

**FIRST SUPPLEMENT TO
CONFIDENTIAL PRIVATE PLACEMENT MEMORANDUM
SPONSORED BY
Brynes Capital, LLC
a Delaware limited liability company**



**SUPPLEMENT MAXIMUM RAISE \$15,000,000
SUPPLEMENT #1 MINIMUM RAISE \$500,000
3,000 Units of Membership Interests at \$5,000.00 per Unit
(Minimum Purchase of five (5) Units)**

**THE DATE OF THIS SUPPLEMENT #1 IS
December 1, 2020**

THE SECURITIES OFFERED HEREBY HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933 AND ARE BEING OFFERED PURSUANT TO EXEMPTION FROM REGISTRATION THEREUNDER, RULE 506(C) OF REGULATION D. NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR PASSED UPON THE ADEQUACY OR ACCURACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

This First Supplement (“**Supplement #1**”) dated December 1, 2020, modifies and supplements the Confidential Private Placement Memorandum sponsored by Brynes Capital, LLC, a Delaware limited liability company (“**BC**” or “**Manager**”) dated December 1, 2020 (the “**Memorandum**” or “**PPM**”), and should be read only in conjunction with the Memorandum. This Supplement #1 is specifically for Units in the first Issuer Entity, Brynes Capital Life Settlement Wealth Fund 2021, LLC, a Delaware limited liability company (“**Brynes Capital Life Settlement Wealth Fund 2021**” or “**Company**”), which is managed by BC. With the funds raised through this Supplement #1, Brynes Capital Life Settlement Wealth Fund 2021 will acquire a portfolio of seven (7) life settlement policies (“**LS**”) as described herein. Any capitalized terms not defined herein shall have the same meaning in the Memorandum.

The minimum raise for this Supplement #1 is five hundred thousand dollars (\$500,000). The required minimum investment is five (5) Units, at five thousand dollars (\$5,000) per Unit, for a total minimum investment of twenty-five thousand dollars (\$25,000). The maximum raise under this Supplement #1 is three thousand (3,000) Units of Brynes Capital Life Settlement Wealth Fund 2021, or, fifteen million dollars (\$15,000,000). This Supplement #1, along with the Memorandum, is furnished by BC, as Manager of Brynes Capital Life Settlement Wealth Fund 2021, for use only by accredited investors (each an “**Investor**” and collectively the “**Investors**”) in evaluating the Offering described herein.

	Offering Price	Subscription Fee ¹	Proceeds to Brynes Capital Life Settlement Wealth Fund 2021 ²
Minimum Investment (5 Units)	\$25,000	\$0	\$25,000
Total Minimum Offering	\$500,000	\$0	\$500,000
Total Maximum Offering	\$15,000,000	\$0	\$15,000,000

This Supplement #1 is only a supplement to the Memorandum. *The terms and conditions of the Memorandum are incorporated herein and this Supplement #1 must be read in conjunction with the Memorandum in its entirety before investing in any Units of Brynes Capital Life Settlement Wealth Fund 2021.* All terms used herein, not otherwise defined, shall have the meanings set forth in the **Memorandum.**^[MB1]

¹ The Units offered hereby are being sold by certain officers, managers and key employees of affiliated companies of BC, as Manager of the Issuer, who will receive no selling commissions or other remuneration in connection with such sales. Management may elect, in its sole discretion, to sell up to one hundred percent (100%) of the Units through finders, placement agents, and/or broker-dealers registered with the Financial Industry Regulatory Authority (“**FINRA**”) (collectively hereinafter referred to as “**Placement Agent(s)**”) for a Placement Fee of up to two percent (2%) of the Offering. In addition, Management may agree to reimburse the Placement Agent for its legal fees and out-of-pocket expenses in connection with this Offering and to indemnify the Placement Agent against certain liabilities, including certain liabilities under the Securities Act of 1933. To the extent that Placement Fees are not incurred, the allocation to Placement Fees shall be added to operations of the Issuer.

² Before deduction of the Subscription Fee of two percent (2%) of the Offering, payable to BC which represents the total Subscription Fee for the life of the investment. (See "Estimated Sources and Uses of Proceeds.")

SUMMARY OF BRYNES CAPITAL LIFE SETTLEMENT WEALTH FUND 2021 OFFERING

Below is a description of Brynes Capital Life Settlement Wealth Fund 2021, its business, and the designated portfolio of life settlement policies (“**LS**”) it may acquire. Additional information about BC, its business, the Offering and a copy of the operating agreement for Brynes Capital Life Settlement Wealth Fund 2021, and other due diligence information regarding the LS Portfolio is available upon request.

