

ATTACHMENT 3

SEC FORM BD

Form BD

| OMB APPROVAL | |
|--------------------------|-----------------|
| OMB Number: | 3235-0012 |
| Expires: | August 31, 2004 |
| Estimated average burden | |
| hours per response..... | 2.75 |
| per amendment | 0.33 |

Uniform Application for Broker-Dealer Registration

FORM BD INSTRUCTIONS

A. GENERAL INSTRUCTIONS

1. Form BD is the Uniform Application for Broker-Dealer Registration. Broker-Dealers must file this form to register with the Securities and Exchange Commission, the *self-regulatory organizations*, and *jurisdictions* through the Central Registration Depository ("CRD") system, operated by the NASD.
 2. **UPDATING** – By law, the *applicant* must promptly update Form BD information by submitting amendments whenever the information on file becomes inaccurate or incomplete for any reason.
 3. **CONTACT EMPLOYEE** – The individual listed as the contact employee must be authorized to receive all compliance information, communications, and mailings, and be responsible for disseminating it within the *applicant's* organization.
 4. **GOVERNMENT SECURITIES ACTIVITIES**
 - A. Broker-dealers registered or *applicants* applying for registration under Section 15(b) of the Exchange Act that conduct (or intend to conduct) a government securities business in addition to other broker-dealer activities (if any) must file a notice on Form BD by answering "yes" to Item 2B.
 - B. Section 15C of the Securities Exchange Act of 1934 requires sole government securities broker-dealers to register with the SEC. To do so, answer "yes" to Item 2C if conducting only a government securities business.
 - C. Broker-dealers registered under Section 15(b) of the Exchange Act that cease to conduct a government securities business must file notice when ceasing their activities in government securities. To do so, file an amendment to Form BD and answer "yes" to Item 2D.
- NOTE. Broker-dealers registered under Section 15C may register under Section 15(b) by filing an amendment to Form BD and answering "yes" to Items 2A and 2D. By doing so, broker-dealer expressly consents to withdrawal of broker-dealer's registration under 15C of the Exchange Act.
5. **FEDERAL INFORMATION LAW AND REQUIREMENTS** – An agency may not conduct or sponsor, and a *person* is not required to respond to, a collection of information unless it displays a currently valid control number. Section 15, 15c, 17(a) and 23(a) of the Exchange Act authorize the Commission to collect the information on this Form from registrants. See 15 U.S.C. §§78o, 78o-5, 78-q and 78w. Filing of this Form is mandatory; however the social security number information, which aids in identifying the *applicant*, is voluntary. The principal purpose of this Form is to permit the Commission to determine whether the *applicant* meets the statutory requirement to engage in the securities business. The Form also is used by *applicants* to register as broker-dealers with certain *self-regulatory organizations* and all of the states. The Commission and the National Association of Securities Dealers, Inc. maintain the files of the information on this Form and will make the information publicly available. Any member of the public may direct to the Commission any comments concerning the accuracy of the burden estimate on application facing page of this Form, and any suggestions for reducing this burden. This collection of information has been reviewed by the Office of Management and Budget in accordance with the clearance requirements of 44 U.S.C. §3507. The information contained in this form is part of a system of records subject to the Privacy Act of 1974, as amended. The Securities and Exchange Commission has published in the Federal Register the Privacy Act Systems of Records Notice for these records.

B. PAPER FILING INSTRUCTIONS (FIRST TIME APPLICANTS FILING WITH CRD AND WITH SOME JURISDICTIONS)

1. **FORMAT**
 - A. A full paper Form BD is required when the *applicant* is filing with the CRD for the first time. In addition, some *jurisdictions* may require a separate paper filing of Form BD. The *applicant* should contact the appropriate *jurisdiction(s)* for specific filing requirements.
 - B. Attach an Execution Page (Page 1) with original manual signatures to the initial Form BD filing
 - C. Type all information.
 - D. Give the name of the broker-dealer and date on each page.
 - E. Use only the current version of Form BD and its Schedules or a reproduction of them.
2. **DISCLOSURE REPORTING PAGE (DRP)** – Information concerning the *applicant* or *control affiliate* that relates to the occurrence of an event reportable under Item 11 must be provided on the *applicant's* appropriate DRP(BD). If a *control affiliate* is an individual or organization registered through the CRD, such *control affiliate* need only complete Part I of the *applicant's* appropriate DRP(BD). Details of the event must be submitted on the *control affiliate's* appropriate DRP(BD) or DRP(U-4). Attach a copy of the fully completed DRP(BD) or DRP(U-4) previously submitted. If a *control affiliate* is an individual or organization not registered through the CRD, provide complete answers to all of the items on the *applicant's* appropriate DRP(BD).
3. **SCHEDULES A, B AND C** – File Schedules A and B only with initial applications for registration. Use Schedule C to update Schedules A and B. Individuals not required to file a Form U-4 (individual registration) with the CRD system who are listed on Schedules A, B, or C must attach page 2 of Form U-4. The *applicant* broker-dealer must be listed in Form U-4 Item 20 or 21. Signatures are not required.
4. **SCHEDULE D** – Schedule D provides additional space for explaining answers to Item 1C(2), and "yes" answers to Items 5, 7, 8, 9, 10, 12, and 13 of Form BD.

C. ELECTRONIC FILING INSTRUCTIONS (APPLICANTS / REGISTERED BROKER-DEALERS FILING AMENDMENTS WITH CRD)

1. **FORMAT**
 - A. Items 1-13 must be answered and all fields requiring a response must be completed before the filing will be accepted.
 - B. *Applicant* must complete the execution screen certifying that Form BD and amendments thereto have been executed properly and that the information contained therein is accurate and complete.
 - C. To amend information, *applicant* must update the appropriate Form BD screens.
 - D. A paper copy, with original manual signatures, of the initial Form BD filing and amendments to Disclosure Reporting Pages (DRPs BD) must be retained by the *applicant* and be made available for inspection upon a regulatory request.
2. **DISCLOSURE REPORTING PAGE (DRP)** – Information concerning the *applicant* or *control affiliate* that relates to the occurrence of an event reportable under Item 11 must be provided on the *applicant's* appropriate DRP(BD). If a *control affiliate* is an individual or organization registered through the CRD, such *control affiliate* need only complete the *control affiliate* name and CRD number of the *applicant's* appropriate DRP(BD). Details for the event must be submitted on the *control affiliate's* appropriate DRP(BD) or DRP(U-4). If a *control affiliate* is an individual or organization not registered through the CRD, provide complete answers to all of the questions and complete all fields requiring a response on the *applicant's* appropriate DRP(BD) screen.

3. **DIRECT AND INDIRECT OWNERS** – Amend the Direct Owners and Executive Officers screen and the Indirect Owners screen when changes in ownership occur. *Control affiliates* that are individuals who are not required to file a Form U-4 (individual registration) with the CRD must complete page 2 of Form U-4 (i.e., submit/file the information elicited by the Personal Data, Residential History, and Employment and Personal History sections of that Form). The *applicant* broker-dealer must be listed in Form U-4 Item 20 or 21.

The CRD mailing address for questions and correspondence is:

NASAA/NASD CENTRAL REGISTRATION DEPOSITORY
P.O. BOX 9495
GAITHERSBURG, MD 20898-9495

EXPLANATION OF TERMS

(The following terms are italicized throughout this form.)

1. GENERAL

APPLICANT – The broker-dealer applying on or amending this form.

CONTROL – The power, directly or indirectly, to direct the management or policies of a company, whether through ownership of securities, by contract, or otherwise. Any *person* that (i) is a director, general partner or officer exercising executive responsibility (or having similar status or functions); (ii) directly or indirectly has the right to vote 25% or more of a class of a voting security or has the power to sell or direct the sale of 25% or more of a class of voting securities; or (iii) in the case of a partnership, has the right to receive upon dissolution, or has contributed, 25% or more of the capital, is presumed to control that company. (This definition is used solely for the purpose of Form BD.)

JURISDICTION – A state, the District of Columbia, the Commonwealth of Puerto Rico, or any subdivision or regulatory body thereof.

PERSON – An individual, partnership, corporation, trust, or other organization.

SELF-REGULATORY ORGANIZATION – Any national securities or commodities exchange or registered securities association, or registered clearing agency.

