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This brochure provides information about the qualifications and business practices of Steben & Company. If you have any questions about the contents of our brochure, please contact us at the telephone number listed above. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about Steben & Company is also available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov)

**MARCH 2013**

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**Below is Summary of Material Changes from the March 2012 Form ADV Part II Brochure**

1. Steben & Company's Advisory Business

A. Overview

The Steben Institutional Fund LLC ceased trading in 2012. Steben & Company now provides advisory services to three clients: Futures Portfolio Fund, LP, Sage Fund, LP, and Seneca Global Fund, LP.

C. Ownership and Legal Structure

The Steben Family Trust is now a shareholder of Steben & Company, Inc. In addition, references to non-owner Principals of Steben & Company, Inc. have been removed from the Brochure.

3. Performance-Based Fees

In June 2012, Futures Portfolio Fund, L.P. introduced Class I Units, which pay the General Partner a lower management fee and a performance fee, should the Fund reach net new profits.

7. Other Financial Industry Activities and Affiliations

Steben & Company became registered as a swap firm with the CFTC in February 2013

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## 1. Steben & Company's Advisory Business

### A. Overview

Steben & Company, Inc. ("Steben & Company") was founded in 1989, and is an investment advisory firm specializing in alternative investments. With over 24 years of experience, the Firm gives financial advisors, institutions and individual investors the specialized expertise and investment vehicles needed to understand, evaluate and access alternative investments. Steben & Company is registered with the Commodity Futures Trading Commission (CFTC) as a commodity pool operator, introducing broker, and swap firm, and with the Securities and Exchange Commission (SEC) as a broker dealer and an investment advisor. Steben & Company is a member of the National Futures Association (NFA) and the Financial Industry Regulatory Authority (FINRA).

Steben & Company provides advisory services to three commodity pools for which the firm serves as manager or general partner: Futures Portfolio Fund, L.P.; Sage Fund, L.P.; and Seneca Global Fund, L.P. (collectively, the Funds). These advisory services consist of managing, either directly or through the efforts of other registered investment advisory firms, the excess margin and other cash assets of the Funds, by investing these assets in high quality, fixed income securities. The cash management function is generally performed for each Fund in a similar manner, using policy statements and investment guidelines that are consistent across each of the Funds.

As of the date of this Brochure, Steben & Company had responsibility for managing in excess of \$750 million in cash assets of the Funds. Steben & Company currently utilizes two advisory firms—J.P. Morgan Investment Management and Principal Global Investors—to carry out the day-to-day management of these assets pursuant to investment advisory agreements with Steben & Company and each of the Funds.

### B. Ownership and Legal Structure

Steben & Company is a Maryland Corporation that was organized in February 1989. The Kenneth E. Steben Revocable Trust Dated January 29, 2008 and the Steben Family Trust are the sole shareholders of Steben & Company.

## 2. Fees and Compensation

Steben & Company does not charge a separate fee for its services to the Funds in relation to cash management. Rather, Steben & Company receives a management fee from each Fund which compensates the Firm for all of the services it provides to each Fund. The Fund may also receive a performance fee from Futures Portfolio Fund Class I Units – please see Section 3 "Performance-Based Fees" for more information. The firms engaged to manage the cash assets of each Fund on a day-to-day basis are paid a fee based on the value of the assets entrusted to their management.

### 3. Performance-Based Fees

In the case of Futures Portfolio Fund Class I Units only, Steben & Company is entitled to receive a quarterly performance fee if the Fund reaches a net new profit. This performance fee is in exchange for the lower management fee charged for Class I Units. This performance fee (if earned) combined with the lower management fee, is designed to bring total fees paid for Class I Units in line with the other classes of Units for the Fund. Any profits or losses for the Fund are equally allocated among all classes of Units. Thus, this mitigates potential conflicts of interest or manner in which to treat Class I Units differently from other classes of the Fund that do not pay a performance fee. Nevertheless, a performance fee may create a conflict of interest in that the investment personnel at Steben & Company may have an incentive to allocate the investment opportunities to the Futures Portfolio Fund that they believe might be the most profitable to the Fund instead of the other Funds advised by Steben & Company.

