

Required fields are shown with yellow backgrounds and asterisks.

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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
Form 19b-4

File No.* SR - 2011 - * 048

Amendment No. (req. for Amendments *)

Proposed Rule Change by Financial Industry Regulatory Authority
Pursuant to Rule 19b-4 under the Securities Exchange Act of 1934Initial * ☒ Amendment * ☐ Withdrawal ☐Section 19(b)(2) * ☐ Section 19(b)(3)(A) * ☒ Section 19(b)(3)(B) * ☐

Rule

Pilot ☐ Extension of Time Period
for Commission Action * ☐ Date Expires * ☒ 19b-4(f)(1) ☐ 19b-4(f)(4)
☐ 19b-4(f)(2) ☐ 19b-4(f)(5)
☐ 19b-4(f)(3) ☐ 19b-4(f)(6)Exhibit 2 Sent As Paper Document
☐Exhibit 3 Sent As Paper Document
☒**Description**

Provide a brief description of the proposed rule change (limit 250 characters, required when Initial is checked *).

Proposed Rule Change to Revise the Series 38 Examination Program

Contact Information

Provide the name, telephone number and e-mail address of the person on the staff of the self-regulatory organization prepared to respond to questions and comments on the proposed rule change.

First Name * Afshin Last Name * Atabaki
Title * Assistant General Counsel
E-mail * afshin.atabaki@finra.org
Telephone * (202) 728-8902 Fax (202) 728-8264**Signature**

Pursuant to the requirements of the Securities Exchange Act of 1934,

has duly caused this filing to be signed on its behalf by the undersigned thereunto duly authorized officer.

Date 09/07/2011

By Patrice M. Gliniecki
(Name *)

Senior Vice President and Deputy General Counsel

(Title *)

NOTE: Clicking the button at right will digitally sign and lock
this form. A digital signature is as legally binding as a physical
signature, and once signed, this form cannot be changed.

Patrice Gliniecki,

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

For complete Form 19b-4 instructions please refer to the EDFS website.

Form 19b-4 Information (required)

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The self-regulatory organization must provide all required information, presented in a clear and comprehensible manner, to enable the public to provide meaningful comment on the proposal and for the Commission to determine whether the proposal is consistent with the Act and applicable rules and regulations under the Act.

Exhibit 1 - Notice of Proposed Rule Change (required)

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The Notice section of this Form 19b-4 must comply with the guidelines for publication in the Federal Register as well as any requirements for electronic filing as published by the Commission (if applicable). The Office of the Federal Register (OFR) offers guidance on Federal Register publication requirements in the Federal Register Document Drafting Handbook, October 1998 Revision. For example, all references to the federal securities laws must include the corresponding cite to the United States Code in a footnote. All references to SEC rules must include the corresponding cite to the Code of Federal Regulations in a footnote. All references to Securities Exchange Act Releases must include the release number, release date, Federal Register cite, Federal Register date, and corresponding file number (e.g., SR-[SRO]-xx-xx). A material failure to comply with these guidelines will result in the proposed rule change being deemed not properly filed. See also Rule 0-3 under the Act (17 CFR 240.0-3)

Exhibit 2 - Notices, Written Comments, Transcripts, Other Communications

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Exhibit Sent As Paper Document

☐

Copies of notices, written comments, transcripts, other communications. If such documents cannot be filed electronically in accordance with Instruction F, they shall be filed in accordance with Instruction G.

Exhibit 3 - Form, Report, or Questionnaire

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Exhibit Sent As Paper Document

☒

Copies of any form, report, or questionnaire that the self-regulatory organization proposes to use to help implement or operate the proposed rule change, or that is referred to by the proposed rule change.

Exhibit 4 - Marked Copies

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The full text shall be marked, in any convenient manner, to indicate additions to and deletions from the immediately preceding filing. The purpose of Exhibit 4 is to permit the staff to identify immediately the changes made from the text of the rule with which it has been working.

Exhibit 5 - Proposed Rule Text

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The self-regulatory organization may choose to attach as Exhibit 5 proposed changes to rule text in place of providing it in Item I and which may otherwise be more easily readable if provided separately from Form 19b-4. Exhibit 5 shall be considered part of the proposed rule change.

Partial Amendment

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If the self-regulatory organization is amending only part of the text of a lengthy proposed rule change, it may, with the Commission's permission, file only those portions of the text of the proposed rule change in which changes are being made if the filing (i.e. partial amendment) is clearly understandable on its face. Such partial amendment shall be clearly identified and marked to show deletions and additions.

1. Text of Proposed Rule Change

(a) Pursuant to the provisions of Section 19(b)(1) of the Securities Exchange Act of 1934 (“Act” or “SEA”),¹ Financial Industry Regulatory Authority, Inc. (“FINRA”) (f/k/a National Association of Securities Dealers, Inc. (“NASD”)) is filing with the Securities and Exchange Commission (“SEC” or “Commission”) revisions to the content outline and selection specifications for the Canada Securities Representative (Series 38) examination program.² The proposed revisions update the material to reflect changes to the laws, rules and regulations covered by the examination and to better reflect the functions and associated tasks performed by a Canada Securities Representative and the relationships between the different components of the outline. FINRA is not proposing any textual changes to the By-Laws, Schedules to the By-Laws, or Rules of FINRA.

The revised content outline is attached. The Series 38 selection specifications have been submitted to the Commission under separate cover with a request for confidential treatment pursuant to SEA Rule 24b-2.³

(b) Not applicable.

(c) Not applicable.

¹ 15 U.S.C. 78s(b)(1).

² FINRA also is proposing corresponding revisions to the Series 38 question bank, but based upon instruction from the Commission staff, FINRA is submitting SR-FINRA-2011-048 for immediate effectiveness pursuant to Section 19(b)(3)(A) of the Act and Rule 19b-4(f)(1) thereunder, and is not filing the question bank for Commission review. See Letter to Alden S. Adkins, Senior Vice President and General Counsel, NASD Regulation, from Belinda Blaine, Associate Director, Division of Market Regulation, SEC, dated July 24, 2000. The question bank is available for Commission review.

³ 17 CFR 240.24b-2.

2. Procedures of the Self-Regulatory Organization

The proposed rule change was approved by the Board of Directors of FINRA Regulation, Inc. (then known as NASD Regulation, Inc.) at its meeting on January 24, 2001, which authorized the staff to propose modifications to examination programs, including content outlines, selection specifications, and question banks, and to file the proposed modifications with the SEC, without obtaining further or specific authorization from the Board of Directors of FINRA Regulation, Inc. The Board of Governors of FINRA (then known as NASD) had an opportunity to review that action at its meeting on January 25, 2001. No other action by FINRA is necessary for the filing of the proposed rule change.

As further discussed below, FINRA is filing the proposed rule change for immediate effectiveness. FINRA proposes to implement the revised Series 38 examination program on November 7, 2011. FINRA will announce the proposed rule change and the implementation date in a Regulatory Notice.

3. Self-Regulatory Organization's Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

(a) Purpose

Section 15A(g)(3) of the Act⁴ authorizes FINRA to prescribe standards of training, experience, and competence for persons associated with FINRA members. In accordance with that provision, FINRA has developed examinations that are designed to establish that persons associated with FINRA members have attained specified levels of competence and knowledge, consistent with applicable registration requirements under

⁴ 15 U.S.C. 78o-3(g)(3).

FINRA Rules. FINRA periodically reviews the content of the examinations to determine whether revisions are necessary or appropriate in view of changes pertaining to the subject matter covered by the examinations.

NASD Rules and the rules incorporated from NYSE⁵ require that a “representative,” as defined in the respective rules,⁶ register and qualify as a General Securities Representative,⁷ subject to certain exceptions. For those representatives who are not engaged in municipal securities activities, the NASD and NYSE Rules provide that registration and qualification as a Canada Securities Representative is equivalent to registration and qualification as a General Securities Representative.⁸

⁵ The current FINRA rulebook consists of (1) FINRA Rules; (2) NASD Rules; and (3) rules incorporated from NYSE (“Incorporated NYSE Rules”) (together, the NASD Rules and Incorporated NYSE Rules are referred to as the “Transitional Rulebook”). While the NASD Rules generally apply to all FINRA members, the Incorporated NYSE Rules apply only to those members of FINRA that are also members of the NYSE (“Dual Members”). The FINRA Rules apply to all FINRA members, unless such rules have a more limited application by their terms. For more information about the rulebook consolidation process, see Information Notice, March 12, 2008 (Rulebook Consolidation Process). For convenience, the Incorporated NYSE Rules are referred to as the NYSE Rules.

⁶ See NASD Rule 1031(b) and NYSE Rule 10.

⁷ See NASD Rules 1031(a) and 1032(a); NYSE Rules 345.10 and 345.15(2); and NYSE Rule Interpretation 345.15/02.

⁸ See NASD Rule 1032(a)(2)(C) and NYSE Information Memorandum 96-06 (March 1996). FINRA is filing proposed revisions to the Series 7 examination program in conjunction with this filing. See SR-FINRA-2011-045.

The Series 38 examination is a FINRA examination that qualifies an individual to function as a Canada Securities Representative.⁹

A committee of industry representatives, together with FINRA staff, recently undertook a review of the Series 38 examination program. As a result of this review, FINRA is proposing to make revisions to the content outline to reflect changes to the laws, rules and regulations covered by the examination and to better reflect the functions and associated tasks performed by a Canada Securities Representative and the relationship between the different components of the content outline.

Current Outline

The current Series 38 content outline is divided into six topics. The following are the number of questions associated with each of the six topics, denoted I through VI:

I: 16 questions

II: 10 questions

III: 4 questions

IV: 5 questions

⁹ Both the Series 37 examination and the Series 38 examination are FINRA examinations that qualify an individual to function as a Canada Securities Representative. In either case, candidates must also satisfy certain prerequisite training and competence requirements of the Canadian regulators and be registered and in good standing with the appropriate Canadian regulator. However, candidates for the Series 38 examination are subject to the following additional Canadian prerequisite. They must complete either: (1) the Options Licensing Course and the Derivatives Fundamental Course; or (2) the Canadian Options Course. More information regarding the prerequisite requirements is available on FINRA's website at: <http://www.finra.org/Industry/Compliance/Registration/QualificationsExams/RegisteredReps/Qualifications/P121265>. FINRA is filing proposed revisions to the Series 37 examination program in conjunction with this filing. See SR-FINRA-2011-047.

V: 4 questions

VI: 6 questions

The topics include: Federal and State Laws and Industry Regulations; Investments; Margin; Retirement Plans; Variable Annuities; and Taxation.¹⁰

Proposed Revisions

FINRA is proposing to divide the Series 38 content outline into five major job functions performed by a Canada Securities Representative. The following are the five major job functions, denoted F1 through F5, and the number of questions associated with each of the five functions:

- F1: Seeks Business for the Broker-Dealer through Customers and Potential Customers, 7 questions;
- F2: Evaluates Customers' Other Security Holdings, Financial Situation and Needs, Financial Status, Tax Status, and Investment Objectives, 7 questions;
- F3: Opens Accounts, Transfers Assets, and Maintains Appropriate Account Records, 12 questions;
- F4: Provides Customers with Information on Investments and Makes Suitable Recommendations, 10 questions; and
- F5: Obtains and Verifies Customer's Purchase and Sales Instructions, Enters Orders, and Follows Up, 9 questions.

Additionally, each job function includes certain tasks describing activities associated with performing that function. FINRA is proposing to revise the outline to better reflect the functions and associated tasks performed by a Canada Securities Representative.

¹⁰ Unlike the Series 37 examination, the Series 38 examination does not include test questions that assess knowledge of options since individuals wishing to sit for the Series 38 examination are already subject to the Canadian options prerequisite noted above.

The revised content outline also includes a knowledge section describing the underlying knowledge required to perform the major job functions and associated tasks and a rule section listing the laws, rules and regulations related to the job functions, associated tasks and knowledge statements. There are cross-references within each section to the other applicable sections.

As noted above, FINRA also is proposing to revise the content outline to reflect changes to the laws, rules and regulations covered by the examination. Among other revisions, FINRA is proposing to revise the content outline to reflect the adoption of rules in the consolidated FINRA rulebook (e.g., FINRA Rule 3240 (Borrowing From or Lending to Customers)).

FINRA is proposing similar changes to the Series 38 selection specifications and question bank. The number of questions on the Series 38 examination will remain at 45 multiple-choice questions, and candidates will continue to have 75 minutes to complete the examination.

Currently, a score of 70 percent is required to pass the examination. A score of 72 percent will be required to pass the revised examination.

Availability of Content Outlines

The revised Series 38 content outline will be available on FINRA's website, at www.finra.org/brokerqualifications/exams.

FINRA is filing the proposed rule change for immediate effectiveness. FINRA proposes to implement the revised Series 38 examination program on November 7, 2011. FINRA will announce the proposed rule change and the implementation date in a Regulatory Notice.

(b) Statutory Basis

FINRA believes that the proposed revisions to the Series 38 examination program are consistent with the provisions of Section 15A(b)(6) of the Act,¹¹ which requires, among other things, that FINRA rules must be designed to prevent fraudulent and manipulative acts and practices, to promote just and equitable principles of trade, and, in general, to protect investors and the public interest, and Section 15A(g)(3) of the Act,¹² which authorizes FINRA to prescribe standards of training, experience, and competence for persons associated with FINRA members. FINRA believes that the proposed revisions will further these purposes by updating the examination program to reflect changes to the laws, rules and regulations covered by the examination and to better reflect the functions and associated tasks performed by a Canada Securities Representative.

4. Self-Regulatory Organization's Statement on Burden on Competition

FINRA does not believe that the proposed rule change will result in any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act.

5. Self-Regulatory Organization's Statement on Comments on the Proposed Rule Change Received from Members, Participants, or Others

Written comments were neither solicited nor received.

