

ITG CANADA CORP.

Disclosure of Related Registrants

ITG Canada Corp (“ITGC”) is related to TriAct Canada Marketplace LP (“TriAct”) and are both wholly owned by Investment Technology Group, Inc.

About Investment Technology Group

Investment Technology Group, Inc. (NYSE:ITG), is a specialized agency brokerage and technology firm that partners with clients globally to provide innovative solutions spanning the entire investment process. A pioneer in electronic trading, ITG has a unique approach that combines pre-trade analysis, order management, trade execution, and post-trade evaluation to provide clients with continuous improvements in trading and cost efficiency. The firm is headquartered in New York with offices in North America, Europe and the Asia Pacific regions. ITG operates in the United States through its wholly-owned subsidiary, ITG Inc. (member FINRA, SPIC). ITG Inc. is exempt from dealer registration under the Ontario Securities Act as it is relying on the international dealer exemption contained in Section 8.18 of National Instrument 31-103 Registration Requirements and Exemption. For more information on ITG, please visit www.itg.com. ITG operates in Canada through its wholly-owned subsidiary, ITG Canada Corp. member Investment Industry Regulatory Organization of Canada (“IIROC”) and the Canadian Investor Protection Fund (“CIPF”).

About TriAct Canada Marketplace LP

TriAct Canada Marketplace LP (member IIROC, CIPF) offers specialized marketplaces and order execution services to meet the unique needs of the Canadian securities industry. Operating strictly on a broker-neutral basis, TriAct facilitates the matching of buyers and sellers, never participating on an agency or proprietary basis in any trade. TriAct strives to offer better execution to institutional, proprietary and retail customers alike. TriAct is a wholly-owned subsidiary of Investment Technology Group, Inc. To obtain more information, please visit www.triactcanada.com.

TriAct Canada Marketplace LP (“TriAct Canada”) does not engage in activities as an adviser, dealer or underwriter in respect of any of its own securities or the securities of any of its related issuers, or, in the course of a distribution, in respect of the securities of any connected issuers of TriAct Canada and TriAct Canada hereby undertakes not to engage in such activities except in compliance with Part XIII of the Regulation under the Securities Act (Ontario).

Messrs. Nicholas Thadaney, Ian Camacho and Greg Davies are employed by TCM Corp., the general partner of TriAct Canada Marketplace LP (“TriAct”), as an officer, in the case of Mr. Davies and directors, in the case of Messrs. Thadaney and Camacho. Mr. Thadaney and Mr. Camacho are also directors and officers of ITG Canada Corp. (“ITGC”), an IIROC member firm and a registrant under the *Securities Act* (Ontario). Mr. Davies and Mr. Torstein Braaten are officers of ITGC. Mr. Davies, Ms. Heather Killian, Mr. Braaten and Ms. Joanne Hill are officers of TriAct.

These individuals and entities are expected to be aware of and abide by the policies of ITGC and TriAct Canada, as applicable, concerning conflicts of interest and confidentiality of information, and all other applicable legal and regulatory requirements, and to apply them to information they may receive in one role or the other to minimize any possible conflict of interest.

**Statement of Policies and Undertaking
Respecting Related and Connected Issuers**

ITG Canada Corp may offer to purchase or sell, as either principle or agent, securities of the Related Issuer noted below and, may on occasion have a position or interest in such securities.

- Investment Technology Group Inc. (Parent Company) listed on NYSE as "ITG"

The securities laws of the Province of Ontario require securities dealers and advisers, when they trade in or advise with respect to their own securities or securities of certain other issuers to which they, or certain other parties related to them, are related or connected, to do so only in accordance with particular disclosure and other rules. These rules require dealers and advisers, prior to trading with or advising their customers or clients, to inform them of the relevant relationships and connections with the issuer of the securities. Clients and customers should refer to the applicable provisions of these securities laws for the particulars of these rules and their rights or consult with a legal adviser.

Dated this 30th day of November, 2009.

ITG CANADA Corp.

Per:



Nicholas Thadaney, CEO