Form BD

OMB APPROVAL	
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Uniform Application for Broker-Dealer Registration

INSTRUCTIONS FOR FORM BD

1. **Updating** – By law, the *applicant* must update the Form BD information by submitting amendments whenever the information on file becomes inaccurate or incomplete for any reason. Complete all amended pages in full and, except for Schedule C, circle the number of the item being changed.

2. **Contact Employee** – The individual listed on page 1 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.

3. **Format**

- Attach an Execution Page (Page 1) with original manual signatures to the initial Form BD filing and each amendment to the form. Amendments to Schedules C, D and DRP also must be accompanied by an Execution Page (Page 1). Schedules A & B are amended by filing Schedule C.
- Type all information.
- Give the name of the broker-dealer and date on each page.
- Use only the current version of Form BD and its Schedules or a reproduction of them.

4. **Explanation of Terms** (The following terms are italicized throughout this form.)

(1) **GENERAL**

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

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

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

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

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

(2) **FOR THE PURPOSE OF ITEM 5 AND SCHEDULE D**

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

(3) **FOR THE PURPOSE OF ITEM 7 AND THE CORRESPONDING DISCLOSURE REPORTING PAGE (SCHEDULE DRP)**

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

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

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

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

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

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

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

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

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

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

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

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

5. **Schedules A, B and C** – File Schedules A and B only with initial applications for registration. Use Schedule C to update Schedules A and B.

6. **Schedule D** – Schedule D provides additional space for explaining "yes" answers to Form BD items (except for Item 7), but not for continuing Schedules A, B or C. To continue Schedules A, B or C, use copies of the Schedule being continued.

7. **Schedule DRP** – All information relating to an event reportable under Item 7 must be provided on Schedule DRP. *Applicant* may submit a partially completed Schedule DRP (as specified in the Schedule) only if the *applicant* or *control affiliate* for whom the Schedule is being filed has submitted a fully completed Schedule DRP (in connection with another Form BD filing) or a DRP Page (in connection with a Form U-4 filing) relating to the occurrence of the same event to the Central Registration Depository (CRD) system of the NASD. In such cases this fully completed Schedule DRP or DRP Page must be attached to the *applicant's* Schedule DRP.

8. **Schedule E** – Branch offices or other business locations of *applicant* must be reported on Schedule E. Schedule E amendments may be submitted without an execution page.

9. **Government Securities Activities**

A. Section 15C of the Securities Exchange Act of 1934 requires sole government securities broker-dealers to register with the SEC. To do so, use Form BD and answer "yes" to Item 12 if conducting only a government securities business.

B. Broker-dealers registered or *applicants* applying for registration under Section 15(b) or 15B of the Exchange Act that conduct (or intend to conduct) a government securities business in addition to other broker-dealer activities (if any) must file a notice on Form BD by answering "yes" to Item 13A.

C. Broker-dealers registered under Section 15(b) or 15B of the Exchange Act that cease to conduct a government securities business must file notice when ceasing their activities in government securities. To do so, file an amendment to Form BD and answer "yes" to Item 13B.

10. **Federal Information Law and Requirements** – An agency may not conduct or sponsor, and a *person* is not required to respond to, a collection of information unless it displays a currently valid control number. Section 15, 15c, 17(a) and 23(a) of the Exchange Act authorize the Commission to collect the information on this Form from registrants. See 15 U.S.C. §§78o, 78o-5, 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 requirement to engage in the securities business. The Form also is used by *applicants* to register as broker-dealers with certain *self-regulatory organizations* and all of the states. The Commission and the National Association of Securities Dealers, Inc. maintain files of the information on this Form and will make the information publicly available. Any member of the public may direct to the Commission any comments concerning the accuracy of the burden estimate on application facing page of this Form, and any suggestions for reducing this burden. This collection of information has been reviewed by the Office of Management and Budget in accordance with the clearance requirements of 44 U.S.C. §3507. The applicable Privacy Act system of records is SEC-2, and the routine uses of the records are set forth at 40 Federal Register 39255 (Aug. 27, 1975) and 41 Federal Register 5318 (Feb. 5, 1976).

