

Lend Academy Investments, LLC  
dba NSR Invest, dba LendingRobot  
Part 2A of Form ADV  
The Brochure

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This brochure provides information about the qualifications and business practices of Lend Academy Investments, LLC (“Lend Academy Investments” “LAI” or the “Investment Manager”). LAI does business as both NSR Invest and Lending Robot, and their primary websites are at [www.nsrinvest.com](http://www.nsrinvest.com) and [www.lendingrobot.com](http://www.lendingrobot.com), respectively. If you have any questions about the contents of this brochure, please contact us at (646) 558-3232.

Additional information about Lend Academy Investments is also available here: [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## **Item 2 – Material Changes**

Ophir US is submitting an annual update to this brochure. Clients and prospective clients should carefully review the disclosure contained herein. There are no material changes in this brochure from the other-than-annual updating amendment of Lend Academy Investments LLC on February 13, 2023.

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## Item 4 – Advisory Business

Lend Academy Investments provides investment advisory services to private U.S. investment funds, institutional investors, financial advisors, family offices and individual clients on discretionary and non-discretionary bases. The advisory services include, among other things, providing advice regarding the selection of investments. NSR Invest and LendingRobot currently provide discretionary investment advice (“Discretionary Investment Service”) to two private investment funds (collectively the “Funds”) managed by the firm, including the Lend Academy P2P Fund, LP (the “P2P Fund”) and the LendingRobot Series, LLC (the “Series”). The Series is currently comprised of four separate private offerings with differing investment strategies. Additionally, LAI provides advisory services to institutions, external private funds, financial advisors, family offices and individual clients through a managed account service (the “Managed Account Service” or “MAS”). NSR Invest and LendingRobot also provide non-discretionary investment advisory service (“Non-discretionary Investment Service” or “NDIS”), to institutions, private funds, financial advisors, family offices and individual investors.

The primary investment objective of the Discretionary Investment Service is to provide investors with low volatility and an attractive yield on investments through the consumer and small business credit markets. The primary objective of the Non-discretionary Investment Service is to provide investors with the data, analytics, technology and portfolio reporting necessary to confidently invest in consumer and small business credit opportunities via online Marketplaces, as defined herein.

The Discretionary Investment Service consists of the P2P Fund, the Series, and the Managed Account Service. The Funds are private and operate under the 3(c)(1) exception of the Investment Company Act of 1940, as amended. The Funds plan to offer interests on a continual basis without registration in reliance upon Rule 506(c) of Regulation D of the Securities Act of 1933, as amended (the “Securities Act”). The Managed Account Service is a discretionary investment service that currently offers several investment strategies from which clients can select; including conservative, balanced, assertive, and custom strategies. From time to time, LAI may advise certain separately managed accounts to invest in other types of investments and opportunities. See “*Methods of Analysis, Investment Strategies and Risk of Loss*” for additional detail on Lend Academy Investments investment strategies.

The Non-discretionary Investment Service allows investors to execute investment strategies according to their own investment selection logic while utilizing the data, analytics, and portfolio reporting capabilities of Lend Academy Investments’ proprietary investment technology, NSRPlatform.

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

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

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

NSR Invest was founded as Lend Academy Investments, LLC in 2013 and is wholly owned by Lend Core, INC (“Lend Core”). LendingRobot was founded as Algorithmic, Inc in 2012 and is now wholly owned by Lend Core as of July 31, 2017. Lend Core is owned FH Global and minority shareholders representing investors, and current/former employees. Along with Lend Academy Investments, Lend Core also owns 100% of NSR Technology, LLC (“NSR Platform”).

Lend Academy Investments enters into a written investment advisory agreement with each of its advisory clients. As of December 31, 2022, LAI had approximately \$46,845,581 under management.

For the Funds, LAI serves as the General Partner and investment manager as defined by the Funds’ offering memorandums, limited partnership agreement and governing documents (collectively, the “Offering Documents”). Limited partners in the Funds are not considered clients of LAI and do not enter into investment advisory agreements with LAI. With respect to each of the Funds, their Brochures are qualified in their entirety by the Funds’ Offering Documents.

