

*Required fields are shown with yellow backgrounds and asterisks.*

Page 1 of * <input type="text" value="33"/>	SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549 Form 19b-4	File No.* SR - <input type="text" value="2011"/> - * <input type="text" value="064"/> Amendment No. (req. for Amendments *) <input type="text" value="2"/>
Proposed Rule Change by Financial Industry Regulatory Authority Pursuant to Rule 19b-4 under the Securities Exchange Act of 1934		
Initial * <input type="checkbox"/>	Amendment * <input checked="" type="checkbox"/>	Withdrawal <input type="checkbox"/>
Section 19(b)(2) * <input checked="" type="checkbox"/>		Section 19(b)(3)(A) * <input type="checkbox"/>
Section 19(b)(3)(B) * <input type="checkbox"/>		
Rule		
Pilot <input type="checkbox"/>		<input type="checkbox"/> 19b-4(f)(1) <input type="checkbox"/> 19b-4(f)(4)
Extension of Time Period for Commission Action * <input type="checkbox"/>		<input type="checkbox"/> 19b-4(f)(2) <input type="checkbox"/> 19b-4(f)(5)
Date Expires * <input type="text"/>		<input type="checkbox"/> 19b-4(f)(3) <input type="checkbox"/> 19b-4(f)(6)
Exhibit 2 Sent As Paper Document <input type="checkbox"/>	Exhibit 3 Sent As Paper Document <input type="checkbox"/>	
<b>Description</b> Provide a brief description of the proposed rule change (limit 250 characters, required when Initial is checked *). <input type="text"/>		
<b>Contact Information</b> 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 * <input type="text" value="Matthew"/> Last Name * <input type="text" value="Vitek"/> Title * <input type="text" value="Counsel"/> E-mail * <input type="text" value="matthew.vitek@finra.org"/> Telephone * <input type="text" value="(202) 728-8156"/> Fax <input type="text" value="(202) 728-8264"/>		
<b>Signature</b> 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 <input type="text" value="02/08/2012"/> By <input type="text" value="Patrice Gliniecki"/> Senior Vice President and Deputy General Counsel (Name *) (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. <input type="button" value="Patrice Gliniecki,"/>		

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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

On November 1, 2011, FINRA filed with the Securities and Exchange Commission (“SEC” or “Commission”) SR-FINRA-2011-064, a proposed rule change to adopt FINRA Rule 4524 (Supplemental FOCUS Information) to require each member, as FINRA shall designate, to file such additional financial or operational schedules or reports as FINRA may deem necessary or appropriate for the protection of investors or in the public interest as a supplement to the FOCUS report. The content of such supplemental schedules or reports, their format, and the timing and frequency of such filings, would be specified in a Regulatory Notice (or similar communication). FINRA would file with the SEC the content of any such Regulatory Notice (or similar communication) issued pursuant to proposed FINRA Rule 4524. As part of the proposed rule change, FINRA is proposing one such schedule, a Supplemental Statement of Income (“SSOI”) as a supplement to the Statement of Income (Loss) page of the FOCUS Report.

The Commission published the proposed rule change for comment in the Federal Register on November 14, 2011.<sup>1</sup> The Commission received five comment letters in response to the proposed rule change. FINRA is submitting by separate letter its response to comments on the proposed rule change contemporaneously with this Partial Amendment No. 2, which clarifies the proposed rule language and revises both the SSOI and the instructions to the SSOI.

First, in response to comments received by the Commission, FINRA is proposing to amend FINRA Rule 4524 to clarify that FINRA shall file with the SEC pursuant to Section 19(b) of the Securities Exchange Act of 1934 the content of any Regulatory Notice (or similar communication) issued pursuant to this rule.

Second, in response to comments received by the Commission, FINRA is proposing to amend the SSOI and the instructions to the SSOI to include as a component to the *de minimis* exception for certain designated sections a percentage of gross revenue threshold. Thus, if the aggregate amount for the designated section is less than the greater of \$5,000 or 5% of total revenue or total expense, as applicable, for the reporting period, a member would only be required to enter the aggregate amount to complete the section. Additionally, FINRA is proposing to add the *de minimis* exception for the revenue from sale of insurance based products section on the SSOI.<sup>2</sup> Further, FINRA is proposing to clarify language on the SSOI and instructions regarding the reporting thresholds for other expenses and other revenue.

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<sup>1</sup> Securities Exchange Act Release No. 65700 (November 7, 2011), 76 FR 70523 (November 14, 2011) (Notice of Filing of File No. SR-FINRA-2011-064). The comment period closed on December 5, 2011.

<sup>2</sup> Additionally, FINRA is proposing to amend the SSOI and instructions to reflect the new *de minimis* exception for revenue from sale of insurance based products by dividing Section 2 into two sections; revenue from sale of investment company shares would be Section 2 and revenue from sale of insurance based products would be Section 3. FINRA is proposing to renumber each section after Section 3 to reflect this change.

Third, in response to comments received by the Commission, FINRA is proposing to amend the instructions to the SSOI to require the SSOI to be filed within 20 business days after the end of the calendar quarter.

Fourth, in response to comments received by the Commission, FINRA is proposing to clarify the instructions to the SSOI with respect to foreign exchange. FINRA is also proposing to add instructions to the SSOI regarding non-insurance based products.

FINRA is including with this Partial Amendment No. 2 an Exhibit 3 that contains the proposed SSOI and instructions, as amended, and an Exhibit 4 that shows the changes proposed in this Partial Amendment No. 2, with the proposed changes in the original filing shown as if adopted.

**Exhibit 3**

**SUPPLEMENTAL STATEMENT OF INCOME**

**GENERAL INSTRUCTIONS**

The Supplemental Statement of Income (SSOI) is intended to provide more detailed information about a member's revenue and expenses that are reflected on the FOCUS Report (Forms Part II, Part IIA or Part II CSE, as appropriate). The SSOI must be filed by all FINRA members as a supplement to the FOCUS Report within 20 business days after the end of each calendar quarter. The SSOI must reflect revenue and expenses for the calendar quarter.

All revenue and expense items must be reported in accordance with Generally Accepted Accounting Principles (GAAP).

Intercompany transactions must be included on the respective lines, as if they were third party transactions, unless otherwise noted.

Related FOCUS lines are included on the SSOI for your reference only.

Each of the revenue and expense lines on the FOCUS Report has a four digit number that begins with a "3" or "4". The related line on the SSOI has a five digit number that begins with "1" and is followed by the same number from the FOCUS Report. For example, "Other revenue" on the FOCUS Report is referenced by Line 3995 and on the SSOI as Line 13995. The lines on the SSOI that are not directly related to a line on the FOCUS Report are referenced by a five digit number beginning with "11", or with an "11" or "19" on the Operational Page.

Further, each line on the SSOI that has a related line on the FOCUS Report is preceded by one of the following prefixes:

- "C" if the line is reflected on the Part II CSE of the FOCUS Report;
- "II" if the line is reflected on the Part II of the FOCUS Report;
- "IIA" if the line is reflected on the Part IIA of the FOCUS Report; and
- "A" if the line is reflected on all three versions (Part II CSE, Part II and Part IIA) of the FOCUS Report.

Subject to a reporting threshold, certain sections of the SSOI with multiple line items permit firms to report all revenue or expenses associated with a given section *on a single line*. For an applicable section, if the total revenue or expenses for that section is less than the greater of \$5,000 or 5% of Line 14030 (Total Revenue) or Line 14200 (Total Expenses), as applicable, for the reporting period, the firm may report the total on a single line. Using Section 1 (Commissions) as an example, if the firm's total commissions for the reporting period is less than the greater of \$5,000 or 5% of Line 14030 (Total Revenue) the firm may report the aggregate amount on Item M. If the firm reports on Item M, the firm may not provide a breakdown on Items A through L. If the firm's commission revenue for the reporting period is more than the reporting threshold the firm must reflect the source of the revenue using Items A through L, leaving Item M blank. Sections 1 (Commissions), 3 (Revenue from Sale of Insurance Based Products), 5 (Net Gains or Losses on Principal Trades), 7 (Interest / Rebate / Dividend Income), 9 (Fees Earned), 12 (Compensation Expenses), 13 (Commission, Clearance and Custodial Expenses), 15 (Interest and Dividend Expenses), and 17 (General, Administrative, Regulatory and Miscellaneous Expenses) permit firms to report the aggregate amount if the total revenue or expenses, as applicable, is less than the greater of \$5,000 or 5% of Line 14030 (Total Revenue) or Line 14200 (Total Expenses), as applicable. In addition, as noted on the SSOI, a firm only needs to report the three largest components of Line 13995 (Section 11, Item B, Other Revenue) if Line 13995 (Section 11, Item B, Other Revenue) is greater than both 10% of Line 14030 (Total Revenue) and \$5,000. Further, a firm only needs to report the three largest components of Line 14100 (Section 18, Item A, Other Expenses) if Line 14100 (Section 18, Item A, Other Expenses) is greater than both 10% of Line 14200 (Total Expenses) and \$5,000.

Please note that the following lines on the SSOI must equal the amounts reflected on the FOCUS Report:

<u>SSOI Line</u>	<u>FOCUS Report Line &amp; Title (Related FOCUS Report)</u>
13940	Line 3940 Total commissions (C); Total securities commissions (II/IIA)
13926	Line 3926 Derivative Trading Desks - Total gains or (losses) (C)
13950	Line 3950 Total gains or (losses) (C/II); Total gain (loss) (IIA)

13952	Line 3952 Gains or losses on Firm Securities Investment Accounts (C/IIA); Total realized and unrealized gains (losses) (II)
14030	Line 4030 Total revenue (A)
14075	Line 4075 Interest expense (A)
14200	Line 4200 Total expenses (A)
14210	Line 4210 Income (loss) before Federal income taxes and items below (A)
14220	Line 4220 Provision for Federal income taxes (for parent only) (A)
14222	Line 4222 Equity in earnings (losses) of unconsolidated subsidiaries not included above (A)
14224	Line 4224 Extraordinary gains (losses) (A)
14225	Line 4225 Cumulative effect of changes in accounting principles (A)
14230	Line 4230 Net income (loss) after Federal income taxes and extraordinary items (A)

Some lines on the SSOI apply only to certain firms. In such cases, these instructions will refer to the types of firms, or the FOCUS Report filed, as follows:

- ANC filers refer to firms that compute Net Capital in accordance with Appendix E of Rule 15c3-1 under the Securities Exchange Act of 1934 (SEA), and which utilize the Part II CSE.
- Part II filers or Part II
- Part IIA filers or Part IIA

### SPECIFIC INSTRUCTIONS

Instructions are not intended to be comprehensive, but are included to provide clarity. Terms used in the SSOI shall have the same meaning as those defined in the instructions to the FOCUS Report unless otherwise specified. Where guidance or a definition is warranted to assist firms in the preparation of the SSOI, including the Operational Page, the line referenced is from the SSOI. As such, instructions are not provided for each line.