6. Extension of Time Period for Commission Action

Not applicable.

¹¹ 15 U.S.C. 78o-3(b)(6).

¹² 15 U.S.C. 78o-3(g)(3).

7. Basis for Summary Effectiveness Pursuant to Section 19(b)(3) or for Accelerated Effectiveness Pursuant to Section 19(b)(2)

The proposed rule change is effective upon filing pursuant to Section 19(b)(3)(A)(i) of the Act¹³ and Rule 19b-4(f)(1) thereunder,¹⁴ in that the proposed rule change constitutes a stated policy, practice, or interpretation with respect to the meaning, administration, or enforcement of an existing rule of FINRA. FINRA proposes to implement the revised Series 38 examination program on November 7, 2011. FINRA will announce the implementation date in a Regulatory Notice.

8. Proposed Rule Change Based on Rules of Another Self-Regulatory Organization or of the Commission

Not applicable.

9. Exhibits

Exhibit 1. Completed notice of proposed rule change for publication in the Federal Register.

Exhibit 3a. Revised Content Outline for the Series 38 Examination.

Exhibit 3b. Revised Selection Specifications for the Series 38 Examination.

FINRA has requested confidential treatment for the Series 38 revised selection specifications, and thus the specifications are omitted from this filing. The Series 38 revised selection specifications have been filed separately with the Commission pursuant to SEA Rule 24b-2.¹⁵

Exhibit 3c. Letter to Alden S. Adkins, Senior Vice President and General

¹³ 15 U.S.C. 78s(b)(3)(A)(i).

¹⁴ 17 CFR 240.19b-4(f)(1).

¹⁵ 17 CFR 240.24b-2.

Counsel, NASD Regulation, Inc. from Belinda Blaine, Associate Director, Division of
Market Regulation, SEC, dated July 24, 2000.

EXHIBIT 1

SECURITIES AND EXCHANGE COMMISSION

(Release No. 34- ; File No. SR-FINRA-2011-048)

Self-Regulatory Organizations; Financial Industry Regulatory Authority, Inc.; Notice of Filing and Immediate Effectiveness of Proposed Rule Change to Revise the Series 38 Examination Program

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (“Act”)¹ and Rule 19b-4 thereunder,² notice is hereby given that on , Financial Industry Regulatory Authority, Inc. (“FINRA”) (f/k/a National Association of Securities Dealers, Inc. (“NASD”)) filed with the Securities and Exchange Commission (“SEC” or “Commission”) the proposed rule change as described in Items I and II below, which Items have been prepared by FINRA. FINRA has designated the proposed rule change as “constituting a stated policy, practice, or interpretation with respect to the meaning, administration, or enforcement of an existing rule” under Section 19(b)(3)(A)(i) of the Act³ and Rule 19b-4(f)(1) thereunder,⁴ which renders the proposal effective upon receipt of this filing by the Commission. The Commission is publishing this notice to solicit comments on the proposed rule change from interested persons.

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

³ 15 U.S.C. 78s(b)(3)(A)(i).

⁴ 17 CFR 240.19b-4(f)(1).

I. Self-Regulatory Organization's Statement of the Terms of Substance of the Proposed Rule Change

FINRA is filing revisions to the content outline and selection specifications for the Canada Securities Representative (Series 38) examination program.⁵ The proposed revisions update the material to reflect changes to the laws, rules and regulations covered by the examination and to better reflect the functions and associated tasks performed by a Canada Securities Representative and the relationships between the different components of the outline. FINRA is not proposing any textual changes to the By-Laws, Schedules to the By-Laws, or Rules of FINRA.

The revised content outline is attached. The Series 38 selection specifications have been submitted to the Commission under separate cover with a request for confidential treatment pursuant to SEA Rule 24b-2.⁶

The text of the proposed rule change is available on FINRA's website at <http://www.finra.org>, at the principal office of FINRA and at the Commission's Public Reference Room.

II. Self-Regulatory Organization's Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

In its filing with the Commission, FINRA included statements concerning the purpose of and basis for the proposed rule change and discussed any comments it

⁵ FINRA also is proposing corresponding revisions to the Series 38 question bank, but based upon instruction from the Commission staff, FINRA is submitting SR-FINRA-2011-048 for immediate effectiveness pursuant to Section 19(b)(3)(A) of the Act and Rule 19b-4(f)(1) thereunder, and is not filing the question bank for Commission review. See Letter to Alden S. Adkins, Senior Vice President and General Counsel, NASD Regulation, from Belinda Blaine, Associate Director, Division of Market Regulation, SEC, dated July 24, 2000. The question bank is available for Commission review.

⁶ 17 CFR 240.24b-2.

received on the proposed rule change. The text of these statements may be examined at the places specified in Item IV below. FINRA has prepared summaries, set forth in sections A, B, and C below, of the most significant aspects of such statements.

A. Self-Regulatory Organization's Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

1. Purpose

Section 15A(g)(3) of the Act⁷ authorizes FINRA to prescribe standards of training, experience, and competence for persons associated with FINRA members. In accordance with that provision, FINRA has developed examinations that are designed to establish that persons associated with FINRA members have attained specified levels of competence and knowledge, consistent with applicable registration requirements under FINRA Rules. FINRA periodically reviews the content of the examinations to determine whether revisions are necessary or appropriate in view of changes pertaining to the subject matter covered by the examinations.

NASD Rules and the rules incorporated from NYSE⁸ require that a “representative,” as defined in the respective rules,⁹ register and qualify as a General

⁷ 15 U.S.C. 78o-3(g)(3).

⁸ The current FINRA rulebook consists of (1) FINRA Rules; (2) NASD Rules; and (3) rules incorporated from NYSE (“Incorporated NYSE Rules”) (together, the NASD Rules and Incorporated NYSE Rules are referred to as the “Transitional Rulebook”). While the NASD Rules generally apply to all FINRA members, the Incorporated NYSE Rules apply only to those members of FINRA that are also members of the NYSE (“Dual Members”). The FINRA Rules apply to all FINRA members, unless such rules have a more limited application by their terms. For more information about the rulebook consolidation process, see Information Notice, March 12, 2008 (Rulebook Consolidation Process). For convenience, the Incorporated NYSE Rules are referred to as the NYSE Rules.

⁹ See NASD Rule 1031(b) and NYSE Rule 10.

Securities Representative,¹⁰ subject to certain exceptions. For those representatives who are not engaged in municipal securities activities, the NASD and NYSE Rules provide that registration and qualification as a Canada Securities Representative is equivalent to registration and qualification as a General Securities Representative.¹¹

The Series 38 examination is a FINRA examination that qualifies an individual to function as a Canada Securities Representative.¹²

A committee of industry representatives, together with FINRA staff, recently undertook a review of the Series 38 examination program. As a result of this review, FINRA is proposing to make revisions to the content outline to reflect changes to the laws, rules and regulations covered by the examination and to better reflect the functions and associated tasks performed by a Canada Securities Representative and the relationship between the different components of the content outline.

¹⁰ See NASD Rules 1031(a) and 1032(a); NYSE Rules 345.10 and 345.15(2); and NYSE Rule Interpretation 345.15/02.

¹¹ See NASD Rule 1032(a)(2)(C) and NYSE Information Memorandum 96-06 (March 1996). FINRA is filing proposed revisions to the Series 7 examination program in conjunction with this filing. See SR-FINRA-2011-045.

¹² Both the Series 37 examination and the Series 38 examination are FINRA examinations that qualify an individual to function as a Canada Securities Representative. In either case, candidates must also satisfy certain prerequisite training and competence requirements of the Canadian regulators and be registered and in good standing with the appropriate Canadian regulator. However, candidates for the Series 38 examination are subject to the following additional Canadian prerequisite. They must complete either: (1) the Options Licensing Course and the Derivatives Fundamental Course; or (2) the Canadian Options Course. More information regarding the prerequisite requirements is available on FINRA's website at: <http://www.finra.org/Industry/Compliance/Registration/QualificationsExams/RegisteredReps/Qualifications/P121265>. FINRA is filing proposed revisions to the Series 37 examination program in conjunction with this filing. See SR-FINRA-2011-047.

Current Outline

The current Series 38 content outline is divided into six topics. The following are the number of questions associated with each of the six topics, denoted I through VI:

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The topics include: Federal and State Laws and Industry Regulations; Investments; Margin; Retirement Plans; Variable Annuities; and Taxation.¹³

Proposed Revisions

FINRA is proposing to divide the Series 38 content outline into five major job functions performed by a Canada Securities Representative. The following are the five major job functions, denoted F1 through F5, and the number of questions associated with each of the five functions:

F1: Seeks Business for the Broker-Dealer through Customers and Potential Customers, 7 questions;

F2: Evaluates Customers' Other Security Holdings, Financial Situation and Needs, Financial Status, Tax Status, and Investment Objectives, 7 questions;

F3: Opens Accounts, Transfers Assets, and Maintains Appropriate Account Records, 12 questions;

¹³ Unlike the Series 37 examination, the Series 38 examination does not include test questions that assess knowledge of options since individuals wishing to sit for the Series 38 examination are already subject to the Canadian options prerequisite noted above.

F4: Provides Customers with Information on Investments and Makes Suitable Recommendations, 10 questions; and

F5: Obtains and Verifies Customer's Purchase and Sales Instructions, Enters Orders, and Follows Up, 9 questions.

Additionally, each job function includes certain tasks describing activities associated with performing that function. FINRA is proposing to revise the outline to better reflect the functions and associated tasks performed by a Canada Securities Representative.

The revised content outline also includes a knowledge section describing the underlying knowledge required to perform the major job functions and associated tasks and a rule section listing the laws, rules and regulations related to the job functions, associated tasks and knowledge statements. There are cross-references within each section to the other applicable sections.

As noted above, FINRA also is proposing to revise the content outline to reflect changes to the laws, rules and regulations covered by the examination. Among other revisions, FINRA is proposing to revise the content outline to reflect the adoption of rules in the consolidated FINRA rulebook (e.g., FINRA Rule 3240 (Borrowing From or Lending to Customers)).

FINRA is proposing similar changes to the Series 38 selection specifications and question bank. The number of questions on the Series 38 examination will remain at 45 multiple-choice questions, and candidates will continue to have 75 minutes to complete the examination.

Currently, a score of 70 percent is required to pass the examination. A score of 72 percent will be required to pass the revised examination.

Availability of Content Outlines

The revised Series 38 content outline will be available on FINRA's website, at www.finra.org/brokerqualifications/exams.

FINRA is filing the proposed rule change for immediate effectiveness. FINRA proposes to implement the revised Series 38 examination program on November 7, 2011. FINRA will announce the proposed rule change and the implementation date in a Regulatory Notice.

2. Statutory Basis

FINRA believes that the proposed revisions to the Series 38 examination program are consistent with the provisions of Section 15A(b)(6) of the Act,¹⁴ which requires, among other things, that FINRA rules must be designed to prevent fraudulent and manipulative acts and practices, to promote just and equitable principles of trade, and, in general, to protect investors and the public interest, and Section 15A(g)(3) of the Act,¹⁵ which authorizes FINRA to prescribe standards of training, experience, and competence for persons associated with FINRA members. FINRA believes that the proposed revisions will further these purposes by updating the examination program to reflect changes to the laws, rules and regulations covered by the examination and to better reflect the functions and associated tasks performed by a Canada Securities Representative.

¹⁴ 15 U.S.C. 78o-3(b)(6).

¹⁵ 15 U.S.C. 78o-3(g)(3).

B. Self-Regulatory Organization's Statement on Burden on Competition

FINRA does not believe that the proposed rule change will result in any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act.

C. Self-Regulatory Organization's Statement on Comments on the Proposed Rule Change Received from Members, Participants, or Others

Written comments were neither solicited nor received.

III. Date of Effectiveness of the Proposed Rule Change and Timing for Commission Action

The foregoing rule change has become effective pursuant to Section 19(b)(3)(A) of the Act¹⁶ and paragraph (f)(1) of Rule 19b-4 thereunder.¹⁷ FINRA proposes to implement the revised Series 38 examination program on November 7, 2011. FINRA will announce the implementation date in a Regulatory Notice.

At any time within 60 days of the filing of the proposed rule change, the Commission summarily may temporarily suspend such rule change if it appears to the Commission that such action is necessary or appropriate in the public interest, for the protection of investors, or otherwise in furtherance of the purposes of the Act. If the Commission takes such action, the Commission shall institute proceedings to determine whether the proposed rule should be approved or disapproved.

¹⁶ 15 U.S.C. 78s(b)(3)(A).

¹⁷ 17 CFR 240.19b-4(f)(1).

IV. Solicitation of Comments

Interested persons are invited to submit written data, views and arguments concerning the foregoing, including whether the proposed rule change is consistent with the Act. Comments may be submitted by any of the following methods:

Electronic Comments:

- Use the Commission's Internet comment form (<http://www.sec.gov/rules/sro.shtml>); or
- Send an e-mail to rule-comments@sec.gov. Please include File Number SR-FINRA-2011-048 on the subject line.

Paper Comments:

- Send paper comments in triplicate to Elizabeth M. Murphy, Secretary, Securities and Exchange Commission, 100 F Street, NE, Washington, DC 20549-1090.

All submissions should refer to File Number SR-FINRA-2011-048. This file number should be included on the subject line if e-mail is used. To help the Commission process and review your comments more efficiently, please use only one method. The Commission will post all comments on the Commission's Internet website (<http://www.sec.gov/rules/sro.shtml>). Copies of the submission, all subsequent amendments, all written statements with respect to the proposed rule change that are filed with the Commission, and all written communications relating to the proposed rule change between the Commission and any person, other than those that may be withheld from the public in accordance with the provisions of 5 U.S.C. 552, will be available for website viewing and printing in the Commission's Public Reference Room, 100 F Street,

NE, Washington, DC 20549, on official business days between the hours of 10 a.m. and 3 p.m. Copies of such filing also will be available for inspection and copying at the principal office of FINRA. All comments received will be posted without change; the Commission does not edit personal identifying information from submissions. You should submit only information that you wish to make available publicly. All submissions should refer to File Number SR-FINRA-2011-048 and should be submitted on or before [insert date 21 days from publication in the Federal Register].

