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This brochure provides information about the qualifications and business practices of StoneRidge Investment Partners LLC. If you have any questions about the contents of this brochure, please contact us at 610-647-5287. 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.

StoneRidge Investment Partners is a registered investment adviser; however, registration does not imply a certain level of skill or training.

Additional information about StoneRidge Investment Partners LLC also is available on the SEC's website at www.adviserinfo.sec.gov.

Dated: March 21, 2012

Item 2 **Material Changes**

This disclosure document, dated February 15, 2012 includes several material changes to Form ADV Part 2 from the last annual update filed on March 23, 2011, which were also previously included in the interim updates filed on April 21, 2011 and September 28, 2011.

Effective April 8, 2011, Daniel Cook the Portfolio Manager for the Telecommunications and Technology Sector, voluntarily resigned from StoneRidge Investment Partners. Handling his coverage is Sundar Kuttalingam who joined StoneRidge as a Senior Investment Analyst.

As a result of discontinuing the Broad Market Alternative Portfolio, effective September 15, 2011, Camari Ellis, the Portfolio Manager, is no longer employed by StoneRidge Investment Partners, LLC.

In addition, Folu Abiona joined StoneRidge Investment Partners LLC on February 13, 2012 as Senior Vice President, Fixed Income Portfolio Manager.

**Part 2A of Form ADV: Firm Brochure
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Item 4 **Advisory Business**

StoneRidge Investment Partners LLC (“StoneRidge”) is a suburban Philadelphia-based emerging and minority-owned Registered Investment Advisor.

StoneRidge was formed in 1999 by a team of equity investment professionals formerly with Meridien Investment Company, a division of First Union.

In 2009, Beltraith Capital LLC, a syndicate led by Steven L. Sanders, acquired a 55% ownership interest in StoneRidge. Sanders became CEO and Chief Investment Strategist to lead the company. Subsequently, Beltraith Capital acquired another 15% of StoneRidge, providing Beltraith with a 70% ownership interest in the firm. Currently, Beltraith’s equity stake totals 73 percent.

StoneRidge’s advisory services are limited to offering equity and fixed income management to institutional investors. StoneRidge offers the following products: Large Cap Core Equity, Small-Mid Cap Growth Equity, Small Cap Growth Equity, Quantitative Small Cap Growth Equity, Intermediate Core Fixed Income, Enhanced Cash, and Government Cash Plus.

StoneRidge does not sponsor any wrap fee programs. However, StoneRidge serves as sub-advisor to the Equis Capital Separate Account Management sponsored wrap program, and provides small-mid cap growth management advice. StoneRidge has no investment discretion as Equis retains full investment authority over all accounts in its wrap program.

StoneRidge also serves as sub-advisor to the Placemark Separate Account Management sponsored wrap program. Placemark provides for other parties to sign an Accession Agreement allowing access to StoneRidge’s Large Cap Core management advice. However, StoneRidge has no investment discretion or authority.

In addition, StoneRidge also serves as a sub-advisor to the Concord Equity Group Advisors, LLC Separate Account Management sponsored wrap program.

As of 12/31/2011, StoneRidge managed \$564,347,981 in discretionary assets for institutional investors, including public funds, Taft Hartley plans and foundations.

Item 5 **Fees and Compensation**

StoneRidge provides investment supervisory services. The fee structure is subject to negotiation and may vary from time to time and clients are permitted to choose whether to be billed or have StoneRidge deduct the fees.

Clients incur indirect costs through brokerage and SEC fees. Custodial fees are paid directly by the Client to the Custodian. No other additional fees, such as commissions or markups are incurred. Please see Item 12 for a discussion of brokerage fees.

Fees are billed quarterly in arrears on the first day of each calendar quarter, based on the total market value of all assets in the Account (including cash) on the last day of the prior quarter. If a cash flow representing more than 10% of the market value of the account should occur, separate fee calculations will be made for the periods before and after the large cash flow. Those separate calculations will then be combined to determine the total amount due for the period. In the event the client terminates his relationship with StoneRidge prior to the end of any calendar quarter, the Advisor's fee will be prorated accordingly.

At the request of several clients, we bill fees one quarter in advance. A client may terminate the investment advisory agreement without penalty or termination charges with thirty days written notice to StoneRidge; pre-paid refunds will be returned to clients on a pro rata basis. The fee schedule used below represents our standard schedule.

I. Large Capitalization Equity Management

First \$25,000,000	0.65 percent
Next \$25,000,000	0.60 percent
Balance	0.55 percent
Minimum Fee:	\$32,500

II. Small Capitalization Equity Management

First \$25,000,000	1.00 percent
Next \$25,000,000	0.90 percent
Balance	0.75 percent
Minimum Fee:	\$50,000

III. Quantitative Small Cap Growth Equity Management

First \$25,000,000	1.00 percent
Next \$25,000,000	0.90 percent
Balance	0.75 percent
Minimum Fee:	\$50,000

IV. Small to Mid Capitalization Equity Management

First \$25,000,000	0.85 percent
Next \$25,000,000	0.75 percent
Balance	0.70 percent
Minimum Fee:	\$42,500

V. Enhanced Cash Fixed Income Management

First \$25,000,000	0.25 percent
Next \$25,000,000	0.20 percent
Balance	Negotiable
Minimum Fee:	\$2,000

VI. Government Cash Plus Management

First \$10,000,000	0.25 percent
Balance	0.15 percent
Minimum Fee:	\$2,500

VII. Intermediate Core Fixed Income Management

First \$25,000,000	0.25 percent
Next \$25,000,000	0.20 percent
Balance	0.15 percent
Minimum Fee:	\$5,000

VIII. Balanced Core Management

Balance	0.30 percent
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StoneRidge has one client that negotiated an agreement for a fee that will always be based upon the percentage of assets under management but which would be adjusted upwards or downwards depending on the performance of the account relative to the benchmark (the Russell 2000 Growth Index) measured over a three-year annualized rolling period.

