



Disclosure Brochure

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This brochure provides information about the qualifications and business practices of Samson Capital Management, LLC. If you have any questions about the contents of this brochure, please contact us at (913) 601-3260 or at info@samsoncapmgmt.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission ("SEC") or by any state securities authority.

Additional information about Samson Capital Management, LLC is available on the SEC's website at www.adviserinfo.sec.gov.

Registration as a registered investment adviser does not imply a certain level of skill or training.

Item 2. Material Changes

No material changes have occurred to Samson Capital Management, LLC's Brochure since the last annual update of our brochure on March 27, 2017.

We note that we made various non-material changes throughout the Disclosure Brochure to update and clarify certain services and practices. We identified additional general risks (Item 8) and updated financial industry activities and affiliations of our owners (Item 10). We also made other non-material edits throughout the Brochure.

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Item 4. Advisory Business

Samson Capital Management, LLC (“SCM,” the “Firm,” “we,” or “us”) is a fee-based SEC-registered investment adviser that provides investment management services to clients via the MLP Income Portfolio. Our principal place of business is in Leawood, Kansas. We were founded in May 2009 by James E. Ferrell, interim CEO and Chairman of Ferrellgas (NYSE: FGP), to make the firm’s experience in master limited partnership and other energy-related securities (“MLP”) investing available to outside investors.

The James E. Ferrell Revocable Trust (“Trust”) is SCM’s majority indirect owner and James E. Ferrell is the direct owner of the Trust. Pamela A. Breuckmann and Remco M. Obertop are minority direct owners of SCM.

As of December 31, 2017, we managed \$93,916,876 in client assets on a discretionary basis and \$0 of client assets on a non-discretionary basis.

Model Portfolio Management Services

Our firm provides portfolio management services to clients using model asset allocation portfolios based on a long-only, public equity investment strategy which concentrates on investments in energy-related MLPs. The strategy targets investments in the midstream energy sector including MLPs that specialize in the development, production, processing, refining, transportation, storage and marketing of natural resources. The MLP Income Portfolio is designed to meet a particular investment goal.

Through personal discussions with the client where we establish the client's goals and objectives, we determine if the model portfolio is suitable to the client's circumstances. Once the suitability of the portfolio has been determined, the portfolio is managed based on the portfolio's goal, rather than on each client's individual needs. Clients, nevertheless, have the opportunity to place reasonable restrictions on the types of investments to be held in the client's account and account supervision is guided by the stated objectives of the client, as well as tax considerations. Clients retain individual ownership of all securities.

In order to ensure that our initial determination of an appropriate portfolio continues to be suitable and that the client's account continues to be managed in a manner suitable to the client's financial circumstances, we maintain client suitability information in the client's file. On a quarterly basis, we notify clients to request that they provide updated information regarding the client's financial situation and investment objectives and whether the client wishes to impose or modify existing investment restrictions.

We manage advisory accounts on a discretionary basis only. After initial client discussions, we execute transactions without seeking additional client consent.

Sub-Advisory Services

We also provide model portfolio management services as a sub-adviser. In other words, a client may engage an independent registered investment adviser ("Independent RIA") which, in turn, engages us to provide portfolio management services to all or part of its clients' portfolios. In this situation, the Independent RIA (and not our firm) is responsible for collecting and analyzing client investment goals and objectives and determining the suitability of our investment model. We do not verify any information and/or directions obtained from the Independent RIA and we are expressly authorized to rely on the Independent RIA’s suitability determination. The Independent RIA is responsible for updating client suitability information and reassessing the suitability of the selected SCM investment model on an ongoing basis. We receive a fee charged to the client in accordance with the agreement between us and the Independent RIA. The sub-advisory agreement may allow us to invoice sub-advised clients directly for our advisory fee. Clients should refer to the Independent RIA's disclosure document for additional information regarding its advisory services, total fees, conflicts of interest and other important information.

We also provide model portfolio management services to other investment advisers via Investment Platforms (“Platform”) where we submit our model portfolio to the Platform, as well as timely submit any model portfolio changes. An Independent RIA can subscribe to the Platform to obtain access to our model. In this situation, we maintain discretionary authority over only the composition of our model portfolio. The Independent RIA (and not

our firm) is responsible for collecting and analyzing client investment goals and objectives and determining the suitability of our investment model. In addition, the Independent RIA (and not our firm) is responsible for execution of securities transactions. We receive a fee, paid by the Platform, in accordance with the agreement between us and the Platform. Clients should refer to the Independent RIA's disclosure document for additional information regarding its advisory services, total fees, conflicts of interest and other important information.

