

United States
Securities and Exchange Commission
Washington, D.C. 20549

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FORM 17-H
RISK ASSESSMENT REPORT FOR BROKERS AND DEALERS

PART I
Risk Assessment Reporting Requirements for Brokers and Dealers

| | | |
|---|---|----|
| NAME OF REPORTING BROKER-DEALER | SEC FILE NO. | 12 |
| _____ 14 | CRD NO. | 16 |
| ADDRESS OF PRINCIPAL PLACE OF BUSINESS | | 18 |
| _____ 18 | | |
| FIRM I.D. NO. | | |
| _____ 20 | FILING TYPE: (Check Appropriate Boxes) | |
| FOR PERIOD BEGINNING (MM/DD/YY) | QUARTERLY ANNUAL AMENDED | |
| _____ 22 | <input type="checkbox"/> 26 <input type="checkbox"/> 28 <input type="checkbox"/> 30 | |
| AND ENDING (MM/DD/YY) | | |
| _____ 24 | | |
| NAME AND TELEPHONE NUMBER OF PERSON TO CONTACT IN REGARD TO THIS REPORT | | |
| _____ 32 | | |
| NAME(S) OF MATERIAL ASSOCIATED PERSONS CONTAINED IN THIS REPORT: | | |
| _____ 34 | | 36 |
| _____ 38 | | 40 |
| _____ 42 | | |
| NAME OF ASSOCIATED BROKER-DEALER(S) NOT FILING (If applicable) | | |
| _____ 44 | | 46 |
| _____ 48 | | 50 |
| _____ 52 | | |

ATTENTION

Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. § 1001 and 15 U.S.C. § 78ff(a).

Intentional misstatements or omissions of facts may also result in civil fines and other sanctions pursuant to Section 20 of the Securities Exchange Act of 1934.

The person signing this report represents hereby that all information contained in this Form is true, correct and complete. It is understood that all information in this Form is considered an integral part of this Form and that the submission of any amendment represents that all unamended information remains true, correct and complete as previously filed.

Pursuant to the Securities Exchange Act of 1934, the undersigned has caused this report to be signed on its behalf in the City of _____ and State of _____ on the ___ day of _____, 20__.

(Name of Broker-Dealer)

(Signature and Title of Person Duly Authorized to Submit This Report)

GENERAL INSTRUCTIONS

1. This Form consists of two parts. Part I consists of the organizational, policy and legal information required by paragraphs (a)(1)(i) through (iii) of section 240.17h-1T, together with the financial statements required by paragraphs (a)(1)(iv) and (v) of section 240.17h-1T. Part II contains line items for reporting the numerical and other data required by paragraphs (a)(1)(vi) through (x) of section 240.17h-1T.
2. Report as of the last day of the fiscal quarter. This Form is to be filed within 60 calendar days of the end of each fiscal quarter by brokers and dealers concerning each Material Associated Person (as defined in Temporary Rules 17h-1T and 17h-2T). The Form for the fourth fiscal quarter shall be filed within 60 calendar days of the end of the fiscal year. The cumulative year-end financial statements required by paragraphs (a)(1)(iv) and (v) of section 240.17h-1T may be filed separately within 105 calendar days of the end of the fiscal year.
3. In the event a broker or dealer is associated with one or more other registered brokers or dealers, each broker or dealer is required to file a separate Form 17-H. The Commission may exempt from the filing requirements all brokers or dealers associated with a broker or dealer that has been designated a "Reporting Broker or Dealer." The term "Reporting Broker or Dealer" shall have the meaning set forth in Rules 17h-1T and 17h-2T. A broker or dealer seeking designation as a Reporting Broker or Dealer must apply to the Commission for an exemption pursuant to Rule 17h-2T. Pending such designation, each broker or dealer associated with the broker or dealer requesting such designation as a Reporting Broker or Dealer is required to file a separate Form 17-H.
4. The information requested in Part II of this Form shall be completed separately for each Material Associated Person, even if the financial data contained in the broker or dealer's Form X-17A-5 contains information concerning a Material Associated Person. The broker-dealer should not include information concerning its activities in the information required by Part II of this Form if such information is filed with the Commission as part of the broker-dealer's Form X-17A-5 or Form G-405.

ITEM 1

ORGANIZATIONAL CHART REFLECTING ASSOCIATED PERSONS AND THE BROKER-DEALER

1. Provide a copy of the organizational chart maintained by the broker or dealer pursuant to paragraph (a)(1)(i) of section 240.17h-1T.
2. The information provided pursuant to this Item should be included in the first Form 17-H filed by the broker or dealer and in the year-end filing. Quarterly updates should be provided only where a material change in the information provided to the Commission has occurred.

