

FORM ADV

Uniform Application for Investment Adviser Registration

Part II - Page 1

OMB APPROVAL

OMB Number 3235-0049
 Expires: February 28, 2011
 Estimated average burden
 hours per response 4.07

Name of Investment Adviser:

R.T. Jones Capital Equities Management, Inc.

Address: (Number and Street)

(City)

(State)

(Zip Code)

Area Code:

Telephone Number:

8151 Clayton Road, St. Louis, MO 63117

(314) 783-5000

This part of Form ADV gives information about the investment adviser and its business for the use of clients.
 The information has not been approved or verified by any governmental authority.

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Part II - Page 2

Applicant:

R.T. Jones Capital Equities Management, Inc.

SEC File Number:

801-63242

Date:

1/2010

Definitions for Part II

Related person — Any officer, director or partner of applicant or any person directly or indirectly controlling, controlled by, or under common control with the applicant, including any non-clerical, non-ministerial employee.

Investment Supervisory Services — Giving continuous investment advice to a client (or making investments for the client) based on the individual needs of the client. Individual needs include, for example, the nature of other client assets and the client's personal and family obligations.

1. A. **Advisory Services and Fees.** (check the applicable boxes)

For each type of service provided, state the approximate % of total Advisory billings from that service. (See instruction below.)

Applicant:

- | | |
|--|---------|
| <input checked="" type="checkbox"/> (1) Provides investment supervisory services | 100 % |
| <input type="checkbox"/> (2) Manages investment Advisory accounts not involving investment supervisory services | _____ % |
| <input type="checkbox"/> (3) Furnishes investment advice through consultations not included in either service described above..... | _____ % |
| <input type="checkbox"/> (4) Issues periodicals about securities by subscription..... | _____ % |
| <input type="checkbox"/> (5) Issues special reports about securities not included in any service described above..... | _____ % |
| <input type="checkbox"/> (6) Issues, not as part of any service described above, any charts, graphs, formulas, or other devices which clients may use to evaluate securities | _____ % |
| <input type="checkbox"/> (7) On more than an occasional basis, furnishes advice to clients on matters not involving securities | _____ % |
| <input type="checkbox"/> (8) Provides a timing service | _____ % |
| <input type="checkbox"/> (9) Furnishes advice about securities in any manner not described above | _____ % |

(Percentages should be based on applicant's last fiscal year. If applicant has not completed its first fiscal year, provide estimates of Advisory billings for that year and state that the percentages are estimates.)

B. Does applicant call any of the services it checked above financial planning or some similar term?

Yes ☐ No ☒

C. Applicant offers investment Advisory services for: (check all that apply)

- | | |
|---|--|
| <input checked="" type="checkbox"/> (1) A percentage of assets under management | <input type="checkbox"/> (4) Subscription fees |
| <input type="checkbox"/> (2) Hourly charges | <input type="checkbox"/> (5) Commissions |
| <input type="checkbox"/> (3) Fixed fees (not including subscription fees) | <input type="checkbox"/> (6) Other Note: this has not yet been determined. |

D. For each checked box in A above, describe on Schedule F:

- the services provided, including the name of any publication or report issued by the adviser on a subscription basis or for a fee
- applicant's basic fee schedule, how fees are charged and whether its fees are negotiable
- when compensation is payable, and if compensation is payable before service is provided, how a client may get a refund or may terminate an investment Advisory contract before its expiration date

2. **Types of Clients** — Applicant generally provides investment advice to: (check those that apply)

- | | |
|---|---|
| <input checked="" type="checkbox"/> A. Individuals | <input checked="" type="checkbox"/> E. Trusts, estates, or charitable organizations |
| <input type="checkbox"/> B. Banks or thrift institutions | <input type="checkbox"/> F. Corporations or business entities other than those listed above |
| <input type="checkbox"/> C. Investment companies | <input type="checkbox"/> G. Other (describe on Schedule F) |
| <input checked="" type="checkbox"/> D. Pension and profit sharing plans | |

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Applicant:

R.T. Jones Capital Equities Management, Inc.