Wrap Fee Program

We are a portfolio manager in wrap fee programs ("Wrap Programs"). Wrap Programs are programs in which a specified fee or fees not based directly upon transactions in a client's account is charged for investment advisory services and execution of client transactions. We do not sponsor any Wrap Programs. The Wrap Program's sponsor distributes their wrap fee brochure to the respective client(s).

Services in General

Our investment recommendations are not limited to any specific product or service offered by a broker-dealer or insurance company; however, we primarily provide advice regarding energy-related, publicly-traded MLPs.

Item 5. Fees and Compensation

For our model portfolio management and sub-advisory services, we charge an annual fee based on the percentage of assets under our management, in accordance with the following schedule:

| <u>Assets Under Management (\$)</u> | <u>Annual Fee (%)</u> |
|-------------------------------------|-----------------------|
| Under \$1,000,000 | 1.25% |
| \$1,000,000 and above | 1.00% |

Advisory fees are either directly debited from clients' custodial accounts or invoiced (as agreed with each client and/or Independent RIA) in arrears, at the end of each quarter, based upon the value (market value or fair market value in the absence of market value) of the assets in the client account on the last business day of that quarter. We receive an advisory fee separate from the wrap fee that is charged by the Wrap Program sponsor. Fees for some Wrap Programs may be billed in advance. Fees charged for Platform services are negotiated on a case-by-case basis and are typically calculated based on a percentage of assets under advisement.

On occasion, fees and account minimums for all services are negotiable based upon certain criteria (i.e. anticipated future additional assets, dollar amount of assets to be managed, related accounts, account composition, negotiations with client, etc.). Additionally, on occasion, we may choose to forego fees that we were otherwise entitled to under an advisory client's contract, for the benefit of the client's account, depending upon certain factors including market performance. Discounts, not generally available to our advisory clients, are offered to family members and friends. We group certain related client accounts for the purposes of determining the account size and/or annualized fee. Certain legacy client agreements may be governed by fee schedules different from those listed above.

Account Termination

Clients open an advisory account with us by executing an Investment Management Agreement ("IMA"). Clients may terminate the IMA by providing us 30 days notice at our principal place of business. Upon termination of any account, any earned, unpaid fees will be due and payable.

Brokerage and Custodial Fees; Mutual Fund Fees

In addition to our advisory fees, clients may also incur fees imposed directly by the custodian of the client's account, as well as transaction charges imposed by the broker-dealer executing securities transactions for the client's account. All fees paid to our firm for investment advisory services are separate and distinct from the fees and expenses charged by the client's custodian and/or broker-dealer.

Cash in a client's account may be swept into a money market fund by the client's custodian at the client's discretion. The fees and expenses of these funds are described in each fund's prospectus and will generally include a management fee, other fund expenses and a possible distribution fee. Clients should review both the fees charged by the funds and the fees charged by us to fully understand the total amount of fees to be paid by the client and to thereby evaluate the advisory services being provided.

Please see "*Item 12, Brokerage Practices*" below for important disclosures regarding our brokerage practices.

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

Not applicable.

Item 7. Types of Clients

We generally provide advisory services to individuals, trusts, estates, foundations, charitable organizations, pension and profit sharing plans, corporations and other business entities.

We impose a minimum account size of \$500,000 for model portfolio management and sub-advisory services. This account size is negotiable under certain circumstances.

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

Methods of Analysis

Our methods of security analysis include fundamental and technical analysis. Fundamental analysis involves analyzing real data to evaluate a security's value. This includes examining such things as financial statements, management teams, a company's competitive advantages and its competitors and studying the market in general. The end goal of performing fundamental analysis is to produce a value to compare with the security's current price to determine the best position to take with the security (buy, hold, sell, etc.). Technical analysis involves analyzing statistics generated by market activity, such as past prices and volume, to identify patterns that can suggest future activity.

Our research process relies primarily on in-house, fundamental company analysis. We study and analyze company filings and meet with management teams both at corporate headquarters and investor conferences. We also read company updates and listen to earnings calls to further establish our investment case from both a quantitative and qualitative approach. Site visits are also part of the process to further understand the inner workings of the assets that the companies operate. In addition to the proprietary research, we also discuss the MLP companies with sell-side analysts and study "street" research. On occasion, we also utilize technical analysis of stocks to analyze past market movements and determine entry and exit points for our holdings.

Investment Strategies

The investment objective of the MLP Income Portfolio is to generate high after-tax income from a portfolio of publicly-traded MLPs, in addition to capital appreciation. This is generally implemented via a long-term, buy and hold strategy. The strategy targets companies in the midstream sector of the MLP space utilizing a bottom-up, fundamental approach to evaluating these companies. We consider both quantitative and qualitative factors. From a quantitative standpoint, we focus on credit metrics and safety of distributions including debt ratios, interest coverage ratios, EBITDA and distributable cash flow models. Qualitatively, we review a variety of factors including management's operational expertise, project execution, geographic diversity, contract structures and the overall MLP competitive landscape. We also perform valuation analysis on MLP companies using in-house research and applying a variety of valuation techniques.

