

**INVESTMENT ADVISER BROCHURE
PART 2A OF FORM ADV**

ABRY PARTNERS II, LLC

**111 Huntington Avenue
Boston, MA 02199
www.abry.com**

February 14, 2012

This Investment Adviser Brochure (“Brochure”) provides information about the qualifications and business practices of ABRY Partners II, LLC (the “Management Company”). If you have any questions about the contents of this Brochure, please contact us at (617) 859-2959. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (the “SEC”) or by any state authority.

The Management Company is an investment adviser registered with the SEC under the Investment Advisers Act of 1940, as amended (the “Advisers Act”). However, such registration does not imply a certain level of skill or training.

Additional information regarding the Management Company is also available on the SEC’s website at www.adviserinfo.sec.gov.

MATERIAL CHANGES

ABRY Partners II, LLC (the “Management Company”) is a newly registered investment adviser and this is its initial Brochure. For future Brochures, this page will describe any material changes made since the previous Brochure.

TABLE OF CONTENTS

	<u>Page</u>
Material Changes	ii
Advisory Business	1
Fees and Compensation.....	3
Performance-Based Fees and Side-By-Side Management	4
Types of Clients.....	5
Methods of Analysis, Investment Strategies and Risk of Loss.....	5
Disciplinary Information.....	15
Other Financial Industry Activities and Affiliations.....	15
Code of Ethics, Participation or Interest in Client Transactions and Personal Trading.....	16
Brokerage Practices	17
Review of Accounts	18
Client Referrals and Other Compensation.....	18
Custody	19
Investment Discretion.....	19
Voting Client Securities.....	19
Financial Information.....	19

ADVISORY BUSINESS

ABRY Partners II, LLC (the “Management Company”), a Delaware limited liability company and a registered investment adviser, and its affiliates (collectively, “ABRY”) provide investment advisory services to private investment funds. The Management Company commenced operations in 2011.

The following investment advisers serve as general partners to the Funds (defined below) and are registered under the Advisers Act pursuant to the Management Company’s registration in accordance with SEC guidance: ABRY Partners VII Co-Investment GP, LLC and ABRY VII Capital Partners, L.P. (each a “General Partner” and, together with the Management Company, the “Advisers”). This Brochure describes the business practices of the Advisers, which operate as a single advisory business.

The following investment advisers are affiliated with the Advisers: ABRY Partners, LLC, ABRY Capital, L.P., ABRY Equity Investors, L.P., ABRY Capital Partners, L.P., ABRY V Capital Partners, L.P., ABRY VI Capital Partners, L.P., ABRY Mezzanine Investors, L.P., ABRY Senior Equity Investors II, L.P., ABRY Senior Equity Investors III, L.P., ABRY ASF Investors, L.P., ABRY ASF Investors II, L.P., ABRY Investment GP, LLC, ABRY Senior Equity Co-Investment GP, LLC and ABRY Senior Equity Co-Investment GP III, LLC (each, an “ABRY I Adviser”). ABRY Partners, LLC is separately registered under the Advisers Act and each of the other ABRY I Advisers is registered under the Advisers Act pursuant to ABRY Partners, LLC’s registration in accordance with SEC guidance. The Management Company’s employees provide services to the ABRY I Advisers.

The Advisers’ clients include the private investment funds listed below (each, a “Fund,” and together with any other current or future private investment funds to which the Management Company or its affiliates provide investment advisory services, including co-investment funds (as defined below) and alternative investment vehicles, the “Private Investment Funds”).

- ABRY Partners VII, L.P.
- ABRY Partners VII Co-Investment Fund, L.P. (the “ABRY VII Co-Investment Fund” and together with future employee co-invest funds, “Co-Investment Funds”)

Pursuant to each Fund’s agreement of limited partnership (each, a “Partnership Agreement”), the applicable General Partner has the authority to manage the business and affairs of the Funds. Each General Partner has delegated, subject to its oversight, day-to-day responsibility for the management and operations of the applicable Fund to the Management Company pursuant to management agreements between the General Partners and the Management Company (each, a “Management Agreement”). Pursuant to a management agreement between the Management Company and the ABRY I Advisers, the Management Company provides certain advisory services to the ABRY I Advisers.

Interests in the Funds are privately offered to qualified investors in the United States and elsewhere. The investment advisory services provided to the Funds by the Advisers consist of identifying and evaluating investment opportunities, negotiating the terms of investments,

managing and monitoring investments and ultimately selling such investments. The Funds are private equity funds and invest through negotiated transactions in operating entities. Each Fund invests predominantly in non-public companies, although each Fund may invest in public companies, subject to certain limitations set forth in such Fund's Partnership Agreement. The Funds generally seek to take a controlling position when investing in a portfolio company, and generally at least one principal (a "Principal") or other ABRY investment professional serves on a portfolio company's board of directors in order to represent the applicable Fund's interests in the portfolio company.

The Advisers' advisory services for the Funds are detailed in the applicable private placement memoranda, the Management Agreements and the Partnership Agreements (collectively, the "Fund Documents") and are further described below under "Methods of Analysis, Investment Strategies and Risk of Loss." Investors in Private Investment Funds participate in such fund's overall investment program, but may be excused from a particular investment due to legal, regulatory or other applicable constraints. Each Fund or its General Partner may enter into side letters or other similar agreements with certain investors that have the effect of establish rights under, altering or supplementing the Partnership Agreement, including providing informational rights, addressing regulatory matters with respect to such investors.

Certain of the Advisers serve as an investment manager to various co-investment vehicles structured to facilitate investments by affiliated and third party co-investors alongside the Funds on a fixed pro-rata basis with the commitments to such vehicles generally being variable on an annual basis. To the extent that a particular investment opportunity exceeds the desired allocation to a Fund in the aggregate in view of investment size, type, available capital, diversification, location, holding period and other relevant considerations, the Advisers may offer additional co-investment opportunities to other persons or firms who the Advisers or its affiliates believe will be of benefit to the Funds. The Advisers may also organize one or more co-investment funds to invest in the Funds or to co-invest alongside the Funds to facilitate personal investments by such persons or firms and by partners, officers and employees and their related parties and associates of the Advisers or of control entities. The Advisers and their affiliates may elect not to charge a management fee to or receive carried interest from such co-investment funds. The Advisers and any of their affiliates may charge carried interest, management and other fees to any co-investors.

