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FORM ADV PART 2A
BROCHURE

This brochure provides information about the qualifications and business practices of Index Technologies Group, LLC. If you have any questions about the contents of this brochure, contact us at 212-466-6760. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about Index Technologies Group, LLC is available on the SEC's website at www.adviserinfo.sec.gov.

Index Technologies Group, LLC is a registered investment adviser. Registration with the United States Securities and Exchange Commission or any state securities authority does not imply a certain level of skill or training.

Item 2 Summary of Material Changes

Form ADV Part 2 requires registered investment advisers to amend their brochure when information becomes materially inaccurate. If there are any material changes to an adviser's disclosure brochure, the adviser is required to notify you and provide you with a description of the material changes.

We are a newly registered investment adviser; therefore, we have no material changes to report.

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Item 4 Advisory Business

Description of Firm

Index Technologies Group, LLC "ITG" is a registered investment adviser based in New York, NY. We are organized as a limited liability company ("LLC") under the laws of the State of Delaware. We began conducting business in 2023 following the approval of our investment advisor registration by the Securities & Exchange Commission ("SEC"). We are primarily owned by the Gramercy Foundation.

The following paragraphs describe our services and fees. Refer to the description of each investment advisory service listed below for information on how we tailor our advisory services to your individual needs. As used in this brochure, the words "we," "our," and "us" refer to ITG and the words "you," "your," and "client" refer to you as either a client or prospective client of our firm.

Portfolio Management Services

We offer discretionary portfolio management services. The Advisor serves as a fiduciary to Clients, as defined under the applicable laws and regulations. As a fiduciary, the Advisor owes a duty of loyalty, fairness and good faith towards each Client and seeks to disclose and/or mitigate potential conflicts of interest. ITG's fiduciary commitment is further described in the Advisor's Code of Ethics.

ITG currently offers different investment strategies to Clients, with some strategies focusing on enhancing various indices and others creating custom indices. These strategies are designed for investors with varying degrees of risk tolerance ranging from a more aggressive investment strategy to a more conservative investment approach. Clients whose assets are invested in one of our strategies may not set restrictions on the specific holdings or allocations within the model, nor the types of securities that can be purchased in the model. Nonetheless, Clients can impose restrictions on investing in certain securities or types of securities in their account. We will provide you with a checklist, which is used to indicate if there are certain types of securities you do not want included (i.e., faith and values-based exclusions, as well as individual industry groups like carbon, cannabis, tobacco, etc.). Please note that, depending on the extent of the restrictions, you could be prevented from investing in certain strategies that are managed by our firm. Any restrictions or guidelines must be in writing and agreed to by both parties before investing is undertaken.

If you participate in our discretionary portfolio management services, we require you to grant our firm discretionary authority to manage your account. Discretionary authority allows us to determine the specific securities, and the amount of securities, to be purchased or sold for your account, and the timing of purchases and sales, without your approval prior to each transaction. Discretionary authority is typically granted by the investment advisory agreement you sign with our firm and the appropriate trading authorization forms.

Our custom indexing strategies are offered to Clients on a fee-based discretionary basis. We will screen and update our custom indexing strategies quarterly. Certain market situations might call for more frequent screening and rebalancing. Please refer to the *Account Reviews* section for further details. We retain the discretion for stock selection within very defined criterion and universes for each strategy. Your portfolio management agreement will dictate your chosen strategy. After you are invested in the chosen strategy, we do not have discretion to change the strategy or move funds between strategies without your consent.

Types of Investments

We offer advice on equity securities, corporate debt securities (other than commercial paper), certificates of deposit, municipal securities, United States government securities, private placements, money market funds, REITs, derivatives, structured products, ETFs, interests in partnerships investing

in real estate, and interests in partnerships investing in oil and gas interests.

Since our investment strategies and advice are based on each Client's specific financial strategy and goals, the investment advice we provide to you can be different or conflicting with the advice we give to other Clients regarding the same security or investment.

Assets Under Management

We are a newly registered investment adviser; therefore, we do not have any discretionary or non-discretionary assets under management as of the date of this brochure.

Item 5 Fees and Compensation

Portfolio Management Services

Our annual fee for portfolio management services is billed and payable, quarterly in advance, based on the balance at the last business day of the billing period.

Annual Fee Schedule

Assets Under Management	Annual Fee
Up to \$5,000,000	0.75%
\$5,000,001 - \$10,000,000	0.55%
\$10,000,001 and above	0.45%

If the portfolio management agreement is executed at any time other than the first day of a calendar quarter, our management fees will apply on a pro rata basis, which means that the management fee is payable in proportion to the number of days in the quarter for which you are a client. Our management fee is negotiable, depending on individual client circumstances.

At our discretion, we can combine the account values of a Client if they have multiple portfolios with us to determine the applicable management fee. Combining account values can increase the asset total, which could result in your paying a reduced overall management fee rate, based on the available breakpoints in our fee schedule stated above.

