



1040 S. Gaylord Street #203  
Denver, CO 80209  
Email: [info@lgadvisors.com](mailto:info@lgadvisors.com)  
Website: [www.lgadvisors.com](http://www.lgadvisors.com)  
Contact Person: Andy Seth  
Phone: 303.900.2215  
Fax: 815.572.056

## Investment Advisor Brochure

(Form ADV – Part 2A/2B)

Updated: July 2011

Required Disclaimer: This brochure provides information about the qualifications and business practices of LotusGroup Advisors, LLC. (“LGA”). If you have questions about the contents of this brochure, please contact us at the phone number/email listed above. The information in this brochure has not been approved or verified by the U.S. Securities and Exchange Commission or by any state securities authority. Furthermore, being a “Registered” Investment Advisor does not imply a certain level of skill or training.

Additional information about LGA, Inc also is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov)



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**Item 4: Description of Advisory Business**

LotusGroup Advisors, LLC. (“LGA”) is a privately-held Registered Investment Advisor (“RIA”) company that has been in business since January 2007, and is principally owned by Andy Seth and Raphael A. Martorello.

LGA provides investment advisory and portfolio management services for private clients and companies through a Full Trading Authorization and / or a Limited Power of Attorney. LGA’s minimum asset requirement for new clients is \$150,000. There are no ongoing contribution requirements although this practice is highly recommended for ongoing savings, asset allocation, and tax efficiency purposes. LGA may make an exception to the above requirements at its sole discretion.

Clients undergo an introductory interview to outline their financial situation and to help LGA set risk tolerance and investment objectives. Clients are then categorized into one of three categories (Emerging, Active, or High-Net-Worth) based on the appropriateness of the investment strategy in relation to the amount of assets that LGA will be managing on behalf of the client. Within these categories, clients are further categorized by the percentage of assets that they hold in unrestricted investment accounts (e.g. a brokerage account that can invest in the universe of LGA desired product options) versus restricted investment accounts (e.g. 401K accounts with a limited number of mutual funds). Finally, clients are assigned to one of six risk profiles: aggressive, moderate-aggressive, moderate, conservative-moderate, conservative, and ultra-conservative.

Once categorized, clients are then provided with an active portfolio management service that is further detailed in the section marked “Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss,” and can be found later in this document.

LGA meets with clients periodically to review their financial situation, answer questions, and determine if any adjustments need to be made relative to their financial objectives, risk tolerance, and time horizon. For individual clients who have expressed interest, we offer a complimentary financial scenario analysis and goal tracking service to help client’s make major life decisions (e.g. moving to a different state, changes in jobs, retirement projections, cash flow analysis, college planning, etc), and to track how they are doing against their goals on an ongoing basis.

LGA provides 100% of the above services on a discretionary basis, managing \$40.9 million in client assets as of 12/31/2010. LGA performs daily management activities within the guidelines of an Investment Policy Statement (“IPS”), without day-to-day client consultation (known as “discretionary” management of assets).



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All funds are held in a client's own account at an independent brokerage firm(s), and each client authorizes invoices to be paid from their account(s).

Specifically, LGA provides:

1. Account setup and transfers to a selected Broker / Custodian.
2. Development of a Client Investment Policy Statement ("IPS"), along with a personalized savings & investment program
3. Discretionary selection of specific investments within the program.\*
4. Periodic adjustment of the asset allocation model within the stated client's category grouping and risk profile (see Chart I below for services and frequencies).
5. Weekly administration of portfolio rebalancing as assets move outside of a specified target range.
6. Production and distribution of individual quarterly performance reports.
7. Production and distribution of client newsletters every 45 days.
8. Ongoing reviews and updates of client goal-trackers.
9. Personalized advice and analysis to help make good decisions.

*Notes: \* Clients may request, and LGA may agree to, restrictions on investing or selling certain securities or types of securities*

### **Item 5: Fees & Compensation**

LGA's management fee is solely based on client assets under management. LGA does not utilize alternative compensation schemes such as mutual fund kick-backs, commissions, performance pay, etc....in an attempt to align client and advisor interests while minimizing potential conflicts of interest.

LGA's Management Fee Schedule is as follows (non-negotiable):

<u>Assets Under Mgmt</u>	<u>Incremental % Fee Charged Per Annum</u>
Less than \$150,000	\$3,750 flat fee
On the first \$250,000	2.50%
The next \$250,000	2.00%
The next \$250,000	1.50%
The next \$250,000	1.00%
In excess of \$1.0 Million	0.75%

\* Clients may be able to find competing advisory services at lower prices.



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Pro-rated fees are calculated and billed at the beginning of each calendar quarter, based on the current assets under management prior to the market open on the first day of the quarter. Fees are deducted mid-quarter, on the 45<sup>th</sup> day of the quarter. For the first quarter, the billing statement is prorated based on the client start date. Client start date is the date the contract is signed by both parties. However, management fees are not calculated or charged until the first day when funds arrive in the client's account(s). Upon account closure (at will by either party), prorated fees will be returned to client based on the day funds are withdrawn from Advisor's supervision in writing.

Advisory Fees are automatically deducted by LGA from the Client's account. In all cases, the Client receives an invoice from LGA prior to the withdrawal and withdrawals are authorized by the client through a signed Customer Agreement. Invoices are sent to clients at the beginning of each quarter along with their quarterly reporting packet. The Custodian also sends monthly account statements to the Client with the management fee transaction displayed in the month it is withdrawn. LGA sends the invoices to the custodian for withdrawal of fees on the 45<sup>th</sup> day of the quarter.

