

Lend Academy Investments, LLC

Part 2A of Form ADV

The Brochure

856 Post Road
Scarsdale, NY 10583
(914) 315-9751
www.lendacademy.com

Updated: August 13, 2014

This brochure provides information about the qualifications and business practices of Lend Academy Investments, LLC (“Lend Academy Investments” or the “Investment Manager”). If you have any questions about the contents of this brochure, please contact us at (914) 315-9751. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (“SEC”) or by any state securities authority.

Lend Academy Investments is an investment adviser registered with the SEC. Registration of an investment adviser does not imply any level of skill or training.

Additional information about Lend Academy Investments is also available on the SEC’s website at www.adviserinfo.sec.gov.

Item 2 – Material Changes

This Brochure replaces the one previously provided to you. We revised and expanded certain information to help you better understand our firm and the investment products we offer. We revised and expanded certain information to help you better understand our firm and the investment products we offer, the risks associated with investing and with our investment process and our efforts to ensure clients are treated fairly. We consider many of these changes to be material and have set forth a summary to help you understand the nature of these changes:

Item 4 – Advisory Business: We provided additional details on our advisory business, assets under management, information about client-imposed restrictions on investment guidelines and the standard notice requirement for termination of an investment advisory agreement.

Item 5 – Fees and Compensation: We modified certain fees payable by the SMA Service Clients and for the Class B limited partners in the Lend Academy P2P Fund, LP (the “P2P Fund”). We also updated disclosure related to payment of fees and refunding management fees paid in advance and side letters with employees, principals, affiliates and their relatives.

Item 7 – Types of Clients: We added supplemental disclosure on the types of clients Lend Academy Investments serves.

Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss: We provided additional details on our principal three investment strategies.

Item 10 – Other Financial Industry Activities and Affiliates: We added disclosure that Lend Academy Investments serves as the general partner to the P2P Fund.

Item 11 – Code of Ethics, Participation or Interest in Client Transactions and Personal Trading: We provided additional disclosure about our Code of Ethics and how we place our clients’ interest first.

Item 12 – Brokerage Practices: We added disclosure that we don’t control distribution of the allocations of Loans (as defined herein).

Item 15 – Custody: We updated this section with information about how we comply with the custody rule.

Item 19 – Requirements for State-Registered Advisers: We added this disclosure in connection with our application to the State of Colorado as an investment adviser.

Further, we updated any out-of-date information and have made other changes throughout the document in the spirit of providing information clearly and concisely.

Item 3 – Table of Contents

Item 2 – Material Changes	2
Item 3 – Table of Contents	3
Item 4 – Advisory Business.....	4
Item 5 – Fees and Compensation.....	5
Item 7 –Types of Clients	6
Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss	6
Item 9 – Disciplinary Information.....	11
Item 10 – Other Financial Industry Activities and Affiliations.....	12
Item 11 – Code of Ethics, Participation or Interest in Client Transactions and Personal Trading..	12
Item 12 – Brokerage Practices.....	13
Item 13 – Review of Accounts	14
Item 14 – Client Referrals and Other Compensation	14
Item 15 – Custody	15
Item 16 – Investment Discretion	15
Item 17 – Voting Client Securities	15
Item 18 – Financial Information.....	15

Item 4 – Advisory Business

Lend Academy Investments provides investment advisory services to private U.S. investment funds and individual clients on a discretionary basis. The advisory services include, among other things, providing advice regarding the selection of investments. Lend Academy Investments currently provides advisory services to a private investment fund called Lend Academy P2P Fund, LP (the “P2P Fund” or the “Partnership”), and to individual investors through a separately managed account service (the “SMA Service”).

The P2P Fund is a private fund operating under the 3(c)(1) exception of the Investment Company Act of 1940, as amended. The P2P Fund plans to offer interests on a continual basis without registration in reliance upon Rule 506(c) of Regulation D of the Securities Act of 1933, as amended (the “Securities Act”). The primary investment objective of the P2P Fund and the SMA Service is to provide investors with a low volatility, attractive yield on investments in consumer and small business credit markets. Within this asset class, Lend Academy Investments currently offers three investment strategies from which clients can select: conservative, moderate and aggressive. From time to time, Lend Academy Investments may advise certain separately-managed accounts to invest in other types of investments and opportunities. See “*Methods of Analysis, Investment Strategies and Risk of Loss*” for additional detail on Lend Academy Investment’s investment strategies.

Lend Academy Investments produces webinars and other collateral, including written articles and blog posts, to educate potential clients about various aspects of online lending investment opportunities, including the potential risks and benefits of investing in consumer and small business credit. Titles of current and prospective webinars include:

- What is P2P lending & How can I use it to generate fixed income returns?
- Investment opportunities in P2P lending
- Tax consequences of P2P lending
- A brief overview of Lend Academy's investment opportunities
- Credit modeling & expected returns analysis
- Some reasons you should consider adding P2P loans to your investment portfolio
- Helping your clients understand the P2P opportunity: a primer for RIAs

These webinars, seminars and blog posts are provided free of charge.

Lend Academy Investments was founded in 2013 and is wholly-owned by Cardinal Rose Group, LLC (“Cardinal Rose”). The board of members of Cardinal Rose currently consists of Bo Brustkern, Jason Jones, and Peter Renton who also own over 80% of Cardinal Rose. Cardinal Rose also owns a majority of certain affiliates, Lend Academy Media, LLC (“Lend Academy Media”) and LendIt Conference LLC (“LendIt Conference”) referenced below. As of July 31, 2014, Lend Academy Investments had approximately \$1,470,000 under management on a discretionary basis.

