

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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FORM MSD

**APPLICATION FOR REGISTRATION AS A MUNICIPAL SECURITIES DEALER
PURSUANT TO RULE 15Ba2-1 UNDER THE SECURITIES EXCHANGE ACT OF 1934
OR AMENDMENT TO SUCH APPLICATION**

GENERAL INSTRUCTIONS

A. Use of Form

This form is to be used by a bank or a separately identifiable department or division of a bank (as defined by the Municipal Securities Rulemaking Board) to apply for registration as a municipal securities dealer with the Securities and Exchange Commission pursuant to section 15B(a) of the Securities Exchange Act of 1934 (the "Act"), or to amend such application. If applicant is a department or division of a bank, the application or amendment shall be deemed to have been made by the bank on behalf of the applicant.

B. Presentation of Information

All information required by Form MSD must be submitted in typewritten or printed manner on the prescribed form or mechanical reproductions thereof. The execution page on each copy of the form must contain an original manual signature of the appropriate duly authorized individual. *Mechanical reproductions of signatures for this purpose are not acceptable.* All other pages containing correct information may be mechanically reproduced by any method producing clear, legible copies of identical type size. Retain one exact copy for your records.

Additional copies of Form MSD are available from the Securities and Exchange Commission, Washington, D.C. 20549.

C. Signature

Form MSD shall be signed in the name of the applicant by a principal officer of the applicant or, if applicant is a department or division of a bank, by a principal officer of the bank, in each case duly authorized to sign this Form, who is directly engaged in the management, direction or supervision of the applicant's municipal securities dealer activities.

D. Additional Space

If the space provided for any answer on Form MSD, other than the Schedules to the Form, is insufficient, the answer may be completed on an additional sheet attached to the Form and appropriately identified.

E. Names

Individuals' names, except for executing signatures, shall be given in full wherever required (last name, first name, middle name). The full middle name is required. Initials are not acceptable unless the individual legally has only an initial. If so, indicate this after the initial.

F. Acceptance for Filing

A Form MSD which is not prepared and executed in compliance with applicable requirements may be returned as not acceptable for filing. However, acceptance of this Form shall not constitute any finding that it has been filed as required or that the information submitted is true, current, or complete.

G. General Definitions

- a. Unless the context clearly indicates otherwise or unless otherwise specified in these instructions, all terms used in Form MSD have the same meaning as in the Act and the General Rules and Regulations of the Securities and Exchange Commission. In particular, the terms "self-regulatory organization," "rules of a self-regulatory organization," "municipal securities," "municipal securities dealer," "person associated with a municipal securities dealer," "municipal securities investment portfolio," "appropriate regulatory agency," and "records" shall have the respective meanings set forth in sections 3(a)(26), 3(a)(28), 3(a)(29), 3(a)(30), 3(a)(32), 3(a)(33), 3(a)(34), and 3(a)(37) of the Act.
- b. Jurisdiction — The term "jurisdiction" means a state, a territory, the District of Columbia, the Commonwealth of Puerto Rico, or any

subdivision or regulatory body thereof.

- c. Person — The term “person” includes a corporation, partnership, other organization, trust and estate, as well as natural person.
- d. Municipal securities dealer activities — The term “municipal securities dealer activities” has the meaning set forth in Municipal Securities Rulemaking Board rule G-1(b), which defines the terms “separately identifiable department or division of a bank” for purposes of Section 3(a)(30) of the Securities Exchange Act of 1934.

H. Amendments

The information contained in Form MSD is of a continuing nature and must be updated or amended periodically in the event any of the information previously submitted to the Commission becomes incomplete or inaccurate. Where an item is being amended, only those items which are being amended or which have changed since the previous filing need to be filed, except that a completed page one and a completed execution page, manually signed, must be filed with each amendment. WHEN ANY ITEM ON A PAGE IS AMENDED, IT IS NECESSARY TO ANSWER IN FULL ALL OTHER ITEMS ON THE PAGE BEING AMENDED.

