



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.

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 https://www.sec.gov/forms/request_appeal, 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 neilsonc@sec.gov or (202) 551-3149. You may also contact me at foiapa@sec.gov or (202) 551-7900. You may also contact the SEC's FOIA Public Service Center at foiapa@sec.gov or (202) 551-7900.

Ms. Eva Lavery-Wilson
August 8, 2024
Page 3

23-03317-FOIA

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

Sincerely,

A handwritten signature in black ink, appearing to read "C. Neilson", written in a cursive style.

Curtis Neilson
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 ogis@nara.gov. Information concerning services offered by OGIS can be found at their website at [Archives.gov](https://www.archives.gov). 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.

FORM BD
UNIFORM APPLICATION FOR BROKER-DEALER REGISTRATION

Primary Business Name: **BOSONIC SECURITIES**

BD Number: **317012**

BD - **INITIAL**

10/20/2021

BD - APPLICANT INFORMATION

OMB Number3235-0012

Expires.....
Estimated average burden hours per:
Response.....2.75
Amendment.....0.33

WARNING: Failure to keep this form current and to file accurate supplementary information on a timely basis, or the failure to keep accurate books and records or otherwise to comply with the provisions of law applying to the conduct of business as a broker-dealer would violate the Federal securities laws and the laws of the *jurisdictions* and may result in disciplinary, administrative, injunctive or criminal action.

INTENTIONAL MISSTATEMENTS OR OMISSIONS OF FACTS MAY CONSTITUTE CRIMINAL VIOLATIONS.

☒ **APPLICATION** ☐ **AMENDMENT**

1. Exact name, principal business address, mailing address, if different, and telephone number of *applicant*:

A. **Full name of *applicant* (if sole proprietor, state last, first and middle name):**
BOSONIC SECURITIES, LLC

B. **IRS Empl. Ident. No.:**
87-2758236

C. (1) Name under which broker-dealer business primarily is conducted, if different from Item 1A.
BOSONIC SECURITIES

(2) List on Schedule D, Page 1, Section I, Other Business Names any other name by which the firm conducts business and where it is used.

D. If this filing makes a name change on behalf of the *applicant*, enter the new name and specify whether the name change is of the
☐ ***applicant* name (1A) or** ☐ **business name (1C):**
Please check above.

E. **Firm main address: (Do not use a P.O. Box)**

Number and Street 1:
535 MISSION ST., 14TH FLOOR
City:
SAN FRANCISCO

State:
California

Number and Street 2:
Country:
UNITED STATES

Zip/Postal Code:
94105

F. **Mailing Address, if different:**

Number and Street 1:

Number and Street 2:

City:

State:

Country:

Zip/Postal Code:

G. **Business Telephone Number:**
415-347-8244

H. **Contact Employee:**

Name:
BRIAN MORAN

Title:
CHIEF COMPLIANCE OFFICER

Telephone Number:
704-840-5943

BD - EXECUTION

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* further represent that to the extent any information previously submitted is not amended such information is currently accurate and complete.

Date MM/DD/YYYY
10/04/2021

Name of Applicant
BOSONIC SECURITIES, LLC

Authorized Signatory
BRIAN M MORAN

Title
CHIEF COMPLIANCE OFFICER

Subscribed and sworn before me this _____ day of _____, _____ by
Year

Notary Public

My commission expires _____ County of _____ State of _____

BD - SECURITIES AND EXCHANGE COMMISSION

2. Indicate by checking the appropriate box(es) each governmental authority, organization, or *jurisdiction* in which the *applicant* is registered or registering as a broker-dealer. ☒

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

YES NO

- If applicant answers "yes" to Items 2A and 2D, applicant expressly consents to the withdrawal of its registration as a government securities broker or dealer under Section 15C of the Securities Exchange Act of 1934. See "Instructions."*

(Note: The field below is reserved exclusively for the reporting of single 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.)

- ☒ FINRA
 ☐ BOX
 ☐ BX
 ☐ CBOE
 ☐ CBOE BYX
 ☐ CBOE BZX
 ☐ CBOE C2
 ☐ CBOE EDGA
 ☐ CBOE EDGX
 ☐ IEX
 ☐ ISE
 ☐ ISE GEMX
 ☐ ISE MRX
 ☐ LTSE
 ☐ MEMX
 ☐ MIAX OPTIONS
 ☐ NQX
 ☐ NYSE
 ☐ NYSE-AMER
 ☐ NYSE-ARCA
 ☐ NYSE-CHI
 ☐ NYSE-NAT
 ☐ NqLX
 ☐ PHLX
 ☐ MIAX PEARL
 ☐ MIAX FMFRAI

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

3. A. Indicate legal status of *applicant*:
- ☐ Corporation ☐ Sole Proprietorship ☐ Other (*specify*)
- ☐ Partnership ☒ 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:
Delaware | Country of formation:
UNITED STATES | Date of formation: MM/DD/YYYY
09/16/2021 |
|--|---|--|
- 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.*

Zip/Postal Code:

5. 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.*

6. Does *applicant* hold or maintain any funds or securities or provide clearing services for any other broker or dealer? ☐ ☒

7. Does *applicant* refer or introduce customers to any other broker or dealer? ☐ ☒

If "yes," complete appropriate items on Schedule D, Page 1, Section IV, Arrangement 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 <i>applicant</i> are kept or maintained by such other <i>person</i> , firm or organization?		<input type="radio"/> <input type="radio"/>
B. accounts, funds, or securities of the <i>applicant</i> are held or maintained by such other <i>person</i> , firm, or organization?		<input type="radio"/> <input type="radio"/>
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?		<input type="radio"/> <input type="radio"/>
<p><i>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).</i></p> <p><i>If "Yes" to any part of Item 8, complete appropriate items on Schedule D, Page 1, Section IV, Arrangement Detail.</i></p>		

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 <i>applicant</i> through agreement or otherwise?		<input type="radio"/> <input type="radio"/>
B. wholly or partially finance the business of <i>applicant</i> ?		<input type="radio"/> <input type="radio"/>
<p><i>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).</i></p> <p><i>If "Yes" to any part of Item 9, complete appropriate items on Schedule D, Page 1, Section IV, Arrangement Detail.</i></p>		

BD - BUSINESS AFFILIATES

BD - Control Affiliates

YES NO

10. A. Directly or indirectly, does <i>applicant control</i> , is <i>applicant controlled</i> by, or is <i>applicant</i> under common control with, any partnership, corporation, or other organization that is engaged in the securities or investment advisory business?	<input type="radio"/> <input type="radio"/>
<i>If "Yes" to Item 10A, complete appropriate items on Schedule D, Page 2, Section V, Firm Affiliates.</i>	
B. Directly or indirectly, is <i>applicant controlled</i> 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?	<input type="radio"/> <input type="radio"/>
<i>If "Yes" to Item 10B, complete appropriate items on Schedule D, Page 3, Section VI, Bank Affiliates.</i>	

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 terms.

CRIMINAL DISCLOSURE

A. In the past ten years has the <i>applicant</i> or a <i>control affiliate</i> :	YES NO
(1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign or military court to any <i>felony</i> ?	<input type="radio"/> <input type="radio"/>
(2) been <i>charged</i> with any <i>felony</i> ?	<input type="radio"/> <input type="radio"/>
B. 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?	<input type="radio"/> <input type="radio"/>
(2) been <i>charged</i> with a <i>misdemeanor</i> specified in 11B(1)?	<input type="radio"/> <input type="radio"/>

REGULATORY ACTION DISCLOSURE

C. Has the U.S. Securities and Exchange Commission or the Commodity Futures Trading Commission ever:	YES NO
(1) <i>found</i> the <i>applicant</i> or a <i>control affiliate</i> to have made a false statement or omission?	<input type="radio"/> <input type="radio"/>
(2) <i>found</i> the <i>applicant</i> or a <i>control affiliate</i> to have been <i>involved</i> in a violation of its regulations or statutes?	<input type="radio"/> <input type="radio"/>
(3) <i>found</i> the <i>applicant</i> or a <i>control affiliate</i> to have been a cause of an <i>investment-related</i> business having its authorization to do business denied, suspended, revoked, or restricted?	<input type="radio"/> <input type="radio"/>
(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?	<input type="radio"/> <input type="radio"/>
(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?	<input type="radio"/> <input type="radio"/>
D. Has any other federal regulatory agency, any state regulatory agency, or <i>foreign financial regulatory authority</i> :	
(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?	<input type="radio"/> <input type="radio"/>
(2) ever <i>found</i> the <i>applicant</i> or a <i>control affiliate</i> to have been <i>involved</i> in a violation of <i>investment-related</i> regulations or statutes?	<input type="radio"/> <input type="radio"/>
(3) ever <i>found</i> the <i>applicant</i> or a <i>control affiliate</i> to have been a cause of an <i>investment-related</i> business having its authorization to do business denied, suspended, revoked, or restricted?	<input type="radio"/> <input type="radio"/>
(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?	<input type="radio"/> <input type="radio"/>
(5) ever denied, suspended, or revoked the <i>applicant's</i> or a <i>control affiliate's</i> registration or license or otherwise, by <i>order</i> , prevented it from associating with an <i>investment-related</i> business or restricted its activities?	<input type="radio"/> <input type="radio"/>
E. Has any <i>self-regulatory organization</i> or commodities exchange ever:	
(1) <i>found</i> the <i>applicant</i> or a <i>control affiliate</i> to have made a false statement or omission?	<input type="radio"/> <input type="radio"/>
(2) <i>found</i> the <i>applicant</i> or a <i>control affiliate</i> to have been <i>involved</i> in a violation of its rules (other than a violation designated as a " <i>minor rule violation</i> " under a plan approved by the U.S. Securities and Exchange Commission)?	<input type="radio"/> <input type="radio"/>
(3) <i>found</i> the <i>applicant</i> or a <i>control affiliate</i> to have been the cause of an <i>investment-related</i> business having its authorization to do business denied, suspended, revoked, or restricted?	<input type="radio"/> <input type="radio"/>
(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?	<input type="radio"/> <input type="radio"/>
F. Has the <i>applicant's</i> or a <i>control affiliate's</i> authorization to act as an attorney, accountant, or federal contractor ever been revoked or suspended?	<input type="radio"/> <input type="radio"/>
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?	<input type="radio"/> <input type="radio"/>

CIVIL JUDICIAL ACTION DISCLOSURE

H. (1) Has any domestic or foreign court:	YES NO
(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?	<input type="radio"/> <input type="radio"/>
(b) ever <i>found</i> that the <i>applicant</i> or a <i>control affiliate</i> was <i>involved</i> in a violation of <i>investment-related</i> statutes or regulations?	<input type="radio"/> <input type="radio"/>
(c) ever dismissed, pursuant to a settlement agreement, an <i>investment-related</i> civil action brought against the <i>applicant</i> or <i>control affiliate</i> by a state or <i>foreign financial regulatory authority</i> ?	<input type="radio"/> <input type="radio"/>
(2) Is the <i>applicant</i> or a <i>control affiliate</i> now the subject of any civil <i>proceeding</i> that could result in a "yes" answer to any part of 11H(1)?	<input type="radio"/> <input type="radio"/>

FINANCIAL DISCLOSURE

	YES	NO
I. In the past ten years has the <i>applicant</i> or a <i>control affiliate</i> of the <i>applicant</i> ever been a securities firm or a <i>control affiliate</i> of a securities firm that:		
(1) has been the subject of a bankruptcy petition?	<input type="radio"/>	<input checked="" type="radio"/>
(2) has had a trustee appointed or a direct payment procedure initiated under the Securities Investor Protection Act?	<input type="radio"/>	<input checked="" type="radio"/>
J. Has a bonding company ever denied, paid out on, or revoked a bond for the <i>applicant</i> ?	<input type="radio"/>	<input checked="" type="radio"/>
K. Does the <i>applicant</i> have any unsatisfied judgments or liens against it?	<input type="radio"/>	<input checked="" type="radio"/>

BD - TYPES OF BUSINESS

12. Check 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% of annual revenue from the securities or investment advisory business.	
A. Exchange member engaged in exchange commission business other than floor activities.	<input type="checkbox"/> EMC
B. Exchange member engaged in floor activities.	<input type="checkbox"/> EMF
C. Broker or dealer making inter-dealer markets in corporate securities over-the-counter.	<input type="checkbox"/> IDM
D. Broker or dealer retailing corporate equity securities over-the-counter.	<input checked="" type="checkbox"/> BDR
E. Broker or dealer selling corporate debt securities.	<input checked="" type="checkbox"/> BDD
F. Underwriter or selling group participant (corporate securities other than mutual funds).	<input type="checkbox"/> USG
G. Mutual fund underwriter or sponsor.	<input type="checkbox"/> MFU
H. Mutual fund retailer.	<input type="checkbox"/> MFR
I. 1. U.S. government securities dealer.	<input type="checkbox"/> GSD
2. U.S. government securities broker.	<input type="checkbox"/> GSB
J. Municipal securities dealer.	<input type="checkbox"/> MSD
K. Municipal securities broker.	<input type="checkbox"/> MSB
L. Broker or dealer selling variable life insurance or annuities.	<input type="checkbox"/> VLA
M. Solicitor of time deposits in a financial institution.	<input type="checkbox"/> SSL
N. Real estate syndicator.	<input type="checkbox"/> RES
O. Broker or dealer selling oil and gas interests.	<input type="checkbox"/> OGI
P. Put and call broker or dealer or option writer.	<input type="checkbox"/> PCB
Q. Broker or dealer selling securities of only one issuer or associate issuers (other than mutual funds).	<input type="checkbox"/> BIA
R. Broker or dealer selling securities of non-profit organizations (e.g., churches, hospitals).	<input type="checkbox"/> NPB
S. Investment advisory services.	<input type="checkbox"/> IAD
T. 1. Broker or dealer selling tax shelters or limited partnerships in primary distributions.	<input type="checkbox"/> TAP
2. Broker or dealer selling tax shelters or limited partnerships in the secondary market.	<input type="checkbox"/> TAS
U. Non-exchange member arranging for transactions in listed securities by exchange member.	<input type="checkbox"/> NEX
V. Trading securities for own account.	<input checked="" type="checkbox"/> TRA
W. Private placement of securities.	<input checked="" type="checkbox"/> PLA
X. Broker or dealer selling interests in mortgages or other receivables.	<input type="checkbox"/> MRI
Y. Broker or dealer involved in a networking, kiosk or similar arrangement with a:	
1. bank, savings bank or association, or credit union.	<input type="checkbox"/> BNA
2. insurance company or agency	<input type="checkbox"/> INA
Z. Other (<i>give details on Schedule D, Page 1, Section II, Other Business</i>)	<input checked="" type="checkbox"/> OTH

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

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)
BOSONIC INCORPORATED	DE	SOLE MEMBER	09/2021	E	Y	N	81-3242837
INGARGIOLA, ROSARIO	I	CHIEF EXECUTIVE OFFICER	09/2021	NA	Y	N	xxx-xx-xxxx
KIEHN, ANTHONY	I	CHIEF OPERATIONS OFFICER	09/2021	NA	Y	N	xxx-xx-xxxx
Moran, Brian M	I	CHIEF COMPLIANCE OFFICER/FINOP	09/2021	NA	Y	N	1940341

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)
INGARGIOLA, ROSARIO	I	BOSONIC INCORPORATED	DIRECT OWNER	09/2021	D	Y	N	xxx-xx-xxxx
LW VEHICLE X LLC	DE	BOSONIC, INCORPORATED	DIRECT OWNER	02/2017	C	Y	N	82-4758890

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 <i>person</i>).								
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)
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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)
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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) 8-
Briefly describe details of the <i>succession</i> including any assets or liabilities not assumed by the <i>successor</i>.		

BD - ARRANGEMENTS / CONTROL PERSONS / FINANCING

No Information Filed

BD - AFFILIATES

Business

The details supplied relate to:
Partnership, Corporation, or Organization Name
LINQTO CAPITAL

CRD Number (if any)
314557

The Partnership, Corporation, or Organization

☐ *controls applicant*

☐ *is controlled by applicant*

☒ *is under common control with applicant*

Business Address

Street 1
220 COUNTRY CLUB GATE CENTER

City
PACIFIC GROVE

State
California

Street 2
SUITE 12

Country
UNITED STATES

Zip/Postal Code
93950

Effective Date (MM/DD/YYYY)
01/15/2021

Termination Date (MM/DD/YYYY)

Is Partnership, Corporation or Organization a foreign entity?

☐ Yes ☒ No

Activities of this Partnership, Corporation, or Organization:

Securities Activities

☒ Yes ☐ No

Investment Advisory Activities

☐ Yes ☒ No

Briefly describe the *control* relationship
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

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

FORM BD
UNIFORM APPLICATION FOR BROKER-DEALER REGISTRATION

Primary Business Name: COINLIST MARKETS LLC

BD Number: 296759

BD - INITIAL

06/11/2018

BD - APPLICANT INFORMATION

OMB Number3235-0012

Expires.....
Estimated average burden hours per:
Response.....2.75
Amendment.....0.33

WARNING: Failure to keep this form current and to file accurate supplementary information on a timely basis, or the failure to keep accurate books and records or otherwise to comply with the provisions of law applying to the conduct of business as a broker-dealer would violate the Federal securities laws and the laws of the *jurisdictions* and may result in disciplinary, administrative, injunctive or criminal action.

INTENTIONAL MISSTATEMENTS OR OMISSIONS OF FACTS MAY CONSTITUTE CRIMINAL VIOLATIONS.

☒ APPLICATION ☐ AMENDMENT

1. Exact name, principal business address, mailing address, if different, and telephone number of *applicant*:

A. **Full name of *applicant***(if sole proprietor, state last, first and middle name):
COINLIST MARKETS LLC

B. **IRS Empl. Ident. No.:**
82-5210061

C. (1) Name under which broker-dealer business primarily is conducted, if different from Item 1A.
COINLIST MARKETS LLC

(2) List on Schedule D, Page 1, Section I, Other Business Names any other name by which the firm conducts business and where it is used.

D. If this filing makes a name change on behalf of the *applicant*, enter the new name and specify whether the name change is of the
☐ ***applicant* name (1A)** or ☐ **business name (1C):**
Please check above.

E. **Firm main address: (Do not use a P.O. Box)**

Number and Street 1: 335 MADISON AVE	Number and Street 2: 16TH FLOOR
City: NEW YORK CITY	State: New York
	Country: UNITED STATES
	Zip/Postal Code: 10017

F. **Mailing Address, if different:**

Number and Street 1:	Number and Street 2:
City:	State:
	Country:
	Zip/Postal Code:

G. **Business Telephone Number:**
212-652-2235

H. Contact Employee:		
Name: GEORGIA PRUSSELL QUINN	Title: CHIEF COMPLIANCE OFFICER	Telephone Number: 212-652-2253

BD - EXECUTION

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* further represent that to the extent any information previously submitted is not amended such information is currently accurate and complete.

Date MM/DD/YYYY
06/11/2018

Name of Applicant
COINLIST MARKETS LLC

Authorized Signatory
GEORGIA PRUSSELL QUINN

Title
CHIEF COMPLIANCE OFFICER

Subscribed and sworn before me this _____ day of _____, _____ by
Year

Notary Public

My commission expires _____ County of _____ State of _____

BD - SECURITIES AND EXCHANGE COMMISSION

2. Indicate by checking the appropriate box(es) each governmental authority, organization, or *jurisdiction* in which the *applicant* is registered or registering as a broker-dealer. ☒

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

YES NO

- If applicant answers "yes" to Items 2A and 2D, applicant expressly consents to the withdrawal of its registration as a government securities broker or dealer under Section 15C of the Securities Exchange Act of 1934. See "Instructions."*

(Note: The field below is reserved exclusively for the reporting of single 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.)

3. A. Indicate legal status of *applicant*:
- ☐ Corporation ☐ Sole Proprietorship ☐ Other (*specify*)
- ☐ Partnership ☒ 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:
Delaware | Country of formation:
USA | Date of formation: MM/DD/YYYY
04/04/2018 |
|--|-------------------------------------|--|
- 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.*

4. If *applicant* is a sole proprietor, state full residence address and Social Security Number.

Social Security Number:

Number and Street 1:

Number and Street 2:

City:

State:

Country:

Zip/Postal Code:

5. 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

6. Does *applicant* hold or maintain any funds or securities or provide clearing services for any other broker or dealer?

7. Does *applicant* refer or introduce customers to any other broker or dealer?

If "yes," complete appropriate items on Schedule D, Page 1, Section IV, Arrangement 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 <i>applicant</i> are kept or maintained by such other <i>person</i> , firm or organization?	<input type="radio"/> <input type="radio"/>
B. accounts, funds, or securities of the <i>applicant</i> are held or maintained by such other <i>person</i> , firm, or organization?	<input type="radio"/> <input type="radio"/>
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?	<input type="radio"/> <input type="radio"/>
<i>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).</i> <i>If "Yes" to any part of Item 8, complete appropriate items on Schedule D, Page 1, Section IV, Arrangement Detail.</i>	
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 <i>applicant</i> through agreement or otherwise?	<input type="radio"/> <input type="radio"/>
B. wholly or partially finance the business of <i>applicant</i> ?	<input type="radio"/> <input type="radio"/>
<i>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).</i> <i>If "Yes" to any part of Item 9, complete appropriate items on Schedule D, Page 1, Section IV, Arrangement Detail.</i>	

BD - BUSINESS AFFILIATES

BD - Control Affiliates

YES NO

10. A. Directly or indirectly, does <i>applicant control</i> , is <i>applicant controlled</i> by, or is <i>applicant</i> under common <i>control</i> with, any partnership, corporation, or other organization that is engaged in the securities or investment advisory business?	<input type="radio"/> <input type="radio"/>
<i>If "Yes" to Item 10A, complete appropriate items on Schedule D, Page 2, Section V, Firm Affiliates.</i>	
B. Directly or indirectly, is <i>applicant controlled</i> 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?	<input type="radio"/> <input type="radio"/>
<i>If "Yes" to Item 10B, complete appropriate items on Schedule D, Page 3, Section VI, Bank Affiliates.</i>	

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 terms.

CRIMINAL DISCLOSURE

YES NO

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> ?	<input type="radio"/> <input type="radio"/>
(2) been <i>charged</i> with any <i>felony</i> ?	<input type="radio"/> <input type="radio"/>
B. 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?	<input type="radio"/> <input type="radio"/>
(2) been <i>charged</i> with a <i>misdemeanor</i> specified in 11B(1)?	<input type="radio"/> <input type="radio"/>

REGULATORY ACTION DISCLOSURE

YES NO

C. Has the U.S. Securities and Exchange Commission or the Commodity Futures Trading Commission ever:	
(1) <i>found</i> the <i>applicant</i> or a <i>control affiliate</i> to have made a false statement or omission?	<input type="radio"/> <input type="radio"/>
(2) <i>found</i> the <i>applicant</i> or a <i>control affiliate</i> to have been <i>involved</i> in a violation of its regulations or statutes?	<input type="radio"/> <input type="radio"/>
(3) <i>found</i> the <i>applicant</i> or a <i>control affiliate</i> to have been a cause of an <i>investment-related</i> business having its authorization to do business denied, suspended, revoked, or restricted?	<input type="radio"/> <input type="radio"/>
(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?	<input type="radio"/> <input type="radio"/>
(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?	<input type="radio"/> <input type="radio"/>
D. Has any other federal regulatory agency, any state regulatory agency, or <i>foreign financial regulatory authority</i> :	
(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?	<input type="radio"/> <input type="radio"/>
(2) ever <i>found</i> the <i>applicant</i> or a <i>control affiliate</i> to have been <i>involved</i> in a violation of <i>investment-related</i> regulations or statutes?	<input type="radio"/> <input type="radio"/>
(3) ever <i>found</i> the <i>applicant</i> or a <i>control affiliate</i> to have been a cause of an <i>investment-related</i> business having its authorization to do business denied, suspended, revoked, or restricted?	<input type="radio"/> <input type="radio"/>
(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?	<input type="radio"/> <input type="radio"/>
(5) ever denied, suspended, or revoked the <i>applicant's</i> or a <i>control affiliate's</i> registration or license or otherwise, by <i>order</i> , prevented it from associating with an <i>investment-related</i> business or restricted its activities?	<input type="radio"/> <input type="radio"/>
E. Has any <i>self-regulatory organization</i> or commodities exchange ever:	
(1) <i>found</i> the <i>applicant</i> or a <i>control affiliate</i> to have made a false statement or omission?	<input type="radio"/> <input type="radio"/>
(2) <i>found</i> the <i>applicant</i> or a <i>control affiliate</i> to have been <i>involved</i> in a violation of its rules (other than a violation designated as a " <i>minor rule violation</i> " under a plan approved by the U.S. Securities and Exchange Commission)?	<input type="radio"/> <input type="radio"/>
(3) <i>found</i> the <i>applicant</i> or a <i>control affiliate</i> to have been the cause of an <i>investment-related</i> business having its authorization to do business denied, suspended, revoked, or restricted?	<input type="radio"/> <input type="radio"/>
(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?	<input type="radio"/> <input type="radio"/>
F. Has the <i>applicant's</i> or a <i>control affiliate's</i> authorization to act as an attorney, accountant, or federal contractor ever been revoked or suspended?	<input type="radio"/> <input type="radio"/>
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?	<input type="radio"/> <input type="radio"/>

CIVIL JUDICIAL ACTION DISCLOSURE

YES NO

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?	<input type="radio"/> <input type="radio"/>
(b) ever <i>found</i> that the <i>applicant</i> or a <i>control affiliate</i> was <i>involved</i> in a violation of <i>investment-related</i> statutes or regulations?	<input type="radio"/> <input type="radio"/>
(c) ever dismissed, pursuant to a settlement agreement, an <i>investment-related</i> civil action brought against the <i>applicant</i> or <i>control affiliate</i> by a state or <i>foreign financial regulatory authority</i> ?	<input type="radio"/> <input type="radio"/>
(2) Is the <i>applicant</i> or a <i>control affiliate</i> now the subject of any civil <i>proceeding</i> that could result in a "yes" answer to any part of 11H(1)?	<input type="radio"/> <input type="radio"/>

FINANCIAL DISCLOSURE

YES NO

I. In the past ten years has the <i>applicant</i> or a <i>control affiliate</i> of the <i>applicant</i> ever been a securities firm or a <i>control affiliate</i> 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? ☐ ☒
- J. Has a bonding company ever denied, paid out on, or revoked a bond for the *applicant*? ☐ ☒
- K. Does the *applicant* have any unsatisfied judgments or liens against it? ☐ ☒

BD - TYPES OF BUSINESS

12. 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 for) less than 1% of annual revenue from the securities or investment advisory business.

- A. Exchange member engaged in exchange commission business other than floor activities. ☐ EMC
- 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
- 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
- H. 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
- O. Broker or dealer selling oil and gas interests. ☐ OGI
- P. Put and call broker or dealer or option writer. ☐ PCB
- Q. Broker or dealer selling securities of only one issuer or associate issuers (other than mutual funds). ☐ BIA
- 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. ☐ 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. ☐ 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. ☐ BNA
2. insurance company or agency ☐ INA
- Z. Other (give details on Schedule D, Page 1, Section II, Other Business) ☒ OTH

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? YES NO ☐ ☒
- 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?

☒ 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)
AMALGAMATED TOKEN SERVICES INC,	DE	SOLE MEMBER	04/2018	E	Y	N	30-1011196
MENCHOV, PAUL	I	CHIEF EXECUTIVE OFFICER	04/2018	NA	Y	N	6647101
QUINN, GEORGIA PRUSSELL	I	CHIEF COMPLIANCE OFFICER	04/2018	NA	Y	N	6919625

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
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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)
ANGELLIST HOLDINGS LLC	DE	AMALGAMATED TOKEN SERVICES INC.	SOLE MEMBER	04/2018	E	Y	N	30-1011196
LAWS, KEVIN	I	ANGELLIST HOLDINGS LLC	MANAGER	01/2015	F	Y	N	6341893
LAZERBEAM MEGATAINMENT LLC	DE	ANGELLIST HOLDINGS LLC	MEMBER	11/2010	C	Y	N	27-4237739
RAVIKANT, NAVAL	I	ANGELLIST HOLDINGS LLC	MEMBER	07/2010	C	Y	N	6131644

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.	Title or Status	Date Acquired	Own. Code	Control Person	PR	CRD # (or SSN, IRS Tax #, Emp. ID)
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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)
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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 (ATS) AS A MARKETPLACE FOR PARTICIPANTS TO BUY AND SELL PRIVATE SECURITIES, BLOCKCHAIN TOKENS AND DIGITAL ASSETS.

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) 8-
Briefly describe details of the <i>succession</i> including any assets or liabilities not assumed by the <i>successor</i> .		

BD - ARRANGEMENTS / CONTROL PERSONS / FINANCING

No Information Filed

BD - AFFILIATES

Business

The details supplied relate to:

Partnership, Corporation, or Organization Name
ANGELLIST ADVISORS

CRD Number (if any)
167700

The Partnership, Corporation, or Organization

☐ controls applicant

☐ is controlled by applicant

☒ is under common control with applicant

Business Address

Street 1

90 GOLD ST.,

City

SAN FRANCISCO

State

California

Street 2

FLOOR 3

Country

USA

Zip/Postal Code

94133

Effective Date (MM/DD/YYYY)

04/04/2018

Termination Date (MM/DD/YYYY)

Is Partnership, Corporation or Organization a foreign entity?

☐ Yes ☒ No

If Yes, provide country of domicile or incorporation

Activities of this Partnership, Corporation, or Organization:

Securities Activities

☐ Yes ☒ No

Investment Advisory Activities

☒ Yes ☐ No

Briefly describe the *control* relationship

ANGELLIST HOLDINGS LLC, THE PARENT OF ANGELLIST ADVISORS IS AN INDIRECT PARENT ENTITY OF THE FIRM.

Business

The details supplied relate to:

Partnership, Corporation, or Organization Name
COINLIST CAPITAL

CRD Number (if any)
291553

The Partnership, Corporation, or Organization

☐ controls applicant

☐ is controlled by applicant

☒ is under common control with applicant

Business Address

Street 1

335 MADISON AVENUE

City

NEW YORK

Effective Date (MM/DD/YYYY)

04/04/2018

State

New York

Country

UNITED STATES

Street 2

16TH FLOOR

Zip/Postal Code

10017

Termination Date (MM/DD/YYYY)

Is Partnership, Corporation or Organization a foreign entity?

☐ Yes

☒ No

Activities of this Partnership, Corporation, or Organization:

Securities Activities

☐ Yes

☒ No

Investment Advisory Activities

☒ Yes

☐ No

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

FORM BD
UNIFORM APPLICATION FOR BROKER-DEALER REGISTRATION

Primary Business Name: FTX DIGITAL ASSETS LLC

BD Number: 322903

BD - INITIAL

09/22/2022

BD - APPLICANT INFORMATION

OMB Number3235-0012

Expires.....
Estimated average burden hours per:
Response.....2.75
Amendment.....0.33

WARNING: Failure to keep this form current and to file accurate supplementary information on a timely basis, or the failure to keep accurate books and records or otherwise to comply with the provisions of law applying to the conduct of business as a broker-dealer would violate the Federal securities laws and the laws of the *jurisdictions* and may result in disciplinary, administrative, injunctive or criminal action.

INTENTIONAL MISSTATEMENTS OR OMISSIONS OF FACTS MAY CONSTITUTE CRIMINAL VIOLATIONS.

☒ APPLICATION ☐ AMENDMENT

1. Exact name, principal business address, mailing address, if different, and telephone number of *applicant*:

A. **Full name of *applicant***(if sole proprietor, state last, first and middle name):
FTX DIGITAL ASSETS LLC

B. **IRS Empl. Ident. No.:**
88-3616176

C. (1) Name under which broker-dealer business primarily is conducted, if different from Item 1A.
FTX DIGITAL ASSETS LLC

(2) List on Schedule D, Page 1, Section I, Other Business Names any other name by which the firm conducts business and where it is used.

D. If this filing makes a name change on behalf of the *applicant*, enter the new name and specify whether the name change is of the
☐ ***applicant* name (1A)** or ☐ **business name (1C):**
Please check above.

E. **Firm main address: (Do not use a P.O. Box)**

Number and Street 1: 60 BROAD ST	Number and Street 2: 25TH FLOOR
City: NEW YORK	State: New York
Country: UNITED STATES	Zip/Postal Code: 10004

F. **Mailing Address, if different:**

Number and Street 1:	Number and Street 2:
City:	State:
Country:	Zip/Postal Code:

G. **Business Telephone Number:**
908-240-1589

H. Contact Employee:	Title:	Telephone Number:
Name: VENU PALAPARTHI	PRESIDENT AND CCO	908-240-1589

BD - EXECUTION

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* further represent that to the extent any information previously submitted is not amended such information is currently accurate and complete.

Date MM/DD/YYYY
09/19/2022

Name of Applicant
FTX DIGITAL ASSETS LLC

Authorized Signatory
VENU PALAPARTHI

Title
PRESIDENT AND CCO

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

Year

Notary Public

My commission expires _____ County of _____ State of _____

BD - SECURITIES AND EXCHANGE COMMISSION

2. Indicate by checking the appropriate box(es) each governmental authority, organization, or *jurisdiction* in which the *applicant* is registered or registering as a broker-dealer. ☒

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

YES NO

8. Does *applicant* have any arrangement with any other *person*, firm, or organization under which:

A. any books or records of *applicant* are kept or maintained by such other *person*, firm or organization? ☐ YES ☐ NO

B. accounts, funds, or securities of the *applicant* are held or maintained by such other *person*, firm, or organization? ☐ YES ☐ NO

C. accounts, funds, or securities of customers of the *applicant* are held or maintained by such other *person*, firm, or organization? ☐ YES ☐ NO

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 *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? ☐ YES ☐ NO

B. wholly or partially finance the business of *applicant*? ☐ YES ☐ NO

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

YES NO

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? ☐ YES ☐ NO

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? ☐ YES ☐ NO

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 terms.

CRIMINAL DISCLOSURE

A. In the past ten years has the *applicant* or a *control affiliate*: ☐ YES ☐ NO

(1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign or military court to any *felony*? ☐ YES ☐ NO

(2) been *charged* with any *felony*? ☐ YES ☐ NO

B. In the past ten years has the *applicant* or a *control affiliate*: ☐ YES ☐ NO

(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? ☐ YES ☐ NO

(2) been *charged* with a *misdemeanor* specified in 11B(1)? ☐ YES ☐ NO

REGULATORY ACTION DISCLOSURE

C. Has the U.S. Securities and Exchange Commission or the Commodity Futures Trading Commission ever: ☐ YES ☐ NO

(1) *found* the *applicant* or a *control affiliate* to have made a false statement or omission? ☐ YES ☐ NO

(2) *found* the *applicant* or a *control affiliate* to have been *involved* in a violation of its regulations or statutes? ☐ YES ☐ NO

(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? ☐ YES ☐ NO

(4) entered an *order* against the *applicant* or a *control affiliate* in connection with an *investment-related* activity? ☐ YES ☐ NO

(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? ☐ YES ☐ NO

D. Has any other federal regulatory agency, any state regulatory agency, or *foreign financial regulatory authority*: ☐ YES ☐ NO

(1) ever *found* the *applicant* or a *control affiliate* to have made a false statement or omission or been dishonest, unfair, or unethical? ☐ YES ☐ NO

(2) ever *found* the *applicant* or a *control affiliate* to have been *involved* in a violation of *investment-related* regulations or statutes? ☐ YES ☐ NO

(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? ☐ YES ☐ NO

(4) in the past ten years, entered an *order* against the *applicant* or a *control affiliate* in connection with an *investment-related* activity? ☐ YES ☐ NO

(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? ☐ YES ☐ NO

E. Has any *self-regulatory organization* or commodities exchange ever: ☐ YES ☐ NO

(1) *found* the *applicant* or a *control affiliate* to have made a false statement or omission? ☐ YES ☐ NO

(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)? ☐ YES ☐ NO

(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? ☐ YES ☐ NO

(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? ☐ YES ☐ NO

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? ☐ YES ☐ NO

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? ☐ YES ☐ NO

CIVIL JUDICIAL ACTION DISCLOSURE

H. (1) Has any domestic or foreign court: ☐ YES ☐ NO

(a) in the past ten years, *enjoined* the *applicant* or a *control affiliate* in connection with any *investment-related* activity? ☐ YES ☐ NO

(b) ever *found* that the *applicant* or a *control affiliate* was *involved* in a violation of *investment-related* statutes or regulations? ☐ YES ☐ NO

(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*? ☐ YES ☐ NO

(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)? ☐ YES ☐ NO

FINANCIAL DISCLOSURE

	YES	NO
I. In the past ten years has the <i>applicant</i> or a <i>control affiliate</i> of the <i>applicant</i> ever been a securities firm or a <i>control affiliate</i> of a securities firm that:		
(1) has been the subject of a bankruptcy petition?	<input type="radio"/>	<input checked="" type="radio"/>
(2) has had a trustee appointed or a direct payment procedure initiated under the Securities Investor Protection Act?	<input type="radio"/>	<input checked="" type="radio"/>
J. Has a bonding company ever denied, paid out on, or revoked a bond for the <i>applicant</i> ?	<input type="radio"/>	<input checked="" type="radio"/>
K. Does the <i>applicant</i> have any unsatisfied judgments or liens against it?	<input type="radio"/>	<input checked="" type="radio"/>

BD - TYPES OF BUSINESS

12. Check 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% of annual revenue from the securities or investment advisory business.	
A. Exchange member engaged in exchange commission business other than floor activities.	<input checked="" type="checkbox"/> EMC
B. Exchange member engaged in floor activities.	<input type="checkbox"/> EMF
C. Broker or dealer making inter-dealer markets in corporate securities over-the-counter.	<input type="checkbox"/> IDM
D. Broker or dealer retailing corporate equity securities over-the-counter.	<input type="checkbox"/> BDR
E. Broker or dealer selling corporate debt securities.	<input type="checkbox"/> BDD
F. Underwriter or selling group participant (corporate securities other than mutual funds).	<input type="checkbox"/> USG
G. Mutual fund underwriter or sponsor.	<input type="checkbox"/> MFU
H. Mutual fund retailer.	<input type="checkbox"/> MFR
I. 1. U.S. government securities dealer.	<input type="checkbox"/> GSD
2. U.S. government securities broker.	<input type="checkbox"/> GSB
J. Municipal securities dealer.	<input type="checkbox"/> MSD
K. Municipal securities broker.	<input type="checkbox"/> MSB
L. Broker or dealer selling variable life insurance or annuities.	<input type="checkbox"/> VLA
M. Solicitor of time deposits in a financial institution.	<input type="checkbox"/> SSL
N. Real estate syndicator.	<input type="checkbox"/> RES
O. Broker or dealer selling oil and gas interests.	<input type="checkbox"/> OGI
P. Put and call broker or dealer or option writer.	<input type="checkbox"/> PCB
Q. Broker or dealer selling securities of only one issuer or associate issuers (other than mutual funds).	<input type="checkbox"/> BIA
R. Broker or dealer selling securities of non-profit organizations (e.g., churches, hospitals).	<input type="checkbox"/> NPB
S. Investment advisory services.	<input type="checkbox"/> IAD
T. 1. Broker or dealer selling tax shelters or limited partnerships in primary distributions.	<input type="checkbox"/> TAP
2. Broker or dealer selling tax shelters or limited partnerships in the secondary market.	<input type="checkbox"/> TAS
U. Non-exchange member arranging for transactions in listed securities by exchange member.	<input type="checkbox"/> NEX
V. Trading securities for own account.	<input checked="" type="checkbox"/> TRA
W. Private placement of securities.	<input type="checkbox"/> PLA
X. Broker or dealer selling interests in mortgages or other receivables.	<input type="checkbox"/> MRI
Y. Broker or dealer involved in a networking, kiosk or similar arrangement with a:	
1. bank, savings bank or association, or credit union.	<input type="checkbox"/> BNA
2. insurance company or agency	<input type="checkbox"/> INA
Z. Other (<i>give details on Schedule D, Page 1, Section II, Other Business</i>)	<input checked="" type="checkbox"/> OTH

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

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)
PALAPARTHI, VENU MADHAV	I	PRESIDENT AND CCO	08/2022	NA	Y	N	2437777

BD - INDIRECT OWNERS

Ownership Codes:	C - 25% but less than 50%	E - 75% or more
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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)
BANKMAN-FRIED, SAMUEL BENJAMIN	I	WEST REALM SHIRES INC.	SHAREHOLDER	08/2022	D	Y	N 6204362
WEST REALM SHIRES FINANCIAL SERVICES INC.	DE	FTX DIGITAL ASSETS LLC	SHAREHOLDER	08/2022	E	Y	N 85-4142828
WEST REALM SHIRES INC.	DE	WEST REALM SHIRES FINANCIAL SERVICES INC	SHAREHOLDER	08/2022	E	Y	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
	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)
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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)
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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) 8-
Briefly describe details of the <i>succession</i> including any assets or liabilities not assumed by the <i>successor</i> .		