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01/2010**3. Types of Investments.** Applicant offers advice on the following: (check those that apply)

- | | |
|---|---|
| <input type="checkbox"/> A. Equity Securities | <input type="checkbox"/> H. United States government securities |
| <input type="checkbox"/> (1) exchange-listed securities | |
| <input type="checkbox"/> (2) securities traded over-the-counter | <input type="checkbox"/> I. Options contracts on: |
| <input type="checkbox"/> (3) foreign issuers | <input type="checkbox"/> (1) securities |
| | <input type="checkbox"/> (2) commodities |
| <input type="checkbox"/> B. Warrants | |
| <input type="checkbox"/> C. Corporate debt securities | <input type="checkbox"/> J. Futures contracts on: |
| (other than commercial paper) | <input type="checkbox"/> (1) tangibles |
| | <input type="checkbox"/> (2) intangibles |
| <input type="checkbox"/> D. Commercial paper | |
| <input type="checkbox"/> E. Certificates of deposit | <input type="checkbox"/> K. Interests in partnerships investing in: |
| <input type="checkbox"/> F. Municipal securities | <input type="checkbox"/> (1) real estate |
| | <input type="checkbox"/> (2) oil and gas interests |
| <input type="checkbox"/> G. Investment company securities: | <input type="checkbox"/> (3) other (explain on Schedule F) |
| <input type="checkbox"/> (1) variable life insurance | <input type="checkbox"/> L. Other (explain on Schedule F) |
| <input checked="" type="checkbox"/> (2) variable annuities | |
| <input checked="" type="checkbox"/> (3) mutual fund shares | |

4. Methods of Analysis, Sources of Information, and Investment Strategies.**A.** Applicant's security analysis methods include: (check those that apply)

- | | |
|---|---|
| (1) <input type="checkbox"/> Charting | (4) <input type="checkbox"/> Cyclical |
| (2) <input checked="" type="checkbox"/> Fundamental | (5) <input checked="" type="checkbox"/> Other (explain on Schedule F) |
| (3) <input checked="" type="checkbox"/> Technical | |

B. The main sources of information applicant uses include: (check those that apply)

- | | |
|---|---|
| (1) <input checked="" type="checkbox"/> Financial newspapers and magazines | (5) <input type="checkbox"/> Timing services |
| (2) <input type="checkbox"/> Inspections of corporate activities | (6) <input checked="" type="checkbox"/> Annual reports, prospectuses, filings with the Securities and Exchange Commission |
| (3) <input checked="" type="checkbox"/> Research materials prepared by others | (7) <input type="checkbox"/> Company press releases |
| (4) <input type="checkbox"/> Corporate rating services | (8) <input type="checkbox"/> Other (explain on Schedule F) |

C. The investment strategies used to implement any investment advice given to clients include: (check those that apply)

- | | |
|--|--|
| (1) <input checked="" type="checkbox"/> Long term purchases
(securities held at least a year) | (5) <input type="checkbox"/> Margin transactions |
| (2) <input checked="" type="checkbox"/> Short term purchases
(securities sold within a year) | (6) <input type="checkbox"/> Option writing, including covered options,
uncovered options or spreading strategies |
| (3) <input checked="" type="checkbox"/> Trading (securities sold within 30 days) | (7) <input type="checkbox"/> Other (explain on Schedule F) |
| (4) <input type="checkbox"/> Short sales | |

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Applicant:

R.T. Jones Capital Equities Management, Inc.

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Date:

01/2010**5. Education and Business Standards.**

Are there any general standards of education or business experience that applicant requires of those involved in determining or giving investment advice to clients?

Yes
☐No
☒

(If yes, describe these standards on Schedule F.)

6. Education and Business Background.

For:

- each member of the investment committee or group that determines general investment advice to be given to clients, or
- if the applicant has no investment committee or group, each individual who determines general investment advice given to clients (if more than five, respond only for their supervisors)
- each principal executive officer of applicant or each person with similar status or performing similar functions.

