

FORM G-405

REPORT ON FINANCES AND OPERATIONS OF GOVERNMENT SECURITIES BROKERS AND DEALERS

OMB APPROVAL
OMB # 1535-0089

PART II

11

(Please read instructions before preparing Form.)

This report is being filed pursuant to (check applicable block(s)):

- 1) 17 CFR 405.2 & Rule 17a-5(a) 16 2) 17 CFR 405.2 & Rule 17a-5(b) 17 3) 17 CFR 405.3 & Rule 17a-11 18
 4) Special request by designated examining authority 19 5) Other 26

| | | | |
|--|-----------------------------|-----------------------------|---------------------------------|
| NAME OF GOVERNMENT SECURITIES BROKER OR DEALER | | | SEC FILE NO. |
| | | | <input type="checkbox"/> 14 |
| ADDRESS OF PRINCIPAL PLACE OF BUSINESS (Do Not Use P.O. Box No.) | | | FIRM ID. NO. |
| | | | <input type="checkbox"/> 15 |
| (No. and Street) | | | FOR PERIOD BEGINNING (MMDDYYYY) |
| | | | <input type="checkbox"/> 24 |
| (City) | (State) | (ZIP Code) | AND ENDING (MMDDYYYY) |
| <input type="checkbox"/> 21 | <input type="checkbox"/> 22 | <input type="checkbox"/> 23 | <input type="checkbox"/> 25 |

| | | |
|---|--|-----------------------------|
| NAME AND TELEPHONE NUMBER OF PERSON TO CONTACT IN REGARD TO THIS REPORT | | (Area Code) - Telephone No. |
| | | <input type="checkbox"/> 31 |
| NAME(S) OF SUBSIDIARIES OR AFFILIATES CONSOLIDATED IN THIS REPORT: | | OFFICIAL USE |
| | | <input type="checkbox"/> 33 |
| | | <input type="checkbox"/> 35 |
| | | <input type="checkbox"/> 37 |
| | | <input type="checkbox"/> 39 |

DOES RESPONDENT CARRY ITS OWN CUSTOMER ACCOUNTS? YES 40 NO 41

CHECK HERE IF RESPONDENT IS FILING AN AUDITED REPORT 42

EXECUTION:

The registrant/government securities broker or dealer submitting this Form and its attachments and the person(s) by whom it is executed represent hereby that all information contained therein is true, correct and complete. It is understood that all required items, statements, and schedules are considered integral parts of this Form and that the submission of any amendment represents that all unamended items, statements and schedules remain true, correct and complete as previously submitted.

Dated the _____ day of _____ in the year _____
 Manual signatures of:

- 1) _____
Principal Executive Officer or Managing Partner
- 2) _____
Principal Financial Officer or Partner
- 3) _____
Principal Operations Officer or Partner

ATTENTION - Intentional misstatements or omissions of facts constitute Federal Criminal Violations. (See 18 U.S.C. 1001 and 15 U.S.C. 78:f(a).)

TO BE COMPLETED WITH THE ANNUAL AUDIT REPORT ONLY:

INDEPENDENT PUBLIC ACCOUNTANT whose opinion is contained in this Report

Name (If individual, state last, first, middle name)

70

ADDRESS Number and Street City State ZIP Code

71

72

73

74

Check one

() Certified Public Accountant

75

FOR SEC USE

() Public Accountant

76

| | |
|--|--|
| | |
|--|--|

() Accountant not resident in United States or any of its possessions

77

DO NOT WRITE UNDER THIS LINE . . . FOR SEC USE ONLY

| | | | | | | |
|---------------|-------------------------|---------------|------|--|--|--|
| WORK LOCATION | REPORT DATE MMDDYYYY | DOC. SEQ. NO. | CARD | | | |
| 50 | 51 | 52 | 53 | | | |

