

Item 1 – Cover Page

The Insight Group, Inc.
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Brochure Date: May 15, 2012

This Brochure provides information about the qualifications and business practices of THE INSIGHT GROUP, INC. If you have any questions about the contents of this Brochure, please contact us at (801) 944-7702. 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.

THE INSIGHT GROUP, INC. is a registered investment adviser. Registration of an Investment Adviser does not imply any level of skill or training. The oral and written communications of an Adviser provides you with information about which you determine to hire or retain an Adviser.

Additional information about THE INSIGHT GROUP, INC. also is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2 – Material Changes

On July 28, 2010, the United State Securities and Exchange Commission published “Amendments to Form ADV” which amends the disclosure document that we provide to clients as required by SEC Rules. This Brochure is a document prepared according to the SEC’s new requirements and rules.

Our last annual brochure update was March 11, 2011 with additional amendments with non-material changes occurring in July, 2011 and October 2011.

We have not had any material changes to our firm over the past year.

Currently, our Brochure may be requested by contacting Scott Sayre, Chief Compliance Officer at (801) 944-7702 or scott@insightgroup.com.

Additional information about THE INSIGHT GROUP, INC. is also available via the SEC’s web site www.adviserinfo.sec.gov. The SEC’s web site also provides information about any persons affiliated with The Insight Group, Inc. who are registered, or are required to be registered, as investment adviser representatives of The Insight Group, Inc.

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Item 4 – Advisory Business

Company Ownership and History

The Insight Group, Inc. is a privately held company. Paul Salisbury and Mark Matley are the principal owners and all stock in the company is owned by Paul Salisbury and Mark Matley. The Insight Group, Inc. has been in business since March 1993. Our services include Financial Planning Services and Investment Advisory Services.

Financial Planning Services

The Insight Group, Inc. representatives provide advice in the form of a Financial Plan. Clients purchasing this service will receive a written report delivered in paper form or electronically, providing the client with a detailed financial plan designed around his or her stated financial goals and objectives. The financial plan will address any or all of the following: retirement and financial independence; estate planning; risk analysis for life, disability and long term care; cash flow and debt management; and, investment planning.

The Insight Group, Inc. representatives gather required information through in-depth personal interviews. Information gathered includes a client's current financial status, future goals, and attitudes towards risk. Related documents may be supplied by the client and reviewed. Frequently a questionnaire is completed by the client, and written reports are prepared. Should a client choose to implement the recommendations contained in the plan, The Insight Group, Inc. suggests the client work closely with his/her attorney, accountant, insurance agent, and/or stockbroker or investment advisor. Implementation of financial plan recommendations is entirely at the client's discretion.

Investment Advisory Services

The Insight Group, Inc. representatives identify a client's objectives, rate of return requirements, and risk tolerance. The Insight Group, Inc. representatives then develop a portfolio strategy for each client. This may include the determination of the appropriate asset allocation and underlying investments. They then implement the portfolio recommendations by utilizing the asset management and manager selection services of approved asset management programs (including but not limited to those specifically listed in this ADV). The Insight Group Inc. representatives then assist the client in establishing an investment account. The Insight Group Inc. representatives continue to consult the investor periodically advising them on issues such as account performance and suitability of the investment strategy in meeting their independent goals and objectives.

Clients receive periodic account statements and/or confirmations from their custodians on a regular basis, which provide a record of transactions in the account and a list of holdings. Performance reports may or may not be provided as performance reporting is custodian driven. The Insight Group, Inc. does not act as custodian for the assets. The money managers and/or mutual funds have the ultimate responsibility for the investment performance of the investment vehicles. The client understands that the account may be periodically rebalanced.

If a client chooses to restrict investment in certain securities or types of securities, such a request must be made in writing.

By separate agreement, the client may grant discretionary authority which is a limited power of attorney for discretionary trading including the type of securities to be bought and sold, and the amount of securities to be bought and sold.

For additional information regarding discretion, please see Item 16 - Investment Discretion.

The Insight Group, Inc. manages assets on both a discretionary and non-discretionary basis. As of 2/7/2012 total discretionary assets managed were \$197,000,000. Total non-discretionary assets were \$19,790,000.

Item 5 – Fees and Compensation

Financial Planning Services

Financial planning fees will be charged in one or both of the following ways:

- 1) as a fee ranging from \$500 to \$15,000 depending on the complexity and scope of each client's circumstances. The fee amount will be determined at the start of the advisory relationship; and/or
- 2) at a rate of \$75 to \$300 per hour depending on the complexity and scope of each client's circumstances.

50% of the estimated financial planning fee will be due upon signing the Financial Planning Services Agreement, with the balance due upon presentation of the plan to the client.

Typically the financial plan will be presented to the client within 30 days of the Financial Planning Services Agreement date, provided that all information needed to prepare the financial plan has been promptly provided by the client.

The client may terminate the Financial Planning Services Agreement and receive a full refund of the initial fee within five business days from the date of the agreement by sending written notice to The Insight Group, Inc. The notice must be received by The Insight Group, Inc. in this five-

day period. After the five day period, either the Client or The Insight Group, Inc. may cancel the Agreement by giving ten (10) days written notice to The Insight Group, Inc. (Client). The agreement is terminated upon receipt by the Client of the final plan and receipt by The Insight Group, Inc. of the final fee.

Investment Advisory Fees

Documents and fee schedules will be given to the client in an engagement letter and/or application and/or investment advisory service agreement (as applicable), and Form ADV.

Fees and account minimums may be negotiable based on such factors as portfolio size, and aggregate amount invested with specific investment management programs as well as the simplicity of the asset allocation, implementation, or services required. The Insight Group, Inc. charges no more than 1.5% annually for accounts. Fees may be reduced based upon specific asset levels maintained by the client through The Insight Group, Inc. Fees and corresponding reductions are detailed for each account in the Investment Advisory Services Agreement signed by the client at the time that investment accounts are opened.