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.¹⁸

Elizabeth M. Murphy
Secretary

¹⁸ 17 CFR 200.30-3(a)(12).



Canada Securities Representative Qualification Examination

(Series 38)

Content Outline

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INTRODUCTION

The Canada Securities Representative Qualification Examination (Series 38) is a subset of the General Securities Representative Qualification Examination (Series 7). The examination is developed and maintained by the Financial Industry Regulatory Authority (FINRA). This content outline provides a comprehensive guide to the topics covered on the Series 38. The outline is intended to familiarize examination candidates with the range of subjects covered on the examination, as well as the depth of knowledge required. Sample questions are also included to acquaint candidates with the types of multiple-choice questions used on the examination. It is recommended that candidates refer to the content outline as part of their preparation to take the examination. Candidates are responsible for planning their course of study in preparation for the examination.

THE PURPOSE OF THE SERIES 38 EXAMINATION

The Series 38 examination is designed to address the duplication of certain qualification requirements in the United States and Canada. Properly registered individuals in Canada may be eligible to act as a General Securities Representative in the United States by obtaining the Canada Securities Representative (CN) registration. The CN registration is obtained by passing the Series 38 examination and by meeting certain Canadian eligibility requirements that are recognized by FINRA as appropriate prerequisite to take the Series 38 examination. The CN registration allows individuals to engage in activities similar to a General Securities Representative (GS) without having to sit for the Series 7 examination. However, such registration does not permit persons to conduct business in municipal securities. Those individuals who want to conduct business in municipal securities must pass the Series 7 examination (in lieu of the Series 38) or the Municipal Securities Representative Examination (Series 52).

ELIGIBILITY REQUIREMENTS

How to Obtain a CN Registration

To obtain a CN registration, candidates must meet FINRA's prerequisites or eligibility requirements including, among other things, the requirement to complete either: (1) the Options Licensing Course and the Derivatives Fundamental Course; or (2) the Canadian Options Course. Candidates must also be registered and in good standing with the appropriate Canadian regulator. Finally, candidates must take and pass the Series 38 qualification examination. For more information on these requirements, please refer to information on FINRA's website, which can be viewed through the following web link:

<http://www.finra.org/Industry/Compliance/Registration/QualificationsExams/RegisteredReps/Qualifications/P121265>

Please Note: Properly registered individuals in Canada may also be eligible to act as a General Securities Representative in the United States by obtaining the Canada Securities Representative (CD) registration. The CD registration is obtained by passing the Series 37 examination and by meeting Canadian registration requirements that FINRA recognizes as certain prerequisite requirements, which can also be viewed through the web link above.

APPLICATION PROCEDURES

The FINRA member firm that sponsors the applicant must file a Uniform Application for Securities Industry Registration or Transfer (Form U4) in the Central Registration Depository (CRD®) and request the Series 38 Examination on the Form U4.

DEVELOPMENT OF THE SERIES 38 CONTENT OUTLINE AND EXAMINATION

DEVELOPMENT OF THE SERIES 38 CONTENT OUTLINE

The Series 38 Content Outline was developed based on the results of a job analysis study of General Securities Representatives and an assessment of the content coverage of the prerequisites. The job analysis process included collecting data about the job functions, tasks and required knowledge of registered representatives from a wide range of firms using a variety of data collection techniques, including a survey of registered representatives (RRs). Under the guidance of FINRA staff and using data collected from the job analysis, a task force comprised of RRs identified and described five major job functions performed by RRs. For each major job function, the task force identified tasks that RRs perform and the underlying knowledge required of an RR to perform the tasks. The task force also determined the number of test questions allocated to each major function based on an evaluation of the survey results.

ORGANIZATION OF THE SERIES 38 CONTENT OUTLINE

The Series 38 Content Outline is comprised of *inter-related* components: functions, tasks, knowledge statements and rule knowledge. The outline provides an overview of the examination's content coverage across the following inter-related components:

- **FUNCTIONS** describe major areas of practice performed by RRs. Job functions are denoted with an "F" and a number. There are five major job functions (*i.e.*, F1, F2, F3, F4, and F5).
- **TASKS** describe activities associated with performing a particular job function. Tasks are preceded by a "T" and a two-digit number (*e.g.*, T1.1).
- **KNOWLEDGE STATEMENTS** describe the underlying knowledge required to perform the major job functions and associated tasks. Knowledge statements are preceded by a "K" and a series of numbers ranging from 1 to 4 digits (*e.g.*, K1.2, K1.2.1.1). There are 13 major knowledge groups (K1- K13) on the Series 38 Examination.
- **RULES AND REGULATIONS KNOWLEDGE** are listings of rules and regulations associated with knowledge statements, tasks and functions. Rule listings are grouped by topic. Each rule group topic is preceded by an "R" and a number. There are 40 rule groups (R1 to R40) on the Series 38 Examination. **Please Note:** R4 is reserved.

This document illustrates how each component of the outline (functions, tasks, knowledge statements, and rule knowledge) is related to one another. Each outline component provides reference linkages to its associated components. The five major job functions and their associated tasks are referenced to related knowledge statements and rule knowledge. The 13 major knowledge groups are referenced to applicable functions, associated tasks and rule knowledge. The 40 rule groupings are referenced to associated functions, tasks and knowledge statements.

ADDITIONAL INFORMATION AND RESOURCES:

The following government and self-regulatory organizations' (SROs') websites provide information about rules and other information that may be useful in preparing for the examination:

Financial Industry Regulatory Authority (FINRA): www.finra.org

New York Stock Exchange (NYSE): www.nyse.com

Chicago Board Options Exchange (CBOE): www.cboe.com

NASDAQ OMX PHLX: www.nasdaqomx.com

Options Clearing Corp: www.theocc.com

Securities and Exchange Commission (SEC): www.sec.gov

US Treasury: www.treasury.gov

Internal Revenue Service (IRS): www.irs.gov

These and additional references are also provided at the end of this outline.

EXAMINATION DEVELOPMENT AND MAINTENANCE

To ensure and sustain the job relevance of the examination, under the guidance of FINRA staff, a committee of registered representatives ("the Committee") writes, reviews and validates all test questions. Test questions are subjected to multiple reviews prior to inclusion on the examination and each question is linked directly to a component of the content outline. The Series 38 Examination intends to measure competence at entry level and requires candidates to apply knowledge in the context of work-related situations. Test questions vary in difficulty and complexity. Each question will have one correct or best answer. The purpose of the Series 38 Examination is to determine if a candidate has attained the level of competency required to function as an RR.

The bank of test questions changes constantly as a result of amendments to, or the introduction of, government and/or industry rules and regulations, changes in practice and/or the introduction of new products. It is the candidate's responsibility to keep abreast of such changes when preparing to take the examination. Examination questions and their statistical performance are analyzed routinely by FINRA staff and the Committee to ensure that test questions continue to be relevant to the functions of registered representatives. Examination questions are updated when necessary to reflect current industry practices and regulations. **Please Note: Candidates are responsible for keeping abreast of changes made to the applicable rules and regulations, as the examination is updated when new rules are introduced and when the rules are amended.**

ADMINISTRATION AND SCORING OF THE SERIES 38 EXAMINATION

The Series 38 Examination, administered to Canadian representatives who are options-qualified as described above, is a 75-minute, 45 multiple-choice questions examination. The allocation of test questions for each major function is listed in Table 1.

TABLE 1 • NUMBER OF TEST QUESTIONS ON THE SERIES 38 BY MAJOR JOB FUNCTIONS

Major Job Functions	Percentage of Test Questions	Number of Questions
F1 Seeks Business for the Broker-Dealer through Customers and Potential Customers	16%	7
F2 Evaluates Customers' Other Security Holdings, Financial Situation and Needs, Financial Status, Tax Status, and Investment Objectives	16%	7
F3 Opens Accounts, Transfers Assets, and Maintains Appropriate Account Records	26%	12
F4 Provides Customers with Information on Investments and Makes Suitable Recommendations	22%	10
F5 Obtains and Verifies Customer's Purchase and Sales Instructions, Enters Orders, and Follows Up	20%	9
TOTAL	100%	45

THE ADMINISTRATION OF THE SERIES 38 EXAMINATION

The examination is administered via computer. A tutorial on how to take the examination via computer is presented prior to taking the examination. Candidates are given 75 minutes to complete the Series 38 examination. Each scored test question is worth one point. There is no penalty for guessing. Therefore, candidates should try to answer all questions.

Scratch paper and basic electronic calculators will be provided to candidates by the test administrator, and **must** be returned to the test center administrator at the end of the testing session. Some test questions involve calculations. Only calculators provided by the test center administrators are allowed for use during the examination. The examination may contain questions that require the use of charts, graphs, tables and scenarios, which are contained in an Exhibits Book. Should an examination include such questions, an Exhibits Book will be provided to candidates by the test administrator and **must** be returned to the test administrator at the end of the testing session. The questions will indicate when to refer to the Exhibits Book. Candidates will not be permitted to bring any reference material to their testing session. Severe penalties are imposed on candidates who cheat or attempt to cheat on FINRA-administered examinations.

HOW THE EXAMINATION IS SCORED

HOW THE PASSING SCORE IS DETERMINED

The passing score for the examination is the minimum number of test questions that a candidate has to answer correctly in order to pass the examination. A committee of registered representatives using a standard setting procedure establishes the passing score for a standard form of the examination. The passing score is an absolute standard and it is independent of the performance of candidates taking the examination. The passing score is 72%.

CANDIDATES' TEST RESULTS

On the day of the test, candidates will receive a report of their test results. The score report will indicate pass/fail status, the total score and a score profile indicating performance based on the major job functions covered on the examination. It is recommended that candidates who fail the examination review the information provided on the score report, as they may want to focus on the areas that they performed poorly on when preparing to take the examination again. The test results are final and there are no adjustments or special considerations made to the passing score and/or the candidates' test scores. For security reasons, the examination and/or individual test questions are not available for review after taking the examination.

SAMPLE TEST QUESTIONS AND REFERENCES

Several sample questions are presented at the end of this outline. The sample questions are included to provide an introduction to the basic formats of multiple-choice questions used on the examination. The sample questions do not reflect the difficulty level of actual test questions. Candidates who familiarize themselves with these formats may be able to improve their test-taking skills so that their performance on the examination will better reflect their knowledge of the areas tested. A list of links to self regulatory organizations' (SROs') websites and other resources are provided as reference. The information provided may be used by candidates in preparation to take the examination. However, the list is not all-inclusive and is just a sample of the types of references that a candidate may wish to use as part of his/her preparatory studies. This content outline and additional information regarding FINRA qualification examinations are available on FINRA's website at: www.finra.org.

THE SERIES 38 CONTENT OUTLINE

FUNCTIONS, TASKS, KNOWLEDGE AND RULES

The content outline provides an overview of the examination's content coverage across functions, tasks, knowledge statements and rule knowledge. The outline describes the five major job functions and the tasks associated with each job function. References to the underlying knowledge required to perform the functions and associated tasks are provided.

F1	FUNCTION 1: Seeks Business for the Broker-Dealer through Customers and Potential Customers (16% of the Examination, 7 Questions)	Knowledge	Rule Knowledge
		K1, K3, K5 – K10, K13	R1 – R9, R16 – R24, R31 – R40
<u>TASKS:</u>			
T1.1 Contacts and builds relationships with current and potential customers in person, by telephone, mail, and electronic means in order to obtain new business			
T1.2 Describes investment products and services to current and potential customers with the intent of soliciting interest			
T1.3 Develops promotional and advertising material and sales literature and seeks appropriate approvals prior to distribution			
T1.4 Distributes promotional and advertising material and sales literature to current and potential customers			
T1.5 Conducts seminars, lectures and other group forums with customers with appropriate approvals			
F2	FUNCTION 2: Evaluates Customers' Other Security Holdings, Financial Situation and Needs, Financial Status, Tax Status, and Investment Objectives (16% of the Examination, 7 Questions)	Knowledge	Rule Knowledge
		K3 – K5, K8 – K13	R10, R11, R16 – R24, R31, R37 – R39
<u>TASKS:</u>			
T2.1 Makes reasonable efforts to obtain customer investment profile information including, among other factors, the customer's other security holdings, financial situation and needs, financial status, tax status, and investment objectives (e.g., preservation of capital, income, growth)			
T2.2 Reviews and analyzes customer's investment profile			
T2.3 Determines suitable investments for the customer			

F3	FUNCTION 3. Opens Accounts, Transfers Assets, and Maintains Appropriate Account Records (26% of the Examination, 12 Questions)	Knowledge	Rule Knowledge
		K2 – K13	R9 – R24, R26 – R29, R31 – R40
TASKS:			
T3.1	Informs customers of the basic types of accounts and their appropriateness		
T3.2	Provides disclosures to customers regarding various account types and restrictions		
T3.3	Obtains/updates customer information and documentation, as required by Federal and SRO rules and regulations (e.g., USA PATRIOT Act Section 326 requirements, Customer Identification Program requirements [CIP])		
T3.4	Identifies and responds appropriately to suspicious activity at account opening and on an ongoing basis, and escalates or reports to appropriate parties		
T3.5	Obtains necessary legal documents (e.g., power of attorney, trust documents, Transfer on Death, corporate resolutions, discretionary approval documents, beneficiary forms) to open and maintain accounts		
T3.6	Obtains any supervisory approvals required to open accounts (e.g., client accounts and RR accounts), update existing account information, and obtain or file necessary documents		
T3.7	Retains account documentation and copies of all customers' correspondence		
T3.8	Submits appropriate requests (e.g., withdrawals, transfers, tenders, investment guidelines) and obtains required documentation		
F4	FUNCTION 4. Provides Customers with Information on Investments and Makes Suitable Recommendations (22% of the Examination, 10 Questions)	Knowledge	Rule Knowledge
		K1 – K13	R1 – R33, R36 – R40
TASKS:			
T4.1	Obtains information regarding current domestic and global market events, economic/financial news, industry sectors, and the status of markets and securities from various appropriate sources to assess how this information may impact the markets, issuers and customers' accounts		
T4.2	Communicates relevant market, investment and research data to customers		
T4.3	Makes suitable investment recommendations		
T4.4	Provides appropriate disclosures concerning products, risks, services, costs and fees		
T4.5	Provides customers with information on investment strategies and explains how the risks and rewards of a particular investment or strategy relate to the customer's financial needs and investment objectives		