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

StoneRidge Investment Partners does not have any clients who are charged performance based fees or side-by-side management fees as defined by the SEC.

A Performance Based Fee is defined by the SEC as “an investment advisory fee based on a share of capital gains on, or capital appreciation of, client assets. A fee that is based upon a percentage of assets that you manage is not a performance-based fee.”

Item 7 **Types of Clients**

StoneRidge manages institutional assets for public and corporate pension plans as well as Taft Hartley plans, and foundation clients. Additionally, StoneRidge manages bond proceeds for municipalities and airport authorities.

StoneRidge offers equity and fixed income management to institutional clients.

StoneRidge offers the following products: Large Cap Core Equity, Small-Mid Cap Growth Equity, Small Cap Growth Equity, Quantitative Small Cap Growth Equity, Balanced Core, Intermediate Core Fixed Income, Enhanced Cash, and Government Cash Plus.

StoneRidge charges a minimum annual advisory fee. The effective minimum dollar value of assets necessary to establish an account is approximately \$5,000,000 for all investment strategies except Enhanced Cash Fixed Income which has an account minimum of approximately \$1,000,000 and the Intermediate Core Fixed Income which has an account minimum of approximately \$2,000,000. Exceptions to these minimums may be made in specific instances.

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

StoneRidge utilizes a blend of fundamental research, technical analysis, and quantitative tools to make qualitative decisions.

A. Equity Strategies

StoneRidge utilizes a blend of fundamental research, quantitative tools, and qualitative decisions are required. The investment team employs a bottom up, stock picking approach that relies heavily on research performed on companies by sector specialists. The process is supported by a proprietary, screening tool that is used to gather information and rank the stocks.

The most important part of StoneRidge's investment process involves the portfolio managers, who serve as sector specialists, as they analyze and select stocks within their respective sectors. A balance of fundamental research, quantitative analysis and qualitative judgment by the team members forms the basis of the stock selection process.

The sector specialists utilize company meetings, brokerage research, analyst meetings, conference calls, industry conferences and research available on the internet to generate new ideas. The team also uses the proprietary screening tool to identify potential purchase candidates.

StoneRidge seeks companies that offer:

- High Growth
- Attractive Valuation
- Sensible Corporate Strategy
- Quality Management
- Improving Industry Fundamentals

Not all companies are going to rate highly in every category. However, it is the team's goal to find investments that exhibit as many of these characteristics as possible.

Idea Generation

The StoneRidge team identifies stocks in a variety of ways. One of the primary tools used is the firm's proprietary multi-factor screening tool. The purpose of the screening process is to narrow the universe down to a focused list of stocks that will comprise a potential buy list. The screens are constructed using the following major factors (earnings momentum, valuation, technical, accounting/financial condition and insider activity), some of which contain sub-factors. All stocks that can be ranked are screened and ranked daily on a 1 to 25 scale (1=best, 25=worst). Stocks that are ranked from 1 to 7 are considered for further analysis as purchase candidates. A stock must be "buy ranked" to enter the portfolio. The only exceptions are for Initial Public Offerings or stocks that cannot be ranked due to limited information (e.g. analyst coverage, earnings forecasts). The discipline allows us to gain an objective view of the relative

attractiveness of stocks in the universe regardless of their sector. It also provides a means for comparing our existing holdings with the opportunity set. The screening tool is dynamic in nature in that enhancements will be made to improve its output and to maintain pace with market changes.

A number of stocks will not be able to be ranked by the screens due to limited information. It is then up to the sector specialist to use his/her knowledge of the company and industry to form an opinion on the stock's potential based entirely on the fundamentals.

Research

Most of the firm's research is bottom up and stock-focused. The portfolio managers act as sector specialists. The four portfolio managers have the following sector coverage: Joseph Stocke—Health Care, Consumer Discretionary and Consumer Staples; Sundar Kuttalingam—Technology & Telecommunications; Lester Rich—Materials, Energy & Industrials; Philip Brown, II—Financials and Utilities. Each of the sector specialists conducts fundamental, bottom-up research on the companies within their sector(s). Depending upon the sector, there may be modest differences placed on the relative importance of certain variables in the research process. The forecasting time horizon is typically 6 - 12 months.

The team members conduct research in a variety of ways including: company management meetings, analyst meetings, attending conferences and conference calls with companies. In addition to the screening tool, the team uses other sources for company information including:

- EDGAR-SEC database
- Company Financial Statements
- Erlanger-Service for stock price pattern matching
- Broker research
- Jefferson Research – Torpedo Alert

As a matter of philosophy, the team believes it is best to spend as much time as possible in the office focused on the markets/companies during trading hours. Visits with company management often occur in our office or at conferences. It is important to have some form of contact (teleconference, industry conference, company meeting) prior to investing.

Effective communication among team members is critical to the investment process. The team members meet on a daily basis to discuss the portfolio. Each sector specialist has complete responsibility and autonomy for the investment decisions made within their sector(s).

Sell Discipline

The portfolio manager/sector specialist has the autonomy and the responsibility to sell stocks in his respective sector. The perspectives of other team members concerning their respective sectors and opportunities within other sectors are important inputs into the process. StoneRidge's CIO, Joseph Stocke, supervises the entire process. Stocks are sold for the following reasons:

- stock reaches full valuation – more attractive company replaces a current holding
- company fundamentals deteriorate
- ranking of stock slips – triggers review of the stock

Risk of Loss

As with any investment, portfolio returns will vary and you could lose money.

The value of the portfolio may decrease in response to the activities and financial prospects of an individual company in the portfolio. The value of an individual company can be more volatile than the market as a whole.

