

AMERRA Capital Management, LLC

Part 2A of Form ADV

The Brochure

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This brochure provides information about the qualifications and business practices of AMERRA Capital Management, LLC (“ACM”). If you have any questions about the contents of this brochure, please contact us at 212-730-2000. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (the “SEC”) or by any state securities authority.

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

Material Changes

ACM's most recent Part 2A of Form ADV was filed in March 2012. ACM's business activities have not changed materially since the time of that update.

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Advisory Business

ACM serves as an investment manager to private investment partnerships, separately management accounts and other investment vehicles organized to invest in and acquire, originate, structure and distribute corporate debt, loans and other financial instruments related to companies in the agriculture sector located in the Americas.

ACM serves as the investment manager to the AMERRA Agri Fund, L.P., a Delaware limited partnership formed in April 2009, and the AMERRA Agri Fund II, L.P., a Delaware limited partnership formed in January 2012 (together, the "Domestic Funds"), and the AMERRA Agri Offshore Fund, L.P., formed in May 2009 (the "Offshore Feeder") and AMERRA Agri Offshore Master Fund, L.P., formed in September 2009 (the "Master Fund") each a Cayman Island exempted limited partnership (collectively with the Domestic Funds and the Offshore Feeder, the "Partnerships"). Affiliates of ACM, AMERRA Capital GP, LLC and AMERRA Capital GP II, LLC, serve as the general partners to the Partnerships (together, the "General Partner"). We refer to the Partnerships, the separately managed accounts and other investment vehicles as "Clients" in this brochure.

In providing services to each Client, ACM formulates the investment objective for each Client, directs and manages the investment and reinvestment of each Client's assets, and provides periodic reports to investors in each Client.

For each Partnership, investment advice is provided directly to the Partnership and not individually to the limited partners of the Partnerships. ACM manages the assets of each Partnership in accordance with the terms of the governing documents applicable to each Partnership.

ACM also provides investment management services to institutional investors through separately managed accounts and other investment vehicles. Separate account and other investment vehicle management is continuously provided for each investor based on agreed upon investment objectives.

A limited liability company formed under the laws of the state of Delaware in January 2009, ACM is primarily owned by Craig Tashjian, Nancy Obler, M.D. Sass-Macquarie Financial Strategies, L.P. and the Macquarie Group Limited. As of December 31, 2012 ACM managed \$381 million on a discretionary basis on behalf of five Clients.

Fees and Compensation

For the Partnerships and the separately managed accounts, ACM receives a carried interest along with a management fee for providing investment management services. Management fees are generally payable quarterly in advance and these are payable for any period that is less than a full quarterly period.

The management fee paid by the Partnerships for any quarter is 0.4375% (i.e., 1.75% per annum) of the aggregate amount of the capital commitments of the Partnership, and 0.4375% (i.e., 1.75% per annum) of the aggregate amount of the funded contributions of the Partnership after the end of the applicable Partnership investment period. To the extent the management fees are payable at the Offshore Feeder level, no fixed fees are charged by the Master Fund. Management fees are charged directly to the Partnerships. Each Partnership may enter into separate agreements, commonly referred to as “side letters”, to change the management fees applicable to certain investors (please see “Types of Clients” below).

In addition, ACM and/or the General Partner, in its sole discretion, may waive, reduce or rebate all or a portion of the management fee and/or carried interest and interest thereon in respect of any limited partner. No such waiver, reduction or rebate for the benefit of any limited partner will entitle any other limited partner to such waiver, reduction or rebate.

The Partnerships are also subject to a carried interest of 20% of profits on distributions derived from the disposition of investments or securities, with a preferred return of up to 6% per annum.

Detailed information regarding the fees charged to the Partnerships is provided in each Partnership’s confidential private offering memorandum and other governing documents. In addition to management fees and carried interest, limited partners of the Partnerships will bear indirectly the fees and expenses charged to the Partnerships. Those fees and expenses will vary, but typically will include fees associated with making or selling portfolio investments, legal and accounting fees, taxes, commissions and brokerage fees, registration expenses, fees to government regulatory agencies, the cost of directors’ and officers’ liability insurance and other expenses, such as litigation or broken deal expenses. Investors should review all fees charged by ACM, its

affiliates, and others to fully understand the total amount of fees to be paid by the Partnerships and, indirectly, their limited partners.

