

Item 1: Cover Page

IronGate Investment Management, LLC

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Form ADV, Part 2A Brochure

UPDATED DECEMBER 2012

This brochure provides information about the qualifications and business practices of IronGate Investment Management, LLC (hereinafter “IronGate”). If you have any questions about the contents of this brochure, please contact us at 910-791-1437 or info@IGI-ALPHA.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (“SEC”) or by any state securities authority.

Any reference to or use of the terms “registered investment adviser” or “registered,” does not imply that IronGate or any person associated with IronGate has achieved a certain level of skill or training.

Additional information about IronGate is available on the SEC’s website at www.adviserinfo.sec.gov. You can search this site by a unique identifying number, known as a CRD number.

The CRD number for IronGate Investment Management, LLC. is 165032

Item 2: Summary of Material Changes

This is IronGate's "initial" filing of its Form ADV Part 2 or "Disclosure Brochure" dated December, 2012.

In future filings, this section of the Disclosure Brochure will address only those "material changes" that have been incorporated since our last delivery or posting of this Disclosure Brochure on the SEC's public disclosure website (IAPD) at www.adviserinfo.sec.gov.

We may, at any time, update this Disclosure Brochure and send a copy to you with a summary of material changes, or a summary of material changes that includes an offer to send you a copy [either by electronic means (email) or in hard copy form].

If you would like another copy of this Disclosure Brochure, please download it from the SEC website as indicated above or you may contact us at 910-791-1437 or info@IGI-ALPHA.com for a paper copy.

Item 3: Table of Contents

Table of Contents

Item 1: Cover Page..... 1

Item 2: Summary of Material Changes 2

Item 3: Table of Contents 3

Item 4: Advisory Business..... 4

Item 5: Fees and Compensation 5

Item 6: Performance-Based Fees 7

Item 7: Types of Clients..... 7

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

Item 9: Disciplinary Information 13

Item 10: Other Financial Industry Activities and Affiliations..... 13

Item 12: Brokerage Practices 15

Item 13: Review of Accounts 17

Item 14: Client Referrals and Other Compensation..... 17

Item 15: Custody..... 17

Item 16: Investment Discretion..... 18

Item 17: Voting Client Securities..... 18

Item 18: Financial Information..... 18

Item 4: Advisory Business

Description of our Firm:

Founded in 2012, IronGate Investment Management, LLC. (hereinafter “IronGate”) is a model manager, and a SEC registered investment management firm located in Wilmington, NC, that provides investment advisory and portfolio management services for wealth management and investment advisory firms, registered investment companies, Family Offices, pensions, endowments, trusts, and institutions.

IronGate is affiliated with IronGate Partners Inc. (hereinafter “IGP”) established in 1999 as an Independent Registered Investment Advisor firm located in Wilmington, NC, serving individual investors, corporate retirement plans, pensions, endowments, and trusts. IronGate is a privately owned company with each individual shareholder owning 25% of the company, Stephen Coggins, Michael Boggio, David Hartness, and Christopher Jones. There is some cross ownership between IronGate and IGP.

Types of Advisory Services We Offer:

IronGate licenses active index solutions and offers proprietary investment management services to a wide range of clients. We offer two primary suites of investment solutions:

- AlphaSector™ Strategies (licensed from F-Squared Investments Inc.): are investment portfolios designed to create long-term value by seeking to limit losses in down markets while participating when markets are positive. These portfolios track a family of AlphaSector Indexes.
- MultiALPHA Strategies: are proprietary investment portfolios designed to create long-term value by seeking to limit losses in down markets while participating when markets are positive. The MultiALPHA strategies seek to diversify portfolios by expanding the opportunity set of multiple asset classes.

Separately Managed Accounts, Model Portfolios, and Institutional Separate Accounts

IronGate creates multiple strategies eligible for investment as Separately Managed Accounts (SMAs), Institutional Separate Accounts, or Model Portfolios. These strategies typically track one, or an integrated portfolio combination of, the AlphaSector or MultiALPHA Indexes.