Fees paid to The Insight Group, Inc. for investment advisory services are separate and distinct from the fees and expenses charged by the mutual funds, money managers, custodians and insurance contracts. These fees and expenses are described in each investment prospectus, Form ADV and/or separate account Form ADV Schedule H. These fees may include a fund or separate account management fee, other fund expenses, and/or a possible distribution fee. If the fund also imposes sales charges, a client may pay an initial or deferred sales charge.

A client may invest in a mutual fund directly, without the services of The Insight Group, Inc. In that case, the client would not receive the services provided by The Insight Group, Inc. which are designed, among other things, to assist the client in determining which mutual funds or money managers are most appropriate to each client's financial condition and objectives.

The client should review the fees charged by the managers, the custodians, the variable life and annuity insurance companies, the mutual funds and the fees charged by The Insight Group, Inc. to fully understand the total amount of fees to be paid by the client and to thereby evaluate the advisory services being provided.

The client may terminate the Investment Advisory Agreement and receive a full refund of any investment advisory fee incurred within five business days from the date of this agreement by sending written notice to The Insight Group, Inc. This notice must be received by The Insight Group, Inc. in this five-day period. The Client understands that if the agreement is terminated, their investment could be higher or lower than the original amount deposited based upon changes in market value during this period. After the five-day period, either the Client or the Advisor may cancel the Agreement by ten (10) days written notice to The Insight Group, Inc. (Client)

with fees paid to The Insight Group, Inc. on a pro-rated basis. Fees pro-rated will be on a daily basis.

Reduction of Certain Advisory Fees Based on Assets Managed by SEI

The Insight Group, Inc. has entered into an agreement as an independent agent with SEI whereas on portfolios of \$5 million and above, as acknowledged in writing by the Client, SEI **may** pay The Insight Group, Inc. up to 0.20% (20 basis points) on the client's net assets invested in SEI Funds, as of the close of the quarter. The Client is not responsible for any part of this additional compensation that The Insight Group, Inc. receives, and SEI will not charge any higher fee or any additional amount to the Client as a result of SEI's obligation to pay The Insight Group, Inc. for its services.

Solicitation Agreements For Institutional Accounts

The Insight Group, Inc. has entered into a solicitation agreement with SEI as an independent agent for the purpose of soliciting investment advisory accounts for their institutional management services. These accounts are typically associated with pension plans and corporate trusts. SEI may pay The Insight Group, Inc. up to 10% of the investment management fees it receives for services SEI renders on these accounts.

SEI Giving Fund

The Insight Group, Inc. has entered into a solicitation agreement with SEI as a Service Provider for the SEI Giving Fund. SEI will pay The Insight Group, Inc., in lieu of its normal advisory fee, a fee based on the account value within the Giving Fund made by a Donor introduced by The Insight Group, Inc. Such fee shall be paid quarterly in arrears based on the value of the contribution in the Donor's account of up to 1%.

Item 12 further describes the factors that The Insight Group, Inc. considers in selecting or recommending broker-dealers for client transactions and determining the reasonableness of their compensation (e.g., commissions).

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

The Insight Group, Inc. does not charge any performance-based fees (fees based on a share of capital gains on or capital appreciation of the assets of a client).

Item 7 – Types of Clients

The Insight Group, Inc. offers services primarily to individuals, high net worth individuals, trusts, estates, charitable organizations, pension and profit sharing plans and corporations or other business entities. The minimum account is \$1,000,000. The minimum may be waived at the discretion of The Insight Group, Inc. representatives.

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

The combination of investments used with respect to any investor will depend upon the investment objectives of that investor. Our focus is a disciplined investment process within portfolios designed specifically to help our clients achieve their life and wealth goals.

The Insight Group, Inc. develops our approach from disciplined behavioral and analytical research, focusing on the psychology of an individual investor, as well as the trends that impact worldwide financial markets and investment managers. This philosophy is based upon five principles: asset allocation, portfolio structure, tax management, multiple specialist managers and continuous portfolio management.

Asset Allocation: This is the first most important step. Asset allocation includes determining how much to invest in different asset classes such as cash equivalents, stocks, fixed-income investments and tangible assets such as real estate. Asset allocation also applies to subcategories such as government, municipal and corporate bonds or in the case of stocks, large company stocks or small company stocks.

Portfolio Structure: This includes making sure you own the right mix of securities. For example, you shouldn't just own "stocks" but also make sure you have the right mix of large and small cap, growth, value and even alternative investments. This discipline is exercised across all the asset classes involved.

Tax Management: Tax management should never be ignored. We employ a special focus on tax management to help control tax implications and to help enhance after-tax returns.

Multiple Specialist Managers: To implement our asset management strategies, we evaluate investment talent from a global network of institutional money managers who specialize in specific sectors of the market. We have found that identifying, hiring and managing specialist money managers helps to deliver more consistent performance.

Continuous Portfolio Management: Through SEI our managers are continually evaluated while searching for new managers continues.

We believe that this process and the application of this philosophy will add value by enhancing returns and reducing risk, thereby increasing the likelihood of our clients achieving their goals.

Investing in securities involves risk of loss that clients should be prepared to bear.

There is no guarantee that an investment will achieve its goal. The Insight Group, Inc. makes judgments about the securities markets, and the economy but these judgments may not anticipate actual market movements or the impact of economic conditions on investment performance. In fact, no matter how good a job The Insight Group, Inc. does, you could lose money on your investment. Your investment is not a bank deposit, and its shares are not insured or guaranteed by the FDIC or any other government agency. The value of your investment is based on the market prices of the underlying securities held. These prices change daily due to economic and other events that affect securities markets generally, as well as those that affect particular companies and other issuers. These price movements, sometimes called volatility, may be greater or lesser depending on the types of investments you own and the markets in which those securities trade. The effect on an investment of a change in the value of a single security will depend on how widely the investment portfolio diversifies its holdings.

Your investments may not achieve positive returns over short or long term periods.

