

LIST OF FORM NMA ATTACHMENTS

Provided below is a list of the attachments to Form NMA, some of which the applicant will be required to attach to the Form NMA depending on the applicant's proposed securities business.

Section I - GENERAL INFORMATION

A. Business Activities

Business Plan
Receipt of Funds and Securities Description

B. Securities Clearance and Settlement

Letter of Intent to Provide Clearing Services for the Applicant
Fully Disclosed Clearing Agreement
Secondary (piggyback) Clearing Agreement
Special Reserve Bank Account for the Exclusive Benefit of Customers
Clearing Corporation Membership
Depository Membership
Omnibus Agreement
Other Evidence of Arrangements with Banks or Other Provider

C. Communications and Operations Systems

Provisions for trading in high volatility securities (NTM 99-12)
OATS Subscriber Initiation and Registration Form
Order Entry and Execution System description
Service Bureau Agreement
Policies and procedures for securing against unauthorized access to systems
Policies and procedures concerning Trading Activity Fee requirements
Vendor Service Agreement

D. Discretionary Accounts

Discretionary Account Agreement
Criteria for permitting account executives to handle discretionary accounts
Policies and procedures for accepting or rejecting discretionary accounts

E. Suitability and Disclosure

Disclosure of product risks
Due Diligence Process description
Suitability of Investments Evaluation checklist
Suitability of Investments Evaluation

F. Solicitation

Proposed Sales Script or other guidance for phone solicitations

G. Ownership and Organization Structure

Ownership Organizational Chart (depicting ownership hierarchy of applicant)
Conduct of foreign securities business (description)
Consent to Service of Process

For the Applicant

Articles of Incorporation
Corporate By-Laws
Resolutions Appointing Corporate Officers
Partnership Agreement
Resolutions Appointing Corporate Officers
Limited Liability Company Operating Agreement
Document Related to Applicant Being Other Entity Type

For Direct Owners of the Applicant

Articles of Incorporation
Corporate By-Laws
Partnership Agreement
Limited Liability Company Operating Agreement
Copy of Trust Deed
Document Related to Direct Owner Being Other Entity Type

For Indirect Owners of the Applicant

Articles of Incorporation
Corporate By-Laws
Resolutions Appointing Corporate Officers

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Limited Liability Company Operating Agreement

Partnership Agreement

Copy of the Trust Deed

Document Related to Indirect Owner Being Other Entity Type

Other Direct or Indirect Controlling Entity Description

H. Disciplinary History

Description of how Applicant meets Rule 1014(a)(3), including overcoming rebuttable presumption as applicable.

J. Lost and Stolen Securities Registration

Copy of application for registration in the SIC's Lost and Stolen Securities Registration Program

Copy of applicant's written notification to SIC stating the reasons why the applicant qualifies for an exemption under SEC Rule 17f-1

Copy of written confirmation of applicant's exemption from SIC registration

Copy of evidence of registration for FINS number

SECTION II - BUSINESS LINES

BDR - Broker or Dealer Retailing Corporate Equity Securities

Explanation of how penny stock recommendations are exempt from SEC Rules 15g-1 and 15g-9

Penny stock disclosure

BNA - Broker or Dealer Involved in Networking, Kiosk or Similar Arrangements with Bank, Savings Bank or Association or Credit

Description of offering products and services of affiliated institutions

Copy of Rule 2350(c)(3) written acknowledgment to customers

List of Financial Institution Proprietary products offered by BNA

Description regarding soliciting customers of the financial institution

Copy of agreement authorizing debit/credit privileges

Description of how financial institution will be compensated for the arrangement by the firm

Description of how firm representatives will be compensated

Networking and Brokerage Affiliate Agreements

Policy/procedure for providing SEC No Action Letter (Chubb Letter) to financial institution

Description of steps taken to distinguish Applicant's services from that of the financial institution

Copy of written supervisory procedures for periodic inspection of each location

Copy of written supervisory procedures governing activities on premises of financial institution

EMC Exchange member engaged in exchange commission business other than floor activities

EMF - Exchange member engaged in floor activities

Detailed description of commission business other than floor activities (EMC)

Detailed description of floor activities (EMF)

Foreign Securities Business

Analysis, Steps, Policies and Procedures to address Risks of Fails to Receive and Deliver Foreign Securities

GSB - Government Securities Broker; GSD - Government Securities Dealer

Report on Finances and Operations of Government Securities Brokers and Dealers (GSB)

Report on Finances and Operations of Government Securities Brokers and Dealers (GSD)