FORM BD PAGE 1 (Execution Page) (REV. 2/98)	**UNIFORM APPLICATION FOR BROKER-DEALER REGISTRATION** Date: ________ SEC File No.: 8– ________ Firm CRD No.: ________	OFFICIAL USE

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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 broker-dealer would violate the Federal securities laws and the laws of the *jurisdictions* and may result in disciplinary, administrative, injunctive or criminal action.

INTENTIONAL MISSTATEMENTS OR OMISSIONS OF FACTS MAY CONSTITUTE CRIMINAL VIOLATIONS.

☐ APPLICATION ☐ AMENDMENT

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

   B. IRS Empl. Ident. No.:

   C. (1) Name under which broker-dealer business primarily is conducted, if different:

      (2) List on Schedule D any other name by which the firm conducts business.

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

      ☐ (1A) ☐ (1C)

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

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

   F. Mailing address, if different:

   G. Business Telephone Number:

      (Area Code) (Telephone Number)

   H. Contact Employee:

      (Name and Title) (Area Code) (Telephone Number)

EXECUTION:

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

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

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

Date (MM/DD/YYYY) ________ Name of Applicant ________

By: ________ Signature ________ Print Name and Title

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

My Commission expires ________ County of ________ State of ________

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

DO NOT WRITE BELOW THIS LINE – FOR OFFICIAL USE ONLY

Answer all items. Complete amended pages in full, circle amended items and file with execution page (page 1).

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Applicant Name: ____________________

Date: __________ Firm CRD No.: __________

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2. Indicate in the boxes below each *jurisdiction* in which the *applicant* is registered or wishes to register as a broker-dealer. If any registration, license, or membership listed is of a restricted nature, explain fully on Schedule D.

☐ SECURITIES AND EXCHANGE COMMISSION

SRO									
☐ ASE	☐ BSE	☐ CBOE	☐ CSE	☐ MSE	☐ NASD	☐ NYSE	☐ PHLX	☐ PSE	☐ OTHER (Specify) ________

JURISDICTION												
☐ AK	☐ AL	☐ AR	☐ AZ	☐ CA	☐ CO	☐ CT	☐ DC	☐ DE	☐ FL	☐ GA	☐ HI	☐ IA
☐ ID	☐ IL	☐ IN	☐ KS	☐ KY	☐ LA	☐ MA	☐ MD	☐ ME	☐ MI	☐ MN	☐ MO	☐ MS
☐ MT	☐ NC	☐ ND	☐ NE	☐ NH	☐ NJ	☐ NM	☐ NV	☐ NY	☐ OH	☐ OK	☐ OR	☐ PA
☐ RI	☐ SC	☐ SD	☐ TN	☐ TX	☐ UT	☐ VA	☐ VT	☐ WA	☐ WI	☐ WV	☐ WY	☐ PR

3. Indicate date and place *applicant* obtained its legal status (i.e., place of incorporation, where partnership agreement was filed, or where *applicant* entity was formed):

Date of formation: __________ (MM/DD/YY) Place of formation ____________________ of:

☐ Corporation ☐ Partnership ☐ Sole Proprietorship ☐ Other *(specify)* __________

Applicant's fiscal year ends: __________ (MM/YY)

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

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

Social Security Number: ___ ___ ___ - ___ ___ - ___ ___ ___ ___

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

5. Is *applicant* at the time of this filing *succeeding* to the business of a currently registered broker-dealer? (Do not report previous *successions* already reported on Form BD) .... YES ☐ NO ☐
If "yes," answer the questions below and describe the details of the *succession* on Schedule D.