F5	Function 5. Obtains and Verifies Customer's Purchase and Sales Instructions, Enters Orders, and Follows Up (20% of the Examination, 9 Questions)	Knowledge	Rule Knowledge
		K2 – K13	R9 – R12, R14, R16 – R 34, R36 – R40
TASKS:			
T5.1	Provides current quotes and security prices (e.g., NAV), and reports trade executions		
T5.2	Verifies, enters and monitors orders in accordance with customers' instructions and regulatory requirements		
T5.3	Enters or creates trade orders pursuant to regulatory requirements (e.g., market making activities, use of exchange automated execution systems)		
T5.4	Informs the appropriate supervisor and assists in the resolution of trade discrepancies, disputes, errors and complaints		
T5.5	Informs customers of delivery obligations and settlement procedures for trades executed in their accounts		
T5.6	Addresses margin issues as they arise		
T5.7	Reports account information to customers (e.g., account value, profits and losses)		
KNOWLEDGE STATEMENTS			
The knowledge statements describe underlying knowledge required to perform the tasks associated with the five major job functions. There are 13 major knowledge areas. Each knowledge statement is preceded by a "K" and a series of numbers ranging from 1 to 4 digits. Each of the 13 major knowledge areas is referenced to a major function and its associated tasks, and applicable rule knowledge.			
K1	Knowledge associated with regulatory requirements, including communications	Function & Associated Tasks	Rule Knowledge
		F1 (T1.1 – T1.5) F4 (T4.1 – T4.5)	R1 – R8, R40
K1.1	SEC, SRO and State requirements for registration		
K1.1.1	Registered representatives: registration, continuing education and termination of associated persons (e.g., Form U4 and Form U5) and permitted activities for registered and non-registered individuals		
K1.1.2	Investment advisers: basic information about registration requirements and exemptions		
K1.2	Standards and required approvals of public communications		
K1.2.1	Product specific disclosures and review (e.g., mutual funds and research)		
K1.2.1.1	Requirements for advertisements of investment company products, variable contracts, and mutual funds		
K1.2.1.2	Requirements for advertisements of other securities (e.g., government securities, collateralized mortgage obligations [CMOs], Certificates of Deposit [CDs])		
K1.2.1.3	Requirements and permitted activities associated with research reports (e.g.,		

	repurchases)		
	K2.2.8	Books and records (e.g., retention of customer and firm-related records)	
	K2.2.9	Privacy regulations (e.g., Regulation S-P)	
	K2.3	Margin accounts	
	K2.3.1	Key terms: margin, portfolio margin, hypothecation, re-hypothecation, marginable securities, exempt and nonexempt securities, loan value, margin calls, special memorandum account (SMA)	
	K2.3.2	Requirements and characteristics of margin accounts (e.g., approvals, ineligible accounts, eligible/ineligible securities), and required disclosures (e.g., interest rate disclosure and hypothecation)	
	K2.3.3	Product or strategy specific requirements (e.g., Treasuries, mutual funds)	
	K2.3.4	Calculations in margin accounts (e.g., long and/or short positions)	
	K2.3.4.1	Initial margin: long market value, short market value, debit balance, credit balance, initial Reg. T margin requirement on long or short positions, Reg. T requirement for established accounts, loan value, excess equity, buying power of deposited securities	
	K2.3.4.2	Maintenance: additional purchases, sales (long or short), cash withdrawals, stock withdrawals, simultaneous purchases and sales, restrictions, liquidation to meet a margin /maintenance call, deposit of cash/securities required to meet a margin/maintenance call	
	K2.3.4.3	Special Memorandum Account (SMA): balance, buying power, prohibited use of SMA, effect of excess equity, deposit of marginable securities, receipt of cash dividends and earned interest, liquidation of securities in the account, cash or securities withdrawals, new margin securities purchased or sold short	
	K2.3.5	Other margin accounts (e.g., portfolio margin, day trading)	
K3	Knowledge associated with appropriate business conduct, providing customers with information on investments and making suitable recommendations		Function & Associated Tasks
			Rule Knowledge
			F1 (T1.1 – T1.5)
			F2 (T2.1 – T2.3)
			F3 (T3.1 – T3.8)
			F4 (T4.1 – T4.5)
			F5 (T5.1 – T5.7)
			R10, R17 – R23, R36 – R39
	K3.1	Prohibited activities (e.g., spreading market rumors, front running, churning, commingling, unauthorized trading, guarantees against losses, paying for referrals, unsuitable recommendations)	
	K3.2	Sources of market and investment information (e.g., exchange quote and trade-related data, news outlets, Internet, TRACE, NASDAQ, rating agencies, research reports, pricing services, product-specific	

	periodicals, Trade Reporting Facility [TRF])		
K3.3	Sources of data on business conditions, business activity, and corporate profits (e.g., media outlets, business indices and statistics, U.S. government sources)		
K3.4	Required disclosures on specific transactions (e.g., offering documents, prospectus, material aspects of investments, red herring, statement of additional information, material events, control relationships)		
K3.5	Costs and fees associated with investments (e.g., breakpoints, rights of accumulation, Letters of Intent (LOI), markups, commissions, net transactions, share classes, non-discretionary fee-based accounts, surrender charges, 12b-1 fees, mortality and expense charges in variable products)		
K3.6	Protections afforded under Securities Investor Protection Corporation (SIPC) and Federal Deposit Insurance Corporation (FDIC)		
K3.7	Tax considerations (e.g., unification of gift and estate taxes, lifetime exclusion, annual gifts excluded from taxation, taxation of securities received as a gift, valuation of securities received as a result of a bequest)		
K4	Knowledge associated with orders and transactions in customer accounts	Function & Associated Tasks	Rule Knowledge
		F2 (T2.1 – T2.3)	R16 , R18, R24 – R30, R37 – R40
		F3 (T3.1 – T3.8)	
		F4 (T4.1 – T4.5)	
		F5 (T5.1 – T5.7)	
K4.1	Types of securities quotes (e.g., bid, ask, spread, firm, subject, not held, municipal securities and OTCBB quote requirements, workout, fast markets)		
K4.2	Types of orders (e.g., buy, sell, sell short, market, limit, stop, day, good til cancelled [GTC]; not held, market on close)		
K4.3	Information required on an order ticket (e.g., symbol, account number, price limit versus purchase)		
K4.4	Short sale requirements (e.g., order marking, locate, borrow and delivery)		
K4.5	Short sale strategies (e.g., speculation, hedging, arbitrage)		
K4.6	Securities lending (easy to borrow, hard to borrow, failure to deliver)		
K4.7	Best execution obligations		
K4.8	Soft dollar arrangements		
K4.9	Erroneous reports, errors, cancels and re--bills		
K4.10	Customer confirmations, including components, timing, mailings to third parties and exceptions		
K4.11	Delivery requirements		
	K4.11.1 Good delivery (e.g., certificates in possession of the seller, certificates in the name of two persons, deceased owner, stock or bond powers, mutilated certificates, due bills, delivery versus payment /receive versus payment (DVP/RVP), book entry securities, Direct Registration System, denominations, bearer, registered)		

K4.11.2 Settlement of transactions (e.g., security-specific requirements, when as and if issued [WI], regular-way, T+1, ex-rights, ex-dividends, due bills, due bill checks, negotiated settlements, don't know [DK], extensions)			
K4.12 Regulatory reporting requirements (e.g., OATS, TRF, TRACE, Real-time transaction reporting system [RTRS])			
K5	Professional conduct and ethical considerations	Function & Associated Tasks	Rule Knowledge
		F1 (T1.1 – T1.5) F2 (T2.1 – T2.3) F3 (T3.1 – T3.8) F4 (T4.1 – T4.5) F5 (T5.1 – T5.7)	R8,R9,R21, R31 – R35
K5.1 Required disclosures by an RR			
K5.1.1 Outside business activities			
K5.1.2 Personal investment accounts			
K5.1.3 Private securities transactions			
K5.1.4 Potential conflicts of interest			
K5.2 Regulation of insider activities and use of material, non-public information (primary markets, secondary markets, customer, registered representative)			
K5.3 Information security (e.g., protect proprietary and customers' personal information, safeguard laptops, encrypt email)			
K5.4 Requirements for addressing customer complaints and consequences of improper handling of complaints			
K5.5 Regulatory bodies, their jurisdiction, rule making authority, and disciplinary authority (e.g., SEC, FINRA, CBOE)			
K5.6 Arbitration, mediation and litigation			
K5.7 Business continuity and disaster recovery plans			
K6	The primary marketplace	Function & Associated Tasks	Rule Knowledge
		F1 (T1.1 – T1.5) F3 (T3.1 – T3.8) F4 (T4.1 – T4.5) F5 (T5.1 – T5.7)	R18, R31, R36, R40
K6.1 The functions of capital markets, investment banking, and the underwriting syndicate			
K6.1.1 Advisory, distribution and the formation of the underwriting syndicate: types of selling groups, underwriting commitments, offerings			

K6.2	Process for bringing new issues to market (e.g., due diligence, registration statement, preliminary prospectus, final prospectus, underwriting agreement, selling group agreement, blue-sky rules and procedures)
K6.2.1	Pricing practices and components of underwriters' spread and determination of underwriters' compensation, and selling practices
K6.2.2	Stabilizing: purpose of syndicate bid
K6.2.3	Penalty fees to syndicate members
K6.2.4	Overallocments
K6.2.5	Selling group concession and reallowance
K6.2.6	Tombstone advertisements: contents and purposes
K6.2.7	Shelf registrations and distributions: definition and purpose
K6.3	Regulatory requirements for initial public offerings (e.g., prospectus requirements, restrictions on prospecting or soliciting, securities and/or transactions exempted from registration)
K6.3.1	The Securities Act of 1933 ("Securities Act"): definition and purposes
K6.3.2	Information required in a registration statement
K6.3.3	Filing period, filing date, cooling-off period and effective date of registration
K6.3.4	Release of publicity and offering material on new issue: in pre-filing period, in cooling-off period, indications of interest (delivery of red herring), in post-registration period
K6.3.5	Prospectus requirements (e.g., registration statement, timeliness of information, preliminary prospectus [red herring], final prospectus)
K6.3.6	Restrictions on prospecting or soliciting while a security is in registration: limitations on use of preliminary prospectus, taking indications of interest for a new issue, post-distribution restrictions, allowable communications with the public, delivery requirements
K6.3.7	Requirements for qualification of a Regulation A offering, filing of abbreviated registration statement and offering circular
K6.3.8	Securities and/or transactions exempted from registration, including Section 3(a)(11) of the Securities Act of 1933 and Rule 147 thereunder: Intrastate Offering
K6.4	Regulatory requirements for private placements/re-sales
K6.4.1	Securities Act Rule 144, purpose and terminology: control securities, control persons, restricted securities, reporting companies; basic requirements: holding period, quantity limitations, filing requirements
K6.4.2	Securities Act Rule 144A, Non-registered foreign securities sold to institutions qualified in the U.S.
K6.4.3	Securities Act, Regulation D, Section 4(2), Section 4(6), and Regulation S, Foreign securities

prohibited from being sold to U.S. investors

K7	The secondary and other marketplaces	Function & Associated Tasks	Rule Knowledge
		F1 (T1.1 – T1.5)	R31, R37 – R40
		F4 (T4.1 – T4.5)	
		F5 (T5.1 – T5.7)	
K7.1	Regulation of activities of broker-dealers (e.g., trading for own accounts, designated market makers/specialists' activities, broker-dealer in the same transaction, manipulative and deceptive devices, trading by participants in the distribution of a security, stabilizing bids other than during offerings)		
K7.2	U.S. equity securities		
	K7.2.1 Over-The-Counter (OTC) market (e.g., OTC Pink market, bulletin board stocks)		
	K7.2.2 Electronic exchanges, auction markets (e.g., NASDAQ OMX PHLX, NYSE Euronext, NYSE Amex, NYSE Arca)		
	K7.2.2.1	Exchange auction market: role and functions of the designated market maker/specialist, listing requirements, limitations on trading during significant market declines	
	K7.2.2.2	Nasdaq Stock Exchange: role and function of the market maker, principal transactions, agency transactions, quotations (e.g., firm, subject or otherwise qualified, bid wanted, offer wanted, size obligations), SEC order handling rules, transaction reporting, listing requirements	
	K7.2.2.3	Electronic communications networks (ECNs)	
	K7.2.2.4	Dark pools of liquidity	
	K7.2.2.5	Convertibles and preferreds	
	K7.2.2.6	Exchange-traded funds (ETFs)	
K7.4	U.S. Treasuries		
K7.5	Government agency securities (e.g., general characteristics, primary dealers, distribution)		
K7.6	Debt securities: corporate bonds (including high-yield bonds), repurchase agreements (repos), commercial paper, brokered certificates of deposit (jumbo CDs), bankers' acceptances (BAs), auction rate securities (ARSs), asset-backed securities (e.g., collateralized mortgage obligations [CMOs], collateralized debt obligations [CDOs])		
K7.7	Structured products (e.g., equity-linked securities, ETFs, ETNs, HOLDRs)		
K7.8	Non-U.S. market securities (e.g., ADRs, sovereign debt, corporate debt and equity)		
K7.9	The currency market (interbank market) (e.g., floating/fixed exchange rates and the factors that affect them, spot and forward markets, exchange rate controls, central bank interventions, revaluation/devaluation, Eurodollars)		

