



**Registration Statement  
FORM ADV – Part 2**

(Brochure date: January 25, 2012)

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This brochure provides information about the qualifications and business practices of MOS Capital Inc. If you have any questions about the contents of this brochure, please contact us at (757) 222-3710 or [info@moscapital.com](mailto:info@moscapital.com). The information in this brochure has not been approved or verified by the United States Securities & Exchange Commission or by any state securities authority. MOS Capital, Inc. is a “Registered Investment Adviser” as defined by the Investment Advisers Act of 1940. Registration, however, does not imply a certain level of skill or training. Additional information is available on the SEC’s website, [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

*Item 2 – Summary of Material Changes*

Please refer to Exhibit A on page 26 for a summary of any material changes in this brochure from the previous annual update filing with regulatory authorities made on March 15, 2011.

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#### ***Item 4 - Advisory Business***

- A. Who We Are. *Describe your advisory firm, including how long you have been in business. Identify your principal owner(s)*

MOS Capital, Inc. ("MOS") is an independent investment research and management company serving individuals, trusts, endowments, foundations, corporations, pension plans, and other money management firms. The firm was founded in July 2000 and maintains principal offices in Virginia and Oregon. We operate as a fee-only registered investment advisor, which means that we are paid for providing advice and guidance to our clients, and not through commissions or product sales. The initials "MOS" refer to William Moore, Michael O'Neil, and Richard Shropshire, the three founders of the firm. At present, William F. Moore, Jr. is the principal owner of the company's shares.

- B. Our Services. *Describe the types of advisory services you offer. If you hold yourself out as specializing in a particular type of advisory service, such as financial planning, quantitative analysis, or market timing, explain the nature of that service in greater detail. If you provide investment advice only with respect to limited types of investments, explain the type of investment advice you offer, and disclose that your advice is limited to those types of investments.*

MOS provides financial consulting services and portfolio management, including the selection and continuous supervision of investment securities held within individual client accounts. Services begin with a thorough review of a new client's investment objectives and financial situation. Assets are managed in a manner consistent with those objectives, taking into consideration risk tolerance, time horizon, liquidity needs, tax considerations, return expectations, and any other information that is pertinent. We require that each account have a written investment policy, a specific list of guidelines that will indicate how the account is to be managed. For example, an account's investment policy will contain: the amount of initial investment, asset allocation targets (how much money will be invested in stocks, bonds, or money markets, for instance), types of securities to be used, any withdrawal needs, return expectations, advisory fees, performance reporting schedules, and any limitations imposed by accountholders – among other criteria. Day to day portfolio management services include making purchases, sales, and exchanges of various types of securities including common and preferred stocks, government, municipal, and corporate bonds, mutual funds, and cash or near cash instruments such as CDs, commercial paper, or money market funds. For certain clients, MOS may also invest in stock options. These services are provided to clients primarily on a discretionary basis, meaning that once we map out an investment policy with you, you then give us the authority to execute transactions in your account based on those written guidelines. Each account is managed separately – there is no commingling (mixing) of different clients' assets.

In financial industry terms, our management style would be classified as "Growth & Income," which generally indicates an approach using conservative stocks and bonds - or the mutual fund equivalents - with the objective of achieving both income production and capital appreciation over time. We focus strongly on income-producing strategies in both the equity and fixed-income markets, and use mathematical formulas to assist in the decision-making process. More simply, we seek to increase the dividend and interest income generated by a client's portfolio consistently, while also participating in the growth of the underlying businesses. MOS does not work with clients who seek aggressive capital appreciation or short-term profits, or those who prefer investments in small company stocks, futures contracts, or commodities.

We also hold ourselves out as financial planners and typically create formal written plans for clients at the beginning of new advisory relationships. If we are to perform our money management jobs effectively, it seems reasonable to have a thorough understanding of a client's financial position and specific goals. Planning also provides clients with personalized net worth and income/expense summaries and projects the growth or depletion of assets into the future, assisting with other lifestyle decisions. Financial planning is not a

requirement for our portfolio management services, but it is strongly encouraged. We also produce plans for clients that are not interested in hiring us to manage their money.

MOS also provides fixed-income research to clients, typically institutions, based on a proprietary mathematical strategy. Such information is delivered in a quantitative format to assist in the positioning of bond portfolios. The report is entitled, "SI Strategy Report," and is provided to clients for a fixed-fee. Additionally, we occasionally provide consulting and business advisory services to corporate executives and business owners. Services include, but are not limited to, financial modeling & forecasting, present value or economic impact analysis, performance benchmarking, and general capital markets advice.

- C. How We Manage Assets for Clients. *Explain whether (and, if so, how) you tailor your advisory services to the individual needs of clients. Explain whether clients may impose restrictions on investing in certain securities or types of securities.*

We manage client accounts separately. In other words, assets from different clients are not combined into a single investment pool. Each account has a set of written investment guidelines (the investment policy) and is custom-tailored to meet the client's specific objectives. Clients with similar objectives may be invested similarly. Individual stocks and bonds are generally used if a client has assets in excess of \$500,000. Mutual funds may be used for smaller investment amounts. Clients may impose restrictions on the types of securities purchased, the quantity purchased in any one asset class or economic sector, the type of business or industry, the credit rating, the maturity date, or by specifying other market criteria. A section in our *Client Investment Counsel Agreement* is reserved for a written list of restrictions. We prefer to select the securities custodian (the bank or brokerage firm that holds the assets), but clients may direct us to use a specific institution.

- D. Participation in Wrap Fee Programs. *If you participate in wrap fee programs by providing portfolio management services, (1) describe the differences, if any, between how you manage wrap fee accounts and how you manage other accounts, and (2) explain that you receive a portion of the wrap fee for your services.*

MOS does not participate in any wrap fee programs.

- E. Discretionary vs. Non-Discretionary Assets. *If you manage client assets, disclose the amount of client assets you manage on a discretionary basis and the amount of client assets you manage on a non-discretionary basis. Disclose the date "as of" which you calculated the amounts.*

As of December 31, 2010 MOS provided investment supervisory services to 250 discretionary accounts and 1 non-discretionary account. Taking discretion means that you provide us with a limited power to manage assets within your accounts, without day-to-day consultation on the specifics of any particular transaction. Our *Client Investment Counsel Agreement* specifically states the following: "Discretionary Account – MOS will have complete discretion to purchase or sell for my/our account(s) the assets under its supervision at any time and in any amount without further authorization from me/us." Of course, you may monitor all discretionary trading activity online, and you will receive trade confirmations and monthly statements from your securities custodian. Total discretionary and non-discretionary funds were \$65 million and \$4 million, respectively. All assets are managed consistent with your financial goals and the instructions outlined in the account's investment policy statement.

