

Form SBSE

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| OMB Approval |
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| Estimated average burden hours per response: ____. |
| per amendment: ____. |

Application for Registration of Security-based Swap Dealers and Major Security- based Swap Participants

FORM SBSE INSTRUCTIONS

A. GENERAL INSTRUCTIONS

1. **FORM** - Form SBSE is the Application for Registration as either a Security-based Swap Dealer or Major Security-based Swap Participant (collectively, "SBS Entities"). SBS Entities that are not registered with the Commission as broker-dealers nor registered or registering with the Commodity Futures Trading Commission ("CFTC") as a swap dealer or major swap participant must file this form to register with the Securities and Exchange Commission. An applicant must also file Schedules A, B, D, E, F, and G as appropriate. There is no Schedule C.
2. **ELECTRONIC FILING** – The applicant must file Form SBSE through the EDGAR system, and must utilize the EDGAR Filer Manual (as defined in 17 CFR 232. 11) to file and amend Form SBSE electronically to assure the timely acceptance and processing of those filings.¹
3. **UPDATING** - By law, the *applicant* must promptly update Form SBSE information by submitting amendments whenever the information on file becomes inaccurate or incomplete for any reason [17 CFR 240.15Fb2-2]. In addition, the *applicant* must update any incomplete or inaccurate information contained on Form SBSE prior to filing a notice of withdrawal from registration on Form SBSE-W [17 CFR 15Fb3-2(a)].
4. **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.
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. Sections 15F, 17(a) and 23(a) of the Exchange Act authorize the SEC to collect the information on this form from registrants. See 15 U.S.C. §§78o-10, 78q 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 requirements to engage in the security-based swap business. The Commission maintain[s] a file of the information on this form and will make certain information collected via the form publicly available. Any member of the public may direct to the Commission any comments concerning the accuracy of the burden estimate on 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. FILING INSTRUCTIONS

1. FORMAT

- a. Sections 1-14 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 SBSE and amendments thereto have been executed properly and that the information contained therein is accurate and complete.
 - c. To amend information, the *applicant* must update the appropriate Form SBSE screens.
 - d. A paper copy, with original signatures, of the initial Form SBSE filing and amendments to Disclosure Reporting Pages (DRPs) 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 12 must be provided on the *applicant's* appropriate DRP.
 3. **DIRECT AND INDIRECT OWNERS** - Amend the Direct Owners and Executive Officers screen and the Indirect Owners screen when changes in ownership occur.

The mailing address for questions and correspondence is:

¹ As discussed in the release proposing this Form, the Commission is currently developing a system to facilitate receipt of applications electronically. More specific instructions on how to file this Form may be included in the final version of the Form.

EXPLANATION OF TERMS
(The following terms are italicized throughout this form.)

1. GENERAL

APPLICANT - The security-based swap dealer or major security-based swap participant 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.

STATE – Any state of the United States, the District of Columbia, the Commonwealth of Puerto Rico, the U.S. Virgin Islands, any other territory of the United States, or any subdivision or regulatory body thereof.

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

SELF-REGULATORY ORGANIZATION (SRO) - Any national securities or futures exchange, registered securities or futures association, registered clearing agency, or derivatives clearing organization.

SUCCESSOR – The term “successor” is defined to be an unregistered entity that assumes or acquires substantially all of the assets and liabilities, and that continues the business of, a predecessor security-based swap dealer or major security-based swap participant that ceases its security-based swap activities. [See Exchange Act Rule 15Fb2-5 (17 CFR 240.15Fb2-5)]

2. FOR THE PURPOSE OF ITEM 12 AND THE CORRESPONDING DISCLOSURE REPORTING PAGES (DRPs)

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

CONTROL AFFILIATE – A person named in Items 10 or 11 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 of the applicant 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.

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

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.

INVESTMENT OR INVESTMENT-RELATED – Pertaining to securities, commodities, banking, savings association activities, credit union activities, 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, security-based swap dealer, major security-based swap participant, savings association, credit union, insurance company, or insurance agency).

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

MINOR RULE VIOLATION – A violation of a *self-regulatory organization* rule that has been designated as “minor” pursuant to a plan approved by the SEC or CFTC. 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).

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.

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*.

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).

FORM SBSE

Page 1
(Execution Page)

**Uniform Application for Security-based Swap
Dealer and Major Security-based Swap Participant
Registration**

Date: _____ SEC Filer No: _____

Official Use

Official
Use
Only

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 an SBS Entity, would violate the Federal securities laws 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 the *applicant*:

A. Full name of the *applicant*:

B. Tax Identification No.:

Applicant's CIK # (if any):

C. (1) The *business name* under which the *applicant* primarily conducts business, if different from 1A.

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

D. If this filing makes a name change on behalf of an *applicant*, enter the new name and specify whether the change is to the [] *applicant's name* (1A) or [] business name (1C):

Please check above.

