

Item 1- Cover Page

ACON INVESTMENTS MANAGEMENT, L.L.C.

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This brochure provides information about the qualifications and business practices of ACON Investments Management, L.L.C. If you have any questions about the contents of this brochure, please contact us at 202-454-1100. 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 securities authority.

Additional information about ACON Investments Management, L.L.C. also is available on the SEC’s website at www.adviserinfo.sec.gov.

Item 2- Material Changes

This section discusses only material changes to this brochure since the initial version of this brochure, which was dated February 24, 2012.

Item 3- Table of Contents

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Item 4- Advisory Business

- A. ACON Investments Management, L.L.C. (“AIM” or the “Adviser”) was formed in 2008 as a Delaware limited liability company to provide investment supervisory services to pooled investment vehicles that are exempt from registration under the Investment Company Act of 1940, as amended (the “Investment Company Act”) and whose securities are not registered under the Securities Act of 1933, as amended.

The advisory clients of AIM include ACON ABP II Capital, L.L.C. (“ABP II Capital”) and ACON AEP III Capital, L.L.C. (“AEP III Capital”) (each a “Fund” and, collectively, the “Funds”).

The owners of AIM are Bernard Aronson, Kenneth Brotman, and Jonathan Ginns.

- B. As an investment adviser, AIM provides investment-related services to the Funds, including: identifying and recommending investment opportunities; analyzing and investigating potential investment opportunities; structuring investments; identifying sources of financing for proposed investments; monitoring, managing and evaluating investments; analyzing and investigating positional dispositions of investments; supervising the negotiation, preparation and review of agreements and other documents in connection with investments, dispositions and financings; and providing all administrative, clerical and financial support services related to the management of the Funds.
- C. The Funds have a set of specific guidelines which are set forth in the governing documents of each Fund and its offering documents. These guidelines may provide for limits on the size, concentration, geography, type of security and/or terms of the applicable Fund. Each Fund is advised by the Adviser and managed in accordance with its investment guidelines and an investment in a Fund does not, in and of itself, create an advisory relationship between any investor in that Fund and the Adviser.
- D. The Adviser does not participate in wrap fee programs.
- E. As of December 31, 2012, AIM manages approximately \$23 million of client assets, all of which is managed on a discretionary basis.

Item 5- Fees and Compensation

- A. As compensation for its services, AIM generally receives from each Fund an annual management fee (the “Management Fee”) payable semi-annually in advance (subject to potential reductions due to waivers and offsets under certain circumstances). Each Fund’s organizational documents permit the Management Fee to be waived and for the Adviser to receive a credit against capital contributions otherwise owed. Principals or other employees of the managing member of the Funds, or other of the Adviser’s supervised persons, may receive a portion of the performance fees or carried interest received by the managing member of the Funds or their affiliates.

In addition to the Management Fee, in connection with the affairs of the Funds, AIM may receive (i) monitoring fees, organizational fees, set-up fees, financial advisory fees, transaction fees or other similar fees; (ii) cash and non-cash directors' fees; (iii) certain management and other fees with respect to co-investment capital; and (iv) termination, break-up or other similar fees. Each Fund's Management Fee may be reduced by a portion of such other fees. The Management Fee may be further reduced, waived or rebated at the sole discretion of AIM.

Fees are non-negotiable, however, the managing member of each Fund may exempt certain persons from payment of the Management Fee or otherwise reduce the Management Fee payable by certain investors, including owners of the managing member or their affiliates, persons with family or other relationships with the managing member or its affiliates, service providers for the managing member or its affiliates, or other unaffiliated parties. In addition, members of the managing member effectively do not pay the Management Fee on their indirect interests in the Funds.