## ***Item 5 - Fees & Compensation***

- A. **Our Fee Schedule.** *Describe how you are compensated for your advisory services. Provide your fee schedule. Disclose whether the fees are negotiable.*

Fees for asset management services are based on the market value of assets managed. All fees, regardless of account size, are negotiable but generally conform to the following fee schedule:

ACCOUNT ASSET VALUE	QUARTERLY FEE	ANNUAL FEE
On first \$1,000,000	.1875%	0.75%
On next \$1,000,000	.1250%	0.50%
Over \$2,000,000	negotiated	

The fees described above cover our asset management services only (see section 5-C below). Generally, the minimum annual fee is \$7,500. Household and/or related accounts may be combined for fee purposes. Fees are negotiated based on a number of factors, including the type of account, securities held, strategies implemented, and the number of portfolio managers overseeing the assets. Under certain circumstances, clients receiving similar services may be charged different fees. The fee schedule may be modified by MOS upon written notice.

MOS will also provide financial planning services on an hourly or fixed-fee basis. The services typically include retirement, education, asset allocation, and/or wealth transfer planning, but may also address client-specific situations such as risk management, diversification, or hedging strategies. Consideration is given to risk tolerance and individual short and long-term objectives. The consultation may result in a written report or referral to others for specific services. Ongoing planning services are available at client request. Fees for services vary from \$100 to \$200 per hour and depend upon the nature and scope of the advice requested by the client. An estimate is provided prior to the rendering of services, and fees are due at completion of the consultation. The fee is waived for clients who enter into an agreement for asset management services with MOS. The agreement between MOS and a client may be terminated by either party at any time upon written notice. Any consulting fee due, but not yet paid by a client, is due at the termination of the agreement.

MOS will provide fixed-income research to clients, typically institutions, based on a proprietary mathematical strategy. Such information will be delivered in a quantitative format to assist in the positioning of bond portfolios. The report is entitled, "SI Strategy Report," and is provided to clients for a fixed-fee. Fees are negotiable depending on the nature and frequency of client requirements and payable quarterly in advance. The agreement between MOS and a client may be terminated by either party at any time upon written request. A pro-rata refund of the prepaid, but not yet earned, portion of the client's research services fee will be refunded promptly.

MOS occasionally provides consulting and business advisory services to corporate executives and business owners. Services include, but are not limited to, financial modeling & forecasting, present value or economic impact analysis, performance benchmarking, and general capital markets advice. Fees for management consulting services vary from \$100 to \$200 per hour depending on the nature and scope of the advice requested by the client. An estimate is provided in writing prior to the rendering of services, and fees are due upon completion of the project or, for longer-term contracts, due monthly on an ongoing basis for hours of service provided. The agreement between MOS and a client may be terminated by either party at any time upon written request. Any fee due, but not yet paid by a consulting services client, is due after the termination of the services agreement.

- B. Invoice & Billing Policies. *Describe whether you deduct fees from clients' assets or bill clients for fees incurred. If clients may select either method, disclose this fact. Explain how often you bill clients or deduct your fees.*

Fees for investment management services are charged quarterly and are based on the total market value of assets managed, as evaluated and priced by your securities custodian. All quarterly fees are charged in advance and are based upon an account's total market value on the last day of the previous calendar quarter. For example, an account with \$1.2 million in assets would pay \$2,125 ( $\$1,000,000 \times 0.1875\%$  plus  $\$200,000 \times 0.125\%$ ), per the MOS standard management fee schedule. If additional cash or securities exceeding \$20,000 are accepted for management during any billing period, the applicable fees are pro-rated for the number of days remaining in the billing period and are due upon receipt of the new assets. Fees are automatically deducted from accounts, typically within ten (10) business days of the end of the quarter. For new relationships, the fee is prorated based on the number of days remaining in the quarter and is assessed on the value of the account on the date that the asset are received - provided a *Client Investment Counsel Agreement* has been signed. As a matter of policy, MOS does not send bills to clients for fees incurred, but does provide written invoices that disclose the value of the assets on the billing date, the fee rate, the actual fee deducted from the account, and the method for calculating the fee. Our securities custodians also provide a detailed listing of fee deductions from client accounts on monthly statements and on some tax reporting statements (1099s).

- C. Brokerage Commissions & Other Fees. *Describe any other types of fees or expenses clients may pay in connection with your advisory services, such as custodian fees or mutual fund expenses. Disclose that clients will incur brokerage and other transaction costs, and direct clients to the section(s) of your brochure that discuss brokerage.*

MOS's investment management fee does not include the transaction costs charged by banks or brokers who executed trades on our client's behalf. Additionally, client funds held in mutual funds, including money market funds, are charged a fee by the fund's management and also by us. As a fiduciary, MOS is obligated to obtain the best price and execution available, and considers the full range, quality, and value of the brokerage services it obtains for clients. Although commission rates are generally very competitive, clients may be able to execute similar transactions at lower rates. Directing multiple accounts through specific brokers, results in lower transaction costs for MOS clients.

- D. Advanced Payments & Refunds. *If your clients either may or must pay your fees in advance, disclose this fact. Explain how a client may obtain a refund of a pre-paid fee if the advisory contract is terminated before the end of the billing period. Explain how you will determine the amount of the refund.*

All quarterly fees are charged in advance and are based on an account's total market value on the last day of the previous calendar quarter. The asset management agreement between MOS and a client may be terminated by either party at any time upon written notice. A pro-rata refund of the prepaid and unearned asset management fee will be refunded promptly. Also, any and all management fees paid to MOS will be returned if a client relationship is terminated within the first fifteen (15) days of a new advisory agreement.

- E. Other Compensation Policies. *If you or any of your supervised persons accepts compensation for the sale of securities or other investment products, including asset-based sales charges or service fees from the sale of mutual funds, disclose this fact and respond to Items 5.E.1, 5.E.2, 5.E.3 and 5.E.4.*

MOS is a fee-only advisor and does not receive any compensation through commissions, trading mark-ups/downs, or product sales. We do not receive 12b-1 compensation from mutual funds - the sales fees typically

passed on to stockbrokers who sell funds. Our only source of revenue is the fee income earned for asset management, financial planning, investment research, or management consulting services.

### ***Item 6 - Performance-Based Fees***

- A. *If you or any of your supervised persons accepts performance-based fees – that is, fees based on a share of capital gains on or capital appreciation of the assets of a client (such as a client that is a hedge fund or other pooled investment vehicle) – disclose this fact. If you or any of your supervised persons manage both accounts that are charged a performance-based fee and accounts that are charged another type of fee, such as an hourly or flat fee or an asset-based fee, disclose this fact. Explain the conflicts of interest that you or your supervised persons face by managing these accounts at the same time, including that you or your supervised persons have an incentive to favor accounts for which you or your supervised persons receive a performance-based fee, and describe generally how you address these conflicts.*

MOS has no performance-based fee arrangements. All fees are charged based on the schedule listed in item 2-A above.

### ***Item 7 - Types of Clients***

- A. *Describe the types of clients to whom you generally provide investment advice, such as individuals, trusts, investment companies, or pension plans. If you have any requirements for opening or maintaining an account, such as a minimum account size, disclose the requirements.*

MOS provides investment advice to individuals, trusts, endowments, foundations, corporations, pension plans, and other money management firms. We do impose certain conditions for managing accounts, such as a minimum \$7,500 annual fee for asset management services. As a result, an account which falls below \$1,000,000 would pay more than the 0.75% maximum fee. The minimum fee, however, may be negotiated. Additionally, disputes between MOS and a client are subject to settlement by arbitration before a dispute resolution organization selected by MOS.

