

Stelliam Investment Management LP

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FORM ADV PART 2A: FIRM BROCHURE

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Stelliam Investment Management LP is an investment adviser that is registered with the U.S. Securities and Exchange Commission. Registration with U.S. Securities and Exchange Commission does not imply a certain level of skill or training.

This brochure provides information about the qualifications and business practices of Stelliam Investment Management LP. If you have any questions about the contents of this brochure, please contact us at (212) 490-6700. The information in this brochure has not been approved or verified by the U.S. Securities and Exchange Commission or by any state securities authority.

Additional information about Stelliam Investment Management LP also is available on the Securities and Exchange Commission's website at www.adviserinfo.sec.gov.

Material Changes

Item 2 is not applicable to Stelliam Investment Management LP for this Form ADV Part 2 brochure because this is the first brochure of Stelliam Investment Management LP.

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Item 4. Advisory Business

Stelliam Investment Management LP is an independent private investment firm founded in 2006 and formed under the laws of the State of Delaware as a limited partnership. Stelliam is principally owned and controlled by Ross S. Margolies, with its principal place of business in New York, New York. Stelliam GP LLC, a Delaware limited liability company, is the general partner of Stelliam Investment Management LP. Ross S. Margolies is the manager of Stelliam GP LLC, and as such controls Stelliam Investment Management LP. Mr. Margolies is also the managing member of Stelliam Funds GP LLC, a Delaware limited liability company that serves as the general partner of Stelliam Fund LP and Stelliam Intermediate Offshore Fund, L.P. In addition, Mr. Margolies is the managing member of Stelliam Long Funds GP LLC, which is the general partner of Stelliam Master Long Fund, L.P. Mr. Margolies owns greater than 25% of each of Stelliam Investment Management LP, Stelliam Funds GP LLC and Stelliam Long Funds GP LLC.

We use the terms “Stelliam”, “we”, “us” or “our firm” in this brochure to refer to Stelliam Investment Management LP.

Our firm provides investment advisory services to the following private investment funds, which constitute our long/short fund:

- Stelliam Master Fund, L.P., a Cayman Islands exempted limited partnership;
- Stelliam Offshore Fund, Ltd., a Cayman Islands exempted company;
- Stelliam Intermediate Offshore Fund, L.P., a Cayman Islands exempted limited partnership; and
- Stelliam Fund LP, a Delaware limited partnership.

Our firm also provides investment advisory services to the following private investment funds, which constitute our long-only fund:

- Stelliam Offshore Long Fund, Ltd., a Cayman Islands exempted company; and
- Stelliam Master Long Fund, L.P., a Cayman Islands exempted limited partnership.

Our clients are exempt from registration under the U.S. Investment Company Act of 1940, as amended, and none of the securities of each of the foregoing are registered under the U.S. Securities Act of 1933, as amended. Our clients offer securities to investors only through private placements of such securities. We describe detailed terms applicable to investors in our clients in our clients’ organizational documents and confidential offering memoranda.

Our firm tailors its advisory services to the specified investment mandates of our clients as set forth in each client’s confidential offering memorandum. As indicated above, we currently manage two portfolios; a long/short equity fund and a long-only equity fund. The objective of

our long/short equity strategy is to provide attractive returns over a market cycle by providing our clients with long-term exposure to equity markets while mitigating some of the volatility. We seek to accomplish this objective by identifying both long and short investment opportunities. The objective our long-only equity strategy is to outperform the S&P 500 index return over a market cycle by providing investors with long-term exposure to U.S. equity markets. For both strategies, we primarily focus on the U.S. equity markets but, consistent with our fundamentally driven research approach, we may opportunistically invest across capital structures, market capitalizations and investment styles and may advise our clients on a broad range of investments including public and private debt and equity investments both in the United States and abroad and derivative instruments designed to provide exposure to debt and equity securities.

We use the term “Stelliam Funds” and “our clients” in this brochure to refer to the private investment funds and other collective investment vehicles that we manage and advise.

In providing services to our clients, among other things, we (i) manage our clients’ assets in accordance with the terms of the applicable governing documents; (ii) formulate investment objectives; (iii) direct and manage the investment and reinvestment of our clients’ assets; and (iv) provide periodic reports to our clients’ investors. We provide investment advice directly to our clients and not individually to a client’s limited partners or shareholders.

Our clients generally adopt investment guidelines relating to the types and dollar amount of securities that they may purchase. We tailor our investment advice to our clients to meet any applicable investment guidelines. In addition, our clients’ investors may be subject to regulatory or other restrictions on investing and may, in certain circumstances, impose upon our clients restrictions on investing in certain securities or types of securities. To accommodate those restrictions, the Stelliam Funds generally have the ability under their operating agreements to allocate profits and losses associated with a restricted investment away from investors that are restricted from participating in them.

Our firm does not participate in wrap fee programs.

We describe investment strategies our firm employs on behalf of our clients in greater detail below in Item 8. We also describe investment strategies our firm employs on behalf of our clients in the confidential offering memoranda of our clients.

As of December 31, 2011, our firm managed \$793 million of client assets on a discretionary basis and managed no client assets on a non-discretionary basis.

