BROKER-DEALER & INVESTMENT BANK INSTITUTIONAL CLIENT INTAKE QUESTIONNAIRE:

RESPONSE DEADLINES ARE SHORT. FINRA Rule 8210 requests, examination deficiency letters, Wells notices, and arbitration statements of claim all carry firm deadlines. Send us any regulatory request or notice immediately. Please share non-public examination materials only after a non-disclosure agreement is in place.

CONFIDENTIAL. This questionnaire is for broker-dealers, investment banks, dual registrants, and firms that may need to register. It scopes engagements covering SEC registration and FINRA membership, compliance programs, capital markets and private placement activity, examinations, M&A, and arbitration support. If a question does not apply, write "N/A." If unknown, write "Unknown."

NAME OF THE CLIENT (FIRM):

[__] Legal Name of Firm: ____________________

CRD No.: ____________ SEC File No. (8-): ________ SIPC member? ________

Firm status:

- **[__]** Registered broker-dealer
- **[__]** Applicant / not yet registered
- **[__]** Dual registrant (BD & RIA)
- **[__]** Investment bank (BD affiliate)
- **[__]** Funding portal
- **[__]** Unregistered — may need to register

Main office address: ____________________

City: ____________ State: ________ Zip: ______ Branches: __

Registered representatives: ____________ States registered: ____________

CEO: ____________ CCO: ________ FINOP: ________

Clearing firm (or self-clearing): ____________

Syndicate Plan Member ID: ____________

Contact person & title: ____________ Phone: ____________

Email: ____________

PART 1 — SERVICES NEEDED

1.1 Check all that apply:

- **[__]** Registration — Form BD / FINRA membership application
- **[__]** Form ADV Parts 1 & 2 (dual registrants)
- **[__]** Continuing membership application (change in business)
- **[__]** Reporting & filing obligations
- **[__]** Written supervisory procedures & policies
- **[__]** Exception reporting & heightened supervision plans
- **[__]** Continuing education program
- **[__]** Disclosure documents / Form CRS
- **[__]** Underwriting & selling group agreements
- **[__]** Registered representative agreements (incl. sunset arrangements)

[__] Fee sharing agreements

[__] Advertising & communications review

[__] Net capital guidance

[__] Sale, acquisition, or merger of a broker-dealer

[__] Internal investigation / compliance audit

[__] SEC, FINRA, or state examination preparation & response

[__] Arbitration or litigation support

[__] Analysis of whether registration is required

1.2 Describe the matter and your objective: ____

____

____

1.3 Deadline (response due, filing date, closing): ____________________________________

PART 2 — BUSINESS LINES

2.1 Current or planned activities:

[__] Retail brokerage

[__] Underwriting / capital markets

[__] Alternative trading system

[__] Mutual fund distribution

[__] M&A advisory

[__] Municipal securities

[__] Crowdfunding (funding portal)

[__] Institutional sales

[__] Market making / proprietary trading

[__] Private placements (Reg D / Reg A)

[__] Private fund placement

[__] Variable insurance products

[__] Digital assets

[__] Other

2.2 Annual revenue: $ _________________________ Customer accounts: __________________

Customer assets held or introduced: $ ____

2.3 Does the firm hold customer funds or securities? [__] Yes [__] No

2.4 Are new business lines planned that could require FINRA approval? [__] Yes [__] No

If yes, explain: ____

____

PART 3 — NEW REGISTRATION OR "DO WE NEED TO REGISTER?"

3.1 Describe how the firm (or you) earns compensation for securities-related activity: _______________

____

____

3.2 Activities performed:

[__] Transaction-based compensation (success fees, commissions)

[__] Soliciting investors

- [__] Handling investor funds or securities
- [__] Negotiating terms between issuers and investors
- [__] Finder / introducer only
- [__] M&A for private companies

Receiving transaction-based compensation for securities activity is a key indicator that broker-dealer registration may be required. Operating as an unregistered broker can make transactions rescindable and expose the firm to enforcement.

3.3 Planned capital for a new broker-dealer: $ ___________________ Target launch: ___________________

Proposed Principal	Role	Licenses Held (Series 7, 24, 27, 63, 79, 82)	Disclosure Events?