We will deduct our management fee directly from your account through the qualified custodian holding your funds and securities. We will deduct our management fee only when you have given our firm written authorization permitting fees to be paid directly from your account. Upon request, we will send you an invoice showing the amount of the management fee. Further, the qualified custodian will deliver an account statement to you at least quarterly. These account statements will show all disbursements from your account, including our management fee. You should review all statements for accuracy.

You can verbally terminate the portfolio management agreement at any time during the engagement. If you have pre-paid management fees that we have not yet earned, you will receive a prorated refund of those fees.

Additional Fees and Expenses

As part of our investment advisory services to you, we could invest, or recommend that you invest, in mutual funds and exchange traded funds. The management fees that you pay to our firm for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds or exchange traded funds (which are described in each fund's prospectus) to their shareholders. These fees will generally include a management fee and other fund expenses. You will also incur transaction charges and/or brokerage fees when purchasing or selling securities. These charges and

fees are typically imposed by the broker-dealer or custodian through whom your account transactions are executed. We do not share in any portion of the brokerage fees/transaction charges imposed by the broker-dealer or custodian. To fully understand the total cost you will incur, you should review all the fees charged by mutual funds, exchange traded funds, our firm, and others. For information on our brokerage practices, refer to the *Brokerage Practices* section of this brochure.

Compensation for the Sale of Securities or Other Investment Products

Certain persons providing investment advice on behalf of our firm are licensed as independent insurance agents. These persons will earn commission-based compensation for selling insurance products, including insurance products they sell to you. Insurance commissions earned by these persons are separate and in addition to our advisory fees. This practice presents a conflict of interest because persons providing investment advice on behalf of our firm who are insurance agents have an incentive to recommend insurance products to you for the purpose of generating commissions rather than solely based on your needs. You are under no obligation, contractually or otherwise, to purchase insurance products through any person affiliated with our firm.

In addition, certain investment adviser representatives ("IARs") associated with ITG are also IARs of Custom Index Systems, LLC d/b/a/ Quantum Portfolio Management ("Quantum"), an affiliated registered investment adviser. Quantum offers portfolio management services through a wrap-fee program (the "Program"). The Program allows clients to either choose a customized portfolio or a model portfolio depending on needs. In limited circumstances, and when appropriate, these individuals could recommend that you use the investment advisory services of Quantum. If you utilize the advisory services of Quantum, you will be subject to fees charged by Quantum and these individuals could receive additional fees or other compensation in their separate capacity as an investment adviser representative of Quantum. These fees would be in addition to any fees charged for the advisory services provided through ITG. This practice presents a conflict of interest because persons providing investment advice on behalf of our firm who are IARs of Quantum have an incentive to recommend advisory services to you for the purpose of generating additional revenue rather than solely based on your needs. You are under no obligation, contractually or otherwise, to engage the advisory services offered by Quantum through any person affiliated with our firm.

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

We do not accept performance-based fees or participate in side-by-side management. Performance-based fees are fees that are based on a share of capital gains or capital appreciation of a client's account. Side-by-side management refers to the practice of managing accounts that are charged performance-based fees while at the same time managing accounts that are not charged performance-based fees. Our fees are calculated as described in the *Fees and Compensation* section above and are not charged on the basis of a share of capital gains upon, or capital appreciation of, the funds in your advisory account.

Item 7 Types of Clients

We offer investment advisory services primarily to institutions including corporations, endowments and foundations, non-profits, healthcare organizations, family offices, other investment advisers, pension and profit-sharing plans, state and municipal entities, and trade associations. On occasion, we may also work with individuals, including high net worth individuals.

In general, we do not require a minimum dollar amount to open and maintain an advisory account; however, we have the right to terminate your account if it becomes, in our sole opinion, too small to manage effectively.

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

Our Methods of Analysis and Investment Strategies

We employ a variety of methods to evaluate securities, including fundamental analysis and quantitative analysis. Fundamental analysis focuses on individual issuers and their potential in light of their financial condition, and market, economic, political, and regulatory conditions. Factors considered may include analysis of an issuer's earnings, cash flows, valuation, competitive position, and management ability. Quantitative analysis focuses on quantitative models that systematically evaluate an issuer's valuation, price and earnings momentum, earnings quality, and other factors.

We believe that our philosophy embraces key principles of investing that an index tracking product cannot, such as the fact that some companies perform better than others. Our process uses formulae to screen, sort and select stocks that meet our criteria in each index universe. Each strategy is designed to be rescreened and rebalanced quarterly, with the selected stocks held directly in Clients' separately managed accounts.

Additional methods of analysis we can employ include, but are not limited to:

Charting Analysis - involves the gathering and processing of price and volume pattern information for a particular security, sector, broad index or commodity. This price and volume pattern information is analyzed. The resulting pattern and correlation data is used to detect departures from expected performance and diversification and predict future price movements and trends.

