

# Fortigent, LLC

## Part 2A of Form ADV

### The Brochure

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This brochure provides information about the qualifications and business practices of Fortigent, LLC (“Fortigent” or “the Company”). If you have any questions about the contents of this brochure, please contact us at 301-816-1200. 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.

Fortigent is a registered investment adviser. Registration as an investment adviser does not imply any level of skill or training.

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

## **Item 2. Material Changes**

In 2010, the SEC required significant changes to the content and format of Part 2 of Form ADV. This brochure, which reflects those changes, is materially different from brochures used by Fortigent in prior years.

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## Item 4. Advisory Business

The Company was founded in November 2006 and is owned by Fortigent Holdings Company, Inc. Fortigent Holdings Company, Inc. is owned by members of Fortigent management, Lydian Holdings Company and AMG FL Holdings, LLC. AMG FL Holdings, LLC is owned by Affiliated Managers Group, Inc., a publicly-traded asset management company (NYSE: AMG). Information about these entities is contained below in Item 10, *Other Financial Industry Activities and Affiliations*.

As of December 31, 2010 the Company managed approximately \$526 million on a discretionary basis on behalf of approximately 326 Private Fund and Unified Managed Account clients. Fortigent also provides wealth management solutions and consulting services to approximately 88 Financial Intermediaries. Each of these services is described in this section.

### Services to Financial Intermediaries

Fortigent provides investment research, consulting, portfolio accounting, database, data processing and support services and reporting on a wholesale fee basis to investment advisory firms and banks (“Financial Intermediaries”) to assist such firms in providing manager recommendations, monitoring, and reporting services to their clients (“Financial Intermediary Clients”). Fortigent will also complete bespoke due diligence projects for Financial Intermediaries. Fortigent does not provide investment recommendations directly to Financial Intermediary Clients as part of these services.

### Unified Managed Account

The Fortigent Unified Managed Account (“UMA”) Program combines managed accounts comprised of individual securities, mutual funds and ETFs in one diversified portfolio. Fortigent offers these accounts through its Access Overlay™ program.

An investor participating in the Access Overlay™ program establishes a discretionary account that is invested in a manner consistent with one of several multi-manager, multi-asset allocation strategies created by Fortigent or by the Financial Intermediary (as defined above).

Specifically, responsibilities for management of accounts participating in the Access Overlay™ program are divided as follows:

- Fortigent or the Financial Intermediary is responsible for creation of series of models with varying asset allocations and risk profiles. To implement the models, Fortigent conducts initial and ongoing due diligence on investment advisers (“Research Providers”) that provide their own model portfolio allocations. In addition, Fortigent may select mutual funds and/or ETFs for each model. To implement the models, Fortigent has selected an investment adviser (the “Overlay Manager”) responsible for performing the buy/sell transactions. The Overlay Manager currently selected is Parametric Portfolio Associates, LLC, an SEC registered investment adviser.
- The Overlay Manager is responsible for making discretionary trading decisions to implement the models in the participating Access Overlay™ accounts. The Overlay Manager will execute transactions according to its tax efficient management strategy, which may cause it to delay or defer causing the account to mirror its applicable model. Accordingly, the Overlay Manager may take actions for certain accounts that it does not for other accounts, even when such accounts are all intended to be managed to the same model. The Overlay Manager is responsible for providing periodic rebalancing services so the allocation of these accounts remains consistent with the selected model(s). The Overlay Manager is responsible for seeking best execution on transactions for Access

Overlay™ program accounts. The Overlay Manager is responsible for voting proxies for Access Overlay™ program clients, but not other voting or electing activities, such as class actions.

- As noted above, the Financial Intermediary may be responsible for the creation of series of models with varying asset allocations and risk profiles. The Financial Intermediary will be responsible for reviewing the client's financial situation and objectives to determine risk and suitability. The Financial Intermediary is responsible for working with the Access Overlay™ program client to determine the suitable model(s) for the client, consistent with its investment objectives and constraints. The Financial Intermediary may also create its own model using a blend of Research Providers, mutual funds, and ETFs. The Financial Intermediary is responsible for providing reports (prepared by Fortigent) of the holdings, transactions, and performance of the Access Overlay™ program account to the client. Finally, the Financial Intermediary is responsible for informing the client of the specific program fees to be paid by the client with respect the Access Overlay™ program.

### Private Fund Management

Fortigent serves as a discretionary investment adviser to "Private Funds," which are unregistered investment companies that are generally organized as limited liability companies sponsored by Fortigent.

In providing advisory services to each Private Fund, Fortigent directs and manages the investment and reinvestment of each Private Fund's assets, and provides reports to Investors (through the Private Fund's administrator). Fortigent manages the assets of each Private Fund in accordance with the terms of the governing documents applicable to each Private Fund.

Currently, Fortigent provides advisory services to the following Private Funds sponsored by Fortigent:

- Directional Quantitative Equity Fund, LLC is a feeder fund that invests substantially all of its assets in the Renaissance Institutional Equities Fund LLC ("RIEF"). RIEF is designed to have relatively low volatility, a relatively low beta and average holding times in excess of one year. RIEF's investment universe consists of U.S. equities only, but RIEF may trade stock index futures to reduce risk.
- Discretionary Managed Futures Fund, LLC is a feeder fund that invests substantially all of its assets in the Blenheim Fund, LLC ("Blenheim"). Blenheim seeks substantial capital appreciation through consistency of performance, control of volatility through implementation of risk control parameters and trading strategies, and diversification through investment in a wide range of markets. Blenheim pursues those objectives by trading futures, physicals, options and forward contracts in, *inter alia*, the global fixed income, currency, stock index, and energy and commodities markets. Blenheim's strategy may also include other investment instruments, including transactions in securities, fixed income instruments and swaps.
- Global-Event Driven Fund, LLC is a feeder fund that invests substantially all of its assets in Owl Creek II, L.P. ("Owl Creek"). Owl Creek's investment objective is to seek above average returns through an opportunistic event-driven value strategy with a focus on capital preservation. Owl Creek has the ability to invest in both long/short distressed debt and long/short value equity of both U.S. and non-U.S. issuers.
- Ironwood Partners Access Fund, LLC is a feeder fund that invests substantially all of its assets in Ironwood Partners L.P. ("Ironwood Partners"). Ironwood Partners' investment objective is to seek substantial capital appreciation with limited variability of returns. Ironwood Partners allocates capital among a number of independent investment managers acting through pooled

entities such as limited partnerships, limited liability companies and offshore corporations or through managed accounts, the majority of which employ “relative value” and arbitrage strategies.