In certain instances, firms are given a choice as to which section and/or line on the SSOI to reflect revenue or expense. With respect to each of these situations, a firm must apply its approach consistently across reporting periods. Such methodology must be documented and made available to FINRA staff upon request. For ease of reference, these instructions contain the reference “[FSM]” (for firm selected methodology) to highlight areas where firms have an option on how to report and a responsibility to document their methodology.

With respect to the Specific Instructions to the SSOI, the term *customer(s)* includes any person (natural or otherwise), other than a broker or dealer, with whom the member has engaged, or has sought to engage, in securities activities.

## REVENUE

### 1. Commissions

Note: If the firm meets the reporting threshold as described in the General Instructions, the firm may complete Item M, leaving Items A through L blank.

With respect to this section, in cases where a transaction is subject to SEA Rule 10b-10, any remuneration that would need to be disclosed (either in writing at or before completion of a transaction on the confirmation, or made available to the customer on request) would be a “commission” for SSOI reporting purposes. For products in this section not subject to SEA Rule 10b-10, firms must report revenue in this section when they have engaged in the transaction as an agent. Costs to the broker-dealer associated with soft dollar, rebate or recapture payments must be reflected in the Expense section of the SSOI. Net gains or losses from transactions made by the broker-dealer when acting as principal, or riskless principal, must be reported in Section 5 (Net Gains or Losses on Principal Trades) of the SSOI.

This section includes commissions related to the referenced products, as follows:

Line 13937 (Exchange Listed Equity Securities Executed OTC) – OTC includes, but is not limited to, commissions from transactions in securities quoted on OTC Markets or on the OTC Bulletin Board.

Line 11001 (U.S. Government and Agencies) – Include commissions from the sale of debt of the U.S. government or U.S. government agencies. Commissions from sales of mortgage-backed securities issued by U.S. government agencies must be reported on Line 11004 (Mortgage-Backed and Other Asset-Backed Securities).

Line 11004 (Mortgage-Backed and Other Asset-Backed Securities) – Include commissions from private label asset-backed securities as well as government agency asset-backed securities.

Line 11005 (Municipals) – Include commissions from the sale of municipal securities, including 529 plans.

Line 11006 (OTC Options) – Commissions from the sale of options contracts other than those executed on a recognized exchange.

Line 13991 (Commodity Transactions) – This line is to be used by ANC filers only. All other broker-dealers must report commodities related commissions on Line 13990 (Commodities Revenue) in Section 10 (Commodities Revenue).

Line 11007 (Foreign Exchange) – This line is to be used by Part II and Part IIA filers only. For purposes of the SSOI, Foreign Exchange refers to any account, agreement, contract or transaction in foreign currency that is offered or entered into by a member and is not executed on or subject to the rules of a contract market registered pursuant to Section 5 of the Commodity Exchange Act or a national securities exchange. If Foreign Exchange was assessed a commission, such commission must be reflected on this line. Any other revenue derived from Foreign Exchange must be reported on Line 13902 (Foreign Exchange) in Section 5 (Net Gains or Losses on Principal Trades).

Line 11008 (Aggregate amount if less than the greater of \$5,000 or 5% of Total Revenue) – As noted above, this section allows aggregate reporting if the aggregate amount for the revenue category meets the reporting threshold as described in the General Instructions.

Line 11009 (Is any portion of Item M related to municipal securities?) – If the firm has reported revenue on Item M, the firm must complete Line 11009. Municipal securities include 529 plans.

## **2. Revenue from Sale of Investment Company Shares**

This section includes revenue earned from assisting in or facilitating the purchase or sale of the referenced instruments.

Line 13970 (Revenue from Sale of Investment Company Shares) – Include concessions earned from the sales of open-end mutual funds that contain a load. Include commissions charged on transactions in no-load funds. Firms may include revenue from UITs to the extent they are open-end companies. 12b-1 fees must be reported on Line 11094 (12b-1 Fees) in Section 9 (Fees Earned). All other mutual fund revenue must be reported on Line 11095 (Mutual Fund Revenue other than Concessions or 12b-1 Fees) in Section 9 (Fees Earned).

## **3. Revenue from Sale of Insurance Based Products**

Note: If the firm meets the reporting threshold as described in the General Instructions, the firm may complete Item C, leaving Items A and B blank.

Line 11020 (Sale of Variable Contracts) – Include revenue from any variable annuity or any other financial instrument that contains an insurance and security component.

Line 11021 (Non-Securities Insurance Based Products) – Includes but is not limited to fixed annuities.

Line 11022 (Aggregate amount if less than the greater of \$5,000 or 5% of Total Revenue) – As noted above, this section allows aggregate reporting if the aggregate amount for the revenue category meets the reporting threshold as described in the General Instructions..

**4. Gains or Losses on Derivative Trading Desks**

This section aligns with the related section on the FOCUS Report Part II CSE. ANC filers must use this section of the SSOI to report revenue, and only ANC filers should use this section. All other firms must report trading gains/losses in Section 5 (Net Gains or Losses on Principal Trades).

Total return swaps must be included on the line that reflects the nature of the underlying asset.

**5. Net Gains or Losses on Principal Trades**

Note: If the firm meets the reporting threshold as described in the General Instructions, the firm may complete Item O, leaving Items A through N blank.

To be included in this section:

- All realized and unrealized gains and losses resulting from proprietary trading and market making activities in the referenced securities and contract instruments.
- Net gains or losses from “riskless” principal transactions.

Net gains or losses from:

- Fixed income instruments with a foreign currency component must be reported as fixed income.
- Transactions in TBAs must be reported on the line relating to the underlying product.
- Transactions in forward contracts must be reported on the line relating to the underlying product.

[FSM]: Firms may include related hedges in this section. Firms electing to include related hedges must report gains or losses from hedges on the line of the instrument being hedged in accordance with a consistently applied methodology selected by the firm. For example, if a firm is hedging government securities and corporate debt, the firm may report the aggregated transaction in either of these two categories. However, firms' classification methodology with respect to including hedges must be consistent from one reporting period to the next for similar transactions.

[FSM]: Firms may include interest and dividends earned on the instrument traded in this section or in Section 7 (Interest / Rebate / Dividend Income).

Note to Part II filers: Line 3941 (Gains or losses on firm securities trading accounts from market making in over-the-counter equity securities) is not brought forward from the FOCUS Report to the SSOI. Firms are expected to report revenue from these lines into one or more of the classifications in Section 5 (Net Gains or Losses on Principal Trades) of the SSOI as appropriate.

Note to Part IIA filers: Lines 3945 (Gains or losses on firm securities trading accounts from market making in options on a national securities exchange) and 3949 (Gains or losses on firm securities trading accounts from all other trading) are not brought forward from the FOCUS Report to the SSOI. Firms are expected to report revenue from these lines into one or more of the classifications in Section 5 (Net Gains or Losses on Principal Trades) of the SSOI as appropriate.

Note to Part II CSE filers: Lines 11032 (U.S. Government and Agencies), 11034 (Foreign Sovereign Debt), 11036 (Corporate Debt), 11038 (Mortgage-Backed and Other Asset-Backed Securities), and 13901 (Municipals) include a reference to C: 3901 given that the FOCUS Report Part II CSE aggregates the net gains or losses on principal trades from each of the referenced products on a single line (i.e., Line 3901, Interest Rate/Fixed Income). Part II CSE filers must reflect revenue from Line C: 3901 on the appropriate lines on the SSOI as it relates to the underlying security.

Note to All Firms: Firms are expected to reflect trading gains and losses to the extent possible across the first 13 classifications (A through M) within this Section 5 (Net Gains or Losses on Principal Trades). Revenue that cannot otherwise be reflected across the first 13 classifications may be included on Line 13951 (Other).

Line 11032 (U.S. Government and Agencies) – Include net gains or losses from the debt of the U.S. government and U.S. government agencies. Net gains or losses from mortgage-backed securities issued by U.S. government agencies must be reported on Line 11038 (Mortgage-Backed and Other Asset-Backed Securities).

Line 11038 (Mortgage-Backed and Other Asset-Backed Securities) – Include net gains or losses from private label asset-backed securities as well as government agency asset-backed securities.

Line 13902 (Foreign Exchange) – For purposes of the SSOI, Foreign Exchange refers to any account, agreement, contract or transaction in foreign currency that is offered or entered into by a member and is not executed on or subject to the rules of a contract market registered pursuant to Section 5 of the Commodity Exchange Act or a national securities exchange. If Foreign Exchange was assessed a commission, such commission must be reflected in Section 1 (Commissions) on Line 11007 (Foreign Exchange). Any other revenue derived from Foreign Exchange must be reported on this line.

Line 11042 (Securities Based Swaps) – Include net gains or losses from security-based swaps, as that term is defined in Section 3(a)(68) of the SEA.

Line 11043 (All Other Swaps) – Include net gains or losses from swaps, other than those included on Line 11042 (Securities Based Swaps).

Line 13904 (Commodity Transactions) – This line is to be used by ANC filers only. All other filers must report commodities related net gains or losses on Line 13990 (Commodities Revenue) in Section 10 (Commodities Revenue).

Line 11045 (Aggregate amount if less than the greater of \$5,000 or 5% of Total Revenue) – As noted above, this section allows aggregate reporting if the aggregate amount for the revenue category meets the reporting threshold as described in the General Instructions.

Line 11046 (Is any portion of Item O related to municipal securities?) – If the firm has reported revenue on Item O, the firm must complete this line.

#### **6. Capital Gains (Losses) on Firm Investments**

[FSM]: Firms may include interest and dividends earned on the investment in this section, or in Section 7 (Interest / Rebate / Dividend Income).

#### **7. Interest / Rebate / Dividend Income**

Note: If the firm meets the reporting threshold as described in the General Instructions, the firm may complete Item H, leaving Items A through G blank.