I. Items Not Applicable

If Form MSD is being filed as an application for registration, all applicable items must be answered in full. If any item is not applicable, indicate by “none” or “N/A” as appropriate.

J. Schedules to Form

Each Schedule to Form MSD is deemed to be a part of the Form.

K. Filing of Form

Form MSD must be filed in triplicate with the Securities and Exchange Commission, Washington, D.C. 20549. The execution page of each copy shall contain an original manual signature. In addition, an original signed copy of the Form must be filed with the applicant’s appropriate regulatory agency, determined in accordance with section 3(a)(34) of the Act. Applicants which are national banks, or departments or divisions of such banks, must file Form MSD with the Comptroller of the Currency, Credit & Market Risk, 250 E Street, SW, MS 9-14, Washington, D.C. 20219; applicants which are State member banks of the Federal Reserve System, or departments or division of such banks, must file Form MSD with the Board of Governors of the Federal Reserve System, Risk Policy Section, Mail Stop 1810, 20th and C Streets, NW, Washington, D.C. 20551; applicants which are banks insured by the Federal Deposit Insurance Corporation (other than members of the Federal Reserve System), or departments or divisions of such banks, must file Form MSD with the Federal Deposit Insurance Corporation, 550 17th Street, NW, Washington, D.C. 20429; applicants which are federal saving associations, or departments or divisions of such savings associations, must file Form MSD with the Office of Thrift Supervision, Assistant Managing Director, Examinations and Supervision Policy, 1700 G Street, NW, Washington, D.C. 20552.

L. Instructions to Specific Items

- a. Item 1(a) — If the applicant is not registered currently with the Commission and is not succeeding to and continuing the business of another registered municipal securities dealer, the box marked “a new application” should be checked. If a registered municipal securities dealer is amending items on a currently effective Form MSD, the box marked “an amendment” should be checked. If the applicant is succeeding to and continuing the business of another registered municipal securities dealer, the box marked “a successor application” should be checked. If a bank registered as a municipal securities dealer determines it would prefer to register as a separately identifiable department or division, or the converse, it is necessary that (i) the applicant file a Form MSD, indicating in Item 1 that it is a “successor application” and (ii) the currently registered entity file a Form MSDW to withdraw its registration. Pursuant to Securities Exchange Act Rule 15Ba2-4, 17 CFR 240.15Ba2-4, if a municipal securities dealer succeeds to and continues the business of another registered municipal securities dealer, the registration of the predecessor shall be deemed to remain effective as the registration of the successor for a period of 75 days after such succession, provided that a Form MSD is filed by such successor within 30 days after such succession.
- b. Items 2(a) and 2(b) — If applicant is a department or division of a bank, these items should be answered only for applicant, rather than for the bank. Information with respect to the bank of which applicant is a part must be given in response to item 2(d).
- c. Item 5 — This item calls for information concerning persons directly engaged in the supervision of any of the applicant’s municipal securities dealer activities. A separate Schedule A or Form MSD-4 (which may be obtained from the appropriate regulatory authority) must be completed for each person named in response to Item 5.
- d. Item 6 — This item calls for information concerning persons not named in item 5 who may nevertheless directly or indirectly control any of applicant’s municipal securities dealer activities. Such control may be exercised through stock ownership, agreement or otherwise. Generally a person will be deemed to be in direct or indirect control of applicant’s municipal securities dealer activities if such person exercises or has the ability to exercise a controlling influence over the management or policies of applicant with respect to any of applicant’s municipal securities dealer activities. Depending on the facts of a particular situation, senior officers or directors of the applicant or of the bank of which applicant is a part, or of a parent bank holding company, may be deemed to be in direct or indirect control of such activities. Schedule A is not required for any person named in response to item 6, but information is required to be furnished on Schedule B for each such person.