Through our investment analysis, we aim to create a portfolio of MLPs that not only offers the greatest risk/reward opportunity but also provides tax-efficient, income-oriented results for our clients.

Risks

The risks related to our investment strategies include:

General Risks

- **Concentration Risk.** Our investment strategies focus on companies in the energy industry. This focus presents more risk than if our investments were broadly diversified over numerous industries and sectors of the economy. An inherent risk associated with a concentrated investment focus is that client portfolios may be adversely affected if a small number of investments perform poorly.
- **Information Risk.** Our securities analysis method relies on the assumption that the companies whose securities we purchase and sell, the rating agencies that review these securities, and other publicly available sources of information about these securities, are providing accurate and unbiased data. Furthermore, we rely on the assumption that management is providing accurate information and a fair representation of the business when discussing their company with the public and through meetings with us. While we are alert to indications that data may be incorrect, there is always a risk that our analysis may be compromised by inaccurate or misleading information.
- **Large Company Risk.** Large-capitalization companies may go in and out of favor based on market and economic conditions. Large-capitalization companies may be unable to respond quickly to new competitive challenges, such as changes in technology, and also may not be able to attain the high growth rate of successful smaller companies, especially during extended periods of economic expansion. Although the securities of larger companies may be less volatile than those of companies with smaller market capitalizations, returns on investments in securities of large-capitalization companies could trail the returns on investments in securities of smaller companies.
- **Liquidity Risk.** Trading volume, lack of a market maker or other restrictions could impair our ability to sell particular securities at an advantageous price or in a timely manner.
- **Long-Term Hold Risk.** A risk in a long-term purchase strategy is that, by holding the security for this length of time, we may not take advantage of short-term gains that could be profitable to a client. Moreover, if our predictions are incorrect, a security may decline sharply in value before we make the decision to sell.
- **Management Risk.** Our portfolio manager may make poor investment decisions, negatively affecting the strategy's investment performance.
- **Market Risk.** Equity security prices may decline in response to certain events taking place around the world, including those directly involving MLPs; conditions affecting the general economy; overall market changes; local, regional and global political, social or economic instability; and currency, interest rate and commodity price fluctuations. Investment in equity securities may involve large price swings and the potential for loss.
- **Small Company Risk.** Investments in small- and mid-capitalization companies may be more volatile and more likely than large capitalization companies to have narrower product lines, fewer financial resources, less management depth and experience and less competitive strength.

Energy Company Risks

- **Commodity Risk.** Energy companies may be significantly affected by energy commodity prices due to the impact of prices on the volume of commodities developed, produced, gathered and processed.
- **Global Risk.** Global financial markets and economic conditions have been volatile which has negatively impacted the energy industry and MLP companies in particular. This volatility may continue in the future and could continue to negatively impact energy companies' revenues and results of operations.
- **Natural Disaster Risk.** Events such as earthquakes, floods, lightning, hurricanes, tsunamis, tornadoes and wind are inherent risks to energy company operations. These natural disasters could result in substantial damage to the facilities of certain companies located in the affected areas, create volatility in the supply of energy and adversely impact the prices of certain energy companies' securities.
- **Operating Risk.** Energy companies are subject to many operating risks, including: equipment failure causing outages; structural, maintenance, impairment and safety problems; transmission or transportation constraints, inoperability or inefficiencies; dependence on a specified fuel source; changes in electricity and

fuel usage; availability of competitively priced alternative energy sources; lack of sufficient capital to maintain facilities; significant capital expenditures to keep older assets operating efficiently; seasonality; changes in supply and demand for energy; catastrophic and/or weather-related events such as spills, leaks, uncontrollable flows, ruptures, fires, explosions, floods, earthquakes, hurricanes, discharges of toxic gases and similar occurrences; storage, handling, disposal and decommissioning costs; and environmental compliance. Any of the identified risks may have a material adverse effect on the business, financial condition, results of operations and cash flows of energy companies.