Name of Issuer	Brynes Capital Life Settlement Wealth Fund 2021, LLC, a Delaware limited liability company (“ Brynes Capital Life Settlement Wealth Fund 2021 ” or “ Company ”).
Manager of Brynes Capital Life Settlement Wealth Fund 2021	Brynes Capital, LLC, a Delaware limited liability company (“ BC ” or “ Manager ”).
Overview of Brynes Capital Life Settlement Wealth Fund 2021	Brynes Capital Life Settlement Wealth Fund 2021 filed its Certificate of Formation on December 1, 2020. The purpose of the entity is to engage in any lawful activity for which a limited liability company may be organized, including acquiring LS. The registered agent in the state of Delaware is Harvard Business Services. Brynes Capital Life Settlement Wealth Fund 2021 is to be Manager-Managed.
Number of LS to be Acquired	Brynes Capital Life Settlement Wealth Fund 2021 intends to acquire a portfolio consisting of a minimum of five (5) and a maximum of ten (10) life settlement policies (“ LS Portfolio ”) described herein. Brynes Capital Life Settlement Wealth Fund 2021 will utilize the Closing Capital Contributions (defined below) solely for the purchase of the LS, management fees and the other purposes set forth herein and reflected in the Estimated Uses of Funds table below.
Distributions	<p>As Members, Investors will own Units of Brynes Capital Life Settlement Wealth Fund 2021. Upon payout of the LS benefits (a “Liquidity Event”), Investors will receive a pro-rata distribution of the proceeds of such payout based on the Membership Units owned by the Investor. Cash distributions to Investors will only be made when the individual insured by such LS (the “Insured”) dies and Brynes Capital Life Settlement Wealth Fund 2021 receives the death benefit proceeds. Upon receipt of those proceeds, the Manager will cause the Brynes Capital Life Settlement Wealth Fund 2021 to make a distribution of the proceeds thereof to its Members. As such, an Investor will receive a percentage of the death benefit from an LS owned by Brynes Capital Life Settlement Wealth Fund 2021. The Investor’s beneficial interest in Brynes Capital Life Settlement Wealth Fund 2021 will be calculated according to Investors’ percentage of Units held relative to all Units held by all Members of Company.</p> <p>Once proceeds are received, the Manager shall distribute those proceeds as follows:</p> <p>First, Manager shall repay outstanding debts and obligations, if any, of the Company. Next, distributions shall generally be made in the following proportions and priorities: (i) First, to the Members who have made a capital contribution, pro rata in proportion to their Units, until each such Member has received an amount equal to such Member’s capital contribution; and then (ii) a twenty percent (20%) Carried Interest of the remainder to the Manager (as defined in the Operating Agreement), if any; and the remainder to the Members pro rata in proportion to their Units.</p> <p>Notwithstanding section (ii) in the preceding paragraph, for High Speed Alliance (“HSA”) Clients who are Members at the time of distribution, the aforementioned Carried Interest shall be fifteen percent (15%) instead of twenty (20%). An “HSA Client” is defined as any individual or entity that, at the time of distribution, has a contractual relationship with HSA such that HSA or any of its affiliates is serving in a formal advisory role with said Member.</p>

Subject to the Manager’s ability to establish permitted reserves, the Manager anticipates effecting final distributions to the Members of Company as soon as is commercially practicable following a Liquidity Event. Interim distributions, if any, will be made at such times as the Manager determines in its sole discretion. All distributions will be made subject to, and following satisfaction of, any requirements relating to or restricting the transfer of Units or Life Settlement Policies imposed by the Company or at law.

In connection with distributions and if required by the Company, each Member agrees to be subject to the terms of the Life Settlement Policies purchase agreement executed by the Issuer as if such Member was an original purchaser thereunder. For the avoidance of doubt, any expenses relating to brokerage commissions, escrow fees, clearing and settlement charges, custodial fees, and any other costs relating to the transfer of the Life Settlement Policies or other assets to the Members following a Liquidity Event shall be borne by the Company. The amount of assets that are distributable to the Members will be net of such expenses.

**Overview of
Management and
Fees**

Pursuant to its Operating Agreement, the Manager of Brynes Capital Life Settlement Wealth Fund 2021 is BC. BC may only be removed “for cause,” and only by a vote of Members holding eighty percent (80%) of the Units of Brynes Capital Life Settlement Wealth Fund 2021. As remuneration of expenses incurred and anticipated, BC will receive a one-time Subscription Fee in the amount of two percent (2%) of this Offering (“**Subscription Fee**”). A copy of the Operating Agreement of Brynes Capital Life Settlement Wealth Fund 2021 is attached hereto as Exhibit 1.

**Overview of
Capstone Consulting
Agreement**

BC has engaged Capstone Alternative Strategies, LLC (“**Capstone**”) as a consultant to provide BC and the Issuer Entities with (i) specific opportunities to acquire Senior Life Settlement’s originated in both the secondary and tertiary markets, (ii) deliver specific premium analysis provided by strategic partners of the Capstone, (iii) provide due diligence on each opportunity prior to acquisition by the Issuer Entities, (iv) provide escrow facilities via Capstone’s relationship with Libra Fund, LLC and TVPX ARS, Inc., (v) any necessary third-party actuarial analysis of premium streams relative to such opportunities identified by Capstone, and (vi) any other support as may be identified from time to time that is deemed to be in the capacity of Capstone. Additionally, Capstone may earn compensation as a result of Capstone’s ability to negotiate the delivery of the LS Portfolio at or below the target price set forth in the Use of Funds table below. A copy of the Consulting Agreement is available upon request.

ESTIMATED SOURCES AND USES OF PROCEEDS OF THE OFFERING

Brynes Capital Life Settlement Wealth Fund 2021 expects to have approximately twelve million one hundred twenty-five thousand dollars (\$12,125,000) available for the uses set forth herein below if the entire twelve million one hundred twenty-five thousand dollars (\$12,125,000) is raised in this Offering, assuming the maximum placement fees are paid, but prior to giving effect to any other fees or expenses. The following table shows how Brynes Capital Life Settlement Wealth Fund 2021 expects to use these proceeds. Several of the items listed below (also addressed in the projections) cannot be precisely calculated and could vary materially from the amounts shown.