The success of the Client's investment strategy depends on The Insight Group, Inc.'s selection of the underlying funds and sub-advisers in separately managed accounts and allocating assets to such underlying funds and sub-advisers. The Insight Group, Inc., an underlying fund or a sub-adviser in a separately managed account, may be incorrect in assessing market trends, the value or growth capability of particular securities or asset classes. In addition, the methodology by which The Insight Group, Inc. allocates the Client's investment assets to the underlying funds and sub-advisers for separately managed accounts may not achieve desired results and may cause the investment to lose money or underperform other comparable mutual funds or investment accounts.

The underlying funds and sub-advisers for separately managed accounts may apply any of a variety of investment strategies and may invest in a broad range of asset classes, securities and other investments to achieve their designated investment strategies. The principal risks of using such investment strategies and making investments in such asset classes, securities and other investments are set forth below but are not all inclusive of potential risks. The term "the Fund" in the paragraphs below collectively refers to both the Client investment and underlying funds.

Investment Company Risk — When the Fund invests in an investment company, in addition to directly bearing the expenses associated with its own operations, it will bear a pro rata portion of

the investment company's expenses. In addition, while the risks of owning shares of an investment company generally reflect the risks of owning the underlying investments of the investment company, the Fund may be subject to additional or different risks than if the Fund had invested directly in the underlying investments.

Equity Market Risk — The risk that stock prices will fall over short or extended periods of time.

Small-Cap Company Risk — The risk that small capitalization securities may underperform other segments of the equity markets or the equity markets as a whole. Smaller capitalization companies may be more vulnerable to adverse business or economic events than larger, more established companies.

Fixed Income Market Risk — The prices of the Fund's fixed income securities respond to economic developments, particularly interest rate changes, as well as to perceptions about the creditworthiness of individual issuers, including governments and their agencies. In the case of foreign securities, price fluctuations will reflect international economic and political events, as well as changes in currency valuations relative to the U.S. dollar.

Corporate Fixed Income Securities Risk — Corporate fixed income securities respond to economic developments, especially changes in interest rates, as well as perceptions of the creditworthiness and business prospects of individual issuers.

Below Investment Grade Securities Risk — Fixed income securities rated below investment grade (junk bonds) involve greater risks of default or downgrade and are more volatile than investment grade securities.

Mortgage-Backed Securities Risk — Mortgage-backed securities are affected by, among other things, interest rate changes and the possibility of prepayment of the underlying mortgage loans. Mortgage-backed securities are also subject to the risk that underlying borrowers will be unable to meet their obligations.

Asset-Backed Securities Risk — Payment of principal and interest on asset-backed securities is dependent largely on the cash flows generated by the assets backing the securities and asset-backed securities may not have the benefit of any security interest in the related assets.

U.S. Government Securities Risk — Although U.S. Government securities are considered to be among the safest investments, they are not guaranteed against price movements due to changing interest rates. Obligations issued by some U.S. Government agencies are backed by the U.S. Treasury, while others are backed solely by the ability of the agency to borrow from the U.S. Treasury or by the agency's own resources.

Commodity-linked Securities Risk —Investments in commodity-linked securities may be more volatile and less liquid than direct investments in the underlying commodities themselves. Commodity-related equity returns can also be affected by the issuer’s financial structure or the performance of unrelated businesses.

Distressed Securities Risk —Distressed securities frequently do not produce income while they are outstanding and may require the Fund to bear certain extraordinary expenses in order to protect and recover its investment. Distressed securities are at high risk for default.

Liquidity Risk —Investments in illiquid securities may reduce the returns to the Fund because it may be unable to sell the illiquid securities at an advantageous time or price. Further, transactions in illiquid securities may entail transaction costs that are higher than those for transactions in liquid securities.

Currency Risk —Due to a fund manager’s active positions in currencies, it may be subject to the risk that currency exchange rates may fluctuate in response to, among other things, changes in interest rates, intervention (or failure to intervene) by U.S. or foreign governments, central banks or supranational entities, or by the imposition of currency controls or other political developments in the United States or abroad.

Derivatives Risk — The risk that changes in the market value of securities held by the account, and of the derivative instruments relating to those securities, may not be proportionate. There may not be a liquid market for the fund or manager to sell a derivative instrument. Derivatives are also subject to the risk that a counterparty may default on its payment obligations to the investor.

Swap Transactions Risk —Swaps are arrangements whereby two parties (counterparties) enter into an agreement to exchange payment streams calculated in relation to a rate, index, instrument or certain securities and a predetermined dollar amount (notional principal value). The counterparties do not exchange the notional principal amount, only the payment streams. Swaps are generally subject to the same risks as other derivative securities (described above).

Leverage Risk —The use of leverage can amplify the effects of market volatility on the Fund’s share price and may also cause the Fund to liquidate portfolio positions when it would not be advantageous to do so in order to satisfy its obligations.

Exchange-Traded Funds (ETFs) Risk —The risks of owning shares of an ETF generally reflect the risks of owning the underlying securities the ETF is designed to track, although lack of liquidity in an ETF could result in its value being more volatile than the underlying portfolio securities.

Exchange-Traded Notes (ETNs) —The value of an ETN is subject to the credit risk of the issuer. There may not be an active trading market available for some ETNs. Additionally, trading of ETNs may be halted or delisted by the listing exchange.

Foreign Investment/Emerging Markets Risk —The risk that non-U.S. securities may be subject to additional risks due to, among other things, political, social and economic developments abroad, currency movements, and different legal, regulatory and tax environments. These additional risks may be heightened with respect to emerging market countries since political turmoil and rapid changes in economic conditions are more likely to occur in these countries.

Short Sales —Short sales expose an investment to the risk that it will be required to buy the security sold short (also known as “covering” the short position) at a time when the security has appreciated in value thus resulting in a loss to an investor. Reinvesting proceeds received from short selling may create leverage which can amplify the effects of market volatility on the investment’s share price.

Directional or Tactical Strategies Risk —Directional or tactical strategies usually use long and short positions which entail prediction on the direction into which the overall market is going to move. Directional or tactical strategies may utilize leverage and hedging. Risk of loss may be significant if the Fund’s judgment is incorrect as to the direction, timing or extent of expected market moves.

