

Item 1 – Cover Page
Part 2A of Form ADV: Firm Brochure

SAM Advisors, LLC

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This Firm Brochure provides information about the qualifications and business practices of SAM Advisors, LLC (“SAMA”, “we”, “us” or “our”). If you have any questions about the contents of this Firm Brochure, please contact us at (212) 812-9330 and/or operations@samadvisorsllc.com. The information in this Firm Brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

SAM Advisors, LLC is an SEC registered investment adviser. Registration of an Investment Adviser does not imply a certain level of skill or training.

Additional information about SAM Advisors, LLC is also available on the SEC’s website at www.adviserinfo.sec.gov.

Item 2 – Material Changes

This Item discusses only material changes that are made to this Firm Brochure dated March 2014 since our last annual update of our Firm Brochure dated March 11, 2013. There are no material changes.

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Item 4 – Advisory Business

Direct Owners and Executive Officers

SAM Advisors, LLC is a New York limited liability company founded in 2004. The principal owner is William B. Smith.

At SAM Advisors, LLC we provide clients with money management services grounded in the principles of transparency, independence, and discipline. While taking a long-term approach to investing, we use our own knowledge and experience to implement our investment strategy.

We are an All-Cap Special Situation/Value Investment Manager that uses a "bottom up" approach to find "deep-value" companies that are out-of-favor and undervalued by the market. We find these undervalued companies through our own independent research. It is this commitment to research and the discipline to remain steadfast in our strategy that has allowed us to navigate all investment climates.

SAM Advisors, LLC adheres to a disciplined, fundamental value approach to investing, utilizing an opportunistic investment process to analyze companies from the "bottom up" with a focus on balance sheet analysis. We seek long term capital appreciation from portfolio companies and attempt to minimize investment risk.

At SAM Advisors, LLC stock market prices do not determine business value. This means we take market risk, but attempt to limit investment risk. Investment risk is limited by seeking companies with very strong financial positions whose securities are priced at significant discounts to private market and historical intrinsic value.

Types of Investments

Equity Securities

- Exchange-Listed Securities
- Securities trades over-the-counter
- Non-exchange listed ("Penny Stock") securities
- Foreign Issuers

Corporate Debt Securities

Certificates of Deposit

Municipal Securities

Investment Company Securities

- Mutual Fund Shares
- ETFs

United States Government Securities

Option Contracts on Securities

SAM Advisors, LLC offers separate accounts to institutional and private clients. We employ an opportunistic approach to identify potential investments, and then apply our disciplined, "bottom up", fundamental research process with a focus on the balance sheet to identify attractive investments. Based on the conviction of our analysis, we take significant positions in securities that we believe are sound investments, and we hold them for the long term.

Portfolios are fairly concentrated, typically holding between 25 and 40 securities, but portfolios may hold as little as one investment depending on account size, individual client risk tolerances and investment objectives. Depending upon market conditions, it could take a number of months for an account to become fully invested, which we consider to be 100% of a Portfolio's total value. No attempt is made to construct Portfolios in line with a benchmark on sector basis.

SAMA may offer to provide investment supervisory services. Such service may be provided on a discretionary or non-discretionary basis and would include ongoing monitoring and supervision of the client's account(s). For ease of reference, this service type shall be referred to as "investment supervisory" services.

SAMA serves as investment manager of the SAM Special Opportunities Fund, L.P. ("Fund") and is responsible for providing certain administrative services to the Fund pursuant to a Management Agreement with the Fund. **SAM Capital Partners, LLC** ("General Partner") is the General Partner of the Fund, and is responsible for all the investment decisions of the Fund and has authority over the day to day operation of the Fund. As the General Partner of the Fund, SAM Capital Partners, LLC is deemed to have custody of client assets. Interests to the Fund are available to individuals who are "Accredited Investors" under Regulation D of the Securities Act of 1933, as amended (with limited exception), and Rule 506 of Regulation D promulgated thereunder. Accredited Investors are generally individuals with a net worth of more than \$1,000,000 or who meet certain income thresholds, and entities with assets of at least \$5,000,000.

