agreement does require that the client and advisor notify Mid-Atlantic Securities of any direct communication in order for the process to be completed. Advisors in MAMA are called upon by Mid-Atlantic Securities on a regular basis to provide information on any circumstances in the market that would help a client in the management of their accounts.</p>	
7(k)	<p>Mid-Atlantic Securities Investments, Inc. generally provides investment advice to individuals, pension and profit sharing plans, trust, estates, or charitable organizations, corporations."</p> <p>ACCOUNT TERMINATION LANGUAGE</p> <p>A full refund will be provided without penalty if the client terminates the contract within 5 business days of signing with the Company.</p>	

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Form ADV, Part II, Item 5:	<p>EDUCATION AND BUSINESS STANDARDS</p> <p>MAS generally requires persons associated with the advisory services referred to in this disclosure document to have a minimum of a college degree or satisfactory past business experience in the area in which the person is employed (other than persons whose functions are solely clerical or administrative), plus the applicable required industry examinations and registrations, if any.</p>	
Form ADV, Part II Item 6	<p>EDUCATION AND BUSINESS BACKGROUND</p> <p>JAMES BUNYAN GLOVER, JR. Born: 01/30/1959</p> <p><u>Education:</u> B.S., Business Administration, University of North Carolina, 1982</p> <p><u>Employment History:</u> Mid-Atlantic Securities, Inc. Treasurer, Registered Representative and Principal, 01/87 to Present</p> <p>JOHN McFARLAND GOBBLE Born: 08/06/1944</p> <p><u>Education</u> B.A., Sociology, The College of William and Mary, 1966</p> <p><u>Employment History:</u> Mid-Atlantic Securities, Inc. Vice President, 12/1991 to Present</p> <p>JOHN FREDERICK NASH Born: 06/02/1953</p> <p><u>Education:</u> B.S., Economics, University of North Carolina, 1974</p> <p><u>Employment History:</u> Mid-Atlantic Securities, Inc. President, 10/86 to Present</p>	

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	<p>ROSILYN HOFFMAN OVERTON Born: 07/10/1942</p> <p><u>Education:</u> B.S., Math & Computer Science, Wright State University, 1972 M.S. in Economics, Wright State University, 1973 Certificate, CFP Professional Education Program, College for Financial Planning, 1987</p> <p><u>Employment History:</u> Mid-Atlantic Securities, Inc. Financial Adviser, Branch Manager, and Shareholder, 08/97 to Present</p> <p>New Jersey City University Assistant Professor of Finance, 09/02 to Present.</p> <p>Brown & Overton Partners, 04/99 to Present</p> <p>R. H. Overton Company, Owner, 08/96 to Present.</p> <p>AdvisorTools.Com LLC. Partner, 07/87 to Present.</p> <p>REVIEW OF ACCOUNTS The investment committee and the Investment Advisor (Advisors), review all fee based investment advisory accounts on a quarterly basis. Following these reviews, reports are prepared to assist in supervising and monitoring the accounts. Factors that are considered during reviews include, but are not limited to the following: investment objectives, fee structure (appropriateness of fees vs. other methods of payment), suitability, performance, change in investment objective, and additions of capital or withdrawals of capital from the account.</p> <p>For all accounts, at least annually, the Company will contact the client and request current information about the client to determine whether there have been any changes in the current information provided in the questionnaire. Client agrees to inform the Company in writing of any material changes in the information included in the questionnaire or otherwise the client's financial circumstances that might affect the manner in which client's assets should be invested. Client may contact the Company during normal business hours to consult with the Company concerning the management of the client's account(s).</p>	

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Form ADV, Part II, Items 7 and 8)	<p>NATURE AND FREQUENCY OF REPORTS Clients will receive reports from the custodian of record, Raymond James & Associates. These reports include:</p> <ul style="list-style-type: none"> • Trade confirmations reflecting all transactions in securities (except money market mutual fund transactions); • Monthly and/or quarterly statements of client's account itemizing all transactions in cash and securities, and all deposits and withdrawals of principal and income during the preceding calendar month; • Statements of securities in custody, listing securities held in the account, submitted at least quarterly; and <p>OTHER BUSINESS ACTIVITIES OTHER FINANCIAL INDUSTRY AFFILIATIONS CONFLICTS OF INTEREST</p> <p>Mid-Atlantic Securities is effectively registered as a general security Broker/Dealer with Securities and Exchange Commission, NASD and various state regulatory agencies.</p> <p>As a broker dealer the Company at times may be engaged in the following types of businesses: retailing corporate equity securities over-the-counter, selling corporate debt securities, underwriter or selling group participant of corporate securities, mutual fund retailer, U.S. government securities broker, municipal securities broker, selling variable life insurance or annuities, put and call broker or dealer or option writer, selling tax shelters or limited partnerships in primary distributions and/or in the secondary market, non-exchange member arranging for transactions in listed securities by exchanged member, private placement of securities and retailing funds that engage in trading of futures contracts. The Company spends 25% of its time on these business activities outside of being an investment adviser.</p> <p>As a broker/dealer, trade errors may occur on occasion and may result in profit or loss to the firm. The firm has controls in place to limit such trade errors. Individual Advisers will not participate in any profits resulting from such errors and the Chief Compliance Officer will review a trade error log to ensure that no conflicts and/or patterns exist.</p> <p>For Broker/Dealer services, the Adviser or its associated persons may receive compensation for such transactions, where such compensation is separate and distinct from Adviser's compensation related to its investment advisory services. From time to time, associated persons of Adviser may recommend that Clients buy or sell securities or investment products that the Adviser also owns. In such circumstances, Adviser shall adhere to the firm's Code of Ethics.</p>	

