

Item 1: Cover Page – Form ADV Part 2A Firm Brochure



(Firm CRD # 298973 / SEC # 801-114198)

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Form ADV, Part 2; our “Disclosure Brochure” or “brochure” as required by the Investment Advisers Act of 1940, is a very important document between Clients (“you”, “your”) and LotusGroup Capital, LLC (“LGC” “us,” “we,” or “our”). This brochure provides information about the investment advisory services, qualifications, and business practices of LotusGroup Capital, an investment advisory firm registered with the United States Securities and Exchange Commission. By federal and state regulations, this brochure is on file with the appropriate securities regulatory authorities, as required.

The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority. The information provided in this brochure is not to be construed as an endorsement or recommendation by state securities authorities in any jurisdiction within the United States or by the United States Securities and Exchange Commission. Nothing in this brochure is to be construed as an offer of securities; please refer to actual fund and investment offering documents for more complete disclosures. Registration of an Investment Adviser does not imply any level of skill or training; investments involve risk, including the possible loss of principal. The oral and written communications of an Adviser provide you with information which you may use to determine whether to hire or retain an Adviser.

Please contact LGC’s Chief Compliance Officer, Amanda N. Cohen, directly at 720.593.9861, if you have any questions about the contents of this brochure.

Additional information about LotusGroup Capital, LLC, is available on the SEC's website at www.adviserinfo.sec.gov.

*(Click on the link, select “Investment Advisor Firm,” and type in the firm name.
Results will provide you both Part 1 and 2 of the firm’s Form ADV.)*

Item 2: Summary of Material Changes

Update

LotusGroup Capital is providing the following information as part of an “annual amendment” update. The last annual amendment update to the Adviser’s Form ADV Part 2A was September 2018. This amendment filing discusses only the material changes that have occurred since the last update of this brochure, which are as follows:

- ***Assets Under Management*** (“AUM”) as of February 28, 2019:

Discretionary AUM:	\$ 7,800,738.00
Non-Discretionary AUM:	\$ 0
Total AUM:	\$ 7,800,738.00
- The Adviser removed Rajiv K. Rebello from the firm and his business, Colva Insurance, effective May 15, 2019.

Full Brochure Availability

From time to time, we may amend this Disclosure Brochure to reflect changes in our business practices, changes in regulations or routine annual updates as required by securities regulators. This complete Disclosure Brochure or a Summary of Material Changes will be provided to each client annually and if a material change occurs in the business practices of LGC.

At any time, you may view the Adviser’s current Disclosure Brochure online on the SEC’s Investment Adviser Public Disclosure website at <http://www.adviserinfo.sec.gov> by searching for our firm name or by our CRD number (CRD #298973). You may also request a copy of this Disclosure Brochure at any time by contacting us directly at 720.593.9861.

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Item 4: Advisory Business

Description of the Advisory Firm

LotusGroup Capital, LLC is a federally Registered Investment Adviser founded in September, 2018 and organized as a limited liability company under the laws of the State of Colorado. LGC is authorized to do business in any state but currently has specific registration in the states of Colorado and Delaware.

Principal Owners

Organizational Structure

The firm's principal owner is Raphael A. Martorello, Managing Member. Mr. Martorello formed both the Adviser and the private investment fund that it manages, LotusGroup Longevity Fund, LLC, a Delaware limited liability company (the "Company" or the "Fund") formed to pool investment funds for its investors for the primary purpose of long-term capital appreciation and a secondary purpose of generating income. The Fund seeks to achieve this objective by investing primarily in life settlements and related insurance investments.

The Manager of the LotusGroup Longevity Fund, LLC is LotusGroup Capital LLC (hereafter "LCG"). Mr. Raphael A. Martorello is the manager of the Manager. The Manager has sole and complete authority to manage the Company's activities, as well as those of its affiliated Partner: LLF (Special Member), LLC, the Adviser's Carried Interest Holding Company. The Manager also maintains 90% shared ownership and full authority to manage LotusGroup Advisors, LLC ("LGA"), a separate but affiliated Registered Investment Advisory firm, also located in Denver, CO.

(See, LotusGroup Capital's "Form ADV Part 2B – Brochure Supplement," for additional details on Mr. Martorello's formal education, business background and outside business activities.)

Types of Advisory Services Offered

Private Fund Management Services

LotusGroup Longevity Fund, LLC

LGC launched the LotusGroup Longevity Fund, LLC on October 15, 2018. LotusGroup Longevity Fund, LLC, a Delaware limited liability company (hereafter, the "Company," "Fund" or "LLF"), was formed to pool investment funds for its investors for the primary purpose of long-term capital appreciation and a secondary purpose of generating income. The Company will continue indefinitely unless earlier terminated as provided in its Company Agreement.

Management

Manager

The Manager of LotusGroup Longevity Fund, LLC, is LotusGroup Capital, LLC, a Colorado limited liability company formed under the Colorado Limited Liability Company Act, as amended. The Manager is responsible for the management of the Fund. The Manager has sole and complete authority to manage the Fund's activities. The Manager is solely responsible for researching, selecting and monitoring investments by the Fund and making decisions on when and how much to invest in or withdraw from a particular investment. The Manager will devote such time and attention to the Fund's activities, as the Manager deems necessary for the management of the affairs of the Fund.

Currently, the Manager is setup with a Chief Investment Officer (CIO) and a growing Asset Management Team, as further described below:

Raphael Martorello (CIO, Managing Member)

Mr. Martorello brings over 20 years of business & investment experience to his role as CIO and Managing Member. He is responsible for overseeing all fund operations, hiring and development of staff, policy sourcing approval, portfolio diversification oversight, and ongoing portfolio management. Finally, he is responsible for channel partnership growth as it pertains to direct-to-consumer sourcing.

Raphael ("Raph") is the Founder and Managing Member and/or Managing Partner of LotusGroup, two Colorado-based RIAs registered with the SEC. Combined AUM is in excess of \$150MM with over 600+ private placements.

LotusGroup has a 14-year unblemished regulatory track record and has nearly five years of institutional experience investing in life settlements. Raph holds a Bachelor of Science in Mechanical Engineering with a Minor in Economics from the University of Virginia. (http://ww2.fivestarpromotional.com/five_star_award)

Derek Miller, LLF Asset Management Team – Senior Advisor

Mr. Miller is the Director of Underwriting at Montage Financial Group (MFG), the sixth largest provider in the US. He has personally transacted several billion dollars of life settlements since Montage was founded in 2002. Derek manages LLF's relationship with MFG, providing consistent and exclusive deal flow within the fund's buy box. He also helps LLF to uncover unique situations, negotiate pricing, and mitigate risk with a comprehensive fraud review and full compliance and registration with all required life settlement state regulatory authorities. Derek has been with Montage for 17 years and holds a Bachelor of Science in Kinesiology from Long Beach State.

Louis Frank, Asset Management Team – Policy Manager

Mr. Frank manages policy pricing and closing processes, as well as third-party servicers, custodians, and administrators. Louis ensures that all policies are brought into the Fund's custodian properly and that premiums are paid and managed appropriately with our servicing provider. He has served multiple critical roles in setting up LLF and previously with LotusGroup as our Private Partner Manager, overseeing 15 different General Partners. Prior to LotusGroup, Louis worked at Fortis Asset Management and holds a Bachelor of Science in Finance from the University of Arkansas

Mr. Martorello may delegate some decision-making authority relating to the Manager and the Fund to other persons or employees as he deems appropriate. However, Mr. Martorello bears the ultimate responsibility for all decisions made on behalf of the Manager and for all decisions made on behalf of the Fund.

Interests

The Fund currently offers four classes of limited liability company interests (each, an "Interest" and collectively, the "Interests"):

- Founder Class A
- Founder Class B
- Investment Class A
- Investment Class B

Founder Class A and Founder Class B Interests are offered until the Company receives \$20,000,000 of committed capital. Investment Class Interests will be offered exclusively thereafter. Interests differ by the applicable Management Fee, Incentive allocation, and share of Management Fees, but otherwise, each class of Interest is treated the same for all Company purposes. The Fund has also offered a limited liability company interest to LLF (Special Member), LLC, a Colorado limited liability company, to distribute the Incentive Allocation, if any, to such member (the "Special Member").

Eligible Investors

Interests may be purchased only by offerees that qualify as "Accredited Investors" (as defined in Rule 501 of Regulation D). The Manager, in its sole and absolute discretion, may permit eligible investors to use funds from Individual Retirement Accounts (IRAs) to purchase interests in the Company. Also, other laws, such as the federal Investment Company Act of 1940, as amended (the "ICA") and the federal Employment Retirement Income Security Act of 1974, as amended ("ERISA"), may impose additional limitations on the types and number of investors.

Manager

LotusGroup Capital serves as the Managing Member and Investment Manager of the Fund and provides discretionary advisory services to the Fund. As Managing Member, LotusGroup Capital is also the fiduciary of the Fund. LotusGroup Capital performs the sourcing and management of individual investments and the various service providers

to the Fund.

Investment Objective

The Fund seeks to pool investment funds of its investors (each, a “Member”) for the primary purpose of long-term capital appreciation and a secondary purpose of generating income. The Fund seeks to achieve this objective by investing primarily in a variety of life settlement contracts with Net Asset Value (“NAV”) that increase over time, with potential sales of such contracts to generate gains, and with eventual maturities (deaths) that generate realized gains/income to the fund.

