

1457906

OMB APPROVAL

OMB Number: 3235-0076

Expires: February 28, 2009

Estimated average burden hours per response: 4.00

# FORM D

Notice of Exempt Offering of Securities

## U.S. Securities and Exchange Commission

Washington, DC 20549

(See instructions beginning on page 5)

Intentional misstatements or omissions of fact constitute federal criminal violations. See 18 U.S.C. 1001.

### Item 1. Issuer's Identity

Name of Issuer  
Life Settlement Insights LLC

Jurisdiction of Incorporation/Organization  
Delaware

Year of Incorporation/Organization (Select one)  
 Over Five Years Ago  Within Last Five Years (specify year)   Yet to Be Formed

Previous Name(s)  None

Entity Type (Select one)  
 Corporation  
 Limited Partnership  
 Limited Liability Company  
 General Partnership  
 Business Trust  
 Other (Specify)

(If more than one issuer is filing this notice, check this box  and identify additional issuer(s) by attaching Items 1 and 2 Continuation Page(s).)

### Item 2. Principal Place of Business and Contact Information

Street Address 1  
30775 Bainbridge Road, Suite 100  
City: Solon State/Province/Country: Ohio

Street Address 2  
ZIP/Postal Code: 44139 Phone No.: (440) 519-1450

PROCESSED  
MAR 11 2009  
THOMSON REUTERS

### Item 3. Related Persons

Last Name: Bailys First Name: Brian Middle Name:

Street Address 1: 30775 Bainbridge Road, Suite 100 City: Solon State/Province/Country: Ohio ZIP/Postal Code: 44139

Relationship(s):  Executive Officer  Director  Promoter

Clarification of Response (if Necessary): Washington, DC 111

(Identify additional related persons by checking this box  and attaching Item 3 Continuation Page(s).)

### Item 4. Industry Group (Select one)

- Agriculture
- Banking and Financial Services
  - Commercial Banking
  - Insurance
  - Investing
  - Investment Banking
  - Pooled Investment Fund

If selecting this industry group, also select one fund type below and answer the question below:

- Hedge Fund
- Private Equity Fund
- Venture Capital Fund
- Other Investment Fund

Is the issuer registered as an investment company under the Investment Company Act of 1940?  Yes  No

Other Banking & Financial Services

- Business Services
- Energy
  - Electric Utilities
  - Energy Conservation
  - Coal Mining
  - Environmental Services
  - Oil & Gas
  - Other Energy

- Health Care
  - Biotechnology
  - Health Insurance
  - Hospitals & Physicians
  - Pharmaceuticals
  - Other Health Care

- Manufacturing
- Real Estate
  - Commercial

- Construction
- REITS & Finance
- Residential
- Other Real Estate

- Retailing
- Restaurants
- Technology
  - Computers
  - Telecommunications
  - Other Technology

09003324

Item 5. Issuer Size (Select one)

Revenue Range (for issuer not specifying "hedge" or "other investment" fund in Item 4 above)

- No Revenues
- \$1 - \$1,000,000
- \$1,000,001 - \$5,000,000
- \$5,000,001 - \$25,000,000
- \$25,000,001 - \$100,000,000
- Over \$100,000,000
- Decline to Disclose
- Not Applicable

OR

Aggregate Net Asset Value Range (for issuer specifying "hedge" or "other investment" fund in Item 4 above)

- No Aggregate Net Asset Value
- \$1 - \$5,000,000
- \$5,000,001 - \$25,000,000
- \$25,000,001 - \$50,000,000
- \$50,000,001 - \$100,000,000
- Over \$100,000,000
- Decline to Disclose
- Not Applicable

Item 6. Federal Exemptions and Exclusions Claimed (Select all that apply)

- |                                                                  |                                          |                                           |
|------------------------------------------------------------------|------------------------------------------|-------------------------------------------|
| <input type="checkbox"/> Rule 504(b)(1) (not (i), (ii) or (iii)) | Investment Company Act Section 3(c)      | <input type="checkbox"/> Section 3(c)(9)  |
| <input type="checkbox"/> Rule 504(b)(1)(i)                       | <input type="checkbox"/> Section 3(c)(1) | <input type="checkbox"/> Section 3(c)(10) |
| <input type="checkbox"/> Rule 504(b)(1)(ii)                      | <input type="checkbox"/> Section 3(c)(2) | <input type="checkbox"/> Section 3(c)(11) |
| <input type="checkbox"/> Rule 504(b)(1)(iii)                     | <input type="checkbox"/> Section 3(c)(3) | <input type="checkbox"/> Section 3(c)(12) |
| <input type="checkbox"/> Rule 505                                | <input type="checkbox"/> Section 3(c)(4) | <input type="checkbox"/> Section 3(c)(13) |
| <input checked="" type="checkbox"/> Rule 506                     | <input type="checkbox"/> Section 3(c)(5) | <input type="checkbox"/> Section 3(c)(14) |
| <input type="checkbox"/> Securities Act Section 4(6)             | <input type="checkbox"/> Section 3(c)(6) |                                           |
|                                                                  | <input type="checkbox"/> Section 3(c)(7) |                                           |