Estimated Sources of Funds

	Minimum Offering	Maximum Offering
Investors	\$500,000	\$15,000,000
TOTAL	\$500,000	\$15,000,000

Estimated Uses of Funds³

	Minimum Offering		Maximum Offering ⁴	
	Amount	Percentage	Amount	Percentage
Placement Fees ⁵	\$0	0.0%	\$0	0.0%
Subscription Fees ⁶	\$10,000	2.0%	\$300,000	2.0%
Acquisitions of LS/Premium Reserves ⁷	\$500,000	100.0%	\$15,000,000	100%
TOTALS	\$510,000	102%	\$15,300,000	102%

³ The net proceeds to BC from this Offering are estimated to be twelve million one hundred twenty-five thousand dollars (\$12,125,000) assuming that all Units are sold and assuming that the full amount of the Offering is raised by Management who receives no transactional based compensation from the sale of Units. See "*The Offering - Plan of Distribution*." Brynes Capital Life Settlement Wealth Fund 2021 is permitted to utilize capital after attaining the minimum Offering, but prior to the completion of the maximum Offering for uses as set forth in this Estimated Sources and Uses of Proceeds of the Offering. See "*Risk Factors*." The Management may allocate proceeds disproportionately during the pendency of the Offering.

⁴ The minimum and maximum proceeds are for illustrative purposes only based on the purchase of Units.

⁵ The Units offered hereby are being sold by certain officers and managers of BC who will receive no selling commissions or other remuneration in connection with such sales. BC may elect, at its sole discretion, to sell up to one hundred percent (100%) of the Units through finders, placements agents, and/or broker-dealers registered with the Financial Industry Regulatory Authority ("FINRA") (collectively hereinafter referred to as "Placement Agent(s)"). In addition, the Management may agree to reimburse the Placement Agent for its legal fees and out-of-pocket expenses in connection with this Offering and to indemnify the Placement Agent against certain liabilities, including certain liabilities under the Securities Act of 1933. (See "*Plan of Distribution*").

⁶ BC, as Manager, will receive a one-time Subscription Fee in an amount of two percent (2%) of the Offering. The Subscription Fee paid to BC represents the Subscription Fee for the lifetime of the investment and includes reimbursement of all Organization and Syndication Expenses incurred to date and advanced by BC, as Manager of each Issuer. BC will perform management services including, but not limited to, acquisition and monitoring of the investment for each Issuer. Brynes Capital Life Settlement Wealth Fund 2021.

⁷ If Capstone or its affiliate is able to negotiate a lower purchase price for any LS acquired within the LS Portfolio, such funds will be paid to Capstone as additional fees earned for its due diligence and administrative services. If funds remain in the premium and/or general reserve fund at the time an Issuer receives payout from the LS on the last surviving Insured Person, such funds will be retained by Capstone for its reserve management services. Capstone will receive compensation derived from the spread generated from the difference in true acquisition cost and mark-up to Brynes Capital Life Settlement Wealth Fund 2021, and is included in this estimated allocation.

DESCRIPTION OF BRYNES CAPITAL LIFE SETTLEMENT WEALTH FUND 2021's BUSINESS

Brynes Capital Life Settlement Wealth Fund 2021, LLC, was organized in Delaware on December 1, 2020, and has its principal office address is 11 Lexington Circle, Holden, MA 01520. The manager of Brynes Capital Life Settlement Wealth Fund 2021 is Brynes Capital, LLC, a Delaware limited liability company. Brynes Capital Life Settlement Wealth Fund 2021, through its Management team, have identified a LS Portfolio, which may be acquired by Brynes Capital Life Settlement Wealth Fund 2021, and, upon Brynes Capital Life Settlement Wealth Fund 2021 raising sufficient funds, Brynes Capital Life Settlement Wealth Fund 2021 will acquire such LS Portfolio for less than the face value of each LS within the portfolio. When a LS matures, Brynes Capital Life Settlement Wealth Fund 2021, as the beneficiary of the LS, is paid from the proceeds of the LS, and Brynes Capital Life Settlement Wealth Fund 2021 will, in turn, distribute the proceeds thereof to the Members, pro-rata, according to their relative ownership of Units in Brynes Capital Life Settlement Wealth Fund 2021.

Through this Supplement #1, the Investor will acquire Units of Brynes Capital Life Settlement Wealth Fund 2021 and, upon payout of the LS benefits, will receive distributions of a pro-rata share of the LS benefits paid to Brynes Capital Life Settlement Wealth Fund 2021, as more fully described in this Supplement #1 and the Memorandum. Acquisition of Units of Brynes Capital Life Settlement Wealth Fund 2021 presents a unique opportunity, in that the expected payout of the LS benefits is a known quantity. A LS with a one-million dollar (\$1,000,000) face value pays exactly one-million dollars, no more, and no less. As an example, if the Investor acquires ten percent (10%) of the Units of Brynes Capital Life Settlement Wealth Fund 2021, and Brynes Capital Life Settlement Wealth Fund 2021 acquires a LS with a \$1 Million face value, the anticipated distribution that Investor can expect to receive from Brynes Capital Life Settlement Wealth Fund 2021 upon payout of that LS is one-hundred thousand dollars (\$100,000), net of fees and expenses. The biggest variable is the date the LS matures, i.e., when the Insured dies. The above distribution example, remains subject to the terms of the Carried Interest paid to the Manager that is more fully described in the paragraph entitled "*Distributions*" above.