- The Small Cap Long Short Fund, LLC is a feeder fund that invests substantially all of its assets in Chilton Small Cap Partners, L.P. (“Chilton”). Chilton’s investment objective is to produce superior investment returns to its benchmarks throughout various market cycles, primarily by investing in the securities of smaller capitalization companies with strong, experienced management teams and significant revenue and earnings potential. Chilton may utilize various defensive strategies, including short selling and other hedging techniques, to protect and enhance the fund’s capital.
- The Access Marathon Fund, LLC is a feeder fund that invests substantially all of its assets in the Marathon Special Opportunity Fund, L.P. (“Marathon”). Marathon’s investment objective is to generate absolute total returns through investments in event-driven and distressed equity and debt securities. Marathon’s investments may be for short-term investment horizons or multi-year long-term investment horizons, and may be domiciled within any industry group in the U.S., Europe, Asia or in any developed country or emerging market. Marathon’s investment strategy allows it to take long and short positions in bonds, stocks or derivative positions in single names or indices that allow for profit in the event of a market, industry or company event or for portfolio hedging purposes.

Interests in the Private Funds are not registered under the Securities Act of 1933 (the “Securities Act”) and the Private Funds are excepted from the definition of an investment company under the Investment Company Act of 1940. Accordingly, interests in the Private Funds are offered and sold exclusively to investors satisfying the applicable eligibility and suitability requirements for private placement transactions within the United States. Typically, these investors are high net worth individuals and institutions (including ERISA plans).

## Item 5. Fees and Compensation

### Services to Financial Intermediaries

#### *Fees*

Fortigent's compensation is comprised of an annual fixed fee ranging up to \$400,000 and a charge for each account with respect to which Fortigent provides reconciliation and performance reporting services. The per account charge ranges up to \$850 per year per account, and are generally waived with respect to accounts associated with the Access Overlay™ program. Fortigent invoices the Financial Intermediary for both the annual and per account charges quarterly in advance. The fees charged by Fortigent are not based on the capital gains or the capital appreciation of any funds of any client. Lower fees may be negotiated on a case by case basis in the sole discretion of Fortigent and discounts may be provided to a Financial Intermediary based on, among other factors, the level of the Financial Intermediary's business relationship with Fortigent.

If additional accounts are added during the quarter, Fortigent reserves the right to bill the Financial Intermediary for a pro-rata portion of the additional accounts. A prorated refund will be issued when accounts are withdrawn during the quarter.

Financial Intermediaries generally pay Fortigent an annual increase on both the annual fixed fee and the per account charges commencing on the first anniversary following the date the Service Agreement is signed. This increase is negotiated directly between Fortigent and the Financial Intermediary.

Whether a Fortigent Financial Intermediary in turn bills its client(s) for all or a portion of this cost is within the sole discretion of the Financial Intermediary.

#### *Termination*

Generally, the Financial Intermediary Agreement may be terminated by either party, at any time for any reason, upon 90 days written notice during the first term of the contract, subject to a termination penalty. Thereafter, the Financial Intermediary Agreement may be terminated as of the end of the current term without penalty upon 90 days written notice in advance of annual renewal. Financial Intermediaries are responsible for payment of fees until the termination of the Financial Intermediary Agreement. All prepaid but unearned fees are refunded to the Financial Intermediary upon termination of an agreement.

### Unified Managed Account

#### *Fees*

Access Overlay™ program client fees are paid quarterly in arrears to Fortigent, the Overlay Manager, and the Research Providers. Fees are based on the net asset value of the account on the last business day of each calendar quarter. The annual investor fees range from .46% to .95% of assets under management ("AUM"), depending on size and the investment strategy selected for the investor's account. The portion of that total retained by Fortigent represents .15% to .25% of AUM (depending on account size and investment strategy selected), and the remainder is paid to the Overlay Manager and applicable Research Providers. The annual investor fee may be higher in cases where a Research Provider is providing services exclusively to certain investors and those services are not available to the entire Access Overlay™ platform. Accounts are subject to an annual minimum total fee of \$1,125.

Certain accounts containing lower asset levels and/or qualified accounts may also participate in the Access Overlay™ program, enabling them to benefit from the multi-manager, multi-asset allocation strategies but without the tax efficiency features otherwise provided by the program. For such accounts, the annual investor fees range from .44% to .80% of AUM, depending on size and the investment strategy selected. The portion of that total retained by Fortigent represents between .17% to .20 of the AUM (depending on account size and investment strategy selected, and the remainder is paid to the Overlay Manager and various Research Providers. Such accounts are subject to a minimum annual fee of \$750.

In some circumstances Research Providers or Financial Intermediaries may be able to negotiate different fee structures than those stated above. Fees and minimums stated above are standard fees for Access Overlay™ accounts.

### *Termination*

The Access Overlay™ Agreement may be terminated at any time by either the client or by Fortigent by written notice to the other of such termination. Upon notification, Fortigent will terminate the Access Overlay™ Agreement subject to the settlement of any outstanding trades and, if requested by client, the liquidation of portfolio securities. Fees payable hereunder will be prorated to the date of termination as specified in the notice of termination.

