

Form ADV Part 2.A

Item 1 – Cover Page

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This brochure provides information about the qualifications and business practices of Texan Capital Management, Inc. If you have any questions about the contents of this brochure, please contact us at (713) 965-0300. 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 Texan Capital Management, Inc. is also available on the SEC's website at www.adviserinfo.sec.gov.

Texan Capital Management, Inc. is a registered investment adviser. Registration does not imply any level of skill or training.

Item 2 – Material Changes

There have been no material changes to our last brochure, which was dated March 28, 2013.

Our brochure may be obtained by contacting Julia Cauthorn at (713) 965-0300. Additional information about Texan Capital Management, Inc. is also available via the SEC's web site at **www.adviserinfo.sec.gov**. The SEC's web site also provides information about any persons affiliated with Texan Capital Management, Inc. who are registered, or are required to be registered, as investment adviser representatives of Texan Capital Management, Inc.

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Item 4 – Advisory Business

History

Texan Capital Management (sometimes called “Texan Capital” or “we” or “the firm” in this brochure) was founded in 2001 by Frank M. Wozencraft, Jr., Chief Executive Officer. Shareholders owning over 25% are Frank M. Wozencraft, Jr. and Julia J. Cauthorn. Ms. Cauthorn is President and Chief Compliance Officer. Fred S. Robertson and Michael E. Rome are also shareholders. Mr. Rome is Treasurer of the firm. Mr. Wozencraft, Ms. Cauthorn and Mr. Rome are registered as investment advisory representatives of the firm, as is B.J. Willingham.

Advisory Services for Individually Managed Accounts

When a client first engages Texan Capital as its investment adviser, one or more principals of the firm meet with the client to determine the client's financial goals and investment objectives. We interview new advisory clients extensively to determine the client's income needs and the financial issues the client is experiencing or anticipating in the future, such as funding children's college educations, providing care for elderly parents, or planning for retirement. We use the information gleaned in these discussions and to build an investment portfolio (the “Account”) individually tailored for the client. Clients may impose restrictions on the Account, such as prohibiting investments in certain types of securities. Once the Account is constructed, we constantly monitor its performance.

We invest with a focus on increasing portfolio value over a long-term time horizon, using stocks, bonds, master limited partnerships, mutual funds, exchange-traded funds and options. We invest cash reserves in money market funds. We meet with or speak to our clients regularly.

Advisory Services for Wrap Fee Accounts

We participate in a wrap fee program at Wells Fargo Advisors called the Private Advisor Network. Texan Capital manages accounts in this program in the same manner as for other accounts, with the exception that Wells Fargo Advisors does not allow mutual funds to be held. As mutual fund holdings in similar Texan Capital accounts are not significant, the effect of the restriction is negligible. Clients in the Wells Fargo Advisors Private Account Network have a direct contractual relationship with Texan Capital as their investment manager. Texan Capital's fee is 0.60% per year, and it is included in the total wrap fee that Wells Fargo Advisors charges.

Assets Under Management

As of March 23, 2014, our assets under management totaled \$335,841,484. Of this amount, \$307,438,561 was in discretionary accounts and \$28,401,923 was in non-discretionary accounts we manage.

Item 5 – Fees and Compensation

We charge fees based on the amount of assets under management. We bill quarterly in arrears. Our investment management fee starts at 1.00% per year and scales downward, depending on the size of the account and the types of investments utilized. Portfolio turnover is typically under 30% annually in most accounts. This varies when clients need tax losses/gains or their situation changes. There is no minimum fee. When clients sign investment advisory agreements, they indicate whether they prefer to pay by check or to have the fee deducted from their accounts. When a client terminates his or her agreement with Texan Capital, we calculate our final invoice pro-rata based on the number of days that we provided services during the current calendar quarter.

We do not charge additional fees for dealing with clients' accountants and lawyers, arranging charitable stock donations, or other such client-service related requests. We charge consulting fees for advice to non-investment management clients, who want to meet regularly, at a rate of \$250 per hour.

Our fees do not include any brokerage commissions, custodial fees, bank fees, margin interest, national securities exchange fees, wire transfer fees or other costs or fees charged by a client's broker or custodian. Additionally, money market funds, exchange traded funds, and mutual funds charge clients for their internal fees and expenses. These fees and expenses are described in each fund's prospectus. We do not share in any of these internal fees and expenses. Please see *Item 12: Brokerage Practices* below for additional information about brokerage.

We use mutual funds in many retirement and 529 accounts, where the mutual fund family choices are often restricted. We oversee these accounts and make changes as we change our asset allocation or choose to transact in a specific fund. Most of the money market mutual funds we use are invested in government securities.

