

# INVESTAMERICA L&C MANAGEMENT II, INC.

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03/30/2012

This Brochure provides information about the qualifications and business practices of InvestAmerica L&C Management II, Inc. (“IALC II” or “Adviser”). If you have any questions about the contents of this Brochure, please contact us at (319) 363-8249 or email [rcomey@investam.com](mailto:rcomey@investam.com). 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.

InvestAmerica L&C Management, Inc. is a registered investment adviser. Registration of an Investment Adviser does not imply any level of skill or training. Additional information about InvestAmerica L&C Management II, Inc. is also available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## **Item 2 – Material Changes**

This Brochure, dated 03/30/2012 replaces our last annual amendment dated 3/30/2011. Update included in this version:

Item 4: Assets under management as of 12/31/2011

In the past we have offered or delivered information about our qualifications and business practices to clients on at least an annual basis. We will ensure that you receive a summary of any material changes to this and subsequent Brochures within 120 days of the close of our business' fiscal year. We may provide other ongoing disclosure information about material changes, as necessary.

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## **Item 4 – Advisory Business**

### **4.A. Advisory Firm Description**

InvestAmerica L&C Management II, Inc. (“IALC II” or “Adviser”) was founded by its Principals in 2009. IALC II is part of the InvestAmerica private equity/venture capital investment management group. The Principals founded the InvestAmerica brand in 1985 with the establishment of InvestAmerica Venture Group, Inc.

Principal Owners:

David R. Schroder  
Robert A. Comey  
Kevin F. Mullane  
John G. Cosgriff  
Michael H. Reynoldson

### **4.B. Types of Advisory Services**

InvestAmerica L&C Management II, Inc. provides complete management, administrative, operations, and investment advisory services to L&C Private Equities II, LP, a private equity fund. IALC II currently does not have any other clients.

### **4.C. Client Investment Objectives/Restrictions**

IALC II’s services will be tailored primarily to the individual needs and restrictions of its client. In this regard, the IALC II will assist its client in understanding and assessing how the client’s investments, as a portfolio, are performing and how they are performing in relation to stated restrictions.

### **4.D. Wrap-Fee Programs**

IALC II does not participate in, nor is it a sponsor of, any wrap fee programs

### **4.E. Assets Under Managements as of 12/31/2011:**

Discretionary Assets: \$ 5,169,209; 1 account

Non-Discretionary Assets: 0

## **Item 5 – Fees and Compensation**

### **Advisory Contracts and Fees**

#### **5.A. Adviser Compensation**

IALC II's fees are described generally below and detailed in the advisory agreement with the client.

#### **Fee Schedule**

IALC II charges fees in the following manner:

IALC II will charge its client an amount up to 2.5% of the client's committed capital. This amount is payable in advance, on a quarterly basis, due the first business day of the calendar quarter.

#### **Other Advisory Fee Arrangements**

IALC II reserves the right, in its sole discretion, to negotiate and to charge different advisory fees for certain accounts based on the client's particular needs as well as overall financial condition, goals, risk tolerance, and other factors unique to the client's particular circumstances

#### **5.B. Direct Billing of Advisory Fees**

The client is invoiced for the management fee and the amounts are wired from partnership bank accounts; there is no client custodial account.

#### **5.C. Other Non-Advisory Fees**

IALC II's advisory fee is exclusive of transaction fees, and other related costs and expenses, which may be incurred by the client. A client may incur certain charges imposed by custodians, brokers, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on securities transactions.

#### **5.D. Advance Payment of Fees**

Fees are payable in advance, on a quarterly basis, due the first business day of the calendar quarter. In the event that an advisory contract is terminated prior to the conclusion of a

billing period, Adviser will refund a pro rata portion of any pre-paid fees based on date of termination.

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

IALC II does not receive a performance fee. The General Partner, an affiliate to Adviser repays capital contributions, then eighty percent (80%) to all Partners in proportion to their capital contributions and twenty percent (20%) to the General Partner.