2. FOR THE PURPOSE OF ITEM 5 AND SCHEDULE D

SUCCESSOR – An unregistered entity that assumes or acquires substantially all of the assets and liabilities, and that continues the business of, a registered predecessor broker-dealer, who ceases its broker-dealer activities. [See Securities Exchange Act Release No. 31661 (December 28, 1992), 58 FR 7 (January 4, 1993)]

3. FOR THE PURPOSE OF ITEM 11 AND THE CORRESPONDING DISCLOSURE REPORTING PAGES (DRPs)

CONTROL AFFILIATE – A *person* named in Items 1A, 9 or in Schedules A, B or C as a *control* person or any other individual or organization that directly or indirectly controls, is under common control with, or is controlled by, the *applicant*, including any current employee except one performing only clerical, administrative, support or similar functions, or who, regardless of title, performs no executive duties or has no senior policy making authority.

INVESTMENT OR INVESTMENT-RELATED – Pertaining to securities, commodities, banking, insurance, or real estate (including, but not limited to, acting as or being associated with a broker-dealer, municipal securities dealer, government securities broker or dealer, issuer, investment company, investment adviser, futures sponsor, bank, or savings association).

INVOLVED – Doing an act or aiding, abetting, counseling, commanding, inducing, conspiring with or failing reasonably to supervise another in doing an act.

FOREIGN FINANCIAL REGULATORY AUTHORITY – Includes (1) a foreign securities authority; (2) other governmental body or foreign equivalent of a *self-regulatory organization* empowered by a foreign government to administer or enforce its laws relating to the regulation of *investment* or *investment-related* activities; and (3) a foreign membership organization, a function of which is to regulate the participation of its members in the activities listed above.

PROCEEDING – Includes a formal administrative or civil action initiated by a governmental agency, *self-regulatory organization* or a *foreign financial regulatory authority*; a *felony* criminal indictment or information (or equivalent formal charge); or a *misdemeanor* criminal information (or equivalent formal charge). Does not include other civil litigation, investigations, or arrests or similar charges effected in the absence of a formal criminal indictment or information (or equivalent formal charge).

CHARGED – Being accused of a crime in a formal complaint, information, or indictment (or equivalent formal charge).

ORDER – A written directive issued pursuant to statutory authority and procedures, including orders of denial, suspension, or revocation; does not include special stipulations, undertakings or agreements relating to payments, limitations on activity or other restrictions unless they are included in an *order*.

FELONY – For *jurisdictions* that do not differentiate between a *felony* and a *misdemeanor*, a *felony* is an offense punishable by a sentence of at least one year imprisonment and/or a fine of at least \$1,000. The term also includes a general court martial.

MISDEMEANOR – For *jurisdictions* that do not differentiate between a *felony* and a *misdemeanor*, a *misdemeanor* is an offense punishable by a sentence of less than one year imprisonment and/or a fine of less than \$1,000. The term also includes a special court martial.

FOUND – Includes adverse final actions, including consent decrees in which the respondent has neither admitted nor denied the findings, but does not include agreements, deficiency letters, examination reports, memoranda of understanding, letters of caution, admonishments, and similar informal resolutions of matters.

MINOR RULE VIOLATION – A violation of a *self-regulatory organization* rule that has been designated as "minor" pursuant to a plan approved by the U.S. Securities and Exchange Commission. A rule violation may be designated as "minor" under a plan if the sanction imposed consists of a fine of \$2,500 or less, and if the sanctioned person does not contest the fine. (Check with the appropriate *self-regulatory organization* to determine if a particular rule violation has been designated as "minor" for these purposes).

ENJOINED – Includes being subject to a mandatory injunction, prohibitory injunction, preliminary injunction, or a temporary restraining order.

FORM BD**UNIFORM APPLICATION FOR BROKER-DEALER REGISTRATION**

OFFICIAL USE

OFFICIAL
USE ONLYPAGE 1
(Execution Page)
(REV 7/1999)

Date: _____ SEC File No.: 8- _____ Firm CRD No.: _____

WARNING: Failure to keep this form current and to file accurate supplementary information on a timely basis, or the failure to keep accurate books and records or otherwise to comply with the provisions of law applying to the conduct of business as a broker-dealer would violate the Federal securities laws and the laws of the *jurisdictions* and may result in disciplinary, administrative, injunctive or criminal action

INTENTIONAL MISSTATEMENTS OR OMISSIONS OF FACTS MAY CONSTITUTE CRIMINAL VIOLATIONS.

 APPLICATION AMENDMENT
1. Exact name, principal business address, mailing address, if different, and telephone number of *applicant*:A. Full name of *applicant* (if sole proprietor, state last, first and middle name): _____

B. IRS Empl. Ident. No.: _____

C. (1) Name under which broker-dealer business primarily is conducted, if different from Item 1A. _____

(2) List on Schedule D, Page 1, Section I any other name by which the firm conducts business and where it is used. _____

D. If this filing makes a name change on behalf of the *applicant*, enter the new name and specify whether the name change is of the *applicant* name (1A) or business name (1C): _____*Please check above.* _____

E. Firm main address: (Do not use a P.O. Box)

(Number and Street) _____

(City) _____

(State/Country) _____

(Zip+4/Postal Code) _____

Branch offices or other business locations must be reported on Schedule E.

F. Mailing address, if different: _____

G. Business Telephone Number:

(Area Code) _____

(Telephone Number) _____

H. Contact Employee:

(Name and Title) _____

(Area Code) _____

(Telephone Number) _____

EXECUTION:

For the purposes of complying with the laws of the State(s) designated in Item 2 relating to either the offer or sale of securities or commodities, the undersigned and *applicant* hereby certify that the *applicant* is in compliance with applicable state surety bonding requirements and irrevocably appoint the administrator of each of those State(s) or such other person designated by law, and the successors in such office, attorney for the *applicant* in said State(s), upon whom may be served any notice, process, or pleading in any action or *proceeding* against the *applicant* arising out of or in connection with the offer or sale of securities or commodities, or out of the violation or alleged violation of the laws of those State(s), and the *applicant* hereby consents that any such action or *proceeding* against the *applicant* may be commenced in any court of competent jurisdiction and proper venue within said State(s) by service of process upon said appointee with the same effect as if *applicant* were a resident in said State(s) and had lawfully been served with process in said State(s).

The *applicant* consents that service of any civil action brought by or notice of any *proceeding* before the Securities and Exchange Commission or any *self-regulatory organization* in connection with the *applicant's* broker-dealer activities, or of any application for a protective decree filed by the Securities Investor Protection Corporation, may be given by registered or certified mail or confirmed telegram to the *applicant's* contact employee at the main address, or mailing address if different, given in Items 1E and 1F.

The undersigned, being first duly sworn, deposes and says that he/she has executed this form on behalf of, and with the authority of, said *applicant*. The undersigned and *applicant* represent that the information and statements contained herein, including exhibits attached hereto, and other information filed herewith, all of which are made a part hereof, are current, true and complete. The undersigned and *applicant* further represent that to the extent any information previously submitted is not amended such information is currently accurate and complete.

Date (MM/DD/YYYY) _____

Name of Applicant _____

By: _____
Signature

Print Name and Title _____

Subscribed and sworn before me this _____ day of _____, _____ Year by _____
Notary Public

My Commission expires _____ County of _____ State of _____

**This page must always be completed in full with original, manual signature and notarization.
To amend, circle items being amended. Affix notary stamp or seal where applicable.**

DO NOT WRITE BELOW THIS LINE - FOR OFFICIAL USE ONLY

FORM BD

PAGE 2

(REV 7/1999)

Applicant Name _____

Date _____

Firm CRD No. _____

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2. Indicate by checking the appropriate box(es) each governmental authority, organization, or jurisdiction in which the applicant is registered or registering as a broker-dealer.

| | | |
|------------------------------------|--|---|
| SECURITIES AND EXCHANGE COMMISSION | If applicant is registered or registering with the SEC, check here and answer items 2A through 2D below. <input type="checkbox"/> | |
| | A. Is applicant registered or registering as a broker-dealer under Section 15(b) or Section 15B of the Securities Exchange Act of 1934? | YES NO <input type="checkbox"/> <input type="checkbox"/> |
| | B. Is applicant registered or registering as a broker-dealer under Section 15(b) of the Securities Exchange Act of 1934 and also acting or intending to act as a government securities broker or dealer? | <input type="checkbox"/> <input type="checkbox"/> |
| | C. Is applicant registered or registering <u>solely</u> as a government securities broker or dealer under Section 15C of the Securities Exchange Act of 1934? | <input type="checkbox"/> <input type="checkbox"/> |
| | D. Is applicant ceasing its activities as a government securities broker or dealer? | <input type="checkbox"/> <input type="checkbox"/> |

Do not answer "yes" to Item 2C if applicant answered "yes" to Item 2A or Item 2B.