Limited partners of the Partnerships are not permitted to make voluntary withdrawals. Limited partners of the Partnerships may be subject to compulsory withdrawals in the event the General Partner reasonably believes that such limited partner subscribed for a Partnership interest on the basis of a misrepresentation, or such limited partner's investment would put the General Partner, the Partnership, ACM or other limited partners at a material tax, legal, regulatory or pecuniary disadvantage. In such event such limited partner would receive the value of its Partnership interest, which will be determined by the General Partner in its sole discretion. The General Partner may cause the Partnerships to pay such amounts in cash or in kind.

The management fee and carried interest paid by Clients other than the Partnerships are negotiable and not subject to any standard fee schedule.

Either ACM or the Client (other than any Partnership) may terminate its respective investment management agreement per the terms negotiated therein. Notice of termination must be given to the other party in writing. Upon termination, the fees charged for investment management services will be pro-rated, and a refund for any unearned fees will be issued. Each Client (other than any Partnership) is responsible to pay for services rendered until the termination of its respective investment management agreement.

Performance Based Fees and Side-by-Side Management

Each Client pays a carried interest of up to 20%. The carried interest may create an incentive for ACM to make more speculative investments and make different decisions regarding the timing and manner of the realization of such investments, than would be made if such carried interest were not allocated to ACM or its affiliates.

Types of Clients

ACM provides investment management services to the Partnerships and institutional clients through separately managed accounts and other investment vehicles.

Each Partnership operates as a pooled investment vehicle intended to provide management expertise and other advantages to its investors. The minimum capital commitment for a limited partner of each Partnership is \$1 million; however ACM and/or the General Partner maintains discretion to accept less than the minimum investment threshold. In addition, each Partnership may enter into separate agreements, commonly referred to as "side letters", with certain investors, to waive certain terms, or allow such investors to invest on different terms than those specifically described in the offering documents. Under certain circumstances, these agreements could create preferences or priorities for such investors with respect to other limited partners.

Investors will be required to make certain representations when investing in a Partnership, including but not limited to that (i) they are acquiring an interest for their own account, (ii) they received or had access to all information they deem relevant to evaluate the merits and risks of the prospective investment and that (iii) they have the ability to bear the economic risk of an

investment in the Partnership. Each investor will be furnished with a copy of the applicable Agreement of Limited Partnership.

Methods of Analysis, Investment Strategies and Risk of Loss

ACM's strategy includes the direct origination of corporate debt with predominantly privately held agricultural commodity producers, processors, distributors and marketers/traders in the Americas, and the investment in and acquisition of corporate debt, equities or convertible debt of such companies across the capital spectrum and in secondary market transactions when deemed appropriate. Investment decisions will be based on maximizing returns after assessing credit risk and loss given default profiles.

ACM will primarily target agriculture sector companies that generally will be comprised of the following sectors:

Soft Commodities	Agro-industrial/Grains	Edible Oils	Biofuels
Sugar	Soybean	Palm	Ethanol (sugar/corn)
Coffee	Corn	Soybean	Bio-diesel
Cocoa	Wheat	Canola	Biomass
Cotton	Oats	Rapeseed	
Rubber	Proteins		
FCOJ	Fertilizers		
Pulp/Paper	Livestock		
Tobacco	Rice		

Investments will be selected on the basis of past performance, Craig Tashjian's and Nancy Obler's (together, the "Principals") direct knowledge of a company's managerial traits/skills, and company performance during strong and weak markets, its value proposition to the market, human capital assessment, logistics and other competitive advantages. Specifically, ACM's investment criteria will include the following assessments:

- Strength of management, management culture and its receptivity to change;
- Assessment of market position and competitive advantage;
- Sustainability of cash flow;
- Assessment of current and future cash flows to assess whether or not the firm is fully valued;
- Assessing quartiles of cost structure via a peer class review;
- Scalability of present or future strategies;
- Strategy or product extensions; and
- Appropriate investment structure to ensure capital preservation while participating in appreciation and upside to maximize value for investors.

ACM intends to structure collateral and repayment sources with a view toward reducing risks while preserving capital. Through the taking of collateral and/or tightly structuring debt, a credit

arbitrage is expected to be created whereby high yields are produced, yet underlying risks are reduced.