Line 11060 (Securities Borrowings) and Line 11061 (Reverse Repurchase Transactions) – Include rebates and/or interest earned from such transactions.

Line 13960 (Margin Interest) – Interest earned on margin loans to customers, including customers whose accounts are cleared by the firm on a fully disclosed basis. Include amounts earned by an introducing firm from the margin interest charged by the clearing firm to its introduced customer accounts.

Line 11062 (Interest earned from customer bank sweep (FDIC insured products) programs) – Interest earned by the firm from customer funds swept into FDIC-insured products. Include interest received by an introducing firm from its carrying/clearing firm when customers that are introduced to the carrying/clearing firm on a fully disclosed basis have funds swept into such products.

Line 11063 (Interest earned from customer fund sweeps into '40 Act Investments) – Interest earned by the firm for funds swept into products offered pursuant to the Investment Company Act of 1940. Include interest received by an introducing firm from its carrying/clearing firm when customers that are introduced to the carrying/clearing firm on a fully disclosed basis have funds swept into such products.

Line 11064 (Interest and/or Dividends on Securities held in Firm Inventory (not reported in Sections 5 or 6)) – [FSM]: Interest and dividends other than those which the firm has elected to include in Sections 5 (Net Gains or Losses on Principal Trades) or 6 (Capital Gains (Losses) on Firm Investments).

Line 13953 (Other Interest) – Include interest earned on proprietary bank deposits and deposits with clearing agencies.

Line 11065 (Aggregate amount if less than the greater of \$5,000 or 5% of Total Revenue ) – As noted above, this section allows aggregate reporting if the aggregate amount for the revenue category meets the reporting threshold as described in the General Instructions.

**8. Revenue from Underwritings and Selling Group Participation**

For revenue from underwritings and selling group participation, include amounts earned from participating in underwritings in any capacity, e.g., lead or co-manager, selling group member, or a broker-dealer that is allocated revenue related to such offerings.

**Note:** If the broker-dealer has sold Certificates of Deposit (CDs) issued by an affiliate in the reporting period, the revenue earned from such sales must be recorded on Line 11126 (Total Revenue from sale of Certificates of Deposit (CDs) issued by an affiliate) in Section 11 (Other Revenue).

Line 11070 (Municipal Offerings) – Include revenue from offerings of municipal securities as defined in Section 3(a)(29) of the SEA.

*Registered Offerings*

For purposes of this form, an “affiliate” is an entity that controls, is controlled by or is under common control with a member as defined by FINRA Rule 5121(f)(1). The term “entity” means a company, corporation, partnership, trust, sole proprietorship, association or organized group of persons; and excludes: (1) an investment company registered under the Investment Company Act of 1940; or (2) a “separate account” as defined in Section 2(a)(37) of the Investment Company Act of 1940. The term “control” means: (1) beneficial ownership of 10 percent or more of the outstanding common equity of an entity, including any right to receive such securities within 60 days of the member’s participation in a public offering; (2) the right to 10 percent or more of the distributable profits or losses of an entity that is a partnership, including any right to receive an interest in such distributable profits or losses within 60 days of the member’s participation in a public offering; or (3) the power to direct or cause the direction of the management or policies of the entity.

*Unregistered Offerings*

Line 11080 (Did the broker or dealer filing this report participate in the sale of any unregistered offering during the reporting period for which it received no compensation?) – This question is intended to capture situations, for example, where the broker-dealer sells securities of a parent or affiliate irrespective of whether compensation is received by the broker or dealer for its sales efforts. The issuer may also be affiliated with an associated person of the firm. Irrespective of the relationship(s) in a given offering, if the broker or dealer participated in sales efforts without the benefit of compensation during the reporting period, the firm would answer yes to this question.

In this section, an unregistered offering is one in which the security is not registered with the SEC in reliance on an exemption from registration pursuant to the Securities Act of 1933. “Affiliate,” “entity” and “control” have the same meanings as referenced in the “Registered Offerings” section above.

**Note:** Once revenue from Line 11089 (Total Revenue from Unregistered Offerings) exceeds 10 percent of Line 14030 (Total Revenue) in Section 11 (Other Revenue), the member *must* complete each section on the operational page where the firm earned *any* revenue from the sale of securities in an unregistered offering.

**9. Fees Earned**

**Note:** If the firm meets the reporting threshold as described in the General Instructions, the firm may complete Item O, leaving Items A through N blank.

Line 11090 (Fees earned from affiliated entities) – Include fees earned from affiliated entities to the extent that the fees relate to products or services enumerated in Items B through N in this section. Firms must use the definition of “affiliate” provided in Section 8 (Revenue from Underwritings and Selling Group Participation) of these instructions.

Line 11091 (Investment Banking Fees; M&A Advisory) – Fees earned for services provided in conjunction with a proposed, or completed, merger or acquisition. The firm must include fees for advisory work pertaining to a proposed offering of securities, but exclude underwriting or sales-based compensation earned in conjunction with the offering of such securities. Do not include fees that are reported in Item A of this section.

Line 13975 (Account Supervision and Investment Advisory Services) – Fees earned for account supervision are those fees charged by the firm for providing investment advisory services where there is no fee charged for trade execution. Investment Advisory Services generally encompass investment advisory work and execution of client transactions, e.g., wrap arrangements. Include fees charged by broker-dealers that are also registered with the Commodity Futures Trading Commission (CFTC). Do not include fees that are reported in Item A of this section.

Line 11092 (Administrative Fees) – Include retirement account fees, account transfer fees (ACATS), postage and handling fees, termination of account fees, or any other fee from a service provided by the firm to its customers. This line must be used by clearing and/or carrying firms, introducing firms, and all other broker-dealers that assess fees to customers. Do not include fees that are reported in Item A of this section.

Line 13980 (Revenue from Research Services) – Fees earned from the sale or distribution of firm-prepared research or research obtained from third parties and distributed by the firm. Do not include fees that are reported in Item A of this section.

Line 11093 (Rebates from Exchanges, ECNs, and ATs) – Revenues earned by the firm from exchanges, ECNs and ATs for the routing of orders for execution to such venues. Do not include revenue that is reported in Item A of this section.

Line 11094 (12b-1 Fees) – Fees earned pursuant to Rule 12b-1 under the Investment Company Act of 1940. Do not include fees that are reported in Item A of this section. When evaluating whether gross or net recognition is required under ASC 605-45, consideration should be given to the risks of not recovering advance payments made on Class C and similar shares.

Line 11095 (Mutual Fund Revenue other than Concessions or 12b-1 Fees) – Include marketing advances received, networking fees earned, cost reimbursements or any other revenue earned in conjunction with the sale of securities registered under the Investment Company Act of 1940 that have not been otherwise included on any other lines of the SSOI. Do not include fees that are reported in Item A of this section.

Line 11096 (Execution Services) – Fees earned for executing transactions on behalf of others. Do not include fees that are billed and reported as part of a transaction confirmation. Do not include fees that are reported in Item A of this section.

Line 11097 (Clearing Services) – Fees earned by clearing and/or carrying firms for facilitating the clearance and settlement of transactions or for providing any other service directly related to clearance and settlement, and that are not specifically referenced elsewhere in this “Fees Earned” section of the SSOI. Do not include fees that are reported in Item A of this section.

Line 11098 (Fees earned from customer bank sweep (FDIC insured products) programs) – Fees earned (other than interest and interest rebates reported on Line 11062 in Section 7 (Interest / Rebate / Dividend Income)) by a carrying/clearing firm from customer funds swept into FDIC-insured products. Include fees earned by introducing firm from its carrying/clearing firm when customers that are introduced to the carrying/clearing firm on a fully disclosed basis have funds swept into such products. Do not include fees that are reported in Item A of this section.

Line 11099 (Fees earned from sweep programs into '40 Act Investments) – Fees earned (other than interest and rebates of interest reported on Line 11063 in Section 7 (Interest / Rebate / Dividend Income)) by the firm for funds swept into products offered pursuant to the Investment Company Act of 1940. Include fees earned by introducing firm from its carrying/clearing firm when customers that are introduced to a carrying/clearing firm on a fully disclosed basis have funds swept into such products. Do not include fees that are reported in Item A of this section.

Line 11100 (Networking Fees from '40 Act Companies) – Include fees earned for maintaining an omnibus account at a mutual fund for customers' investments in such fund (e.g., networking fees are usually paid by a fund to a carrying/clearing firm that sends customer confirmations and statements to the beneficial owner of the fund's shares). Do not include fees that are reported in Item A of this section.

Line 11102 (Aggregate amount if less than the greater of \$5,000 or 5% of Total Revenue) – As noted above, this section allows aggregate reporting if the aggregate amount for the revenue category meets the reporting threshold as described in the General Instructions.

#### 10. Commodities Revenue

This section, Line 13990 (Commodities Revenue), is to be used by Parts II and IIA filers only. Include revenue earned related to products that qualify as commodities under CFTC regulations, whether from principal or agency trades. This section is not to be used by ANC filers. ANC filers must reflect commodities revenue on Lines 13991 (Commodity Transactions) in Section 1 (Commissions), 13924 (Commodity Products) in Section 4 (Gains or Losses on Derivative Trading Desks) or 13904 (Commodity Transactions) in Section 5 (Net Gains or Losses on Principal Trades), as appropriate.

#### 11. Other Revenue

Line 11126 (Total Revenue from sale of Certificates of Deposit (CDs) issued by an affiliate) – Include all CDs even if they do not meet the definition of a security.

Note to Part II filers: Line 3985 (Other revenue related to securities business) from the FOCUS Report *is not* reflected on the SSOI; such revenue is to be reflected on the SSOI in one or more of the lines contained herein.

Line 13995 (Other Revenue) on the SSOI will likely be less than Line 3995 (Other revenue) on the FOCUS Report.

Note: If Line 13995 (Other Revenue) is \$5,000 or more and exceeds 10 percent of Line 14030 (Total Revenue), the firm *must* provide a description of the three largest components of other revenue along with the associated revenue from each.

#### Total Revenue

Line 14030 (Total Revenue) – As previously noted, this line *must* equal Line 4030 (Total revenue) on the FOCUS Report.

### EXPENSES

#### 12. Compensation Expenses

Note: If the firm meets the reporting threshold as described in the General Instructions, the firm may complete Item F, leaving Items A through E blank.