Performance-based fee arrangements may create an incentive for IALC II to recommend investments which may be riskier or more speculative than those which would be recommended under a different fee arrangement. IALC II periodically review the client account to make sure it falls within the strategy, given account restrictions and/or constraints.

## **Item 7 – Types of Clients**

IALC II provides investment advice to a private partnership.

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

### **8.A. Methods of Analysis and Investment Strategies**

IALC II primarily renders investment advice regarding private equity securities issued by small businesses. IALC II's security analysis methods include direct analysis of small, private businesses which includes evaluation of management, associated markets, product, technology research and due diligence sources. IALC II's general investment strategies are focused on investing in growth and later-stage manufacturing, service, distribution and technology businesses.

The investment objective of IALC II's strategy is to assemble a portfolio of investments in growth and later-stage companies that has a strong probability of providing high returns without undue volatility and risk to investors. IALC II will target for investment private middle market growth and later stage companies throughout the United States with existing sales from \$5,000,000 to \$50,000,000. Typically, these small to medium sized companies are seeking to raise \$1,000,000 to \$10,000,000.

IALC II will diversify its investments by investing in portfolio companies across many industries and geographic locations. Investments will be made across a range of

manufacturing, service, distribution, and technology companies. Most investments are expected to be in later stage companies with established sales and profitability. Some investments may be opportunistically made in later stage growth companies.

A typical investment will be between \$500,000 and \$1,000,000. Investments will generally be in the form of equity capital investments such as common stock, preferred stock, or debt with equity features.

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

### **8.B. Material Risks of Investment Strategies**

There can be no guarantee of success of the strategies offered by IALC II. The investment portfolio may be adversely affected by general economic and market conditions such as interest rates, availability of credit, inflation rates, changes in laws, and national and international political circumstances. These strategies do not employ limitations on particular sectors, industries, countries, regions or securities.

Management Risk. Our judgments about the value and potential appreciation of a particular security may be wrong and there is no guarantee that individual securities will perform as anticipated. The value of an individual security can be more volatile than the market as a whole or our intrinsic value approach may fail to produce the intended results.

Sector Focus Risk. The portfolios may be more heavily invested in certain sectors, which may cause the value of its shares to be especially sensitive to factors and economic risks that specifically affect those sectors and may cause the value of the portfolio to fluctuate.

Non-diversified Risk. Because the portfolio may invest a greater portion of its assets in securities of a single issuer or a limited number of issuers than a portfolio with diversification limitations, it may be more susceptible to a single adverse economic or political occurrence affecting one or more of these issuers.

### **8.C. Material Risks of Securities Used in Investment Strategies**

IALC II will make investments in portfolio companies which are primarily small and medium sized privately held companies. Generally, very little public information exists about these companies and IALC II will be required to rely on the ability of the Manager to obtain adequate information to evaluate the potential returns from investing in these companies. Also, privately-held companies frequently have less diverse product lines and smaller market presence than larger competitors. They are thus generally more vulnerable to economic downturns and may experience substantial variations in operating results.

IALC II portfolio companies will be comparatively small companies with no readily available market for their securities, including IALC II's investment. IALC II typically will be dependent upon the portfolio company being sold, refinanced, reorganized or having a public offering in order to achieve liquidity for IALC II's investment. Small to medium-sized companies often face significant competition, both from early-stage companies and from more established companies. Competitors of IALC II portfolio companies may have strategic capabilities such as an innovative management team or an ability to react quickly to changing market conditions, while more established companies might possess significantly more experience and greater financial resources than IALC II portfolio companies. These factors could affect investment returns.

IALC II's success will depend upon the success of its portfolio companies. Their success, in turn, will depend in large part upon the abilities of their key personnel. The day-to-day operations of the portfolio companies will remain the responsibility of their key personnel. Competition for qualified personnel is intense at any stage of a company's development. The loss of one or more key managers can hinder or delay a company's implementation of its business plan. The portfolio companies may not be able to attract and retain qualified managers and personnel. Any inability to do so may negatively impact investment returns.