### Private Fund Management

#### *Fees*

Fortigent and Fortigent Strategies Company, LLC (“FSC”), an affiliate of Fortigent that serves as administrative manager to the Private Funds, receive fees based on a percentage of assets under management in the respective Private Fund. Generally, the management fees are equal to 0.10% to 0.75% (per annum) of the aggregate fair market value of the relevant Private Fund’s net assets, although reductions may be negotiated with Financial Intermediaries and/or investors on a case-by-case basis. Management fees are calculated monthly and paid quarterly in arrears.

Management fees are pro-rated for any period during which Fortigent does not serve as the investment manager for the entire month.

Private Funds bear their own operating expenses, including, but not limited to, fees and expenses associated with their investment program, e.g., for all costs, fees and expenses incurred in connection with the purchase, sale or carrying of any security or investment, including, but not limited to, transaction costs, custodial fees, and margin interest expense. In addition, the Private Funds will bear additional expenses such as the fees and expenses of professionals retained by the Private Funds to advise them in connection with their investment activities, legal expenses, internal and external accounting, audit and tax preparation expenses, administrative expenses, interest, taxes, costs and other expenses associated with the operation of the Private Funds, as applicable.

In the Private Funds’ structure, the fees charged by Fortigent to investors in the Private Funds are separate and distinct from the fees charged to the Private Funds by the underlying private funds. The Private Funds’ fees are also in addition to any fees charged by investors’ personal investment advisers (if applicable).

To the extent permitted by the applicable governing documents for the funds noted above, FSC, as administrative manager, in its sole and absolute discretion, may agree to waive or modify the application of certain provisions of such governing documents with respect to certain investors, by side letter or otherwise, without obtaining the consent of any other investors. Such side letters may provide for certain



Investors to receive reduced fees.

*Termination*

The Private Funds may typically terminate their investment advisory agreement with Fortigent on 60 days' written notice.

Investors in the Private Funds are able to redeem from a Private Fund on the terms described in the applicable Private Fund's operating agreement. In all cases, expenses and the pro rata portion of the management fee through the date of redemption are charged to the investor.

## **Item 6. Performance Based Fees and Side-by-Side Management**

Not Applicable.

## **Item 7. Types of Clients**

### Services to Financial Intermediaries

The Financial Intermediaries utilizing this service generally include independent advisers, banks and trust companies, and break-away brokers.

### Unified Managed Account

Clients utilizing this service generally include individuals, pension and profit sharing plans, trusts, corporations, and estates.

The minimum account assets for the Access Overlay™ program are \$250,000 for accounts utilizing the tax overlay feature of the program and \$100,000 for accounts not utilizing the tax overlay feature of the program. The minimum annual fee payable is \$750 for non-tax overlay accounts and \$1,125 for tax overlay accounts. These minimums are negotiable and have been waived for some clients.

### Private Fund Management

Fortigent provides investment advice to Private Funds, which are pooled investment vehicles often referred to as hedge funds. These Private Funds are sponsored by Fortigent.

For the Private Funds, details concerning applicable suitability criteria are set forth in the respective private placement memoranda and subscription agreements.

Although FSC has the authority to accept subscriptions for any lesser amount, the minimum investment in the Private Funds is generally \$250,000.

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

### Services to Financial Intermediaries

#### *Method of Analysis*

Fortigent performs investment manager searches, recommends investment managers and monitors manager performance. As such, Fortigent will provide recommendations about investment managers to Financial Intermediaries.

#### *Risks*

Fortigent uses published databases of investment manager, mutual fund, ETF, and private fund performance. Fortigent does not independently audit or verify the performance figures reported by the managers and investment vehicles that appear in these databases.

### Unified Managed Account

#### *Investment Strategy and Method of Analysis*

As described above, Fortigent or the Financial Intermediary is responsible for creation of series of models with varying asset allocations and risk profiles. To implement the models, Fortigent conducts initial and ongoing due diligence on Research Providers that provide their own model portfolio allocations. In addition, Fortigent may select mutual funds and/or ETFs for each model. To implement the models, Fortigent has selected an Overlay Manager responsible for performing the buy/sell transactions.

#### *Risk of Loss - General*

All investing involves a risk of loss and the investment strategy offered by Fortigent could lose money over short or even long periods. Performance could be negatively impacted by a number of different market risks including, but not limited to, management techniques used by Fortigent may not produce the desired results. This could cause accounts to decline in value. In addition, Fortigent may rely on information that turns out to be wrong. Fortigent selects investments based, in part, on information provided by Research Providers to regulators or made directly available to Fortigent by the Research Providers or other sources. Fortigent is not always able to confirm the completeness or accuracy of such information, and in some cases, complete and accurate information is not available. Incorrect or incomplete information increases risk and a result in losses.

#### *Potential Risks of Investing With Mutual Funds, ETFs and Bonds:*

**Stock Market Risk** - The mutual funds that invest in equity securities are subject to stock market risk. Stock market risk is the possibility that stock prices overall will decline over short or extended periods. Markets tend to move in cycles, with periods of rising prices and periods of falling prices.

Investing in small- and medium-sized companies involves greater risk than is customarily associated with more established companies. Stocks of such companies may be subject to more volatility in price than larger company securities.

**Foreign Securities Risk** - Foreign securities are subject to the same market risks as U.S. securities, such as general economic conditions and company and industry prospects. However, foreign securities involve the

additional risk of loss due to political, economic, legal, regulatory, and operational uncertainties; differing accounting and financial reporting standards; limited availability of information; currency conversion; and pricing factors affecting investment in the securities of foreign businesses or governments.

**Interest Rate Risk** - Bonds also experience market risk as a result of changes in interest rates. The general rule is that if interest rates rise, bond prices will fall and so will the mutual fund's share price. The reverse is also true: if interest rates fall, bond prices will generally rise.

A bond with a longer maturity (or a bond fund with a longer average maturity) will typically fluctuate more in price than a shorter term bond. Because of their very short-term nature, money market instruments carry less interest rate risk.

