

Factor Technologies Inc.

d/b/a HummingBird

Firm Brochure - Form ADV Part 2A

This brochure provides information about the qualifications and business practices of Factor Technologies Inc.. If you have any questions about the contents of this brochure, please contact us at (858) 880-0217 or by email at: mendoza@factorindexing.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about Factor Technologies Inc. is also available on the SEC's website at www.adviserinfo.sec.gov. Factor Technologies Inc.'s CRD number is: 175313.

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Registration does not imply a certain level of skill or training.

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Item 2: Material Changes

Factor Technologies Inc. has the following material changes to report. This list summarizes changes to policies, practices or conflicts of interests only.

- The firm has added the d/b/a HummingBird.
- The firm has a pending application for SEC registration.

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Item 4: Advisory Business

A. Description of the Advisory Firm

Factor Technologies Inc. d/b/a HummingBird (hereinafter "FTI") is a Corporation organized in the State of Delaware.

The firm was formed in September 2012, and the principal owners are Christopher John Mendoza and Ian Ananda Lucas.

B. Types of Advisory Services

HummingBird Direct

The HummingBird Direct program offers software based investment management advice based on modern portfolio theory. We create an investment plan and manage a client's portfolio by seeking to determine 1) suitable asset classes in which to invest, 2) suitable funds or other investments to represent each asset class, 3) the optimized mix of assets based on the Client's risk tolerance, and 4) an appropriate rebalancing schedule for the Client's portfolio.

Fees for the HummingBird Direct program is 0.29% at all asset levels. There is a minimum monthly fee of \$5.00 for this service.

Furthermore, FTI offers ongoing portfolio management services based on the individual goals, objectives, time horizon, and risk tolerance of each client. FTI creates an Investment Policy Statement for each client, which outlines the client's current situation (income, tax levels, and risk tolerance levels). Portfolio management services include, but are not limited to, the following:

- | | |
|-----------------------|--------------------------------|
| • Investment strategy | • Personal investment policy |
| • Asset allocation | • Asset selection |
| • Risk tolerance | • Regular portfolio monitoring |

FTI evaluates the current investments of each client with respect to their risk tolerance levels and time horizon. FTI will request discretionary authority from clients in order to select securities and execute transactions without permission from the client prior to each transaction. Risk tolerance levels are documented in the Investment Policy Statement, which is given to each client.

FTI seeks to provide that investment decisions are made in accordance with the fiduciary duties owed to its accounts and without consideration of FTI's economic, investment or other financial interests. To meet its fiduciary obligations, FTI attempts to avoid, among other things, investment or trading practices that systematically advantage or

disadvantage certain client portfolios, and accordingly, FTI's policy is to seek fair and equitable allocation of investment opportunities/transactions among its clients to avoid favoring one client over another over time. It is FTI's policy to allocate investment opportunities and transactions it identifies as being appropriate and prudent among its clients on a fair and equitable basis over time.

HummingBird Advisor

The HummingBird Advisor Program includes all services named in the HummingBird Direct program, and also includes financial planning services. This includes giving the Client an estimate of the future financial resources available to the Client over the Client's lifetime, and how these resources can be used to meet the Client's objectives for retirement, education, estate planning, tax planning, and other personal objectives. The planning may also include, if requested and appropriate, an insurance needs analysis. The client is also assigned a personal investment advisor to whom which they can call on five days a week to answer any questions related to their personal financial situation. Factor Technologies Inc. will not provide legal advice or tax advice. Planning services are generally provided over a period of time after a Client first begins working with the firm and usually follows a process including the following steps:

- Establish relationship terms.
- Gather needed client data, including personal and financial data, goals, objectives, and risk tolerance.
- Analysis of Client's existing financial status.
- Develop and present recommendations
- Assist in the implementation of the recommendations as appropriate.
- Ongoing monitoring and review of all financial planning areas
- Answering questions from Client on issues with financial impact to their lives.
- Finding new opportunities to improve the client's financial wellbeing on an ongoing basis.

