

ITEM 1.

**STILWELL VALUE LLC
STILWELL ADVISERS LLC
PART 2A OF FORM ADV
THE BROCHURE**

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This brochure provides information about the qualifications and business practices of Stilwell Value LLC and Stilwell Advisers LLC. If you have any questions about the contents of this brochure, please contact the Chief Compliance Officer (“**CCO**”), Michelle D. Bergman, Esq., at 212-269-2005 or mbergman@stilwellgroup.com.

The information in this brochure has not been approved or verified by the United States Securities Exchange Commission (“**SEC**”) or by any state securities authority.

Additional information about Stilwell is available on the SEC’s website at www.adviserinfo.sec.gov.

ITEM 2.**MATERIAL CHANGES**

Item 1. Please refer to the personnel change noted in this Item.

In addition to the foregoing, which the Adviser may be deemed to constitute a material change, the Adviser has made general updates throughout the form that it does not consider to be material.

In the future, this section will discuss any material changes that are made to the brochure and the Adviser will provide a summary of such changes.

ITEM 3.

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Item 4: Advisory Business.

Stilwell Value LLC (the “Adviser” or “Stilwell”) is a Delaware limited liability company and has its principal place of business in New York, New York. Joseph Stilwell is the principal owner of the Adviser. The Adviser serves as the investment adviser to the following funds (the “Clients”): Stilwell Partners LP (“SP”); Stilwell Associates LP (“SA”); Stilwell Value Partners I, LP (“SVP-I”), Stilwell Value Partners II, LP (“SVP-II”), Stilwell Value Partners III, LP (“SVP-III”), Stilwell Value Partners IV, LP (“SVP-IV”), Stilwell Value Partners V, LP (“SVP-V”), Stilwell Value Partners VI, LP (“SVP-VI”), Stilwell Value Partners VII, LP (“SVP-VII,” and together with SVP-I, SVP-II, SVP-III, SVP-IV, SVP-V, SVP-VI, the “Value Funds”); and Stilwell Activist Fund, LP (“SAF”) and Stilwell Activist Investments LP (“SAILP,” and, together with SAF, the “Activist Funds”). Each of SP, SA, the Value Funds and the Activist Funds (collectively, the “Funds”) is organized as a limited partnership. The Adviser is the general partner all of the Funds except SP, of which Mr. Stilwell is the general partner. Mr. Stilwell has delegated advisory responsibility for SP to the Adviser.

The Adviser is in the process of consolidating the Value Funds (other than SVP-VII) into SAF and SAILP. The Adviser expects that this process will continue for the foreseeable future.

The Adviser has authority with respect to investment decisions and the investment objectives of each of the Funds. The principal investing activities of the Adviser are through the Activist Funds and the Value Funds. The objective of the Activist Funds and the Value Funds is to achieve long-term capital appreciation by trading in publicly traded financial institutions and pursuing activist shareholder agendas with respect to those institutions. In the pursuit of realizing shareholder value and achieving these objectives, the Adviser and/or its related entities may work with existing management and/or attempt to gain board representation among other steps actions. The investment objective of SP is to achieve long-term capital appreciation through the acquisition of stock offerings of mutual companies—insurance companies and thrifts—that offer a likelihood of converting to public stock ownership and, subsequent to conversion, to hold positions in the publicly traded entities.

In addition to the foregoing, the Adviser advises SA, whose principal investment objective is to invest in various public and private securities, with a focus primarily on publicly traded, domestic equities, typically with leverage. In addition, Stilwell Advisers LLC (SA- II) is included as a “Relying Adviser” in Stilwell’s ADV filing pursuant to the SEC No-Action letter to the American Bar Association, Business Law Section, on January 18, 2012. SA-II advises the Stilwell Associates Insurance Fund Series Interests of SALI Multi-Series Fund, L.P. (“SALI”) whose principal investment objective is also to invest in various public and private securities, with a focus primarily on publicly traded, domestic equities, typically with leverage.