BD - ARRANGEMENTS / CONTROL PERSONS / FINANCING

No Information Filed

BD - AFFILIATES

Business

The details supplied relate to:

Partnership, Corporation, or Organization Name
FTX CAPITAL MARKETS LLC

CRD Number (if any)
158816

The Partnership, Corporation, or Organization

☐ controls applicant

☐ is controlled by applicant

☒ is under common control with applicant

Business Address

Street 1
60 BROAD STREET

City

NEW YORK

State

New York

Street 2
25TH FLOOR

Country

USA

Zip/Postal Code

10004

Effective Date (MM/DD/YYYY)
08/02/2022

Termination Date (MM/DD/YYYY)

Is Partnership, Corporation or Organization a foreign entity?

If Yes, provide country of domicile or incorporation

☐ Yes ☒ No

Activities of this Partnership, Corporation, or Organization:

Securities Activities

☒ Yes ☐ No

Investment Advisory Activities

☐ Yes ☒ No

Briefly describe the *control* relationship

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

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

FORM BD
UNIFORM APPLICATION FOR BROKER-DEALER REGISTRATION

Primary Business Name: OASIS PRO MARKETS LLC

BD Number: 149420

BD - AMENDMENT

01/04/2021

BD - APPLICANT INFORMATION

OMB Number3235-0012

Expires.....
Estimated average burden hours per:
Response.....2.75
Amendment.....0.33

WARNING: Failure to keep this form current and to file accurate supplementary information on a timely basis, or the failure to keep accurate books and records or otherwise to comply with the provisions of law applying to the conduct of business as a broker-dealer would violate the Federal securities laws and the laws of the *jurisdictions* and may result in disciplinary, administrative, injunctive or criminal action.

INTENTIONAL MISSTATEMENTS OR OMISSIONS OF FACTS MAY CONSTITUTE CRIMINAL VIOLATIONS.

☐ APPLICATION ☒ AMENDMENT

1. Exact name, principal business address, mailing address, if different, and telephone number of *applicant*:

A. **Full name of *applicant* (if sole proprietor, state last, first and middle name):**

OASIS PRO MARKETS LLC

B. **IRS Empl. Ident. No.:**

80-0306517

C. (1) Name under which broker-dealer business primarily is conducted, if different from Item 1A.

OASIS PRO MARKETS LLC

(2) List on Schedule D, Page 1, Section I, Other Business Names any other name by which the firm conducts business and where it is used.

D. If this filing makes a name change on behalf of the *applicant*, enter the new name and specify whether the name change is of the

☐ **applicant name (1A)** or ☐ **business name (1C):**

Please check above.

E. **Firm main address: (Do not use a P.O. Box)**

Number and Street 1:
3 THORNDAL CIRCLE

Number and Street 2:

City:
DARIEN

State:
Connecticut

Country:
USA

Zip/Postal Code:
06820

F. **Mailing Address, if different:**

Number and Street 1:
3 THORNDAL CIRCLE

Number and Street 2:

City:
DARIEN

State:
Connecticut

Country:
USA

Zip/Postal Code:
06820

G. **Business Telephone Number:**

203 -309-5009

H. **Contact Employee:**

Name:
PASQUALE LAVECCHIA

Title:
MANAGING PARTNER/CCO

Telephone Number:
203-309-5009

BD - EXECUTION

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* further represent that to the extent any information previously submitted is not amended such information is currently accurate and complete.

Date MM/DD/YYYY
01/04/2021

Name of Applicant
OASIS PRO MARKETS LLC

Authorized Signatory
PASQUALE LAVECCHIA

Title
CEO

Subscribed and sworn before me this _____ day of _____, _____ by _____
Year

Notary Public

My commission expires _____ County of _____ State of _____

BD - SECURITIES AND EXCHANGE COMMISSION

2. Indicate by checking the appropriate box(es) each governmental authority, organization, or *jurisdiction* in which the *applicant* is registered or registering as a broker-dealer. ☒

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

YES NO

8. Does *applicant* have any arrangement with any other *person*, firm, or organization under which:

A. any books or records of *applicant* are kept or maintained by such other *person*, firm or organization? ☐ YES ☐ NO

B. accounts, funds, or securities of the *applicant* are held or maintained by such other *person*, firm, or organization? ☐ YES ☐ NO

C. accounts, funds, or securities of customers of the *applicant* are held or maintained by such other *person*, firm, or organization? ☐ YES ☐ NO

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 *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? ☐ YES ☐ NO

B. wholly or partially finance the business of *applicant*? ☐ YES ☐ NO

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

YES NO

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? ☐ YES ☐ NO

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? ☐ YES ☐ NO

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 terms.

CRIMINAL DISCLOSURE

A. In the past ten years has the *applicant* or a *control affiliate*: ☐ YES ☐ NO

(1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign or military court to any *felony*? ☐ YES ☐ NO

(2) been *charged* with any *felony*? ☐ YES ☐ NO

B. In the past ten years has the *applicant* or a *control affiliate*: ☐ YES ☐ NO

(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? ☐ YES ☐ NO

(2) been *charged* with a *misdemeanor* specified in 11B(1)? ☐ YES ☐ NO

REGULATORY ACTION DISCLOSURE

C. Has the U.S. Securities and Exchange Commission or the Commodity Futures Trading Commission ever: ☐ YES ☐ NO

(1) *found* the *applicant* or a *control affiliate* to have made a false statement or omission? ☐ YES ☐ NO

(2) *found* the *applicant* or a *control affiliate* to have been *involved* in a violation of its regulations or statutes? ☐ YES ☐ NO

(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? ☐ YES ☐ NO

(4) entered an *order* against the *applicant* or a *control affiliate* in connection with an *investment-related* activity? ☐ YES ☐ NO

(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? ☐ YES ☐ NO

D. Has any other federal regulatory agency, any state regulatory agency, or *foreign financial regulatory authority*: ☐ YES ☐ NO

(1) ever *found* the *applicant* or a *control affiliate* to have made a false statement or omission or been dishonest, unfair, or unethical? ☐ YES ☐ NO

(2) ever *found* the *applicant* or a *control affiliate* to have been *involved* in a violation of *investment-related* regulations or statutes? ☐ YES ☐ NO

(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? ☐ YES ☐ NO

(4) in the past ten years, entered an *order* against the *applicant* or a *control affiliate* in connection with an *investment-related* activity? ☐ YES ☐ NO

(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? ☐ YES ☐ NO

E. Has any *self-regulatory organization* or commodities exchange ever: ☐ YES ☐ NO

(1) *found* the *applicant* or a *control affiliate* to have made a false statement or omission? ☐ YES ☐ NO

(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)? ☐ YES ☐ NO

(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? ☐ YES ☐ NO

(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? ☐ YES ☐ NO

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? ☐ YES ☐ NO

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? ☐ YES ☐ NO

CIVIL JUDICIAL ACTION DISCLOSURE

H. (1) Has any domestic or foreign court: ☐ YES ☐ NO

(a) in the past ten years, *enjoined* the *applicant* or a *control affiliate* in connection with any *investment-related* activity? ☐ YES ☐ NO

(b) ever *found* that the *applicant* or a *control affiliate* was *involved* in a violation of *investment-related* statutes or regulations? ☐ YES ☐ NO

(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*? ☐ YES ☐ NO

(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)? ☐ YES ☐ NO

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? YES NO
☐ ☒
- (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*? ☐ ☒
- K. Does the *applicant* have any unsatisfied judgments or liens against it? ☐ ☒

BD - TYPES OF BUSINESS

12. 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 for) less than 1% of annual revenue from the securities or investment advisory business.

- A. Exchange member engaged in exchange commission business other than floor activities. ☐ EMC
- 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
- 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
- H. 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
- O. Broker or dealer selling oil and gas interests. ☐ OGI
- P. Put and call broker or dealer or option writer. ☐ PCB
- Q. Broker or dealer selling securities of only one issuer or associate issuers (other than mutual funds). ☐ BIA
- 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. ☐ 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. ☐ 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. ☐ BNA
2. insurance company or agency ☐ INA
- Z. Other (give details on Schedule D, Page 1, Section II, Other Business) ☒ OTH

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? YES NO
☐ ☒
- 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?

☒ 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)
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	Y	N	2403011

OASIS PRO, INC.	DE	SHAREHOLDER	02/2019	E	Y	N	83-3642477
PATEL, AKASH CHANDU	I	PRINCIPAL	10/2020	NA	Y	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	C	Y	N	7185381
LAVECCHIA, PASQUALE MARIO	I	OASIS PRO, INC.	SHAREHOLDER	04/2019	F	Y	N	2403011
QUINTILIAN, JOSEPH MORROW	I	OASIS PRO, INC.	SHAREHOLDER	04/2019	C	Y	N	4195337

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 <i>person</i>).								
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)
AHMED, MUBARAK SEASTRES	I	A	FINOP	12/2020	NA	N	N	5083551
LAVECCHIA, PASQUALE MARIO	I	C	CHIEF EXECUTIVE OFFICER AND CHIEF COMPLIANCE OFFICER CCO	11/2008	NA	Y	N	2403011
PATEL, AKASH CHANDU	I	A	PRINCIPAL	10/2020	NA	Y	N	4712890

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)
LAVECCHIA, PASQUALE MARIO	I	A	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 122). 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 <i>succession</i> including any assets or liabilities not assumed by the <i>successor</i>.		
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

FORM BD
UNIFORM APPLICATION FOR BROKER-DEALER REGISTRATION

Primary Business Name: OMNIX SERVICES, LLC

BD Number: 295624

BD - INITIAL

04/12/2018

BD - APPLICANT INFORMATION

OMB Number3235-0012

Expires.....
Estimated average burden hours per:
Response.....2.75
Amendment.....0.33

WARNING: Failure to keep this form current and to file accurate supplementary information on a timely basis, or the failure to keep accurate books and records or otherwise to comply with the provisions of law applying to the conduct of business as a broker-dealer would violate the Federal securities laws and the laws of the *jurisdictions* and may result in disciplinary, administrative, injunctive or criminal action.

INTENTIONAL MISSTATEMENTS OR OMISSIONS OF FACTS MAY CONSTITUTE CRIMINAL VIOLATIONS.

☒ **APPLICATION** ☐ **AMENDMENT**

1. Exact name, principal business address, mailing address, if different, and telephone number of *applicant*:

A. **Full name of *applicant***(if sole proprietor, state last, first and middle name):

OMNIX SERVICES, LLC

B. **IRS Empl. Ident. No.:**

82-4843236

C. (1) Name under which broker-dealer business primarily is conducted, if different from Item 1A.

OMNIX SERVICES, LLC

(2) List on Schedule D, Page 1, Section I, Other Business Names any other name by which the firm conducts business and where it is used.

D. If this filing makes a name change on behalf of the *applicant*, enter the new name and specify whether the name change is of the

☐ **applicant name (1A)** or ☐ **business name (1C):**

Please check above.

E. **Firm main address: (Do not use a P.O. Box)**

Number and Street 1:
333 BRYANT ST

City:
SAN FRANCISCO

State:
California

Number and Street 2:
STE 310

Country:
UNITED STATES

Zip/Postal Code:
94107

F. **Mailing Address, if different:**

Number and Street 1:

Number and Street 2:

City:

State:

Country:

Zip/Postal Code:

G. **Business Telephone Number:**

415-723-1795

H. **Contact Employee:**

Name:
JOHN BURNETT

Title:
CHIEF EXECUTIVE OFFICER

Telephone Number:
805-708-3857

BD - EXECUTION

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* further represent that to the extent any information previously submitted is not amended such information is currently accurate and complete.

Date MM/DD/YYYY
04/12/2018

Name of Applicant
OMNIX SERVICES, LLC

Authorized Signatory
JOHN BURNETT

Title
CHIEF EXECUTIVE OFFICER

Subscribed and sworn before me this _____ day of _____, _____ by _____
Year

Notary Public

My commission expires _____ County of _____ State of _____

BD - SECURITIES AND EXCHANGE COMMISSION

2. Indicate by checking the appropriate box(es) each governmental authority, organization, or *jurisdiction* in which the *applicant* is registered or registering as a broker-dealer. ☒

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

YES NO

- If applicant answers "yes" to Items 2A and 2D, applicant expressly consents to the withdrawal of its registration as a government securities broker or dealer under Section 15C of the Securities Exchange Act of 1934. See "Instructions."*

(Note: The field below is reserved exclusively for the reporting of single 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.)

3. A. Indicate legal status of *applicant*:
- ☐ Corporation ☐ Sole Proprietorship ☐ Other (*specify*)
- ☐ Partnership ☒ 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: | Country of formation: | Date of formation: MM/DD/YYYY |
|---------------------|-----------------------|-------------------------------|
| Delaware | USA | 03/19/2018 |
- 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.*

4. If *applicant* is a sole proprietor, state full residence address and Social Security Number.

Social Security Number:
Number and Street 1:

Number and Street 2:

City:

State:

Country:

Zip/Postal Code:

5. 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

6. Does *applicant* hold or maintain any funds or securities or provide clearing services for any other broker or dealer?

7. Does *applicant* refer or introduce customers to any other broker or dealer?

If "yes," complete appropriate items on Schedule D, Page 1, Section IV, Arrangement 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 <i>applicant</i> are kept or maintained by such other <i>person</i> , firm or organization?		<input type="radio"/> <input type="radio"/>
B. accounts, funds, or securities of the <i>applicant</i> are held or maintained by such other <i>person</i> , firm, or organization?		<input type="radio"/> <input type="radio"/>
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?		<input type="radio"/> <input type="radio"/>
<p><i>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).</i></p> <p><i>If "Yes" to any part of Item 8, complete appropriate items on Schedule D, Page 1, Section IV, Arrangement Detail.</i></p>		

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 <i>applicant</i> through agreement or otherwise?		<input type="radio"/> <input type="radio"/>
B. wholly or partially finance the business of <i>applicant</i> ?		<input type="radio"/> <input type="radio"/>
<p><i>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).</i></p> <p><i>If "Yes" to any part of Item 9, complete appropriate items on Schedule D, Page 1, Section IV, Arrangement Detail.</i></p>		

BD - BUSINESS AFFILIATES

BD - Control Affiliates

	YES NO
10. A. Directly or indirectly, does <i>applicant control</i> , is <i>applicant controlled</i> by, or is <i>applicant</i> under common <i>control</i> with, any partnership, corporation, or other organization that is engaged in the securities or investment advisory business?	<input type="radio"/> <input type="radio"/>
<i>If "Yes" to Item 10A, complete appropriate items on Schedule D, Page 2, Section V, Firm Affiliates.</i>	
B. Directly or indirectly, is <i>applicant controlled</i> 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?	<input type="radio"/> <input type="radio"/>
<i>If "Yes" to Item 10B, complete appropriate items on Schedule D, Page 3, Section VI, Bank Affiliates.</i>	

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 terms.

CRIMINAL DISCLOSURE

A. In the past ten years has the <i>applicant</i> or a <i>control affiliate</i> :	YES NO
(1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign or military court to any <i>felony</i> ?	<input type="radio"/> <input type="radio"/>
(2) been <i>charged</i> with any <i>felony</i> ?	<input type="radio"/> <input type="radio"/>
B. 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?	<input type="radio"/> <input type="radio"/>
(2) been <i>charged</i> with a <i>misdemeanor</i> specified in 11B(1)?	<input type="radio"/> <input type="radio"/>

REGULATORY ACTION DISCLOSURE

C. Has the U.S. Securities and Exchange Commission or the Commodity Futures Trading Commission ever:	YES NO
(1) <i>found</i> the <i>applicant</i> or a <i>control affiliate</i> to have made a false statement or omission?	<input type="radio"/> <input type="radio"/>
(2) <i>found</i> the <i>applicant</i> or a <i>control affiliate</i> to have been <i>involved</i> in a violation of its regulations or statutes?	<input type="radio"/> <input type="radio"/>
(3) <i>found</i> the <i>applicant</i> or a <i>control affiliate</i> to have been a cause of an <i>investment-related</i> business having its authorization to do business denied, suspended, revoked, or restricted?	<input type="radio"/> <input type="radio"/>
(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?	<input type="radio"/> <input type="radio"/>
(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?	<input type="radio"/> <input type="radio"/>
D. Has any other federal regulatory agency, any state regulatory agency, or <i>foreign financial regulatory authority</i> :	
(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?	<input type="radio"/> <input type="radio"/>
(2) ever <i>found</i> the <i>applicant</i> or a <i>control affiliate</i> to have been <i>involved</i> in a violation of <i>investment-related</i> regulations or statutes?	<input type="radio"/> <input type="radio"/>
(3) ever <i>found</i> the <i>applicant</i> or a <i>control affiliate</i> to have been a cause of an <i>investment-related</i> business having its authorization to do business denied, suspended, revoked, or restricted?	<input type="radio"/> <input type="radio"/>
(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?	<input type="radio"/> <input type="radio"/>
(5) ever denied, suspended, or revoked the <i>applicant's</i> or a <i>control affiliate's</i> registration or license or otherwise, by <i>order</i> , prevented it from associating with an <i>investment-related</i> business or restricted its activities?	<input type="radio"/> <input type="radio"/>
E. Has any <i>self-regulatory organization</i> or commodities exchange ever:	
(1) <i>found</i> the <i>applicant</i> or a <i>control affiliate</i> to have made a false statement or omission?	<input type="radio"/> <input type="radio"/>
(2) <i>found</i> the <i>applicant</i> or a <i>control affiliate</i> to have been <i>involved</i> in a violation of its rules (other than a violation designated as a " <i>minor rule violation</i> " under a plan approved by the U.S. Securities and Exchange Commission)?	<input type="radio"/> <input type="radio"/>
(3) <i>found</i> the <i>applicant</i> or a <i>control affiliate</i> to have been the cause of an <i>investment-related</i> business having its authorization to do business denied, suspended, revoked, or restricted?	<input type="radio"/> <input type="radio"/>
(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?	<input type="radio"/> <input type="radio"/>
F. Has the <i>applicant's</i> or a <i>control affiliate's</i> authorization to act as an attorney, accountant, or federal contractor ever been revoked or suspended?	<input type="radio"/> <input type="radio"/>
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?	<input type="radio"/> <input type="radio"/>

CIVIL JUDICIAL ACTION DISCLOSURE

H. (1) Has any domestic or foreign court:	YES NO
(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?	<input type="radio"/> <input type="radio"/>
(b) ever <i>found</i> that the <i>applicant</i> or a <i>control affiliate</i> was <i>involved</i> in a violation of <i>investment-related</i> statutes or regulations?	<input type="radio"/> <input type="radio"/>
(c) ever dismissed, pursuant to a settlement agreement, an <i>investment-related</i> civil action brought against the <i>applicant</i> or <i>control affiliate</i> by a state or <i>foreign financial regulatory authority</i> ?	<input type="radio"/> <input type="radio"/>
(2) Is the <i>applicant</i> or a <i>control affiliate</i> now the subject of any civil <i>proceeding</i> that could result in a "yes" answer to any part of 11H(1)?	<input type="radio"/> <input type="radio"/>

FINANCIAL DISCLOSURE

I. In the past ten years has the <i>applicant</i> or a <i>control affiliate</i> of the <i>applicant</i> ever been a securities firm or a <i>control affiliate</i> of a securities firm that:	YES NO
--	---------------

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

BD - TYPES OF BUSINESS

12. 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 for) less than 1% of annual revenue from the securities or investment advisory business.

A. Exchange member engaged in exchange commission business other than floor activities.	<input type="checkbox"/> EMC
B. Exchange member engaged in floor activities.	<input type="checkbox"/> EMF
C. Broker or dealer making inter-dealer markets in corporate securities over-the-counter.	<input type="checkbox"/> IDM
D. Broker or dealer retailing corporate equity securities over-the-counter.	<input type="checkbox"/> BDR
E. Broker or dealer selling corporate debt securities.	<input type="checkbox"/> BDD
F. Underwriter or selling group participant (corporate securities other than mutual funds).	<input type="checkbox"/> USG
G. Mutual fund underwriter or sponsor.	<input type="checkbox"/> MFU
H. Mutual fund retailer.	<input type="checkbox"/> MFR
I. 1. U.S. government securities dealer.	<input type="checkbox"/> GSD
2. U.S. government securities broker.	<input type="checkbox"/> GSB
J. Municipal securities dealer.	<input type="checkbox"/> MSD
K. Municipal securities broker.	<input type="checkbox"/> MSB
L. Broker or dealer selling variable life insurance or annuities.	<input type="checkbox"/> VLA
M. Solicitor of time deposits in a financial institution.	<input type="checkbox"/> SSL
N. Real estate syndicator.	<input type="checkbox"/> RES
O. Broker or dealer selling oil and gas interests.	<input type="checkbox"/> OGI
P. Put and call broker or dealer or option writer.	<input type="checkbox"/> PCB
Q. Broker or dealer selling securities of only one issuer or associate issuers (other than mutual funds).	<input type="checkbox"/> BIA
R. Broker or dealer selling securities of non-profit organizations (e.g., churches, hospitals).	<input type="checkbox"/> NPB
S. Investment advisory services.	<input type="checkbox"/> IAD
T. 1. Broker or dealer selling tax shelters or limited partnerships in primary distributions.	<input type="checkbox"/> TAP
2. Broker or dealer selling tax shelters or limited partnerships in the secondary market.	<input type="checkbox"/> TAS
U. Non-exchange member arranging for transactions in listed securities by exchange member.	<input type="checkbox"/> NEX
V. Trading securities for own account.	<input type="checkbox"/> TRA
W. Private placement of securities.	<input type="checkbox"/> PLA
X. Broker or dealer selling interests in mortgages or other receivables.	<input type="checkbox"/> MRI
Y. Broker or dealer involved in a networking, kiosk or similar arrangement with a:	
1. bank, savings bank or association, or credit union.	<input type="checkbox"/> BNA
2. insurance company or agency	<input type="checkbox"/> INA
Z. Other (<i>give details on Schedule D, Page 1, Section II, Other Business</i>)	<input checked="" type="checkbox"/> OTH

	YES	NO
13. A. Does <i>applicant</i> effect transactions in commodity futures, commodities or commodity options as a broker for others or as a dealer for its own account?	<input type="radio"/>	<input checked="" type="radio"/>
B. Does <i>applicant</i> engage in any other non-securities business?	<input type="radio"/>	<input checked="" type="radio"/>

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)
JOHN BURNETT	I	CHIEF EXECUTIVE OFFICER AND CHIEF COMPLIANCE OFFICER	03/2018	NA	Y	N	xxx-xx-xxxx
OMNIEX HOLDINGS, INC.	DE	SHAREHOLDER	03/2018	E	Y	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 Person	PR	CRD # (or SSN, IRS Tax #, Emp. ID)
HU LIANG	I	OMNIEX HOLDINGS, INC.	CHIEF EXECUTIVE OFFICER	09/2017	C	Y		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%	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)
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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)
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No Information Filed

BD - OTHER BUSINESS NAMES

No Information Filed

BD - OTHER BUSINESS

Briefly describe any other business (Item 12Z).

BROKER OPERATING AN ONLINE PLATFORM USED TO FACILITATE THE TRADING OF CRYPTO ASSETS BETWEEN INSTITUTIONAL BUYERS AND SELLERS.

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)
		8-	
Briefly describe details of the <i>succession</i> including any assets or liabilities not assumed by the <i>successor</i> .			

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

FORM BD
UNIFORM APPLICATION FOR BROKER-DEALER REGISTRATION

Primary Business Name: PROMETHEUM EMBER ATS INC.

BD Number: 311636

BD - AMENDMENT

07/13/2021

BD - APPLICANT INFORMATION

OMB Number3235-0012

Expires.....
Estimated average burden hours per:
Response.....2.75
Amendment.....0.33

WARNING: Failure to keep this form current and to file accurate supplementary information on a timely basis, or the failure to keep accurate books and records or otherwise to comply with the provisions of law applying to the conduct of business as a broker-dealer would violate the Federal securities laws and the laws of the *jurisdictions* and may result in disciplinary, administrative, injunctive or criminal action.

INTENTIONAL MISSTATEMENTS OR OMISSIONS OF FACTS MAY CONSTITUTE CRIMINAL VIOLATIONS.

☐ APPLICATION ☒ AMENDMENT

1. Exact name, principal business address, mailing address, if different, and telephone number of *applicant*:

A. **Full name of *applicant***(if sole proprietor, state last, first and middle name):
PROMETHEUM EMBER ATS INC.

B. **IRS Empl. Ident. No.:**
83-0625916

C. (1) Name under which broker-dealer business primarily is conducted, if different from Item 1A.
PROMETHEUM EMBER ATS INC.

(2) List on Schedule D, Page 1, Section I, Other Business Names any other name by which the firm conducts business and where it is used.

D. If this filing makes a name change on behalf of the *applicant*, enter the new name and specify whether the name change is of the
☐ ***applicant* name (1A)** or ☐ **business name (1C):**
Please check above.

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	Country: UNITED STATES
State: New York	Zip/Postal Code: 10005

F. **Mailing Address, if different:**

Number and Street 1: 120 WALL STREET	Number and Street 2: 25TH FLOOR
City: NEW YORK	Country: UNITED STATES
State: New York	Zip/Postal Code: 10005

G. **Business Telephone Number:**
212-514-8369

H. Contact Employee:	Title:	Telephone Number:
Name: BENJAMIN S. KAPLAN	OUTSIDE COUNSEL	2122691400

BD - EXECUTION

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* further represent that to the extent any information previously submitted is not amended such information is currently accurate and complete.

Date MM/DD/YYYY
07/13/2021

Name of Applicant
PROMETHEUM EMBER ATS INC.

Authorized Signatory
ADAM BRICKNER

Title
CCO

Subscribed and sworn before me this _____ day of _____, _____ by
Year

Notary Public

My commission expires _____ County of _____ State of _____

BD - SECURITIES AND EXCHANGE COMMISSION

2. Indicate by checking the appropriate box(es) each governmental authority, organization, or *jurisdiction* in which the *applicant* is registered or registering as a broker-dealer. ☒

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

YES NO

8. Does *applicant* have any arrangement with any other *person*, firm, or organization under which:

A. any books or records of *applicant* are kept or maintained by such other *person*, firm or organization? ☐ YES ☐ NO

B. accounts, funds, or securities of the *applicant* are held or maintained by such other *person*, firm, or organization? ☐ YES ☐ NO

C. accounts, funds, or securities of customers of the *applicant* are held or maintained by such other *person*, firm, or organization? ☐ YES ☐ NO

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 *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? ☐ YES ☐ NO

B. wholly or partially finance the business of *applicant*? ☐ YES ☐ NO

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

YES NO

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? ☐ YES ☐ NO

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? ☐ YES ☐ NO

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 terms.

CRIMINAL DISCLOSURE

A. In the past ten years has the *applicant* or a *control affiliate*: ☐ YES ☐ NO

(1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign or military court to any *felony*? ☐ YES ☐ NO

(2) been *charged* with any *felony*? ☐ YES ☐ NO

B. In the past ten years has the *applicant* or a *control affiliate*: ☐ YES ☐ NO

(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? ☐ YES ☐ NO

(2) been *charged* with a *misdemeanor* specified in 11B(1)? ☐ YES ☐ NO

REGULATORY ACTION DISCLOSURE

C. Has the U.S. Securities and Exchange Commission or the Commodity Futures Trading Commission ever: ☐ YES ☐ NO

(1) *found* the *applicant* or a *control affiliate* to have made a false statement or omission? ☐ YES ☐ NO

(2) *found* the *applicant* or a *control affiliate* to have been *involved* in a violation of its regulations or statutes? ☐ YES ☐ NO

(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? ☐ YES ☐ NO

(4) entered an *order* against the *applicant* or a *control affiliate* in connection with an *investment-related* activity? ☐ YES ☐ NO

(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? ☐ YES ☐ NO

D. Has any other federal regulatory agency, any state regulatory agency, or *foreign financial regulatory authority*: ☐ YES ☐ NO

(1) ever *found* the *applicant* or a *control affiliate* to have made a false statement or omission or been dishonest, unfair, or unethical? ☐ YES ☐ NO

(2) ever *found* the *applicant* or a *control affiliate* to have been *involved* in a violation of *investment-related* regulations or statutes? ☐ YES ☐ NO

(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? ☐ YES ☐ NO

(4) in the past ten years, entered an *order* against the *applicant* or a *control affiliate* in connection with an *investment-related* activity? ☐ YES ☐ NO

(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? ☐ YES ☐ NO

E. Has any *self-regulatory organization* or commodities exchange ever: ☐ YES ☐ NO

(1) *found* the *applicant* or a *control affiliate* to have made a false statement or omission? ☐ YES ☐ NO

(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)? ☐ YES ☐ NO

(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? ☐ YES ☐ NO

(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? ☐ YES ☐ NO

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? ☐ YES ☐ NO

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? ☐ YES ☐ NO

CIVIL JUDICIAL ACTION DISCLOSURE

H. (1) Has any domestic or foreign court: ☐ YES ☐ NO

(a) in the past ten years, *enjoined* the *applicant* or a *control affiliate* in connection with any *investment-related* activity? ☐ YES ☐ NO

(b) ever *found* that the *applicant* or a *control affiliate* was *involved* in a violation of *investment-related* statutes or regulations? ☐ YES ☐ NO

(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*? ☐ YES ☐ NO

(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)? ☐ YES ☐ NO

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? YES ☐ NO ☒
- (2) has had a trustee appointed or a direct payment procedure initiated under the Securities Investor Protection Act? YES ☐ NO ☒
- J. Has a bonding company ever denied, paid out on, or revoked a bond for the *applicant*? YES ☐ NO ☒
- K. Does the *applicant* have any unsatisfied judgments or liens against it? YES ☐ NO ☒

BD - TYPES OF BUSINESS

12. 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 for) less than 1% of annual revenue from the securities or investment advisory business.

- A. Exchange member engaged in exchange commission business other than floor activities. ☐ EMC
- 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
- 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
- H. 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
- O. Broker or dealer selling oil and gas interests. ☐ OGI
- P. Put and call broker or dealer or option writer. ☐ PCB
- Q. Broker or dealer selling securities of only one issuer or associate issuers (other than mutual funds). ☐ BIA
- 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. ☐ 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. ☐ 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. ☐ BNA
2. insurance company or agency ☐ INA
- Z. Other (give details on Schedule D, Page 1, Section II, Other Business) ☒ OTH

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? YES ☐ NO ☒
- B. Does *applicant* engage in any other non-securities business? YES ☐ NO ☒
- 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 ID	CRD # (or S.S.No., IRS Tax #, Emp. ID)
BRICKNER, ADAM SCOTT	I	CHIEF COMPLIANCE OFFICER/ CHIEF OPERATIONS OFFICER/ AML OFFICER	05/2021	NA	Y	N	1554529
DEVITO, JOHN PAUL	I	GENERAL SECURITIES PRINCIPAL	06/2020	NA	Y	N	1317129

FULVIO, GENNARO JOHN	I	FINOP	07/2019	NA	Y	N	2435828
MARANS, ZACHARY	I	CHIEF EXECUTIVE OFFICER	11/2018	NA	Y	N	5946567
PROMETHEUM INC.	DE	PARENT	02/2018	E	Y		82-2921648

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)
HASHKEY DIGITAL ASSET GROUP LIMITED	FE	PROMETHEUM, INC.	SHAREHOLDER	11/2018	C	Y		N FOREIGN
KAPLAN, MARTIN HENRY	I	PROMETHEUM, INC.	SHAREHOLDER/CEO	09/2017	C	Y		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 <i>person</i>).								
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)
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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)
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No Information Filed

BD - OTHER BUSINESS NAMES

No Information Filed

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.

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) 8-
Briefly describe details of the <i>succession</i> including any assets or liabilities not assumed by the <i>successor</i>.	

BD - ARRANGEMENTS / CONTROL PERSONS / FINANCING

No Information Filed

BD - AFFILIATES

Business

The details supplied relate to:
Partnership, Corporation, or Organization Name
MANORHAVEN CAPITAL LLC
The Partnership, Corporation, or Organization
☐ *controls applicant*
☐ *is controlled by applicant*
☒ *is under common control with applicant*

CRD Number (if any)
44965

Business Address
Street 1
120 WALL STREET
City
NEW YORK
State
New York
Effective Date (MM/DD/YYYY)
06/01/2018

Street 2
25TH FLOOR
Country
USA
Zip/Postal Code
10005
Termination Date (MM/DD/YYYY)

Is Partnership, Corporation or Organization a foreign entity?
☐ Yes ☒ No

Activities of this Partnership, Corporation, or Organization:
Securities Activities
☒ Yes ☐ No
Investment Advisory Activities
☐ Yes ☒ No

Briefly describe the *control* relationship
MR. MARANS IS THE CEO OF BOTH COMPANIES

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

FORM BD
UNIFORM APPLICATION FOR BROKER-DEALER REGISTRATION

Primary Business Name: PROMETHEUM ATS

BD Number: 311636

BD - AMENDMENT

04/11/2024

BD - APPLICANT INFORMATION

OMB Number3235-0012

Expires.....
Estimated average burden hours per:
Response.....2.75
Amendment.....0.33

WARNING: Failure to keep this form current and to file accurate supplementary information on a timely basis, or the failure to keep accurate books and records or otherwise to comply with the provisions of law applying to the conduct of business as a broker-dealer would violate the Federal securities laws and the laws of the *jurisdictions* and may result in disciplinary, administrative, injunctive or criminal action.

INTENTIONAL MISSTATEMENTS OR OMISSIONS OF FACTS MAY CONSTITUTE CRIMINAL VIOLATIONS.

☐ APPLICATION ☒ AMENDMENT

1. Exact name, principal business address, mailing address, if different, and telephone number of *applicant*:

A. **Full name of *applicant***(if sole proprietor, state last, first and middle name):
PROMETHEUM EMBER ATS INC.

B. **IRS Empl. Ident. No.:**
83-0625916

C. (1) Name under which broker-dealer business primarily is conducted, if different from Item 1A.
PROMETHEUM ATS

(2) List on Schedule D, Page 1, Section I, Other Business Names any other name by which the firm conducts business and where it is used.

D. If this filing makes a name change on behalf of the *applicant*, enter the new name and specify whether the name change is of the
☐ ***applicant* name (1A)** or ☐ **business name (1C):**
Please check above.

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	Country: UNITED STATES
State: New York	Zip/Postal Code: 10005

F. **Mailing Address, if different:**

Number and Street 1: 120 WALL STREET	Number and Street 2: 25TH FLOOR
City: NEW YORK	Country: UNITED STATES
State: New York	Zip/Postal Code: 10005

G. **Business Telephone Number:**
212 333 3315

H. Contact Employee:		
Name: JOSEPH ZANGRI	Title: CHIEF COMPLIANCE OFFICER	Telephone Number: 212 333 3315

BD - EXECUTION

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* further represent that to the extent any information previously submitted is not amended such information is currently accurate and complete.

Date MM/DD/YYYY
04/11/2024

Authorized Signatory
DEBORAH JOSEPH

Name of Applicant
PROMETHEUM EMBER ATS INC.

Title
DIR-AMLCO

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

Year

Notary Public

My commission expires _____ County of _____ State of _____

BD - SECURITIES AND EXCHANGE COMMISSION

2. Indicate by checking the appropriate box(es) each governmental authority, organization, or *jurisdiction* in which the *applicant* is registered or registering as a broker-dealer. ☒

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

YES NO

- If applicant answers "yes" to Items 2A and 2D, applicant expressly consents to the withdrawal of its registration as a government securities broker or dealer under Section 15C of the Securities Exchange Act of 1934. See "Instructions."*

(Note: The field below is reserved exclusively for the reporting of single 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.)

- ☒ FINRA
☐ BOX
☐ BX
☐ CBOE
☐ CBOE BYX
☐ CBOE BZX
☐ CBOE C2
☐ CBOE EDGA
☐ CBOE EDGX
☐ IEX
☐ ISE
☐ ISE GEMX
☐ ISE MRX
☐ LTSE
☐ MEMX
☐ MIAX OPTIONS
☐ NQX
☐ NYSE
☐ NYSE-AMER
☐ NYSE-ARCA
☐ NYSE-CHI
☐ NYSE-NAT
☐ NqLX
☐ PHLX
☐ MIAX PEARL
☐ MIAX FMFRAI

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

3. A. Indicate legal status of *applicant*:
- ☒ **Corporation** ☐ **Sole Proprietorship** ☐ **Other (specify)**
- ☐ **Partnership** ☐ **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 | Country of formation:
USA | 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.*

Zip/Postal Code:

5. 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.*

6. Does *applicant* hold or maintain any funds or securities or provide clearing services for any other broker or dealer? ☐ ☒

7. Does *applicant* refer or introduce customers to any other broker or dealer? ☐ ☒

If "yes," complete appropriate items on Schedule D, Page 1, Section IV, Arrangement Detail.

8. Does *applicant* have any arrangement with any other *person*, 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.

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 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

YES NO

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 or 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 italicized terms.

