

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

BALMORAL MANAGEMENT II L. P.

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October 31, 2013

This Investment Adviser Brochure (“Brochure”) provides information about the qualifications and business practices of Balmoral Management II L. P. (“Balmoral Management”). If you have any questions about the contents of this Brochure, please contact us at (310) 473-3065. 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.

Balmoral Management 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 **Balmoral Management** is also available on the SEC’s website at www.adviserinfo.sec.gov.

MATERIAL CHANGES

This Brochure has been updated since the last filed version, dated February 19, 2013, to reflect a new private fund advised by Balmoral (as defined herein).

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ADVISORY BUSINESS

Balmoral Management, a Delaware limited partnership and a registered investment adviser, and its affiliated investment advisers provide investment advisory services to private investment funds. Balmoral Management commenced operations in 2005.

Balmoral Management's clients include the following (each, a "Fund," and together with any future private investment fund to which Balmoral Management or its affiliates provide investment advisory services, the "Private Investment Funds"):

- Balmoral Special Situations Fund II L. P. ("BSSF II")
- Balmoral Fund I L. P.
- Balmoral Investments II L. P.
- Balmoral Pallet Partners L.P.

The following are the investment advisers affiliated with Balmoral Management:

- Balmoral Advisors LLC
- Balmoral Capital Advisors LLC

(each and Balmoral Management, a "General Partner" and together with Balmoral Management and their affiliated entities "Balmoral").

Balmoral Funds LLC, the general Partner of Balmoral Management, holds all employees and incurs operating expenses such as rent.

Each General Partner is registered under the Investment Advisers Act pursuant to Balmoral Management's registration in accordance with SEC guidance. This Brochure also describes the business practices of each General Partner, which operate as a single advisory business together with Balmoral Management.

The Private Investment Funds are private equity funds and invest through negotiated transactions in operating entities. Balmoral's investment advisory services to the Private Investment Funds consist of identifying and evaluating investment opportunities, negotiating investments, managing and monitoring investments and achieving dispositions for such investments. Investments are made predominantly in non-public companies, although investments in public companies are permitted. From time to time, the senior principals or other personnel of Balmoral Management or its affiliates may serve on the portfolio companies' respective boards of directors or otherwise act to influence control over management of portfolio companies held by the Private Investment Funds.

Balmoral's advisory services for Private Investment Funds are detailed in the applicable private placement memoranda and limited partnership agreements (each a "Partnership Agreement") and are further described below under "Methods of Analysis, Investment Strategies and Risk of Loss."

As of August 31, 2013, Balmoral managed approximately \$156.6 million in client assets on a discretionary basis. Balmoral Funds LLC, a California limited liability company, acts as the general partner of Balmoral Management. Balmoral Management is owned by Jonathan Victor, Samuel Victor and Robin Nourmand.

FEES AND COMPENSATION

Each General Partner receives a management fee and a carried interest in connection with its advisory services. Each General Partner or other Balmoral entities or affiliates receive additional compensation in connection with management and other services performed for portfolio companies of the Private Investment Funds and such additional compensation may offset in whole or in part the management fees otherwise payable to the General Partner. Investors in the Private Investment Funds also bear certain fund expenses.

Management Fees

Each Fund pays its General Partner a management fee based upon committed capital during the investment period (generally, five years) and based upon invested capital thereafter. We negotiate the rate of management fee with the investors in each Fund, normally when the Fund is established. The General Partner is entitled to collect its management fee from the Funds at the beginning of each calendar quarter. In some cases, the management fee is subject to reduction or waiver in connection with the receipt by the General Partner or its affiliates of fees paid by actual or prospective portfolio companies.

As permitted under the BSSF II partnership agreement, Balmoral Management may waive or agree to reduce the management fee. Any such waived or reduced portion of the management fee reduces the amount of capital Balmoral Management would otherwise be required to contribute to BSSF II. The limited partners of BSSF II may be required to make a *pro rata* contribution according to their respective commitments to fund any contribution that would otherwise be required of Balmoral Management in connection with any such waiver or reduction. Waived or reduced management fees are not subject to the Management Fee offsets described above.

Management fees are payable in advance of the services rendered. If the advisory agreement or a Fund is terminated before the end of the applicable period, management fees will be charged on a pro rata basis through the date of termination and any fees paid in advance but not earned will be refunded.