Lend Academy Investments enters into a written investment advisory agreement with each of its advisory clients. Limited partners in the P2P Fund are not considered clients of Lend Academy Investments and do not enter into investment advisory agreement with Lend Academy Investments. With respect to the P2P Fund, this Brochure is qualified in its entirety by the fund’s offering memorandum, limited partnership agreement and governing documents (collectively, the “offering documents”).

Loans are allocated to clients based on the investment strategy chosen by the client and Lend Academy does not consider the client’s individual circumstances when selecting Loans for clients’ portfolios. See “*Methods of Analysis, Investment Strategies and Risk of Loss*” for additional detail on Lend Academy Investment’s investment strategies. In limited circumstances, SMA Service clients may impose certain

restrictions on investing in certain securities or types of securities such as the term of Loans (as defined below) to be allocated to a client's portfolio. Lend Academy Investments reserves the right to reject any client that seeks restrictions that Lend Academy Investments is unable to implement or which may fundamentally alter the investment objective of the strategy selected by the client. Clients who restrict their investment portfolios may experience worse performance results than clients with unrestricted portfolios, even if the clients are invested in the same investment model.

Under Lend Academy Investments' standard written investment advisory agreement, the term of the agreement is for one year and automatically renews for successive one year periods unless either party, upon 30 days' prior written notice to the other party, shall elect to terminate the agreement as of the end of a calendar quarter or as of such other termination date as the parties may mutually agree in writing.

Lend Academy Investments does not participate in wrap fee programs.

Item 5 – Fees and Compensation

P2P Fund

Lend Academy Investments is entitled to receive out of the assets of the P2P Fund a 1.5% annual management fee, payable monthly in advance, that equals an agreed upon percentage of each Class A and Class B limited partner's capital account in the P2P Fund as of the first business day of each month. Limited partners who invest an amount of \$250,000 or more will receive Class A interests and limited partners who invest between \$50,000 and \$250,000, will receive Class B interests, unless otherwise determined by the General Partner. The P2P Fund will have a maximum of 10 Class B investors at any time, except as otherwise determined by the General Partner.

Limited partners pay fees and expenses in addition to the management fee. These fees and expenses are typically allocated based on an investor's pro-rata portion of the P2P Fund and include administration, organizational, investment expenses, platform servicing fees, legal, accounting, audit and other professional fees and expenses. Management fees paid in advance will be refunded or rebated back to the investor if, during any quarter, an investor withdraws, Lend Academy Investments' relationship terminates with the P2P Fund or the P2P Fund dissolves. To the extent Lend Academy Investments invests the P2P Fund's assets in a Third-Party Fund (as defined and described in more detail in "*Methods of Analysis, Investment Strategies and Risk of Loss*"), the P2P Fund will also pay fees and expenses related to such investments. See also the offering documents for additional detail on all of the fees and expenses for the P2P Fund.

Lend Academy Investments may enter into a side letter or similar agreement to or with an investor that has the effect of establishing rights under, or altering or supplementing the terms of the offering documents, including but not limited to, reducing or waiving the management fee and/or modifying withdrawal rights and information rights. Lend Academy may also charge lower management fees or waive account minimums for employees, including principals, affiliates or relatives of such persons.

SMA Service

Lend Academy Investments' SMA Service clients pay an 0.95% annual fee, payable quarterly in advance, that equals an agreed upon percentage of the last quarter's ending account balance. All accounts that terminate before the end of a billing period receive a refund for the pro-rata portion of the fee attributable to the remaining time in the billing period after the effective date of the termination of the account.

Lend Academy Investments may, in its sole discretion, charge lower management fees or waive account minimums based on certain criteria including investment strategy, product type, client type, account size, number of related accounts or any other factors that Lend Academy Investments deems relevant. Lend Academy may also charge lower management fees or waive account minimums for employees, including principals, affiliates or relatives of such persons. As a result, clients may pay more or less than other clients in the same investment strategy.

In addition to Lend Academy Investments' management and platform fee, clients may incur Platform service and/or custodial charges and fees associated with investment with a Third-Party Fund. See *"Methods of Analysis, Investment Strategies and Risk of Loss"* for additional detail on investments with Third-Party Funds. The investment strategies Lend Academy Investments uses for the SMA Service clients generally do not generate brokerage commissions. If Lend Academy Investments does invest client assets in securities that do generate brokerage commissions, clients will incur applicable brokerage charges. Please see *"Brokerage Practices"* for information about these practices. If Lend Academy Investments purchases interests in mutual funds, ETFs or other pools vehicles, clients will pay the fees and expenses of these funds in addition to the SMA Service fees.

Item 6 – Performance-Based Fees; Side-by-Side Management

Lend Academy Investments does not receive any performance-based compensation from its clients, including the P2P Fund, and as a result does not expect to have the same conflicts of interest that are often raised by performance-based fees.

Item 7 –Types of Clients

Lend Academy Investments provides discretionary investment advice directly, through SMAs, to eligible individuals, high-net worth individuals, trusts, family partnerships and other similar clients and who execute an investment advisory agreement. Eligibility varies under state law and is provided with the investment advisory agreement prior to an investor's execution.

Lend Academy Investments also acts as general partner and investment manager to the P2P Fund. Investors in the P2P Fund must be "accredited investors" as defined under Rule 506 of the Securities Act.

Please see *"Fees and Compensation"* for information about the account minimums. Lend Academy Investments reserves the right to waive the account minimum in its sole discretion. Lend Academy Investments also reserves the right to close any account which falls below the minimum requirements to establish an account due to client activity or as a result of a change to the value of the client's investments.