For Managed Account Service clients, LAI allocates securities based on the investment strategy chosen by the client; for Non-discretionary Investment Service clients, LAI allocates securities based on the investment strategy implemented by the client. For both Managed Account Service clients and Non-discretionary Investment Services clients, LAI does not consider the client’s individual circumstances when selecting Loans for clients’ portfolios. See “*Methods of Analysis, Investment Strategies and Risk of Loss*” for additional detail on LAI’s investment strategies. In limited circumstances, Managed Account Service and/or Non- discretionary Investment Service clients may impose certain restrictions on investing in certain securities or types of securities such as the term of Loans (as defined below) to be allocated to a client’s portfolio. LAI reserves the right to reject any client that seeks restrictions that LAI is unable to implement, or which may fundamentally alter the investment objective of the strategy selected by the client. Clients who restrict their investment portfolios may experience worse performance results than clients with unrestricted portfolios, even if the clients are invested in the same investment model.

Under NSR Invest’s standard written investment advisory agreements, the term of the agreement is for one year and automatically renews for successive one-year periods unless either party, upon 30 days’ prior written notice to the other party, shall elect to terminate the agreement as of the end of a calendar quarter or as of such other termination date as the parties may mutually agree in writing. Under LendingRobot’s standard written investment advisory agreements, the term of the agreement is indefinite unless either party provides communication of termination, which shall be effective immediately.

Lend Academy Investments does not participate in wrap fee programs.

## **Item 5 – Fees and Compensation**

### ***P2P Fund & Series***

LAI is entitled to receive out of the assets of the P2P Fund a 1.5% annual management fee, payable monthly in advance, which equals an agreed upon percentage of each limited partner’s capital account in the P2P Fund as of the fifth business day of each month. The minimum investment for the P2P Fund is \$250,000 per investor.

Limited partners pay fees and expenses in addition to the management fee. These fees and expenses are typically

allocated based on an investor's pro-rata portion of the P2P Fund and include administration, organizational, investment expenses, platform servicing fees, legal, accounting, audit and other professional fees and expenses. The General Partner of the P2P Fund will pay all expenses until the P2P Fund has at least \$20 million under management. Management fees paid in advance will be refunded or rebated back to the investor if during any month, an investor withdraws, LAI's relationship terminates with the P2P Fund, or the P2P Fund dissolves. LAI may, to a limited extent, invest the P2P Fund's assets in a Third- Party Fund (as defined and described in more detail in "*Methods of Analysis, Investment Strategies and Risk of Loss*"); to the extent that it does, the P2P Fund will also pay fees and expenses related to such investments. See also the Offering Documents for additional detail on all of the fees and expenses for the P2P Fund.

For the Series, LAI is entitled to receive out of the assets a 1% annual management fee, payable weekly, which equals an agreed upon percentage of each limited partner's capital account in the Series Fund as of the date of weekly reconciliation. The minimum investment for the Series is \$250,000 per investor.

Limited partners pay fees and expenses in addition to the management fee up to 0.59% per year. These fees and expenses are typically allocated based on an investor's pro-rata portion of the Series and include administration, organizational, investment expenses, platform servicing fees, legal, accounting, audit and other professional fees and expenses. The General Partner of the Series will pay all expenses which exceed 0.59% of the Series's AUM per year. LAI may, to a limited extent, invest the Series's assets in a Third- Party Fund (as defined and described in more detail in "*Methods of Analysis, Investment Strategies and Risk of Loss*"); to the extent that it does, the Series will also pay fees and expenses related to such investments  
– not subject to the 0.59% expense cap. See also the Offering Documents for additional detail on all of the fees and expenses for the Series.

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

### ***Managed Account Service***

Lend Academy Investments' Managed Account Service clients pay a fee, payable either monthly in arrears in the case of LendingRobot, or quarterly in arrears in the case of NSR Invest. The fee equals an agreed upon percentage of the account's average daily balance for the preceding quarter. The MAS Management Fee consists of a fee for the utilization of LAI's investment strategies ("Investment Strategy Fee") (or the "MAS Management Fee"). Additionally, some LendingRobot clients are subject to a fee waiver ("Fee Waiver") on a certain portion of their MAS fee – usually the first \$5,000, subject to a higher limit if the client is referred by certain partners or at the sole discretion of LAI. The Fee Waiver is independent of the Investment Service selected – whereby clients using both the NDIS and MAS are subject to the same total Fee Waiver amount.

