

BREITHORN CAPITAL MANAGEMENT LLC
PART 2A OF FORM ADV: FIRM BROCHURE

Breithorn Capital Management LLC
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This brochure provides information about the qualifications and business practices of Breithorn Capital Management LLC (“BCM” or the “Firm”). If you have any questions about the contents of this brochure, please contact us at (212) 487-4960. 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.

For “Registered Investment Advisers”: Any reference to BCM as a registered investment adviser does not imply a certain level of skill or training.

Additional information about BCM also is available on the SEC’s website at www.adviserinfo.sec.gov.

Item 2: Material Changes

This Form ADV has been updated to reflect a change in the ownership structure of Breithorn Capital Management LLC. Accordingly, Item 4.A. has been amended.

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Item 4: Advisory Business

Item 4.A.

Breithorn Capital Management LLC (“**BCM**” or the “**Firm**”), a Delaware limited liability company, was formed in December 2008. BCM was previously formed under the laws of the state of Connecticut and converted to a Delaware limited liability company in September 2014. Effective September 2014, the principal owners of the Firm are Benner Ulrich and Adrian Ulrich, indirectly through trusts, and Rolf Heitmeyer. Formerly, Ronald J. Ulrich was the principal owner and managing member of Kendall Holdings LLC, the previous owner of BCM. Ronald J. Ulrich remains as a minority owner of BCM and continues to serve as a Senior Advisor to the firm.

Item 4.B.

BCM is an investment management firm that provides advisory services to high-net worth individuals, trusts, and institutional clients via separately managed accounts (the “**Separate Accounts**”); and sub-advisory services to EII Voyager Fund PLC, a pooled investment vehicle also known as a UCITS fund or regulated European mutual fund (the “**UCITS fund**,” and together with the Separate Accounts, collectively referred to as the “**Advisory Clients**”).

BCM focuses on the active management of public equities.

Item 4.C.

BCM provides investment management and advisory services to separately managed accounts, and investment decisions are provided based on the relevant strategy. Such services are provided pursuant to the relevant strategy and a majority of the client accounts do not obtain services tailored to their individual specific needs. A few clients outside of the strategies offered by BCM may receive customized services based upon the return expectations, tolerance for risk and volatility, and the need for liquidity of such client. Please refer to Item 8A for description of the investment strategies utilized.

Item 4.D:

BCM does not participate in wrap fee programs.

Item 4.E.

As of February 28, 2014, BCM manages approximately \$213,263,374 in Advisory Client assets on a discretionary basis. BCM does not manage any Advisory Client assets on a non-discretionary basis.

Item 5: Fees and Compensation

Item 5.A.

Each Separate Account pays BCM a management fee of 1.00% per annum for accounts under \$25 million, and the fee for accounts above \$25 million is negotiable.

The UCITS fund has two classes of shares, A-Class Shares and I-Class Shares, which pay management fees of 1.60% and 1.00% per annum, respectively.

Item 5.B.

BCM's custodian, on behalf of BCM, automatically deducts fees from the Separate Accounts pursuant to its custodian agreement. Each Separate Account client provides authorization by signing a client agreement with the custodian and is outlined in the investment management agreement between BCM and the client.

As a sub-investment manager to EII Voyager Fund PLC, BCM is paid by EII Capital Management, Inc., the UCITS fund's investment manager.

Item 5.C.

Advisory Clients whose assets are invested in money market funds where a management fee is assessed as a client expense, may be paying an advisory fee to the investment manager as well as the money market fund manager.

Item 5.D.

Fees are paid quarterly in arrears based on the net market value of each Advisory Client account at quarter-end.

Item 5.E.

BCM is compensated solely for providing advisory services, and not for the sale of securities or other investment products, and mutual funds.

Item 6: Performance-Based Fees and Side-by-Side Management

While it does not currently, BCM may, from time to time, receive a performance-based fee. Any performance-based fee will comply in full with provisions of Rules 205-2 and 205-3 promulgated by the SEC under the Investment Advisers Act of 1940.

Item 7: Types of Clients

BCM provides discretionary investment advice to high-net worth individuals, trusts, and institutional clients. BCM also provides sub-advisory services to a UCITS fund (as defined in Item 4.B.) organized under the laws of Dublin, Ireland.

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

Item 8.A.

BCM manages a long-only investment strategy called Value Equity (“VE”). Accounts managed in the VE principally invest in public equity securities that BCM believes are trading at a discount to intrinsic value and for which there is a catalyst to unlock shareholder value. The majority of the holdings in the VE are small and mid-capitalization domestic equities.

