



**STEELRIVER**  
INFRASTRUCTURE PARTNERS

# SteelRiver Infrastructure Management US LLC

## Part 2A of Form ADV

### The Brochure

One Letterman Drive, Building C, 5<sup>th</sup> Floor  
San Francisco, CA 94129

Updated: March 2011

This brochure provides information about the qualifications and business practices of SteelRiver Infrastructure Management US LLC (the “SteelRiver”). If you have any questions about the contents of this brochure, please contact us at 415 291-2200. 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 SteelRiver is also available on the SEC’s website at: [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## MATERIAL CHANGES

While SteelRiver’s business activities have not changed, the SEC recently required all advisers to make significant changes to the content and format of Part 2 of Form ADV. This brochure reflects those changes and information.

## TABLE OF CONTENTS

Material Changes .....	2
Table of Contents .....	2
Advisory Business .....	2
Administrative and Back-Office Support Services .....	3
Fees and Compensation .....	3
Performance Based Fees and Side-by-Side Management .....	4
Types of Clients .....	5
Methods of Analysis, Investment Strategies and Risk of Loss .....	5
Disciplinary Information .....	6
Other Financial Industry Activities and Affiliations .....	6
Code of Ethics, Participation or Interest in Client Transactions and Personal Trading .....	6
Brokerage Practices .....	7
Review of Accounts .....	8
Client Referrals and Other Compensation .....	8
Custody .....	8
Investment Discretion .....	8
Voting Client Securities .....	8
Financial Information .....	9

## ADVISORY BUSINESS

SteelRiver Infrastructure Management US LLC, a Delaware limited liability company (“SteelRiver”), provides (i) investment supervisory services on a discretionary basis to private investment funds and (ii) administrative and back-office support services to affiliated entities.

### *Investment Advisory Services*

SteelRiver is an investment adviser through a sub-advisory relationship with IFNA Management LLC (the “Investment Advisor”), pursuant to which SteelRiver provides services to SteelRiver Infrastructure Fund North America LP (the “Existing Fund”). In addition, SteelRiver is expected to provide services directly to a new fund, SteelRiver Infrastructure Fund North America II LP (the “New Fund,” and together with the Existing Fund, the “Funds” or “Clients”). An affiliate of SteelRiver is the general partner of the Existing Fund and an affiliate of SteelRiver is expected to be the general partner of the New Fund. SteelRiver Infrastructure Associates LLC serves as general partner of the Existing Fund, and SteelRiver Infrastructure Associates II LLC will serve as general partner of the New Fund (we refer to these entities, individually or collectively, as the “General Partner”). The Funds are and will be managed in accordance with the terms of their respective limited partnership agreements (the “Partnership Agreement”) and confidential private placement memoranda (“PPM”).

The Funds make equity, equity related and debt investments in infrastructure assets and businesses and related companies predominantly in North America ("Portfolio Companies"). SteelRiver performs a variety of investment advisory functions for and on behalf of the Funds, principal of which include; sourcing and evaluating potential acquisitions, structuring and negotiating transactions, preparing investment proposals, advising the Portfolio Company's management, monitoring and managing consummated investments, performing the day-to-day management, operation and administration of the Funds and recommending the timing, manner and terms on which investments are restructured, recapitalized or realized. Investors subscribe for limited partnership interest in the Funds. The General Partner may create parallel funds, feeder funds and alternative investment vehicles to facilitate investment by certain offshore, tax exempt or other investors.

SteelRiver provides investment advisory services to the Funds, which focus on privately negotiated equity, equity-related and debt investments in the infrastructure sector, primarily in North America. This sector may include, among other areas, energy distribution and transmission assets, wind farms, toll roads, bridges, maritime ports, airports and other tangible assets for which real estate may play a significant role. The Funds, generally, may invest in debt securities if such debt securities are acquired in transactions related to equity or equity-related investments to be acquired or then held by the Funds. The Funds may directly or indirectly invest in companies related to the aforementioned assets. The Funds may also invest in or enter into short sales and other derivative contracts or instruments if such sales, contracts or instruments are bona fide hedging transactions. A portfolio investment may be structured as a total return swap or other derivative contract, instrument or similar arrangement designed to substantially replicate the benefits and risks of holding an investment in the relevant underlying company or other asset or entity. Prior to making infrastructure investments, amounts held by the Funds may be invested in various short term instruments selected by the applicable General Partner. The Funds are generally not limited in the types of transactions and structures they may pursue. Please refer to the applicable Partnership Agreement and PPM for additional details.

SteelRiver's investment advice is provided to the Funds and not individually to the limited partners of the Funds. Investors should carefully review the Fund's Partnership Agreement and PPM before considering their investment as the terms set forth therein will govern the Fund. The Partnership Agreement is subject to waiver, modification and amendment as provided for therein.