In addition to the foregoing, the Advisers serve as the investment managers to a number of special purpose vehicles through which several Funds have invested. The Advisers generally form special purpose vehicles to facilitate portfolio investments by Funds for tax, regulatory, or economic purposes. The Adviser that acts as the investment manager to a particular special purpose vehicle is determined on the basis of the Fund that invests through such special purpose vehicle. Finally, in connection with certain investments, the Advisers may employ hedging techniques designed to reduce the risks of adverse movements in interest rates, securities prices, and currency exchange rates.

As of December 31, 2011, the Management Company had approximately \$351 million in client assets under management. The Management Company's is principally owned by Jay M. Grossman and Peggy J. Koenig.

FEES AND COMPENSATION

In general, the applicable General Partner receives a management fee (the “Management Fee”) and pays over such Management Fee to the Management Company pursuant to a management agreement and the applicable General Partner receives a carried interest in connection with advisory services provided to each Private Investment Fund. For each Private Investment Fund, the carried interest distributed to a General Partner is generally subject to a potential giveback at the end of the Fund’s life if the General Partner has received excess cumulative distributions. The Co-Investment Funds generally do not pay a Management Fee or carried interest. The Management Company or other ABRY entities or affiliates may receive additional compensation in connection with management and other services performed for portfolio companies (e.g., monitoring and other fees) of Private Investment Funds and such additional compensation is generally offset in whole against the Management Fees otherwise payable to the Management Company. Investors should review the applicable Fund’s Partnership Agreement for details regarding the fee structures summarized below. Terms not defined herein are defined in the applicable Partnership Agreement.

Management Fees

During a Fund’s active investment period, such Fund generally pays a Management Fee equal to 2.0% on an annual basis of aggregate investor capital commitments (“Commitments”). After the active investment period expires (or upon the occurrence of certain other events set forth in such Fund’s Partnership Agreement), a Fund’s Management Fee is typically reduced to an amount equal to 2.0% of funded Commitments in respect of investments, reduced by the cost of realized investments. In the event the Advisers raise a successor Private Investment Fund to such Fund, the Management Fee percentage is generally reduced from 2.0% to 1.0%.

Other General Management Fee Information

Management Fees generally are calculated and paid on a quarterly basis. Installments of the Management Fee payable for any period other than a full quarterly period are adjusted on a pro rata basis based upon the actual number of days in such period. A Fund’s Management Fee is generally payable until all Fund assets have been distributed as described in the Partnership Agreement. Investors participating in a closing after a Private Investment Fund’s initial closing bear the Management Fee from such initial closing date, with interest.

As further described in the applicable Partnership Agreement, a Fund’s Management Fee may be reduced, although not below zero, by an amount equal to the aggregate amount of directors’ fees, consulting fees, commitment fees, monitoring fees, break-up fees, closing fees, investment banking fees, placement fees and other similar fees paid to the Advisers and certain of their affiliates.

In addition, the Partnership Agreements typically allow the applicable General Partner to waive or agree to reduce the Management Fee. Any such waived or reduced portion of the Management Fee reduces the amount of capital such General Partner would otherwise be required to contribute to such Fund. The Limited Partners may be required to make a *pro rata* contribution according to their respective Commitments to fund any contribution that would

otherwise be required of the General Partner in connection with any such waiver or reduction as described above and, as a result, the exercise of such waiver may result in an acceleration of investor capital contributions.

Carried Interest

With respect to each Fund, the applicable General Partner is generally entitled to receive a carried interest equal to 30% of all realized profits; provided that no carried interest is payable to the General Partner unless all Partners have received a 9% preferred return compounded annually, as more fully described in the applicable Partnership Agreement. The carried interest distributed to each General Partner is generally subject to a potential giveback at the end of the applicable Fund's life if the General Partner has received excess cumulative distributions from such Fund.

Other Information

The Funds and other Private Investment Funds invest on a long-term basis. Accordingly, investment advisory and other fees are expected to be paid, except as otherwise described in the applicable Partnership Agreement, over the term of the applicable Fund (or the relevant Private Investment Fund, as applicable) and investors generally are not permitted to withdraw from or redeem interests in the Fund (or other relevant Private Investment Fund, as applicable), except in the case of certain legal or regulatory issues.

Principals or other employees of the Fund may receive a portion of the Management Fee, carried interest or other compensation received by the Management Company or its affiliates. In addition, the General Partners typically exempt the Advisers and their affiliates from payment of all or a portion of Management Fees and/or carried interest. Such exemptions may be made pursuant to a direct exemption or through investment in another Private Investment Fund, such as a Co-Investment Fund that does not charge a fee.

In addition to the Management Fee and carried interest payable to the Advisers, as set forth in the applicable Partnership Agreement, each Fund bears certain expenses in connection with the Fund's activities, investments and business, to the extent not borne or reimbursed by a portfolio company, generally including: legal, accounting, investment banking, travel, consulting, research, brokerage, finder's fees, custody, transfer, registration, insurance, advisory board, interest, taxes, extraordinary expense and other similar fees and expenses, but not the Adviser's expenses in connection with maintaining and operating its offices (such as compensation of its employees, rent, utilities and general office expenses). Brokerage fees may be incurred in accordance with the practices set forth in "Brokerage Practices."

PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

As described under "Fees and Compensation," the Advisers generally receive a carried interest allocation on certain realized profits in the Funds. A carried interest allocation represents an investment adviser's compensation based on a percentage of net profits of the funds it manages. Except for certain Co-Investment Funds, which are designed to invest alongside the Funds, subject to any limitations in the applicable Partnership Agreements, the Advisers currently advise only Funds that are charged a performance-based fee. Because the Co-

Investment Funds generally invest pro rata alongside the Funds, the Management Company believes that no conflict of interest arises through side-by-side management of Funds that pay carried interest and Co-Investment Funds that do not.

TYPES OF CLIENTS

The Management Company provides investment advice to Private Investment Funds, which may include investment partnerships or other investment entities formed under domestic or non-U.S. laws and operated as exempt investment pools under the Investment Company Act of 1940, as amended (the “Investment Company Act”). The investors participating in Private Investment Funds may include individuals, banks or thrift institutions, insurance companies, pension and profit-sharing plans, trusts, estates or charitable organizations, corporations or other business entities or other investment entities, and may include, directly or indirectly, principals or other employees of the Management Company and its affiliates.

