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FORM ADV-W (Paper Version)

NOTICE OF WITHDRAWAL FROM REGISTRATION AS AN INVESTMENT ADVISER

Instructions for Form ADV-W

NOTE: Unless the context clearly indicates otherwise, all terms used in the Form have the same meaning as in the Investment Advisers Act of 1940 and in the General Rules and Regulations of the Commission thereunder (17 Code of Federal Regulations 275).

1. We would like to withdraw from registration as an investment adviser. What do we need to do?

You must determine whether you are filing for partial withdrawal or full withdrawal.

A partial withdrawal is when you are withdrawing from investment adviser registration with some, but not all, of the jurisdictions where you are registered (or have an application for registration pending). For example, you would file for partial withdrawal if you are switching from state registration to SEC registration (or vice versa). Similarly, you would file for partial withdrawal if you are a state-registered adviser and are withdrawing from some, but not all, of the states with which you are registered (or have an application for registration pending).

A full withdrawal is when you are withdrawing from all of the jurisdictions with which you are registered (or have an application pending).

If you are filing for partial withdrawal and switching from SEC to state registration, you must complete the Status Section, Items 1A through 1D, and the Execution Section. You do not need to complete Items 1E through 8 of Form ADV-W.

If you are filing for partial withdrawal and switching from state to SEC registration, you must complete the entire Form ADV-W.

If you are registered only with the *state securities authorities* and withdrawing from some, but not all, of the states where you are registered, you must complete the entire Form ADV-W.

If you are filing for full withdrawal, you must complete the entire Form ADV-W.

2. We are going out of business. Does this change how we would answer particular questions on the Form ADV-W?

Yes. The purpose of Item 1D is so that we can contact you if the Form ADV-W is deficient or if we have questions. If you are going out of business, make sure you list in Item 1D an address and phone number at which we can reach the contact *employee*.

3. I am a state registered adviser filing for partial withdrawal. How do I complete Item 2?

If you are a state registered adviser ceasing advisory business in any of the jurisdictions from which you are withdrawing, check "yes." On the next line, provide the date on which you are ceasing advisory business in these jurisdictions (however, if you cease conducting advisory business on different dates in different jurisdictions, you must complete a separate Form ADV-W for each different date). The date you provide in this blank must be on or before the date you file Form ADV-W. Then, provide the reasons you are filing for withdrawal (regardless of whether you are filing for partial or complete withdrawal).

You are permitted to "post-date" the Form ADV-W to December 31 anytime between November 1 and December 31. You are permitted to enter a cease date of December 31 to avoid being charged state renewal fees in jurisdictions from which you are withdrawing (during the last part of December each year the IARD suspends filing operations for several days to process renewals of state registrations and state *notice filings*; and you are unable to submit any filings during that time). However, you cannot enter any date other than December 31, and you can only enter a December 31 cease date after November 1.

4. I have completed Form ADV-W and filed it with the SEC. When will it become effective?

Your Form ADV-W will become effective when it is filed with the SEC. However, your Form ADV-W will not be deemed “filed” until the SEC receives it and determines that it is not deficient. The effective date of a Form ADV-W filed with the *state securities authorities* may be different.

5. How should I file my Form ADV-W?

You are required to file Form ADV-W electronically on the IARD.

In the event you are unable to submit an electronic filing, you must apply for a temporary or continuing hardship exemption pursuant to rule 203-3. If you can rely on a temporary or continuing hardship exemption, you must mail one manually signed Form ADV-W and one copy to: IARD Document Processing, NASD, P.O. Box 9495, Gaithersburg, MD 20898-9495.

Whether you file on the IARD or are permitted to submit paper filings, you must preserve in your records a copy of the Form ADV-W that you file with the SEC.

6. What are the Schedules to Form ADV-W?

Form ADV-W contains two Schedules, Schedule W1 and W2. Your answers to Form ADV-W will determine whether you are required to complete both Schedules, or only Schedule W1.

Schedule W1 is a “continuation page” for Item 5 and a “response page” for Item 8. The names of individuals listed on Schedule W1 must be given in full. If you have assigned advisory contracts to another *person* (as indicated on Item 5 of Form ADV-W), you must complete Section 5 of Schedule W1. If you are filing for full withdrawal or you are a state-registered investment adviser, you must provide the name of each *person* who has or will have custody or possession of your books and records, and each location where the records are or will be kept (Item 8). You may have to complete multiple Schedule W1s, depending on the number of *persons* who have or will have custody or possession of your books and records and/or the number of locations where your records are or will be kept. Instruction number seven, below, provides several examples that should help you properly respond to Item 8 to Form ADV-W.