A. Date of *Succession*: __________

B Name of Predecessor: __________

IRS Empl. Ident. No.: __________ Firm CRD No. (if any): __________ SEC File No.: __________

6. Does any *person* not named in Item 1 or Schedules A, B, or C, directly or indirectly: (YES / NO)

A. *Control* the management or policies of applicant through agreement or otherwise? See instructions for Definition of *Control*. (If yes, state on Schedule D the exact name of each *person* and describe the basis for the *person's control*.) .... ☐ ☐ 1

B. Wholly or partially finance the business of *applicant* in any manner other than by: (1) a public offering of securities made pursuant to the Securities Act of 1933; (2) credit extended in the ordinary course of business by suppliers, banks and others; or a satisfactory subordination agreement, as defined in Rule 15c3-1 under the Securities Exchange Act of 1934 (17 CFR 240.15c3-1)? (If "yes", state on Schedule D the exact name of each *person* and describe the agreement or arrangement through which such financing is made available, including the amount thereof.) .... ☐ ☐ 2

Answer all items. Complete amended pages in full, circle amended items and file with execution page (page 1).

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(REV. 2/98)

Applicant Name: ______________________

Date: ____________ Firm CRD No.: ____________

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	YES	NO	
7A (1) In the past ten years has the *applicant* or a *control affiliate* been convicted of or pleaded guilty or nolo contendere ("no contest") in a domestic, foreign or military court to: (a) any *felony* **-OR-** (b) a *misdemeanor involving*: *investments* or an *investment-related* business, or any fraud, false statements or omissions, wrongful taking of property, or bribery, perjury, forgery, counterfeiting, extortion, or a conspiracy to commit any of these offenses?	☐	☐	3
(2) In the past ten years has the *applicant* or a *control affiliate* been *charged* with any *felony* or *charged* with a *misdemeanor* specified in question A(1)(b) in a domestic, foreign or military court?	☐	☐	4
7B Has any domestic or foreign court:			
(1) in the past ten years, *enjoined* the *applicant* or a *control affiliate* in connection with any *investment-related* activity?	☐	☐	5
(2) (a) ever *found* that the *applicant* or a *control affiliate* was *involved* in a violation of *investment-related* statute(s) or regulation(s) **-OR-** (b) ever dismissed, pursuant to a settlement agreement, an *investment-related* civil action brought against the *applicant* or a *control affiliate* by a state or *foreign financial regulatory authority?*	☐	☐	6
7C 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?	☐	☐	7
(2) *found* the *applicant* or a *control affiliate* to have been *involved* in a violation of its regulations or statutes?	☐	☐	8
(3) *found* the *applicant* or a *control affiliate* to have been a cause of an *investment-related* business having its authorization to do business denied, suspended, revoked, or restricted?	☐	☐	9
(4) entered an *order* against the *applicant* or a *control affiliate* in connection with *investment-related* activity?	☐	☐	10
(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?	☐	☐	10A
7D Has any other federal regulatory agency or any state regulatory agency or *foreign financial regulatory authority* [Note: This introduction to the question pertains to items 7D (1-5) only]:			
(1) ever *found* the *applicant* or a *control affiliate* to have made a false statement or omission or been dishonest, unfair or unethical?	☐	☐	11
(2) ever *found* the *applicant* or a *control affiliate* to have been *involved* in a violation of *investment-related* regulation(s) or statute(s)?	☐	☐	12
(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?	☐	☐	13
(4) in the past ten years, entered an *order* against the *applicant* or a *control affiliate* in connection with *investment-related* activity?	☐	☐	14
(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?	☐	☐	15
7D (6) Has the *applicant's* or a *control affiliate's* authorization to act as an attorney, accountant, or federal contractor ever been revoked or suspended?	☐	☐	16

Answer all items. Complete amended pages in full, circle amended items and file with execution page (page 1).