Understanding the Basics of Life Settlements

A life settlement transaction is simply the sale of an existing life insurance policy by its owner to a third party, for an amount that is more than any cash surrender value payable under the life insurance policy, but is less than the face amount of the policy.

Ownership

BC has sourced a portfolio of a minimum of five (5) and a maximum of ten (10) LS that may be acquired by Brynes Capital Life Settlement Wealth Fund 2021, and has entered into non-binding agreements to acquire those LS. BC relies on the experience of its exclusive consultant, Capstone, to carefully select the recommended LS Portfolio. Please see "Systems and Procedures" in Memorandum for additional information. The LS to be held by Brynes Capital Life Settlement Wealth Fund 2021 will be acquired from Capstone, which acquired the LS from previous life settlement transactions. Please see "*LS Selection*" in Memorandum for additional information. Upon raising the necessary Offering amount, BC will cause Brynes Capital Life Settlement Wealth Fund 2021 to acquire the designated LS based on availability at the time of fund raising. To the extent one (1) or more designated LS is unavailable upon raising sufficient funds to acquire it, a substitute LS with similar or more favorable terms may be acquired as determined in the sole discretion of BC. Once the LS Portfolio has been acquired, Brynes Capital Life Settlement Wealth Fund 2021 will have the right to collect the benefits payable under each LS when the Insured dies. Brynes Capital Life Settlement Wealth Fund 2021 will also have the right to sell each LS to another party.

Distributions Occur when a LS Matures and is Paid Out

The Investor's right to receive distributions is contingent upon a LS paying death benefits to Brynes Capital Life Settlement Wealth Fund 2021. When a LS matures, Brynes Capital Life Settlement Wealth Fund 2021 will file a death claim with the insurance company and disperse the death benefit funds to its Members based on their percentage interests of Units pursuant to the terms of the Operating Agreement. This occurs at the time each LS

within the LS Portfolio matures and is independent of the status of any other LS in the LS Portfolio held by Brynes Capital Life Settlement Wealth Fund 2021.

The Life Expectancy Process; Premium Reserve

The most significant risk factor involved in this transaction is time. The Investor will not receive any funds or realize any gain from his/her investment in Brynes Capital Life Settlement Wealth Fund 2021 until the LS's held by Brynes Capital Life Settlement Wealth Fund 2021 have matured, meaning that the Insured has died and the life insurance company has paid the death benefit under the LS to Brynes Capital Life Settlement Wealth Fund 2021. The longer the Insured lives, the more premiums need to be paid to keep the life insurance policy in force. No one can, with certainty, predict the date of death of the Insured. For that reason, BC requires that premiums for an additional twenty-four (24) months beyond the estimated life expectancy of the Insured be placed into escrow, to keep the LS in force.⁸

In order to more effectively manage the inherent longevity risk associated with this LS investment, BC has entered into a risk transfer arrangement with Capstone Capital Management, the Grantor of The Capstone Capital Trust, a premium reserve management company. The risk transfer is for the benefit of the Investor so that in the event that any one Insured lives longer than twenty-four (24) months past the Insured's life expectancy, Capstone will cause the additional premium payments to be paid from its general reserve funds for the benefit of Brynes Capital Life Settlement Wealth Fund 2021 and its Members. Capstone Capital Management and Capstone Capital Trust are in the business of managing longevity risk and will provide to Brynes Capital Life Settlement Wealth Fund 2021 a summary of audited financials supporting their ability to continue said management practices. In the event of Capstone Capital Trust's insolvency, Brynes Capital Life Settlement Wealth Fund 2021 will be required to issue premium calls on policies that have experienced extended longevity.

If the Insured dies before the period of life expectancy, there will be funds remaining in the Primary premium reserve fund for that LS. Remaining LS premiums are not distributed to Investors when maturities occur, but rather added to the Capstone Capital Trust and its general premium reserve fund, and used to meet future premium payments in the event a LS goes beyond its expectancy and the Primary reserve fund is exhausted. After the Primary and general reserve funds have been depleted, then BC may have to conduct a call for additional capital contributions by Members to pay the premiums to keep the life insurance policy in force. If a future capital call is required, it will reduce the Investor's return on investment or yield to maturity.

Additional Characteristics of the Product

Please see "Additional Characteristics of the Product" in the Memorandum for additional information regarding the Units and LS.

DESCRIPTION OF TARGET LS TO BE ACQUIRED

LS #:	0640	9972	9341	7813	0574	6639	0467
Face Value:	\$2,000,000	\$3,000,000	\$1,500,000	\$1,500,000	\$1,500,000	\$2,000,000	\$1,691,620
Company:	North American Company for Life & Health	Security Life of Denver	Wilco Life Insurance Company	AXA Equitable Life Insurance Company	American General Life Insurance Company	Lincoln National Life Insurance Company	John Hancock Life
LS Type:	Universal	Universal	Universal	Universal	Universal	Universal	Universal
Insured:	Male	Male	Male	Male	Female	Female	Male
Age:	78	89	80	77	89	84	84

⁸ If funds remain in the reserve account at the time Brynes Capital Life Settlement Wealth Fund 2021 receives payout from the LS on the last surviving Insured, such funds will be transferred to Capstone and held in its general premium reserve fund which is available to all customers that use its reserve management services

LE (months):	65	55	70	62	71	68	50
Target YTM:	85.15%	72.29%	83.47%	89.70%	92.34%	79.33%	65.04%

Brynes Capital Life Settlement Wealth Fund 2021 and its Manager, BC, make no guarantee or assurance that any life expectancy estimate obtained with respect to the expected maturity of a LS will be accurate or correct. Rather, any mortality table or other actuarial data with respect to the Insured under such LS will only be an educated prediction of, and therefore not a guarantee of, the date of the future maturity of the LS. The actual maturity of a LS may occur later than expected.