Types of Investments

The Manager intends to purchase life settlement contracts across a variety of different carriers, disease types, genders, ages, life expectancies, premium payment schedules, and product types. Also, excess cash and premium reserves will be held in the custody of the Company’s custodian and as such could be invested in a variety of short-term money market instruments, including, without limitation, commercial paper, certificates of deposit, United States Treasury Bills, and open-end mutual funds primarily holding similar securities.

Risk Management

The Company seeks a level of volatility of returns below that of the general market (e.g., the S&P 500 Index). Such lower volatility has traditionally been available through access to the life settlements asset class which has had recession resilient characteristics, along with a self-liquidation function (policy maturities at death) uncorrelated to economic and financial markets. The Fund will also take a variety of steps to manage risk. From a sourcing perspective, the fund will engage with those it has determined to be top-tier life settlements provider(s), with full due diligence processes to help safeguard qualified and valid policies are purchased.

The Manager intends to build an initial portfolio of 65-70 policies with the \$20 million Founder Shares raise, creating diversification that is modeling a 240bp expected deviation from targeted net returns up to an 80% confidence level. Additionally, the Fund seeks to control volatility and risk through diversification across policies purchased from a variety of carriers, disease types, genders, ages, life expectancies, premium payment schedules, and product types.

The Fund will utilize a best-in-class servicing provider and auditor to safeguard that medical records, addresses, and life expectancies are kept up-to-date and valuations verified and audited.

Finally, a nationally recognized custodian will hold all assets to provide a safeguarded firewall to assets for investors, as well as provide the coordination of premium payments and insurance against mistakes that could cause policy lapses.

The Fund will likely not be diversified in the sense of it having investments in only a single asset class, as opposed to across multiple asset classes or industries. Further, the Company will not attempt to hedge against all possible exposures. As mentioned above, any such net exposures will be actively monitored and managed by the Company’s overall investment objectives.

Admission of Additional Members & Supplementary Capital Contributions

The Manager expects that additional Members will be admitted, and supplementary capital contributions from existing Members will be accepted, throughout the term of the Company. Capital contributions generally will be accepted as of the first day of each month. If capital contributions are accepted after the first day of a month, such amounts will be credited to the Member’s capital account effective as of the first day of the subsequent month. No interest will be paid on such contributions for the period between the date of the contribution and the first day of the subsequent month. As part of each admission or additional contribution, changes in the Company’s net worth (“Net Asset Value”), e.g., realized, and unrealized gain or loss as to Company assets, will be credited to existing Members and the respective percentage interests of existing and new Members will be adjusted accordingly. As a result, new Members will not share in items of income, gain, loss (whether or not realized), or deductions arising (or otherwise allocable to periods) before the date of their admission.

Transferability of Interests

Interests are not assignable or transferable (except by operation of law) without the prior written consent of the Manager, which approval may be given or withheld at the Manager's sole discretion.

Distributions

The Manager may make distributions from time to time at its sole and absolute discretion. The Manager intends to make distributions when policies mature, and at such time would first replenish any required / calculated / estimated premium reserves across the entire portfolio and distribute the remaining excess cash. Additionally, the Manager would make distributions in connection with a partial or full withdrawal by a Member for the Company. (See "*Withdrawals of Capital*," below.)

The Manager may, in its sole discretion, make in-kind distributions of Investments to the Members.

The Manager may be required to withhold from any distribution to a Member such amounts required by law to make payments for any tax liability arising as a result of such Member's interest in the Company (as may be the case for Members who are not citizens of the United States).

Withdrawals of Capital

Members, on at least one hundred eighty (180) days' prior written notice to the Manager, may withdraw all or any portion of their capital accounts commencing at the end of the third anniversary after their contribution of such capital and, after that, as of the last day of each quarter. Withdrawals may be made at such other times and on such other terms as the Manager may determine in its sole and absolute discretion, including charging to the withdrawing Member reasonable expenses associated with their withdrawal.

In general, upon a Member's full withdrawal from the Company, at least [ninety-five (90%)] percent of the amount of the estimated value of a Member's capital account as of the date of withdrawal will be paid within thirty (30) days after the date of withdrawal. The balance, if any, will be paid promptly after the completion of the Company's audited financial statements for such year, or after the Manager makes a final determination of the withdrawing Member's share of expenses and liabilities.

All withdrawals are subject to the liquidity of the Company's investments. The Manager, in its sole discretion, may delay part or all of withdrawal at any time if it determines that any withdrawal request would impose significant liquidity costs on the Company or if it is required to retain any amount under applicable law, regulation, or agreement (including lock-up or similar agreements).

All notices of withdrawal shall be irrevocable and must specify the dollar amount or percent of value to be withdrawn from a Member's capital account. The Manager, in its sole and absolute discretion, may shorten or waive any notice period or waive the giving of notice. The Company may suspend the payments of withdrawals in certain limited circumstances, such as during periods of great market turmoil when liquidity is severely impaired. The Manager, in its sole discretion, may make withdrawals quarterly from its capital account.

Required Withdrawals

The Manager, in its sole discretion, may require the withdrawal from the Company of all or part of any Member's Capital Account (a) at the end of any Fiscal Year upon at least thirty (30) days' prior written notice; (b) at the end of any quarter upon at least ten (10) days' prior written notice; and (c) at any time immediately without notice, if the Manager determines, in its sole discretion, that such withdrawal would be appropriate because:

- i. the continued participation of such Member would cause the Company or any Member to violate any law,
- ii. any litigation has commenced or is threatened against the Company or any of its Members arising out of, or relating to, such Member's participation in the Company,
- iii. the continued participation of such Member would cause the Company's assets to be deemed "plan assets" under ERISA,
- iv. the continued participation of such Member would cause the Company to be deemed an "investment company" under the ICA, or

- v. the continued participation of such Member would prevent the Company from qualifying as a limited Company in which the Members have limited liability under the laws of any jurisdiction, or that is necessary or deemed advisable by the Manager to ensure that the Company will not be taxed other than as a Company under the Internal Revenue Code of 1986, as amended and the regulations promulgated thereunder.

Allocation of Taxable Income & Loss

For income tax purposes, all items of taxable income, gain, loss, deduction, and credit will be allocated among the Members annually in a manner consistent with their economic interests in the Company. Because the Company does not intend to make distributions, to the extent the Company's investment activities are successful, Members should expect to incur tax liabilities from an investment in the Company without receiving cash distributions with which to pay those liabilities. To obtain cash from the Company to pay taxes, if any, Members need to make withdrawals.

Fund Monitoring

LotusGroup Capital maintains ongoing monitoring, surveillance, and management of each investment within the Fund, as well as oversight on appropriate fund reserves, distributions, and exits. The Fund is in a perpetual state of fundraising given its open-ended approach. *(More details on LGC's strategies can be found in "Item 8: Methods of Analysis, Investment Strategies & Risk of Loss" section of this Brochure.)*

Assets Under Management

LotusGroup Capital provides the above services, managing \$7,800,738.00 in fund assets on a discretionary basis, and \$0 on a non-discretionary basis as of February 29, 2019.

Item 5: Fees & Compensation

Private Investment Fund Fees

Management Fees

LotusGroup Capital Longevity Fund's Manager is entitled to receive a quarterly Management Fee of the percentage specified below, as of the last business day of each quarter (the "Management Fee"). Management Fees are calculated and payable quarterly in arrears. The Management Fee will be pro-rated for any Member making a mid-quarter withdrawal. The Manager may waive the Management Fee concerning any Member in the Manager's sole and absolute discretion.

Founder Class	A	0.75% annually [0.1875% quarterly]
Founder Class	B	0.00% annually [0.0000% quarterly]
Investment Class	A	1.50% annually [0.3750% quarterly]
Investment Class	B	0.00% annually [0.0000% quarterly]

Class B Interests will be offered exclusively to clients of the Manager and its affiliates, which currently includes LotusGroup Advisors ("LGA", and collectively with the Manager and other affiliates, "LotusGroup"). When a holder of Class B Interests ceases to be a client of LotusGroup, each such Class B Interest will automatically become a Class A Interest, but its status as a Founder Class Interest or an Investment Class Interest will remain unchanged.

Incentive Allocation

At the end of each Quarter, the Manager will have reallocated by credit to its capital account and each Member will have reallocated by debit to its capital account an amount equal to the percentage specified below of such Member's pro rata share of the Net Capital Appreciation, for each Fiscal Quarter (the "Incentive Allocation"). The Incentive Allocation is subject to a High-Water Mark (see below):

Founder Class A	5%
Founder Class B	5%

Investment Class A	10%
Investment Class B	5%

If the Company is terminated otherwise than at the end of a Fiscal Quarter, or the effective date of a Member's full or partial withdrawal is other than the end of a Fiscal Quarter, for purposes of determining the Incentive Allocation, Net Capital Appreciation will be determined through the termination (for all Members) or withdrawal date (for the withdrawing Member only) as if such date was the end of the Fiscal Quarter.

The Incentive Allocation will be in addition to the allocations to the Manager based on the Manager's investment in the Company. The Manager, in its sole and absolute discretion, may reduce or waive the Incentive Allocation payable by Members that are affiliates of the Manager or by any other Member.

High-Water Mark

An Incentive Allocation is made concerning a Member only if such Member's capital account has recovered any Net Capital Depreciation, or capital appreciation less than zero percent (0%), considering such Member's share of Management Fees, debited to it for prior years. This calculation will be adjusted for withdrawals of capital.