Sub-Advisory Services

IronGate creates multiple investment strategies eligible for sale as sub-advisory solutions to mutual funds, exchange traded funds (ETFs), and variable annuities (VAs).

Information concerning the Sub-Advisory relationship, including a description of the services provided by management and the fees charged for those services, is generally contained in each investment

vehicle's prospectus. The minimum investment for Sub-Advisory services is \$25 million but may be negotiated based on the structure chosen.

Tailored Advisory Services:

IronGate may offer custom advisory services to Institutional Investors to target specific global macro themes, other relative outperformance opportunities, while still seeking to limit losses in down markets.

The minimum investment for Tailored Advisory Services is \$25 million but may be negotiated based on the structure chosen.

Turnkey Asset Management Programs (TAMP):

IronGate expects to be a participating manager in the Envestnet Asset Management, Inc.'s ("Envestnet") TAMP program. The custodians used under this program include Fidelity Investments, National Financial Services, Charles Schwab and Co., Inc., J.P. Morgan Securities Inc., Pershing LLC, and many others. IronGate also expects to manage on the Placemark Investments, Inc.'s ("Placemark") UMA program, which uses TD Ameritrade and several other custodians/broker dealers. Account minimums for these programs can vary, and range from \$25,000 to \$250,000 and are subject to the Sponsor's terms, conditions, and fees.

As a model manager, IronGate submits trade orders to the TAMP sponsor (Envestnet or Placemark). The TAMP then determines the proper amount of shares necessary to fulfill these orders, and submits the orders to the various custodians. Each sponsor has their own trading schedule, during each trading day to ensure what they believe to be equitable trading for clients.

Assets under Advisement:

We have filed our application to register as an investment adviser with the U. S. Securities and Exchange Commission and to notice file with the state of North Carolina in order to provide the investment advisory products and services described within this document. As a startup, we have no assets under management.

Item 5: Fees and Compensation

Fee Schedule:

The fee schedule will vary based on how the strategies are accessed, either TAMP or Duel Contract between IronGate and engaging firms.

It is IronGate's policy not to take custody of the clients' securities. As such, IronGate is generally not granted access to the clients' accounts and does not have permission to withdraw, transfer, or otherwise move funds or cash from any client account.

How Fees are Paid:

TAMPs:

IronGate will typically receive an annual management fee from .50% to 1.00% of the market value of the assets under advisement. Fees are negotiated based on operational support and expected future asset growth.

Fee collection schedules are typically assigned by the TAMP sponsor. Fees are typically paid on a quarterly basis, in advance. Fees are calculated by the TAMP provider and may vary accordingly.

Duel Contract:

Engaging firms may directly contract IronGate through the duel contract process at various custodians: such as Fidelity Investments, Schwab, Pershing, and TD Ameritrade. IronGate will typically receive an annual management fee from .50% to 1.50% of the market value of the assets under advisement. Fees are based on operational support and expected future asset growth of engaging firms.

Fees are calculated

Fees are payable quarterly in advance, and automatically deducted from the account pursuant to the advisory agreement. If an account is opened in the first or second month of a quarter, it will be charged one fee during its first billing cycle, which will occur during the first full month after the account is established. The fee is prorated for the number of days the account was open based on the start date through the end of the quarter. Our fee will be based on the average daily balance of the account during the first partial month. If an account is opened in the third month of a quarter, it will be charged two fees in its first billing cycle. The first will be for its partial quarter. The second will be for the upcoming full quarter. The fees will be charged on the 15th business day of the first full month, or the first month of the next quarter. Going forward, our fees are calculated at the end of the quarter and charged during the first month of the quarter based on the average daily balance of the account, for the last month of the preceding quarter. Additional deposits of funds and/or securities will be subjected to the same billing procedures.

Custodians do not verify the accuracy of this information; it is the individual investor's responsibility to do so. If direct debiting is not selected, we will invoice for the account fee along with a pre-negotiated additional service charge per account and we will expect payment in full within 30 days of dated invoice.