In executing the VE, BCM invests primarily in publicly traded equity securities of domestic and foreign issuers, but will at times also invest in bonds, convertible securities and cash and cash equivalents.

BCM may also invest in warrants, options, and other derivative instruments and may make short investments for certain Clients for hedging or other purposes. However, these methods will not be used for VE, which is a long-only strategy.

BCM conducts fundamental research on all investments, including assessments of a company’s business and financial prospects and the valuation of its securities. Additionally, BCM employs various measures to assess risk at both the portfolio and individual security levels in an effort to manage downside exposure.

The sources of information utilized by BCM in its due-diligence include, but are not necessarily limited to, regulatory filings, quantitative databases, news services, trade journals and trade shows, market strategists, consultants, industry contacts and conversations with corporate managements.

Item 8.B and Item 8.C.

The risks associated with BCM’s investment strategies include, but are not necessarily limited to, the following:

- the risk that you could lose all or portion of your initial investment;
- the risk that certain stocks selected for your portfolio may decline in value more than the overall stock market;
- the risk that investment strategies employed by BCM may not result in an increase in the value of your investment or in overall performance equal to other investments;
- the risk that asset allocation to a particular strategy does not reflect actual market movement or the effect of economic conditions;
- the risk of investing in small- to mid-capitalization companies whose performance can be more volatile and who face greater risk of business failure, which could increase the volatility of a Client’s portfolio;

- the risk that BCM may have difficulty selling small- to mid-capitalization securities during a down market due to lower liquidity;
- the risk of interest rate fluctuation in connection with investments in bonds or other fixed-income securities, which may materially decrease the value of those fixed income securities;
- the risk that an issuer of fixed-income securities will not make timely payments of principal and interest (credit risk);
- there is no assurance the U.S. Government will provide financial support on securities issued or guaranteed by the U.S. Government, its agencies and instrumentalities;
- the risk that political, social or economic instability in foreign developed and emerging markets may cause the value of Clients' investments in foreign securities to decline;
- currency-rate fluctuations due to political, social or economic instability may cause the value of Clients' foreign investments to decline; and
- the risk of loss if the value of a security sold short increases prior to the scheduled delivery date, since a Client account must pay more for the security than it has received from the purchaser in the short sale.

Item 9: Disciplinary Information

Not Applicable.

Item 10: Other Financial Industry Activities and Affiliations

Item 10.A.

BCM is currently not applying to register as a broker-dealer and does not intend to.

Item 10.B.

BCM, or any of its management persons, is not applying to register with the National Futures Association and does not intend to.

Item 10.C:

EII Capital Management, Inc. has retained BCM as a sub-adviser to EII Voyager Fund plc, a Dublin-based, UCITS-regulated mutual fund (Advisory Client more fully described in Item 4B and Item 7), pursuant to a sub-investment management agreement.

Item 10.D:

BCM is not in the practice of recommending or selecting other investment advisers for its Advisory Client accounts.

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

Item 11.A.

Employees of BCM may only purchase and sell securities in accordance with the Firm's Code of Ethics to which all employees are subject. This policy is monitored by the Chief Compliance Officer.

Employees are permitted to maintain personal brokerage accounts, subject to the Code of Ethics and personal trading policy.

The Code of Ethics includes the following points:

- A statement of the standard of business conduct.
- Limits on gifts and entertainment.
- Limits on political contributions.
- An employee cannot knowingly purchase or sell for any personal account any security, directly or indirectly, in such a way as to adversely affect an Advisory Client's transactions.
- All employees must pre-clear all trades in reportable securities in their personal accounts to the Chief Compliance Officer.
- An employee cannot knowingly purchase or sell for any personal account any security, directly or indirectly, any security on the Firm's restricted list.
- Employees must pre-clear all private placements and are not allowed to receive allocations of Initial Public or Subsequent Offerings in their personal accounts.
- Employees must acknowledge in writing having received and read a copy of the Code of Ethics.
- Any exceptions to the above need prior approval of the Chief Compliance Officer.

While testing a strategy in a proprietary account, prior to offering to Advisory Clients, BCM proprietary accounts may trade in securities also recommended in the Advisory Client accounts. A copy of BCM's Code of Ethics is available to Advisory Clients and prospective clients upon request.

Item 11.B.

BCM does not engage in principal transactions.

Item 11.C and Item 11.D.