- e. Item 7 — The information required by this item must be furnished with respect to each person directly or indirectly engaged in or controlling any of the applicant's municipal securities dealer activities, including any employee.
- f. Item 9 — This item relates to services performed by persons other than applicant with respect to applicant's municipal securities dealer activities. There need not be furnished in response to this item information concerning personnel, payroll and other administrative services which are not directly related to the applicant's municipal securities dealer activities.

ATTENTION: INTENTIONAL MISSTATEMENTS OR OMISSIONS OF FACT CONSTITUTE FEDERAL CRIMINAL VIOLATIONS [See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a)]

2. (c) Name, title, mailing address and telephone number of person to contact with respect to applicant's municipal securities dealer activities:

Name Title

Mailing address: _____

Code Number and Street City State Zip

Telephone Number: _____

Area Code Telephone Number

(d) If applicant is a department or division of a bank, name, principal business address, mailing address, if different, and telephone number of bank:

Full name of bank: _____

Address of principal place of business: _____

Number and Street City State Zip Code

Mailing address if different: _____

Number and Street City State Zip Code

Telephone Number: _____

Area Code Telephone Number

(e) Applicant agrees and consents that the notice of any proceeding under the Act involving applicant may be given by sending such notice by mail or confirmed telegram to the person named, at the address given, in response to item 2(c).

3. List below each jurisdiction in which applicant, or the bank of which applicant is a part, is filing or has filed an application for registration or license as a municipal securities dealer or in which applicant, or the bank of which applicant is a part, is so registered or licensed:

4. (a) Indicate whether applicant, or the bank of which applicant is a part, is a national banking association or operated under the District of Columbia Code: YES NO

(b) If applicant is a bank, the date of applicant's organization. If applicant is a department or division of a bank, the date of the bank's organization: _____

(c) If applicant, or the bank of which applicant is a part, is a state-chartered bank, indicate whether applicant or such bank is: YES NO

(1) a member of Federal Reserve System:

(2) if not a member of the Federal Reserve System, insured by the Federal Deposit YES NO

Insurance Corporation:

If any item on this page is amended, you must answer in full all other items on this page and file with a completed page 1, and signed execution page. No Schedule required by any item on this page need be filed with an amended item unless the Schedule itself is amended.

5. Furnish the following information for each person who is directly engaged in the management, direction or supervision of any of the applicant's municipal securities dealer activities:

*(Place a double asterisk (**)) next to the name of each person who is added to the names furnished in the most recent previous filing.)*

FULL NAME			Beginning Date		RELATIONSHIP	Official Use Only
Last	First	Middle	Mo.	Yr.	Title or Status	
						01
						02
						03
						04
						05
						06
						07
						08
						09
						10
						11
						12
						13
						14
						15
						16
						17
						18

If applicant is a department or division of a bank, place an asterisk (*) next to the name of each person listed above who has been designated by the board of directors of the bank as responsible for the day-to-day conduct of the bank's municipal securities dealer activities, including the supervision of all of the bank's employees engaged in the performance of such activities.

Complete a separate Schedule A or Form MSD-4 for each person named in response to item 5. If applicant is a department or division of a bank, attach as an exhibit to this Form a copy of the resolution or resolutions of the board of directors of the bank in which each person identified in item 5 as having been designated by the board as responsible for the day-to-day conduct of the bank's municipal securities dealer activities is so designated. Such resolutions must be certified by an appropriate officer of the bank as having been duly adopted and as true, current, and complete.