CRIMINAL DISCLOSURE

A. In the past ten years has the *applicant* or a *control affiliate*: YES NO

(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* 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

C. Has the U.S. Securities and Exchange Commission or the Commodity Futures Trading Commission ever: YES NO

(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 *order* against the *applicant* or a *control affiliate* in connection with an *investment-related* activity? ☐ ☐

(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? ☐ ☐

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: YES NO

(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

	YES	NO
I. In the past ten years has the <i>applicant</i> or a <i>control affiliate</i> of the <i>applicant</i> ever been a securities firm or a <i>control affiliate</i> of a securities firm that:		
(1) has been the subject of a bankruptcy petition?	<input type="radio"/>	<input checked="" type="radio"/>
(2) has had a trustee appointed or a direct payment procedure initiated under the Securities Investor Protection Act?	<input type="radio"/>	<input checked="" type="radio"/>
J. Has a bonding company ever denied, paid out on, or revoked a bond for the <i>applicant</i> ?	<input type="radio"/>	<input checked="" type="radio"/>
K. Does the <i>applicant</i> have any unsatisfied judgments or liens against it?	<input type="radio"/>	<input checked="" type="radio"/>

BD - TYPES OF BUSINESS

12. Check 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% of annual revenue from the securities or investment advisory business.	
A. Exchange member engaged in exchange commission business other than floor activities.	<input type="checkbox"/> EMC
B. Exchange member engaged in floor activities.	<input type="checkbox"/> EMF
C. Broker or dealer making inter-dealer markets in corporate securities over-the-counter.	<input type="checkbox"/> IDM
D. Broker or dealer retailing corporate equity securities over-the-counter.	<input checked="" type="checkbox"/> BDR
E. Broker or dealer selling corporate debt securities.	<input checked="" type="checkbox"/> BDD
F. Underwriter or selling group participant (corporate securities other than mutual funds).	<input type="checkbox"/> USG
G. Mutual fund underwriter or sponsor.	<input type="checkbox"/> MFU
H. Mutual fund retailer.	<input type="checkbox"/> MFR
I. 1. U.S. government securities dealer.	<input type="checkbox"/> GSD
2. U.S. government securities broker.	<input type="checkbox"/> GSB
J. Municipal securities dealer.	<input type="checkbox"/> MSD
K. Municipal securities broker.	<input type="checkbox"/> MSB
L. Broker or dealer selling variable life insurance or annuities.	<input type="checkbox"/> VLA
M. Solicitor of time deposits in a financial institution.	<input type="checkbox"/> SSL
N. Real estate syndicator.	<input type="checkbox"/> RES
O. Broker or dealer selling oil and gas interests.	<input type="checkbox"/> OGI
P. Put and call broker or dealer or option writer.	<input type="checkbox"/> PCB
Q. Broker or dealer selling securities of only one issuer or associate issuers (other than mutual funds).	<input type="checkbox"/> BIA
R. Broker or dealer selling securities of non-profit organizations (e.g., churches, hospitals).	<input type="checkbox"/> NPB
S. Investment advisory services.	<input type="checkbox"/> IAD
T. 1. Broker or dealer selling tax shelters or limited partnerships in primary distributions.	<input type="checkbox"/> TAP
2. Broker or dealer selling tax shelters or limited partnerships in the secondary market.	<input type="checkbox"/> TAS
U. Non-exchange member arranging for transactions in listed securities by exchange member.	<input type="checkbox"/> NEX
V. Trading securities for own account.	<input type="checkbox"/> TRA
W. Private placement of securities.	<input type="checkbox"/> PLA
X. Broker or dealer selling interests in mortgages or other receivables.	<input type="checkbox"/> MRI
Y. Broker or dealer involved in a networking, kiosk or similar arrangement with a:	
1. bank, savings bank or association, or credit union.	<input type="checkbox"/> BNA
2. insurance company or agency	<input type="checkbox"/> INA
Z. Other (<i>give details on Schedule D, Page 1, Section II, Other Business</i>)	<input checked="" type="checkbox"/> OTH

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

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)
JOSEPH, DEBORAH ANNMARIE	I	AML OFFICER	07/2021	NA	Y	N	2078548
KAPLAN, BENJAMIN SETH	I	CEO	03/2022	NA	Y	N	6993516
MEQ, ALBERT PETER	I	CFO AND FINOP	04/2024	NA	Y	N	2606965
PROMETHEUM INC.	DE	PARENT	02/2018	E	Y		82-2921648
ZANGRI, JOSEPH ANGELO	I	CHIEF COMPLIANCE OFFICER	01/2022	NA	Y	N	1688688

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)
KAPLAN, MARTIN HENRY	I	PROMETHEUM, INC.	SHAREHOLDER/ CEO	09/2017	C	Y	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 <i>person</i>).							
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)
GONOU, PAUL ANDREW	I	D	FINOP	03/2022	NA	Y	N	3151453
MEO, ALBERT PETER	I	A	CFO AND FINOP	04/2024	NA	Y	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)
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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) 8-
Briefly describe details of the <i>succession</i> including any assets or liabilities not assumed by the <i>successor</i> .		

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 any) 44965 The Partnership, Corporation, or Organization <input type="radio"/> controls applicant <input type="radio"/> is controlled by applicant <input checked="" type="radio"/> is under common control with applicant	
Business Address Street 1 120 WALL STREET City NEW YORK State New York Effective Date (MM/DD/YYYY) 02/02/2021	Street 2 25TH FLR Country UNITED STATES Zip/Postal Code 10005 Termination Date (MM/DD/YYYY) Is Partnership, Corporation or Organization a foreign entity? <input type="radio"/> Yes <input checked="" type="radio"/> No Activities of this Partnership, Corporation, or Organization: Securities Activities <input checked="" type="radio"/> Yes <input type="radio"/> No Investment Advisory Activities <input type="radio"/> Yes <input checked="" type="radio"/> No Briefly describe the control relationship AFFILIATED THROUGH OFFICER/DIRECTOR MARTIN KAPLAN
Business	
The details supplied relate to: Partnership, Corporation, or Organization Name PROMETHEUM EMBER CAPITAL, LLC CRD Number (if any) 312784 The Partnership, Corporation, or Organization <input type="radio"/> controls applicant	

☐ is controlled by applicant

☒ is under common control with applicant

Business Address

Street 1

120 WALL STREET

City

NEW YORK

Effective Date (MM/DD/YYYY)

10/30/2020

Street 2

State

New York

Country

UNITED STATES

Zip/Postal Code

10005

Termination Date (MM/DD/YYYY)

Is Partnership, Corporation or Organization a foreign entity?

☐ Yes ☒ No

If Yes, provide country of domicile or incorporation

Activities of this Partnership, Corporation, or Organization:

Securities Activities

☒ Yes ☐ No

Investment Advisory Activities

☐ Yes ☒ No

Briefly describe the control relationship

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

BD - BRANCHES

No Information Filed

BD - CRIMINAL DRP

No Information Filed

BD - REGULATORY ACTION DRP

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;

Check item(s) being responded to:

Regulatory Action

☐ 11C(1)

☐ 11C(5)

☐ 11D(4)

☐ 11E(3)

☐ 11C(2)

☐ 11D(1)

☐ 11D(5)

☐ 11E(4)

☐ 11C(3)

☐ 11D(2)

☐ 11E(1)

☒ 11F

☐ 11C(4)

☐ 11D(3)

☐ 11E(2)

☐ 11G

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
FULVIO, GENNARO JOHN	2435828	Y

☐ This DRP should be removed from the BD record because the *control affiliate(s)* are no longer associated with the BD.

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

NOTE: The completion of this form does not relieve the *control affiliate* of its obligation to update its CRD records.

PART II

1. Regulatory Action initiated by:

☐ SEC ☒ Other Federal ☐ State ☐ SRO ☐ Foreign

(Full name of regulator, *foreign financial regulatory authority*, federal, state, or SRO)
PUBLIC COMPANY ACCOUNTING OVERSIGHT BOARD, ("PCAOB")

2. Principal Sanction:

Censure

Other Sanctions:

SUSPENSION LIMIT ON ACTIVITIES IN CONNECTION WITH ANY "AUDIT"

3. Date Initiated (MM/DD/YYYY):

06/27/2017 ☒ Exact ☐ Explanation

If not exact, provide explanation:

4. Docket/Case Number:

105-2017-129

5. *Control Affiliate* Employing Firm when activity occurred which led to the regulatory action (if applicable):

FULVIO & ASSOCIATES, LLP,

6.

Principal Product Type:
Other
Other Product Types:
AUDIT
7.

Describe the allegations related to this regulatory action. (The information must fit within the space provided.)
WITHOUT ADMITTING OR DENYING THE FINDINGS, EXCEPT AS TO JURISDICTION OF THE PUBLIC COMPANY ACCOUNTING OVERSIGHT BOARD, ("PCAOB") OVER THIS MATTER, MR. FULVIO, A PARTNER IN THE PUBLIC ACCOUNTING FIRM, FULVIO & ASSOCIATES, LLP, CONSENTED TO THE ENTRY OF AN ORDER FINDING THAT, AS THE ENGAGEMENT QUALITY REVIEWER IN CONNECTION WITH THE 2014 AUDIT OF A BROKER-DEALER, HE FAILED TO OBTAIN SUFFICIENT APPROPRIATE AUDIT EVIDENCE TO SUPPORT THE AUDIT OPINION ON THE BROKER-DEALERS FINANCIAL STATEMENTS AND SUPPORTING SCHEDULES, FAILED TO IDENTIFY AND TEST THE BROKER-DEALERS KEY INTERNAL CONTROLS OVER COMPLIANCE WITH SECURITIES AND EXCHANGE ("SEC") RULES FOR SAFEGUARDING CERTAIN CUSTOMERS ASSETS HELD BY THE BROKER-DEALER AND PROVIDED HIS CONCURRING APPROVAL OF ISSUANCE WITHOUT PERFORMING THE REQUIRED ENGAGEMENT QUALITY REVIEWS WITH DUE PROFESSIONAL CARE.
8.

Current status ? ☐ Pending ☐ On Appeal ☒ Final
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:
Decision & Order of Offer of Settlement
11.

Resolution Date (MM/DD/YYYY):
06/27/2017 ☒ Exact ☐ Explanation
If not exact, provide explanation:
12. Resolution Detail:

A. Were any of the following Sanctions Ordered? (Check all appropriate items):

☐ Monetary/Fine

☐ Revocation/Expulsion/Denial

☒ Censure

☐ Bar

Amount: \$

☐ Disgorgement/Restitution

☐ Cease and Desist/Injunction

☒ 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 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:
SUSPENDED 1 YEAR FROM 6/27/2017 THROUGH 6/27/2018 WITH A LIMIT ON ACTIVITIES IN CONNECTION WITH ANY "AUDIT".
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.)
MR. FULVIO, A PARTNER IN THE PUBLIC ACCOUNTING FIRM, FULVIO & ASSOCIATES, LLP, CONSENTED TO THE ENTRY OF AN ORDER FINDING THAT, AS THE ENGAGEMENT QUALITY REVIEWER IN CONNECTION WITH THE 2014 AUDIT OF A BROKER-DEALER, HE FAILED TO OBTAIN SUFFICIENT APPROPRIATE AUDIT EVIDENCE TO SUPPORT THE AUDIT OPINION ON THE BROKER-DEALERS FINANCIAL STATEMENTS AND SUPPORTING SCHEDULES, FAILED TO IDENTIFY AND TEST THE BROKER-DEALERS KEY INTERNAL CONTROLS OVER COMPLIANCE WITH SECURITIES AND EXCHANGE ("SEC") RULES FOR SAFEGUARDING CERTAIN CUSTOMERS ASSETS HELD BY THE BROKER-DEALER AND PROVIDED HIS CONCURRING APPROVAL OF ISSUANCE WITHOUT PERFORMING THE REQUIRED ENGAGEMENT QUALITY REVIEWS WITH DUE PROFESSIONAL CARE.

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

FORM BD
UNIFORM APPLICATION FOR BROKER-DEALER REGISTRATION

Primary Business Name: PROMETHEUM EMBER CAPITAL, LLC

BD Number: 312784

BD - INITIAL
06/04/2021

BD - APPLICANT INFORMATION

OMB Number3235-0012

Expires.....
Estimated average burden hours per:
Response.....2.75
Amendment.....0.33

WARNING: Failure to keep this form current and to file accurate supplementary information on a timely basis, or the failure to keep accurate books and records or otherwise to comply with the provisions of law applying to the conduct of business as a broker-dealer would violate the Federal securities laws and the laws of the *jurisdictions* and may result in disciplinary, administrative, injunctive or criminal action.

INTENTIONAL MISSTATEMENTS OR OMISSIONS OF FACTS MAY CONSTITUTE CRIMINAL VIOLATIONS.

☒ **APPLICATION** ☐ **AMENDMENT**

1. Exact name, principal business address, mailing address, if different, and telephone number of *applicant*:

A. **Full name of *applicant***(if sole proprietor, state last, first and middle name):
PROMETHEUM EMBER CAPITAL, LLC

B. **IRS Empl. Ident. No.:**
86-2474999

C. (1) Name under which broker-dealer business primarily is conducted, if different from Item 1A.
PROMETHEUM EMBER CAPITAL, LLC

(2) List on Schedule D, Page 1, Section I, Other Business Names any other name by which the firm conducts business and where it is used.

D. If this filing makes a name change on behalf of the *applicant*, enter the new name and specify whether the name change is of the
☐ ***applicant* name (1A)** or ☐ **business name (1C):**
Please check above.

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	State: New York	Country: UNITED STATES	Zip/Postal Code: 10005

F. **Mailing Address, if different:**

Number and Street 1:		Number and Street 2:	
City:	State:	Country:	Zip/Postal Code:

G. **Business Telephone Number:**
212-269-1400

H. Contact Employee:	Title:	Telephone Number:
Name: BENJAMIN S. KAPLAN	MANAGING MEMBER	212-269-1400

BD - EXECUTION

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* further represent that to the extent any information previously submitted is not amended such information is currently accurate and complete.

Date MM/DD/YYYY
06/04/2021

Name of Applicant
PROMETHEUM EMBER CAPITAL, LLC

Authorized Signatory
BENJAMIN S. KAPLAN

Title
MANAGING MEMBER

Subscribed and sworn before me this _____ day of _____, _____ by
Year

Notary Public

My commission expires _____ County of _____ State of _____

BD - SECURITIES AND EXCHANGE COMMISSION

2. Indicate by checking the appropriate box(es) each governmental authority, organization, or *jurisdiction* in which the *applicant* is registered or registering as a broker-dealer. ☒

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

YES NO

- If applicant answers "yes" to Items 2A and 2D, applicant expressly consents to the withdrawal of its registration as a government securities broker or dealer under Section 15C of the Securities Exchange Act of 1934. See "Instructions."*

(Note: The field below is reserved exclusively for the reporting of single 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.)

- ☒ FINRA
☐ BOX
☐ BX
☐ CBOE
☐ CBOE BYX
☐ CBOE BZX
☐ CBOE C2
☐ CBOE EDGA
☐ CBOE EDGX
☐ IEX
☐ ISE
☐ ISE GEMX
☐ ISE MRX
☐ LTSE
☐ MEMX
☐ MIAX OPTIONS
☐ NQX
☐ NYSE
☐ NYSE-AMER
☐ NYSE-ARCA
☐ NYSE-CHI
☐ NYSE-NAT
☐ NqLX
☐ PHLX
☐ MIAX PEARL
☐ MIAX FMFRAI

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

3. A. Indicate legal status of *applicant*:
- ☐ Corporation ☐ Sole Proprietorship ☐ Other (*specify*)
- ☐ Partnership ☒ 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:
Delaware | Country of formation:
USA | Date of formation: MM/DD/YYYY
01/13/2021 |
|--|-------------------------------------|--|
- 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.*

Zip/Postal Code:

5. 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.*

6. Does *applicant* hold or maintain any funds or securities or provide clearing services for any other broker or dealer? ☒ ☐

7. Does *applicant* refer or introduce customers to any other broker or dealer? ☐ ☒

If "yes," complete appropriate items on Schedule D, Page 1, Section IV, Arrangement Detail.

8. Does *applicant* have any arrangement with any other *person*, 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.

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 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

YES NO

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 or 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 italicized terms.

CRIMINAL DISCLOSURE

A. In the past ten years has the *applicant* or a *control affiliate*: **YES NO**

(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* 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

C. Has the U.S. Securities and Exchange Commission or the Commodity Futures Trading Commission ever: **YES NO**

(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 *order* against the *applicant* or a *control affiliate* in connection with an *investment-related* activity? ☐ ☐

(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? ☐ ☐

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: **YES NO**

(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 <i>applicant</i> or a <i>control affiliate</i> of the <i>applicant</i> ever been a securities firm or a <i>control affiliate</i> of a securities firm that: | YES | NO |
| (1) has been the subject of a bankruptcy petition? | <input type="radio"/> | <input checked="" type="radio"/> |
| (2) has had a trustee appointed or a direct payment procedure initiated under the Securities Investor Protection Act? | <input type="radio"/> | <input checked="" type="radio"/> |
| J. Has a bonding company ever denied, paid out on, or revoked a bond for the <i>applicant</i> ? | <input type="radio"/> | <input checked="" type="radio"/> |
| K. Does the <i>applicant</i> have any unsatisfied judgments or liens against it? | <input type="radio"/> | <input checked="" type="radio"/> |

BD - TYPES OF BUSINESS

12. 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 for) less than 1% of annual revenue from the securities or investment advisory business.
- | | |
|---|---|
| A. Exchange member engaged in exchange commission business other than floor activities. | <input type="checkbox"/> EMC |
| B. Exchange member engaged in floor activities. | <input type="checkbox"/> EMF |
| C. Broker or dealer making inter-dealer markets in corporate securities over-the-counter. | <input type="checkbox"/> IDM |
| D. Broker or dealer retailing corporate equity securities over-the-counter. | <input type="checkbox"/> BDR |
| E. Broker or dealer selling corporate debt securities. | <input type="checkbox"/> BDD |
| F. Underwriter or selling group participant (corporate securities other than mutual funds). | <input type="checkbox"/> USG |
| G. Mutual fund underwriter or sponsor. | <input type="checkbox"/> MFU |
| H. Mutual fund retailer. | <input type="checkbox"/> MFR |
| I. 1. U.S. government securities dealer. | <input type="checkbox"/> GSD |
| 2. U.S. government securities broker. | <input type="checkbox"/> GSB |
| J. Municipal securities dealer. | <input type="checkbox"/> MSD |
| K. Municipal securities broker. | <input type="checkbox"/> MSB |
| L. Broker or dealer selling variable life insurance or annuities. | <input type="checkbox"/> VLA |
| M. Solicitor of time deposits in a financial institution. | <input type="checkbox"/> SSL |
| N. Real estate syndicator. | <input type="checkbox"/> RES |
| O. Broker or dealer selling oil and gas interests. | <input type="checkbox"/> OGI |
| P. Put and call broker or dealer or option writer. | <input type="checkbox"/> PCB |
| Q. Broker or dealer selling securities of only one issuer or associate issuers (other than mutual funds). | <input type="checkbox"/> BIA |
| R. Broker or dealer selling securities of non-profit organizations (e.g., churches, hospitals). | <input type="checkbox"/> NPB |
| S. Investment advisory services. | <input type="checkbox"/> IAD |
| T. 1. Broker or dealer selling tax shelters or limited partnerships in primary distributions. | <input type="checkbox"/> TAP |
| 2. Broker or dealer selling tax shelters or limited partnerships in the secondary market. | <input type="checkbox"/> TAS |
| U. Non-exchange member arranging for transactions in listed securities by exchange member. | <input type="checkbox"/> NEX |
| V. Trading securities for own account. | <input type="checkbox"/> TRA |
| W. Private placement of securities. | <input type="checkbox"/> PLA |
| X. Broker or dealer selling interests in mortgages or other receivables. | <input type="checkbox"/> MRI |
| Y. Broker or dealer involved in a networking, kiosk or similar arrangement with a: | |
| 1. bank, savings bank or association, or credit union. | <input type="checkbox"/> BNA |
| 2. insurance company or agency | <input type="checkbox"/> INA |
| Z. Other (<i>give details on Schedule D, Page 1, Section II, Other Business</i>) | <input checked="" type="checkbox"/> OTH |

- | | | |
|--|-----------------------|----------------------------------|
| 13. A. Does <i>applicant</i> effect transactions in commodity futures, commodities or commodity options as a broker for others or as a dealer for its own account? | YES | NO |
| B. Does <i>applicant</i> engage in any other non-securities business? | <input type="radio"/> | <input checked="" type="radio"/> |
| <i>If "yes", describe each other business briefly on Schedule D, Page 1, Section II, Other Business.</i> | | |

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)
BRICKNER, ADAM SCOTT	I	CCO	05/2021	NA	Y	N	1554529
Kaplan, Benjamin Seth	I	MANAGING MEMBER	03/2021	NA	Y	N	6993516
PROMETHEUM INC.	DE	PARENT	01/2021	E	Y	N	82-2921648

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)
HASHKEY DIGITAL ASSET GROUP LIMITED	FE	PROMETHEUM, INC.	SHAREHOLDER	01/2021	C	Y	N	FOREIGN
KAPLAN, MARTIN HENRY	I	PROMETHEUM, INC.	SHAREHOLDER/CHAIRMAN	01/2021	D	Y	N	2177411

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.	Title or Status	Date Acquired	Own. Code	Control Person	PR	CRD # (or SSN, IRS Tax #, Emp. ID)
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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)
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No Information Filed

BD - OTHER BUSINESS NAMES

No Information Filed

BD - OTHER BUSINESS

Briefly describe any other business (Item 12Z).

SPECIAL PURPOSE DIGITAL ASSETS BROKER-DEALER AND CORRESPONDENT CLEARING SERVICES.

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) 8-
Briefly describe details of the <i>succession</i> including any assets or liabilities not assumed by the <i>successor</i> .		

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 any)

44965

The Partnership, Corporation, or Organization

☐ controls applicant

☐ is controlled by applicant

☒ is under common control with applicant

Business Address

Street 1

120 WALL STREET

City

NEW YORK

State

New York

Street 2

25TH FLOOR

Country

UNITED STATES

Zip/Postal Code

10005

Effective Date (MM/DD/YYYY)

02/05/2021

Termination Date (MM/DD/YYYY)

Is Partnership, Corporation or Organization a foreign entity?

☐ Yes ☒ No

If Yes, provide country of domicile or incorporation

Activities of this Partnership, Corporation, or Organization:

Securities Activities

☒ Yes ☐ No

Investment Advisory Activities

☐ Yes ☒ No

Briefly describe the *control* relationship

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

Business

The details supplied relate to:

Partnership, Corporation, or Organization Name

PROMETHEUM EMBER ATS INC.

CRD Number (if any)

311636

The Partnership, Corporation, or Organization

☐ controls applicant

☐ is controlled by applicant

☒ is under common control with applicant

Business Address

Street 1

120 WALL STREET

City

NEW YORK

Effective Date (MM/DD/YYYY)

10/30/2020

State

New York

Street 2

25TH FLOOR

Country

UNITED STATES

Termination Date (MM/DD/YYYY)

Zip/Postal Code

10005

Is Partnership, Corporation or Organization a foreign entity?

☐ Yes

☒ No

If Yes, provide country of domicile or incorporation

Activities of this Partnership, Corporation, or Organization:

Securities Activities

☒ Yes

☐ No

Investment Advisory Activities

☐ 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

FORM BD
UNIFORM APPLICATION FOR BROKER-DEALER REGISTRATION

Primary Business Name: PROMETHEUM EMBER CAPITAL, LLC

BD Number: 312784

BD - AMENDMENT

11/30/2021

BD - APPLICANT INFORMATION

OMB Number3235-0012

Expires.....
Estimated average burden hours per:
Response.....2.75
Amendment.....0.33

WARNING: Failure to keep this form current and to file accurate supplementary information on a timely basis, or the failure to keep accurate books and records or otherwise to comply with the provisions of law applying to the conduct of business as a broker-dealer would violate the Federal securities laws and the laws of the *jurisdictions* and may result in disciplinary, administrative, injunctive or criminal action.

INTENTIONAL MISSTATEMENTS OR OMISSIONS OF FACTS MAY CONSTITUTE CRIMINAL VIOLATIONS.

☐ APPLICATION ☒ AMENDMENT

1. Exact name, principal business address, mailing address, if different, and telephone number of *applicant*:

A. **Full name of *applicant***(if sole proprietor, state last, first and middle name):
PROMETHEUM EMBER CAPITAL, LLC

B. **IRS Empl. Ident. No.:**
86-2474999

C. (1) Name under which broker-dealer business primarily is conducted, if different from Item 1A.
PROMETHEUM EMBER CAPITAL, LLC

(2) List on Schedule D, Page 1, Section I, Other Business Names any other name by which the firm conducts business and where it is used.

D. If this filing makes a name change on behalf of the *applicant*, enter the new name and specify whether the name change is of the
☐ ***applicant* name (1A)** or ☐ **business name (1C):**
Please check above.

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	State: 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: NEW YORK	State: New York
Country: UNITED STATES	Zip/Postal Code: 10005

G. **Business Telephone Number:**
212-269-1400

H. Contact Employee:	Title:	Telephone Number:
Name: BENJAMIN S. KAPLAN	MANAGING MEMBER	212-269-1400

BD - EXECUTION

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* further represent that to the extent any information previously submitted is not amended such information is currently accurate and complete.

Date MM/DD/YYYY
11/30/2021

Name of Applicant
PROMETHEUM EMBER CAPITAL, LLC

Authorized Signatory
DEBORAH JOSEPH

Title
CHIEF COMPLIANCE OFFICER/AMLCO

Subscribed and sworn before me this _____ day of _____, _____ by _____
Year

Notary Public

My commission expires _____ County of _____ State of _____

BD - SECURITIES AND EXCHANGE COMMISSION

2. Indicate by checking the appropriate box(es) each governmental authority, organization, or *jurisdiction* in which the *applicant* is registered or registering as a broker-dealer. ☒

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

YES NO

- If applicant answers "yes" to Items 2A and 2D, applicant expressly consents to the withdrawal of its registration as a government securities broker or dealer under Section 15C of the Securities Exchange Act of 1934. See "Instructions."*

(Note: The field below is reserved exclusively for the reporting of single 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.)

- ☒ FINRA
☐ BOX
☐ BX
☐ CBOE
☐ CBOE BYX
☐ CBOE BZX
☐ CBOE C2
☐ CBOE EDGA
☐ CBOE EDGX
☐ IEX
☐ ISE
☐ ISE GEMX
☐ ISE MRX
☐ LTSE
☐ MEMX
☐ MIAX OPTIONS
☐ NQX
☐ NYSE
☐ NYSE-AMER
☐ NYSE-ARCA
☐ NYSE-CHI
☐ NYSE-NAT
☐ NqLX
☐ PHLX
☐ MIAX PEARL
☐ MIAX FMFRAI

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

3. A. Indicate legal status of *applicant*:
- ☐ Corporation ☐ Sole Proprietorship ☐ Other (*specify*)
- ☐ Partnership ☒ 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:
Delaware | Country of formation:
USA | Date of formation: MM/DD/YYYY
01/13/2021 |
|--|-------------------------------------|--|
- 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.*

Zip/Postal Code:

5. 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.*

6. Does *applicant* hold or maintain any funds or securities or provide clearing services for any other broker or dealer? ☒ ☐

7. Does *applicant* refer or introduce customers to any other broker or dealer? ☐ ☒

If "yes," complete appropriate items on Schedule D, Page 1, Section IV, Arrangement Detail.

8. Does *applicant* have any arrangement with any other *person*, 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.

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 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

YES NO

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 or 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 italicized terms.

CRIMINAL DISCLOSURE

A. In the past ten years has the *applicant* or a *control affiliate*: YES NO

(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* 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

C. Has the U.S. Securities and Exchange Commission or the Commodity Futures Trading Commission ever: YES NO

(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 *order* against the *applicant* or a *control affiliate* in connection with an *investment-related* activity? ☐ ☐

(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? ☐ ☐

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: YES NO

(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 <i>applicant</i> or a <i>control affiliate</i> of the <i>applicant</i> ever been a securities firm or a <i>control affiliate</i> of a securities firm that: | YES | NO |
| (1) has been the subject of a bankruptcy petition? | <input type="radio"/> | <input checked="" type="radio"/> |
| (2) has had a trustee appointed or a direct payment procedure initiated under the Securities Investor Protection Act? | <input type="radio"/> | <input checked="" type="radio"/> |
| J. Has a bonding company ever denied, paid out on, or revoked a bond for the <i>applicant</i> ? | <input type="radio"/> | <input checked="" type="radio"/> |
| K. Does the <i>applicant</i> have any unsatisfied judgments or liens against it? | <input type="radio"/> | <input checked="" type="radio"/> |

BD - TYPES OF BUSINESS

12. 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 for) less than 1% of annual revenue from the securities or investment advisory business.
- | | |
|---|---|
| A. Exchange member engaged in exchange commission business other than floor activities. | <input type="checkbox"/> EMC |
| B. Exchange member engaged in floor activities. | <input type="checkbox"/> EMF |
| C. Broker or dealer making inter-dealer markets in corporate securities over-the-counter. | <input type="checkbox"/> IDM |
| D. Broker or dealer retailing corporate equity securities over-the-counter. | <input type="checkbox"/> BDR |
| E. Broker or dealer selling corporate debt securities. | <input type="checkbox"/> BDD |
| F. Underwriter or selling group participant (corporate securities other than mutual funds). | <input type="checkbox"/> USG |
| G. Mutual fund underwriter or sponsor. | <input type="checkbox"/> MFU |
| H. Mutual fund retailer. | <input type="checkbox"/> MFR |
| I. 1. U.S. government securities dealer. | <input type="checkbox"/> GSD |
| 2. U.S. government securities broker. | <input type="checkbox"/> GSB |
| J. Municipal securities dealer. | <input type="checkbox"/> MSD |
| K. Municipal securities broker. | <input type="checkbox"/> MSB |
| L. Broker or dealer selling variable life insurance or annuities. | <input type="checkbox"/> VLA |
| M. Solicitor of time deposits in a financial institution. | <input type="checkbox"/> SSL |
| N. Real estate syndicator. | <input type="checkbox"/> RES |
| O. Broker or dealer selling oil and gas interests. | <input type="checkbox"/> OGI |
| P. Put and call broker or dealer or option writer. | <input type="checkbox"/> PCB |
| Q. Broker or dealer selling securities of only one issuer or associate issuers (other than mutual funds). | <input type="checkbox"/> BIA |
| R. Broker or dealer selling securities of non-profit organizations (e.g., churches, hospitals). | <input type="checkbox"/> NPB |
| S. Investment advisory services. | <input type="checkbox"/> IAD |
| T. 1. Broker or dealer selling tax shelters or limited partnerships in primary distributions. | <input type="checkbox"/> TAP |
| 2. Broker or dealer selling tax shelters or limited partnerships in the secondary market. | <input type="checkbox"/> TAS |
| U. Non-exchange member arranging for transactions in listed securities by exchange member. | <input type="checkbox"/> NEX |
| V. Trading securities for own account. | <input type="checkbox"/> TRA |
| W. Private placement of securities. | <input type="checkbox"/> PLA |
| X. Broker or dealer selling interests in mortgages or other receivables. | <input type="checkbox"/> MRI |
| Y. Broker or dealer involved in a networking, kiosk or similar arrangement with a: | |
| 1. bank, savings bank or association, or credit union. | <input type="checkbox"/> BNA |
| 2. insurance company or agency | <input type="checkbox"/> INA |
| Z. Other (<i>give details on Schedule D, Page 1, Section II, Other Business</i>) | <input checked="" type="checkbox"/> OTH |

- | | | |
|--|-----------------------|----------------------------------|
| 13. A. Does <i>applicant</i> effect transactions in commodity futures, commodities or commodity options as a broker for others or as a dealer for its own account? | YES | NO |
| B. Does <i>applicant</i> engage in any other non-securities business? | <input type="radio"/> | <input checked="" type="radio"/> |
| <i>If "yes", describe each other business briefly on Schedule D, Page 1, Section II, Other Business.</i> | | |

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)
JOSEPH, DEBORAH ANNMARIE	I	CCO	10/2021	NA	Y	N	2078548
KAPLAN, BENJAMIN SETH	I	MANAGING MEMBER	03/2021	NA	Y	N	6993516
PROMETHEUM INC.	DE	PARENT	01/2021	E	Y	N	82-2921648

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)
FENG, XIAO NMN	I	HASHKEY DIGITAL ASSET GROUP LIMITED	SHAREHOLDER	01/2021	C	Y	N	7399259
HASHKEY DIGITAL ASSET GROUP LIMITED	FE	PROMETHEUM, INC.	SHAREHOLDER	01/2021	C	Y	N	FOREIGN
KAPLAN, MARTIN HENRY	I	PROMETHEUM, INC.	SHAREHOLDER/CHAIRMAN	01/2021	D	Y	N	2177411
WEIDING, LU NMN	I	HASHKEY DIGITAL ASSET GROUP LIMITED	SHAREHOLDER	01/2021	D	Y	N	7406711

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 <i>person</i>).								
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)
-----------------	---------	--------------	-----------------	---------------	-----------	----------------	----	------------------------------------

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).
SPECIAL PURPOSE DIGITAL ASSETS BROKER-DEALER

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)
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

The details supplied relate to:

Partnership, Corporation, or Organization Name

MANORHAVEN CAPITAL LLC

The Partnership, Corporation, or Organization

☐ controls applicant

☐ is controlled by applicant

☒ is under common control with applicant

Business Address

Street 1

120 WALL STREET

City

NEW YORK

State

New York

Street 2

25TH FLOOR

Country

UNITED STATES

Zip/Postal Code

10005

Effective Date (MM/DD/YYYY)

02/05/2021

Termination Date (MM/DD/YYYY)

Is Partnership, Corporation or Organization a foreign entity?

☐ Yes

☒ No

Activities of this Partnership, Corporation, or Organization:

Securities Activities

☒ Yes

☐ No

Investment Advisory Activities

☐ Yes

☒ No

Briefly describe the *control* relationship

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

CRD Number (if any)

44965

Business

The details supplied relate to:

Partnership, Corporation, or Organization Name

PROMETHEUM EMBER ATS INC.

The Partnership, Corporation, or Organization

CRD Number (if any)

311636

- ☐ controls applicant
- ☐ is controlled by applicant
- ☒ is under common control with applicant

Business Address

Street 1

120 WALL STREET

City

NEW YORK

Effective Date (MM/DD/YYYY)

10/30/2020

State

New York

Street 2

25TH FLOOR

Country

UNITED STATES

Zip/Postal Code

10005

Termination Date (MM/DD/YYYY)

Is Partnership, Corporation or Organization a foreign entity?

If Yes, provide country of domicile or incorporation

☐ Yes ☒ No

Activities of this Partnership, Corporation, or Organization:

Securities Activities

☒ Yes ☐ No

Investment Advisory Activities

☐ 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

FORM BD
UNIFORM APPLICATION FOR BROKER-DEALER REGISTRATION

Primary Business Name: DISTRIBUTED TECHNOLOGY MARKETS LLC

BD Number: 283256

BD - AMENDMENT

07/10/2020

BD - APPLICANT INFORMATION

OMB Number3235-0012

Expires.....
Estimated average burden hours per:
Response.....2.75
Amendment.....0.33

WARNING: Failure to keep this form current and to file accurate supplementary information on a timely basis, or the failure to keep accurate books and records or otherwise to comply with the provisions of law applying to the conduct of business as a broker-dealer would violate the Federal securities laws and the laws of the *jurisdictions* and may result in disciplinary, administrative, injunctive or criminal action.

INTENTIONAL MISSTATEMENTS OR OMISSIONS OF FACTS MAY CONSTITUTE CRIMINAL VIOLATIONS.

☐ APPLICATION ☒ AMENDMENT

1. Exact name, principal business address, mailing address, if different, and telephone number of *applicant*:

A. **Full name of *applicant***(if sole proprietor, state last, first and middle name):
DISTRIBUTED TECHNOLOGY MARKETS LLC

B. **IRS Empl. Ident. No.:**
81-0906694

C. (1) Name under which broker-dealer business primarily is conducted, if different from Item 1A.
DISTRIBUTED TECHNOLOGY MARKETS LLC

(2) List on Schedule D, Page 1, Section I, Other Business Names any other name by which the firm conducts business and where it is used.

D. If this filing makes a name change on behalf of the *applicant*, enter the new name and specify whether the name change is of the
☐ ***applicant* name (1A)** or ☐ **business name (1C):**
Please check above.

E. **Firm main address: (Do not use a P.O. Box)**

Number and Street 1:
30 WEST 26TH STREET
City:
NEW YORK

State:
New York

Number and Street 2:
FOURTH FLOOR
Country:
UNITED STATES

Zip/Postal Code:
10010

F. **Mailing Address, if different:**

Number and Street 1:
30 WEST 26TH STREET
City:
NEW YORK

State:
New York

Number and Street 2:
FOURTH FLOOR
Country:
UNITED STATES

Zip/Postal Code:
10010

G. **Business Telephone Number:**
6469185012

H. **Contact Employee:**

Name:
PATRICE O'MARA

Title:
CHIEF COMPLIANCE OFFICER

Telephone Number:
201-572-9192

BD - EXECUTION

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* further represent that to the extent any information previously submitted is not amended such information is currently accurate and complete.

Date MM/DD/YYYY
07/10/2020

Name of Applicant
DISTRIBUTED TECHNOLOGY MARKETS LLC

Authorized Signatory
CHRISTOPHER WITTENBORN

Title
CEO

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

Year

Notary Public

My commission expires _____ County of _____ State of _____

BD - SECURITIES AND EXCHANGE COMMISSION

2. Indicate by checking the appropriate box(es) each governmental authority, organization, or *jurisdiction* in which the *applicant* is registered or registering as a broker-dealer. ☒

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

YES NO

- If applicant answers "yes" to Items 2A and 2D, applicant expressly consents to the withdrawal of its registration as a government securities broker or dealer under Section 15C of the Securities Exchange Act of 1934. See "Instructions."*

(Note: The field below is reserved exclusively for the reporting of single 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.)

- ☒ FINRA
 - ☐ BOX
 - ☐ BX
 - ☐ CBOE
 - ☐ CBOE BYX
 - ☐ CBOE BZX
 - ☐ CBOE C2
 - ☐ CBOE EDGA
 - ☐ CBOE EDGX
 - ☐ IEX
 - ☐ ISE
 - ☐ ISE GEMX
 - ☐ ISE MRX
 - ☐ LTSE
 - ☐ MEMX
 - ☐ MIAX OPTIONS
 - ☐ NQX
 - ☐ NYSE
 - ☐ NYSE-AMER
 - ☐ NYSE-ARCA
 - ☐ NYSE-CHI
 - ☐ NYSE-NAT
 - ☐ NqLX
 - ☐ PHLX
 - ☐ MIAX PEARL
 - ☐ MIAX FMFRAI

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

3. A. Indicate legal status of *applicant*:
- ☐ Corporation ☐ Sole Proprietorship ☐ Other (*specify*)
- ☐ Partnership ☒ 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:
Delaware | Country of formation:
UNITED STATES OF AMERICA | Date of formation: MM/DD/YYYY
12/10/2015 |
|--|--|--|
- 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.*

Zip/Postal Code:

5. 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.*

6. Does *applicant* hold or maintain any funds or securities or provide clearing services for any other broker or dealer? ☐ ☒

7. Does *applicant* refer or introduce customers to any other broker or dealer? ☐ ☒

If "yes," complete appropriate items on Schedule D, Page 1, Section IV, Arrangement 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 <i>applicant</i> are kept or maintained by such other <i>person</i> , firm or organization?		<input type="radio"/> <input type="radio"/>
B. accounts, funds, or securities of the <i>applicant</i> are held or maintained by such other <i>person</i> , firm, or organization?		<input type="radio"/> <input type="radio"/>
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?		<input type="radio"/> <input type="radio"/>
<p><i>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).</i></p> <p><i>If "Yes" to any part of Item 8, complete appropriate items on Schedule D, Page 1, Section IV, Arrangement Detail.</i></p>		

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 <i>applicant</i> through agreement or otherwise?		<input type="radio"/> <input type="radio"/>
B. wholly or partially finance the business of <i>applicant</i> ?		<input type="radio"/> <input type="radio"/>
<p><i>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).</i></p> <p><i>If "Yes" to any part of Item 9, complete appropriate items on Schedule D, Page 1, Section IV, Arrangement Detail.</i></p>		

BD - BUSINESS AFFILIATES

BD - Control Affiliates

YES NO

10. A. Directly or indirectly, does <i>applicant control</i> , is <i>applicant controlled</i> by, or is <i>applicant</i> under common control with, any partnership, corporation, or other organization that is engaged in the securities or investment advisory business?	<input type="radio"/> <input type="radio"/>
<i>If "Yes" to Item 10A, complete appropriate items on Schedule D, Page 2, Section V, Firm Affiliates.</i>	
B. Directly or indirectly, is <i>applicant controlled</i> 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?	<input type="radio"/> <input type="radio"/>
<i>If "Yes" to Item 10B, complete appropriate items on Schedule D, Page 3, Section VI, Bank Affiliates.</i>	

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 terms.