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

Performance-based fees are fees based on a share of capital gains in a client's account or capital appreciation of the assets in a client's account. We do not charge performance-based fees to any of our clients.

Item 7 – Types of Clients

We provide advisory services to individuals, high net worth individuals, families and their related accounts (IRAs, 401(k)s, 529s, 403(b)s; and trusts); foundations; and corporations.

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

We use a combination of top-down, sector rotation analyses, combined with bottom-up fundamental research. We generate research internally. We also receive economic, geopolitical and company-specific research from external firms.

If clients need income, we will use bonds, high yielding equities and master limited partnerships, in addition to other publicly traded securities. Margin is used only when a client wants cash sooner than we can get a security sold, or because of margin requirements for options. We use options for a few sophisticated clients. Texan Capital does not use insurance, annuities, commodities, or futures for our clients. We invest in exchange-traded funds (ETFs).

We use mutual funds for emerging markets exposure and for diversification, especially in smaller accounts.

We read widely and use brokerage firms' research, economic research, weather research, technical research, and company reports to shareholders and the SEC. We listen to webcasts and conference calls with company management and we have occasional meetings with some management teams.

Investing in securities involves risk of loss that clients should be prepared to bear. Clients should be aware that even if we use our best efforts, they may not be successful. Any security in a client's account, other than a United States Treasury instrument, could lose all or part of its value. Many factors and events outside of our control can affect the securities markets and the value of securities in a client's account. Examples include, but are not limited to, changes in domestic or foreign political leadership, breaking news events, natural disasters, adverse weather conditions, terrorist activity, or changes in the Internal

Revenue Code. We may not be able to accurately predict the effects on the securities markets of these factors and events or how they may affect the value of securities held in clients' accounts. **We do not guarantee the future performance of a client's account or any specific level of performance, the success of any investment decision or strategy that we may use, or the success of our overall management of a client's account.**

We tell clients that risk is inherent in all markets. Causes for market declines are discussed with clients during and after the fact. We tell them that they can lose capital investing in the stock and bond markets. We may hold more cash when we see volatility in the markets to mitigate some of this risk, but there are many factors which can cause a security or the market in general to fall. Examples of risks include:

- Many markets decline, including security prices of good companies. We may continue to hold these securities in our clients' accounts.
- A sector of the market may become "unfashionable," which would negatively affect prices of those types of investments.
- We may not value a security properly.
- Company management could perpetrate a fraud that goes undiscovered before the security's price falls.

Item 9 – Disciplinary Information

This item requires us to disclose all material facts regarding any legal or disciplinary events that would be material to an evaluation of Texan Capital or the integrity of our management. We have no information applicable to this item.

Item 10 – Other Financial Industry Activities and Affiliations

B.J. Willingham sold Willingham Asset Management, Inc. on December 31, 2007. Since that time, he has continued to work at Moncrief Willingham Energy Advisers, L.P. ("Energy Advisers"), an energy hedge fund, while also working as a registered investment adviser representative of Texan Capital. If one of Energy Advisers' clients or prospective clients does not want to be hedged, but wishes to remain or become a client owning energy securities, both firms participate. Energy Advisers does the energy research and Texan Capital makes the trades and provides reports. Both firms sign the investment advisory agreement with the client and share fees received from the client.

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

Texan Capital Management has adopted a code of ethics as required by SEC Rule 204A-1. In our code of ethics we emphasize that we will uphold the fiduciary duty entrusted to us by our clients and that we will follow federal and state laws and regulations. We require that employees avoid any action which might result in a conflict of interest with the firm and its clients. We prohibit trading on the basis of material non-public information. We prohibit accepting or exchanging extravagant gifts or entertainment from or with brokerage firms or suppliers that do business with us. Before doing a trade in their personal accounts, employees must get permission from the chief compliance officer who verifies that there are no outstanding orders in that security. Access persons must file quarterly reports of trades and must file annual reports of holdings. Employees may not buy stocks in primary or secondary offerings. Texan Capital will provide a copy of its Code of Ethics to any client or prospective client upon request.

Texan Capital's principals and employees may invest in the same securities that we recommend to clients. When we buy or sell a particular security for clients, employees must wait until those trades are complete to do their trades in that security.

Item 12 – Brokerage Practices

We select broker-dealers for some clients' transactions. When asked, we also recommend custodians, depending on each client's unique situation and needs.

Texan Capital has a "soft dollar" arrangement with its prime brokers, whereby the costs of certain research and other services and products used by Texan Capital are paid from commissions generated by client trades. We use soft dollars to pay for brokerage firm research and Bloomberg. Only client accounts with prime broker agreements pay for these services, and the portfolio values must be at least \$100,000. Our prime brokers approve these transactions pursuant to safe harbor provisions of Section 28(e) of the Securities Exchange Act of 1934.