- B. The managing member of each Fund causes the Management Fee to be paid to AIM by (i) requiring investors to make capital contributions, (ii) withholding from investment proceeds that would otherwise be distributable to investors or (iii) causing the Funds to borrow money. The Management Fee is due semi-annually in advance.
- C. Each Fund bears and is charged with costs and expenses of its organization, activities, operations and meetings, including without limitation: (i) costs and expenses directly related to the discovery, investigation, development, making, management, monitoring and disposition of investments; (ii) fees and expenses of administrators, custodians, economists, consultants, outside counsel and accountants; (iii) the costs of insurance; (iv) any taxes, fees or other governmental charges levied against the Fund; (v) costs and expenses of the Fund's advisory committee and any firm retained to determine the fair market value of unrealized portfolio investments; (vi) interest on and fees and expenses arising out of all borrowings, including the arrangement thereof; (vii) fees and expenses incurred in connection with any audit investigation, governmental inquiry or public relations undertaking; and (viii) costs and expenses of any litigation relating to the activities or operations of the Fund, the amount of any judgments or settlements paid in connection therewith and any other indemnification or other expenses or liabilities related to the affairs of the Fund.

Each Fund pays the costs incurred in connection with the organization of the Fund (including fees and expenses of counsel, the Fund and its managing member, travel, accommodations and related expenses of personnel of the managing member and other direct costs) up to a certain amount, as specified in the Fund's operating agreement.

- D. The Management Fee is generally due semi-annually in advance. In the event AIM does not provide services for the full semi-annual period, the Management Fee is typically required to be returned to the investors in the Fund. In general, the amount of fees returned is calculated based on the number of days remaining in the applicable period.

- E. Neither AIM nor any of its supervised persons accepts compensation for the sale of securities or other investment products, including asset-based sales charges or service fees from the sale of mutual funds.

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

N/A

Item 7- Types of Clients

AIM provides investment advice to the Funds. Investment advice is provided directly to the Funds, subject to the direction and control of the managing member of the Fund, and not individually to the investors of such Funds.

The Funds are pooled investment vehicles formed under domestic laws and operated as exempt investment pools under the Investment Company Act. The investors participating in private investment funds may include high net worth individuals, banks or thrift institutions, other investment entities, pension and profit-sharing plans, trusts, estates or charitable organizations or other corporations or business entities and may include, directly or indirectly, principals or other employees of AIM and its affiliates.

Minimum investment commitments may be established for investors in the Fund. Each Fund's managing member, in its sole discretion, may permit investments that are less than the required minimum investment commitment set forth in the applicable fund documents of such Fund.

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

- A. The investment strategy of AIM and the managing member is to seek to increase the value of, and to find desirable exit opportunities for, the investments made on behalf of each Fund. This strategy may involve the use of information generated by individuals or entities not affiliated with AIM or its affiliates. Sources of such information include, but are not limited to, research provided by institutions and the brokerage community, internally and externally generated analysis of potential opportunities, specialized consultants, industry experts, and industry and trade publications, as well as direct contact with management of potential portfolio companies and related due diligence.

AIM generally follows an investment process which seeks to: (i) generate a continuous flow of quality, proprietary deal leads; (ii) subject potential transactions to a multi-stage screening process with certain hurdles at each stage; (iii) institute the appropriate controls and monitoring mechanisms to facilitate the ability of the AIM's professionals to add value to portfolio companies; and (iv) maximize the value of investments upon exit.

An investment in any Fund involves a high degree of risk and, therefore, should be undertaken only by investors who have the financial sophistication and expertise to evaluate the merits and risks of an investment in the Fund and for which the Fund does not represent a complete investment program. There can be no assurances any Fund will

meet its investment objectives or otherwise be able to carry out its investment program successfully or that an investor will receive a return of its capital contributed to any Fund. In addition, there can be no assurance that any Fund will be able to generate returns for investors or that returns will be commensurate with the risks of the Fund's investments. An investment in any Fund should only be made by persons that can afford a loss of their entire investment.

- B. Each Fund has a single investment in a private equity fund sponsored by an affiliate of the Adviser which has generally been invested under the same terms and conditions as other third party investors in that private equity fund. Certain of the risks related to this investment strategy are summarized below. However, prospective investors should carefully consider all of the risks related to investing in the Fund that are set forth in the offering documents for the particular Fund, including those discussed in Item 8.C. below.
- C. There are significant risks and potential conflicts of interest in investing in private securities issued by middle market companies. Certain of these risks and potential conflicts of interest are summarized below. However, prospective investors should carefully consider all of the risks related to investing in any Fund that are set forth in the private placement memorandum or other offering document for that particular Fund.