IAD - Investment Advisory Services

Copy of Form ADV

Investment Advisory Services contract or agreement (with customers)

IDM - Inter-Dealer Market Maker

Proposed Payment for Order Flow Agreement

Copy of Application to Nasdaq for MMID or MPID

Nasdaq Service Agreement

Trade Execution Agreement

Copy of Application for registration as Nasdaq Market Maker

INA - Broker or dealer involved in a networking, kiosk or similar arrangement with an insurance company or agency

Description of offering products and services of affiliated institutions

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List of Financial Institution proprietary products offered by the firm
Description of soliciting customers of the financial institution
Copy of agreement authorizing debit/credit privileges
Description of how customer funds or securities will be processed
Description of how financial institution will be compensated for the arrangement by the firm
Description of how the firm conducting INA business will compensate its representatives
Networking and Brokerage Affiliate Agreements
Policy/procedure for providing SEC No Action Letter to financial institution
Description of steps taken to distinguish Applicant's services from that of the financial institution
Copy of WSP for periodic inspection of each location
Copy of WSP governing activities on premises of financial institution
Other - Mergers and Acquisitions Advisory Services
Description of compensation for personnel involved in M&A activities
Description of supervision for M&A activities
Description of how firm will conduct M&A business
Copy of sample engagement letter (or equivalent document) for M&A services
MFR - Mutual Fund Retailer
Evidence of Special Bank Account for the Exclusive Benefit of Customers (wire order business)
Evidence of FundSERV membership
Samples of mutual fund retail marketing materials
Copy of sample(s) of mutual fund switch letters
Copy of draft or executed mutual fund retail selling agreement
Sample Section 529 customer disclosure document(s)
MFU - Mutual Fund Underwriter
Disclosure of business relationships between firm (mutual fund underwriter) and fund issuer(s)
Draft or executed agreements for mutual fund underwriter wholesaler arrangements
Description of proposed relationship between firm and mutual fund wholesaler
Samples of marketing materials for mutual fund underwriter
Copy of draft or executed mutual fund underwriter selling agreement
Sample Section 529 customer disclosure document(s)
MSD - Broker or Dealer Selling Municipal Securities
Copy of Form G-40 - Primary Contact Information
Copy of completed MSRB Form RTRS
Copy of MSRB Acknowledgment Letter
Description of how Applicant will provide Rule A-12 notification to MSRB
Policy/procedure for recording municipal securities revenue annually on Schedule I
Description of policy/procedure concerning MSD Trading Activity Fee requirements
Sample Section 529 customer disclosure document(s)
MSRB Notification about reporting muni transactions
MSU - Municipal Securities Underwriter
Disclosure language regarding control relationships with muni issuers
Section 529 customer disclosure document(s)
MSRB Form G-40 - Primary Contact Information
Copy of completed MSRB Form RTRS
Copy of MSRB Acknowledgment Letter
Description of how Applicant will provide Rule A-12 notification to MSRB
Policy/procedure for recording municipal securities revenue annually on Schedule I
Description of policy/procedure concerning MSU Trading Activity Fee requirements
MSRB Notification about reporting muni transactions
NEX - Non-exchange member effecting transactions in listed securities through exchange member
Description of proposed NEX activities
OLT - Broker or dealer offering or engaging in on-line and/or electronic trading
Description of suitability determination for solicited customer orders
Explanation of process for soliciting customer transactions online