FORM BD **PAGE 4** (REV. 2/98)	*Applicant* Name: ____ Date: ____ Firm CRD No.: ____	OFFICIAL USE	OFFICIAL USE ONLY

		YES	NO	
7E	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?	[ ]	[ ]	17
	(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)?	[ ]	[ ]	18
	(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?	[ ]	[ ]	19
	(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?	[ ]	[ ]	20
7F	Is the *applicant* or a *control affiliate* now the subject of any civil *proceeding* that could result in a "yes" answer to any part of 7B?	[ ]	[ ]	21
7G	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 7C, D, or E?	[ ]	[ ]	22
7H	Has a bonding company ever denied, paid out on, or revoked a bond for the *applicant*?	[ ]	[ ]	23
7I	Does the *applicant* have any unsatisfied judgments or liens against it?	[ ]	[ ]	24
7J	In the past ten years has the *applicant* or a *control affiliate* of the *applicant* been a securities firm or a *control affiliate* of a securities firm that:			
	(1) has been the subject of a bankruptcy petition **-OR-** (2) has had a trustee appointed or a direct payment procedure initiated under the Securities Investor Protection Act?	[ ]	[ ]	25
8	Does *applicant*:			
	A. have any arrangement with any other *person*, firm or organization under which:			
	(1) any of the accounts or records of *applicant* are kept or maintained by such *person*, firm, or organization?	[ ]	[ ]	26
	(2) the funds or securities of *applicant* or of any of its customers are held or maintained by such other *person*, firm or organization (other than a bank or satisfactory control location as defined in paragraph (c) of Rule 15c3-3 under the Securities Exchange Act of 1934, 17CFR 240.15c3-3)?	[ ]	[ ]	27
	B. have any arrangements with any other broker or dealer under which *applicant* refers or introduces customers to such other broker or dealer?	[ ]	[ ]	28
	If the answer to any subsection of Item 8 is "yes," furnish full details on Schedule D as to each such arrangement, including the full name and principal business address of the other *person*, firm, or organization, and a summary of each such arrangement. Clearly label the subsection of Item 8 to which the details of each arrangement are provided.			
9	Directly or indirectly, does *applicant control*, is *applicant controlled* by, or is *applicant* under common *control* with any partnership, corporation, or other organization engaged in the securities or investment advisory business?	[ ]	[ ]	29
	If the answer to Item 9 is "yes," state full name and principal business address of such partnership, corporation, or other organization and describe the nature of *control* on Schedule D. If any of the *control affiliates* are registered through the CRD system, indicate the Firm CRD number to aid in identification. See instructions for Definition of Control.			

Answer all items. Complete amended pages in full, circle amended items and file with execution page (page 1).

FORM BD PAGE 5 (REV. 2/98)	*Applicant* Name: Date: Firm CRD No.:	OFFICIAL USE	OFFICIAL USE ONLY

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

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

Question	YES	NO	
11. A. Does *applicant* effect transactions in commodity futures, commodities or commodity options as a broker for others or dealer for its own account?	☐	☐	30
B. Does *applicant* engage in any other non-securities business? (If "yes," describe each other business briefly on Schedule D.)	☐	☐	31
12. Is *applicant* applying for or continuing an existing registration <u>solely</u> as a government securities broker or dealer pursuant to Section 15C of the Securities Exchange Act of 1934?	☐	☐	32
13. Notice of Government Securities Activities			
A. Is *applicant* registered (or registering) as a broker-dealer under Section 15(b) of the Securities Exchange Act of 1934 and also acting or intending to act as a government securities broker or dealer in addition to other broker-dealer activities? (Do not answer "yes" if applicant answered "yes" to Question 12.)	☐	☐	33
B. Is applicant ceasing its activities as a government securities broker or dealer? (Do not answer "yes" unless previously answered "yes" to Question 13A.)	☐	☐	34

Schedule A of FORM BD

DIRECT OWNERS AND EXECUTIVE OFFICERS

(Answer for Form BD Item 3)

(REV. 2/98)

Applicant Name: ____________

Date: ____________ Firm CRD No.: ____________

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1. Use Schedule A only in new applications to provide information on the **direct** owners and executive officers of the *applicant*. Use Schedule B in new applications to provide information on **indirect** owners. File all amendments on Schedule C. **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 functions;
   (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 an owner that is a trust, the trust and each trustee.