Overall stock market risks may also affect the value of the portfolio. Factors such as domestic economic growth and market conditions, interest rate levels and political events affect the securities markets. Common stocks tend to be more volatile than other investment choices.

Our investment strategy may result in a high portfolio turnover rate. High portfolio turnover would result in correspondingly greater brokerage commission expenses, and other transaction costs and taxes.

The portfolio may invest in the common stocks of small and medium capitalization ("smid-cap") companies, which may lack the managerial, financial or other resources necessary to implement their business plans or succeed in the face of competition. The advisor's assessment of small and medium sized (smid-cap) companies may prove incorrect, or the prospects for a company or its industry may deteriorate because of a variety of factors, including disappointing operating results or changes in the competitive environment. It may be difficult to sell a small or smid-cap stock and this lack of market liquidity can adversely affect the portfolio's ability to realize the market price of a stock, especially during periods of rapid market decline.

Additional Small Cap company risk. The risks associated with investing in smaller companies include:

- The earnings and prospects of smaller companies are more volatile than those of larger companies.
- Smaller companies may experience higher failure rates than larger companies.
- The trading volume of securities of smaller companies is normally less than that of larger companies and, therefore, may disproportionately affect their market price, tending to make them fall more in response to selling pressure than is the case with larger companies.
- Smaller companies may have limited markets, product lines or financial resources and may lack management depth. These factors could negatively affect the price of the stock and reduce the value of the portfolio.

Smaller companies are subject to liquidity risk. Liquidity risk is the risk that certain securities may be difficult or impossible to sell at the time and price that the advisor would like to sell. The advisor may have to lower the price, sell other securities instead or forego an investment opportunity, any of which could have a negative effect on portfolio management or performance.

Initial Public Offering (IPO) risk. Most IPOs involve a high degree of risk not normally associated with an investment in more seasoned companies. Because most IPOs involve smaller companies, the risk factors described above apply to IPOs. Investors in IPOs can be affected by substantial dilution in the value of their shares, by sales of additional shares and by concentration of control in existing management and principal shareholders. Stock prices of IPOs can also be highly unstable due to the absence of a prior public market, the small number of shares available for trading, and limited investor information.

The IPO market tends to favor certain industry sectors. As a result, the portfolio may invest a significant portion of its assets in those favored sectors (such as technology or communications). Companies within a sector may share common characteristics and are likely to react similarly to negative market, regulatory or economic developments. A negative development that affects one stock in a sector could affect the value of all stocks in the portfolio.

B. Fixed Income Strategy

To provide consistent cash flow, the nature and direction of interest rate cycles must be identified and assessed as a portfolio is built and managed. Well defined portfolio construction techniques are then used to limit duration swings, diversify, and identify liquid securities that provide reasonable relative current income.

Our process combines top-down research on the current interest rate cycle with bottom-up individual security analysis and selection. Independent research data, macro-economic tools and in-house analysis are used to identify the major variables impacting

the economy. Concurrently, we constantly evaluate individual issues for purchase and sale.

The portfolio is built and managed using the most effective securities expected to perform within the current interest rate environment. Portfolio structure is modified either as the interest cycle unfolds or individual security characteristics change. The goal of the investment process is to provide safety, liquidity and incremental yield throughout the course of an interest rate cycle.

In addition to general statutory or investment policy requirements we evaluate each security on the basis of:

- Issue size
- Put / call features
- Subordination detail
- Structure and the effect of interest rate changes on structure
- Other unique prospectus issues

Liquidity is monitored for all securities by:

- Having minimum size requirements for agency issues
- Requiring that individual issues are supported by at least two national trading firms on a secondary market basis
- Insuring sufficient eligible collateral is in place for securities requiring it

The fixed income strategy is supervised by Craig Moyer.

Risk of Loss

As with any investment, portfolio returns will vary and you could lose money.

The value of your investment may decrease when interest rates rise. Prices of fixed income securities with longer effective maturities are more sensitive to interest rate changes than those with shorter effective maturities. The issuer of the fixed income security may not be able to make interest and principal payments when due. Generally, the lower the credit rating of a security, the greater the risk that the issuer will default on its obligation.

As interest rates decline, the issuers of securities that are callable or have a prepayment obligation held by the portfolio may prepay principal earlier than scheduled. This may result in the portfolio reinvesting in lower yielding securities. As interest rates increase in the case of mortgage backed securities, slower than expected principal payments may extend the average life of these securities, locking in below-market interest rates and reducing the value of these securities. There is a greater risk that the portfolio will lose money due to prepayment and extension risks when a portfolio invests in mortgage-backed securities.

The portfolio invests in U.S. securities that are issued either directly by the U.S. Treasury and certain Agencies or indirectly through other Government Sponsored Entities (GSE's). The directly issued issues carry the full faith and credit of the U.S. Government as to the guarantee and the timely payment of principal and interest. The GSE's do not carry a direct guarantee but rather an indirect guarantee from the U.S. Treasury. To that extent, the United States Government's guarantee of ultimate payment of principal and timely payment of interest of the GSE's owned by a portfolio does not imply that the issues are guaranteed or that the price of the portfolio's value will not fluctuate.

Item 9 **Disciplinary Information**

There are no legal or disciplinary events involving StoneRidge Investment Partners LLC.

Item 10 Other Financial Industry Activities and Affiliations

StoneRidge serves as sub-advisor to the Equis Capital Separate Account Management sponsored wrap program, and provides small-mid cap growth management advice. StoneRidge has no investment discretion as Equis retains full investment authority over all accounts in its wrap program. Equis, the sponsor, is responsible for providing the separate account recordkeeping. Recommended trades are placed into Foliofn Investments Inc.'s (an online broker) electronic interface by StoneRidge. The online broker is totally responsible for the execution of the trades. StoneRidge's sub-advisory management fees are negotiated based on separate account asset size and are not subject to the schedule set forth above. Fees received by StoneRidge are less than the standard fee schedule; for more information, see the program sponsor Equis' ADV Schedule H.