ACM's investment strategy involves a number of risks. An investment with ACM may be deemed a speculative investment and is not intended as a complete investment program. It is designed for sophisticated investors who fully understand and are capable of bearing the risk of an investment with ACM. No guarantee or representation is made that ACM will achieve its investment objective or that Clients will receive a return of their capital.

All investing involves a risk of loss and the investment strategy offered by ACM could lose money over short or even long periods. The description contained below is a brief overview of different market risks related to ACM's investment strategy:

General Business and Management Risk - Investments in portfolio companies subject the Clients 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. With respect to management at the portfolio company level, many portfolio companies rely on the services of a limited number of key individuals, the loss of any one of whom could significantly adversely affect the portfolio company's performance. While in all cases ACM will monitor each portfolio company's management, the management of each portfolio company will have day-to-day responsibility of such portfolio company.

Agriculture Activities and Investments - The Clients will invest primarily in corporate debt and debt-like instruments issued by companies in the agriculture sector. Accordingly, the Clients' ultimate performance will be a function of the issuers/borrowers meeting expected performance hurdles and performing under their debt obligations. In the event of default, performance will also be determined through the monetization of collateral.

Commodity Price Volatility – Agricultural commodities prices have been and are likely to continue to be, volatile and subject to wide fluctuations in response to factors including: (i) changes in the supply and demand for the relevant commodity (fundamentals); (ii) market uncertainty; (iii) political conditions in producing regions; (iv) the extent of domestic production and importation/exportation of the commodity in the relevant market; (v) the level of consumer demand; (vi) competitive position of new supplies; (vii) the effect of US and foreign regulations on the production, transportation and sale of the relevant commodity.

ACM will manage commodity price risk volatility through a combination of various collateral management techniques including, (i) developing loan to value advance rates taking into account price volatility, holding periods, quality specifications, location/basis elements and past experience (ii) marking to market commodity collateral on a frequent basis; (iii) utilizing 3rd party storage companies to control and/or monitor collateral; (iv) inspection firms carrying out audits of physical inventories and crops. ACM believes that these and other active management precautions largely mitigate loss given default.

Counterparty Risk – The loan counterparties with which the Clients may effect transactions typically are not subject to credit evaluation and regulatory oversight as are members of “exchange-based” markets. In addition, many of the protections afforded to participants on some organized exchanges, such as the performance guarantee of an exchange clearinghouse, might not be available in connection with loan syndication transactions. This exposes the Clients to the risk that counterparty will not settle a transaction in accordance with its terms and conditions because of a dispute over the terms of the contract (whether or not *bona fide*) or because of a credit or liquidity problem, thus causing the Clients to suffer a loss.

Lack of Liquidity of Investments – ACM’s strategy involves investing in illiquid debt instruments, primarily loans. The investments are likely to be unrated and the equity interests of investment companies privately-held. Consequently, the liquidity for the underlying investments may be limited. This may limit the ability of the Clients to sell investments.

Leverage – ACM may borrow monies on behalf of some of its Clients to leverage the return on the equity portion of their investments. Leverage is expected to be provided by bank loans, repurchase agreements, total return swaps or similar agreements, secured against the portfolio of investments of such Clients, but generally with no recourse to ACM or beyond the value of the portfolio of investments and unused capital commitments.

Disciplinary Information

ACM and its employees have not been involved in any legal or disciplinary events in the past 10 years that would be material to a Client’s evaluation of the company or its personnel.

Other Financial Industry Activities and Affiliations

ACM has relationships or arrangements with affiliated financial services companies that pose a material conflict of interest.

M.D. Sass-Macquarie Financial Strategies, L.P.(“FinStrat”) and Macquarie Americas Corp., and/or one of its affiliates (“Macquarie”), both related persons of ACM, and the Principals of ACM have made significant investment commitments in the Domestic Funds. As a result of these relationships, the interests of ACM, its Principals, FinStrat and Macquarie may at times conflict with those of the limited partners. In those instances where material conflicts of interest exist, ACM will consult with the ACM investment committee.

The General Partner and ACM are authorized to appoint any broker-dealer that is registered as such with the SEC and is a member of the Financial Industry Regulatory Authority to make offers or sales of Partnership interests. The General Partner and ACM have appointed M.D. Sass Securities, L.L.C., [affiliates of Macquarie] and other third-party broker-dealers as selling agents, and will compensate the selling agents from a portion of the management fees and carried interest ACM receives from its Clients (please see “Client Referrals and Other Compensation” below). Any additional fees charged to investors by the selling agents must be disclosed and agreed to by investors.