DESCRIPTION OF UNITS AND TERMS OF THE OFFERING

Membership Interests

BC, as Manager of Brynes Capital Life Settlement Wealth Fund 2021, is offering one hundred percent (100%) of its Units in Brynes Capital Life Settlement Wealth Fund 2021. Each Member of Brynes Capital Life Settlement Wealth Fund 2021 shall receive a percentage per Unit invested in Brynes Capital Life Settlement Wealth Fund 2021. The Units of Brynes Capital Life Settlement Wealth Fund 2021 will be allocated among the Members of Brynes Capital Life Settlement Wealth Fund 2021, as adjusted from time to time, compared to the total Units, as adjusted from time to time, held by all Members of Brynes Capital Life Settlement Wealth Fund 2021. As of December 1, 2020, but before giving effect to the sale of Units by BC pursuant to this Offering, there are no Members.

The minimum investment for this Supplement #1 is five (5) Units at five thousand dollars (\$5,000) per Unit, or twenty-five thousand dollars (\$25,000); however, at the sole discretion of the Manager, an Investor may invest less than twenty-five thousand dollars (\$25,000) and acquire less than five (5) Units. Brynes Capital Life Settlement Wealth Fund 2021 initially intends to sell two thousand four hundred twenty-five (2,425) Units and thus raise twelve million one hundred twenty-five thousand dollars (\$12,125,000) from Investors pursuant to this Supplement #1.

Distributions

BC, as Manager, does not intend to cause Brynes Capital Life Settlement Wealth Fund 2021 to make any cash or property distributions to Members from Brynes Capital Life Settlement Wealth Fund 2021's assets (only from Brynes Capital Life Settlement Wealth Fund 2021's cash flow). However, any such distributions, if they occur, shall be made to the Members in proportion to their respective percentage ownership in Brynes Capital Life Settlement Wealth Fund 2021, as set forth more fully in Brynes Capital Life Settlement Wealth Fund 2021's Operating Agreement.

Any cash receipts or sale and residual proceeds available for distribution to the Members shall be distributed to Members at such times as are determined in the discretion of the Management. Cash distributions to Investors will only be made when the Insured dies and Brynes Capital Life Settlement Wealth Fund 2021 receives the death benefit from the LS, at which time the Manager will cause Brynes Capital Life Settlement Wealth Fund 2021 to make a distribution of the proceeds thereof to its Members, pro-rata, based on their percentage of Units. All references to percentage ownership and/or Membership Interests shall refer to the percentage interests of Units of Membership Interests in Brynes Capital Life Settlement Wealth Fund 2021 as of the date of such distribution.

For a description of BC and its beneficial ownership, please see "DESCRIPTION OF UNITS AND TERMS OF THE OFFERING;" "MANAGERS, EXECUTIVE OFFICERS, PROMOTERS AND CONTROL PERSONS;" and "SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT" in the Memorandum. **INVESTORS WILL NOT RECEIVE A MEMBERSHIP INTEREST OR UNITS IN BC.**

DILUTION

Dilution represents the difference between the net cash book value per Unit in Brynes Capital Life Settlement Wealth Fund 2021, both before and after the Offering. Net cash book value per Unit is the difference between Brynes Capital Life Settlement Wealth Fund 2021's tangible assets and its liabilities, divided by the number of Units outstanding for Brynes Capital Life Settlement Wealth Fund 2021. Investors in this Offering may encounter a dilution of the net cash value of their Units based on the number of Units Brynes Capital Life Settlement Wealth Fund 2021 has already issued.

Offering - \$15,000,000

Before this Offering, no Units in Brynes Capital Life Settlement Wealth Fund 2021 were issued. Assuming all two thousand four hundred twenty five (3,000) Units authorized pursuant to this Offering in Brynes Capital Life Settlement Wealth Fund 2021 are subscribed for, then one hundred percent (100%) of the Units in Brynes Capital Life Settlement Wealth Fund 2021 will be issued and outstanding to the Members of Brynes Capital Life Settlement Wealth Fund 2021 and the net cumulative cash book value of all of the Units in Brynes Capital Life Settlement Wealth Fund 2021 would equal fifteen million dollars (\$15,000,000) or approximately five thousand dollars (\$5,000) per Unit. These funds will be available for the uses set forth in the Estimated Uses of Funds table above. None of the Units have anti-dilution rights.

