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BROCHURE

PART 2A B

November 23, 2011

Item 1: Cover Page

This brochure provides information about the qualifications and business practices of Lake Union Capital Management, LLC. If you have any questions about the contents of this brochure, please contact Amber Bosch-Blomquist, Chief Compliance Officer, at (206) 838-3277 or amber@lakeunioncap.com.

The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (SEC) or by any state securities authority.

Lake Union Capital Management, LLC is a Registered Investment Adviser. The registration of an Investment Adviser does not imply any level of skill or training.

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

Item 2: Material Changes

Lake Union Capital Management, LLC (Lake Union, us, we, our) initially filed Form ADV Part 2 A B (this brochure) on March 30, 2011. Each time we amend or update this brochure we are required to indicate in this section any material changes we have made to this brochure for the convenience of readers.

We have made the following material changes in this brochure:

- Item 4 – Description of Advisory Services through expansion of the disclosure, including qualification standards to invest in the private funds we manage and a description of the investment objectives of these funds
- Item 4 – Addition of a second fund that we manage and for whom we are the General Partner
- Item 5 – Changes include a re-organization of the material originally presented, including all Item Headings
- Item 6 – Clarifying statements
- Item 8 – Revised text and clarifying statements
- Item 11 – Revised text and clarifying statements, including the prohibition on employees from individual equity investing, among other updates
- Item 12 – Clarification on “soft dollars” (not used) and broker-dealers “competing” for our business
- Item 13 – Revised text and clarifying statements
- Item 15 – Added new language
- Part 2 B Brochure Supplement – Added revised layout and clarifying statements

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Item 4: Advisory Business

Lake Union Capital Management, LLC is a Delaware, U.S.A. limited liability company organized in June 2003 and commenced operations in September 2003. We have been registered as an Investment Adviser with the SEC since June 2006.

Owners

Lake Union is solely owned by Michael R. Self. Mr. Self is the Managing Member of Lake Union and serves as the Portfolio Manager of the Funds.

Advisory Services

Lake Union is the Investment Adviser and General Partner to the following two private funds (Fund or Funds):

1. Lake Union Capital Fund, L.P.
2. Lake Union Capital TE Fund, L.P.

The Funds are a “private fund” as defined under the Investment Advisers Act of 1940 and interests in the Funds are only available to certain types of investors as defined under the Advisers Act and Regulation D of the Securities Act of 1933.

The investment objective of the Funds is to maximize returns while accepting a reasonable level of risk consistent with the protection of invested capital by limited partner investors (LP investors). We primarily focus on micro, small and mid cap equities (stocks). Each initial core investment will generally not be more than 5% of the total portfolio at the time of investment. We will also use a long/short strategy to seek to capitalize on short-term market inefficiencies, including the use of leverage (margin) when deemed appropriate. Please see the Private Offering Memorandum for a complete description of the investment objectives of the Funds.

The primary difference between the Lake Union Capital Fund and the Lake Union Capital TE Fund is as follows:

The Lake Union Capital TE Fund is intended to maximize returns in a tax efficient manner by applying a multi year investment time horizon to generate long-term capital gains. As a result, the Lake Union Capital TE Fund has a longer lock-up period and redemption policy than the Lake Union Capital Fund.

As is the case with private funds, LP investors are not permitted to place limitations of any kind on Lake Union. We are obligated to follow the investment objective of each Fund as a whole (as described in the Private Offering Memorandum).

Investors in the Funds must meet specific qualification standards and indicate/affirm qualification in the Subscription Agreement to the Fund (please see the Subscription Agreement for more specific details). In addition, interests in the Fund may not be generally marketed or offered to the public. Qualification of LP investors are as follows:

Accredited Investor

- Income of \$200,000 for an individual or \$300,000 with their spouse
- \$1 million net worth excluding their home
- Pension Plan or Trust that meets qualification requirements

Qualified Client

- Performance/incentive fees may be charged (see below)
- \$1 million of assets invested with Lake Union, or
- \$2 million net worth (individual and/or spouse)
- Qualified Purchaser as defined under the Investment Company Act of 1940

Assets under Management as of October 31, 2011:

Non-Discretionary:	None
Discretionary:	\$76,546,687
Clients:	2

Item 5: Fees and Compensation

The Funds pay fees to Lake Union for the investment advisory and general partner services it provides to these Funds. Each LP investor pays their pro-rata share of the fees and expenses of the Funds (as described in more detail in the Private Offering Memorandum).