- **Production Risk.** Gathering and processing companies are subject to many risks, including declines in production of crude oil and natural gas fields which utilize their gathering and processing facilities, prolonged depression in the price of natural gas or crude oil which curtails production due to lack of drilling activity, and declines in the prices of natural gas liquids and refined petroleum products, resulting in lower processing or refining margins. In addition, the development of, demand for, and/or supply of competing forms of energy may negatively impact the revenues of these companies.
- **Regulatory Risk.** Energy companies are subject to substantial government regulations and changes in government regulations may affect the profitability of such companies. Energy company activities are subject to stringent environmental laws and regulation. A company's failure to comply with such laws and regulations or to obtain any necessary environmental permits pursuant to such laws and regulations may result in the imposition of fines or other sanctions.
- **Reserves Risk.** Any material negative inaccuracies in energy companies' estimates of proven reserves or underlying assumptions may materially lower the value of energy companies. A significant slowdown in the identification or availability of reasonably priced and accessible proven reserves could adversely affect their business.
- **Supply/Demand Risk.** The financial performance and profitability of energy companies may be adversely impacted by a decrease in the exploration, production or development of natural gas, NGLs, crude oil, refined petroleum products, or a decrease in the volume of such commodities. In addition, a sustained decline in or varying demand for these natural resources could also adversely affect the financial performance of energy companies.
- **Terrorism Risk.** Energy companies, and the market for their securities, are subject to disruption as a result of terrorism-related risks. Cyber hacking may also cause significant disruption and harm to energy companies. These events may adversely affect the business and financial condition of particular energy companies.
- **Volume Risk.** Pipeline companies are subject to particular risks, including varying demand for crude oil, natural gas, natural gas liquids or refined products in the markets served by the pipeline; changes in the availability of products for gathering, transportation, processing or sale due to natural declines in reserves and production in the supply areas serviced by the companies' facilities; sharp decreases in crude oil or natural gas prices that cause producers to curtail production; reduced capital spending for exploration activities; or re-contracting at lower rates.

MLP Specific Risks

- **Affiliates Risk.** The performance of securities issued by MLP affiliates, including common shares of corporations that own general partner interests, primarily depends on the performance of an MLP. The risks and uncertainties that affect the MLP, its results of operations, financial condition, cash flows and distributions also affect the value of securities held by the MLP affiliates.
- **Interest Rate Risk.** A rising interest rate environment could adversely impact the performance of MLPs. Rising interest rates could limit the capital appreciation of equity units of MLPs as a result of the increased availability of alternative investments at competitive yields with MLPs. Rising interest rates may also increase a MLP's cost of capital. A higher cost of capital could limit growth from acquisition/expansion projects, limit the ability of such companies to make or grow distributions and limit the ability of such companies to meet debt obligations, all of which could adversely affect the prices of their securities.
- **Legislation Risk.** The value of an investment in an MLP will depend largely on the MLP's treatment as a partnership for U.S. federal income tax purposes which means the MLP does not pay U.S. federal income tax at the partnership level, rather each partner is allocated their share of the partnership's income, gains, losses, deductions and expenses. A change in the current tax law, or a change in the underlying business mix of a given MLP, could result in an MLP being treated as a corporation for U.S. federal income tax

purposes. This would require the MLP to pay taxes on its taxable income which would have the effect of reducing the amount of cash available for distribution by the MLP. In addition, it could result in a reduction of value in the MLP.

- **Ownership Risk.** MLPs are subject to many risks, including those that differ from the risks involved in an investment in the common stock of a corporation. Holders of MLP units have limited control and voting rights on matters affecting the partnership. Holders of MLP units are also exposed to the risk that they will be required to repay amounts to the MLP that are wrongfully distributed to them. Furthermore, MLP interests may not be as liquid as other more commonly traded equity securities.
- **Tax Risk.** The portion of an MLP distribution received by an investor that is offset by the MLP's tax deductions or losses generally will be treated as a return of capital to the extent of the Fund's tax basis in the MLP interest, which will cause income or gain to be higher, or losses to be lower, upon the sale of the MLP interest.

Investing in any securities involves a risk of loss that clients should be prepared to bear.

Item 9. Disciplinary Information

Not applicable.

Item 10. Other Financial Industry Activities and Affiliations

Certain principals and/or employees of our firm are also principals and/or employees at Ferrell Capital, Inc. ("Ferrell"), a diversified holding company and family office entity created to manage the operating businesses and passive investments of the Ferrell Family trusts. Some principals and/or employees serve as managers to certain entities owned or controlled by Ferrell. Ferrell is related to our firm by virtue of common ownership and control. Ferrell's family office services are structured to offer an integrated, interdisciplinary approach to wealth management. Ferrell does not currently charge any fees for providing the above-described services. Ferrell, where appropriate, recommends our advisory services to its family office clients. No referral fees of any kind will be paid by us to Ferrell or by Ferrell to us. Our firm and Ferrell share common office space, and utilize certain back-office support and accounting services provided by Ferrell. Ferrell invests in stocks and debt instruments of companies in which SCM clients are also invested.

These arrangements with Ferrell create privacy and information security challenges that we must address and monitor on an ongoing basis. We have implemented appropriate privacy, information security and investment information sharing safeguards to ensure that our clients' confidential, non-public information and our investment methods, ideas and trading information are properly protected.