<b>Investment Strategy</b>	<b>MAS Management Fee</b>
<b>NSR Invest Conservative</b>	0.60 % per year, assessed quarterly
<b>NSR Invest Balanced</b>	0.60% per year, assessed quarterly
<b>NSR Invest Assertive</b>	0.60 % per year, assessed quarterly
<b>LendingRobot Fully Automated Mode</b>	0.45% per year over Fee Waiver, assessed monthly

The recommended minimum investment for the Managed Account Service is \$10,000 per account.

For some clients we charge a fixed monthly fee for software/technical services that are provided in addition to advisory services. The fee varies based on the amount of services required.

### ***Non-discretionary Investment Service***

NSR Invest and LendingRobots' Non-discretionary Investment Service clients pay a fee, payable either monthly in arrears in the case of LendingRobot, or quarterly in arrears in the case of NSR Invest ("NDIS Fee"). The NDIS Fee applies to NSR Invest clients with aggregate assets of \$20,000 or more. Additionally, some LendingRobot clients are subject to a Fee Waiver on a certain portion of their NDIS fee – usually the first \$5,000, subject to a higher limit if the client is referred by certain partners or at the discretion of LAI. The Fee Waiver is independent of the Investment Service selected – whereby clients using both the NDIS and MAS are subject to the same total Fee Waiver amount.

<b>Investment Service</b>	<b>NDIS Fee</b>
Use of the NSR Platform	0.45% annually, assessed quarterly
Use of the LendingRobot Platform	0.45% per year over Fee Waiver, assessed monthly

The recommended minimum investment for the Non-discretionary Investment Service is \$5,000 per account. For some clients we charge a fixed monthly fee for software/technical services that are provided in addition to non-discretionary investment services. The fee varies based on the amount of services required.

### ***All Accounts***

The MAS Management Fee and NDIS Fee are paid in arrears and are based on the average daily balance of each client's assets during the previous calendar month or quarter. The fee for the first (and/or last) billing period during which NSR Invest or LendingRobot renders (and/or ceases to render) investment services for a client shall be prorated based on the number of days the account was open in that billing period. All fees are due and payable upon receipt of an invoice prepared by Lend Academy Investments.

In addition to LAI's fees, clients may incur Marketplace service fees and/or custodial charges and fees.

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

The investment strategies NSR Invest and LendingRobot use generally do not generate brokerage commissions. If Lend Academy Investments does invest client assets in securities that do generate brokerage commissions, clients will incur applicable brokerage charges. Please see "*Brokerage Practices*" for information about these practices. If LAI purchases interests in mutual funds, ETFs or other pools, vehicles; clients will pay the fees and expenses of these funds in addition to the Managed Account Service fees.

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

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

## Item 7 –Types of Clients

LendAcademy Investments provides discretionary and non-discretionary investment advice directly, through managed accounts, to eligible individuals, high-net worth individuals, financial advisors, trusts, family partnerships, funds, institutions, and other similar clients and who execute an investment advisory agreement. Eligibility varies under state law and is provided with the investment advisory agreement prior to an investor's execution.

LAI also acts as general partner and investment manager to the P2P and Series Funds. Investors in the Funds must be "accredited investors" as defined under Rule 506 of the Securities Act.

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

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

Lend Academy Investments invests in direct or indirect interests in loans, notes and certificates (the "Loans"), which primarily represent unsecured consumer credit and small business credit securities of both U.S. and non-U.S. originators and issuers which are listed or traded in recognized peer-to-peer lending marketplaces such as Prosper, among others (each, a "Marketplace"). The Loans may be issued by U.S. and non-U.S. individuals and corporations and may take the form of fixed rate loans, installment loans, or some other custom-defined loan payment structure. Currently, LAI emphasizes its investments in domestic U.S. consumer credit, but this emphasis may change over time depending on the relative opportunities for income. As discussed in *Item 4 – Advisory Business*, Managed Account Services clients can select from the various investment strategies currently offered by NSR Invest and LendingRobot: conservative, balanced, assertive, and fully-automated mode (custom).

