

Form ADV Part 2A: Firm Brochure

Genesis Capital, LLC

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Dated as of: October 2, 2014

This brochure provides information about the qualifications and business practices of Genesis Capital, LLC. If you have any questions about the contents of this brochure, please contact us at (818) 661-1778. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (the “SEC”) or by any state securities authority.

Additional information about Genesis Capital, LLC also is available on the SEC’s website at www.adviserinfo.sec.gov.

Registration with the SEC does not imply that Genesis Capital, LLC has a certain level of skill or training.

Item 2: Material Changes

Genesis Capital, LLC (“Genesis” or the “Firm”) is a new registrant. This is the Firm’s first brochure.

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Item 4. Advisory Business

Genesis Capital, LLC (“Genesis” or the “Firm”) is a limited liability company organized under the laws of the state of Delaware in January 2014 and is principally owned by Genesis Capital Partners, Inc. and OCM GCA Holdings, LLC. Genesis serves as an investment adviser to private real estate funds (collectively, the “Funds” or “Clients”). The Firm is retained by the Funds’ general partners (“GP”). The Funds invest in real estate throughout major U.S. metropolitan markets on behalf of a variety of institutional and other sophisticated investors. As of August 2014, Genesis managed approximately \$92,541,901 in discretionary assets.

Genesis’ investment advisory business is principally focused on commercial real estate lending and investing including originating, investing in and managing commercial real estate loans and other commercial real estate-related investments. Thus, its advice to Clients is primarily limited to real estate-related investments. The commercial loans underlying Genesis’ investment strategies for its Clients are generally secured in whole or in part by deeds of trust, mortgages, security agreements, or legal title to real property. Genesis Funds may sell, hold, trade, participate, syndicate, structure, and restructure such loans and any other investments.

Genesis tailors its advisory services to the specific investment objectives and restrictions of each Client based on risk tolerance and return objectives. The Funds may have restrictions on, for example, property type and location, loan amounts, lease expiration dates, cash flow characteristics, loan to cost ratios, and levels of leverage. The Funds will not acquire properties outside of the United States. Clients and investors and prospective Clients and investors should refer to the Funds’ governing documents for complete information on the investment objectives and investment restrictions of any particular Fund. This Brochure should not be considered to represent a complete discussion of the features, risks or conflicts associated with any Genesis Fund.

Genesis does not offer any wrap fee programs.

Item 5. Fees and Compensation

Genesis will receive both an annual management fee and a performance-based incentive management fee for the provision of advisory services to the Funds.

The annual management fee is based on negotiated fee rates with each Client, and is set forth in the relevant governing documents for each Fund. Generally, management fees are based on a percentage of aggregate capital contributions used to fund invested capital as of the immediately preceding calendar month. After aggregate capital contributions exceed a certain threshold, calculation of the management fee may be changed to reflect an amount necessary to increase the Client’s profit margin to a certain percentage. The management fee is paid in monthly installments in arrears. Any payment of fees for a period of less than a full calendar month is adjusted on a pro rata basis.

In the event of termination of the advisory agreement between Genesis and a Fund, Genesis generally will be entitled to all outstanding management fees for the period prior to the

termination and the management fees that would have been payable to Genesis during the two-month period following the termination had it not been terminated.

Similar to the management fee, the annual performance-based incentive fee is based on negotiated fee rates with each Client, and is set forth in the relevant governing documents for each Fund. Following the end of each fiscal year, the Firm will be entitled to receive an amount equal to 10% of the positive excess (if any) of: (i) the aggregate amount of annual management fees that would have been payable during the fiscal year in accordance with the Client's governing documents, over (ii) the total amount of management fees actually paid to the Firm by the Client during the fiscal year. The annual incentive fee and related conflicts of interest are described in Item 6, below.

In addition, certain of the Firm's Clients may also pay Genesis a fee composed of 60% of: (i) all underwriting and processing fees received in respect of any loan made or acquired by the Client, less (ii) the actual third-party costs incurred in connection with the provision of the applicable service in connection with such loan.