CRIMINAL DISCLOSURE

A. In the past ten years has the <i>applicant</i> or a <i>control affiliate</i> :	YES NO
(1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign or military court to any <i>felony</i> ?	<input type="radio"/> <input type="radio"/>
(2) been <i>charged</i> with any <i>felony</i> ?	<input type="radio"/> <input type="radio"/>
B. 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?	<input type="radio"/> <input type="radio"/>
(2) been <i>charged</i> with a <i>misdemeanor</i> specified in 11B(1)?	<input type="radio"/> <input type="radio"/>

REGULATORY ACTION DISCLOSURE

C. Has the U.S. Securities and Exchange Commission or the Commodity Futures Trading Commission ever:	YES NO
(1) <i>found</i> the <i>applicant</i> or a <i>control affiliate</i> to have made a false statement or omission?	<input type="radio"/> <input type="radio"/>
(2) <i>found</i> the <i>applicant</i> or a <i>control affiliate</i> to have been <i>involved</i> in a violation of its regulations or statutes?	<input type="radio"/> <input type="radio"/>
(3) <i>found</i> the <i>applicant</i> or a <i>control affiliate</i> to have been a cause of an <i>investment-related</i> business having its authorization to do business denied, suspended, revoked, or restricted?	<input type="radio"/> <input type="radio"/>
(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?	<input type="radio"/> <input type="radio"/>
(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?	<input type="radio"/> <input type="radio"/>
D. Has any other federal regulatory agency, any state regulatory agency, or <i>foreign financial regulatory authority</i> :	
(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?	<input type="radio"/> <input type="radio"/>
(2) ever <i>found</i> the <i>applicant</i> or a <i>control affiliate</i> to have been <i>involved</i> in a violation of <i>investment-related</i> regulations or statutes?	<input type="radio"/> <input type="radio"/>
(3) ever <i>found</i> the <i>applicant</i> or a <i>control affiliate</i> to have been a cause of an <i>investment-related</i> business having its authorization to do business denied, suspended, revoked, or restricted?	<input type="radio"/> <input type="radio"/>
(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?	<input type="radio"/> <input type="radio"/>
(5) ever denied, suspended, or revoked the <i>applicant's</i> or a <i>control affiliate's</i> registration or license or otherwise, by <i>order</i> , prevented it from associating with an <i>investment-related</i> business or restricted its activities?	<input type="radio"/> <input type="radio"/>
E. Has any <i>self-regulatory organization</i> or commodities exchange ever:	
(1) <i>found</i> the <i>applicant</i> or a <i>control affiliate</i> to have made a false statement or omission?	<input type="radio"/> <input type="radio"/>
(2) <i>found</i> the <i>applicant</i> or a <i>control affiliate</i> to have been <i>involved</i> in a violation of its rules (other than a violation designated as a " <i>minor rule violation</i> " under a plan approved by the U.S. Securities and Exchange Commission)?	<input type="radio"/> <input type="radio"/>
(3) <i>found</i> the <i>applicant</i> or a <i>control affiliate</i> to have been the cause of an <i>investment-related</i> business having its authorization to do business denied, suspended, revoked, or restricted?	<input type="radio"/> <input type="radio"/>
(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?	<input type="radio"/> <input type="radio"/>
F. Has the <i>applicant's</i> or a <i>control affiliate's</i> authorization to act as an attorney, accountant, or federal contractor ever been revoked or suspended?	<input type="radio"/> <input type="radio"/>
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?	<input type="radio"/> <input type="radio"/>

CIVIL JUDICIAL ACTION DISCLOSURE

H. (1) Has any domestic or foreign court:	YES NO
(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?	<input type="radio"/> <input type="radio"/>
(b) ever <i>found</i> that the <i>applicant</i> or a <i>control affiliate</i> was <i>involved</i> in a violation of <i>investment-related</i> statutes or regulations?	<input type="radio"/> <input type="radio"/>
(c) ever dismissed, pursuant to a settlement agreement, an <i>investment-related</i> civil action brought against the <i>applicant</i> or <i>control affiliate</i> by a state or <i>foreign financial regulatory authority</i> ?	<input type="radio"/> <input type="radio"/>
(2) Is the <i>applicant</i> or a <i>control affiliate</i> now the subject of any civil <i>proceeding</i> that could result in a "yes" answer to any part of 11H(1)?	<input type="radio"/> <input type="radio"/>

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? YES ☐ NO ☒
- (2) has had a trustee appointed or a direct payment procedure initiated under the Securities Investor Protection Act? YES ☐ NO ☒
- J. Has a bonding company ever denied, paid out on, or revoked a bond for the *applicant*? YES ☐ NO ☒
- K. Does the *applicant* have any unsatisfied judgments or liens against it? YES ☐ NO ☒

BD - TYPES OF BUSINESS

12. 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 for) less than 1% of annual revenue from the securities or investment advisory business.
- A. Exchange member engaged in exchange commission business other than floor activities. ☐ EMC
- 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
- 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
- H. 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
- O. Broker or dealer selling oil and gas interests. ☐ OGI
- P. Put and call broker or dealer or option writer. ☐ PCB
- Q. Broker or dealer selling securities of only one issuer or associate issuers (other than mutual funds). ☐ BIA
- 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. ☐ 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. ☐ 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. ☐ BNA
2. insurance company or agency ☐ INA
- Z. Other (*give details on Schedule D, Page 1, Section II, Other Business*) ☒ OTH

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? YES ☐ NO ☒
- B. Does *applicant* engage in any other non-securities business? YES ☐ NO ☒
- 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)
HARPEL, JEFFREY KEITH	I	FINOP/ PFO / POO	02/2016	NA	N		1367784
OMARA, PATRICE AGNES	I	CHIEF COMPLIANCE OFFICER	01/2019	NA	Y	N	1544140
VELOCITY MARKETS, INC.	DE	OWNER	12/2015	E	Y	N	46-3489494
WITTENBORN, CHRISTOPHER DAVID	I	CHIEF EXECUTIVE OFFICER	08/2017	NA	Y	N	5629878

BD - INDIRECT OWNERS
No Information Filed

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.	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)
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No Information Filed

BD - OTHER BUSINESS NAMES

Name	Jurisdiction
ORCHARD X	AZ, CA, CO, CT, DE, DC, FL, GA, IL, IN, LA, MD, MA, MI, MN, NV, NJ, NY, NC, OH, PA, SC, TX, UT, VA, WA, WI
ORCHARD ATS	AZ, CA, CO, CT, DE, DC, FL, GA, IL, IN, LA, MD, MA, MI, MN, NV, NJ, NY, NC, OH, PA, SC, TX, UT, VA, WA, WI

BD - OTHER BUSINESS

Briefly describe any other business (Item 12Z).

PRIVATE PLACEMENT OF SECURITIES, INCLUDING THOSE ISSUED IN DIGITAL FORM BROKER SELLING WHOLE LOANS AND LOAN PORTFOLIOS COMMISSION-SHARING ARRANGEMENTS WITH UNAFFILIATED BROKER-DEALERS, PURSUANT TO WHICH THE FIRM WILL REFER PROSPECTIVE CUSTOMERS IN RETURN FOR A FINDER'S FEE OR A PERCENTAGE OF THE COMMISSIONS GENERATED AS A RESULT OF SUCH REFERRALS; AND OPERATION OF AN ALTERNATIVE TRADING SYSTEMS ("ATS") FOR SECONDARY TRANSACTIONS IN SECURITIES, INCLUDING THOSE ISSUED IN DIGITAL FORM.

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) 8-
Briefly describe details of the <i>succession</i> including any assets or liabilities not assumed by the <i>successor</i> .		

BD - ARRANGEMENTS / CONTROL PERSONS / FINANCING

(check one) ☐ Item 7 ☒ Item 8A ☐ Item 8B ☐ Item 8C ☐ Item 9A ☐ Item 9B

Applicant must complete a separate Schedule D Page 1, Arrangement Detail for each affirmative response in this section including any multiple responses to any item. Complete the "Effective Date" box with Month, Day and Year that the arrangement or agreement became effective. When reporting a change or termination of an arrangement or agreement, enter the effective date of the change.

Organization/Individual Name: AMAZON WEB SERVICES, INC.	CRD Number:	<input checked="" type="radio"/> Entity <input type="radio"/> Individual
Business Address		
Street 1: 410 TERRY AVENUE NORTH	Street 2:	
City: SEATTLE	State: Washington	Country: Zip/Postal Code: 98109-5210
Effective Date MM/DD/YYYY 02/17/2016	Termination Date MM/DD/YYYY 06/30/2018	
Briefly describe the nature of reference or arrangement (ITEM 7 or ITEM 8); the nature of the <i>control</i> or agreement (ITEM 9A); or the method and amount of financing (ITEM 9B) RECORDING AND MAINTENANCE OF ELECTRONIC FILES.		

(check one) ☐ Item 7 ☒ Item 8A ☐ Item 8B ☐ Item 8C ☐ Item 9A ☐ Item 9B

Applicant must complete a separate Schedule D Page 1, Arrangement Detail for each affirmative response in this section including any multiple responses to any item. Complete the "Effective Date" box with Month, Day and Year that the arrangement or agreement became effective. When reporting a change or termination of an arrangement or agreement, enter the effective date of the change.

Organization/Individual Name: GLOBAL RELAY	CRD Number:	<input checked="" type="radio"/> Entity <input type="radio"/> Individual
Business Address		
Street 1: 286 MADISON AVENUE, 7TH FLOOR	Street 2:	
City: NEW YORK	State: New York	Country: Zip/Postal Code: 10017
Effective Date MM/DD/YYYY 01/22/2016	Termination Date MM/DD/YYYY	

Briefly describe the nature of reference or arrangement (ITEM 7 or ITEM 8); the nature of the control or agreement (ITEM 9A); or the method and amount of financing (ITEM 9B)

EMAIL RETENTION SYSTEM.

(check one)

☐ Item 7

☒ Item 8A

☐ Item 8B

☐ Item 8C

☐ Item 9A

☐ Item 9B

Applicant must complete a separate Schedule D Page 1, Arrangement Detail for each affirmative response in this section including any multiple responses to any item. Complete the "Effective Date" box with Month, Day and Year that the arrangement or agreement became effective. When reporting a change or termination of an arrangement or agreement, enter the effective date of the change.

Organization/Individual Name:
SALESFORCE.COM

CRD Number:

☒ Entity

☐ Individual

Business Address

Street 1:
THE LANDMARK AT ONE MARKET, SUITE 300

Street 2:

City:
SAN FRANCISCO

State:
California

Country:

Zip/Postal Code:
94105

Effective Date MM/DD/YYYY
02/01/2016

Termination Date MM/DD/YYYY
06/30/2018

Briefly describe the nature of reference or arrangement (ITEM 7 or ITEM 8); the nature of the control or agreement (ITEM 9A); or the method and amount of financing (ITEM 9B)

CUSTOMER RECORDS DATABASE.

(check one)

☐ Item 7

☒ Item 8A

☐ Item 8B

☐ Item 8C

☐ Item 9A

☐ Item 9B

Applicant must complete a separate Schedule D Page 1, Arrangement Detail for each affirmative response in this section including any multiple responses to any item. Complete the "Effective Date" box with Month, Day and Year that the arrangement or agreement became effective. When reporting a change or termination of an arrangement or agreement, enter the effective date of the change.

Organization/Individual Name:
EQNYTE

CRD Number:

☒ Entity

☐ Individual

Business Address

Street 1:
1350 W MIDDLEFIELD RD

Street 2:

City:
MOUNTAINVIEW

State:
California

Country:
USA

Zip/Postal Code:
94043

Effective Date MM/DD/YYYY
01/22/2019

Termination Date MM/DD/YYYY

Briefly describe the nature of reference or arrangement (ITEM 7 or ITEM 8); the nature of the control or agreement (ITEM 9A); or the method and amount of financing (ITEM 9B)

STORAGE AND MAINTENANCE OF ELECTRONIC BOOKS AND RECORDS

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

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FORM BD
UNIFORM APPLICATION FOR BROKER-DEALER REGISTRATION

Primary Business Name: TEXTURE CAPITAL, INC.

BD Number: 300853

BD - INITIAL

02/28/2019

BD - APPLICANT INFORMATION

OMB Number3235-0012

Expires.....
Estimated average burden hours per:
Response.....2.75
Amendment.....0.33

WARNING: Failure to keep this form current and to file accurate supplementary information on a timely basis, or the failure to keep accurate books and records or otherwise to comply with the provisions of law applying to the conduct of business as a broker-dealer would violate the Federal securities laws and the laws of the *jurisdictions* and may result in disciplinary, administrative, injunctive or criminal action.

INTENTIONAL MISSTATEMENTS OR OMISSIONS OF FACTS MAY CONSTITUTE CRIMINAL VIOLATIONS.

☒ **APPLICATION** ☐ **AMENDMENT**

1. Exact name, principal business address, mailing address, if different, and telephone number of *applicant*:

A. **Full name of *applicant***(if sole proprietor, state last, first and middle name):
TEXTURE CAPITAL, INC.

B. **IRS Empl. Ident. No.:**
83-3406065

C. (1) Name under which broker-dealer business primarily is conducted, if different from Item 1A.
TEXTURE CAPITAL, INC.

(2) List on Schedule D, Page 1, Section I, Other Business Names any other name by which the firm conducts business and where it is used.

D. If this filing makes a name change on behalf of the *applicant*, enter the new name and specify whether the name change is of the
☐ ***applicant* name (1A) or** ☐ **business name (1C):**
Please check above.

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:		Number and Street 2:	
City:	State:	Country:	Zip/Postal Code:

G. **Business Telephone Number:**
917-319-4434

H. Contact Employee:	Title:	Telephone Number:
Name: RICHARD JOHNSON	CEO/CCO	917-319-4434

BD - EXECUTION

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* further represent that to the extent any information previously submitted is not amended such information is currently accurate and complete.

Date MM/DD/YYYY
02/28/2019

Name of Applicant
TEXTURE CAPITAL, INC.

Authorized Signatory
RICHARD JOHNSON

Title
CEO/CCO

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

Year

Notary Public

My commission expires _____ County of _____ State of _____

BD - SECURITIES AND EXCHANGE COMMISSION

2. Indicate by checking the appropriate box(es) each governmental authority, organization, or *jurisdiction* in which the *applicant* is registered or registering as a broker-dealer. ☒

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

YES NO

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?		<input type="radio"/> <input type="radio"/>
B. accounts, funds, or securities of the <i>applicant</i> are held or maintained by such other <i>person</i> , firm, or organization?		<input type="radio"/> <input type="radio"/>
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?		<input type="radio"/> <input type="radio"/>
<p><i>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).</i></p> <p><i>If "Yes" to any part of Item 8, complete appropriate items on Schedule D, Page 1, Section IV, Arrangement Detail.</i></p>		

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 <i>applicant</i> through agreement or otherwise?		<input type="radio"/> <input type="radio"/>
B. wholly or partially finance the business of <i>applicant</i> ?		<input type="radio"/> <input type="radio"/>
<p><i>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).</i></p> <p><i>If "Yes" to any part of Item 9, complete appropriate items on Schedule D, Page 1, Section IV, Arrangement Detail.</i></p>		

BD - BUSINESS AFFILIATES

BD - Control Affiliates

	YES NO
10. A. Directly or indirectly, does <i>applicant control</i> , is <i>applicant controlled</i> by, or is <i>applicant</i> under common <i>control</i> with, any partnership, corporation, or other organization that is engaged in the securities or investment advisory business?	<input type="radio"/> <input type="radio"/>
<i>If "Yes" to Item 10A, complete appropriate items on Schedule D, Page 2, Section V, Firm Affiliates.</i>	
B. Directly or indirectly, is <i>applicant controlled</i> 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?	<input type="radio"/> <input type="radio"/>
<i>If "Yes" to Item 10B, complete appropriate items on Schedule D, Page 3, Section VI, Bank Affiliates.</i>	

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 terms.

CRIMINAL DISCLOSURE

A. In the past ten years has the <i>applicant</i> or a <i>control affiliate</i> :	YES NO
(1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign or military court to any <i>felony</i> ?	<input type="radio"/> <input type="radio"/>
(2) been <i>charged</i> with any <i>felony</i> ?	<input type="radio"/> <input type="radio"/>
B. 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?	<input type="radio"/> <input type="radio"/>
(2) been <i>charged</i> with a <i>misdemeanor</i> specified in 11B(1)?	<input type="radio"/> <input type="radio"/>

REGULATORY ACTION DISCLOSURE

C. Has the U.S. Securities and Exchange Commission or the Commodity Futures Trading Commission ever:	YES NO
(1) <i>found</i> the <i>applicant</i> or a <i>control affiliate</i> to have made a false statement or omission?	<input type="radio"/> <input type="radio"/>
(2) <i>found</i> the <i>applicant</i> or a <i>control affiliate</i> to have been <i>involved</i> in a violation of its regulations or statutes?	<input type="radio"/> <input type="radio"/>
(3) <i>found</i> the <i>applicant</i> or a <i>control affiliate</i> to have been a cause of an <i>investment-related</i> business having its authorization to do business denied, suspended, revoked, or restricted?	<input type="radio"/> <input type="radio"/>
(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?	<input type="radio"/> <input type="radio"/>
(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?	<input type="radio"/> <input type="radio"/>
D. Has any other federal regulatory agency, any state regulatory agency, or <i>foreign financial regulatory authority</i> :	
(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?	<input type="radio"/> <input type="radio"/>
(2) ever <i>found</i> the <i>applicant</i> or a <i>control affiliate</i> to have been <i>involved</i> in a violation of <i>investment-related</i> regulations or statutes?	<input type="radio"/> <input type="radio"/>
(3) ever <i>found</i> the <i>applicant</i> or a <i>control affiliate</i> to have been a cause of an <i>investment-related</i> business having its authorization to do business denied, suspended, revoked, or restricted?	<input type="radio"/> <input type="radio"/>
(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?	<input type="radio"/> <input type="radio"/>
(5) ever denied, suspended, or revoked the <i>applicant's</i> or a <i>control affiliate's</i> registration or license or otherwise, by <i>order</i> , prevented it from associating with an <i>investment-related</i> business or restricted its activities?	<input type="radio"/> <input type="radio"/>
E. Has any <i>self-regulatory organization</i> or commodities exchange ever:	
(1) <i>found</i> the <i>applicant</i> or a <i>control affiliate</i> to have made a false statement or omission?	<input type="radio"/> <input type="radio"/>
(2) <i>found</i> the <i>applicant</i> or a <i>control affiliate</i> to have been <i>involved</i> in a violation of its rules (other than a violation designated as a " <i>minor rule violation</i> " under a plan approved by the U.S. Securities and Exchange Commission)?	<input type="radio"/> <input type="radio"/>
(3) <i>found</i> the <i>applicant</i> or a <i>control affiliate</i> to have been the cause of an <i>investment-related</i> business having its authorization to do business denied, suspended, revoked, or restricted?	<input type="radio"/> <input type="radio"/>
(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?	<input type="radio"/> <input type="radio"/>
F. Has the <i>applicant's</i> or a <i>control affiliate's</i> authorization to act as an attorney, accountant, or federal contractor ever been revoked or suspended?	<input type="radio"/> <input type="radio"/>
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?	<input type="radio"/> <input type="radio"/>

CIVIL JUDICIAL ACTION DISCLOSURE

H. (1) Has any domestic or foreign court:	YES NO
(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?	<input type="radio"/> <input type="radio"/>
(b) ever <i>found</i> that the <i>applicant</i> or a <i>control affiliate</i> was <i>involved</i> in a violation of <i>investment-related</i> statutes or regulations?	<input type="radio"/> <input type="radio"/>
(c) ever dismissed, pursuant to a settlement agreement, an <i>investment-related</i> civil action brought against the <i>applicant</i> or <i>control affiliate</i> by a state or <i>foreign financial regulatory authority</i> ?	<input type="radio"/> <input type="radio"/>
(2) Is the <i>applicant</i> or a <i>control affiliate</i> now the subject of any civil <i>proceeding</i> that could result in a "yes" answer to any part of 11H(1)?	<input type="radio"/> <input type="radio"/>

FINANCIAL DISCLOSURE

I. In the past ten years has the <i>applicant</i> or a <i>control affiliate</i> of the <i>applicant</i> ever been a securities firm or a <i>control affiliate</i> of a securities firm that:	YES NO
--	---------------

(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?

☐

☒

J. Has a bonding company ever denied, paid out on, or revoked a bond for the *applicant*?

☐

☒

K. Does the *applicant* have any unsatisfied judgments or liens against it?

☐

☒

BD - TYPES OF BUSINESS

12. 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 for) less than 1% of annual revenue from the securities or investment advisory business.

A. Exchange member engaged in exchange commission business other than floor activities.

☐ EMC

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

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

H. 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

O. Broker or dealer selling oil and gas interests.

☐ OGI

P. Put and call broker or dealer or option writer.

☐ PCB

Q. Broker or dealer selling securities of only one issuer or associate issuers (other than mutual funds).

☐ BIA

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.

☐ 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.

☐ 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.

☐ BNA

2. insurance company or agency

☐ INA

Z. Other (give details on Schedule D, Page 1, Section II, Other Business)

☒ OTH

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?

☐ 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)
JOHNSON, RICHARD EDWARD	I	CEO/CCO/ FINOP	11/2018	E	Y	N	xxx-xx-xxxx

BD - INDIRECT OWNERS
No Information Filed

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.	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)
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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) 8-
Briefly describe details of the <i>succession</i> including any assets or liabilities not assumed by the <i>successor</i> .		

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

FORM BD
UNIFORM APPLICATION FOR BROKER-DEALER REGISTRATION

Primary Business Name: TEXTURE CAPITAL, INC.

BD Number: 300853

BD - AMENDMENT

10/06/2020

BD - APPLICANT INFORMATION

OMB Number3235-0012

Expires.....
Estimated average burden hours per:
Response.....2.75
Amendment.....0.33

WARNING: Failure to keep this form current and to file accurate supplementary information on a timely basis, or the failure to keep accurate books and records or otherwise to comply with the provisions of law applying to the conduct of business as a broker-dealer would violate the Federal securities laws and the laws of the *jurisdictions* and may result in disciplinary, administrative, injunctive or criminal action.

INTENTIONAL MISSTATEMENTS OR OMISSIONS OF FACTS MAY CONSTITUTE CRIMINAL VIOLATIONS.

☐ APPLICATION ☒ AMENDMENT

1. Exact name, principal business address, mailing address, if different, and telephone number of *applicant*:

A. **Full name of *applicant***(if sole proprietor, state last, first and middle name):
TEXTURE CAPITAL, INC.

B. **IRS Empl. Ident. No.:**
83-3406065

C. (1) Name under which broker-dealer business primarily is conducted, if different from Item 1A.
TEXTURE CAPITAL, INC.

(2) List on Schedule D, Page 1, Section I, Other Business Names any other name by which the firm conducts business and where it is used.

D. If this filing makes a name change on behalf of the *applicant*, enter the new name and specify whether the name change is of the
☐ ***applicant* name (1A)** or ☐ **business name (1C):**
Please check above.

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:**
646-979-8558

H. **Contact Employee:**

Name: RICHARD JOHNSON	Title: CEO	Telephone Number: 646-979-8558
---------------------------------	----------------------	--

BD - EXECUTION

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* further represent that to the extent any information previously submitted is not amended such information is currently accurate and complete.

Date MM/DD/YYYY
10/06/2020

Name of Applicant
TEXTURE CAPITAL, INC.

Authorized Signatory
TAMMY TAM

Title
CCO

Subscribed and sworn before me this _____ day of _____, _____ by _____
Year

Notary Public

My commission expires _____ County of _____ State of _____

BD - SECURITIES AND EXCHANGE COMMISSION

2. Indicate by checking the appropriate box(es) each governmental authority, organization, or *jurisdiction* in which the *applicant* is registered or registering as a broker-dealer. ☒

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

YES NO

- If applicant answers "yes" to Items 2A and 2D, applicant expressly consents to the withdrawal of its registration as a government securities broker or dealer under Section 15C of the Securities Exchange Act of 1934. See "Instructions."*

(Note: The field below is reserved exclusively for the reporting of single 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.)

- ☒ FINRA
☐ BOX
☐ BX
☐ CBOE
☐ CBOE BYX
☐ CBOE BZX
☐ CBOE C2
☐ CBOE EDGA
☐ CBOE EDGX
☐ IEX
☐ ISE
☐ ISE GEMX
☐ ISE MRX
☐ LTSE
☐ MEMX
☐ MIAX OPTIONS
☐ NQX
☐ NYSE
☐ NYSE-AMER
☐ NYSE-ARCA
☐ NYSE-CHI
☐ NYSE-NAT
☐ NqLX
☐ PHLX
☐ MIAX PEARL
☐ MIAX FMFRAID

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

3. A. Indicate legal status of *applicant*:
- ☒ **Corporation** ☐ **Sole Proprietorship** ☐ **Other (specify)**
- ☐ **Partnership** ☐ **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:
Delaware | Country of formation:
UNITED STATES | Date of formation: MM/DD/YYYY
11/08/2018 |
|---|--|---|
- 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.*

Zip/Postal Code:

5. 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.*

6. Does *applicant* hold or maintain any funds or securities or provide clearing services for any other broker or dealer? ☐ ☒

7. Does *applicant* refer or introduce customers to any other broker or dealer? ☐ ☒

If "yes," complete appropriate items on Schedule D, Page 1, Section IV, Arrangement 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 <i>applicant</i> are kept or maintained by such other <i>person</i> , firm or organization?	<input type="radio"/> <input type="radio"/>
B. accounts, funds, or securities of the <i>applicant</i> are held or maintained by such other <i>person</i> , firm, or organization?	<input type="radio"/> <input type="radio"/>
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?	<input type="radio"/> <input type="radio"/>
<i>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).</i>	
<i>If "Yes" to any part of Item 8, complete appropriate items on Schedule D, Page 1, Section IV, Arrangement Detail.</i>	

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?	<input type="radio"/> <input type="radio"/>
B. wholly or partially finance the business of <i>applicant</i> ?	<input type="radio"/> <input type="radio"/>
<i>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).</i>	
<i>If "Yes" to any part of Item 9, complete appropriate items on Schedule D, Page 1, Section IV, Arrangement Detail.</i>	

BD - BUSINESS AFFILIATES

BD - Control Affiliates

YES NO

10. A. Directly or indirectly, does <i>applicant control</i> , is <i>applicant controlled</i> by, or is <i>applicant</i> under common <i>control</i> with, any partnership, corporation, or other organization that is engaged in the securities or investment advisory business?	<input type="radio"/> <input type="radio"/>
<i>If "Yes" to Item 10A, complete appropriate items on Schedule D, Page 2, Section V, Firm Affiliates.</i>	
B. Directly or indirectly, is <i>applicant controlled</i> 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?	<input type="radio"/> <input type="radio"/>
<i>If "Yes" to Item 10B, complete appropriate items on Schedule D, Page 3, Section VI, Bank Affiliates.</i>	

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 terms.

CRIMINAL DISCLOSURE

A. In the past ten years has the <i>applicant</i> or a <i>control affiliate</i> :	YES NO
(1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign or military court to any <i>felony</i> ?	<input type="radio"/> <input type="radio"/>
(2) been <i>charged</i> with any <i>felony</i> ?	<input type="radio"/> <input type="radio"/>
B. 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?	<input type="radio"/> <input type="radio"/>
(2) been <i>charged</i> with a <i>misdemeanor</i> specified in 11B(1)?	<input type="radio"/> <input type="radio"/>

REGULATORY ACTION DISCLOSURE

C. Has the U.S. Securities and Exchange Commission or the Commodity Futures Trading Commission ever:	YES NO
(1) <i>found</i> the <i>applicant</i> or a <i>control affiliate</i> to have made a false statement or omission?	<input type="radio"/> <input type="radio"/>
(2) <i>found</i> the <i>applicant</i> or a <i>control affiliate</i> to have been <i>involved</i> in a violation of its regulations or statutes?	<input type="radio"/> <input type="radio"/>
(3) <i>found</i> the <i>applicant</i> or a <i>control affiliate</i> to have been a cause of an <i>investment-related</i> business having its authorization to do business denied, suspended, revoked, or restricted?	<input type="radio"/> <input type="radio"/>
(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?	<input type="radio"/> <input type="radio"/>
(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?	<input type="radio"/> <input type="radio"/>
D. Has any other federal regulatory agency, any state regulatory agency, or <i>foreign financial regulatory authority</i> :	
(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?	<input type="radio"/> <input type="radio"/>
(2) ever <i>found</i> the <i>applicant</i> or a <i>control affiliate</i> to have been <i>involved</i> in a violation of <i>investment-related</i> regulations or statutes?	<input type="radio"/> <input type="radio"/>
(3) ever <i>found</i> the <i>applicant</i> or a <i>control affiliate</i> to have been a cause of an <i>investment-related</i> business having its authorization to do business denied, suspended, revoked, or restricted?	<input type="radio"/> <input type="radio"/>
(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?	<input type="radio"/> <input type="radio"/>
(5) ever denied, suspended, or revoked the <i>applicant's</i> or a <i>control affiliate's</i> registration or license or otherwise, by <i>order</i> , prevented it from associating with an <i>investment-related</i> business or restricted its activities?	<input type="radio"/> <input type="radio"/>
E. Has any <i>self-regulatory organization</i> or commodities exchange ever:	
(1) <i>found</i> the <i>applicant</i> or a <i>control affiliate</i> to have made a false statement or omission?	<input type="radio"/> <input type="radio"/>
(2) <i>found</i> the <i>applicant</i> or a <i>control affiliate</i> to have been <i>involved</i> in a violation of its rules (other than a violation designated as a " <i>minor rule violation</i> " under a plan approved by the U.S. Securities and Exchange Commission)?	<input type="radio"/> <input type="radio"/>
(3) <i>found</i> the <i>applicant</i> or a <i>control affiliate</i> to have been the cause of an <i>investment-related</i> business having its authorization to do business denied, suspended, revoked, or restricted?	<input type="radio"/> <input type="radio"/>
(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?	<input type="radio"/> <input type="radio"/>
F. Has the <i>applicant's</i> or a <i>control affiliate's</i> authorization to act as an attorney, accountant, or federal contractor ever been revoked or suspended?	<input type="radio"/> <input type="radio"/>
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?	<input type="radio"/> <input type="radio"/>

CIVIL JUDICIAL ACTION DISCLOSURE

H. (1) Has any domestic or foreign court:	YES NO
(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?	<input type="radio"/> <input type="radio"/>
(b) ever <i>found</i> that the <i>applicant</i> or a <i>control affiliate</i> was <i>involved</i> in a violation of <i>investment-related</i> statutes or regulations?	<input type="radio"/> <input type="radio"/>
(c) ever dismissed, pursuant to a settlement agreement, an <i>investment-related</i> civil action brought against the <i>applicant</i> or <i>control affiliate</i> by a state or <i>foreign financial regulatory authority</i> ?	<input type="radio"/> <input type="radio"/>
(2) Is the <i>applicant</i> or a <i>control affiliate</i> now the subject of any civil <i>proceeding</i> that could result in a "yes" answer to any part of 11H(1)?	<input type="radio"/> <input type="radio"/>

FINANCIAL DISCLOSURE

- | | | |
|--|-----------------------|----------------------------------|
| I. In the past ten years has the <i>applicant</i> or a <i>control affiliate</i> of the <i>applicant</i> ever been a securities firm or a <i>control affiliate</i> of a securities firm that: | YES | NO |
| (1) has been the subject of a bankruptcy petition? | <input type="radio"/> | <input checked="" type="radio"/> |
| (2) has had a trustee appointed or a direct payment procedure initiated under the Securities Investor Protection Act? | <input type="radio"/> | <input checked="" type="radio"/> |
| J. Has a bonding company ever denied, paid out on, or revoked a bond for the <i>applicant</i> ? | <input type="radio"/> | <input checked="" type="radio"/> |
| K. Does the <i>applicant</i> have any unsatisfied judgments or liens against it? | <input type="radio"/> | <input checked="" type="radio"/> |

BD - TYPES OF BUSINESS

12. 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 for) less than 1% of annual revenue from the securities or investment advisory business.
- | | |
|---|---|
| A. Exchange member engaged in exchange commission business other than floor activities. | <input type="checkbox"/> EMC |
| B. Exchange member engaged in floor activities. | <input type="checkbox"/> EMF |
| C. Broker or dealer making inter-dealer markets in corporate securities over-the-counter. | <input type="checkbox"/> IDM |
| D. Broker or dealer retailing corporate equity securities over-the-counter. | <input type="checkbox"/> BDR |
| E. Broker or dealer selling corporate debt securities. | <input type="checkbox"/> BDD |
| F. Underwriter or selling group participant (corporate securities other than mutual funds). | <input type="checkbox"/> USG |
| G. Mutual fund underwriter or sponsor. | <input type="checkbox"/> MFU |
| H. Mutual fund retailer. | <input type="checkbox"/> MFR |
| I. 1. U.S. government securities dealer. | <input type="checkbox"/> GSD |
| 2. U.S. government securities broker. | <input type="checkbox"/> GSB |
| J. Municipal securities dealer. | <input type="checkbox"/> MSD |
| K. Municipal securities broker. | <input type="checkbox"/> MSB |
| L. Broker or dealer selling variable life insurance or annuities. | <input type="checkbox"/> VLA |
| M. Solicitor of time deposits in a financial institution. | <input type="checkbox"/> SSL |
| N. Real estate syndicator. | <input type="checkbox"/> RES |
| O. Broker or dealer selling oil and gas interests. | <input type="checkbox"/> OGI |
| P. Put and call broker or dealer or option writer. | <input type="checkbox"/> PCB |
| Q. Broker or dealer selling securities of only one issuer or associate issuers (other than mutual funds). | <input type="checkbox"/> BIA |
| R. Broker or dealer selling securities of non-profit organizations (e.g., churches, hospitals). | <input type="checkbox"/> NPB |
| S. Investment advisory services. | <input checked="" type="checkbox"/> IAD |
| T. 1. Broker or dealer selling tax shelters or limited partnerships in primary distributions. | <input type="checkbox"/> TAP |
| 2. Broker or dealer selling tax shelters or limited partnerships in the secondary market. | <input type="checkbox"/> TAS |
| U. Non-exchange member arranging for transactions in listed securities by exchange member. | <input type="checkbox"/> NEX |
| V. Trading securities for own account. | <input type="checkbox"/> TRA |
| W. Private placement of securities. | <input checked="" type="checkbox"/> PLA |
| X. Broker or dealer selling interests in mortgages or other receivables. | <input type="checkbox"/> MRI |
| Y. Broker or dealer involved in a networking, kiosk or similar arrangement with a: | |
| 1. bank, savings bank or association, or credit union. | <input type="checkbox"/> BNA |
| 2. insurance company or agency | <input type="checkbox"/> INA |
| Z. Other (<i>give details on Schedule D, Page 1, Section II, Other Business</i>) | <input checked="" type="checkbox"/> OTH |

- | | | |
|--|-----------------------|----------------------------------|
| 13. A. Does <i>applicant</i> effect transactions in commodity futures, commodities or commodity options as a broker for others or as a dealer for its own account? | YES | NO |
| | <input type="radio"/> | <input checked="" type="radio"/> |
| B. Does <i>applicant</i> engage in any other non-securities business? | <input type="radio"/> | <input checked="" type="radio"/> |
| <i>If "yes", describe each other business briefly on Schedule D, Page 1, Section II, Other Business.</i> | | |

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)
JOHNSON, RICHARD EDWARD	I	CEO	11/2018	NA	Y	N	4148076
KIRSCHENBLATT, CHAD ETHAN	I	FINOP/POO/PFO	04/2019	NA	N	N	2503352
TAM, TAMMY CHAIWO	I	CCO	11/2019	NA	Y	N	3025643
TEXTURE CAPITAL HOLDINGS CORP.	DE	HOLDING COMPANY	02/2019	E	Y	N	83-3730360

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)
JOHNSON, RICHARD EDWARD	I	TEXTURE CAPITAL HOLDINGS CORP.	SHAREHOLDER	02/2019	E	Y	N	4148076

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.	Title or Status	Date Acquired	Own. Code	Control Person	PR	CRD # (or SSN, IRS Tax #, Emp. ID)
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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)
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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) 8-
Briefly describe details of the <i>succession</i> including any assets or liabilities not assumed by the <i>successor</i> .		

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

FORM BD
UNIFORM APPLICATION FOR BROKER-DEALER REGISTRATION

Primary Business Name: TZERO DIGITAL ASSET SECURITIES, LLC

BD Number: 316189

BD - INITIAL

02/02/2022

BD - APPLICANT INFORMATION

OMB Number3235-0012

Expires.....
Estimated average burden hours per:
Response.....2.75
Amendment.....0.33

WARNING: Failure to keep this form current and to file accurate supplementary information on a timely basis, or the failure to keep accurate books and records or otherwise to comply with the provisions of law applying to the conduct of business as a broker-dealer would violate the Federal securities laws and the laws of the *jurisdictions* and may result in disciplinary, administrative, injunctive or criminal action.

INTENTIONAL MISSTATEMENTS OR OMISSIONS OF FACTS MAY CONSTITUTE CRIMINAL VIOLATIONS.

☒ APPLICATION ☐ AMENDMENT

1. Exact name, principal business address, mailing address, if different, and telephone number of *applicant*:

A. **Full name of *applicant* (if sole proprietor, state last, first and middle name):**
TZERO DIGITAL ASSET SECURITIES, LLC

B. **IRS Empl. Ident. No.:**
87-2031076

C. (1) Name under which broker-dealer business primarily is conducted, if different from Item 1A.
TZERO DIGITAL ASSET SECURITIES, LLC
(2) List on Schedule D, Page 1, Section I, Other Business Names any other name by which the firm conducts business and where it is used.

D. If this filing makes a name change on behalf of the *applicant*, enter the new name and specify whether the name change is of the
☐ **applicant name (1A)** or ☐ **business name (1C):**
Please check above.

E. **Firm main address: (Do not use a P.O. Box)**

Number and Street 1: 1 WTC, 285 FULTON STREET	Number and Street 2:
City: NEW YORK	State: New York
Country: UNITED STATES	Zip/Postal Code: 10007

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

H. **Contact Employee:**

Name: OLGA ONISHCHUK	Title: CCO	Telephone Number: 347-380-7308
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BD - EXECUTION

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* further represent that to the extent any information previously submitted is not amended such information is currently accurate and complete.

Date MM/DD/YYYY
02/02/2022

Name of Applicant
TZERO DIGITAL ASSET SECURITIES, LLC

Authorized Signatory
OLGA ONISHCHUK

Title
CCO

Subscribed and sworn before me this _____ day of _____, _____ by _____
Year

Notary Public

My commission expires _____ County of _____ State of _____

BD - SECURITIES AND EXCHANGE COMMISSION

2. Indicate by checking the appropriate box(es) each governmental authority, organization, or *jurisdiction* in which the *applicant* is registered or registering as a broker-dealer. ☒

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

YES NO

- If applicant answers "yes" to Items 2A and 2D, applicant expressly consents to the withdrawal of its registration as a government securities broker or dealer under Section 15C of the Securities Exchange Act of 1934. See "Instructions."*

(Note: The field below is reserved exclusively for the reporting of single 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.)

- ☒ FINRA
☐ BOX
☐ BX
☐ CBOE
☐ CBOE BYX
☐ CBOE BZX
☐ CBOE C2
☐ CBOE EDGA
☐ CBOE EDGX
☐ IEX
☐ ISE
☐ ISE GEMX
☐ ISE MRX
☐ LTSE
☐ MEMX
☐ MIAX OPTIONS
☐ NQX
☐ NYSE
☐ NYSE-AMER
☐ NYSE-ARCA
☐ NYSE-CHI
☐ NYSE-NAT
☐ NqLX
☐ PHLX
☐ MIAX PEARL
☐ MIAX FMFRAI

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

3. A. Indicate legal status of *applicant*:
- ☐ Corporation ☐ Sole Proprietorship ☐ Other (*specify*)
- ☐ Partnership ☒ 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:
Delaware | Country of formation: | Date of formation: MM/DD/YYYY
06/02/2021 |
|--|------------------------------|--|
- 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.*

4. If *applicant* is a sole proprietor, state full residence address and Social Security Number.

Social Security Number:

Number and Street 1:

Number and Street 2:

City:

State:

Country:

Zip/Postal Code:

5. 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.*

6. Does *applicant* hold or maintain any funds or securities or provide clearing services for any other broker or dealer? ☒ ☐

7. Does *applicant* refer or introduce customers to any other broker or dealer? ☐ ☒

If "yes," complete appropriate items on Schedule D, Page 1, Section IV, Arrangement Detail.