Carried Interest

Each General Partner is entitled to a carried interest with respect to its respective Fund equal to a percentage of all realized profits, as defined in each Fund's Partnership Agreement, subject to a preferred return, with a related General Partner catch-up provision in certain instances. Any carried interest distributed to Balmoral Management is subject to a potential giveback at the end of life of BSSF II if Balmoral Management has received excess cumulative distributions.

It is expected that any future Private Investment Funds will have a similar fee structure.

Operating Expenses

In addition to the management fee and carried interest payable to the General Partner, each Private Investment Fund bears certain expenses. As set forth in the applicable Partnership Agreement, each Private Investment Fund bears all expenses to the extent not paid by portfolio companies, including legal, accounting and auditing, 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 Balmoral Management expenses in connection with maintaining and operating its offices (such as compensation of its employees, rent, utilities and general office expenses.). Each Private Investment Fund bears certain organization and fundraising expenses, subject to the limits set forth in the respective Partnership Agreement. Brokerage fees may be incurred in accordance with the practices set forth in "Brokerage Practices."

Other Information

Balmoral Management may exempt certain investors in the Private Investment Funds from payment of all or a portion of management fees and/or carried interest, including Balmoral Management and any Affiliated Investor, as defined in the Partnership Agreements. Any such exemption from fees and/or carried interest may be made by a direct exemption, a rebate by Balmoral Management and/or its affiliates, or through other Private Investment Funds which co-invest with the Private Investment Funds.

The 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 Partnership Agreement, over the term of the relevant Private Investment Fund and investors generally are not permitted to withdraw or redeem interests.

Principals or other employees of Balmoral may receive a portion of the Management Fee, carried interest or other compensation received by Balmoral Management or its affiliates.

PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

As described under "Fees and Compensation," Balmoral receives a carried interest allocation on certain realized profits in each of the Private Investment Funds. Balmoral Management does not advise Private Investment Funds not subject to a carried interest, although it may waive carried interest with respect to certain affiliated investors as described under "Fees and Compensation."

TYPES OF CLIENTS

Balmoral Management provides investment advice to the Private Investment Funds. The partners of the Private Investment Funds may include investment partnerships or other investment entities formed under domestic or foreign laws and operated as exempt investment pools under the Investment Company Act of 1940, as amended. The investors participating in Private Investment Funds may include 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 Balmoral Management and its affiliates.

Each Private Investment Fund has a minimum investment amount for third-party investors, and interests are offered and sold solely to qualified purchasers and/or accredited investors. Such minimum investment amount may be waived by Balmoral Management, but generally will not be less than \$1,000,000.

METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

General

Balmoral is a private investment firm focused on leveraged buyouts, equity, debt and other investments in market-leading companies believed to benefit from Balmoral's in-house operating professionals and experience. Balmoral Management's investment advisory services consist of identifying and evaluating investment opportunities, negotiating investments, managing and monitoring investments and achieving dispositions for investments. Investments are predominantly of non-public companies although investments in public companies are permitted.

Balmoral Management's investment strategy for the Private Investment Funds focuses on the acquisition of controlling or significant minority interests in companies that Balmoral Management believes have strong market positions or franchise value but with poor performance, significant operating challenges, inadequate or incomplete management or in out-of-favor industries. Balmoral Management generally invests in companies that have significant market share, brand or franchise value, competitive advantages and/or barriers to entry. As a result of the above factors, Balmoral Management aims to purchase for the Private Investment Funds good quality (but perhaps challenged) businesses at valuations Balmoral Management believes to be low relative to underlying potential. Balmoral Management focuses on investments that require equity capital of approximately \$5 million to \$20 million, although the required capital may be greater or less than such amounts.

Once an investment opportunity has been identified, Balmoral Management seeks to implement an effective operating strategy to improve the performance of the acquired company by (i) developing restructuring and operating plans, (ii) building the management team and (iii) providing significant resources to portfolio companies.

Potential investors should be aware that investing in securities involves a significant degree of risk. There can be no assurance that Balmoral Management will achieve the investment objectives of the Private Investment Funds and a loss of investment may be possible. Potential and existing investors are advised to review the offering materials and other documents for each Fund for details on each Fund's investment, operational and other actual and potential risks.