The portfolio companies may often require substantial additional financing after IALC II's first investment to satisfy their continuing working capital requirements. A round of financing is typically intended to provide a company with enough capital to reach the next stage of development. It is possible that one or more of the portfolio companies will exhaust its capital and then will not be able to raise additional financing or may be able to do so only at a price or on terms which are unfavorable to IALC II. Either of these events could negatively impact investment returns.

From time to time such businesses may become publicly held, in which case their securities will be listed on a national or foreign stock exchange or traded over-the-counter.

Investment in these types securities involves risk and the loss of capital. These strategies may not be suitable for all investors. Past performance is not indicative of future results.

### **Item 9 – Disciplinary Information**

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of them or the integrity of their management. IALC II has no information applicable to this Item.



## **Item 10 – Other Financial Industry Activities and Affiliations**

### **10.A. No Registered Representatives**

IALC II's management persons are not registered, nor do any management persons have an application pending to register, as a broker-dealer or a registered representative of a broker-dealer.

### **10.B. No Other Registrations**

IALC II's management persons are not registered, nor do any management persons have an application pending to register, as a futures commission merchant, commodity pool operator, a commodity trading advisor, or an associated person of the foregoing entities.

### **10.C. Material Relationships or Arrangements**

IALC II is under common control with InvestAmerica NW Management, Inc., InvestAmerica ND Management, Inc. and InvestAmerica L&C Management, Inc. all of whom are registered investment advisers who advise private partnerships.

### **10.D. Recommendations of Other Investment Advisers**

IALC II does not recommend or select other investment advisers for clients.

## **Item 11 – Code of Ethics**

### **11.A. Code of Ethics Document**

Rule 204A-1 (the "rule") under the Investment Advisers Act of 1940, as amended (the "Advisers Act"), requires that the Adviser adopt a code of ethics setting forth standards of conduct for us and our employees.

Accordingly, a Code of Ethics and Insider Trading Policy (the "Code") has been adopted to ensure that those who are responsible for developing or implementing our investment advice or who pass such advice on to our clients will not be able to act thereon to the disadvantage of our clients.

The Code of Ethics includes standards of business conduct requiring covered persons to comply with the federal securities laws and the fiduciary duties an investment adviser

owes to its clients. IALC II will provide a copy of its Code of Ethics to any client or prospective client upon request.

### **11.B. Recommendations of Securities and Material Financial Interests**

As a matter of policy, Adviser does not engage in principal transactions or agency cross transactions. An affiliate of the Adviser serves as General Partner to the private partnership which the Adviser manages. This private partnership is the Adviser's only client, though affiliated advisers also manage private partnerships. All private partnerships managed by Adviser and its affiliated advisers are closed to new investors.

### **11.C. Personal Trading**

In order to avoid potential conflicts that could be created by personal trading among IALC access persons, the Code of Ethics restricts the purchase and sale by access persons, for their own accounts, of any covered security within a specified time before or after the execution of a transaction in any such security for clients. For the purposes of the Adviser's Code, all employees are considered Access Persons.

The following restrictions shall apply to Access Person transactions in securities of other issuers:

1. IPO and Limited Offerings Access Persons may not acquire any securities issued as part of an IPO or a Limited Offering, absent prior approval of the CCO or the CCO's designee. Any such approval will take into account, among other factors, whether the investment opportunity should be reserved for a client and whether the opportunity is being offered to such person because of his or her position with the Advisors. Once pre-approval has been granted, the pre-approved transaction must be executed within twenty-four hours. An Access Person who has been authorized to acquire securities in such securities must disclose their interests if involved in considering an investment in such securities for a client. Any decision to acquire the issuer's securities on behalf of a client shall be subject to review by Access Persons with no personal interest in the issuer.
2. Access Persons are prohibited from acquiring any direct or indirect pecuniary interest in securities of an issuer any of whose securities are held by a client unless the client's Board of Directors first approve the transaction in writing.

Each Access Person will submit holdings and transactions reports required under the Code to Chief Compliance Officer for review.