**Credit Risk** - Bonds and bond mutual funds are also exposed to credit risk, which is the possibility that the issuer of a bond will default on its obligation to pay interest and/or principal. U.S. Treasury securities, which are backed by the full faith and credit of the U.S. Government, have limited credit risk, while securities issued or guaranteed by U.S. Government agencies or government-sponsored enterprises that are not backed by the full faith and credit of the U.S. Government may be subject to varying degrees of credit risk. Corporate bonds rated BBB or above by Standard & Poor's are generally considered to carry moderate credit risk. Corporate bonds rated lower than BBB are considered to have significant credit risk. Of course, bonds with lower credit ratings generally pay a higher level of income to investors.

**Liquidity Risk** - Liquidity risk exists when a particular security is difficult to trade. A mutual fund's investment in illiquid securities may reduce the returns of the mutual fund because the mutual fund may not be able to sell the assets at the time desired for an acceptable price, or might not be able to sell the assets at all.

**Call Risk** - Many fixed income securities have a provision allowing the issuer to repay the debt early, otherwise known as a "call feature." Issuers often exercise this right when interest rates are low. Accordingly, holders of such callable securities may not benefit fully from the increase in value that other fixed income securities experience when rates decline. Furthermore, after a callable security is repaid early, a mutual fund would reinvest the proceeds of the payoff at current interest rates, which would likely be lower than those paid on the security that was called.

**Objective/Style Risk** - All of the mutual funds are subject, in varying degrees, to objective/style risk, which is the possibility that returns from a specific type of security in which a mutual fund invests will trail the returns of the overall market.

**U.S. Government Agency Securities Risk** - Securities issued by U.S. Government agencies or government-sponsored entities may not be guaranteed by the U.S. Treasury. If a government-sponsored entity is unable to meet its obligations, the securities of the entity will be adversely impacted.

### Private Fund Management

#### *Investment Strategy and Method of Analysis*

Each Private Fund is a "feeder fund" that invests substantially all of its assets in an underlying private fund managed by an investment adviser that is not affiliated with Fortigent. Investors in the Private Funds are therefore exposed to the portfolio management decisions of the underlying private fund manager. The portfolio management styles offered by the underlying private fund managers may be deemed speculative and are not intended as a complete investment program. They are designed for sophisticated investors who fully understand and are capable of bearing the risk of such an investment.

## *Risks*

No guarantee or representation is made that investors will achieve their investment objectives. Investments in the Private Funds involve various risk factors and liquidity constraints, a complete discussion of which is set forth in each Private Fund's offering documents, which will be provided to each investor for review and consideration. Each prospective investor will be required to complete a subscription agreement, pursuant to which the investor shall represent that it is qualified for investment in the Private Fund, and acknowledges and accepts the various risk factors that are associated with such an investment. Investing in securities involves risk of loss that investors should be prepared to bear. Below are some of the risks that investors should consider before investing in any Private Fund. Any or all of such risks could materially and adversely affect investment performance and could cause investors to lose substantial amounts of money. Potential investors in a Private Fund should review such Private Fund's offering memoranda and operating agreements as well as the provided underlying fund documents carefully and in their entirety. All prospective investors should consult with their professional advisers before deciding to invest.

**Reliance on FSC, Fortigent, and the Underlying Private Fund Managers** - The Private Fund's performance depends upon the performance of the underlying private fund. Past performance of the underlying private fund, its investment adviser, FSC, Fortigent, or the Private Fund itself is no guarantee of the future performance of the Private Fund.

**Feeder Fund Concept** – Investors should consider the effect on the Private Funds of their strategy of investing all or substantially all of their assets with the underlying private funds. There is no way of predicting how the underlying private fund will make investments or whether it will act in accordance with any disclosure documents. In addition, an investment in the Private Funds, because of their feeder fund format, contains the following additional risks.

- If an investor were able to invest directly in or with the underlying private fund, the investor might avoid the additional layer of fees associated with an investment in the Private Fund. By investing in the underlying private funds indirectly through the Private Funds, investors will not only bear the fees associated with an investment in the Private Fund, but will also indirectly bear the fees associated with investing through the underlying private fund.
- The underlying private funds' managers will receive any performance-based allocations to which they are entitled irrespective of the performance of the Private Fund generally. Accordingly, the adviser to underlying private funds may receive compensation from the Private Fund, and thus indirectly from the investors, even if the Private Fund's overall results are negative.

**Unidentified Investments** - There can be no assurance that the Private Funds will be able to continue to invest in the underlying private funds. There also can be no assurance that the underlying private funds will be able to identify and complete transactions that meet their objectives or that they will be able fully to invest their available committed capital. The markets for the investment opportunities in which the underlying private funds may be interested are likely to be highly competitive.

**Performance Allocations** - The performance allocations paid by the underlying private funds to their investment advisers may create an incentive for the underlying private funds or their investment advisers to make investments and pursue investment strategies that are riskier or more speculative than would be the case in the absence of a performance allocation.

**Access to Information from Underlying Private Funds** - The Private Funds will receive periodic reports from the underlying private funds at the same time as any other investor with the underlying private funds. However, FSC or Fortigent will not be provided with any detailed information regarding the investments made by the underlying private funds because this information is considered proprietary information by the underlying private funds' investment advisers. This lack of access to information may make it more difficult for Fortigent to evaluate the underlying private funds.

**Illiquidity of Investments** - In placing funds with the underlying private funds for investment, the Private Fund may be restricted in its ability to withdraw its investment therein to meet withdrawal requests by investors or to pay expenses or fees. In certain situations, the underlying private funds' investment advisers may invest in illiquid assets, including interests in other private funds ("Third Tier Funds"). As a result, to the extent that a Third Tier Fund receives redemption requests from an underlying private fund (or other investors in such Third Tier Fund), it may be forced to liquidate underlying positions quickly and therefore reduce the opportunity to realize maximum value for certain illiquid positions held by the Third Tier Fund. This would negatively impact the value of the underlying private fund's investment in the Third Tier Fund, which would then negatively impact the value of the Private Fund's investment in the underlying private fund. Similarly, in order to protect the Third Tier Funds from perceived inopportune liquidations, the managers of the Third Tier Funds may impose restrictions on redemptions, otherwise known as "gating." Should gating occur, the underlying private fund may be forced to impose restrictions on redemptions by the Private Fund, which would restrict or prohibit investors from redeeming investments in the Private Fund.