Item 5. Fees and Compensation

We, or an affiliate of our firm, generally receive compensation from our clients based on a percentage of net assets under management and on the performance achieved for the account of each of our client’s investors. Our clients generally have the ability to apply differing fee rates to different investors. To accommodate this, our clients may establish separate classes of interests corresponding to each different fee class. Details concerning such terms are set forth in each Stelliam Fund’s confidential offering memorandum and other governing documents.

We have the ability to charge a fee ranging up to 2.0% per annum of the value of each investor's capital account or net asset value of shares. We generally deduct the asset-based fee from our clients' accounts monthly in arrears.

Our performance-based fee for our long-only fund is calculated based on our performance over a two year period as measured against the S&P 500 index on a dividend-reinvested compounded basis. Such fees can range up to 20% of the amount by which we outperform the S&P 500 index plus a hurdle rate (which incorporates paid out dividends and returns are compounded). We generally deduct the performance based fee for our long-only fund biennially in arrears. For our long/short fund, the client's general partner, which is our affiliate, is entitled to an annual performance-based allocation of up to 20% of annual net profits. We generally deduct the performance-based allocation for our long/short client annually in arrears. We also will deduct performance-based fees (or profit allocations) from our clients at the time one of our client's investors withdraws or redeems its interest. For all clients, performance-based fees (and allocations) are calculated based on overall performance, including realized and unrealized gains and losses, and are subject to loss carry forwards from prior years based on a "high water mark" formula (adjusted to reflect withdrawals and redemptions). Further information concerning the calculation and application of loss carry forwards for the Stelliam Funds are included in each Stelliam Fund's confidential offering memorandum.

Our fees are deducted from the accounts of the investors in the Stelliam Funds. Our fees are generally not negotiable. Our firm may waive, reduce or otherwise modify the management fee and/or performance-based compensation for any investor in a Stelliam Fund, including affiliates of our firm. In addition, we occasionally enter into side letter arrangements with certain investors in our clients, in which we grant such investors preferential terms.

In addition to management and performance compensation, our clients are responsible for their own investment and trading expenses; organizational and offering expenses (including, where applicable, a pro rata share of the fees and expenses associated with a seed investor's investment in the applicable fund); and operating and administrative fees and expenses. Client expenses typically include, but are not limited to, the following: costs and expenses directly related to portfolio investments or prospective investments (such as brokerage commissions, clearing and settlement charges, custody fees, interest on debit balances or borrowings); fees and specific expenses incurred in obtaining, maintaining or performing systems, research and other information; liability insurance premiums; administrative services and out-of-pocket costs of the administration of our clients and our client's accounts; tax preparation, accounting, audit, operational, administration, secretarial and legal expenses; costs of litigation or investigation involving our clients' activities; and costs associated with reporting and providing information to our clients' investors. Please see Item 12 entitled "Brokerage Practices" for more information regarding our brokerage practices.

Neither our firm nor any of our supervised persons receives any transaction-based compensation for the sale of securities or other investment products.

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

As described in Item 5 above, we receive performance-based compensation from each of our clients. Also as described in Item 5 above, our firm may waive, reduce or otherwise modify the performance-based compensation for any investor in a Stelliam Fund, including affiliates of our firm. Although the maximum rate of the performance-based compensation that we receive is the same amongst our clients, our long-only client must achieve a hurdle rate of return before performance-based compensation is received, while our long/short client is not subject to a similar hurdle. Therefore, there may be a financial incentive to allocate opportunities in a manner that will favor clients that pay us higher performance-based compensation. As described in Item 8 below, participation in investment opportunities will be allocated on an equitable basis, taking into account such factors as net assets in our clients, concentration of holdings, investment objectives and guidelines, target leverage levels and position sizes, and cash availability.

Item 7. Types of Clients

All of our clients are private investment funds that operate as pooled investment vehicles. As noted above, our clients rely on certain exclusions from the definition of “investment company” in the Investment Company Act of 1940, as amended, and accordingly none of our clients are registered as investment companies with the SEC.

Our clients’ investors may include a broad range of U.S. and non-U.S. institutions and high net worth individuals. Institutional investors may include corporations, trusts, estates, charitable organization, endowments, foundations, family offices and others. We generally require that our clients’ investors meet certain minimum investment thresholds and suitability requirements. For example, the organizational documents for our clients impose minimum investment thresholds of \$5,000,000 for institutions and \$1,000,000 for individuals, although we (or our affiliates) have the discretion to accept less (subject to regulatory minimums) and have done so in the past. Details concerning applicable investor suitability requirements are included in each client’s confidential offering memorandum and subscription materials which are furnished to all investors.

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

We tailor our advice to our clients based on each client’s investment objective. We generally have flexibility with respect to the types of securities or other instruments used in pursuing our clients’ trading strategies, although we primarily invest in equities and equity-related securities and derivative instruments on those securities. For our long/short client, we use a fundamentally driven equity strategy that maintains net long exposure and opportunistically invests across capital structures, market capitalizations, and investment styles. For our long-only client, we maintain long positions that are modeled after the long positions in our long/short client’s portfolio. As a result, our long-only client is expected to hold long positions that are similar, but not necessarily identical, to those maintained by our long/short client.

