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Form U4 Explanation of Terms

The following definitions apply to terms that are italicized in Form U4:

Affiliated	Means under common ownership or control.
Affiliated Firm	Means a broker-dealer under common ownership or control with the <i>filing firm</i> .
Applicant	Means the individual for whom the Form U4 is being filed. The term <i>applicant</i> may be used interchangeably with the term "individual." The instructions also refer to the individual <i>applicant</i> as "you" in various places because individuals independently may complete all or portions of the Form U4 before it is filed by a <i>firm</i> on the individual's behalf. For purposes of Form U4, an <i>applicant</i> is not a <i>firm</i> .
Appropriate Signatory	Means the individual the <i>firm</i> authorizes to execute the <i>applicant's</i> Form U4 on the <i>filing firm's</i> behalf. The <i>appropriate signatory</i> must meet the criteria established, if any, by the appropriate <i>SRO</i> or <i>jurisdiction</i> .
Charged	Means being accused of a crime in a formal complaint, information, or indictment (or equivalent formal charge).
Control	Means the power to direct or cause the direction of the management or policies of a company, whether through ownership of securities, by contract, or otherwise. Any individual or <i>firm</i> that is a director, partner, or officer exercising executive responsibility (or having similar status or functions) or that directly or indirectly has the right to vote 25 percent or more of the voting securities or is entitled to 25 percent or more of the profits is presumed to control that company.
Designated Entity	Means the entity designated as the filing depository by the U.S. Securities and Exchange Commission pursuant to the Investment Advisers Act of 1940.
Enjoined	Includes being subject to a mandatory injunction, prohibitory injunction, preliminary injunction or a temporary restraining order.
Federal Banking Agency	Shall include any Federal banking agency as defined in Section 3 of the Federal Deposit Insurance Act (12 U.S.C. 1813(q)).
Felony	For <i>jurisdictions</i> that do not differentiate between a <i>felony</i> or <i>misdemeanor</i> , 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.

Filing Firm	Means the <i>firm</i> named in Section 1 (GENERAL INFORMATION) on the Form U4.
Final Order	For purposes of Question 14D(2), means a written directive or declaratory statement issued by an appropriate federal or state agency (as identified in Question 14D(2)) pursuant to applicable statutory authority and procedures, that constitutes a final disposition or action by that federal or state agency.
Firm	Means a broker-dealer, investment adviser, or issuer, as appropriate.
Firm CRD Number	Is a unique number assigned to each <i>firm</i> listed in the CRD or IARD system.
Foreign Financial Regulatory Authority	Includes a foreign securities authority; any other governmental body or foreign equivalent of a <i>self-regulatory organization</i> empowered by a foreign government to administer or enforce its laws relating to the regulation of <i>investment-related</i> activities; or a membership organization, a function of which is to regulate the participation of its members in <i>investment-related</i> activities listed above.
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, cautionary actions, letters of caution, admonishments, and similar informal resolutions of matters.
Individual CRD Number	Is a unique number assigned to each individual listed in the CRD or IARD system.
Investigation	Includes: (a) grand jury investigations; (b) U.S. Securities and Exchange Commission investigations after the "Wells" notice has been given; (c) FINRA. investigations after the "Wells" notice has been given or after a person associated with a member, as defined by The FINRA By-Laws, has been advised by the staff that it intends to recommend formal disciplinary action; (d) NYSE Regulation investigations after the "Wells" notice has been given or after a person over whom NYSE Regulation has jurisdiction, as defined in the applicable rules, has been advised by NYSE Regulation that it intends to recommend formal disciplinary action; (e) formal investigations by other <i>SROs</i> ; or (f) actions or procedures designated as investigations by <i>jurisdictions</i> . The term <i>investigation</i> does not include subpoenas, preliminary or routine regulatory inquiries or requests for information, deficiency letters, "blue sheet" requests or other trading questionnaires, or examinations.
Investment-Related	Pertains to securities, commodities, banking, insurance, or real estate (including, but not limited to, acting as or being associated with a broker-dealer, issuer, investment company, investment adviser, futures sponsor, bank, or savings association).
Involved	Means doing an act or aiding, abetting, counseling, commanding, inducing, conspiring with or failing reasonably to supervise another in doing an act.
Jurisdiction	Means a state, District of Columbia, the Commonwealth of Puerto Rico, the U.S. Virgin Islands or any subdivision or regulatory body thereof.