Registered Investment Advisers: The following entities are related persons of ACM and are registered investment advisers:

M.D. Sass Investors Services Inc. (“Services”)
M.D. Sass Associates, Inc. (“Associates”)
Waterfall Asset Management, LLC (“Waterfall”)
M.D. Sass-Macquarie Financial Strategies Management Company, LLC (“Sass-Macquarie”)
AMERRA Capital Management, LLC (“AMERRA”)

Other Investment Advisers: The following entities are related persons of ACM and are unregistered investment advisers:

Ascent Real Estate Advisors, LLC (“Ascent”)
Taurus Funds Management Pty Limited (“Taurus”)

ACM has entered into an administrative services agreement (“Administrative Services Agreement”) with Services, whereby Services provides ACM with personnel, office space, supplies and office support services as needed by ACM. Such services will be provided for a compensation, payable monthly, equal to the cost of the services provided which generally will be calculated (i) as a prorated portion of rent plus taxes, utilities and services for office space, (ii) as a prorated portion of overall compensation including benefits for personnel, and (iii) in good faith, in the reasonable judgment of Services, for other services not otherwise readily calculable.

Certain investment advisers named above manage partnerships, limited liability companies, separately managed accounts and other investment vehicles in which investors of the Partnerships and separately managed account clients of ACM may invest. Other than the Administrative Services Agreement, ACM does not have any direct arrangements with the other related persons which manage such partnerships, limited liability companies, separately managed accounts and other investment vehicles, but the entities all have common control.

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

ACM has adopted a Code of Ethics (the “Code”) pursuant to Rule 204A-1 under the Investment Advisers Act of 1940, which is predicated on the principle that ACM owes a fiduciary duty to its Clients. Accordingly, employees of ACM must disclose or avoid activities, interests and relationships that run contrary (or appear to run contrary) to the best interest of Clients. Therefore, ACM endeavors to maintain current and accurate records of all personal securities accounts of its employees in an effort to monitor all such activity. Among other things, the Code requires ACM and its employees to act in Clients’ best interests, abide by all applicable regulations, avoid even the appearance of insider trading, and pre-clear and report on many types of personal securities transactions. ACM’s Code of Ethics is available for review and will be provided to any client or prospective client upon request.

ACM, its employees and affiliated entities will participate in the Partnership’s investment program by agreeing to commit a certain percentage of the Partnership’s total capital commitments or a certain amount as defined in the Partnership’s governing documents. Therefore, ACM its employees or a related entity may participate in transactions effected for the

Partnerships. ACM, its employees and affiliated entities may be required to participate in a similar manner in other Clients' investment programs from time to time.

ACM may enter into transactions and invest in financial instruments on behalf of the Clients in which affiliated companies, acting as principal or as agent for its customers, serves as the counterparty. ACM may also enter into cross transactions where affiliated companies act as agent on behalf of the Client and the other party to the transaction. Cross transactions enable ACM to purchase or sell a block of securities for the Client at a set price and possibly avoid an unfavorable price movement that may be created through entrance into the market with such purchase or sell order. ACM and its affiliated companies may have a potentially conflicting division of responsibilities to both parties to such cross transaction. ACM will only consider engaging in a principal or cross transaction after it has obtained the consent of an independent representative of the limited partners.

Brokerage Practices

ACM focuses on investing in and acquiring, originating, structuring and distribution of corporate debt, loans and other financial instruments related to companies in the agriculture sector, thus it does not ordinarily deal with any financial intermediary such as a broker-dealer, and commissions are not ordinarily payable in connection with such investments. To the limited extent ACM transacts in public securities it intends to select brokers based upon the broker's ability to provide best execution for the Client. ACM is generally authorized to make the following determinations, subject to the Client's investment objectives and restrictions, without obtaining prior consent from the relevant Client or any of their investors: (1) which securities or other instruments to buy or sell; (2) the total amount of securities or other instruments to buy or sell; (3) the executing broker or dealer for any transaction; and (4) the commission rates or commission equivalents charged for transactions.