In order to determine a suitable course of action for an individual client, SAMA shall perform a review of the client's financial circumstances. Such review may include, but would not necessarily be limited to, investment objectives, consideration of the client's overall financial condition, income and tax status, personal and business assets, risk profile, and other factors unique to the client's particular circumstances.

Some examples of SAMA's investment advisory services may include the following:

- SAMA may design, revise, and reallocate a client's custom portfolio. Investments are determined based upon the client's investment objectives, risk tolerance, net worth, net income, age, time horizon, tax situation and other various suitability factors.
- SAMA may manage the client's custom accounts on an individualized basis. Restrictions and guidelines imposed by the client are allowed, but may affect the composition and performance of custom portfolios (as a result, performance of custom portfolios within the same investment objective may differ and the client should not expect that the performance of his/her custom portfolios will be identical to any other individual's portfolio performance).
- SAMA may utilize services of sub-advisers and established third-party research services to assist SAMA with formulating asset allocation, industry and sector selection, and individual investment recommendations in constructing and maintaining custom portfolios.

In making investment decisions on behalf of the client, SAMA shall rely on a client profile document and/or client questionnaire which would be completed by the client

In performing its services, SAMA relies on the information received from the client or from the client's other professionals. If requested by the client, SAMA may recommend and/or engage the services of other professionals for implementation purposes. The client is under no obligation to engage the services of any such recommended professional. The client retains absolute discretion over all such implementation decisions and is free to accept or reject any recommendation from SAMA.

The client is encouraged to renew SAMA's client profile on an annual basis for the purpose of reviewing/updating SAMA's previous recommendations and/or services. Moreover, the client should be advised that it remains his/her responsibility to promptly notify SAMA if there is ever any change in his/her financial situation or investment objectives for the purpose of reviewing/evaluating/revising SAMA's previous recommendations and/or services.

As of February 28, 2014 we had approximately \$43,200,000 under management on a discretionary basis and approximately \$3,500,000 on a non-discretionary basis.

Item 5 – Fees and Compensation

Fees for SAMA's advisory services are based on a percentage of assets under management.

Please refer to the table below for specific details related to the fees SAMA may charge for its investment supervisory or asset management services. The following information shall address the fees that SAMA may charge for the service. Information noted below shall address the general fee ranges, calculation methods, billing frequency, and manner of billing.

Annual Fee Based on a Percentage of Assets Under Management:

Gross Account(s) Value	Annual Percentage
\$0 - \$249,999	2.50%
\$250,000 - \$999,999	1.75%
\$1,000,000 and up	1.25%
Fees noted above do not include normal, customary transaction costs charged by the broker of record and/or the custodian (see below).	
This schedule is used as a guideline only; all fees are negotiable.	

Assessment of Annual Fees.

One quarter (1/4) of the total annual investment advisory fee (i.e., percentage of assets under management) amount, prorated according to the date of execution ("inception date") of the Client Advisory Agreement ("CAA"), shall be payable at the end of the calendar quarter in which the initial funding of the account takes place. Quarterly fees are based on the account(s) value on the last business day of the custodian's statement cycle during the applicable calendar quarter. The remaining three quarterly portions of the annual fee amount shall be individually due and payable by the client at the end of each subsequent calendar quarter and such arrangements shall continue in effect unless the CAA is properly terminated or otherwise modified in accordance with the provisions of the CAA.

If any advisory relationship begins after the first day of a quarter or terminates before the last day of a quarter, fees are prorated accordingly.

Other Fee Considerations:

Billing by custodian. Contemporaneously with the execution of the CAA, the client may be asked to sign an authorization that will allow the custodian of any of his/her accounts to debit such account(s) for the amount of certain service fees owed to SAMA and remit such to SAMA. The authorization shall remain valid until a written revocation of the authorization is received by SAMA. In connection with this fee deduction process, the custodian should send to the client a statement, at least quarterly, indicating:

- all amounts disbursed from the account, and
- the amount of advisory fees paid directly to SAMA.

SAMA, in its sole discretion, may charge a lesser or no advisory fee based upon certain criteria (i.e., anticipated future earnings capacity, anticipated future additional assets, dollar amount of assets to be managed, related accounts, account composition, negotiations with the client, etc.). No increase in SAMA's fee(s) shall be effective without prior written notification of at least thirty (30) days to the client.