Schedule W2 requires basic financial information relating to your investment advisory business. If you check “yes” to Items 3, 4, or 6, you are required to complete Schedule W2.

7. Questions about Item 8. The following examples are intended to assist you in completing Section 8 of Schedule W1 for any *persons* who have or will have custody of your books and records, and the location(s) at which those records are or will be kept.

- a. After I withdraw from registration, two *persons* (*Persons A* and *B*) will have custody of my books and records, but my books and records will be kept at a single location. How should I complete the Schedule W1?

You would complete two Schedules W1. The first would list *Person A*, and the location at which your books and records will be kept. You would complete a second Schedule W1 that would list *Person B*, and would list (again) the location at which your books and records will be kept.

- b. After I withdraw from registration, only one *person* will have custody of my books and records, but they will be kept at three locations (Locations X, Y and Z). How should I complete the Schedule W1?

You would complete three Schedules W1. The first would list the *person* that will have custody of your books and records, and Location X. The second Schedule W1 would list (again) the *person* that has or will have custody of your books and records, and Location Y. The third Schedule W1 would list (again) the *person* that has or will have custody of your books and records, and Location Z.

- c. After I withdraw from registration, two people (*Persons A and B*) will have custody of my books and records, and my books and records will be kept at two locations (Locations Y and Z). Each *person* would have custody of the books and records that are kept at both locations. How should I complete the Schedule W1?

You would complete four Schedules W1. The first would list *Person A* and Location Y. The second Schedule W1 would list (again) *Person A*, and would list Location Z. The third Schedule W1 would list *Person B* and Location Y, and the fourth Schedule W1 would list *Person B* and Location Z. On each Schedule W1, you should briefly describe the records that are kept at each location (e.g., business and trading records from 1996 through 1999).

8. Who should sign the Form ADV-W?

Copies of the Form ADV-W you file with the SEC must be executed by a *person* you have authorized to file the Form. If you are a sole proprietor, you must sign the Form; if you are a partnership, a general partner must sign the Form in the name of the partnership; if you are an unincorporated organization or association that is not a partnership, the *managing agent* (an authorized *person* who directs or manages or who participates in the directing or managing of its affairs) must sign the Form in the name of the organization or association; if you are a corporation, a principal officer duly authorized must sign the Form in the name of the corporation. If an officer of any entity is signing the Form, the officer's title must be given.

9. What if I need more space to provide additional information?

If you are filing electronically, add any additional information in the text box asking you to "describe the books and records kept at this location." If you are filing on paper, use the reverse side of Schedule W1 to provide any additional information.

10. What if I do not follow these instructions when completing the Form ADV-W?

If you do not prepare and execute the Form ADV-W as required by these instructions, SEC staff may return the form to you for correction. The SEC's acceptance of the Form, however, is not a finding that you have filed the Form ADV-W as required or that the information submitted is true, correct or complete.

PRIVACY ACT STATEMENT. Section 203(h) of the Advisers Act [15 U.S.C. § 80b-3(h)] authorizes the Commission to collect the information required by Form ADV-W. The Commission collects this information for regulatory purposes, such as reviewing an adviser's application to withdraw. Filing Form ADV-W is mandatory for an investment adviser to withdraw from registration. The Commission maintains the information submitted on Form ADV-W and makes it publicly available. The Commission may return forms that do not include required information. Intentional misstatements or omissions constitute federal criminal violations under 18 U.S.C. § 1001 and 15 U.S.C. § 80b-17. The information contained in Form ADV-W is part of a system of records subject to the Privacy Act of 1974, as amended. The Commission has published in the Federal Register the Privacy Act System of Records Notice for these records.

SEC'S COLLECTION OF INFORMATION. An agency may not conduct or sponsor, and a person is not required to respond to, a collection of information unless it displays a currently valid control number. Section 203(h) of the Advisers Act authorizes the Commission to collect the information on this Form from applicants. See 15 U.S.C. § 80b-3(h). Filing of this Form is mandatory for an investment adviser to withdraw from registration. The principal purpose of this collection of information is to enable the Commission to verify that the activities of an investment adviser seeking to withdraw from registration do not require the investment adviser to be registered and to determine whether terms and conditions should be imposed upon a registrant's withdrawal. By accepting a form, however, the Commission does not make a finding that it has been completed or submitted correctly. The Commission will maintain files of the information on Form ADV-W and will make the information publicly available. Any member of the public may direct to the Commission any comments concerning the accuracy of the burden estimate on page one of Form ADV-W, and any suggestions for reducing this burden. This collection of information has been reviewed by the Office of Management and Budget in accordance with the clearance requirements of 44 U.S.C. § 3507.

