

Item 1: Cover Sheet

INFORMATIONAL BROCHURE

MORSE CAPITAL PARTNERS OIL & GAS LLC
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This brochure provides information about the qualifications and business practices of Morse Capital Partners Oil & Gas LLC. If you have any questions about the contents of this brochure, please contact us at 804-888-7771 or via email at bmorse@morsecapitalpartners.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about Morse Capital Partners Oil & Gas LLC is also available on the SEC's website at www.adviserinfo.sec.gov.

Item 2: Statement of Material Changes

Morse Capital Partners Oil & Gas LLC is a newly formed investment adviser and is seeking registration with the United States Securities and Exchange Commission.

Item 3: Table of Contents

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MORSE CAPITAL PARTNERS OIL & GAS LLC

Item 4: Advisory Business

- A. Morse Capital Partners Oil & Gas LLC (“MCP Oil & Gas”) has been in business since November 2013 in the commonwealth of Virginia. Morse Capital Partners LLC, the firm’s principal owner, has been in the business of providing investment advice to clients since 2008.
- B. As discussed below, MCP Oil & Gas provides its clients individuals and entities with referral and non-investment related consulting services.

INVESTMENT IMPLEMENTATION/MANAGEMENT

MCP Oil & Gas does not provide investment supervisory, investment management, investment reporting or investment implementation services. Rather, in the event the client desires investment supervisory or management services, MCP Oil & Gas shall recommend that the client allocate his/her/its assets among other investment adviser(s) in the energy sector, including managers of private placements (the “Independent Manager(s)”), to be recommended by MCP Oil & Gas but neither supervised nor reviewed by MCP Oil & Gas. MCP Oil & Gas acts solely in the capacity as solicitor and shall present a separate solicitor disclosure statement describing the nature of the relationship between MCP Oil & Gas, the firm for which MCP Oil & Gas acts as solicitor and the compensation arrangement. The terms and conditions under which the client shall engage the Independent Manager(s) shall be set forth in a separate written agreement between the client and the designated Independent Manager(s). Please Note: If the client engages any such recommended Independent Manager(s) and a dispute arises thereafter relative to such engagement, the client agrees to seek recourse exclusively from and against the Independent Manager(s).

MISCELLANEOUS

Non-Investment Consulting/Implementation Services. If specifically requested by the client, MCP Oil & Gas may provide consulting services regarding non-investment related matters, such as estate planning, tax planning, insurance, etc. Neither MCP Oil & Gas, nor any of its representatives, serves as an attorney, and no portion of MCP Oil & Gas’s services should be construed as same. To the extent requested by a client, MCP Oil & Gas may recommend the services of other professionals for certain non-investment implementation purposes (i.e. attorneys, accountants, insurance, etc.), including certain of MCP Oil & Gas’s representatives in their separate registered/licensed capacities as discussed below. The client is under no obligation to engage the services of any such recommended professional. The client retains absolute discretion over all such implementation decisions and is free to accept or reject any recommendation from MCP Oil & Gas. To that end, clients are encouraged to thoroughly review

all materials regarding any recommended Investment Manager, including their other financial advisors, attorneys and tax advisors. Please Note: If the client engages any such recommended professional and a dispute arises thereafter relative to such engagement, the client agrees to seek recourse exclusively from and against the engaged professional.

Disclosure Statement. A copy of the MCP Oil & Gas's written Brochure as set forth on Part 2A of Form ADV shall be provided to each client prior to, or contemporaneously with, the introduction of the client to the Independent Manager(s). We do not provide any services except for the introduction.

C. MCP Oil & Gas does not provide investment supervisory, investment management, investment reporting or investment implementation services.

D. MCP Oil & Gas does not participate in a wrap fee program.

E. MCP Oil & Gas does not provide investment supervisory, investment management, investment reporting or investment implementation services. As such, the MCP Oil & Gas does not have any assets under management.

Item 5: Fees and Compensation

A. Fees Charged

The MCP Oil & Gas does not provide investment supervisory, investment management, investment reporting or investment implementation services.

INVESTMENT IMPLEMENTATION/MANAGEMENT

As discussed in Item 4, MCP Oil & Gas does not provide investment supervisory, investment management, investment reporting or investment implementation services. MCP Oil & Gas receives a portion of the fees collected by each Investment Manager with regard to each client referred by MCP Oil & Gas. Clients do not pay more fees to an Investment Manager because they were referred by MCP Oil & Gas. The terms and conditions under which the client shall engage the Independent Manager(s) shall be set forth in an agreement between the client and the designated Independent Manager(s).

B. Fee Payment

The MCP Oil & Gas does not provide investment supervisory, investment management, investment reporting or investment implementation services.

C. Other Fees

There are no additional fees payable to MCP Oil & Gas. Clients referred to an Investment Manager will pay fees to that Investment Manager. There may or may not be additional fees or

expenses to third parties or Investment Managers, depending on the Investment Manager and the agreement between that Investment Manager and their client. Clients should thoroughly and carefully review all materials from any Investment Manager prior to executing or otherwise entering into any agreement with an Investment Manager.

D. *Pro-rata* Fees

The MCP Oil & Gas does not provide investment supervisory, investment management, investment reporting or investment implementation services.

E. Compensation for the Sale of Securities.

Neither MCP Oil & Gas nor any of its employees receives compensation for the sale of securities to our clients. MCP Oil & Gas is not a broker-dealer, and no employee of MCP Oil & Gas is a registered representative of a broker-dealer.

Item 6: Performance Based Fees

Fees paid to MCP Oil & Gas will not be based upon a share of capital gains or capital appreciation of your accounts (otherwise known as “performance based fees”).