The following table illustrates the per Share dilution:

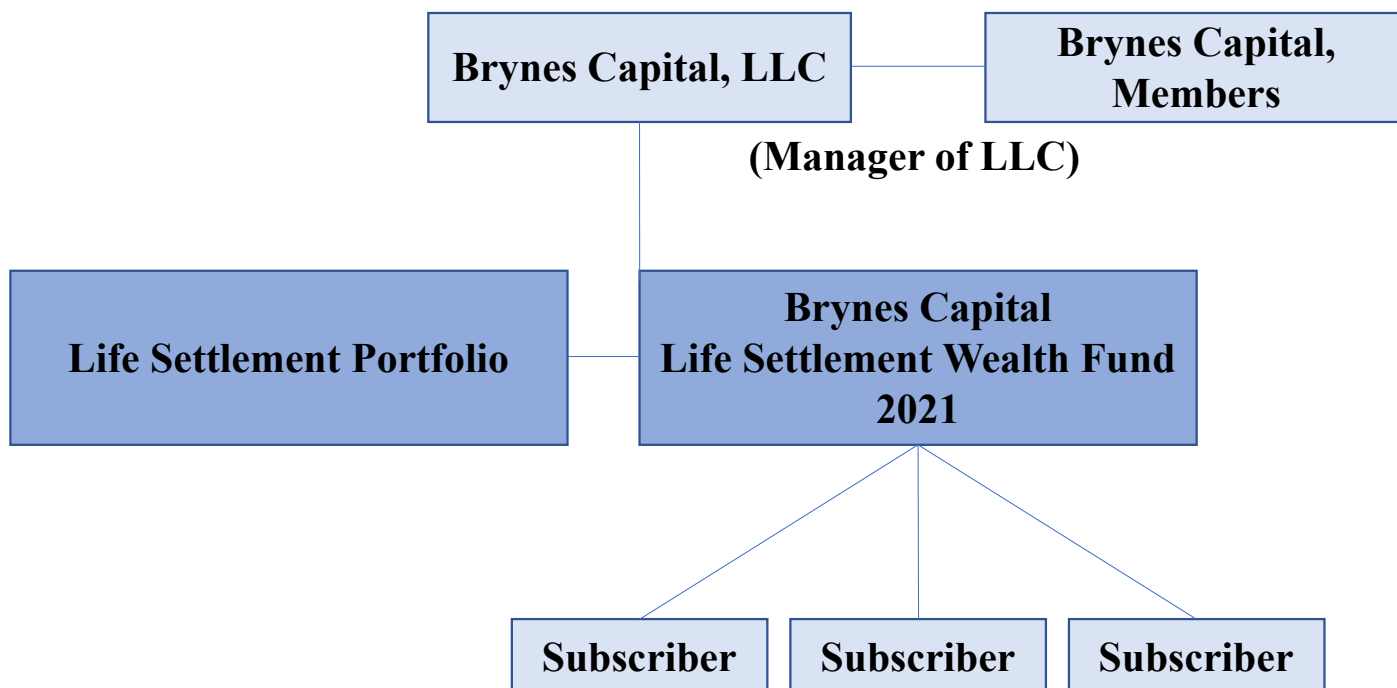
Per Unit	
Price Per Unit	\$5,000.00
Net Cash Book Value Per Unit Prior to Offering	\$0.00
Increase in Net Cash Book Value Per Unit attributable to this Offering	\$5,000.00
Net Cash Book Value Per Unit After Offering	\$5,000.00
Dilution to Members in this Offering	0%

MANAGEMENT AND COMPENSATION

Structure

Brynes Capital Life Settlement Wealth Fund 2021, LLC, was organized in Delaware on December 1, 2020, and its principal office address is 11 Lexington Circle, Holden, MA 01529. The manager of Brynes Capital Life Settlement Wealth Fund 2021 is Brynes Capital, LLC (“BC”) a limited liability company established in Delaware on December 1, 2020, with its principal office at 11 Lexington Circle, Holden, MA 01520. BC, as Manager, will cause Brynes Capital Life Settlement Wealth Fund 2021 to acquire a portfolio of seven (7) LS.

After Investor funds have been transferred into BC’s escrow account established with Citizen’s Bank for the benefit of Brynes Capital Life Settlement Wealth Fund 2021, and the minimum target amount for this Supplement #1 is reached, the pooled funds will be released and sent to Brynes Capital Life Settlement Wealth Fund 2021, which in turn will fund the business purpose and acquire the portfolio of a minimum of one (1) out of the up to ten (10) LS set forth herein. Investors will own a pro-rata share of Brynes Capital Life Settlement Wealth Fund 2021. The investment structure generally looks as follows:



Please see “*Structure*” in the Memorandum for additional information regarding this structure.

Management Summary

BC is a manager-managed limited liability company, and is managed by two (2) managers. The current managers of BC are Christopher Hynes (52) and Dr. William Bryant (48).

BC’s Management will have power and authority to manage its business and thus may make investment decisions that affect Brynes Capital Life Settlement Wealth Fund 2021. BC’s Management will coordinate and manage all of Brynes Capital Life Settlement Wealth Fund 2021’s activities, maintain records and accounts, and arrange for the preparation and filing of all tax returns for Brynes Capital Life Settlement Wealth Fund 2021. No debt shall be contracted or liability incurred by or on behalf of Brynes Capital Life Settlement Wealth Fund 2021 except by BC as the Manager. For a full description of BC and its Management, please see “*MANAGERS, EXECUTIVE OFFICERS, PROMOTERS AND CONTROL PERSONS*” in the Memorandum.

