

Item 1 – Cover Page

R.T. Jones Capital Equities Management, Inc.

**Form ADV Part 2 Brochure
October 21, 2013**

R.T. Jones Capital Equities Management, Inc.

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This Brochure provides information about the qualifications and business practices of R.T. Jones Capital Equities Management, Inc. If you have any questions about the contents of this Brochure, please contact us at 314-783-5000. Currently, our Brochure may be requested free of charge by contacting the company at 314-783-5000 or artesis@artesysonline.com. Our Brochure is also available on our web site www.artesysonline.com free of charge.

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.

R.T. Jones Capital Equities Management, Inc. is a Registered Investment Adviser. Registration of an Investment Adviser does not imply any level of skill or training. The oral and written communications of an Adviser provide you with information about which you determine to hire or retain an Adviser. Additional information about R.T. Jones Capital Equities Management, Inc. is also available on the SEC's website at www.adviserinfo.sec.gov.

Item 2 – Material Changes

There has been no material change to our Brochure since our last amended update dated March 31, 2013.

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Item 4 – Advisory Business

R.T. Jones Capital Equities Management, Inc. (Adviser) is a wholly owned subsidiary of R.T. Jones, F.S. Ladner & Associates, Inc. and has been providing advisory services since 2004.

Adviser offers investment supervisory services. Adviser requests the client to complete a Risk Tolerance Questionnaire, which helps Adviser to recommend the best portfolio for the client's investment objectives. Client may select a portfolio other than the one recommended by Adviser. Clients may impose restrictions on investing in certain securities or types of securities.

As of 10/18/2013, R.T. Jones Capital Management, Inc. managed \$438M on a discretionary basis and \$0 on a nondiscretionary basis.

Item 5 – Fees and Compensation

The fee schedule applicable as of this Brochure is as follows:

Client Assets – Retirement Plans (Billed in Arrears)	Annual Fee (%) for all assets
On the first \$750,000.00	.75%
Over \$750,000.00	.50%
QDIA Plans under \$20 million	.50%
QDIA Plans over \$20 million	.40%

No minimum account size or minimum account charge

Client Assets – Individual/Trusts/IRA (Billed in Advance)	Annual Fee (%) for all assets
\$50,000 - \$500,000	1.00%
\$500,000 - \$1,500,000	.90%
\$1,500,000 - \$2,500,000	.85%
\$2,500,000 - \$3,500,000	.80%
Over \$3,500,000	.75%

Minimum account size \$50,000.00

Minimum account charge \$250.00 annually

Fees may be negotiated or waived in certain circumstances. Fees may be higher or lower than those charged by other Advisers and you may be able to obtain similar services elsewhere for a lower fee. Investment companies (mutual funds, ETFs, etc.) in which a client's assets may be invested charge additional management fees and other expenses as described in the fund's

prospectus. Client may be charged a custody fee by custodian depending on where the assets are held.

Clients generally authorize Adviser to deduct the fee directly from their account. Client's custodian or record-keeper will provide quarterly account statements directly to Client that reflect all transactions in client's account(s), including the amount of any advisory fee deducted. Client is responsible for verifying the accuracy of the fee calculation, as Client's custodian or record-keeper typically will not determine whether or not the fee was properly calculated. Adviser will not accept physical custody of clients' securities or cash. Clients will retain ownership of all securities and cash in their accounts.

Clients can terminate their agreement upon notice to Adviser as set forth in the advisory agreement. Clients will receive a pro-rata refund of any Advisory fees paid, but not yet earned, as of the date of termination.

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

Adviser does not charge any performance-based fees (fees based on a share of capital gains on or capital appreciation of the assets of a client).

Item 7 – Types of Clients

Adviser provides portfolio management services to individuals, corporate pension and profit sharing plans, trusts, endowments, 401(k), 403(b), and 457 accounts.

Adviser generally requires a minimum account of \$50,000 to open a portfolio. There is no minimum account size for retirement plan participants.

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

Adviser offers a set of investment strategies (portfolios) called Artesys®. Adviser offers two different investment approaches: Offensive and Defensive.