As of January 1, 2011 SteelRiver had 1 Client and managed \$1.913 Billion on a discretionary basis.

## ADMINISTRATIVE AND BACK-OFFICE SUPPORT SERVICES

SteelRiver provides administrative and back-office support services to affiliated entities, including Myria Management LLC. Myria Management LLC provides management services to a Portfolio Company of the Existing Fund.

## FEES AND COMPENSATION

As compensation for its services, the Investment Advisor and its affiliates, by virtue of the relationships described above, is entitled to receive an annual management fee of 1.5%, generally payable quarterly in advance pursuant to the investment advisory agreement entered into with the Funds. Such management fee is based on capital commitments or invested capital, if the management fee is calculated for a period after the end of the Funds' "investment period". Limited partners have, and may in the future, negotiate a lower management fee from the annual management fee described above. Management fees are payable on a pro rata basis for any period that is less than a full quarterly period. Because the investment advisory

agreement with a Fund generally requires payment of fees in advance, upon termination of the investment advisory agreement, the Investment Advisor may refund fees for which services have not been rendered. Any such management fees are payable upon the terms described in the applicable Partnership Agreement. The Investment Advisor makes various fee payments to affiliates for services rendered.

SteelRiver's affiliate, Myria Management LLC, provides administrative and back-office support to a portfolio company that is partially owned by the Existing Fund and majority owned by shareholders unassociated with the Existing Fund or SteelRiver. Myria Management LLC receives fees from the Existing Fund and the unassociated shareholders for the administrative and back-office functions performed for the Portfolio Company. Myria Management LLC pays a portion of such fees to SteelRiver pursuant to a sub-advisory agreement. The Investment Advisor's management fees from the Existing Fund are reduced by the Existing Fund's pro-rata share of fees received by Myria Management LLC.

SteelRiver or its affiliates may receive transaction fees which may include warrants or other securities in connection with investment banking, financial, strategic, advisory, due diligence, deal identification, assistance with negotiation or other advice or services with respect to Portfolio Companies. These transaction fees are calculated based on the enterprise value of the business acquired, based on a predetermined formula typically provided in a schedule of fees (the "Fee Template"). In addition to the predetermined formula, the General Partner of the Existing Fund has discretion to determine certain key variables referred to as the "complexity factor" in the Existing Fund's offering documents. The complexity factor can materially influence calculation of transaction fees. SteelRiver or its affiliates may receive certain other fees; underwriting fees, monitoring fees, directors fees, fees for providing management advisory services, fees for guarantees, indemnities, covenants and undertakings and fees for break-up, topping, termination and other similar fees payable in connection with unconsummated transactions by the Fund. The fee potential inherent in a particular transaction could be viewed as an incentive for SteelRiver to recommend that transaction to a Fund.

The management fees, transaction fees, and other fees described above comprise a material portion of the total compensation received by SteelRiver and its affiliates.

The Funds may bear certain out-of-pocket expenses incurred by SteelRiver or its affiliates in connection with services provided to the Funds. The payment of such expenses by the Funds does not represent a source of profit for SteelRiver or its affiliates, rather it is a reimbursement of expenses paid and subsequently passed through to the Funds. Such expenses include, without limitation; third party fees associated with fund administration, closed deal expenses, broken deal expenses, directors and officers liability insurance, travel and entertainment, expenses of the Limited Partner Advisory Committee (the "LPAC") and annual meeting, etc. Please refer to the applicable PPM and Partnership Agreement for further details on such expenses.

## PERFORMANCE BASED FEES AND SIDE-BY-SIDE MANAGEMENT

The General Partner is generally entitled to receive a performance fee from each limited partner after satisfaction of a "preferred return" set forth in the applicable Partnership Agreement. Any such performance fee is payable upon the terms described in the Partnership Agreement. The General Partner believes that, based on representations made by and the course of dealings with the limited partners of the Existing Fund, each such limited partner understands the proposed method of compensation and its risks. In some cases, where the General Partner receives distributions in respect of its allocation in excess of the performance fee, the General Partner may be required to repay such excess to such limited partner upon termination of a Fund, subject to limitations set forth in the applicable Partnership Agreement.

The fact that SteelRiver's affiliates are compensated based on the success of the investments held may create an incentive for SteelRiver to make investments on behalf of Funds that are riskier or more speculative than would be the case in the absence of such compensation.

All fees charged by SteelRiver will be in compliance with Rule 205-3 of the Investment Advisers Act of 1940, as amended. Economic arrangements may vary and are subject to the terms of the Fund. Additional information regarding fees and other expenses attributable to the Funds are addressed in the applicable PPM and the Partnership Agreement.