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

4. 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).

5. (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.

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

FULL LEGAL NAME (Individuals: Last Name, First Name, Middle Name)	Date Title or Status Acquired		Title or Status	Ownership Code	Control Person		CRD No. If None: S.S. No., IRS Tax No. or Employer ID.	Official Use Only
	MM	YY				PR		

Schedule B of FORM BD

INDIRECT OWNERS

(Answer for Form BD Item 3)
(REV. 2/98)

Applicant Name: ______________________

Date: ______________ Firm CRD No.: ______________

OFFICIAL USE

1. Use Schedule B only in new applications to provide information on the **indirect** owners of the *applicant*. Use Schedule A in new applications to provide information on **direct** owners. File all amendments on Schedule C. **Complete each column.**

2. With respect to each owner listed on Schedule A, (except individual owners), list below:
   (a) in the case of an owner that is a corporation, each of its shareholders that beneficially owns, has the right to vote, or has the power to sell or direct the sale of, 25% or more of a class of a voting security of that corporation;
   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.
   (b) in the case of an owner that is a partnership, **all** general partners and those limited and special partners that have the right to receive upon dissolution, or have contributed, 25% or more of the partnership's capital; and
   (c) in the case of an owner that is a trust, the trust and each trustee.

3. Continue up the chain of ownership listing all 25% owners at each level. Once a public reporting company (a company subject to Sections 12 or 15(d) of the Securities Exchange Act of 1934) is reached, no ownership information further up the chain of ownership need be given.

4. Complete the "Status" column by entering status as partner, trustee, shareholder, etc., and if shareholder, class of securities owned (if more than one is issued).

5. (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.

6. Ownership codes are: C – 25% but less than 50% D – 50% but less than 75% E – 75% or more F – Other General Partners

FULL LEGAL NAME (Individuals: Last Name, First Name, Middle Name)	Entity in Which Interest is Owned	Date Status Acquired		Status	Ownership Code	Control Person		CRD No. If None: S.S. No., IRS Tax No. or Employer ID.	Official Use Only
		MM	YY				PR		

Schedule C of FORM BD

AMENDMENTS TO SCHEDULES A & B

(Amendments to answers for Form BD Item 3)

(REV. 2/98)

Applicant Name: ______________________

Date: ______________ Firm CRD No.: ______________

OFFICIAL USE

1. This Schedule C is used to amend Schedules A and B of Form BD. Refer to those schedules for specific instructions for completing this Schedule C. **Complete each column.** File with a completed Execution Page (Page 1).

2. In the "Type of Amd." column, indicate "A" (addition), "D" (deletion), or "C" (change in information about the same *person*).

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

4. **List below all changes to Schedule A: (DIRECT OWNERS AND EXECUTIVE OFFICERS)**

FULL LEGAL NAME (Individuals: Last Name, First Name, Middle Name)	Type of Amd.	Date Title or Status Acquired		Title or Status	Ownership Code	Control Person		CRD No. If None: S.S. No., IRS Tax No. or Employer ID.	Official Use Only
		MM	YY				PR		

5. **List below all changes to Schedule B: (INDIRECT OWNERS)**

FULL LEGAL NAME (Individuals: Last Name, First Name, Middle Name)	Type of Amd.	Entity in Which Interest is Owned	Date Status Acquired		Status	Ownership Code	Control Person		CRD No. If None: S.S. No., IRS Tax No. or Employer ID.	Official Use Only
			MM	YY				PR		

Schedule D of FORM BD

CONTINUATION SHEET

(REV. 2/98)

Applicant
Name: ____________________

Date: ____________ Firm CRD No.: ____________

OFFICIAL USE

OFFICIAL USE ONLY

- Use this Schedule D to report details of answers to Form BD Items <u>except</u> Item 7 and the other Schedules.
- File with a completed Execution Page (Page 1).
- Use this Schedule D only to report new information or changes/updates to previously submitted details. Do not repeat previously submitted information.
- Provide complete and concise information.