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

Lend Academy Investments invests in direct or indirect interests in loans, notes and certificates (the "Loans"), which primarily represent unsecured consumer credit and small business credit securities of both U.S. and non-U.S. originators and issuers which are listed or traded in recognized peer-to-peer lending marketplaces such as Lending Club, Prosper Marketplace, and Funding Circle USA, among others (each, a "Marketplace"). The Loans may be issued by U.S. and non-U.S. individuals and corporations and may take the form of fixed rate or installment loans. Currently, Lend Academy Investments emphasizes its investments in domestic U.S. consumer credit, but this emphasis may change over time depending on the relative opportunities for income. As discussed in *Item 4 – Advisory Business*, SMA clients can select

from the three investment strategies currently offered by Lend Academy: conservative, moderate and aggressive.

- The aggressive investment strategy attempts to maximize returns from investments in a diversified basket of unsecured consumer loans without overly exposing the client to economic risk factors that may result in principal losses under certain scenarios. The approximate average FICO score underlying a portfolio of loans using the aggressive strategy is 697, and the target rate of return for this strategy is 9% per annum, net of charge-offs and fees.
- The balanced investment strategy attempts to generate a moderate return from investments in unsecured consumer loans while maintaining a more conservative risk profile than the aggressive strategy. The approximate average FICO score underlying a portfolio of loans using the balanced strategy is 711, and the target rate of return for this strategy is 7% per annum, net of charge-offs and fees.
- The conservative investment strategy attempts to maximize the stability of a portfolio of unsecured consumer loans by minimizing losses among the highest quality loans available. The approximate average FICO score underlying a portfolio of loans using the conservative strategy is 743, and the target rate of return for this strategy is 5% per annum, net of charge-offs and fees.
- The P2P Fund offers investors the aggressive strategy in Lending Club and Prosper originated loans, along with investments in unsecured consumer loans originated by Upstart and small business loans originated by Funding Circle. The P2P Fund may invest in securities issued by additional platforms in the future. Lend Academy Investments is not required to allocate its investments in any set percentages in any particular countries or borrower or loan type.

In selecting Loans, the Investment Manager evaluates a number of factors relating to the creditworthiness of the underlying borrower based on a multitude of data points provided by the relevant Platform (as defined below), as well as the potential effect of general market and economic conditions on the borrower. Lend Academy Investments has developed on its own, and through the employment of experienced statisticians and consumer credit modelers, investment algorithms that are used to rapidly select and purchase loans at high volume. These credit pricing and loan selection algorithms are designed to take into account the risks specific to an individual Loan. All investments are individually modeled, valued and selected to be included in clients' portfolios based on the client's investment strategy. Loans are not selected for each particular client, rather Lend Academy Investment's algorithms will select Loans and allocate interests in Loans to clients.

Lend Academy Investments attempts to achieve its investment objectives by allocating capital across a diverse group of quality online lending platforms (collectively, "Online Lending Platforms" or "Platforms") in Loans that offer attractive risk-reward characteristics and a win-win scenario for both the lender and the borrower. In selecting Online Lending Platforms, Lend Academy Investments seeks firms that combine efficient and innovative uses of technology with deep expertise in credit modeling, scoring and pricing. Lend Academy Investments often identifies new Online Lending Platforms and investment opportunities through affiliated companies including Lend Academy Media and LendIt Conference.

While Lend Academy Investments emphasizes investments originating from online Marketplaces, it will also consider unique opportunities in direct lending and specialty finance pools that are more difficult to access. As a result, clients' accounts may be invested in commingled or securitized pools of loans, fractional interests, whole loans, loan pools, levered loan pools or other security interests. In some instances, Lend Academy Investments may invest client assets in private investment funds sponsored and managed by third party investment managers ("Third-Party Funds"), if that fund offers a unique or difficult-to-access product that is complementary to Lend Academy Investments' investment strategy.

In the absence of quoted values, or in the case of assets that are not readily marketable, valuations for the P2P Fund will be determined by Lend Academy Investments, and to the extent a client's portfolio is invested in Third-Party Funds, such portion of the client's portfolio may be based on reports and other information received from Third-Party Funds. In general, valuation determinations for the P2P Fund will be made by the Lend Academy Investments using a fair value model. The fair value model considers contractual cash flows of each loan for the loan's estimated remaining term according to its loan status, discounted by the current yield. A digital copy of our written valuation methodology is available free of charge upon request.

RISK FACTORS

General Investment and Market Risk Factors

Clients May Lose All or Substantially All of Their Investment. Investing is speculative and entails a high degree of risk. There can be no assurances that Lend Academy Investments will achieve its investment objectives. Clients must be prepared to lose all or substantially all of their investment.

Exposure to Macroeconomics Events. Defaults on the loans may increase as a result of economic conditions beyond the control of Lend Academy Investments, the Platforms and the borrowers, including prevailing interest rates, the rate of unemployment, the level of consumer confidence, residential real estate values, the value of the U.S. dollar, energy prices, changes in consumer spending, the number of personal bankruptcies, disruptions in the credit markets and other factors. Interest rates, in particular, will affect the rates at which borrower's may gain access to capital and could directly affect the value of a client's investment.

Limited Access to Information. While Lend Academy Investments attempts to evaluate the creditworthiness of the borrowers, Lend Academy Investments does not have access to key financial information relating to the borrowers, including financial statements of the borrowers, tax filings, bank and savings account balances, among other information. In addition, Lend Academy Investments has no way to verify whether the information supplied to it by the relevant Platform relating to the borrowers is true, accurate or complete.