8. Does *applicant* have any arrangement with any other *person*, firm, or organization under which:

A. any books or records of *applicant* are kept or maintained by such other *person*, firm or organization? ☐ YES ☐ NO

B. accounts, funds, or securities of the *applicant* are held or maintained by such other *person*, firm, or organization? ☐ YES ☐ NO

C. accounts, funds, or securities of customers of the *applicant* are held or maintained by such other *person*, firm, or organization? ☐ YES ☐ NO

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 *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? ☐ YES ☐ NO

B. wholly or partially finance the business of *applicant*? ☐ YES ☐ NO

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

YES NO

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? ☐ YES ☐ NO

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? ☐ YES ☐ NO

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 terms.

CRIMINAL DISCLOSURE

A. In the past ten years has the *applicant* or a *control affiliate*: ☐ YES ☐ NO

(1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign or military court to any *felony*? ☐ YES ☐ NO

(2) been *charged* with any *felony*? ☐ YES ☐ NO

B. In the past ten years has the *applicant* or a *control affiliate*: ☐ YES ☐ NO

(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? ☐ YES ☐ NO

(2) been *charged* with a *misdemeanor* specified in 11B(1)? ☐ YES ☐ NO

REGULATORY ACTION DISCLOSURE

C. Has the U.S. Securities and Exchange Commission or the Commodity Futures Trading Commission ever: ☐ YES ☐ NO

(1) *found* the *applicant* or a *control affiliate* to have made a false statement or omission? ☐ YES ☐ NO

(2) *found* the *applicant* or a *control affiliate* to have been *involved* in a violation of its regulations or statutes? ☐ YES ☐ NO

(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? ☐ YES ☐ NO

(4) entered an *order* against the *applicant* or a *control affiliate* in connection with an *investment-related* activity? ☐ YES ☐ NO

(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? ☐ YES ☐ NO

D. Has any other federal regulatory agency, any state regulatory agency, or *foreign financial regulatory authority*: ☐ YES ☐ NO

(1) ever *found* the *applicant* or a *control affiliate* to have made a false statement or omission or been dishonest, unfair, or unethical? ☐ YES ☐ NO

(2) ever *found* the *applicant* or a *control affiliate* to have been *involved* in a violation of *investment-related* regulations or statutes? ☐ YES ☐ NO

(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? ☐ YES ☐ NO

(4) in the past ten years, entered an *order* against the *applicant* or a *control affiliate* in connection with an *investment-related* activity? ☐ YES ☐ NO

(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? ☐ YES ☐ NO

E. Has any *self-regulatory organization* or commodities exchange ever: ☐ YES ☐ NO

(1) *found* the *applicant* or a *control affiliate* to have made a false statement or omission? ☐ YES ☐ NO

(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)? ☐ YES ☐ NO

(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? ☐ YES ☐ NO

(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? ☐ YES ☐ NO

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? ☐ YES ☐ NO

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? ☐ YES ☐ NO

CIVIL JUDICIAL ACTION DISCLOSURE

H. (1) Has any domestic or foreign court: ☐ YES ☐ NO

(a) in the past ten years, *enjoined* the *applicant* or a *control affiliate* in connection with any *investment-related* activity? ☐ YES ☐ NO

(b) ever *found* that the *applicant* or a *control affiliate* was *involved* in a violation of *investment-related* statutes or regulations? ☐ YES ☐ NO

(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*? ☐ YES ☐ NO

(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)? ☐ YES ☐ NO

FINANCIAL DISCLOSURE

- | | | |
|--|-----------------------|----------------------------------|
| I. In the past ten years has the <i>applicant</i> or a <i>control affiliate</i> of the <i>applicant</i> ever been a securities firm or a <i>control affiliate</i> of a securities firm that: | YES | NO |
| (1) has been the subject of a bankruptcy petition? | <input type="radio"/> | <input checked="" type="radio"/> |
| (2) has had a trustee appointed or a direct payment procedure initiated under the Securities Investor Protection Act? | <input type="radio"/> | <input checked="" type="radio"/> |
| J. Has a bonding company ever denied, paid out on, or revoked a bond for the <i>applicant</i> ? | <input type="radio"/> | <input checked="" type="radio"/> |
| K. Does the <i>applicant</i> have any unsatisfied judgments or liens against it? | <input type="radio"/> | <input checked="" type="radio"/> |

BD - TYPES OF BUSINESS

12. 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 for) less than 1% of annual revenue from the securities or investment advisory business.

- | | |
|---|---|
| A. Exchange member engaged in exchange commission business other than floor activities. | <input type="checkbox"/> EMC |
| B. Exchange member engaged in floor activities. | <input type="checkbox"/> EMF |
| C. Broker or dealer making inter-dealer markets in corporate securities over-the-counter. | <input type="checkbox"/> IDM |
| D. Broker or dealer retailing corporate equity securities over-the-counter. | <input checked="" type="checkbox"/> BDR |
| E. Broker or dealer selling corporate debt securities. | <input checked="" type="checkbox"/> BDD |
| F. Underwriter or selling group participant (corporate securities other than mutual funds). | <input type="checkbox"/> USG |
| G. Mutual fund underwriter or sponsor. | <input type="checkbox"/> MFU |
| H. Mutual fund retailer. | <input type="checkbox"/> MFR |
| I. 1. U.S. government securities dealer. | <input type="checkbox"/> GSD |
| 2. U.S. government securities broker. | <input type="checkbox"/> GSB |
| J. Municipal securities dealer. | <input type="checkbox"/> MSD |
| K. Municipal securities broker. | <input type="checkbox"/> MSB |
| L. Broker or dealer selling variable life insurance or annuities. | <input type="checkbox"/> VLA |
| M. Solicitor of time deposits in a financial institution. | <input type="checkbox"/> SSL |
| N. Real estate syndicator. | <input type="checkbox"/> RES |
| O. Broker or dealer selling oil and gas interests. | <input type="checkbox"/> OGI |
| P. Put and call broker or dealer or option writer. | <input type="checkbox"/> PCB |
| Q. Broker or dealer selling securities of only one issuer or associate issuers (other than mutual funds). | <input type="checkbox"/> BIA |
| R. Broker or dealer selling securities of non-profit organizations (e.g., churches, hospitals). | <input type="checkbox"/> NPB |
| S. Investment advisory services. | <input type="checkbox"/> IAD |
| T. 1. Broker or dealer selling tax shelters or limited partnerships in primary distributions. | <input type="checkbox"/> TAP |
| 2. Broker or dealer selling tax shelters or limited partnerships in the secondary market. | <input type="checkbox"/> TAS |
| U. Non-exchange member arranging for transactions in listed securities by exchange member. | <input type="checkbox"/> NEX |
| V. Trading securities for own account. | <input type="checkbox"/> TRA |
| W. Private placement of securities. | <input type="checkbox"/> PLA |
| X. Broker or dealer selling interests in mortgages or other receivables. | <input type="checkbox"/> MRI |
| Y. Broker or dealer involved in a networking, kiosk or similar arrangement with a: | |
| 1. bank, savings bank or association, or credit union. | <input type="checkbox"/> BNA |
| 2. insurance company or agency | <input type="checkbox"/> INA |
| Z. Other (<i>give details on Schedule D, Page 1, Section II, Other Business</i>) | <input checked="" type="checkbox"/> OTH |

- | | | |
|--|-----------------------|----------------------------------|
| 13. A. Does <i>applicant</i> effect transactions in commodity futures, commodities or commodity options as a broker for others or as a dealer for its own account? | YES | NO |
| | <input type="radio"/> | <input checked="" type="radio"/> |
| B. Does <i>applicant</i> engage in any other non-securities business? | <input type="radio"/> | <input checked="" type="radio"/> |
| <i>If "yes", describe each other business briefly on Schedule D, Page 1, Section II, Other Business.</i> | | |

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)
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	Y	N	47-2409269
VLASTAKIS, ALEX	I	PRESIDENT	06/2021	NA	Y	N	4141268

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)
MEDICI VENTURES, L.P.	DE	TZERO GROUP, INC.	SHAREHOLDER	01/2016	C	Y	N	81-3820993
OVERSTOCK.COM, INC.	DE	TZERO GROUP, INC.	SHAREHOLDER	09/2016	C	Y	Y	87-0634302
OVERSTOCK.COM, INC.	DE	MEDICI VENTURES, L.P.	LIMITED PARTNER	04/2021	E	N	Y	87-0634302
PELION MV GP, L.L.C.	DE	MEDICI VENTURES, L.P.	GENERAL PARTNER	04/2021	F	Y	N	86-3550875
TZERO GROUP, INC.	DE	TZERO BROKER SERVICES, LLC	MEMBER	06/2021	E	Y	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.	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)
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No Information Filed

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) 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

The details supplied relate to:

Partnership, Corporation, or Organization Name
SPEEDROUTE LLC

CRD Number (if any)
104138

The Partnership, Corporation, or Organization

☐ controls applicant

☐ is controlled by applicant

☒ is under common control with applicant

Business Address

Street 1

1 WORLD TRADE CENTER

City

NEW YORK

State

New York

Street 2

285 FULTON STREET, 58TH FLOOR

Country

Zip/Postal Code

10007

Effective Date (MM/DD/YYYY)

06/02/2021

Termination Date (MM/DD/YYYY)

Is Partnership, Corporation or Organization a foreign entity?

☐ Yes ☒ No

If Yes, provide country of domicile or incorporation

Activities of this Partnership, Corporation, or Organization:

Securities Activities

☒ Yes ☐ No

Investment Advisory Activities

☐ Yes ☒ No

Briefly describe the control relationship

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

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

- ☐ controls applicant
- ☐ is controlled by applicant
- ☒ is under common control with applicant

Business Address

Street 1

101 ARCH ST

City

BOSTON

State

Massachusetts

Street 2

Country

UNITED STATES

Zip/Postal Code

02110

Effective Date (MM/DD/YYYY)

01/28/2022

Termination Date (MM/DD/YYYY)

Is Partnership, Corporation or Organization a foreign entity?

- ☐ Yes ☒ No

If Yes, provide country of domicile or incorporation

Activities of this Partnership, Corporation, or Organization:

Securities Activities

- ☒ Yes ☐ No

Investment Advisory Activities

- ☐ Yes ☒ No

Briefly describe the control relationship

TZERO DIGITAL ASSET SECURITIES, LLC AND BOSTON SECURITY TOKEN EXCHANGE, LLC SHARE A COMMON OWNER, TZERO GROUP, INC.

Business

The details supplied relate to:

Partnership, Corporation, or Organization Name

TZERO MARKETS

CRD Number (if any)

304537

The Partnership, Corporation, or Organization

- ☐ controls applicant
- ☐ is controlled by applicant
- ☒ is under common control with applicant

Business Address

Street 1

285 FULTON STREET

City

NEW YORK

State

New York

Street 2

58TH FLOOR

Country

UNITED STATES

Zip/Postal Code

10007

Effective Date (MM/DD/YYYY)

06/02/2021

Termination Date (MM/DD/YYYY)

Is Partnership, Corporation or Organization a foreign entity?

- ☐ Yes ☒ No

If Yes, provide country of domicile or incorporation

Activities of this Partnership, Corporation, or Organization:

Securities Activities

- ☒ Yes ☐ No

Investment Advisory Activities

- ☐ Yes ☒ No

Briefly describe the control relationship

TZERO DIGITAL ASSET SECURITIES LLC IS INDIRECTLY OWNED BY TZERO GROUP, INC, WHICH DIRECTLY OWNES TZERO MARKETS LLC.

Business

The details supplied relate to:

Partnership, Corporation, or Organization Name

TZERO ATS, LLC

CRD Number (if any)

123421

The Partnership, Corporation, or Organization

- ☐ controls applicant
- ☐ is controlled by applicant
- ☒ is under common control with applicant

Business Address

Street 1

1 WORLD TRADE CENTER

City

NEW YORK

State

New York

Street 2

285 FULTON STREET, 58TH FLOOR

Country

UNITED STATES

Zip/Postal Code

10007

Effective Date (MM/DD/YYYY)

06/02/2021

Termination Date (MM/DD/YYYY)

Is Partnership, Corporation or Organization a foreign entity?

- ☐ Yes ☒ No

If Yes, provide country of domicile or incorporation

Activities of this Partnership, Corporation, or Organization:

Securities Activities

- ☒ Yes ☐ No

Investment Advisory Activities

- ☐ Yes ☒ No

Briefly describe the control relationship

TZERO DIGITAL ASSET SECURITIES LLC AND 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 ☒ INITIAL 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

- | | | | |
|---------------------------------|---------------------------------|--|---------------------------------|
| <input type="checkbox"/> 11C(1) | <input type="checkbox"/> 11C(5) | <input type="checkbox"/> 11D(4) | <input type="checkbox"/> 11E(3) |
| <input type="checkbox"/> 11C(2) | <input type="checkbox"/> 11D(1) | <input type="checkbox"/> 11D(5) | <input type="checkbox"/> 11E(4) |
| <input type="checkbox"/> 11C(3) | <input type="checkbox"/> 11D(2) | <input type="checkbox"/> 11E(1) | <input type="checkbox"/> 11F |
| <input type="checkbox"/> 11C(4) | <input type="checkbox"/> 11D(3) | <input checked="" type="checkbox"/> 11E(2) | <input type="checkbox"/> 11G |

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	Y

☐ **This DRP should be removed from the BD record because the *control affiliate(s)* are no longer associated with the BD.**

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**

NOTE: The completion of this form does not relieve the *control affiliate* of its obligation to update its CRD records.

PART II

1. Regulatory Action initiated by:

☐ **SEC** ☐ **Other Federal** ☐ **State** ☐ **SRO** ☐ **Foreign**

(Full name of regulator, *foreign financial regulatory authority*, federal, state, or *SRO*)

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 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 ? ☐ **Pending** ☐ **On Appeal** ☐ **Final**

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):

☐ **Exact** ☐ **Explanation**

If not exact, provide explanation:

12. **Resolution Detail:**

A. Were any of the following Sanctions Ordered? (Check all appropriate items):

- ☐ **Monetary/Fine**
- ☐ **Revocation/Expulsion/Denial**
- ☐ **Censure**
- ☐ **Bar**

Amount: \$

- ☐ **Disgorgement/Restitution**
- ☐ **Cease and Desist/Injunction**
- ☐ **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.)

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;

Check item(s) being responded to:

Regulatory Action

- | | | | |
|--|--|---------------------------------|---------------------------------|
| <input type="checkbox"/> 11C(1) | <input checked="" type="checkbox"/> 11C(5) | <input type="checkbox"/> 11D(4) | <input type="checkbox"/> 11E(3) |
| <input checked="" type="checkbox"/> 11C(2) | <input type="checkbox"/> 11D(1) | <input type="checkbox"/> 11D(5) | <input type="checkbox"/> 11E(4) |
| <input type="checkbox"/> 11C(3) | <input type="checkbox"/> 11D(2) | <input type="checkbox"/> 11E(1) | <input type="checkbox"/> 11F |
| <input checked="" type="checkbox"/> 11C(4) | <input type="checkbox"/> 11D(3) | <input type="checkbox"/> 11E(2) | <input type="checkbox"/> 11G |

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.

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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
TZERO 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.

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

NOTE: The completion of this form does not relieve the *control affiliate* of its obligation to update its CRD records.

PART II

1. Regulatory Action initiated by:

☒ SEC ☐ Other Federal ☐ State ☐ SRO ☐ Foreign

(Full name of regulator, foreign financial regulatory authority, federal, state, or SRO)

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 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 ? ☐ Pending ☐ On Appeal ☐ Final

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):

☐ Exact ☐ Explanation

If not exact, provide explanation:

12. **Resolution Detail:**

A. Were any of the following Sanctions Ordered? (Check all appropriate items):

☐ Monetary/Fine

☐ Revocation/Expulsion/Denial

☐ Censure

☐ Bar

Amount: \$

☐ Disgorgement/Restitution

☐ Cease and Desist/Injunction

☐ 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.)

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Check item(s) being responded to:

Regulatory Action			
<input type="checkbox"/> 11C(1)	<input type="checkbox"/> 11C(5)	<input type="checkbox"/> 11D(4)	<input type="checkbox"/> 11E(3)
<input type="checkbox"/> 11C(2)	<input type="checkbox"/> 11D(1)	<input type="checkbox"/> 11D(5)	<input type="checkbox"/> 11E(4)
<input type="checkbox"/> 11C(3)	<input type="checkbox"/> 11D(2)	<input type="checkbox"/> 11E(1)	<input type="checkbox"/> 11F
<input type="checkbox"/> 11C(4)	<input type="checkbox"/> 11D(3)	<input checked="" type="checkbox"/> 11E(2)	<input type="checkbox"/> 11G

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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	Y

☐ **This DRP should be removed from the BD record because the control affiliate(s) are no longer associated with the BD.**

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**

NOTE: The completion of this form does not relieve the *control affiliate* of its obligation to update its CRD records.

PART II

1. Regulatory Action initiated by:

☒ **SEC** ☐ **Other Federal** ☐ **State** ☐ **SRO** ☐ **Foreign**
(Full name of regulator, *foreign financial regulatory authority*, federal, state, or *SRO*)

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 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 ? ☐ **Pending** ☐ **On Appeal** ☐ **Final**

9. If on appeal, regulatory action appealed to: (SEC, *SRO*, Federal or State Court) and Date Appeal Filed:

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10. How was matter resolved:

11. Resolution Date (MM/DD/YYYY):

☐ **Exact** ☐ **Explanation**

If not exact, provide explanation:

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A. Were any of the following Sanctions Ordered? (Check all appropriate items):

- ☐ Monetary/Fine
☐ Revocation/Expulsion/Denial
☐ Censure
☐ Bar

Amount: \$

- ☐ Disgorgement/Restitution
☐ Cease and Desist/Injunction
☐ Suspension

B. Other Sanctions Ordered:

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Check item(s) being responded to:

Regulatory Action

- | | | | |
|---------------------------------|---------------------------------|--|---------------------------------|
| <input type="checkbox"/> 11C(1) | <input type="checkbox"/> 11C(5) | <input type="checkbox"/> 11D(4) | <input type="checkbox"/> 11E(3) |
| <input type="checkbox"/> 11C(2) | <input type="checkbox"/> 11D(1) | <input type="checkbox"/> 11D(5) | <input type="checkbox"/> 11E(4) |
| <input type="checkbox"/> 11C(3) | <input type="checkbox"/> 11D(2) | <input type="checkbox"/> 11E(1) | <input type="checkbox"/> 11F |
| <input type="checkbox"/> 11C(4) | <input type="checkbox"/> 11D(3) | <input checked="" type="checkbox"/> 11E(2) | <input type="checkbox"/> 11G |

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- ☐ 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).
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Control Affiliate Name	CRD#	Registered
SPEEDROUTE LLC	104138	Y

☐ This DRP should be removed from the BD record because the *control affiliate(s)* are no longer associated with the BD.

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

NOTE: The completion of this form does not relieve the *control affiliate* of its obligation to update its CRD records.

PART II

1. Regulatory Action initiated by:

☐ SEC ☐ Other Federal ☐ State ☐ SRO ☐ Foreign

(Full name of regulator, *foreign financial regulatory authority*, federal, state, or SRO)

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 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 ? ☐ Pending ☐ On Appeal ☐ Final

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):

☐ Exact ☐ Explanation

If not exact, provide explanation:

12. Resolution Detail:

A. Were any of the following Sanctions Ordered? (Check all appropriate items):

☐ Monetary/Fine

☐ Revocation/Expulsion/Denial

☐ Censure

☐ Bar

Amount: \$

☐ Disgorgement/Restitution

☐ Cease and Desist/Injunction

☐ 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.)

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

FORM BD
UNIFORM APPLICATION FOR BROKER-DEALER REGISTRATION

Primary Business Name: TZERO DIGITAL ASSET SECURITIES, LLC

BD Number: 316189

BD - AMENDMENT

05/22/2022

BD - APPLICANT INFORMATION

OMB Number3235-0012

Expires.....
Estimated average burden hours per:
Response.....2.75
Amendment.....0.33

WARNING: Failure to keep this form current and to file accurate supplementary information on a timely basis, or the failure to keep accurate books and records or otherwise to comply with the provisions of law applying to the conduct of business as a broker-dealer would violate the Federal securities laws and the laws of the *jurisdictions* and may result in disciplinary, administrative, injunctive or criminal action.

INTENTIONAL MISSTATEMENTS OR OMISSIONS OF FACTS MAY CONSTITUTE CRIMINAL VIOLATIONS.

☐ APPLICATION ☒ AMENDMENT

1. Exact name, principal business address, mailing address, if different, and telephone number of *applicant*:

A. **Full name of *applicant* (if sole proprietor, state last, first and middle name):**
TZERO DIGITAL ASSET SECURITIES, LLC

B. **IRS Empl. Ident. No.:**
87-2031076

C. (1) Name under which broker-dealer business primarily is conducted, if different from Item 1A.
TZERO DIGITAL ASSET SECURITIES, LLC
(2) List on Schedule D, Page 1, Section I, Other Business Names any other name by which the firm conducts business and where it is used.

D. If this filing makes a name change on behalf of the *applicant*, enter the new name and specify whether the name change is of the
☐ **applicant name (1A)** or ☐ **business name (1C):**
Please check above.

E. **Firm main address: (Do not use a P.O. Box)**

Number and Street 1: 1 WTC, 285 FULTON STREET	Number and Street 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 Street 2:
City: NEW YORK	State: New York
Country: UNITED STATES	Zip/Postal Code: 10007

G. **Business Telephone Number:**
347-380-7308

H. **Contact Employee:**

Name: OLGA ONISHCHUK	Title: CCO	Telephone Number: 347-380-7308
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BD - EXECUTION

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* further represent that to the extent any information previously submitted is not amended such information is currently accurate and complete.

Date MM/DD/YYYY
05/21/2022

Name of Applicant
TZERO DIGITAL ASSET SECURITIES, LLC

Authorized Signatory
OLGA ONISHCHUK

Title
CCO

Subscribed and sworn before me this _____ day of _____, _____ by _____
Year

Notary Public

My commission expires _____ County of _____ State of _____

BD - SECURITIES AND EXCHANGE COMMISSION

2. Indicate by checking the appropriate box(es) each governmental authority, organization, or *jurisdiction* in which the *applicant* is registered or registering as a broker-dealer. ☒

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

YES NO

- If applicant answers "yes" to Items 2A and 2D, applicant expressly consents to the withdrawal of its registration as a government securities broker or dealer under Section 15C of the Securities Exchange Act of 1934. See "Instructions."*

(Note: The field below is reserved exclusively for the reporting of single 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.)

- ☒ FINRA
☐ BOX
☐ BX
☐ CBOE
☐ CBOE BYX
☐ CBOE BZX
☐ CBOE C2
☐ CBOE EDGA
☐ CBOE EDGX
☐ IEX
☐ ISE
☐ ISE GEMX
☐ ISE MRX
☐ LTSE
☐ MEMX
☐ MIAX OPTIONS
☐ NQX
☐ NYSE
☐ NYSE-AMER
☐ NYSE-ARCA
☐ NYSE-CHI
☐ NYSE-NAT
☐ NqLX
☐ PHLX
☐ MIAX PEARL
☐ MIAX FMFRAI

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

3. A. Indicate legal status of *applicant*:
- ☐ Corporation ☐ Sole Proprietorship ☐ Other (*specify*)
- ☐ Partnership ☒ 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:
Delaware | Country of formation: | Date of formation: MM/DD/YYYY
06/02/2021 |
|--|------------------------------|--|
- 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.*

4. If *applicant* is a sole proprietor, state full residence address and Social Security Number.

Social Security Number:

Number and Street 1:

Number and Street 2:

City:

State:

Country:

Zip/Postal Code:

5. 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.*

6. Does *applicant* hold or maintain any funds or securities or provide clearing services for any other broker or dealer? ☒ ☐

7. Does *applicant* refer or introduce customers to any other broker or dealer? ☐ ☒

If "yes," complete appropriate items on Schedule D, Page 1, Section IV, Arrangement Detail.

8. Does *applicant* have any arrangement with any other *person*, firm, or organization under which:

A. any books or records of *applicant* are kept or maintained by such other *person*, firm or organization? ☐ YES ☐ NO

B. accounts, funds, or securities of the *applicant* are held or maintained by such other *person*, firm, or organization? ☐ YES ☐ NO

C. accounts, funds, or securities of customers of the *applicant* are held or maintained by such other *person*, firm, or organization? ☐ YES ☐ NO

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 *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? ☐ YES ☐ NO

B. wholly or partially finance the business of *applicant*? ☐ YES ☐ NO

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

YES NO

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? ☐ YES ☐ NO

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? ☐ YES ☐ NO

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 terms.

CRIMINAL DISCLOSURE

A. In the past ten years has the *applicant* or a *control affiliate*: ☐ YES ☐ NO

(1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign or military court to any *felony*? ☐ YES ☐ NO

(2) been *charged* with any *felony*? ☐ YES ☐ NO

B. In the past ten years has the *applicant* or a *control affiliate*: ☐ YES ☐ NO

(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? ☐ YES ☐ NO

(2) been *charged* with a *misdemeanor* specified in 11B(1)? ☐ YES ☐ NO

REGULATORY ACTION DISCLOSURE

C. Has the U.S. Securities and Exchange Commission or the Commodity Futures Trading Commission ever: ☐ YES ☐ NO

(1) *found* the *applicant* or a *control affiliate* to have made a false statement or omission? ☐ YES ☐ NO

(2) *found* the *applicant* or a *control affiliate* to have been *involved* in a violation of its regulations or statutes? ☐ YES ☐ NO

(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? ☐ YES ☐ NO

(4) entered an *order* against the *applicant* or a *control affiliate* in connection with an *investment-related* activity? ☐ YES ☐ NO

(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? ☐ YES ☐ NO

D. Has any other federal regulatory agency, any state regulatory agency, or *foreign financial regulatory authority*: ☐ YES ☐ NO

(1) ever *found* the *applicant* or a *control affiliate* to have made a false statement or omission or been dishonest, unfair, or unethical? ☐ YES ☐ NO

(2) ever *found* the *applicant* or a *control affiliate* to have been *involved* in a violation of *investment-related* regulations or statutes? ☐ YES ☐ NO

(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? ☐ YES ☐ NO

(4) in the past ten years, entered an *order* against the *applicant* or a *control affiliate* in connection with an *investment-related* activity? ☐ YES ☐ NO

(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? ☐ YES ☐ NO

E. Has any *self-regulatory organization* or commodities exchange ever: ☐ YES ☐ NO

(1) *found* the *applicant* or a *control affiliate* to have made a false statement or omission? ☐ YES ☐ NO

(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)? ☐ YES ☐ NO

(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? ☐ YES ☐ NO

(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? ☐ YES ☐ NO

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? ☐ YES ☐ NO

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? ☐ YES ☐ NO

CIVIL JUDICIAL ACTION DISCLOSURE

H. (1) Has any domestic or foreign court: ☐ YES ☐ NO

(a) in the past ten years, *enjoined* the *applicant* or a *control affiliate* in connection with any *investment-related* activity? ☐ YES ☐ NO

(b) ever *found* that the *applicant* or a *control affiliate* was *involved* in a violation of *investment-related* statutes or regulations? ☐ YES ☐ NO

(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*? ☐ YES ☐ NO

(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)? ☐ YES ☐ NO

FINANCIAL DISCLOSURE

- | | | |
|--|-----------------------|----------------------------------|
| I. In the past ten years has the <i>applicant</i> or a <i>control affiliate</i> of the <i>applicant</i> ever been a securities firm or a <i>control affiliate</i> of a securities firm that: | YES | NO |
| (1) has been the subject of a bankruptcy petition? | <input type="radio"/> | <input checked="" type="radio"/> |
| (2) has had a trustee appointed or a direct payment procedure initiated under the Securities Investor Protection Act? | <input type="radio"/> | <input checked="" type="radio"/> |
| J. Has a bonding company ever denied, paid out on, or revoked a bond for the <i>applicant</i> ? | <input type="radio"/> | <input checked="" type="radio"/> |
| K. Does the <i>applicant</i> have any unsatisfied judgments or liens against it? | <input type="radio"/> | <input checked="" type="radio"/> |

BD - TYPES OF BUSINESS

12. 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 for) less than 1% of annual revenue from the securities or investment advisory business.

- | | |
|---|---|
| A. Exchange member engaged in exchange commission business other than floor activities. | <input type="checkbox"/> EMC |
| B. Exchange member engaged in floor activities. | <input type="checkbox"/> EMF |
| C. Broker or dealer making inter-dealer markets in corporate securities over-the-counter. | <input checked="" type="checkbox"/> IDM |
| D. Broker or dealer retailing corporate equity securities over-the-counter. | <input checked="" type="checkbox"/> BDR |
| E. Broker or dealer selling corporate debt securities. | <input checked="" type="checkbox"/> BDD |
| F. Underwriter or selling group participant (corporate securities other than mutual funds). | <input checked="" type="checkbox"/> USG |
| G. Mutual fund underwriter or sponsor. | <input checked="" type="checkbox"/> MFU |
| H. Mutual fund retailer. | <input checked="" type="checkbox"/> MFR |
| I. 1. U.S. government securities dealer. | <input type="checkbox"/> GSD |
| 2. U.S. government securities broker. | <input type="checkbox"/> GSB |
| J. Municipal securities dealer. | <input type="checkbox"/> MSD |
| K. Municipal securities broker. | <input type="checkbox"/> MSB |
| L. Broker or dealer selling variable life insurance or annuities. | <input type="checkbox"/> VLA |
| M. Solicitor of time deposits in a financial institution. | <input type="checkbox"/> SSL |
| N. Real estate syndicator. | <input type="checkbox"/> RES |
| O. Broker or dealer selling oil and gas interests. | <input type="checkbox"/> OGI |
| P. Put and call broker or dealer or option writer. | <input checked="" type="checkbox"/> PCB |
| Q. Broker or dealer selling securities of only one issuer or associate issuers (other than mutual funds). | <input type="checkbox"/> BIA |
| R. Broker or dealer selling securities of non-profit organizations (e.g., churches, hospitals). | <input type="checkbox"/> NPB |
| S. Investment advisory services. | <input type="checkbox"/> IAD |
| T. 1. Broker or dealer selling tax shelters or limited partnerships in primary distributions. | <input checked="" type="checkbox"/> TAP |
| 2. Broker or dealer selling tax shelters or limited partnerships in the secondary market. | <input type="checkbox"/> TAS |
| U. Non-exchange member arranging for transactions in listed securities by exchange member. | <input type="checkbox"/> NEX |
| V. Trading securities for own account. | <input checked="" type="checkbox"/> TRA |
| W. Private placement of securities. | <input checked="" type="checkbox"/> PLA |
| X. Broker or dealer selling interests in mortgages or other receivables. | <input type="checkbox"/> MRI |
| Y. Broker or dealer involved in a networking, kiosk or similar arrangement with a: | |
| 1. bank, savings bank or association, or credit union. | <input type="checkbox"/> BNA |
| 2. insurance company or agency | <input type="checkbox"/> INA |
| Z. Other (<i>give details on Schedule D, Page 1, Section II, Other Business</i>) | <input checked="" type="checkbox"/> OTH |

- | | | |
|--|-----------------------|----------------------------------|
| 13. A. Does <i>applicant</i> effect transactions in commodity futures, commodities or commodity options as a broker for others or as a dealer for its own account? | YES | NO |
| B. Does <i>applicant</i> engage in any other non-securities business? | <input type="radio"/> | <input checked="" type="radio"/> |
| <i>If "yes", describe each other business briefly on Schedule D, Page 1, Section II, Other Business.</i> | | |

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)
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	Y	N	84-4457763
VLASTAKIS, ALEX	I	PRESIDENT	06/2021	NA	Y	N	4141268

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)
MEDICI VENTURES, L.P.	DE	TZERO GROUP, INC.	SHAREHOLDER	01/2016	C	Y	N	81-3820993
OVERSTOCK.COM, INC.	DE	TZERO GROUP, INC.	SHAREHOLDER	09/2016	C	Y	Y	87-0634302
OVERSTOCK.COM, INC.	DE	MEDICI VENTURES, L.P.	LIMITED PARTNER	04/2021	E	N	Y	87-0634302
PELION MV GP, L.L.C.	DE	MEDICI VENTURES, L.P.	GENERAL PARTNER	04/2021	F	Y	N	86-3550875
TZERO GROUP, INC.	DE	TZERO BROKER SERVICES, LLC	MEMBER	06/2021	E	Y	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.	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	C	MEMBER	06/2021	E	Y	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)
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No Information Filed

BD - OTHER BUSINESS NAMES

No Information Filed

BD - OTHER BUSINESS

Briefly describe any other business (Item 12Z).

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

Date of Succession: MM/DD/YYYY	Name of Predecessor:	
Firm CRD Number	IRS Employer Identification Number (if any)	SEC File Number (if any) 8-
Briefly describe details of the <i>succession</i> including any assets or liabilities not assumed by the <i>successor</i> .		

BD - ARRANGEMENTS / CONTROL PERSONS / FINANCING

No Information Filed

BD - AFFILIATES

Business

The details supplied relate to:

Partnership, Corporation, or Organization Name
SPEEDROUTE LLC

CRD Number (if any)
104138

The Partnership, Corporation, or Organization

- ☐ controls applicant
- ☐ is controlled by applicant
- ☒ is under common control with applicant

Business Address

Street 1
1 WORLD TRADE CENTER

Street 2
285 FULTON STREET, 58TH FLOOR

Country
10007

City
NEW YORK

State
New York

Zip/Postal Code

Effective Date (MM/DD/YYYY)
06/02/2021

Termination Date (MM/DD/YYYY)

Is Partnership, Corporation or Organization a foreign entity?

If Yes, provide country of domicile or incorporation

☐ Yes ☒ No

Activities of this Partnership, Corporation, or Organization:

Securities Activities ☒ Yes ☐ No

Investment Advisory Activities ☐ Yes ☒ No

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
BOSTON SECURITY TOKEN EXCHANGE, LLC

CRD Number (if any)

The Partnership, Corporation, or Organization

- ☐ controls applicant
- ☐ is controlled by applicant
- ☒ is under common control with applicant

Business Address

Street 1

101 ARCH ST

City

BOSTON

State

Massachusetts

Street 2

Country

UNITED STATES

Zip/Postal Code

02110

Effective Date (MM/DD/YYYY)

01/28/2022

Termination Date (MM/DD/YYYY)

Is Partnership, Corporation or Organization a foreign entity?

- ☐ Yes ☒ No

If Yes, provide country of domicile or incorporation

Activities of this Partnership, Corporation, or Organization:

Securities Activities

- ☒ Yes ☐ No

Investment Advisory Activities

- ☐ Yes ☒ No

Briefly describe the control relationship

TZERO DIGITAL ASSET SECURITIES, LLC AND BOSTON SECURITY TOKEN EXCHANGE, LLC SHARE A COMMON OWNER, TZERO GROUP, INC.

Business

The details supplied relate to:

Partnership, Corporation, or Organization Name

TZERO MARKETS

CRD Number (if any)

304537

The Partnership, Corporation, or Organization

☐ controls applicant

☐ is controlled by applicant

☒ is under common control with applicant

Business Address

Street 1

285 FULTON STREET

City

NEW YORK

State

New York

Street 2

58TH FLOOR

Country

UNITED STATES

Zip/Postal Code

10007

Effective Date (MM/DD/YYYY)

06/02/2021

Termination Date (MM/DD/YYYY)

Is Partnership, Corporation or Organization a foreign entity?

- ☐ Yes ☒ No

If Yes, provide country of domicile or incorporation

Activities of this Partnership, Corporation, or Organization:

Securities Activities

- ☒ Yes ☐ No

Investment Advisory Activities

- ☐ Yes ☒ No

Briefly describe the control relationship

TZERO DIGITAL ASSET SECURITIES LLC IS INDIRECTLY OWNED BY TZERO GROUP, INC, WHICH DIRECTLY OWNES TZERO MARKETS LLC.

Business

The details supplied relate to:

Partnership, Corporation, or Organization Name

TZERO ATS, LLC

CRD Number (if any)

123421

The Partnership, Corporation, or Organization

☐ controls applicant

☐ is controlled by applicant

☒ is under common control with applicant

Business Address

Street 1

1 WORLD TRADE CENTER

City

NEW YORK

State

New York

Street 2

285 FULTON STREET, 58TH FLOOR

Country

UNITED STATES

Zip/Postal Code

10007

Effective Date (MM/DD/YYYY)

06/02/2021

Termination Date (MM/DD/YYYY)

Is Partnership, Corporation or Organization a foreign entity?

- ☐ Yes ☒ No

If Yes, provide country of domicile or incorporation

Activities of this Partnership, Corporation, or Organization:

Securities Activities

- ☒ Yes ☐ No

Investment Advisory Activities

- ☐ Yes ☒ No

Briefly describe the control relationship

TZERO DIGITAL ASSET SECURITIES LLC AND 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 ☐ INITIAL 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)

☐ 11D(4)

☐ 11E(3)

☐ 11C(2)

☐ 11D(1)

☐ 11D(5)

☐ 11E(4)

☐ 11C(3)

☐ 11D(2)

☐ 11E(1)

☐ 11F

☐ 11C(4)

☐ 11D(3)

☒ 11E(2)

☐ 11G

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	Y

☐ **This DRP should be removed from the BD record because the *control affiliate(s)* are no longer associated with the BD.**

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**

NOTE: The completion of this form does not relieve the *control affiliate* of its obligation to update its CRD records.

PART II

1. Regulatory Action initiated by:

☐ **SEC** ☐ **Other Federal** ☐ **State** ☐ **SRO** ☐ **Foreign**

(Full name of regulator, *foreign financial regulatory authority*, federal, state, or SRO)

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 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 ? ☐ **Pending** ☐ **On Appeal** ☐ **Final**

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):

☐ **Exact** ☐ **Explanation**

If not exact, provide explanation:

12. **Resolution Detail:**

A. Were any of the following Sanctions Ordered? (Check all appropriate items):

☐ **Monetary/Fine**

☐ **Revocation/Expulsion/Denial**

☐ **Censure**

☐ **Bar**

Amount: \$

☐ **Disgorgement/Restitution**

☐ **Cease and Desist/Injunction**

☐ **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.)

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;

Check item(s) being responded to:

Regulatory Action

- ☐ 11C(1)

☒ 11C(2)

☐ 11C(3)

☒ 11C(4)
- ☒ 11C(5)

☐ 11D(1)

☐ 11D(2)

☐ 11D(3)
- ☐ 11D(4)

☐ 11D(5)

☐ 11E(1)

☐ 11E(2)
- ☐ 11E(3)

☐ 11E(4)

☐ 11F

☐ 11G

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
TZERO 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.

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

NOTE: The completion of this form does not relieve the *control affiliate* of its obligation to update its CRD records.

PART II

1. Regulatory Action initiated by:

☐ SEC ☐ Other Federal ☐ State ☐ SRO ☐ Foreign

(Full name of regulator, foreign financial regulatory authority, federal, state, or SRO)
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 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 ? ☐ Pending ☐ On Appeal ☐ Final
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):

☐ Exact ☐ Explanation

If not exact, provide explanation:

12. Resolution Detail:

A. Were any of the following Sanctions Ordered? (Check all appropriate items):

- ☐ Monetary/Fine

☐ Revocation/Expulsion/Denial

☐ Censure

☐ Bar
- Amount: \$

☐ Disgorgement/Restitution

☐ Cease and Desist/Injunction

☐ 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.)

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;

Check item(s) being responded to:

Regulatory Action			
<input type="checkbox"/> 11C(1)	<input type="checkbox"/> 11C(5)	<input type="checkbox"/> 11D(4)	<input type="checkbox"/> 11E(3)
<input type="checkbox"/> 11C(2)	<input type="checkbox"/> 11D(1)	<input type="checkbox"/> 11D(5)	<input type="checkbox"/> 11E(4)
<input type="checkbox"/> 11C(3)	<input type="checkbox"/> 11D(2)	<input type="checkbox"/> 11E(1)	<input type="checkbox"/> 11F
<input type="checkbox"/> 11C(4)	<input type="checkbox"/> 11D(3)	<input checked="" type="checkbox"/> 11E(2)	<input type="checkbox"/> 11G

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	Y

☐ This DRP should be removed from the BD record because the *control affiliate(s)* are no longer associated with the BD.