Fees for the HummingBird Advisor program are 0.89% on the first \$1,000,000 of assets and 0.49% on all assets above \$1,000,000. There is a minimum monthly fee of \$5.00 for this service.

In offering financial planning, a conflict exists between the interests of the investment adviser and the interests of the client. The client is under no obligation to act upon the investment adviser's recommendation, and, if the client elects to act on any of the recommendations, the client is under no obligation to effect the transaction through the investment adviser. This statement is required by California Code of Regulations, 10 CCR Section 260.235.2.

Services Limited to Specific Types of Investments

FTI generally limits its investment advice to mutual funds, fixed income securities, equities, ETFs and non-U.S. securities, although FTI primarily recommends equity

etfs to a majority of its clients. FTI may use other securities as well to help diversify a portfolio when applicable.

C. Client Tailored Services and Client Imposed Restrictions

FTI offers the same suite of services to all of its clients. However, specific client investment strategies and their implementation are dependent upon the client Investment Policy Statement which outlines each client's current situation (income, tax levels, and risk tolerance levels). Clients may not impose restrictions in investing in certain securities or types of securities in accordance with their values or beliefs.

D. Wrap Fee Programs

A wrap fee program is an investment program where the investor pays one stated fee that includes management fees, transaction costs, fund expenses, and other administrative fees. FTI does not participate in any wrap fee programs.

E. Assets Under Management

FTI has the following assets under management:

Discretionary Amounts:	Non-discretionary Amounts:	Date Calculated:
\$0	\$0	February 2015

Item 5: Fees and Compensation

Lower fees for comparable services may be available from other sources.

A. Fee Schedule

Asset-Based Fees for HummingBird Advisor

Total Assets Under Management	Annual Fee
\$0 - \$1,000,000	0.89% * subject to minimum monthly fee of \$5.00
on assets above \$1,000,000	0.49%

Asset-Based Fees for HummingBird Direct

Total Assets Under Management	Annual Fee
All Assets	0.29%* subject to minimum monthly fee of \$5.00

The final fee schedule is attached as Exhibit II of the Investment Advisory Contract. Clients may terminate the agreement without penalty for a full refund of FTI's fees within five business days of signing the Investment Advisory Contract. Thereafter, clients may terminate the Investment Advisory Contract generally with 30 days' written notice.

FTI uses an average of the daily balance in the client's account throughout the billing period, after taking into account deposits and withdrawals, for purposes of determining the market value of the assets upon which the advisory fee is based.

B. Payment of Fees

Payment of Asset-Based Fees for HummingBird Direct And Asset-Based Fees for HummingBird Advisor

Asset-based portfolio management fees are withdrawn directly from the client's accounts with client's written authorization on a monthly basis. Fees are paid in arrears.

C. Client Responsibility For Third Party Fees

Clients are responsible for the payment of all third party fees (i.e. custodian fees, brokerage fees, mutual fund fees, transaction fees, etc.). Those fees are separate and distinct from the fees and expenses charged by FTI. Please see Item 12 of this brochure regarding broker-dealer/custodian.

D. Prepayment of Fees

FTI collects its fees in arrears. It does not collect fees in advance.

E. Outside Compensation For the Sale of Securities to Clients

Neither FTI nor its supervised persons accept any compensation for the sale of securities or other investment products, including asset-based sales charges or service fees from the sale of mutual funds.

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

FTI does not accept performance-based fees or other fees based on a share of capital gains on or capital appreciation of the assets of a client.

Item 7: Types of Clients

FTI generally provides advisory services to the following types of clients:

- ❖ Individuals
- ❖ High-Net-Worth Individuals

Minimum Account Size

There is no minimum account size for Hummingbird Services.

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

A. Methods of Analysis and Investment Strategies

Methods of Analysis

FTI's methods of analysis include fundamental analysis, technical analysis, quantitative analysis and modern portfolio theory.

Fundamental analysis involves the analysis of financial statements, the general financial health of companies, and/or the analysis of management or competitive advantages.

Technical analysis involves the analysis of past market data; primarily price and volume.

