

Orkila Management, LLC

Part 2A of Form ADV: Firm Brochure

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This brochure provides information about the qualifications and business practices of Orkila Management, LLC. If you have any questions about the contents of this brochure, please contact us at (212) 230-1602. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about the Firm is also available on the SEC's website at: www.adviserinfo.sec.gov.

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Item 3: Advisory Business

Orkila Management, LLC (“OM”), provides discretionary investment advisory services to private investment clients including, Orkila Growth Fund I, LP (each a “client”).

Investment advisory services are guided by the objectives and restrictions outlined in the client’s Private Placement Memorandum.

OM is wholly-owned subsidiary of Orkila Capital, LLC (“Orkila Capital”) which is 100% owned by Jesse Du Bey.

Jesse Du Bey is the Founder and Managing Partner of Orkila Capital. Prior to founding Orkila Capital, Mr. Du Bey was a Managing Director at Providence Equity Partners, an investment firm focused on media, technology and information services, with over \$23 billion under management. Prior to Providence, Mr. Du Bey was a Principal at Wasserstein & Co., LP, where he generated deal flow and executed

transactions for such firm. Mr. Du Bey has started businesses in the media, sports and entertainment and lifestyle brand sectors and currently serves on Boards with executives and Board Directors from Viacom, Harley Davidson, Deutsche Telecom, GE, Paradigm Entertainment and others.

Mr. Du Bey's current and recent Board Directorships include World Triathlon Corporation, Heart Flow, Inc., Bellator MMA, Crash Line Productions, Ernest Alexander, Feit Industries, ikaSystems, Kerasotes Theatres and True Temper Sports.

Taylor Storms is a co-founder and Vice President of Orkila Capital. Prior to Orkila Capital, Mr. Storms was an associate at Providence Equity Partners, an investment firm focused on media, technology and information services, with over \$23 billion under management. Over his time at Providence, Mr. Storms worked closely with GLM, World Triathlon Corporation and Edline. Mr. Storms also worked with Mr. Du Bey on the investment, structuring and building of Crash Line Productions and Bellator MMA. Mr. Storms has developed deep expertise in the implementation of portfolio company operational plans, with a particular focus on the areas of finance, accounting, reporting, web/IT, legal and strategy.

OM is a registered investment adviser and as of the date of this Brochure has approximately \$60 million in assets under management.

Item 4: Fees and Compensation

OM will be paid a management fee (the "Management Fee") by the client at an annualized rate equal to two (2%) of the aggregate commitments of all Partners until the expiration of the investment period, the date which is five (5) years after the initial closing date (the period from the initial closing date to such date, the "**Investment Period**"). After the Investment Period, the Management Fee shall be computed at an annualized rate equal to two (2%) of the aggregate amount invested in the Portfolio Companies held by the client reduced by the amount of any such investment which has been written down. OM may at its sole discretion, reduce or waive the Management Fee with respect to an investment in the client by OM affiliates, the Principals, or other investors as determined by OM in its sole discretion.

Fees are calculated and paid in accordance with the investment advisory agreement entered into between OM and the client.

OM or the client may terminate the investment management agreement at any time upon written notice to the other party, subject to the terms of the agreement. The client must pay for investment advisory services rendered through the effective date of termination of the agreement.

The client is responsible for all of its other fees and expenses, as described in the client's Private Placement Memorandum.

Brokerage Practices are discussed in Item 11 of this brochure.

Item 5: Performance-Based Fees and Side-by-Side Management

OM does not charge performance-based fees. However, OM's affiliate, Orkila GP, LLC ("OGP") as the General Partner of the client is entitled to receive an incentive allocation of 20% of the amount of net profit allocated to each Limited Partner after each Limited Partner, in accordance with its interest has received cumulative distributions equal to such Partner's accrued and unpaid preferred return on its unreturned capital (determined at the rate of eight percent (8%) per annum, compounded annually).

Item 6: Types of Clients

OM serves as the adviser to private investment clients.