Risk: Our charting analysis might not accurately detect anomalies or predict future price movements. Current prices of securities might not reflect all information known about the security and day-to-day changes in market prices of securities could follow random patterns or otherwise not be predictable with any reliable degree of accuracy.

Technical Analysis - involves studying past price patterns, trends and interrelationships in the financial markets to assess risk-adjusted performance and predict the direction of both the overall market and specific securities.

Risk: The risk of market timing based on technical analysis is that our analysis might not accurately detect anomalies or predict future price movements. Current prices of securities might not reflect all information known about the security and day-to-day changes in market prices of securities may follow random patterns and may not be predictable with any reliable degree of accuracy.

Fundamental Analysis - involves analyzing individual companies and their industry groups, such as a company's financial statements, details regarding the company's product line, the experience and expertise of the company's management, and the outlook for the company and its industry. The resulting data is used to measure the true value of the company's stock compared to the current market value.

Risk: The risk of fundamental analysis is that information obtained might be incorrect and the analysis might not provide an accurate estimate of earnings, which can be the basis for a stock's value. If securities prices adjust rapidly to new information, utilizing fundamental analysis might not result in favorable performance.

Cyclical Analysis - a type of fundamental analysis that involves evaluating the business cycle and those businesses that generally benefit from higher revenues in periods of economic expansion, which can also be lower in periods of economic downturn and contraction.

Risk: The lengths of economic cycles can be difficult to predict with accuracy because of the many fluctuations between expansions and contractions. Therefore, the risk of cyclical analysis is the difficulty in forecasting economic trends and consequently the changing value of securities that would be affected by these changing trends.

Modern Portfolio Theory - a theory of investment which attempts to maximize portfolio expected return for a given amount of portfolio risk, or equivalently minimize risk for a given level of expected return, by carefully diversifying the proportions of various assets.

Risk: Market risk is that part of a security's risk that is common to all securities of the same general class (stocks and bonds) and thus cannot be eliminated by diversification.

Long-Term Purchases - securities purchased with the expectation that the value of those securities will grow over a relatively long period of time, generally greater than one year.

Risk: Using a long-term purchase strategy generally assumes that financial markets will go up in the long-term, although this might not be the case. There is also the risk that the segment of the market that you are invested in or perhaps just your particular investment will go down over time even if the overall financial markets advance. Purchasing investments for the long-term can create an opportunity cost - "locking-up" assets that might be better utilized in the short-term for other investments.

Short-Term Purchases - securities purchased with the expectation that they will be sold within a relatively short period of time, generally less than one year, to take advantage of the securities' short-term price fluctuations.

Risk: Using a short-term purchase strategy generally assumes that we can predict how financial markets (or particular securities) will perform in the short-term which can be very difficult and will incur a disproportionately higher amount of transaction costs compared to long-term investing. There are many factors that can affect financial market performance in the short-term (such as short-term interest rate changes, cyclical earnings announcements, etc.) but which could have a smaller impact over longer periods of times.

ESG Investing - ESG Investing maintains a focus on Environmental, Social, and Governance issues. ESG investing is referred to in many different ways, such as sustainable investing, socially responsible investing, and impact investing. ESG practices can include, but are not limited to, strategies that select companies based on their stated commitment to one or more ESG factors; for example, companies with policies aimed at minimizing their negative impact on the environment or social issues, or companies that employ favorable governance principles and transparency. ESG practices can also entail screening out companies in certain sectors or that, in the view of the investor, demonstrate poor management of ESG risks and opportunities or are involved in issues that are contrary to the investor's own principles.

Risk: "ESG Investing" is not defined in federal securities laws, can be subjective, and is defined in different ways by different managers, advisers or investors. There is no SEC "rating" or "score" of ESG investments that could be applied across a broad range of companies, and while many different private ratings based on different ESG factors exist, they often differ significantly from each other. Different managers assign different weight to environmental, social, and governance factors. Some ESG managers consider data from third party providers which could include "scoring" and "rating" data compiled to help managers compare companies, which can be subjective. Other data that is objective in principle but might not be verified or

reliable. Different third party scores consider or weight ESG criteria differently, meaning that companies can receive widely different scores from different third party providers. A portfolio manager's ESG practices can significantly influence performance. Because securities could be included or excluded based on ESG factors rather than traditional fundamental analysis or other investment methodologies, an account for which ESG factors or screening is employed is likely to perform differently (either higher or lower) than the overall market or comparable accounts that do not employ similar ESG practices. Some mutual funds or ETFs that consider ESG have different expense ratios than other funds that do not consider ESG factors. Paying more in expenses will reduce the value of your investment over time.

Trading - We could trade frequently (in general, selling securities within 30 days of purchasing the same securities) when managing your account(s). Frequent trading is not integral to our strategies and is only used as an exception when conditions require it. This could include buying and selling securities frequently in an effort to capture significant market gains and avoid significant losses.

Risk: When a frequent trading policy is in effect, there is a risk that investment performance within your account may be negatively affected, particularly through increased brokerage and other transactional costs and taxes.

