



Item 1 - COVER PAGE

FORM ADV PART 2A* Brochure

July 2012

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*This brochure provides information about the qualifications and business practices of Astera Financial Group, LLC. If you have any questions about the contents of this brochure, please contact the Firm's Chief Compliance Officer, Daniel J. Grover at telephone 831.625.5800. The information in this brochure has not been approved or verified by any state or federal regulatory authority.

The oral and written statements of an advisor provide information upon which a prospective client may base a determination as to whether or not to hire the advisor. You are encouraged to review this Brochure and Brochure Supplements for the Firm's associates who advise you for more information on the qualifications of the Firm and its employees.

The use of the term "registered investment adviser" and description of Astera Financial Group, LLC and/or our associates as "registered" does not imply a certain level of skill or training. Additional information about Astera Financial Group, LLC is available on the internet at www.advisorinfo.sec.gov.

Item 2 - MATERIAL CHANGES FROM PRIOR FORM ADV 2A

In June 2012, the principals of Astera Financial Group, LLC (sometimes “Astera”, the “Firm” or “Advisor”) became affiliated with First Republic Bank, which acquired the separately managed account portion of Astera’s investment management practice. With this acquisition, Astera’s remaining investment management practice is devoted solely to the provision of investment management services to the Stillwater Total Return Fund, LP, a pooled investment partnership (hedge fund). This updated Form ADV Part 2A contains material changes throughout the document related to these changes.

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Item 4 - ADVISORY BUSINESS

Item 4A

Registration Status - Registered with the State of California on _____¹
Registered with the SEC January 23, 2008 - _____ 2012

Principal Owners - Brian T. Corley
Daniel J. Grover
Breitfuss Family Trust

Items 4B and 4C

ADVISORY SERVICES

Astera is the general partner and investment manager to a private investment limited partnership, known as the Stillwater Total Returns Fund, LP, a Delaware limited partnership (the “Partnership”). The Partnership operates as a pooled investment vehicle, or hedge fund, and is intended to provide diversification, management expertise and other advantages to its investors. The Partnership’s investment objective is to achieve both short-term capital appreciation and current income and to earn returns that meet or exceed those of a traditional balanced portfolio with similar or less risk than a similarly constructed traditional balanced portfolio.

Investments in the Partnership are made available only to individual qualified investors whose investment objectives and risk profile are consistent with those of the Partnership. Astera restricts the number of investors and offers the interest in the Partnership only through non-public transactions in order to maintain the Partnership’s exemption from “investment company” status under the Investment Company Act of 1940, as amended. In order to invest in the Partnership, an investor must meet certain requirements, including qualifying as a “qualified client (as defined in Rule 205-3(d)(1) of the Advisers Act) and/or an “accredited investor” (as defined in Regulation D under the Securities Act of 1933 (“Securities Act”), as required.

Prospective investors in the Partnership should carefully read the confidential private placement memorandum and other offering documents for the Partnership. The memorandum contains a complete copy of the Partnership’s limited partnership agreement and other important information. However, the memorandum should not be construed as legal or tax advice to the investor and investors are advised to consult with their own legal and financial advisors as to all matters concerning an investment in the Partnership. There can be no assurance that the investment objectives described in the memorandum will be achieved. Investments in the Partnership are subject to significant risks and conflicts of interest, described in the memorandum for the Partnership.

¹ “Registration” means only that the Firm meets the minimum requirements for registration as an investment advisor and does not imply that the State of California or any other regulatory authority guarantees the quality of our services or recommends them.

As the general partner of the Partnership, Astera has a proprietary interest in the Partnership and is entitled to certain fees and the reimbursement of expenses, if any are assessed, in accordance with the terms of the Partnership offering memorandum and subscription agreement entered into with its investors.