We use a fundamental research approach to evaluate the operating and financial prospects of companies in order to determine the investment merits of their securities. Our investment team

members cover a variety of companies with a view toward purchasing securities with attractive risk/reward profiles including a wide range of market capitalization and various positions in a company's capital structure. Although we invest primarily in equity and equity related securities and derivative instruments, consistent with our fundamental investment approach, we have the flexibility to invest in different types of securities or other instruments anywhere in a company's capital structure. Where appropriate, macroeconomic factors will be considered, but the security selection process is primarily a bottom-up process. Analytically we use multiple disciplines including equity and credit analysis as well as both value and growth approaches. Factors considered in making an investment generally include a company's business and industry outlook, franchise quality, financing plans/capital structure, management quality, uses of cash and mergers & acquisitions (M&A) strategy. These factors, combined with traditional financial analysis, are evaluated to create a valuation framework for different potential outcomes.

Our clients consist exclusively of private investment funds. Acquiring an interest in a private investment fund involves a number of risks, including complete loss of investment. Such investments are speculative investment and not intended as a complete investment program. They are designed for sophisticated investors who fully understand and are capable of bearing the risk of investment. We make no guarantee or representation that a fund will achieve its investment objective or that investors in a fund will receive a return of their capital.

The investment strategy we use entails substantial risks, including, but not limited to, those listed below. Further risk factors are listed in the confidential offering memoranda of our clients.

General Risk Factors

Dependence on Key Personnel. Our investment activities depend upon the experience and expertise of our principal. The loss of the service of our principal could have a material adverse effect on our operations.

Absence of Regulatory Oversight. While each of our clients may be considered similar to an investment company, each of our clients is not required to, and does not intend to, register as an investment company under the Investment Company Act or the laws of any jurisdiction and, accordingly, the provisions of such statutes (which may provide certain regulatory safeguards to investors) are not applicable.

“Master-Feeder” Structure. Our long/short fund generally invests through a “master-feeder” structure, which presents certain unique risks to investors in such client. For example, a smaller feeder fund investing in the master fund may be materially affected by the actions of a larger feeder fund investing in the master fund.

Limitations on Withdrawals/Redemptions and Transfers of Interests in Stelliam Funds. An investor's investment in the Stelliam Funds is subject to the structure and terms of the relevant fund. Although investors may request withdrawal of their interests/redemption of their shares, as the case may be, on available withdrawal/redemption dates, the Stelliam Funds may impose limitations on withdrawals/redemptions and may delay payment of a portion of the withdrawal/redemption price. Limitations on withdrawal/redemption may include lock-ups, a suspension of withdrawals/redemptions under certain limited circumstances or the issuance of a

liquidating share class or interest designed to pay out up a portion of withdrawal/redemption request over time (not to exceed 20% of a withdrawal/redemption request). There is no public market for interests in the Stelliam Funds and those interests may not be sold, assigned, or transferred without our or our clients' consent. Interests in the Stelliam Funds will not be registered under federal or state securities laws and may not be transferred unless registered under applicable federal and state securities laws or unless an exemption from such laws is available.

In-Kind Distributions. As noted above, an investor withdrawing from a Stelliam Fund may, in the discretion of our firm, receive securities owned by a Stelliam Fund directly or via the distribution of interests in a liquidating share class or interest in lieu of, or in combination with, cash. The value of securities distributed may increase or decrease before the securities can be sold, and such withdrawing investor will incur transaction costs in connection with the sale of such securities. Additionally, securities distributed with respect to a withdrawal by an investor in a Stelliam Fund may not be readily marketable. The risk of loss and delay in liquidating these securities will be borne by such withdrawing investor, with the result that such withdrawing investor may receive less cash than it would have received on the date of withdrawal.

Effect of Withdrawals. A significant withdrawal of capital by investors from a Stelliam Fund may cause a temporary imbalance in such Stelliam Fund's portfolio which may adversely affect the remaining investors in such Stelliam Fund.

Business and Regulatory Risks of Hedge Funds. Legal, tax and regulatory changes could occur during the term of our clients that may adversely affect our clients and/or investors in our clients. The regulatory environment for hedge funds is evolving, and changes in the regulation of hedge funds may adversely affect the value of investments held by our clients. In addition, securities markets are subject to comprehensive statutes and regulations. The U.S. Securities and Exchange Commission, other regulators and self-regulatory organizations and exchanges are authorized to take extraordinary actions in the event of market emergencies. The effect of any future regulatory change on our clients could be substantial and adverse.

General Business and Management Risk. Investments in securities are subject to the general risks associated with the underlying businesses, including market conditions, changes in regulatory requirements, reliance on management at the company level, interest rate and currency fluctuations, general economic downturns, domestic and foreign political situations and other factors. All investments risk the loss of capital. There can be no assurance that our investment program will be successful.

