

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATION PLACE 100 F STREET, NE WASHINGTON, DC 20549-2465

Office of FOIA Services

August 8, 2024

Ms. Eva Laverty-Wilson History Associates Incorporated 7361 Calhoun Place, Suite 310 Rockville, MD 20855

Re: Freedom of Information Act (FOIA), 5 U.S.C. § 552 Request No. 23-03317-FOIA

Dear Ms. Laverty-Wilson:

This letter is in response to your request, dated and received in this office on August 28, 2023, for access to copies of the following applications or related forms, whether complete or partial and including any amendments thereto or draft versions thereof, submitted by entities listed in the Appendix of your request:

- (i) seeking registration as a national securities exchange on Form 1;
- (ii) providing notice of the commencement of operation as an alternative trading system on Form ATS; or
- (iii) seeking registration as a broker-dealer (including as a special purpose broker-dealer) on Form BD to engage to any extent in the listing, offering, sale, exchange, or distribution of Digital Assets, received since January 1, 2018 ("Applications").

Your request also seeks any record of external communications with representatives of the entities listed in the Appendix concerning the drafting of, revisions to, and/or submission of any Applications, including, but not limited to, meeting minutes, calendar invites, notes, e-mails, and letters. Additionally, you requested any documents submitted by a representative of the entities listed in the Appendix, or created by the SEC, that concern or refer to any Application (or the contents therein).

In your email dated, December 14, 2023, you narrowed the scope of your request to include only items (i), (ii), and (iii) above.

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With respect to items (i) and (ii) and based on the information you provided in your letter, we conducted a thorough search of the SEC's various systems of records and consulted with other SEC staff, but did not locate or identify any information or records responsive to these portions of your request.

If you still have reason to believe that the SEC maintains the type of information you seek, please provide us with additional information, which could prompt another search. Otherwise, we conclude that no responsive information exists and we consider this request to be closed.

You have the right to appeal the adequacy of our search or finding of no responsive information to these portions of your request to the SEC's General Counsel under 5 U.S.C. § 552(a)(6), 17 CFR § 200.80(f)(1). The appeal must be received within ninety (90) calendar days of the date of this adverse decision. Your appeal must be in writing, clearly marked "Freedom of Information Act Appeal," and should identify the requested records. The appeal may include facts and authorities you consider appropriate.

You may file your appeal by completing the online Appeal form located at <a href="https://www.sec.gov/forms/request appeal">https://www.sec.gov/forms/request appeal</a>, or mail your appeal to the Office of FOIA Services of the Securities and Exchange Commission located at Station Place, 100 F Street NE, Mail Stop 2465, Washington, D.C. 20549, or deliver it to Room 1120 at that address.

Finally, with respect to item (iii), the search for responsive records has resulted in the retrieval of 144 pages of records relating to 19 of the entities listed in the Appendix that may be responsive to your request. They are being provided to you with this letter. Be advised, this is the best available information located.

No fees have been assessed with the processing of this request. If you have any questions, please contact me at <a href="mailtonc@sec.gov">neilsonc@sec.gov</a> or (202) 551-3149. You may also contact me at <a href="mailto:foiapa@sec.gov">foiapa@sec.gov</a> or (202) 551-7900. You may also contact the SEC's FOIA Public Service Center at <a href="mailto:foiapa@sec.gov">foiapa@sec.gov</a> or (202) 551-7900.

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For more information about the FOIA Public Service Center and other options available to you please see the attached addendum.

Sincerely,

Curtis Neilson

li a.R.

FOIA Research Specialist

Enclosures

# **ADDENDUM**

For further assistance you can contact a SEC FOIA Public Liaison by calling (202) 551-7900 or visiting https://www.sec.gov/oso/help/foia-contact.html.

SEC FOIA Public Liaisons are supervisory staff within the Office of FOIA Services. They can assist FOIA requesters with general questions or concerns about the SEC's FOIA process or about the processing of their specific request.

In addition, you may also contact the Office of Government Information Services (OGIS) at the National Archives and Records Administration to inquire about the FOIA dispute resolution services it offers. OGIS can be reached at 1-877-684-6448 or via e-mail at <a href="mailto:ogis@nara.gov">ogis@nara.gov</a>. Information concerning services offered by OGIS can be found at their website at <a href="mailto:Archives.gov">Archives.gov</a>. Note that contacting the FOIA Public Liaison or OGIS does not stop the 90-day appeal clock and is not a substitute for filing an administrative appeal.

Primary Business Name: BOSONIC SECURITIES

BD - INITIAL 10/20/2021

		BD	APPLICANT INFORMATIO	ION					
ОМВ	Number	3235-0012							
Estim Respo	esated average burden hours per: onsedmentdment	2.75							
	provisions of law applying to tl administrative, injunctive or cr	he conduct of business as a broker-dealer wo	ould violate the Federal secu	r the failure to keep accurate books and records or otherwise to comply curities laws and the laws of the <i>jurisdictions</i> and may result in disciplin					
		⊙ др	PLICATION C AMENDME	MENT.					
1. Ex	act name, principal business address,	mailing address, if different, and telephone		<del></del> -					
A.	Full name of applicant(if sole prop BOSONIC SECURITIES, LLC	rietor, state last, first and middle name):							
В.	IRS Empl. Ident. No.: 87-2758236								
C.		er business primarily is conducted, if differer	nt from Item 1A.						
		ction I, Other Business Names any other nar	ne by which the firm conduc	ucts business and where it is used.					
D.	If this filing makes a name change of applicant name (1A) or bus Please check above.	on behalf of the <i>applicant</i> , enter the new nar siness name (1C):	ne and specify whether the	e name change is of the					
E.	Firm main address: (Do not use a F	P.O. Box)	Nl						
	Number and Street 1: 535 MISSION ST., 14TH FLOOR City:	State:	Number and Stre  Country:	reet 2:  Zip/Postal Code:					
F.	SAN FRANCISCO  Mailing Address, if different:	California	UNITED STATES	5 94105					
١.	Number and Street 1:		Number and Stree	eet 2:					
	City:	State:	Country:	Zip/Postal Code:					
G.	Business Telephone Number: 415-347-8244								
Н.	Contact Employee: Name: BRIAN MORAN	Title: CHIEF COMPLIANCE OFFICER		<b>Telephone Number:</b> 704-840-5943					
			BD - EXECUTION						
For the application of the appli	EXECUTION:  For the purposes of complying with the laws of the State(s) designated in Item 2 relating to either the offer or sale of securities or commodities, the undersigned and applicant hereby certify that the applicant is in compliance with applicable state surety bonding requirements and irrevocably appoint the administrator of each of those State(s) or such other person designated by law, and the successors in such office, attorney for the applicant in said State(s), upon whom may be served any notice, process, or pleading in any action or proceeding against the applicant arising out of or in connection with the offer or sale of securities or commodities, or out of the violation or alleged violation of the laws of those State(s), and the applicant hereby consents that any such action or proceeding against the applicant may be commenced in any court of competent jurisdiction and proper venue within said State(s) by service of process upon said appointee with the same effect as if applicant were a resident in said State(s) and had lawfully been served with process in said State(s).  The applicant consents that service of any civil action brought by or notice of any proceeding before the Securities and Exchange Commission or any self-regulatory organization in connection with the applicant's broker-dealer activities, or of any application for a protective decree filed by the Securities Investor Protection Corporation, may be given by registered or certified mail or confirmed telegram to the applicant's contact employee at the main address, or mailing address if different, given in Items 1E and 1F.  The undersigned, being first duly sworn, deposes and says that he/she has executed this form on behalf of, and with the authority of, said applicant. The undersigned and applicant represent 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 current, true and complete. The undersigned and applicant								
	<b>MM/DD/YYYY</b> 4/2021		Name of Appl BOSONIC SECU						
	orized Signatory N M MORAN		<b>Title</b> CHIEF COMPLIA	LIANCE OFFICER					
Subsc	ribed and sworn before me this	day of, Ye	ar by						
Notar	y Public								
		county of State of							
-			TIES AND EXCHANGE CON						
		(es) each governmental authority, organizate the SEC, check here and answer Items 2A temporary		th the <i>applicant</i> is registered or registering as a broker-dealer.	✓				

A. Is applicant registered or regis	stering as a broker-dealer under Se	ection 15(b) or Section 15B of	the Securities Exchange Act of 1934	?	•	0
B. Is applicant registered or registered or registered or dealer?	stering as a broker-dealer under Se	ection 15(b) of the Securities E	exchange Act of 1934 and also acting	or intending to act as a government securities	harlen.	•
	stering <u>solely</u> as a government sec	urities broker or dealer under !	Section 15C of the Securities Exchan	ge Act of 1934?	0	•
Do not answer "ves" to Item 2	2C if applicant answered "yes" to It	em 2A or Item 2B.			·	
	ies as a government securities brok				0	•
		consents to the withdrawal of	its registration as a government secu	rities broker or dealer under Section 15C of the		
Exchange Act of 1934. See "Instr	ructions."					
(Note: The field below is reserver form and content of such reporting			PRODUCTS ACTIVITIES registered broker-dealers. This field	cannot be utilized until the SEC approves rules	relating to th	ne
		PD - SPO / 1	JURISDICTION			
		•	ORY ORGANIZATIONS			
FINRA	CBOE BZX	☐ ISE	☐ MIAX OPTIO			
□ BOX □ BX	☐ CBOE C2 ☐ CBOE EDGA	☐ ISE GEMX ☐ ISE MRX	□ NQX □ NYSE	□ NYSE-NAT □ NgLX		
□ CBOE	CBOE EDGA	□ ISE MIKA	□ NYSE-AMER	·		
CBOE BYX	□ IEX	□ MEMX	☐ NYSE-ARCA	☐ MIAX PEARL		
				☐ MIAX EMERALD		
<b></b>	_		ISDICTION	<b>e</b> .		
☐ Alabama	☐ Illinoi:		☐ Montana	☐ Puerto Rico ☐ Rhode Island		
☐ Alaska ☐ Arizona	☐ Indiar ☐ Iowa	ıa	□ Nebraska □ Nevada	I Rhode Island □ South Carolina		
Arkansas	☐ Kansa	S	New Hampshire	South Dakota		
☑ California	☐ Kentu		☐ New Jersey	☐ Tennessee		
☐ Colorado	Louisi		☐ New Mexico	☐ Texas		
Connecticut	☐ Maine		▼ New York	Utah		
☐ Delaware	☐ Maryli		□ North Carolina	☐ Vermont		
☐ District of Columbia ☐ Florida	I Massa □ Michio	chusetts	□ North Dakota □ Ohio	□ Virgin Islands □ Virginia		
Georgia	☐ Minne		Oklahoma	☐ Washington		
☐ Hawaii	☐ Missis		☐ Oregon	☐ West Virginia		
☐ Idaho	☐ Misso	uri	Pennsylvania	☐ Wisconsin ☐ Wyoming		
		BD - LEG	AL STATUS			
<ol> <li>A. Indicate legal status of appli</li> <li>Corporation</li> </ol>	licant:			Other (specify)		
•		•		Cother (specify)		
C Partnership	© Limited Liab	ility Company				
B. Month <i>applicant's</i> fiscal yea DECEMBER	r ends:					
C. If other than a sole propriet entity was formed):	tor, indicate date and place <i>applicar</i>	nt obtained its legal status (i.e	., state or country where incorporate	d, where partnership agreement was filed, or w	here <i>applicai</i>	ηt
State of formation: Delaware	Country of UNITED S	of formation: STATES	Date of formatio 09/16/2021	n: MM/DD/YYYY		
Schedule A, Direct Owners of schedules must be provided		if applicable, Schedule B, Ind	irect Owners Section must be comple	eted as part of all initial applications. Amendmen	nts to these	
4. If applicant is a sole proprie	etor, state full residence address an	d Social Security Number.				
Social Security Number: Number and Street 1:		Number and St	reet 2:			
City:		State:	Country:	Zip/Postal Code:		
		pn - cu	CCESSION			
		- 30			YES N	10
5. Is applicant at the time of th	is filing <i>succeeding</i> to the business	of a currently registered broke	er-dealer?		0 6	•
	ssions already reported on Form Bl					
If "Yes," contact CRD prior to	o submitting form; complete approp	oriate items on Schedule D, Pa	ge 1, Section III.			
		BD - ARR	ANGEMENTS			
5. Does <i>applicant</i> hold or maintai	in any funds or securities or provide	e clearing services for any othe	er broker or dealer?		Ye:	s N∙ ⊙
						_
	ace customers to any other broker of				0	•
If "yes," complete appropriate	items on Schedule D, Page 1, Sect	ion IV, Arrangement Detail.				

	_	
8. Does applicant have any arrangement with any other person, firm, or organization under which:		
A. any books or records of <i>applicant</i> are kept or maintained by such other <i>person</i> , firm or organization?		
B. accounts, funds, or securities of the <i>applicant</i> are held or maintained by such other <i>person</i> , firm, or organization?		
C. accounts, funds, or securities of customers of the applicant are held or maintained by such other person, firm, or organization?		
For purposes of 8B and 8C, do not include a bank or satisfactory control location as defined in paragraph(c) of Rule 15c3-3 under the Securities Exchange Act of 1934 (17 CFR 240. 15c3-3).		
If "Yes" to any part of Item 8, complete appropriate items on Schedule D, Page 1, Section IV, Arrangement Detail.		
9. Does any <i>person</i> not named in Item 1 or Schedules A, B, or C, directly or indirectly:		
A. control the management or policies of the applicant through agreement or otherwise?		
B. wholly or partially finance the business of applicant?		
Do not answer "yes" to 9B if the person finances the business of the applicant through: 1) a public offering of securities made pursuant to the Securities Act of 1933; 2) credit extend in the ordinary course of business by suppliers, banks, and others; or 3) a satisfactory subordination agreement, as defined in Rule 15c3-1 under the Securities Exchange Act of 1934 (17 CFR 240. 15c3-1).		
If "Yes" to any part of Item 9, complete appropriate items on Schedule D, Page 1, Section IV, Arrangement Detail.	_	
BD - BUSINESS AFFILIATES  BD - Control Affiliates		
10. A. Directly or indirectly, does applicant control, is applicant controlled by, or is applicant under common control with, any partnership, corporation, or other organization that is engage	d	
in the securities or investment advisory business?  If "Yes" to Item 10A, complete appropriate items on Schedule D, Page 2, Section V, Firm Affiliates.		
B. Directly or indirectly, is applicant controlled by any bank holding company, national bank, state member bank of the Federal Reserve System, state non-member bank, savings bank	٠,	1
association, credit union, or foreign bank?		
If "Yes" to Item 10B, complete appropriate items on Schedule D, Page 3, Section VI, Bank Affiliates.		
BD - DISCLOSURE QUESTIONS		
11. Use the appropriate DRP for providing details to "yes" answers to the questions in Item 11. Refer to the Explanation of Terms section of Form BD Instructions for explanations of italici	z	
CRIMINAL DISCLOSURE		
A. In the past ten years has the applicant or a control affiliate:  (1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign or military court to any felony?		
(2) been <i>charged</i> with any <i>felony</i> ?		
B. In the past ten years has the applicant or a control affiliate:  (1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign or military court to a misdemeanor involving: investments or an investment-related business or any fraud, false statements or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, extortion, or a conspiracy to commit any of these offenses?	55	:
(2) been charged with a misdemeanor specified in 11B(1)?  REGULATORY ACTION DISCLOSURE		
C. Has the U.S. Securities and Exchange Commission or the Commodity Futures Trading Commission ever:		
(1) found the applicant or a control affiliate to have made a false statement or omission?		
(2) found the applicant or a control affiliate to have been involved in a violation of its regulations or statutes?		
(3) found the applicant or a control affiliate to have been a cause of an investment-related business having its authorization to do business denied, suspended, revoked, or restricted?		
(4) entered an order against the applicant or a control affiliate in connection with an investment-related activity?  (5) imposed a civil money penalty on the applicant or a control affiliate, or ordered the applicant or a control affiliate to cease and desist from any activity?		
D. Has any other federal regulatory agency, any state regulatory agency, or foreign financial regulatory authority:		
(1) ever found the applicant or a control affiliate to have made a false statement or omission or been dishonest, unfair, or unethical?		
(2) ever found the applicant or a control affiliate to have been involved in a violation of investment-related regulations or statutes?  (3) ever found the applicant or a control affiliate to have been a cause of an investment-related business having its authorization to do business denied, suspended, revoked, or		
restricted?		
(4) in the past ten years, entered an <i>order</i> against the <i>applicant</i> or a <i>control affiliate</i> in connection with an <i>investment-related</i> activity?  (5) ever denied, suspended, or revoked the <i>applicant</i> 's or a <i>control affiliate</i> 's registration or license or otherwise, by <i>order</i> , prevented it from associating with an <i>investment-related</i>		
business or restricted its activities?  E. Has any self-regulatory organization or commodities exchange ever:		
(1) found the applicant or a control affiliate to have made a false statement or omission?		
(2) found the applicant or a control affiliate to have been involved in a violation of its rules (other than a violation designated as a "minor rule violation" under a plan approved by the U.S. Securities and Exchange Commission)?  (3) found the applicant or a control affiliate to have been the cause of an investment-related business having its authorization to do business denied, suspended, revoked, or restricted	?	
(4) disciplined the <i>applicant</i> or a <i>control affiliate</i> by expelling or suspending it from membership, barring or suspending its association with other members, or otherwise restricting its		
activities?  F. Has the applicant's or a control affiliate's authorization to act as an attorney, accountant, or federal contractor ever been revoked or suspended?		
G. Is the applicant or a control affiliate now the subject of any regulatory proceeding that could result in a "yes" answer to any part of 11C, D, or E?		
CIVIL JUDICIAL ACTION DISCLOSURE		
H. (1) Has any domestic or foreign court:  (a) in the past ten years, enjoined the applicant or a control affiliate in connection with any investment-related activity?		
(b) ever found that the applicant or a control affiliate was involved in a violation of investment-related statutes or regulations?		
(c) ever dismissed, pursuant to a settlement agreement, an investment-related civil action brought against the applicant or control affiliate by a state or foreign financial regulatory authority?	,	
(2) Is the applicant or a control affiliate now the subject of any civil proceeding that could result in a "yes" answer to any part of 11H(1)?		

#### FINANCIAL DISCLOSURE I. In the past ten years has the applicant or a control affiliate of the applicant ever been a securities firm or a control affiliate of a securities firm that: YES NO (1) has been the subject of a bankruptcy petition? $\circ$ $\odot$ (2) has had a trustee appointed or a direct payment procedure initiated under the Securities Investor Protection Act? $\odot$ J. Has a bonding company ever denied, paid out on, or revoked a bond for the applicant? $\circ$ $\odot$ K. Does the applicant have any unsatisfied judgments or liens against it? $\circ$ $\odot$

		BD - TYPES OF BUSINESS	
		eck types of business engaged in (or to be engaged in, if not yet active) by applicant. Do not check any category that accounts for (or is expected to account for) enue from the securities or investment advisory business.	less than 1% of annual
,	Α.	Exchange member engaged in exchange commission business other than floor activities.	□емс
ı	В.	Exchange member engaged in floor activities.	□EMF
	C.	Broker or dealer making inter-dealer markets in corporate securities over-the-counter.	□IDM
ı	D.	Broker or dealer retailing corporate equity securities over-the-counter.	<b>⊌</b> BDR
ı	E.	Broker or dealer selling corporate debt securities.	₩BDD
	F.	Underwriter or selling group participant (corporate securities other than mutual funds).	□usg
	G.	Mutual fund underwriter or sponsor.	□mFU
	н.	Mutual fund retailer.	□mfR
]	I.	1. U.S. government securities dealer.	□GSD
		2. U.S. government securities broker.	□GSB
:	J.	Municipal securities dealer.	□msd
ı	K.	Municipal securities broker.	□msb
	L.	Broker or dealer selling variable life insurance or annuities.	□vla
	М.	Solicitor of time deposits in a financial institution.	□ssL
ı	N.	Real estate syndicator.	□RES
	0.	Broker or dealer selling oil and gas interests.	□ogi
	P.	Put and call broker or dealer or option writer.	□рсв
	Q.	Broker or dealer selling securities of only one issuer or associate issuers (other than mutual funds).	□віа
	R.	Broker or dealer selling securities of non-profit organizations (e.g., churches, hospitals).	□прв
:	S.	Investment advisory services.	□IAD
	T.	1. Broker or dealer selling tax shelters or limited partnerships in primary distributions.	□тар
		2. Broker or dealer selling tax shelters or limited partnerships in the secondary market.	□tas
	U.	Non-exchange member arranging for transactions in listed securities by exchange member.	□NEX
,	V.	Trading securities for own account.	<b>∀TRA</b>
,	W.	Private placement of securities.	<b></b> PLA
	Χ.	Broker or dealer selling interests in mortgages or other receivables.	□mri
,	Y.	Broker or dealer involved in a networking, kiosk or similar arrangement with a:	
		1. bank, savings bank or association, or credit union.	□BNA
		2. insurance company or agency	□INA
:	Z.	Other (give details on Schedule D, Page 1, Section II, Other Business)	<b></b> ОТН
			YES NO
13.	A.	Does applicant effect transactions in commodity futures, commodities or commodity options as a broker for others or as a dealer for its own account?	0 0
	В.	Does applicant engage in any other non-securities business?	0 @
		If "yes", describe each other business briefly on Schedule D, Page 1, Section II, Other Business.	

BD - DIRECT OWNERS/EXECUTIVE OFFICERS								
Are there any indirect owners of the applicant required to be reported on Schedule B?								
⊙ Yes ⊃ No								

Ownership Codes:	NA	- less than 5%	В	- 10% but less than 25%	D	- 50% but less than 75%
	A	- 5% but less than 10%	С	- 25% but less than 50%	E	- 75% or more

Full Legal Name	DE/FE/I	Title or Status	<b>Date Acquired</b>	Own. Code	<b>Control Person</b>	PR	CRD #(or S.S.No., IRS Tax #, Emp. ID)
BOSONIC INCORPORATED	DE	SOLE MEMBER	09/2021	E	Υ	N	81-3242837
INGARGIOLA, ROSARIO	I	CHIEF EXECUTIVE OFFICER	09/2021	NA	Υ	N	xxx-xx-xxxx
KIEHN, ANTHONY	I	CHIEF OPERATIONS OFFICER	09/2021	NA	Υ	N	xxx-xx-xxxx
Moran, Brian M	I	CHIEF COMPLIANCE OFFICER/FINOP	09/2021	NA	Υ	N	1940341

Ownership Codes:		C - 25% but less than 5					
		D - 50% but less than 7	an 75% F - Other General Partners				ners
Full Legal Name	DE/FE/I	Entity in Which Interest is Owned	Status	Date Acquired	Own. Code	Control Person	PR CRD # (or SSN, IRS Tax #, Emp. ID)
INGARGIOLA, ROSARIO	I	BOSONIC INCORPORATED	DIRECT OWNER	09/2021	D	Υ	N xxx-xx-xxxx
LW VEHICLE X LLC	DE	BOSONIC, INCORPORATED	DIRECT OWNER	02/2017	С	Υ	N 82-4758890
		BD Sch	nedule C - Amendme	ents to Schedules	A & B		
In the Type of Amd. column, in	dicate "A" (add	ition), "D" (deletion), or "C" (change of information	on about the same person	).			
Ownership Codes are:	NA	- less than 5% B	- 10% but less than 25°	% D	- 50% but less	than 75%	F - Other General Partners
	Α	- 5% but less than 10% C	- 25% but less than 50°	% E	- 75% or more		

Nο	Info	rmatio	n Filed

Own. Code

**Control Person** 

**Date Acquired** 

List below all changes to Schedule B: (INDIRECT OWNERS)

DE/FE/I

Full Legal Name

List below all changes to Schedule A: (DIRECT OWNERS AND EXECUTIVE OFFICERS)

Type of Amd.

Title or Status

Full Legal Name DE/FE/I Type of Amd. Entity in Which Interest is Owned Status Date Acquired Own. Code | Control Person | PR | CRD # (or SSN, IRS Tax #, Emp. ID)

#### No Information Filed

## **BD - OTHER BUSINESS NAMES No Information Filed**

#### **BD - OTHER BUSINESS**

Briefly describe any other business (Item 12Z).

THE FIRM WILL OPERATE AN ALTERNATIVE TRADING SYSTEM THAT WILL FACILITATE THE OFFERING AND SECONDARY TRADING OF DIGITAL SECURITIES, INCLUDING UNREGISTERED SECURITIES AND SECURITIES THAT ARE REGISTERED UNDER SECTION 12(G) OF THE SECURITIES EXCHANGE ACT.

Briefly describe any other non-securities business (Item 13B).

#### **BD - SUCCESSIONS**

Date of Succession: MM/DD/YYYY Name of Predecessor:

Firm CRD Number IRS Employer Identification Number (if any) SEC File Number (if any)

Briefly describe details of the succession including any assets or liabilities not assumed by the successor.

Zip/Postal Code

PR CRD # (or SSN, IRS Tax #, Emp. ID)

#### **BD - ARRANGEMENTS / CONTROL PERSONS / FINANCING**

## No Information Filed

#### **BD - AFFILIATES**

Business The details supplied relate to:

Partnership, Corporation, or Organization Name CRD Number (if any) 314557

LINOTO CAPITAL The Partnership, Corporation, or Organization

C controls applicant

C is controlled by applicant

is under common control with applicant

**Business Address** 

Street 1
220 COUNTRY CLUB GATE CENTER

Citv State

PACIFIC GROVE Effective Date (MM/DD/YYYY)

01/15/2021

Activities of this Partnership, Corporation, or Organization:

Securities Activities

**Investment Advisory Activities** 

Briefly describe the control relationship

Is Partnership, Corporation or Organization a foreign entity? If Yes, provide country of domicile or incorporation C Yes ⊙ No

California

**⊙** Yes ○No

C Yes ⊙No

THE CONTROL RELATIONSHIP IS THROUGH BRIAN M MORAN WHO IS A CCO/FINOP FOR A NON-AFFILIATED BD AS A CONSULTANT. HE HAS CONTROL BEING A DESIGNATED OFFICER OF THE ENTITY UPON APPROVAL AND A DESIGNATED OFFICER OF THE APPLICANT

**BD - BRANCHES** 

Street 2 SUITE 12

Country

UNITED STATES

Termination Date (MM/DD/YYYY)

**No Information Filed** 

**BD - CRIMINAL DRP** No Information Filed

**BD - REGULATORY ACTION DRP** No Information Filed

**BD - CIVIL JUDICIAL DRP** 

No Information Filed

#### **BD - BANKRUPTCY DRP**

No Information Filed

#### BD - BOND DRP

No Information Filed

#### BD - JUDGMENT LIEN DRP

No Information Filed

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BD Number: 296759

Primary Business Name: COINLIST MARKETS LLC

BD - INITIAL 06/11/2018

			BD - APPL	ICANT INFORMATIO	N		
OMB N	Number	3235-0012					
Estima Respo	es ated average burden hours per: nsedment	2.75					
	NING: Failure to keep this form curre provisions of law applying to ti administrative, injunctive or cr	the conduct of business as a birriminal action.	roker-dealer would v	violate the Federal secu		ate books and records or otherwing the jurisdictions and may result the jurisdictions and may results.	
			⊕ ADDLTC	ATION C AMENDME	NT		
1. Ex	act name, principal business address,	, mailing address, if different,			NI		
	Full name of applicant(if sole prop		•				
В.	IRS Empl. Ident. No.:						
c.	82-5210061 (1) Name under which broker-deal	ler business primarily is condu	ucted, if different fro	m Item 1A.			
	COINLIST MARKETS LLC						
D.	(2) List on Schedule D, Page 1, Se If this filing makes a name change of					is used.	
	□applicant name (1A) or □bus Please check above.				g		
E.	Firm main address: (Do not use a I	P.O. Box)	N	lumber and Street 2:			
	335 MADISON AVE City:	State:	16	6TH FLOOR		Zip/Postal Code:	
	NEW YORK CITY	New York		NITED STATES		10017	
F.	Mailing Address, if different: Number and Street 1:			Number and Street	: 2:		
	City:	State:		Country:	Zip/Post	tal Code:	
G.	Business Telephone Number:						
L	212-652-2235						
п.	Contact Employee: Name: GEORGIA PRUSSELL QUINN		Title: CHIEF COMPLIAN	NCE OFFICER		Telephone Number: 212-652-2253	
				- EVECUTION			
EXEC	UTION:		ВС	O - EXECUTION			
succes conne proces	e purposes of complying with the law ant is in compliance with applicable si soors in such office, attorney for the a ction with the offer or sale of securitive eding against the applicant may be co ant were a resident in said State(s) a	state surety bonding requirement applicant in said State(s), upo ies or commodities, or out of to ommenced in any court of con	ents and irrevocably in whom may be serv the violation or allegen npetent jurisdiction a	appoint the administra ved any notice, process ed violation of the laws and proper venue withir	tor of each of those State s, or pleading in any action of those State(s), and the	te(s) or such other person design on or proceeding against the ap <sub>l</sub> he applicant hereby consents the	nated by law, and the plicant arising out of or in at any such action or
the ap	oplicant consents that service of any oplicant's broker-dealer activities, or came to the applicant's contact employed	of any application for a protec	tive decree filed by t	the Securities Investor I	Protection Corporation, n		
inform	ndersigned, being first duly sworn, de nation and statements contained here signed and <i>applicant</i> further represen	ein, including exhibits attached	d hereto, and other is	information filed herewi	th, all of which are made	e a part hereof, are current, true	
	MM/DD/YYYY L/2018			Name of Appli COINLIST MARK			
	<b>orized Signatory</b> GIA PRUSSELL QUINN			<b>Title</b> CHIEF COMPLIA	NCE OFFICER		
Subsc	ribed and sworn before me this	day of	Year	by			
	/ Public						
Му со	mmission expires C	County ofS	State of				
2 T-1	licate by checking the annualist of			AND EXCHANGE COM		ad or registering on a burliage to	alor
	licate by checking the appropriate box licant is registered or registering with			-	me <i>applicant</i> is registere	ed or registering as a broker-dea	aler.

A. Is <i>applicant</i> registered or regis	stering as a broker-dealer under	Section 15(b) or Section 15B of	the Securities Exchange Act of	· 1934?		0	0
B. Is <i>applicant</i> registered or regis					as a government securities brok		
or dealer?  C. Is applicant registered or regis							
			Section 15C of the Securities E.	xchange Act or 1934?		0	•
Do not answer yes to Item 2  D. Is applicant ceasing its activiti	PC if applicant answered "yes" to les as a government securities by					_	_
			ite registration as a governmen	nt securities broker or de:	aler under Section 15C of the Sec	O	
Exchange Act of 1934. See "Instr		y consents to the withdrawar or	ns registration as a governmen	it securities broker or dea	ner under Section 150 or the Sec	unices	
		SECURITY FUTURES	PRODUCTS ACTIVITIES				
		single stock futures activities by	registered broker-dealers. This	s field cannot be utilized	until the SEC approves rules relat	ting to	the
form and content of such reportir	ig.)						
		BD - SRO /	JURISDICTION				
			ORY ORGANIZATIONS				
FINRA □ BOX	☐ CBOE BZX	□ IEX □ ISE	□ nQx □ nyse		□ NqLX □ PHLX		
□ BX	☐ CBOE C2	☐ ISE GEMX	□ NYSE		☐ MIAX PEARL		
СВОЕ	CBOE EDGX	☐ ISE MRX	□ NYSE				
CBOE BYX	□ снх	☐ MIAX OPTIONS	S □ NYSE	-NAT			
Alabama	□ Illin		RISDICTION  Montana		□ Puerto Rico		
□ Alabama □ Alaska	I Illin □ Ind		□ Montana □ Nebraska		Rhode Island		
Arizona Arizona	☐ Iow	a	Nevada		South Carolina		
☐ Arkansas ☐ California	□ Kan □ Ken		☐ New Hampshire ☐ New Jersey		South Dakota Tennessee		
California Colorado	□ Ker	•	□ New Jersey □ New Mexico		I lennessee □ Texas		
Connecticut	☐ Mai		✓ New York		Utah		
Delaware	☐ Mar	•	North Carolina		Vermont		
District of Columbia Florida	☐ Mas ☐ Mic	ssachusetts	□ North Dakota □ Ohio		□ Virgin Islands □ Virginia		
Georgia		nesota	□ Oklahoma		□ Washington		
☐ Hawaii		sissippi	Oregon		West Virginia		
☐ Idaho	Mis	souri	Pennsylvania		☐ Wisconsin ☐ Wyoming		
3. A. Indicate legal status of <i>appl</i>	icant:	BD - LEG	GAL STATUS				
Corporation	○Sole Propr	ietorship		Other (sp	pecify)		
C Partnership	<b>⊙</b> Limited Lia	ability Company					
B. Month applicant's fiscal year DECEMBER	r ends:						
	or, indicate date and place applic	cant obtained its legal status (i.e	., state or country where incorp	porated, where partnersh	ip agreement was filed, or where	appli	icant
State of formation:		y of formation:		mation: MM/DD/YYYY			
Delaware  Schedule A Direct Owners:	USA	nd if applicable Schedule B. Ind	04/04/201		nitial applications. Amendments to	o thes	
schedules must be provided		ia, ii applicable, Schedule B, Ind	meet owners Section must be e	eompieted as part or all li	mun apprecations. Amenaments to	o trics	
. If applicant is a sole proprie	tor, state full residence address	and Social Security Number.					
Social Security Number: Number and Street 1:		Number and St	reet 2:				
City:		State:	Country:	Zip/Postal Cod	e:		
		BD - SU	CCESSION			YES	NO
. Is applicant at the time of thi	s filing <i>succeeding</i> to the busine	ss of a currently registered broke	er-dealer?				o.
Do not report previous succes	ssions already reported on Form	BD.			·		~
	submitting form; complete appi		ge 1, Section III.				
		BD - ARR	ANGEMENTS			,	Yes N
i. Does <i>applicant</i> hold or maintai	n any funds or securities or prov	ide clearing services for any oth	er broker or dealer?				0 6
Door applicant value as interest	iso customors to any ather to the	or or doplor?					
	ice customers to any other broke						0 6
ıı yes, compiete appropriate	items on Schedule D, Page 1, Se	ection 1v, Arrangement Detail.					

3. Does <i>applicant</i> have any arrangement with any other <i>person</i> , firm, or organization under which:		
A. any books or records of applicant are kept or maintained by such other person, firm or organization?	0	•
B. accounts, funds, or securities of the applicant are held or maintained by such other person, firm, or organization?	0	•
C. accounts, funds, or securities of customers of the applicant are held or maintained by such other person, firm, or organization?	0	•
For purposes of 8B and 8C, do not include a bank or satisfactory control location as defined in paragraph(c) of Rule 15c3-3 under the Securities Exchange Act of 1934 (17 CFR 240.		
15c3-3). If "Yes" to any part of Item 8, complete appropriate items on Schedule D, Page 1, Section IV, Arrangement Detail.		
	—	
9. Does any <i>person</i> not named in Item 1 or Schedules A, B, or C, directly or indirectly:		
A. control the management or policies of the applicant through agreement or otherwise?	0	•
B. wholly or partially finance the business of applicant?	0	•
Do not answer "yes" to 9B if the person finances the business of the applicant through: 1) a public offering of securities made pursuant to the Securities Act of 1933; 2) credit extended in the ordinary course of business by suppliers, banks, and others; or 3) a satisfactory subordination agreement, as defined in Rule 15c3-1 under the Securities Exchange Act of 1934 (17 CFR 240. 15c3-1).  If "Yes" to any part of Item 9, complete appropriate items on Schedule D, Page 1, Section IV, Arrangement Detail.	,	
, , ,	_	
BD - BUSINESS AFFILIATES		
BD - Control Affiliates		
10. A. Directly or indirectly, does applicant control, is applicant controlled by, or is applicant under common control with, any partnership, corporation, or other organization that is engaged		S NO
in the securities or investment advisory business?	⊚	0
If "Yes" to Item 10A, complete appropriate items on Schedule D, Page 2, Section V, Firm Affiliates.		
B. Directly or indirectly, is applicant controlled by any bank holding company, national bank, state member bank of the Federal Reserve System, state non-member bank, savings bank or association, credit union, or foreign bank?	О	•
If "Yes" to Item 10B, complete appropriate items on Schedule D, Page 3, Section VI, Bank Affiliates.		
BD - DISCLOSURE QUESTIONS		
11. Use the appropriate DRP for providing details to "yes" answers to the questions in Item 11. Refer to the Explanation of Terms section of Form BD Instructions for explanations of italicized	d ter	rms.
CRIMINAL DISCLOSURE		
A. In the past ten years has the <i>applicant</i> or a <i>control affiliate</i> :  (1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign or military court to any <i>felony</i> ?	YES	s no
(2) been charged with any folence	0	0
B. In the past ten years has the applicant or a control affiliate:  (1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign or military court to a misdemeanor involving: investments or an investment-related business, or any fraud, false statements or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, extortion, or a conspiracy to commit any of these offenses?	0	•
	0	•
REGULATORY ACTION DISCLOSURE		
(1) found the applicant are a central offiliate to have made a false of technique.		S NO
(2) found the applicant as a central offiliate to have been involved in a violation of its regulations or statutes?	0	0
(3) found the applicant or a control affiliate to have been a cause of an investment-related business having its authorization to do business denied, suspended, revoked, or restricted?	0	•
	О	⊚
(5) imposed a civil money penalty on the applicant or a control affiliate, or ordered the applicant or a control affiliate to cease and desist from any activity?  D. Has any other federal regulatory agency, any state regulatory agency, or foreign financial regulatory authority:	О	•
(1) ever found the applicant or a control affiliate to have made a false statement or omission or been dishonest, unfair, or unethical?	0	•
(2) ever found the applicant or a control affiliate to have been involved in a violation of investment-related regulations or statutes?	o	•
(3) ever found the applicant or a control affiliate to have been a cause of an investment-related business having its authorization to do business denied, suspended, revoked, or restricted?	O	⊚
	$\circ$	•
(5) ever denied, suspended, or revoked the applicant's or a control affiliate's registration or license or otherwise, by order, prevented it from associating with an investment-related business or restricted its activities?	О	•
E. Has any self-regulatory organization or commodities exchange ever: (1) found the applicant or a control affiliate to have made a false statement or omission?	_	
(2) found the applicant or a control affiliate to have been involved in a violation of its rules (other than a violation designated as a "minor rule violation" under a plan approved by the	0	0
U.S. Securities and Exchange Commission)?  (3) Sound the applicant on a control official to the househouse the sauce of an investment related business business to authorization to do business depict, supported a support	0	0
(4) disciplined the applicant or a control affiliate by expelling or suspending it from membership, barring or suspending its association with other members, or otherwise restricting its	0	0
activities?  Has the applicant's or a control offiliate's authorization to act as an attornou accountant, or federal contractor over been revoked or suspended?	0	•
C. Is the applicant or a control affiliate new the subject of any regulatory proceeding that could result in a "year" answer to any part of 110. D. or F2	0	•
CIVIL JUDICIAL ACTION DISCLOSURE		
(,, ,	YES	s no
	0	•
(b) ever found that the applicant or a control affiliate was involved in a violation of investment-related statutes or regulations?  (c) ever dismissed, pursuant to a settlement agreement, an investment-related civil action brought against the applicant or control affiliate by a state or foreign financial regulatory	0	© ©
authority?  (2) Is the applicant or a control offiliate new the subject of any sixil proceeding that could result in a "yea" appropriate any part of 11H/1)?		
	0	•
FINANCIAL DISCLOSURE  In the past ten years has the applicant or a control affiliate of the applicant ever been a securities firm or a control affiliate of a securities firm that:	EC	NO
I. In the past ten years has the applicant or a control affiliate of the applicant ever been a securities firm or a control affiliate of a securities firm that:		110

	(1) has been the subject of a bankruptcy petition?	0	•	
	(2) has had a trustee appointed or a direct payment procedure initiated under the Securities Investor Protection Act?	0	•	
J	J. Has a bonding company ever denied, paid out on, or revoked a bond for the applicant?	0	•	
k	K. Does the <i>applicant</i> have any unsatisfied judgments or liens against it?	0	•	
L				

#### **BD - TYPES OF BUSINESS**

	beck types of business engaged in (or to be engaged in, if not yet active) by <i>applicant</i> . Do not check any category that accounts for (or is expected to account for) less than 1 <sup>c</sup> enue from the securities or investment advisory business.	6 of annual
A.	Exchange member engaged in exchange commission business other than floor activities.	□емс
В.	Exchange member engaged in floor activities.	□EMF
c.	Broker or dealer making inter-dealer markets in corporate securities over-the-counter.	□ірм
D.	Broker or dealer retailing corporate equity securities over-the-counter.	⊡IDM ⊠BDR
E.	Broker or dealer selling corporate debt securities.	
F.	Underwriter or selling group participant (corporate securities other than mutual funds).	<b>⊠</b> BDD
		<b></b> USG
G.	Mutual fund underwriter or sponsor.	□MFU
н.	Mutual fund retailer.	□MFR —
I.	1. U.S. government securities dealer.	GSD
	2. U.S. government securities broker.	GSB
J.	Municipal securities dealer.	□MSD
K.	Municipal securities broker.	MSB
L.	Broker or dealer selling variable life insurance or annuities.	□VLA
M.	Solicitor of time deposits in a financial institution.	□ssl
N.	Real estate syndicator.	RES
0.	Broker or dealer selling oil and gas interests.	□ogi
P.	Put and call broker or dealer or option writer.	□рсв
Q.	Broker or dealer selling securities of only one issuer or associate issuers (other than mutual funds).	□віа
R.	Broker or dealer selling securities of non-profit organizations (e.g., churches, hospitals).	□№В
S.	Investment advisory services.	□IAD
T.	1. Broker or dealer selling tax shelters or limited partnerships in primary distributions.	□тар
	2. Broker or dealer selling tax shelters or limited partnerships in the secondary market.	□TAS
U.	Non-exchange member arranging for transactions in listed securities by exchange member.	□ NEX
V.	Trading securities for own account.	□TRA
W.	Private placement of securities.	<b></b> PLA
X.	Broker or dealer selling interests in mortgages or other receivables.	□MRI
Y.	Broker or dealer involved in a networking, kiosk or similar arrangement with a:	
	bank, savings bank or association, or credit union.	□вна
	insurance company or agency	□INA
Z.	Other (give details on Schedule D, Page 1, Section II, Other Business)	<b></b> ОТН
		YES NO

	YES	•
3. A. Does applicant effect transactions in commodity futures, commodities or commodity options as a broker for others or as a dealer for its own account?	0	•
B. Does applicant engage in any other non-securities business?	0	•
If "yes", describe each other business briefly on Schedule D, Page 1, Section II, Other Business.		

## BD - DIRECT OWNERS/EXECUTIVE OFFICERS

Are there any indirect owners of the *applicant* required to be reported on Schedule B?

• Yes • No

Ownership Codes:	NA	- less than 5%	В	- 10% but less than 25%	D	- 50% but less than 75%
	A	- 5% but less than 10%	c	- 25% but less than 50%	E	- 75% or more

Full Legal Name	DE/FE/I	Title or Status	Date Acquired	Own. Code	<b>Control Person</b>	PR	CRD #(or S.S.No., IRS Tax #, Emp. ID)
AMALGAMATED TOKEN SERVICES INC,	DE	SOLE MEMBER	04/2018	E	Υ	N	30-1011196
MENCHOV, PAUL	I	CHIEF EXECUTIVE OFFICER	04/2018	NA	Υ	N	6647101
QUINN, GEORGIA PRUSSELL	I	CHIEF COMPLIANCE OFFICER	04/2018	NA	Υ	N	6919625

# BD - INDIRECT OWNERS

controls applicantis controlled by applicant

**Business Address** 

 $\odot$  is under common control with applicant

Street 1 335 MADISON AVENUE Street 2 16TH FLOOR City NEW YORK Country UNITED STATES State Zip/Postal Code New York 10017 Effective Date (MM/DD/YYYY) Termination Date (MM/DD/YYYY) If Yes, provide country of domicile or incorporation Is Partnership, Corporation or Organization a foreign entity? C Yes ⊙ No Activities of this Partnership, Corporation, or Organization: **Securities Activities** C Yes ⊙No **Investment Advisory Activities** ⊙ Yes ONo Briefly describe the *control* relationship

BOTH THE FIRM AND COINLIST CAPITAL ARE WHOLLY OWNED SUBSIDIARIES OF AMALGAMATED TOKEN SERVICES INC.

# BD - BRANCHES

## **No Information Filed**

BD - CRIMINAL DRP
No Information Filed
BD - REGULATORY ACTION DRP
No Information Filed
BD - CIVIL JUDICIAL DRP
No Information Filed

BD - BANKRUPTCY DRP
No Information Filed
BD - BOND DRP
No Information Filed
BD - JUDGMENT LIEN DRP
No Information Filed

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Privacy | Legal | Terms & Conditions

BD Number: 322903

Primary Business Name: FTX DIGITAL ASSETS LLC

BD - INITIAL 09/22/2022

			BD - APPLICANT INFORMATI	TON	
OMB I	Number	3235-0012			
Estima Respo	is ated average burden hours per: nsedment	2.75			
		he conduct of business as a broker iminal action.	r-dealer would violate the Federal se	or the failure to keep accurate books and records or otherwise to comply with the ecurities laws and the laws of the <i>jurisdictions</i> and may result in disciplinary,	
1 5	act name principal business address	mailing address if different and	● APPLICATION ○ AMENDM	MENT	
	act name, principal business address,  Full name of applicant(if sole propi				
	FTX DIGITAL ASSETS LLC	riccor, state last, mist and initialic har			
В.	IRS Empl. Ident. No.: 88-3616176				
C.	(1) Name under which broker-deale FTX DIGITAL ASSETS LLC	er business primarily is conducted,	, if different from Item 1A.		
	(2) List on Schedule D, Page 1, Sec	ction I, Other Business Names any	other name by which the firm cond	ducts business and where it is used.	
D.	If this filing makes a name change o  applicant name (1A) or bus  Please check above.		e new name and specify whether the	ne name change is of the	
E.	Firm main address: (Do not use a P Number and Street 1: 60 BROAD ST City:	State:	Number and Street 2: 25TH FLOOR Country:	Zip/Postal Code:	
_	NEW YORK	New York	UNITED STATES	10004	
F.	Mailing Address, if different: Number and Street 1:		Number and Stre	eet 2:	
	City:	State:	Country:	Zip/Postal Code:	
G.	Business Telephone Number: 908-240-1589				
H.	Contact Employee: Name: VENU PALAPARTHI	<b>Title:</b> PRESIDENT	r and cco	<b>Telephone Number:</b> 908-240-1589	
			BD - EXECUTION		
For the application of the appli	ant is in compliance with applicable st ssors in such office, attorney for the a ction with the offer or sale of securitie eding against the applicant may be co ant were a resident in said State(s) ar applicant consents that service of any of	tate surety bonding requirements a ipplicant in said State(s), upon whe se or commodities, or out of the viron immenced in any court of compete and lawfully been served with properties of civil action brought by or notice of	and irrevocably appoint the administ iom may be served any notice, proce iolation or alleged violation of the law ent jurisdiction and proper venue wit process in said State(s).	ale of securities or commodities, the undersigned and applicant hereby certify that strator of each of those State(s) or such other person designated by law, and the ress, or pleading in any action or proceeding against the applicant arising out of or lows of those State(s), and the applicant hereby consents that any such action or ithin said State(s) by service of process upon said appointee with the same effect and Exchange Commission or any self-regulatory organization in connection with	r in as if th
	oplicant's broker-dealer activities, or o am to the <i>applicant's</i> contact employe			for Protection Corporation, may be given by registered or certified mail or confirme $1E$ and $1F$ .	ed
inform	nation and statements contained herei	in, including exhibits attached here	eto, and other information filed here	with the authority of, said <i>applicant</i> . The undersigned and <i>applicant</i> represent tha ewith, all of which are made a part hereof, are current, true and complete. The ided such information is currently accurate and complete.	t the
	MM/DD/YYYY 0/2022		Name of App FTX DIGITAL		
	orized Signatory PALAPARTHI		<b>Title</b> PRESIDENT A	AND CCO	
Subsc	ribed and sworn before me this	day of	, by Year		
	/ Public		_		
Му со	mmission expires Co	ounty of State			
2 Ind	icate by checking the appropriate box		- SECURITIES AND EXCHANGE CO	OMMISSION  ch the applicant is registered or registering as a broker-dealer.	
	licant is registered or registering with			on the applicant is registered or registering as a broker-dealer.	

A. Is <i>applicant</i> registered or regis	stering as a broker-dealer under Sec	tion 15(b) or Section 15B of th	ne Securities Exchange Act of 1934	1?	•	. 0
	stering as a broker-dealer under Sec	tion 15(b) of the Securities Ex	change Act of 1934 and also acting	g or intending to act as a government securities br		
or dealer?	stering <u>solely</u> as a government secu	rities broker or dealer under Sc	ection 150 of the Securities Eychai	nge Δct of 1934?	_	
			ection 13c of the Securities Exchai	ige Act of 1954:	С	•
	PC if applicant answered "yes" to Iteless as a government securities broke				_	
	-		s registration as a government sec	rurities broker or dealer under Section 15C of the S	C Securitie	
Exchange Act of 1934. See "Instr		onsents to the wendrawar or its	registration as a government see	united broker of dealer under Section 190 of the 9	ccurrere	
		SECURITY FUTURES P	RODUCTS ACTIVITIES			
		gle stock futures activities by r	egistered broker-dealers. This field	d cannot be utilized until the SEC approves rules re	lating t	o the
form and content of such reportir	ng.)					
		BD - SRO / JU	IRISDICTION			
		•	RY ORGANIZATIONS			
FINRA	CBOE BZX	☐ ISE	☐ MIAX OPTI			
□ BOX □ BX	☐ CBOE C2 ☐ CBOE EDGA	☐ ISE GEMX ☐ ISE MRX	□ NQX □ NYSE	☐ NYSE-NAT ☐ NgLX		
□ CBOE	☐ CBOE EDGX	LTSE	□ NYSE-AME			
□ СВОЕ ВҮХ	□IEX	□ MEMX	☐ NYSE-ARC			
				☐ MIAX EMERALD		
<b>-</b>	<b>=</b>		SDICTION	E		
□ Alabama □ Alaska	☐ Illinois ☐ Indiana		☐ Montana ☐ Nebraska	☐ Puerto Rico ☐ Rhode Island		
□ Alaska □ Arizona	□ Indiana	1	□ Nebraska □ Nevada	South Carolina		
Arkansas	☐ Kansas		New Hampshire	South Dakota		
□ California	☐ Kentuc	ky	☐ New Jersey	☐ Tennessee		
Colorado	Louisia	na	New Mexico	☐ Texas		
Connecticut	Maine		New York	Utah		
Delaware District of Columbia	☐ Maryla ☐ Massac		☐ North Carolina ☐ North Dakota	□ Vermont □ Virgin Islands		
Florida			□ North Dakota □ Ohio	□ Virgini Islands		
☐ Georgia	☐ Minnes		☐ Oklahoma	☐ Washington		
☐ Hawaii	☐ Mississ	іррі	☐ Oregon	☐ West Virginia		
☐ Idaho	Missou	ri	☐ Pennsylvania	☐ Wisconsin ☐ Wyoming		
3. A. Indicate legal status of <i>appl</i>	icant:	BD - LEGA	L STATUS			
Corporation	CSole Propriet	orship		Other (specify)		
C Partnership	<b>⊙</b> Limited Liabil	ity Company				
B. Month <i>applicant's</i> fiscal year DECEMBER	r ends:					
C. If other than a sole propriet entity was formed):	or, indicate date and place applicant	obtained its legal status (i.e.,	state or country where incorporate	ed, where partnership agreement was filed, or whe	re <i>appl</i>	licant
State of formation: Delaware	Country of USA	formation:	Date of formati 08/02/2022	on: MM/DD/YYYY		
Schedule A, Direct Owners a schedules must be provided		if applicable, Schedule B, Indir	ect Owners Section must be comp	leted as part of all initial applications. Amendments	to the	se
. If applicant is a sole proprie	tor, state full residence address and	Social Security Number.				
Social Security Number: Number and Street 1:		Number and Stre	et 2:			
City:		State:	Country:	Zip/Postal Code:		
		BD - SUC	CESSION		YES	NO
. Is applicant at the time of thi	is filing succeeding to the business o	f a currently registered broker	-dealer?			
	ssions already reported on Form BD				0	•
	submitting form; complete appropr		e 1, Section III.			
		BD - ARRA	NGEMENTS			Yes N
. Does <i>applicant</i> hold or maintai	n any funds or securities or provide	clearing services for any other	broker or dealer?			0 6
Door applicant refer as interest	iso sustamore to any other back.	r doalor?				
	ce customers to any other broker or					0 6
If "yes," complete appropriate	items on Schedule D, Page 1, Section	on IV, Arrangement Detail.				

	_	
8. Does applicant have any arrangement with any other person, firm, or organization under which:		
A. any books or records of <i>applicant</i> are kept or maintained by such other <i>person</i> , firm or organization?		
B. accounts, funds, or securities of the <i>applicant</i> are held or maintained by such other <i>person</i> , firm, or organization?		
C. accounts, funds, or securities of customers of the applicant are held or maintained by such other person, firm, or organization?		
For purposes of 8B and 8C, do not include a bank or satisfactory control location as defined in paragraph(c) of Rule 15c3-3 under the Securities Exchange Act of 1934 (17 CFR 240. 15c3-3).		
If "Yes" to any part of Item 8, complete appropriate items on Schedule D, Page 1, Section IV, Arrangement Detail.		
9. Does any <i>person</i> not named in Item 1 or Schedules A, B, or C, directly or indirectly:		
A. control the management or policies of the applicant through agreement or otherwise?		
B. wholly or partially finance the business of applicant?		
Do not answer "yes" to 9B if the person finances the business of the applicant through: 1) a public offering of securities made pursuant to the Securities Act of 1933; 2) credit extend in the ordinary course of business by suppliers, banks, and others; or 3) a satisfactory subordination agreement, as defined in Rule 15c3-1 under the Securities Exchange Act of 1934 (17 CFR 240. 15c3-1).		
If "Yes" to any part of Item 9, complete appropriate items on Schedule D, Page 1, Section IV, Arrangement Detail.	_	
BD - BUSINESS AFFILIATES  BD - Control Affiliates		
10. A. Directly or indirectly, does applicant control, is applicant controlled by, or is applicant under common control with, any partnership, corporation, or other organization that is engage	d	
in the securities or investment advisory business?  If "Yes" to Item 10A, complete appropriate items on Schedule D, Page 2, Section V, Firm Affiliates.		
B. Directly or indirectly, is applicant controlled by any bank holding company, national bank, state member bank of the Federal Reserve System, state non-member bank, savings bank	٠,	1
association, credit union, or foreign bank?		
If "Yes" to Item 10B, complete appropriate items on Schedule D, Page 3, Section VI, Bank Affiliates.		
BD - DISCLOSURE QUESTIONS		
11. Use the appropriate DRP for providing details to "yes" answers to the questions in Item 11. Refer to the Explanation of Terms section of Form BD Instructions for explanations of italici	z	
CRIMINAL DISCLOSURE		
A. In the past ten years has the applicant or a control affiliate:  (1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign or military court to any felony?		
(2) been <i>charged</i> with any <i>felony</i> ?		
B. In the past ten years has the applicant or a control affiliate:  (1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign or military court to a misdemeanor involving: investments or an investment-related business or any fraud, false statements or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, extortion, or a conspiracy to commit any of these offenses?	55	:
(2) been charged with a misdemeanor specified in 11B(1)?  REGULATORY ACTION DISCLOSURE		
C. Has the U.S. Securities and Exchange Commission or the Commodity Futures Trading Commission ever:		
(1) found the applicant or a control affiliate to have made a false statement or omission?		
(2) found the applicant or a control affiliate to have been involved in a violation of its regulations or statutes?		
(3) found the applicant or a control affiliate to have been a cause of an investment-related business having its authorization to do business denied, suspended, revoked, or restricted?		
(4) entered an order against the applicant or a control affiliate in connection with an investment-related activity?  (5) imposed a civil money penalty on the applicant or a control affiliate, or ordered the applicant or a control affiliate to cease and desist from any activity?		
D. Has any other federal regulatory agency, any state regulatory agency, or foreign financial regulatory authority:		
(1) ever found the applicant or a control affiliate to have made a false statement or omission or been dishonest, unfair, or unethical?		
(2) ever found the applicant or a control affiliate to have been involved in a violation of investment-related regulations or statutes?  (3) ever found the applicant or a control affiliate to have been a cause of an investment-related business having its authorization to do business denied, suspended, revoked, or		
restricted?		
(4) in the past ten years, entered an <i>order</i> against the <i>applicant</i> or a <i>control affiliate</i> in connection with an <i>investment-related</i> activity?  (5) ever denied, suspended, or revoked the <i>applicant</i> 's or a <i>control affiliate</i> 's registration or license or otherwise, by <i>order</i> , prevented it from associating with an <i>investment-related</i>		
business or restricted its activities?  E. Has any self-regulatory organization or commodities exchange ever:		
(1) found the applicant or a control affiliate to have made a false statement or omission?		
(2) found the applicant or a control affiliate to have been involved in a violation of its rules (other than a violation designated as a "minor rule violation" under a plan approved by the U.S. Securities and Exchange Commission)?  (3) found the applicant or a control affiliate to have been the cause of an investment-related business having its authorization to do business denied, suspended, revoked, or restricted	?	
(4) disciplined the <i>applicant</i> or a <i>control affiliate</i> by expelling or suspending it from membership, barring or suspending its association with other members, or otherwise restricting its		
activities?  F. Has the applicant's or a control affiliate's authorization to act as an attorney, accountant, or federal contractor ever been revoked or suspended?		
G. Is the applicant or a control affiliate now the subject of any regulatory proceeding that could result in a "yes" answer to any part of 11C, D, or E?		
CIVIL JUDICIAL ACTION DISCLOSURE		
H. (1) Has any domestic or foreign court:  (a) in the past ten years, enjoined the applicant or a control affiliate in connection with any investment-related activity?		
(b) ever found that the applicant or a control affiliate was involved in a violation of investment-related statutes or regulations?		
(c) ever dismissed, pursuant to a settlement agreement, an investment-related civil action brought against the applicant or control affiliate by a state or foreign financial regulatory authority?	,	
(2) Is the applicant or a control affiliate now the subject of any civil proceeding that could result in a "yes" answer to any part of 11H(1)?		

#### FINANCIAL DISCLOSURE I. In the past ten years has the applicant or a control affiliate of the applicant ever been a securities firm or a control affiliate of a securities firm that: YES NO (1) has been the subject of a bankruptcy petition? $\circ$ $\odot$ (2) has had a trustee appointed or a direct payment procedure initiated under the Securities Investor Protection Act? ⊚ J. Has a bonding company ever denied, paid out on, or revoked a bond for the applicant? $\circ$ $\odot$ K. Does the applicant have any unsatisfied judgments or liens against it? $\circ$ $\odot$

		BD - TYPES OF BUSINESS		
		k types of business engaged in (or to be engaged in, if not yet active) by applicant. Do not check any category that accounts for (or is expected to account for) less than 1% cause from the securities or investment advisory business.	f annual	
	A.	Exchange member engaged in exchange commission business other than floor activities.	<b>⊠</b> ЕМС	
	В.	Exchange member engaged in floor activities.	□емғ	
	C.	Broker or dealer making inter-dealer markets in corporate securities over-the-counter.	□IDM	
	D.	Broker or dealer retailing corporate equity securities over-the-counter.	□BDR	
	E.	Broker or dealer selling corporate debt securities.	□вdd	
	F.	Underwriter or selling group participant (corporate securities other than mutual funds).	□usg	
	G.	Mutual fund underwriter or sponsor.	□MFU	
	н.	Mutual fund retailer.	□MFR	
	I.	1. U.S. government securities dealer.	□GSD	
		2. U.S. government securities broker.	□GSB	
	J.	Municipal securities dealer.	□msd	
	K.	Municipal securities broker.	□мsв	
	L.	Broker or dealer selling variable life insurance or annuities.	□vla	
	Μ.	Solicitor of time deposits in a financial institution.	□ssl	
	N.	Real estate syndicator.	RES	
	0.	Broker or dealer selling oil and gas interests.	□ogi	
	P.	Put and call broker or dealer or option writer.	□рсв	
	Q.	Broker or dealer selling securities of only one issuer or associate issuers (other than mutual funds).	□віа	
	R.	Broker or dealer selling securities of non-profit organizations (e.g., churches, hospitals).	□прв	
	S.	Investment advisory services.	□IAD	
	T.	1. Broker or dealer selling tax shelters or limited partnerships in primary distributions.	□тар	
		2. Broker or dealer selling tax shelters or limited partnerships in the secondary market.	□TAS	
	U.	Non-exchange member arranging for transactions in listed securities by exchange member.	□NEX	
	V.	Trading securities for own account.	<b>☑TRA</b>	
	W.	Private placement of securities.	□PLA	
	Χ.	Broker or dealer selling interests in mortgages or other receivables.	□mri	
	Y.	Broker or dealer involved in a networking, kiosk or similar arrangement with a:		
		1. bank, savings bank or association, or credit union.	□вна	
		2. insurance company or agency	□INA	
	Z.	Other (give details on Schedule D, Page 1, Section II, Other Business)	<b></b> ОТН	
			YES	S NO
3.	Α. [	Does applicant effect transactions in commodity futures, commodities or commodity options as a broker for others or as a dealer for its own account?	0	•
	В. С	Ooes applicant engage in any other non-securities business?	0	•
	I	f "yes", describe each other business briefly on Schedule D, Page 1, Section II, Other Business.		
		DD DYDECT OWNEDS (EVESUTIVE OFFICERS		

## **BD - DIRECT OWNERS/EXECUTIVE OFFICERS**

Are there any indirect owners of the applicant required to be reported on Schedule B?									
© Yes ℂ No									
Ownership Codes:	NA - less than 5%	B - 10% but less than 25%	D - 50% but less than 75%						
	A - 5% but less than 10%	C - 25% but less than 50%	E - 75% or more						

Full Legal Name	DE/FE/I	Title or Status	Date Acquired	Own. Code	Control Person	PR	CRD #(or S.S.No., IRS Tax #, Emp. ID)
PALAPARTHI, VENU MADHAV	I	PRESIDENT AND CCO	08/2022	NA	Υ	N	2437777

- 50% but less than 75%

F - Other General Partners

Full Legal Name	DE/FE/	I Entity in Which Interest is Owned	Status	Date Acquired	Own. Code	Control Person	PF	R CRD # (or SSN, IRS Tax #, Emp. ID)
BANKMAN-FRIED, SAMUEL BENJAMIN	I	WEST REALM SHIRES INC.	SHAREHOLDER	08/2022	D	Υ	N	6204362
WEST REALM SHIRES FINANCIAL SERVICES INC.	DE	FTX DIGITAL ASSETS LLC	SHAREHOLDER	08/2022	E	Υ	N	85-4142828
WEST REALM SHIRES INC.	DE	WEST REALM SHIRES FINANCIAL SERVICES INC	SHAREHOLDER	08/2022	E	Υ	N	84-4598237

#### BD Schedule C - Amendments to Schedules A & B

In the Type of Amd. column, indicate "A" (addition), "D" (deletion), or "C" (change of information about the same person).

Ownership Codes are: NA - less than 5% B - 10% but less than 25% D - 50% but less than 75% F - Other General Partners - 5% but less than 10% E - 75% or more C - 25% but less than 50%

List below all changes to Schedule A: (DIRECT OWNERS AND EXECUTIVE OFFICERS)

Full Legal Name DE/FE/I Type of Amd. Title or Status **Date Acquired** Own. Code **Control Person** PR CRD # (or SSN, IRS Tax #, Emp. ID)

#### No Information Filed

List below all changes to Schedule B: (INDIRECT OWNERS)

Full Legal Name DE/FE/I Type of Amd. Entity in Which Interest is Owned Status Date Acquired Own. Code | Control Person | PR | CRD # (or SSN, IRS Tax #, Emp. ID)

#### No Information Filed

## **BD - OTHER BUSINESS NAMES No Information Filed**

#### **BD - OTHER BUSINESS**

Briefly describe any other business (Item 12Z).

CARRIES CUSTOMER ACCOUNTS AND FACILITATES TRADES IN DIGITAL ASSETS AS A MEMBER OF A DIGITAL ASSET EXCHANGE AND SUBSCRIBER OF A DIGITAL ASSET ALTERNATIVE TRADING SYSTEM ("ATS").

Briefly describe any other non-securities business (Item 13B).

#### **BD - SUCCESSIONS**

Date of Succession: MM/DD/YYYY Name of Predecessor:

Firm CRD Number IRS Employer Identification Number (if any) SEC File Number (if any)

158816

Briefly describe details of the succession including any assets or liabilities not assumed by the successor.

## **BD - ARRANGEMENTS / CONTROL PERSONS / FINANCING**

#### No Information Filed

## **BD - AFFILIATES** Business

The details supplied relate to:

Partnership, Corporation, or Organization Name CRD Number (if any)

FTX CAPITAL MARKETS LLC

The Partnership, Corporation, or Organization

C controls applicant

C is controlled by applicant

 $\odot$  is under common control with applicant

**Business Address** 

Street 1 60 BROAD STREET Street 2 25TH FLOOR

City State Country Zip/Postal Code NEW YORK New York IISA 10004 Effective Date (MM/DD/YYYY) Termination Date (MM/DD/YYYY)

08/02/2022 Is Partnership, Corporation or Organization a foreign entity?

Activities of this Partnership, Corporation, or Organization: Securities Activities ⊙ Yes ○No

Briefly describe the control relationship

Investment Advisory Activities

WEST REALM SHIRES FINANCIAL SERVICES INC IS THE SOLE PARENT OF BOTH FTX CAPITAL MARKETS LLC AND FTX DIGITAL ASSETS LLC.

○ Yes ⓒ No

**BD - BRANCHES** 

If Yes, provide country of domicile or incorporation

#### No Information Filed

BD - CRIMINAL DRP

No Information Filed **BD - REGULATORY ACTION DRP** 

No Information Filed

BD - CIVIL JUDICIAL DRP
No Information Filed
BD - BANKRUPTCY DRP

No Information Filed BD - BOND DRP

No Information Filed

BD - JUDGMENT LIEN DRP

No Information Filed

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Privacy | Legal | Terms & Conditions

BD Number: 149420

Primary Business Name: OASIS PRO MARKETS LLC

BD - AMENDMENT 01/04/2021

			BD - APPLICANT INFORM	MATION	
OMB N	lumber	3235-0012			
Estima Respo	s ted average burden hours per: nse Iment	2.75			
	provisions of law applying to administrative, injunctive or	the conduct of business a criminal action.		al securities laws and the laws of the	ks and records or otherwise to comply with the jurisdictions and may result in disciplinary,
			C APPLICATION © AME	NDMENT	
1. Exa	act name, principal business addre	ss, mailing address, if diffe	rent, and telephone number of applicant:		
A.	Full name of applicant(if sole property of the	roprietor, state last, first and	middle name):		
В.	IRS Empl. Ident. No.: 80-0306517				
C.	(1) Name under which broker-de OASIS PRO MARKETS LLC	ealer business primarily is o	conducted, if different from Item 1A.		
	(2) List on Schedule D, Page 1,	Section I, Other Business N	ames any other name by which the firm	conducts business and where it is use	d.
D.	If this filing makes a name chang applicant name (1A) or believed by the please check above.		t, enter the new name and specify whether	er the name change is of the	
E.	Firm main address: (Do not use Number and Street 1:	a P.O. Box)	Number and Stree	t 2·	
	3 THORNDAL CIRCLE  City:  DARIEN	State: Connecticut	<b>Country:</b> USA	Zip/Postal Code 06820	
F.	Mailing Address, if different:				
	Number and Street 1: 3 THORNDAL CIRCLE		Number and	Street 2:	
	City: DARIEN	<b>State:</b> Connecticut	<b>Country:</b> USA	Zip/Postal Co 06820	de:
G.	<b>Business Telephone Number:</b> 203 -309-5009				
н.	Contact Employee:				
	Name: PASQUALE LAVECCHIA		Title: MANAGING PARTNER/CCO		phone Number: 309-5009
			BD - EXECUTION		
For the application success connect proceed applications.	ant is in compliance with applicable sorrs in such office, attorney for th ction with the offer or sale of secur adding against the applicant may be ant were a resident in said State(s)	e state surety bonding reque e applicant in said State(s) rities or commodities, or ou commenced in any court of and had lawfully been ser	irements and irrevocably appoint the adm upon whom may be served any notice, , t of the violation or alleged violation of th f competent jurisdiction and proper venu- ved with process in said State(s).	ninistrator of each of those State(s) o process, or pleading in any action or y le laws of those State(s), and the app e within said State(s) by service of pr	the undersigned and applicant hereby certify that the r such other person designated by law, and the proceeding against the applicant arising out of or in dicant hereby consents that any such action or occess upon said appointee with the same effect as if any self-regulatory organization in connection with
the ap	plicant's broker-dealer activities, o	or of any application for a p		vestor Protection Corporation, may be	e given by registered or certified mail or confirmed
inform	ation and statements contained he	erein, including exhibits atta		herewith, all of which are made a par	nt. The undersigned and applicant represent that the t hereof, are current, true and complete. The accurate and complete.
<b>Date</b> 01/04	<b>мм/dd/үүүү</b> /2021			f <b>Applicant</b> RO MARKETS LLC	
	orized Signatory JALE LAVECCHIA		<b>Title</b> CEO		
Subscr	ibed and sworn before me this	day of	Year by		
	Public nmission expires	_ County of	State of		
			BD - SECURITIES AND EXCHANG	E COMMISSION	
			authority, organization, or <i>jurisdiction</i> in	which the <i>applicant</i> is registered or re	egistering as a broker-dealer.

A. Is applicant registered or regis	stering as a broker-dealer under Se	ection 15(b) or Section 15B of	the Securities Exchange Act of 1934	?	0	0
B. Is applicant registered or registered or registered or dealer?	stering as a broker-dealer under Se	ection 15(b) of the Securities E	Exchange Act of 1934 and also acting	or intending to act as a government securities		•
	stering solely as a government sec	urities broker or dealer under	Section 15C of the Securities Exchan	ge Act of 1934?	0	•
	2C if applicant answered "yes" to It			-	U	٠
•	ies as a government securities brok				0	•
-	-		its registration as a government secu	urities broker or dealer under Section 15C of the		
Exchange Act of 1934. See "Instr		sonsents to the withdrawar or	ns registration as a government sect	intes broker of dealer under Section 15e of the		
		SECURITY FUTURES	PRODUCTS ACTIVITIES			
(Note: The field below is reserved form and content of such reporting		ngle stock futures activities by	registered broker-dealers. This field	cannot be utilized until the SEC approves rules	relating to	the
form and content of such reporting	ig.)					
		BD - SRO /	JURISDICTION			
		BD - SELF REGULAT	ORY ORGANIZATIONS			
FINRA	☐ CBOE BZX	☐ ISE	☐ MIAX OPTIO			
□ BOX	CBOE C2	☐ ISE GEMX ☐ ISE MRX	□ NQX	□ NYSE-NAT		
□ BX □ CBOE	☐ CBOE EDGA ☐ CBOE EDGX	☐ ISE MRX	☐ NYSE ☐ NYSE-AMER	□ NqLX		
CBOE BYX	☐ IEX	□ MEMX	☐ NYSE-ARCA			
E CBOL BIX	LILA	III III IIIA	E NISE-ARCA	☐ MIAX FEARL		
		BD - JUF	RISDICTION			
☐ Alabama	☐ Illinois	s	☐ Montana	☐ Puerto Rico		
☐ Alaska	☐ Indian	ıa	☐ Nebraska	$\square$ Rhode Island		
Arizona Arizona	☐ Iowa		☐ Nevada	South Carolina		
Arkansas	☐ Kansa		New Hampshire	South Dakota		
California	☐ Kentu		New Jersey	☐ Tennessee		
☐ Colorado  ☐ Connecticut	Louisi		☐ New Mexico	☐ Texas ☐ Utah		
	☐ Maine		☐ New York ☐ North Carolina	□ Utan □ Vermont		
District of Columbia	☐ Maryla	and achusetts	☐ North Carolina	□ Vermont □ Virgin Islands		
☐ Florida	☐ Michie		☐ Ohio	□ Virginia		
Georgia	☐ Minne	-	☐ Oklahoma	☐ Washington		
☐ Hawaii	☐ Missis		Oregon	☐ West Virginia		
□ Idaho	☐ Missor	uri	Pennsylvania	Wisconsin		
				☐ Wyoming		
		BD - LEG	GAL STATUS			
<ol> <li>A. Indicate legal status of appli</li> <li>Corporation</li> </ol>	licant:  Sole Proprie	to vale in		Other (specify)		
·	_	•		• Other (specify)		
OPartnership	<b>⊙</b> Limited Liab	ility Company				
B. Month applicant's fiscal yea DECEMBER	r ends:					
C. If other than a sole propriet entity was formed):	tor, indicate date and place applicar	nt obtained its legal status (i.e	., state or country where incorporate	d, where partnership agreement was filed, or v	where <i>appli</i> c	cant
State of formation: Delaware	Country o USA	of formation:	Date of formatio 02/09/2019	on: MM/DD/YYYY		
		. if applicable, Schedule B. Inc		eted as part of all initial applications. Amendme	ents to thes	e
schedules must be provided						
4. If applicant is a sole proprie	etor, state full residence address and	d Social Security Number.				
Social Security Number: Number and Street 1:		Number and St	reet 2:			
City:		State:	Country:	Zip/Postal Code:		
		BD - SU	CCESSION			
"					YES	NO
	is filing succeeding to the business		er-aealer?		•	О
	ssions already reported on Form BL		go 1 Costion III			
If "Yes," contact CRD prior to	submitting form; complete approp	riate items on Schedule D, Pa	ge 1, Section III.			
		BD - ARR	ANGEMENTS			
					Y	es N
5. Does <i>applicant</i> hold or maintai	in any funds or securities or provide	e clearing services for any other	er broker or dealer?		•	0 0
7. Does applicant refer or introdu	ice customers to any other broker of	or dealer?				
	items on Schedule D, Page 1, Sect				•	0 0
, co, complete appropriate	on Juneaule D, raye 1, 3ett	1v, randingement Detail.				

8. Does <i>applicant</i> have any arrangement with any other <i>person</i> , firm, or organization under which:		
A. any books or records of applicant are kept or maintained by such other person, firm or organization?		1
B. accounts, funds, or securities of the applicant are held or maintained by such other person, firm, or organization?		
C. accounts, funds, or securities of customers of the applicant are held or maintained by such other person, firm, or organization?		
For purposes of 8B and 8C, do not include a bank or satisfactory control location as defined in paragraph(c) of Rule 15c3-3 under the Securities Exchange Act of 1934 (17 CFR 240.		
15c3-3). If "Yes" to any part of Item 8, complete appropriate items on Schedule D, Page 1, Section IV, Arrangement Detail.		
. Does any <i>person</i> not named in Item 1 or Schedules A, B, or C, directly or indirectly:		
A. control the management or policies of the applicant through agreement or otherwise?		
B. wholly or partially finance the business of applicant?		
Do not answer "yes" to 9B if the person finances the business of the applicant through: 1) a public offering of securities made pursuant to the Securities Act of 1933; 2) credit extend in the ordinary course of business by suppliers, banks, and others; or 3) a satisfactory subordination agreement, as defined in Rule 15c3-1 under the Securities Exchange Act of 1934 (17 CFR 240. 15c3-1).  If "Yes" to any part of Item 9, complete appropriate items on Schedule D, Page 1, Section IV, Arrangement Detail.		
BD - BUSINESS AFFILIATES		-
BD - Control Affiliates		
	١	١
0. A. Directly or indirectly, does applicant control, is applicant controlled by, or is applicant under common control with, any partnership, corporation, or other organization that is engaged in the securities or investment advisory business?	d	
If "Yes" to Item 10A, complete appropriate items on Schedule D, Page 2, Section V, Firm Affiliates.		
B. Directly or indirectly, is applicant controlled by any bank holding company, national bank, state member bank of the Federal Reserve System, state non-member bank, savings bank association, credit union, or foreign bank?	or	
If "Yes" to Item 10B, complete appropriate items on Schedule D, Page 3, Section VI, Bank Affiliates.		
BD - DISCLOSURE QUESTIONS		
11. Use the appropriate DRP for providing details to "yes" answers to the questions in Item 11. Refer to the Explanation of Terms section of Form BD Instructions for explanations of italici	zed	
CRIMINAL DISCLOSURE		
a. In the past ten years has the applicant or a control affiliate:	v	
		١
(1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign or military court to any felony?		
<ul><li>(1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign or military court to any felony?</li><li>(2) been charged with any felony?</li></ul>	(	(
<ul><li>(1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign or military court to any felony?</li><li>(2) been charged with any felony?</li></ul>	( SS, (	
<ul> <li>(1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign or military court to any felony?</li> <li>(2) been charged with any felony?</li> <li>3. In the past ten years has the applicant or a control affiliate:</li> <li>(1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign or military court to a misdemeanor involving: investments or an investment-related busines or any fraud, false statements or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, extortion, or a conspiracy to commit any of these offenses?</li> </ul>	( SS, (	
<ul> <li>(1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign or military court to any felony?</li> <li>(2) been charged with any felony?</li> <li>3. In the past ten years has the applicant or a control affiliate:         <ul> <li>(1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign or military court to a misdemeanor involving: investments or an investment-related business or any fraud, false statements or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, extortion, or a conspiracy to commit any of these offenses?</li> </ul> </li> <li>(2) been charged with a misdemeanor specified in 11B(1)?</li> </ul> REGULATORY ACTION DISCLOSURE	( 55, (	(
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(2) been charged with any felony? (2) been charged with any felony? (2) been charged with any felony? (3) been convicted of or pied guilty or nolo contendere ("no contest") in a domestic, foreign or military court to a misdemeanor involving: investments or an investment-related busines or any fraud, false statements or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, extortion, or a conspiracy to commit any of these offenses? (2) been charged with a misdemeanor specified in 118(1)?  **REGULATORY ACTION DISCLOSURE**  **CHAST the U.S. Securities and Exchange Commission or the Commodity Futures Trading Commission ever: (1) found the applicant or a control affiliate to have made a false statement or omission? (2) found the applicant or a control affiliate to have been involved in a violation of its regulations or statutes? (3) found the applicant or a control affiliate to have been a cause of an investment-related business having its authorization to do business denied, suspended, revoked, or restricted? (4) entered an order against the applicant or a control affiliate in connection with an investment-related activity? (5) imposed a civil money penalty on the applicant or a control affiliate, or ordered the applicant or a control affiliate to have been involved in a violation of investment-related pushing the paper of a control affiliate to have made a false statement or omission or been dishonest, unfair, or unethical? (2) ever found the applicant or a control affiliate to have been involved in a violation of investment-related pushing its authorization to do business denied, suspended, revoked, or restricted? (4) in the past ten years, entered an order against the applicant or a control affiliate to have been involved in a violation of investment-related business having its authorization to do business denied, suspended, revoked, or restricted? (5) ever denied, suspended, or revoked the applicant or a control affiliate to have been involved in a violation of its rules (other than	Y (1) (2) (3) (4) (4) (4) (4) (4) (4) (4) (4) (4) (4	CC CC YCCCCC CCC CC CC CC

#### FINANCIAL DISCLOSURE I. In the past ten years has the applicant or a control affiliate of the applicant ever been a securities firm or a control affiliate of a securities firm that: YES NO (1) has been the subject of a bankruptcy petition? $\circ$ $\odot$ (2) has had a trustee appointed or a direct payment procedure initiated under the Securities Investor Protection Act? $\odot$ J. Has a bonding company ever denied, paid out on, or revoked a bond for the applicant? $\circ$ $\odot$ K. Does the applicant have any unsatisfied judgments or liens against it? $\circ$ $\odot$

	BD - TYPES OF BUSINESS	
	. Check types of business engaged in (or to be engaged in, if not yet active) by applicant. Do not check any category that accounts for (or is expected revenue from the securities or investment advisory business.	to account for) less than 1% of annual
,	A. Exchange member engaged in exchange commission business other than floor activities.	□емс
	B. Exchange member engaged in floor activities.	□EMF
	C. Broker or dealer making inter-dealer markets in corporate securities over-the-counter.	□IDM
	D. Broker or dealer retailing corporate equity securities over-the-counter.	□BDR
ı	E. Broker or dealer selling corporate debt securities.	□BDD
	F. Underwriter or selling group participant (corporate securities other than mutual funds).	<b></b> USG
	G. Mutual fund underwriter or sponsor.	□MFU
	H. Mutual fund retailer.	□mfR
1	I. 1. U.S. government securities dealer.	□GSD
	2. U.S. government securities broker.	□GSB
:	J. Municipal securities dealer.	□msd
ı	K. Municipal securities broker.	□мsв
ı	L. Broker or dealer selling variable life insurance or annuities.	□vla
	M. Solicitor of time deposits in a financial institution.	□ssL
ı	N. Real estate syndicator.	□RES
	O. Broker or dealer selling oil and gas interests.	□ogi
	P. Put and call broker or dealer or option writer.	□РСВ
	Q. Broker or dealer selling securities of only one issuer or associate issuers (other than mutual funds).	□віа
ı	R. Broker or dealer selling securities of non-profit organizations (e.g., churches, hospitals).	□прв
!	S. Investment advisory services.	□IAD
-	T. 1. Broker or dealer selling tax shelters or limited partnerships in primary distributions.	□тар
	2. Broker or dealer selling tax shelters or limited partnerships in the secondary market.	□tas
	U. Non-exchange member arranging for transactions in listed securities by exchange member.	$\square_{NEX}$
,	V. Trading securities for own account.	□TRA
,	W. Private placement of securities.	₽LA
	X. Broker or dealer selling interests in mortgages or other receivables.	□ <sub>MRI</sub>
,	Y. Broker or dealer involved in a networking, kiosk or similar arrangement with a:	
	1. bank, savings bank or association, or credit union.	□BNA
	2. insurance company or agency	□INA
	Z. Other (give details on Schedule D, Page 1, Section II, Other Business)	<b></b> ОТН
		YES NO
13.	. A. Does applicant effect transactions in commodity futures, commodities or commodity options as a broker for others or as a dealer for its own account.	ount? O •
	B. Does applicant engage in any other non-securities business?	o •
	If "yes", describe each other business briefly on Schedule D, Page 1, Section II, Other Business.	

## BD - DIRECT OWNERS/EXECUTIVE OFFICERS

Are there any indirect owners of the applicant required to be reported on Schedule B? ⊙ Yes C No

Ownership Codes:	NA	- less than 5%	В	- 10% but less than 25%	D	- 50% but less than 75%
	A	- 5% but less than 10%	c	- 25% but less than 50%	E	- 75% or more

Full Legal Name DE/FE/		Title or Status Da		Own.	Control		CRD #(or S.S.No., IRS Tax #, Emp.	
			Acquired	Code	Person		ID)	
AHMED, MUBARAK SEASTRES	I	FINOP	12/2020	NA	N	N	5083551	
KTTB LLC	DE	SHAREHOLDER	11/2008	NA	N	N	20-8632155	
LAVECCHIA, PASQUALE MARIO	I	CHIEF EXECUTIVE OFFICER AND CHIEF COMPLIANCE OFFICER CCO	11/2008	NA	Υ	N	2403011	

OASIS PRO, INC.	DE	SHAREHOLDER	02/2019	E	Υ	N	83-3642477
PATEL, AKASH CHANDU	I	PRINCIPAL	10/2020	NA	Υ	N	4712890

#### **BD - INDIRECT OWNERS**

Ownership Codes:	C - 25% but less than 50%	E - 75% or more
	D - 50% but less than 75%	F - Other General Partners

Full Legal Name	DE/FE/I	Entity in Which Interest is Owned	Status	Date Acquired	Own. Code	Control Person	PR CRD # (or SSN, IRS Tax #, Emp. ID)
DI PRISCO, GREGORY	I	OASIS PRO, INC.	CEO/SHAREHOLDER	04/2019	С	Υ	N 7185381
LAVECCHIA, PASQUALE MARIO	I	OASIS PRO, INC.	SHAREHOLDER	04/2019	F	Υ	N 2403011
QUINTILIAN, JOSEPH MORROW	I	OASIS PRO, INC.	SHAREHOLDER	04/2019	С	Υ	N 4195337

#### BD Schedule C - Amendments to Schedules A & B

In the Type of Amd. column, ind	In the Type of Amd. column, indicate "A" (addition), "D" (deletion), or "C" (change of information about the same person).										
Ownership Codes are:	NA - less than 5%	B - 10% but less than 25%	D - 50% but less than 75%	F - Other General Partners							
	A - 5% but less than 10%	C - 25% but less than 50%	E - 75% or more								

#### List below all changes to Schedule A: (DIRECT OWNERS AND EXECUTIVE OFFICERS)

Full Legal Name	DE/FE/I	Type of	Title or Status	Date	Own.	Control	PR	CRD # (or SSN, IRS Tax #, Emp.
		Amd.		Acquired	Code	Person		ID)
AHMED, MUBARAK SEASTRES	I	A	FINOP	12/2020	NA	N	N	5083551
LAVECCHIA, PASQUALE MARIO	I	С	CHIEF EXECUTIVE OFFICER AND CHIEF COMPLIANCE OFFICER CCO	11/2008	NA	Υ	N	2403011
PATEL, AKASH CHANDU	I	Α	PRINCIPAL	10/2020	NA	Υ	N	4712890

#### List below all changes to Schedule B: (INDIRECT OWNERS)

Full Legal Name	DE/FE/I	Type of	Entity in Which Interest is	Status	Date	Own.	Control	PR	CRD # (or SSN, IRS Tax #, Emp.
		Amd.	Owned		Acquired	Code	Person		ID)
LAVECCHIA, PASQUALE MARIO	I	А	OASIS PRO, INC.	SHAREHOLDER	04/2019	F	Y	N	2403011

# **BD - OTHER BUSINESS NAMES**

#### No Information Filed

#### **BD - OTHER BUSINESS**

#### Briefly describe any other business (Item 12Z).

M&A SERVICES, INCLUDING ADVISORY SERVICES OR FAIRNESS OPINIONS. OPERATE AN ALTERNATIVE TRADING SYSTEM (ATS) PLATFORM THAT MATCHES BUYERS AND SELLERS (ON AN AGENCY BASIS) OF REGISTERED AND UNREGISTERED EXEMPT SECURITIES THAT MAY BE REPRESENTED ON A BLOCKCHAIN IN DIGITAL FORM; AS WELL AS OVER-THE-COUNTER ("OTC") CORPORATE EQUITY AND DEBT SECURITIES.

Briefly describe any other non-securities business (Item 13B).

## **BD - SUCCESSIONS**

Date of Succession: MM/DD/YYYY 02/07/2019

Name of Predecessor: LAVECCHIA CAPITAL LLC

Firm CRD Number 149420

IRS Employer Identification Number (if any)

80-0306517

SEC File Number (if any)

8- 68164

Briefly describe details of the succession including any assets or liabilities not assumed by the successor.

DELAWARE LLC ASSUMED ALL THE ASSETS AND LIABILITIES FROM THE PREDECESSOR CONNECTICUT LLC ON 2/9/2019. AT THE TIME OF THE SUCCESSION, THE OWNERSHIP AND CONTROL HAD NOT CHANGED. ON 2/9/2019, A MINORITY OWNER (24%) WAS ADDED TO LAVECCHIA CAPITAL LLC.

#### **BD - ARRANGEMENTS / CONTROL PERSONS / FINANCING**

#### **No Information Filed**

**BD - AFFILIATES** 

**No Information Filed** 

**BD - BRANCHES** 

**No Information Filed** 

**BD - CRIMINAL DRP** 

No Information Filed

**BD - REGULATORY ACTION DRP** No Information Filed

**BD - CIVIL JUDICIAL DRP** No Information Filed

**BD - BANKRUPTCY DRP** 

No Information Filed

**BD - BOND DRP** 

No Information Filed

**BD - JUDGMENT LIEN DRP** 

No Information Filed

BD Number: 295624

Primary Business Name: OMNIEX SERVICES, LLC

BD - INITIAL 04/12/2018

			BD - APPLICANT INFORMATION		
OMB N	lumber	3235-0012			
Estima Respo	ated average burden hours per: nse	2.75			
	provisions of law applying to t administrative, injunctive or c	the conduct of business as a broker- criminal action.	dealer would violate the Federal securi		
				т	
1. Ex	act name, principal business address	s, mailing address, if different, and to	elephone number of applicant:		
A.	Full name of applicant(if sole proposition of the p	prietor, state last, first and middle nam	ne):		
В.	IRS Empl. Ident. No.: 82-4843236				
C.	(1) Name under which broker-dea OMNIEX SERVICES, LLC	ler business primarily is conducted,	if different from Item 1A.		
	(2) List on Schedule D, Page 1, Se	ection I, Other Business Names any	other name by which the firm conducts	business and where it is used.	
D.			e new name and specify whether the na	me change is of the	
E.	· ·	P.O. Box)			
	Number and Street 1: 333 BRYANT ST		Number and Street 2: STE 310		
	City: SAN FRANCISCO	and hours per:    273			
F					
	Number and Street 1:		Number and Street	2:	
	City:	State:	Country:	Zip/Postal Code:	
G.	(g. Spillurs in user this term current and to file Ansusta supplementary blammaton on a triangly basis, or the foliated securities and provisions of all seeplings to the conduct of business as a breaker-desire would voiding the foliated securities and provisions and separate propriets of the securities of business are breaker-desired would voiding the foliated securities and the favor of the favorable town and securities and securities and the favorable town and the favorable t				
н.	Contact Employee:				
	Name: JOHN BURNETT		CER		
			BD - EXECUTION		
For the application success conner process applications.	ant is in compliance with applicable s scors in such office, attorney for the ction with the offer or sale of securiti- eding against the applicant may be cant ant were a resident in said State(s) a	state surety bonding requirements a applicant in said State(s), upon who ies or commodities, or out of the vio ommenced in any court of competer and had lawfully been served with pr	nd irrevocably appoint the administrate m may be served any notice, process, lation or alleged violation of the laws o nt jurisdiction and proper venue within rocess in said State(s).	or of each of those State(s) or such other person design or pleading in any action or <i>proceeding</i> against the <i>app</i> f those State(s), and the <i>applicant</i> hereby consents that said State(s) by service of process upon said appointed	nated by law, and the olicant arising out of or in at any such action or with the same effect as if
the ap	plicant's broker-dealer activities, or	of any application for a protective de	ecree filed by the Securities Investor Pr	otection Corporation, may be given by registered or ce	
inform	ation and statements contained here	ein, including exhibits attached here	to, and other information filed herewith	n, all of which are made a part hereof, are current, true	
	MM/DD/YYYY 1/2018				
	orized Signatory BURNETT			E OFFICER	
Subsci	ribed and sworn before me this	day of			
	Public	County of State of	of		
		BD -	SECURITIES AND EXCHANGE COMM	IISSION	
			-	e applicant is registered or registering as a broker-dea	ler.