ASSETS UNDER MANAGEMENT AS OF JUNE 30, 2012

Discretionary Assets - \$36,000,000

Non-discretionary Assets - \$ 0

TERMINATION OF AGREEMENT

Investors in a pooled investment vehicle such as the Partnership are limited in their ability to readily terminate their participation at a time certain. Investor withdrawal and termination limitations are established for the Partnership and explained in the offering memorandum, subscription or limited partnership agreement for the Partnership. These offering and subscription materials should be read carefully by each investor. Upon termination of any investor account, any prepaid, unearned fees will be prorated to the investor and promptly refunded. Any earned unpaid management fees will be assessed on a pro rata basis to the investor.

Item 5 - FEES AND COMPENSATION

For its services to the Partnership, Astera receives a 1.25% annual management fee payable monthly in arrears. The Partnership debits from each investor's Partnership capital account, an amount equal to 1/12th of 1.25% of the net asset value ("NAV") of each such capital account as of the end of each month.

The securities held by the Partnership are valued according to readily available market quotations or by application of fair value pricing factors. All fair value pricing determinations are made by Astera or by independent third party pricing services.

All of the fees and expense reimbursements made by the Partnership to Astera are discussed in detail in the offering memoranda and/or subscription agreement provided to investors.

The foregoing describes Astera's basic fee schedule; however, fees may be negotiable in certain limited circumstances and arrangements with any individual investor may vary. The expenses of the Partnership, including Astera's management fee and incentive allocation/fee, may constitute a higher percentage of average net assets than would be charged in other similar investment vehicles. The incentive allocation/fee may also create an incentive for Astera to cause the Partnership to make investments that are riskier than it would otherwise make.

GENERAL FEE DISCLOSURE

The investor's fee is determined in accordance with the above fee structure, with exceptions negotiated on a case-by-case basis at Astera's discretion.

We believe our investment management fees are competitive with the fees charged by other investment advisors in the San Francisco Bay areas for comparable services. However, comparable services may be available from other sources for lower fees than those charged by Astera.

We do not provide clients advice as to the tax deductibility of our advisory fees. Clients are directed to consult a tax professional to determine the potential tax deductibility of the payment of advisory fees.

Item 6 - PERFORMANCE-BASED FEES and SIDE-BY-SIDE MANAGEMENT

Astera does not charge an additional performance or incentive fee based upon a percentage of the capital gains realized in the Partnership account. Astera does not manage any client accounts where a performance fee is charged.

Item 7 - TYPES OF CLIENTS

Our sole client is the Partnership.

As discussed in Item 4, above, investments in the Partnership are limited to individuals and entities meeting certain requirements, including qualifying as a "qualified client (as defined in Rule 205-3(d)(1) of the Advisers Act) and/or an "accredited investor" (as defined in Regulation D under the Securities Act of 1933 ("Securities Act"), as required.

A minimum investment in the Partnership is \$500,000, with exceptions to the minimum being negotiated by Astera on a case-by-case basis.

Item 8 - METHODS OF ANALYSIS, INVESTMENT STRATEGIES, RISK OF LOSS

METHODS OF ANALYSIS

Depending upon the type of investment, Astera utilizes a combination of fundamental and technical analysis. Fundamental analysis involves analyzing real data, including overall economic and investment-specific information available to determine the value of a particular investment. Technical analysis involves analyzing statistics provided by market activity such as past prices and volume to identify patterns that can be used to predict future activity. In performing these analyses, the Firm consults third-party research materials, company annual reports and other regulatory filings, and financial newspapers and periodicals.

INVESTMENT STRATEGY

At any given time, the Partnership's allocation to various asset classes may vary depending on Astera's short and long term market outlook, market valuations, and other factors. The portfolio strategy is anticipated to have a net long (bullish bias) exposure to the equity markets, however, nothing prohibits the Partnership from handling short positions or, as the portfolio manager deems appropriate, a net short (bearish bias) exposure to the equity market.