Investment and Operating Strategy

Balmoral's investment approach centers around buying right, making early improvement in its portfolio companies' operations, and planning for multiple ways to monetize its investments that

do not rely on frothy market conditions at exit. Rather, Balmoral is guided by the following principles:

- Balmoral believes that targeting companies on the the smaller-end of the middle market and in Special Situations is a profitable niche.
- Balmoral seeks to invest in companies that have been profitable in the past, may be less successful at the time Balmoral encounters them, but which Balmoral believes can return to success and profitable operations in the years following its investment. Balmoral seeks to understand reasons for a company's past success and recent underperformance as well as the extent of potential improvement. Balmoral emphasizes a target company's ability to generate EBITDA in excess of \$5 million within several years of Balmoral's investment.
- Balmoral's investment discipline strives to provide downside protection. Historically, Balmoral has sought to make investments at inexpensive valuations and capitalize balance sheets conservatively, thereby building a margin of safety that provides cushion in the event of negative variances in profitability and/or liquidity. Balmoral seeks to provide its portfolio companies with sufficient liquidity to invest in working capital and capital assets, as required to execute its business plan.
- While buying at less-than-intrinsic value is an important component to Balmoral's investment approach of buying right, the acquired companies must be fundamentally good companies. Balmoral assesses the quality of a company by analyzing whether it has (i) a defensible market position/competitive advantage; (ii) market leadership potential; (iii) importance to customers; and/or (iv) past success and profitability, among others.
- Balmoral seeks to ensure portfolio companies are run by competent, committed, invested, motivated and aligned management teams. Balmoral strives to structure investments that reward managers for protecting Balmoral's downside in exchange for more of the upside. Balmoral believes that managers' willingness to accept these arrangements indicates their confidence and aligns them with the interest of protecting Balmoral's downside. By aligning interests, the managers and key operators are incentivized to find ways to lower risk, lower capital investment requirements in businesses, and increase the return on equity – all of which are generally in the interest of Balmoral and its investors.

In its transactions, Balmoral has sought to partner with the right management teams and align interests with them. Prior to making its investment, Balmoral typically develops a plan with management that can be implemented immediately after closing (and in some cases, before closing) which seeks to improve operating and financial results quickly. In some cases, Balmoral has brought in additional outside support from operating advisors and trusted consultants to hasten and bolster the ability of its managers to improve the portfolio companies.

Risks of Investment

Each existing and prospective investor should be aware of certain risk factors, which include, but are not limited to, the following:

1. *Business Risks.* Each Fund's investment portfolio will consist primarily of securities issued by privately held unseasoned 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.
2. *Future and Past Performance.* The performance of the Balmoral's prior investments is not necessarily indicative of future results. While Balmoral intends to make investments that have estimated returns commensurate with the risks undertaken, there can be no assurances that any targeted internal rate of return will be achieved. On any given investment, loss of principal is possible.
3. *Investment in Junior Securities.* The securities in which the Balmoral invests may be among the most junior in a portfolio company's capital structure and, thus, subject to the greatest risk of loss. Generally, there will be no collateral to protect an investment once made.
4. *Concentration of Investments.* Each Fund participates in a limited number of investments and may seek to make several investments in one industry or one industry segment. As a result, the Fund's investment portfolio could become highly concentrated, and the performance of a few holdings or of a particular industry may substantially affect its aggregate return.
5. *Lack of Sufficient Investment Opportunities.* The business of identifying and structuring private equity transactions is highly competitive and involves a high degree of uncertainty. It is possible that a Fund will never be fully invested if enough sufficiently attractive investments are not identified. However, limited partners will be required to pay annual management fees during the investment period based on the entire amount of their commitments.
6. *Dynamic Investment Strategy.* While Balmoral Management generally intends to seek attractive returns for BSSF II primarily through making control-oriented, operationally-focused investments in businesses undergoing some level of stress as described herein, Balmoral Management may pursue additional investment strategies and may modify or depart from its initial investment strategy, investment process and investment techniques as it determines appropriate. Balmoral Management may pursue investments outside of the industries and sectors in which Balmoral has previously made investments or has internal operational experience.
7. *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. Before such time, there may be no current return on the investment. Furthermore, the expenses of operating each Fund (including the annual management fee payable to the General Partner) may exceed its income, thereby requiring that the difference be paid from the Fund's capital, including, without limitation, unfunded Commitments.