**REPORT ON FINANCES AND OPERATIONS OF
GOVERNMENT SECURITIES BROKERS AND DEALERS
PART II**

GOVERNMENT SECURITIES BROKER OR DEALER

N 2

100

STATEMENT OF FINANCIAL CONDITION

as of (MMDDYYYY) _____ 99
SEC FILE NO. _____ 98
Consolidated _____ 198
Unconsolidated _____ 199

| ASSETS | | | | | |
|--|---------------|--------------|----------------|--------|--|
| Allowable | Non-Allowable | Consolidated | Unconsolidated | Total | |
| 1. Cash | \$ 200 | | | \$ 750 | |
| 2. Cash segregated in compliance with federal and other regulations | 210 | | | 760 | |
| 3. Receivables from brokers or dealers and clearing organizations: | | | | | |
| A. Failed-to-deliver: | | | | | |
| 1. Includable in "Formula for Reserve Requirements" | 220 | | | | |
| 2. Other | 230 | | | 770 | |
| B. Securities borrowed: | | | | | |
| 1. Includable in "Formula for Reserve Requirements" | 240 | | | 780 | |
| 2. Other | 250 | | | | |
| C. Omnibus accounts: | | | | | |
| 1. Includable in "Formula for Reserve Requirements" | 260 | | | 790 | |
| 2. Other | 270 | | | | |
| D. Clearing organizations: | | | | | |
| 1. Includable in "Formula for Reserve Requirements" | 280 | | | | |
| 2. Other | 290 | | | 800 | |
| E. Other | 300 | \$ 550 | | 810 | |
| 4. Receivables from customers: | | | | | |
| A. Securities accounts: | | | | | |
| 1. Cash and fully secured accounts | 310 | | | | |
| 2. Partly secured accounts | 320 | 560 | | | |
| 3. Unsecured accounts | | 570 | | | |
| B. Commodity accounts | 330 | | | | |
| C. Allowances for doubtful accounts | (335) | (590) | | 820 | |
| 5. Receivables from non-customers: | | | | | |
| A. Cash and fully secured accounts | 340 | | | | |
| B. Partly secured and unsecured accounts | 350 | 600 | | 830 | |
| 6. Securities purchased under agreements to resell | 360 | 605 | | 840 | |
| 7. Securities and spot commodities owned, at market value: | | | | | |
| A. Bankers acceptances, certificates of deposit and commercial paper | 370 | | | | |
| B. U.S. and Canadian government obligations | 380 | | | | |
| C. State and municipal government obligations | 390 | | | | |
| D. Corporate obligations | 400 | | | | |

**REPORT ON FINANCES AND OPERATIONS OF
GOVERNMENT SECURITIES BROKERS AND DEALERS
PART II**

GOVERNMENT SECURITIES BROKER OR DEALER

as of _____

STATEMENT OF FINANCIAL CONDITION

ASSETS (continued)

| | Allowable | Non-Allowable | Total |
|--|-----------|---------------|--------|
| E. Stocks and warrants | \$ 410 | | |
| F. Options | 420 | | |
| G. Arbitrage | 422 | | |
| H. Other securities | 424 | | |
| I. Spot commodities | 430 | | \$ 850 |
| 8. Securities owned not readily marketable: | | | |
| A. At cost \$ 130 | | | |
| B. At estimated fair value | 440 | \$ 610 | 860 |
| 9. Other investments not readily marketable: | | | |
| A. At cost \$ 140 | | | |
| B. At estimated fair value | 450 | 620 | 870 |
| 10. Securities borrowed under subordination agreements and partners' individual and capital securities accounts, at market value: | | | |
| A. Exempted securities \$ 150 | | | |
| B. Other \$ 160 | 460 | 630 | 880 |
| 11. Secured demand notes - market value of collateral: | | | |
| A. Exempted securities \$ 170 | | | |
| B. Other \$ 180 | 470 | 640 | 890 |
| 12. Memberships in exchanges: | | | |
| A. Owned, at market value \$ 190 | | | |
| B. Owned, at cost | | 650 | |
| C. Contributed for use of company, at market value | | 660 | 900 |
| 13. Investment in and receivables from affiliates, subsidiaries and associated partnerships | 480 | 670 | 910 |
| 14. Property, furniture, equipment, leasehold improvements and rights under lease agreements, at cost (net of accumulated depreciation and amortization) | 490 | 680 | 920 |
| 15. Other assets: | | | |
| A. Dividends and interest receivable . . . | 500 | 690 | |
| B. Free shipments | 510 | 700 | |
| C. Loans and advances | 520 | 710 | |
| D. Miscellaneous | 530 | 720 | 930 |
| 16. TOTAL ASSETS | \$ 540 | \$ 740 | \$ 940 |