Clients incur portfolio expenses arising from brokerage transaction fees and underlying mutual fund expenses. LGA has taken numerous steps to minimize these investment costs by selecting a lower cost brokerage for clients to access, utilizing a number of free or no-transaction-fee funds, and selecting lower cost ETF funds for the predominant portion of client portfolios. Please refer to Item 12 of this brochure for more information regarding brokerage practices.

### **Item 6: Performance-Based Fees & Side-By-Side Management (N/A)**

LGA's management fee is solely based on client assets under management. LGA does not utilize alternative compensation schemes such as mutual fund kick-backs, commissions, performance pay, etc....in an attempt to align client and advisor interests.

### **Item 7: Types of Clients**

LGA services a number of different types of clients, including the following:

- Private individuals (taxable accounts, retirement accounts, educational accounts)
- High-net-worth individuals
- Trusts (personal and business accounts)
- Companies that have excess cash that they would like to have invested conservatively



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**Item 8: Methods of Analysis, Investment Strategies and Risk of Loss**

LGA maintains a list of investable asset classes and our preferred investment product(s) within these asset classes. This list is continually refined as market conditions change and new products are introduced. For example, during the recent 2007-2009 market downturn, market conditions proved that many asset classes performed similarly and consequently offered little in terms of diversification benefits. Consequently, we undertook a research project to identify new asset classes that would have been uncorrelated, providing a diversification benefit. Our research helped to identify new asset classes and products that we have since added to our investable asset/product list for potential selection to client portfolios (e.g. Long-short funds, managed futures, currency funds, merger-arbitrage funds). This list is continually refined through a combination of independent analysis and purchased research, but always in an independent manner with the goal to find the lowest cost, best performing options for our clients (we do not receive even a single penny of outside compensation for selecting Fund A versus Fund B, in order to maintain our independence, act in the best interests of clients, and minimize conflicts of interest).

LGA then provides clients with the following investment services within their stated client grouping and risk profile, referencing the investable asset / product list described above (see Chart I below for frequency of services provided by client category):

- Active Asset Allocation: Quantitative analysis using LGA's proprietary 5-forces methodology (Fuel, Valuation, Sentiment, Technicals, Currency Effects) to develop investment targets for the various asset classes in each client's portfolio (e.g. x% of a client's portfolio to be invested in US-Large Cap Equity for Q2/2011). Investments that have historically exhibited higher returns along with higher volatility will have larger targets in more aggressive portfolios, while lower returning / lower volatility investments will have larger targets in more conservative portfolios. Additionally, client portfolios must be adjusted for the products available within their brokerage accounts (e.g. if x% is dedicated to Long-Short funds, and they do not exist in a client's limited 401K account, then this asset class is over-weighted in their unrestricted brokerage account(s)). As opposed to managers who develop their targets one time, LGA conducts this analysis and makes investable changes quarterly (semi-annually for emerging clients).
- Rebalancing: Buying of investments that have declined below their % targets by a defined variance, and selling investments that have risen above their % targets by a defined variance, in order to rebalance the portfolio to its targeted levels, effectively buying low and selling high in a systematic manner.



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- Active Trading Services: Utilization of various LGA proprietary trading strategies in an attempt to lock-in profits and reduce or hedge against downturns. Active trading strategies include:
  - Technical value stops
  - Technical trailing stops
  - Valuation Ratio Swaps (e.g. oil v natural gas, gold v gold miners, etc.)
  - VXX short-term hedging model
  - NAV premium or discount model

Typical investments include ETFs, closed-end funds, open-ended funds, and individual company stocks across a broad base of different asset classes: US stocks, US bonds, Foreign stock, Foreign bonds, Emerging Markets, Raw Materials, Energy, Precious Metals, REITs, Currencies, Managed Futures, Long-Short Strategies, Absolute Return Strategies, Merger Arbitrage Strategies, etc. Both fundamental and technical analyses are used to select individual positions, while volatility-determined price targets are used to help determine entry and exit prices to lock in profits and attempt to minimize losses. Fundamental analysis includes quantitative and qualitative analysis of economic, valuation, sentiment, and currency variables, while technical analysis predominantly includes the use of charting techniques to identify patterns, and key price points for decision making. Money management principles are then applied to limit the exposure of a client's portfolio to the effects of any single investment. For example, an investment rule for the LGA team is to ensure that no single stock of a company will ever represent more than 5% of a client's total portfolio, unless a client specifically requires LGA to do so.

While LGA works hard to maximize client returns within an acceptable level of volatility for each client, investing involves risk of loss that clients should be prepared to bear. Additionally, considering our more active approach to investment management, there is the potential or additional drag on performance due to increased transaction costs and taxes. We attempt to minimize such additional drag through the use of commission-free and low-cost ETFs where possible, as well as intelligent placement of more actively traded investments within non-taxable retirement accounts.



