



Item 1. Cover Page

**River Birch Capital, LLC
March 27, 2013**

This Brochure provides information about the qualifications and business practices of River Birch Capital, LLC (the “Adviser”), an investment adviser registered with the United States Securities and Exchange Commission (the “SEC”). If you have any questions about the contents of this Brochure, please contact Michael J. Linn at (646) 699-3730. This information 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 the Adviser also is available on the SEC’s website at www.adviserinfo.sec.gov.

Registration as an investment adviser with the SEC or with any state securities authority does not imply that the Adviser or any of its principals or employees possesses a particular level of skill or training in the investment advisory business or in any other business.

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Item 2. Material Changes

The Adviser is updating its Brochure as of March 27, 2013 as part of its annual amendment filing. There are no material changes to the Adviser's Brochure dated as of February 14, 2012; however, the Adviser has made some routine updates and clarifying changes to the Brochure.

TABLE OF CONTENTS

Item 2.	Material Changes.....	2
Item 4.	Advisory Business.....	4
Item 5.	Fees and Compensation.....	4
Item 6.	Performance-Based Fees and Side-by-Side Management.....	5
Item 7.	Types of Clients	5
Item 8.	Methods of Analysis, Investment Strategies and Risk of Loss.....	5
Item 9.	Disciplinary Information.....	7
Item 10.	Other Financial Industry Activities and Affiliations.....	7
Item 11.	Code of Ethics, Participation or Interest in Client Transactions and Personal Trading.....	8
Item 12.	Brokerage Practices.....	8
Item 13.	Review of Accounts	9
Item 14.	Client Referrals and Other Compensation.....	9
Item 15.	Custody	10
Item 16.	Investment Discretion	10
Item 17.	Voting Client Securities.....	10
Item 18.	Financial Information.....	10

Item 4. Advisory Business

River Birch Capital, LLC (the “Adviser”), a Delaware limited liability company, is an investment adviser with its principal place of business in New York, New York. The Adviser commenced operations in January 2010 and registered with the SEC as an investment adviser on March 30, 2012. Herbert H. McDade III and Alex Kirk are the principal owners of the Adviser.

The Adviser provides investment advisory services on a discretionary basis to its clients, including River Birch Partners, LP (the “Onshore Fund”) and River Birch International, Ltd. (the “Offshore Fund”), each of which invests all of its assets in River Birch Master Fund, LP (the “Master Fund” and collectively, the “Funds”). The Onshore Fund and the Offshore Fund are collectively referred to herein as the “Feeder Funds”. The Adviser may in the future serve as investment manager to other client accounts, including separately managed accounts for institutional investors.

The Adviser provides advice to its clients based on the specific investment objectives and strategies described in the offering memorandum of a Fund or the investment management agreement for a client. The Adviser does not tailor advisory services to the individual needs of its clients. Investors in the Funds may not impose restrictions on investing in certain securities and other financial instruments or certain types of securities and other financial instruments, however, other clients may impose certain restrictions on investing the assets of their accounts in certain types of securities and other financial instruments.

As of December 31, 2012, the Adviser had approximately \$350,164,710 in regulatory assets under management, all of which are managed on a discretionary basis.

Item 5. Fees and Compensation

The Master Fund pays the Adviser a quarterly asset based charge and payment (the “Asset Based Charge and Payment”) in arrears ranging from 1.5% to 2.0% per annum (i.e., 0.375% to 0.5% per quarter) based on the value of the Funds as of the last day of each quarter. The Asset Based Charge and Payment is prorated for any period that is less than a full quarter. The Adviser receives the Asset Based Charge and Payment each quarter by instructing the Master Fund's custodian to deduct it from the Master Fund's account.

River Birch Capital GP, LLC, an affiliate of the Adviser (the “General Partner”), serves as the general partner of the Onshore Fund and the Master Fund. The General Partner receives an annual performance-based allocation, which is compensation that is based on a share of capital appreciation of the assets of a Fund (the “Incentive Allocation”). The Incentive Allocation ranges from 15% to 20% and is subject to a loss carryforward provision. The Incentive Allocation is made at the Master Fund level.