The James E. Ferrell Revocable Trust (the "Trust"), the majority owner of SCM, is the Sole Member of FFIP GP, LLC which is the General Partner of FFIP, LP, FFIP II, LP and FFIP III, LP (hereinafter, "FFIP"). FFIP will not become clients of our firm, and, therefore, we will not provide any advisory services to FFIP. No clients of our firm will be solicited to invest in FFIP. Current investors of FFIP engage our firm for advisory services by opening separately managed accounts with SCM. No referral fees of any kind will be paid by us to FFIP or by FFIP to us.

James E. Ferrell, Trustee of the Trust and an indirect owner of SCM, is also interim CEO and Chairman of the Board of Directors of Ferrellgas, Inc., an entity serving as the General Partner of Ferrellgas Partners, LP ("Ferrellgas"), a publicly-traded propane distribution MLP. Mr. Ferrell is a minority owner of Ferrellgas, currently holding less than 10% of Ferrellgas. No advisory client of our firm will be solicited or allowed to invest in Ferrellgas through SCM model portfolios. Mr. Ferrell is also Chairman of the Board of Directors of Ferrell Companies, Inc. Ms. Breuckmann, minority owner and member of our firm, also serves on the Board of Directors of Ferrellgas, Inc. and Ferrell Companies, Inc. Ms. Breuckmann is a minority owner of Ferrellgas, currently holding less than 10% of Ferrellgas.

The Trust has an ownership interest of greater than 25% in Bancshares of Missouri, Inc. ("BMI"). BMI is the sole owner of KCB Bank ("KCB"), a community bank based in Kearney, Missouri. Ms. Breuckmann has an ownership interest of less than 25% in BMI and serves on KCB's Board of Directors. No advisory clients of our firm will be solicited or allowed to invest in BMI or KCB through SCM model portfolios. No client accounts will be held at

KCB. We maintain an operating account at KCB. When appropriate, we may recommend KCB's banking services to our advisory clients. Similarly, when appropriate, KCB may recommend the advisory services of our firm to its banking clients. No referral fees will be exchanged between these two entities.

Clients should be aware that the receipt of additional compensation for non-advisory services provided by our firm's affiliates, management persons or employees creates a conflict of interest that may impair the objectivity of our firm and these individuals.

Potential conflicts of interest also arise to the extent that these non-advisory activities may require a significant time commitment from our employees, thus limiting the amount of time they can dedicate to management of advisory client accounts.

Since we endeavor at all times to put the interest of our clients first as part of our fiduciary duty as a registered investment adviser, we take the following steps to address these conflicts:

- We disclose to clients the existence of all material conflicts of interest, including the potential for our firm's employees to earn compensation from advisory clients in addition to our advisory fees;
- We disclose to clients that they are not obligated to purchase any recommended products or services from our employees or affiliated firms;
- We require that our employees seek prior approval of any outside employment activity so that we can ensure that any conflicts of interests in such activities are properly addressed;
- We periodically monitor these outside employment activities to verify that any conflicts of interest continue to be properly addressed by our firm; and
- We educate our employees regarding the responsibilities of a fiduciary, including the need for having a reasonable and independent basis for the investment advice provided to clients.

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

We have adopted a Code of Ethics ("Code") which establishes high ethical standards of business conduct that we require of our employees, including compliance with applicable federal securities laws. Our Code includes provisions relating to prohibition against insider trading, personal securities policies, protecting the confidentiality of client information, a gifts and entertainment policy and whistleblower procedures, among other things. Our Code provides for awareness, oversight, enforcement and recordkeeping requirements. All employees must attest to their understanding and willingness to abide by the Code initially upon hire and annually thereafter. A copy of our Code is available to our advisory clients and prospective clients upon request to the Chief Compliance Officer ("CCO") at the firm's principal office address, found on the cover of this Brochure.

Individuals associated with our firm may buy or sell securities identical to those recommended to or purchased for customers for their personal accounts. In addition, related persons may have an interest or position in certain securities which may also be recommended to a client. Personal securities transactions by an employee result in a potential conflict of interest, as we may have an incentive to manipulate the timing of such purchases to obtain a better price or more favorable allocation in rare cases of limited availability.

To mitigate these potential conflicts of interest and ensure the fulfillment of our fiduciary responsibilities, we have established the following restrictions:

- No investment officer or employee (i.e. portfolio managers, investment analysts, traders, investment committee members, etc.) may own any model portfolio securities in their personal account outside of SCM. In addition, if an investment officer or employee previously owns a security that is added to the model portfolio, the investment officer or employee may retain that position if it was acquired at least 30 calendar days before the decision was made to add the security to the model portfolio. Otherwise, the individual is required to sell the position. Exceptions may be granted on rare occasions.
- No officer or employee may buy or sell securities for their personal account where their decision is substantially derived, in whole or in part, by reason of his or her employment with us unless the

information is also available to the investing public on reasonable inquiry. No officer or employee may prefer his or her own interest to that of the advisory client.