Event-Driven Strategies Risk —Event-driven strategies involve making evaluations and predictions about both the likelihood that a particular event in the life of a company will occur and the impact such an event will have on the value of the company’s securities. The transaction in which such a company is involved may either be unsuccessful, take considerable time or may result in a distribution of cash or a new security, the value of which may be less than the purchase price of the company’s security. If an anticipated transaction does not occur, the Fund may be required to sell its securities at a loss.

Arbitrage Strategies Risk —Arbitrage strategies involve engaging in transactions that attempt to exploit price differences of identical, related or similar securities on different markets or in different forms. The Fund may realize losses or reduced rate of return if underlying relationships among securities in which it takes investment positions change in an adverse manner or a transaction is unexpectedly terminated or delayed. Trading to seek short-term capital appreciation can be expected to cause the Fund’s portfolio turnover rate to be substantially higher than that of the average equity-oriented investment company.

Non-Diversified Risk —Some fund investments may be non-diversified, which means that it may invest in the securities of relatively few issuers. As a result, some fund investments may be more susceptible to a single adverse economic or political occurrence affecting one or more of these issuers, and may experience increased volatility due to its investments in those securities.

Portfolio Turnover Risk —Due to their investment strategies, an investment and the underlying funds may buy and sell securities frequently. This may result in higher transaction costs and additional capital gains tax liabilities.

Item 9 – Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of The Insight Group, Inc. or the integrity of The Insight Group, Inc.'s management. The Insight Group, Inc. has not been the subject of any administrative proceeding before the SEC, any other federal regulatory agency, any state regulatory agency or any foreign financial regulatory authority.

Item 10 – Other Financial Industry Activities and Affiliations

Paul Salisbury and Mark Matley are affiliated with and have an ownership interest in more than one registered investment advisor.

Financial Insight Center Holdings LLC.

Paul Salisbury and Mark Matley are each a 50% owner of Financial Insight Center Holdings, LLC. Financial Insight Center Holdings, LLC owns a 66 2/3% interest in FIC-Salt Lake, LLC (doing business as The Financial Insight Center). FIC-Salt Lake, LLC is an SEC-Registered investment advisory firm. Net profits from FIC-Salt Lake, LLC may be paid to Financial Insight Center Holdings, LLC.

FIC-Salt Lake, LLC doing business as Financial Insight Center

Financial Insight Center is an affiliated registered investment advisor. This company conducts marketing programs in Utah for the purpose of educating and acquiring clients from a different market segment than that of The Insight Group, Inc. Financial Insight Center is owned 66 2/3% by Financial Insight Center Holdings, LLC and 33 1/3% by Charles Cutler.

The Insight Group Inc. and Financial Insight Center serve different market segments and provide different levels of services. As a result, the companies may have different fee schedules. This could be a potential conflict of interest. Clients will be directed to the appropriate company based on their service level needs.

The Insight Group Insurance Agency, LLC

The Insight Group, Inc. provides insurance products through The Insight Group Insurance Agency, LLC, an insurance product resource provider. The Insight Group Insurance Agency, LLC is owned by Paul Salisbury and Mark Matley.

The Insight Group, Inc. representatives may be licensed insurance agents for numerous insurance companies. Therefore The Insight Group, Inc.'s related persons may have an indirect interest in products sold to clients because of commissions received by the agent or representative. No client is obligated in any way to purchase recommended or desired insurance products through the related insurance agency. Clients who choose to obtain such products through The Insight Group Insurance Agency, LLC. should understand that persons recommending such products may benefit from clients' purchases of those products, thereby creating a potential for a conflict of interest.

The Insight Group, Inc.'s related persons may receive commissions on products of insurance companies represented. The fact that commissions may be paid will be disclosed to the client before a purchase.

Licensed Solicitors

The Insight Group, Inc. may compensate licensed solicitors or other Investment Advisors for their involvement in securing and working with clients. All solicitors' agreements are in compliance with the Investment Advisors Act of 1940. In addition, all applicable federal and state laws will also be observed. All clients procured by solicitors will be given full written disclosures describing the terms between the advisor and the solicitor including disclosure of the potential for a conflict of interest prior to or at the time of entering into the advisory agreement.

Item 11 – Code of Ethics

The Insight Group, Inc. has adopted a Code of Ethics for all supervised persons of the firm describing its high standard of business conduct, and fiduciary duty to its clients. The Code of Ethics includes provisions relating to the confidentiality of client information, a prohibition on insider trading, a prohibition of rumor mongering, restrictions on the acceptance of significant gifts and the reporting of certain gifts and business entertainment items, and personal securities trading procedures, among other things. All supervised persons at The Insight Group, Inc. must acknowledge the terms of the Code of Ethics annually, or as amended.

The Insight Group, Inc. anticipates that, in appropriate circumstances consistent with clients' investment objectives, it will cause accounts over which The Insight Group, Inc. has management authority to effect, and will recommend to investment advisory clients or prospective clients, the purchase or sale of securities in which The Insight Group, Inc., its affiliates and/or clients, directly or indirectly, have a position of interest. The Insight Group, Inc.'s employees and persons associated with The Insight Group, Inc. are required to follow The Insight Group, Inc.'s Code of Ethics. Subject to satisfying this policy and applicable laws, officers, directors and employees of The Insight Group, Inc. and its affiliates may trade for their own accounts in securities which are recommended to and/or purchased for The Insight Group, Inc.'s clients.

The Code of Ethics is designed to assure that the personal securities transactions, activities and interests of the employees of The Insight Group, Inc. will not interfere with (i) making decisions in the best interest of advisory clients and (ii) implementing such decisions while, at the same time, allowing employees to invest for their own accounts. The Code of Ethics in some circumstances would permit employees to invest in the same securities as clients, there is a possibility that employees might benefit from market activity by a client in a security held by an employee. Employee trading is continually monitored under the Code of Ethics, and to reasonably prevent conflicts of interest between The Insight Group, Inc. and its clients.