Note: Line 4120 (Salaries and other employment costs for general partners and voting stockholder officers) from Part II and Part IIA, and Line 4115 (Other employee compensation and benefits) from Part IIA *are not* reflected on the SSOI. Firms must assess the nature of the compensation and include the amounts in the appropriate line(s) of the SSOI.

Line 14110 (Registered Representatives Compensation) – Compensation paid to personnel whose activities are primarily sales related (e.g., persons with a Series 7, General Securities Representative). Compensation paid to management personnel (e.g., Series 24, General Securities Principal) must be reflected on Line 14040 (Compensation paid to all other revenue producing personnel). Firms offering special products must follow a similar convention when reporting revenue between Lines 14110 (Registered Representatives Compensation) and 14040 (Compensation paid to all other revenue producing personnel) for their revenue producing personnel. Do not include bonuses. Bonuses must be reported on Line 11201 (Bonuses).

Line 14040 (Compensation paid to all other revenue producing personnel) – Compensation paid to revenue producing employees and management, other than registered representatives. Exclude amounts paid as part of an outsourcing agreement. Do not include bonuses. Bonuses must be reported on Line 11201 (Bonuses).

Line 11200 (Compensation paid to non-revenue producing personnel (including temporary personnel)) – Include compensation paid to all non-revenue producing management, administrative and clerical personnel. Do not include bonuses. Bonuses must be reported on Line 11201 (Bonuses).

Line 11201 (Bonuses) – Incentive compensation for all employees. Include payments made to induce employment (e.g., hiring bonuses).

Line 11202 (Other compensation expenses) – Include costs associated with employee benefits (e.g., health benefits, 401(k) matching contributions), employer FICA, unemployment insurance and similar expenses.

Line 11203 (Aggregate amount if less than the greater of \$5,000 or 5% of Total Expenses) – As noted above, this section allows aggregate reporting if the aggregate amount for the expense category meets the reporting threshold as described in the General Instructions.

### **13. Commission, Clearance and Custodial Expenses**

Note: If the firm meets the reporting threshold as described in the General Instructions, the firm may complete Item H, leaving Items A through G blank.

Line 14055 (Floor brokerage and fees paid) – Fees paid to other broker-dealers for the execution of trades on a recognized exchange. Includes floor brokers and liquidity providers.

Line 14145 (Amounts paid to Exchanges, ECNs and ATSS) – Amounts paid to exchanges, ECNs and ATSS for the routing of orders for execution.

Line 11210 (Clearance Fees Paid to broker-dealers) – Fees paid to other broker-dealers for clearance and settlement of transactions and for the custody of assets. Include any fees paid by an introducing firm to a carrying/clearing firm, if the clearing firm does not bill the introducing firm separately for each service. If the introducing firm is billed for each service, the introducing firm must report such amounts on the SSOI based on the nature of the fee(s). If such fees are not separately identifiable, the aggregate fees may be reported on Line 11210 (Clearance Fees Paid to broker-dealers).

Line 14135 (Clearance Fees Paid to non-broker-dealers) – All fees paid to an entity that is other than a broker-dealer for the clearance and settlement of transactions (e.g., NSCC, FICC and clearing agent banks).

Line 14140 (Commission Paid to other broker-dealers) – Include commissions or fees paid to inter-dealer brokers and service/distribution fees paid in connection with mutual funds.

Line 11211 (12b-1 Fees) - 12b-1 fees paid to other broker-dealers or institutions. When evaluating whether gross or net recognition is required under ASC 605-45, consideration should be given to the risks of not recovering advance payments made on Class C and similar shares.

Line 11212 (Custodial Fees) – Fees paid to an entity to maintain safekeeping of customer or firm securities (e.g., DTCC, CDS, Euroclear, banks acting as custodians).

Line 11213 (Aggregate amount if less than the greater of \$5,000 or 5% of Total Expenses) – As noted above, this section allows aggregate reporting if the aggregate amount for the expense category meets the reporting threshold as described in the General Instructions.

### **14. Expenses Incurred on Behalf of Affiliates and Others**

Firms must use the definition of affiliate provided in Section 8 (Revenue from Underwritings and Selling Group Participation) of these instructions.

Line 11220 (Soft dollar expenses) – Expenses incurred in connection with goods or services provided in accordance with Section 28(e) of the SEA.

Line 11221 (Rebates/Recapture of commissions) – The direct or indirect return to a customer of commissions charged by the firm.

**15. Interest and Dividend Expenses**

Note: If the firm meets the reporting threshold as described in the General Instructions, the firm may complete Item H, leaving Items A through G blank.

Line 11237 (Aggregate amount if less than the greater of \$5,000 or 5% of Total Expenses) – As noted above, this section allows aggregate reporting if the aggregate amount for the expense category meets the reporting threshold as described in the General Instructions.

As previously noted, the total of Line 14075 (Total Interest and Dividend Expenses) must equal Line 4075 (Interest expense) from the FOCUS Report.

**16. Fees Paid To Third Party Service Providers**

Line 11240 (To Affiliates) – Include payments to an affiliate for services provided to the broker-dealer. Firms must use the definition of “affiliate” provided in Section 8 (Revenue from Underwritings and Selling Group Participation) of these instructions.

Line 11241 (To Third Parties) – Include payments to third party service providers performing activities related to the broker-dealer’s business.

**17. General, Administrative, Regulatory and Miscellaneous Expenses**

Note: If the firm meets the reporting threshold as described in the General Instructions, the firm may complete Item M, leaving Items A through L blank.

Line 11250 (Finders’ Fees) – Fees paid to persons not registered with the firm for the referral of customers. For purposes of this form, “customers” include any person (natural or otherwise), other than a broker or dealer, with whom the member has engaged, or has sought to engage, in securities activities.

Line 14060 (Technology, data and communication costs) – Expenses incurred related to hardware, software or communications services or payments to the entities directly contracted to provide such hardware, software or communications services. Excludes compensation to employees or to independent contractors with which the broker-dealer has direct arrangements. Excludes expenses incurred from the outsourcing of functions related to the broker-dealer’s business.

Note: [FSM]: Lines 4060 (Communications) and 4186 (Data processing costs) from Parts II and II CSE may be combined and reported on Line 14060 (Technology, data and communication costs) of the SSOI, as long as they meet the requirements described in the instructions for this line. Part IIA filers may report technology, data and communication costs on Line 14100 (Other Expenses) in Section 18 (Other Expenses) of the SSOI. All firms may include expenses incurred for procurement of market data on this line or on Line 11251 (Research).

Line 11251 (Research) – Fees paid to providers of research services. Excludes amounts paid for publications commercially available to the investing public. Such amounts must be reported on Line 14100 (Other Expenses) in Section 18 (Other Expenses).

Note: [FSM]: Firms may include expenses incurred for procurement of market data in this category, or under Line 14060 (Technology, data and communication costs).

Line 14150 (Promotional Fees) – Include advertising (e.g., print media, TV, radio), expenses and costs incurred for sales related events, conferences, seminars or similar gatherings, literature or marketing materials intended to initiate interest in products/services offered by the broker-dealer.

Line 14080 (Occupancy and equipment expenses) – Include rent/lease costs.

Line 14195 (Regulatory Fees) – Include fees paid to all regulatory agencies and self-regulatory organizations (e.g., FINRA, SEC) and SIPC. Regulatory fees include SEA Section 31 fees.

Line 11253 (Professional Service Fees) – Include fees paid to outside accountants, consultants, and other professionals. Include payments to outside counsel for corporate, general or administrative work. Fees related to litigation, settlement, restitution and rescission must be reported on Line 11254 (Litigation, settlement, restitution and rescission, and related outside counsel legal fees).

Line 11254 (Litigation, arbitration, settlement, restitution and rescission, and related outside counsel legal fees) – Expenses related to the satisfaction (in whole or in part) of arbitration or court awards, legal settlements, restitution or rescission. Include payments to outside counsel for legal work related thereto and filing fees with courts or entities that provide a forum for dispute resolution.

Line 14170 (Losses in error accounts and bad debts) – Include in this section:

- Losses incurred by a clearing or carrying firm due to transactions with a (direct) customer, broker-dealer or counterparty.
- Losses incurred by a clearing or carrying firm related to an account introduced to the firm by a correspondent broker-dealer, including instances where the correspondent is contractually responsible for the loss.
- Losses incurred by a correspondent firm for accounts it introduces to a clearing or carrying firm due to transactions/activity/failure to perform of an introduced account, including instances where the correspondent is contractually responsible for the loss. This expense *may not* be reduced by potential off-sets (e.g., insurance coverage, right to pursue litigation).
- Losses associated with a firm trading out of error positions.

Line 11256 (Aggregate amount if less than the greater of \$5,000 or 5% of Total Expenses) – As noted above, this section allows aggregate reporting if the aggregate amount for the expense category meets the reporting threshold as described in the General Instructions.

#### **18. Other Expenses**

Line 14100 (Other Expenses) on the SSOI will likely be less than Line 4100 (Other expenses) on the FOCUS Report. Line 14100 includes 12b-1 service and distribution fees and other expenses not otherwise provided for in the SSOI.

Note: If Line 14100 (Other Expenses) is \$5,000 or more and exceeds 10 percent of Line 14200 (Total Expenses), the firm *must* provide a description of the three largest components of other expenses along with the associated cost of each

#### **Total Expenses**

Line 14200 (Total Expenses) – As previously noted, this line *must* equal Line 4200 (Total expenses) on the FOCUS Report.

#### **NET INCOME**

Firms should carry forward the values from the related FOCUS Report to Section 19 of the SSOI.

**OPERATIONAL PAGE INSTRUCTIONS**

The Operational Page to the SSOI (SSOI Ops Page) must be completed once revenue from Line 11089 (Total Revenue from Unregistered Offerings) on the SSOI exceeds 10% of Line 14030 (Total Revenue) on the SSOI for a given reporting period. Any member required to complete the SSOI Ops Page *must* complete each section on the operational page where the firm earned *any* revenue from the sale of securities in an unregistered offering.

The SSOI Ops Page is divided into two sections, which align with Section 8, Item C (Unregistered Offerings) on the SSOI. The SSOI Ops Page excludes municipal offerings.

Section 1: Unregistered offerings other than self or affiliate offerings.

Section 2: Unregistered offerings, self or affiliate offerings.