We charge our advisory fees based upon the valuation as determined by your end of calendar quarter custodian account statement.

Termination of Contracts

All of our advisory agreements can be terminated at any time upon written notification by either party. You will receive a refund of the prepaid but unearned advisory fees. Accounts opened or closed during a calendar quarter will have the fee prorated for the balance of the quarter. Services provided by us but not billed will be due and payable once we issue you an invoice. If you terminate an agreement

within five days of signing, we will not impose any penalties. We will charge you for services provided during this time period. We are not responsible for refunding to you any fees charged by the custodian for transactions or custodial charges during this five day time period.

We provide the applicable disclosure brochure(s) or Form ADV Part 2 to clients and prospective clients more than 48 hours prior to entering into an advisory contract. In the event the disclosure brochure is not delivered until entry into the contract, the client may terminate the contract without penalty within five (5) business days after entering into the contract.

In addition to the advisory fees charged by IronGate, clients may also incur fees and expenses charged by custodians and broker dealers, including but not limited to any brokerage commissions, transaction fees, custodial fees and other charges. See item 12 which describes our brokerage practices and details the process for reviewing and recommending a broker dealer for clients' transactions in applicable situations.

All fees paid to IronGate are for investment advisory services. These fees are separate and distinct from the fees and expenses charged by the underlying Exchange Traded Funds (ETFs) used in our models. Clients should review both the fees charged by the ETFs and the fees charged by IronGate to fully understand the total amount of fees to be paid and to evaluate the advisory services being provided.

Neither IronGate nor any of its supervised employees receive additional compensation for the sale of securities or other investment products to our clients.

Item 6: Performance-Based Fees

IronGate does not charge performance-based fees.

Item 7: Types of Clients

IronGate provides investment advisory services to a number of clients including wealth management and investment advisory firms, registered investment companies, pensions, endowments, trusts, other business entities and individuals.

There are minimums for accounts, varying by account type.

The minimums for the SMAs are typically determined by the SMA platform sponsor or operational provider, and can range from \$25,000 to \$250,000 for individual accounts. Institutional accounts typically have a minimum of \$1,000,000.

IronGate creates multiple investment strategies eligible for sale as sub-advisory solutions to mutual funds, exchange traded funds (ETFs) and variable annuities (VAs). The fees charged by IronGate for sub-advisory solutions for use within commingled vehicles are negotiated. The minimums for these services are \$25 million.

IronGate may waive any and all minimum account requirements at their sole discretion.

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

Methods of Analysis:

The AlphaSector Indexes: use technical analysis models that seek to modestly outperform its assigned benchmark in growth markets and seeks to significantly outperform its benchmark during bear markets. The models are based on three primary components to determine exposure:

- Historical Price Return
- Volatility
- Changing Levels of Volatility

The models analyze past market movements and apply the analysis to the present market movements in an attempt to recognize recurring patterns of investor behavior and potentially forecast performance of a particular sector relative to cash returns. This results in a binary decision that determines whether a specific sector is either invested into, or removed from a portfolio.

The Multi-ALPHA Strategies: use fundamental, quantitative and technical analysis and seek to modestly outperform their assigned benchmarks in growth markets and seeks to significantly outperform its benchmarks during bear markets. The models are based on several primary components to determine exposure:

- Global macro investment themes
- Asset class and geographic diversification opportunities
- Relative outperformance opportunities between two asset classes
- Historical Price Return
- Volatility
- Changing Levels of Volatility

IronGate also receives data input from outside investment firms, data providers, or consultant firms for either our AlphaSector Indexes or Multi-ALPHA strategies that are used in conducting analysis on the models. These firms include F-Squared Investments, Morningstar, Standard & Poor's, Newfound Research, and Active Index Solutions.

Investment Strategies:

The extent and duration of recent market weakness has altered the way investors think about risk. While relative risk remains important, institutional and private investors are now looking for strategies based on absolute risk. As such, absolute return concepts lessen the investors' dependency on performance benchmarks and follow the concept of using capital investments to generate absolute returns in excess of the money market over a long period.