Expenses

The Company has incurred Organizational Expenses and will incur Operating Expenses. The term "Organizational Expenses" means the expenses incurred by the Company in connection with its organization. The term "Operating Expenses" means all commissions, research fees, interest on margin accounts and other indebtedness, custodial fees, bank service fees and any other reasonable expenses related to the evaluation, acquisition, monitoring, or disposition of Company investments, accounting, audit legal, technical, taxes, and other governmental changes, insurance premiums and other operating expenses and all expenses in connection with the offer and sale of limited Company interests in the Company, as will be determined by the Manager in its sole and absolute discretion.

Organizational Expenses shall be initially funded by the Manager and reimbursed by the Fund in an amortized manner over an appropriate period, as determined by the Fund's accountants and auditors. The Manager will pay for all sales and business development costs until the Fund has achieved \$20,000,000 of committed capital, and thereafter such costs shall be borne by the Fund up to a maximum of 0.3% of total fund Net Asset Value. Each Member will be charged for a proportionate share of all Operating Expenses.

Subscription, Redemption & Transfer Process

All order requests (subscriptions, redemptions, and transfers) must be received by the Manager in writing, with the predominant form of such documents being administered through our DocuSign e-signature system or that of our chosen Administrator, UMB Fund Services. Where wet ink signatures are required, we will accept emailed PDF files, provided that the original request is also received by the Manager by the date specified by the Fund for redemptions and transfers if any, and within a reasonable time frame for all other transactions (including subscriptions). The mailing address for originals is as follows:

LotusGroup Longevity Fund, LLC
299 Milwaukee Street, Suite 201
Denver, CO 80206
Attention: Amanda N. Cohen, CCO

Other Types of Fees

Third-Party Charges

In addition to LotusGroup Longevity Fund fees, investors may incur certain charges imposed by their banks and custodians. Such fees may include but are not limited to transaction fees, account maintenance fees, wire transfer and electronic fund fees, and other such related fees on brokerage accounts. Third-parties can also impose charges for special services elected by their investors such as certificate delivery and transfer taxes mandated by law. Such charges and fees are exclusive of and in addition to the Fund's fees. LotusGroup Capital will take all precautions to keep such pass-through expenses at a minimum and will not receive any compensation from these pass-through expenses.

However, while we try to choose third-parties with reasonable fees, we are not able to control the fees the third-parties charge.

Conflicts of Interest

For investors in LLF, there may exist certain inherent and potential conflicts of interest between the Manager and its Manager and their affiliates, on the one hand, and the Company, on the other. Investors should refer to the Fund's Offering Memorandum and accompanying legal documents, for additional details.

Item 6: Performance-Based Fees & Side-By-Side Management

LGC does not have investment advisory clients; the Adviser solely manages the Fund (LotusGroup Longevity Fund, LLC or "LLF"). As such, there are no performance based fees or side-by-side management items to disclose from a client standpoint. All compensation associated with the LLF has been previously disclosed, in regards to the stated incentive fees for the four share classes offered.

Item 7: Types of Clients

Private Client Advisory Services

As noted above, the Adviser does not provide advisory service to private clients. Instead, LGC focuses exclusively on managing private investment Funds and offering insurance services consulting to third-party life settlement investors and funds.

Private Investment Fund

LotusGroup Longevity Fund, LLC

The Adviser provides discretionary management and advisory services to the LotusGroup Longevity Fund, LLC directly and not individually to the investors in the Funds. Fund interests may only be purchased by offerees that qualify as Accredited Investors. Each investor in the Fund who is a U.S. Person (as defined in Regulation S under the Securities Act of 1933, as amended (the "Securities Act")) is required to meet certain suitability qualifications, as defined under Rule 501(a) of Regulation D of the Securities Act.

The Manager, in its sole and absolute discretion, may permit eligible investors to use funds from Individual Retirement Accounts (IRAs) to purchase interests in the Company. Also, other laws, such as the federal Investment Company Act of 1940, as amended (the "ICA") and the federal Employment Retirement Income Security Act of 1974, as amended ("ERISA"), may impose additional limitations on the types and number of investors. Details concerning applicable LotusGroup Longevity Fund investor suitability criteria are outlined in the applicable Fund's Offering Memorandum and accompanying legal documents.

LotusGroup Longevity Fund, LLC's required minimum initial capital contribution of a Member, is \$100,000, as outlined in the Fund's Governing Documents. The Fund's General Partner or Manager, in their sole and absolute discretion, may permit investments of a smaller amount. There is no minimum or the maximum aggregate amount that may be invested by the Members as a group in the Company.

Item 8: Methods of Analysis, Investment Strategies & Risk of Loss

Private Investment Fund Methods of Analysis & Investment Strategies

The portfolio management team will use a variety of methods to execute the Fund's stated objectives, including but not limited to the following:

- A stated buy-box has been developed and shared with our preferred provider of life settlement contracts, to initially filter down available policies to only those that we wish to review.

- On an ongoing basis, policies will be serviced by ITM Twenty First, an industry-leading provider by volume and scale. ITM will update medical records and life expectancies on a rolling calendar basis and provide information back to LGC so that our team can estimate and update premium reserves on a quarterly basis.
- LGC will also work with our administrator and auditor to update NAVs for each policy quarterly
- Finally, the LGC team will work with a variety of selling partners to continually understand what parts of the market are in high demand by purchasers, while simultaneously evaluating what portions of the Fund's portfolio have maximized their NAV curve and should be put on the tertiary market to be sold before maturity.

For additional details on investment methods, analysis, and strategy, please refer to the LotusGroup Longevity Fund prospectus.

Private Investment Fund Risks

An investment in the Company ("Fund") also entails a significant degree of risk. Further discussion of these and other risks associated with an investment in the Fund is outlined in the applicable Fund's Offering Memorandum. The following is an explanation of the material risks LotusGroup Capital believes are associated with the Fund's investment strategy:

- **General:** No guarantee or representation is made that the Fund's investment program will be successful. The Fund invests in assets which may be classified as highly illiquid. An investor should only invest in a Fund if the investor can withstand a total loss of its investment. Past investment performance is not a guarantee of future results of the Fund or any investment of the Fund.
- **Absence of Regulatory Oversight of the Fund:** The Fund is not required to register as an investment company under the Investment Company Act and is not required to adhere to certain investor protection requirements thereunder.
- **Changes in Regulation & Enforcement; Litigation:** The businesses of the Fund, LGC, as well as the financial services industry generally, are subject to extensive regulation, including periodic examinations, by governmental agencies and self-regulatory organizations or exchanges in the United States and foreign jurisdictions in which they operate. These relate to, among other things, antitrust law, anti-money laundering laws, anti-bribery laws, laws relating to foreign officials, privacy laws concerning investor information and the regulatory oversight of the trading and other investment activities of alternative asset management funds and their investment advisers, including the Fund and LGC. Each of the regulatory bodies with jurisdiction over the Fund and LGC has the regulatory powers dealing with many aspects of financial services, including the authority to grant, and in specific circumstances to cancel, permissions to carry on particular activities. Any failure to comply with these rules and regulations could expose the Fund or LGC to liability or other risks.
- **Changes in Law:** The Fund is subject to laws and regulations in a variety of jurisdictions, including on a state or local level. These laws and regulations, as well as their interpretation, may change from time to time. Accordingly, any change in these laws or regulations, or their interpretation or any failure by LGC or its affiliates to comply with these laws or regulations may adversely affect the Fund. Also, the present tax treatment of an investment in the Fund may be modified by legislative, judicial, or administrative action at any time, and any such action may affect investments and commitments previously made. The rules dealing with taxation are constantly under review by persons involved in the legislative, administrative, and judicial process, resulting in revisions of regulations and revised interpretations of established concepts as well as statutory changes. Revisions in the tax laws could adversely affect the Fund's tax consequences or the tax consequences of an investment in the Fund.
- **Dependence on Key Individuals & No Right to Control the Fund's Operations:** Under the Fund's Governing Documents, investors will have no rights concerning the control of the Fund's day-to-day operations or the Fund's business, including investment and disposition decisions. To protect their limited liability from the liabilities and obligations of the Fund, investors must rely entirely on LGC to conduct and manage the Fund's affairs. The success of the Fund is expected to be dependent significantly upon the

expertise of the certain Key Persons. There can be no assurance that current LGC personnel will continue to manage the Fund throughout its term. The loss of the services of one or more of these individuals could have a material adverse effect on the performance of the Fund and the value of an investment in the Fund. Although investment professionals employed by LGC will commit a portion of their business efforts to the Fund, except as may be required by the Fund's Governing Documents, they are not required to devote all of their business time to the Fund's affairs; they will devote business time to other aspects of LGC's business.