Item of Form (Item # and Letter)	Answer

Schedule E of FORM BD

(REV. 2/98)

Applicant Name: ______

Date: ______ Firm CRD No.: ______

OFFICIAL USE

INSTRUCTIONS

Use this schedule to register or report branch offices or other business locations of the *applicant*. Repeat Items 1-12 for each branch office or other business location. Each item must be completed unless otherwise noted. Use additional copies of this schedule as necessary. If this branch office or other business location is using a name in connection with securities activities other than the *applicant's* name, such name must be reported under Item 1C(2) on Page 1 of this form.

Instructions for Items 1-8. Complete Items 1-8 for each entry except where noted.

Item 1. *Applicant* must check one box only. For initial filings all business locations would be checked **ADD**. Failure to check this item will result in an incomplete filing and a delay in processing.

Item 2. Complete for all entries. The address must be the physical location. Post Office box only designations are not sufficient and cannot be processed.

Item 3. Complete for all entries. Give Supervisor name (last, first, middle) as it appears on most recent Form U-4 filing.

Item 4. Complete ONLY when *applicant* changes the address for an existing business location.

Item 5. Complete for all entries (if available).

Item 6. Complete for all entries. Will represent opening, closing, or effective date of change for that business location. Schedule E form date will be substituted for the effective date if Item 6 is incomplete or missing.

Item 7. Complete for all entries. Check YES or NO to denote whether location will be an Office of Supervisory Jurisdiction (OSJ) as defined in the NASD Rules of Fair Practice, Article III Section 27.

Item 8. Complete branch i.d. or billing code for all entries (if appropriate).

Repeat Items 1-8 for each business location submitted on this filing.

---

1. You must check one box: ☐ Add ☐ Delete ☐ Amendment

Complete Item 4 only if you are changing the address for this office.

2. ______ Street
______ P.O. Box (if appropriate), Suite, Floor
______ City, State, Zip Code + 4

3. ______ Supervisor - Last, First, Middle Name

4. ______ Street
______ P.O. Box (if appropriate), Suite, Floor
______ City, State, Zip Code + 4

5. ______ CRD Number of Supervisor

6. ______ Effective Date (MM/DD/YY)

7. OSJ ☐ Yes ☐ No

8. I.D. or Code ______

---

1. You must check one box: ☐ Add ☐ Delete ☐ Amendment

Complete Item 4 only if you are changing the address for this office.

2. ______ Street
______ P.O. Box (if appropriate), Suite, Floor
______ City, State, Zip Code + 4

3. ______ Supervisor - Last, First, Middle Name

4. ______ Street
______ P.O. Box (if appropriate), Suite, Floor
______ City, State, Zip Code + 4

5. ______ CRD Number of Supervisor

6. ______ Effective Date (MM/DD/YY)

7. OSJ ☐ Yes ☐ No

8. I.D. or Code ______

---

1. You must check one box: ☐ Add ☐ Delete ☐ Amendment

Complete Item 4 only if you are changing the address for this office.

2. ______ Street
______ P.O. Box (if appropriate), Suite, Floor
______ City, State, Zip Code + 4

3. ______ Supervisor - Last, First, Middle Name

4. ______ Street
______ P.O. Box (if appropriate), Suite, Floor
______ City, State, Zip Code + 4

5. ______ CRD Number of Supervisor

6. ______ Effective Date (MM/DD/YY)

7. OSJ ☐ Yes ☐ No

8. I.D. or Code ______

---

1. You must check one box: ☐ Add ☐ Delete ☐ Amendment

Complete Item 4 only if you are changing the address for this office.