Conflict of Interest Risks

Management of More than One Client. Certain inherent conflicts of interest arise from the fact that our firm and its affiliates will provide investment management services both to our long/short fund and our long-only fund. The portfolio strategies employed by our firm for one client could conflict with the transactions and strategies employed by our firm in managing the other client and may affect the prices and availability of the securities and instruments in which such other client invests, and vice versa. Participation in specific investment opportunities may be appropriate, at times, for both Stelliam Funds. In such case, participation in such

opportunities will be allocated on an equitable basis, taking into account such factors as net assets in such funds, concentration of holdings, investment objectives and guidelines, target leverage levels and position sizes, and cash availability. Orders may be combined for all such clients, and if any order is not filled at the same price, they may be allocated on an average price basis. Such considerations may result in allocations of certain investments among our clients on other than a *pari passu* basis. The use of a master-feeder structure also may create a conflict of interest in that different tax considerations among the feeder funds of our long/short fund may cause the master fund of our long/short fund to structure or dispose of an investment in a manner that is more advantageous to one feeder fund.

Management Fee and Performance-Based Compensation. The management fee and the performance-based compensation arrangements for our clients have not been negotiated at arm's-length. The existence of the performance-based compensation with respect to our clients may create an incentive for our firm to make more speculative investments on behalf of our clients than it would otherwise make in the absence of such performance-based compensation. Such performance-based compensation may result in compensation to our firm that may be greater than performance-based compensation allocable to other managers for similar services. In addition, because the performance-based compensation for our clients is allocated based upon both realized and unrealized gains, there can be no assurance that such unrealized gains will ultimately be realized.

Side Letters. Our clients may enter into side letters or similar agreements with certain investors which may have the effect of establishing rights, terms or conditions (including, without limitation, reductions in management fees and performance-based compensation, receipt of a share of the management fees and performance-based compensation borne by other investors, or other preferential terms, such as preferential liquidity, preferential transparency, or access to co-investment opportunities) with respect to such investors that are more favorable than the rights, terms and conditions established in favor other investors in such client.

Tax Risks

Phantom Income. Each investor subject to U.S. tax that invests in a client that is treated as a partnership for U.S. federal income tax purposes will be required to take into account its distributive share of all items of such client's income, gain, loss, deduction and credit, whether or not distributed. Our clients do not expect to make regular cash distributions to their investors. Further, as a result of certain operating limitations, an investor in one of our clients cannot be certain that it will be permitted to withdraw all or a portion of its interest in such client in order to generate cash distributions sufficient to satisfy its tax liability with respect to its share of such client's profits. Accordingly, each investor in one of our clients should ensure that it has sufficient cash flow from other sources to pay all tax liabilities resulting from such investor's ownership of its interest in such client.

Unrelated Business Taxable Income for Certain Tax-Exempt Investors. Pension and profit-sharing plans, Keogh plans, individual retirement accounts and other tax-exempt investors may realize "unrelated business taxable income," also known as UBTI, as a result of an investment in a client that is treated as a partnership for U.S. federal income tax purposes. Our clients may elect to participate in investments that give rise to UBTI through entities that are treated as

partnerships for U.S. federal income tax purposes. Because of the “flow-through” principles applicable to partnerships, if UBTI is earned by a client that is treated as a partnership for U.S. federal income tax purposes, a tax-exempt investor in such client will realize UBTI.

Other Tax Risks. Changes in existing tax laws or regulations and their interpretation may occur and could alter the income tax consequences of an investment in any of our clients. In addition, our clients may take positions with respect to certain tax issues that depend on legal and other interpretive conclusions. If the U.S. Internal Revenue Service or other applicable taxing authority successfully challenges any of these positions, an investor in such client may be found to have a different tax liability for that year than that reported on his or its U.S. federal income tax return. An audit of one of our clients may result in an audit of the returns of some or all of its investors, which examination could result in adjustments to the tax consequences initially reported by such client and affect items not related to an investment in such client. If such adjustments result in an increase in an investor’s U.S. federal income tax liability for any year, such investor may also be liable for interest and penalties with respect to the amount of underpayment.

The taxation of our clients and their respective investors is complex. In addition, with respect to certain countries, there is a possibility of expropriation, confiscatory taxation, imposition of withholding or other taxes on dividends, interest, capital gains or other income, limitations on the removal of funds or other assets of our clients, political or social instability or diplomatic developments that could affect investments in those countries. An issuer of securities may be domiciled in a country other than the country in whose currency the instrument is denominated. The values and relative yields of investments in the securities markets of different countries, and their associated risks, are expected to change independently of each other.

Any of the foregoing legal, regulatory and tax risks could give rise to material liabilities in periods after the occurrence of the transactions or other events giving rise to the claim. Consequently, such liabilities could be borne by investors who were not investors in the applicable client at the time of such transactions and who did not derive any financial returns associated with such transactions.

Investment and Trading Risks

General Investments Risks. An investment in any of our clients involves a high degree of risk, including the risk that the entire amount invested may be lost. Our clients may invest in debt and equity securities and other financial instruments using investment techniques with significant risk characteristics. We make no guarantee that our clients’ investment programs will be successful. Our clients’ investment programs may utilize such investment techniques as short sales, options, swaps and other derivatives investments which practices can, in certain circumstances, maximize the adverse impact to which our clients may be subject.