Clients may also incur certain charges imposed by third parties other than SAMA in connection with investments made through the account, including but not limited to, transaction fees, mutual fund sales loads, surrender charges, and IRA and qualified retirement plan fees. Please see a fund's prospectus for more information about fees.

In addition, our clearing firm, TD Ameritrade, may charge accounts certain additional fees such as wire transfer fees, fees associated with checks, margin interest on margin balances, safekeeping fees, and account transfer fees as well as other miscellaneous items. A miscellaneous fee schedule is available upon request. SAMA does not charge these miscellaneous account fees but may receive an economic benefit from these fees.

No matter what structure of compensation a firm receives for managing customer's assets, conflicts of interest are inevitable. SAMA attempts to avoid these conflicts whenever possible and if not feasible, we try to disclose these conflicts to our customers. The primary means we have of disclosing these conflicts of interest to our customers is through this Firm Brochure.

Prior to engaging SAMA to provide investment advisory services, the client will be required to enter into a Client Advisory Agreement ("CAA") with SAMA and a separate brokerage agreement. The Client Advisory Agreement shall set forth the terms and conditions of the engagement, and describes the scope of the services to be provided and the fees for such.

The fee which SAMA receives for serving as investment manager to the SAM Special Opportunities Fund, L.P. is a management fee ("Management Fee") with respect to the assets of the Fund. SAMA will receive a Management Fee from each Limited Partner payable in arrears at the rate of 0.5% (2% on an annualized basis) of the Limited Partner's capital account as of the end of each calendar quarter. The Management Fee is paid quarterly by a deduction from the Limited Partner's capital account, unless other payment arrangements are made with SAMA. SAMA, in its sole discretion, may choose to waive or reduce the Management Fee for any Limited Partner for a particular period of time.

Neither SAMA, nor the client, may assign the Client Advisory Agreement without the prior written consent of the other party. Transactions or other events that do not result in a change of actual control or management of SAMA shall not be considered an assignment.

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

SAM Advisors, LLC has entered into performance fee arrangements with qualified clients, specifically SAMA is the investment manager of a private investment fund, SAM Special Opportunities Fund, L.P. Such fees are subject to individualized negotiation on a separate client basis. SAM Advisors, LLC will structure any performance or incentive fee arrangement subject to Section 205(a)(1) of the Investment Advisors Act of 1940 (The Advisors Act) in accordance with the available exemptions thereunder, including the exemption set forth in Rule 205-3. In measuring clients' assets for the calculation of performance-based fees, SAM Advisors, LLC shall include realized and unrealized capital gains and losses. Performance based fee arrangements may create an incentive for SAM Advisors, LLC to recommend investments which may be riskier or more speculative than those which would be recommended under a different fee arrangement. Such fee arrangements also create an incentive to favor higher fee paying accounts over other accounts in the allocation of investment opportunities. SAM Advisors, LLC has procedures designed and implemented to ensure that all clients are treated fairly and equally, and to prevent this conflict from influencing the allocation of investment opportunities among clients.

At the end of each calendar year in which the aggregate net profit of the Fund exceed the aggregate net loss of the Fund, an amount equal to 20% of the excess of net profit over net loss will be allocated. A performance fee will also be allocated upon any withdrawal by a Limited Partner, whether the withdrawal is voluntary or involuntary, and upon the dissolution of the Fund. All or any portion of the performance fees may be waived with respect to any Limited Partner during any calendar year.

SAMA does not earn fees based on a share of capital gains on or capital appreciation (e.g., performance fees) of the assets of separately managed accounts.

Item 7 – Types of Clients

SAM Advisors, LLC provides portfolio management services to individuals, high net worth individuals, corporate pension and profit-sharing plans, trusts, estates, corporations or business entities and private investment funds.

In addition, SAM Advisors, LLC is the investment manager of a private investment fund, SAM Special Opportunities Fund, L.P. Minimum contribution to the Fund is \$50,000, but the General Partner reserves the right to change or waive this requirement at its sole discretion.