- ***No Assurance of Investment Return:*** Neither the Fund, its General Partners or managing members, LGC, or any other person can assure that they will be able to choose, make and realize investments in any investment or portfolio of investments. There is no assurance that the Fund will be able to generate returns for its investors (specified herein or otherwise), or that the returns will be commensurate with the risks of investing in the types of investments and transactions described herein or comparable to the Fund's targeted returns. The marketability and value of any such investment will depend upon many factors beyond the control of LGC. The Fund may suffer defaults on its investments and may find it difficult or uneconomic to realize its investments. An investor could lose the entire amount of their contributed capital, and therefore should only invest in a Fund if they can withstand a total loss of their investment. While LGC intends to make investments that have projected returns commensurate with the risks undertaken, a total loss of the investment is possible on any given investment.
- ***Uncertainty of Financial Projections:*** Financial projections are by their nature inherently subject to risk and are dependent upon some factors, not all of which are within the control of the Fund. Some of the factors that will affect the results achieved by the Fund include political events, taxes, access to capital, competition with other institutions, some of which may have greater financial resources than LGC, financing risks, cap rates, interest rates, and others. While the bases for any returns are believed to be reasonable by LGC's management, it is likely that actual events will differ from LGC's assumptions such that actual results will similarly differ from those presented. Accordingly, there can be no assurance that returns will be achieved and actual results may vary significantly from such expected returns.
- ***Valuation of Fund Investments:*** The Fund's portfolio investments are not expected to be publicly traded. As such, the fair value of investments may not be readily determinable. Because valuations of private investments are inherently uncertain and may be based on estimates, LGC's determinations of fair value may differ materially from the values that would have been used if a readily available market for these investments existed and may differ materially from the values that the Funds may ultimately realize.

In addition to the above risks, there are specific industry risks around sourcing policies, commissions to brokers, pricing discount rates, and comparable interest rates that could affect near-term and long-term returns. For further details on such Fund-specific risks, please refer to the LotusGroup Longevity Fund prospectus.

Additionally, it is impossible to predict with exact certainty the degree of profitability, if any, that may be achieved from the investment strategies described herein. LotusGroup Capital's practices may, in some circumstances, increase any adverse impact to which an investment portfolio may be subject. LotusGroup Capital endeavors to commit resources among the various investments and strategies consistent with the philosophy and process articulated within this Brochure, and in response to changing market conditions and opportunities.

Past performance is not a guarantee of future returns. Investment risks are substantial, and investors could realize losses rather than gains from some or all the investments described herein. Investing involves a risk of loss that investors should be prepared to bear.

Item 9: Disciplinary Information

Registered Investment Advisers such as LotusGroup Capital are required to disclose all material facts regarding any legal or disciplinary events that would be material to an investor's evaluation of LotusGroup Capital or the integrity of its management. LotusGroup Capital, as well as common-control firm LGA, do not have any such legal or disciplinary events in its history and therefore has no information to disclose concerning this item. LotusGroup Capital, and its Investment Advisor Representatives possess a clean legal and disciplinary record (i.e., no criminal or civil actions, no administrative proceedings before the SEC or any state regulatory agency, or proceedings before a self-regulatory

organization).

There may be items contained on www.brokercheck.finra.org or www.adviserinfo.sec.gov that you may wish to review and consider when evaluating your advisor's background.

Item 10: Other Financial Industry Activities & Affiliations

Broker-Dealer or Registered Representative

Currently, LotusGroup Capital has partnered with LoHi Securities, a Broker-Dealer, for two institutional sales persons; Mr. Ned Rul, and Mr. Anthuan Jonathan Bui. Both of these persons work with LoHi Securities on a commission basis, as well as for LotusGroup Advisors on a salary basis. Each of them sources potential buyers for the fund.

Futures Commission Merchant, Commodity Pool Operator or Commodity Trading Adviser

Neither the Adviser nor any of its management or Covered Persons are registered or have an application pending to register, as a futures commission merchant, commodity pool operator, a commodity trading advisor, or an associated person of the preceding entities.

Material Relationships or Arrangements with Financial Industry

LotusGroup Capital is a fiduciary for clients and is not a broker-dealer. LotusGroup Capital receives no fees, referral fees, or commission payments from any:

- broker-dealer,
- municipal securities dealer, or
- government securities dealer or broker
- investment company or other pooled investment vehicle (including a mutual fund, closed-end investment company, unit investment trust, private investment company or "hedge fund," and offshore fund)
- other investment adviser or financial planner
- futures commission merchant, commodity pool operator, or commodity trading advisor
- banking or thrift institution
- accountant or accounting firm
- a lawyer or law firm
- insurance company or agency
- pension consultant
- real estate broker or dealer or
- sponsor or syndicator of limited partnerships.

Related Parties

LotusGroup Advisors, LLC

LotusGroup Capital does have a related party in the common-controlled firm LotusGroup Advisors. LotusGroup Advisors is a privately-held Registered Investment Advisor company that was formed on December 22, 2006, organized as a limited liability company under the laws of the State of Colorado. The firm has been in business since January 2007 and is principally owned by Raphael A. Martorello, its Managing Partner (90%) and Andleib "Andy" Seth, its Partner (10%). Raphael A. Martorello, LotusGroup's Managing Member, also holds the position(s) of Managing Partner for LGA. LGA is primarily focused on managing clients in an advisory capacity, completing financial planning, advising, and investment management services in a fee-only structure. For further details on LGA, please see their specific Form ADV Part 2A.

LGA IncomePlus Fund, L.P.

Common-controlled firm LGA serves as the Investment Manager and provides discretionary advisory services to one

private fund, the “LGA IncomePlus Fund, L.P., (the “Fund”). The LGA IncomePlus Fund, LP, was launched on January 16, 2018, organized as a limited partnership. The Fund is managed by a General Partner, PPB LGA Income Management, LLC (“GP”), which is also the fiduciary of the fund. LGA is the Investment Manager of the Fund, performing the sourcing and management of individual investments and investment managers within the Fund.

Montage Financial Group (MFG)

Montage Financial Group (MFG), the sixth largest provider in the US. LotusGroup Capital has partnered with Montage Financial Group and Mr. Derek Miller, Director of Underwriting there to now manages LLF’s relationship with MFG, providing consistent and exclusive deal flow within the fund’s buy box.

Other Outside Sources

LotusGroup Capital receives compensation from fees related to Funds managed. We do not receive compensation from any outside source and do not have conflicts of interest with any outside party.

Item 11: Code of Ethics, Participation, or Interest in Client Transactions & Personal Trading

Code of Ethics

As a fiduciary, LGC and its Covered Persons have a duty of utmost good faith to act solely in the best interests of each client (the Fund) and Fund investors. Fund investors entrust LGC with their funds and personal information, which in turn places a high standard on our conduct and integrity. Our fiduciary duty is a core aspect of our Code of Ethics and represents the expected basis of all of our dealings.

Pursuant to Rule 204A-1 of the Investment Advisers Act of 1940, as amended (“Advisers Act”), LotusGroup Capital has adopted a written code of ethics (“Code of Ethics” or “Code”), which is designed to address and avoid potential conflicts of interest and applies to all Covered Persons of the Adviser. LGC’s Code of Ethics document is signed by all Covered Persons and tracked quarterly by the firm’s CCO. The Code of Ethics may also be applied to any other person designated by the Adviser’s Chief Compliance Officer.

LGC’s Code does not attempt to identify all possible conflicts of interest and literal compliance with each of its specific provisions will not shield Covered Personnel from liability resulting from personal trading, or other conduct that violates LGC’s fiduciary duty to advisory clients.

A summary of LGC’s Code of Ethics’ Principles is outlined below:

- **Integrity** - Covered Personnel shall offer and provide professional services with integrity.
- **Objectivity** - Covered Personnel shall be objective in providing professional services to clients.
- **Competence** - Covered Personnel shall provide services to clients competently and maintain the necessary knowledge and skill to continue to do so in those areas in which they are engaged.
- **Fairness** - Covered Personnel shall perform professional services in a manner that is fair and reasonable to clients, principals, partners, and employers, and shall disclose conflict(s) of interest in providing such services.
- **Confidentiality** - Covered Personnel shall not disclose confidential client information without the specific consent of the client unless in response to a proper legal process, or as required by law.
- **Professionalism** - Covered Personnel’s conduct in all matters shall reflect a credit of the profession.
- **Diligence** - Covered Personnel shall act diligently in providing professional services.

In addition to the above topics, the Code spells out the Adviser’s policy, purpose, and procedures regarding:

- Material, Non-Public Information & Insider Trading
- Disaster Recovery, Contingency Planning & Internal Controls

- Privacy Policy
- Valuation of Investments in Funds managed by LGC
- Portfolio Management & Records Management Processes
- Personal Trading Guidelines

LGC requires all firm Covered Persons to attest to their understanding of and adherence to the Adviser's Code of Ethics at least annually. Moreover, will periodically review and amend its Code of Ethics to ensure it remains current. A copy of LGC's Code of Ethics is available for review to any investor or prospective investor, upon request.

Participation, Or Interest In Client Transactions

Neither LGC nor any of its employees or owners directly purchase similar investments to those purchased by the LotusGroup Longevity Fund. As such, there is no conflict of interest to protect or disclose. However, under the Adviser's Code of Ethics, the Adviser and its managers, members, officers, and employees ("Covered Persons") may invest personally in investments of the same classes as are purchased for the Fund but may not own investments of the issuers whose securities are subsequently purchased for clients. If an issue is purchased or sold for the Fund, and any of the Adviser or Covered Personnel, on the same day purchase or sell the same investment, either the clients and the Adviser or Covered Personnel shall receive or pay the same price, or the Fund shall receive a more favorable price. The Adviser and its Covered Personnel may also buy or sell specific securities for their own accounts based on personal investment considerations, which the Adviser does not deem appropriate to buy or sell for the Fund.