On Schedule F, give the:

- | | |
|-----------------|--|
| • name | • formal education after high school |
| • year of birth | • business background for the preceding five years |

7. Other Business Activities. (check those that apply)

- ☐ A. Applicant is actively engaged in a business other than giving investment advice.
- ☐ B. Applicant sells products or services other than investment advice to clients.
- ☐ C. The principal business of applicant or its principal executive officers involves something other than providing investment advice.

(For each checked box describe the other activities, including the time spent on them, on Schedule F.)

8. Other Financial Industry Activities or Affiliations. (check those that apply)

- ☐ A. Applicant is registered (or has an application pending) as a securities broker-dealer.
- ☐ B. Applicant is registered (or has an application pending) as a futures commission merchant, commodity pool operator or commodity-trading adviser.
- C. Applicant has arrangements that are material to its Advisory business or its clients with a related person who is a:
- | | |
|--|--|
| <input checked="" type="checkbox"/> (1) broker-dealer | <input type="checkbox"/> (7) accounting firm |
| <input type="checkbox"/> (2) investment company | <input type="checkbox"/> (8) law firm |
| <input type="checkbox"/> (3) other investment adviser | <input type="checkbox"/> (9) insurance company or agency |
| <input type="checkbox"/> (4) financial planning firm | <input type="checkbox"/> (10) pension consultant |
| <input type="checkbox"/> (5) commodity pool operator, commodity trading adviser or futures commission merchant | <input type="checkbox"/> (11) real estate broker or dealer |
| <input type="checkbox"/> (6) banking or thrift institution | <input type="checkbox"/> (12) entity that creates or packages limited partnerships |

(For each checked box in C, on Schedule F identify the related person and describe the relationship and the arrangements.)

- D. Is applicant or a related person a general partner in any partnership in which clients are solicited to invest?

Yes
☐No
☒

(If yes, describe on Schedule F the partnerships and what they invest in.)

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Applicant:

R.T. Jones Capital Equities Management, Inc.

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9. **Participation or Interest in Client Transactions.**

Applicant or a related person: (check those that apply)

- ☐ A. As principal, buys securities for itself from or sells securities to it owns to any client.
- ☐ B. As broker or agent effects securities transactions for compensation for any client.
- ☐ C. As broker or agent for any person other than a client effects transactions in which client securities are sold to or bought from a brokerage customer.
- ☐ D. Recommends to clients that they buy or sell securities or investment products in which the applicant or a related person has some financial interest.
- ☒ E. Buys or sells for itself securities that it also recommends to clients.

(For each box checked, describe on Schedule F when the applicant or a related person engages in these transactions and what restrictions, internal procedures, or disclosures are used for conflicts of interest in those transactions.)

10. **Conditions for Managing Accounts.** Does the applicant provide investment supervisory services, manage investment Advisory accounts or hold itself out as providing financial planning or some similarly termed services *and* impose a minimum dollar value of assets or other conditions for starting or maintaining an account?

Yes
☐No
☒

(If yes, describe on Schedule F.)

11. **Review of Accounts.** If applicant provides investment supervisory services, manages investment Advisory accounts, or holds itself out as providing financial planning or some similarly termed services:

- A. Describe below the reviews and reviewers of the accounts. **For reviews**, include their frequency, different levels, and triggering factors. **For reviewers**, include the number of reviewers, their titles and functions, instructions they receive from applicant on performing reviews, and number of accounts assigned each.

Accounts are monitored and reviewed at least monthly. More frequent reviews may be provided upon request by a client or in the event of unusual market activity. *See* additional information on Schedule F.

- B. Describe below the nature and frequency of regular reports to clients on their accounts.

Clients' accounts are held with custodians that issue monthly or at least quarterly statements. These statements include complete listing and value of assets held in their account as well as all transactions that have occurred during the period. *See* additional information on Schedule F.

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Applicant:

R.T. Jones Capital Equities Management, Inc.

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01/2010

12. Investment or Brokerage Discretion.

A. Does applicant or any related person have authority to determine, without obtaining specific client consent, the:

(1) securities to be bought or sold?

Yes No

☒ ☐

(2) amount of the securities to be bought or sold?