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8. Does applicant have any arrangement with any other person, firm, or organization under which:			
A. any books or records of <i>applicant</i> are kept or maintained by such other <i>person</i> , firm or organization?	_	5 6	۰
B. accounts, funds, or securities of the <i>applicant</i> are held or maintained by such other <i>person</i> , firm, or organization?			
	C	0 6	•
C. accounts, funds, or securities of customers of the <i>applicant</i> are held or maintained by such other <i>person</i> , firm, or organization?	C	9	•
For purposes of 8B and 8C, do not include a bank or satisfactory control location as defined in paragraph(c) of Rule 15c3-3 under the Securities Exchange Act of 1934 (17 CFR 240. 15c3-3).			
If "Yes" to any part of Item 8, complete appropriate items on Schedule D, Page 1, Section IV, Arrangement Detail.			
9. Does any <i>person</i> not named in Item 1 or Schedules A, B, or C, directly or indirectly:			-
A. <i>control</i> the management or policies of the <i>applicant</i> through agreement or otherwise?			
	C	9 6	9
B. wholly or partially finance the business of applicant?	C	9	•
Do not answer "yes" to 9B if the person finances the business of the applicant through: 1) a public offering of securities made pursuant to the Securities Act of 1933; 2) credit extende in the ordinary course of business by suppliers, banks, and others; or 3) a satisfactory subordination agreement, as defined in Rule 15c3-1 under the Securities Exchange Act of 1934	ed:		
(17 CFR 240. 15c3-1). If "Yes" to any part of Item 9, complete appropriate items on Schedule D, Page 1, Section IV, Arrangement Detail.			
BD - BUSINESS AFFILIATES  BD - Control Affiliates			
	YE	ES N	ю
10. A. Directly or indirectly, does applicant control, is applicant controlled by, or is applicant under common control with, any partnership, corporation, or other organization that is engaged in the securities or investment advisory business?	0	•	
If "Yes" to Item 10A, complete appropriate items on Schedule D, Page 2, Section V, Firm Affiliates.			
B. Directly or indirectly, is applicant controlled by any bank holding company, national bank, state member bank of the Federal Reserve System, state non-member bank, savings bank of the state of the Federal Reserve System, state non-member bank, savings bank of the Federal Reserve System, state non-member bank, savings bank of the Federal Reserve System, state non-member bank, savings bank of the Federal Reserve System, state non-member bank, savings bank of the Federal Reserve System, state non-member bank, savings bank of the Federal Reserve System, state non-member bank, savings bank of the Federal Reserve System, state non-member bank, savings bank of the Federal Reserve System, state non-member bank, savings bank of the Federal Reserve System, state non-member bank, savings bank of the Federal Reserve System, state non-member bank, savings bank of the Federal Reserve System, state non-member bank, savings bank of the Federal Reserve System, state non-member bank, savings bank of the Federal Reserve System, state non-member bank of the Federal Reserve System, state non-member bank of the Federal Reserve System of the Federa	or 🗢		
association, credit union, or foreign bank?	- 0		,
If "Yes" to Item 10B, complete appropriate items on Schedule D, Page 3, Section VI, Bank Affiliates.			
DD DYSGLOGUDE OUESTERNS			
BD - DISCLOSURE QUESTIONS  11. Use the appropriate DRP for providing details to "yes" answers to the questions in Item 11. Refer to the Explanation of Terms section of Form BD Instructions for explanations of italicize	ed te	rms	
CRIMINAL DISCLOSURE			
A. In the past ten years has the applicant or a control affiliate:	ΥF	S N	0
(1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign or military court to any felony?	0	_	
(2) been <i>charged</i> with any <i>felony</i> ?	0	•	,
B. In the past ten years has the applicant or a control affiliate:  (1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign or military court to a misdemeanor involving: investments or an investment-related business	s, O	•	,
or any fraud, false statements or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, extortion, or a conspiracy to commit any of these offenses?  (2) been charged with a misdemeanor specified in 11B(1)?	0		
REGULATORY ACTION DISCLOSURE		•	
C. Has the U.S. Securities and Exchange Commission or the Commodity Futures Trading Commission ever:	YE	S N	0
(1) found the applicant or a control affiliate to have made a false statement or omission?	0	•	,
(2) found the applicant or a control affiliate to have been involved in a violation of its regulations or statutes?	0	•	,
(3) found the applicant or a control affiliate to have been a cause of an investment-related business having its authorization to do business denied, suspended, revoked, or restricted?	0	•	1
(4) entered an <i>order</i> against the <i>applicant</i> or a <i>control affiliate</i> in connection with an <i>investment-related</i> activity?  (5) imposed a civil money penalty on the <i>applicant</i> or a <i>control affiliate</i> , or <i>ordered</i> the <i>applicant</i> or a <i>control affiliate</i> to cease and desist from any activity?	0		
D. Has any other federal regulatory agency, any state regulatory agency, or foreign financial regulatory authority:	0	⊚	2
(1) ever <i>found</i> the <i>applicant</i> or a <i>control affiliate</i> to have made a false statement or omission or been dishonest, unfair, or unethical?	0	•	,
(2) ever found the applicant or a control affiliate to have been involved in a violation of investment-related regulations or statutes?	0	œ	,
(3) ever found the applicant or a control affiliate to have been a cause of an investment-related business having its authorization to do business denied, suspended, revoked, or restricted?	0	•	,
(4) in the past ten years, entered an <i>order</i> against the <i>applicant</i> or a <i>control affiliate</i> in connection with an <i>investment-related</i> activity?	0	•	,
(5) ever denied, suspended, or revoked the applicant's or a control affiliate's registration or license or otherwise, by order, prevented it from associating with an investment-related business or restricted its activities?	0	•	,
E. Has any self-regulatory organization or commodities exchange ever:			
(1) found the applicant or a control affiliate to have made a false statement or omission?  (2) found the applicant or a control affiliate to have been involved in a violation of its rules (other than a violation designated as a "minor rule violation" under a plan approved by the	0		
U.S. Securities and Exchange Commission)? (3) found the applicant or a control affiliate to have been the cause of an investment-related business having its authorization to do business denied, suspended, revoked, or restricted?	0		
(4) disciplined the applicant or a control affiliate by expelling or suspending it from membership, barring or suspending its association with other members, or otherwise restricting its	0	_	
activities?  F. Has the applicant's or a control affiliate's authorization to act as an attorney, accountant, or federal contractor ever been revoked or suspended?			
G. Is the applicant or a control affiliate now the subject of any regulatory proceeding that could result in a "yes" answer to any part of 11C, D, or E?	0		
CIVIL JUDICIAL ACTION DISCLOSURE			
H. (1) Has any domestic or foreign court:	ΥE	S N	0
(a) in the past ten years, enjoined the applicant or a control affiliate in connection with any investment-related activity?	0	•	,
(b) ever found that the applicant or a control affiliate was involved in a violation of investment-related statutes or regulations?	0		
(c) ever dismissed, pursuant to a settlement agreement, an investment-related civil action brought against the applicant or control affiliate by a state or foreign financial regulatory authority?	О	•	
(2) Is the applicant or a control affiliate now the subject of any civil proceeding that could result in a "yes" answer to any part of 11H(1)?	О	•	
FINANCIAL DISCLOSURE			
I. In the past ten years has the applicant or a control affiliate of the applicant ever been a securities firm or a control affiliate of a securities firm that:	YES	NC	۱ (

	(1) has been the subject of a bankruptcy petition?		5	•	I
	(2) has had a trustee appointed or a direct payment procedure initiated under the S	securities Investor Protection Act?	5	•	
J.	J. Has a bonding company ever denied, paid out on, or revoked a bond for the applicant	?	5	•	
K	K. Does the applicant have any unsatisfied judgments or liens against it?		5	•	

#### **BD - TYPES OF BUSINESS**

		YES NO
Z.	Other (give details on Schedule D, Page 1, Section II, Other Business)	<b>⊠отн</b>
	2. insurance company or agency	□INA
	1. bank, savings bank or association, or credit union.	□BNA
Y.	Broker or dealer involved in a networking, kiosk or similar arrangement with a:	
х.	Broker or dealer selling interests in mortgages or other receivables.	□MRI
W.	Private placement of securities.	PLA
V.	Trading securities for own account.	□TRA
U.	Non-exchange member arranging for transactions in listed securities by exchange member.	NEX
	2. Broker or dealer selling tax shelters or limited partnerships in the secondary market.	□TAS
T.	1. Broker or dealer selling tax shelters or limited partnerships in primary distributions.	ПТАР
S.	Investment advisory services.	□ <b>IAD</b>
R.	Broker or dealer selling securities of non-profit organizations (e.g., churches, hospitals).	ПNРВ
Q.	Broker or dealer selling securities of only one issuer or associate issuers (other than mutual funds).	□віа
P.	Put and call broker or dealer or option writer.	□РСВ
0.	Broker or dealer selling oil and gas interests.	□ogi
N.	Real estate syndicator.	RES
М.	Solicitor of time deposits in a financial institution.	□ssl
L.	Broker or dealer selling variable life insurance or annuities.	□ <b>VLA</b>
K.	Municipal securities broker.	□MSB
J.	Municipal securities dealer.	□MSD
	2. U.S. government securities broker.	□GSB
I.	1. U.S. government securities dealer.	□GSD
Н.	Mutual fund retailer.	MFR
G.	Mutual fund underwriter or sponsor.	□MFU
F.	Underwriter or selling group participant (corporate securities other than mutual funds).	□usg
E.	Broker or dealer selling corporate debt securities.	□вDD
D.	Broker or dealer retailing corporate equity securities over-the-counter.	□BDR
C.	Broker or dealer making inter-dealer markets in corporate securities over-the-counter.	□IDM
В.	Exchange member engaged in floor activities.	□емғ
Α.	Exchange member engaged in exchange commission business other than floor activities.	□емс
	eck types of business engaged in (or to be engaged in, if not yet active) by applicant. Do not check any category that accounts for (or is expected to account for) less that enue from the securities or investment advisory business.	n 1% of annual

		YES	S NO	
13.	. A. Does applicant effect transactions in commodity futures, commodities or commodity options as a broker for others or as a dealer for its own account?	0	•	
	B. Does applicant engage in any other non-securities business?	0	•	
	If "yes", describe each other business briefly on Schedule D, Page 1, Section II, Other Business.			

## BD - DIRECT OWNERS/EXECUTIVE OFFICERS

Are there any indirect owners of the *applicant* required to be reported on Schedule B?

• Yes • No

Ownership Codes:	NA	- less than 5%	В	- 10% but less than 25%	D	- 50% but less than 75%
	Α	- 5% but less than 10%	С	- 25% but less than 50%	E	- 75% or more

Full Legal Name	DE/FE/I	Title or Status	<b>Date Acquired</b>	Own. Code	<b>Control Person</b>	PR	CRD #(or S.S.No., IRS Tax #, Emp. ID)
JOHN BURNETT	I	CHIEF EXECUTIVE OFFICER AND CHIEF COMPLIANCE OFFICER	03/2018	NA	Υ	N	xxx-xx-xxxx
OMNIEX HOLDINGS, INC.	DE	SHAREHOLDER	03/2018	E	Υ	N	82-2972705

### **BD - INDIRECT OWNERS**

Ownership Codes:	C - 25% but less than 50%	E - 75% or more
	D - 50% but less than 75%	F - Other General Partners

Full Legal Name	DE/FE/	I Entity	in Which	Interest is	Owned	Status		Date Acquired	Own. Code	Control Perso	n PR CRD # (or SSN, IRS Tax #, Emp. ID)
IU LIANG	I	OMNIE	X HOLDING	S, INC.		CHIEF E	EXECUTIVE OFFICER	09/2017	С	Υ	xxx-xx-xxxx
					В	D Sche	dule C - Amendment	s to Schedules A	& B		
n the Type of Amd. co	lumn, indic	ate "A" (add	ition), "D" (de	eletion), or "C"	(change of inf	ormation	about the same person).				
Ownership Codes ar	e:	NA	- less than	5%		B - 1	10% but less than 25%	D -	50% but less th	nan 75%	F - Other General Partners
		A	- 5% but le	ess than 10%		C - 2	25% but less than 50%	E -	75% or more		
ist below all change	s to Sche	dule A: (DI	RECT OWNE	RS AND EXEC	JTIVE OFFIC	ERS)					
ull Legal Name	DE	/FE/I	Type of A	ımd. T	itle or Stat	us	Date Acquired	Own. Code	Control Pers	son PR	CRD # (or SSN, IRS Tax #, Emp. ID)
							No Informati	on Filed			
ist below all change	s to Sche	dule B: (IN	DIRECT OW	NERS)							
ull Legal Name	DE/FE	/I Type	of Amd.	Entity in V	hich Inter	est is C	Owned Status D	ate Acquired (	Own. Code	Control Person	PR CRD # (or SSN, IRS Tax #, Emp. ID)
							No Information	on Filed			
							BD - OTHER BUSINI	ESS NAMES			
							No Informati				
							BD - OTHER BUS	SINESS			
Briefly describe a											
BROKER OPERATIN	G AN ONI	LINE PLAT	FORM USED	TO FACILIT	ATE THE TR	ADING	OF CRYPTO ASSETS BE	TWEEN INSTITUTI	ONAL BUYERS	AND SELLERS.	
Briefly describe a	ny other	non-sec	urities bus	iness (Iter	1 13B).						
							BD - SUCCESS	TONE			
Date of Succession	n: MM/D	D/YYYY			Name of	Prede		IONS			
	, -	,									
Firm CRD Numbe	r				IRS Emp	loyer 1	Identification Numbe	r (if any)			SEC File Number (if any) 3-
riefly describe d	etails of	the succ	ession inc	luding any	assets or li	abilitie	s not assumed by th	e successor.			
					BD - 4	RRANG	GEMENTS / CONTROL	PERSONS / ETN	ANCING		

**No Information Filed** 

**BD - AFFILIATES** 

**No Information Filed** 

**BD - BRANCHES** 

**No Information Filed** 

**BD - CRIMINAL DRP** 

No Information Filed

**BD - REGULATORY ACTION DRP** 

No Information Filed

**BD - CIVIL JUDICIAL DRP** 

No Information Filed

**BD - BANKRUPTCY DRP** 

No Information Filed

BD - BOND DRP

No Information Filed

**BD - JUDGMENT LIEN DRP** No Information Filed

BD Number: 311636

Primary Business Name: PROMETHEUM EMBER ATS INC.

BD - AMENDMENT

07/13/2021

			BD - APPLICANT INFORMATION	
OMB N	lumber	3235-0012		
Estima	s ted average burden hours per: nse Iment	2.75		
	provisions of law applying to administrative, injunctive or	the conduct of business a criminal action.	s a broker-dealer would violate the Federal securit	failure to keep accurate books and records or otherwise to comply with the cies laws and the laws of the <i>jurisdictions</i> and may result in disciplinary,
INTE	ITIONAL MISSTATEMENTS OR (	DMISSIONS OF FACTS M	AY CONSTITUTE CRIMINAL VIOLATIONS.	
			○ APPLICATION <sup>®</sup> AMENDMEN	T
1. Ex	act name, principal business addre	ss, mailing address, if diffe	erent, and telephone number of applicant:	
A.	Full name of applicant(if sole population of applicant)	oprietor, state last, first and	middle name):	
В.	IRS Empl. Ident. No.: 83-0625916			
C.	(1) Name under which broker-deprometheum EMBER ATS II		conducted, if different from Item 1A.	
	(2) List on Schedule D, Page 1,	Section I, Other Business N	Names any other name by which the firm conducts	business and where it is used.
D.	If this filing makes a name chang  applicant name (1A) or  Please check above.		t, enter the new name and specify whether the na	me change is of the
E.	Firm main address: (Do not use Number and Street 1: 120 WALL STREET	a P.O. Box)	Number and Street 2: 25TH FLOOR	
	City: NEW YORK	<b>State:</b> New York	Country: UNITED STATES	Zip/Postal Code: 10005
F.	Mailing Address, if different: Number and Street 1:		Number and Street 2:	
	120 WALL STREET  City:	State:	25TH FLOOR  Country:	Zip/Postal Code:
G.	NEW YORK  Business Telephone Number: 212-514-8369	New York	UNITED STATES	10005
н.	Contact Employee:			
	Name: BENJAMIN S. KAPLAN		Title: OUTSIDE COUNSEL	Telephone Number: 2122691400
			BD - EXECUTION	
For the application of the appli	ant is in compliance with applicable sors in such office, attorney for the cition with the offer or sale of secu- iding against the applicant may be- ant were a resident in said State(s applicant consents that service of an	e state surety bonding reque e applicant in said State(s) ities or commodities, or ou commenced in any court of and had lawfully been ser y civil action brought by or	irements and irrevocably appoint the administrator, upon whom may be served any notice, process, it of the violation or alleged violation of the laws of competent jurisdiction and proper venue within eved with process in said State(s).	securities or commodities, the undersigned and applicant hereby certify that the or of each of those State(s) or such other person designated by law, and the or pleading in any action or proceeding against the applicant arising out of or in f those State(s), and the applicant hereby consents that any such action or said State(s) by service of process upon said appointee with the same effect as if d Exchange Commission or any self-regulatory organization in connection with
			rotective decree filed by the Securities Investor Pr or mailing address if different, given in Items 1E a	otection Corporation, may be given by registered or certified mail or confirmed nd 1F.
inform	ation and statements contained he	erein, including exhibits att	ached hereto, and other information filed herewith	the authority of, said applicant. The undersigned and applicant represent that the i, all of which are made a part hereof, are current, true and complete. The such information is currently accurate and complete.
<b>Date</b> 07/13	MM/DD/YYYY /2021		<b>Name of Applica</b> PROMETHEUM EM	
	orized Signatory BRICKNER		Title CCO	
Subscr	ibed and sworn before me this	day of	Year by	
	Public	6		
My cor	nmission expires	County of		
2. Ind	cate by checking the appropriate I	oox(es) each governmental	BD - SECURITIES AND EXCHANGE COMM authority, organization, or <i>jurisdiction</i> in which th	ISSION  e applicant is registered or registering as a broker-dealer.
			d answer Items 2A through 2D below.	,

The contact of a requestric as a protection of a contact of accounts trained in contact of accounts of accounts of accounts to account of accounts of accounts of accounts to account of accounts of account of accounts of account of acc	A. Is <i>applicant</i> registered or regis	stering as a broker-dealer under Se	ection 15(b) or Section 15B of	the Securities Exchange Act of 1934	?	0	0
The contribution of registroting galage as a general searchies broker or seator under Section 19C of this Societies Biomerace Act of 1974 (  The contribution of the contribution of the contribution of the registration of the r		stering as a broker-dealer under Se	ection 15(b) of the Securities E	exchange Act of 1934 and also acting	or intending to act as a government securities		•
Consideration Control		stering <u>solely</u> as a government sect	urities broker or dealer under !	Section 15C of the Securities Exchan	ge Act of 1934?	0	•
La Supplicance causaring its advolvables as a government securities broken or deader?    Security FUTURES PRODUCTS ACTIVITES   SECURITY FUTURES PR	Do not answer "ves" to Item 2	C if applicant answered "ves" to It	em 2A or Item 2B.			·	
SECURITY FUTURES PRODUCTS ACTIVITIES    SECURITY FUTURES PRODUCTS ACTIVITIES						0	
SECURITY FUTURES PRODUCTS ACTIVITIES  the field boton is reserved accidately for the reporting of allied stank futures activities by registered broken-relaters. This field cannot be stilled until the SEC approves rules relating to the name accidance of each reporting.  BO - SECURITY SULFANCIANTS  BO - SULFANCIA	If applicant answers "ves" to Item	ns 2A and 2D. applicant expressly (	consents to the withdrawal of	its registration as a government secu	urities broker or dealer under Section 15C of the		
THE TOP And ballow is reserved excludately for the reporting of single stock flutures activities by registered tracer the willied until the SFC approves rules relating to the mand contents at autor reporting.)  ### SPC - SELF RECOLATION ORGANIZATIONS    FIREA     CACOF RZX				to registration as a government seed	The state of dedict and section 150 of the		
BD - SRO / JURISDICTION			SECURITY FUTURES	PRODUCTS ACTIVITIES			
Files   Cancer R70   JURISDICTION   PROPERTY   CANCER			ngle stock futures activities by	registered broker-dealers. This field	cannot be utilized until the SEC approves rules	relating to	the
BD-SELF RECULATORY ORGANIZATIONS    CROP CZ	orm and content of such reportin	ig.)					
FRIERA   CAMP			BD - SRO / :	JURISDICTION			
BOX   GBC CQ   ISE GBMX   NOX   INTSE-NAT   NOX   INTSENAT   NOX   INTSE-NAT   NOX   INTSENAT			BD - SELF REGULAT	ORY ORGANIZATIONS			
CODE EDGA   125 FMRX   NYSE ARCA   NYSE	<b>☑</b> FINRA						
COOPE PIVY   FIVY   MIRKY	□ BOX						
BB-JURISOLITION    BB-JURISOLITION   Part ID RICE   BB-JURISOLITION   Part ID RICE   Allegary					·		
Milabarna   Tillinos   Professor   Protecto Room   Protector Room							
Alabama	COOL DIX	LILA	I MEMY	LINTSE-AKCA			
Alaska       Indiana     Nebraska     Rhode Island   Arzona   Arzona     Rhode Island   Arzona			BD - JUR	ISDICTION			
Arzona	☐ Alabama	☐ Illinois	S	☐ Montana	Puerto Rico		
Arkamase   Kansase   Romase	Alaska		na				
California Colorado Connecticut Platine Platin Platine Platine Platine Platine Platine Platine Platine Platine	Arizona Arizona						
Colorago	Arkansas						
Marke   Mark							
Dalaware   Haryland   North Carolina   Generot Haryland   North Dalaware   Georgia   Haryland   Motholiands   Michigan   Ohio   Giviginia Islands   Michigan   Ohio   Giviginia Islands   Michigan   Ohio   Georgia   Michigan   Oregon   West-Virginia (Mississippi   Oregon   West-Virginia (Wisconsin   Mississippi   Other (specify)   Mississippi   Other (specify)   Other (							
District of Columbia   Massachusets   Mostro Diskota   Virgin Islands   Florids   Michigan   Mich							
FilerIda   Minimesota   Oldahoma   Washington   Washing							
Messair   Mess	□ Florida						
Idaho	☐ Georgia	☐ Minne	sota	Oklahoma	☐ Washington		
BD - LEGAL STATUS  A. Indicate legal status of applicant:  © Corporation  © Sole Proprietorship  C Limited Liability Company  B. Month applicant's fiscal year ends: DECEMBER  C. If other than a sole proprietor, indicate date and place applicant obtained its legal status (i.e., state or country where incorporated, where partnership agreement was filed, or where applicant entity was formed):  State of formation: New York  State of Commation: New York  USA  Schedule A, Direct Owners and Executive Officers Section and, if applicable, Schedule B, Indirect Owners Section must be completed as part of all initial applications. Amendments to these schedules must be provided on Schedule C.  If applicant is a sole proprietor, state full residence address and Social Security Number:  It applicant is a sole proprietor, state full residence address and Social Security Number:  It applicant is a sole proprietor, state full residence address and Social Security Number:  It applicant is a sole proprietor, state full residence address and Social Security Number:  It applicant is the time of this filing succeeding to the business of a currently registered broker-dealer?  BD - SUCCESSION  If Yes, "contact CRD prior to submitting form; complete appropriate items on Schedule D, Page 1, Section III.  BD - ARRANGEMENTS  Vers.  Does applicant hold or maintain any funds or securities or provide clearing services for any other broker or dealer?  C. If Yes, "contact CRD prior to submitting form; complete appropriate items on Schedule D, Page 1, Section III.	☐ Hawaii	Missis	sippi	☐ Oregon	West Virginia		
BD - LEGAL STATUS  A. Indicate legal status of applicant:  G Corporation C Sole Proprietorship C Initiated Liability Company B. Month applicant's fiscal year ends:  DECEMBER C. If other than a sole proprietor, indicate date and place applicant obtained its legal status (i.e., state or country where incorporated, where partnership agreement was filed, or where applicant entity was formeds):  State of formation: New York Schedule A, Direct Owners and Executive Officers Section and, if applicable, Schedule B, Indirect Owners Section must be completed as part of all initial applications. Amendments to these schedules must be provided on Schedule C.  If applicant is a sole proprietor, state full residence address and Social Security Number:  State:  State:  State: St	☐ Idaho	☐ Missor	uri	☐ Pennsylvania			
Corporation Corpor			BD - LEG	AL STATUS			
E. Month applicant's fiscal year ends: DECEMBER C. If other than a sole proprietor, indicate date and place applicant obtained its legal status (i.e., state or country where incorporated, where partnership agreement was filed, or where applicant entity was formed):  State of formation: New York USA Country of formation: USA Schedule A, Direct Owners and Executive Officers Section and, if applicable, Schedule B, Indirect Owners Section must be completed as part of all initial applications. Amendments to these schedules must be provided on Schedule C.  If applicant is a sole proprietor, state full residence address and Social Security Number: Imber and Street 1: Number and Street 2: Institute of this filing succeeding to the business of a currently registered broker-dealer?  Sapplicant at the time of this filing succeeding to the business of a currently registered broker-dealer?  BD - ARRANGEMENTS  BD - ARRANGEMENTS  Test  BD - ARRANGEMENTS  C. G. C.	3. A. Indicate legal status of appli	icant:					
B. Month applicant's fiscal year ends: DECEMBER  C. If other than a sole proprietor, indicate date and place applicant obtained its legal status (i.e., state or country where incorporated, where partnership agreement was filed, or where applicant entity was formed):  State of formation: New York  USA  Country of formation: Description: Descr	<b>⊙</b> Corporation	○Sole Proprie	torship		Other (specify)		
DECEMBER C If other than a sole proprietor, indicate date and place applicant obtained its legal status (i.e., state or country where incorporated, where partnership agreement was filed, or where applicant entity was formed):  State of formation:  New York  Schedule A, Direct Owners and Executive Officers Section and, if applicable, Schedule B, Indirect Owners Section must be completed as part of all initial applications. Amendments to these schedulers must be provided on Schedule C.  If applicant is a sole proprietor, state full residence address and Social Security Number:  In applicant is a sole proprietor, state full residence address and Social Security Number.  State:  Country:  State:  Country:  Zip/Postal Code:  YES NO  Is applicant at the time of this filing succeeding to the business of a currently registered broker-dealer?  On not report previous successions already reported on Form BD.  If "Yes," contact CRD prior to submitting form; complete appropriate items on Schedule D, Page 1, Section III.  BD - ARRANGEMENTS  Yes I  Does applicant notion or maintain any funds or securities or provide clearing services for any other broker or dealer?  Composes applicant refer or introduce customers to any other broker or dealer?	Opartnership	CLimited Liab	ility Company				
C. If other than a sole proprietor, indicate date and place applicant obtained its legal status (i.e., state or country where incorporated, where partnership agreement was filed, or where applicant entity was formed):  State of formation:  New York  Country of formation:  Date of formation: MM/DD/YYYY 02/27/2018  Schedule A, Direct Owners and Executive Officers Section and, if applicable, Schedule B, Indirect Owners Section must be completed as part of all initial applications. Amendments to these schedules must be provided on Schedule C.  If applicant is a sole proprietor, state full residence address and Social Security Number:  In applicant is a sole proprietor, state full residence address and Social Security Number:  In applicant at the time of this filing succeeding to the business of a currently registered broker-dealer?  Do not report previous successions already reported on Form BD.  If "Yes," contact CRD prior to submitting form; complete appropriate items on Schedule D, Page 1, Section III.  BD - ARRANGEMENTS  Yes In Does applicant not not maintain any funds or securities or provide clearing services for any other broker or dealer?  Country where incorporated, where partnership agreement was filed, or where applicant enters of 2/27/2018  Date of formation: MM/DD/YYYY 02/27/2018  Schedule A, Direct Owners and Executive Officers Section and, if applicable, Schedule B, Indirect Owners Section must be completed as part of all initial applications. Amendments to these schedule B, Indirect Owners Section must be completed as part of all initial applications. Amendments to these schedule B, Indirect Owners Section must be completed as part of all initial applications. Amendments to these schedule B, Indirect Owners Section must be completed as part of all initial applications. Amendments to these schedules appared to 2 in applicant of a part of all initial applications. Amendments to these schedules appared to 3 in applicant of a part of all initial applications. Amendments to these schedules appared to 3 i		ends:					
State of formation: New York  State of formation: New York  Schedule A, Direct Owners and Executive Officers Section and, if applicable, Schedule B, Indirect Owners Section must be completed as part of all initial applications. Amendments to these schedules must be provided on Schedule C.  If applicant is a sole proprietor, state full residence address and Social Security Number.  In applicant is a sole proprietor, state full residence address and Social Security Number.  In applicant is a sole proprietor, state full residence address and Social Security Number.  In State:  State:  Country:  BD - SUCCESSION  TYES NO  Is applicant at the time of this filing succeeding to the business of a currently registered broker-dealer?  Do not report previous successions already reported on Form BD.  If "Yes," contact CRD prior to submitting form; complete appropriate items on Schedule D, Page 1, Section III.  BD - ARRANGEMENTS  The Indiana and Street III.  BD - ARRANGEMENTS  The Indiana and Street III.  Does applicant hold or maintain any funds or securities or provide clearing services for any other broker or dealer?  Compose applicant refer or introduce customers to any other broker or dealer?	C. If other than a sole propriet	or, indicate date and place <i>applicar</i>	nt obtained its legal status (i.e	., state or country where incorporate	d, where partnership agreement was filed, or w	here <i>appli</i>	cant
Schedule A, Direct Owners and Executive Officers Section and, if applicable, Schedule B, Indirect Owners Section must be completed as part of all initial applications. Amendments to these schedules must be provided on Schedule C.  If applicant is a sole proprietor, state full residence address and Social Security Number:  In applicant is a sole proprietor, state full residence address and Social Security Number.  State: Country: Zip/Postal Code:  BD - SUCCESSION  YES NO  Is applicant at the time of this filing succeeding to the business of a currently registered broker-dealer?  Do not report previous successions already reported on Form BD.  If "Yes," contact CRD prior to submitting form; complete appropriate items on Schedule D, Page 1, Section III.  BD - ARRANGEMENTS  Yes I  Does applicant hold or maintain any funds or securities or provide clearing services for any other broker or dealer?  Compared to the complete applicant refer or introduce customers to any other broker or dealer?	entity was formed):						
If applicant is a sole proprietor, state full residence address and Social Security Number.  It applicant is a sole proprietor, state full residence address and Social Security Number.  It is applicant at Street 1:  Number and Street 2:  Ity:  State:  Country:  Zip/Postal Code:   **TES NO  Is applicant at the time of this filing succeeding to the business of a currently registered broker-dealer?  Do not report previous successions already reported on Form BD.  If "Yes," contact CRD prior to submitting form; complete appropriate items on Schedule D, Page 1, Section III.  **BD - ARRANGEMENTS**  Does applicant hold or maintain any funds or securities or provide clearing services for any other broker or dealer?  Composes applicant refer or introduce customers to any other broker or dealer?							
State: Country: Zip/Postal Code:  BD - SUCCESSION  State: Country: Zip/Postal Code:  BD - SUCCESSION  YES NO  Is applicant at the time of this filing succeeding to the business of a currently registered broker-dealer?  Do not report previous successions already reported on Form BD.  If "Yes," contact CRD prior to submitting form; complete appropriate items on Schedule D, Page 1, Section III.  BD - ARRANGEMENTS  Yes I  Does applicant hold or maintain any funds or securities or provide clearing services for any other broker or dealer?  Compared to the business of a currently registered broker-dealer?  Compared to the business of a currently registered broker-dealer?  Compared to the business of a currently registered broker-dealer?  Compared to the business of a currently registered broker-dealer?			if applicable, Schedule B, Ind	irect Owners Section must be comple	eted as part of all initial applications. Amendmer	nts to these	e
In the rand Street 1:  Number and Street 2:  Ty:  State: Country: Zip/Postal Code:  BD - SUCCESSION  YES NO  Is applicant at the time of this filling succeeding to the business of a currently registered broker-dealer?  Do not report previous successions already reported on Form BD.  If "Yes," contact CRD prior to submitting form; complete appropriate items on Schedule D, Page 1, Section III.  BD - ARRANGEMENTS  Yes I  Does applicant hold or maintain any funds or securities or provide clearing services for any other broker or dealer?  Company of the dealer?	1. If applicant is a sole proprie	tor, state full residence address an	d Social Security Number.				
BD - SUCCESSION  YES NO  Is applicant at the time of this filing succeeding to the business of a currently registered broker-dealer?  Do not report previous successions already reported on Form BD.  If "Yes," contact CRD prior to submitting form; complete appropriate items on Schedule D, Page 1, Section III.  BD - ARRANGEMENTS  Yes I  Does applicant hold or maintain any funds or securities or provide clearing services for any other broker or dealer?  Does applicant refer or introduce customers to any other broker or dealer?	Social Security Number: Number and Street 1:		Number and Sti	reet 2:			
Is applicant at the time of this filing succeeding to the business of a currently registered broker-dealer?  Do not report previous successions already reported on Form BD.  If "Yes," contact CRD prior to submitting form; complete appropriate items on Schedule D, Page 1, Section III.  BD - ARRANGEMENTS  Yes In Does applicant hold or maintain any funds or securities or provide clearing services for any other broker or dealer?  Does applicant refer or introduce customers to any other broker or dealer?	City:		State:	Country:	Zip/Postal Code:		
Is applicant at the time of this filing succeeding to the business of a currently registered broker-dealer?  Do not report previous successions already reported on Form BD.  If "Yes," contact CRD prior to submitting form; complete appropriate items on Schedule D, Page 1, Section III.  BD - ARRANGEMENTS  Yes In Does applicant hold or maintain any funds or securities or provide clearing services for any other broker or dealer?  Does applicant refer or introduce customers to any other broker or dealer?							
Is applicant at the time of this filling succeeding to the business of a currently registered broker-dealer?  Do not report previous successions already reported on Form BD.  If "Yes," contact CRD prior to submitting form; complete appropriate items on Schedule D, Page 1, Section III.  BD - ARRANGEMENTS  Yes I  Does applicant hold or maintain any funds or securities or provide clearing services for any other broker or dealer?  Does applicant refer or introduce customers to any other broker or dealer?			BD - SU	CCESSION		VFC	NO
BD - ARRANGEMENTS  BD - ARRANGEMENTS  Yes I  Does applicant hold or maintain any funds or securities or provide clearing services for any other broker or dealer?  Does applicant refer or introduce customers to any other broker or dealer?	5. Is applicant at the time of this	s filing <i>succeeding</i> to the business	of a currently registered broke	er-dealer?			
BD - ARRANGEMENTS  Yes I  Does applicant hold or maintain any funds or securities or provide clearing services for any other broker or dealer?  Does applicant refer or introduce customers to any other broker or dealer?	Do not report previous succes	ssions already reported on Form Bl	D.				
Yes I  Does applicant hold or maintain any funds or securities or provide clearing services for any other broker or dealer?  Does applicant refer or introduce customers to any other broker or dealer?	If "Yes," contact CRD prior to	submitting form; complete approp	oriate items on Schedule D, Pa	ge 1, Section III.			
Does applicant hold or maintain any funds or securities or provide clearing services for any other broker or dealer?  Does applicant refer or introduce customers to any other broker or dealer?			BD - ARR	ANGEMENTS			
Does applicant refer or introduce customers to any other broker or dealer?						Y	res N
	5. Does <i>applicant</i> hold or maintain	n any funds or securities or provide	e clearing services for any othe	er broker or dealer?			0 0
	'. Does <i>applicant</i> refer or introdu	ce customers to any other broker o	or dealer?				0 6
	If "yes," complete appropriate	items on Schedule D, Page 1, Sect	ion IV, Arrangement Detail.			,	_ *

8. Does applicant have any arrangement with any other person, firm, or organization under which:
A. any books or records of <i>applicant</i> are kept or maintained by such other <i>person</i> , firm or organization?
B. accounts, funds, or securities of the <i>applicant</i> are held or maintained by such other <i>person</i> , firm, or organization?
C. accounts, funds, or securities of customers of the applicant are held or maintained by such other person, firm, or organization?
For purposes of 8B and 8C, do not include a bank or satisfactory control location as defined in paragraph(c) of Rule 15c3-3 under the Securities Exchange Act of 1934 (17 CFR 240. 15c3-3).
If "Yes" to any part of Item 8, complete appropriate items on Schedule D, Page 1, Section IV, Arrangement Detail.
9. Does any <i>person</i> not named in Item 1 or Schedules A, B, or C, directly or indirectly:
A. control the management or policies of the applicant through agreement or otherwise?
B. wholly or partially finance the business of applicant?
Do not answer "yes" to 9B if the person finances the business of the applicant through: 1) a public offering of securities made pursuant to the Securities Act of 1933; 2) credit extend in the ordinary course of business by suppliers, banks, and others; or 3) a satisfactory subordination agreement, as defined in Rule 15c3-1 under the Securities Exchange Act of 1934 (17 CFR 240. 15c3-1).
If "Yes" to any part of Item 9, complete appropriate items on Schedule D, Page 1, Section IV, Arrangement Detail.
BD - BUSINESS AFFILIATES  BD - Control Affiliates
DD Control Annuace
10. A. Directly or indirectly, does applicant control, is applicant controlled by, or is applicant under common control with, any partnership, corporation, or other organization that is engaged
in the securities or investment advisory business?
If "Yes" to Item 10A, complete appropriate items on Schedule D, Page 2, Section V, Firm Affiliates.  B. Directly or indirectly, is applicant controlled by any bank holding company, national bank, state member bank of the Federal Reserve System, state non-member bank, savings bank
association, credit union, or foreign bank?
If "Yes" to Item 10B, complete appropriate items on Schedule D, Page 3, Section VI, Bank Affiliates.
BD - DISCLOSURE QUESTIONS
11. Use the appropriate DRP for providing details to "yes" answers to the questions in Item 11. Refer to the Explanation of Terms section of Form BD Instructions for explanations of italicia
CRIMINAL DISCLOSURE
A. In the past ten years has the <i>applicant</i> or a <i>control affiliate</i> :  (1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign or military court to any <i>felony</i> ?
(2) been <i>charged</i> with any <i>felony</i> ?
B. In the past ten years has the applicant or a control affiliate:  (1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign or military court to a misdemeanor involving: investments or an investment-related busines or any fraud, false statements or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, extortion, or a conspiracy to commit any of these offenses?
(2) been <i>charged</i> with a <i>misdemeanor</i> specified in 11B(1)?
REGULATORY ACTION DISCLOSURE  C. Has the U.S. Securities and Exchange Commission or the Commodity Futures Trading Commission ever:
(1) found the applicant or a control affiliate to have made a false statement or omission?
(2) found the applicant or a control affiliate to have been involved in a violation of its regulations or statutes?
(3) found the applicant or a control affiliate to have been a cause of an investment-related business having its authorization to do business denied, suspended, revoked, or restricted?
(4) entered an order against the applicant or a control affiliate in connection with an investment-related activity?  (5) imposed a civil money penalty on the applicant or a control affiliate, or ordered the applicant or a control affiliate to cease and desist from any activity?
D. Has any other federal regulatory agency, any state regulatory agency, or foreign financial regulatory authority:
(1) ever found the applicant or a control affiliate to have made a false statement or omission or been dishonest, unfair, or unethical?
(2) ever found the applicant or a control affiliate to have been involved in a violation of investment-related regulations or statutes?  (3) ever found the applicant or a control affiliate to have been a cause of an investment-related business having its authorization to do business denied, suspended, revoked, or
restricted?
(4) in the past ten years, entered an <i>order</i> against the <i>applicant</i> or a <i>control affiliate</i> in connection with an <i>investment-related</i> activity?  (5) ever denied, suspended, or revoked the <i>applicant</i> 's or a <i>control affiliate</i> 's registration or license or otherwise, by <i>order</i> , prevented it from associating with an <i>investment-related</i>
business or restricted its activities?
E. Has any self-regulatory organization or commodities exchange ever:  (1) found the applicant or a control affiliate to have made a false statement or omission?
(2) found the applicant or a control affiliate to have been involved in a violation of its rules (other than a violation designated as a "minor rule violation" under a plan approved by the U.S. Securities and Exchange Commission)?  (3) found the applicant or a control affiliate to have been the cause of an investment-related business having its authorization to do business denied, suspended, revoked, or restricted?
(4) disciplined the applicant or a control affiliate by expelling or suspending it from membership, barring or suspending its association with other members, or otherwise restricting its
activities?  F. Has the applicant's or a control affiliate's authorization to act as an attorney, accountant, or federal contractor ever been revoked or suspended?
G. Is the applicant or a control affiliate now the subject of any regulatory proceeding that could result in a "yes" answer to any part of 11C, D, or E?
CIVIL JUDICIAL ACTION DISCLOSURE  H. (1) Has any domestic or foreign court:
(a) in the past ten years, <i>enjoined</i> the <i>applicant</i> or a <i>control affiliate</i> in connection with any <i>investment-related</i> activity?
(b) ever found that the applicant or a control affiliate was involved in a violation of investment-related statutes or regulations?
(c) ever dismissed, pursuant to a settlement agreement, an investment-related civil action brought against the applicant or control affiliate by a state or foreign financial regulatory authority?
authority.
(2) Is the applicant or a control affiliate now the subject of any civil proceeding that could result in a "yes" answer to any part of 11H(1)?

#### FINANCIAL DISCLOSURE I. In the past ten years has the applicant or a control affiliate of the applicant ever been a securities firm or a control affiliate of a securities firm that: YES NO (1) has been the subject of a bankruptcy petition? $\circ$ $\odot$ (2) has had a trustee appointed or a direct payment procedure initiated under the Securities Investor Protection Act? $\odot$ J. Has a bonding company ever denied, paid out on, or revoked a bond for the applicant? $\circ$ $\odot$ K. Does the applicant have any unsatisfied judgments or liens against it? $\circ$ $\odot$

		BD - TYPES OF BUSINESS		
		eck types of business engaged in (or to be engaged in, if not yet active) by applicant. Do not check any category that accounts for (or is expected to account for) less than 1% enue from the securities or investment advisory business.	of annual	
	Α.	Exchange member engaged in exchange commission business other than floor activities.	□емс	
	В.	Exchange member engaged in floor activities.	□емғ	
	C.	Broker or dealer making inter-dealer markets in corporate securities over-the-counter.	□IDM	
	D.	Broker or dealer retailing corporate equity securities over-the-counter.	<b>⊌</b> BDR	
	E.	Broker or dealer selling corporate debt securities.	⊠BDD	
	F.	Underwriter or selling group participant (corporate securities other than mutual funds).	□usg	
	G.	Mutual fund underwriter or sponsor.	□MFU	
	Н.	Mutual fund retailer.	□MFR	
	I.	1. U.S. government securities dealer.	□GSD	
		2. U.S. government securities broker.	□GSB	
	J.	Municipal securities dealer.	□msd	
	K.	Municipal securities broker.	□MSB	
	L.	Broker or dealer selling variable life insurance or annuities.	$\Box$ VLA	
	Μ.	Solicitor of time deposits in a financial institution.	□ssl	
	N.	Real estate syndicator.	RES	
	0.	Broker or dealer selling oil and gas interests.	□ogi	
	P.	Put and call broker or dealer or option writer.	□РСВ	
	Q.	Broker or dealer selling securities of only one issuer or associate issuers (other than mutual funds).	□віа	
	R.	Broker or dealer selling securities of non-profit organizations (e.g., churches, hospitals).	□прв	
	S.	Investment advisory services.	□IAD	
	T.	1. Broker or dealer selling tax shelters or limited partnerships in primary distributions.	ПТАР	
		2. Broker or dealer selling tax shelters or limited partnerships in the secondary market.	□TAS	
	U.	Non-exchange member arranging for transactions in listed securities by exchange member.	□NEX	
	V.	Trading securities for own account.	□TRA	
	W.	Private placement of securities.	□PLA	
	Χ.	Broker or dealer selling interests in mortgages or other receivables.	$\square$ MRI	
	Y.	Broker or dealer involved in a networking, kiosk or similar arrangement with a:		
		1. bank, savings bank or association, or credit union.	□BNA	
		2. insurance company or agency	□INA	
	Z.	Other (give details on Schedule D, Page 1, Section II, Other Business)	<b>⊠отн</b>	
			YES	NO
13.	A.	Does applicant effect transactions in commodity futures, commodities or commodity options as a broker for others or as a dealer for its own account?	O	•
	В.	Does applicant engage in any other non-securities business?	0	•
		If "yes", describe each other business briefly on Schedule D, Page 1, Section II, Other Business.		

#### **BD - DIRECT OWNERS/EXECUTIVE OFFICERS**

BD - DIRECT OW	NERS/EXECUTIVE OFFICERS				
Are there any indirect owners of the applicant required to be reported on Schedule B?					
	⊙ Yes C No				

Ownership Codes:	NA	- less than 5%	B - 10% but less than 25%	D - 50% but less than 75%
	A	- 5% but less than 10%	C - 25% but less than 50%	E - 75% or more

Full Legal Name	DE/FE/I	Title or Status	Date Acquired	Own. Code	Control Person	PR	CRD #(or S.S.No., IRS Tax #, Emp. ID)
BRICKNER, ADAM SCOTT	I	CHIEF COMPLIANCE OFFICER/ CHIEF OPERATIONS OFFICER/ AML OFFICER	05/2021	NA	Υ	N	1554529
DEVITO, JOHN PAUL	I	GENERAL SECURITIES PRINCIPAL	06/2020	NA	Υ	N	1317129

OHEN RARANS, ZACHARY ROMETHEUM INC.  DE PARENT  BD-INDIRECT OWNERS  Winnership Codes:  C - 25% but less than 50% E - 75% or more  D - 50% but less than 75% F - Other General Partners  will Legal Name  DE/FE/I Entity in Which Interest is Owned Acquired Own. Code Control Person PR CRD # (or SSN, IRS Tax #, Emp. ID)  ASPIKEY DIGITAL ASSET GROUP  FE PROMETHEUM, INC. SHAREHOLDER 11/2018 C Y N N 3003-3003-3003  BD Schedule C - Amendments to Schedules A & B  ### Tipe of Amd. column, inclose "N (saldison). "D' (owleton), or "C' (charge of information about the same passet).  ### Date Acquired Own. Code Control Person PR CRD # (or SSN, IRS Tax #, Emp. ID)  ### Legal Name DE/FE/I Type of Amd. Title or Status Date Acquired Own. Code Control Person PR CRD # (or SSN, IRS Tax #, Emp. ID)  **NO Information Filed**  ### NO Information Filed**  BD - OTHER BUSINESS  **NO Information Filed**  BD - OTHER BUSINESS NAMES NO Information Filed**  BD - SUCCESSIONS**  NAME of Predecessor:  BD - SUCCESSIONS**  NAME of Predecessor:  BD - SUCCESSIONS**  NAME of Predecessor:  BD - SUCCESSIONS**  BD - SUCCESSI											
MARINES   CAPATION   CONTINUE OFFICER   11/2018   MA	FULVIO, GENNARO	I	FINOP				07/2019	NA	Υ	N	2435828
### ROWERHEUM INC.   DE   PARENT   D 25% but less than 50%   D 50% b	JOHN						11/0010				
BO - 1NOTIRECT OWNERS   C - 25% but less than 50%   E - 75% or more   F - 75% or m				E OFFICER						N	
Value   Septemble   C   2.39% but less than 50%   E   7.50% or metal   F   7.50 that   5.50% or metal   F   7.50% or metal   F   7.50	PROMETHEUM INC.	DE	PARENT				02/2018	Е	Ť		82-2921648
Section   Sect						BD - INDIRECT OWNE	RS				
Light Legal Name   DE/FE/I Entity in Which Interest is   Status   Date   Acquired   Code   Person   PR CRD # (er SSN, IRS Tax #, Emp. ID)    ASSAMBLED DER   1/2018   C	Ownership Codes:		С	- 25% but le	ss than 50%			E - 75% c	or more		
No mine   Person			D	- 50% but le	ss than 75%			F - Other	General Partne	ers	
No mine   Person											
APALAN, MARTIN HENRY I PROMETHEUM, INC. SHAREHOLDER 09/2017 C 9 N 2004-2002  BD Schedule C - Amendments to Schedules A & B  BD Schedule C - Amendments to Schedules A & B  Townscrible Golder M (addition), "O' (addition), or "C' (change of information about the same person).  BD Schedule C - Amendments to Schedules A & B  Townscrible Golder M (addition), "O' (addition), or "C' (change of information about the same person).  BD Schedule C - Amendments to Schedules A & B  Townscrible Golder M (addition), "O' (addition), or "C' (change of information about the same person).  BD - 5019 but less than 75% or more  FF - Other General Partners  FF - Other	Full Legal Name		DE/FE/I		h Interest is	Status				ı	
BD Schedule C - Amendments to Schedules A & B  **Tomative of Amed. Coolumn. Indicate **A" (edidation). "O" (cleletion), or "C" (charges of intermistion about the same person).  **Tomative of Amed. Coolumn. Indicate **A" (edidation). "O" (cleletion), or "C" (charges of intermistion about the same person).  **Tomative of Amed. Coolumn. Indicate **A" (edidation). "O" (cleletion), or "C" (charges of intermistion about the same person).  **Tomative of Amed. On the state than 10% by C - 25% hout less than 15% by E - 75% no more.  **To She but less than 10% by C - 25% hout less than 15% by E - 75% no more.  **No Information Filed**  **Intelligent Name**  **DEFE/I*** Type of Amd.**  **Toyle of Am	HASHKEY DIGITAL ASS LIMITED	SET GROUP	FE	PROMETHEUM,	INC.	SHAREHOLDER	11/2018	С	Υ	1	N FOREIGN
The Type of And. Column, indicate "A" (addition), "D" (delation), or "C" (change of information about the same person).    Nownership (Codes are: NA = less than 15%	KAPLAN, MARTIN HENR	RY	I	PROMETHEUM,	INC.		09/2017	С	Υ	1	V xxx-xx-xxxx
Deverable Codes are:    NA   - leas than 5%   B   10% but less than 15%   E   75% but less than 17%   E   75% but					BD Schedule	e C - Amendments to S	chedules A & E	3			
Is below all changes to Schedule A: (DIRECT OWNERS AND EXECUTIVE OFFICERS)  Will Legal Name   DE/FE/I   Type of Amd.   Title or Status   Date Acquired   Own. Code   Control Person   PR   CRD # (or SSN, IRS Tax #, Emp. ID)    No Information Filed   Ist below all changes to Schedule B: (INDIRECT OWNERS)    Will Legal Name   DE/FE/I   Type of Amd.   Entity in Which Interest is Owned   Status   Date Acquired   Own. Code   Control Person   PR   CRD # (or SSN, IRS Tax #, Emp. ID)	In the Type of Amd. column	, indicate "A" (a	addition), "D" (deletio	n), or "C" (change o	of information abou	it the same <i>person</i> ).					
In the late wall changes to Schedule A: (DIRECT OWNERS AND EXECUTIVE OFFICERS)  Full Legal Name   DE/FE/I   Type of Amd.   Title or Status   Date Acquired   Own. Code   Control Person   PR   CRD # (or SSN, IRS Tax #, Emp. ID)    No Information Filed  Ist below all changes to Schedule B: (INDIRECT OWNERS)  Full Legal Name   DE/FE/I   Type of Amd.   Entity in Which Interest is Owned   Status   Date Acquired   Own. Code   Control Person   PR   CRD # (or SSN, IRS Tax #, Emp. ID)    No Information Filed  BD - OTHER BUSINESS NAMES   NO Information Filed  BD - OTHER BUSINESS NAMES   NO Information Filed  BD - OTHER BUSINESS NAMES   NO INFORMATION FILED    REPLICANT INTENDS TO ACT AS AN ALTERNATIVE TRADING SYSTEM BROKER RETAILING DIGITAL ASSET SECURITIES. Whielify describe any other non-securities business (Item 13B).  BD - SUCCESSIONS  BD - SUCCESSIONS  BD - ARRANGEMENTS / CONTROL PERSONS / FINANCING   SEC File Number (if any)   Sec	Ownership Codes are:	N/	A - less than 5%		В -10%	but less than 25%	D - 50%	but less than	75%	F	- Other General Partners
No Information Filed    Part   Type of Amd.   Title or Status   Date Acquired   Own. Code   Control Person   Part   GRD # (or SSN, IRS Tax #, Emp. ID)		A	- 5% but less t	han 10%	C - 25%	but less than 50%	E - 75%	or more			
No Information Filed  Ist below all changes to Schedule B: (INDIRECT OWNERS)  Itali Legal Name   DE/FE/I   Type of Amd.   Entity in Which Interest is Owned   Status   Date Acquired   Own. Code   Control Person   PR   CRD # (or SSN, IRS Tax #, Emp. ID)    No Information Filed   BD - OTHER BUSINESS NAMES   NO Information Filed   BD - OTHER BUSINESS   BD - OTHER BUSINESS   He APPLICANT INTENDS TO ACT AS AN ALTERNATIVE TRADING SYSTEM BROKER RETAILING DIGITAL ASSET SECURITIES.  Interiffy describe any other non-securities business (Item 13B).  BD - SUCCESSIONS   BD - SUCCESSIONS   BD - SUCCESSIONS   SEC File Number (If any)   BD - ARRANGEMENTS / CONTROL PERSONS / FINANCING   No Information Filed   BD - ARRANGEMENTS / CONTROL PERSONS / FINANCING   No Information Filed   BD - AFFILIATES   BUSINESS	List below all changes to	Schedule A: (	DIRECT OWNERS A	ND EXECUTIVE O	FFICERS)						
No Information Filed  ist below all changes to Schedule B: (INDIRECT OWNERS)  full Legal Name   DE/FE/I   Type of Amd.   Entity in Which Interest is Owned   Status   Date Acquired   Own. Code   Control Person   PR   CRD # (or SSN, IRS Tax #, Emp. ID)    No Information Filed  BD - OTHER BUSINESS NAMES   NO Information Filed   BD - OTHER BUSINESS    BD - OTHER BUSINESS    Interfly describe any other business (Item 122).  BE APPLICANT INTERIOS TO ACT AS AN ALTERNATIVE TRADING SYSTEM BROKER RETAILING DIGITAL ASSET SECURITIES.  Interfly describe any other non-securities business (Item 13B).  BD - SUCCESSIONS  BD - SUCCESSIONS  Apate of Succession: MM/DD/YYYY   Name of Predecessor:  If MCRD Number   IRS Employer Identification Number (if any)   SEC File Number (if any)   BD - ARRANGEMENTS / CONTROL PERSONS / FINANCING   NO Information Filed  BD - AFFILIATES   BUSINESS   BUS	Full Legal Name	DE/FE/I	Type of Amd	. Title or 9	Status Da	ate Acquired Owr	n. Code Co	ntrol Persor	n PR CR	D#(	or SSN, IRS Tax #, Emp. ID)
Pate of Succession: MM/DD/YYYY  Name of Predecessor:  SEC File Number (if any) 8-  Sec File Number (if	<b>B</b> riefly describe any THE APPLICANT INTEN	<b>other busin</b> DS TO ACT A	<b>ess (Item 12Z).</b> S AN ALTERNATIV	E TRADING SYS	No BE No TEM BROKER RI	D Information F  - OTHER BUSINESS N  D Information F  BD - OTHER BUSINES	Filed  AMES Filed	o. Code Co	ntrol Person	PR C	RD # (or SSN, IRS Tax #, Emp. ID)
Pate of Succession: MM/DD/YYYY  Name of Predecessor:  SEC File Number (if any) 8-  Sec File Number (if						RD - SUCCESSIONS					
8- Briefly describe details of the succession including any assets or liabilities not assumed by the successor.  BD - ARRANGEMENTS / CONTROL PERSONS / FINANCING  NO Information Filed  BD - AFFILIATES  Business	Date of Succession: I	MM/DD/YYYY		Nam	e of Predecess						
BD - ARRANGEMENTS / CONTROL PERSONS / FINANCING  NO Information Filed  BD - AFFILIATES  Business	Firm CRD Number			IRS	Employer Ider	ntification Number (if a	ıy)			C File	Number (if any)
No Information Filed  BD - AFFILIATES  Business	Briefly describe deta	ils of the <i>su</i>	ccession includi	ng any assets (	or liabilities no	ot assumed by the <i>suc</i> e	cessor.				
Business				ВС		-	-	CING			
						BD - AFFILIATES					
The debtale consideration to the contract of t						Business					
	The details	lata ta:									

			Business
The details supplied relate to:  Partnership, Corporation, or Organization Name MANORHAVEN CAPITAL LLC The Partnership, Corporation, or Organization	1	CRD Number (if 44965	any)
C controls applicant			
C is controlled by applicant			
© is under common control with applicant Business Address Street 1 120 WALL STREET		Street 2 25TH FLOOR	
City NEW YORK	<b>State</b> New York	Country USA	Zip/Postal Code 10005
Effective Date (MM/DD/YYYY) 06/01/2018		Termination Dat	te (MM/DD/YYYY)
Is Partnership, Corporation or Organization a fo	reign entity?	If Yes, provide o	country of domicile or incorporation
○ Yes	ganization:		
Securities Activities	⊙ Yes ೧No		
Investment Advisory Activities	C Yes ⊙No		
Briefly describe the control relationship			
MR. MARAN	S IS THE CEO OF	BOTH COMPANIES	

**BD - CRIMINAL DRP** 

No Information Filed

**BD - REGULATORY ACTION DRP** 

No Information Filed
BD - CIVIL JUDICIAL DRP

No Information Filed

**BD - BANKRUPTCY DRP** 

No Information Filed

BD - BOND DRP No Information Filed

**BD - JUDGMENT LIEN DRP** 

No Information Filed

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BD Number: 311636

Primary Business Name: PROMETHEUM ATS

BD - AMENDMENT 04/11/2024

			BD - APPLICANT INFORMATION		
OMB N	lumber	3235-0012			
Estima Respo	s. ated average burden hours per: nsedment	2.75			
	provisions of law applying to the administrative, injunctive or cr	ne conduct of business a iminal action.		failure to keep accurate books and records or otherwise to comply with these laws of the <i>jurisdictions</i> and may result in disciplinary,	e
			C APPLICATION © AMENDMENT		
1. Ex	act name, principal business address,	mailing address, if diffe	rent, and telephone number of applicant:		
A.	Full name of applicant(if sole prop PROMETHEUM EMBER ATS INC.	rietor, state last, first and	middle name):		
В.	IRS Empl. Ident. No.: 83-0625916				
C.	(1) Name under which broker-deale PROMETHEUM ATS	er business primarily is o	conducted, if different from Item 1A.		
	(2) List on Schedule D, Page 1, Sec	ction I, Other Business N	lames any other name by which the firm conducts	pusiness and where it is used.	
D.	If this filing makes a name change of applicant name (1A) or bus Please check above.		t, enter the new name and specify whether the nar	ne change is of the	
E.	Firm main address: (Do not use a P	.O. Box)			
	Number and Street 1: 120 WALL STREET		Number and Street 2: 25TH FLOOR		
	City: NEW YORK	<b>State:</b> New York	Country: UNITED STATES	Zip/Postal Code: 10005	
F.	Mailing Address, if different:				
	Number and Street 1: 120 WALL STREET		Number and Street 2: 25TH FLOOR		
	City:	State:	Country:	Zip/Postal Code:	
G.	NEW YORK  Business Telephone Number: 212 333 3315	New York	UNITED STATES	10005	
н	Contact Employee:				
	Name: JOSEPH ZANGRI	Title: CHIEF COMP	PLIANCE OFFICER	Telephone Number: 212 333 3315	
			BD - EXECUTION		
For the application success conner process	ant is in compliance with applicable st ssors in such office, attorney for the a ction with the offer or sale of securitie	tate surety bonding requipplicant in said State(s) as or commodities, or our mmenced in any court of	irements and irrevocably appoint the administrator, , upon whom may be served any notice, process, o t of the violation or alleged violation of the laws of f competent jurisdiction and proper venue within s	securities or commodities, the undersigned and applicant hereby certify the of each of those State(s) or such other person designated by law, and the pleading in any action or proceeding against the applicant arising out of those State(s), and the applicant hereby consents that any such action or aid State(s) by service of process upon said appointee with the same effective states.	e or in r
the ap	plicant's broker-dealer activities, or o	f any application for a pr		Exchange Commission or any <i>self-regulatory organization</i> in connection value tection Corporation, may be given by registered or certified mail or confirm d 1F.	
inform	nation and statements contained herei	in, including exhibits atta	ached hereto, and other information filed herewith,	ne authority of, said <i>applicant</i> . The undersigned and <i>applicant</i> represent the all of which are made a part hereof, are current, true and complete. The uch information is currently accurate and complete.	hat the
	мм/ <b>DD/YYYY</b> /2024		Name of Applica PROMETHEUM EME		
	orized Signatory RAH JOSEPH		<b>Title</b> DIR-AMLCO		
Subsc	ribed and sworn before me this	day of	Year by		
	Public mmission expires C	ounty of	State of		
			BD - SECURITIES AND EXCHANGE COMM	SSION	
2. Ind		-	authority, organization, or <i>jurisdiction</i> in which the	applicant is registered or registering as a broker-dealer. $ \!$	

A. Is applicant registered or regis	tering as a broker-dealer under Sec	tion 15(b) or Section 15B of the	e Securities Exchange Act of 1934?		0 0
B. Is applicant registered or regis or dealer?	tering as a broker-dealer under Sec	tion 15(b) of the Securities Exc	hange Act of 1934 and also acting or i	ntending to act as a government securities brok	
	tering <u>solely</u> as a government secu	rities broker or dealer under Se	ction 15C of the Securities Exchange A	ct of 1934?	0 @
	C if applicant answered "yes" to Ite		_		0 6
	es as a government securities broke				0.6
If applicant answers "yes" to Item	ns 2A and 2D, applicant expressly co	onsents to the withdrawal of its	registration as a government securitie.	s broker or dealer under Section 15C of the Sec	
Exchange Act of 1934. See "Instru					
		SECURITY FUTURES PE	RODUCTS ACTIVITIES		
		gle stock futures activities by re	gistered broker-dealers. This field can	not be utilized until the SEC approves rules relat	ting to the
form and content of such reporting	g.)				
		BD - SRO / JU	DISDICTION		
		BD - SELF REGULATOR			
<b>☑</b> FINRA	CBOE BZX	☐ ISE	☐ MIAX OPTIONS	□ NYSE-CHI	
Вох	CBOE C2	☐ ISE GEMX	□ NQX	□ NYSE-NAT	
□ BX □ CBOE	☐ CBOE EDGA ☐ CBOE EDGX	☐ ISE MRX ☐ LTSE	☐ NYSE ☐ NYSE-AMER	□ NqLX □ PHLX	
☐ CBOE BYX	☐ IEX	□ LISE □ MEMX	☐ NYSE-AMER ☐ NYSE-ARCA	☐ PHLX ☐ MIAX PEARL	
I CROE BAX	I IEX	I_ MEMX	ILI NYSE-ARCA	☐ MIAX PEARL	
		BD - JURIS	DICTION		
✓ Alabama	<b>☑</b> Illinois		✓ Montana	✓ Puerto Rico	
✓ Alaska	<b>☑</b> Indiana	ı	✓ Nebraska	☑ Rhode Island	
<b>☑</b> Arizona	<b>☑</b> Iowa		✓ Nevada	South Carolina	
Arkansas	<b>☑</b> Kansas		New Hampshire	South Dakota	
☑ California	<b>☑</b> Kentuc		New Jersey	☑ Tennessee	
Colorado	✓ Louisia	na	✓ New Mexico	▼ Texas	
▼ Connecticut	<b>✓</b> Maine		✓ New York	☑ Utah ☑ Vermont	
✓ Delaware ✓ District of Columbia	✓ Maryla ✓ Massad		✓ North Carolina ✓ North Dakota	✓ Vermont ✓ Virgin Islands	
Florida	✓ Michiga		✓ Ohio	✓ Virgin Islands ✓ Virginia	
☑ Georgia	✓ Minnes		✓ Oklahoma	₩ Washington	
Hawaii	✓ Mississ		✓ Oregon	✓ West Virginia	
☑ Idaho	<b>☑</b> Missou	• •	Pennsylvania	✓ Wisconsin	
				<b>☑</b> Wyoming	
A. Indicate legal status of appli	cont	BD - LEGAI	. STATUS		
© Corporation	CSole Propriet	orship		Other (specify)	
Opartnership	CLimited Liabil	-			
B. Month <i>applicant's</i> fiscal year		.,,			
DECEMBER  C. If other than a sole proprieto	or, indicate date and place applicant	obtained its legal status (i.e., s	state or country where incorporated, w	here partnership agreement was filed, or where	applicant
entity was formed):					
State of formation: New York	Country of USA	formation:	Date of formation: M 02/27/2018	M/DD/YYYY	
Schedule A, Direct Owners a schedules must be provided		f applicable, Schedule B, Indire	ct Owners Section must be completed	as part of all initial applications. Amendments to	o these
4. If <i>applicant</i> is a sole propriet	or, state full residence address and	Social Security Number.			
Social Security Number: Number and Street 1:		Number and Stree	et 2:		
City:		State:	Country: Zi	p/Postal Code:	
		BD - SUCC	ESSION		
				,	res no
5. Is applicant at the time of this	s filing <i>succeeding</i> to the business o	f a currently registered broker-	dealer?		○ ⊙
Do not report previous succes	sions already reported on Form BD				
If "Voc. " contact CDD prior to	submitting form: complete appropri	iate items on Schedule D, Page	1, Section III.		
II res, contact CRD prior to	Sabiniting form, complete appropr				
II res, contact CRD prior to	saumeng torm, complete appropr	BD - ARRAN	GEMENTS		
ii res, contact CKD prior to	saumeing rom, complete appropr	BD - ARRAN	IGEMENTS		Yes I
	n any funds or securities or provide				Yes I
6. Does <i>applicant</i> hold or maintair		clearing services for any other			

8. Accounts, funds, or securities of the applicated rate held or maintained by such other present, firm, or organization?  C accounts, funds, or securities of the applicated control of the securities of the applicated control			_
B. december, Junels, or securities of the application are larged or maintained by with other person, firm, or organization?  B. december, Junels, or securities of national transplants are the organization or maintained by an international by all processors of the persons of the application of the following persons of the persons of th	Does <i>applicant</i> have any arrangement with any other <i>person</i> , firm, or organization under which:		
R. execusits, funds, or evaluation of the applicant are held or maintained by such other person, fund, or enganization?  C. execusits, funds, or evaluation of contracts of the applicant are held or maintained by such other person, fund, or enganization?  For purposes of 80 and 60, the not include a benefit or administration of the applicant of the funds		О	4
C. secounts, funds, or searchise of continues of the applicant are field or maintained by such other section, firm, or organization?  For purposes of 80 and 80, an ord include a soult or adaptive control between a common for the purpose of 80 and 80, and on include a soult or adaptive control between a common for the purpose of 80 and 80, and on include a soult or adaptive control between the section of 80 and 80, and on include a soult or adaptive control between the section of 80 and 80, and 80 and	3. accounts, funds, or securities of the <i>applicant</i> are held or maintained by such other <i>person</i> , firm, or organization?		
For purposes of 88 and 8C, do not include a bent or satisfactory control liquidion as defined in pumpyinghi () of 80th 150-3 order the Securitive Exchange Act of 1314 (17 CPR 240).  If "Yes" to any part of Tiens 8C, complete aggregative less on Schedule D, Rige 1, Section PC, Amangement Detail.  If the pumpy coordinate in Tiens I are In an in Standards A, Ill or C, directly or Indicately:  A control the management or particles of the applicand through agreement or ordinated:  B. wholly or particle of the pumpy fraction the business of significant?  Do not ensure" yes" 19 80 of the prepay fractions through agreement or the control of the pumpy of t		0	
15-0-20.  5. Does any parties on the present process of Schedules A, B, or C, directly or Indirecting:  A. control the menagement or policies of the applicant trends of supervisor of the applicant trends		С	)
5. Owes any passes not beared in them 1 or Schedules A, B, or C, directly or indirectly:  A. control the management or policies of the applicant through aprevented or otherwise?  8. which or partially finance the footness of applicant?  A. control of an internal control of the property of the property of the control of applicant?  B. or add a control of the footness of applicant?  B. or add a control of the footness of applicant?  B. or add a control of the footness of applicant?  B. or add a control of the footness of applicant or add a control of the footness of the applicant or add a control of the footness of the applicant or add a control of the footness of the applicant or add a control of the footness of the applicant or add a control of the footness of the applicant or add a control of the footness of the applicant or add a control of the footness of the applicant or add a control of the footness of the applicant or add a control of the footness of the applicant or add a control of the footness of t	15c3-3).		
A. contain the management or position at the applicant brinsing agreement or coherentials?  8. whellor or partially finance the business of applicant?  1. In the contract of the business of applicant or control applican	If "Yes" to any part of Item 8, complete appropriate items on Schedule D, Page 1, Section IV, Arrangement Detail.		
B. wholly or partially finance the business of applicant?  De not answer """ in 98 of the serven finances the business of the applicant drough: 1) a public offering of securities nade pursuant to the Securities Richarge Act of 1933; 10 and the endown programs of factors by programs, noted, and others; or 3) a satisfactory subcrudination agreement, as officine in Rule 15:0-1 under the Securities Richarge Act of 1933; 17 feet "to samp and of item 9, complete appropriate items on Schedule D, Page 1, Section JV, Armograms Detail.  BD - BUSINESS AFFILIATES  BD - CONTROL Affiliates  V.  11. A. Divestity or indirectly, does applicant control, is applicant controlled by, or is applicant under common control with, any pactnership, corporation, or other organization that is engaged in the securities or investment advisory business?  V. The "To" To Be and the Complete appropriate Rents on Schedule D, Page 2, Section VI, Brain Affiliates  D. Divestity or indirectly, is applicant controlled by any bank holding company, national bank, sistemmenter bank of the Federal Reserve System, state non-member bank, savings bank or of "Y" "To" to Rent 106, complete appropriate Rents on Schedule D, Page 3, Section VI, Brain Affiliates  BD - DISCLOSURE QUESTIONS  11. Use the appropriates DNP for providing details to "ve" immerests the securities in item 11. Refer to the Explanation of Terms section of Form 8D Instructions for explanations of Italiciaed It	Does any <i>person</i> not named in Item 1 or Schedules A, B, or C, directly or indirectly:		
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in the ordinary course of business by expollers, banks, and others; or 3), a extendably subministenine agreement, as defined in faule 18c3-1 under the Securities Facinary Act of 1934 (17 CPC 40), 1944 of Team 8, complete appropriate them on Schedule D, Page 1, Section 17, Arrangement Detail.  80 - BUSTNESS AFFLATES  80 - Control Affiliates  V  10. A. Directly or indirectly, does againcare control, is applicant control in applicant control in a policinary control of the page 1. Press's its new 100, complete againcy business?  If "Yes" is too IND, complete againcy all them is a subministry of the securities or investment advisory business?  If "Yes" is too IND, complete againcy all them is no Schedule D, Page 2, Section 17, From Affiliates  By "Yes" to Team 100, complete againcy and banks on Schedule D, Page 3, Section 17, From Affiliates  By "Yes" to Team 100, complete againcy and banks on Schedule D, Page 3, Section 17, Bank Affiliates  By "Yes" to Team 100, complete againcy and banks on Schedule D, Page 3, Section 17, Bank Affiliates  By D - DISCLOSURE QUESTIONS  11. Use the appropriate DRP for providing details to "yes" answers to the questions in term 11. Heart to the Explanation of Terms section of Form 8D Instructions for explanations of Italicities (1) seen convicted of or pide guilly or not controlled the against of a control affiliate.  (1) seen convicted of or pide guilly or not controlled "To controlled" in a domestic, foreign or military court to any foliony?  (2) seen charged with any foliony?  (3) seen charged with any foliony?  (4) Seen charged with any foliony?  (5) seen charged with any foliony?  (6) seen charged with a ministrone or a control affiliate to have been a cause of an investment-related business of a substance of or pide guilly or not controlled "To context") in a domestic, foreign or military court to an independent or a control affiliate to have been a cause of an investment-related business having its authorisation to do business denied, suspended, revoked, or restricted 10 securi		U	,
BD - BUSINESS AFFILIATES  BD - Control Affiliates  V  In the securities of investment coviror), is applicant controlled by, or is applicant under common control with, any partnership, corporation, or other organization that is emgaged in the securities of investment or diversory business?  If "Yes' to Ren' DC, complete appropriate terms on Schedule D, Page 2, Section V, Firm Affiliates.  B. Directly or indirectly, is applicant controlled by any book holding company, national bank, state member bank of the Federal Reserve System, state non-member bank, savings bank or association, recitain union, or freing healt?  If "Yes' to Ren' 108, Complete appropriate Rens on Schedule D, Page 3, Section VI, Bank Affiliates.  BD - DISCLOSURE QUESTIONS  11. Use the appropriate DRP for providing details to "yes' answers to the questions in Item 11. Refer to the Evaluation of Terms section of Form SD Instructions for explanations of Italicities of CRITINAL DISCLOSURE  (1) seen convicted of or pind guilty or not commonder ("no context") in a domestic, foreign or military court to any foliony?  (2) seen charged with a mystem and the applicant or a control affiliates  (2) seen charged with a mystemment or a control affiliates  (2) seen charged with a mystemment application or a control affiliate in these means a files statement or emission?  (3) Seen the U.S. Securities and Exchange Commission or the Commodity Faltures Trading Commission event  (4) Seen of the applicance or a control affiliate to have means a files statement or emission?  (5) Seen the U.S. Securities and Exchange Commission or the Commodity Faltures Trading Commission event  (6) Seen the applicance or a control affiliate to have been invited to the explaination or admission or statutes?  (6) Seen the applicance or a control affiliate to have been an excess of an investment-related business flowing its authorization to do business denied, suspended, revoked, or restricted?  (7) Seen the applicance or a control affiliate to have been invited in a violation of invest	in the ordinary course of business by suppliers, banks, and others; or 3) a satisfactory subordination agreement, as defined in Rule 15c3-1 under the Securities Exchange Act of 1934 (17 CFR 240. 15c3-1).		
8D - Control Affiliates  If Yes's to Ment 108, complete appropriate learns on Schedule D, Page 2, Section V, Firm Affiliates.  8. Directly or indirectly, agriptional controlle to year benefit holding company, national bank, state member bank of the Federal Reserve System, state non-member bank, savings bank or association, credit union, or bready bank?  If Yes's to Xent 108, complete appropriate learns on Schedule D, Page 2, Section V, Firm Affiliates.  8. Directly or indirectly, is agriptional controlled by any bank holding company, national bank, state member bank of the Federal Reserve System, state non-member bank, savings bank or association, credit union, or bready bank?  If Yes's to Xent 108, complete appropriate items on Schedule D, Page 3, Section VI, Bank Affiliates.  8. Discussive QUESTIONS  11. Use the appropriate DRP for providing details to "yes" answers to the questions in Rem 11. Refer to the Explanation of Terms section of Form BD Instructions for explanations of italicized is CHIMNAL DISCLOSURE  1. In the past term years has the applicant or a control affiliate: 1. In the past term years has the applicant or a control affiliate: 1. In the past term years has the applicant or a control affiliate: 1. In the past term years has the applicant or a control affiliate: 1. In the past term years has the applicant or a control affiliate to 10 years are past to the past term years has the applicant or a control affiliate to 10 years are past to the past term years has the applicant or a control affiliate to 10 years the past term years has the applicant or a control affiliate to 10 years the past term years has the applicant or a control affiliate to 10 years the past term years has the applicant or a control affiliate to 10 years the past term years the past term years has the applicant or a control affiliate to 10 years the past term years term	If "Yes" to any part of Item 9, complete appropriate items on Schedule D, Page 1, Section IV, Arrangement Detail.	_	_
10. A. Directly or indirectly, does applicant control, is applicant control is applicant under common control with, any partnership, corporation, or other organization that is engaged in the securities or investment advisorry business?  If "Yes" to Item 104, complete appropriate items on Schedule D, Page 2, Section V, Firm Affiliates.  B. Directly or indirectly, as applicant controlled by any bank holding company, nablonal bank, state member bank of the Federal Reserve System, state non-member bank, savings bank or association, credit union, or foreign bank?  If "Yes" to Item 106, complete appropriate items on Schedule D, Page 3, Section VI, Bank Affiliates.  B. D. DISCLOSURE QUESTIONS  11. Use the appropriate DRP for providing details to "yes" ensures to the questions in Item 11. Refor to the Explanation of Terms section of Form BD Instructions for explanations of Italicized is CRIMINAL DISCLOSURE  R. In the past ten years has the applicant or a control affiliates.  CRIMINAL DISCLOSURE  10. In the past ten years has the applicant or a control affiliate.  (1) Seen convicted of or pide guilty or nois contender ("to contest") in a domestic, foreign or military court to any felony?  (2) Seen convicted of or pide guilty or nois contenders ("to contest") in a domestic, foreign or military court to any felony?  (3) Explorate or a control affiliate to a control affiliate.  (4) Seen convicted of or pide guilty or nois contenders ("to contest") in a domestic, foreign or military court to any felony?  (5) Explorate the page of the pide guilty or nois contenders ("to contest") in a domestic, foreign or military court to any felony?  (6) Explorate the page of the pide guilty or nois contenders ("to contest") in a domestic, foreign or military court to any felony?  (7) Explorate page of the pide guilty or nois contenders ("to contest") in a domestic, foreign or military court to any felony?  (8) Explorate page of the pide guilty or nois contenders ("to contest") in a domestic, foreign or military court to any felony?  (9) E			
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A. In the past ten years has the applicant or a control affiliate:  (1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign or military court to any felony?  8. In the past ten years has the applicant or a control affiliate:  (1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign or military court to a misdemeanor involving: investments or an investment-related business, or any fraud, false statements or or mission, remorgiful taking of property, bribery, perjury, forgery, counterfeiting, extortion, or a conspiracy to commit any of these offenses?  (2) been charged with a misdemeanor specified in 118(1)?  REGULATORY ACTION DISCLOSURE  C. Has the U.S. Securities and Exchange Commission or the Commodity Futures Trading Commission ever:  (1) found the applicant or a control affiliate to have made a false statement or omission?  (2) found the applicant or a control affiliate to have been a cause of an investment-related activity?  (3) found the applicant or a control affiliate to have been a cause of an investment-related activity?  (5) imposed a civil money penalty on the applicant or a control affiliate, or ordered the applicant or a control affiliate to have been a cause of an investment-related activity?  (5) were found the applicant or a control affiliate to have been a cause of an investment-related activity?  (6) were found the applicant or a control affiliate to have been a cause of an investment-related activity?  (7) ever found the applicant or a control affiliate to have been involved in a violation of investment-related publicances or actuates?  (8) were found the applicant or a control affiliate to have been involved in a violation of investment-related durivity?  (9) ever found the applicant or a control affiliate to have been involved in a violation of investment-related business having its authorization to do business denied, suspended, revoked, or restricted?  (1) in the past ten years, entered an order against the applica		ter	rr
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(1) found the applicant or a control affiliate to have made a false statement or omission?  (2) found the applicant or a control affiliate to have been involved in a violation of its rules (other than a violation designated as a "minor rule violation" under a plan approved by the U.S. Securities and Exchange Commission)?  (3) found the applicant or a control affiliate to have been the cause of an investment-related business having its authorization to do business denied, suspended, revoked, or restricted?  (4) disciplined the applicant or a control affiliate by expelling or suspending it from membership, barring or suspending its association with other members, or otherwise restricting its activities?  F. Has the applicant's or a control affiliate's authorization to act as an attorney, accountant, or federal contractor ever been revoked or suspended?  G. Is the applicant or a control affiliate now the subject of any regulatory proceeding that could result in a "yes" answer to any part of 11C, D, or E?  CIVIL JUDICIAL ACTION DISCLOSURE  H. (1) Has any domestic or foreign court:  (a) in the past ten years, enjoined the applicant or a control affiliate was involved in a violation of investment-related activity?  (b) ever found that the applicant or a control affiliate was involved in a violation of investment-related statutes or regulations?		O	
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U.S. Securities and Exchange Commission)?  (3) found the applicant or a control affiliate to have been the cause of an investment-related business having its authorization to do business denied, suspended, revoked, or restricted?  (4) disciplined the applicant or a control affiliate by expelling or suspending it from membership, barring or suspending its association with other members, or otherwise restricting its activities?  F. Has the applicant's or a control affiliate's authorization to act as an attorney, accountant, or federal contractor ever been revoked or suspended?  G. Is the applicant or a control affiliate now the subject of any regulatory proceeding that could result in a "yes" answer to any part of 11C, D, or E?  CIVIL JUDICIAL ACTION DISCLOSURE  H. (1) Has any domestic or foreign court:  (a) in the past ten years, enjoined the applicant or a control affiliate was involved in a violation of investment-related statutes or regulations?		0	
(4) disciplined the applicant or a control affiliate by expelling or suspending it from membership, barring or suspending its association with other members, or otherwise restricting its activities?  F. Has the applicant's or a control affiliate's authorization to act as an attorney, accountant, or federal contractor ever been revoked or suspended?  G. Is the applicant or a control affiliate now the subject of any regulatory proceeding that could result in a "yes" answer to any part of 11C, D, or E?  CIVIL JUDICIAL ACTION DISCLOSURE  H. (1) Has any domestic or foreign court:  (a) in the past ten years, enjoined the applicant or a control affiliate in connection with any investment-related activity?  (b) ever found that the applicant or a control affiliate was involved in a violation of investment-related statutes or regulations?	U.S. Securities and Exchange Commission)?	0	
activities?  F. Has the applicant's or a control affiliate's authorization to act as an attorney, accountant, or federal contractor ever been revoked or suspended?  G. Is the applicant or a control affiliate now the subject of any regulatory proceeding that could result in a "yes" answer to any part of 11C, D, or E?  CIVIL JUDICIAL ACTION DISCLOSURE  H. (1) Has any domestic or foreign court:  (a) in the past ten years, enjoined the applicant or a control affiliate in connection with any investment-related activity?  (b) ever found that the applicant or a control affiliate was involved in a violation of investment-related statutes or regulations?		0	
G. Is the applicant or a control affiliate now the subject of any regulatory proceeding that could result in a "yes" answer to any part of 11C, D, or E?  CIVIL JUDICIAL ACTION DISCLOSURE  H. (1) Has any domestic or foreign court:  (a) in the past ten years, enjoined the applicant or a control affiliate in connection with any investment-related activity?  (b) ever found that the applicant or a control affiliate was involved in a violation of investment-related statutes or regulations?	activities?	О	
H. (1) Has any domestic or foreign court:  (a) in the past ten years, enjoined the applicant or a control affiliate in connection with any investment-related activity?  (b) ever found that the applicant or a control affiliate was involved in a violation of investment-related statutes or regulations?		⊙ ○	
(a) in the past ten years, enjoined the applicant or a control affiliate in connection with any investment-related activity?  (b) ever found that the applicant or a control affiliate was involved in a violation of investment-related statutes or regulations?	CIVIL JUDICIAL ACTION DISCLOSURE		
(b) ever found that the applicant or a control affiliate was involved in a violation of investment-related statutes or regulations?		YES	s
		0	
(c) ever dismissed, pursuant to a settlement agreement, an investment-related civil action brought against the applicant or control affiliate by a state or foreign financial regulatory	(c) ever dismissed, pursuant to a settlement agreement, an investment-related civil action brought against the applicant or control affiliate by a state or foreign financial regulatory	0	
authority?  (2) Is the applicant or a control affiliate now the subject of any civil proceeding that could result in a "yes" answer to any part of 11H(1)?	authority?	0	

### FINANCIAL DISCLOSURE I. In the past ten years has the applicant or a control affiliate of the applicant ever been a securities firm or a control affiliate of a securities firm that: YES NO (1) has been the subject of a bankruptcy petition? $\circ$ $\odot$ (2) has had a trustee appointed or a direct payment procedure initiated under the Securities Investor Protection Act? $\odot$ J. Has a bonding company ever denied, paid out on, or revoked a bond for the applicant? $\circ$ $\odot$ K. Does the applicant have any unsatisfied judgments or liens against it? $\circ$ $\odot$

		BD - TYPES OF BUSINESS		
		eck types of business engaged in (or to be engaged in, if not yet active) by applicant. Do not check any category that accounts for (or is expected to account for) less than 1% enue from the securities or investment advisory business.	of annual	
4	١.	Exchange member engaged in exchange commission business other than floor activities.	□емс	
E	3.	Exchange member engaged in floor activities.	□емғ	
C	<u>.</u>	Broker or dealer making inter-dealer markets in corporate securities over-the-counter.	□idm	
	).	Broker or dealer retailing corporate equity securities over-the-counter.	<b>⊠</b> BDR	
E		Broker or dealer selling corporate debt securities.	⊠BDD	
F		Underwriter or selling group participant (corporate securities other than mutual funds).	□usg	
C	ŝ.	Mutual fund underwriter or sponsor.	□мги	
F	1.	Mutual fund retailer.	□MFR	
I		1. U.S. government securities dealer.	□gsd	
		2. U.S. government securities broker.	□GSB	
J		Municipal securities dealer.	□MSD	
k	ί.	Municipal securities broker.	□мsв	
L		Broker or dealer selling variable life insurance or annuities.	□vla	
1	1.	Solicitor of time deposits in a financial institution.	□ssl	
1	١.	Real estate syndicator.	RES	
C	).	Broker or dealer selling oil and gas interests.	□ogi	
F		Put and call broker or dealer or option writer.	□рсв	
C	2.	Broker or dealer selling securities of only one issuer or associate issuers (other than mutual funds).	□віа	
F	١.	Broker or dealer selling securities of non-profit organizations (e.g., churches, hospitals).	□прв	
9	S.	Investment advisory services.	□IAD	
Т		1. Broker or dealer selling tax shelters or limited partnerships in primary distributions.	□тар	
		2. Broker or dealer selling tax shelters or limited partnerships in the secondary market.	□TAS	
ι	J.	Non-exchange member arranging for transactions in listed securities by exchange member.	□NEX	
\	<i>'</i> .	Trading securities for own account.	□TRA	
V	V.	Private placement of securities.	□PLA	
>	ί.	Broker or dealer selling interests in mortgages or other receivables.	□mri	
Y		Broker or dealer involved in a networking, kiosk or similar arrangement with a:		
		1. bank, savings bank or association, or credit union.	□BNA	
		2. insurance company or agency	$\Box$ INA	
Z		Other (give details on Schedule D, Page 1, Section II, Other Business)	<b></b> ОТН	
			YES	NO
13.	Α.	Does applicant effect transactions in commodity futures, commodities or commodity options as a broker for others or as a dealer for its own account?	0	•
	В.	Does applicant engage in any other non-securities business?	0	•
		If "yes", describe each other business briefly on Schedule D, Page 1, Section II, Other Business.	~	~

BD - DIRECT OW	NERS/EXECUTIVE OFFICERS						
Are there any indirect owners of the applicant required to be reported on Schedule B?							
	⊙ Yes C No						

Ownership Codes:	NA	- less than 5%	В	- 10% but less than 25%	D	- 50% but less than 75%
	A	- 5% but less than 10%	c	- 25% but less than 50%	E	- 75% or more

Full Legal Name	DE/FE/I	Title or Status	Date Acquired	Own. Code	Control Person	PR	CRD #(or S.S.No., IRS Tax #, Emp. ID)
JOSEPH, DEBORAH ANNMARIE	I	AML OFFICER	07/2021	NA	Υ	N	2078548
KAPLAN, BENJAMIN SETH	I	CEO	03/2022	NA	Υ	N	6993516
MEO, ALBERT PETER	I	CFO AND FINOP	04/2024	NA	Υ	N	2606965
PROMETHEUM INC.	DE	PARENT	02/2018	E	Υ		82-2921648
ZANGRI, JOSEPH ANGELO	I	CHIEF COMPLIANCE OFFICER	01/2022	NA	Υ	N	1688688

### **BD - INDIRECT OWNERS**

Ownership Codes: - 25% but less than 50% E - 75% or more - 50% but less than 75% F - Other General Partners

Full Legal Name	DE/FE/I	Entity in Which Interest is Owned	Status	Date Acquired	Own. Code	Control Person	PR CRD # (or SSN, IRS Tax #, Emp. ID)
KAPLAN, MARTIN HENRY	I	PROMETHEUM, INC.	SHAREHOLDER/ CEO	09/2017	С	Υ	N xxx-xx-xxxx

### BD Schedule C - Amendments to Schedules A & B

In the Type of Amd. column, indicate "A" (addition), "D" (deletion), or "C" (change of information about the same person).