Personal Trading

On a quarterly basis, LGC's Chief Compliance Officer reviews all Covered Personnel trades (except for their own trading activity which is reviewed either by an outside third-party, or an officer of the firm) to evaluate if similar investment purchases have been made by any firm Covered Personnel, to confirm full compliance with LGC's trading policies and procedures, and to verify no conflicts have occurred. The LGC process is to immediately alert the Chief Compliance Officer if a conflict occurred or if there is suspicion a conflict may have occurred. This personal trading review safeguards that the personal trading of the Adviser's Covered Personnel does not affect the markets and verifies clients of the firm receive preferential treatment.

Conflicts of Interest

Neither our firm, its Covered Persons nor any related person is authorized to recommend to the Fund or effect a transaction for the Fund, involving any investment in which our firm or a related person has a material financial interest, such as in the capacity as an underwriter, adviser to the issuer.

Client trades and interests are always placed ahead of those of any LotusGroup Covered Person and, the Adviser never comingles a client's sell with a personal buy (and vice versa). Additionally, a preferred Broker/Custodian is utilized with each client, and this party has the responsibility for effective execution of trades placed. Further details of how we mitigate conflicts of interest in personal investing/trading can be found in our comprehensive Policies & Procedures Manual, and Code of Ethics. On a quarterly basis, LotusGroup Capital's Chief Compliance Officer ("CCO"), performs an Covered Person Trading Review by reviewing, every trade made by the firm, and is evaluated against everyone on the LGC investment team and all IAR's of the firm, to ensure full compliance to trade policies and procedures, and that no conflicts have occurred. The LGC process is to alert our Chief Compliance Officer if a conflict occurred immediately, who is responsible for dealing with such situations. To date, there have never been any conflicts uncovered in LGC's history.

Item 12: Brokerage Practices

LGC does not provide administration services or maintain custody of the assets we manage within the LotusGroup Longevity Fund, choosing to use best-in-class third-parties for such services. We sourced and selected our custodians based on what we deem their industry-leading capabilities and our ability to negotiate attractive pricing for the Fund. We expect to reevaluate and renegotiate such relationships on a periodic basis, as needed to fulfill our fiduciary and best

execution obligations to Fund investors.

Preferred Custodians

LGC uses two Custodians to provide administrative services and to maintain custody of the assets managed within the fund: UMB Fund Services and Wilmington Trust. The services of each Custodian are as follows:

UMB Fund Services

Fund Accounting

- Establish, maintain, and review administrative and procedural processes, general ledgers, and investors' capital accounts.
- Record all transactions, including subscriptions and redemptions.
- Assess management and incentive fees, calculate net asset values, and effect all appropriate allocations including new issue carve-outs, in accordance with the Fund's operating documents, as provided to the Administrator.
- Coordinate, execute and provide third-party approval for all cash movements in accordance with the Funds' offering documents.
- Provide cash reconciliations monthly or upon request.

Monthly Services

- Load transactions in the portfolio accounting system.
- Maintain the investment master files, including the monitoring and processing of corporate actions.
- Obtain market valuations from the appropriate pricing sources (*LotusGroup's Actuary*).
- Value the investments in accordance with the Fund's operating documents.
- Reconcile positions and cash per the portfolio accounting system to the broker(s)/custodian(s) records.
- Provide reporting including performance and exposure reporting.
- Obtain market valuations from the appropriate pricing sources
- Determine and periodically monitor the Fund's income and expense accruals.
- Generate the financial reporting package as of each period-end including the Statements of Financial Position, Profit & Loss, Changes in Capital, and Changes in Investor's Capital.
- Create and maintain UMB Website portal for the Fund (*including access to details of investment and investor subscription and redemption activity, month-end balances, financial packages, investor capital statements, tax information, and fund-level information such as fund documents, fund annual audit reports, and fund communication letters*).

Annual Service

- Coordinate and oversee the annual audit of the Funds' financial statements.
- Conduct stages of audit planning and coordination.
- Provide updates for new accounting and reporting requirements and their applicability to the Funds' financial statements.
- Prepare work papers and schedules for auditors.
- Prepare annual financial statements, footnotes, and report drafts.
- Serve as liaison between auditors and the Fund on audit issues.

Investor Servicing:

- Generate, for each period end, an investor capital statement for each investor.
 - Distribute via mail, email, or website, as requested by the Fund.
- Distribute the annual financial statements and K-1s to investors
 - Distribute via mail, email, or website, as requested by the Fund.
- Prepare and distribute subscription/redemption confirmations to investors promptly.

- Process new investor subscriptions, which shall include:
 - inputting investor information from subscription documents into the system for investment tracking and allocation purposes, and
 - sending approval notices for subscription agreements to investors as instructed by the Fund, if applicable (*the Fund remains solely responsible for determining investor eligibility*).
- Process redemption requests made to the Fund, which shall include:
 - receipt from the Fund of redemption requests from investors and inputting into the system for tracking and allocation purposes, and
 - coordinating the calculation of holdback amounts.
- Create and maintain UMB Website portal for investors, to include access for investors and their related parties to obtain capital statements, tax information and fund-level information (*i.e., fund documents, annual audit reports, communication letters*)
- Provide all investors with the website address, username, and initial password.
- Provide website support to investors.

Tax Preparation, Compliance & Reporting

Calculate estimated taxable income and provide one set of investor tax estimates.

Calculate 1042/8804 withholding.

Prepare 1042/8804 filings

- Prepare and provide 1042-S/8805 to partners as needed.
- Prepare forms W-9, W-8IMY, and W-8BEN as needed.
- Prepare forms 1099-MISC and forms 1099-INT as needed.
- Prepare a schedule of book/tax adjustments.
- Prepare and file tax extensions as needed.
- Calculate taxable income, prepare, and provide Schedules K-1.
- Prepare form 1065 and state tax filings as needed.
- Track tax basis of investments.
- Calculate any federal or state annual/quarterly estimated tax payments as needed.
- Annually review tax efficiency and provide suggestions and solutions for tax planning.
- Provide initial and ongoing periodic review of legal documents for completeness and conformity with U.S. tax law and provide suggestions and solutions.

US Patriot Act (AML)

- Process AML for all new investors. (*To include conducting AML procedures on all proposed subscriptions, with initial comparison of investor information against Identity Check, OFAC and other watch lists, giving notification of any rejected or suspect subscriptions to the Fund, and conducting ongoing AML procedures as “Best Practices,” and comparison of investor name against each update of the OFAC list, while keeping watch for any AML red flags indicating possible suspicious activity*).
- File Suspicious Activity Reports, if any, with the appropriate Reporting Authorities.
- Provide AML Certification Letter upon request.

DTCC AIP

- Add client under UMB’s DTCC membership.
- Obtain NSCC security issue number for each fund/class/series from DTCC.
- Record name of broker-dealer/custodian for each applicable investor.
- Submit profile for each fund/class/series to each broker-dealer/custodian.
- As appropriate, send fund data files through DTCC to each broker-dealer/custodian.

Blue Sky State Filing

- Prepare and file state securities qualification/notice compliance filings, with the advice of the Fund's legal counsel, upon and in accordance with instructions from the Fund. *(To include the states in which to qualify, the amounts of shares to initially and subsequently qualify, and the warning threshold to be maintained).*

Electronic Subscription Document Services

- Implement a process for the Fund's investors and potential investors to complete and submit subscription documents for Fund investments electronically.

Wilmington Trust

Custodian

- Will hold all life settlements contracts and act as the primary custodian for all life settlement contracts held by LGC

Trustee

- Will act as the third-party trustee for all life settlement contracts owned by LGC.

Escrow Agent

- Will act as the escrow agent regarding the buying/selling of life settlement contracts

Securities Intermediary

- Will act as a conduit for LGC and its life settlements providers regarding buying/selling life settlement contracts

Verification Agent

- Will act as the verification agent responsible for verifying premium payments and any contract maturities.

Premium Paying Agent

- Will be responsible for releasing payment for all premiums due by LGC.

Directed Brokerage - Clients Directing Which Custodian/Broker-Dealer to Use

Due to the nature of the type of clients that LGC advises, while the Advisor allows the Funds to direct brokerage, the Adviser does not require clients to direct brokerage. The Adviser establishes the brokerage and custodial relationships, and the Portfolio Manager determines the order execution and management arrangements with the broker and custodian.

(Please refer to the above, for additional details regarding the Custodians LGC has chosen as its preferred custodians.)

Trading Practices

Best Execution

In recommending brokers or dealers to execute transactions, the Advisor will seek to achieve the best execution possible, but this does not require it to solicit competitive bids and does not have an obligation to seek the lowest available commission cost.

It is the policy and practice of the Adviser to strive for the best price and execution for costs and discounts which are competitive in relation to the value of the transaction and which comply with Section 28(e) of the Securities Exchange Act of 1934, as amended. Nevertheless, it is understood that the Adviser may pay compensation on a transaction more than the amount of compensation that another broker or dealer may charge so long as it complies with Section 28(e), and the Adviser makes no warranty or representation regarding compensation paid on transactions. In negotiating mark-ups or mark-downs, the Adviser will consider the financial stability and reputation of brokerage Firms and the brokerage and research services provided by such brokers, although the Fund may not, in any particular instance, be the sole direct or indirect beneficiary of the research services provided. The Adviser has no obligation to deal with any broker or group of brokers in executing transactions in portfolio investments.

Trading Errors

Even with our best efforts and controls, trade errors may happen. All trade errors will be brought to the attention of the Custodian or Broker, immediately upon discovery. We will work to formulate the best resolution for the Fund.