Yes No

☒ ☐

(3) broker or dealer to be used?

Yes No

☐ ☒

(4) commission rates paid?

Yes No

☐ ☒

B. Does applicant or a related person suggest brokers to clients?

Yes No

☐ ☒

For each yes answer to A describe on Schedule F any limitations on the authority. For each yes to A(3), A(4) or B, describe on Schedule F the factors considered in selecting brokers and determining the reasonableness of their commissions. If the value of products, research and services given to the applicant or a related person is a factor, describe:

- the products, research and services
- whether clients may pay commissions higher than those obtainable from other brokers in return for those products and services
- whether research is used to service all of applicant's accounts or just those accounts paying for it; and
- any procedures the applicant used during the last fiscal year to direct client transactions to a particular broker in return for products and research services received.

13. Additional Compensation.

Does the applicant or a related person have any arrangements, oral or in writing, where it:

A. is paid cash by or receives some economic benefit (including commissions, equipment or non-research services) from a non-client in connection with giving advice to clients?

Yes No

☐ ☒

B. directly or indirectly compensates any person for client referrals?

Yes No

☒ ☐

(For each yes, describe the arrangements on Schedule F.)

14. Balance Sheet. Applicant must provide a balance sheet for the most recent fiscal year on Schedule G if applicant:

- has custody of client funds or securities; or
- requires prepayment of more than \$500 in fees per client and 6 or more months in advance

Has applicant provided a Schedule G balance sheet?

Yes No

☐ ☒

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: R.T. Jones Capital Equities Management, Inc.	IRS Empl. Ident. No.: 20-1090152
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Answer all items. Complete amended pages in full, circle amended items and file with execution page (page 1).

Applicant: R.T. Jones Capital Equities Management, Inc.	SEC File Number: 801-63242	Date: 01/2010
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(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: R.T. Jones Capital Equities Management, Inc.		IRS Empl. Ident. No.: 20-1090152
Item of Form (identify)	Answer	
	<p>John G. Levis DOB: October 10, 1942 Education: Graduate of Colorado College - BA Washington University School of Law Business: President Adviser, R.T. Jones, F.S. Ladner & Associates, Inc. (9/08 to Present) Managing Principal, Wydown Capital LLC (1977 – 2008)</p> <p>Brian Leonard DOB: March 11, 1982 Education: Graduate of St. Louis University BS/BA Finance Business: R.T. Jones Capital Equities Management, Inc. (3/09 to Present) Premier Bank (9/2006 to 3/2009)</p>	
Item 8	Robert T. Jones is President of R.T. Jones Capital Equities, Inc., an SEC registered broker/dealer and member.	
Item 9	<p style="text-align: center;">PERSONAL TRADING</p> <p>Adviser has adopted an Insider Trading Policy which restricts trading in those issuers of which Adviser employees may have non-public information.</p> <p>From time to time, related persons of Adviser may buy or sell securities it also recommends to clients In such cases, Adviser will not effect transactions for their personal accounts which will be contrary to recommendations being made to clients. Adviser and its employees will not compete with clients in connection with such transactions. Records of transactions by certain personnel of the Adviser are monitored to insure compliance with this policy.</p> <p>Adviser has adopted a Code of Ethics pursuant to Rule 204A-1 under the Advisers Act which is based on the principle that Adviser and its employees adviser a fiduciary duty to clients. In complying with this duty, Advisory personnel must avoid activities or interests that might interfere with making decisions in the best interests of clients. Under the Code of Ethics, Adviser's Advisory personnel are required to submit regular reports of their personal securities transactions to the Chief Compliance Officer for review. In addition, each person subject to the Code of Ethics is required to report all violations of which such person becomes aware to the Chief Compliance Officer. Adviser will provide a copy of its Code of Ethics, free of charge, upon the request of any client.</p>	
Item 11A-B	<p style="text-align: center;">ACCOUNT REVIEWS</p> <p>Accounts are monitored and reviewed at least monthly. More frequent reviews may be provided upon request by a client or in the event of unusual market activity. The accounts will be reviewed by the account administrator or representative responsible for the account. It will be the Client's responsibility to advise JCEM of the investment objectives of the Account and of any changes or modifications therein as well as any specific investment restrictions applicable thereto, and Client agrees to give JCEM prompt written notice if Client deems any investment made for the Account to be in violation of such objections or restrictions. Unless Client notifies JCEM in writing of specific restrictions, investments made on behalf of the Account shall be deemed not to be restricted under the current or future laws of any state or of the United States or by virtue of the terms of any other contract or instrument purporting to bind Client or JCEM, other than the terms of the Contract.</p> <p>Clients will receive account statements from their broker-dealer or custodians on a monthly or quarterly basis, depending on frequency of activity and/or client requirement.</p>	