Our investment strategies and advice can vary depending upon each Client's specific financial situation. As such, we seek to determine investments and allocations based upon your predefined objectives, risk tolerance, time horizon, financial information, liquidity needs and other various suitability factors. Your restrictions and guidelines can, therefore, affect the composition of your portfolio. **It is important that you notify us immediately with respect to any material changes to your financial circumstances and/or investment objectives.**

Cash Management

Cash is not part of the strategies. Any residual cash balances in your account are managed based on the yield, and the financial soundness of the money markets and other short-term instruments. Cash in an account will generally be held in sweep vehicles (which can include money market funds) selected by the Client or the Client's custodian. Such vehicles are generally subject to fees and expenses, which will reduce returns on any portion of the account held in cash. Although generally less volatile than other investments, the lower returns generally associated with cash vehicles, and any related expenses, can result in returns that are less than inflation.

Tax Considerations

Our strategies and investments can have unique and significant tax implications. However, unless we specifically agree otherwise, and in writing, tax efficiency is not our primary consideration in the management of your assets. We do not provide tax advice. Regardless of your account size or any other factors, we strongly recommend that you consult with a tax professional regarding the investing of your assets.

Custodians and broker-dealers must report the cost basis of equities acquired in client accounts. Your custodian will generally default to the First-In First-Out ("FIFO") accounting method for calculating the cost basis of your investments. You are responsible for contacting your tax advisor to determine if this accounting method is the right choice for you. If your tax advisor believes another accounting method is more advantageous, please provide written notice to our firm immediately and we will alert your account custodian of your preference to use a different accounting method. Decisions about cost basis accounting methods will need to be made before trades settle, as the cost basis method cannot be changed after settlement.

Risk of Loss

Investing in securities involves risk of loss that you should be prepared to bear. We do not represent or guarantee that our services or methods of analysis can or will predict future results, successfully identify market tops or bottoms, or insulate Clients from losses due to market corrections or declines. We cannot offer any guarantees or promises that your financial goals and objectives will be met. Past performance is in no way an indication of future performance.

Other Risk Considerations

When evaluating risk, financial loss can be viewed differently by different clients and could depend on many different risks, each of which could affect the probability and magnitude of any potential losses. The following risks are not intended to be a comprehensive list of every possible risk, but represent those which we believe you should consider carefully before retaining our services.

Liquidity Risk: The risk of being unable to sell your investment at a fair price at a given time due to high volatility or lack of active liquid markets. You could receive a lower price or it might not be possible to sell the investment at all.

Credit Risk: Credit risk typically applies to debt investments such as corporate, municipal, and sovereign fixed income or bonds. A bond issuing entity can experience a credit event that could impair or erase the value of an issuer's securities held by a Client.

Inflation and Interest Rate Risk: Security prices and portfolio returns will likely vary in response to changes in inflation and interest rates. Inflation causes the value of future dollars to be worth less and can reduce the purchasing power of a Client's future interest payments and principal. Inflation also generally leads to higher interest rates which may cause the value of many types of fixed income investments to decline.

Horizon and Longevity Risk: The risk that your investment horizon is shortened because of an unforeseen event, for example, the loss of your job. This could force you to sell investments that you were expecting to hold for the long term. If you must sell at a time that the markets are down, you might lose money. Longevity Risk is the risk of outliving your savings. This risk is particularly relevant for people who are retired, or are nearing retirement.

Recommendation of Particular Types of Securities

We recommend various types of securities and we do not primarily recommend one particular type of security over another, since each Client has different needs and different tolerance for risk. Each type of security has its own unique set of risks associated with it and it would not be possible to list here all of the specific risks of every type of investment. Even within the same type of investment, risks can vary widely. However, in very general terms, the higher the anticipated return of an investment, the higher the risk of loss associated with the investment. A description of the types of securities we could recommend to you and some of their inherent risks are provided below.

Mutual Funds and Exchange Traded Funds: Mutual funds and exchange traded funds ("ETF") are professionally managed collective investment vehicles that pool money from many investors and invest in stocks, bonds, short-term money market instruments, other mutual funds, other securities, or any combination thereof. The fund will have a manager that trades the fund's investments in accordance with the fund's investment objective. While mutual funds and ETFs generally provide diversification, risks can be significantly increased if the fund is concentrated in a particular sector of the market, primarily invests in small cap or speculative companies, uses leverage (i.e., borrows money) to a significant degree, or concentrates in a particular type of security (i.e., equities) rather than balancing the fund with different types of securities. ETFs differ from mutual funds since they can be bought and sold throughout the day like stock and their price can fluctuate throughout the day. The returns on

mutual funds and ETFs are reduced by the fees charged by the manager and others in connection with the fund, and by other fund expenses (e.g., trading costs). Also, while some mutual funds are "no load" and charge no fee to buy into, or sell out of, the fund, other types of mutual funds do charge such fees which can also reduce returns. Funds can also be "closed end" or "open end". So-called "open end" mutual funds continue to allow in new investors indefinitely whereas "closed end" funds have a fixed number of shares to sell which can limit their availability to new investors.