**REPORT ON FINANCES AND OPERATIONS OF
GOVERNMENT SECURITIES BROKERS AND DEALERS
PART II**

GOVERNMENT SECURITIES BROKER OR DEALER

as of _____

STATEMENT OF FINANCIAL CONDITION

LIABILITIES AND OWNERSHIP EQUITY

| <u>Liabilities</u> | | <u>Total</u> |
|--|----|--------------|
| 17. Bank loans payable: | | |
| A. Includable in "Formula for Reserve Requirements" | \$ | 1460 |
| B. Other | | 1470 |
| 18. Securities sold under repurchase agreements | | 1480 |
| 19. Payable to brokers or dealers and clearing organizations: | | |
| A. Failed-to-receive: | | |
| 1. Includable in "Formula for Reserve Requirements" | | 1490 |
| 2. Other | | 1500 |
| B. Securities loaned: | | |
| 1. Includable in "Formula for Reserve Requirements" | | 1510 |
| 2. Other | | 1520 |
| C. Omnibus accounts: | | |
| 1. Includable in "Formula for Reserve Requirements" | | 1530 |
| 2. Other | | 1540 |
| D. Clearing organizations: | | |
| 1. Includable in "Formula for Reserve Requirements" | | 1550 |
| 2. Other | | 1560 |
| E. Other | | 1570 |
| 20. Payable to customers: | | |
| A. Securities accounts—including free credits of | \$ | 950 |
| B. Commodities accounts | | 1580 |
| 21. Payable to non-customers: | | |
| A. Securities accounts | | 1600 |
| B. Commodities accounts | | 1610 |
| 22. Securities sold not yet purchased, at market value—including arbitrage of | \$ | 960 |
| 23. Accounts payable and accrued liabilities and expenses: | | |
| A. Drafts payable | | 1630 |
| B. Accounts payable | | 1640 |
| C. Income taxes payable | | 1650 |
| D. Deferred income taxes | | 1660 |
| E. Accrued expenses and other liabilities | | 1670 |
| F. Other | | 1680 |
| 24. Notes and mortgages payable: | | |
| A. Unsecured | | 1690 |
| B. Secured | | 1700 |
| 25. Liabilities subordinated to claims of general creditors: | | |
| A. Cash borrowings | | 1710 |
| 1. From outsiders | \$ | 970 |
| 2. Includes equity subordination (15c3-1(d)) of | \$ | 980 |
| B. Securities borrowings, at market value | | 1720 |
| 1. From outsiders | \$ | 990 |
| C. Pursuant to secured demand note collateral agreements | | 1730 |
| 1. From outsiders | \$ | 1000 |
| 2. Includes equity subordination (15c3-1(d)) of | \$ | 1010 |
| D. Exchange memberships contributed for use of company, at market value | | 1740 |
| E. Accounts and other borrowings not qualified for liquid capital purposes | | 1750 |
| 26. TOTAL LIABILITIES | \$ | 1760 |

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**REPORT ON FINANCES AND OPERATIONS OF
GOVERNMENT SECURITIES BROKERS AND DEALERS
PART II**

GOVERNMENT SECURITIES BROKER OR DEALER

as of _____

STATEMENT OF FINANCIAL CONDITION

LIABILITIES AND OWNERSHIP EQUITY (continued)

| | <u>Ownership Equity</u> | | <u>Total</u> |
|--|-------------------------|------|--------------|
| 27. Sole proprietorship | | \$ | 1770 |
| 28. Partnership—limited partners | \$ | 1020 | 1780 |
| 29. Corporation: | | | |
| A. Preferred stock | | | 1791 |
| B. Common stock | | | 1792 |
| C. Additional paid-in capital | | | 1793 |
| D. Retained earnings | | | 1794 |
| E. Total | | | 1795 |
| F. Less capital stock in treasury | | (|) 1796 |
| 30. TOTAL OWNERSHIP EQUITY | | \$ | 1800 |
| 31. TOTAL LIABILITIES AND OWNERSHIP EQUITY | | \$ | 1810 |

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**REPORT ON FINANCES AND OPERATIONS OF
GOVERNMENT SECURITIES BROKERS AND DEALERS
PART II**