It is The Insight Group, Inc.'s policy that the firm will not affect any principal or agency cross securities transactions for client accounts. The Insight Group, Inc. will also not cross trade between client accounts. Principal transactions are generally defined as transactions where an adviser, acting as principal for its own account or the account of an affiliated broker-dealer, buys from or sells any security to any advisory client. A principal transaction may also be deemed to have occurred if a security is crossed between an affiliated hedge fund and another client account. An agency cross transaction is defined as a transaction where a person acts as an investment adviser in relation to a transaction in which the investment adviser, or any person controlled by or under common control with the investment adviser, acts as broker for both the advisory client and for another person on the other side of the transaction.

The Insight Group, Inc.'s clients or prospective clients may request a copy of the firm's Code of Ethics by contacting Scott Sayre at (801) 944-7702.

Item 12 – Brokerage Practices

The Insight Group, Inc. suggests that transactions be completed through the broker dealers that the custodian recommends. The Insight Group, Inc. periodically reviews best execution by the broker dealers employed by the custodians. The Insight Group, Inc. does not receive commissions for transactions through broker/dealers.

Soft Dollar Arrangements

Although not a material consideration when determining whether to recommend that a client utilize the services of SEI, The Insight Group, Inc., may receive from SEI, without cost, software and support which allows The Insight Group, Inc. to better monitor and service client accounts maintained at SEI. In addition, some support may include sharing of some joint marketing costs for the purpose of acquiring new clients. The Insight Group, Inc. may receive the software and support without cost, because The Insight Group, Inc. renders investment management services to clients that maintain accounts at SEI, whose aggregate total assets at SEI exceed the established minimum required for an investment manager to receive software and support without cost. Software that may be acquired and used includes but is not limited to discounts on third party software to evaluate risk and performance such as Finametrica, and Allocation Master. Research and reports may include white papers, investment analysis, or research provided by SEI or its affiliate analysts.

Soft dollar benefits are not limited to those clients who may have generated a particular fee or revenue although certain soft dollar allocations are connected to particular clients or groups of clients. Soft dollar benefits are not proportionally allocated to any accounts that may generate different amounts of the soft dollar benefits.

The Insight Group, Inc. receives research material both from brokers that we suggest and brokers that we do not suggest.

Item 13 – Review of Accounts

The Insight Group, Inc. reviews advisory accounts for suitability purposes upon the opening of the account. These accounts are then monitored periodically and reviewed on an annual basis. Reviews are conducted by any of the following individuals: Paul Salisbury (financial

consultant), Mark Matley (financial consultant), Charles Cutler (financial consultant) or Scott Sayre (director of planning). On an annual basis, the investment portfolio is reviewed along with client information as maintained in our database. We ask that clients inform us as soon as possible if there are changes in their circumstances that may affect their investment objectives. Such changes may necessitate an immediate review.

Financial planning services are completed at the time that a financial plan is delivered. Reviews and modifications of financial plans occur periodically and may affect the client's investment strategy and recommendations.

Written investment portfolio reports are provided by their respective custodians to the clients no less frequently than quarterly. Custodians may provide more frequent reports. Please see Item 15—Custody, for additional information on reports provided to clients by custodians.

Item 14 – Client Referrals and Other Compensation

The Insight Group, Inc. may compensate licensed solicitors or other Investment Advisors for their involvement in securing and working with clients. All solicitors' agreements are in compliance with the Investment Advisors Act of 1940 Section 275.206(4)-3. In addition, all applicable federal and state laws will also be observed. All clients procured by solicitors will be given full written disclosures describing the terms and fee arrangements between the advisor and the solicitor prior to or at the time of entering into the advisory agreement.

Item 15 – Custody

Clients should receive at least quarterly statements from the qualified custodian that holds and maintains client's investment assets. Clients should carefully review these statements for accuracy and notify The Insight Group, Inc. if any inaccuracies are found.

The Insight Group, Inc. does not have custody of client assets.

Item 16 – Investment Discretion

The Insight Group, Inc. usually receives discretionary authority from the client at the outset of an advisory relationship to select the identity and amount of securities to be bought or sold. In all cases, however, such discretion is to be exercised in a manner consistent with the stated investment objectives for the particular client account.

These discretionary accounts are held at the custodians which may be suggested by The Insight Group, Inc. and where The Insight Group, Inc.'s right of withdrawal is limited to payment of advisory fees where prior client consent has been obtained.

When selecting securities and determining amounts, The Insight Group, Inc. observes the objectives, limitations and restrictions of the clients for which it advises.

Investment guidelines and restrictions must be provided to The Insight Group, Inc. in writing.

Item 17 – Voting *Client* Securities

As a matter of firm policy and practice, The Insight Group, Inc. does not have any authority to and does not vote proxies on behalf of advisory clients. Clients retain the responsibility for receiving and voting proxies for any and all securities maintained in client portfolios. The Insight Group, Inc. may provide advice to clients regarding the clients' voting of proxies.

Item 18 – Financial Information

Registered investment advisers are required to provide you with certain financial information or disclosures about The Insight Group, Inc.'s financial condition if we charge fees in advance. We do not charge fees in advance. The Insight Group, Inc. has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of a bankruptcy proceeding.

The Insight Group® Inc.
PRIVACY POLICY NOTICE

Our Promise to You

As a client of The Insight Group®, Inc., you share both personal and financial information with us. Your privacy is important to us, and we are dedicated to safeguarding your personal and financial information.

Information Provided by Clients

In the normal course of doing business, we typically obtain the following non-public personal information about our clients:

- Personal information regarding our clients' identity such as name, address and social security number;
- Information regarding securities transactions effected by us; and
- Client financial information such as net-worth, assets, income, bank account information and account balances.

How We Manage and Protect Your Personal Information

We do not sell information about current or former clients to third parties, nor is it our practice to disclose such information to third parties unless requested to do so by a client or client representative or, if necessary, in order to process a transaction, service an account or as permitted by law. Additionally, we may share information with outside companies that perform administrative services for us. However, our contractual arrangements with these service providers require them to treat your information as confidential.