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**Item 8: Chart I – LGA Services Provided by Client Group**

	Investment Strategy	Allocation Targets Developed	Rebalancing Frequency
<b>Emerging Clients (Qualified Assets &lt; \$150,000)</b>	LGA proprietary	Semi-Annually	Monthly
<b>Active Clients (Qualified Assets &gt; \$150,000)</b>	LGA proprietary LGA Active Trading	Quarterly	Weekly
<b>High-Net-Worth (HNW) Clients (Qualified Assets &gt; \$2,000,000) (Ultra-Conservative Risk Profile)</b>	LGA proprietary LGA Active Trading Muni-Bond Portfolio Fixed Income Portfolio Managed Futures Portfolio PSL High-Income	Quarterly	Weekly

Note: Qualified Assets are defined as assets that are in an unrestricted brokerage account where LGA can invest in securities as directed by its investment team and strategies. While LGA encourages clients to include more restricted accounts in their portfolios (e.g. 401Ks where there are a limited set of mutual fund choices), these are not counted in the above table when deciding on the appropriate strategy for each client.

**Item 9: Disciplinary Information**

LGA, and all Investment Advisor Representatives that work at LGA, have a clean legal and disciplinary record (including no criminal actions, civil actions, administrative proceedings before the SEC or any state regulatory agency, or proceedings before a self-regulatory organization).





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**Item 10: Other Financial Industry Activities and Affiliations**

Raphael Martorello is an Owner and Investment Advisor Representative in LGA and another Registered Investment Advisor, Martorello Money Management, Inc. (MMM). MMM was founded in early 2004 and has similar goals to LGA, a similar high-touch client service, and an identical investment and trading approach. At MMM, Raphael Martorello is in charge of client services, investment strategy and trading. LGA and MMM have an identical fee schedule. Conflicts of interest have been mitigated by using the identical investment strategy, and executing orders independently between the two firms.

While LGA has developed a network of professionals to help support client needs (e.g. accountants, lawyers, and insurance businesses), LGA and its advisors never receive any compensation in return for such referrals. In doing so, LGA sources these professionals with a focus on finding the highest value-add, lowest cost providers to service its clients, acting in a client's best interest with a fiduciary responsibility.

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

LGA has a comprehensive, fourteen (14) page Policies, Procedures, and Code of Ethics document that is signed by all employees, and is tracked quarterly by our Chief Compliance Officer. For each of the following topics, LGA's code of ethics spells out the policy, the purpose, and the procedure for daily implementation:

- Material, Non-Public Information and Insider Trading
- Disaster Recovery, Contingency Planning, and Internal Controls
- Privacy Policy
- Valuation of Securities in Client's Accounts
- Portfolio Management & Records Management Processes
- Personal Securities Trading
- Trading – Best Execution
- Proxy Voting
- Code of Ethics

LGA is happy to provide a copy of such document to any client or prospective client upon request.



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The LGA Investment Team currently consists of Raphael Martorello. Raphael actively makes investments / trades in securities on behalf of his personal portfolios, which may be similar to those made on behalf of LGA clients. The Investment Team believes in their approach and, thus, employs those same strategies in their own investments, slotting the majority of their wealth into the appropriate client category and risk profile as described in Item 4 earlier in this document. All rules are followed for client portfolios as well as Mr. Martorello's personal portfolio in order to mitigate potential conflicts of interest, with the vast majority of orders being grouped into block trades along with clients, or done independently during our weekly rebalancing, as all clients are rebalanced independently.

Occasionally, Mr. Martorello takes small personal positions in more risky investments such as individual micro-cap stocks, options, and private investment opportunities (e.g. real estate projects, oil exploration interests, etc.), which tend to be inappropriate for client portfolios or investment objectives. Additionally, Mr. Martorello periodically tests new trading strategies with small amounts of money in his personal accounts, in order to understand the real-life impact of new investment or trading models. These early stage research activities are inappropriate for LGA's clients and are limited to Mr. Martorello's personal account. As new strategies are validated, they may be incorporated into client portfolios if deemed appropriate for helping to achieve their personal investment objectives.

Client trades and interests are always placed ahead of those of Mr. Martorello, and we never commingle a client 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. All rules are followed for client portfolios as well as Mr. Martorello's personal portfolio in order to mitigate potential conflicts of interest. Further details of how we mitigate conflicts of interest in personal investing / trading can be found in our comprehensive Policies, Procedures, and Code of Ethics document described earlier in this section (specifically within our policies on Personal Securities Trading, and Trading - Best Execution).



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## **Item 12: Brokerage Practices**

LGA suggests that clients use an LGA-preferred Broker-Dealer for maintaining funds under management with LGA. Both retirement and non-retirement accounts are setup and maintained for customers with the Broker-Dealer. LGA strives to maintain a consistent trading, reporting, and investment operation that is facilitated through the usage of a single Broker-Dealer.

The preferred Broker-Dealer was selected using the following criteria:

- Competitive trading commissions costs
- Customer service levels
- Reporting tools, including cost basis and 1099 reports to facilitate tax management strategies
- Personal money management tools
  - Electronic fund transfer capabilities
  - Dividend reinvestment programs
  - Electronic communication delivery capabilities
- Financial stability to insure individual accounts, including primary and back-up account insurance

Generally, in addition to a broker's ability to provide "best execution," we may also consider the value of "research" or additional brokerage products and services a broker-dealer has provided or may be willing to provide. This is known as paying for those services or products with "soft dollars" or credits. Because these products and services could be considered to provide a benefit to the firm, and because the "soft dollars" used to acquire them are generated from clients transactions fees, the firm could be considered to have a conflict of interest in allocating client brokerage business: it could receive valuable benefits by selecting a particular broker or dealer to execute client transactions and the transaction compensation charged by that broker or dealer might not be the lowest compensation the firm might otherwise be able to negotiate. In addition, the firm could have an incentive to cause clients to engage in more securities transactions than would otherwise be optimal in order to generate brokerage compensation with which to acquire products and services.