The following definitions apply to the SSOI Ops Page:

- “Affiliate” is an entity that controls, is controlled by or is under common control with a member as defined by FINRA Rule 5121(f)(1).
- “Entity” means a company, corporation, partnership, trust, sole proprietorship, association or organized group of persons; and excludes: (1) an investment company registered under the Investment Company Act of 1940 or (2) a “separate account” as defined in Section 2(a)(37) of the Investment Company Act of 1940.
- “Control” means (1) beneficial ownership of 10 percent or more of the outstanding common equity of an entity, including any right to receive such securities within 60 days of the member’s participation in a public offering; (2) the right to 10 percent or more of the distributable profits or losses of an entity that is a partnership, including any right to receive an interest in such distributable profits or losses within 60 days of the member’s participation in a public offering, or (3) the power to direct or cause the direction of the management or policies of the entity.

Each section of the SSOI Ops Page requires that for each offering in which the member participated in the Reporting Period it must provide the information noted with respect to its five (5) largest offerings *in terms of the aggregate dollar amount of the securities sold*.

For example, if the member’s total revenue from unregistered offerings on Line 11089 (Total Revenue from Unregistered Offerings) of the SSOI is 15% of total revenue on Line 14030 (Total Revenue), the member must complete each section of the SSOI Ops Page where any revenue was earned by the member. If the member participated in more than five (5) offerings under a section, *the member must list the five (5) largest offerings in terms of the aggregate dollar amount of the securities sold, not revenue earned, by the member*. Using this criteria, the member must report the offerings in descending order.

For each subsection (Subsections 1 through 5 of Section 1; and 6 through 10 of Section 2):

- (1) Items A, B, F, G, H, I and J require free-text entries that are either alpha or numeric (numbers or dollar amounts) as indicated. Each item must be completed as noted.
- (2) Item C contains a drop-down menu from which the member can populate the line. For Items D and E, select all that apply.

Subsections 6 through 10 of Section 2 require members to provide further information through an additional drop down menu (Item K Issuer/Sponsor’s affiliation to Broker-Dealer filing this report). For the drop down menu, “Guaranteed Subsidiary” refers to a subsidiary for which the member consolidates the assets and liabilities of such subsidiary pursuant to Appendix C of SEA Rule 15c3-1. “Other Affiliate” means an entity other than those listed (i.e., parent, indirect or direct, or guaranteed or non-guaranteed subsidiary) that would meet the definition of affiliate as defined by FINRA Rule 5121(f)(1).

FINRA  
FORM  
SSOI

**SUPPLEMENTAL STATEMENT OF INCOME**  
(Please read instructions before completing Form)

NAME OF BROKER-DEALER	13	SEC FILE NO.	14
ADDRESS OF PRINCIPAL PLACE OF BUSINESS (No. and Street)	20	FIRM ID NO.	15
(City)	21	FOR PERIOD BEGINNING (MM/DD/YY)	24
(State)	22	AND ENDING (MM/DD/YY)	25
(Zip Code)	23		
NAME OF PERSON COMPLETING THIS REPORT		11290	
TELEPHONE NO. OF PERSON COMPLETING THIS REPORT		11291	

**REVENUE**

**FOCUS Report  
Reference Line**

**1. Commissions**

A. Equities, ETFs and Closed End Funds.....	\$	13935	A: 3935
B. Exchange Listed Equity Securities Executed OTC.....	\$	13937	C/I: 3937
C. U.S. Government and Agencies .....	\$	11001	
D. Foreign Sovereign debt.....	\$	11002	
E. Corporate debt .....	\$	11003	
F. Mortgage-Backed and Other Asset-Backed Securities.....	\$	11004	
G. Municipals .....	\$	11005	
H. Listed Options.....	\$	13938	A: 3938
I. OTC Options.....	\$	11006	
J. All Other Securities Commissions.....	\$	13939	A: 3939
K. Commodity Transactions.....	\$	13991	C: 3991
L. Foreign Exchange.....	\$	11007	
M. Aggregate amount if less than the greater of \$5,000 or 5% of Total Revenue (line 14030) (Do not complete Items A-L).....	\$	11008	
1. Is any portion of Item M related to municipal securities? Yes <input type="checkbox"/> No <input type="checkbox"/>		11009	
<b>Total Commissions:</b>	\$	13940	A: 3940

**2. Revenue from Sale of Investment Company Shares**..... \$ 13970 A: 3970

**3. Revenue from Sale of Insurance Based Products**

A. Variable Contracts .....	\$	11020	
B. Non-Securities Insurance Based Products.....	\$	11021	
C. Aggregate amount if less than the greater of \$5,000 or 5% of Total Revenue (line 14030) (Do not complete Items A-B).....	\$	11022	
<b>Total Revenue From Sale of Insurance Based Products:</b>	\$	11029	

**4. Gains or Losses on Derivative Trading Desks**

A. Interest Rate/Fixed Income Products.....	\$	13921	C: 3921
B. Currency.....	\$	13922	C: 3922
C. Equity Products.....	\$	13923	C: 3923
D. Commodity Products.....	\$	13924	C: 3924
E. Other.....	\$	13925	C: 3925
<b>Total Gains or Losses on Derivative Trading Desks:</b>	\$	13926	C: 3926

**5. Net Gains or Losses on Principal Trades**

A. Equities, ETFs and Closed End Funds. Includes Dividends:.....	Yes <input type="checkbox"/> No <input type="checkbox"/>	11030	\$	13903	C: 3903
B. U.S. Government and Agencies. Includes interest:.....	Yes <input type="checkbox"/> No <input type="checkbox"/>	11031	\$	11032	C: 3901
C. Foreign Sovereign Debt. Includes interest:.....	Yes <input type="checkbox"/> No <input type="checkbox"/>	11033	\$	11034	C: 3901

**SUPPLEMENTAL STATEMENT OF INCOME**

BROKER-DEALER

For the period (MMDDYY) from                      **3932** to                      **3933**

Number of months included in this statement                      **3931**

**FOCUS Report  
Reference Line**

D. Corporate Debt. Includes interest: .....	Yes <input type="checkbox"/> No <input type="checkbox"/>	<b>11035</b>	\$	<u>                    </u>	<b>11036</b>	C: 3901
<b>E. Mortgage-Backed and Other</b>						
Asset-Backed Securities. Includes interest:.....	Yes <input type="checkbox"/> No <input type="checkbox"/>	<b>11037</b>	\$	<u>                    </u>	<b>11038</b>	C: 3901
F. Municipals. Includes interest:.....	Yes <input type="checkbox"/> No <input type="checkbox"/>	<b>11039</b>	\$	<u>                    </u>	<b>13901</b>	C: 3901
G. Foreign Exchange.....			\$	<u>                    </u>	<b>13902</b>	C: 3902
H. Listed Options.....			\$	<u>                    </u>	<b>11040</b>	
I. OTC Options.....			\$	<u>                    </u>	<b>11041</b>	
J. Securities Based Swaps .....			\$	<u>                    </u>	<b>11042</b>	
K. All Other Swaps .....			\$	<u>                    </u>	<b>11043</b>	
L. Futures.....			\$	<u>                    </u>	<b>11044</b>	
M. Commodity Transactions.....			\$	<u>                    </u>	<b>13904</b>	C: 3904
N. Other.....			\$	<u>                    </u>	<b>13951</b>	C: 3951
O. Aggregate amount if less than the greater of \$5,000 or 5% of Total Revenue (line 14030) (Do not complete Items A-N).....			\$	<u>                    </u>	<b>11045</b>	
1. Is any portion of Item O related to municipal securities? Yes <input type="checkbox"/> No <input type="checkbox"/>		<b>11046</b>				
<b>Total Net Gains or Losses on Principal Trades:</b>			\$	<u>                    </u>	<b>13950</b>	A: 3950
 <b>6. Capital Gains (Losses) on Firm Investments .....</b>						
			\$	<u>                    </u>	<b>13952</b>	A: 3952
Includes Dividends and/or Interest:..... Yes <input type="checkbox"/> No <input type="checkbox"/> <b>11053</b>						
 <b>7. Interest / Rebate / Dividend Income</b>						
A. Securities Borrowings .....			\$	<u>                    </u>	<b>11060</b>	
B. Reverse Repurchase Transactions.....			\$	<u>                    </u>	<b>11061</b>	
C. Margin Interest.....			\$	<u>                    </u>	<b>13960</b>	C//I: 3960
D. Interest earned from customer bank sweep (FDIC insured products) programs.....			\$	<u>                    </u>	<b>11062</b>	
E. Interest earned from customer fund sweeps into '40 Act Investments.....			\$	<u>                    </u>	<b>11063</b>	
F. Interest and/or Dividends on Securities held in Firm Inventory (not reported in Sections 4 or 5).....			\$	<u>                    </u>	<b>11064</b>	
G. Other Interest.....			\$	<u>                    </u>	<b>13953</b>	C: 3953
H. Aggregate amount if less than the greater of \$5,000 or 5% of Total Revenue (line 14030) (Do not complete Items A-G).....			\$	<u>                    </u>	<b>11065</b>	
<b>Total Interest / Rebate / Dividend Income:</b>			\$	<u>                    </u>	<b>11069</b>	
 <b>8. Revenue from Underwritings and Selling Group Participation</b>						
A. Municipal Offerings.....			\$	<u>                    </u>	<b>11070</b>	
<b>B. Registered Offerings</b>						
1. Offerings other than self or affiliate. Excludes municipals.....			\$	<u>                    </u>	<b>11071</b>	
2. Offerings, self or affiliate. Excludes municipals.....			\$	<u>                    </u>	<b>11072</b>	
<b>Total Revenue from Registered Offerings:</b>			\$	<u>                    </u>	<b>11079</b>	
 <b>C. Unregistered Offerings (Excludes municipal offerings) Sections below refer to Operational Page – See Instructions</b>						
Did the broker or dealer filing this report participate in the sale of any unregistered offering during the reporting period for which it received no compensation? .....						
		Yes <input type="checkbox"/> No <input type="checkbox"/>	<b>11080</b>			
1. Unregistered offerings, other than self or affiliate offerings. Section 1.....			\$	<u>                    </u>	<b>11081</b>	
2. Unregistered offerings, self or affiliate offerings. Section 2.....			\$	<u>                    </u>	<b>11082</b>	
<b>Total Revenue from Unregistered Offerings:</b>			\$	<u>                    </u>	<b>11089</b>	
<b>Total Revenue from Underwritings and Selling Group Participation:</b>			\$	<u>                    </u>	<b>13955</b>	A:3955