StoneRidge serves as sub-advisor to the Concord Equity Group Advisors, LLC ("Sponsor") Separate Account Management sponsored wrap program, and provides access to StoneRidge's large cap core management advice pursuant to a model license agreement. StoneRidge has no investment discretion as Sponsor retains full investment authority over all accounts in its wrap program. Sponsor is responsible for providing the separate account recordkeeping. StoneRidge electronically delivers the trading signals to the Sponsor who then is responsible for the execution of all transactions for the accounts in its wrap program. StoneRidge's sub-advisory management fees are 30 bp for the assets under management in the Sponsor's wrap program managed in StoneRidge's large cap core style.

StoneRidge also serves as sub-advisor to the Placemark Separate Account Management sponsored wrap program. Placemark provides for other parties to sign an Accession Agreement allowing access to StoneRidge's Large Cap Core management advice. StoneRidge has no investment discretion or authority. Placemark, the sponsor, is responsible for providing the separate account recordkeeping. StoneRidge electronically delivers the trading signals to the sponsor who then is responsible for the execution of all transactions for the accounts in its wrap program. StoneRidge's subadvisory management fees are 30 basis points for the assets under management in the sponsor's wrap program managed in StoneRidge's Large Cap Core style.

StoneRidge serves as sub-adviser to two Counsel Trust Company Collective Investment Funds (CIFs) for tax qualified pension and profit sharing plans and related trusts as well as governmental plans. In addition, StoneRidge serves as sub-adviser to one Counsel Trust Company Common Trust Fund (CTF) for taxable accounts. The investment management mandate for one CIF is Large Cap Core Equity and for the remaining CIF and CTF, it is a Quantitative Small Cap Growth Equity product. In addition, StoneRidge serves as portfolio manager to a Counsel Trust Company managed 3(c)(1) fund. This unregistered 3(c)(1) fund was established to facilitate the investment of IRA monies. The mandate is the Quantitative Small Cap Growth Equity product. StoneRidge is responsible for making investment decisions in the respective mandates consistent with written investment policy statements and in accordance with the governing plan documents. StoneRidge has discretionary authority to execute transactions on behalf of

the Funds on a best execution basis and in accordance with its Form ADV, Part 2. Advisory fees paid to StoneRidge are based on assets under management and are commensurate with the risk profile of each mandate. In addition, Counsel Trust serves as a custodian for several clients.

StoneRidge also serves as sub-adviser to US Asset Management LLC and Piper Jaffray for its Custom Cash Management Program for several clients. As the Sub-Adviser, StoneRidge is responsible for the investment of assets. All investment activity is conducted in compliance with the investment guidelines provided by the Advisor. The Advisor retains the right to specify from time to time any investment or types of investments which the Sub-Adviser shall be prohibited from purchasing for the account. The Advisor furnishes to the Sub-Adviser all information relative to the Investment Account's financial and investment situation. StoneRidge's sub-advisory management fees are based on a percentage of the fees charged by the Advisor for the portfolio managed in StoneRidge's Government Cash Plus and Enhanced Cash disciplines.

StoneRidge may hire one or more investment advisers to sub-advise ("Sub-advisers") certain client accounts or a portion of certain client accounts. Sub-advisers hired by StoneRidge on behalf of the client will be responsible for making investment decisions consistent with the investment guidelines and restrictions developed by StoneRidge upon consultation with the client. Sub-advisers will have discretionary authority to execute transactions on behalf of clients on a best execution basis and in accordance with each Sub-advisers own Form ADV, Part 2 Brochure or other disclosure statement, available to clients upon request. StoneRidge will negotiate all fees payable to the Sub-advisers. StoneRidge supervises and monitors each Sub-advisers' performance including Sub-advisers' adherence to investment guidelines and restrictions and continuing suitability. Fees for the services of a Sub-adviser may be individually negotiated depending upon the expected assets under management by StoneRidge, particular investment objectives and strategies and other factors. Upon termination the fees will generally be prorated. Advisory fees to StoneRidge will include all advisory fees payable to the Sub-advisers.

Wayne O. Leevy, CPA, is the Chief Financial Officer for StoneRidge Investment Partners. In addition, Mr. Leevy has his own firm where he provides tax, business and financial consulting.

Daniel Kinkade is a Consultant employed by StoneRidge Investment Partners to assist the Chief Investment Officer in performing quantitative analysis. Mr. Kinkade is also the President of Kinkade Investment Boutique LLC which provides investment advice to individuals.

Osagie O. Imasogie is a member of StoneRidge's Board of Directors. Mr. Imasogie is also a member of the Board of Advisors of Quoin Capital, LLC, a brokerage with which StoneRidge occasionally trades.

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

All employees and officers of StoneRidge Investment Partners are prohibited from purchasing individual securities. However, when employees or their spouses wish to sell existing securities currently owned, the individual must follow the trading restrictions of the Code of Ethics.

The purpose of the Code of Ethics is to ensure that StoneRidge and its employees and officers conduct their personal investment activities in such a manner as to place the interests of the clients first and to prevent conflicts of interest in fact or in appearance. The Code of Ethics includes restrictions on the type and timing of transactions, as well as requirements for pre-approval and quarterly self reporting of all transactions. Employees and officers are required to direct their personal account brokers to send duplicate confirms and statements directly to StoneRidge's Compliance Department. On an annual basis, StoneRidge requires all employees and officers to complete Annual Holdings Reports and certify that they have read, understood and complied with StoneRidge's Code of Ethics. StoneRidge's Code of Ethics is available to current and prospective clients upon request.