E. *Applicant's* Main Address: (Do not use a P.O. Box)

Number and Street 1:

Number and Street 2:

City:

State:

Country:

Zip/Postal Code:

Other business locations must be reported on Schedule E. Security-based swap dealers and major security-based swap participants that do not reside in the United States of America shall designate a U.S. agent for service of process on Schedule F.

F. Mailing Address, if different:

Number and Street 1:

Number and Street 2:

City:

State:

Country:

Zip/Postal Code:

G. Business Telephone Number:

H. Website/URL:

I. Contact Employee:

Name:

Title:

Telephone Number:

Email Address:

J. Chief Compliance Officer designated by the *applicant* in accordance with Exchange Act Section 15F(k):

Name:

Title:

Telephone Number:

Email Address:

EXECUTION:

The applicant consents that service of any civil action brought by or notice of any proceeding before the Securities and Exchange Commission in connection with the applicant's security-based swap activities, unless the applicant is a nonresident SBS Entity, 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. If the applicant is a nonresident SBS Entity, it must complete Schedule F to designate a U.S. agent for service of process.

The undersigned certifies 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 schedules attached hereto, and other information filed herewith 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)

By:

Signature

Name of Applicant

Name and Title of Person Signing on *Applicant's* behalf

This page must always be completed in full.

DO NOT WRITE BELOW THIS LINE – FOR OFFICIAL USE ONLY

| FORM SBSE Page 2 | | Applicant Name: _____ Date: _____ SEC Filer No: _____ | Official Use Only |
|---|----|--|---|
| 2. | A. | The applicant is registering as a security-based swap dealer: <input type="checkbox"/> Yes <input type="checkbox"/> No | |
| | B. | The applicant is registering as a major security-based swap participant: <input type="checkbox"/> Yes <input type="checkbox"/> No Because it: (check all that apply) <input type="checkbox"/> maintains a substantial security-based swap position <input type="checkbox"/> has substantial counterparty exposure <input type="checkbox"/> is highly leveraged relative to its capital position | |
| 3. | | Does the applicant intend to compute capital or margin, or price customer or proprietary positions, using mathematical models? <input type="checkbox"/> Yes <input type="checkbox"/> No | |
| 4. | | Is the <i>applicant</i> subject to regulation by a prudential regulator, as defined in Section 1a(39) of the Commodity Exchange Act. <input type="checkbox"/> Yes <input type="checkbox"/> No If "yes," identify the prudential regulator: _____. | |
| 5. | | Briefly describe the <i>applicant's</i> business: _____ _____ _____ | |
| 6. | A. | Indicate legal status of the <i>applicant</i> : <input type="checkbox"/> Corporation <input type="checkbox"/> Limited Liability Company <input type="checkbox"/> Other (specify) _____ <input type="checkbox"/> Partnership _____ | |
| | B. | Month <i>applicant's</i> fiscal year ends: _____ | |
| | C. | Indicate date and place <i>applicant</i> obtained its legal status (i.e., state or country where incorporated, where partnership agreement was filed, or where <i>applicant</i> entity was formed): State of formation: _____ Country of formation: _____ Date of formation: MM/DD/YYYY _____ | |
| <i>Schedule A and, if applicable, Schedule B must be completed as part of all initial applications.</i> | | | |
| 7. | | Is the <i>applicant</i> at the time of this filing <i>succeeding</i> to the business of a currently registered SBS Entity? <input type="checkbox"/> YES <input type="checkbox"/> NO If "Yes," complete appropriate items on Schedule D, Page 1, Section III. | |
| 8. | | Does the <i>applicant</i> hold or maintain any funds or securities to collateralize counterparty transactions? <input type="checkbox"/> [] <input type="checkbox"/> [] | |
| 9. | | Does the <i>applicant</i> have any arrangement: A. With any other <i>person</i> , firm, or organization under which any books or records of the <i>applicant</i> are kept, maintained, or audited by such other <i>person</i> , firm or organization? <input type="checkbox"/> [] <input type="checkbox"/> [] B. Under which any other person, firm or organization executes, trades, custodies, clears or settles on behalf of the applicant (including any SRO or swap execution facility in which the applicant is a member)? <input type="checkbox"/> [] <input type="checkbox"/> [] <i>If "Yes" to any part of Item 9, complete appropriate items on Schedule D, Page 1, Section IV.</i> | |
| 10. | | Does any <i>person</i> directly or indirectly: A. <i>Control</i> the management or policies of the <i>applicant</i> through agreement or otherwise? <input type="checkbox"/> [] <input type="checkbox"/> [] B. Wholly or partially finance the business of the <i>applicant</i> ? <input type="checkbox"/> [] <input type="checkbox"/> [] <i>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; or 2) credit extended in the ordinary course of business by suppliers, banks, and others.</i> <i>If "Yes" to any part of Item 10, complete appropriate items on Schedule D, Page 1, Section IV.</i> | |
| 11. | A. | Directly or indirectly, does the <i>applicant control</i> , is the <i>applicant controlled</i> by, or is the <i>applicant</i> under common <i>control</i> with, any partnership, corporation, or other organization that is engaged in the securities or investment advisory business? <i>If "Yes" to item 11A, complete appropriate items on Schedule D, Page 2, Section V.</i> | <input type="checkbox"/> [] <input type="checkbox"/> [] |
| | B. | Directly or indirectly, is applicant controlled by any bank holding company or does applicant control, is applicant controlled by, or is applicant under common control with any bank (as defined in 15 U.S.C. 78c(a)(6)) or any foreign bank? <i>If "Yes" to item 11B, complete appropriate items on Schedule D, Page 3, Section VI.</i> | <input type="checkbox"/> [] <input type="checkbox"/> [] |