Other than the Co-Investment Funds, each Private Investment Fund generally has a minimum investment amount of \$10 million for third-party investors. In most circumstances, investors in the Funds must meet certain suitability and net worth qualifications prior to making an investment in the Funds. Generally, investors must be (i) “accredited investors” as defined under Regulation D of the Securities act of 1933, as amended and (ii) in the case of Funds formed more recently, either “qualified purchasers” or “knowledgeable employees” as defined under the Investment Company Act of 1940, as amended. The Advisers may waive such minimum investment amounts and qualification requirements.

METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

General

The Management Company provides day-to-day investment advisory services to the Funds, subject to the supervision of the applicable General Partner. The applicable General Partner has ultimate decision-making authority for each Fund. Since the Advisers have common owners and personnel, the Advisers’ general investment methodology is described below. Investors should refer to the applicable Fund Documents for further information regarding investment strategies employed for a specific Fund.

There can be no assurance that the Advisers will achieve the investment objectives of each Fund and a loss of investment may be possible.

Investment Strategy and Process

The Management Company invests the Private Investment Funds primarily in the media, communication, information and business services companies and related businesses (the “Sector”), including the following sub-sectors.

Advertising Services	Educational Services	Outdoor Advertising
Broadband / Data Services	Entertainment	Publishing
Business-to-Business Media	Information Services	Radio Broadcasting
Business Services	Internet Services	Satellite Services

Cable Television	Marketing Services	Telephone Services
Communication Towers	Mobile Communications	Television Broadcasting
Consumer Publishing	Motion Picture Slate Production	Transaction Processing
Data Centers	Movie Exhibition	Video Gaming
Direct Response Advertising	Newspapers	Video Distribution

In each case, the Private Investment Funds may selectively invest outside the Sector when the Management Company believes it identifies attractive opportunities.

The Funds follow a consistent thesis-based approach in which the subsectors are regularly evaluated for their relative attractiveness or lack thereof. Attributes that can move subsectors into or out of the “high priority” category include regulatory or technological change, growth prospects, number of opportunities, competitive dynamics, valuation and long-term operating characteristics, among others. Once a particular subsector has been characterized as attractive, a dedicated team of Management Company professionals is charged with further analyzing the prospects and identifying investment opportunities. This work typically entails interviewing management teams, bankers, brokers, accountants, lawyers and others specializing in the particular subsector.

The Funds pursue a range of transaction types, including acquisitions, growth investments, consolidation strategies, cost reductions and turnarounds, and will generally take controlling positions in portfolio companies in order to exert what it views as the requisite level of influence over the Partnership’s investments. The Private Investment Funds generally will invest in portfolio companies with a three-to-seven year investment horizon and individual investments at sizes of \$25 million to \$150 million.

Risks of Investment

Each Fund and its investors bear the risk of loss that the Advisers’ investment strategy entails. Although the following risk factors are generally applicable to the Advisers’ Funds, investors should also refer to each Fund’s private placement memoranda for risk factors specific to their Fund. The risks involved with the Advisers’ investment strategy and an investment in the Funds include, but are not limited to:

Business Risks. A Fund’s investment portfolio consists primarily of securities issued primarily by privately held companies, and operating results in a specified period will be difficult to predict. Such investments involve a high degree of business and financial risk that can result in substantial losses.

No Assurance of Investment Return. The task of identifying investment opportunities and managing such investments is difficult. Many organizations operated by persons of competence and integrity have been unable to make such investments successfully. There is no assurance that a Fund’s investment objectives will be attained or that the value of the investments will not decline or that there will be any return of capital.

Availability of, and Competition for, Investment Opportunities. The business of identifying, structuring and completing private equity investments is highly competitive and

involves a high degree of uncertainty. The Principals have significant experience in identifying and structuring various types of financing transactions, on behalf of the Funds, but the availability of investment opportunities generally is subject to many factors outside of their control, such as prevailing market conditions, as well as the regulatory and political climate. A Fund competes for investment opportunities with a number of other sources of capital with similar investment objectives, including other private investment funds, financial institutions and other institutional investors, some of whom have greater capital and general partners who are more experienced in the private equity financing areas. There may be relatively few attractive investment opportunities at certain times during a Fund's investment period and there can be no assurance that such Fund will succeed in obtaining a sufficient number of such investment opportunities, that an investment ultimately acquired by a Fund will achieve its return objectives or that a Fund will be able to invest all its available capital. However, Limited Partners are required to pay annual management fees during its active investment period based on the entire amount of their Commitments.

Illiquidity; Lack of Current Distributions. An investment in a Fund should be viewed as illiquid. It is uncertain as to when profits, if any, will be realized. Losses on unsuccessful investments may be realized before gains on successful investments are realized. The return of capital and the realization of gains, if any, generally will occur only upon the partial or complete disposition of an investment. While an investment may be sold at any time, it is generally expected that this will not occur for a number of years after the initial investment. Thus, there may be a number of years when the only income from a Fund is dividend and interest income from its investments. Such income may not be significant and operating expenses may exceed income during that period. Before such time, there may be no current return on the investment. Furthermore, the expenses of operating a Fund (including the annual management fee payable to a General Partner) may exceed its income, thereby requiring that the difference be paid from a Fund's capital, including, without limitation, unfunded Commitments.

Risks of Realization and Lack of Liquidity of Investments. A Fund generally invests in private companies, the securities of which are not publicly-traded. Unless such a company subsequently succeeds in obtaining approval from the relevant authorities to list its securities on a recognized exchange, this avenue to liquidity will not be available to a Fund. Even if the company completes an initial public offering, certain classes of securities held by a Fund may never become publicly tradable. Consequently, a Fund must then rely on other means to achieve liquidity. In addition, a Fund may be precluded from selling any shares of a publicly-traded security for some time after an initial public offering. Given the nature of the investments contemplated by a Fund, there is a significant risk that a Fund will be unable to realize its investment objectives by sale or other disposition at attractive prices or otherwise will be unable to complete any exit strategy. In particular, these risks could arise from changes in the financial condition or prospects of the companies in which a Fund's investments are made, changes in national or international economic or political conditions (including acts of war, terrorism or other calamity or crisis), adverse conditions in national or global financial or capital markets, or changes in laws, regulations, fiscal policies or political conditions of countries in which investments are made.