FORM ADV-W (Paper Version)

NOTICE OF WITHDRAWAL FROM REGISTRATION AS AN INVESTMENT ADVISER

Form ADV-W

You must complete this Form ADV-W to withdraw your investment adviser registration with the SEC or one or more state securities administrators. We use the term “you” to refer to the investment adviser withdrawing from registration, regardless of whether the adviser is a sole proprietor, a partnership, a corporation, or another form of organization.

WARNING: Complete this form truthfully. False statements or omissions may result in administrative, civil or criminal action against you.

Status

Check the box that indicates what you would like to do:

- (i) Withdraw from registration in all of the jurisdictions with which you are registered (or have an application for registration pending) (a “full withdrawal”).
- (ii) Withdraw from registration in some, but not all, of the jurisdictions with which you are registered (or have an application for registration pending) (a “partial withdrawal”).

If you are filing for full withdrawal, you must complete all items of this Form ADV-W. If you are filing for partial withdrawal, follow the instructions below for the type of partial withdrawal you are filing.

If you are filing for partial withdrawal, indicate the jurisdictions from which you are withdrawing your investment adviser registration (or application for registration):

- (a) The SEC;

Check this box if you are withdrawing your SEC registration and switching to state registration, or if you are withdrawing your application for SEC registration. If you check this box (a), you must complete only this Status Section, Items 1A through 1D, and the Execution Section. Do not complete Item 1E and Items 2 through 8.

- (b) The state(s) for which the box(es) below are checked:

- | | | | | | | |
|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|
| <input type="checkbox"/> AL | <input type="checkbox"/> DC | <input type="checkbox"/> IA | <input type="checkbox"/> MN | <input type="checkbox"/> NM | <input type="checkbox"/> PR | <input type="checkbox"/> VA |
| <input type="checkbox"/> AK | <input type="checkbox"/> FL | <input type="checkbox"/> KS | <input type="checkbox"/> MS | <input type="checkbox"/> NY | <input type="checkbox"/> RI | <input type="checkbox"/> WA |
| <input type="checkbox"/> AZ | <input type="checkbox"/> GA | <input type="checkbox"/> KY | <input type="checkbox"/> MO | <input type="checkbox"/> NC | <input type="checkbox"/> SC | <input type="checkbox"/> WV |
| <input type="checkbox"/> AR | <input type="checkbox"/> GU | <input type="checkbox"/> LA | <input type="checkbox"/> MT | <input type="checkbox"/> ND | <input type="checkbox"/> SD | <input type="checkbox"/> WI |
| <input type="checkbox"/> CA | <input type="checkbox"/> HI | <input type="checkbox"/> ME | <input type="checkbox"/> NE | <input type="checkbox"/> OH | <input type="checkbox"/> TN | |
| <input type="checkbox"/> CO | <input type="checkbox"/> ID | <input type="checkbox"/> MD | <input type="checkbox"/> NV | <input type="checkbox"/> OK | <input type="checkbox"/> TX | |
| <input type="checkbox"/> CT | <input type="checkbox"/> IL | <input type="checkbox"/> MA | <input type="checkbox"/> NH | <input type="checkbox"/> OR | <input type="checkbox"/> UT | |
| <input type="checkbox"/> DE | <input type="checkbox"/> IN | <input type="checkbox"/> MI | <input type="checkbox"/> NJ | <input type="checkbox"/> PA | <input type="checkbox"/> VT | |

If you check this box (b), you must complete all items of this Form ADV-W.

Item 1 Identifying Information

- A. Your full legal name (if you are a sole proprietor, your last, first, and middle names):

The name you enter here must be the same as the name you entered on your last amended Form ADV. Do not report a name change on this Form ADV-W.

B. Your SEC file number (if you are registered with the SEC as an investment adviser):
801- _____

C. Your CRD number (if you have a number ("CRD number") assigned by the NASD's CRD system):

If you do not have a CRD number, skip this Item 1C. Do not provide the CRD number of one of your officers, employees, or affiliates.

D. Name and business address of contact *employee*:

(name) (title)

(number and street)

(city) (state) (country) (zip+4/postal code)

(area code) (telephone number)

(electronic mail (e-mail) address, if contact *employee* has one)

The contact employee should be an employee (not outside counsel) who is authorized to receive information and respond to questions about this Form ADV-W.