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Statement of Rule 2310 suitability obligations for online recommendations
Explanation of how the firm will be compensated for its online securities services
Description of software (e.g systems and capacity) to be used in online securities business
Description of how online orders comply with SEC and NASD rules (e.g. short sale, limit order protection and display).
Chart depicting typical routing of online customer orders (from order entry to confirmation)
Description of how firm will ensure security of confidential customer information
OTHER - Operation of Alternative Trading Systems
Description of how ATS will address NTM 99-12
Description of ATS and its method of operations
Description of other systems to which ATS will provide access
Copy of draft or executed vendor agreement
Form ATS, SEC/Nasdaq documentation for establishment of ATS
Policy/procedure the firm will use to approve customer subscription applications
Copy of ATS subscriber agreement
Diagram of typical customer/subscriber transaction process
OTH - Other (i.e. Other Business Lines not Otherwise Covered in Form NMA)
Description of products and services to be offered.
PCB - Put and Call Broker
Registration with Market Surveillance for Exercise & Assignment Allocation Procedures
PIF - Broker or dealer selling interests in unregistered private investment funds
Explanation of absence of minimum net worth criteria for customers
Explanation of the firm accepting customers below the minimum net worth criteria
Description of any functions firm employees will perform for hedge funds and vice versa
Copy of sample agreement between with hedge funds
PLA - Private Placements
Policy/procedure governing private placements offered over the internet
Policy/procedure governing contingent offering transactions
Policy/procedure for ensuring that PIPE business complies with all rules and regulations
Evidence of Special Account for the Exclusive Benefit of Customers [SEC Rule 15c3-3(k)(2)(i) Account
OTH - Prime Brokerage Services
Prime brokerage agreement between prime broker and executing broker
Prime brokerage agreement between executing broker and customer
Agreement between prime broker and customer
Prime brokerage cross-guarantee arrangements between customers
Contracts with technology vendors and other service providers
Description of controls to implement SEC no-action letter on prime brokerage
Sample prime brokerage customer account form
Sample of records to be used to identify prime brokerage customers and executing brokers
OTH - Repo/Reverse Repo Transactions
Copy of 'Held in custody' reverse repo disclosure document
Description and chart depicting typical repo transaction
Copy of sample repurchase agreement
Sample repurchase ledger
Procedures to determine margin account deficits from repo transactions
Description of provisions made for custody of repo collateral
Due diligence process to assess risk factors for repo business (e.g. counterparty risk, collateral, etc.)
Repo internal control procedures to mitigate risks
OTH - Soft Dollar Arrangements and/or Research Services
Description of other services offered
Description of restrictions on personal trading by analysts
Description of compensation arrangements and copy of proposed all agreements
Description of process for commission rebates to and/or bill by on behalf of customers

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Description of how soft dollar commissions are tracked , accrued and disbursed

Copy/ies of sample books and records for soft dollar/research business

Sample copies of research reports

OTH - Securities Clearance and Settlement

Evidence of application or membership in a clearing corporation and depository

Proof of registration as "Direct Enquirer" with Securities Information Center

Proof of registration for FINS number with DTCC

Description of in-house software (including testing & adaptability for processing and reports)

Description of provisions for testing vendor systems and plan for integration with internal systems

Copy of contract or description of provisions for servicing/maintaining/training for the computer system

Procedures for compliance with possession and control requirements of SEC Rule 15c3-3

Procedures to pursuant to which Reg T and Rule 15c3-3 extension requests should be made

Copy of computer vendor agreement

OTH - Securities Lending

Description of how record of transaction will be generated

Copy of Securities Lending Agreement (for domestic securities)

Copy of Securities Lending Agreement (non-US securities)

Copy of Agreement with providers of securities lending software

Copy of vendor agreement evidencing compliance with Agency Lending Disclosure Initiative

Description of communications and operational systems to satisfy NTM 05-45

Copy of documentation evidencing financial controls for securities lending business

Sample records for a typical securities transaction and chart depicting transaction

SSL - Solicitor of Time Deposits in a Financial Institution

Explanation of basis on which instruments to be offered are exempt from registration

Explanation of how brokered CDs will be priced

Copy of proposed sales literature and correspondence

Copy of confirmation and account statement disclosures for brokered CD purchases

Sample/copy of agreement to sell CDs (e.g. with the originating financial institution)

TAP - Broker or dealer selling tax shelters or limited partnerships in primary distributions

TAS - Broker or dealer selling tax shelters or limited partnerships in the secondary market

Copy of document disclosing affiliated company relationship and fees earned by the firm

Description of products to be offered for trading in the secondary market

TRA - Trading Securites for the Firm's Own Account

Copy of proposed agreement for payment for order flow

Copy of Application to Nasdaq for an MPID

Copy of Nasdaq Service Agreements

USG - Underwriter/Selling Group Member (corporate securities other than mutual funds)

Pro forma analysis of ability to meet open contractual commitment charges

Description of additional sources of capital to meet additional capital demands

Documentation evidencing arrangements for additional financing

Description of the syndicate management/settlement procedures

VLA - Broker or dealer selling variable life insurance or annuities

Sample advertisement, sales literature and sales material

New account form/client acceptance form

1035 exchange or replacement form

Prospectus receipts

Sample contract delivery receipt(s)