- Employees must receive pre-clearance from the CCO, or other designated officer, of any transactions in MLP-related securities. Employees may not purchase or sell any security prior to a transaction being implemented for an advisory account. This prevents such employee from benefiting from transactions placed on behalf of advisory accounts.
- Employees must receive pre-clearance from the CCO, or other designated officer, of any acquisition of securities in a private placement or an initial public offering.
- If employee trades are aggregated with client trades, fair and equitable allocation procedures are followed.
- Employees must submit for review to the CCO, or other designated officer, quarterly securities transactions reports, as well as initial and annual securities holdings reports.
- All of our officers and employees must act in accordance with all applicable Federal and State regulations governing registered investment advisory practices.
- Any individual not observing the above may be subject to disciplinary action or termination.

Item 12. Brokerage Practices

We generally do not request or accept the discretionary authority to determine the broker-dealer to be used for client accounts. Clients must direct us as to the broker-dealer to be used for securities transactions. In directing the use of a particular broker-dealer, it should be understood that we will not have authority to negotiate commissions among various broker-dealers and best execution may not be achieved, resulting in higher transaction costs for clients.

We do not have any formal soft-dollar arrangements and do not receive any soft-dollar benefits. However, we do have an arrangement with Charles Schwab & Company, Inc. ("Schwab"), an unaffiliated FINRA-registered broker-dealer, through which our firm participates in the Schwab Institutional ("SI") services program. Benefits of the program include, among others, custodial services, receipt of duplicate client confirmations and bundled duplicate statements; access to a trading desk serving SI participants exclusively; access to block trading which provides the ability to aggregate securities transactions and then allocate the appropriate shares to client accounts; ability to have investment advisory fees deducted directly from client accounts; access to an electronic communication network for client order entry and account information; receipt of compliance publications; and access to money market mutual funds which generally require significantly higher minimum initial investments or are generally available only to institutional investors. As part of the SI program, our firm receives benefits that it would not otherwise receive. Participation in the SI program results in a potential conflict of interest for our firm as the receipt of the above benefits creates an incentive for us to recommend Schwab's custodial and/or brokerage services to clients.

If a client directs us to execute transactions through a broker-dealer other than Schwab, it should be understood that we may not have the authority to negotiate commissions or obtain volume discounts and best execution may not be achieved. Under these circumstances, our firm may not be able to aggregate orders to reduce transaction costs and the client may receive less favorable prices. We reserve the right to decline acceptance of any client account based on the broker-dealer designation if we believe that this choice would hinder our fiduciary duty to the client and/or our ability to service the account.

In certain circumstances, we may accept the discretionary authority to determine the broker-dealer to be used and the commission costs that will be charged in effecting securities transactions for particular client accounts. We select broker-dealers to execute transactions based in part on their ability to obtain best price and lowest overall execution costs. We also take into account other relevant factors related to the broker-dealer's services and capabilities including execution, clearance and settlement services, financial responsibility and soundness, trading expertise, trade error procedures, technological systems, reputation, responsiveness and any research services it may provide. Recognizing the different value of these factors, we may elect to cause a client to pay a brokerage commission in excess of that which another broker-dealer may charge for effecting the same transaction but is still deemed reasonable in relation to the value of the brokerage or research services received, viewed in terms of that particular transaction or in terms of all the accounts over which we exercise trading discretion.

If broker-dealers are selected based on their research services provided, we may negotiate commissions that may be higher than for "execution only" transactions, but are still deemed reasonable given the value of the services

provided. Research paid for through commissions by some accounts may be of value to and used for other accounts we manage. If we use client brokerage commissions to obtain research or other products or services, we would receive a benefit because we would not have to pay for the research, products or services and, thus, we may have an incentive to select these broker-dealers. Although we may receive research from some of the broker-dealers with whom we place trades on behalf of our clients, we do not have any formal soft-dollar arrangements with any broker-dealers.

Trade Aggregation and Allocation

It is our policy to allocate trades in a fair and equitable manner. We generally aggregate client trades for each security into one or more 'block' trade orders for all accounts, including employee-related accounts, that can be traded at a given broker-dealer. We rotate the order of broker-dealers through which we place trades on any particular day. We determine the full allocation to each participating account at the time the orders are placed. If the order is executed in a single trading day, the average execution price is allocated to each client account with transaction costs allocated according to the broker-dealer fee schedule for the particular account. If employee-related accounts participate in the 'block' trade order, they receive the same average execution price and no preference over any client account.