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ATTENTION: INTENTIONAL MISSTATEMENTS OR OMISSIONS OF FACT CONSTITUTE FEDERAL CRIMINAL VIOLATIONS [See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a)]

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6. Does any person not named in item 5 directly or indirectly control any of the applicant's municipal securities dealer activities? YES NO
- If "yes," state on Schedule B the exact name and business (*or if none, residence*) address of each such person (*if an individual, state last, first and middle names*) and describe the basis through which such person directly or indirectly controls applicant's municipal securities dealer activities. If applicant is a department or division of a bank and any such person has been designated by the board of directors of the bank as responsible for the day-to-day conduct of the bank's municipal securities dealer activities, so indicate in Schedule B and explain why such person is not named in item 5.
7. (a) State whether the applicant, any person named in response to item 5 or 6, or any person directly engaged in the management, direction, supervision or performance of any of the applicant's municipal securities dealer activities, or who directly or indirectly controls any of such activities or who is directly or indirectly controlled by applicant in connection with any of such activities, including any employee:
- (i) Has been found by the Securities and Exchange Commission or an appropriate regulatory agency or any jurisdiction willfully to have made or caused to be made any statement which was, at the time and in the light of the circumstances under which it was made, false and misleading with respect to any material fact, or to have omitted to state any material fact, which was required to be stated, in any application for registration or report required to be filed under the Federal securities laws or under the securities law of any jurisdiction, or in any proceeding before the Securities and Exchange Commission or an appropriate regulatory agency or any jurisdiction relating to securities or the conduct of business or registration as a broker, dealer, municipal securities dealer or investment adviser or associated person thereof YES NO
 - (ii) Has been convicted within 10 years of any felony or misdemeanor (1) involving the purchase or sale of any security, the taking of a false oath, the making of a false report, bribery, perjury, burglary, or conspiracy to commit any such offense; (2) arising out of the conduct of the business of a broker, dealer, municipal securities dealer, investment adviser, bank, insurance company, or fiduciary; (3) involving the larceny, theft, robbery, extortion, forgery, counterfeiting, fraudulent concealment, embezzlement, fraudulent conversion, or misappropriation of funds or securities; or (4) involving the violation of Sections 152, 1341, 1342 or 1343 or Chapters 25 or 47 of Title 18, United States Code (*concealment of assets, false oaths and claims, or bribery, in any bankruptcy proceeding; mail fraud, fraud by wire, including telephone, telegraph, radio or television; counterfeiting, forgery, fraud, false statements*); or has pleaded nolo contendere to any such felony or misdemeanor..... YES NO
 - (iii) Is enjoined permanently, or within the past 10 years has been enjoined temporarily, by order, judgment or decree of any court of competent jurisdiction from acting as an investment adviser, underwriter, broker, dealer, or municipal securities dealer or as an associated person or employee of any of the foregoing, or as an affiliated person or employee of any investment company, bank, or insurance company, or from engaging in or continuing any conduct or practice in connection with any such activity, or in connection with the purchase or sale of any security, or arising out of any securities or investment advisory activities..... YES NO
 - (iv) Has been found by the Securities and Exchange Commission or an appropriate regulatory agency or any jurisdiction or any court to have violated or to have aided, abetted, counselled, commanded, induced, or procured the violation by any other person of the Federal laws, or the laws of any jurisdiction, relating to securities or relating to the conduct of business as a broker, dealer, municipal securities dealer, investment adviser, or investment company, any rule or regulation under any of such laws, or any rule of the Municipal Securities Rulemaking Board, or to have failed reasonably to supervise another person who committed such a violation, or to have been unable to comply with any of the foregoing YES NO
 - (v) Has been the subject of an order of the Securities and Exchange Commission entered pursuant to paragraph (6) of Section 15(b) or paragraph (4) of Section 15B(c) of the Securities Exchange Act of 1934 or an order of a court or jurisdiction, or an order of an appropriate regulatory agency entered pursuant to paragraph (5) of Section 15B(c) of the Securities Exchange Act of 1934, barring or suspending the right of such person to be associated with a broker or dealer or municipal securities dealer..... YES NO