2. ______ Street
______ P.O. Box (if appropriate), Suite, Floor
______ City, State, Zip Code + 4

3. ______ Supervisor - Last, First, Middle Name

4. ______ Street
______ P.O. Box (if appropriate), Suite, Floor
______ City, State, Zip Code + 4

5. ______ CRD Number of Supervisor

6. ______ Effective Date (MM/DD/YY)

7. OSJ ☐ Yes ☐ No

8. I.D. or Code ______

Schedule DRP of FORM BD

(Answer for Form BD Item 7)
(REV. 2/98)

OFFICIAL USE

OFFICIAL USE ONLY

Applicant Name: ______

Date: ______ Firm CRD No.: ______

- This Schedule DRP must be filed upon occurrence of an event reportable under Item 7 of Form BD.
- Use a separate schedule for each event or proceeding. An event or proceeding may be reported for more than one *person* or entity using one Schedule DRP. File with a completed Execution Page (Page 1).
- One event may result in more than one "yes" answer in Item 7; if so, use only one schedule to report all information relating to the single event.
- Provide clear and concise answers for each item on this schedule.
- 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 schedule.

1. A. The *person(s)* or entity(ies) for whom this Schedule DRP is being filed is (are): (check only one box)

☐ The *Applicant* ☐ One or more *control affiliates* ☐ *Applicant* and one or more *control affiliates*

If this Schedule 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" in the space for the CRD Number.

Control Affiliate Name: ______ CRD No: ______
Control Affiliate Name: ______ CRD No: ______
Control Affiliate Name: ______ CRD No: ______
Control Affiliate Name: ______ CRD No: ______

B. If the *control affiliate* is registered through the CRD, has the *control affiliate* submitted a DRP (with Form U-4) or Schedule DRP to the CRD system for the event? YES ☐ NO ☐

If answer is no, then complete Items 2-9 below. If the answer is yes, no other information on this schedule must be provided, but a copy of the DRP or Schedule DRP submission must be attached.

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

2. This schedule DRP relates to the following questions in Item 7.

☐ 7A (1)(a)	☐ 7B (1)	☐ 7C (1)	☐ 7C (4)	☐ 7D (2)	☐ 7D (5)	☐ 7E (2)	☐ 7F	☐ 7I
☐ 7A (1)(b)	☐ 7B (2)(a)	☐ 7C (2)	☐ 7C (5)	☐ 7D (3)	☐ 7D (6)	☐ 7E (3)	☐ 7G	☐ 7J (1)
☐ 7A (2)	☐ 7B (2)(b)	☐ 7C (3)	☐ 7D (1)	☐ 7D (4)	☐ 7E (1)	☐ 7E (4)	☐ 7H	☐ 7J (2)

3. Is this schedule being filed to change or update any information regarding a previously reported event or *proceeding*? YES ☐ NO ☐

4. Who initiated this event or *proceeding*? (Enter name of firm, regulator, customer, etc.)

______

5. What type of event or *proceeding* was this? (i.e., Civil, Administrative, Criminal)

______

6. On what date was the event or *proceeding* initiated? ______

7. Identify the docket or case number of the event or *proceeding* (if any). ______

8. What were the allegations against the *applicant* and/or *control affiliate*? (Include amounts of actual or alleged damages or claims, the type of product involved, and the name of the broker-dealer, if different from the current *applicant.*)

______

9. A. What is the current status of the event or *proceeding*? ______

B. On what date was this status reached? ______

C. What was the result? (Include *felony/misdemeanor*, a description of the penalties, amount of fine, payment or settlement, terms of the disposition, length of suspension or restriction, etc.)

______

10. You may provide a brief summary of this event or *proceeding* (Optional). (Your information must fit within the space provided.)

______