Investment Selection Risk. Lend Academy Investments uses proprietary credit pricing and loan selection algorithms in order to select Loans for investment. Such algorithms may rely primarily on technical, systematic strategies that do not take into account factors external to characteristics of the loans and borrowers (although Lend Academy Investments does exercise discretion and takes general market and economic conditions into account when selecting Loans). In addition, the widespread use of credit pricing and loan selection algorithms by Platform investors may result in numerous managers attempting to purchase similar Loans at or about the same time, altering investment patterns and affecting liquidity for the Loans.

Third-Party Fund Risk

Third-Party Fund Risk. Where Lend Academy Investments invests clients' portfolios in a Third-Party Fund, clients could be subject to additional fees and expenses. Third-Party Fund may charge clients management fees and incentive fees. As a result, the clients and indirectly investors in the P2P Fund may bear multiple investment management fees (investment management fees from Lend Academy Investments and also from the Third-Party Fund), as well as incentive fees imposed by Third-Party Fund, which, in the aggregate, will exceed the fees and allocations that would typically be incurred by a direct investment with such Third-Party Fund. In addition, it is possible that clients and indirectly investors in the P2P Fund may

pay incentive fees to Third-Party Fund during periods when the Partnership as a whole incurs losses. Clients will also be responsible for its pro rata share of any expenses associated with such investments.

Reliance on the Third-Party Fund Managers. To the extent, Lend Academy Investments invests clients in a Third-Party Fund, Lend Academy Investments does not have control over the investment decisions of the Third-Party Funds or their managers. Such managers may take tax positions, employ excessive leverage, be involved in litigation, choose risky counterparties, alter their diversification policies or otherwise manage client assets in a manner detrimental to clients and not anticipated by Lend Academy Investments at the time of initial investment or discoverable upon due diligence. Third-Party Fund managers typically have broad discretion to change trading strategies without notice and to pursue a variety of trading strategies. Lend Academy Investments does not have the ability to control the decisions of the Third-Party Funds or their managers or to exercise any direct or indirect influence with respect to the Third-Party Funds' trading strategies. Lend Academy Investments is also dependent upon the Third-Party Funds' own valuation of their assets and does not independently value or review such assets.

Risks Inherent in the Loans

Loan Risk. Loans are highly risky and speculative because payments on Loans depend typically on payments of unsecured obligations of individual borrowers and secured obligations of small business borrowers to the relevant Platform. Certain of the Loans may not be secured by any collateral, not guaranteed or insured by any third party and not backed by any governmental authority in any way. In addition, the borrowers are not obligated in any way to Lend Academy Investments' clients, the holders of the Loans.

Prepayment Risk. There is no prepayment penalty for borrowers who prepay their loans. If borrowers choose to prepay their loans, clients may not receive the interest payments on Loans dependent on those loans.

Bankruptcy Risk. Borrowers may seek the protection of debtor relief under federal bankruptcy or state insolvency laws, which may result in the nonpayment of the underlying loans. In addition, although clients will be invested through bankruptcy-remote vehicles established by the Platforms whenever practical, there is a risk that the bankruptcy of a Platform could negatively impact the performance of the underlying loans.

Liquidity Risk. Clients' purchase of Loans represents binding commitments, and such committed funds generally may not be withdrawn.

Platform Risk

Limited Operating History. Due to the limited operational and loan origination history of the Platforms, they have limited historical performance data regarding borrower performance and repayment. As such, it is not yet possible to know what the long-term loan loss experience may be for the Platforms or an investment in the Loans. In addition, the counterparties, trading systems, service providers (including valuation agents) and other industry participants in the peer-to-peer lending space have a limited operating history. There is a risk that such participants will fail or otherwise be unable to effectively implement their business strategy, which may negatively impact clients' performance of their portfolios.

Insufficient Supply. Lend Academy Investments' investment strategy is dependent upon adequate supplies of borrowers provided by the Platforms, which is outside of its control. If there is insufficient supply to accommodate Lend Academy Investments' investment strategy, then clients could be left with excess cash, which would reduce their returns.

Reliance on Platforms for Loan Origination and Servicing. Lend Academy Investments' investment strategy is dependent upon the Platforms' ability to provide services to its clients. In particular, Lend Academy Investments relies on the Platforms to provide loan origination and loan servicing. The Platforms may impose a limit on the aggregate amount of loans that a client and/or Lend Academy Investments may purchase. Such a purchase limitation may come with little or no notice, and may limit Lend Academy Investments' ability to invest. If the Platform fails to provide adequate services, clients could be subject to substantial losses. In the event of a system outage, including the failure of a Platform's API, clients could be subject to substantial losses. In the event of a bankruptcy by a Platform, clients will be reliant on the Platform's bankruptcy-remote vehicle to continue to service the loans. There is a risk that the bankruptcy-remote vehicle will fail to adequately service those loans.

Trading Risks

Computer Systems Risks. Information regarding Lend Academy Investments' investment strategies, and clients' portfolios including, without limitation, the Loans, investors and prospective investors, investment algorithms, trading systems, borrower and loan information and communication systems, may be stored in the cloud. Lend Academy Investments will take reasonable precautions to ensure the integrity of the communications, but the investor accepts all the risks thereof.

