

Form ADV Part 2A

Last Updated: December 31, 2012

Wall Foss Advisors, Inc.

SEC File Number: 801- 61827

CRD Number: 125272

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This brochure provides information about the qualifications and business practices of Wall Foss Advisors, Inc. If you have any questions about the contents of this brochure, please contact Lee Wall at (863) 683-0708 and/or via LWall@wallfoss.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 Wall Foss Advisors, Inc. also is available on the SEC's website at www.adviserinfo.sec.gov.

Although Wall Foss Advisors, Inc. may use the term "registered investment adviser" or use the term "registered" through this Form ADV Part 2A, the use of these terms is not intended to imply a certain level of skill or training.

Item 2. Material Changes since Last Update

The U.S. Securities and Exchange Commission (“SEC”) issued a final rule in July 2010 requiring advisers to provide a Firm Brochure in narrative “plain English” format. The new final rule specifies mandatory sections and organization and compliance with the Rule becomes mandatory. Filing via IARD must be made within 90 days of the end of each adviser’s fiscal year end.

Material Changes since last update:

- Item 4 of Form ADV Part 2A. Updated Assets under advisement and number of accounts.
- Item 2 of Form ADV Part 2B. Nicolas S. Toadvine was added as an investment adviser representative.
- Item 2 of Form ADV Part 2B. Jason Williams was added as an investment adviser representative.
- Item 3 of Form ADV Part 2B. Mr. Nicolas Toadvine (CRD# 3260858) has a disciplinary history, the details of which can be found on either the Financial Industry Regulatory Authority’s (FINRA) BrokerCheck system (www.finra.org/brokercheck) or the IAPD (www.adviserinfo.sec.gov).
- Item 4 of Form ADV Part 2B. Mr. Nicolas Toadvine is currently affiliated with a FINRA member broker/dealer as a registered representative.

Annual Update

The Material Changes section of this brochure will be updated annually and/or when material changes occur since the previous release of WFA’s Brochure. A summary of changes is necessary to inform clients of any substantive changes to WFA’s policies, practices or conflicts of interests so that they can determine whether to review the brochure in its entirety or to contact WFA with questions about the changes.

Full Brochure Available

Clients who would like to receive a complete copy of our Firm Brochure, please contact us by telephone at (863) 683-0708 or by fax (863) 686-0799, or visit our website at www.wallfoss.com.

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Item 4. Advisory Business

Wall Foss Advisors, Inc. ("WFA") is a registered investment advisor with the Securities and Exchange Commission ("SEC"). WFA was established in 2003 to provide investment advisory services to individuals and institutions. The services provided by WFA include asset management services, performance evaluation and monitoring services, in addition to personalized and/or corporate financial planning services. Additionally, certain services include the management and supervision of certain individual accounts that are assigned to outside investment managers.

Principal Owners

For the purpose of this section, WFA lists its principal owners as any person directly owning 25% or more of WFA as disclosed on Schedule A of Part 1A as of date of the last update filing.

WFA's principal owners are as follows:

- Hosler Lee Wall III is a direct owner of WFA with more than 75% ownership.

Name: Hosler Lee Wall III
Date of Birth: 1960
Education: Florida Southern College, FL; B.S. Accounting (1982)
American Institute of CPA
Background: Wall Foss P.A.; President (09/97)
Wall, Foss, Ferguson & Simmers, PA; Shareholder (07/95-04/97)
Wall Foss & Associates; Partner (01/92-09/95)

WFA is not a publicly held company and no part of WFA is owned by an individual or company through any subsidiaries or "intermediate subsidiaries."

Types of Advisory Services Offered

Asset Management Services

WFA will provide asset management services to its clients on a discretionary basis which shall include the following:

- Investor Profile- WFA consults with the client to obtain detailed financial information and other pertinent data on an investor profile worksheet to enable the client to determine the appropriate investment guidelines, risk tolerance and other factors that will assist in ascertaining the suitability of the account.
- Portfolio Management Selection- WFA provides asset management of client's funds. The Company diversifies and manages the client's portfolio. Investments are determined based upon the client's investment objectives, risk tolerance, net worth, net income and other various suitability factors. The Company manages the client's accounts individualized basis. Further restrictions and guidelines imposed by clients affect the composition and performance of portfolios. For these reasons, performance of portfolios within the same investment objective may differ and clients should not expect that the performance of their portfolios will be identical with the average client of the Company.
- Performance Evaluation and Monitoring Services- WFA will furnish performance reports to clients on an annual basis or more frequently at the client's discretion. The internal reports are intended to inform clients as to the performance of their investments for the selected period.

Asset Allocation Services (Mutual Funds)

WFA provides professional management of Client individual accounts and can recommend any number of mutual fund portfolios which meet the Clients' needs, risk tolerance, objectives, net worth, income and other relevant factors. The portfolio would consist of selected mutual funds with various mutual fund objectives. The service provides for, at minimum, an annual re-allocation of assets and counseling with the client. WFA may hold customer funds or securities on a limited basis.

Financial Planning Services

WFA offers personalized and/or corporate financial planning services to include comprehensive or segmented (limited) financial plans, insurance and estate planning, capital needs analysis, tax and cash flow analysis, investment analysis and planning, education planning and/or individual consultations regarding a Client's financial affairs. The design and implementation of a financial plan may begin with the process of gathering data regarding income, expenses, taxes, insurance coverage, retirement plans, wills, trusts, investments and/or other relevant information pertaining to a Client's overall financial situation. This information is carefully analyzed taking into account a Client's goals, risk tolerance and stated objectives and a series of recommendations and/or alternative strategies will be developed which are designed to achieve optimum overall results. A written report may be issued to each Client upon request.