| FORM SBSE Page 3 | | Applicant Name: _____ Date: _____ SEC Filer No: _____ | | Official Use | | Official Use Only |
|--|---|--|-----|--------------|-----|-------------------|
| 12. Use the appropriate DRP for providing details to "yes" answers to the questions in Item 12. Refer to the Explanation of Terms section of Form SBSE Instructions for explanations of italicized terms. | | | | | | |
| CRIMINAL DISCLOSURE | A. In the past ten years has the <i>applicant</i> or a <i>control affiliate</i> : | | | | | |
| | (1) Been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign or military court to any <i>felony</i> ? | YES | NO | [] | [] | |
| | (2) Been charged with a <i>felony</i> | [] | [] | [] | [] | |
| | B. In the past ten years has the <i>applicant</i> or a <i>control affiliate</i> : | | | | | |
| REGULATORY ACTION DISCLOSURE | C. Has the U.S. Securities and Exchange Commission or the Commodity Futures Trading Commission ever: | | | | | |
| | (1) <i>Found</i> the <i>applicant</i> or a <i>control affiliate</i> to have made a false statement or omission? | [] | [] | [] | [] | |
| | (2) <i>Found</i> the <i>applicant</i> or a <i>control affiliate</i> to have been involved in a violation of its regulations or statutes? | [] | [] | [] | [] | |
| | (3) <i>Found</i> the <i>applicant</i> or a <i>control affiliate</i> to have been a cause of an <i>investment-related</i> business having its authorization to do business denied, revoked, or restricted? | [] | [] | [] | [] | |
| | (4) Entered an <i>order</i> against the <i>applicant</i> or a <i>control affiliate</i> in connection with <i>investment-related</i> activity? | [] | [] | [] | [] | |
| | (5) Imposed a civil money penalty on the <i>applicant</i> or a <i>control affiliate</i> , or ordered the <i>applicant</i> or a <i>control affiliate</i> to cease and desist from any activity? | [] | [] | [] | [] | |
| | D. Has any other federal regulatory agency, state regulatory agency, or <i>foreign financial regulatory authority</i> : | | | | | |
| | (1) Ever found the <i>applicant</i> or a <i>control affiliate</i> to have made a false statement or omission or been dishonest, unfair, or unethical? | [] | [] | [] | [] | |
| | (2) Ever found the <i>applicant</i> or a <i>control affiliate</i> to have been involved in a violation of <i>investment-related</i> regulations or statutes? | [] | [] | [] | [] | |
| | (3) Ever found the <i>applicant</i> or a <i>control affiliate</i> to have been a cause of an <i>investment-related</i> business having its authorization to do business denied, suspended, revoked or restricted? | [] | [] | [] | [] | |
| (4) In the past ten years, entered an <i>order</i> against the <i>applicant</i> or a <i>control affiliate</i> in connection with an <i>investment-related</i> activity? | [] | [] | [] | [] | | |
| (5) Ever denied, suspended, or revoked the <i>applicant's</i> or a <i>control affiliate's</i> registration or license or otherwise, by order, prevented it from associating with an <i>investment-related</i> business or restricted its activities? | [] | [] | [] | [] | | |
| E. Has any <i>self-regulatory organization</i> : | | | | | | |
| (1) <i>found</i> the <i>applicant</i> or a <i>control affiliate</i> to have made a false statement or omission? | [] | [] | [] | [] | | |
| (2) <i>found</i> the <i>applicant</i> or a <i>control affiliate</i> to have been involved in a violation of its rules (other than a violation designated as a " <i>minor rule violation</i> " under a plan approved by the U.S. Securities and exchange Commission)? | [] | [] | [] | [] | | |
| (3) <i>found</i> the <i>applicant</i> or a <i>control affiliate</i> to have been the cause of an <i>investment-related</i> business having its authorization to do business denied, suspended, revoked or restricted? | [] | [] | [] | [] | | |
| (4) Disciplined the <i>applicant</i> or a <i>control affiliate</i> by expelling or suspending it from membership, barring or suspending its association with other members, or otherwise restricting its activities? | [] | [] | [] | [] | | |
| F. Has the <i>applicant's</i> or a <i>control affiliate's</i> authorization to act as an attorney, accountant, or federal contractor ever been revoked or suspended? | [] | [] | [] | [] | | |
| G. Is the <i>applicant</i> or a <i>control affiliate</i> now the subject of any regulatory <i>proceeding</i> that could result in a "yes" answer to any part of 12C, D, or E? | [] | [] | [] | [] | | |

