

## ICG Advisors, LLC

11111 Santa Monica Boulevard, Suite 2100  
Los Angeles, CA 90025

**March 31, 2014**

This brochure provides information about the qualifications and business practices of ICG Advisors, LLC. If you have any questions about the contents of this Brochure, please contact the Chief Compliance Officer (“**CCO**”), Diana Bouch at +424-270-8933 or [dbouch@icgadvisors.com](mailto:dbouch@icgadvisors.com). You may also visit our website at [www.icgadvisors.com](http://www.icgadvisors.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.

ICG Advisors, LLC is a registered investment adviser. Registration of an investment adviser does not imply that any principals or employees possess a particular level of skill or training in the investment advisory business or any other business.

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**Item 2 - Material changes**

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There have been no material changes since ICG Advisors, LLC's previously filed Brochure. This amended Brochure is being filed as part of ICG Advisors, LLC's annual updating amendment to Form ADV for 2014.

**Item 3 - Table of contents**

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## Item 4 - Advisory Business

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ICG Advisors, LLC (“**ICG**”, or the “**Firm**”), offers personalized investment management consulting services to separately managed account clients and also serves as the investment adviser to ICG Access Fund, LLC (launched in March 2011), ICG Access Fund Offshore SPC Limited (launched in January 2012), and ICG Insurance Fund, LLC (launched in September 2012) (each a “Fund” and together the “Funds”). ICG is a limited liability company formed under the laws of the State of California in 2008.

### Client Accounts

ICG provides investment consulting services to individuals, pension and profit sharing plans, trusts, estates, charitable organizations, corporations, partnerships and other business entities (individually, a “**Client Account**”, and collectively, the “**Client Account**”). Our services include the advisement on the selection of unaffiliated managers to provide discretionary management to the Client Account portfolios. For the Client Accounts, ICG bases investment advice on the particular needs, investment objectives, and investment guidelines of each individual Client Account.

ICG will assist the Client Accounts in formulating investment objectives and guidelines, and in writing Investment Policy Statements. Client Accounts and potential Clients are given an Asset Management Questionnaire which assists ICG in generating dialogue and ultimately make customized portfolio recommendations for each Client Account.

Once a Client’s objectives are determined and agreed upon, ICG conducts an asset allocation study to determine the recommended portfolio asset mix and which managers/asset classes might best achieve the Client Account’s risk/reward goals. The investments made with these recommended managers/asset classes may be in the form of Separate Accounts, Mutual or Exchange Traded Funds or Private Investment Vehicles.

ICG provides consolidated performance reporting and ongoing monitoring of the Client’s portfolio. Clients will receive reports from the custodian of the Client Account and from ICG at least on a quarterly basis. The ICG reports are generated from the Client Account’s custodial statements and statements provided by the underlying manager or the underlying manager’s administrator. ICG does not assume responsibility for the accuracy of information furnished by any third party.

ICG is available to answer Client questions regarding their account and to facilitate communication between the Client and selected money managers. However, neither ICG nor our associated persons will have any trading authority with respect to a Client’s account with a third party manager. Prior to recommending and selecting a money manager, ICG will discuss the money manager with the Client. This discussion will provide information on the manager’s strategy, structure, liquidity, fees and track record.

### Fund of Funds

ICG also serves as the investment adviser to ICG Access Fund, LLC, ICG Access Fund Offshore SPC Limited and ICG Insurance Fund, LLC. The ICG Funds were formed to pool investment funds of the investors (each a “**Fund Investor**” or “**Investor**”) for the purpose of investing their assets with a number of investment managers selected by ICG. In industry parlance, the ICG Funds are “Fund-of-Funds.” The ICG Funds operate as pooled investment vehicles intended to provide diversification, management expertise and other advantages to Fund Investors. The ICG Funds are managed only in accordance with their own characteristics and are not tailored to any particular Fund Investor. Information about each

Fund can be found in its offering documents, including its confidential private offering memorandum (the “**CPOM**”).

ICG had total assets under management in Client Accounts totalling US\$3,643,251,428 as of December 31, 2013.

ICG had total assets under management in the ICG Funds of US\$244,697,767 as of December 31, 2013.

Jeffrey Assaf is the 100% owner of the Firm.