K8	Equity securities	Function & Associated Tasks	Rule Knowledge
		F1 (T1.1 – T1.5) F2 (T2.1 – T2.3) F3 (T3.1 – T3.8) F4 (T4.1 – T4.5) F5 (T5.1 – T5.7)	R18, R23, R37, R40
K8.1 Current tax treatment of equity securities transactions			
K8.1.1 Definition and tax treatment of capital gains and losses, dividend distributions (qualified and non-qualified), holding periods			
K8.1.1.1 Determination of net long-term and short-term gains or losses			
K8.1.1.2 "When issued" securities, securities acquired through conversion, securities received as gifts or bequests			
K8.1.1.3 Cost basis per share: on purchases, exchange of convertibles for common shares, stock dividends and stock rights, inherited or gifted securities, average cost basis calculations			
K8.1.1.4 Methods of selling part of a position: FIFO, LIFO, identified shares			
K8.1.1.5 Tax treatment of wash sales			
K9	Debt securities	Function & Associated Tasks	Rule Knowledge
		F1 (T1.1 – T1.5) F2 (T2.1 – T2.3) F3 (T3.1 – T3.8) F4 (T4.1 – T4.5) F5 (T5.1 – T5.7)	R18, R23, R38, R40
K9.1 U.S. Treasury securities (e.g., U.S. Treasury bills, U.S. Treasury notes, U.S. Treasury bonds, Treasury receipts [STRIPS]/Treasury Zero-coupon bonds, and Treasury Inflation Protection Securities [TIPS])			
K9.1.1 Characteristics such as maturities, denominations, issue form, quotations, calculating a spread, pricing, advantages and risks			
K9.1.2 How interest is accrued, computation of accrued interest, interest payments			
K9.1.3 Yields: coupon (nominal), current, yield-to-maturity, yield-to-call, yield-to-worst, and discount yield (T-bills only)			
K9.2 U.S. government agency securities (e.g., Government National Mortgage Association (GNMA) pass-throughs, Federal National Mortgage Association [FNMA] securities, Federal Home Loan Mortgage Corporation [FHLMC] securities, Student Loan Marketing Association): issuing agencies and their purposes, definitions, general characteristics (e.g., types, denominations, risks, payment of interest and principal)			
K9.3 Tax implications of taxable debt securities (including OID rules): interest, principal, premiums,			

discounts, and capital gains and losses

K10	Packaged securities and other managed investments	Function & Associated Tasks	Rule Knowledge
		F1 (T1.1 – T1.5) F2 (T2.1 – T2.3) F3 (T3.1 – T3.8) F4 (T4.1 – T4.5) F5 (T5.1 – T5.7)	R18, R23, R39, R40
K10.1 Mutual funds			
K10.1.1	Structure of mutual funds (i.e., open ended investment companies)		
K10.1.2	Types of mutual funds by objective (e.g., value, growth, income, balanced, international, sector, lifecycle, money market,)		
K10.1.3	Characteristics (e.g., Net Asset Value [NAV], forward pricing, computing the offering price, reinvestment of dividends and/or capital gains, exchange privileges within families of funds, charges and expenses: no load, load [front-end, back-end], distribution fees, management fees, nature of 12b-1 fees)		
K10.1.4	Sales practices (e.g., dollar cost averaging, computing the sales charge, breakpoints, letters of intent, rights of accumulation, share class, market timing, late trading)		
K10.1.5	Redemption (e.g., redemption price, payout or withdrawal plans, conversion privilege, restrictions, contingent deferred sales charge, tenders)		
K10.1.6	Tax treatment of mutual funds: dividends, capital gains, distributions, exchanges		
K10.2 Closed-end funds, including exchange-traded funds (ETFs)			
K10.2.1	Structure (e.g., finite number of shares, distributed in primary market at IPO price, traded in secondary market, premiums and discounts to NAV)		
K10.2.2	Types (e.g., growth, income, balanced, international, sector, ETF)		
K10.2.3	Characteristics (e.g., not traded at NAV, reinvestment of dividends and/or capital gains, charges and expenses)		
K10.2.4	Tax treatment of closed end funds: dividends, capital gains, distributions		
K10.3 Unit investment trusts			
K10.3.1	Structure (e.g., finite number of shares and duration, distributed in primary market at IPO price, limited liquidity)		
K10.3.2	Types (e.g., growth, income, balanced, international)		
K10.3.3	Charges and expenses		

K10.3.4	Tax treatment of unit investment funds: dividends, capital gains, capital distributions or return of principal
K10.4	Variable life insurance/annuity contracts
K10.4.1	Definition, characteristics, insurance aspects (e.g., minimum guarantees, death benefits, living benefits, riders)
K10.4.2	Separate accounts (e.g., purpose, management of portfolio, investment policies, performance of account)
K10.4.3	Valuation of a variable annuity contract (e.g., accumulation units and their surrender value, annuity units)
K10.4.4	Purchasing or exchanging variable annuities (e.g., immediate annuity, charges, fees, penalties, rights of accumulation, waiver of premium)
K10.4.5	Annuitization: types of election, the variable payout, assumed interest rate (AIR), relationship between AIR and actual rate of return
K10.4.6	Tax treatment of variable annuity contracts: during accumulation period, during annuity period, taxation at surrender of contract, death benefits during accumulation period
K10.5	Real Estate Investment Trusts (REITs)
K10.5.1	Structure (e.g., finite number of shares, distributed in primary market at IPO price, traded in secondary market, premiums and discounts to NAV)
K10.5.2	Types and characteristics (e.g., equity REIT, mortgage REIT, hybrid REIT)
K10.5.3	Tax treatment of REITs: dividends, capital gains, distributions
K10.6	Other investment types
K10.6.1	Direct participation programs (DPPs)
K10.6.1.1	General characteristics, procedures and requirements for forming limited partnerships; information required in certificate of limited partnership, partnership agreement, subscription agreement; liability of limited partners; flow-through of income and certain expenses; restrictions on activities of limited partners, dissolution of a limited partnership
K10.6.1.2	Various types of DPPs, investment advantages and risks, tax implications for real estate DPPs, oil and gas programs, and equipment leasing programs
K10.6.1.3	Subscription agreements, including the responsibility of the RR regarding representation in the subscription agreement, sales conditioned upon acceptance by general partners
K10.6.1.4	Types of offerings of DPPs (e.g., private, public) and evaluating the DPP: factors

to consider, such as economic soundness of the program, expertise of the general partner, basic objectives of the program; start-up costs and other revenue considerations			
K10.6.2 Registered hedge funds and funds of hedge funds			
K10.6.2.1 Structure (e.g., private placements, registered, exemption from registration under the Investment Company Act of 1940, blind pool/ blank check)			
K10.6.2.2 Characteristics (e.g., limited or no liquidity, limited available information, lock-up provisions, charges and expenses, wide array of investment styles, models and vehicles – including tangible assets)			
K10.6.2.3 Tax treatment of distributions			
K10.6.3 Private equity – general characteristics			
K10.6.4 Structured products– general characteristics			
K11	Retirement plans and other tax advantaged accounts	Function & Associated Tasks	Rule Knowledge
		F2 (T2.1 – T2.3)	R10, R18, R23, R40
		F3 (T3.1 – T3.8)	
		F4 (T4.1 – T4.5)	
		F5 (T5.1 – T5.7)	
K11.1 Individual Retirement Accounts types (Traditional IRAs, Roth IRAs and SEP-IRAs) and transfers, rollovers, eligibility, distribution strategies and taxation: maximum contribution, contributions covering nonworking spouses, types of allowable standard or catch-up contributions, taxation of investments within plans, distribution options, taxation of distribution at retirement, age restrictions for distributions, calculating required minimum distributions (RMDs) and required beginning date (RBDs), permissible investments in the plan, effect on plan due to change of employment, taxation of contributions, penalty on excess contributions, employee coverage, rollovers, re-characterization, as applicable			
K11.2 Employer-sponsored plans and ERISA (e.g., SIMPLE IRA, 401(k), 403(b), 457, defined benefit, profit-sharing, money-purchase, stock options and stock purchase, qualified and non-qualified, and deferred compensation programs): characteristics, rollovers			
K12	Custodial, Educational and Health Savings Accounts	Function & Associated Tasks	Rule Knowledge
		F2 (T2.1 – T2.3)	R10, R18, R23, R40
		F3 (T3.1 – T3.8)	
		F4 (T4.1 – T4.5)	

		F5 (T5.1 – T5.7)	
K12.1 UGMA/UTMA accounts			
K12.2 Coverdell Education Savings accounts			
K12.3 529 College Savings Plan accounts			
K12.4 Health Savings Accounts			
K13	Special product emphasis and/or new or amended rules or regulations	Function & Associated Tasks	Rule Knowledge
		F1 (T1.1 – T1.5) F2 (T2.1 – T2.3) F3 (T3.1 – T3.8) F4 (T4.1 – T4.5) F5 (T5.1 – T5.7)	R1 – R40
May include new products, additional emphasis on products listed elsewhere, and/or new or amended rules or regulations.			
RULES AND REGULATIONS			
Listings of rules and regulations are grouped by topic. Each rule group is preceded by an "R." Each of the 40 rule groups is referenced to the associated functions, tasks and knowledge statements. Some rule citations included within a rule topic group may also contain an additional knowledge reference in parentheses following the rule. Also, some rules may be listed in more than one rule grouping. The references and citations presented here are current as of the time of this publication. Questions on the examination will be updated to reflect the current interpretations of the rules and regulations on which they are based. Questions on new rules will be added to the bank of questions for the examination within a reasonable time period after their effective dates. Questions on rescinded rules will be removed from the bank of questions. Candidates are responsible for keeping abreast of rule changes and Regulatory Notices that relate to topics covered in the examination.			
R1	SEC, SRO and State requirements for registration of individuals	Function & Associated Tasks	Knowledge
		F1 (T1.1 – T1.5) F4 (T4.1 – T4.5)	K1.1
<ul style="list-style-type: none">• FINRA 4530 (Reporting Requirements)• NASD 1021(Registration Requirements)• NASD 1022 (Categories of Principal Registration)• NASD 1030 (Registration of Representatives)• NASD 1031 (Registration Requirements)• NASD 1032 (Categories of Representative Registration)• NASD 1050 (Registration of Research Analysts)• NASD 1120 (Continuing Education Requirements)• NYSE 10 ("Registered Representative")			

<ul style="list-style-type: none">• NYSE 344 (Research Analysts and Supervisory Analysts)• NYSE 345 (Employees–Registration, Approval, and Records)• NYSE 345A (Continuing Education For Registered Persons)			
R2	Standards and required approvals of public communications	Function & Associated Tasks	Knowledge
		F1 (T1.1 –T1.5) F4 (T4.1 – T4.5)	K1.2
<ul style="list-style-type: none">• NASDAQ OMX PHLX 605 (Advertisements, Market Letters, Research Reports and Sales Literature)• NASDAQ OMX PHLX 1049 (Communications to Customers)• NASD 2210 (Communications with the Public)• NASD IM-2210-1 (Guidelines to Ensure That Communications With the Public Are Not Misleading)• NASD IM-2210-4 (Limitations on Use of FINRA's Name and Any Other Corporate Name Owned by FINRA)• NASD IM-2210-6 (Requirements for the Use of Investment Analysis Tools)• NASD 2211(Institutional Sales Material and Correspondence)• NYSE 342 (Offices – Approval, Supervision and Control)• NYSE 472 (Communications With The Public)• Securities Act of 1933, Rule 134 (Communications Not Deemed a Prospectus)			
R3	Investment Company Products, Variable Contracts, and Mutual Fund Advertisements	Function & Associated Tasks	Knowledge
		F1 (T1.1 – T1.5) F4 (T4.1 – T4.5)	K1.2.1.1, K10
<ul style="list-style-type: none">• FINRA 2330 (Members' Responsibilities Regarding Deferred Variable Annuities)• NASD IM-2210-2 (Communications with the Public About Variable Life Insurance and Variable Annuities)• NASD IM-2210-3 (Use of Rankings in Investment Companies Advertisements and Sales Literature)• NASD IM-2210-5 (Requirements for the Use of Bond Mutual Fund Volatility Ratings)• Securities Act of 1933, Rule 156 (Investment Company Sales Literature)• Securities Act of 1933, Rule 482 (Advertising by an Investment Company as Satisfying Requirements of Section 10)			
R4	Reserved	Function & Associated Tasks	Knowledge
R5	Government Securities, Collateralized Mortgage Obligations [CMOs], Certificates of Deposit [CDs] Advertisements	Function & Associated Tasks	Knowledge
		F1 (T1.1 – T1.5) F4 (T4.1 – T4.5)	K1.2.1.2, K9
<ul style="list-style-type: none">• NASD IM-2210-8 (Communications with the Public About Collateralized Mortgage Obligations (CMOs))			
R6	Research reports	Function & Associated Tasks	Knowledge
		F1 (T1.1 – T1.5) F4 (T4.1 – T4.5)	K1.2.1.3
<ul style="list-style-type: none">• NASD 1050 (Registration of Research Analysts) (K1.1)• NASD 2210 (Communications with the Public)			