The General Partner may waive, reduce or enter into alternative fee arrangements with investors who are members, employees or affiliates of the Adviser, the General Partner, friends and relatives of such persons and for certain large or strategic investors.

The Funds also bear certain other expenses including legal, accounting (including accounting software and third-party accounting services), audit, fees and expenses of the administrator, and other professional fees and expenses, organizational expenses, research expenses (including subscription fees for Bloomberg and research related travel), risk management expenses (including risk management software), portfolio management software, investment expenses such as commissions, custodial fees, bank service fees, a pro rata share of Fund-related insurance costs and other expenses related to the purchase, sale or transmittal of Fund assets.

Each Feeder Fund also bears its pro rata share of the expenses of the Master Fund. As noted above, the Funds incur brokerage and other transaction costs. Please refer to Item 12 of this Brochure for a discussion of the Adviser's brokerage practices.

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

As described in Item 5, the General Partner receives performance-based compensation from the Master Fund. In addition, the Adviser's investment personnel are typically compensated on a basis that includes a performance-based component.

Since the Adviser intends to manage multiple client accounts, the Adviser has adopted and implemented policies and procedures intended to address conflicts of interest related to the management of multiple client accounts and the allocation of investment opportunities. The Adviser will review investment decisions for the purpose of ensuring that all accounts with substantially similar investment objectives are treated equitably. The following factors may be taken into account by the Adviser in allocating securities and other financial instruments among investment advisory clients: the client's investment objective and strategy; any restrictions placed on a client's portfolio by the client, by virtue of federal or state law (such as the Employee Retirement Income Security Act of 1974, as amended) or by any of the client's counterparties; size of the client's account; total portfolio invested position; nature of the security or other financial instrument to be allocated; size of available position; supply or demand for a security or other financial instrument at a given price level; current market conditions; timing and frequency of additions and withdrawals from an account; account liquidity; and any other information determined by the Adviser to be relevant to the fair allocation of securities and other financial instruments.

Item 7. Types of Clients

The Adviser's clients consist of the Funds; however, the Adviser may in the future serve as investment manager to other client accounts, including separately managed accounts for institutional investors.

With respect to the Funds, the initial subscription minimums are disclosed in the offering memorandum for the applicable Feeder Fund. With respect to a separately managed account, the Adviser does not have any standard requirements for opening or maintaining a separately managed account and may, in its discretion, require a different investment minimum for any account.

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

The Adviser seeks to generate superior risk-adjusted total returns. The Adviser's strategy is to combine rigorous bottom-up credit analysis with a strong top-down view of external factors affecting the prices of credit assets to identify potential investment opportunities in the global financial markets. Client accounts generally invest in credit-related assets across all levels of the capital structure, including, but not limited to, distressed loans and bonds, high yield and investment grade loans and bonds, structured credit and special situations.

The following strategies and types of investments involve a risk of loss to clients and clients must be prepared to bear the loss of their entire investment.

Interest Rate Risk

Generally, the value of fixed rate securities will change inversely with changes in interest rates. As interest rates rise, the market value of fixed rate securities tends to decrease. Conversely, as interest rates decrease, the market value of fixed rate securities tends to increase.

Distressed Loans and Bonds

Investments in the loans and bonds of financially and operationally troubled issuers involve a high degree of credit and market risk. There is substantial uncertainty concerning the outcome of transactions involving such issuers, therefore, there is a possibility that a client may incur substantial or total losses with respect to those investments, or that such investments may not show any return for a considerable period of time.

High Yield Loans and Bonds

Client accounts may invest in high yield loans and bonds and preferred securities that are rated in the lower rating categories by the various credit rating agencies (or in comparable non-rated securities). Securities in the lower rating categories are subject to greater risk of loss of principal and interest than higher-rated securities and are generally considered to be predominantly speculative with respect to the issuer's ability to pay interest and repay principal. They are also generally considered to be subject to greater risk than securities with higher ratings in the case of deterioration of general economic conditions. Because investors generally perceive that there are greater risks associated with the lower-rated securities, the yields and prices of such securities may tend to fluctuate more than those for higher-rated securities. The market for lower-rated securities is thinner and less active than that for higher-rated securities, which can adversely affect the prices at which these securities can be sold.