Illiquidity. Subject to restrictions described in our clients’ confidential offering memoranda, our clients may make investments in securities or other assets that are not readily marketable. During market dislocations, these types of investments can experience extreme price volatility, which may make it difficult for us to realize the intrinsic value of such investments if we were

forced to sell them and may impact our clients' ability to make timely distributions or calculate their net asset value.

Financial Markets and Regulatory Change. In addition to specific business and regulatory risks of hedge funds listed above, the laws and regulations affecting businesses in general continue to evolve in an unpredictable manner. Laws and regulations, particularly those involving taxation, investment and trade, applicable to our clients' activities can change quickly and unpredictably, and may at any time be amended, modified, repealed or replaced in a manner adverse to the interests of our clients. Our clients and our firm may be, or may become, subject to unduly burdensome and restrictive regulation. In particular, in response to significant recent events in international financial markets, governmental intervention and certain regulatory measures have been or may be adopted in certain jurisdictions. The extent to which the underlying causes of these recent events are pervasive throughout global financial markets and have the potential to cause further instability is not yet clear. These recent events, and their underlying causes, are likely to be the catalyst for changes in global financial regulation for some time, and may result in major and unavoidable losses to our clients.

Political, Economic and Other Conditions. Our clients' investments may be adversely affected by changes in economic conditions or political events that are beyond its control. For example, a stock market break, continued threats of terrorism, the outbreak of hostilities involving the United States, or the death of a major political figure may have significant adverse effects on our clients' investment results.

Leverage. We generally have the discretion to borrow funds and use other forms of leverage in connection with our clients' investment programs. While the use of leverage can amplify the profit on successful investments, it can also amplify the losses incurred on unsuccessful investments. In the case of short-term margin borrowing, should the securities pledged to brokers to secure a client's margin account decline in value, the client could be subject to margin calls which could require the client to deposit additional funds with the broker or suffer mandatory liquidation of the pledged securities to compensate for the decline in value. In addition, the interest rate on any loan is an expense of the borrower and will therefore affect our clients' operating results.

Derivative Instruments. We may use various derivative instruments, including options, forward contracts, swaps and other derivatives which may be volatile and speculative. Certain positions may be subject to wide and sudden fluctuations in market value, with a resulting fluctuation in the amount of profits and losses. Derivative instruments may not be liquid in all circumstances and can result in a large amount of effective leverage.

Short Sales. Our strategies for our long/short client permit short sales. Short sales are designed to profit from a decline in the price of the securities sold short without the need to invest the full purchase price of the securities on the date of the short sale. Short sales theoretically involve unlimited loss potential, as the market price of the securities sold short may increase continuously. Under adverse market conditions we might have difficulty purchasing securities to meet our short sale delivery obligations, and might have to sell portfolio securities to raise the capital necessary to meet short sale obligations at a time when fundamental investment considerations would not favor such sales.

Investment Discretion; Concentration of Investments. Subject to any restrictions described in our clients' confidential offering memoranda, we have the discretion to alter our clients' portfolios without the approval of their investors. Our clients may have exposure to a particular position, industry or region such that a loss in such position, industry or region could materially reduce our clients' capital.

Counterparty Risk. Securities held by brokers are generally not held in our name or our clients' names. A failure of a broker holding our or our clients' securities may have an adverse impact on our clients' portfolios. Such a failure may also impact a client's access to assets and may force a client to suspend operations, withdrawals/redemptions and/or calculation of its net asset value. In addition, we may trade securities in "over-the-counter" or "interdealer" markets exposing our clients to the risk that a counterparty will not settle a transaction in accordance with its terms. In the event of an insolvency of our clients' prime brokers, our clients may rank as unsecured creditors in relation to assets that the prime broker borrows, lends or uses as collateral.

Valuation. Investors in each of the Stelliam Funds purchase interests/shares and withdraw interests/redeem shares, as the case may be, in those funds based on a determination of the fair value of the assets and liabilities of such fund. In addition, our management fees and performance-based compensation are determined by reference to these valuations. Investors can be adversely affected if we are not able to realize the value that we ascribe to an investment upon the sale of the security or asset. We generally do not make retroactive adjustments based on subsequent valuation data.

Non-U.S. Securities. Subject to limitations imposed by our clients, we may invest in securities and other instruments of corporations and countries located or domiciled outside of the United States. Investing in the securities of companies (or governments) outside of the United States involves certain considerations not usually associated with investing in securities of United States companies or the United States government. For example, we may need to consider among other things: political and economic considerations, such as greater risks of expropriation, nationalization and general social, political and economic instability; the small size of the securities markets and the low volume of trading in a particular country, resulting in potential lack of liquidity and in price volatility; fluctuations in the rate of exchange between currencies and costs associated with currency conversion; and the possibility of government policies that may restrict investment opportunities. Accounting and financial reporting standards that prevail in countries outside of the United States may differ from United States standards. Depending on the country, less information may be available to investors in companies located outside the United States than is available to investors in companies located in the United States. Furthermore, there may be less regulation of the securities markets in non-U.S. countries than there is in the United States.

Investors should review the confidential offering memorandum and other governing documents of the relevant Stelliam Fund to understand the risks and potential conflicts of interest. This brochure is not intended to serve as an exhaustive list or a comprehensive description of all risks and conflicts that may arise in connection with the management and operation of the Stelliam Funds.