Item 12 Brokerage Practices

Consistent with its duty of obtaining best execution on trades where StoneRidge has been given discretion to select brokers, StoneRidge utilizes a number of criteria in selecting brokers and determining reasonableness of commission rates. Among the factors are:

1. execution capability;
2. quality and timeliness of execution;
3. quality and availability of research;
4. efficiency in working with custodian banks;
5. commission rates;
6. services provided by brokers;
7. willingness to allocate commissions to other brokers for directed brokerage accounts.

Soft Dollars

Consistent with its obligation of best execution, StoneRidge may direct portfolio brokerage commissions to a broker in return for research and execution services that we use in making investment decisions for client accounts. This is referred to as “Soft Dollars”. Clients do not need to pay commissions higher than those charged by other broker-dealers in return for soft dollar benefits.

Many advisers utilize brokerage placement practices that enable them to use “soft dollars” to obtain various research and execution services. When the adviser derives a soft dollar benefit from the research and execution services obtained, the adviser’s interest may be adverse to that of the clients. The use of commissions generated to purchase or sell securities for a client’s account, even if used for the benefit of the client, could arguably be viewed as benefiting the adviser in that the adviser is relieved of the obligation of purchasing research with its own money or generating the research itself.

Soft dollars used to pay for research and execution services will benefit all or some accounts but not necessarily only those accounts that generated the soft dollars. Some examples of research services that are paid for with client commissions by StoneRidge are: FactSet Research Systems, Bloomberg, Standard and Poors and The Markets.com. StoneRidge also uses research and execution services that have a “mixed use”. A “mixed use” research or execution service has both a research and an administrative use. Soft dollar transactions are reviewed quarterly. In addition, on a semi-annual basis all brokers are ranked on their research and execution capabilities.

In order to control soft dollars, the Head Trader has been designated to oversee all aspects of StoneRidge’s soft dollar arrangements. The Head Trader maintains a master list of all soft dollar commitments, the product or service related to each arrangement, the applicable ratio of soft and hard dollars, and a running total of transactions executed against the total commitment. The Head Trader also maintains all written contracts and

invoices received against these commitments, and attempts to allocate soft dollar benefits to client accounts proportionately to the soft dollar credits the accounts generate. Any changes to the arrangements will be indicated on the master list.

Directed Brokerage

From time to time, certain StoneRidge clients may request in writing that StoneRidge direct specific commission amounts to certain brokers (including those that rebate commissions to the clients). The client who directs StoneRidge to use a specific broker or type of broker may pay higher commission rates or receive less favorable execution on some transactions than non directing clients because the directed broker may maintain a higher commission schedule or provide a less favorable service. If a client directs StoneRidge to use a particular registered representative or brokerage firm, the client will be advised that StoneRidge may be unable to bunch, block or aggregate his/her trades with those of other clients. The inability to bunch trades may result in the client's trades being executed at a price different from trades that are bunched and which may be less favorable.

It is StoneRidge's practice to combine or bunch orders for the purchase or sale of the same security so as to negotiate a more favorable price, a lower commission rate or lower transaction costs.

When a bunched order is filled in its entirety, each client account in the group will participate at the average share price and average transaction costs obtained for the combined order on that same business day. When a bunched order is only partially filled, the securities purchased will normally be allocated proportionately based upon the initial amount requested for each participating client account, except as described below, and each participating client account will receive the average share price and average transaction costs for the bunched order on that same business day. Exceptions to this policy of pro rata allocation of partially filled orders are made as necessary to avoid a client's receiving an insignificant allocation of shares, or holding an insignificant number of shares. In such cases, StoneRidge will increase or decrease the amount of securities that would otherwise be allocated to each account by reallocating the securities in a manner which StoneRidge deems fair and equitable to clients over time. In some cases, the combining or bunching of orders may adversely affect the results obtained for a client account.

IPOs

In allocating shares of Initial Public Offerings (IPOs), StoneRidge allocates proportionately based upon the initial amount requested for each participating client. If StoneRidge receives a partial allocation of an IPO order request, the shares will be allocated to clients on a pro-rata basis relative to each participating client's assets under management, subject to a minimum deliverable lot size acceptable to the brokerage community, i.e., usually 100 share lots. Therefore, clients with lesser assets under

management may be precluded from participating in partially filled IPO orders; this occurs more frequently for those IPOs that have high investor demand, i.e., hot IPOs.

Trade Error Policy

StoneRidge has a written Trade Error Policy. In the event of a trade error caused by StoneRidge resulting in a loss to a client, the client is reimbursed where appropriate through the generation of a check, paid on behalf of the client to the client's custodian. If the error generates a gain in a client portfolio, the gain is retained by the client. If a broker causes an error, it is detected through the normal affirmation process and corrected by the broker prior to settlement.

Item 13 Review of Accounts

Reconciliation of client accounts

On a daily basis, the Operations Manager reconciles the client's portfolio with the custodian's statements. Each account is reviewed on the custodian's website and reconciled with the records on AXYS, the portfolio accounting platform utilized by StoneRidge. Any differences are resolved through phone calls to the custodian.

The Operations Manager performs an equity and bond position reconciliation weekly. On a weekly basis, the Operations Manager downloads an asset listing from the custodian for each of StoneRidge's clients and reconciles against the positions maintained in AXYS. The bond pricing check is performed monthly unless there has been a flow or trade.

Performance calculations are reviewed on a monthly basis by the Operations Manager and on a quarterly basis by at least one Portfolio Manager prior to dissemination to clients.

Dispersion reports reviewed weekly

Dispersion reports are run on a weekly basis and reviewed by the Compliance Department to ensure that clients managed in the same mandate have similar percentages of ownership of each position. The Compliance Department reviews dispersion across accounts on a weekly basis to ensure that differences are noted and are valid. Problems are reported to traders and Portfolio Managers for action to be taken when necessary. Documentation is obtained evidencing corrective action and is retained in the Compliance Department's files.