Ownership Codes are: NA - less than 5% B - 10% but less than 25% D - 50% but less than 75% - Other General Partners - 5% but less than 10% C - 25% but less than 50% E - 75% or more

List below all changes to Schedule A: (DIRECT OWNERS AND EXECUTIVE OFFICERS)

Full Legal Name	DE/FE/I	Type of Amd.	Title or Status	Date Acquired	Own. Code	Control Person	PR	CRD # (or SSN, IRS Tax #, Emp. ID)
GONOUD, PAUL ANDREW	I	D	FINOP	03/2022	NA	Υ	N	3151453
MEO, ALBERT PETER	I	Α	CFO AND FINOP	04/2024	NA	Υ	N	2606965

List below all changes to Schedule B: (INDIRECT OWNERS)

Full Legal Name	DE/FE/I	Type of Amd.	Entity in Which Interest is Owned	Status	Date Acquired	Own. Code	Control Person	PR	CRD # (or SSN, IRS Tax #, Emp. ID)
-----------------	---------	--------------	-----------------------------------	--------	---------------	-----------	----------------	----	------------------------------------

### No Information Filed

### **BD - OTHER BUSINESS NAMES**

Name Jurisdiction

PROATS AL, AK, AZ, AR, CA, CO, CT, DE, DC, FL, GA, HI, ID, IL, IN, IA, KS, KY, LA, ME, MD, MA, MI, MN, MS, MO, MT, NE, NV, NH, NJ, NM, NY, NC, ND, OH, OK, OR, PA, PR, RI, SC, SD, TN, TX, UT, VT, VA, VI, WA, WV, WI, WY

### **BD - OTHER BUSINESS**

Briefly describe any other business (Item 12Z).

THE APPLICANT INTENDS TO ACT AS AN ALTERNATIVE TRADING SYSTEM BROKER RETAILING DIGITAL ASSET SECURITIES. INTRODUCING BROKER RELATIONSHIP WITH AFFILIATE PROMETHEUM CAPITAL LLC

Briefly describe any other non-securities business (Item 13B).

### **BD - SUCCESSIONS**

Date of Succession: MM/DD/YYYY Name of Predecessor:

Firm CRD Number IRS Employer Identification Number (if any) SEC File Number (if any)

Briefly describe details of the succession including any assets or liabilities not assumed by the successor.

## **BD - ARRANGEMENTS / CONTROL PERSONS / FINANCING**

## No Information Filed

### **BD - AFFILIATES**

Business

The details supplied relate to:

**Partnership, Corporation, or Organization Name** MANORHAVEN CAPITAL LLC CRD Number (if anv)

The Partnership, Corporation, or Organization

C controls applicant

is controlled by applicant

is under common control with applicant

**Business Address** 

Street 1 Street 2 120 WALL STREET 25TH FLR State

Zip/Postal Code City Country NEW YORK UNITED STATES New York Termination Date (MM/DD/YYYY) Effective Date (MM/DD/YYYY)

02/02/2021

C Yes ® No

Activities of this Partnership, Corporation, or Organization: **Securities Activities**  Yes ○No. **Investment Advisory Activities** C Yes ⊙No

Briefly describe the control relationship

AFFILIATED THROUGH OFFICER/DIRECTOR MARTIN KAPLAN

Business

The details supplied relate to:

 $\begin{array}{ll} \textbf{Partnership, Corporation, or Organization Name} \\ \textbf{PROMETHEUM EMBER CAPITAL, LLC} \end{array}$ 

The Partnership, Corporation, or Organization

CRD Number (if any) 312784

C controls applicant

C is	controlled by applicant					
⊙ is	under common control with applicant					
	ess Address		Charact 2			
Stree 120 V	K 1 /ALL STREET		Street 2			
City		State	Country	Zip/Postal Code		
NEW Y	/ORK tive Date (MM/DD/YYYY)	New York	UNITED STATES Termination Date (MM)	10005		
	/2020		Termination Date (File)	55,1111)		
	rtnership, Corporation or Organization a fo	reign entity?	If Yes, provide country	of domicile or incorporation	on	
Activ	s ⓒ No ities of this Partnership, Corporation, or Or ities Activities	_				
Inves	tment Advisory Activities	⊙ Yes ○No				
Briefl	y describe the <i>control</i> relationship PPLICANT AND PROMETHEUM EMBER CAPITAL,	○ Yes	COMMON CONTROL OF P	ARENT, PROMETHEUM INC.		
			PD	BRANCHES		
				mation Filed		
			BD - CI	RIMINAL DRP		
				ormation Filed		
			BD - REGULA	TORY ACTION DRP		
This D	isclosure Reporting Page (DRP BD) is an $^{f C}$ INI	TIAL OR OAM	ENDED response used to	report details for affirmative r	responses to <i>Items 11C, 11D, 11E, 11F or 11G</i> of Form BD;	
Check	item(s) being responded to:					
			Reaul	atory Action		
<b>□11</b>	C(1) 🗆	L1C(5)		□11D(4)	□11E(3)	
□11		L1D(1)		□11D(5)	□11E(4)	
□11	_	L1D(2)		□11E(1)	<b>☑</b> 11F	
□11		L1D(3)		□11E(2)	□11 <b>G</b>	
Use a	separate DRP for each event or <i>proceeding</i> . An	event or proceed	ding may be reported for	more than one <i>person</i> or entity	ry using one DRP. File with a completed Execution Page.	
	vent may result in more than one affirmative and than one regulator, provide details to each action			. Use only one DRP to report d	details related to the same event. If an event gives rise to action	ons by
It is n	ot a requirement that documents be provided for	or each event or	proceeding. Should they I	oe provided, they will not be a	accepted as disclosure in lieu of answering the questions on this	DRP.
If a co	ontrol affiliate is an individual or organization re	aistered through	the CRD, such control aff	iliate need only complete Part	I of the applicant's appropriate DRP (BD). Details of the event	must be
submi		BD) or DRP (U4).	If a control affiliate is an	individual or organization not	registered through the CRD, provide complete answers to all the	
OII LITE	e applicant's appropriate DRP (BD). The comple	tion of this DRP t	loes not relieve the <i>contro</i>	or arrinate or its obligation to up	puate its CRD records.	
PART	I					
A. Th	e person(s) or entity(ies) for whom this DRP is	being filed is (ar	e):			
С	The Applicant					
c	Applicant and one or more control affiliate	tes				
	One or more control affiliates					
_	One of more control arimates					
	this DRP is being filed for a <i>control affiliate</i> , given the control affiliate is registered with the CRD, in the cross of					
-	the control annuate is registered with the cita,	provide the end	namber. If not, mareate	Ton registered by enecking th	е арргориясе спескоох.	
	RP - Control Affiliate					
	trol Affiliate Name /IO, GENNARO JOHN		CRD# 2435828	Registered		
ITOLY	TO, GENNARO JOHN		12433020			
	This DRP should be removed from the BD r	ecord because	the control affiliate(s)	are no longer associated wi	ith the BD.	
<u>_</u>	If the central affiliate is registered through the	CPD has the se	ntrol affiliato submittod a	DDD (with Form 114) or BD DDI	RP to the CRD System for the event? If the answer is "Yes," no o	othor
В.	information on this DRP must be provided.	CRD, Has the CO	na or armate submitted a	Distribution 04) of DD DRI	a to the CAD System for the events it the diswer is fes, not	outei
	C Yes ⊙ No					
	<b>NOTE:</b> The completion of this form does <u>not</u> re	elieve the control	affiliate of its obligation to	o update its CRD records.		
PART	п					
1.	Regulatory Action initiated by:					
	OSEC ⊙Other Federal OState OSRO	○ Foreign				
	(Full name of regulator, foreign financial regula PUBLIC COMPANY ACCOUNTING OVERSIGHT B	ntory authority, fe	ederal, state, or <i>SRO</i> )			
	TOBLIC CONTAIN ACCOUNTING OVERSIGHT B	onne, (Tenob	,			
2.	Principal Sanction: Censure					
	Other Sanctions:					
	SUSPENSION LIMIT ON ACTIVITIES IN CONNE	CTION WITH ANY	( "AUDIT"			
3.	Date Initiated (MM/DD/YYYY):					
	06/27/2017					
	If not exact, provide explanation:					
4.	Docket/Case Number:					
	105-2017-129					
5.	Control Affiliate Employing Firm when activity of	occurred which le	d to the regulatory action	(if applicable):		
J.	FULVIO & ASSOCIATES, LLP,	occurred Willell IE	a to the regulatory action	(ii applicable).		

6.	Principal Product Type: Other Other Product Types: AUDIT	
7.	Describe the allegations related to this regulatory action. (The information must fit within the spa WITHOUT ADMITTING OR DENYING THE FINDINGS, EXCEPT AS TO JURISDICTION OF THE PUBLIA PARTNER IN THE PUBLIC ACCOUNTING FIRM, FULVIO & ASSOCIATES, LLP, CONSENTED TO THI CONNECTION WITH THE 2014 AUDIT OF A BROKER-DEALER, HE FAILED TO OBTAIN SUFFICIENT FINANCIAL STATEMENTS AND SUPPORTING SCHEDULES, FAILED TO IDENTIFY AND TEST THE BE EXCHANGE ("SEC") RULES FOR SAFEGUARDING CERTAIN CUSTOMERS ASSETS HELD BY THE BR PERFORMING THE REQUIRED ENGAGEMENT QUALITY REVIEWS WITH DUE PROFESSIONAL CARE	C COMPANY ACCOUNTING OVERSIGHT BOARD, ("PCAOB") OVER THIS MATTER, MR. FULVIO, E ENTRY OF AN ORDER FINDING THAT, AS THE ENGAGEMENT QUALITY REVIEWER IN APPROPRIATE AUDIT EVIDENCE TO SUPPORT THE AUDIT OPINION ON THE BROKER-DEALERS OKER-DEALERS KEY INTERNAL CONTROLS OVER COMPLIANCE WITH SECURITIES AND OKER-DEALER AND PROVIDED HIS CONCURRING APPROVAL OF ISSUANCE WITHOUT
8.	Current status ? On Appeal Final	
9.	If on appeal, regulatory action appealed to: (SEC, SRO, Federal or State Court) and Date Appeal	Filed:
If Fi	nal or On Appeal, complete all items below. For Pending Actions, complete Item 13 only.	
10.	How was matter resolved: Decision & Order of Offer of Settlement	
11.	Resolution Date (MM/DD/YYYY):	
	06/27/2017	
12.	Resolution Detail:	
	A. Were any of the following Sanctions Ordered? (Check all appropriate items):	
	Monetary/Fine	Amount: \$
	Revocation/Expulsion/Denial	□ Disgorgement/Restitution
	<b></b> Censure	Cease and Desist/Injunction
	Bar	Suspension
	B. Other Sanctions Ordered: LIMIT ON ACTIVITIES IN CONNECTION WITH ANY "AUDIT"	
	C. Sanction detail: if suspended, enjoined or barred, provide duration including start date and capa requalification by exam/retraining was a condition of the sanction, provide length of time given in disposition resulted in a fine, penalty, restitution, disgorgement or monetary compensation, provided penalty was waived: SUSPENDED 1 YEAR FROM 6/27/2017 THROUGH 6/27/2018 WITH A LIMIT ON ACTIVITIES IN CI.	o requalify/retrain, type of exam required and whether condition has been satisfied. If ide total amount, portion levied against applicant or control affiliate, date paid and if any
13.	Provide a brief summary of details related to the action status and (or) disposition and include re MR. FULVIO, A PARTNER IN THE PUBLIC ACCOUNTING FIRM, FULVIO & ASSOCIATES, LLP, CONSE REVIEWER IN CONNECTION WITH THE 2014 AUDIT OF A BROKER-DEALER, HE FAILED TO OBTAI BROKER-DEALERS FINANCIAL STATEMENTS AND SUPPORTING SCHEDULES, FAILED TO IDENTIFY SECURITIES AND EXCHANGE ("SEC") RULES FOR SAFEGUARDING CERTAIN CUSTOMERS ASSETS WITHOUT PERFORMING THE REQUIRED ENGAGEMENT QUALITY REVIEWS WITH DUE PROFESSION	levant terms, conditions and dates. (The information must fit within the space provided.) INTED TO THE ENTRY OF AN ORDER FINDING THAT, AS THE ENGAGEMENT QUALITY N SUFFICIENT APPROPRIATE AUDIT EVIDENCE TO SUPPORT THE AUDIT OPINION ON THE AND TEST THE BROKER-DEALERS KEY INTERNAL CONTROLS OVER COMPLIANCE WITH HELD BY THE BROKER-DEALER AND PROVIDED HIS CONCURRING APPROVAL OF ISSUANCE
	BD - CIVIL JUDIO	TAL DRP
	No Information	Filed
	BD - BANKRUPT	
	No Information	
	BD - BOND	
	No Information BD - JUDGMENT I	
	No Information	

BD Number: 312784

Primary Business Name: PROMETHEUM EMBER CAPITAL, LLC

BD - INITIAL 06/04/2021

			BD - APPLICANT INFORMATIO	N	
OMB N	lumber	3235-0012			
Estima Respo	s sted average burden hours per: nsedmentdmen	2.75			
	provisions of law applying to the administrative, injunctive or cri	ne conduct of business as a liminal action.		he failure to keep accurate books and records or otherwirities laws and the laws of the <i>jurisdictions</i> and may resu	
			© APPLICATION C AMENDME	NT	
1. Ex	act name, principal business address,	mailing address, if different	, and telephone number of applicant:		
A.	Full name of applicant(if sole proper PROMETHEUM EMBER CAPITAL, LLC	rietor, state last, first and mid	dle name):		
В.	IRS Empl. Ident. No.: 86-2474999				
C.	(1) Name under which broker-deals PROMETHEUM EMBER CAPITAL,		ducted, if different from Item 1A.		
	(2) List on Schedule D, Page 1, Sec	tion I, Other Business Nam	es any other name by which the firm conduc	ts business and where it is used.	
D.	If this filing makes a name change o applicant name (1A) or bus Please check above.		nter the new name and specify whether the	name change is of the	
E.	Firm main address: (Do not use a P Number and Street 1: 120 WALL STREET City:	State:	Number and Street 2: 25TH FLOOR Country:	Zip/Postal Code:	
	NEW YORK	New York	UNITED STATES	10005	
F.	Mailing Address, if different: Number and Street 1:		Number and Stree	+ 2+	
	City:	State:	Country:	Zip/Postal Code:	
G.	<b>Business Telephone Number:</b> 212-269-1400				
Н.	Contact Employee:				
	Name: BENJAMIN S. KAPLAN		Title: MANAGING MEMBER	Telephone Number: 212-269-1400	
			BD - EXECUTION		
For the application of the appli	ant is in compliance with applicable st issors in such office, attorney for the a ction with the offer or sale of securitie ading against the applicant may be co ant were a resident in said State(s) are applicant consents that service of any of	ate surety bonding requiren pplicant in said State(s), up so or commodities, or out of mmenced in any court of co and had lawfully been served civil action brought by or not	nents and irrevocably appoint the administra on whom may be served any notice, process the violation or alleged violation of the laws impetent jurisdiction and proper venue within with process in said State(s). tice of any proceeding before the Securities a	of securities or commodities, the undersigned and application of each of those State(s) or such other person designs, or pleading in any action or proceeding against the applicant those State(s), and the applicant hereby consents the nisaid State(s) by service of process upon said appointed and Exchange Commission or any self-regulatory organize Protection Corporation, may be given by registered or ce	nated by law, and the olicant arising out of or in at any such action or e with the same effect as if eation in connection with
telegra The ur inform	am to the applicant's contact employendersigned, being first duly sworn, delation and statements contained herei	ee at the main address, or m poses and says that he/she n, including exhibits attache	nailing address if different, given in Items 1E has executed this form on behalf of, and wit ad hereto, and other information filed herewi		applicant represent that the
	<b>MM/DD/YYYY</b> /2021		Name of Appli PROMETHEUM B	icant EMBER CAPITAL, LLC	
	<b>orized Signatory</b> MIN S. KAPLAN		<b>Title</b> MANAGING MEN	MBER	
Subsci	ibed and sworn before me this	day of	, by Year		
	Public nmission expires Co	ounty of	State of		
			BD - SECURITIES AND EXCHANGE COM	MISSION	
	icate by checking the appropriate box			the <i>applicant</i> is registered or registering as a broker-dea	eler.

A. Is <i>applicant</i> registered or regis	stering as a broker-dealer under Sec	tion 15(b) or Section 15B of th	ne Securities Exchange Act of 1934	,	•	
	stering as a broker-dealer under Sec	tion 15(b) of the Securities Ex	change Act of 1934 and also acting	or intending to act as a government securities brol		
or dealer?  Is applicant registered or regis	stering <u>solely</u> as a government secu	ities broker or dealer under Se	ection 15C of the Securities Eychan	ne Act of 1934?	_	
			ection 13C of the Securities Exchang	ge Act 01 1954:	0	•
	C if applicant answered "yes" to Iteleses as a government securities broke				_	
-	-		s registration as a government secu	rities broker or dealer under Section 15C of the Se	Curitie	
Exchange Act of 1934. See "Instru		inserts to the manarawar or te	registration as a government seed	The broker of dealer ander Section 150 or the Sec	carrere	
		SECURITY FUTURES P	RODUCTS ACTIVITIES			
		gle stock futures activities by r	egistered broker-dealers. This field	cannot be utilized until the SEC approves rules rela	ating t	o the
form and content of such reportin	g.)					
		BD - SRO / JU	JRISDICTION			
		•	RY ORGANIZATIONS			
FINRA	CBOE BZX	☐ ISE	☐ MIAX OPTIC			
□ BOX □ BX	☐ CBOE C2 ☐ CBOE EDGA	☐ ISE GEMX ☐ ISE MRX	□ NQX □ NYSE	☐ NYSE-NAT ☐ NgLX		
□ CBOE	☐ CBOE EDGX	LTSE	□ NYSE-AMER			
□ СВОЕ ВҮХ	□ IEX	□ MEMX	☐ NYSE-ARCA	☐ MIAX PEARL		
				☐ MIAX EMERALD		
E. M. S	<b></b>	BD - JURI		En		
☐ Alabama ☐ Alaska	☐ Illinois ☐ Indiana		☐ Montana ☐ Nebraska	☐ Puerto Rico ☐ Rhode Island		
□ Arizona	□ Indiana □ Iowa		□ Nevada	South Carolina		
☐ Arkansas	☐ Kansas		New Hampshire	South Dakota		
California	☐ Kentuc		New Jersey	☐ Tennessee		
Colorado	Louisia	na	New Mexico	☐ Texas		
Connecticut	Maine	. i	New York	Utah		
Delaware District of Columbia	☐ Marylar ☐ Massac		□ North Carolina □ North Dakota	□ Vermont □ Virgin Islands		
☐ Florida	☐ Michiga		☐ Ohio	□ Virginia		
☐ Georgia	☐ Minnes		☐ Oklahoma	☐ Washington		
☐ Hawaii	☐ Mississ	• •	Oregon	West Virginia		
☐ Idaho	Missour	i -	☐ Pennsylvania	☐ Wisconsin ☐ Wyoming		
3. A. Indicate legal status of <i>appli</i>	icant:	BD - LEGA	L STATUS	C Other (specify)		
		•		Other (specify)		
Partnership	© Limited Liabil	ity Company				
B. Month applicant's fiscal year DECEMBER						
entity was formed):	or, indicate date and place <i>applicant</i>	obtained its legal status (i.e.,	state or country where incorporate	d, where partnership agreement was filed, or wher	е арріі	licant
State of formation: Delaware	Country of USA	formation:	Date of formatio 01/13/2021	n: MM/DD/YYYY		
Schedule A, Direct Owners a schedules must be provided		f applicable, Schedule B, Indir	ect Owners Section must be comple	ted as part of all initial applications. Amendments	to thes	se
If applicant is a sole propriet	tor, state full residence address and	Social Security Number.				
Social Security Number: Number and Street 1:		Number and Stre	et 2:			
City:		State:	Country:	Zip/Postal Code:		
		BD - SUC	CESSION			
T/		£	412		YES	NO
	s filing succeeding to the business o		-ueaier?		0	⊚
•	ssions already reported on Form BD.		a 1 Castian III			
If "Yes," contact CRD prior to	submitting form; complete appropr	late Items on Schedule D, Page	e 1, Section III.			
		BD - ARRA	NGEMENTS			V- · ·
. Does <i>applicant</i> hold or maintain	n any funds or securities or provide	clearing services for any other	broker or dealer?			Yes N
						0 0
. Does <i>applicant</i> refer or introduc	ce customers to any other broker or	dealer?				0 6
If "ves." complete appropriate	items on Schedule D, Page 1, Section	on IV, Arrangement Detail.				

	_	
8. Does applicant have any arrangement with any other person, firm, or organization under which:		
A. any books or records of <i>applicant</i> are kept or maintained by such other <i>person</i> , firm or organization?		
B. accounts, funds, or securities of the <i>applicant</i> are held or maintained by such other <i>person</i> , firm, or organization?		
C. accounts, funds, or securities of customers of the applicant are held or maintained by such other person, firm, or organization?		
For purposes of 8B and 8C, do not include a bank or satisfactory control location as defined in paragraph(c) of Rule 15c3-3 under the Securities Exchange Act of 1934 (17 CFR 240. 15c3-3).		
If "Yes" to any part of Item 8, complete appropriate items on Schedule D, Page 1, Section IV, Arrangement Detail.		
9. Does any <i>person</i> not named in Item 1 or Schedules A, B, or C, directly or indirectly:		
A. control the management or policies of the applicant through agreement or otherwise?		
B. wholly or partially finance the business of applicant?		
Do not answer "yes" to 9B if the person finances the business of the applicant through: 1) a public offering of securities made pursuant to the Securities Act of 1933; 2) credit extend in the ordinary course of business by suppliers, banks, and others; or 3) a satisfactory subordination agreement, as defined in Rule 15c3-1 under the Securities Exchange Act of 1934 (17 CFR 240. 15c3-1).		
If "Yes" to any part of Item 9, complete appropriate items on Schedule D, Page 1, Section IV, Arrangement Detail.	_	
BD - BUSINESS AFFILIATES  BD - Control Affiliates		
10. A. Directly or indirectly, does applicant control, is applicant controlled by, or is applicant under common control with, any partnership, corporation, or other organization that is engage	d	
in the securities or investment advisory business?  If "Yes" to Item 10A, complete appropriate items on Schedule D, Page 2, Section V, Firm Affiliates.		
B. Directly or indirectly, is applicant controlled by any bank holding company, national bank, state member bank of the Federal Reserve System, state non-member bank, savings bank	٠,	1
association, credit union, or foreign bank?		
If "Yes" to Item 10B, complete appropriate items on Schedule D, Page 3, Section VI, Bank Affiliates.		
BD - DISCLOSURE QUESTIONS		
11. Use the appropriate DRP for providing details to "yes" answers to the questions in Item 11. Refer to the Explanation of Terms section of Form BD Instructions for explanations of italici	z	
CRIMINAL DISCLOSURE		
A. In the past ten years has the applicant or a control affiliate:  (1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign or military court to any felony?		
(2) been <i>charged</i> with any <i>felony</i> ?		
B. In the past ten years has the applicant or a control affiliate:  (1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign or military court to a misdemeanor involving: investments or an investment-related business or any fraud, false statements or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, extortion, or a conspiracy to commit any of these offenses?	55	:
(2) been charged with a misdemeanor specified in 11B(1)?  REGULATORY ACTION DISCLOSURE		
C. Has the U.S. Securities and Exchange Commission or the Commodity Futures Trading Commission ever:		
(1) found the applicant or a control affiliate to have made a false statement or omission?		
(2) found the applicant or a control affiliate to have been involved in a violation of its regulations or statutes?		
(3) found the applicant or a control affiliate to have been a cause of an investment-related business having its authorization to do business denied, suspended, revoked, or restricted?		
(4) entered an order against the applicant or a control affiliate in connection with an investment-related activity?  (5) imposed a civil money penalty on the applicant or a control affiliate, or ordered the applicant or a control affiliate to cease and desist from any activity?		
D. Has any other federal regulatory agency, any state regulatory agency, or foreign financial regulatory authority:		
(1) ever found the applicant or a control affiliate to have made a false statement or omission or been dishonest, unfair, or unethical?		
(2) ever found the applicant or a control affiliate to have been involved in a violation of investment-related regulations or statutes?  (3) ever found the applicant or a control affiliate to have been a cause of an investment-related business having its authorization to do business denied, suspended, revoked, or		
restricted?		
(4) in the past ten years, entered an <i>order</i> against the <i>applicant</i> or a <i>control affiliate</i> in connection with an <i>investment-related</i> activity?  (5) ever denied, suspended, or revoked the <i>applicant</i> 's or a <i>control affiliate</i> 's registration or license or otherwise, by <i>order</i> , prevented it from associating with an <i>investment-related</i>		
business or restricted its activities?  E. Has any self-regulatory organization or commodities exchange ever:		
(1) found the applicant or a control affiliate to have made a false statement or omission?		
<ul><li>(2) found the applicant or a control affiliate to have been involved in a violation of its rules (other than a violation designated as a "minor rule violation" under a plan approved by the U.S. Securities and Exchange Commission)?</li><li>(3) found the applicant or a control affiliate to have been the cause of an investment-related business having its authorization to do business denied, suspended, revoked, or restricted</li></ul>	?	
(4) disciplined the <i>applicant</i> or a <i>control affiliate</i> by expelling or suspending it from membership, barring or suspending its association with other members, or otherwise restricting its		
activities?  F. Has the applicant's or a control affiliate's authorization to act as an attorney, accountant, or federal contractor ever been revoked or suspended?		
G. Is the applicant or a control affiliate now the subject of any regulatory proceeding that could result in a "yes" answer to any part of 11C, D, or E?		
CIVIL JUDICIAL ACTION DISCLOSURE		
H. (1) Has any domestic or foreign court:  (a) in the past ten years, enjoined the applicant or a control affiliate in connection with any investment-related activity?		
(b) ever found that the applicant or a control affiliate was involved in a violation of investment-related statutes or regulations?		
(c) ever dismissed, pursuant to a settlement agreement, an investment-related civil action brought against the applicant or control affiliate by a state or foreign financial regulatory authority?	,	
(2) Is the applicant or a control affiliate now the subject of any civil proceeding that could result in a "yes" answer to any part of 11H(1)?		

### FINANCIAL DISCLOSURE I. In the past ten years has the applicant or a control affiliate of the applicant ever been a securities firm or a control affiliate of a securities firm that: YES NO (1) has been the subject of a bankruptcy petition? $\circ$ $\odot$ (2) has had a trustee appointed or a direct payment procedure initiated under the Securities Investor Protection Act? $^{\circ}$ $\odot$ J. Has a bonding company ever denied, paid out on, or revoked a bond for the applicant? $\circ$ $\odot$ K. Does the applicant have any unsatisfied judgments or liens against it? $\circ$ $\odot$

		BD - TYPES OF BUSINESS		
		eck types of business engaged in (or to be engaged in, if not yet active) by applicant. Do not check any category that accounts for (or is expected to account for) less than 19 enue from the securities or investment advisory business.	6 of annual	
	۹.	Exchange member engaged in exchange commission business other than floor activities.	□емс	
	В.	Exchange member engaged in floor activities.	□емғ	
	C.	Broker or dealer making inter-dealer markets in corporate securities over-the-counter.	□ірм	
	D.	Broker or dealer retailing corporate equity securities over-the-counter.	□BDR	
	Ε.	Broker or dealer selling corporate debt securities.	□воо	
	F.	Underwriter or selling group participant (corporate securities other than mutual funds).	□usg	
	G.	Mutual fund underwriter or sponsor.	□мғи	
	Н.	Mutual fund retailer.	□MFR	
	Ι.	1. U.S. government securities dealer.	□gsd	
		2. U.S. government securities broker.	□GSB	
	J.	Municipal securities dealer.	□msd	
	Κ.	Municipal securities broker.	□мsв	
	L.	Broker or dealer selling variable life insurance or annuities.	□VLA	
	М.	Solicitor of time deposits in a financial institution.	□ssl	
	Ν.	Real estate syndicator.	RES	
	Э.	Broker or dealer selling oil and gas interests.	□ogi	
	Р.	Put and call broker or dealer or option writer.	□рсв	
	Q.	Broker or dealer selling securities of only one issuer or associate issuers (other than mutual funds).	□віа	
	R.	Broker or dealer selling securities of non-profit organizations (e.g., churches, hospitals).	□прв	
:	S.	Investment advisory services.	□IAD	
	Γ.	1. Broker or dealer selling tax shelters or limited partnerships in primary distributions.	□тар	
		2. Broker or dealer selling tax shelters or limited partnerships in the secondary market.	□TAS	
	J.	Non-exchange member arranging for transactions in listed securities by exchange member.	□NEX	
,	V.	Trading securities for own account.	□TRA	
,	W.	Private placement of securities.	□PLA	
	Χ.	Broker or dealer selling interests in mortgages or other receivables.	□mri	
,	Y.	Broker or dealer involved in a networking, kiosk or similar arrangement with a:		
		1. bank, savings bank or association, or credit union.	□вна	
		insurance company or agency	□INA	
	Z.	Other (give details on Schedule D, Page 1, Section II, Other Business)	<b></b> ОТН	
			YES	NO.
13.	Α.	Does applicant effect transactions in commodity futures, commodities or commodity options as a broker for others or as a dealer for its own account?	0	•
	В.	Does applicant engage in any other non-securities business?	0	•
		If "yes", describe each other business briefly on Schedule D, Page 1, Section II, Other Business.		

## BD - DIRECT OWNERS/EXECUTIVE OFFICERS

Are there any indirect owners of the applicant required to be reported on Schedule B? ⊙ Yes C No

Ownership Codes:	NA	- less than 5%	В	- 10% but less than 25%	D	- 50% but less than 75%
	A	- 5% but less than 10%	C	- 25% but less than 50%	E	- 75% or more

Full Legal Name	DE/FE/I	Title or Status	Date Acquired	Own. Code	<b>Control Person</b>	PR	CRD #(or S.S.No., IRS Tax #, Emp. ID)
BRICKNER, ADAM SCOTT	I	CCO	05/2021	NA	Υ	N	1554529
Kaplan, Benjamin Seth	I	MANAGING MEMBER	03/2021	NA	Υ	N	6993516
PROMETHEUM INC.	DE	PARENT	01/2021	E	Υ	N	82-2921648

Ownership Codes:	C - 25% but	less than 50%	Е	- 75% or more	
	D - 50% but	less than 75%	F	- Other General Par	tners
ull Legal Name	DE/FE/I Entity in Which	h Interest is Status	Date Acquired	Own. Contro	
ASHKEY DIGITAL ASSET GROUP	FE PROMETHEUM,	INC. SHAREHOLDER	01/2021	C Y	N FOREIGN
APLAN, MARTIN HENRY	I PROMETHEUM,	INC. SHAREHOLDER/ CHAIRMAN	01/2021	D Y	N 2177411
		BD Schedule C - Amendments to 9	Schodulos A 9. P		
the Type of Amd. column, indicate "A" (addition	n), "D" (deletion), or "C" (chang		Scriedules A & B		
·	less than 5% 5% but less than 10%	B - 10% but less than 25% C - 25% but less than 50%	D - 50% but	t less than 75%	F - Other General Partners
ist below all changes to Schedule A: (DIREC					
-		-	n. Code Contro	ol Person PR	CRD # (or SSN, IRS Tax #, Emp. ID)
	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	No Information			
ist below all changes to Schedule B: (INDIR	RECT OWNERS)				
ull Legal Name DE/FE/I Type of	Amd Entity in Which	Interest is Owned Status Date	Acquired Own Co	ode   Control Person	PR CRD # (or SSN, IRS Tax #, Emp. ID)
an Legal Name   DL/12/1   Type of	Zilidey iii Willen		-	oue   control i cison	TR ORD # (or 55%, 1R5 Tax #, Emp. 15)
		No Information	Filed		
		BD - OTHER BUSINESS N	NAMES		
		No Information	Filed		
		BD - OTHER BUSINE	ss		
Briefly describe any other business (	Item 12Z).	DD OTHER DODING			
SPECIAL PURPOSE DÍGITAL ASSETS BRO		PONDENT CLEARING SERVICES.			
Briefly describe any other non-securi	ities business (Item 13B	).			
		BD - SUCCESSIONS	5		
Date of Succession: MM/DD/YYYY	Na	me of Predecessor:			
Date of Succession: MM/DD/YYYY	Na				
Date of Succession: MM/DD/YYYY Firm CRD Number			any)		SEC File Number (if any)
Firm CRD Number	IRS	me of Predecessor: S Employer Identification Number (if a			SEC File Number (if any) 8-
Firm CRD Number	IRS	me of Predecessor:			
Firm CRD Number	IRS	me of Predecessor: S Employer Identification Number (if a			
Firm CRD Number	IRS Sion including any assets	me of Predecessor: S Employer Identification Number (if a s or liabilities not assumed by the <i>suc</i>	ccessor.		
Firm CRD Number	IRS Sion including any assets	me of Predecessor: S Employer Identification Number (if a	ccessor. SONS / FINANCIN		
Firm CRD Number	IRS Sion including any assets	me of Predecessor:  S Employer Identification Number (if a sor liabilities not assumed by the successor)  BD - ARRANGEMENTS / CONTROL PER NO Information	ccessor. SONS / FINANCIN		
Firm CRD Number	IRS Sion including any assets	me of Predecessor:  S Employer Identification Number (if a sor liabilities not assumed by the successor)  BD - ARRANGEMENTS / CONTROL PER NO Information  BD - AFFILIATES	ccessor. SONS / FINANCIN		
Firm CRD Number Briefly describe details of the <i>succes</i> s	IRS Sion including any assets	me of Predecessor:  S Employer Identification Number (if a sor liabilities not assumed by the successor)  BD - ARRANGEMENTS / CONTROL PER NO Information	ccessor. SONS / FINANCIN		
Firm CRD Number  Briefly describe details of the success  The details supplied relate to:	IR: sion including any asset:	me of Predecessor:  S Employer Identification Number (if a sor liabilities not assumed by the successor)  BD - ARRANGEMENTS / CONTROL PER NO Information  BD - AFFILIATES  Business	ccessor. SONS / FINANCIN		
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Firm CRD Number  Briefly describe details of the success  The details supplied relate to:  Partnership, Corporation, or Organization  MANORHAVEN CAPITAL LLC  The Partnership, Corporation, or Org	IRS Sion including any asset: I I	me of Predecessor:  S Employer Identification Number (if a sor liabilities not assumed by the successor)  BD - ARRANGEMENTS / CONTROL PER NO Information  BD - AFFILIATES  Business  CRD Number (if any)	ccessor. SONS / FINANCIN		
Firm CRD Number  Briefly describe details of the success  The details supplied relate to:  Partnership, Corporation, or Organiz: MANORHAVEN CAPITAL LLC  The Partnership, Corporation, or Org	IRS Sion including any asset: I I	me of Predecessor:  S Employer Identification Number (if a sor liabilities not assumed by the successor)  BD - ARRANGEMENTS / CONTROL PER NO Information  BD - AFFILIATES  Business  CRD Number (if any)	ccessor. SONS / FINANCIN		
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Firm CRD Number  Briefly describe details of the success  The details supplied relate to:  Partnership, Corporation, or Organiz:  MANORHAVEN CAPITAL LLC  The Partnership, Corporation, or Org  C controls applicant  is controlled by applicant  is under common control with ap	IRS Sion including any asset:  I  ation Name  I  I  I  I  I  I  I  I  I  I  I  I  I	me of Predecessor:  S Employer Identification Number (if a sor liabilities not assumed by the successor)  BD - ARRANGEMENTS / CONTROL PER NO Information  BD - AFFILIATES  Business  CRD Number (if any)	ccessor. SONS / FINANCIN		
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Firm CRD Number  Briefly describe details of the success  The details supplied relate to: Partnership, Corporation, or Organiz: MANORHAVEN CAPITAL LLC  The Partnership, Corporation, or Org  C controls applicant  is controlled by applicant  is under common control with applicants  is under common control with applicant 1  120 WALL STREET  City  NEW YORK  Effective Date (MM/DD/YYYY)  02/05/2021	IRS  sion including any asset:  ation Name tanization  pplicant  State  New York	me of Predecessor:  S Employer Identification Number (if a sor liabilities not assumed by the successor liabilities not	esons / FINANCIN Filed		
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Firm CRD Number  Briefly describe details of the success  The details supplied relate to:  Partnership, Corporation, or Organization  MANORHAVEN CAPITAL LLC  The Partnership, Corporation, or Org  Controls applicant  is controlled by applicant  is control	IRS  sion including any asset:  ation Name tanization  State New York  sization a foreign entity?	me of Predecessor:  S Employer Identification Number (if a sor liabilities not assumed by the successor liabilities not	esons / FINANCIN Filed		
Firm CRD Number  Briefly describe details of the success  The details supplied relate to:  Partnership, Corporation, or Organize MANORHAVEN CAPITAL LLC  The Partnership, Corporation, or Org  Controls applicant  is controlled by applicant  is controlled by applicant  is under common control with ap  Business Address  Street 1  120 WALL STREET  City  NEW YORK  Effective Date (MM/DD/YYYY)  02/05/2021  Is Partnership, Corporation or Organ  C Yes © No  Activities of this Partnership, Corporation	IRS  sion including any asset:  ation Name tanization  State New York  sization a foreign entity?	Street 2 25TH FLOOR Country UNITED STATES UNITED STATES Termination Date (MM/DD/YYYY) If Yes, provide country of domicile	esons / FINANCIN Filed		
The details supplied relate to: Partnership, Corporation, or Organiz: MANORHAVEN CAPITAL LLC The Partnership, Corporation, or Org C controls applicant is controlled by applicant is controlled by applicant is controlled by applicant is controlled by applicant street 1 120 WALL STREET City NEW YORK Effective Date (MM/DD/YYYY) 02/05/2021 Is Partnership, Corporation or Organ C Yes ® No Activities of this Partnership, Corporation Securities Activities	IRS  sion including any asset:  ation Name tanization  State New York  sization a foreign entity?  ation, or Organization:	me of Predecessor:  S Employer Identification Number (if a sor liabilities not assumed by the success or liabilities not assumed by the success of liabilities not liabilities not assumed by the success of liabilities not assumed by the success of liabilities not liabilities not assumed by the success of liabilities not assumed by the success of liabilities not liabilities not assumed by the success of lia	esons / FINANCIN Filed		
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The details supplied relate to: Partnership, Corporation, or Organize MANORHAVEN CAPITAL LLC The Partnership, Corporation, or Org Controls applicant is controlled by applicant is under common control with applicants and suspenses Address Street 1 120 WALL STREET City NEW YORK Effective Date (MM/DD/YYYY) 02/05/2021 Is Partnership, Corporation or Organ Yes ® No Activities of this Partnership, Corporations of this Partnership, Corporations activities Investment Advisory Activities Briefly describe the control relations	IRS  sion including any asset:  ation Name anization  State New York  dization a foreign entity? ation, or Organization:  ① Yes ② N  C Yes ③ N	me of Predecessor:  S Employer Identification Number (if a sor liabilities not assumed by the success or liabilities not assumed by the success of liabiliti	escessor.  ESONS / FINANCIN Filed  al Code		
Firm CRD Number  Briefly describe details of the success  The details supplied relate to:  Partnership, Corporation, or Organiz: MANORHAVEN CAPITAL LLC  The Partnership, Corporation, or Org  C controls applicant  is controlled by applicant  is under common control with ap Business Address  Street 1  120 WALL STREET  City NEW YORK  Effective Date (MM/DD/YYYY)  02/05/2021  Is Partnership, Corporation or Organ  C Yes ® No  Activities of this Partnership, Corporations  Securities Activities  Investment Advisory Activities  Briefly describe the control relations  APPLICANT AND PROMETHEUM	IRS  sion including any asset:  ation Name tanization  State New York  sization a foreign entity?  ation, or Organization:  ② Yes ○ N  ○ Yes ○ N  hip EMBER ATS ARE UNDER CO	Street 2 25TH FLOOR Country UNITED STATES Termination Date (MM/DD/YYYY) If Yes, provide country of domicile O OMMON CONTROL OF PARENT, PROMETHE	escessor.  ESONS / FINANCIN Filed  al Code		
Firm CRD Number  Briefly describe details of the success  The details supplied relate to:  Partnership, Corporation, or Organize MANORHAVEN CAPITAL LLC  The Partnership, Corporation, or Org  Controls applicant  is controlled by applicant  is under common control with applicants  sunder common control with applicants  is under common control with applicants  is under common control with applicants  Street 1  120 WALL STREET  City NEW YORK  Effective Date (MM/DD/YYYY)  02/05/2021  Is Partnership, Corporation or Organ  C Yes © No  Activities of this Partnership, Corporations of Capitals  Securities Activities  Investment Advisory Activities  Briefly describe the control relations  APPLICANT AND PROMETHEUM	IRS  sion including any asset:  ation Name tanization  State New York  sization a foreign entity?  ation, or Organization:  ② Yes ○ N  ○ Yes ○ N  hip EMBER ATS ARE UNDER CO	Street 2 25TH FLOOR Country UNITED STATES UNITED STATES UNITED STATES Termination Date (MM/DD/YYYY) If Yes, provide country of domicile	escessor.  ESONS / FINANCIN Filed  al Code		
The details supplied relate to: Partnership, Corporation, or Organize MANORHAVEN CAPITAL LLC The Partnership, Corporation, or Org C controls applicant is controlled by applicant is under common control with applicant sunder common control with applicant is under control with applicant is under control control control is partnership, Corporation, Corporation, or Organiza prometing components in corporation, or Organiza prometing common control relations applicant is under control relations.  The details supplied relate to: Partnership, Corporation, or Organiza prometing control is applicant in the control relations applicant is under control relations.	sion including any assets  ation Name anization  State New York  ization a foreign entity? ation, or Organization:  Yes © N  hip EMBER ATS ARE UNDER CO	Street 2 25TH FLOOR Country Zip/Posts UNITED STATES 10005 Termination Date (MM/DD/YYYY) If Yes, provide country of domicile  DMMON CONTROL OF PARENT, PROMETHE Business  CRD Number (if any)	escessor.  ESONS / FINANCIN Filed  al Code		
Firm CRD Number  Briefly describe details of the success  The details supplied relate to:  Partnership, Corporation, or Organize MANORHAVEN CAPITAL LLC  The Partnership, Corporation, or Org  Controls applicant  is controlled by applicant  is under common control with applicant sunder common control with applicant applicant  is under common control with applicant sunder common control with applicant applicant  is under common control with applicant sunder common control with applicant applica	sion including any assets  ation Name anization  State New York  ization a foreign entity? ation, or Organization:  Yes © N  hip EMBER ATS ARE UNDER CO	Street 2 25TH FLOOR Country Zip/Posts UNITED STATES 10005 Termination Date (MM/DD/YYYY) If Yes, provide country of domicile  DMMON CONTROL OF PARENT, PROMETHE Business  CRD Number (if any)	escessor.  ESONS / FINANCIN Filed  al Code		
The details supplied relate to: Partnership, Corporation, or Organize Manorman Series and Series an	sion including any assets  ation Name anization  State New York  ization a foreign entity? ation, or Organization:  Yes © N  hip EMBER ATS ARE UNDER CO	Street 2 25TH FLOOR Country Zip/Posts UNITED STATES 10005 Termination Date (MM/DD/YYYY) If Yes, provide country of domicile  DMMON CONTROL OF PARENT, PROMETHE Business  CRD Number (if any)	escessor.  ESONS / FINANCIN Filed  al Code		

**Business Address** 

Street 1 120 WALL STREET Street 2 25TH FLOOR

City NEW YORK Country UNITED STATES State Zip/Postal Code

New York Effective Date (MM/DD/YYYY) Termination Date (MM/DD/YYYY)

10/30/2020

Is Partnership, Corporation or Organization a foreign entity? If Yes, provide country of domicile or incorporation

C Yes ⊙ No

Activities of this Partnership, Corporation, or Organization: **Securities Activities** ⊙ Yes CNo **Investment Advisory Activities** C Yes ⊙No

Briefly describe the control relationship

APPLICANT AND PROMETHEUM EMBER ATS ARE UNDER COMMON CONTROL OF PARENT, PROMETHEUM INC.

**BD - BRANCHES** 

### **No Information Filed**

**BD - CRIMINAL DRP** 

No Information Filed

**BD - REGULATORY ACTION DRP** 

No Information Filed

**BD - CIVIL JUDICIAL DRP** 

No Information Filed

**BD - BANKRUPTCY DRP** 

No Information Filed

BD - BOND DRP

No Information Filed **BD - JUDGMENT LIEN DRP** 

No Information Filed

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Privacy | Legal | Terms & Conditions

BD Number: 312784

Primary Business Name: PROMETHEUM EMBER CAPITAL, LLC

BD - AMENDMENT

11/30/2021

			BD - APPLICANT INFO	ORMATION	
OMB N	lumber	3235-0012			
Expire	S				
	ated average burden hours per: nse	2.75			
Amend	dment	0.33			
	provisions of law applying to t administrative, injunctive or co	he conduct of business as riminal action.		basis, or the failure to keep accurate books and records or otherwise to comply with the ederal securities laws and the laws of the <i>jurisdictions</i> and may result in disciplinary, <b>ATIONS.</b>	
			○ APPLICATION ⊙ A	AMENDMENT	
			rent, and telephone number of <i>applica</i>	ant:	
Α.	Full name of applicant(if sole prop PROMETHEUM EMBER CAPITAL, LLC		middle name):		
В.	IRS Empl. Ident. No.: 86-2474999				
C.	(1) Name under which broker-deal PROMETHEUM EMBER CAPITAL		onducted, if different from Item 1A.		
	(2) List on Schedule D, Page 1, Se	ction I, Other Business N	ames any other name by which the fi	firm conducts business and where it is used.	
D.	If this filing makes a name change of applicant name (1A) or bus Please check above.		t, enter the new name and specify wh	nether the name change is of the	
E.	Firm main address: (Do not use a	P.O. Box)			
	Number and Street 1: 120 WALL STREET		Number and Street 2: 25TH FLOOR		
	City: NEW YORK	<b>State:</b> New York	Country: UNITED STATES	Zip/Postal Code: 10005	
F.	Mailing Address, if different:		Normhan and Street		
	Number and Street 1: 120 WALL STREET		<b>Number and Stree</b> 25TH FLOOR		
	City: NEW YORK	<b>State:</b> New York	Country: UNITED STATES	Zip/Postal Code: 10005	
G.	<b>Business Telephone Number:</b> 212-269-1400				
Н.	Contact Employee:				
	Name: BENJAMIN S. KAPLAN		Title: MANAGING MEMBER	<b>Telephone Number:</b> 212-269-1400	
			BD - EXECUTI	ION	
	JTION:				
succes connec	ant is in compliance with applicable s ssors in such office, attorney for the a ction with the offer or sale of securiti	tate surety bonding requi applicant in said State(s), es or commodities, or out commenced in any court of	irements and irrevocably appoint the , upon whom may be served any notic t of the violation or alleged violation of f competent jurisdiction and proper v	ffer or sale of securities or commodities, the undersigned and applicant hereby certify that administrator of each of those State(s) or such other person designated by law, and the ice, process, or pleading in any action or proceeding against the applicant arising out of or of the laws of those State(s), and the applicant hereby consents that any such action or venue within said State(s) by service of process upon said appointee with the same effect and other states.	r in
the ap	plicant's broker-dealer activities, or o	of any application for a pr		Securities and Exchange Commission or any self-regulatory organization in connection wit as Investor Protection Corporation, may be given by registered or certified mail or confirme in Items 1E and 1F.	
inform	ation and statements contained here	in, including exhibits atta	ached hereto, and other information f	of, and with the authority of, said <i>applicant</i> . The undersigned and <i>applicant</i> represent that filed herewith, all of which are made a part hereof, are current, true and complete. The not amended such information is currently accurate and complete.	t the
	<b>MM/DD/YYYY</b> /2021			ne of Applicant METHEUM EMBER CAPITAL, LLC	
	orized Signatory RAH JOSEPH		<b>Title</b> CHIE	EF COMPLIANCE OFFICER/AMLCO	
Subsci	ribed and sworn before me this	day of	Year by		
Notar	- Public				
	r Public mmission expires C	County of	State of		
			BD - SECURITIES AND EXCHA	ANGE COMMISSION	
2. Ind	icate by checking the appropriate box	((es) each governmental		on in which the applicant is registered or registering as a broker-dealer.	
If appi	licant is registered or registering with	the SEC, check here and	d answer Items 2A through 2D below.	ı.	

A. Is <i>applicant</i> registered or regis	stering as a broker-dealer under Sec	tion 15(b) or Section 15B of th	ne Securities Exchange Act of 1934	,	•	
	stering as a broker-dealer under Sec	tion 15(b) of the Securities Ex	change Act of 1934 and also acting	or intending to act as a government securities brol		
or dealer?  Is applicant registered or regis	stering <u>solely</u> as a government secu	ities broker or dealer under Se	ection 15C of the Securities Eychan	ne Act of 1934?	_	
			ection 13C of the Securities Exchang	ge Act 01 1954:	0	•
	C if applicant answered "yes" to Iteleses as a government securities broke				_	
-	-		s registration as a government secu	rities broker or dealer under Section 15C of the Se	Curitie	
Exchange Act of 1934. See "Instru		inserts to the manarawar or te	registration as a government seed	The broker of dealer ander Section 150 or the Sec	carrere	
		SECURITY FUTURES P	RODUCTS ACTIVITIES			
		gle stock futures activities by r	egistered broker-dealers. This field	cannot be utilized until the SEC approves rules rela	ating t	o the
form and content of such reportin	g.)					
		BD - SRO / JU	JRISDICTION			
		•	RY ORGANIZATIONS			
FINRA	CBOE BZX	☐ ISE	☐ MIAX OPTIC			
□ BOX □ BX	☐ CBOE C2 ☐ CBOE EDGA	☐ ISE GEMX ☐ ISE MRX	□ NQX □ NYSE	☐ NYSE-NAT ☐ NgLX		
□ CBOE	☐ CBOE EDGX	LTSE	□ NYSE-AMER			
□ СВОЕ ВҮХ	□ IEX	□ MEMX	☐ NYSE-ARCA	☐ MIAX PEARL		
				☐ MIAX EMERALD		
E. M. S	<b></b>	BD - JURI		En		
☐ Alabama ☐ Alaska	☐ Illinois ☐ Indiana		☐ Montana ☐ Nebraska	☐ Puerto Rico ☐ Rhode Island		
□ Arizona	□ Indiana □ Iowa		□ Nevada	South Carolina		
☐ Arkansas	☐ Kansas		New Hampshire	South Dakota		
California	☐ Kentuc		New Jersey	☐ Tennessee		
Colorado	Louisia	na	New Mexico	☐ Texas		
Connecticut	Maine	. i	▼ New York	Utah		
Delaware District of Columbia	☐ Marylar ☐ Massac		□ North Carolina □ North Dakota	□ Vermont □ Virgin Islands		
☐ Florida	☐ Michiga		☐ Ohio	□ Virginia		
☐ Georgia	☐ Minnes		☐ Oklahoma	☐ Washington		
☐ Hawaii	☐ Mississ	• •	Oregon	West Virginia		
☐ Idaho	Missour	i -	☐ Pennsylvania	☐ Wisconsin ☐ Wyoming		
3. A. Indicate legal status of <i>appli</i>	icant:	BD - LEGA	L STATUS	C Other (specify)		
		•		Other (specify)		
Partnership	© Limited Liabil	ity Company				
B. Month applicant's fiscal year DECEMBER						
entity was formed):	or, indicate date and place <i>applicant</i>	obtained its legal status (i.e.,	state or country where incorporate	d, where partnership agreement was filed, or wher	е арріі	licant
State of formation: Delaware	Country of USA	formation:	Date of formatio 01/13/2021	n: MM/DD/YYYY		
Schedule A, Direct Owners a schedules must be provided		f applicable, Schedule B, Indir	ect Owners Section must be comple	ted as part of all initial applications. Amendments	to thes	se
If applicant is a sole propriet	tor, state full residence address and	Social Security Number.				
Social Security Number: Number and Street 1:		Number and Stre	et 2:			
City:		State:	Country:	Zip/Postal Code:		
		BD - SUC	CESSION			
T/		£	412		YES	NO
	s filing succeeding to the business o		-ueaier?		0	⊚
•	ssions already reported on Form BD.		a 1 Castian III			
If "Yes," contact CRD prior to	submitting form; complete appropr	late Items on Schedule D, Page	e 1, Section III.			
		BD - ARRA	NGEMENTS			V- · ·
. Does <i>applicant</i> hold or maintain	n any funds or securities or provide	clearing services for any other	broker or dealer?			Yes N
						0 0
. Does <i>applicant</i> refer or introduc	ce customers to any other broker or	dealer?				0 6
If "ves." complete appropriate	items on Schedule D, Page 1, Section	on IV, Arrangement Detail.				

	_	
8. Does applicant have any arrangement with any other person, firm, or organization under which:		
A. any books or records of <i>applicant</i> are kept or maintained by such other <i>person</i> , firm or organization?		
B. accounts, funds, or securities of the <i>applicant</i> are held or maintained by such other <i>person</i> , firm, or organization?		
C. accounts, funds, or securities of customers of the applicant are held or maintained by such other person, firm, or organization?		
For purposes of 8B and 8C, do not include a bank or satisfactory control location as defined in paragraph(c) of Rule 15c3-3 under the Securities Exchange Act of 1934 (17 CFR 240. 15c3-3).		
If "Yes" to any part of Item 8, complete appropriate items on Schedule D, Page 1, Section IV, Arrangement Detail.		
9. Does any <i>person</i> not named in Item 1 or Schedules A, B, or C, directly or indirectly:		
A. control the management or policies of the applicant through agreement or otherwise?		
B. wholly or partially finance the business of applicant?		
Do not answer "yes" to 9B if the person finances the business of the applicant through: 1) a public offering of securities made pursuant to the Securities Act of 1933; 2) credit extend in the ordinary course of business by suppliers, banks, and others; or 3) a satisfactory subordination agreement, as defined in Rule 15c3-1 under the Securities Exchange Act of 1934 (17 CFR 240. 15c3-1).		
If "Yes" to any part of Item 9, complete appropriate items on Schedule D, Page 1, Section IV, Arrangement Detail.	_	
BD - BUSINESS AFFILIATES  BD - Control Affiliates		
10. A. Directly or indirectly, does applicant control, is applicant controlled by, or is applicant under common control with, any partnership, corporation, or other organization that is engage	d	
in the securities or investment advisory business?  If "Yes" to Item 10A, complete appropriate items on Schedule D, Page 2, Section V, Firm Affiliates.		
B. Directly or indirectly, is applicant controlled by any bank holding company, national bank, state member bank of the Federal Reserve System, state non-member bank, savings bank	٠,	1
association, credit union, or foreign bank?		
If "Yes" to Item 10B, complete appropriate items on Schedule D, Page 3, Section VI, Bank Affiliates.		
BD - DISCLOSURE QUESTIONS		
11. Use the appropriate DRP for providing details to "yes" answers to the questions in Item 11. Refer to the Explanation of Terms section of Form BD Instructions for explanations of italici	z	
CRIMINAL DISCLOSURE		
A. In the past ten years has the applicant or a control affiliate:  (1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign or military court to any felony?		
(2) been <i>charged</i> with any <i>felony</i> ?		
B. In the past ten years has the applicant or a control affiliate:  (1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign or military court to a misdemeanor involving: investments or an investment-related business or any fraud, false statements or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, extortion, or a conspiracy to commit any of these offenses?	55	:
(2) been charged with a misdemeanor specified in 11B(1)?  REGULATORY ACTION DISCLOSURE		
C. Has the U.S. Securities and Exchange Commission or the Commodity Futures Trading Commission ever:		
(1) found the applicant or a control affiliate to have made a false statement or omission?		
(2) found the applicant or a control affiliate to have been involved in a violation of its regulations or statutes?		
(3) found the applicant or a control affiliate to have been a cause of an investment-related business having its authorization to do business denied, suspended, revoked, or restricted?		
(4) entered an order against the applicant or a control affiliate in connection with an investment-related activity?  (5) imposed a civil money penalty on the applicant or a control affiliate, or ordered the applicant or a control affiliate to cease and desist from any activity?		
D. Has any other federal regulatory agency, any state regulatory agency, or foreign financial regulatory authority:		
(1) ever found the applicant or a control affiliate to have made a false statement or omission or been dishonest, unfair, or unethical?		
(2) ever found the applicant or a control affiliate to have been involved in a violation of investment-related regulations or statutes?  (3) ever found the applicant or a control affiliate to have been a cause of an investment-related business having its authorization to do business denied, suspended, revoked, or		
restricted?		
(4) in the past ten years, entered an <i>order</i> against the <i>applicant</i> or a <i>control affiliate</i> in connection with an <i>investment-related</i> activity?  (5) ever denied, suspended, or revoked the <i>applicant</i> 's or a <i>control affiliate</i> 's registration or license or otherwise, by <i>order</i> , prevented it from associating with an <i>investment-related</i>		
business or restricted its activities?  E. Has any self-regulatory organization or commodities exchange ever:		
(1) found the applicant or a control affiliate to have made a false statement or omission?		
<ul><li>(2) found the applicant or a control affiliate to have been involved in a violation of its rules (other than a violation designated as a "minor rule violation" under a plan approved by the U.S. Securities and Exchange Commission)?</li><li>(3) found the applicant or a control affiliate to have been the cause of an investment-related business having its authorization to do business denied, suspended, revoked, or restricted</li></ul>	?	
(4) disciplined the <i>applicant</i> or a <i>control affiliate</i> by expelling or suspending it from membership, barring or suspending its association with other members, or otherwise restricting its		
activities?  F. Has the applicant's or a control affiliate's authorization to act as an attorney, accountant, or federal contractor ever been revoked or suspended?		
G. Is the applicant or a control affiliate now the subject of any regulatory proceeding that could result in a "yes" answer to any part of 11C, D, or E?		
CIVIL JUDICIAL ACTION DISCLOSURE		
H. (1) Has any domestic or foreign court:  (a) in the past ten years, enjoined the applicant or a control affiliate in connection with any investment-related activity?		
(b) ever found that the applicant or a control affiliate was involved in a violation of investment-related statutes or regulations?		
(c) ever dismissed, pursuant to a settlement agreement, an investment-related civil action brought against the applicant or control affiliate by a state or foreign financial regulatory authority?	,	
(2) Is the applicant or a control affiliate now the subject of any civil proceeding that could result in a "yes" answer to any part of 11H(1)?		

### FINANCIAL DISCLOSURE I. In the past ten years has the applicant or a control affiliate of the applicant ever been a securities firm or a control affiliate of a securities firm that: YES NO (1) has been the subject of a bankruptcy petition? $\circ$ $\odot$ (2) has had a trustee appointed or a direct payment procedure initiated under the Securities Investor Protection Act? $\odot$ J. Has a bonding company ever denied, paid out on, or revoked a bond for the applicant? $\circ$ $\odot$ K. Does the applicant have any unsatisfied judgments or liens against it? $\circ$ $\odot$

		BD - TYPES OF BUSINESS		
		ck types of business engaged in (or to be engaged in, if not yet active) by applicant. Do not check any category that accounts for (or is expected to account for) less than 1% on the securities or investment advisory business.	of annual	
A.		Exchange member engaged in exchange commission business other than floor activities.	□емс	
В.		Exchange member engaged in floor activities.	□емғ	
C.		Broker or dealer making inter-dealer markets in corporate securities over-the-counter.	□IDM	
D.		Broker or dealer retailing corporate equity securities over-the-counter.	□BDR	
E.		Broker or dealer selling corporate debt securities.	□BDD	
F.		Underwriter or selling group participant (corporate securities other than mutual funds).	□usg	
G.		Mutual fund underwriter or sponsor.	□мғи	
н.		Mutual fund retailer.	□MFR	
I.		1. U.S. government securities dealer.	□gsd	
		2. U.S. government securities broker.	□GSB	
J.		Municipal securities dealer.	□MSD	
K.		Municipal securities broker.	□мsв	
L.		Broker or dealer selling variable life insurance or annuities.	□vla	
М.		Solicitor of time deposits in a financial institution.	□ssl	
N.		Real estate syndicator.	RES	
0.		Broker or dealer selling oil and gas interests.	□ogi	
P.		Put and call broker or dealer or option writer.	□рсв	
Q.		Broker or dealer selling securities of only one issuer or associate issuers (other than mutual funds).	□віа	
R.		Broker or dealer selling securities of non-profit organizations (e.g., churches, hospitals).	□прв	
s.		Investment advisory services.	□IAD	
T.		1. Broker or dealer selling tax shelters or limited partnerships in primary distributions.	□тар	
		2. Broker or dealer selling tax shelters or limited partnerships in the secondary market.	□TAS	
U.		Non-exchange member arranging for transactions in listed securities by exchange member.	□NEX	
V.		Trading securities for own account.	□TRA	
w.		Private placement of securities.	□PLA	
x.		Broker or dealer selling interests in mortgages or other receivables.	□mri	
Y.		Broker or dealer involved in a networking, kiosk or similar arrangement with a:		
		1. bank, savings bank or association, or credit union.	□вна	
		2. insurance company or agency	□INA	
Z.		Other (give details on Schedule D, Page 1, Section II, Other Business)	<b></b> ОТН	
13 ^	_	Does applicant effect transactions in commodity futures, commodities or commodity options as a broker for others or as a dealer for its own account?		s NO
			0	•
В.	. D	Does applicant engage in any other non-securities business?	0	⊙

	YES	S N	0
3. A. Does applicant effect transactions in commodity futures, commodities or commodity options as a broker for others or as a dealer for its own account?	0	e	•
B. Does applicant engage in any other non-securities business?	0	e	•
If "yes", describe each other business briefly on Schedule D, Page 1, Section II, Other Business.			

BD - DIRECT OWNERS/EXECUTIVE OFFICERS
Are there any indirect owners of the applicant required to be reported on Schedule B?
⊙ Yes ○ No

Ownership Codes:	NA	- less than 5%	В	- 10% but less than 25%	D	- 50% but less than 75%
	A	- 5% but less than 10%	С	- 25% but less than 50%	E	- 75% or more

Full Legal Name	DE/FE/I	Title or Status	Date Acquired	Own. Code	Control Person	PR	CRD #(or S.S.No., IRS Tax #, Emp. ID)
JOSEPH, DEBORAH ANNMARIE	I	CCO	10/2021	NA	Υ	N	2078548
KAPLAN, BENJAMIN SETH	I	MANAGING MEMBER	03/2021	NA	Υ	N	6993516
PROMETHEUM INC.	DE	PARENT	01/2021	E	Υ	N	82-2921648

Ownership Codes:		C - 25°	% but less than 5	50%			E	- 75% or mo	re		
		D - 50°	% but less than 7	75%			F	- Other Gene	ral Partners	5	
Full Legal Name	DE/FE,	'I Entity in	Which Interest is	s Owned	Status	Date Acqı	e uired	Own. Code	Control Person	PR CRD # (or SS	N, IRS Tax #, Em
FENG, XIAO NMN	I	HASHKEY LIMITED	DIGITAL ASSET GR	ROUP	SHAREHOLDER	01/2	021	С	Υ	N 7399259	
HASHKEY DIGITAL ASSET GROUP LIMITED	FE	PROMETH	EUM, INC.		SHAREHOLDER	01/2	021	С	Υ	N FOREIGN	
KAPLAN, MARTIN HENRY	I	PROMETH	EUM, INC.		SHAREHOLDER/ CHAIRMAN	01/2	021	D	Υ	N 2177411	
WEIDING, LU NMN	I	HASHKEY LIMITED	DIGITAL ASSET GR	ROUP	SHAREHOLDER	01/2	021	D	Υ	N 7406711	
			BD Sch	nedule C -	- Amendments to Sc	hedules A 8	в				
In the Type of Amd. column, indicate "A" (ac	ddition), "D" (	deletion), or "C	" (change of information	on about the	e same <i>person</i> ).						
Ownership Codes are: NA		n 5% less than 10%			less than 25% less than 50%	D - 50 E - 75		less than 75%		F - Other General Par	tners
List below all changes to Schedule A: (D	IRECT OWN	ERS AND EXE	CUTIVE OFFICERS)								
Full Legal Name DE/FE/I	Type of	Amd.	Title or Status	Date	Acquired Own.	Code (	Contro	ol Person	PR CRD	# (or SSN, IRS Tax #, E	np. ID)
			Title of Status	Date						,	· ·
			Which Interest is	No I	nformation Fi		vn. Co	ode Control	Person P	R CRD # (or SSN, IRS	Tax #, Emp. ID)
Full Legal Name   DE/FE/I   Typ  Briefly describe any other busine SPECIAL PURPOSE DIGITAL ASSETS	e of Amd. ss (Item 1 BROKER-DE	Entity in 1	Which Interest is	No I S Owned No I BD - O No I	nformation Fi	quired Ovilled	vn. Co	ode Control	Person P		Tax #, Emp. ID)
Full Legal Name   DE/FE/I   Typ  Briefly describe any other busine SPECIAL PURPOSE DIGITAL ASSETS	e of Amd. ss (Item 1 BROKER-DE	Entity in 1	Which Interest is	No I s Owned No I BD - 0 No I	Status Date Ac Information Fi OTHER BUSINESS NA Information Fi	quired Ovilled	wn. Cc	ode Control	Person P		Tax #, Emp. ID)
Briefly describe any other busine SPECIAL PURPOSE DIGITAL ASSETS Briefly describe any other non-se	e of Amd. ss (Item 1 BROKER-DE	Entity in 1	Which Interest is	No I s Owned No I BD - 0 No I	Status Date Aconformation Find There Business NA Information Find There Business Department of the Conformation Find There Business Department of the Conformat	quired Ovilled	wn. Co	ode   Control	Person P		Tax #, Emp. ID)
Full Legal Name DE/FE/I Typ  Briefly describe any other busine SPECIAL PURPOSE DIGITAL ASSETS Briefly describe any other non-se	e of Amd. ss (Item 1 BROKER-DE	Entity in 1	Which Interest is em 13B).	No I s Owned No I BD - 0 No I BE	Status Date Aconformation Find There Business NA Information Find There Business Department of the Conformation Find There Business Department of the Conformat	quired Ovilled	wn. Cc	ode Control			Tax #, Emp. ID)
Full Legal Name DE/FE/I Typ  Briefly describe any other busine SPECIAL PURPOSE DIGITAL ASSETS  Briefly describe any other non-se  Date of Succession: MM/DD/YYYY	e of Amd.  ss (Item 1 BROKER-Discurities bu	Entity in \( \)  2Z).  EALER  usiness (Ite	Which Interest is em 13B).  Name of Pred  IRS Employer	No I S Owned No I BD - 0 No I BE decessor:	Status Date Actinformation Find There Business NA information Find There Business States Described to the Control of the Contr	quired Ovilled MES iled	wn. Co	ode Control	SECI	R CRD # (or SSN, IRS	Tax #, Emp. ID)
Full Legal Name DE/FE/I Typ  Briefly describe any other busine SPECIAL PURPOSE DIGITAL ASSETS Briefly describe any other non-se	e of Amd.  ss (Item 1 BROKER-Discurities bu	Entity in \( \)  2Z).  EALER  usiness (Ite	Which Interest is on 13B).  Name of Pred IRS Employer r assets or liabilit	No I s Owned No I BD - 0 No I BE decessor:	Status Date Aconformation Find There Business NA Information Find There Business NA Information Find There Business Date Of The Busines	quired Ovilled  MES iled  S  ONS / FINA			SECI	R CRD # (or SSN, IRS	Tax #, Emp. ID)
Full Legal Name DE/FE/I Typ  Briefly describe any other busine SPECIAL PURPOSE DIGITAL ASSETS  Briefly describe any other non-se  Date of Succession: MM/DD/YYYY	e of Amd.  ss (Item 1 BROKER-Discurities bu	Entity in \( \)  2Z).  EALER  usiness (Ite	Which Interest is on 13B).  Name of Pred IRS Employer r assets or liabilit	No I s Owned No I BD - 0 No I BE decessor:	Status Date Aconformation Find There Business NA Information Find There Business NA Information Find There Business BD - Successions Cation Number (if any ssumed by the successions)	quired Ovilled  MES iled  S  ONS / FINA			SECI	R CRD # (or SSN, IRS	Tax #, Emp. ID)

		BD - /	AFFILIATES
		В	usiness
The details supplied relate to: <b>Partnership, Corporation, or Organizatio</b> MANORHAVEN CAPITAL LLC <b>The Partnership, Corporation, or Organi</b> z		CRD Number (if any) 44965	
C controls applicant			
is controlled by applicant			
<ul> <li>is under common control with applic</li> <li>Business Address</li> </ul>	ant		
Street 1 120 WALL STREET		Street 2 25TH FLOOR	
City NEW YORK	<b>State</b> New York	Country UNITED STATES	Zip/Postal Code 10005
Effective Date (MM/DD/YYYY) 02/05/2021		Termination Date (MM/	(DD/YYYY)
Is Partnership, Corporation or Organizat	tion a foreign entity?	If Yes, provide country	of domicile or incorporation
Ĉ Yes  ⓒ No Activities of this Partnership, Corporatio	n, or Organization:		
Securities Activities	⊙ Yes ONd	)	
Investment Advisory Activities	C Yes ⊙No	)	
Briefly describe the <i>control</i> relationship APPLICANT AND PROMETHEUM EME	BER ATS ARE UNDER CO	MMON CONTROL OF PAREN	IT, PROMETHEUM INC.
		В	usiness
The details supplied relate to: Partnership, Corporation, or Organizatio	n Name	CRD Number (if any)	

PROMETHEUM EMBER ATS INC.

The Partnership, Corporation, or Organization

311636

C controls applicant is controlled by applicant  $\odot$  is under common control with applicant **Business Address** Street 1 120 WALL STREET Street 2 25TH FLOOR Country UNITED STATES City NEW YORK State Zip/Postal Code New York Effective Date (MM/DD/YYYY) 10/30/2020 Termination Date (MM/DD/YYYY) CYes ⊙No Activities of this Partnership, Corporation, or Organization: **Securities Activities** ⊙ Yes ONo **Investment Advisory Activities** C Yes ⊙No Briefly describe the *control* relationship

APPLICANT AND PROMETHEUM EMBER ATS ARE UNDER COMMON CONTROL OF PARENT, PROMETHEUM INC.

**BD - BRANCHES** 

### **No Information Filed**

**BD - CRIMINAL DRP** 

No Information Filed

**BD - REGULATORY ACTION DRP** 

No Information Filed

**BD - CIVIL JUDICIAL DRP** 

No Information Filed

BD - BANKRUPTCY DRP

No Information Filed

BD - BOND DRP

No Information Filed

BD - JUDGMENT LIEN DRP

No Information Filed

BD Number: 283256

Primary Business Name: DISTRIBUTED TECHNOLOGY MARKETS LLC

BD - AMENDMENT

07/10/2020

			BD - APPLICAN	T INFORMATION				
OMB N	umber	3235-0012						
Estimat Respon	Expires							
WARN		conduct of business as a broker-deal			arate books and records or otherwise to comply with the is of the <i>jurisdictions</i> and may result in disciplinary,			
INTEN	TIONAL MISSTATEMENTS OR OMISS	SIONS OF FACTS MAY CONSTITU	TE CRIMINAL \	VIOLATIONS.				
		c	APPLICATION	N <sup>©</sup> AMENDMENT				
1. Exa	ct name, principal business address, ma	ailing address, if different, and telep	hone number of	applicant:				
	Full name of applicant(if sole proprietor) DISTRIBUTED TECHNOLOGY MARKETS							
	IRS Empl. Ident. No.: 81-0906694							
C.	(1) Name under which broker-dealer b DISTRIBUTED TECHNOLOGY MARK		fferent from Iten	n 1A.				
	(2) List on Schedule D, Page 1, Section		•					
	If this filing makes a name change on b   applicant name (1A) or busine  Please check above.		v name and spec	cify whether the name change is of the				
E.	Firm main address: (Do not use a P.O.	. Box)						
	Number and Street 1: 30 WEST 26TH STREET		Number and S FOURTH FLOO					
	City: NEW YORK	State: New York	Country: UNITED STATE		Zip/Postal Code: 10010			
F.	Mailing Address, if different: Number and Street 1:		Number and	Street 3				
	30 WEST 26TH STREET		FOURTH FLOO					
	City: NEW YORK	State: New York	Country: UNITED STATE	ES	Zip/Postal Code: 10010			
	Business Telephone Number: 6469185012							
н.	Contact Employee:							
	Name: PATRICE O'MARA	Title: CHIEF COMPLIANCE OFFI	CER		<b>Telephone Number:</b> 201-572-9192			
			BD - EX	ECUTION				
applica	purposes of complying with the laws of nt is in compliance with applicable state	e surety bonding requirements and in	revocably appoi	nt the administrator of each of those S	odities, the undersigned and <i>applicant</i> hereby certify that the tate(s) or such other person designated by law, and the tition or <i>proceeding</i> against the <i>applicant</i> arising out of or in			
connec	tion with the offer or sale of securities o	or commodities, or out of the violation menced in any court of competent ju	n or alleged viol risdiction and pr	ation of the laws of those State(s), and oper venue within said State(s) by serv	the applicant hereby consents that any such action or vice of process upon said appointee with the same effect as if			
the app		ny application for a protective decre	e filed by the Se	curities Investor Protection Corporation	sion or any self-regulatory organization in connection with , may be given by registered or certified mail or confirmed			
informa		including exhibits attached hereto, a	nd other inform	ation filed herewith, all of which are ma	d <i>applicant</i> . The undersigned and <i>applicant</i> represent that the side a part hereof, are current, true and complete. The currently accurate and complete.			
<b>Date N</b> 07/10/	MM/DD/YYYY 2020			Name of Applicant DISTRIBUTED TECHNOLOGY MARKET	S LLC			
	rized Signatory TOPHER WITTENBORN			Title CEO				
Subscri	bed and sworn before me this	day of	year by					
Notary	Public							
My com	mission expires Coun	nty of State of						
				EXCHANGE COMMISSION				
	cate by checking the appropriate box(es)				ered or registering as a broker-dealer.			

A. Is applicant registered or regis	tering as a broker-dealer under Sectio	n 15(b) or Section 15B of the	e Securities Exchange Act of 1934?		<ul><li>0</li></ul>
B. Is applicant registered or regis or dealer?	tering as a broker-dealer under Sectio	n 15(b) of the Securities Exc	hange Act of 1934 and also acting or int	ending to act as a government securities broker	0 0
	tering <u>solely</u> as a government securition	es broker or dealer under Sec	ction 15C of the Securities Exchange Act	of 1934?	O 0
	C if applicant answered "yes" to Item .		-		0 0
	es as a government securities broker o				၀ ၜ
If applicant answers "yes" to Item	ns 2A and 2D, applicant expressly cons	ents to the withdrawal of its	registration as a government securities	broker or dealer under Section 15C of the Securit	
Exchange Act of 1934. See "Instru					
		SECURITY FUTURES PR	ODUCTS ACTIVITIES		
		stock futures activities by re	gistered broker-dealers. This field canno	t be utilized until the SEC approves rules relating	to the
form and content of such reporting	g.)				
		PD 500 / 1111	DISDICTION		
		BD - SRO / JUI			
<b>☑</b> FINRA	☐ CBOE BZX	☐ ISE	☐ MIAX OPTIONS	☐ NYSE-CHI	
Вох	CBOE C2	☐ ISE GEMX	□ NQX	□ NYSE-NAT	
□ BX □ CBOE	☐ CBOE EDGA ☐ CBOE EDGX	☐ ISE MRX ☐ LTSE	☐ NYSE ☐ NYSE-AMER	□ NqLX □ PHLX	
☐ CBOE BYX	□ IEX	□ MEMX	□ NYSE-ARCA	☐ MIAX PEARL	
E COOL DIX	III IEA	E HELIX	E NISE AROA	☐ MIAX EMERALD	
		BD - JURIS	DICTION		
✓ Alabama	<b>☑</b> Illinois		☐ Montana	Puerto Rico	
Alaska	🗹 Indiana		✓ Nebraska	Rhode Island	
✓ Arizona	□ Iowa		☑ Nevada	South Carolina	
☐ Arkansas ☑ California	☐ Kansas ☐ Kentucky		New Hampshire     New Jersey	☐ South Dakota ☐ Tennessee	
✓ California ✓ Colorado	I Kentucky ✓ Louisiana		New Mexico	☐ Tennessee  ☑ Texas	
Connecticut	Maine		New York	✓ Iexas ✓ Utah	
<b>☑</b> Delaware	✓ Maryland		✓ North Carolina	☐ Vermont	
District of Columbia	<b>▽</b> Massachu	setts	North Dakota	☐ Virgin Islands	
Florida	Michigan		☑ Ohio	☑ Virginia	
▼ Georgia	✓ Minnesota		☐ Oklahoma	✓ Washington	
☐ Hawaii ☐ Idaho	☐ Mississipp ☐ Missouri	ļ.	☐ Oregon ☑ Pennsylvania	☐ West Virginia ✓ Wisconsin	
Litatio	I Missouri		ETemsylvania	□ Wyoming	
3. A. Indicate legal status of <i>appli</i>	icant:	BD - LEGAL	STATUS		
Corporation .	○ Sole Proprietors	hip	•	Other (specify)	
O Partnership	© Limited Liability	Company			
B. Month <i>applicant's</i> fiscal year DECEMBER	ends:				
C. If other than a sole proprieto entity was formed):	or, indicate date and place applicant of	otained its legal status (i.e., s	tate or country where incorporated, who	ere partnership agreement was filed, or where ap	plicant
State of formation: Delaware	Country of format UNITED STATES O		Date of format 12/10/2015	tion: MM/DD/YYYY	
Schedule A, Direct Owners a schedules must be provided		pplicable, Schedule B, Indire	ct Owners Section must be completed as	part of all initial applications. Amendments to th	iese
·					
<ol> <li>If applicant is a sole propriet</li> <li>Social Security Number:</li> </ol>	tor, state full residence address and Sc	iciai Security Number.			
Number and Street 1:		Number and Stree	et 2:		
City:		State:	Country: Zip,	/Postal Code:	
		nn cuco	ECCTON		
		BD - SUCC	ESSION	YES	. NO
5. Is applicant at the time of this	s filing succeeding to the business of a	currently registered broker-	dealer?	o	•
Do not report previous succes	sions already reported on Form BD.				
If "Yes," contact CRD prior to	submitting form; complete appropriat	e items on Schedule D, Page	1, Section III.		
		DD ADDAN	GEMENTS		
		BD - ARRAN	GEMENTS		Yes No
5. Does <i>applicant</i> hold or maintair	n any funds or securities or provide cle				Yes No
5. Does <i>applicant</i> hold or maintair	n any funds or securities or provide cle				
	n any funds or securities or provide cle ce customers to any other broker or de	aring services for any other l			

8. Does <i>applicant</i> have any arrangement with any other <i>person</i> , firm, or organization under which:		
A. any books or records of applicant are kept or maintained by such other person, firm or organization?		•
B. accounts, funds, or securities of the applicant are held or maintained by such other person, firm, or organization?		
C. accounts, funds, or securities of customers of the applicant are held or maintained by such other person, firm, or organization?		
For purposes of 8B and 8C, do not include a bank or satisfactory control location as defined in paragraph(c) of Rule 15c3-3 under the Securities Exchange Act of 1934 (17 CFR 240.		
15c3-3). If "Yes" to any part of Item 8, complete appropriate items on Schedule D, Page 1, Section IV, Arrangement Detail.		
. Does any person not named in Item 1 or Schedules A, B, or C, directly or indirectly:		
A. control the management or policies of the applicant through agreement or otherwise?		
B. wholly or partially finance the business of applicant?		
Do not answer "yes" to 9B if the person finances the business of the applicant through: 1) a public offering of securities made pursuant to the Securities Act of 1933; 2) credit extend in the ordinary course of business by suppliers, banks, and others; or 3) a satisfactory subordination agreement, as defined in Rule 15c3-1 under the Securities Exchange Act of 193-(17 CFR 240. 15c3-1).  If "Yes" to any part of Item 9, complete appropriate items on Schedule D, Page 1, Section IV, Arrangement Detail.		
BD - BUSINESS AFFILIATES		
BD - Control Affiliates		
	,	١
0. A. Directly or indirectly, does applicant control, is applicant controlled by, or is applicant under common control with, any partnership, corporation, or other organization that is engage in the securities or investment advisory business?	ed	
If "Yes" to Item 10A, complete appropriate items on Schedule D, Page 2, Section V, Firm Affiliates.		
B. Directly or indirectly, is applicant controlled by any bank holding company, national bank, state member bank of the Federal Reserve System, state non-member bank, savings bank association, credit union, or foreign bank?	c or	
If "Yes" to Item 10B, complete appropriate items on Schedule D, Page 3, Section VI, Bank Affiliates.		
BD - DISCLOSURE QUESTIONS		
11. Use the appropriate DRP for providing details to "yes" answers to the questions in Item 11. Refer to the Explanation of Terms section of Form BD Instructions for explanations of italic	ized	
CRIMINAL DISCLOSURE		
To the control of the		
	``	
(1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign or military court to any felony?		
<ul><li>(1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign or military court to any felony?</li><li>(2) been charged with any felony?</li></ul>	(	(
<ul><li>(1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign or military court to any felony?</li><li>(2) been charged with any felony?</li></ul>	ss, (	(
<ul> <li>(1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign or military court to any felony?</li> <li>(2) been charged with any felony?</li> <li>3. In the past ten years has the applicant or a control affiliate:</li> <li>(1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign or military court to a misdemeanor involving: investments or an investment-related busine or any fraud, false statements or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, extortion, or a conspiracy to commit any of these offenses?</li> </ul>	ss, (	(
<ul> <li>(1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign or military court to any felony?</li> <li>(2) been charged with any felony?</li> <li>3. In the past ten years has the applicant or a control affiliate:         <ul> <li>(1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign or military court to a misdemeanor involving: investments or an investment-related busine or any fraud, false statements or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, extortion, or a conspiracy to commit any of these offenses?</li> </ul> </li> <li>(2) been charged with a misdemeanor specified in 11B(1)?</li> </ul> REGULATORY ACTION DISCLOSURE	ss,	
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(1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign or military court to any felony?  (2) been charged with any felony?  3. In the past ten years has the applicant or a control affiliate:  (1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign or military court to a misdemeanor involving: investments or an investment-related busine or any fraud, false statements or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, extortion, or a conspiracy to commit any of these offenses?  (2) been charged with a misdemeanor specified in 11B(1)?  REGULATORY ACTION DISCLOSURE  C. Has the U.S. Securities and Exchange Commission or the Commodity Futures Trading Commission ever:  (1) found the applicant or a control affiliate to have made a false statement or omission?  (2) found the applicant or a control affiliate to have been involved in a violation of its regulations or statutes?	(sss, (	(
(1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign or military court to any felony?  (2) been charged with any felony?  3. In the past ten years has the applicant or a control affiliate: (1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign or military court to a misdemeanor involving: investments or an investment-related busines or any fraud, false statements or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, extortion, or a conspiracy to commit any of these offenses? (2) been charged with a misdemeanor specified in 11B(1)?  REGULATORY ACTION DISCLOSURE  C. Has the U.S. Securities and Exchange Commission or the Commodity Futures Trading Commission ever: (1) found the applicant or a control affiliate to have made a false statement or omission? (2) found the applicant or a control affiliate to have been involved in a violation of its regulations or statutes? (3) found the applicant or a control affiliate to have been a cause of an investment-related business having its authorization to do business denied, suspended, revoked, or restricted?	sss,	
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(1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign or military court to any felony?  (2) been charged with any felony?  (3) In the past ten years has the applicant or a control affiliate: (1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign or military court to a misdemeanor involving: investments or an investment-related busine or any fraud, false statements or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, extortion, or a conspiracy to commit any of these offenses?  (2) been charged with a misdemeanor specified in 11B(1)?  REGULATORY ACTION DISCLOSURE  (3) Has the U.S. Securities and Exchange Commission or the Commodity Futures Trading Commission ever: (1) found the applicant or a control affiliate to have made a false statement or omission? (2) found the applicant or a control affiliate to have been involved in a violation of its regulations or statutes? (3) found the applicant or a control affiliate to have been a cause of an investment-related business having its authorization to do business denied, suspended, revoked, or restricted? (4) entered an order against the applicant or a control affiliate in connection with an investment-related activity? (5) imposed a civil money penalty on the applicant or a control affiliate, or ordered the applicant or a control affiliate to cease and desist from any activity? (5) imposed a civil money penalty on the applicant or a control affiliate, or ordered the applicant or a control affiliate to cease and desist from any activity?	sss,	
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### FINANCIAL DISCLOSURE I. In the past ten years has the applicant or a control affiliate of the applicant ever been a securities firm or a control affiliate of a securities firm that: YES NO (1) has been the subject of a bankruptcy petition? $\circ$ $\odot$ (2) has had a trustee appointed or a direct payment procedure initiated under the Securities Investor Protection Act? $\odot$ J. Has a bonding company ever denied, paid out on, or revoked a bond for the applicant? $\circ$ $\odot$ K. Does the applicant have any unsatisfied judgments or liens against it? $\circ$ $\odot$

		BD - TYPES OF BUSINESS		
		ck types of business engaged in (or to be engaged in, if not yet active) by applicant. Do not check any category that accounts for (or is expected to account for) less than 1% enue from the securities or investment advisory business.	of annual	
	Α.	Exchange member engaged in exchange commission business other than floor activities.	□емс	
	В.	Exchange member engaged in floor activities.	□емғ	
	C.	Broker or dealer making inter-dealer markets in corporate securities over-the-counter.	□IDM	
	D.	Broker or dealer retailing corporate equity securities over-the-counter.	□BDR	
	E.	Broker or dealer selling corporate debt securities.	□вdd	
	F.	Underwriter or selling group participant (corporate securities other than mutual funds).	□usg	
	G.	Mutual fund underwriter or sponsor.	□мғи	
	н.	Mutual fund retailer.	□MFR	
	I.	1. U.S. government securities dealer.	□GSD	
		2. U.S. government securities broker.	□GSB	
	J.	Municipal securities dealer.	□msd	
	K.	Municipal securities broker.	□мsв	
	L.	Broker or dealer selling variable life insurance or annuities.	□vla	
	М.	Solicitor of time deposits in a financial institution.	□ssl	
	N.	Real estate syndicator.	RES	
	0.	Broker or dealer selling oil and gas interests.	□ogi	
	P.	Put and call broker or dealer or option writer.	□рсв	
	Q.	Broker or dealer selling securities of only one issuer or associate issuers (other than mutual funds).	□віа	
	R.	Broker or dealer selling securities of non-profit organizations (e.g., churches, hospitals).	□прв	
	S.	Investment advisory services.	□IAD	
	T.	1. Broker or dealer selling tax shelters or limited partnerships in primary distributions.	□тар	
		2. Broker or dealer selling tax shelters or limited partnerships in the secondary market.	□TAS	
	U.	Non-exchange member arranging for transactions in listed securities by exchange member.	□NEX	
	V.	Trading securities for own account.	□TRA	
	W.	Private placement of securities.	<b></b> PLA	
	Χ.	Broker or dealer selling interests in mortgages or other receivables.	□mri	
	Y.	Broker or dealer involved in a networking, kiosk or similar arrangement with a:		
		1. bank, savings bank or association, or credit union.	□вна	
		2. insurance company or agency	$\Box$ INA	
	Z.	Other (give details on Schedule D, Page 1, Section II, Other Business)	<b>⊡отн</b>	
			YE:	S NO
13.	Α.	Does applicant effect transactions in commodity futures, commodities or commodity options as a broker for others or as a dealer for its own account?	0	•
	В.	Does applicant engage in any other non-securities business?	0	•
			~	

		YES	NO
13. A	Does applicant effect transactions in commodity futures, commodities or commodity options as a broker for others or as a dealer for its own account?	O	•
В	5. Does applicant engage in any other non-securities business?	0	•
	If "ves", describe each other business briefly on Schedule D. Page 1. Section II. Other Business.		