GOVERNMENT SECURITIES BROKER OR DEALER

as of _____

COMPUTATION OF LIQUID CAPITAL

| | | <u>Total</u> |
|--|------|--------------|
| 1. Total ownership equity (from Statement of Financial Condition—Item 1800) | \$ | 3480 |
| 2. Deduct: Ownership equity not allowable for liquid capital | (| 3490 |
| 3. Total ownership equity qualified for liquid capital | | 3500 |
| 4. Add: | | |
| A. Liabilities subordinated to claims of general creditors allowable in computation of liquid capital | | 3520 |
| B. Other (deductions) or allowable credits (List) | | 3525 |
| 5. Total capital and allowable subordinated liabilities | \$ | 3530 |
| 6. Deductions and/or charges: | | |
| A. Total non-allowable assets from Statement of Financial Condition (Notes B and C) | \$ | 3540 |
| 1. Additional charges for customers' and non-customer's security accounts | | 3550 |
| B. Aged fails-to-deliver | | 3570 |
| 1. Number of items | 3450 | |
| C. Aged short security differences—less reserve of | \$ | 3580 |
| 1. Number of items | 3470 | |
| D. Secured demand note deficiency | | 3590 |
| E. Other deductions and/or charges | | 3610 |
| F. Deductions for accounts carried under Rule 15c3-1(c)(2)(x) | | 3615 |
| G. Total deductions and/or charges | | 3620 |
| 7. Other additions and/or allowable credits (List) | | 3630 |
| 8. Liquid capital | \$ | 3640 |
| 9. Total haircuts (computed pursuant to 17 CFR 402.2(g) and Appendix A thereto): | | |
| A. Haircuts on security and financing positions including contractual commitments: | | |
| 1. Total governments offset portion haircut | | 3730 |
| 2. Total futures and options offset haircut | | 3731 |
| 3. Total hedging disallowance haircut | | 3732 |
| 4. Residual net position haircut | | 3733 |
| 5. Other securities haircut (Use SEC factors) | | 3734 |
| B. Haircuts on credit exposure: | | |
| 1. Counterparty exposure haircut | | 3735 |
| 2. Concentration of credit haircut | | 3736 |
| 3. Credit volatility haircut | | 3737 |
| 10. Liquid capital less haircuts | \$ | 3740 |
| | \$ | 3750 |

COMPUTATION OF BASIC LIQUID CAPITAL REQUIREMENT

| | | |
|--|----|------|
| 11. 120% liquid capital requirement (120% of line 9) | \$ | 3756 |
| 12. Minimum liquid capital requirement (see Note A) | \$ | 3760 |
| 13. Excess liquid capital (line 8 less line 12) | \$ | 3770 |
| 14. Excess liquid capital at 150% (line 8 less 150% of line 9) | \$ | 3780 |

OTHER RATIOS

| | | |
|---|---|------|
| 15. Percentage of debt to debt-equity total computed in accordance with Rule 15c3-1(d) as modified by 17 CFR 402.2 | % | 3860 |
|---|---|------|

NOTES:

(A) The minimum liquid capital requirement is the greater of:

1. The amount of liquid capital necessary to exceed total haircuts by the amount required pursuant to 17 CFR 402.2(b) or (c); or
2. 120% of total haircuts.

(B) Do not deduct the value of securities borrowed under subordination agreements or secured demand notes covered by subordination agreements not in satisfactory form, the market values of memberships in exchanges contributed for use of company (contra to item 1740), and partners' securities which were included in non-allowable assets.

(C) For reports filed pursuant to 17 CFR 405.2 & paragraph (d) of Rule 17a-5, respondent should provide a list of material non-allowable assets.

**REPORT ON FINANCES AND OPERATIONS OF
GOVERNMENT SECURITIES BROKERS AND DEALERS
PART II**

| | | |
|--|--|------|
| GOVERNMENT SECURITIES BROKER OR DEALER | For the period (MMDDYYYY) from _____ 3932 to _____ | 3933 |
| | Number of months included in this statement | 3931 |

REVENUE

STATEMENT OF INCOME (LOSS)

| | | |
|--|------|------|
| 1. Commissions: | | |
| A. Commissions on listed option transactions | \$ | 3938 |
| B. All other securities commissions | | 3939 |
| C. Total securities commissions | | 3940 |
| 2. Gains or losses on firm securities trading accounts: | | |
| A. From trading in debt securities | | 3944 |
| B. From market making in options on a national securities exchange | | 3945 |
| C. From all other trading | | 3949 |
| D. Total gains or (losses) | | 3950 |
| 3. Gains or losses on firm securities investment accounts: | | |
| A. Includes realized gains (losses) | 4235 | |
| B. Includes unrealized gains (losses) | 4236 | |
| C. Total realized and unrealized gains (losses) | | 3952 |
| 4. Profits or (losses) from underwriting and selling groups | | 3955 |
| 5. Margin interest | | 3960 |
| 6. Fees for account supervision, investment advisory and administrative services | | 3975 |
| 7. Revenue from research services | | 3980 |
| 8. Commodities revenue | | 3990 |
| 9. Other revenue related to securities business | | 3985 |
| 10. Other revenue | | 3995 |
| 11. Total revenue | \$ | 4030 |

