

ASSOCIATED GROUP MANAGEMENT, LLC

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This Brochure provides information about the qualifications and business practices of Associated Group Management, LLC (“AGM” or “Adviser”). If you have any questions about the contents of this Brochure, please contact us at (610) 660-4910 or email jblisard@agrp.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.

Associated Group Management, LLC is a registered investment adviser. Registration of an Investment Adviser does not imply any level of skill or training. Additional information about Associated Group Management, LLC is also available on the SEC’s website at www.adviserinfo.sec.gov.

Item 2 – Material Changes

This Brochure, dated 03/28/2012, is the initial document prepared as part of AGM's registration.

In the future, this Item will discuss only specific material changes that are made to the Brochure and provide clients with a summary of such changes. We will also reference the date of our last annual update of our brochure.

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

Associated Group Management, LLC (“AGM” or “Adviser”) was founded by its principals in 2007. AGM is headquartered in Bala Cynwyd, PA with regional offices in New York, NY and Pittsburgh, PA. Principal Owners are David J. Berkman and William H. Berkman.

4.B. Types of Advisory Services

Associated Group Management, LLC provides complete management, administrative operations and investment advisory services to Associated Partners, L.P., a private equity fund (the “Private Fund”). AGM currently does not have any other types of clients and does not provide advice other than to the Private Fund.

4.C. Client Investment Objectives/Restrictions

Investments in the Private Fund are managed in accordance with the fund’s strategy, investment objectives restrictions and guidelines and are not tailored to the individualized needs of any particular investor in the fund (each an “Investor”). Therefore, Investors should consider whether the fund meets their investment objectives and risk tolerance prior to investing. Information about the Private Fund can be found in its offering documents or its limited partnership agreement (“LPA”), which will be available to qualified current and prospective Investors only through AGM or another authorized party.

4.D. Wrap-Fee Programs

AGM does not participate in, nor is it a sponsor of, any wrap fee programs.

4.E. Assets Under Management as of 12/31/2011:

Discretionary Assets: \$278,186,673; 1 account

Non-Discretionary Assets: 0

Item 5 – Fees and Compensation

Advisory Contracts and Fees

5.A. Adviser Compensation

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

Fee Schedule

The management fee for the Private Fund is an annual amount of (i) 2.0% of all Managed Assets up to \$2 billion, (ii) 1.75% of Managed Assets between \$2 billion and \$3 billion, (iii) 1.5% of Managed Assets between \$3 billion and \$5 billion and (iv) 1.0% of Managed Assets which exceed \$5 billion, in each case, calculated as of the end of each calendar quarter.

Other Advisory Fee Arrangements

AGM 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

For the Private Fund, AGM's management fee is wired from a partnership bank account.

5.C. Other Non-Advisory Fees

AGM'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 calculated as of the end of each calendar quarter. In the event that the advisory contract is terminated prior to the conclusion of a billing period, Adviser will refund a pro rata portion of any pre-paid fees, or bill a pro-rata portion based on date of termination.

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

AGM does not receive a performance fee. The general partner, an affiliate to AGM, may receive an incentive allocation at the end of a performance period once contributed capital has been returned. Net profits are allocated in proportion to each partner's capital commitment until each partner has received an annually compounded return of 8%. This calculation is based on capital contributions funded, net of distributions. The General Partner then may receive net profits in excess of the 8% return described above until an allocation equal to 20% of net profits has been received.

Because of the performance-based fee arrangements with the general partners affiliated with AGM, there may be an incentive for AGM to recommend investments which may be riskier or more speculative than those which would be recommended under a different fee arrangement. AGM periodically reviews the client account to make sure they fall within the strategy, given account restrictions and/or constraints.

Item 7 – Types of Clients

AGM provides investment advice only to the Private Fund.

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

8.A. Methods of Analysis and Investment Strategies

AGM principally renders investment advice regarding private equity securities issued by businesses primarily involved in the energy, communications, media/internet and related technologies and infrastructure market sectors. AGM may seek other opportunistic investment opportunities in other industries or asset classes as they become available or that otherwise meet the fund's investment objectives. AGM may make investments in any number of companies, public and private securities (both debt and equity), joint ventures and partnerships, including investment vehicles of its affiliates.

Investing in securities involves risk of loss that clients or investors in the Private Fund should be prepared to bear.

8.B. Material Risks of Investment Strategies

There can be no guarantee of success of the strategies offered by AGM. 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. 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. There is dependence on the diligence, skill and business contacts of David and William Berkman and the members of our senior management for the execution of our strategies, including the management and operation of our businesses and selection, structuring and closing of the fund's investments. Our future success depends to a significant extent on the continued service and coordination of our senior management team.