LGA has chosen TD Ameritrade Institutional as its preferred-broker dealer, and participates in the TD Ameritrade Institutional program. TD Ameritrade Institutional is a division of TD Ameritrade, Inc. ("TD Ameritrade") member FINRA/SIPC/NFA. TD Ameritrade is an independent and unaffiliated SEC-



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registered broker-dealer and FINRA member. TD Ameritrade offers to independent investment advisors services which include custody of securities, trade execution, clearance and settlement of transactions.

There is no direct link between LGA's participation in the program and the investment advice it gives to clients, although LGA receives economic benefits through its participation in the program that are typically not available to TD Ameritrade's retail investors. The benefits include various trading and portfolio management technologies from our preferred brokerage firm (TD Ameritrade Institutional) and their related third-party technology and service provider partners, without cost or at a discount. These technologies and services facilitate the management of client accounts, trading, compliance, investment research, customer relationship management, and tax reporting. Furthermore, some of the products and services made available by TD Ameritrade may solely benefit LGA in managing its overall portfolio of client accounts, and not benefit the client. These technologies and services may not be commercially available for retail clients to use, and are critical for LGA to provide the services contracted for with clients.

Adviser receives some benefits from TD Ameritrade through its participation in the program. These benefits received by LGA from TD Ameritrade do not depend on the amount of brokerage transactions directed to TD Ameritrade. Additionally, LGA endeavors at all times to put the interests of its clients first, in compliance with its fiduciary duties as a Registered Investment Advisor. However, while no financial compensation is provided, the use of these technologies and services qualifies as the receipt of an economic benefit, and clients should be aware that the receipt of these benefits may create a potential conflict of interest in influencing the choice of TD Ameritrade for custody and brokerage services.

LGA also receives from TD Ameritrade certain additional economic benefits ("Additional Services") that may or may not be offered to other independent investment advisors participating in the program. Specifically, the Additional Services include assistance for a portion of LGA's costs associated with 3<sup>rd</sup> party portfolio management and reporting software that TD Ameritrade does not currently provide directly: Interactive Advisory Software, Inc. (IAS). TD Ameritrade provides the Additional Services in its sole discretion and at its own expense, and LGA does not pay any fees to TD Ameritrade for the Additional Services. LGA and TD Ameritrade have entered into a separate agreement ("Additional Services Addendum") to govern the terms of the provision of the Additional Services. LGA has negotiated the Additional Services agreement with TD Ameritrade following a benchmarking study that uncovered some short-comings in TD Ameritrade's technology offering. Rather than building the technology in house at TD Ameritrade, it was deemed more appropriate and beneficial to LGA clients for TD Ameritrade to help defray the cost of this 3<sup>rd</sup> party software.



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In providing Additional Services to LGA, TD Ameritrade most likely considers the amount and profitability to TD Ameritrade of the assets in, and trades placed for, LGA's client accounts maintained with TD Ameritrade. Consequently, LGA's receipt of Additional Services raises potential conflicts of interest. TD Ameritrade has the right to terminate the Additional Services Addendum with LGA, at its sole discretion, provide certain conditions are met. Consequently, in order to continue to obtain the Additional Services from TD Ameritrade, LGA may have an incentive to recommend to its clients that the assets under management by LGA be held in custody with TD Ameritrade and to place transactions for client accounts with TD Ameritrade. Notwithstanding the previous sentence, there are no written commitments to recommend clients to TD Ameritrade as a broker-dealer, and the agreement is at-will for LGA. Additionally, this arrangement provides LGA's client's with significant benefits, as the larger collective buying leverage that LGA clients have allows LGA management to negotiate for research, services, and tools that enhance client experiences / results, and would not be available to clients acting individually or on a retail basis. LGA's receipt of Additional Services does not diminish its duty to act in the best interests of its clients, including seeking best execution of trades for client accounts. The Additional Services agreement was negotiated to include no price increase to LGA clients on TD Ameritrade's already competitive transaction fees.

As referenced above, LGA's use of soft dollars with TD Ameritrade is intended to comply with the Securities Exchange Act of 1934. Section 28(e) provides a "safe harbor" for investment managers who use commissions or transaction fees paid by their advised accounts to obtain investment research services that provide lawful and appropriate assistance to the manager in performing investment decision-making responsibilities. As required by Section 28(e), the firm will make a good faith determination that the amount of commission or other fees paid is reasonable in relation to the value of the brokerage and research services provided. That is, before placing orders with a particular broker, we generally determine, considering all the factors described below, that the compensation to be paid to TD Ameritrade is reasonable in relation to the value of all the brokerage and research products and services provided by TD Ameritrade, as compared to its competitors in the marketplace. In making this determination, we typically consider not only the particular transaction, and not only the value of brokerage and research services and products to a particular client, but also the value of those services and products in our performance of our overall responsibilities to all of our clients. In some cases, the commissions or other transaction fees charged by a particular broker-dealer for a particular transaction or set of transactions may be greater than the amounts another broker-dealer who did not provide research services or products might charge. However, these low-cost broker-dealers may not offer an institutional trading platform along with the services provided by TD Ameritrade.