- 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

NOTE: The completion of this form does not relieve the *control affiliate* of its obligation to update its CRD records.

PART II

1. Regulatory Action initiated by:

☒ SEC ☐ Other Federal ☐ State ☐ SRO ☐ Foreign

(Full name of regulator, foreign financial regulatory authority, federal, state, or SRO)

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 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 ? ☐ Pending ☐ On Appeal ☐ Final

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):

☐ Exact ☐ Explanation

If not exact, provide explanation:

12. **Resolution Detail:**

A. Were any of the following Sanctions Ordered? (Check all appropriate items):

- ☐ Monetary/Fine
☐ Revocation/Expulsion/Denial
☐ Censure
☐ Bar

- Amount: \$
☐ Disgorgement/Restitution
☐ Cease and Desist/Injunction
☐ 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.)

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;

Check item(s) being responded to:

Regulatory Action

- | | | | |
|---------------------------------|---------------------------------|--|---------------------------------|
| <input type="checkbox"/> 11C(1) | <input type="checkbox"/> 11C(5) | <input type="checkbox"/> 11D(4) | <input type="checkbox"/> 11E(3) |
| <input type="checkbox"/> 11C(2) | <input type="checkbox"/> 11D(1) | <input type="checkbox"/> 11D(5) | <input type="checkbox"/> 11E(4) |
| <input type="checkbox"/> 11C(3) | <input type="checkbox"/> 11D(2) | <input type="checkbox"/> 11E(1) | <input type="checkbox"/> 11F |
| <input type="checkbox"/> 11C(4) | <input type="checkbox"/> 11D(3) | <input checked="" type="checkbox"/> 11E(2) | <input type="checkbox"/> 11G |

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	Y

☐ This DRP should be removed from the BD record because the *control affiliate(s)* are no longer associated with the BD.

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

NOTE: The completion of this form does not relieve the *control affiliate* of its obligation to update its CRD records.

PART II

1. Regulatory Action initiated by:

☒ SEC ☐ Other Federal ☐ State ☐ SRO ☐ Foreign

(Full name of regulator, *foreign financial regulatory authority*, federal, state, or SRO)

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 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 ? ☐ Pending ☐ On Appeal ☐ Final

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):

Exact

Explanation

If not exact, provide explanation:
12. Resolution Detail:

A. Were any of the following Sanctions Ordered? (Check all appropriate items):

Monetary/Fine

Revocation/Expulsion/Denial

Censure

Bar

Amount: \$

Disgorgement/Restitution

Cease and Desist/Injunction

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.)

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

FORM BD
UNIFORM APPLICATION FOR BROKER-DEALER REGISTRATION

Primary Business Name: TZERO DIGITAL ASSET SECURITIES, LLC

BD Number: 316189

BD - AMENDMENT

05/19/2023

BD - APPLICANT INFORMATION

OMB Number3235-0012

Expires.....
Estimated average burden hours per:
Response.....2.75
Amendment.....0.33

WARNING: Failure to keep this form current and to file accurate supplementary information on a timely basis, or the failure to keep accurate books and records or otherwise to comply with the provisions of law applying to the conduct of business as a broker-dealer would violate the Federal securities laws and the laws of the *jurisdictions* and may result in disciplinary, administrative, injunctive or criminal action.

INTENTIONAL MISSTATEMENTS OR OMISSIONS OF FACTS MAY CONSTITUTE CRIMINAL VIOLATIONS.

☐ APPLICATION ☒ AMENDMENT

1. Exact name, principal business address, mailing address, if different, and telephone number of *applicant*:

A. **Full name of *applicant* (if sole proprietor, state last, first and middle name):**
TZERO DIGITAL ASSET SECURITIES, LLC

B. **IRS Empl. Ident. No.:**
87-2031076

C. (1) Name under which broker-dealer business primarily is conducted, if different from Item 1A.
TZERO DIGITAL ASSET SECURITIES, LLC

(2) List on Schedule D, Page 1, Section I, Other Business Names any other name by which the firm conducts business and where it is used.

D. If this filing makes a name change on behalf of the *applicant*, enter the new name and specify whether the name change is of the
☐ ***applicant* name (1A) or** ☐ **business name (1C):**
Please check above.

E. **Firm main address: (Do not use a P.O. Box)**

Number and Street 1:
525 WASHINGTON BLVD
City:
JERSEY CITY

State:
New Jersey

Number and Street 2:
SUITE 300
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

H. **Contact Employee:**

Name:
OLGA ONISHCHUK

Title:
CCO

Telephone Number:
347-380-7308

BD - EXECUTION

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* further represent that to the extent any information previously submitted is not amended such information is currently accurate and complete.

Date MM/DD/YYYY
05/19/2023

Name of Applicant
TZERO DIGITAL ASSET SECURITIES, LLC

Authorized Signatory
OLGA ONISHCHUK

Title
CCO

Subscribed and sworn before me this _____ day of _____, _____ by
Year

Notary Public

My commission expires _____ County of _____ State of _____

BD - SECURITIES AND EXCHANGE COMMISSION

2. Indicate by checking the appropriate box(es) each governmental authority, organization, or *jurisdiction* in which the *applicant* is registered or registering as a broker-dealer. ☒

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

YES NO

- If applicant answers "yes" to Items 2A and 2D, applicant expressly consents to the withdrawal of its registration as a government securities broker or dealer under Section 15C of the Securities Exchange Act of 1934. See "Instructions."*

(Note: The field below is reserved exclusively for the reporting of single 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.)

- ☒ FINRA
 ☐ BOX
 ☐ BX
 ☐ CBOE
 ☐ CBOE BYX
 ☐ CBOE BZX
 ☐ CBOE C2
 ☐ CBOE EDGA
 ☐ CBOE EDGX
 ☐ IEX
 ☐ ISE
 ☐ ISE GEMX
 ☐ ISE MRX
 ☐ LTSE
 ☐ MEMX
 ☐ MIAX OPTIONS
 ☐ NQX
 ☐ NYSE
 ☐ NYSE-AMER
 ☐ NYSE-ARCA
 ☐ NYSE-CHI
 ☐ NYSE-NAT
 ☐ NqLX
 ☐ PHLX
 ☐ MIAX PEARL
 ☐ MIAX FMFRAI

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

3. A. Indicate legal status of *applicant*:
- ☐ Corporation ☐ Sole Proprietorship ☐ Other (*specify*)
- ☐ Partnership ☒ 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:
Delaware | Country of formation: | Date of formation: MM/DD/YYYY
06/02/2021 |
|--|------------------------------|--|
- 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.*

4. If *applicant* is a sole proprietor, state full residence address and Social Security Number.

Social Security Number:

Number and Street 1:

Number and Street 2:

City:

State:

Country:

Zip/Postal Code:

5. 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.*

6. Does *applicant* hold or maintain any funds or securities or provide clearing services for any other broker or dealer? ☒ ☐

7. Does *applicant* refer or introduce customers to any other broker or dealer? ☐ ☒

If "yes," complete appropriate items on Schedule D, Page 1, Section IV, Arrangement Detail.

8. Does *applicant* have any arrangement with any other *person*, firm, or organization under which:

A. any books or records of *applicant* are kept or maintained by such other *person*, firm or organization? ☐ YES ☐ NO

B. accounts, funds, or securities of the *applicant* are held or maintained by such other *person*, firm, or organization? ☐ YES ☐ NO

C. accounts, funds, or securities of customers of the *applicant* are held or maintained by such other *person*, firm, or organization? ☐ YES ☐ NO

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 *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? ☐ YES ☐ NO

B. wholly or partially finance the business of *applicant*? ☐ YES ☐ NO

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

YES NO

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? ☐ YES ☐ NO

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? ☐ YES ☐ NO

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 terms.

CRIMINAL DISCLOSURE

A. In the past ten years has the *applicant* or a *control affiliate*: ☐ YES ☐ NO

(1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign or military court to any *felony*? ☐ YES ☐ NO

(2) been *charged* with any *felony*? ☐ YES ☐ NO

B. In the past ten years has the *applicant* or a *control affiliate*: ☐ YES ☐ NO

(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? ☐ YES ☐ NO

(2) been *charged* with a *misdemeanor* specified in 11B(1)? ☐ YES ☐ NO

REGULATORY ACTION DISCLOSURE

C. Has the U.S. Securities and Exchange Commission or the Commodity Futures Trading Commission ever: ☐ YES ☐ NO

(1) *found* the *applicant* or a *control affiliate* to have made a false statement or omission? ☐ YES ☐ NO

(2) *found* the *applicant* or a *control affiliate* to have been *involved* in a violation of its regulations or statutes? ☐ YES ☐ NO

(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? ☐ YES ☐ NO

(4) entered an *order* against the *applicant* or a *control affiliate* in connection with an *investment-related* activity? ☐ YES ☐ NO

(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? ☐ YES ☐ NO

D. Has any other federal regulatory agency, any state regulatory agency, or *foreign financial regulatory authority*: ☐ YES ☐ NO

(1) ever *found* the *applicant* or a *control affiliate* to have made a false statement or omission or been dishonest, unfair, or unethical? ☐ YES ☐ NO

(2) ever *found* the *applicant* or a *control affiliate* to have been *involved* in a violation of *investment-related* regulations or statutes? ☐ YES ☐ NO

(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? ☐ YES ☐ NO

(4) in the past ten years, entered an *order* against the *applicant* or a *control affiliate* in connection with an *investment-related* activity? ☐ YES ☐ NO

(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? ☐ YES ☐ NO

E. Has any *self-regulatory organization* or commodities exchange ever: ☐ YES ☐ NO

(1) *found* the *applicant* or a *control affiliate* to have made a false statement or omission? ☐ YES ☐ NO

(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)? ☐ YES ☐ NO

(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? ☐ YES ☐ NO

(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? ☐ YES ☐ NO

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? ☐ YES ☐ NO

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? ☐ YES ☐ NO

CIVIL JUDICIAL ACTION DISCLOSURE

H. (1) Has any domestic or foreign court: ☐ YES ☐ NO

(a) in the past ten years, *enjoined* the *applicant* or a *control affiliate* in connection with any *investment-related* activity? ☐ YES ☐ NO

(b) ever *found* that the *applicant* or a *control affiliate* was *involved* in a violation of *investment-related* statutes or regulations? ☐ YES ☐ NO

(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*? ☐ YES ☐ NO

(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)? ☐ YES ☐ NO

FINANCIAL DISCLOSURE

- | | | |
|--|-----------------------|----------------------------------|
| I. In the past ten years has the <i>applicant</i> or a <i>control affiliate</i> of the <i>applicant</i> ever been a securities firm or a <i>control affiliate</i> of a securities firm that: | YES | NO |
| (1) has been the subject of a bankruptcy petition? | <input type="radio"/> | <input checked="" type="radio"/> |
| (2) has had a trustee appointed or a direct payment procedure initiated under the Securities Investor Protection Act? | <input type="radio"/> | <input checked="" type="radio"/> |
| J. Has a bonding company ever denied, paid out on, or revoked a bond for the <i>applicant</i> ? | <input type="radio"/> | <input checked="" type="radio"/> |
| K. Does the <i>applicant</i> have any unsatisfied judgments or liens against it? | <input type="radio"/> | <input checked="" type="radio"/> |

BD - TYPES OF BUSINESS

12. 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 for) less than 1% of annual revenue from the securities or investment advisory business.

- | | |
|---|---|
| A. Exchange member engaged in exchange commission business other than floor activities. | <input type="checkbox"/> EMC |
| B. Exchange member engaged in floor activities. | <input type="checkbox"/> EMF |
| C. Broker or dealer making inter-dealer markets in corporate securities over-the-counter. | <input type="checkbox"/> IDM |
| D. Broker or dealer retailing corporate equity securities over-the-counter. | <input checked="" type="checkbox"/> BDR |
| E. Broker or dealer selling corporate debt securities. | <input checked="" type="checkbox"/> BDD |
| F. Underwriter or selling group participant (corporate securities other than mutual funds). | <input checked="" type="checkbox"/> USG |
| G. Mutual fund underwriter or sponsor. | <input type="checkbox"/> MFU |
| H. Mutual fund retailer. | <input type="checkbox"/> MFR |
| I. 1. U.S. government securities dealer. | <input type="checkbox"/> GSD |
| 2. U.S. government securities broker. | <input type="checkbox"/> GSB |
| J. Municipal securities dealer. | <input type="checkbox"/> MSD |
| K. Municipal securities broker. | <input type="checkbox"/> MSB |
| L. Broker or dealer selling variable life insurance or annuities. | <input type="checkbox"/> VLA |
| M. Solicitor of time deposits in a financial institution. | <input type="checkbox"/> SSL |
| N. Real estate syndicator. | <input type="checkbox"/> RES |
| O. Broker or dealer selling oil and gas interests. | <input type="checkbox"/> OGI |
| P. Put and call broker or dealer or option writer. | <input type="checkbox"/> PCB |
| Q. Broker or dealer selling securities of only one issuer or associate issuers (other than mutual funds). | <input type="checkbox"/> BIA |
| R. Broker or dealer selling securities of non-profit organizations (e.g., churches, hospitals). | <input type="checkbox"/> NPB |
| S. Investment advisory services. | <input type="checkbox"/> IAD |
| T. 1. Broker or dealer selling tax shelters or limited partnerships in primary distributions. | <input type="checkbox"/> TAP |
| 2. Broker or dealer selling tax shelters or limited partnerships in the secondary market. | <input type="checkbox"/> TAS |
| U. Non-exchange member arranging for transactions in listed securities by exchange member. | <input type="checkbox"/> NEX |
| V. Trading securities for own account. | <input type="checkbox"/> TRA |
| W. Private placement of securities. | <input checked="" type="checkbox"/> PLA |
| X. Broker or dealer selling interests in mortgages or other receivables. | <input type="checkbox"/> MRI |
| Y. Broker or dealer involved in a networking, kiosk or similar arrangement with a: | |
| 1. bank, savings bank or association, or credit union. | <input type="checkbox"/> BNA |
| 2. insurance company or agency | <input type="checkbox"/> INA |
| Z. Other (<i>give details on Schedule D, Page 1, Section II, Other Business</i>) | <input checked="" type="checkbox"/> OTH |

- | | | |
|--|-----------------------|----------------------------------|
| 13. A. Does <i>applicant</i> effect transactions in commodity futures, commodities or commodity options as a broker for others or as a dealer for its own account? | YES | NO |
| | <input type="radio"/> | <input checked="" type="radio"/> |
| B. Does <i>applicant</i> engage in any other non-securities business? | <input type="radio"/> | <input checked="" type="radio"/> |
| <i>If "yes", describe each other business briefly on Schedule D, Page 1, Section II, Other Business.</i> | | |

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)
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	Y	N	84-4457763
VLASTAKIS, ALEX	I	PRESIDENT	06/2021	NA	Y	N	4141268

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)
MEDICI VENTURES, L.P.	DE	TZERO GROUP, INC.	SHAREHOLDER	01/2016	C	Y	N	81-3820993
OVERSTOCK.COM, INC.	DE	TZERO GROUP, INC.	SHAREHOLDER	09/2016	C	Y	Y	87-0634302
OVERSTOCK.COM, INC.	DE	MEDICI VENTURES, L.P.	LIMITED PARTNER	04/2021	E	N	Y	87-0634302
PELION MV GP, L.L.C.	DE	MEDICI VENTURES, L.P.	GENERAL PARTNER	04/2021	F	Y	N	86-3550875
TZERO GROUP, INC.	DE	TZERO BROKER SERVICES, LLC	MEMBER	06/2021	E	Y	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.	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)
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No Information Filed

BD - OTHER BUSINESS NAMES

No Information Filed

BD - OTHER BUSINESS

Briefly describe any other business (Item 12Z).

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.

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) 8-
Briefly describe details of the <i>succession</i> including any assets or liabilities not assumed by the <i>successor</i> .		

BD - ARRANGEMENTS / CONTROL PERSONS / FINANCING

No Information Filed

BD - AFFILIATES

Business

The details supplied relate to:

Partnership, Corporation, or Organization Name
SPEEDROUTE LLC

CRD Number (if any)
104138

The Partnership, Corporation, or Organization

- ☐ controls applicant
- ☐ is controlled by applicant
- ☒ is under common control with applicant

Business Address

Street 1

1 WORLD TRADE CENTER

City

NEW YORK

State

New York

Street 2

285 FULTON STREET, 58TH FLOOR

Country

Zip/Postal Code

10007

Effective Date (MM/DD/YYYY)

06/02/2021

Termination Date (MM/DD/YYYY)

Is Partnership, Corporation or Organization a foreign entity?

- ☐ Yes ☒ No

If Yes, provide country of domicile or incorporation

Activities of this Partnership, Corporation, or Organization:

Securities Activities

- ☒ Yes ☐ No

Investment Advisory Activities

- ☐ Yes ☒ No

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
BOSTON SECURITY TOKEN EXCHANGE, LLC

CRD Number (if any)

The Partnership, Corporation, or Organization

- ☐ controls applicant
- ☐ is controlled by applicant
- ☒ is under common control with applicant

Business Address

Street 1

101 ARCH ST

City

BOSTON

State

Massachusetts

Street 2

Country

UNITED STATES

Zip/Postal Code

02110

Effective Date (MM/DD/YYYY)

01/28/2022

Termination Date (MM/DD/YYYY)

Is Partnership, Corporation or Organization a foreign entity?

- ☐ Yes ☒ No

If Yes, provide country of domicile or incorporation

Activities of this Partnership, Corporation, or Organization:

Securities Activities

- ☒ Yes ☐ No

Investment Advisory Activities

- ☐ Yes ☒ No

Briefly describe the control relationship

TZERO DIGITAL ASSET SECURITIES, LLC AND BOSTON SECURITY TOKEN EXCHANGE, LLC SHARE A COMMON OWNER, TZERO GROUP, INC.

Business

The details supplied relate to:

Partnership, Corporation, or Organization Name

TZERO MARKETS

CRD Number (if any)

304537

The Partnership, Corporation, or Organization

☐ controls applicant

☐ is controlled by applicant

☒ is under common control with applicant

Business Address

Street 1

285 FULTON STREET

City

NEW YORK

State

New York

Street 2

58TH FLOOR

Country

UNITED STATES

Zip/Postal Code

10007

Effective Date (MM/DD/YYYY)

06/02/2021

Termination Date (MM/DD/YYYY)

Is Partnership, Corporation or Organization a foreign entity?

- ☐ Yes ☒ No

If Yes, provide country of domicile or incorporation

Activities of this Partnership, Corporation, or Organization:

Securities Activities

- ☒ Yes ☐ No

Investment Advisory Activities

- ☐ Yes ☒ No

Briefly describe the control relationship

TZERO DIGITAL ASSET SECURITIES LLC IS INDIRECTLY OWNED BY TZERO GROUP, INC, WHICH DIRECTLY OWNES TZERO MARKETS LLC.

Business

The details supplied relate to:

Partnership, Corporation, or Organization Name

TZERO ATS, LLC

CRD Number (if any)

123421

The Partnership, Corporation, or Organization

☐ controls applicant

☐ is controlled by applicant

☒ is under common control with applicant

Business Address

Street 1

1 WORLD TRADE CENTER

City

NEW YORK

State

New York

Street 2

285 FULTON STREET, 58TH FLOOR

Country

UNITED STATES

Zip/Postal Code

10007

Effective Date (MM/DD/YYYY)

06/02/2021

Termination Date (MM/DD/YYYY)

Is Partnership, Corporation or Organization a foreign entity?

- ☐ Yes ☒ No

If Yes, provide country of domicile or incorporation

Activities of this Partnership, Corporation, or Organization:

Securities Activities

- ☒ Yes ☐ No

Investment Advisory Activities

- ☐ Yes ☒ No

Briefly describe the control relationship

TZERO DIGITAL ASSET SECURITIES LLC AND 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 ☐ INITIAL 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:

☐ 11C(1)

☐ 11C(5)

☐ 11D(4)

☐ 11E(3)

☐ 11C(2)

☐ 11D(1)

☐ 11D(5)

☐ 11E(4)

☐ 11C(3)

☐ 11D(2)

☐ 11E(1)

☐ 11F

☐ 11C(4)

☐ 11D(3)

☒ 11E(2)

☐ 11G

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.

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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	Y

☐ **This DRP should be removed from the BD record because the *control affiliate(s)* are no longer associated with the BD.**

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**

NOTE: The completion of this form does not relieve the *control affiliate* of its obligation to update its CRD records.

PART II

1. Regulatory Action initiated by:

☐ **SEC** ☐ **Other Federal** ☐ **State** ☐ **SRO** ☐ **Foreign**

(Full name of regulator, *foreign financial regulatory authority*, federal, state, or SRO)

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 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 ? ☐ **Pending** ☐ **On Appeal** ☐ **Final**

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):

☐ **Exact** ☐ **Explanation**

If not exact, provide explanation:

12. **Resolution Detail:**

A. Were any of the following Sanctions Ordered? (Check all appropriate items):

☐ **Monetary/Fine**

☐ **Revocation/Expulsion/Denial**

☐ **Censure**

☐ **Bar**

Amount: \$

☐ **Disgorgement/Restitution**

☐ **Cease and Desist/Injunction**

☐ **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.)

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;

Check item(s) being responded to:

Regulatory Action

- ☐ 11C(1)

☒ 11C(2)

☐ 11C(3)

☒ 11C(4)
- ☒ 11C(5)

☐ 11D(1)

☐ 11D(2)

☐ 11D(3)
- ☐ 11D(4)

☐ 11D(5)

☐ 11E(1)

☐ 11E(2)
- ☐ 11E(3)

☐ 11E(4)

☐ 11F

☐ 11G

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PART I

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

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☐ 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
TZERO 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.

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

NOTE: The completion of this form does not relieve the control affiliate of its obligation to update its CRD records.

PART II

1. Regulatory Action initiated by:

☐ SEC ☐ Other Federal ☐ State ☐ SRO ☐ Foreign

(Full name of regulator, foreign financial regulatory authority, federal, state, or SRO)
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 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 ? ☐ Pending ☐ On Appeal ☐ Final
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):

☐ Exact ☐ Explanation

If not exact, provide explanation:

12. Resolution Detail:

A. Were any of the following Sanctions Ordered? (Check all appropriate items):

- ☐ Monetary/Fine

☐ Revocation/Expulsion/Denial

☐ Censure

☐ Bar

- Amount: \$

☐ Disgorgement/Restitution

☐ Cease and Desist/Injunction

☐ 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:

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Check item(s) being responded to:

Regulatory Action			
<input type="checkbox"/> 11C(1)	<input type="checkbox"/> 11C(5)	<input type="checkbox"/> 11D(4)	<input type="checkbox"/> 11E(3)
<input type="checkbox"/> 11C(2)	<input type="checkbox"/> 11D(1)	<input type="checkbox"/> 11D(5)	<input type="checkbox"/> 11E(4)
<input type="checkbox"/> 11C(3)	<input type="checkbox"/> 11D(2)	<input type="checkbox"/> 11E(1)	<input type="checkbox"/> 11F
<input type="checkbox"/> 11C(4)	<input type="checkbox"/> 11D(3)	<input checked="" type="checkbox"/> 11E(2)	<input type="checkbox"/> 11G

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.

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☐ **Applicant and one or more control affiliates**
☒ **One or more control affiliates**

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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	Y

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- 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

NOTE: The completion of this form does not relieve the *control affiliate* of its obligation to update its CRD records.

PART II

1. Regulatory Action initiated by:

☒ SEC ☐ Other Federal ☐ State ☐ SRO ☐ Foreign

(Full name of regulator, *foreign financial regulatory authority*, federal, state, or SRO)

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 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 ? ☐ Pending ☐ On Appeal ☐ Final

9. If on appeal, regulatory action appealed to: (SEC, SRO, Federal or State Court) and Date Appeal Filed:

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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 Ordered? (Check all appropriate items):

- ☐ Monetary/Fine
☐ Revocation/Expulsion/Denial
☐ Censure
☐ Bar

Amount: \$

- ☐ Disgorgement/Restitution
☐ Cease and Desist/Injunction
☐ 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:

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Check item(s) being responded to:

Regulatory Action

- | | | | |
|---------------------------------|---------------------------------|--|---------------------------------|
| <input type="checkbox"/> 11C(1) | <input type="checkbox"/> 11C(5) | <input type="checkbox"/> 11D(4) | <input type="checkbox"/> 11E(3) |
| <input type="checkbox"/> 11C(2) | <input type="checkbox"/> 11D(1) | <input type="checkbox"/> 11D(5) | <input type="checkbox"/> 11E(4) |
| <input type="checkbox"/> 11C(3) | <input type="checkbox"/> 11D(2) | <input type="checkbox"/> 11E(1) | <input type="checkbox"/> 11F |
| <input type="checkbox"/> 11C(4) | <input type="checkbox"/> 11D(3) | <input checked="" type="checkbox"/> 11E(2) | <input type="checkbox"/> 11G |

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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	Y

☐ This DRP should be removed from the BD record because the *control affiliate(s)* are no longer associated with the BD.

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

NOTE: The completion of this form does not relieve the *control affiliate* of its obligation to update its CRD records.

PART II

1. Regulatory Action initiated by:

☒ SEC ☐ Other Federal ☐ State ☐ SRO ☐ Foreign

(Full name of regulator, *foreign financial regulatory authority*, federal, state, or SRO)

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 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 ? ☐ Pending ☐ On Appeal ☐ Final

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):

☐ Exact

☐ Explanation

If not exact, provide explanation:
12. Resolution Detail:

A. Were any of the following Sanctions Ordered? (Check all appropriate items):

☐ Monetary/Fine

☐ Revocation/Expulsion/Denial

☐ Censure

☐ Bar

Amount: \$

☐ Disgorgement/Restitution

☐ Cease and Desist/Injunction

☐ 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.)

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

FORM BD
UNIFORM APPLICATION FOR BROKER-DEALER REGISTRATION

Primary Business Name: TZERO DIGITAL ASSET SECURITIES, LLC

BD Number: 316189

BD - AMENDMENT

07/21/2023

BD - APPLICANT INFORMATION

OMB Number3235-0012

Expires.....
Estimated average burden hours per:
Response.....2.75
Amendment.....0.33

WARNING: Failure to keep this form current and to file accurate supplementary information on a timely basis, or the failure to keep accurate books and records or otherwise to comply with the provisions of law applying to the conduct of business as a broker-dealer would violate the Federal securities laws and the laws of the *jurisdictions* and may result in disciplinary, administrative, injunctive or criminal action.

INTENTIONAL MISSTATEMENTS OR OMISSIONS OF FACTS MAY CONSTITUTE CRIMINAL VIOLATIONS.

☐ APPLICATION ☒ AMENDMENT

1. Exact name, principal business address, mailing address, if different, and telephone number of *applicant*:

A. **Full name of *applicant* (if sole proprietor, state last, first and middle name):**
TZERO DIGITAL ASSET SECURITIES, LLC

B. **IRS Empl. Ident. No.:**
87-2031076

C. (1) Name under which broker-dealer business primarily is conducted, if different from Item 1A.
TZERO DIGITAL ASSET SECURITIES, LLC

(2) List on Schedule D, Page 1, Section I, Other Business Names any other name by which the firm conducts business and where it is used.

D. If this filing makes a name change on behalf of the *applicant*, enter the new name and specify whether the name change is of the
☐ ***applicant* name (1A) or** ☐ **business name (1C):**
Please check above.

E. **Firm main address: (Do not use a P.O. Box)**

Number and Street 1:
525 WASHINGTON BLVD
City:
JERSEY CITY

State:
New Jersey

Number and Street 2:
SUITE 300
Country:
UNITED STATES

Zip/Postal Code:
07310

F. **Mailing Address, if different:**

Number and Street 1:
525 WASHINGTON BLVD
City:
JERSEY CITY

State:
New Jersey

Number and Street 2:
SUITE 300
Country:
UNITED STATES

Zip/Postal Code:
07310

G. **Business Telephone Number:**
347-380-7318

H. **Contact Employee:**

Name:
ARKADIY NEWMAN

Title:
CCO

Telephone Number:
347-380-7318

BD - EXECUTION

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* further represent that to the extent any information previously submitted is not amended such information is currently accurate and complete.

Date MM/DD/YYYY
07/21/2023

Name of Applicant
TZERO DIGITAL ASSET SECURITIES, LLC

Authorized Signatory
ARKADIY NEYMAN

Title
CCO

Subscribed and sworn before me this _____ day of _____, _____ by
Year

Notary Public

My commission expires _____ County of _____ State of _____

BD - SECURITIES AND EXCHANGE COMMISSION

2. Indicate by checking the appropriate box(es) each governmental authority, organization, or *jurisdiction* in which the *applicant* is registered or registering as a broker-dealer. ☒

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

YES NO

- If applicant answers "yes" to Items 2A and 2D, applicant expressly consents to the withdrawal of its registration as a government securities broker or dealer under Section 15C of the Securities Exchange Act of 1934. See "Instructions."*

(Note: The field below is reserved exclusively for the reporting of single 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.)

- ☒ FINRA
 ☐ BOX
 ☐ BX
 ☐ CBOE
 ☐ CBOE BYX
 ☐ CBOE BZX
 ☐ CBOE C2
 ☐ CBOE EDGA
 ☐ CBOE EDGX
 ☐ IEX
 ☐ ISE
 ☐ ISE GEMX
 ☐ ISE MRX
 ☐ LTSE
 ☐ MEMX
 ☐ MIAX OPTIONS
 ☐ NQX
 ☐ NYSE
 ☐ NYSE-AMER
 ☐ NYSE-ARCA
 ☐ NYSE-CHI
 ☐ NYSE-NAT
 ☐ NqLX
 ☐ PHLX
 ☐ MIAX PEARL
 ☐ MIAX FMFRAI

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

3. A. Indicate legal status of *applicant*:
- ☐ Corporation ☐ Sole Proprietorship ☐ Other (*specify*)
- ☐ Partnership ☒ 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:
Delaware | Country of formation: | Date of formation: MM/DD/YYYY
06/02/2021 |
|--|------------------------------|--|
- 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.*

4. If *applicant* is a sole proprietor, state full residence address and Social Security Number.

Social Security Number:

Number and Street 1:

Number and Street 2:

City:

State:

Country:

Zip/Postal Code:

5. 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.*

6. Does *applicant* hold or maintain any funds or securities or provide clearing services for any other broker or dealer? ☒ ☐

7. Does *applicant* refer or introduce customers to any other broker or dealer? ☐ ☒

If "yes," complete appropriate items on Schedule D, Page 1, Section IV, Arrangement Detail.

8. Does *applicant* have any arrangement with any other *person*, firm, or organization under which:

A. any books or records of *applicant* are kept or maintained by such other *person*, firm or organization? ☐ YES ☐ NO

B. accounts, funds, or securities of the *applicant* are held or maintained by such other *person*, firm, or organization? ☐ YES ☐ NO

C. accounts, funds, or securities of customers of the *applicant* are held or maintained by such other *person*, firm, or organization? ☐ YES ☐ NO

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 *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? ☐ YES ☐ NO

B. wholly or partially finance the business of *applicant*? ☐ YES ☐ NO

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

YES NO

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? ☐ YES ☐ NO

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? ☐ YES ☐ NO

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 terms.

CRIMINAL DISCLOSURE

A. In the past ten years has the *applicant* or a *control affiliate*: ☐ YES ☐ NO

(1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign or military court to any *felony*? ☐ YES ☐ NO

(2) been *charged* with any *felony*? ☐ YES ☐ NO

B. In the past ten years has the *applicant* or a *control affiliate*: ☐ YES ☐ NO

(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? ☐ YES ☐ NO

(2) been *charged* with a *misdemeanor* specified in 11B(1)? ☐ YES ☐ NO

REGULATORY ACTION DISCLOSURE

C. Has the U.S. Securities and Exchange Commission or the Commodity Futures Trading Commission ever: ☐ YES ☐ NO

(1) *found* the *applicant* or a *control affiliate* to have made a false statement or omission? ☐ YES ☐ NO

(2) *found* the *applicant* or a *control affiliate* to have been *involved* in a violation of its regulations or statutes? ☐ YES ☐ NO

(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? ☐ YES ☐ NO

(4) entered an *order* against the *applicant* or a *control affiliate* in connection with an *investment-related* activity? ☐ YES ☐ NO

(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? ☐ YES ☐ NO

D. Has any other federal regulatory agency, any state regulatory agency, or *foreign financial regulatory authority*: ☐ YES ☐ NO

(1) ever *found* the *applicant* or a *control affiliate* to have made a false statement or omission or been dishonest, unfair, or unethical? ☐ YES ☐ NO

(2) ever *found* the *applicant* or a *control affiliate* to have been *involved* in a violation of *investment-related* regulations or statutes? ☐ YES ☐ NO

(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? ☐ YES ☐ NO

(4) in the past ten years, entered an *order* against the *applicant* or a *control affiliate* in connection with an *investment-related* activity? ☐ YES ☐ NO

(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? ☐ YES ☐ NO

E. Has any *self-regulatory organization* or commodities exchange ever: ☐ YES ☐ NO

(1) *found* the *applicant* or a *control affiliate* to have made a false statement or omission? ☐ YES ☐ NO

(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)? ☐ YES ☐ NO

(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? ☐ YES ☐ NO

(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? ☐ YES ☐ NO

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? ☐ YES ☐ NO

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? ☐ YES ☐ NO

CIVIL JUDICIAL ACTION DISCLOSURE

H. (1) Has any domestic or foreign court: ☐ YES ☐ NO

(a) in the past ten years, *enjoined* the *applicant* or a *control affiliate* in connection with any *investment-related* activity? ☐ YES ☐ NO

(b) ever *found* that the *applicant* or a *control affiliate* was *involved* in a violation of *investment-related* statutes or regulations? ☐ YES ☐ NO

(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*? ☐ YES ☐ NO

(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)? ☐ YES ☐ NO

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? YES NO
☐ ☒
- (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*? ☐ ☒
- K. Does the *applicant* have any unsatisfied judgments or liens against it? ☐ ☒

BD - TYPES OF BUSINESS

12. 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 for) less than 1% of annual revenue from the securities or investment advisory business.

- A. Exchange member engaged in exchange commission business other than floor activities. ☐ EMC
- 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
- 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
- H. 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
- O. Broker or dealer selling oil and gas interests. ☐ OGI
- P. Put and call broker or dealer or option writer. ☐ PCB
- Q. Broker or dealer selling securities of only one issuer or associate issuers (other than mutual funds). ☐ BIA
- 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. ☐ 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. ☐ 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. ☐ BNA
2. insurance company or agency ☐ INA
- Z. Other (*give details on Schedule D, Page 1, Section II, Other Business*) ☒ OTH

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? YES NO
☐ ☒
- 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?

☒ 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, ARKADY	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	Y	N	84-4457763
VLASTAKIS, ALEX	I	PRESIDENT	06/2021	NA	Y	N	4141268

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)
MEDICI VENTURES, L.P.	DE	TZERO GROUP, INC.	SHAREHOLDER	01/2016	C	Y	N	81-3820993
OVERSTOCK.COM, INC.	DE	TZERO GROUP, INC.	SHAREHOLDER	09/2016	C	Y	Y	87-0634302
OVERSTOCK.COM, INC.	DE	MEDICI VENTURES, L.P.	LIMITED PARTNER	04/2021	E	N	Y	87-0634302
PELION MV GP, L.L.C.	DE	MEDICI VENTURES, L.P.	GENERAL PARTNER	04/2021	F	Y	N	86-3550875
TZERO GROUP, INC.	DE	TZERO BROKER SERVICES, LLC	MEMBER	06/2021	E	Y	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.	Title or Status	Date Acquired	Own. Code	Control Person	PR	CRD # (or SSN, IRS Tax #, Emp. ID)
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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)
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No Information Filed

BD - OTHER BUSINESS NAMES

No Information Filed

BD - OTHER BUSINESS

Briefly describe any other business (Item 12Z).
SPECIAL PURPOSE DIGITAL ASSETS BROKER-DEALER

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) 8-
Briefly describe details of the <i>succession</i> including any assets or liabilities not assumed by the <i>successor</i> .		

BD - ARRANGEMENTS / CONTROL PERSONS / FINANCING

No Information Filed

BD - AFFILIATES

Business

The details supplied relate to:

Partnership, Corporation, or Organization Name
SPEEDROUTE LLC

CRD Number (if any)
104138

The Partnership, Corporation, or Organization

- ☐ controls applicant
- ☐ is controlled by applicant
- ☒ is under common control with applicant

Business Address

Street 1

1 WORLD TRADE CENTER

City

NEW YORK

State

New York

Street 2

285 FULTON STREET, 58TH FLOOR

Country

Zip/Postal Code

10007

Effective Date (MM/DD/YYYY)

06/02/2021

Termination Date (MM/DD/YYYY)

Is Partnership, Corporation or Organization a foreign entity?

☐ Yes ☒ No

If Yes, provide country of domicile or incorporation

Activities of this Partnership, Corporation, or Organization:

Securities Activities

☒ Yes ☐ No

Investment Advisory Activities

☐ Yes ☒ No

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
BOSTON SECURITY TOKEN EXCHANGE, LLC

CRD Number (if any)

The Partnership, Corporation, or Organization

- ☐ controls applicant
- ☐ is controlled by applicant
- ☒ is under common control with applicant

Business Address

Street 1

101 ARCH ST

City

BOSTON

State

Massachusetts

Street 2

Country

UNITED STATES

Zip/Postal Code

02110

Effective Date (MM/DD/YYYY)

01/28/2022

Termination Date (MM/DD/YYYY)

Is Partnership, Corporation or Organization a foreign entity?

- ☐ Yes ☒ No

If Yes, provide country of domicile or incorporation

Activities of this Partnership, Corporation, or Organization:

Securities Activities

- ☒ Yes ☐ No

Investment Advisory Activities

- ☐ Yes ☒ No

Briefly describe the control relationship

TZERO DIGITAL ASSET SECURITIES, LLC AND BOSTON SECURITY TOKEN EXCHANGE, LLC SHARE A COMMON OWNER, TZERO GROUP, INC.

Business

The details supplied relate to:

Partnership, Corporation, or Organization Name

TZERO MARKETS

CRD Number (if any)

304537

The Partnership, Corporation, or Organization

☐ controls applicant

☐ is controlled by applicant

☒ is under common control with applicant

Business Address

Street 1

285 FULTON STREET

City

NEW YORK

State

New York

Street 2

58TH FLOOR

Country

UNITED STATES

Zip/Postal Code

10007

Effective Date (MM/DD/YYYY)

06/02/2021

Termination Date (MM/DD/YYYY)

Is Partnership, Corporation or Organization a foreign entity?

- ☐ Yes ☒ No

If Yes, provide country of domicile or incorporation

Activities of this Partnership, Corporation, or Organization:

Securities Activities

- ☒ Yes ☐ No

Investment Advisory Activities

- ☐ Yes ☒ No

Briefly describe the control relationship

TZERO DIGITAL ASSET SECURITIES LLC IS INDIRECTLY OWNED BY TZERO GROUP, INC, WHICH DIRECTLY OWNES TZERO MARKETS LLC.

Business

The details supplied relate to:

Partnership, Corporation, or Organization Name

TZERO ATS, LLC

CRD Number (if any)

123421

The Partnership, Corporation, or Organization

☐ controls applicant

☐ is controlled by applicant

☒ is under common control with applicant

Business Address

Street 1

1 WORLD TRADE CENTER

City

NEW YORK

State

New York

Street 2

285 FULTON STREET, 58TH FLOOR

Country

UNITED STATES

Zip/Postal Code

10007

Effective Date (MM/DD/YYYY)

06/02/2021

Termination Date (MM/DD/YYYY)

Is Partnership, Corporation or Organization a foreign entity?