We aggregate or "block" trades for multiple client accounts together when possible and when advantageous to clients. Transaction costs are shared equally across the accounts on a pro-rata basis.

The order in which trades are executed is varied according to a fixed rotation to avoid favoring one custodian's accounts versus another's.

Texan Capital does not maintain physical custody of client assets that we manage, although we may be deemed to have custody of client assets if the client gives us authority to withdraw assets from his or her account (see Item 15 – Custody, below). Client assets must be maintained in an account at a “qualified custodian,” generally a broker-dealer or bank. We are independently owned and operated, and we are not affiliated with any custodian or brokerage firm. Clients give us trading authority to direct transactions on their behalf. The brokerage firms will hold client assets in a brokerage account and buy and sell securities when we instruct them to. When a client chooses a custodian and/or broker, he or she enters into an account agreement directly with brokerage firm or custodian. This agreement is separate from the client’s agreement with Texan Capital. If requested by the client, Texan Capital may assist in the opening of the account at the custodian. When the client grants us the authority to select Prime Brokers, we may use other brokers to execute trades in the client’s account, as described below (See “*Brokerage and Custody Costs*”).

How We Suggest Brokers/Custodians

We recommend custodians/brokers who will hold client assets and execute transactions on terms that are, overall, most advantageous when compared to the other available providers and their services. We consider a wide range of factors including:

- Combination of transaction execution services and asset custody services (generally without a separate fee for custody)
- Capability to execute, clear, and settle trades (buy and sell securities for the client’s account)
- Capability to facilitate transfers and payments to and from accounts (wire transfers, check requests, bill payment, etc.)
- Breadth of available investment products (stocks, bonds, mutual funds, exchange-traded funds [ETFs], etc.)
- Availability of investment research and tools that assist us in making investment decisions
- Quality of services
- Competitiveness of the price of those services (commission rates, margin interest rates, other fees, etc.) and willingness to negotiate the prices
- Reputation, financial strength, and stability
- Prior service to us and our other clients
- Availability of other products and services that benefit us, as discussed below (see “*Products and Services Available to Us From Schwab*”)

Brokerage and Custody Costs

For our clients' accounts that Schwab maintains, Schwab generally does not charge the client separately for custody services. Client business is compensated by charging commissions or other fees on trades that the firms execute or that settle into a client's Schwab account. The commission rates applicable to our client accounts were negotiated based on the condition that our clients collectively maintain \$10 million of their assets in accounts at Schwab. This commitment benefits clients because the overall commission rates paid are lower than they would be otherwise. In addition to the commissions, Schwab may charge clients a flat dollar amount as a "prime broker" or "trade away" fee for each trade that we have executed by a different broker but where the securities bought or the funds from the securities sold are deposited (settled) into a client's Schwab account. These fees are in addition to the commissions or other compensation paid to the executing broker-dealer. Because of this, in order to minimize client trading costs, we have the custodian execute most trades for clients' accounts. We have determined that having Schwab execute most trades is consistent with our duty to seek "best execution" of our clients' trades. Best execution means the most favorable terms for a transaction based on all relevant factors, including those listed above (see "*How We Select Brokers/Custodians*").

Client-Directed Brokerage

If the client directs us to execute trades through another broker-dealer, the client is responsible for negotiating the terms and conditions (including, but not limited to, commission rates) relating to all services to be provided by that broker-dealer. In this circumstance, we assume no responsibility for obtaining the "best execution" of the client's trades.

Products and Services Available to Us from Schwab

Schwab Advisor Services is a business serving independent investment advisory firms like us. They provide us and our clients with access to their institutional brokerage – trading, custody, reporting and related services – many of which are not typically available to their retail customers. Schwab also makes available various support services. Some of those services help us manage or administer our clients' accounts, while others help us manage and grow our business. These support services generally are available on an unsolicited basis (we don't have to request them) and at no charge to us as long as our clients collectively maintain a total of at least \$10 million of their assets in accounts at Schwab.

The following is a more detailed description of Schwab's support services:

Services That Benefit Clients

Schwab's institutional brokerage services include access to a broad range of investment products, execution of securities transactions, and custody of client assets. The investment products available through Schwab include some to which we might not otherwise have access or that would require a significantly higher minimum initial investment by our clients. The services described in this paragraph generally benefit clients and their accounts.