The Adviser does not tailor its advisory services to the individual needs of investors and does not accept investor-imposed restrictions on the investments made in the limited partnerships.

The services of the Adviser may include, without limitation: (i) development of investment strategies; (ii) asset allocation; and (iii) portfolio management.

As of May 31, 2013, the Adviser managed \$195,026,377 on a discretionary basis.

Item 5: Fees and Compensation

Management/Administration Fees.

In consideration for providing administrative, management and operational services, limited partners of SA and the Activist Funds pay an annual administrative fee equal to 1% of each such limited partner's capital account (as determined in accordance with GAAP) to Stilwell Administration LLC, an affiliate of the Adviser. The limited partners of the Value Funds pay an annual administrative fee equal to 1% of the income tax basis of such limited partner's account. SP's limited partners pay an annual administrative fee equal to 2% of their capital account (as determined in accordance with GAAP).

Fees are generally paid in advance at the start of business on the first day of each fiscal quarter and are automatically deducted from each limited partner's capital account. In addition, the Funds are authorized to charge the management fee on a pro-rated for any period that is less than a full fiscal quarter. Currently, fees are non-negotiable, although the Adviser reserves the right to negotiate fees in the future.

Fees for the management of the SALI investments are 1.25% based on net asset value of the capital account of each investor, of which 1% goes to the Adviser.

General Partner Expenses

Each Fund also bears the responsibility for the day-to-day expenses of the applicable Fund and its operations, including but not limited to legal, auditing, custodial, administration and accounting fees and expenses and indemnification expenses, and, where applicable, expenses related to specific activist strategies associated with proxy contests, brokerage and other transactional costs and similar or related activities.

The Adviser receives performance-based compensation from the Funds as described below in Item 6.

Withdrawal Requests.

Generally, limited partners of SP, SA and SAF may withdraw capital on an annual basis at year end, after an initial one year lock-up period of one year, except under extraordinary circumstances such as death, catastrophic illness or bankruptcy of the limited partner. Withdrawals are subject to liquidity restrictions and additional charges, which may be assessed at the discretion of the Adviser and are more fully described in the private placement memoranda and limited partnership agreements of each Fund.

Limited partners of the Value Funds may not withdraw capital for a period of two years measured from the date such limited partner's investment was accepted. Thereafter, as a general matter, limited partners are only permitted to make complete or partial withdrawals of their investments whenever the

applicable Value Fund disposes of a substantial investment position. In addition, withdrawals are subject to liquidity restrictions and additional charges, which may be assessed at the discretion of the Adviser and are more fully described in the private placement memoranda and limited partnership agreements of the applicable Value Fund.

Limited Partners of SAILP may withdraw capital after an initial one year lock-up period on a quarterly basis. Withdrawals are subject to liquidity restrictions and additional charges, which may be assessed at the discretion of the Adviser and are more fully described in the private placement memoranda and limited partnership agreement of SAILP.

All of the information contained in this Item 5 is intended as a summary only. Investors are urged to refer to the relevant Fund's offering documents for a full explanation and disclosure on the compensation for the Adviser for its advisory services.

ITEM 6. PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

The Adviser charges performance-based fees on the Funds when such fee is determined to comply with Rule 205-3 the Advisers Act of 1940 (the "Advisers Act"). The Adviser may charge performance fees to each limited partner equal to 20% of the net appreciation of the fund for the applicable performance period, as more fully set forth in the relevant Funds' offering documents. In addition, the Funds have established a "high water mark" which must be achieved before the Adviser can participate in the performance based fee.

Performance-based fee arrangements may create an incentive for the adviser to recommend investments that may be riskier or more speculative than those that would be recommended under a different fee arrangement. Such fee arrangements may also create an incentive to favor higher-fee-paying accounts over other accounts in the allocation of investment opportunities. The Adviser has procedures in place designed to ensure that its Clients are treated fairly and equally.