Due to the limited trading volume in some model portfolio securities, we may not be able to completely fill a block order in a single trading day. If an order is not completed in a single trading day (referred to as a "partial fill"), the allocation of shares will be provided to the broker-dealer based on either of the below fair and equitable allocation methods:

- Full allocation to accounts alphabetized by account name and alternating from A to Z and the next time from Z to A, or
- Pro-rata allocation to accounts based on the original full allocation (i.e. if 50% of an order is completed in a single day, each client account will receive 50% of the shares they were originally allocated to buy or sell for that day).

In subsequent trading sessions, we generally will continue to allocate the fills according to the same allocation method until the order is completely filled. It is possible that it could take several days or even weeks to completely fill an order, depending upon the securities involved and market conditions.

When determining the allocation method to use for partial fills, we consider general market conditions and the individual security's characteristics and trading liquidity. Any exceptions from either of the above allocation procedures will be carefully considered and documented. Such exceptions could occur due to varying cash availability across accounts, divergent investment objectives and existing security concentrations.

Our policy is to aggregate and allocate trades so that accounts are neither preferred nor disadvantaged over time.

Item 13. Review of Accounts

Remco Obertop, Executive Vice President and Portfolio Manager, continuously monitors the underlying securities within the model portfolio management service accounts. These accounts are formally reviewed by Mr. Obertop at least quarterly in the context of the investment objectives and guidelines of each model, including investment strategy, asset allocation, risk profile and performance relative to the appropriate benchmark. Political, geopolitical and macroeconomic events may also trigger reviews. There is no limit on how many accounts Mr. Obertop may be assigned to review.

In addition to the monthly/quarterly statements and confirmations of transactions that clients and/or Independent RIAs receive from their broker-dealer, we provide quarterly reports summarizing account performance, balances and holdings. These quarterly reports also remind our clients and/or Independent RIAs to notify us if there have been changes in the client's financial situation or investment objectives and whether the client wishes to impose investment restrictions or modify existing restrictions.

Item 14. Client Referrals and Other Compensation

We may pay referral fees to third parties for referring advisory clients. If a client is introduced to us by either an unaffiliated or an affiliated solicitor, we pay that solicitor an ongoing referral fee ranging from 5% to 17.5% of the referred client's advisory fee paid to us.

The payment of referral fees for client referrals creates a potential conflict of interest to the extent that such a referral is not unbiased and the solicitor is, at least partially, motivated by financial gain. Additionally, such a referral may be made even if our advisory services are not suitable to a particular client's needs or entering into an advisory relationship with us is not, overall, in the best interest of the client. As these situations represent a conflict of interest, we have established the following restrictions:

- Referral fees are paid in accordance with the requirements of Rule 206(4)-3 of the Investment Advisers Act of 1940, and any corresponding state securities law requirements.
- Referral fees are paid solely from our investment management fees and will not result in any additional charges to the client.
- If the client is introduced to us by an unaffiliated solicitor, the solicitor, at the time of the solicitation, will disclose the nature of his/her/its solicitor relationship and provide each prospective client with a copy of our Brochure, together with a copy of the written disclosure statement from the solicitor to the client disclosing the terms of the solicitation arrangement between our firm and the solicitor, including the compensation to be received by the solicitor from us.
- All referred clients are screened to ensure that our fees, services and investment strategies are suitable to their investment needs and objectives.

Item 15. Custody

We do not take physical possession of client assets, and all client funds and securities are maintained with a qualified custodian. However, because we directly debit client fees from their custodial accounts, our firm is deemed to have custody of client funds. We urge all of our clients to carefully review and compare their account holdings and/or performance results received from us to those received from their custodian. We ask that if they notice any discrepancies, to notify us and/or their custodian immediately.

Item 16. Investment Discretion

For clients granting us discretionary authority to determine which securities and the amounts of securities that are to be bought or sold for their account, we obtain that authority in writing, typically in the IMA. If a client wants to impose reasonable limitations on this discretionary authority, those limitations are included with written authorization. Clients may change and amend these limitations as desired in writing.

Item 17. Voting Client Securities

We generally do not vote proxies on behalf of a client. However, in certain circumstances, we vote proxies on behalf of a client if the client has delegated to us the authority to vote proxies in the client's IMA or other written instrument and we have accepted that authority.

Clients for whom we do not have authority to vote proxies will retain the responsibility for 1) directing the manner in which proxies are to be voted, and 2) making all elections relative to any mergers, acquisitions, tender offers, bankruptcy proceedings or other type events pertaining to the client's investment assets. For these clients, we and/or the client will instruct the custodian of the assets to forward to the client copies of all proxies and shareholder communications relating to the client's assets. We may provide advice to clients regarding the voting of proxies but we will not vote the actual proxies.