INVESTMENT RISKS

All securities investments carry risk, including the risk that an investor may lose a part or all of his or her initial investment. Risk refers to the uncertainty that the actual return the investor realizes could differ from the expected return. Risks may be systematic, referring to factors that affect the returns on all comparable investments and that affect the market as a whole. Systematic risks include market risk, interest rate risk, reinvestment rate risk, purchasing power risk and exchange rate risk. Unsystematic risks depend on factors that are unique to the specific investment security. These risks include business risk and financial risk.

Here are some of the general risks associated with parts of our investment strategy:

Short-term purchases - on occasion, generally only for tax management purposes, we may determine to buy or sell securities in a client's account and hold them for less than a year. Some of the risks associated with short-term trading that could affect investment performance are increased commissions and transaction costs to the account and increased tax obligations on the gains in a security's value.

Bond Pricing - The price of bonds depends in part on the current rate of interest. Rising interest rates decrease the current price of bonds because current purchasers require a competitive yield. As such, decreasing interest rates increase the current value of bonds with associated decrease in bond yield. We may decide to exchange to a lower or higher duration bond or to another asset class due to interest rate risk that could affect investment performance.

Inflation - Inflation is the loss of purchasing power through a general rise in prices. If an investment portfolio is designed for current income with a real rate of return of 4% and inflation were to rise to 5% or higher, the account would result in a loss of purchasing power and create a negative real rate of return.

Price Fluctuation - Security prices do fluctuate (except for cash or cash equivalents) and clients must accept that risk associated with the fluctuations or change to a more appropriate investment portfolio in alignment with their risk tolerance.

Reinvestment of Dividends - An investor can choose to reinvest interest, dividends and capital gains to accumulate wealth. This is an appropriate strategy for a portfolio

designed for capital growth. However, the reinvested earnings could result in a lower or a higher rate than was initially earned.

Mutual Funds with Foreign Asset Holdings - Any investments in mutual funds that make foreign investments are subject to the uncertainty with changes in the foreign currency value. The client will bear more risk and may earn a substantially higher return or a substantially lower return.

Short Sale Trading - Short Sale Trading, or “shorting” involves a great amount of risk and is not advocated by Astera, nor is it a part of our investment strategy. In rare cases, short selling may be used as directed by client to achieve specific goals.

Margin Trading - Astera does not advocate leverage as a part of its investment strategy. In rare cases, and generally only for short term financing considerations, clients may elect to assume a margin balance on their investment account. The client’s custodian may require a percentage of assets under management to be pledged as collateral for the margin amount. Clients risk that in a falling market, the pledged collateral will be insufficient to cover a margin call by the custodian. Consequently, all margin decisions are left to the client.

Option Trading - Certain Astera clients engage in option trading. Option securities are complex derivatives of equity securities that incorporate certain leverage characteristics and as such carry an increased risk of investment loss.

Alternative Asset Classes - Many alternative investments are illiquid, which means that the investments can be difficult to trade. Consequently, such holdings may limit a client's ability to dispose of such investments in a timely manner and at an advantageous price.

Private Equities - Astera may purchase or recommend the inclusion of shares in non-publicly traded equities in the accounts of accredited clients. These companies will generally have little available information on their financial status, capital structure or revenues, resulting in increased risk of loss, including total loss. In addition, these securities may be highly illiquid or may experience losses of liquidity - resulting in an inability to sell said equities or sales prices that are substantially below the purchase or market price. Astera, unless otherwise expressly agreed, will value these positions at their purchase price for any accounting purposes, which may not reflect losses that would be realized if the position was sold. Of particular risk is that Astera will base its account values for billing purposes on these positions’ purchase price (unless another methodology is agreed upon with the client), leading to a potential motivation to overvalue said equities. Finally, Astera may have clients who are executives of said firms or have other financial relationships that may create conflicts of interest. Where such conflicts exist, Astera will disclose these conflicts in written format to the clients who hold such securities or whom we intend to purchase such securities under our discretion prior to any transactions.

Item 9 - DISCIPLINARY INFORMATION

Astera has no disciplinary history and consequently, is not subject to any disciplinary disclosures.