## **Item 5 - Fees and Compensation**

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The fees paid to ICG for advising Client Accounts are generally as follow:

### Current ICG Annual Management Fee Schedule as of September 1, 2012

First \$25 million.....	1.00%
\$25 million to \$50 million.....	0.75%
\$50 million to \$100 million.....	0.50%
\$100 million to \$250 million .....	0.40%
\$250 million to \$500 million .....	0.30%
\$500 million to \$750 million.....	0.25%
Over \$750 million.....	0.20%

Client Accounts shall pay a fee to ICG in arrears on a quarterly basis. Fees may be negotiable, and some Client Accounts may pay more or less than others for the same management services. Specifically clients that engaged ICG prior to September 1, 2012 will most likely have a lower management fee than the management fee schedule listed above. Client Accounts are subject to a minimum fee in the event of a termination of the contract with ICG during the first year. This fee is equal to the greater of six months of fees or fees earned by ICG during the year.

Client Accounts are charged by ICG for the Firm’s services and will be charged separately by the unaffiliated money managers, mutual funds and pooled investment vehicles in which they are invested.

Client Accounts may also be charged fees from their custodian. These fees may include, but are not limited to, custody fees, transaction fees and setup fees. ICG in some cases will assist the Client Account in the selection of a custodian.

Fees charged by ICG are over and above fees charged by the Client Accounts’ investment managers. The total fees charged to a Client Account may be more or less than fees charged by other firms for similar services.

In some cases, ICG’s fee is deducted directly from the Client Account. This will occur when the Client Account uses certain custodians and authorizes the automatic deduction of adviser’s fee. ICG will submit our invoice to the Client Account’s custodian for payment after the Client Account has received a copy of the invoice. At the Client Account’s discretion, a Client Account may pay fees directly to ICG. For Client Accounts that pay directly, payment is due upon receipt of the billing statement from the Firm.

The custodian will send Client Account statements, at least quarterly, showing all positions, transactions, withdrawals, deposits and disbursements for the account including the amount of the advisory fee, if deducted directly from the account.

Money managers, mutual funds and pooled investment partnerships generally have minimum account requirements that will vary from manager to manager and fund to fund. A description of the fees and expenses of each money manager and fund is available in each money manager's disclosure brochure or securities prospectus. Additionally, brokerage commissions and/or transaction ticket fees charged by the custodian and brokers effecting securities trades on behalf of the Client Account will be billed directly to the Client Account. Client Accounts may also incur additional charges including, but not limited to, mutual fund sales loads, 12(b)-1 fees and surrender charges, and IRA and qualified retirement plan fees. ICG will not receive any portion of such commissions or fees. ICG is only compensated by the consulting fee described above. ICG receives no other compensation in connection with a Client Account. When ICG negotiates lower fees and expenses charged by third parties, all negotiated savings are for the Client Accounts' benefit.

ICG receives fees from the ICG Funds based on the ICG Fund Fee Schedule. The Fund Investors are accredited investors and qualified clients. ICG does not charge performance fees to the Fund Investors of the ICG Fund.

#### Current ICG Funds Annual Fee Schedule

First \$25 million	1.00%
\$25 million to \$50 million	0.60%
\$50 million to \$100 million	0.40%
\$100 million to \$250 million	0.20%
\$250 million to \$500 million	0.15%
Over \$500 million	0.10%

Fees may be negotiable, and some Fund Investors may pay more or less than others for the same management services.

#### **Termination of Advisory Contract**

ICG's agreement with the Client Account may be terminated by either party upon written notice to the other party. Upon termination, ICG will not be under any obligation to provide additional services or information to the Client Account. Termination of the agreement will not affect the liabilities or obligations of the parties under the agreement arising prior to termination, including the provisions regarding arbitration, which shall survive any termination of the agreement. The Client may cancel this agreement without penalty within five (5) business days of execution.

Once the contract is terminated, ICG no longer has the responsibility of a fiduciary. If the Client Account is still invested, ICG may assist the Client Account with liquidation. Should the agreement be terminated within the first year, the Client Account will pay to ICG the greater of our standard fee for a full one year, prorated for the partial year, or a fee equal to 50% of the annual fee. The fees will be charged based on the greater of the end of the

month market value when the agreement is terminated or of the initial portfolio size defined in the Client Account's contract with ICG.

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**Item 6 - Performance Fees**

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The Firm does not charge incentive or performance based fees to our Client Accounts or ICG Funds.

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**Item 7 - Types of Clients**

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Client Accounts generally consist of individuals, family offices, corporations and other business entities.

