



FINRA

MEMBERSHIP CONTINUANCE APPLICATION ("MC-400" or "Application")

Please Typewrite, Print or Fill Electronically

This Application should be completed by the Member Firm ("Applicant" or "Firm") and filed on behalf of the individual subject to disqualification. Please indicate which of the following applies to the individual:

- Currently associated with the Firm but not registered with FINRA;
- Currently associated with the Firm and registered with FINRA;
- A prospective employee that intends to register with FINRA through the member firm (a Form U4 must be filed electronically with FINRA before the MC-400 Application is submitted and the individual must qualify for the registration prior to the submission of the MC-400 Application); or
- A prospective employee that intends to associate with the Firm but not register with FINRA.

For ease of reference, an individual in any of the aforementioned categories will be identified as "prospective employee" throughout this application.

Application must be made by the member to the FINRA, 9509 Key West Avenue, Rockville, MD 20850, Attn: SD Group.

(Full Member Firm Name & CRD No.)

(Firm Contact and Phone Number)

(Address)

(Full Name & CRD No. (if applicable) of Prospective Employee)

Section One: Nature of the Disqualifying Event

1. Describe the event that is the basis for the statutory disqualification.

2. Furnish a copy of any final determination, rendered by any disciplinary body or court that is the basis for the statutory disqualification. (See Article III, Section 4, NASD By-Laws.)
3. Does the firm or prospective employee have any reason to believe that the event does not constitute a statutory disqualification under Article III, Section 4 of NASD's By-Laws? Yes No

If yes, explain briefly below.

4. If the statutory disqualification is based upon a criminal conviction:
 - (a) is the prospective employee currently on probation? Yes No
 - (b) was any form of post-conviction relief granted? Yes No

Please furnish a copy of any documentation related to the post-conviction relief.

5. Submit a signed statement, from the prospective employee that addresses (i.e., describes the circumstances surrounding or provides context for) the event underlying the statutory disqualification.
6. Outline the prospective employee's experience in the investment banking or securities business and include a statement from the prospective employee as to why he/she should be approved to associate in the capacity(s) requested.

Section Two: Information About the Prospective Employee and the Proposed Association with the Firm

1. Is the prospective employee currently, or is it contemplated that he/she will become, a partner, executive officer, or direct or indirect owner of the Applicant? Yes No

If yes, describe the prospective employee's current and contemplated relationship(s) to the Applicant.

2. Will the prospective employee have any supervisory duties? Yes No

If yes, describe in detail.

3. Specify the capacity, registered or non-registered, in which the prospective employee will function.

4. Fully describe the duties contemplated for the prospective employee as well as any limitations and restrictions that will be placed upon him/her.

5. Describe the proposed compensation method for the prospective employee.

6. Provide the address of the office in which the prospective employee is/will be employed.

- a. Is this a home office branch office?

- b. Is this an Office of Supervisory Jurisdiction (“OSJ”)? (See NASD Rule 3010)

Yes No If "yes" state name of person designated to carry out supervisory procedures for the OSJ.

- c. If the prospective employee is not to be employed in an OSJ, what OSJ of the Firm has/would have ultimate jurisdiction over him/her? Provide the name and title of the individual in that office designated to carry out supervisory procedures over the prospective employee.

Section Three: Proposed Supervision of the Prospective Employee

Please answer the following questions regarding the proposed supervision of the prospective employee.

1. a. Provide the name, title and CRD number of the individual who will provide direct supervision over the prospective employee.

- b. Is there any familial relationship between the prospective employee and the proposed supervisor (e.g., are they related by blood or marriage?) Yes No

If yes, describe the nature of the relationship.

- c. Is the proposed supervisor a partner, executive officer, direct or indirect owner of the Applicant? Yes No

If yes, describe the supervisor's relationship to the Applicant.

- d. Provide a schedule below, showing the days and hours that the proposed supervisor and the prospective employee will work in the same office location.

- e. Does the prospective employee have any business or financial relationship with the proposed supervisor that is distinct from the proposed employment? Yes No

If yes, please describe the relationship. _____

- f. Describe the business experience of, and the principal registrations held by, the proposed supervisor. Also list his/her other duties.

2. Does the proposed supervisor currently supervise any other employees of the Firm? Yes No

If so, how many individuals does the proposed supervisor currently supervise? _____

What are the job functions of the supervised individuals?

3. Describe in specific detail, on a blank page, the proposed plan of supervision for the prospective employee. Attached is a link which describes a checklist of items to consider when submitting a plan of heightened supervision. ([An example of a plan of heightened supervision.](#))

Submit a current copy of the Applicant's written supervisory procedures.

Section Four: Background Information About the Firm (General)

1. a. Number of years the Applicant has been in securities business. _____
 - b. Effective date of membership in FINRA. _____
 - c. Number of Offices of Supervisory Jurisdiction. _____
 - d. Number of branch offices. _____
 - e. Number of employees. _____
 - f. Number of registered principals. _____
 - g. Number of registered representatives. _____
 - h. Type(s) of business [es] in which the Applicant is engaged.