Item 7: Methods of Analysis, Investment Strategies, and Risk of Loss

OM's strategy involves a hands-on operational involvement in a concentrated number of investments with a tight sector focus. OM plans to develop investment within certain sectors through specialization and relationships and use its relationship network to generate deal leads and help evaluate potential investments. OM focuses on proprietary opportunities where the entrepreneur is in need of strategic and operational help in his or her company. OM is disciplined on price and deal structure and is compensated for risk and operational work. OM's main focus is primarily on profitable or near profitable businesses with attractive gross margin and free cash flow metrics.

Investing in private equity involves a risk of loss, but OM believes that the above investment processes, combined with adequate diversification, can achieve rewards and reduce these risks.

Item 8: Disciplinary Information

OM and its employees have not been involved in any legal events or disciplinary actions in the past ten years that would be material to the evaluation of its business or the integrity of its management.

Item 9: Other Financial Industry Activities and Affiliations

OM does not have any other financial activities and/or affiliations other than described herein.

Item 10: Code of Ethics, Participation or Interest in Client Transactions, and Personal Trading

Code of Ethics

OM has a Code of Ethics adopted pursuant to SEC rule 204A-1, a copy of which can be obtained upon request, by contacting the Chief Compliance Officer at (212) 230-1602. The Code requires that all personnel and related persons of OM place the interests of clients ahead of their own interests, obtain prior approval for any personal security transactions, and refrain from any transaction where a conflict of interest with a client exists or may exist.

All employees are required to submit statements of holdings upon initial employment and annually thereafter, for their accounts.

Participation or Interest in Client Transactions

The Code prohibits participation by employees or related parties in client transactions, other than by investing in or co-investing with the client.

Personal Trading

As indicated above all personnel and related parties must receive prior approval for certain security transactions and are not allowed to trade ahead of clients for at least 24 hours of a client transaction.

Item 11: Brokerage Practices

OM will be investing directly in portfolio companies, therefore, OM will not utilize broker-dealers for the client's transactions.

Soft Dollars

OM will not use brokerage "soft dollars" to pay for research services.

Client Referrals

OM does not use brokerage commissions to compensate brokers for referrals of prospective limited partners.

Directed Brokerage

OM does not use directed brokerage.

Trade Aggregation

Currently, OM only has one client, therefore OM will not utilize trade aggregation.

Cross Trades

OM does not enter into cross trades.

Item 12: Review of Accounts

Limited Partners of the client will receive quarterly financial statements of the client's operations, and an audited annual financial statement. OGP will use its reasonable efforts to cause each Limited Partner to receive, within 90 days after the close of each calendar year (which is the fiscal year for the client), copies of Schedule K-1 to Form 1065 of the client, reflecting the Limited Partner's share of the client's income, losses, credits, deductions and distributions for such year, prepared by the client on a federal income tax basis, and within a reasonable time thereafter, an annual report containing an unaudited balance sheet for the client in accordance with the generally accepted accounting principles in effect from time to time. A Limited Partner's rights to receive information about the client or its business will be conditioned on its assurance that the information will be used solely by the Limited Partner for purposes reasonably related to its interests as a Limited Partner. Each Limited Partner will be required to maintain information

provided to it about the client or its business in the strictest of confidence and not to disclose the information except in certain limited circumstances.

Item 13: Client Referrals and Other Compensation

OM will comply with Rule 206(4)-3 under the Advisers Act with respect to its use of affiliated and non-affiliated solicitors.

Item 14: Custody

Custody of the clients' securities and cash is maintained at banks, broker-dealers or other qualified custodians.

Item 15: Investment Discretion

Under its discretionary authority, and pursuant to the guidelines set forth in the client's Private Placement Memorandum, OM is permitted, without obtaining prior approval, to determine (1) which securities to buy or sell; and (2) the amount of securities to buy or sell. This discretionary authority is set forth in the client's Private Placement Memorandum and Limited Partnership Agreement signed by each Limited Partner.

Item 16: Voting Client Securities

It is OM's policy to vote all proxies consistent with its fiduciary duty to the client and the Limited Partners.

Item 17: Financial Information

OM is not aware of any financial condition that is expected to affect its ability to manage the client.