

FORM G-405

REPORT ON FINANCES AND OPERATIONS OF GOVERNMENT SECURITIES BROKERS AND DEALERS

OMB APPROVAL
OMB # 1530-0064

PART IIA

 12

(Please read instructions before preparing Form.)

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"/> 25

NAME AND TELEPHONE NUMBER OF PERSON TO CONTACT IN REGARD TO THIS REPORT (Area Code) - Telephone No.

NAME(S) OF SUBSIDIARIES OR AFFILIATES CONSOLIDATED IN THIS REPORT:	OFFICIAL USE
<input type="checkbox"/> 30	<input type="checkbox"/> 31
<input type="checkbox"/> 32	<input type="checkbox"/> 33
<input type="checkbox"/> 34	<input type="checkbox"/> 35
<input type="checkbox"/> 36	<input type="checkbox"/> 37
<input type="checkbox"/> 38	<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:

- Principal Executive Officer or Managing Partner
- Principal Financial Officer or Partner
- 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)

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ADDRESS	Number and Street	City	State	ZIP Code
	71	72	73	74

Check One:

- () Certified Public Accountant 75
- () Public Accountant 76
- () Accountant not resident in United States or
any of its possessions 77

FOR SEC USE

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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 IIA**

GOVERNMENT SECURITIES BROKER OR DEALER

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**STATEMENT OF FINANCIAL CONDITION FOR NONCARRYING, NONCLEARING AND
CERTAIN OTHER GOVERNMENT SECURITIES BROKERS OR DEALERS**

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

ASSETS

	Allowable	Non-Allowable	Total
1. Cash.....	\$ 200		\$ 750
2. Receivables from brokers or dealers:			
A. Clearance account	295		
B. Other	300	\$ 550	810
3. Receivables from non-customers.....	355	600	830
4. Securities and spot commodities owned, at market value:			
A. Exempted securities	418		
B. Debt securities.....	419		
C. Options	420		
D. Other securities	424		
E. Spot commodities	430		850
5. Securities and/or other investments not readily marketable:			
A. At cost \$ _____	130		
B. At estimated fair value.....	440	610	860
6. Securities borrowed under subordination agreements and partners' individual and capital securities accounts, at market value:			
A. Exempted securities \$ _____	150		
B. Other securities \$ _____	160		
7. Secured demand notes-.....	470	640	890
market value of collateral:			
A. Exempted securities \$ _____	170		
B. Other securities \$ _____	180		
8. Memberships in exchanges:			
A. Owned, at market \$ _____	190		
B. Owned, at cost		650	
C. Contributed for use of the company, at market value		660	900
9. Investment in and receivables from affiliates, subsidiaries and associated partnerships	480	670	910
10. Property, furniture, equipment, lease- hold improvements and rights under lease agreements, at cost (net of accumulated depreciation and amortization)	490	680	920
11. Other assets.....	535	735	930
12. TOTAL ASSETS	\$ 540	\$ 740	\$ 940

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

GOVERNMENT SECURITIES BROKER OR DEALER

as of _____

**STATEMENT OF FINANCIAL CONDITION FOR NONCARRYING, NONCLEARING AND
CERTAIN OTHER GOVERNMENT SECURITIES BROKERS OR DEALERS**

LIABILITIES AND OWNERSHIP EQUITY

<u>Liabilities</u>	<u>Total</u>
13. Bank loans payable	\$ 1470
14. Payable to brokers or dealers:	
A. Clearance account	1560
B. Other	1540
15. Payable to non-customers	1610
16. Securities sold not yet purchased, at market value	1620
17. Accounts payable, accrued liabilities, expenses and other	1685
18. Notes and mortgages payable:	
A. Unsecured	1690
B. Secured	1700
19. 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
20. TOTAL LIABILITIES	\$ 1760
<u>Ownership Equity</u>	
21. Sole proprietorship	\$ 1770
22. Partnership (limited partners \$ 1020)	1780
23. Corporation:	
A. Preferred stock	1791
B. Common stock	1792
C. Additional paid-in capital	1793
D. Retained earnings	1794
E. Accumulated other comprehensive income	1797
F. Total	1795
G. Less capital stock in treasury	() 1796
24. TOTAL OWNERSHIP EQUITY	\$ 1800
25. TOTAL LIABILITIES AND OWNERSHIP EQUITY	\$ 1810