8. Leveraged Investments. Each 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 companies not rated by credit agencies. Leverage generally magnifies both the 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, which state is difficult to accurately forecast, 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 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 portfolio companies will increase the exposure of the Fund's investments to any deterioration in a 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 the 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, the Fund may suffer a partial or total loss of capital invested in the portfolio company, which could adversely affect the returns of the Fund. Furthermore, should the credit markets be tight at the time the Fund determines that it is desirable to sell all or a part of a portfolio company, the Partnership may not achieve an exit multiple or enterprise valuation consistent with its forecasts. Moreover, the companies in which the Fund invests generally will not be rated by a credit rating agency.
9. Focus on Early-Stage and Start-Up Investments. Each Fund may make investments primarily in start-up and early-stage companies that have inherently greater risk than more established businesses. Accordingly, the growth of these companies may require significant time and effort resulting in a longer investment horizon than can be expected with lower risk investment alternatives. Such investments can experience failure or substantial declines in value at any stage. There is no assurance that such investments by the Fund will be successful.
10. Limited Transferability of Partnership Interests. There will be no public market for the Fund's partnership interests, and none is expected to develop. There are substantial restrictions upon the transferability of partnership interests under the Partnership Agreement and applicable securities laws. In general, withdrawals of partnership interests are not permitted. In addition, partnership interests are not redeemable.
11. Restricted Nature of Investment Positions. Generally, there will be no readily available market for partnership investments, and hence, most of the Fund's investments will be difficult to value. Certain investments may be distributed in kind to the partners.
12. Reliance on the General Partner and Portfolio Company Management. Control over the operation of each Fund is vested with the General Partner, and the Fund's future profitability depends largely upon Balmoral's business and investment acumen. The loss or reduction of service of one or more of the Balmoral's principals could have an adverse effect on the Balmoral'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

the Fund will depend on the actions of the General Partner. In addition, certain changes in the General Partner or circumstances relating to the General Partner may have an adverse effect on the Fund or one or more of its portfolio companies including potential acceleration of debt facilities. Although the General Partner will monitor the performance of each Fund investment, it will primarily be the responsibility of each portfolio company's management team to operate such portfolio company on a day-to-day basis. Although Balmoral generally intends 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 the Fund's objectives.

13. Limited Operating History. Balmoral has limited operating history and is entirely dependent on its principals. While these principals have previous experience making and managing investments similar to those contemplated by the Partnership, they have limited experience managing and investing a committed pool of funds. Furthermore, there can be no assurance that each Fund's investments will achieve results similar to those attained by Balmoral's previous investments. In addition, new investments may differ from Balmoral's previous investments in a number of respects.
14. Projections. Projected operating results of a company in which the Balmoral invests normally will be 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.
15. Conflicting Investor Interests. Limited Partners may have conflicting investment, tax, and other interests with respect to their investments in one or more of the Funds, including conflicts relating to the structuring of investment acquisitions and dispositions. Conflicts may arise in connection with decisions made by the 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, the 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.
16. Enhanced Scrutiny and Certain Effects of Potential Regulatory Changes. There has recently been significant discussion regarding enhanced governmental scrutiny and/or increased regulation of the private equity industry. There can be no assurance that any such scrutiny or regulation will not have an adverse impact on the Fund's activities, including the ability of the Fund to implement operating improvements or otherwise execute its investment strategy or achieve its investment objectives.

The combination of recent scrutiny of private equity 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 equity firms, contributed to the recent downturn in the U.S. and global financial markets, may complicate or prevent the Fund's efforts to consummate investments, both in general and relative to competing bidders outside of the alternative asset space. As a result, the 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 the 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 the partnership's income, which may be taxed at lower rates than ordinary income. Enactment of any such legislation could adversely affect Balmoral Management, its principals, employees or other individuals associated with Balmoral or the General Partner who were or may in the future be granted direct or indirect interests in the General Partner entitling such persons to benefit from carried interest. This may reduce such persons' after-tax returns from the Fund and the General Partner, which could make it more difficult for the General Partner and its affiliates to incentivize, attract and retain individuals to perform services for the Partnership.

17. *Need for Follow-On Investments.* Following its initial investment in a given portfolio company, a Fund may decide to provide additional funds to such portfolio company or may have the opportunity to increase its investment in a successful portfolio company. There is no assurance that the Fund will make follow-on investments or that the Fund will have sufficient funds to make all or any of such investments. Any decision by the Fund not to make follow-on investments or its inability to make such investments may have a substantial negative effect on a portfolio company in need of such an investment. Additionally, such failure to make such investments may result in a lost opportunity for the Fund to increase its participation in a successful portfolio company or the dilution of the Fund ownership in a portfolio company if a third party invests in such portfolio company.
18. *Non-U.S. Investments.* The Partnership may invest in portfolio companies that are organized or 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 the Partnership), the application of complex U.S. and non-U.S. tax rules to cross-border investments, possible imposition of non-U.S. taxes on the Partnership and/or the Partners with respect to the Partnership's income, and possible non-U.S. tax return filing requirements for the Partnership and/or the 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; (d) greater difficulty of enforcing legal rights in a non-U.S. jurisdiction; (e) civil disturbances; (f) government instability; and (g) nationalization and expropriation of private assets. 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.