Quantitative analysis deals with measurable factors as distinguished from qualitative considerations such as the character of management or the state of employee morale, such as the value of assets, the cost of capital, historical projections of sales, and so on.

Modern portfolio theory is a theory of investment that attempts to maximize portfolio expected return for a given amount of portfolio risk, or equivalently

minimize risk for a given level of expected return, each by carefully choosing the proportions of various asset.

Investment Strategies

FTI uses long term trading.

Investing in securities involves a risk of loss that you, as a client, should be prepared to bear.

B. Material Risks Involved

Methods of Analysis

Fundamental analysis concentrates on factors that determine a company's value and expected future earnings. This strategy would normally encourage equity purchases in stocks that are undervalued or priced below their perceived value. The risk assumed is that the market will fail to reach expectations of perceived value.

Technical analysis attempts to predict a future stock price or direction based on market trends. The assumption is that the market follows discernible patterns and if these patterns can be identified then a prediction can be made. The risk is that markets do not always follow patterns and relying solely on this method may not take into account new patterns that emerge over time.

Quantitative Model Risk: Investment strategies using quantitative models may perform differently than expected as a result of, among other things, the factors used in the models, the weight placed on each factor, changes from the factors' historical trends, and technical issues in the construction and implementation of the models.

Modern Portfolio Theory assumes that investors are risk adverse, meaning that given two portfolios that offer the same expected return, investors will prefer the less risky one. Thus, an investor will take on increased risk only if compensated by higher expected returns. Conversely, an investor who wants higher expected returns must accept more risk. The exact trade-off will be the same for all investors, but different investors will evaluate the trade-off differently based on individual risk aversion characteristics. The implication is that a rational investor will not invest in a portfolio if a second portfolio exists with a more favorable risk-expected return profile – i.e., if for that level of risk an alternative portfolio exists which has better expected returns.

Investment Strategies

Long term trading is designed to capture market rates of both return and risk. Due to its nature, the long-term investment strategy can expose clients to various types of risk that will typically surface at various intervals during the time the client owns the investments. These risks include but are not limited to inflation (purchasing power) risk, interest rate risk, economic risk, market risk, and political/regulatory risk.

Investing in securities involves a risk of loss that you, as a client, should be prepared to bear.

C. Risks of Specific Securities Utilized

Clients should be aware that there is a material risk of loss using any investment strategy. The investment types listed below are not guaranteed or insured by the FDIC or any other government agency.

Mutual Funds: Investing in mutual funds carries the risk of capital loss and thus you may lose money investing in mutual funds. All mutual funds have costs that lower investment returns. The funds can be of bond “fixed income” nature (lower risk) or stock “equity” nature.

Equity investment generally refers to buying shares of stocks in return for receiving a future payment of dividends and/or capital gains if the value of the stock increases. The value of equity securities may fluctuate in response to specific situations for each company, industry conditions and the general economic environments.

Fixed income investments generally pay a return on a fixed schedule, though the amount of the payments can vary. This type of investment can include corporate and government debt securities, leveraged loans, high yield, and investment grade debt and structured products, such as mortgage and other asset-backed securities, although individual bonds may be the best known type of fixed income security. In general, the fixed income market is volatile and fixed income securities carry interest rate risk. (As interest rates rise, bond prices usually fall, and vice versa. This effect is usually more pronounced for longer-term securities.) Fixed income securities also carry inflation risk, liquidity risk, call risk, and credit and default risks for both issuers and counterparties. The risk of default on treasury inflation protected/inflation linked bonds is dependent upon the U.S. Treasury defaulting (extremely unlikely); however, they carry a potential risk of losing share price value, albeit rather minimal. Risks of investing in foreign fixed income securities also include the general risk of non-U.S. investing described below.

Exchange Traded Funds (ETFs): An ETF is an investment fund traded on stock exchanges, similar to stocks. Investing in ETFs carries the risk of capital loss

(sometimes up to a 100% loss in the case of a stock holding bankruptcy). Areas of concern include the lack of transparency in products and increasing complexity, conflicts of interest and the possibility of inadequate regulatory compliance.