ITEM 2

RISK MANAGEMENT AND OTHER POLICIES

1. Provide copies of the financing, capital adequacy, and risk management and other policies, procedures or systems maintained by the broker-dealer pursuant to paragraph (a)(1)(ii) of section 240.17h-1T.
2. The information provided pursuant to this Item should be included in the first Form 17-H filed by the broker or dealer. Quarterly updates should be provided only where a material change in the information provided to the Commission has occurred.

ITEM 3

LEGAL PROCEEDINGS

1. Provide the description of any material pending legal or arbitration proceedings maintained by the broker or dealer pursuant to paragraph (a)(1)(iii) of section 240.17h-1T.
2. The information provided pursuant to this Item should be included in the first Form 17-H filed with the Commission. Quarterly updates should be provided only where a material change in the information provided to the Commission has occurred.

ITEM 4

FINANCIAL STATEMENTS

1. Provide the information required to be maintained by the broker or dealer pursuant to paragraphs (a)(1)(iv) and (a)(1)(v) of section 240.17h-1T. The financial statements may be presented on an unaudited basis. The statement of cash flows and the notes to financial statements may be omitted for the consolidating financial statements. Entities using accounting principles other than U.S. GAAP should indicate in a note the accounting principles used.
2. The consolidating financial statements must be presented on a subsidiary basis and shall indicate which subsidiaries are Material Associated Persons.

PART II

GENERAL INSTRUCTIONS FOR PART II OF THIS FORM

1. Provide the following information for each Material Associated Person as of the end of the quarter. Indicate the name of each Material Associated Person in a separate column or complete a separate Part II for each Material Associated Person. In the event a separate listing of a position, financial instrument or otherwise is required pursuant to any of the provisions of section 240.17h-1T, the broker or dealer should indicate as such in the appropriate section of this Part II. Where appropriate, indicate long and short positions separately. (Report amounts in thousands) Material Associated Person: _____

| I. AGGREGATE SECURITIES AND COMMODITIES POSITIONS | LONG | (000's omitted) | SHORT |
|--|------|-----------------|-------|
| 1. U.S. Treasury securities | | 1000 | 1005 |
| 2. U.S. Government agency | | 1010 | 1015 |
| 3. Securities issued by states and political subdivisions in the U.S. | | 1020 | 1025 |
| 4. Foreign securities: | | | |
| (a) Debt securities | | 1030 | 1035 |
| (b) Equity securities | | 1040 | 1045 |
| 5. Banker's acceptances | | 1050 | 1055 |
| 6. Certificates of deposit | | 1060 | 1065 |
| 7. Commercial paper | | 1070 | 1075 |
| 8. Corporate obligations | | 1080 | 1085 |
| 9. Stocks and warrants (other than arbitrage positions) | | 1090 | 1095 |
| 10. Arbitrage: | | | |
| (a) Index arbitrage and program trading | | 1100 | 1105 |
| (b) Risk arbitrage | | 1110 | 1115 |
| (c) Other arbitrage | | 1120 | 1125 |
| 11. Options: | | | |
| (a) Market value of put options: | | | |
| (i) Listed | | 1130 | 1135 |
| (ii) Unlisted | | 1140 | 1145 |
| (b) Market value of call options: | | | |
| (i) Listed | | 1150 | 1155 |
| (ii) Unlisted | | 1160 | 1165 |
| 12. Spot commodities | | 1170 | 1175 |
| 13. Investments with no ready market: | | | |
| (a) Equity | | 1180 | 1185 |
| (b) Debt | | 1190 | 1195 |
| (c) Other (include limited partnership interests) | | 1200 | 1205 |
| 14. Other securities or commodities | | 1210 | 1215 |
| 15. Summary of delta or similar analysis(if available)(attach analysis) | | | |

II. FINANCIAL INSTRUMENTS WITH OFF-BALANCE SHEET RISK AND WITH CONCENTRATION OF CREDIT RISK
 (Provide notional or contractual amounts where appropriate, or in the case of options, the values of the underlying instrument. In the event a separate listing of a position or instrument is required pursuant to the provisions of section 17h-1T, separately state such position.)