Sector Focus Risk. The portfolio may be more heavily invested in certain sectors, which may cause the value of its investments to be especially sensitive to factors and economic risks that specifically affect those sectors and may cause the value of the portfolio to fluctuate. The infrastructure, communications, media/internet and related sectors are continuously evolving and are subject to rapid technological and regulatory change. The success of any business operating in these sectors is to a large extent dependent on its ability to acquire, develop, adopt and exploit new and existing technologies and to distinguish products and services from those of their competitors. The acquisition, development, adoption, exploitation and distribution of new and existing technology may take long periods of time and may require significant capital investment. In addition, the success of any business in these sectors is dependent on its ability to anticipate and adapt to regulatory change. These sectors are also characterized by intense competition.

Non-diversified Risk. Because the portfolio may invest a significant portion of its assets in securities of a single issuer or a limited number of issuers than a portfolio with greater 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

AGM investment policies and procedures provide that we may make investments in common equity securities, preferred securities, limited partner interests, general partner interests, derivative instruments, debt securities and loans (including residential mortgage loans, residential mortgage-backed securities, commercial mortgages, commercial mortgage-backed securities, other asset-backed securities and bridge loans), cash, cash equivalents, money market instruments, government securities and any other type of security, loan or financial instrument, provided that the investments otherwise comply with the fund's investment policies and procedures.

Portfolio investments generally involve a number of significant risks, including the following:

Equity Risk. Regardless of any one company's particular prospects, a declining stock market may produce a decline in prices for all equity securities, which could also result in losses.

Risks Related to Other Equity Securities. In addition to common stocks, the equity securities in a portfolio may include preferred stocks, convertible preferred stocks, convertible bonds and warrants. Like common stocks, the value of these equity securities may fluctuate in response to many factors, including the activities of the issuer, general market and economic conditions, interest rates and specific industry changes. Convertible securities entitle the holder to receive interest payments or a dividend preference until the security matures, is redeemed, or the conversion feature is exercised. As a result of the conversion feature, the interest rate or dividend preference is generally less than if the securities were non-convertible. Warrants entitle the holder to purchase equity securities at specific prices for a certain period of time. The prices do not necessarily move parallel to the prices of the underlying securities and the warrants have no voting rights, receive no dividends, and have no rights with respect to the assets of the issuer.

Default Risk. The issuer or guarantor of a debt security or counterparty to the portfolio's transactions may be unable or unwilling to make timely principal and/or interest payments, or otherwise will be unable or unwilling to honor its financial obligations. If the issuer, guarantor, or counterparty fails to pay interest, the portfolio's income may be reduced. If the issuer, guarantor, or counterparty fails to repay principal, the value of that security and value of portfolio may be reduced.

Interest Rate Risk. Interest rate risk is the possibility that bond prices overall will decline over short or even long periods because of rising interest rates. Prices and yields on bonds are dependent on a variety of factors, such as the financial condition of the issuer, general conditions of the bond market, the size of a particular offering and the maturity of the obligation and the rating of the issuer.

Lack of Liquidity. A substantial proportion of the investments will be in private companies and will require a long-term commitment of capital. A substantial amount of the investments will also be subject to legal and other restrictions on resale or will otherwise be less liquid than publicly traded securities. The illiquidity of these investments may make it difficult to sell investments if the need arises or if we determine such sale would be in the Investors' best interests. In addition, if we were to be required to liquidate all or a portion of an investment quickly, we may realize significantly less than the value at

which the investment was previously recorded, which could result in a decrease in the portfolio's net asset value.

Sector Focus. The fund's investments are expected to focus on the infrastructure, communications, media/internet and related industries, and such industries are subject to rapid and sweeping technological change, evolving industry standards and emergence of new technologies which could have a material adverse impact on the portfolio's investments; companies in which we make investments may be engaged in rapidly changing business with products that are unproven or subject to substantial risks of obsolescence.

Private Company Risk. Companies in which we may make investments may be in early stages of growth, and the performance of early-stage companies may be more volatile due to their limited product lines, markets or financial reserves or their susceptibility to competitors' actions, major economic setbacks or downturns; companies in which we make investments may depend on the management talents and efforts of a small group of persons and, as a result, the death, disability, resignation or termination of one or more of those persons could have a material adverse impact on their business and prospects and the investment made; companies in which we make investments may require significant investment of capital to support their operating or finance the development of their products or markets, and they may be highly leveraged and subject to significant debt service obligations, which could have a material adverse impact on the fund's investments; companies in which we make investments may have limited financial resources and may be unable to meet their obligations under their securities, which may be accompanied by a deterioration in the value of their equity securities or any collateral or guarantees provided with respect to their debt; and there may be little public information about companies in which we make investments and investors in those companies generally must rely on the ability of the equity sponsor to obtain adequate information for the purposes of evaluating potential returns and making a fully informed investment decision.

Limited Valuation Data. AGM portfolio companies will be comparatively small companies with no readily available market for their securities. AGM typically will be dependent upon the portfolio company being sold, refinanced, reorganized or having a public offering in order to achieve liquidity for AGM's investment. The possibility that a portfolio company will not be able to adequately commercialize its technologies, products or business concepts presents significant risk.

Investment in these types of securities involves risk and the loss of capital. This strategy 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. AGM has no information applicable to this Item.