Investment Consultations

Investment consultations are one type of advisory service involving investment analysis and recommendations. Fees will be charged at a rate ranging from \$150 - \$200 per hour. This is a specific and finite service. Fees are paid when services are rendered. The same refund and termination policies as would apply to Financial Planning Services as specified above.

Use of Third Party Money Managers (Advisors Asset Management)

The Firm may determine that it is suitable for certain clients to establish a relationship with third-party investment advisers to manage portfolios on behalf of Clients. Therefore, the Firm has established a relationship with third-party investment adviser, Advisors Asset Management (AAM), to provide one or more services including but not limited to portfolio management, portfolio analysis, asset allocation modeling, and analysis, trading execution, general back office, as well as, performance monitoring regarding the Firm's bond portfolios. The selected third-party investment advisers may have different custodial, administrative and fee arrangements, all of which will be disclosed prior to placement of assets. The Firm will not take custody of client funds that are maintained with AAM.

Solicitation of Third Party Money Managers

WFA will enter into solicitation agreements with various non-affiliated and/or affiliated investment advisers to offer asset allocation and asset management services to WFA's clients. The duties of WFA will include assisting the client in choosing investment objectives and appropriate investment managers, setting restrictions or limitations on the management of the account, explaining portfolio strategies and transactions and answering client questions. Additionally, WFA reviews the performance of third party advisers on a quarterly basis prior to introducing clients to the non-affiliated and/or affiliated investment advisers. As a result of the agreement, compensation will be provided to WFA in exchange for introducing clients to non-affiliated and/or affiliated investment advisers.

Schwab Wrap Fee Programs

In a typical wrap fee program, a client enters into an agreement with the sponsor of the wrap program and is able to select various individually managed accounts separate account investment strategies from various investment managers. The sponsor, or in the case of "private labeled" wrap programs, the financial institution that created, provides and/or services the wrap program platform, maintains

advisory/sub-advisory agreements with the various managers available in the program. In a typical wrap program, the various managers, provide discretionary portfolio management services with respect to program client on an individually managed account basis. For certain wrap programs the sponsor of the wrap program or overlay portfolio manager receives non-discretionary security recommendations in the form of model portfolios from various managers. In such model programs, the program sponsor or overlay portfolio manager typically exercises sole investment discretion for program client accounts based on its own judgment. Clients typically pay a single all inclusive "wrap" fee to the wrap program sponsor, which generally covers, among other things, advisory, portfolio management, brokerage execution and custodial services. Certain services, including performance review and reporting, may be performed by the wrap program sponsor, platform provider and/or other service providers. The sponsor's wrap fees, which are described in the sponsor's wrap program brochure, are typically asset based and range between 1.00% and 3.00%. In a typical wrap program, the manager, received asset based portfolio management fees from the program sponsor/platform provider. In a model wrap program, the manager receives asset based advisory fees from the program sponsor or overlay portfolio manager. The minimum account size may vary by program.

WFA may determine that it is suitable for certain clients to use certain money managers through the Schwab wrap program. In this case, WFA may select Atlanta Capital Management Company, LLC ("ACM") and/or Neuberger Berman, LLC ("NB") as advisors under such wrap program.

ACM provides investment advisory services to Separately Managed Account (wrap fee) programs sponsored by broker-dealers or other financial intermediaries ("sponsors"). A Separately Managed Account fee is a comprehensive fee paid by the client that may include brokerage, custody and investment advisory services or some combination thereof. It is the client's sole responsibility to negotiate the Separately Managed Account fee and other terms with the sponsor. If ACM is selected as a sub-adviser for a specific client's assets through the Separately Managed Account type program, ACM will have no ongoing responsibility to assess the value of services delivered by the sponsor. The overall costs associated with a Separately Managed Account type program may be higher or lower than what the client might otherwise experience by paying ACM standard fees and negotiating transaction charges with the broker-dealer. It must be recognized that the advisory and other services provided by a Separately Managed Account program might not be available to the client other than pursuant to the Separately Managed Account arrangement. In such programs, ACM may be deemed to be the "adviser" or "sub-adviser" to the program, depending on whether the sponsoring broker-dealer or another investment adviser retains the basic investment advisory function. Certain Separately Managed Account programs may involve directed brokerage arrangements, as discussed below. In addition, when acting as a sub-adviser in certain Separately Managed Account programs commonly called Multiple Style Portfolios or Unified Managed Account Programs ("MSP Program"), ACM acts as a non-discretionary sub-adviser presenting a "model" portfolio to the MSP Program's adviser that is responsible, in part, for execution, client reporting and other aspects of MSP Program client services. The fee ACM receives in connection with its function under the Separately Managed Account program may be less than it might otherwise receive. The minimum dollar value of assets for these programs may differ from normal minimum levels imposed by ACM.

The selected third-party investment advisers may have different custodial, administrative and fee arrangements, all of which will be disclosed prior to placement of assets. The Firm will not take custody of client funds that are maintained with ACM or NB.

Termination of Account

Clients who wish to terminate their account must notify WFA verbally within five (5) business days of its execution with written notice to follow within the next twenty-four (24) hours. If services are terminated within (5) business days of executing the client agreement, services will be terminated without penalty. After the initial five (5) business days, the client may be responsible for payment of fees for the number of days services are provided by WFA prior to receipt of the notice of termination.

WFA may tailor its advisory services to the specific needs and objectives of each advisory client. Clients may also impose restrictions on investing in certain securities or types of securities. Most of which is generally covered in the client's investment advisory agreement or financial planning agreement.