Client Restrictions reviewed quarterly

Compliance with client guidelines is assured and tracked through a three-pronged compliance approach that includes: 1) input of client restrictions into the MOXY trade system; 2) generation of weekly compliance reports per account and specific client guidelines; and 3) a comprehensive quarterly compliance review performed by the Compliance Department.

The team of Portfolio Managers also evaluates risk in portfolios through a weekly review of the various disciplines and accounts coupled with review of risk management reports focusing by product.

Client reports

Currently many of StoneRidge's institutional investors require quarterly reports that contain performance, holdings and market commentary as well as quarterly, semi-annual and/or annual meetings. StoneRidge will develop communications according to the client's specifications and will deliver the required data as frequently as the client requires.

Item 14 **Client Referrals and Other Compensation**

StoneRidge Investment Partners adheres to the SEC's pay-to-play policies adopted by the SEC. Among the key provisions of the rule was the prohibition of advisers from paying a third-party, such as a solicitor or placement agent, to solicit a government client on behalf of the adviser unless that third party is an SEC registered investment adviser or broker-dealer.

Robert Page is currently a shareholder and independent Associated Person of StoneRidge Investment Partners. He works with StoneRidge in a client service capacity and receives a fee in connection therewith. This agreement does not cause any conflicts of interests with respect to clients.

Daniel Kinkade is a Consultant employed by StoneRidge Investment Partners to assist the Chief Investment Officer in performing quantitative analysis. This agreement does not cause any conflicts of interests with respect to clients. Mr. Kinkade is also the President of Kinkade Investment Boutique LLC which provides investment advice to individuals.

Item 15 Custody

StoneRidge does not maintain custody of client funds. At no time will StoneRidge ever intentionally hold client cash and securities. The broker/dealer, bank, or other custodian handling the account physically holds securities and cash in each client's account.

As a firm policy, StoneRidge will not intentionally accept physical possession of client securities or funds (checks). Should StoneRidge gain unintended possession of client assets, such as when a client mails a stock certificate or a check, payable to StoneRidge, with instructions that StoneRidge deposit the securities or the check into the client's brokerage account. Should this ever occur, it is StoneRidge's policy to promptly return the check to the client despite the fact such action may appear to be a disservice to the client.

Item 16 **Investment Discretion**

The accounts that StoneRidge advises are discretionary accounts. With discretionary accounts, no specific client consent is required with respect to which securities are to be purchased or sold or what quantity is to be purchased or sold, though clients may choose to place limits on such discretion.

For the majority of client accounts, StoneRidge also exercises discretionary authority when choosing which broker is used and when negotiating the commission rates for securities transactions.

From time to time, certain of StoneRidge's clients may request in writing that StoneRidge direct specific commission amounts to certain brokers (including those that rebate commissions to those clients). In some but not all cases, StoneRidge may attempt to comply with such direction. StoneRidge will not use any other clients' commissions to satisfy a client's request for directed brokerage. The client who directs StoneRidge to use a specific broker or type of broker may pay higher commission rates or receive less favorable execution on some transactions than non-directing clients at least in part because the directed broker may maintain a higher commission schedule or provide less favorable service or because such transactions may be excluded from combined or block orders and any corresponding economies of scale. In such situations, transactions for such clients may not be able to be executed until after transactions for clients who do not have a limitation that directs StoneRidge to use a specific broker have been executed. In instances where the client directs StoneRidge to use a specific broker, the commission rate will be negotiated by the client or by StoneRidge depending upon instructions from the client.

StoneRidge's discretionary authority is derived from the Investment Management Agreement initially agreed upon by StoneRidge and the client.

Item 17 **Voting Client Securities**

In order to fulfill its responsibilities under the Investment Advisors Act of 1940, StoneRidge has adopted policies and procedures for proxy voting, in exercising the StoneRidge's proxy voting responsibilities, StoneRidge consider the following factors, among others: accountability, alignment of the company's management with the interest of the shareholders and transparency. The firm utilizes Glass Lewis to provide proxy voting research and guidance. The policies and procedures are available to clients upon request.

Under the policy, the Business Manager is responsible for voting all proxies for which StoneRidge is responsible, maintaining a copy of each proxy statement received and recording each vote cast by StoneRidge on behalf of the client.

As a normal procedural matter, the Business Manager provides a quarterly proxy voting report to each applicable client and clients are able to change their proxy voting direction decision at any time upon written notice.

Item 18 **Financial Information**

The requirements for disclosure of financial information are not applicable to StoneRidge.

Item 19 **Requirements for State-Registered Advisers**

The requirements for State-Registered Advisers are not applicable to StoneRidge.

**Part 2B of Form ADV: Brochure Supplement
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ADV Part 2B
Brochure Supplement Cover Page

StoneRidge Investment Partners LLC
301 Lindenwood Drive, Suite 310
Malvern, PA 19355
Telephone: 610-647-5287
Fax: 610-647-6216

Steven L. Sanders, CEO and Chief Investment Strategist

Large Cap Core, Small-mid Cap Growth, Small Cap Growth, Quantitative Small Cap Growth

Philip H. Brown, II, CFA, President
Joseph E. Stocke, CFA, Chief Investment Officer
Lester Rich, CFA, Portfolio Manager
Sundar Kuttalingam, Senior Investment Analyst

Fixed Income Portfolio Management

Craig A. Moyer, CFA, Director of Fixed Income and Senior Portfolio Manager
Folu Abiona, Senior Vice President, Fixed Income Portfolio Manager

Trader

John Bennett

This brochure provides information about the qualifications and business practices of StoneRidge Investment Partners LLC. If you have any questions about the contents of this brochure, please contact us at 610-647-5287. 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.