Minor Rule Violation	Is a violation of a <i>self-regulatory organization</i> 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 \$2,500.00 or less, and if the sanctioned person does not contest the fine. Check with the appropriate <i>self-regulatory organization</i> 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 or 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	A formal administrative or civil action initiated by a governmental agency, <i>self-regulatory organization</i> or a <i>foreign financial regulatory authority</i> ; a <i>felony</i> criminal indictment or information (or equivalent formal charge), or a <i>misdemeanor</i> criminal information (or equivalent formal charge), but does not include an arrest or similar charge effected in the absence of a formal criminal indictment or information (or equivalent formal charge). NOTE: <i>Investment-related</i> civil litigation, other than that specified above, is reportable under Question 14H on Form U4. An <i>investigation</i> is reportable under Question 14G on Form U4.
Resign or Resigned	Relates to separation from employment with any employer, is not restricted to <i>investment-related</i> employment, and includes any termination in which the allegations are a proximate cause of the separation, even if you initiated the separation.
Sales Practice Violations	Shall include any conduct directed at or involving a customer which would constitute a violation of: any rules for which a person could be disciplined by any <i>self-regulatory organization</i> ; any provision of the Securities Exchange Act of 1934; or any state statute prohibiting fraudulent conduct in connection with the offer, sale or purchase of a security or in connection with the rendering of investment advice.
Self-Regulatory Organization or SRO	Any national securities or commodities exchange, any national securities association (e.g., FINRA), or any registered clearing agency.

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Form U5 Explanation of Terms

The following definitions apply to terms that are italicized in Form U5:

Affiliated	Means under common ownership or control.
Appropriate Signatory	Means the individual the <i>firm</i> authorizes to execute the <i>applicant's</i> Form U5 on the <i>filing firm's</i> behalf. The <i>appropriate signatory</i> must meet the criteria established, if any, by the appropriate <i>SRO</i> or <i>jurisdiction</i> .

Charged	Means being accused of a crime in a formal complaint, information, or indictment (or equivalent formal charge).
Date Terminated	Means the date that the <i>firm</i> terminated the individual's association with the <i>firm</i> in a capacity for which registration is required.
Disciplinary Action	Includes a formal action such as denial, revocation or suspension of a registration, or a censure, fine, cease and desist order, order of prohibition, temporary restraining order, injunction, bar or expulsion, but does not include a <i>minor rule violation</i> , deficiency letter, examination report, memorandum of understanding, letter of caution, admonishment, and similar informal resolutions of matters.
Federal Banking Agency	Shall include any Federal banking agency as defined in Section 3 of the Federal Deposit Insurance Act (12 U.S.C. 1813(q)).
Felony	For <i>jurisdictions</i> that do not differentiate between a <i>felony</i> or <i>misdemeanor</i> , 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.
Filing Firm	Means the <i>firm</i> named in Section 1 (GENERAL INFORMATION) on the Form U5.
Firm	Means a broker-dealer, investment adviser, or issuer, as appropriate.
Firm CRD Number	Is a unique number assigned to each <i>firm</i> listed in the CRD or IARD system.
Foreign Financial Regulatory Authority	Includes a foreign securities authority; any other governmental body or foreign equivalent of a <i>self-regulatory organization</i> empowered by a foreign government to administer or enforce its laws relating to the regulation of <i>investment-related</i> activities; or a membership organization, a function of which is to regulate the participation of its members in <i>investment-related</i> activities listed above.
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, cautionary actions, letters of caution, admonishments, and similar informal resolutions of matters.
Full Termination	Means the termination of registration with all <i>self-regulatory organizations</i> and all <i>jurisdictions</i> .
Individual CRD Number	Is a unique number assigned to each individual listed in the CRD or IARD system.