<ul style="list-style-type: none">• NASD 2211 (Institutional Sales Material and Correspondence)• NASD 2711 (Research Analysts and Research Reports)• NYSE 344 (Research Analysts and Supervisory Analysts)• NYSE 472 (Communications With The Public)• SEC Regulation AC (Analyst Certification)• SEC Regulation FD (Fair Disclosure)• Securities Exchange Act 1934, Section 28(e) (Exchange, broker, and dealer commissions; brokerage and research services)			
R7	Regulation of telephone solicitations	Function & Associated Tasks	Knowledge
		F1 (T1.1 – T1.5) F4 (T4.1 – T4.5)	K1.2.2
<ul style="list-style-type: none">• Junk Fax Protection Act of 2005• NASD 2212 (Telemarketing)• NYSE 440A (Telephone Solicitations)• Telephone Consumer Protection Act of 1991			
R8	Regulations regarding gifts and gratuities, non-cash compensation, and guidelines for business entertainment	Function & Associated Tasks	Knowledge
		F1 (T1.1 – T1.5) F4 (T4.1 – T4.5)	K 1.3, K5.1
<ul style="list-style-type: none">• FINRA 3220 (Influencing or Rewarding Employees of Others)			
R9	Regulatory bodies, their jurisdiction, rule making authority, and disciplinary authority (e.g., SEC, FINRA, CBOE)	Function & Associated Tasks	Knowledge
		F1 (T1.1 – T1.5) F3 (T3.1 – T3.8) F4 (T4.1 – T4.5) F5 (T5.1 – T5.7)	K5.5
<ul style="list-style-type: none">• FINRA By-Laws, Article V (Registered Representatives and Associated Persons, Section 4– Retention of Jurisdiction)• FINRA By-Laws, Article XII (Disciplinary Proceedings)• FINRA 8000 Series (Investigations and Sanctions)• FINRA 9000 Series (Code of Procedure)			
R10	Requirements for opening and maintaining accounts	Function & Associated Tasks	Knowledge
		F2 (T2.1 – T2.3) F3 (T3.1 – T3.8) F4 (T4.1 – T4.5) F5 (T5.1 – T5.7)	K2, K3.4, K11, K12
<ul style="list-style-type: none">• Employee Retirement Income Security Act of 1974 (ERISA)			

<ul style="list-style-type: none">• Federal Reserve Board Regulation T (Credit by Broker-Dealers)• FINRA 2070 (Transactions Involving FINRA Employees)• FINRA 2130 (Approval Procedures for Day-Trading Accounts)• FINRA 2261(Disclosure of Financial Condition)• FINRA 2264 (Margin Disclosure Statement)• FINRA 2267 (Investor Education and Protection)• FINRA 2270 (Day-Trading Risk Disclosure Statement)• FINRA 3160 (Networking Arrangements Between Members and Financial Institutions)• FINRA 3250 (Designation of Accounts)• FINRA 4210 (Margin Requirements)• NASD 2510 (Discretionary Accounts)• NASD 3050 (Transactions for or by Associated Persons)• NASD 3010 (Supervision)• NASD 3110(c) (Books and Records– Customer Account Information)• NASD IM-3110 (Customer Account Information)• NYSE 342 (Offices–Approval, Supervision and Control)• NYSE 405 (Diligence as to Accounts)• NYSE 407 (Transactions–Employees of Members, Member Organizations and the Exchange)• NYSE 408 (Discretionary Power in Customers' Accounts)• SEC Regulation S-P (Privacy of Consumer Financial Information)• Securities Act of 1934, Section 3(a)35 (Definition and Applications–“Investment Discretion”)• OFAC, “Foreign Asset Control Regulations for the Securities Industry”• Uniform Gift to Minors Act (UGMA)• Uniform Transfer to Minors Act (UTMA)• USA PATRIOT Act, Section 326 (Verification of Identification)			
R11	Customer account records (e.g., updating for change of address, sending required notifications, holding of customer mail, investment objectives)	Function & Associated Tasks	Knowledge
		F2 (T2.1 – T2.3) F3 (T3.1 – T3.8) F4 (T4.1 – T4.5) F5 (T5.1 – T5.7)	K2.2.1
<ul style="list-style-type: none">• NASD 3110 (Books and Records)• NYSE 409 (Statements of Accounts to Customers)• Securities Exchange Act of 1934, Rule 17a-3 (Records to Be Made by Certain Exchange Members, Brokers and Dealers)• Securities Exchange Act of 1934, Rule 17a-4 (Records to Be Preserved by Certain Exchange Members, Brokers and Dealers)			
R12	Physical receipt, delivery and safeguarding of cash or cash equivalents, checks and securities	Function & Associated Tasks	Knowledge
		F3 (T3.1 – T3.8) F4 (T4.1 – T4.5) F5 (T5.1 – T5.7)	K2.2.2

<ul style="list-style-type: none">• FINRA 2150 (Improper Use of Customers' Securities or Funds; Prohibitions Against Guarantees and Sharing)• FINRA 11860 (COD Orders)• Securities Exchange Act of 1934, Rule 15c3-3 (Customer Protection—Reserves and Custody of Securities)			
R13	Transferring accounts between broker-dealers (e.g., Automated Customer Account Transfer Service [ACATS])	Function & Associated Tasks	Knowledge
		F3 (T3.1 – T3.8) F4 (T4.1 – T4.5)	K2.2.4
<ul style="list-style-type: none">• FINRA 11870 (Customer Account Transfer Contracts)			
R14	Anti-money laundering compliance procedures and reporting	Function & Associated Tasks	Knowledge
		F3 (T3.1 – T3.8) F4 (T4.1 – T4.5) F5 (T5.1 – T5.7)	K2.2.6
<ul style="list-style-type: none">• FINRA 3310 (Anti-Money Laundering Compliance Program)• OFAC, "Foreign Asset Control Regulations for the Securities Industry"• USA PATRIOT Act Section 352 (Anti-Money Laundering Programs)			
R15	Delivery of annual reports and notices of corporate action (e.g., splits, tenders, proxies, repurchases)	Function & Associated Tasks	Knowledge
		F3 (T3.1 – T3.8) F4 (T4.1 – T4.5)	K2.2.7
<ul style="list-style-type: none">• FINRA 2251 (Forwarding of Proxy and Other Issuer-related Materials)• Securities Exchange Act of 1934, Section 14 (Proxies)			
R16	Books and records (e.g., retention of customer and firm-related records)	Function & Associated Tasks	Knowledge
		F1 (T1.1 – T1.5) F2 (T2.1 – T2.3) F3 (T3.1 – T3.8) F4 (T4.1 – T4.5) F5 (T5.1 – T5.7)	K2.2.8, K4
<ul style="list-style-type: none">• NASD 3110 (Books and Records)• NASDAQ OMX PHLX 760 (Maintenance, Retention and Furnishing of Books, Records and Other Information)• NYSE 440 (Books and Records)• Securities Exchange Act of 1934, Rule 17a-3 (Records to Be Made by Certain Exchange Members, Brokers and Dealers)• Securities Exchange Act of 1934, Rule 17a-4 (Records to Be Preserved by Certain Exchange Members, Brokers and Dealers)			
R17	Margin accounts	Function & Associated Tasks	Knowledge
		F1 (T1.1 – T1.5) F2 (T2.1 – T2.3) F3 (T3.1 – T3.8) F4 (T4.1 – T4.5) F5 (T5.1 – T5.7)	K2.3, K3.4

<ul style="list-style-type: none">• FINRA 2264 (Margin Disclosure Statement)• FINRA 4210 (Margin Requirements)• NASDAQ OMX PHLX 722 (Margin Accounts)• Federal Reserve Board Regulation T (Credit by Broker-Dealers)• Securities Exchange Act of 1934, Rule 8c-1 (Hypothecation of Customers' Securities)• Securities Exchange Act of 1934, Section 11(d) (Trading by Exchange Members, Brokers and Dealers – "Prohibition on extension of credit by broker-dealer")			
R18	Suitable recommendations	Function & Associated Tasks	Knowledge
		F1 (T1.1 – T1.5) F2 (T2.1 – T2.3) F3 (T3.1 – T3.8) F4 (T4.1 – T4.5) F5 (T5.1 – T5.7)	K2, K4, K6, K8 – K13
<ul style="list-style-type: none">• FINRA 2114 (Recommendations to Customers in OTC Equity Securities)• FINRA 2330 (Members' Responsibilities Regarding Deferred Variable Annuities)• NASD 2310 (Recommendations to Customers (Suitability))• NASD 2310-2 (Fair Dealing with Customers)• NASD 2310-3 (Suitability Obligations to Institutional Customers)• NASDAQ OMX PHLX 746 (Diligence as to Accounts)• NYSE 405 (Diligence as to Accounts)			
R19	Costs and fees associated with investments (e.g., breakpoints, markups, commissions, net transactions, share classes, fee-based accounts, 12b-1 fees , surrender charges, mortality and expense charges in variable products)	Function & Associated Tasks	Knowledge
		F1 (T1.1 – T1.5) F2 (T2.1 – T2.3) F3 (T3.1 – T3.8) F4 (T4.1 – T4.5) F5 (T5.1 – T5.7)	K3.5
<ul style="list-style-type: none">• FINRA 2010 (Standards of Commercial Honor and Principals of Trade)• FINRA 2124 (Net Transactions with Customers)• NASD IM-2210-2 (Communications with the Public About Variable Life Insurance and Variable Annuities)• FINRA 2330 (Members' Responsibilities Regarding Deferred Variable Annuities)• FINRA 2342 ("Breakpoint" Sales)• Investment Company Act of 1940, Rule 12b-1 (Distribution of Shares by Registered Open-End Management Investment Company)• NASD 2430 (Charges for Services Performed)• NASD 2440 (Fair Prices and Commissions)• NASD IM-2440-1 (Mark-Up Policy)• NASD IM-2440-2 (Additional Mark-Up Policy For Transactions in Debt Securities, Except Municipal Securities)• Securities Act of 1934, Section 28(e) (Exchange, Broker and Dealer Commissions; Brokerage and Research Services)			
R20	Prohibited activities (e.g., spreading market rumors,	Function & Associated Tasks	Knowledge

	front running, churning, commingling, unauthorized trading, guarantees against losses)	F1 (T1.1 – T1.5) F2 (T2.1 – T2.3) F3 (T3.1 – T3.8) F4 (T4.1 – T4.5) F5 (T5.1 – T5.7)	K3.1
	<ul style="list-style-type: none"> • FINRA 2020 (Use of Manipulative, Deceptive or Other Fraudulent Devices) • FINRA 2150 (Improper Use of Customers' Securities or Funds; Prohibitions Against Guarantees and Sharing) • FINRA 5240 (Anti-Intimidation/Coordination) • FINRA 5250 (Payments for Market Making) • FINRA 5320 (Prohibition Against Trading Ahead of Customer Orders) • FINRA 5820 (Trading Ahead of Research Reports) • FINRA 6140 (Other Trading Practices) • NASD IM-2110- 3 (Front Running Policy) • NYSE 435 (Miscellaneous Prohibitions) • Securities Exchange Act of 1934, Section 9(a)(1) – (a)(6) (Prohibition against manipulation of security prices) • Securities Exchange Act of 1934, Rule 10b-1 (Prohibition of use of manipulative or deceptive devices or contrivances with respect to certain securities exempted from registration) • Securities Exchange Act of 1934, Rule 10b-3 (Employment of manipulative and deceptive devices by brokers or dealers) • Securities Exchange Act of 1934, Rule 14e-3 (Transactions in securities on the basis of material, nonpublic information in the context of tender offers) • Securities Exchange Act of 1934, Rule 14e-4 (Prohibited transactions in connection with partial tender offers) • Securities Exchange Act of 1934, Rule 15c1-2 (Fraud and misrepresentation) • Securities Exchange Act of 1934, Rule 15c1-3 (Misrepresentation by brokers, dealers and municipal securities dealers as to registration) 		
R21	Regulation of insider activities and use of material, non-public information (primary markets, secondary markets, customer, registered representative)	Function & Associated Tasks	Knowledge
		F1 (T1.1 – T1.5) F2 (T2.1 – T2.3) F3 (T3.1 – T3.8) F4 (T4.1 – T4.5) F5 (T5.1 – T5.7)	K3.1, K5.2
	<ul style="list-style-type: none"> • Insider Trading and Securities Fraud Enforcement Act of 1988, Section 3 (Civil penalties of controlling persons for illegal insider trading by controlled persons) • Securities Exchange Act of 1934, Rule 10b-5 (Employment of Manipulative and Deceptive Devices) • Securities Exchange Act of 1934, Rule 10b5-1 (Trading on the Basis of "Material Nonpublic" Information in Insider Trading Cases) • Securities Exchange Act of 1934, Rule 10b5-2 (Duties of Trust or Confidence in Misappropriation Insider Trading) 		
R22	Protections afforded under the Securities Investor Protection Corporation (SIPC) and Federal Deposit Insurance Corporation (FDIC)	Function & Associated Tasks	Knowledge
		F1 (T1.1 – T1.5) F2 (T2.1 – T2.3) F3 (T3.1 – T3.8)	K3.6