19. Significant Adverse Consequences for Default. The Private Investment Funds' Partnership Agreements provide 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 the Fund, a defaulting limited partner may be forced to transfer its interest in the 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.
20. General Partner's Carried Interest. The fact that the General Partner's carried interest is based on a percentage of net profits may create an incentive for the General Partner to cause the Fund to make riskier or more speculative investments than otherwise would be the case.
21. Transfer by General Partner. To the extent the General Partner, its partners, principals and/or their respective affiliates commit to make an investment in the Fund, a participation in or a portion of such investment may thereafter be transferred to others, subject to any express limitations thereon in the Partnership Agreement.
22. Non-controlling Investments. A Fund may hold meaningful minority stakes in privately held companies. In addition, during the process of exiting investments, a Fund at times may hold minority equity stakes of any size such as might occur if portfolio holdings are taken public. As is the case with minority holdings in general, such minority stakes that a Fund may hold will have neither the control characteristics of majority stakes nor the valuation premiums accorded majority or controlling stakes.
23. Director Liability. Each Fund will often 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 the Fund's representatives, and ultimately the Fund, to potential liability. Not all portfolio companies may obtain insurance with respect to such liability, and the insurance that portfolio companies do obtain may be insufficient to adequately protect officers and directors from such liability.
24. 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 the Private Investment Funds and their portfolio 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 portfolio companies in which the Private Investment Funds make investments.

25. 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 portfolio companies. A Fund's performance can be affected by deterioration in public markets and by market events, which, among other things, can impact the public market comparable earnings multiples used to value privately held portfolio companies and investors' risk-free rate of return. Movements in foreign exchange rates may adversely affect the value of investments in portfolio companies and a Fund's performance. 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 market and other economic events 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.
26. Deterioration of Credit Markets May Affect Ability to Finance and Consummate Investments. A deterioration of the global credit markets may make it more difficult for investment funds to obtain favorable financing for investments. A widening of credit spreads, coupled with the deterioration of the sub-prime and global debt markets and a rise in interest rates, can dramatically reduced investor demand for high yield debt and senior bank debt, which in turn may led some investment banks and other lenders to be unwilling to finance new private equity investments or to only offer committed financing for these investments on unattractive terms. Balmoral's ability to generate attractive investment returns may be adversely affected to the extent favorable financing terms for its investments are unavailable. Moreover, to the extent that such marketplace events are not temporary and 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 Balmoral's ability to realize its investments at favorable times or for favorable prices.

Conflicts of Interest

During a Fund's investment period, the principals of Balmoral will pursue all appropriate investment opportunities that it finds that meet such Fund's investment criteria for the benefit of such Fund, subject to certain exceptions set forth in the Partnership Agreement. However, Balmoral's principals currently manage several Private Investment Funds and investments similar to those in which a Fund will be investing and may direct certain relevant investment

opportunities to those investment funds and investments. The principals and investment staff of Balmoral will continue to manage and monitor such investment funds and investments, although the principals expect that the time required to do so will be less than will be spent on the most recent Funds' matters. Balmoral believes that the significant investment of its principals in a Fund, as well as their interest in the carried interest, operate to align, to some extent, their interest with the interest of the limited partners, although the former have economic interests in such other investment funds and investments as well and may receive management fees and carried interests relating to these interests. Such other investment funds and investments that the principals may control may compete with a Fund or its portfolio companies. At such time as Balmoral is permitted to raise a successor investment fund, its principals will continue to manage the Fund's investments, but also may and likely will focus investment activities on other opportunities and areas unrelated to Balmoral's investments. Certain investments may be allocated between a Fund and any successor or predecessor fund in a manner as set forth in the applicable Partnership Agreement.

From time to time, Balmoral may be presented with investment opportunities that would be suitable not only for the Private Investment Funds, but also for other funds and other investment vehicles operated by advisory affiliates of Balmoral. In determining which investment vehicles should participate in such investment opportunities, Balmoral and its affiliates are subject to conflicts of interest among the investors in such investment vehicles. Balmoral attempts to resolve such conflicts of interest in light of its obligations to investors in its Private Investment Funds and the obligations owed by Balmoral Management's advisory affiliates to investors in investment vehicles managed by them, and attempts to allocate investment opportunities among the Private Investment Funds, other funds and such investment vehicles in a fair and equitable manner. Where necessary, Balmoral Management consults and receives consent to conflicts from an advisory committee consisting of limited partners of the applicable Private Investment Fund and such other investment vehicles.