Item 10 - OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

First Republic Investment Management, Inc. and First Republic Bank

In June 2012, Astera sold its separately managed account advisory practice to First Republic Investment Management Inc., a third party investment advisor registered with the U.S. Securities and Exchange Commission (“SEC”). First Republic Investment Management Inc. is a wholly-owned subsidiary of First Republic Bank, a California bank. First Republic Bank has an affiliated broker-dealer called First Republic Securities Company, LLC, which is a broker-dealer registered by the SEC and member of the Financial Industry Regulatory Authority (“FINRA”) and the Securities Investors Protection Corporation (“SIPC”). (These affiliated First Republic Bank entities are collectively referred to as “First Republic”).

First Republic is independent from and unaffiliated with Astera except that at the time it acquired the separately managed account portion of Aster’s investment management business, two of the Firm’s principals, Brian T. Corley and Daniel J. Grover, became registered representative employees of First Republic. Messrs. Corley and Grover only act in their registered representative capacities in connection with their investment advisory duties for their First Republic separately managed accounts and not in connection with Astera’s investment management services to the Partnership.

First Republic does not control or otherwise supervise the investment advisory activities of Astera in connection with Astera’s management of the Partnership. Equally, Astera does not control or otherwise supervise First Republic’s investment advisor activities of the separately managed account previously managed by Astera, or otherwise.

M Holdings Securities, Inc.

Also In connection with their investment advisory services to separately managed accounts at First Republic, Brian T. Corley and Daniel J. Grover are registered representatives of M Holdings Securities, Inc. (“M Securities”), a broker-dealer registered by the SEC and members of FINRA and SIPC. Again, Messrs. Corley and Grover only act in their registered representative capacities in connection with their investment advisory duties for their First Republic separately managed accounts and not in connection with Astera’s investment management services to the Partnership.

M Securities is independent from and unaffiliated with Astera. M Securities does not control or otherwise supervise the investment advisory activities of Astera in connection with Astera’s management of the Partnership. Equally, Astera does not control or

otherwise supervise M Securities' brokerage activities on behalf of the separately managed accounts at First Republic, previously managed by Astera or otherwise.

Astera Insurance Solutions

Astera Insurance Solutions, a division (dba) of Astera Financial Group, LLC, is a California licensed insurance agency (CA corporate insurance license No. 0G44967). Through Astera Insurance Solutions the Firm occasionally offers variable life and annuity products to the separately managed accounts clients previously managed by Astera but now managed by First Republic. Astera Insurance Solutions does not offer insurance products to the Firm's sole investment management client, the Partnership.

Jones Commodities, Inc.

A minority owner of Astera, Curt Breitfuss, is an owner and officer of Jones Commodities, Inc., another SEC registered investment advisory firm (CRD No. 135200). Mr. Breitfuss does not participate in the day-to-day investment management or business operations of Astera. He is active in the management and advisory activities of Jones Commodities, Inc. Jones Commodities, Inc. is the general partner and/or investment advisor to several limited partnership funds, known collectively here as the High Sierra Partnerships. For its services, Jones Commodities, Inc. receives management, administrative and performance fees from the investors in the partnerships. To the extent that Astera recommends that the Partnership makes investments in one or more of the High Sierra Partnerships, a conflict of interest could be said to exist because Partnership investments in those partnerships would result in financial gain to Mr. Breitfuss.

Item 11 - CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING

Astera, its members, officers and employees and their immediate families (sometimes collectively "employees") are permitted to buy and sell securities for their personal investment accounts. The Firm has adopted employee personal trading policies and procedures and a code of ethics to govern proprietary (on behalf of the Firm itself) and employee trading practices. Employees are required to report all personal securities transactions on a regular basis. Employees are required to sign a certification agreeing to abide by the Firm's personal trading practices and code of ethics. A copy of Astera's employee trading policies and code of ethics is made available to clients and prospective clients upon request.

