



## LUTHER KING CAPITAL MANAGEMENT CORPORATION

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### Form ADV Part 2A (Brochure)

June 30, 2015

**This brochure provides information about the qualifications and business practices of Luther King Capital Management Corporation. If you have any questions about the contents of this brochure, please contact us at (817) 332-3235. 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 Luther King Capital Management Corporation also is available on the United States Securities and Exchange Commission's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). Registration with the United States Securities and Exchange Commission does not imply a certain level of skill or training.**

## **ITEM 2 – MATERIAL CHANGES**

The last annual update to our brochure was dated June 30, 2014. The following is a summary of the more significant updates that we made to our brochure since the last annual update.

Since the last annual update, we revised our brochure to provide updated information regarding our assets under management, the types of investment advisory services that we provide, the compensation we receive for such services, and the potential risks and conflicts of interest associated with such services. In addition, we revised our brochure to update information on our principal investment strategies and their related principal risks. We also updated our brochure to provide information regarding new private investment partnerships, LKCM Headwater Investments II, L.P., LKCM Global Equity, L.P. and LKCM Capital Partners I, L.P., and to provide updated information regarding several of our existing private investment partnerships.

### **ITEM 3 – TABLE OF CONTENTS**

	<u>Page</u>
Item 1 – Cover Page.....	1
Item 2 – Material Changes.....	2
Item 3 – Table of Contents.....	3
Item 4 – Advisory Business .....	4
Item 5 – Fees and Compensation .....	6
Item 6 – Performance-Based Fees and Side-By-Side Management .....	13
Item 7 – Types of Clients.....	14
Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss.....	16
Item 9 – Disciplinary Information .....	36
Item 10 – Other Financial Industry Activities and Affiliations .....	36
Item 11 – Code of Ethics, Participation or Interest in Client Transactions and Personal Trading.....	38
Item 12 – Brokerage Practices .....	40
Item 13 – Review of Accounts.....	44
Item 14 – Client Referrals and Other Compensation.....	45
Item 15 – Custody.....	46
Item 16 – Investment Discretion.....	47
Item 17 – Voting Client Securities.....	47
Item 18 – Financial Information .....	48

## **ITEM 4 – ADVISORY BUSINESS**

### **Our Firm**

Luther King Capital Management Corporation (“LKCM,” “we” or “us”) is an investment advisor registered with the Securities and Exchange Commission that was founded by J. Luther King, Jr. in 1979. Our parent company is Southwest JLK Corporation, a corporation formed under Texas law. Our employees own or control all of the stock of Southwest JLK Corporation, with J. Luther King, Jr. owning and controlling a majority of the stock and constituting our principal owner.

We are organized as a Delaware corporation and our principal place of business is located at 301 Commerce Street, Suite 1600, Fort Worth, Texas 76102. As of March 31, 2015, we had 80 employees, including 48 investment and other professionals with many educational and professional designations, including CFA, MBA, CIC, CPA and CFP. As of March 31, 2015, our “regulatory assets under management” were approximately \$16,647,700,000, of which approximately \$16,331,500,000 we managed on a discretionary basis and approximately \$316,200,000 we managed on a non-discretionary basis. Our “regulatory assets under management” varies from the amount of assets under management we disclose in other reports due to the manner in which regulatory assets under management must be calculated and reported under applicable federal securities laws. As of March 31, 2015, the amount of assets under management we disclose in such other reports was approximately \$14,950,801,000.

We provide investment advisory services to a variety of clients, including:

- separately managed portfolios for individuals, trusts, estates, charitable organizations, government entities, corporations and other business entities, foundations, endowments, and pension and profit sharing plans;
- LKCM Funds, an open-end management investment company registered under the Investment Company Act of 1940 consisting of eight mutual funds (each, a “Fund,” and together, the “LKCM Funds”);
- sub-advised mutual funds and portfolios;
- affiliated private investment partnerships (“LKCM Partnerships”);
- special purpose private investment partnerships (“Single-Investment Partnerships”);
- model portfolio programs; and
- wrap fee programs.

### **Separately Managed Portfolios**

We manage equity, small cap, small-mid cap, fixed income, and balanced portfolios for institutional and non-institutional clients. We provide investment advisory services to clients with separately managed portfolios based upon their respective investment objectives, goals, restrictions, tax status, risk profiles, liquidity requirements and other relevant considerations.

### **LKCM Funds**

We serve as the investment advisor to the LKCM Funds, a registered investment company comprised of the following mutual funds:

- LKCM Equity Fund;
- LKCM Small Cap Equity Fund;
- LKCM Small-Mid Cap Equity Fund;

- LKCM Balanced Fund;
- LKCM Fixed Income Fund;
- LKCM Aquinas Small Cap Fund;
- LKCM Aquinas Growth Fund; and
- LKCM Aquinas Value Fund.

We provide investment advisory services to each Fund based on the investment objectives, policies and restrictions contained in the prospectus and statement of additional information for such Fund as filed from time to time with the Securities and Exchange Commission.

### **LKCM Partnerships**

We serve as the investment advisor to affiliated private investment partnerships that are exempt from registration under the Investment Company Act of 1940, including:

- LKCM Investment Partnership, L.P.;
- LKCM Investment Partnership II, L.P.;
- LKCM Private Discipline (QP), L.P. and LKCM Private Discipline International, L.P. (which are feeder funds of LKCM Private Discipline Master Fund, SPC);
- LKCM Micro-Cap Partnership, L.P.;
- LKCM Headwater Investments I, L.P.;
- LKCM Headwater Investments II, L.P.;
- LKCM Global Equity, L.P.;
- LKCM Technology Partnership, L.P.; and
- LKCM Capital Partners I, L.P.

We provide investment advisory services to each LKCM Partnership based on the investment objectives, policies and restrictions contained in the offering and organizational documents for such LKCM Partnership.

### **Single-Investment Partnerships**

We or our principals, affiliates or related persons may form capital around a particular strategy, theme or investment opportunity, or may establish, on a transaction-by-transaction basis, pooled investment vehicles through which we, our principals, affiliates or employees, our clients, the LKCM Partnerships, or other related or unrelated persons, including those which may not be our clients or investors in the LKCM Partnerships, may invest (each, a “Single-Investment Partnership”). The investment objectives, policies and restrictions of each Single-Investment Partnership are contained in the organizational documents for such Single-Investment Partnership.

### **Sub-Advised Mutual Funds and Portfolios**

We serve as sub-advisor to unaffiliated mutual funds that are registered under the Investment Company Act of 1940 and to unaffiliated investment advisors and trust companies for certain of their separately managed portfolios. We provide investment advisory services to each sub-advised mutual fund based on the investment objectives, policies and restrictions contained in the prospectus and statement of additional information it files with the Securities and Exchange Commission from time to time. We provide investment advisory services to each sub-advised portfolio based on the underlying client’s investment objectives, goals, restrictions, tax status, risk profile, liquidity requirements and other relevant considerations communicated to us by the primary investment advisor or trust company.

### **Model Portfolio Programs**

We participate in model portfolio programs established by unaffiliated third-party sponsors. Under these programs, we provide non-discretionary investment advice to the sponsors of the programs in the form of a model portfolio for the investment strategy selected by the sponsors. The sponsors use the model portfolios to assist them in managing their client portfolios. The sponsors of the programs have sole responsibility for implementing, administering, and monitoring the investment, trading and operational aspects of the programs for their clients.

### **Wrap Fee Programs**

We have been retained as a portfolio manager under wrap fee programs established by unaffiliated third-party sponsors. Our investment advisory services are based on each program client's investment objectives, goals, restrictions, tax status, risk profile, liquidity requirements and other relevant considerations communicated to us by the applicable sponsor. Under the programs, the sponsors charge program clients a wrap fee for portfolio management, trading, custodial and other services, and the sponsors pay us a portion of these fees for our investment advisory services. We generally provide investment advisory services under the wrap fee programs in the same manner as those we provide for separately managed portfolios. We do not have discretion in selecting the broker-dealers through which trades for program clients are executed, as the wrap fee programs require these trades be executed through the applicable sponsors or their affiliates. As a result, wrap fee program clients may pay higher commissions or realize less favorable prices on securities transactions than those clients for which we have authority to select brokers.

### **Other Services**

We provide investment advice to clients through consultations on a periodic basis. We also offer advice to qualified existing or prospective clients regarding investing in the LKCM Funds, the LKCM Partnerships and/or the Single-Investment Partnerships.

## **ITEM 5 – FEES AND COMPENSATION**

The following section describes how we are compensated for the investment advisory services that we provide to our clients.

### **Separately Managed Portfolios**

Under our investment management agreements for separately managed portfolios, we generally charge a management fee at a specified annual percentage rate of each portfolio's assets under management as described below:

<u>Strategy</u>	<u>Non-Institutional Portfolios</u>	<u>Institutional Portfolios</u>
Equity	<u>Equities and Cash Equivalents:</u> 1.00% on the first \$2 million 0.75% on the next \$3 million 0.50% over \$5 million	<u>Equities and Cash Equivalents:</u> 0.75% on the first \$2 million 0.50% on the next \$73 million 0.35% on the next \$75 million 0.25% over \$150 million

Small Cap, Small-Mid Cap, and Mid-Cap	<u>Equities and Cash Equivalents:</u> 1.00% on the first \$5 million 0.75% on the next \$5 million 0.50% over \$10 million	<u>Equities and Cash Equivalents:</u> 1.00% on the first \$5 million 0.75% on the next \$5 million 0.50% over \$10 million
Fixed Income	<u>Fixed Income Securities and Cash Equivalents:</u> 0.50% on the first \$2 million 0.35% on the next \$3 million 0.25% over \$5 million	<u>Fixed Income Securities and Cash Equivalents:</u> 0.50% on the first \$2 million 0.35% on the next \$3 million 0.25% over \$5 million
Balanced	<u>Equities and Cash Equivalents:</u> 1.00% on the first \$2 million 0.75% on the next \$3 million 0.50% over \$5 million  <u>Fixed Income Securities:</u> 0.50% on the first \$2 million 0.35% on the next \$3 million 0.25% over \$5 million	<u>Equities and Cash Equivalents:</u> 0.75% on the first \$2 million 0.50% on the next \$73 million 0.35% on the next \$75 million 0.25% over \$150 million  <u>Fixed Income Securities:</u> 0.50% on the first \$2 million 0.35% on the next \$3 million 0.25% over \$5 million

We generally charge the following minimum annual management fees for separately managed portfolios:

- \$20,000 – non-institutional equity, fixed income and balanced portfolios;
- \$15,000 – institutional equity, fixed income and balanced portfolios; and
- \$30,000 – institutional and non-institutional small cap, small-mid and mid cap portfolios.

We generally consider institutional portfolios to include those portfolios managed for institutional clients such as foundations, endowments, pension and profit sharing plans, government entities, charitable organizations, certain business entities and similar clients. In our discretion, we may extend our institutional portfolio fee schedules to non-institutional clients. We may consolidate portfolios for purposes of calculating management fees and portfolio minimums in our discretion. We may waive or reduce management fees and portfolio minimums in our discretion. We generally waive management fees and portfolio minimums for portfolios in which we or our principals, affiliates, employees or related persons have a direct or indirect interest. Our management fees may be adjusted, waived or otherwise negotiated in our discretion and, therefore, certain clients may have a different fee schedule than those described above. In addition, clients whose investment management agreements we have assumed from other investment advisory firms may have a different fee schedule than those described above.

Unless we agree otherwise, our investment management agreement generally provides that you must pay management fees to us quarterly in advance. Our investment management agreement typically may be terminated at any time by either party upon written notice to the other party. If your investment management agreement is terminated prior to the end of a quarter, we will refund to you any unearned management fees paid in advance, prorated to the date of termination.

Our management fees for separately managed portfolios are generally based on the fair market value of assets in the portfolio as of the close of business on the last business day of the most recent calendar quarter. When calculating management fees, we generally value equity securities at their closing prices on the exchanges on which the securities are traded or quoted, we generally value fixed income securities according to evaluated prices and/or matrix pricing as provided by our independent third-party pricing

vendor, and we generally value all other securities at their fair market values as determined by us in good faith. We generally use pricing information supplied by an independent third-party pricing vendor to assist us in valuing securities for purposes of calculating our management fees and performance results. If no pricing information for a particular security is available from our third-party pricing vendor or we do not agree with our third-party pricing vendor's valuation, we will determine the fair market value of the security in good faith. Our valuations may be higher or lower than the valuations calculated by your custodian. A potential conflict of interest therefore exists because our management fees and performance results are based on our valuations of securities for your portfolio.

Under our investment management agreement with you, we generally have the authority to acquire shares of the LKCM Funds and other mutual funds for which we serve as sub-advisor in your portfolio. Under these circumstances, we will exclude the value of shares of the LKCM Funds and LKCM sub-advised mutual funds held in your portfolio when calculating your management fees. However, we will include the value of shares of unaffiliated mutual funds, money market funds, and exchange-traded funds held in your portfolio when calculating your management fees.

Under our investment management agreement with you, we generally will deduct management fees from your portfolio on a quarterly basis by submitting an invoice for our management fees directly to your custodian. We will send you a quarterly statement identifying the amount of the management fee due and the manner in which the management fee was calculated. You may be invoiced directly for management fees if reflected in our investment management agreement with you.

You will be responsible for paying other fees and expenses in addition to the management fees you pay us. For example, you will be responsible for paying custodial fees, wire transfer fees, transaction fees, and other fees and expenses to your custodian. In addition, you will be responsible for paying commissions, fees, expenses, and other transaction costs charged by your custodian and/or the brokers used to execute securities transactions for your portfolio, including, without limitation, transactions in shares of the LKCM Funds, other mutual funds, money market funds and/or exchange-traded funds. *Item 12 – Brokerage Practices* of this brochure contains additional information regarding our brokerage practices and the commissions, fees, expenses, and other transaction costs that you may be charged. You will also pay fees and expenses (such as management fees, distribution fees, administrative fees, and operating expenses) associated with shares of the LKCM Funds, other mutual funds, money market funds, and/or exchange-traded funds held in your portfolio, which are further described in the prospectuses and statements of additional information for these funds.

### **LKCM Funds**

Under our investment advisory agreement with the LKCM Funds, we charge each Fund a management fee at a specified annual percentage rate of the Fund's average daily net assets. These management fees are calculated at annualized rates ranging from 0.50% to 1.00% of each Fund's average daily net assets and are paid quarterly in arrears. We have agreed to waive our management fees and/or reimburse expenses for each Fund in order to maintain a designated expense ratio for each Fund. Each Fund also pays other fees and expenses in addition to our management fees, such as distribution fees and expenses, administrative fees and expenses, custodial and transfer agent fees and expenses, accounting and professional fees and expenses, sub-transfer agency and shareholder servicing fees and expenses, and other operating expenses.

Our management fees for the LKCM Funds are based on the net asset value for each Fund. The net asset value of each Fund is calculated each day that the New York Stock Exchange is open for business. Each Fund's net asset value is calculated by adding the fair market value of each Fund's investments, which is



calculated based on pricing policies and procedures established by the board of trustees of the LKCM Funds, cash and other assets, and by subtracting the Fund's liabilities.

Additional information regarding the fees and expenses paid by the LKCM Funds is contained in the prospectus, statement of additional information and annual and semi-annual report for each Fund filed with the Securities and Exchange Commission.