Item 7. Type of Filing

- New Notice **OR**  Amendment

Date of First Sale in this Offering:  **OR**  First Sale Yet to Occur

Item 8. Duration of Offering

Does the issuer intend this offering to last more than one year?  Yes  No

Item 9. Type(s) of Securities Offered (Select all that apply)

- |                                                                                                                      |                                                           |
|----------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------|
| <input checked="" type="checkbox"/> Equity                                                                           | <input type="checkbox"/> Pooled Investment Fund Interests |
| <input type="checkbox"/> Debt                                                                                        | <input type="checkbox"/> Tenant-in-Common Securities      |
| <input type="checkbox"/> Option, Warrant or Other Right to Acquire Another Security                                  | <input type="checkbox"/> Mineral Property Securities      |
| <input type="checkbox"/> Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security | <input type="checkbox"/> Other (Describe)                 |

Item 10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer?  Yes  No

Clarification of Response (if Necessary)

In connection with this offering, equity interests in Life Settlement Insights (first issuer) will be exchanged by agreement fo

*Continued on following page.*  
*[Signature]*  
*2/24/09*

## **Item 10. Business Combination Transaction**

### **Clarification of Response**

In connection with this offering, equity interests in Life Settlement Insights LLC (first issuer) will be exchanged by agreement of the members for equity interests in the newly-formed holding company, LSInsights Holdings, LLC (second issuer – see items 1 and 2 continuation page).

Item 11. Minimum Investment

Minimum investment accepted from any outside investor \$ 10,000

Item 12. Sales Compensation

Recipient: None; Recipient CRD Number: [ ]; (Associated) Broker or Dealer: [ ]; Street Address 1: [ ]; City: [ ]; State/Province/Country: [ ]; ZIP/Postal Code: [ ]

States of Solicitation: [ ] All States; [ ] AL [ ] AK [ ] AZ [ ] AR [ ] CA [ ] CO [ ] CT [ ] DE [ ] DC [ ] FL [ ] GA [ ] HI [ ] ID [ ] IL [ ] IN [ ] IA [ ] KS [ ] KY [ ] LA [ ] ME [ ] MD [ ] MA [ ] MI [ ] MN [ ] MS [ ] MO [ ] MT [ ] NE [ ] NV [ ] NH [ ] NJ [ ] NM [ ] NY [ ] NC [ ] ND [ ] OH [ ] OK [ ] OR [ ] PA [ ] RI [ ] SC [ ] SD [ ] TN [ ] TX [ ] UT [ ] VT [ ] VA [ ] WA [ ] WV [ ] WI [ ] WY [ ] PR

(Identify additional person(s) being paid compensation by checking this box [ ] and attaching Item 12 Continuation Page(s).)

Item 13. Offering and Sales Amounts

(a) Total Offering Amount \$ 500,000 OR [ ] Indefinite; (b) Total Amount Sold \$ 430,000; (c) Total Remaining to be Sold \$ 70,000 OR [ ] Indefinite

Clarification of Response (if Necessary)

[ ]

Item 14. Investors

Check this box [ ] if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering: 0

Enter the total number of investors who already have invested in the offering: 9

Item 15. Sales Commissions and Finders' Fees Expenses

Provide separately the amounts of sales commissions and finders' fees expenses, if any. If an amount is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$ 0 [ ] Estimate; Finders' Fees \$ 0 [ ] Estimate

Clarification of Response (if Necessary)

[ ]

**Item 16. Use of Proceeds**

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$ 0

Estimate

Clarification of Response (if Necessary)

[Empty box for clarification of response]

**Signature and Submission**

Please verify the information you have entered and review the Terms of Submission below before signing and submitting this notice.

**Terms of Submission.** In Submitting this notice, each identified issuer is:

Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in accordance with applicable law, the information furnished to offerees.\*

Irrevocably appointing each of the Secretary of the SEC and the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes; or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.