E. *Principal Office and Place of Business*:

Address (do not use a P.O. Box):

(number and street)

(city) (state) (country) (zip+4/postal code)

(area code) (telephone number)

If this address is a private residence, check this box:

Item 2 Status of Advisory Business

A. Have you ceased conducting advisory business in the jurisdictions from which you are withdrawing? Yes No

If yes, provide the date you ceased conducting advisory business in the jurisdictions checked in the status section above:

MM / DD / YYYY

If you ceased conducting advisory business in these jurisdictions on different dates, you must submit a different Form ADV-W for each different date on which you ceased conducting advisory business.

B. Reasons for withdrawal: _____

Item 3 Custody

Do you or a *related person* have *custody* of *client* assets?

Yes No

If yes, provide the following information:

- A. Number of *clients* for whom you have *custody* of cash or securities: _____
- B. Amount of *clients*' cash for which you have *custody*: \$ _____ .00
- C. Market value of *clients*' securities for which you have *custody*: \$ _____ .00
- D. Market value of assets other than cash or securities for which you have *custody*: \$ _____ .00

Item 4 Money Owed to *Clients*

Have you (i) received any advisory fees for investment advisory services or publications that you have not rendered or delivered; or (ii) borrowed any money from *clients* that you have not repaid?

Yes No

Do not include in your response to this Item 4 any client funds for which you have custody and that you included in your response to Item 3.

If yes, provide the following information:

- A. Amount of money owed to *clients* for prepaid fees or subscriptions: \$ _____ .00
- B. Amount of money owed to *clients* for borrowed funds: \$ _____ .00

Item 5 Advisory Contracts

- A. Have you assigned any of your investment advisory contracts to another *person*? Yes No

If yes, provide the following information:

- B. Did you obtain the consent of each *client* prior to the assignment of the *client's* contract? Yes No

Client consent can be obtained through an actual consent, or can be inferred through the use of a negative consent.

If you answered "yes" to Item 5A, list on Section 5 of Schedule W1 each *person* to whom you have assigned any of your investment advisory contracts. You must complete a separate Schedule W1 for each *person* to whom you have assigned any of your advisory contracts.

Item 6 Judgments and Liens

Are there any unsatisfied judgments or liens against you?

Yes No

Item 7 Statement of Financial Condition

If you answered yes to Items 3, 4, or 6, you must complete Schedule W2, disclosing the nature and amount of your assets and liabilities and your net worth as of the last day of the month prior to the filing of this Form ADV-W.

Item 8 Books and Records

This item requires you to list (i) the name and address of each *person* who has or will have custody or possession of your books and records; and (ii) each location at which any of your books and records are or will be kept. You must list this information on Schedule W1, and you must complete a separate Schedule W1 for each *person* who has or will have custody of your books and records at each location. The instructions to Form ADV-W contain additional information and examples to assist you in responding to Item 8.

NOTE: Section 204 of the Advisers Act, or similar state law, requires you to preserve your books and records after you have withdrawn from registration.

Execution

I, the undersigned, have signed this Form ADV-W on behalf of, and with the authority of, the adviser withdrawing its registration. The adviser and I both certify, under penalty of perjury under the laws of the United States of America, that the information and statements made in this Form ADV-W, including exhibits and any other information submitted, are true. I further certify that the adviser's books and records will be preserved and available for inspection as required by law, and that all information previously submitted on Form ADV is accurate and complete as of this date. I understand that if any information contained in items 1D or 1E of this Form ADV-W is different from the information contained on Form ADV, the information on this Form ADV-W will replace the corresponding entry on the adviser's Form ADV composite available through IARD. Finally, I authorize any *person* having custody or possession of these books and records to make them available to authorized regulatory representatives.

Signature: _____ Date: _____

Printed Name: _____ Title: _____

FORMADV-W
Schedule W2
(Paper Version)

Your Name: _____
Date: _____

SEC File No.: _____
CRD No.: _____

If you answered "yes" to Items 3, 4, or 6 of Form ADV-W, you are required to complete this Schedule W2. This balance sheet must be prepared in accordance with generally accepted accounting principles, but need not be audited.

ASSETS

Current Assets

Cash _____
Securities at Market _____
Non-Marketable Securities _____
Other Current Assets _____
Total Current Assets \$ _____

Fixed Assets

Total Fixed Assets \$ _____

TOTAL ASSETS \$ _____

LIABILITIES & SHAREHOLDERS' EQUITY

Current Liabilities

Prepaid Advisory Fees _____
Short-Term Loans from *Clients* _____
Other Short-Term Loans _____
Other Current Liabilities _____
Total Current Liabilities \$ _____

Fixed Liabilities

Long-Term Debt Owed to *Clients* _____
Other Long-Term Debt _____
Other Long-Term Liabilities _____
Total Fixed Liabilities \$ _____

Shareholders' Equity

Total Shareholders' Equity (or Deficit) \$ _____

TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY \$ _____