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

SAM Advisors, LLC adheres to a disciplined, "bottom up", value approach to investing. The strategy invests opportunistically, paying little regard to market capitalization, sector, country or other benchmark oriented criteria. Portfolios are relatively concentrated with holdings ranging from a single security to approximately

forty securities, depending on individual client risk tolerances and investment objectives.

SAM Advisors, LLC seeks to achieve its objective mainly by acquiring securities of companies at a discount to what management believes is their historical intrinsic value. Fundamental research is the foundation of our process, with a focus on restructuring, corporate events and special situations.

There may be a potential of significant volatility and potential loss of principal associated with concentrated positions in our portfolios

The following are the investment strategies we offer:

Special Situation/Value Equity Strategy

Portfolio seeks to generate returns over a long-term time horizon by investing in undervalued companies at attractive valuations. The investment strategy of "bottom up", value approach identifies growth opportunities in all economic sectors. SAM Advisors, LLC seeks to identify undervalued and distressed equities that are trading at deep discounts to their intrinsic values that could possibly lead to above average return of principle. The Portfolio typically invests in 25-40 equity securities with any market capitalization but can be invested in a single security at any time increasing the level of risk exposure. The strategy seeks to outperform the total return of S&P 500 Index over time.

Special Situation/Value Balanced Strategy

Portfolio is created to generate returns over a long-term time horizon supplemented with current income. The objective of the Balanced Portfolio is to add a "laddered" approach to our Equity Portfolio investment process, diversifying our risk in any credit and interest rate environment. The Portfolio typically invests in 25-40 equity securities across the market capitalization spectrum and government, agency, corporate and municipal debt instruments with allocation of 70% Equity and 30% Fixed Income allowing for deviation due to market conditions as well as individual client risk tolerance. The overall credit quality of the Portfolio ranges from High Yield to AAA.

Special Situation/Value Fixed Income Strategy

SAM Advisors, LLC's objective is to build a quality, well diversified Portfolio with multiple credits in multiple sectors covering a wide range of industries. The goal of our Fixed Income Portfolio is two-fold. First, generate low principle risk with the highest return possible; and second, generate a total return taking advantage of distressed credits with high coupons that will lead to greater principle appreciation and higher coupon payments. The Portfolio typically invests in 25-50 fixed income securities with positions in government, agency, corporate, and municipal debt. The overall credit quality of the Portfolio ranges from High Yield to AAA.

SAMA's investment strategy may include investments in micro-cap securities, including Vu1 Corporation ("Vu1"). Micro-cap equity securities ("penny stocks") are low-priced and high risk investments that are often thinly traded and which therefore may be difficult to sell once purchased. Penny Stocks are not listed or authorized for quotation on a NASDAQ market exchange. Penny stock investments are speculative in nature and involve the inherent risk of losing one's entire capital investment in that security.

A material conflict of interest may exist with regard to Vu1 in that SAM Advisors, LLC's related persons may trade opposite of their clients in their personal accounts. Related persons may engage in transactions that are the

same as or different from transactions recommended to or made for the clients' account(s).

The SAM Special Opportunities Fund, LP (SAM Fund") is a private investment fund which primary and only investment at this time is stock of Vu1 Corporation.

Currently, SAMA and its related persons have discretionary authority over approximately nine percent (9%) of the outstanding shares of Vu1 common stock. Mr. Smith is Executive Chairman and President of Vu1 Corporation (as of 05/23/2012, previously Chairman of the Board of Directors). This presents a potential conflict of interest given that Mr. Smith provides discretionary advice to advisory clients. As a result of his position with Vu1 Corporation, Mr. Smith may become aware of certain material, non-public information, the use of which could benefit SAMA clients. However, Mr. Smith will not be able to use such information until such time as it is publicly disclosed by Vu1.

We consider Mr. Smith's position with Vu1 Corporation to be a positive for all shareholders as the main reason for Mr. Smith becoming a part of Vu1 is to represent interests of the shareholders including clients of SAM Advisors, LLC and all affiliated parties. This can present a potential conflict of interest.