		F4 (T4.1 – T4.5) F5 (T5.1 – T5.7)	
<ul style="list-style-type: none">• FINRA 2266 (SIPC Information)• Securities Investor Protection Act of 1970			
R23	Tax consequences	Function & Associated Tasks	Knowledge
		F1 (T1.1 – T1.5) F2 (T2.1 – T2.3) F3 (T3.1 – T3.8) F4 (T4.1 – T4.5) F5 (T5.1 – T5.7)	K3.7, K8 – K12
<ul style="list-style-type: none">• Internal Revenue Code, Sec. 219 (Retirement savings)• Internal Revenue Code, Sec. 301 (Distributions of property)• Internal Revenue Code, Sec. 316 (Dividend defined)• Internal Revenue Code, Sec. 415 (Limitations on benefits and contributions under qualified plans)• Internal Revenue Code, Sec. 529 (Qualified tuition programs)• Internal Revenue Code, Sec. 530 (Coverdell education savings)• Internal Revenue Code, Sec. 856 (Definition of real estate investment trust)• Internal Revenue Code, Sec. 858 (Dividends paid by real estate investment trust after close of tax year)• Internal Revenue Code, Sec. 1035 (Certain exchanges of insurance policies)• Internal Revenue Code, Sec. 1091 (Loss from wash sales of stock or securities)• Internal Revenue Code, Sec. 1233 (Gains and losses from short sales)• Internal Revenue Code, Sec. 1256 (Contracts marked to market)• Internal Revenue Code, Sec. 2503 (Taxable gifts)• OCC Brochure, "Taxes and Investing"• Tax Reform Acts 1984, 1986, 1990, 1993 <p>Candidates should be familiar with current tax laws related to investments, transaction types and account types covered in this content outline.</p>			
R24	Types of securities quotes, types of orders, information required on an order ticket	Function & Associated Tasks	Knowledge
		F1 (T1.1 – T1.5) F2 (T2.1 – T2.3) F3 (T3.1 – T3.8) F4 (T4.1 – T4.5) F5 (T5.1 – T5.7)	K4.1, K4.2, K4.3
<ul style="list-style-type: none">• CBOE 6.24 (Required Order Information)• CBOE 6.53 (Certain Types of Orders Defined)• FINRA 2360 (Options Orders)• FINRA 2010 (Standards of Commercial Honor and Principals of Trade) (K 4.6)			

<ul style="list-style-type: none">• FINRA 5210 (Publication of Transactions and Quotations Marking the close/Marking the opening)• FINRA 5220 (Offers and Stated Prices)• FINRA 5290 (Order Entry and Execution Practices)• FINRA 5330 (Adjustment of Open Orders)• NASD 3110(b) (Books and Records–Marking of Customer Order Tickets)• NYSE 13 (Definition of Orders)• NYSE 410 (Records of Orders)• SEC Regulation NMS			
R25	Best execution requirements	Function & Associated Tasks	Knowledge
		F4 (T4.1 – T4.5) F5 (T5.1 – T5.7)	K4.7
<ul style="list-style-type: none">• NASD 2320 (Best Execution and Inter-positioning)• NASD IM-2320 (Interpretive Guidance with Respect to Best Execution Requirements)• SEC Regulation NMS			
R26	Short sale requirements (e.g., order marking, locate, borrow and delivery) (Short sale Strategies (Securities lending	Function & Associated Tasks	Knowledge
		F3 (T3.1 – T3.8) F4 (T4.1 – T4.5) F5 (T5.1 – T5.7)	K4.4, K4.5, K4.6
<ul style="list-style-type: none">• Federal Reserve Board Regulation T (Credit by Broker-Dealers)• NASD 4320 (Short sale delivery requirements)• NASD 3110(b) (Books and Records–Marking of Customer Order Tickets) (K4.3) (K4.4)• NYSE 13 (Definition of Orders) (K4.2) (K4.3)• SEC, Regulation SHO• Securities Exchange Act of 1934, Rule 8c-1 (Hypothecation of Customers' Securities)			
R27	Erroneous reports, errors, cancels and re-bills	Function & Associated Tasks	Knowledge
		F3 (T3.1 – T3.8) F4 (T4.1 – T4.5) F5 (T5.1 – T5.7)	K4.9
<ul style="list-style-type: none">• FINRA 11892 (Clearly Erroneous Transactions in Exchange-Listed Securities)• FINRA 11893 (Clearly Erroneous Transactions in OTC Equity Securities)• NASD 3110 (Books and Records) (K4.3)• NYSE 410 (Records of Orders) (K4.3)• Securities Exchange Act of 1934, Rule 17a-4 (Records to Be Preserved by Certain Exchange Members, Brokers and Dealers)			

R28	Customer confirmations and statements	Function & Associated Tasks	Knowledge
		F3 (T3.1 – T3.8) F4 (T4.1 – T4.5) F5 (T5.1 – T5.7)	K4.10
<ul style="list-style-type: none">• FINRA 2266 (SIPC Information) (K4.8)• FINRA 2232 (Customer Confirmations)• NASD 2340 (Customer Account Statements)• NYSE 409 (Statements of Accounts to Customers)• Securities Exchange Act of 1934, Rule 10b-10 (Confirmation of Transactions)			
R29	Delivery requirements	Function & Associated Tasks	Knowledge
		F3 (T3.1 – T3.8) F4 (T4.1 – T4.5) F5 (T5.1 – T5.7)	K4.11
<ul style="list-style-type: none">• FINRA 11000 Series (Uniform Practice Code)• NYSE 63 ("When Issued" – "When Distributed")• NYSE 64 (Bonds, Rights and 100-Share Unit Stocks)• NYSE 130 Series (Comparison and Exchange of Contracts)• NYSE 133 (Comparison–Non-cleared Transactions)• NYSE 135 (Differences and Omissions–Cleared Transactions ("DK's"))• NYSE 136 (Comparison–Transactions Excluded from a Clearance)• Securities Exchange Act of 1934, Rule 15c6-1 (Settlement Cycle)			
R30	Trade reporting requirements (e.g., OATS, TRF, TRACE)	Function & Associated Tasks	Knowledge
		F4 (T4.1 – T4.5) F5 (T5.1 – T5.7)	K4.12
<ul style="list-style-type: none">• FINRA 6000 Series (Quotation and Transaction Reporting Facilities)• FINRA 6700 Series (Trade Reporting and Compliance Engine)• FINRA 7000 Series (Clearing, Transactions and Order Data Requirements, and Facility Charges)			
R31	Professional conduct and ethical considerations	Function & Associated Tasks	Knowledge
		F1 (T1.1 – T1.5) F2 (T2.1 – T2.3) F3 (T3.1 – T3.8) F4 (T4.1 – T4.5) F5 (T5.1 – T5.7)	K5, K6, K7
<ul style="list-style-type: none">• Investment Company Act of 1940, Section 35 (Unlawful Representations and Names)• Investment Company Act of 1940, Section 36 (Breach of Fiduciary Duty)• FINRA 2010 (Standards of Commercial Honor and Principles of Trade)• FINRA 2020 (Use of Manipulative, Deceptive or Other Fraudulent Devices)• FINRA 2060 (Use of Information Obtained in Fiduciary Capacity)			

<ul style="list-style-type: none">Regulation S-P (Privacy of Consumer Financial Information and Safeguarding Personal Information)			
R32	Required disclosures by an RR (outside business activities, personal investment accounts, private securities transactions, conflicts of interest)	Function & Associated Tasks	Knowledge
		F1 (T1.1 – T1.5) F3 (T3.1 – T3.8) F4 (T4.1 – T4.5) F5 (T5.1 – T5.7)	K5.1
<ul style="list-style-type: none">FINRA 3240 (Borrowing From or Lending to Customers)FINRA 3270 (Outside Business Activities of Registered Persons)FINRA 4530 (Reporting Requirements)NASD 3040 (Private Securities Transactions of an Associated Person)NASD 3050 (Transactions for or by Associated Persons)			
R33	Requirements for addressing customer complaints and consequences of improper handling of complaints	Function & Associated Tasks	Knowledge
		F1 (T1.1 – T1.5) F3 (T3.1 – T3.8) F5 (T5.1 – T5.7)	K5.4
<ul style="list-style-type: none">FINRA 4530 (Reporting requirements)NASD 3110 (d) (Supervision–Record of written complaints)NYSE 401A (Customer Complaints)			
R34	Arbitration, mediation and litigation	Function & Associated Tasks	Knowledge
		F1 (T1.1 – T1.5) F3 (T3.1 – T3.8) F5 (T5.1 – T5.7)	K5.6
<ul style="list-style-type: none">FINRA 10000 Series (Code of Arbitration Procedure)FINRA 12000 Series (Code of Arbitration Procedure For Customer Disputes)FINRA 13000 Series (Code of Arbitration Procedure For Industry Disputes)FINRA 14000 Series (Code of Mediation Procedure)			
R35	Business continuity and disaster recovery plans	Function & Associated Tasks	Knowledge
		F1 (T1.1 – T1.5) F3 (T3.1 – T3.8)	K5.7
<ul style="list-style-type: none">FINRA 4370 (Business Continuity Plans and Emergency Contact Information)			
R36	The primary marketplace	Function & Associated Tasks	Knowledge
		F1 (T1.1 – T1.5) F3 (T3.1 – T3.8) F4 (T4.1 – T4.5) F5 (T5.1 – T5.7)	K3.4, K6
<ul style="list-style-type: none">FINRA 2262 (Disclosure of Control Relationship with Issuer)FINRA 2269 (Disclosure of Participation or Interest in Primary or Secondary Distribution)			

- FINRA 5110 (Corporate Financing Rule–Underwriting Terms and Arrangements)
- FINRA 5121 (Public Offerings of Securities With Conflicts of Interest)
- FINRA 5130 (Restrictions on the Purchase and Sale of Initial Equity Public Offerings)
- FINRA 5131 (New Issue Allocations and Distributions)
- FINRA 5141 (Sale of Securities in a Fixed Price Offering)
- FINRA 5160 (Disclosure of Price and Concessions in Selling Agreements)
- FINRA 5190 (Notification Requirements for Offering Participants)
- NASD 2410 (Net Prices to Persons Not in Investment Banking or Securities Business)
- NASD 2420 (Dealing with Non-Members)
- Securities Act of 1933, Section 5 (Prohibitions Relating to Interstate Commerce and the Mails)
- Securities Act of 1933, Section 7 (Information Required in a Registration Statement)
- Securities Act of 1933, Section 8 (Taking Effect of Registration Statements and Amendments Thereto)
- Securities Act of 1933, Section 10 (Information Required in Prospectus)
- Securities Act of 1933, Schedule A (Schedule of Information Required in Registration Statement)
- Securities Act of 1933, Schedule B (Schedule of Information Required in Registration Statement)
- Securities Act of 1933, Regulation A (Conditional Small Issues Exemption)
- Securities Act of 1933, Regulation D (Rules Governing the Limited Offer and Sale of Securities Without Registration Under the Securities Act of 1933)
- Securities Act of 1933, Rule 144 (Persons Deemed Not to Be Engaged in a Distribution and Therefore Not Underwriters)
- Securities Act of 1933, Rule 144A (Private Re-sales of Securities to Institutions)
- Securities Act of 1933, Rule 145 (Reclassification of Securities, Mergers, Consolidations and Acquisitions of Assets)
- Securities Act of 1933, Rule 147 ("Part of an Issue," "Person Resident," and "Doing Business Within" for Purposes of Section 3(a)(11))
- Securities Act of 1933, Rule 164 (Post-Filing Free Writing Prospectuses in Connection with Certain Registered Offerings)
- Securities Act of 1933, Rule 215 (Accredited Investor)
- Securities Act of 1933, Rule 405 (Definition of Terms)
- Securities Act of 1933, Rule 415 (Delayed or Continuous Offering and Sale of Securities)
- Securities Act of 1933, Rule 427 (Contents of Prospectus Used After Nine Months)
- Securities Act of 1933, Rule 430 (Prospectus for Use Prior to Effective Date)
- Securities Act of 1933, Rule 430A (Prospectus in a Registration Statement At The Time of Effectiveness)
- Securities Act of 1933, Rule 430B (Prospectus in a Registration Statement After Effective Date)
- Securities Act of 1933, Rule 433 (Conditions to Permissible Post-filing Free Writing Prospectuses)
- Securities Exchange Act of 1934, 15c2-8 (Delivery of Prospectus)
- SEC, Regulation M
- State Laws, Blue Sky and Registration of Broker-Dealers (General Knowledge)

R37	Equity securities	Function & Associated Tasks	Knowledge
		F1 (T1.1 – T1.5) F2 (T2.1 – T2.3) F3 (T3.1 – T3.8)	K3.4, K4.11, K4.12, K7.2, K8

		F4 (T4.1 – T4.5) F5 (T5.1 – T5.7)	
<ul style="list-style-type: none"> • Securities Exchange Act of 1934, Rule 3a11-1 (Definition of the Term "Equity Security") • Securities Exchange Act of 1934, Section 3(a)(38) (Definition and Applications—"Market Maker") • SEC, Regulation M • SEC, Regulation NMS • Securities Exchange Act of 1934, 10b-18 (Purchases of Certain Equity Securities by the Issuer and Others) • NYSE Listing requirements— general factors, numerical values not tested • NASDAQ Listing requirements— general factors, numerical values not tested <p>Auction market</p> <ul style="list-style-type: none"> • NYSE 13 (Definitions of Orders) • NYSE 54 (Dealings on the Floor- Persons) • NYSE 61 (Recognized quotations) • NYSE 65 (Less Than 100-Share—Unit Stocks) • NYSE 70 ("Below Best Bid—Above Best Offer") • NYSE 71 (Precedence of Highest Bid and Lowest Offer) • NYSE 72 (Priority and Precedence of Bids and Offers and Allocation of Executions) • NYSE 73 ("Seller's Option") • NYSE 74 (Publicity of Bids and Offers) • NYSE 75 (Disputes as to Bids and Offers) • NYSE 76 ("Crossing" Orders) • NYSE 77 (Prohibited Dealings and Activities) • NYSE 79A (Miscellaneous Requirements on Stock Market Procedures) • NYSE 80B (Trading Halts Due to Extraordinary Market Volatility) • NYSE 92 (Limitations on Members' Trading Because of Customers' Limit Orders) • NYSE 104 (Dealings and Responsibilities of DMMs) • NYSE 115A (Orders at opening or unusual situations) • NYSE 123A (Miscellaneous Requirements) • NYSE 123C (The Closing Procedures) • NYSE 123D (Openings and halts in trading) • NYSE 127 (Block Crosses Outside of the Prevailing NYSE Quotation) • NASDAQ OMX PHLX 100 Series (Dealings Upon the Exchange) <p>Automatic Execution Systems</p> <ul style="list-style-type: none"> • NYSE 1000 (Automatic Execution of Limit Orders Against Orders Reflected in NYSE Published Quotation) • NYSE 1001 (Execution of Automatically Executing Orders) • NYSE 1002 (Availability of Automatic Execution Feature) • NYSE 1003 (Application of Tick Tests) • NYSE 1004 (Election of Stop Orders and Percentage Orders) <p>Markets Regulated by FINRA (NASDAQ, OTC, ECNs)</p> <ul style="list-style-type: none"> • FINRA 5210 (Publication of Transactions and Quotations) • FINRA 5220 (Offers at Stated Prices) • FINRA 5260 (Prohibition on Transactions, Publication of Quotations, or Publication of Indications of Interest During 			