Lake Union Capital Fund LP - For Qualified Clients, each LP investor is charged the advisory fee of 2.0% (as described above) and an incentive fee of up to 20% of the annual profit of the Fund (and the LP investor's capital account). Such incentive fees are subject to a high-water mark (re-capture of investment losses).

The 2% fee¹ (or base fee) is charged quarterly in advance based on the value of each LP investor's capital account at the first day of each calendar quarter.

Lake Union Capital TE Fund LP - For Qualified Clients, each LP investor is charged the advisory fee of 1.5% (as described above) and an incentive fee of up to 20% of the annual profit of the Fund (and the LP investor's capital account). Such incentive fees are subject to a high-water mark (re-capture of investment losses).

The 1.5% fee (or base fee) is charged quarterly in advance based on the value of each LP investor's capital account at the first day of each calendar quarter.

The incentive fee is charged annually (and calculated as described in the Private Offering Memorandum) based on the beginning value of the LP investor's capital account and the ending value of that capital account at the end of the fiscal year (December 31).

¹ Upon inception of the Fund (2003), the base fee was 1.5%. The fee was modified (raised) to 2.0% in 2007. As a result, initial/early LP Investors pay a lower base fee; they are "grandfathered" at this base fee level.

All fees

Fees are charged on a pro-rata basis when a subscription is made and when additional contributions are made by a LP investor. Pro-rata refunds are made upon a capital withdrawal or redemption from the fund during any calendar quarter.

Redemptions are generally not permitted intra-quarter. Incentive fees are calculated and charged based upon redemptions (total or partial) by any LP investor.

Fees charged to LP investors are negotiable. Fees charged to LP investors may be waived (including the incentive fee) at the General Partner's sole discretion. In addition, employees of Lake Union and their immediate family members may be investors in either Fund with the base and incentive fees waived. This fee negotiation is not available to other (non-employee) LP investors in the Funds.

We may negotiate the base/incentive fees based upon a number of criteria, such as:

- Strategic investors
- Length of relationship
- Size of investment

A minimum investment of \$1 million² is required (subject to negotiation by the General Partner or this minimum may be waived based upon the same criteria as described above).

Valuation

All securities held by the Funds are valued by the Fund's custodian and/or third party administrator. Performance and fee calculations are determined by the Fund's third party administrator. The administrator will utilize the services of the custodian, broker-dealers and Lake Union to determine a fair and equitable value. Please see the applicable Private Offering Memorandum or the Due Diligence Questionnaire (DDQ) for further information.

At times, micro and small cap equities may not trade every day. In these instances, the price will be carried in our data download from the Fund's custodian. At month end the administrator will also value the security via an independent third party pricing service. The Fund administrator will make the adjustment if there is a difference between their price and the custodial price in the data download.

Additional Expenses

The Funds and their LP investors bear the following expenses, which are paid by the General Partner and then charged to each LP investor on a pro-rata basis each month (please also see Item 12 below):

- Legal services
- Auditing services
- Accounting (including out-sourced accounting)
- Other professional expenses

² The minimum for the Lake Union Capital Fund LP was revised from \$500,000 to \$1 million beginning in July 2007.

- Administration expenses
- Research expenses (including research-related travel)

All Fund expenses charged to LP investors are charged on a monthly basis (charged to your capital account). On an annual basis, you are provided with details of all Fund expenses charged to the Fund on an aggregated basis.

In addition, the following expenses are paid by the Funds and charged to each LP investor on a pro-rata basis:

- Investment expenses
- Commissions
- Interest on margin accounts and other indebtedness
- Custodial fees
- Bank fees, including bank service fees
- Other reasonable expenses related to the purchase, sale or transmittal of the Fund's assets

Additional Fund Costs

The purchase and sale of securities, including money market mutual funds and/or Exchange Traded Funds (ETFs) cause the Funds and the LP investors to pay additional fees and expenses including, but not limited to:

- Additional advisory and administrative fees
- Additional commissions on security transactions
- Among others that are described in each money market mutual fund or ETF prospectus

As a result, the Funds and LP investors pay these fees and expenses as shareholders of these third parties.

Lake Union does not participate, directly or indirectly, in any of these fees or expenses. We only receive compensation as described above (as the Investment Adviser and General Partner to the Funds).