Prior Investment Results. The prior investment results and returns of a Fund, or any other Private Investment Fund, are not necessarily indicative of such Fund's potential investment

results. The nature of, and risks associated with, a Fund's investments may differ substantially from those investments and strategies undertaken historically on behalf of such other Private Investment Funds. In some instances, return rates targeted by a Fund for its investments will be less than the historical results. While the General Partners intend for the Funds to make investments that have estimated returns commensurate with risks undertaken, there can be no assurance that a Fund's future investments will perform as well as the past investments managed by the Management Company, or that any targeted internal rate of return will be achieved. On any given investment or on all investments, loss of principal is possible.

Investment in Junior Securities. The securities in which such Fund invests may be among the most junior in a company's capital structure and, thus, subject to the greatest risk of loss. Generally, there will be no collateral to protect a Fund's investment once made.

Reliance on the General Partner and Portfolio Company Management. Control over the operation of a Fund is vested with the General Partner, and a Fund's future profitability depends largely upon the business and investment acumen of the Principals. The loss or reduction of service of one or more of the Principals could have an adverse effect on a Fund's ability to realize its investment objectives. Limited Partners generally have no right or power to take part in the management of a Fund, and as a result, the investment performance of a Fund depends on the actions of its General Partner. Although a General Partner monitors the performance of each of its Fund's investments, it is primarily the responsibility of each portfolio company's management team to operate such portfolio company on a day-to-day basis. Although the Funds generally intend to invest in companies with strong management or recruit strong management to such companies, there can be no assurance that the management of such companies will be able or willing to successfully operate a company in accordance with a Fund's objectives.

Leveraged Investments. A Fund may make use of leverage by having a portfolio company incur debt to finance a portion of its investment in such portfolio company, including in respect of portfolio companies not rated by credit agencies. Leverage generally magnifies both a Fund's opportunities for gain and its risk of loss from a particular investment. The cost and availability of leverage is highly dependent on the state of the broader credit markets, and at times it may be difficult to obtain or maintain the desired degree of leverage. The use of leverage also imposes restrictive financial and operating covenants on a portfolio company, in addition to the burden of debt service, and may impair its ability to finance future operations and capital needs. The leveraged capital structure of companies increases the exposure of a Fund's investments to any deterioration in a portfolio company's condition or industry, competitive pressures, an adverse economic environment or rising interest rates and could accelerate and magnify declines in the value of a Fund's investments in the leveraged portfolio companies in a down market. In the event any portfolio company cannot generate adequate cash flow to meet debt service, a Fund may suffer a partial or total loss of capital invested in the portfolio company, which could adversely affect the returns of such Fund. Furthermore, should the credit markets be tight at the time a Fund determines that it is desirable to sell all or a part of a portfolio company, a Fund may not achieve an exit multiple or enterprise valuation consistent with its forecasts. Moreover, the companies in which a Fund invests generally will not be rated by a credit rating agency.

Control Person Liability; Risks of Non-Controlling Investments. The Funds are expected to have controlling interests in, or other control rights with respect to, a number of its portfolio

companies. The exercise of control over a company may impose additional risks of liability for, among other things, environmental damage, product defects, failure to supervise management, violation of governmental regulations (including securities laws) or other types of liability in which the limited liability generally characteristic of business ownership may be ignored. If these liabilities were to arise, a Fund might suffer a significant loss. A Fund may have a more limited ability to protect its investments in companies in which a controlling interest has not been obtained.

Limited Diversification and Impact of Regulation. A Fund is focused on investments in securities issued by companies in the media, communications, information, and business services industries and related companies, and in a limited number of companies within those industries. As a result, a Fund's investment portfolio is likely to be highly concentrated and its aggregate return may be affected substantially by the performance of a few holdings or an industry sector. If the overall state of those industries or specific subsectors or companies in which a Fund invests performs poorly, such Fund may be adversely affected. Media, communications, information, and business services industries and related companies are regulated by the U.S. Federal Communications Commission ("FCC") and other regulatory bodies. Although recent FCC rulings have created attractive investment opportunities and fueled merger and acquisition activity within the media industry, there is no assurance that future FCC regulations, or regulations established by other regulatory bodies, will continue to be favorable to the media industry. Many of the companies in which a Fund invests will be subject to regulation by the FCC and, in some cases, to other government regulation in the United States and elsewhere. The products or services of such companies are dependent upon obtaining regulatory clearances and approvals in various jurisdictions. The process of obtaining these approvals can be lengthy, expensive and uncertain, and there is no assurance that these approvals will be obtained. Failure to obtain these approvals could have a significant adverse affect on a company's performance or the ability of the Fund to dispose of its investments in the company at an attractive time or price. Furthermore, to the extent that the capital raised is less than the targeted amount, a Fund may invest in fewer companies and thus be less diversified.

Public Company Holdings. A Fund's investment portfolio may contain securities issued by publicly-held companies. Such investments may subject a Fund to risks that differ in type or degree from those involved with investments in privately-held companies. Such risks include, without limitation, greater volatility in the valuation of such companies, increased obligations to disclose information regarding such companies, limitations on the ability of a Fund to dispose of such securities at certain times, increased likelihood of shareholder litigation against such companies' board members, including the Principals and increased costs associated with each of the aforementioned risks.

Director Liability. The Funds typically obtain the right to appoint one or more representatives to the board of directors (or similar governing body) of the companies in which it invests. Serving on the board of directors (or similar governing body) of a portfolio company exposes a Fund's representatives, and ultimately such Fund, to potential liability. Not all companies may obtain insurance with respect to such liability, and the insurance that companies do obtain may be insufficient to adequately protect officers and directors from such liability.

Non-U.S. Investments. A Fund may invest, subject to certain limitations set forth in the applicable Partnership Agreement, in companies that are organized, headquartered or have substantial sales or operations outside of the United States, its territories, and possessions. Such investments may be subject to certain additional risk due to, among other things, potentially unsettled points of applicable governing law, the risks associated with fluctuating currency exchange rates, capital repatriation regulations (as such regulations may be given effect during the term of a Fund), the application of complex U.S. and non-U.S. tax rules to cross-border investments, possible imposition of non-U.S. taxes on a Fund and/or their Partners with respect to a Fund's income, and possible non-U.S. tax return filing requirements for a Fund and/or their Partners. Additional risks of non-U.S. investments include: (a) economic dislocations in the host country, (b) less publicly available information, (c) less well-developed regulatory institutions, and (d) greater difficulty of enforcing legal rights in a non-U.S. jurisdiction. Moreover, non-U.S. companies may not be subject to uniform accounting, auditing and financial reporting standards, practices and requirements comparable to those that apply to U.S. companies.