Employees may trade in the same securities traded for the Partnership. However, it is the expressed policy of the Firm that no employee shall prefer his or her own interest to that of the Partnership or make personal investment decisions based on investment decisions of the Partnership. Employees may personally invest in the same securities that are purchased for the Partnership account and may own securities that are subsequently purchased for the Partnership.

From time to time, trading by employees in particular securities may be restricted in recognition of impending investment decisions on behalf of the Partnership. If a security is purchased or sold for the Partnership and employees on the same day, either the Firm and/or employee trades will be aggregated with those of the Partnership, or will be traded at the end of the trade day. If purchased or sold on different days, it is possible that employees' personal transactions might be executed at more or less favorable prices that were obtained for the Partnership.

Employees may buy or sell different investments, based on personal investment considerations, which the Firm may not deem appropriate to buy or sell for the Partnership. It is also possible that s employees may take investment positions for their own accounts that are contrary to those taken on behalf of the Partnership. Employees may also buy or sell a specific security for their personal account based on personal investment considerations aside from company or industry fundamentals, which are not deemed appropriate to buy or sell for the Partnership. This can occur when securities that are not suitable for the Partnership at the time of purchase (e.g., speculative stocks, micro-cap stocks, penny stocks), are purchased by employees.

Conversely, employees may liquidate a security position that is held both for their own account and for the account the Partnership, sometimes in advance of the Partnership. This occurs when personal considerations (i.e., liquidity needs, tax-planning, industry/sector weightings) deem a stock sale necessary for individual financial planning reasons.

Item 12 - BROKERAGE PRACTICES

Assets of the Partnership are custodied at Charles Schwab & Co., Inc. ("Schwab"), a broker-dealer member of both FINRA and SIPC. Except where securities are not traded by Schwab, all Partnership securities transactions are executed by Schwab.

BEST EXECUTION

Astera is not obligated to obtain the best net price or lowest brokerage commission on any particular transaction. Rather federal law requires investment managers to use their reasonable best efforts to obtain the most favorable execution for each transaction executed on behalf of the Partnership.

In selecting broker-dealers, Astera's primary objective is to obtain the best execution. Expected price, giving effect to brokerage commissions, if any, and other transaction costs, are principal factors, but the selection also takes account of other factors, including the execution, clearance and settlement capabilities of the broker-dealer, the broker-dealers willingness to commit capital, the broker-dealers reliability and financial stability, the size of the particular transaction and its complexity in terms of execution and settlement, the market for the security, the value of any research and other

brokerage services provided by the broker-dealer, and the cost incurred by placing prime brokerage trades in client accounts.

Based upon an evaluation of some or all of these factors, Astera may execute trades through broker-dealers that charge fees that are higher than the lowest available fees. Astera may select broker-dealers whose fees may be greater than those charged for similar investments if Astera determines that brokerage services and research materials provided by that broker-dealer warrant the payment of higher fees.

Astera reviews transaction results periodically to determine the quality of execution provided by the various broker-dealers through whom Astera executes transactions on behalf of the Partnership.

SOFT DOLLAR ARRANGEMENTS AND POTENTIAL CONFLICTS

Astera is not a party to any soft dollar arrangements with executing broker-dealers, or otherwise. Because the assets of the Partnership are custodied at Schwab, Astera may on occasion, be the recipient of unsolicited research, discounts on software or other services. The discounts are generally offered to all firms who fit a common profile and Astera is not offered such discounts because of a particular event or request. Such discounts are accepted with the intent to benefit the Partnership and the value of these discounts is not considered in the process of selecting securities to purchase for the Partnership.

Item 13 - REVIEW OF ACCOUNTS

The Firm monitors all Partnership transactions and holdings on a daily basis. Reviews are conducted by Brian Corley, Managing Member or Daniel Grover, President and Chief Compliance Officer.