Services That May Not Directly Benefit Clients

Schwab also makes available to us other products and services that benefit us but may not directly benefit clients and their accounts. These products and services assist us in managing and administering our clients' accounts. They include investment research, Schwab's own and that of third parties. We may use this research to service all or a substantial number of our clients' accounts, including accounts not maintained at Schwab. In addition to investment research, Schwab also makes available software and other technology that:

- Provides access to client account data (such as duplicate trade confirmations and account statements)
- Facilitates trade execution and allocate aggregated trade orders for multiple client accounts
- Provides pricing and other market data
- Facilitates payment of our fees from our clients' accounts
- Assists with back office functions, recordkeeping, and client reporting

Services That Generally Benefit Only Us

Schwab also offers other services intended to help us manage and further develop our business enterprise. These services include:

- Educational conference and events
- Consulting on technology, compliance, legal and business needs
- Publications and conferences on practice management and business succession
- Access to employee benefits providers, human capital consultants and insurance providers

Schwab may provide some of these services themselves. In other cases, they will arrange for third-party vendors to provide the services to us. Schwab may discount or waive their fees for some of these services or pay all or a part of a third party's fees. They may also provide us with other benefits, such as occasional business entertainment for our personnel.

Our Interest in Schwab's Services

The availability of these services from Schwab benefits us because we do not have to produce or purchase them. We do not have to pay for these services so long as our clients collectively keep a total of at least \$10 million of their assets in accounts at Schwab, as discussed above. Beyond that, these services are not contingent upon us committing any specific amount of business in trading commissions or assets in custody. The \$10 million minimum may give us an incentive to recommend that clients maintain their accounts at Schwab, based on our interest in receiving services that benefit our business rather than based on a client's interest in receiving the best value in custody services and the most favorable execution of client transactions. This is a potential conflict of interest. We believe, however, that our selection of Schwab as custodian and broker is in the best interests of our client. Our selection is primarily supported by the scope, quality and price of Schwab's services (see "*How We Select Brokers/Custodians*") and not only that their services benefit only us. We have over \$307 million in assets under discretionary management, and we do not believe that recommending clients to collectively maintain at least \$10 million of those assets at Schwab in order to avoid paying quarterly service fees presents a material conflict of interest.

We receive an economic benefit from Schwab in the form of the support products and services it makes available to us and other independent investment advisors whose clients maintain their accounts at Schwab. These products and services, how they benefit us, and the related conflicts of interest are described above. The availability to us of these products and services is not based on us giving particular investment advice, such as buying particular securities for our clients.

Item 13 – Review of Accounts

Client accounts are reviewed monthly by Frank M. Wozencraft, Jr., Julia J. Cauthorn or B.J. Willingham. We all review statements sent to clients quarterly. In addition, we review share and bond prices, SEC filings and research daily. Clients receive brokerage statements monthly or quarterly. Some clients opt to receive confirmations and/or statements electronically when offered by their custodians. Copies of confirmations and statements are also sent to us.

Item 14 – Client Referrals and Other Compensation

Many friends and clients introduce us to prospective clients. We do not compensate them for referrals, although we appreciate their confidence in us.

We have a registered investment advisory representative, Joslyn Berndt Dobson, who is paid a percentage of the management fees we receive from her former clients who are now Texan Capital clients. She contacts clients regularly and advises on asset allocation, portfolio performance, and securities in the clients' accounts. Ms. Dobson previously had her own registered investment advisory firm, Berndt Advisors Corp.

Item 15 – Custody

Under the regulations of the Securities and Exchange Commission we are deemed to have custody of client assets if the client authorizes us to instruct the custodian to deduct our advisory fees directly from the client's account. The client's custodian, however, maintains actual custody of the client's assets. The client will receive account statements directly from the custodian at least quarterly. Custodial statements will be sent by email or U.S. mail to the address the client provides to the custodian. We urge clients to carefully review their custodial statements and compare them to the reports they receive from us. Our reports may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities, but if clients observe any discrepancies between our reports and their custodian's statements, they should contact us as soon as possible.

Item 16 – Investment Discretion

Most of our client assets are managed on a discretionary basis. Clients who hire us sign investment advisory agreements which grant us the authority to manage their assets on a discretionary basis. Wherever the clients' assets are custodied, we require that the client grant us a limited power of attorney to trade in their custodial accounts and, if they agree in our contract, the ability to deduct investment advisory fees from their accounts.

Item 17 – Voting Client Securities

We offer to vote our clients' proxies. We receive proxy statements by mail and electronically. We will provide a copy of our proxy voting policy to clients upon request. We generally vote against management compensation when it is exorbitant in our opinions. Otherwise, we vote with management because of our confidence in management's skills. Clients may obtain information about how we voted their securities by contacting us.

Item 18 – Financial Information

Registered investment advisers are required to provide clients with certain financial information or disclosures about their financial condition. We have no financial condition that impairs Texan Capital Management’s ability to meet its contractual and fiduciary commitments to clients. We have never been the subject of a bankruptcy proceeding.