EXPENSES

| | | |
|--|------|---------|
| 12. Registered representatives' compensation | | \$ 4110 |
| 13. Clerical and administrative employees' expenses | | 4040 |
| 14. Salaries and other employment costs for general partners and voting stockholder officers | | 4120 |
| A. Includes interest credited to General and Limited Partners capital accounts | 4130 | |
| 15. Floor brokerage paid to certain brokers (see definition) | | 4055 |
| 16. Commissions and clearance paid to all other brokers (see definition) | | 4145 |
| 17. Clearance paid to non-brokers (see definition) | | 4135 |
| 18. Communications | | 4060 |
| 19. Occupancy and equipment costs | | 4080 |
| 20. Promotional costs | | 4150 |
| 21. Interest expense | | 4075 |
| A. Includes interest on accounts subject to subordination agreements | 4070 | |
| 22. Losses in error account and bad debts | | 4170 |
| 23. Data processing costs (including service bureau service charges) | | 4186 |
| 24. Non-recurring charges | | 4190 |
| 25. Regulatory fees and expenses | | 4195 |
| 26. Other expenses | | 4100 |
| 27. Total expenses | \$ | 4200 |

NET INCOME

| | | |
|--|------|---------|
| 28. Income (loss) before Federal income taxes and items below (item 11 less item 27) | | \$ 4210 |
| 29. Provision for Federal income taxes (for parent only) | | 4220 |
| 30. Equity in earnings (losses) of unconsolidated subsidiaries not included above | | 4222 |
| A. After Federal income taxes of | 4238 | |
| 31. Extraordinary gains (losses) | | 4224 |
| A. After Federal income taxes of | 4239 | |
| 32. Cumulative effect of changes in accounting principles | | 4225 |
| 33. Net income (loss) after Federal income taxes and extraordinary items | \$ | 4230 |

MONTHLY INCOME

| | | |
|---|--|---------|
| 34. Income (current month only) before provision for Federal income taxes and extraordinary times | | \$ 4211 |
|---|--|---------|

**REPORT ON FINANCES AND OPERATIONS OF
GOVERNMENT SECURITIES BROKERS AND DEALERS
PART II**

GOVERNMENT SECURITIES BROKER OR DEALER _____

as of _____

**COMPUTATION FOR DETERMINATION OF RESERVE REQUIREMENTS
FOR GOVERNMENT SECURITIES BROKERS AND DEALERS UNDER RULE 15c3-3
(See Rule 15c3-3, Exhibit A and Related Notes)**

CREDIT BALANCES

| | | | |
|--|----|------|------|
| 1. Free credit balances and other credit balances in customers' security accounts (see Note A in Exhibit A, Rule 15c3-3) | \$ | 4340 | |
| 2. Monies borrowed collateralized by securities carried for the accounts of customers (see Note B in Exhibit A, Rule 15c3-3) | | 4350 | |
| 3. Monies payable against customers' securities loaned (see Note C in Exhibit A, Rule 15c3-3) | | 4360 | |
| 4. Customers' securities failed-to-receive (see Note D in Exhibit A, Rule 15c3-3) | | 4370 | |
| 5. Credit balances in firm accounts which are attributable to principal sales to customers | | 4380 | |
| 6. Market value of stock dividends, stock splits, and similar distributions receivable outstanding over 30 calendar days | | 4390 | |
| 7. Market value of short security count differences over 30 calendar days old | | 4400 | |
| 8. Market value of short securities and credits (not to be offset by longs or by debits) in all suspense accounts over 30 calendar days | | 4410 | |
| 9. Market value of securities which are in transfer in excess of 40 calendar days and have not been confirmed to be in transfer by the transfer agent or the issuer during the 40 days | | 4420 | |
| 10. Other (List) | | 4425 | |
| 11. TOTAL CREDITS | \$ | | 4430 |