Leverage. While the use of borrowed funds can improve substantially the return on invested capital, such use also may increase significantly the adverse impact to which clients' investment portfolios may be subject. In addition, money borrowed for leveraging will be subject to interest costs or other costs incurred in connection with such borrowing, which may or may not be recovered by the return on the Loans purchased with borrowed funds. Borrowing and the use of leverage create an opportunity for greater appreciation, but also for greater loss, in the value of clients' portfolios. They also increase the volatility of the value of the Partnership's assets by magnifying both increases and declines in the value of such assets. At this time Lend Academy Investments Manager does not expect to leverage the assets in clients' portfolios, but retains the discretion to do so. However, Lend Academy Investments may in its discretion choose to invest in levered pools or levered funds.

Non-U.S. Economic Risks. Lend Academy Investments may invest client portfolios in Loans issued by non-U.S. individuals and corporations or that represent investment by non-U.S. borrowers. Investing in the Loans of such individuals and corporations involves certain considerations not usually associated with investing in Loans issued by U.S. companies or individuals or invested in by U.S. borrowers, including political and economic considerations, such as greater risks of economic policies, expropriation and nationalization, confiscatory taxation, the potential difficulty of repatriating funds, general social, political and economic instability and adverse diplomatic developments; the possibility of imposition of withholding or other taxes on dividends, interest, capital gain or other income; the small size of the lending markets in such countries, resulting in potential lack of liquidity and in interest rate volatility; fluctuations in the rate of exchange between currencies and costs associated with currency conversion and the imposition of exchange control regulation by the United States or foreign governments; and certain government policies that may restrict clients' investment opportunities. In addition, accounting and financial reporting standards that prevail in foreign countries generally are not equivalent to United States standards and, consequently, less information is available to investors in Loans issued by non-U.S. individuals and corporations or that represent investment by non-U.S. borrowers than Loans issued or invested by their U.S. counterparts.

Non-U.S. Currency Exposure Risk. Lend Academy Investments may invest a portion of the clients' portfolios in non-U.S. currencies, or in instruments denominated in non-U.S. currencies, the prices of which are determined with reference to currencies other than the U.S. dollar. Loans and other assets will be valued in U.S. dollars for clients' portfolios. There can be no guarantee that financial instruments

suitable for hedging currency or market shifts will be available at the time when Lend Academy Investments wish to use them, or that hedging techniques employed by Lend Academy Investments will be effective. Furthermore, certain currency market risks may not be fully hedged or hedged at all. Lend Academy Investments may or may not seek to hedge all or any portion of portfolios' foreign currency exposure. To the extent investments are not hedged, the value of the non-U.S. assets will fluctuate with U.S. dollar exchange rates as well as the price changes of such investments in the various local markets and currencies. Thus, an increase in the value of the U.S. dollar compared to the other currencies in which clients are invested will reduce the effect of increases and magnify the effect of decreases in the value of the clients' investments in those local markets. Clients (and not Lend Academy Investments) bears the costs of any currency hedging.

Investment in Platforms and Platform Service Providers. Lend Academy Investments may invest client portfolios' directly or indirectly in Platforms and Platform service providers through the use of warrants, options, convertible securities or similar instruments. These investments may be in Platforms or Platform service providers that are in a "development" phase. While Lend Academy Investments is often able to negotiate favorable terms for such early investments, such terms do not guarantee the success of these investments. Clients may suffer significant losses should such Platforms or Platform service providers not be successful in implementing their strategy. In addition, these Platforms or Platform service providers may require additional financing to satisfy their working capital requirements or rollout strategies. The amount of such additional financing needed will depend upon the maturity and objectives of the particular Platform or Platform service provider and the then current state of financing markets, particular those in the peer-to-peer lending space. Each such round of financing is typically intended to provide the Platform or Platform service provider with enough capital to reach the next major corporate milestone. If the funds provided are not sufficient, the Platform or Platform service provider may have to raise additional capital at a price unfavorable to the existing investors. In addition, the Platform or Platform service provider may make additional debt and equity investments or exercise warrants, options, or convertible securities that were acquired in the initial investment in such Platform or Platform service provider, which may be to the detriment to our clients. The availability of capital is generally a function of capital market conditions that are beyond the control of Lend Academy Investments. There can be no assurance that such Platform or Platform service providers will be able to predict accurately the future capital requirements necessary for success or that additional funds will be available from any source.

Uncertain Regulatory Guidance. The Platforms operate novel programs that must comply with regulatory regimes applicable to all consumer credit transactions. The laws under such regimes are untested in regard to the peer-to-peer lending industry. Certain state laws generally regulate interest rates and other charges. In addition, other state laws, public policy and general principles of equity relating to the protection of consumers, unfair and deceptive practices and debt collection practices may apply to the origination, servicing and collection of the Platforms' consumer loans. A borrower's challenge of such laws, or a Platform's non-compliance with such laws, may result in losses for clients' portfolios.

Item 9 – Disciplinary Information

Lend Academy Investments 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 Lend Academy Investments or its personnel.

Item 10 – Other Financial Industry Activities and Affiliations

Lend Academy Investments serves as the general partner and investment manager to the P2P Fund. Investors in the P2P Fund must be “accredited investors” as defined under Rule 506 of the Securities Act. As discussed in *Item 6 – Performance-Based Fees; Side-by-Side Management*, Lend Academy Investments does not receive performance-based compensation from the P2P Fund and does not expect to have the same conflicts of interest that are often raised by performance-based fees.