Item 14 - CLIENT REFERRALS AND OTHER COMPENSATION

Astera does not pay referral fees to third party firms or individuals for recommending the Firm to prospective investors. We do not direct brokerage transactions to any broker-dealer in exchange for receiving investor referrals.

Item 15 - CUSTODY

Although it is the general partner and investment manager for the Partnership, Astera does not have physical custody of Partnership funds and securities. Physical custody of all Partnership funds and securities is maintained by Schwab or by other limited partnerships in which the Partnership invests. Not less frequently than quarterly, Schwab issues individual account statements to each member of the Partnership. The funds and securities held by Partnership are verified by an annual financial audit

conducted by a qualified, independent public accountant. The annual financial audit report is distributed to Partnership investors.

Item 16 - INVESTMENT DISCRETION

Astera has full trading and investment authority over Partnership assets. Our portfolio managers are given full discretion to determine:

1. Types of investments;
2. Which securities to buy;
3. Which securities to sell;
4. The timing of any buys or sells;
5. The amount of securities to buy or sell; and
6. The broker-dealer to be used in the transaction.

Item 17 - VOTING CLIENT SECURITIES

As a discretionary investment adviser for the Partnership, Astera generally is authorized to vote on all matters for which a shareholder vote is solicited by, or with respect to, issuers of securities beneficially held by the Partnership.

Astera votes all such shareholder actions as it deems appropriate in accordance with its written policies and procedures. These policies and procedures set forth pre-determined guidelines for voting many typical proxy proposals. However, each proxy issue is considered individually in order that Firm may consider in its judgment what would be in the Partnership's best interest.

Where a proxy proposal raises a material conflict of interest between the interests of the Firm and the Partnership, Astera seeks to avoid material conflicts of interest by applying the pre-determined proxy voting guidelines in an objective and consistent manner across client accounts. Further, if the Firm has discretion to deviate from, or does not have specific guidelines with respect to, the proposal in question, we will cast the proxies in the same proportion as the other shareholders of the issuer who are not affiliated with the Firm have done, to the extent it has available information from the issuer or its agent to permit that form of voting. This form of voting is known as shadow or mirror voting. To the extent that shadow voting is not available on a timely basis, we will abstain from voting the securities held by that client's account; provided, however, that if the Firm determines that it is in a client's best interest to vote the proxy, the Firm will forward the proxy voting materials to the client.

Partnership investors may obtain a copy of Astera's proxy voting policies and procedures and/or information on how the Firm has voted the client's securities upon written request. There may also be a variety of corporate actions or other matters for which shareholder action is required or solicited and with respect to which Astera may take

action that it deems appropriate in its best judgment except to the extent otherwise required by agreement with the client. These actions may include, for example and without limitation, tender offers or exchanges, and class actions.

Item 18 - FINANCIAL INFORMATION

Astera does not require or solicit prepayment of more than \$500 of its investment management fees from clients six or more months in advance. There are no adverse conditions related to the Firm's finances that are likely to impair its ability to meet its contractual commitments to its clients. The Firm has not been the subject of a bankruptcy filing in the last ten years.

Item 19 - REQUIREMENTS FOR STATE-REGISTERED ADVISORS

Please refer to the Firm's Form ADV Part 2B Supplements for the formal education and business backgrounds of its principals, Brian T. Corley, Daniel J. Grover and Ross Gaudoin.

Astera is not involved in any other business activities except as noted in Item 10 with respect to Astera Insurance Solutions.

Astera does not accept performance based investment management fees.

No member of the Firm's senior management has been involved in, been held liable for or been subjected to an award or judgment for any arbitration, civil action, self-regulatory organization proceeding or administrative proceeding involving an investment related business or activity, fraud, false statement or omission, theft, embezzlement or wrongful taking of property, bribery, forgery, counterfeiting, extortion, dishonest, unfair or unethical practices.

All material conflicts of interest under California Corporations Code Section 260.238 (k) regarding the Firm and its employees which could be reasonably expected to impair the rendering of unbiased and objective advice are disclosed in this brochure.