If applicant answers "yes" to Items 2A and 2D, applicant expressly consents to the withdrawal of its registration as a government securities broker or dealer under Section 15C of the Securities Exchange Act of 1934. See "Instructions."

| | | | | | | | | | | |
|-----|-------------------------------|------------------------------|-------------------------------|------------------------------|------------------------------|-------------------------------|-------------------------------|-------------------------------|------------------------------|--|
| SRO | <input type="checkbox"/> AMEX | <input type="checkbox"/> BSE | <input type="checkbox"/> CBOE | <input type="checkbox"/> CHX | <input type="checkbox"/> CSE | <input type="checkbox"/> NASD | <input type="checkbox"/> NYSE | <input type="checkbox"/> PhLX | <input type="checkbox"/> PCX | <input type="checkbox"/> OTHER (specify) _____ |
|-----|-------------------------------|------------------------------|-------------------------------|------------------------------|------------------------------|-------------------------------|-------------------------------|-------------------------------|------------------------------|--|

| | | | | | |
|---|--|--|---|---|--------------------------------|
| JURISDICTION | <input type="checkbox"/> Alabama | <input type="checkbox"/> Hawaii | <input type="checkbox"/> Michigan | <input type="checkbox"/> North Carolina | <input type="checkbox"/> Texas |
| | <input type="checkbox"/> Alaska | <input type="checkbox"/> Idaho | <input type="checkbox"/> Minnesota | <input type="checkbox"/> North Dakota | <input type="checkbox"/> Utah |
| <input type="checkbox"/> Arizona | <input type="checkbox"/> Illinois | <input type="checkbox"/> Mississippi | <input type="checkbox"/> Ohio | <input type="checkbox"/> Vermont | |
| <input type="checkbox"/> Arkansas | <input type="checkbox"/> Indiana | <input type="checkbox"/> Missouri | <input type="checkbox"/> Oklahoma | <input type="checkbox"/> Virginia | |
| <input type="checkbox"/> California | <input type="checkbox"/> Iowa | <input type="checkbox"/> Montana | <input type="checkbox"/> Oregon | <input type="checkbox"/> Washington | |
| <input type="checkbox"/> Colorado | <input type="checkbox"/> Kansas | <input type="checkbox"/> Nebraska | <input type="checkbox"/> Pennsylvania | <input type="checkbox"/> West Virginia | |
| <input type="checkbox"/> Connecticut | <input type="checkbox"/> Kentucky | <input type="checkbox"/> Nevada | <input type="checkbox"/> Puerto Rico | <input type="checkbox"/> Wisconsin | |
| <input type="checkbox"/> Delaware | <input type="checkbox"/> Louisiana | <input type="checkbox"/> New Hampshire | <input type="checkbox"/> Rhode Island | <input type="checkbox"/> Wyoming | |
| <input type="checkbox"/> District of Columbia | <input type="checkbox"/> Maine | <input type="checkbox"/> New Jersey | <input type="checkbox"/> South Carolina | | |
| <input type="checkbox"/> Florida | <input type="checkbox"/> Maryland | <input type="checkbox"/> New Mexico | <input type="checkbox"/> South Dakota | | |
| <input type="checkbox"/> Georgia | <input type="checkbox"/> Massachusetts | <input type="checkbox"/> New York | <input type="checkbox"/> Tennessee | | |

3. A. Indicate legal status of applicant:

Corporation Sole Proprietorship Other (specify) _____

Partnership Limited Liability Company

B. Month applicant's fiscal year ends: _____

C. If other than a sole proprietor, indicate date and place applicant obtained its legal status (i.e., state or country where incorporated, where partnership agreement was filed, or where applicant entity was formed):

State/Country of formation _____ Date of formation: _____ (MM/DD/YYYY)

Schedule A and, if applicable, Schedule B must be completed as part of all initial applications. Amendments to these schedules must be provided on Schedule C.

4. If applicant is a sole proprietor, state full residence address and Social Security Number.

Social Security Number _____

_____ (Number and Street) _____ (City) _____ (State/Country) _____ (Zip+4/Postal Code)

| | |
|--|---|
| 5. Is applicant at the time of this filing succeeding to the business of a currently registered broker-dealer? Do not report previous successions already reported on Form BD. <i>If "Yes," contact CRD prior to submitting form; complete appropriate items on Schedule D, Page 1, Section III.</i> | YES NO <input type="checkbox"/> <input type="checkbox"/> |
| 6. Does applicant hold or maintain any funds or securities or provide clearing services for any other broker or dealer? | <input type="checkbox"/> <input type="checkbox"/> |
| 7. Does applicant refer or introduce customers to any other broker or dealer? <i>If "Yes," complete appropriate items on Schedule D, Page 1, Section IV.</i> | <input type="checkbox"/> <input type="checkbox"/> |

FORM BD

Applicant Name _____

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PAGE 3

Date _____

Firm CRD No : _____

(REV 7/1999)

8. Does *applicant* have any arrangement with any other *person*, firm, or organization under which:

A. any books or records of *applicant* are kept or maintained by such other *person*, firm or organization? YES NO

B. accounts, funds, or securities of the *applicant* are held or maintained by such other *person*, firm, or organization? YES NO

C. accounts, funds, or securities of customers of the *applicant* are held or maintained by such other *person*, firm or organization? YES NO

For purposes of 8B and 8C, do not include a bank or satisfactory control location as defined in paragraph (c) of Rule 15c3-3 under the Securities Exchange Act of 1934 (17 CFR 240.15c3-3).

If "Yes" to any part of Item 8, complete appropriate items on Schedule D, Page 1, Section IV.

9. Does any *person* not named in Item 1 or Schedules A, B, or C, directly or indirectly:

A. control the management or policies of the *applicant* through agreement or otherwise? YES NO

B. wholly or partially finance the business of *applicant*? YES NO

Do not answer "yes" to 9B if the person finances the business of the applicant through: 1) a public offering of securities made pursuant to the Securities Act of 1933; 2) credit extended in the ordinary course of business by suppliers, banks, and others; or 3) a satisfactory subordination agreement, as defined in Rule 15c3-1 under the Securities Exchange Act of 1934 (17 CFR 240.15c3-1).

If "Yes" to any part of Item 9, complete appropriate items on Schedule D, Page 1, Section IV.

10. A. Directly or indirectly, does *applicant control*, is *applicant controlled* by, or is *applicant* under common control with, any partnership, corporation, or other organization that is engaged in the securities or investment advisory business? YES NO

If "Yes" to Item 10A, complete appropriate items on Schedule D, Page 2, Section V.

B. Directly or indirectly, is *applicant controlled* by any bank holding company, national bank, state member bank of the Federal Reserve System, state non-member bank, savings bank or association, credit union, or foreign bank? YES NO

If "Yes" to Item 10B, complete appropriate items on Schedule D, Page 3, Section VI.

11. Use the appropriate DRP for providing details to "yes" answers to the questions in Item 11. Refer to the Explanation of Terms section of Form BD Instructions for explanations of italicized terms.

CRIMINAL DISCLOSURE

A. In the past ten years has the *applicant* or a *control affiliate*:

(1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign or military court to any felony? YES NO

(2) been charged with any felony? YES NO

B. In the past ten years has the *applicant* or a *control affiliate*:

(1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign or military court to a misdemeanor involving: investments or an investment-related business, or any fraud, false statements or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, extortion, or a conspiracy to commit any of these offenses? .. YES NO

(2) been charged with a misdemeanor specified in 11B(1)? .. YES NO

REGULATORY ACTION DISCLOSURE

C. Has the U.S. Securities and Exchange Commission or the Commodity Futures Trading Commission ever:

(1) found the *applicant* or a *control affiliate* to have made a false statement or omission? YES NO

(2) found the *applicant* or a *control affiliate* to have been involved in a violation of its regulations or statutes? YES NO

(3) found the *applicant* or a *control affiliate* to have been a cause of an investment-related business having its authorization to do business denied, suspended, revoked, or restricted? .. YES NO

(4) entered an order against the *applicant* or a *control affiliate* in connection with investment-related activity? YES NO

(5) imposed a civil money penalty on the *applicant* or a *control affiliate*, or ordered the *applicant* or a *control affiliate* to cease and desist from any activity? .. YES NO

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(REV 7/1999)

Applicant Name: _____

Date _____

Firm CRD No: _____

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REGULATORY ACTION DISCLOSURE

