

2014

Corporate Financing Private Placement Filing System User Guide

Version 1.1

4/1/2014



Table of Contents

How to Request Access to the Private Placement Filing System	3
Accessing the Private Placement Filing System.....	3
Completing the 5122/5123 Notification Form	4
Begin a New Form.....	4
Enter Participating Members.....	5
Enter Issuer Information.....	6
Provide Offering Information.....	7
Add Any Additional Information.....	9
Complete the Filing.....	10
Opening an Existing Form	11
Filing Amendments	12
Contact Information.....	12

How to Request Access to the Private Placement Filing System

A member firm's Super Account Administrator (SAA) may assign a user access rights to the Private Placement Filing System.

If your firm has designated an SAA, contact that individual to change your account or to create a new account for you. To find your firm's SAA, please login to the Firm Gateway, click on "My Account" and then "Applications & Administrators." If you do not have access to the Firm Gateway, please contact FINRA at (301) 869-6699 to learn who your firm's SAA is.

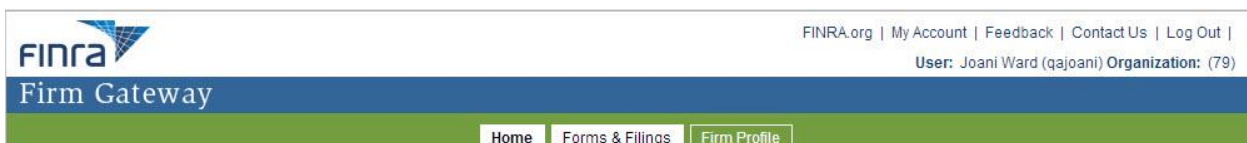
If your firm has not designated an SAA, then no one at your firm will be able to access the Private Placement Filing System. You may view instructions on how to designate someone at your firm to serve as an SAA at <http://www.finra.org/Industry/Compliance/Entitlement/P120963>. Once your firm has designated a SAA, contact him or her to request access to the Private Placement Filing System.

Accessing the Private Placement Filing System

1. Log onto FINRA Firm Gateway. (Please use Internet Explorer or Mozilla Firefox.)



2. While on the FINRA Firm Gateway home screen, click on the "Forms & Filings" tab.



3. On that tab, click on the Private Placements icon and then the word "Open" in the right sidebar.

FINRA.org | My Account | Feedback | Contact Us | Log Out |
 User: Joani Ward (qajoani) Organization: (79)

Firm Gateway

Home | Forms & Filings | Firm Profile

Categories

- Filings I Can Access
 - All Filings
 - Registrations and Qualifications
 - Regulatory Reporting
 - Notifications to FINRA
 - Firm Requests for Approval

Filings I Can Access

Distribution Manager | Private Placements | Public Offering

Private Placements

Open...

Description

Completing the 5122/5123 Notification Form

Firms can meet their obligations under FINRA Rules 5122 and 5123 through submission of the 5122/5123 Notification Form (the “Form”).

FINRA.org | My Account | Feedback | Contact Us | Log Out |
 User: Joani Ward (qajoani) Organization: (79)

Firm Gateway

Home | Forms & Filings | Firm Profile

<< Back to Forms & Filings

5122/5123 Notification

To begin a new form, click the “Begin New Form” button. Once a form has been created, you can return to this page to view that form. To view a form, click the form’s row in the table below and then select from the activated blue buttons, as appropriate.

BEGIN NEW FORM

Rule: Any | Issuer: | Status: Any

Last Update Date: | Filing ID: |

Keyword: |

Search | Refresh | Reset

Private Placements

Filings History

Related Links

Private Placements

- FINRA Rule 5122
- FINRA Rule 5123
- Notices
 - 09-27
 - 10-22
 - 12-40

Begin a New Form

1. Click the “Begin New Form” button.
2. Select either FINRA Rule 5122 or 5123, as appropriate. Links to the rules and related Regulatory Notices are located to the left of the Form. Please see the screen shot below. (Please note that this and every other field preceded by a red asterisk must be completed to submit a filing.)

FINRA.org | My Account | Feedback | Contact Us | Log Out |
 User: Joani Ward (qajoani) Organization: (79)

5122 / 5123 Notification Filing

All fields marked with an * are mandatory.

* Filing Under Rule 5122 Rule 5123

Participating Member Information

* Firm Name: J.P. MORGAN SECURITIES LLC CRD: 79

* Contact Name: * Contact Title:

* Email: Phone:

Identify any other members participating in the offering upon whose behalf you are submitting an offering document:

3. Enter your firm’s contact’s name, title, e-mail address and phone number.

Enter Participating Members

The system allows filers who have been designated to file on behalf of other participating member firms to identify these firms in the Form.

1. To enter the participating FINRA members, scroll down and click “Add New” on the “List of Participating Members grid.

Firm Name	Firm CRD	Contact Name	Title	Phone

Add New

2. A new screen, “Add Participating Member,” will open. Enter the member’s name. As you type the first few letters of the member’s name, a dropdown menu will appear to help you can select the member participating in the offering. The member’s CRD number will automatically populate.