### ***Item 8 - Methods of Analysis & Strategies***

- A. Securities Analysis & Selection. *Describe the methods of analysis and investment strategies you use in formulating investment advice or managing assets. Explain that investing in securities involves risk of loss that clients should be prepared to bear.*

MOS may invest client assets in shares of common and preferred stock, including exchange-listed, over-the-counter and foreign issues. We will also invest in various debt securities, including CDs, commercial paper, and treasury, mortgage, corporate, and municipal bonds. Some portfolios may be invested in mutual fund shares from a small but select group of fund families. These mutual funds invest in similar securities to those listed above. Under some circumstances, MOS may invest client assets in options contracts on common stock or in partnership interests in real estate or natural resources. All of these securities, including money market mutual funds, have risks associated with them. Risk is a word the investment industry uses frequently and can be best summarized in two ways: 1. risk of permanent principal loss (a loss of all principal due to default or bankruptcy, for instance); 2. market risk - the level of fluctuation or variability in market prices as driven by market

conditions. These risks, and the degree to which our strategies expose clients to them, are addressed in more detail below.

- B. Strategy Risks. *For each significant investment strategy or method of analysis you use, explain the material risks involved. If the method of analysis or strategy involves significant or unusual risks, discuss these risks in detail. If your primary strategy involves frequent trading of securities, explain how frequent trading can affect investment performance, particularly through increased brokerage and other transaction costs and taxes.*

MOS uses several methods of securities analysis and generally follows a single investment discipline. Our analysis of stock and bond securities would be considered both fundamental and technical, which means that we select securities by researching their income statements and balance sheets, by reading the various filings with the SEC, by reviewing company press releases and third-party materials, and by applying valuation measures to the security's current market prices. In other words, we thoroughly review the company's finances and try to determine whether its current market price is higher or lower than it should be.

Once potential securities are selected, we use the same general investment strategy for stock, bond, and mutual fund portfolios. It is a mathematical approach that attempts to provide indications as to whether a security is too high or too low based on its recent price performance relative to its peers and the market in general. Certain questions are always difficult for investors to answer, such as: if a stock or bond's price is falling, how low should it go before I consider buying? Or, if prices are rising, how high should it go before I consider selling? In either case, how much should I buy or sell? Our mathematical approach assists in making these decisions, and it tends to remove emotion from the decision-making process. As with most investment strategies, ours comes with risk. Markets can be volatile at times and our approach requires that clients be fully invested, based on their asset allocation targets, consistently. In fact, as market prices drop, we actually invest more money and become more aggressive in our investment selection. These strategies require patience and the ability to keep money invested throughout market cycles. We can't guarantee the long-term success of the strategies that we employ for our clients.

Our strategies are generally passive, which means that trading is infrequent, securities are held for long periods of time, and operating costs are relatively low. We react to changes in market conditions rather than attempt to predict them. Securities are purchased for the long-term, meaning we would like to own them for decades. Portfolios more closely resemble index funds than active funds.

- C. Securities Risks. *If you recommend primarily a particular type of security, explain the material risks involved. If the type of security involves significant or unusual risks, discuss these risks in detail.*

We typically use "blue-chip" stocks and higher-rated, investment grade bonds in client portfolios (see list in 5-A). "Blue-chip" usually refers to companies that have been around for many years, are household names, have significant market positions, and strong finances. Higher investment grade bonds would include U.S. Treasuries, government agencies, and corporate or municipal issues rated A or better. With few exceptions, the mutual funds that we use would have similar characteristics in their holdings. It is important to note, however, that even blue-chip stocks and investment grade bonds carry significant market risk and may even carry default risk. We attempt to provide a high level of diversification across individual securities and business sectors, but it is impossible to eliminate all risks from a portfolio – even one that holds only money market funds or U.S. Treasuries.

## ***Item 9 - Disciplinary Information***

A. **Criminal or Civil Actions.** *If there are legal or disciplinary events that are material to a client's or prospective client's evaluation of your advisory business or the integrity of your management, disclose all material facts regarding those events. A criminal or civil action in a domestic, foreign or military court of competent jurisdiction in which your firm or a management person:*

- 1. was convicted of, or pled guilty or nolo contendere ("no contest") to (a) any felony; (b) a misdemeanor that involved investments or an investment-related business, fraud, false statements or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, or extortion; or (c) a conspiracy to commit any of these offenses;*
- 2. is the named subject of a pending criminal proceeding that involves an investment-related business, fraud, false statements or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, extortion, or a conspiracy to commit any of these offenses;*
- 3. was found to have been involved in a violation of an investment-related statute or regulation; or*
- 4. was the subject of any order, judgment, or decree permanently or temporarily enjoining, or otherwise limiting, your firm or a management person from engaging in any investment-related activity, or from violating any investment-related statute, rule, or order.*

Neither MOS nor any of its management persons have been involved in any legal or disciplinary actions, including those listed above in section 9-A-1. MOS and its employees have not been named the subject in any legal or disciplinary actions, and MOS and its employees have not been involved in a violation of an investment-related statute or regulation. Neither the firm nor its employees have been the subject of any order, judgment, or decree of any kind.

B. **Regulatory Proceedings.** *An administrative proceeding before the SEC, any other federal regulatory agency, any state regulatory agency, or any foreign financial regulatory authority in which your firm or a management person:*

- 1. was found to have caused an investment-related business to lose its authorization to do business; or*
- 2. was found to have been involved in a violation of an investment-related statute or regulation and was the subject of an order by the agency or authority; (a) denying, suspending, or revoking the authorization of your firm or a management person to act in an investment-related business; (b) barring or suspending your firm's or a management person's association with an investment related business; (c) otherwise significantly limiting your firm's or a management person's investment-related activities; or (d) imposing a civil money penalty of more than \$2,500 on your firm or a management person.*

MOS and its employees have not been involved in any legal or disciplinary actions before the SEC or any other regulatory agency. The firm and its management persons have not been found to have been involved in a violation of any investment-related statute or regulation of any kind.

C. Self-Regulatory Proceedings. *A self-regulatory organization (SRO) proceeding in which your firm or a management person:*

1. *was found to have caused an investment-related business to lose its authorization to do business; or*
2. *was found to have been involved in a violation of the SRO's rules and was: (i) barred or suspended from membership or from association with other members, or was expelled from membership; (ii) otherwise significantly limited from investment-related activities; or (iii) fined more than \$2,500.*

MOS and its employees have not been involved in any legal or disciplinary actions before any self-regulatory organization, including those violations listed in section 9-C-2.