StoneRidge Investment Partners is a registered investment adviser; however, registration does not imply a certain level of skill or training.

Additional information about StoneRidge Investment Partners LLC also is available on the SEC's website at www.adviserinfo.sec.gov.

Dated: March 21, 2012

Item 2 Educational Background and Business Experience

Steven L. Sanders (Born 1959)

Chief Executive Officer, Chief Investment Strategist

ssanders@stoneridgeinvestments.com

610-647-6190

Steven L. Sanders has over 25 years of experience in the financial services industry. In 1986, Mr. Sanders served as a partner in Hunt & Sanders Investment Advisors which specialized in investment strategies for small pension plan sponsors and high net worth clients. Its success led to the formation of Advent Capital Management Partners which provided investment management to larger retirement plan sponsors. In 1996, Mr. Sanders merged Advent Capital into MDL Capital and helped grow the firm to over \$4.5 billion in assets under management. He was responsible for macro-economic analysis, equity portfolio management and new business development. Prior to joining StoneRidge Investment Partners as CEO and Chief Investment Strategist, Mr. Sanders co-founded and served as Chairman and CEO of First Genesis Financial Group a division of CFG Asset Management where he served as Chief Investment Strategist. Mr. Sanders serves on several corporate and civic boards: The Philadelphia Foundation, chairman of the investment committee; Children's Hospital of Philadelphia, member of investment committee; and Pennsylvania Academy of Fine Arts. Mr. Sanders is also a member of the board of two non-profit organizations: National Foundation for Teaching Entrepreneurship and To Our Children's Future with Health. Mr. Sanders holds a B.B.A. in Risk Management from Howard University.

Philip H. Brown II, CFA (Born 1942)

President, Partner

pbrown@stoneridgeinvestments.com

610-647-0936

Mr. Brown is a military veteran who has over 37 years of investment experience. He is a founder and managing partner at StoneRidge Investment Partners. His responsibilities include equity portfolio management, and, as a sector specialist, he is responsible for research and stock selection for the Financial and Utilities sectors. In addition to being one of the founding members and the President of Meridian Investment Company, Mr. Brown maintained portfolio management and sector analytical responsibilities and was heavily involved in new business development. Prior to joining Meridian in 1984, Mr. Brown served as the Chief Investment Officer at Central Penn National Bank; Portfolio Manager at Glenmede Trust Company; and Director of Research at Schmidt, Roberts & Parke. Mr. Brown received his B.S. and M.B.A. from the University of Maine. Mr. Brown is a member of the Institute of Chartered Financial Analysts (CFA), which requires a member to complete the CFA curriculum, pass three six-hour examinations, and have 48 months of qualified work experience (or a combination of education and work experience acceptable by the CFA Institute). He is also a member of the Financial Analysts Federation of Philadelphia and the Philadelphia Securities Association, as well as a member of the Finance, Audit and Compensation Committees at Crozer Keystone Health System and a member of its Board of Directors.

Joseph E. Stocke, CFA (Born 1959)
Chief Investment Officer, Managing Director, Partner
jstocke@stoneridgeinvestments.com

610-647-3468

Mr. Stocke has over 25 years of investment experience. He is a founder and managing partner at StoneRidge Investment Partners. His responsibilities include equity portfolio management, and, as a sector specialist, he is responsible for research and stock selection for the Consumer Discretionary, Consumer Staples and Health Care sectors. In addition to being one of the founding members, Senior Investment Manager and the chief equity strategist at Meridian Investment Company, Mr. Stocke maintained sector analytical and portfolio management responsibilities. Prior to joining Meridian in 1984, Mr. Stocke worked for Dean Witter Reynolds. Mr. Stocke received his B.S. from the Wharton School, University of Pennsylvania. He is a member of the Institute of Chartered Financial Analysts (CFA), which requires a member to complete the CFA curriculum, pass three six-hour examinations, and have 48 months of qualified work experience (or a combination of education and work experience acceptable by the CFA Institute), and the Financial Analysts Federation of Philadelphia.

Lester Rich, CFA (Born 1959)
Managing Director, Partner
lrich@stoneridgeinvestments.com

610-647-2806

Mr. Rich has over 22 years of investment experience. He is a founder and managing partner at StoneRidge Investment Partners. His responsibilities include equity portfolio management, and, as a sector specialist, he is responsible for research and stock selection for the Energy, Industrials and Basic Materials sectors. Mr. Rich was an equity portfolio manager for Meridian Investment Company and was responsible for maintaining sector analytical responsibilities. Prior to joining Meridian in 1990, Mr. Rich served as a Portfolio Manager with First Fidelity Bank. Prior to First Fidelity, Mr. Rich worked at the Bradford Trust Company. Mr. Rich received his B.A. from Rutgers College and his M.S. from Pace University. He is a member of the Institute of Chartered Financial Analysts, which requires a member to complete the CFA curriculum, pass three six-hour examinations, and have 48 months of qualified work experience (or a combination of education and work experience acceptable by the CFA Institute), and the Financial Analysts Federation of Philadelphia. Mr. Rich serves on the Pension Board of West Whiteland Township.

Sundar Kuttalingam (Born 1962)
Senior Investment Analyst
skuttalingam@stoneridgeinvestments.com

610-647-4203

Mr. Kuttalingam joined StoneRidge in 2011. As an investment analyst, he is responsible for research and stock selection for the Information Technology and Telecommunications sectors. Previously, Mr. Kuttalingam worked as an Investment Analyst with Accessor Capital Management, a sub-advised mutual fund company, where he was responsible for performance analytics, and assisted with manager research and tactical asset allocation research. Mr. Kuttalingam has more than ten years of operational experience, working in various engineering roles with IT equipment vendors and telecommunication service providers. He passed the CFA Level II exams in June 2008, and holds an MBA with a Finance Concentration from the University of Washington, and an MS in Electrical Engineering from the University of Houston.

