

**IN THE MATTER OF
NATIONAL INSTRUMENT 21-101 MARKETPLACE OPERATION
AND NATIONAL INSTRUMENT 23-101 TRADING RULES**

AND

**IN THE MATTER OF
THE MUTUAL RELIANCE REVIEW
SYSTEM FOR EXEMPTIVE RELIEF APPLICATIONS**

AND

IN THE MATTER OF ITG INC. AND ITG CANADA CORP.

MRRS DECISION DOCUMENT

WHEREAS the securities regulatory authority or regulator in each of the provinces of British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, Québec, New Brunswick, Nova Scotia and Newfoundland (each, a “Decision Maker”) has received an application from ITG Inc. (“ITG US”) and ITG Canada Corp. (“ITG Canada”) for decisions under section 15.1 of National Instrument 21-101 Marketplace Operation (“NI 21-101”) and section 12.1 of National Instrument 23-101 Trading Rules (“NI 23-101” and, with NI 21-101, the “ATS Rules”) that the requirement to comply with the ATS Rules will not apply to ITG US until May 1, 2002, and Part 8 of NI 23-101 will not apply to ITG Canada so long as ITG Canada remains a participating organization of The Toronto Stock Exchange (“TSE”).

AND WHEREAS pursuant to the Mutual Reliance Review System for Exemptive Relief Applications (the “System”) the Ontario Securities Commission is the principal regulator for this application;

AND WHEREAS ITG US and ITG Canada have represented to the Decision Makers as follows.

1. ITG US is a corporation organized under the laws of Delaware, United States.
2. ITG Canada is a corporation organized under the laws of Nova Scotia.
3. ITG US is registered in Ontario as an international dealer.
4. ITG Canada is registered as an investment dealer in Ontario or its equivalent in British Columbia, Alberta, Saskatchewan, Manitoba and Ontario.
5. ITG Canada is a participating organization of the TSE and is a member of the Investment Dealers Association of Canada.

6. ITG US operates alternative trading systems (“ATSS”) to facilitate trading of equity securities between institutional investors and investment dealers in Ontario in reliance on its international dealer registration.
7. Other affiliates of ITG Canada operate ATSS but not in Canada (the ATSS operated by all affiliates of ITG Canada, including ITG US are referred to individually as an “ITG ATS” and collectively as “ITG ATSS”).
8. ITG US does not provide access to ITG ATSS in provinces other than Ontario.
9. ITG US and ITG Canada have agreed to a realignment (the “ITG Realignment”) of their business so that ITG Canada becomes the sole party furnishing Canadian investors with access to ITG ATSS and will need to take certain steps to effect the ITG Realignment.
10. As a part of the ITG Realignment, ITG US will continue to maintain its non-ATS business in Ontario in reliance on the international dealer registration and in other jurisdictions in reliance on available registration exemptions.
11. ITG US needs a period of relief from the requirements of the ATS Rules to operate the ITG ATS pending the implementation of the ITG Realignment.
12. As a member of the TSE, ITG Canada is exempt from the requirements of NI 21-101 but it is not exempt from Part 8 of NI 23-101.
13. Following the completion of the Realignment, ITG US will cease to carry on business of an ATS in Ontario.

AND WHEREAS under the System, this Decision Document evidences the decision of each Decision Maker (collectively, the “Decision”);

AND WHEREAS each of the Decision Makers is satisfied that the test contained in the ATS Rules that provides the Decision Maker with the jurisdiction to make the Decision has been met;

THE DECISION of the Ontario Decision Maker is that ITG US shall be exempt from the requirements of the ATS Rules until May 1, 2002;

AND THE DECISIONS of the Decision Makers are that ITG Canada shall be exempt from the requirements of Part 8 of NI 23-101 for so long as ITG Canada remains a participating organization of the TSE.

Dated this 30th day of April, 2002.

“Ranee B. Pavalow”