| FORM SBSE Page 4 | | Applicant Name: _____ Date: _____ SEC Filer No: _____ | | Official Use | | Official Use Only | |
|----------------------------|---|--|--|----------------------|--|--|--|
| CIVIL JUDICIAL DISCLOSURE | H. (1) Has any domestic or foreign civil judicial court: <ul style="list-style-type: none"> (a) In the past ten years, enjoined the <i>applicant</i> or a <i>control affiliate</i> in connection with any investment-related activity? (b) Ever <i>found</i> that the <i>applicant</i> or a <i>control affiliate</i> was involved in a violation of <i>investment-related</i> statutes or regulations? (c) Ever dismissed, pursuant to a settlement agreement, an <i>investment-related</i> civil judicial action brought against the <i>applicant</i> or <i>control affiliate</i> by a state or <i>foreign financial regulatory authority</i>? (2) Is the <i>applicant</i> or a <i>control affiliate</i> now the subject of any civil judicial <i>proceeding</i> that could result in a "yes" answer to any part of 12H(1)? | YES NO <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> | | FINANCIAL DISCLOSURE | I. In the past ten years has the <i>applicant</i> or a <i>control affiliate</i> ever been a securities firm or a futures firm, or a control affiliate of a securities firm or a futures firm that: <ul style="list-style-type: none"> (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? | <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> | |
| | 13. Is the <i>applicant</i> registered with the Commission as an investment adviser or municipal securities advisor or with the CFTC as a commodity trading adviser? If "yes," provide all unique identification numbers assigned to the firm relating to this business on Schedule D, Page 1, Section II. | <input type="checkbox"/> <input type="checkbox"/> | | | | | |
| | 14. A. Does <i>applicant</i> effect transactions in commodity futures, commodities or commodity options as a broker for others or as a dealer for its own account? If "yes," provide all unique identification numbers assigned to the firm relating to this business on Schedule D, Page 1, Section II. B. Does <i>applicant</i> engage in any other investment-related, non-securities business? If "yes," provide all unique identification numbers assigned to the firm relating to this business and describe each other business briefly on Schedule D, Page 1, Section II. | <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> | | | | | |

| | | |
|--|--|---------------------|
| Schedule A of FORM SBSE DIRECT OWNERS AND EXECUTIVE OFFICERS (Answer for Form SBSE Item 3) | Applicant Name: _____ Date: _____ SEC Filer No: _____ | Official Use |
|--|--|---------------------|

1. Use Schedule A to provide information on the **direct** owners and executive officers of the applicant. Use Schedule B to provide information on **indirect** owners. **Complete each column.**
2. List below the names of:
 - (a) Each Chief Executive Officer, Chief Financial Officer, Chief Operations Officer, Chief Legal Officer, Chief Compliance Officer, Director, and individuals with similar status or function;
 - (b) In the case of an *applicant* that is a corporation, each shareholder that directly owns 5% or more of a class of a voting security of the *applicant*, unless the *applicant* is a public reporting company (a company subject to Sections 12 or 15(d) of the Securities Exchange Act of 1934).
 Direct owners include any *person* that owns, beneficially owns, has the right to vote, or has the power to sell or direct the sale of, 5% or more of a class of a voting security of the *applicant*. For purposes of this Schedule, a *person* beneficially owns any securities (i) owned by his/her child, stepchild, grandchild, parent, stepparent, grandparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law, sharing the same residence, or (ii) that he/she has the right to acquire, within 60 days, through the exercise of any option, warrant or right to purchase the security.
 - (c) In the case of an *applicant* that is a partnership, **all** general partners, and those limited and special partners that have the right to receive upon dissolution, or have contributed, 5% or more of the partnership's capital; and
 - (d) In the case of a trust that directly owns 5% or more of a class of a voting security of the *applicant*, or that has the right to receive upon dissolution, or has contributed, 5% or more of the *applicant's* capital, the trust and each trustee.
 - (e) In the case of an *applicant* that is a Limited Liability Company ("LLC"), (i) those members that have the right to receive upon dissolution, or have contributed, 5% or more of the LLC's capital, and (ii) if managed by elected managers, all elected managers.

3. Are there any indirect owners of the applicant required to be reported on Schedule B? [] Yes [] No

4. In the "DE/FE/I" column, enter "DE" if the owner is a domestic entity, or enter "FE" if owner is an entity incorporated or domiciled in a foreign country, or enter "I" if the owner is an individual.

5. Complete the "Title or Status" column by entering board/management titles; status as partner, trustee, sole proprietor, or shareholder; and for shareholders, the class of securities owned (if more than one is issued).