Please see the Private Offering Memorandum for a complete description of the fees charged by each Fund for our services and how those expenses are allocated to LP investor capital accounts.

Item 6: Performance Based Fees and Side-by-Side Management
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We are the Investment Advisor and General Partner to two private funds that charge (qualified LP investors) a performance based fee. However, we do not have other Clients for whom we manage accounts in a similar strategy.

As a result, the potential or actual conflicts of interest typically found in managing performance based accounts and non-performance fee accounts do not apply to Lake Union.

Item 7: Types of Clients

Technically, Lake Union has only two Fund Clients. However, with regulatory changes that took effect on July 21, 2011, investment advisers to private funds “look through” to the LP investors who invest in the Fund.

Thus we have two Fund Clients. We regard each LP investor in either Fund as a client as well through their LP investment in either Fund.

As indicated in Item 5 above, a minimum of \$1 million is required to invest in the Funds (subject to negotiation/waiver by the General Partner).

Item 8: Method of Analysis, Investment Strategies and Risk of Loss

Methods of Analysis and Investment Strategies

Lake Union focuses on equity investments and primarily on micro, small and mid cap stocks. Investment ideas typically will have characteristics such as:

- A strong management team
- Potential catalyst for the stock or sector
- A balance sheet with manageable debt
- An acceptable cash position

Once investment ideas are identified, we will analyze macro-economic conditions such as interest rates, currencies and geo-political risks before making a final investment decision.

We also use a long/short strategy to seek to capitalize on short-term market inefficiencies. These opportunities are identified by using indicators such as volatility indexes, market sentiment and other technical indicators.

Material Risks Related to Investment Strategies (Investment, Portfolio and Management Risks)

Risk of Loss

Investing in securities as a LP investor in the Funds involves the same investment risks as any investor may be subject to by investing directly or through our Funds. This means that your invested amount (capital account) may suffer loss of principal or loss of unrealized appreciation in the investments we make on your behalf. You should be prepared (and able to absorb) a loss of your total investment in the Funds.

Market Risk

The profitability of a significant portion of Lake Union's investment program depends to a great extent upon correctly assessing the future course of price movements of specific securities. There can be no assurance that we will be able to accurately predict these price movements.

Hedging Risk

There can be no assurances that a particular hedge is appropriate or that a certain risk is measured properly. Further, while Lake Union may enter into hedging transactions to seek to reduce risk, such transactions may result in poorer overall performance and increased risk (rather than reduced) for the Funds than if we did not engage in any such hedging transactions, including associated risks with the counterparty (broker-dealer or bank) with whom we use to engage in the hedge.

Issuer-Specific Risks

Our focus on micro, small and mid cap equities creates specific risks in our ability to obtain or liquidate a position due to limited trading activity (volume). In addition, we may be restricted or constricted when we need to acquire or liquidate a position due to:

- Changes in the financial condition of an issuer
- Changes in specific economic or political conditions that affect a particular type of security or issuer
- Changes in general economic or political conditions
- An increased risk of default or bankruptcy of an issuer, which can affect the value of a security or instrument (derivative or hedge)

The value of securities of smaller, less well-known issuers can be more volatile than that of larger issuers. Smaller issuers can have more limited product lines, markets or financial resources.

Leverage (Margin)

When appropriate, we use leverage through the use of margin (or borrowing cash to increase our investments (long or short) in individual equities or to purchase instruments to hedge our positions. Leverage permits us the opportunity to invest as we deem appropriate to take advantage of opportunities we believe are beneficial to the Funds and LP investors. However, leverage increases the overall costs to the Funds (we pay interest on the loans from broker-dealers from whom we borrow money). In addition, Fund performance may be more volatile when we use leverage.

Short Selling

Fund investment objectives (as previously described) include short selling. Short selling transactions expose the Funds to the risk of loss in an amount greater than the initial investment. As a result, losses can increase rapidly and without effective limit. The Funds also pay interest on the borrowed securities, which increases Fund costs.

In addition, there is the risk that the securities borrowed in connection with a short sale would need to be returned to the securities lender on short notice. A “short squeeze” can occur if a request for the return of borrowed securities occurs at a time when other short sellers of that security are receiving similar requests. This means that we may be compelled, at the most disadvantageous time, to replace the borrowed securities previously sold short with purchases on the open market, possibly at prices significantly in excess of the proceeds received earlier,

resulting in a loss to the Funds on the short and a loss to the capital account of each LP investor.