Item 7: Types of Clients

MCP Oil & Gas does not provide investment supervisory, investment management, investment reporting or investment implementation services. MCP Oil & Gas may recommend Independent Manager(s) to individuals, business entities, trusts, estates, charitable organizations, and pension and profit sharing plans.

Item 8: Methods of Analysis, Investment Strategies and Risk of Loss

MCP Oil & Gas does not provide investment supervisory, investment management, investment reporting or investment implementation services. However, MCP Oil & Gas does review information regarding Investment Managers.

At the onset of the client relationship, MCP Oil & Gas will:

- 1) Interview the client, establish risk tolerance, investment horizon, income/distribution needs and any other constraints that may play a role in the client’s investment parameters
- 2) Determine an appropriate asset allocation and investment management strategy, including the general types of management approach that would be appropriate to meet the client’s needs.
- 3) Prepare a written investment policy outlining the above for the client, including a schedule for regular reviews.

Investing in securities involves risk of loss that clients should be prepared to bear, including loss of principal.

B. MCP Oil & Gas's methods of analysis and investment strategies do not present any significant or unusual risks. However, every method of analysis has its own inherent risks. To perform an accurate market analysis MCP Oil & Gas must have access to current/new market information. MCP Oil & Gas has no control over the dissemination rate of market information; therefore, unbeknownst to MCP Oil & Gas, certain analyses may be compiled with outdated market information, severely limiting the value of MCP Oil & Gas's analysis. Furthermore, an accurate market analysis can only produce a forecast of the direction of market values. There can be no assurances that a forecasted change in market value will materialize into actionable and/or profitable investment opportunities. MCP Oil & Gas's primary investment strategy – use of Long Term Purchases, is a fundamental investment strategy. However, every investment strategy has its own inherent risks and limitations. For example, longer term investment strategies require a longer investment time period to allow for the strategy to potentially develop. Shorter term investment strategies require a shorter investment time period to potentially develop but, as a result of more frequent trading, may incur higher transactional costs when compared to a longer term investment strategy.

C. MCP Oil & Gas does not provide investment supervisory, investment management, investment reporting or investment implementation services. Rather, in the event the client desires investment supervisory or management services, MCP Oil & Gas shall recommend that the client allocate his/her/its assets among other Independent Manager(s) to be recommended by MCP Oil & Gas but neither supervised nor reviewed by MCP Oil & Gas. By allocating assets among Independent Manager(s), clients accept the risk that he/she/it could obtain more or less favorable results by allocating assets among other independent manager(s) that were not recommended by MCP Oil & Gas.

Item 9: Disciplinary Information

None to report.

Item 10: Other Financial Industry Activities and Affiliations

MCP Oil & Gas is 100% owned by Morse Capital Partners LLC which is an SEC-registered investment adviser. Therefore MCP Oil & Gas has a potential conflict of interest because MCP Oil & Gas has the incentive to refer clients to Morse Capital Partners LLC. This conflict is disclosed to clients verbally and in this brochure. MCP Oil & Gas also attempts to mitigate the conflict of interest by requiring employees to acknowledge in the firm's Code of Ethics, their individual fiduciary duty to the clients of MCP Oil & Gas, which requires that employees put the interests of clients ahead of their own.

Please see response to Item 14 of this Part 2.

Item 11: Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

A. A copy of our Code of Ethics is available upon request. Our Code of Ethics includes discussions of our fiduciary duty to clients, political contributions, gifts, entertainment, and trading guidelines.

B. Not applicable.

C. On occasion, an employee of MCP Oil & Gas may purchase for his or her own account securities which are also recommended for clients. Our Code of Ethics details rules for employees regarding personal trading and avoiding conflicts of interest related to trading in one's own account. To avoid placing a trade before a client (in the case of a purchase) or after a client (in the case of a sale), all employee trades must be pre-cleared through the Compliance Officer. All employee trades must either take place in the same block as a client trade or sufficiently apart in time from the client trade so the employee receives no added benefit. Employee statements are reviewed to confirm compliance with the trading procedures.

D. On occasion, an employee of MCP Oil & Gas may purchase for his or her own account securities which are also recommended for clients at the same time the clients purchase the securities. Our Code of Ethics details rules for employees regarding personal trading and avoiding conflicts of interest related to trading in one's own account. To avoid placing a trade before a client (in the case of a purchase) or after a client (in the case of a sale), all employee trades must be pre-cleared through the Compliance Officer. All employee trades must either take place in the same block as a client trade or sufficiently apart in time from the client trade so the employee receives no added benefit. Employee statements are reviewed to confirm compliance with the trading procedures.

Item 12: Brokerage Practices

MCP Oil & Gas does not provide investment supervisory, investment management, investment reporting or investment implementation services. As such, MCP Oil & Gas does not select and/or recommend broker-dealers to clients.

Item 13: Review of Accounts

Not applicable, as MCP Oil & Gas does not manage assets.

Item 14: Client Referrals and Other Compensation

- A. MCP Oil & Gas does not receive any economic benefit from any non-client for providing investment advisory services.
- B. MCP Oil & Gas does not compensate any non-supervised person for client referrals.

Item 15: Custody

MCP Oil & Gas does not have custody of client funds.

Item 16: Investment Discretion

MCP Oil & Gas does not perform investment management services. Accordingly, MCP Oil & Gas does not take discretion over client assets.

Item 17: Voting Client Securities

MCP Oil & Gas does not provide investment advisory services, and therefore, does not vote client securities.

Item 18: Financial Information

- A. MCP Oil & Gas does not solicit fees of more than \$500 per client, six months or more in advance.
- B. MCP Oil & Gas does not provide investment management services on a discretionary basis.
- C. MCP Oil & Gas has not been the subject of a bankruptcy petition.