6. Ownership Codes are:
 NA - less than 5% B - 10% but less than 25% D - 50% but less than 75%
 A - 5% but less than 10% C - 25% but less than 50% E - 75% or more

7. (a) In the "Control Person" column, enter "Yes" if *person* has *control* as defined in the instructions to this form, and enter "No" if the *person* does not have *control*. Note that under this definition most executive officers and all 25% owners, general partners, and trustees would be "*control persons*".
- (b) In the "PR" column, enter "PR" if the owner is a public reporting company under Sections 12 or 15(d) of the Securities Exchange Act of 1934.

| FULL LEGAL NAME (Individuals: Last Name, First Name, Middle Name) | DE/FE/I | Title or Status | Date Title or Status Acquired | | Ownership Code | Control Person | | CRD and/or IARD No. If None, IRS Tax No. | Official Use Only |
|--|---------|-----------------|-------------------------------|------|----------------|----------------|----|--|-------------------|
| | | | MM | YYYY | | | PR | | |
| | | | | | | | | | |
| For individuals not presently registered through CRD or IARD, describe prior <i>investment-related</i> experience (e.g., for each prior position - employer, job title, and dates of service): | | | | | | | | | |
| | | | | | | | | | |
| For individuals not presently registered through CRD or IARD, describe prior <i>investment-related</i> experience (e.g., for each prior position - employer, job title, and dates of service): | | | | | | | | | |
| | | | | | | | | | |
| For individuals not presently registered through CRD or IARD, describe prior <i>investment-related</i> experience (e.g., for each prior position - employer, job title, and dates of service): | | | | | | | | | |
| | | | | | | | | | |
| For individuals not presently registered through CRD or IARD, describe prior <i>investment-related</i> experience (e.g., for each prior position - employer, job title, and dates of service): | | | | | | | | | |

| Schedule D of FORM SBSE Page 1 | Applicant Name: _____ Date: _____ SEC Filer No: _____ | Official Use | <small>Official Use Only</small> |
|--|--|--|--|
| Use Schedule D Page 1 to report details for items listed below. This is an <input type="checkbox"/> INITIAL <input type="checkbox"/> AMENDED detail filing for the Form SBSE items checked below: | | | |
| Section I Other Business Names | | | |
| (Check if applicable) <input type="checkbox"/> Item 1C(2) List each of the "other" names and the state(s) or country(ies) in which they are used. | | | |
| 1. Name | State/Country | 2. Name | State/Country |
| 3. Name | State/Country | 4. Name | State/Country |
| Section II Other Business | | | |
| (Check if applicable) <input type="checkbox"/> Item 13 <input type="checkbox"/> Item 14A <input type="checkbox"/> Item 14B Applicant must complete a separate Schedule D Page 1 for each affirmative response in this section. | | | |
| Unique Identification Number(s): | | Assigning Regulator(s)/Entity(s): | |
| Briefly describe any other investment-related, non-securities business. Use reverse side of this sheet for additional comments if necessary. | | | |
| Section III Successions | | | |
| (Check if applicable) <input type="checkbox"/> Item 7 | | | |
| Date of Succession MM DD YYYY / / | | Name of Predecessor | |
| IRS Employer 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 Record Maintenance Arrangements / Business Arrangements / Control Persons / Financings | | | |
| (Check one) <input type="checkbox"/> Item 9A <input type="checkbox"/> Item 9B <input type="checkbox"/> Item 10A <input type="checkbox"/> Item 10B 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, enter the effective date of the change. | | | |
| Firm or Organization Name | | SEC File, CRD, NFA, IARD, and/or CIK 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 | | CRD, NFA, and/or IARD 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 the arrangement with respect to books or records (ITEM 9A); the nature of the execution, trading, custody, clearing or settlement arrangement (ITEM 9B); the nature of the control or agreement (ITEM 10A); or the method and amount of financing (ITEM 10B). Use reverse side of this sheet for additional comments if necessary. | | | |
| For ITEM 10A ONLY - If the control person is an individual not presently registered through CRD or IARD, describe prior investment-related experience (e.g., for each prior position - employer, job title, and dates of service). | | | |