D. Has any other federal regulatory agency, any state regulatory agency, or foreign financial regulatory authority:

- (1) ever found the applicant or a control affiliate to have made a false statement or omission or been dishonest, unfair, or unethical? YES NO
- (2) ever found the applicant or a control affiliate to have been involved in a violation of investment-related regulations or statutes? YES NO
- (3) ever found the applicant or a control affiliate to have been a cause of an investment-related business having its authorization to do business denied, suspended, revoked, or restricted? YES NO
- (4) in the past ten years, entered an order against the applicant or a control affiliate in connection with an investment-related activity? YES NO
- (5) ever denied, suspended, or revoked the applicant's or a control affiliate's registration or license or otherwise, by order, prevented it from associating with an investment-related business or restricted its activities? YES NO

E. Has any self-regulatory organization or commodities exchange ever:

- (1) found the applicant or a control affiliate to have made a false statement or omission? YES NO
- (2) found the applicant or a control affiliate to have been involved in a violation of its rules (other than a violation designated as a "minor rule violation" under a plan approved by the U.S. Securities and Exchange Commission)? YES NO
- (3) found the applicant or a control affiliate to have been the cause of an investment-related business having its authorization to do business denied, suspended, revoked, or restricted? YES NO
- (4) disciplined the applicant or a control affiliate by expelling or suspending it from membership, barring or suspending its association with other members, or otherwise restricting its activities? YES NO

F. Has the applicant's or a control affiliate's authorization to act as an attorney, accountant, or federal contractor ever been revoked or suspended? YES NO

G. Is the applicant or a control affiliate now the subject of any regulatory proceeding that could result in a "yes" answer to any part of 11C, D, or E? YES NO

CIVIL JUDICIAL DISCLOSURE

H. (1) Has any domestic or foreign court:

- (a) in the past ten years, enjoined the applicant or a control affiliate in connection with any investment-related activity? YES NO
- (b) ever found that the applicant or a control affiliate was involved in a violation of investment-related statutes or regulations? YES NO
- (c) ever dismissed, pursuant to a settlement agreement, an investment-related civil action brought against the applicant or control affiliate by a state or foreign financial regulatory authority? YES NO

(2) Is the applicant or a control affiliate now the subject of any civil proceeding that could result in a "yes" answer to any part of 11H(1)? YES NO

FINANCIAL DISCLOSURE

I. In the past ten years has the applicant or a control affiliate of the applicant ever been a securities firm or a control affiliate of a securities firm that:

- (1) has been the subject of a bankruptcy petition? YES NO
- (2) has had a trustee appointed or a direct payment procedure initiated under the Securities Investor Protection Act? YES NO

J. Has a bonding company ever denied, paid out on, or revoked a bond for the applicant? YES NO

K. Does the applicant have any unsatisfied judgments or liens against it? YES NO

FORM BD

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(REV 7/1999)

Applicant Name: _____
Date: _____ Firm CRD No : _____

OFFICIAL USE

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12. Check types of business engaged in (or to be engaged in, if not yet active) by *applicant*. Do not check any category that accounts for (or is expected to account for) less than 1% of annual revenue from the securities or investment advisory business.

- A. Exchange member engaged in exchange commission business other than floor activities EMC
- B. Exchange member engaged in floor activities EMF
- C. Broker or dealer making inter-dealer markets in corporate securities over-the-counter IDM
- D. Broker or dealer retailing corporate equity securities over-the-counter BDR
- E. Broker or dealer selling corporate debt securities BDD
- F. Underwriter or selling group participant (corporate securities other than mutual funds) USG
- G. Mutual fund underwriter or sponsor MFU
- H. Mutual fund retailer MFR
- I. 1. U.S. government securities dealer GSD
- 2. U.S. government securities broker GSB
- J. Municipal securities dealer MSD
- K. Municipal securities broker MSB
- L. Broker or dealer selling variable life insurance or annuities VLA
- M. Solicitor of time deposits in a financial institution SSL
- N. Real estate syndicator RES
- O. Broker or dealer selling oil and gas interests OGI
- P. Put and call broker or dealer or option writer PCB
- Q. Broker or dealer selling securities of only one issuer or associate issuers (other than mutual funds) BIA
- R. Broker or dealer selling securities of non-profit organizations (e.g., churches, hospitals) NPB
- S. Investment advisory services IAD
- T. 1. Broker or dealer selling tax shelters or limited partnerships in primary distributions TAP
- 2. Broker or dealer selling tax shelters or limited partnerships in the secondary market TAS
- U. Non-exchange member arranging for transactions in listed securities by exchange member NEX
- V. Trading securities for own account TRA
- W. Private placements of securities PLA
- X. Broker or dealer selling interests in mortgages or other receivables MRI
- Y. Broker or dealer involved in a networking, kiosk or similar arrangement with a:
 - 1. bank, savings bank or association, or credit union BNA
 - 2. insurance company or agency INA
- Z. Other (give details on Schedule D, Page 1, Section II) OTH

13 A. Does *applicant* effect transactions in commodity futures, commodities or commodity options as a broker for others or as a dealer for its own account? YES NO

B. Does *applicant* engage in any other non-securities business? YES NO

If "yes," describe each other business briefly on Schedule D, Page 1, Section II.

Schedule D of FORM BD

Page 1

(REV 7/1999)

Applicant Name: _____
Date: _____ Firm CRD No.: _____

OFFICIAL USE

OFFICIAL USE ONLY

Use this Schedule D Page 1 to report details for items listed below. Report only new information or changes/updates to previously submitted details. Do not repeat previously submitted information.

This is an INITIAL AMENDED detail filing for the Form BD items checked below:

SECTION I Other Business Names

(Check if applicable) Item 1C(2)

List each of the "other" names and the jurisdiction(s) in which they are used.

| | | | |
|---------|--------------|---------|--------------|
| 1. Name | Jurisdiction | 2. Name | Jurisdiction |
| 3. Name | Jurisdiction | 4. Name | Jurisdiction |

SECTION II Other Business

(Check one) Item 12Z Item 13B

Applicant must complete a separate Schedule D Page 1 for each affirmative response in this section.

Briefly describe any other business (ITEM 12Z); or any other non-securities business (ITEM 13B). Use reverse side of this sheet for additional comments if necessary.

SECTION III Successions

(Check if applicable) Item 5

| | | | | |
|--------------------|---|----|--------------------------|---------------------|
| Date of Succession | MM | DD | YYYY | Name of Predecessor |
| Firm CRD Number | IRS Employer Identification Number (if any) | | SEC File Number (if any) | |

Briefly describe details of the succession including any assets or liabilities not assumed by the successor. Use reverse side of this sheet for additional comments if necessary.

SECTION IV Introducing and Clearing Arrangements / Control Persons / Financings

(Check one) Item 7 Item 8A Item 8B Item 8C Item 9A Item 9B

Applicant must complete a separate Schedule D Page 1 for each affirmative response in this section including any multiple responses to any item. Complete the "Effective Date" box with the Month, Day and Year that the arrangement or agreement became effective. When reporting a change or termination of an arrangement or agreement, enter the effective date of the change.

| | | |
|---|----------------------------------|------------------------------------|
| Firm or Organization Name | CRD Number (if any) | |
| Business Address (Street, City, State/Country, Zip+4/Postal Code) | Effective Date MM / DD / YYYY | Termination Date MM / DD / YYYY |
| Individual Name (if applicable) (Last, First, Middle) | CRD Number (if any) | |
| Business Address (if applicable) (Street, City, State/Country, Zip+4/Postal Code) | Effective Date MM / DD / YYYY | Termination Date MM / DD / YYYY |

Briefly describe the nature of reference or arrangement (ITEM 7 or ITEM 8); the nature of the control or agreement (ITEM 9A); or the method and amount of financing (ITEM 9B) Use reverse side of this sheet for additional comments if necessary.

Schedule D of FORM BD

Page 2

(REV 7/1999)

Applicant Name: _____

Date: _____ Firm CRD No: _____

OFFICIAL USE

OFFICIAL USE ONLY

Use this Schedule D Page 2 to report details for Item 10A. Report only new information or changes/updates to previously submitted details. Do not repeat previously submitted information. Supply details for all partnerships, corporations, organizations, institutions and individuals necessary to answer each item completely. Use additional copies of Schedule D Page 2 if necessary.

Use the "Effective Date" box to enter the Month, Day, and Year that the affiliation was effective or the date of the most recent change in the affiliation.

This is an INITIAL AMENDED detail filing for Form BD Item 10A

10A. Directly or indirectly, does applicant control, is applicant controlled by, or is applicant under common control with, any partnership, corporation, or other organization that is engaged in the securities or investment advisory business?

SECTION V Complete this section for control issues relating to ITEM 10A only.