ETFs generally seek to track the performance of an index and are subject to tracking error risks. For example, the ETF's investment adviser might not be able to cause the ETF's performance to match that of its Underlying Index or other benchmark, which can negatively affect the ETF's performance. In addition, for leveraged and inverse ETFs that seek to track the performance of their Underlying Indices or benchmarks on a daily basis, mathematical compounding can prevent the ETF from correlating with performance of its benchmark. In addition, an ETF might not have investment exposure to all of the securities included in its Underlying Index, or its weighting of investment exposure to such securities might vary from that of the Underlying Index. Some ETFs are permitted to invest in securities or financial instruments that are not included in the Underlying Index, but which are expected to yield similar performance. Additionally, Underlying Indices and benchmarks are typically not subject to any fees or expenses whereas the performance of an ETF seeking to track the index or benchmark is subject to fund-level fees and expenses.

Money Market Funds: An interest in a money market fund is a security. Managers of money market funds typically attempt to keep the share price constant at \$1/share. However, there is no guarantee that the share price will stay at \$1/share. If the share price goes down, you can lose some or all of your principal. The U.S. Securities and Exchange Commission ("SEC") notes that "While investor losses in money market funds have been rare, they are possible." In return for this risk, you should earn a greater return on your cash than you would expect from a Federal Deposit Insurance Corporation ("FDIC") insured savings account (money market funds are not FDIC insured). Next, money market fund rates are variable. In other words, you do not know how much you will earn on your investment next month. The rate could go up or go down. If it goes up, that may result in a positive outcome. However, if it goes down and you earn less than you expected to earn, you may end up needing more cash. A final risk you are taking with money market funds has to do with inflation. Because money market funds are considered to be safer than other investments like stocks, long-term average returns on money market funds tends to be less than long term average returns on riskier investments. Over long periods of time, inflation can eat away at your returns.

Certificates of Deposit: Certificates of deposit ("CDs") are generally a safe type of investment since they are insured by the Federal Deposit Insurance Company ("FDIC") up to a certain amount. However, because the returns are generally low, there is risk that inflation outpaces the return of the CD. Certain CDs are traded in the market place and not purchased directly from a banking institution. In addition to trading risk, when CDs are purchased at a premium, the premium is not covered by the FDIC.

Municipal Securities: Municipal securities, while generally thought of as safe, can have significant risks associated with them including, but not limited to: the credit worthiness of the governmental entity that issues the bond; the stability of the revenue stream that is used to pay the interest to the bondholders; when the bond is due to mature; and, whether or not the bond can be "called" prior to maturity. When a bond is called, holders might be unable to replace it with a bond of equal character paying the same amount of interest or yield to maturity.

Bonds: Corporate debt securities (or "bonds") are typically safer investments than equity securities, but their risk can also vary widely based on: the financial health of the issuer; the risk that the issuer might default; when the bond is set to mature; and, whether or not the bond can be "called" prior to

maturity. When a bond is called, holders might be unable to replace it with a bond of equal character paying the same rate of return.

Stocks: There are numerous ways of measuring the risk of equity securities (also known simply as "equities" or "stock"). In very broad terms, the value of a stock depends on the financial health of the company issuing it. However, stock prices can be affected by many other factors including, but not limited to the class of stock (for example, preferred or common); the health of the market sector of the issuing company; and, the overall health of the economy (as well as the market's perception of these factors). In general, larger, better established companies ("large cap") tend to be safer than smaller start-up companies ("small cap") are but the mere size of an issuer is not, by itself, an indicator of the safety of the investment.

Real Estate Investment Trusts: A real estate investment trust ("REIT") is a corporate entity which invests in real estate and/or engages in real estate financing. A REIT reduces or eliminates corporate income taxes. REITs can be publicly or privately held. Some public REITs are listed on public stock exchanges. REITs are required to declare 90% of their taxable income as dividends, but they actually pay dividends out of funds from operations, so cash flow has to be strong or the REIT must either dip into reserves, borrow to pay dividends, or distribute them in stock (which causes dilution). After 2012, the IRS stopped permitting stock dividends. Most REITs must refinance or erase large balloon debts periodically. The credit markets are no longer frozen, but banks are demanding, and getting, harsher terms to re-extend REIT debt. Some REITs could be forced to make secondary stock offerings to repay debt, which will lead to additional dilution of the stockholders. Fluctuations in the real estate market can affect the REIT's value and dividends.

