**FINRA**

**Ownership Change Application Items**

1. A detailed description of the proposed ownership change transaction of the firm (Transaction). This should address the how payment will be made.

2. Pre- and post-Transaction organization charts indicating the corporate ownership structure for the firm. Be sure to identify all owners pre-and post- Transaction, and their percentages of ownership and the entity in which these interests are owned.

3. A copy of the Purchase Agreement or other documentation pursuant to which the firm will be acquired.

4. For the Transaction, provide the following:

* 1. A detailed description of the sources of the funds to be used to effect the Transaction;
  2. A description of the purchaser’s ability to fund the firm going forward, should the need arise, along with supporting documentation;
  3. If some payment has already been made, (i) provide evidence of payment (*e.g*., wire advice) to the seller(s); and (ii) evidence of the firm’s receipt of payment (*e.g*., bank statement or other evidence of deposit);
  4. A statement concerning impact of the Transaction on the firm’s board of directors or equivalent body; and
  5. A statement outlining whether the acquiring fund’s personnel will have any direct or indirect role in the firm’s securities business.

5. Indicate whether there will be a new holding company for the firm and, if so, provide copies of formation documentation evidencing creation of this holding company.

6. Copies of any corporate resolutions, minutes and other equivalent documentation authorizing sale of the Transaction.

7. Regarding the impact of the Transaction on the firm’s business, statements indicating whether and, if so, to what extent, there will be changes to or impacts on any of the following aspects of the firm:

* 1. Business activities, including lines of business, how transactions will be effected.
  2. Supervisory structure of the firm, including any changes to the principals currently managing the firm’s business.
  3. The roles and responsibilities of any principals of the firm affected by this Transaction; *e.g.*, whether they will have any new duties as a result of this Transaction. If so, please identify each such person, their CRD numbers, and their new roles and responsibilities.
  4. Contractual and business arrangements.
  5. Operational capacity and capabilities.
  6. Employee relationships (*e.g*., employment agreements and similar arrangements).
  7. Location(s) from which business will be conducted, including any plans to relocate and operate additional offices.
  8. Capitalization of the firm.