Currency Risks

Fund investments that are denominated in currencies other than the U.S. dollar are subject to the risk that the value of the particular currency will change in relation to one or more other currencies. In addition, there may be a delay in the Fund's ability to convert non-U.S. currencies back to the U.S. dollar after receiving the proceeds of the sale of a non-U.S. dollar denominated currency. As a result, the Funds could realize a net loss on an investment, even if there were a gain on the underlying investment before currency losses were taken into account. Among the factors that may affect currency values are trade balances, the level of short-term interest rates, differences in relative values of similar assets in different currencies, long-term opportunities for investment and capital appreciation and political developments. The General Partner may seek to hedge these risks by investing in currencies, currency futures contracts and options on currency futures contracts, forward currency contracts, swaps, swaptions or any combination thereof (whether or not exchange traded), but there can be no assurance that such strategies will be effective.

Derivatives

The Funds may use options and other custom derivative or synthetic instruments. Thus, derivatives are subject to the risk of non-performance by the instrument's counterparty. These risks include, but are not limited to, the financial soundness and creditworthiness of the counterparty. Although we conduct a review and assessment of counterparties we use for derivative transactions, we cannot and do not represent and cannot predict a failure of any counterparty we may use in a derivative transaction.

In addition, investments in derivative instruments require a high degree of leverage, meaning the overall contract value (and, accordingly, the potential for profits or losses in that value) is much greater than the modest deposit used to buy the position in the derivative contract. Derivative securities can also be highly volatile. The prices of derivative instruments and the investments underlying these instruments may fluctuate rapidly over wide ranges and may reflect unforeseeable events or changes in conditions, none of which can be controlled by Lake Union or the Funds.

Transactions in derivative instruments are not actively traded or reported on recognized exchanges. As a result, the Funds are exposed to greater risks than regulated exchange transactions which provide greater liquidity and more accurate valuations.

Equity Securities

The value of equity securities fluctuates in response to issuer, political, market and economic developments. Fluctuations can be dramatic over the short as well as long-term and different parts of the market and different types of equity securities can react differently to these developments. For example, large cap stocks can react differently from small cap stocks and "growth" stocks can react differently from "value" stocks. Issuer, political or economic developments can affect a single issuer, issuers within an industry or economic sector or geographic region or the market as a whole. Changes in the financial condition of a single issuer can impact the market as a whole. Terrorism and related geo-political risks have led, and

may in the future, lead to increased short-term market volatility and may have adverse long-term effects on world economies and markets generally.

Lack of Diversification:

The Funds are specialized. As a result, the Funds are not diversified among geographic areas or types of securities. Further, the Funds may not be diversified among a wide range of issuers. Accordingly, the Funds may be subject to more rapid change in value than would be the case if we were required to maintain a wide diversification among investment areas, types of securities and issuers.

Item 9: Disciplinary Information

As of the date of this brochure, we do not have any material litigation or investigation involving Lake Union or our management persons to disclose to any LP investor or prospective investor.

Item 10: Other Financial Industry Activities and Affiliations

As disclosed in Item 4 above, Lake Union is both the Investment Adviser and General Partner to the Lake Union Capital Fund and the Lake Union Capital TE Fund. We do not have any additional financial industry activities or affiliations to disclose to you.

Item 11: Code of Ethics, Participation or Interest in Client Transactions & Personal Trading

As required by the Investment Advisers Act of 1940, we have developed and implemented a Code of Ethics that addresses several areas of our professional business, standards and regulatory requirements. These include, but are not limited to, the following and are applicable to each of our employees:

- The identification of high ethical standards is essential for our success and the fiduciary obligations we owe to the Funds and their LP investors
- The requirement that our employees place the interests of the Funds and their LP investors before their own personal interests
- Must act honestly and fairly in all respects in dealings with the Funds, service providers, LP investors and prospective investors
- Must comply with the Investment Advisers Act of 1940, including our policies and procedures governing our advisory practice
- Personal trading prohibitions and reporting
 - We prohibit employees from the purchase of equity securities in their personal or family (beneficial ownership) accounts
 - The Managing Member and Chief Compliance Officer may provide exceptions to the policy of no equity security holdings on a case-by-case basis (upon hiring a new employee, through the gifting of an equity security or inheritance, etc.)
 - However, all equity securities held by any employee are subject to pre-clearance by the Managing Member and Chief Compliance Office prior to the sale of the security
 - Require quarterly reporting of all brokerage accounts and transactions (in reportable securities as defined in the Code of Ethics)
- Gifts and entertainment