All of the above fees are paid either monthly or quarterly in arrears from Client accounts. Advance payment of fees or expenses is not required. Accordingly, advisory fees are not paid until after services have been rendered. Because Genesis is authorized by its Clients to charge and deduct advisory fees directly from Clients' assets, at the times and in the amounts set forth in the Funds' governing documents, Genesis is deemed to have custody of client assets.

Expenses

Clients are responsible for certain organizational and operational costs and expenses as specifically identified in a Fund's governing documents. These may include, without limitation, costs related to servicing the investments; costs of insurance; costs of formation of subsidiaries; costs associated with any restructuring, liquidation, winding up, or dissolution of a Fund; taxes, duties, or other similar and related costs; costs associated with indemnification or any proceeding to which the Fund is a named party; costs associated with accounting, legal, and administrative services; costs related to regulatory compliance; and a percentage of "investment banking fees" related to certain investments. Some of these additional fees and expenses may be charged by and payable to affiliates of Genesis in accordance with terms outlined in each Fund's governing documents.

Item 6. Performance-Based Fees

As discussed in Item 5, the Firm is entitled to receive an annual performance-based incentive fee from certain Clients, as described in the applicable Client's governing documents. The existence of the incentive fee could be considered a conflict of interest for Genesis because it could incentivize Genesis to make riskier or more speculative recommendations for investments on behalf of a Client than would be the case in the absence of such an arrangement. In addition, Genesis could face a conflict of interest where it receives a higher management fee from one Client than from another, even in the absence of incentive fees.

Genesis is conscious of these potential conflicts. Overall, where the Firm is providing fiduciary services, the goal of its policies and procedures is to act in good faith and to treat all Clients in a fair and equitable manner over time, regardless of their strategy, fee arrangements or the influence of their owners or beneficiaries. These policies include those addressing the fair allocation of investment opportunities across client accounts, among others.

Because of Fund guidelines and/or market conditions for real estate loans and investments, not all investment opportunities can be made available to all Clients, but Genesis endeavors to allocate investment opportunities fairly over time, acting in the best interests of its Clients. Genesis takes a number of factors into account when making allocation decisions, including but not limited to Client guidelines, investment objectives and investment restrictions, cash levels, tax status, size of account, weighting of investments in a portfolio, and other relevant investment factors. In addition, loans are not made to any borrower that is an affiliate of Genesis or any of its directors, officers, members, managers or employees.

In addition, Genesis makes capital commitments to each of the Firm's Clients, except Arcadia Genesis Investors, LLC. Such investment helps to mitigate the conflict of interest in favoring one Client over another.

Item 7. Types of Clients

Genesis provides advisory services to the pooled investment vehicles constituting the Funds. Investors in the Funds may include, but are not limited to, investment funds, corporate entities, family offices, high net-worth individuals, and other institutions.

Investors in the Funds generally are limited to "qualified purchasers," as that term is defined in Section 2(a)(51) of the Investment Company Act of 1940, except that Arcadia Genesis Investors, LLC may accept investors that are not "qualified purchasers".

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

The Firm manages private real estate funds pursuant to the investment objectives and investment criteria of the particular Client. This is accomplished through a master-feeder structure, wherein the master fund is formed to invest in, acquire, make, fund and dispose of real estate-related loans and other investments. The feeder funds facilitate such investment. Although all Genesis Clients are real estate funds, certain of the feeder funds could be considered "hedge funds" under the SEC's definitions used in Form ADV because of their use of leverage.

When considering investments, Genesis engages in due diligence designed to ensure that investments are undertaken in compliance with applicable law as well as Fund governing documents. Investment decisions generally are undertaken by an investment committee comprised of Genesis senior professionals, which may be overseen by a Client "executive committee." On a semi-annual basis, the Genesis investment committee will review a Client's investment criteria to determine whether any revisions should be recommended based on geographic expansion of suitable loan origination opportunities, material changes in market conditions, and any other factors the investment committee deems appropriate.