BD - DIRECT OWNERS/EXECUTIVE OFFICERS							
Are there any indirect owners of the applicant required to be reported on Schedule B?							
C Yes <sup>®</sup> No							

Ownership Codes:	NA	- less than 5%	B - 10%	% but less than 25%	D·	- 50% but less than 75%
	A	- 5% but less than 10%	C - 25%	% but less than 50%	E -	- 75% or more

Full Legal Name	DE/FE/I	Title or Status	<b>Date Acquired</b>	Own. Code	<b>Control Person</b>	PR	CRD #(or S.S.No., IRS Tax #, Emp. ID)
HARPEL, JEFFREY KEITH	I	FINOP/ PFO / POO	02/2016	NA	N		1367784
OMARA, PATRICE AGNES	I	CHIEF COMPLIANCE OFFICER	01/2019	NA	Υ	N	1544140
VELOCITY MARKETS, INC.	DE	OWNER	12/2015	E	Υ	N	46-3489494
WITTENBORN, CHRISTOPHER DAVID	I	CHIEF EXECUTIVE OFFICER	08/2017	NA	Υ	N	5629878

# BD - INDIRECT OWNERS No Information Filed

## BD Schedule C - Amendments to Schedules A & B

In the Type of Amd. cold Ownership Codes are		dition), "D" (deletion), o		ation about the same person  - 10% but less than 25	•	ut less than 75% F - 0	Other General Partners
Ownership codes and	A A	- 5% but less than		- 25% but less than 50			other delicial rathers
List below all changes	s to Schedule A: (D	IRECT OWNERS AND E	EXECUTIVE OFFICERS	5)			
Full Legal Name	DE/FE/I	Type of Amd.	Title or Status	Date Acquired	Own. Code Cont	rol Person PR CRD # (or S	SN, IRS Tax #, Emp. ID)
run zegan name	22/:2/2	. , , , , , , , , , , , , , , , , , , ,	The or orace	No Informa		11.1 (0.13	51, 110 Tux ", 111, 12)
				NO IIIIOIIII	ation riled		
List below all changes	s to Schedule B: (If	NDIRECT OWNERS)					
Full Legal Name	DE/FE/I Type	e of Amd. Entity	in Which Interest	is Owned Status	Date Acquired Own.	Code   Control Person   PR   CRI	) # (or SSN, IRS Tax #, Emp. ID)
				No Informa			
Name	Jurisdiction			BD - OTHER BUS	SINESS NAMES		
ORCHARD X	AZ, CA, CO,	CT, DE, DC, FL, GA, I	IL, IN, LA, MD, MA,	MI, MN, NV, NJ, NY, NC	, OH, PA, SC, TX, UT, VA, WA	A, WI	
ORCHARD ATS	AZ, CA, CO,	CT, DE, DC, FL, GA, I	IL, IN, LA, MD, MA,	MI, MN, NV, NJ, NY, NC	, OH, PA, SC, TX, UT, VA, WA	A, WI	
				BD - OTHER	BUSINESS		
Briefly describe a							
UNAFFILIATED BRO	KER-DEALERS, PU	RSUANT TO WHICH	THE FIRM WILL RE	FER PROSPECTIVE CUST	TOMERS IN RETURN FOR A F	IN PORTFOLIOS COMMISSION-SHAR FINDER'S FEE OR A PERCENTAGE OF ACTIONS IN SECURITIES, INCLUDIF	THE COMMISSIONS GENERATED
Briefly describe a	ny other non-se	curities business (	Item 13B).				
Date of Succession	ni MM/DD/VVVV		Name of Pr	BD - SUCC	ESSIONS		
Date of Succession	II. MM/DD/TTTT		Name of Fi	euecessor.			
Firm CRD Number	r		IRS Employ	yer Identification Nur	mber (if any)	SEC File Nu 8-	imber (if any)
Briefly describe de	etails of the <i>suc</i>	cession including a	any assets or liabi	ilities not assumed by	y the <i>successor</i> .		
			BD - ARR	RANGEMENTS / CONT	ROL PERSONS / FINANCI	NG	
(check one)	○ Ite	m 7 G	Item 8A	C Item 8B	C Item 8C	C Item 9A	C Item 9B
						ng any multiple responses to any ite an arrangement or agreement, ento	
Organization/Indi					CRD Number:	<b>⊙</b> Entity	
NINZON WEB SERV	rices, inc.					O Individual	
Business Address							
Street 1: 410 TERRY AVENUE	NORTH				Street 2:		
City: SEATTLE		State: Washington			Country:	Zip/Postal Code: 98109-5210	
Effective Date MM, 02/17/2016	/DD/YYYY	g.co			Termination Date MM/DD		
Briefly describe th	ne nature of refe	rence or arrangen	nent (ITEM 7 or I	TEM 8); the nature of	the <i>control</i> or agreement	t (ITEM 9A); or the method and a	amount of financing (ITEM 9B)
			RECO	RDING AND MAINTENAM	NCE OF ELECTRONIC FILES.		
(check one)	○ Ite	m 7 G	Item 8A	C Item 8B	C Item 8C	C Item 9A	C Item 9B
						ng any multiple responses to any ite an arrangement or agreement, ente	
	,		greement became c				
Organization/Indi	•		greement became c		CRD Number:	⊙ Entity ○ Individual	
	ividual Name:		y centent became c		CRD Number:	•	
GLOBAL RELAY	ividual Name:		y cernein became c		CRD Number: Street 2:	•	
GLOBAL RELAY  Business Address  Street 1:	ividual Name:		tate: ew York			•	::

			EMAIL RETENTION	SYSTEM.		
(check one)	C Item 7	⊙ Item 8A	C Item 8B	C Item 8C	C Item 9A	C Item 9B
						em. Complete the "Effective Date" ter the effective date of the change
Organization/Indivi	idual Name:			CRD Number:	© Entity	
Business Address					○ Individ	ual
Street 1:	NE MARKET, SUITE 300			Street 2:		
City: SAN FRANCISCO		<b>State</b> Califor		Country:	<b>Zip/Posta</b> 94105	l Code:
Effective Date MM/D 02/01/2016	DD/YYYY			Termination Date M 06/30/2018	IM/DD/YYYY	
Briefly describe the	nature of reference or a	rrangement (ITEM 7 or I	TEM 8); the nature of the	control or agreement (ITE	M 9A): or the method and	amount of financing (ITFM 9B
briefly describe the						a
briefly describe the			CUSTOMER RECORDS			
(check one)	C Item 7	⊙ Item 8A			C Item 9A	C Item 9B
( <b>check one)</b> Applicant must comple	ete a separate Schedule D F	Page 1, Arrangement Detail	CUSTOMER RECORDS  C Item 8B  for each affirmative response	DATABASE.  C Item 8C  ie in this section including any	C Item 9A multiple responses to any it	C Item 9B em. Complete the "Effective Date"
(check one)  Applicant must completox with Month, Day a	ete a separate Schedule D R and Year that the arrangem	Page 1, Arrangement Detail	CUSTOMER RECORDS  C Item 8B  for each affirmative response ffective. When reporting a continuous co	DATABASE.  C Item 8C  ie in this section including any	C Item 9A multiple responses to any it	C Item 9B em. Complete the "Effective Date"
Applicant must complete with Month, Day a	ete a separate Schedule D R and Year that the arrangem	Page 1, Arrangement Detail	CUSTOMER RECORDS  C Item 8B  for each affirmative response ffective. When reporting a continuous co	DATABASE.  © Item 8C  ie in this section including any hange or termination of an arr	C Item 9A multiple responses to any it rangement or agreement, en	C Item 9B em. Complete the "Effective Date"
( <b>check one)</b> A <i>pplicant</i> must comple Dox with Month, Day a	ete a separate Schedule D R and Year that the arrangem	Page 1, Arrangement Detail	CUSTOMER RECORDS  C Item 8B  for each affirmative response ffective. When reporting a continuous co	DATABASE.  © Item 8C  ie in this section including any hange or termination of an arr	C Item 9A  multiple responses to any it angement or agreement, en	C Item 9B
(check one)  Applicant must completox with Month, Day a  Organization/Indivi	ete a separate Schedule D F and Year that the arrangem idual Name:	Page 1, Arrangement Detail	CUSTOMER RECORDS  © Item 8B  for each affirmative response ffective. When reporting a continuous co	DATABASE.  © Item 8C  ie in this section including any hange or termination of an arr	C Item 9A  multiple responses to any it angement or agreement, en	C Item 9B em. Complete the "Effective Date"
(check one)  Applicant must complete to the co	ete a separate Schedule D F and Year that the arrangem idual Name:	Page 1, Arrangement Detail	CUSTOMER RECORDS  C Item 8B  for each affirmative response ffective. When reporting a continuous co	DATABASE.  C Item 8C  ie in this section including any hange or termination of an arr  RD Number:  reet 2:	C Item 9A  multiple responses to any it angement or agreement, en	C Item 9B em. Complete the "Effective Date" ter the effective date of the chang
(check one)  Applicant must complete to the co	ete a separate Schedule D F and Year that the arrangem idual Name:	Page 1, Arrangement Detail ent or agreement became e	CUSTOMER RECORDS  C Item 8B  for each affirmative response ffective. When reporting a c  CI  SI	DATABASE.  C Item 8C  ie in this section including any hange or termination of an arr  RD Number:  reet 2:	C Item 9A  multiple responses to any it rangement or agreement, en  © Entity C Individual  Zip/Postal Code 94043	C Item 9B em. Complete the "Effective Date" ter the effective date of the change
Applicant must complete to the	ete a separate Schedule D Fand Year that the arrangem  idual Name:  D RD	Page 1, Arrangement Detail ent or agreement became el	CUSTOMER RECORDS  C Item 8B  for each affirmative response ffective. When reporting a continuous co	DATABASE.  C Item 8C  Se in this section including any hange or termination of an arr  RD Number:  reet 2:  Duntry: SA  Permination Date MM/DD/YYY	C Item 9A  multiple responses to any it rangement or agreement, en  © Entity C Individual  Zip/Postal Code 94043	C Item 9B em. Complete the "Effective Date" ter the effective date of the change

**BD - AFFILIATES** 

### **No Information Filed**

**BD - BRANCHES** 

## **No Information Filed**

BD - CRIMINAL DRP

No Information Filed

**BD - REGULATORY ACTION DRP**No Information Filed

BD - CIVIL JUDICIAL DRP

No Information Filed

BD - BANKRUPTCY DRP

No Information Filed

BD - BOND DRP

No Information Filed

BD - JUDGMENT LIEN DRP
No Information Filed

BD Number: 300853

Primary Business Name: TEXTURE CAPITAL, INC.

BD - INITIAL

02/20	/ 2019				
			BD - APPLICANT INFO	RMATION	
OMB N	umber	3235-0012			
Estima Respor	ted average burden hours per: use	2.75			
Amend	illenc				
	provisions of law applying t administrative, injunctive o	to the conduct of business as or criminal action.		passis, or the failure to keep accurate books and records or otherwise to deral securities laws and the laws of the <i>jurisdictions</i> and may result in details.	
				MENIMENT	
1 Fxa	act name principal business addre	ess mailing address if differe	ent, and telephone number of application		
	Full name of applicant(if sole p TEXTURE CAPITAL, INC.	-			
В.	IRS Empl. Ident. No.: 83-3406065				
C.		lealer business primarily is co	nducted, if different from Item 1A.		
	,	Section I, Other Business Na	mes any other name by which the fir	m conducts business and where it is used.	
D.	If this filing makes a name chang applicant name (1A) or Please check above.		enter the new name and specify whe	ther the name change is of the	
E.	Firm main address: (Do not use Number and Street 1:	e a P.O. Box)	Number and Street 2:		
	59 STRONG PLACE  City:	State:	Country:	Zip/Postal Code:	
_	BROOKLYN	New York	UNITED STATES	11231	
F.	Mailing Address, if different: Number and Street 1:		Number a	nd Street 2:	
	City:	State:	Country:	Zip/Postal Code:	
G.	Business Telephone Number: 917-319-4434				
н.	Contact Employee:				
	Name: RICHARD JOHNSON		Title: CEO/CCO	<b>Telephone Number:</b> 917-319-4434	
			BD - EXECUTION	ON	
For the application succession connection proceeds	ont is in compliance with applicabl sors in such office, attorney for that tion with the offer or sale of secu	le state surety bonding requing ne applicant in said State(s), un irities or commodities, or out of e commenced in any court of the state state in any court of the state state in any court of the state state in any court of the state surety in a state surety the state the state surety the st	ements and irrevocably appoint the a upon whom may be served any notice of the violation or alleged violation of competent jurisdiction and proper ve	er or sale of securities or commodities, the undersigned and applicant he idministrator of each of those State(s) or such other person designated e, process, or pleading in any action or proceeding against the applicant the laws of those State(s), and the applicant hereby consents that any nue within said State(s) by service of process upon said appointee with	by law, and the t arising out of or in such action or
the ap	olicant's broker-dealer activities,	or of any application for a pro		ecurities and Exchange Commission or any <i>self-regulatory organization</i> Investor Protection Corporation, may be given by registered or certified Items 1E and 1F.	
inform	ation and statements contained h	erein, including exhibits attac	hed hereto, and other information file	of, and with the authority of, said applicant. The undersigned and applicated ed herewith, all of which are made a part hereof, are current, true and of the amended such information is currently accurate and complete.	
<b>Date</b> 02/28	<b>MM/DD/YYYY</b> /2019			e <b>of Applicant</b> IRE CAPITAL, INC.	
	orized Signatory RD JOHNSON		Title CEO/C	cco	
Subscr	ibed and sworn before me this	day of	Year by		
Notary My con	Public nmission expires	County of	State of		
			BD - SECURITIES AND EXCHAI	NGF COMMISSION	
2. Indi	cate by checking the appropriate	box(es) each governmental a		in which the applicant is registered or registering as a broker-dealer.	<b>V</b>

If applicant is registered or registering with the SEC, check here and answer Items 2A through 2D below.

A. Is <i>applicant</i> registered or regis	stering as a broker-dealer under	Section 15(b) or Section 15B of the	e Securities Exchange Act of 19	934?		0	0
B. Is applicant registered or regis		Section 15(b) of the Securities Exc			ct as a government securities bro		
or dealer?		curities broker or dealer under Se					
	2C if applicant answered "yes" to		ction 13c of the Securities Exc	nange Act of 1934:		0	•
	ies as a government securities br					0	•
		consents to the withdrawal of its	registration as a government s	securities broker or de	ealer under Section 15C of the Se		
Exchange Act of 1934. See "Instr			- registration as a government s	Securities broker or de			
		SECURITY FUTURES PF	RODUCTS ACTIVITIES				
(Note: The field below is reserved form and content of such reporting		single stock futures activities by re	egistered broker-dealers. This f	ield cannot be utilized	until the SEC approves rules rel	lating to	o the
orm and content of such reporting							
		BD - SRO / JU	RISDICTION				
	_	BD - SELF REGULATO			_		
☑ FINRA □ BOX	☐ CBOE BZX ☐ CBOE C2	☐ ISE ☐ ISE GEMX	☐ NYSE ☐ NYSE-AI	MED	□ NqLX □ PHLX		
□ BX	CBOE EDGA	☐ ISE MRX	☐ NYSE-AI		MIAX PEARL		
СВОЕ	CBOE EDGX	☐ MIAX OPTIONS	☐ NYSE-CI	· ·-			
CBOE BYX	□ IEX	□nQx	☐ NYSE-N	AT			
□ Alahama	<b>—</b> —	BD - JURIS			□ Duarta Di		
□ Alabama □ Alaska	□ Illin □ Indi		☐ Montana ☐ Nebraska		☐ Puerto Rico ☐ Rhode Island		
Arizona	☐ Iow		Nevada		South Carolina		
Arkansas	☐ Kan		New Hampshire		South Dakota		
California Colorado	☐ Ken ☐ Loui	•	☐ New Jersey ☐ New Mexico		☐ Tennessee ☐ Texas		
Connecticut	I_ Loui □ Mair		☐ New Mexico		Utah		
Delaware	_ Mar		☐ North Carolina		Vermont		
District of Columbia		sachusetts	North Dakota		☐ Virgin Islands		
Florida	☐ Mich	5	☐ Ohio ☐ Oklahoma		Virginia		
□ Georgia □ Hawaii	☐ Miss		☐ Oregon		☐ Washington ☐ West Virginia		
Idaho	☐ Miss		Pennsylvania		Wisconsin		
					Wyoming		
		BD - LEGAI	L STATUS				
<ol> <li>A. Indicate legal status of appl</li> <li>Corporation</li> </ol>	licant: C Sole Propri	otorchin		Ö Other (s	nocify)		
© Partnership		bility Company		oulei (s	респу)		
B. Month <i>applicant's</i> fiscal year		,,					
DECEMBER  C. If other than a sole propriet	tor, indicate date and place <i>applic</i>	ant obtained its legal status (i.e., s	state or country where incorpor	rated, where partners	hip agreement was filed, or whe	re <i>appl</i>	icant
entity was formed):	Country	of formation:	Date of form	ation: MM/DD/VVVV			
State of formation: Delaware		STATES	11/08/2018	ation: MM/DD/YYYY			
Schedule A, Direct Owners a schedules must be provided		d, if applicable, Schedule B, Indire	ect Owners Section must be con	mpleted as part of all l	initial applications. Amendments	to thes	se
. If applicant is a sole proprie	etor, state full residence address a	and Social Security Number.					
Social Security Number:							
Number and Street 1:		Number and Stree		T. (D. 1116)	•		
City:		State:	Country:	Zip/Postal Co	ie:		
		BD - SUCC	CESSION				
In applies to the control of	is filing suggestion to the	o of a currently	dealers			YES	NO
		s of a currently registered broker-	uealer?			0	⊚
• •	ssions already reported on Form						
If "Yes," contact CRD prior to	o submitting form; complete appr	opriate items on Schedule D, Page	1, Section III.				
		BD - ARRAN	IGEMENTS				
						,	Yes N
o. Does <i>applicant</i> hold or maintai	in any funds or securities or provi	de clearing services for any other	broker or dealer?				0 6
. Does <i>applicant</i> refer or introdu	uce customers to any other broke	r or dealer?					0 6
If "ves," complete appropriate	items on Schedule D, Page 1, Se	ction IV. Arrangement Detail					~ *
,,,,		Detail					

8. Does applicant have any arrangement with any other person, firm, or organization under which:			
A. any books or records of <i>applicant</i> are kept or maintained by such other <i>person</i> , firm or organization?	_	5 6	۰
B. accounts, funds, or securities of the <i>applicant</i> are held or maintained by such other <i>person</i> , firm, or organization?			
	C	0 6	•
C. accounts, funds, or securities of customers of the <i>applicant</i> are held or maintained by such other <i>person</i> , firm, or organization?	C	9	•
For purposes of 8B and 8C, do not include a bank or satisfactory control location as defined in paragraph(c) of Rule 15c3-3 under the Securities Exchange Act of 1934 (17 CFR 240. 15c3-3).			
If "Yes" to any part of Item 8, complete appropriate items on Schedule D, Page 1, Section IV, Arrangement Detail.			
9. Does any <i>person</i> not named in Item 1 or Schedules A, B, or C, directly or indirectly:			-
A. <i>control</i> the management or policies of the <i>applicant</i> through agreement or otherwise?			
	C	9 6	9
B. wholly or partially finance the business of applicant?	C	9	•
Do not answer "yes" to 9B if the person finances the business of the applicant through: 1) a public offering of securities made pursuant to the Securities Act of 1933; 2) credit extende in the ordinary course of business by suppliers, banks, and others; or 3) a satisfactory subordination agreement, as defined in Rule 15c3-1 under the Securities Exchange Act of 1934	ed:		
(17 CFR 240. 15c3-1). If "Yes" to any part of Item 9, complete appropriate items on Schedule D, Page 1, Section IV, Arrangement Detail.			
BD - BUSINESS AFFILIATES  BD - Control Affiliates			
	YE	ES N	ю
10. A. Directly or indirectly, does applicant control, is applicant controlled by, or is applicant under common control with, any partnership, corporation, or other organization that is engaged in the securities or investment advisory business?	0	•	
If "Yes" to Item 10A, complete appropriate items on Schedule D, Page 2, Section V, Firm Affiliates.			
B. Directly or indirectly, is applicant controlled by any bank holding company, national bank, state member bank of the Federal Reserve System, state non-member bank, savings bank of	or 🗢		
association, credit union, or foreign bank?	- 0		,
If "Yes" to Item 10B, complete appropriate items on Schedule D, Page 3, Section VI, Bank Affiliates.			
DD DYSGLOGUDE OUESTERNS			
BD - DISCLOSURE QUESTIONS  11. Use the appropriate DRP for providing details to "yes" answers to the questions in Item 11. Refer to the Explanation of Terms section of Form BD Instructions for explanations of italicize	ed te	rms	
CRIMINAL DISCLOSURE			
A. In the past ten years has the applicant or a control affiliate:	ΥF	S N	0
(1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign or military court to any felony?	0	_	
(2) been <i>charged</i> with any <i>felony</i> ?	0	•	,
B. In the past ten years has the applicant or a control affiliate:  (1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign or military court to a misdemeanor involving: investments or an investment-related business	s, O	•	,
or any fraud, false statements or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, extortion, or a conspiracy to commit any of these offenses?  (2) been charged with a misdemeanor specified in 11B(1)?	0		
REGULATORY ACTION DISCLOSURE		•	
C. Has the U.S. Securities and Exchange Commission or the Commodity Futures Trading Commission ever:	YE	S N	0
(1) found the applicant or a control affiliate to have made a false statement or omission?	0	•	,
(2) found the applicant or a control affiliate to have been involved in a violation of its regulations or statutes?	0	•	,
(3) found the applicant or a control affiliate to have been a cause of an investment-related business having its authorization to do business denied, suspended, revoked, or restricted?	0	•	1
(4) entered an <i>order</i> against the <i>applicant</i> or a <i>control affiliate</i> in connection with an <i>investment-related</i> activity?  (5) imposed a civil money penalty on the <i>applicant</i> or a <i>control affiliate</i> , or <i>ordered</i> the <i>applicant</i> or a <i>control affiliate</i> to cease and desist from any activity?	0		
D. Has any other federal regulatory agency, any state regulatory agency, or foreign financial regulatory authority:	0	⊚	2
(1) ever <i>found</i> the <i>applicant</i> or a <i>control affiliate</i> to have made a false statement or omission or been dishonest, unfair, or unethical?	0	•	,
(2) ever found the applicant or a control affiliate to have been involved in a violation of investment-related regulations or statutes?	0	œ	,
(3) ever found the applicant or a control affiliate to have been a cause of an investment-related business having its authorization to do business denied, suspended, revoked, or restricted?	0	•	,
(4) in the past ten years, entered an <i>order</i> against the <i>applicant</i> or a <i>control affiliate</i> in connection with an <i>investment-related</i> activity?	0	•	,
(5) ever denied, suspended, or revoked the applicant's or a control affiliate's registration or license or otherwise, by order, prevented it from associating with an investment-related business or restricted its activities?	0	•	,
E. Has any self-regulatory organization or commodities exchange ever:			
(1) found the applicant or a control affiliate to have made a false statement or omission?  (2) found the applicant or a control affiliate to have been involved in a violation of its rules (other than a violation designated as a "minor rule violation" under a plan approved by the	0		
U.S. Securities and Exchange Commission)? (3) found the applicant or a control affiliate to have been the cause of an investment-related business having its authorization to do business denied, suspended, revoked, or restricted?	0		
(4) disciplined the applicant or a control affiliate by expelling or suspending it from membership, barring or suspending its association with other members, or otherwise restricting its	0	_	
activities?  F. Has the applicant's or a control affiliate's authorization to act as an attorney, accountant, or federal contractor ever been revoked or suspended?			
G. Is the <i>applicant</i> or a <i>control affiliate</i> now the subject of any regulatory <i>proceeding</i> that could result in a "yes" answer to any part of 11C, D, or E?	0		
CIVIL JUDICIAL ACTION DISCLOSURE			
H. (1) Has any domestic or foreign court:	ΥE	S N	0
(a) in the past ten years, enjoined the applicant or a control affiliate in connection with any investment-related activity?	0	O	,
(b) ever found that the applicant or a control affiliate was involved in a violation of investment-related statutes or regulations?	0		
(c) ever dismissed, pursuant to a settlement agreement, an investment-related civil action brought against the applicant or control affiliate by a state or foreign financial regulatory authority?	О	•	
(2) Is the applicant or a control affiliate now the subject of any civil proceeding that could result in a "yes" answer to any part of 11H(1)?	О	•	
FINANCIAL DISCLOSURE			
I. In the past ten years has the applicant or a control affiliate of the applicant ever been a securities firm or a control affiliate of a securities firm that:	YES	NC	۱ (

	BD - TYPES OF BUSINESS						
K.	K. Does the applicant have any unsatisfied judgments or liens against it?						
J.	3. Has a bonding company ever denied, paid out on, or revoked a bond for the applicant?						
(2) has had a trustee appointed or a direct payment procedure initiated under the Securities Investor Protection Act?							
(1) has been the subject of a bankruptcy petition?							

	BD - TIPES OF BUSINESS	
	ck types of business engaged in (or to be engaged in, if not yet active) by applicant. Do not check any category that accounts for (or is expected to account for) less than 1% cenue from the securities or investment advisory business.	of annual
Α.	Exchange member engaged in exchange commission business other than floor activities.	□емс
В.	Exchange member engaged in floor activities.	□емғ
C.	Broker or dealer making inter-dealer markets in corporate securities over-the-counter.	□IDM
D.	Broker or dealer retailing corporate equity securities over-the-counter.	□BDR
E.	Broker or dealer selling corporate debt securities.	□ <sub>BDD</sub>
F.	Underwriter or selling group participant (corporate securities other than mutual funds).	□usg
G.	Mutual fund underwriter or sponsor.	□MFU
н.	Mutual fund retailer.	□MFR
I.	1. U.S. government securities dealer.	□GSD
	2. U.S. government securities broker.	□GSB
J.	Municipal securities dealer.	□msd
K.	Municipal securities broker.	□мsв
L.	Broker or dealer selling variable life insurance or annuities.	□vla
М.	Solicitor of time deposits in a financial institution.	□ssl
N.	Real estate syndicator.	RES
0.	Broker or dealer selling oil and gas interests.	□ogi
P.	Put and call broker or dealer or option writer.	□рсв
Q.	Broker or dealer selling securities of only one issuer or associate issuers (other than mutual funds).	□віа
R.	Broker or dealer selling securities of non-profit organizations (e.g., churches, hospitals).	□№В
s.	Investment advisory services.	□IAD
T.	1. Broker or dealer selling tax shelters or limited partnerships in primary distributions.	□тар
	2. Broker or dealer selling tax shelters or limited partnerships in the secondary market.	□TAS
U.	Non-exchange member arranging for transactions in listed securities by exchange member.	□NEX
V.	Trading securities for own account.	□TRA
W.	Private placement of securities.	<b></b> PLA
х.	Broker or dealer selling interests in mortgages or other receivables.	□mri
Y.	Broker or dealer involved in a networking, kiosk or similar arrangement with a:	
	1. bank, savings bank or association, or credit union.	□BNA
	2. insurance company or agency	□INA
Z.	Other (give details on Schedule D, Page 1, Section II, Other Business)	<b></b> ОТН
		YES NO
		. 23 140

YES NO

13. A. Does applicant effect transactions in commodity futures, commodities or commodity options as a broker for others or as a dealer for its own account?

B. Does applicant engage in any other non-securities business?

If "yes", describe each other business briefly on Schedule D, Page 1, Section II, Other Business.

## BD - DIRECT OWNERS/EXECUTIVE OFFICERS

Are there any indirect owners of the applicant required to be reported on Schedule B?

Ownership Codes:

NA - less than 5%

B - 10% but less than 25%

D - 50% but less than 75%

	A - 5% but less than 10%	C - 25% but less than 50%	E - 75% or more
Full Legal Name	DF/FF/I Title or Status	Date Acquired Own, Code Control Person	PR CRD #(or S.S.No., IRS Tax #, Emp. ID)

# Full Legal Name DE/FE/I Title or Status Date Acquired Own. Code Control Person PR CRD #(or S.S.No., IRS Tax #, Emp. ID) JOHNSON, RICHARD EDWARD I CEO/CCO/ FINOP 11/2018 E Y N xxxx-xx-xxxx

## BD - INDIRECT OWNERS

## **No Information Filed**

Ownership Codes are: - less than 5% B - 10% but less than 25% D - 50% but less than 75% F - Other General Partners C - 25% but less than 50% - 5% but less than 10% - 75% or more List below all changes to Schedule A: (DIRECT OWNERS AND EXECUTIVE OFFICERS) Full Legal Name DE/FE/I Type of Amd. Date Acquired Own. Code **Control Person** PR CRD # (or SSN, IRS Tax #, Emp. ID) **No Information Filed** List below all changes to Schedule B: (INDIRECT OWNERS) Full Legal Name DE/FE/I Type of Amd. Entity in Which Interest is Owned Status Date Acquired Own. Code Control Person PR CRD # (or SSN, IRS Tax #, Emp. ID)

### **No Information Filed**

## **BD - OTHER BUSINESS NAMES No Information Filed**

### **BD - OTHER BUSINESS**

Briefly describe any other business (Item 12Z).
THE FIRM PARTICIPATES IN THE FOLLOWING BUSINESS ACTIVITIES: 1) ALTERNATIVE TRADING SYSTEM FOR DIGITAL SECURITIES. 2) PLACEMENT AGENT FOR INITIAL OFFERINGS OF DIGITAL SECURITIES THROUGH EITHER REGISTERED SECURITY OFFERINGS OR PRIVATE PLACEMENTS.

Briefly describe any other non-securities business (Item 13B).

**BD - SUCCESSIONS** 

Date of Succession: MM/DD/YYYY Name of Predecessor:

Firm CRD Number IRS Employer Identification Number (if any) SEC File Number (if any)

Briefly describe details of the succession including any assets or liabilities not assumed by the successor.

**BD - ARRANGEMENTS / CONTROL PERSONS / FINANCING** 

### **No Information Filed**

BD - AFFILIATES

### **No Information Filed**

**BD - BRANCHES** 

### **No Information Filed**

BD - CRIMINAL DRP

No Information Filed **BD - REGULATORY ACTION DRP** 

No Information Filed

**BD - CIVIL JUDICIAL DRP** 

No Information Filed

**BD - BANKRUPTCY DRP** 

No Information Filed

**BD - BOND DRP** 

No Information Filed

**BD - JUDGMENT LIEN DRP** 

No Information Filed

BD Number: 300853

Primary Business Name: TEXTURE CAPITAL, INC.

BD - AMENDMENT 10/06/2020

			BD - APPLICANT INFORMATION		
OMB N	Number	3235-0012			
Evnire	S				
Estima Respo	nsedmentdmentdmentdmentdmentdmentdmentdmentdmentdmentdmentdmentdmentdmentdmentdmentdmentdmentdment.	2.75			
	provisions of law applying to th administrative, injunctive or cri	e conduct of business as a minal action.		failure to keep accurate books and records or otherwise to comply with the es laws and the laws of the <i>jurisdictions</i> and may result in disciplinary,	
			○ APPLICATION <sup>®</sup> AMENDMENT	•	
1. Ex	act name, principal business address,	mailing address, if differe	ent, and telephone number of applicant:		
A.	Full name of applicant(if sole propr TEXTURE CAPITAL, INC.	ietor, state last, first and m	iddle name):		
В.	IRS Empl. Ident. No.: 83-3406065				
C.	(1) Name under which broker-deale TEXTURE CAPITAL, INC.	r business primarily is co	nducted, if different from Item 1A.		
	(2) List on Schedule D, Page 1, Sec	tion I, Other Business Naı	mes any other name by which the firm conducts	business and where it is used.	
D.	If this filing makes a name change or □ applicant name (1A) or □ busing Please check above.		enter the new name and specify whether the nar	ne change is of the	
E.	Firm main address: (Do not use a P	O. Box)			_
	Number and Street 1: 59 STRONG PLACE		Number and Street 2:		
	City: BROOKLYN	State: New York	Country: UNITED STATES	Zip/Postal Code: 11231	
F.	Mailing Address, if different:				
	Number and Street 1: 59 STRONG PLACE		Number and Street 2:		
	City: BROOKLYN	State: New York	Country: UNITED STATES	Zip/Postal Code: 11231	
G.	Business Telephone Number:				
н	646-979-8558  Contact Employee:				
	Name: RICHARD JOHNSON			ohone Number: 979-8558	
EVEC	UTION:		BD - EXECUTION		_
For the application success connection process.	e purposes of complying with the laws ant is in compliance with applicable sta ssors in such office, attorney for the ap ction with the offer or sale of securitie	ate surety bonding require oplicant in said State(s), us or commodities, or out of mmenced in any court of o	ements and irrevocably appoint the administrator upon whom may be served any notice, process, c of the violation or alleged violation of the laws of competent jurisdiction and proper venue within s	securities or commodities, the undersigned and applicant hereby certify that the of each of those State(s) or such other person designated by law, and the in pleading in any action or proceeding against the applicant arising out of or in those State(s), and the applicant hereby consents that any such action or aid State(s) by service of process upon said appointee with the same effect as in	
the ap	plicant's broker-dealer activities, or of	any application for a prof		Exchange Commission or any self-regulatory organization in connection with stection Corporation, may be given by registered or certified mail or confirmed at 1F.	
inform	nation and statements contained herein	n, including exhibits attacl	hed hereto, and other information filed herewith,	the authority of, said applicant. The undersigned and applicant represent that the all of which are made a part hereof, are current, true and complete. The uch information is currently accurate and complete.	ıe
	MM/DD/YYYY 5/2020		Name of Applica TEXTURE CAPITAL		
	orized Signatory Y TAM		<b>Title</b> CCO		
Subscr	ribed and sworn before me this	day of	Year by		
Notar	Public				
	mmission expires Co	ounty of	State of		
			BD - SECURITIES AND EXCHANGE COMM	ISSION	
2. Ind	icate by checking the appropriate box	es) each governmental a		e applicant is registered or registering as a broker-dealer.	
If appl	licant is registered or registering with	the SEC, check here and a	answer Items 2A through 2D below.		

A. Is applicant registered or regis	stering as a broker-dealer under Se	ection 15(b) or Section 15B of	the Securities Exchange Act of 1934	?	0	0
B. Is applicant registered or registered or registered or dealer?	stering as a broker-dealer under Se	ection 15(b) of the Securities E	exchange Act of 1934 and also acting	or intending to act as a government securities		•
C. Is applicant registered or regis	stering <u>solely</u> as a government secu	urities broker or dealer under S	Section 15C of the Securities Exchan	ge Act of 1934?	0	•
Do not answer "yes" to Item 2	2C if applicant answered "yes" to Ite	em 2A or Item 2B.				
D. Is applicant ceasing its activiti	ies as a government securities brok	er or dealer?			0	•
If applicant answers "yes" to Iten Exchange Act of 1934. See "Instr		consents to the withdrawal of i	its registration as a government secu	urities broker or dealer under Section 15C of the		
		SECURITY FUTURES	PRODUCTS ACTIVITIES			
(Note: The field below is reserved form and content of such reporting				cannot be utilized until the SEC approves rules	relating to 1	the
		•	URISDICTION			
<b>☑</b> FINRA	☐ CBOE BZX	BD - SELF REGULAT	ORY ORGANIZATIONS	DNS □ NYSE-CHI		
□ вох	CBOE C2	☐ ISE GEMX	□ NQX	☐ NYSE-NAT		
□BX	CBOE EDGA	☐ ISE MRX	☐ NYSE	☐ NqLX		
CBOE	CBOE EDGX	LTSE	☐ NYSE-AMER			
☐ CBOE BYX	□ IEX	☐ MEMX	☐ NYSE-ARCA	☐ MIAX PEARL☐ MIAX EMERALD		
			ISDICTION			
Alabama	Illinois Illinois		Montana	Puerto Rico		
Alaska	☐ Indian	ia	Nebraska	Rhode Island		
☐ Arizona	□ Iowa	_	□ Nevada	South Carolina		
☐ Arkansas ☑ California	☐ Kansa ☐ Kentu		☐ New Hampshire ☐ New Jersey	☐ South Dakota ☐ Tennessee		
Colorado	Louisi		New Mexico	Texas		
Connecticut	☐ Maine		✓ New York	Utah		
☐ Delaware	☐ Maryla		☐ North Carolina	☐ Vermont		
District of Columbia	<b>☑</b> Massa	chusetts	North Dakota	☐ Virgin Islands		
☐ Florida	☐ Michig		Ohio	Virginia		
Georgia	Minne		Oklahoma	☐ Washington		
Hawaii	Missis	• •	Oregon	West Virginia		
□ Idaho	Missou	ırı	☐ Pennsylvania	☐ Wisconsin ☐ Wyoming		
3. A. Indicate legal status of <i>appl</i> • Corporation	icant: C Sole Propriet		AL STATUS	Other (specify)		
Opartnership	CLimited Liabi	·		7		
B. Month <i>applicant's</i> fiscal year DECEMBER		,				
	or, indicate date and place applican	at obtained its legal status (i.e.	., state or country where incorporate	d, where partnership agreement was filed, or w	here <i>applica</i>	ant
State of formation: Delaware	Country o UNITED S	of formation:	Date of formatio 11/08/2018	on: MM/DD/YYYY		
	and Executive Officers Section and,			eted as part of all initial applications. Amendmer	nts to these	
<u>,                                      </u>		16. 116. 2 7 11 11				
<ol> <li>If applicant is a sole proprie</li> <li>Social Security Number:</li> </ol>	etor, state full residence address and	a Social Security Number.				
Number and Street 1:		Number and Str				
City:		State:	Country:	Zip/Postal Code:		
		BD - SU	CCESSION			
					YES	NO
	is filing <i>succeeding</i> to the business		er-dealer?		0	⊚
	ssions already reported on Form BL		and Carlina VV			
If "Yes," contact CRD prior to	submitting form; complete approp	riate items on Schedule D, Pa	ge 1, Section III.			
		BD - ARRA	ANGEMENTS			
5. Does <i>applicant</i> hold or maintai	n any funds or securities or provide	e clearing services for any othe	er broker or dealer?			es No
						-
. Does <i>applicant</i> refer or introdu	ice customers to any other broker of	or dealer?			С	•
If "yes," complete appropriate	items on Schedule D, Page 1, Sect	ion IV, Arrangement Detail.				

. Does <i>applicant</i> have any arrangement with any other <i>person</i> , firm, or organization under which:	
A. any books or records of applicant are kept or maintained by such other person, firm or organization?	
B. accounts, funds, or securities of the <i>applicant</i> are held or maintained by such other <i>person</i> , firm, or organization?	
C. accounts, funds, or securities of customers of the applicant are held or maintained by such other person, firm, or organization?	
For purposes of 8B and 8C, do not include a bank or satisfactory control location as defined in paragraph(c) of Rule 15c3-3 under the Securities Exchange Act of 1934 (17 CFR 240.	
15c3-3). If "Yes" to any part of Item 8, complete appropriate items on Schedule D, Page 1, Section IV, Arrangement Detail.	
. Does any <i>person</i> not named in Item 1 or Schedules A, B, or C, directly or indirectly:	
A. control the management or policies of the applicant through agreement or otherwise?	
B. wholly or partially finance the business of applicant?	
Do not answer "yes" to 9B if the person finances the business of the applicant through: 1) a public offering of securities made pursuant to the Securities Act of 1933; 2) credit extende in the ordinary course of business by suppliers, banks, and others; or 3) a satisfactory subordination agreement, as defined in Rule 15c3-1 under the Securities Exchange Act of 1934 (17 CFR 240. 15c3-1).  If "Yes" to any part of Item 9, complete appropriate items on Schedule D, Page 1, Section IV, Arrangement Detail.	d
BD - BUSINESS AFFILIATES	
BD - Control Affiliates	
	١
0. A. Directly or indirectly, does applicant control, is applicant controlled by, or is applicant under common control with, any partnership, corporation, or other organization that is engaged in the securities or investment advisory business?	1
If "Yes" to Item 10A, complete appropriate items on Schedule D, Page 2, Section V, Firm Affiliates.	
B. Directly or indirectly, is applicant controlled by any bank holding company, national bank, state member bank of the Federal Reserve System, state non-member bank, savings bank cassociation, credit union, or foreign bank?	or
If "Yes" to Item 10B, complete appropriate items on Schedule D, Page 3, Section VI, Bank Affiliates.	
BD - DISCLOSURE QUESTIONS	
1. Use the appropriate DRP for providing details to "yes" answers to the questions in Item 11. Refer to the Explanation of Terms section of Form BD Instructions for explanations of italicized	ed 1
CRIMINAL DISCLOSURE	
i. In the past ten years has the applicant or a control affiliate:	Y
(1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign or military court to any felony?	•
(2) been charged with any felow?	
(2) been <i>charged</i> with any <i>felony?</i> 3. In the past ten years has the <i>applicant</i> or a <i>control affiliate</i> :	•
	′ (
3. In the past ten years has the <i>applicant</i> or a <i>control affiliate</i> :  (1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign or military court to a <i>misdemeanor involving</i> : investments or an <i>investment-related</i> business or any fraud, false statements or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, extortion, or a conspiracy to commit any of these offenses?	′ (
B. In the past ten years has the applicant or a control affiliate:  (1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign or military court to a misdemeanor involving: investments or an investment-related business or any fraud, false statements or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, extortion, or a conspiracy to commit any of these offenses?  (2) been charged with a misdemeanor specified in 11B(1)?	, ,
3. In the past ten years has the applicant or a control affiliate:  (1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign or military court to a misdemeanor involving: investments or an investment-related business or any fraud, false statements or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, extortion, or a conspiracy to commit any of these offenses?  (2) been charged with a misdemeanor specified in 11B(1)?  REGULATORY ACTION DISCLOSURE  3. Has the U.S. Securities and Exchange Commission or the Commodity Futures Trading Commission ever:  (1) found the applicant or a control affiliate to have made a false statement or omission?	' '
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In the past ten years has the applicant or a control affiliate:  (1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign or military court to a misdemeanor involving: investments or an investment-related business or any fraud, false statements or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, extortion, or a conspiracy to commit any of these offenses?  (2) been charged with a misdemeanor specified in 11B(1)?  REGULATORY ACTION DISCLOSURE  Has the U.S. Securities and Exchange Commission or the Commodity Futures Trading Commission ever:  (1) found the applicant or a control affiliate to have made a false statement or omission?  (2) found the applicant or a control affiliate to have been involved in a violation of its regulations or statutes?  (3) found the applicant or a control affiliate to have been a cause of an investment-related business having its authorization to do business denied, suspended, revoked, or restricted?  (4) entered an order against the applicant or a control affiliate in connection with an investment-related activity?  (5) imposed a civil money penalty on the applicant or a control affiliate, or ordered the applicant or a control affiliate to cease and desist from any activity?  (b) Has any other federal regulatory agency, any state regulatory agency, or foreign financial regulatory authority:  (1) ever found the applicant or a control affiliate to have made a false statement or omission or been dishonest, unfair, or unethical?  (2) ever found the applicant or a control affiliate to have been involved in a violation of investment-related regulations or statutes?	
1. In the past ten years has the applicant or a control affiliate:  (1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign or military court to a misdemeanor involving: investments or an investment-related business or any fraud, false statements or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, extortion, or a conspiracy to commit any of these offenses?  (2) been charged with a misdemeanor specified in 11B(1)?  REGULATORY ACTION DISCLOSURE  3. Has the U.S. Securities and Exchange Commission or the Commodity Futures Trading Commission ever:  (1) found the applicant or a control affiliate to have made a false statement or omission?  (2) found the applicant or a control affiliate to have been involved in a violation of its regulations or statutes?  (3) found the applicant or a control affiliate to have been a cause of an investment-related business having its authorization to do business denied, suspended, revoked, or restricted?  (4) entered an order against the applicant or a control affiliate, or ordered the applicant or a control affiliate to have been involved in a violation of investment-related activity?  (5) imposed a civil money penalty on the applicant or a control affiliate, or ordered the applicant or a control affiliate to cease and desist from any activity?  (1) ever found the applicant or a control affiliate to have made a false statement or omission or been dishonest, unfair, or unethical?  (2) ever found the applicant or a control affiliate to have been involved in a violation of investment-related regulations or statutes?  (3) ever found the applicant or a control affiliate to have been a cause of an investment-related business having its authorization to do business denied, suspended, revoked, or restricted?	· · · · · · · · · · · · · · · · · · ·
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In the past ten years has the applicant or a control affiliate:  (1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign or military court to a misdemeanor involving: investments or an investment-related business or any fraud, false statements or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, extortion, or a conspiracy to commit any of these offenses?  (2) been charged with a misdemeanor specified in 11B(1)?  **REGULATORY ACTION DISCLOSURE**  **Has the U.S. Securities and Exchange Commission or the Commodity Futures Trading Commission ever:  (1) found the applicant or a control affiliate to have made a false statement or omission?  (2) found the applicant or a control affiliate to have been involved in a violation of its regulations or statutes?  (3) found the applicant or a control affiliate to have been a cause of an investment-related business having its authorization to do business denied, suspended, revoked, or restricted?  (4) entered an order against the applicant or a control affiliate, or ordered the applicant or a control affiliate to cease and desist from any activity?  (5) imposed a civil money penalty on the applicant or a control affiliate, or ordered the applicant or a control affiliate to cease and desist from any activity?  (1) ever found the applicant or a control affiliate to have made a false statement or omission or been dishonest, unfair, or unethical?  (2) ever found the applicant or a control affiliate to have been involved in a violation of investment-related dusiness having its authorization to do business denied, suspended, revoked, or restricted?  (3) ever found the applicant or a control affiliate to have been a cause of an investment-related business having its authorization to do business denied, suspended, or revoked, or restricted?  (4) in the past ten years, entered an order against the applicant or a control affiliate in connection with an investment-related activity?  (5) ever denied, suspended, or revo	
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### FINANCIAL DISCLOSURE I. In the past ten years has the applicant or a control affiliate of the applicant ever been a securities firm or a control affiliate of a securities firm that: YES NO (1) has been the subject of a bankruptcy petition? $\circ$ $\odot$ (2) has had a trustee appointed or a direct payment procedure initiated under the Securities Investor Protection Act? ⊚ J. Has a bonding company ever denied, paid out on, or revoked a bond for the applicant? $\circ$ $\odot$ K. Does the applicant have any unsatisfied judgments or liens against it? $\circ$ $\odot$

	BD - TYPES OF BUSINESS	
	Check types of business engaged in (or to be engaged in, if not yet active) by applicant. Do not check any category that accounts for (or is expected to account f revenue from the securities or investment advisory business.	or) less than 1% of annual
1	A. Exchange member engaged in exchange commission business other than floor activities.	□емс
E	B. Exchange member engaged in floor activities.	□емғ
(	C. Broker or dealer making inter-dealer markets in corporate securities over-the-counter.	□ірм
[	D. Broker or dealer retailing corporate equity securities over-the-counter.	□BDR
E	E. Broker or dealer selling corporate debt securities.	□вDD
F	F. Underwriter or selling group participant (corporate securities other than mutual funds).	□usg
(	G. Mutual fund underwriter or sponsor.	MFU
ŀ	H. Mutual fund retailer.	□MFR
I	I. 1. U.S. government securities dealer.	GSD
	2. U.S. government securities broker.	□GSB
J	J. Municipal securities dealer.	□MSD
ŀ	K. Municipal securities broker.	□MSB
ι	L. Broker or dealer selling variable life insurance or annuities.	□vla
ı	M. Solicitor of time deposits in a financial institution.	SSL
ı	N. Real estate syndicator.	□RES
(	O. Broker or dealer selling oil and gas interests.	□ogi
F	P. Put and call broker or dealer or option writer.	□рсв
(	Q. Broker or dealer selling securities of only one issuer or associate issuers (other than mutual funds).	□віа
F	R. Broker or dealer selling securities of non-profit organizations (e.g., churches, hospitals).	□NPB
9	S. Investment advisory services.	✓IAD
1	T. 1. Broker or dealer selling tax shelters or limited partnerships in primary distributions.	□тар
	2. Broker or dealer selling tax shelters or limited partnerships in the secondary market.	□TAS
ι	U. Non-exchange member arranging for transactions in listed securities by exchange member.	□NEX
\	V. Trading securities for own account.	□TRA
١	W. Private placement of securities.	<b></b> PLA
>	X. Broker or dealer selling interests in mortgages or other receivables.	□MRI
١	Y. Broker or dealer involved in a networking, kiosk or similar arrangement with a:	
	1. bank, savings bank or association, or credit union.	Виа
	2. insurance company or agency	□INA
2	Z. Other (give details on Schedule D, Page 1, Section II, Other Business)	<b>⊡отн</b>
		YES NO
13.	A. Does applicant effect transactions in commodity futures, commodities or commodity options as a broker for others or as a dealer for its own account?	o ⊚
	B. Does applicant engage in any other non-securities business?	0 ⊚
	If "yes", describe each other business briefly on Schedule D, Page 1, Section II, Other Business.	

BD - DIRECT OWNERS/EXECUTIVE OFFICERS Are there any indirect owners of the applicant required to be reported on Schedule B? ⊙ Yes ○ No

Ownership Codes:	NA - less	than 5%	В -	10% but less than 25%	D	- 50% but less than 75%
	A - 5%	but less than 10%	С -	25% but less than 50%	E	- 75% or more

Full Legal Name	DE/FE/I	Title or Status	<b>Date Acquired</b>	Own. Code	<b>Control Person</b>	PR	CRD #(or S.S.No., IRS Tax #, Emp. ID)
JOHNSON, RICHARD EDWARD	I	CEO	11/2018	NA	Υ	N	4148076
KIRSCHENBLATT, CHAD ETHAN	I	FINOP/POO/PFO	04/2019	NA	N	N	2503352
TAM, TAMMY CHAIWO	I	CCO	11/2019	NA	Υ	N	3025643
TEXTURE CAPITAL HOLDINGS CORP.	DE	HOLDING COMPANY	02/2019	E	Υ	N	83-3730360

Ownership Codes:	vnership Codes: C - 25% but less than 50%			E - 75% or more					
		D	- 50% but less than 75%			F - Oth	er General Partne	rs	
Full Legal Name	DE/FE/I	Entity i	n Which Interest is Owned	Status	Date Acquired	Own. Code	Control Person	PR CRD # (or SSN, IRS Tax #, Emp. ID)	
JOHNSON, RICHARD EDWARD	I	TEXTUR	E CAPITAL HOLDINGS CORP.	SHAREHOLDER	02/2019	Е	Υ	N 4148076	

#### BD Schedule C - Amendments to Schedules A & B

In the Type of Amd. column, indica	cate "A" (addition), "D" (deletion), or "C" (c	nange of information about the same person).		
Ownership Codes are:	NA - less than 5%	B - 10% but less than 25%	D - 50% but less than 75%	F - Other General Partners
	A - 5% but less than 10%	C - 25% but less than 50%	E - 75% or more	

Liet holow all changes to Sci	hadula A. (DIDECT OWN	IERS AND EXECUTIVE OFFICERS	

Full Legal Name	DE/FE/I	Type of Amd.	Title or Status	Date Acquired	Own. Code	Control Person	PR	CRD # (or SSN, IRS Tax #, Emp. ID)

#### **No Information Filed**

List below all changes to Schedule B: (INDIRECT OWNERS)

	DE (EE (T		E 12 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1					DD CDD # 4
Full Legal Name	DE/FE/I	Type of Amd.	Entity in Which Interest is Owned	Status	Date Acquired	Own. Code	Control Person	PR CRD # (or SSN, IRS Tax #, Emp. ID)

#### **No Information Filed**

# **BD - OTHER BUSINESS NAMES**

#### No Information Filed

#### **BD - OTHER BUSINESS**

Briefly describe any other business (Item 12Z).
THE FIRM PARTICIPATES IN THE FOLLOWING BUSINESS ACTIVITIES: 1) PRIVATE PLACEMENT OF SECURITIES, INCLUDING THOSE ISSUED IN DIGITAL FORM; 2) INVESTMENT ADVISORY SERVICES 3) OPERATION OF ALTERNATIVE TRADING SYSTEMS, INCLUDING ELECTRONIC COMMUNICATION NETWORKS INCLUDING THOSE ISSUED IN DIGITAL FORM; AND 4) OPERATION OF A PLATFORM FOR INITIAL DIGITAL SECURITIES OFFERINGS.

Briefly describe any other non-securities business (Item 13B).

#### **BD - SUCCESSIONS**

Date of Succession: MM/DD/YYYY Name of Predecessor:

Firm CRD Number IRS Employer Identification Number (if any) SEC File Number (if any)

Briefly describe details of the succession including any assets or liabilities not assumed by the successor.

**BD - ARRANGEMENTS / CONTROL PERSONS / FINANCING** 

#### **No Information Filed**

**BD - AFFILIATES** 

## **No Information Filed**

**BD - BRANCHES** 

#### **No Information Filed**

**BD - CRIMINAL DRP** 

No Information Filed

#### **BD - REGULATORY ACTION DRP**

No Information Filed

**BD - CIVIL JUDICIAL DRP** 

No Information Filed

**BD - BANKRUPTCY DRP** 

No Information Filed **BD - BOND DRP** 

No Information Filed

**BD - JUDGMENT LIEN DRP** 

No Information Filed

BD Number: 316189

Primary Business Name: TZERO DIGITAL ASSET SECURITIES, LLC

BD - INITIAL 02/02/2022

			BD - APPLICANT INFORMATION		
OMB N	lumber	3235-0012			
Estima Respo	s ated average burden hours per: nsedment	2.75			
	provisions of law applying to tl administrative, injunctive or cr	he conduct of business as a brol riminal action.		failure to keep accurate books and records or otherwise to es laws and the laws of the <i>jurisdictions</i> and may result in	
1. Ex	act name, principal business address,	, mailing address, if different, ar	nd telephone number of applicant:		
A.	Full name of applicant(if sole prop TZERO DIGITAL ASSET SECURITIES		name):		
В.	IRS Empl. Ident. No.: 87-2031076				
C.	(1) Name under which broker-deal TZERO DIGITAL ASSET SECUR.		ed, if different from Item 1A.		
	(2) List on Schedule D, Page 1, Se	ction I, Other Business Names a	any other name by which the firm conducts	ousiness and where it is used.	
D.	If this filing makes a name change of applicant name (1A) or bus Please check above.		the new name and specify whether the name	ne change is of the	
E.	Firm main address: (Do not use a l	P.O. Box)			
	Number and Street 1: 1 WTC, 285 FULTON STREET City:	State:	Number and Street 2:  Country:	Zip/Postal Code:	
	NEW YORK	New York	UNITED STATES	10007	
F.	Mailing Address, if different: Number and Street 1:		Number and Street 2		
	City:	State:	Country:	Zip/Postal Code:	
	City.	State.	Country.	Zip/Fostal code.	
G.	Business Telephone Number: 347-380-7308				
Н.	Contact Employee:				
	Name: OLGA ONISHCHUK		Title: Telepho CCO 347-380	one Number: 0-7308	
			BD - EXECUTION		
For the application success conner process applications.	ant is in compliance with applicable si scors in such office, attorney for the a ction with the offer or sale of securitive eding against the applicant may be count ant were a resident in said State(s) a	tate surety bonding requirement applicant in said State(s), upon the es or commodities, or out of the commenced in any court of compond had lawfully been served with	ts and irrevocably appoint the administrator whom may be served any notice, process, o violation or alleged violation of the laws of etent jurisdiction and proper venue within so h process in said State(s).	securities or commodities, the undersigned and applicant of each of those State(s) or such other person designate r pleading in any action or proceeding against the applicat those State(s), and the applicant hereby consents that are aid State(s) by service of process upon said appointee with Exchange Commission or any self-regulatory organization.	ed by law, and the ent arising out of or in ny such action or th the same effect as if
the ap	plicant's broker-dealer activities, or o	of any application for a protectiv		tection Corporation, may be given by registered or certific	
inform	ation and statements contained here	in, including exhibits attached h	ereto, and other information filed herewith,	he authority of, said applicant. The undersigned and appli all of which are made a part hereof, are current, true and uch information is currently accurate and complete.	
	MM/DD/YYYY //2022		Name of Applica TZERO DIGITAL AS	nt SSET SECURITIES, LLC	
	orized Signatory ONISHCHUK		<b>Title</b> CCO		
Subsci	ribed and sworn before me this	day of	Year by		
	Public	County of Sta	ate of		
		ВІ	D - SECURITIES AND EXCHANGE COMMI	SSION	
	icate by checking the appropriate box			applicant is registered or registering as a broker-dealer.	V

A. Is <i>applicant</i> registered or regis	tering as a broker-dealer under Section	on 15(b) or Section 15B of the	Securities Exchange Act of 1934?		•	0
	tering as a broker-dealer under Section	ın 15(b) of the Securities Exch	nange Act of 1934 and also acting o	r intending to act as a government securities brok		
or dealer?  Is applicant registered or regis	tering <u>solely</u> as a government securiti	es broker or dealer under Sec	tion 15C of the Securities Eychange	Act of 1934?	_	
			aion 130 of the Securities Exchange	: ACL 01 1334:	0	•
	C if applicant answered "yes" to Item es as a government securities broker o				_	
-	_		registration as a government securi	ties broker or dealer under Section 15C of the Sec	C curitie	
Exchange Act of 1934. See "Instru		ents to the wardrawar or its r	registration as a government securi	the section 130 of the sec	di icic.	
		SECURITY FUTURES PR	ODUCTS ACTIVITIES			
		stock futures activities by reg	gistered broker-dealers. This field ca	annot be utilized until the SEC approves rules relat	ting t	o the
form and content of such reportin	g.)					
		BD - SRO / JUF	RISDICTION			
		BD - SELF REGULATOR				
FINRA	☐ CBOE BZX	☐ ISE	☐ MIAX OPTION			
□ BOX □ BX	☐ CBOE C2 ☐ CBOE EDGA	☐ ISE GEMX ☐ ISE MRX	□ NQX □ NYSE	□ NYSE-NAT □ NgLX		
□ CBOE	CBOE EDGX	LTSE	□ NYSE-AMER	□ PHLX		
CBOE BYX	□ IEX	□ MEMX	□ NYSE-ARCA	☐ MIAX PEARL		
				☐ MIAX EMERALD		
	<b>—</b>	BD - JURISI		Es s.		
□ Alabama □ Alaska	☐ Illinois ☐ Indiana		☐ Montana ☐ Nebraska	☐ Puerto Rico ☐ Rhode Island		
□ Alaska □ Arizona	☐ Indiana		□ Nebraska □ Nevada	South Carolina		
Arkansas	☐ Kansas		New Hampshire	South Dakota		
□ California	☐ Kentucky		☐ New Jersey	☐ Tennessee		
Colorado	Louisiana		New Mexico	☐ Texas		
Connecticut	Maine		New York	Utah		
Delaware District of Columbia	☐ Maryland ☐ Massachu		☐ North Carolina ☐ North Dakota	□ Vermont □ Virgin Islands		
Florida	☐ Massachu	sells	☐ Ohio			
☐ Georgia	☐ Minnesota	ì	☐ Oklahoma	☐ Washington		
☐ Hawaii	☐ Mississipp	ıi	☐ Oregon	☐ West Virginia		
☐ Idaho	☐ Missouri		☐ Pennsylvania	☐ Wisconsin ☐ Wyoming		
3. A. Indicate legal status of <i>appli</i>	cant:	BD - LEGAL	STATUS			
C Corporation	○ Sole Proprietors	ihip		Other (specify)		
C Partnership	© Limited Liability	Company				
B. Month <i>applicant's</i> fiscal year DECEMBER	ends:					
C. If other than a sole proprieto entity was formed):	or, indicate date and place applicant of	otained its legal status (i.e., st	tate or country where incorporated,	where partnership agreement was filed, or where	: appli	licant
State of formation: Delaware	Country of fo	ormation:	Date of formation: 06/02/2021	: MM/DD/YYYY		
Schedule A, Direct Owners a schedules must be provided		pplicable, Schedule B, Indirec	ct Owners Section must be complete	ed as part of all initial applications. Amendments t	o thes	se
. If applicant is a sole propriet	tor, state full residence address and So	ocial Security Number.				
Social Security Number: Number and Street 1:		Number and Stree	t 2:			
City:		State:	Country:	Zip/Postal Code:		
		BD - SUCC	ESSION			
Is applicant at the time of this	s filing <i>succeeding</i> to the business of a	currently registered broker-c	dealer?		YES	NO
	ssions already reported on Form BD.	, registered broker to		,	0	⊚
•	submitting form; complete appropriat	e items on Schedule D, Page	1, Section III.			
			,			
		BD - ARRAN	GEMENTS			Yes N
. Does <i>applicant</i> hold or maintain	n any funds or securities or provide cle	earing services for any other b	proker or dealer?			⊙ (
					—	
Does applicant refer or introduc	ce customers to any other broker or de	ealer?				0 6
If "ves." complete appropriate	items on Schedule D, Page 1, Section	IV, Arrangement Detail.				

<ul> <li>8. Does applicant have any arrangement with any other person, firm, or organization under which:</li> <li>A. any books or records of applicant are kept or maintained by such other person, firm or organization?</li> <li>B. accounts, funds, or securities of the applicant are held or maintained by such other person, firm, or organization?</li> <li>C. accounts, funds, or securities of customers of the applicant are held or maintained by such other person, firm, or organization?</li> <li>For purposes of 8B and 8C, do not include a bank or satisfactory control location as defined in paragraph(c) of Rule 15c3-3 under the Securities Exchange Act of 1934 (17 CFR. 15c3-3). If "Yes" to any part of Item 8, complete appropriate Items on Schedule D, Page 1, Section IV, Arrangement Detail.</li> <li>9. Does any person not named in Item 1 or Schedules A, B, or C, directly or indirectly:</li> <li>A. control the management or policies of the applicant through agreement or otherwise?</li> <li>B. wholly or partially finance the business of applicant?</li> <li>Do not answer 'yes" to 98 if the parson finances the business of the applicant through: 1) a public offering of securities made pursuant to the Securities Act of 1933; 2) credit in the ordinary course of business by suppliers, banks, and others; or 3) a satisfactory subordination agreement, as defined in Rule 15c3-1 under the Securities Exchange Act of 17 CFR 240, 15c3-1).</li> <li>If "Yes" to any part of Item 9, complete appropriate items on Schedule D, Page 1, Section IV, Arrangement Detail.</li> <li>BD - BUSINESS AFFILIATES</li> <li>BD - Control Affiliates</li> <li>BD - DISCLOSURE QUESTIONS</li> <li>11. Use the appropriate DRP for providing details to "yes" answers to the questions in Item 111. Refer to the Explanation of Terms section of Form BD Instructions for explanations of the propriate DRP for pr</li></ul>	extende f 1934
B. accounts, funds, or securities of the applicant are held or maintained by such other person, firm, or organization?  C. accounts, funds, or securities of customers of the applicant are held or maintained by such other person, firm, or organization?  For purposes of 8B and 8C, do not include a bank or satisfactory control location as defined in paragraph(c) of Rule 15c3-3 under the Securities Exchange Act of 1934 (17 CFR. 15c3-3).  If "Yes" to any part of Item 8, complete appropriate items on Schedule D, Page 1, Section IV, Arrangement Detail.  9. Does any person not named in Item 1 or Schedules A, B, or C, directly or indirectly:  A. control the management or policies of the applicant through agreement or otherwise?  B. wholly or partially finance the business of applicant?  Do not answer "yes" to 9B if the person finances the business of the applicant through: 1) a public offering of securities made pursuant to the Securities Act of 1933; 2) credit in the ordinary course of business by suppliers, banks, and others; or 3) a satisfactory subordination agreement, as defined in Rule 15c3-1 under the Securities Exchange Act of (17 CFR 240. 15c3-1).  If "Yes" to any part of Item 9, complete appropriate items on Schedule D, Page 1, Section IV, Arrangement Detail.  BD - BUSINESS AFFILIATES  BD - Control Affiliates  10. A. Directly or indirectly, does applicant control, is applicant controlled by, or is applicant under common control with, any partnership, corporation, or other organization that is e in the securities or investment advisory business?  If "Yes" to Item 10A, complete appropriate items on Schedule D, Page 2, Section V, Firm Affiliates.  B. Directly or indirectly, is applicant controlled by any bank holding company, national bank, state member bank of the Federal Reserve System, state non-member bank, saving association, credit union, or foreign bank?  If "Yes" to Item 10B, complete appropriate items on Schedule D, Page 3, Section VI, Bank Affiliates.  BD - DISCLOSURE QUESTIONS	extende f 1934
C. accounts, funds, or securities of customers of the applicant are held or maintained by such other person, firm, or organization?  For purposes of 8B and 8C, do not include a bank or satisfactory control location as defined in paragraph(c) of Rule 15c3-3 under the Securities Exchange Act of 1934 (17 CFR 15c3-3).  If "Yes" to any part of Item 8, complete appropriate items on Schedule D, Page 1, Section IV, Arrangement Detail.  9. Does any person not named in Item 1 or Schedules A, B, or C, directly or indirectly:  A. control the management or policies of the applicant through agreement or otherwise?  B. wholly or partially finance the business of applicant?  Do not answer "yes" to 98 if the person finances the business of the applicant through: 1) a public offering of securities made pursuant to the Securities Act of 1933; 2) credit in the ordinary course of business by suppliers, banks, and others; or 3) a satisfactory subordination agreement, as defined in Rule 15c3-1 under the Securities Exchange Act of 17 CFR 240. 15c3-1).  If "Yes" to any part of Item 9, complete appropriate items on Schedule D, Page 1, Section IV, Arrangement Detail.  BD - BUSINESS AFFILIATES  BD - Control Affiliates  10. A. Directly or indirectly, does applicant control, is applicant controlled by, or is applicant under common control with, any partnership, corporation, or other organization that is e in the securities or investment advisory business?  If "Yes" to Item 10A, complete appropriate items on Schedule D, Page 2, Section V, Firm Affiliates.  B. Directly or indirectly, is applicant controlled by any bank holding company, national bank, state member bank of the Federal Reserve System, state non-member bank, saving: association, credit union, or foreign bank?  If "Yes" to Item 10B, complete appropriate items on Schedule D, Page 3, Section VI, Bank Affiliates.  BD - DISCLOSURE QUESTIONS	extende f 1934
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15:3-3).  If "Yes" to any part of Item 8, complete appropriate items on Schedule D, Page 1, Section IV, Arrangement Detail.  9. Does any person not named in Item 1 or Schedules A, B, or C, directly or indirectly:  A. control the management or policies of the applicant through agreement or otherwise?  B. wholly or partially finance the business of applicant?  Do not answer "yes" to 9B if the person finances the business of the applicant through: 1) a public offering of securities made pursuant to the Securities Act of 1933; 2) credit in the ordinary course of business by suppliers, banks, and others; or 3) a satisfactory subordination agreement, as defined in Rule 15:3-1 under the Securities Exchange Act of 17 CFR 240. 15:3-1).  If "Yes" to any part of Item 9, complete appropriate Items on Schedule D, Page 1, Section IV, Arrangement Detail.  BD - BUSINESS AFFILIATES  BD - Control Affiliates  10. A. Directly or indirectly, does applicant control, is applicant controlled by, or is applicant under common control with, any partnership, corporation, or other organization that is ein the securities or investment advisory business?  If "Yes" to Item 10A, complete appropriate Items on Schedule D, Page 2, Section V, Firm Affiliates.  B. Directly or indirectly, is applicant controlled by any bank holding company, national bank, state member bank of the Federal Reserve System, state non-member bank, saving: association, credit union, or foreign bank?  If "Yes" to Item 10B, complete appropriate Items on Schedule D, Page 3, Section VI, Bank Affiliates.  BD - DISCLOSURE QUESTIONS	extende f 1934
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B. wholly or partially finance the business of applicant?  Do not answer "yes" to 9B if the person finances the business of the applicant through: 1) a public offering of securities made pursuant to the Securities Act of 1933; 2) credit in the ordinary course of business by suppliers, banks, and others; or 3) a satisfactory subordination agreement, as defined in Rule 15c3-1 under the Securities Exchange Act of (17 CFR 240. 15c3-1).  If "Yes" to any part of Item 9, complete appropriate items on Schedule D, Page 1, Section IV, Arrangement Detail.  BD - BUSINESS AFFILIATES  BD - Control Affiliates  10. A. Directly or indirectly, does applicant control, is applicant controlled by, or is applicant under common control with, any partnership, corporation, or other organization that is exinct the securities or investment advisory business?  If "Yes" to Item 10A, complete appropriate items on Schedule D, Page 2, Section V, Firm Affiliates.  B. Directly or indirectly, is applicant controlled by any bank holding company, national bank, state member bank of the Federal Reserve System, state non-member bank, saving association, credit union, or foreign bank?  If "Yes" to Item 10B, complete appropriate items on Schedule D, Page 3, Section VI, Bank Affiliates.  BD - DISCLOSURE QUESTIONS	f 1934 ngaged
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in the ordinary course of business by suppliers, banks, and others; or 3) a satisfactory subordination agreement, as defined in Rule 15c3-1 under the Securities Exchange Act of (17 CFR 240. 15c3-1).  If "Yes" to any part of Item 9, complete appropriate items on Schedule D, Page 1, Section IV, Arrangement Detail.  BD - BUSINESS AFFILIATES  BD - Control Affiliates  10. A. Directly or indirectly, does applicant control, is applicant controlled by, or is applicant under common control with, any partnership, corporation, or other organization that is expected in the securities or investment advisory business?  If "Yes" to Item 10A, complete appropriate items on Schedule D, Page 2, Section V, Firm Affiliates.  B. Directly or indirectly, is applicant controlled by any bank holding company, national bank, state member bank of the Federal Reserve System, state non-member bank, saving association, credit union, or foreign bank?  If "Yes" to Item 10B, complete appropriate items on Schedule D, Page 3, Section VI, Bank Affiliates.  BD - DISCLOSURE QUESTIONS	f 1934 ngaged
BD - BUSINESS AFFILIATES  BD - Control Affiliates  10. A. Directly or indirectly, does applicant control, is applicant controlled by, or is applicant under common control with, any partnership, corporation, or other organization that is ein the securities or investment advisory business?  If "Yes" to Item 10A, complete appropriate items on Schedule D, Page 2, Section V, Firm Affiliates.  B. Directly or indirectly, is applicant controlled by any bank holding company, national bank, state member bank of the Federal Reserve System, state non-member bank, savings association, credit union, or foreign bank?  If "Yes" to Item 10B, complete appropriate items on Schedule D, Page 3, Section VI, Bank Affiliates.  BD - DISCLOSURE QUESTIONS	
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<ul> <li>10. A. Directly or indirectly, does applicant control, is applicant controlled by, or is applicant under common control with, any partnership, corporation, or other organization that is experiment in the securities or investment advisory business?</li> <li>If "Yes" to Item 10A, complete appropriate items on Schedule D, Page 2, Section V, Firm Affiliates.</li> <li>B. Directly or indirectly, is applicant controlled by any bank holding company, national bank, state member bank of the Federal Reserve System, state non-member bank, savings association, credit union, or foreign bank?</li> <li>If "Yes" to Item 10B, complete appropriate items on Schedule D, Page 3, Section VI, Bank Affiliates.</li> <li>BD - DISCLOSURE QUESTIONS</li> </ul>	
in the securities or investment advisory business?  If "Yes" to Item 10A, complete appropriate items on Schedule D, Page 2, Section V, Firm Affiliates.  B. Directly or indirectly, is applicant controlled by any bank holding company, national bank, state member bank of the Federal Reserve System, state non-member bank, saving association, credit union, or foreign bank?  If "Yes" to Item 10B, complete appropriate items on Schedule D, Page 3, Section VI, Bank Affiliates.  BD - DISCLOSURE QUESTIONS	
If "Yes" to Item 10A, complete appropriate items on Schedule D, Page 2, Section V, Firm Affiliates.  B. Directly or indirectly, is applicant controlled by any bank holding company, national bank, state member bank of the Federal Reserve System, state non-member bank, saving association, credit union, or foreign bank?  If "Yes" to Item 10B, complete appropriate items on Schedule D, Page 3, Section VI, Bank Affiliates.  BD - DISCLOSURE QUESTIONS	; bank (
B. Directly or indirectly, is applicant controlled by any bank holding company, national bank, state member bank of the Federal Reserve System, state non-member bank, saving association, credit union, or foreign bank?  If "Yes" to Item 10B, complete appropriate items on Schedule D, Page 3, Section VI, Bank Affiliates.  BD - DISCLOSURE QUESTIONS	; bank
association, credit union, or foreign bank?  If "Yes" to Item 10B, complete appropriate items on Schedule D, Page 3, Section VI, Bank Affiliates.  BD - DISCLOSURE QUESTIONS	
BD - DISCLOSURE QUESTIONS	
·	
11. Use the appropriate DRP for providing details to "yes" answers to the questions in Item 11. Refer to the Explanation of Terms section of Form BD Instructions for explanations of	
	italiciz
CRIMINAL DISCLOSURE	
A. In the past ten years has the applicant or a control affiliate:  (1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign or military court to any felony?	
(2) been <i>charged</i> with any <i>felony</i> ?	
B. In the past ten years has the applicant or a control affiliate:  (1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign or military court to a misdemeanor involving: investments or an investment-related by or any fraud, false statements or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, extortion, or a conspiracy to commit any of these offenses?	usiness
(2) been charged with a misdemeanor specified in 11B(1)?  REGULATORY ACTION DISCLOSURE	
C. Has the U.S. Securities and Exchange Commission or the Commodity Futures Trading Commission ever:	
(1) found the applicant or a control affiliate to have made a false statement or omission?	
(2) found the applicant or a control affiliate to have been involved in a violation of its regulations or statutes?	15
(3) found the applicant or a control affiliate to have been a cause of an investment-related business having its authorization to do business denied, suspended, revoked, or restricted an order against the applicant or a control affiliate in connection with an investment-related activity?	.ted?
(5) imposed a civil money penalty on the applicant or a control affiliate, or ordered the applicant or a control affiliate to cease and desist from any activity?	
D. Has any other federal regulatory agency, any state regulatory agency, or foreign financial regulatory authority:	
(1) ever found the applicant or a control affiliate to have made a false statement or omission or been dishonest, unfair, or unethical?	
(2) ever found the applicant or a control affiliate to have been involved in a violation of investment-related regulations or statutes?  (3) ever found the applicant or a control affiliate to have been a cause of an investment-related business having its authorization to do business denied, suspended, revoked, or	
restricted?  (4) in the past ten years, entered an <i>order</i> against the <i>applicant</i> or a <i>control affiliate</i> in connection with an <i>investment-related</i> activity?	
(5) ever denied, suspended, or revoked the <i>applicant</i> 's or a <i>control affiliate</i> 's registration or license or otherwise, by <i>order</i> , prevented it from associating with an <i>investment-relate</i>	ed
business or restricted its activities?  E. Has any self-regulatory organization or commodities exchange ever:	
(1) found the applicant or a control affiliate to have made a false statement or omission?	
<ul> <li>(2) found the applicant or a control affiliate to have been involved in a violation of its rules (other than a violation designated as a "minor rule violation" under a plan approved by U.S. Securities and Exchange Commission)?</li> <li>(3) found the applicant or a control affiliate to have been the cause of an investment-related business having its authorization to do business denied, suspended, revoked, or rest</li> </ul>	
(4) disciplined the applicant or a control affiliate by expelling or suspending it from membership, barring or suspending its association with other members, or otherwise restrictin activities?	g its
F. Has the applicant's or a control affiliate's authorization to act as an attorney, accountant, or federal contractor ever been revoked or suspended?	_
G. Is the applicant or a control affiliate now the subject of any regulatory proceeding that could result in a "yes" answer to any part of 11C, D, or E?  CIVIL JUDICIAL ACTION DISCLOSURE	-
	-
H. (1) Has any domestic or foreign court:	
H. (1) Has any domestic or foreign court:  (a) in the past ten years, enjoined the applicant or a control affiliate in connection with any investment-related activity?	
H. (1) Has any domestic or foreign court:	

# FINANCIAL DISCLOSURE I. In the past ten years has the applicant or a control affiliate of the applicant ever been a securities firm or a control affiliate of a securities firm that: (1) has been the subject of a bankruptcy petition? (2) has had a trustee appointed or a direct payment procedure initiated under the Securities Investor Protection Act? Description of the applicant paid out on, or revoked a bond for the applicant? Coeperation of the applicant have any unsatisfied judgments or liens against it?

	BD - TYPES OF BUSINESS	
	Check types of business engaged in (or to be engaged in, if not yet active) by applicant. Do not check any category that accounts for (or is expected to accorevenue from the securities or investment advisory business.	unt for) less than 1% of annual
А	A. Exchange member engaged in exchange commission business other than floor activities.	□емс
В	B. Exchange member engaged in floor activities.	□емғ
c	C. Broker or dealer making inter-dealer markets in corporate securities over-the-counter.	□IDM
D	D. Broker or dealer retailing corporate equity securities over-the-counter.	<b>⊌</b> BDR
Е	E. Broker or dealer selling corporate debt securities.	₩BDD
F.	F. Underwriter or selling group participant (corporate securities other than mutual funds).	□usg
G	G. Mutual fund underwriter or sponsor.	□mfu
н	H. Mutual fund retailer.	□mfR
I.	I. 1. U.S. government securities dealer.	GSD
	2. U.S. government securities broker.	GSB
J.	J. Municipal securities dealer.	□msd
К	K. Municipal securities broker.	□msb
L	L. Broker or dealer selling variable life insurance or annuities.	□VLA
M	M. Solicitor of time deposits in a financial institution.	SSL
N	N. Real estate syndicator.	RES
С	O. Broker or dealer selling oil and gas interests.	□ogi
P	P. Put and call broker or dealer or option writer.	□рсв
Q	Q. Broker or dealer selling securities of only one issuer or associate issuers (other than mutual funds).	□віа
R	R. Broker or dealer selling securities of non-profit organizations (e.g., churches, hospitals).	□№В
s	S. Investment advisory services.	□IAD
т	T. 1. Broker or dealer selling tax shelters or limited partnerships in primary distributions.	□тар
	2. Broker or dealer selling tax shelters or limited partnerships in the secondary market.	□TAS
U	U. Non-exchange member arranging for transactions in listed securities by exchange member.	□nex
V	V. Trading securities for own account.	□TRA
v	W. Private placement of securities.	□PLA
x	X. Broker or dealer selling interests in mortgages or other receivables.	□mri
Y	Y. Broker or dealer involved in a networking, kiosk or similar arrangement with a:	
	1. bank, savings bank or association, or credit union.	BNA
	2. insurance company or agency	□INA
Z	Z. Other (give details on Schedule D, Page 1, Section II, Other Business)	<b></b> ОТН
		YES NO
13. /	A. Does applicant effect transactions in commodity futures, commodities or commodity options as a broker for others or as a dealer for its own account?	0 ⊙
	B. Does applicant engage in any other non-securities business?	0 @
	If "yes", describe each other business briefly on Schedule D, Page 1, Section II, Other Business.	
	BD - DIRECT OWNERS/EXECUTIVE OFFICERS	

#### BD - DIRECT OW

⊙ Yes C No

Are there any indirect owners of the *applicant* required to be reported on Schedule B?

Ownership Codes:	NA	- less than 5%	В	- 10% but less than 25%	D	- 50% but less than 75%
	A	- 5% but less than 10%	c	- 25% but less than 50%	E	- 75% or more

Full Legal Name	DE/FE/I	Title or Status	Date Acquired	Own. Code	Control Person	PR	CRD #(or S.S.No., IRS Tax #, Emp. ID)
BALTOVSKI, ALEXANDER	I	POO	01/2022	NA	N	N	2350828
ONISHCHUK, OLGA	I	CCO	06/2021	NA	N	N	5435460
QUALL, JOEL CARL	I	PFO, FINOP	06/2021	NA	N	N	5064884
TZERO BROKER SERVICES LLC	DE	MEMBER	06/2021	E	Υ	N	47-2409269
VLASTAKIS, ALEX	I	PRESIDENT	06/2021	NA	Υ	N	4141268

Ownership Codes:	C - 25% but less than 50%	E - 75% or more
	D - 50% but less than 75%	F - Other General Partners

Full Legal Name	DE/FE/I	Entity in Which Interest is Owned	Status	Date Acquired	Own. Code	Control Person	PR	CRD # (or SSN, IRS Tax #, Emp. ID)
MEDICI VENTURES, L.P.	DE	TZERO GROUP, INC.	SHAREHOLDER	01/2016	С	Υ	N	81-3820993
OVERSTOCK.COM, INC.	DE	TZERO GROUP, INC.	SHAREHOLDER	09/2016	С	Υ	Υ	87-0634302
OVERSTOCK.COM, INC.	DE	MEDICI VENTURES, L.P.	LIMITED PARTNER	04/2021	E	N	Υ	87-0634302
PELION MV GP. L.L.C.	DE	MEDICI VENTURES, L.P.	GENERAL PARTNER	04/2021	F	Υ	N	86-3550875
TZERO GROUP, INC.	DE	TZERO BROKER SERVICES, LLC	MEMBER	06/2021	E	Υ	N	47-2409269

#### BD Schedule C - Amendments to Schedules A & B

In the Type of Amd. column, indicate "A" (addition), "D" (deletion), or "C" (change of information about the same person).					
Ownership Codes are:	NA - less than 5%	B - 10% but less than 25%	D - 50% but less than 75%	F - Other General Partners	
	A - 5% but less than 10%	C - 25% but less than 50%	E - 75% or more		

List below all changes to Schedule A: (DIRECT OWNERS AND EXECUTIVE OFFICERS)

Full Legal Name DE/FE/I Type of Amd. Entity in Which Interest is Owned

Full Legal Name	DE/FE/I	Type of Amd.	Title or Status	Date Acquired	Own. Code	Control Person	PR	CRD # (or SSN, IRS Tax #, Emp. ID)

#### No Information Filed

List below all changes to Schedule B: (INDIRECT OWNERS)

#### No Information Filed

Status Date Acquired Own. Code Control Person PR CRD # (or SSN, IRS Tax #, Emp. ID)

# **BD** - OTHER BUSINESS NAMES **No Information Filed**

#### **BD - OTHER BUSINESS**

Briefly describe any other business (Item 12Z).

- BROKER RETAILING CORPORATE DIGITAL ASSET EQUITY SECURITIES OVER-THE-COUNTER, - BROKER OR DEALER SELLING DIGITAL ASSET CORPORATE DEBT SECURITIES, - BROKER OR DEALER THAT OFFERS OR ENGAGES IN ON-LINE TRADING/ELECTRONIC TRADING OF DIGITAL ASSET SECURITIES, - BROKER RETAILING CORPORATE DIGITAL ASSET INVESTMENT CONTRACT SECURITIES OVER-THE-COUNTER, - DIGITAL ASSET SECURITIES CLEARANCE AND SETTLEMENT, AND - BROKER OR DEALER CUSTODYING DIGITAL ASSET SECURITIES.

Briefly describe any other non-securities business (Item 13B).

BD - SUCCESSIONS

Date of Succession: MM/DD/YYYY Name of Predecessor:

Firm CRD Number IRS Employer Identification Number (if any) SEC File Number (if any)

Briefly describe details of the succession including any assets or liabilities not assumed by the successor.

## BD - ARRANGEMENTS / CONTROL PERSONS / FINANCING

#### **No Information Filed**

### **BD - AFFILIATES**

Business

The details supplied relate to:

Partnership, Corporation, or Organization Name CRD Number (if any)
SPEEDROUTE LLC 104138

The Partnership, Corporation, or Organization

C controls applicant

is controlled by applicant

 $\odot$  is under common control with applicant

**Business Address** 

Street 1
1 WORLD TRADE CENTER

1 WORLD TRADE CENTER

City State New YORK

Effective Date (MM/DD/YYYY)

285 FULTON STREET, 58TH FLOOR

Country Zip/Postal Code
10007

Termination Date (MM/DD/YYYY)

Is Partnership, Corporation or Organization a foreign entity?

If Yes, provide country of domicile or incorporation

O Yes O No

Activities of this Partnership, Corporation, or Organization: Securities Activities  $\circ$  Yes  $\circ$  No Investment Advisory Activities  $\circ$  Yes  $\circ$  No

Briefly describe the control relationship

TZERO DIGITAL ASSET SECURITIES LLC AND SPEEDROUTE LLC ARE BOTH OWNED BY TZERO BROKER SERVICES, LLC.

Street 2

Business

The details supplied relate to:

Partnership, Corporation, or Organization Name BOSTON SECURITY TOKEN EXCHANGE, LLC CRD Number (if any)

The Partnership, Corporation, or Organization		
C controls applicant		
is controlled by applicant		
<b>⊙</b> is under common <i>control</i> with <i>applicant</i>		
Business Address		Sheet 2
Street 1 101 ARCH ST		Street 2
City	State	Country Zip/Postal Code
BOSTON  Effective Date (MM/DD/YYYY)	Massachusetts	UNITED STATES 02110 Termination Date (MM/DD/YYYY)
01/28/2022		
Is Partnership, Corporation or Organization a f	oreign entity?	If Yes, provide country of domicile or incorporation
C Yes	rganization:	
Securities Activities	⊙ Yes ○No	
Investment Advisory Activities	C Yes ⊙No	
Briefly describe the <i>control</i> relationship	o res ono	
TZERO DIGITAL ASSET SECURITIES, LLC AND BOST	ON SECURITY TOKEN	EXCHANGE, LLC SHARE A COMMON OWNER, TZERO GROUP, INC.
		Business
The details supplied relate to:		
Partnership, Corporation, or Organization Nam	e	CRD Number (if any)
TZERO MARKETS The Partnership, Corporation, or Organization		304537
C controls applicant		
is controlled by applicant		
Street 1		Street 2
285 FULTON STREET City	State	58TH FLOOR  Country Zip/Postal Code
NEW YORK	New York	10007
Effective Date (MM/DD/YYYY)		Termination Date (MM/DD/YYYY)
06/02/2021 Is Partnership, Corporation or Organization a f	oreign entity?	If Yes, provide country of domicile or incorporation
CYes ⊙No		
Activities of this Partnership, Corporation, or C	rganization:	
Securities Activities	⊙ Yes ೧No	
Investment Advisory Activities	C Yes ⊙No	
Briefly describe the control relationship	TIV OWNED BY TZEE	O GROUP, INC, WHICH DIRECTLY OWNES TZERO MARKETS LLC.
TZENO DIGINE NOSET SECONTIES EEC IS INDINE	TEI OWNED DI TZEN	
		Business
The details supplied relate to:  Partnership, Corporation, or Organization Nam	. (	RD Number (if any)
TZERO ATS, LLC		23421
The Partnership, Corporation, or Organization		
C controls applicant		
C is controlled by applicant		
is under common control with applicant		
Business Address		
Street 1 1 WORLD TRADE CENTER		treet 2 85 FULTON STREET, 58TH FLOOR
City	State C	ountry Zip/Postal Code
NEW YORK  Effective Date (MM/DD/YYYY)	New York	10007 ermination Date (MM/DD/YYYY)
06/02/2021		
Is Partnership, Corporation or Organization a f	oreign entity? I	f Yes, provide country of domicile or incorporation
C Yes ⓒ No Activities of this Partnership, Corporation, or C	trganization:	
Securities Activities	⊙ Yes ○No	
Investment Advisory Activities	© Yes ⊙No	
Briefly describe the <i>control</i> relationship	∪ Yes ®No	
	TZERO ATS LLC ARE	BOTH OWNED BY TZERO BROKER SERVICES, LLC.
		BD - BRANCHES
		No Information Filed
		BD - CRIMINAL DRP  No Information Filed

**BD - REGULATORY ACTION DRP** 

This Disclosure Reporting Page (DRP BD) is an GINITIAL OR AMENDED response used to report details for affirmative responses to Items 11C, 11D, 11E, 11F or 11G of Form BD; Check item(s) being responded to: Regulatory Action

□11C(1) □11C(5) □11E(3) □11D(4) □11C(2) □11D(1) □11D(5) □11E(4) □11E(1) □11C(3) □11D(2) □11F □11C(4) □11D(3) ☑11E(2) **□11**G

Use a separate DRP for each event or proceeding. An event or proceeding may be reported for more than one person or entity using one DRP. File with a completed Execution Page.

One event may result in more than one affirmative answer to Items 11C, 11D, 11E, 11F or 11G. Use only one DRP to report details related to the same event. If an event gives rise to actions by more than one regulator, provide details to each action on a separate DRP.

It is not a requirement that documents be provided for each event or proceeding. Should they be provided, they will not be accepted as disclosure in lieu of answering the questions on this DRP. If a control affiliate is an individual or organization registered through the CRD, such control affiliate need only complete Part I of the applicant's appropriate DRP (BD). Details of the event must be submitted on the control affiliate's appropriate DRP (BD) or DRP (U4). If a control affiliate is an individual or organization not registered through the CRD, provide complete answers to all the items on the applicant's appropriate DRP (BD). The completion of this DRP does not relieve the control affiliate of its obligation to update its CRD records. PART I A. The *person(s)* or entity(ies) for whom this DRP is being filed is (are): ○ The Applicant ○ Applicant and one or more control affiliates • One or more control affiliates If this DRP is being filed for a *control affiliate*, give the full name of the *control affiliate* below (for individuals, Last name, First name, Middle name). If the *control affiliate* is registered with the CRD, provide the CRD number. If not, indicate "non-registered" by checking the appropriate checkbox. BD DRP - Control Affiliate **Control Affiliate Name** CRD# Registered SPEEDROUTE LLC 104138  $\square$  This DRP should be removed from the BD record because the *control affiliate(s)* are no longer associated with the BD. If the control affiliate is registered through the CRD, has the control affiliate submitted a DRP (with Form U4) or BD DRP to the CRD System for the event? If the answer is "Yes," no other information on this DRP must be provided. NOTE: The completion of this form does not relieve the control affiliate of its obligation to update its CRD records. PART II Regulatory Action initiated by: OSEC Oother Federal OState OSRO OForeign (Full name of regulator, foreign financial regulatory authority, federal, state, or SRO) 2. Principal Sanction: Other Sanctions: 3. Date Initiated (MM/DD/YYYY): CExact CExplanation If not exact, provide explanation: 4. Docket/Case Number: 5. Control Affiliate Employing Firm when activity occurred which led to the regulatory action (if applicable): Principal Product Type: 6. Other Product Types: Describe the allegations related to this regulatory action. (The information must fit within the space provided.) 8. Current status ? O Pending On Appeal O Final If on appeal, regulatory action appealed to: (SEC. SRO, Federal or State Court) and Date Appeal Filed: 9. If Final or On Appeal, complete all items below. For Pending Actions, complete Item 13 only. 10. How was matter resolved: Resolution Date (MM/DD/YYYY): CExact CExplanation If not exact, provide explanation: 12. Resolution Detail: A. Were any of the following Sanctions Ordered? (Check all appropriate items): Amount: \$ ☐Monetary/Fine Revocation/Expulsion/Denial Disgorgement/Restitution Censure Cease and Desist/Injunction □Bar Suspension B. Other Sanctions Ordered: C. Sanction detail: if suspended, enjoined or barred, provide duration including start date and capacities affected (General Securities Principal, Financial Operations Principal, etc.). If requalification by exam/retraining was a condition of the sanction, provide length of time given to requalify/retrain, type of exam required and whether condition has been satisfied. If disposition resulted in a fine, penalty, restitution, disgorgement or monetary compensation, provide total amount, portion levied against applicant or control affiliate, date paid and if any

This Disclosure Reporting Page (DRP BD) is an INITIAL OR AMENDED response used to report details for affirmative responses to Items 11C, 11D, 11E, 11F or 11G of Form BD;

13. Provide a brief summary of details related to the action status and (or) disposition and include relevant terms, conditions and dates. (The information must fit within the space provided.)