Conflicts of Interest

Fund interests are placed ahead of those of LGC and its other Control Persons, always. While a conflict of interest exists in that Lotus-Group may have an incentive to select or recommend a Custodian to the Fund, our Preferred Custodians meet the firm's sourcing criteria for providing a strong and satisfactory custodial platform.

Item 13: Review of Accounts

LotusGroup Longevity Fund Reporting

Periodic Reviews

The Portfolio Manager regularly reviews the investments in the Fund as part of the on-going investment management process. Investments within the Funds' portfolio are reviewed to consider a number of factors including but not limited to profitability, risk management, and execution results.

Monthly Reviews

On a monthly basis, the Administrator generates performance reports confirming the value of investor's holdings in the Funds. The written reports may include account valuation, performance stated in dollars or other currency and as a percent, net worth statement, portfolio statement, and a summary of objectives and progress towards meeting those objectives.

Quarterly Reviews

Each Member of the Fund will receive a quarterly statement from our fund administrator as well as a qualitative write-up directly from LGC.

Annual Reviews

Additionally, annually, or as soon as practicable after the end of each Fiscal Year, audited annual financial statements of the Company prepared by independent certified public accounts; the net asset value of the Company; the closing capital account of such Member and the manner of its calculation; and any other information necessary to enable such Member to prepare an individual income tax return, are provided. Each Member will also receive unaudited monthly statements of their capital account, generally within twenty (20) days after the end of each month.

Item 14: Client Referrals & Other Compensation

LotusGroup Capital restricts the practice of kickbacks or payment from third-parties to LotusGroup Capital for utilization of their investment products or advice within the funds that we manage.

Incoming Investor Referrals

The Adviser does not receive referrals for new advisory clients. It may receive referrals for potential investors in the Fund, which would be from existing investors in the Fund or intermediaries such as attorneys or accountants. The Firm does not compensate referring parties for these referrals.

Referrals to Third-Parties

The Adviser does not accept referral fees or any form of remuneration from other professionals when a prospect or investor is referred to them.

Item 15: Custody

Private Investment Fund

LotusGroup Longevity Fund, LLC

As LotusGroup is affiliated with the Manager, which, in turn, has authority to dispose of funds and investments held by the Company, LotusGroup may be deemed to have custody of investor assets (i.e., the assets of the Partnership) under Rule 206(4)-2 under the Advisers Act.

LotusGroup has procedures in place to maintain all assets of the Company that are not exempt under Rule 206(4)-2 under the Advisers Act at a Qualified Custodian, who provides account statements to the Fund's Members on a regular basis. The Company will be audited annually by an independent public accountant and will distribute its audited financial statements (prepared in accordance with generally accepted accounting principles) to the Fund's Members within 30 days of them being made available to the Manager by such accountant.

The Fund Administrator has electronic access to the records of holdings and transactions in the Funds, as does the Adviser. The Custodian will provide the Administrator and the Adviser with monthly statements of Fund accounts.

Investors in the Fund will receive performance reports from the Adviser, and statements from the Administrator on at least a quarterly basis. Investors in the Fund should carefully review the statements they receive from the Fund's Administrator and compare/review the performance reports they receive from the Advisor. Investors in the Funds are urged to contact either the Adviser or the Administrator with any questions.

Item 16: Investment Discretion

Private Investment Fund

LotusGroup Longevity Fund, LLC

LotusGroup Longevity Fund, LLC contracts for limited discretionary authority to transact portfolio investments accounts on behalf of the Fund. Discretionary authority is granted either by the Adviser's investment management agreement and/or by a separate limited power of attorney where such document is required. As Investment Manager to the Fund, the Adviser has the authority to determine the investments to be bought or sold, and the amount of the investments to be bought or sold within the Fund's investment objectives. The firm's discretionary authority regarding investments may however be subject to certain limitations. These limitations are recognized as the restrictions and prohibitions placed by the Fund on the types of investments and transactions that meet the Fund's investment objectives.

The Adviser does not and will not enter into any future relationships with Funds that require consent prior to any trade order being placed.

The Fund authorizes the discretion to select the custodian to be used and the commission rates paid to broker-dealers. The Adviser does not receive any portion of the transaction fees or commissions paid by the Funds to the broker-dealers on certain trades.

Item 17: Voting Client Securities

Proxy Voting

The Adviser votes proxies for investments held in Fund accounts. The Adviser clearly keeps the authority and responsibility for the voting of these proxies. The Adviser retains records of proxy voting required under SEC Rule 204-2(c)(2). The above notwithstanding, it is not expected that there will be proxies on Fund investments since they are not individual companies but rather insurance contracts.

Class Actions, Bankruptcies & Other Legal Proceedings

Investors should note that LGC will neither advise nor act on behalf of investors in legal proceedings regarding investments within funds managed by LGC, including, but not limited to, the filing of "Proofs of Claim" in class action settlements. If desired, investors may direct the Investment Advisor to transmit copies of class action notices to the investor or a third-party, however, while LGC will make commercially reasonable efforts to forward such notices promptly, the responsibility to respond to such notices, will ultimately reside with each investor.

Item 18: Financial Information

LotusGroup Capital is a newly formed Registered Investment Adviser, who is on solid financial ground; it has no current

condition that would impair the Adviser's abilities to provide Investment Management services to the Fund. The Adviser does not have a financial condition that is likely to impair its ability to meet contractual commitments to clients; and has not been subject to any bankruptcy proceeding during the past 10 years. The Adviser meets all net capital requirements to which it is subject.

Balance Sheet

The Adviser does not require nor solicit prepayment of more than \$1,200 in fees per client, six months or more in advance and therefore does not need to include a balance sheet with this brochure. LGC's independent public accountant is Richey May, 9605 S. Kingston Cr #200, Englewood, CO 80112.

Financial Conditions Reasonably Likely to Impair Ability to Meet Contractual Commitments to Clients

As an advisory firm, LGC is required to disclose any financial condition that is reasonably likely to impair the Adviser's ability to meet its contractual obligations to clients reasonably. Neither LGC, nor any member of management, officer or a principal of the Adviser has been involved in an award or otherwise found liable in an arbitration claim alleging damages in excess of \$2,500 in an activity involving investment or investment-related activity; fraud, false statements or omissions; theft, embezzlement or other wrongful taking of property; bribery, forgery, counterfeiting or extortion; dishonest, unfair or unethical practices. None of the aforementioned individuals, has been found liable in a civil, self-regulatory organization or administrative proceeding involving investment or investment-related activity; fraud, false statements or omissions; theft, embezzlement or other wrongful taking of property; bribery, forgery, counterfeiting or extortion; dishonest, unfair or unethical practices.

As such, LGC has no additional financial circumstances of concern, to report.

Bankruptcy Petitions

LGC has not been the subject of a bankruptcy petition.

Item 19: Requirements for State-Registered Advisers

LotusGroup Capital is a federally Registered Investment Advisory Firm.

Privacy Policy

LotusGroup Capital, LLC. (LGC) will ensure the privacy of investors to ensure the safeguarding of non-public personal information. We collect non-public personal information about investors for business purposes from the following sources:

- ***Fund Subscription Documents*** - which may include their name, address social security number, income information, net worth, asset statement, tax circumstances and information about their investment goals and risk tolerance.
- ***Correspondence*** - including written, telephonic, or electronic between investors, LGC and any service providers for investor's accounts

We do not disclose any nonpublic personal information about investors to non-affiliated third parties, except to service providers and as otherwise permitted by law. We do not sell any personal information about investors to any third-party. In the normal course of business, personal information we collect about investors as described above may be shared with financial service providers who provide services on behalf of our investor's accounts (such as brokerage firms, custodians, executing brokers, portfolio management software providers, or other investor advisors). We may disclose all the information we collect about investors to nonaffiliated third-party service providers as necessary to

achieve the following:

1. to effect, administer or enforce a transaction that an investor requests or authorizes,
2. in connection with processing or servicing a financial product or service that an investor requests,
3. in connection with maintaining or servicing an investor's account with the third-party. *(For example, information may be disclosed to others to enable the third-party to perform general administrative activities for us, to assist us in processing a transaction authorized or requested by an investor, or to execute transactions on an investor's behalf in conjunction with our Fund's subscription agreement),*
4. as required by a regulatory authority or law enforcement agency,
5. for resolving disputes or inquiries,
6. to persons holding a legal or beneficial interest relating to the investor,
7. to our attorneys, accountants, or auditors, as deemed necessary,
8. in connection with a proposed or actual sale or merger of our firm, and
9. to comply with a civil, criminal, or regulatory investigation by federal, state, or local authorities.

We employ reasonable precautions to safeguard the security of private customer information, including physical, technical, and personnel measures. As it pertains to our website only (not offline information collected):

1. we collect information from visitors when they subscribe to our "friends of" contact list or fill out a form,
2. we use the information we collect, to send periodic emails originating from LGC,
3. we do not sell, trade, or otherwise share collected information with any unaffiliated third-parties unless they are included in Item 3 (above),
4. if at any time such individuals would like to unsubscribe from receiving future emails, we include detailed unsubscribe instructions at the bottom of each email,
5. we implement a variety of security measures to maintain the safety of personal information,
6. we do not use cookies,
7. we comply with state online Privacy Protection Act(s) and will not distribute personal information to outside parties without the investor's consent,
8. we require visitors to our website, to consent to our website Privacy Policy. and
9. if we change our Privacy Policy, we post any changes made, as well as the effective date of such changes.