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**REPORT ON FINANCES AND OPERATIONS OF
GOVERNMENT SECURITIES BROKERS AND DEALERS
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GOVERNMENT SECURITIES BROKER OR DEALER

as of _____

COMPUTATION OF LIQUID CAPITAL

		<u>Total</u>
1. Total ownership equity from Statement of Financial Condition	\$	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
B. Secured demand note deficiency		3590
C. Other deductions and/or charges		3610
7. Other additions and/or allowable credits (List)		3620
8. Liquid Capital		3630
9. Total haircuts (computed pursuant to 17 CFR 402.2(g) and Appendix A thereto):		3640
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

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**REPORT ON FINANCES AND OPERATIONS OF
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GOVERNMENT SECURITIES BROKER OR DEALER

as of _____

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
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 amounts 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.

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GOVERNMENT SECURITIES BROKER OR DEALER

For the period (MMDDYYYY) from _____ 3932 to _____ 3933
Number of months included in this statement _____ 3931

**STATEMENT OF INCOME (LOSS) or STATEMENT OF COMPREHENSIVE INCOME
(as defined in § 210.1-02 of Regulation S-X), as applicable**

REVENUE

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 market making in options on a national securities exchange		3945
B. From all other trading		3949
C. Total gain (loss)		3950
3. Gains or losses on firm securities investment accounts		3952
4. Profit (loss) from underwriting and selling groups		3955
5. Commodities revenue		3955
6. Fees for account supervision, investment advisory and administrative services		3990
7. Other revenue		3975
8. Total revenue	\$	3995
		4030

EXPENSES

9. Salaries and other employment costs for general partners and voting stockholder officers	\$	4120
10. Other employee compensation and benefits		4115
11. Commissions paid to other brokers or dealers		4140
12. Interest expense		4075
A. Includes interest on accounts subject to subordination agreements		4070
13. Regulatory fees and expenses		4195
14. Other expenses		4100
15. Total expenses	\$	4200
		4200

NET INCOME/COMPREHENSIVE INCOME

16. Net income (loss) before Federal income taxes and items below (item 8 less item 15)	\$	4210
17. Provision for Federal income taxes (for parent only)		4220
18. Equity in earnings (losses) of unconsolidated subsidiaries not included above		4222
A. After Federal income taxes of		4238
19. [RESERVED]		
A. [RESERVED]		
20. [RESERVED]		
21. Net income (loss) after Federal income taxes		4230
22. Other comprehensive income (loss)		4226
A. After federal income taxes of		4227
23. Comprehensive income (loss)	\$	4228
		4228

MONTHLY INCOME

24. Income (current month only) before provision for Federal income taxes	\$	4211
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PART IIA**

GOVERNMENT SECURITIES BROKER OR DEALER

For the period (MMDDYYYY) from _____ to _____

**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	\$		4262) 4260
C. Deductions (includes non-conforming capital of	\$		4272) () 4270
2. Balance, end of period (From item 1800)				\$ 4290

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

1. Balance, beginning of period		\$		4300
A. Increases				4310
B. Decreases				() 4320
2. Balance, end of period (From item 3520)				\$ 4330

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Exemptive Provision Under Rule 15c3-3

Identify below the section upon which an exemption from 17 CFR 240.15c3-3 (Rule 15c3-3) is claimed:

- A. (k)(2)(ii) – All customer transactions cleared through another broker or dealer on a fully disclosed basis
 Name of clearing firm _____ 4335 4570
- B. (k)(3) – Exempted by order of the Commission (include copy of letter) 4580

**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)	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	4605
4610	4611	4612	\$	4613	4614	4615
4620	4621	4622	\$	4623	4624	4625
4630	4631	4632	\$	4633	4634	4635
4640	4641	4642	\$	4643	4644	4645
Total				\$	4699	
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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 anticipated accruals which would cause a reduction of liquid capital. These anticipated accruals would include amounts of bonuses, partners' drawing accounts, taxes, interest on capital, voluntary contributions to pension or profit sharing plans, etc. which have not been deducted in the computation of liquid capital, but which you anticipate will be paid within the next six months.

WITHDRAWAL CODE:	DESCRIPTION
1.	Equity Capital
2.	Subordinated Liabilities
3.	Accruals