### **LKCM Partnerships**

We receive management fees for providing investment advisory services to the LKCM Partnerships. Subject to certain limitations, the general partners of certain LKCM Partnerships or our other affiliates are entitled to receive performance-based compensation. These compensation structures create potential conflicts of interest because we have an incentive to solicit prospective limited partners in, and devote more resources to, the LKCM Partnerships. These compensation structures, which are further described in the offering and organizational documents for the LKCM Partnerships, are summarized below.

- LKCM Investment Partnership, L.P. – we receive management fees of 1.6% per annum of the net asset value of the partnership, calculated and payable quarterly in advance. We or our affiliates may also receive performance-based compensation attributable to private investments of the partnership to the extent approved by the partnership's limited partner advisory committee.
- LKCM Investment Partnership II, L.P. – we receive management fees of 1.6% per annum of the net asset value of the partnership, calculated and payable quarterly in advance. We or our affiliates may also receive performance-based compensation attributable to private investments of the partnership to the extent approved by the partnership's limited partner advisory committee.
- LKCM Private Discipline Master Fund, SPC – we are entitled to receive management fees of 2% per annum of the capital account balance of the partnership's base segregated portfolio and 2% per annum of the capital contributions to the partnership's private investment segregated portfolio, calculated monthly and payable quarterly in advance. We have voluntarily agreed to reduce management fees attributable to the partnership's base segregated portfolio to 1.0% per annum until further notice. We have also voluntarily agreed to accrue management fees attributable to the private investment segregated portfolio until such portfolio investments are sold or otherwise realized. The general partner of the partnership may receive performance-based compensation of up to 20% of the net profits or net proceeds of the partnership's segregated portfolios, as applicable, subject to certain limitations. These management fees and performance-based compensation are indirectly paid by LKCM Private Discipline (QP), L.P. and LKCM Private Discipline International, L.P., the feeder funds of LKCM Private Discipline Master Fund, SPC, and their respective partners.
- LKCM Micro-Cap Partnership, L.P. – we receive management fees of 1.5% per annum of the net asset value of the partnership, calculated and payable quarterly in advance. The general partner of the partnership may receive performance-based compensation of up to 20% of the net profits of the partnership, subject to certain limitations.
- LKCM Headwater Investments I, L.P. – we receive management fees of 2% per annum of either the aggregate capital commitments of limited partners or invested capital of the

partnership, as determined under the partnership agreement, calculated and payable quarterly in advance. The general partner of the partnership may receive performance-based compensation of up to 20% of the net proceeds distributed from portfolio investments of the partnership, subject to certain limitations.

- LKCM Headwater Investments II, L.P. – we receive management fees of 2% per annum of either the aggregate capital commitments of limited partners or invested capital of the partnership, as determined under the partnership agreement, calculated and payable quarterly in advance. The general partner of the partnership may receive performance-based compensation of up to 20% of the net proceeds distributed from portfolio investments of the partnership, subject to certain limitations.
- LKCM Global Equity, L.P. – we receive management fees of 1.4% per annum of the net asset value of the partnership, calculated and payable quarterly in advance. We or our affiliates may also receive performance-based compensation attributable to private investments of the partnership to the extent approved by the partnership’s limited partner advisory committee.
- LKCM Technology Partnership, L.P. – we receive management fees of 1.5% per annum of the net asset value of the partnership, calculated and payable quarterly in advance. The general partner of the partnership may receive performance-based compensation of up to 15% of the net profits of the partnership, subject to certain limitations.
- LKCM Capital Partners I, L.P. – we receive management fees of 1.0% per annum of either the aggregate capital commitments of limited partners or invested capital of the partnership, as determined under the partnership agreement, calculated and payable quarterly in advance. The general partner of the partnership may receive performance-based compensation of up to 20% of the net proceeds distributed from portfolio investments of the partnership, subject to certain limitations.

Each LKCM Partnership generally pays all other expenses incurred by the LKCM Partnership, us, or its general partner that are attributable to the investment, operational and organizational activities of the LKCM Partnership, such as:

- fees and expenses incurred in evaluating, negotiating, structuring, acquiring or disposing of investments (including investments not consummated);
- fees and expenses incurred in carrying, managing, monitoring or otherwise dealing with investments, such as legal, due diligence, financing, custodial, consulting, accounting, recordkeeping, investment banking, brokerage, and administration fees and expenses;
- fees and expenses incurred in preparing financial reports and tax returns;
- accounting, administration, legal, tax and other professional fees and expenses;
- fees, expenses and charges incurred in connection with investment, acquisition and trading activities, such as brokerage commissions, margin interest, custodial fees and other transaction costs;
- interest on, and fees and expenses arising out of, borrowings;
- research and investment-related travel and entertainment fees and expenses; and
- other organizational and operating fees, costs and expenses.

We and/or our principals, employees, affiliates and related parties are limited partners in the LKCM Partnerships. We may waive management fees for limited partners in the LKCM Partnerships in our

discretion, and such management fees are generally waived for us and/or certain of our principals, employees, affiliates and related parties. The general partners of the LKCM Partnerships may waive any applicable performance-based compensation for limited partners in the LKCM Partnerships in their discretion, and such performance-based compensation is generally waived for us and/or certain of our principals, employees, affiliates and related parties.

Our management fees for the LKCM Partnerships are generally based on the net asset values, invested capital or capital commitments of the LKCM Partnerships, as applicable, and generally are deducted directly from the capital accounts of their respective limited partners. The net asset value of each LKCM Partnership is calculated by adding the fair market value of the LKCM Partnership's investments, which is calculated based on data and valuations provided by us, the custodian or the administrator for the LKCM Partnership, cash and other assets, and by subtracting the LKCM Partnership's liabilities. Our valuations of investments held by each LKCM Partnership are generally based on information that we receive from our independent third-party pricing vendor and may be higher or lower than the valuations calculated by the custodian for such LKCM Partnership. If no pricing information from our third-party pricing vendor is available for an investment held by a LKCM Partnership or we do not agree with our third-party pricing vendor's valuation, the general partner of the LKCM Partnership will determine the fair market value of such investment in good faith. A potential conflict of interest therefore exists because our management fees, performance-based compensation, and performance results are generally based on our valuations of investments for the LKCM Partnerships.

We and/or our affiliates or related persons also receive management, performance, oversight, board, administrative or similar fees in connection with management, monitoring, administrative or similar services that we and/or our affiliates or related persons provide to portfolio companies of the LKCM Partnerships or Single-Investment Partnerships. These fees generally are not negotiated, may be paid in cash, securities of portfolio companies or otherwise, and are in addition to investment management fees we receive from the LKCM Partnerships or Single-Investment Partnerships, as applicable. We generally allocate these fees among the LKCM Partnerships, Single-Investment Partnerships or other co-investors based upon their relative ownership of the applicable portfolio company or other factors we deem fair and reasonable under the circumstances. Under certain circumstances, our investment management fees for the LKCM Partnerships and/or Single-Investment Partnerships, as applicable, will be offset by all or a portion of these fees to the extent required by their respective offering and organizational documents. In addition, portfolio companies of the LKCM Partnerships and/or Single-Investment Partnerships generally bear or reimburse our travel and other business-related expenses in connection with our performance of such services for such portfolio companies, and such amounts are not considered management fees or subject to the offset arrangements described above. Portfolio companies held by the LKCM Partnerships and/or Single-Investment Partnerships may engage and retain operating partners, consultants, advisors or other professionals that are not our employees and who receive payments for their services, and such amounts are not considered management fees or subject to the offset arrangements described above. These arrangements create potential conflicts of interest because we have an incentive to solicit prospective investors in, and devote more resources to, the LKCM Partnerships and the Single-Investment Partnerships and their portfolio companies.

Additional information about the fees and expenses paid by the LKCM Partnerships is contained in the offering and organizational documents and/or financial statements for the LKCM Partnerships.

### **Single-Investment Partnerships**

We and/or our affiliates or related persons generally receive management, performance, oversight, board, administrative or similar fees in connection with management, monitoring, administrative or similar services that we and/or our affiliates or related persons provide to the Single-Investment Partnerships or

their portfolio companies. As discussed above, these arrangements create potential conflicts of interest because we have an incentive to solicit prospective investors in, and devote more resources to, the Single-Investment Partnerships.

Each Single-Investment Partnership generally pays all other expenses incurred by such Single-Investment Partnership, us, or its general partner or managing member that are attributable to the activities of such Single-Investment Partnership, such as:

- fees and expenses incurred in evaluating, negotiating, structuring, acquiring or disposing of investments (including investments not consummated);
- fees and expenses incurred in carrying, managing, monitoring or otherwise dealing with investments, such as legal, due diligence, financing, custodial, consulting, accounting, recordkeeping, investment banking, brokerage, and administration fees and expenses;
- fees and expenses incurred in preparing financial reports and tax returns;
- accounting, administration, legal, tax and other professional fees and expenses;
- fees, expenses and charges incurred in connection with investment, acquisition and trading activities, such as brokerage commissions, margin interest, custodial fees and other transaction costs;
- interest on, and fees and expenses arising out of, borrowings;
- research and investment-related travel and entertainment fees and expenses; and
- other organizational and operating fees, costs and expenses.

We and/or our principals, employees, affiliates and related parties generally are investors in the Single-Investment Partnerships. We may waive any applicable management, monitoring, administrative or similar fees for investors in the Single-Investment Partnerships in our discretion, including those for us and/or our principals, employees, affiliates and related parties. The general partners or managing members of the Single-Investment Partnerships may waive any applicable performance-based compensation for investors in such Single-Investment Partnerships in their discretion, and such performance-based compensation is generally waived for us and/or certain of our principals, employees, affiliates and related parties.

Additional information about the fees and expenses paid by the Single-Investment Partnerships is contained in the organizational documents and/or financial statements for the Single-Investment Partnerships.

### **Sub-Advised Mutual Funds and Portfolios**

We provide investment sub-advisory services to unaffiliated mutual funds. The sub-advisory fees that we receive for providing these services are negotiated between us and the principal investment advisor for each sub-advised mutual fund and are contained in the sub-advisory agreement between us and the principal investment advisor. Our sub-advisory fee is part of the total investment advisory fee paid by the sub-advised mutual fund. Additional information about the fees and expenses of these sub-advised mutual funds is available in the prospectuses, statements of additional information, and annual and semi-annual reports they file with the Securities and Exchange Commission from time to time.

We also provide investment sub-advisory services to unaffiliated investment advisors and trust companies for certain of their separately managed portfolios. The sub-advisory fees that we receive for providing these services are negotiated between us and the primary investment advisor or trust company for each sub-advised portfolio and generally range between 0.50% and 1.00% of the market value of assets held in the sub-advised portfolio.

### **Model Portfolio Programs**

We participate in model portfolio programs established by unaffiliated third-party sponsors. We charge the sponsors of these programs fees ranging between 0.25% and 0.40% per annum of the market value of those underlying accounts that use our model portfolios. Participants in model portfolio programs are responsible for paying the custodial fees, participation fees, wire transfer fees, transaction fees, commissions and all other fees, expenses and costs charged by the applicable sponsors of such programs.

### **Wrap Fee Programs**

We serve as portfolio manager under wrap fee programs established by unaffiliated third-party sponsors. We charge the sponsors of these programs fees ranging between 0.32% and 0.50% per annum of the market value of those underlying program client accounts for which we provide investment advisory services. Wrap fee program clients are responsible for paying the custodial fees, participation fees, wire transfer fees, transaction fees, commissions and all other fees, expenses and costs charged by the applicable sponsors of such programs.

## **ITEM 6 – PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT**

As described in *Item 5 – Fees and Compensation* of this brochure, subject to certain limitations, the general partners or managing members of certain LKCM Partnerships or Single-Investment Partnerships, which are our affiliates, employees or related persons, receive performance-based compensation. We and/or certain of our affiliates, employee or related persons simultaneously manage portfolios for which asset-based management fees are charged and other portfolios for which performance-based compensation is charged. The receipt of performance-based compensation creates a potential conflict of interest in that we have an incentive to make investments for applicable LKCM Partnerships or Single-Investment Partnerships or their portfolio companies that are riskier or more speculative than would be the case in the absence of performance-based compensation. We have an incentive to favor those LKCM Partnerships or Single-Investment Partnerships for which performance-based compensation is charged over other client portfolios for which performance-based compensation is not charged, such as by allocating more profitable investments or opportunities to, or by devoting more resources to, these LKCM Partnerships or Single-Investment Partnerships.

We make investment decisions for our clients based on their respective investment objectives, guidelines, restrictions, risk profiles, tax status, liquidity requirements and other relevant considerations. Consequently, we may purchase or sell securities at the same or different times for some clients but not other clients, or we may make investment decisions for some clients that are contrary to investment decisions for other clients. In addition, we could favor some clients over other clients in the order in which trades are placed, in that portfolios for which trades are placed first could receive a more or less favorable execution price than portfolios for which trades are placed in subsequent transactions. We could also favor some clients over other clients when allocating investment opportunities of a limited nature, such as initial public offerings, private equity investments, micro-cap or small-cap securities, and other illiquid investments. We and/or our principals, employees or affiliates have a significant proprietary interest in certain portfolios, the LKCM Funds, the LKCM Partnerships or the Single-Investment Partnerships, and we therefore have an incentive to favor, or devote more resources to, such portfolios, funds or partnerships over other portfolios.

These practices are considered potential conflicts of interest because we and/or our principals, affiliates, employees or related persons have an incentive to make investment or other decisions that may benefit us and/or certain clients over other clients. We believe we have implemented policies and procedures that

are reasonably designed to mitigate potential conflicts of interest raised by side-by-side management of various portfolios and investment strategies. Some of these policies and procedures are described in *Item 12 – Brokerage Practices* of this brochure. You may contact our Chief Compliance Officer at (817) 332-3235 to discuss the policies and procedures we have implemented in an effort to mitigate potential conflicts of interest raised by side-by-side management of various portfolios and investment strategies.

## **ITEM 7 – TYPES OF CLIENTS**

We provide investment advisory services to individuals, trusts, estates, charitable organizations, government entities, corporations and other business entities, foundations, endowments, pension and profit sharing plans, registered investment companies, and private investment partnerships. Our requirements for opening and maintaining a portfolio with us are summarized below.

### **Separately Managed Portfolios**

We generally require the following minimum portfolio sizes for opening and maintaining separately managed portfolios with us:

- \$2,000,000 – equity, fixed income, and balanced separately managed portfolios for institutional and non-institutional clients; and
- \$3,000,000 – small cap, small-mid cap and mid cap separately managed portfolios for institutional and non-institutional clients.

We may waive these portfolio minimums for any client in our discretion. We may also consolidate separately managed portfolios of related or other parties to determine whether or not our portfolio minimums are satisfied for a particular client.

### **LKCM Funds**

The LKCM Funds require a minimum initial investment of \$2,000, which may be waived by each Fund in its discretion. Purchases and redemptions of shares of the LKCM Funds are subject to various requirements as further described in the prospectus and statement of additional information for each Fund filed with the Securities and Exchange Commission from time to time.