Investigation	Includes: (a) grand jury investigations; (b) U.S. Securities and Exchange Commission investigations after the "Wells" notice has been given; (c) FINRA. investigations after the "Wells" notice has been given or after a person associated with a member, as defined by The FINRA By-Laws, has been advised by the staff that it intends to recommend formal disciplinary action; (d) NYSE Regulation investigations after the "Wells" notice has been given or after a person over whom NYSE Regulation has jurisdiction, as defined in the applicable rules, has been advised by NYSE Regulation that it intends to recommend formal disciplinary action; (e) formal investigations by other <i>SROs</i> ; or (f) actions or procedures designated as investigations by <i>jurisdictions</i> . The term <i>investigation</i> does not include subpoenas, preliminary or routine regulatory inquiries or requests for information, deficiency letters, "blue sheet" requests or other trading questionnaires, or examinations.
Investment-Related	Pertains to securities, commodities, banking, insurance, or real estate (including, but not limited to, acting as or being associated with a broker-dealer, issuer, investment company, investment adviser, futures sponsor, bank, or savings association).
Involved	Means doing an act or aiding, abetting, counseling, commanding, inducing, conspiring with or failing reasonably to supervise another in doing an act.
Jurisdiction	Means a state, District of Columbia, the Commonwealth of Puerto Rico, the U.S. Virgin Islands or any subdivision or regulatory body thereof.
Minor Rule Violation	Is a violation of a <i>self-regulatory organization</i> rule which 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 \$2,500.00 or less, and if the sanctioned person does not contest the fine. Check with the appropriate <i>self-regulatory organization</i> to determine if a particular rule violation has been designated as "minor" for these purposes.
Misdemeanor	For <i>jurisdictions</i> that do not differentiate between a <i>felony</i> or <i>misdemeanor</i> , 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.
Multiple Termination	Applies when an individual is to be terminated with more than one <i>firm</i> under common ownership or control. To effect a multiple termination, list the primary <i>firm</i> in Section 1 (GENERAL INFORMATION) and list all other affiliates with which the individual is registered in Section 6 (AFFILIATED FIRM TERMINATIONS). <i>Multiple termination</i> is available only to those <i>firms</i> who have reported such common ownership under Form BD Item 10 and Schedule D.
Partial Termination	Means the termination of registration or registration category with one or more, but not all, <i>SROs</i> and <i>jurisdictions</i> .
Proceeding	Includes a formal administrative or civil action initiated by a governmental agency, <i>self-regulatory organization</i> or a <i>foreign financial regulatory authority</i> ; a <i>felony</i> criminal indictment or information (or equivalent formal charge), or a <i>misdemeanor</i> criminal information (or equivalent formal charge), but does not include an arrest or similar charge effected in the absence of a formal criminal indictment or information (or equivalent formal charge).
Resign or Resigned	Relates to separation from employment with any employer, is not restricted to <i>investment-related</i> employment, and includes any termination in which the allegations are a proximate cause of the separation, even if the individual initiated the separation.

Sales Practice Violations Shall include any conduct directed at or involving a customer which would constitute a violation of: any rules for which a person could be disciplined by any *self-regulatory organization*; any provision of the Securities Exchange Act of 1934; or any state statute prohibiting fraudulent conduct in connection with the offer, sale or purchase of a security or in connection with the rendering of investment advice.

Self-Regulatory Organization or SRO Any national securities or commodities exchange, any national securities association (e.g., FINRA), or any registered clearing agency.

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Forms BD and BDW Explanation of Terms

The following is a summary of explained terms used in Forms BD and BDW. These terms are italicized in those forms.

Applicant For the purpose of filing a Form BD, the broker-dealer applying on or amending this form.

Charged For the purpose of Item 11 and corresponding disclosure reporting pages on Form BD, the term *charged* means being accused of a crime in a formal complaint, information, or indictment (or equivalent formal charge).

Control For the purpose of the Form BD, *control* is 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.)

Control Affiliate For the purpose of Item 11 and corresponding disclosure reporting pages on Form BD, 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.

Enjoined For the purpose of Item 11 and corresponding disclosure reporting pages on Form BD, *enjoined* includes being subject to a mandatory injunction, prohibitory injunction, preliminary injunction, or a temporary restraining order.

Felony For the purpose of Item 11 and corresponding disclosure reporting pages on the Form BD, for *jurisdictions* that do not differentiate between a *felony* or *misdemeanor*, 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.