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Form ADV, Part II, Item 9:	<p>All clients are advised that broker/dealer (including Private Placements) and/or insurance services are separate from advisory services offered pursuant to this brochure and advisors may be compensated for making such recommendations. Clients are advised to carefully consider the conflicts disclosed above prior to engaging in such business.</p> <p>Under The Programs, MAS effects securities transactions as agent, or where permitted by law, as principal, for clients but receives no additional brokerage execution compensation. Clients authorize MAS to act both as principal or as agent for buyer and seller in securities transactions when appropriate.</p> <p>Certain individuals are separately licensed as insurance agents/brokers for various independent insurance companies, and may use R. H. Overton Company, an insurance agency affiliated to MAS through control, as an agency. In their separate capacities as registered representatives or as independent insurance agents, these individuals will be able to implement securities or insurance transactions for advisory clients for separate and typical compensation. These individuals may spend as much as 50% of their time with these aforementioned non-advisory activities.</p> <p>PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS</p> <p>MAS or individuals associated with MAS may buy or sell securities identical to, or different from, those recommended to customers for their personal accounts. In addition, any related person(s) may have an interest or position in a certain security(ies) which may also be recommended to a client. It is the expressed policy of MAS that no person employed by MAS may purchase or sell any security prior to a transaction(s) being implemented for an advisory account, and therefore, preventing such employees from benefiting from transactions placed on behalf of advisory accounts.</p> <p>PROXY VOTING</p> <p>MAS does not vote proxies. Clients can authorize in their Client agreements investment managers to vote proxy requests on their behalf. Please refer to the respective investment manager's Form ADV for a full disclosure of its proxy voting policies and procedures. Clients should contact their financial consultant if they have any questions and/or to obtain this information.</p> <p>PRIVACY POLICY LANGUAGE</p> <p>We collect nonpublic personal information about you from the following sources: Information we receive on applications, questionnaires, web site, or other forms and information about your transactions with our affiliates, others, or us. We do not disclose any non-public information about our current or former customers to anyone, except as permitted by law or in order to provide the current services. Our employees have limited access to your personal information based on their responsibilities to provide products or services to you. Be assured that we maintain physical, electronic and procedural safeguards in compliance with federal standards to protect your information.</p>	
Other Disclosures		

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	<p>If our representative servicing your account leaves us to join another firm, he/she is permitted to retain copies of your information so that he or she can assist with the transfer of your account and continue to serve you at their new firm.</p> <p>“Opting-out” of Third Party Disclosures: If you do not want your account representative to retain copies of your client sensitive information when he or she leaves us to join another firm, you may contact our Compliance Department by calling 1 (919) 783-7787.</p> <p>INSIDER TRADING / CODE OF ETHICS</p> <p>Access persons are required to report their trading activities. Access persons, have restrictions on personal trading in securities in which the firm purchases for clients. The firm has adopted a Code of Ethics to govern the personal trading by such access persons. In addition, the firm has an Insider Trading Policy applicable to all its employees, which prohibits the use of material inside information in connection with personal transactions.</p> <p>The Code of Ethics and trading policies are overseen by the Chief Compliance Officer, who is responsible for the review of such transactions. A copy of the firm’s Code of Ethics is provided to all employees. The firm’s Code emphasizes the firm’s philosophy of honesty, integrity and professionalism, setting forth standards of conduct expected of the firm’s personnel, promoting honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships, and promoting compliance with applicable government laws, rules and regulations. The firm’s investment advisers are fiduciaries who have the responsibility to render professional, continuous, and unbiased investment advice to clients. Advisers owe clients a duty of care, loyalty, honesty and good faith, and fair dealing and must act at all times in the client’s best interest. All personnel have the obligation to uphold this duty. A free copy of the firm’s Code of Ethics is available to clients upon request.</p> <p>The accounts of certain employees, or related persons, may be managed similar to many clients’ accounts. As a result, securities held in employees’ portfolios may be substantially the same as securities owned by clients of the firm. In any purchase or sale by the firm and/or employees of the firm, client transactions are completed prior to the initiation of any transaction for employees or related person accounts.</p>	