### **LKCM Partnerships**

The LKCM Partnerships generally require limited partners to satisfy the following minimum initial investment amounts and eligibility requirements:

- LKCM Investment Partnership, L.P. – generally requires an initial minimum investment of \$1,000,000. The general partner may waive this minimum investment amount in its discretion. Limited partners must qualify as “accredited investors” and “qualified purchasers” or “knowledgeable employees” under applicable federal securities laws.
- LKCM Investment Partnership II, L.P. – generally requires an initial minimum investment of \$500,000. The general partner may waive this minimum investment amount in its discretion. Limited partners must qualify as “accredited investors” and “qualified clients” or “knowledgeable employees” under applicable federal securities laws.



- LKCM Private Discipline (QP), L.P. – generally requires an initial minimum investment of \$1,000,000. The general partner may waive this minimum investment amount in its discretion. Limited partners must qualify as “accredited investors” and “qualified purchasers” or “knowledgeable employees” under applicable federal securities laws.
- LKCM Private Discipline International, L.P. – generally requires an initial minimum investment of \$1,000,000. The general partner may waive this minimum investment amount in its discretion. Limited partners must qualify as “accredited investors” and “qualified purchasers” or “knowledgeable employees” under applicable federal securities laws.
- LKCM Micro-Cap Partnership, L.P. – generally requires an initial minimum investment of \$1,000,000. The general partner may waive this minimum investment amount in its discretion. Limited partners must qualify as “accredited investors” and “qualified purchasers” or “knowledgeable employees” under applicable federal securities laws.
- LKCM Headwater Investments I, L.P. – generally requires a minimum capital commitment of \$1,000,000. The general partner may waive this minimum capital commitment in its discretion. Limited partners must qualify as “accredited investors” and “qualified purchasers” or “knowledgeable employees” under applicable federal securities laws.
- LKCM Headwater Investments II, L.P. – generally requires a minimum capital commitment of \$1,000,000. The general partner may waive this minimum capital commitment in its discretion. Limited partners must qualify as “accredited investors” and “qualified purchasers” or “knowledgeable employees” under applicable federal securities laws.
- LKCM Global Equity, L.P. – generally requires an initial minimum investment of \$1,000,000. The general partner may waive this minimum investment amount in its discretion. Limited partners must qualify as “accredited investors” and “qualified purchasers” or “knowledgeable employees” under applicable federal securities laws.
- LKCM Technology Partnership, L.P. – generally requires an initial minimum investment of \$1,000,000. The general partner may waive this minimum investment amount in its discretion. Limited partners must qualify as “accredited investors” and “qualified clients” or “knowledgeable employees” under applicable federal securities laws.
- LKCM Capital Partners I, L.P. – generally requires an initial minimum investment of \$1,000,000. The general partner may waive this minimum investment amount in its discretion. Limited partners must qualify as “accredited investors” and “qualified purchasers” or “knowledgeable employees” under applicable federal securities laws.

The general partners of the LKCM Partnerships generally waive their respective minimum investment amounts for us, limited partners, and/or certain of our principals, affiliates, employees and related parties. Additional information regarding the minimum initial investment amounts, capital commitments, eligibility criteria, and purchase and redemption requirements for the LKCM Partnerships are described in the offering and organizational documents for the LKCM Partnerships.

### **Single-Investment Partnerships**

The Single-Investment Partnerships generally require investors to satisfy the minimum initial investment amounts and eligibility requirements contained in the organizational documents for such Single-Investment Partnerships and/or determined by the general partners or managing members of such Single-Investment partnerships in their sole discretion.

### **Sub-Advised Mutual Funds and Other Portfolios**

We serve as the sub-advisor for unaffiliated mutual funds. The minimum initial investment amount for each sub-advised mutual fund is described in the applicable prospectus and statement of additional information it files with the Securities and Exchange Commission. Purchases and redemptions of shares of these mutual funds are subject to various requirements as further described in the applicable prospectus and statement of additional information for these mutual funds filed with the Securities and Exchange Commission from time to time.

We generally require other sub-advised portfolios to meet our minimum portfolio size for separately managed portfolios as described above. We may waive these portfolio minimums for any sub-advised client in our discretion. We may also consolidate portfolios of related and other parties to determine whether or not our portfolio minimums are satisfied for a particular sub-advised client.

## **ITEM 8 – METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS**

We offer clients several equity, fixed income and alternative investment strategies. These investment strategies are generally available through separately managed portfolios, the LKCM Funds, the LKCM Partnerships and/or the Single-Investment Partnerships. The following is a brief description of each strategy's investment objective, the principal investment strategies typically used in managing assets within the strategy, and the material risks associated with the strategy. The investment techniques that we use within a given strategy may vary over time depending on various factors. There is no assurance that a particular strategy will meet its investment objectives or be profitable. Investing in securities involves the risk of loss of money and you should be prepared to bear that loss.

### **Separately Managed Portfolios**

The following section includes a summary of the investment objectives, principal investment strategies, and material risks of the principal investment strategies that we offer to clients through separately managed portfolios. A description of the named material risks is included at the end of this section under "Description of Material Risks of Separately Managed Portfolio Strategies."

The summaries of the investment objectives, principal investment strategies, and material risks provided below are necessarily limited and are presented for general informational purposes in accordance with regulatory requirements. Consequently, these summaries are in all instances qualified and superseded by the descriptions of objectives, strategies and risks, portfolio reports, and other communications we provide to you in connection with our management of your portfolio.

#### **Equity Strategy**

*Investment Objective:* Our equity strategy seeks to achieve long-term capital appreciation while attempting to manage portfolio risk and volatility.



*Principal Investment Strategies:* Our equity strategy seeks to achieve its investment objective through fundamental analysis of individual companies and seeks high quality companies based on various criteria, such as profitability, balance sheet quality, competitive advantages, market share positions, ability to generate excess cash flows, meaningful management ownership stakes, reinvestment opportunities and/or relative valuation. The strategy typically holds equity securities of approximately 40-65 companies. The strategy typically purchases securities of companies with market capitalizations of at least \$1 billion at the initial time of purchase. The strategy is not required to sell equity securities whose market values fall below this market capitalization.

*Material Risks:* Equity Securities Risk; Foreign Investment Risk; General Market and Economic Risk; Inflation Risk; Investment Selection Risk; Large-Cap Risk; Liquidity Risk; Management Risk; Mid-Cap Risk; Small-Cap Risk.

### **Small-Cap Strategy**

*Investment Objective:* Our small-cap strategy seeks to achieve long-term capital appreciation and investment returns that exceed the applicable benchmark while attempting to manage portfolio risk and volatility.

*Principal Investment Strategies:* Our small-cap strategy seeks to achieve its investment objective through fundamental analysis of individual companies and seeks high quality companies based on various criteria, such as profitability, balance sheet quality, competitive advantages, market share positions, ability to generate excess cash flows, meaningful management ownership stakes, reinvestment opportunities and/or relative valuation. The strategy typically holds equity securities of approximately 85-95 companies. The strategy typically purchases securities of companies with market capitalizations between \$600 million and \$4.5 billion at the initial time of purchase. The strategy is not required to sell equity securities whose market values appreciate or depreciate outside this market capitalization range.

*Material Risks:* Equity Securities Risk; Foreign Investment Risk; General Market and Economic Risk; Inflation Risk; Investment Selection Risk; Liquidity Risk; Management Risk; Small-Cap Risk.

### **Small-Mid Cap Strategy**

*Investment Objective:* Our small-mid cap strategy seeks to achieve long-term capital appreciation and investment returns that exceed the applicable benchmark while attempting to manage portfolio risk and volatility.

*Principal Investment Strategies:* Our small-mid cap strategy seeks to achieve its investment objective through fundamental analysis of individual companies and seeks high quality companies based on various criteria, such as profitability, balance sheet quality, competitive advantages, market share positions, ability to generate excess cash flows, meaningful management ownership stakes, reinvestment opportunities and/or relative valuation. The strategy typically holds equity securities of approximately 50-60 companies. The strategy typically purchases securities of companies with market capitalizations between \$1.25 billion and \$10 billion at the initial time of purchase. The strategy is not required to sell equity securities whose market values appreciate or depreciate outside this market capitalization range.

*Material Risks:* Equity Securities Risk; Foreign Investment Risk; General Market and Economic Risk; Inflation Risk; Investment Selection Risk; Liquidity Risk; Management Risk; Mid-Cap Risk; Small-Cap Risk.

### **Mid Cap Strategy**

*Investment Objective:* Our mid cap strategy seeks to achieve long-term capital appreciation and investment returns that exceed the applicable benchmark while attempting to manage portfolio risk and volatility.

*Principal Investment Strategies:* Our mid cap strategy seeks to achieve its investment objective through fundamental analysis of individual companies and seeks high quality companies based on various criteria, such as profitability, balance sheet quality, competitive advantages, market share positions, ability to generate excess cash flows, meaningful management ownership stakes, reinvestment opportunities and/or relative valuation. The strategy typically holds equity securities of approximately 50-60 companies. The strategy typically purchases securities of companies with market capitalizations between \$2.5 billion and \$25 billion at the initial time of purchase. The strategy is not required to sell equity securities whose market values appreciate or depreciate outside this market capitalization range.

*Material Risks:* Equity Securities Risk; Foreign Investment Risk; General Market and Economic Risk; Inflation Risk; Investment Selection Risk; Liquidity Risk; Management Risk; Mid-Cap Risk; Small-Cap Risk.

### **Fixed Income Strategy**

*Investment Objective:* Our fixed income strategy seeks to maximize portfolio returns and provide income while attempting to manage portfolio, interest rate, and credit risk.

*Principal Investment Strategy:* Our fixed income strategy seeks to achieve its investment objective by typically investing in investment grade corporate, U.S. government and agency, and/or municipal fixed income securities. The strategy typically focuses on sector allocations, maturity selections, relative valuations, and fundamental research in an effort to manage portfolio, interest rate, and credit risk. The strategy typically uses non-callable fixed income securities for their offensive characteristics and callable fixed income securities for their defensive characteristics in an effort to manage reinvestment risk. The strategy's mix of fixed income securities generally takes into consideration the tax status of individual clients.

*Material Risks:* Credit Risk; Foreign Investment Risk; General Market and Economic Risk; Inflation Risk; Interest Rate Risk; Investment Selection Risk; Large-Cap Risk; Liquidity Risk; Management Risk; Mid-Cap Risk; Municipal Securities Risk; Small-Cap Risk; U.S. Government and Government-Sponsored Enterprises Risk.

### **Balanced Strategy**

*Investment Objective:* Our balanced strategy seeks to achieve long-term capital appreciation and provide income while attempting to manage portfolio risk and volatility.

*Principal Investment Strategies:* Our balanced strategy incorporates the principal investment strategies for our equity and fixed income strategies above. The strategy's mix of equity and fixed income securities for individual clients varies depending on the investment objectives,

guidelines, restrictions, tax status, risk profile, liquidity requirements and other relevant considerations for each client.

*Material Risks:* Our balanced strategy is subject to the material risks named for our equity and fixed income strategies above.

### **Description of Material Risks for Separately Managed Portfolio Strategies**

*Credit Risk:* If the strategy holds fixed income securities of an issuer that experiences financial problems, the securities will likely decline in value or the issuer may fail to make timely payments of interest or principal on the securities. A decline in the credit rating of an individual fixed income security may have an adverse impact on its value. Ratings agencies might not always change their credit rating on an issuer in a timely manner to reflect events that could affect the issuer's ability to make timely payments on its obligations. Political, economic and other factors also may adversely affect the value of fixed income securities held in the strategy.

*Equity Securities Risk:* The strategy invests in equity securities and therefore is subject to stock market risks and significant fluctuations in value. The strategy's investments in equity securities may include American Depositary Receipts (ADRs), common stocks, securities convertible into common stocks, preferred stocks, real estate investment trusts (REITs), rights and warrants. ADRs are subject to certain of the risks associated with investing directly in foreign securities, such as currency fluctuations, political and economic instability, less government regulations, less publicly available information and differences in financial reporting standards, and may not accurately track the prices of the underlying foreign securities. Common stocks generally are subordinate to the issuing company's debt securities, credit obligations and preferred stock upon the liquidation or bankruptcy of the issuing company. Preferred stocks are sensitive to movements in interest rates and generally are subordinate to the issuing company's debt securities and credit obligations upon the liquidation or bankruptcy of the issuing company. REITs are pooled investment vehicles with their own fees and expenses and are subject to the risks associated with the real estate industry, adverse governmental actions, declines in property and real estate values, and the potential failure to qualify for tax-free pass through of income and exemption from registration as an investment company. Rights and warrants do not carry dividend or voting rights with respect to the underlying security, and their values do not necessarily change with the value of the underlying securities.

*Foreign Investment Risk:* The strategy may invest in securities of foreign issuers, ADRs and/or exchange-traded funds that are designed to track the performance of foreign indexes. Investments in these securities are subject to a number of risks associated with foreign markets, such as adverse political, social, and economic developments, accounting standards or governmental supervision that is not consistent with that to which U.S. companies are subject, limited information about foreign companies, fluctuations in currency exchange rates, and less liquidity in foreign markets. These risks may be more pronounced for investments in developing countries.

*General Market and Economic Risk:* Factors that affect markets in general, including political, regulatory, market and economic developments and other developments that impact specific economic sectors, industries and segments of the market, could adversely impact the strategy's investments. Turbulence in financial markets and reduced liquidity in credit, equity and fixed income markets may negatively affect many issuers worldwide and correspondingly the value of the strategy's investments.

*Inflation Risk:* Higher actual or anticipated inflation may have an adverse effect on corporate profits or consumer spending and result in lower values for securities held by the strategy.

*Interest Rate Risk:* Market values of fixed income securities held by the strategy are generally inversely related to actual changes in interest rates, and the strategy's fixed income securities may decline if interest rates rise. The values of fixed income securities are affected significantly by interest rates – generally, when interest rates rise, the market value of a fixed income security declines, and when interest rates decline, the market value of a fixed income security rises. Generally, a fixed income security with a longer maturity will entail greater interest rate risk but have a higher yield, while a fixed income security with a shorter maturity will entail less interest rate risk but have a lower yield. The market value of a fixed income security may also be affected by changes in its credit quality rating or the issuer's financial condition.

*Investment Selection Risk:* The performance of the strategy depends on our ability to select and size investments appropriately and correctly predict future price movements, economic and market conditions, and/or the value of equity securities, fixed income securities and/or other investments. The value of investments held by the strategy may be adversely impacted by developments affecting the specific issuer of the security or its particular industry or sector. These developments may include a variety of factors, such as management issues, political or regulatory factors, a decline in revenues or profitability, losses of key suppliers, customers or material contracts, a failure to meet expectations for earnings or other financial or business metrics, litigation, bankruptcy, an increase in operating or other costs, defaults under credit arrangements or material contracts, weak demand for the issuer's products or services, or other events that adversely impact the issuer's competitive position.

*Large-Cap Risk:* The securities of large market capitalization companies held by the strategy may underperform other segments of the market because such companies may be less responsive to competitive challenges and opportunities and may be unable to attain high growth rates during periods of economic expansion.

*Liquidity Risk:* The strategy is susceptible to the risk that certain investments held by the strategy may have limited marketability and may be difficult to sell at favorable times or prices. The strategy could lose money if it is unable to dispose of an investment at a time that is most beneficial to the strategy.