| | | |
|--|--|--|
| Schedule D of FORM SBSE Page 2 | Applicant Name: _____ Date: _____ SEC Filer No: _____ | Official Use <small>Official Use Only</small> |
| Use this Schedule D Page 2 to report details for Item 11A. 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 <input type="checkbox"/> INITIAL <input type="checkbox"/> AMENDED detail filing for Form SBSE Item 11A | | |
| <input type="checkbox"/> 11A. Directly or indirectly, does <i>applicant control</i> , is <i>applicant controlled</i> by, or is <i>applicant</i> under common <i>control</i> 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 11A only. | | |
| The details supplied relate to: | | |
| 1. | Partnership, Corporation, or Organization Name | CRD Number (if any) |
| <small>(check only one)</small> 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: <input type="checkbox"/> Securities <input type="checkbox"/> Yes <input type="checkbox"/> No Activities: |
| Investment Advisory <input type="checkbox"/> Yes <input type="checkbox"/> No Activities: | | |
| 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) |
| <small>(check only one)</small> 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: <input type="checkbox"/> Securities <input type="checkbox"/> Yes <input type="checkbox"/> No Activities: |
| Investment Advisory <input type="checkbox"/> Yes <input type="checkbox"/> No Activities: | | |
| 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) |
| <small>(check only one)</small> 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: <input type="checkbox"/> Securities <input type="checkbox"/> Yes <input type="checkbox"/> No Activities: |
| Investment Advisory <input type="checkbox"/> Yes <input type="checkbox"/> No Activities: | | |
| 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 SBSE Page 3 | | Applicant Name: _____ Date: _____ | SEC Filer No: _____ | Official Use Only |
|--|----------------------------|--|---------------------|-------------------------|
| <p>Use Schedule D Page 3 to report details for Item 11B. Report only new information or changes/updates to previously submitted details. Do not report 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.</p> <p>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.</p> <p>This is an <input type="checkbox"/> INITIAL <input type="checkbox"/> AMENDED detail filing for Form SBSE Item 11B</p> <p><input type="checkbox"/> 11B. Directly or indirectly, is applicant controlled by any bank holding company or does applicant control, is applicant controlled by, or is applicant under common control with any bank (as defined in 15 U.S.C. 78c(a)(6)) or any foreign bank?</p> | | | | |
| Section VI Complete this section for control issues relating to ITEM 10B only. | | | | |
| Provide the details for each organization or institution that <i>controls</i> the <i>applicant</i> , including each organization or institution in the <i>applicant's</i> chain of ownership. The details supplied relate to: | | | | |
| 1. | Financial Institution Name | CRD Number (if applicable) | | |
| Institution Type (e.g., bank holding company, national bank, state member bank of the Federal Reserve System, state non-member bank, savings bank or association, credit union, foreign bank.) | | Effective Date | MM | DD |
| | | | / | / |
| | | Termination Date | MM | DD |
| | | | / | / |
| 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 (e.g., bank holding company, national bank, state member bank of the Federal Reserve System, state non-member bank, savings bank or association, credit union, foreign bank.) | | Effective Date | MM | DD |
| | | | / | / |
| | | Termination Date | MM | DD |
| | | | / | / |
| 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 (e.g., bank holding company, national bank, state member bank of the Federal Reserve System, state non-member bank, savings bank or association, credit union, foreign bank.) | | Effective Date | MM | DD |
| | | | / | / |
| | | Termination Date | MM | DD |
| | | | / | / |
| 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 (e.g., bank holding company, national bank, state member bank of the Federal Reserve System, state non-member bank, savings bank or association, credit union, foreign bank.) | | Effective Date | MM | DD |
| | | | / | / |
| | | Termination Date | MM | DD |
| | | | / | / |
| 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 SBSE Page 1 | Applicant Name: _____ Date: _____ SEC Filer No: _____ | Official Use |
|--|--|---------------------|

INSTRUCTIONS

General: Use this schedule to identify other business locations of the *applicant*. Repeat Items 1-6 for each other business location. Each item must be completed unless otherwise noted. Use additional copies of this schedule as necessary.

Specific:

- Item 1. Specify only one box. Check "Add" when the applicant is filing the initial notice to inform the Commission that it has opened another business location, "Delete" when the applicant closes another business location, and "Amendment" to indicate any other change to previously filed information.
- Item 2. Complete this item for all entries. Provide the date that the other business location was opened (ADD), closed (DELETE), or the effective date of the change (AMENDMENT).
- Item 3. Complete this item for all entries. A physical location must be included; post office box designations alone are not sufficient.
- Item 4. Complete this item only when the *applicant* changes the address of an existing other business location.
- Item 5. If the other business location occupies or shares space on premises within a bank, or other financial institution, enter the name of the institution in the space provided.
- Item 6. Complete this item for all entries. Enter the name of the associated person who is responsible for the operations of, and is physically at, this location.

| | |
|--|---|
| 1. Check only one box: <input type="checkbox"/> Add <input type="checkbox"/> Delete <input type="checkbox"/> Amendment | |
| 2. Effective Date: _____ | 4. Street: _____ |
| 3. Street: _____ | P.O. Box (if applicable), Suite, Floor: _____ |
| P.O. Box (if applicable), Suite, Floor: _____ | City, State/Country, Zip Code +4/Postal Code: _____ |
| City, State/Country, Zip Code +4/Postal Code: _____ | 5. Institution Name: _____ |
| | 6. Responsible Associated Person: _____ |

| | |
|--|---|
| 1. Check only one box: <input type="checkbox"/> Add <input type="checkbox"/> Delete <input type="checkbox"/> Amendment | |
| 2. Effective Date: _____ | 4. Street: _____ |
| 3. Street: _____ | P.O. Box (if applicable), Suite, Floor: _____ |
| P.O. Box (if applicable), Suite, Floor: _____ | City, State/Country, Zip Code +4/Postal Code: _____ |
| City, State/Country, Zip Code +4/Postal Code: _____ | 5. Institution Name: _____ |
| | 6. Responsible Associated Person: _____ |

