



COMISIONADO DE INSTITUCIONES FINANCIERAS
ESTADO LIBRE ASOCIADO DE PUERTO RICO

MEMORANDUM

To: Broker-Dealers
From: Securities Division
Subject: Registration Requirements

Forms that should be on file with the NASD

- 1- Form BD electronically.
- 2- Financial Statements, including net capital computation dated no more than ninety (90) days prior to filing date. Every broker-dealer must maintain a minimum net capital as designated in Rule 15c3-11 for the activities of the broker-dealer.
- 3- One (1) copy of all currently effective subordinated agreements
- 4- One (1) copy of Articles of Incorporation, all amendments and By-Laws, Partnership Agreement, Articles of Formation, as applicable
- 5- Copy of the Clearing Agreement

Fees that should be forwarded to the NASD

- 1- Filing Fees
 - a. \$500 for broker-dealer registration
 - B. \$150 for each broker-dealer representative registration

Forms that must be forwarded to Puerto Rico

1- Corporate Resolution

2- Certifications:

- a. Broker-Dealer Questionnaire and Affidavit: Prior Sales
- b. Branch Office - certify that the broker-dealer will not open a branch office in Puerto Rico. Otherwise, an Authorization issued by the Department of State of Puerto Rico to do business is required (Dept. of State, Corporate Division, 787/722-2121 Exts. 6226, 6246 and 6332 or 787/724-3830).
- c. Name and CRD number of the designated principal for the company business in Puerto Rico.

Post Effective Requirements:

Annual Renewal

- Due date: December 31 of each year through the CRD System
- Fee: Same as initial fee
 - Forms: Audited Financial Statement for the last fiscal year
 - Certification: As to compliance with Section 8557 of the Internal Revenue Code of Puerto Rico. It should be received in this Office on or before February 28, of each year (The Forms can be obtained by visiting the web page of the Department of the Treasury: www.hacienda.gobierno.pr).

Any questions concerning this matter should be addressed to:

Commissioner of Financial Institution
Attention: Ms. Jeannette Martínez
Centro Europa Building
1492 Ponce de León Avenue, Suite 600
San Juan, PR 00907-4127
Phone: (787) 723-3131 Ext. 2305, (787) 723-8403
Fax: (787) 724-2604
E-Mail: jeannettem@ocif.gobierno.pr

Please be informed, that the above address is our address for SPECIAL DELIVERIES only. To send by regular mail, our postal address is:

P.O. Box 11855
San Juan, Puerto Rico 00910-3855

Please use the physical address for SPECIAL DELIVERIES, OVERNIGHT or EXPRESS MAIL only. To send regular mail, use our postal address otherwise the mail will be returned.

- Forward to NASD
- Forward to Puerto Rico

RESOLUTION

RESOLVED, that the President and the Secretary of this corporation _____ be and they are hereby authorized and directed in the name of and on behalf of this corporation to take any and all action which they may deem necessary or advisable in order to register this corporation as a broker-dealer or as an investment adviser, or to register its securities for sale, under the Uniform Securities Act of Puerto Rico, and in connection with such registration to execute, acknowledge, verify, deliver, file and publish all documents and exhibits which may be required under said Act, including but not limited to application, reports, irrevocable consents to service of process, powers of attorney, and surety bonds, in forms prescribed by the Commissioner or such other forms as to them may seem proper, and to take any and all further actions which they may deem necessary or advisable in order to maintain such registration in effect for as long as they may deem to be in the best interest of this corporation.

CERTIFICATE

I, _____, Secretary of _____, do certify that the foregoing is a true and exact copy of a resolution of the board of directors of said corporation, which resolution was duly made, passed and adopted at a legal meeting of said board of directors, held at _____, on the _____ day of _____, _____, and that _____ year

the passage of said resolution was in all respects regular and in accordance with the by-laws of said corporation and remains in full force and effect.

IN WITNESS WHEREOF, I have hereunto set my hand and **affixed the corporate seal** this _____ day of _____, _____ year.

Secretary

BROKER-DEALER QUESTIONNAIRE AND AFFIDAVIT: PRIOR SALES

Firm CRD No.:

Date:	Full Name of Broker-Dealer:	SEC File No.: 8-
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The undersigned certifies as follows: I have conducted a thorough review into the activities of the Broker-dealer listed above and, to the best of my knowledge within the past 36 months, the firm has not effected non-exempt transactions in the state(s) indicated below.

<input type="checkbox"/> Alabama	<input type="checkbox"/> Idaho	<input type="checkbox"/> Michigan	<input type="checkbox"/> New York	<input type="checkbox"/> South Dakota
<input type="checkbox"/> Alaska	<input type="checkbox"/> Illinois	<input type="checkbox"/> Minnesota	<input type="checkbox"/> North Carolina	<input type="checkbox"/> Tennessee
<input type="checkbox"/> Arizona	<input type="checkbox"/> Indiana	<input type="checkbox"/> Mississippi	<input type="checkbox"/> North Dakota	<input type="checkbox"/> Texas
<input type="checkbox"/> Arkansas	<input type="checkbox"/> Iowa	<input type="checkbox"/> Missouri	<input type="checkbox"/> Ohio	<input type="checkbox"/> Utah
<input type="checkbox"/> California	<input type="checkbox"/> Kansas	<input type="checkbox"/> Montana	<input type="checkbox"/> Oklahoma	<input type="checkbox"/> Vermont
<input type="checkbox"/> Connecticut	<input type="checkbox"/> Kentucky	<input type="checkbox"/> Nebraska	<input type="checkbox"/> Oregon	<input type="checkbox"/> Virginia
<input type="checkbox"/> Delaware	<input type="checkbox"/> Louisiana	<input type="checkbox"/> Nevada	<input type="checkbox"/> Pennsylvania	<input type="checkbox"/> Washington
<input type="checkbox"/> District of Columbia	<input type="checkbox"/> Maine	<input type="checkbox"/> New Hampshire	<input type="checkbox"/> Puerto Rico	<input type="checkbox"/> West Virginia
<input type="checkbox"/> Florida	<input type="checkbox"/> Maryland	<input type="checkbox"/> New Jersey	<input type="checkbox"/> Rhode Island	<input type="checkbox"/> Wisconsin
<input type="checkbox"/> Georgia	<input type="checkbox"/> Massachusetts	<input type="checkbox"/> New Mexico	<input type="checkbox"/> South Carolina	<input type="checkbox"/> Wyoming
<input type="checkbox"/> Hawaii				<input type="checkbox"/> ALL

If any transaction were made in reliance upon an exemption, I have attached a list of those transactions. As to those transactions, I have identified the exemption upon which the broker-dealer relied and an explanation.

For those transaction that occurred within the past 36 months which were effected without the benefit of an exemption. I am providing the following information:

- The accountholder's name, address and telephone number.
- Name of the security.
- Date and amount of the trade, including the commission paid to the Broker-dealer and to the Agent.
- The Agent who effected the transaction.

I am aware that the state may verify this information with my clearing firm.

I further certify that the Broker-dealer listed above will refrain from transacting business as a Broker-Dealer in the jurisdictions shown until registration is completed.

I acknowledge that if my response to any of the above is false or if the Broker-Dealer transacts business during the period prior to registration, the Broker-Dealer and I are subject to sanctions pursuant to the laws of the particular jurisdiction involved.

Name of Principal (please print)

Signature of Principal

Subscribed and sworn before me this _____ day of _____, _____.

County of _____, State of _____.

My commission expires _____.

Notary Public