Risks, Disclosures and other important information

Shorting, Margin and Use of Leverage: Clients may open accounts as margin accounts and if a client or SAMA elects to use margin, such use can magnify risk to client's accounts. As these are separately managed accounts, use of margin should be discussed with your portfolio manager. Separately managed accounts wishing to use margin are required to complete a margin agreement with our clearing firm, TD Ameritrade. Other forms of leverage open to SAMA include: options, short sales, and other inverse or leveraged derivative instruments. SAMA also has the ability to short stocks in the client portfolios; a high level of risk is associated with this strategy. Shorting securities requires the use of margin. SAMA believes shorting may provide opportunities for returns on investments for margin approved clients if SAMA believes a stock is overvalued. In rare circumstances, structured products may be offered to certain clients. These products often involve a significant amount of risk and should only be offered to clients who have carefully read and considered the product's offering documents, as they are often times based on derivatives. Structured products are intended to be "buy and hold" investments and are not liquid instruments.

Performance differences: SAMA believes in managing its separately managed accounts on an individual basis rather than "one size fits all" model portfolios. Investment decisions are based on customer's objectives, risk tolerances, conversations with the customer, as well as other factors. The composition of individual customer portfolios (and thus performance and security allocation) will vary based on the above factors as well as a customer input on investment levels and individual positions, customer willingness to use margin or options, availability of certain investments, size of the account, cash availability at the time of an investment opportunity, tax considerations, customer preferences on activity levels, as well as other factors. Customers are encouraged to discuss their preferences and goals in depth with their advisor.

Primary Investment Risks

As with any investment manager that invests in common stocks, SAMA's investments are subject to market risk—the possibility that common stock prices will decline over short or extended periods of time. As a result, the value of your account will fluctuate with the market, and you could lose money over short or long periods of time. You should recognize whenever you invest in the securities markets your entire investment is at risk. You should not invest money if you are unable to bear the risk of total loss of the investment.

SAMA's estimate of a company's current worth may prove to be inaccurate, or this estimate may not be

recognized by other investors, which could lead to portfolio losses.

Options

Options allow investors to buy or sell a security at a contracted “strike” price (not necessarily the current market price) at or within a specific period of time. Clients may pay or collect a premium for buying or selling an option. Investors transact in options to either hedge or limit losses in an attempt to reduce risk or to speculate on the performance of the underlying securities or to collect premiums for selling options. Options transactions contain a number of inherent risks, including the partial or total loss of principal in the event that the value of the underlying security or index does not increase/decrease to the level of the respective strike price. Holders of options contracts are also subject to default by the issuer which may be unwilling or unable to perform its contractual obligations. These options are subject to pricing components—including duration, strike price and premiums—to which the underlying stocks are not. We may trade in put and call options, which involve qualitatively different risks than owning or selling short the underlying common stock. Because option premiums paid or received by an investor are small in relation to the market value of the investments underlying the options, trading put and call options is highly leveraged.

Item 9 – Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of SAM Advisors, LLC or the integrity of SAM Advisors, LLC’s management. SAM Advisors, LLC has no information applicable to this Item.

Item 10 - Other Financial Industry Activities and Affiliations

SAM Advisors and / or a related person may act as a general partner, managing member or other controlling entity in private funds that may invest in securities in which SAMA clients may be solicited to invest. SAM Capital Partners, LLC, is the General Partner of SAM Special Opportunities Fund, L.P. SAMA serves as investment manager of the SAM Special Opportunities Fund, L.P. (“Fund”)

Because Portfolio Managers may manage multiple accounts for different types of clients, it is possible that some clients may be placed at a disadvantage with respect to the timing of trading decisions and/or the price of securities transactions. Moreover, it may be perceived that the Companies’ Portfolio Managers have an incentive to favor the Fund over other client portfolios because the Fund may pay a performance-based incentive fee to SAMA. However, SAMA does not believe that such conflict of interest is material because the investment objectives and strategies of the Fund are different from that of many client portfolios. Nevertheless, SAMA and the Portfolio Managers will attempt to resolve any actual or perceived conflicts of interest in a manner consistent with SAMA’s fiduciary duties.

William Smith became Executive Chairman and President of Vu1 Corporation on May 23, 2012. Previously, he held a position of Chairman of the Board of Directors in January 2011. This position can present a potential conflict of interest.