Item 9. Disciplinary Information

Neither our firm, nor our principal nor any of our directors or officers have been involved in any criminal or civil actions in a domestic, foreign or military court that would be material to a client's evaluation of our firm's advisory business or our management.

Neither our firm, nor our principal nor any of our directors or officers have been involved in any administrative proceedings before the U.S. Securities and Exchange Commission, any other federal regulatory agency, any state regulatory agency or any foreign financial regulatory authority.

Neither our firm, nor our principal nor any of our directors or officers have been involved in any self-regulatory organization proceedings.

Item 10. Other Financial Industry Activities and Affiliations

Neither our firm, nor our principal nor any of our directors or officers is registered, or has an application pending to register, as a broker-dealer, registered representative of a broker-dealer, futures commission merchant, commodity pool operator, commodity trading advisor, or is an associated person of any of the above.

We manage each of the Stelliam Funds either as the general partner (in the case of Stelliam Funds formed as partnerships) or by designating investment professionals of our firm to serve on the board of directors (in the case of Stelliam Funds formed as corporations). As noted in Item 4, the general partner of the partnerships of our long/short client is Stelliam Funds GP LLC, and the general partner of the partnership of our long-only client is Stelliam Long Funds GP LLC. These general partner entities serve as investment advisers to their respective partnerships, but have delegated to Stelliam Investment Management LP investment management discretion over such partnerships. For Stelliam Funds formed as a corporate entity, the board of directors for the entity tends to be a split board including some Stelliam employees and some independent directors. The Stelliam Funds do not have independent management. As a result of our sponsorship of and control over the Stelliam Funds, the terms of the Stelliam Funds are not subject to arm's-length negotiations.

We currently manage a long/short fund consisting of four primary vehicles:

- Stelliam Fund LP
- Stelliam Offshore Fund, Ltd.
- Stelliam Intermediate Offshore Fund, L.P.
- Stelliam Master Fund, L.P.

We also manage a long-only fund consisting of two primary vehicles:

- Stelliam Offshore Long Fund, Ltd.

- Stelliam Master Long Fund, L.P.

Since we have more than one client, our personnel cannot devote their exclusive attention to any single client. As mentioned previously, the investment mandates of our long/short fund and long-only fund overlap. As a result, we are often required to allocate opportunities among them rather than allocating the entire opportunity to one client. We seek to make these allocations in a fair and equitable manner.

Situations may occur in which we conclude that it is in the best interests of one client to purchase an investment (for example, when a Stelliam Fund has received new capital from investors) and in the best interests of another client to sell the same investment (for example, when a Stelliam Fund must raise cash to fund investor withdrawal/redemption requests). In these circumstances, we may determine that both clients will benefit by effecting independent purchase and sale transactions between them in the secondary market. In general, while we seek to effect any cross trades at a price and on terms that we believe are arm's-length and fair, there may be no opportunity for any investor in a Stelliam Fund to consent to or receive notifications of these cross trades.

Finally, our firm does not recommend or select other investment advisers for its clients for which our firm receives compensation directly or indirectly from those advisers that creates a material conflict of interest, nor does our firm have other business relationships with advisers that create material conflicts of interest.

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

Pursuant to Rule 204A-1 of the Advisers Act, we have adopted a written Code of Ethics predicated on the principle that we owe a fiduciary duty to our clients. The Code of Ethics is designed to address and avoid potential conflicts of interest and is applicable to all of our firm's officers, directors, members, partners or employees (collectively referred to as "employees"). We require our employees to act in our clients' best interests, abide by all applicable regulations and avoid any action that is, or could even appear to be, legally or ethically improper.

Stelliam's Code of Ethics requires, among other things, that employees:

- Act with integrity, competence, diligence, respect, and in an ethical manner with the public, clients, prospective clients, employers, employees, colleagues in the investment profession, and other participants in the global capital markets;
- Place the integrity of the investment profession, the interests of clients, and the interests of Stelliam above such employee's own personal interests;
- Adhere to the fundamental standard that an employee should not take inappropriate advantage of such employee's position;
- Avoid or disclose any actual or potential conflict of interest;

- Conduct all personal securities transactions in a manner consistent with our Code of Ethics;
- Use reasonable care and exercise independent professional judgment when conducting investment analysis, making investment recommendations, taking investment actions, and engaging in other professional activities;
- Practice and encourage others to practice in a professional and ethical manner that will reflect credit on such employee and the profession;
- Promote the integrity of, and uphold the rules governing, capital markets;
- Abide by our insider trading policies and procedures.
- Comply with applicable provisions of the federal securities laws.

In order to manage conflicts of interest, Stelliam's Code requires employees to:

- pre-clear personal securities transactions,
- report personal securities transactions on at least a quarterly basis,
- provide Stelliam with a detailed summary of certain holdings (both initially upon commencement of employment and annually thereafter) over which such employees have a direct or indirect beneficial interest, and
- refrain from trading (including selling any pre-existing position) in any position in which our clients have a position.

A copy of the Stelliam's Code of Ethics shall be provided to any client or prospective client upon request.