Investment Grade Loans and Bonds

Client accounts may invest in investment grade loans and bonds. Investment grade securities typically do not contain significant covenants or other restrictions on the ability of the issuers to engage in certain activities which can lead to deterioration in their credit quality. Such activities can include the declaration of dividends, the spin-off of substantial corporate assets, increases in corporate leverage for any purpose and engaging in mergers and acquisitions, whether as a buyer or a seller. These factors and others can ultimately lead to reduced prices for an issuer's securities in the market.

Credit Default Swaps

In addition to general market risk, credit default swaps are subject to liquidity and credit risk. The selling of credit default swaps involves greater risks than if the client account had invested in the reference obligation directly. If a credit event were to occur, the value of the reference obligation received by the seller, coupled with the periodic payments previously received, may be less than the full notional value it pays to the buyer, resulting in a loss of value. The buyer of credit default swaps will incur a loss if the seller fails to perform on its obligation should a credit event occur. In certain circumstances, the buyer can receive the notional value of a credit default swap only by delivering a physical security to the seller, and is at risk if the deliverable security is unavailable or illiquid.

Structured Credit

Client accounts may invest in collateralized debt obligations ("CDOs") and collateralized loan obligations ("CLOs"). Holders of interests in CDOs must rely solely on distributions on the CDO Assets or proceeds from such assets for payment. In addition, interest payments on CDOs (other than the most senior tranche or tranches of a given issue) are generally subject to deferral. If distributions on the CDO Assets (or, in the case of market value CDOs, proceeds from the sale of the CDO Assets) are insufficient to make payments on the CDOs, no other assets will be available for payment of the deficiency and following realization of the underlying assets, the obligations of the issuer of the related CDO to pay such deficiency will be extinguished. Certain classes of debt and equity in CDOs (particularly subordinated classes) may provide that to the extent funds are not available to pay interest, such interest will be deferred or paid "in kind" and added to the outstanding principal balance of the related security. Generally, the failure by the issuer of a CDO to pay interest in cash does not constitute an event of default as long as a more senior class of securities of such issuer is outstanding and the holders of the

securities that have failed to pay interest in cash will not have available to them any associated default remedies. CLOs are limited recourse obligations of the issuer payable solely from the cashflow obligations of the corporate issuer that represent the underlying assets. Consequently, holders of the notes must rely solely on distributions of cashflows for the payment of principal and interest on their particular notes. If distributions of cashflows are insufficient to make full payment on a particular note, no other assets are available from which to pay any deficiencies.

Non-U.S. Securities

Investing in securities (and other financial instruments) of non-U.S. governments and companies that are generally denominated in currencies other than the U.S. dollar involves certain considerations comprising both risks and opportunities not typically associated with investing in securities of United States issuers. These considerations include differing bankruptcy codes, fluctuations in exchange rates, exchange control regulations, political and social instability, expropriation, imposition of foreign taxes, less liquid markets and less available information than are generally the case in the United States, higher transaction costs, less government supervision of exchanges, brokers and issuers, difficulty in enforcing contractual obligations, lack of uniform accounting and auditing standards and greater price volatility.

Currency Risks

Investments that are denominated in a foreign currency are subject to the risk that the value of a particular currency will change in relation to one or more other currencies. Among the factors that may affect currency values are trade balances, the level of short-term interest rates, differences in relative values of similar assets in different currencies, long-term opportunities for investment and capital appreciation and political developments.

Short Selling Risk

Short selling transactions expose the Adviser to the risk of loss in an amount greater than the initial investment, and such losses can increase rapidly and, in the case of equity short sales, without effective limit. There is the risk that the securities borrowed in connection with a short sale would need to be returned to the securities lender on short notice. If such request for return of securities occurs at a time when other short sellers of the subject security are receiving similar requests, a "short squeeze" can occur, wherein the client may be compelled, at the most disadvantageous time, to replace borrowed securities previously sold short with purchases on the open market, possibly at prices significantly in excess of the proceeds received earlier.

Leverage

Client accounts may utilize leverage through margin borrowing and through certain financial transactions. Leverage increases the volatility of the returns to clients.

Item 9. Disciplinary Information

This Item is not applicable.