- Reporting of Political Contributions pursuant to the SEC “pay to play rule” under the Advisers Act
- Reports of outside business activity (charity work, family business, etc.)
- Protection of the Funds, LP investors and our trading activity (including securities held or to be held/trading) consistent with our fiduciary obligations and Regulation S-P (privacy law)
- Among others

Insider Trading Prohibition

We will not trade in a security for the Funds or our personal/employee accounts, provide advice on a security or take any action (or communicate information to any person) when Lake Union or any employee is in possession of material, non-public information. This information is called “inside information” and applies to the issuer of any security we hold for the Funds.

As Investment Adviser and General Partner to the Funds, we may come into possession of material non-public inside information on issuers, including issuers in which we have invested or intend to invest within the Funds.

If we are in possession of material, non-public inside information of an issuer, we will:

- Immediately stop any active trading in that security (and allocate shares on a pro-rata basis)
- Place a restriction on that security without explanation to any employee. A restriction means we will not trade in the security, discuss the security or render advice or a recommendation on the security for the Funds, LP investors or personal/family accounts
- Our restrictions are continued in place until such time as the information we have on the security is available to the investing public (via television, internet, etc.)

If we are in possession of material, non-public information of an issuer, we have no responsibility or liability to the Funds or any LP investor to disclose the information to any person (it is illegal to do so), including the Funds or any LP investor. We are also prohibited from notifying any person that we are in possession of such information.

The above items present a general overview of our Code of Ethics and its requirements. To obtain a complete copy of our Code of Ethics, please contact Amber Bosch-Blomquist, Chief Compliance Officer, at the telephone number or email on the cover page of this brochure.

Item 12: Brokerage Practices

As the Investment Adviser to the Funds, we have discretionary authority to select the broker-dealers to execute transactions and negotiate commissions.

We consider a number of factors to determine which broker-dealers execute transactions, such as their ability to provide best execution on a transaction. Best execution is not a defined term and is not solely dependent on the commissions charged for a transaction. Best execution is a concept that can vary from adviser to adviser based on a number of variables. Since we primarily invest in micro, small and mid cap equities, there are a number of factors we use to evaluate broker-dealers and achieve best execution, such as:

- Price negotiation
- Ability to affect the transactions
- Broker-dealer facilities
- Reliability and financial responsibility
- Specialty execution capabilities
- Block trading capabilities
- Willingness to execute related or unrelated difficult transactions in the future
- Quotation services
- Custody
- Recordkeeping and similar services
- Research or investment management-related services
- Among others

However, we are not required to solicit competitive bids from broker-dealers. We are not required to seek the lowest available commission cost. We typically look for and use specialty broker-dealers. These are broker-dealers that make a market in the securities of greatest interest to us. In effect, this causes the broker-dealers to “compete” for our business. This interest in specialty broker-dealers and their interest in Lake Union provide us with specific brokerage expertise, including trading opportunities, when we purchase or liquidate positions for the Funds.

Transactions in micro, small or mid cap equities may be traded on a principal (net) basis with the price of the security we purchase or sell for the Funds at a price which includes the commission to the broker-dealer (a mark-up or mark-down). As a result, we may purchase or sell securities based upon the net negotiated price.

When we use full-service broker-dealers, it is not our practice to negotiate “execution only” commission rates. Thus, Lake Union and the Funds may be deemed to be paying for research, brokerage or other services provided by a broker-dealer which are included in the commission rate. Select employees of Lake Union meet periodically to evaluate the broker-dealers used for the Funds.

Block Trading

Each of the Funds we manage invest in similar securities (micro, small and mid cap equities). As a result, we may, but are not obligated to, “aggregate” block transactions for one Fund with transactions of the other Fund.

Block trading generally provides benefits to the participating Funds due to the increased size of the block trade, which provides us the opportunity to negotiate price. However, the ability to leverage a block transaction across the two Funds may cause un-anticipated issues in thinly traded micro and small cap equities. Thus, we may, but are not obligated to, utilize block trading across the Funds.

When both Funds participate in a block trade, multiple executions to purchase or sell a security may occur. At the end of the trading day or at the completion of a block order, all execution prices will be averaged and allocated across the Funds as initially determined at the inception of the transaction if applicable.