Trading Halts)

- FINRA 5290 (Order Entry and Execution Practices)
- FINRA 6100 Series (Quoting and Trading in NMS stocks)
- FINRA 6110 (Trading Otherwise than on an Exchange)
- FINRA 6120 (Trading Halts)
- FINRA 6130 (Transactions Related to Initial Public Offerings)
- FINRA 6121 (Trading Halts Due to Extraordinary Market Volatility)
- FINRA 6140 (Other Trading Practices)
- FINRA 6400 Series (Quoting and Trading in OTC Equity Securities)
- FINRA 6500 Series (OTC Bulletin Board® Service)
- FINRA 6600 Series (OTC Reporting Facility)
- NASD 2320 (Best Execution and Inter-positioning)
- NASDAQ OMX PHLX 4600 Series (Requirements for Nasdaq Market Makers and Other Nasdaq Market Center Participants)
- NASDAQ OMX PHLX 4750 Series (Nasdaq Market Center-Execution Services)
- Securities Exchange Act of 1934, Rule 15c2-7 (Identification of Quotations)
- Securities Exchange Act of 1934, Rule 15c2-11 (Initiation or Resumption of Quotations without Specified Information)
- SEC, Regulation ATS (Alternative Trading Systems)

Penny Stock Regulations

- Securities Exchange Act of 1934, Rule 3a51-1 (Definition of "Penny Stock")
- Securities Exchange Act of 1934, Rule 15g-1 (Exemptions for Certain Transactions)
- Securities Exchange Act of 1934, Rule 15g-2 (Risk Disclosure Document Relating to the Penny Stock Market)
- Securities Exchange Act of 1934, Rule 15g-3 (Broker or Dealer Disclosure of Quotations and Other Information Relating to the Penny Stock Market)
- Securities Exchange Act of 1934, Rule 15g-4 (Disclosure of Compensation to Brokers or Dealers)
- Securities Exchange Act of 1934, Rule 15g-5 (Disclosure of Compensation of Associated Persons in Connection With Penny Stock Transactions)
- Securities Exchange Act of 1934, Rule 15g-6 (Account Statements for Penny Stock Customers)
- Securities Exchange Act of 1934, Rule 15g-9 (Sales Practice Requirements for Certain Low-Priced Securities)

R38	Debt instruments	Function & Associated Tasks	Knowledge
		F1 (T1.1 – T1.5) F2 (T2.1 – T2.3) F3 (T3.1 – T3.8) F4 (T4.1 – T4.5) F5 (T5.1 – T5.7)	K3.4, K7.6, K9
<ul style="list-style-type: none">• Treasury Department Regulations Governing the Issuance, Sale and Settlement of Government Securities (31 CFR)• Trust Indenture Act of 1939			
R39	Packaged securities and other managed products (general)	Function & Associated Tasks	Knowledge
		F1 (T1.1 – T1.5) F2 (T2.1 – T2.3)	K3.4, K7, K10

		F3 (T3.1 – T3.8) F4 (T4.1 – T4.5) F5 (T5.1 – T5.7)	
<ul style="list-style-type: none"> • FINRA 2342 ("Breakpoint" Sales) • Investment Company Act of 1940, Section 2(a) (Definitions - "Advisory board") • Investment Company Act of 1940, Section 3(a) (Definitions - "Investment company") • Investment Company Act of 1940, Section 4 (Classification of Investment Companies) • Investment Company Act of 1940, Section 5 (Sub-classification of Management Companies) • Investment Company Act of 1940, Section 10 (Affiliations or Interest of Directors, Officers, and Employees) • Investment Company Act of 1940, Section 12(a) (Functions and Activities of Investment Companies) • Investment Company Act of 1940, Section 13(a) (Changes in Investment Policy) • Investment Company Act of 1940, Section 15(a) (Contracts of Advisors and Underwriters) • Investment Company Act of 1940, Section 16(a) (Board of Directors – "Election of directors") • Investment Company Act of 1940, Section 17(a) (Transactions of Certain Affiliated Persons and Underwriters) • Investment Company Act of 1940, Section 18 (Capital Structure of Investment Companies) • Investment Company Act of 1940, Section 19 (Payments or Distributions) • Investment Company Act of 1940, Section 22 (Distribution, Redemption, and Repurchase of Securities; Regulations by Securities Associations) • Investment Company Act of 1940, Section 23 (Closed-End Companies) • Investment Company Act of 1940, Section 30 (Reports and Financial Statements of Investment Companies and Affiliated Persons) • Investment Company Act of 1940, Section 35 (Unlawful Representations and Names) • Investment Company Act of 1940, Section 36 (Breach of Fiduciary Duty) • Investment Company Act of 1940, Section 37 (Larceny and Embezzlement) • NASD IM-2210-3 (Use of Rankings in Investment Companies Advertisements and Sales Literature) • NASD 2830 (Investment Company Securities) <p>Types of closed-end funds (ETFs)</p> <ul style="list-style-type: none"> • NYSE Amex 1000 (Portfolio Depositary Receipts) • NYSE Amex 1000A (Index Fund Shares) • NYSE Amex 1200 (Trading of Trust Issued Receipts-Rules of General Applicability) • NYSE Amex 1400 (Trading of Paired Trust Shares- Rules of General Applicability) • NYSE Amex 1500 (Trading of Partnership Units) <p>Variable life insurance/ Annuity contracts</p> <ul style="list-style-type: none"> • FINRA 2320 (Variable Contracts of an Insurance Company) • FINRA 2330 (Members' Responsibilities Regarding Deferred Variable Annuities) <p>Real Estate Investment Trusts (REITs)</p> <ul style="list-style-type: none"> • REIT Modernization Act of 1999 <p>Direct Participation Programs (DPPs)</p> <ul style="list-style-type: none"> • FINRA 2310 (Direct Participation Programs) 			
R40	General supervision and supervisory approvals	Function & Associated Tasks	Knowledge

		F1 (T1.1 – T1.5) F2 (T2.1 – T2.3) F3 (T3.1 – T3.8) F4 (T4.1 – T4.5) F5 (T5.1 – T5.7)	K1, K2, K4, K6, K7– K13
<ul style="list-style-type: none"> • NASD 3010 (Supervision) • NASD 3012 (Supervisory Control System) • NYSE 342 (Offices–Approval, Supervision and Control) 			

SAMPLE QUESTIONS

The following sample questions are not necessarily reflective of the topics covered on the examination or the difficulty level of the examination questions.

Closed-Stem: The stem (the part that poses the question) is a complete sentence, and thus concludes with a question mark. The options (answer choices) may be complete or incomplete sentences.

Example: EE savings bonds can be described as which of the following?

- (A) Direct obligations of municipalities
- (B) Direct obligations of the federal government*
- (C) Moral obligations of a local zoning board
- (D) Moral obligations of state governments

Open-Stem (Sentence Completion): The stem is an incomplete statement and the options represent conclusions to the sentence.

Example: Liquidity is the degree of ease with which assets can be

- (A) purchased on credit
- (B) converted into cash *
- (C) used as collateral
- (D) transferred to other ownership

Most/Least/Best: This case of the multiple-choice question requires selecting an option that is either better or worse than the others. The basis on which the evaluation is to be made is stated in the stem.

Example: Which of the following BEST describes an aspect of partnership democracy?

- (A) An equal sharing agreement among limited and general partners
- (B) The right of limited partners to examine partnership books and records*
- (C) Management by both limited and general partners
- (D) Prohibitions against control by a single limited partner

Except or Not: The "EXCEPT" case is used when the task is to select the response option that is an exception to the principle or rule stated in the stem. If it is clearly more straightforward or less awkward to use "not," rather than "except," this is done. In either case, the stem may be open or closed.

Example: All of the following are considered advantages of registered limited partnerships EXCEPT

- (A) professional management
- (B) limited liability
- (C) diversification of risk*
- (D) flow-through of income and expense

Complex Multiple-choice ("Roman Numeral" Format): This type of question is used in two ways. In the following example, the task is to determine the correct sequence of a set of events or the correct ranking of a set of items from high to low.

Example: In which order, from first to last, are the following actions performed during the underwriting of an issue of corporate securities?

- I. The holding of a due diligence meeting
 - II. Investigation and analysis of the issuer
 - III. The filing of a registration statement
 - IV. The assignment of the effective date by the SEC
- (A) I, II, III, IV
 - (B) II, III, I, IV*
 - (C) III, I, II, IV
 - (D) IV, II, III, I

A second way in which the roman numeral format is used is when more than one of the options may be a correct response.

Example: Which TWO of the following are TRUE of all options sales literature?

- I. It must be preceded or accompanied by an options disclosure document.
 - II. It must be approved by CBOE prior to use
 - III. It must contain projected performance figures for the firm's recommendations.
 - IV. It may portray past performances of a member firm's recommendations.
- (A) I and II
 - (B) I and IV*
 - (C) II and III
 - (D) II and IV

REFERENCES

Listed below are government and self-regulatory organizations' (SROs') websites that provide information about rules and other information that may be useful in preparing for the examination. In addition to information about rules, the SROs may publish glossaries of terms, explanations of securities products, and compliance procedures. Candidates are encouraged to refer to the SROs' websites for information memos or Regulatory Notices concerning amendments to rules and/or the announcement of new rules that may be pertinent to the examination. Copies of federal securities laws and SEC rules may be purchased through the network of federal government printing offices. However, some of this information may be available on the SROs' and pertinent federal government's (e.g., the SEC) websites. It is recommended that candidates refer to the content outline as part of their preparation to take the examination. Candidates are responsible for planning their course of study in preparation for the examination. FINRA produces only the content outline and is not involved or endorses any particular course of study.

Chicago Board Options Exchange

LaSalle at Van Buren
Chicago, IL 60605
www.cboe.com

Financial Industry Regulatory Authority (FINRA)

1735 K Street
Washington DC, 20006
www.finra.org

Internal Revenue Service

www.irs.gov

NASDAQ OMX PHLX

1900 Market Street
Philadelphia, PA 19103
www.nasdaqomx.com

New York Stock Exchange (NYSE)

11 Wall Street
New York, NY 10005
www.nyse.com

Options Clearing Corporation

www.theocc.com

The Options Industry Council
One North Wacker Drive, Suite 500
Chicago, IL 60606
www.888options.com

Securities and Exchange Commission
Office of Investor Education and Advocacy
1-800-SEC-0330
www.sec.gov

United States Treasury
www.treasury.gov

**Board of Governors of the
Federal Reserve System**
Constitution Avenue at 20th Street, NW
Washington, DC 20551
www.federalreserve.gov

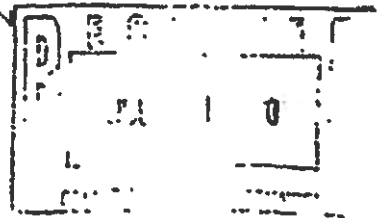
**Securities Industry/Regulatory Council
On Continuing Education**
www.cecouncil.com

**The Financial Industry Regulatory Authority Content Outline for the Canada Securities Representative
Qualification Examination is available in PDF format on the Financial Industry Regulatory Authority's
website:**

www.finra.org



UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549



July 24, 2000

Mr. Alden S. Adkins
Senior Vice President & General Counsel
NASD Regulation, Inc.
1735 K Street, N. W.
Washington, D.C. 20006-1500

Re: Procedure for Filings Relating to Qualification Examinations

Dear Mr. Adkins: *Alden*

I am writing to inform you of a change in the filing requirements for proposed rule changes involving qualification examinations for associated persons. In the past, the Division required the SROs to file question banks for new examinations for Commission approval pursuant to Section 19(b)(2) of the Exchange Act. The Division also required SROs to file questions being added to the question bank for Commission approval.

The Division has decided that it is no longer necessary for SROs to file new exam question banks for Commission approval under Section 19(b)(2). In the future, any new examinations should be filed as non-controversial rule changes for immediate effectiveness pursuant to Section 19(b)(3)(A) of the Exchange Act and Rule 19b-4(f)(6) thereunder. As you know, Rule 19b-4(f)(6) requires the SRO to give notice to the Commission of its intent to file a proposed rule change five days before doing so. During the five days prior to filing, the Division will determine if the proposed rule change is appropriately filed as non-controversial. To assist us in our analysis, please include a complete description of the examination in your rule filing. For example, the proposed rule change should address who will be required to take the exam, what information the exam will cover, the time allotted for each section, the weight assigned to each topic, the effective date of the exam requirement, and any other information that would be helpful to us in determining whether the proposal should become effective on filing. Also, pursuant to Rule 19b-4(f)(6), the rule change should be designated as effecting a change that does not significantly affect the protection of investors or the public interest, does not impose any significant burden on competition and, by its terms, does not become operative for 30 days after the date of the filing.

Alden S. Adkins
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Filings to modify an existing examination should be submitted as "constituting a stated policy, practice, or interpretation with respect to the meaning, administration or enforcement of an existing rule..." pursuant to Section 19(b)(3)(A) of the Exchange Act.

Our goal in changing these procedures is to expedite the effectiveness of proposed rule changes involving examination requirements for persons associated with SRO members. Please contact Kathy England, Assistant Director, at 202-942-0154, or Karl Varner, Special Counsel, at 202-942-7125, if you have any questions.

Sincerely,



Belinda Blaine
Associate Director