Non-U.S. securities present certain risks such as currency fluctuation, political and economic change, social unrest, changes in government regulation, differences in accounting and the lesser degree of accurate public information available.

Past performance is not indicative of future results. Investing in securities involves a risk of loss that you, as a client, should be prepared to bear.

Item 9: Disciplinary Information

A. Criminal or Civil Actions

There are no criminal or civil actions to report.

B. Administrative Proceedings

There are no administrative proceedings to report.

C. Self-regulatory Organization (SRO) Proceedings

There are no self-regulatory organization proceedings to report.

Item 10: Other Financial Industry Activities and Affiliations

A. Registration as a Broker/Dealer or Broker/Dealer Representative

Neither FTI nor its representatives are registered as, or have pending applications to become, a broker/dealer or a representative of a broker/dealer.

B. Registration as a Futures Commission Merchant, Commodity Pool Operator, or a Commodity Trading Advisor

Neither FTI nor its representatives are registered as or have pending applications to become either a Futures Commission Merchant, Commodity Pool Operator, or Commodity Trading Advisor or an associated person of the foregoing entities.

C. Registration Relationships Material to this Advisory Business and Possible Conflicts of Interests

Christopher John Mendoza is an investment adviser representative with another investment advisory firm, Graham Investment Management, Inc., and from time to time, may offer clients advice or products from those activities and clients should be aware that these services may involve a conflict of interest. FTI always acts in the best interest of the client and clients are in no way required to use the services of any representative of FTI in connection with such individual's activities outside of FTI.

Ian Ananda Lucas is an investment adviser representative with another investment advisory firm, Graham Investment Management, Inc., and from time to time, may offer clients advice or products from those activities and clients should be aware that these services may involve a conflict of interest. FTI always acts in the best interest of the client and clients are in no way required to use the services of any representative of FTI in connection with such individual's activities outside of FTI.

Kevin Neil Walda is an investment adviser representative with another investment advisory firm, Graham Investment Management, Inc., and from time to time, may offer clients advice or products from those activities and clients should be aware that these services may involve a conflict of interest. FTI always acts in the best interest of the client and clients are in no way required to use the services of any representative of FTI in connection with such individual's activities outside of FTI.

Kevin Neil Walda is a lawyer and from time to time, may offer clients advice or products from those activities and clients should be aware that these services may involve a conflict of interest. FTI always acts in the best interest of the client and clients are in no way required to utilize the services of any representative of FTI in connection with such individual's activities outside of FTI.

Kevin Neil Walda is an independent licensed insurance agent, and from time to time, will offer clients advice or products from those activities. Clients should be aware that these services pay a commission or other compensation and involve a conflict of interest, as commissionable products conflict with the fiduciary duties of a registered investment adviser. FTI always acts in the best interest of the client; including the sale of commissionable products to advisory clients. Clients are in no way required to utilize the services of any representative of FTI in connection with such individual's activities outside of FTI.

All material conflicts of interest under California Code of Regulations Section 260.238(k) are disclosed regarding the investment adviser, its representatives or any of its employees, which could be reasonably expected to impair the rendering of unbiased and objective advice.

D. Selection of Other Advisers or Managers and How This Adviser is Compensated for Those Selections

FTI does not utilize nor select third-party investment advisers. All assets are managed by FTI management.

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

A. Code of Ethics

FTI has a written Code of Ethics that covers the following areas: Prohibited Purchases and Sales, Insider Trading, Personal Securities Transactions, Exempted Transactions, Prohibited Activities, Conflicts of Interest, Gifts and Entertainment, Confidentiality, Service on a Board of Directors, Compliance Procedures, Compliance with Laws and Regulations, Procedures and Reporting, Certification of Compliance, Reporting Violations, Compliance Officer Duties, Training and Education, Recordkeeping, Annual Review, and Sanctions. FTI's Code of Ethics is available free upon request to any client or prospective client.

B. Recommendations Involving Material Financial Interests

FTI does not recommend that clients buy or sell any security in which a related person to FTI or FTI has a material financial interest.