Limited Partnerships: A limited partnership is a financial affiliation that includes at least one general partner and a number of limited partners and often will invest in a venture, such as real estate development or oil exploration, for financial gain. The general partner has management authority and unlimited liability. The general partner runs the business and, in the event of bankruptcy, is responsible for all debts not paid or discharged. The limited partners have no management authority and their liability is limited to the amount of their capital commitment. Profits are divided between general and limited partners according to an arrangement formed at the creation of the partnership. The range of risks are dependent on the nature of the partnership and disclosed in the offering documents if privately placed. Publicly traded limited partnership have similar risk attributes to equities. However, like privately placed limited partnerships their tax treatment is under a different tax regime from equities. Some limited partnerships are subject to significant fees and expenses. You should speak to your tax adviser in regard to their tax treatment.

Derivatives: Derivatives are types of investments where the investor does not own the underlying asset. There are many different types of derivative instruments, including, but not limited to, options, swaps, futures, and forward contracts. Derivatives have numerous uses as well as various risks associated with them, but they are generally considered an alternative way to participate in the market. Investors typically use derivatives for three reasons: to hedge a position, to increase leverage, or to speculate on an asset's movement. The key to making a sound investment is to fully understand the characteristics and risks associated with the derivative, including, but not limited to counter-party, underlying asset, price, and expiration risks. Derivatives can expose investors to a risk of loss beyond the amount invested. The use of a derivative only makes sense if the investor is fully aware of the risks and understands the impact of the investment within a portfolio strategy. Due to the variety of available derivatives and the range of potential risks, a detailed explanation of derivatives is beyond the scope of this disclosure. Any use of derivatives would be for hedging purposes only.

Structured Products: A structured product, also known as a market-linked product, is generally a pre-packaged investment strategy based on derivatives on a single security, a basket of securities,

options, indices, commodities, debt issuances, and/or foreign currencies, and to a lesser extent, swaps. Structured products are usually issued by investment banks or affiliates thereof. They have a fixed maturity, and have two components: a note and a derivative. The derivative component is often an option. The note provides for periodic interest payments to the investor at a predetermined rate, and the derivative component provides for the payment at maturity. Some products use the derivative component as a put option written by the investor that gives the buyer of the put option the right to sell to the investor the security or securities at a predetermined price. Other products use the derivative component to provide for a call option written by the investor that gives the buyer of the call option the right to buy the security or securities from the investor at a predetermined price. A feature of some structured products is a "principal guarantee" function, which offers protection of principal if held to maturity. However, these products are not always Federal Deposit Insurance Corporation insured; many are only insured by the issuer, and thus have the potential for loss of principal in the case of a liquidity crisis, or other solvency problems with the issuing company. Investing in structured products involves a number of risks including but not limited to: fluctuations in the price, level or yield of underlying instruments, interest rates, currency values and credit quality; substantial loss of principal; limits on participation in any appreciation of the underlying instrument; limited liquidity; credit risk of the issuer; conflicts of interest; and, other events that are difficult to predict.

Private Placements: A private placement (nonpublic offering) is an illiquid security sold to qualified investors and which is not publicly traded or registered with the Securities and Exchange Commission.

Risk: Private placements generally carry a higher degree of risk due to illiquidity. Most securities that are acquired in a private placement will be restricted securities and must be held for an extended amount of time and therefore cannot be sold easily. The range of risks are dependent on the nature of the issuer and are disclosed in the offering documents.

Item 9 Disciplinary Information

We are required to disclose the facts of any legal or disciplinary events that are material to a client's evaluation of our advisory business or the integrity of our management. We do not have any required disclosures under this item.

Item 10 Other Financial Industry Activities and Affiliations

Investment Adviser and Investment Adviser Representatives

ITG is affiliated through common ownership with Custom Index Systems, LLC d/b/a/ Quantum Portfolio Management ("Quantum") and certain investment adviser representatives associated with ITG are investment adviser representatives of. Quantum provides investment advisory services, including advice regarding asset allocation, and can recommend or cause its clients to become Clients of ITG when Quantum believes that one or more investment strategies offered by ITG is of potential benefit for a Quantum client. Likewise, ITG could recommend that a Client consider engaging Quantum for investment advisory and asset allocation services. See the *Fees and Compensation* section in this brochure for more information on the compensation received by investment advisor representatives who are affiliated with our firm and Quantum.

Insurance Agents

Persons providing investment advice on behalf of our firm are licensed as independent insurance agents. See the *Fees and Compensation* section in this brochure for more information on the compensation received by insurance agents who are affiliated with our firm.

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

ITG has adopted a Code of Ethics ("COE") for all supervised persons of the firm describing our high standard of business conduct, and fiduciary duty to our clients. All supervised persons at our firm must acknowledge the terms of the Code of Ethics and personal securities transactions and holdings annually, or as amended. Our Code of Ethics sets forth detailed policies and procedures regarding the personal trading of its personnel.

Our COE is designed to ensure that our personnel: a) observe applicable legal (including compliance with applicable state and federal securities laws) and ethical standards in the performance of their duties; b) at all times place the interests of our clients first; c) disclose material actual or potential conflicts; d) adhere to the highest standards of loyalty, candor and care in all matters relating to our clients; e) conduct all personal trading consistent with federal securities laws and in such a manner as to avoid material actual or potential conflict of interest or any abuse of their position of trust and responsibility; and f) not use any material non-public information in securities trading. The COE also establishes policies regarding the giving or receiving of gifts and entertainment. Our compliance manual addresses other potential conflicts including outside business activities and political contributions.