In order to protect your personal information, we maintain physical, electronic and procedural safeguards to protect your personal information. Our Privacy Policy restricts the use of client information and requires that it be held in strict confidence.

Client Notifications

We are required by law to annually provide a notice describing our privacy policy. In addition, we will inform you promptly if there are changes to our policy.

Please do not hesitate to contact us with questions about this notice.

Paul W. Salisbury
The Insight Group, Inc.
3115 E. Lion Lane, Suite 100
Salt Lake City, UT 84121
801-944-7702

Last Updated: 05/15/2012

This Brochure Supplement provides information about Paul W. Salisbury that supplements The Insight Group, Inc. Brochure. You should have received a copy of that Brochure. Please contact The Insight Group, Inc. if you did not receive The Insight Group, Inc.'s Brochure or if you have any questions about the contents of this supplement.

Additional information about Paul W. Salisbury is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2- Educational Background and Business Experience

Paul W. Salisbury, Born 1961
B.A., Finance, cum laude, University of Utah
Chartered Financial Consultant (ChFC)
Chartered Life Underwriter (CLU)
CERTIFIED FINANCIAL PLANNER TM (CFP[®])
Managing principal and stockholder of The Insight Group, Inc. since 1993
Investment Advisor Representative, The Insight Group, Inc. since 1993
Investment Advisor Representative, Financial Insight Center since 2010
Entered the financial services industry in 1986

ChFC - Chartered Financial Consultant

Issued by: The American College

Prerequisites/Experience Required: 3 years of full-time business experience within the five years preceding the awarding of the designation

Educational Requirements: 6 core and 2 elective courses

Examination Type: Final proctored exam for each course

Continuing Education/Experience Requirements: 30 CE credits every 2 years

CLU - Chartered Life Underwriter

Issued by: The American College

Prerequisites/Experience Required: 3 years of full-time business experience within the five years preceding the awarding of the designation

Educational Requirements: 5 core and 3 elective courses

Examination Type: Final proctored exam for each course

Continuing Education/Experience Requirements: 30 CE credits every 2 years

CFP® - Certified Financial Planner

Issued by: Certified Financial Planner Board of Standards, Inc.

It is recognized in the United States and a number of other countries for its (1) high standard of professional education; (2) stringent code of conduct and standards of practice; and (3) ethical requirements that govern professional engagements with clients.

To attain the right to use the CFP® marks, an individual must satisfactorily fulfill the following requirements:

- Education – Complete an advanced college-level course of study addressing the financial planning subject areas that CFP Board’s studies have determined as necessary for the competent and professional delivery of financial planning services, and attain a Bachelor’s Degree from a regionally accredited United States college or university (or its equivalent from a foreign university). CFP Board’s financial planning subject areas include insurance planning and risk management, employee benefits planning, investment planning, income tax planning, retirement planning, and estate planning;
- Examination – Pass the comprehensive CFP® Certification Examination. The examination, administered in 10 hours over a two-day period, includes case studies and client scenarios designed to test one’s ability to correctly diagnose financial planning issues and apply one’s knowledge of financial planning to real world circumstances;
- Experience – Complete at least three years of full-time financial planning-related experience (or the equivalent, measured as 2,000 hours per year); and
- Ethics – Agree to be bound by CFP Board’s *Standards of Professional Conduct*, a set of documents outlining the ethical and practice standards for CFP® professionals.

Individuals who become certified must complete the following ongoing education and ethics requirements in order to maintain the right to continue to use the CFP® marks:

- Continuing Education – Complete 30 hours of continuing education hours every two years, including two hours on the *Code of Ethics* and other parts of the *Standards of*

Professional Conduct, to maintain competence and keep up with developments in the financial planning field; and

- Ethics – Renew an agreement to be bound by the *Standards of Professional Conduct*. The Standards prominently require that CFP® professionals provide financial planning services at a fiduciary standard of care. This means CFP® professionals must provide financial planning services in the best interests of their clients.

CFP® professionals who fail to comply with the above standards and requirements may be subject to CFP Board's enforcement process, which could result in suspension or permanent revocation of their CFP® certification.

Item 3- Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice. No information is applicable to this Item.

Item 4- Other Business Activities

50% Owner of The Insight Group Insurance Agency, LLC. Paul is the 50% owner of Financial Insight Center Holdings, LLC, which owns the trademarked name "Financial Insight Center". Financial Insight Center Holdings, LLC also owns 66 2/3% of FIC-Salt Lake, LLC. This firm is registered as an investment advisor and may contract with individuals to appear on radio programs broadcast from Salt Lake City. Investment Advisor Representative, FIC-Salt Lake dba Financial Insight Center since 2010.

Item 5- Additional Compensation

All compensation for advisory services to clients is directed through the registered investment advisor firm.

Item 6 – Supervision

The activity of each investment advisor representative is supervised by the chief compliance officer. Model portfolio allocations are reviewed by the investment committee which includes the chief compliance officer. Initial financial plans are reviewed by two advisor representatives. Recommendations that take place in person as part of an annual client meeting are reviewed by two advisor representatives. Quarterly reviews of holdings of each advisor representative takes place to verify that any trading is consistent with our code of ethics. Training on a group basis occurs as part of regular staff meetings. Scott Sayre is designated by the firm to oversee this individual's activity.

Item 1- Cover Page

Mark R. Matley
The Insight Group, Inc.
3115 E. Lion Lane, Suite 100
Salt Lake City, UT 84121
801-944-7702

Last Updated: 05/15/2012

This Brochure Supplement provides information about Mark R. Matley that supplements The Insight Group, Inc. Brochure. You should have received a copy of that Brochure. Please contact The Insight Group, Inc. if you did not receive The Insight Group, Inc.'s Brochure or if you have any questions about the contents of this supplement.