Investment Strategy Risks

Limited diversification. An investment in the Funds will not be a diversified investment. The Funds were established to invest in a single issuer and specific security. Such a concentration will magnify the effect of the risks associated with such an investment as compared to a more diversified portfolio. Similarly, a change in the underlying value of the Funds' asset will affect the value of the fund more than it would if the fund held a more diversified portfolio.

Issuer selection and issuer-specific risks. In implementing its investment strategy, the Adviser will focus on identifying investments in the securities of companies that have significant issuer-specific risks as a result of business, financial, market or legal uncertainties, including companies that require operational improvements or restructuring. Changes to the financial condition or outlook of these issuers may cause the value of these investments to be volatile.

Long-term nature of interests and the Fund's investments. While the Funds' investment may generate some current income, the return of capital and the realization of gains, if any, from the investment will occur only upon the partial or complete disposition of the investment. Investments typically will not be liquidated for a number of years after the initial investment, and it is unlikely that the Funds will realize substantial capital gains during its early years. The Funds investments may unexpectedly not be able to be realized in an orderly fashion until after the date on which the Funds are scheduled to terminate. Although it is the expectation of the AIM that the investments will be disposed of prior to the end of the Funds' term, the Funds may have to sell or otherwise

dispose the investment on disadvantageous terms as a result of the Funds' termination, or distribute the investment in kind.

Leverage. To the extent that the company has leveraged capital structure, the investment will be subject to increased exposure to adverse factors such as a significant rise in interest rates, a severe downturn in the economy or deterioration in the condition of the company or its industry. To the extent that a company is unable to generate sufficient cash flow to meet obligations under its indebtedness, the value of the Funds' investment could be significantly reduced or even eliminated.

Controlling interests. Although it is the intention of AIM to structure the investment to avoid liability for the Funds, because of its equity ownership, representation on the board of directors and/or contractual rights, the Funds may often be considered to control, participate in the management of or influence the conduct of portfolio companies. This could expose the assets of the Funds to claims by a portfolio company, its other security holders, its creditors or governmental agencies, which may exceed the value of the Funds' initial investment in that portfolio company.

Investment in joint-ventures and other entities. The Funds may co-invest with third parties through partnerships and/or make investments through joint ventures or other entities. Such investments may involve risks not present in direct investments, including, for example, the outcomes of collaborative decision-making varying (adversely) from those which the general partner would have reached itself, and the possibility that a co-venturer or partner might become bankrupt, or might have interests, objectives, rights or remedies that are different from or may conflict with those of the Funds. Furthermore, if such co-venturer or partner defaults on its funding obligations, it may be difficult for the Funds to make up the shortfall. The Funds may be required to make additional contributions to replace such shortfall, reducing the diversification of the Funds' investments. The Funds may also be liable for the conduct of its co-venturers or partners. In addition, in negotiating an investment through joint ventures or other similar arrangements, the Funds may have to agree to less favorable terms (e.g., bearing a disproportionate share of expenses) than might be present in direct investments.

Transactions with Portfolio Companies and Conflicts of Interest. Affiliates of AIM may receive, from prospective portfolio companies, actual portfolio companies or their respective affiliates, monitoring fees, organization fees, set-up fees, financial advisory fees, transaction fees and other similar fees. Certain of these fees may not be established on an arm's-length basis and may adversely impact the performance of the relevant portfolio companies. Moreover, because the investor will receive a benefit from such fees only to the extent set forth in the operating agreement, such fees may create an incentive for the Fund's general partner and its affiliates to approve and cause the Fund to make more speculative investments than it would otherwise make in the absence of such compensation.