LGA may receive coaching services referrals from TD Ameritrade through its participation in TD Ameritrade Institutional Coaching Program. In addition to meeting the minimum eligibility criteria for participation in the



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TD Ameritrade Institutional Coaching Program, LGA may have been selected to participate in the TD Ameritrade Institutional Coaching Program based on the amount and potential profitability to TD Ameritrade of the assets in, and trades placed for, client accounts maintained with TD Ameritrade. TD Ameritrade is a discount broker-dealer independent of and unaffiliated with Advisor and there is no employee or agency relationship between them. TD Ameritrade has established the TD Ameritrade Institutional Coaching Program as a means of assisting independent unaffiliated Advisors to grow and maintain their respective investment advisor business. TD Ameritrade does not supervise LGA and has no responsibility for LGA's management of client portfolios or LGA's other advice or services.

LGA's participation in the TD Ameritrade Institutional Coaching Program may raise potential conflicts of interest. LGA may encourage their clients to custody their assets at TD Ameritrade and whose client accounts are profitable to TD Ameritrade. Consequently, in order to participate in the TD Ameritrade Institutional Coaching Program, LGA may have an incentive to recommend to clients that the assets under management by LGA be held in custody with TD Ameritrade and to place transactions for client accounts with TD Ameritrade. LGA's participation in the TD Ameritrade Institutional Coaching Program does not diminish its duty to seek best execution of trades for client accounts.

Notwithstanding the above disclosures, LGA acts with a fiduciary responsibility to its clients as a Registered Investment Advisor. LGA participates in the TD Ameritrade program, as described above, with the aim of providing better research decisions, tools, technologies, and services to its clients, oftentimes tools and services that are required to deliver the exceptional value promised and provided to clients, and for which are not available to a retail client on their own. As an example, these products or services assist LGA in managing and administering client accounts not maintained at TD Ameritrade (e.g. 401Ks, 529s, Annuities, etc.) that are often ignored by other investment advisors, to the detriment of full client financial planning. Consequently, these technologies and services are critical for LGA to provide the services contracted for with clients. Furthermore, despite our required disclosures above, we have evaluated industry-wide brokerage services and fees and believe that TD Ameritrade offers an exceptional total value for the commission charged on each transaction relative the services it provides, as compared to its peers. The soft dollar agreement was also negotiated to include no price increase to LGA clients on TD Ameritrade's already competitive transaction fees. Once again, LGA believes that the client benefits negotiated within the soft-dollar program are a reflection of the leverage gained by LGA clients acting in concert rather than individually.

For 401K, 403B, 457, and 529 accounts under management, LGA client accounts remain with their company- or state-sponsored plan (e.g. Fidelity, Franklin, etc.), but the data is incorporated daily into the



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overall asset allocation model through our portfolio management tool, and is also included in client's quarterly performance report.

### **Item 13: Review of Accounts**

LGA reviews and adjusts client accounts on a regimented schedule. LGA's largest reviews and adjustments occur quarterly or semi-annually for major asset allocation changes (described in Item 8). Intra-quarter, LGA reviews accounts on a weekly or monthly schedule for rebalancing purposes (see page 8 - Item 8 – Chart I for a description of frequency of reviews by client category grouping). Frequency of reviews is dictated by the products in a client's portfolio as well as the average size of each trade. For example, LGA uses no-transaction-fee mutual funds for smaller clients, since their average trade size is small, and a regular \$9.99 ETF trade would hurt their performance. However, these mutual funds tend to have 30-day holding rules for buying and selling, so LGA cannot review them more often than monthly. Larger clients use low-cost ETFs and can be reviewed more frequently, so LGA reviews them on a weekly basis or even daily if the market is highly turbulent and an opportunity arises to take a quick profit or buy back in at a low-cost.

LGA also tracks client's individual positions daily to evaluate if they are getting overheated or are breaking down. LGA's investment team charts all client positions monthly, and establishes upside (overheating) and downside (breaking down) price targets. LGA then downloads data on a daily basis in order to compare the current price to the price targets. As price targets are realized, the LGA investment team makes decisions on the affected products, and decides whether or not to take action on client's that hold this position.

#### **Item 13: Investment Review & Portfolio Adjustment Summary**

- Quarterly/Semi-Annually: Major Asset Allocation Adjustments
- Weekly/Monthly: Rebalancing
- Monthly: Client account review to confirm appropriate client grouping (described in Item 4)
- Daily: Individual Position Monitoring for Upside and Downside Price Targets

LGA advisors offer to conduct a minimum of one client review per year, to go over client objectives, results from the previous year and since inception, risk profiles, new considerations for the upcoming year, and any other relevant factors. In addition, clients are encouraged to contact LGA advisors at will, if there are any material items to be discussed prior to the more formal annual review. Many clients have specific requests of LGA to take into account, for which LGA advisors schedule reminders for clients throughout the year (e.g.





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quarterly gain/loss reports for business owners, savings reminders, etc). Finally, some clients request specific analysis from LGA advisors in order to help them with financial planning, goal-tracking, scenario analysis, college savings, diversification, insurance reviews, private investment opinions, etc. These requests are handled ad-hoc, and oftentimes are then put into a calendar to track on an ongoing basis (e.g. LGA client agrees to sit down bi-annually to reviews savings plan and goal-tracker with LGA advisor). Where possible, LGA advisors are proactive with identifying when a client will have a particular need (e.g. when a client family has a first child, it triggers a request from LGA advisors to discuss financial planning, goal-tracking, college savings, and term life insurance considerations). There is no additional charge for these client reviews and analysis, as they are considered part of providing an exceptional service to the client.