Fund Investors in the ICG Funds may include high net worth individuals and a variety of institutional investors (e.g. trusts, endowments, foundations, corporations and other types of entities, including other corporations or businesses) meeting the terms of the exceptions and exemptions under which the ICG Funds operate and wishing to invest in accordance with the Funds' investment objective. Investors in the Funds must meet the requirements for "accredited Investors" under the 1933 Act and a "qualified client" under the Advisers Act.

**Conditions for Managing Accounts**

ICG's minimum Client Account size is \$25,000,000 which amount may be waived in our sole discretion. The minimum initial investment required by the ICG Funds is \$1,000,000.

Additionally, money managers may have established minimums that will vary from manager to manager. Disclosure of each manager's minimums is generally set forth in the manager's disclosure brochure or Form ADV Part 2.

**Types of Investments**

In making private investments for Client Accounts and the ICG Funds, the private investments are generally in the form of limited partnership interests or shares of offshore corporations.

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**Item 8 - Methods of Analysis, Sources of Information, Investment Strategies Risk of Loss**

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ICG is responsible for conducting research and due diligence on managers and making investment recommendations to the Client Accounts and the ICG Funds. ICG uses both quantitative and qualitative methods to analyze the money managers. Quantitative analysis begins with an analysis of the historical track record of the manager. ICG gets data from a variety of sources. Most often ICG obtains this data/information directly from the investment managers. ICG does receive data from external sources including purchased databases and investment analysis software. In most cases data received from an external database is confirmed by the manager for accuracy. ICG uses this information for comparisons to other managers and benchmarks.

ICG conducts qualitative analysis through a variety of sources including but not limited to the manager's Form ADV and offering documents (if an investment is made into a private

investment vehicle). ICG also uses a Due Diligence Questionnaire (DDQ). ICG has a proprietary DDQ it gives to managers to complete. In some cases ICG relies on the manager's own DDQ. In these circumstances ICG carefully reviews the DDQ to make sure all necessary questions are answered thoroughly.

The due diligence process also includes meetings with the investment managers. In most cases two senior professionals have met with members of the unaffiliated manager's firm before a recommendation or investment is made. Furthermore, generally at least one senior analyst of ICG makes a visit to the unaffiliated manager's office prior to an investment; however, such a visit is not mandatory.

ICG is constantly monitoring the unaffiliated managers by reviewing any updates to the manager's ADV or DDQ, meeting with those managers at ICG's or the manager's offices, and phone and written correspondence with the managers. A member of ICG's team speaks with every manager periodically/or as deemed necessary. ICG requests that managers with whom our Client Accounts or Funds invest contact ICG promptly if there is a substantial change to the manager's organization.

The investment strategy employed by ICG on behalf of the Client Accounts and the ICG Funds involves significant risks. The following summary of certain risks does not purport to be complete, but includes some of the potential risks generally associated with ICG's investment strategy.

#### *Risk of Loss Factors*

Investing in securities involves risk of loss that Client Accounts and Fund Investors should be prepared to bear. Please consider the following risk factors. The following list of risk factors do not purport to be a complete enumeration or explanation of the risks involved in an investment in the Client Accounts or the ICG Funds. Prospective investors are urged to consult their professional advisers and review the offering memorandum and similar legal documents for the ICG Funds and any underlying investment funds before deciding to invest.

#### *Potential Conflicts of Interest*

In addition to advising Client Accounts and the ICG Funds, ICG may engage in investment and trading activities for their own accounts and/or for the accounts of third parties. ICG is not obligated to devote any specific amount of time to the affairs of the Client Accounts or the ICG Funds. Investors will not be entitled to inspect those trading records of ICG or the employees that are not related to the Client Accounts or the ICG Funds.

#### *Market Risks and Lack of Liquidity*

The success of ICG's investment program depends to a great extent upon the ability of the underlying funds' managers to correctly assess the future course of price movements of stocks, bonds and other financial instruments and markets. There can be no assurance that these managers will accurately predict such movements. In addition, it is expected that certain of the securities in which these managers or ICG may invest will have limited liquidity. This lack of liquidity, together with a failure to accurately predict market movements, may adversely affect the ability of ICG or these managers to execute trade orders at desired prices in rapidly moving markets.

Note: All investments involve the risk of loss, including (among other things) loss of principal, a reduction in earnings (including interest, dividends and other distributions), and the loss of future earnings. These risks include market risk, interest rate risk, issuer risk, and



general economic risk. Although ICG manages the assets in a manner consistent with risk tolerances, there can be no guarantee that our efforts will be successful. The investors should be prepared to bear the risk of loss.