#### **11.D. Timing of Personal Trading**

Access Persons who are portfolio managers are prohibited from executing a transaction in a security within (7) calendar days before or after a client trades in that security.

### **Item 12 – Brokerage Practices**

#### **12.A Selection of Broker/Dealers**

Currently, the IALC II only engages in private equity transactions and does not typically purchase or sell securities through a broker or exchange. Generally, there are not commission charges related to transactions with portfolio companies. Because the IALC II does not typically buy securities traded on an exchange and they do not have detailed procedures with regard to commissions and execution of publicly-traded securities on an exchange.

##### Research and Other Soft Dollar Benefits

IALC II does not participate in any soft dollar arrangements.

##### Brokerage for Client Referrals

Adviser does not maintain any referral arrangements with brokers.

##### Client-Directed Brokerage Transactions

Because of the nature of private equity trading, it would be unlikely that a client would direct IALC II to use a certain broker-dealer.

#### **12.B. Aggregation of Orders**

Transactions in portfolio companies are rare and specific to the activities of that portfolio company. Further, IALC II currently only advises a single client, L&C Private Equities II, LP. IALC II maintains trade allocation procedures as required by law, but does not currently maintain any circumstances under which an allocated trade would occur.

## **Item 13 – Review of Accounts**

### **13.A. Frequency and Nature of Review**

IALC II currently advises one client on a private equity portfolio. Therefore, the establishment of rigid review procedures is not deemed to be necessary at this time. IALC II's investment committee is comprised of the following officers of the IALC II: David R. Schroder, President; Robert A. Comey, Executive Vice President; Kevin F. Mullane, Senior Vice President; and Michael H. Reynoldson, Vice President and John Cosgriff, Vice President. The investment committee has primary responsibility for reviewing the IALC II's accounts. On a continual basis, the investment committee evaluates the performance of the client's portfolios and endeavors to ensure that the acquisition and disposition of securities is in accordance with the client's investment policies. Mr. Schroder oversees the activities of the investment committee and from time to time reviews the portfolio valuations.

### **13.B. Factors That May Trigger An Account Review Outside of Regular Review**

Generally, the client's portfolio is reviewed as needed depending on factors such as planned exits from positions in of portfolio, changes in client objectives or restrictions or changing market conditions.

### **13.C. Content and Frequency of Reports**

IALC II provides portfolio valuations on a semi-annual basis.

## **Item 14 – Client Referrals and Other Compensation**

No remuneration is received, or paid to another entity or person, by IALC II for client referrals.

## **Item 15 – Custody**

IALC II has custody according Advisers Act Rule 206(4)-2 ("Custody Rule") because an affiliate serves as General Partner to a private fund. However, IALC II maintains client assets and securities at an independent, qualified custodian. IALC II has entered into a written agreement with an independent public accountant to provide audited financial statements to the fund's investors within 120 following the fund's fiscal year end.

## **Item 16 – Investment Discretion**

Through its client advisory agreement, IALC II is granted discretionary authority over the portfolio it manages on behalf of the client and is authorized to make investment determinations in accordance with the client's specified investment objectives without client consultation or consent before a transaction is effected such as which portfolio companies in which to invest. Adviser assumes discretion over the account upon execution of the advisory agreement with the client.

## **Item 17 – Voting Client Securities**

### **17.A. Voting Policies and Procedures**

Currently IALC II does not invest in public companies and does not generally vote any proxies on behalf of its client.

## **Item 18 – Financial Information**

### **18.A. Advance Payment of Fees.**

IALC II does not require or solicit prepayment of more than \$1,200 in fees per client, six months or more in advance.

### **18.B. Financial Condition**

Registered investment advisers are required in this Item to provide you with certain financial information or disclosures about their financial condition. IALC II has no financial commitments that impair its ability to meet contractual and fiduciary commitments to clients.

### **18.C. No Bankruptcy Proceedings**

IALC II has not been the subject of a bankruptcy proceeding.