### ***Item 10 - Other Financial Industry Activities & Affiliations***

- A. *If you or any of your management persons are registered, or have an application pending to register, as a broker-dealer or a registered representative of a broker-dealer, disclose this fact.*
- B. *If you or any of your management persons are registered, or have an application pending to register, as a futures commission merchant, commodity pool operator, a commodity trading advisor, or an associated person of the foregoing entities, disclose this fact.*
- C. *Describe any relationship or arrangement that is material to your advisory business or to your clients that you or any of your management persons have with any related person listed below. Identify the related person and if the relationship or arrangement creates a material conflict of interest with clients, describe the nature of the conflict and how you address it.*
1. *broker-dealer, municipal securities dealer, or government securities dealer or broker*
  2. *investment company or other pooled investment vehicle (including a mutual fund, closed-end investment company, unit investment trust, private investment company or "hedge fund," and offshore fund)*
  3. *other investment adviser or financial planner*
  4. *futures commission merchant, commodity pool operator, or commodity trading advisor*
  5. *banking or thrift institution*
  6. *accountant or accounting firm*
  7. *lawyer or law firm*
  8. *insurance company or agency*
  9. *pension consultant*
  10. *real estate broker or dealer*
  11. *sponsor or syndicator of limited partnerships.*
- D. *If you recommend or select other investment advisers for your clients and you receive compensation directly or indirectly from those advisers that creates a material conflict of interest, or if you have other business relationships with those advisers that create a material conflict of interest, describe these practices and discuss the material conflicts of interest these practices create and how you address them.*

MOS is an independent registered investment advisor with no affiliations to bank or brokerage institutions. We have no broker-dealer registrations or pending registrations, and no futures or commodity trading registrations or pending registrations. MOS and its management persons have no third-party relationships with any of the organizations or individuals listed in section 10-C. Please refer to section 12-A for information on our arrangements with the securities custodians we select for our clients. MOS does not recommend or select other investment advisors for clients, nor do we receive any compensation from mutual fund companies, such as 12b-1 fees, for investing clients' money in their funds.

### ***Item 11 - Code of Ethics***

- A. **MOS Written Code of Ethics.** *If you are an SEC-registered adviser, briefly describe your code of ethics adopted pursuant to SEC rule 204A-1 or similar state rules. Explain that you will provide a copy of your code of ethics to any client or prospective client upon request.*

In the spirit of good corporate citizenship and as a matter of policy, MOS has adopted a Code of Ethics. All partners, officers, directors and employees (both full & part-time) of the firm are subject to the Code. Its purpose is to set forth principals and standards of conduct that reflect the highest level of integrity and professionalism for a private money management organization. Copies are distributed annually to all personnel, are published in our quarterly newsletter, *The Capital Quarterly*, every two years, and are available to all clients or prospective clients upon request.

- B. **Financial Interest in Issuers.** *If you or a related person recommends to clients, or buys or sells for client accounts, securities in which you or a related person has a material financial interest, describe your practice and discuss the conflicts of interest it presents. Describe generally how you address conflicts that arise.*

MOS employees may recommend to clients or buy/sell the same securities in which they or a related person has a financial interest. In such instances, the transaction must be discussed with the client prior to order entry, all material conflicts of interest must be disclosed, and a written record of the disclosure must be maintained in the relevant employee's trading file. MOS does not maintain a corporate trading account.

- C. **Financial Interest in Transactions.** *If you or a related person invests in the same securities (or related securities, e.g., warrants, options or futures) that you or a related person recommends to clients, describe your practice and discuss the conflicts of interest this presents and generally how you address the conflicts that arise in connection with personal trading.*

Although discouraged, MOS employees may buy or sell for their personal or family-related accounts the same securities that they recommend to clients. In order to eliminate potential conflicts of interest, and also to maintain its fiduciary responsibility, MOS has established a written set of policies and procedures that govern employee trading activity. In addition to limits on the timing of transactions, employees must also submit personal transaction reports quarterly. Our employee trading policy, including a description of the related conflicts of interest, is published every two years in *The Capital Quarterly*. A copy of the policy is available to clients upon request. MOS does not maintain a corporate trading account.

- D. **MOS Employee Trading Policy.** *If you or a related person recommends securities to clients, or buys or sells securities for client accounts, at or about the same time that you or a related person buys or sells the same securities for your own (or the related person's own) account, describe your practice*

*and discuss the conflicts of interest it presents. Describe generally how you address conflicts that arise.*

Allowing portfolio managers to buy and sell for themselves the same securities that they buy and sell for clients may create an environment in which the advisor's independent judgment is compromised. This may also hold true if an advisor manages a proprietary trading account for his or her employer or for its associated persons. Fiduciary concerns also arise when block trades are allocated to multiple accounts, including those benefiting portfolio managers or their firms. MOS discourages employees from trading in the same securities that are bought or sold for clients. MOS has a formal policy regarding personal trading activity, including guidelines for periodic reviews of all employee transactions. Employees may not participate in block trades and must adhere to the 48 hour rule with regard to personal transactions. MOS employees will not trade in any security for a period of 48 hours before or after a similar transaction is made for a client. Our employee trading policy, including a description of the related conflicts of interest, is published every two years in *The Capital Quarterly*. A copy of the policy is available to clients upon request. MOS does not maintain a corporate trading account.

## ***Item 12 - Brokerage Practices***

- A. **How We Select Brokers & Soft Dollar Policy.** *Describe the factors that you consider in selecting or recommending broker-dealers for client transactions and determining the reasonableness of their compensation (e.g., commissions).*

Unless a client specifies a broker, MOS will select institutions for transactions, typically major banks or brokerage firms. We are obligated to obtain the best price and execution available, and consider the full range, quality, and value of the brokerage services we obtain for clients. MOS will look for the following in evaluating its broker's execution services: cents per share, cost per coupon/allocation (bonds), prime broker fees, quality of execution (timeliness and bid/ask), errors, client-service support, integrity, reputation, financial stability, reliability of systems, record-keeping, and general back office service. Although commission rates are generally very competitive, clients may be able to execute similar transactions at lower rates. Directing multiple accounts through specific brokers, results in lower transaction costs for MOS clients, as well as providing us with access to research, advanced trading software, and client reporting tools. Each of these benefits is available to all MOS clients. Should a client direct MOS to use a particular broker, our ability to achieve best execution may be limited. Please refer to section 11-A-1 below for a description of our relationship with Fidelity Institutional Wealth Services, our primary custodian and principal stock transaction provider.

1. *Research and Other Soft Dollar Benefits. If you receive research or other products or services other than execution from a broker-dealer or a third party in connection with client securities transactions ("soft dollar benefits"), disclose your practices and discuss the conflicts of interest they create.*

Traditional brokerage firms typically offer both market research and trade execution services. These firms often provide free access to their research if individuals or investment firms direct stock or bond transactions through their trading departments. Certain firms also focus on providing custodial services, computer software, and practice management tools for independent investment advisors like MOS. These additional services are offered free of charge to the investment firms if they have their clients open accounts and execute trades. These "benefits" are collectively referred to as "soft dollar" because they provide a material benefit to the firm and possibly an incentive to use one company's services over another's that may be less expensive and/or more efficient.

MOS has no formal soft dollar relationships. However, we do have asset custodial arrangements with several large brokerage firms. We direct the majority of our clients to Fidelity Institutional Wealth Services in Boston, one of the nation's largest custodians of investment securities. Through this arrangement, we

gain access to research, trading software, and a number of business tools that make our practice more efficient. Our policy, however, is to achieve the best overall execution of transactions for our clients, which means we are free to transact with other firms and have those trades settle in our clients' accounts at Fidelity.