Traditionally, investors have used diversification strategies to address their risk-return concerns. However, diversification within and across asset classes has yielded limited benefits as asset classes have become increasingly correlated. These strategies also tend to be static, meaning that asset allocation does not change swiftly enough to keep pace with market conditions. Volatile markets aggravate these concerns and dynamic asset allocation strategies have gained importance as a means to mitigate them.

Dynamic asset allocation strategies consist of basic shifting *rules –based strategies* such as Path Priority Optimization, which recognizes that investors care about the path of returns they take to reach their goals.

IronGate offers several products: AlphaSector Indexes and Multi-ALPHA Strategies, that have historically provided a high return with significantly reduced mid- to long-term risk. The strategies include:

- Systematic and sustainable reduction of loss potential
- High upside potential
- Asymmetric, right-skewed return distributions (i.e., can reduce left tail risk, negative returns)
- Asymmetric correlations to equity market (i.e., a low correlation in negative equity markets, and a high correlation in strong up-markets)

The rules-based methodologies used to run the decision engines are performed weekly and the strategies may reallocate as frequently as weekly.

The AlphaSector Indexes and Multi-ALPHA strategies utilize exchange traded funds (ETFs) with all decisions made with the intent of limiting losses during market declines, in particular during significant market declines. In periods of extreme market distress, a partial or complete allocation to short-term bonds (a “cash equivalent” investment) is allowed.

The Multi-ALPHA Aggressive strategy may at times utilize inverse ETFs to meet its objectives. The Multi-ALPHA strategies do not directly use derivatives. Some of the underlying ETFs may use derivatives.

Portfolio Construction and Design

AlphaSector Indexes:

The *AlphaSector US equity* strategy model utilizes ETFs representing the 9 sectors of the S&P 500 or short-term Treasuries. The ETFs most often used include the Select Sector SPDRs and an ETF tracking short term Treasury securities as the proxy for a cash equivalent. As such, there are a maximum number of 9 securities in the portfolio at any one time.

AlphaSector Allocator strategy is a diversified portfolio adding in ETFs tracking traditional fixed income asset classes and “alternative” asset classes such as gold and REITs.

IronGate utilizes the AlphaSector Premium Indexes that are reviewed weekly for reconstitution and rebalancing.

The default “position” within each Index is to have all available ETFs (other than cash equivalents) invested and equally weighted within that index at the time of rebalancing. Decisions to remove a sector or asset class from the portfolio at any time are based on a probabilistic determination that that sector or asset class is viewed as likely to lose money on a forward looking basis.

For example, US Equity AlphaSector Indexes determine when to “turn off a sector” through analysis from a proprietary analytical engine that evaluates “true” sector trends while adjusting for market “noise” and for changing levels of volatility within each sector. ETFs are included in the portfolio based on a binary model: A positive signal results in inclusion in the portfolio, and a negative signal results in complete removal from the portfolio. All sectors, or asset classes included in an index of the Global and Allocator indexes, are equally weighted at the time of rebalancing. The maximum allocation to any one sector within the domestic equity indexes is capped at 25% of the portfolio at the time of rebalancing.

When the AlphaSector models signal a Bear Market (defined as having 6 or more of the 9 US sector ETFs removed due to the expectation of future losses), AlphaSector will begin to build a position in short-term Treasuries, which can include up to 100% of the portfolio. This ability to automatically shift to a defensive position in times of broader market weakness is critical to the portfolio's ability to manage downside risk exposures and protect client returns.

Multi-ALPHA Strategies:

PROCESS:

The Multi-ALPHA strategies use fundamental, quantitative and technical analysis in an attempt to more accurately reflect investor preferences, as investors care about the path they take to achieve financial returns. This begins by first, defining an appropriate risk level that prioritizes capital protection and second, identifying relative outperformance opportunities to generate excess returns. This rules-based investment process recognizes that perceived risk in the markets do not remain constant. By measuring the levels of risk across asset classes and geographies, the model seeks to preserve capital by de-risking in challenging environments, and then seeks to re-risk in more favorable environments.