Applicant: R.T. Jones Capital Equities Management, Inc.	SEC File Number: 801-63242	Date: 01/2010
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(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: R.T. Jones Capital Equities Management, Inc.		IRS Empl. Ident. No.: 20-1090152
Item of Form (identify)	Answer	
Item 13B	<p align="center">ADDITIONAL COMPENSATION</p> <p>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 plan recordkeeper. 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.</p>	
Miscellaneous	<p align="center">PROXY VOTING POLICY</p> <p>It is currently Adviser's policy not to exercise proxy voting authority over securities held in clients' accounts. Each client retains proxy voting authority over the securities that are held in the client's account. Adviser promptly will forward to the client all proxy solicitation notices received, if any, that relate to securities held in a client's account. The client may thereafter, in the client's sole discretion and at the client's sole expense, decide how to vote such proxies.</p> <p align="center">BUSINESS CONTINUITY</p> <p>Adviser has adopted a business continuity plan that governs how its operations will be conducted in the case of an internal or external significant business disruption. In the case of a significant business disruption that affects communication with or to Adviser's main offices, clients are urged to call Adviser's emergency number at (314)541-5591 for any and all questions that they may have with respect to their account, or the client's independent custodian. A copy of the Adviser's business continuity plan summary will be made available to any client upon written request</p>	

To Our Valued Customer

**In accordance with the Financial Services Modernization Act we
are happy to provide you with:**

R.T. Jones Capital Equities Management, Inc. Privacy Policy

Our Privacy Policy

At R.T. Jones Capital Equities Management, Inc., our customers' privacy is a top priority. Because safeguarding your personal information is so important to us, we will not disclose any nonpublic personal information about our customers or former customers to anyone, except as permitted by law and described below.

We restrict access to nonpublic personal information about you to those employees who need to know that information to provide our services to you. We maintain physical, electronic, and procedural safeguards that comply with federal standards to guard your nonpublic personal information. We do not sell personal information to parties not affiliated with us for the purpose of marketing their services or products to you or for any other purpose, and we do not share your personal information with other parties except in the limited circumstance discussed below.

Our Gathering of Information About You

We collect the following types of nonpublic personal information about you:

- Information you supply on applications or other forms, such as your name, address, Social Security number, assets, and income and similar information. We use this information to administer your accounts, process your transactions requested by you and provide other services to you.
- Information about your transactions with us or others, such as your account balance and account transactions. We use this information to process transactions requested by you and provide better services to you.
- Information we receive from a consumer reporting agency, such as credit relationships and credit history.

Our Sharing of Information About You with Others

As permitted by law, we may disclose some or all of the information we collect, as described under "Our Gathering of Information About You," to nonaffiliated third parties to service your account and to provide services you request. Such nonaffiliated third parties include:

- Companies that provide financial services, such as other broker-dealers, banks, mutual fund companies and insurance companies.
- Non-financial companies, such as companies that assist us in marketing our services.
- Credit reporting agencies.
- Others who provide services to us, such as parties who provide technical support for our hardware and software systems and our legal and accounting professionals, as well as government agencies and other parties as permitted or required by applicable law.

The information we share with parties that provide us with marketing and other services is limited to information they need to perform their services, and we require such parties to agree to use the information only for the purpose of performing their services.

Our Continued Protection of the Privacy of Former Customers

Even if you are no longer our customer, our privacy policy still applies to you.

October 13, 2005