Foreign Financial Regulatory Authority	For the purpose of Item 11 and corresponding disclosure reporting pages on Form BD, includes a foreign securities authority; any other governmental body or foreign equivalent of a <i>self-regulatory organization</i> empowered by a foreign government to administer or enforce its laws relating to the regulation of <i>investment-related</i> activities; or a membership organization, a function of which is to regulate the participation of its members in <i>investment-related</i> activities listed above.
Found	For the purpose of Item 11 and corresponding disclosure reporting pages on Form BD, 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.
Investigation	For the purpose of Form BDW, the term <i>investigation</i> includes: (a) grand jury investigations; (b) U.S. Securities and Exchange Commission investigations after the "Wells" notice has been given; (c) FINRA investigations after the "Wells" notice has been given or after a person associated with a member, as defined by The FINRA By-Laws, has been advised by the staff that it intends to recommend formal disciplinary action; (d) formal investigations by other <i>SROs</i> ; or (e) actions or procedures designated as investigations by <i>jurisdictions</i> . The term <i>investigation</i> does not include subpoenas, preliminary or routine regulatory inquiries or requests for information, deficiency letters, "blue sheet" requests or other trading questionnaires, or examinations.
Investment-Related	<p>For the purpose of Item 11 and corresponding disclosure reporting pages on Form BD, pertaining to securities, commodities, banking, insurance, or real estate (including, but not limited to, acting as or being associated with a broker-dealer, issuer, investment company, investment adviser, futures sponsor, bank, or savings association).</p> <p>For the purpose of the Form BDW, the term <i>investment-related</i> pertains 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).</p>
Involved	For the purpose of Item 11 and corresponding disclosure reporting pages on Form BD, doing an act or aiding, abetting, counseling, commanding, inducing, conspiring with or failing reasonably to supervise another in doing an act.
Jurisdiction	<p>For the purpose of Form BD, a state, District of Columbia, the Commonwealth of Puerto Rico, the U.S. Virgin Islands or any subdivision or regulatory body thereof.</p> <p>For the purpose of Form BDW, the term <i>jurisdiction</i> means a state, the District of Columbia, the Commonwealth of Puerto Rico, the U.S. Virgin Islands or any subdivision or regulatory body thereof.</p>
Minor Rule Violation	For the purpose of Item 11 and corresponding disclosure reporting pages on Form BD, a violation of a <i>self-regulatory organization</i> rule which 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 \$2,500.00 or less, and if the sanctioned person does not contest the fine. (Check with the appropriate <i>self-regulatory organization</i> to determine if a particular rule violation has been designated as "minor" for these purposes).

Misdemeanor	For the purpose of Item 11 and corresponding disclosure reporting pages on Form BD, for <i>jurisdictions</i> that do not differentiate between a <i>felony</i> or <i>misdemeanor</i> , 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	For the purposes of Item 11 and corresponding disclosure reporting pages on Form BD, 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.
Person	For the purpose of Form BD, an individual, partnership, corporation, trust, or other organization.
Proceeding	For the purpose of Item 11 and corresponding disclosure reporting pages on Form BD, includes a formal administrative or civil action initiated by a governmental agency, <i>self-regulatory organization</i> or a <i>foreign financial regulatory authority</i> ; a <i>felony</i> criminal indictment or information (or equivalent formal charge), or a <i>misdemeanor</i> criminal information (or equivalent formal charge), but does not include an arrest or similar charge effected in the absence of a formal criminal indictment or information (or equivalent formal charge).
Self-Regulatory Organization or SRO	For the purpose of Form BD, any national securities or commodities exchange or registered securities association, or registered clearing agency.
Successor	For the purpose of Form BD, 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)]

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Form BR Explanation of Terms

The following is a summary of explained terms used in the Form BR. These terms are italicized in the form.

Applicant	The broker-dealer or state registered investment adviser filing or amending this form.
Appropriate Signatory	The individual the applicant authorizes to execute the applicant's Form BR on the applicant's behalf. The appropriate signatory must meet the criteria established, if any, by the appropriate self-regulatory organization and/or jurisdiction.
Closing	An applicant's request to terminate a branch office registration when an applicant intends to cease, or has ceased, operations at a branch office.
Investment-Related	Pertains to securities, commodities, banking, insurance, or real estate (including, but not limited to, acting as or being associated with a broker-dealer, issuer, investment company, investment adviser, futures sponsor, bank, or savings association).

Jurisdiction	A state, the District of Columbia, the Commonwealth of Puerto Rico, the U.S. Virgin Islands, or any subdivision or regulatory body thereof.
Office of Supervisory Jurisdiction (OSJ)	A location as defined by FINRA Rule 3010.
Person	An individual, partnership, corporation, trust, or other organization.
Person-In-Charge	A natural person registered with an SRO who is physically located at the branch office and who has been designated by the applicant to supervise the activities of the individuals working at the branch office. The person-in-charge is not required to be registered in a principal capacity.
Registered Branch	For purposes of registering with the New York Stock Exchange (NYSE) as a branch office, a location that has an NYSE-properly approved, exam-qualified manager at that location.
Self-Regulatory Organization or SRO	Any national securities or commodities exchange or registered securities association, or registered clearing agency.
Small Branch	For purposes of registering with the NYSE as a branch office, a location that does not have an NYSE-properly approved, exam-qualified manager at that location.
Supervisor	A natural person registered in a principal capacity with an SRO who is physically located at an OSJ or who, for purposes of registering with the NYSE as a branch office, meets the requirements in NYSE Rule 342.
Withdrawal	An applicant's request to withdraw an initial Form BR filing prior to approval of the branch office identified in that filing. Withdrawal applies only for jurisdictions/SROs that register branches.

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