The Multi-ALPHA strategies incorporate several factors to add potential excess returns:

- Global macro investment themes can persist due to long-term fundamentals
- Multiple asset classes and geographic diversification opportunities to the extent that they exist.
- Asset class selection drives returns more than individual security selection
 - However, just adding more asset classes alone is not sufficient as correlations between them increases when exposed to common risk factors, such as financial crisis.
 - Also, a 60/40 (equity/fixed income) allocation is not a risk management policy. 60/40 returns are regime dependent, long-term success can depend largely only a few years in the sample. This is often referred to as the sequence of returns.

Therefore, other critical components are necessary to minimize the effects of bear markets, and shocks (left-tail risk events) to the financial markets

- Two tactical components:

- An absolute component that seeks to protect capital in down markets by shifting exposure to more conservative asset classes
- A relative component that seeks to identify the existence of relative outperformance of opportunities between two asset classes.
- As a result of these tactical features, all Multi-ALPHA strategies may aggressively rebalance to protect capital in turbulent markets.

The strategies consist of three global, multi-asset class portfolios. Each portfolio will invest in the following asset classes: US Equities, Foreign Developed Equities, Emerging Market Equities, US Fixed Income, International Fixed Income, Commodities, and Real Estate.

STRATEGIES:

Multi-ALPHA Conservative: is long only, with a base allocation of 40% Equities, 50% Fixed Income, and 10% Alternatives. Since it is a tactical strategy, it's maximum allocations are 50% Equities, 100% Fixed Income, and 15% Alternatives.

Multi-ALPHA Moderate: is long only, with a base allocation of 60% Equities, 30% Fixed Income, and 10% Alternatives. Since it is a tactical strategy, it's maximum allocations are 75% Equities, 100% Fixed Income, and 20% Alternatives.

Multi-ALPHA Aggressive: can be long and/or short, with a base allocation of 80% Equities, 10% Fixed Income, and 10% Alternatives. Since it is a tactical strategy, it's maximum allocations are 100% Equities, 100% Fixed Income, 30% Alternatives, and 30% Short (using inverse ETFs).

Every quarter, IronGate has the ability to adjust the specific ETFs in which each portfolio is invested. After specific ETFs are selected, each of the three portfolios must retain an investable universe that includes all seven of the asset classes listed: US Equities, Foreign Developed Equities, Emerging Markets, US Fixed Income, International Fixed Income, Commodities, and Real Estate. As an example, IronGate may choose to implement the Foreign Developed Equity component of the strategy through a globally diversified index, individual country ETFs, international dividend index, or a combination of the three.

For more information about the philosophy, methodology and construction of any individual AlphaSector Indexes, and the Multi-ALPHA strategies please see our website at www.IGI-Alpha.com, or contact IronGate at (910) 791-1437.

Risk of Loss:

All investments in securities include a risk of loss that clients should be prepared to bear. This includes the risk of capital (invested amount) and any profits that have not been realized. Stock and bond markets may fluctuate over time, and performance of any investment is not guaranteed.

Our investment strategies may not achieve their objectives, and they are not intended to be a complete investment program.

The principal risks of our strategies are:

- **Market Risk:** The risk that the value of the securities in which the strategies invest may drop in reaction to tangible and intangible events and conditions, independent of a security's particular underlying circumstances. For example, political, economic, and social conditions may cause a change in the value of the securities. Price changes may be temporary or may last for extended periods.
- **Equity Securities Risk:** The risk that events or circumstances at a particular industry, or a particular company within an industry will impact the value of the stocks and ETFs held by the strategy and thus, the value of your investment over short or extended periods.
- **Interest-Rate Risk:** The risk that fluctuations in interest rates may cause investment prices to fluctuate and impact the value of Fixed Income securities or ETFs held by the strategy. For example, when interest rates rise, yields on existing bonds decline.
- **Exchange-Traded Funds (ETFs) Risk:** The risk that the value of an ETF that the strategies invest in, will be more volatile than the underlying portfolio of securities the ETF is designed to track, or, that the costs to the fund of owning shares of the ETF will exceed those the fund would incur by investing in such securities directly.
- **Sector Concentration Risk:** The risk that events negatively affecting an industry, or market sector in which the strategy invests, will cause the overall value of the strategy to decline. To the extent that some of our investment strategies invest significant portions of their strategy in ETFs, representing particular markets, or sectors, (such as Energy, Healthcare, Real Estate, etc.) or in an ETF representing U.S. Treasuries, the strategy, is more vulnerable to conditions that negatively affect such sectors, as compared to investment strategy that is not significantly invested in such sectors.
- **Turnover Risk:** The risk that frequent trading will result in increased brokerage and other transaction-related costs, as well as less favorable tax treatment of short-term capital gains that, can negatively impact your overall investment as compared to investments in strategies with low turnover. Some of our investment strategies may involve frequent trading and/or turnover and investors should carefully consider the impact of taxes and brokerage costs on their investment portfolio.
- **U.S. Government Securities Risk:** The risk that U.S. Government securities in the strategy will be subject to price fluctuations, or that an agency or instrumentality will default on an obligation not backed by the full faith and credit of the United States.
- **Quantitative Risk:** The risk that the effectiveness of the quantitative model used for the strategy can dissipate over time as similar strategies are adopted and as the market becomes more efficiently priced.
- **Programming / Modeling Risk:** IronGate's research and modeling process is extremely complex and the results of that process must then be translated into computer code. Although IronGate seeks to hire individuals skilled in each of these functions and to provide appropriate levels of oversight, the complexity of the individual tasks, the difficulty of integrating such tasks, and the limited ability to perform testing of the end product raises the chances that the finished model may contain an error; one or more of such errors could adversely affect a client's portfolio.
- **System Risk:** IronGate relies extensively on computer programs and systems in its proprietary modeling to evaluate securities, to monitor its portfolio, and to generate reports that are critical to oversight of its activities. In addition, certain systems operated by third parties, including the private fund's prime brokers and market counterparties and their sub-custodians and other service providers, may not be in a position to verify the risks or reliability of such

third-party systems. These programs or systems may be subject to certain defects, failures or interruptions, including, but not limited to, those caused by computer “worms,” viruses and power failures. Any such defect or failure could have a material adverse effect on IronGate’s activities. For example, such failures could cause settlement of trades to fail, lead to inaccurate accounting, recording or processing of trades, and cause inaccurate reports, which may affect IronGate’s ability to monitor its investment portfolios and its risks.

- **Operational Risk:** IronGate has developed systems and procedures to control operational risk. Operational risks arising from mistakes made in the confirmation or settlement of transactions, from transactions not being properly booked, evaluated or accounted for or other similar disruption in IronGate's operations may cause IronGate to suffer financial loss; the disruption of its business; liability to clients or third parties; regulatory intervention; or reputational damage. IronGate relies heavily on its financial, accounting, and other data processing systems

Item 9: Disciplinary Information

IronGate has no legal or disciplinary events that are material to a client’s or prospective client’s evaluation of our advisory business or the integrity of our management.

Item 10: Other Financial Industry Activities and Affiliations

Broker-Dealer Affiliations

IronGate is not registered nor has an application pending to register as a broker-dealer; however associated persons of IGP are registered with Capital Investment Group, Inc. All four of its management persons are registered representatives of Capital Investment Group, Inc. (a broker-dealer).

Futures/Commodities Affiliations

IronGate, nor any of its management persons are registered, or have an application pending to register, as a futures commission merchant, commodity pool operator, commodity trading advisor, or as an associated person of the foregoing entities.

Investment Company Affiliations

IronGate, nor any of its management persons have a current relationship with another investment company, nor does it sub-advise any open-end mutual funds.