**Proprietary Investment Strategies** - The underlying private funds generally uses proprietary investment strategies that employ considerations, algorithms and other factors in making investment decisions that are not fully disclosed to FSC, Fortigent, or the Private Funds. These strategies may involve risks under some market conditions that are not fully understood by the underlying private funds or their investment advisers. Certain of the underlying private funds may use investment strategies that are different from those typically employed by traditional managers of portfolios of stocks or bonds. The investment techniques employed by the underlying private funds may become less profitable over time as the underlying private funds and their investment advisers and competing asset managers or investors manage a larger group of assets in the same or a similar manner or as market conditions change. The strategies employed by the underlying private funds may involve significantly more risk than more traditional investment methods, and higher transaction costs.

**Reliance on Certain Information** – Fortigent invests the Private Funds' capital with the underlying private funds on the basis of information and data supplied to it by the underlying private funds. Although Fortigent evaluates this information and data and seeks independent corroboration when it considers it appropriate and when it is reasonably available, Fortigent is not in a position to confirm the completeness, genuineness, or accuracy of such information and data.

**No Current Income** - The Private Funds' investment policies should be considered speculative, as there can be no assurance that Fortigent's assessments of the short-term or long-term prospects of the underlying private funds will generate a profit. In view of the fact that the Private Funds will likely not pay dividends, an investment in the Private Funds is not suitable for investors seeking only current income for financial or tax planning purposes.

**Forced Liquidation** - Substantial withdrawals by investors within a short period of time could require the Private Funds to liquidate positions more rapidly than would otherwise be desirable, which could adversely affect the value of the Private Funds' assets. The resulting reduction in the

Private Funds' asset value could make it more difficult to generate a positive rate of return or to recoup losses due to a reduced equity base. In addition, if as a result of withdrawals from a Private Fund, the aggregate investment by the Private Fund in its respective underlying private fund falls below the minimum investment required by the underlying private fund and an exception is not obtained from the underlying private fund's manager, the Private Fund might be forced to withdraw all of its investment in the underlying private fund.

The above is only a brief summary of some of the important risks that an investor may encounter. Before deciding to invest in a pooled investment fund that Fortigent manages, you should consider carefully all of the risk factors and other information in the operating and subscription agreements.



## **Item 9. Disciplinary Information**

Fortigent and its employees have not been involved in any legal or disciplinary events in the past 10 years that would be material to a client's evaluation of the company or its personnel.

## Item 10. Other Financial Industry Activities and Affiliations

Fortigent has affiliated entities that provide a variety of investment related services as further described below.

Fortigent Securities Company, LLC (“Fortigent Securities”) is a broker-dealer affiliate of Fortigent that commenced operations in April 1999. Fortigent Securities is authorized to engage in activities limited to the private placement of securities. Fortigent Securities acts as placement agent for the Private Funds. Investors are not charged any sales charge/commission/concession to invest in the Private Funds. The following management personnel of Fortigent are registered representatives of Fortigent Securities:

- Andrew Putterman, President
- Scott Welch, Senior Managing Director of Investment Strategy and Research
- Gary Carrai, Senior Managing Director of Consulting & Sales
- Nathan Sonnenberg, Chief Investment Officer
- Katherine Ring, Chief Compliance Officer

These employees are not paid any commission or transaction based compensation.

As described earlier above, FSC is the administrative manager for several Private Funds for which Fortigent serves as the investment adviser.

One of Fortigent’s indirect owners, Lydian Holding Company (“LHC”), is a federal savings and loan holding company and is regulated by the Office of Comptroller of the Currency (formerly the Office of Thrift Supervision). The assets held in client accounts managed by Fortigent: (i) are not insured by the Federal Deposit Insurance Corporation (“FDIC”) or any other government agency; (ii) are neither deposits nor other obligations of any bank or savings association, and are not guaranteed by any bank or savings association; and (iii) are subject to investment risks, including possible loss of the principal invested. Certain narrow exceptions may apply to some accounts that are authorized to invest in bank-issued products such as swap contracts.

LHC is also the majority owner of Lydian Private Bank (“LPB”). LPB is a federally-chartered savings association with its home office in Palm Beach, Florida. LPB is also a Financial Intermediary client of Fortigent. LPB acts as investment advisor solely in connection with providing fiduciary services to its clients through its Trust Department. There exists an appearance of a conflict of interest should Fortigent provide a recommendation to LPB (its affiliate) prior to communicating the same recommendations to the remaining Fortigent clients. Fortigent does not currently do this, however, in the unlikely event this were to occur due to the nature of the investments recommended by Fortigent, it is very unlikely that Financial Intermediary Clients of the Financial Intermediaries serviced by Fortigent could be harmed by this practice.

Fortigent’s other indirect owner, Affiliated Managers Group, Inc. (NYSE: AMG), is a publicly traded asset management company with equity investments in a diverse group of boutique investment management firms (“AMG Affiliates”), including Fortigent. AMG also holds equity interests in certain other investment advisers (“AMG Affiliates”). As a result of AMG's ownership interest in the AMG affiliates, the AMG affiliates are viewed as “related persons” of Fortigent for purposes of Form ADV. Each of the AMG Affiliates, including Fortigent, is operated autonomously and independently, and except as described in this Brochure, Fortigent does not have any business dealings with these AMG Affiliates and does not conduct any joint operations with them. Moreover, the AMG Affiliates do not formulate advice for Fortigent’s clients. As such, AMG’s ownership interest in Fortigent does not, in Fortigent’s view, present

any potential conflict of interest for Fortigent with respect to our clients. More information regarding AMG, including its public filings and a list of all AMG Affiliates, is available at [www.amg.com](http://www.amg.com).