2. *Explain that when you use client brokerage commissions (or markups or markdowns) to obtain research or other products or services, you receive a benefit because you do not have to produce or pay for the research, products or services.*

MOS does not pay Fidelity or any other brokerage firm directly for the research or business services that they provide. In fact, our clients actually provide the revenue to these firms through the transaction costs they pay and through the fees that might be generated by money market funds, stock or bond mutual funds, margin balances, or banking-type administrative levies from debit card usage or wire transfers.

3. *Disclose that you may have an incentive to select or recommend a broker-dealer based on your interest in receiving the research or other products or services, rather than on your clients' interest in receiving most favorable execution.*

MOS has an incentive to direct client accounts and trades to a primary broker-dealer like Fidelity because doing so makes our job easier and results in lower costs to all of our clients. Directing multiple accounts through specific brokers, results in lower transaction costs for our clients, as well as providing us with access to research, advanced trading software, and client reporting tools. Each of these benefits is available to all MOS clients. Our policy is to conduct an evaluation of our broker's performance once every calendar year, including comparisons against other firms' published rates and reputations for service and corporate citizenship. The review includes an evaluation of trade execution speed, spread, and price improvement. In other words, the evaluation is designed to answer the question: is our choice for client transactions providing faster, cheaper, and more efficient trades? We review the National Best Bid or Offer (NBBO) statistics to see if clients are receiving good services. The NBBO is a consolidated quote representing the highest bid and lowest offer for a given security across all exchanges and/or market makers. The results of these evaluations are available to clients upon request.

4. *If you may cause clients to pay commissions (or markups or markdowns) higher than those charged by other broker-dealers in return for soft dollar benefits (known as paying-up), disclose this fact.*

We seek to negotiate the lowest possible stock, bond, mutual fund, and option commission rates commensurate with the service provided by the broker. The majority of MOS transactions fall under a negotiated rate of approximately \$7-\$12 per trade or \$0.01 per share for trades above 1,000 shares. Although commission rates are generally very competitive, clients may be able to execute similar transactions at lower rates.

5. *Disclose whether you use soft dollar benefits to service all of your clients' accounts or only those that paid for the benefits. Disclose whether you seek to allocate soft dollar benefits to client accounts proportionately to the soft dollar credits the accounts generate.*

The benefits MOS receives from custodians and broker/dealers are available to all clients.

6. *Describe the types of products and services you or any of your related persons acquired with client brokerage commissions (or markups or markdowns) within your last fiscal year.*

MOS gained access to research, advanced trading software, client reporting tools, and back-office services over the last fiscal year through its custodial and trading relationships with Fidelity and other firms.

7. *Explain the procedures you used during your last fiscal year to direct client transactions to a particular broker-dealer in return for soft dollar benefits you received.*

MOS has no formal soft dollar relationships. However, we do have asset custodial arrangements with several large brokerage firms. We direct the majority of our clients to Fidelity Institutional Wealth Services in Boston, one of the nation's largest custodians of investment securities. Clients then receive the commission rates that we have negotiated. Clients with significant assets are asked to sign a prime brokerage services agreement, which allows us to buy or sell securities through most brokerage firms and have those trades settle within the Fidelity account. Consistent with our fiduciary responsibility, this assists us in finding the best securities and prices, particularly in the bond markets.

8. *Brokerage for Client Referrals. If you consider, in selecting or recommending broker-dealers, whether you or a related person receives client referrals from a broker-dealer or third party, disclose this practice and discuss the conflicts of interest it creates.*

MOS does not receive client referrals from broker-dealers or custodians.

9. *Disclose that you may have an incentive to select or recommend a broker-dealer based on your interest in receiving client referrals, rather than on your clients' interest in receiving most favorable execution.*

MOS does not receive client referrals from broker-dealers or custodians.

10. *Explain the procedures you used during your last fiscal year to direct client transactions to a particular broker-dealer in return for client referrals.*

MOS does not receive client referrals from broker-dealers or custodians.

11. *Directed Brokerage: If you routinely recommend, request or require that a client direct you to execute transactions through a specified broker-dealer, describe your practice or policy. Explain that not all advisers require their clients to direct brokerage. If you and the broker-dealer are affiliates or have another economic relationship that creates a material conflict of interest, describe the relationship and discuss the conflicts of interest it presents. Explain that by directing brokerage you may be unable to achieve most favorable execution of client transactions, and that this practice may cost clients more money.*

Clients may select a broker-dealer for both asset custody and/or brokerage services. In such cases, our ability to achieve best execution may be limited. A limited power of attorney must be on file with the broker-dealer, giving us authority to initiate transactions. MOS must be listed as an "interested party" on the account and receive duplicate confirmations and statements. MOS is an independent registered investment advisor and has no third-party affiliations.

12. *If you permit a client to direct brokerage, describe your practice. If applicable, explain that you may be unable to achieve most favorable execution of client transactions. Explain that directing brokerage may cost clients more money. For example, in a directed brokerage account, the client may pay higher brokerage commissions because you may not be able to aggregate orders to reduce transaction costs, or the client may receive less favorable prices.*

Clients may select a broker-dealer for both asset custody and/or brokerage services. In such cases, our ability to achieve the best execution at the lowest cost may be limited. With some firms, the selection of investments may also be limited, as not all broker-dealers make a market, trade, or custody some of the securities that we often use in client accounts.

- B. Trade Aggregation. *Discuss whether and under what conditions you aggregate the purchase or sale of securities for various client accounts. If you do not aggregate orders when you have the opportunity to do so, explain your practice and describe the costs to clients of not aggregating.*

Aggregating accounts means that a single order for a large block of securities may be entered at one time instead of many individual orders. After the trade, the securities are distributed among the various accounts. MOS regularly purchases bonds in blocks and then allocates them in pieces to client accounts. By buying in bulk, particularly in markets that see less trading activity or have no formal exchange, MOS can obtain lower prices on securities than otherwise would be available to the clients individually. With stock purchases however, given that we tend to invest almost exclusively in large company stocks, aggregation is typically not advantageous and MOS does not make a practice of combining clients' securities in blocks for order purposes.

### ***Item 13 - Review of Accounts***

- A. Policies & Procedures. *Indicate whether you periodically review client accounts or financial plans. If you do, describe the frequency and nature of the review, and the titles of the supervised persons who conduct the review.*

Formal reviews of accounts are conducted as frequently as requested by clients and at least quarterly by MOS portfolio managers - or when dictated by market conditions. Mr. Moore and Ms. O'Neil, the primary relationship managers at MOS, conduct all reviews, with each having responsibility for about 50% of portfolios. Financial plans are updated every 3-5 years or as requested by clients, or as necessitated by life-change events (such as divorce or inheritance).

- B. Triggering Events. *If you review client accounts on other than a periodic basis, describe the factors that trigger a review.*

All MOS accounts are managed continuously. We use the same general investment strategy for stock, bond, and mutual fund portfolios. It is a mathematical approach that attempts to provide indications as to whether a security is too high or too low based on its recent price performance relative to its peers and the market in general. When market conditions become volatile - sharp price swings in one direction or another - our strategy tends to provide buy or sell signals. At such times, an additional review is triggered, usually in anticipation of the purchase or sale of securities as indicated by our mathematical strategy.