Because Balmoral's carried interest is based on a percentage of net realized profits, it may create an incentive for the Balmoral to cause a Private Investment Fund to make riskier or more speculative investments than would otherwise be the case. Since Balmoral is permitted to retain certain fees (as described under "Fees and Compensation") in connection with the Private Investment Fund investments, it could have a conflict of interest in connection with approving transactions. Balmoral manages such conflicts by partially offsetting the management fee with such fees.

DISCIPLINARY INFORMATION

Balmoral Management 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

One of Balmoral Management's partners is a registered representative of a broker-dealer but there is no relationship or arrangement that is material to Balmoral's advisory business, nor any material conflicts of interest, as a result of his status as a registered representative of a broker-dealer.

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

Balmoral Management has adopted a Code of Ethics and Securities Trading Policy and Procedures (the “Code”), which sets forth standards of conduct that are expected of Balmoral’s principals and employees and addresses conflicts that arise from personal trading. The Code requires certain Balmoral’s personnel to report their personal securities transactions, prohibits or requires pre-clearance for Balmoral’s personnel from directly or indirectly acquiring beneficial ownership or disposing of securities in an initial public offering, and prohibits Balmoral’s personnel from directly or indirectly acquiring beneficial ownership of securities with limited exceptions, without first obtaining approval from the Balmoral’s Chief Compliance Officer. A copy of the Code will be provided to any investor or prospective investor upon request to Robin Nourmand, the Chief Compliance Officer, at (310) 473-3065. Personal securities transactions by employees who manage client accounts are required to be conducted in a manner that prioritizes the client’s interests in client eligible investments.

Balmoral Management and its 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, Balmoral Management and its 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 Balmoral Management.

Accordingly, should Balmoral Management or any of its affiliated persons come into possession of material nonpublic or other confidential information with respect to any public company, Balmoral Management would be prohibited from communicating such information to clients, and Balmoral Management will have no responsibility or liability for failing to disclose such information to clients as a result of following their policies and procedures designed to comply with applicable law. Similar restrictions may be applicable as a result of Balmoral personnel serving as directors of public companies and may restrict trading on behalf of clients, including the Private Investment Funds

Principals and employees of Balmoral Management and its affiliates may directly or indirectly own an interest in the Private Investment Funds, including certain co-investment vehicles. To the extent that co-investment vehicles exist, such vehicles may invest in one or more of the same portfolio companies as the Private Investment Funds.

The Private Investment Funds may invest together with other private investment funds advised by an affiliated adviser of Balmoral Management in the manner set forth in the Partnership Agreement. Balmoral Management and its affiliates will determine the allocation of investment opportunities in a manner that they believe fair and equitable to their clients consistent with their obligations and may take into consideration factors such as a client’s investment restrictions and objectives (including those set forth in the relevant client’s governing documents, where applicable), strategy, risk profile, time horizon, tax sensitivity, tolerance for turnover, asset composition and cash level and applicable regulatory restrictions.

Balmoral Management and its 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

As a private equity firm, from time to time Balmoral may engage registered broker dealers to assist us in selling one of our privately-held portfolio companies or in selling public securities of our portfolio companies. In the event we choose a broker-dealer, we seek to obtain the best execution of transactions. To the extent we aggregate orders for purchase and sale, we will aggregate such orders as we deem appropriate and in accordance with each Fund's Partnership Agreement and in the best interest of each Fund.

In selecting broker-dealers and negotiating rates, we look for whether the transaction represents the best qualitative execution and take into account several factors, including but not limited to the broker-dealer's relevant expertise in portfolio companies of the relevant size and industry, the reputation of the broker-dealer and the quality of investment research. Generally, we get competing bids and compare them to current market prices.

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, Balmoral closely monitors companies in which the Private Investment Funds invest, and the Chief Compliance Officer periodically checks to confirm that each Private Investment Fund is maintained in accordance with its stated objectives.

Each Fund provides to its limited partners (i) annual audited and quarterly unaudited financial statements, prepared in accordance with each Fund's Partnership Agreement, (ii) annual tax information necessary for each limited partner's tax return, (iii) a quarterly statement of each partner's capital account and (iv) annual reports providing a narrative summary of the status of each portfolio company investment.