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

Lend Academy Investments’ Compliance Manual and Code of Ethics (the “Code”) applies to all “Supervised Persons” and all “Access Persons” (both as defined under the Investment Advisers Act of 1940, as amended (the “Advisers Act”)) at Lend Academy Investments. The Code addresses, among other things, (i) the general standards of conduct expected from Supervised Persons and Access Persons; (ii) the treatment of confidential, sensitive and material non-public information by Supervised Persons and Access Persons; (iii) actual, potential and apparent conflict of interests that should be avoided by Supervised Persons and Access Persons and actions by such persons that are prohibited; (iv) Lend Academy Investments’ personal securities trading policy; (v) personal securities transactions reporting within the consumer and small business credit industry, including initial and annual securities holdings reports and quarterly securities transactions reports; and (vi) other miscellaneous items such as gifts and entertainment policy, outside business interests, political and charitable contributions and directorships.

The Code is designed to ensure that Lend Academy Investment’s personnel:

- Place the interests of Lend Academy Investment’s clients first at all times;
- Comply with applicable legal and ethical standards in the performance of their duties, including compliance with applicable state and federal securities laws;
- Disclose all actual or potential conflicts;
- Conduct all personal trading consistent with the Code and in such a manner as to avoid any actual or potential conflict of interest or any abuse of their position of trust and responsibility; and
- Do not use any material, non-public information in securities trading.

Under the Code, Lend Academy Investments has prohibited all Supervised Persons and Access Persons from the following:

- Favoritism of one client over another client that would constitute a breach of fiduciary duty;
- Using knowledge about pending or currently considered securities transactions for clients to profit personally, directly or indirectly, as a result of such transactions, including by purchasing or selling such securities; and
- Recommending, implementing, or considering any securities transaction for a client without having disclosed any material beneficial ownership in the issuer or its affiliates to the Chief Compliance Officer of Lend Academy Investments (“CCO”). If the CCO deems the disclosed

information a material conflict, the Supervised Person may not participate in any decision making process regarding the securities of that issuer.

The Code also requires employees to: (i) pre-clear personal securities transactions when actual, potential or apparent conflicts of interest may exist; (ii) report personal securities transactions on at least a quarterly basis; (iii) provide Lend Academy Investments with a detailed summary of certain holdings (both initially upon commencement of employment and annually thereafter) over which such employees have a direct or indirect beneficial interest; and (iv) arrange for duplicate copies of statements relating to personal trading accounts from brokerages participating in the trading of consumer and small business credit securities to be sent to the CCO no later than 30 days after the end of each calendar quarter.

Lend Academy Investments or its employees may recommend to clients, or buy or sell for client accounts, securities in which Lend Academy Investments or its employees have a material financial interest or in which Lend Academy Investments or its employees invest. Lend Academy Investments' Code requires that no Supervised Person or Access Person purchase or sell, directly or indirectly, any security in which s/he has, or because of such transaction acquires, any direct or indirect beneficial ownership, if such security is purchased or sold by any client, or was purchased or sold by a client on, or within the two days preceding or the two days following, the Supervised Person's or Access Person's transaction's trade date.

However, a Supervised Person or Access Person may participate as part of a batch order with clients simultaneously purchasing or selling a security. Lend Academy Investments must determine that with respect to the transaction, for each transaction, bundling is consistent with best execution and no client is favored over any other client.

The CCO will monitor the personal securities transactions, trading patterns and holdings reports of all Supervised Persons or Access Persons.

A copy of Lend Academy Investments' Code shall be provided at no charge to any client or prospective client upon request.

Item 12 – Brokerage Practices

The Platforms are in the business of originating consumer and small business loans for investment by individuals, institutional investors, investment advisers and private funds. The Investment Manager places orders for the purchase of Loans directly with the relevant Platform, which Platform oversees the origination, packaging and distribution of the underlying loans and loan interests. The Investment Manager does not control over the distribution of the underlying loans or loan interests but in connection with its fiduciary duty to its clients, reviews the Platform's allocation of loans and loan interests to the SMA clients and P2P Fund.

The originating Platform earns a brokerage fee from borrowers based on the total value of the underlying loan. Clients pay a service fee that is applied during the life of the Loan.

In addition, Platforms may at some point purchase originations from third-party brokers and dealers. In such case, the relevant Platform will attempt to obtain the best price and the most favorable execution of its orders, and will be responsible for the allocation, pricing, timing and all other decisions relating to the purchase and sale of assets. In placing orders with brokers or dealers, the relevant Platform may consider the experience and skill of the firm's securities traders and/or trading and allocation systems, as well as the firm's financial responsibility and administrative efficiency. Consistent with the foregoing obligations, the

relevant Platform may select brokers on the basis of the research, statistical and pricing services they provide to the Platform.

The opportunity may arise in which a commission may be paid to affect a transaction in connection with new issues. In such cases, a commission paid to such brokers may be higher than that which another qualified broker would have charged for effecting the same transaction, provided that the relevant Platform determines in good faith that such commission is reasonable in terms either of the transaction or the overall responsibility of the Platform to its clients and that the total commissions paid by the Platform will be reasonable in relation to the benefits to such clients over the long-term. Currently Lend Academy Investments is not investing in new issues.

The Platforms do not currently consider a broker-dealer's referrals of clients, or the potential for future referrals, in selecting a broker to execute transactions. The Platforms have the ability to aggregate the purchase or sale of a security for one or more of its investment vehicles, as well as for other clients, in a manner it considers to be the most equitable and consistent with the Platforms' fiduciary obligation to its clients, such as Lend Academy Investments.

The Investment Manager does not participate in soft-dollar compensation programs involving market participants.