- C. Written Reports to Clients. *Describe the content and indicate the frequency of regular reports you provide to clients regarding their accounts. State whether these reports are written.*

Clients receive monthly statements from their custodian bank/broker that indicate security positions, market values, and transaction histories. Quarterly performance reports are provided by MOS for certain accounts in accordance with established industry performance measurement standards - however, they are not reviewed by a third-party auditor. These reports show an account's asset allocation and its annualized returns for multiple time periods.

### ***Item 14 - Client Referrals***

- A. *If someone who is not a client provides an economic benefit to you for providing investment advice or other advisory services to your clients, generally describe the arrangement, explain the conflicts of interest, and describe how you address the conflicts of interest. For purposes of this Item, economic benefits include any sales awards or other prizes.*

MOS has no reciprocal or referral arrangements with brokers, or any third-party brokerage affiliations. Employees who execute transactions on behalf of clients may not accept gifts in excess of \$50 annually from banks, brokers, dealers or mutual fund organizations. Employees may, however, attend conferences sponsored and paid for by such organizations.

- B. *If you or a related person directly or indirectly compensates any person who is not your supervised person for client referrals, describe the arrangement and the compensation.*

From time to time, MOS may compensate other individuals for referring clients. Payments for such referrals may be either a percentage of the client's annual fee or a fixed rate. Any such referral payment arrangements are fully disclosed to those clients affected by the policy prior to entering into an advisory agreement with MOS. A client signature must be obtained on a copy of the disclosure letter.

### ***Item 15 – Custody***

- A. *If you have custody of client funds or securities and a qualified custodian sends quarterly, or more frequent, account statements directly to your clients, explain that clients will receive account statements from the broker-dealer, bank or other qualified custodian and that clients should carefully review those statements. If your clients also receive account statements from you, your explanation must include a statement urging clients to compare the account statements they receive from the qualified custodian with those they receive from you.*

MOS does not take custody of client assets. Assets are held by major brokerage firms, and those firms will provide detailed statements regarding account holdings and account activity. Access to account information is also available via online channels. We encourage clients to review monthly statements and all other correspondence regarding their accounts. Other than quarterly fee deductions, MOS does not retain the authority to remove or transfer assets out of client accounts. Clients provide us with a limited discretionary authority to execute securities transactions on their behalf.

### ***Item 16 - Investment Discretion***

- A. *If you accept discretionary authority to manage securities accounts on behalf of clients, disclose this fact and describe any limitations clients may (or customarily do) place on this authority. Describe the procedures you follow before you assume this authority (e.g., execution of a power of attorney).*

Clients may, at any time, place specific restrictions on the securities to be bought or sold in their portfolios. If no restrictions are placed on an account, MOS generally exercises discretion over the securities to be bought and sold and the timing of transactions. When we are hired to manage an account, clients review and sign a *Client Investment Counsel Agreement*, a two-page document that provides a limited power of attorney and describes the characteristics of our authority over the assets.

### ***Item 17 - Voting Client Securities (Proxy Voting)***

- A. *If you have, or will accept, authority to vote client securities, briefly describe your voting policies and procedures, including those adopted pursuant to SEC rule 206(4)-6. Describe whether (and, if so, how) your clients can direct your vote in a particular solicitation. Describe how you address conflicts of interest between you and your clients with respect to voting their securities. Describe how clients may obtain information from you about how you voted their securities. Explain to clients that they may obtain a copy of your proxy voting policies and procedures upon request.*

We believe that clients are better informed regarding their investments if they elect to receive and vote on matters involving their securities, and encourage them to do so. However under some circumstances, MOS may elect to receive, review and vote proxies on behalf of certain clients (SEC Rule 206 4-6). Those clients must provide written authorization to MOS and instructions to their securities custodian to deliver proxy materials. In accordance with its fiduciary responsibility, MOS will cast the proxy votes in a manner consistent with the best interests of its clients and will adhere to specific policies and procedures.

Although corporate proxy issues vary substantially, MOS has implemented a plan for voting some of corporate America's most common matters. Should any material conflicts of interest arise with the voting of a proxy, we will contact the client(s), explain the potential conflict, and offer to vote based on the client's specific instructions. The MOS investment committee will review proxy voting histories and the firm's policies and procedures on an annual basis. Clients may obtain copies of MOS proxy voting records for their accounts by submitting a written request. Voting records will be maintained for five years. At least once every three years, clients will be notified in writing of these policies and procedures through *The Capital Quarterly* publication.

- B. *If you do not have authority to vote client securities, disclose this fact. Explain whether clients will receive their proxies or other solicitations directly from their custodian or a transfer agent or from you, and discuss whether (and, if so, how) clients can contact you with questions about a particular solicitation.*

Most MOS clients will receive proxy voting materials directly from their securities custodian; we are available to assist with the voting process, if necessary.

### ***Item 18 - Financial Information***

- A. *If you require or solicit prepayment of more than \$1,200 in fees per client, six months or more in advance include a balance sheet for your most recent fiscal year.*
- 1. The balance sheet must be prepared in accordance with generally accepted accounting principles, audited by an independent public accountant, and accompanied by a note stating the principles used to prepare it, the basis of securities included, and any other explanations required for clarity.*
  - 2. Show parenthetically the market or fair value of securities included at cost.*

3. *Qualifications of the independent public accountant and any accompanying independent public accountant's report must conform to Article 2 of SEC Regulation S-X.*

B. *If you have discretionary authority or custody of client funds or securities, or you require or solicit prepayment of more than \$1,200 in fees per client, six months or more in advance, disclose any financial condition that is reasonably likely to impair your ability to meet contractual commitments to clients.*

MOS does not require the prepayment of fees six months or more in advance.

C. *If you have been the subject of a bankruptcy petition at any time during the past ten years, disclose this fact, the date the petition was first brought, and the current status.*

MOS has not been the subject of a bankruptcy petition during the past ten years.

### ***Item 19 - State Registration Issues***

A. *Identify each of your principal executive officers and management persons, and describe their formal education and business background. If you have supplied this information elsewhere in your Form ADV, you do not need to repeat it in response to this Item.*

Please refer to SEC Registration Supplement 1 - part 2B.

B. *Describe any business in which you are actively engaged (other than giving investment advice) and the approximate amount of time spent on that business. If you have supplied this information elsewhere in your Form ADV, you do not need to repeat it in response to this Item.*

Please refer to section 1-B.

C. *In addition to the description of your fees in response to Item 5 of Part 2A, if you or a supervised person are compensated for advisory services with performance-based fees, explain how these fees will be calculated. Disclose specifically that performance-based compensation may create an incentive for the adviser to recommend an investment that may carry a higher degree of risk to the client.*

MOS has no performance-based fee arrangements. All fees are charged based on the schedule listed in section 2-A.