Under the general prohibitions of these rules, ITG personnel may not: 1) effect securities transactions while in the possession of material, non-public information; 2) disclose such information to others; 3) participate in fraudulent conduct involving securities held or to be acquired by any client; and 4) engage in frequent trading activities that create or are likely to create a conflict of interest, limit their ability to perform their job duties, or violate any provision of these rules.

ITG personnel are required to conduct their personal investment activities in a manner that is not detrimental to our clients. They are not permitted to transact in securities except under circumstances specified in the COE. However, as described above, there may be circumstances when ITG personnel may buy and sell on behalf of its clients, securities of issuers or other investments in which they own securities or otherwise have an interest. The policy requires all employees to report all personal transactions in securities not otherwise exempt under the policy. All reportable transactions are reviewed for compliance with the COE.

The COE is enforced through compliance monitoring activities and surveillance. In cases where the firm discovers that an employee has violated a firm policy and/or procedure, the COE, a state or federal law, or a regulation of the SEC or another regulatory agency, the Chief Compliance Officer will take appropriate steps to investigate the circumstances and will take action commensurate with the nature of the violation. Such actions could take the form of a written warning to the employee or be as serious as disciplinary action up to and including termination. Any such investigations will be brought to the appropriate regulator's attention, if necessary, which could result in a disclosure of the violation on the employee's U-4 form, if required.

Item 12 Brokerage Practices

Clients can direct us to use a particular broker for custodial or transaction services on behalf of the client's portfolio. In directed brokerage arrangements, the client is responsible for negotiating the commission rates and other fees to be paid to the broker. When a client directs brokerage we might not be able to achieve most favorable execution of client transactions, and this practice could cost clients more money, result in a certain degree of delay in executing trades for their account(s) and otherwise adversely impact management of their account(s). Thus, when directing brokerage business,

you should consider whether the commission expenses, execution, clearance, and settlement capabilities that you will obtain through your broker are adequately favorable in comparison to those that we would otherwise obtain for you.

Soft Dollars

Soft dollars are revenue programs offered by broker-dealers/custodians whereby an adviser enters into an agreement to place security trades with a broker-dealer/custodian in exchange for research and other services. ITG does not participate in soft dollar programs sponsored or offered by any broker-dealer/custodian but, including as discussed below, could receive incidental benefits. Any such benefits received are expected to fall within the Section 28(e) Safe Harbor of the Securities Exchange Act of 1934.

Economic Benefits

As a registered investment adviser, we have access to the institutional platform of your account custodian. As such, we will also have access to research products and services from your account custodian and/or other brokerage firm. These products generally include financial publications, information about particular companies and industries, research software, and other products or services that provide lawful and appropriate assistance to our firm in the performance of our investment decision-making responsibilities. Such research products and services are provided to all investment advisers that utilize the institutional services platforms of these firms and, as such, we do not consider them to be paid for with soft dollars. However, you should be aware that the commissions charged by a particular broker for a particular transaction or set of transactions could be greater than the amounts charged another broker that did not provide research services or products.

Brokerage for Client Referrals

We do not receive client referrals from broker-dealers in exchange for cash or other compensation, such as directing transactions to such broker-dealers. [Nor, do we consider any referrals that a broker-dealer might provide in selecting brokers. However, a Client who is referred to us by a broker-dealer could choose to enter into a directed brokerage arrangement in favor of such broker-dealer.]

Aggregated Trades

We can combine multiple orders for shares of the same securities purchased for discretionary advisory accounts we manage (this practice is commonly referred to as "aggregated trading"), where we believe that doing so is consistent with our duty to seek best execution. When we trade on an aggregate basis, we will instruct the broker-dealer to execute on an order and then distribute a portion of the shares received (or sold) to participating accounts in a fair and equitable manner. Generally, participating accounts will pay a fixed transaction cost regardless of the number of shares transacted. In certain cases, each participating account pays an average price per share for all transactions and pays a proportionate share of all transaction costs on any given day. In the event an order is only partially filled, the shares will be allocated to participating accounts in a fair and equitable manner, typically in proportion to the size of each client's order. Accounts owned by our firm or persons associated with our firm may participate in aggregated trading with your accounts; however, they will not be given preferential treatment.

We do not aggregate trades for non-discretionary accounts and might be unable to aggregate trades for Clients who enter into directed brokerage arrangements. Accordingly, non-discretionary accounts and accounts that have entered into a directed brokerage arrangement could pay different costs than discretionary accounts that have not entered into a directed brokerage arrangement pay. If you enter into non-discretionary or directed arrangements with our firm, we may not be able to buy and sell the same quantities of securities for you and you may pay higher commissions, fees, and/or transaction costs than clients who enter into discretionary arrangements with our firm.