Our firm does not recommend to clients, or buy or sell for client accounts, securities in which our firm has a material financial interest. Our firm or a related person of our firm may occasionally recommend to clients, or buy or sell for client accounts, securities in which a related person of our firm has a material financial interest, in which case such related person will be subject to the foregoing trading restrictions until such time as our client no longer holds the applicable securities.

Our firm and related persons of our firm generally do not invest in the same securities (or related securities, e.g., warrants, options or single-stock futures) that our firm or a related person of our firm recommends to clients. If the related person had a pre-existing position, he or she will be restricted from any trading in such security until our clients liquidate their position. In addition, our firm and related persons of our firm generally do not recommend securities to clients, or buy or sell securities for client accounts, at or about the same time that our firm or a related person buys or sells the same securities for our firm's own (or the related person's own) account. The Chief Compliance Officer has the authority to grant exceptions to the foregoing, but such exceptions are expected to be granted only in limited circumstances.

Item 12. Brokerage Practices

Our firm has full authority to select broker-dealers to execute our clients' investment transactions, and has appointed brokerage firms to act as "prime brokers" for each client. A firm appointed as a client's prime broker has certain administrative responsibilities, including the issuance of account statements and information with respect to securities transactions affected through other broker-dealers. A prime broker may be allocated a portion of our clients' securities transactions, subject to principles of best execution. Our firm may, in its discretion, change its selections of one or more prime brokers for our clients.

We seek to obtain best overall execution of securities trades for our clients based on the circumstances of each transaction that we place. In selecting brokers or dealers and determining the reasonableness of their commissions for our clients, we take into account the following factors:

- the ability to effect prompt and reliable executions at favorable prices (including the applicable dealer spread or commission, if any);
- the operational efficiency with which transactions are effected (such as prompt and accurate confirmation and delivery), taking into account the size of order and difficulty of execution;
- the financial strength, integrity and stability of the broker-dealer;
- the quality, comprehensiveness, and frequency of available research services considered to be of value to Stelliam and its clients;
- the value of brokerage services over and above trade execution provided to us and our clients; and
- the competitiveness of commission rates in comparison with other broker-dealers satisfying our other selection criteria.

We receive research and other soft dollar benefits from brokers and dealers in connection with our clients' securities transactions. Soft dollar benefits may include research reports on particular industries and companies, economic surveys and analyses, recommendations as to specific securities, online quotations, Bloomberg terminal licenses and exchanges for the portfolio manager and analysts, our order management analytics system, news and research services, access to industry, sector and governmental experts, and other services and systems providing lawful and appropriate assistance to our investment professionals in the performance of their investment decision-making responsibilities on behalf of our clients. We may receive soft dollar benefits directly from brokers or from third parties at the direction of brokers. We expect that all soft dollar benefits will fall within the "safe harbor" of Section 28 (e) of the United States Securities Exchange of 1934, as amended.

Our authority to use "soft dollar" credits generated by our clients' securities transactions provides a benefit to our firm and allows us to acquire products and services without expending our own resources. Accordingly, relationships with broker-dealers that provide soft dollar services to our

firm create a conflict of interest. Our authority to obtain soft dollar benefits may give us an incentive to select brokers or dealers for our clients in a manner that takes into account the soft dollar benefits that we receive rather than giving exclusive consideration to the interests of our clients. We do not allocate soft dollar benefits to client accounts proportionately to the soft dollar credits that each account generates. As a result, clients that generate sizable commissions may subsidize research services provided to clients whose accounts generate fewer commissions.

While we believe that these relationships are beneficial to our clients, selecting brokers on the basis of considerations other than applicable commissions may at times result in higher transaction costs than would otherwise be the case.

In the last fiscal year, we have acquired approximately \$919,000 worth of products and services with soft dollars. Such products and services comprised: research reports on particular industries and companies, economic surveys and analyses, recommendations as to specific securities, online quotations, Bloomberg terminal licenses and exchanges for the portfolio manager and analysts, our order management analytics system, access to industry, sector and governmental experts, and news and research services such as FactSet.

The execution of the trading and investment strategies employed by our firm can often require complex trades, difficult to execute trades, the use of negotiated terms with counterparties such as in the use of derivatives, and the execution of trades involving less common or novel instruments. In each case, we seek best execution and have trained execution and operational staff devoted to executing, settling and clearing such trades. However, in light of the complexity and global diversity involved, some errors and miscommunications with brokers and counterparties are inevitable and may result in losses to our clients. We will evaluate the merits of potential claims for damage against brokers and counterparties who are at fault, and to the extent practicable, will seek to recover losses from those parties. We may choose to forego pursuing claims against brokers and counterparties on behalf of our clients for any reason including, but not limited to, the cost of pursuing claims relative to the likely amount of any recovery and the maintenance of its business relationships with brokers and counterparties. In addition, our execution and operational staff may be solely or partly responsible for errors in placing, processing and settling trades that result in losses to our clients.

We do not consider whether our firm or a related person receives client referrals in selecting broker-dealers.

We do not recommend, request or require that a client, nor do we permit a client to, direct us to execute transactions through a specified broker-dealer.