DEBIT BALANCES

| | | | |
|---|----|------|------|
| 12. Debit Balances in customers' cash and margin accounts excluding unsecured accounts and accounts doubtful of collection net of deductions pursuant to 17 CFR 403.4(k) & Note E, Exhibit A, Rule 15c3-3 | \$ | 4440 | |
| 13. Securities borrowed to effectuate short sales by customers and securities borrowed to make delivery on customers' securities failed-to-deliver | | 4450 | |
| 14. Failed-to-deliver of customers' securities not older than 30 calendar days | | 4460 | |
| 15. Margin required and on deposit with the Options Clearing Corporations for all option contracts written or purchased in customer accounts (see Note F in Exhibit A, Rule 15c3-3) | | 4465 | |
| 16. Other (List) | | 4469 | |
| 17. Aggregate debit items | \$ | | 4470 |
| 18. TOTAL 15c3-3 DEBITS | \$ | | 4472 |

RESERVE COMPUTATION

| | | | |
|--|----|------|------|
| 19. Excess of total debits over total credits (line 18 less line 11) | \$ | 4480 | |
| 20. Excess of total credits over total debits (line 11 less line 18) | | 4490 | |
| 21. If computation permitted on a monthly basis, enter 105% of excess of total credits over total debits | | 4500 | |
| 22. Amount held on deposit in "Reserve Bank Account(s)," including value of qualified securities, at the end of reporting period | | 4510 | |
| 23. Amount of deposit (or withdrawal) including \$ _____ value of qualified securities | | 4515 | 4520 |
| 24. New amount in Reserve Bank Account(s) after adding deposit or subtracting withdrawal including \$ _____ value of qualified securities | \$ | | 4530 |
| 25. Date of deposit (MMDDYYYY) | | | 4540 |

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FREQUENCY OF COMPUTATION

26. Daily _____ 4332 Weekly _____ 4333 Monthly _____ 4334

**REPORT ON FINANCES AND OPERATIONS OF
GOVERNMENT SECURITIES BROKERS AND DEALERS
PART II**

GOVERNMENT SECURITIES BROKER OR DEALER

as of _____

**COMPUTATION FOR DETERMINATION OF RESERVE REQUIREMENTS
FOR GOVERNMENT SECURITIES BROKERS AND DEALERS UNDER RULE 15c3-3 (continued)**

EXEMPTIVE PROVISIONS

27. If an exemption from 17 CFR 240.15c3-3 (Rule 15c3-3) is claimed, identify below the section upon which such exemption is based (check one only):

- A. (k)(2)(i)—“Special Account for the Exclusive Benefit of Customer” maintained \$ 4560
- B. (k)(2)(ii)—All customer transactions cleared through another broker or dealer on a fully disclosed basis. Name of clearing firm 4335 4570
- C. (k)(3)—Exempted by order of the Commission 4580

Information for Possession or Control Requirements Under Rule 15c3-3

State the market valuation and the number of items of:

- 1. Customers’ fully paid securities and excess margin securities not in the respondent’s possession or control as of the report date (for which instructions to reduce to possession or control had been issued as of the report date) but for which the required action was not taken by respondent within the time frames specified under 17 CFR 403.4 & Rule 15c3-3, Notes A and B . . . \$ 4586
 A. Number of items 4587
- 2. Customers’ fully paid securities and excess margin securities for which instructions to reduce to possession or control had not been issued as of the report date, excluding items arising from “temporary lags which result from normal business operations” as permitted under 17 CFR 403.4 & Rule 15c3-3, Notes B, C and D \$ 4588
 A. Number of items 4589

OMIT PENNIES
- 3. The system and procedures utilized in complying with the requirement to maintain physical possession or control of customers’ fully paid and excess margin securities have been tested and are functioning in a manner adequate to fulfill the requirements of 17 CFR 403.4 & Rule 15c3-3 Yes 4584 No 4585

NOTES

- A—Do not include in item (1) above customers’ fully paid and excess margin securities required by 17 CFR 403.4 & Rule 15c3-3 to be in possession or control but for which no action was required by the respondent as of the report date or required action was taken by respondent within the time frames specified under 17 CFR 403.4 & Rule 15c3-3.
- B—State separately in response to items (1) and (2) above whether the securities reported in response thereto were subsequently reduced to possession or control by the respondent.
- C—Be sure to include in item (2) above only items not arising from “temporary lags which result from normal business operations” as permitted under 17 CFR 403.4 & Rule 15c3-3.
- D—Response to item (2) above must be via a report which is current as of the date selected for the government securities broker’s or dealer’s annual audit of financial statements, whether or not such date is the end of the calendar quarter. The response to item (2) should be filed within 60 calendar days after such date, rather than with the remainder of this report. This information may be required on a more frequent basis by the Commission or the designated examining authority in accordance with 17 CFR 405.2 & Rule 17a-5(a)(2)(iv).