Additional information about Mark R. Matley is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2- Educational Background and Business Experience

Mark R. Matley, Born 1964
B.A., Economics, magna cum laude, Brigham Young University
Chartered Financial Consultant (ChFC)
Chartered Life Underwriter (CLU)
Managing principal and stockholder of The Insight Group, Inc. since 1993
Investment Advisor Representative, The Insight Group, Inc. since 1993
Investment Advisor Representative, Financial Insight Center since 2010
Entered the financial services industry in 1989

ChFC - Chartered Financial Consultant

Issued by: The American College
Prerequisites/Experience Required: 3 years of full-time business experience within the five years preceding the awarding of the designation
Educational Requirements: 6 core and 2 elective courses
Examination Type: Final proctored exam for each course
Continuing Education/Experience Requirements: 30 CE credits every 2 years

CLU - Chartered Life Underwriter

Issued by: The American College

Prerequisites/Experience Required: 3 years of full-time business experience within the five years preceding the awarding of the designation

Educational Requirements: 5 core and 3 elective courses

Examination Type: Final proctored exam for each course

Continuing Education/Experience Requirements: 30 CE credits every 2 years

Item 3- Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice. No information is applicable to this Item.

Item 4- Other Business Activities

Member and partner with The Insight Group Insurance Agency, LLC. Mark is the 50% owner of Financial Insight Center Holdings, LLC, which owns the trademarked name "Financial Insight Center". Financial Insight Center Holdings, LLC owns 66 2/3% of FIC-Salt Lake, LLC. This firm is registered as an investment advisor and may contract with individuals to appear on radio programs broadcast from Salt Lake City. Investment Advisor Representative, FIC-Salt Lake dba Financial Insight Center since 2010.

Item 5- Additional Compensation

All compensation for advisory services to clients is directed through the registered investment advisor firm.

Item 6 - Supervision

The activity of each investment advisor representative is supervised by the chief compliance officer. Model portfolio allocations are reviewed by the investment committee which includes the chief compliance officer. Initial financial plans are reviewed by two advisor representatives. Recommendations that take place in person as part of an annual client meeting are reviewed by two advisor representatives. Quarterly reviews of holdings of each advisor representative takes place verify that any trading is consistent with our code of ethics. Training on a group basis occurs as part of regular staff meetings. Scott Sayre is designated by the firm to oversee this individual's activity.

Item 1- Cover Page

Charles L. Cutler
The Insight Group, Inc.
3115 E. Lion Lane, Suite 100
Salt Lake City, UT 84121
801-944-7702
Last Updated: 10/4/2011

This Brochure Supplement provides information about Charles R. Cutler that supplements The Insight Group, Inc. Brochure. You should have received a copy of that Brochure. Please contact The Insight Group, Inc. if you did not receive The Insight Group, Inc.'s Brochure or if you have any questions about the contents of this supplement.

Additional information about Charles L. Cutler is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2- Educational Background and Business Experience

Charles L. Cutler, Born 1964
B.S., Business Management, emphasis in Finance, Brigham Young University
Chartered Financial Consultant (ChFC)
Chartered Life Underwriter (CLU)
Investment Advisor Representative, The Insight Group, Inc. since 1999
Investment Advisor Representative, Financial Insight Center since 2010
Entered the financial services industry in 1989

ChFC - Chartered Financial Consultant

Issued by: The American College
Prerequisites/Experience Required: 3 years of full-time business experience within the five years preceding the awarding of the designation
Educational Requirements: 6 core and 2 elective courses
Examination Type: Final proctored exam for each course
Continuing Education/Experience Requirements: 30 CE credits every 2 years

CLU - Chartered Life Underwriter

Issued by: The American College

Prerequisites/Experience Required: 3 years of full-time business experience within the five years preceding the awarding of the designation

Educational Requirements: 5 core and 3 elective courses

Examination Type: Final proctored exam for each course

Continuing Education/Experience Requirements: 30 CE credits every 2 years

Item 3- Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice. No information is applicable to this Item.

Item 4- Other Business Activities

Insurance offered through The Insight Group Insurance Agency, LLC. since 2010. Investment Advisor Representative, FIC-Salt Lake dba Financial Insight Center since 2010. Charles Cutler is a 33 1/3% owner of FIC-Salt Lake dba Financial Insight Center.

Item 5- Additional Compensation

All compensation for advisory services to clients is directed through the registered investment advisor firm.

Item 6 - Supervision

The activity of each investment advisor representative is supervised by the chief compliance officer. Model portfolio allocations are reviewed by the investment committee which includes the chief compliance officer. Initial financial plans are reviewed by two advisor representatives. Recommendations that take place in person as part of an annual client meeting are reviewed by two advisor representatives. Quarterly reviews of holdings of each advisor representative takes place verify that any trading is consistent with our code of ethics. Training on a group basis occurs as part of regular staff meetings. Scott Sayre is designated by the firm to oversee this individual's activity.

Item 1- Cover Page

Scott N. Sayre
The Insight Group, Inc.
3115 E. Lion Lane, Suite 100
Salt Lake City, UT 84121
801-944-7702
Last Updated: 2/28/2011

This Brochure Supplement provides information about Scott N. Sayre that supplements The Insight Group, Inc. Brochure. You should have received a copy of that Brochure. Please contact The Insight Group, Inc. if you did not receive The Insight Group, Inc.'s Brochure or if you have any questions about the contents of this supplement.

Additional information about Scott N. Sayre is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2- Educational Background and Business Experience

Scott N. Sayre, Born 1962
B.S., Business Management, emphasis in Finance, Brigham Young University
M.S., Financial Services, College for Financial Planning
CERTIFIED FINANCIAL PLANNERTM (CFP[®])
Investment Advisor Representative, The Insight Group, Inc. since 2004
Investment Advisor Representative, Financial Insight Center since 2010
Entered the financial services industry in 1985

CFP[®] - Certified Financial Planner

Issued by: Certified Financial Planner Board of Standards, Inc.

It is recognized in the United States and a number of other countries for its (1) high standard of professional education; (2) stringent code of conduct and standards of practice; and (3) ethical requirements that govern professional engagements with clients.