*Management Risk:* We actively manage investments in the strategy. The value of investments in the strategy may decline if we fail to correctly identify risks affecting the broad economy or specific markets, sectors, industries or companies in which the strategy invests, or if investments we select for the strategy fail to perform as anticipated.

*Mid-Cap Risk:* The strategy invests in mid capitalization companies that may not have the size, resources and other assets of large capitalization companies. As a result, the securities of mid capitalization companies held by the strategy may be less liquid and subject to greater market risks and fluctuations in value than large capitalization companies or may not correspond to changes in the stock market in general.

*Municipal Securities Risk:* The strategy may invest in municipal securities. Constitutional amendments, legislative enactments, executive orders, administrative regulations, voter initiatives, and the issuer's regional economic conditions may affect the municipal security's value, interest payments, repayment of principal and/or the strategy's ability to sell it. Failure of a municipal security issuer to comply with applicable tax requirements may make income paid

thereon taxable, resulting in a decline in the security's value. In addition, there could be changes in applicable tax laws or tax treatments that reduce or eliminate the current federal income tax exemption on municipal securities or otherwise adversely affect the current federal or state tax status of municipal securities.

*Small-Cap Risk:* The strategy invests in small capitalization companies that may not have the size, resources and other assets of mid or large capitalization companies. As a result, the securities of small capitalization companies held by the strategy may be less liquid and subject to greater market risks and fluctuations in value than mid or large capitalization companies or may not correspond to changes in the stock market in general.

*U.S. Government and Government-Sponsored Enterprises Risk:* The strategy may invest in U.S. government securities or securities issued by U.S. government-sponsored enterprises, such as the Federal Home Loan Bank, the Federal National Mortgage Association or the Federal Home Loan Mortgage Corporation. A security backed by the U.S. Treasury or the full faith and credit of the United States is guaranteed only by the applicable entity as to the timely payment of interest and principal when held to maturity. Securities issued by U.S. government-sponsored entities are not guaranteed by the U.S. Treasury and are not backed by the full faith and credit of the U.S. Government, and there is no assurance that the U.S. Government will provide financial support if these organizations do not have the funds to meet future payment obligations.

## **LKCM Funds**

We provide investment advisory services to the LKCM Funds. The following section includes a summary of the investment objectives, principal investment strategies, and material risks associated with each LKCM Fund. A description of the named material risks is included at the end of this section under "Description of Material Risks of the LKCM Funds."

The summaries of the investment objectives, principal investment strategies, and material risks provided below are necessarily limited and are presented for general informational purposes in accordance with regulatory requirements. Consequently, these summaries are in all instances qualified and superseded by the prospectuses and statements of additional information of the LKCM Funds. Additional information about the investment objectives, investment strategies, risks, and other terms of the LKCM Equity Fund, LKCM Small Cap Equity Fund, LKCM Small-Mid Cap Equity Fund, LKCM Balanced Fund, and LKCM Fixed Income Fund is contained in the prospectus and statement of additional information for these Funds, which can be obtained free of charge by contacting these Funds at 1-800-688-LKCM, by visiting [www.lkcmfunds.com](http://www.lkcmfunds.com), or by sending an email to [info@lkcmfunds.com](mailto:info@lkcmfunds.com). Additional information about the investment objectives, investment strategies, risks, and other terms of the LKCM Aquinas Small Cap Fund, LKCM Aquinas Value Fund, and LKCM Aquinas Growth Fund is contained in the prospectus and statement of additional information for these Funds, which can be obtained free of charge by contacting these Funds at 1-800-423-6369, by visiting [www.aquinasfunds.com/documents](http://www.aquinasfunds.com/documents), or by sending an email to [info@aquinasfunds.com](mailto:info@aquinasfunds.com).

### **LKCM Equity Fund**

*Investment Objective:* The Fund seeks to maximize long-term capital appreciation.

*Principal Investment Strategies:* The Fund seeks to achieve its investment objective by investing under normal circumstances at least 80% of its net assets in equity securities. The Fund primarily invests in companies that we believe are likely to have above-average growth in revenue and/or earnings, above-average returns on shareholders' equity, and/or potential for above-average

capital appreciation. The Fund may invest in equity securities of small, mid and large capitalization companies.

*Material Risks:* Equity Securities Risk; Foreign Investment Risk; General Market and Economic Risk; Inflation Risk; Investment Selection Risk; Large-Cap Risk; Liquidity Risk; Management Risk; Mid-Cap Risk; Small-Cap Risk.

### **LKCM Small Cap Equity Fund**

*Investment Objective:* The Fund seeks to maximize long-term capital appreciation.

*Principal Investment Strategies:* The Fund seeks to achieve its investment objective by investing under normal circumstances at least 80% of its net assets in equity securities of small capitalization companies. The Fund primarily chooses investments that we believe are likely to have above-average growth in revenue and/or earnings and potential for above-average capital appreciation. The Fund defines small capitalization companies as those with market capitalizations at the time of investment between \$600 million and \$4.5 billion. The Fund is not required to sell equity securities whose market values appreciate or depreciate outside this market capitalization range.

*Material Risks:* Equity Securities Risk; Foreign Investment Risk; General Market and Economic Risk; Inflation Risk; Investment Selection Risk; Liquidity Risk; Management Risk; Small-Cap Risk.

### **LKCM Small-Mid Cap Equity Fund**

*Investment Objective:* The Fund seeks to maximize long-term capital appreciation.

*Principal Investment Strategies:* The Fund seeks to achieve its investment objective by investing under normal circumstances at least 80% of its net assets in equity securities of small-mid capitalization companies. The Fund primarily chooses investments that we believe are likely to have above-average growth in revenue and/or earnings and potential for above-average capital appreciation. The Fund defines small-mid capitalization companies as those with market capitalizations at the time of investment between \$1.25 billion and \$10 billion. The Fund is not required to sell equity securities whose market values appreciate or depreciate outside this market capitalization range.

*Material Risks:* Equity Securities Risk; Foreign Investment Risk; General Market and Economic Risk; Inflation Risk; Investment Selection Risk; Liquidity Risk; Management Risk; Mid-Cap Risk; Small-Cap Risk.

### **LKCM Balanced Fund**

*Investment Objective:* The Fund seeks current income and long-term capital appreciation.

*Principal Investment Strategies:* The Fund seeks to achieve its investment objective by investing primarily in a portfolio of equity and fixed income securities. The Fund's investments in equity securities consist primarily of companies that meet our equity strategy investment standards. The Fund may invest in equity securities of small, mid and large capitalization companies. The Fund's investments in fixed income securities consist primarily of investment grade corporate and U.S. government and agency issues with short- to intermediate-term maturities from one to ten



years. Under normal circumstances, 25% or more of the Fund's total assets consist of fixed income securities. The Fund does not intend to invest more than 20% of its total assets in equity securities of companies that do not pay dividends.

*Material Risks:* Credit Risk; Equity Securities Risk; Foreign Investment Risk; General Market and Economic Risk; Inflation Risk; Interest Rate Risk; Investment Selection Risk; Large-Cap Risk; Liquidity Risk; Management Risk; Mid-Cap Risk; Small-Cap Risk; U.S. Government and Government-Sponsored Enterprises Risk.

### **LKCM Fixed Income Fund**

*Investment Objective:* The Fund seeks current income.

*Principal Investment Strategies:* The Fund seeks to achieve its investment objective by investing under normal circumstances at least 80% of its net assets in a portfolio of investment grade corporate and U.S. government and agency fixed income securities. The Fund typically invests in fixed income securities with short- to intermediate-term maturities from one to ten years issued by corporations and other entities, the U.S. government, and agencies or instrumentalities of the U.S. government. The Fund is not required to sell securities that are downgraded below investment grade.

*Material Risks:* Credit Risk; Foreign Investment Risk; General Market and Economic Risk; Inflation Risk; Interest Rate Risk; Investment Selection Risk; Large-Cap Risk; Liquidity Risk; Management Risk; Mid-Cap Risk; Small-Cap Risk; U.S. Government and Government-Sponsored Enterprises Risk.

### **LKCM Aquinas Small Cap Fund**

*Investment Objective:* The Fund seeks to maximize long-term capital appreciation, while incorporating Catholic values investing principles in the investment process.

*Principal Investment Strategies:* The Fund seeks to achieve its investment objective by investing under normal circumstances at least 80% of its net assets in equity securities of small capitalization companies. The Fund primarily chooses investments that we believe are likely to have above-average growth in revenue and/or earnings and potential for above-average capital appreciation. The Fund defines small capitalization companies as those with market capitalizations at the time of investment between \$600 million and \$4.5 billion. The Fund is not required to sell equity securities whose market values appreciate or depreciate outside this market capitalization range. The Fund practices socially responsible investing within the framework provided by the United States Conference of Catholic Bishops' Socially Responsible Investing Guidelines.

*Material Risks:* Catholic Values Investing Risk; Equity Securities Risk; Foreign Investment Risk; General Market and Economic Risk; Inflation Risk; Investment Selection Risk; Liquidity Risk; Management Risk; Small-Cap Risk.

### **LKCM Aquinas Value Fund**

*Investment Objective:* The Fund seeks to maximize long-term capital appreciation, while incorporating Catholic values investing principles in the investment process.

*Principal Investment Strategies:* The Fund seeks to achieve its investment objective by investing in equity securities of companies that we believe are undervalued. The Fund primarily chooses investments that we believe have below average price to earnings ratios, low price to cash flow characteristics, attractive dividend yields and/or lower price to book value ratios. The Fund may invest in equity securities of small, mid and large capitalization companies. The Fund practices socially responsible investing within the framework provided by the United States Conference of Catholic Bishops' Socially Responsible Investing Guidelines.

*Material Risks:* Catholic Values Investing Risk; Equity Securities Risk; Foreign Investment Risk; General Market and Economic Risk; Inflation Risk; Investment Selection Risk; Large-Cap Risk; Liquidity Risk; Management Risk; Mid-Cap Risk; Small-Cap Risk; Value Investing Risk.

### **LKCM Aquinas Growth Fund**

*Investment Objective:* The Fund seeks to maximize long-term capital appreciation, while incorporating Catholic values investing principles in the investment process.

*Principal Investment Strategies:* The Fund seeks to achieve its investment objective by primarily investing in equity securities of companies that we believe have above-average growth in revenue and/or earnings, above-average returns on shareholders' equity, underleveraged balance sheets and/or potential for above-average capital appreciation. The Fund may invest in equity securities of small, mid and large capitalization companies. The Fund practices socially responsible investing within the framework provided by the United States Conference of Catholic Bishops' Socially Responsible Investing Guidelines.

*Material Risks:* Catholic Values Investing Risk; Equity Securities Risk; Foreign Investment Risk; General Market and Economic Risk; Growth Investing Risk; Inflation Risk; Investment Selection Risk; Large-Cap Risk; Liquidity Risk; Management Risk; Mid-Cap Risk; Small-Cap Risk.

### **Description of Material Risks for the LKCM Funds**

*Catholic Values Investing Risk:* Since the Fund practices socially responsible investing within the framework provided by the United States Conference of Catholic Bishops' Socially Responsible Investing Guidelines, the Fund may forego a profitable investment opportunity or sell a security when it may be disadvantageous to do so.

*Credit Risk:* If the Fund holds fixed income securities of an issuer that experiences financial problems, the securities will likely decline in value or the issuer may fail to make timely payments of interest or principal on the securities. A decline in the credit rating of an individual fixed income security may have an adverse impact on its value. Ratings agencies might not always change their credit rating on an issuer in a timely manner to reflect events that could affect the issuer's ability to make timely payments on its obligations. Political, economic and other factors also may adversely affect the value of fixed income securities held in the Fund.

*Equity Securities Risk:* The Fund invests in equity securities and therefore is subject to stock market risks and significant fluctuations in value. The Fund's investments in equity securities may include American Depositary Receipts (ADRs), common stocks, securities convertible into common stocks, preferred stocks, real estate investment trusts (REITs), rights and warrants. ADRs are subject to certain of the risks associated with investing directly in foreign securities, such as currency fluctuations, political and economic instability, less government regulations, less



publicly available information and differences in financial reporting standards, and may not accurately track the prices of the underlying foreign securities. Common stocks generally are subordinate to the issuing company's debt securities, credit obligations and preferred stock upon the liquidation or bankruptcy of the issuing company. Preferred stocks are sensitive to movements in interest rates and are generally subordinate to the issuing company's debt securities and credit obligations upon the liquidation or bankruptcy of the issuing company. REITs are pooled investment vehicles with their own fees and expenses and are subject to the risks associated with the real estate industry, adverse governmental actions, declines in property and real estate values, and the potential failure to qualify for tax-free pass through of income and exemption from registration as an investment company. Rights and warrants do not carry dividend or voting rights with respect to the underlying security, and their values do not necessarily change with the value of the underlying securities.

*Foreign Investment Risk:* The Fund may invest in foreign securities, including ADRs, and is subject to risks associated with foreign markets, such as adverse political, social, and economic developments, accounting standards or governmental supervision that is not consistent with that to which U.S. companies are subject, limited information about foreign companies, fluctuations in currency exchange rates, and less liquidity in foreign markets. These risks may be more pronounced for investments in developing countries.

*General Market and Economic Risk:* Factors that affect markets in general, including political, regulatory, market and economic developments and other developments that impact specific economic sectors, industries and segments of the market, could adversely impact the Fund's investments. Turbulence in financial markets and reduced liquidity in credit, equity and fixed income markets may negatively affect many issuers worldwide and correspondingly the value of the Fund's investments.

*Growth Investing Risk:* The Fund may incorrectly assess a company's potential for growth or the company may not grow as anticipated, which may negatively impact the value of the Fund's investments. In addition, growth funds may not perform as well as other funds when this style is out of favor with investors.

*Inflation Risk:* Higher actual or anticipated inflation may have an adverse effect on corporate profits or consumer spending and result in lower values for securities held by the Fund.

*Interest Rate Risk:* Market values of fixed income securities held by the Fund are generally inversely related to actual changes in interest rates, and the Fund's fixed income securities and net asset value may decline if interest rates rise. The values of fixed income securities are affected significantly by interest rates – generally, when interest rates rise, the market value of a fixed income security declines, and when interest rates decline, the market value of a fixed income security rises. Generally, a fixed income security with a longer maturity will entail greater interest rate risk but have a higher yield, while a fixed income security with a shorter maturity will entail less interest rate risk but have a lower yield. The market value of a fixed income security held by the fund may also be affected by changes in its credit quality rating or the issuer's financial condition.

*Investment Selection Risk:* The performance of the Fund depends on our ability to select and size investments appropriately and correctly predict future price movements, economic and market conditions, and/or the value of equity securities, fixed income securities and/or other investments. The value of investments held by the Fund may be adversely impacted by developments affecting the specific issuer of the security or its particular industry or sector. These developments may

include a variety of factors, such as management issues, political or regulatory factors, a decline in revenues or profitability, losses of key suppliers, customers or material contracts, a failure to meet expectations for earnings or other financial or business metrics, litigation, bankruptcy, an increase in operating or other costs, defaults under credit arrangements or material contracts, weak demand for the issuer's products or services, or other events that adversely impact the issuer's competitive position.