As part of Fortigent's business, the Firm recommends funds/strategies advised or sub-advised by third party investment managers, including AMG Affiliates. While Fortigent may recommend funds/strategies advised or sub-advised by AMG Affiliates, there is no incentive for Fortigent to do so and no additional compensation paid to or received by the Firm as a result of these recommendations, beyond any normal and customary fees pursuant to investment advisory, servicing or other agreements that Fortigent may enter into with third parties.

Certain associated persons of Fortigent serve on advisory boards of Financial Intermediaries of Fortigent. In this capacity, these individuals may be asked to consult with the Financial Intermediaries' management on business planning and strategy, among other issues. Currently, Andrew Putterman serves on the advisory board of Lexington Wealth Management. He receives a quarterly fee for his service on the advisory board. In addition, he may be reimbursed for reasonable expenses incurred in attending meetings of the advisory board. Fortigent believes that no conflicts of interests arise in having its associated persons serve on the advisory boards of its Financial Intermediaries as these Financial Intermediaries do not receive any financial benefit from Fortigent as a result of its associated persons serving on these advisory boards.

In addition, Fortigent receives sponsorships for its forums. The sponsors may include investment managers that are recommended to Financial Intermediary clients and Access Overlay™ clients, and custodians. Fortigent also discloses all sponsors at the forums or upon request. Fortigent mitigates this conflict through the independence of its research and due diligence process, which never contemplates sponsorship of a forum for consideration of an investment manager for inclusion on its recommended list. Fortigent maintains policies and procedures that protect the independence of its research and due diligence process.

Financial Intermediaries may also be investment managers that are recommended to Financial Intermediary Clients and Access Overlay clients. Fortigent mitigates this conflict through the independence of its research and due diligence process, which never contemplates the Financial Intermediaries engagement of Fortigent in determining whether to consider an investment manager for inclusion on its recommended list. Fortigent maintains policies and procedures that protect the independence of its research and due diligence process.

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

### Code of Ethics

To mitigate any potential conflicts of interest involving personal trades, Fortigent has adopted a Code of Ethics (“COE”), which includes personal trade reporting and insider trading policies and procedures. Fortigent’s COE requires, among other things, that Employees:

- Act with integrity, competence, diligence, respect, and in an ethical manner with the public, clients, prospective clients, employers, Employees, colleagues in the investment profession, and other participants in the global capital markets;
- Place the integrity of the investment profession, the interests of clients, and the interests of Fortigent above one’s own personal interests;
- Disclose conflicts of interest;
- Conduct all personal securities transactions in a manner consistent with Fortigent’s COE;
- Use reasonable care and exercise independent professional judgment when conducting investment analysis, making investment recommendations, taking investment actions, and engaging in other professional activities;
- Practice and encourage others to practice in a professional and ethical manner that will reflect favorably on oneself and the profession;
- Promote the integrity of, and uphold the rules governing, capital markets;
- Maintain and improve one’s professional competence and strive to maintain and improve the competence of other investment professionals; and
- Comply with applicable provisions of the federal securities laws.

Fortigent’s COE also requires Employees to: 1) pre-clear certain personal securities transactions, 2) report personal securities transactions on at least a quarterly basis, and 3) provide Fortigent with a detailed summary of certain holdings and securities accounts (both initially upon commencement of employment and annually thereafter) over which such Employees have a direct or indirect beneficial interest.

A copy of Fortigent’s COE is available to any client or investor or prospective client or investor upon request by contacting Katherine Ring, Fortigent’s Chief Compliance Officer, at (301) 816-1200.

Some of the officers of Fortigent are investors and partners or members in private investment partnerships, limited liability companies or corporations that invest in securities or private equity opportunities. Fortigent does not act as an adviser, sponsor or placement agent for these private investment partnerships or companies. Certain investors in the Private Funds may co-invest with the Fortigent officers; however, all investment activity operates beyond the scope of Fortigent’s activities.

### Gifts and Business Entertainment

Fortigent has adopted policies and procedures in place regarding its employees giving or receiving gifts and business entertainment to help mitigate the potential for conflicts of interest surrounding these practices. Fortigent monitors any potential conflict of interest in individual instances of gifts or entertainment as well as patterns over time to ensure that the interests of Fortigent and its employees are not placed ahead of the interests of its clients and investors.

### Charitable Contributions

From time to time, Fortigent may donate to charitable enterprises that are clients, are supported by clients, and/or are supported by an individual employed by one of Fortigent's clients. In general, those donations are made in response to requests from clients or their personnel. Members of Fortigent's management team approve charitable contributions. Management may take into consideration the importance of the client relationship as one factor in determining whether to approve a charitable contribution.

#### Political Contributions

Fortigent prohibits its employees from making political contributions on behalf of the firm or to be reimbursed for personal political contributions, or from making political contributions for the purpose of securing or retaining business. These political contributions are permitted only in compliance with the SEC's rule prohibiting pay-to-play activities adopted under Rule 206(4)-5 of the Investment Advisers Act of 1940.

## Item 12. Brokerage Practices

### Services to Financial Intermediaries

Financial Intermediaries may choose any custodial and trading partner. From time to time, Fortigent may recommend to its Financial Intermediaries that the Financial Intermediary Clients establish brokerage accounts with third party custodians such as the Schwab Institutional division of Charles Schwab & Co., Inc., Pershing Advisory Solutions, LLC, Fidelity Institutional Wealth Services or TD Ameritrade to maintain custody of Financial Intermediary Clients' assets and to effect trades for their accounts. These custodians may provide Financial Intermediary Clients with access to institutional pricing and operations services typically not available to retail investors.