In making its decisions regarding the allocation of brokerage transactions for its Clients, ACM will consider a variety of factors including but not limited to: (i) the ability to effect prompt and reliable executions at favorable prices (including the applicable dealer spread or commission, if any); (ii) 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; (iii) the financial strength, integrity and stability of the broker-dealer or counter party; and (iv) the competitiveness of commission rates in comparison with other broker-dealers. Although ACM generally seeks competitive commission rates and commission equivalents, it will not necessarily pay the lowest commission or equivalent. Transactions may involve specialized services on the part of a broker-dealer, which may justify higher commissions and equivalents than would be the case for more routine services.

Review of Accounts

All investments held by the Clients are carefully reviewed on a continuous basis by the Principals and a team of credit analysts. The progress of all investments is carefully monitored on a regular basis and is subject to the constant supervision and review by ACM investment professionals.

ACM provides quarterly and annual reports to each limited partner of a Partnership and quarterly and monthly reports to Clients that are not Partnerships. The quarterly and monthly reports

include an itemization of the distributions to the investor and a description of the Client's operations during the preceding quarter and month, respectively. Audited financial statements prepared in accordance with general accepted accounting principles are provided annually to limited partners of the Partnerships. Clients also receive annual tax information necessary for their tax returns.

Client Referrals and Other Compensation

M.D. Sass Securities, LLC [and Macquarie Capital (USA) Inc., each] an affiliate of ACM and registered broker-dealer, and other third-party broker-dealers ("Selling Agents") will market interests and shares of the Partnerships to investors. The Selling Agents will receive compensation from a portion of the management fee and carried interest ACM receives from its Partnerships. The use of Selling Agents has no impact on the fees paid by the Partnerships or their investors. Any additional fees charged to investors by the Selling Agents will be disclosed and agreed to by the investors.

ACM or its affiliates may receive fees ("Ancillary Fees") for providing advisory or administration services. Generally, such fees earned will be the property of the Clients, however, under certain circumstances, ACM or such affiliates may be entitled to receive market rate fees, including management and performance fees as well as residual interests for such services not related to its role as investment manager of the Clients.

Custody

Except for certain privately offered securities, Client assets are held in custody by qualified custodians. ACM anticipates that any private offered securities not held at a qualified custodian will meet the private security exemption under Rule 206(4)-2.

The Partnerships 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 each Partnership's fiscal year end.

Investment Discretion

ACM generally has discretionary authority to determine, without obtaining specific consent from the Partnerships or their investors, the securities and amount to be bought or sold. Any limitations on authority are included in the respective Partnership's Confidential Information Memorandum and other governing documents. ACM may generally exercise its investment discretion and authority conditionally or unconditionally, arbitrarily, or inconsistently in varying or similar circumstances. For example, ACM may provide certain investors or third parties representing investors more frequent or more detailed reports of a Partnership' portfolio holdings or performance, special fee and allocation arrangements and special withdrawal rights that it does not provide to other investors.

ACM and/or the General Partner, in its sole and absolute discretion, may offer third parties, some or all of the Partnerships' limited partners (in their individual capacities and not as limited partners) and/or affiliates of the General Partner the option to participate in co-investment

opportunities that arise in connection with the Partnerships' investments (as determined by the General Partner), provided, however, that Macquarie generally will have a right of first refusal on co-investment opportunities. Macquarie will also have right of first refusal with respect to any hedging transaction that the Partnerships propose to execute, and the right to introductory services from the Partnerships to investment opportunities that ACM has determined are not appropriate for the Partnerships' portfolio.

Clients other than the Partnerships have (or may in the future) placed different limits on ACM's discretionary authority to invest pursuant to their respective investment management agreements with ACM.

Voting Client Securities

Most of the investments held by Clients typically do not issue proxies. However, in the event proxies have to be voted, ACM has adopted proxy voting policies and procedures, and shall be responsible for voting proxies on behalf of Clients. ACM shall vote Client proxies in a way that it believes will maximize investor value. In exercising its voting discretion, ACM and its employees will avoid any direct or indirect conflict of interest raised by such voting decision.

A record of all proxy votes cast on behalf of Clients will be maintained and available for review.

Financial Information

ACM has never filed for bankruptcy and is not aware of any financial condition that is reasonably likely to affect its ability to manage Client accounts or impair its ability to meet contractual commitments to Clients.