ITEM 7. TYPE OF CLIENTS

The Adviser serves as an investment adviser to the Funds which are generally organized to invest in undervalued financial institutions and/or financially-related firms. Each fund is offered as a private placement to "accredited investors" in accordance with Section 3(c)(1) of the Investment Company Act of 1940, as amended, with the exception of SAILP, which is offered as a private placement to "qualified purchasers" in accordance with Section 3(c)(7) of the Investment Company Act of 1940, as amended.

The minimum initial capital contribution for investments in the funds (subject to the discretion of the Adviser to accept a lower amount) is as follows:

SALI and SA: \$250,000

SP, SAF and SVP-I through SVP-VII: \$100,000

SAILP: \$500,000

The Adviser may also accept additional capital contributions from existing investors in the funds other than Stilwell Value Partners I-VI which are currently closed to additional capital. There are no minimums for additional capital contributions. Generally, the Funds accept new investors and additional capital on a quarterly basis, but the Adviser may determine to accept capital on a monthly basis as requested.

ITEM 8. METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

Investment Strategies and Methods of Analysis

The investment strategies for each of the Funds vary but are set forth generally in Item 4 above. Investors are encouraged to review each Fund's offering documents for a more thorough description. The Adviser's research process for investments has been developed over the past twenty years and may involve, among other factors, information gleaned from company filings with the SEC, field research, and industry knowledge.

Risk Factors

General Risks of Securities Activities. All securities investing and trading activities risk the loss of capital. Although the Adviser will attempt to moderate these risks, no assurance can be given that investment activities will be successful or that investors will not suffer losses. Some Funds are concentrated in securities of a single issuer or issuers in a single industry, so the risk of any investment decision is increased. Following below are what the Adviser believes are some of the more significant risks:

Business Risks. All available fund capital may be substantially invested (other than capital the Adviser decides to retain in cash) in securities and other intangible investment instruments and short sales of securities and publicly traded options, with particular emphasis on investments in smaller companies with less actively traded stocks. While these instruments are expected to be traded in the public market, markets for such instruments in general are subject to fluctuations and the market value of any particular investment may be subject to substantial variation. Notwithstanding the existence of a public market for particular securities, such securities may be thinly traded or may cease to be traded after the Funds invests in them. In addition to being illiquid, many of such securities may be issued by unseasoned companies and may be highly speculative.

Volatility and Interest Rate Risks. A component of the Funds' investment approach may involve the purchase and sale of equity derivatives (e.g., options on stocks) which are frequently valued based on implied volatilities of such derivatives compared to the historical volatility of their underlying securities, and the level of interest rates. Fluctuations or prolonged changes in the volatility of securities and interest rates, therefore, can adversely affect the value of securities held long and short.

Small Capitalization Companies. Investments will be made in small capitalization and micro-capitalization companies (those with a market value of less than U.S. \$1 billion). Investments in small capitalization companies are generally more risky than investments in larger, better-known companies because, in part, small capitalization companies (i) tend to rely on more limited product lines and business activities, which make them more susceptible to setbacks or down turns; (ii) have more limited financial resources; and (iii) their securities tend to trade less frequently and are thus less liquid, often leading to greater price volatility and a larger spread between bid and offer prices. In addition, the prices of the securities of smaller companies may be subject to more abrupt or erratic market movements than larger, more established companies.

Limited Diversification. It is anticipated that Fund portfolio investments may not be diversified among industries or types of securities. Further, Fund portfolio investments may not be diversified among a wide range of issuers. No minimum level of capital is required to be maintained by the Funds. As a result of insufficient initial capitalization or subsequent losses or withdrawals, Funds may not have sufficient funds to diversify investments to the extent desired or currently contemplated. No standards have been established to limit the concentration of Fund portfolios. The degree of the market risk to which Funds are exposed will be inversely proportional to the degree to which a Fund's portfolio is diversified. Accordingly, Fund investment portfolios may be subject to more rapid change in value than would be the case if the Funds were required to maintain a wide diversification among industries, investment areas, types of securities and issuers.