These custodians may also make available to Fortigent other products and services that benefit Fortigent and may not benefit the Financial Intermediaries or the Financial Intermediary Clients. Some of these other products and services assist Fortigent in administering the Financial Intermediary Clients' accounts. These include software and other technology that provide access to client account data (such as trade confirmations and account statements), provide research, pricing information and other market data, and assist with back-office support, recordkeeping and client reporting. Many of these services generally may be used to service all or a substantial number of Financial Intermediary Clients' accounts, including accounts not maintained at said custodian.

In addition, Fortigent receives sponsorships for its forums from certain custodians recommended to Financial Intermediaries and Access Overlay™ clients. Fortigent discloses all sponsors at the forums or upon request. Fortigent mitigates this conflict through the independence of its research and due diligence process, which never contemplates sponsorship of a forum for consideration of a custodian to recommend to Financial Intermediaries and Access Overlay™ clients. Fortigent maintains policies and procedures that protect the independence of its research and due diligence process.

Fortigent may receive referrals of Financial Intermediaries from certain custodians recommended to Financial Intermediaries and Access Overlay™ clients. Fortigent mitigates this conflict through the independence of its research and due diligence process, which never contemplates referrals when considering a custodian to recommend to Financial Intermediaries and Access Overlay™ clients. Fortigent maintains policies and procedures that protect the independence of its research and due diligence process.

### Unified Managed Account

Fortigent delegates all trading responsibilities to the Overlay Manager, Parametric. Because of the nature of the Access Overlay™ program, Parametric will cause the trading in these accounts to occur at the custodian selected by the client. Currently, clients may choose among Charles Schwab & Co., Inc., Fidelity Institutional Wealth Services, TD Ameritrade, or Pershing Advisor Solutions, LLC.

Accordingly, Parametric will not be able to negotiate the terms and conditions (including, but not limited to, asset-based or transaction-based commission rates) relating to the services provided by such custodian. Parametric does not have any responsibility for obtaining for the client from any such custodian the best prices or particular commission rates with or through any such custodian, although Fortigent has sought to obtain preferred pricing arrangements from the custodians from which the client may select.

Parametric generally aggregates securities sale and purchase orders for a client with similar orders being made contemporaneously for other clients. When orders are aggregated, the average price of all securities purchased or sold in such transactions may be determined and a client may be charged or credited, as the

case may be, the average transaction price. As a result, however, the price may be less favorable to the client than it would be if similar transactions were not being executed concurrently for other clients.

#### Private Fund Management

Ordinarily Fortigent will invest the Private Funds in underlying private funds directly and without the involvement of any financial intermediary such as a broker-dealer. Thus commissions are not ordinarily payable in connection with such investments.

## Item 13. Review of Accounts

### Services to Financial Intermediaries

The performance of managers, private funds, mutual funds, or ETFs is generally monitored on a monthly basis and typically reviewed by Research with oversight by an Associate Director or higher. Factors which may trigger a review include changes in performance or advisory fee as well as political and economic events. The recommended list on the Fortigent portal, which is available to all Financial Intermediaries, is updated as necessary.

Most of Financial Intermediaries receive Financial Intermediary Clients performance reports on a quarterly basis. The performance reports may then be forwarded by the Financial Intermediaries to their respective Financial Intermediary Clients.

### Unified Managed Account

The performance of Research Providers, mutual funds, or ETFs is generally monitored on a monthly basis and typically reviewed by Research with oversight by an Associate Director or higher. Factors which may trigger a review include changes in performance or advisory fee as well as political and economic events.

Access Overlay™ program accounts are reviewed whenever an adjustment is made to the model with respect to a Research Provider, mutual fund, or ETF participating in the model with respect to a particular account. Accounts are reviewed by Research by an Associate Director or higher. Research also performs initial and ongoing due diligence on Research Providers, mutual funds, and ETFs participating in the model.

Access Overlay™ clients receive quarterly reports prepared by Fortigent. Such reports are provided to the clients directly by their Financial Intermediaries. These reports detail the client's positions, gains and losses, income and expenses, and the performance the account. Access Overlay™ clients receive statements directly from the custodian on a monthly or quarterly basis.

### Private Fund Management

The performance of underlying private fund managers is generally monitored on a monthly basis and typically reviewed by Fortigent's Research Department ("Research") with oversight by an Associate Director or higher. Factors which may trigger a review include changes in an underlying private fund's performance or advisory fee as well as political and economic events.

The Private Funds sponsored by Fortigent generally furnish each investor with the following:

- Monthly statements that include the unaudited net asset value or capital account balance of the investor's interest in the Private Fund and the monthly and year-to-date performance, as applicable;
- Quarterly letters discussing the results of the Private Fund for the fiscal quarter just ended;
- Annual audited financial statement of the Private Fund; and
- Schedule K-1.



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

Fortigent may compensate third parties, including Financial Intermediaries, via a revenue sharing arrangement for referring other Financial Intermediaries to Fortigent. In addition, Fortigent may provide discounts to the fees a Financial Intermediary pays Fortigent under the Services Agreement based on, among other factors, the level of the Financial Intermediary's business relationship with Fortigent.

In addition, from time to time, Fortigent may enter into written agreements with other unrelated third parties ("Solicitors") to use their best efforts on behalf of Fortigent to solicit and refer as investors and clients those individuals or entities that the Solicitors believe are suitable and appropriate for the Private Funds and Access Overlay™ program. These solicitation agreements typically provide for the Solicitor to earn a percentage of the fees earned by Fortigent and/or its related persons from the investor or client (via fees paid within the Private Funds or Access Overlay™ fee). Subject to existing federal and state securities laws and regulations, Solicitors receive such fees on a fully vested basis, so long as the investor or client remains invested in the Private Fund(s) or participates in the Access Overlay™ program, as applicable. Generally, an investor or client who is referred to the Private Funds or Access Overlay™ by a Solicitor does not pay any higher fee or additional amounts other than what would be paid by any other investor or client who comes directly to the Private Funds or Access Overlay™ without the benefit of a Solicitor. Such agreements are usually for an unspecified duration and are terminable upon notice.