Sample sales and/ore distribution agreements

Disclosure document for VLA product

Document to evidence delivery of products contract

SECTION III - PERSONNEL

Attestations for Non-registered Persons/Persons Not Required to Register

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- Contingency plan when the sole General Principal is unavailable (if seeking 2 Principal waiver)
- Description of how producing supervisors will divide their time
- Description of professional background for each proposed Associated Person
- Description of why applicant is able to meet Rule 1014(a)(3) (where history includes events listed in 1014(a)(3))
- Management organizational chart
- Description of system, policy, procedure to enable prompt access to books and records for Part Time FinOp
- Description of how part-time FinOp will discharge duties
- Description of procedure to be followed in the event of net capital deficiency situation
- Description of how part-time Principal/RR will discharge duties
- Description of systems, policies, procedures to enable prompt access for Part Time Principal (not - FinOp)
- Description of Associated Person's responsibilities with Applicant
- Copy of agreement governing the Applicant's proposed relationship with consultant
- Explanation supporting Two Principal Waiver Reequst

SECTION IV - NET CAPITAL AND SOURCES OF FUNDING

- Copy of expense sharing agreement
- Copy of agreement, provision, other arrangement between Applicant and Source of Funding
- Corporate minutes/corporate resolution approving funding to Applicant
- Bank deposit receipts for deposits made by Source
- Bank Statement evidencing transfer of funds from Source
- Brokerage statements evidencing funding withdrawals from Source and statements for the two prior months
- Copy of cancelled checks of Source
- Corporate minutes/document accepting capital contributions
- Other Source documentation (not otherwise listed in Form NMA)
- Wire advice(s) via which Source requested transfer of funds
- Description of anticipated sources of future funding
- Description of provision of Customer Protection Rule to which Applicant will be subject
- Applicant's Computation of Net Capital
- Monthly projection of income and expenses for the first 12 months
- Economic rationale for the monthly projections
- Supporting documentation for all allowable assets and all liabilities recorded in FOCUS filing
- Description of Applicant's business with respect to Net Capital and/or Customer Protection Rules (i.e. additional description as necessary)

SECTION V - CONTRACTUAL AND BUSINESS ARRANGEMENTS

- Copy of Form SIPC-3 - Certification of Exclusion from Membership
- Fidelity Bond Agreement and Cancellation Rider
- Administrative Service Agreement (e.g. agreement with affiliate)
- Other product or service agreement (e.g. with affiliate)
- Audit Engagement Letter
- Designation of Accountant Form

SECTION VI - POLICIES AND PROCEDURES

- Business Continuity Plan
- Description of capacity of online systems to be used (e.g. handling large volume of users, outages, data recovery)
- Business Continuity Agreement (other than Applicant's Business Continuity Plan)
- Disclosure statement to customers regarding business continuity plan
- Anti Money Laundering Policies and Procedures
- AML checklist
- Written Supervisory Procedures per Rule 3010
- Written Supervisory Procedures checklist
- Controls and Mechanisms to Supervise Activities of Producing Broker
- Internal and Financial Control Policies and Procedures Checklist
- Written Internal Operating Procedures (if separate from WSPs)
- Procedures for handling customer funds/securities
- Policies/procedures for reconciling bank accounts and clearing statements
- Description of satisfying FOCUS filing requirements
- Written Supervisory Control Procedures
- Internal Control Policies and Procedures
- Exception Reports

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Continuing Education Training Needs Assessment and Written Training Plan
Continuing Education Plan Checklist

SECTION VII - FACILITIES

Agreement with Entity with which Applicant will be sharing space
Description of call center services to be offered at the location
Lease
Floor plan (demarcating Applicant's space, as applicable)
Copy of Branch Franchise Agreement
Agreement with Person or Entity Paying the Expenses of a Branch location
Description of investment-related activities at the location and the persons involved
Agreement with Entity Sharing Space (non-branch)
Non-branch lease
Non-branch Floor plan (demarcating Applicant's space, as applicable)
Description of all non-branch activities
Agreement with Person or Entity Paying the Expenses of a non-branch location
Agreement the Applicant may have with the person or entity governing the arrangements for non-branch expenses

SECTION VIII - RECORDKEEPING

Description of proposed recordkeeping system
Copy of proof of notice pursuant to SEC Rule 17a-4(f)(2)(ii) for electronic storage of books and records
Cash and/or checks receipts and disbursements/forwarded blotter
Copy of transaction confirmation
Chart of accounts for the general ledger
List/description exception reports Applicant proposes to utilize
Margin agreement
Margin disclosure statement
Customer New Account Form
Sample options account form (if different from customer new account form)
Sample order tickets
Purchase and sales blotter/daily transaction or activity report
Receipt and delivery of securities blotter
Copy of allocation methodologies for PAIB account
Copy of PAIB agreement
PAIB Reserve Account Agreement
List of all reports pursuant to Rule 3230
Sample of all records to be created and maintained