		Regulatory A	Action		
□ <b>1</b> 1	.C(1)		11D(4)	□11E(3)	
	.C(2)	_	11D(5)	□11E(4)	
□ <b>1</b> 1	C(3)		11E(1)	□11F	
☑11	.C(4) □11D(3)		11E(2)	□11G	
	eseparate DRP for each event or proceeding. An event or proceeding  event may result in more than one affirmative answer to Items 11C,		· -		V
more	than one regulator, provide details to each action on a separate $DR$	Р.		,	•
	ontrol affiliate is an individual or organization registered through the				
subm	onto a annate is an intunual or organization registered undugit titleted on the control affiliate's appropriate DRP (BD) or DRP (U4). If e applicant's appropriate DRP (BD). The completion of this DRP doe:	a control affiliate is an individu	ual or organization <u>not</u> registered th	nrough the CRD, provide complete answers to all the ite	
PART					
	ne person(s) or entity(ies) for whom this DRP is being filed is (are):				
	The Applicant				
	Applicant and one or more control affiliates				
-	One or more control affiliates				
	this DRP is being filed for a <i>control affiliate</i> , give the full name of the <i>control affiliate</i> is registered with the CRD, provide the CRD nur				
BD	DRP - Control Affiliate				
Cor	trol Affiliate Name		gistered		
TZE	RO ATS, LLC	123421 Y			
	This DRP should be removed from the BD record because the	control affiliate(s) are no	longer associated with the BD.		
В.	If the $\it control$ affiliate is registered through the CRD, has the $\it control$ information on this DRP must be provided.	ol affiliate submitted a DRP (wi	ith Form U4) or BD DRP to the CRD	System for the event? If the answer is "Yes," no other	
	© Yes ○ No				
	NOTE: The completion of this form does <u>not</u> relieve the <i>control aff</i> .	iliate of its obligation to update	e its CRD records.		
PART	п				
1.	Regulatory Action initiated by:  C SEC C Other Federal C State C SRO C Foreign (Full name of regulator, foreign financial regulatory authority, fede	ral, state, or <i>SRO</i> )			
2.	Principal Sanction:				
	Other Sanctions:				
3.	Date Initiated (MM/DD/YYYY):  © Exact © Explanation  If not exact, provide explanation:				
4.	Docket/Case Number:				
5.	Control Affiliate Employing Firm when activity occurred which led to	o the regulatory action (if appl	licable):		
6.	Principal Product Type:				
	Other Product Types:				
7.	Describe the allegations related to this regulatory action. (The info	rmation must fit within the spa	ace provided.)		
8.	Current status ? C Pending C On Appeal C Final				
9.	If on appeal, regulatory action appealed to: (SEC, SRO, Federal or	State Court) and Date Appeal	Filed:		
If Fir	al or On Appeal, complete all items below. For Pending Actio	ns, complete Item 13 only.			
10.	How was matter resolved:				
11.	Resolution Date (MM/DD/YYYY):  CExact Explanation  If not exact, provide explanation:				
12. <b>F</b>	esolution Detail:				
/	A. Were any of the following Sanctions Ordered? (Check all appropria	ate items):			
	☐ Monetary / Fine		Amount: \$		
	Revocation/Expulsion/Denial		☐ Disgorgement/Restitution		
	Censure		Cease and Desist/Injunction	n	
	Bar 3. Other Sanctions Ordered:		Suspension		
'	Sanc. Sunctions Ordered.				

C. Sanction detail: if suspended, enjoined or barred, provide duration including start date and capacities affected (General Securities Principal, Financial Operations Principal, etc.). If requalification by exam/retraining was a condition of the sanction, provide length of time given to requalify/retrain, type of exam required and whether condition has been satisfied. If

	disposition resulted in a fine, penalty portion of penalty was waived:	restitution, disgorgement or monetar	ry compensation, provide total amount,	portion levied against <i>applicant</i> or <i>co</i>	ontrol affiliate, date paid and if any
13.	Provide a brief summary of details rela	sted to the action status and (or) disp	osition and include relevant terms, cond	litions and dates. (The information m	uust fit within the space provided.)
This D	Disclosure Reporting Page (DRP BD) is a	n © INITIAL OR CAMENDED resp	oonse used to report details for affirmati	ive responses to Items 11C, 11D, 1	<b>1E, 11F or 11G</b> of Form BD;
Chec	k item(s) being responded to:				
			Regulatory Action		
	lC(1)	□11C(5)	□11D(4)	11E(	•
	LC(2)	□11D(1)	□11D(5)	11E(	4)
_	LC(3)	□11D(2)	11E(1)	□11F	
	LC(4) a separate DRP for each event or <i>procee</i>	<b>11D(3)</b> An event or proceeding may be	<b>☑11E(2)</b> reported for more than one <i>person</i> or e	$\Box$ <b>11G</b> entity using one DRP. File with a com-	pleted Execution Page.
One e		mative answer to Items 11C, 11D, 11	E, 11F or 11G. Use only one DRP to repo	· -	-
It is r	not a requirement that documents be p	ovided for each event or proceeding.	Should they be provided, they will not b	pe accepted as disclosure in lieu of a	nswering the questions on this DRP.
subm	itted on the control affiliate's appropria	te DRP (BD) or DRP (U4). If a control	ch control affiliate need only complete F affiliate is an individual or organization eve the control affiliate of its obligation t	not registered through the CRD, pro	ORP (BD). Details of the event must be vide complete answers to all the items
PART	.1				
A. TI	he person(s) or entity(ies) for whom th	s DRP is being filed is (are).			
	The Applicant	o on the beauty med to (dire).			
		ol affiliates			
-	One or more control affiliates				
			affiliate below (for individuals, Last nan ot, indicate "non-registered" by checkin		
	DRP - Control Affiliate	1			
	Itrol Affiliate Name EDROUTE LLC	CRD# 104138	Registered Y		
			'		
В.	information on this DRP must be provided Yes ○ No	ded.	submitted a DRP (with Form U4) or BD	DRP to the CRD System for the eve	nt? If the answer is "Yes," no other
		es <u>not</u> relieve the <i>control armiate</i> of it	is obligation to update its CRD records.		
PART	·II				
1.	Regulatory Action initiated by:  C SEC C Other Federal C State (Full name of regulator, foreign finance)		or SRO)		
2.	Principal Sanction:				
	Other Sanctions:				
3.	Date Initiated (MM/DD/YYYY):				
	C <sub>Exact</sub> C <sub>Explanation</sub>				
	If not exact, provide explanation:				
4.	Docket/Case Number:				
5.	Control Affiliate Employing Firm when	activity occurred which led to the reg	ulatory action (if applicable):		
6.	Principal Product Type:				
	Other Product Types:				
7.	Describe the allegations related to this	regulatory action. (The information r	nust fit within the space provided.)		
8.	Current status ? C Pending C On A	Appeal C Final			
9.	If on appeal, regulatory action appeals	ed to: (SEC, <i>SRO</i> , Federal or State Co	urt) and Date Appeal Filed:		
If Fin	aal or On Appeal, complete all items	below. For Pending Actions, comp	plete Item 13 only.		
10.	How was matter resolved:				
11.	Resolution Date (MM/DD/YYYY):				
	CExact CExplanation				
	If not exact, provide explanation:				
12. <b>R</b>	esolution Detail:				

A	A. Were any of the following Sanctions Ordered? (Check all app	propriate items):		
	Monetary/Fine		Amount: \$	
	Revocation/Expulsion/Denial		$\square$ Disgorgement/Restitution	on
	Censure		Cease and Desist/Injunc	ction
	Bar		Suspension	
t	3. Other Sanctions Ordered:			
(	C. Sanction detail: if suspended, enjoined or barred, provide du requalification by exam/retraining was a condition of the san disposition resulted in a fine, penalty, restitution, disgorgem- portion of penalty was waived:	nction, provide length of time g	iven to requalify/retrain, type of exa	m required and whether condition has been satisfied. If
13.	Provide a brief summary of details related to the action status	s and (or) disposition and inclu	de relevant terms, conditions and da	ates. (The information must fit within the space provided.)
This C	Disclosure Reporting Page (DRP BD) is an <b>© INITIAL OR</b> C	AMENDED response used to re	port details for affirmative responses	s to <i>Items 11C, 11D, 11E, 11F or 11G</i> of Form BD;
Chec	k item(s) being responded to:			
,	_	Regulate	ory Action	pm
_	LC(1)		11D(4)	□11E(3)
_	LC(2)		11D(5)	□11E(4) □11F
Terrore .	LC(3)		□11E(1) ☑11E(2)	□11F □11G
	a separate DRP for each event or <i>proceeding</i> . An event or <i>proceeding</i> .	eeding may be reported for mo	` '	
	event may result in more than one affirmative answer to Items			·
	than one regulator, provide details to each action on a separat		se only one six to report details re-	intend to the same events if an event gives rise to decisio sy
It is r	not a requirement that documents be provided for each event of	or <i>proceeding</i> . Should they be	provided, they will not be accepted a	as disclosure in lieu of answering the questions on this DRP.
If a c	ontrol affiliate is an individual or organization registered through	gh the CRD, such control affilia	te need only complete Part I of the a	applicant's appropriate DRP (BD). Details of the event must be
	litted on the <i>control affiliate's</i> appropriate DRP (BD) or DRP (U- e <i>applicant's</i> appropriate DRP (BD). The completion of this DRI			ed through the CRD, provide complete answers to all the items CRD records.
PART	ı			
A. Th	he person(s) or entity(ies) for whom this DRP is being filed is (	(are):		
- 0	The Applicant			
-	Applicant and one or more control affiliates			
a	One or more control affiliates			
-				
	this DRP is being filed for a control affiliate, give the full name			
11	the control affiliate is registered with the CRD, provide the CR	D number. If not, indicate "non	-registered" by checking the approp	riate checkbox.
_	the control amiliate is registered with the CKD, provide the CK  DRP - Control Affiliate	D number. If not, indicate "non	-registered" by checking the approp	rriate checkbox.
BD I	DRP - Control Affiliate strol Affiliate Name	CRD#	Registered	rriate checkbox.
BD I	DRP - Control Affiliate			rriate checkbox.
BD I Con SPE	DRP - Control Affiliate strol Affiliate Name	CRD#   104138	Registered   Y	
BD I Con SPE	DRP - Control Affiliate  Itrol Affiliate Name  EDROUTE LLC  This DRP should be removed from the BD record becaus	CRD# 104138 se the <i>control affiliate(s)</i> are	Registered  Y  no longer associated with the B	D.
BD I Con SPE	DRP - Control Affiliate strol Affiliate Name EDROUTE LLC	CRD# 104138 se the <i>control affiliate(s)</i> are	Registered  Y  no longer associated with the B	D.
BD I Con SPE	DRP - Control Affiliate  Itrol Affiliate Name  EDROUTE LLC  This DRP should be removed from the BD record becaus  If the control affiliate is registered through the CRD, has the	CRD# 104138 se the <i>control affiliate(s)</i> are	Registered  Y  no longer associated with the B	D.
BD I Con SPE	DRP - Control Affiliate  Itrol Affiliate Name  EDROUTE LLC  This DRP should be removed from the BD record becaus  If the control affiliate is registered through the CRD, has the information on this DRP must be provided.	CRD# 104138 se the control affiliate(s) are control affiliate submitted a DR	Registered Y no longer associated with the B P (with Form U4) or BD DRP to the 0	D.
BD I Com SPE	DRP - Control Affiliate  Introl Affiliate Name  EDROUTE LLC  This DRP should be removed from the BD record becaus  If the control affiliate is registered through the CRD, has the information on this DRP must be provided.  • Yes • No  NOTE: The completion of this form does not relieve the control of the control of the control of this form does not relieve the control of the control of the control of the control of this form does not relieve the control of the control	CRD# 104138 se the control affiliate(s) are control affiliate submitted a DR	Registered Y no longer associated with the B P (with Form U4) or BD DRP to the 0	D.
BD I Con SPE	DRP - Control Affiliate  Itrol Affiliate Name  EDROUTE LLC  This DRP should be removed from the BD record becaus  If the control affiliate is registered through the CRD, has the conformation on this DRP must be provided.  (a) Yes (b) No  NOTE: The completion of this form does not relieve the control of this form does not r	CRD# 104138 se the control affiliate(s) are control affiliate submitted a DR	Registered Y no longer associated with the B P (with Form U4) or BD DRP to the 0	D.
BD I Con SPE	DRP - Control Affiliate  Itrol Affiliate Name  EDROUTE LLC  This DRP should be removed from the BD record becaus  If the control affiliate is registered through the CRD, has the cinformation on this DRP must be provided.  (i) Yes (i) No  NOTE: The completion of this form does not relieve the control of the control of this form does not relieve the control of this	CRD# 104138 se the control affiliate(s) are control affiliate submitted a DR	Registered Y no longer associated with the B P (with Form U4) or BD DRP to the 0	D.
BD I Con SPE	DRP - Control Affiliate  Itrol Affiliate Name  EDROUTE LLC  This DRP should be removed from the BD record becaus  If the control affiliate is registered through the CRD, has the conformation on this DRP must be provided.  (a) Yes (b) No  NOTE: The completion of this form does not relieve the control of this form does not r	CRD# 104138  se the control affiliate(s) are control affiliate submitted a DR crol affiliate of its obligation to u	Registered Y no longer associated with the B P (with Form U4) or BD DRP to the 0	D.
BD I Con SPE	DRP - Control Affiliate  Itrol Affiliate Name  EDROUTE LLC  This DRP should be removed from the BD record becaus  If the control affiliate is registered through the CRD, has the information on this DRP must be provided.  Yes No  NOTE: The completion of this form does not relieve the control of the control of this form does not relieve the control of this form does	CRD# 104138  se the control affiliate(s) are control affiliate submitted a DR crol affiliate of its obligation to u	Registered Y no longer associated with the B P (with Form U4) or BD DRP to the 0	D.
BD I Con SPE	DRP - Control Affiliate  Itrol Affiliate Name  EDROUTE LLC  This DRP should be removed from the BD record becaus  If the control affiliate is registered through the CRD, has the information on this DRP must be provided.  Yes No  NOTE: The completion of this form does not relieve the control of the control of this form does not relieve the control of this form does	CRD# 104138  se the control affiliate(s) are control affiliate submitted a DR crol affiliate of its obligation to u	Registered Y no longer associated with the B P (with Form U4) or BD DRP to the 0	D.
BD I Con SPE	DRP - Control Affiliate  Itrol Affiliate Name  EDROUTE LLC  This DRP should be removed from the BD record becaus  If the control affiliate is registered through the CRD, has the information on this DRP must be provided.  Yes No  NOTE: The completion of this form does not relieve the control of this form does not relieve th	CRD# 104138  se the control affiliate(s) are control affiliate submitted a DR crol affiliate of its obligation to u	Registered Y no longer associated with the B P (with Form U4) or BD DRP to the 0	D.
BD I Com SPE	DRP - Control Affiliate  itrol Affiliate Name  EDROUTE LLC  This DRP should be removed from the BD record becaus  If the control affiliate is registered through the CRD, has the dinformation on this DRP must be provided.  Yes No  NOTE: The completion of this form does not relieve the control  Regulatory Action initiated by:  SEC Other Federal State SRO Foreign  (Full name of regulator, foreign financial regulatory authority,  Principal Sanction:	CRD# 104138  se the control affiliate(s) are control affiliate submitted a DR crol affiliate of its obligation to u	Registered Y no longer associated with the B P (with Form U4) or BD DRP to the 0	D.
BD I Con SPE	DRP - Control Affiliate  itrol Affiliate Name  EDROUTE LLC  This DRP should be removed from the BD record becaus  If the control affiliate is registered through the CRD, has the dinformation on this DRP must be provided.  Yes No  NOTE: The completion of this form does not relieve the control  Regulatory Action initiated by:  SEC Other Federal State SRO Foreign  (Full name of regulator, foreign financial regulatory authority,  Principal Sanction:	CRD# 104138  se the control affiliate(s) are control affiliate submitted a DR crol affiliate of its obligation to u	Registered Y no longer associated with the B P (with Form U4) or BD DRP to the 0	D.
BD I Con SPE	DRP - Control Affiliate  itrol Affiliate Name  EDROUTE LLC  This DRP should be removed from the BD record becaus  If the control affiliate is registered through the CRD, has the dinformation on this DRP must be provided.  Yes No  NOTE: The completion of this form does not relieve the control of this form does not relieve t	CRD# 104138  se the control affiliate(s) are control affiliate submitted a DR crol affiliate of its obligation to u	Registered Y no longer associated with the B P (with Form U4) or BD DRP to the 0	D.
BD I Con SPE	DRP - Control Affiliate  itrol Affiliate Name  EDROUTE LLC  This DRP should be removed from the BD record becaus  If the control affiliate is registered through the CRD, has the dinformation on this DRP must be provided.  Yes No  NOTE: The completion of this form does not relieve the control  Regulatory Action initiated by:  SEC Other Federal State SRO Foreign  (Full name of regulator, foreign financial regulatory authority,  Principal Sanction:  Other Sanctions:	CRD# 104138  se the control affiliate(s) are control affiliate submitted a DR crol affiliate of its obligation to u	Registered Y no longer associated with the B P (with Form U4) or BD DRP to the 0	D.
BD I Con SPE B.	DRP - Control Affiliate  itrol Affiliate Name  EDROUTE LLC  This DRP should be removed from the BD record becaus  If the control affiliate is registered through the CRD, has the dinformation on this DRP must be provided.  Yes No  NOTE: The completion of this form does not relieve the control  Regulatory Action initiated by:  SEC Other Federal State SRO Foreign  (Full name of regulator, foreign financial regulatory authority,  Principal Sanction:  Other Sanctions:  Date Initiated (MM/DD/YYYY):  Exact Explanation  If not exact, provide explanation:	CRD# 104138  se the control affiliate(s) are control affiliate submitted a DR crol affiliate of its obligation to u	Registered Y no longer associated with the B P (with Form U4) or BD DRP to the 0	D.
BD I Con SPE B.	DRP - Control Affiliate  itrol Affiliate Name  EDROUTE LLC  This DRP should be removed from the BD record becaus  If the control affiliate is registered through the CRD, has the dinformation on this DRP must be provided.  Yes No  NOTE: The completion of this form does not relieve the control of this form does not relieve t	CRD# 104138  se the control affiliate(s) are control affiliate submitted a DR crol affiliate of its obligation to u	Registered Y no longer associated with the B P (with Form U4) or BD DRP to the 0	D.
BD I Con SPE	DRP - Control Affiliate  itrol Affiliate Name  EDROUTE LLC  This DRP should be removed from the BD record becaus  If the control affiliate is registered through the CRD, has the dinformation on this DRP must be provided.  Yes No  NOTE: The completion of this form does not relieve the control  Regulatory Action initiated by:  SEC Other Federal State SRO Foreign  (Full name of regulator, foreign financial regulatory authority,  Principal Sanction:  Other Sanctions:  Date Initiated (MM/DD/YYYY):  Exact Explanation  If not exact, provide explanation:	CRD# 104138  se the control affiliate(s) are control affiliate submitted a DR control affiliate of its obligation to use federal, state, or SRO)	Registered Y eno longer associated with the B P (with Form U4) or BD DRP to the G pdate its CRD records.	D.
BD I Con SPE  B.  B.  A 4.	DRP - Control Affiliate  itrol Affiliate Name  EDROUTE LLC  This DRP should be removed from the BD record becaus  If the control affiliate is registered through the CRD, has the information on this DRP must be provided.  • Yes • No  NOTE: The completion of this form does not relieve the control  II  Regulatory Action initiated by:  • SEC • Other Federal • State • SRO • Foreign (Full name of regulator, foreign financial regulatory authority,  Principal Sanction:  Other Sanctions:  Date Initiated (MM/DD/YYYY):  • Exact • Explanation  If not exact, provide explanation:  Docket/Case Number:	CRD# 104138  se the control affiliate(s) are control affiliate submitted a DR control affiliate of its obligation to use federal, state, or SRO)	Registered Y eno longer associated with the B P (with Form U4) or BD DRP to the G pdate its CRD records.	D.
BD I Con SPE B. B. B. 3.	DRP - Control Affiliate  itrol Affiliate Name  EDROUTE LLC  This DRP should be removed from the BD record becaus  If the control affiliate is registered through the CRD, has the information on this DRP must be provided.  • Yes • No  NOTE: The completion of this form does not relieve the control  II  Regulatory Action initiated by:  • SEC • Other Federal • State • SRO • Foreign (Full name of regulator, foreign financial regulatory authority,  Principal Sanction:  Other Sanctions:  Date Initiated (MM/DD/YYYY):  • Exact • Explanation  If not exact, provide explanation:  Docket/Case Number:	CRD# 104138  se the control affiliate(s) are control affiliate submitted a DR control affiliate of its obligation to use federal, state, or SRO)	Registered Y eno longer associated with the B P (with Form U4) or BD DRP to the G pdate its CRD records.	D.
BD I Con SPE B. B. B. 3.	DRP - Control Affiliate  itrol Affiliate Name  EDROUTE LLC  This DRP should be removed from the BD record becaus  If the control affiliate is registered through the CRD, has the information on this DRP must be provided.  Yes No  NOTE: The completion of this form does not relieve the control Regulatory Action initiated by:  SEC Other Federal State SRO Foreign (Full name of regulator, foreign financial regulatory authority, Principal Sanction:  Other Sanctions:  Date Initiated (MM/DD/YYYY):  Exact Explanation  If not exact, provide explanation:  Docket/Case Number:  Control Affiliate Employing Firm when activity occurred which	CRD# 104138  se the control affiliate(s) are control affiliate submitted a DR control affiliate of its obligation to use federal, state, or SRO)	Registered Y eno longer associated with the B P (with Form U4) or BD DRP to the G pdate its CRD records.	D.
BD I Con SPE B. B. B. 3.	DRP - Control Affiliate  Itrol Affiliate Name  EDROUTE LLC  This DRP should be removed from the BD record becaus  If the control affiliate is registered through the CRD, has the information on this DRP must be provided.  Yes No  NOTE: The completion of this form does not relieve the control of the control of this form does not relieve the control of this form does not relieve the control of the control of this form does not relieve the control of the control of this form does not relieve the control of the control of this form does not relieve the control of the control of this form does not relieve the control of the control of this form does not relieve the control of this form does not reli	CRD# 104138  se the control affiliate(s) are control affiliate submitted a DR control affiliate of its obligation to use federal, state, or SRO)	Registered Y eno longer associated with the B P (with Form U4) or BD DRP to the G pdate its CRD records.	D.
BD I Con SPE  B.  B.  A 4.	DRP - Control Affiliate  Itrol Affiliate Name  EDROUTE LLC  This DRP should be removed from the BD record becaus  If the control affiliate is registered through the CRD, has the information on this DRP must be provided.  Yes No  NOTE: The completion of this form does not relieve the control of the control of this form does not relieve the control of this form does	CRD#   104138   104	Registered Y  In no longer associated with the B P (with Form U4) or BD DRP to the or BD DR	D.
BD I Con SPE B. B. B	DRP - Control Affiliate  Itrol Affiliate Name  EDROUTE LLC  This DRP should be removed from the BD record becaus  If the control affiliate is registered through the CRD, has the information on this DRP must be provided.  Yes No  NOTE: The completion of this form does not relieve the control of the control of the control of this form does not relieve the control of the control of this form does not relieve the control of the control of this form does not relieve the control of th	CRD#   104138   104	Registered Y  In no longer associated with the B P (with Form U4) or BD DRP to the or BD DR	D.
BD I Con SPE B. B. B	DRP - Control Affiliate  Itrol Affiliate Name  EDROUTE LLC  This DRP should be removed from the BD record becaus  If the control affiliate is registered through the CRD, has the information on this DRP must be provided.  Yes No  NOTE: The completion of this form does not relieve the control of the completion of this form does not relieve the control of the completion of this form does not relieve the control of the completion of this form does not relieve the control of the completion of this form does not relieve the control of the completion of this form does not relieve the control of the completion of this form does not relieve the control of the completion initiated by:  SEC Other Federal State SRO Foreign (Full name of regulator, foreign financial regulatory authority, Principal Sanction:  Other Sanctions:  Date Initiated (MM/DD/YYYY):  Exact Explanation  If not exact, provide explanation:  Docket/Case Number:  Control Affiliate Employing Firm when activity occurred which Principal Product Type:  Other Product Types:  Describe the allegations related to this regulatory action. (The	CRD#   104138   104	Registered Y  In no longer associated with the B P (with Form U4) or BD DRP to the or BD DR	D.
BD I Con SPE	DRP - Control Affiliate  Itrol Affiliate Name  EDROUTE LLC  This DRP should be removed from the BD record becaus  If the control affiliate is registered through the CRD, has the information on this DRP must be provided.  Yes No  NOTE: The completion of this form does not relieve the control of the control of the control of this form does not relieve the control of the control of this form does not relieve the control of the control of this form does not relieve the control of th	CRD#   104138     see the control affiliate(s) are control affiliate submitted a DR	Registered Y  In no longer associated with the B P (with Form U4) or BD DRP to the or graduate its CRD records.  applicable):	D.

(f Fi	nal or On Appeal, complete all items below. For Pending Actions, complete Item 13 only.	
10.	How was matter resolved:	
11.	Resolution Date (MM/DD/YYYY):	
	© Exact © Explanation  If not exact, provide explanation:	
12. <b>I</b>	Resolution Detail:	
	A. Were any of the following Sanctions Ordered? (Check all appropriate items):	
	Monetary/Fine	Amount: \$
	Revocation/Expulsion/Denial	Disgorgement/Restitution
	Censure	Cease and Desist/Injunction
	Bar	Suspension
	B. Other Sanctions Ordered:	
	C. Sanction detail: if suspended, enjoined or barred, provide duration including start date and capa requalification by exam/retraining was a condition of the sanction, provide length of time given disposition resulted in a fine, penalty, restitution, disgorgement or monetary compensation, provportion of penalty was waived:	to requalify/retrain, type of exam required and whether condition has been satisfied. If
13.	Provide a brief summary of details related to the action status and (or) disposition and include re	levant terms, conditions and dates. (The information must fit within the space provided.)
	BD - CIVIL JUDIO	CIAL DRP
	No Information	n Filed
	BD - BANKRUPT	CY DRP
	No Information	· · · · · · ·
	BD - BOND	<del></del>
	No Information	· · · · · · ·
	BD - JUDGMENT No Information	

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Privacy | Legal | Terms & Conditions

BD Number: 316189

Primary Business Name: TZERO DIGITAL ASSET SECURITIES, LLC

BD - AMENDMENT 05/22/2022

		BD - APPI	LICANT INFORM	ATION			
OMB N	umber32	35-0012					
Estima Respor	xpiresstimated average burden hours per: esponse						
		ct of business as a broker-dealer would vition.	violate the Federa	securities laws and the laws of	books and records or otherwise to comply with the the <i>jurisdictions</i> and may result in disciplinary,		
		C APPLIC	ATION © AMEN	IDMENT			
1. Exa	act name, principal business address, mailing	address, if different, and telephone num	ber of applicant:				
	Full name of applicant(if sole proprietor, sta		.,				
В.	IRS Empl. Ident. No.: 87-2031076						
C.	(1) Name under which broker-dealer busine TZERO DIGITAL ASSET SECURITIES, LL		m Item 1A.				
	(2) List on Schedule D, Page 1, Section I, O	ther Business Names any other name by	y which the firm c	onducts business and where it is	used.		
D.	If this filing makes a name change on behalf □ applicant name (1A) or □ business na Please check above.		nd specify whether	the name change is of the			
E.	Firm main address: (Do not use a P.O. Box)						
	Number and Street 1: 1 WTC, 285 FULTON STREET		Number and Str	eet 2:			
	City: NEW YORK	State: New York	Country: UNITED STATES		Zip/Postal Code: 10007		
F.	Mailing Address, if different:						
	Number and Street 1: 1 WTC, 285 FULTON STREET		Number and St	reet 2:			
	City: NEW YORK	State: New York	Country: UNITED STATES		Zip/Postal Code: 10007		
G.	Business Telephone Number: 347-380-7308						
н.	Contact Employee:						
	Name: OLGA ONISHCHUK	Title: CCO		<b>Telephone Number:</b> 347-380-7308			
		ВІ	D - EXECUTION				
For the application success connect proceed applications.	<b>EXECUTION:</b> For the purposes of complying with the laws of the State(s) designated in Item 2 relating to either the offer or sale of securities or commodities, the undersigned and <i>applicant</i> hereby certify that the <i>applicant</i> is in compliance with applicable state surety bonding requirements and irrevocably appoint the administrator of each of those State(s) or such other person designated by law, and the successors in such office, attorney for the <i>applicant</i> in said State(s), upon whom may be served any notice, process, or pleading in any action or <i>proceeding</i> against the <i>applicant</i> arising out of or in connection with the offer or sale of securities or commodities, or out of the violation or alleged violation of the laws of those State(s), and the <i>applicant</i> hereby consents that any such action or <i>proceeding</i> against the <i>applicant</i> may be commenced in any court of competent jurisdiction and proper venue within said State(s) by service of process upon said appointee with the same effect as if <i>applicant</i> were a resident in said State(s) and had lawfully been served with process in said State(s).						
the ap		plication for a protective decree filed by	the Securities Inv	estor Protection Corporation, ma	or any self-regulatory organization in connection with by be given by registered or certified mail or confirmed		
inform		ing exhibits attached hereto, and other i	information filed h	erewith, all of which are made a	olicant. The undersigned and applicant represent that the part hereof, are current, true and complete. The ntly accurate and complete.		
<b>Date</b> 05/21	MM/DD/YYYY /2022			Applicant GITAL ASSET SECURITIES, LLC			
	orized Signatory ONISHCHUK		<b>Title</b> CCO				
Subscr	ibed and sworn before me this d	ay of,, Year	by				
Notary	Public						
-	nmission expires County of	State of					
		BD - SECURITIES					
	cate by checking the appropriate box(es) each		=	which the <i>applicant</i> is registered	or registering as a broker-dealer.		

A. Is <i>applicant</i> registered or regis	tering as a broker-dealer under Section	on 15(b) or Section 15B of the	Securities Exchange Act of 1934?		•	0
	tering as a broker-dealer under Section	ın 15(b) of the Securities Exch	nange Act of 1934 and also acting o	r intending to act as a government securities brok		
or dealer?  Is applicant registered or regis	tering <u>solely</u> as a government securiti	es broker or dealer under Sec	tion 15C of the Securities Eychange	Act of 1934?	_	
			aion 130 of the Securities Exchange	: ACL 01 1334:	0	•
	C if applicant answered "yes" to Item es as a government securities broker o				_	
-	_		registration as a government securi	ties broker or dealer under Section 15C of the Sec	C curitie	
Exchange Act of 1934. See "Instru		ents to the wardrawar or its r	registration as a government securi	the section 130 of the sec	di icic.	
		SECURITY FUTURES PR	ODUCTS ACTIVITIES			
		stock futures activities by reg	gistered broker-dealers. This field ca	annot be utilized until the SEC approves rules relat	ting t	o the
form and content of such reportin	g.)					
		BD - SRO / JUF	RISDICTION			
		BD - SELF REGULATOR				
FINRA	☐ CBOE BZX	☐ ISE	☐ MIAX OPTION			
□ BOX □ BX	☐ CBOE C2 ☐ CBOE EDGA	☐ ISE GEMX ☐ ISE MRX	□ NQX □ NYSE	□ NYSE-NAT □ NgLX		
□ CBOE	CBOE EDGX	LTSE	□ NYSE-AMER	□ PHLX		
CBOE BYX	□ IEX	□ MEMX	□ NYSE-ARCA	☐ MIAX PEARL		
				☐ MIAX EMERALD		
	<b>—</b>	BD - JURISI		Es s.		
□ Alabama □ Alaska	☐ Illinois ☐ Indiana		☐ Montana ☐ Nebraska	☐ Puerto Rico ☐ Rhode Island		
□ Alaska □ Arizona	☐ Indiana		□ Nebraska □ Nevada	South Carolina		
Arkansas	☐ Kansas		New Hampshire	South Dakota		
□ California	☐ Kentucky		☐ New Jersey	☐ Tennessee		
Colorado	Louisiana		New Mexico	☐ Texas		
Connecticut	Maine		New York	Utah		
Delaware District of Columbia	☐ Maryland ☐ Massachu		☐ North Carolina ☐ North Dakota	□ Vermont □ Virgin Islands		
Florida	☐ Massachu	sells	☐ Ohio			
☐ Georgia	☐ Minnesota	ì	☐ Oklahoma	☐ Washington		
☐ Hawaii	☐ Mississipp	ıi	☐ Oregon	☐ West Virginia		
☐ Idaho	☐ Missouri		☐ Pennsylvania	☐ Wisconsin ☐ Wyoming		
3. A. Indicate legal status of <i>appli</i>	cant:	BD - LEGAL	STATUS			
C Corporation	○ Sole Proprietors	ihip		Other (specify)		
C Partnership	© Limited Liability	Company				
B. Month <i>applicant's</i> fiscal year DECEMBER	ends:					
C. If other than a sole proprieto entity was formed):	or, indicate date and place applicant of	otained its legal status (i.e., st	tate or country where incorporated,	where partnership agreement was filed, or where	: appli	licant
State of formation: Delaware	Country of fo	ormation:	Date of formation: 06/02/2021	: MM/DD/YYYY		
Schedule A, Direct Owners a schedules must be provided		pplicable, Schedule B, Indirec	ct Owners Section must be complete	ed as part of all initial applications. Amendments t	o thes	se
. If applicant is a sole propriet	tor, state full residence address and So	ocial Security Number.				
Social Security Number: Number and Street 1:		Number and Stree	t 2:			
City:		State:	Country:	Zip/Postal Code:		
		BD - SUCC	ESSION			
Is applicant at the time of this	s filing <i>succeeding</i> to the business of a	currently registered broker-c	dealer?		YES	NO
	ssions already reported on Form BD.	, registered broker to		,	0	⊚
•	submitting form; complete appropriat	e items on Schedule D, Page	1, Section III.			
			,			
		BD - ARRAN	GEMENTS			Yes N
. Does <i>applicant</i> hold or maintain	n any funds or securities or provide cle	earing services for any other b	proker or dealer?			⊙ (
					—	
Does applicant refer or introduc	ce customers to any other broker or de	ealer?				0 6
If "ves." complete appropriate	items on Schedule D, Page 1, Section	IV, Arrangement Detail.				

<ul> <li>8. Does applicant have any arrangement with any other person, firm, or organization under which:</li> <li>A. any books or records of applicant are kept or maintained by such other person, firm or organization?</li> <li>B. accounts, funds, or securities of the applicant are held or maintained by such other person, firm, or organization?</li> <li>C. accounts, funds, or securities of customers of the applicant are held or maintained by such other person, firm, or organization?</li> <li>For purposes of 8B and 8C, do not include a bank or satisfactory control location as defined in paragraph(c) of Rule 15c3-3 under the Securities Exchange Act of 1934 (17 CFR. 15c3-3). If "Yes" to any part of Item 8, complete appropriate Items on Schedule D, Page 1, Section IV, Arrangement Detail.</li> <li>9. Does any person not named in Item 1 or Schedules A, B, or C, directly or indirectly:</li> <li>A. control the management or policies of the applicant through agreement or otherwise?</li> <li>B. wholly or partially finance the business of applicant?</li> <li>Do not answer 'yes" to 98 if the parson finances the business of the applicant through: 1) a public offering of securities made pursuant to the Securities Act of 1933; 2) credit in the ordinary course of business by suppliers, banks, and others; or 3) a satisfactory subordination agreement, as defined in Rule 15c3-1 under the Securities Exchange Act of 17 CFR 240, 15c3-1).</li> <li>If "Yes" to any part of Item 9, complete appropriate items on Schedule D, Page 1, Section IV, Arrangement Detail.</li> <li>BD - BUSINESS AFFILIATES</li> <li>BD - Control Affiliates</li> <li>BD - DISCLOSURE QUESTIONS</li> <li>11. Use the appropriate DRP for providing details to "yes" answers to the questions in Item 111. Refer to the Explanation of Terms section of Form BD Instructions for explanations of the propriate DRP for pr</li></ul>	extende f 1934
B. accounts, funds, or securities of the applicant are held or maintained by such other person, firm, or organization?  C. accounts, funds, or securities of customers of the applicant are held or maintained by such other person, firm, or organization?  For purposes of 8B and 8C, do not include a bank or satisfactory control location as defined in paragraph(c) of Rule 15c3-3 under the Securities Exchange Act of 1934 (17 CFR. 15c3-3).  If "Yes" to any part of Item 8, complete appropriate items on Schedule D, Page 1, Section IV, Arrangement Detail.  9. Does any person not named in Item 1 or Schedules A, B, or C, directly or indirectly:  A. control the management or policies of the applicant through agreement or otherwise?  B. wholly or partially finance the business of applicant?  Do not answer "yes" to 9B if the person finances the business of the applicant through: 1) a public offering of securities made pursuant to the Securities Act of 1933; 2) credit in the ordinary course of business by suppliers, banks, and others; or 3) a satisfactory subordination agreement, as defined in Rule 15c3-1 under the Securities Exchange Act of (17 CFR 240. 15c3-1).  If "Yes" to any part of Item 9, complete appropriate items on Schedule D, Page 1, Section IV, Arrangement Detail.  BD - BUSINESS AFFILIATES  BD - Control Affiliates  10. A. Directly or indirectly, does applicant control, is applicant controlled by, or is applicant under common control with, any partnership, corporation, or other organization that is e in the securities or investment advisory business?  If "Yes" to Item 10A, complete appropriate items on Schedule D, Page 2, Section V, Firm Affiliates.  B. Directly or indirectly, is applicant controlled by any bank holding company, national bank, state member bank of the Federal Reserve System, state non-member bank, saving association, credit union, or foreign bank?  If "Yes" to Item 10B, complete appropriate items on Schedule D, Page 3, Section VI, Bank Affiliates.  BD - DISCLOSURE QUESTIONS	extende f 1934
C. accounts, funds, or securities of customers of the applicant are held or maintained by such other person, firm, or organization?  For purposes of 8B and 8C, do not include a bank or satisfactory control location as defined in paragraph(c) of Rule 15c3-3 under the Securities Exchange Act of 1934 (17 CFR 15c3-3).  If "Yes" to any part of Item 8, complete appropriate items on Schedule D, Page 1, Section IV, Arrangement Detail.  9. Does any person not named in Item 1 or Schedules A, B, or C, directly or indirectly:  A. control the management or policies of the applicant through agreement or otherwise?  B. wholly or partially finance the business of applicant?  Do not answer "yes" to 98 if the person finances the business of the applicant through: 1) a public offering of securities made pursuant to the Securities Act of 1933; 2) credit in the ordinary course of business by suppliers, banks, and others; or 3) a satisfactory subordination agreement, as defined in Rule 15c3-1 under the Securities Exchange Act of 17 CFR 240. 15c3-1).  If "Yes" to any part of Item 9, complete appropriate items on Schedule D, Page 1, Section IV, Arrangement Detail.  BD - BUSINESS AFFILIATES  BD - Control Affiliates  10. A. Directly or indirectly, does applicant control, is applicant controlled by, or is applicant under common control with, any partnership, corporation, or other organization that is e in the securities or investment advisory business?  If "Yes" to Item 10A, complete appropriate items on Schedule D, Page 2, Section V, Firm Affiliates.  B. Directly or indirectly, is applicant controlled by any bank holding company, national bank, state member bank of the Federal Reserve System, state non-member bank, saving: association, credit union, or foreign bank?  If "Yes" to Item 10B, complete appropriate items on Schedule D, Page 3, Section VI, Bank Affiliates.  BD - DISCLOSURE QUESTIONS	extende f 1934
For purposes of 8B and 8C, do not include a bank or satisfactory control location as defined in paragraph(c) of Rule 15c3-3 under the Securities Exchange Act of 1934 (17 CFR. 15c3-3).  If "Yes" to any part of Item 8, complete appropriate items on Schedule D, Page 1, Section IV, Arrangement Detail.  9. Does any person not named in Item 1 or Schedules A, B, or C, directly or indirectly:  A. control the management or policies of the applicant through agreement or otherwise?  B. wholly or partially finance the business of applicant?  Do not answer "yes" to 9B if the person finances the business of the applicant through: 1) a public offering of securities made pursuant to the Securities Act of 1933; 2) credit in the ordinary course of business by suppliers, banks, and others; or 3) a satisfactory subordination agreement, as defined in Rule 15c3-1 under the Securities Exchange Act of (17 CFR. 240, 15c3-1).  If "Yes" to any part of Item 9, complete appropriate items on Schedule D, Page 1, Section IV, Arrangement Detail.  BD - BUSINESS AFFILIATES  BD - Control Affiliates  10. A. Directly or indirectly, does applicant control, is applicant controlled by, or is applicant under common control with, any partnership, corporation, or other organization that is ein the securities or investment advisory business?  If "Yes" to Item 10A, complete appropriate items on Schedule D, Page 2, Section V, Firm Affiliates.  B. Directly or indirectly, is applicant controlled by any bank holding company, national bank, state member bank of the Federal Reserve System, state non-member bank, saving: association, credit union, or foreign bank?  If "Yes" to Item 10B, complete appropriate items on Schedule D, Page 3, Section VI, Bank Affiliates.  BD - DISCLOSURE QUESTIONS	extende f 1934
15:3-3).  If "Yes" to any part of Item 8, complete appropriate items on Schedule D, Page 1, Section IV, Arrangement Detail.  9. Does any person not named in Item 1 or Schedules A, B, or C, directly or indirectly:  A. control the management or policies of the applicant through agreement or otherwise?  B. wholly or partially finance the business of applicant?  Do not answer "yes" to 9B if the person finances the business of the applicant through: 1) a public offering of securities made pursuant to the Securities Act of 1933; 2) credit in the ordinary course of business by suppliers, banks, and others; or 3) a satisfactory subordination agreement, as defined in Rule 15:3-1 under the Securities Exchange Act of 17 CFR 240. 15:3-1).  If "Yes" to any part of Item 9, complete appropriate Items on Schedule D, Page 1, Section IV, Arrangement Detail.  BD - BUSINESS AFFILIATES  BD - Control Affiliates  10. A. Directly or indirectly, does applicant control, is applicant controlled by, or is applicant under common control with, any partnership, corporation, or other organization that is ein the securities or investment advisory business?  If "Yes" to Item 10A, complete appropriate Items on Schedule D, Page 2, Section V, Firm Affiliates.  B. Directly or indirectly, is applicant controlled by any bank holding company, national bank, state member bank of the Federal Reserve System, state non-member bank, saving: association, credit union, or foreign bank?  If "Yes" to Item 10B, complete appropriate Items on Schedule D, Page 3, Section VI, Bank Affiliates.  BD - DISCLOSURE QUESTIONS	extende f 1934
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in the ordinary course of business by suppliers, banks, and others; or 3) a satisfactory subordination agreement, as defined in Rule 15c3-1 under the Securities Exchange Act of (17 CFR 240. 15c3-1).  If "Yes" to any part of Item 9, complete appropriate items on Schedule D, Page 1, Section IV, Arrangement Detail.  BD - BUSINESS AFFILIATES  BD - Control Affiliates  10. A. Directly or indirectly, does applicant control, is applicant controlled by, or is applicant under common control with, any partnership, corporation, or other organization that is expected in the securities or investment advisory business?  If "Yes" to Item 10A, complete appropriate items on Schedule D, Page 2, Section V, Firm Affiliates.  B. Directly or indirectly, is applicant controlled by any bank holding company, national bank, state member bank of the Federal Reserve System, state non-member bank, saving association, credit union, or foreign bank?  If "Yes" to Item 10B, complete appropriate items on Schedule D, Page 3, Section VI, Bank Affiliates.  BD - DISCLOSURE QUESTIONS	f 1934 ngaged
BD - BUSINESS AFFILIATES  BD - Control Affiliates  10. A. Directly or indirectly, does applicant control, is applicant controlled by, or is applicant under common control with, any partnership, corporation, or other organization that is ein the securities or investment advisory business?  If "Yes" to Item 10A, complete appropriate items on Schedule D, Page 2, Section V, Firm Affiliates.  B. Directly or indirectly, is applicant controlled by any bank holding company, national bank, state member bank of the Federal Reserve System, state non-member bank, savings association, credit union, or foreign bank?  If "Yes" to Item 10B, complete appropriate items on Schedule D, Page 3, Section VI, Bank Affiliates.  BD - DISCLOSURE QUESTIONS	
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<ul> <li>10. A. Directly or indirectly, does applicant control, is applicant controlled by, or is applicant under common control with, any partnership, corporation, or other organization that is experiment in the securities or investment advisory business?</li> <li>If "Yes" to Item 10A, complete appropriate items on Schedule D, Page 2, Section V, Firm Affiliates.</li> <li>B. Directly or indirectly, is applicant controlled by any bank holding company, national bank, state member bank of the Federal Reserve System, state non-member bank, savings association, credit union, or foreign bank?</li> <li>If "Yes" to Item 10B, complete appropriate items on Schedule D, Page 3, Section VI, Bank Affiliates.</li> <li>BD - DISCLOSURE QUESTIONS</li> </ul>	
in the securities or investment advisory business?  If "Yes" to Item 10A, complete appropriate items on Schedule D, Page 2, Section V, Firm Affiliates.  B. Directly or indirectly, is applicant controlled by any bank holding company, national bank, state member bank of the Federal Reserve System, state non-member bank, saving association, credit union, or foreign bank?  If "Yes" to Item 10B, complete appropriate items on Schedule D, Page 3, Section VI, Bank Affiliates.  BD - DISCLOSURE QUESTIONS	
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B. Directly or indirectly, is applicant controlled by any bank holding company, national bank, state member bank of the Federal Reserve System, state non-member bank, saving association, credit union, or foreign bank?  If "Yes" to Item 10B, complete appropriate items on Schedule D, Page 3, Section VI, Bank Affiliates.  BD - DISCLOSURE QUESTIONS	; bank
association, credit union, or foreign bank?  If "Yes" to Item 10B, complete appropriate items on Schedule D, Page 3, Section VI, Bank Affiliates.  BD - DISCLOSURE QUESTIONS	
BD - DISCLOSURE QUESTIONS	
·	
11. Use the appropriate DRP for providing details to "yes" answers to the questions in Item 11. Refer to the Explanation of Terms section of Form BD Instructions for explanations of	
	italiciz
CRIMINAL DISCLOSURE	
A. In the past ten years has the applicant or a control affiliate:  (1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign or military court to any felony?	
(2) been <i>charged</i> with any <i>felony</i> ?	
B. In the past ten years has the applicant or a control affiliate:  (1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign or military court to a misdemeanor involving: investments or an investment-related by or any fraud, false statements or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, extortion, or a conspiracy to commit any of these offenses?	usiness
(2) been charged with a misdemeanor specified in 11B(1)?  REGULATORY ACTION DISCLOSURE	
C. Has the U.S. Securities and Exchange Commission or the Commodity Futures Trading Commission ever:	
(1) found the applicant or a control affiliate to have made a false statement or omission?	
(2) found the applicant or a control affiliate to have been involved in a violation of its regulations or statutes?	15
(3) found the applicant or a control affiliate to have been a cause of an investment-related business having its authorization to do business denied, suspended, revoked, or restricted an order against the applicant or a control affiliate in connection with an investment-related activity?	.ted?
(5) imposed a civil money penalty on the applicant or a control affiliate, or ordered the applicant or a control affiliate to cease and desist from any activity?	
D. Has any other federal regulatory agency, any state regulatory agency, or foreign financial regulatory authority:	
(1) ever found the applicant or a control affiliate to have made a false statement or omission or been dishonest, unfair, or unethical?	
(2) ever found the applicant or a control affiliate to have been involved in a violation of investment-related regulations or statutes?  (3) ever found the applicant or a control affiliate to have been a cause of an investment-related business having its authorization to do business denied, suspended, revoked, or	
restricted?  (4) in the past ten years, entered an <i>order</i> against the <i>applicant</i> or a <i>control affiliate</i> in connection with an <i>investment-related</i> activity?	
(5) ever denied, suspended, or revoked the <i>applicant</i> 's or a <i>control affiliate</i> 's registration or license or otherwise, by <i>order</i> , prevented it from associating with an <i>investment-relate</i>	ed
business or restricted its activities?  E. Has any self-regulatory organization or commodities exchange ever:	
(1) found the applicant or a control affiliate to have made a false statement or omission?	
<ul> <li>(2) found the applicant or a control affiliate to have been involved in a violation of its rules (other than a violation designated as a "minor rule violation" under a plan approved by U.S. Securities and Exchange Commission)?</li> <li>(3) found the applicant or a control affiliate to have been the cause of an investment-related business having its authorization to do business denied, suspended, revoked, or rest</li> </ul>	
(4) disciplined the applicant or a control affiliate by expelling or suspending it from membership, barring or suspending its association with other members, or otherwise restrictin activities?	g its
F. Has the applicant's or a control affiliate's authorization to act as an attorney, accountant, or federal contractor ever been revoked or suspended?	_
G. Is the applicant or a control affiliate now the subject of any regulatory proceeding that could result in a "yes" answer to any part of 11C, D, or E?  CIVIL JUDICIAL ACTION DISCLOSURE	-
	-
H. (1) Has any domestic or foreign court:	
H. (1) Has any domestic or foreign court:  (a) in the past ten years, enjoined the applicant or a control affiliate in connection with any investment-related activity?	
H. (1) Has any domestic or foreign court:	

#### FINANCIAL DISCLOSURE I. In the past ten years has the applicant or a control affiliate of the applicant ever been a securities firm or a control affiliate of a securities firm that: YES NO (1) has been the subject of a bankruptcy petition? $\circ$ $\odot$ (2) has had a trustee appointed or a direct payment procedure initiated under the Securities Investor Protection Act? $\odot$ J. Has a bonding company ever denied, paid out on, or revoked a bond for the applicant? $\circ$ $\odot$ K. Does the applicant have any unsatisfied judgments or liens against it? $\circ$ $\odot$

		BD - TYPES OF BUSINESS	
		ck types of business engaged in (or to be engaged in, if not yet active) by applicant. Do not check any category that accounts for (or is expected to account for) less the enue from the securities or investment advisory business.	n 1% of annual
	Α.	Exchange member engaged in exchange commission business other than floor activities.	□емс
	В.	Exchange member engaged in floor activities.	□емғ
	C.	Broker or dealer making inter-dealer markets in corporate securities over-the-counter.	<b>☑</b> IDM
	D.	Broker or dealer retailing corporate equity securities over-the-counter.	<b>⊌</b> BDR
	E.	Broker or dealer selling corporate debt securities.	<b>⊌</b> BDD
	F.	Underwriter or selling group participant (corporate securities other than mutual funds).	<b></b> Usg
	G.	Mutual fund underwriter or sponsor.	™mfU
	н.	Mutual fund retailer.	™mfR
	I.	1. U.S. government securities dealer.	□gsd
		2. U.S. government securities broker.	□gsb
	J.	Municipal securities dealer.	□msd
	K.	Municipal securities broker.	□мsв
	L.	Broker or dealer selling variable life insurance or annuities.	□VLA
	М.	Solicitor of time deposits in a financial institution.	□ssL
	N.	Real estate syndicator.	RES
	0.	Broker or dealer selling oil and gas interests.	□ogi
	P.	Put and call broker or dealer or option writer.	<b></b> РСВ
	Q.	Broker or dealer selling securities of only one issuer or associate issuers (other than mutual funds).	□віа
	R.	Broker or dealer selling securities of non-profit organizations (e.g., churches, hospitals).	□NPB
	S.	Investment advisory services.	□IAD
	T.	1. Broker or dealer selling tax shelters or limited partnerships in primary distributions.	<b>☑</b> TAP
		2. Broker or dealer selling tax shelters or limited partnerships in the secondary market.	□TAS
	U.	Non-exchange member arranging for transactions in listed securities by exchange member.	□ NEX
,	V.	Trading securities for own account.	<b></b> ✓ TRA
	W.	Private placement of securities.	<b></b> PLA
	X.	Broker or dealer selling interests in mortgages or other receivables.	□mri
	Y.	Broker or dealer involved in a networking, kiosk or similar arrangement with a:	
		1. bank, savings bank or association, or credit union.	□BNA
		2. insurance company or agency	□INA
	Z.	Other (give details on Schedule D, Page 1, Section II, Other Business)	<b>⊡отн</b>
			YES NO
13.	Α.	Does applicant effect transactions in commodity futures, commodities or commodity options as a broker for others or as a dealer for its own account?	0 0
	В.	Does applicant engage in any other non-securities business?	0 0
		16 "use" describe and other hypiness highly as Cabadula D. Dass 1. Cabine II. Other Business	

		YES	NO
13. A	Does applicant effect transactions in commodity futures, commodities or commodity options as a broker for others or as a dealer for its own account?	o	•
В	3. Does applicant engage in any other non-securities business?	0	•
	If "yes", describe each other business briefly on Schedule D, Page 1, Section II, Other Business.		

#### **BD - DIRECT OWNERS/EXECUTIVE OFFICERS**

BD - DIRECT OW	NERS/EXECUTIVE OFFICERS					
Are there any indirect owners of the applicant required to be reported on Schedule B?						
	⊙ Yes C No					

Ownership Codes:	NA	- less than 5%	B - 10% but less than 25%			- 50% but less than 75%
	A	- 5% but less than 10%	C - 25%	% but less than 50%	E -	- 75% or more

Full Legal Name	DE/FE/I	Title or Status	Date Acquired	Own. Code	Control Person	PR	CRD #(or S.S.No., IRS Tax #, Emp. ID)
ONISHCHUK, OLGA	I	CCO	06/2021	NA	N	N	5435460
QUALL, JOEL CARL	I	PFO, FINOP	06/2021	NA	N	N	5064884
TZERO BROKER SERVICES LLC	DE	MEMBER	06/2021	E	Υ	N	84-4457763
VLASTAKIS, ALEX	I	PRESIDENT	06/2021	NA	Υ	N	4141268

Ownership Codes:	C - 25% but less than 50%	E - 75% or more
	D - 50% but less than 75%	F - Other General Partners

Full Legal Name	DE/FE/I	Entity in Which Interest is Owned	Status	Date Acquired	Own. Code	Control Person	PF	CRD # (or SSN, IRS Tax #, Emp. ID)
MEDICI VENTURES, L.P.	DE	TZERO GROUP, INC.	SHAREHOLDER	01/2016	С	Υ	N	81-3820993
OVERSTOCK.COM, INC.	DE	TZERO GROUP, INC.	SHAREHOLDER	09/2016	С	Υ	Υ	87-0634302
OVERSTOCK.COM, INC.	DE	MEDICI VENTURES, L.P.	LIMITED PARTNER	04/2021	E	N	Υ	87-0634302
PELION MV GP. L.L.C.	DE	MEDICI VENTURES, L.P.	GENERAL PARTNER	04/2021	F	Υ	N	86-3550875
TZERO GROUP, INC.	DE	TZERO BROKER SERVICES, LLC	MEMBER	06/2021	E	Υ	N	47-2409269

#### BD Schedule C - Amendments to Schedules A & B

In the Type of Amd. column, indi	n the Type of Amd. column, indicate "A" (addition), "D" (deletion), or "C" (change of information about the same person).						
Ownership Codes are:	NA - less than 5%	B - 10% but less than 25%	D - 50% but less than 75%	F - Other General Partners			
	A - 5% but less than 10%	C - 25% but less than 50%	E - 75% or more				

#### List below all changes to Schedule A: (DIRECT OWNERS AND EXECUTIVE OFFICERS)

Full Legal Name	DE/FE/I	Type of Amd.	Title or Status	Date Acquired	Own. Code	Control Person	PR	CRD # (or SSN, IRS Tax #, Emp. ID)
BALTOVSKI, ALEXANDER	I	D	POO	01/2022	NA	N	N	2350828
TZERO BROKER SERVICES LLC	DE	С	MEMBER	06/2021	E	Υ	N	84-4457763

List below all changes to Schedule B: (INDIRECT OWNERS)

Full Legal Name DE/FE/I Type of Amd. Entity in Which Interest is Owned Status Date Acquired Own. Code Control Person PR CRD # (or SSN, IRS Tax #, Emp. ID)

#### No Information Filed

#### **BD - OTHER BUSINESS NAMES** No Information Filed

#### **BD - OTHER BUSINESS**

Briefly describe any other business (Item 122).
ALL BUSINESS ACTIVITIES SELECTED UNDER BUSINESS ACTIVITIES INVOLVES DIGITAL ASSET SECURITIES PLUS DIGITAL ASSET SECURITIES CLEARANCE AND SETTLEMENT, BROKER OR DEALER CUSTODYING DIGITAL ASSET SECURITIES, AND MERGERS AND ACQUISITIONS.

Briefly describe any other non-securities business (Item 13B).

#### **BD - SUCCESSIONS**

Name of Predecessor: Date of Succession: MM/DD/YYYY

SEC File Number (if any) Firm CRD Number IRS Employer Identification Number (if any)

Briefly describe details of the succession including any assets or liabilities not assumed by the successor.

## **BD - ARRANGEMENTS / CONTROL PERSONS / FINANCING**

#### **No Information Filed**

## **BD - AFFILIATES**

Business

The details supplied relate to:

Partnership, Corporation, or Organization Name CRD Number (if any) SPEEDROUTE LLC 104138

The Partnership, Corporation, or Organization

C controls applicant

is controlled by applicant

 $\odot$  is under common control with applicant

**Business Address** 

Street 1 NEW YORK

1 WORLD TRADE CENTER City

State

Effective Date (MM/DD/YYYY) 06/02/2021 Is Partnership, Corporation or Organization a foreign entity?

If Yes, provide country of domicile or incorporation

10007

Zip/Postal Code

○Yes ⓒ No

Activities of this Partnership, Corporation, or Organization: **Securities Activities ⊙** Yes ○No **Investment Advisory Activities** 

Briefly describe the control relationship

TZERO DIGITAL ASSET SECURITIES LLC AND SPEEDROUTE LLC ARE BOTH OWNED BY MEDICI VENTURES, L.P.

New York

Street 2

Business

The details supplied relate to:

Partnership, Corporation, or Organization Name BOSTON SECURITY TOKEN EXCHANGE, LLC The Partnership, Corporation, or Organization

CRD Number (if any)

285 FULTON STREET, 58TH FLOOR

Termination Date (MM/DD/YYYY)

C controls applicant				
is controlled by applicant				
© is under common control with applicant Business Address				
Street 1 101 ARCH ST		Street 2		
City	State	Country	Zip/Postal Code	
BOSTON Effective Date (MM/DD/YYYY)	Massachusetts	UNITED STATES  Termination Date ()	02110	
01/28/2022		remination Date (r	(אוא) (שטיי זייזי)	
Is Partnership, Corporation or Organization a fo	oreign entity?	If Yes, provide cour	intry of domicile or incorporation	
C Yes	raanization:			
Securities Activities	⊙ Yes ○No			
Investment Advisory Activities				
Briefly describe the <i>control</i> relationship	C Yes <sup>⊙</sup> No			
TZERO DIGITAL ASSET SECURITIES, LLC AND BOSTO	ON SECURITY TOK	KEN EXCHANGE, LLC SHARE A	A COMMON OWNER, TZERO GROUP, INC.	
		Busi	iness	
The details accepted unlaborate				
The details supplied relate to: <b>Partnership, Corporation, or Organization Name</b> TZERO MARKETS	e	CRD Number (if any) 304537	0	
The Partnership, Corporation, or Organization				
C controls applicant				
C is controlled by applicant				
is under common control with applicant Business Address				
Street 1 285 FULTON STREET		Street 2 58TH FLOOR		
City	State	Country Z	Zip/Postal Code	
NEW YORK Effective Date (MM/DD/YYYY)	New York	1 Termination Date (M	10007	
06/02/2021		·		
Is Partnership, Corporation or Organization a fo	oreign entity?	If Yes, provide coun	ntry of domicile or incorporation	
C Yes	rganization:			
Securities Activities	⊙ Yes C	No		
Investment Advisory Activities	○ Yes ⊙			
Briefly describe the control relationship TZERO DIGITAL ASSET SECURITIES LLC IS INDIREC			DIRECTLY OWNES TZERO MARKETS LLC.	
		Busi	iness	
The details availed value to		240.		
The details supplied relate to: <b>Partnership, Corporation, or Organization Name</b> TZERO ATS, LLC	•	CRD Number (if any) 123421		
The Partnership, Corporation, or Organization				
C controls applicant				
is controlled by applicant				
is under common control with applicant				
Business Address Street 1		Street 2		
1 WORLD TRADE CENTER		285 FULTON STREET, 58TH		
City NEW YORK	<b>State</b> New York	Country Zip/Po 10007	Postal Code	
Effective Date (MM/DD/YYYY)		Termination Date (MM/D	DD/YYYY)	
06/02/2021  Is Partnership, Corporation or Organization a formula of the companies of the c	oreign entity?	If Yes, provide country of	of domicile or incorporation	
C Yes ⊙ No				
Activities of this Partnership, Corporation, or O	rganization:			
Securities Activities	⊙ Yes CNo			
Investment Advisory Activities	C Yes ⊙ No			
Briefly describe the control relationship TZERO DIGITAL ASSET SECURITIES LLC AND	TZERO ATS LLC A	RE BOTH OWNED BY TZERO I	BROKER SERVICES, LLC.	
		DD DD	RANCHES	
			nation Filed	
		140 111101111	iduon i neu	
			MINAL DRP	
			nation Filed DRY ACTION DRP	
This Disclosure Reporting Page (DRP BD) is an CINI	TIAL OR ® AM	ENDED response used to rep	port details for affirmative responses to <i>Items 11C, 11D, 11E, 11F or 11G</i> of Form BD;	
Check item(s) being responded to:				

**Regulatory Action** □11C(1) □11C(5) □11D(4) □11E(3) □11E(4) □11C(2) □11D(1) □11D(5) □11F □11C(3) □11D(2) □11E(1) □11C(4) □11D(3) **☑**11E(2) **□11**G Use a separate DRP for each event or proceeding. An event or proceeding may be reported for more than one person or entity using one DRP. File with a completed Execution Page.

One event may result in more than one affirmative answer to Items 11C, 11D, 11E, 11F or 11G. Use only one DRP to report details related to the same event. If an event gives rise to actions by more than one regulator, provide details to each action on a separate DRP.

It is not a requirement that documents be provided for each event or proceeding. Should they be provided, they will not be accepted as disclosure in lieu of answering the questions on this DRP.

	sclosure Reporting Page (DRP RD) is an <b>CINITI</b>	AL OR	used to report details for affirmative responses to <i>Items 11C</i> ,	. 11D. 11F. 11F or 11G of Form RD
. 1	Provide a brief summary of details related to the a	ction status and (or) disposition	and include relevant terms, conditions and dates. (The inform	nation must fit within the space provided.)
C.	requalification by exam/retraining was a conditio	n of the sanction, provide length	t date and capacities affected (General Securities Principal, Fir of time given to requalify/retrain, type of exam required and pensation, provide total amount, portion levied against applic	whether condition has been satisfied. If
R	Other Sanctions Ordered:		Suspension	
	Censure		Cease and Desist/Injunction	
	Revocation/Expulsion/Denial		☐Disgorgement/Restitution	
۸.	Monetary/Fine	ican an appropriate items).	Amount: \$	
	solution Detail: Were any of the following Sanctions Ordered? (C	neck all appropriate items):		
	If not exact, provide explanation:			
	CExact CExplanation			
	Resolution Date (MM/DD/YYYY):			
ı	How was matter resolved:			
ina	ıl or On Appeal, complete all items below. Fo	Pending Actions, complete	Item 13 only.	
	If on appeal, regulatory action appealed to: (SEC,		nd Date Appeal Filed:	
	Current status ? C Pending C On Appeal C	Final		
ı	Describe the allegations related to this regulatory	action. (The information must fi	t within the space provided.)	
,	Other Product Types:			
	Principal Product Type:			
	Control Affiliate Employing Firm when activity occ	urred which led to the regulatory	vaction (if applicable):	
1	Docket/Case Number:			
	© Exact © Explanation  If not exact, provide explanation:			
ı	Date Initiated (MM/DD/YYYY):			
•	Other Sanctions:			
ı	Principal Sanction:			
	○ SEC ○ Other Federal ○ State ○ SRO (Full name of regulator, foreign financial regulator		20)	
	Regulatory Action initiated by:	_		
RT I	п			
1	NOTE: The completion of this form does <u>not</u> relie	re the control affiliate of its obliq	pation to update its CRD records.	
i	information on this DRP must be provided.  • Yes • No		. , , , , , , , , , , , , , , , , , , ,	
			itted a DRP (with Form U4) or BD DRP to the CRD System for	the event? If the answer is "Yes," no othe
□т	his DRP should be removed from the BD reco	ord because the control affilia	ate(s) are no longer associated with the BD.	
	rol Affiliate Name DROUTE LLC	CRD# 104138	Registered   Y	
_	RP - Control Affiliate	vide the CRD hamber. If not, inc	icate non registered by thething the appropriate thethoos.	
	his DRP is being filed for a <i>control affiliate</i> , give th		te below (for individuals, Last name, First name, Middle name	).
0	Applicant and one or more control affiliates  One or more control affiliates			
	The Applicant			
O	e person(s) or entity(ies) for whom this DRP is be	ng filed is (are):		

<b>□1</b>	1C(1)	☑11C(5)	□11D(4)	□11E(3)
<b>7</b> 1	1C(2)	□11D(1)	□11D(5)	□11E(4)
		□11D(2)	□11E(1)	□11F
		□11D(3)	□11E(2)	□11G
		• •	• •	sing one DRP. File with a completed Execution Page.
One		re answer to Items 11C, 11D, 11E,		ails related to the same event. If an event gives rise to actions by
It is	not a requirement that documents be provide	ed for each event or <i>proceeding</i> . §	should they be provided, they will not be acce	epted as disclosure in lieu of answering the questions on this DRP.
If a o	control affiliate is an individual or organization	n registered through the CRD, suc RP (BD) or DRP (U4). If a <i>control a</i>	h <i>control affiliate</i> need only complete Part I of <i>ffiliate</i> is an individual or organization <u>not</u> re	of the applicant's appropriate DRP (BD). Details of the event must be gistered through the CRD, provide complete answers to all the items
PAR	гі			
ΔТ	he person(s) or entity(ies) for whom this DRI	P is being filed is (are):		
		is being med is (die).		
	The Applicant			
,	Applicant and one or more control aff	iliates		
•	One or more control affiliates			
	f this DRP is being filed for a <i>control affiliate</i> , f the <i>control affiliate</i> is registered with the CR			
PD.	DRP - Control Affiliate			
	ntrol Affiliate Name	CRD#	Registered	
-	ERO ATS, LLC	123421	Y	<del></del>
_			·	
	This DRP should be removed from the B	D record because the control a	nffiliate(s) are no longer associated with	the BD.
ь	If the central affiliate is registered through	the CDD, has the central affiliate.	submitted a DDD (with Form III) or BD DDD t	a the CDD System for the event? If the anguer is "Ves " no other
В.	information on this DRP must be provided.	the CRD, has the control anniates	Submitted a DRP (With Form 04) of BD DRP t	o the CRD System for the event? If the answer is "Yes," no other
	⊙ Yes ○ No			
	NOTE: The completion of this form does no	<u>it</u> relieve the <i>control affiliate</i> of its	obligation to update its CRD records.	
PAR	гп			
1.	Regulatory Action initiated by:			
	CSEC COther Federal CState CS (Full name of regulator, foreign financial reg		or SRO)	
2.	Principal Sanction:			
۷.	•			
	Other Sanctions:			
3.	Date Initiated (MM/DD/YYYY):			
	©Exact ©Explanation			
	If not exact, provide explanation:			
4.	Docket/Case Number:			
4.	Docket/Case Number:			
5.	Control Affiliate Employing Firm when activi	ity occurred which led to the regu	atory action (if applicable):	
6.	Principal Product Type:			
	Other Product Types:			
	Other Product Types:			
7.	Describe the allegations related to this regu	latory action. (The information m	ust fit within the space provided.)	
8.				
	Current status ? OPending On Appea	al V Final		
9.	If on appeal, regulatory action appealed to:	(SEC, SRO, Federal or State Cou	rt) and Date Appeal Filed:	
(f Fi	nal or On Appeal, complete all items belo	w. For Pending Actions, compl	ete Item 13 only.	
10.	How was matter resolved:			
11	Resolution Date (MM/DD/YYYY):			
	©Exact ©Explanation			
	If not exact, provide explanation:			
	Resolution Detail:			
	A. Were any of the following Sanctions Order	ed? (Check all appropriate items):		
	Monetary/Fine		Amount: \$	
	Revocation/Expulsion/Denial		□ Disgorgement/Res	
	Censure		Cease and Desist/I	njunction
	Bar		Suspension	
	B. Other Sanctions Ordered:			
	requalification by exam/retraining was a co	ondition of the sanction, provide le	ength of time given to requalify/retrain, type	Securities Principal, Financial Operations Principal, etc.). If of exam required and whether condition has been satisfied. If

	portion of penalty was waived:			
13.	Provide a brief summary of details i	related to the action status and (or) dis	sposition and include relevant terms, conditions a	nd dates. (The information must fit within the space provided.)
	Disclosure Reporting Page (DRP BD) i	san CINITIAL OR OMENDED re	sponse used to report details for affirmative resp	onses to Items 11C, 11D, 11E, 11F or 11G of Form BD;
	(-)3		Danislatana Astion	
П	IC(1)	□11C(5)	Regulatory Action	□11E(3)
	LC(2)	□11D(1)	□11D(5)	□11E(3)
	LC(3)	□11D(1)	□11E(1)	□11F
	LC(4)	□11D(3)	✓11E(2)	□11G
		` '	. ,	ing one DRP. File with a completed Execution Page.
	event may result in more than one at than one regulator, provide details t		.1E, 11F or 11G. Use only one DRP to report deta	ils related to the same event. If an event gives rise to actions by
It is r	not a requirement that documents be	p provided for each event or proceeding	7. Should they be provided they will not be accer	oted as disclosure in lieu of answering the questions on this DRP.
If a c	control affiliate is an individual or orga	anization registered through the CRD,	such control affiliate need only complete Part I of	the applicant's appropriate DRP (BD). Details of the event must be
			of affiliate is an individual or organization <u>not</u> regi- lieve the <i>control affiliate</i> of its obligation to updat	istered through the CRD, provide complete answers to all the items are its CRD records.
PART	T			
A. TI	he person(s) or entity(ies) for whom	this DRP is being filed is (are):		
- 0	The Applicant			
- 0	Applicant and one or more con	trol affiliates		
6	One or more control affiliates			
- If	this DRP is being filed for a <i>control a</i>		ol affiliate below (for individuals, Last name, First	
_	-	n the CRD, provide the CRD number. If	not, indicate "non-registered" by checking the ap	propriate checkbox.
	DRP - Control Affiliate	l		
	etrol Affiliate Name	CRD#		
-		120.2	·	
	This DRP should be removed from	n the BD record because the <i>contro</i>	ol affiliate(s) are no longer associated with t	he BD.
В.	If the <i>control affiliate</i> is registered t information on this DRP must be pr		te submitted a DRP (with Form U4) or BD DRP to	the CRD System for the event? If the answer is "Yes," no other
	⊙ Yes C No			
	NOTE: The completion of this form	does <u>not</u> relieve the <i>control artillate</i> of	its obligation to update its CRD records.	
PART	II			
1.	Regulatory Action initiated by:  C SEC C Other Federal C Sta (Full name of regulator, foreign fina	nte <b>SRO Foreign</b> ncial regulatory authority, federal, stal	te, or <i>SRO</i> )	
2.	Principal Sanction:			
	Other Sanctions:			
3.	Date Initiated (MM/DD/YYYY):			
	©Exact ©Explanation			
	If not exact, provide explanation:			
4.	Docket/Case Number:			
5.	Control Affiliate Employing Firm wh	en activity occurred which led to the re	egulatory action (if applicable):	
6.	Principal Product Type:			
	Other Product Types:			
7.	Describe the allegations related to t	his regulatory action. (The information	n must fit within the space provided.)	
8.	Current status ? C Pending CO	n Anneal C Final		
9.	_	ealed to: (SEC, SRO, Federal or State (	Court) and Date Anneal Filed:	
		ns below. For Pending Actions, cor	nplete Item 13 only.	
10.	How was matter resolved:			
11.	Resolution Date (MM/DD/YYYY):			
	©Exact ©Explanation			
	If not exact, provide explanation:			
	Resolution Detail:	s Ordered? (Check all appropriate item	ns):	
,	,		•	

	Monetary/Fine		Amount: \$	
	Revocation/Expulsion/Denial		Disgorgement/Restitution	
	Censure		Cease and Desist/Injunction	1
	Bar		Suspension	
	B. Other Sanctions Ordered:			
,	C. Sanction detail: if suspended, enjoined or barred, prequalification by exam/retraining was a condition of disposition resulted in a fine, penalty, restitution, disportion of penalty was waived:	f the sanction, provide length of time given	to requalify/retrain, type of exam re	
13.	Provide a brief summary of details related to the acti	on status and (or) disposition and include re	levant terms, conditions and dates	. (The information must fit within the space provided.)
	Disclosure Reporting Page (DRP BD) is an CINITIAL	OR • AMENDED response used to report	details for affirmative responses to	Items 11C, 11D, 11E, 11F or 11G of Form BD;
	(-,gp			
		Regulatory A		
	1C(1)	_	11D(4)	11E(3)
	1C(2)		11D(5)	11E(4)
	10(3)	-	11E(1)	□11F
	1C(4)		L1E(2)	11G
It is  If a d subn	e than one regulator, provide details to each action on a not a requirement that documents be provided for each control affiliate is an individual or organization register mitted on the control affiliate's appropriate DRP (BD) or he applicant's appropriate DRP (BD). The completion of	a separate DRP. h event or <i>proceeding</i> . Should they be provi ed through the CRD, such <i>control affiliate</i> ne DRP (U4). If a <i>control affiliate</i> is an individu	ded, they will not be accepted as di ed only complete Part I of the <i>appl</i> , lal or organization <u>not</u> registered th	d to the same event. If an event gives rise to actions by isclosure in lieu of answering the questions on this DRP. icant's appropriate DRP (BD). Details of the event must be arough the CRD, provide complete answers to all the items of records.
		51		
А. Т	The person(s) or entity(ies) for whom this DRP is being	filed is (are):		
(	C The Applicant			
(	Applicant and one or more control affiliates			
	One or more control affiliates			
-	- One of more control annuales			
	f this DRP is being filed for a <i>control affiliate</i> , give the f f the <i>control affiliate</i> is registered with the CRD, provid			
	DRP - Control Affiliate			
Coi	ntrol Affiliate Name		gistered	
Coi		CRD#   Reg   104138   Y	gistered	
SPE	ntrol Affiliate Name EEDROUTE LLC	104138 Y		
SPE	ntrol Affiliate Name EEDROUTE LLC This DRP should be removed from the BD record	because the <i>control affiliate(s)</i> are no	onger associated with the BD.	System for the event? If the answer is "Yes " no other
SPE	ntrol Affiliate Name EEDROUTE LLC This DRP should be removed from the BD record	because the <i>control affiliate(s)</i> are no	onger associated with the BD.	System for the event? If the answer is "Yes," no other
SPE	This DRP should be removed from the BD record  If the control affiliate is registered through the CRD, information on this DRP must be provided.  Yes No	because the control affiliate(s) are no lines the control affiliate submitted a DRP (with	onger associated with the BD. th Form U4) or BD DRP to the CRD	System for the event? If the answer is "Yes," no other
SPE B.	This DRP should be removed from the BD record  If the control affiliate is registered through the CRD, information on this DRP must be provided.  Yes C No  NOTE: The completion of this form does not relieve to	because the control affiliate(s) are no lines the control affiliate submitted a DRP (with	onger associated with the BD. th Form U4) or BD DRP to the CRD	System for the event? If the answer is "Yes," no other
SPE	This DRP should be removed from the BD record  If the control affiliate is registered through the CRD, information on this DRP must be provided.  Yes C No  NOTE: The completion of this form does not relieve to	because the control affiliate(s) are no lines the control affiliate submitted a DRP (with	onger associated with the BD. th Form U4) or BD DRP to the CRD	System for the event? If the answer is "Yes," no other
SPE B.	This DRP should be removed from the BD record  If the control affiliate is registered through the CRD, information on this DRP must be provided.  Yes C No  NOTE: The completion of this form does not relieve to	because the control affiliate(s) are no lines the control affiliate submitted a DRP (with	onger associated with the BD. th Form U4) or BD DRP to the CRD	System for the event? If the answer is "Yes," no other
B.	Introl Affiliate Name EEDROUTE LLC  This DRP should be removed from the BD record  If the control affiliate is registered through the CRD, information on this DRP must be provided.  Yes No  NOTE: The completion of this form does not relieve to TII	because the control affiliate(s) are not have the control affiliate submitted a DRP (with the control affiliate of its obligation to update the control affiliate of its obligation to update foreign	onger associated with the BD. th Form U4) or BD DRP to the CRD	System for the event? If the answer is "Yes," no other
B.	Introl Affiliate Name EEDROUTE LLC  This DRP should be removed from the BD record  If the control affiliate is registered through the CRD, information on this DRP must be provided.  Yes No  NOTE: The completion of this form does not relieve to the completion of this form does not relieve to the completion initiated by:  SEC Other Federal State SRO	because the control affiliate(s) are not have the control affiliate submitted a DRP (with the control affiliate of its obligation to update the control affiliate of its obligation to update foreign	onger associated with the BD. th Form U4) or BD DRP to the CRD	System for the event? If the answer is "Yes," no other
B.  PART  1.	Introl Affiliate Name EEDROUTE LLC  This DRP should be removed from the BD record  If the control affiliate is registered through the CRD, information on this DRP must be provided.  Yes No  NOTE: The completion of this form does not relieve to the completion of this form does not relieve to the completion initiated by:  SEC Other Federal State SRO (Full name of regulator, foreign financial regulatory and second complete to the	because the control affiliate(s) are not have the control affiliate submitted a DRP (with the control affiliate of its obligation to update the control affiliate of its obligation to update foreign	onger associated with the BD. th Form U4) or BD DRP to the CRD	System for the event? If the answer is "Yes," no other
B.  PART  1.	Introl Affiliate Name EEDROUTE LLC  This DRP should be removed from the BD record  If the control affiliate is registered through the CRD, information on this DRP must be provided.  Yes No  NOTE: The completion of this form does not relieve to the completion of the completion	because the control affiliate(s) are not have the control affiliate submitted a DRP (with the control affiliate of its obligation to update the control affiliate of its obligation to update foreign	onger associated with the BD. th Form U4) or BD DRP to the CRD	System for the event? If the answer is "Yes," no other
B.  PART  1.	Introl Affiliate Name EEDROUTE LLC  This DRP should be removed from the BD record  If the control affiliate is registered through the CRD, information on this DRP must be provided.  Yes No  NOTE: The completion of this form does not relieve to the completion of th	because the control affiliate(s) are not have the control affiliate submitted a DRP (with the control affiliate of its obligation to update the control affiliate of its obligation to update foreign	onger associated with the BD. th Form U4) or BD DRP to the CRD	System for the event? If the answer is "Yes," no other
B.  PART  1.	Introl Affiliate Name EEDROUTE LLC  This DRP should be removed from the BD record  If the control affiliate is registered through the CRD, information on this DRP must be provided.  Yes No  NOTE: The completion of this form does not relieve to the completion of the completion	because the control affiliate(s) are not have the control affiliate submitted a DRP (with the control affiliate of its obligation to update the control affiliate of its obligation to update foreign	onger associated with the BD. th Form U4) or BD DRP to the CRD	System for the event? If the answer is "Yes," no other
B.  PART  1.	Introl Affiliate Name EEDROUTE LLC  This DRP should be removed from the BD record  If the control affiliate is registered through the CRD, information on this DRP must be provided.  Yes No  NOTE: The completion of this form does not relieve to the completion of th	because the control affiliate(s) are not have the control affiliate submitted a DRP (with the control affiliate of its obligation to update the control affiliate of its obligation to update foreign	onger associated with the BD. th Form U4) or BD DRP to the CRD	System for the event? If the answer is "Yes," no other
B.  PART  1.	Introl Affiliate Name EEDROUTE LLC  This DRP should be removed from the BD record  If the control affiliate is registered through the CRD, information on this DRP must be provided.  Yes No  NOTE: The completion of this form does not relieve to the completion of the completion	because the control affiliate(s) are not have the control affiliate submitted a DRP (with the control affiliate of its obligation to update the control affiliate of its obligation to update foreign	onger associated with the BD. th Form U4) or BD DRP to the CRD	System for the event? If the answer is "Yes," no other
B.  PART  1.	Introl Affiliate Name EEDROUTE LLC  This DRP should be removed from the BD record  If the control affiliate is registered through the CRD, information on this DRP must be provided.  Yes No  NOTE: The completion of this form does not relieve to the completion of the completion	because the control affiliate(s) are not has the control affiliate submitted a DRP (with the control affiliate of its obligation to update submitted and the control affiliate of its obligation to update submitted and the control affiliate of its obligation to update submitted and the control affiliate of its obligation to update submitted and the control affiliate of its obligation to update submitted and the control affiliate of its obligation to update submitted and the control affiliate of its obligation to update submitted and the control affiliate of its obligation to update submitted and the control affiliate of its obligation to update submitted and the control affiliate of its obligation to update submitted and the control affiliate of its obligation to update submitted and the control affiliate of its obligation to update submitted and the control affiliate of its obligation to update submitted and the control affiliate of its obligation to update submitted and the control affiliate submitted and the control affil	th Form U4) or BD DRP to the CRD its CRD records.	System for the event? If the answer is "Yes," no other
B. PART 1. 2. 4.	Introl Affiliate Name EEDROUTE LLC  This DRP should be removed from the BD record  If the control affiliate is registered through the CRD, information on this DRP must be provided.  Yes No  NOTE: The completion of this form does not relieve to the completion of the completion	because the control affiliate(s) are not has the control affiliate submitted a DRP (with the control affiliate of its obligation to update submitted and the control affiliate of its obligation to update submitted and the control affiliate of its obligation to update submitted and the control affiliate of its obligation to update submitted and the control affiliate of its obligation to update submitted and the control affiliate of its obligation to update submitted and the control affiliate of its obligation to update submitted and the control affiliate of its obligation to update submitted and the control affiliate of its obligation to update submitted and the control affiliate of its obligation to update submitted and the control affiliate of its obligation to update submitted and the control affiliate of its obligation to update submitted and the control affiliate of its obligation to update submitted and the control affiliate of its obligation to update submitted and the control affiliate submitted and the control affil	th Form U4) or BD DRP to the CRD its CRD records.	System for the event? If the answer is "Yes," no other
B. PART 1. 2. 4. 5.	Introl Affiliate Name EEDROUTE LLC  This DRP should be removed from the BD record  If the control affiliate is registered through the CRD, information on this DRP must be provided.  Yes No  NOTE: The completion of this form does not relieve to the completion of th	because the control affiliate(s) are not has the control affiliate submitted a DRP (with the control affiliate of its obligation to update submitted and the control affiliate of its obligation to update submitted and the control affiliate of its obligation to update submitted and the control affiliate of its obligation to update submitted and the control affiliate of its obligation to update submitted and the control affiliate of its obligation to update submitted and the control affiliate of its obligation to update submitted and the control affiliate of its obligation to update submitted and the control affiliate of its obligation to update submitted and the control affiliate of its obligation to update submitted and the control affiliate of its obligation to update submitted and the control affiliate of its obligation to update submitted and the control affiliate of its obligation to update submitted and the control affiliate of its obligation to update submitted and the control affiliate submitted and the control affil	th Form U4) or BD DRP to the CRD its CRD records.	System for the event? If the answer is "Yes," no other
B. PART 1. 2. 4. 5.	Introl Affiliate Name EEDROUTE LLC  This DRP should be removed from the BD record  If the control affiliate is registered through the CRD, information on this DRP must be provided.  Yes No  NOTE: The completion of this form does not relieve to the completion of the completion	because the control affiliate(s) are not has the control affiliate submitted a DRP (with the control affiliate of its obligation to update submitted and the control affiliate of its obligation to update submitted and the control affiliate of its obligation to update submitted and the control affiliate of its obligation to update submitted and the control affiliate of its obligation to update submitted and the control affiliate of its obligation to update submitted and the control affiliate of its obligation to update submitted and the control affiliate of its obligation to update submitted and the control affiliate of its obligation to update submitted and the control affiliate of its obligation to update submitted and the control affiliate of its obligation to update submitted and the control affiliate of its obligation to update submitted and the control affiliate of its obligation to update submitted and the control affiliate of its obligation to update submitted and the control affiliate submitted and the control affil	th Form U4) or BD DRP to the CRD its CRD records.	System for the event? If the answer is "Yes," no other
B. PART 1. 2. 4. 5.	Introl Affiliate Name EEDROUTE LLC  This DRP should be removed from the BD record  If the control affiliate is registered through the CRD, information on this DRP must be provided.  Yes No  NOTE: The completion of this form does not relieve to the completion of th	because the control affiliate(s) are not has the control affiliate submitted a DRP (with the control affiliate of its obligation to update the control affiliate submitted a DRP (with the control affiliate of its obligation to update submitted a DRP (with the control affiliate of its obligation to update submitted a DRP (with the control affiliate of its obligation to update submitted a DRP (with the control affiliate of its obligation to update submitted a DRP (with the control affiliate of its obligation to update submitted a DRP (with the control affiliate of its obligation to update submitted a DRP (with the control affiliate of its obligation to update submitted a DRP (with the control affiliate of its obligation to update submitted a DRP (with the control affiliate of its obligation to update submitted a DRP (with the control affiliate of its obligation to update submitted a DRP (with the control affiliate of its obligation to update submitted a DRP (with the control affiliate of its obligation to update submitted a DRP (with the control affiliate of its obligation to update submitted a DRP (with the control affiliate of its obligation to update submitted a DRP (with the control affiliate of its obligation to update submitted a DRP (with the control affiliate of its obligation to update submitted a DRP (with the control aff	onger associated with the BD.  th Form U4) or BD DRP to the CRD  e its CRD records.	System for the event? If the answer is "Yes," no other
B. PART 1. 2. 4. 6.	Introl Affiliate Name EEDROUTE LLC  This DRP should be removed from the BD record  If the control affiliate is registered through the CRD, information on this DRP must be provided.  Yes No  NOTE: The completion of this form does not relieve to the completion of this form does not relieve to the completion of this form does not relieve to the completion of this form does not relieve to the completion of this form does not relieve to the completion of this form does not relieve to the completion of this form does not relieve to the completion of this form does not relieve to the completion of this form does not relieve to the completion of this form does not relieve to the completion of the completion of this form does not relieve to the completion of this form does not relieve to the completion of this form does not relieve to the completion of this form does not relieve to the completion of this form does not relieve to the completion of this form does not relieve to the completion of this form does not relieve to the completion of this form does not relieve to the completion of this form does not relieve to the completion of the completion of this form does not relieve to the completion of this form does not relieve to the completion of this form does not relieve to the completion of this form does not relieve to the completion of this form does not relieve to the completion of this form does not relieve to the completion of this form does not relieve to the completion of this form does not relieve to the completion of the completion	because the control affiliate(s) are not has the control affiliate submitted a DRP (with the control affiliate of its obligation to update the control affiliate submitted a DRP (with control affil	onger associated with the BD.  th Form U4) or BD DRP to the CRD  e its CRD records.	System for the event? If the answer is "Yes," no other
B.  PART 1.  2.  3.  4.  5.  6.	This DRP should be removed from the BD record  If the control affiliate is registered through the CRD, information on this DRP must be provided.  Yes No  NOTE: The completion of this form does not relieve to the completion of this form does not relieve to the completion of this form does not relieve to the completion of this form does not relieve to the completion of this form does not relieve to the completion of this form does not relieve to the completion of this form does not relieve to the completion of this form does not relieve to the completion of this form does not relieve to the completion of the completion	because the control affiliate(s) are not has the control affiliate submitted a DRP (with the control affiliate of its obligation to update the control affiliate submitted a DRP (with the control affiliate of its obligation to update submitted a DRP (with the control affiliate of its obligation to update submitted a DRP (with the control affiliate of its obligation to update submitted a DRP (with the control affiliate of its obligation to update submitted a DRP (with the control affiliate of its obligation to update submitted a DRP (with the control affiliate of its obligation to update submitted a DRP (with the control affiliate of its obligation to update submitted a DRP (with the control affiliate of its obligation to update submitted a DRP (with the control affiliate of its obligation to update submitted a DRP (with the control affiliate of its obligation to update submitted a DRP (with the control affiliate of its obligation to update submitted a DRP (with the control affiliate of its obligation to update submitted a DRP (with the control affiliate of its obligation to update submitted a DRP (with the control affiliate of its obligation to update submitted a DRP (with the control affiliate of its obligation to update submitted a DRP (with the control affiliate of its obligation to update submitted a DRP (with the control affiliate of its obligation to upda	onger associated with the BD.  th Form U4) or BD DRP to the CRD  e its CRD records.	System for the event? If the answer is "Yes," no other
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10.	How was matter resolved:	
11.	Resolution Date (MM/DD/YYYY):  © Exact © Explanation  If not exact, provide explanation:	
12. <b>F</b>	esolution Detail:	
,	A. Were any of the following Sanctions Ordered? (Check all appropriate items):	
	Monetary/Fine	Amount: \$
	Revocation/Expulsion/Denial	Disgorgement/Restitution
	Censure	Cease and Desist/Injunction
	□Bar	Suspension
	Solution detail: if suspended, enjoined or barred, provide duration including start date and cap requalification by exam/retraining was a condition of the sanction, provide length of time given disposition resulted in a fine, penalty, restitution, disgorgement or monetary compensation, proportion of penalty was waived:  Provide a brief summary of details related to the action status and (or) disposition and include related to the action status.	to requalify/retrain, type of exam required and whether condition has been satisfied. If vide total amount, portion levied against <i>applicant</i> or <i>control affiliate</i> , date paid and if any
	BD - CIVIL JUDI	
	No Informatio	······································
	No Informatio	
	BD - BOND	······
	No Information	on Filed
	BD - JUDGMENT	LIEN DRP
	No Information	on Filed

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Privacy | Legal | Terms & Conditions

BD Number: 316189

Primary Business Name: TZERO DIGITAL ASSET SECURITIES, LLC

BD - AMENDMENT 05/19/2023

			BD - APPLICANT INFORMATION		
OMB I	lumber	3235-0012			
Estima Respo	s sted average burden hours per: nsedment	2.75			
	provisions of law applying to the administrative, injunctive or cr	he conduct of business as a br riminal action.		lure to keep accurate books and records or otherwise to complaws and the laws of the <i>jurisdictions</i> and may result in discipate the complex of the property o	
			○ APPLICATION ⓒ AMENDMENT		
1. Ex	act name, principal business address,	, mailing address, if different,	and telephone number of applicant:		
A.	Full name of applicant(if sole prop		e name):		
В.	IRS Empl. Ident. No.: 87-2031076				
C.	(1) Name under which broker-deal TZERO DIGITAL ASSET SECUR.		cted, if different from Item 1A.		
	(2) List on Schedule D, Page 1, Se	ction I, Other Business Names	any other name by which the firm conducts bu	siness and where it is used.	
D.	If this filing makes a name change of applicant name (1A) or bus Please check above.		er the new name and specify whether the name	change is of the	
E.	Firm main address: (Do not use a l	P.O. Box)			
	Number and Street 1: 525 WASHINGTON BLVD		Number and Street 2: SUITE 300		
	City: JERSEY CITY	<b>State:</b> New Jersey	Country: UNITED STATES	Zip/Postal Code: 07310	
F.	Mailing Address, if different:				
	Number and Street 1:		Number and Street 2:		
	City:	State:	Country:	Zip/Postal Code:	
G.	Business Telephone Number: 347-380-7308				
Н.	Contact Employee:				
	Name: OLGA ONISHCHUK		Title:         Telephon           CCO         347-380-7	<b>e Number:</b> '308	
			BD - EXECUTION		
For the application of the appli	ant is in compliance with applicable sisors in such office, attorney for the action with the offer or sale of securitic ding against the applicant may be count were a resident in said State(s) a applicant consents that service of any	tate surety bonding requireme applicant in said State(s), upor es or commodities, or out of the ommenced in any court of com and had lawfully been served w civil action brought by or notic	ints and irrevocably appoint the administrator or whom may be served any notice, process, or per violation or alleged violation of the laws of the petent jurisdiction and proper venue within said ith process in said State(s).  e of any proceeding before the Securities and E	curities or commodities, the undersigned and applicant hereb each of those State(s) or such other person designated by la leading in any action or proceeding against the applicant arisose State(s), and the applicant hereby consents that any suc State(s) by service of process upon said appointee with the exchange Commission or any self-regulatory organization in contractions.	aw, and the sing out of or in the action or same effect as if onnection with
			ive decree filed by the Securities Investor Prote iling address if different, given in Items 1E and	ction Corporation, may be given by registered or certified ma IF.	il or confirmed
inform	ation and statements contained here	in, including exhibits attached	hereto, and other information filed herewith, al	authority of, said <i>applicant</i> . The undersigned and <i>applicant</i> r of which are made a part hereof, are current, true and comp information is currently accurate and complete.	epresent that the plete. The
	MM/DD/YYYY //2023		Name of Applicant TZERO DIGITAL ASS	T SECURITIES, LLC	
	orized Signatory ONISHCHUCK		<b>Title</b> CCO		
Subsc	ribed and sworn before me this	day of	Year by		
Notary	Public				
Му со	nmission expires C	•	tate of		
7 104	icate by checking the appropriate be-		BD - SECURITIES AND EXCHANGE COMMISS	SION  oplicant is registered or registering as a broker-dealer.	
	licate by checking the appropriate box			pricant is registered or registering as a DIOKET-dedict.	V

A. Is <i>applicant</i> registered or regis	tering as a broker-dealer under Section	on 15(b) or Section 15B of the	Securities Exchange Act of 1934?		•	0
	tering as a broker-dealer under Section	ın 15(b) of the Securities Exch	nange Act of 1934 and also acting o	r intending to act as a government securities brok		
or dealer?  Is applicant registered or regis	tering <u>solely</u> as a government securiti	es broker or dealer under Sec	tion 15C of the Securities Eychange	Act of 1934?	_	
			aion 130 of the Securities Exchange	: ACL 01 1334:	0	•
	C if applicant answered "yes" to Item es as a government securities broker o				_	
-	_		registration as a government securi	ties broker or dealer under Section 15C of the Sec	C curitie	
Exchange Act of 1934. See "Instru		ents to the wardrawar or its r	registration as a government securi	the section 130 of the sec	di icic.	
		SECURITY FUTURES PR	ODUCTS ACTIVITIES			
		stock futures activities by reg	gistered broker-dealers. This field ca	annot be utilized until the SEC approves rules relat	ting t	o the
form and content of such reportin	g.)					
		BD - SRO / JUF	RISDICTION			
		BD - SELF REGULATOR				
FINRA	☐ CBOE BZX	☐ ISE	☐ MIAX OPTION			
□ BOX □ BX	☐ CBOE C2 ☐ CBOE EDGA	☐ ISE GEMX ☐ ISE MRX	□ NQX □ NYSE	□ NYSE-NAT □ NgLX		
□ CBOE	CBOE EDGX	LTSE	□ NYSE-AMER	□ PHLX		
CBOE BYX	□ IEX	□ MEMX	□ NYSE-ARCA	☐ MIAX PEARL		
				☐ MIAX EMERALD		
	<b>—</b>	BD - JURISI		Es s.		
□ Alabama □ Alaska	☐ Illinois ☐ Indiana		☐ Montana ☐ Nebraska	☐ Puerto Rico ☐ Rhode Island		
□ Alaska □ Arizona	☐ Indiana		□ Nebraska □ Nevada	South Carolina		
Arkansas	☐ Kansas		New Hampshire	South Dakota		
□ California	☐ Kentucky		☐ New Jersey	☐ Tennessee		
Colorado	Louisiana		New Mexico	☐ Texas		
Connecticut	Maine		New York	Utah		
Delaware District of Columbia	☐ Maryland ☐ Massachu		☐ North Carolina ☐ North Dakota	□ Vermont □ Virgin Islands		
Florida	☐ Massachu	sells	☐ Ohio			
☐ Georgia	☐ Minnesota	ì	☐ Oklahoma	☐ Washington		
☐ Hawaii	☐ Mississipp	ıi	☐ Oregon	☐ West Virginia		
☐ Idaho	☐ Missouri		☐ Pennsylvania	☐ Wisconsin ☐ Wyoming		
3. A. Indicate legal status of <i>appli</i>	cant:	BD - LEGAL	STATUS			
C Corporation	○ Sole Proprietors	ihip		Other (specify)		
C Partnership	© Limited Liability	Company				
B. Month <i>applicant's</i> fiscal year DECEMBER	ends:					
C. If other than a sole proprieto entity was formed):	or, indicate date and place applicant of	otained its legal status (i.e., st	tate or country where incorporated,	where partnership agreement was filed, or where	: appli	licant
State of formation: Delaware	Country of fo	ormation:	Date of formation: 06/02/2021	: MM/DD/YYYY		
Schedule A, Direct Owners a schedules must be provided		pplicable, Schedule B, Indirec	ct Owners Section must be complete	ed as part of all initial applications. Amendments t	o thes	se
. If applicant is a sole propriet	tor, state full residence address and So	ocial Security Number.				
Social Security Number: Number and Street 1:		Number and Stree	t 2:			
City:		State:	Country:	Zip/Postal Code:		
		BD - SUCC	ESSION			
Is applicant at the time of this	s filing <i>succeeding</i> to the business of a	currently registered broker-c	dealer?		YES	NO
	ssions already reported on Form BD.	, registered broker to		,	0	⊚
•	submitting form; complete appropriat	e items on Schedule D, Page	1, Section III.			
			,			
		BD - ARRAN	GEMENTS			Yes N
. Does <i>applicant</i> hold or maintain	n any funds or securities or provide cle	earing services for any other b	proker or dealer?			⊙ (
					—	
Does applicant refer or introduc	ce customers to any other broker or de	ealer?				0 6
If "ves." complete appropriate	items on Schedule D, Page 1, Section	IV, Arrangement Detail.				