| A. Securities | LONG | (000's omitted) | SHORT |
|--|------|-----------------|-------|
| 1. When-issued securities: | | | |
| (a) Gross commitments to purchase | | 2000 | 2005 |
| (b) Gross commitments to sell | | 2010 | 2015 |
| 2. Written stock option contracts: | | | |
| (a) Market value, and the value of the underlying securities, of call contracts: | | | |
| (i) Listed | | | |
| (A) Market value | | 2020 | 2025 |
| (B) Value of underlying securities | | 2030 | 2035 |
| (ii) Unlisted | | | |
| (A) Market value | | 2040 | 2045 |
| (B) Value of underlying securities | | 2050 | 2055 |

| | | |
|--|------|------|
| (b) Market value, and the value of the underlying securities, of put contracts: | | |
| (i) Listed | | |
| (A) Market value | 2060 | 2065 |
| (B) Value of underlying securities | 2070 | 2075 |
| (ii) Unlisted | | |
| (A) Market value | 2080 | 2085 |
| (B) Value of underlying securities | 2090 | 2095 |
| (c) Market value, and the value of the underlying securities, of naked call contracts: | | |
| (i) Listed | | |
| (A) Market value | 2100 | 2105 |
| (B) Value of underlying securities | 2110 | 2115 |
| (ii) Unlisted | | |
| (A) Market value | 2120 | 2125 |
| (B) Value of underlying securities | 2130 | 2135 |
| (d) Market value, and the value of the underlying securities, of naked put contracts: | | |
| (i) Listed | | |
| (A) Market value | 2140 | 2145 |
| (B) Value of underlying securities | 2150 | 2155 |
| (ii) Unlisted | | |
| (A) Market value | 2160 | 2165 |
| (B) Value of underlying securities | 2170 | 2175 |
| 3. Futures: | | |
| (a) U.S. Treasury and mortgage-backed securities futures..... | 2180 | 2185 |
| (b) Other futures (specify)..... | 2190 | 2195 |
| 4. Forwards: | | |
| (a) U.S. Treasury and mortgage-backed securities | 2200 | 2205 |
| (i) Aggregate current cost of replacing contracts by counterparty in which the Material Associated Person has a gain | 2210 | 2215 |
| (ii) Per counterparty breakdown where credit risk exceeds the Materiality Threshold (attach schedule). | | |
| (b) Other forwards (specify) | 2220 | 2225 |
| (i) Aggregate current cost of replacing contracts by counterparty in which the Material Associated Person has a gain | 2230 | 2235 |
| (ii) Per counterparty breakdown where credit risk exceeds the Materiality Threshold (attach schedule). | | |
| B. Interest Rate Swaps | | |
| 1. U.S. dollar denominated swaps: | | |
| (a) Total notional or contractual amount | 2240 | 2245 |
| (b) Aggregate current cost of replacing contracts by counterparty in which the Material Associated Person has a gain | 2250 | 2255 |
| (c) Per counterparty breakdown where credit risk exceeds the Materiality Threshold (attach schedule). | | |
| 2. Cross currency swaps: | | |
| (a) Total notional or contractual amount | 2260 | 2265 |
| (b) Aggregate current cost of replacing contracts by counterparty in which the Material Associated Person has a gain | 2270 | 2275 |
| (c) Per counterparty breakdown where credit risk exceeds the Materiality Threshold (attach schedule). | | |
| C. Foreign exchange | | |
| 1. Swaps: | | |
| (a) Total notional or contractual amount | 2280 | 2285 |
| (b) Aggregate cost of replacing contracts by counterparty in which the Material Associated Person has a gain..... | 2290 | 2295 |
| (c) Per counterparty breakdown where credit risk exceeds the Materiality Threshold (attach schedule). | | |