- The NSR Invest assertive investment strategy attempts to maximize returns from investments in a diversified basket of unsecured consumer loans without overly exposing the client to economic risk factors that may result in principal losses under certain scenarios. The target rate of return for this strategy is 9% per annum, net of charge-offs and fees, with a portfolio average FICO score of 695.
- The NSR Invest balanced investment strategy attempts to generate a moderate return from a balanced allocation of unsecured consumer loans while maintaining a more conservative risk profile than the assertive strategy. The target rate of return for this strategy is 7% per annum, net of charge-offs and fees, with a portfolio average FICO score of 710.
- The NSR Invest conservative investment strategy attempts to provide a solid return while maximizing the stability of a portfolio of unsecured consumer loans by minimizing losses among the highest quality loans available. The target rate of return for this strategy is 5% per annum, net of charge-offs and fees, with a portfolio average FICO score of 740.
- The LendingRobot fully automated mode attempts to provide a customized investment strategy based on the risk-tolerance of each investor. As a result, some client portfolios represent both lower and higher risk strategies designed to target optimal risk-adjusted returns.
- The P2P Fund offers investors an aggressive strategy in Lending Club and Prosper originated loans, along with investments in unsecured consumer loans originated by Upstart and small business loans originated by Funding Circle. The P2P Fund may invest in securities issued by additional Marketplaces in the future. LAI is not required to allocate its investments in any set percentages to any particular borrower or loan types.
- The Series Fund offers investors the choice of four different investment allocations or separate funds, dependent on their risk tolerance and time-horizon; including short-term conservative, long-term



conservative, short-term aggressive, and long-term aggressive. Investors typically receive a customized allocation to one or more of the investment strategies based on their preferences. The Series Fund currently invests in Prosper. LAI has full discretion over selection and allocation within the Series.

In selecting Loans, the Investment Manager evaluates a number of factors relating to the creditworthiness of the underlying borrower based on a multitude of data points provided by the relevant Marketplace (as defined below), as well as the potential effect of general market and economic conditions on the borrower. LAI has developed on its own, and through the employment of experienced statisticians and credit analysts, investment algorithms that are used to rapidly select and purchase loans at high volume. These credit pricing and loan selection algorithms are designed to take into account the risks specific to an individual Loan. All investments are individually modeled, valued and selected to be included in clients' portfolios based on each client's investment strategy.

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

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

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

## **RISK FACTORS**

### **General Investment and Market Risk Factors**

*Clients May Lose All or Substantially All of Their Investment.* Investing is speculative and entails a high degree of risk. There can be no assurances that NSR Invest, LendingRobot, or collectively LAI will achieve its investment objectives. Clients must be prepared to lose all or substantially all of their investment.

*Exposure to Macroeconomic Events.* Portfolio losses may increase as a result of economic conditions beyond the control of LAI, the Marketplaces and the borrowers; including the rate of unemployment, prevailing interest rates, the level of consumer confidence, residential real estate values, the value of the U.S. dollar, energy prices, changes in consumer spending, the number of personal bankruptcies, disruptions in the credit markets and other factors. Interest rates in particular will affect the rates at which borrowers may gain access to capital and could directly affect the value of a client's investment. The rate of unemployment in particular will affect borrowers'

ability to pay their obligations and avoid default.

*Limited Access to Information.* For the Funds and Managed Account Services, while LAI attempts to evaluate the creditworthiness of the borrowers, it does not have access to key financial information, including financial statements of the borrowers, tax filings, bank and savings account balances, among other information. In addition, LAI has no way to verify whether the information supplied to it by the relevant Marketplace relating to the borrowers is true, accurate or complete.

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

### Third-Party Fund Risk

*Third-Party Fund Risk.* Where LAI invests any assets of the Funds in a Third-Party Fund, clients could be subject to additional fees, expenses, or incur delays in fund reporting. Third-Party Funds may charge clients management fees and incentive fees. As a result, the clients and indirectly investors in the Funds may bear multiple investment management fees (investment management fees from LAI and also from the Third-Party Fund), as well as incentive fees imposed by Third-Party Fund, which, in the aggregate, may exceed the fees and allocations that would typically be incurred by a direct investment with such Third-Party Funds. In addition, it is possible that clients and indirectly, investors in the Funds may pay incentive fees to a Third-Party Fund during periods when the Funds as a whole incurs losses. Clients will also be responsible for its pro rata share of any expenses associated with such investments.