*Large-Cap Risk:* The securities of large market capitalization companies held by the Fund may underperform other segments of the market because such companies may be less responsive to competitive challenges and opportunities and may be unable to attain high growth rates during periods of economic expansion.

*Liquidity Risk:* The Fund is susceptible to the risk that certain investments held by the Fund may have limited marketability and may be difficult to sell at favorable times or prices. The Fund could lose money if it is unable to dispose of an investment at a time that is most beneficial to the Fund.

*Management Risk:* We actively manage investments in the Fund. The value of investments in the Fund may decline if we fail to correctly identify risks affecting the broad economy or specific markets, sectors, industries or companies in which the Fund invests, or if investments we select for the Fund fail to perform as anticipated.

*Mid-Cap Risk:* The Fund invests in mid capitalization companies that may not have the size, resources and other assets of large capitalization companies. As a result, the securities of mid capitalization companies held by the Fund may be less liquid and subject to greater market risks and fluctuations in value than large capitalization companies or may not correspond to changes in the stock market in general.

*Small-Cap Risk:* The Fund invests in small capitalization companies that may not have the size, resources and other assets of mid or large capitalization companies. As a result, the securities of small capitalization companies held by the Fund may be less liquid and subject to greater market risks and fluctuations in value than mid or large capitalization companies or may not correspond to changes in the stock market in general.

*U.S. Government and Government-Sponsored Enterprises Risk:* The Fund may invest in U.S. government securities or securities issued by U.S. government-sponsored enterprises, such as the Federal Home Loan Bank, the Federal National Mortgage Association or the Federal Home Loan Mortgage Corporation. A security backed by the U.S. Treasury or the full faith and credit of the United States is guaranteed only by the applicable entity as to the timely payment of interest and principal when held to maturity. Securities issued by U.S. government-sponsored entities are not guaranteed by the U.S. Treasury and are not backed by the full faith and credit of the U.S. Government, and there is no assurance that the U.S. Government will provide financial support if these organizations do not have the funds to meet future payment obligations.

*Value Investing Risk:* The Fund may incorrectly assess the value of a company and value investments are subject to the risk that their intrinsic value may never be realized by the market, which may negatively impact the value of the Fund's investments. This may result in the securities' prices remaining undervalued for extended periods of time. Different investment styles may shift in and out of favor depending on market conditions or investor sentiment.

## **LKCM Partnerships**

We provide investment advisory services to the LKCM Partnerships. The following section includes a summary of the investment objectives, principal investment strategies, and material risks associated with each LKCM Partnership. A description of the named material risks is included at the end of this section under “Description of Material Risks of the LKCM Partnerships.”

The summaries of the investment objectives, principal investment strategies, and material risks provided below are necessarily limited and are presented for general informational purposes in accordance with regulatory requirements. Consequently, these summaries are in all instances qualified and superseded by the offering and organizational documents for the LKCM Partnerships. Additional information about the investment objectives, investment strategies, risks, and other terms and provisions of the LKCM Partnerships are contained in the offering and organizational documents for the LKCM Partnerships.

### **LKCM Investment Partnership, L.P.**

*Investment Objective(s):* The partnership seeks to achieve long-term capital appreciation.

*Principal Investment Strategies:* The partnership seeks to achieve its investment objective primarily by maintaining a long-biased portfolio comprised of securities of publicly held companies. The partnership may engage in short selling for hedging purposes or to the extent we believe securities are overvalued. The partnership may also invest in securities of privately held companies or other illiquid investments, although the partnership expects that these investments generally will not exceed 10% of the long market value of the partnership’s portfolio. There generally is no limitation on the partnership’s portfolio exposure to investments by asset class, market capitalization, geography, sector or industry.

*Material Risks:* Compensation Risk; Competition Risk; Concentration Risk; Counterparty Risk; Derivatives Risk; Equity Securities Risk; Foreign Investment Risk; General Market and Economic Risk; Hedging Risk; Illiquid Investments Risk; Inflation Risk; In-Kind Distributions Risk; Investment Selection Risk; Large-Cap Risk; Leverage and Borrowing Risk; Liquidity Risk; Management Risk; Micro-Cap Risk; Mid-Cap Risk; Portfolio Company Management Risk; Private Investment Risk; Short Selling Risk; Small-Cap Risk; Tax Risk; Valuation Risk.

### **LKCM Investment Partnership II, L.P.**

*Investment Objective(s):* The partnership seeks to achieve long-term capital appreciation.

*Principal Investment Strategies:* The partnership seeks to achieve its investment objective primarily by maintaining a long-biased portfolio comprised of securities of publicly held companies. The partnership may engage in short selling for hedging purposes or to the extent we believe securities are overvalued. The partnership may also invest in securities of privately held companies or other illiquid investments, although the partnership expects that these investments generally will not exceed 10% of the long market value of the partnership’s portfolio. There generally is no limitation on the partnership’s portfolio exposure to investments by asset class, market capitalization, geography, sector or industry.

*Material Risks:* Compensation Risk; Competition Risk; Concentration Risk; Counterparty Risk; Derivatives Risk; Equity Securities Risk; Foreign Investment Risk; General Market and Economic Risk; Hedging Risk; Illiquid Investments Risk; Inflation Risk; In-Kind Distributions Risk; Investment Selection Risk; Large-Cap Risk; Leverage and Borrowing Risk; Liquidity Risk;

Management Risk; Micro-Cap Risk; Mid-Cap Risk; Portfolio Company Management Risk; Private Investment Risk; Short Selling Risk; Small-Cap Risk; Tax Risk; Valuation Risk.

**LKCM Private Discipline (QP), L.P. / LKCM Private Discipline International, L.P.**

*Investment Objective(s):* The partnerships seek to achieve long-term capital appreciation while attempting to manage portfolio risk and volatility.

*Principal Investment Strategies:* These partnerships seek to achieve their investment objective by investing substantially all of their assets in, and conducting their investment activities through, LKCM Private Discipline Master Fund, SPC (“PDP”). PDP generally seeks to achieve its investment objective primarily by investing in long and short positions in an unlimited range of equity and/or debt securities and other financial instruments and products. PDP generally invests in a portfolio of securities across a wide range of asset classes, including publicly-traded securities with market capitalizations spanning from micro-cap to mega-cap, mezzanine investments in portfolio companies, and private equity investments in portfolio companies. There is no limitation on PDP’s portfolio exposure to investments by asset class, market capitalization, geography, sector or industry. PDP generally limits concentration in any single company to 10% of its assets at the time of investment. PDP has discretion to invest up to 25% of its assets at the time of investment in the securities of a single issuer in compelling market environments or in pursuit of investments in private companies. PDP is not required to sell investments that appreciate above these concentration levels. PDP invests in affiliated private investment partnerships with investment objectives that seek long-term capital appreciation through investments in portfolio companies, and such investments are not subject to these concentration levels.

*Material Risks:* Compensation Risk; Competition Risk; Concentration Risk; Counterparty Risk; Derivatives Risk; Equity Securities Risk; Foreign Investment Risk; General Market and Economic Risk; Hedging Risk; Illiquid Investments Risk; Inflation Risk; In-Kind Distributions Risk; Investment Selection Risk; Large-Cap Risk; Leverage and Borrowing Risk; Liquidity Risk; Management Risk; Micro-Cap Risk; Mid-Cap Risk; Portfolio Company Management Risk; Private Investment Risk; Short Selling Risk; Small-Cap Risk; Tax Risk; Valuation Risk.

**LKCM Micro-Cap Partnership, L.P.**

*Investment Objective:* The partnership seeks to achieve long-term capital appreciation.

*Principal Investment Strategies:* The partnership seeks to achieve its investment objective by buying and selling short securities of micro capitalization companies. The partnership generally defines micro capitalization companies as those companies with market capitalizations of less than \$600 million at the time of initial investment. The partnership is not required to sell securities of companies whose market values appreciate above this range. The partnership does not expect that any single investment will exceed 10% of its net asset value at the time of investment. There is no limitation on the partnership’s portfolio exposure to investments by asset class, geography, sector or industry.

*Material Risks:* Compensation Risk; Competition Risk; Concentration Risk; Counterparty Risk; Derivatives Risk; Equity Securities Risk; Foreign Investment Risk; General Market and Economic Risk; Hedging Risk; Illiquid Investments Risk; Inflation Risk; In-Kind Distributions Risk; Investment Selection Risk; Leverage and Borrowing Risk; Liquidity Risk; Management

Risk; Micro-Cap Risk; Portfolio Company Management Risk; Private Investment Risk; Short Selling Risk; Small-Cap Risk; Tax Risk; Valuation Risk.

**LKCM Headwater Investments I, L.P.**

*Investment Objective:* The partnership seeks to achieve long-term capital appreciation primarily through investments in portfolio companies.

*Principal Investment Strategy:* The partnership seeks to achieve its investment objective by primarily establishing controlling positions in lower middle-market companies. The partnership may also make other types of portfolio investments, including control positions in publicly-traded companies. The partnership generally seeks to make 10 to 15 platform investments, typically in the range of \$5 million to \$25 million of equity per investment. The partnership generally will not invest more than 20% of its capital commitments in a single portfolio investment. The minimum size of each portfolio investment will generally be at least 2% of the partnership's capital commitments.

*Material Risks:* Compensation Risk; Competition Risk; Concentration Risk; Counterparty Risk; Derivatives Risk; Equity Securities Risk; General Market and Economic Risk; Hedging Risk; Illiquid Investments Risk; Inflation Risk; In-Kind Distributions Risk; Investment Selection Risk; Leverage and Borrowing Risk; Liquidity Risk; Management Risk; Micro-Cap Risk; Mid-Cap Risk; Portfolio Company Management Risk; Private Investment Risk; Small-Cap Risk; Tax Risk; Valuation Risk.

**LKCM Headwater Investments II, L.P.**

*Investment Objective:* The partnership seeks to achieve long-term capital appreciation primarily through investments in portfolio companies.

*Principal Investment Strategy:* The partnership seeks to achieve its investment objective by primarily establishing controlling positions in lower middle-market companies. The partnership may also make other types of portfolio investments, including control positions in publicly-traded companies. The partnership generally seeks to make 8 to 15 platform investments, typically in the range of \$10 million to \$40 million of equity per investment. The partnership generally will not invest more than 20% of its capital commitments in a single portfolio investment. The minimum size of each portfolio investment will generally be at least \$5 million.

*Material Risks:* Compensation Risk; Competition Risk; Concentration Risk; Counterparty Risk; Derivatives Risk; Equity Securities Risk; General Market and Economic Risk; Hedging Risk; Illiquid Investments Risk; Inflation Risk; In-Kind Distributions Risk; Investment Selection Risk; Leverage and Borrowing Risk; Liquidity Risk; Management Risk; Micro-Cap Risk; Mid-Cap Risk; Portfolio Company Management Risk; Private Investment Risk; Small-Cap Risk; Tax Risk; Valuation Risk.

**LKCM Global Equity, L.P.**

*Investment Objective(s):* The partnership seeks to achieve long-term capital appreciation.

*Principal Investment Strategies:* The partnership seeks to achieve its investment objective by investing primarily in securities of companies domiciled in or outside of the United States, including developing countries. There is no limitation on the partnership's portfolio exposure by

asset class, market capitalization, geography, sector, industry or domicile. The partnership intends to utilize financial instruments, both for investment purposes and risk management purposes, in order to hedge against its exposures to, among other things, price fluctuations in portfolio investments, securities markets, interest rates, currency exchange rates, and geopolitical events.

*Material Risks:* Compensation Risk; Competition Risk; Concentration Risk; Counterparty Risk; Derivatives Risk; Equity Securities Risk; Foreign Investment Risk; General Market and Economic Risk; Hedging Risk; Illiquid Investments Risk; Inflation Risk; In-Kind Distributions Risk; Investment Selection Risk; Large-Cap Risk; Leverage and Borrowing Risk; Liquidity Risk; Management Risk; Micro-Cap Risk; Mid-Cap Risk; Portfolio Company Management Risk; Private Investment Risk; Short Selling Risk; Small-Cap Risk; Tax Risk; Valuation Risk.

### **LKCM Technology Partnership, L.P.**

*Investment Objective:* The partnership seeks to achieve long-term capital appreciation through investments in technology-related companies.

*Principal Investment Strategies:* The partnership seeks to achieve its investment objective by buying and selling short securities of technology-related companies. The partnership generally defines technology-related companies as companies engaged in offering, using, producing, selling, distributing or developing products, processes, or services that are expected to provide or benefit significantly from technological advances or improvements. The partnership may invest in technology-related companies through an unlimited range of securities and other financial instruments and products. There is no limitation on the partnership's portfolio exposure by asset class, market capitalization, or geography. The partnership may also invest up to 10% of its net assets in private companies at the time of investment. The partnership generally expects its leverage will not exceed a ratio of 1.25:1.

*Material Risks:* Compensation Risk; Competition Risk; Concentration Risk; Counterparty Risk; Derivatives Risk; Equity Securities Risk; Foreign Investment Risk; General Market and Economic Risk; Hedging Risk; Illiquid Investments Risk; Inflation Risk; In-Kind Distributions Risk; Investment Selection Risk; Large-Cap Risk; Leverage and Borrowing Risk; Liquidity Risk; Management Risk; Micro-Cap Risk; Mid-Cap Risk; Portfolio Company Management Risk; Private Investment Risk; Short Selling Risk; Small-Cap Risk; Tax Risk; Technology-Related Companies Risk; Valuation Risk.

### **LKCM Capital Partners I, L.P.**

*Investment Objective:* The partnership seeks current income and long-term capital appreciation primarily through investments in portfolio companies.

*Principal Investment Strategies:* The partnership seeks to achieve its investment objective primarily by making non-control and/or strategic investments in securities positioned between the senior indebtedness and common equity in a portfolio company's capital structure. Such investments may be structured as mezzanine debt, subordinated debt, preferred stock or other instruments and may also provide the potential for capital appreciation by including an equity interest in the form of warrants, common equity or convertible securities. The partnership may also make other types of portfolio investments, including control, non-control and/or strategic investments in publicly-traded or privately-held companies. The partnership generally does not intend to invest more than 25% of its capital commitments in a single portfolio investment.



*Material Risks:* Compensation Risk; Competition Risk; Concentration Risk; Counterparty Risk; Credit Risk; Derivatives Risk; Equity Securities Risk; General Market and Economic Risk; Hedging Risk; Illiquid Investments Risk; Inflation Risk; In-Kind Distributions Risk; Interest Rate Risk; Investment Selection Risk; Leverage and Borrowing Risk; Liquidity Risk; Management Risk; Micro-Cap Risk; Mid-Cap Risk; Portfolio Company Management Risk; Private Investment Risk; Small-Cap Risk; Tax Risk; Valuation Risk

### **Descriptions of Material Risks of the LKCM Partnerships**

*Compensation Risk:* We are entitled to receive management fees from the partnership, and the general partner of the partnership is entitled to receive performance-based compensation based on the performance of the partnership, subject to certain limitations. Management fees could motivate us to gather more assets than we can manage effectively. Performance-based compensation could motivate us, due to our affiliation with the general partner of the applicable partnership, to make investments that are riskier or more speculative than would be the case if such arrangements did not exist. These compensation structures create potential conflicts of interest because we have an incentive to make investment or other decisions for the partnership that benefit our and/or the general partner's financial interests.