Conflicts of interest will also arise in situations where the Funds (i) makes an equity or other subordinated investment in a portfolio company that has issued or is issuing a senior mezzanine or debt security to an portfolio company of an affiliated fund (a “Legacy Investment”) or (ii) purchases securities, the proceeds of which are used to repay a loan to the portfolio company from a Legacy Investment. Conflicts will also arise in connection with any purchase or sale of a portfolio company, or assets or businesses held by a portfolio company, from or to a Legacy Investment, including with respect to the amount of consideration paid by or to, and the obligations and rights of, such Legacy Investment. If a portfolio company in which the Funds and a Legacy Investment hold different classes of securities encounters financial problems, decisions over the terms of any workout will raise conflicts of interest (including conflicts over proposed waivers and amendments to debt covenants).

Conflicts with portfolio companies. Officers and employees of the general partner and its affiliates will serve as directors of certain portfolio companies and, in that capacity will be required to make decisions that consider the best interests of the portfolio company. In certain circumstances, for example in situations involving bankruptcy or near-insolvency of a portfolio company, actions that may be in the best interest of that portfolio company may not be in the best interests of the Funds, and vice versa. Accordingly, in these situations, there will be conflicts of interests between such individual’s duties as an officer or employee of the general partner or its affiliates and such individual’s duties as a director of a portfolio company.

Material non-public information. By reason of their responsibilities in connection with their other activities, certain of the Funds’ partners may acquire confidential or material non-public information or be otherwise restricted from initiating transactions in certain securities. The Funds will not be free to act upon any such information. Due to these restrictions, the Funds may not be able to initiate a transaction that it otherwise might have initiated and may not be able to sell an investment that it otherwise might have sold.

Item 9 - Disciplinary Information

AIM is required to disclose any legal or disciplinary events that are material to a client’s or prospective client’s evaluation of AIM or the integrity of its management. AIM does not have any disclosure applicable to this item to report.

Item 10- Other Financial Industry Activities and Affiliations

- A. Neither AIM nor any of its management persons are registered, or have an application pending to register, as a broker-dealer or a registered representative of a broker-dealer.
- B. Neither AIM nor any of its management persons are registered, or 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.

- C. Some of the Principals, officers, chief compliance officer, employees and/or consultants of AIM serve in similar capacities for the general partner (or similar managing body) of the Funds, ACON Funds Management, L.L.C. or other affiliates.

AIM, ACON Funds Management, L.L.C. (“AFM”), ACON LatAm Management, L.L.C. (“ACON LatAM”), ACON Equity Management, L.L.C. (“AEM”) and ACON Investments Management, L.L.C. (“AIM”) are affiliates and each is an investment adviser. AIM, AFM, ACON LatAm, AEM and AIM and other affiliates, including the general partner (or similar managing body) of each entity, share certain employees and officers, and ACON Investments, L.L.C., a service affiliate, provides certain administrative services under a services agreement to AIM, AFM, ACON LatAM, AEM and AIM, including the payment of payroll, benefits and overhead costs related to the shared employees and facilities.

ABP II Capital’s primary investment is in ACON-Bastion Partners II, L.P., a private equity fund managed by AFM. AEP III Capital’s primary investment is in ACON Equity Partners III, L.P., a private equity fund managed by AEM.

- D. AIM does not recommend or select other investment advisors for the Funds. However, it may, as described in Item 10.C., sub-contract certain services to its affiliates.

Item 11 - Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

- A. AIM and its affiliates have adopted a Code of Ethics (the “Code”) to ensure that AIM fulfills its fiduciary requirements to the Funds and to address and avoid potential conflicts of interest which exist when providing advisory services to the Funds. The Code requires that personnel of AIM comply with all applicable provisions of federal securities laws. The Code includes policies and procedures related to the disclosure and pre-clearance of certain trading activity. The policy also addresses confidentiality and insider trading and expressly prohibits personnel from disseminating material nonpublic information or using such information inappropriately for the benefit of any party. Personnel are required to provide written certification as to their compliance with the Code on an annual basis.

AIM will provide a copy of its Code of Ethics to any client or prospective client upon request by contacting the Chief Compliance Officer, Barry E. Johnson; 202-454-1100 x135.