Item 10. Other Financial Industry Activities and Affiliations

The Adviser has entered into and may in the future enter into additional agreements (sometimes referred to as "side letters") with certain prospective or existing investors in the Funds whereby such investors may be subject to terms and conditions that are more advantageous than those set forth in the offering memorandum of a Fund. For example, such terms and conditions may provide for special rights to make future investments in a Fund, other investment entities or managed accounts; special liquidity rights relating to frequency, notice, a reduction or rebate in the asset based charges, fees or liquidity penalties to be paid by an investor and/or other terms; rights to receive reports from a Fund on a more frequent

basis or that include information not provided to other investors (including, more detailed information regarding portfolio positions) and such other rights as may be negotiated by the Adviser and such investor. The modifications may, among other things, be based on the size of the investor's investment in a Fund, an agreement by an investor to maintain such investment in a Fund for a significant period of time, or other similar commitment by an investor to a Fund.

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

The Adviser has adopted a Code of Ethics (the "Code") that obligates the Adviser and its covered persons to put the interests of the Adviser's clients before their own interests and to act honestly and fairly in all respects in their dealings with clients. All of the Adviser's covered persons are also required to comply with applicable federal securities laws. Clients or prospective clients may obtain a copy of the Code by contacting Michael J. Linn, the Adviser's Chief Compliance Officer, by e-mail at mlin@riverbirchcap.com or by telephone at (646) 699-3730.

As a general matter, the Adviser's covered persons must pre-clear all transactions in reportable securities in their personal accounts with the Chief Compliance Officer, who may deny permission to execute the transaction if such transaction would have an adverse impact on the Adviser's clients. In addition, the Adviser's Code prohibits the Adviser and its covered persons from executing personal securities transactions in certain securities that are designated as restricted by the Adviser. All of the Adviser's covered persons are required to provide account statements on at least a quarterly basis or alternatively to disclose their securities transactions on a quarterly basis. The Adviser's covered persons are also required to provide holdings reports upon the commencement of their employment with the Adviser and on an annual basis thereafter. Trading in employee accounts is reviewed by the Chief Compliance Officer and compared with transactions executed for client accounts and reviewed against the list of securities that the Adviser has designated as restricted.

The Adviser or its covered persons may invest in the same securities or other financial instruments in which the Adviser invests on behalf of its clients. Such practices present a conflict when, because of the information the Adviser has, the Adviser or its covered persons are in a position to trade in a manner that could adversely affect its clients (e.g., place their own trades before or after trades for client accounts are executed in order to benefit from any price movements due to such trades). The Adviser has adopted the Code, described above, which contains policies and procedures designed to minimize any actual or potential conflicts.

Item 12. Brokerage Practices

The Adviser considers a number of factors in selecting a broker or dealer to execute transactions (or series of transactions) and determining the reasonableness of the broker or dealer's compensation. Such factors include the financial stability and creditworthiness of the broker or dealer; willingness and ability of a counterparty to make a market in the securities or other financial instruments; the actual executed price of the security or other financial instrument and the commission rates/dealer spreads; research (including economic forecasts, investment strategy advice, fundamental and technical advice on individual securities, valuation advice and market analysis), custodial and other services provided by such brokers and/or dealers that are expected to enhance the Adviser's general portfolio management capabilities; the size and type of the transaction; the difficulty of execution and the ability to handle difficult transactions; market knowledge; and the operational facilities of the brokers and/or dealers involved (including back office efficiency and ability to communicate and settle trades reliably). In selecting brokers or dealers to execute transactions, the Adviser need not solicit competitive bids and does not have an obligation to seek the lowest available commission or dealer spread. It is not the Adviser's practice to negotiate "execution only" commission rates, thus a client may be deemed to be paying for research, brokerage or other services provided by a broker or dealer which are included in the commission or spread.

The Adviser may receive research or other products or services other than execution from a broker or dealer in connection with transactions by the Funds. This is known as a “soft dollar” relationship. Currently, the Adviser has no soft dollar arrangements.