Asset Under Management

As of December 31, 2010, the amount of client assets under advisement is calculated as follows:

Discretionary:	\$ 155,668,588 (485 accounts)
Non-discretionary:	\$ 1,176,933 (86 Accounts)

WFA's method for computing the amount of "*client* assets you manage" is the same method for computing "assets under management." The amount as disclosed above is rounded to the nearest \$100,000. The date of the calculation above is not more than ninety (90) days before the date WFA last updated its *brochure*.

Item 5. Fees and Compensation

Asset Management Fees

Fees based on assets under management are as follows:

<u>Market Value of Portfolio</u>	<u>Annual Fee</u>
\$0 - \$99,999	2.50%
\$100,000 - \$499,999	2.25%
above \$500,000	Negotiable

Asset Allocation Services (Mutual Funds)

WFA charges .50% - 1%, paid upon contracting with WFA. Fees may also be charged at an hourly rate ranging between \$150-\$200. Fees are negotiable and flexible in part based upon portfolio asset allocation. Clients may terminate their contracts with WFA upon thirty (30) days written notice without the imposition of any penalty. WFA will refund the pro rata, unearned portion of the advisory fees paid in advance. Clients will receive full refunds should they terminate the agreement within five (5) days of signing with WFA.

Financial Planning Fees

In consideration of financial planning services as provided by Firm, Client shall agree to pay Firm either a flat rate fee (ranging from \$500- \$5,000), and/or an hourly fee ranging from \$150 to \$200 per hour depending on the type and complexity of financial planning services to be provided. Factors that may affect pricing include whether financial planning services are for an individual or corporation, overall complexity of the Plan, or if such services are considered comprehensive or segmented (limited), investment plans, and/or individual consultations regarding a Client's financial affairs. For those clients who maintain \$5,000,000 or more in assets under management, such clients may receive financial planning services as performed by WFA. However, other clients under such threshold may receive financial planning services which are incidental to the accounting services as performance by Wall Foss Financial, an affiliated CPA firm of WFA.

Hourly fees may be charged for assistance in the implementation of the Client's financial plan, any subsequent evaluation or analysis on specific securities and/or advice on investment related issues. A quote of estimated time involved will be given upon contracting with each Client. Annual updates may also be performed for a fee.

Fees for financial planning services that are charged on a *flat rate basis* may require fifty percent (50%) of this fee prior to commencing work. Client will pay the difference or remainder of the fee upon Firm's

delivery of a financial plan and/or completion of the services. Fees for consultation services that are charged on an *hourly basis* may require fifty percent (50%) of total fee due in advance based on an estimated number of hours of services to be provided. Client agrees that the remainder of the fee is due upon completion of the services. If it appears that the quoted fees will exceed the estimated amount of time as stated above, WFA will contact the Client to obtain approval prior to continuing such services. All fees are negotiable. Hourly rates will be billed monthly and payable upon written notice. Clients who terminate the contract shall be provided a full refund.

In the event the Client chooses financial planning services, WFA shall not be compensated on the basis of a share of capital gains, capital appreciation of the funds, or any portion of the funds of Client except as may be authorized by the appropriate federal or state securities regulatory authority.

Solicitation of Third Party Money Managers

Compensation to WFA will be in the form of a percentage of the fee charged to the Client by the non-affiliated and/or affiliated investment adviser for its services. The maximum fee received by the Company will be 1% of the fee charged by the non-affiliated and/or affiliated investment advisers. These fees will usually be calculated as a percentage of assets under management and are charged to the client directly by the non-affiliated and/or affiliated investment adviser. The solicitor relationship of WFA with the non-affiliated and/or affiliated investment advisers will be clearly communicated to all clients in a disclosure statement provided by the non-affiliated and/or affiliated investment adviser and/or WFA.

Compensation is usually received by WFA after services are rendered. Fees paid in advance will be refunded to the client prorated to the number of days in the quarter in which the client received the services. Generally, an agreement may be terminated within thirty (30) days written notice. However, compensation agreements and termination provisions will also be disclosed in the non-affiliated and/or affiliated adviser's disclosure brochure and/or WFA's disclosure brochure. Fees, payments and refund policies will vary depending upon the non-affiliated and/or affiliated investment adviser's fee schedule and terms. WFA will determine that any non-affiliated and/or affiliated investment adviser, with which WFA contracts, is properly registered in those states where investment advice or securities are provided to residents of the state.

Affiliated arrangements may include an arrangement between Bob Titus, an employee of WFA's affiliated CPA firm, Wall Foss Financial, whereby Mr. Titus may receive compensation for acting as a solicit on behalf of WFA.

Fees charged to clients may be higher or lower than the aforementioned fees depending on the nature of any pre-existing relationship, the complexity of the accounts, or terms and conditions of any outstanding or pre-existing verbal or written agreement to which WFA is a party.

All fees are negotiable and shall be payable in advance on a quarterly basis on the first day of the quarter. The contract may be terminated by either party upon thirty (30) days written notice and the client may receive a refund of any unearned fees. Thereafter, fees are refunded to the client prorated to the amount of days in the quarter in which the client received the Company's services. A full refund will be provided without penalty if the client terminates the contract, in writing, within five (5) days of the contract being executed.

Fees for asset management services may be based on a percentage of assets under management or fixed fees, and in no case will fees exceed 3% of assets under management. Additionally, Fees are not collected for services to be performed more than six (6) months in advance.

Item 6. Performance-Based Fees and Side-By-Side Management

Neither WFA or any of its *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). Therefore, there are no conflicts of interest that WFA or its *supervised persons* may face by managing these accounts at the same time, to include any incentive to favor accounts for which WFA or its *supervised persons* receive a *performance-based fee*.