If a block transaction is suspended (due to market conditions or the discretion of the portfolio manager), the securities purchased or sold are delivered and settled to each Fund at the average price on a pro-rata basis.

Soft Dollars

We do not have any written or verbal agreement with any broker-dealer to accumulate Fund commissions for the purpose of paying Fund expenses (so called “soft dollars”).

We are a specialty Investment Adviser. As a result, we may receive a benefit from the specialty broker-dealers that we use for our Fund transactions. However, it is our view that these relationships are not formal in the traditional sense of soft dollars under the safe harbor of Section 28(e) of the Securities Exchange Act of 1934 (“Section 28(e)").

The broker-dealers we use for our Fund transactions compete for our business by understanding the securities of interest to the Funds (micro, small and mid cap equities). As a result, these specialty broker-dealers provide our investment team with ideas on individual positions, markets, trading strategies (liquidation of thinly traded securities) and other opportunities that can benefit the Funds. In exchange, we will direct transactions to the broker-dealers who provide such services. However, we have no written or verbal agreements (directly or implied) with any broker-dealers for specific commission amounts, volume of transactions or mark-ups or mark-downs that may be charged or earned by a given broker-dealer.

Regardless of the technical application of soft dollars, our investment team monitors all broker-dealer transactions. Broker-dealers are evaluated on a number of factors, including their ability to provide special insights related to our investment objectives and portfolio interests. The overall assessment is viewed in the context of the contribution of the specialty broker-dealer, the specific transactions during the review time period and our fiduciary obligation to the Funds and LP investors.

During the last fiscal year, we used specialty broker-dealers who provided us specific insight, trading strategies (acquisition or liquidation) or other related information for securities we were interested in acquiring or liquidating (including market/trading information we would otherwise not possess).

The use of Fund commissions (or mark-ups or mark-downs) to obtain insight and technical expertise of brokerage products and services raises potential conflicts of interest. For example, we do not pay for the insights or strategies separately (through hard dollars). Thus, this is an incentive for us to select a specialty broker-dealer competing for our business based on the information, strategies and insights provided to Lake Union and the Funds versus a broker-dealer who provides pure execution services only.

Brokerage for Investor Referrals

Lake Union primarily sells LP interests in the Funds itself. However, a consideration in the use of a broker-dealer is whether that broker-dealer has introduced prospective LP investors to Lake Union or the Funds. We do not ask for and have not contracted (through a selling agreement) with any broker-dealer (including specialty broker-dealers) to refer or introduce prospective investors to Lake Union or the Funds.

To address potential conflicts of interest, the investment team meets periodically to review all broker-dealer relationships to ensure that Fund commissions are appropriate for the services provided (as described at the beginning of this section).

Trade Errors

If a purchase or sell order error is discovered, we will review the facts to determine who caused the error and take corrective actions. In all cases, the Funds will be made whole by Lake Union, the executing broker or the custodian as applicable. Our Chief Compliance Officer will document errors and corrective actions consistent with the requirements of our books and records policy.

Item 13: Review of Accounts

Michael R. Self, the Managing Member of Lake Union and the Portfolio Manager of the Funds, typically reviews the most significant holdings of the Funds on a daily basis. These holdings are monitored in light of trading activity, significant corporate developments and other activities which may dictate a change in portfolios. The Funds will be analyzed in connection with certain prudent risk-management measures, including, but not limited to:

- Stop-loss protections
- Diversification guidelines (by industry and number of positions)
- Impact of sell or purchase decisions
- Among others

Significant market events that affect the prices of Fund holdings will result in more periodic reviews.

Reports

We do not provide reports to ourselves as we are the Investment Adviser and General Partner to the Funds.

LP investors are provided reports pursuant to the terms of the Fund offering documents, which include:

- Monthly performance report
- Annual audited financial statement within 120 days of fiscal year end (December 31)
- K-1 (annual tax report)

Item 14: Client Referrals and Other Compensation

We do not receive any economic benefit from any person; i.e., the Funds, an LP investor in either Fund or a service provider to the Funds (except as described in Item 12 above).

Lake Union does not directly or indirectly compensate any person for investor referrals (other than as described in Item 12 above).