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

### Risks Inherent in the Loans

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

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

*Bankruptcy Risk.* Borrowers may seek the protection of debtor relief under federal bankruptcy or state insolvency laws, which may result in the nonpayment of the underlying loans. In addition, although clients will

be invested through bankruptcy-remote vehicles established by the Marketplaces whenever practical, there is a risk that the bankruptcy of a Marketplace could negatively impact the performance of the underlying loans.

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

### Marketplace Risk

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

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

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

### Trading Risks

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

*Competitive Technology Platforms.* LAI operates both the LendingRobot and NSR Invest technology platforms for purposes of investing client accounts. The systems operate entirely separately and have varying degrees of capability with regard to speed of investment, analytics, and other such factors. As a result of limited loan supply in some circumstances, clients of one LAI technology platform or the other may be in direct competition for loans with other investors of LAI. While clients may choose to use either LAI-operated platform, the investor accepts the risk that returns may vary materially from other LAI clients using the same or different technology platforms as a result of the risks identified in this section.

*Leverage.* While the use of borrowed funds can substantially improve the return on invested capital, such use also may significantly increase the adverse impact to which clients' investment portfolios may be subject. In addition, money borrowed for leveraging will be subject to interest costs or other costs incurred in connection with such borrowing, which may or may not be recovered by the return on the Loans purchased with borrowed funds. Borrowing and the use of leverage create an opportunity for greater appreciation, but also for greater loss, in the value of clients' portfolios. They also increase the volatility of the value of the Funds' assets by

magnifying both increases and declines in the value of such assets. At this time LAI does not expect to leverage the assets in clients' portfolios but retains the discretion to do so.

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

*Non-U.S. Currency Exposure Risk.* LAI may invest a portion of clients' portfolios in non-U.S. currencies, or in instruments denominated in non-U.S. currencies, the prices of which are determined with reference to currencies other than the U.S. dollar. Loans and other assets will be valued in U.S. dollars for clients' portfolios. There can be no guarantee that financial instruments suitable for hedging currency or market shifts will be available at the time when LAI wishes to use them, or that hedging techniques employed by Lend Academy Investments will be effective. Furthermore, certain currency market risks may not be fully hedged or hedged at all. LAI may or may not seek to hedge all or any portion of portfolios' foreign currency exposure. To the extent investments are not hedged, the value of the non-U.S. assets will fluctuate with U.S. dollar exchange rates as well as the price changes of such investments in the various local markets and currencies. Thus, an increase in the value of the U.S. dollar compared to the other currencies in which clients are invested will reduce the effect of increases and magnify the effect of decreases in the value of the clients' investments in those local markets. Clients (and not LAI) bear the costs of any currency hedging.

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

*Uncertain Regulatory Guidance.* The Marketplaces operate novel programs that must comply with regulatory regimes applicable to all consumer credit transactions. The laws under such regimes are untested in regard to

the marketplace lending industry. Certain state laws generally regulate interest rates and other charges. In addition, other state laws, public policy and general principles of equity relating to the protection of consumers, unfair and deceptive practices and debt collection practices may apply to the origination, servicing and collection of the Marketplaces' consumer loans. A borrower's challenge of such laws, or a Marketplace's non-compliance with such laws, may result in losses for clients' portfolios.

## **Item 9 – Disciplinary Information**

On August 29, 2022, Lend Academy Investments entered into an order ("2022 Order") with the SEC. Without admitting or denying the findings in the 2022 Order, the SEC found that, in 2017, 2018, 2019, 2020 and 2021, LAI violated federal securities laws in connection with financial statement audits of private funds advised by LAI. LAI failed to timely distribute annual audited financial statements prepared in accordance with US GAAP to investors in the P2P Fund and the Series. Additionally, LAI did not promptly update and amend the Custody section of its Part 1A Form ADV filings as required by the Form ADV General Instructions. As a result, the 2022 Order states GIG willfully violated Sections 204(a) and 206(4) of the Advisers Act and Rules 204-1(a) and 206(4)-2 thereunder. The Adviser agreed to the terms of the settlement and paid a civil money penalty in the amount of \$75,000.