Material Associated Person: _____

LONG (000's omitted) SHORT

| | LONG | SHORT |
|--|------|-------|
| 2. Notional or contractual amounts of commitments to purchase foreign currencies and U.S. dollar exchange: | | |
| (a) Futures..... | 2300 | 2305 |
| (b) Forwards..... | 2310 | 2315 |
| (i) Aggregate current cost of replacing contracts by counterparty in which the Material Associated Person has a gain..... | 2320 | 2325 |
| (ii) Per counterparty breakdown where credit risk exceeds the Materiality Threshold (attach schedule). | | |
| 3. Naked written option contracts: | | |
| (a) Contractual value | 2330 | 2335 |
| (b) Value of the underlying instruments..... | 2340 | 2345 |
| D. All other swap agreements (specify type)(attach schedule if necessary) | | |
| 1. Total notional or contractual amount..... | 2350 | 2355 |
| 2. Aggregate current cost of replacing contracts by counterparty in which the Material Associated Person has a gain | 2360 | 2365 |
| 3. Per counterparty breakdown where credit risk exceeds the Materiality Threshold (attach schedule). | | |
| E. Commodities | | |
| 1. Futures | 2370 | 2375 |
| 2. Forwards | 2380 | 2385 |
| (a) Aggregate current cost of replacing contracts by counterparty in which the Material Associated Person has a gain | 2390 | 2395 |
| (b) Per counterparty breakdown where credit risk exceeds the Materiality Threshold (attach schedule). | | |
| 3. Sold option contracts (e.g., options on individual commodities and commodities indexes) | | |
| (a) Market value, and the value of the underlying instruments, of call contracts: | | |
| (i) Listed | | |
| (A) Market value | 2400 | 2405 |
| (B) Value of underlying instruments..... | 2410 | 2415 |
| (ii) Unlisted | | |
| (A) Market value | 2420 | 2425 |
| (B) Value of underlying instruments | 2430 | 2435 |
| (b) Market value, and the value of the underlying instruments, of put contracts: | | |
| (i) Listed | | |
| (A) Market value | 2440 | 2445 |
| (B) Value of underlying instruments | 2450 | 2455 |
| (ii) Unlisted | | |
| (A) Market value | 2460 | 2465 |
| (B) Value of underlying instruments | 2470 | 2475 |
| (c) Market value, and the value of the underlying instruments, of naked call contracts: | | |
| (i) Listed | | |
| (A) Market value | 2480 | 2485 |
| (B) Value of underlying instruments | 2490 | 2495 |
| (ii) Unlisted | | |
| (A) Market value | 2500 | 2505 |
| (B) Value of underlying instruments | 2510 | 2515 |
| (d) Market value, and the value of the underlying instruments, of naked put contracts: | | |
| (i) Listed | | |
| (A) Market value | 2530 | 2525 |
| (B) Value of underlying instruments | 2520 | 2535 |
| (ii) Unlisted | | |
| (A) Market value | 2540 | 2545 |
| (B) Value of underlying instruments | 2550 | 2555 |
| F. Loan commitments | | |
| 1. Total amount | | 2560 |
| 2. Unused portion | | 2565 |

Material Associated Person: _____

(000's omitted)

| | |
|--|------|
| G. Total standby, commercial and similar letters of credit or guarantees | 2570 |
| H. Assets sold with recourse | 2575 |
| I. Other off-balance sheet items (specify) | 2580 |

J. Summary of delta or similar analysis (if available)(attach analysis).

K. Provide a separate listing, by amount, of significant concentrations of credit risk as defined in Statement of Financial Accounting Standards No. 105 (attach schedule).

(000's omitted)

III. BRIDGE LOANS AND OTHER EXTENSIONS OF CREDIT

| | |
|---|------|
| 1. Bridge loans | 3000 |
| 2. Other material credit extensions (specify) | 3005 |
| 3. Allowance for losses for credit extensions | 3015 |

IV. FUNDING SOURCES

(000's omitted)

| | |
|--|------|
| 1. Short-term borrowings: | |
| (a) Commercial paper | 4000 |
| (b) Bank loans-secured | 4005 |
| (c) Bank loans-unsecured | 4015 |
| (d) Other | 4020 |
| (e) Total | 4025 |
| 2. Long and medium-term debt | 4030 |
| 3. Committed lines of credit | 4035 |
| 4. Amounts borrowed under credit lines | 4040 |
| 5. Credit ratings for commercial paper | |
| (a) Standard & Poor's Corporation | 4045 |
| (b) Moody's Investor Service | 4050 |
| (c) Other Nationally Recognized Statistical Rating Organizations | 4055 |

V. REAL ESTATE

(000's omitted)

| | |
|--|------|
| 1. Real estate loans: | |
| (a) Construction and land development | 5000 |
| (b) Secured by farmland | 5005 |
| (c) Secured by residential properties | 5015 |
| (d) Commercial and industrial | 5020 |
| (e) Other | 5025 |
| 2. Real estate investments: | |
| (a) Construction and land development | 5030 |
| (b) Farmland | 5035 |
| (c) Residential properties | 5040 |
| (d) Commercial and industrial | 5045 |
| (e) Other | 5050 |
| 3. Provide a separate listing of the above information by geographic region where the amount exceeds the Materiality Threshold (attach schedule). | |
| 4. Provide information about risk concentration to a single borrower, location or property in the investment or loan portfolio where the amount exceeds the Materiality Threshold (attach schedule). | |

ADDITIONAL SPACE FOR ANSWERS

The Material Associated Person may use the space below, and additional sheets if necessary, to provide further information or explanation regarding any item of information required by the Form. Include the name of the Material Associated Person on each page and specify the paragraph of the Form to which the additional information relates.