To the extent the Adviser enters into soft dollar arrangements in the future, the Adviser will limit the use of “soft dollars” to obtain research and brokerage services to services that constitute research and brokerage within the meaning of Section 28(e) of the Securities Exchange Act of 1934 (“Section 28(e)"). Research services within Section 28(e) may include, but are not limited to, research reports (including market research); certain financial newsletters and trade journals; software providing analysis of securities portfolios; corporate governance research and rating services; attendance at certain seminars and conferences; discussions with research analysts; meetings with corporate executives; consultants’ advice on portfolio strategy; data services (including services providing market data, company financial data and economic data); advice from broker-dealers on order execution; and certain proxy services. Brokerage services within Section 28(e) may include, but are not limited to, services related to the execution, clearing and settlement of securities transactions and functions incidental thereto (i.e., connectivity services between an adviser and a broker-dealer and other relevant parties such as custodians); trading software operated by a broker-dealer to route orders; software that provides trade analytics and trading strategies; software used to transmit orders; clearance and settlement in connection with a trade; electronic communication of allocation instructions; routing settlement instructions; post trade matching of trade information; and services required by the SEC or a self regulatory organization such as comparison services, electronic confirms or trade affirmations.

The Adviser and its related persons did not acquire any products or services with client brokerage commissions (or markups or markdowns) within its last fiscal year.

From time to time the Adviser may participate in capital introduction programs arranged by broker-dealers, including firms that serve as prime brokers to a Fund or recommend the Funds. The Adviser may place portfolio transactions for the Master Fund with firms who have made such recommendations or provided capital introduction opportunities or other consulting assistance services to the Adviser, if the Adviser determines that it is otherwise consistent with seeking best execution. In no event will the Adviser select a broker-dealer as a means of remuneration for recommending the Adviser or any Fund managed by the Adviser (or an affiliate) or affording the Adviser with the opportunity to participate in capital introduction programs or providing consulting assistance services.

Item 13. Review of Accounts

Each client account is reviewed by the Chief Investment Officer of the Adviser and the Adviser’s Investment Committee on an ongoing basis to determine whether investments should be maintained in light of current market conditions. Matters reviewed include specific investments held, adherence to investment guidelines and the performance of each client account.

Investors receive reports from the Funds pursuant to the terms of the applicable offering memorandum.

Item 14. Client Referrals and Other Compensation

The Adviser pays a third-party solicitor for client and investor referrals. The third-party solicitor receives a portion of the asset-based fee and performance-based compensation received by the Adviser (or an affiliate of the Adviser) attributable to the client or investor solicited and referred by the third-party solicitor. When applicable, cash payments for client solicitations will be structured to comply with the requirements of Rule 206(4)-3 under the Advisers Act.

Item 15. Custody

This Item is not applicable.

Item 16. Investment Discretion

The Adviser provides investment advisory services to clients on a discretionary basis. Prior to assuming discretion over a client's assets, the Adviser enters into an investment management agreement or other agreement that sets forth the scope of the Adviser's discretion. The Adviser has the authority to determine (i) the securities or other financial instruments to be purchased or sold for client accounts and (ii) the amount of securities or other financial instruments to be purchased or sold for client accounts.

Item 17. Voting Client Securities

Although the Adviser invests in accordance with an investment strategy, which does not generally include investments in equity securities and other financial instruments that have voting rights, to the extent the Adviser has been delegated proxy voting authority on behalf of its clients, the Adviser complies with its proxy voting policies and procedures that are designed to ensure that in cases where the Adviser votes proxies with respect to client securities, such proxies are voted in the best interests of its clients. In fulfilling its obligations to advisory clients, the Adviser seeks to act in a manner that will enhance the economic value of the underlying securities held by each advisory client. Investors in the Funds are not permitted to direct their votes in a particular solicitation.

If a material conflict of interest between the Adviser and a client exists with respect to voting proxies, the Adviser will determine whether voting in accordance with the guidelines set forth in its proxy voting policies and procedures is in the best interests of the client.

Clients or prospective clients may obtain a copy of the Adviser's proxy voting policies and procedures and information about how the Adviser voted proxies by contacting Michael J. Linn by e-mail at mlinn@riverbirchcap.com or by telephone at (646) 699-3730.

Item 18. Financial Information

This Item is not applicable.