Risk of Loss

All investments have a risk of loss. The magnitude of risk in real estate investments varies based on the investment strategy. In all strategies, the potential exists for an investor to lose all invested capital. Investments in the Funds are for sophisticated investors who understand these risks and have a long term investment horizon. **Accordingly, any investor or potential investor in a Fund should be capable of evaluating the merits and risk of an investment therein and bearing the risk of loss of the entire investment.** Investors and prospective investors should consult with their own legal, tax and financial advisers before deciding whether to invest.

A range of investment risks of particular importance to real estate-related investments is listed below. This is not a complete list of risks. Each Fund's governing documents contain a more comprehensive review of investment risks.

Real Estate Investment Risk -

- Competition: Existing and new construction can compete for a limited pool of loans satisfying the investment criteria.
- Environmental: Environmental issues can dramatically affect the value of real estate investments and create substantial liability which may not be covered by insurance.
- Expenses: In certain economic cycles, property expenses, including property taxes, can increase significantly even while market rents decrease.
- Projections: The analysis done for each loan or real estate-related investment individually, and Fund projections as a whole, involve numerous assumptions on future activity that contain inherent uncertainty and ultimately may not be accurate.
- Others: Increased governmental regulations, energy shortages, and uninsurable risks.

Financing Risk -

- Availability of debt: Debt financing may not be available in amounts, or on terms, that are suitable to financing the loans or other real estate-related investments contemplated.
- Refinancing shortfalls: Changes in debt underwriting standards may result in higher interest and principal amortization rates, differing terms, and less refinancing proceeds which may greatly reduce available cash and future cash flow.
- Default: Properties that are collateral for debt in default may be foreclosed upon by the lender resulting in a realized loss of invested equity.

Other general risks relevant to investments in the Funds the Firm advises are listed below. This is not a complete list of risks. Each Fund's governing documents contain a more comprehensive review of investment risks.

Limited Operating History - Genesis was incorporated in 2014 and has a limited operating history.

Loss of Principal - Any investment may experience a loss of principal due to any of the listed risk factors.

Asset Class Risk - Securities in a portfolio may underperform in comparison to the general securities markets, a particular securities market, or other asset classes.

Concentration Risk - Concentrating investments in a particular sector or asset class means that performance will be more susceptible to loss due to adverse occurrences affecting that sector or asset class than a more diversified mix of investments.

Credit/Default Risk - Counterparties of debt instruments may default on their obligation to pay interest or repay principal, or default on any other obligation.

Cyber Security Risk - With the increased use of technologies such as the Internet to conduct business, a portfolio is susceptible to operational, information security and related risks. In general, cyber incidents can result from deliberate attacks or unintentional events and are not limited to, gaining unauthorized access to digital systems, and misappropriating assets or sensitive information, corrupting data, or causing operational disruption, including the denial-of-service attacks on websites. Cyber security failures or breaches by a third party service provider have the ability to cause disruptions and impact business operations, potentially resulting in financial losses, the inability to transact business, violations of applicable privacy and other laws, regulatory fines, penalties, reputational damage, reimbursement or other compensation costs, and/or additional compliance costs, including the cost to prevent cyber incidents.

Income Risk - A portfolio's income may decline when interest rates decrease. During periods of falling interest rates a borrower may be able to repay principal prior to the loan's maturity ("prepayment"), causing the portfolio to have to pursue loans with a lower yield, resulting in a decline in the portfolio's income.

Management Risk - A portfolio is subject to management risk, which is the risk that the investment process, techniques and analyses applied will not produce the desired results, and those securities or other financial instruments selected for a portfolio may result in returns that are inconsistent with the portfolio's investment objective. In addition, legislative, regulatory, or tax developments may affect the investment techniques or opportunities, available in connection with managing the portfolio and may also adversely affect the ability of the portfolio to achieve its investment objective.