Leveraged Trading. The Adviser may make margin purchases of securities and, in connection with these purchases, borrow money from brokers and banks for investment purposes. This practice, which is known as "leverage," is speculative and involves certain risks. Some of the Funds utilize leveraging in order to increase the amount of capital available for investments. Trading equity securities on margin involves an initial cash requirement representing at least a percentage of the underlying security's value. Borrowings to purchase equity securities typically will be secured by the pledge of those securities. Although leverage increases returns if the underlying Fund earns a greater return on the incremental investments purchased with borrowed funds than it pays for such funds, the use of leverage decreases returns if the Fund fails to earn as much on such incremental investments as it pays for such funds. Consequently, in the event the Adviser leverages a Fund's portfolio, fluctuations in the market value of the Fund's portfolio will have a significant effect in relation to the Fund's capital and the risk of loss and the possibility of gain will each be increased. The use of leverage will in this way magnify the volatility of changes in the value of an investment in a Fund.

Hedging Risks. If the Adviser were to utilize hedging against a decline in the value of a portfolio position, this does not eliminate fluctuations in the values of portfolio positions or prevent losses if the values of such positions decline, but establishes other positions designed to gain from those same developments, thus perhaps moderating the decline in the portfolio's value. Hedging transactions also may limit the opportunity for gain if the value of the portfolio position or portfolio, as the case may be, should increase. The degree of correlation between price movements of the securities used in a hedging strategy may vary.

Market Risks. Market movements may significantly affect the value of Fund portfolios.

Limited Liquidity of Investments. Many securities in which the Funds invest are thinly traded and relatively illiquid or may cease to be traded after the Funds invest. In such cases, a Fund may not be able to promptly liquidate its investments if the need should arise. In addition, a Fund's sales of thinly traded securities could depress the market value of such securities and thereby reduce a Fund's profitability or increase its losses.

Limited Liquidity of Interests. A Fund investment is suitable only for sophisticated investors who do not require immediate and complete liquidity in this investment. Fund interests are not freely transferable. No market for limited partnership interests can be expected to develop and it may be difficult or impossible to transfer any interests, even in an emergency.

Privately Placed Securities. Funds may purchase privately placed securities. Securities that have not been registered under the Securities Act of 1933, as amended, otherwise referred to as private placement securities, are subject to contractual and legal restrictions on resale and may not be readily marketable.

Valuation. Certain securities in which the Funds invest may not have a readily ascertainable market price and will be valued by the Adviser. The valuations shall be conclusive. Revisions to the gain and loss calculations will be an ongoing process, and no net capital appreciation or depreciation figure can be considered final until the annual audit is completed.

Economic Conditions. Changes in economic conditions, including, for example, interest rates, inflation rates, industry conditions, competition, technological developments, political and diplomatic events and trends, tax laws and numerous other factors, can affect substantially and adversely the business and prospects of the Funds.

Types of Securities

Options. Options may be utilized in some of the Funds, although utilization of options is not a principal strategy of any of the Funds. Options transactions may be effected on securities exchanges or in the over-the-counter market. When options are purchased over-the-counter, a Fund bears the risk that the counterparty that wrote the option will be unable or unwilling to perform its obligations under the option contract. Options may also be illiquid and, in such cases, a Fund may have difficulty closing out its position. Over-the-counter options also may include options on baskets of specific securities.

There are risks associated with the sale and purchase of options. The seller (writer) of a call option which is covered (i.e., the writer holds the underlying security) assumes the risk of a decline in the market price of the underlying security below the exercise price (less the premium received) of the call option, and gives up the opportunity for gain on the underlying security above the exercise price (plus the premium

received) of the call option. A Fund may write uncovered options. The “writer” of a call option which is uncovered (i.e., the writer does not hold the underlying stock, currency or stock index) assumes the risk of an increase in the market price of the underlying stock, currency or index above the premium received and the exercise price of the option. Accordingly, a Fund may suffer unlimited losses should the price underlying an uncovered call option increase above the exercise price of the option.

