

BROCHURE SUPPLEMENT

May 2012

This brochure supplement provides information about Thomas K. Warburton that supplements the Warburton Capital Management, LLC brochure. You should have received a copy of that brochure. Please contact Douglas Scott if you did not receive the Warburton Capital Management, LLC brochure or if you have any questions about the contents of this supplement.

Additional information about Thomas K. Warburton is available on the SEC's website at www.adviserinfo.sec.gov.

Thomas K. Warburton
Warburton Capital Management, LLC
15 East 5th Street, Suite 3675
Tulsa, Oklahoma 74103
Phone: (918) 794-3000

Educational Background and Business Experience

Thomas K. Warburton was born in 1950. He graduated from Indiana University in 1973 with a B.A. in Comparative Religious Studies.

Mr. Warburton has been the managing member of Warburton Capital Management, LLC since July 2006 and an investment advisor representative since November 2006. He has been the Owner and President of Warburton Services, Inc. since January 1978 and a member of WCM-2009-I, LLC since September 2009. In January 2008, Mr. Warburton became the Treasurer of Balmoral Homeowners Association and continues to serve in that position. He was an investment advisor representative with First Capital Management, LLC from June 2006 to March 2007. From February 2004 to June 2006, he was a client advisor with J.P. Morgan Chase.

Disciplinary Information

Thomas K. Warburton has no disciplinary history that is required to be disclosed by the U.S. Securities and Exchange Commission or state regulatory authorities.

Other Business Activities

Mr. Warburton is also independently licensed as an insurance agent and may sell insurance products to clients and receive commissions when doing so. This is a potential conflict of interest, since commissions earned could be in addition to advisory fees earned in his capacity as an investment advisor representative. Clients are never obligated or required to purchase insurance products from or through Mr. Warburton and may select any independent insurance agent and insurance company to purchase insurance products. Regardless of the insurance agent selected, the insurance agent or agency will receive normal commissions from the sale.

Mr. Warburton is also a licensed insurance agent. The combined time spent by him on insurance activities and activities related to his affiliations with non-advisory businesses take up less than 10% of his work week and are performed outside of normal securities trading hours.

Additional Compensation

Certain product sponsors may provide Thomas K. Warburton with other economic benefits as a result of his recommending or selling the product sponsors' investments. The economic benefits he receives from product sponsors can include, but are not limited to, financial assistance or the sponsorship of conferences and educational sessions, marketing support, and tools to assist him in providing various services to clients.

Warburton Capital Management, LLC and Thomas K. Warburton endeavor at all times to put the interest of its clients ahead of their own interests or those of the advisor's officers, directors, or representatives ("affiliated persons"). However, these arrangements could affect Mr. Warburton's judgment when recommending investment products and present a conflict of interest that may affect his judgment.

Supervision

Douglas K. Scott is the Chief Compliance Officer of Warburton Capital Management, LLC. He is responsible for developing, overseeing and enforcing the firm's compliance programs that have been established to monitor and supervise the activities and services provided by the firm and its representatives, including Thomas K. Warburton. He can be contacted at (918) 794-3000.

Requirements for State Registered Advisors

Mr. Warburton has not been involved in an arbitration claim alleging damages in excess of \$2,500 resulting in an award or otherwise being found liable. Additionally, he has not been involved in a civil, self-regulatory organization or administrative proceeding resulting in an award or otherwise being found liable. He has not been the subject of a bankruptcy petition.