BCM, as a fiduciary, endeavors to always make decisions in the best interest of the Advisory Clients if a conflict of interest arises. Employees are subject to a three (3) business day waiting period from when securities are purchased or sold for Advisory Client accounts in order to provide sufficient amount of time when permitted to trade within personal accounts.

Item 12: Brokerage Practices

Item 12.A.1.

BCM may allocate transactions to broker-dealers for execution on markets/exchanges and at prices and commission rates that in the Firm's good faith judgment are in the best interest of its clients. BCM takes into consideration primarily available prices, brokerage commission rates, and other relevant factors including, but not limited to, execution, clearance, and settlement and error correction capabilities of the broker or dealer generally and in connection with securities of the type and in the amounts to be bought or sold; the broker's or dealer's willingness to commit capital; reliability and financial stability; the size of the transaction; availability of securities to borrow for short sales; and the market for the security. Research furnished by brokers may include, but is not limited to: research reports on or other information about particular companies or industries; economic surveys and analyses; recommendations as to specific securities; financial publications; portfolio evaluation services; financial database software and services; computerized news and pricing services; quotation equipment and other computer hardware for use in running software used in investment decision making; and other products or services that may enhance the Firm's investment decision making.

Some of these services are considered part of a "soft dollar" arrangement. It is BCM's policy to use commission dollars generated by client trades to pay for research and brokerage services that provide lawful and appropriate assistance to BCM in carrying out its investment decision-making responsibilities, as permitted under the safe harbor of Section 28(e) of the Securities and Exchange Act of 1934, as amended.

Item 12.A.2.

BCM does not participate in selecting or recommending broker-dealers in exchange for client referrals.

Item 12.A.3.

Directed brokerage is not applicable to BCM.

Item 12.B.

It is BCM's policy to aggregate trades in a block trade for the VE strategy in order to reduce transaction costs and to ensure equal pricing across all client accounts.

Item 13: Review of Accounts

Item 13.A. and 13.B.

All Client accounts will be monitored on an ongoing basis against BCM's model and adjusted as needed in order to assure minimal tracking deviation. Portfolio personnel will review for objectives and adherence to BCM's guidelines. BCM trading personnel will review all accounts monthly to ensure that cash levels and securities are correct and consistent with custodial statements.

Item 13.C.

Advisory Clients will receive portfolio review summaries from BCM on a quarterly basis. Additional information may be provided upon request.

Item 14: Client Referrals and Other Compensation

Item 14.A.

Not Applicable.

Item 14.B.

The Firm currently does not retain third-party marketers or solicitors.

Item 15: Custody

BCM is not deemed to have custody, fees are not deducted at the direction of the Firm, either directly or indirectly, from client accounts unless clients authorized through the custodian. BCM has retained a qualified custodian for the Advisory Client accounts. Custodial reports documenting holdings will be directed to each Advisory Client on a monthly basis.

Advisory Clients are encouraged to compare their account statements from the custodian to those received from BCM.

Item 16: Investment Discretion

BCM has full discretion to manage securities accounts on behalf of the Advisory Clients. This authority is granted pursuant to an investment management agreement between BCM and the Advisory Client.

Item 17: Voting Client Securities

BCM understands and appreciates the importance of proxy voting. BCM has engaged Institutional Shareholder Services (“ISS”), as its independent proxy voting service to provide BCM with proxy voting recommendations, as well as to handle the administrative mechanics and required recordkeeping of proxy voting. BCM has directed ISS to utilize its Proxy Voting Guidelines in making recommendations to vote, as those guidelines may be amended from time to time. BCM may also direct ISS to vote proxies on behalf of the Advisory Clients where the Proxy Voting Guidelines are applicable.

If there are any conflicts of interest are identified related to the proxy in question, BCM will then make a determination (which may be in consultation with outside legal counsel) as to whether the conflict is material or not. If no material conflict and in the absence of specific voting guidelines mandated by a particular Advisory Client, BCM will endeavor to vote proxies in the best interests of each Advisory Client.

Advisory Clients that wish to obtain, upon request, a record of the Firm's proxy voting policy or proxy voting history may do so by contacting the Chief Compliance Officer at compliance@breithorn.com.

Item 18: Financial Information

Item 18.A.

Not Applicable.

Item 18.B.

There are no conditions that impair the Firm's ability to meet its contractual and fiduciary commitments to its Advisory Clients.

Item 18.C.

Not Applicable. The Firm has not been subject to a bankruptcy petition, past or pending.

Item 19: Requirements for State Registered Advisers

Not Applicable.