Craig A. Moyer, CFA (Born 1952)
Director of Fixed Income and Senior Portfolio Manager, Partner
cmoyer@stoneridgeinvestments.com

610-647-6175

Mr. Moyer has over 34 years of experience. He joined StoneRidge in 2007 as Partner and Vice President. His responsibilities include fixed income product management (development), marketing and client relations. Prior to joining StoneRidge, Mr. Moyer was a founding member, Senior Fixed Income Manager and Chief Fixed Income Strategist for Meridian Investment Company. In 1998 he became a Principal at RRZ Investment Management Company and co-founded his own investment management firm, Providence Investment Advisors. Mr. Moyer sold the firm in 2003 to The Swarthmore Group and became Principal and Portfolio Manager there. Most recently in 2005 he joined a regional Pennsylvania bank and participated in the establishment of their institutional advisory unit. Mr. Moyer received his B.A. from the Pennsylvania State University. He is a member of the Institute of Chartered Financial Analysts (CFA), which requires a member to complete the CFA curriculum, pass three six-hour examinations, and have 48 months of qualified work experience (or a combination of education and work experience acceptable by the CFA Institute), the Financial Analysts Federation of Philadelphia and the Philadelphia Bond Club. In addition, Mr. Moyer has been an investment lecturer at numerous professional schools and seminars.

Folu O. Abiona (Born 1962)
Senior Vice President and Portfolio Manager
fabiona@stoneridgeinvestments.com

610-647-5529

Ms. Abiona has 20 years of experience in institutional investment management. Her primary responsibilities at StoneRidge are fixed income portfolio management; client servicing and new business development. Ms. Abiona started her investment career at CoreStates Bank N.A where she managed short and intermediate term corporate cash portfolios. She was also portfolio Manager for 2A-7 money market funds under the Core Funds brand. Through a merger CoreStates, became First Union Bank N.A She continued her investment management responsibilities as Associate Director under Evergreen Asset Management. Most recently, Ms. Abiona was at Brandywine Global Investment LLC (BGIM) where she served as a Fixed Income product expert within the client service group; Ms. Abiona was responsible for communicating the complex investment strategies of the firm's international fixed income products to clients and consultants. Ms. Abiona holds an M.B.A from Temple University and a B.Sc. from University of Ife, Nigeria. She currently serves on the board of the TeenSHARP Program.

John G. Bennett (Born 1960)
Equity Trader
jbennett@stoneridgeinvestments.com

610-647-6519

Mr. Bennett has over 20 years of experience in the financial services industry and recently joined StoneRidge in January 2011 as the Equity Trader. Mr. Bennett works closely with the Chief Investment Officer and portfolio management team and is responsible for all aspects of the trading desk. Prior to joining StoneRidge, Mr. Bennett was the Director of Trading at Valley Forge Capital Advisors and was responsible for the trading desk and trade execution functions. Previously, Mr. Bennett was Director of Trading at Quaker Securities, Inc., an institutional trading boutique where he was responsible for all aspects of Quaker's ten person trading desk. Mr. Bennett also spent time as a sales trader with Radnor Research and Trading where he focused on mutual funds, hedge funds and investment trust departments. Mr. Bennett started his career in the investment industry with Butcher & Singer, Inc., and later their successor, Wheat First Securities, working with both the institutional trading desk and later managing the correspondent trading area. Mr. Bennett received his B.A. in Economics from Dickinson College and his M.B.A. in Finance from Drexel University.

Item 3 **Disciplinary Information**

There are no legal or disciplinary events material to a client's or prospective client's evaluation of the portfolio managers listed above.

Item 4 **Other Business Activities**

None of the supervised people are involved in any other business or occupation.

Item 5 **Additional Compensation**

Philip H. Brown, II serves as Co-Trustee on the Margaret Jacobs Foundation, for which he receives an annual fee of \$1,000.00. In addition, Mr. Brown also serves as Co-Trustee on nine separate trust funds, funded by Margaret Jacobs for which he receives an annual fee of \$900.00.

Item 6 **Supervision**

Joseph Stocke
Chief Investment Officer, Managing Director, Partner
610-647-3468

Craig A. Moyer
Director of Fixed Income and Senior Portfolio Manager, Partner
610-647-6175

Joseph Stocke, CFA, is the portfolio management team leader and Chief Investment Officer. As Chief Investment Officer, Mr. Stocke supervises all of the portfolio management of the company and is directly responsible for related persons providing investment advisory advice on behalf of StoneRidge, other than the fixed income team. Craig A. Moyer, CFA, is the Director of Fixed Income and supervises related persons who are part of the fixed income team and who providing investment advisory advice on behalf of StoneRidge.

Adherence to investment guidelines and restrictions is monitored through the firm's trading system. Client specific guidelines and restrictions are entered into the system which prevents purchases of prohibited stocks. This system facilitates the effective monitoring of account compliance with stated client guidelines and restrictions. The firm's portfolio managers and trader are fully aware of all client restrictions and guidelines and manually review every transaction for compliance. In addition, weekly reports are generated for each client account, reflecting current positioning versus client guidelines. Lastly, a comprehensive compliance review is performed on a quarterly basis by the Chief Compliance Officer with results reported directly to the Chief Executive Officer, President, and Portfolio Managers.

At least annually a formal portfolio review meeting is held where every client's account is discussed in great detail. Inasmuch as all accounts with a similar mandate are managed in a similar manner, individual security holdings are a matter of daily discussion in meetings of the sector specialists.

Item 7 **Requirements for State-Registered Advisers**

The requirements for State-Registered Advisers are not applicable to StoneRidge.