**SUPPLEMENTAL STATEMENT OF INCOME**

BROKER-DEALER \_\_\_\_\_ For the period (MDDYY) from \_\_\_\_\_ 3932 to \_\_\_\_\_ 3933  
 \_\_\_\_\_ Number of months included in this statement \_\_\_\_\_ 3931

**FOCUS Report  
Reference Line**

**9. Fees Earned**

A. Fees earned from affiliated entities.....	\$ _____	11090	
B. Investment Banking Fees; M&A Advisory .....	\$ _____	11091	
C. Account Supervision and Investment Advisory Services.....	\$ _____	13975	A: 3975
D. Administrative Fees .....	\$ _____	11092	A: 3975
E. Revenue from Research Services .....	\$ _____	13980	C/II: 3980
F. Rebates from Exchanges, ECNs, and ATSS.....	\$ _____	11093	
G. 12b-1 Fees.....	\$ _____	11094	
H. Mutual Fund Revenue other than Concessions or 12b-1 Fees .....	\$ _____	11095	
I. Execution Services.....	\$ _____	11096	
J. Clearing Services.....	\$ _____	11097	
K. Fees earned on customer bank sweep (FDIC insured products) programs.....	\$ _____	11098	
L. Fees earned from sweep programs into '40 Act Investments.....	\$ _____	11099	
M. Networking Fees from '40 Act Companies.....	\$ _____	11100	
N. Other Fees.....	\$ _____	11101	
O. Aggregate amount if less than the greater of \$5,000 or 5% of Total Revenue (line 14030) (Do not complete Items A-N) .....	\$ _____	11102	
<b>Total Fees Earned:</b>	\$ _____	11109	

**10. Commodities Revenue** ..... \$ \_\_\_\_\_ 13990 II/IIA: 3990

**11. Other Revenue**

A. Total Revenue from sale of Certificates of Deposit (CDs) issued by an affiliate.....	\$ _____	11126	
B. Other Revenue.....	\$ _____	13995	A: 3995

If Other Revenue line 13995 is greater than both 10% of Total Revenue line 14030 and \$5,000, provide a description of the 3 largest components of Other Revenue, along with the associated revenue for each.

B-1. Description of : 1<sup>st</sup> largest component of Other Revenue:

\_\_\_\_\_ 11120 \$ \_\_\_\_\_ 11121

B-2. Description of : 2<sup>nd</sup> largest component of Other Revenue:

\_\_\_\_\_ 11122 \$ \_\_\_\_\_ 11123

B-3. Description of : 3<sup>rd</sup> largest component of Other Revenue:

\_\_\_\_\_ 11124 \$ \_\_\_\_\_ 11125

**Total Revenue:** \$ \_\_\_\_\_ 14030 A: 4030

**EXPENSES**

**12. Compensation Expenses**

A. Registered Representatives Compensation.....	\$ _____	14110	C/II: 4110
B. Compensation paid to all other revenue producing personnel.....	\$ _____	14040	C/II: 4040
C. Compensation paid to non-revenue producing personnel (including temporary personnel) .....	\$ _____	11200	
D. Bonuses .....	\$ _____	11201	
E. Other compensation expenses.....	\$ _____	11202	
F. Aggregate amount if less than the greater of \$5,000 or 5% of Total Expenses (line 14200) (Do not complete Items A-E) .....	\$ _____	11203	
<b>Total Compensation Expenses:</b>	\$ _____	11209	

**SUPPLEMENTAL STATEMENT OF INCOME**

BROKER-DEALER

For the period (MMDDYY) from                      **3932** to                      **3933**

Number of months included in this statement                      **3931**

**FOCUS Report  
Reference Line**

**13. Commission, Clearance and Custodial Expenses**

A. Floor brokerage and fees paid .....	\$ _____	<b>14055</b>	C/II: 4055
B. Amounts paid to Exchanges, ECNs, and ATSS.....	\$ _____	<b>14145</b>	C/II: 4145
C. Clearance Fees Paid to broker-dealers.....	\$ _____	<b>11210</b>	
D. Clearance Fees Paid to non-broker-dealers.....	\$ _____	<b>14135</b>	C/II: 4135
E. Commission Paid to other broker-dealers.....	\$ _____	<b>14140</b>	IIA: 4140
F. 12b-1 Fees.....	\$ _____	<b>11211</b>	
G. Custodial Fees.....	\$ _____	<b>11212</b>	
H. Aggregate amount if less than the greater of \$5,000 or 5% of Total Expenses (line 14200) (Do not complete Items A-G).....	\$ _____	<b>11213</b>	
<b>Total Commission, Clearance and Custodial Fees:</b>	<b>\$ _____</b>	<b>11219</b>	

**14. Expenses Incurred on Behalf of Affiliates and Others**

A. Soft dollar expenses .....	\$ _____	<b>11220</b>	
B. Rebates/Recapture of commissions .....	\$ _____	<b>11221</b>	
<b>Total Expenses incurred on Behalf of Affiliates and Others:</b>	<b>\$ _____</b>	<b>11229</b>	

**15. Interest and Dividend Expenses**

A. Interest paid on bank loans.....	\$ _____	<b>11230</b>	
B. Interest paid on debt instruments where broker-dealer is the obligor, including subordination agreements.....	\$ _____	<b>11231</b>	
C. Interest paid on customer balances .....	\$ _____	<b>11232</b>	
D. Interest paid on Securities Loaned transactions .....	\$ _____	<b>11233</b>	
E. Interest paid on Repurchase Agreements .....	\$ _____	<b>11234</b>	
F. Interest and/or Dividends on Short Securities Inventory.....	\$ _____	<b>11235</b>	
G. Other interest expenses.....	\$ _____	<b>11236</b>	
H. Aggregate amount if less than the greater of \$5,000 or 5% of Total Expenses (line 14200) (Do not complete Items A-G).....	\$ _____	<b>11237</b>	
<b>Total Interest and Dividend Expenses:</b>	<b>\$ _____</b>	<b>14075</b>	A:4075

**16. Fees Paid to Third Party Service Providers**

A. To Affiliates.....	\$ _____	<b>11240</b>	
B. To Third Parties.....	\$ _____	<b>11241</b>	
<b>Total Fees Paid to Third Party Service Providers:</b>	<b>\$ _____</b>	<b>11249</b>	

**17. General, Administrative, Regulatory and Miscellaneous Expenses**

A. Finders' Fees.....	\$ _____	<b>11250</b>	
B. Technology, data and communication costs.....	\$ _____	<b>14060</b>	C/II: 4060, 4186
C. Research.....	\$ _____	<b>11251</b>	
D. Promotional Fees.....	\$ _____	<b>14150</b>	C/II: 4150
E. Travel and Entertainment.....	\$ _____	<b>11252</b>	
F. Occupancy and equipment expenses.....	\$ _____	<b>14080</b>	C/II: 4080
G. Non-recurring charges.....	\$ _____	<b>14190</b>	C/II: 4190
H. Regulatory Fees .....	\$ _____	<b>14195</b>	A: 4195
I. Professional Service Fees.....	\$ _____	<b>11253</b>	

**SUPPLEMENTAL STATEMENT OF INCOME**

BROKER-DEALER For the period (MMDDYY) from                      **3932** to                      **3933**  
 \_\_\_\_\_ Number of months included in this statement \_\_\_\_\_ **3931**

**FOCUS Report  
Reference Line**

J. Litigation, arbitration, settlement, restitution and rescission, and related outside counsel			
legal fees.....	\$ _____	<b>11254</b>	
K. Losses in error accounts and bad debts.....	\$ _____	<b>14170</b>	C/II: 4170
L. State and local income taxes.....	\$ _____	<b>11255</b>	
M. Aggregate amount if less than the greater of \$5,000 or 5% of Total Expenses (line 14200) (Do not complete Items A-L).....	\$ _____	<b>11256</b>	
<b>Total General, Administrative, Regulatory and Miscellaneous Expenses:</b>	<b>\$ _____</b>	<b>11269</b>	

**18. Other Expenses**

A. Other Expenses.....	\$ _____	<b>14100</b>	A: 4100
------------------------	----------	--------------	---------

If Other Expenses line **14100** is greater than both 10% of Total Expenses line **14200** and \$5,000, provide a description of the 3 largest components of Other Expenses, along with the associated expense for each.

A-1. Description of : 1<sup>st</sup> largest component of Other Expenses:

<input type="text"/>	<b>11280</b>	\$ _____	<b>11281</b>
----------------------	--------------	----------	--------------

A-2. Description of : 2<sup>nd</sup> largest component of Other Expenses:

<input type="text"/>	<b>11282</b>	\$ _____	<b>11283</b>
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A-3. Description of : 3<sup>rd</sup> largest component of Other Expenses:

<input type="text"/>	<b>11284</b>	\$ _____	<b>11285</b>
----------------------	--------------	----------	--------------

<b>Total Expenses:</b>	<b>\$ _____</b>	<b>14200</b>	A: 4200
------------------------	-----------------	--------------	---------

**NET INCOME**

**19. Net Income**

A. Income (loss) before Federal income taxes and items below.....	\$ _____	<b>14210</b>	A: 4210
B. Provision for Federal income taxes (for parent only).....	\$ _____	<b>14220</b>	A: 4220
C. Equity in earnings (losses) of unconsolidated subsidiaries not included above.....	\$ _____	<b>14222</b>	A: 4222
D. Extraordinary gains (losses).....	\$ _____	<b>14224</b>	A: 4224
E. Cumulative effect of changes in accounting principles.....	\$ _____	<b>14225</b>	A: 4225
F. Net income (loss) after Federal income taxes and extraordinary item.....	\$ _____	<b>14230</b>	A: 4230
<b>Total Net Income:</b>	<b>\$ _____</b>	<b>11299</b>	

FINRA  
FORM  
SSOI

**SUPPLEMENTAL STATEMENT OF INCOME  
OPERATIONAL PAGE**

*(Please read instructions before completing Form)*

**SECTION 1: Unregistered offerings other than self or affiliate offerings**

For each offering in which the firm participated in the Reporting Period, provide the following information. If firm engaged in more than five (5) such offerings during the Reporting Period, list the five (5) largest offerings in terms of total securities sold by dollar amount in descending order.