2. Please indicate whether the Applicant is a member of any Self-Regulatory Organization, and for each please provide the effective dates of memberships:
- | | | | |
|-------------------------------------|-------------------------------------|-------------------------------------|--|
| <input type="checkbox"/> AMEX _____ | <input type="checkbox"/> BSE _____ | <input type="checkbox"/> CBOE _____ | <input type="checkbox"/> CHX _____ |
| <input type="checkbox"/> ISE _____ | <input type="checkbox"/> NSX _____ | <input type="checkbox"/> NYSE _____ | <input type="checkbox"/> NYSE Arca _____ |
| <input type="checkbox"/> PHLX _____ | <input type="checkbox"/> MSRB _____ | <input type="checkbox"/> NQX _____ | <input type="checkbox"/> OTHER _____ |
3. Does the Applicant currently employ any other individuals who are subject to a statutory disqualification?
 Yes No

If yes, please identify those individuals, and for each, identify the supervisor and provide the address of the office at which they are located. _____

4. Will the prospective employee be permitted to participate, directly or indirectly, in the ownership of the Applicant through stock purchases, capital contributions or otherwise? Yes No

If yes, supply complete facts.

5. Does the Applicant, or any officer, partner, direct or indirect owner of the Applicant, have or contemplate loans to the prospective employee either directly or indirectly? Loans contemplated would include, but are not limited to those of fixed assets, cash, securities, advances, promissory notes and subordinated loans. Yes No

If yes, supply complete facts. The response should take into account any oral or written agreements. If the arrangement is based on a written agreement, please supply copies of the relevant documentation.

6. Does the prospective employee have or contemplate loans to the Applicant, or any officer, partner, direct or indirect owner of the Applicant, either directly or indirectly? Loans would include, but are not limited to those of fixed assets, cash, securities, advances, promissory notes and subordinated loans. Yes No

If yes, provide a detailed description of each such loan. The response should take into account any oral or written agreements. If the arrangement is based on a written agreement, please supply copies of the relevant documentation.

7. Are there any personal relations between the prospective employee and any officer, partner, or direct or indirect owner of the Applicant? (This statement should include any marriage or blood relations.)

Yes No

If yes, please describe the relationship.

8. Are there any business or financial relations between the prospective employee and any officer, partner, direct or indirect owner of the Applicant? Yes No

If yes, please describe the relationship.

9. a. Within the past 5 years, has the Applicant, its registered principals (in the employing office), or the proposed supervisor, ever been the subject of any proceeding which has resulted in the imposition of disciplinary sanctions by FINRA, the U.S. Securities and Exchange Commission, the Commodity Futures Trading Commission, any federal or regulatory agency, foreign financial regulatory authority, any self-regulatory organization or commodities exchange, or any court or state agency? Yes No

If yes, describe the proceeding and include in the description the following: nature of such proceeding; by whom it was initiated; the date it became final; and the penalties or remedial actions imposed, including any provision for restitution, rescission or disgorgement or any undertaking (i.e. to review a supervisory system or hire an independent consultant). Attach a copy of any order, decisions or document issued by the court or agency involved, if available.

- b. Are any such proceedings presently pending against the Applicant? Yes No

If yes, describe fully.

10. Has the Applicant or proposed supervisor ever been found to have failed to supervise conduct which was similar in nature to the disqualifying conduct of the prospective employee?
11. Has the Applicant, at anytime within the past 5 years, been involved in any litigation where it was alleged that any person associated with the Applicant engaged in conduct similar in nature to the disqualifying conduct in which the prospective employee was engaged? Yes No

If yes, state details.

12. Furnish duplicate copies of Applicant's balance sheet or trial balance as of a date within thirty days of the date on which this application is filed.
13. Explain the Firm's basis for sponsoring the prospective employee. Specifically speak to the fitness and character of the individual as it relates to the investing public and why he/she should be permitted to become or remain associated in the capacity requested. Briefly present reasons on an attached sheet.

Complete and accurate answers to all questions listed will eliminate delay and assist in prompt handling of the application. If there is not sufficient space to answer any question, please attach a separate sheet noting the number of the question being answered.

APPLICANT'S CERTIFICATION

I hereby certify, on behalf of the above-named Firm, that I have read and understand the questions and statements contained in this Application and that each of the responses hereto is true and complete. I have taken the appropriate steps to verify the accuracy and completeness of the information contained in and with this Application, including information in the Form U4 submitted on behalf of the prospective employee.

I hereby certify, on behalf of the above-named Firm, that the Firm's Form BD is current in all respects as provided in Article IV, section 1(c) of NASD's By-Laws.

I swear or affirm that I have read and understand the items and instructions on this application and that the answers (including attachments) are true and complete to the best of my knowledge.

I understand that the Firm and I are subject to the imposition of sanctions under NASD rules or Section 32 of the Securities Exchange Act of 1934, as amended, in the event false information is provided on this application or there are omissions of material facts. I further certify that I will at all times keep the information called for herein accurate and up-to-date by supplementary written notices to the Secretary of the Corporation or his/her designee.

I agree that at all times if there are any material and relevant changes which may affect the outcome of this Application, that information will be submitted immediately to FINRA.

I hereby authorize, on behalf of the above-named Firm, for FINRA to deduct the non-refundable MC-400 processing fee of \$5,000, and if required, the eligibility hearing fee of \$2,500 from the Firm's CRD Flex-Funding Account.

[Date]

[Signature of Executive Representative or Registered Principal of Applicant as Authorized Signatory]