Clients receive the following reports:

- LGA's preferred broker-dealer TD Ameritrade provides monthly account statements, trade confirmations, investor notifications, and year-end tax reports
- LGA provides quarterly performance reports with since inception, quarter-to-date, year-to-date statistics (all reported net of fees)
- LGA provides clients with newsletters every 45 days

#### **Item 14: Client Referrals and Other Compensation**

LGA absolutely 100% restricts the practice of kickbacks or payment from third-parties to LGA for utilization of their investment products or advice with clients. While others may practice this endeavor, we believe it creates an insurmountable conflict of interest in providing advice and service to clients. We have never and will never accept a penny of compensation for using a 3<sup>rd</sup> party investment product with our clients, and are proud to remain 100% independent and aligned with our client's best interest, consistently searching for the best investments at the lowest costs.





<b>Registered Investment Advisor Brochure (Form ADV – Part 2A/2B) - Updated: July 2011</b>
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### **Item 15: Custody**

LGA has custody of client accounts at TD Ameritrade. Clients receive monthly account statements from TD Ameritrade and should carefully review those statements, and compare those statements to the quarterly performance reports that LGA sends to clients.

LGA has custody on one other account where the trustee of the account is also an employee at LGA. This specific account is a family educational trust, not a client account.

As per an SEC Q&A guidance issued on May 20, 2010, LGA only has custody of non-TD Ameritrade accounts (e.g. 401Ks, 529s, 403Bs, annuities) that are managed for clients if LGA has the ability to withdraw funds or securities or transfer them to an account not in the client's name at a qualified custodian. LGA is currently undergoing a review of all such accounts to determine which may fall under the custody rule. As such, LGA would be required to engage an independent auditor to review such accounts to ensure that actual balances match with reported balances on an annual basis. Similar to accounts at TD Ameritrade, we encourage clients to compare monthly/quarterly statements from the broker-dealers on these accounts to LGA's quarterly reports, ensuring accurate account balance, beneficiary, and address information.

### **Item 16: Investment Discretion**

LGA clients sign a full trading authorization agreement through the preferred broker / dealer. LGA clients also sign a limited power of attorney for 401K, 403B, 457, and 529 accounts that are held at an alternative broker chosen by their plan sponsor. LGA has the discretion to select, buy, sell, and determine the quantities of the individual positions for each client account. LGA is only required to maintain or solicit the consent of customers for trades made on positions that were specifically discussed during the introductory interview (e.g. inherited stock that the client would like to hold onto for sentimental reasons, etc.).

If a client objects to any particular investment decision, he / she may discuss this with LGA and a mutually agreed upon decision will be made and documented if necessary. It is always preferred that the client and LGA engage in a discussion to resolve any potential differences in opinion. However, if client repeatedly acts in a manner inconsistent with the mutually agreed upon investment objectives, LGA reserves the right to cancel the customer agreement after providing written counsel to the customer. Similarly, the customer reserves the right to cancel their contract with LGA at any time if they so desire.



**Registered Investment Advisor Brochure (Form ADV – Part 2A/2B) - Updated: July 2011**

### **Item 17: Voting Client Securities**

LGA does not participate in proxy voting on a regular basis, and where required, chooses to vote along with board decisions of the underlying security. Clients have the option in their new account setup forms with TD Ameritrade to determine whether they would like LGA to vote proxies on their behalf or not.

LGA uses a tactical asset allocation model that trades frequently and typically invests greater than 90% of assets in ETFs or mutual funds (less than 10% in individual securities). As such, it is a very rare occasion when a material item arises on a proxy for which LGA continues to hold the investment position for the client. Consequently, LGA rarely ever votes proxies, instead focusing on asset selection and allocation amounts on an ongoing basis. If LGA strongly disagrees with the management of a certain investment, LGA more often than not sells the position rather than sticking around and voting the proxy. On the rare occasion where LGA is solicited through a phone conversation by a voting proxy company, LGA tends to either abstain, or vote along with the board of directors. Again, LGA decides to sell as the tool of choice if there is disagreement with the fund or management decisions / operations.

If a client requests a track record for proxy voting, LGA is happy to provide him/her with our policy and procedure, and provide them with their record as needed. However (again), LGA has rarely voted proxies and where LGA does, LGA has always voted along with the board. This also eliminates conflicts of interest in our decision making process.

### **Item 18: Financial Information**

The SEC requires advisors to disclose any financial condition that is reasonably likely to impair the advisor from the ability to meet contractual commitments to clients. Since inception in early 2007, LGA has been, and continues to be on, solid financial grounds, and has no current condition that would impair our abilities to meet commitments to clients. LGA is 100% self-funded with no debts or outside funding.



**Registered Investment Advisor Brochure (Form ADV – Part 2A/2B) - Updated: July 2011**

**Item 19: Requirements for State-Registered Advisors**

Requirement 19A: Identify each of your principal executive officers and management persons, and describe their formal education and business background:

Name: Raphael Martorello (Managing Partner, President, Adviser, Portfolio Manager)

D.O.B: March 8, 1974

Degree: B.S. Mechanical Engineering / Minor in Economics  
University of Virginia, 1997

Business: Partner / Advisor, Martorello Money Management: 2004 – Present  
Partner, LotusGroup Advisors: 2007 – Present

- 8 years of commercial investment experience
- 14 years of total investment experience and system development
- Registered as an Investment Advisor Representative

Director, ICG Commerce: 2000 – 2004

- Practice responsibility for all West Coast clients
- Management oversight for 20 employees
- Business Process Outsourcing