<ul> <li>8. Does applicant have any arrangement with any other person, firm, or organization under which:</li> <li>A. any books or records of applicant are kept or maintained by such other person, firm or organization?</li> <li>B. accounts, funds, or securities of the applicant are held or maintained by such other person, firm, or organization?</li> <li>C. accounts, funds, or securities of customers of the applicant are held or maintained by such other person, firm, or organization?</li> <li>For purposes of 8B and 8C, do not include a bank or satisfactory control location as defined in paragraph(c) of Rule 15c3-3 under the Securities Exchange Act of 1934 (17 CFR. 15c3-3). If "Yes" to any part of Item 8, complete appropriate Items on Schedule D, Page 1, Section IV, Arrangement Detail.</li> <li>9. Does any person not named in Item 1 or Schedules A, B, or C, directly or indirectly:</li> <li>A. control the management or policies of the applicant through agreement or otherwise?</li> <li>B. wholly or partially finance the business of applicant?</li> <li>Do not answer 'yes" to 98 if the parson finances the business of the applicant through: 1) a public offering of securities made pursuant to the Securities Act of 1933; 2) credit in the ordinary course of business by suppliers, banks, and others; or 3) a satisfactory subordination agreement, as defined in Rule 15c3-1 under the Securities Exchange Act of 17 CFR 240, 15c3-1).</li> <li>If "Yes" to any part of Item 9, complete appropriate items on Schedule D, Page 1, Section IV, Arrangement Detail.</li> <li>BD - BUSINESS AFFILIATES</li> <li>BD - Control Affiliates</li> <li>BD - DISCLOSURE QUESTIONS</li> <li>11. Use the appropriate DRP for providing details to "yes" answers to the questions in Item 111. Refer to the Explanation of Terms section of Form BD Instructions for explanations of the propriate DRP for pr</li></ul>	extende f 1934
B. accounts, funds, or securities of the applicant are held or maintained by such other person, firm, or organization?  C. accounts, funds, or securities of customers of the applicant are held or maintained by such other person, firm, or organization?  For purposes of 8B and 8C, do not include a bank or satisfactory control location as defined in paragraph(c) of Rule 15c3-3 under the Securities Exchange Act of 1934 (17 CFR. 15c3-3).  If "Yes" to any part of Item 8, complete appropriate items on Schedule D, Page 1, Section IV, Arrangement Detail.  9. Does any person not named in Item 1 or Schedules A, B, or C, directly or indirectly:  A. control the management or policies of the applicant through agreement or otherwise?  B. wholly or partially finance the business of applicant?  Do not answer "yes" to 9B if the person finances the business of the applicant through: 1) a public offering of securities made pursuant to the Securities Act of 1933; 2) credit in the ordinary course of business by suppliers, banks, and others; or 3) a satisfactory subordination agreement, as defined in Rule 15c3-1 under the Securities Exchange Act of (17 CFR 240. 15c3-1).  If "Yes" to any part of Item 9, complete appropriate items on Schedule D, Page 1, Section IV, Arrangement Detail.  BD - BUSINESS AFFILIATES  BD - Control Affiliates  10. A. Directly or indirectly, does applicant control, is applicant controlled by, or is applicant under common control with, any partnership, corporation, or other organization that is e in the securities or investment advisory business?  If "Yes" to Item 10A, complete appropriate items on Schedule D, Page 2, Section V, Firm Affiliates.  B. Directly or indirectly, is applicant controlled by any bank holding company, national bank, state member bank of the Federal Reserve System, state non-member bank, saving association, credit union, or foreign bank?  If "Yes" to Item 10B, complete appropriate items on Schedule D, Page 3, Section VI, Bank Affiliates.  BD - DISCLOSURE QUESTIONS	extende f 1934
C. accounts, funds, or securities of customers of the applicant are held or maintained by such other person, firm, or organization?  For purposes of 8B and 8C, do not include a bank or satisfactory control location as defined in paragraph(c) of Rule 15c3-3 under the Securities Exchange Act of 1934 (17 CFR 15c3-3).  If "Yes" to any part of Item 8, complete appropriate items on Schedule D, Page 1, Section IV, Arrangement Detail.  9. Does any person not named in Item 1 or Schedules A, B, or C, directly or indirectly:  A. control the management or policies of the applicant through agreement or otherwise?  B. wholly or partially finance the business of applicant?  Do not answer "yes" to 98 if the person finances the business of the applicant through: 1) a public offering of securities made pursuant to the Securities Act of 1933; 2) credit in the ordinary course of business by suppliers, banks, and others; or 3) a satisfactory subordination agreement, as defined in Rule 15c3-1 under the Securities Exchange Act of 17 CFR 240. 15c3-1).  If "Yes" to any part of Item 9, complete appropriate items on Schedule D, Page 1, Section IV, Arrangement Detail.  BD - BUSINESS AFFILIATES  BD - Control Affiliates  10. A. Directly or indirectly, does applicant control, is applicant controlled by, or is applicant under common control with, any partnership, corporation, or other organization that is e in the securities or investment advisory business?  If "Yes" to Item 10A, complete appropriate items on Schedule D, Page 2, Section V, Firm Affiliates.  B. Directly or indirectly, is applicant controlled by any bank holding company, national bank, state member bank of the Federal Reserve System, state non-member bank, saving: association, credit union, or foreign bank?  If "Yes" to Item 10B, complete appropriate items on Schedule D, Page 3, Section VI, Bank Affiliates.  BD - DISCLOSURE QUESTIONS	extende f 1934
For purposes of 8B and 8C, do not include a bank or satisfactory control location as defined in paragraph(c) of Rule 15c3-3 under the Securities Exchange Act of 1934 (17 CFR. 15c3-3).  If "Yes" to any part of Item 8, complete appropriate items on Schedule D, Page 1, Section IV, Arrangement Detail.  9. Does any person not named in Item 1 or Schedules A, B, or C, directly or indirectly:  A. control the management or policies of the applicant through agreement or otherwise?  B. wholly or partially finance the business of applicant?  Do not answer "yes" to 9B if the person finances the business of the applicant through: 1) a public offering of securities made pursuant to the Securities Act of 1933; 2) credit in the ordinary course of business by suppliers, banks, and others; or 3) a satisfactory subordination agreement, as defined in Rule 15c3-1 under the Securities Exchange Act of (17 CFR. 240, 15c3-1).  If "Yes" to any part of Item 9, complete appropriate items on Schedule D, Page 1, Section IV, Arrangement Detail.  BD - BUSINESS AFFILIATES  BD - Control Affiliates  10. A. Directly or indirectly, does applicant control, is applicant controlled by, or is applicant under common control with, any partnership, corporation, or other organization that is ein the securities or investment advisory business?  If "Yes" to Item 10A, complete appropriate items on Schedule D, Page 2, Section V, Firm Affiliates.  B. Directly or indirectly, is applicant controlled by any bank holding company, national bank, state member bank of the Federal Reserve System, state non-member bank, saving: association, credit union, or foreign bank?  If "Yes" to Item 10B, complete appropriate items on Schedule D, Page 3, Section VI, Bank Affiliates.  BD - DISCLOSURE QUESTIONS	extende f 1934
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A. control the management or policies of the applicant through agreement or otherwise?  B. wholly or partially finance the business of applicant?  Do not answer "yes" to 9B if the person finances the business of the applicant through: 1) a public offering of securities made pursuant to the Securities Act of 1933; 2) credit in the ordinary course of business by suppliers, banks, and others; or 3) a satisfactory subordination agreement, as defined in Rule 15c3-1 under the Securities Exchange Act of (17 CFR 240, 15c3-1).  If "Yes" to any part of Item 9, complete appropriate items on Schedule D, Page 1, Section IV, Arrangement Detail.  BD - BUSINESS AFFILIATES  BD - Control Affiliates  10. A. Directly or indirectly, does applicant control, is applicant controlled by, or is applicant under common control with, any partnership, corporation, or other organization that is exinctly in the securities or investment advisory business?  If "Yes" to Item 10A, complete appropriate items on Schedule D, Page 2, Section V, Firm Affiliates.  B. Directly or indirectly, is applicant controlled by any bank holding company, national bank, state member bank of the Federal Reserve System, state non-member bank, saving: association, credit union, or foreign bank?  If "Yes" to Item 10B, complete appropriate items on Schedule D, Page 3, Section VI, Bank Affiliates.  BD - DISCLOSURE QUESTIONS	f 1934 ngaged
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association, credit union, or foreign bank?  If "Yes" to Item 10B, complete appropriate items on Schedule D, Page 3, Section VI, Bank Affiliates.  BD - DISCLOSURE QUESTIONS	
BD - DISCLOSURE QUESTIONS	
·	
11. Use the appropriate DRP for providing details to "yes" answers to the questions in Item 11. Refer to the Explanation of Terms section of Form BD Instructions for explanations of	
	italiciz
CRIMINAL DISCLOSURE	
A. In the past ten years has the applicant or a control affiliate:  (1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign or military court to any felony?	
(2) been <i>charged</i> with any <i>felony</i> ?	
B. In the past ten years has the applicant or a control affiliate:  (1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign or military court to a misdemeanor involving: investments or an investment-related by or any fraud, false statements or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, extortion, or a conspiracy to commit any of these offenses?	usiness
(2) been charged with a misdemeanor specified in 11B(1)?  REGULATORY ACTION DISCLOSURE	
C. Has the U.S. Securities and Exchange Commission or the Commodity Futures Trading Commission ever:	
(1) found the applicant or a control affiliate to have made a false statement or omission?	
(2) found the applicant or a control affiliate to have been involved in a violation of its regulations or statutes?	15
(3) found the applicant or a control affiliate to have been a cause of an investment-related business having its authorization to do business denied, suspended, revoked, or restricted an order against the applicant or a control affiliate in connection with an investment-related activity?	.ted?
(5) imposed a civil money penalty on the applicant or a control affiliate, or ordered the applicant or a control affiliate to cease and desist from any activity?	
D. Has any other federal regulatory agency, any state regulatory agency, or foreign financial regulatory authority:	
(1) ever found the applicant or a control affiliate to have made a false statement or omission or been dishonest, unfair, or unethical?	
(2) ever found the applicant or a control affiliate to have been involved in a violation of investment-related regulations or statutes?  (3) ever found the applicant or a control affiliate to have been a cause of an investment-related business having its authorization to do business denied, suspended, revoked, or	
restricted?  (4) in the past ten years, entered an <i>order</i> against the <i>applicant</i> or a <i>control affiliate</i> in connection with an <i>investment-related</i> activity?	
(5) ever denied, suspended, or revoked the <i>applicant</i> 's or a <i>control affiliate</i> 's registration or license or otherwise, by <i>order</i> , prevented it from associating with an <i>investment-relate</i>	ed
business or restricted its activities?  E. Has any self-regulatory organization or commodities exchange ever:	
(1) found the applicant or a control affiliate to have made a false statement or omission?	
<ul> <li>(2) found the applicant or a control affiliate to have been involved in a violation of its rules (other than a violation designated as a "minor rule violation" under a plan approved by U.S. Securities and Exchange Commission)?</li> <li>(3) found the applicant or a control affiliate to have been the cause of an investment-related business having its authorization to do business denied, suspended, revoked, or rest</li> </ul>	
(4) disciplined the applicant or a control affiliate by expelling or suspending it from membership, barring or suspending its association with other members, or otherwise restrictin activities?	g its
F. Has the applicant's or a control affiliate's authorization to act as an attorney, accountant, or federal contractor ever been revoked or suspended?	_
G. Is the applicant or a control affiliate now the subject of any regulatory proceeding that could result in a "yes" answer to any part of 11C, D, or E?  CIVIL JUDICIAL ACTION DISCLOSURE	-
	-
H. (1) Has any domestic or foreign court:	
H. (1) Has any domestic or foreign court:  (a) in the past ten years, enjoined the applicant or a control affiliate in connection with any investment-related activity?	
H. (1) Has any domestic or foreign court:	

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		BD - TYPES OF BUSINESS		
		eck types of business engaged in (or to be engaged in, if not yet active) by applicant. Do not check any category that accounts for (or is expected to account for) less than venue from the securities or investment advisory business.	1% of annual	
1	١.	Exchange member engaged in exchange commission business other than floor activities.	□емс	
E	3.	Exchange member engaged in floor activities.	□емғ	
C	Ξ.	Broker or dealer making inter-dealer markets in corporate securities over-the-counter.	□IDM	
	٥.	Broker or dealer retailing corporate equity securities over-the-counter.	₩BDR	
E	≣.	Broker or dealer selling corporate debt securities.	⊠BDD	
F	Ξ.	Underwriter or selling group participant (corporate securities other than mutual funds).	<b></b> Usg	
(	3.	Mutual fund underwriter or sponsor.	□MFU	
F	١.	Mutual fund retailer.	□MFR	
I		1. U.S. government securities dealer.	□gsd	
		2. U.S. government securities broker.	□gsb	
J		Municipal securities dealer.	□msd	
k	ζ.	Municipal securities broker.	□мsв	
L		Broker or dealer selling variable life insurance or annuities.	□vla	
1	٩.	Solicitor of time deposits in a financial institution.	□ssl	
1	٧.	Real estate syndicator.	□RES	
C	Ο.	Broker or dealer selling oil and gas interests.	□ogi	
F	<b>.</b>	Put and call broker or dealer or option writer.	□рсв	
C	Q.	Broker or dealer selling securities of only one issuer or associate issuers (other than mutual funds).	□віа	
F	₹.	Broker or dealer selling securities of non-profit organizations (e.g., churches, hospitals).	□прв	
9	6.	Investment advisory services.	□IAD	
Т	Γ.	1. Broker or dealer selling tax shelters or limited partnerships in primary distributions.	□тар	
		2. Broker or dealer selling tax shelters or limited partnerships in the secondary market.	□TAS	
ι	J.	Non-exchange member arranging for transactions in listed securities by exchange member.	□NEX	
\	/.	Trading securities for own account.	□TRA	
٧	Ν.	Private placement of securities.	<b>⊠PLA</b>	
>	⟨.	Broker or dealer selling interests in mortgages or other receivables.	□mri	
Y	ſ.	Broker or dealer involved in a networking, kiosk or similar arrangement with a:		
		1. bank, savings bank or association, or credit union.	□вна	
		2. insurance company or agency	□INA	
Z	Z.	Other (give details on Schedule D, Page 1, Section II, Other Business)	<b>⊠отн</b>	
			YES	NO NO
13.	Α.	Does applicant effect transactions in commodity futures, commodities or commodity options as a broker for others or as a dealer for its own account?	0	•
	В.	Does applicant engage in any other non-securities business?	0	•
		If "yes", describe each other business briefly on Schedule D, Page 1, Section II, Other Business.		

#### DD DIDECT OWNERS (EVECUTIVE OFFICERS

BD - DIRECT OWNERS/EXECUTIVE OFFICERS
Are there any indirect owners of the applicant required to be reported on Schedule B?
⊙ Yes ○ No

Ownership Codes:	NA	- less than 5%	В	- 10% but less than 25%	D	- 50% but less than 75%
	A	- 5% but less than 10%	c	- 25% but less than 50%	E	- 75% or more

Full Legal Name	DE/FE/I	Title or Status	Date Acquired	Own. Code	Control Person	PR	CRD #(or S.S.No., IRS Tax #, Emp. ID)
ONISHCHUK, OLGA	I	CCO	06/2021	NA	N	N	5435460
QUALL, JOEL CARL	I	PFO, FINOP	06/2021	NA	N	N	5064884
TZERO BROKER SERVICES LLC	DE	MEMBER	06/2021	E	Υ	N	84-4457763
VLASTAKIS, ALEX	I	PRESIDENT	06/2021	NA	Υ	N	4141268

Ownership Codes:			- 50% but less	than 50% than 75%				- 75% - Othe	r Gener		ners		
Full Legal Name		Entity in Which				Date Acquired				Person		RD # (or SSN, IRS Tax	#, Emp. ID)
MEDICI VENTURES, L.P.	DE	TZERO GROUP,	INC.	SHARI	HOLDER	01/2016	С		Υ		N 81	-3820993	
OVERSTOCK.COM, INC.	DE	TZERO GROUP,	INC.	SHARI	HOLDER	09/2016	С		Υ		Y 87	-0634302	
OVERSTOCK.COM, INC.	DE	MEDICI VENTUR	RES, L.P.	LIMIT	ED PARTNER	04/2021	E		N		Y 87	-0634302	
PELION MV GP. L.L.C.	DE	MEDICI VENTUR	ES, L.P.	GENE	RAL PARTNER	04/2021	F		Y		N 86	-3550875	
TZERO GROUP, INC.	DE	TZERO BROKER	SERVICES, LLC	МЕМВ	ER	06/2021	E		Υ		N 47	-2409269	
				BD Schedule C	- Amendmen	ts to Schedules A	\ & B						
In the Type of Amd. column, in			, or "C" (change of i				F00/ b	14	<b>75</b> 0/			Other Committee	
Ownership Codes are:	NA A	- less than 5% - 5% but less tha	ın 10%		t less than 25% t less than 50%		50% but 75% or i		an /5%		· -	Other General Partne	rs
List below all changes to So	chedule A: (DI	RECT OWNERS AN	D EXECUTIVE OFF	ICERS)									
Full Legal Name	DE/FE/I	Type of Amd.	Title or Sta	atus Date	Acquired	Own. Code	Contro	ol Pers	on	PR C	RD # (or	SSN, IRS Tax #, Emp.	ID)
				No	Informati	ion Filed							
List below all changes to Se	chedule B: (IN	DIRECT OWNERS)											
Full Legal Name DE/	/FE/I Type	of Amd. Entit	ty in Which Inte	erest is Owned	Status	Date Acquired	Own. Co	ode C	Control P	erson	PR CR	RD # (or SSN, IRS Tax	#, Emp. ID)
				No	Informati	ion Filed							
					OTHER BUSIN								
				No	Informati	ion Filed							
				В	D - OTHER BU	ISINESS							
Briefly describe any ot ALL BUSINESS ACTIVITIE			S ACTIVITIES IN	NVOLVES DIGITA	L ASSET SECUL	RITIES PLUS DIGT	AL ASSE	T SECI	IRITIES (	LEARAN	NCE AND	SETTLEMENT BROKE	R OR DEAL
CUSTODYING DIGITAL AS				02.120 010114	_ , 5LCUI		NOOL	5200			.or AND	ENEWI, DROKI	ON DEAL
Duinfly donoribo any ot													
briefly describe any of	her non-sec	urities business	(Item 13B).										
briefly describe any or	her non-sec	curities business	s (Item 13B).										
briefly describe any or	her non-sec	curities business	s (Item 13B).		BD - SUCCES	SIONS							
		curities business		of Predecessor		SIONS							
Date of Succession: MM		curities business	Name (		:					•	EC Eilo N	lumber (if any)	
Date of Succession: MM		curities business	Name (	of Predecessor nployer Identif	:					S 8		lumber (if any)	
Date of Succession: MM Firm CRD Number Briefly describe details	M/DD/YYYY		Name	nployer Identif	: ication Numb	er (if any)						lumber (if any)	
Date of Succession: MM Firm CRD Number	M/DD/YYYY		Name	nployer Identif	: ication Numb	er (if any)						lumber (if any)	
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Date of Succession: MM  Firm CRD Number  Briefly describe details  The details supplied relat  Partnership, Corporati  SPEEDROUTE LLC  The Partnership, Corpor	te to:  or ation, or Organ	eession including	Name · IRS En g any assets or	nployer Identif	: ication Numb assumed by th ITS / CONTRO Informat BD - AFFILI Busines	er (if any) ne successor. L PERSONS / FII ion Filed	NANCIN	G				lumber (if any)	
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Date of Succession: MM  Firm CRD Number  Briefly describe details  The details supplied relat Partnership, Corporati SPEEDROUTE LLC  The Partnership, Corporati c is controlled by ap. is under common of Business Address Street 1  WORLD TRADE CENTER  City NEW YORK  Effective Date (MM/DD, 06/02/2021 Is Partnership, Corpor C Yes © No Activities of this Partnership	te to: ion, or Organ oration, or Organ control with R /YYYY)	nization Name Organization  applicant	Name of IRS England assets or BD -  State New York eign entity? anization:	CRD Number (104138  Street 2 285 FULTON ST Country  Termination D	ication Numb	er (if any) ne successor.  L PERSONS / FII ion Filed  ATES s		G				lumber (if any)	
Date of Succession: MM  Firm CRD Number  Briefly describe details  The details supplied relat Partnership, Corporati SPEEDROUTE LLC  The Partnership, Corpor  Controls applicant  is controlled by ap  is under common of Business Address Street 1  1 WORLD TRADE CENTER  City NEW YORK Effective Date (MM/DD) 06/02/2021  Is Partnership, Corpor  C Yes © No Activities of this Partn Securities Activities	te to: ion, or Orgal oration, or O plicant control with R /YYYY) ration or Orgal	nization Name Organization  applicant	Name of IRS English and IRS English En	CRD Number (104138  Street 2 285 FULTON ST Country  Termination D	ication Numb	er (if any) ne successor.  L PERSONS / FII ion Filed  ATES s		G				lumber (if any)	
Date of Succession: MM  Firm CRD Number  Briefly describe details  The details supplied relat Partnership, Corporati SPEEDROUTE LLC  The Partnership, Corpor  is controlled by ap  is under common of Business Address  Street 1  WORLD TRADE CENTER  City NEW YORK  Effective Date (MM/DD, 06/02/2021 Is Partnership, Corpor  Yes No Activities of this Partn Securities Activities  Investment Advisory A  Briefly describe the co	te to: ion, or Organ oration, or Organ control with R ration or Organ ership, Corp	nization Name Organization  applicant  ganization a fore	Name of IRS Englany assets or BD -  State New York eign entity? anization:  © Yes © No © Yes © No	CRD Number (104138  Street 2 285 FULTON ST Country Termination D	ication Numbers assumed by the state of the	er (if any) ne successor.  L PERSONS / FII ion Filed  ATES s  DOR all Code yyyy) omicile or incorp		G				lumber (if any)	
Date of Succession: MM  Firm CRD Number  Briefly describe details  The details supplied relat Partnership, Corporati SPEEDROUTE LLC  The Partnership, Corpor  is controlled by ap  is under common of Business Address  Street 1  WORLD TRADE CENTER  City NEW YORK  Effective Date (MM/DD, 06/02/2021 Is Partnership, Corpor  Yes No Activities of this Partn Securities Activities  Investment Advisory A  Briefly describe the co	te to: ion, or Organ oration, or Organ control with R ration or Organ ership, Corp	nization Name Organization  applicant  ganization a fore	Name of IRS Englany assets or BD -  State New York eign entity? anization:  © Yes © No © Yes © No	CRD Number (104138  Street 2 285 FULTON ST Country Termination D	ication Numbers in ication Numbers in ication Numbers in its / CONTRO Information BD - AFFILI Busines if any)  REET, 58TH FLC Zip/Posta 10007 alte (MM/DD/Y e country of decountry of decountry of decountry of decountry in ication ication in ication icat	er (if any) ne successor.  L PERSONS / FII ion Filed  ATES s  DOR nl Code  YYYY) omicile or incorp		G				lumber (if any)	
Date of Succession: MM  Firm CRD Number  Briefly describe details  The details supplied relat  Partnership, Corporati  SPEEDROUTE LLC  The Partnership, Corpo  Controls applicant  is controlled by ap  is under common of  Business Address  Street 1  1 WORLD TRADE CENTER  City  NEW YORK  Effective Date (MM/DD,  06/02/2021  Is Partnership, Corpor  C Yes ® No  Activities of this Partn  Securities Activities  Investment Advisory A  Briefly describe the co	te to: ion, or Organ oration, or O pplicant control with R //YYYY) retion or Organ Activities potential relation L ASSET SECU	nization Name Organization  applicant  ganization a fore	Name of IRS Englany assets or BD -  State New York eign entity? anization:  © Yes © No © Yes © No	CRD Number (104138  Street 2 285 FULTON ST Country Termination D	ication Numbers assumed by the state of the	er (if any) ne successor.  L PERSONS / FII ion Filed  ATES s  DOR nl Code  YYYY) omicile or incorp		G				lumber (if any)	
Date of Succession: MM Firm CRD Number Briefly describe details The details supplied relat Partnership, Corporati SPEEDROUTE LLC The Partnership, Corpo Controls applicant C is controlled by ap G is under common of Business Address Street 1 1 WORLD TRADE CENTER City NEW YORK Effective Date (MM/DD, 06/02/2021 Is Partnership, Corpor C Yes © No Activities of this Partn Securities Activities Investment Advisory A Briefly describe the co	te to: ion, or Organ oration, or Organ oration, or Organ oration, or Organ control with R /YYYY) Activities ontrol relation L ASSET SECU	nization Name Organization  applicant  poration, or Org	Name of IRS Englany assets or BD -  State New York eign entity? anization:  © Yes © No © Yes © No	CRD Number (104138  Street 2 285 FULTON ST Country Termination E If Yes, provide	ication Numbers in ication Numbers in ication Numbers in its / CONTRO Information BD - AFFILI Busines if any)  REET, 58TH FLC Zip/Posta 10007 alte (MM/DD/Y e country of decountry of decountry of decountry of decountry in ication ication in ication icat	er (if any) ne successor.  L PERSONS / FII ion Filed  ATES s  DOR nl Code  YYYY) omicile or incorp		G				lumber (if any)	

C controls applicant				
is controlled by applicant				
© is under common control with applicant Business Address				
Street 1 101 ARCH ST		Street 2		
City	State	Country	Zip/Postal Code	
BOSTON Effective Date (MM/DD/YYYY)	Massachusetts	UNITED STATES  Termination Date ()	02110	
01/28/2022		remination Date (r	(אוא) (שטיי זייזי)	
Is Partnership, Corporation or Organization a fo	oreign entity?	If Yes, provide cour	intry of domicile or incorporation	
C Yes	raanization:			
Securities Activities	⊙ Yes ○No			
Investment Advisory Activities				
Briefly describe the <i>control</i> relationship	C Yes <sup>⊙</sup> No			
TZERO DIGITAL ASSET SECURITIES, LLC AND BOSTO	ON SECURITY TOK	KEN EXCHANGE, LLC SHARE A	A COMMON OWNER, TZERO GROUP, INC.	
		Busi	iness	
The details accepted unlaborate				
The details supplied relate to: <b>Partnership, Corporation, or Organization Name</b> TZERO MARKETS	e	CRD Number (if any) 304537	0	
The Partnership, Corporation, or Organization				
C controls applicant				
C is controlled by applicant				
is under common control with applicant Business Address				
Street 1 285 FULTON STREET		Street 2 58TH FLOOR		
City	State	Country Z	Zip/Postal Code	
NEW YORK Effective Date (MM/DD/YYYY)	New York	1 Termination Date (M	10007	
06/02/2021		·		
Is Partnership, Corporation or Organization a fo	oreign entity?	If Yes, provide coun	ntry of domicile or incorporation	
C Yes	rganization:			
Securities Activities	⊙ Yes C	No		
Investment Advisory Activities	○ Yes ⊙			
Briefly describe the control relationship TZERO DIGITAL ASSET SECURITIES LLC IS INDIREC			DIRECTLY OWNES TZERO MARKETS LLC.	
		Busi	iness	
The details availed value to		240.		
The details supplied relate to: <b>Partnership, Corporation, or Organization Name</b> TZERO ATS, LLC	•	CRD Number (if any) 123421		
The Partnership, Corporation, or Organization				
C controls applicant				
is controlled by applicant				
is under common control with applicant				
Business Address Street 1		Street 2		
1 WORLD TRADE CENTER		285 FULTON STREET, 58TH		
City NEW YORK	<b>State</b> New York	Country Zip/Po 10007	Postal Code	
Effective Date (MM/DD/YYYY)		Termination Date (MM/D	DD/YYYY)	
06/02/2021  Is Partnership, Corporation or Organization a formula of the companies of the c	oreign entity?	If Yes, provide country of	of domicile or incorporation	
C Yes ⊙ No				
Activities of this Partnership, Corporation, or O	rganization:			
Securities Activities	⊙ Yes CNo			
Investment Advisory Activities	C Yes ⊙ No			
Briefly describe the control relationship TZERO DIGITAL ASSET SECURITIES LLC AND	TZERO ATS LLC A	RE BOTH OWNED BY TZERO I	BROKER SERVICES, LLC.	
		DD DD	RANCHES	
			nation Filed	
		140 111101111	iduon i neu	
			MINAL DRP	
			nation Filed DRY ACTION DRP	
This Disclosure Reporting Page (DRP BD) is an CINI	TIAL OR ® AM	ENDED response used to rep	port details for affirmative responses to <i>Items 11C, 11D, 11E, 11F or 11G</i> of Form BD;	
Check item(s) being responded to:				

**Regulatory Action** □11C(1) □11C(5) □11D(4) □11E(3) □11E(4) □11C(2) □11D(1) □11D(5) □11F □11C(3) □11D(2) □11E(1) □11C(4) □11D(3) **☑**11E(2) **□11**G Use a separate DRP for each event or proceeding. An event or proceeding may be reported for more than one person or entity using one DRP. File with a completed Execution Page.

One event may result in more than one affirmative answer to Items 11C, 11D, 11E, 11F or 11G. Use only one DRP to report details related to the same event. If an event gives rise to actions by more than one regulator, provide details to each action on a separate DRP.

It is not a requirement that documents be provided for each event or proceeding. Should they be provided, they will not be accepted as disclosure in lieu of answering the questions on this DRP.

	sclosure Reporting Page (DRP RD) is an <b>CINITI</b>	AL OR	used to report details for affirmative responses to <i>Items 11C</i> ,	. 11D. 11F. 11F or 11G of Form RD
. 1	Provide a brief summary of details related to the a	ction status and (or) disposition	and include relevant terms, conditions and dates. (The inform	nation must fit within the space provided.)
C.	requalification by exam/retraining was a conditio	n of the sanction, provide length	t date and capacities affected (General Securities Principal, Fir of time given to requalify/retrain, type of exam required and pensation, provide total amount, portion levied against applic	whether condition has been satisfied. If
R	Other Sanctions Ordered:		Suspension	
	Censure		Cease and Desist/Injunction	
	Revocation/Expulsion/Denial		☐Disgorgement/Restitution	
۸.	Monetary/Fine	ican an appropriate items).	Amount: \$	
	solution Detail: Were any of the following Sanctions Ordered? (C	neck all appropriate items):		
	If not exact, provide explanation:			
	CExact CExplanation			
	Resolution Date (MM/DD/YYYY):			
ı	How was matter resolved:			
ina	ıl or On Appeal, complete all items below. Fo	Pending Actions, complete	Item 13 only.	
	If on appeal, regulatory action appealed to: (SEC,		nd Date Appeal Filed:	
	Current status ? C Pending C On Appeal C	Final		
ı	Describe the allegations related to this regulatory	action. (The information must fi	t within the space provided.)	
,	Other Product Types:			
	Principal Product Type:			
	Control Affiliate Employing Firm when activity occ	urred which led to the regulatory	vaction (if applicable):	
1	Docket/Case Number:			
	© Exact © Explanation  If not exact, provide explanation:			
ı	Date Initiated (MM/DD/YYYY):			
•	Other Sanctions:			
ı	Principal Sanction:			
	○ SEC ○ Other Federal ○ State ○ SRO (Full name of regulator, foreign financial regulator		20)	
	Regulatory Action initiated by:	_		
RT I	п			
1	NOTE: The completion of this form does <u>not</u> relie	re the control affiliate of its obliq	pation to update its CRD records.	
i	information on this DRP must be provided.  • Yes • No		. , , , , , , , , , , , , , , , , , , ,	
			itted a DRP (with Form U4) or BD DRP to the CRD System for	the event? If the answer is "Yes," no othe
□т	his DRP should be removed from the BD reco	ord because the control affilia	ate(s) are no longer associated with the BD.	
	rol Affiliate Name DROUTE LLC	CRD# 104138	Registered   Y	
_	RP - Control Affiliate	vide the CRD hamber. If not, inc	icate non registered by thething the appropriate thethoos.	
	his DRP is being filed for a <i>control affiliate</i> , give th		te below (for individuals, Last name, First name, Middle name	).
0	Applicant and one or more control affiliates  One or more control affiliates			
	The Applicant			
O	e person(s) or entity(ies) for whom this DRP is be	ng filed is (are):		

<b>□1</b> :	1C(1)	☑11C(5)	□11D(4)	□11E(3)
<b>☑</b> 1:	1C(2)	□11D(1)	□11D(5)	□11E(4)
		□11D(2)	□11E(1)	□11F
		□11D(3)	□11E(2)	□11G
		* f	• •	sing one DRP. File with a completed Execution Page.
One		re answer to Items 11C, 11D, 11E		ails related to the same event. If an event gives rise to actions by
It is	not a requirement that documents be provide	ed for each event or <i>proceeding</i> .	Should they be provided, they will not be acce	pted as disclosure in lieu of answering the questions on this DRP.
If a d	control affiliate is an individual or organization nitted on the control affiliate's appropriate DR	n registered through the CRD, suc RP (BD) or DRP (U4). If a control	ch control affiliate need only complete Part I o	f the applicant's appropriate DRP (BD). Details of the event must be jistered through the CRD, provide complete answers to all the items
PART	гі			
ΔТ	he person(s) or entity(ies) for whom this DRF	P is being filed is (are):		
		is being med is (die).		
	The Applicant			
(	Applicant and one or more control affi	iliates		
(	One or more control affiliates			
			affiliate below (for individuals, Last name, Firsot, indicate "non-registered" by checking the a	
BD	DRP - Control Affiliate			
	ntrol Affiliate Name	CRD#	Registered	
TZE	ERO ATS, LLC	123421	Υ	
_				
	This DRP should be removed from the B	D record because the control	affiliate(s) are no longer associated with	the BD.
В.	If the control affiliate is registered through	the CRD has the control affiliate	submitted a DRP (with Form U4) or BD DRP to	o the CRD System for the event? If the answer is "Yes," no other
υ.	information on this DRP must be provided.	the CND, has the control anniate	Submitted a Dist (with 101111 04) of DD Dist to	The CRD System for the event: If the answer is fest, no other
	⊙ Yes ○ No			
	NOTE: The completion of this form does no	at relieve the central affiliate of its	a philipation to undate its CDD records	
	•	<u>ic</u> relieve the <i>control amiliate</i> or its	s obligation to update its CKD records.	
PART	ги			
1.	Regulatory Action initiated by:			
	SEC Other Federal State State (Full name of regulator, foreign financial reg		or SRO)	
2.	Principal Sanction:			
۷.	•			
	Other Sanctions:			
3.	Date Initiated (MM/DD/YYYY):			
	©Exact ©Explanation			
	If not exact, provide explanation:			
4.	Docket/Case Number:			
4.	Docket/Case Number:			
5.	Control Affiliate Employing Firm when activi	ity occurred which led to the regu	latory action (if applicable):	
6.	Principal Product Type:			
	Other Product Types:			
7.	Describe the allegations related to this regu	ılatory action. (The information m	nust fit within the space provided.)	
8.	Current status ? C Pending C On Appea	al CFinal		
9.	If on appeal, regulatory action appealed to:	(SEC, SRO, Federal or State Cou	ırt) and Date Appeal Filed:	
(f Fir	nal or On Appeal, complete all items belo	ow. For Pending Actions, comp	lete Item 13 only.	
	How was matter resolved:		·····	
11	Resolution Date (MM/DD/YYYY):			
11.				
	C Exact C Explanation  If not exact, provide explanation:			
	Resolution Detail:	-42 (Charle III av		
	A. Were any of the following Sanctions Orders	зит (Спеск ан appropriate items)	: Amount: \$	
	Monetary/Fine			en en
	Revocation/Expulsion/Denial			
	Censure		Cease and Desist/I	njunction
	Bar  R Other Sanctions Ordered:		Suspension	
	B. Other Sanctions Ordered:			
	requalification by exam/retraining was a co	ondition of the sanction, provide I	ength of time given to requalify/retrain, type	ecurities Principal, Financial Operations Principal, etc.). If of exam required and whether condition has been satisfied. If he levid against applicant or control affiliate, data paid and if any

	portion of penalty was waived:			
13.	Provide a brief summary of details re	elated to the action status and (or) d	isposition and include relevant terms, conditions ar	nd dates. (The information must fit within the space provided.)
	Disclosure Reporting Page (DRP BD) is	an CINITIAL OR @AMENDED r	esponse used to report details for affirmative respo	onses to <i>Items 11C, 11D, 11E, 11F or 11G</i> of Form BD;
			Danislatana Astian	
П	1C(1)	□11C(5)	Regulatory Action $\Box$ 11D(4)	□11E(3)
	1C(2)	□11D(1)	□11D(5)	□11E(4)
	1C(3)	□11D(1)	□11E(1)	□11F
	1C(4)	□11D(3)	✓11E(2)	□11G
		* *	be reported for more than one <i>person</i> or entity usi	
	event may result in more than one affections that one regulator, provide details to		11E, 11F or 11G. Use only one DRP to report detail	Is related to the same event. If an event gives rise to actions by
It is i	not a requirement that documents be	provided for each event or proceeding	g. Should they be provided, they will not be accept	ted as disclosure in lieu of answering the questions on this DRP.
If a c	control affiliate is an individual or orga nitted on the control affiliate's appropr	nization registered through the CRD, iate DRP (BD) or DRP (U4). If a cont	such control affiliate need only complete Part I of	the applicant's appropriate DRP (BD). Details of the event must be stered through the CRD, provide complete answers to all the items
PART		ne completion of this bit does not t	cheve the control annuale of its obligation to appear	t to the records.
A. T	he <i>person(s)</i> or entity(ies) for whom t	this DRP is being filed is (are):		
(	The <i>Applicant</i>			
- (	Applicant and one or more cont	rol affiliates		
6	One or more control affiliates			
			rol affiliate below (for individuals, Last name, First f not, indicate "non-registered" by checking the ap	
PD.	DRP - Control Affiliate			
	ntrol Affiliate Name	CRD	# Registered	<del> </del>
SPE	EDROUTE LLC	1041		
В.	If the <i>control affiliate</i> is registered the information on this DRP must be professed <b>Yes O No</b>	nrough the CRD, has the <i>control affili</i> ivided.		the CRD System for the event? If the answer is "Yes," no other
	NOTE: The completion of this form of	does <u>not</u> relieve the <i>control artillate</i> o	f its obligation to update its CRD records.	
PART	r II			
1.	Regulatory Action initiated by:  SEC Other Federal State (Full name of regulator, foreign finar	te C SRO C Foreign ncial regulatory authority, federal, sta	ite, or <i>SRO</i> )	
2.	Principal Sanction:			
	Other Sanctions:			
3.	Date Initiated (MM/DD/YYYY):			
	©Exact ©Explanation			
	If not exact, provide explanation:			
4.	Docket/Case Number:			
5.	Control Affiliate Employing Firm whe	en activity occurred which led to the r	egulatory action (if applicable):	
6.	Principal Product Type:			
	Other Product Types:			
7.	Describe the allegations related to the	nis regulatory action. (The informatio	n must fit within the space provided.)	
8.	Current status ? C Pending C On	n Appeal C Final		
9.	If on appeal, regulatory action appea	aled to: (SEC, SRO, Federal or State	Court) and Date Appeal Filed:	
If Fir	nal or On Appeal, complete all iten	ns below. For Pending Actions, co	mplete Item 13 only.	
10.	How was matter resolved:			
11.	Resolution Date (MM/DD/YYYY):  © Exact © Explanation  If not exact, provide explanation:			
	Resolution Detail:  A. Were any of the following Sanctions	s Ordered? (Check all appropriate iter	ns):	

	Monetary/Fine		Amount: \$	
	Revocation/Expulsion/Denial		Disgorgement/Restitution	
	Censure		Cease and Desist/Injunction	n
	Bar		Suspension	
	B. Other Sanctions Ordered:			
,		of the sanction, provide length of time given	to requalify/retrain, type of exam r	Principal, Financial Operations Principal, etc.). If equired and whether condition has been satisfied. If gainst <i>applicant</i> or <i>control affiliate</i> , date paid and if any
13.	Provide a brief summary of details related to the ac	tion status and (or) disposition and include re	elevant terms, conditions and dates	. (The information must fit within the space provided.)
	Disclosure Reporting Page (DRP BD) is an CINITIAL	L OR • AMENDED response used to report	details for affirmative responses to	Items 11C, 11D, 11E, 11F or 11G of Form BD;
	(-,			
		Regulatory A		
	10(1)		11D(4)	11E(3)
	1C(2)	_	11D(5)	11E(4)
	10(3)	· · · <del>-</del>	11E(1)	□11F
	1C(4)		11E(2)	□11G  DRP. File with a completed Execution Page
It is  If a d subn	e than one regulator, provide details to each action on not a requirement that documents be provided for ea control affiliate is an individual or organization registe nitted on the control affiliate's appropriate DRP (BD) on he applicant's appropriate DRP (BD). The completion of	n a separate DRP.  Ich event or <i>proceeding</i> . Should they be provied through the CRD, such control affiliate neor DRP (U4). If a control affiliate is an individual.	ded, they will not be accepted as d ted only complete Part I of the <i>appl</i> aal or organization <u>not</u> registered th	d to the same event. If an event gives rise to actions by isclosure in lieu of answering the questions on this DRP.  icant's appropriate DRP (BD). Details of the event must be arough the CRD, provide complete answers to all the items of records.
, ,		- 61-d :- ().		
	The person(s) or entity(ies) for whom this DRP is being	g filed is (are):		
٠	○ The <i>Applicant</i>			
(	Applicant and one or more control affiliates			
(	One or more control affiliates			
-				
	f this DRP is being filed for a <i>control affiliate</i> , give the f the <i>control affiliate</i> is registered with the CRD, provi			Middle name).
		de the CRD number. If not, indicate "non-reg	istered" by checking the appropriat	e checkbox.
	DRP - Control Affiliate			e checkbox.
Coi	ntrol Affiliate Name	CRD# Re	gistered by cnecking the appropriate	e checkbox.
Coi				e checkbox.
SPE	ntrol Affiliate Name EEDROUTE LLC	CRD#   Rec   104138   Y	gistered	e checkbox.
SPE	ntrol Affiliate Name EEDROUTE LLC  This DRP should be removed from the BD recor	CRD#   Re   104138   Y   rd because the <i>control affiliate(s)</i> are no	gistered  longer associated with the BD.	
SPE	ntrol Affiliate Name EEDROUTE LLC  This DRP should be removed from the BD recor	CRD#   Re   104138   Y   rd because the <i>control affiliate(s)</i> are no	gistered  longer associated with the BD.	e checkbox.  System for the event? If the answer is "Yes," no other
SPE	This DRP should be removed from the BD recorn If the control affiliate is registered through the CRD information on this DRP must be provided.  Yes No	CRD#   Re-   104138   Y   Y   Re-   104138   Y   Re-   104138   Y   Re-   104138   Re-   10413	gistered  longer associated with the BD.  ith Form U4) or BD DRP to the CRD	
SPE B.	This DRP should be removed from the BD recor  If the control affiliate is registered through the CRD information on this DRP must be provided.  Yes No  NOTE: The completion of this form does not relieve	CRD#   Re-   104138   Y   Y   Re-   104138   Y   Re-   104138   Y   Re-   104138   Re-   10413	gistered  longer associated with the BD.  ith Form U4) or BD DRP to the CRD	
SPE	This DRP should be removed from the BD recor  If the control affiliate is registered through the CRD information on this DRP must be provided.  Yes No  NOTE: The completion of this form does not relieve	CRD#   Re-   104138   Y   Y   Re-   104138   Y   Re-   104138   Y   Re-   104138   Re-   10413	gistered  longer associated with the BD.  ith Form U4) or BD DRP to the CRD	
SPE B.	This DRP should be removed from the BD recor  If the control affiliate is registered through the CRD information on this DRP must be provided.  Yes No  NOTE: The completion of this form does not relieve	CRD#   Re-   104138   Y   Y   Re-   104138   Y   Re-   104138   Y   Re-   104138   Re-   10413	gistered  longer associated with the BD.  ith Form U4) or BD DRP to the CRD	
B.	This DRP should be removed from the BD recorns of the control affiliate is registered through the CRD information on this DRP must be provided.  Yes No  NOTE: The completion of this form does not relieved.	CRD#   Re   104138   Y   Y   Y   Re   104138   Y   Y   Re   104138   Y   Y   Re   104138   Y   Y   Re   104138   Y   Y   Y   Y   Y   Y   Y   Y   Y	gistered  longer associated with the BD.  ith Form U4) or BD DRP to the CRD	
B.	This DRP should be removed from the BD recor  If the control affiliate is registered through the CRD information on this DRP must be provided.  Yes No  NOTE: The completion of this form does not relieve TII  Regulatory Action initiated by:  C SEC Other Federal C State C SRO	CRD#   Re   104138   Y   Y   Y   Re   104138   Y   Y   Re   104138   Y   Y   Re   104138   Y   Y   Re   104138   Y   Y   Y   Y   Y   Y   Y   Y   Y	gistered  longer associated with the BD.  ith Form U4) or BD DRP to the CRD	
B.  PART  1.	This DRP should be removed from the BD recorning the control affiliate is registered through the CRD information on this DRP must be provided.  Yes No  NOTE: The completion of this form does not relieve to the control initiated by:  SEC Other Federal State SRO (Full name of regulatory, foreign financial regulatory)	CRD#   Re   104138   Y   Y   Y   Re   104138   Y   Y   Re   104138   Y   Y   Re   104138   Y   Y   Re   104138   Y   Y   Y   Y   Y   Y   Y   Y   Y	gistered  longer associated with the BD.  ith Form U4) or BD DRP to the CRD	
B.  PART  1.	Introl Affiliate Name EEDROUTE LLC  This DRP should be removed from the BD recor  If the control affiliate is registered through the CRD information on this DRP must be provided.  Yes No  NOTE: The completion of this form does not relieved to the completion of this form does not relieved to the completion of this form does not relieved to the completion of this form does not relieved to the completion of this form does not relieved to the completion of this form does not relieved to the completion of this form does not relieved to the completion of this form does not relieved to the completion of this form does not relieved to the completion of this form does not relieved to the completion of this form does not relieve to the completion of this form does not relieve to the completion of this form does not relieve to the completion of this form does not relieve to the completion of this form does not relieve to the completion of this form does not relieve to the completion of this form does not relieve to the completion of this form does not relieve to the completion of this form does not relieve to the completion of this form does not relieve to the completion of this form does not relieve to the completion of this form does not relieve to the completion of this form does not relieve to the completion of this form does not relieve to the completion of this form does not relieve to the completion of this form does not relieve to the completion of this form does not relieve to the completion of this form does not relieve to the completion of this form does not relieve to the completion of	CRD#   Re   104138   Y   Y   Y   Re   104138   Y   Y   Re   104138   Y   Y   Re   104138   Y   Y   Re   104138   Y   Y   Y   Y   Y   Y   Y   Y   Y	gistered  longer associated with the BD.  ith Form U4) or BD DRP to the CRD	
B.  PART  1.	Introl Affiliate Name EEDROUTE LLC  This DRP should be removed from the BD recor  If the control affiliate is registered through the CRD information on this DRP must be provided.  Yes No  NOTE: The completion of this form does not relieved to the completion of this form does not relieve to the completion of this form does not relieve to the completion of this form does not relieve to the completion of this form does not relieve to the completion of this form does not relieve to the completion of this form does not relieve to the completion of this form does not relieve to the completion of this form does not relieve to the completion of this form does not relieve to the completion of	CRD#   Re   104138   Y   Y   Y   Re   104138   Y   Re   104138   Y   Y   Re   Re   Re   Re   Re   Re	gistered  longer associated with the BD.  ith Form U4) or BD DRP to the CRD	
B.  PART  1.	Introl Affiliate Name EEDROUTE LLC  This DRP should be removed from the BD recor  If the control affiliate is registered through the CRD information on this DRP must be provided.  Yes No  NOTE: The completion of this form does not relieved to the completion of this form does not relieved to the completion of this form does not relieved to the completion of this form does not relieved to the completion of this form does not relieved to the completion of this form does not relieved to the completion of this form does not relieved to the completion of this form does not relieved to the completion of this form does not relieved to the completion of this form does not relieved to the completion of this form does not relieved to the completion of this form does not relieve the completion of the completion of this form does not relieve the completion of	CRD#   Re   104138   Y   Y   Y   Re   104138   Y   Re   104138   Y   Y   Re   Re   Re   Re   Re   Re	gistered  longer associated with the BD.  ith Form U4) or BD DRP to the CRD	
B.  PART  1.	Introl Affiliate Name EEDROUTE LLC  This DRP should be removed from the BD recor  If the control affiliate is registered through the CRD information on this DRP must be provided.  Yes No  NOTE: The completion of this form does not relieved to the completion of this form does not relieve to the completion of this form does not relieve to the completion of this form does not relieve to the completion of this form does not relieve to the completion of this form does not relieve to the completion of this form does not relieve to the completion of this form does not relieve to the completion of this form does not relieve to the completion of this form does not relieve to the completion of	CRD#   Re   104138   Y   Y   Y   Re   104138   Y   Re   104138   Y   Y   Re   Re   Re   Re   Re   Re	gistered  longer associated with the BD.  ith Form U4) or BD DRP to the CRD	
B.  PART  1.	Introl Affiliate Name EEDROUTE LLC  This DRP should be removed from the BD recor  If the control affiliate is registered through the CRD information on this DRP must be provided.  Yes No  NOTE: The completion of this form does not relieved to the completion of this form does not relieved to the completion of this form does not relieved to the completion of this form does not relieved to the completion of this form does not relieved to the completion of this form does not relieved to the completion of this form does not relieved to the completion of this form does not relieved to the completion of this form does not relieved to the completion of this form does not relieved to the completion of this form does not relieved to the completion of this form does not relieve the completion of the completion of this form does not relieve the completion of	CRD#   Re   104138   Y   Y   Y   Re   104138   Y   Re   104138   Y   Y   Re   Re   Re   Re   Re   Re	gistered  longer associated with the BD.  ith Form U4) or BD DRP to the CRD	
B.  PART  1.	Introl Affiliate Name EEDROUTE LLC  This DRP should be removed from the BD recor  If the control affiliate is registered through the CRD information on this DRP must be provided.  Yes No  NOTE: The completion of this form does not relieved to the completion of this form does not relieved to the completion initiated by:  SEC Other Federal State SRO C (Full name of regulator, foreign financial regulatory Principal Sanction:  Other Sanctions:  Date Initiated (MM/DD/YYYY):  Exact Explanation  If not exact, provide explanation:	CRD#   Re-   104138   Y   Y   Y   Y   Y   Y   Y   Y   Y	gistered  longer associated with the BD.  ith Form U4) or BD DRP to the CRD  e its CRD records.	
B. PART 1. 2. 4.	Introl Affiliate Name EEDROUTE LLC  This DRP should be removed from the BD recor  If the control affiliate is registered through the CRD information on this DRP must be provided.  Yes No  NOTE: The completion of this form does not relieved to the completion of th	CRD#   Re-   104138   Y   Y   Y   Y   Y   Y   Y   Y   Y	gistered  longer associated with the BD.  ith Form U4) or BD DRP to the CRD  e its CRD records.	
B. PART 1. 2. 4. 5.	Introl Affiliate Name EEDROUTE LLC  This DRP should be removed from the BD recor  If the control affiliate is registered through the CRD information on this DRP must be provided.  Yes No  NOTE: The completion of this form does not relieved to the completion of this form does not relieved to the completion of this form does not relieved to the completion of this form does not relieved to the completion of this form does not relieved to the completion of this form does not relieved to the completion of this form does not relieved to the completion of this form does not relieved to the completion of this form does not relieved to the completion of the com	CRD#   Re-   104138   Y   Y   Y   Y   Y   Y   Y   Y   Y	gistered  longer associated with the BD.  ith Form U4) or BD DRP to the CRD  e its CRD records.	
B. PART 1. 2. 4. 5.	Introl Affiliate Name EEDROUTE LLC  This DRP should be removed from the BD recor  If the control affiliate is registered through the CRD information on this DRP must be provided.  Yes No  NOTE: The completion of this form does not relieved to the completion of this form does not relieved to the completion initiated by:  SEC Other Federal State SRO C (Full name of regulatory, foreign financial regulatory)  Principal Sanction: Other Sanctions:  Date Initiated (MM/DD/YYYY):  Exact Explanation If not exact, provide explanation:  Docket/Case Number:  Control Affiliate Employing Firm when activity occur	CRD#   Re-   104138   Y   Y   Y   Y   Y   Y   Y   Y   Y	gistered  longer associated with the BD.  ith Form U4) or BD DRP to the CRD  e its CRD records.	
B. PART 1. 2. 4. 5.	Introl Affiliate Name EEDROUTE LLC  This DRP should be removed from the BD recor  If the control affiliate is registered through the CRD information on this DRP must be provided.  Yes No  NOTE: The completion of this form does not relieved to the completion of this form does not relieved to the completion of this form does not relieved to the completion of this form does not relieved to the completion of this form does not relieved to the completion of this form does not relieved to the completion of this form does not relieved to the completion of this form does not relieved to the completion of this form does not relieved to the completion of the com	CRD#   Re-   104138   Y   Y   Y   Y   Y   Y   Y   Y   Y	gistered  Jonger associated with the BD.  ith Form U4) or BD DRP to the CRD  e its CRD records.	
B. PART 1. 2. 4. 6.	Introl Affiliate Name EEDROUTE LLC  This DRP should be removed from the BD recor  If the control affiliate is registered through the CRD information on this DRP must be provided.  Yes No  NOTE: The completion of this form does not relieved to the completion of this form does not relieved to the completion of this form does not relieved to the completion of this form does not relieved to the completion of this form does not relieved to the completion of this form does not relieved to the completion of this form does not relieved to the completion of this form does not relieved to the completion of this form does not relieved to the completion of the com	CRD# Rei 104138 Y  Indicate the control affiliate (s) are note, has the control affiliate submitted a DRP (we have control affiliate of its obligation to update the control affiliate submitted a DRP (we have control affiliate) and the control affiliate submitted a DRP (we have	gistered  Jonger associated with the BD.  ith Form U4) or BD DRP to the CRD  e its CRD records.	
B.  PART 1.  2.  3.  4.  5.  6.	This DRP should be removed from the BD recor  If the control affiliate is registered through the CRD information on this DRP must be provided.  Yes No  NOTE: The completion of this form does not relieved to the control affiliate is registered through the CRD information on this DRP must be provided.  Yes No  NOTE: The completion of this form does not relieved to the completion of this form does not relieved to the completion of this form does not relieved to the completion of this form does not relieved to the completion of the	CRD#   Re-   104138   Y   Y	gistered  longer associated with the BD. ith Form U4) or BD DRP to the CRD e its CRD records.	
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10.	How was matter resolved:	
11.	Resolution Date (MM/DD/YYYY):  © Exact © Explanation  If not exact, provide explanation:	
12. <b>F</b>	esolution Detail:	
,	A. Were any of the following Sanctions Ordered? (Check all appropriate items):	
	Monetary/Fine	Amount: \$
	Revocation/Expulsion/Denial	Disgorgement/Restitution
	Censure	Cease and Desist/Injunction
	□Bar	Suspension
	Solution detail: if suspended, enjoined or barred, provide duration including start date and cap requalification by exam/retraining was a condition of the sanction, provide length of time given disposition resulted in a fine, penalty, restitution, disgorgement or monetary compensation, proportion of penalty was waived:  Provide a brief summary of details related to the action status and (or) disposition and include related to the action status.	to requalify/retrain, type of exam required and whether condition has been satisfied. If vide total amount, portion levied against <i>applicant</i> or <i>control affiliate</i> , date paid and if any
	BD - CIVIL JUDI	CIAL DRP
	No Informatio	······································
	No Information	
	BD - BOND	······
	No Informatio	
	BD - JUDGMENT	LIEN DRP
	No Information	on Filed

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Privacy | Legal | Terms & Conditions

BD Number: 316189

Primary Business Name: TZERO DIGITAL ASSET SECURITIES, LLC

BD - AMENDMENT 07/21/2023

			BD - APPLICANT INFORMATION		
OMB N	umber	3235-0012			
Estima Respor	s. ted average burden hours per: nse ment	2.75			
		conduct of business as a broke inal action.	r-dealer would violate the Federal securities la	re to keep accurate books and records or otherwise to comply ws and the laws of the <i>jurisdictions</i> and may result in disciplin	
			C APPLICATION © AMENDMENT		
1. Exa	act name, principal business address, m	ailing address, if different, and			
A.	Full name of applicant(if sole propriet TZERO DIGITAL ASSET SECURITIES, LI		mme):		
В.	IRS Empl. Ident. No.: 87-2031076				
C.	(1) Name under which broker-dealer TZERO DIGITAL ASSET SECURITI		d, if different from Item 1A.		
			y other name by which the firm conducts busi	ness and where it is used.	
D.	If this filing makes a name change on I applicant name (1A) or busine Please check above.		ne new name and specify whether the name c	nange is of the	
E.	Firm main address: (Do not use a P.O. Number and Street 1:	. Box)	Number and Street 2:		
	525 WASHINGTON BLVD City:	State:	SUITE 300 Country:	Zip/Postal Code:	
F.	JERSEY CITY  Mailing Address, if different:	New Jersey	UNITED STATES	07310	
	Number and Street 1: 525 WASHINGTON BLVD City: JERSEY CITY	<b>State:</b> New Jersey	Number and Street 2: SUITE 300 Country: UNITED STATES	Zip/Postal Code: 07310	
G.	Business Telephone Number: 347-380-7318	New Jersey	UNITED STATES	0/310	
Н.	Contact Employee: Name:		Title: Telephone		
	ARKADIY NEWMAN		CCO 347-380-73	-18	
			BD - EXECUTION		
For the application success connect application. The application application is applicated as a second success application app	ant is in compliance with applicable state sors in such office, attorney for the app tion with the offer or sale of securities of ding against the applicant may be comment ant were a resident in said State(s) and applicant consents that service of any civi- colicant's broker-dealer activities, or of a	e surety bonding requirements licant in said State(s), upon wh or commodities, or out of the v menced in any court of compet had lawfully been served with ill action brought by or notice of any application for a protective	and irrevocably appoint the administrator of e nom may be served any notice, process, or ple iolation or alleged violation of the laws of those ent jurisdiction and proper venue within said s process in said State(s).  Fany proceeding before the Securities and Exc decree filed by the Securities Investor Protect	rities or commodities, the undersigned and applicant hereby cleach of those State(s) or such other person designated by law, adding in any action or proceeding against the applicant arising se State(s), and the applicant hereby consents that any such a state(s) by service of process upon said appointee with the sar change Commission or any self-regulatory organization in connion Corporation, may be given by registered or certified mail o	, and the g out of or in action or me effect as if nection with
The un	dersigned, being first duly sworn, deposation and statements contained herein,	ses and says that he/she has e including exhibits attached her	eto, and other information filed herewith, all	uthority of, said <i>applicant</i> . The undersigned and <i>applicant</i> repr of which are made a part hereof, are current, true and complet information is currently accurate and complete.	
<b>Date</b> 1	MM/DD/YYYY /2023		Name of Applicant TZERO DIGITAL ASSET	SECURITIES, LLC	
	orized Signatory DIY NEYMAN		<b>Title</b> CCO		
Subscr	ibed and sworn before me this	day of	Year by		
Notary	Public				
My con	nmission expires Coul			•••	
2. Indi	cate by checking the appropriate box(es		<ul> <li>SECURITIES AND EXCHANGE COMMISSI</li> <li>organization, or jurisdiction in which the app</li> </ul>	ON  Olicant is registered or registering as a broker-dealer.	V
	icant is registered or registering with the			3 · · · · · · · · · · · · · · · · · · ·	

A. Is <i>applicant</i> registered or regis	stering as a broker-dealer under Sect	ion 15(b) or Section 15B of th	e Securities Exchange Act of 1934	?	•	0
	stering as a broker-dealer under Sect	ion 15(b) of the Securities Exc	change Act of 1934 and also acting	or intending to act as a government securities bro		
or dealer?  Is applicant registered or regis	stering <u>solely</u> as a government securi	ties broker or dealer under Se	ction 15C of the Securities Eychan	ge Act of 1934?	_	
			ction 150 of the Securities Exchar	ge Act of 1934:	С	•
	C if applicant answered "yes" to Iten es as a government securities broker				_	
-	-		registration as a government sec	urities broker or dealer under Section 15C of the Se	C	
Exchange Act of 1934. See "Instru		isents to the wardrawar or its	registration as a government seed	andes proces of dealer ander section 150 of the Sc	currere	
		SECURITY FUTURES PE	RODUCTS ACTIVITIES			
		e stock futures activities by re	egistered broker-dealers. This field	cannot be utilized until the SEC approves rules rela	ating t	o the
form and content of such reportin	ng.)					
		BD - SRO / JU	RISDICTION			
		BD - SELF REGULATO				
FINRA	CBOE BZX	☐ ISE	☐ MIAX OPTI			
□ BOX □ BX	☐ CBOE C2 ☐ CBOE EDGA	☐ ISE GEMX ☐ ISE MRX	□ NQX □ NYSE	□ NYSE-NAT □ NqLX		
CBOE	☐ CBOE EDGX	LTSE	□ NYSE-AME			
□ СВОЕ ВҮХ	□ IEX	□ MEMX	□ NYSE-ARCA	☐ MIAX PEARL		
				☐ MIAX EMERALD		
E. M. S	<b></b>	BD - JURIS				
☐ Alabama ☐ Alaska	☐ Illinois ☐ Indiana		☐ Montana ☐ Nebraska	☐ Puerto Rico ☐ Rhode Island		
□ Arizona	☐ Indiana		□ Nevada	South Carolina		
☐ Arkansas	Kansas		New Hampshire	South Dakota		
California California	☐ Kentuck		New Jersey	Tennessee		
Colorado	Louisian	a	New Mexico	Texas		
Connecticut	☐ Maine	i	□ New York	☐ Utah		
Delaware District of Columbia	☐ Marylan ☐ Massach		☐ North Carolina ☐ North Dakota	□ Vermont □ Virgin Islands		
☐ Florida	☐ Michigar		Ohio	☐ Virginia		
☐ Georgia	☐ Minneso		☐ Oklahoma	☐ Washington		
☐ Hawaii	Mississip	•	Oregon	West Virginia		
☐ Idaho	☐ Missouri		☐ Pennsylvania	☐ Wisconsin ☐ Wyoming		
3. A. Indicate legal status of <i>appli</i>	icant:	BD - LEGAI	LSTATUS	C Other (specify)		
		•		Other (specify)		
C Partnership  B. Month applicant's fiscal year	© Limited Liabilit	y Company				
DECEMBER		obtained its legal status (i.e.	state or country where incorporate	nd where partnership agreement was filed or where	re anni	licant
entity was formed):				ed, where partnership agreement was filed, or wher	е аррі	iicarii
State of formation: Delaware	Country of	iormation:	Date of formation 06/02/2021	on: MM/DD/YYYY		
Schedule A, Direct Owners a schedules must be provided		applicable, Schedule B, Indire	ect Owners Section must be compl	eted as part of all initial applications. Amendments	to the	se
. If applicant is a sole propriet	tor, state full residence address and S	Social Security Number.				
Social Security Number: Number and Street 1:		Number and Stree	et 2:			
City:		State:	Country:	Zip/Postal Code:		
		BD - SUCC	CESSION		VEC	NO.
. Is applicant at the time of this	s filing succeeding to the business of	a currently registered broker-	dealer?		YES	NO
	ssions already reported on Form BD.	, 3 2 2.2.00			0	•
•	submitting form; complete appropria	ate items on Schedule D, Page	1, Section III.			
		BD - ARRAN	NGEMENTS			Yes N
5. Does <i>applicant</i> hold or maintain	n any funds or securities or provide c	learing services for any other	broker or dealer?			© C
. Does <i>applicant</i> refer or introduc	ce customers to any other broker or	dealer?				0 6
If "ves." complete appropriate	items on Schedule D, Page 1, Section	ı IV, Arrangement Detail.				

<ul> <li>8. Does applicant have any arrangement with any other person, firm, or organization under which:</li> <li>A. any books or records of applicant are kept or maintained by such other person, firm or organization?</li> <li>B. accounts, funds, or securities of the applicant are held or maintained by such other person, firm, or organization?</li> <li>C. accounts, funds, or securities of customers of the applicant are held or maintained by such other person, firm, or organization?</li> <li>For purposes of 8B and 8C, do not include a bank or satisfactory control location as defined in paragraph(c) of Rule 15c3-3 under the Securities Exchange Act of 1934 (17 CFR. 15c3-3). If "Yes" to any part of Item 8, complete appropriate Items on Schedule D, Page 1, Section IV, Arrangement Detail.</li> <li>9. Does any person not named in Item 1 or Schedules A, B, or C, directly or indirectly:</li> <li>A. control the management or policies of the applicant through agreement or otherwise?</li> <li>B. wholly or partially finance the business of applicant?</li> <li>Do not answer 'yes" to 98 if the parson finances the business of the applicant through: 1) a public offering of securities made pursuant to the Securities Act of 1933; 2) credit in the ordinary course of business by suppliers, banks, and others; or 3) a satisfactory subordination agreement, as defined in Rule 15c3-1 under the Securities Exchange Act of 17 CFR 240, 15c3-1).</li> <li>If "Yes" to any part of Item 9, complete appropriate items on Schedule D, Page 1, Section IV, Arrangement Detail.</li> <li>BD - BUSINESS AFFILIATES</li> <li>BD - Control Affiliates</li> <li>BD - DISCLOSURE QUESTIONS</li> <li>11. Use the appropriate DRP for providing details to "yes" answers to the questions in Item 111. Refer to the Explanation of Terms section of Form BD Instructions for explanations of the propriate DRP for pr</li></ul>	extende f 1934
B. accounts, funds, or securities of the applicant are held or maintained by such other person, firm, or organization?  C. accounts, funds, or securities of customers of the applicant are held or maintained by such other person, firm, or organization?  For purposes of 8B and 8C, do not include a bank or satisfactory control location as defined in paragraph(c) of Rule 15c3-3 under the Securities Exchange Act of 1934 (17 CFR. 15c3-3).  If "Yes" to any part of Item 8, complete appropriate items on Schedule D, Page 1, Section IV, Arrangement Detail.  9. Does any person not named in Item 1 or Schedules A, B, or C, directly or indirectly:  A. control the management or policies of the applicant through agreement or otherwise?  B. wholly or partially finance the business of applicant?  Do not answer "yes" to 9B if the person finances the business of the applicant through: 1) a public offering of securities made pursuant to the Securities Act of 1933; 2) credit in the ordinary course of business by suppliers, banks, and others; or 3) a satisfactory subordination agreement, as defined in Rule 15c3-1 under the Securities Exchange Act of (17 CFR 240. 15c3-1).  If "Yes" to any part of Item 9, complete appropriate items on Schedule D, Page 1, Section IV, Arrangement Detail.  BD - BUSINESS AFFILIATES  BD - Control Affiliates  10. A. Directly or indirectly, does applicant control, is applicant controlled by, or is applicant under common control with, any partnership, corporation, or other organization that is e in the securities or investment advisory business?  If "Yes" to Item 10A, complete appropriate items on Schedule D, Page 2, Section V, Firm Affiliates.  B. Directly or indirectly, is applicant controlled by any bank holding company, national bank, state member bank of the Federal Reserve System, state non-member bank, saving association, credit union, or foreign bank?  If "Yes" to Item 10B, complete appropriate items on Schedule D, Page 3, Section VI, Bank Affiliates.  BD - DISCLOSURE QUESTIONS	extende f 1934
C. accounts, funds, or securities of customers of the applicant are held or maintained by such other person, firm, or organization?  For purposes of 8B and 8C, do not include a bank or satisfactory control location as defined in paragraph(c) of Rule 15c3-3 under the Securities Exchange Act of 1934 (17 CFR 15c3-3).  If "Yes" to any part of Item 8, complete appropriate items on Schedule D, Page 1, Section IV, Arrangement Detail.  9. Does any person not named in Item 1 or Schedules A, B, or C, directly or indirectly:  A. control the management or policies of the applicant through agreement or otherwise?  B. wholly or partially finance the business of applicant?  Do not answer "yes" to 98 if the person finances the business of the applicant through: 1) a public offering of securities made pursuant to the Securities Act of 1933; 2) credit in the ordinary course of business by suppliers, banks, and others; or 3) a satisfactory subordination agreement, as defined in Rule 15c3-1 under the Securities Exchange Act of 17 CFR 240. 15c3-1).  If "Yes" to any part of Item 9, complete appropriate items on Schedule D, Page 1, Section IV, Arrangement Detail.  BD - BUSINESS AFFILIATES  BD - Control Affiliates  10. A. Directly or indirectly, does applicant control, is applicant controlled by, or is applicant under common control with, any partnership, corporation, or other organization that is e in the securities or investment advisory business?  If "Yes" to Item 10A, complete appropriate items on Schedule D, Page 2, Section V, Firm Affiliates.  B. Directly or indirectly, is applicant controlled by any bank holding company, national bank, state member bank of the Federal Reserve System, state non-member bank, saving: association, credit union, or foreign bank?  If "Yes" to Item 10B, complete appropriate items on Schedule D, Page 3, Section VI, Bank Affiliates.  BD - DISCLOSURE QUESTIONS	extende f 1934
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<ul> <li>10. A. Directly or indirectly, does applicant control, is applicant controlled by, or is applicant under common control with, any partnership, corporation, or other organization that is experiment in the securities or investment advisory business?</li> <li>If "Yes" to Item 10A, complete appropriate items on Schedule D, Page 2, Section V, Firm Affiliates.</li> <li>B. Directly or indirectly, is applicant controlled by any bank holding company, national bank, state member bank of the Federal Reserve System, state non-member bank, savings association, credit union, or foreign bank?</li> <li>If "Yes" to Item 10B, complete appropriate items on Schedule D, Page 3, Section VI, Bank Affiliates.</li> <li>BD - DISCLOSURE QUESTIONS</li> </ul>	
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association, credit union, or foreign bank?  If "Yes" to Item 10B, complete appropriate items on Schedule D, Page 3, Section VI, Bank Affiliates.  BD - DISCLOSURE QUESTIONS	
BD - DISCLOSURE QUESTIONS	
·	
11. Use the appropriate DRP for providing details to "yes" answers to the questions in Item 11. Refer to the Explanation of Terms section of Form BD Instructions for explanations of	
	italiciz
CRIMINAL DISCLOSURE	
A. In the past ten years has the applicant or a control affiliate:  (1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign or military court to any felony?	
(2) been <i>charged</i> with any <i>felony</i> ?	
B. In the past ten years has the applicant or a control affiliate:  (1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign or military court to a misdemeanor involving: investments or an investment-related by or any fraud, false statements or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, extortion, or a conspiracy to commit any of these offenses?	usiness
(2) been charged with a misdemeanor specified in 11B(1)?  REGULATORY ACTION DISCLOSURE	
C. Has the U.S. Securities and Exchange Commission or the Commodity Futures Trading Commission ever:	
(1) found the applicant or a control affiliate to have made a false statement or omission?	
(2) found the applicant or a control affiliate to have been involved in a violation of its regulations or statutes?	15
(3) found the applicant or a control affiliate to have been a cause of an investment-related business having its authorization to do business denied, suspended, revoked, or restricted an order against the applicant or a control affiliate in connection with an investment-related activity?	.ted?
(5) imposed a civil money penalty on the applicant or a control affiliate, or ordered the applicant or a control affiliate to cease and desist from any activity?	
D. Has any other federal regulatory agency, any state regulatory agency, or foreign financial regulatory authority:	
(1) ever found the applicant or a control affiliate to have made a false statement or omission or been dishonest, unfair, or unethical?	
(2) ever found the applicant or a control affiliate to have been involved in a violation of investment-related regulations or statutes?  (3) ever found the applicant or a control affiliate to have been a cause of an investment-related business having its authorization to do business denied, suspended, revoked, or	
restricted?  (4) in the past ten years, entered an <i>order</i> against the <i>applicant</i> or a <i>control affiliate</i> in connection with an <i>investment-related</i> activity?	
(5) ever denied, suspended, or revoked the <i>applicant</i> 's or a <i>control affiliate</i> 's registration or license or otherwise, by <i>order</i> , prevented it from associating with an <i>investment-relate</i>	ed
business or restricted its activities?  E. Has any self-regulatory organization or commodities exchange ever:	
(1) found the applicant or a control affiliate to have made a false statement or omission?	
<ul> <li>(2) found the applicant or a control affiliate to have been involved in a violation of its rules (other than a violation designated as a "minor rule violation" under a plan approved by U.S. Securities and Exchange Commission)?</li> <li>(3) found the applicant or a control affiliate to have been the cause of an investment-related business having its authorization to do business denied, suspended, revoked, or rest</li> </ul>	
(4) disciplined the applicant or a control affiliate by expelling or suspending it from membership, barring or suspending its association with other members, or otherwise restrictin activities?	g its
F. Has the applicant's or a control affiliate's authorization to act as an attorney, accountant, or federal contractor ever been revoked or suspended?	_
G. Is the applicant or a control affiliate now the subject of any regulatory proceeding that could result in a "yes" answer to any part of 11C, D, or E?  CIVIL JUDICIAL ACTION DISCLOSURE	-
	-
H. (1) Has any domestic or foreign court:	
H. (1) Has any domestic or foreign court:  (a) in the past ten years, enjoined the applicant or a control affiliate in connection with any investment-related activity?	
H. (1) Has any domestic or foreign court:	

# FINANCIAL DISCLOSURE I. In the past ten years has the applicant or a control affiliate of the applicant ever been a securities firm or a control affiliate of a securities firm that: (1) has been the subject of a bankruptcy petition? (2) has had a trustee appointed or a direct payment procedure initiated under the Securities Investor Protection Act? Description of the applicant paid out on, or revoked a bond for the applicant? Coeperation of the applicant have any unsatisfied judgments or liens against it?

		BD - TYPES OF BUSINESS	
		eck types of business engaged in (or to be engaged in, if not yet active) by applicant. Do not check any category that accounts for (or is expected to account for) less enue from the securities or investment advisory business.	than 1% of annual
,	۹.	Exchange member engaged in exchange commission business other than floor activities.	□емс
	3.	Exchange member engaged in floor activities.	□емғ
	2.	Broker or dealer making inter-dealer markets in corporate securities over-the-counter.	□IDM
ı	Э.	Broker or dealer retailing corporate equity securities over-the-counter.	□BDR
ı	≣.	Broker or dealer selling corporate debt securities.	□BDD
	₹.	Underwriter or selling group participant (corporate securities other than mutual funds).	□usg
	3.	Mutual fund underwriter or sponsor.	□MFU
	Н.	Mutual fund retailer.	□MFR
1	i.	1. U.S. government securities dealer.	□GSD
		2. U.S. government securities broker.	□GSB
	l.	Municipal securities dealer.	□msd
	ζ.	Municipal securities broker.	□мsв
		Broker or dealer selling variable life insurance or annuities.	□vla
	٧.	Solicitor of time deposits in a financial institution.	□ssL
ı	٧.	Real estate syndicator.	RES
	٥.	Broker or dealer selling oil and gas interests.	□ogi
	Р.	Put and call broker or dealer or option writer.	□рсв
	Q.	Broker or dealer selling securities of only one issuer or associate issuers (other than mutual funds).	□віа
	₹.	Broker or dealer selling securities of non-profit organizations (e.g., churches, hospitals).	□прв
	S.	Investment advisory services.	□IAD
-	Г.	Broker or dealer selling tax shelters or limited partnerships in primary distributions.	□тар
		2. Broker or dealer selling tax shelters or limited partnerships in the secondary market.	□TAS
	J.	Non-exchange member arranging for transactions in listed securities by exchange member.	□NEX
,	/.	Trading securities for own account.	□TRA
,	N.	Private placement of securities.	□PLA
,	ζ.	Broker or dealer selling interests in mortgages or other receivables.	□mri
,	<b>/</b> .	Broker or dealer involved in a networking, kiosk or similar arrangement with a:	
		1. bank, savings bank or association, or credit union.	□вна
		2. insurance company or agency	□INA
:	<u>z</u> .	Other (give details on Schedule D, Page 1, Section II, Other Business)	<b></b> ОТН
			YES NO
13.	Α.	Does applicant effect transactions in commodity futures, commodities or commodity options as a broker for others or as a dealer for its own account?	0 ⊚
	В.	Does applicant engage in any other non-securities business?	0 0
		If "yes", describe each other business briefly on Schedule D, Page 1, Section II, Other Business.	~ ~

#### BD - DIRECT OWNERS/EXECUTIVE OFFICERS

Are there any indirect owners of the *applicant* required to be reported on Schedule B?