WFA and its supervised persons charge a minimum fee plus a fee based on the amount of assets under advisement as listed above.

Item 7. Types of Clients

WFA was formed to provide investment advisory services to individuals and institutions (collectively referred to as "Clients"). The services provided by WFA include asset management services, performance evaluation and monitoring services, in addition to personalized and/or corporate financial planning services. Additionally, certain services include the management and supervision of certain individual accounts that are assigned to outside investment managers.

Requirement for Opening Accounts (Minimum Investment Amount)

WFA's fee range for each particular service is subject to negotiation and could vary depending upon various circumstances, including the scope of the services to be provided (the minimum fees and fee ranges for existing clients prior to current calendar year may differ from those indicated). However, WFA may impose certain requirements for opening and/or maintaining an account, such as a minimum account size or minimum fees and fee ranges.

Asset Allocation Services

The minimum investment required by an individual investor client is generally \$100,000. Accounts below these minimums may be negotiable and accepted on an individual basis at WFA's discretion. However, Firm may from time to time establish, modify and waive account or investment minimums for different investment products and/or services. Also please see Fees and Compensation above for further details on investment minimums.

Solicitation of Third-Party Money Managers

The minimum investment required is generally \$25,000. Accounts below these minimums may be negotiable and accepted on an individual basis at WFA's discretion

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

Methods of Analysis

WFA's securities analysis methods may include charting, fundamental analysis, technical analysis, and the use of cyclical analysis and monitoring of investment cycles and trends.

As with most investment products, because investment portfolios include securities, investing in securities involves risk of loss that you as our client should be prepared to bear.

Use of Significant Investment Strategy

In the event that WFA employs a frequent trading strategy for its clients, it is important to note that such a strategy can have an affect on investment performance, particularly through increased brokerage and other transaction costs and taxes.

WFA does not recommend any particular type of security as part of its overall investment advisory services.

Item 9. Disciplinary Information

Disclosure Events

There are no disclosure events involving a criminal or civil action in a domestic, foreign or military court of competent jurisdiction in which WFA or its management personnel are involved.

There are no disclosure events involving an administrative *proceeding* before the SEC, any other federal regulatory agency, any state regulatory agency, or any *foreign financial regulatory authority* in which WFA or its management personnel are involved.

There are no disclosure events involving A *self-regulatory organization (SRO) proceeding* in which WFA or its management personnel are involved.

Item 10. Other Financial Industry Activities and Affiliations

Broker/Dealer Affiliation

Neither WFA nor any of its *management persons* are registered, or have an application pending to register, as a broker-dealer or a registered representative of a broker-dealer.

Neither WFA nor any of its *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.

On occasion, WFA and its *management persons* may own securities products that it also recommends to Clients, which may present a potential conflict of interest. However, as an internal control measure, all client transactions will be conducted and implemented before any such transaction relating to any personal accounts of any affiliated persons of WFA. In addition to this measure, all of the aforementioned principals of WFA will act in accordance will applicable securities laws and conduct their business to ensure overall compliance with Insider Trading rules and the Securities Fraud Enforcement Act of 1988.

Accounting Services

One or more principals and/or associated persons of WFA may also be licensed as a certified public accountant (CPA) with Wall Foss Financial, LLC, an accounting and consulting firm providing compliance, tax and consulting services to clients. Mr. Wall spends approximately 20% of his time providing advice to clients of the accounting firm and approximately 80% of his time managing securities & investment advice. When acting in this capacity, those principals and associated persons with the proper CPA designation may receive compensation for providing such services. Therefore, Clients of Wall Foss Financial, LLC may also be clients of WFA.

Limited Partnership Products

Certain *management persons* of WFA may be members or limited partners in certain investment related limited partnerships. More specifically, Hosler L. Wall III is a member of Capital Access Partners, LLC which serves as the General Partner of Land South I, LP, a real estate limited partnership in which clients may be solicited to invest. Therefore, a potential conflict may exist in that limited partners receive certain economic benefit from investments made in corresponding limited partnerships.

On occasion, WFA may recommend or select other investment advisers for its *clients* and receive compensation directly or indirectly from those advisers that may create a conflict of interest. Please see Solicitation of Third-Party Money Managers as described above.

Disclosure of Material Conflicts

All material conflicts of interest under CCR Section 260.238(k) are disclosed regarding WFA and its representatives or any of its employees, which could be reasonably expected to impair the rendering of unbiased and objective advice.

Item 11. Code of Ethics, Participation/Interest in *Client* Transactions and Personal Trading

Code of Ethics

WFA has adopted the following Code of Ethics in accordance with SEC rule 204A-1 or similar state rules:

- **Fiduciary Responsibility-** WFA and its staff shall exercise the highest standard of care in protecting and promoting the interests of its clients, and will provide a written disclosure containing any conflicts of interest that may compromise their impartiality or independence. As fiduciary, WFA shall not accept any referral fees or compensation that is contingent upon the purchase or sale of any financial product.
- **Integrity-** All professional services shall be rendered with the highest level of integrity.
- **Objectivity-** WFA and its staff shall provide advice that is objective and in the best interest of the client and without conflicts of interest.
- **Competence-** WFA and its staff shall maintain the necessary knowledge and skills to provide our clients with competent advice and services.
- **Fairness-** All professional services shall be performed by WFA and its staff in a manner that is fair and reasonable to its clients.
- **Confidentiality-** WFA and its staff shall maintain and safeguard all confidential client information in accordance with applicable laws.
- **Diligence-** WFA and its staff shall ensure the accuracy and completeness of records, information, and data collected, used and managed, and will take necessary steps to correct any discrepancies.
- **Regulatory Compliance-** WFA and its staff shall comply fully with appropriate laws and internal regulations.