#### *Additional Risk Factors Involved in Private Investment Funds*

Private investment funds generally involve various risk factors and liquidity constraints, a complete discussion of which is set forth in each funds' offering documents, which will be provided to each Investor for review and consideration prior to investing. ICG strongly advises Investors to engage legal and tax counsel to review fund offering documents prior to investing in any private investment fund. Investing in private investment funds is intended for experienced and sophisticated investors only who are willing to bear the high economic risks of the investment. Carefully review and consider potential risks before investing. Some of these risks may include loss of all or a substantial portion of the investment due to leveraging, short-selling, or other speculative practices, lack of liquidity because of redemption terms and conditions and that there may not and will not be a secondary market for the fund, volatility of returns, restrictions on transferring interests in the fund, a potential lack of diversification, higher fees than mutual funds, lack of information regarding valuations and pricing, and advisor risk. ICG attempts to mitigate these risks through our allocation and diversification processes. Each prospective investor will be required to complete a Subscription Agreement with the private investment fund itself, pursuant to which the prospective investor shall establish that he/she is qualified for investment in the fund, and acknowledges and accepts the various risk factors that are associated with such an investment.

On occasion, ICG may recommend individual securities, such as ETFs, closed-end funds or securities such as Business Development Corporations (BDC). ICG may make these recommendations because it believes it is the most effective way for to gain exposure to a certain asset class or market. ICG may also recommend and purchase short-term treasury securities and other cash equivalents on behalf of our Client Accounts and ICG Funds.

#### **Item 9 - Disciplinary Information**

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ICG has not been subject to any disciplinary action, whether criminal, civil or administrative (including regulatory) in any jurisdiction. Likewise, no persons involved in the management of the Firm have been subject to such action.

#### **Item 10 - Other Financial Industry Activities and Affiliations**

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ICG does not have any information to disclose under this Item.

#### **Item 11 - Code of Ethics, Participation/Interest in Client Transactions, Personal Trading**

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##### **Code of Ethics Pursuant to Rule 204A-1 of Advisers Act**

ICG has established a Code of Ethics that will apply to all of our associated persons with respect to services provided to our Client Accounts and the Fund Investors. ICG's investment management agreement with Client Accounts names the Firm as a fiduciary under the Advisers Act. As a fiduciary, ICG's responsibility is to provide fair and full disclosure of all material facts and to act solely in the best interest of each Client Account at

all times. This fiduciary duty is considered the core underlying principle for ICG's Code of Ethics which also includes Insider Trading and Personal Securities Transactions Policies and Procedures. ICG requires all of our associated persons to conduct business with the highest level of ethical standards and to comply with all federal and state securities laws at all times. Upon employment or affiliation and at least annually thereafter, all associated persons will sign an acknowledgement that they have read, understood and agree to comply with ICG's Code of Ethics. The Firm has the responsibility to make sure that the interests of all Client Accounts and the ICG Funds are placed ahead of ICG's or our associated persons' own investment interest. Full disclosure of all material facts and potential conflicts of interest will be provided to Fund Investors and Clients prior to any services being performed. ICG will conduct business in an honest, ethical and fair manner and avoid all circumstances that might negatively affect or appear to affect ICG's duty of complete loyalty to all Client Accounts and the Funds.

The Firm's Code of Ethics was adopted to avoid possible conflicts of interest, avoid the inappropriate use of material, nonpublic information and ensure the propriety of our associated persons trading activity.

The Firm's associated persons must obtain pre-clearance from the CCO prior to executing certain trades or investments and they must direct their brokers to send duplicate copies of brokerage statements to the CCO. These records are used to monitor compliance with ICG's policies.

This disclosure is provided to give all Clients and investors in the ICG Funds a summary of ICG's Code of Ethics. However, if a Client or a potential Client wishes to review our Code of Ethics in its entirety will be provided promptly upon request.

### **Participation or Interest in Client Transactions**

ICG and our associated persons may buy or sell securities and other investments that are also recommended to Client Accounts and the ICG Funds. In order to minimize this conflict of interest, ICG and our associated persons will place client interests ahead of their own interests.

### **Item 12 - Brokerage Practices**

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ICG does not generally exercise discretion with respect to Client Accounts except for the limited act of investing Client Account funds into money market accounts or transferring Client Account funds between different money market accounts. When ICG is directed by a Client Account to execute a trade on behalf of the Client Account, they generally execute each such trade through the custodian of the Client Account.