It is possible that the Funds have capital available for investment at the same time. It is further possible that an asset class or specific prospective Portfolio Company may fit within the investment mandate of both Funds. As such, SteelRiver maintains allocation procedures that seek to allocate investment opportunities among Funds over time in the fairest possible way, taking into account both the best interests, and account specific mandates of each Fund.

## TYPES OF CLIENTS

SteelRiver provides (i) investment advice to private investment funds and (ii) administrative and back-office support services to affiliated entities. The Funds rely on rules under the United States federal securities laws that exempt privately offered partnerships from registering as investment companies.

## METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

SteelRiver conducts a comprehensive due diligence review to determine a potential Portfolio Company's valuation. SteelRiver's analysis typically focuses on the target company's business, business model and competitive environment, financial structure and performance, opportunities for value creation, favorable regulation or regulatory events, current and future cash flow projections, and potential for attractive exit opportunities. SteelRiver may adapt and modify its due diligence processes as it determines appropriate.

SteelRiver's due diligence process often includes the review and inspection of books and records of the target portfolio company, financial projections and publicly available documents filed with the Securities and Exchange Commission or other governmental bodies by the target company, its competitors, suppliers, or other companies in similar sectors. In addition, news sources, industry publications, third party research materials and corporate rating services may be used from time to time as sources of information.

SteelRiver performs its investment advisory services in accordance with the investment strategy outlined in the applicable Partnership Agreement. In summary, both Funds' focus is on investments in assets and businesses which are operationally mature, provide essential services, typically operate in regulated environments, benefit from strong market positions, and are characterized by stable cash flows which are often inflation-linked. The Funds may also invest opportunistically in infrastructure assets that SteelRiver believes demonstrate a significant potential growth profile due to factors such as project development, new construction, and overall business expansion.

Investing in the Funds involves a high degree of risk and should only be undertaken by investors who are capable of evaluating the risks and prepared to bear any potential loss. There can be no assurance that the Funds' investment objectives will be achieved, or that an investor will receive a return of its capital. Below is a list of certain, but not all, material risks associated with SteelRiver's investment strategy. Please refer to the applicable PPM for more detail on these and other risks that potential investors should be aware of.

- No assurance of investment return or return of principal;
- Concentration risk;
- Illiquid and long term investments;
- Borrowings and leverage risk;
- Reliance on SteelRiver, the General Partner and Portfolio Company management;
- Asset management risk and force majeure;
- Economic and financial market fluctuations;
- Regulatory risk;
- Environmental risk;
- Valuation risk; and
- Development and construction risk.

## DISCIPLINARY INFORMATION

SteelRiver and its employees have not been involved in any legal or disciplinary events in the past 10 years that would be material to an investor's evaluation of SteelRiver or its personnel.

## OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

Refer to the "Advisory Business" section of this document for a description of all relevant affiliations.

## CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING

To avoid any potential conflicts of interest involving personal trades, SteelRiver has adopted a Code of Ethics that includes formal policies and procedures with respect to employee trading as well as policies and procedures to address insider trading. Among other things, the policy requires that employees act with integrity, place the interests of clients above their own, avoid actual and potential conflicts of interest and comply with applicable provisions of the federal securities laws. The policy also requires employees to pre-clear certain personal securities transactions, report personal securities transactions on at least a quarterly basis and provide SteelRiver with a detailed summary of reportable securities holdings annually. The Existing Fund's PPM provides that SteelRiver, its affiliates or their employees may invest in the same underlying investments as the Fund. As of the date of this Brochure, no affiliate or employee has invested alongside the Existing Fund. SteelRiver's Code of Ethics requires that employees would have to pre-clear any such proposed co-investments. Policies on Employee Directorships and Whistle Blowing are incorporated into SteelRiver's Code of Ethics.

A copy of SteelRiver's Code of Ethics shall be provided to any investor or prospective investor upon request.

Actual, potential or apparent conflicts of interest may arise as a result of the relationships between SteelRiver, the General Partner or their affiliates and their interaction with the Funds and their investors. Please refer to the applicable PPM for more detail on these and other potential conflicts of interest that investors should be aware of.

Upon dissolution of a Fund, the Investment Advisor or its affiliate (including SteelRiver) may continue to manage the Portfolio Companies and assets of the Fund may be sold to the General Partner and its affiliates at such valuation and on such terms as described in the applicable Partnership Agreement. In the event of an initial public offering of any of the assets of a Fund, the Investment Advisor or its affiliates (including SteelRiver) will retain the right to act as investment advisor of the listed vehicle and the General Partner or its affiliates will retain the right to act as manager and, in either case, to earn fees and incentive compensation in connection therewith.