*Competition Risk:* We expect to encounter competition from other funds and fund managers having similar investment objectives. Potential competitors include other private equity partnerships, business development companies, investment partnerships and corporations, small business investment companies and large industrial and financial companies investing directly or through affiliates and individuals. Some of these competitors may have more relevant experience, greater financial resources and more personnel than we have. To the extent that we encounter competition for investments, our investment returns may be adversely affected.

*Concentration Risk:* The partnership's investments generally are not required to be diversified, and it is possible that the partnership's investments could be concentrated in only a few industries, sectors, companies, geographic regions, asset classes, or strategies. This limited diversity could expose the partnership to losses disproportionate to market movements in general.

*Counterparty Risks:* The partnership may enter into transactions with third parties in which the failure or delay of the third party to perform its obligations could have an adverse effect on the partnership. The partnership's assets will generally be held in the name of its prime broker or custodian, and the insolvency of the prime broker or custodian may result in the loss of the partnership's assets.

*Credit Risk:* If the partnership holds fixed income securities of an issuer that experiences financial problems, the securities will likely decline in value or the issuer may fail to make timely payments of interest or principal on the securities. A decline in the credit rating of an individual fixed income security may have an adverse impact on its value. Ratings agencies might not always change their credit rating on an issuer in a timely manner to reflect events that could affect the issuer's ability to make timely payments on its obligations. Political, economic and other factors also may adversely affect the value of fixed income securities held in the partnership.

*Derivatives Risk:* The partnership may invest in derivative instruments, such as options, warrants or rights. Many derivatives provide exposure to potential gain or loss from a change in the market price of a financial instrument in an amount that greatly exceeds the cash or assets required to establish or maintain the derivative. Accordingly, relatively small price movements in

the underlying financial instrument may result in immediate and substantial losses to the partnership. Many derivatives are illiquid and involve exposure to the credit risk of the counterparty because they depend on the counterparty's ability to perform under the contract.

*Equity Securities Risk:* The partnership invests in equity securities and therefore is subject to stock market risks and significant fluctuations in value. The partnership's investments in equity securities may include American Depositary Receipts (ADRs), common stocks, exchange-traded funds (ETFs) securities convertible into common stocks, preferred stocks, real estate investment trusts (REITs), rights and warrants. ADRs are subject to certain of the risks associated with investing directly in foreign securities, such as currency fluctuations, political and economic instability, less government regulations, less publicly available information and differences in financial reporting standards, and may not accurately track the prices of the underlying foreign securities. Common stocks generally are subordinate to the issuing company's debt securities, credit obligations and preferred stock upon the liquidation or bankruptcy of the issuing company. ETFs are registered investment companies that hold a portfolio of equity securities designed to track the performance of a particular index, and investments in ETFs are subject to the various risks associated with investing in securities desired herein as well as the risk that ETFs may not fully replicate the performance of the particular indexes which they are designed to track. Preferred stocks are sensitive to movements in interest rates and are generally are subordinate to the issuing company's debt securities and credit obligations upon the liquidation or bankruptcy of the issuing company. REITs are pooled investment vehicles with their own fees and expenses and are subject to the risks associated with the real estate industry, adverse governmental actions, declines in property and real estate values, and the potential failure to qualify for tax-free pass through of income and exemption from registration as an investment company. Rights and warrants do not carry dividend or voting rights with respect to the underlying security, and their values do not necessarily change with the value of the underlying securities.

*Foreign Investment Risk:* The partnership may invest in securities of foreign issuers, ADRs and/or ETFs that are designed to track the performance of foreign indexes. Investments in these securities are subject to a number of risks associated with foreign markets, such as adverse political, social, and economic developments, accounting standards or governmental supervision that is not consistent with that to which U.S. companies are subject, limited information about foreign companies, fluctuations in currency exchange rates, and less liquidity in foreign markets. These risks may be more pronounced for investments in developing countries.

*General Market and Economic Risk:* Factors that affect markets in general, including political, regulatory, market and economic developments and other developments that impact specific economic sectors, industries and segments of the market, could adversely impact the partnership's investments. Turbulence in financial markets and reduced liquidity in credit, equity and fixed income markets may negatively affect many issuers worldwide and correspondingly the value of the partnership's investments.

*Hedging Risk:* The partnership may utilize financial instruments, both for investment purposes and for risk management purposes, in an effort to, among other things, protect against possible changes in the market value of its investment portfolio resulting from fluctuations in the securities markets and changes in interest rates, enhance or preserve returns or gains in on any investment in its portfolio, or hedge interest rate or currency exchange rate exposure on any of its liabilities or assets. The success of the partnership's hedging strategy will depend, in part, upon our ability to correctly assess the degree of correlation between the performance of the instruments used in the hedging strategy and the performance of the portfolio investments being hedged. While the partnership may enter into hedging transactions in an effort to reduce risk, such transactions may



result in poorer overall performance for the partnership than if it had not engaged in such hedging transactions. The partnership will not be required to hedge any particular risk in connection with a particular transaction or its portfolios, and there can be no assurances that the partnership's hedging strategies or transactions, if any, will be successful.

*Illiquid Investments Risk:* The partnership may hold investments that are illiquid or have no public trading market, or liquid investments may become illiquid in the future under certain market conditions. Any such investments may be difficult to sell or may be sold only at a substantial discount. If the size of the partnership is reduced through withdrawals, the illiquidity of the partnership's investments could increase, as liquid assets are sold to satisfy withdrawals while illiquid assets are retained.

*Inflation Risk:* Higher actual or anticipated inflation may have an adverse effect on corporate profits or consumer spending and result in lower values for securities held by the partnership.

*In-Kind Distributions Risk:* A withdrawing limited partner may, at the discretion of the general partner, receive securities owned by the partnership in lieu of, or in combination with, cash. The value of securities distributed in-kind may increase or decrease after the distribution is made and before the security is sold by the limited partner. The risk of loss and delay in liquidating these financial instruments will be borne by the limited partner, with the result that the limited partner may ultimately receive less cash than it would have received on the date of withdrawal if it had been paid in cash.

*Interest Rate Risk:* Market values of fixed income securities held by the partnership are generally inversely related to actual changes in interest rates, and the partnership's fixed income securities and net asset value may decline if interest rates rise. The values of fixed income securities are affected significantly by interest rates – generally, when interest rates rise, the market value of a fixed income security declines, and when interest rates decline, the market value of a fixed income security rises. Generally, a fixed income security with a longer maturity will entail greater interest rate risk but have a higher yield, while a fixed income security with a shorter maturity will entail less interest rate risk but have a lower yield. The market value of a fixed income security held by the partnership may also be affected by changes in its credit quality rating or the issuer's financial condition.

*Investment Selection Risk:* The performance of the partnership depends on our ability to select and size investments appropriately and correctly predict future price movements, economic and market conditions, and/or the value of equity securities, fixed income securities and/or other investments. The value of investments held by the partnership may be adversely impacted by developments affecting the specific issuer of the security or its particular industry or sector. These developments may include a variety of factors, such as management issues, political or regulatory factors, a decline in revenues or profitability, losses of key suppliers, customers or material contracts, a failure to meet expectations for earnings or other financial or business metrics, litigation, bankruptcy, an increase in operating or other costs, defaults under credit arrangements or material contracts, weak demand for the issuer's products or services, or other events that adversely impact the issuer's competitive position.

*Large-Cap Risk:* The securities of large market capitalization companies held by the partnership may underperform other segments of the market because such companies may be less responsive to competitive challenges and opportunities and may be unable to attain high growth rates during periods of economic expansion.

*Leverage and Borrowing Risk:* The partnership has the power to borrow funds and incur leverage. These borrowings may be secured by assets of the partnership. The use of leverage can increase the partnership's exposure to rising interest rates, downturns in the economy, or deterioration in the business, financial condition or prospects of the partnership or its investments. The use of margin and short-term borrowings creates risks for the partnership. If the value of the partnership's securities falls below the margin level required by its prime broker, additional margin deposits would be required. If the partnership is unable to satisfy any margin call by its prime broker, then the prime broker could liquidate some or all of the partnership's investment positions and cause the partnership to incur significant losses. The inability of the partnership to service its debt obligations could have a material adverse impact on the partnership or its investments.

*Liquidity Risk:* An investment in the partnership provides limited liquidity since the investment is not freely transferable. A limited partner generally has the right to withdraw amounts from its capital account only on a limited basis (if at all) in accordance with the terms of the partnership's offering and organizational documents. In addition, the partnership is susceptible to the risk that certain investments held by the partnership may have limited marketability and may be difficult to sell at favorable times or prices or at all. The partnership could lose money if it is unable to dispose of an investment at a time that is most beneficial to the partnership.

*Management Risk:* We actively manage investments in the partnership. The value of the partnership's investments may decline if we fail to correctly identify risks affecting the broad economy or specific markets, industries or companies in which the partnership invests, or if investments we select for the partnership fail to perform as anticipated.

*Micro-Cap Risk:* The partnership invests in securities of companies with micro capitalizations, which involve higher risks than investments in securities with small, mid or large capitalizations. As a result, the securities of micro capitalization companies held by the partnership may be less liquid and subject to greater market risks and fluctuations in value than small, mid or large capitalization companies or may not correspond to changes in the stock market in general.

*Mid-Cap Risk:* The partnership invests in securities of companies with mid capitalizations, which involve higher risks than investments in securities with large capitalizations. As a result, the securities of mid capitalization companies held by the partnership may be less liquid and subject to greater market risks and fluctuations in value than large capitalization companies or may not correspond to changes in the stock market in general.

*Portfolio Company Management Risk:* Each portfolio company's day-to-day operations are the responsibility of such company's management team. Although we are responsible for monitoring the performance of each investment and may be actively involved in its activities, there can be no assurance that the existing management team, or any successor, will be able to operate the portfolio companies in accordance with our plans. Inadequate performance of a portfolio company's management team could have a negative impact on the partnership's investment in such portfolio company.

*Private Investments Risk:* Identifying and participating in attractive investment opportunities and assisting in the building of successful enterprises are difficult tasks. There generally is little or no publicly available information regarding the status and prospects of companies in which the partnership invests. Many investment decisions are dependent upon our ability to obtain relevant information from non-public sources, and we often are required to make decisions without complete information or in reliance upon information provided by third parties that is impossible

or impracticable to verify. The marketability and value of each investment depends upon many factors beyond our control. Portfolio companies may have substantial variations in operating results from period to period, face intense competition and experience failures or substantial declines in value at any stage. Portfolio companies may need substantial additional equity or debt capital to support growth or to achieve or maintain a competitive position. Such capital may not be available on attractive terms, or may not be available at all. The Partnership may not be able to protect its investments from dilution in multiple rounds of financing of portfolio companies. An otherwise successful investment in a business may yield poor investment returns if we are unable to consummate and execute a timely exit strategy. The receptiveness of potential acquirers of portfolio companies will vary over time and, even if an investment in a portfolio company is disposed of via a merger, consolidation or similar transaction, our investment in the surviving entity may not be marketable.

*Short Selling Risk:* The partnership's investments may include short sales. Short sales create the risk of a theoretically unlimited loss, in that the price of the underlying security could theoretically increase without limit, thus increasing the cost to the partnership of buying those securities to cover short positions. The partnership may be unable to cover short positions at or near prices quoted in the market. Purchasing securities to close out short positions can itself cause the price of the securities to rise further, thereby exacerbating losses.

*Small-Cap Risk:* The partnership invests in securities of companies with small capitalizations, which involve higher risks than investments in securities with mid or large capitalizations. As a result, the securities of small capitalization companies held by the partnership may be less liquid and subject to greater market risks and fluctuations in value than mid or large capitalization companies or may not correspond to changes in the stock market in general.

*Tax Risk:* The partnership intends to operate as partnership for U.S. federal tax purposes. If the partnership were taxable as a corporation, the partnership would be subject to U.S. federal income taxes on any taxable income at regular corporate tax rates and the limited partners would effectively be taxable as corporate shareholders. If the partnership conducts activities or does business in any state, the partnership and the limited partners may be subject to additional taxes and may be required to file state tax returns. The ability of limited partners to deduct certain losses generated by the partnership may be limited under the "at-risk" and "passive loss" limitations of applicable tax laws. Tax-exempt limited partners may be subject to "unrelated business taxable income" in connection with the partnership's activities.

*Technology-Related Companies Risk:* Investments in technology-related companies are subject to a number of risks. For example, competition among technology-related companies may result in increasingly aggressive pricing of their products and services, which may affect the profitability of companies in the partnership's portfolio. As a result, the partnership's investments may be considerably more volatile than those of other partnerships that do not concentrate their investments in technology-related companies.

*Valuation Risks.* Although the general partner of the partnership attempts to value the partnership's investments at fair value, the general partner's best judgment as to the fair value of any investment may not accurately reflect the prices at which the partnership could actually sell such investments, particularly illiquid investments. In valuing illiquid investments, the general partner generally determines the fair value of the partnership's investments based on a variety of valuation methodologies, which typically depend on subjective estimates and assumptions. A failure to properly value the partnership's assets could have an adverse effect on the returns

earned and amounts received by limited partners. All values assigned to assets and liabilities of the partnership by its general partner are conclusive and binding on all limited partners.

### **Single-Investment Partnerships**

The investment objectives, principal investment strategies, and material risks associated with the Single-Investment Partnerships are set forth in their respective organizational documents. In addition, the Single-Investment Partnerships are also generally subject to the named material risks included above under “Description of Material Risks of the LKCM Partnerships.”

### **Sub-Advised Mutual Funds and Other Portfolios**

We serve as the sub-advisor for unaffiliated mutual funds. Additional information about the investment objectives, investment strategies, risks, and other terms of these sub-advised mutual funds is contained in the prospectus and statement of additional information filed by the sub-advised mutual funds with the Securities and Exchange Commission.

We also provide investment sub-advisory services to unaffiliated investment advisors and trust companies for other portfolios. Additional information regarding the investment objectives, investment strategies, risks, and other terms of these sub-advised portfolios is available from the principal investment advisor or trust company for such portfolio and generally includes the named material risks included above under “Separately Managed Portfolios.”

## **ITEM 9 – DISCIPLINARY INFORMATION**

Not applicable.

## **ITEM 10 – OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS**

### **LKCM Funds**

We serve as the investment advisor to the LKCM Funds, a registered investment company comprised of eight funds. Under our investment advisory agreement with the LKCM Funds, we charge each Fund a management fee at a specified annual percentage rate of the Fund’s average daily net assets. These management fees are calculated at annualized rates ranging from 0.50% to 1.00% of each Fund’s average daily net assets and are paid quarterly in arrears. We have agreed to waive our management fees and/or reimburse expenses for each Fund in order to maintain a designated expense ratio for each Fund. Each Fund also pays other fees and expenses in addition to our management fees, such as distribution fees and expenses, administrative fees and expenses, custodial and transfer agent fees and expenses, accounting and professional fees and expenses, sub-transfer agency and shareholder servicing fees and expenses, and other operating expenses.