Item 13 – Review of Accounts

Bo Brustkern reviews the P2P Fund and each separately managed account on a quarterly basis. Mr. Brustkern, along with Jason Jones and Peter Renton, the other members of the Lend Academy Investments investment committee, meet on a periodic basis to analyze investment strategy, performance, allocation and portfolio balancing.

The administrator to the P2P Fund provides monthly pricing for the P2P Fund's assets. In addition, investors in the P2P Fund will receive audited financial statements and certain tax information for preparation of the investor's tax return.

Item 14 – Client Referrals and Other Compensation

Lend Academy Investments may, from time to time, compensate third persons ("Solicitors") for client referrals and related services. Under these arrangements, Lend Academy Investments may pay a percentage of the investment management fee it receives from referred clients and investors in the P2P Fund to the Solicitors. Clients and investors referred by the Solicitors will not be charged more than similarly situated clients who were not referred. Services provided by the Solicitors could include making introductions, communicating with investors, and providing the investors with information and materials about the advisory services Lend Academy Investments provides. The Solicitors will not provide investment advisory services to Lend Academy Investments or its clients. Such arrangements are generally governed by a written agreement between Lend Academy Investments and the Solicitor that (i) complies with Rule 206(4)-3 of the Advisers Act and applicable law and (ii) requires that clients be provided with copies of Part 2 of Lend Academy Investments' Form ADV and a separate disclosure of the referral arrangement.

Item 15 – Custody

Client assets for the P2P Fund and the SMA Service are held in custody by unaffiliated brokers and banks.

For its SMA clients, Lend Academy Investments deducts fees from its clients' accounts and as a result is deemed to have custody of its clients' assets under Colorado and federal securities rules. Lend Academy Investments obtains authorization from its clients, in writing, from its clients in the investment advisory agreement. Lend Academy Investments also notifies the SMA clients' custodian specifying the amount of the fee to be deducted from the client's account and notifies the clients specifying and itemizing the fee. The SMA clients' custodian sends statements to the clients showing all disbursements for the custodian account, including the advisory fee. Clients should receive account statements, at least quarterly, from their qualified custodian. Clients should read and carefully review these statements upon receiving them.

When Lend Academy Investments is deemed to have custody under Rule 206(4)-2 (the "Custody Rule") of the Advisers Act because it is the general partner of the P2P Fund, investors receive audited financial statements in accordance with the Custody Rule.

Item 16 – Investment Discretion

Pursuant to written investment advisory agreements, clients grants Lend Academy Investments the authority to determine which securities are to be bought or sold or the amount of the securities to be bought or sold without obtaining the consent of the client before the transaction is affected.

Lend Academy Investments exercises its discretionary authority through valid and executed agreements contained within individual separately managed account agreement (for the SMA Service).

Item 17 – Voting Client Securities

Lend Academy Investments does not vote proxies on behalf of its clients.

Item 18 – Financial Information

Lend Academy Investments is not aware of any financial condition that is reasonably likely to impair its ability to meet contractual commitments to clients. Lend Academy Investments has not been the subject of a bankruptcy petition at any time during the past ten years.

Item 19 – Requirements for State-Registered Advisers

A. Principal Executive Officers and Management Persons.

Please see *Part 2B of Form ADV*.

B. Other Business Activity

None.

C. Performance-Based Compensation

Not applicable.

D. Disciplinary Matters

Not applicable.

E. Additional Relationships or Arrangements with Issuers

Not applicable.

Lend Academy Investments, LLC

Part 2B of Form ADV The Brochure Supplement

856 Post Road
Scarsdale, NY 10583
(914) 315-9751
www.lendacademy.com

Updated August 13, 2014

This brochure supplement provides information about Jason Jones, Bo Brustkern and Peter Renton that supplements the Lend Academy Investments, LLC (“Lend Academy Investments”) brochure. You should have received a copy of that brochure. Please contact us at (914) 315-9751 if you did not receive Lend Academy Investments’ brochure or if have any questions about the contents of this supplement.

Bo Brustkern can be reached at (303) 319-6800 and 1416 Larimer Street, Suite 203, Denver, CO 80202

Jason Jones can be reached at (914) 315-9751 and P.O. Box 69, Scarsdale, NY 10583

Peter Renton can be reached at (303) 669-4766 and 1416 Larimer Street, Suite 203, Denver, CO 80202

Additional information about Messrs. Brustkern, Jones, and Renton is available on the SEC’s website at www.adviserinfo.sec.gov.

Bo Brustkern's Biographical Information

Bo Brustkern is a Managing Member and co-Founder of Cardinal Rose Group LLC, which is the sole member of Lend Academy Investments. Mr. Brustkern leads operations and finance, and sits on the investment committee of Lend Academy Investments. Prior to Cardinal Rose Group, Mr. Brustkern was the Managing Director and Founder of Arcstone Partners, a nationally recognized complex securities valuation firm. Prior to Arcstone, Mr. Brustkern was an investor at Rustic Canyon Partners, a California-based venture capital firm, and BACE Industries, a Colorado-based private equity firm. Mr. Brustkern received an MBA with distinction as a Deutschman Venture Fellow from the Anderson School at the UCLA in 2001, and a BA from Dartmouth College in 1995.

Disciplinary Information

Mr. Brustkern has not been involved in any legal or disciplinary events that would be material to an investor's evaluation of Mr. Brustkern or of Lend Academy Investments.

Other Business Activities

Mr. Brustkern is not actively engaged in any other investment related business apart from Lend Academy Investments.

Mr. Brustkern assists in the activities of LendIt Conference, LLC ("LendIt") as a representative of Cardinal Rose Group, which is the parent company of Lend Academy Investments and a part-owner of LendIt. In a typical week, he spends approximately 5% to 20% of his time on LendIt matters.