Operational Risk - The risk that a portfolio may suffer a loss arising from shortcomings or failures in internal processes, people or systems, or from external events. Operational risk can arise from many factors ranging from routine processing errors to potentially costly incidents related to, for example, major systems failures.

Valuation Risks - The net asset value of a portfolio as of a particular date may be materially greater than or less than its net asset value that would be determined if a portfolio's investments were to be liquidated as of such date.

Valuations

Genesis analyzes and updates the fair value of each investment on a quarterly basis. This approach ensures that all assets and liabilities of its Clients are accounted for in a manner determined by each of the Client's governing documents and consistent with Generally

Accepted Accounting Principles (“GAAP”) or otherwise to reflect fair value, if deemed more appropriate.

The value of each loan investment acquired by a Client is determined using the models and methodology customary for similar loan investments in the relevant industry and geographical market. Due to the short-term maturity of many of the loan investments in which Clients invest, the carrying value of each such loan investment will be at cost unless such investment is delinquent in any payment due, or the Firm has actual knowledge of any credit deterioration by the developer or material and permanent reduction in the carrying value of the property securing the investment, if applicable. In such event, the Firm values each affected investment at discounted value or using market comparable valuations and makes appropriate adjustments as needed.

Item 9. Disciplinary Information

There are no legal or disciplinary events to disclose with respect to this item.

Item 10. Other Financial Industry Activities and Affiliates

Neither the Firm nor any of its management persons are registered, or have an application pending to register, as (i) a broker-dealer or registered representative of a broker-dealer or (ii) a futures commission merchant, commodity pool operator, a commodity trading advisor, or an associated person of the foregoing entities.

The Firm currently participates in the management of Arcadia Genesis Investors, LLC through the Firm’s membership in and management of Arcadia Genesis Managers, LLC. Arcadia Genesis Investors, LLC invests in assets that are eligible for purchase by other Clients.

The Firm is affiliated with Mapleton Realty Advisors, LLC (“Mapleton”). Mapleton acquires, refurbishes, and rebuilds single-family properties for later resale to owner occupants and investors. Mapleton invests in assets that are eligible for purchase by Clients.

The Firm has contracted with Genesis Capital Real Estate Advisors, Inc. (“Genesis Real Estate”) to provide real estate brokerage services to the Firm’s Clients. Genesis Real Estate is a wholly-owned subsidiary of the Firm, and its employees are also employed at the Firm. Genesis Real Estate currently funds all loans made on behalf the Firm’s Clients because the real estate loans made by Clients are required to be funded through a licensed real estate broker. Genesis Capital Real Estate does not charge Clients any commissions or fees on the loans that it funds on their behalf.

Genesis does not recommend or select any other investment advisers for the Funds.

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

The Firm has adopted a Code of Ethics (“Code”) as part of its Compliance Manual (“Manual”) pursuant to Rule 204A-1 under the Advisers Act, which imposes ethical standards and duties on the persons subject to the Firm’s control and supervision

(collectively referred to as “Covered Persons”). The Manual in combination with the Code works to ensure that Genesis employees honor their fiduciary duties to the Firm and its Clients, including a general duty to act at all times in their best interest and avoid actual and apparent conflicts of interest.

The Code, and the Manual more generally, sets forth certain minimum standards of conduct for all Covered Persons. Each Covered Person is expected to conduct Genesis’s business in full compliance with both the letter and the spirit of the law and the Manual. Any Covered Person who fails to comply with the Firm’s procedures is subject to immediate disciplinary action by the Firm. The Firm provides each Covered Person with a copy of the Manual and any updates or supplements, and annually thereafter requires Covered Persons to complete a compliance certification and sign a statement attesting to his or her continued compliance.