Investment Adviser Affiliations

IronGate is affiliated with IGP, established in 1999 as an Independent Registered Investment Advisor firm located in Wilmington, NC, serving individual investors, corporate retirement plans, pensions, endowments, and trusts. There is some cross ownership between IronGate and IGP. All four of its management persons are also registered investment adviser representatives of IronGate.

The relationships or arrangements described above do not create a material conflict of interests with any of our clients. IronGate does not recommend or select other investment advisers for our clients and does not receive any type of compensation directly or indirectly from those clients.

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

IronGate has adopted a Code of Ethics (“Code”), which sets forth high ethical standards of business conduct for our employees and governs a number of potential conflicts of interest that we may encounter when providing investment advisory services. This Code is based on the principle that IronGate owes a fiduciary duty to the investors for which we serve as an adviser. In adherence with this Code, IronGate and its employees must avoid activities, interests, and relationships that might interfere or appear to interfere with making decisions in the best interests of our Clients. The Code places the interests of IronGate Clients over the interests of the firm and any of its employees, and to comply with the applicable Federal Securities Laws and other applicable law.

IronGate distributes the Code to each employee at the time of hire and annually thereafter. Each employee is required to sign the Code acknowledging that they have read, understand, and will abide by the Code and its requirements. Our Chief Compliance Officer conducts training and monitors employee activity to ensure compliance with the Code.

IronGate will provide a copy of our Code to any client or prospective client upon request within a reasonable period of time at your current address of record.

Personal Securities Transactions Requirements

All Access Persons must not engage, and must not permit any other person or entity to engage in any purchase or sale of a Reportable Security in which such Access Person has, or by reason of the transaction will acquire any direct or indirect Beneficial Ownership, unless (i) the transaction is an Exempt Transaction (as set forth below) or (ii) he/she has have complied with the provisions set forth below.

Pre-clearance

Access Persons must seek to obtain pre-clearance trading approval from the Chief Compliance Officer to purchase or sell any Reportable Security which has been placed on the “Restricted List” for which the person has or will have by reason of the trade a Beneficial Ownership and that the Adviser actively engages in trading, advisory services or performs research on such Reportable Security.

Finally, Access Persons must seek to obtain pre-clearance trading approval from the Adviser before directly or indirectly acquiring Beneficial Ownership in any Security in an Initial Public Offering or in a Limited Offering.

Our IARs may buy or sell for their own accounts, securities that are also held by their clients. Conversely, they may buy and sell securities for client accounts, which they themselves may own. Such transactions are permitted if in compliance with our Policy on Personal Securities Transactions. Reports

of personal transactions in securities by our IARs are reviewed by the firm's Compliance Department quarterly or more frequently if required.

We do not, nor does any of our related persons, recommend to you, or buy or sell for your accounts, securities in which we (or a related person) have a material financial interest. Additionally, we do not, nor does a related person, recommend securities to you, or buy or sell securities for your accounts, at or about the same time that we (or a related person) buy or sell the same securities for our own (or the related person's own) account.

We do not execute transactions on a principal or agency cross basis.

Item 12: Brokerage Practices

As a model manager, IronGate does not make recommendationsof broker-dealers for client transaction; however, our affiliate, IGP does. Refer to IGP's Disclosure Brochure for details of their brokerage practices.

For institutional accounts, IronGate may from time to time recommend a broker-dealer to execute the trading of underlying securities. In those circumstances, IronGate will use best efforts to select and recommend a broker dealer that will provide the best services at the lowest commission rates. When reviewing a brokerage firm and the services they provide, our assessment includes, but is not limited to the following:

- Reputation/Stability of brokerage firm
- Ability to execute trades in a timely and efficient manner
- Ability to interface with client's custodian bank
- Competitive Commission Rates

We do not consider whether we or a related person receive client referrals from a broker-dealer or third party in selecting or recommending broker-dealers to our clients. Furthermore, we do not routinely recommend, request, or require that a client direct us to execute transactions through a specified broker-dealer.

We will perform an ongoing review process of each broker we utilize with regard to their performance relative to each of the factors described above. We will document the results of its review process and its decision on whether to change or continue with the broker. We continuously assess the results of our review that occurred over the previous year to determine whether to continue with the existing brokerage arrangements or amend them based upon the results.