Item 11 - Code of Ethics

At SAM Advisors, LLC, we take great pride in our commitment to serving our clients' needs and the integrity with which we conduct our business.

Pursuant to Rule 204A-1 under the Investment Advisers Act of 1940, SAMA has developed a Code of Ethics ("Code") as a means of memorializing our vision of appropriate and professional conduct in carrying out the business of providing investment advisory services. Our Code addresses issues such as the following:

- Standards of conduct and compliance with applicable laws, rules, and regulations
- Protection of material non-public information
- Conflicts of interest
- Employee disclosure and reporting of personal securities holdings and transactions
- The firm's IPO and private placement policy
- The reporting of violations of the Code
- Educating employees about the Code

Each of SAMA's representatives have been furnished with a copy of our Code and have signed their names to a written acknowledgement attesting to their understanding of the Code and acceptance of its terms. A copy of our Code is available to all clients and prospective clients upon request.

Participation or Interest in Client Transactions

SAMA or its associated persons may recommend to clients the purchase or sale of the SAM Special Opportunities Fund, L.P. to which SAMA has an affiliation and/or in which SAMA or related persons may have some financial interest, including, but not limited to the receipt of compensation.

SAMA or its personnel may invest for their own accounts or have a financial interest in the same securities or other investments that SAMA recommends or acquires for the accounts of the client, and may engage in transactions that are the same as or different than transactions recommended to or made for the client's accounts. Subject to satisfying this policy and applicable laws, officers, directors and employees of SAM Advisors, LLC and its affiliates may trade for their own accounts in securities which are recommended to and/or purchased for SAMA's clients. The Code of Ethics is designed to assure that the personal securities transactions, activities and interests of the employees of SAMA will not interfere with, (i) making decisions in the best interest of advisory clients, and (ii) implementing such decisions while, at the same time, allowing employees to invest for their own accounts. Generally, personal securities transactions will not be pre-cleared when an order for the same or a related security is pending for the account of a client. SAMA's Designated Principal reviews reports of personal transactions in securities by SAMA personnel.

In order to implement SAMA's Investment Policy, the following procedures have been put into place with

respect to SAMA and its Covered Persons:

1. If SAMA is recommending any security for purchase by the client, no Covered Persons may effect personal transactions in that security prior to the client's purchase having been completed, or until the client has made the decision not to purchase the security, and;
2. If SAMA is recommending that the clients sell any security, no Covered Persons may effect personal transactions in that security prior to the client's sale of that security, or until the client has made the decision not to sell the security.

Affiliated accounts may trade in the same securities with client accounts on an aggregated basis when consistent with SAMA's obligation of best execution. In such circumstances, the affiliated and client accounts will share commission costs equally and receive securities at a total average price. SAMA will retain records of the trade order (specifying each participating account) and its allocation, which will be completed prior to the entry of the aggregated order.

Item 12 – Brokerage Practices

SAMA may recommend a broker of record and its corresponding custodian such as TD Ameritrade. SAMA participates in the TD Ameritrade Institutional program. TD Ameritrade offers services which include custody of securities, trade execution, and clearance and settlement of transactions.

Factors which SAMA considers in recommending certain broker-dealers or custodians to clients may include such entity's financial strength, reputation, execution, pricing, and service. In return for effecting securities transactions through certain broker-dealers/custodians, SAMA or its designated representatives may receive certain support services that may assist SAMA in its investment decision-making process for all of SAMA's clients.

The client may direct SAMA to use a particular broker-dealer (subject to SAMA's right to decline and/or terminate the engagement) to execute some or all transactions for the client's account. In such an event, the client will negotiate terms and arrangements for the account with that broker-dealer, and SAMA will not seek better execution services or prices from other broker-dealers or be able to aggregate the client's transactions for execution through other broker-dealers with orders for other accounts managed by SAMA. As a result, the client may pay higher commissions or other transaction costs or greater spreads, or receive less favorable net prices, on transactions for the account than would otherwise be the case.

In seeking best execution, the determinative factor is not always the lowest possible cost, but whether the transaction represents the best qualitative execution, taking into consideration the full range of broker-dealer services, including factors such as execution capability, commission rates, and responsiveness. Accordingly, although SAMA will seek competitive rates, it may not necessarily obtain the lowest possible commission rates for the client's account transactions.