| | |
|--|---|
| 1. Check only one box: <input type="checkbox"/> Add <input type="checkbox"/> Delete <input type="checkbox"/> Amendment | |
| 2. Effective Date: _____ | 4. Street: _____ |
| 3. Street: _____ | P.O. Box (if applicable), Suite, Floor: _____ |
| P.O. Box (if applicable), Suite, Floor: _____ | City, State/Country, Zip Code +4/Postal Code: _____ |
| City, State/Country, Zip Code +4/Postal Code: _____ | 5. Institution Name: _____ |
| | 6. Responsible Associated Person: _____ |

| | | |
|--|---------------------------------|---------------------|
| Schedule F of FORM SBSE NONRESIDENT SECURITY- BASED SWAP DEALERS AND MAJOR SECURITY-BASED SWAP PARTICIPANTS | <i>Applicant Name:</i> _____ | Official Use |
| | Date: _____ SEC Filer No: _____ | |

Each nonresident security-based swap dealer and non-resident security-based swap participant shall use Schedule F to identify its United States agent for service of process and the certify that it can

- (1) provide the Commission with prompt access to its books and records, and
- (2) submit to onsite inspection and examination by the Commission.

1. Service of Process:

A. Name of United States person *applicant* designates and appoints as agent for service of process

B. Address of United States person *applicant* designates and appoints as agent for service of process

The above identified agent for service of process may be served any process, pleadings, subpoenas, or other papers in

(a) any investigation or administrative proceeding conducted by the Commission that relates to the *applicant* or about which the *applicant* may have information; and

(b) any civil or criminal suit or action or proceeding brought against the *applicant* or to which the *applicant* has been joined as defendant or respondent, in any appropriate court in any place subject to the jurisdiction of any state or of the United States or of any of its territories or possessions or of the District of Columbia, to enforce the Exchange Act. The *applicant* has stipulated and agreed that any such suit, action or administrative proceeding may be commenced by the service of process upon, and that service of an administrative subpoena shall be effected by service upon the above-named Agent for Service of Process, and that service as aforesaid shall be taken and held in all courts and administrative tribunals to be valid and binding as if personal service thereof had been made.

2. Certification regarding access to records:

Applicant can as a matter of law;

- (1) provide the Commission with prompt access to its books and records, and
- (2) submit to onsite inspection and examination by the Commission.

Applicant must attach to this Form SBSE a copy of the opinion of counsel it is required to obtain in accordance with paragraph (c)(2) or (c)(3) of Exchange Act Rule 15Fb2-4, as appropriate [paragraphs (c)(2) or (c)(3) of 17 CFR 240.15Fb2-4.

Signature: _____

Name and Title: _____

Date: _____

| | | |
|--|---------------------------------|---------------------|
| Schedule G of FORM SBSE CERTIFICATION ON STATUTORY DISQUALIFICATION | <i>Applicant Name:</i> _____ | Official Use |
| | Date: _____ SEC Filer No: _____ | |

Use Schedule G to certify that none of the *applicant's* associated persons is subject to statutory disqualification (as that term is defined in Section 3(a)(39) of the Exchange Act [15 U.S.C. 78c(a)(39)]).

Instructions: This certification must be signed by the *applicant's* Chief Compliance Officer designated pursuant to Exchange Act Section 15F(k) or by his or her designee.
For purposes of this Form, the term *associated person* shall have the meaning as specified in Section 3(a)(70) of the Exchange Act [15 U.S.C. 78c(a)(70)].

This is a: CERTIFICATION RE-CERTIFICATION

The *applicant* certifies that it has

- (a) performed background checks on all of its *associated persons* who effect or are involved in effecting, or who will effect or be involved in effecting, security-based swaps on its behalf, and
- (b) determined that no *associated person* who effects or is involved in effecting, or who will effect or be involved in effecting, security-based swaps on its behalf is subject to statutory disqualification, as defined in Section 3(a)(39) of the Securities Exchange Act of 1934 [15 U.S.C. 78c(a)(39)].

| | |
|--|---------------------------------|
| Applicant Name: | Date: |
| Signature of Chief Compliance Officer or Designee: | |
| Name of Chief Compliance Officer or Designee: | If Designee, Title of Designee: |

CRIMINAL DISCLOSURE REPORTING PAGE (SBSE)

GENERAL INSTRUCTIONS

This Disclosure Reporting Page [DRP (SBSE)] is an INITIAL **OR** AMENDED response to report details for affirmative responses to **Items 12A and 12B** of Form SBSE;

Check item(s) being responded to:

12A. 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 a felony?

12B. 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?

(2) Been charged with a misdemeanor specified in 12B(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 (SBSE). 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 (SBSE). The completion of this DRP does not relieve the *control affiliate* of its obligation to update its CRD records.

Applicants must attach a copy of each applicable court document (*i.e.*, criminal complaint, information or indictment as well as judgment of conviction or sentencing documents) if not previously submitted through CRD (as they could be in the case of a *control affiliate* registered through CRD). 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 (SBSE) 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*

SBSE 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 SBS Entity's record because the control affiliate(s) are no longer associated with the SBS Entity.