- B. From time to time, consistent with the Funds’ investment objectives and subject to satisfaction of the policies and procedures set forth in the Code, the Funds’ governing documents and applicable law, AIM may recommend that the Funds acquire or sell securities in which an AIM related or affiliated person has a pre-existing direct or indirect interest, and an affiliate of AIM may cause the Funds to effect the recommended transaction. A potential conflict of interest could arise in that the interested AIM related person could benefit from such a purchase or sale of the applicable security by the Funds.

However, the Code is designed to identify and manage conflicts of interest to the extent they arise in connection with such transactions, and to ensure that AIM fulfills its role as a fiduciary to the Funds. In particular, the Code requires that AIM act in the best interests of the Funds, in good faith and in an ethical manner. Certain terms of the Funds' governing documents and the equity participation of AIM related persons in the Funds further mitigate such conflicts.

- C. From time to time, subject to satisfaction of the policies and procedures set forth in the Code, the Funds' governing documents and applicable laws, an AIM related person may acquire or sell securities that are recommended to the Funds or in which the Funds have a pre-existing direct or indirect interest. A potential conflict of interest could arise in that the interested AIM related person or affiliate could benefit from the Funds' ownership of, or subsequent sale of, the applicable security. However, the Code is designed to identify and manage conflicts of interest to the extent they arise in connection with the personal securities transactions and other investment activities of AIM related persons, and to ensure that the Firm fulfills its role as a fiduciary to the Fund. In particular, the Code requires that AIM related persons abide by policies in procedures in connection with their personal securities trading activities, and such activities are monitored under the Code to ensure compliance with such policies and procedures.
- D. From time to time, in appropriate circumstances and subject to satisfaction of the policies and procedures set forth in the Code and the Fund's governing documents, AIM personnel and other related persons or affiliates may co-invest in the Fund investments at the same time as and on a side-by-side basis with the Funds' investors and other investors. AIM does not believe that this common industry practice gives rise to a material conflict of interest, and that any potential conflicts of interest are addressed by the Code and the Fund's governing documents.

Item 12 - Brokerage Practices

- A. AIM primarily invests in private securities and does not regularly engage in high volume trading of public securities. Accordingly, AIM is generally not in a position to select a broker-dealer for the Fund's transactions.

AIM may distribute securities to investors in the Funds or sell such securities, including through using a broker-dealer if a public trading market exists. AIM may also sell securities in the Funds through privately negotiated transactions with or without the use of brokers or dealers. If AIM or the managing member of the Funds sell publicly traded securities for the Funds, they are responsible for directing orders to broker-dealers to effect securities transactions for managed accounts. AIM will select brokers on the basis of best price and execution capability. AIM has 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 the current level of the charges of

eligible brokers and to minimize the expenses incurred for effecting client transaction to the extent consistent with the interests and policies of the accounts. Although AIM generally seeks competitive commission rates, they will 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.

1. AIM does not have any soft dollar arrangements.
2. AIM does not engage placement agents.
3. In the private equity context, aggregation of the purchase or sale of securities for multiple client accounts is generally not relevant.

Item 13 - Review of Accounts

- A. The investments made by the 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, AIM's personnel monitor and review companies in which each Fund invests including, for example, by participating in board meetings and management calls, reviewing annual and interim financial statements and making on-site visits to such companies. The Funds' financial statements are maintained and monitored by the finance staff of an affiliate of AIM under the supervision of the Controller and Chief Financial Officer. In addition, each Funds' financial statements are audited on an annual basis by an independent third-party accounting firm.
- B. AIM's investment committee regularly supervises and monitors the investment activities of the Funds.
- C. Audited financial statements are provided to investors in the Funds, generally within 120 days of the end of each Funds' fiscal year. Unaudited financial statements and investor-specific account statements are generally provided to investors in the Funds within 45-60 days of the end of the Funds' fiscal quarter, along with information about the financial performance of the companies in which the Funds have invested.