The LPAC shall consist of representatives of certain investors unaffiliated with SteelRiver, selected by the General Partner upon formation of the Fund. One of the roles of the LPAC is to review and approve or disapprove any potential conflicts of interest in any transaction and to otherwise resolve certain issues involving conflicts of interest.

## BROKERAGE PRACTICES

The General Partner of the Funds has overall responsibility for their management and administration, including ultimate decision-making authority regarding investment acquisitions, restructurings, recapitalizations and dispositions as well as all asset management activities. These activities are carried out by a board of directors or management committee, comprised of three SteelRiver employees and one non-employee. Actions generally require the approval of a simple majority of members; however decisions regarding the acquisition of investments for the New Fund require the unanimous approval of all members. Certain limitations and restrictions are noted in the applicable Partnership Agreement.

Although SteelRiver's investment strategy has not involved public securities, SteelRiver has developed and implemented policies and procedures to address the limited possibility of using brokerage counterparties. SteelRiver does not have any formal soft dollar arrangements or other arrangements that would commit the Funds to any specific or implied level of trading. As an institutional money manager, SteelRiver may receive access to research made available through brokerage counterparties or investment banks. SteelRiver believes this research is available to all institutional money managers of similar size.

SteelRiver strives to select broker-dealers, investment banks or financial intermediaries that provide the Funds with favorable execution capabilities and qualities. Certain entities are utilized or recommended to the Funds due to their presence in certain markets and ability to trade certain securities or complete certain specialized types of transactions. Research or additional ancillary services not associated with the transaction provided by such service providers is not a determining factor for engaging the service provider.



SteelRiver has arrangements with unaffiliated placement agents and/or finders which are compensated for procuring Fund investors. Compensation paid to these third parties may be tied to a percentage of the principal amount of limited partnership interests sold to investors or may be based upon other factors as determined and negotiated by the General Partner or SteelRiver.

## REVIEW OF ACCOUNTS

The investments made by the Funds are generally long-term in nature. SteelRiver intends to monitor the entities in which the Funds invests and generally maintains an ongoing evaluation of such companies and other entities including, in some cases, representation by SteelRiver or the General Partner on the board of directors. The holdings of the Funds are reviewed by SteelRiver's investment and support personnel. Matters reviewed include the specific investments held by the Funds, the percentage of assets in various types of asset classes, the financial and regulatory reporting relating to securities positions and the relative and absolute performance of the Funds.

SteelRiver furnishes audited financial statements for the Existing Fund to investors on an annual basis. The Funds' financial statements including each Fund's holdings are examined by the independent certified public accountants. In addition, as part of the Fund's annual limited partners' meeting, SteelRiver provides investors with an annual report describing the Fund's investments and progress.

## CLIENT REFERRALS AND OTHER COMPENSATION

Any commissions, fees, costs and expenses payable to any third-party placement agents or finders engaged in respect of the sale of interests in the Funds, may, at the General Partner's election, be paid by the Funds, with a corresponding reduction in future management fees payable to the Funds.

## CUSTODY

To the extent possible, all Fund assets are held in custody by unaffiliated banks or custodians. SteelRiver indirectly has access to the Funds' accounts because a related entity serves as the General Partner of the Funds. Limited partners of the Funds will not receive statements from the custodian. Instead, the Funds are subject to an annual audit and the audited financial statements are distributed to each limited partner. The audited financial statements will be prepared in accordance with generally accepted accounting principles and distributed within 120 days of the partnership's fiscal year end.

## INVESTMENT DISCRETION

SteelRiver and its affiliates provide (i) investment supervisory services on a discretionary basis to private investment funds. The applicable Fund's PPM and investment management agreement authorize SteelRiver to use a broad range of investment vehicles and strategies with very few, if any, limitations.

## VOTING CLIENT SECURITIES

Although no investments held by the Funds issue proxies, the Fund's partnership agreements permit the manager to purchase equity positions which may occasionally solicit shareholder votes. In the event a Fund holds such equity positions or other positions that may solicit proxies, it is SteelRiver's policy to review the proxies to determine whether a vote is material to shareholder value and in the best interest of the Funds. When a vote is deemed material to shareholder value it is SteelRiver's policies to vote in a



manner which it believes will increase shareholder value the most or decrease shareholder value the least. SteelRiver may abstain from voting if it deems that abstinence is in its Funds' best interests or when SteelRiver has determined that the vote is immaterial to the value of the securities held by the Fund.

Current investors may request a copy of SteelRiver's full proxy voting policies and procedures and record. Please contact SteelRiver's Chief Compliance Officer, Cliff Losh at (212) 696-0110.

### FINANCIAL INFORMATION

SteelRiver has never filed for bankruptcy and is not aware of any financial condition that is expected to affect its ability to manage the Funds' accounts.



STEELRIVER  
INFRASTRUCTURE PARTNERS