Lending Portfolio Securities. In order to generate additional income, some Funds may lend their portfolio securities. In connection with such lending activity, Funds will receive collateral from the borrower, consisting of cash, cash equivalents, U.S. government securities or irrevocable letters of credit, equal to at least 100% of the current market value of the securities loaned, but Funds might experience risk of loss, including the possibility of the borrower’s breach of its agreement or a delay or failure in repayment.

Short Sales. A Fund may attempt to limit its exposure to a possible market decline in the value of its portfolio securities through short sales of securities. In a short sale, securities are sold that have been borrowed from a third party lender, typically a brokerage firm. When borrowing securities for short sales, deposits of cash, securities or a combination thereof are required to be pledged, equal to or exceeding the market price of the securities borrowed. The amount of such deposits may increase or decrease to reflect changes in the market value of the borrowed securities. A short sale of a security involves the risk of an unlimited increase in the market price of the security that can in turn result in an inability to cover the short position and a theoretically unlimited loss. No assurance can be given that securities necessary to cover a Fund’s short position will be available for purchase.

The Adviser refers investors to each Fund’s private placement memorandum for a detailed description of significant risk factors associated with an investment in the Funds.

ITEM 9. DISCIPLINARY INFORMATION.

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to an investor’s evaluation of the Adviser’s integrity or the integrity of its management.

The Adviser has not been subject to any disciplinary action, whether criminal, civil or administrative (including regulatory) in any jurisdiction. Likewise, no persons involved in the management of the firm have been subject to such action.

ITEM 10. OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS.

Each of the entities advised by the Adviser are affiliates of one another. With the possible exception of certain arrangements described directly below, neither the Adviser nor its affiliates believe that any of these affiliations are, or will become, a conflict of interest. In 2009, each of SVP-I and SVP-IV made loans to SVP-III. On June 14, 2013, a partial repayment of principal and the interest on the SVP-I loan was made, leaving an outstanding balance to SVP-I of \$2,300,000. As of June 12, 2013, the loan to SVP-IV was repaid in full. The remaining balance on the SVP-I loan accrues interest at a

rate of 4% per annum with annual interest payments due on November 2nd of each applicable year. The note does not have a set repayment schedule for the principal. All loan balances are guaranteed by Stilwell Administration LLC (an affiliate of the Adviser), the Adviser and Joseph Stilwell, personally.

During 2010, 2011 and 2012, the annual interest payments due on the loans were not made resulting in default. However, in January 2013, SVP-III brought current all outstanding interest payments, thereby curing the default. Although this arrangement may create a potential conflict as to the Adviser's roles with respect to the lenders, borrower, and guarantors, the Adviser disclosed the existence of the loans in a letter to investors in the Value Funds in January 2013. The Adviser will ensure that all parties will abide by the terms of the note going forward.

For certain portfolio companies, the Adviser may nominate third party nominees or the Adviser's employees/managing members to hold board of director positions in order to advocate what the Adviser deems to be in the best interest of the shareholders. Public company directors owe a duty of loyalty to the corporation. As substantial owners in such companies, the Adviser does not foresee any conflicts of interest in connection to the nominees being appointed to such positions.

ITEM 11. CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING.

The Adviser has adopted a Code of Ethics for the purpose of guiding the Adviser and its employees in their ethical obligations and in their personal securities trading activities. It is designed to comply with Rule 204A-1 under the Investment Advisers Act of 1940.

The Code of Ethics is based upon the principle that the Adviser and its personnel owe a fiduciary duty to the Adviser's clients to conduct their affairs, including their personal securities transactions, in such a manner as to avoid (i) serving their own personal interests ahead of clients, (ii) taking inappropriate advantage of their position with the firm, and (iii) any actual or potential conflicts of interest or any abuse of their position of trust and responsibility. A copy of the Adviser's Code of Ethics shall be provided to any client or prospective client upon request. The Code of Ethics in some circumstances permits employees to invest in the same securities as the Limited Partnerships. The Adviser seeks to mitigate this conflict of interest.