### 4. Our Clients

See “Overview” under Part 1, above.

### 5. Methods of Analysis, Investment Strategies and Risk of Loss

Steben & Company carries out its advisory responsibilities for the Funds by engaging unaffiliated SEC-registered investment advisory firms to manage the assets of each Fund entrusted to them pursuant to investment guidelines adopted and implemented by Steben & Company. These guidelines are intended to ensure that the Funds’ assets are managed with a focus on current income and preservation of the principal amount invested.

### 6. Disciplinary Information

Steben & Company neither is nor has been, and no Steben & Company officer, employee or agent is or has been, the subject of or otherwise made the object of any administrative, legal or other disciplinary proceeding or action relating to its (or their business) as an investment adviser, broker-dealer or commodity pool operator.

### 7. Other Financial Industry Activities and Affiliations

Steben & Company is registered as a broker-dealer and an investment adviser with the SEC, and is also registered as a commodity pool operator, introducing broker and swap firm with the CFTC. Steben & Company is a member of FINRA and the NFA. Steben & Company does not have any corporate affiliates.

### 8. Code of Ethics

Steben & Company has adopted a code of ethics pursuant to the requirements of the Investment Advisers Act of 1940, as amended, and the rules adopted there under. Pursuant to Steben & Company’s code, Firm personnel are subject to general ethical conduct and fiduciary requirements, as well as to monitoring of their personal trading activities involving securities.

9. Brokerage Practices

Steben & Company has engaged two investment advisory firms to carry out the day-to-day management of the cash and excess margin assets of the Funds. These advisory firms are subject to oversight by Steben & Company, and are authorized to select brokers and market makers through (or with) with which to effect transactions in securities for the Funds. In selecting brokers for trades involving the Funds, neither cash management firm considers client referrals or receives so-called “soft dollar” benefits.

10. Review of Accounts

Steben & Company reviews each Fund on a daily basis, and assists in providing monthly net asset values per unit for the purpose of effecting purchase and redemption transactions. As part of this review process, Steben & Company confirms the activities of each Fund’s cash management firms and reviews their trading and portfolio management results.

11. Client Referrals

Steben & Company does not currently pay compensation to other firms or individuals for providing or otherwise referring clients to the Firm.

12. Custody

The Firm’s advisory assets are held at J.P. Morgan Chase Bank, N.A. Investors in each Fund receive monthly statements from the Fund regarding their investment, and receive audited financial statements from the Fund on an annual basis.

13. Investment Discretion

Steben & Company has investment discretion over the assets of each of the Funds. It has in turn provided limited discretionary authority to each cash management firm to allow the firm to invest the cash assets of each Fund entrusted to its management. To assist in this process, Steben & Company has created cash management guidelines to be followed by each such firm in carrying out its function.

14. Voting of Securities

Securities acquired and held by the Funds for cash management purposes do not generally have voting rights. If and to the extent that any security acquired by a Fund has voting rights appurtenant thereto, the applicable cash management firm(s) will vote the security(s) in accordance with its proxy voting policies. Investors may obtain a copy of each cash management firm’s proxy voting policies by sending a request by email to Steben & Company in care of [info@steben.com](mailto:info@steben.com), or by calling the Firm’s Legal and Compliance Department (240-631-7600).

15. Financial Information

Steben & Company does not require pre-payment of fees of any kind, and as a result is not required to provide a balance sheet with this Brochure. Investors in the Funds receive monthly and annual financial statements for the Funds, and Steben & Company files a summary financial schedule

with each Fund's annual report on Form 10-K. Interested persons may review the Funds' SEC disclosure documents by going to [www.sec.gov](http://www.sec.gov).

#### 16. SEC Adviser Registration

Steben & Company is registered as an investment adviser with the SEC, and is not registered as an investment adviser with any state or other jurisdiction. A copy of Steben & Company's registration statement can be found by going to [www.advisorinfo.sec.gov](http://www.advisorinfo.sec.gov). Registration with the SEC does not imply that the SEC has approved Steben & Company's registration or has otherwise endorsed or passed upon Steben & Company's investment practices.