Issuer Information

* Issuer Name:	Now And Then	CIK Number:	0001326801		
		<i>(when applicable)</i>			
* Contact Name:	Kelly Ripa	* Title:	President		
* Street:	9509 Key West Avenue	* City:	Rockville	* State:	MD
* Zip/Postal Code:	90850	* Country:	UNITED STATES		
* Email:	joaniward10@gmail.com	* Phone:	240-386-4649		

Provide Offering Information

Please add the requested information about the offering. This includes:

1. **Maximum amount to be raised** – Please enter the maximum dollar amount to be raised in the offering. If the amount is currently unknown, then please check the “Unknown” box. Please provide either the offering amount or select unknown, but not both.

Offering Information

* Maximum Amount to be Raised (in \$):	100000000	<input type="checkbox"/> Unknown
--	-----------	----------------------------------

2. **Anticipated offering period** – Please enter the offering’s commencement date, and if available, conclusion date. If the offering’s conclusion date is unknown or continuous, then please select the appropriate box in the Form.

* Anticipated Offering Period:		
* Commencement Date:	12/13/2012	<input type="checkbox"/> Continuous
* Conclusion Date:	01/25/2013	<input type="checkbox"/> Unknown

3. **Maximum sales commission** – Please enter the percentage that FINRA members will receive as commission for participating in this offering. If the amount is currently unknown, then check the “Unknown” box. You may enter a percentage or select unknown, but not both.

* Maximum Sales Commission (% rate): Unknown

4. **Aggregate amount of any other compensation to registered persons disclosed in the offering document** – If registered persons will receive compensation other than the maximum sales commission (as identified in above), then please select the appropriate radio button. Please note that:

- If you select “\$ Amount,” a box will open that will allow you to enter a dollar value. If no other compensation is payable to registered persons, you can enter zero in this box.
- If you select “% Rate,” a box will open that will allow you to enter the percentage rate.
- If you select “Unknown,” then no additional information will be required.

* Aggregate amount of any other compensation to registered persons disclosed in the offering document: \$ Amount % Rate Unknown

5. **Stated or target rate of return as disclosed in the PPM (%)** – Please complete this box if the PPM discloses a stated or target rate of return for the offering. Otherwise, please select “Unknown” or “Not Applicable,” as applicable.

* Stated or Target Rate of Return as disclosed in the PPM (%): Unknown Not Applicable

6. **If available, please provide the SEC Form D Filing ID No.** – Please enter the nine-digit identifier that the SEC assigned to the issuer’s Form D filing. If the Filing ID number is entered, then the system creates a link to the Form D filing on EDGAR.

* If available, please provide the SEC Form D Filing ID No.: Unknown [Form D](#)

7. **Did your firm use a private placement memorandum in connection with any sales in the offering?** If you answer “Yes” to this question, you will be required to upload the PPM document(s) as searchable .pdf file(s). If you answer “No” to this question, the next question is:

8. **Did your firm use a term sheet or other offering document in connection with any sales in the offering?** If you answer “Yes” to this question, you will be required to upload the term sheet or other documents as searchable .pdf file(s). If the answer to this question is also “No” there are no subsequent questions.

* Did your firm use a private placement memorandum in connection with any sales in the offering? Yes No

* Did your firm use a term sheet or other offering document in connection with any sales in the offering? Yes No

- **Hints for creating a searchable .pdf file in Adobe Acrobat.**

- Open the .pdf.
- Select the "Tools" pane and choose "Recognize Text."
- Select "PDF Output Style Searchable Image" and then "OK."
- Click "Save" once the conversion process has completed.
- Save the .pdf with a new name to preserve the original document.

9. Other information concerning the filing - Based on the information contained in the offering document (or if otherwise known by your firm), please answer "Yes," "No" or "Unknown" to the following:

- Is this a contingency offering?
- Does the user have any independently audited financial statements for the issuer's most recent fiscal year?
- Is the issuer able to use offering proceeds to make or repay loans to, or purchase assets from, any officer, director or executive management of the issuer, sponsor, general partner, manager, advisor or any of the issuer's affiliates?
- Does the issuer have a board of directors comprised of a majority of independent directors or a general partner that is unaffiliated with the firm?
- Has the issuer engaged, or does the member anticipate that the issuer will engage, in a general solicitation in connection with the offering or sale of the securities?
- Has the issuer, any officer, director or executive management of the issuer, sponsor, general partner, manager, advisor, or any of the issuer's affiliates been the subject of SEC, FINRA, or state disciplinary actions or proceedings or criminal complaints within the last 10 years?

Add Any Additional Information

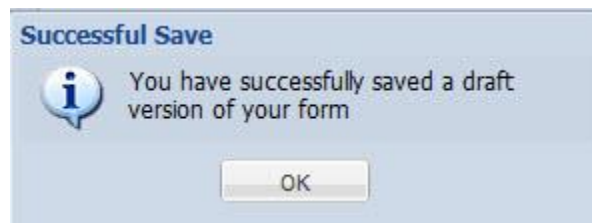
You have the opportunity to enter any additional information you would like to provide to FINRA to facilitate its review.