Reliance on Corporate Management and Financial Reporting; Projections. Following investment, in many cases, a General Partner relies on the financial information made available by the companies in which its Fund invests. A General Partner generally does not have the ability to independently verify such financial information, and generally is dependent upon the integrity of both the management of these companies and the financial reporting process in general. Material losses can occur as a result of corporate mismanagement, fraud and accounting irregularities. Projected operating results of a company in which a Fund invests normally are based primarily on financial projections prepared by each company's management. In all cases, projections are only estimates of future results that are based upon information received from the company and assumptions made at the time the projections are developed. There can be no assurance that the results set forth in the projections will be attained, and actual results may be significantly different from the projections. Also, general economic factors, which are not predictable, can have a material effect on the reliability of projections.

Dilution. Limited Partners admitted to a Fund at subsequent closings participate in then-existing investments of such Fund, thereby diluting the interest of existing Limited Partners in such investments. Although any such new Limited Partner is required to contribute its pro rata share of previously made capital contributions, there can be no assurance that this contribution reflected the fair value of a Fund's existing investments at the time of such contributions.

Need for Follow On Investments. Following its initial investment in the securities of a company, a Fund may decide to make additional investments in such securities or otherwise increase its exposure to the securities of such company. There is no assurance that a Fund will make follow on investments or that a Fund will have sufficient funds to make all or any of such investments. Any decision by a Fund not to make follow on investments or its inability to make such investments may have a substantial negative effect on a company in need of such an investment. Additionally, such failure to make such investments may result in a lost opportunity for a Fund to increase its participation in a successful company or the dilution of a Fund's ownership in a company if a third party invests in such company.

Recourse to the Fund's Assets. A Fund's assets, including any investments and any funds held by a Fund, are available to satisfy all liabilities and other obligations of such Fund. If a Fund

becomes subject to a liability, parties seeking to have the liability satisfied may have recourse to such Fund's assets generally and not be limited to the particular investment giving rise to the liability.

Withholding and Other Taxes. Each General Partner intends to structure its Fund's investments in a manner that is intended to achieve such Fund's investment objectives. There can be no assurance, however, that the structure of any investment will be tax efficient for any particular investor or that any particular tax result will be achieved. Also, tax reporting requirements may be imposed on investors under the laws of the jurisdictions in which investors are liable to taxation or in which a Fund makes portfolio investments. Prospective investors should consult their own professional advisors with respect to the tax consequences to them of an investment in a Fund under the laws of the jurisdiction in which they are liable to taxation. Furthermore, a Fund's returns in respect of its investments may be reduced by withholding or other taxes imposed by jurisdictions in which a Fund's companies are organized. In addition, certain of a Fund's portfolio investments may be issued with "original issue discount" or may result in the receipt of ordinary dividend income without a corresponding receipt of cash or property. Consequently, an investor's share of taxable income of a Fund for a particular period (and possibly the income tax payable with respect to that income) may exceed the cash or other property distributed by the Fund to such investor in respect of that period.

New U.S. Federal Withholding Tax on Certain Payments to Non-U.S. Entities. Legislation enacted in 2010, generally imposes, beginning January 1, 2013, a new withholding tax of 30% that will apply to distributions from a Fund to non-U.S. entities in respect of most payments attributable to investments in the United States, including distributions attributable to dividends, interest, and gross proceeds of a disposition of stock (including a liquidating distribution from a corporation), unless the foreign entity complies with certain conditions or an exception applies.

Inside Information. From time to time a General Partner or its affiliates may be in possession of material, nonpublic information concerning the issuer of securities in which a Fund has invested, or in which it intends to invest. The possession of such information may limit the ability of a Fund to buy or sell such securities even if such information was obtained in the context of the investment activities of other Private Investment Funds. Accordingly, a Fund may be required to refrain from buying or selling such securities or other instruments at times when a General Partner might otherwise wish such Fund to buy or sell such securities or other instruments.

Absence of Statutory Regulation. A Fund is not registered under the Investment Company Act. Absent regulation, the protections offered by the Investment Company Act will not be available to the Partners or a Fund.

Enhanced Scrutiny and Certain Effects of Potential Regulatory Changes. There has recently been significant discussion regarding enhanced governmental scrutiny and increased regulation of the private funds industry. There can be no assurance that any such scrutiny or regulation will not have an adverse impact on a Fund's activities, including the ability of such Fund to execute its investment strategy or achieve its investment objectives. The combination of recent scrutiny of private funds firms (along with other alternative asset managers) and their

investments by various politicians, regulators and market commentators, and the public perception that certain alternative asset managers, including private funds firms, contributed to the recent downturn in the U.S. and global financial markets, may complicate or prevent a Fund's efforts to consummate investments, both in general and relative to competing bidders outside of the alternative asset space. As a result, a Fund may invest in fewer transactions or incur greater expenses or delays in completing investments than it otherwise would have.

Additionally, Congress has recently considered proposed legislation that would treat certain income allocations to service providers by partnerships such as a Fund (including any carried interest) as ordinary income for U.S. federal income tax purposes that under current law is treated as an allocation of a Fund's income, which may be taxed at lower rates than ordinary income. Enactment of any such legislation, whether during or after the initial closing of a Fund, could adversely affect the Principals, employees or other individuals associated with a Fund or a General Partner who were or may in the future be granted direct or indirect interests in a General Partner entitling such persons to benefit from an carried interest. This may reduce such persons' after-tax returns from a Fund and a General Partner, which could make it more difficult for such General Partner and its affiliates to incentivize, attract and retain individuals to perform services for such Fund.