The details supplied relate to:

| | | | |
|---|--|--|---|
| 1 | Partnership, Corporation, or Organization Name | CRD Number (if any) | |
| <i>(check only one)</i> This Partnership, Corporation, or Organization <input type="checkbox"/> controls applicant <input type="checkbox"/> is controlled by applicant <input type="checkbox"/> is under common control with applicant | | | |
| Business Address (Street, City, State/Country, Zip+4/Postal Code) | | Effective Date MM / DD / YYYY | Termination Date MM / DD / YYYY |
| Is Partnership, Corporation or Organization a foreign entity? <input type="checkbox"/> Yes <input type="checkbox"/> No | If Yes, provide country of domicile or incorporation | Check "Yes" or "No" for activities of this partnership, corporation, or organization Securities Activities <input type="checkbox"/> Yes <input type="checkbox"/> No | Investment Advisory Activities <input type="checkbox"/> Yes <input type="checkbox"/> No |
| Briefly describe the control relationship. Use reverse side of this sheet for additional comments if necessary. | | | |

| | | | |
|---|--|--|---|
| 2 | Partnership, Corporation, or Organization Name | CRD Number (if any) | |
| <i>(check only one)</i> This Partnership, Corporation, or Organization <input type="checkbox"/> controls applicant <input type="checkbox"/> is controlled by applicant <input type="checkbox"/> is under common control with applicant | | | |
| Business Address (Street, City, State/Country, Zip+4/Postal Code) | | Effective Date MM / DD / YYYY | Termination Date MM / DD / YYYY |
| Is Partnership, Corporation or Organization a foreign entity? <input type="checkbox"/> Yes <input type="checkbox"/> No | If Yes, provide country of domicile or incorporation | Check "Yes" or "No" for activities of this partnership, corporation, or organization Securities Activities <input type="checkbox"/> Yes <input type="checkbox"/> No | Investment Advisory Activities <input type="checkbox"/> Yes <input type="checkbox"/> No |
| Briefly describe the control relationship. Use reverse side of this sheet for additional comments if necessary. | | | |

| | | | |
|---|--|--|---|
| 3 | Partnership, Corporation, or Organization Name | CRD Number (if any) | |
| <i>(check only one)</i> This Partnership, Corporation, or Organization <input type="checkbox"/> controls applicant <input type="checkbox"/> is controlled by applicant <input type="checkbox"/> is under common control with applicant | | | |
| Business Address (Street, City, State/Country, Zip+4/Postal Code) | | Effective Date MM / DD / YYYY | Termination Date MM / DD / YYYY |
| Is Partnership, Corporation or Organization a foreign entity? <input type="checkbox"/> Yes <input type="checkbox"/> No | If Yes, provide country of domicile or incorporation | Check "Yes" or "No" for activities of this partnership, corporation, or organization Securities Activities <input type="checkbox"/> Yes <input type="checkbox"/> No | Investment Advisory Activities <input type="checkbox"/> Yes <input type="checkbox"/> No |
| Briefly describe the control relationship. Use reverse side of this sheet for additional comments if necessary. | | | |

If applicant has more than 3 organizations to report, complete additional Schedule D Page 2s.

Schedule D of FORM BD

Page 3

(REV 7/1999)

Applicant Name _____

Date _____ Firm CRD No. _____

OFFICIAL USE

OFFICIAL USE ONLY

Use this Schedule D Page 3 to report details for Item 10B. Report only new information or changes/updates to previously submitted details. Do not repeat previously submitted information. Supply details for all partnerships, corporations, organizations, institutions and individuals necessary to answer each item completely. Use additional copies of Schedule D Page 3 if necessary.

Use the "Effective Date" box to enter the Month, Day, and Year that the affiliation was effective or the date of the most recent change in the affiliation.

This is an INITIAL AMENDED detail filing for Form BD Item 10B

10B. Directly or indirectly, is applicant controlled by any bank holding company, national bank, state member bank of the Federal Reserve System, state non-member bank, savings bank or association, credit union, or foreign bank?

SECTION VI Complete this section for control issues relating to ITEM 10B only.

Provide the details for each organization or institution that controls the applicant, including each organization or institution in the applicant's chain of ownership. The details supplied relate to:

| | | |
|----------|--|--|
| 1 | Financial Institution Name | CRD Number (if applicable) |
| | Institution Type (i.e., bank holding company, national bank, state member bank of the Federal Reserve System, state non-member bank, savings association, credit union, or foreign bank) | Effective Date MM / DD / YYYY |
| | | Termination Date MM / DD / YYYY |
| | Business Address (Street, City, State/Country, Zip+4/Postal Code) | If foreign, country of domicile or incorporation |
| | Briefly describe the control relationship Use reverse side of this sheet for additional comments if necessary | |

| | | |
|----------|--|--|
| 2 | Financial Institution Name | CRD Number (if applicable) |
| | Institution Type (i.e., bank holding company, national bank, state member bank of the Federal Reserve System, state non-member bank, savings association, credit union, or foreign bank) | Effective Date MM / DD / YYYY |
| | | Termination Date MM / DD / YYYY |
| | Business Address (Street, City, State/Country, Zip+4/Postal Code) | If foreign, country of domicile or incorporation |
| | Briefly describe the control relationship Use reverse side of this sheet for additional comments if necessary | |

| | | |
|----------|--|--|
| 3 | Financial Institution Name | CRD Number (if applicable) |
| | Institution Type (i.e., bank holding company, national bank, state member bank of the Federal Reserve System, state non-member bank, savings association, credit union, or foreign bank) | Effective Date MM / DD / YYYY |
| | | Termination Date MM / DD / YYYY |
| | Business Address (Street, City, State/Country, Zip+4/Postal Code) | If foreign, country of domicile or incorporation |
| | Briefly describe the control relationship Use reverse side of this sheet for additional comments if necessary | |

| | | |
|----------|--|--|
| 4 | Financial Institution Name | CRD Number (if applicable) |
| | Institution Type (i.e., bank holding company, national bank, state member bank of the Federal Reserve System, state non-member bank, savings association, credit union, or foreign bank) | Effective Date MM / DD / YYYY |
| | | Termination Date MM / DD / YYYY |
| | Business Address (Street, City, State/Country, Zip+4/Postal Code) | If foreign, country of domicile or incorporation |
| | Briefly describe the control relationship Use reverse side of this sheet for additional comments if necessary | |

If applicant has more than 4 organizations/institutions to report, complete additional Schedule D Page 3s.

Schedule E of FORM BD

OFFICIAL USE

Applicant Name: _____

Date: _____ Firm CRD No. _____

(REV 7/1999)

INSTRUCTIONS

- General:** Use this schedule to register or report branch offices or other business locations of the *applicant*. Repeat Items 1-12 for each branch office or other business location. Each item must be completed unless otherwise noted. Use additional copies of this schedule as necessary. If this branch office or other business location is using a name in connection with securities activities other than the *applicant's* name, such name must be reported under Item 1C(2) on Page 1 of this form.
- Specific:**
- Item 1 Specify only one box. Check "Add" when a branch office or other business location is opened and the *applicant* is filing the initial notice, "Delete" when a branch office or other business location is closed, and "Amendment" to indicate any other change to previously filed information.
 - Item 2 CRD will assign this branch number when the *applicant* adds a branch office or other business location as discussed in Item 1 above. If known, complete this item for all deletions and amendments.
 - Item 3 The Billing Code is an alpha/numeric value consisting of up to eight characters. It is the responsibility of the firm to establish and maintain its own unique billing codes. This is not a required field.
 - Item 4 Complete this item for all entries. A physical location must be included, post office box designations alone are not sufficient.
 - Item 5 Complete this item only when the *applicant* changes the address of an existing branch office or other business location.
 - Item 6 If the branch office or other business location occupies or shares space on premises within a bank, savings bank or association, credit union, or other financial institution, enter the name of the institution in the space provided.
 - Item 7 Complete this item for all entries. Enter the name of the supervisor or registered representative in charge who is physically at this location.
 - Item 8 Provide the CRD number for the branch office supervisor named in Item 7.
 - Item 9 Complete this item for all entries. Provide the date that the branch office or other business location was opened (ADD), closed (DELETE), or the effective date of the change (AMENDMENT).
 - Item 10 Check "Yes" or "No" to denote whether the location will be an Office of Supervisory Jurisdiction (OSJ) as defined in NASD Rule 3010.
 - Item 11 Check "Yes" or "No" to denote whether the location is a business location that will operate pursuant to a written agreement or contract (other than an insurance agency agreement) with the main office and any one or more of the following will apply: the location (A) assumes liability for its own expenses or has its expenses paid by a party other than the *applicant*; (B) has primary responsibility for decisions relating to the employment and remuneration of its registered representatives; (C) deems 5% or more of its total registered representatives to be "independent contractors" for tax purposes; or (D) engages in separate market making and/or underwriting activities.
 - Item 12 Check the appropriate box(es) if the branch or other business location is registering with the NASD or registering or reporting with a *jurisdiction*.

