FORM D

Notice of Exempt Offering of Securities

U.S. Securities and Exchange Commission
Washington, DC 20549

(See instructions beginning on page 5)

Intentional misstatements or omissions of fact constitute federal criminal violations. See 18 U.S.C. 1001.

Item 1. Issuer's Identity

Name of Issuer: Stratus Feeder Limited
Jurisdiction of Incorporation/Organization: British Virgin Islands

Year of Incorporation/Organization: 
(Select one)
- Over Five Years Ago
- Within Last Five Years [ ]
- Yet to Be Formed [ ]

Entity Type (Select one): [ ] Corporation
[ ] Limited Partnership
[ ] Limited Liability Company
[ ] General Partnership
[ ] Business Trust
[ ] Other (Specify) [ ]

(BVI Company)

(Jurisdiction of Incorporation/Organization: Previous Name(s): None)

Item 2. Principal Place of Business and Contact Information

Street Address 1: 6 Blvd Haussmann
City: Paris
State/Province/Country: France
ZIP/Postal Code: 75009
Phone No.: 33-1-49-49-59-49

Item 3. Related Persons

Last Name: Berutti
First Name: Lionel
Middle Name: [ ]
Street Address 1: Rue Saint Victor 24
City: 1227 Carouge GE
State/Province/Country: Switzerland
ZIP/Postal Code: [ ]
Relationship(s): [ ] Executive Officer
[ ] Director
[ ] Promoter

Clarification of Response (If Necessary): [ ]

Item 4. Industry Group (Select one)

- Agriculture
- Banking and Financial Services
- Business Services
- Energy
- Health Care
- Manufacturing
- Real Estate
- Construction
- REITs & Finance
- Residential
- Other Real Estate
- Retailing
- Restaurants
- Technology
- Travel
- Other

Business Services Energy
- Electric Utilities
- Energy Conservation
- Coal Mining
- Environmental Services
- Oil & Gas
- Other Energy

Health Care
- Biotechnology
- Health Insurance
- Hospitals & Physicians
- Pharmaceuticals
- Other Health Care

Manufacturing

Real Estate
- Commercial

(Identify additional related persons by checking this box [ ] and attaching Item 3 Continuation Page(s).)

Omitted Date 0MB Number 3235-0076 Expires March 31 2009
Estimated Average Burden Hours Per Response: 4.00
**Item 5. Issuer Size**  
(Select one)

<table>
<thead>
<tr>
<th>Revenue Range (for issuer not specifying &quot;hedge&quot; or &quot;other investment&quot; fund in Item 4 above)</th>
<th>OR</th>
<th>Aggregate Net Asset Value Range (for issuer specifying &quot;hedge&quot; or &quot;other investment&quot; fund in Item 4 above)</th>
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<td>No Revenues</td>
<td>No Aggregate Net Asset Value</td>
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<td>$1 - $1,000,000</td>
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<td>Over $100,000,000</td>
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<tr>
<td>Decline to Disclose</td>
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<tr>
<td>Not Applicable</td>
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**Item 6. Federal Exemptions and Exclusions Claimed**  
(Select all that apply)

- Rule 504(b)(1) (not (i), (ii) or (iii))
- Rule 504(b)(1)(i)
- Rule 504(b)(1)(ii)
- Rule 504(b)(1)(iii)
- Rule 505
- Rule 506
- Securities Act Section 4(6)
- Section 3(c)(1)
- Section 3(c)(2)
- Section 3(c)(3)
- Section 3(c)(4)
- Section 3(c)(5)
- Section 3(c)(6)
- Section 3(c)(7)
- Section 3(c)(8)
- Section 3(c)(9)
- Section 3(c)(10)
- Section 3(c)(11)
- Section 3(c)(12)
- Section 3(c)(13)
- Section 3(c)(14)

**Item 7. Type of Filing**

- New Notice  
- Amendment

Date of First Sale in this Offering:  
OR  
First Sale Yet to Occur

**Item 8. Duration of Offering**

Does the issuer intend this offering to last more than one year?  
- Yes  
- No

**Item 9. Type(s) of Securities Offered**  
(Select all that apply)

- Equity
- Debt
- Option, Warrant or Other Right to Acquire Another Security
- Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security
- Pooled Investment Fund Interests
- Tenant-in-Common Securities
- Mineral Property Securities
- Other (Describe)

**Item 10. Business Combination Transaction**

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer?  
- Yes  
- No

Clarification of Response (if Necessary)
FORM D
U.S. Securities and Exchange Commission
Washington, DC 20549

Item 11. Minimum Investment
Minimum investment accepted from any outside investor $100,000

Item 12. Sales Compensation
Recipient
Recipient CRD Number
(Associated) Broker or Dealer None
(Associated) Broker or Dealer CRD Number

Street Address 1
Street Address 2

City
State/Province/Country
ZIP/Postal Code

States of Solicitation □ All States
□ AL □ AK □ AZ □ AR □ CA □ CO □ CT □ DE □ DC □ FL □ GA □ HI □ ID
□ IL □ IN □ IA □ KS □ KY □ LA □ ME □ MD □ MA □ MI □ MN □ MS □ MO
□ MT □ NE □ NV □ NH □ NJ □ NM □ NY □ NC □ ND □ OH □ OK □ OR □ PA
□ RI □ SC □ SD □ TN □ TX □ UT □ VT □ VA □ WA □ WV □ WI □ WY □ PR
(Identify additional person(s) being paid compensation by checking this box □ and attaching Item 12 Continuation Page(s).)

Item 13. Offering and Sales Amounts
(a) Total Offering Amount
(b) Total Amount Sold $42,821,392
(c) Total Remaining to be Sold
(Subtract (a) from (b))

Clarity of Response (If Necessary)

Item 14. Investors
Check this box □ if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering: 0

Enter the total number of investors who already have invested in the offering: 4

Item 15. Sales Commissions and Finders’ Fees Expenses
Provide separately the amounts of sales commissions and finders’ fees expenses, if any. If an amount is not known, provide an estimate and check the box next to the amount.

Sales Commissions $0 □ Estimate
Finders’ Fees $0 □ Estimate

Clarity of Response (If Necessary)
Item 16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

$21,000

Estimate

Clarification of Response (if Necessary)

The Director’s fees amounts to approximately $5,000 per year per Director.

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and submitting this notice.

Terms of Submission. In Submitting this notice, each identified issuer is:

Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in accordance with applicable law, the information furnished to offerees.*

Irrevocably appointing each of the Secretary of the SEC and the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes; or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.

Certifying that, if the issuer is claiming Rule 505 exemption, the issuer is not disqualified from relying on Rule 505 for one of the reasons stated in Rule 505(b)(2)(iii).

Each identified issuer has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person. (Check this box □ and attach Signature Continuation Pages for signatures of issuers identified in Item 1 above but not represented by signer below.)

Issuer(s)

Stratus Feeder Limited

Signature

Humphry A. Leue

Title

Director

Date

11 March 2009

Number of continuation pages attached: 1

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.
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<th>Middle Name</th>
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<td>Armand</td>
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<tr>
<td>Slaney Hill</td>
<td>P.O. Box 4754</td>
<td></td>
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<td>Tortola/BVI</td>
<td>VG 1110</td>
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</tr>
<tr>
<td>Marshall</td>
<td>Allan</td>
<td>David</td>
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</tr>
<tr>
<td>Cheers Upper Apt., 3 Steeple Road</td>
<td>Smith's Floor 5</td>
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<td>Bermuda</td>
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<tr>
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<td>Jean-Pierre</td>
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<td></td>
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<td>France 75005</td>
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(Copy and use additional copies of this page as necessary.)