D. *If you or a management person has been involved in one of the events listed below, disclose all material facts regarding the event.*

1. *An award or otherwise being found liable in an arbitration claim alleging damages in excess of \$2,500, involving any of the following:*

- (a) an investment or an investment-related business or activity;*
- (b) fraud, false statement(s), or omissions;*
- (c) theft, embezzlement, or other wrongful taking of property;*
- (d) bribery, forgery, counterfeiting, or extortion; or*
- (e) dishonest, unfair, or unethical practices.*

2. *An award or otherwise being found liable in a civil, self-regulatory organization, or administrative proceeding involving any of the following:*

- (a) an investment or an investment-related business or activity;*
- (b) fraud, false statement(s), or omissions;*
- (c) theft, embezzlement, or other wrongful taking of property;*
- (d) bribery, forgery, counterfeiting, or extortion; or*
- (e) dishonest, unfair, or unethical practices.*

MOS and its employees have not been involved in any legal or disciplinary actions, nor have they been found liable in any of the proceedings listed above.

- E. *In addition to any relationship or arrangement described in response to Item 10.C. of Part 2A, describe any relationship or arrangement that you or any of your management persons have with any issuer of securities that is not listed in Item 10.C. of Part 2A.*

MOS does not have any investment bank or broker-dealer affiliations.

**Note:** This SEC Registration Statement, Form ADV – Part 2, does not include Part 2A - Appendix 1 because MOS does not participate in wrap fee programs.

***Item 1 - Cover Page***

**Registration Supplement 1**

**FORM ADV – Part 2B**

(Brochure date: January 25, 2012)

***Supervised Person:***

William F. Moore, Jr.

MOS Capital, Inc.

BB&T Center

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Norfolk, Virginia 23510

(757) 222-3710

(757) 222-3720

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This brochure supplement provides information about William F. Moore, Jr. that supplements the MOS Capital, Inc. brochure. Please contact MOS at one of the above-listed numbers if you have any questions about the contents of this supplement. Additional information is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

***Item 2 - Educational Background and Business Experience***

- A. *Disclose the supervised person's name, age (or year of birth), formal education after high school, and business background (including an identification of the specific positions held) for the preceding five years. If the supervised person has no high school education, no formal education after high school, or no business background, disclose this fact. You may list any professional designations held by the supervised person, but if you do so, you must provide a sufficient explanation of the minimum qualifications required for each designation to allow clients to understand the value of the designation.*

William F. Moore, Jr. / Mr. Moore chairs the firm's investment committee and manages the fixed-income and equity research departments for MOS. He has over 24 years of capital markets experience. Before co-founding MOS Capital, Mr. Moore directed bond index hybrid strategies for Merrill Lynch and managed discretionary portfolios for both institutional and affluent clients. He originally joined ML as a quantitative analyst, specializing in the government and mortgage-backed market sectors. Mr. Moore began his career at a regional bank based in Jacksonville, FL, where he held positions in commercial lending and risk management. He shared responsibility for management of the bank's secondary fixed-income assets. Mr. Moore graduated from the University of Virginia with a Bachelor of Arts degree. He received a Master of Business Administration degree from Jacksonville University. (DOB 1966).

### ***Item 3 - Disciplinary Information***

- A. *If there are legal or disciplinary events material to a client's or prospective client's evaluation of the supervised person, disclose all material facts regarding those events.*

William F. Moore, Jr. has not been the subject of any legal or disciplinary actions in any civil or criminal case in a domestic, foreign, or military court, nor has he been involved in any administrative proceeding before the SEC, any other federal regulatory agency, any state agency, any foreign financial regulatory agency, or a self-regulatory agency.

### ***Item 4 - Other Business Activities***

- A. *If the supervised person is actively engaged in any investment-related business or occupation, including if the supervised person is registered, or has an application pending to register, as a broker-dealer, registered representative of a broker-dealer, futures commission merchant ("FCM"), commodity pool operator ("CPO"), commodity trading advisor ("CTA"), or an associated person of an FCM, CPO, or CTA, disclose this fact and describe the business relationship, if any, between the advisory business and the other business.*

William F. Moore, Jr. is not actively engaged, nor does he intend to engage, in any of the above-listed investment related business activities.

- B. *If the supervised person is actively engaged in any business or occupation for compensation not discussed in response to Item 4 above, and the other business activity or activities provide a substantial source of the supervised person's income or involve a substantial amount of the supervised person's time, disclose this fact and describe the nature of that business. If the other business activities represent less than 10 percent of the supervised person's time and income, you may presume that they are not substantial.*

Please refer to section 1-B.

*Describe any business in which you are actively engaged (other than giving investment advice) and the approximate amount of time spent on that business. If you have supplied this information elsewhere in your Form ADV, you do not need to repeat it in response to this Item.*

Please refer to section 1-B.

### ***Item 5 - Additional Compensation***

- A. *If someone who is not a client provides an economic benefit to the supervised person for providing advisory services, generally describe the arrangement. For purposes of this Item, economic benefits include sales awards and other prizes, but do not include the supervised person's regular salary. Any bonus that is based, at least in part, on the number or amount of sales, client referrals, or new accounts should be considered an economic benefit, but other regular bonuses should not.*

MOS has no reciprocal or referral arrangements with brokers, or any third-party brokerage affiliations. Employees who execute transactions on behalf of clients may not accept gifts in excess of \$50 annually from banks, brokers, dealers or mutual fund organizations. Employees may, however, attend conferences sponsored and paid for by such organizations.

### ***Item 6 – Supervision***

- A. *Explain how you supervise the supervised person, including how you monitor the advice the supervised person provides to clients. Provide the name, title and telephone number of the person responsible for supervising the supervised person's advisory activities on behalf of your firm.*

In the spirit of good corporate citizenship and as a matter of policy, MOS has adopted a Code of Ethics. All partners, officers, directors and employees (both full & part-time) of the firm are subject to the Code. Its purpose is to set forth principals and standards of conduct that reflect the highest level of integrity and professionalism for a private money management organization. Copies are distributed annually to all personnel. To address individual employee actions and potential conflicts of interest, MOS also has policies and procedures in place governing employee trading, client privacy, brokerage and transaction processing, and proxy voting. William F. Moore, Jr. is the Chief Compliance Officer (757 222-3710).

### ***Item 7 - State Registration Issues***

- A. *In addition to the events listed in Item 3 of Part 2B, if the supervised person has been involved in one of the events listed below, disclose all material facts regarding the event.*

1. *An award or otherwise being found liable in an arbitration claim alleging damages in excess of \$2,500, involving any of the following:*

- (a) an investment or an investment-related business or activity;*
- (b) fraud, false statement(s), or omissions;*
- (c) theft, embezzlement, or other wrongful taking of property;*
- (d) bribery, forgery, counterfeiting, or extortion; or*
- (e) dishonest, unfair, or unethical practices.*

2. *An award or otherwise being found liable in a civil, self-regulatory organization, or administrative proceeding involving any of the following:*

- (a) an investment or an investment-related business or activity;*
- (b) fraud, false statement(s), or omissions;*
- (c) theft, embezzlement, or other wrongful taking of property;*
- (d) bribery, forgery, counterfeiting, or extortion; or*
- (e) dishonest, unfair, or unethical practices.*

- B. *If the supervised person has been the subject of a bankruptcy petition, disclose that fact, the date the petition was first brought, and the current status.*

William F. Moore, Jr. has not been the subject of any legal or disciplinary actions, including all those stipulated in Item 7 above, nor has he been the subject of a bankruptcy petition.