Certifying that, if the issuer is claiming a Rule 505 exemption, the issuer is not disqualified from relying on Rule 505 for one of the reasons stated in Rule 505(b)(2)(iii).

\* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") (Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)) imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.

Each identified issuer has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person. (Check this box  and attach Signature Continuation Pages for signatures of issuers identified in Item 1 above but not represented by signer below.)

Issuer(s)

Life Settlement Insights LLC, LSI Insights Holdings, L

Name of Signer

Scott Lawson

Signature

[Handwritten signature]

Title

General Counsel

Date

Feb. 24, 2009

Number of continuation pages attached:

4

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Items 1 and 2 Continuation Page

Item 1 and 2. Issuer's Identity and Contact Information (Continued)

Name of Issuer

LSInsights Holdings, LLC

Jurisdiction of Incorporation/Organization

Delaware

Year of Incorporation/Organization (Select one)

Over Five Years Ago

Within Last Five Years (specify year)

2/13/09

Yet to Be Formed

Previous Name(s)

None

Entity Type (Select one)

- Corporation
Limited Partnership
Limited Liability Company
General Partnership
Business Trust
Other (Specify)

At your option, supply separate contact information for this issuer:

Street Address 1

30775 Bainbridge Road, Suite 100

Street Address 2

City

Solon

State/Province/Country

Ohio

ZIP/Postal Code

44139

Phone No.

(440) 519-1450

Name of Issuer

Jurisdiction of Incorporation/Organization

Year of Incorporation/Organization (Select one)

Over Five Years Ago

Within Last Five Years (specify year)

Yet to Be Formed

Previous Name(s)

None

Entity Type (Select one)

- Corporation
Limited Partnership
Limited Liability Company
General Partnership
Business Trust
Other (Specify)

At your option, supply separate contact information for this issuer:

Street Address 1

Street Address 2

City

State/Province/Country

ZIP/Postal Code

Phone No.

Name of Issuer

Jurisdiction of Incorporation/Organization

Year of Incorporation/Organization (Select one)

Over Five Years Ago

Within Last Five Years (specify year)

Yet to Be Formed

Previous Name(s)

None

Entity Type (Select one)

- Corporation
Limited Partnership
Limited Liability Company
General Partnership
Business Trust
Other (Specify)

At your option, supply separate contact information for this issuer:

Street Address 1

Street Address 2

City

State/Province/Country

ZIP/Postal Code

Phone No.

(Copy and use additional copies of this page as necessary.)

Item 3 Continuation Page

Item 3. Related Persons (Continued)

Last Name: Baily's, First Name: Edmund, Middle Name: [ ]  
Street Address 1: 4 Bennington Court, Street Address 2: [ ]  
City: Beachwood, State/Province/Country: Ohio, ZIP/Postal Code: 44122  
Relationship(s):  Executive Officer  Director  Promoter  
Clarification of Response (if Necessary): [ ]

Last Name: Cavoli, First Name: Ivo James, Middle Name: [ ]  
Street Address 1: 30775 Bainbridge Road, Suite 100, Street Address 2: [ ]  
City: Solon, State/Province/Country: Ohio, ZIP/Postal Code: 44139  
Relationship(s):  Executive Officer  Director  Promoter  
Clarification of Response (if Necessary): [ ]

Last Name: Chalfant, First Name: Thomas, Middle Name: [ ]  
Street Address 1: 2893 Columbia Road, Street Address 2: [ ]  
City: Westlake, State/Province/Country: Ohio, ZIP/Postal Code: 44145  
Relationship(s):  Executive Officer  Director  Promoter  
Clarification of Response (if Necessary): [ ]

Last Name: Shaw, First Name: Kevin, Middle Name: [ ]  
Street Address 1: 2239 Elandron Street, Street Address 2: [ ]  
City: Cleveland Heights, State/Province/Country: Ohio, ZIP/Postal Code: 44106  
Relationship(s):  Executive Officer  Director  Promoter  
Clarification of Response (if Necessary): [ ]

(Copy and use additional copies of this page as necessary.)