SAMA receives no products, research, or services (i.e., soft dollars) that it would consider a significant factor in utilizing a particular broker-dealer. However, SAMA may receive certain services and products, such as fundamental research reports, technical and portfolio analyses, pricing services, economic forecasting and general market information, historical data base information, and computer software that assist SAMA's investment management process, from its custodian. If selecting a particular broker for execution of client's transactions, SAMA may seek to obtain most favorable terms under the circumstances by considering such factors as: price, execution capability, reliability, responsiveness, financial responsibility, and the value of any products or services provided by such brokers.

If SAMA uses client commissions (i.e., soft dollars) to obtain services or products, SAMA receive a benefit because we do not have to pay for the services. This creates a conflict of interest in that it provides an incentive for SAMA to select or recommend a broker-dealer based on our interest in receiving certain products or services, rather than your interest in receiving the most favorable executions. SAMA limits its use of soft dollars to only those services which are within the safe harbor.

As a general matter, brokerage and research services are used to service all of SAMA's clients. However, each and every brokerage or research service may not be used for the benefit of all individual accounts. Brokerage commissions paid by one account may be used to pay for brokerage and research services that may not be used to service that account. SAMA does not usually attempt to allocate the relative costs, benefits or research among client accounts because it believes that, in aggregate, the research it receives benefits clients and assists SAMA in fulfilling its overall duty to its clients.

Transactions for the client's account generally will be effected independently, unless SAMA decides to purchase or sell the same securities for several clients at approximately the same time. SAMA may, but is not obligated to, combine or aggregate such orders to obtain best execution, or to negotiate more favorable transaction rates. To the extent that SAMA elects to aggregate client orders for the purchase or sale of securities, including securities in which SAMA's principal(s) and/or associated person(s) hold an interest, SAMA shall generally do so in accordance with the parameters set forth in SEC No-Action Letter, *SMC Capital, Inc.* SAMA shall not receive any additional compensation or remuneration as a result of the aggregation.

Item 13 – Review of Accounts

We may review clients' accounts periodically. Our Designated Principal or his designee may review the client accounts for suitability and service. The Designated Principal may review the performance and cost basis for the client's transactions, comparing executed transactions to the client's financial information. The clients' objectives are used to review for suitability. Periodically, accounts are reviewed referencing client's objectives for any transaction that may not fit the client's stated objectives, or SAMA's understanding of the client's objectives will be flagged and reviewed.

Events that may trigger further client account reviews in addition to the standard review process may include, but would not be limited to, a notable increase in the volume of requests by the client to effect transactions in his/her account(s), where such transactions may appear to be inconsistent with the client's previously stated investment objectives. Other factors may include requests by the client to liquidate certain securities positions/contracts where such transactions may appear to be inconsistent with the client's previously stated investment objectives. Additional triggering factors may be the performance on an individual account

being an outlier to the performance of accounts with similar investment objectives, and a customer concern or question.

Clients should receive written reports and confirmations of all transactions directly from the broker-dealer or custodian for the client accounts. SAMA may furnish the client with a compilation of the activity and the status of the client's account(s). Any such report is provided as an accommodation only. Clients are urged to compare custodial statement with SAMA's reports and rely solely upon the reports issued by the broker-dealer/custodian of the assets.

Limited Partners of SAM Special Opportunities Fund, L.P. will be advised, at least quarterly, as to the operation of the Fund by the administrator of the Fund. The Partners will be furnished with audited year-end financial statements, including a statement of profit or loss for such fiscal year. In addition, Limited Partners will receive a report reflecting the status of the changes in their capital account including one annual statement.

Item 14 – Client Referrals and Other Compensation

Except as otherwise noted below, SAMA does not receive an economic benefit from any parties other than the investment management fee our clients provide for management of their portfolios.