Associate, A.T. Kearney: 1997 – 2000

- Management / Business Consultant



**Registered Investment Advisor Brochure (Form ADV – Part 2A/2B) - Updated: July 2011**

Name: Andleib “Andy” Seth (Investment Advisor Representative)

D.O.B: May 10, 1978

Degree: B.A. Economics and B.A. Spanish  
Boston College, 2000

Business: Partner / Advisor, LotusGroup Advisors: 2007 – Present

- Founded in January, 2007
- 11 years of Client Services experience
- 7 years of Operations experience
- Registered as an Investment Advisor Representative

Manager, ICG Commerce: 2001 – 2007

- Client responsibility for US and foreign clients
- Management oversight for 20 employees
- Business Process Outsourcing

Consultant, Accenture: 2000 – 2001

- Management / Business Consultant

Name: Gregory R. Schowe (Investment Advisor Representative)

D.O.B: February 9<sup>th</sup>, 1978

Degree: B.A. Business Administration  
University of Oregon, 2000

Business: Advisor, LotusGroup Advisors: 2007 – Present

- 9 years of Client Services experience
- 8 years of custom solution design experience
- Registered as an Investment Advisor Representative

Owner / Senior Analyst, Schowe & Associates, 2006 - 2009

- Lead team in worldwide business system implementation
- Explore extensive business and system requirements
- Develop comprehensive custom solution for Clients



**Registered Investment Advisor Brochure (Form ADV – Part 2A/2B) - Updated: July 2011**

Senior Analyst, Strategic Vision Consulting: 2004 – 2006

- Custom business system design and implementation

Analyst, Plutus Enterprises: 2000 - 2004

- System design and testing

Name: Deanna Marasch (Executive Assistant)

D.O.B: August 20, 1981

Degree: B.A. Human Development/Elementary Education Licensure  
Metropolitan State College of Denver, 2010

Business: Executive Assistant, LotusGroup Advisors: 2011 – Present

Personal Assistant, Wolf Household: 2007 – 2011

Executive Assistant, Big Fish Brands: 2007-2009



<b>Registered Investment Advisor Brochure (Form ADV – Part 2A/2B) - Updated: July 2011</b>
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Requirement 19B: Describe any business in which you are actively engaged (other than giving investment advice) and the approximate amount of time spent on that business: **N/A – Not Applicable**

Requirement 19C: In addition to the description of your fees in Item 5 of Part 2A, if you are compensated for advisory services with performance-based fees, explain how these fees will be calculated. Disclose specifically that performance-based compensation may create an incentive for the adviser to recommend an investment that may carry a higher degree of risk to the client: **N/A – Not Applicable**

Requirement 19D: If you or a management person has been involved in one of the events listed below, disclose all material facts regarding the event:

- An award or otherwise being found liable in an arbitration claim alleging damages in excess of \$2,500: **N/A – Not Applicable**
- An award or otherwise being found liable in a civil, self-regulatory organization, or administrative proceeding: **N/A – Not Applicable**

Requirement 19E: In addition to any relationship or arrangement described in response to Item 10.C of Part 2A, describe any relationship or arrangement that you or any of management persons have with any issuer of securities that is not listed in Item 10.C. of Part 2A: **N/A – Not Applicable**



<b>Registered Investment Advisor Brochure (Form ADV – Part 2A/2B) - Updated: July 2011</b>
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### **Exhibit A: Material Changes**

The only material changes between our plain-English filing in March 2011 and this updated filing is that we have added a new office location, a new employee, removed an old employee, and updated our fee schedule for new clients with less than \$150,000 in assets under management. This does not affect any existing clients or new clients with more than \$150,000 in investable assets.



**Registered Investment Advisor Brochure (Form ADV – Part 2A/2B) - Updated: July 2011**

**Brochure Supplement (Team Bio's)**

**Andleib “Andy” Seth**

**LotusGroup Advisors, LLC.**

**1040 S. Gaylord Street #203, Denver CO 80209**

**Work Phone: 303.900.2215**

Form ADV – Part 2B

Updated: July 2011

Required Disclaimer: This brochure supplement provides information about Andy Seth that supplements the LotusGroup Advisors, LLC. brochure. Please contact Andy Seth if you have any questions about the contents of this supplement.

Additional information about Andy Seth is available on the SEC's website: [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).





**Registered Investment Advisor Brochure (Form ADV – Part 2A/2B) - Updated: July 2011**

Name: Andleib “Andy” Seth (Investment Advisor Representative)

D.O.B: May 10, 1978

Degree: B.A. Economics / B.A. Spanish  
Boston College, 2000

Business: Investment Advisor Representative, Martorello Money Management: 2007 – Present  
Partner / Advisor, LotusGroup Advisors: 2007 – Present

- Co-Founder of LGA in 2007
- 11 years of client service experience
- 8 years of operational experience

Manager, ICG Commerce, 2001 – 2007

- Business Process Outsourcing Consultant
- Client Responsibility for US and Foreign clients
- Management oversight of 20 employees

Consultant, Accenture: 2000 – 2001

- Management / Business Consultant

Disciplinary Information: None (100% clean record)

Other Business Activities: Andy Seth is an employee of MMM for the sole purpose of providing continuity of business in the event of a death / disability to the Managing Partner, Raphael Martorello.

Additional Compensation: None (Not Applicable)

Supervision: Andy Seth leads the Client Service practice and is a Managing Partner; therefore, he does not require any supervision. All Advisors report directly to Andy.