Item 15: Custody

As the Investment Adviser and General Partner, Lake Union has custody of the cash and securities of the Funds as defined under the Advisers Act. As a result, we comply with the custodial requirements under the Advisers Act, by disclosing Custody in Form ADV Part 1 and Part 2 A (this brochure). In addition, LP investors receive a financial audit of their Fund interests within 120 days of fiscal year end (December 31). This audit is paid by the Fund and contracted by Lake Union with a public accounting firm registered with and supervised by the Public Company Accounting Oversight Board (PCAOB) as required by the Custody Rule under the Investment Advisers Act of 1940.

Item 16: Investment Discretion

We have investment discretionary authority for the Funds we manage (per Item 4 above) to select the securities and amount of securities to purchase or sell for the Funds.

As our only clients are the Funds, LP investors in the Funds are not permitted to restrict or otherwise place limitations on our investment or brokerage discretionary authority applicable to the Funds as a whole or their specific LP capital account.

Please see the Private Offering Memorandum and Subscription Agreement for more details.

Item 17: Voting Client Securities

As the Investment Adviser and General Partner to the Funds, we vote all securities (proxy materials) on behalf of the Funds. No LP investor has the ability to vote the proxies for their portion of the Funds.

We maintain, as required by the Advisers Act, Proxy Voting Policies and Procedures (Procedures). To receive a copy of the Procedures, please contact Amber Bosch-Blomquist, Chief Compliance Officer, at the telephone number or email on the cover page of this brochure.

A summary of our proxy vote procedures is below:

- We vote in what we believe are the best interests of the Funds
- We will disclose to LP investors any conflicts of interest between Lake Union and the LP investors in the Funds as they relate to proxy voting issues
- If a material conflict exists, we will determine (in accordance with the voting guidelines and factors described in the Procedures) if voting is in the best interest of the Funds or if an outside third party should be consulted to determine the vote
- In voting proxies, we:
 - Generally vote in favor of routine corporate housekeeping proposals
 - Election of directors (where no corporate governance issues are implicated)
 - For all other proposals we determine whether a proposal is in the best interest of the Funds and may take into account the following factors:
 - Whether the proposal was recommended by management and our opinion of management
 - Whether the proposal acts to entrench existing management

- Whether the proposal fairly compensates management for past and future performance
- Among others

Item 18: Financial Information

We do not have any financial situation impacting our ability to provide services to the Funds or any LP investor. The Investment Advisers Act and Form ADV Part 2 instructions provide a list of items we would have to disclose to you in this Item if applicable.

MICHAEL ROBERT SELF MANAGING MEMBER

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BROCHURE SUPPLEMENT

PART 2B

November 23, 2011

Item 1: Cover Page

This brochure supplement provides information about Michael R. Self that supplements the attached Lake Union Capital Management, LLC Part 2 A Brochure.

We attached this Part 2 B Supplement to our Part 2 A Brochure. If you have not received the Part 2 A Brochure, please contact Amber Bosch-Blomquist, Chief Compliance Officer, at (206) 838-3277 or amber@lakeunioncap.com.

Item 2: Educational Background and Business Experience

Born: 1969

Education after High School: BA, University of Washington, 1992

Business Background: Managing Member, Portfolio Manager, 9/2003 to Present
Lake Union Capital Management, LLC

Managing Director, NASDAQ Trading, 1999 to 2003
JP Morgan Chase

Item 3: Disciplinary Information

There are no disciplinary events related to Michael Self.

Item 4: Other Business Activities

There are no other business activities related to Michael Self.

As discussed in Item 4 of Part 2 A, Lake Union Capital is the Investment Adviser and General Partner to two Funds. Mr. Self is the Managing Member of Lake Union Capital and the Portfolio Manager of the Funds.

Item 5: Additional Compensation

Michael Self does not receive additional compensation other than the compensation received as Managing Member of Lake Union Capital and the Portfolio Manager of the Funds.

Item 6: Supervision

Michael Self is the Managing Member of Lake Union Capital and the Portfolio Manager of the Funds. As a result, Mr. Self is responsible for the business and investment operations of Lake Union Capital and the Funds. As the Portfolio Manager, Mr. Self supervises research analysts, traders and all other aspects of the firm's investment advisory services. As Chief Compliance Officer, Amber Bosch-Blomquist reviews Mr. Self's disclosures as required by our Code of Ethics. If you have any questions about the contents of this brochure, please contact Amber Bosch-Blomquist, Chief Compliance Officer, at (206) 838-3277 or amber@lakeunioncap.com.