Several of our employees serve as officers of the LKCM Funds:

- J. Luther King, Jr. – Trustee, President and Chief Executive Officer
- Steven R. Purvis – Trustee and Vice President
- Paul W. Greenwell – Vice President
- Jacob D. Smith – Chief Financial Officer and Chief Compliance Officer
- Richard Lenart – Secretary and Treasurer

We, along with our principals, employees, affiliates and related parties, are shareholders of the LKCM Funds. We therefore have an incentive to favor the LKCM Funds over other client portfolios, such as by allocating more profitable investments or opportunities to the LKCM Funds or by devoting more resources to the LKCM Funds.

Additional information regarding our investment advisory services to, and potential risks and conflicts of interest associated with, the LKCM Funds is included in the prospectus and statement of additional information for each Fund filed with the Securities and Exchange Commission.

### **LKCM Partnerships**

We serve as the investment advisor to the LKCM Partnerships and receive management fees for providing investment advisory services to the LKCM Partnerships. Our principals, affiliates and/or related parties serve as the general partners of the LKCM Partnerships and, subject to certain limitations, receive performance-based compensation based on the performance of certain LKCM Partnerships. These management fees and performance-based compensation may exceed the compensation we receive for providing investment advisory services to other client portfolios. We and/or our principals, employees, affiliates and related parties are limited partners of the LKCM Partnerships. We offer advice to qualified existing and prospective clients regarding investing in the LKCM Partnerships. We and/or our affiliates or related persons generally receive management, performance, oversight, board, administrative or similar fees in connection with management, monitoring, administrative or similar services that we and/or our affiliates, employees or related persons provide to portfolio companies of the LKCM Partnerships. These relationships create potential conflicts of interest because we have a financial incentive to favor the LKCM Partnerships and their portfolio companies over other client portfolios.

We have engaged C III Capital Management, LLC, an investment advisor registered with the Securities and Exchange Commission, to serve as a subadvisor with respect to the investment activities of LKCM Headwater Investments I, L.P. and LKCM Headwater Investments II, L.P., and the managing principal of C III Capital Management, LLC is also affiliated with the general partners of these partnerships.

Additional information regarding our investment advisory services to, and potential risks and conflicts of interest associated with, the LKCM Partnerships is included in the offering and organizational documents for the LKCM Partnerships.

### **Single-Investment Partnerships**

We and/or our affiliates or related persons serve as the general partners or managing members of the Single-Investment Partnerships. We and/or our affiliates or related persons generally receive management, performance, oversight, board, administrative or similar fees in connection with management, monitoring, administrative or similar services that we and/or our affiliates or related persons provide to the Single-Investment Partnerships or their portfolio companies. These fees may exceed the compensation we receive for providing investment advisory services to other client portfolios. We and/or our principals, employees and affiliates are investors in the Single-Investment Partnerships. We offer advice to qualified existing and prospective clients regarding investing in the Single-Investment Partnerships. These relationships create potential conflicts of interest because we have a financial incentive to favor the Single-Investment Partnerships and their portfolio companies over other client portfolios.

Additional information regarding the Single-Investment Partnerships is included in the organizational documents for the Single-Investment Partnerships.

## **Sub-Advised Mutual Funds and Other Portfolios**

We serve as sub-advisor to unaffiliated mutual funds that are registered under the Investment Company Act of 1940 and to unaffiliated investment advisors or trust companies for their separately managed portfolios. We provide investment advisory services to each sub-advised mutual fund based on the investment objectives, policies and restrictions contained in the prospectus and statement of additional information it files with the Securities and Exchange Commission. We provide investment advisory services to each of these sub-advised portfolios based on the underlying client's investment objectives, goals, restrictions, tax status risk profile, liquidity requirements and other relevant considerations communicated to us by the primary investment advisor or trust company.

## **Outside Business Activities**

Some of our employees serve as officers, directors or trustees of publicly-held companies, privately-held companies, and/or non-profit organizations. Our investment management agreement with you generally grants us discretionary authority to purchase a wide range of securities on your behalf, including securities of companies for which our employees serve as officers, directors or trustees. These relationships create potential conflicts of interest because we have a financial interest in, or have an incentive to devote more resources to, companies or organizations for which our employees serve as officers, directors or trustees.

## **Potential Conflicts of Interest**

Our investment advisory and other services for separately managed portfolios, the LKCM Funds, the LKCM Partnerships, the Single-Investment Partnerships, sub-advised mutual funds and portfolios, wrap fee programs and model portfolio programs create potential conflicts of interest. These potential conflicts of interest are further described in *Item 5 – Fees and Compensation, Item 6 – Performance-Based Fees and Side-by-Side Management, Item 10 – Other Financial Industry Activities and Affiliations, Item 11 – Code of Ethics, Participation or Interest in Client Transactions, and Personal Trading, and Item 12 – Brokerage Practices* of this brochure.

## **ITEM 11 – CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING**

### **Code of Ethics**

We have adopted a code of ethics in accordance with rules adopted by the Securities and Exchange Commission under the Investment Advisers Act of 1940. Our code of ethics reflects the principle that our employees owe a fiduciary duty of care, loyalty and good faith to our clients. Our code of ethics also provides that our employees must comply with applicable federal securities laws and may not engage in any act, practice or course of conduct that operates as a fraud or deceit upon our clients.

In general, our code of ethics contains policies and procedures that require our employees to:

- pre-clear their trades in reportable securities, excluding certain exempted transactions;
- identify their brokerage or securities accounts to us;
- report their securities transactions and holdings to us on a periodic basis;
- certify their compliance with our code of ethics on a periodic basis;



- provide us with copies of their trade confirmations and account statements or otherwise make such information available to us; and
- report any actual or suspected violations of the code of ethics to us.

Our code of ethics is available to existing and prospective clients upon request. To receive a copy of our code of ethics, please contact:

Jacob D. Smith  
 Luther King Capital Management Corporation  
 301 Commerce Street, Suite 1600  
 Fort Worth, Texas 76102  
 Telephone No.: (817) 332-3235  
 E-mail: [jsmith@lkcm.com](mailto:jsmith@lkcm.com)

### **Participation or Interest in Client Transactions**

We serve as the investment advisor to the LKCM Funds, a registered investment company consisting of eight funds. We serve as the investment advisor for the LKCM Partnerships, and our affiliates serve as the general partners of the LKCM Partnerships. We and/or our affiliates or related persons serve as the general partners or managing members of the Single-Investment Partnerships. In these capacities, we receive management fees from the LKCM Funds, the LKCM Partnerships and/or the Single-Investment Partnerships and, subject to certain limitations, the general partners or managing members of the LKCM Partnerships and the Single-Investment Partnerships, which are our affiliates or related persons, receive performance-based compensation from certain LKCM Partnerships or certain Single-Investment Partnerships. We and/or our principals, employees and affiliates have a significant direct or indirect interest in certain separately managed portfolios, LKCM Funds, LKCM Partnerships and Single-Investment Partnerships. We offer advice or make recommendations to qualified existing and prospective clients regarding investing in the LKCM Funds, LKCM Partnerships or Single-Investment Partnerships. These relationships create potential conflicts of interest because we have a financial incentive to favor such separately managed portfolios, LKCM Funds, LKCM Partnerships and Single-Investment Partnerships, as applicable, over other client portfolios. We furnish prospective investors with offering documents, organizational documents and other information concerning the LKCM Partnerships or the Single-Investment Partnerships for their consideration when making a decision to invest in the LKCM Partnerships or the Single-Investment Partnerships, as applicable. We also provide prospective investors with an opportunity to ask us questions prior to investing in the LKCM Partnerships or the Single-Investment Partnerships.

### **Personal Trading**

We and our principals, employees or affiliates may purchase or sell for our own portfolios the same securities that we purchase or sell for client portfolios. We may also recommend that our clients purchase or sell the same securities that we and/or our principals, employees or affiliates may purchase or sell for our own portfolios. We and/or our principals, employees or affiliates may purchase or sell securities for our own portfolios at the same or different times as client portfolios. We and/or our principals, employees or affiliates may also purchase or sell securities for our own portfolios while selling or purchasing the same securities for client portfolios. These practices create potential conflicts of interest because we and/or our principals, employees and affiliates have an incentive to favor our own portfolios, or portfolios in which we have a direct or indirect financial interest, over other client portfolios. We believe that we have implemented policies and procedures that are reasonably designed to mitigate these potential conflicts of interest. For example, our code of ethics contains policies and procedures for pre-clearing reportable transactions in securities that may be purchased or sold for client portfolios.

## **ITEM 12 – BROKERAGE PRACTICES**

### **Brokerage Discretion and Best Execution**

In most cases, our investment management agreement with you grants us the authority to select the brokers through which your trades are executed and to determine the commission rates to be paid to these brokers. We may consider several factors when selecting brokers to execute your trades, including:

- the quality of executions and liquidity provided by the broker;
- the ability of the broker to maintain confidentiality of client orders and order flow;
- the ability of the broker to minimize impact for client transactions;
- the commission rates charged by the broker in comparison to the rates charged by other brokers for similar transactions;
- the research and brokerage services provided by the broker;
- the broker's ability to obtain timely, accurate and cost-effective executions;
- the ability of the broker to accurately communicate the nature of the market in a particular security;
- the broker's execution policies and commitment to providing best execution;
- the frequency and amount of price improvement typically provided by the broker;
- the size and volume of the broker's order flow;
- the efficiency and accuracy of the broker's operations with regarding to settlement procedures; and
- whether or not you have provided us instructions that some or all of your trades be directed to a broker of your choice for execution.

### **Research and Soft Dollar Benefits**

We may execute trades for your portfolio with brokers that provide us with research and brokerage services at no out-of-pocket cost to us, and our receipt of the research or brokerage products and services may be a factor in our selection of brokers to execute transactions for your portfolio. Our use of commissions generated from your securities transactions to acquire research and brokerage products and services is generally referred to as "soft dollars." During our last fiscal year, we acquired the following research and brokerage products and services using soft dollars:

- analyses, reports, financial publications, and other information regarding the economy, markets, industries, securities, companies and portfolio strategy;
- access to securities and industry analysts and corporate executives;
- seminars and conferences related to markets, industries, securities and companies;
- market and economic data and other technical and quantitative information about markets, industries, securities and companies; and
- order routing, trade settlement, and quotation services.

The research and brokerage products and services that we receive are considered to be both proprietary and third-party in nature. Proprietary research and brokerage products and services are created, developed and provided by the broker executing the trades for which soft dollars are generated. Third-party research and brokerage products and services are created and developed by a third-party but provided by the broker executing the trades for which soft dollars are generated.



Our use of soft dollars creates conflicts of interest. When we use client commissions to acquire research and brokerage products and services, we do not have to produce or pay for the research and brokerage products and services with our assets. We have an incentive to select, use or recommend a broker based on our interest in receiving research or brokerage products and services, rather than on your interest in receiving most favorable execution. We believe that the research and brokerage products and services provided by the brokers benefit our investment decision-making process and client portfolios. When we use client commissions to obtain research and brokerage products and services, we may pay commissions to brokers for your transactions that may be higher than those charged by another broker for the same transactions. The soft dollar credits that we use to purchase eligible research and brokerage products and services are generally calculated based on the difference between the per share commission rate charged by the executing brokers and the per share execution-only rate charged by the executing brokers.

We generally use research and brokerage products and services acquired with soft dollars to service all of our clients, rather than those whose commissions pay for the products and services. We do not seek to allocate these soft dollar benefits among client portfolios proportionately to the soft dollar credits the portfolios generate because we believe that, in the aggregate, they benefit all clients and assist us in providing investment advisory services to clients. You may benefit from the research and brokerage products and services that we receive even if your portfolio prohibits soft dollar transactions.

We also participate in “commission sharing arrangements” under which we receive credits from certain brokers that execute transactions for client portfolios. We use these credits to purchase research products and services from the executing brokers, other brokers, or third parties that provide the products and services. We believe these arrangements benefit our investment decision-making process and client portfolios. The commission sharing arrangement credits that we use to purchase eligible research and brokerage products and services are generally calculated based on the difference between the per share commission rate charged by the executing brokers and the per share execution-only rate charged by the executing brokers.

We have adopted policies and procedures in an effort to mitigate conflicts of interest associated with our use of soft dollars. Under our policies and procedures, the research and brokerage products and services we receive through soft dollars must satisfy the following conditions:

- the research and brokerage products and services must be eligible under Section 28(e) of the Securities Exchange Act of 1934;
- our use of the research and brokerage products and services must provide us with lawful and appropriate assistance in connection with the performance of our investment decision-making responsibilities; and
- we must determine in good faith that the amount of commissions paid to a broker for a soft dollar arrangement is reasonable in light of the value of the products and services provided by the broker (either in terms of a particular transaction or our overall responsibility with respect to portfolios for which we exercise investment discretion).

Our soft dollar arrangements are reviewed at least annually by our Brokerage and Compliance Committee, and our commission sharing arrangements are reviewed at least annually by our Commission Sharing Arrangement Committee.

Some of the research and brokerage products and services we use are considered “mixed-use.” Mixed-use products and services are those that qualify as eligible research or brokerage products and services under Section 28(e) of the Securities Exchange Act of 1934, but which are being used for both eligible purposes (such as assisting our investment decision-making responsibilities) and ineligible purposes (such as marketing). We make a good faith allocation of the mixed-use of these products and services and pay

soft dollars for the eligible portion and our assets for the ineligible portion. Our mixed-use allocations are reviewed at least annually by our Brokerage and Compliance Committee. Although we believe our allocations of mixed-use products and services are reasonable and made in good faith, this creates a potential conflict of interest because we have an incentive to make mixed-use allocations that benefit our soft dollar arrangements.

### **Client-Directed Brokerage Arrangements**

You may provide us with instructions to direct your securities transactions to a broker of your choice for execution. If so, we generally will not be able to negotiate commissions or achieve most favorable execution of your securities transactions. Accordingly, clients with client-directed brokerage arrangements may pay higher commission costs or realize less favorable prices on securities transactions than those clients for which we have authority to select brokers. We consider wrap program clients to have client-directed brokerage arrangements since we do not have discretion in selecting the brokers through which trades for these clients are executed.

We generally will not aggregate orders for clients with client-directed brokerage arrangements with those for clients without such arrangements. In these instances, we generally execute transactions for clients without such arrangements prior to executing transactions for clients that have these arrangements. As a result, clients with client-directed brokerage arrangements may be exposed to unfavorable market movements or may otherwise realize less favorable prices on securities transactions than those clients for which we have authority to select brokers.

### **Directed Brokerage Practices**

We may execute your securities transactions through brokers that have entered distribution or selling agreements with the LKCM Funds or other investment companies for which we serve as sub-advisor. Although we prohibit the practice of directing brokerage to brokers to finance the distribution of shares of the LKCM Funds and such other investment companies, a potential conflict of interest exists because we have an incentive to direct brokerage to brokers for such purposes.

### **Trade Allocation and Aggregation**

We manage your portfolio based on your investment objectives, guidelines, restrictions, tax status, risk profile, liquidity requirements and other relevant considerations, which may overlap with those of other clients. Although we generally execute securities transactions on behalf of our clients on a first-in, first-out basis, we generally have authority to aggregate purchase and sale orders for a particular security in your portfolio with orders of other clients. This may enable us to prevent information leakage by directing the entire order to a particular broker, take advantage of the larger order size to interact with larger buyers and sellers, reduce our footprint in the market, negotiate better transaction prices, and/or reduce transaction costs.