### **Item 13 - Review of Accounts**

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ICG generally reviews the Client Accounts monthly. More frequent reviews may be triggered by a change of goals or objectives, asset valuations or in the event of a rebalancing of a Client Account's investment policy allocation. ICG will be available to discuss the performance of the Client Account and changes in the Investor's situation which may have an impact on the management of the Client Account.

Jeffrey Assaf is the Chairman of the investment committee. The investment committee conducts the ongoing review of managers recommended to Client Accounts. Mr. Assaf will

review and approve the Firm's recommendation of investment managers and collectively the investment committee will determine the money managers recommended to manage Client Accounts.

Money managers are generally reviewed and monitored on a quarterly basis. The frequency of reviews conducted on money managers will vary from manager to manager, but typically reviews are conducted at least quarterly. Triggering factors for recommending changes to Client Account portfolios include the relative valuation changes between asset classes, deviation from management style by manager, personnel changes at investment management firms, poor performance, material and/or unacceptable changes in risk characteristics, a change or perceived change in the financial or operational solvency of a money manager, fund closures as well as other factors.

Client Accounts will receive statements at least quarterly from the custodian at which their accounts are maintained. Investors in the ICG Funds receive a monthly capital account statement from the ICG Funds' administrator. In addition, Investors may receive quarterly or more frequent performance reports from ICG.

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

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ICG may pay referral fees (non-commission) to independent solicitors for the referral of Fund Investors and/or their Clients to the Firm in accordance with Rule 206(4)-3 of the Investment Advisers Act of 1940. Such referral fee represents a share of ICG's asset-based investment advisory fee. This arrangement will not result in higher costs to the Client or Fund Investor. In this regard, ICG maintains Solicitors Agreements in compliance with Rule 206(4)-3 of the Investment Advisers Act of 1940 and applicable state and federal laws. All prospective investors referred by solicitors to ICG will be given full written disclosure describing the terms and fee arrangements between the Firm and solicitor(s).

#### **Item 15 – Custody**

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ICG does not provide custodial services to our Client Accounts or the ICG Funds. Assets are held with broker-dealers or banks that are deemed "qualified custodians." In order to satisfy the Custody Rule, for Client Accounts, the qualified custodian will at least quarterly send a client statement directly to the Client. However, advisers to pooled investment vehicles are considered to be in compliance with the custody rule if such pooled investment vehicle: (i) is audited at least annually; and (ii) distributes its audited financial statements prepared in accordance with generally accepted accounting principles to all limited partners (or other beneficial owners) within 120 days (or 180 days in the case of a multi-manager vehicle) of the end of its fiscal year.

To ensure compliance with the custody rule, Investors in the ICG Funds will receive audited financial statements for the particular ICG Fund in which they are invested within 180 days of the fiscal year end of such ICG Fund.

#### **Item 16 - Investment Discretion**

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ICG does not exercise discretion with respect to Client Accounts except for the limited act of investing Client Account funds into money market accounts or transferring Client Account funds between different money market accounts.

ICG does have portfolio management authority and discretion over the ICG Funds with respect to underlying third party manager allocations. This discretion is granted by the offering documents of each Fund.

### **Item 17 - Voting Client Securities**

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ICG does not vote proxies, however, money managers recommended by the Firm may vote proxies for Client Accounts. Except in the event a money manager votes proxies, Client Accounts maintain exclusive responsibility for: (i) directing the manner in which proxies solicited by issuers of securities beneficially owned by the Client Account shall be voted, and (ii) making all elections relative to any mergers, acquisitions, tender offers, bankruptcy proceedings or other type events pertaining to the Client Account's investment assets. Therefore (except for proxies that may be voted by a money manager), ICG and/or the Client Account shall instruct the Client Account's qualified custodian to forward to the Client Account copies of all proxies and shareholder communications relating to the Client Account's investment assets.

ICG may vote corporate actions on behalf of the ICG Funds.

Clients and Fund Investors may obtain a copy of ICG's proxy voting policy by contacting ICG's CCO at 424-270-8933 or by e-mailing [dbouch@icgadvisors.com](mailto:dbouch@icgadvisors.com).

### **Item 18 - Financial Information**

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ICG has no financial commitment that impairs our ability to meet contractual and fiduciary commitments and has not been the subject of a bankruptcy proceeding.