B. If the *control affiliate* is registered through the CRD, has the *control affiliate* submitted a DRP (with Form U-4) or DRP (BD) to the CRD System for the event?

If the answer is “Yes,” no other information on this DRP must be provided: If “No,” complete Part II.

Yes No

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

CRIMINAL DISCLOSURE REPORTING PAGE (SBSE)

(continuation)

PART II

1. If charge(s) were brought against an organization over which the applicant or control affiliate exercise(d) control: Enter organization name, whether or not the organization was an investment-related business and the applicant's or control affiliate's position, title or relationship.

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

2. Formal Charge(s) were brought in: (include name of Federal, Military, State or Foreign Court, Location of Court – City or County and State or Country, Docket/Case number).

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

3. Event Disclosure Detail (Use this for both organizational and individual charges.)

A. Date First Charged (MM/DD/YYYY):

 [] Exact [] Explanation

If not exact, provide explanation: _____

B. Event Disclosure Detail (include Charge(s)/Charge Description(s), and for each charge provide: 1. number of counts, 2. *felony* or *misdemeanor*, 3. plea for each charge, and 4. product type if charge is *investment-related*):

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

C. Current status of the Event? [] Pending [] On Appeal [] Final

D. Event Status Date (complete unless status is Pending) (MM/DD/YYYY):

 [] Exact [] Explanation

If not exact, provide explanation: _____

4. Disposition Disclosure Detail: Include for each charge, A. Disposition Type [e.g., convicted, acquitted, dismissed, pretrial.], B. Date, C. Sentence/Penalty, D. Duration [if sentence-suspension, probation, etc.], E. Start Date of Penalty, F. Penalty/Fine Amount and G. Date Paid.

| |
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5. Provide a brief summary of the circumstances leading to the charge(s) as well as the disposition. Include the relevant dates when the conduct which was the subject of the char(s) occurred. (The information must fit within the space provided.)

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| |

REGULATORY ACTION DISCLOSURE REPORTING PAGE (SBSE)

GENERAL INSTRUCTIONS

This Disclosure Reporting Page [DRP (SBSE)] is an INITIAL **OR** AMENDED response to report details for affirmative responses to **Items 12C, 12D, 12E, 12F, or 12G** of Form SBSE;

Check item(s) being responded to:

12C. 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) the applicant or a control affiliate to have been a cause of an investment-related business having its authorization to do business denied, 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?

12D. Has any other federal regulatory agency, 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?

12E. 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?

12F. Has the applicant's or a control affiliate's authorization to act as an attorney, accountant, or federal contractor ever been revoked or suspended?

12G. 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 12C, 12D, 12E, 12F or 12G. 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 (SBSE). 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 (SBSE). 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*

SBSE 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 SBS Entity's record because the control affiliate(s) are no longer associated with the SBS Entity.

B. If the *control affiliate* is registered through the CRD, has the *control affiliate* submitted a DRP (with Form U-4) or DRP (BD) to the CRD System for the event?

If the answer is "Yes," no other information on this DRP must be provided: If "No," complete Part II.

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

Other Product Type:

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:

CIVIL JUDICIAL ACTION DISCLOSURE REPORTING PAGE (SBSE)

GENERAL INSTRUCTIONS

This Disclosure Reporting Page [DRP (BD)] is an INITIAL **OR** AMENDED response to report details for affirmative responses to **Items 12H** of Form BD;

Check item(s) being responded to:

12H(1) Has any domestic or foreign civil judicial 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 judicial action brought against the applicant or a control affiliate by a state or foreign financial regulatory authority?

12H(2) Is the applicant or a control affiliate now the subject of any civil judicial proceeding that could result in a "yes" answer to any part of 12H(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.

One event may result in more than one affirmative answer to Items 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 (SBSE). 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 (SBSE). 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*

DRP SBSE – 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 SBS Entity's record because the control affiliate(s) are no longer associated with the SBS Entity.

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: If "No," complete Part II.

- Yes No

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

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

PART II

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

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

Other Product Type:

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 judicial 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 (SBSE)

GENERAL INSTRUCTIONS

This Disclosure Reporting Page [DRP (SBSE)] is an an INITIAL **OR** AMENDED response to report details for affirmative responses to **Questions 12I** on Form SBSE;

Check item(s) being responded to:

12I 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 CRD, such *control affiliate* need only complete Part I of the *applicant's* appropriate DRP (SBSE). 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 (SBSE). The completion of this DRP does not relieve the *control affiliate* of its obligation to update its CRD records.

PART I

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

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*

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 SBS Entity's record because the control affiliate(s) are no longer associated with the SBS Entity.

B. If the *control affiliate* is registered through the CRD, has the *control affiliate* submitted a DRP (with Form U-4) or DRP (BD) to the CRD System for the event?

If the answer is "Yes," no other information on this DRP must be provided: If "No," complete Part II.

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: _____

(continued)