Item 3 Continuation Page

Item 3. Related Persons (Continued)

Last Name	First Name	Middle Name
Heksch	Robert	
Street Address 1	Street Address 2	
5112 Stansbury Drive		
City	State/Province/Country	ZIP/Postal Code
Solon	Ohio	44139
Relationship(s):	<input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter	
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Poveda	Cynthia	
Street Address 1	Street Address 2	
30775 Bainbridge Road, Suite 100		
City	State/Province/Country	ZIP/Postal Code
Solon	Ohio	44139
Relationship(s):	<input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter	
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Werbel	Larry	
Street Address 1	Street Address 2	
6055 Penfield Road		
City	State/Province/Country	ZIP/Postal Code
Solon	Ohio	44139
Relationship(s):	<input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter	
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Visconsi	Anthoni	
Street Address 1	Street Address 2	
30050 Chagrin Blvd		
City	State/Province/Country	ZIP/Postal Code
Pepper Pike	Ohio	44124
Relationship(s):	<input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter	
Clarification of Response (if Necessary)		

(Copy and use additional copies of this page as necessary.)

Item 3 Continuation Page

Item 3. Related Persons (Continued)

Last Name: Herendeen  
First Name: Kevin  
Middle Name:   
Street Address 1: 30775 Bainbridge Road, Suite 100  
Street Address 2:   
City: Solon  
State/Province/Country: Ohio  
ZIP/Postal Code: 44139  
Relationship(s):  Executive Officer  Director  Promoter  
Clarification of Response (if Necessary):   
-----

Last Name:   
First Name:   
Middle Name:   
Street Address 1:   
Street Address 2:   
City:   
State/Province/Country: Ohio  
ZIP/Postal Code:   
Relationship(s):  Executive Officer  Director  Promoter  
Clarification of Response (if Necessary):   
-----

Last Name:   
First Name:   
Middle Name:   
Street Address 1:   
Street Address 2:   
City:   
State/Province/Country:   
ZIP/Postal Code:   
Relationship(s):  Executive Officer  Director  Promoter  
Clarification of Response (if Necessary):   
-----

Last Name:   
First Name:   
Middle Name:   
Street Address 1:   
Street Address 2:   
City:   
State/Province/Country:   
ZIP/Postal Code:   
Relationship(s):  Executive Officer  Director  Promoter  
Clarification of Response (if Necessary):   
-----

(Copy and use additional copies of this page as necessary.)

Item 12 Continuation Page

Item 12. Sales Compensation (Continued)

Recipient

[Text box for Recipient Name]

(Associated) Broker or Dealer  None

[Text box for (Associated) Broker or Dealer]

Street Address 1

[Text box for Street Address 1]

City

[Text box for City]

State/Province/Country

[Text box for State/Province/Country]

ZIP/Postal Code

[Text box for ZIP/Postal Code]

Recipient CRD Number

[Text box for Recipient CRD Number]

No CRD Number

(Associated) Broker or Dealer CRD Number

[Text box for (Associated) Broker or Dealer CRD Number]

No CRD Number

Street Address 2

[Text box for Street Address 2]

States of Solicitation  All States

- AL  AK  AZ  AR  CA  CO  CT  DE  DC  FL  GA  HI  ID
- IL  IN  IA  KS  KY  LA  ME  MD  MA  MI  MN  MS  MO
- MT  NE  NV  NH  NJ  NM  NY  NC  ND  OH  OK  OR  PA
- RI  SC  SD  TN  TX  UT  VT  VA  WA  WV  WI  WY  PR

Recipient

[Text box for Recipient Name]

(Associated) Broker or Dealer  None

[Text box for (Associated) Broker or Dealer]

Street Address 1

[Text box for Street Address 1]

City

[Text box for City]

State/Province/Country

[Text box for State/Province/Country]

ZIP/Postal Code

[Text box for ZIP/Postal Code]

Recipient CRD Number

[Text box for Recipient CRD Number]

No CRD Number

(Associated) Broker or Dealer CRD Number

[Text box for (Associated) Broker or Dealer CRD Number]

No CRD Number

Street Address 2

[Text box for Street Address 2]

States of Solicitation  All States

- AL  AK  AZ  AR  CA  CO  CT  DE  DC  FL  GA  HI  ID
- IL  IN  IA  KS  KY  LA  ME  MD  MA  MI  MN  MS  MO
- MT  NE  NV  NH  NJ  NM  NY  NC  ND  OH  OK  OR  PA
- RI  SC  SD  TN  TX  UT  VT  VA  WA  WV  WI  WY  PR

**Signature Continuation Page**

**Signature and Submission**

---

The undersigned is the duly authorized representative of the issuer(s), identified in the field beside the individual's name below.

Issuer

Name of Signer

Signature

Title

Date

*(Copy and use additional copies of this page as necessary.)*