1. Check only one box:

Add Delete Amendment

2. CRD Branch Number _____

3. Billing Code _____

4. _____
Street

P O Box (if applicable), Suite, Floor

City, State/Country, Zip Code + 4/Postal Code

If applicant is changing the address, enter the new address in Item 5.

5. _____
Street

P O Box (if applicable), Suite, Floor

City, State/Country, Zip Code + 4/Postal Code

6. _____
Institution Name (if applicable)

7. _____
Supervisor Name

8. _____
CRD Number of Supervisor

9. _____
Effective Date (MM/DD/YYYY)

10. OSJ Yes No

11. Yes No

If Yes, indicate each Item 11 subset that applies:

A B C D

12. NASD Jurisdiction

1. Check only one box:

Add Delete Amendment

2. CRD Branch Number _____

3. Billing Code _____

4. _____
Street

P O Box (if applicable), Suite, Floor

City, State/Country, Zip Code + 4/Postal Code

If applicant is changing the address, enter the new address in Item 5.

5. _____
Street

P O Box (if applicable), Suite, Floor

City, State/Country, Zip Code + 4/Postal Code

6. _____
Institution Name (if applicable)

7. _____
Supervisor Name

8. _____
CRD Number of Supervisor

9. _____
Effective Date (MM/DD/YYYY)

10. OSJ Yes No

11. Yes No

If Yes, indicate each Item 11 subset that applies:

A B C D

12. NASD Jurisdiction

CRIMINAL DISCLOSURE REPORTING PAGE (BD)

GENERAL INSTRUCTIONS

This Disclosure Reporting Page (DRP BD) is an INITIAL **OR** AMENDED response used to report details for affirmative responses to **Items 11A and 11B** of Form BD;

Check item(s) being responded to:

11A In the past ten years has the *applicant* or a *control affiliate*.

- (1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign, or military court to any *felony*?
 (2) been charged with any *felony*?

11B In the past ten years has the *applicant* or a *control affiliate*:

- (1) been convicted or pled guilty or nolo contendere ("no contest") in a domestic, foreign or military court to a *misdemeanor involving investments or an investment-related business, or any fraud, false statements or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, extortion, or a conspiracy to commit any of these offenses*?
 (2) been charged with a *misdemeanor* specified in 11B(1)?

Use a separate DRP for each event or *proceeding*. An event or *proceeding* may be reported for more than one *person* or entity using one DRP. File with a completed Execution Page.

Multiple counts of the same charge arising out of the same event(s) should be reported on the same DRP. Unrelated criminal actions, including separate cases arising out of the same event, must be reported on separate DRPs. Use this DRP to report all charges arising out of the same event. One event may result in more than one affirmative answer to the above items.

If a *control affiliate* is an individual or organization registered through the CRD, such *control affiliate* need only complete Part I of the *applicant's* appropriate DRP (BD). Details of the event must be submitted on the *control affiliate's* appropriate DRP (BD) or DRP (U-4). If a *control affiliate* is an individual or organization **not** registered through the CRD, provide complete answers to all the items on the *applicant's* appropriate DRP (BD). The completion of this DRP does not relieve the *control affiliate* of its obligation to update its CRD records.

Applicable court documents (i.e., criminal complaint, information or indictment as well as judgment of conviction or sentencing documents) must be provided to the CRD if not previously submitted. Documents will not be accepted as disclosure in lieu of answering the questions on this DRP.

PART I

A. The *person(s)* or entity(ies) for whom this DRP is being filed is (are):

- The *Applicant*
 Applicant and one or more *control affiliate(s)*
 One or more *control affiliate(s)*

If this DRP is being filed for a *control affiliate*, give the full name of the *control affiliate* below (for individuals, Last name, First name, Middle name).

If the *control affiliate* is registered with the CRD, provide the CRD number. If not, indicate "non-registered" by checking the appropriate checkbox.

| | |
|-------------------|----------------------|
| NAME OF APPLICANT | APPLICANT CRD NUMBER |
|-------------------|----------------------|

BD DRP - CONTROL AFFILIATE

CRD NUMBER

This *Control Affiliate* is Firm Individual

Registered: Yes No

NAME (For individuals, Last, First, Middle)

This DRP should be removed from the BD record because the *control affiliate(s)* are no longer associated with the BD.

B. If the *control affiliate* is registered through the CRD, has the *control affiliate* submitted a DRP (with Form U-4) or BD DRP to the CRD System for the event? If the answer is "Yes," no other information on this DRP must be provided.

Yes No

NOTE: The completion of this form does not relieve the *control affiliate* of its obligation to update its CRD records.

REGULATORY ACTION DISCLOSURE REPORTING PAGE (BD)

GENERAL INSTRUCTIONS

This Disclosure Reporting Page (DRP BD) is an INITIAL OR AMENDED response used to report details for affirmative responses to **Items 11C, 11D, 11E, 11F or 11G** of Form BD;

Check item(s) being responded to:

- 11C** Has the U.S. Securities and Exchange Commission or the Commodity Futures Trading Commission ever
- (1) found the applicant or a control affiliate to have made a false statement or omission?
 - (2) found the applicant or a control affiliate to have been involved in a violation of its regulations or statutes?
 - (3) found the applicant or a control affiliate to have been a cause of an investment-related business having its authorization to do business denied, suspended, revoked, or restricted?
 - (4) entered an order against the applicant or a control affiliate in connection with investment-related activity?
 - (5) imposed a civil money penalty on the applicant or a control affiliate, or ordered the applicant or a control affiliate to cease and desist from any activity?
- 11D** Has any other federal regulatory agency, any state regulatory agency, or foreign financial regulatory authority
- (1) ever found the applicant or a control affiliate to have made a false statement or omission or been dishonest, unfair, or unethical?
 - (2) ever found the applicant or a control affiliate to have been involved in a violation of investment-related regulations or statutes?
 - (3) ever found the applicant or a control affiliate to have been a cause of an investment-related business having its authorization to do business denied, suspended, revoked, or restricted?
 - (4) in the past ten years, entered an order against the applicant or a control affiliate in connection with an investment-related activity?
 - (5) ever denied, suspended, or revoked the applicant's or a control affiliate's registration or license or otherwise, by order, prevented it from associating with an investment-related business or restricted its activities?
- 11E** Has any self-regulatory organization or commodities exchange ever
- (1) found the applicant or a control affiliate to have made a false statement or omission?
 - (2) found the applicant or a control affiliate to have been involved in a violation of its rules (other than a violation designated as a "minor rule violation" under a plan approved by the U.S. Securities and Exchange Commission)?
 - (3) found the applicant or a control affiliate to have been the cause of an investment-related business having its authorization to do business denied, suspended, revoked, or restricted?
 - (4) disciplined the applicant or a control affiliate by expelling or suspending it from membership, barring or suspending its association with other members, or otherwise restricting its activities?
- 11F** Has the applicant's or a control affiliate's authorization to act as an attorney, accountant, or federal contractor ever been revoked or suspended?
- 11G** Is the applicant or a control affiliate now the subject of any regulatory proceeding that could result in a "yes" answer to any part of 11C, D, or E?

Use a separate DRP for each event or proceeding. An event or proceeding may be reported for more than one person or entity using one DRP. File with a completed Execution Page.

One event may result in more than one affirmative answer to Items 11C, 11D, 11E, 11F or 11G. Use only one DRP to report details related to the same event. If an event gives rise to actions by more than one regulator, provide details for each action on a separate DRP.

It is not a requirement that documents be provided for each event or proceeding. Should they be provided, they will not be accepted as disclosure in lieu of answering the questions on this DRP.

If a control affiliate is an individual or organization registered through the CRD, such control affiliate need only complete Part I of the applicant's appropriate DRP (BD). Details of the event must be submitted on the control affiliate's appropriate DRP (BD) or DRP (U-4). If a control affiliate is an individual or organization not registered through the CRD, provide complete answers to all the items on the applicant's appropriate DRP (BD). The completion of this DRP does not relieve the control affiliate of its obligation to update its CRD records.

PART I

A. The person(s) or entity(ies) for whom this DRP is being filed is (are):

- The Applicant
- Applicant and one or more control affiliate(s)
- One or more control affiliate(s)

If this DRP is being filed for a control affiliate, give the full name of the control affiliate below (for individuals, Last name, First name, Middle name).