As disclosed under Item 12, SAMA participates in TD Ameritrade's institutional customer program and SAMA may recommend TD Ameritrade to clients for custody and brokerage services. There is no direct link between SAMA's participation in the program and the investment advice it gives to its clients, although SAMA may receive economic benefits through its participation in the program that are typically not available to TD Ameritrade retail investors. These benefits may include the following products and services (provided without cost or at a discount): receipt of duplicate client statements and confirmations; research related products and tools; consulting services; access to a trading desk serving SAMA participants; access to block trading (which provides the ability to aggregate securities transactions for execution and then allocate the appropriate shares to client accounts); the ability to have advisory fees deducted directly from client accounts; access to an electronic communications network for client order entry and account information; access to mutual funds with no transaction fees and to certain institutional money managers; and discounts on compliance, marketing, research, technology, and practice management products or services provided to SAMA by third party vendors. TD Ameritrade may also have paid for business consulting and professional services received by SAMA's related persons. Some of the products and services made available by TD Ameritrade through the program may benefit SAMA but may not benefit its client accounts. These products or services may assist SAMA in managing and administering client accounts, including accounts not maintained at TD Ameritrade. Other services may be made available by TD Ameritrade that are intended to help SAMA manage and further develop its business enterprise. The benefits received by SAMA or its personnel through participation in the program do not depend on the amount of brokerage transactions directed to TD Ameritrade. As part of its fiduciary duties to clients, SAMA endeavors at all times to put the interests of its clients first. Clients should be aware, however, that the receipt of economic benefits by SAMA or its related persons in and of itself creates a potential conflict of interest and may indirectly influence the Advisor's choice of TD Ameritrade for custody and brokerage services.

Item 15 – Custody

The client's assets are maintained with a qualified custodian. The qualified custodian is authorized by the client to deduct and direct payment of SAMA's advisory fee directly from the client's custodial account. We may be deemed to have custody solely because we may deduct our advisory fees from clients' custodial accounts. Clients should receive account statements on at least a quarterly basis from the broker/dealer, bank or other qualified custodian that holds and maintains the client's account. SAMA urges you to carefully review such statements and compare such official custodial records to the account statements that we may provide to you and rely solely on the account statement received from the qualified custodian.

Item 16 – Investment Discretion

SAMA's investment management services may be provided on either a discretionary or non-discretionary basis however we usually receive discretionary authority from our clients. Where SAMA has discretionary management authority, SAMA will be authorized to determine the securities to be bought or sold for the client's account(s), the amount of securities to be brought or sold, the timing of securities transactions and the broker or dealer to be used to execute client securities transactions.

Each client may request reasonable limitations be placed on SAMA's discretionary authority, such as securities or market sector based limitations. Any such limitations or investment guidelines shall be presented to SAMA in writing, and SAMA will review any such requests on a case-by-case basis.

SAMA's Client Advisory Agreement, and the agreement between the client and the custodian/broker-dealer for the account, may grant discretionary authority to SAMA. The client's written agreement with the custodian also grants a limited power of attorney to SAMA to effect transactions in the client's custodial account.

Item 17 – Voting Client Securities

SAMA retains the authority for most of its client to vote their proxies. SAMA's policy is to always vote a proxy in the best interest of the client. Should SAMA find itself in conflict of interest with its client on a proxy matter, SAMA will disclose the conflict in writing to the client and propose the vote it intends to cast. The client must consent in writing to the proposed vote. If the client objects, he/she must instruct SAMA as to the vote to be cast. SAMA will follow those instructions.

As part of its record keeping requirements, SAMA will retain copies of its voting policies and any amendments thereto. SAMA maintains: (i) all proxy statements received regarding the client's securities, (ii) an electronic "Proxy Voting" log and hard copies and/or other records reflecting votes cast on behalf of the client

(iii) copies of communications with the client disclosing a conflict of interest and the client's response (iv) records of the client's request for proxy voting information, and (v) any documents prepared or used by the adviser that were material to making a decision on how a vote should be cast.

For certain clients and accounts, the right to vote Proxy's may be reserved solely for the client. SAMA is typically provided with details of such proxy votes upon request.

SAMA will maintain all proxy information received and the CCO will ensure that any and all proxies are voted in accordance with these policies and procedures. Clients may obtain a copy of SAMA's voting policies and procedures upon request at (212) 812-9330 or operations@samadvisorsllc.com.

Item 18 – Financial Information

SAMA 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.