WFA will provide a complete copy of its Code of Ethics to any client or prospective client upon request.

Participation/Interest in Client Transactions

WFA and its *related persons* may recommend to *clients*, or buys or sells for *client* accounts, securities in which WFA or a *related person* has a material financial interest including but not limited to incidents where WFA or a *related person*, as principal, buys securities from (or sells securities to) WFA *clients*; WFA or a *related person* acts as general partner in a partnership in which WFA solicit *client* investments; or WFA or a *related person* acts as an investment adviser to an investment company that WFA recommends to *client*. More specifically, certain *management persons* of WFA may be members or limited partners in certain investment related limited partnerships. More specifically, Hosler L. Wall III is a member of Capital Access Partners, LLC which serves as the General Partner of Land South I, LP, a real estate limited partnership in which clients may be solicited to invest. Therefore, a potential conflict may

exist in that limited partners receive certain economic benefit from investments made in corresponding limited partnerships.

WFA and its *related persons* may invest in the same securities (or related securities, *e.g.*, warrants, options or futures) that WFA or any of its *related persons* recommend to *clients*,

WFA and its *related persons* may recommend securities to *clients*, or may buy or sell securities for *client* accounts, at or about the same time that WFA or any of its *related persons* buy or sell the same securities for WFA's own (or the *related person's* own) account. However, as a preventative measure, all Client transactions will be conducted and implemented before any such transaction relating to any personal accounts of any affiliated persons of WFA. In addition to this measure, all of the aforementioned advisory representatives of WFA will act in accordance will applicable securities laws and conduct their business to ensure overall compliance with Insider Trading rules and the *Securities Fraud Enforcement Act of 1988*.

Item 12. Brokerage Practices

Research and Other Soft Dollar Benefits

Regarding research and other soft dollar benefits, WFA does not receive research (both proprietary or non-proprietary) or other products or services other than execution services from a broker/dealer or a third party in connection with *client* securities transactions, including but not limited to (otherwise known as "soft dollar benefits").

Brokerage for Client Referrals

WFA may suggest and/or select certain brokers to Clients. While commission rates are an important factor in broker selection, WFA may direct trades to brokers that charge commissions higher than those obtainable from other brokers. In selecting a broker for any transaction or series of transactions, Firm may consider a number of factors in addition to commission rates, including, for example net price, reputation, financial strength and stability, efficiency of execution and error resolution, block trading and block position capabilities, willing to execute related or unrelated difficult transactions in the future, order of call, on-line access to computerized data regarding client accounts, the availability of stocks to borrow for short trades, custody, record keeping or other similar services, as well as other matters involved in the receipt of general brokerage services

WFA may determine that it is in the Client's best interest to maintain the asset management account with a broker/dealer custodian selected by WFA. In these instances, the Client will be instructed to open the account directly with the selected broker/dealer custodian. The Client will give trading authorization of securities to be bought and sold to WFA. The selected broker/dealer custodian will execute the orders and provide customer statements and confirmations. Additionally, the selected broker/dealer custodian will maintain custody of all account assets and perform all custodial functions, including crediting of interest and dividends on account assets. However, this does not limit the Client from using other broker/dealer custodians.

Directed Brokerage

Regarding directed brokerage arrangements, WFA does not routinely recommend, request or require that *clients* direct WFA to execute transactions through a specified broker-dealer.

Aggregation of Client Orders

Under certain circumstances, WFA may aggregate the purchase or sale of securities for various client accounts.

Item 13. Review of Accounts

Clients of WFA are managed and reviewed on a quarterly basis. Overall investment management, market prospects and individual issue prospects are considered in the review process. Triggering factors that may affect an account review could be any material change in a client's account such as a change in company earnings, market conditions, tax laws, industry and/or company outlook as well as general economic factors or other relevant situations that may alter a Client's account. All accounts are reviewed by Hosler L. Wall III. A more frequent review may also be initiated through a Client inquiry due to personal changes. Generally, the client retaining financial planning services would not receive any scheduled reviews or on-going reports, unless specifically requested and retained to provide such services by the client.

As may be retained by clients, reports are individualized, thereby, the nature and frequency are determined by the Client need and the services offered. However, most of the clients of WFA will receive quarterly reports summarizing the investment performance of their account(s), in addition to annual reports showing each Client's investment performance and outlook at the end of each fiscal year. A more frequent schedule of reports may be provided to client upon request. Generally, clients retaining financial planning services would not receive any scheduled reviews or on-going reports, unless specifically requested and retained to provide such services by the client. Clients will also continue to receive monthly and/or quarterly statements from the custodian of the accounts and reports may be provided by third-party money managers.

Item 14. *Client* Referrals and Other Compensation

Economic Benefit from Non-Clients

None of the supervised persons listed above as part of this Brochure Supplement receive any "economic benefit" as that term is defined (e.g. *sales awards and other prizes*) from a non-client for providing advisory services.