Item 10 – Other Financial Industry Activities and Affiliations

10.A. No Registered Representatives

AGM'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

AGM'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

An affiliate to AGM serves as general partner to the Private Fund. With respect to such fund, management fees are paid to AGM on a quarterly basis. Associated Partners GP, L.P. is an affiliate of AGM and serves as general partner to the Private Fund managed by AGM. Other affiliates of AGM serve as general partner and manager to a predecessor private fund which is closed to new investors and is no longer making new investments.

10.D. Recommendations of Other Investment Advisers-

AGM does not recommend other investment advisers to its client.

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 client will not be able to act thereon to the disadvantage of our client.

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 client. AGM will provide a copy of its Code of Ethics to any client or prospective client upon request. For the purposes of the Adviser’s Code, all employees are considered Access Persons.

11.B. Recommendations of Securities and Material Financial Interests

As a matter of policy, the Adviser does not engage in principal transactions or agency cross transactions. Affiliates of the Adviser serve as the general partner to the Private Fund managed by the Adviser. The Private Fund is the Adviser’s only client. The Private Fund managed by the Adviser is currently closed to new investors.

11.C. Personal Trading

In order to avoid potential conflicts that could be created by personal trading among AGM 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 in the client portfolio. For the purposes of the Adviser’s Code, all employees of AGM are considered Access Persons.

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 Adviser. 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 opportunity 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.

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

11.D. Timing of Personal Trading

Access Persons are prohibited from executing a transaction in a security on the same day a client trades in that security.

Item 12 – Brokerage Practices

12.A Selection of Broker/Dealers

AGM generally engages in private equity transactions and does not typically purchase or sell securities through a broker or exchange. Generally, there are no commission charges related to transactions with portfolio companies. However, from time-to-time, they may trade publicly-held securities held in the client portfolio. AGM will seek to obtain the best combination of price and execution with respect to its accounts' portfolio transactions. The best net price, giving effect to brokerage commissions, spreads and other costs, is normally an important factor in this decision, but a number of other judgmental factors are considered as they are deemed relevant. In applying these factors, AGM recognizes that different broker-dealers may have different execution capabilities with respect to different types of securities.

Research and Other Soft Dollar Benefits

AGM 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 and since their client is limited to the Private Fund, it would be unlikely that a client would direct AGM 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, AGM currently only advises the Private Fund described in Item 4. AGM maintains trade allocation procedures as required by law, but does not currently have any circumstances under which an allocated trade would occur.

Item 13 – Review of Accounts

13.A. Frequency and Nature of Review

AGM currently advises only the Private Fund. Therefore, the establishment of rigid review procedures is not deemed to be necessary at this time. AGM's investment committee is

comprised of the Directors, Managing Partners, Managing Directors, General Counsel, and Chief Financial Officer.

The investment committee has primary responsibility for reviewing the Private Fund's portfolio. On a continual basis, the investment committee evaluates the performance of the portfolio and endeavors to ensure that the acquisition and disposition of securities is in accordance with the client's investment policy.

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 a portfolio, changes in client objectives or restrictions or changing market conditions.

13.C. Content and Frequency of Reports

AGM provides portfolio valuation reports on a quarterly basis. Investors in the funds receive audited financial statements annually.

Item 14 – Client Referrals and Other Compensation

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

Item 15 – Custody

AGM has custody according to Advisers Act Rule 206(4)-2 ("Custody Rule") because there are affiliates who serve as general partner to the Private Fund it manages. However, AGM maintains Private Fund's assets and securities at an independent, qualified custodian. The Fund by is audited by an independent public accountant. Audited financial statements are distributed to the fund's investors within 120 days following the fund's fiscal year end.

Item 16 – Investment Discretion

Through its advisory services agreement, AGM is granted discretionary authority over the portfolio it manages and is authorized to make investment determinations in accordance with the Private Fund's specified investment objectives without client consultation or consent before a transaction. Adviser assumes discretion over the account upon execution of the advisory services agreement.

Item 17 – Voting Client Securities

17.A. Voting Policies and Procedures

AGM will vote proxies on behalf of client accounts on a case-by-case basis. When AGM determines they will vote a proxy, they will do so for the exclusive benefit, and in the best economic interest, of the client and their beneficiaries, as determined by AGM in good faith, subject to any restrictions or directions from the client. AGM will not accept direction from a client or investors on a particular solicitation.

AGM has written Proxy Voting Policies and Procedures (“Proxy Procedures”) as required by Rule 206(4)-6 under the Advisers Act. Such voting responsibilities are exercised in accordance with the general antifraud provisions of the Advisers Act, as well as with AGM’s fiduciary duties under federal and state laws to act in the best interest of its client.

Item 18 – Financial Information

18.A. Advance Payment of Fees

AGM 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. AGM has no financial commitments that impair its ability to meet contractual and fiduciary commitments to client.

18.C. No Bankruptcy Proceedings

AGM has not been the subject of a bankruptcy proceeding.