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7. (a) (vi) Has been denied membership or registration with, or participation in, or has been suspended, revoked or expelled from membership, participation in or registration with any self-regulatory organization, or has been suspended or barred from being associated with any member of a self-regulatory organization..... YES NO
- (vii) Has been denied registration (*license*) with, or suspended, revoked or expelled from registration (*license*) with the Securities and Exchange Commission or any jurisdiction as a broker, dealer, investment adviser, securities salesman, or municipal securities dealer, or has been barred from being associated with a person engaged in such business YES NO
- (viii) Has been found to have been a cause of (1) the denial, suspension, or revocation of any person’s membership or participation in, or registration with the Securities and Exchange Commission, any jurisdiction, or any self-regulatory organization, (2) any bar or suspension of any person from being associated with a broker, dealer, municipal securities dealer, or member of a self-regulatory organization, or (3) any expulsion of any person from a self-regulatory organization YES NO
- (ix) Has willfully made or caused to be made any statement which was, at the time and in the light of the circumstances under which it was made, false and misleading with respect to any material fact, or has omitted to state any material fact, which was required to be stated, in any application for membership or participation in, or to become associated with a member of, a self-regulatory organization, in any report required to be filed with a self-regulatory organization, or in any proceeding before a self-regulatory organization YES NO
- (x) Has been, within the past 10 years, the subject of any cease and desist, desist and refrain, prohibition, or similar order which was issued by the United States or any jurisdiction arising out of the conduct of the business of a broker, dealer, municipal securities dealer or investment adviser YES NO
- (xi) Has been associated at any time as an officer, director, general partner, or owner of 10 percentum or more of the voting securities, or has at any time directly or indirectly through agreement or otherwise exercised or had the power to exercise a controlling influence over the management or policies of, a broker or dealer or municipal securities dealer which has been adjudicated bankrupt or a broker or dealer for which a trustee has been appointed pursuant to the Securities Investor Protection Act of 1970 YES NO
- (xii) Has been the subject of any order, judgment, decree or other sanction of a foreign court, foreign exchange, or foreign government or regulatory agency arising out of any securities or investment advisory activities YES NO
- (b) State whether applicant, or any person named in response to item 5 or 6, or any other person directly engaged in the management, direction, supervision or performance or any of the applicant’s municipal securities dealer activities, or who directly or indirectly controls any of such activities or who is directly or indirectly controlled by applicant in connection with any of such activities, including any employee, is presently the subject of any proceedings in which an adverse decision would result in any of the foregoing questions in part (a) being answered “yes”..... YES NO

If the answer to any paragraph of item 7 is “yes,” explain on Schedule A.

8. Each jurisdiction with which applicant, or the bank of which applicant is a part, is licensed or registered as a municipal securities dealer or to which application has been made should be listed in item 3. If any license or registration listed therein is of a restricted nature or has been suspended or if any license or registration not listed in item 3 was terminated, or withdrawn or voluntarily terminated, explain fully on Schedule C.

9. Does applicant, or the bank of which applicant is a part, have any arrangement with any other person to perform any services for applicant or for the bank relating to applicant’s municipal securities dealer activities? YES NO

If “yes,” explain on Schedule C hereto, identifying each such other person, the nature of applicant’s relation, if any, to such persons, the nature of such services, and the arrangements pursuant to which such services are performed.

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[See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a)]

10. (a) If applicant is a bank, does applicant maintain a municipal securities investment portfolio? YES NO
- (b) If applicant is a bank, does applicant buy and sell municipal securities in a fiduciary capacity or as agent for customers? YES NO
- (c) If applicant is a bank, does any person named in item 5 above or any person controlled by applicant in connection with applicant's municipal securities dealer activities, including any employee, engage in any activities of the bank with respect to municipal securities other than municipal securities dealer activities? YES NO
- If the answer to (c) is "yes" explain fully on Schedule C, setting forth the name of each such person, if such person is named in item 5, or the function performed by each such person if not so named, and the nature of each such person's activities other than municipal securities dealer activities.