**1. Unregistered offering other than self or affiliate offering:**

A. Name of Issuer/Sponsor:.....		11310
B. If Form D has been filed by the issuer, enter CIK (Filer ID Number):.....		11311
C. Industry Group (Select One):.....	<input type="text" value=""/>	11312
D. Federal Exemptions and Exclusions Claimed (Select all that apply):		
Rule 504(b)(1) (not (i), (ii) or (iii)).....	<input type="checkbox"/>	11313
Rule 504(b)(1)(i) .....	<input type="checkbox"/>	19000
Rule 504(b)(1)(ii) .....	<input type="checkbox"/>	19001
Rule 504(b)(1)(iii).....	<input type="checkbox"/>	19002
Rule 505.....	<input type="checkbox"/>	19003
Rule 506.....	<input type="checkbox"/>	19004
Securities Act Section 4(6) .....	<input type="checkbox"/>	19005
Investment Company Act Section 3(c)....	<input type="checkbox"/>	19006
E. Type(s) of Securities Offered (Select all that apply):		
Equity.....	<input type="checkbox"/>	11314
Debt.....	<input type="checkbox"/>	19010
Option, Warrant or Other Right to Acquire Another Security.....	<input type="checkbox"/>	19011
Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security.....	<input type="checkbox"/>	19012
Pooled Investment Fund Interests.....	<input type="checkbox"/>	19013
Tenant-in-Common Securities.....	<input type="checkbox"/>	19014
Mineral Property Securities.....	<input type="checkbox"/>	19015
Other.....	<input type="checkbox"/>	19016
F. Minimum Investment accepted from any outside investor:.....\$		11315
G. Total Offering Amount in dollars:.....\$		11316
or check "Indefinite".....Indefinite <input type="checkbox"/>		11317
H. Total amount in dollars of securities sold during the reporting period by the member:.....\$		11318
I. Total number of customers to whom securities were sold with respect to the sales reported for Item H:.....		11319
J. Amount of revenue earned by the member with respect to the sales reported for Item H:.....\$		11320

**SUPPLEMENTAL STATEMENT OF INCOME  
OPERATIONAL PAGE**

BROKER-DEALER For the period (MMDDYY) from 3932 to 3933  
 \_\_\_\_\_ Number of months included in this statement \_\_\_\_\_ 3931

**2. Unregistered offering other than self or affiliate offering:**

- A. Name of Issuer/Sponsor: \_\_\_\_\_ 11330
- B. If Form D has been filed by the issuer, enter CIK (Filer ID Number): \_\_\_\_\_ 11331
- C. Industry Group (Select One): \_\_\_\_\_ 11332
- D. Federal Exemptions and Exclusions Claimed (Select all that apply):
- Rule 504(b)(1) (not (i), (ii) or (iii)).....  11333
  - Rule 504(b)(1)(i) .....  19020
  - Rule 504(b)(1)(ii) .....  19021
  - Rule 504(b)(1)(iii).....  19022
  - Rule 505.....  19023
  - Rule 506.....  19024
  - Securities Act Section 4(6) .....  19025
  - Investment Company Act Section 3(c)....  19026
- E. Type(s) of Securities Offered (Select all that apply):
- Equity.....  11334
  - Debt.....  19030
  - Option, Warrant or Other Right to Acquire Another Security.....  19031
  - Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security.....  19032
  - Pooled Investment Fund Interests.....  19033
  - Tenant-in-Common Securities.....  19034
  - Mineral Property Securities.....  19035
  - Other.....  19036
- F. Minimum Investment accepted from any outside investor:.....\$ \_\_\_\_\_ 11335
- G. Total Offering Amount in dollars:.....\$ \_\_\_\_\_ 11336  
 or check "Indefinite".....Indefinite  11337
- H. Total amount in dollars of securities sold during the reporting period by the member:.....\$ \_\_\_\_\_ 11338
- I. Total number of customers to whom securities were sold with respect to the sales reported for Item H:..... 11339
- J. Amount of revenue earned by the member with respect to the sales reported for Item H:.....\$ \_\_\_\_\_ 11340

SUPPLEMENTAL STATEMENT OF INCOME  
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BROKER-DEALER For the period (MMDDYY) from 3932 to 3933  
Number of months included in this statement 3931

3. Unregistered offering other than self or affiliate offering:

- A. Name of Issuer/Sponsor: \_\_\_\_\_ 11350
- B. If Form D has been filed by the issuer, enter CIK (Filer ID Number): \_\_\_\_\_ 11351
- C. Industry Group (Select One): \_\_\_\_\_ 11352
- D. Federal Exemptions and Exclusions Claimed (Select all that apply):
- Rule 504(b)(1) (not (i), (ii) or (iii)).....  11353
  - Rule 504(b)(1)(i) .....  19040
  - Rule 504(b)(1)(ii) .....  19041
  - Rule 504(b)(1)(iii).....  19042
  - Rule 505.....  19043
  - Rule 506.....  19044
  - Securities Act Section 4(6) .....  19045
  - Investment Company Act Section 3(c)....  19046
- E. Type(s) of Securities Offered (Select all that apply):
- Equity.....  11354
  - Debt.....  19050
  - Option, Warrant or Other Right to Acquire Another Security.....  19051
  - Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security.....  19052
  - Pooled Investment Fund Interests.....  19053
  - Tenant-in-Common Securities.....  19054
  - Mineral Property Securities.....  19055
  - Other.....  19056
- F. Minimum Investment accepted from any outside investor:.....\$ \_\_\_\_\_ 11355
- G. Total Offering Amount in dollars:.....\$ \_\_\_\_\_ 11356  
or check "Indefinite"..... Indefinite  11357
- H. Total amount in dollars of securities sold during the reporting period by the member:.....\$ \_\_\_\_\_ 11358
- I. Total number of customers to whom securities were sold with respect to the sales reported for Item H:..... 11359
- J. Amount of revenue earned by the member with respect to the sales reported for Item H:.....\$ \_\_\_\_\_ 11360

**SUPPLEMENTAL STATEMENT OF INCOME  
OPERATIONAL PAGE**

BROKER-DEALER For the period (MMDDYY) from 3932 to 3933  
 \_\_\_\_\_ Number of months included in this statement \_\_\_\_\_ 3931

**4. Unregistered offering other than self or affiliate offering:**

- A. Name of Issuer/Sponsor: \_\_\_\_\_ 11370
- B. If Form D has been filed by the issuer, enter CIK (Filer ID Number): \_\_\_\_\_ 11371
- C. Industry Group (Select One): \_\_\_\_\_ 11372
- D. Federal Exemptions and Exclusions Claimed (Select all that apply):
- Rule 504(b)(1) (not (i), (ii) or (iii)).....  11373
  - Rule 504(b)(1)(i) .....  19060
  - Rule 504(b)(1)(ii) .....  19061
  - Rule 504(b)(1)(iii).....  19062
  - Rule 505.....  19063
  - Rule 506.....  19064
  - Securities Act Section 4(6) .....  19065
  - Investment Company Act Section 3(c)....  19066
- E. Type(s) of Securities Offered (Select all that apply):
- Equity.....  11374
  - Debt.....  19070
  - Option, Warrant or Other Right to Acquire Another Security.....  19071
  - Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security.....  19072
  - Pooled Investment Fund Interests.....  19073
  - Tenant-in-Common Securities.....  19074
  - Mineral Property Securities.....  19075
  - Other.....  19076
- F. Minimum Investment accepted from any outside investor:.....\$ \_\_\_\_\_ 11375
- G. Total Offering Amount in dollars:.....\$ \_\_\_\_\_ 11376  
 or check "Indefinite".....Indefinite  11377
- H. Total amount in dollars of securities sold during the reporting period by the member:.....\$ \_\_\_\_\_ 11378
- I. Total number of customers to whom securities were sold with respect to the sales reported for Item H:..... 11379
- J. Amount of revenue earned by the member with respect to the sales reported for Item H:.....\$ \_\_\_\_\_ 11380

SUPPLEMENTAL STATEMENT OF INCOME  
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BROKER-DEALER For the period (MMDDYY) from 3932 to 3933  
Number of months included in this statement 3931

5. Unregistered offering other than self or affiliate offering:

- A. Name of Issuer/Sponsor: \_\_\_\_\_ 11390
- B. If Form D has been filed by the issuer, enter CIK (Filer ID Number): \_\_\_\_\_ 11391
- C. Industry Group (Select One): \_\_\_\_\_ 11392
- D. Federal Exemptions and Exclusions Claimed (Select all that apply):
- Rule 504(b)(1) (not (i), (ii) or (iii)).....  11393
  - Rule 504(b)(1)(i) .....  19080
  - Rule 504(b)(1)(ii) .....  19081
  - Rule 504(b)(1)(iii).....  19082
  - Rule 505.....  19083
  - Rule 506.....  19084
  - Securities Act Section 4(6) .....  19085
  - Investment Company Act Section 3(c)....  19086
- E. Type(s) of Securities Offered (Select all that apply):
- Equity.....  11394
  - Debt.....  19090
  - Option, Warrant or Other Right to Acquire Another Security.....  19091
  - Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security.....  19092
  - Pooled Investment Fund Interests.....  19093
  - Tenant-in-Common Securities.....  19094
  - Mineral Property Securities.....  19095
  - Other.....  19096
- F. Minimum Investment accepted from any outside investor:.....\$ \_\_\_\_\_ 11395
- G. Total Offering Amount in dollars:.....\$ \_\_\_\_\_ 11396  
or check "Indefinite".....Indefinite  11397
- H. Total amount in dollars of securities sold during the reporting period by the member:.....\$ \_\_\_\_\_ 11398
- I. Total number of customers to whom securities were sold with respect to the sales reported for Item H:..... 11399
- J. Amount of revenue earned by the member with respect to the sales reported for Item H:.....\$ \_\_\_\_\_ 11400

**SUPPLEMENTAL STATEMENT OF INCOME  
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BROKER-DEALER \_\_\_\_\_ For the period (MMDDYY) from \_\_\_\_\_ 3932 to \_\_\_\_\_ 3933  
 \_\_\_\_\_ Number of months included in this statement \_\_\_\_\_ 3931

**SECTION 2: Unregistered offerings; self or affiliate offerings**

For each offering in which the firm participated in the Reporting Period, provide the following information. If firm engaged in more than five (5) such offerings during the Reporting Period, list the five (5) largest offerings in terms of total securities sold by dollar amount in descending order.