Direct/Indirect Compensation for Client Referrals

Acting as Solicitor

On occasion, WFA may act as a solicitor for other investment advisers. In the event that WFA acts as a solicitor, it may receive a referral fee in accordance with the requirements of *Rule 206(4)-3 of the Investment Advisers Act of 1940*, and any corresponding state securities law requirements. Therefore, WFA may have an incentive to select or recommend particular investment advisers or money managers based on its interest in receiving a referral fee, rather than on its *clients'* interest in receiving most favorable execution. However, the current procedures are that the Client will under no circumstances be charged an additional fee for such arrangement. Compensation arrangement will vary with each solicitor arrangement. If the Client is introduced to another investment adviser or money manager by WFA, at the time of the solicitation, WFA shall disclose the nature of the solicitor relationship, and shall provide each prospective client with a copy of WFA's written disclosure statement as set forth in WFA's Form ADV, together with a copy of the written disclosure statement from WFA to the client disclosing the terms and conditions of the arrangement between WFA as the solicitor, and the selected investment adviser or money manager including the compensation to be received by WFA as the solicitor. As the solicitor, WFA will disclose the nature of the relationship to prospective clients at the time of the solicitation and will provide all prospective clients with a copy of the investment adviser's written disclosure statement as set forth in the Form ADV.

Receiving Referrals from Solicitors

If a client is introduced to WFA by either an unaffiliated or an affiliated solicitor, WFA may pay that solicitor a referral fee in accordance with the requirements of *Rule 206(4)-3 of the Investment Advisers*

Act of 1940, and any corresponding state securities law requirements. Therefore, WFA may have an incentive to select or recommend a broker-dealer based on its interest in receiving *client* referrals, rather than on its *clients'* interest in receiving most favorable execution. However, the current procedures are that the Client will under no circumstances be charged an additional fee for such arrangement. Compensation arrangement will vary with each solicitor. If the Client is introduced to WFA by an unaffiliated solicitor, the solicitor, at the time of the solicitation, shall disclose the nature of the solicitor relationship, and shall provide each prospective client with a copy of WFA's written disclosure statement as set forth in WFA's Form ADV, together with a copy of the written disclosure statement from the solicitor to the client disclosing the terms and conditions of the arrangement between WFA and the solicitor, including the compensation to be received by the solicitor from WFA. Any affiliated solicitor of WFA shall disclose the nature of the relationship to prospective clients at the time of the solicitation and will provide all prospective clients with a copy of WFA's written disclosure statement as set forth in the Form ADV.

Item 15. Custody

As an advisory representative of WFA, Mr. H. Lee Wall III serves as the Plenary Guardian for certain client accounts. To this extent, WFA is viewed to have custody of such accounts and therefore will comply with the requirements under SEC Rule 206(4)-2 relating to custody of funds or securities of clients by investment advisers. Specifically, to comply with Rule 206(4)-2, for those accounts in which WFA maintains custody, WFA will comply with certain requirements which include but are not limited to maintaining client funds and securities with a qualified custodian, confirming that the qualified custodian is sending account statements directly to the advisory clients, and undergoing an annual surprise examination by an independent public accountant that is registered with Public Company Accounting Oversight Board (PCAOB) to verify client assets.

Item 16. Investment Discretion

Upon receiving written authorization from a client, WFA may manage client assets on a limited discretionary basis. In this case, Client delegates to WFA limited discretionary trading authorization with respect to the purchase, exchange and sale of actively traded equity and equity-related securities in addition to the amount of securities to be bought or sold on behalf of the Client. Client may also hereby appoint one or more advisory representatives of WFA as a representative of WFA as agent and attorney in fact to purchase, sell and trade such securities, waivers, consents and other instruments with respect to such securities.

Item 17. Voting Client Securities

WFA does not have the authority to vote client proxies and therefore is not required to take action or render advice with respect to voting of proxies solicited by or with respect to the issuers of securities in which assets of the clients account(s) may be invested from time to time. *Clients* will receive their proxies or other solicitations directly from their custodian or a transfer agent. Clients may contact WFA directly at (863) 683-0708 if they have any questions regarding a particular solicitation.

Item 18. Financial Information

Pre-Payment of Fees

WFA does not require or solicit prepayment of more than \$1,200 in fees per *client*, six months or more in advance.

Material Impact of Discretionary Authority

WFA may exercise *discretionary authority* over certain *client* funds or securities. However, WFA does not anticipate any financial condition that may be reasonably likely to impair its ability to meet contractual commitments to *clients* at this time.

Custody Disclosure

As an advisory representative of WFA, Mr. H. Lee Wall III serves as the Plenary Guardian for certain client accounts. To this extent, WFA is viewed to have custody of such accounts and therefore will comply with the requirements under SEC Rule 206(4)-2 relating to custody of funds or securities of clients by investment advisers. Specifically, to comply with Rule 206(4)-2, for those accounts in which WFA maintains custody, WFA will comply with certain requirements which include but are not limited to maintaining client funds and securities with a qualified custodian, confirming that the qualified custodian is sending account statements directly to the advisory clients, and undergoing an annual surprise examination by an independent public accountant that is registered with Public Company Accounting Oversight Board (PCAOB) to verify client assets.

Bankruptcy Disclosure

WFA has not been the subject of a bankruptcy petition at any time during the past ten years.

Privacy Policy

Privacy Policy Notice

Your privacy is important to us. Your personal information is kept secure. Under federal and state law, you have a right to know what information is being collected about you and how that information will be used. WFA collects nonpublic personal information about you from the following sources:

- Information WFA receives from you on applications or other forms.
- Information about your transactions with WFA; and
- Information that you specifically have had your other professional advisors forward to WFA.

WFA does not disclose any nonpublic personal information about our customers or former customers to anyone, except as permitted or required by law, or as directed by you:

- Under law, the information WFA collects is provided to companies that perform support services on our behalf as necessary to effect, administer, or process a transaction, or for maintaining and servicing your account;
- As directed by you, WFA will be working with your other professional advisors and WFA will provide information in our possession that is reasonably requested by the other advisors.