11. How many employees does applicant have engaged in its municipal securities dealer activities?
 SUPERVISORY AND MANAGERIAL:
 OTHER:

12. If applicant is a department or division of a bank:
- (a) Identify on Schedule C each geographic, organizational and operational unit of the bank of which applicant is a part in which applicant's municipal securities dealer activities are conducted, specifying the name and location of each such unit and the nature of the municipal securities dealer activities conducted in each such unit. Indicate on Schedule C whether any business activities other than municipal securities dealer activities are conducted in any such unit, and describe the nature of such other activities.
- (b) Does any unit of the bank of which applicant is a part, other than those identified in response to item 12(a), perform any municipal securities dealer activities? YES NO
- If the answer to (b) is "yes," explain on Schedule C hereto, identifying each such unit and the nature of the activities performed by such unit.
- (c) Are all records relating to applicant's municipal securities dealer activities maintained separate and apart from all other records of the applicant or of the bank of which applicant is a part? YES NO
- (d) Are all records relating to applicant's municipal securities dealer activities separately extractable from applicant's facilities or from the facilities of the bank of which applicant is a part? YES NO
- Describe on Schedule C the manner in which all records relating to applicant's municipal securities dealer activities are maintained, including their location, how such records are collected and retrieved, the period of time required to collect or retrieve any such record, the category of employees having authority to collect or retrieve such records, and the name of each person who supervises the maintenance of such records.
- (e) Are separate financial records maintained with respect to applicant's municipal securities dealer activities? YES NO
- If the answer to (e) is "yes," explain on Schedule C the nature of such separate financial records.
- (f) Does the bank of which applicant is a part maintain a municipal securities investment portfolio? YES NO
- (g) Does the bank of which applicant is a part buy and sell municipal securities in a fiduciary capacity or as agent for customers? YES NO
- (h) Does any person named in item 5 above or any person controlled by applicant in connection with applicant's municipal securities dealer activities, including any employee, engage in any activities of the bank with respect to municipal securities other than municipal securities dealer activities? YES NO
- If the answer to (h) is "yes," explain fully on Schedule C, setting forth the name of each such person if such person is named in item 5 or the function performed by each such person if not so named, and the nature of each such person's activities other than municipal securities dealer activities. If any of such other activities with respect to municipal securities are performed by applicant, so specify on Schedule C.

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FORM MSD Execution Page

OFFICIAL USE

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[See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a)]

EXECUTION:

STATE OF _____
COUNTY OF _____ } SS:

The undersigned, being first duly sworn, deposes and says that he or she has executed this Form on behalf of, and with the authority of, the applicant named in item 2(a) and, if applicant is a department or division of a bank, on behalf of, and with the authority of, the bank named in item 2(d). The undersigned represents that the information and statements contained herein, including exhibits attached hereto and other information filed herewith, all of which are made a part hereof, are, to the best of the undersigned's knowledge and belief and on the basis of diligent inquiry, current, true, and complete. The undersigned further represents that to the extent any information previously submitted is not amended, such information is, to the best of the undersigned's knowledge and belief and on the basis of diligent inquiry, current, true, and complete.

Dated the _____ day of _____, 20____

(Name of Applicant)

(Manual signature of duly authorized officer)

(Title)

Subscribed and sworn
to before me this

_____ day of _____, 20____

(Notary Public)

My commission expires:

Schedule B of FORM MSD
(Answers in response to item 6 of FORM MSD)

I. Full name of applicant exactly as stated in item 2(a) of Form MSD:

II. Information with respect to persons described in item 6 of Form MSD:

FULL NAME				BASIS FOR CONTROL
Last	First	Middle		
<hr/>				<hr/>

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 [See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a)]

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Schedule C of FORM MSD

OFFICIAL USE

I. Full name of applicant exactly as stated in item 2(a) of Form MSD:

II. Item of Form
(identify)

ANSWER

ATTENTION: INTENTIONAL MISSTATEMENTS OR OMISSIONS OF FACT CONSTITUTE FEDERAL CRIMINAL VIOLATIONS
[See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a)]

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