C. Investing Personal Money in the Same Securities as Clients

From time to time, representatives of FTI may buy or sell securities for themselves that they also recommend to clients. This may provide an opportunity for representatives of FTI to buy or sell the same securities before or after recommending the same securities to clients resulting in representatives profiting off the recommendations they provide to clients. Such transactions may create a conflict of interest. FTI will always document any transactions that could be construed as conflicts of interest and will never engage in trading that operates to the client's disadvantage when similar securities are being bought or sold.

D. Trading Securities At/Around the Same Time as Clients' Securities

From time to time, representatives of FTI may buy or sell securities for themselves at or around the same time as clients. This may provide an opportunity for representatives of FTI to buy or sell securities before or after recommending securities to clients resulting in representatives profiting off the recommendations

they provide to clients. Such transactions may create a conflict of interest; however, FTI will never engage in trading that operates to the client's disadvantage if representatives of FTI buy or sell securities at or around the same time as clients.

Item 12: Brokerage Practices

A. Factors Used to Select Custodians and/or Broker/Dealers

Custodians/broker-dealers will be recommended based on FTI's duty to seek "best execution," which is the obligation to seek execution of securities transactions for a client on the most favorable terms for the client under the circumstances. Clients will not necessarily pay the lowest commission or commission equivalent, and FTI may also consider the market expertise and research access provided by the broker-dealer/custodian, including but not limited to access to written research, oral communication with analysts, admittance to research conferences and other resources provided by the brokers that may aid in FTI's research efforts. FTI will never charge a premium or commission on transactions, beyond the actual cost imposed by the broker-dealer/custodian.

FTI will require clients to use TD Ameritrade Institutional, a division of TD Ameritrade, Inc. Member FINRA/SIPC/NFA.

1. Research and Other Soft-Dollar Benefits

While FTI has no formal soft dollars program in which soft dollars are used to pay for third party services, FTI may receive research, products, or other services from custodians and broker-dealers in connection with client securities transactions ("soft dollar benefits"). FTI may enter into soft-dollar arrangements consistent with (and not outside of) the safe harbor contained in Section 28(e) of the Securities Exchange Act of 1934, as amended. There can be no assurance that any particular client will benefit from soft dollar research, whether or not the client's transactions paid for it, and FTI does not seek to allocate benefits to client accounts proportionate to any soft dollar credits generated by the accounts. FTI benefits by not having to produce or pay for the research, products or services, and FTI will have an incentive to recommend a broker-dealer based on receiving research or services. Clients should be aware that FTI's acceptance of soft dollar benefits may result in higher commissions charged to the client. The research and other soft dollar benefits FTI received will not cause clients to pay commissions higher than those charged by broker-dealers in return for soft dollar benefits. The research and other soft dollar benefits FTI received are used to service all clients. Adviser seeks to allocate soft dollar benefits to client accounts proportionately to the soft dollar credits the accounts generate.

2. Brokerage for Client Referrals

FTI receives no referrals from a broker-dealer or third party in exchange for using that broker-dealer or third party.

3. Clients Directing Which Broker/Dealer/Custodian to Use

FTI will require clients to use a specific broker-dealer to execute transactions. Not all advisers require clients to use a particular broker-dealer.

B. Aggregating (Block) Trading for Multiple Client Accounts

FTI does not aggregate or bunch the securities to be purchased or sold for multiple clients. This may result in less favorable prices, particularly for illiquid securities or during volatile market conditions.

Item 13: Reviews of Accounts

A. Frequency and Nature of Periodic Reviews and Who Makes Those Reviews

All client accounts for FTI's advisory services provided on an ongoing basis are reviewed at least monthly by Christopher J Mendoza, President with regard to clients' respective investment policies and risk tolerance levels. All accounts at FTI are assigned to this reviewer.

B. Factors That Will Trigger a Non-Periodic Review of Client Accounts

Reviews may be triggered by material market, economic or political events, or by changes in client's financial situations (such as retirement, termination of employment, physical move, or inheritance).