WFA does not give or sell information about you or your accounts to any other company, individual or group. WFA restricts access to nonpublic personal information about you to those employees who need to know that information to provide services to you. WFA maintains physical, administrative, and technical procedural safeguards to protect your nonpublic personal information. You do not need to call or do anything as a result of this notice. It is meant to inform you of how WFA safeguards your nonpublic personal information.

Form ADV Part 2B: Brochure Supplement

Last Updated: December 31, 2012

Supervised Persons:

Hosler Lee Wall III
Charles Taylor Foss
Nathan Dunham
Nicolas Toadvine
Jason Williams

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This brochure supplement provides information about the Supervised Persons listed above that supplement WFA's brochure. You should have received a copy of that brochure. Please contact Lee Wall at (863) 683-0708 and/or via LWall@wallfoss.com if you did not receive WFA's brochure or if you have any questions about the contents of this supplement.

Additional information about WFA also is available on the SEC's website at www.adviserinfo.sec.gov or its own website at www.wallfoss.com.

Item 2. Educational Background and Experience

Minimum Standards

WFA's requires certain licensing standards as well as a certain level of business experience for giving investment advice to clients. For example, all advisers must be professionals with relevant industry experience in order to adequately demonstrate a certain level of expertise in securities management and analysis. WFA requires that all investment adviser representatives maintain the minimum licensing qualifications in accordance with all federal, state, and self-regulatory organization (SRO) rules and regulations.

List of Supervised Persons

Name: Hosler Lee Wall III
Date of Birth: 1960
Education: Florida Southern College, FL; B.S. Accounting (1982)
American Institute of CPA
Background: Wall Foss P.A.; President (09/97)
Wall, Foss, Ferguson & Simmers, PA; Shareholder (07/95- 04/97)
Wall Foss & Associates; Partner (01/92- 09/95)

Name: Charles Taylor Foss
Date of Birth: 1957
Education: Florida Southern College, FL; B.S. Accounting (1979)
Background: Wall Foss, P.A.; Vice President (09/97-Present)
Wall, Foss, Ferguson & Simmers, PA; Shareholder (07/95-04/97)
H. Lee Wall & Associates, PA; CPA (01/93-09/95)

Name: Nathan H. Dunham
Date of Birth: 1976
Education: Florida Southern College, Lakeland, FL; B.S. Accounting (1999)
Background: Wall Foss Financial, LLC; Staff Accountant/Financial Planner (05/1999–Present)

Name: Nicolas S. Toadvine
Date of Birth: 1977
Education: Florida Southern College; B.S. in Business Administration (1999)
Background: Wall Foss Financial, LLC; Investment Adviser Representative (06/2012–Present)
Cabot Lodge Securities, LLC; Financial Advisor (11/2012-Present)
Cornerstone Securities, LLC; Investment Advisor Representative (06/2012-06/2012)
Brookstone Securities, LLC; Registered Representative (01/2012-06/2012)
Ingram Advisory Services, LC; Investment Adviser Representative (06/2002-01/2012)
Investors Capital Corporation; Registered Representative (06/2002-01/2012)

Name: Jason Williams
Date of Birth: 1981
Education: Cedarville University; B.A. in Business Management (2004)
Background: Wall Foss Financial, LLC; Investment Adviser Representative (02/2012–Present)
Northwestern Mutual Investment Services, LLC; Registered Rep (03/08-02/12)
Jonathan D. Hunt; Associate Agent (01/12-02/12)
Northwestern Mutual Life Insurance Company; Agent (01/08-01/12)
The Kitchen Director; Design Sales Person (09/05-12/07)
Wells Fargo Financial; Credit Manager (05/04-09/05)

Use of Professional Designations

Certified Financial Planner (CFP®). The CERTIFIED FINANCIAL PLANNER™, CFP® and federally registered CFP (with flame design) marks (collectively, the “CFP® marks”) are professional certification marks granted in the United States by Certified Financial Planner Board of Standards, Inc. (“CFP Board”).

The CFP® certification is a voluntary certification; no federal or state law or regulation requires financial planners to hold CFP® certification. It is recognized in the United States and a number of other countries for its (1) high standard of professional education; (2) stringent code of conduct and standards of practice; and (3) ethical requirements that govern professional engagements with clients. Currently, more than 62,000 individuals have obtained CFP® certification in the United States.

To attain the right to use the CFP® marks, an individual must satisfactorily fulfill the following requirements:

- Education – Complete an advanced college-level course of study addressing the financial planning subject areas that CFP Board’s studies have determined as necessary for the competent and professional delivery of financial planning services, and attain a Bachelor’s Degree from a regionally accredited United States college or university (or its equivalent from a foreign university). CFP Board’s financial planning subject areas include insurance planning and risk management, employee benefits planning, investment planning, income tax planning, retirement planning, and estate planning;
- Examination – Pass the comprehensive CFP® Certification Examination. The examination, administered in 10 hours over a two-day period, includes case studies and client scenarios designed to test one’s ability to correctly diagnose financial planning issues and apply one’s knowledge of financial planning to real world circumstances;
- Experience – Complete at least three years of full-time financial planning-related experience (or the equivalent, measured as 2,000 hours per year); and
- Ethics – Agree to be bound by CFP Board’s *Standards of Professional Conduct*, a set of documents outlining the ethical and practice standards for CFP® professionals.