ARTESYS OFFENSIVE

Offensive is a buy and hold strategy using asset allocation. The Offensive Portfolios aim to maximize expected returns for a given level of expected risk. Adviser selects no-load mutual funds to represent each asset class and monitors the fund manager's performance. This strategy involves transactions that may result in either short- or long-term gains or losses. Dividends will vary by portfolio.

ARTESYS DEFENSIVE

Defensive is a buy and sell approach which uses proprietary algorithms designed to preserve capital. Adviser selects no-load mutual funds to represent each asset class and monitors the fund manager's performance. This strategy involves transactions that may result in either short- or long-term gains or losses. Dividends will vary by portfolio.

There can be no assurance that the investment objectives of the Artesys portfolios will be achieved or that results will be profitable. Investing in securities involves risk of loss that clients should be prepared to bear.

Item 9 – Disciplinary Information

Adviser has no information applicable to this Item.

Item 10 – Other Financial Industry Activities and Affiliations

Adviser currently has two associated persons that are also registered with Moloney Securities: Robert Jones and Jane Davidson. This relationship does not create a conflict of interest with our clients.

Adviser currently has three associated persons that are also registered with R. T. Jones Capital Equities, Inc.: Robert Jones, Stephen Davis, and Jane Davidson. This relationship does not create a conflict of interest with our clients.

Adviser has certain solicitors that serve as contractors for Adviser. Ed Balmes serves as the Chief Financial Officer of Adviser. Ed Balmes is also a partner in a CPA firm and a tax adviser. This relationship is disclosed to his clients and does not create a conflict of interest.

Item 11 – Code of Ethics , Participation in Client Transactions and Personal Trading

Adviser has adopted a Code of Ethics for all supervised persons of the firm stressing its fiduciary duty to its clients. Adviser's clients or prospective clients may request a copy of the Code of Ethics by contacting the Adviser.

Item 12 – Brokerage Practices

Adviser does not recommend broker-dealers for client transactions. We have no soft dollar arrangements.

Item 13 – Review of Accounts

Accounts are reviewed at least quarterly by the representatives responsible for the account. More frequent reviews may be triggered by unusual market activity or upon client request.

Clients will receive a statement at least quarterly from the custodian or record-keeper detailing the account holdings and transactions during the statement period.

Item 14 – Client Referrals and Other Compensation

Adviser, from time to time, enters into written agreements with certain individuals and entities who will act as solicitors of client accounts for Adviser in accordance with the requirements of Rule 206(4)-3 of the Advisors Act. The individual or entity who solicits the client account will receive a percentage of the fee rate charged by Adviser for managing the account, which solicitor's fee is in addition to the advisory fee charged by Adviser. The Solicitor's fee shall be deducted quarterly from Client's Account by the account custodian. Unless the solicitor is an officer, director or employee of Adviser, the client will be provided with a "Solicitor's Disclosure Statement" which, among other things, sets forth the amount of the fee paid by Adviser in connection with the client referral. The referral agreements between Adviser and its solicitors are designed to comply with Rule 206(4)-3 of the Investment Advisers Act of 1940. Rule 206(4)-3 specifies certain standards that must be met by an investment adviser and any person who solicits any client for, or refers any client to, such adviser prior to the payment of a cash fee directly or indirectly, for client solicitation or referral.

Item 15 – Custody

Adviser does not take custody of client assets at any time. Clients will receive at least quarterly statements from the custodian or record-keeper that holds and maintains client's investment assets. Adviser urges you to carefully review such statements.

Item 16 – Investment Discretion

Adviser receives discretionary authority from the client at the outset of an advisory relationship to select the identity and amount of securities to be bought or sold. When selecting securities and determining amounts, Adviser observes the investment policies, limitations and restrictions of the client. Investment guidelines and restrictions must be provided to Adviser in writing.

Item 17 – Voting Client Securities

Adviser does not vote proxies on behalf of clients. Clients will receive proxies directly from the issuer of the security or the custodian or record-keeper. Clients should direct all proxy questions to the issuer of the security.

Item 18 – Financial Information

Adviser has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of a bankruptcy proceeding.