Uncertain Economic and Political Environment. The current global economic and political climate is one of uncertainty. Prior acts of terrorism in the United States, the threat of additional terrorist strikes and the fear of a prolonged global conflict have exacerbated volatility in the financial markets and can cause consumer, corporate and financial confidence to weaken, increasing the risk of a "self reinforcing" economic downturn. The availability of credit for consumers, homeowners and businesses, including credit used to acquire businesses, continues to be restricted. This may have an adverse effect on the economy generally and on the ability of a Fund and its companies to execute their respective strategies and to receive an attractive multiple of earnings on the disposition of their businesses. A climate of uncertainty may reduce the availability of potential investment opportunities, and increases the difficulty of modeling market conditions, potentially reducing the accuracy of financial projections. Furthermore, such uncertainty may have an adverse effect upon companies in which a Fund makes investments.

Market Conditions. Any material change in the economic environment, including a slow-down in economic growth and/or changes in interest rates or foreign exchange rates could have a negative impact on the performance and/or valuation of the companies. A Fund's performance can be affected by deterioration in public markets and by market events, such as the onset of the credit crisis in the summer of 2007, which can impact the public market comparable earnings multiples used to value privately held companies. Movements in foreign exchange rates may adversely affect the value of investments in companies and a Fund's performance.

Following the onset of the credit crisis, the rate of future investment by funds slowed and may continue to do so as the pricing of new transactions adjusts to reflect the current economic uncertainty and the lack of credit in the markets. The value of publicly traded securities may be volatile and difficult to sell as a block, even following a realization through listing. The impact of the credit crisis may also affect a Fund's ability to raise funding to support its investment objective and also the level of profitability achieved on realizations of investments.

Continued Deterioration of Credit Markets May Affect Ability to Finance and Consummate Investments. The deterioration of the global credit markets in recent years made it more difficult for investment funds such as a Fund to obtain favorable financing for investments. Continuation of such conditions, which had consisted of, in part, a widening of credit spreads, coupled with the deterioration of the sub-prime and global debt markets and a rise in interest rates, has reduced investor demand for high yield debt, which in turn has led some investment banks and other lenders to be unwilling to finance new investments or to only offer committed financing for these investments on unattractive terms. A Fund's ability to generate attractive investment returns may be adversely affected to the extent such Fund is unable to obtain favorable financing terms for its investments. Moreover, to the extent that such marketplace events continue, they may have an adverse impact on the availability of credit to businesses generally and could lead to an overall weakening of the U.S. and global economies. Such marketplace events also may restrict the ability of a Fund to realize its investments at favorable times or for favorable prices.

General Partner's Interest. The capital contribution of a General Partner represents only a small portion of a Fund's capital. Distributions of income and gains to Limited Partners may be proportionally less than those corresponding to their aggregate capital commitments, and the income and gains to a General Partner may be proportionally greater than those corresponding to its capital commitment. The fact that a General Partner's carried interest is based on a percentage of net profits may create an incentive for such General Partner to cause its Fund to make riskier or more speculative investments than otherwise would be the case.

Indemnification. A General Partner and certain related persons are entitled to indemnification from the Fund, except under certain limited circumstances. Any money paid to a General Partner or certain related persons will reduce amounts that would otherwise be payable to the Limited Partners.

Transfer by General Partner. To the extent a General Partner, its partners and/or their respective affiliates commit to make an investment in a Fund, a participation in or a portion of such investment may thereafter be transferred to others, subject to certain limitations thereon in the Partnership Agreement.

Limited Transferability of Fund Interests. There is no public market for Fund interests, and none is expected to develop. There are substantial restrictions upon the transferability of Fund interests under the Partnership Agreement and applicable securities laws. In general, withdrawals of Fund interests are not permitted. In addition, Fund interests are not redeemable.

Significant Adverse Consequences for Default. The Partnership Agreement provides for significant adverse consequences in the event a Limited Partner defaults on its Commitment or any other payment obligation. In addition to losing its right to potential distributions from a Fund, a defaulting Limited Partner may be forced to transfer its interest in a Fund for an amount that is less than the fair market value of such interest and that may be paid over a period of up to ten years, without interest.

Conflicts of Interest

The Principals may manage several Private Investment Funds and investments similar to those in which a Private Investment Fund will be investing, and may direct certain relevant investment opportunities to certain Private Investment Funds and investments, subject to any applicable limitations in the Fund Documents. Conflicts may arise in the allocation of such persons' time among the Private Investment Funds and other such investments. The Advisers have discretion over how or when to allocate certain investments among the Private Investment Funds, subject to certain limitations set forth in the applicable Partnership Agreements. The Advisers may have conflicts of interest in the decisions regarding the allocation of investments. The Advisers may invest a portion of a Fund's assets in securities of companies in which one or more other Private Investment Funds has or will have an existing investment. These and other situations will involve potential conflicts of interest. Although each Private Investment Fund generally establishes procedures to address such conflicts, there can be no assurance that such conflicts will be resolved in a manner that is most favorable to the Private Investment Fund and its Limited Partners. Conflicts may also arise in the allocation of certain Principals' time among the Private Investment Funds. Additionally, the Fund Documents may restrict, limit or prohibit, in whole or subject to certain procedural requirements, investments of a Private Investment Fund in issuers held by other Private Investment Funds, or may give priority with respect to investments to one or more Private Investment Funds. Some of these restrictions could be waived by investors (or their representatives) in such Private Investment Funds. However, the applicable Advisers may or may not, in their sole discretion, seek any such waiver and, in any event, there can be no assurance that any waiver sought would be obtained.

Since the Advisers provide investment advice to various Private Investment Funds, including funds that routinely invest in various levels of the same portfolio company's equity and debt securities, there are likely to be conflicts of interest that must be resolved by the Advisers. Where multiple Private Investment Funds invest in different parts of the capital structure of a portfolio company, their respective interests may be conflicting, including in cases where a portfolio company becomes financially distressed. For example, it is possible that both a Fund and a ABRY I Adviser senior equity fund are simultaneously invested in the same portfolio company that becomes financially distressed. In such a case, ABRY has adopted conflicts policies and procedures that generally provide that determinations are to be made in good faith in the collective best interests of such Funds, and shall promptly notify the Advisory Boards of the applicable Private Investment Funds. The Advisory Boards may then, in their sole discretion and regardless of the recommendation of the Management Company, elect to cause the applicable General Partner to retain such separate legal counsel and/or financial advisors to represent the relevant Fund and advise the General Partner in such matters.

Further, where certain senior equity funds managed by the Advisers and ABRY I Advisers co-invest with one or more Funds in a portfolio company, pricing and terms of the relevant security must also be accepted by an independent third-party investor, unless the Applicable Advisory Board(s) otherwise approves. Such co-investments may also involve the allocation between the co-investing Private Investment Funds of expenses incurred and fees generated in the course of evaluating and making such investments. ABRY will determine all such matters using its best judgment on a basis it considers equitable.