Manager and BC Compensation

The Manager of the Issuer will receive an amount equal to two-percent (2%) of the Offering as a separate Subscription Fee as reimbursement for its legal fees and out-of-pocket expenses in connection with this Offering. The Subscription Fee of two-percent (2%), payable to BC, may be remitted either by separate transaction or subtracted from the gross Subscription Amount at the Subscriber’s election in the Subscription Agreement. The Subscription Fee represents the Total Fees for the life of the investment

See “*Summary of Organizational Documents.*” Lastly, BC shall be entitled to a Carry Percentage paid to it. This Carry Percentage is more fully described in the paragraph entitled “*Distributions*” above. BC will perform management services including, but not limited to, third party relationship management, due diligence and monitoring of the LS Portfolio. BC and/or its affiliates and services providers may also receive reimbursement of costs and expenses they incur in relation to organization and management of Brynes Capital Life Settlement Wealth Fund 2021, and its assets. See “*Summary of Organizational Documents.*”

Additionally, BC may seek reimbursement from Brynes Capital Life Settlement Wealth Fund 2021 for premium payments and subsequently incurred expenses related to organization of Brynes Capital Life Settlement Wealth Fund 2021 and the Offering, including, but not limited to, legal and accounting fees. All costs related to LS

acquisition will be borne directly by Brynes Capital Life Settlement Wealth Fund 2021. Third parties or affiliates of the Manager may receive fees for services performed for Brynes Capital Life Settlement Wealth Fund 2021 at market rates for such services. BC does not charge or markup on third party or Management Fees. See “*Certain Relationships and Related Transactions*.”

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table contains information about the beneficial ownership of Brynes Capital Life Settlement Wealth Fund 2021 for:

- Each Member known by us to own beneficially more than five percent (5%) of Units of Brynes Capital Life Settlement Wealth Fund 2021
- Each of the Managers
- Each of the executive officers

The percentage of ownership beneficially owned prior to this Supplement #1 in the following table is based on the Units outstanding on December 1, 2020. No Units were issued before this Supplement #1 in Brynes Capital Life Settlement Wealth Fund 2021. Beneficial ownership is determined in accordance with the rules of the Securities and Exchange Commission.

Security Ownership of Brynes Capital Life Settlement Wealth Fund 2021

Title of Class	Name and Address of Beneficial Owner (5%)	Amount and Nature of Membership Interests (Units) Beneficially Owned Prior to this Offering
Membership Interests (Units)	None	N/A

For the security ownership of certain beneficial owners of BC, please see “SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT” in the Memorandum.

SUMMARY OF ORGANIZATIONAL DOCUMENTS

Your rights as a Member of Brynes Capital Life Settlement Wealth Fund 2021 is established and governed by Brynes Capital Life Settlement Wealth Fund 2021’s Operating Agreement. The following is a summary of the material provisions of the Operating Agreement and Articles of Organization of Brynes Capital Life Settlement Wealth Fund 2021:

- (a) For a discussion of compensation and payments to Brynes Capital Life Settlement Wealth Fund 2021’s Manager, see “*6.3 Personal Services*,” subsection 6.3.2.
- (b) For a discussion of the liability of Brynes Capital Life Settlement Wealth Fund 2021’s Management for their acts or omissions and the indemnification of the Management, see “*6.5 Liability and Indemnification*.”
- (c) For a discussion of the reports to be received by the investors, see Article IX. “*Books, Records, Accounting, and Tax Elections*.”
- (d) For a discussion of the voting rights to be received by the investors, as Members, see “*6.2 Meetings of and Voting by Members*,” “*6.1.3 Extraordinary Transactions*,” and “*6.1.4 Limitation on Authority of*

Members.”

- (e) For a discussion of the distribution to be made to the investors, see Article IV. *“Distributions.”*
- (f) For a discussion on limitations on a Member’s ability to transfer its Membership Interests, *Article VII. “Transfer of Interests and Withdrawals of Members.”*

Potential Investors should not rely solely on this summary, which is qualified in its entirety by reference to the entire Operating Agreement and Certificate of Formation for Brynes Capital Life Settlement Wealth Fund 2021, which is available in their entirety for Investors to read prior to investing. Some provisions of the Operating Agreement and Certificate of Formation are also described in other sections of the Memorandum and this Supplement #1.

Manager

The Operating Agreement of Brynes Capital Life Settlement Wealth Fund 2021 provides that the Manager is Brynes Capital, LLC, a Delaware limited liability company (“**BC**”). The Manager will serve until the earlier of the Manager’s resignation, dissolution, or the Manager’s removal “for cause” and then only by a vote of the Members holding eighty percent (80%) of the Units of Brynes Capital Life Settlement Wealth Fund 2021. See Section 6.1.5 *“Removal of Manager.”* BC, as the Manager of each Issuer, will receive a Subscription Fee of two percent (2%) of the proceeds of the Offering for its management services. See Section 6.3.2. The Management Fee paid to BC represents the Management Fee for the lifetime of the investment and includes reimbursement of all Organization and Syndication Expenses initially advanced by BC, as Manager. BC will perform management services including, but not limited to, third party relationship management, due diligence and monitoring of the investment for each Issuer. BC may also receive reimbursement of costs and expenses it incurs in performance of its management duties.

Additionally, BC, as Manager is entitled to a Carried Interest on Distributions upon a Liquidity Event. See the Memorandum and Section 4.2 *“Distributions upon a Capital Transaction”* in the Operating Agreement for more information.

Amendment of the Certificate of Formation

The Certificate of Formation of Brynes Capital Life Settlement Wealth Fund 2021 may be amended, altered or repealed, and other provisions authorized by the Corporations Code of the State of Delaware then in force may be added or inserted in the manner and at the time prescribed by said laws. The Operating Agreement may not be amended without the written consent of the Manager and Members holding a majority of the Percentages. See Section 10.4 *“Complete Agreement.”*

Member Voting Matters

A meeting of the Members may be called at any time by the Manager(s) or authorized officer(s). Voting Members shall have the right to vote on all matters requiring the vote of the Members pursuant to the Operating Agreement or any non-waivable provision of applicable law. See Section 6.2 *“Meetings of and Voting by Members.”*

Notice of all meetings of the Members, if any, may be delivered to the Members, who will be allowed to attend any such meeting and participate in any discussion prior to a vote on any matter affecting Brynes Capital Life Settlement Wealth Fund 2021 or its business by the Voting Members. In lieu of holding a meeting, the Members may vote or otherwise take action by a written instrument indicating the consent of Members holding a majority of the Percentages of the Members entitled to vote. See Section 6.2.4.