• Yes • No

Ownership Codes:	NA	- less than 5%	B - 10% but less than 25%	D - 50% but less than 75%
	A	- 5% but less than 10%	C - 25% but less than 50%	E - 75% or more

Full Legal Name	DE/FE/I	Title or Status	Date Acquired	Own. Code	Control Person	PR	CRD #(or S.S.No., IRS Tax #, Emp. ID)
DOOLEY, BRADFORD R	I	POO	06/2023	NA	N	N	4308078
NEYMAN, ARKADIY	I	CCO	06/2023	NA	N	N	2775768
QUALL, JOEL CARL	I	PFO, FINOP	06/2021	NA	N	N	5064884
TZERO BROKER SERVICES LLC	DE	MEMBER	06/2021	E	Υ	N	84-4457763
VLASTAKIS, ALEX	I	PRESIDENT	06/2021	NA	Υ	N	4141268

#### **BD - INDIRECT OWNERS**

Ownership Codes:		С	- 25% but less					% or more		
		D	- 50% but less	tnan 75%			F - Oth	ner General Partr	ners	
Full Legal Name	DE/FE/I	Entity in Whic	h Interest is Ow	vned Stati	ıs	Date Acquired	Own. Code	Control Person	PR	CRD # (or SSN, IRS Tax #, Emp. ID)
MEDICI VENTURES, L.P.	DE	TZERO GROUP,	INC.	SHAF	EHOLDER	01/2016	С	Υ	N	81-3820993
OVERSTOCK.COM, INC.	DE	TZERO GROUP,	INC.	SHAF	EHOLDER	09/2016	С	Υ	Υ	87-0634302
OVERSTOCK.COM, INC.	DE	MEDICI VENTU		LIMIT	ED PARTNER	04/2021	Е	N	Υ	87-0634302
PELION MV GP. L.L.C.	DE	MEDICI VENTU	RES, L.P.	GENE	RAL PARTNER	04/2021	F	Υ	N	86-3550875
TZERO GROUP, INC.	DE		R SERVICES, LLC	MEMI		06/2021	E	Y		47-2409269
		TEENO BROKE				00,2021		•		2.103203
			!	BD Schedule	C - Amendmen	ts to Schedules /	A & B			
in the Type of Amd. column, inc	dicate "A" (add	ition), "D" (deletior	), or "C" (change of in	nformation about	he same <i>person</i> ).					
Ownership Codes are:	NA A	- less than 5% - 5% but less th	an 10%		it less than 25% it less than 50%		- 50% but less t - 75% or more	han 75%	F	- Other General Partners
	^	- 3% but less th	ali 10-70	C - 25-70 Di	it less than 50%	-	- 73 % OF INOTE			
List below all changes to Sch	hedule A: (DI	RECT OWNERS AN	ID EXECUTIVE OFFI	(CERS)						
Full Legal Name	DE/FE/I	Type of Amd.	Title or Sta	atus Dat	e Acquired	Own. Code	Control Per	son PR C	RD#	(or SSN, IRS Tax #, Emp. ID)
<u> </u>			·	No	Informati	ion Filed				
				140	IIIIOIIIIau	ion rneu				
List below all changes to Sch	hedule B: (IN	DIRECT OWNERS								
Full Legal Name DE/F	FE/I Type	of Amd. Ent	ity in Which Inte	erest is Owne	l Status I	Date Acquired	Own. Code	Control Person	PR	CRD # (or SSN, IRS Tax #, Emp. ID)
				No	Informati	ion Filed				
				BD -	OTHER BUSIN	IESS NAMES				
					Informati					
		,			BD - OTHER BU	JSINESS				
<b>Briefly describe any oth</b> SPECIAL PURPOSE DIGITA										
JI ECIAE I ONI OSE DIGITA	AL ASSETS D	NOREK DEALEK								
Briefly describe any oth	ner non-sec	urities busines	s (Item 13B).							
Briefly describe any oth	ner non-sec	urities busines	s (Item 13B).							
Briefly describe any oth	ner non-sec	urities busines	s (Item 13B).		BD - SUCCES	SIONS				
Briefly describe any oth Date of Succession: мм/		urities busines		of Predecesso		SIONS				
Date of Succession: MM/		urities busines		of Predecesso		SIONS				
		urities busines	Name o					Si 8		e Number (if any)
Date of Succession: MM/ Firm CRD Number	/DD/YYYY		Name o	nployer Identi	r: fication Numbe	er (if any)				e Number (if any)
Date of Succession: MM/	/DD/YYYY		Name o	nployer Identi	r: fication Numbe	er (if any)				e Number (if any)
Date of Succession: MM/ Firm CRD Number	/DD/YYYY		Name o	nployer Identi	r: fication Numbe	er (if any)				e Number (if any)
Date of Succession: MM/ Firm CRD Number	/DD/YYYY		Name o IRS Em	nployer Identi liabilities not	r: fication Numbo assumed by th	er (if any)	NANCING			e Number (if any)
Date of Succession: MM/ Firm CRD Number	/DD/YYYY		Name o IRS Em	nployer Identi liabilities not ARRANGEME	r: fication Numbo assumed by th	er (if any) ne <i>successor</i> . oL PERSONS / FI	NANCING			e Number (if any)
Date of Succession: MM/ Firm CRD Number	/DD/YYYY		Name o IRS Em	nployer Identi liabilities not ARRANGEME	r: fication Numbo assumed by th NTS / CONTRO	er (if any) he successor. ol PERSONS / FI	NANCING			e Number (if any)
Date of Succession: MM/ Firm CRD Number	/DD/YYYY		Name o IRS Em	nployer Identi liabilities not ARRANGEME	r: fication Numb assumed by th NTS / CONTRO Informati	er (if any) he successor. of PERSONS / FI	NANCING			e Number (if any)
Date of Succession: MM/ Firm CRD Number	/DD/YYYY  of the succ		Name o IRS Em	nployer Identi liabilities not ARRANGEME	r: fication Numb assumed by th NTS / CONTRO Informati BD - AFFILI	er (if any) he successor. of PERSONS / FI	NANCING			e Number (if any)
Date of Succession: MM/ Firm CRD Number Briefly describe details	/DD/YYYY  of the succ	e <i>ssion</i> includir	Name of IRS Em	nployer Identi liabilities not  ARRANGEME  NO  CRD Number	r: fication Numbo assumed by th  NTS / CONTRO  Informati  BD - AFFILI Busines	er (if any) he successor. of PERSONS / FI	NANCING			e Number (if any)
Date of Succession: MM/ Firm CRD Number Briefly describe details	of the succ	ession includir	Name of IRS Em	nployer Identi liabilities not  ARRANGEME  NO	r: fication Numbo assumed by th  NTS / CONTRO  Informati  BD - AFFILI Busines	er (if any) he successor. of PERSONS / FI	NANCING			e Number (if any)
Date of Succession: MM/ Firm CRD Number Briefly describe details	of the succ	ession includir	Name of IRS Em	nployer Identi liabilities not  ARRANGEME  NO  CRD Number	r: fication Numbo assumed by th  NTS / CONTRO  Informati  BD - AFFILI Busines	er (if any) he successor. of PERSONS / FI	NANCING			e Number (if any)
Date of Succession: MM/ Firm CRD Number Briefly describe details  The details supplied relate Partnership, Corporatio SPEEDROUTE LLC The Partnership, Corpor C controls applicant	of the succe e to: on, or Organ	ession includir	Name of IRS Em	nployer Identi liabilities not  ARRANGEME  NO  CRD Number	r: fication Numbo assumed by th  NTS / CONTRO  Informati  BD - AFFILI Busines	er (if any) he successor. of PERSONS / FI	NANCING			e Number (if any)
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Date of Succession: MM/ Firm CRD Number  Briefly describe details of the details supplied relate Partnership, Corporation SPEEDROUTE LLC The Partnership, Corporation Controls applicant  is controls applicant  is controlled by app  is under common conductors and conductors and conductors and conductors and conductors and conductors are controlled by app  is under common conductors and conductors and conductors and conductors are conductors.	of the successon, or Organicant	e <i>ssion</i> includir nization Name organization	Name of IRS Em	nployer Identi liabilities not  ARRANGEME No  CRD Number 104138	r: fication Numbo assumed by th  NTS / CONTRO  Informati  BD - AFFILI Busines	er (if any) he successor. of PERSONS / FI	NANCING			e Number (if any)
Date of Succession: MM/ Firm CRD Number  Briefly describe details  The details supplied relate Partnership, Corporatio Street 1  is controlled by app  is under common controls and control	of the successon, or Organ	e <i>ssion</i> includir nization Name organization	Name of IRS Em	nployer Identi liabilities not  ARRANGEME NO  CRD Number 104138	r: fication Number assumed by the NTS / CONTRO Informati BD - AFFILI Busines (if any)	er (if any) he successor. ol PERSONS / FII ion Filed ATES	NANCING			e Number (if any)
Date of Succession: MM/ Firm CRD Number  Briefly describe details of the details supplied relate Partnership, Corporation SPEEDROUTE LLC The Partnership, Corporation is controls applicant  is controlled by app  is under common controls is under common controls applicant  is controlled by app  is under common controls applicant  Is under common controls	of the successon, or Organ	e <i>ssion</i> includir nization Name organization	Name of IRS Emails any assets or BD -	nployer Identi liabilities not  ARRANGEME NO  CRD Number 104138	rication Number assumed by the summed by the summed by the summer of the	er (if any) he successor. ou persons / Fil ion Filed ATES	NANCING			e Number (if any)
Date of Succession: MM/ Firm CRD Number  Briefly describe details of the details supplied relate Partnership, Corporation SpeEDROUTE LLC  The Partnership, Corporation of the Partnership o	of the succession, or Organicant control with	e <i>ssion</i> includir nization Name organization	Name of IRS Emang any assets or BD -	ARRANGEME NO  CRD Number 104138  Street 2 285 FULTON S Country	fication Number assumed by the NTS / CONTRO Informati BD - AFFILI Busines (if any)  TREET, 58TH FLC Zip/Posta 10007	er (if any) the successor.  OL PERSONS / FII tion Filed  ATES ts	NANCING			e Number (if any)
Date of Succession: MM/ Firm CRD Number  Briefly describe details of the details supplied relate Partnership, Corporatio SPEEDROUTE LLC The Partnership, Corporatio is controls applicant  is controls applicant  is controlled by app  is under common	of the succession, or Organicant ontrol with	ession includir nization Name organization applicant	Name of IRS Eming any assets or BD -	ARRANGEME NO  CRD Number 104138  Street 2 285 FULTON S Country Termination	rication Number assumed by the sassumed by the	er (if any) he successor.  OL PERSONS / FII ion Filed  CATES SS				e Number (if any)
Date of Succession: MM/ Firm CRD Number  Briefly describe details of the details supplied relate Partnership, Corporation SPEEDROUTE LLC The Partnership, Corporation is controlled by app  is under common c	of the succession, or Organicant ontrol with	ession includir nization Name organization applicant	Name of IRS Eming any assets or BD -	ARRANGEME NO  CRD Number 104138  Street 2 285 FULTON S Country Termination	rication Number assumed by the sassumed by the	er (if any) the successor.  OL PERSONS / FII tion Filed  ATES ts				e Number (if any)
Date of Succession: MM/ Firm CRD Number  Briefly describe details of the details supplied relate Partnership, Corporation of the Partnership of the Partnersh	of the succession or Organicant control with a	ession includir nization Name organization applicant	Name of IRS Em  IRS Em  IRS Em  BD -  State  New York  reign entity?	ARRANGEME NO  CRD Number 104138  Street 2 285 FULTON S Country Termination	rication Number assumed by the sassumed by the	er (if any) he successor.  OL PERSONS / FII ion Filed  CATES SS				e Number (if any)
Date of Succession: MM/ Firm CRD Number  Briefly describe details of the details supplied relate Partnership, Corporation SPEEDROUTE LLC The Partnership, Corporation is controlled by app  is under common c	of the succession or Organicant control with a	ession includir nization Name organization applicant	Name of IRS Em  IRS Em  IRS Em  BD -  State  New York  reign entity?	ARRANGEME NO  CRD Number 104138  Street 2 285 FULTON S Country Termination	rication Number assumed by the sassumed by the	er (if any) he successor.  OL PERSONS / FII ion Filed  CATES SS				e Number (if any)
Date of Succession: MM/ Firm CRD Number  Briefly describe details of the details supplied relate Partnership, Corporation SpreEDROUTE LLC  The Partnership, Corporation is controlled by app is controlled by app is incomparable in the surface of the details of the surface of th	of the succession, or Organicant control with a succession, or Organicant control with a succession or Organicant control with a succession, or Organicant control with a succession or Organicant control wit	ession includir nization Name organization applicant	Name of IRS Eming any assets or BD -  State New York reign entity? ganization:  © Yes C No	ARRANGEME NO  CRD Number 104138  Street 2 285 FULTON S Country Termination	rication Number assumed by the sassumed by the	er (if any) he successor.  OL PERSONS / FII ion Filed  CATES SS				e Number (if any)
Date of Succession: MM/ Firm CRD Number  Briefly describe details of the details supplied relate Partnership, Corporatio Speedor Controls applicant  is controlled by app  is under common controls applicant  is controlled by app  is under common controls applicant  is controlled by app  is under common controls applicant  is controlled by app  is under common controls applicant  is controlled by app  is under common controls applicant  is partnership, Corpora  is part	of the successor of the	ession includir nization Name organization applicant canization a for	Name of IRS Em  IRS Em  IRS Em  BD -  State  New York  reign entity?	ARRANGEME NO  CRD Number 104138  Street 2 285 FULTON S Country Termination	rication Number assumed by the sassumed by the	er (if any) he successor.  OL PERSONS / FII ion Filed  CATES SS				e Number (if any)
Date of Succession: MM/ Firm CRD Number  Briefly describe details of the details supplied relate Partnership, Corporation SpreEDROUTE LLC  The Partnership, Corporation is controlled by app is controlled by app is is controlled by app in its contr	of the succession, or Organicant control with succession, or Organicant control with succession, corporation or Organicant control with succession, corporation or Organicant	ession includir nization Name organization applicant annization a for	Name of IRS Eming any assets or BD -  State New York reign entity? ganization:  © Yes C No	ARRANGEME NO  CRD Number 104138  Street 2 285 FULTON S Country Termination If Yes, provid	rication Number assumed by the NTS / CONTRO Information BD - AFFILI Busines (if any)  TREET, 58TH FLC Zip/Posta 10007 Date (MM/DD/Y) the country of difference of the country of the c	er (if any) he successor. OL PERSONS / FII ion Filed ATES is	poration			e Number (if any)
Date of Succession: MM/ Firm CRD Number  Briefly describe details of the details supplied relate Partnership, Corporation SpreEDROUTE LLC  The Partnership, Corporation is controlled by app is controlled by app is is controlled by app in its contr	of the succession, or Organicant control with succession, or Organicant control with succession, corporation or Organicant control with succession, corporation or Organicant	ession includir nization Name organization applicant annization a for	Name of IRS Eming any assets or BD -  State New York  reign entity?  ganization:  © Yes © No  © Yes © No	ARRANGEME NO  CRD Number 104138  Street 2 285 FULTON S Country Termination If Yes, provid	rication Number assumed by the NTS / CONTRO Information BD - AFFILI Busines (if any)  TREET, 58TH FLC Zip/Posta 10007 Date (MM/DD/Y) the country of difference of the country of the c	er (if any) he successor.  OL PERSONS / FII ion Filed  CATES  OOR al Code  YYY)  omicile or incorp	poration			e Number (if any)
Date of Succession: MM/ Firm CRD Number Briefly describe details of the Partnership, Corporation Speed Partnership, Corporat	of the successon, or Organicant control with ation or Organicant control with ation or Organication, Corporation, Corporat	ession includir nization Name organization applicant annization a for	Name of IRS Eming any assets or BD -  State New York  reign entity?  ganization:  © Yes © No  © Yes © No	ARRANGEME NO  CRD Number 104138  Street 2 285 FULTON S Country Termination If Yes, provid	rication Number assumed by the NTS / CONTRO Information BD - AFFILI Busines (if any)  TREET, 58TH FLC Zip/Posta 10007 Date (MM/DD/Y) The country of discountry of discountry of discountry of discountry MNED BY MEDICAL STATE (MM/DD/Y)	er (if any) he successor.  OL PERSONS / FII ion Filed  CATES  OOR al Code  YYY)  omicile or incorp	poration			e Number (if any)
Date of Succession: MM/ Firm CRD Number  Briefly describe details of the details supplied relate Partnership, Corporation SpeEDROUTE LLC  The Partnership, Corporation is controlled by app is controlled by app is is controlled by app in its contro	e to: on, or Organ oration, or O olicant ontrol with  YYYYY) ation or Org ctivities ntrol relation ASSET SECU	ession includired in includired in includired in includired in includired in includired in including in including in including	Name of IRS Eming any assets or BD -  State New York  reign entity?  ganization:  © Yes © No  © Yes © No	ARRANGEME NO  CRD Number 104138  Street 2 285 FULTON S Country Termination If Yes, provid	rication Number assumed by the NTS / CONTRO Information BD - AFFILI Busines (if any)  TREET, 58TH FLC Zip/Posta 10007 Date (MM/DD/Y) The country of discountry of discountry of discountry of discountry MNED BY MEDICAL STATE (MM/DD/Y)	er (if any) he successor.  OL PERSONS / FII ion Filed  CATES  OOR al Code  YYY)  omicile or incorp	poration			e Number (if any)

C controls applicant				
is controlled by applicant				
© is under common control with applicant Business Address				
Street 1 101 ARCH ST		Street 2		
City	State	Country	Zip/Postal Code	
BOSTON Effective Date (MM/DD/YYYY)	Massachusetts	UNITED STATES  Termination Date ()	02110	
01/28/2022		remination Date (r	(אוא) (שטיי זייזי)	
Is Partnership, Corporation or Organization a fo	oreign entity?	If Yes, provide cour	intry of domicile or incorporation	
C Yes	raanization:			
Securities Activities	⊙ Yes ○No			
Investment Advisory Activities				
Briefly describe the <i>control</i> relationship	C Yes <sup>⊙</sup> No			
TZERO DIGITAL ASSET SECURITIES, LLC AND BOSTO	ON SECURITY TOK	KEN EXCHANGE, LLC SHARE A	A COMMON OWNER, TZERO GROUP, INC.	
		Busi	iness	
The details according unlaborate				
The details supplied relate to: <b>Partnership, Corporation, or Organization Name</b> TZERO MARKETS	e	CRD Number (if any) 304537	0	
The Partnership, Corporation, or Organization				
C controls applicant				
C is controlled by applicant				
is under common control with applicant Business Address				
Street 1 285 FULTON STREET		Street 2 58TH FLOOR		
City	State	Country Z	Zip/Postal Code	
NEW YORK Effective Date (MM/DD/YYYY)	New York	1 Termination Date (M	10007	
06/02/2021		·		
Is Partnership, Corporation or Organization a fo	oreign entity?	If Yes, provide coun	ntry of domicile or incorporation	
C Yes	rganization:			
Securities Activities	⊙ Yes C	No		
Investment Advisory Activities	○ Yes ⊙			
Briefly describe the control relationship TZERO DIGITAL ASSET SECURITIES LLC IS INDIREC			DIRECTLY OWNES TZERO MARKETS LLC.	
		Busi	iness	
The details availed value to		240.		
The details supplied relate to: <b>Partnership, Corporation, or Organization Name</b> TZERO ATS, LLC	•	CRD Number (if any) 123421		
The Partnership, Corporation, or Organization				
C controls applicant				
is controlled by applicant				
is under common control with applicant				
Business Address Street 1		Street 2		
1 WORLD TRADE CENTER		285 FULTON STREET, 58TH		
City NEW YORK	<b>State</b> New York	Country Zip/Po 10007	Postal Code	
Effective Date (MM/DD/YYYY)		Termination Date (MM/D	DD/YYYY)	
06/02/2021  Is Partnership, Corporation or Organization a formula of the companies of the c	oreign entity?	If Yes, provide country of	of domicile or incorporation	
C Yes ⊙ No				
Activities of this Partnership, Corporation, or O	rganization:			
Securities Activities	⊙ Yes CNo			
Investment Advisory Activities	C Yes ⊙ No			
Briefly describe the control relationship TZERO DIGITAL ASSET SECURITIES LLC AND	TZERO ATS LLC A	RE BOTH OWNED BY TZERO I	BROKER SERVICES, LLC.	
		DD DD	RANCHES	
			nation Filed	
		140 111101111	iduon i neu	
			MINAL DRP	
			nation Filed DRY ACTION DRP	
This Disclosure Reporting Page (DRP BD) is an CINI	TIAL OR ® AM	ENDED response used to rep	port details for affirmative responses to <i>Items 11C, 11D, 11E, 11F or 11G</i> of Form BD;	
Check item(s) being responded to:				

**Regulatory Action** □11C(1) □11C(5) □11D(4) □11E(3) □11E(4) □11C(2) □11D(1) □11D(5) □11F □11C(3) □11D(2) □11E(1) □11C(4) □11D(3) **☑**11E(2) **□11**G Use a separate DRP for each event or proceeding. An event or proceeding may be reported for more than one person or entity using one DRP. File with a completed Execution Page.

One event may result in more than one affirmative answer to Items 11C, 11D, 11E, 11F or 11G. Use only one DRP to report details related to the same event. If an event gives rise to actions by more than one regulator, provide details to each action on a separate DRP.

It is not a requirement that documents be provided for each event or proceeding. Should they be provided, they will not be accepted as disclosure in lieu of answering the questions on this DRP.

	sclosure Reporting Page (DRP RD) is an <b>CINITI</b>	AL OR	used to report details for affirmative responses to <i>Items 11C</i> ,	. 11D. 11F. 11F or 11G of Form RD
. 1	Provide a brief summary of details related to the a	ction status and (or) disposition	and include relevant terms, conditions and dates. (The inform	nation must fit within the space provided.)
C.	requalification by exam/retraining was a conditio	n of the sanction, provide length	t date and capacities affected (General Securities Principal, Fir of time given to requalify/retrain, type of exam required and pensation, provide total amount, portion levied against applic	whether condition has been satisfied. If
R	Other Sanctions Ordered:		Suspension	
	Censure		Cease and Desist/Injunction	
	Revocation/Expulsion/Denial		☐Disgorgement/Restitution	
۸.	Monetary/Fine	ican an appropriate items).	Amount: \$	
	solution Detail: Were any of the following Sanctions Ordered? (C	neck all appropriate items):		
	If not exact, provide explanation:			
	CExact CExplanation			
	Resolution Date (MM/DD/YYYY):			
ı	How was matter resolved:			
ina	ıl or On Appeal, complete all items below. Fo	Pending Actions, complete	Item 13 only.	
	If on appeal, regulatory action appealed to: (SEC,		nd Date Appeal Filed:	
	Current status ? C Pending C On Appeal C	Final		
ı	Describe the allegations related to this regulatory	action. (The information must fi	t within the space provided.)	
,	Other Product Types:			
	Principal Product Type:			
	Control Affiliate Employing Firm when activity occ	urred which led to the regulatory	vaction (if applicable):	
1	Docket/Case Number:			
	© Exact © Explanation  If not exact, provide explanation:			
ı	Date Initiated (MM/DD/YYYY):			
•	Other Sanctions:			
ı	Principal Sanction:			
	○ SEC ○ Other Federal ○ State ○ SRO (Full name of regulator, foreign financial regulator		20)	
	Regulatory Action initiated by:	_		
RT I	п			
1	NOTE: The completion of this form does <u>not</u> relie	re the control affiliate of its obliq	pation to update its CRD records.	
i	information on this DRP must be provided.  • Yes • No		. , , , , , , , , , , , , , , , , , , ,	
			itted a DRP (with Form U4) or BD DRP to the CRD System for	the event? If the answer is "Yes," no othe
□т	his DRP should be removed from the BD reco	ord because the control affilia	ate(s) are no longer associated with the BD.	
	rol Affiliate Name DROUTE LLC	CRD# 104138	Registered Y	
_	RP - Control Affiliate	vide the CRD hamber. If not, inc	icate from registered by checking the appropriate checkbox.	
	his DRP is being filed for a <i>control affiliate</i> , give th		te below (for individuals, Last name, First name, Middle name	).
0	Applicant and one or more control affiliates  One or more control affiliates			
	The Applicant			
O	e person(s) or entity(ies) for whom this DRP is be	ng filed is (are):		

<b>11</b>	.C(1)	<b>☑</b> 11C(5)	□11D(4)	□11E(3)
<b>☑</b> 11	.C(2)	□11D(1)	□11D(5)	□11E(4)
	.C(3)	□11D(2)	□11E(1)	□11F
				□11G
	C(4)	11D(3)	11E(2)	using one DRP. File with a completed Execution Page.
	· · · · · · · · · · · · · · · · · · ·			
	than one regulator, provide details to each		or 11G. Use only one DRP to report de	tails related to the same event. If an event gives rise to actions by
t is n	not a requirement that documents be provid	ed for each event or <i>proceeding</i> . Shoul	d they be provided, they will not be acc	epted as disclosure in lieu of answering the questions on this DRP.
ubmi		RP (BD) or DRP (U4). If a control affilia	te is an individual or organization not re	of the <i>applicant</i> 's appropriate DRP (BD). Details of the event must be egistered through the CRD, provide complete answers to all the items late its CRD records.
ART	ı			
Δ Tŀ	ne person(s) or entity(ies) for whom this DR	P is being filed is (are):		
_		r is being med is (die).		
_	The Applicant			
С	Applicant and one or more control aff	ïliates		
•	One or more control affiliates			
	this DRP is being filed for a <i>control affiliate</i> , the <i>control affiliate</i> is registered with the CF			
	DRP - Control Affiliate			
-	etrol Affiliate Name	CRD#	Registered	
	RO ATS, LLC	123421	Y	
=	·	•	· ·	
	This DRP should be removed from the E	SD record because the control affili	ate(s) are no longer associated with	the BD.
3.	If the control affiliate is registered through information on this DRP must be provided.	the CRD, has the control affiliate subm	nitted a DRP (with Form U4) or BD DRP	to the CRD System for the event? If the answer is "Yes," no other
	© Yes ○ No			
	Yes C No			
	<b>NOTE:</b> The completion of this form does $\underline{\mathbf{n}}$	ot relieve the control affiliate of its obli	gation to update its CRD records.	
ART	п			
١.	Regulatory Action initiated by:			
١.		and Orivity		
	SEC Other Federal OState O (Full name of regulator, foreign financial re		RO)	
2.	Principal Sanction:			
	Other Sanctions:			
	other Sanctions.			
3.	Date Initiated (MM/DD/YYYY):			
	© Exact © Explanation			
	If not exact, provide explanation:			
	I not exact, provide explanation			
1.	Docket/Case Number:			
5.	Control Affiliate Employing Firm when activ	ity occurred which led to the regulator	y action (if applicable):	
5.	Principal Product Type:			
	Other Product Types:			
	other Product Types.			
7.	Describe the allegations related to this regu	ulatory action. (The information must f	it within the space provided.)	
3.	0	. 0		
	Current status ? C Pending C On Appe			
9.	If on appeal, regulatory action appealed to	: (SEC, SRO, Federal or State Court) a	nd Date Appeal Filed:	
f Fin	al or On Appeal, complete all items belo	ow. For Pending Actions, complete	Item 13 only.	
10.	How was matter resolved:			
11	Resolution Date (MM/DD/YYYY):			
	©Exact ©Explanation			
	If not exact, provide explanation:			
	and the Detail.			
12. <b>R</b> e	esolution Detail:  A Were any of the following Sanctions Order	ed? (Check all appropriate items).		
12. <b>R</b> e	A. Were any of the following Sanctions Order	red? (Check all appropriate items):	Amount∙ ¢	
12. <b>R</b> e	A. Were any of the following Sanctions Order  Monetary/Fine	red? (Check all appropriate items):	Amount: \$	and the sale of th
12. <b>R</b> e	A. Were any of the following Sanctions Order  Monetary/Fine  Revocation/Expulsion/Denial	red? (Check all appropriate items):	☐ Disgorgement/Res	
12. <b>R</b> e	A. Were any of the following Sanctions Order  Monetary/Fine  Revocation/Expulsion/Denial  Censure	red? (Check all appropriate items):	□ Disgorgement/Res □ Cease and Desist/	
12. <b>R</b> (	A. Were any of the following Sanctions Order  Monetary/Fine  Revocation/Expulsion/Denial	red? (Check all appropriate items):	☐ Disgorgement/Res	

	portion of penalty was waived:			
13.	Provide a brief summary of details i	related to the action status and (or) dis	sposition and include relevant terms, conditions a	nd dates. (The information must fit within the space provided.)
	Disclosure Reporting Page (DRP BD) i	san CINITIAL OR OMENDED re	sponse used to report details for affirmative resp	onses to Items 11C, 11D, 11E, 11F or 11G of Form BD;
	(-)3		Danislatana Astion	
П	IC(1)	□11C(5)	Regulatory Action	□11E(3)
	LC(2)	□11D(1)	□11D(5)	□11E(3)
	LC(3)	□11D(1)	□11E(1)	□11F
	LC(4)	□11D(3)	✓11E(2)	□11G
		` '	. ,	ing one DRP. File with a completed Execution Page.
	event may result in more than one at than one regulator, provide details t		.1E, 11F or 11G. Use only one DRP to report deta	ils related to the same event. If an event gives rise to actions by
It is r	not a requirement that documents be	p provided for each event or proceeding	7. Should they be provided they will not be accer	oted as disclosure in lieu of answering the questions on this DRP.
If a c	control affiliate is an individual or orga	anization registered through the CRD,	such control affiliate need only complete Part I of	the applicant's appropriate DRP (BD). Details of the event must be
			of affiliate is an individual or organization <u>not</u> regi- lieve the <i>control affiliate</i> of its obligation to updat	istered through the CRD, provide complete answers to all the items are its CRD records.
PART	T			
A. TI	he person(s) or entity(ies) for whom	this DRP is being filed is (are):		
- 0	The Applicant			
- 0	Applicant and one or more con	trol affiliates		
6	One or more control affiliates			
- If	this DRP is being filed for a <i>control a</i>		ol affiliate below (for individuals, Last name, First	
_	-	n the CRD, provide the CRD number. If	not, indicate "non-registered" by checking the ap	propriate checkbox.
	DRP - Control Affiliate	l		
	etrol Affiliate Name	CRD#		
-		120.2	·	
	This DRP should be removed from	n the BD record because the <i>contro</i>	ol affiliate(s) are no longer associated with t	he BD.
В.	If the <i>control affiliate</i> is registered t information on this DRP must be pr		te submitted a DRP (with Form U4) or BD DRP to	the CRD System for the event? If the answer is "Yes," no other
	⊙ Yes C No			
	NOTE: The completion of this form	does <u>not</u> relieve the <i>control artillate</i> of	its obligation to update its CRD records.	
PART	II			
1.	Regulatory Action initiated by:  C SEC C Other Federal C Sta (Full name of regulator, foreign fina	nte <b>SRO Foreign</b> ncial regulatory authority, federal, stal	te, or <i>SRO</i> )	
2.	Principal Sanction:			
	Other Sanctions:			
3.	Date Initiated (MM/DD/YYYY):			
	©Exact ©Explanation			
	If not exact, provide explanation:			
4.	Docket/Case Number:			
5.	Control Affiliate Employing Firm wh	en activity occurred which led to the re	egulatory action (if applicable):	
6.	Principal Product Type:			
	Other Product Types:			
7.	Describe the allegations related to t	his regulatory action. (The information	n must fit within the space provided.)	
8.	Current status ? Pending O	n Anneal C Final		
9.	_	ealed to: (SEC, SRO, Federal or State (	Court) and Date Anneal Filed:	
		ns below. For Pending Actions, cor	nplete Item 13 only.	
10.	How was matter resolved:			
11.	Resolution Date (MM/DD/YYYY):			
	©Exact ©Explanation			
	If not exact, provide explanation:			
	Resolution Detail:	s Ordered? (Check all appropriate item	ns):	
,	,		•	

	Monetary/Fine		Amount: \$	
	Revocation/Expulsion/Denial		Disgorgement/Restitution	
	Censure		Cease and Desist/Injunction	1
	Bar		Suspension	
	B. Other Sanctions Ordered:			
,	C. Sanction detail: if suspended, enjoined or barred, prequalification by exam/retraining was a condition of disposition resulted in a fine, penalty, restitution, disportion of penalty was waived:	f the sanction, provide length of time given	to requalify/retrain, type of exam re	
13.	Provide a brief summary of details related to the acti	on status and (or) disposition and include re	levant terms, conditions and dates	. (The information must fit within the space provided.)
	Disclosure Reporting Page (DRP BD) is an CINITIAL	OR • AMENDED response used to report	details for affirmative responses to	Items 11C, 11D, 11E, 11F or 11G of Form BD;
	(-,gp			
		Regulatory A		
	1C(1)	_	11D(4)	11E(3)
	1C(2)		11D(5)	11E(4)
	10(3)	-	11E(1)	□11F
	1C(4)		L1E(2)	11G
It is  If a d subn	e than one regulator, provide details to each action on a not a requirement that documents be provided for each control affiliate is an individual or organization register mitted on the control affiliate's appropriate DRP (BD) or he applicant's appropriate DRP (BD). The completion of	a separate DRP. h event or <i>proceeding</i> . Should they be provi ed through the CRD, such <i>control affiliate</i> ne DRP (U4). If a <i>control affiliate</i> is an individu	ded, they will not be accepted as di ed only complete Part I of the <i>appl</i> , lal or organization <u>not</u> registered th	d to the same event. If an event gives rise to actions by isclosure in lieu of answering the questions on this DRP. icant's appropriate DRP (BD). Details of the event must be arough the CRD, provide complete answers to all the items of records.
		51		
А. Т	The person(s) or entity(ies) for whom this DRP is being	filed is (are):		
(	C The Applicant			
(	Applicant and one or more control affiliates			
	One or more control affiliates			
-	- One of more control annuales			
	f this DRP is being filed for a <i>control affiliate</i> , give the f f the <i>control affiliate</i> is registered with the CRD, provid			
	DRP - Control Affiliate			
Coi	ntrol Affiliate Name		gistered	
Coi		CRD#   Reg   104138   Y	gistered	
SPE	ntrol Affiliate Name EEDROUTE LLC	104138 Y		
SPE	ntrol Affiliate Name EEDROUTE LLC This DRP should be removed from the BD record	because the <i>control affiliate(s)</i> are no	onger associated with the BD.	System for the event? If the answer is "Yes " no other
SPE	ntrol Affiliate Name EEDROUTE LLC This DRP should be removed from the BD record	because the <i>control affiliate(s)</i> are no	onger associated with the BD.	System for the event? If the answer is "Yes," no other
SPE	This DRP should be removed from the BD record  If the control affiliate is registered through the CRD, information on this DRP must be provided.  Yes No	because the control affiliate(s) are no lines the control affiliate submitted a DRP (with	onger associated with the BD. th Form U4) or BD DRP to the CRD	System for the event? If the answer is "Yes," no other
SPE B.	This DRP should be removed from the BD record  If the control affiliate is registered through the CRD, information on this DRP must be provided.  Yes C No  NOTE: The completion of this form does not relieve to	because the control affiliate(s) are no lines the control affiliate submitted a DRP (with	onger associated with the BD. th Form U4) or BD DRP to the CRD	System for the event? If the answer is "Yes," no other
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B. PART 1. 2. 4.	Introl Affiliate Name EEDROUTE LLC  This DRP should be removed from the BD record  If the control affiliate is registered through the CRD, information on this DRP must be provided.  Yes No  NOTE: The completion of this form does not relieve to the completion of the completion	because the control affiliate(s) are not has the control affiliate submitted a DRP (with the control affiliate of its obligation to update submitted and the control affiliate of its obligation to update submitted and the control affiliate of its obligation to update submitted and the control affiliate of its obligation to update submitted and the control affiliate of its obligation to update submitted and the control affiliate of its obligation to update submitted and the control affiliate of its obligation to update submitted and the control affiliate of its obligation to update submitted and the control affiliate of its obligation to update submitted and the control affiliate of its obligation to update submitted and the control affiliate of its obligation to update submitted and the control affiliate of its obligation to update submitted and the control affiliate of its obligation to update submitted and the control affiliate of its obligation to update submitted and the control affiliate submitted and the control affil	th Form U4) or BD DRP to the CRD its CRD records.	System for the event? If the answer is "Yes," no other
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B. PART 1. 2. 4. 6.	Introl Affiliate Name EEDROUTE LLC  This DRP should be removed from the BD record  If the control affiliate is registered through the CRD, information on this DRP must be provided.  Yes No  NOTE: The completion of this form does not relieve to the completion of this form does not relieve to the completion of this form does not relieve to the completion of this form does not relieve to the completion of this form does not relieve to the completion of this form does not relieve to the completion of this form does not relieve to the completion of this form does not relieve to the completion of this form does not relieve to the completion of this form does not relieve to the completion of the completion of this form does not relieve to the completion of the comp	because the control affiliate(s) are not has the control affiliate submitted a DRP (with the control affiliate of its obligation to update the control affiliate submitted a DRP (with control affil	onger associated with the BD.  th Form U4) or BD DRP to the CRD  e its CRD records.	System for the event? If the answer is "Yes," no other
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B.  PART 1.  2.  4.  5.  6.  9.	Introl Affiliate Name EEDROUTE LLC  This DRP should be removed from the BD record  If the control affiliate is registered through the CRD, information on this DRP must be provided.  Yes No  NOTE: The completion of this form does not relieve to the completion of the completion	because the control affiliate(s) are not has the control affiliate submitted a DRP (with the control affiliate of its obligation to update the control affiliate of its obligation to update the control affiliate of its obligation to update for the control affiliate of its obligation to update for the control affiliate of its obligation to update for the control affiliate of its obligation to update for each of the control affiliate of its obligation to update for each of the control affiliate of its obligation to update for each of the control affiliate of its obligation to update for each of the control affiliate of its obligation to update for each of the control affiliate submitted a DRP (with the control affiliate of its obligation to update for each of the control affiliate of its obligation to update for each of the control affiliate of its obligation to update for each of the control affiliate of its obligation to update for each of the control affiliate of its obligation to update for each of the control affiliate of its obligation to update for each of the control affiliate of its obligation to update for each of the control affiliate of its obligation to update for each of the control affiliate of its obligation to update for each of the control affiliate of its obligation to update for each of the control affiliate of its obligation to update for each of the control affiliate of its obligation to update for each of the control affiliate of its obligation to update for each of the control affiliate of its obligation to update for each of the control affiliate of its obligation to update for each of the control affiliate of its obligation to update for each of the control affiliate of its obligation to update for each of the control affiliate of its obligation to update for each of the control affiliate of its obligation to update for each of the control affiliate of its ob	onger associated with the BD.  th Form U4) or BD DRP to the CRD  e its CRD records.	System for the event? If the answer is "Yes," no other

10.	How was matter resolved:					
11.	Resolution Date (MM/DD/YYYY):  © Exact © Explanation  If not exact, provide explanation:					
12. <b>F</b>	esolution Detail:					
,	A. Were any of the following Sanctions Ordered? (Check all appropriate items):					
	Monetary/Fine	Amount: \$				
	Revocation/Expulsion/Denial	Disgorgement/Restitution				
	Censure	Cease and Desist/Injunction				
	□Bar	Suspension				
	Solution detail: if suspended, enjoined or barred, provide duration including start date and cap requalification by exam/retraining was a condition of the sanction, provide length of time given disposition resulted in a fine, penalty, restitution, disgorgement or monetary compensation, proportion of penalty was waived:  Provide a brief summary of details related to the action status and (or) disposition and include related to the action status.	to requalify/retrain, type of exam required and whether condition has been satisfied. If vide total amount, portion levied against <i>applicant</i> or <i>control affiliate</i> , date paid and if any				
	BD - CIVIL JUDI					
	No Informatio	······································				
	BD - BANKRUPTCY DRP  No Information Filed					
	BD - BOND	······				
	No Information	on Filed				
	BD - JUDGMENT	LIEN DRP				
	No Information	on Filed				

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## FORM BD UNIFORM APPLICATION FOR BROKER-DEALER REGISTRATION

BD Number: 316189

Primary Business Name: TZERO DIGITAL ASSET SECURITIES, LLC

BD - AMENDMENT 10/26/2023

			BD - APPLICANT INFORMATION				
OMB N	lumber	3235-0012					
Estima Respo	s ted average burden hours per: nsedment.	2.75					
	provisions of law applying to the administrative, injunctive or cri	ne conduct of business as a biminal action.		e to keep accurate books and records or otherwise to comply with the ws and the laws of the <i>jurisdictions</i> and may result in disciplinary,			
			○ APPLICATION ⓒ AMENDMENT				
1. Ex	act name, principal business address,	mailing address, if different					
	Full name of applicant(if sole propint TZERO DIGITAL ASSET SECURITIES)	rietor, state last, first and mide					
В.	IRS Empl. Ident. No.: 87-2031076						
C.	(1) Name under which broker-deale TZERO DIGITAL ASSET SECURI		ucted, if different from Item 1A.				
	(2) List on Schedule D, Page 1, Sec	tion I, Other Business Name	es any other name by which the firm conducts busin	ess and where it is used.			
D.	If this filing makes a name change of applicant name (1A) or bus Please check above.		ter the new name and specify whether the name ch	ange is of the			
E.	Firm main address: (Do not use a P	.O. Box)					
	Number and Street 1: 525 WASHINGTON BLVD		Number and Street 2: SUITE 300				
	City: JERSEY CITY	<b>State:</b> New Jersey	Country: UNITED STATES	Zip/Postal Code: 07310			
F.	Mailing Address, if different:						
	Number and Street 1: 525 WASHINGTON BLVD		Number and Street 2: SUITE 300				
	City:	State:	Country:	Zip/Postal Code:			
G.	Business Telephone Number: 347-380-7318	New Jersey	UNITED STATES	07310			
Н.	Contact Employee:						
	Name: ARKADIY NEYMAN		Title:         Telephone N           CCO         347-380-731				
			BD - EXECUTION				
For the application of the appli	ant is in compliance with applicable st sors in such office, attorney for the a tition with the offer or sale of securitie dding against the applicant may be co ant were a resident in said State(s) are applicant consents that service of any of plicant's broker-dealer activities, or o	ate surety bonding requirem pplicant in said State(s), up is or commodities, or out of mmenced in any court of cound had lawfully been served ivil action brought by or not f any application for a protect	nents and irrevocably appoint the administrator of each whom may be served any notice, process, or pleiche violation or alleged violation of the laws of thosy appetent jurisdiction and proper venue within said Swith process in said State(s).  Indeed, the service of any proceeding before the Securities and Excludes.	ities or commodities, the undersigned and applicant hereby certify that the ach of those State(s) or such other person designated by law, and the ading in any action or proceeding against the applicant arising out of or in e State(s), and the applicant hereby consents that any such action or tate(s) by service of process upon said appointee with the same effect as if mange Commission or any self-regulatory organization in connection with on Corporation, may be given by registered or certified mail or confirmed			
inform	The undersigned, being first duly sworn, deposes and says that he/she has executed this form on behalf of, and with the authority of, said applicant. The undersigned and applicant represent 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 current, true and complete. The undersigned and applicant further represent that to the extent any information previously submitted is not amended such information is currently accurate and complete.						
	MM/DD/YYYY /2023		Name of Applicant TZERO DIGITAL ASSET	SECURITIES, LLC			
	orized Signatory DIY NEYMAN		Title CCO				
Subscr	ibed and sworn before me this	day of	Year by				
Notary	Public						
	nmission expires Co	ounty of	State of				
			BD - SECURITIES AND EXCHANGE COMMISSION	ON			
				icant is registered or registering as a broker-dealer.			
It anni	icant is registered or registering with	the SEC check here and an	swer items 24 through 2D helow				

A. Is <i>applicant</i> registered or regis	tering as a broker-dealer under Section	on 15(b) or Section 15B of the	Securities Exchange Act of 1934?		0	0
	tering as a broker-dealer under Section	ın 15(b) of the Securities Exch	nange Act of 1934 and also acting o	r intending to act as a government securities brok		
or dealer?  Is applicant registered or regis	tering <u>solely</u> as a government securiti	es broker or dealer under Sec	tion 15C of the Securities Eychange	Act of 1934?	_	
			aion 130 of the Securities Exchange	: ACL 01 1334:	0	•
	C if applicant answered "yes" to Item es as a government securities broker o				_	
-	_		registration as a government securi	ties broker or dealer under Section 15C of the Sec	C curitie	
Exchange Act of 1934. See "Instru		ents to the wardrawar or its i	registration as a government securi	the section 130 of the sec	di icic.	
		SECURITY FUTURES PR	ODUCTS ACTIVITIES			
		stock futures activities by reg	gistered broker-dealers. This field ca	annot be utilized until the SEC approves rules relat	ting t	o the
form and content of such reportin	g.)					
		BD - SRO / JUF	RISDICTION			
		BD - SELF REGULATOR				
FINRA	☐ CBOE BZX	☐ ISE	☐ MIAX OPTION			
□ BOX □ BX	☐ CBOE C2 ☐ CBOE EDGA	☐ ISE GEMX ☐ ISE MRX	□ NQX □ NYSE	□ NYSE-NAT □ NgLX		
□ CBOE	CBOE EDGX	LTSE	□ NYSE-AMER	□ PHLX		
CBOE BYX	□ IEX	☐ MEMX	□ NYSE-ARCA	☐ MIAX PEARL		
				☐ MIAX EMERALD		
	<b>—</b>	BD - JURISI		Es s.		
□ Alabama □ Alaska	☐ Illinois ☐ Indiana		☐ Montana ☐ Nebraska	☐ Puerto Rico ☐ Rhode Island		
□ Alaska □ Arizona	☐ Indiana		□ Nebraska □ Nevada	South Carolina		
Arkansas	☐ Kansas		New Hampshire	South Dakota		
□ California	☐ Kentucky		☐ New Jersey	☐ Tennessee		
Colorado	Louisiana		New Mexico	☐ Texas		
Connecticut	Maine		New York	Utah		
Delaware District of Columbia	☐ Maryland ☐ Massachu		☐ North Carolina ☐ North Dakota	□ Vermont □ Virgin Islands		
Florida	☐ Massachu	sells	☐ Ohio			
☐ Georgia	☐ Minnesota	ì	☐ Oklahoma	☐ Washington		
☐ Hawaii	☐ Mississipp	ıi	☐ Oregon	☐ West Virginia		
☐ Idaho	☐ Missouri		☐ Pennsylvania	☐ Wisconsin ☐ Wyoming		
3. A. Indicate legal status of <i>appli</i>	cant:	BD - LEGAL	STATUS			
C Corporation	○ Sole Proprietors	ihip		Other (specify)		
C Partnership	© Limited Liability	Company				
B. Month <i>applicant's</i> fiscal year DECEMBER	ends:					
C. If other than a sole proprieto entity was formed):	or, indicate date and place applicant of	otained its legal status (i.e., st	tate or country where incorporated,	where partnership agreement was filed, or where	: appli	licant
State of formation: Delaware	Country of fo	ormation:	Date of formation: 06/02/2021	: MM/DD/YYYY		
Schedule A, Direct Owners a schedules must be provided		pplicable, Schedule B, Indirec	ct Owners Section must be complete	ed as part of all initial applications. Amendments t	o thes	se
. If applicant is a sole propriet	tor, state full residence address and So	ocial Security Number.				
Social Security Number: Number and Street 1:		Number and Stree	t 2:			
City:		State:	Country:	Zip/Postal Code:		
		BD - SUCC	ESSION			
Is applicant at the time of this	s filing <i>succeeding</i> to the business of a	currently registered broker-c	dealer?		YES	NO
	ssions already reported on Form BD.	, registered broker to		,	0	⊚
•	submitting form; complete appropriat	e items on Schedule D, Page	1, Section III.			
			,			
		BD - ARRAN	GEMENTS			Yes N
. Does <i>applicant</i> hold or maintain	n any funds or securities or provide cle	earing services for any other b	proker or dealer?			⊙ (
					—	
Does applicant refer or introduc	ce customers to any other broker or de	ealer?				0 6
If "ves." complete appropriate	items on Schedule D, Page 1, Section	IV, Arrangement Detail.				

<ul> <li>8. Does applicant have any arrangement with any other person, firm, or organization under which:</li> <li>A. any books or records of applicant are kept or maintained by such other person, firm or organization?</li> <li>B. accounts, funds, or securities of the applicant are held or maintained by such other person, firm, or organization?</li> <li>C. accounts, funds, or securities of customers of the applicant are held or maintained by such other person, firm, or organization?</li> <li>For purposes of 8B and 8C, do not include a bank or satisfactory control location as defined in paragraph(c) of Rule 15c3-3 under the Securities Exchange Act of 1934 (17 CFR. 15c3-3). If "Yes" to any part of Item 8, complete appropriate Items on Schedule D, Page 1, Section IV, Arrangement Detail.</li> <li>9. Does any person not named in Item 1 or Schedules A, B, or C, directly or indirectly:</li> <li>A. control the management or policies of the applicant through agreement or otherwise?</li> <li>B. wholly or partially finance the business of applicant?</li> <li>Do not answer 'yes" to 98 if the parson finances the business of the applicant through: 1) a public offering of securities made pursuant to the Securities Act of 1933; 2) credit in the ordinary course of business by suppliers, banks, and others; or 3) a satisfactory subordination agreement, as defined in Rule 15c3-1 under the Securities Exchange Act of 17 CFR 240, 15c3-1).</li> <li>If "Yes" to any part of Item 9, complete appropriate items on Schedule D, Page 1, Section IV, Arrangement Detail.</li> <li>BD - BUSINESS AFFILIATES</li> <li>BD - Control Affiliates</li> <li>BD - DISCLOSURE QUESTIONS</li> <li>11. Use the appropriate DRP for providing details to "yes" answers to the questions in Item 111. Refer to the Explanation of Terms section of Form BD Instructions for explanations of the propriate DRP for pr</li></ul>	extende f 1934
B. accounts, funds, or securities of the applicant are held or maintained by such other person, firm, or organization?  C. accounts, funds, or securities of customers of the applicant are held or maintained by such other person, firm, or organization?  For purposes of 8B and 8C, do not include a bank or satisfactory control location as defined in paragraph(c) of Rule 15c3-3 under the Securities Exchange Act of 1934 (17 CFR. 15c3-3).  If "Yes" to any part of Item 8, complete appropriate items on Schedule D, Page 1, Section IV, Arrangement Detail.  9. Does any person not named in Item 1 or Schedules A, B, or C, directly or indirectly:  A. control the management or policies of the applicant through agreement or otherwise?  B. wholly or partially finance the business of applicant?  Do not answer "yes" to 9B if the person finances the business of the applicant through: 1) a public offering of securities made pursuant to the Securities Act of 1933; 2) credit in the ordinary course of business by suppliers, banks, and others; or 3) a satisfactory subordination agreement, as defined in Rule 15c3-1 under the Securities Exchange Act of (17 CFR 240. 15c3-1).  If "Yes" to any part of Item 9, complete appropriate items on Schedule D, Page 1, Section IV, Arrangement Detail.  BD - BUSINESS AFFILIATES  BD - Control Affiliates  10. A. Directly or indirectly, does applicant control, is applicant controlled by, or is applicant under common control with, any partnership, corporation, or other organization that is e in the securities or investment advisory business?  If "Yes" to Item 10A, complete appropriate items on Schedule D, Page 2, Section V, Firm Affiliates.  B. Directly or indirectly, is applicant controlled by any bank holding company, national bank, state member bank of the Federal Reserve System, state non-member bank, saving association, credit union, or foreign bank?  If "Yes" to Item 10B, complete appropriate items on Schedule D, Page 3, Section VI, Bank Affiliates.  BD - DISCLOSURE QUESTIONS	extende f 1934
C. accounts, funds, or securities of customers of the applicant are held or maintained by such other person, firm, or organization?  For purposes of 8B and 8C, do not include a bank or satisfactory control location as defined in paragraph(c) of Rule 15c3-3 under the Securities Exchange Act of 1934 (17 CFR 15c3-3).  If "Yes" to any part of Item 8, complete appropriate items on Schedule D, Page 1, Section IV, Arrangement Detail.  9. Does any person not named in Item 1 or Schedules A, B, or C, directly or indirectly:  A. control the management or policies of the applicant through agreement or otherwise?  B. wholly or partially finance the business of applicant?  Do not answer "yes" to 98 if the person finances the business of the applicant through: 1) a public offering of securities made pursuant to the Securities Act of 1933; 2) credit in the ordinary course of business by suppliers, banks, and others; or 3) a satisfactory subordination agreement, as defined in Rule 15c3-1 under the Securities Exchange Act of 17 CFR 240. 15c3-1).  If "Yes" to any part of Item 9, complete appropriate items on Schedule D, Page 1, Section IV, Arrangement Detail.  BD - BUSINESS AFFILIATES  BD - Control Affiliates  10. A. Directly or indirectly, does applicant control, is applicant controlled by, or is applicant under common control with, any partnership, corporation, or other organization that is e in the securities or investment advisory business?  If "Yes" to Item 10A, complete appropriate items on Schedule D, Page 2, Section V, Firm Affiliates.  B. Directly or indirectly, is applicant controlled by any bank holding company, national bank, state member bank of the Federal Reserve System, state non-member bank, saving: association, credit union, or foreign bank?  If "Yes" to Item 10B, complete appropriate items on Schedule D, Page 3, Section VI, Bank Affiliates.  BD - DISCLOSURE QUESTIONS	extende f 1934
For purposes of 8B and 8C, do not include a bank or satisfactory control location as defined in paragraph(c) of Rule 15c3-3 under the Securities Exchange Act of 1934 (17 CFR. 15c3-3).  If "Yes" to any part of Item 8, complete appropriate items on Schedule D, Page 1, Section IV, Arrangement Detail.  9. Does any person not named in Item 1 or Schedules A, B, or C, directly or indirectly:  A. control the management or policies of the applicant through agreement or otherwise?  B. wholly or partially finance the business of applicant?  Do not answer "yes" to 9B if the person finances the business of the applicant through: 1) a public offering of securities made pursuant to the Securities Act of 1933; 2) credit in the ordinary course of business by suppliers, banks, and others; or 3) a satisfactory subordination agreement, as defined in Rule 15c3-1 under the Securities Exchange Act of (17 CFR. 240, 15c3-1).  If "Yes" to any part of Item 9, complete appropriate items on Schedule D, Page 1, Section IV, Arrangement Detail.  BD - BUSINESS AFFILIATES  BD - Control Affiliates  10. A. Directly or indirectly, does applicant control, is applicant controlled by, or is applicant under common control with, any partnership, corporation, or other organization that is ein the securities or investment advisory business?  If "Yes" to Item 10A, complete appropriate items on Schedule D, Page 2, Section V, Firm Affiliates.  B. Directly or indirectly, is applicant controlled by any bank holding company, national bank, state member bank of the Federal Reserve System, state non-member bank, saving: association, credit union, or foreign bank?  If "Yes" to Item 10B, complete appropriate items on Schedule D, Page 3, Section VI, Bank Affiliates.  BD - DISCLOSURE QUESTIONS	extende f 1934
15:3-3).  If "Yes" to any part of Item 8, complete appropriate items on Schedule D, Page 1, Section IV, Arrangement Detail.  9. Does any person not named in Item 1 or Schedules A, B, or C, directly or indirectly:  A. control the management or policies of the applicant through agreement or otherwise?  B. wholly or partially finance the business of applicant?  Do not answer "yes" to 9B if the person finances the business of the applicant through: 1) a public offering of securities made pursuant to the Securities Act of 1933; 2) credit in the ordinary course of business by suppliers, banks, and others; or 3) a satisfactory subordination agreement, as defined in Rule 15:3-1 under the Securities Exchange Act of 17 CFR 240. 15:3-1).  If "Yes" to any part of Item 9, complete appropriate Items on Schedule D, Page 1, Section IV, Arrangement Detail.  BD - BUSINESS AFFILIATES  BD - Control Affiliates  10. A. Directly or indirectly, does applicant control, is applicant controlled by, or is applicant under common control with, any partnership, corporation, or other organization that is ein the securities or investment advisory business?  If "Yes" to Item 10A, complete appropriate Items on Schedule D, Page 2, Section V, Firm Affiliates.  B. Directly or indirectly, is applicant controlled by any bank holding company, national bank, state member bank of the Federal Reserve System, state non-member bank, saving: association, credit union, or foreign bank?  If "Yes" to Item 10B, complete appropriate Items on Schedule D, Page 3, Section VI, Bank Affiliates.  BD - DISCLOSURE QUESTIONS	extende f 1934
9. Does any person not named in Item 1 or Schedules A, B, or C, directly or indirectly:  A. control the management or policies of the applicant through agreement or otherwise?  B. wholly or partially finance the business of applicant?  Do not answer "yes" to 9B if the person finances the business of the applicant through: 1) a public offering of securities made pursuant to the Securities Act of 1933; 2) credit in the ordinary course of business by suppliers, banks, and others; or 3) a satisfactory subordination agreement, as defined in Rule 15c3-1 under the Securities Exchange Act of (17 CFR 240. 15c3-1).  If "Yes" to any part of Item 9, complete appropriate items on Schedule D, Page 1, Section IV, Arrangement Detail.  BD - BUSINESS AFFILIATES  BD - Control Affiliates  10. A. Directly or indirectly, does applicant control, is applicant controlled by, or is applicant under common control with, any partnership, corporation, or other organization that is e in the securities or investment advisory business?  If "Yes" to Item 10A, complete appropriate items on Schedule D, Page 2, Section V, Firm Affiliates.  B. Directly or indirectly, is applicant controlled by any bank holding company, national bank, state member bank of the Federal Reserve System, state non-member bank, saving: association, credit union, or foreign bank?  If "Yes" to Item 10B, complete appropriate items on Schedule D, Page 3, Section VI, Bank Affiliates.  BD - DISCLOSURE QUESTIONS	f 1934 ngaged
A. control the management or policies of the applicant through agreement or otherwise?  B. wholly or partially finance the business of applicant?  Do not answer "yes" to 9B if the person finances the business of the applicant through: 1) a public offering of securities made pursuant to the Securities Act of 1933; 2) credit in the ordinary course of business by suppliers, banks, and others; or 3) a satisfactory subordination agreement, as defined in Rule 15c3-1 under the Securities Exchange Act of (17 CFR 240, 15c3-1).  If "Yes" to any part of Item 9, complete appropriate items on Schedule D, Page 1, Section IV, Arrangement Detail.  BD - BUSINESS AFFILIATES  BD - Control Affiliates  10. A. Directly or indirectly, does applicant control, is applicant controlled by, or is applicant under common control with, any partnership, corporation, or other organization that is exinctly in the securities or investment advisory business?  If "Yes" to Item 10A, complete appropriate items on Schedule D, Page 2, Section V, Firm Affiliates.  B. Directly or indirectly, is applicant controlled by any bank holding company, national bank, state member bank of the Federal Reserve System, state non-member bank, saving: association, credit union, or foreign bank?  If "Yes" to Item 10B, complete appropriate items on Schedule D, Page 3, Section VI, Bank Affiliates.  BD - DISCLOSURE QUESTIONS	f 1934 ngaged
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in the ordinary course of business by suppliers, banks, and others; or 3) a satisfactory subordination agreement, as defined in Rule 15c3-1 under the Securities Exchange Act of (17 CFR 240. 15c3-1).  If "Yes" to any part of Item 9, complete appropriate items on Schedule D, Page 1, Section IV, Arrangement Detail.  BD - BUSINESS AFFILIATES  BD - Control Affiliates  10. A. Directly or indirectly, does applicant control, is applicant controlled by, or is applicant under common control with, any partnership, corporation, or other organization that is expected in the securities or investment advisory business?  If "Yes" to Item 10A, complete appropriate items on Schedule D, Page 2, Section V, Firm Affiliates.  B. Directly or indirectly, is applicant controlled by any bank holding company, national bank, state member bank of the Federal Reserve System, state non-member bank, saving association, credit union, or foreign bank?  If "Yes" to Item 10B, complete appropriate items on Schedule D, Page 3, Section VI, Bank Affiliates.  BD - DISCLOSURE QUESTIONS	f 1934 ngaged
BD - BUSINESS AFFILIATES  BD - Control Affiliates  10. A. Directly or indirectly, does applicant control, is applicant controlled by, or is applicant under common control with, any partnership, corporation, or other organization that is ein the securities or investment advisory business?  If "Yes" to Item 10A, complete appropriate items on Schedule D, Page 2, Section V, Firm Affiliates.  B. Directly or indirectly, is applicant controlled by any bank holding company, national bank, state member bank of the Federal Reserve System, state non-member bank, savings association, credit union, or foreign bank?  If "Yes" to Item 10B, complete appropriate items on Schedule D, Page 3, Section VI, Bank Affiliates.  BD - DISCLOSURE QUESTIONS	
BD - Control Affiliates  10. A. Directly or indirectly, does applicant control, is applicant controlled by, or is applicant under common control with, any partnership, corporation, or other organization that is en in the securities or investment advisory business?  If "Yes" to Item 10A, complete appropriate items on Schedule D, Page 2, Section V, Firm Affiliates.  B. Directly or indirectly, is applicant controlled by any bank holding company, national bank, state member bank of the Federal Reserve System, state non-member bank, savings association, credit union, or foreign bank?  If "Yes" to Item 10B, complete appropriate items on Schedule D, Page 3, Section VI, Bank Affiliates.  BD - DISCLOSURE QUESTIONS	
<ul> <li>10. A. Directly or indirectly, does applicant control, is applicant controlled by, or is applicant under common control with, any partnership, corporation, or other organization that is experiment in the securities or investment advisory business?</li> <li>If "Yes" to Item 10A, complete appropriate items on Schedule D, Page 2, Section V, Firm Affiliates.</li> <li>B. Directly or indirectly, is applicant controlled by any bank holding company, national bank, state member bank of the Federal Reserve System, state non-member bank, savings association, credit union, or foreign bank?</li> <li>If "Yes" to Item 10B, complete appropriate items on Schedule D, Page 3, Section VI, Bank Affiliates.</li> <li>BD - DISCLOSURE QUESTIONS</li> </ul>	
in the securities or investment advisory business?  If "Yes" to Item 10A, complete appropriate items on Schedule D, Page 2, Section V, Firm Affiliates.  B. Directly or indirectly, is applicant controlled by any bank holding company, national bank, state member bank of the Federal Reserve System, state non-member bank, saving association, credit union, or foreign bank?  If "Yes" to Item 10B, complete appropriate items on Schedule D, Page 3, Section VI, Bank Affiliates.  BD - DISCLOSURE QUESTIONS	
If "Yes" to Item 10A, complete appropriate items on Schedule D, Page 2, Section V, Firm Affiliates.  B. Directly or indirectly, is applicant controlled by any bank holding company, national bank, state member bank of the Federal Reserve System, state non-member bank, saving association, credit union, or foreign bank?  If "Yes" to Item 10B, complete appropriate items on Schedule D, Page 3, Section VI, Bank Affiliates.  BD - DISCLOSURE QUESTIONS	; bank (
B. Directly or indirectly, is applicant controlled by any bank holding company, national bank, state member bank of the Federal Reserve System, state non-member bank, saving association, credit union, or foreign bank?  If "Yes" to Item 10B, complete appropriate items on Schedule D, Page 3, Section VI, Bank Affiliates.  BD - DISCLOSURE QUESTIONS	; bank
association, credit union, or foreign bank?  If "Yes" to Item 10B, complete appropriate items on Schedule D, Page 3, Section VI, Bank Affiliates.  BD - DISCLOSURE QUESTIONS	
BD - DISCLOSURE QUESTIONS	
·	
11. Use the appropriate DRP for providing details to "yes" answers to the questions in Item 11. Refer to the Explanation of Terms section of Form BD Instructions for explanations of	
	italiciz
CRIMINAL DISCLOSURE	
A. In the past ten years has the applicant or a control affiliate:  (1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign or military court to any felony?	
(2) been <i>charged</i> with any <i>felony</i> ?	
B. In the past ten years has the applicant or a control affiliate:  (1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign or military court to a misdemeanor involving: investments or an investment-related by or any fraud, false statements or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, extortion, or a conspiracy to commit any of these offenses?	usiness
(2) been charged with a misdemeanor specified in 11B(1)?  REGULATORY ACTION DISCLOSURE	
C. Has the U.S. Securities and Exchange Commission or the Commodity Futures Trading Commission ever:	
(1) found the applicant or a control affiliate to have made a false statement or omission?	
(2) found the applicant or a control affiliate to have been involved in a violation of its regulations or statutes?	15
(3) found the applicant or a control affiliate to have been a cause of an investment-related business having its authorization to do business denied, suspended, revoked, or restricted an order against the applicant or a control affiliate in connection with an investment-related activity?	.ted?
(5) imposed a civil money penalty on the applicant or a control affiliate, or ordered the applicant or a control affiliate to cease and desist from any activity?	
D. Has any other federal regulatory agency, any state regulatory agency, or foreign financial regulatory authority:	
(1) ever found the applicant or a control affiliate to have made a false statement or omission or been dishonest, unfair, or unethical?	
(2) ever found the applicant or a control affiliate to have been involved in a violation of investment-related regulations or statutes?  (3) ever found the applicant or a control affiliate to have been a cause of an investment-related business having its authorization to do business denied, suspended, revoked, or	
restricted?  (4) in the past ten years, entered an <i>order</i> against the <i>applicant</i> or a <i>control affiliate</i> in connection with an <i>investment-related</i> activity?	
(5) ever denied, suspended, or revoked the <i>applicant</i> 's or a <i>control affiliate</i> 's registration or license or otherwise, by <i>order</i> , prevented it from associating with an <i>investment-relate</i>	ed
business or restricted its activities?  E. Has any self-regulatory organization or commodities exchange ever:	
(1) found the applicant or a control affiliate to have made a false statement or omission?	
<ul> <li>(2) found the applicant or a control affiliate to have been involved in a violation of its rules (other than a violation designated as a "minor rule violation" under a plan approved by U.S. Securities and Exchange Commission)?</li> <li>(3) found the applicant or a control affiliate to have been the cause of an investment-related business having its authorization to do business denied, suspended, revoked, or rest</li> </ul>	
(4) disciplined the applicant or a control affiliate by expelling or suspending it from membership, barring or suspending its association with other members, or otherwise restrictin activities?	g its
F. Has the applicant's or a control affiliate's authorization to act as an attorney, accountant, or federal contractor ever been revoked or suspended?	_
G. Is the applicant or a control affiliate now the subject of any regulatory proceeding that could result in a "yes" answer to any part of 11C, D, or E?  CIVIL JUDICIAL ACTION DISCLOSURE	-
	-
H. (1) Has any domestic or foreign court:	
H. (1) Has any domestic or foreign court:  (a) in the past ten years, enjoined the applicant or a control affiliate in connection with any investment-related activity?	
H. (1) Has any domestic or foreign court:	

#### FINANCIAL DISCLOSURE I. In the past ten years has the applicant or a control affiliate of the applicant ever been a securities firm or a control affiliate of a securities firm that: YES NO (1) has been the subject of a bankruptcy petition? $\circ$ $\odot$ (2) has had a trustee appointed or a direct payment procedure initiated under the Securities Investor Protection Act? $\odot$ J. Has a bonding company ever denied, paid out on, or revoked a bond for the applicant? $\circ$ $\odot$ K. Does the applicant have any unsatisfied judgments or liens against it? $\circ$ $\odot$

	BD - TYPES OF BUSINESS								
		ck types of business engaged in (or to be engaged in, if not yet active) by applicant. Do not check any category that accounts for (or is expected to account for) less than 1% on the securities or investment advisory business.	of annual						
A.		Exchange member engaged in exchange commission business other than floor activities.	□емс						
В.		Exchange member engaged in floor activities.	□емғ						
C.		Broker or dealer making inter-dealer markets in corporate securities over-the-counter.	□IDM						
D.		Broker or dealer retailing corporate equity securities over-the-counter.	⊌BDR						
E.		Broker or dealer selling corporate debt securities.	⊠BDD						
F.		Underwriter or selling group participant (corporate securities other than mutual funds).	□usg						
G.		Mutual fund underwriter or sponsor.	□мғи						
н.		Mutual fund retailer.	□MFR						
I.		1. U.S. government securities dealer.	□GSD						
		2. U.S. government securities broker.	□GSB						
J.		Municipal securities dealer.	□MSD						
к.		Municipal securities broker.	□мsв						
L.		Broker or dealer selling variable life insurance or annuities.	□VLA						
М.		Solicitor of time deposits in a financial institution.	□ssl						
N.		Real estate syndicator.	RES						
0.		Broker or dealer selling oil and gas interests.	□ogi						
P.		Put and call broker or dealer or option writer.	□рсв						
Q.		Broker or dealer selling securities of only one issuer or associate issuers (other than mutual funds).	□віа						
R.		Broker or dealer selling securities of non-profit organizations (e.g., churches, hospitals).	Пирв						
s.		Investment advisory services.	□IAD						
T.		1. Broker or dealer selling tax shelters or limited partnerships in primary distributions.	□тар						
		2. Broker or dealer selling tax shelters or limited partnerships in the secondary market.	□TAS						
U.		Non-exchange member arranging for transactions in listed securities by exchange member.	□NEX						
V.		Trading securities for own account.	□TRA						
w.		Private placement of securities.	□PLA						
x.		Broker or dealer selling interests in mortgages or other receivables.	□mri						
Y.		Broker or dealer involved in a networking, kiosk or similar arrangement with a:							
		1. bank, savings bank or association, or credit union.	□вна						
		2. insurance company or agency	□INA						
Z.		Other (give details on Schedule D, Page 1, Section II, Other Business)	<b></b> ОТН						
13 ^	_	Does applicant effect transactions in commodity futures, commodities or commodity options as a broker for others or as a dealer for its own account?		s NO					
			0	•					
В.	. С	Does applicant engage in any other non-securities business?	0	⊙					

	YES	S N	0
3. A. Does applicant effect transactions in commodity futures, commodities or commodity options as a broker for others or as a dealer for its own account?	0	e	•
B. Does applicant engage in any other non-securities business?	0	e	•
If "yes", describe each other business briefly on Schedule D, Page 1, Section II, Other Business.			

BD - DIRECT OWNERS/EXECUTIVE OFFICERS							
Are there any indirect owners of the applicant required to be reported on Schedule B?							
⊙ Yes C No							

Ownership Codes:	NA	- less than 5%	B - 10% but less than 25%			- 50% but less than 75%
	A	- 5% but less than 10%	С	- 25% but less than 50%	E	- 75% or more

Full Legal Name	DE/FE/I	Title or Status	Date Acquired	Own. Code	Control Person	PR	CRD #(or S.S.No., IRS Tax #, Emp. ID)
NEYMAN, ARKADIY	I	CCO, POO, PFO, FINOP	06/2023	NA	N	N	2775768
TZERO BROKER SERVICES LLC	DE	MEMBER	06/2021	E	Υ	N	84-4457763
VLASTAKIS, ALEX	I	PRESIDENT	06/2021	NA	Υ	N	4141268

Ownership Codes:	C - 25% but less than 50%	E - 75% or more
	D - 50% but less than 75%	F - Other General Partners

Full Legal Name	DE/FE/I	Entity in Which Interest is Owned	Status	Date Acquired	Own. Code	Control Person	PR	R CRD # (or SSN, IRS Tax #, Emp. ID)
MEDICI VENTURES, L.P.	DE	TZERO GROUP, INC.	SHAREHOLDER	01/2016	С	Υ	N	81-3820993
OVERSTOCK.COM, INC.	DE	TZERO GROUP, INC.	SHAREHOLDER	09/2016	С	Υ	Υ	87-0634302
OVERSTOCK.COM, INC.	DE	MEDICI VENTURES, L.P.	LIMITED PARTNER	04/2021	E	N	Υ	87-0634302
PELION MV GP. L.L.C.	DE	MEDICI VENTURES, L.P.	GENERAL PARTNER	04/2021	F	Υ	N	86-3550875
TZERO GROUP, INC.	DE	TZERO BROKER SERVICES, LLC	MEMBER	06/2021	E	Υ	N	47-2409269

#### BD Schedule C - Amendments to Schedules A & B

In the Type of Amd. column, indicate "A" (addition), "D" (deletion), or "C" (change of information about the same person).								
Ownership Codes are:	NA - less than 5%	B - 10% but less than 25%	D - 50% but less than 75%	F - Other General Partners				
	A - 5% but less than 10%	C - 25% but less than 50%	E - 75% or more					

List below all changes to Schedule A: (DIR	

Full Legal Name	DE/FE/I	Type of Amd.	Title or Status	Date Acquired	Own. Code	Control Person	PR	CRD # (or SSN, IRS Tax #, Emp. ID)

#### No Information Filed

List below all changes to Schedule B: (INDIRECT OWNERS)

Full Legal Name	DE/FE/I	Type of Amd.	Entity in Which Interest is Owned	Status	Date Acquired	Own. Code	Control Person	PR	CRD # (or SSN, IRS Tax #, Emp. ID)

#### **No Information Filed**

**BD - OTHER BUSINESS NAMES** No Information Filed

#### **BD - OTHER BUSINESS**

Briefly describe any other business (Item 12Z).

ACT IN THE CAPACITY OF A SELF-CLEARING BROKER-DEALER SPECIAL PURPOSE DIGITAL ASSETS BROKER-DEALER, ALL BUSINESS ACTIVITIES ARE LIMITED TO DIGITAL ASSET SECURITIES TRADING INVESTMENT CONTRACT DIGITAL ASSET SECURITIES OVER THE COUNTER ON-LINE TRADING/ELECTRONIC TRADING SELF CLEARANCE AND SETTLEMENT FULLY DISCLOSED CORRESPONDENT CLEARING FOR OTHER BROKER DEALERS CUSTODIAN FOR CUSTOMER OF BROKER-DEALERS TRADING DIGITAL ASSET SECURITIES IN ACCORDANCE WITH THE 3 STEP PROCESS OR THE 4 STEP PROCESS

Briefly describe any other non-securities business (Item 13B).

**BD - SUCCESSIONS** 

Date of Succession: MM/DD/YYYY Name of Predecessor:

Firm CRD Number IRS Employer Identification Number (if any) SEC File Number (if any)

Briefly describe details of the succession including any assets or liabilities not assumed by the successor.

**BD - ARRANGEMENTS / CONTROL PERSONS / FINANCING** 

#### **No Information Filed**

#### **BD - AFFILIATES** Business

The details supplied relate to:

SPEEDROUTE LLC

Partnership, Corporation, or Organization Name CRD Number (if any) 104138

The Partnership, Corporation, or Organization

C controls applicant

O is controlled by applicant

lacktriangledown is under common control with applicant

**Business Address** 

Street 1

525 WASHINGTON BLVD

Street 2 SUITE 300

City State JERSEY CITY New Jersey Country Zip/Postal Code 07310

Effective Date (MM/DD/YYYY)

Termination Date (MM/DD/YYYY)

Is Partnership, Corporation or Organization a foreign entity?

O Yes ⊙ No.

If Yes, provide country of domicile or incorporation

Activities of this Partnership, Corporation, or Organization:

**Securities Activities** Yes ○No

C Yes ⊙No

**Investment Advisory Activities** Briefly describe the control relationship

TZERO DIGITAL ASSET SECURITIES LLC AND SPEEDROUTE LLC ARE BOTH OWNED BY MEDICI VENTURES, L.P.

Business

The details supplied relate to:

Partnership, Corporation, or Organization Name TZERO MARKETS

CRD Number (if any)

304537

The Partnership, Corporation, or Organization

_					
is controlled by applicant					
is under common control with applicant					
Business Address Street 1		Street 2			
525 WASHINGTON BLVD		SUITE 300			
City   JERSEY CITY	<b>State</b> New Jersey	Country	Zip/Postal Code 07310		
Effective Date (MM/DD/YYYY)	,	Termination D	ate (MM/DD/YYYY)		
06/02/2021 Is Partnership, Corporation or Organization a f	oreign entity?	If Yes, provide	country of domicile or incorp	poration	
CYes ⊙No				-	
Activities of this Partnership, Corporation, or C Securities Activities	rganization:				
Investment Advisory Activities	⊙ Yes ೧No				
Briefly describe the <i>control</i> relationship	C Yes <sup>⊙</sup> No				
TZERO DIGITAL ASSET SECURITIES LLC IS INDIREC	TLY OWNED BY TZ	ERO GROUP, INC, WH	ICH DIRECTLY OWNES TZERO M	MARKETS LLC.	
			Business		
The details supplied relate to:					
Partnership, Corporation, or Organization Nam	e	CRD Number (if ar	ıy)		
TZERO ATS, LLC The Partnership, Corporation, or Organization		123421			
C controls applicant					
is controlled by applicant					
is under common control with applicant Business Address					
Street 1		Street 2			
525 WASHINGTON BLVD City	State	SUITE 300 Country	Zip/Postal Code		
JERSEY CITY	New Jersey	_	07310		
Effective Date (MM/DD/YYYY) 06/02/2021		Termination Date	(MM/DD/YYYY)		
Is Partnership, Corporation or Organization a f	oreign entity?	If Yes, provide co	untry of domicile or incorpora	ation	
○ Yes ○ No Activities of this Partnership, Corporation, or O	rganization:				
Securities Activities	⊙ Yes ○No				
Investment Advisory Activities					
Briefly describe the <i>control</i> relationship	C Yes <sup>⊙</sup> No				
TZERO DIGITAL ASSET SECURITIES LLC AND	TZERO ATS LLC AF	RE BOTH OWNED BY T	ZERO BROKER SERVICES, LLC.		
		ВІ	D - BRANCHES		
		No Inf	ormation Filed		
		BD -	- CRIMINAL DRP		
			Information Filed		
		BD - REGI	JLATORY ACTION DRP		
This Disclosure Reporting Page (DRP BD) is an CIN	ITIAL OR ® AME	ENDED response used	to report details for affirmative	responses to Items 11C, 11D	. 11E, 11F or 11G of Form BD;
Check item(s) being responded to:					
		n-			
person					
□11C(1)	11C(5)	Ke	gulatory Action	□11	E(3)
	11C(5) 11D(1)	Ke	□11D(4) □11D(5)	□ <b>11</b> □ <b>11</b>	
□11C(2)		ke	□11D(4)		E(4)
□11C(2) □11C(3)	11D(1)	ке	□11D(4) □11D(5)	□11	E(4) F
□11C(2) □11C(3)	11D(1) 11D(2) 11D(3)		□11D(4) □11D(5) □11E(1) ☑11E(2)	□11 □11 □11	E(4) F G
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□11C(2) □11C(3) □11C(4) Use a separate DRP for each event or <i>proceeding</i> . A One event may result in more than one affirmative more than one regulator, provide details to each act	11D(1) 11D(2) 11D(3) In event or proceed. answer to Items 11 ion on a separate D	<i>ling</i> may be reported f .C, 11D, 11E, 11F or 1 .DRP.	□11D(4) □11D(5) □11E(1) □11E(2)  For more than one <i>person</i> or entite that the control of the c	111 111 111 111 111 111 111 111 111 11	E(4) F G mpleted Execution Page. nt. If an event gives rise to actions by
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	NOTE: The completion of this form d	oes <u>not</u> relieve the <i>control affiliate</i>	or its obligation to update its CRD records.		
PAR	T II				
1.	Regulatory Action initiated by:				
	SEC Other Federal State				
	(Full name of regulator, foreign finance	cial regulatory authority, federal, s	itate, or <i>SRO</i> )		
2.	Principal Sanction:				
	Other Sanctions:				
3.	Date Initiated (MM/DD/YYYY):				
	CExact CExplanation				
	If not exact, provide explanation:				
4.	Docket/Case Number:				
_					
5.	Control Affiliate Employing Firm wher	activity occurred which led to the	regulatory action (if applicable):		
6.	Principal Product Type:				
	Other Product Types:				
7.	Describe the allegations related to thi	is regulatory action. (The informat	ion must fit within the space provided.)		
0					
8.	Current status ? C Pending C On	Appeal C Final			
9.	If on appeal, regulatory action appea	led to: (SEC, SRO, Federal or State	e Court) and Date Appeal Filed:		
If Fii	nal or On Appeal, complete all item	s below. For Pending Actions, o	complete Item 13 only.		
10.	How was matter resolved:				
11.	Resolution Date (MM/DD/YYYY):				
	©Exact ©Explanation				
	If not exact, provide explanation:				
12. <b>I</b>	Resolution Detail:				
	A. Were any of the following Sanctions	Ordered? (Check all appropriate it	ems):		
	☐Monetary/Fine		Amount: \$		
	Revocation/Expulsion/Denial		□Disgorgement/Restitut		
	Censure		Cease and Desist/Inju	nction	
	Bar B. Other Sanctions Ordered:		Suspension		
	C. Sanction details if suspended, enjoin	ad or barrod, provide duration inc	luding start date and capacities affected (General Secur	itios Principal, Financial Operations Principal, etc.). I	·
	requalification by exam/retraining w	as a condition of the sanction, pro-	vide length of time given to requalify/retrain, type of ex netary compensation, provide total amount, portion lev	am required and whether condition has been satisfie	ed. If
	portion of penalty was waived.				
13.	Provide a brief summary of details re	lated to the action status and (or)	disposition and include relevant terms, conditions and	dates. (The information must fit within the space pro	vided.)
This	Disclosure Reporting Page (DRP BD) is	an CINITIAL OR CAMENDED	response used to report details for affirmative respons	es to <i>Items 11C, 11D, 11E, 11F or 11G</i> of Form B	SD;
Chec	ck item(s) being responded to:				
			Regulatory Action		
***************************************	1C(1)	☑11C(5)	□11D(4)	□11E(3)	
	1C(2) 1C(3)	□11D(1) □11D(2)	□11D(5) □11E(1)	□11E(4) □11F	
	1C(4)	□11D(2) □11D(3)	□11E(1) □11E(2)	□11r □11G	
			y be reported for more than one <i>person</i> or entity using		
			), $11E$ , $11F$ or $11G$ . Use only one DRP to report details r	elated to the same event. If an event gives rise to a	ctions by
	e than one regulator, provide details to		ling. Should they be provided, they will not be accepted	as disclosure in liqu of answering the questions on the	hic DDD
	·	·	D, such <i>control affiliate</i> need only complete Part I of the		
subn	mitted on the control affiliate's appropri-	ate DRP (BD) or DRP (U4). If a <i>cor</i>	or such control armate need only complete Part 1 of the introl affiliate is an individual or organization <u>not</u> registe relieve the <i>control affiliate</i> of its obligation to update it	red through the CRD, provide complete answers to a	
PAR	ті				
A. T	The person(s) or entity(ies) for whom th	nis DRP is being filed is (are):			
(	C The Applicant				
(	Applicant and one or more contr	ol affiliates			
(	One or more control affiliates				
			ntrol affiliate below (for individuals, Last name, First na		
			. If not, indicate "non-registered" by checking the appro		

BD DRP - Control Affiliate

	ntrol Affiliate Name RO ATS, LLC	CRD# 123421	Registered	
-	·			
	This DRP should be removed from the BD record because the	control affiliate(s) are	no longer associated with the BD.	
В.	If the <i>control affiliate</i> is registered through the CRD, has the <i>contro</i> information on this DRP must be provided.	<i>l affiliate</i> submitted a DRF	(with Form U4) or BD DRP to the CRI	O System for the event? If the answer is "Yes," no other
	⊙ Yes C No			
	NOTE: The completion of this form does <u>not</u> relieve the <i>control affin</i>	liate of its obligation to up	date its CRD records.	
PART	п			
1.	Regulatory Action initiated by:			
	$ \begin{tabular}{ll} C SEC & C Other Federal & C State & C SRO & C Foreign \\ (Full name of regulator, foreign financial regulatory authority, federal contents) & C SEC & C SRO & C Foreign \\ (Full name of regulator, foreign financial regulatory authority, federal contents) & C SEC & C SRO & C Foreign \\ (Full name of regulator, foreign financial regulatory) & C SEC & C SE$	al, state, or <i>SRO</i> )		
2.	Principal Sanction:			
	Other Sanctions:			
3.	Date Initiated (MM/DD/YYYY):			
	© Exact © Explanation If not exact, provide explanation:			
	If not exact, provide explanation.			
4.	Docket/Case Number:			
5.	Control Affiliate Employing Firm when activity occurred which led to	the regulatory action (if	applicable):	
6.	Principal Product Type:			
	Other Product Types:			
7.	Describe the allegations related to this regulatory action. (The infor	mation must fit within the	space provided.)	
8.	Current status ? C Pending C On Appeal C Final			
9.	If on appeal, regulatory action appealed to: (SEC, SRO, Federal or	State Court) and Date App	peal Filed:	
If Fir	nal or On Appeal, complete all items below. For Pending Action	ns, complete Item 13 or	nly.	
10.	How was matter resolved:			
11.	Resolution Date (MM/DD/YYYY):  CExact CExplanation			
	If not exact, provide explanation:			
12. <b>F</b>	tesolution Detail:			
	A. Were any of the following Sanctions Ordered? (Check all appropria	te items):		
	Monetary/Fine		Amount: \$	
	Revocation/Expulsion/Denial Censure		☐ Disgorgement/Restitution☐ Cease and Desist/Injunction	_
	□Bar		Suspension	
1	3. Other Sanctions Ordered:			
	C. Sanction detail: if suspended, enjoined or barred, provide duration requalification by exam/retraining was a condition of the sanction, disposition resulted in a fine, penalty, restitution, disgorgement or portion of penalty was waived:	provide length of time give	ven to requalify/retrain, type of exam	required and whether condition has been satisfied. If
13.	Provide a brief summary of details related to the action status and	(or) disposition and includ	e relevant terms, conditions and date	s. (The information must fit within the space provided.)
	Disclosure Reporting Page (DRP BD) is an CINITIAL OR GAMENI	<b>DED</b> response used to rep	ort details for affirmative responses to	Items 11C, 11D, 11E, 11F or 11G of Form BD;
	(v)gp	Pegulata	ry Action	
□1:	IC(1)	Regulato	11D(4)	□11E(3)
□1:	LC(2)		□11D(5)	□11E(4)
_	IC(3) 11D(2)		11E(1)	□11F
	LC(4)	may be reported for more	☑11E(2)	□11G
One	a separate DRP for each event or <i>proceeding</i> . An event or <i>proceeding</i> event may result in more than one affirmative answer to Items 11C, than one regulator, provide details to each action on a separate DRF	11D, 11E, 11F or 11G. Us	· · · · · ·	
It is	not a requirement that documents be provided for each event or proc	ceeding. Should they be p	rovided, they will not be accepted as o	disclosure in lieu of answering the questions on this DRP.
subn	control affiliate is an individual or organization registered through the nitted on the control affiliate's appropriate DRP (BD) or DRP (U4). If he applicant's appropriate DRP (BD). The completion of this DRP does	a control affiliate is an indi	ividual or organization not registered t	hrough the CRD, provide complete answers to all the items

A. The person(s) or entity(ies) for whom this DRP is being filed is (are):

(	The Applicant				
(	Applicant and one or more control af	filiates			
-	One or more control affiliates				
	this DRP is being filed for a control affiliate, the control affiliate is registered with the CF				
BD	DRP - Control Affiliate				]
	ntrol Affiliate Name EDROUTE LLC		CRD# 104138	Registered Y	-
Ξ				<u>'</u>	-
	This DRP should be removed from the E	BD record because the	control affiliate(s) a	re no longer associated with the BD	).
В.	If the <i>control affiliate</i> is registered through information on this DRP must be provided.  • Yes • No	the CRD, has the control	affiliate submitted a I	DRP (with Form U4) or BD DRP to the CF	RD System for the event? If the answer is "Yes," no other
	NOTE: The completion of this form does no	at relieve the control affili	ate of its obligation to	undate its CPD records	
PART	· · · · · · · · · · · · · · · · · · ·	<u></u> relieve die condroi diiii	ate of its obligation to	apade to etta recorda	
1.	Regulatory Action initiated by:				
	OSEC Oother Federal OState O				
	(Full name of regulator, foreign financial re	gulatory authority, federa	al, state, or SRO)		
2.	Principal Sanction:				
	Other Sanctions:				
	other Sanctions.				
3.	Date Initiated (MM/DD/YYYY):				
	C Exact C Explanation  If not exact, provide explanation:				
	I not exact, provide explanation				
4.	Docket/Case Number:				
5.	Control Affiliate Employing Firm when activ	rity occurred which led to	the regulatory action	(if applicable):	
6.	Principal Product Type:				
0.	Other Product Types:				
	other Froduct Types.				
7.	Describe the allegations related to this regu	ulatory action. (The inform	mation must fit within	the space provided.)	
8.	Current status ? C Pending C On Appe	al <sup>©</sup> Final			
9.	If on appeal, regulatory action appealed to	: (SEC, SRO, Federal or S	state Court) and Date	Appeal Filed:	
If Fir	nal or On Appeal, complete all items belo	ow. For Pending Action	s, complete Item 13	only.	
10.	How was matter resolved:				
11.	Resolution Date (MM/DD/YYYY):				
	© Exact © Explanation  If not exact, provide explanation:				
12 [	Resolution Detail:				
	A. Were any of the following Sanctions Order	ed? (Check all appropriat	e items):		
	Monetary/Fine			Amount: \$	
	Revocation/Expulsion/Denial			Disgorgement/Restitution	
	□Censure □Bar			☐Cease and Desist/Injuncti ☐Suspension	ion
	3. Other Sanctions Ordered:			- Suspension	
	requalification by exam/retraining was a c	ondition of the sanction,	provide length of time	given to requalify/retrain, type of exam	es Principal, Financial Operations Principal, etc.). If n required and whether condition has been satisfied. If against <i>applicant</i> or <i>control affiliate</i> , date paid and if any
13.	Provide a brief summary of details related	to the action status and (	or) disposition and inc	lude relevant terms, conditions and date	es. (The information must fit within the space provided.)
	Disclosure Reporting Page (DRP BD) is an C	INITIAL OR @ AMEND	PED response used to	report details for affirmative responses t	to <i>Items 11C, 11D, 11E, 11F or 11G</i> of Form BD;
CileC	k item(a) being responded to:		D !	atory Action	
<b>□</b> 1:	IC(1)	□11C(5)	Keguli	atory Action  11D(4)	□11E(3)
_	LC(2)	□11D(1)		□11D(5)	□11E(4)
	IC(3)	□11D(2)		□11E(1)	□11F
	LC(4)	11D(3)	may be reported for	11E(2)	$\Box$ <b>11G</b> e DRP. File with a completed Execution Page.
use i	a separate DNF 101 each event of proceeding	. An event of proceeding	may be reported for r	note than one <i>person</i> or entity using one	e Divi. Tile with a completed execution Page.

more than one regulator, provide details to each action on a separate DRP. It is not a requirement that documents be provided for each event or proceeding. Should they be provided, they will not be accepted as disclosure in lieu of answering the questions on this DRP. If a control affiliate is an individual or organization registered through the CRD, such control affiliate need only complete Part I of the applicant's appropriate DRP (BD). Details of the event must be submitted on the control affiliate's appropriate DRP (BD) or DRP (U4). If a control affiliate is an individual or organization not registered through the CRD, provide complete answers to all the items on the applicant's appropriate DRP (BD). The completion of this DRP does not relieve the control affiliate of its obligation to update its CRD records. A. The person(s) or entity(ies) for whom this DRP is being filed is (are): ○ The Applicant Applicant and one or more control affiliates One or more control affiliates If this DRP is being filed for a *control affiliate*, give the full name of the *control affiliate* below (for individuals, Last name, First name, Middle name). If the *control affiliate* is registered with the CRD, provide the CRD number. If not, indicate "non-registered" by checking the appropriate checkbox. BD DRP - Control Affiliate **Control Affiliate Name** CRD# Registered SPEEDROUTE LLC 104138 ☐ This DRP should be removed from the BD record because the control affiliate(s) are no longer associated with the BD. В. If the control affiliate is registered through the CRD, has the control affiliate submitted a DRP (with Form U4) or BD DRP to the CRD System for the event? If the answer is "Yes," no other information on this DRP must be provided. Yes ○ No NOTE: The completion of this form does <u>not</u> relieve the *control affiliate* of its obligation to update its CRD records. PART II 1. Regulatory Action initiated by: OSEC Oother Federal OState OSRO OForeign (Full name of regulator, foreign financial regulatory authority, federal, state, or SRO) Principal Sanction: 2. Other Sanctions: Date Initiated (MM/DD/YYYY): 3. CExact C Explanation If not exact, provide explanation: Docket/Case Number: 5. Control Affiliate Employing Firm when activity occurred which led to the regulatory action (if applicable): 6. Principal Product Type: Other Product Types: 7. Describe the allegations related to this regulatory action. (The information must fit within the space provided.) 8. Current status ? Opending On Appeal Ofinal 9. If on appeal, regulatory action appealed to: (SEC, SRO, Federal or State Court) and Date Appeal Filed: If Final or On Appeal, complete all items below. For Pending Actions, complete Item 13 only. 10. How was matter resolved: 11. Resolution Date (MM/DD/YYYY): CExact CExplanation If not exact, provide explanation: 12. Resolution Detail: A. Were any of the following Sanctions Ordered? (Check all appropriate items): Amount: \$ Monetary/Fine □ Disgorgement/Restitution Revocation/Expulsion/Denial Censure Cease and Desist/Injunction □Bar Suspension B. Other Sanctions Ordered: C. Sanction detail: if suspended, enjoined or barred, provide duration including start date and capacities affected (General Securities Principal, Financial Operations Principal, etc.). If requalification by exam/retraining was a condition of the sanction, provide length of time given to requalify/retrain, type of exam required and whether condition has been satisfied. If disposition resulted in a fine, penalty, restitution, disgorgement or monetary compensation, provide total amount, portion levied against applicant or control affiliate, date paid and if any portion of penalty was waived: 13. Provide a brief summary of details related to the action status and (or) disposition and include relevant terms, conditions and dates. (The information must fit within the space provided.)