The Code requires all employees to comply with applicable federal securities laws and also requires that all employees report the personal securities holdings for all accounts covered by the employee investment policy, including those where the employee may have only an indirect beneficial interest. Additionally, employees must receive written pre-clearance from the Chief Compliance Officer, or her designee, before making certain investments. Annually, employees must certify that they will follow the Firm's Code of Ethics and provide brokerage statements to the CCO for review.

A copy of the Code will be provided to any investor in the Funds upon request by contacting Michelle D. Bergman, Esq., Chief Compliance Officer, at mbergman@stilwellgroup.com.

Related persons of the Adviser and its affiliates may buy, sell or otherwise invest in certain securities that the Funds also buy, sell or invest in. Accordingly, related persons of the Adviser and its affiliates may have a material financial interest in such securities. In order to manage this conflict of interest, the Code requires related persons of the Adviser to obtain prior written approval from the CCO before engaging in these types of securities transactions in their personal accounts. Such related person transactions will be reviewed with the best interests of the Clients and will be denied by the CCO if there is a risk of potential adverse consequences to the Clients.

ITEM 12. BROKERAGE PRACTICES

The Adviser has full discretion to select broker-dealers or others that execute transactions on behalf of the Funds. The commission rates paid by the Funds may not be at all times the lowest rates the Funds could have obtained, however the Adviser believes they will be competitive with rates paid by similar customers. The prime broker and the custodian may be changed at the Adviser's discretion.

The Adviser does not compensate or otherwise reward brokers for client referrals. The Adviser does not participate in third-party soft dollar arrangements but may receive proprietary research produced by the executing broker/dealers. The Adviser does not provide or offer direct brokerage for individual clients.

The Adviser may aggregate orders for accounts for trade execution. When trades are aggregated, generally each participating account will be allocated securities on an average price basis. When the allocation is made on another basis, the Adviser will create a written record of the considerations taken into account in making the allocation.

ITEM 13. REVIEW OF ACCOUNTS

Commonly, client accounts are reviewed on a continuous basis by Joseph Stilwell, the managing member of the Adviser. These reviews are designed to monitor and analyze client transactions, positions and investment levels. Particular attention is given to changes in company fundamentals, industry outlook, market outlook, and price levels.

The Adviser provides investors in the Funds with annual audited financial statements and generally also provides the investors with quarterly written reports regarding fund performance, and upon request, monthly account statements.

ITEM 14. CLIENT REFERRALS AND OTHER COMPENSATION

The Adviser does, from time to time, engage in compensation agreements with non-supervised persons for referrals or introductions. These non-supervised persons are entitled to compensation from both the management fee and performance-based fees as determined by the Adviser. The fees paid to referral sources do not affect the fees clients pay to the Adviser.

ITEM 15. CUSTODY

The Adviser is deemed to have custody because its affiliate serves as a general partner of the Funds. The Adviser will comply with Rule 206(4)-2 pursuant to section B(4) of that Rule. The Adviser will never have actual physical custody of the Funds' assets. Rather, Funds' assets are in the custody of unaffiliated broker-dealers and banks. The Adviser will prepare financial statements on an income tax basis that are audited in accordance with GAAP. These financial statements are distributed to all limited partners (i.e. investors) within 120 days of the end of its fiscal year (December 31st).

ITEM 16. INVESTMENT DISCRETION

The Adviser has discretionary authority over the investments pursuant to the terms of each Fund's Limited Partnership Agreement, subject only to the restrictions, if any, described in the Offering Memorandum relating to the applicable Fund.

ITEM 17. VOTING CLIENT SECURITIES

The Adviser has proxy voting authority for the Funds. The Adviser has adopted policies and procedures that it believes are reasonably designed to ensure that it votes client securities in the best interest of its clients. These policies and procedures include information on how the Adviser attempts to resolve conflicts of interest with respect to the proxies. In voting proxies, the Adviser will vote strictly in accordance with what it reasonably believes to be the best interest of the Clients.

ITEM 18. FINANCIAL INFORMATION.

The Adviser does not have any financial commitment that impairs its ability to meet any contractual or fiduciary commitments to investors. Furthermore, the Adviser has never filed for bankruptcy.