Distributions

No member has a right to demand the return of all or a portion of a Member’s capital, irrespective of the

nature of his or her capital contribution. In the event of a return of capital, such return of capital will not be considered a distribution and will not be included in the determination of such Member's return on investment. All amounts withheld pursuant to the Code or any provisions of state or local tax law with respect to any payment or distribution to the Members from Brynes Capital Life Settlement Wealth Fund 2021, shall be treated as amounts distributed to the relevant Member or Members pursuant to the Operating Agreement.

No distributions will be made to the Members until Brynes Capital Life Settlement Wealth Fund 2021 has sufficient reserves and a positive cash flow from its operations. Brynes Capital Life Settlement Wealth Fund 2021 does not intend to make a distribution until it receives a payout upon the maturity of the first LS. Accordingly, there can be no assurance that any distributions will be made to the Members prior to liquidation.

Except as otherwise provided in the Operating Agreement, all distributable cash and allocations of profit or loss, other than capital transactions or other property, shall be made to the Members, pro rata in proportion to the respective Percentages of each of the Members on the record date of such distribution subject to the Carry Percentage payable to BC. See Article IV "*Distributions*" of the Operating Agreement.

Indemnification

The Operating Agreement limits the liability of the Manager(s), officers and agents for certain acts. The Operating Agreement also provides for payment in advance of expenses and attorney's fees incurred in defending any criminal or civil action or proceeding for which indemnification is required. See section 6.5 "*Liability and Indemnification*." BC has been advised that in the opinion of the Securities and Exchange Commission indemnification for liabilities arising under the Securities Act of 1933 (the "Act") is against public LS as expressed in the Act, and is, therefore, unenforceable. If a claim for indemnification against such liabilities is asserted by one of Brynes Capital Life Settlement Wealth Fund 2021's Manager(s), officers, or controlling persons in connection with the securities being registered, Brynes Capital Life Settlement Wealth Fund 2021 will, unless in the opinion of its legal counsel the matter has been settled by controlling precedent, submit the question of whether such indemnification is against public policy to a court of appropriate jurisdiction. Brynes Capital Life Settlement Wealth Fund 2021 will then be governed by the court's decision.

Reports to Members

Brynes Capital Life Settlement Wealth Fund 2021's books and records will be maintained at its principal offices and, subject to such reasonable standards and limitations (including standards governing what information and documents are to be furnished at what time and location and at whose expense, as may be set forth in the Operating Agreement or otherwise established by the Manager), will be open for examination and inspection by Brynes Capital Life Settlement Wealth Fund 2021's Members during reasonable business hours. Subject to the foregoing, from time to time, upon reasonable demand, Brynes Capital Life Settlement Wealth Fund 2021 will furnish a current list of the name and last known business, residence or mailing address of each Member and Manager, to a Member who requests the list in writing for a proper purpose reasonably related to the Member's Units as a Member of Brynes Capital Life Settlement Wealth Fund 2021. See Article IX "*Books, Records, Accounting, and Tax Elections*."

Potential Investors should not rely solely on this summary, which is qualified in its entirety by reference to the entire Operating Agreement and Certificate of Formation and which are available in their entirety for Investors to read prior to investing. Some provisions of the Operating Agreement and Certification of Formation are also described in other sections of the Memorandum and this Supplement #1.

BUSINESS RISKS

Your acquisition of Units is subject to various risks. Please see "*RISK FACTORS*" in the Memorandum for a description of Risks related to acquisition of Units, the business and the LS.

POTENTIAL CONFLICT OF INTEREST

Investors will not have any interest in BC or its Management's entities and will not be in a position to control their activities. BC will be the Manager of Brynes Capital Life Settlement Wealth Fund 2021. Investors must rely on the general fiduciary standards which apply to the management of a limited liability company to prevent unfairness by the Management in a transaction with Brynes Capital Life Settlement Wealth Fund 2021. For a discussion of relationships and transactions presently contemplated between Brynes Capital Life Settlement Wealth Fund 2021, BC, its affiliates and its Management, please see "*CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS*" in the Memorandum. Except those as may arise in the normal course of the relationship, there are no transactions presently contemplated between Brynes Capital Life Settlement Wealth Fund 2021, BC and its Management other than those discussed in this Supplement #1 and the Memorandum.

HOW TO SUBSCRIBE

If, after carefully reviewing the information contained in this Supplement #1 and the Memorandum, you decide to subscribe, you should carefully read the instructions that appear in the separate package of Subscription Documents, complete the Subscription Documents and deliver them with funds in an amount equal to the number of Units times five thousand dollars (\$5,000) (the minimum subscription is five (5) Units for twenty-five thousand dollars (\$25,000)). The foregoing should be forwarded pursuant to the Subscription Agreement. Your subscription agreement is non-revocable, and subscription funds shall be held in Escrow until released to Brynes Capital Life Settlement Wealth Fund 2021, as provided herein and in the Escrow Agreement.