For those clients that we accept the responsibility to vote proxies, we have adopted and implemented the policies and procedures summarized below, which we believe are reasonably designed to ensure that proxies are voted in the best interests of our clients.

- Our Portfolio Manager is responsible for monitoring our proxy voting actions and ensuring that proxies are voted in a timely manner. We are not responsible for voting proxies we do not receive.
- Our Portfolio Manager will vote proxies according to our firm's Proxy Voting Guidelines ("Guidelines"). The Guidelines include specific examples of voting decisions for the types of proposals that are most frequently presented, as well as points to consider for non-routine matters. Routine housekeeping matters will generally be voted with management absent any conflicts of interest and non-routine matters will be considered on a case-by-case basis taking into account the opinion of management, the effect on management, the effect on shareholder value and the issuer's business practices.
- The Portfolio Manager will monitor potential conflicts of interest that could affect the proxy voting process. If a material conflict is identified, we may disclose the conflict to the affected clients and obtain consent, give the clients an opportunity to vote the proxies themselves or address the voting issues through other objective means.

Our Portfolio Manager, in conjunction with the CCO, is responsible for maintaining proxy voting policies and procedures, proxy statements, records of votes cast and supporting documentation used in the decision making process, as well as records of client requests for proxy voting records.

A copy of our Proxy Voting Policies and Procedures will be provided to clients and prospective clients upon request. Clients may also obtain information from us about how we voted any proxies on behalf of their account(s). Please utilize the contact information listed on the cover page of this Brochure for any requests.

Item 18. Financial Information

Not applicable.



Rev. 11/2011

FACTS

WHAT DOES SAMSON CAPITAL MANAGEMENT, LLC DO WITH YOUR PERSONAL INFORMATION?

Why?

Financial companies choose how they share your personal information. Federal law gives consumers the right to limit some but not all sharing. Federal law also requires us to tell you how we collect, share, and protect your personal information. Please read this notice carefully to understand what we do.

What?

The types of personal information we collect and share depend on the product or service you have with us. This information can include:

- Social Security number and income
- Account balances and transaction history
- Risk tolerance and investment experience

When you are *no longer* our customer, we continue to share your information as described in this notice.

How?

All financial companies need to share customers' personal information to run their everyday business. In the section below, we list the reasons financial companies can share their customers' personal information; the reasons Samson Capital mgmt, LLC chooses to share; and whether you can limit this sharing.

| Reasons we can share your personal information | Does Samson Capital Mgmt, LLC share? | Can you limit this sharing? |
|--|--------------------------------------|-----------------------------|
| For our everyday business purposes—such as to process your transactions, maintain your account(s), respond to court orders and legal investigations, or report to credit bureaus | Yes | No |
| For our marketing purposes—to offer our products and services to you | Yes | No |
| For joint marketing with other financial companies | No | We don't share |
| For our affiliates' everyday business purposes—information about your transactions and experiences | Yes | No |
| For our affiliates' everyday business purposes—information about your creditworthiness | No | We don't share |
| For nonaffiliates to market to you | No | We don't share |

Questions?

Call 913-601-3260 or go to www.samsoncapmgmt.com

Who we are

Who is providing this notice?

Samson Capital Management, LLC

What we do

How does Samson Capital Mgmt, LLC protect my personal information?

To protect your personal information from unauthorized access and use, we use security measures that comply with federal law. These measures include computer safeguards and secured files and buildings.

We restrict access to personal and account information to employees who need that information to provide products or services to you.

How does Samson Capital Mgmt, LLC collect my personal information?

We collect your personal information, for example, when you

- Open an account or show your government-issued ID
- Make deposits/withdrawals or seek advice about your investments
- Enter into an investment advisory contract

Why can't I limit all sharing?

Federal law gives you the right to limit only

- sharing for affiliates' everyday business purposes—information about your creditworthiness
- affiliates from using your information to market to you
- sharing for nonaffiliates to market to you

State laws and individual companies may give you additional rights to limit sharing.

Definitions

Affiliates

Companies related by common ownership or control. They can be financial and nonfinancial companies.

- *Our affiliates include companies owned and controlled wholly or partially by James E. Ferrell.*

Nonaffiliates

Companies not related by common ownership or control. They can be financial and nonfinancial companies.

- *Samson Capital Management, LLC does not share with nonaffiliates so they can market to you.*

Joint marketing

A formal agreement between nonaffiliated financial companies that together market financial products or services to you.

- *Samson Capital Management, LLC doesn't jointly market.*

Other important information