CLIENT REFERRALS AND OTHER COMPENSATION

Balmoral may provide certain business or consulting services to companies in the Private Investment Funds' portfolio and may receive compensation from these companies in connection with such services. As described in each Fund's Partnership Agreement, this compensation may, in many cases, offset a portion of the management fees paid by the Fund that owns an interest in the portfolio company. In addition, Balmoral may receive reimbursements for out-of-pocket expenses directly related to a portfolio company.

CUSTODY

The Private Investment Funds do not hold any publicly-traded securities. Certificated private securities are lodged in safekeeping and cash is held with a nationally-recognized U. S. commercial bank.

INVESTMENT DISCRETION

Balmoral generally has the authority to make all investment decisions on behalf of the Private Investment Funds. Each Fund's Partnership Agreement generally imposes some limitations on our investment discretion, which limitations can only be waived by the Fund's limited partners. Pursuant to the terms of the Partnership Agreement, however, Balmoral may enter into "side letter" arrangements with certain limited partners whereby the terms applicable to such limited partner's investment in a Private Investment Fund 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. Balmoral assumes this discretionary authority pursuant to the terms of the Partnership Agreement and powers of attorney executed by the limited partners of the applicable Fund.

VOTING CLIENT SECURITIES

Balmoral has adopted a Proxy Voting Policies and Procedures (the "Proxy Policy") to address how it will vote proxies, as applicable, for a Fund's portfolio investments. The Proxy Policy seeks to ensure that Balmoral votes proxies (or similar instruments) in the best interest of the Fund, including where there may be material conflicts of interest in voting proxies. Balmoral generally believes its interests are aligned with those of the Funds' investors through the principals' beneficial ownership interests in each Fund 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 Balmoral may address the conflict using several alternatives as set forth in the Proxy Policy. Additionally, a Fund's advisory board may approve Balmoral's vote in a particular solicitation. Balmoral does not consider service on portfolio company boards by Balmoral personnel or Balmoral's 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 Balmoral when voting proxies on behalf of a Fund. Current and prospective investors may obtain a copy of the complete Proxy Policy or information regarding how Balmoral voted proxies for particular portfolio companies, by contacting Robin Nourmand, Chief Compliance Officer, at (310) 473-3065, and it will be provided at no charge.

FINANCIAL INFORMATION

Balmoral Management 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.

BROCHURE SUPPLEMENT

JONATHAN A. VICTOR BIOGRAPHICAL INFORMATION

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Telephone (310) 473-3065**

October 31, 2013

This brochure supplement provides information about Jonathan A. Victor that supplements the Balmoral Management II L. P. and its affiliates (collectively “Balmoral”) brochure. You should have received a copy of that brochure. Please contact Jonathan A. Victor if you did not receive Balmoral’s brochure or if you have any questions about the contents of this supplement.

Jonathan A. Victor was born in 1957. He holds a J.D. degree and M.B.A. degree from Stanford University, an M.A. degree from Oxford University and an A.B. degree from Princeton University. Mr. Victor serves as a Managing Director of Balmoral and a member of its Investment Committee.

Mr. Victor co-founded Balmoral in 2005. Prior to that, Mr. Victor served as a senior advisor to Chanin Capital Partners, a financial advisory firm focused on restructurings. From 1999 to 2001, he served as President and CEO of eBility Inc., an internet company dedicated to people with disabilities. From 1993 to 1996, he was a Senior Vice President of Finance with The Irvine Company, a large scale real estate development company in Orange County. From 1986 – 1990, Mr. Victor was a Vice President of Kaufman & Broad Inc., a predecessor company to SunAmerica.

Mr. Victor serves on the board of Bennington Marine, GlobalOptions, Dispatch Transportation, Concurrent Holdings and iGPS Holdings (serving as Chairman of the latter four). He had previously served as Chairman of the Board of ISW, a forging company in which Balmoral had an investment and which was sold in September 2008 and as a director of Tara

Among other civic and charitable affiliations, Mr. Victor serves on the Board of Directors of the Wallis Annenberg Cultural Center in Beverly Hills; the Board of Governors of Cedars-Sinai Medical Center; the Finance Committee of the Board of Directors of Cedars and the Board of Directors of Bet Tzedek, a free legal-services firm based in Los Angeles.