In certain circumstances, a Fund, or a fund of ABRY I Advisers, may purchase securities from a portfolio company of an existing Fund or fund of ABRY I Advisers. In such circumstances, to avoid any potential conflicts of interest, the Advisers will generally seek the approval of the Applicable Advisory Board(s) prior to consummating the transaction.

The ABRY I Advisers senior debt funds (each, a “Senior Debt Fund”), in some cases, may determine to make senior debt investments in portfolio companies owned by the Funds. This practice may lead to conflicts of interest. For example, a Fund may hold an interest in a portfolio company in which a Senior Debt Fund holds debt securities or of which it is otherwise a creditor. In a bankruptcy proceeding, the Fund’s interest may be subordinated or otherwise adversely affected by virtue of such Senior Debt Fund’s involvement and actions relating to its debt investment. This may result in a loss or substantial dilution of the Fund’s investment, while the Senior Debt Fund recovers all or a portion of its debt investment.

ABRY and its Principals and employees may also carry on investment activities for their own accounts and for family members and friends who do not invest in the Private Investment Funds, and may give advice and recommend securities to other accounts or investment funds which may differ from advice given to, or securities recommended or bought for, the Private Investment Fund, even though their investment objectives may be the same or similar.

The Advisers believe that the significant investment of the Principals in each Fund (or a Fund of ABRY I Advisers), as well as the Principals’ interests in the carried interest, operate to align, to some extent, the interests of the Principals with the interest of each Fund’s Limited Partners, although the Principals have economic interests in such other Private Investment Funds and investments as well and may receive management fees and carried interests relating to these interests. In addition, because each General Partner’s carried interest is based on a percentage of net realized profits, it may create an incentive for the General Partners to cause the Funds to make riskier or more speculative investments than would otherwise be the case.

In addition, Limited Partners may have conflicting investment, tax, and other interests with respect to their investments in a Fund, including conflicts relating to the structuring of investment acquisitions and dispositions. Conflicts may arise in connection with decisions made by the applicable General Partner regarding an investment that may be more beneficial to one Limited Partner than another, especially with respect to tax matters. In structuring, acquiring and disposing of investments, a General Partner generally will consider the investment and tax objectives of the Fund and its Partners as a whole, not the investment, tax, or other objectives of any Limited Partner individually.

DISCIPLINARY INFORMATION

The Management Company and its management persons have not been subject to any material legal or disciplinary events required to be discussed in this Brochure.

OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

The Management Company is affiliated with ABRY VII Capital Partners, L.P. and ABRY Partners VII Co-Investment GP, LLC, which are registered with the SEC under the Advisers Act pursuant to the Management Company’s registration.

The Management Company is also affiliated with the following ABRY I Advisers registered with the SEC under the Advisers Act pursuant to the Management Company's registration in accordance with SEC guidance: ABRY Partners, LLC, ABRY Capital, L.P., ABRY Equity Investors, L.P., ABRY Capital Partners, L.P., ABRY V Capital Partners, L.P., ABRY VI Capital Partners, L.P., ABRY Mezzanine Investors, L.P., ABRY Senior Equity Investors II, L.P., ABRY Senior Equity Investors III, L.P., ABRY ASF Investors, L.P., ABRY ASF Investors II, L.P., ABRY Investment GP, LLC, ABRY Senior Equity Co-Investment GP, LLC and ABRY Senior Equity Co-Investment GP III, LLC. The Management Company has an arrangement with ABRY Partners, LLC whereby the Management Company provides employees and back offices services to ABRY Partners, LLC and its affiliated general partners. The Management Company also shares office space with ABRY Partners, LLC. ABRY Partners, LLC reimburses the Management Company for the services it provides. Additional information about ABRY Partners, LLC may be found in its Form ADV.

CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING

The Advisers have adopted a Code of Ethics and Securities Trading Policy and Procedures (the "Code"), which sets forth standards of conduct that are expected of Principals, investment professionals and other employees and addresses conflicts that arise from personal trading. The Code requires ABRY personnel to:

- report their personal securities transactions;
- pre-clear any proposed purchase of any initial public offering or limited offering; and
- comply with the policies and procedures reasonably designed to prevent the misuse of, or trading upon, material non-public information.

A copy of the Code will be provided to any investor or prospective investor upon request to ABRY's Chief Compliance Officer at (617) 859-2959. The Code requires personal securities transactions to be conducted in a manner that prioritizes the Funds' (and any other client's) interests.

The Advisers and their affiliated persons may come into possession, from time to time, of material nonpublic or other confidential information about public companies which, if disclosed, might affect an investor's decision to buy, sell or hold a security. Under applicable law, the Advisers and their affiliated persons would be prohibited from improperly disclosing or using such information for their personal benefit or for the benefit of any person, regardless of whether such person is a client of the Advisers.

Accordingly, if the Advisers or any of their affiliated persons come into possession of material nonpublic or other confidential information with respect to any public company, the Advisers would be prohibited from communicating such information to the Funds (or any other clients), and the Advisers will have no responsibility or liability for failing to disclose such information to the Funds (or any other clients) as a result of following the Advisers' policies and

procedures designed to comply with applicable law. Similar restrictions may be applicable as a result of the Advisers' personnel serving as directors of public companies and may restrict trading on behalf of clients, including the Funds.

Principals and employees of the Management Company and its affiliates may directly or indirectly own an interest in Private Investment Funds, including through a Co-Investment Fund. To the extent that Co-Investment Funds exist, such vehicles may invest in one or more of the same portfolio companies as the Funds, subject to any limitations set forth in the applicable Partnership Agreements. Each General Partner, directly or indirectly through affiliates, typically commits approximately 1-3% of aggregate commitments to each Fund.

The Advisers and their affiliates, Principals and employees may carry on investment activities for their own account and for family members, friends or others who do not invest in the Private Investment Funds, and may give advice and recommend securities to vehicles which may differ from advice given to, or securities recommended or bought for, the Private Investment Funds, even though their investment objectives may be the same or similar.