As a model manager, practices surrounding Research and Other Soft Dollar Benefits are not applicable. IronGate does not receive research or other products or services from a broker-dealer or a third party in connection with client securities transactions. However, our affiliate, IGP receives certain services and products. Refer to IGP's Disclosure Brochure for details of their practices.

As a model manager, practices surrounding aggregation of purchase or sale of securities for client accounts are not applicable.

Item 13: Review of Accounts

As a model manager, IronGate generally does not have access to client accounts. In limited circumstances, IronGate will manage a limited number of accounts for friends and family or institutional clients. These accounts are reviewed quarterly by Christopher Jones, CCO to ensure that all transactions are in accordance with model instructions and that any tracking error to the index is within a reasonably acceptable threshold. All institutional accounts are also reviewed post any trading activity to ensure proper trade execution and settlement. These accounts receive confirmation of activity reports post any trading activity and receive account statements on a quarterly and annual basis. These reports are provided by the custodian or SMA Platform provider that administers the account.

Item 14: Client Referrals and Other Compensation

Other Compensation

IronGate does not have any compensation agreements where we receive cash or other economic benefit from someone who is not a client of ours in connection with providing services to our clients.

Client Referrals

IronGate does not directly or indirectly compensate any person for referrals with the exception of an Institutional Client or model manager relationship.. If an Institutional Client or model manager relationship is introduced to IronGate by an unaffiliated or an affiliated solicitor, IronGate may pay that solicitor a referral fee. Such referral fee shall be paid on an ongoing basis as earned which is percentage of the assets under management, and shall not result in any additional charge to the Client. If the Client is introduced to IronGate by an unaffiliated solicitor, the solicitor shall provide the Client with a copy of IronGate's ADV Part 2 Brochure and a copy of the solicitation arrangement including compensation.

Item 15: Custody

We do not have custody of client funds or securities; however, we may be granted authority, upon written consent from you, to deduct the advisory fees directly from your account. The custodian will send, at least quarterly, an account statement identifying the amount of funds and each security in the account at the end of period and setting forth all transactions in the account during that period including the amount of advisory fees paid directly to IronGate.

Custodians are typically selected by the investment advisor, institutional client, or SMA Platform Manager.

IronGate does not send out any statements to clients.

Item 16: Investment Discretion

IronGate serves as a model manager and as policy we do not accept discretion over individual clients' accounts. IronGate does have limited investment discretion over the SMA accounts that it advises. This discretion is limited to advising on trade allocations within the account and for execution of trades in accordance to the models for which the clients have subscribed.

IronGate may also maintain discretion over institutional accounts. The discretion for these accounts involves limited access to balance inquiries and execution of trades in accordance to the models for which the clients have subscribed.

As an index provider, IronGate maintains control over the Multi-ALPHA strategies and the underlying ETFs within each index. The Investment committee will review, and periodically make changes to the individual index components, and the interaction among the indexes to meet the strategy objectives.

Item 17: Voting Client Securities

IronGate serves as a model manager and as a matter of firm policy and practice, does not accept authority to vote proxies on behalf of clients. Clients may receive a copy of our proxy voting policy and procedure upon request.

As a model manager, underlying securities are held in the name of the client and under this structure they will retain the responsibility for receiving and voting proxies for any and all securities maintained in their portfolios. Generally, proxies or other solicitations will be received by the client directly from the custodian or transfer agent. Clients are encouraged to contact their SMA Platform Manager or Investment Adviser or Custodian with questions related to proxies and solicitations. If clients need further assistance with this process, they may contact IronGate at (910) 791-1437 with any questions related to voting proxies.

Item 18: Financial Information

We have no financial condition that is reasonably likely to impair our ability to meet contractual commitments to you given that we do not have custody of client funds or securities, or require or solicit prepayment of fees in excess of \$1,200 per client and six months or more in advance.

IronGate has never been the subject of a bankruptcy petition.

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