If the control affiliate is registered with the CRD, provide the CRD number. If not, indicate "non-registered" by checking the appropriate checkbox.

| | |
|-------------------|----------------------|
| NAME OF APPLICANT | APPLICANT CRD NUMBER |
|-------------------|----------------------|

BD DRP - CONTROL AFFILIATE

CRD NUMBER

This Control Affiliate is Firm Individual

Registered: Yes No

NAME (For individuals, Last, First, Middle)

This DRP should be removed from the BD record because the control affiliate(s) are no longer associated with the BD.

B. If the control affiliate is registered through the CRD, has the control affiliate submitted a DRP (with Form U-4) or BD DRP to the CRD System for the event? If the answer is "Yes," no other information on this DRP must be provided.

- Yes No

NOTE: The completion of this form does not relieve the control affiliate of its obligation to update its CRD records.

REGULATORY ACTION DISCLOSURE REPORTING PAGE (BD)

(continuation)

PART II

1. Regulatory Action initiated by:

- SEC Other Federal State SRO Foreign

(Full name of regulator, foreign financial regulatory authority, federal, state or SRO)

2. Principal Sanction: (check appropriate item)

- | | | |
|--|---------------------------------------|--------------------------------------|
| <input type="checkbox"/> Civil and Administrative Penalty(ies)/Fine(s) | <input type="checkbox"/> Disgorgement | <input type="checkbox"/> Restitution |
| <input type="checkbox"/> Bar | <input type="checkbox"/> Expulsion | <input type="checkbox"/> Revocation |
| <input type="checkbox"/> Cease and Desist | <input type="checkbox"/> Injunction | <input type="checkbox"/> Suspension |
| <input type="checkbox"/> Censure | <input type="checkbox"/> Prohibition | <input type="checkbox"/> Undertaking |
| <input type="checkbox"/> Denial | <input type="checkbox"/> Reprimand | <input type="checkbox"/> Other _____ |

Other Sanctions:

3. Date Initiated (MM/DD/YYYY):

- Exact Explanation

If not exact, provide explanation:

4. Docket/Case Number:

5. Control Affiliate Employing Firm when activity occurred which led to the regulatory action (if applicable)

6. Principal Product Type: (check appropriate item)

- | | | |
|--|--|---|
| <input type="checkbox"/> Annuity(ies) - Fixed | <input type="checkbox"/> Derivative(s) | <input type="checkbox"/> Investment Contract(s) |
| <input type="checkbox"/> Annuity(ies) - Variable | <input type="checkbox"/> Direct Investment(s) - DPP & LP Interest(s) | <input type="checkbox"/> Money Market Fund(s) |
| <input type="checkbox"/> CD(s) | <input type="checkbox"/> Equity - OTC | <input type="checkbox"/> Mutual Fund(s) |
| <input type="checkbox"/> Commodity Option(s) | <input type="checkbox"/> Equity Listed (Common & Preferred Stock) | <input type="checkbox"/> No Product |
| <input type="checkbox"/> Debt - Asset Backed | <input type="checkbox"/> Futures - Commodity | <input type="checkbox"/> Options |
| <input type="checkbox"/> Debt - Corporate | <input type="checkbox"/> Futures - Financial | <input type="checkbox"/> Penny Stock(s) |
| <input type="checkbox"/> Debt - Government | <input type="checkbox"/> Index Option(s) | <input type="checkbox"/> Unit Investment Trust(s) |
| <input type="checkbox"/> Debt - Municipal | <input type="checkbox"/> Insurance | <input type="checkbox"/> Other _____ |

Other Product Types:

7. Describe the allegations related to this regulatory action. (The information must fit within the space provided.):

8. Current Status? Pending On Appeal Final

9. If on appeal, regulatory action appealed to: (SEC, SRO, Federal or State Court) and Date Appeal Filed:

REGULATORY ACTION DISCLOSURE REPORTING PAGE (BD)
(continuation)

If Final or On Appeal, complete all items below. For Pending Actions, complete Item 13 only.

10. How was matter resolved: (check appropriate item)

- | | | |
|---|--|--|
| <input type="checkbox"/> Acceptance, Waiver & Consent (AWC) | <input type="checkbox"/> Decision & Order of Offer of Settlement | <input type="checkbox"/> Settled |
| <input type="checkbox"/> Consent | <input type="checkbox"/> Dismissed | <input type="checkbox"/> Stipulation and Consent |
| <input type="checkbox"/> Decision | <input type="checkbox"/> Order | <input type="checkbox"/> Vacated |

11. Resolution Date (MM/DD/YYYY): Exact Explanation

If not exact, provide explanation:

12.

A. Were any of the following Sanctions Ordered? (Check all appropriate items):

- | | | | | |
|--|--|--|------------------------------|-------------------------------------|
| <input type="checkbox"/> Monetary/Fine | <input type="checkbox"/> Revocation/Expulsion/Denial | <input type="checkbox"/> Disgorgement/Restitution | | |
| Amount: \$ <input type="text"/> | <input type="checkbox"/> Censure | <input type="checkbox"/> Cease and Desist/Injunction | <input type="checkbox"/> Bar | <input type="checkbox"/> Suspension |

B. Other Sanctions Ordered:

| |
|--|
| |
| |
| |

C. Sanction detail: If suspended, *enjoined* or barred, provide duration including start date and capacities affected (General Securities Principal, Financial Operations Principal, etc.). If requalification by exam/retraining was a condition of the sanction, provide length of time given to requalify/retrain, type of exam required and whether condition has been satisfied. If disposition resulted in a fine, penalty, restitution, disgorgement or monetary compensation, provide total amount, portion levied against *applicant* or *control affiliate*, date paid and if any portion of penalty was waived:

| |
|--|
| |
| |
| |

13. Provide a brief summary of details related to the action status and (or) disposition and include relevant terms, conditions and dates. (The information must fit within the space provided.)

| |
|--|
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| |
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| |

CIVIL JUDICIAL ACTION DISCLOSURE REPORTING PAGE (BD)

GENERAL INSTRUCTIONS

This Disclosure Reporting Page (DRP BD) is an INITIAL **OR** AMENDED response used to report details for affirmative responses to **Item 11H** of Form BD;

Check item(s) being responded to:

11H(1) Has any domestic or foreign court

- (a) in the past ten years, *enjoined* the *applicant* or a *control affiliate* in connection with any *investment-related* activity?
- (b) ever *found* that the *applicant* or a *control affiliate* was *involved* in a violation of *investment-related* statutes or regulations?
- (c) ever *dismissed*, pursuant to a settlement agreement, an *investment-related* civil action brought against the *applicant* or a *control affiliate* by a state or foreign financial regulatory authority?

11H(2) Is the *applicant* or a *control affiliate* now the subject of any civil *proceeding* that could result in a "yes" answer to any part of 11H?

Use a separate DRP for each event or *proceeding*. An event or *proceeding* may be reported for more than one *person* or entity using one DRP. File with a completed Execution Page.

One event may result in more than one affirmative answer to Item 11H. Use only one DRP to report details related to the same event. Unrelated civil judicial actions must be reported on separate DRPs.

It is not a requirement that documents be provided for each event or *proceeding*. Should they be provided, they will not be accepted as disclosure in lieu of answering the questions on this DRP.

If a *control affiliate* is an individual or organization registered through the CRD, such *control affiliate* need only complete Part I of the *applicant's* appropriate DRP (BD). Details of the event must be submitted on the *control affiliate's* appropriate DRP (BD) or DRP (U-4). If a *control affiliate* is an individual or organization **not** registered through the CRD, provide complete answers to all the items on the *applicant's* appropriate DRP (BD). The completion of this DRP does not relieve the *control affiliate* of its obligation to update its CRD records.

PART I

A. The *person(s)* or entity(ies) for whom this DRP is being filed is (are):

- The *Applicant*
- Applicant* and one or more *control affiliate(s)*
- One or more *control affiliate(s)*

If this DRP is being filed for a *control affiliate*, give the full name of the *control affiliate* below (for individuals, Last name, First name, Middle name).

If the *control affiliate* is registered with the CRD, provide the CRD number. If not, indicate "non-registered" by checking the appropriate checkbox.

| | |
|-------------------|----------------------|
| NAME OF APPLICANT | APPLICANT CRD NUMBER |
|-------------------|----------------------|

BD DRP - CONTROL AFFILIATE

| |
|------------|
| CRD NUMBER |
|------------|

This *Control Affiliate* is Firm Individual

Registered: Yes No

| |
|---|
| NAME (For individuals, Last, First, Middle) |
|---|

This DRP should be removed from the BD record because the *control affiliate(s)* are no longer associated with the BD.