As a Managing Director, Mr. Victor is part of a team that is responsible for implementing and overseeing the investment strategy of Balmoral. Robin Nourmand (310-473-3065), Chief Compliance Officer for Balmoral and its affiliates, oversees Mr. Victor's compliance with Balmoral's compliance policies and procedures.

BROCHURE SUPPLEMENT

SAMUEL M. VICTOR BIOGRAPHICAL INFORMATION

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October 31, 2013

This brochure supplement provides information about Samuel M. Victor that supplements the Balmoral Management II L. P. and its affiliates (collectively “Balmoral”) brochure. You should have received a copy of that brochure. Please contact Jonathan A. Victor if you did not receive Balmoral’s brochure or if you have any questions about the contents of this supplement.

Samuel M. (“Skip”) Victor was born in 1956. He holds an M.B.A. degree from the UCLA Graduate School of Management, where he received the Dean's Award for Outstanding Service and a B.A. degree from Cornell University. He was a Regents’ Lecturer at UCLA for the 2010-2011 academic year. Mr. Victor serves as a Managing Director of Balmoral and a member of its Investment Committee. He is also a Senior Managing Director at Duff & Phelps Restructuring. He has more than 27 years of restructuring experience. Mr. Victor has served on the board of Bennington Marine.

In 1990, Mr. Victor co-founded Chanin Capital Partners, a boutique investment bank focusing on corporate restructurings. Chanin Capital Partners was sold to Duff & Phelps in October 2006. Mr. Victor served as a Senior Managing Director of Duff & Phelps Restructuring Group from 2005 to 2011. From 1985 to 1990, Mr. Victor held a series of positions at Drexel Burnham Lambert, culminating in his appointment as a Vice President.

Among other civic and charitable affiliations, Mr. Victor is a member of the board of directors of the Los Angeles Child Guidance Center and Academic Exchange. He also serves as a member of the Board of Advisors for the Price Center for Entrepreneurial Studies at the UCLA Graduate School of Management, and the Smithsonian Libraries and the Institute for Analysis of Global Security in Washington DC. In 2012, Mr. Victor completed a fellowship as part of the Advanced Leadership Initiative at Harvard University.

As a Managing Director, Mr. Victor is part of a team that is responsible for implementing and overseeing the investment strategy of Balmoral. Robin Nourmand (310-473-3065), Chief Compliance Officer for Balmoral and its affiliates, oversees Mr. Victor’s compliance with Balmoral’s compliance policies and procedures.

Skip Victor and Jonathan Victor are brothers.

BROCHURE SUPPLEMENT

ROBIN S. NOURMAND BIOGRAPHICAL INFORMATION

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October 31, 2013

This brochure supplement provides information about Robin S. Nourmand that supplements the Balmoral Management II L. P. and its affiliates (collectively “Balmoral”) brochure. You should have received a copy of that brochure. Please contact Jonathan A. Victor if you did not receive Balmoral’s brochure or if you have any questions about the contents of this supplement.

Robin S. Nourmand was born in 1980. He holds a J.D. degree from the UCLA School of Law, an M.B.A. degree from the UCLA Anderson School of Management and a B.A. degree from UCLA. Mr. Nourmand serves as a Principal at Balmoral and a member of its Investment Committee.

Starting in 2006, Mr. Nourmand became the second investment professional at Balmoral. In this capacity he has sourced deals, performed and managed all aspects of due diligence, crafted deal structures and proposals, raised debt financing for targets and portfolio companies, negotiated legal documents and executed transactions. He has also since supported the finance and business-development departments of the fund's portfolio companies. Mr. Nourmand has served on the board of Bennington Marine and currently serves on the board of Dispatch Transportation, Concurrent Holdings and iGPS Holdings.

Prior to Balmoral, Mr. Nourmand was with the Chicago-based law firm of Sidley Austin LLP, two Los Angeles-based hedge funds, including Canyon Partners, and the economic consulting firm Analysis Group, Inc.

Among other civic and charitable affiliations, Mr. Nourmand serves on the Board of Directors of Jewish National Fund (LA-Zone), UCLA Hillel, and UCLA Hillel's Young Alumni Philanthropists, which he co-founded in 2011. He is also on the Board of Trustees of UCLA Hillel.

As a Principal, Mr. Nourmand is part of a team that is responsible for implementing and overseeing the investment strategy of Balmoral. Jonathan Victor (310-473-3065), Managing Director of Balmoral and its affiliates, oversees Mr. Nourmand's compliance with Balmoral's compliance policies and procedures.