Business Continuity Plan

LGC has a Business Continuity Plan ("BCP") in place that provides detailed steps to mitigate and recover from the loss of office space, communications, services, or key people. The BCP covers natural disasters such as snowstorms, hurricanes, tornados, and flooding. And, covers human-made disasters such as loss of electrical power, loss of water pressure, fire, bomb threat, nuclear emergency, a chemical event, biological event, T-1-communications line outage, internet outage, railway accident and aircraft accident. Electronic files are backed up daily and archived offsite via Google G-Suite Enterprise Vault and Archiving solution.

Alternative Offices

Within the BCP, alternate offices are identified to support ongoing operations in the event LGC's Main Office is unavailable.

Summary of Business Continuity Plan

A summary of LGC's Business Continuity Plan is available upon request to the firm's Chief Compliance Officer.

Information Security Program

LGC maintains an information security program to reduce the risk that investor personal and confidential information may be breached.

Form ADV Part 2B Brochure Supplement



LotusGroup Capital

Form ADV Part 2B – Individual Disclosure Brochure

For

Investment Advisor Representative

Raphael A. Martorello

(Individual CRD # 4768833)

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Effective: March 25, 2019

In accordance with federal and state regulations, Form ADV, Part 2B, this “Brochure Supplement” or “Brochure,” is on file with the appropriate securities regulatory authorities as required. All the material within this Brochure Supplement must be reviewed by those who are considering becoming a client of LotusGroup Capital, LLC (“LGC”).

The information in this Brochure Supplement has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority. The information provided in this Brochure Supplement is not to be construed as an endorsement or recommendation by state securities authorities in any jurisdiction within the United States or by the United States Securities and Exchange Commission. Nothing in this Brochure Supplement is to be construed as an offer of securities; please refer to actual fund and investment offering documents for more complete disclosures. Registration of an Investment Advisor does not imply any level of skill or training; investments involve risk, including the possible loss of principal. The oral and written communications of an Advisor provide you with information which you may use to determine whether to hire or retain an Advisor.

This Brochure Supplement provides information about Raphael A. Martorello that supplements LotusGroup Capital’s firm brochure. You should have received a copy of the firm’s brochure that describes the investment advisory services offered through LotusGroup Capital, an investment advisor firm. Please contact LotusGroup Capital’s CCO, Amanda N. Cohen, directly at 720.593.9861, if you did not receive the firm’s brochure, or if you have any questions about the contents of this Brochure Supplement.

Additional information about Raphael A. Martorello is available on the SEC’s website at www.adviserinfo.sec.gov.
(Click on the link, select “Investment Advisor – Individual” and type in the above Individual CRD #.)

RAPHAEL A. MARTORELLO (Individual CRD # 4768833)

Date of Birth & Educational Background

Raphael A. Martorello was born in 1974. He received his bachelor’s degree in Mechanical Engineering and minor in Economics from The University of Virginia in 1997. He has fulfilled LotusGroup Capital’s requirement that its Investment Advisor Representatives (“IARs”) hold either a bachelor’s degree and further coursework (i.e., an MBA, a DFP, a CFA, a ChFC, JD, CTFA, EA or CPA), or possess relevant work experience demonstrating their knowledge of and aptitude for, investment management principles.

Business Background & Experience

- | | |
|--------------------|--|
| 09/2018 to Present | LotusGroup Capital, LLC , Denver, CO
Managing Member, CIO & Investment Advisor Representative <ul style="list-style-type: none">- Responsible for overseeing all fund operations, hiring and development of staff, policy sourcing approval, portfolio diversification oversight, and ongoing portfolio management Sources and invests in private placement opportunities- Responsible for channel partnership growth as it pertains to direct-to-consumer sourcing |
| 01/2007 to Present | LotusGroup Advisors, LLC , Denver, CO
Principal, Owner, Managing Partner & Investment Advisor Representative <ul style="list-style-type: none">- Manages the LGA Management Team, and is Portfolio Manager of the LGA |

- IncomePlus Fund
 - Sources and invests in private placement opportunities
- 04/2004 to 03/2016 **Martorello Money Management**, Denver, CO
 Partner, Advisor & Investment Advisor Representative
 - Commercial Investment Experience (14 years)
 - Total Investment Experience & Systems Development (20 years)
 - Client Service Experience (21 years)
 - Operations Experience (21 years)
 - Management Experience (17 years)
- 03/2000 to 04/2004 **ICG Commerce**, King of Prussia, PA
 Director
 - Practice Responsibility (All West Coast Clients)
 - Management Oversight (20 Employees)
 - Business Process Outsourcing
- 07/1997 to 03/2000 **A.T. Kearney**, New York, NY
 Associate
 - Management & Business Consulting

Professional Designations, Licensing & Exams

Raphael A. Martorello does not have any additional professional designations, licensing or exams to disclose.

Disciplinary Information

LotusGroup Capital, LLC is required to disclose all material facts regarding any legal or disciplinary event material to your evaluation of Raphael A. Martorello providing advice to you. Raphael A. Martorello does not have disciplinary history to disclose, which may be material to a client's or prospective client's evaluation of this advisory business. Further, there may be items contained on brokercheck.finra.org or www.adviserinfo.sec.gov that you may wish to review and consider in your evaluation of your Advisor's background.

Other Business Activities

Raphael A. Martorello is a Managing Member, CIO & Investment Advisor Representative of LotusGroup Capital ("LGC"), who dedicates 50% of his time to this activity during trading hours, and 50% of his time during non-trading hours.

Raphael A. Martorello has the following other investment-related business activities to report:

Name of Outside Business or Organization: Martorello Holdings, LLC

Address: 1043 S. Vine Street, Denver, CO 80209

Title: Member

Description of Outside Business or Organization: Holding company for commercial real estate investment, developing the new HQ office for LotusGroup Capital and LotusGroup Advisors, in Denver, CO

Description of Duties or Responsibilities: Establishing financing and interact with the project manager, as needed

Start Date: 01/2018

Hours Devoted to OBA Monthly: 0 during trading hrs. / 1 hour weekly during non-trading hrs.

Name of Outside Business or Organization: Thrive Workplace at LoDo, LLC/Thrive Workplace Holdings

Address: 201 Milwaukee Street, Suite 200, Denver, CO, 80206

Title: Member, Board of Directors & L.P. Investor

Description of Outside Business or Organization: Co-working Business

Description of Duties or Responsibilities: Conducting quarterly meetings to review progress and providing advice

Start Date: 12/2013

Hours Devoted to OBA Monthly: 0 during trading hrs. / 2 hours quarterly, during non-trading hrs.

Name of Outside Business or Organization: LotusGroup Advisors, LLC.

Address: 299 Milwaukee Street, Suite 201, Denver, CO 80206

Title: Principal, Owner, Managing Partner & Investment Advisor Representative

Description of Outside Business or Organization: Affiliated registered Investment Advisory firm

Description of Duties or Responsibilities: Providing investment strategy to leverage research provided to LotusGroup Capital, LLC and Martorello Holdings, LLC

Start Date: 01/2007

Hours Devoted to OBA Monthly: 50% during trading hrs. / 50% during non-trading hrs.

Name of Outside Business or Organization: Martorello Money Management

Address: 299 Milwaukee Street, Suite 201, Denver, CO 80206

Title: Partner

Description of Outside Business or Organization: Prior to 2016, this was an independent registered Investment Advisor. On 1/2016, this organization transitioned all clients into LotusGroup Advisors as part of a business merger. Through the buy-sell transaction, this business was required to de-register as an RIA but to stay open for flow of funds on a financial consulting bases, to pay Raphael A. Martorello's fixed salary, and for the business to provide funding back to LotusGroup Advisors for benefits reimbursements.

Description of Duties or Responsibilities: Predominantly administrative within the business, but also paid to be the Managing Partner of LotusGroup Advisors as a contractor through this business.

Start Date: 04/2004

Hours Devoted to OBA Monthly: 0 during trading hrs. / 1 hour per week during non-trading hrs. (All hours counted at LotusGroup Advisors are technically Martorello Money Management hours since Mr. Martorello's salary is paid as a contractor through Martorello Money Management).

Conflicts of Interest Disclosure

The outside business activities of Raphael A. Martorello do not give him any incentive to recommend investment products based on anything other than a client's needs. Nevertheless, LotusGroup Capital requires him to disclose the above relationships to clients at the time of relationship inception.

Additional Compensation

Advisory Services

Raphael A. Martorello does not receive any economic benefit from any person, company, or organization, in exchange for providing clients with advisory services through LotusGroup Capital.

Supervision

LotusGroup Capital takes its compliance and regulatory obligations seriously; supervision is a multi-tiered process. Amanda N. Cohen is the firm's Chief Compliance Officer ("CCO"). She oversees and administers the firm's Compliance Program in coordination with the efforts of the firm's Principal and Managing Member, Raphael A. Martorello.

Raphael A. Martorello is self-supervised as it pertains to providing Management services to the underlying investment funds at LotusGroup Capital.

Covered Persons are required to abide fully by all applicable federal and state regulations and the firm's guiding principles as outlined in its written supervisory Policies & Procedures Manual and Code of Ethics (including any updates to it). LotusGroup Capital requires all Covered Persons to exercise a fiduciary duty to its clients by acting in each client's best interest, and by placing client interests first and foremost, *always*. Covered Persons are required

to attest no less than annually to their compliance with, and understanding of, the above matters, including confirmation and acknowledgment by every Investment Advisor Representative, of the firm's expectations regarding their conduct, given the duties, responsibilities, and principles required of them.