B. If the *control affiliate* is registered through the CRD, has the *control affiliate* submitted a DRP (with Form U-4) or BD DRP to the CRD System for the event? If the answer is "Yes," no other information on this DRP must be provided.

Yes No

NOTE: The completion of this form does not relieve the *control affiliate* of its obligation to update its CRD records.

PART II

1. Court Action initiated by: (Name of regulator, *foreign financial regulatory authority*, SRO, commodities exchange, agency, firm, private plaintiff, etc.)

| |
|--|
| |
|--|

CIVIL JUDICIAL ACTION DISCLOSURE REPORTING PAGE (BD)
(continuation)

2. Principal Relief Sought: (check appropriate item)

- Cease and Desist Disgorgement Money Damages (Private/Civil Complaint) Restraining Order
 Civil Penalty(ies)/Fine(s) Injunction Restitution Other _____

Other Relief Sought:

3. Filing Date of Court Action (MM/DD/YYYY):

- Exact Explanation

If not exact, provide explanation: _____

4. Principal Product Type: (check appropriate item)

- | | | |
|--|--|---|
| <input type="checkbox"/> Annuity(ies) - Fixed | <input type="checkbox"/> Derivative(s) | <input type="checkbox"/> Investment Contract(s) |
| <input type="checkbox"/> Annuity(ies) - Variable | <input type="checkbox"/> Direct Investment(s) - DPP & LP Interest(s) | <input type="checkbox"/> Money Market Fund(s) |
| <input type="checkbox"/> CD(s) | <input type="checkbox"/> Equity - OTC | <input type="checkbox"/> Mutual Fund(s) |
| <input type="checkbox"/> Commodity Option(s) | <input type="checkbox"/> Equity Listed (Common & Preferred Stock) | <input type="checkbox"/> No Product |
| <input type="checkbox"/> Debt - Asset Backed | <input type="checkbox"/> Futures - Commodity | <input type="checkbox"/> Options |
| <input type="checkbox"/> Debt - Corporate | <input type="checkbox"/> Futures - Financial | <input type="checkbox"/> Penny Stock(s) |
| <input type="checkbox"/> Debt - Government | <input type="checkbox"/> Index Option(s) | <input type="checkbox"/> Unit Investment Trust(s) |
| <input type="checkbox"/> Debt - Municipal | <input type="checkbox"/> Insurance | <input type="checkbox"/> Other _____ |

Other Product Types:

5. Formal Action was brought in (include name of Federal, State or Foreign Court, Location of Court - City or County and State or Country, Docket/Case Number):

6. Control Affiliate Employing Firm when activity occurred which led to the civil judicial action (if applicable):

7. Describe the allegations related to this civil action (The information must fit within the space provided.):

8. Current Status? Pending On Appeal Final

9. If on appeal, action appealed to (provide name of court). Date Appeal Filed (MM/DD/YYYY):

10. If pending, date notice/process was served (MM/DD/YYYY):

- Exact Explanation

If not exact, provide explanation: _____

BANKRUPTCY / SIPC DISCLOSURE REPORTING PAGE (BD)

GENERAL INSTRUCTIONS

This Disclosure Reporting Page (DRP BD) is an INITIAL **OR** AMENDED response used to report details for affirmative responses to *Item 111* of Form BD;

Check item(s) being responded to:

- 111 In the past ten years has the *applicant* or a *control affiliate* of the *applicant* ever been a securities firm or a *control affiliate* of a securities firm that:
- (1) has been the subject of a bankruptcy petition?
 - (2) has had a trustee appointed or a direct payment procedure initiated under the Securities Investor Protection Act?

Use a separate DRP for each event or proceeding. An event or proceeding may be reported for more than one person or entity using one DRP. File with a completed Execution Page.

It is not a requirement that documents be provided for each event or proceeding. Should they be provided, they will not be accepted as disclosure in lieu of answering the questions on this DRP.

If a *control affiliate* is an individual or organization registered through the CRD, such *control affiliate* need only complete Part I of the *applicant's* appropriate DRP (BD). Details of the event must be submitted on the *control affiliate's* appropriate DRP (BD) or DRP (U-4). If a *control affiliate* is an individual or organization not registered through the CRD, provide complete answers to all the items on the *applicant's* appropriate DRP (BD). The completion of this DRP does not relieve the *control affiliate* of its obligation to update its CRD records.

PART I

A. The person(s) or entity(ies) for whom this DRP is being filed is (are):

- The Applicant
- Applicant and one or more control affiliate(s)
- One or more control affiliate(s)

If this DRP is being filed for a *control affiliate*, give the full name of the *control affiliate* below (for individuals, Last name, First name, Middle name).

If the *control affiliate* is registered with the CRD, provide the CRD number. If not, indicate "non-registered" by checking the appropriate checkbox.

| | |
|-------------------|----------------------|
| NAME OF APPLICANT | APPLICANT CRD NUMBER |
|-------------------|----------------------|

BD DRP - CONTROL AFFILIATE

| |
|------------|
| CRD NUMBER |
|------------|

This Control Affiliate is Firm Individual

Registered: Yes No

| |
|---|
| NAME (For individuals, Last, First, Middle) |
|---|

This DRP should be removed from the BD record because the *control affiliate(s)* are no longer associated with the BD.

B. If the *control affiliate* is registered through the CRD, has the *control affiliate* submitted a DRP (with Form U-4) or BD DRP to the CRD System for the event? If the answer is "Yes," no other information on this DRP must be provided.

Yes No

NOTE: The completion of this form does not relieve the *control affiliate* of its obligation to update its CRD records.

PART II

1 Action Type: (check appropriate item)

- Bankruptcy
- Declaration
- Receivership
- Compromise
- Liquidated
- Other _____

2. Action Date (MM/DD/YYYY)

| |
|--|
| |
|--|

Exact Explanation

If not exact, provide explanation: _____

BANKRUPTCY / SIPC DISCLOSURE REPORTING PAGE (BD)
(continuation)

3. If the financial action relates to an organization over which the *applicant or control affiliate* exercise(d) *control*, enter organization name and the *applicant's or control affiliate's* position, title or relationship:

Was the Organization *investment-related*? Yes No

4. Court action brought in (Name of Federal, State or Foreign Court), Location of Court (City or County and State or Country), Docket/Case Number and Bankruptcy Chapter Number (if Federal Bankruptcy Filing):

5. Is action currently pending? Yes No

6. If not pending, provide Disposition Type. (check appropriate item)

- Direct Payment Procedure Dismissed Satisfied/Released
 Discharged Dissolved SIPA Trustee Appointed Other _____

7. Disposition Date (MM/DD/YYYY): Exact Explanation

If not exact, provide explanation: _____

8. Provide a brief summary of events leading to the action and if not discharged, explain. (The information must fit within the space provided):

9. If a SIPA trustee was appointed or a direct payment procedure was begun, enter the amount paid or agreed to be paid by you; or the name of the trustee:

Currently Open? Yes No

Date Direct Payment Initiated/Filed or Trustee Appointed (MM/DD/YYYY): Exact Explanation

If not exact, provide explanation: _____

10. Provide details to any status/disposition. Include details as to creditors, terms, conditions, amounts due and settlement schedule (if applicable). (The information must fit within the space provided.)

JUDGMENT / LIEN DISCLOSURE REPORTING PAGE (BD)

GENERAL INSTRUCTIONS

This Disclosure Reporting Page (DRP BD) is an INITIAL *OR* AMENDED response used to report details for affirmative responses to *Item 11K* of Form BD;

Check item(s) being responded to:

11K Does the *applicant* have any unsatisfied judgments or liens against it?

Use a separate DRP for each event or *proceeding*. An event or *proceeding* may be reported for more than one *person* or entity using one DRP. File with a completed Execution Page.

It is not a requirement that documents be provided for each event or *proceeding*. Should they be provided, they will not be accepted as disclosure in lieu of answering the questions on this DRP.

NAME OF APPLICANT

APPLICANT CRD NUMBER

1. Judgment/Lien Amount:

2. Judgment/Lien Holder:

3. Judgment/Lien Type: (check appropriate item)

Civil Default Tax

4. Date Filed (MM/DD/YYYY):

Exact Explanation

If not exact, provide explanation:

5. Is Judgment/Lien outstanding? Yes No

If No, provide status date (MM/DD/YYYY):

Exact Explanation

If not exact, provide explanation:

If No, how was matter resolved? (check appropriate item)

Discharged Released Removed Satisfied

6. Court (Name of Federal, State or Foreign Court), Location of Court (City or County and State or Country) and Docket/Case Number:

7. Provide a brief summary of events leading to the action and any payment schedule details including current status (if applicable). (The information must fit within the space provided.):