**REPORT ON FINANCES AND OPERATIONS OF
GOVERNMENT SECURITIES BROKERS AND DEALERS
PART II**

GOVERNMENT SECURITIES BROKER OR DEALER

as of _____

**Ownership Equity and Subordinated Liabilities maturing or proposed to be
withdrawn within the next six months and accruals (as defined below)
which have not been deducted in the computation of liquid capital.**

| Type of Proposed Withdrawal or Accrual (See below for code to enter) | Name of Lender or Contributor | Insider or Outsider? (In or Out) | Amount to be With- drawn (cash amount and/or Liquid Capital Value of Securities) | (MMDDYYYY) Withdrawal or Maturity Date | Expect to Renew (yes or no) |
|--|-------------------------------------|--|---|---|--------------------------------------|
| 4600 | 4601 | 4602 | \$ | 4603 | 4604 |
| 4610 | 4611 | 4612 | | 4613 | 4614 |
| 4620 | 4621 | 4622 | | 4623 | 4624 |
| 4630 | 4631 | 4632 | | 4633 | 4634 |
| 4640 | 4641 | 4642 | | 4643 | 4644 |
| 4650 | 4651 | 4652 | | 4653 | 4654 |
| 4660 | 4661 | 4662 | | 4663 | 4664 |
| 4670 | 4671 | 4672 | | 4673 | 4674 |
| 4680 | 4681 | 4682 | | 4683 | 4684 |
| 4690 | 4691 | 4692 | | 4693 | 4694 |

Total \$ 4699*

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* To agree with the total on Recap (Item No. 4880)

Instructions: Detail listing must include the total of items maturing during the six month period following the report date, regardless of whether or not the capital contribution is expected to be renewed. The schedule must also include proposed capital withdrawals scheduled within the six month period following the report date including the proposed redemption of stock and payments of liabilities secured by fixed assets (which are considered allowable assets in the capital computation pursuant to Rule 15c3-1(c)(2)(iv)), which could be required by the lender on demand or in less than six months.

| WITHDRAWAL CODE: | DESCRIPTION |
|------------------|------------------------------|
| -1. | Equity Capital |
| -2. | Subordinated Liabilities |
| -3. | Accruals |
| -4. | 15c3-1(c)(2)(iv) Liabilities |

**REPORT ON FINANCES AND OPERATIONS OF
GOVERNMENT SECURITIES BROKERS AND DEALERS
PART II**

GOVERNMENT SECURITIES BROKER OR DEALER

For the period (MMDDYYYY) from _____ to _____

**CAPITAL WITHDRAWALS
RECAP**

**Ownership Equity and Subordinated Liabilities maturing or proposed to
be withdrawn within the next six months and accruals which have
not been deducted in the computation of liquid capital.**

1. Equity Capital

A. Partnership Capital:

| | | |
|-------------------------------------|----------|------|
| 1. General Partners | \$ _____ | 4700 |
| 2. Limited | _____ | 4710 |
| 3. Undistributed Profits | _____ | 4720 |
| 4. Other (describe below) | _____ | 4730 |
| 5. Sole Proprietorship | _____ | 4735 |

B. Corporation Capital:

| | | |
|--|-------|------|
| 1. Common Stock | _____ | 4740 |
| 2. Preferred Stock | _____ | 4750 |
| 3. Retained Earnings (Dividends and other) | _____ | 4760 |
| 4. Other (describe below) | _____ | 4770 |

2. Subordinated Liabilities

| | | |
|-------------------------------------|-------|------|
| A. Secured Demand Notes | _____ | 4780 |
| B. Cash Subordinations | _____ | 4790 |
| C. Debentures | _____ | 4800 |
| D. Other (describe below) | _____ | 4810 |

3. Other Anticipated Withdrawals

| | | |
|---|-------|------|
| A. Bonuses | _____ | 4820 |
| B. Voluntary Contributions to Pension or Profit Sharing Plans | _____ | 4860 |
| C. Other (describe below) | _____ | 4870 |

Total \$ _____ 4880

4. Description of Other

**STATEMENT OF CHANGES IN OWNERSHIP EQUITY
(SOLE PROPRIETORSHIP, PARTNERSHIP OR CORPORATION)**

| | | |
|--|-----------|------|
| 1. Balance, beginning of period | \$ _____ | 4240 |
| A. Net income (loss) | _____ | 4250 |
| B. Additions (Includes non-conforming capital of \$ _____) | _____ | 4260 |
| C. Deductions (Includes non-conforming capital of \$ _____) | (_____) | 4270 |
| 2. Balance, end of period (From Item 1800) | \$ _____ | 4290 |