**6. Unregistered offerings; self or affiliate offerings:**

- A. Name of Issuer/Sponsor: \_\_\_\_\_ 11410
- B. If Form D has been filed by the issuer, enter CIK (Filer ID Number): \_\_\_\_\_ 11411
- C. Industry Group (Select One): \_\_\_\_\_ 11412
- D. Federal Exemptions and Exclusions Claimed (Select all that apply):
  - Rule 504(b)(1) (not (i), (ii) or (iii)).....  11413
  - Rule 504(b)(1)(i) .....  19100
  - Rule 504(b)(1)(ii) .....  19101
  - Rule 504(b)(1)(iii).....  19102
  - Rule 505.....  19103
  - Rule 506.....  19104
  - Securities Act Section 4(6) .....  19105
  - Investment Company Act Section 3(c)....  19106
- E. Type(s) of Securities Offered (Select all that apply):
  - Equity.....  11414
  - Debt.....  19110
  - Option, Warrant or Other Right to Acquire Another Security.....  19111
  - Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security.....  19112
  - Pooled Investment Fund Interests.....  19113
  - Tenant-in-Common Securities.....  19114
  - Mineral Property Securities.....  19115
  - Other.....  19116
- F. Minimum Investment accepted from any outside investor:.....\$ \_\_\_\_\_ 11415
- G. Total Offering Amount in dollars:.....\$ \_\_\_\_\_ 11416  
 or check "Indefinite"..... Indefinite  11417
- H. Total amount in dollars of securities sold during the reporting period by the member:..... \$ \_\_\_\_\_ 11418
- I. Total number of customers to whom securities were sold with respect to the sales reported for Item H:..... 11419
- J. Amount of revenue earned by the member with respect to the sales reported for Item H:.....\$ \_\_\_\_\_ 11420
- K. Issuer/Sponsor's affiliation to Broker-Dealer filing this Report (Select One): ..... 11421

**SUPPLEMENTAL STATEMENT OF INCOME  
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BROKER-DEALER For the period (MMDDYY) from \_\_\_\_\_ 3932 to \_\_\_\_\_ 3933  
 \_\_\_\_\_ Number of months included in this statement \_\_\_\_\_ 3931

**7. Unregistered offerings; self or affiliate offerings:**

- A. Name of Issuer/Sponsor: \_\_\_\_\_ 11430
- B. If Form D has been filed by the issuer, enter CIK (Filer ID Number): \_\_\_\_\_ 11431
- C. Industry Group (Select One): \_\_\_\_\_ 11432
- D. Federal Exemptions and Exclusions Claimed (Select all that apply):
- Rule 504(b)(1) (not (i), (ii) or (iii)).....  11433
  - Rule 504(b)(1)(i) .....  19120
  - Rule 504(b)(1)(ii) .....  19121
  - Rule 504(b)(1)(iii).....  19122
  - Rule 505.....  19123
  - Rule 506.....  19124
  - Securities Act Section 4(6) .....  19125
  - Investment Company Act Section 3(c)....  19126
- E. Type(s) of Securities Offered (Select all that apply):
- Equity.....  11434
  - Debt.....  19130
  - Option, Warrant or Other Right to Acquire Another Security.....  19131
  - Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security.....  19132
  - Pooled Investment Fund Interests.....  19133
  - Tenant-in-Common Securities.....  19134
  - Mineral Property Securities.....  19135
  - Other.....  19136
- F. Minimum Investment accepted from any outside investor:.....\$ \_\_\_\_\_ 11435
- G. Total Offering Amount in dollars:.....\$ \_\_\_\_\_ 11436  
 or check "Indefinite"..... Indefinite  11437
- H. Total amount in dollars of securities sold during the reporting period by the member:.....\$ \_\_\_\_\_ 11438
- I. Total number of customers to whom securities were sold with respect to the sales reported for Item H:..... \_\_\_\_\_ 11439
- J. Amount of revenue earned by the member with respect to the sales reported for Item H:.....\$ \_\_\_\_\_ 11440
- K. Issuer/Sponsor's affiliation to Broker-Dealer filing this Report (Select One): ..... \_\_\_\_\_ 11441

**SUPPLEMENTAL STATEMENT OF INCOME  
OPERATIONAL PAGE**

BROKER-DEALER \_\_\_\_\_ For the period (MMDDYY) from \_\_\_\_\_ 3932 to \_\_\_\_\_ 3933  
 \_\_\_\_\_ Number of months included in this statement \_\_\_\_\_ 3931

**8. Unregistered offerings; self or affiliate offerings:**

- A. Name of Issuer/Sponsor: \_\_\_\_\_ 11450
- B. If Form D has been filed by the issuer, enter CIK (Filer ID Number): \_\_\_\_\_ 11451
- C. Industry Group (Select One): \_\_\_\_\_ 11452
- D. Federal Exemptions and Exclusions Claimed (Select all that apply):
  - Rule 504(b)(1) (not (i), (ii) or (iii)).....  11453
  - Rule 504(b)(1)(i) .....  19140
  - Rule 504(b)(1)(ii) .....  19141
  - Rule 504(b)(1)(iii).....  19142
  - Rule 505.....  19143
  - Rule 506.....  19144
  - Securities Act Section 4(6) .....  19145
  - Investment Company Act Section 3(c)....  19146
- E. Type(s) of Securities Offered (Select all that apply):
  - Equity.....  11454
  - Debt.....  19150
  - Option, Warrant or Other Right to Acquire Another Security.....  19151
  - Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security.....  19152
  - Pooled Investment Fund Interests.....  19153
  - Tenant-in-Common Securities.....  19154
  - Mineral Property Securities.....  19155
  - Other.....  19156
- F. Minimum Investment accepted from any outside investor:.....\$ \_\_\_\_\_ 11455
- G. Total Offering Amount in dollars:.....\$ \_\_\_\_\_ 11456  
 or check "Indefinite".....Indefinite  11457
- H. Total amount in dollars of securities sold during the reporting period by the member:.....\$ \_\_\_\_\_ 11458
- I. Total number of customers to whom securities were sold with respect to the sales reported for Item H:..... \_\_\_\_\_ 11459
- J. Amount of revenue earned by the member with respect to the sales reported for Item H:.....\$ \_\_\_\_\_ 11460
- K. Issuer/Sponsor's affiliation to Broker-Dealer filing this Report (Select One): ..... 11461

**SUPPLEMENTAL STATEMENT OF INCOME  
OPERATIONAL PAGE**

BROKER-DEALER \_\_\_\_\_ For the period (MMDDYY) from \_\_\_\_\_ 3932 to \_\_\_\_\_ 3933  
 \_\_\_\_\_ Number of months included in this statement \_\_\_\_\_ 3931

**9. Unregistered offerings; self or affiliate offerings:**

- A. Name of Issuer/Sponsor: \_\_\_\_\_ 11470
- B. If Form D has been filed by the issuer, enter CIK (Filer ID Number): \_\_\_\_\_ 11471
- C. Industry Group (Select One): \_\_\_\_\_ 11472
- D. Federal Exemptions and Exclusions Claimed (Select all that apply):
- Rule 504(b)(1) (not (i), (ii) or (iii)).....  11473
  - Rule 504(b)(1)(i) .....  19160
  - Rule 504(b)(1)(ii) .....  19161
  - Rule 504(b)(1)(iii).....  19162
  - Rule 505 .....  19163
  - Rule 506.....  19164
  - Securities Act Section 4(6) .....  19165
  - Investment Company Act Section 3(c)....  19166
- E. Type(s) of Securities Offered (Select all that apply):
- Equity.....  11474
  - Debt.....  19170
  - Option, Warrant or Other Right to Acquire Another Security.....  19171
  - Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security.....  19172
  - Pooled Investment Fund Interests.....  19173
  - Tenant-in-Common Securities.....  19174
  - Mineral Property Securities.....  19175
  - Other.....  19176
- F. Minimum Investment accepted from any outside investor:.....\$ \_\_\_\_\_ 11475
- G. Total Offering Amount in dollars:.....\$ \_\_\_\_\_ 11476  
 or check "Indefinite"..... Indefinite  11477
- H. Total amount in dollars of securities sold during the reporting period by the member:.....\$ \_\_\_\_\_ 11478
- I. Total number of customers to whom securities were sold with respect to the sales reported for Item H:..... 11479
- J. Amount of revenue earned by the member with respect to the sales reported for Item H:.....\$ \_\_\_\_\_ 11480
- K. Issuer/Sponsor's affiliation to Broker-Dealer filing this Report (Select One): ..... 11481



**SUPPLEMENTAL STATEMENT OF INCOME  
OPERATIONAL PAGE – DROPDOWN VALUES FOR RELATED FIELDS**

**Dropdown Values for Related Fields**

C. Industry Group (Select One):.....

- Agriculture
- Banking and Financial Services
- Business Services
- Energy
- Health Care
- Manufacturing
- Real Estate
- Retailing
- Restaurants
- Technology
- Travel
- Other

K. Issuer/Sponsor's affiliation to Broker-Dealer filing this Report (Select One):.....

- Parent, indirect
- Parent, direct
- Guaranteed Subsidiary
- Non-guaranteed Subsidiary
- Other Affiliate

**Exhibit 4**

Exhibit 4 shows the changes proposed in this Partial Amendment No. 2, with the proposed changes in the original filing shown as if adopted. Proposed additions in this Partial Amendment No. 2 appear underlined.

\* \* \* \* \*

**4000. FINANCIAL AND OPERATIONAL RULES**

**4500. BOOKS, RECORDS AND REPORTS**

\* \* \* \* \*

**4524. Supplemental FOCUS Information**

As a supplement to filing FOCUS reports required pursuant to SEA Rule 17a-5 and FINRA Rule 2010, each member, as FINRA shall designate, shall file such additional financial or operational schedules or reports as FINRA may deem necessary or appropriate for the protection of investors or in the public interest. The content of such schedules or reports, their format, and the timing and the frequency of such supplemental filings shall be specified in a Regulatory Notice (or similar communication) issued pursuant to this Rule. FINRA shall file with the SEC pursuant to Section 19(b) of the Exchange Act the content of any such Regulatory Notice (or similar communication) issued pursuant to this Rule.