Requirements for State Registered Investment Advisers

The following disclosure is provided for your use in evaluating this Investment Advisor Representative's suitability.

A. Raphael A. Martorello has **NOT** been involved in any of the events listed below.

1. An award or otherwise being found liable in an arbitration claim alleging damages in excess of \$2,500, involving any of the following:
 - a) an investment or an investment-related business or activity;
 - b) fraud, false statement(s), or omissions;
 - c) theft, embezzlement, or other wrongful taking of property;
 - d) bribery, forgery, counterfeiting, or extortion; or
 - e) dishonest, unfair, or unethical practices.
2. An award or otherwise being found liable in a civil, self-regulatory organization, or administrative proceeding involving any of the following:
 - a) an investment or an investment-related business or activity;
 - b) fraud, false statement(s), or omissions;
 - c) theft, embezzlement, or other wrongful taking of property;
 - d) bribery, forgery, counterfeiting, or extortion; or
 - e) dishonest, unfair, or unethical practices.

B. Raphael A. Martorello has **NOT** been the subject of a bankruptcy petition.

Form ADV Part 2B Brochure Supplement



LotusGroup Capital

Form ADV Part 2B – Individual Disclosure Brochure

For

Investment Advisor Representative

Louis C. Frank

(Individual CRD # 6613018)

299 Milwaukee Street, Suite 201

Denver, CO 80206

Email: louis@lgadvisors.com

Website: www.lgadvisors.com

Phone: 720.744.0958

Fax: 815.572.0566

LotusGroup Capital

Email: info@lgadvisors.com

Website: www.lgadvisors.com

Phone: 720.593.9861

Fax: 815.572.0566

Effective: March 25, 2019

In accordance with federal and state regulations, Form ADV Part 2B, this “Brochure Supplement” or “Brochure,” is on file with the appropriate securities regulatory authorities as required. All the material within this Brochure Supplement must be reviewed by those who are considering becoming a client of LotusGroup Capital, LLC (“LGC”).

The information in this Brochure Supplement has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority. The information provided in this Brochure Supplement is not to be construed as an endorsement or recommendation by state securities authorities in any jurisdiction within the United States or by the United States Securities and Exchange Commission. Nothing in this Brochure Supplement is to be construed as an offer of securities; please refer to actual fund and investment offering documents for more complete disclosures. Registration of an Investment Advisor does not imply any level of skill or training; investments involve risk, including the possible loss of principal. The oral and written communications of an Advisor provide you with information which you may use to determine whether to hire or retain an Advisor.

This Brochure Supplement provides information about Louis C. Frank that supplements LotusGroup Capital’s firm Brochure. You should have received a copy of the firm’s Brochure that describes the investment advisory services offered through LotusGroup Capital, an investment advisor firm. Please contact LotusGroup Capital’s CCO, Amanda N. Cohen, directly at 720.593.9861, if you did not receive the firm’s Brochure, or if you have any questions about the contents of this Brochure Supplement.

Additional information about Louis C. Frank is available on the SEC’s website at www.adviserinfo.sec.gov.

(Click on the link, select “Investment Advisor – Individual” and type in the above Individual CRD #.)

LOUIS C. FRANK (Individual CRD # 6613018)

Date of Birth & Educational Background

Louis C. Frank was born in 1993. He received his Bachelor of Science in Business Administration Finance from the University of Arkansas in 2016. He has fulfilled LotusGroup Capital’s requirement that its Investment Advisor Representatives (“IARs”) hold either a bachelor’s degree and further coursework (i.e., an MBA, a DFP, a CFA, a ChFC, JD, CTFA, EA or CPA), or possess relevant work experience demonstrating their knowledge of and aptitude for, investment management principles.

Business Background & Experience

09/2018 to Present **LotusGroup Capital, LLC**, Denver, CO

Portfolio & Private Partner Manager, Investment Advisor Representative

- Manages policy pricing and closing processes, as well as third-party servicers, custodians, and administrators
- Ensures that all policies are brought into the Fund’s custodian properly and that premiums are paid and managed appropriately with our servicing provider.
- Conducts private investment partner due diligence
- Negotiates strategic terms and finalizes contracts/relationships
- Maintains ongoing relationship management with private partners
- Participates in authoring company investment blogs
- Conducts industry research
- Works with LGC’s Asset Management Team to execute strategies, document

processes, and train future employees of the funds

07/2017 to Present **LotusGroup Advisers, LLC**, Denver, CO

Portfolio and Private Partner Manager & Investment Advisor Representative

- Serves on the LGA IncomePlus Fund Investment Committee
- Execute on public investment models and portfolio management
- Conduct and assist with primary research on new public investment opportunities and strategies
- Provides ongoing relationship and supplier management with private investment partners
- Participates in authoring LGA investment blogs
- Registered as an Investment Advisor Representative

06/2016 - 05/2017 **Fortis Asset Management**, Denver, CO

Analyst

Professional Designations, Licensing & Exams

Louis C. Frank does not have any additional professional designations, licensing, or exams to disclose.

Disciplinary Information

LotusGroup Capital, LLC is required to disclose all material facts regarding any legal or disciplinary event material to your evaluation of Louis C. Frank providing advice to you. Louis C. Frank does not have disciplinary history to disclose, which may be material to a client's or prospective client's evaluation of this advisory business. Further, there may be items contained on brokerscheck.finra.org or www.adviserinfo.sec.gov that you may wish to review and consider in your evaluation of your Advisor's background.

Other Business Activities

Louis C. Frank is a Portfolio & Private Partner Manager, and Investment Advisor Representative of LotusGroup Capital, who dedicates 50% of his time to this activity during trading hours, and 50% of his time during non-trading hours.

Louis C. Frank has the following other investment-related business activities to report:

Name of Outside Business or Organization: Magnolia Holdings, LLC

Address: 2602 W. 24th Ave, Unit 2, Denver, CO 80211

Title: Managing Partner

Description of Outside Business or Organization: Magnolia Holdings is a joint business venture between Louis C. Frank and Walter Frank. The company was created to hold real estate assets purchased by its managing partners.

Description of Duties or Responsibilities: Providing operational oversight, analysis, and due diligence.

Start Date: 04/2017

Hours Devoted to OBA Monthly: 0 during trading hrs. / 1 hour per month during non-trading hrs.

Name of Outside Business or Organization: LotusGroup Advisers, LLC.

Address: 299 Milwaukee Street, Suite 201, 80206

Title: Portfolio and Private Partner Manager & Investment Advisor Representative

Description of Outside Business or Organization: Affiliated registered Investment Advisory firm.

Description of Duties or Responsibilities: Providing portfolio analysis and private investment partner management to Investment Adviser, including due diligence, negotiations, contracts review, and ongoing supplier management.

Start Date: 07/2017

Hours Devoted to OBA Monthly: 50% during trading hrs. / 50% during non-trading hrs.

Conflicts of Interest Disclosure

The outside business activities of Louis C. Frank do not give him any incentive to recommend investment products based on anything other than a client's needs. Nevertheless, LotusGroup Capital requires him to disclose the above relationships to clients at the time of relationship inception.

Additional Compensation

Advisory Services Compensation

Louis C Frank does not receive any economic benefit from any person, company, or organization, in exchange for providing clients with advisory services through LotusGroup Capital.

Supervision

LotusGroup Capital takes its compliance and regulatory obligations seriously; supervision is a multi-tiered process. Amanda N. Cohen is the firm's Chief Compliance Officer ("CCO"). She oversees and administers the firm's Compliance Program in coordination with the efforts of the firm's Principal and Managing Member, Raphael A. Martorello. Raphael A. Martorello directly supervises all firm investment decisions and activity.

Covered Persons are required to abide fully by all applicable federal and state regulations and the firm's guiding principles as outlined in its written supervisory Policies & Procedures Manual and Code of Ethics (including any updates to it). LotusGroup Capital requires all Covered Persons to exercise a fiduciary duty to its clients by acting in each client's best interest, and by placing client interests first and foremost, *always*. Covered Persons are required to attest no less than annually to their compliance with, and understanding of, the above matters, including confirmation and acknowledgment by every Investment Advisor Representative, of the firm's expectations regarding their conduct, given the duties, responsibilities, and principles required of them.

Requirements for State Registered Investment Advisers

The following disclosure is provided for your use in evaluating this Investment Advisor Representative's suitability.

C. Louis C. Frank has **NOT** been involved in any of the events listed below.

3. An award or otherwise being found liable in an arbitration claim alleging damages in excess of \$2,500, involving any of the following:
 - f) an investment or an investment-related business or activity;
 - g) fraud, false statement(s), or omissions;
 - h) theft, embezzlement, or other wrongful taking of property;
 - i) bribery, forgery, counterfeiting, or extortion; or
 - j) dishonest, unfair, or unethical practices.
4. An award or otherwise being found liable in a civil, self-regulatory organization, or administrative proceeding involving any of the following:
 - f) an investment or an investment-related business or activity;
 - g) fraud, false statement(s), or omissions;
 - h) theft, embezzlement, or other wrongful taking of property;
 - i) bribery, forgery, counterfeiting, or extortion; or
 - j) dishonest, unfair, or unethical practices.

D. Louis C. Frank has **NOT** been the subject of a bankruptcy petition.