The solicitation arrangements comply with Rule 206(4)-3 under the Investment Advisers Act of 1940. In such cases, in compliance with Rule 206(4)-3, client and investors are provided with a disclosure document by the Solicitor describing the Solicitor's relationship with Fortigent and the compensation to be paid to the Solicitor by Fortigent. In addition, the client or investor acknowledges in writing the receipt of Fortigent's Form ADV Part 2 and the separate Solicitor's disclosure document, when applicable.

Fortigent Securities acts as placement agent for the Private Funds. While investors are not charged any sales charge/commission/concession to invest in the Private Funds, Fortigent or FSC may compensate persons affiliated with Fortigent Securities or non-affiliated persons for referring prospective investors to a Private Fund. This expense is borne solely by Fortigent and/or FSC.

Fortigent may receive referrals of Financial Intermediaries from certain custodians recommended to Financial Intermediaries, Access Overlay™ clients or the Private Funds. Fortigent mitigates this conflict through the independence of its research and due diligence process, which never contemplates referrals when considering a custodian to recommend to Financial Intermediaries, Access Overlay™ or Private Fund clients. Fortigent maintains policies and procedures that protect the independence of its research and due diligence process.

## **Item 15. Custody**

### Unified Managed Account

All Access Overlay™ client assets are held in custody by unaffiliated broker/dealers. Access Overlay clients should receive at least quarterly statements from the broker/dealer that holds and maintains the client's Access Overlay assets. Fortigent urges you to carefully review such statements and compare such official custodial records to the account statements provided to you by your Financial Intermediary. The Financial Intermediary performance reports may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

### Private Fund Management

All Private Fund assets, other than interests in the underlying private funds, are held in custody by unaffiliated broker/dealers or banks. Fortigent is deemed to have custody over the Private Funds described in Item 4 because of FSC's role as administrative manager to the Private Funds.

Investors in the Private Funds do not receive statements from the custodian of the activity within the Private Funds. Instead, the third party administrator to the Private Funds distributes monthly performance and net asset value statements to each investor, and the Private Funds are subject to an annual audit and the audited financial statements are distributed to each investor. The audited financial statements are prepared in accordance with generally accepted accounting principles and distributed to the investors.

## **Item 16. Investment Discretion**

### Services to Financial Intermediaries

Given that Fortigent does not provide investment recommendations directly to Financial Intermediary Clients, Fortigent assumes no responsibility or liability for any advice and/or recommendation rendered by Financial Intermediaries to their Financial Intermediary Clients.

### Unified Managed Account

Fortigent delegates all trading responsibilities to the Overlay Manager, Parametric. However, Fortigent retains the authority to select the Research Providers, mutual funds, and ETFs to be used in the client accounts by making adjustments to the models. Parametric may choose to implement adjustments to accounts as a result of changes to models at its sole discretion and in accordance with its tax efficient management strategy, when applicable.

### Private Fund Management

The Private Funds operate as “feeder funds” that invest substantially all of their assets (other than cash awaiting investment or distribution) in underlying private funds. As such, Fortigent has little investment discretion with respect to the Private Funds.

### Trade Errors

Fortigent’s trade error correction policy specifies that the Private Funds are not responsible for trade errors committed by Fortigent in conjunction with the management of the Private Funds. Fortigent will seek to correct trade errors in Access Overlay™ accounts to make the client whole as if the error did not occur.

## **Item 17. Voting Client Securities**

### Unified Managed Account

The Overlay Manager is responsible for voting proxies for Access Overlay™ program clients. With regard to all matters (other than proxies) for which shareholder action is required or solicited with respect to securities beneficially held in the Access Overlay™ program clients' accounts, such as (i) all matters relating to class actions, including without limitation, matters relating to opting in or opting out of a class and approval of class settlements and (ii) bankruptcies or reorganizations, Fortigent affirmatively disclaims responsibility for electing/voting (by proxies or otherwise) on such matters and will not take any action with regard to such matters.

Upon written request, clients can also take responsibility for voting their own proxies, or can give the Overlay Manager instructions about how to vote their respective shares.

### Private Fund Management

Fortigent's Chief Compliance Officer is charged with identifying the proxies and other securities upon which Fortigent will vote, voting the proxies based on determinations made by Fortigent, and ensuring that proxies are submitted promptly and properly. It is anticipated that there will be little to no proxy voting in any given year.

Fortigent's policy is to vote client proxies in the interest of maximizing investor value. To that end, Fortigent will vote in a way that it believes will cause the investment to increase the most or decline the least in value. Consideration will be given to both the short and long term implications of the proposal to be voted on when considering the optimal vote.

Fortigent monitors for potential conflicts of interest between the Private Funds' interests and its own within the proxy voting process. Nevertheless, if Fortigent's Chief Compliance Officer determines that Fortigent, its affiliates, or its related persons face a material conflict of interest in voting a proxy (e.g., an employee of Fortigent may personally benefit if the proxy is voted in a certain direction), Fortigent's procedures provide for a committee to determine the optimal vote. If the committee cannot come to a unanimous decision, the procedures provide for an independent third party to determine the appropriate vote. As an added protection, the third party's decision is binding.

Fortigent's complete proxy voting policy and procedures are memorialized in writing and are available for review by Private Fund investors. In addition, Fortigent's complete proxy voting record is available to current Private Fund investors. Investors should contact Fortigent at the phone number listed on the front of this document if they have any questions, or if they would like to review either of these documents.

With regard to all matters (other than proxies) for which shareholder action is required or solicited with respect to securities beneficially held by the client's account, such as (i) all matters relating to class actions, including without limitation, matters relating to opting in or opting out of a class and approval of class settlements and (ii) bankruptcies or reorganizations, Fortigent affirmatively disclaims responsibility for voting (by proxies or otherwise) on such matters and will not take any action with regard to such matters.

## **Item 18. Financial Information**

Fortigent has never filed for bankruptcy and is not aware of any financial condition that is expected to affect its ability to manage client accounts.