**STATEMENT OF CHANGES IN LIABILITIES SUBORDINATED
TO CLAIMS OF GENERAL CREDITORS**

| | | |
|--|-----------|------|
| 3. Balance, beginning of period | \$ _____ | 4300 |
| A. Increases | _____ | 4310 |
| B. Decreases | (_____) | 4320 |
| 4. Balance, end of period (From Item 3520) | \$ _____ | 4330 |

OMIT PENNIES

**REPORT ON FINANCES AND OPERATIONS OF
GOVERNMENT SECURITIES BROKERS AND DEALERS
PART II**

GOVERNMENT SECURITIES BROKER OR DEALER

as of _____

FINANCIAL AND OPERATIONAL DATA

| | | | | |
|--|------------------|---------------------|-----------------------------------|----------------------------------|
| 1. Month-end total number of stock record breaks unresolved over three business days: | <u>Valuation</u> | | <u>Number</u> | |
| A. Breaks long | \$ | 4890 | | 4900 |
| B. Breaks short | \$ | 4910 | | 4920 |
| 2. Is the firm in compliance with 17 CFR 404.5 & Rule 17a-13 regarding periodic count and verification of securities positions and locations at least once in each calendar quarter? (Check one) | | | Yes <input type="checkbox"/> 4930 | No <input type="checkbox"/> 4940 |
| A. If a response is negative attach explanation of steps being taken to comply with 17 CFR 404.5 & Rule 17a-13. | | | | |
| 3. Personnel employed at end of reporting period: | | | | |
| A. Income producing personnel | | | | 4950 |
| B. Non-income producing personnel (all other) | | | | 4960 |
| C. Total | | | | 4970 |
| 4. Actual number of tickets executed during current month of reporting period. | | | | 4980 |
| 5. Number of corrected customer confirmations mailed after settlement date. | | | | 4990 |
| | No. of Items | Debit (Short Value) | No. of Items | Credit (Long Value) |
| 6. Money differences | 5000 | \$ 5010 | 5020 | \$ 5030 |
| 7. Security suspense accounts | 5040 | \$ 5050 | 5060 | \$ 5070 |
| 8. Security difference accounts | 5080 | \$ 5090 | 5100 | \$ 5110 |
| 9. Commodity suspense accounts | 5120 | \$ 5130 | 5140 | \$ 5150 |
| 10. Open transactions with correspondents, other brokers, clearing organizations, depositories and interoffice and intercompany accounts which could result in a charge-amounts unresolved over 30 calendar days | 5160 | \$ 5170 | 5180 | \$ 5190 |
| 11. Bank account reconciliations-amounts unresolved over 30 calendar days | 5200 | \$ 5210 | 5220 | \$ 5230 |
| 12. Open transfers not confirmed over 40 calendar days | 5240 | \$ 5250 | 5260 | \$ 5270 |
| 13. Transactions in reorganization accounts over 60 calendar days | 5280 | \$ 5290 | 5300 | \$ 5310 |
| 14. Total | 5320 | \$ 5330 | 5340 | \$ 5350 |
| | No. of Items | Ledger Amount | Market Value | |
| 15. Failed-to-deliver 5 business days or longer (21 business days or longer in the case of municipal securities) | 5360 | \$ 5361 | \$ 5362 | |
| 16. Failed-to-receive 5 business days or longer (21 business days or longer in the case of municipal securities) | 5363 | \$ 5364 | \$ 5365 | |
| 17. Security concentrations (See instructions in Part I): | | | | |
| A. Customers' accounts under 17 CFR 403.4 & Rule 15c3-3 | | | | \$ 5374 |
| 18. Total of personal capital borrowings due within six months | | | | \$ 5378 |
| 19. Maximum haircuts on underwriting commitments during the period | | | | \$ 5380 |
| 20. Planned capital expenditures for business expansion during the next six months | | | | \$ 5382 |
| 21. Liabilities of other individuals or organizations guaranteed by respondent | | | | \$ 5384 |
| 22. Lease and rentals payable within one year | | | | \$ 5386 |
| 23. Aggregate lease and rental commitments payable for entire term of the lease: | | | | |
| A. Gross | | | | \$ 5388 |
| B. Net | | | | \$ 5390 |

OMIT PENNIES