C. Content and Frequency of Regular Reports Provided to Clients

Each client of FTI's advisory services provided on an ongoing basis will receive a quarterly report detailing the client's account, including assets held, asset value, and calculation of fees. This written report will come from the custodian.

Item 14: Client Referrals and Other Compensation

A. Economic Benefits Provided by Third Parties for Advice Rendered to Clients (Includes Sales Awards or Other Prizes)

FTI does not receive any economic benefit, directly or indirectly from any third party for advice rendered to FTI's clients.

B. Compensation to Non – Advisory Personnel for Client Referrals

FTI does not directly or indirectly compensate any person who is not advisory personnel for client referrals.

Item 15: Custody

When advisory fees are deducted directly from client accounts at client's custodian, FTI will be deemed to have limited custody of client's assets and must have written authorization from the client to do so. Clients will receive all account statements and billing invoices that are required in each jurisdiction, and they should carefully review those statements for accuracy.

When advisory fees are deducted directly from client accounts at client's custodian, FTI will be deemed to have limited custody of client's assets. Because client fees will be withdrawn directly from client accounts, FTI will:

- (A) Possess written authorization from the client to deduct advisory fees from an account held by a qualified custodian.
- (B) Send the qualified custodian written notice of the amount of the fee to be deducted from the client's account and verify that the qualified custodian sends invoices to the client.
- (C) Send the client a written invoice itemizing the fee upon or prior to fee deduction, including the formula used to calculate the fee, the time period covered by the fee and the amount of assets under management on which the fee was based.

Clients will receive all account statements and billing invoices that are required in each jurisdiction, and they should carefully review those statements for accuracy. Clients are urged to compare the account statements they received from custodian with those they received from FTI.

Item 16: Investment Discretion

FTI provides discretionary investment advisory services to clients. The Investment Advisory Contract established with each client sets forth the discretionary authority for trading. Where investment discretion has been granted, FTI generally manages the client's account and makes investment decisions without consultation with the client as to when the securities are to be bought or sold for the account, the total amount of the securities to be bought/sold, what securities to buy or sell, or the price per share. Where FTI does not have discretionary authority to place trade orders, FTI will secure client permission prior to effecting securities transactions for the client's account. FTI will also have discretionary authority to determine the broker dealer to be used for a purchase or sale of securities for a client's account.

Item 17: Voting Client Securities (Proxy Voting)

FTI will not ask for, nor accept voting authority for client securities. Clients will receive proxies directly from the issuer of the security or the custodian. Clients should direct all proxy questions to the issuer of the security.

Item 18: Financial Information

A. Balance Sheet

FTI neither requires nor solicits prepayment of more than \$500 in fees per client, six months or more in advance, and therefore is not required to include a balance sheet with this brochure.

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

Neither FTI nor its management has any financial condition that is likely to reasonably impair FTI's ability to meet contractual commitments to clients.

C. Bankruptcy Petitions in Previous Ten Years

FTI has not been the subject of a bankruptcy petition in the last ten years.

Item 19: Requirements For State Registered Advisers

A. Principal Executive Officers and Management Persons; Their Formal Education and Business Background

The education and business background of FTI's current management persons/executive officers, Chris Mendoza, Kevin Walda, and Ian Lucas can be found on the individual's Form ADV Part 2B brochure supplement.

B. Other Businesses in Which This Advisory Firm or its Personnel are Engaged and Time Spent on Those (If Any)

Other business activities for each relevant individual can be found on the individual's Form ADV Part 2B brochure supplement.

C. How Performance-based Fees are Calculated and Degree of Risk to Clients

FTI does not accept performance-based fees or other fees based on a share of capital gains on or capital appreciation of the assets of a client.

D. Material Disciplinary Disclosures for Management Persons of this Firm

No management person at FTI or FTI has been found liable in an arbitration claim or been found liable in a civil, self-regulatory organization, or administrative proceeding that is material to the client's evaluation of the firm or its management.

E. Material Relationships That Management Persons Have With Issuers of Securities (If Any)

Neither FTI, nor its management persons, has any relationship or arrangement with issuers of securities. See Item 10.C and 11.B.