Our firm may place as an aggregated order for execution orders for publicly traded securities placed at the same time for the accounts of two or more clients. This practice may enable our firm's clients to seek more favorable executions and net prices for the combined order. If the order cannot be executed in full at the same price or time, the securities actually purchased or sold by the close of each business day shall generally be allocated pro rata among the participating clients in accordance with the initial amounts ordered by each client. However, the pro rata allocation may be adjusted to avoid having odd amounts of shares held in any client's account or to avoid deviations from any pre-determined minimum/maximum holdings limits

established for any client. Each client that participates in the order shall do so at the average price for all the transactions and shall share in commissions or other transaction costs on a pro rata basis.

Item 13. Review of Accounts

Our principal and investment professionals review our clients' accounts on a continuous basis. These reviews are designed to monitor and analyze our clients' transactions, positions, and investment levels. In reviewing our clients' accounts we pay particular attention to changes in company fundamentals, industry outlook, market outlook, and price levels.

We provide investors in the Stelliam Funds with monthly statements that contain estimated net capital account balances and net performance returns. Investors are also provided with risk exposure reports on a semi-monthly basis and annual reports containing financial statements examined by our independent auditors as well as tax information that is necessary for each investor to complete its U.S. federal and state income tax or information returns. Some of our clients' investors receive additional, and sometimes more frequent, reporting. We consider our fiduciary duties when managing our investor reporting obligations.

Item 14. Client Referrals and Other Compensation

We do not directly or indirectly compensate any person for client/investor referrals or for providing advisory services to our clients, although we have the authority to hire placement agents in the future.

As of the date of this brochure, our firm does not, nor does our principal or employees, compensate anyone for client referrals. Should we appoint a placement agent in connection with the offering of interests in any of our client funds, such placement agent may charge the investors who purchase interests through them additional upfront and/or ongoing placement fees. With the consent of a prospective investor, the client fund may add such placement fee to such investor's subscription amount and/or subtract such placement fees from such investor's fund interest, with any performance-based compensation borne by such investor calculated without regarding to some or all of such placement fees. Certain placement agents may also receive a portion of management fees and/or performance-based fees.

Item 15. Custody

Due to our access to our clients' funds and securities as general partner or investment manager of our clients' accounts and our authority to deduct fees and other expenses from our clients' accounts, we are deemed to have constructive custody of our clients' funds and securities within the meaning of Rule 206(4)-2 of the Investment Advisers Act of 1940, as amended. Substantially all of our clients' assets are held in custody by unaffiliated broker-dealers or banks, while evidence of certain privately-issued, uncertificated securities held by the client funds may be recorded through book entry only. We do not provide our clients or their investors with statements from the custodian(s). Instead, we comply with the periodic reporting requirements

of the custody rule by delivering financial statements prepared in accordance with generally accepted accounting principles (GAAP) and audited by an independent auditor that is registered with, and subject to regular inspection by, the Public Company Accounting Oversight Board. Financial statements are delivered to our clients and their investors within 120 days of each client's fiscal year end. Investors should carefully review these statements, and should compare these statements to any account information provided by Stelliam.

Item 16. Investment Discretion

Our firm is provided with discretionary authority to manage the securities accounts of each of our clients as set forth in, and limited by, the terms and conditions of the relevant investment management agreement with such client. Our firm does not provide advisory services directly to the investors in our clients. Generally, our firm assumes such authority by receiving a power of attorney through the execution of our investment management agreement.

Before accepting subscriptions for interests in the Stelliam Funds, we provide all of our clients' investors with a confidential offering memorandum and governing documents describing our investment strategy and program and the terms of investment. Each investor in one of our clients is required to complete a subscription agreement to acquire an interest in the fund, which, among other things, confirms that the investor has reviewed the relevant disclosure documents describing the scope of our authority and the inability of the investor to direct our trading activities.

Item 17. Voting Client Securities

Our policy is to vote client proxies in the interest of maximizing value taking into account both the short- and long-term implications of the proposal to be voted on when considering the optimal vote. Our clients do not direct our vote. We have retained Risk Metrics as an expert in the proxy voting and corporate governance areas to assist in the due diligence process associated with proxy voting decisions for our clients' accounts and to assist in the actual casting of votes. Risk Metrics identifies and votes the proxies. Either our controller or chief financial officer instructs Risk Metrics as to how to vote a particular proxy. All proxy voting decisions are made by the portfolio manager and communicated to Risk Metrics by either our controller or chief financial officer. We attempt to identify any conflicts of interests between client interests and our own within our proxy voting process. If we determine that our firm or one of our employees faces a material conflict of interest in voting client proxies (e.g., an employee may personally benefit if the proxy is voted in a certain direction), our procedures provide for RiskMetrics as an independent party to determine the appropriate vote. Our complete proxy voting policy and procedures are memorialized in writing and are available for our clients and their investors to review. In addition, we maintain a record of all of the proxy votes cast on behalf of our clients, which is also available upon request

Item 18. Financial Information

Our firm does not require, nor do we solicit, prepayment of more than \$1,200 in fees per client, six months or more in advance.

Item 18(B) is not applicable because our firm is in stable financial condition.

Stelliam has never filed for bankruptcy and is not aware of any financial condition that is expected to affect its ability to manage client accounts.