3.4 Has a clearing agreement or business plan been prepared? [__] Yes [__] No

PART 4 — COMPLIANCE PROGRAM

Program Area	In Place	Needs Update	Missing
Written supervisory procedures (current)	[__]	[__]	[__]
Regulation Best Interest & Form CRS	[__]	[__]	[__]
AML / customer identification program	[__]	[__]	[__]
Communications with the public (advertising)	[__]	[__]	[__]
Outside business activities & private securities transactions	[__]	[__]	[__]
Off-channel / electronic communications	[__]	[__]	[__]
Cybersecurity & Regulation S-P	[__]	[__]	[__]
Business continuity plan	[__]	[__]	[__]
Net capital & customer protection	[__]	[__]	[__]
FOCUS & regulatory reporting	[__]	[__]	[__]
Continuing education	[__]	[__]	[__]

4.1 Are any representatives under heightened supervision? [__] Yes [__] No

If yes, explain: ____

____

4.2 Date of last annual compliance review / CEO certification: ___________________

PART 5 — EXAMINATIONS, INVESTIGATIONS & ENFORCEMENT

5.1 Current matters:

- [__] Routine FINRA cycle exam
- [__] Cause / targeted exam
- [__] SEC examination
- [__] State examination

[__] FINRA Rule 8210 request
[__] Deficiency / findings letter
[__] Wells notice
[__] Proposed AWC / settlement
[__] Internal investigation
[__] None

5.2 Regulator & matter number: ______________________ Response due: ______________________

5.3 Summary of the issues or findings: ______________________

____

____

5.4 Are Form U4, U5, or BD amendments required as a result? [__] Yes [__] No

5.5 Have customer complaints been received in the last 24 months? [__] Yes [__] No

If yes, explain: ______________________

____

PART 6 — AGREEMENTS & TRANSACTIONS

6.1 Agreements to draft or review:

[__] Underwriting agreement
[__] Selling group / dealer agreement
[__] Placement agent agreement
[__] Clearing agreement
[__] Networking agreement
[__] Registered rep agreement
[__] Fee sharing / referral agreement
[__] Sunset / retiring rep agreement

Transaction-based compensation generally may be shared only with properly registered persons or firms.

6.2 Sale, Acquisition, or Merger of a Broker-Dealer:

[__] Buyer [__] Seller [__] Merger

Counterparty: ______________________ Deal value: $ ______________________

Will ownership or control change by 25% or more? [__] Yes [__] No

A change of 25% or more in ownership or control generally requires a continuing membership application with FINRA.

PART 7 — ARBITRATION & LITIGATION

7.1 Type:

[__] Customer arbitration
[__] Member-to-member arbitration
[__] Employment / U5 dispute
[__] Court litigation
[__] None

7.2 Forum & case no.: ______________________ Amount claimed: $ ______________________

7.3 Firm is: claimant / respondent ______________________ Hearing date: ______________________

7.4 Litigation counsel of record: ______________________

Syndicate provides advisory and support services; appearances in arbitration or court are handled by counsel of record.

PART 8 — DOCUMENTS & CERTIFICATION

8.1 Is a non-disclosure agreement required before documents are shared? [__] Yes [__] No

Syndicate Subscription Legal Plans

Please provide the following, if applicable. Check each item available.

[__] Form BD / ADV & amendments

[__] Written supervisory procedures

[__] FOCUS reports / net capital computations

[__] Exam, 8210, or deficiency letters

[__] Agreements to review

[__] FINRA membership agreement

[__] Organizational chart & ownership

[__] Clearing agreement

[__] Advertising materials for review

[__] Arbitration pleadings

Certification:

I declare that the information provided in this questionnaire is true, correct, and complete to the best of my knowledge, and that I am authorized to provide it on behalf of the firm named above. I understand this information is provided to Syndicate Subscription Legal Plans in confidence for the purpose of evaluating and scoping this engagement.

Signed and dated this ____ day of ________________________, 20___

Signature: ____

Print Name: ______________________________

Title: ______________________________

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Your information will be reviewed within one hour.