## **Item 10 – Other Financial Industry Activities and Affiliations**

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

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

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

The Code is designed to ensure that Lend Academy Investments personnel:

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

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

the following:

- Favoritism of one client over another client that would constitute a breach of fiduciary duty;
- Using knowledge about pending or currently considered securities transactions for clients to profit personally, directly or indirectly, as a result of such transactions, including by purchasing or selling such securities; and
- Recommending, implementing, or considering any securities transaction for a client without having disclosed any material beneficial ownership to the issuer or its affiliates to the Chief Compliance Officer of Lend Academy Investments (“CCO”). If the CCO deems the disclosed information a material conflict, the Supervised Person may not participate in any decision-making process regarding the securities of that issuer.

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

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

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

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

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

## **Item 12 – Brokerage Practices**

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

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

In addition, Marketplaces may purchase originations from third-party brokers and dealers. In such a case, we believe the relevant Marketplace will attempt to obtain the best price and the most favorable execution for its orders. The Marketplace will be responsible for the allocation, pricing, timing and all other decisions relating to the purchase and sale of assets. In placing orders with brokers or dealers, the relevant Marketplace may consider the experience and skill of the firm's securities traders and/or trading and allocation systems, as well as the firm's financial responsibility and administrative efficiency. Consistent with the foregoing obligations, the relevant Marketplace may select brokers on the basis of the research, statistical and pricing services they provide to the Marketplace.

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

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

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

## **Item 13 – Review of Accounts**

Michael Earlywine reviews the P2P Fund, Series Fund, and each separately managed account on a periodic basis, and in all cases at least quarterly. Mr. Earlywine, along with other members of the LAI team, meet on a periodic basis to analyze investment strategy, performance, allocation and portfolio balancing.

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

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

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

## **Item 15 – Custody**

Client assets for the Funds are held in custody by unaffiliated brokers and banks. In some cases, the broker-dealers associated with the Marketplaces may serve as a custodian for Clients’ assets.

For some of its Managed Accounts Service clients, NSR Invest deducts fees from accounts and as a result may be deemed to have custody of its clients’ assets under federal securities rules. NSR Invest obtains authorization to deduct fees, in writing, from its clients in the investment advisory agreement. NSR Invest also notifies the Managed Account Service clients’ custodian specifying the amount of the fee to be deducted from the client’s account and notifies the clients specifying and itemizing the fee. The Managed Accounts Service clients’ custodian sends statements to the clients, as applicable, showing all disbursements for the custodian account, including the advisory fee. Clients should receive account statements, at least quarterly, from their qualified custodian. Clients should read and carefully review these statements upon receiving them.

The Advisers Act’s “Custody Rule” provides an alternative to complying with certain requirements of the Custody Rule for investment advisers to limited partnerships or other types of pooled investment vehicles. The Custody Rule provides that an investment adviser shall be deemed to have complied with the Custody Rules’ independent verification requirement, and is not required to satisfy the notification and accounts statements delivery requirements with respect to a fund if the fund is subject to audit at least annually and distributes the fund’s audited financial statements prepared in accordance with US GAAP to all limited partners within 120 days of the end of the fund’s fiscal year” (the “Audited Financials Alternative”). The accountant performing the audit must be an independent public accountant that is registered with, and subject to regular inspection by, the Public Company Accounting Oversight Board. An investment adviser to a limited partnership that fails to meet the requirements of the Audited Financials Alternative to timely distribute audited financial statements prepared in accordance with GAAP would need to satisfy all of the requirements of the Custody Rule.

When Lend Academy Investments is deemed to have custody under Custody Rule because it is the general partner of the Funds, the Adviser will comply with the above requirements under the Audited Financials Alternative.

## **Item 16 – Investment Discretion**

Except with reference to Non-discretionary Investment Services, and pursuant to written investment advisory agreements, clients grant Lend Academy Investments the authority to determine which securities are to be bought or sold or the amount of the securities to be bought or sold without obtaining the consent of the client before the transaction is executed.



LAI exercises its discretionary authority through valid and executed agreements contained within individual separately managed account agreements for the Managed Account Service and within the Offering Documents of the P2P Fund.

### **Item 17 – Voting Client Securities**

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

### **Item 18 – Financial Information**

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

### **Item 19 – Requirements for State-Registered Advisers**

A. Principal Executive Officers and Management Persons.

Please see *Part 2B of Form ADV*.

B. Other Business Activity

None.

C. Performance-Based Compensation

Not applicable.

D. Disciplinary Matters

Not applicable.

E. Additional Relationships or Arrangements with Issuers

Not applicable