

**ITEM 1
COVER PAGE**

PART 2B OF FORM ADV: FIRM BROCHURE SUPPLEMENT

CASTLE HARLAN, INC.

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This brochure supplement provides information about John K. Castle and Leonard M. Harlan and supplements Castle Harlan, Inc.'s brochure. You should have received a copy of that brochure. If you did not receive Castle Harlan, Inc.'s brochure or if you have any questions about the content of this brochure supplement, please contact us at 212-644-8600.

Additional information about Castle Harlan, Inc. also is available on the SEC's website at www.adviserinfo.sec.gov.

Registration with the SEC or with any state securities authority does not imply a certain level of skill or training.

PART 2B OF FORM ADV

ITEM 2 EDUCATIONAL BACKGROUND AND BUSINESS EXPERIENCE

John K. Castle, 75, is chairman and chief executive officer of Castle Harlan, Inc. ("CHI") and a member of the Board and associated Board committees of Castle Harlan Australian Mezzanine Partners ("CHAMP") Private Equity, the Australian affiliate of CHI. Mr. Castle is also chairman of Castle Connolly Medical Ltd., and is chairman and chief executive officer of Branford Castle, Inc., a holding company. Immediately prior to forming CHI, Mr. Castle was president and chief executive of Donaldson, Lufkin & Jenrette, Inc., one of the nation's leading investment banking firms. Mr. Castle is a board member of several private equity companies, and he has previously been a director of dozens of private and public companies. He also served as a director of the Equitable Life Assurance Society of the U.S. Mr. Castle is a Life Member of the Corporation of the Massachusetts Institute of Technology. Previously, he had served for 22 years as a trustee of New York Medical College, including 11 of those years as chairman of the board. Mr. Castle is a Trustee and Chairman of the Executive Committee of the St. Patrick's Cathedral in New York City, and is a member of the Finance Council and various other entities associated with the Archdiocese and New York. Mr. Castle is also a member of the Investment Committee of the Jeffry and Barbara Picower Foundation and a member of the DuPont Capital Management Strategic Advisory Council. He is also a member of The New York Presbyterian Hospital Board of Trustees and has served on various visiting committees at Harvard University, including the Harvard Business School. He is a Life Member of the Society of Manufacturing Engineers. Mr. Castle received his Bachelor's degree from the Massachusetts Institute of Technology, his M.B.A. as a Baker Scholar with High Distinction from Harvard, and has four Honorary Doctorate Degrees of Humane Letters.

Leonard M. Harlan, 79, is chairman of the CHI Executive Committee of Castle Harlan, Inc. (CHI) and a member of the Board and associated Board committees of CHAMP Private Equity. Mr. Harlan is a member of the Board of Overseers of Weill Cornell Medicine, co-chairman of the Clinical Affairs Committee and a member of the Special Committee on Research, the Business and Finance Committee and the Compensation Committee. He is co-chairman of the Weill Cornell Medical College Dean's Council Executive Committee and co-chairman of the Weill Cornell Physicians Organization Policy Board. Mr. Harlan is a member of the Steering Committee of Jacobs Technion-Cornell Institute. He is also a director of Gold Star Foods, Inc., the Harvard Business School Club of Greater New York, and formerly a member of the Dean's Advisory Council of Harvard Business School and vice president and member of the Executive Committee of the Harvard Business School Alumni Association, and for six years was a member of the Harvard Business School Visiting Committee. Mr. Harlan is a Director of the Foundation for Art & Preservation in Embassies ("FAPE"), and a member of the Executive Committee of the New York Region of Business Executives for

National Security (“BENS”). He is President of the Garvan Institute (Australia) U.S. Charitable Trust, and was formerly a trustee of the New York City Citizens Budget Commission. From 1969 to 1995, he was chairman and chief executive officer of The Harlan Company, Inc., a real estate investment banking and advisory firm. Mr. Harlan began his career at Donaldson, Lufkin & Jenrette, where he was a vice president and stockholder. A graduate of Cornell University with a Bachelor's degree in mechanical engineering, Mr. Harlan has a Masters with Distinction and Doctorate from the Harvard Business School.

ITEM 3 DISCIPLINARY INFORMATION

There are no legal or disciplinary events that are material to an existing or prospective client’s evaluation of Mr. Castle or Mr. Harlan.

ITEM 4 OTHER BUSINESS ACTIVITIES

Mr. Castle and Mr. Harlan are not actively engaged in any other investment-related businesses that create a material conflict of interest with CHI’s clients. Pursuant to the limited partnership agreements for CHI's Funds, Mr. Castle and Mr. Harlan may devote up to 20% of their business time and efforts to activities other than CHI's investment management-related business. As noted in Item 2, Mr. Castle holds executive officer positions at Castle Connolly Medical Ltd., a publisher of medical materials, and Branford Castle, Inc., a private investor in small to medium sized private companies. Mr. Harlan has some limited involvement with a family-owned investment related business, which does not create any conflict of interest with CHI.

ITEM 5 ADDITIONAL COMPENSATION

Mr. Castle and Mr. Harlan do not receive economic benefit for providing advisory services from someone other than a CHI client.

ITEM 6 SUPERVISION

CHI is committed to maintaining the highest ethical standards and fulfilling its fiduciary duty to its clients. CHI has established policies and procedures to ensure that all advisory activity is reasonably supervised. Mr. Castle is chairman and chief executive officer of CHI and Mr. Harlan is chairman of the CHI Executive

Committee. Each of the individuals discussed in this brochure supplement is subject to the compliance program that CHI has established to comply with the Investment Advisers Act of 1940, as amended, including CHI's Code of Ethics and Compliance Manual and supervision by the Chief Compliance Officer. The name and phone number of CHI's Chief Compliance Officer is: Jacqueline Oliveira, 212-644-8600.

ITEM 7
REQUIREMENTS FOR STATE-REGISTERED ADVISERS

Not applicable.