Please enter any additional information you would like to provide to facilitate FINRA's review:

You have 1000 character(s) left.

Complete the Filing

1. Click "Save" and you will receive a message that you successfully saved a draft version of your form. Click "OK."



2. Scroll to the bottom of the screen and click "Print Preview" to review the information in your form for accuracy.
3. Return to the editable version of your form and click the "Submit" button to send your information to FINRA.
4. You will receive notification that your submission to FINRA was successful. If you omitted any information, you will receive an error message.

The screenshot shows the FINRA Firm Gateway interface. At the top right, there are links for "FINRA.org", "My Account", "Feedback", "Contact Us", and "Log Out". Below these, the user is identified as "User: Joani Ward (qajoani)" and the organization as "Organization: (79)". The main navigation bar includes "Home", "Forms & Filings", and "Firm Profile".

On the left sidebar, there are sections for "Private Placements" (with a "Filings History" link) and "Related Links" (listing "Private Placements", "FINRA Rule 5122", "FINRA Rule 5123", and "Notices" with a sub-link "09-27").

The main content area features a green success message: "Your form was submitted to FINRA successfully. Please print this form now if you wish to retain a copy for your records." Below this, the filing details are shown: "Filing ID: 300471 (Please retain this number for further inquiries regarding this form)", "Submitted By: qajoani", and "Submitted Date: Tue Nov 27 15:06:52 EST 2012".

The central heading is "5122 / 5123 Notification Filing". Below it, a note states "All fields marked with an * are mandatory." and there are radio buttons for "Filing Under" (selected) and "Rule 5122" / "Rule 5123".

Opening an Existing Form

From the left sidebar, click “Filings History” and you will see the Filing Cabinet below.

FINRA.org | My Account | Feedback | Contact Us | Log Out |
User: Joani Ward (qajoani) Organization: (79)

Firm Gateway

Home | Forms & Filings | Firm Profile

<< Back to Forms & Filings

5122/5123 Notification

To begin a new form, click the "Begin New Form" button. Once a form has been created, you can return to this page to view that form. To view a form, click the form's row in the table below and then select from the activated blue buttons, as appropriate.

BEGIN NEW FORM

Rule: Any | Issuer: | Status: Any | Last Update Date: |

Filing ID: | Keyword: |

Search Refresh Reset

OPEN FORM | DELETE | AMEND | HISTORY

RULE	ISSUER	STATUS	LAST UPDATE	FILING ID	VERSION NUMBER
5123	Now And Then	Draft	11/27/2012	300471	2
5122	Gilman Ciocia, Inc.	Submitted	11/13/2012	291725	1
5123	ABC Company	Submitted	11/08/2012	291437	2

To review the information in a filing and the documents submitted with it, highlight the filing by clicking on it and then click on “Open Form.”

OPEN FORM | DELETE | AMEND | HISTORY

RULE	ISSUER	STATUS	LAST UPDATE	FILING ID	VERSION NUMBER
5123	Now And Then	Submitted	11/27/2012	300471	1
5122	Gilman Ciocia, Inc.	Submitted	11/13/2012	291725	1
5123	ABC Company	Submitted	11/08/2012	291437	2
Rule 5122	Jones	Submitted	11/06/2012	290719	2

To see the date and time the filing was submitted, along with all the information you entered into the form, highlight the filing and then click on the “History” tab. The system will take you to the screen below. Highlight the filing and click on “View.”

FINRA.org | My Account | Feedback | Contact Us | Log Out |
 User: Joani Ward (qajoi) Organization: (79)

FINRA
Firm Gateway

Home | Forms & Filings | Firm Profile

<< Back to Forms & Filings

BACK VIEW

FILING ID	ISSUER	VERSION NUMBER	SUBMIT DATE
291725	Gilman Ciocia, Inc.	1	

Private Placements
 Filings History

Related Links

Filing Amendments

Once you have submitted a filing to FINRA, you cannot edit it without filing an amendment. (If your offering status is "Draft," please simply edit the draft.) To amend a filing, highlight the applicable offering in the Filing Cabinet and click "Amend." After clicking "Amend" your form will open and you can make the necessary changes.

OPEN FORM DELETE AMEND HISTORY

RULE	ISSUER	STATUS	LAST UPDATE	FILING ID	VERSION NUMBER
5122	Now and Then	Submitted	11/28/2012	301069	3
5123	Now And Then	Draft	11/27/2012	300471	2
5122	Gilman Ciocia, Inc.	Submitted	11/13/2012	291725	1
5123	ABC Company	Submitted	11/08/2012	291437	2
Rule 5122	Jones	Submitted	11/06/2012	290719	2

Contact Information

Please contact the Corporate Financing Department Staff with any questions.

Main Telephone Number: 240-386-4623

Business Systems Support

Sheena Savoy, 240-386-4645

Martrella Caudle-Sanders, 240-386-4628

Underwriting Policy & Investigations: 240-386-5520 or corpfinupi@finra.org