BROKERAGE PRACTICES

The Advisers focus on securities transactions of private companies and generally purchase and sell such companies through privately-negotiated transactions in which the services of a broker-dealer may be retained. However, the Advisers may also distribute securities to investors in the Funds or sell such securities, including through using a broker-dealer, if a public trading market exists. Although the Advisers do not intend to regularly engage in public securities transactions, to the extent they do so, they would expect to follow the brokerage practices described below.

If an Adviser sells publicly traded securities for a Fund, it is responsible for directing orders to broker-dealers to effect securities transactions for accounts managed by the Adviser. In such event, the Adviser will seek to select brokers on the basis of best price and execution capability. In selecting a broker to execute client transactions, the Adviser may consider a variety of factors, including: (i) execution capabilities with respect to the relevant type of order; (ii) commissions charged; (iii) the reputation of the firm being considered; and (iv) responsiveness to requests for trade data and other financial information.

The Advisers have no duty or obligation to seek in advance competitive bidding for the most favorable commission rate applicable to any particular client transaction or to select any broker on the basis of its purported or "posted" commission rate, but will endeavor to be aware of eligible brokers' transaction fees and to reduce the expenses incurred for effecting client transactions to the extent consistent with the interests of such clients. Although the Advisers generally seek competitive commission rates, the Advisers may not necessarily pay the lowest commission or commission equivalent. Transactions may involve specialized services on the part of the broker involved and thereby entail higher commissions or their equivalents than would be the case with other transactions requiring more routine services.

Consistent with the Advisers seeking to obtain best execution, brokerage commissions on client transactions may be directed to brokers in recognition of research furnished by them,

although the Management Company generally does not make use of such services at the current time and has not made use of such services since its inception. As a general matter, any such research may be shared between the Advisers and their affiliates and may be used to service one or more of the Private Investment Funds regardless of which Private Investment Fund paid the brokerage commission being applied toward payment for such research services. There is no agreement or formula for the allocation of brokerage business on the basis of research services.

The Advisers do not anticipate engaging in significant public securities transactions; however, to the extent that the Advisers engage in any such transactions, orders for purchase or sale of securities placed first will be executed first, and within a reasonable amount of time of order receipt. To the extent that orders for Private Investment Funds are completed independently, the Advisers may also purchase or sell the same securities or instruments for several Private Investment Funds simultaneously. From time to time, the Advisers may, but are not obligated to, purchase or sell securities for several Private Investment Funds at approximately the same time. Such orders may be combined or “batched” to facilitate obtaining best execution and/or to reduce brokerage commissions or other costs. Batched transactions are executed in a manner intended to ensure that no participating Private Investment Fund is favored over any other Private Investment Fund.

REVIEW OF ACCOUNTS

The investments made by the Private Investment Funds are generally private, illiquid and long-term in nature. Accordingly, the review process is not directed toward a short-term decision to dispose of securities. However, the Advisers closely monitor companies in which the Private Investment Funds invest. The Principals bear and each Fund’s Investment Committee bears the primary responsibility for confirming that each Adviser manages a private fund in accordance with the private fund’s investment objectives and guidelines. ABRY’s Chief Compliance Officer periodically will check to confirm that each private fund is being managed in accordance with its stated objectives.

Each Fund generally provides to its Limited Partners: (i) annual GAAP audited and quarterly unaudited financial statements and (ii) annual tax information for each Limited Partner’s tax return.

CLIENT REFERRALS AND OTHER COMPENSATION

The Advisers and their affiliates may enter into placement agreements or solicitation arrangements pursuant to which the Advisers compensate third parties for referrals that result in a potential investor becoming a limited partner in a Private Investment Fund. When the Advisers enter into such agreements or arrangements, they generally expect that any fees and expenses payable to any such placement agents would generally be borne by the Advisers directly or indirectly through an offset against the applicable Private Investment Fund’s Management Fee.

The Management Company and/or its affiliates may provide certain business or consulting services to a Fund’s portfolio companies and may receive compensation from these companies in connection with such services. As described in the applicable Partnership

Agreement, this compensation may, in many cases, offset a portion of the Management Fees paid by such Fund.

CUSTODY

The Advisers maintain custody of each Fund's assets held in each Fund's name with Citi Private Bank (Citibank, N.A.), a qualified custodian.

INVESTMENT DISCRETION

Pursuant to the terms of the applicable Partnership Agreement, Management Agreement and powers of attorney executed by the Limited Partners of the Fund, the Management Company has discretion to manage investments on behalf of the Funds, subject to the oversight of the relevant General Partner. As a general policy, the Advisers do not allow clients to place limitations on this discretionary authority. Pursuant to the terms of the Partnership Agreements, however, the General Partners may enter into "side letter" arrangements with certain Limited Partners whereby the terms applicable to such Limited Partner's Fund investment may be altered or varied, including, in some cases, the right to opt-out of certain investments for legal, tax, regulatory or other similar reasons.

VOTING CLIENT SECURITIES

The Advisers have adopted the ABRY Proxy Voting Policies and Procedures (the "Proxy Policy") to address how they will vote proxies, as applicable, for each Fund's (and any Private Investment Fund's) portfolio investments. The Proxy Policy seeks to ensure that the Advisers vote proxies (or similar instruments) in the best interest of the Funds, including where there may be material conflicts of interest in voting proxies. The Advisers generally believe their interests are aligned with those of the Funds' investors through the Principals' beneficial ownership interests in the Funds and therefore will not seek investor approval or direction when voting proxies. In the event that there is or may be a conflict of interest in voting proxies, the Proxy Policy provides that the Advisers may address the conflict using several alternatives, including by seeking the approval or concurrence of the Fund's advisory board on the proposed proxy vote or through other alternatives set forth in the Proxy Policy. The Advisers do not consider service on portfolio company boards by ABRY personnel or the Advisers' receipt of management or other fees from portfolio companies to create a material conflict of interest in voting proxies with respect to such companies. In addition, the Proxy Policy sets forth certain specific proxy voting guidelines followed by the Advisers when voting proxies on behalf of the Funds. Current and prospective investors who would like a copy of the Advisers' complete Proxy Policy or information regarding how the Advisers voted proxies for particular portfolio companies should contact ABRY's Chief Compliance Officer at (617) 859-2959, and such information will be provided at no charge.

FINANCIAL INFORMATION

The Advisers does not require prepayment of management fees more than six months in advance or have any other events requiring disclosure under this item of the Brochure.