One event may result in more than one affirmative answer to Items 11C, 11D, 11E, 11F or 11G. Use only one DRP to report details related to the same event. If an event gives rise to actions by

BD - BANKRUPTCY DRP
No Information Filed
BD - BOND DRP

No Information Filed
BD - JUDGMENT LIEN DRP

No Information Filed

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Privacy | Legal | Terms & Conditions

## FORM BD UNIFORM APPLICATION FOR BROKER-DEALER REGISTRATION

BD Number: 123421

Primary Business Name: TZERO ATS, LLC

BD - AMENDMENT 05/12/2023

		BD - APPLICA	ANT INFORMATION	ı	
OMB N	lumber323	5-0012			
Estima Respo	sted average burden hours per: nse				
		of business as a broker-dealer would violation.	ate the Federal securiti	e failure to keep accurate books and records or otherwise to comply with tities laws and the laws of the <i>jurisdictions</i> and may result in disciplinary,	the
		C APPLICATE	ON © AMENDMENT	IT	
1. Exa	act name, principal business address, mailing ac	ddress, if different, and telephone number	of applicant:		
A.	Full name of applicant(if sole proprietor, state TZERO ATS, LLC	e last, first and middle name):			
В.	IRS Empl. Ident. No.: 35-2178849				
C.	(1) Name under which broker-dealer business TZERO ATS, LLC	s primarily is conducted, if different from I	tem 1A.		
	(2) List on Schedule D, Page 1, Section I, Oth	ner Business Names any other name by wh	nich the firm conducts	s business and where it is used.	
D.	If this filing makes a name change on behalf on applicant name (1A) or business name Please check above.		pecify whether the nar	ame change is of the	
E.	Firm main address: (Do not use a P.O. Box)				
	Number and Street 1: 525 WASHINGTON BLVD		Number and Street SUITE 300	:t 2:	
	City: JERSEY CITY	State: New Jersey	Country: USA	Zip/Postal Code: 07310	
F.	Mailing Address, if different:	,			
	Number and Street 1:		Number and Stree	eet 2:	
	525 WASHINGTON BLVD City:	State:	SUITE 300 Country:	Zip/Postal Code:	
	JERSEY CITY	New Jersey	USA	07310	
G.	<b>Business Telephone Number:</b> 917-359-9168				
Н.	Contact Employee: Name:	Title:		Telephone Number:	
	ALEX VLASTAKIS	PRESIDENT		347 482 2230	
		BD - I	EXECUTION		
For the application success connection process.	ant is in compliance with applicable state surety sors in such office, attorney for the applicant in ttion with the offer or sale of securities or comm	<ul> <li>bonding requirements and irrevocably apply and State(s), upon whom may be served modities, or out of the violation or alleged via any court of competent jurisdiction and</li> </ul>	point the administrator any notice, process, c violation of the laws of proper venue within s	of securities or commodities, the undersigned and applicant hereby certify or of each of those State(s) or such other person designated by law, and to or pleading in any action or proceeding against the applicant arising out of those State(s), and the applicant hereby consents that any such action said State(s) by service of process upon said appointee with the same eff	the of or in or
the ap		ication for a protective decree filed by the	Securities Investor Pro	nd Exchange Commission or any self-regulatory organization in connectior rotection Corporation, may be given by registered or certified mail or conf and 1F.	
inform	ation and statements contained herein, includin	ng exhibits attached hereto, and other infor	rmation filed herewith,	n the authority of, said <i>applicant</i> . The undersigned and <i>applicant</i> represent h, all of which are made a part hereof, are current, true and complete. The such information is currently accurate and complete.	
<b>Date</b> 05/12	<b>MM/DD/YYYY</b> /2023		Name of Applica TZERO ATS, LLC	ant	
	orized Signatory ONISHCHUK		<b>Title</b> CCO		
Subscr	ibed and sworn before me this day	y of,Year	by		
	Public nmission expires County of	State of			
		BD - SECURITIES AN	D EXCHANGE COMM	MISSION	
2. Indi	cate by checking the appropriate box(es) each				V
If ann	icant is registered or registering with the SEC	-hl. hd T4 24 4h 1	D balaw		

A. Is applicant registered or regis	tering as a broker-dealer under Se	ction 15(b) or Section 15B of the	ne Securities Exchange Act of 1934?		e	0
B. Is applicant registered or regis     or dealer?	tering as a broker-dealer under Se	ction 15(b) of the Securities Ex	change Act of 1934 and also acting o	r intending to act as a government securities br	oker C	
	tering solely as a government secu	rities broker or dealer under So	ection 15C of the Securities Exchange	Act of 1934?	_	
	C if applicant answered "yes" to Ite				С	•
	es as a government securities broke				_	
			registration as a government securi	ties broker or dealer under Section 15C of the S	C	
Exchange Act of 1934. See "Instru		onsents to the withdrawar or its	registration as a government securi	les blokel of dealer under Section 150 of the 5	ecuricie	<b></b>
		SECURITY FUTURES P	RODUCTS ACTIVITIES			
				annot be utilized until the SEC approves rules re	elating t	o the
form and content of such reportin	g.)					
		PP 6P0 / W	IDTORTOTON			
		BD - SRO / JU	RY ORGANIZATIONS			
<b>▼</b> FINRA	☐ CBOE BZX	☐ ISE	☐ MIAX OPTION			
Вох	CBOE C2	☐ ISE GEMX	□NQX	☐ NYSE-NAT		
□ BX	☐ CBOE EDGA ☐ CBOE EDGX	☐ ISE MRX	□ NYSE	□ NqLX □ PHLX		
CBOE		LTSE	□ NYSE-AMER			
CBOE BYX	□ IEX	□ MEMX	☐ NYSE-ARCA	☐ MIAX PEARL ☐ MIAX EMERALD		
		BD - JURI	SDICTION			
<b>☑</b> Alabama	<b>☑</b> Illinois		✓ Montana	<b>▽</b> Puerto Rico		
✓ Alaska	☑ Indian		✓ Nebraska	✓ Rhode Island		
✓ Arizona	<b>☑</b> Iowa		✓ Nevada	✓ South Carolina		
✓ Arkansas	<b>✓</b> Kansas		✓ New Hampshire	☑ South Dakota		
☑ California	<b>☑</b> Kentud		✓ New Jersey	☑ Tennessee		
☑ Colorado	<b>☑</b> Louisia	na	✓ New Mexico	▼ Texas		
☑ Connecticut	✓ Maine		✓ New York	☑ Utah ☑ Vermont		
✓ Delaware ✓ District of Columbia	✓ Maryla ✓ Massad		✓ North Carolina ✓ North Dakota	✓ Vermont ✓ Virgin Islands		
Florida	₩ Michig		✓ Ohio	✓ Virginia		
✓ Georgia	✓ Minnes		✓ Oklahoma	✓ Washington		
<b>▼</b> Hawaii	✓ Mississ		✓ Oregon	✓ West Virginia		
<b>☑</b> Idaho	<b>☑</b> Missou	ri	Pennsylvania	✓ Wisconsin		
				<b>☑</b> Wyoming		
		BD - LEGA	L STATUS			
<ol> <li>A. Indicate legal status of appli</li> <li>Corporation</li> </ol>	cant:  Sole Propriet	orshin		Other (specify)		
© Partnership	© Limited Liabi	-		other (specify)		
B. Month applicant's fiscal year		іту Сотрапу				
DECEMBER	enus.					
C. If other than a sole proprieto entity was formed):	or, indicate date and place applican	obtained its legal status (i.e.,	state or country where incorporated,	where partnership agreement was filed, or whe	ere <i>appl</i>	licant
State of formation: Delaware	Country o USA	formation:	Date of formation: 08/21/2002	MM/DD/YYYY		
		if applicable, Schedule B, Indir		ed as part of all initial applications. Amendments	s to the	se
schedules must be provided	on Schedule C.					
	or, state full residence address and	Social Security Number.				
Social Security Number: Number and Street 1:		Number and Stre	et 2:			
City:		State:	Country:	Zip/Postal Code:		
		BD - SUC	CESSION			
			-doalor?		YES	NO
E Is applicant at the time of this	filing succeeding to the business				⊙	$\circ$
	s filing succeeding to the business of		dealer:			
Do not report previous succes	sions already reported on Form BD					
Do not report previous succes						
Do not report previous succes	sions already reported on Form BD		≥ 1, Section III.			
Do not report previous succes  If "Yes," contact CRD prior to	sions already reported on Form BD submitting form; complete appropi	riate items on Schedule D, Page BD - ARRA	e 1, Section III.			Yes No
Do not report previous succes  If "Yes," contact CRD prior to	sions already reported on Form BD	riate items on Schedule D, Page BD - ARRA	e 1, Section III.			Yes No
Do not report previous succes  If "Yes," contact CRD prior to  5. Does applicant hold or maintain	sions already reported on Form BD submitting form; complete appropi n any funds or securities or provide	. riate items on Schedule D, Page BD - ARRA clearing services for any other	e 1, Section III.			<b>⊙</b> ೧
Do not report previous succes  If "Yes," contact CRD prior to  6. Does applicant hold or maintain  7. Does applicant refer or introduce	sions already reported on Form BD submitting form; complete appropi	BD - ARRA clearing services for any other	e 1, Section III.			

8. Does <i>applicant</i> have any arrangement with any other <i>person</i> , firm, or organization under which:		
A. any books or records of <i>applicant</i> are kept or maintained by such other <i>person</i> , firm or organization?	,	•
B. accounts, funds, or securities of the <i>applicant</i> are held or maintained by such other <i>person</i> , firm, or organization?		
		0
C. accounts, funds, or securities of customers of the <i>applicant</i> are held or maintained by such other <i>person</i> , firm, or organization?	C	0
For purposes of 8B and 8C, do not include a bank or satisfactory control location as defined in paragraph(c) of Rule 15c3-3 under the Securities Exchange Act of 1934 (17 CFR 240. 15c3-3).		
If "Yes" to any part of Item 8, complete appropriate items on Schedule D, Page 1, Section IV, Arrangement Detail.		
9. Does any <i>person</i> not named in Item 1 or Schedules A, B, or C, directly or indirectly:		
A. control the management or policies of the applicant through agreement or otherwise?		0
B. wholly or partially finance the business of applicant?		0
Do not answer "yes" to 9B if the person finances the business of the applicant through: 1) a public offering of securities made pursuant to the Securities Act of 1933; 2) credit exter		
in the ordinary course of business by suppliers, banks, and others; or 3) a satisfactory subordination agreement, as defined in Rule 15c3-1 under the Securities Exchange Act of 193 (17 CFR 240. 15c3-1).  If "Yes" to any part of Item 9, complete appropriate items on Schedule D, Page 1, Section IV, Arrangement Detail.		
BD - BUSINESS AFFILIATES		
BD - Control Affiliates		
		ES
10. A. Directly or indirectly, does applicant control, is applicant controlled by, or is applicant under common control with, any partnership, corporation, or other organization that is engaged in the securities or investment advisory business?	∍d ⊙	9
If "Yes" to Item 10A, complete appropriate items on Schedule D, Page 2, Section V, Firm Affiliates.		
B. Directly or indirectly, is applicant controlled by any bank holding company, national bank, state member bank of the Federal Reserve System, state non-member bank, savings bar association, credit union, or foreign bank?	k or C	5
If "Yes" to Item 10B, complete appropriate items on Schedule D, Page 3, Section VI, Bank Affiliates.		
BD - DISCLOSURE QUESTIONS		
11. Use the appropriate DRP for providing details to "yes" answers to the questions in Item 11. Refer to the Explanation of Terms section of Form BD Instructions for explanations of itali	cized te	ern
CRIMINAL DISCLOSURE		
	YE	ES
A. In the past ten years has the <i>applicant</i> or a <i>control affiliate</i> :  (1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign or military court to any <i>felony</i> ?	YE O	
<ul><li>A. In the past ten years has the applicant or a control affiliate:</li><li>(1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign or military court to any felony?</li><li>(2) been charged with any felony?</li></ul>		)
<ul><li>A. In the past ten years has the applicant or a control affiliate:</li><li>(1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign or military court to any felony?</li><li>(2) been charged with any felony?</li></ul>	o o ess, o	)
A. In the past ten years has the applicant or a control affiliate:  (1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign or military court to any felony?  (2) been charged with any felony?  B. In the past ten years has the applicant or a control affiliate:  (1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign or military court to a misdemeanor involving: investments or an investment-related busing or any fraud, false statements or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, extortion, or a conspiracy to commit any of these offenses?	0	)
A. In the past ten years has the applicant or a control affiliate:  (1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign or military court to any felony?  (2) been charged with any felony?  B. In the past ten years has the applicant or a control affiliate:  (1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign or military court to a misdemeanor involving: investments or an investment-related busing or any fraud, false statements or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, extortion, or a conspiracy to commit any of these offenses?  (2) been charged with a misdemeanor specified in 11B(1)?  REGULATORY ACTION DISCLOSURE	o o ess, o	)
A. In the past ten years has the applicant or a control affiliate:  (1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign or military court to any felony?  (2) been charged with any felony?  B. In the past ten years has the applicant or a control affiliate:  (1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign or military court to a misdemeanor involving: investments or an investment-related busing or any fraud, false statements or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, extortion, or a conspiracy to commit any of these offenses?  (2) been charged with a misdemeanor specified in 11B(1)?  REGULATORY ACTION DISCLOSURE  C. Has the U.S. Securities and Exchange Commission or the Commodity Futures Trading Commission ever:  (1) found the applicant or a control affiliate to have made a false statement or omission?	o o ess, o o	) ) )
A. In the past ten years has the applicant or a control affiliate:  (1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign or military court to any felony?  (2) been charged with any felony?  B. In the past ten years has the applicant or a control affiliate:  (1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign or military court to a misdemeanor involving: investments or an investment-related busing or any fraud, false statements or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, extortion, or a conspiracy to commit any of these offenses?  (2) been charged with a misdemeanor specified in 11B(1)?  REGULATORY ACTION DISCLOSURE  C. Has the U.S. Securities and Exchange Commission or the Commodity Futures Trading Commission ever:  (1) found the applicant or a control affiliate to have made a false statement or omission?  (2) found the applicant or a control affiliate to have been involved in a violation of its regulations or statutes?	O O O O O O O O O O O O O O O O O O O	) ) ) ES
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A. In the past ten years has the applicant or a control affiliate: (1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign or military court to any felony? (2) been charged with any felony?  B. In the past ten years has the applicant or a control affiliate: (1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign or military court to a misdemeanor involving: investments or an investment-related busin or any fraud, false statements or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, extortion, or a conspiracy to commit any of these offenses? (2) been charged with a misdemeanor specified in 118(1)?  **REGULATORY ACTION DISCLOSURE**  **CHAST HE U.S. Securities and Exchange Commission or the Commodity Futures Trading Commission ever: (1) found the applicant or a control affiliate to have made a false statement or omission? (2) found the applicant or a control affiliate to have been involved in a violation of its regulations or statutes? (3) found the applicant or a control affiliate to have been involved in a violation of its regulations or statutes? (4) entered an order against the applicant or a control affiliate in connection with an investment-related activity? (5) imposed a civil money penalty on the applicant or a control affiliate in connection with an investment-related activity? (6) were found the applicant or a control affiliate to have been a false statement or omission or been dishonest; unfair, or unethical? (2) ever found the applicant or a control affiliate to have been a cause of an investment-related unity and activities? (3) ever found the applicant or a control affiliate to have been a cause of an investment-related business having its authorization to do business denied, suspended, revoked, or restricted? (4) in the past ten years, entered an order against the applicant or a control affiliate to have been a cause of an investment-related business having its authorization to do business de	C C C C C C C C C C C C C C C C C C C	() () () () () () () () () () () () () (
A. In the past ten years has the applicant or a control affiliate:  (1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign or military court to any felony?  B. In the past ten years has the applicant or a control affiliate:  (1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign or military court to a misdemeanor involving: investments or an investment-related busin or any fraud, files statements or or missions, wrongful taking of property, bribery, perjury, forgery, counterfelting, extortion, or a conspiracy to commit any of these offenses?  (2) been charged with a misdemeanor specified in 110(1)?  **REGULATORY ACTION DISCLOSURE**  C. Has the U.S. Securities and Exchange Commission or the Commodity Futures Trading Commission ever:  (1) found the applicant or a control affiliate to have made a false statement or omission?  (2) found the applicant or a control affiliate to have been a cause of an investment-related business having its authorization to do business denied, suspended, revoked, or restricted?  (4) entered an order against the applicant or a control affiliate in connection with an investment-related activity?  (5) imposed a civil imore penalty on the applicant or a control affiliate, or ordered the applicant or a control affiliate to have been a cause of an investment-related business having its authorization to do business denied, suspended, revoked, or restricted?  (3) ever found the applicant or a control affiliate to have been involved in a violation of investment-related regulations or statutes?  (3) ever found the applicant or a control affiliate to have been a involved in a violation of investment-related regulations or statutes?  (3) ever found the applicant or a control affiliate to have been a cause of an investment-related regulations or statutes?  (3) ever found the applicant or a control affiliate to have been a cause of an investment-related business or present tends activities?  (5) ever found the applicant o	C C C C C C C C C C C C C C C C C C C	(a) (b) (b) (c) (c) (c) (c) (c) (c) (c) (c) (c) (c
A. In the past ten years has the applicant or a control affiliate:  (1) been convicted of or pied guilty or nolo contendere ("no contest") in a domestic, foreign or military court to any felony?  8. In the past ten years has the applicant or a control affiliate:  (1) been convicted of or pied guilty or nolo contendere ("no contest") in a domestic, foreign or military court to a misdemeanor involving: investments or an investment-related busines or any fraud, false statements or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, extortion, or a conspiracy to commit any of these offenses?  (2) been charged with a misdemeanor specified in 118(1)?  **REGULATORY ACTION DISCLOSURE**  C. Has the U.S. Securities and Exchange Commission or the Commodity Futures Trading Commission ever:  (1) found the applicant or a control affiliate to have been involved in a violation of its regulations or statutes?  (2) found the applicant or a control affiliate to have been a cause of an investment-related business having its authorization to do business denied, suspended, revoked, or restricted?  (4) entered an order against the applicant or a control affiliate in connection with an investment-related activity?  (5) imposed a civil money penalty on the applicant or a control affiliate, or ordered the applicant or a control affiliate to have been involved in a violation of investment-related pushoristy:  (1) ever found the applicant or a control affiliate to have made a false statement or omission or been dishonest, unfair, or unethical?  (2) ever found the applicant or a control affiliate to have made a false statement or omission or been dishonest, unfair, or unethical?  (2) ever found the applicant or a control affiliate to have made a false statement or omission or been dishonest, unfair, or unethical?  (3) ever found the applicant or a control affiliate to have been a cause of an investment-related business having its authorization to do business denied, suspended, revoked, or restricted?  (3) eve	C C C C C C C C C C C C C C C C C C C	() () () () () () () () () () () () () (

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		BD - TYPES OF BUSINESS		
		eck types of business engaged in (or to be engaged in, if not yet active) by applicant. Do not check any category that accounts for (or is expected to account for) less than 1% renue from the securities or investment advisory business.	of annual	
	Α.	Exchange member engaged in exchange commission business other than floor activities.	□емс	
	В.	Exchange member engaged in floor activities.	□емғ	
	C.	Broker or dealer making inter-dealer markets in corporate securities over-the-counter.	□IDM	
	D.	Broker or dealer retailing corporate equity securities over-the-counter.	⊠BDR	
	E.	Broker or dealer selling corporate debt securities.	□BDD	
	F.	Underwriter or selling group participant (corporate securities other than mutual funds).	□usg	
	G.	Mutual fund underwriter or sponsor.	□мғи	
	н.	Mutual fund retailer.	□MFR	
	I.	1. U.S. government securities dealer.	□GSD	
		2. U.S. government securities broker.	□GSB	
	J.	Municipal securities dealer.	□MSD	
	K.	Municipal securities broker.	□мsв	
	L.	Broker or dealer selling variable life insurance or annuities.	□vla	
	Μ.	Solicitor of time deposits in a financial institution.	□ssl	
	N.	Real estate syndicator.	RES	
	Ο.	Broker or dealer selling oil and gas interests.	□ogi	
	P.	Put and call broker or dealer or option writer.	□рсв	
	Q.	Broker or dealer selling securities of only one issuer or associate issuers (other than mutual funds).	□віа	
	R.	Broker or dealer selling securities of non-profit organizations (e.g., churches, hospitals).	□прв	
	S.	Investment advisory services.	□IAD	
	T.	1. Broker or dealer selling tax shelters or limited partnerships in primary distributions.	□тар	
		2. Broker or dealer selling tax shelters or limited partnerships in the secondary market.	□TAS	
	U.	Non-exchange member arranging for transactions in listed securities by exchange member.	□NEX	
	V.	Trading securities for own account.	□TRA	
	W.	Private placement of securities.	□PLA	
	х.	Broker or dealer selling interests in mortgages or other receivables.	□mri	
	Y.	Broker or dealer involved in a networking, kiosk or similar arrangement with a:		
		1. bank, savings bank or association, or credit union.	□вна	
		2. insurance company or agency	$\Box$ INA	
	Z.	Other (give details on Schedule D, Page 1, Section II, Other Business)	<b>⊡отн</b>	
			YES	S NO
13.	Α.	Does applicant effect transactions in commodity futures, commodities or commodity options as a broker for others or as a dealer for its own account?	0	•
	В.	Does applicant engage in any other non-securities business?	0	•
		If "yes", describe each other business briefly on Schedule D, Page 1, Section II, Other Business.		

#### DD DIDECT OWNERS (EVECUTIVE OFFICERS

BD - DIRECT OWNERS/EXECUTIVE OFFICERS									
Are there any indirect owners of the applicant required to be reported on Schedule B?									
⊙ Yes ○ No									

Ownership Codes:	NA	- less than 5%	В	- 10% but less than 25%	D	- 50% but less than 75%
	A	- 5% but less than 10%	С	- 25% but less than 50%	E	- 75% or more

Full Legal Name	DE/FE/I	Title or Status	Date Acquired	Own. Code	Control Person	PR	CRD #(or S.S.No., IRS Tax #, Emp. ID)
KAPITAN, BRANDON M	I	POO	11/2022	NA	N	N	6529493
KONEVSKY, ALAN PW	I	CHIEF LEGAL OFFICER	04/2019	NA	N	N	5972221
ONISHCHUK, OLGA	I	CCO	06/2020	NA	Υ	N	5435460
QUALL, JOEL CARL	I	FINOP, CFO, PFO	11/2019	NA	Υ	N	5064884
TZERO BROKER SERVICES, LLC	DE	MEMBER	02/2020	E	Υ	N	84-4457763

VLASTAKIS, ALEX		I PRESIDENT	04/2019	NA	Υ	N 414	1268	
			BD - INDIRECT	OWNERS				
Ownership Codes:		C - 25% but less	than 50%		E - 75°	6 or more		
		D - 50% but less	than 75%		F - Oth	er General Partn	ers	
Full Legal Name	DE/FE/I	Entity in Which Interest is Ov	vned Status	Date Acquired	Own. Code	Control Person	PR CRD #	(or SSN, IRS Tax #, Emp. ID)
MEDICI VENTURES, L.P.	DE	TZERO GROUP, INC.	SHAREHOLDER	01/2016	C	Υ	N 81-38	
OVERSTOCK.COM	DE	MEDICI VENTURES, L.P.	LIMITED PARTNER	04/2021	E	N	Y 87-06	
OVERSTOCK.COM	DE	TZERO GROUP, INC	SHAREHOLDER	02/2021	С	Υ	Y 87-06	
PELION MV GP, LLC	DE	MEDICI VENTURES, L.P.	GENERAL PARTNER	04/2021	F	Υ	N 86-35	50875
TZERO GROUP, INC	DE	TZERO BROKER SERVICES, LLC	MEMBER	02/2020	Е	Υ	N 47-24	)9269
			BD Schedule C - Amendmen	ts to Schedules	A & B			
Ownership Codes are:	dicate "A" (add	ition), "D" (deletion), or "C" (change of i	B - 10% but less than 25%	D -	- 50% but less t	nan 75%	F - Oth	er General Partners
	A	- 5% but less than 10%	C - 25% but less than 50%		- 75% or more			
List below all changes to So	hedule A: (DI	RECT OWNERS AND EXECUTIVE OFF	(CERS)					
-	•							
Full Legal Name	DE/FE/I	Type of Amd. Title or St	atus Date Acquired	Own. Code	Control Per	son PR CF	RD # (or SSN	, IRS Tax #, Emp. ID)
			No Informati	ion Filed				
List below all changes to Sc	hedule B: (IN	DIRECT OWNERS)						
Full Legal Name DE/	FE/I Type	of Amd. Entity in Which Into	erest is Owned Status	Date Acquired	Own. Code	Control Person	PR CRD #	(or SSN, IRS Tax #, Emp. ID)
	. ,		No Informati	ion Filed				
			NO Illioillat	ion riieu				
			BD - OTHER BUSIN	IESS NAMES				
			No Informati	ion Filed				
			BD - OTHER BU	ISINESS				
Briefly describe any otl								
AND FULLY DISCLOSED C	ORRESPOND	NG SYSTEMS, INCLUDING ELECTR ENT CLEARING FOR AFFILIATES;	*FACILITATE THE TRADING OF	DIGITAL ASSET S	ECURITIES ON			
		IBED IN THE NO-ACTION LETTER	ISSUED TO FINRA ON SEPTEME	BER 25, 2020 BY T	THE SEC			
Briefly describe any oti	ner non-sec	urities business (Item 13B).						
Date of Succession: MM	/DD/YYYY	Name	BD - SUCCES	SIONS				
11/21/2019	,00,1111		ECURITIES, LLC					
Firm CRD Number 123421		IRS En 35-217	nployer Identification Numb	er (if any)			C File Num 65585	ber (if any)
	of the succ	ession including any assets or		ne successor		8-	03363	
-		SSETS AND LIABILITIES OF THE F			IN OWNERSHII	OR CONTROL		
THE SUCCESSOR WILL AS	SOME ALL A	SSETS AND LIABILITIES OF THE F	REDECESSOR AND THERE WIL	E DE NO CHANGE	IN OWNERSHI	OK CONTROL.		
		BD -	ARRANGEMENTS / CONTRO	L PERSONS / FI	NANCING			
(check one)	C Iten	n 7 🕒 Item 8A	C Item 8B	C Iter	m 8C	C Item 9A		C Item 9B
Applicant must complete	a separate So	chedule D Page 1, Arrangement D	etail for each affirmative respon	nse in this section	including any r	nultiple responses	o any item.	Complete the "Effective Date"
		arrangement or agreement beca						
Organization/Individua GLOBAL RELAY	al Name:		C	RD Number:		⊙ Entit	y	
						C Indiv	idual	
Business Address								
Street 1: 220 CAMBIE STREET, 2ND	FLOOR		S	treet 2:				
City:	TLOOK	Stat	۵۰ (	Country:		7in/Pos	tal Code:	
VANCOUVER		Stat		ic .		V682M9	tai coue.	
Effective Date MM/DD/Y	YYY		т	ermination Date	MM/DD/YYYY			
09/18/2020  Briefly describe the nat	ure of refe	ence or arrangement (ITEM 7	or ITEM 8): the nature of th	e control or sore	eement (ITEM	9A): or the moti	nod and am	ount of financing (TTFM QP)
and the life life life life	or relet		RONIC COMMUNICATIONS STO				.vu and all	came or innullering (TIEP 30)
(shock and)								
(check one)	○ Iten	n 7	C Item 8B	○ Iter	m 8C	C Item 9A		C Item 9B
		chedule D Page 1, Arrangement D						
box with Month, Day and	Year that the	arrangement or agreement beca	me effective. When reporting a	change or termina	ation of an arra	ngement or agreer	nent, enter	he effective date of the change.
Organization/Individua COMPLIANCE SCIENCE, II			CR	D Number:		<b>⊙</b> Enti	ty	

				○ Individual
Business Address				~ Individual
Street 1: 136 MADISON AVENUE			Street 2:	
City:	State:		Country:	Zip/Postal Code: 10016
NEW YORK  Effective Date MM/DD/YYYY	New York		UNITED STATES  Termination Date MM/DD/	
03/09/2022				
			_	: (ITEM 9A); or the method and amount of financing (ITEM 9B)
COMPLIANCE SCIENCE PROVIDES 3RD PARTY S	SERVICES INCLUDING		ROVALS AND CHANGES.	AND METHODS TO TRACK OUTSIDE BUSINESS ACTIVITY REQUESTS,
			BD - AFFILIATES	
			Business	
The details supplied relate to:  Partnership, Corporation, or Organization N	ame	CRD Number (i	f any)	
SPEEDROUTE LLC The Partnership, Corporation, or Organizati	on	104138		
C controls applicant				
C is controlled by applicant				
is under common control with applicant				
Business Address Street 1		Street 2		
525 WASHINGTON BLVD City	State	SUITE 300 Country	Zip/Postal Code	
JERSEY CITY Effective Date (MM/DD/YYYY)	New Jersey	USA Termination Da	07310 ate (MM/DD/YYYY)	
04/15/2013  Is Partnership, Corporation or Organization	a foreign entity?		country of domicile or incorporatio	n
CYes ⊙No			,	
Activities of this Partnership, Corporation, of Securities Activities	=			
Investment Advisory Activities	⊙ Yes ⊃No ⊃ Yes ⊙No			
Briefly describe the control relationship				
TZERO ATS (FORMERLY PRO SECURITIES L	LC) AND SPEEDROUT	E LLC ARE JOINTLY		
			Business	
The details supplied relate to:  Partnership, Corporation, or Organization N	ame	CRD Number (i	f any)	
TZERO DIGITAL ASSET SECURITIES, LLC The Partnership, Corporation, or Organizati	on	316189		
C controls applicant				
C is controlled by applicant				
<ul> <li>is under common control with applicant Business Address</li> </ul>				
Street 1		Street 2		
525 WASHINGTON BLVD City	State	SUITE 300 Country	Zip/Postal Code	
JERSEY CITY  Effective Date (MM/DD/YYYY)	New Jersey	USA Termination Da	07310 ite (MM/DD/YYYY)	
05/20/2022  Is Partnership, Corporation or Organization	a foreign entity?	If Yes, provide	country of domicile or incorporatio	n
CYes ⊙No				
Activities of this Partnership, Corporation, of Securities Activities	or Organization: ⊙ Yes ○ No			
Investment Advisory Activities	© Yes ○No ○ Yes ⊙No			
Briefly describe the control relationship		E A COMMON 0000	ED TZEDO DDOVED CEDVICES II S	
TZERO ATS AND TZERO DIGITAL ASSET SE	CURTITES, LLC SHAR	L A COMMUN OWN		
The details supplied relate to:			Business	
The details supplied relate to:  Partnership, Corporation, or Organization N	ame	CRD Numb	er (if any)	
BOSTON SECURITY TOKEN EXCHANGE, LLC The Partnership, Corporation, or Organizati	on			
C controls applicant				
O is controlled by applicant				
is under common control with applicant Business Address				
Street 1		Street 2		
101 ARCH ST City	State	Country	Zip/Postal Code	
BOSTON  Effective Date (MM/DD/YYYY)	Massachusetts		02110 on Date (MM/DD/YYYY)	
01/28/2022  Is Partnership, Corporation or Organization	a foreign entity?	04/03/2023 <b>If Yes, pro</b>	vide country of domicile or incorpo	ration
CYes ⊙No		,	,	
Activities of this Partnership, Corporation, of Securities Activities	or Organization:  • Yes • No			
The state of the s	∾ Yes UNO			

Briefly describe the control relationship

TZERO ATS AND	TZERO ATS AND BOSTON SECURITY TOKEN EXCHANGE, LLC SHARE A COMMON OWNER, TZERO GROUP INC						
		Ві	siness				
The details supplied relate to: Partnership, Corporation, or TZERO MARKETS The Partnership, Corporation	_	CRD Number (if any) 304537					
C controls applicant							
is controlled by applicant							
is under common control Business Address Street 1	with applicant	Street 2					
525 WASHINGTON BLVD	State	Country	7in /Postal Codo				
City JERSEY CITY Effective Date (MM/DD/YYYY)	<b>State</b> New Jersey	Country UNITED STATES Termination Date (MM/C	Zip/Postal Code 07310 pp/YYYY)				
09/04/2020  Is Partnership, Corporation of	or Organization a foreign entity?	If Yes, provide country	of domicile or incorporat	tion			
CYes ⊙No			•				
Activities of this Partnership, Securities Activities	, Corporation, or Organization:						
Investment Advisory Activitie	© Yes ĈNo <sup>es</sup> Ĉ Yes ⊙No						
Briefly describe the control re	elationship						
TZERO ATS AND TZ	ZERO MARKETS, LLC SHARE A COMMO	ON OWNER, TZERO BROKER	R SERVICES, LLC.				
			RANCHES				
		BD - CR	IMINAL DRP				
			ORY ACTION DRP				
This Disclosure Reporting Page (I	DRP BD) is an CINITIAL OR CAM	IENDED response used to r	eport details for affirmative	e responses to Items 11	C, 11D, 11E, 11F or 11G of Form BD;		
Check item(s) being responde	ed to:						
p	<u></u>	Regula	tory Action				
□11C(1) □11C(2)	□11C(5) □11D(1)		□11D(4) □11D(5)		□11E(3) □11E(4)		
□11C(2)	□11D(1) □11D(2)		□11E(1)		□11F		
□11C(4)	□11D(3)		<b>☑</b> 11E(2)		□11G		
One event may result in more th	ent or <i>proceeding</i> . An event or <i>procee</i> nan one affirmative answer to Items 1 e details to each action on a separate	1C, 11D, 11E, 11F or 11G.		-	ith a completed Execution Page. me event. If an event gives rise to actions by		
	•		provided, they will not be	accepted as disclosure in	lieu of answering the questions on this DRP.		
If a control affiliate is an individual submitted on the control affiliate	ual or organization registered through	the CRD, such control affili. If a control affiliate is an i	iate need only complete Par ndividual or organization <u>no</u>	rt I of the <i>applicant's</i> app ot registered through the	ropriate DRP (BD). Details of the event must be CRD, provide complete answers to all the items		
PART I							
A. The person(s) or entity(ies)	for whom this DRP is being filed is (ar	e):					
C The Applicant		•					
C Applicant and one or r	more control affiliates						
• One or more control a	ffiliates						
	a control affiliate, give the full name o stered with the CRD, provide the CRD						
BD DRP - Control Affiliate							
Control Affiliate Name SPEEDROUTE LLC		CRD# 104138	Registered				
STEEDROOTE EEC		(101130	- 11				
	oved from the BD record because		_		or the event? If the answer is "Yes," no other		
information on this DRP m		mior annuce submitted a b	Will Form 6 1) of 22 2	in to the end system to	while events. If the diswer is "res," no other		
	this form does not not a continue to	offiliate of the ability of	undate its CDD				
PART II	this form does <u>not</u> relieve the <i>control</i>	arrillate of its obligation to	update its CRD records.				
Regulatory Action initiated	d by:						
	al CState C <i>SRO</i> CForeign preign financial regulatory authority, f	ederal, state, or <i>SRO</i> )					
2. Principal Sanction:							
Other Sanctions:							
3. Date Initiated (MM/DD/YY	YY):						
C <sub>Exact</sub> C <sub>Explanation</sub>							
If not exact, provide expla	anation:						

4.	Docket/Case Number:								
5.	Control Affiliate Employing Firm when activ	vity occurred which led to the reg	ulatory action (if applicable):						
6.	Principal Product Type:								
	Other Product Types:								
7.	Describe the allegations related to this regulatory action. (The information must fit within the space provided.)								
8.	Current status ? C Pending C On Appe	eal Ofinal							
9.	If on appeal, regulatory action appealed to	o: (SEC, SRO, Federal or State Co	ourt) and Date Appeal Filed:						
If Fi	Final or On Appeal, complete all items below. For Pending Actions, complete Item 13 only.								
10.	. How was matter resolved:								
11.	Resolution Date (MM/DD/YYYY):  CExact CExplanation  If not exact, provide explanation:								
12.	Resolution Detail:								
	A. Were any of the following Sanctions Orde	red? (Check all appropriate items	):						
	Monetary/Fine		Amount: \$						
	Revocation/Expulsion/Denial		□ Disgorgement/Res	titution					
	Censure		Cease and Desist/I	njunction					
	Bar B. Other Sanctions Ordered:		Suspension						
13.	C. Sanction detail: if suspended, enjoined or requalification by exam/retraining was a disposition resulted in a fine, penalty, resportion of penalty was waived:	condition of the sanction, provide titution, disgorgement or monetar	length of time given to requalify/retrain, type ry compensation, provide total amount, portion	Securities Principal, Financial Operations Principal, etc.). If of exam required and whether condition has been satisfied. If n levied against applicant or control affiliate, date paid and if any and dates. (The information must fit within the space provided.)					
	Disclosure Reporting Page (DRP BD) is an C	INITIAL OR	ponse used to report details for affirmative res	ponses to <i>Items 11C, 11D, 11E, 11F or 11G</i> of Form BD;					
			Regulatory Action						
<b>□1</b>	1C(1)	☑11C(5)	□11D(4)	11E(3)					
<b>V</b> 1	1C(2)	□11D(1)	□11D(5)	□11E(4)					
□1	1C(3)	□11D(2)	□11E(1)	□11F					
	1C(4)	□11D(3)	□11E(2)	□ <b>11</b> G					
				sing one DRP. File with a completed Execution Page.					
mor	e than one regulator, provide details to each	action on a separate DRP.	,	ails related to the same event. If an event gives rise to actions by					
				epted as disclosure in lieu of answering the questions on this DRP.					
subr	nitted on the control affiliate's appropriate D	RP (BD) or DRP (U4). If a control		of the <i>applicant's</i> appropriate DRP (BD). Details of the event must be gistered through the CRD, provide complete answers to all the items ate its CRD records.					
PAR	гі								
А. Т	he person(s) or entity(ies) for whom this DF	RP is being filed is (are):							
1	The <i>Applicant</i>								
1	C Applicant and one or more control af	filiates							
-	One or more control affiliates								
			l affiliate below (for individuals, Last name, Fire not, indicate "non-registered" by checking the a						
	This DRP should be removed from the	BD record because the <i>control</i>	affiliate(s) are no longer associated with	the BD.					
В.	If the <i>control affiliate</i> is registered through information on this DRP must be provided.		e submitted a DRP (with Form U4) or BD DRP t	o the CRD System for the event? If the answer is "Yes," no other					
	○ Yes ○ No								
	<b>NOTE:</b> The completion of this form does <u>n</u>	ot relieve the control affiliate of it	ts obligation to update its CRD records.						
PAR	гп								
1.	Regulatory Action initiated by:								
	© SEC Other Federal OState OF (Full name of regulator, foreign financial reTHE SECURITIES AND EXCHANGE COMMISSION OF THE SECURITIES AND EXCHANGE COMMISSION	egulatory authority, federal, state	, or SRO)						
2.	Principal Sanction: Cease and Desist								

	EDROUTE LLC	104138	Registered   Y		
	DRP - Control Affiliate	CRD#	Registered		
		with the CRD, provide the CRD number. If not, in			
-	0.10 0.1010 00.101	rol affiliate, give the full name of the control affil	liate below (for individuals, Last name First r	name. Middle name).	_
	<ul> <li>Applicant and one or more</li> <li>One or more control affiliate</li> </ul>				
	<ul> <li>The Applicant</li> <li>Applicant and one or more</li> </ul>	control affiliates			
	he <i>person(s)</i> or entity(les) for what The <i>Applicant</i>	om this DRP is being filed is (are):			
PAR1		om this DDD is he're filed in (r. )			
on th	ne <i>applicant's</i> appropriate DRP (B	propriate DRP (BD) or DRP (U4). If a <i>control affil</i> . D). The completion of this DRP does not relieve t		tered through the CRD, provide complete answers to all the i its CRD records.	ems
Ifac	control affiliate is an individual or	organization registered through the CRD, such <i>c</i>	control affiliate need only complete Part I of t	he <i>applicant's</i> appropriate DRP (BD). Details of the event mu	st be
		ils to each action on a separate DRP.  s be provided for each event or proceeding. Sho	uld they be provided, they will not be accepte	ed as disclosure in lieu of answering the questions on this DR	P.
			1F or 11G. Use only one DRP to report details	related to the same event. If an event gives rise to actions	οу
	• •	• •	• •	ig one DRP. File with a completed Execution Page.	
	1C(3) 1C(4)	□11D(2) □11D(3)	□11E(1) ☑11E(2)	□11F □11G	
	1C(2)	□11D(1)	11D(5)	□11E(4)	
<b>□1</b> :	1C(1)	□11C(5)	11D(4)	<b>☑</b> 11E(3)	
	- •		Regulatory Action		
	k item(s) being responded to	•	and the second s		
This [	Disclosure Reporting Page (DRP E	D) is an CINITIAL OR CAMENDED response	e used to report details for affirmative respon	nses to <i>Items 11C, 11D, 11E, 11F or 11G</i> of Form BD;	
13.	WITHOUT ADMITTING OR DENY		THE SANCTIONS AND TO ENTRY OF THE FIND	DINGS THAT THE FIRM VIOLATED RULES 301(B)(2) AND (5)	
13.	disposition resulted in a fine, p portion of penalty was waived: RESPONDENT TZERO ATS, LLC ATS, PROMULGATED UNDER TI	enalty, restitution, disgorgement or monetary co TO CEASE AND DESIST FROM COMMITTING OR HE EXCHANGE ACT. THE FIRM ORDERED TO PAY	ompensation, provide total amount, portion le CAUSING ANY VIOLATIONS AND ANY FUTUR A CIVIL MONEY PENALTY IN THE AMOUNT OI	evied against applicant or control affiliate, date paid and if an IE VIOLATIONS OF RULES 301(B)(2) AND (5) OF REGULATIO	N
	B. Other Sanctions Ordered: RESPONDENT TZERO ATS, LLC ATS, PROMULGATED UNDER TI C. Sanction detail: if suspended, requalification by exam/retrair	HE EXCHANGE ACT. THE FIRM ORDERED TO PAY enjoined or barred, provide duration including stailing was a condition of the sanction, provide leng	CAUSING ANY VIOLATIONS AND ANY FUTUR A CIVIL MONEY PENALTY IN THE AMOUNT OI art date and capacities affected (General Sec th of time given to requalify/retrain, type of	urities Principal, Financial Operations Principal, etc.). If exam required and whether condition has been satisfied. If	
	☑Censure □Bar			unction	
	Revocation/Expulsion/D	enial	Disgorgement/Restit		
,	Monetary/Fine	2. del ed. (eneek dii appropriate itelia).	<b>Amount: \$</b> 800,000.00		
	Resolution Detail:  A. Were any of the following Sand	tions Ordered? (Check all appropriate items):			
	If not exact, provide explanatio	n:			
11.	01/10/2022	anation			
10.	Decision & Order of Offer of Set				
		items below. For Pending Actions, complete	e Item 13 only.		
9.	If on appeal, regulatory action	appealed to: (SEC, SRO, Federal or State Court)	and Date Appeal Filed:		
8.	Current status ? C Pending	On Appeal			
7.		to this regulatory action. (The information must ULES 301(B)(2) AND (5) OF REGULATION ATS, P			
	Equity - OTC Other Product Types:				
6.	Principal Product Type:				
5.	FILE NO. 3-20699  Control Affiliate Employing Firm	when activity occurred which led to the regulator	ory action (if applicable):		
4.	Docket/Case Number:				
	01/10/2022				
3.	Date Initiated (MM/DD/YYYY):				
	Other Sanctions: CENSURE MONETARY FINE \$80	0,000.00			

B. If the control affiliate is registered through the CRD, has the control affiliate submitted a DRP (with Form U4) or BD DRP to the CRD System for the event? If the answer is "Yes," no other information on this DRP must be provided.

	⊙ Yes ○ No							
	<b>NOTE:</b> The completion of this form does <u>not</u> relieve the <i>control affiliate</i> of its obligation to update it	ts CRD records.						
PAR	ART II							
1.	Regulatory Action initiated by:  SEC Other Federal SRO Foreign  (Full name of regulator, foreign financial regulatory authority, federal, state, or SRO)							
2.	2. Principal Sanction:							
	Other Sanctions:							
3.	3. Date Initiated (MM/DD/YYYY):							
	○ Exact ○ Explanation  If not exact, provide explanation:							
4.	Docket/Case Number:							
5.	5. Control Affiliate Employing Firm when activity occurred which led to the regulatory action (if application)	able):						
6.	5. Principal Product Type:							
	Other Product Types:							
7.	7. Describe the allegations related to this regulatory action. (The information must fit within the space	e provided.)						
8.	3. Current status ? C Pending C On Appeal C Final	Current status ? O Pending On Appeal Final						
9.	2. If on appeal, regulatory action appealed to: (SEC, SRO, Federal or State Court) and Date Appeal Fi	led:						
If Fi	f Final or On Appeal, complete all items below. For Pending Actions, complete Item 13 only.							
10.	10. How was matter resolved:							
11.	11. Resolution Date (MM/DD/YYYY):							
	○ Exact ○ Explanation  If not exact, provide explanation:							
12.	12. Resolution Detail:							
	A. Were any of the following Sanctions Ordered? (Check all appropriate items):	amount: \$						
	- Monetary / Time							
		Disgorgement/Restitution Cease and Desist/Injunction						
		Suspension						
	B. Other Sanctions Ordered:	Jouspellston						
	C. Sanction detail: if suspended, enjoined or barred, provide duration including start date and capacities affected (General Securities Principal, Financial Operations Principal, etc.). If requalification by exam/retraining was a condition of the sanction, provide length of time given to requalify/retrain, type of exam required and whether condition has been satisfied. If disposition resulted in a fine, penalty, restitution, disgorgement or monetary compensation, provide total amount, portion levied against applicant or control affiliate, date paid and if any portion of penalty was waived:							
13.	1.3. Provide a brief summary of details related to the action status and (or) disposition and include relevant	vant terms, conditions and dates. (The information must fit within the space provided.)						
	BD - CIVIL JUDICI	AL DRP						
	No Information F							
	BD - BANKRUPTC							
	No Information 6							
	BD - BOND DE							
	No Information f BD - JUDGMENT LI							
	No Information Filed							

### FORM BD UNIFORM APPLICATION FOR BROKER-DEALER REGISTRATION

BD Number: 123421

Primary Business Name: TZERO SECURITIES, LLC

BD - AMENDMENT 04/12/2024

		BD - A	PPLICANT INFORMATION		
OMB N	Number32	35-0012			
Evnire	IS				
Estima	ated average burden hours per: nse	75			
	dment0				
WARN		ct of business as a broker-dealer wou		re to keep accurate books and records or otherwis ws and the laws of the <i>jurisdictions</i> and may resu	
INTEN	NTIONAL MISSTATEMENTS OR OMISSION	5 OF FACTS MAY CONSTITUTE CR	IMINAL VIOLATIONS.		
		С дрр	LICATION © AMENDMENT		
1. Exa	act name, principal business address, mailing	address, if different, and telephone r	number of applicant:		
A.	Full name of applicant(if sole proprietor, sta	te last, first and middle name):			
В.	IRS Empl. Ident. No.: 35-2178849				
C.	(1) Name under which broker-dealer busine TZERO SECURITIES, LLC	ss primarily is conducted, if different	t from Item 1A.		
	(2) List on Schedule D, Page 1, Section I, O	•	•		
D.	If this filing makes a name change on behalf \[ \begin{array}{c} applicant name (1A) or \begin{array}{c} business na \textit{Please check above.} \end{array}		e and specify whether the name c	hange is of the	
E.	Firm main address: (Do not use a P.O. Box)				
	Number and Street 1: 30 MONTGOMERY STREET		Number and Street 2: SUITE 330		
	City: JERSEY CITY	State: New Jersey	<b>Country:</b> USA	Zip/Postal Code: 07302	
F.	Mailing Address, if different: Number and Street 1:		Number and Street	),	
	30 MONTGOMERY STREET		SUITE 330		
	City: JERSEY CITY	<b>State:</b> New Jersey	<b>Country:</b> USA	<b>Zip/Postal Code:</b> 07302	
G.	<b>Business Telephone Number:</b> 917-359-9168				
н.	Contact Employee:				
	Name: ALEX VLASTAKIS	<b>Title:</b> PRESIDENT		ephone Number: 482 2230	
			BD - EXECUTION		
	UTION:				
applica succes connec proces	ant is in compliance with applicable state surel ssors in such office, attorney for the applicant ction with the offer or sale of securities or com	y bonding requirements and irrevoca in said State(s), upon whom may be imodities, or out of the violation or a d in any court of competent jurisdicti	ably appoint the administrator of o served any notice, process, or plo lleged violation of the laws of tho ion and proper venue within said s	rities or commodities, the undersigned and applic each of those State(s) or such other person design eading in any action or proceeding against the app ise State(s), and the applicant hereby consents the State(s) by service of process upon said appointee	nated by law, and the olicant arising out of or in at any such action or
the ap		olication for a protective decree filed	by the Securities Investor Protect	change Commission or any <i>self-regulatory organiz</i> ion Corporation, may be given by registered or ce :	
inform	nation and statements contained herein, includ	ing exhibits attached hereto, and oth	ner information filed herewith, all	uthority of, said applicant. The undersigned and a of which are made a part hereof, are current, true information is currently accurate and complete.	
	MM/DD/YYYY 2/2024		Name of Applicant TZERO SECURITIES, L	LC	
	orized Signatory ONISHCHUK		<b>Title</b> CCO		
Subscr	ribed and sworn before me this d	ay of, Year	r by		
Notarv	/ Public				
	mmission expires County of	State of			
		BD - SECURITI	ES AND EXCHANGE COMMISS	ON	
2. Indi	icate by checking the appropriate box(es) each	governmental authority, organization	on, or jurisdiction in which the app	olicant is registered or registering as a broker-deal	ler.
If appl	licant is registered or registering with the SEC,	check here and answer Items 2A th	rough 2D below.		

A. Is applicant registered or regis	tering as a broker-dealer under Se	ction 15(b) or Section 15B of the	ne Securities Exchange Act of 1934?		e	0
B. Is applicant registered or regis     or dealer?	tering as a broker-dealer under Se	ction 15(b) of the Securities Ex	change Act of 1934 and also acting o	r intending to act as a government securities br	oker C	
	tering solely as a government secu	rities broker or dealer under So	ection 15C of the Securities Exchange	Act of 1934?	_	
	C if applicant answered "yes" to Ite				С	•
	es as a government securities broke				_	
			registration as a government securi	ties broker or dealer under Section 15C of the S	C	
Exchange Act of 1934. See "Instru		onsents to the withdrawar or its	registration as a government securi	les blokel of dealer under Section 150 of the 5	ecuricie	<b></b>
		SECURITY FUTURES P	RODUCTS ACTIVITIES			
				annot be utilized until the SEC approves rules re	elating t	o the
form and content of such reportin	g.)					
		PP 6P0 / W	IDTORTOTON			
		BD - SRO / JU	RY ORGANIZATIONS			
<b>▼</b> FINRA	☐ CBOE BZX	☐ ISE	☐ MIAX OPTION			
Вох	CBOE C2	☐ ISE GEMX	□NQX	☐ NYSE-NAT		
□ BX	☐ CBOE EDGA ☐ CBOE EDGX	☐ ISE MRX	□ NYSE	□ NqLX □ PHLX		
CBOE		LTSE	□ NYSE-AMER			
CBOE BYX	□ IEX	□ MEMX	☐ NYSE-ARCA	☐ MIAX PEARL ☐ MIAX EMERALD		
		BD - JURI	SDICTION			
<b>☑</b> Alabama	<b>☑</b> Illinois		✓ Montana	<b>▽</b> Puerto Rico		
✓ Alaska	☑ Indian		✓ Nebraska	✓ Rhode Island		
✓ Arizona	<b>☑</b> Iowa		✓ Nevada	✓ South Carolina		
✓ Arkansas	<b>✓</b> Kansas		✓ New Hampshire	☑ South Dakota		
☑ California	<b>☑</b> Kentud		✓ New Jersey	☑ Tennessee		
☑ Colorado	<b>☑</b> Louisia	na	✓ New Mexico	▼ Texas		
☑ Connecticut	✓ Maine		✓ New York	☑ Utah ☑ Vermont		
✓ Delaware ✓ District of Columbia	✓ Maryla ✓ Massad		✓ North Carolina ✓ North Dakota	✓ Vermont ✓ Virgin Islands		
Florida	₩ Michig		✓ Ohio	✓ Virginia		
✓ Georgia	✓ Minnes		✓ Oklahoma	✓ Washington		
<b>▼</b> Hawaii	✓ Mississ		✓ Oregon	✓ West Virginia		
<b>☑</b> Idaho	<b>☑</b> Missou	ri	Pennsylvania	✓ Wisconsin		
				<b>☑</b> Wyoming		
		BD - LEGA	L STATUS			
<ol> <li>A. Indicate legal status of appli</li> <li>Corporation</li> </ol>	cant:  Sole Propriet	orshin		Other (specify)		
© Partnership	© Limited Liabi	-		other (specify)		
B. Month applicant's fiscal year		іту Сотрапу				
DECEMBER	enus.					
C. If other than a sole proprieto entity was formed):	or, indicate date and place applican	obtained its legal status (i.e.,	state or country where incorporated,	where partnership agreement was filed, or whe	ere <i>appl</i>	licant
State of formation: Delaware	Country o USA	formation:	Date of formation: 08/21/2002	MM/DD/YYYY		
		if applicable, Schedule B, Indir		ed as part of all initial applications. Amendments	s to the	se
schedules must be provided	on Schedule C.					
	or, state full residence address and	Social Security Number.				
Social Security Number: Number and Street 1:		Number and Stre	et 2:			
City:		State:	Country:	Zip/Postal Code:		
		BD - SUC	CESSION			
			-doalor?		YES	NO
E Is applicant at the time of this	filing succeeding to the business				⊙	$\circ$
	s filing succeeding to the business of		dealer:			
Do not report previous succes	sions already reported on Form BD					
Do not report previous succes						
Do not report previous succes	sions already reported on Form BD		≥ 1, Section III.			
Do not report previous succes  If "Yes," contact CRD prior to	sions already reported on Form BD submitting form; complete appropi	riate items on Schedule D, Page BD - ARRA	e 1, Section III.			Yes No
Do not report previous succes  If "Yes," contact CRD prior to	sions already reported on Form BD	riate items on Schedule D, Page BD - ARRA	e 1, Section III.			Yes No
Do not report previous succes  If "Yes," contact CRD prior to  5. Does applicant hold or maintain	sions already reported on Form BD submitting form; complete appropi n any funds or securities or provide	. riate items on Schedule D, Page BD - ARRA clearing services for any other	e 1, Section III.			<b>⊙</b> ೧
Do not report previous succes  If "Yes," contact CRD prior to  6. Does applicant hold or maintain  7. Does applicant refer or introduce	sions already reported on Form BD submitting form; complete appropi	BD - ARRA clearing services for any other	e 1, Section III.			

8. Does <i>applicant</i> have any arrangement with any other <i>person</i> , firm, or organization under which:		
A. any books or records of <i>applicant</i> are kept or maintained by such other <i>person</i> , firm or organization?	,	•
B. accounts, funds, or securities of the <i>applicant</i> are held or maintained by such other <i>person</i> , firm, or organization?		
		0
C. accounts, funds, or securities of customers of the <i>applicant</i> are held or maintained by such other <i>person</i> , firm, or organization?	C	0
For purposes of 8B and 8C, do not include a bank or satisfactory control location as defined in paragraph(c) of Rule 15c3-3 under the Securities Exchange Act of 1934 (17 CFR 240. 15c3-3).		
If "Yes" to any part of Item 8, complete appropriate items on Schedule D, Page 1, Section IV, Arrangement Detail.		
9. Does any <i>person</i> not named in Item 1 or Schedules A, B, or C, directly or indirectly:		
A. control the management or policies of the applicant through agreement or otherwise?		0
B. wholly or partially finance the business of applicant?		0
Do not answer "yes" to 9B if the person finances the business of the applicant through: 1) a public offering of securities made pursuant to the Securities Act of 1933; 2) credit exter		
in the ordinary course of business by suppliers, banks, and others; or 3) a satisfactory subordination agreement, as defined in Rule 15c3-1 under the Securities Exchange Act of 193 (17 CFR 240. 15c3-1).  If "Yes" to any part of Item 9, complete appropriate items on Schedule D, Page 1, Section IV, Arrangement Detail.		
BD - BUSINESS AFFILIATES		
BD - Control Affiliates		
		ES
10. A. Directly or indirectly, does applicant control, is applicant controlled by, or is applicant under common control with, any partnership, corporation, or other organization that is engaged in the securities or investment advisory business?	∍d ⊙	9
If "Yes" to Item 10A, complete appropriate items on Schedule D, Page 2, Section V, Firm Affiliates.		
B. Directly or indirectly, is applicant controlled by any bank holding company, national bank, state member bank of the Federal Reserve System, state non-member bank, savings bar association, credit union, or foreign bank?	k or C	5
If "Yes" to Item 10B, complete appropriate items on Schedule D, Page 3, Section VI, Bank Affiliates.		
BD - DISCLOSURE QUESTIONS		
11. Use the appropriate DRP for providing details to "yes" answers to the questions in Item 11. Refer to the Explanation of Terms section of Form BD Instructions for explanations of itali	cized te	ern
CRIMINAL DISCLOSURE		
	YE	ES
A. In the past ten years has the <i>applicant</i> or a <i>control affiliate</i> :  (1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign or military court to any <i>felony</i> ?	YE O	
<ul><li>A. In the past ten years has the applicant or a control affiliate:</li><li>(1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign or military court to any felony?</li><li>(2) been charged with any felony?</li></ul>		)
<ul><li>A. In the past ten years has the applicant or a control affiliate:</li><li>(1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign or military court to any felony?</li><li>(2) been charged with any felony?</li></ul>	o o ess, o	)
A. In the past ten years has the applicant or a control affiliate:  (1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign or military court to any felony?  (2) been charged with any felony?  B. In the past ten years has the applicant or a control affiliate:  (1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign or military court to a misdemeanor involving: investments or an investment-related busing or any fraud, false statements or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, extortion, or a conspiracy to commit any of these offenses?	0	)
A. In the past ten years has the applicant or a control affiliate:  (1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign or military court to any felony?  (2) been charged with any felony?  B. In the past ten years has the applicant or a control affiliate:  (1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign or military court to a misdemeanor involving: investments or an investment-related busing or any fraud, false statements or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, extortion, or a conspiracy to commit any of these offenses?  (2) been charged with a misdemeanor specified in 11B(1)?  REGULATORY ACTION DISCLOSURE	o o ess, o	)
A. In the past ten years has the applicant or a control affiliate:  (1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign or military court to any felony?  (2) been charged with any felony?  B. In the past ten years has the applicant or a control affiliate:  (1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign or military court to a misdemeanor involving: investments or an investment-related busing or any fraud, false statements or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, extortion, or a conspiracy to commit any of these offenses?  (2) been charged with a misdemeanor specified in 11B(1)?  REGULATORY ACTION DISCLOSURE  C. Has the U.S. Securities and Exchange Commission or the Commodity Futures Trading Commission ever:  (1) found the applicant or a control affiliate to have made a false statement or omission?	o o ess, o o	) ) )
A. In the past ten years has the applicant or a control affiliate:  (1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign or military court to any felony?  (2) been charged with any felony?  B. In the past ten years has the applicant or a control affiliate:  (1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign or military court to a misdemeanor involving: investments or an investment-related busing or any fraud, false statements or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, extortion, or a conspiracy to commit any of these offenses?  (2) been charged with a misdemeanor specified in 11B(1)?  REGULATORY ACTION DISCLOSURE  C. Has the U.S. Securities and Exchange Commission or the Commodity Futures Trading Commission ever:  (1) found the applicant or a control affiliate to have made a false statement or omission?  (2) found the applicant or a control affiliate to have been involved in a violation of its regulations or statutes?	O O O O O O O O O O O O O O O O O O O	) ) ) ES
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A. In the past ten years has the applicant or a control affiliate:  (1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign or military court to any felony?  (2) been charged with any felony?  B. In the past ten years has the applicant or a control affiliate:  (1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign or military court to a misdemeanor involving: investments or an investment-related busing or any fraud, false statements or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, extortion, or a conspiracy to commit any of these offenses?  (2) been charged with a misdemeanor specified in 11B(1)?  REGULATORY ACTION DISCLOSURE  C. Has the U.S. Securities and Exchange Commission or the Commodity Futures Trading Commission ever:  (1) found the applicant or a control affiliate to have made a false statement or omission?  (2) found the applicant or a control affiliate to have been involved in a violation of its regulations or statutes?	O O O O O O O O O O O O O O O O O O O	) ) ) ) ) )
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A. In the past ten years has the applicant or a control affiliate:  (1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign or military court to any felony?  (2) been charged with any felony?  B. In the past ten years has the applicant or a control affiliate:  (1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign or military court to a misdemeanor involving: investments or an investment-related busing or any fraud, false statements or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, extortion, or a conspiracy to commit any of these offenses?  (2) been charged with a misdemeanor specified in 11B(1)?  REGULATORY ACTION DISCLOSURE  C. Has the U.S. Securities and Exchange Commission or the Commodity Futures Trading Commission ever:  (1) found the applicant or a control affiliate to have made a false statement or omission?  (2) found the applicant or a control affiliate to have been involved in a violation of its regulations or statutes?  (3) found the applicant or a control affiliate to have been a cause of an investment-related business having its authorization to do business denied, suspended, revoked, or restricted?  (4) entered an order against the applicant or a control affiliate in connection with an investment-related activity?  (5) imposed a civil money penalty on the applicant or a control affiliate, or ordered the applicant or a control affiliate to have made a false statement or omission or been dishonest, unfair, or unethical?	O O O O O O O O O O O O O O O O O O O	5 ) ) ) ) ) ) ) )
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# FINANCIAL DISCLOSURE I. In the past ten years has the applicant or a control affiliate of the applicant ever been a securities firm or a control affiliate of a securities firm that: (1) has been the subject of a bankruptcy petition? (2) has had a trustee appointed or a direct payment procedure initiated under the Securities Investor Protection Act? Description of the applicant paid out on, or revoked a bond for the applicant? Coeperation of the applicant have any unsatisfied judgments or liens against it?

		BD - TYPES OF BUSINESS			
		neck types of business engaged in (or to be engaged in, if not yet active) by applicant. Do not check any category that accounts for (or is expected to account for) less than a securities or investment advisory business.	% of annual		
	Α.	Exchange member engaged in exchange commission business other than floor activities.	□емс		
	В.	Exchange member engaged in floor activities.	□емғ		
	C.	Broker or dealer making inter-dealer markets in corporate securities over-the-counter.	□IDM		
	D.	Broker or dealer retailing corporate equity securities over-the-counter.	₩BDR		
	E.	Broker or dealer selling corporate debt securities.	□вdd		
	F.	Underwriter or selling group participant (corporate securities other than mutual funds).	<b></b> USG		
	G.	Mutual fund underwriter or sponsor.	□MFU		
	Н.	Mutual fund retailer.	□MFR		
	I.	U.S. government securities dealer.	□gsd		
		2. U.S. government securities broker.	□GSB		
	J.	Municipal securities dealer.	□msd	)	
	K.	Municipal securities broker.	□мsв		
	L.	Broker or dealer selling variable life insurance or annuities.	□vla		
	М.	Solicitor of time deposits in a financial institution.	□ssl		
	N.	Real estate syndicator.	□RES		
	0.	Broker or dealer selling oil and gas interests.	□ogi		
	P.	Put and call broker or dealer or option writer.	□рсв		
	Q.	Broker or dealer selling securities of only one issuer or associate issuers (other than mutual funds).	□віа		
	R.	Broker or dealer selling securities of non-profit organizations (e.g., churches, hospitals).	□прв		
	S.	Investment advisory services.	□IAD		
	T.	1. Broker or dealer selling tax shelters or limited partnerships in primary distributions.	□тар		
		2. Broker or dealer selling tax shelters or limited partnerships in the secondary market.	□TAS		
	U.	Non-exchange member arranging for transactions in listed securities by exchange member.	□NEX		
	V.	Trading securities for own account.	□TRA		
	W.	Private placement of securities.	₽LA		
	Χ.	Broker or dealer selling interests in mortgages or other receivables.	□mri		
	Y.	Broker or dealer involved in a networking, kiosk or similar arrangement with a:			
		1. bank, savings bank or association, or credit union.	□вна		
		2. insurance company or agency	□INA		
	Z.	Other (give details on Schedule D, Page 1, Section II, Other Business)	<b></b> ОТН		
			YES	s I	NO
13.	Α.	. Does applicant effect transactions in commodity futures, commodities or commodity options as a broker for others or as a dealer for its own account?	o		•
	В.	. Does applicant engage in any other non-securities business?	0		•
		If "yes", describe each other business briefly on Schedule D, Page 1, Section II, Other Business.			

#### BD - DIRECT OWNERS/EXECUTIVE OFFICERS

BD - DIRECT OWNERS/EXECUTIVE OFFICERS							
Are there any indirect owners of the applicant required to be reported on Schedule B?							
⊙ Yes ○ No							

Ownership Codes:	NA	- less than 5%	В	- 10% but less than 25%	D	- 50% but less than 75%
	A	- 5% but less than 10%	С	- 25% but less than 50%	E	- 75% or more

Full Legal Name	DE/FE/I	Title or Status	Date Acquired	Own. Code	Control Person	PR	CRD #(or S.S.No., IRS Tax #, Emp. ID)
DOOLEY, BRADFORD R	I	PFO, FINOP	08/2023	NA	N	N	4308078
KNIGHT, JAMES ATWOOD JR	I	POO	03/2024	NA	N	N	6513288
KONEVSKY, ALAN PW	I	CHIEF LEGAL OFFICER	04/2019	NA	N	N	5972221
ONISHCHUK, OLGA	I	cco	01/2024	NA	Υ	N	5435460
TZERO BROKER SERVICES, LLC	DE	MEMBER	02/2020	E	Υ	N	84-4457763

VLASTAKIS, ALEX		I	PRESIDENT	04/2019	NA	Υ	N 414	1268	
				BD - INDIRECT	T OWNERS				
Ownership Codes:		С	- 25% but less tha		OWNERS	E - 75	% or more		
		D	- 50% but less tha	an 75%		F - Oth	er General Partn	ers	
Full Legal Name	DE/FE/I	Entity in Whic	th Interest is Owne	d Status	Date Acquired	Own. Code	Control Person	PR CRD #	# (or SSN, IRS Tax #, Emp. ID)
MEDICI VENTURES, L.P.	DE	TZERO GROUP,	INC.	SHAREHOLDER	01/2016	С	Υ	N 81-38	20993
OVERSTOCK.COM	DE	MEDICI VENTUI	RES, L.P.	LIMITED PARTNER	04/2021	E	N	Y 87-06	34302
OVERSTOCK.COM	DE	TZERO GROUP,	INC	SHAREHOLDER	02/2021	С	Υ	Y 87-06	34302
PELION MV GP, LLC	DE	MEDICI VENTUI	RES, L.P.	GENERAL PARTNER	04/2021	F	Υ	N 86-35	50875
TZERO GROUP, INC	DE	TZERO BROKER	R SERVICES, LLC	MEMBER	02/2020	Е	Υ	N 47-24	09269
			BD	Schedule C - Amendme	nts to Schedules	A & B			
				mation about the same person)					
Ownership Codes are:	NA A	- less than 5% - 5% but less th		B - 10% but less than 25% C - 25% but less than 50%		- 50% but less t - 75% or more	nan 75%	F - Oth	ner General Partners
List below all changes to Sc	hedule A: (DI	RECT OWNERS AN	ID EXECUTIVE OFFICER	RS)					
Full Legal Name	DE/FE/I	Type of Amd.	Title or Statu	s Date Acquired	Own. Code	Control Per	son PR CF	D # (or SSI	N, IRS Tax #, Emp. ID)
				No Informa	tion Filed				
				110 1111011111	tion riica				
List below all changes to Sc	hedule B: (IN	DIRECT OWNERS)							
Full Legal Name DE/	FE/I Type	of Amd. Enti	ity in Which Intere	st is Owned Status	Date Acquired	Own. Code	Control Person	PR CRD #	# (or SSN, IRS Tax #, Emp. ID)
				No Informa	tion Filed				
				BD - OTHER BUSI	NESS NAMES				
				No Informa	tion Filed				
				BD - OTHER B	BUSINESS				
Briefly describe any oth	ner busines	s (Item 12Z).		22 02					
*OPERATION OF ALTERNA	TIVE TRADII	NG SYSTEMS, IN							WRITER OR SELLING GROUP CLEARANCE AND SETTLEMENT
				CILITATE THE TRADING O				1.10, 522.	CLL/ III III CL / III
Briefly describe any oth	ner non-sec	urities busines	s (Item 13B).						
				BD - SUCCE	SSIONS				
Date of Succession: мм	/DD/YYYY			Predecessor:					
11/21/2019				IRITIES, LLC					
Firm CRD Number 123421			IRS Emplo 35-21788	oyer Identification Num 49	ber (if any)			C File Num 65585	iber (if any)
	of the succ	ession includin	o any assets or lial	bilities not assumed by	the successor.				
-			-	DECESSOR AND THERE WI		IN OWNEDSHI	OP CONTROL		
THE SUCCESSOR WILL AS	SOME ALL A	SSETS AND LIAL	JETTIES OF THE FREE	DECESSOR AND THERE WI	ILL BE NO CHANGE	IN OWNERSHI	OR CONTROL.		
			BD - AR	RANGEMENTS / CONTR	OL PERSONS / FI	NANCING			
(check one)	○ Iter	n 7	⊙ Item 8A	C Item 8B	C Iter	m 8C	C Item 9A		C Item 9B
									Complete the "Effective Date" the effective date of the change.
,									
Organization/Individua	al Name:				CRD Number:		_		
GLOBAL RELAY							© Entit © Indiv	=	
							O Indiv	idual	
Business Address									
Street 1: 220 CAMBIE STREET, 2ND	FLOOR				Street 2:				
City:			State:		Country:		Zin/Pos	tal Code:	
VANCOUVER			State		BC		V682M9	ui couci	
Effective Date MM/DD/Y	YYY				Termination Date	MM/DD/YYYY			
09/18/2020								_	
Briefly describe the nat	ure of refe							od and an	nount of financing (ITEM 9B)
		TH	IRD PARTY ELECTRO	NIC COMMUNICATIONS ST	ORAGE PURSUANT	TO SEC 17A-3	AND 17A-4		
(check one)	○ Iter	n 7	⊙ Item 8A	C Item 8B	○ Iter	m 8C	C Item 9A		C Item 9B
A . P									
									Complete the "Effective Date" the effective date of the change.
Organization/Individua	al Name:			C	RD Number:		_		
COMPLIANCE SCIENCE, IN				C			<b>⊙</b> Enti	ty	

					○ Individual
Business Address					
Street 1: 136 MADISON AVENUE			s	treet 2:	
City: NEW YORK	State: New York			ountry: NITED STATES	Zip/Postal Code: 10016
Effective Date MM/DD/YYYY 03/09/2022			т	ermination Date мм/DI	D/YYYY
	ngement (ITEM 7	or ITEM 8	3); the nature of t	he <i>control</i> or agreeme	nt (ITEM 9A); or the method and amount of financing (ITEM 9B
			NG EMPLOYEES OUT	rside trading activit	y, AND METHODS TO TRACK OUTSIDE BUSINESS ACTIVITY REQUESTS
			APPROVALS AND	CHANGES.	
			BD - AFFIL Busine		
			Busille	:55	
The details supplied relate to: Partnership, Corporation, or Organization Nams SPEEDROUTE LLC The Partnership, Corporation, or Organization	е		<b>CRD Number (i</b> 104138	f any)	
C controls applicant					
C is controlled by applicant					
• is under common control with applicant Business Address					
Street 1 525 WASHINGTON BLVD			Street 2 SUITE 300		
City JERSEY CITY	<b>State</b> New Jerse	v	Country USA	Zip/Postal Code 07310	
Effective Date (MM/DD/YYYY) 04/15/2013	ivew Jerse	у		ite (MM/DD/YYYY)	
Is Partnership, Corporation or Organization a fo	oreign entity?		If Yes, provide	country of domicile or	incorporation
C Yes	rganization: © Yes	⊃No			
Investment Advisory Activities	○ Yes €	No			
Briefly describe the control relationship TZERO SECURITIES (FORMERLY TZERO ATS, FORME	DIV DDA SECUDITIE	SIIC) AN	IN SPEENBOUTE III	C ARE IOINTLY OWNED B	N MEDICI VENTURES I D
TEERO SECONTES (FORTERE TEERO XIS, FORTE	NEI THO SECONTIE	J LLC) AII	Busine		THESE VERTORES, E.I.
The details supplied relate to:			busine		
The details supplied relate to:  Partnership, Corporation, or Organization Name	е		CRD Number (i	f any)	
TZERO DIGITAL ASSET SECURITIES, LLC  The Partnership, Corporation, or Organization			316189		
C controls applicant					
C is controlled by applicant					
• is under common control with applicant Business Address					
Street 1			Street 2		
525 WASHINGTON BLVD City	State		SUITE 300 Country	Zip/Postal Code	
JERSEY CITY  Effective Date (MM/DD/YYYY)	New Jerse	У	USA Termination Da	07310 ate (MM/DD/YYYY)	
05/20/2022  Is Partnership, Corporation or Organization a for	oreian entity?			country of domicile or	incorporation
Yes   No	oragn enuty:		ii ies, provide	country of domicile of	meet pot actori
Activities of this Partnership, Corporation, or O Securities Activities	rganization: © Yes (	DNs.			
Investment Advisory Activities	O Yes				
Briefly describe the <i>control</i> relationship			TIEC II C CUARE A	COMMON OWNER THE	O BROVER CERVICES IIC
TZERO SECURITIES (FROMERLY TZERO ATS) AND TZ	LKO DIGITAL ASSE	ı SECUKI			O BRONER SERVICES, LLC
The debate country to the term			Busine	:55	
The details supplied relate to:  Partnership, Corporation, or Organization Nam: TZERO MARKETS The Partnership, Corporation, or Organization	e	<b>CRD N</b> t 304537	umber (if any)		
C controls applicant					
C is controlled by applicant					
is under common control with applicant Business Address					
Street 1 525 WASHINGTON BLVD		Street	2		
City	State	Countr		Zip/Postal Code	
JERSEY CITY Effective Date (MM/DD/YYYY)	New Jersey		) STATES nation Date (MM/D	07310 <b>D/YYYY)</b>	
09/04/2020  Is Partnership, Corporation or Organization a for	oreign entity?	If Yes.	provide country	of domicile or incorpor	ation
CYes ⊙No		,			
Activities of this Partnership, Corporation, or O Securities Activities	=				
Investment Advisory Activities	⊙ Yes ○No ○ Yes ⊙No				
	A THE STAN				

Briefly describe the control relationship

### **BD - BRANCHES** No Information Filed

#### **BD - CRIMINAL DRP**

No Information Filed

			BD - REGULAT	ORY ACTION DRP			
This	Disclosure Reporting Page (DRP BD) is	an CINITIAL OR @AMENDED	esponse used to r	eport details for affirmative re	esponses to <i>Items 11C, 11D, 11E, 11F</i>	or 11G of Form BD;	
Che	ck item(s) being responded to:						
			Regula	tory Action			
	1C(1)	□11C(5)	Regula	11D(4)	□11E(3)		
	1C(2)	□11D(1)		□11D(5)	□11E(4)		
	1C(3)	□11D(2)		□11E(1)	□11F		
	1C(4)	□11D(3)		☑11E(2)	□11 <b>G</b>		
Use	a separate DRP for each event or proc	eeding. An event or proceeding may	be reported for m	ore than one <i>person</i> or entity	using one DRP. File with a completed Ex	ecution Page.	
	event may result in more than one affe e than one regulator, provide details to		11E, 11F or 11G.	Use only one DRP to report de	etails related to the same event. If an event	ent gives rise to actions by	
	·		-		ccepted as disclosure in lieu of answering	•	
sub		riate DRP (BD) or DRP (U4). If a cont	<i>trol affiliate</i> is an i	ndividual or organization <u>not</u> r	I of the applicant's appropriate DRP (BD). registered through the CRD, provide compodate its CRD records.		
PAR	TI						
Α.	The person(s) or entity(ies) for whom to	this DRP is being filed is (are):					
	○ The Applicant						
	<ul> <li>Applicant and one or more cont</li> <li>One or more control affiliates</li> </ul>	trol affiliates					
	One of more control animates						
	If this DRP is being filed for a control a If the control affiliate is registered with						
_	DRP - Control Affiliate	1		1=			
_	ntrol Affiliate Name EEDROUTE LLC	104		Registered			
-				· ·			
	This DRP should be removed fron	the BD record because the <i>cont</i>	rol affiliate(s) a	re no longer associated wit	th the BD.		
В.	If the <i>control affiliate</i> is registered the information on this DRP must be pro-		iate submitted a D	RP (with Form U4) or BD DRP	P to the CRD System for the event? If the	answer is "Yes," no other	
	⊙ Yes ○ No						
	NOTE: The completion of this form	does <u>not</u> relieve the <i>control affiliate</i> o	of its obligation to	update its CRD records.			
PAR	T II						
1.	Regulatory Action initiated by:						
1.	OSEC Oother Federal OStar	te OSRO O Foreign					
	(Full name of regulator, foreign final		ate, or <i>SRO</i> )				
2.	Principal Sanction:						
	Other Sanctions:						
3.	Date Initiated (MM/DD/YYYY):						
	© Exact © Explanation  If not exact, provide explanation:						
	I not exact, provide explanation						
4.	Docket/Case Number:						
5.	Control Affiliate Employing Firm whe	n activity occurred which led to the	regulatory action (	if applicable):			
.	control / mate Employing . min	in delivier occurred milen led to the	egalatory action (	applicasie).			
6.	Principal Product Type:						
	Other Product Types:						
7.	. Describe the allegations related to this regulatory action. (The information must fit within the space provided.)						
8.	Current status ? OPending Oor	Appeal CFinal					
9.	If on appeal, regulatory action appear	aled to: (SEC, SRO, Federal or State	Court) and Date A	Appeal Filed:			
If F	nal or On Appeal, complete all iten	ns below. For Pending Actions, co	mplete Item 13	only.			
10.	How was matter resolved:						
11.	Resolution Date (MM/DD/YYYY):						

	If not exact, provide explanation:							
12. <b>F</b>	esolution Detail:							
,	A. Were any of the following Sanctions Ord	dered? (Check all appropriate item	•					
	Monetary/Fine		_	Amount: \$				
	Revocation/Expulsion/Denial Censure		□Disgorgement/Restitu □Cease and Desist/Inju					
	□Bar		Suspension					
1	3. Other Sanctions Ordered:							
	requalification by exam/retraining was	a condition of the sanction, provid	e length of time given to requalify/retrain, type of e	rities Principal, Financial Operations Principal, etc.). If xam required and whether condition has been satisfied. If ried against applicant or control affiliate, date paid and if any				
13.	Provide a brief summary of details relate	ed to the action status and (or) dis	sposition and include relevant terms, conditions and	dates. (The information must fit within the space provided.)				
This I	Disclosure Reporting Page (DRP BD) is an	CINITIAL OR OMENDED re	sponse used to report details for affirmative respons	ses to <i>Items 11C, 11D, 11E, 11F or 11G</i> of Form BD;				
Chec	k item(s) being responded to:							
m.			Regulatory Action	D				
	LC(1) LC(2)	☑11C(5) □11D(1)	□11D(4) □11D(5)	□11E(3) □11E(4)				
	LC(2) LC(3)	□11D(1) □11D(2)	□11E(1)	□11E(4) □11F				
_	LC(4)	□11D(2)	□11E(1) □11E(2)	□11G				
		• •	e reported for more than one <i>person</i> or entity using					
	event may result in more than one affirmate than one regulator, provide details to each		1E, 11F or 11G. Use only one DRP to report details	related to the same event. If an event gives rise to actions by				
	5 ,.	·	g. Should they be provided, they will not be accepted	d as disclosure in lieu of answering the questions on this DRP.				
subn	itted on the control affiliate's appropriate	DRP (BD) or DRP (U4). If a control		e applicant's appropriate DRP (BD). Details of the event must be ered through the CRD, provide complete answers to all the items ts CRD records.				
PART	·I							
АТ	he person(s) or entity(ies) for whom this	DRP is being filed is (are):						
	The Applicant	ora is semigrica is (are).						
	Applicant and one or more control	affiliates						
	One or more control affiliates							
-		te, give the full name of the control	ol affiliate below (for individuals, Last name, First na	ame, Middle name).				
			not, indicate "non-registered" by checking the appr					
	This DDD should be removed from th	o PD record because the contro	ol affiliate(s) are no longer associated with the	a PD				
В.	If the control affiliate is registered throu information on this DRP must be provide		te submitted a DRP (with Form U4) or BD DRP to the	e CRD System for the event? If the answer is "Yes," no other				
	○ Yes ○ No							
	NOTE: The completion of this form does	s not relieve the <i>control affiliate</i> of	its obligation to update its CRD records.					
PART	·	· <del></del>						
1.	Regulatory Action initiated by:							
1.	© SEC Other Federal OState	○ <i>SRO</i> ○ Foreign						
	(Full name of regulator, foreign financial THE SECURITIES AND EXCHANGE COMM		e, or SRO)					
2.	Principal Sanction:							
	Cease and Desist Other Sanctions:							
	CENSURE MONETARY FINE \$800,000.00							
3.	Date Initiated (MM/DD/YYYY):							
	01/10/2022 © Exact C Explanation	1						
	If not exact, provide explanation:							
4.	Docket/Case Number:							
	FILE NO. 3-20699							
5.	Control Affiliate Employing Firm when ac	ctivity occurred which led to the re	gulatory action (if applicable):					
6.	Principal Product Type: Equity - OTC							
	Other Product Types:							
7.	Describe the allegations related to this r	= :						
8.	THE RESPONDENT VIOLATED RULES 301(B)(2) AND (5) OF REGULATION ATS, PROMULGATED UNDER THE EXCHANGE ACT.							
	8. Current status ? C Pending C On Appeal G Final							
0.		peal • Final						

If Fina	l or On Appeal, complete all items bel	ow. For Pending Actions, complete Ite	m 13 only.					
	How was matter resolved: Decision & Order of Offer of Settlement							
11.	Resolution Date (MM/DD/YYYY):							
	01/10/2022 © Exact © Explanation							
	If not exact, provide explanation:							
12. <b>Re</b>	solution Detail:							
Α.	Were any of the following Sanctions Order	ed? (Check all appropriate items):						
	✓ Monetary/Fine		Amount: \$ 800,000.	.00				
	Revocation/Expulsion/Denial		□ Disgorgement/R					
	<b></b> Censure □		Cease and Desis	t/Injunction				
В	Other Sanctions Ordered		Suspension					
C.	B. Other Sanctions Ordered: RESPONDENT TZERO ATS, LLC TO CEASE AND DESIST FROM COMMITTING OR CAUSING ANY VIOLATIONS AND ANY FUTURE VIOLATIONS OF RULES 301(B)(2) AND (5) OF REGULATION ATS, PROMULGATED UNDER THE EXCHANGE ACT. THE FIRM ORDERED TO PAY A CIVIL MONEY PENALTY IN THE AMOUNT OF \$800,000  C. Sanction detail: if suspended, enjoined or barred, provide duration including start date and capacities affected (General Securities Principal, Financial Operations Principal, etc.). If requalification by exam/retraining was a condition of the sanction, provide length of time given to requalify/retrain, type of exam required and whether condition has been satisfied. If disposition resulted in a fine, penalty, restitution, disgorgement or monetary compensation, provide total amount, portion levied against applicant or control affiliate, date paid and if any portion of penalty was waived:  RESPONDENT TZERO ATS, LLC TO CEASE AND DESIST FROM COMMITTING OR CAUSING ANY VIOLATIONS AND ANY FUTURE VIOLATIONS OF RULES 301(B)(2) AND (5) OF REGULATION							
13.		to the action status and (or) disposition ar INDINGS THE FIRM CONSENTED TO THE S	nd include relevant terms, condition SANCTIONS AND TO ENTRY OF THE	ons and dates. (The information must fit within the space provided.) E FINDINGS THAT THE FIRM VIOLATED RULES 301(B)(2) AND (5) OF				
This Dis	sclosure Reporting Page (DRP BD) is an C	INITIAL OR • AMENDED response use	ed to report details for affirmative :	responses to <i>Items 11C, 11D, 11E, 11F or 11G</i> of Form BD;				
Check	item(s) being responded to:			, , , , , , , , , , , , , , , , , , , ,				
		R	egulatory Action					
□ <b>11</b> 0	2(1)	□11C(5)	□11D(4)	☑11E(3)				
□ <b>11</b> 0	2(2)	□11D(1)	□11D(5)	□11E(4)				
11C		□11D(2)	□11E(1)	□11F				
Use a s		11D(3)  An event or <i>proceeding</i> may be reported	<b>■11E(2)</b> I for more than one <i>person</i> or entit	$\Box$ <b>11G</b> ty using one DRP. File with a completed Execution Page.				
One ev	rent may result in more than one affirmati han one regulator, provide details to each	ve answer to Items 11C, 11D, 11E, 11F or action on a separate DRP.	11G. Use only one DRP to report of	details related to the same event. If an event gives rise to actions by				
If a con	ntrol affiliate is an individual or organizatio	on registered through the CRD, such contro RP (BD) or DRP (U4). If a control affiliate i	ol affiliate need only complete Part is an individual or organization <u>not</u>	I of the applicant's appropriate DRP (BD). Details of the event must be registered through the CRD, provide complete answers to all the items				
PART 1		ipiction of this Dividues not relieve the co	ontrol annuace of its obligation to a	apoute its exp records.				
_	e person(s) or entity(ies) for whom this DR	P is being filed is (are):						
_	The Applicant							
0	Applicant and one or more control af	ïliates						
	One or more control affiliates							
	his DRP is being filed for a <i>control affiliate,</i> he <i>control affiliate</i> is registered with the Cl							
	RP - Control Affiliate		1					
	rol Affiliate Name DROUTE LLC	CRD# 104138	Registered					
_								
□т	his DRP should be removed from the I	3D record because the control affiliate	e(s) are no longer associated w	ith the BD.				
i	nformation on this DRP must be provided.	the CRD, has the <i>control affiliate</i> submitte	ed a DRP (with Form U4) or BD DR	RP to the CRD System for the event? If the answer is "Yes," no other				
	⊙ Yes ○ No							
1	<b>NOTE:</b> The completion of this form does $\underline{\mathbf{n}}$	ot relieve the <i>control affiliate</i> of its obligati	ion to update its CRD records.					
PART 1	п							
1. 1	Regulatory Action initiated by:							
	○ SEC ○ Other Federal ○ State ○ (Full name of regulator, foreign financial re							
2. 1	Principal Sanction:							
	Other Sanctions:							
3. I	Date Initiated (MM/DD/YYYY):							
j. '	©Exact ©Explanation							
1	If not exact, provide explanation:							
4. 1	Docket/Case Number:							
5. (	Control Affiliate Employing Firm when activ	ity occurred which led to the regulatory a	ction (if applicable):					

6.	Principal Product Type:	
	Other Product Types:	
7.	Describe the allegations related to this regulatory action. (The information must fit within the sp.	ace provided.)
8.	Current status ? C Pending C On Appeal C Final	
9.	If on appeal, regulatory action appealed to: (SEC, SRO, Federal or State Court) and Date Appeal	Filed:
If Fi	nal or On Appeal, complete all items below. For Pending Actions, complete Item 13 only.	
10.	How was matter resolved:	
11.	Resolution Date (MM/DD/YYYY):	
	C Exact C Explanation  If not exact, provide explanation:	
12. I	Resolution Detail:	
	A. Were any of the following Sanctions Ordered? (Check all appropriate items):	
	Monetary/Fine	Amount: \$
	Revocation/Expulsion/Denial	□ Disgorgement/Restitution
	Censure	Cease and Desist/Injunction
	Bar	Suspension
	B. Other Sanctions Ordered:	
	C. Sanction detail: if suspended, enjoined or barred, provide duration including start date and capa requalification by exam/retraining was a condition of the sanction, provide length of time given disposition resulted in a fine, penalty, restitution, disgorgement or monetary compensation, pro portion of penalty was waived:	to requalify/retrain, type of exam required and whether condition has been satisfied. If
13.	Provide a brief summary of details related to the action status and (or) disposition and include re	levant terms, conditions and dates. (The information must fit within the space provided.)
	BD - CIVIL JUDI	CIAL DRP
	No Informatio	n Filed
	BD - BANKRUP	TCY DRP
	No Information	
	BD - BOND	
	No Informatio	
	BD - JUDGMENT No Informatio	