***Item 1 - Cover Page***

**Registration Supplement 2**

**FORM ADV – Part 2B**

(Brochure date: January 25, 2012)

***Supervised Person:***

Jillian A. Martin-O'Neil  
MOS Capital, Inc.  
BB&T Center  
500 E. Main St., Suite 1135  
Norfolk, Virginia 23510  
(757) 222-3710  
(757) 222-3720  
(888) 831-3159  
**www.moscapital.com**

This brochure supplement provides information about Jillian A. Martin-O'Neil that supplements the MOS Capital, Inc. brochure. Please contact MOS at one of the above-listed numbers if you have any questions about the contents of this supplement. Additional information is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

***Item 2 - Educational Background and Business Experience***

- A. *Disclose the supervised person's name, age (or year of birth), formal education after high school, and business background (including an identification of the specific positions held) for the preceding five years. If the supervised person has no high school education, no formal education after high school, or no business background, disclose this fact. You may list any professional designations held by the supervised person, but if you do so, you must provide a sufficient explanation of the minimum qualifications required for each designation to allow clients to understand the value of the designation.*

Jillian A. Martin-O'Neil / Ms. Martin-O'Neil serves as Marketing Director and coordinates financial planning and mutual fund services for MOS. She has over 22 years of capital markets experience. Before joining MOS, Ms. Martin-O'Neil was a Vice President with Merrill Lynch and served as the Assistant Director of corporate training in Princeton, NJ. She was responsible for the development of training policy for the Firm's 15,000 sales representatives and also served as a classroom instructor, specializing in financial planning and strategic marketing. She also managed investment portfolios for institutional and individual clients while a financial consultant at Merrill Lynch and UBS. Ms. Martin-O'Neil graduated from Ohio State University with a Bachelor of Science degree and also completed study at the ML/Donald T. Regan School of Advanced Financial Management. (DOB 1960).

### ***Item 3 - Disciplinary Information***

- A. *If there are legal or disciplinary events material to a client's or prospective client's evaluation of the supervised person, disclose all material facts regarding those events.*

Jillian A. Martin-O'Neil has not been the subject of any legal or disciplinary actions in any civil or criminal case in a domestic, foreign, or military court, nor has she been involved in any administrative proceeding before the SEC, any other federal regulatory agency, any state agency, any foreign financial regulatory agency, or a self-regulatory agency.

### ***Item 4 - Other Business Activities***

- A. *If the supervised person is actively engaged in any investment-related business or occupation, including if the supervised person is registered, or has an application pending to register, as a broker-dealer, registered representative of a broker-dealer, futures commission merchant ("FCM"), commodity pool operator ("CPO"), commodity trading advisor ("CTA"), or an associated person of an FCM, CPO, or CTA, disclose this fact and describe the business relationship, if any, between the advisory business and the other business.*

Jillian A. Martin-O'Neil is not actively engaged, nor does she intend to engage, in any of the above-listed investment related business activities.

- B. *If the supervised person is actively engaged in any business or occupation for compensation not discussed in response to Item 4 above, and the other business activity or activities provide a substantial source of the supervised person's income or involve a substantial amount of the supervised person's time, disclose this fact and describe the nature of that business. If the other business activities represent less than 10 percent of the supervised person's time and income, you may presume that they are not substantial.*

Please refer to section 1-B.

*Describe any business in which you are actively engaged (other than giving investment advice) and the approximate amount of time spent on that business. If you have supplied this information elsewhere in your Form ADV, you do not need to repeat it in response to this Item.*

Please refer to section 1-B.

### ***Item 5 - Additional Compensation***

- A. *If someone who is not a client provides an economic benefit to the supervised person for providing advisory services, generally describe the arrangement. For purposes of this Item, economic benefits include sales awards and other prizes, but do not include the supervised person's regular salary. Any bonus that is based, at least in part, on the number or amount of sales, client referrals, or new accounts should be considered an economic benefit, but other regular bonuses should not.*

MOS has no reciprocal or referral arrangements with brokers, or any third-party brokerage affiliations. Employees who execute transactions on behalf of clients may not accept gifts in excess of \$50 annually from banks, brokers, dealers or mutual fund organizations. Employees may, however, attend conferences sponsored and paid for by such organizations.

### ***Item 6 – Supervision***

- A. *Explain how you supervise the supervised person, including how you monitor the advice the supervised person provides to clients. Provide the name, title and telephone number of the person responsible for supervising the supervised person's advisory activities on behalf of your firm.*

In the spirit of good corporate citizenship and as a matter of policy, MOS has adopted a Code of Ethics. All partners, officers, directors and employees (both full & part-time) of the firm are subject to the Code. Its purpose is to set forth principals and standards of conduct that reflect the highest level of integrity and professionalism for a private money management organization. Copies are distributed annually to all personnel. To address individual employee actions and potential conflicts of interest, MOS also has policies and procedures in place governing employee trading, client privacy, brokerage and transaction processing, and proxy voting. William F. Moore, Jr. is the Chief Compliance Officer (757 222-3710).

### ***Item 7 - State Registration Issues***

- A. *In addition to the events listed in Item 3 of Part 2B, if the supervised person has been involved in one of the events listed below, disclose all material facts regarding the event.*

1. *An award or otherwise being found liable in an arbitration claim alleging damages in excess of \$2,500, involving any of the following:*

- (a) an investment or an investment-related business or activity;*
- (b) fraud, false statement(s), or omissions;*
- (c) theft, embezzlement, or other wrongful taking of property;*
- (d) bribery, forgery, counterfeiting, or extortion; or*
- (e) dishonest, unfair, or unethical practices.*

2. *An award or otherwise being found liable in a civil, self-regulatory organization, or administrative proceeding involving any of the following:*

- (a) an investment or an investment-related business or activity;*
- (b) fraud, false statement(s), or omissions;*
- (c) theft, embezzlement, or other wrongful taking of property;*
- (d) bribery, forgery, counterfeiting, or extortion; or*
- (e) dishonest, unfair, or unethical practices.*

- B. *If the supervised person has been the subject of a bankruptcy petition, disclose that fact, the date the petition was first brought, and the current status.*

Jillian A. Martin-O'Neil has not been the subject of any legal or disciplinary actions, including all those stipulated in Item 7 above, nor has she been the subject of a bankruptcy petition.

## **FORM ADV – EXHIBIT A**

(Brochure date: January 25, 2012)

### ***Summary of Material Changes (from Item 2 on front cover)***

*The Dodd-Frank Wall Street Reform and Consumer Protection Act* (the “Act”) was signed into law on July 21, 2010. In order to comply with certain requirements of the Act, MOS Capital, Inc. has made changes to its registrations with regulatory authorities which go into effect in the second half of 2012. MOS has filed registration statements, SEC Form ADV, with the securities regulators of Virginia, Oregon, and California. Previous disclosures indicated that only notice filings had been provided to the state securities agencies.