Mr. Brustkern is a shareholder of Arcstone Partners, LLC ("Arcstone") where he is engaged from time to time in rendering fairness opinions and expert testimony, along with occasional consulting or speaking engagements as a valuation expert. Mr. Brustkern participates in profits interests of Arcstone. Typically, he spends 0% to 5% of his time on Arcstone matters.

Mr. Brustkern serves on the Board of Directors of Spark Boulder, a non-profit entity. Typically, he spends approximately 1% of his time on Spark Boulder matters.

Additional Compensation

Mr. Brustkern does not receive economic benefits from any person or entity other than Lend Academy Investments or its affiliates in connection with the provision of investment advice.

Supervision

Mr. Brustkern's investment recommendations are supervised by the other members of Lend Academy Investments' investment committee. Any of these individuals can be reached directly by calling the relevant telephone number on the cover of this brochure supplement.

Jason Jones's Biographical Information

Jason Jones is a Managing Member and co-Founder of Cardinal Rose Group LLC, which is the sole member of Lend Academy Investments. Mr. Jones leads business development and sits on the investment committee of Lend Academy Investments. Prior to Cardinal Rose Group, Mr. Jones founded HighStep Capital. He assisted in the formation and sits on the board of directors of iFunding, a peer-to-peer marketplace focused on real estate investing; he assisted in the formation and serves on the Board of Advisors of iMENA, a Middle Eastern Internet holding company; and he provided investment research consulting services to MasterCard Advisor Services. Mr. Jones' experience also includes working at and/or advising Ketchum Creek Capital, Goldman Sachs' Hudson Street Alternative Research Division, and AlphaClone LLC. Previous to HighStep, Mr. Jones worked at J. Goldman & Co., Goldman Sachs, Cambridge Associates, and Fidelity Investments. Mr. Jones received an MBA from the Johnson School at Cornell University in 2004, and a BS from Babson College in 1995.

Disciplinary Information

Mr. Jones has not been involved in any legal or disciplinary events that would be material to an investor's evaluation of Mr. Jones or of Lend Academy.

Other Business Activities

Mr. Jones assists in the activities of LendIt as a representative of Cardinal Rose Group, which is the parent company of Lend Academy Investments and a part-owner of LendIt. In a typical week, he spends approximately 10% to 30% of his time on LendIt matters.

Mr. Jones currently operates HighStep Capital, LLC ("HighStep"), a consulting firm. Mr. Jones does not currently receive any compensation from HighStep. His time allocated to HighStep at this time is proximate to 1%.

Mr. Jones currently serves on the Board of Directors of iFunding as a representative of HighStep. Typically, he spends approximately 1% of his time on iFunding matters.

Mr. Jones currently serves on the Board of Advisors for iMENA as a representative of HighStep. Typically, he spends approximately 1% of his time on iMENA matters.

Mr. Jones currently volunteers on the management committee and as Chairman of the Asset Allocator Committee for the New York Hedge Fund Roundtable, a non-profit entity. Typically, he spends approximately 1% of his time on NYHFR matters.

Additional Compensation

Mr. Jones does not receive economic benefits from any person or entity other than Lend Academy Investments or its affiliates in connection with the provision of investment advice.

Supervision

Mr. Jones's investment recommendations are supervised by the other members of Lend Academy Investments' investment committee. Mr. Jones's activities are also overseen by the Chief Compliance Officer of Lend Academy Investments, Bo Brustkern. Any of these individuals can be reached directly by calling the relevant telephone number on the cover of this brochure supplement.

Peter Renton's Biographical Information

Peter Renton is a Managing Member and co-Founder of Cardinal Rose Group LLC, which is the sole member of Lend Academy Investments. Mr. Renton leads investor education and sits on the investment committee of Lend Academy Investments. Prior to Cardinal Rose Group, Mr. Renton was the CEO and Founder of Renton Media LLC, a media publishing and consulting company that specialized in peer-to-peer lending. Mr. Renton co-founded LendIt Conference, LLC, a peer-to-peer lending investment conference. Mr. Renton founded Renton's Inc. in 1989, which he successfully expanded from Sydney, Australia to the United States, and then sold after 16 years of growth and stewardship. He also founded, built and sold Lightning Labels. Mr. Renton earned his Bachelor of Applied Science in Computer Science at the University of Technology in Sydney, Australia.

Disciplinary Information

Mr. Renton has not been involved in any legal or disciplinary events that would be material to an investor's evaluation of Mr. Renton or of Lend Academy Investments.

Other Business Activities

Mr. Renton is not actively engaged in any other investment related business apart from Lend Academy Investments.

Mr. Renton assists in the activities of LendIt as a representative of Cardinal Rose Group, which is the parent company of Lend Academy Investments and a part-owner of LendIt. In a typical week, he spends approximately 25% to 50% of his time on LendIt matters.

Mr. Renton serves on the board of advisors to P2Binvestor Inc. Typically, he spends less than 1% of his time on P2Binvestor matters.

Additional Compensation

Mr. Renton does not receive economic benefits from any person or entity other than Lend Academy Investments or its affiliates in connection with the provision of investment advice.

Supervision

Mr. Renton's investment recommendations are supervised by the other members of Lend Academy Investments' investment committee. Mr. Renton's activities are also overseen by the Chief Compliance Officer of Lend Academy Investments, Bo Brustkern. Any of these individuals can be reached directly by calling the relevant telephone number on the cover of this brochure supplement.