- ☐ Yes ☒ No

If Yes, provide country of domicile or incorporation

Activities of this Partnership, Corporation, or Organization:

Securities Activities

- ☒ Yes ☐ No

Investment Advisory Activities

- ☐ Yes ☒ No

Briefly describe the control relationship

TZERO DIGITAL ASSET SECURITIES LLC AND 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 ☐ INITIAL 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)

☐ 11D(4)

☐ 11E(3)

☐ 11C(2)

☐ 11D(1)

☐ 11D(5)

☐ 11E(4)

☐ 11C(3)

☐ 11D(2)

☐ 11E(1)

☐ 11F

☐ 11C(4)

☐ 11D(3)

☒ 11E(2)

☐ 11G

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	Y

☐ **This DRP should be removed from the BD record because the *control affiliate(s)* are no longer associated with the BD.**

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**

NOTE: The completion of this form does not relieve the *control affiliate* of its obligation to update its CRD records.

PART II

1. Regulatory Action initiated by:

☐ **SEC** ☐ **Other Federal** ☐ **State** ☐ **SRO** ☐ **Foreign**

(Full name of regulator, *foreign financial regulatory authority*, federal, state, or SRO)

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 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 ? ☐ **Pending** ☐ **On Appeal** ☐ **Final**

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):

☐ **Exact** ☐ **Explanation**

If not exact, provide explanation:

12. **Resolution Detail:**

A. Were any of the following Sanctions Ordered? (Check all appropriate items):

☐ **Monetary/Fine**

☐ **Revocation/Expulsion/Denial**

☐ **Censure**

☐ **Bar**

Amount: \$

☐ **Disgorgement/Restitution**

☐ **Cease and Desist/Injunction**

☐ **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.)

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;

Check item(s) being responded to:

Regulatory Action

- ☐ 11C(1)

☒ 11C(2)

☐ 11C(3)

☒ 11C(4)
- ☒ 11C(5)

☐ 11D(1)

☐ 11D(2)

☐ 11D(3)
- ☐ 11D(4)

☐ 11D(5)

☐ 11E(1)

☐ 11E(2)
- ☐ 11E(3)

☐ 11E(4)

☐ 11F

☐ 11G

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
TZERO 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.

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

NOTE: The completion of this form does not relieve the control affiliate of its obligation to update its CRD records.

PART II

1. Regulatory Action initiated by:

☐ SEC ☐ Other Federal ☐ State ☐ SRO ☐ Foreign

(Full name of regulator, foreign financial regulatory authority, federal, state, or SRO)
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 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 ? ☐ Pending ☐ On Appeal ☐ Final
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):

☐ Exact ☐ Explanation

If not exact, provide explanation:

12. Resolution Detail:

A. Were any of the following Sanctions Ordered? (Check all appropriate items):

- ☐ Monetary/Fine
- ☐ Revocation/Expulsion/Denial
- ☐ Censure
- ☐ Bar

- Amount: \$
- ☐ Disgorgement/Restitution
- ☐ Cease and Desist/Injunction
- ☐ 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.)

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Check item(s) being responded to:

Regulatory Action			
<input type="checkbox"/> 11C(1)	<input type="checkbox"/> 11C(5)	<input type="checkbox"/> 11D(4)	<input type="checkbox"/> 11E(3)
<input type="checkbox"/> 11C(2)	<input type="checkbox"/> 11D(1)	<input type="checkbox"/> 11D(5)	<input type="checkbox"/> 11E(4)
<input type="checkbox"/> 11C(3)	<input type="checkbox"/> 11D(2)	<input type="checkbox"/> 11E(1)	<input type="checkbox"/> 11F
<input type="checkbox"/> 11C(4)	<input type="checkbox"/> 11D(3)	<input checked="" type="checkbox"/> 11E(2)	<input type="checkbox"/> 11G

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.

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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**

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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	Y

☐ This DRP should be removed from the BD record because the *control affiliate(s)* are no longer associated with the BD.

- 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

NOTE: The completion of this form does not relieve the *control affiliate* of its obligation to update its CRD records.

PART II

1. Regulatory Action initiated by:

☐ SEC ☐ Other Federal ☐ State ☐ SRO ☐ Foreign

(Full name of regulator, *foreign financial regulatory authority*, federal, state, or SRO)

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 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 ? ☐ Pending ☐ On Appeal ☐ Final

9. If on appeal, regulatory action appealed to: (SEC, SRO, Federal or State Court) and Date Appeal Filed:

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11. Resolution Date (MM/DD/YYYY):

☐ Exact ☐ Explanation

If not exact, provide explanation:

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A. Were any of the following Sanctions Ordered? (Check all appropriate items):

- ☐ Monetary/Fine
☐ Revocation/Expulsion/Denial
☐ Censure
☐ Bar

Amount: \$

- ☐ Disgorgement/Restitution
☐ Cease and Desist/Injunction
☐ 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:

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Check item(s) being responded to:

Regulatory Action

- | | | | |
|---------------------------------|---------------------------------|--|---------------------------------|
| <input type="checkbox"/> 11C(1) | <input type="checkbox"/> 11C(5) | <input type="checkbox"/> 11D(4) | <input type="checkbox"/> 11E(3) |
| <input type="checkbox"/> 11C(2) | <input type="checkbox"/> 11D(1) | <input type="checkbox"/> 11D(5) | <input type="checkbox"/> 11E(4) |
| <input type="checkbox"/> 11C(3) | <input type="checkbox"/> 11D(2) | <input type="checkbox"/> 11E(1) | <input type="checkbox"/> 11F |
| <input type="checkbox"/> 11C(4) | <input type="checkbox"/> 11D(3) | <input checked="" type="checkbox"/> 11E(2) | <input type="checkbox"/> 11G |

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☐ Applicant and one or more **control affiliates**
☒ One or more **control affiliates**

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BD DRP - Control Affiliate		
Control Affiliate Name	CRD#	Registered
SPEEDROUTE LLC	104138	Y

☐ This DRP should be removed from the BD record because the *control affiliate(s)* are no longer associated with the BD.

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

NOTE: The completion of this form does not relieve the *control affiliate* of its obligation to update its CRD records.

PART II

1. Regulatory Action initiated by:

☒ SEC ☐ Other Federal ☐ State ☐ SRO ☐ Foreign

(Full name of regulator, *foreign financial regulatory authority*, federal, state, or SRO)

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 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 ? ☐ Pending ☐ On Appeal ☐ Final

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):

ExactExplanation

If not exact, provide explanation:

12. Resolution Detail:

A. Were any of the following Sanctions Ordered? (Check all appropriate items):

Monetary/Fine

Revocation/Expulsion/Denial

Censure

Bar

Amount: \$

Disgorgement/Restitution

Cease and Desist/Injunction

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.)

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

FORM BD
UNIFORM APPLICATION FOR BROKER-DEALER REGISTRATION

Primary Business Name: TZERO DIGITAL ASSET SECURITIES, LLC

BD Number: 316189

BD - AMENDMENT

10/26/2023

BD - APPLICANT INFORMATION

OMB Number3235-0012

Expires.....
Estimated average burden hours per:
Response.....2.75
Amendment.....0.33

WARNING: Failure to keep this form current and to file accurate supplementary information on a timely basis, or the failure to keep accurate books and records or otherwise to comply with the provisions of law applying to the conduct of business as a broker-dealer would violate the Federal securities laws and the laws of the *jurisdictions* and may result in disciplinary, administrative, injunctive or criminal action.

INTENTIONAL MISSTATEMENTS OR OMISSIONS OF FACTS MAY CONSTITUTE CRIMINAL VIOLATIONS.

☐ APPLICATION ☒ AMENDMENT

1. Exact name, principal business address, mailing address, if different, and telephone number of *applicant*:

A. **Full name of *applicant* (if sole proprietor, state last, first and middle name):**
TZERO DIGITAL ASSET SECURITIES, LLC

B. **IRS Empl. Ident. No.:**
87-2031076

C. (1) Name under which broker-dealer business primarily is conducted, if different from Item 1A.
TZERO DIGITAL ASSET SECURITIES, LLC

(2) List on Schedule D, Page 1, Section I, Other Business Names any other name by which the firm conducts business and where it is used.

D. If this filing makes a name change on behalf of the *applicant*, enter the new name and specify whether the name change is of the
☐ ***applicant* name (1A) or** ☐ **business name (1C):**
Please check above.

E. **Firm main address: (Do not use a P.O. Box)**

Number and Street 1:
525 WASHINGTON BLVD
City:
JERSEY CITY

State:
New Jersey

Number and Street 2:
SUITE 300
Country:
UNITED STATES

Zip/Postal Code:
07310

F. **Mailing Address, if different:**

Number and Street 1:
525 WASHINGTON BLVD
City:
JERSEY CITY

State:
New Jersey

Number and Street 2:
SUITE 300
Country:
UNITED STATES

Zip/Postal Code:
07310

G. **Business Telephone Number:**
347-380-7318

H. **Contact Employee:**

Name:
ARKADIY NEYMAN

Title:
CCO

Telephone Number:
347-380-7318

BD - EXECUTION

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* further represent that to the extent any information previously submitted is not amended such information is currently accurate and complete.

Date MM/DD/YYYY
10/26/2023

Name of Applicant
TZERO DIGITAL ASSET SECURITIES, LLC

Authorized Signatory
ARKADIY NEYMAN

Title
CCO

Subscribed and sworn before me this _____ day of _____, _____ by
Year

Notary Public

My commission expires _____ County of _____ State of _____

BD - SECURITIES AND EXCHANGE COMMISSION

2. Indicate by checking the appropriate box(es) each governmental authority, organization, or *jurisdiction* in which the *applicant* is registered or registering as a broker-dealer. ☒

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

YES NO

- If applicant answers "yes" to Items 2A and 2D, applicant expressly consents to the withdrawal of its registration as a government securities broker or dealer under Section 15C of the Securities Exchange Act of 1934. See "Instructions."*

(Note: The field below is reserved exclusively for the reporting of single 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.)

- ☒ FINRA
☐ BOX
☐ BX
☐ CBOE
☐ CBOE BYX
☐ CBOE BZX
☐ CBOE C2
☐ CBOE EDGA
☐ CBOE EDGX
☐ IEX
☐ ISE
☐ ISE GEMX
☐ ISE MRX
☐ LTSE
☐ MEMX
☐ MIAX OPTIONS
☐ NQX
☐ NYSE
☐ NYSE-AMER
☐ NYSE-ARCA
☐ NYSE-CHI
☐ NYSE-NAT
☐ NqLX
☐ PHLX
☐ MIAX PEARL
☐ MIAX FMFRAID

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

3. A. Indicate legal status of *applicant*:
- ☐ Corporation ☐ Sole Proprietorship ☐ Other (*specify*)
- ☐ Partnership ☒ 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:
Delaware | Country of formation: | Date of formation: MM/DD/YYYY
06/02/2021 |
|--|------------------------------|--|
- 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.*

Zip/Postal Code:

5. 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.*

6. Does *applicant* hold or maintain any funds or securities or provide clearing services for any other broker or dealer? ☒ ☐

7. Does *applicant* refer or introduce customers to any other broker or dealer? ☐ ☒

If "yes," complete appropriate items on Schedule D, Page 1, Section IV, Arrangement Detail.

8. Does *applicant* have any arrangement with any other *person*, firm, or organization under which:

A. any books or records of *applicant* are kept or maintained by such other *person*, firm or organization? ☐ YES ☐ NO

B. accounts, funds, or securities of the *applicant* are held or maintained by such other *person*, firm, or organization? ☐ YES ☐ NO

C. accounts, funds, or securities of customers of the *applicant* are held or maintained by such other *person*, firm, or organization? ☐ YES ☐ NO

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 *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? ☐ YES ☐ NO

B. wholly or partially finance the business of *applicant*? ☐ YES ☐ NO

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

YES NO

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? ☐ YES ☐ NO

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? ☐ YES ☐ NO

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 terms.

CRIMINAL DISCLOSURE

A. In the past ten years has the *applicant* or a *control affiliate*: ☐ YES ☐ NO

(1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign or military court to any *felony*? ☐ YES ☐ NO

(2) been *charged* with any *felony*? ☐ YES ☐ NO

B. In the past ten years has the *applicant* or a *control affiliate*: ☐ YES ☐ NO

(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? ☐ YES ☐ NO

(2) been *charged* with a *misdemeanor* specified in 11B(1)? ☐ YES ☐ NO

REGULATORY ACTION DISCLOSURE

C. Has the U.S. Securities and Exchange Commission or the Commodity Futures Trading Commission ever: ☐ YES ☐ NO

(1) *found* the *applicant* or a *control affiliate* to have made a false statement or omission? ☐ YES ☐ NO

(2) *found* the *applicant* or a *control affiliate* to have been *involved* in a violation of its regulations or statutes? ☐ YES ☐ NO

(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? ☐ YES ☐ NO

(4) entered an *order* against the *applicant* or a *control affiliate* in connection with an *investment-related* activity? ☐ YES ☐ NO

(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? ☐ YES ☐ NO

D. Has any other federal regulatory agency, any state regulatory agency, or *foreign financial regulatory authority*: ☐ YES ☐ NO

(1) ever *found* the *applicant* or a *control affiliate* to have made a false statement or omission or been dishonest, unfair, or unethical? ☐ YES ☐ NO

(2) ever *found* the *applicant* or a *control affiliate* to have been *involved* in a violation of *investment-related* regulations or statutes? ☐ YES ☐ NO

(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? ☐ YES ☐ NO

(4) in the past ten years, entered an *order* against the *applicant* or a *control affiliate* in connection with an *investment-related* activity? ☐ YES ☐ NO

(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? ☐ YES ☐ NO

E. Has any *self-regulatory organization* or commodities exchange ever: ☐ YES ☐ NO

(1) *found* the *applicant* or a *control affiliate* to have made a false statement or omission? ☐ YES ☐ NO

(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)? ☐ YES ☐ NO

(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? ☐ YES ☐ NO

(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? ☐ YES ☐ NO

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? ☐ YES ☐ NO

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? ☐ YES ☐ NO

CIVIL JUDICIAL ACTION DISCLOSURE

H. (1) Has any domestic or foreign court: ☐ YES ☐ NO

(a) in the past ten years, *enjoined* the *applicant* or a *control affiliate* in connection with any *investment-related* activity? ☐ YES ☐ NO

(b) ever *found* that the *applicant* or a *control affiliate* was *involved* in a violation of *investment-related* statutes or regulations? ☐ YES ☐ NO

(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*? ☐ YES ☐ NO

(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)? ☐ YES ☐ NO

FINANCIAL DISCLOSURE

	YES	NO
I. In the past ten years has the <i>applicant</i> or a <i>control affiliate</i> of the <i>applicant</i> ever been a securities firm or a <i>control affiliate</i> of a securities firm that:		
(1) has been the subject of a bankruptcy petition?	<input type="radio"/>	<input checked="" type="radio"/>
(2) has had a trustee appointed or a direct payment procedure initiated under the Securities Investor Protection Act?	<input type="radio"/>	<input checked="" type="radio"/>
J. Has a bonding company ever denied, paid out on, or revoked a bond for the <i>applicant</i> ?	<input type="radio"/>	<input checked="" type="radio"/>
K. Does the <i>applicant</i> have any unsatisfied judgments or liens against it?	<input type="radio"/>	<input checked="" type="radio"/>

BD - TYPES OF BUSINESS

12. Check 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% of annual revenue from the securities or investment advisory business.	
A. Exchange member engaged in exchange commission business other than floor activities.	<input type="checkbox"/> EMC
B. Exchange member engaged in floor activities.	<input type="checkbox"/> EMF
C. Broker or dealer making inter-dealer markets in corporate securities over-the-counter.	<input type="checkbox"/> IDM
D. Broker or dealer retailing corporate equity securities over-the-counter.	<input checked="" type="checkbox"/> BDR
E. Broker or dealer selling corporate debt securities.	<input checked="" type="checkbox"/> BDD
F. Underwriter or selling group participant (corporate securities other than mutual funds).	<input type="checkbox"/> USG
G. Mutual fund underwriter or sponsor.	<input type="checkbox"/> MFU
H. Mutual fund retailer.	<input type="checkbox"/> MFR
I. 1. U.S. government securities dealer.	<input type="checkbox"/> GSD
2. U.S. government securities broker.	<input type="checkbox"/> GSB
J. Municipal securities dealer.	<input type="checkbox"/> MSD
K. Municipal securities broker.	<input type="checkbox"/> MSB
L. Broker or dealer selling variable life insurance or annuities.	<input type="checkbox"/> VLA
M. Solicitor of time deposits in a financial institution.	<input type="checkbox"/> SSL
N. Real estate syndicator.	<input type="checkbox"/> RES
O. Broker or dealer selling oil and gas interests.	<input type="checkbox"/> OGI
P. Put and call broker or dealer or option writer.	<input type="checkbox"/> PCB
Q. Broker or dealer selling securities of only one issuer or associate issuers (other than mutual funds).	<input type="checkbox"/> BIA
R. Broker or dealer selling securities of non-profit organizations (e.g., churches, hospitals).	<input type="checkbox"/> NPB
S. Investment advisory services.	<input type="checkbox"/> IAD
T. 1. Broker or dealer selling tax shelters or limited partnerships in primary distributions.	<input type="checkbox"/> TAP
2. Broker or dealer selling tax shelters or limited partnerships in the secondary market.	<input type="checkbox"/> TAS
U. Non-exchange member arranging for transactions in listed securities by exchange member.	<input type="checkbox"/> NEX
V. Trading securities for own account.	<input type="checkbox"/> TRA
W. Private placement of securities.	<input type="checkbox"/> PLA
X. Broker or dealer selling interests in mortgages or other receivables.	<input type="checkbox"/> MRI
Y. Broker or dealer involved in a networking, kiosk or similar arrangement with a:	
1. bank, savings bank or association, or credit union.	<input type="checkbox"/> BNA
2. insurance company or agency	<input type="checkbox"/> INA
Z. Other (<i>give details on Schedule D, Page 1, Section II, Other Business</i>)	<input checked="" type="checkbox"/> OTH

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

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)
NEYMAN, ARKADY	I	CCO, POO, PFO, FINOP	06/2023	NA	N	N	2775768
TZERO BROKER SERVICES LLC	DE	MEMBER	06/2021	E	Y	N	84-4457763
VLASTAKIS, ALEX	I	PRESIDENT	06/2021	NA	Y	N	4141268

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)
MEDICI VENTURES, L.P.	DE	TZERO GROUP, INC.	SHAREHOLDER	01/2016	C	Y	N	81-3820993
OVERSTOCK.COM, INC.	DE	TZERO GROUP, INC.	SHAREHOLDER	09/2016	C	Y	Y	87-0634302
OVERSTOCK.COM, INC.	DE	MEDICI VENTURES, L.P.	LIMITED PARTNER	04/2021	E	N	Y	87-0634302
PELION MV GP, L.L.C.	DE	MEDICI VENTURES, L.P.	GENERAL PARTNER	04/2021	F	Y	N	86-3550875
TZERO GROUP, INC.	DE	TZERO BROKER SERVICES, LLC	MEMBER	06/2021	E	Y	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.	Title or Status	Date Acquired	Own. Code	Control Person	PR	CRD # (or SSN, IRS Tax #, Emp. ID)
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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)
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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) 8-
Briefly describe details of the <i>succession</i> including any assets or liabilities not assumed by the <i>successor</i> .		

BD - ARRANGEMENTS / CONTROL PERSONS / FINANCING

No Information Filed

BD - AFFILIATES

Business

The details supplied relate to:

Partnership, Corporation, or Organization Name
SPEEDROUTE LLC

CRD Number (if any)
104138

The Partnership, Corporation, or Organization

- ☐ controls applicant
- ☐ is controlled by applicant
- ☒ is under common control with applicant

Business Address

Street 1
525 WASHINGTON BLVD

Street 2
SUITE 300

City
JERSEY CITY

State
New Jersey

Country
07310

Zip/Postal Code

Effective Date (MM/DD/YYYY)
06/02/2021

Termination Date (MM/DD/YYYY)

Is Partnership, Corporation or Organization a foreign entity?

If Yes, provide country of domicile or incorporation

☐ Yes ☒ No

Activities of this Partnership, Corporation, or Organization:

Securities Activities ☒ Yes ☐ No

Investment Advisory Activities ☐ Yes ☒ No

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

- ☐ **controls applicant**
- ☐ **is controlled by applicant**
- ☒ **is under common control with applicant**

Business Address

Street 1

525 WASHINGTON BLVD

City

JERSEY CITY

State

New Jersey

Street 2

SUITE 300

Country

Zip/Postal Code

07310

Effective Date (MM/DD/YYYY)

06/02/2021

Termination Date (MM/DD/YYYY)

Is Partnership, Corporation or Organization a foreign entity?

- ☐ **Yes** ☒ **No**

If Yes, provide country of domicile or incorporation

Activities of this Partnership, Corporation, or Organization:

Securities Activities

- ☒ **Yes** ☐ **No**

Investment Advisory Activities

- ☐ **Yes** ☒ **No**

Briefly describe the control relationship

TZERO DIGITAL ASSET SECURITIES LLC IS INDIRECTLY OWNED BY TZERO GROUP, INC, WHICH DIRECTLY OWNES TZERO MARKETS LLC.

Business

The details supplied relate to:

Partnership, Corporation, or Organization Name

TZERO ATS, LLC

CRD Number (if any)

123421

The Partnership, Corporation, or Organization

- ☐ **controls applicant**
- ☐ **is controlled by applicant**
- ☒ **is under common control with applicant**

Business Address

Street 1

525 WASHINGTON BLVD

City

JERSEY CITY

State

New Jersey

Street 2

SUITE 300

Country

Zip/Postal Code

07310

Effective Date (MM/DD/YYYY)

06/02/2021

Termination Date (MM/DD/YYYY)

Is Partnership, Corporation or Organization a foreign entity?

- ☐ **Yes** ☒ **No**

If Yes, provide country of domicile or incorporation

Activities of this Partnership, Corporation, or Organization:

Securities Activities

- ☒ **Yes** ☐ **No**

Investment Advisory Activities

- ☐ **Yes** ☒ **No**

Briefly describe the control relationship

TZERO DIGITAL ASSET SECURITIES LLC AND 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 ☐ **INITIAL 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 | | | |
|--|--|---|--|
| <input type="checkbox"/> 11C(1) | <input type="checkbox"/> 11C(5) | <input type="checkbox"/> 11D(4) | <input type="checkbox"/> 11E(3) |
| <input type="checkbox"/> 11C(2) | <input type="checkbox"/> 11D(1) | <input type="checkbox"/> 11D(5) | <input type="checkbox"/> 11E(4) |
| <input type="checkbox"/> 11C(3) | <input type="checkbox"/> 11D(2) | <input type="checkbox"/> 11E(1) | <input type="checkbox"/> 11F |
| <input type="checkbox"/> 11C(4) | <input type="checkbox"/> 11D(3) | <input checked="" type="checkbox"/> 11E(2) | <input type="checkbox"/> 11G |

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	Y

☐ **This DRP should be removed from the BD record because the control affiliate(s) are no longer associated with the BD.**

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**

NOTE: The completion of this form does not relieve the *control affiliate* of its obligation to update its CRD records.

PART II

1. Regulatory Action initiated by:
☐ **SEC** ☐ **Other Federal** ☐ **State** ☐ **SRO** ☐ **Foreign**
(Full name of regulator, foreign financial regulatory authority, federal, state, or SRO)
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 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 ? ☐ **Pending** ☐ **On Appeal** ☐ **Final**
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):
☐ **Exact** ☐ **Explanation**
If not exact, provide explanation:
12. **Resolution Detail:**
 - A. Were any of the following Sanctions Ordered? (Check all appropriate items):

<input type="checkbox"/> Monetary/Fine	Amount: \$
<input type="checkbox"/> Revocation/Expulsion/Denial	<input type="checkbox"/> Disgorgement/Restitution
<input type="checkbox"/> Censure	<input type="checkbox"/> Cease and Desist/Injunction
<input type="checkbox"/> Bar	<input type="checkbox"/> 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.)

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;

Check item(s) being responded to:

- | Regulatory Action | | | |
|---|---|--|--|
| <input type="checkbox"/> 11C(1) | <input checked="" type="checkbox"/> 11C(5) | <input type="checkbox"/> 11D(4) | <input type="checkbox"/> 11E(3) |
| <input checked="" type="checkbox"/> 11C(2) | <input type="checkbox"/> 11D(1) | <input type="checkbox"/> 11D(5) | <input type="checkbox"/> 11E(4) |
| <input type="checkbox"/> 11C(3) | <input type="checkbox"/> 11D(2) | <input type="checkbox"/> 11E(1) | <input type="checkbox"/> 11F |
| <input checked="" type="checkbox"/> 11C(4) | <input type="checkbox"/> 11D(3) | <input type="checkbox"/> 11E(2) | <input type="checkbox"/> 11G |

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.

Control Affiliate Name	CRD#	Registered
TZERO 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**.

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**

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:
☐ **SEC** ☐ **Other Federal** ☐ **State** ☐ **SRO** ☐ **Foreign**
(Full name of regulator, *foreign financial regulatory authority*, federal, state, or *SRO*)
- 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 led to the regulatory action (if applicable):
- Principal Product Type:

Other Product Types:
- Describe the allegations related to this regulatory action. (The information must fit within the space provided.)
- Current status ? ☐ **Pending** ☐ **On Appeal** ☐ **Final**
- 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.

- How was matter resolved:
- Resolution Date (MM/DD/YYYY):
☐ **Exact** ☐ **Explanation**
If not exact, provide explanation:
- Resolution Detail:**
 - Were any of the following Sanctions Ordered? (Check all appropriate items):

☐ **Monetary/Fine**
☐ **Revocation/Expulsion/Denial**
☐ **Censure**
☐ **Bar**

Amount: \$
☐ **Disgorgement/Restitution**
☐ **Cease and Desist/Injunction**
☐ **Suspension**
 - Other Sanctions Ordered:
 - 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:
- 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.)

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;

Check item(s) being responded to:

Regulatory Action			
<input type="checkbox"/> 11C(1)	<input type="checkbox"/> 11C(5)	<input type="checkbox"/> 11D(4)	<input type="checkbox"/> 11E(3)
<input type="checkbox"/> 11C(2)	<input type="checkbox"/> 11D(1)	<input type="checkbox"/> 11D(5)	<input type="checkbox"/> 11E(4)
<input type="checkbox"/> 11C(3)	<input type="checkbox"/> 11D(2)	<input type="checkbox"/> 11E(1)	<input type="checkbox"/> 11F
<input type="checkbox"/> 11C(4)	<input type="checkbox"/> 11D(3)	<input checked="" type="checkbox"/> 11E(2)	<input type="checkbox"/> 11G

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**.

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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	Y

☐ **This DRP should be removed from the BD record because the *control affiliate(s)* are no longer associated with the BD.**

- 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**

NOTE: The completion of this form does not relieve the *control affiliate* of its obligation to update its CRD records.

PART II

1. Regulatory Action initiated by:
☐ **SEC** ☐ **Other Federal** ☐ **State** ☐ **SRO** ☐ **Foreign**
(Full name of regulator, *foreign financial regulatory authority*, federal, state, or *SRO*)
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 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 ? ☐ **Pending** ☐ **On Appeal** ☐ **Final**
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):
☐ **Exact** ☐ **Explanation**
If not exact, provide explanation:
12. **Resolution Detail:**
- A. Were any of the following Sanctions Ordered? (Check all appropriate items):
- ☐ **Monetary/Fine**
☐ **Revocation/Expulsion/Denial**
☐ **Censure**
☐ **Bar**

Amount: \$
☐ **Disgorgement/Restitution**
☐ **Cease and Desist/Injunction**
☐ **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.)

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;

Check item(s) being responded to:

Regulatory Action			
<input type="checkbox"/> 11C(1)	<input type="checkbox"/> 11C(5)	<input type="checkbox"/> 11D(4)	<input type="checkbox"/> 11E(3)
<input type="checkbox"/> 11C(2)	<input type="checkbox"/> 11D(1)	<input type="checkbox"/> 11D(5)	<input type="checkbox"/> 11E(4)
<input type="checkbox"/> 11C(3)	<input type="checkbox"/> 11D(2)	<input type="checkbox"/> 11E(1)	<input type="checkbox"/> 11F
<input type="checkbox"/> 11C(4)	<input type="checkbox"/> 11D(3)	<input checked="" type="checkbox"/> 11E(2)	<input type="checkbox"/> 11G

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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	Y

☐ **This DRP should be removed from the BD record because the *control affiliate(s)* are no longer associated with the BD.**

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**

NOTE: The completion of this form does not relieve the *control affiliate* of its obligation to update its CRD records.

PART II

1. Regulatory Action initiated by:

☒ **SEC** ☐ **Other Federal** ☐ **State** ☐ **SRO** ☐ **Foreign**

(Full name of regulator, *foreign financial regulatory authority*, federal, state, or *SRO*)

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 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 ? ☐ **Pending** ☐ **On Appeal** ☐ **Final**

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):

☐ **Exact** ☐ **Explanation**

If not exact, provide explanation:

12. **Resolution Detail:**

A. Were any of the following Sanctions Ordered? (Check all appropriate items):

- ☐ **Monetary/Fine**
☐ **Revocation/Expulsion/Denial**
☐ **Censure**
☐ **Bar**

Amount: \$

- ☐ **Disgorgement/Restitution**
☐ **Cease and Desist/Injunction**
☐ **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.)

BD - BANKRUPTCY DRP

No Information Filed

BD - BOND DRP

No Information Filed

BD - JUDGMENT LIEN DRP

No Information Filed

FORM BD
UNIFORM APPLICATION FOR BROKER-DEALER REGISTRATION

Primary Business Name: TZERO ATS, LLC

BD Number: 123421

BD - AMENDMENT

05/12/2023

BD - APPLICANT INFORMATION

OMB Number3235-0012

Expires.....
Estimated average burden hours per:
Response.....2.75
Amendment.....0.33

WARNING: Failure to keep this form current and to file accurate supplementary information on a timely basis, or the failure to keep accurate books and records or otherwise to comply with the provisions of law applying to the conduct of business as a broker-dealer would violate the Federal securities laws and the laws of the *jurisdictions* and may result in disciplinary, administrative, injunctive or criminal action.

INTENTIONAL MISSTATEMENTS OR OMISSIONS OF FACTS MAY CONSTITUTE CRIMINAL VIOLATIONS.

☐ APPLICATION ☒ AMENDMENT

1. Exact name, principal business address, mailing address, if different, and telephone number of *applicant*:

A. **Full name of *applicant***(if sole proprietor, state last, first and middle name):
TZERO ATS, LLC

B. **IRS Empl. Ident. No.:**
35-2178849

C. (1) Name under which broker-dealer business primarily is conducted, if different from Item 1A.
TZERO ATS, LLC

(2) List on Schedule D, Page 1, Section I, Other Business Names any other name by which the firm conducts business and where it is used.

D. If this filing makes a name change on behalf of the *applicant*, enter the new name and specify whether the name change is of the
☐ ***applicant* name (1A)** or ☐ **business name (1C):**
Please check above.

E. **Firm main address: (Do not use a P.O. Box)**

Number and Street 1:
525 WASHINGTON BLVD
City:
JERSEY CITY

State:
New Jersey

Number and Street 2:
SUITE 300
Country:
USA

Zip/Postal Code:
07310

F. **Mailing Address, if different:**

Number and Street 1:
525 WASHINGTON BLVD
City:
JERSEY CITY

State:
New Jersey

Number and Street 2:
SUITE 300
Country:
USA

Zip/Postal Code:
07310

G. **Business Telephone Number:**
917-359-9168

H. **Contact Employee:**

Name:
ALEX VLASTAKIS

Title:
PRESIDENT

Telephone Number:
347 482 2230

BD - EXECUTION

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* further represent that to the extent any information previously submitted is not amended such information is currently accurate and complete.

Date MM/DD/YYYY
05/12/2023

Name of Applicant
TZERO ATS, LLC

Authorized Signatory
OLGA ONISHCHUK

Title
CCO

Subscribed and sworn before me this _____ day of _____, _____ by _____
Year

Notary Public

My commission expires _____ County of _____ State of _____

BD - SECURITIES AND EXCHANGE COMMISSION

2. Indicate by checking the appropriate box(es) each governmental authority, organization, or *jurisdiction* in which the *applicant* is registered or registering as a broker-dealer. ☒

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

YES NO

- If applicant answers "yes" to Items 2A and 2D, applicant expressly consents to the withdrawal of its registration as a government securities broker or dealer under Section 15C of the Securities Exchange Act of 1934. See "Instructions."*

(Note: The field below is reserved exclusively for the reporting of single 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.)

- ☒ FINRA
☐ BOX
☐ BX
☐ CBOE
☐ CBOE BYX
☐ CBOE BZX
☐ CBOE C2
☐ CBOE EDGA
☐ CBOE EDGX
☐ IEX
☐ ISE
☐ ISE GEMX
☐ ISE MRX
☐ LTSE
☐ MEMX
☐ MIAX OPTIONS
☐ NQX
☐ NYSE
☐ NYSE-AMER
☐ NYSE-ARCA
☐ NYSE-CHI
☐ NYSE-NAT
☐ NqLX
☐ PHLX
☐ MIAX PEARL
☐ MIAX FMFRAI

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

3. A. Indicate legal status of *applicant*:
- ☐ Corporation ☐ Sole Proprietorship ☐ Other (*specify*)
- ☐ Partnership ☒ 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:
Delaware | Country of formation:
USA | Date of formation: MM/DD/YYYY
08/21/2002 |
|--|-------------------------------------|--|
- 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.*

Zip/Postal Code:

5. 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.*

6. Does *applicant* hold or maintain any funds or securities or provide clearing services for any other broker or dealer? ☒ ☐

7. Does *applicant* refer or introduce customers to any other broker or dealer? ☐ ☒

If "yes," complete appropriate items on Schedule D, Page 1, Section IV, Arrangement Detail.

8. Does *applicant* have any arrangement with any other *person*, firm, or organization under which:

A. any books or records of *applicant* are kept or maintained by such other *person*, firm or organization? ☐ YES ☐ NO

B. accounts, funds, or securities of the *applicant* are held or maintained by such other *person*, firm, or organization? ☐ YES ☐ NO

C. accounts, funds, or securities of customers of the *applicant* are held or maintained by such other *person*, firm, or organization? ☐ YES ☐ NO

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 *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? ☐ YES ☐ NO

B. wholly or partially finance the business of *applicant*? ☐ YES ☐ NO

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

YES NO

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? ☐ YES ☐ NO

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? ☐ YES ☐ NO

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 terms.

CRIMINAL DISCLOSURE

A. In the past ten years has the *applicant* or a *control affiliate*: ☐ YES ☐ NO

(1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign or military court to any *felony*? ☐ YES ☐ NO

(2) been *charged* with any *felony*? ☐ YES ☐ NO

B. In the past ten years has the *applicant* or a *control affiliate*: ☐ YES ☐ NO

(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? ☐ YES ☐ NO

(2) been *charged* with a *misdemeanor* specified in 11B(1)? ☐ YES ☐ NO

REGULATORY ACTION DISCLOSURE

C. Has the U.S. Securities and Exchange Commission or the Commodity Futures Trading Commission ever: ☐ YES ☐ NO

(1) *found* the *applicant* or a *control affiliate* to have made a false statement or omission? ☐ YES ☐ NO

(2) *found* the *applicant* or a *control affiliate* to have been *involved* in a violation of its regulations or statutes? ☐ YES ☐ NO

(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? ☐ YES ☐ NO

(4) entered an *order* against the *applicant* or a *control affiliate* in connection with an *investment-related* activity? ☐ YES ☐ NO

(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? ☐ YES ☐ NO

D. Has any other federal regulatory agency, any state regulatory agency, or *foreign financial regulatory authority*: ☐ YES ☐ NO

(1) ever *found* the *applicant* or a *control affiliate* to have made a false statement or omission or been dishonest, unfair, or unethical? ☐ YES ☐ NO

(2) ever *found* the *applicant* or a *control affiliate* to have been *involved* in a violation of *investment-related* regulations or statutes? ☐ YES ☐ NO

(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? ☐ YES ☐ NO

(4) in the past ten years, entered an *order* against the *applicant* or a *control affiliate* in connection with an *investment-related* activity? ☐ YES ☐ NO

(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? ☐ YES ☐ NO

E. Has any *self-regulatory organization* or commodities exchange ever: ☐ YES ☐ NO

(1) *found* the *applicant* or a *control affiliate* to have made a false statement or omission? ☐ YES ☐ NO

(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)? ☐ YES ☐ NO

(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? ☐ YES ☐ NO

(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? ☐ YES ☐ NO

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? ☐ YES ☐ NO

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? ☐ YES ☐ NO

CIVIL JUDICIAL ACTION DISCLOSURE

H. (1) Has any domestic or foreign court: ☐ YES ☐ NO

(a) in the past ten years, *enjoined* the *applicant* or a *control affiliate* in connection with any *investment-related* activity? ☐ YES ☐ NO

(b) ever *found* that the *applicant* or a *control affiliate* was *involved* in a violation of *investment-related* statutes or regulations? ☐ YES ☐ NO

(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*? ☐ YES ☐ NO

(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)? ☐ YES ☐ NO

FINANCIAL DISCLOSURE

- | | | |
|--|-----------------------|----------------------------------|
| I. In the past ten years has the <i>applicant</i> or a <i>control affiliate</i> of the <i>applicant</i> ever been a securities firm or a <i>control affiliate</i> of a securities firm that: | YES | NO |
| (1) has been the subject of a bankruptcy petition? | <input type="radio"/> | <input checked="" type="radio"/> |
| (2) has had a trustee appointed or a direct payment procedure initiated under the Securities Investor Protection Act? | <input type="radio"/> | <input checked="" type="radio"/> |
| J. Has a bonding company ever denied, paid out on, or revoked a bond for the <i>applicant</i> ? | <input type="radio"/> | <input checked="" type="radio"/> |
| K. Does the <i>applicant</i> have any unsatisfied judgments or liens against it? | <input type="radio"/> | <input checked="" type="radio"/> |

BD - TYPES OF BUSINESS

12. 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 for) less than 1% of annual revenue from the securities or investment advisory business.