The Code includes policies and procedures concerning “inside information” that are designed to prevent the misuse of material, non-public information. Accordingly, the Firm forbids any Covered Person from trading, either personally or on behalf of others (including Clients), on material non-public information or communicating material non-public information to others in violation of the law. The Firm’s policy applies to every Covered Person and extends to activities within and outside their duties at the Firm. To ensure compliance with these policies, the Firm maintains a list of companies (the “Restricted List”) in which transactions in such companies’ securities are prohibited due to possession of material, non-public information about the particular company.

The Code also addresses conflicts that may arise from personal securities trading by any Covered Persons. Covered Persons are required to check the Restricted List prior to executing any personal securities transactions in “Employee Related Accounts,” as defined in the Code. If the issuer’s name appears on the Restricted List, the Covered Person is prohibited from executing the trade.

The Firm’s Chief Compliance Officer, Homiera Lavaedin, has overall responsibility for implementing and monitoring the Firm’s overall compliance program, including ensuring the effectiveness of the policies and procedures contained in the Manual.

The Firm will provide copies of the section of the Manual containing the Code of Ethics to the Funds and upon request the Fund investors and other prospective investors.

Genesis does not engage in principal or cross trades at this time.

Item 12. Brokerage Practices

At this time, Genesis does not purchase or sell publicly traded securities. The Firm only will effect transactions in securities through privately negotiated purchases and sales and will not utilize the services of broker-dealer to effect such transactions. Accordingly, the Firm will not pay commissions to effect securities transactions and will not engage in soft dollar arrangements. Genesis will not have any financial arrangements with broker-dealers and will not have discretionary authority with respect to any choice of broker-dealer.

Item 13. Review of Accounts

Genesis periodically reviews and monitors the status of its Clients' investment portfolios on an ongoing basis for adherence to the investment guidelines and objectives in the Fund's governing documents and investment performance. Each Client is monitored by an assigned individual or team that also is responsible for monitoring management and operational functions, and individual investment transactions are generally reviewed and approved by the Firm's credit committee and by senior management.

The Firm annually engages independent auditors to audit the books and records of its Clients. Audited financial statements are furnished to Fund investors within 120 days of the fiscal year end. More frequent reviews may be undertaken if circumstances warrant.

On a semi-annual basis, Genesis reviews the strategy being employed for an individual Client.

On a quarterly basis, actual operating and net cash flow results are reviewed and valued. Fund investors are provided with unaudited financial statements, as well as information regarding fund investments and market updates.

Additional information may be provided to certain investors within a Fund as provided by agreements between Genesis and the Fund. Specifically, Genesis may present Clients with periodic communications and other factual presentations that provide updates on the Client's performance, such as investor letters, performance fact sheets, and statements of cash flows.

Item 14. Client Referrals and Other Compensation

The Firm does not receive any economic benefits from non-Clients for providing investment advice or other advisory services to the Funds. The Firm does not compensate any persons for Client referrals.

Item 15. Custody

Genesis will not have physical custody of Client cash or assets. Client cash and assets will be maintained with a "qualified custodian" -- typically a bank. However, Genesis is deemed to have custody of client assets because it is authorized by its Clients to charge and deduct advisory fees directly from Clients' assets by giving instructions to the qualified custodian at the times and in the amounts set forth in the Funds' governing documents and it, or a related person, serves as general partner to certain of its fund Clients.

Accordingly, Genesis distributes audited financial statements prepared in accordance with GAAP to investors no later than 120 days after the end of each fiscal year. In addition, upon final liquidation of any Client, Genesis will obtain a final audit and distribute audited financial statements prepared in accordance with GAAP to all investors promptly after completion of the audit.

Item 16. Investment Discretion

As provided by Fund governing documents, including any limitations, Genesis has discretionary authority to determine the type, amount and price of investments on behalf of its Clients. Generally, Genesis will receive authority or execute a power of attorney as part of an advisory agreement.

Item 17. Voting Client Securities

At this time, Genesis does not vote proxies on behalf of its Clients.

Item 18. Financial Information

Genesis has no financial commitment that will impair its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of a bankruptcy proceeding.

Item 19. Requirements for State-Registered Advisers

Not applicable.