To attain the right to use the CFP® marks, an individual must satisfactorily fulfill the following requirements:

- Education – Complete an advanced college-level course of study addressing the financial planning subject areas that CFP Board’s studies have determined as necessary for the competent and professional delivery of financial planning services, and attain a Bachelor’s Degree from a regionally accredited United States college or university (or its equivalent from a foreign university). CFP Board’s financial planning subject areas include insurance planning and risk management, employee benefits planning, investment planning, income tax planning, retirement planning, and estate planning;
- Examination – Pass the comprehensive CFP® Certification Examination. The examination, administered in 10 hours over a two-day period, includes case studies and client scenarios designed to test one’s ability to correctly diagnose financial planning issues and apply one’s knowledge of financial planning to real world circumstances;
- Experience – Complete at least three years of full-time financial planning-related experience (or the equivalent, measured as 2,000 hours per year); and
- Ethics – Agree to be bound by CFP Board’s *Standards of Professional Conduct*, a set of documents outlining the ethical and practice standards for CFP® professionals.

Individuals who become certified must complete the following ongoing education and ethics requirements in order to maintain the right to continue to use the CFP® marks:

- Continuing Education – Complete 30 hours of continuing education hours every two years, including two hours on the *Code of Ethics* and other parts of the *Standards of Professional Conduct*, to maintain competence and keep up with developments in the financial planning field; and
- Ethics – Renew an agreement to be bound by the *Standards of Professional Conduct*. The Standards prominently require that CFP® professionals provide financial planning services at a fiduciary standard of care. This means CFP® professionals must provide financial planning services in the best interests of their clients.

CFP® professionals who fail to comply with the above standards and requirements may be subject to CFP Board’s enforcement process, which could result in suspension or permanent revocation of their CFP® certification.

Item 3- Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice. No information is applicable to this Item.

Item 4- Other Business Activities

Insurance services through The Insight Group Insurance Agency, LLC. Since 2004.
Investment Advisor Representative, FIC-Salt Lake dba Financial Insight Center since 2010.

Item 5- Additional Compensation

All compensation for advisory services to clients is directed through the registered investment advisor firm.

Item 6 - Supervision

The activity of each investment advisor representative is supervised by the chief compliance officer. Model portfolio allocations are reviewed by the investment committee which includes the chief compliance officer. Initial financial plans are reviewed by two advisor representatives. Recommendations that take place in person as part of an annual client meeting are reviewed by two advisor representatives. Quarterly reviews of holdings of each advisor representative takes place verify that any trading is consistent with our code of ethics. Training on a group basis occurs as part of regular staff meetings. Paul Salisbury is designated by the firm to oversee this individual's activity.

Jamie O. Tarrant
The Insight Group, Inc.
3115 E. Lion Lane, Suite 100
Salt Lake City, UT 84121
801-944-7702
Last Updated: 2/28/2011

This Brochure Supplement provides information about Jamie O. Tarrant that supplements The Insight Group, Inc. Brochure. You should have received a copy of that Brochure. Please contact The Insight Group, Inc. if you did not receive The Insight Group, Inc.'s Brochure or if you have any questions about the contents of this supplement.

Additional information about Jamie O. Tarrant is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2- Educational Background and Business Experience

Jamie O. Tarrant, Born 1965
Attended Diablo Valley College and Brigham Young University
Director of Client Services, The Insight Group, Inc., Since 1998
Investment Advisor Representative, The Insight Group, Inc. since 2001
Investment Advisor Representative, Financial Insight Center since 2010

Item 3- Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice. No information is applicable to this Item.

Item 4- Other Business Activities

Insurance services through The Insight Group Insurance Agency, LLC. Since 2004.
Investment Advisor Representative, FIC-Salt Lake dba Financial Insight Center since 2010.

Item 5- Additional Compensation

All compensation for advisory services to clients is directed through the registered investment advisor firm.

Item 6 - Supervision

The activity of each investment advisor representative is supervised by the chief compliance officer. Model portfolio allocations are reviewed by the investment committee which includes the chief compliance officer. Initial financial plans are reviewed by two advisor representatives. Recommendations that take place in person as part of an annual client meeting are reviewed by two advisor representatives. Quarterly reviews of holdings of each advisor representative takes place to verify that any trading is consistent with our code of ethics. Training on a group basis occurs as part of regular staff meetings. Scott Sayre is designated by the firm to oversee this individual's activity.

Jane A. Rogers
The Insight Group, Inc.
3115 E. Lion Lane, Suite 100
Salt Lake City, UT 84121
801-944-7702

Last Updated: 2/28/2011

This Brochure Supplement provides information about Jane A. Rogers that supplements The Insight Group, Inc. Brochure. You should have received a copy of that Brochure. Please contact The Insight Group, Inc. if you did not receive The Insight Group, Inc.'s Brochure or if you have any questions about the contents of this supplement.

Additional information about Jane A. Rogers is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2- Educational Background and Business Experience

Jane A. Rogers, Born 1954
B.S. in Business, Utah State University
Business Development, The Insight Group, Inc., Since 2004
Investment Advisor Representative, The Insight Group, Inc. since 2004
Investment Advisor Representative, Financial Insight Center since 2010

Item 3- Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice. No information is applicable to this Item.

Item 4- Other Business Activities

Insurance services through The Insight Group Insurance Agency, LLC. Since 2004.
Investment Advisor Representative, FIC-Salt Lake dba Financial Insight Center since 2010. Real Estate License, Utah, maintained through Krikham and Friends Real Estate since 2007

Owner of Take Time, jewelry sales since 2001

Item 5- Additional Compensation

All compensation for advisory services to clients is directed through the registered investment advisor firm.

Item 6 - Supervision

The activity of each investment advisor representative is supervised by the chief compliance officer. Model portfolio allocations are reviewed by the investment committee which includes the chief compliance officer. Initial financial plans are reviewed by two advisor representatives. Recommendations that take place in person as part of an annual client meeting are reviewed by two advisor representatives. Quarterly reviews of holdings of each advisor representative takes place to verify that any trading is consistent with our code of ethics. Training on a group basis occurs as part of regular staff meetings. Scott Sayre is designated by the firm to oversee this individual's activity.