Certain investors in the Funds may request information relating to each Fund and, to the extent such information is readily available or may be obtained without unreasonable effort or expense, AIM generally will provide such investors with the information requested. Investors that request and receive such information will consequently possess information regarding the business and affairs of the Fund that may not be known to other investors. As a result, certain investors may be able to take actions on the basis of such information which, in the absence of such information, other investors do not take.

Item 14 - Client Referrals and Other Compensation

- A. As described in Item 5, AIM and its related persons may receive, from prospective portfolio companies, actual portfolio companies or their respective affiliates, monitoring fees, organization fees, set-up fees, financial advisory fees, transaction fees and other similar fees, either in cash or securities, termination, break-up and topping fees, and cash and non-cash directors' fees, including any such fees payable in the form of warrants, options, derivatives and other rights in respect of securities owned by the Fund and otherwise.
- B. Neither AIM nor any of its related persons compensates any person who is not a supervised person for client referrals. However, from time to time, in the context of organizing the Fund, AIM may compensate one or more placement agents for referrals of Fund investors. A prospective investor solicited by a placement agent or other third party will be advised of any such arrangement, including the receipt of fees. As described in Item 5, placement fees are generally borne by the managing member.

Item 15 - Custody

In connection with the management of investments for certain investors, AIM may have, or may be deemed to have, custody of certain funds or securities of the Fund. Rule 206(4)-2 (the "Custody Rule") of the Advisers Act defines custody as holding client securities or assets or having any authority to obtain possession of them, including the authority to withdraw funds or securities from a client's accounts or ownership of or access to client funds or securities (such as through fee deductions). With the exception of certain assets, which are defined as "privately offered securities" under the Custody Rule, all the Fund's assets are held in custody by unaffiliated broker/dealers or banks acting in the capacity as "qualified custodians".

In accordance with the Custody Rule, AIM's Chief Financial Officer is responsible for ensuring that the Funds' securities, other than "privately offered securities," are held only with unaffiliated broker-dealers or banks acting as qualified custodians. AIM's Chief Financial Officer is also responsible for arranging for annual independent audits of the Funds by a major accounting firm within 120 days of the Fund's fiscal year end and for obtaining audited financial statements prepared in accordance with generally accepted accounting principles in the United States. AIM generally arranges for the delivery of such audited financial statements to investors within 120 days of the Fund's fiscal year end.

Item 16 - Investment Discretion

Typically, AIM provides investment advice to the Funds on a discretionary basis and the managing member accepts discretionary investment authority for the Funds pursuant to the Funds' operating agreement and other governing documents, as applicable, and subject to the investment guidelines set forth therein.

Item 17- Voting Client Securities

- A. AIM accepts authority to vote the securities held by the Funds. In accordance with SEC rules, AIM and its affiliates have adopted Proxy Voting Policies and Procedures (the "Proxy Policy") to address how they votes proxies for the Funds' portfolio investments. The Proxy Policy seeks to ensure that AIM votes proxies (or similar instruments) in the best interest of the Funds, including when there may be material conflicts of interest in voting proxies. AIM and their affiliates generally believe their interests are aligned with the Funds through AIM's ownership interest in the Funds. In the event, however, there is or may be a conflict of interest between an adviser and the Fund in voting proxies, the adviser may address the conflict using several alternatives, including by seeking the approval or concurrence of the Fund's Member Committee on the proposed proxy vote or through other alternatives set forth in the Policy. AIM does not consider its personnel's service on portfolio company boards or their 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 Policy sets forth certain specific proxy voting guidelines AIM and its affiliates follow when voting proxies on behalf of the Fund. Upon request, an investor may obtain a copy of AIM's Proxy Voting Policy as well as information about how AIM voted any proxies on the Fund's behalf by contacting the Chief Compliance Officer, Barry E. Johnson; 202-454-1100 x135.
- B. See Item 17.A. above.

Item 18 - Financial Information

- A. Fees are not collected six months or more in advance. Accordingly, AIM has no disclosures related to this item.
- B. AIM is not aware of any financial condition that is reasonably likely to impair its ability to meet contractual commitments to the Funds.
- C. AIM has never been the subject of a bankruptcy petition.