Individuals who become certified must complete the following ongoing education and ethics requirements in order to maintain the right to continue to use the CFP® marks:

- Continuing Education – Complete 30 hours of continuing education hours every two years, including two hours on the *Code of Ethics* and other parts of the *Standards of Professional Conduct*, to maintain competence and keep up with developments in the financial planning field; and
- Ethics – Renew an agreement to be bound by the *Standards of Professional Conduct*. The Standards prominently require that CFP® professionals provide financial planning services at a fiduciary standard of care. This means CFP® professionals must provide financial planning services in the best interests of their clients.

CFP® professionals who fail to comply with the above standards and requirements may be subject to CFP Board’s enforcement process, which could result in suspension or permanent revocation of their CFP® certification.

Certified Public Accountant (CPA). CPAs are licensed and regulated by their state boards of accountancy. While state laws and regulations vary, the education, experience and testing requirements for licensure as a CPA generally include minimum college education (typically 150 credit hours with at least a baccalaureate degree and a concentration in accounting), minimum experience levels (most states require at least one year of experience providing services that

involve the use of accounting, attest, compilation, management advisory, financial advisory, tax or consulting skills, all of which must be achieved under the supervision of or verification by a CPA), and successful passage of the Uniform CPA Examination. In order to maintain a CPA license, states generally require the completion of 40 hours of continuing professional education (CPE) each year (or 80 hours over a two year period or 120 hours over a three year period).

Additionally, all American Institute of Certified Public Accountants (AICPA) members are required to follow a rigorous *Code of Professional Conduct* which requires that they act with integrity, objectivity, due care, competence, fully disclose any conflicts of interest (and obtain client consent if a conflict exists), maintain client confidentiality, disclose to the client any commission or referral fees, and serve the public interest when providing financial services. The vast majority of state boards of accountancy have adopted the AICPA's *Code of Professional Conduct* within their state accountancy laws or have created their own.

Item 3. Disciplinary Information

Criminal or Civil Action

There are no disclosure events involving a criminal or civil action in a domestic, foreign or military court of competent jurisdiction in which WFA or its personnel are involved.

Administrative Proceeding (SEC/Federal/State)

There are no disclosure events involving an administrative *proceeding* before the SEC, any other federal regulatory agency, any state regulatory agency, or any *foreign financial regulatory authority* in which WFA or its personnel are involved.

Administrative Proceeding (SRO)

Mr. Nicolas Toadvine (CRD# 3260858) has a disciplinary history, the details of which can be found on either the Financial Industry Regulatory Authority's (FINRA) BrokerCheck system (www.finra.org/brokercheck) or the IAPD (www.adviserinfo.sec.gov).

There are no other disclosure events involving A *self-regulatory organization (SRO) proceeding* in which WFA or its other personnel are involved.

Use of BrokerCheck

If this supplement is delivered electronically, and any supervised person under the firm has a disciplinary history, the details of any disclosure may be found on either the Financial Industry Regulatory Authority's (FINRA) BrokerCheck system (www.finra.org/brokercheck) or the IAPD (www.adviserinfo.sec.gov).

There is no other *proceeding* in which a professional attainment, designation, or license of any of the supervised persons as part of this Brochure Supplement was revoked or suspended because of a violation of rules relating to professional conduct, nor were there any incidents where any of the supervised persons as part of this Brochure Supplement resigned (or otherwise relinquished his attainment, designation, or license) in anticipation of such a *proceeding*.

Item 4. Other Business Activities

Other Related Investment Business

None of WFA's *supervised person(s) listed above* 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.

Other Business Activity

Accounting Services

One or more principals and/or associated persons of WFA may also be licensed as a certified public accountant (CPA) with Wall Foss Financial, LLC, an accounting and consulting firm providing compliance, tax and consulting services to clients. Mr. Wall spends approximately 20% of his time providing advice to clients of the accounting firm and approximately 80% of his time managing securities & investment advice. When acting in this capacity, those principals and associated persons with the proper CPA designation may receive compensation for providing such services. Therefore, Clients of Wall Foss Financial, LLC may also be clients of WFA.

Limited Partnership Involvement

Certain *management persons* of WFA may be members or limited partners in certain investment related limited partnerships. More specifically, Hosler L. Wall III is a member of Capital Access Partners, LLC which serves as the General Partner of Land South I, LP, a real estate limited partnership in which clients may be solicited to invest. Therefore, a potential conflict may exist in that limited partners receive certain economic benefit from investments made in corresponding limited partnerships.

Broker/Dealer Affiliation

One or more investment adviser representatives ("IARs") as supervised persons of WFA are also currently licensed as securities salespersons. More specifically, Mr. Nicolas Toadvine is a registered representative for Cabot Lodge Securities, LLC, a FINRA member broker/dealer. As such, Mr. Nicolas Toadvine who is also registered representatives with Cabot Lodge Securities, LLC, may recommend securities products for a commission. This could present a potential conflict of interest in that Mr. Toadvine could receive fees and commissions if the client chooses to implement recommendations made in his capacity as registered representative. However, the client is under no obligation to purchase products that Mr. Toadvine may recommend, or to purchase products through WFA. All material conflicts of interest are disclosed regarding Mr. Toadvine and/or WFA which could be reasonably expected to impair the rendering of unbiased and objective advice.

Item 5. Additional Compensation

None of the supervised persons listed above as part of this Brochure Supplement receive any "economic benefit" as that term is defined (e.g. *sales awards and other prizes*) from a non-client for providing advisory services.

Item 6. Supervision

Hosler Lee Wall III is the designated supervisor for WFA responsible for providing supervisory oversight regarding WFA's advisory business. Mr. Wall's contact information is (863) 683-0708. All supervision is performed on a regular and continuous basis where all transactional activity is reviewed and approved by Mr. Wall as well as a review of ongoing management of investment advice and the issuance of financial plans.