We have adopted policies and procedures for aggregating and allocating client securities transactions. If each client participating in an aggregate order receives its full allocation, then each participating client generally receives the average price per share paid or received for the purchased or sold securities with transaction costs shared pro rata among participating clients. If each client participating in an aggregated order receives less than its full allocation, then each participating client generally receives its pro rata share of the executed order with transaction costs shared proportionately. Under certain circumstances, we have discretion to use alternative allocation procedures if all participating clients are treated fairly and equitably. The circumstances under which we may use alternative allocation procedures include when:

- a pro rata allocation would result in one or more participating clients receiving an odd lot of securities;
- a pro rata allocation would increase transaction costs for certain participating clients;
- a pro rata allocation would be inconsistent with a participating client's investment guidelines, available cash, or liquidity requirements; or
- an alternative allocation is necessary to achieve or restore appropriate weighting in a security for participating clients or facilitate step-out arrangements.

The LKCM Funds, the LKCM Partnerships and other portfolios in which we and/or our principals, employees or affiliates may have a financial interest may participate in aggregated orders. This creates a potential conflict of interest because we have an incentive to allocate trades to the LKCM Funds, the LKCM Partnerships or these other portfolios instead of our other clients.

We participate in model portfolio programs established by unaffiliated third-party sponsors for our equity and small-mid cap investment strategies. Under our agreements with the sponsors of these programs, we generally communicate model equity portfolios to the sponsors on a rotational basis with the execution of trades for clients invested in our investment strategies for which we have discretionary authority. Depending on the timing of these communications, the sponsors may execute trades for their clients before we execute trades for clients for which we have discretionary authority, which could result in applicable clients realizing less favorable prices on securities transactions than those that would have been obtained if we did not participate in such programs.

### **Step-Outs**

We generally have authority to use step-out procedures when executing securities transactions for your portfolio. In these circumstances, we may direct one or more executing brokers to allocate portions of your trades to other brokers for clearance or settlement to accommodate your commission recapture arrangements, if any, or to obtain soft dollar benefits.

### **IPO Allocations**

Our policies and procedures for allocating initial public offerings of equity securities among our clients are described below.

- **Micro-Cap IPOs** – Micro-Cap IPOs consist of initial public offerings of companies with an estimated market capitalization of less than \$600 million based on the offering price. We allocate Micro-Cap IPOs to eligible LKCM Partnerships.
- **Small-Cap IPOs** – Small-Cap IPOs consist of initial public offerings of companies with an estimated market capitalization between \$600 million and \$1.25 billion based on the offering price. We allocate Small-Cap IPOs among portfolios that meet the following requirements: the portfolio has a market value of at least \$10 million, the principal investment strategy for the portfolio is investing in small cap companies, and the portfolio does not have client-directed brokerage arrangements. Eligible LKCM Funds and LKCM Partnerships may also participate in Small-Cap IPOs. Each Small-Cap IPO is allocated on a rotational basis, with each eligible portfolio receiving a 0.5% portfolio weighting of the Small-Cap IPO until the securities have been fully allocated. This process is repeated for each Small-Cap IPO, each time beginning with the next eligible portfolio.

- Small-Mid Cap IPOs – Small-Mid Cap IPOs consist of initial public offerings of companies with an estimated market capitalization range between \$1.25 billion and \$2.5 billion based on the offering price. We allocate Small-Mid Cap IPOs among portfolios that meet the following requirements: the portfolio has a market value of at least \$10 million, the principal investment strategy for the portfolio is investing in small cap and/or mid cap companies, and the portfolio does not have client-directed brokerage arrangements. Eligible LKCM Funds and LKCM Partnerships may also participate in Small-Mid Cap IPOs. Each Small-Mid Cap IPO is allocated on a rotational basis, with each eligible portfolio receiving a 0.5% portfolio weighting of the Small-Mid Cap IPO until the securities have been fully allocated. This process is repeated for each Small-Mid Cap IPO, each time beginning with the next eligible portfolio.
- Large-Cap IPOs – Large-Cap IPOs consist of initial public offerings of companies with an estimated market capitalization over \$2.5 billion based on the offering price. We allocate Large-Cap IPOs among equity and balanced portfolios that meet the following requirements: the portfolio has a market value of at least \$20 million, the portfolio is non-taxable, and the portfolio does not have client-directed brokerage arrangements. Eligible LKCM Funds and LKCM Partnerships may also participate in Large-Cap IPOs. Each Large-Cap IPO is allocated on a rotational basis, with each eligible portfolio receiving a 0.5% portfolio weighting of the Large-Cap IPO until the securities have been fully allocated. This process is repeated for each Large-Cap IPO, each time beginning with the next eligible portfolio.

Portfolio managers for eligible portfolios have discretion to decline allocations of initial public offerings based upon the client's investment guidelines, objectives, restrictions, liquidity requirements, or other relevant considerations. Under these circumstances, declined allocations are generally presented to the portfolio manager for the next eligible portfolio. We determine portfolios eligible to participate in initial public offerings on a quarterly basis.

### **Trade Errors**

On occasion, a trade error may occur in a client portfolio that results in a loss or profit to the client. If a trade error occurs that results in a loss for a client portfolio, we will correct the trade error and we or the broker responsible for the trade error will bear the full amount of the loss. If a trade error occurs that results in a gain for a client portfolio, we will correct the trade error and the gain will be credited to the client portfolio to the extent permitted by the client's custodian.

## **ITEM 13 – REVIEW OF ACCOUNTS**

### **Reviews**

Our portfolio managers and analysts meet periodically to review our investment strategies, general economic and market conditions and developments, specific companies and investment ideas, and security-specific issues. Our portfolio managers regularly review and monitor investment performance, securities holdings, sector weightings, asset allocations, and other portfolio characteristics for client portfolios. Our administrative personnel regularly perform reconciliations, affirm trades, and perform other administrative activities for client portfolios. Our portfolio managers periodically review and monitor client portfolios for adherence to the portfolio's investment strategy and guidelines. Client portfolios may be reviewed on a more frequent basis depending on a variety of factors, such as changes in

market, political or economic conditions, contributions or withdrawals of cash from a portfolio, changes in the portfolio's investment objectives, guidelines or restrictions, or meetings with clients.

## **Reports**

We provide the following reports for separately managed portfolios, the LKCM Funds, and the LKCM Partnerships:

- **Separately Managed Portfolios** – On a quarterly basis, we provide a written portfolio review letter, portfolio statement, and economic outlook. The portfolio review letter is written by the portfolio manager for the portfolio and generally discusses portfolio performance and asset allocations. The portfolio statement generally identifies the positions held in the portfolio at the end of the quarter and summarizes the unrealized gains and losses and income generated by the portfolio during the quarter. The economic outlook generally provides our assessment of historical economic and market conditions as well as our expectations concerning future economic and market conditions. If clients request other written reports, we generally provide those reports at the intervals requested by clients. We also provide written reports and presentations to clients during scheduled client meetings. Clients will also receive quarterly or monthly statements from their custodians, and we urge clients to compare our portfolio statements with those received from their custodians.
- **LKCM Funds** – Each Fund provides its shareholders with a written annual report to shareholders, semi-annual report to shareholders, prospectus, and statement of additional information. Each Fund may also provide additional written reports to shareholders as required by applicable federal securities laws, as described in its prospectus or statement of additional information, or as determined by the board of trustees for such Fund.
- **LKCM Partnerships** – Each LKCM Partnership typically provides a written performance letter and account statement to its limited partners on a quarterly basis. Each LKCM Partnership also provides audited financial statements to its limited partners on an annual basis. Each LKCM Partnership also provides limited partners with other written reports and information specified in its offering or organizational documents or as determined by the general partner of such LKCM Partnership.

## **ITEM 14 – CLIENT REFERRALS AND OTHER COMPENSATION**

We participate in the Schwab Advisor Network program sponsored by Charles Schwab & Co., Inc. (“Schwab”) and compensate Schwab for referrals received through the program. Schwab is a broker-dealer independent of and unaffiliated with us, and Schwab is not responsible for our management of client portfolios. We generally pay Schwab a tiered quarterly participation fee based on a percentage of the value of assets held in Schwab custodial accounts of certain clients and their family members that are referred to us by Schwab through the program. Except under certain circumstances, we are also required to pay Schwab a one-time transfer fee based on the value of assets that are transferred by certain referred clients and their family members to accounts maintained with custodians other than Schwab. The one-time transfer fee may exceed the participation fees for applicable referred client portfolios. Referred clients and their family members are not responsible for paying these fees, which we pay directly to Schwab using our own resources. We do not charge extra management fees on client portfolios solely because they were referred to us through the program. Our participation in the program creates a potential conflict of interest because we have an incentive to encourage referred clients and their family

members to maintain their custodial accounts with Schwab. Our participation in the program does not affect our duty to seek best execution for referred clients as further described in this brochure. We may also recommend that non-program clients also maintain their custodial accounts with Schwab. Schwab generally does not charge our clients separately for custodial account fees, but instead is compensated through commissions or other transaction-related fees for securities transactions executed through Schwab.

We pay compensation from our own resources to financial intermediaries in connection with the distribution and sale of shares of the LKCM Funds and as compensation for shareholder-related services, including administrative, recordkeeping and shareholder communication services. We also pay compensation to financial intermediaries to make shares of the LKCM Funds available to investors through fund platforms or similar programs or for services provided in connection with these platforms or similar programs. These payments generally benefit us and the LKCM Funds by providing financial intermediaries with an incentive to recommend sales of shares of the LKCM Funds over other potential investments. We are reimbursed by Quasar Distributors, LLC, the principal underwriter for the LKCM Funds, for eligible portions of the compensation that we pay pursuant to distribution plans and selling agreements adopted by the LKCM Funds pursuant to Rule 12b-1 under the Investment Company Act of 1940.

We have entered into a servicing arrangement with an affiliate that is wholly owned by us and certain of our supervised employees. Under the arrangement, we compensate the affiliate for non-advisory business development, marketing and client relationship services provided by these employees, which compensation is subject to certain conditions and is based on the profitability of our operations with which these employees are associated. A potential conflict of interest exists because we or these employees may have an incentive to provide investment advisory services or make recommendations or provide non-advisory services under the servicing arrangement that impacts the compensation payable under the servicing arrangement.

## **ITEM 15 – CUSTODY**

If we manage a separate portfolio for you, we do not have physical custody of your assets or provide custodial services to you. In order for us to manage your portfolio, you must establish a custodial account with a qualified custodian, such as a bank, brokerage firm, or trust company. You should receive statements directly from your custodian at least quarterly. We also provide our portfolio statements to you on a quarterly basis. We urge you to review your custodial statements carefully and compare them to the portfolio statements that we provide you. The information in your custodial statements and the statements that we provide you may differ based on accounting procedures, reporting dates, or valuation methodologies of certain securities. Your custodial statement is the official record of your portfolio for tax purposes. Please contact us if you do not receive timely account statements from your custodian.

Although we do not have physical custody of assets in your portfolio, we may be deemed to have custody over your portfolio under the federal securities laws because our investment management agreement typically permits us to deduct management fees from your portfolio. In this case, we submit an invoice for our management fees directly to your custodian, and we send you a quarterly statement identifying the amount of the management fee and the manner in which it was calculated.

Although the securities and assets of the LKCM Partnerships and Single-Investment Partnerships are held with qualified custodians, we generally are deemed to have custody over these securities and assets because our affiliates or related persons serve as the general partners or managing members of the LKCM Partnerships and Single-Investment Partnerships. Investors in the LKCM Partnerships and Single-Investment Partnerships will not receive statements from the custodians of the LKCM Partnerships or the



Single-Investment Partnerships. Instead, the LKCM Partnerships and Single-Investment Partnerships are subject to annual audit by independent public accounting firms that are registered with, and subject to regular inspection by, the Public Company Accounting Oversight Board. These audited financial statements are prepared in accordance with generally accepted accounting principles and distributed to investors of the LKCM Partnerships and the Single-Investment Partnerships on an annual basis.

## **ITEM 16 – INVESTMENT DISCRETION**

We provide discretionary investment management services to our clients. This means that we may make investment decisions for your portfolio without your consent, such as determining the securities to be bought or sold for your portfolio, the broker to be used for such purchases or sales, and the commission rates to be paid to brokers for such purchases or sales.

You may limit our discretionary authority by providing written instructions to us. For example, you may restrict our ability to purchase securities of selected companies on your behalf or you may provide us with socially responsible investment restrictions for your portfolio.

We do not provide legal advice or act on behalf of our clients in connection with any legal proceedings, such as class actions or bankruptcies, involving companies whose securities are held or were previously held in client portfolios. Although we may assist clients in preparing documentation related to these matters, clients must ultimately determine whether or not to participate in any such legal proceedings.

Investors in the LKCM Partnerships generally grant the applicable general partner a limited power of attorney to enable the general partner to execute the partnership agreement (and any amendments thereto) and perform certain other activities on their behalf.

## **ITEM 17 – VOTING CLIENT SECURITIES**

Our investment management agreement with you generally provides that we will vote proxies for securities held in your portfolio according to our proxy voting policy. Under our policy, we have engaged Institutional Shareholder Services, Inc. (“ISS”) as our proxy voting administrator. As our proxy voting administrator, ISS provides the following services to us with respect to proxy voting:

- research and make proxy vote recommendations;
- vote and submit proxies in a timely manner;
- maintain records of proxy statements and provide copies upon request;
- maintain records of proxy votes cast; and
- handle other administrative functions of proxy voting.

Our proxy voting policy generally provides that we will vote proxies consistent with the ISS voting guidelines in effect at the time of the applicable proxy vote. If the ISS voting guidelines do not address how a proxy should be voted, we will vote the proxy consistent with any recommendations that ISS has provided. We may vote proxies in a manner that is inconsistent with the ISS voting guidelines if we determine that doing so is in your best interest and is not the result of a material conflict of interest. Conflicts of interest may arise in the proxy voting process. If we determine that a material conflict of interest exists with respect to any particular proxy solicitation, we will seek to resolve the conflict by one of the following:

- if ISS makes a voting recommendation for the solicitation, we will not take any action and the proxy will be voted based on the ISS voting recommendation;

- we may disclose the conflict to you and obtain written direction from you on how to vote the proxy;
- we may engage another party to determine how to vote the proxy; or
- we may engage an independent third party to determine how to vote the proxy.

We will accept proxy voting instructions from you with respect to particular proxy solicitations. We will not vote proxies for you if you withhold this authority under our investment management agreement with you or if you provide proxy voting instructions to us. If you withhold proxy voting authority from us, you should make arrangements with your custodian to directly receive your proxy solicitations. We will not vote proxies for you if you engage in a securities lending program through your custodian and the applicable securities were loaned by you on the record date for the proxy. In addition, we will not vote proxies for you if we do not receive a meeting notice in sufficient time to enable us to process your proxy.

You may obtain a copy of our proxy voting policy, information regarding votes we cast with regards to securities in your portfolio, or information about specific proxy solicitations by contacting us at:

Luther King Capital Management Corporation  
301 Commerce Street, Suite 1600  
Fort Worth, Texas 76102  
Attn: Jacob D. Smith  
Telephone No.: (817) 332-3235  
E-mail: [jsmith@lkcm.com](mailto:jsmith@lkcm.com)

## **ITEM 18 – FINANCIAL INFORMATION**

Not applicable.