Requirements for State-Registered Advisers: None (Not Applicable)



**Registered Investment Advisor Brochure (Form ADV – Part 2A/2B) - Updated: July 2011**

**Brochure Supplement (Team Bio's)**

**Raphael A. Martorello**

**LotusGroup Advisors, LLC.**

**1040 S. Gaylord Street #203, Denver CO 80209**

**Work Phone: 303.777.7424**

**Mobile Phone: 415.793.8014**

Form ADV – Part 2B

Updated: July 2011

**Required Disclaimer:** This brochure supplement provides information about Raphael Martorello that supplements the LotusGroup Advisors, LLC. brochure. Please contact Andy Seth if you have any questions about the contents of this supplement.

Additional information about Raphael Martorello is available on the SEC's website: [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).



**Registered Investment Advisor Brochure (Form ADV – Part 2A/2B) - Updated: July 2011**

Name: Raphael Martorello (Managing Partner, Adviser, Portfolio Manager)

D.O.B: March 8, 1974

Degree: B.S. Mechanical Engineering / Minor in Economics  
University of Virginia, 1997

Business: Partner / Advisor, Martorello Money Management: 2004 – Present  
Partner, LotusGroup Advisors: 2007 – Present

- 8 years of commercial investment experience
- 14 years of total investment experience and system development
- Registered as an Investment Advisor Representative

Director, ICG Commerce: 2000 – 2004

- Practice responsibility for all West Coast clients
- Management oversight for 20 employees
- Business Process Outsourcing

Associate, A.T. Kearney: 1997 – 2000

- Management / Business Consultant

Disciplinary Information: None (100% clean record)

Other Business Activities: Raphael Martorello is an owner and partner of LGA's sister firm LotusGroup Advisors, as described in Item 10 of LGA's Form ADV – Part 2A.

Additional Compensation: None (Not Applicable)

Supervision: Raphael Martorello is the sole provider of client advice at LGA, and consequently there is no chain of command from a standpoint of supervision of client advice.

Requirements for State-Registered Advisers: None (Not Applicable)



**Registered Investment Advisor Brochure (Form ADV – Part 2A/2B) - Updated: July 2011**

**Brochure Supplement (Team Bio's)**

**Gregory R. Schowe**

**LotusGroup Advisors, LLC.**

**1040 S. Gaylord Street #203, Denver CO 80209**

**Work Phone: 303.460.3846**

Form ADV – Part 2B

Updated: July 2011

**Required Disclaimer:** This brochure supplement provides information about Andy Seth that supplements the LotusGroup Advisors, LLC. brochure. Please contact Andy Seth if you have any questions about the contents of this supplement.

Additional information about Greg Schowe is available on the SEC's website: [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).



**Registered Investment Advisor Brochure (Form ADV – Part 2A/2B) - Updated: July 2011**

Name: Gregory R. Schowe (Investment Advisor Representative)

D.O.B: February 9<sup>th</sup>, 1978

Degree: B.A. Business Administration  
University of Oregon, 2000

Business: Advisor, LotusGroup Advisors: 2007 – Present

- 9 years of Client Services experience
- 8 years of custom solution design experience
- Registered as an Investment Advisor Representative

Owner / Senior Analyst, Schowe & Associates, 2006 - 2009

- Lead team in worldwide business system implementation
- Explore extensive business and system requirements
- Develop comprehensive custom solution for Clients

Senior Analyst, Strategic Vision Consulting: 2004 – 2006

- Custom business system design and implementation

Analyst, Plutus Enterprises: 2000 - 2004

- System design and testing

Disciplinary Information: None (100% clean record)

Other Business Activities: None

Additional Compensation: None (Not Applicable)

Supervision: Greg is a Private Client Advisor and provides advice directly to clients. However, he does not trade or make investment decisions and therefore does not require supervision for those activities. Andy Seth is the direct supervisor for Greg Schowe, and monitors his work on a weekly basis, working together to serve and advise clients at LGA.

Requirements for State-Registered Advisers: None (Not Applicable)



**Registered Investment Advisor Brochure (Form ADV – Part 2A/2B) - Updated: July 2011**

**Brochure Supplement (Team Bio's)**

**Deanna Marasch**

**LotusGroup Advisors, LLC.**

**1040 S. Gaylord Street #203, Denver CO 80209**

**Work Phone: 720.285.2217**

Form ADV – Part 2B

Updated: July 2011

**Required Disclaimer:** This brochure supplement provides information about Deanna Marasch that supplements the LotusGroup Advisors, LLC. brochure. Please contact Andy Seth if you have any questions about the contents of this supplement.

Additional information about Deanna Marasch is available on the SEC's website: [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).



**Registered Investment Advisor Brochure (Form ADV – Part 2A/2B) - Updated: July 2011**

Name: Deanna Marasch (Executive Assistant)

D.O.B: August 20, 1981

Degree: B.A. Human Development/Elementary Education Licensure  
Metropolitan State College of Denver, 2010

Business: Executive Assistant, LotusGroup Advisors: 2011 – Present

Personal Assistant, Wolf Household: 2007 – 2011

Executive Assistant, Big Fish Brands: 2007-2009

Disciplinary Information: None (100% clean record)

Other Business Activities: Deanna Marasch provides duplicate services to LGA and its sister firm Martorello Money Management, as part of an employee sharing agreement. Services provided are identical in nature and present no conflict of interest.

Additional Compensation: None (Not Applicable)

Supervision: Deanna reports directly to Andy Seth, Managing Partner.

Requirements for State-Registered Advisers: None (Not Applicable)