Trade Errors

In the event a trading error occurs in your account, our policy is to restore your account to the position it would have been in had the trading error not occurred. Depending on the circumstances, corrective actions can include canceling the trade, adjusting an allocation, and/or reimbursing the account. [Where a trade error involves a series of transactions, gains and losses can be netted. We can ask a broker-dealer to take responsibility for its own error but will not request that a broker-dealer take responsibility for our errors in recognition of transactions executed through, or commissions paid to, that broker-dealer.]

Item 13 Review of Accounts

Strategies are monitored daily and screened/rebalanced on a quarterly basis. More frequent rebalancing can be conducted based on various circumstances, including, but not limited to:

- contributions and withdrawals;
- year-end tax planning;
- market moving events;
- security specific events; and/or
- changes in your risk/return objectives.

The individuals conducting reviews could vary from time to time, as personnel join or leave our firm.

We will provide you with additional or regular written reports in conjunction with account reviews. Reports we provide to you will contain relevant account and/or market-related information such as an inventory of account holdings and account performance, etc.

You will also receive trade confirmations and monthly or quarterly statements from your account custodian(s).

Item 14 Client Referrals and Other Compensation

As disclosed under the *Fees and Compensation* section in this brochure, persons providing investment advice on behalf of our firm are licensed insurance agents and/or investment adviser representatives of another investment adviser. For information on the conflicts of interest this presents, and how we address these conflicts, refer to the *Fees and Compensation* section.

We do not receive any compensation from any third party in connection with providing investment advice to you nor do we compensate any individual or firm for client referrals.

Refer to the *Brokerage Practices* section above for disclosures on research and other benefits we could receive resulting from our relationship with your account custodian.

Item 15 Custody

With your written authorization, your independent custodian will directly debit your account(s) for the payment of our management fees. This ability to deduct our advisory fees from your accounts causes our firm to exercise limited custody over your funds or securities. We do not have physical custody of any of your funds and/or securities. Your funds and securities will be held with a bank, broker-dealer, or other qualified custodian. You will receive account statements from the qualified custodian(s) holding your funds and securities at least quarterly. The account statements from your custodian(s) will indicate the amount of our advisory fees deducted from your account(s) each billing period. You should

carefully review account statements for accuracy.

We will also provide statements to you reflecting the amount of the management fee deducted from your account. You should compare our statements with the statements from your account custodian(s) to reconcile the information reflected on each statement. If you have a question regarding your account statement, or if you did not receive a statement from your custodian, contact us immediately at the telephone number on the cover page of this brochure.

Item 16 Investment Discretion

Before we can buy or sell securities on your behalf, you must first sign our discretionary management agreement and the appropriate trading authorization forms. Our custom indexing strategies are offered to clients on a fee-based discretionary basis. We will screen and update our custom indexing strategies quarterly. We retain the discretion for stock selection within very defined criteria and universes. We do not have discretion to select the strategies or move funds between the strategies.

A grant of discretion allows us to select the securities to buy or sell, the amount of securities to be purchased or sold and the timing of purchases and sales for your account(s) without obtaining your consent or approval prior to each transaction. You can specify investment objectives, guidelines, and/or impose certain conditions or investment parameters for your account(s). For example, you can specify that the investment in any particular stock or industry should not exceed specified percentages of the value of the portfolio and/or impose restrictions or prohibitions of transactions in the securities of a specific industry or issuer. Refer to the *Advisory Business* section in this brochure for more information on our discretionary management services.

If you enter into non-discretionary arrangements with our firm, we will obtain your approval prior to the execution of any transactions for your account(s). You have an unrestricted right to decline to implement any advice provided by our firm on a non-discretionary basis.

Item 17 Voting Client Securities

We will not vote proxies on behalf of your advisory accounts. At your request, we can offer you advice regarding corporate actions and the exercise of your proxy voting rights. If you own shares of applicable securities, you are responsible for exercising your right to vote as a shareholder.

In most cases, you will receive proxy materials directly from the account custodian. However, in the event we were to receive any written or electronic proxy materials, we would forward them directly to you by mail, unless you have authorized our firm to contact you by electronic mail, in which case, we would forward any electronic solicitations to vote proxies.

Class Action Lawsuits

We do not determine if securities held by you are the subject of a class action lawsuit or whether you are eligible to participate in class action settlements or litigation nor do we initiate or participate in litigation to recover damages on your behalf for injuries as a result of actions, misconduct, or negligence by issuers of securities held by you.

Item 18 Financial Information

Our firm does not have any financial condition or impairment that would prevent us from meeting our contractual commitments to you. We do not take physical custody of client funds or securities, or serve as trustee or signatory for client accounts, and we do not require the prepayment of more than \$1,200

in fees six or more months in advance. Therefore, we are not required to include a financial statement with this brochure.

We have not filed a bankruptcy petition at any time in the past ten years.