- | | |
|---|---|
| A. Exchange member engaged in exchange commission business other than floor activities. | <input type="checkbox"/> EMC |
| B. Exchange member engaged in floor activities. | <input type="checkbox"/> EMF |
| C. Broker or dealer making inter-dealer markets in corporate securities over-the-counter. | <input type="checkbox"/> IDM |
| D. Broker or dealer retailing corporate equity securities over-the-counter. | <input checked="" type="checkbox"/> BDR |
| E. Broker or dealer selling corporate debt securities. | <input type="checkbox"/> BDD |
| F. Underwriter or selling group participant (corporate securities other than mutual funds). | <input type="checkbox"/> USG |
| G. Mutual fund underwriter or sponsor. | <input type="checkbox"/> MFU |
| H. Mutual fund retailer. | <input type="checkbox"/> MFR |
| I. 1. U.S. government securities dealer. | <input type="checkbox"/> GSD |
| 2. U.S. government securities broker. | <input type="checkbox"/> GSB |
| J. Municipal securities dealer. | <input type="checkbox"/> MSD |
| K. Municipal securities broker. | <input type="checkbox"/> MSB |
| L. Broker or dealer selling variable life insurance or annuities. | <input type="checkbox"/> VLA |
| M. Solicitor of time deposits in a financial institution. | <input type="checkbox"/> SSL |
| N. Real estate syndicator. | <input type="checkbox"/> RES |
| O. Broker or dealer selling oil and gas interests. | <input type="checkbox"/> OGI |
| P. Put and call broker or dealer or option writer. | <input type="checkbox"/> PCB |
| Q. Broker or dealer selling securities of only one issuer or associate issuers (other than mutual funds). | <input type="checkbox"/> BIA |
| R. Broker or dealer selling securities of non-profit organizations (e.g., churches, hospitals). | <input type="checkbox"/> NPB |
| S. Investment advisory services. | <input type="checkbox"/> IAD |
| T. 1. Broker or dealer selling tax shelters or limited partnerships in primary distributions. | <input type="checkbox"/> TAP |
| 2. Broker or dealer selling tax shelters or limited partnerships in the secondary market. | <input type="checkbox"/> TAS |
| U. Non-exchange member arranging for transactions in listed securities by exchange member. | <input type="checkbox"/> NEX |
| V. Trading securities for own account. | <input type="checkbox"/> TRA |
| W. Private placement of securities. | <input type="checkbox"/> PLA |
| X. Broker or dealer selling interests in mortgages or other receivables. | <input type="checkbox"/> MRI |
| Y. Broker or dealer involved in a networking, kiosk or similar arrangement with a: | |
| 1. bank, savings bank or association, or credit union. | <input type="checkbox"/> BNA |
| 2. insurance company or agency | <input type="checkbox"/> INA |
| Z. Other (<i>give details on Schedule D, Page 1, Section II, Other Business</i>) | <input checked="" type="checkbox"/> OTH |

- | | | |
|--|-----------------------|----------------------------------|
| 13. A. Does <i>applicant</i> effect transactions in commodity futures, commodities or commodity options as a broker for others or as a dealer for its own account? | YES | NO |
| | <input type="radio"/> | <input checked="" type="radio"/> |
| B. Does <i>applicant</i> engage in any other non-securities business? | <input type="radio"/> | <input checked="" type="radio"/> |
| <i>If "yes", describe each other business briefly on Schedule D, Page 1, Section II, Other Business.</i> | | |

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)
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	Y	N	5435460
QUALL, JOEL CARL	I	FINOP, CFO, PFO	11/2019	NA	Y	N	5064884
TZERO BROKER SERVICES, LLC	DE	MEMBER	02/2020	E	Y	N	84-4457763

VLASTAKIS, ALEX | I | PRESIDENT | 04/2019 | NA | Y | N | 4141268

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)
MEDICI VENTURES, L.P.	DE	TZERO GROUP, INC.	SHAREHOLDER	01/2016	C	Y	N	81-3820993
OVERSTOCK.COM	DE	MEDICI VENTURES, L.P.	LIMITED PARTNER	04/2021	E	N	Y	87-0634302
OVERSTOCK.COM	DE	TZERO GROUP, INC	SHAREHOLDER	02/2021	C	Y	Y	87-0634302
PELION MV GP, LLC	DE	MEDICI VENTURES, L.P.	GENERAL PARTNER	04/2021	F	Y	N	86-3550875
TZERO GROUP, INC	DE	TZERO BROKER SERVICES, LLC	MEMBER	02/2020	E	Y	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.	Title or Status	Date Acquired	Own. Code	Control Person	PR	CRD # (or SSN, IRS Tax #, Emp. ID)
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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)
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No Information Filed

BD - OTHER BUSINESS NAMES

No Information Filed

BD - OTHER BUSINESS

Briefly describe any other business (Item 12Z).

*OPERATION OF ALTERNATIVE TRADING SYSTEMS, INCLUDING ELECTRONIC COMMUNICATIONS NETWORKS; *ON-LINE TRADING / ELECTRONIC TRADING; *SELF CLEARANCE AND SETTLEMENT AND FULLY DISCLOSED CORRESPONDENT CLEARING FOR AFFILIATES; *FACILITATE THE TRADING OF DIGITAL ASSET SECURITIES ON ITS ALTERNATIVE TRADING SYSTEM IN ACCORDANCE WITH THE THREE-STEP PROCESS AS DESCRIBED IN THE NO-ACTION LETTER ISSUED TO FINRA ON SEPTEMBER 25, 2020 BY THE SEC

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

BD - SUCCESSIONS

Date of Succession: MM/DD/YYYY 11/21/2019	Name of Predecessor: PRO SECURITIES, LLC	
Firm CRD Number 123421	IRS Employer Identification Number (if any) 35-2178849	SEC File Number (if any) 8- 65585

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

THE SUCCESSOR WILL ASSUME ALL ASSETS AND LIABILITIES OF THE PREDECESSOR AND THERE WILL BE NO CHANGE IN OWNERSHIP OR CONTROL.

BD - ARRANGEMENTS / CONTROL PERSONS / FINANCING

(check one) ☐ Item 7 ☒ Item 8A ☐ Item 8B ☐ Item 8C ☐ Item 9A ☐ Item 9B

Applicant must complete a separate Schedule D Page 1, Arrangement Detail for each affirmative response in this section including any multiple responses to any item. Complete the "Effective Date" box with Month, Day and Year that the arrangement or agreement became effective. When reporting a change or termination of an arrangement or agreement, enter the effective date of the change.

Organization/Individual Name: GLOBAL RELAY	CRD Number:	<input checked="" type="radio"/> Entity <input type="radio"/> Individual
Business Address		
Street 1: 220 CAMBIE STREET, 2ND FLOOR	Street 2:	
City: VANCOUVER	State:	Country: BC
Effective Date MM/DD/YYYY 09/18/2020	Termination Date MM/DD/YYYY	Zip/Postal Code: V682M9

Briefly describe the nature of reference or arrangement (ITEM 7 or ITEM 8); the nature of the control or agreement (ITEM 9A); or the method and amount of financing (ITEM 9B)

THIRD PARTY ELECTRONIC COMMUNICATIONS STORAGE PURSUANT TO SEC 17A-3 AND 17A-4

(check one) ☐ Item 7 ☒ Item 8A ☐ Item 8B ☐ Item 8C ☐ Item 9A ☐ Item 9B

Applicant must complete a separate Schedule D Page 1, Arrangement Detail for each affirmative response in this section including any multiple responses to any item. Complete the "Effective Date" box with Month, Day and Year that the arrangement or agreement became effective. When reporting a change or termination of an arrangement or agreement, enter the effective date of the change.

Organization/Individual Name: COMPLIANCE SCIENCE, INC	CRD Number:	<input checked="" type="radio"/> Entity
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☐ Individual

Business Address

Street 1:
136 MADISON AVENUE

Street 2:

City:
NEW YORK

State:
New York

Country:
UNITED STATES

Zip/Postal Code:
10016

Effective Date MM/DD/YYYY
03/09/2022

Termination Date MM/DD/YYYY

Briefly describe the nature of reference or arrangement (ITEM 7 or ITEM 8); the nature of the *control* or agreement (ITEM 9A); or the method and amount of financing (ITEM 9B)

COMPLIANCE SCIENCE PROVIDES 3RD PARTY SERVICES INCLUDING MONITORING EMPLOYEES OUTSIDE TRADING ACTIVITY, AND METHODS TO TRACK OUTSIDE BUSINESS ACTIVITY REQUESTS, APPROVALS AND CHANGES.

BD - AFFILIATES

Business

The details supplied relate to:

Partnership, Corporation, or Organization Name
SPEEDROUTE LLC

CRD Number (if any)
104138

The Partnership, Corporation, or Organization

☐ *controls applicant*

☐ *is controlled by applicant*

☒ *is under common control with applicant*

Business Address

Street 1
525 WASHINGTON BLVD

Street 2
SUITE 300

City
JERSEY CITY

State
New Jersey

Country
USA

Zip/Postal Code
07310

Effective Date (MM/DD/YYYY)
04/15/2013

Termination Date (MM/DD/YYYY)

Is Partnership, Corporation or Organization a foreign entity?

If Yes, provide country of domicile or incorporation

☐ Yes ☒ No

Activities of this Partnership, Corporation, or Organization:

Securities Activities ☒ Yes ☐ No

Investment Advisory Activities ☐ Yes ☒ No

Briefly describe the *control* relationship

TZERO ATS (FORMERLY PRO SECURITIES LLC) AND SPEEDROUTE LLC ARE JOINTLY OWNED BY MEDICI VENTURES, L.P.

Business

The details supplied relate to:

Partnership, Corporation, or Organization Name
TZERO DIGITAL ASSET SECURITIES, LLC

CRD Number (if any)
316189

The Partnership, Corporation, or Organization

☐ *controls applicant*

☐ *is controlled by applicant*

☒ *is under common control with applicant*

Business Address

Street 1
525 WASHINGTON BLVD

Street 2
SUITE 300

City
JERSEY CITY

State
New Jersey

Country
USA

Zip/Postal Code
07310

Effective Date (MM/DD/YYYY)
05/20/2022

Termination Date (MM/DD/YYYY)

Is Partnership, Corporation or Organization a foreign entity?

If Yes, provide country of domicile or incorporation

☐ Yes ☒ No

Activities of this Partnership, Corporation, or Organization:

Securities Activities ☒ Yes ☐ No

Investment Advisory Activities ☐ Yes ☒ No

Briefly describe the *control* relationship

TZERO ATS AND TZERO DIGITAL ASSET SECURITIES, LLC SHARE A COMMON OWNER, TZERO BROKER SERVICES, LLC

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

☐ *controls applicant*

☐ *is controlled by applicant*

☒ *is under common control with applicant*

Business Address

Street 1
101 ARCH ST

Street 2

City
BOSTON

State
Massachusetts

Country
USA

Zip/Postal Code
02110

Effective Date (MM/DD/YYYY)
01/28/2022

Termination Date (MM/DD/YYYY)
04/03/2023

Is Partnership, Corporation or Organization a foreign entity?

If Yes, provide country of domicile or incorporation

☐ Yes ☒ No

Activities of this Partnership, Corporation, or Organization:

Securities Activities ☒ Yes ☐ No

Investment Advisory Activities ☐ Yes ☒ No

Briefly describe the *control* relationship

Business

The details supplied relate to:

Partnership, Corporation, or Organization Name
TZERO MARKETS**CRD Number (if any)**
304537**The Partnership, Corporation, or Organization**☐ **controls applicant**☐ **is controlled by applicant**☒ **is under common control with applicant****Business Address****Street 1**

525 WASHINGTON BLVD

Street 2**City**

JERSEY CITY

State

New Jersey

Country

UNITED STATES

Zip/Postal Code

07310

Effective Date (MM/DD/YYYY)

09/04/2020

Termination Date (MM/DD/YYYY)**Is Partnership, Corporation or Organization a foreign entity?****If Yes, provide country of domicile or incorporation**☐ **Yes** ☒ **No****Activities of this Partnership, Corporation, or Organization:****Securities Activities**☒ **Yes** ☐ **No****Investment Advisory Activities**☐ **Yes** ☒ **No****Briefly describe the control relationship**

TZERO ATS AND TZERO MARKETS, LLC SHARE A COMMON OWNER, 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 ☐ **INITIAL 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)**☐ **11D(4)**☐ **11E(3)**☐ **11C(2)**☐ **11D(1)**☐ **11D(5)**☐ **11E(4)**☐ **11C(3)**☐ **11D(2)**☐ **11E(1)**☐ **11F**☐ **11C(4)**☐ **11D(3)**☒ **11E(2)**☐ **11G**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	Y

☐ **This DRP should be removed from the BD record because the control affiliate(s) are no longer associated with the BD.**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****NOTE:** The completion of this form does not relieve the *control affiliate* of its obligation to update its CRD records.

PART II

1. Regulatory Action initiated by:

☒ **SEC** ☐ **Other Federal** ☐ **State** ☐ **SRO** ☐ **Foreign**(Full name of regulator, *foreign financial regulatory authority*, federal, state, or SRO)

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 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 ? ☐ Pending ☐ On Appeal ☐ Final
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):
☐ Exact ☐ Explanation
If not exact, provide explanation:

12. Resolution Detail:

A. Were any of the following Sanctions Ordered? (Check all appropriate items):

- ☐ Monetary/Fine
☐ Revocation/Expulsion/Denial
☐ Censure
☐ Bar

Amount: \$

- ☐ Disgorgement/Restitution
☐ Cease and Desist/Injunction
☐ 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.)

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;

Check item(s) being responded to:

Regulatory Action

- | | | | |
|--|--|---------------------------------|---------------------------------|
| <input type="checkbox"/> 11C(1) | <input checked="" type="checkbox"/> 11C(5) | <input type="checkbox"/> 11D(4) | <input type="checkbox"/> 11E(3) |
| <input checked="" type="checkbox"/> 11C(2) | <input type="checkbox"/> 11D(1) | <input type="checkbox"/> 11D(5) | <input type="checkbox"/> 11E(4) |
| <input type="checkbox"/> 11C(3) | <input type="checkbox"/> 11D(2) | <input type="checkbox"/> 11E(1) | <input type="checkbox"/> 11F |
| <input checked="" type="checkbox"/> 11C(4) | <input type="checkbox"/> 11D(3) | <input type="checkbox"/> 11E(2) | <input type="checkbox"/> 11G |

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.

☐ This DRP should be removed from the BD record because the *control affiliate(s)* are no longer associated with the BD.

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

NOTE: The completion of this form does not relieve the *control affiliate* of its obligation to update its CRD records.

PART II

1. Regulatory Action initiated by:
☒ SEC ☐ Other Federal ☐ State ☐ SRO ☐ Foreign
(Full name of regulator, *foreign financial regulatory authority*, federal, state, or SRO)
THE SECURITIES AND EXCHANGE COMMISSION
2. Principal Sanction:
Cease and Desist

Other Sanctions:
CENSURE MONETARY FINE \$800,000.00

3. Date Initiated (MM/DD/YYYY):
01/10/2022 ☒ **Exact** ☐ **Explanation**
If not exact, provide explanation:
4. Docket/Case Number:
FILE NO. 3-20699
5. *Control Affiliate* Employing Firm when activity occurred which led to the regulatory action (if applicable):
6. Principal Product Type:
Equity - OTC
Other Product Types:
7. Describe the allegations related to this regulatory action. (The information must fit within the space provided.)
THE RESPONDENT VIOLATED RULES 301(B)(2) AND (5) OF REGULATION ATS, PROMULGATED UNDER THE EXCHANGE ACT.
8. Current status ? ☐ **Pending** ☐ **On Appeal** ☒ **Final**
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:
Decision & Order of Offer of Settlement
11. Resolution Date (MM/DD/YYYY):
01/10/2022 ☒ **Exact** ☐ **Explanation**
If not exact, provide explanation:
12. **Resolution Detail:**
- A. Were any of the following Sanctions Ordered? (Check all appropriate items):
- | | |
|---|--|
| <input checked="" type="checkbox"/> Monetary/Fine | Amount: \$ 800,000.00 |
| <input type="checkbox"/> Revocation/Expulsion/Denial | <input type="checkbox"/> Disgorgement/Restitution |
| <input checked="" type="checkbox"/> Censure | <input checked="" type="checkbox"/> Cease and Desist/Injunction |
| <input type="checkbox"/> Bar | <input type="checkbox"/> Suspension |
- 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 ATS, PROMULGATED UNDER THE EXCHANGE ACT. THE FIRM ORDERED TO PAY A CIVIL MONEY PENALTY IN THE AMOUNT OF \$800,000
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.)
WITHOUT ADMITTING OR DENYING THE FINDINGS THE FIRM CONSENTED TO THE SANCTIONS AND TO ENTRY OF THE FINDINGS THAT THE FIRM VIOLATED RULES 301(B)(2) AND (5) OF REGULATION ATS, PROMULGATED UNDER THE EXCHANGE ACT. THE RESPONDENT IS ORDERED TO PAY A CIVIL MONEY PENALTY IN THE AMOUNT OF \$800,000

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;

Check item(s) being responded to:

Regulatory Action			
<input type="checkbox"/> 11C(1)	<input type="checkbox"/> 11C(5)	<input type="checkbox"/> 11D(4)	<input checked="" type="checkbox"/> 11E(3)
<input type="checkbox"/> 11C(2)	<input type="checkbox"/> 11D(1)	<input type="checkbox"/> 11D(5)	<input type="checkbox"/> 11E(4)
<input type="checkbox"/> 11C(3)	<input type="checkbox"/> 11D(2)	<input type="checkbox"/> 11E(1)	<input type="checkbox"/> 11F
<input type="checkbox"/> 11C(4)	<input type="checkbox"/> 11D(3)	<input checked="" type="checkbox"/> 11E(2)	<input type="checkbox"/> 11G

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	Y

☐ **This DRP should be removed from the BD record because the *control affiliate(s)* are no longer associated with the BD.**

- 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

NOTE: The completion of this form does not relieve the *control affiliate* of its obligation to update its CRD records.

PART II

1. Regulatory Action initiated by:

☒ SEC ☐ Other Federal ☐ State ☐ SRO ☐ Foreign

(Full name of regulator, foreign financial regulatory authority, federal, state, or SRO)
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 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 ? ☐ Pending ☐ On Appeal ☐ Final
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):

☐ Exact ☐ Explanation

If not exact, provide explanation:
12. Resolution Detail:

A. Were any of the following Sanctions Ordered? (Check all appropriate items):

☐ Monetary/Fine

☐ Revocation/Expulsion/Denial

☐ Censure

☐ Bar

Amount: \$

☐ Disgorgement/Restitution

☐ Cease and Desist/Injunction

☐ 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.)
- 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

FORM BD
UNIFORM APPLICATION FOR BROKER-DEALER REGISTRATION

Primary Business Name: TZERO SECURITIES, LLC

BD Number: 123421

BD - AMENDMENT

04/12/2024

BD - APPLICANT INFORMATION

OMB Number3235-0012

Expires.....
Estimated average burden hours per:
Response.....2.75
Amendment.....0.33

WARNING: Failure to keep this form current and to file accurate supplementary information on a timely basis, or the failure to keep accurate books and records or otherwise to comply with the provisions of law applying to the conduct of business as a broker-dealer would violate the Federal securities laws and the laws of the *jurisdictions* and may result in disciplinary, administrative, injunctive or criminal action.

INTENTIONAL MISSTATEMENTS OR OMISSIONS OF FACTS MAY CONSTITUTE CRIMINAL VIOLATIONS.

☐ APPLICATION ☒ AMENDMENT

1. Exact name, principal business address, mailing address, if different, and telephone number of *applicant*:

A. **Full name of *applicant***(if sole proprietor, state last, first and middle name):
TZERO SECURITIES, LLC

B. **IRS Empl. Ident. No.:**
35-2178849

C. (1) Name under which broker-dealer business primarily is conducted, if different from Item 1A.
TZERO SECURITIES, LLC

(2) List on Schedule D, Page 1, Section I, Other Business Names any other name by which the firm conducts business and where it is used.

D. If this filing makes a name change on behalf of the *applicant*, enter the new name and specify whether the name change is of the
☐ ***applicant* name (1A)** or ☐ **business name (1C):**
Please check above.

E. **Firm main address: (Do not use a P.O. Box)**

Number and Street 1:
30 MONTGOMERY STREET
City:
JERSEY CITY

State:
New Jersey

Number and Street 2:
SUITE 330
Country:
USA

Zip/Postal Code:
07302

F. **Mailing Address, if different:**

Number and Street 1:
30 MONTGOMERY STREET
City:
JERSEY CITY

State:
New Jersey

Number and Street 2:
SUITE 330
Country:
USA

Zip/Postal Code:
07302

G. **Business Telephone Number:**
917-359-9168

H. **Contact Employee:**

Name:
ALEX VLASTAKIS

Title:
PRESIDENT

Telephone Number:
347 482 2230

BD - EXECUTION

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* further represent that to the extent any information previously submitted is not amended such information is currently accurate and complete.

Date MM/DD/YYYY
04/12/2024

Name of Applicant
TZERO SECURITIES, LLC

Authorized Signatory
OLGA ONISHCHUK

Title
CCO

Subscribed and sworn before me this _____ day of _____, _____ by
Year

Notary Public

My commission expires _____ County of _____ State of _____

BD - SECURITIES AND EXCHANGE COMMISSION

2. Indicate by checking the appropriate box(es) each governmental authority, organization, or *jurisdiction* in which the *applicant* is registered or registering as a broker-dealer. ☒

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

YES NO

- If applicant answers "yes" to Items 2A and 2D, applicant expressly consents to the withdrawal of its registration as a government securities broker or dealer under Section 15C of the Securities Exchange Act of 1934. See "Instructions."*

(Note: The field below is reserved exclusively for the reporting of single 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.)

- ☒ FINRA
☐ BOX
☐ BX
☐ CBOE
☐ CBOE BYX
☐ CBOE BZX
☐ CBOE C2
☐ CBOE EDGA
☐ CBOE EDGX
☐ IEX
☐ ISE
☐ ISE GEMX
☐ ISE MRX
☐ LTSE
☐ MEMX
☐ MIAX OPTIONS
☐ NQX
☐ NYSE
☐ NYSE-AMER
☐ NYSE-ARCA
☐ NYSE-CHI
☐ NYSE-NAT
☐ NqLX
☐ PHLX
☐ MIAX PEARL
☐ MIAX FMFRAI

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

3. A. Indicate legal status of *applicant*:
- ☐ Corporation ☐ Sole Proprietorship ☐ Other (*specify*)
- ☐ Partnership ☒ 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:
Delaware | Country of formation:
USA | Date of formation: MM/DD/YYYY
08/21/2002 |
|--|-------------------------------------|--|
- 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.*

Zip/Postal Code:

5. 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.*

6. Does *applicant* hold or maintain any funds or securities or provide clearing services for any other broker or dealer? ☒ ☐

7. Does *applicant* refer or introduce customers to any other broker or dealer? ☐ ☒

If "yes," complete appropriate items on Schedule D, Page 1, Section IV, Arrangement Detail.

8. Does *applicant* have any arrangement with any other *person*, firm, or organization under which:

A. any books or records of *applicant* are kept or maintained by such other *person*, firm or organization? ☐ YES ☐ NO

B. accounts, funds, or securities of the *applicant* are held or maintained by such other *person*, firm, or organization? ☐ YES ☐ NO

C. accounts, funds, or securities of customers of the *applicant* are held or maintained by such other *person*, firm, or organization? ☐ YES ☐ NO

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 *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? ☐ YES ☐ NO

B. wholly or partially finance the business of *applicant*? ☐ YES ☐ NO

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

YES NO

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? ☐ YES ☐ NO

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? ☐ YES ☐ NO

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 terms.

CRIMINAL DISCLOSURE

A. In the past ten years has the *applicant* or a *control affiliate*: ☐ YES ☐ NO

(1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign or military court to any *felony*? ☐ YES ☐ NO

(2) been *charged* with any *felony*? ☐ YES ☐ NO

B. In the past ten years has the *applicant* or a *control affiliate*: ☐ YES ☐ NO

(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? ☐ YES ☐ NO

(2) been *charged* with a *misdemeanor* specified in 11B(1)? ☐ YES ☐ NO

REGULATORY ACTION DISCLOSURE

C. Has the U.S. Securities and Exchange Commission or the Commodity Futures Trading Commission ever: ☐ YES ☐ NO

(1) *found* the *applicant* or a *control affiliate* to have made a false statement or omission? ☐ YES ☐ NO

(2) *found* the *applicant* or a *control affiliate* to have been *involved* in a violation of its regulations or statutes? ☐ YES ☐ NO

(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? ☐ YES ☐ NO

(4) entered an *order* against the *applicant* or a *control affiliate* in connection with an *investment-related* activity? ☐ YES ☐ NO

(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? ☐ YES ☐ NO

D. Has any other federal regulatory agency, any state regulatory agency, or *foreign financial regulatory authority*: ☐ YES ☐ NO

(1) ever *found* the *applicant* or a *control affiliate* to have made a false statement or omission or been dishonest, unfair, or unethical? ☐ YES ☐ NO

(2) ever *found* the *applicant* or a *control affiliate* to have been *involved* in a violation of *investment-related* regulations or statutes? ☐ YES ☐ NO

(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? ☐ YES ☐ NO

(4) in the past ten years, entered an *order* against the *applicant* or a *control affiliate* in connection with an *investment-related* activity? ☐ YES ☐ NO

(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? ☐ YES ☐ NO

E. Has any *self-regulatory organization* or commodities exchange ever: ☐ YES ☐ NO

(1) *found* the *applicant* or a *control affiliate* to have made a false statement or omission? ☐ YES ☐ NO

(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)? ☐ YES ☐ NO

(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? ☐ YES ☐ NO

(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? ☐ YES ☐ NO

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? ☐ YES ☐ NO

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? ☐ YES ☐ NO

CIVIL JUDICIAL ACTION DISCLOSURE

H. (1) Has any domestic or foreign court: ☐ YES ☐ NO

(a) in the past ten years, *enjoined* the *applicant* or a *control affiliate* in connection with any *investment-related* activity? ☐ YES ☐ NO

(b) ever *found* that the *applicant* or a *control affiliate* was *involved* in a violation of *investment-related* statutes or regulations? ☐ YES ☐ NO

(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*? ☐ YES ☐ NO

(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)? ☐ YES ☐ NO

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? YES ☐ NO ☒
- (2) has had a trustee appointed or a direct payment procedure initiated under the Securities Investor Protection Act? YES ☐ NO ☒
- J. Has a bonding company ever denied, paid out on, or revoked a bond for the *applicant*? YES ☐ NO ☒
- K. Does the *applicant* have any unsatisfied judgments or liens against it? YES ☐ NO ☒

BD - TYPES OF BUSINESS

12. 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 for) less than 1% of annual revenue from the securities or investment advisory business.

- A. Exchange member engaged in exchange commission business other than floor activities. ☐ EMC
- 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
- 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
- H. 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
- O. Broker or dealer selling oil and gas interests. ☐ OGI
- P. Put and call broker or dealer or option writer. ☐ PCB
- Q. Broker or dealer selling securities of only one issuer or associate issuers (other than mutual funds). ☐ BIA
- 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. ☐ 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. ☐ 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. ☐ BNA
2. insurance company or agency ☐ INA
- Z. Other (*give details on Schedule D, Page 1, Section II, Other Business*) ☒ OTH

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? YES ☐ NO ☒
- B. Does *applicant* engage in any other non-securities business? YES ☐ NO ☒
- 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	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	Y	N	5435460
TZERO BROKER SERVICES, LLC	DE	MEMBER	02/2020	E	Y	N	84-4457763

VLASTAKIS, ALEX | I | PRESIDENT | 04/2019 | NA | Y | N | 4141268

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)
MEDICI VENTURES, L.P.	DE	TZERO GROUP, INC.	SHAREHOLDER	01/2016	C	Y	N	81-3820993
OVERSTOCK.COM	DE	MEDICI VENTURES, L.P.	LIMITED PARTNER	04/2021	E	N	Y	87-0634302
OVERSTOCK.COM	DE	TZERO GROUP, INC	SHAREHOLDER	02/2021	C	Y	Y	87-0634302
PELION MV GP, LLC	DE	MEDICI VENTURES, L.P.	GENERAL PARTNER	04/2021	F	Y	N	86-3550875
TZERO GROUP, INC	DE	TZERO BROKER SERVICES, LLC	MEMBER	02/2020	E	Y	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.	Title or Status	Date Acquired	Own. Code	Control Person	PR	CRD # (or SSN, IRS Tax #, Emp. ID)
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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)
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No Information Filed

BD - OTHER BUSINESS NAMES

No Information Filed

BD - OTHER BUSINESS

Briefly describe any other business (Item 12Z).

*OPERATION OF ALTERNATIVE TRADING SYSTEMS, INCLUDING ELECTRONIC COMMUNICATIONS NETWORKS; *ON-LINE TRADING / ELECTRONIC TRADING; *UNDERWRITER OR SELLING GROUP PARTICIPANT (CANNOT ACT OR BE IDENTIFIED AS ACTING AS A MANAGER, CO-MANAGER, OR INITIAL PURCHASER IN A FIRM COMMITMENT UNDERWRITING) *SELF CLEARANCE AND SETTLEMENT AND FULLY DISCLOSED CORRESPONDENT CLEARING FOR AFFILIATES; *FACILITATE THE TRADING OF DIGITAL ASSET SECURITIES ON ITS ALTERNATI

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

BD - SUCCESSIONS

Date of Succession: MM/DD/YYYY 11/21/2019	Name of Predecessor: PRO SECURITIES, LLC	
Firm CRD Number 123421	IRS Employer Identification Number (if any) 35-2178849	SEC File Number (if any) 8- 65585

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

THE SUCCESSOR WILL ASSUME ALL ASSETS AND LIABILITIES OF THE PREDECESSOR AND THERE WILL BE NO CHANGE IN OWNERSHIP OR CONTROL.

BD - ARRANGEMENTS / CONTROL PERSONS / FINANCING

(check one) ☐ Item 7 ☒ Item 8A ☐ Item 8B ☐ Item 8C ☐ Item 9A ☐ Item 9B

Applicant must complete a separate Schedule D Page 1, Arrangement Detail for each affirmative response in this section including any multiple responses to any item. Complete the "Effective Date" box with Month, Day and Year that the arrangement or agreement became effective. When reporting a change or termination of an arrangement or agreement, enter the effective date of the change.

Organization/Individual Name: GLOBAL RELAY	CRD Number:	<input checked="" type="radio"/> Entity <input type="radio"/> Individual
Business Address		
Street 1: 220 CAMBIE STREET, 2ND FLOOR	Street 2:	
City: VANCOUVER	State:	Country: BC
Effective Date MM/DD/YYYY 09/18/2020	Termination Date MM/DD/YYYY	Zip/Postal Code: V682M9

Briefly describe the nature of reference or arrangement (ITEM 7 or ITEM 8); the nature of the control or agreement (ITEM 9A); or the method and amount of financing (ITEM 9B)

THIRD PARTY ELECTRONIC COMMUNICATIONS STORAGE PURSUANT TO SEC 17A-3 AND 17A-4

(check one) ☐ Item 7 ☒ Item 8A ☐ Item 8B ☐ Item 8C ☐ Item 9A ☐ Item 9B

Applicant must complete a separate Schedule D Page 1, Arrangement Detail for each affirmative response in this section including any multiple responses to any item. Complete the "Effective Date" box with Month, Day and Year that the arrangement or agreement became effective. When reporting a change or termination of an arrangement or agreement, enter the effective date of the change.

Organization/Individual Name: COMPLIANCE SCIENCE, INC	CRD Number:	<input checked="" type="radio"/> Entity
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☐ Individual

Business Address

Street 1:
136 MADISON AVENUE

Street 2:

City:
NEW YORK

State:
New York

Country:
UNITED STATES

Zip/Postal Code:
10016

Effective Date MM/DD/YYYY
03/09/2022

Termination Date MM/DD/YYYY

Briefly describe the nature of reference or arrangement (ITEM 7 or ITEM 8); the nature of the *control* or agreement (ITEM 9A); or the method and amount of financing (ITEM 9B)

COMPLIANCE SCIENCE PROVIDES 3RD PARTY SERVICES INCLUDING MONITORING EMPLOYEES OUTSIDE TRADING ACTIVITY, AND METHODS TO TRACK OUTSIDE BUSINESS ACTIVITY REQUESTS, APPROVALS AND CHANGES.

BD - AFFILIATES

Business

The details supplied relate to:

Partnership, Corporation, or Organization Name
SPEEDROUTE LLC

CRD Number (if any)
104138

The Partnership, Corporation, or Organization

☐ *controls applicant*

☐ *is controlled by applicant*

☒ *is under common control with applicant*

Business Address

Street 1
525 WASHINGTON BLVD

Street 2
SUITE 300

City
JERSEY CITY

State
New Jersey

Country
USA

Zip/Postal Code
07310

Effective Date (MM/DD/YYYY)
04/15/2013

Termination Date (MM/DD/YYYY)

Is Partnership, Corporation or Organization a foreign entity?

If Yes, provide country of domicile or incorporation

☐ Yes ☒ No

Activities of this Partnership, Corporation, or Organization:

Securities Activities ☒ Yes ☐ No

Investment Advisory Activities ☐ Yes ☒ No

Briefly describe the *control* relationship

TZERO SECURITIES (FORMERLY TZERO ATS, FORMERLY PRO SECURITIES LLC) AND SPEEDROUTE LLC ARE JOINTLY OWNED BY MEDICI VENTURES, L.P.

Business

The details supplied relate to:

Partnership, Corporation, or Organization Name
TZERO DIGITAL ASSET SECURITIES, LLC

CRD Number (if any)
316189

The Partnership, Corporation, or Organization

☐ *controls applicant*

☐ *is controlled by applicant*

☒ *is under common control with applicant*

Business Address

Street 1
525 WASHINGTON BLVD

Street 2
SUITE 300

City
JERSEY CITY

State
New Jersey

Country
USA

Zip/Postal Code
07310

Effective Date (MM/DD/YYYY)
05/20/2022

Termination Date (MM/DD/YYYY)

Is Partnership, Corporation or Organization a foreign entity?

If Yes, provide country of domicile or incorporation

☐ Yes ☒ No

Activities of this Partnership, Corporation, or Organization:

Securities Activities ☒ Yes ☐ No

Investment Advisory Activities ☐ Yes ☒ No

Briefly describe the *control* relationship

TZERO SECURITIES (FROMERLY TZERO ATS) AND TZERO DIGITAL ASSET SECURITIES, LLC SHARE A COMMON OWNER, TZERO BROKER SERVICES, LLC

Business

The details supplied relate to:

Partnership, Corporation, or Organization Name
TZERO MARKETS

CRD Number (if any)
304537

The Partnership, Corporation, or Organization

☐ *controls applicant*

☐ *is controlled by applicant*

☒ *is under common control with applicant*

Business Address

Street 1
525 WASHINGTON BLVD

Street 2

City
JERSEY CITY

State
New Jersey

Country
UNITED STATES

Zip/Postal Code
07310

Effective Date (MM/DD/YYYY)
09/04/2020

Termination Date (MM/DD/YYYY)

Is Partnership, Corporation or Organization a foreign entity?

If Yes, provide country of domicile or incorporation

☐ Yes ☒ No

Activities of this Partnership, Corporation, or Organization:

Securities Activities ☒ Yes ☐ No

Investment Advisory Activities ☐ Yes ☒ No

Briefly describe the *control* relationship

BD - BRANCHES
No Information Filed

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

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;

Check item(s) being responded to:

Regulatory Action			
<input type="checkbox"/> 11C(1)	<input type="checkbox"/> 11C(5)	<input type="checkbox"/> 11D(4)	<input type="checkbox"/> 11E(3)
<input type="checkbox"/> 11C(2)	<input type="checkbox"/> 11D(1)	<input type="checkbox"/> 11D(5)	<input type="checkbox"/> 11E(4)
<input type="checkbox"/> 11C(3)	<input type="checkbox"/> 11D(2)	<input type="checkbox"/> 11E(1)	<input type="checkbox"/> 11F
<input type="checkbox"/> 11C(4)	<input type="checkbox"/> 11D(3)	<input checked="" type="checkbox"/> 11E(2)	<input type="checkbox"/> 11G

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	Y

☐ **This DRP should be removed from the BD record because the control affiliate(s) are no longer associated with the BD.**

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**

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:
☐ **SEC** ☐ **Other Federal** ☐ **State** ☐ **SRO** ☐ **Foreign**
 (Full name of regulator, *foreign financial regulatory authority*, federal, state, or SRO)
- 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 led to the regulatory action (if applicable):
- Principal Product Type:
 Other Product Types:
- Describe the allegations related to this regulatory action. (The information must fit within the space provided.)
- Current status ? ☐ **Pending** ☐ **On Appeal** ☐ **Final**
- 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.

- How was matter resolved:
- Resolution Date (MM/DD/YYYY):
☐ **Exact** ☐ **Explanation**

If not exact, provide explanation:

12. Resolution Detail:

A. Were any of the following Sanctions Ordered? (Check all appropriate items):

- ☐ Monetary/Fine
☐ Revocation/Expulsion/Denial
☐ Censure
☐ Bar

Amount: \$

- ☐ Disgorgement/Restitution
☐ Cease and Desist/Injunction
☐ 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.)

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;

Check item(s) being responded to:

Regulatory Action

- | | | | |
|--|--|---------------------------------|---------------------------------|
| <input type="checkbox"/> 11C(1) | <input checked="" type="checkbox"/> 11C(5) | <input type="checkbox"/> 11D(4) | <input type="checkbox"/> 11E(3) |
| <input checked="" type="checkbox"/> 11C(2) | <input type="checkbox"/> 11D(1) | <input type="checkbox"/> 11D(5) | <input type="checkbox"/> 11E(4) |
| <input type="checkbox"/> 11C(3) | <input type="checkbox"/> 11D(2) | <input type="checkbox"/> 11E(1) | <input type="checkbox"/> 11F |
| <input checked="" type="checkbox"/> 11C(4) | <input type="checkbox"/> 11D(3) | <input type="checkbox"/> 11E(2) | <input type="checkbox"/> 11G |

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.

☐ This DRP should be removed from the BD record because the *control affiliate(s)* are no longer associated with the BD.

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

NOTE: The completion of this form does not relieve the *control affiliate* of its obligation to update its CRD records.

PART II

1. Regulatory Action initiated by:

☒ SEC ☐ Other Federal ☐ State ☐ SRO ☐ Foreign

(Full name of regulator, *foreign financial regulatory authority*, federal, state, or SRO)
THE SECURITIES AND EXCHANGE COMMISSION

2. Principal Sanction:

Cease and Desist

Other Sanctions:

CENSURE MONETARY FINE \$800,000.00

3. Date Initiated (MM/DD/YYYY):

01/10/2022 ☒ Exact ☐ Explanation

If not exact, provide explanation:

4. Docket/Case Number:

FILE NO. 3-20699

5. Control Affiliate Employing Firm when activity occurred which led to the regulatory action (if applicable):

6. Principal Product Type:

Equity - OTC

Other Product Types:

7. Describe the allegations related to this regulatory action. (The information must fit within the space provided.)

THE RESPONDENT VIOLATED RULES 301(B)(2) AND (5) OF REGULATION ATS, PROMULGATED UNDER THE EXCHANGE ACT.

8. Current status ? ☐ Pending ☐ On Appeal ☒ Final

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:
Decision & Order of Offer of Settlement
11. Resolution Date (MM/DD/YYYY):
01/10/2022 ☒ Exact ☐ Explanation
If not exact, provide explanation:

12. Resolution Detail:

A. Were any of the following Sanctions Ordered? (Check all appropriate items):

☒ Monetary/Fine

☐ Revocation/Expulsion/Denial

☒ Censure

☐ Bar

Amount: \$ 800,000.00

☐ Disgorgement/Restitution

☒ Cease and Desist/Injunction

☐ Suspension

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 ATS, PROMULGATED UNDER THE EXCHANGE ACT. THE FIRM ORDERED TO PAY A CIVIL MONEY PENALTY IN THE AMOUNT OF \$800,000

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.) WITHOUT ADMITTING OR DENYING THE FINDINGS THE FIRM CONSENTED TO THE SANCTIONS AND TO ENTRY OF THE FINDINGS THAT THE FIRM VIOLATED RULES 301(B)(2) AND (5) OF REGULATION ATS, PROMULGATED UNDER THE EXCHANGE ACT. THE RESPONDENT IS ORDERED TO PAY A CIVIL MONEY PENALTY IN THE AMOUNT OF \$800,000

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;

Check item(s) being responded to:

Regulatory Action

☐ 11C(1)

☐ 11C(5)

☐ 11D(4)

☒ 11E(3)

☐ 11C(2)

☐ 11D(1)

☐ 11D(5)

☐ 11E(4)

☐ 11C(3)

☐ 11D(2)

☐ 11E(1)

☐ 11F

☐ 11C(4)

☐ 11D(3)

☒ 11E(2)

☐ 11G

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	Y

☐ This DRP should be removed from the BD record because the *control affiliate(s)* are no longer associated with the BD.

- 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

NOTE: The completion of this form does not relieve the *control affiliate* of its obligation to update its CRD records.

PART II

1. Regulatory Action initiated by:

☒ SEC ☐ Other Federal ☐ State ☐ SRO ☐ Foreign

(Full name of regulator, foreign financial regulatory authority, federal, state, or SRO)

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 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 ? ☐ Pending ☐ On Appeal ☐ Final
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):
☐ Exact ☐ Explanation
If not exact, provide explanation:

12. Resolution Detail:
A. Were any of the following Sanctions Ordered? (Check all appropriate items):

☐ Monetary/Fine
☐ Revocation/Expulsion/Denial
☐ Censure
☐ Bar

Amount: \$
☐ Disgorgement/Restitution
☐ Cease and Desist/Injunction
☐ 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.)

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